

**TEXWINCA** holdings limited

ANNUAL 年報 REPORT  
2016

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# Corporate Information 公司資料

## DIRECTORS

Poon Bun Chak (*Executive Chairman*)  
Poon Kei Chak (*Executive Vice Chairman*) (*resigned on 1 June 2015*)  
Ting Kit Chung (*Chief Executive Officer*)  
Au Son Yiu\*  
Cheng Shu Wing\*  
Law Brian Chung Nin\*  
\* *Independent Non-executive Directors*

## NOMINATION COMMITTEE

Cheng Shu Wing (*Chairman*)  
Au Son Yiu  
Law Brian Chung Nin  
Ting Kit Chung

## REMUNERATION COMMITTEE

Au Son Yiu (*Chairman*)  
Cheng Shu Wing  
Law Brian Chung Nin  
Ting Kit Chung

## AUDIT COMMITTEE

Law Brian Chung Nin (*Chairman*)  
Au Son Yiu  
Cheng Shu Wing

## COMPANY SECRETARY

Chan Chi Hon

## REGISTERED OFFICE

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor, Metroplaza, Tower II,  
223 Hing Fong Road, Kwai Chung,  
New Territories, Hong Kong

## 董事

潘彬澤 (*執行主席*)  
潘機澤 (*執行副主席*) (*於二零一五年六月一日辭任*)  
丁傑忠 (*行政總裁*)  
區樂耀\*  
鄭樹榮\*  
羅仲年\*  
\* *獨立非執行董事*

## 提名委員會

鄭樹榮 (*主席*)  
區樂耀  
羅仲年  
丁傑忠

## 薪酬委員會

區樂耀 (*主席*)  
鄭樹榮  
羅仲年  
丁傑忠

## 審核委員會

羅仲年 (*主席*)  
區樂耀  
鄭樹榮

## 公司秘書

陳志漢

## 註冊辦事處

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

## 總辦事處及主要營業地點

香港新界  
葵涌興芳路223號  
新都會廣場第二座十六樓

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building,  
69 Pitts Bay Road,  
Pembroke HM08,  
Bermuda

### 主要股份登記及過戶處

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building,  
69 Pitts Bay Road,  
Pembroke HM08,  
Bermuda

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong

### 香港股份登記及過戶分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東183號  
合和中心二十二樓

### AUDITORS

Ernst & Young  
*Certified Public Accountants*

### 核數師

安永會計師事務所  
執業會計師

### LEGAL ADVISORS

Jennifer Cheung & Co.  
Wilkinson & Grist

### 法律顧問

張美霞律師行  
高露雲律師行

### PRINCIPAL BANKERS

Bank of China (Hong Kong) Ltd.  
BNP Paribas  
Citibank, N.A.  
The Hongkong and Shanghai Banking Corporation Ltd.  
Hang Seng Bank  
Mizuho Corporate Bank, Ltd.

### 主要往來銀行

中國銀行(香港)有限公司  
法國巴黎銀行  
花旗銀行  
香港上海滙豐銀行有限公司  
恒生銀行  
瑞穗實業銀行

### WEBSITES

<http://www.texwinca.com/>  
<http://www.baleno.com.hk/>  
<http://www.irasia.com/listco/hk/texwinca/>

### 網址

<http://www.texwinca.com/>  
<http://www.baleno.com.hk/>  
<http://www.irasia.com/listco/hk/texwinca/>

## Financial and Operational Highlights 財務與業務摘要

(Amounts expressed in HK\$' million, unless specified) (以港幣百萬元為單位，除特別註明外)		Notes 附註	2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年 (Restated) (經修訂)	2012 二零一二年 (Restated) (經修訂)
Turnover	營業額		9,343	9,322	9,860	11,251	13,766
Profit for the year attributable to ordinary equity holders of the Company	本公司普通權益所有者應佔本年度溢利		1,051	773	668	734	938
Total equity	總權益		6,561	6,320	6,187	6,170	5,886
Total assets	總資產		9,325	9,999	9,727	12,313	13,436
Total liabilities to total equity ratio (times)	總負債與總權益比率 (倍數)		0.4	0.6	0.6	1.0	1.3
Total interest-bearing debts to total equity ratio (times)	總付息債務與總權益比率 (倍數)		0.1	0.3	0.3	0.6	0.6
Current ratio (times)	流動比率 (倍數)		2.9	2.3	2.4	1.7	1.5
Trade and bills receivables (excluded bills receivable — intra-group trade) to turnover (days)	應收賬款及票據(不包括應收票據—集團內部貿易)比營業額(日)		27	36	33	30	29
Inventories to turnover (days)	存貨比營業額(日)		80	73	70	67	72
Net assets per share (HK cents)	每股資產淨額(港幣仙)		475	457	448	453	432
Return on total assets (%)	總資產回報率(%)		11.3	7.7	6.9	6.0	7.0
Return on turnover (%)	營業額回報率(%)		11.2	8.3	6.8	6.5	6.8
Interest cover (times)	利息保障比率(倍數)	1	91	37	22	15	31
EBITDA	息、稅、折舊及攤銷前利潤	2	1,637	1,163	1,079	1,165	1,511
EBITDA on turnover (%)	息、稅、折舊及攤銷前利潤比營業額(%)		17.5	12.5	10.9	10.4	11.0
Basic earnings per share (HK cents)	基本每股盈利(港幣仙)	3	76.0	56.0	48.9	53.9	68.9
Dividends per share (HK cents)	每股股息(港幣仙)		62.0	56.0	48.0	40.0	50.0
Dividend yield (%)	股息回報率(%)	4	8.2	7.9	5.8	4.9	5.3
Number of issued shares (million)	已發行股份數目(百萬)		1,382	1,382	1,382	1,364	1,361
Number of employees:	僱員人數：						
Hong Kong and Macau	香港及澳門		622	648	676	680	805
Taiwan	台灣		9	10	352	571	737
Mainland China	中國大陸		14,722	15,740	16,499	19,196	22,950
Total	總數		15,353	16,398	17,527	20,447	24,492

## Financial and Operational Highlights 財務與業務摘要

### Notes:

1. *Interest cover was calculated by dividing the profit before interest and tax by the interest expenses.*
2. *EBITDA is the earnings before interest, tax, depreciation and amortisation expenses.*
3. *Number of shares was on weighted average basis.*
4. *Dividend yield was calculated by dividing the dividends per share by the closing market price per share as at the end of the respective reporting period.*
5. *The financial results of the above refer to the results of the Group for each financial year. And, the other figures used were the position of the Group as at the end of the respective reporting period.*

### 附註：

1. 利息保障比率之計算為利息及稅項前之溢利與利息費用之比率。
2. 息、稅、折舊及攤銷前利潤為未計利息、稅項、折舊及攤銷費用前利潤。
3. 股份數目按加權平均基準計算。
4. 股息回報率之計算為每股股息與於相關報告期末每股收市價之比率。
5. 以上業績乃指本集團於每個財政年度的業績，而其他數字則指本集團於於相關報告期末之情況。

## Chairman's Statement 主席報告書

On behalf of the Board, it is my pleasure to present the Group's consolidated financial results for the financial year 2016.

The operating environment remained unstable and full of challenges throughout the year. The Group's total turnover increased quite slightly by 0.2% to HK\$9,343 million. Net profit attributable to ordinary equity holders grew substantially by 36.0% to HK\$1,051 million mainly due to the gain on sales of some trademarks and gain on disposal of a subsidiary.

The U.S., our major market for textile business, experienced a moderate economic rebound in the year. Other than the U.S., the revenue from other markets such as China and Japan was also expanded. The raw material price sharply reduced in the period resulted in a wait-and-see purchasing approach among our customers especially in the second half year. To improve output volume and efficiency, the Group kept on accelerating production machinery and equipment. We continued to focus on high value-added orders to maintain reasonable profit margins.

The retail business faced another tough year. The mainland China's economy had undergone a quick slow down and consumer sentiment was sluggish throughout the year. Moreover, the long warm winter period during late 2015 did put tremendous inventory pressure on most retailers. We continued to consolidate our brands to focus on "Baleno" and some unused trademarks were sold. Meanwhile, the Management exercised tight control on inventory level and rental cost.

In the near future, the macro economy will remain uncertain and unpredictable. The Group will continue to strengthen its competitiveness to explore market opportunities and achieve business growth. With solid financial capabilities, we are still optimistic of the Group's prospect.

On behalf of the Board, I would like to thank you for your trust on us. I would also like to thank our business partners for their continuous support to the Group. I would also like to express my cordial gratitude to our colleagues for their devotion and good work in the year.

**Poon Bun Chak**  
*Executive Chairman*

Hong Kong, 17 June 2016

本人謹代董事會欣然呈本集團二零一六年財政年度之綜合財務業績。

年度內經營環境仍不穩定及充滿挑戰。本集團總營業額輕微增加0.2%至港幣9,343百萬元。普通權益所有者應佔淨溢利大幅增長36.0%至港幣1,051百萬元，主要由於出售數個商標及一附屬公司獲利所致。

紡織業務主要市場美國於年內經濟有溫和擴張。除美國外，從其他市場如中國及日本之銷貨收入亦有所增加。期內原料價格急跌，導致特別於下半年度顧客採購抱觀望態度。本集團繼續改善生產機械及設備以提升產能及效益。我們繼續注重高附加值訂單以維持合理利潤。

零售業務面對又一困難年度。中國大陸經濟急促放緩而全年消費信心呆滯。此外，二零一五年末的持續溫暖冬季亦對許多零售商帶來巨大存貨壓力。我們繼續整固品牌而專注"Baleno"，亦售出部份不再使用的商標。同時，管理層對存貨水平及租務成本嚴加控制。

短期內，宏觀經濟將仍不明朗及難以預測。本集團將繼續加強競爭力以尋求市場機遇及爭取業務增長。基於擁有穩固財務能力，我們對本集團前景仍充滿信心。

本人謹代表董事局多謝你們對我們的信任。本人亦向業務夥伴對本集團之持續支持致以謝意。本人亦對同事們於年內的努力貢獻及良好表現衷心致謝。

**執行主席**  
**潘彬澤**

香港，二零一六年六月十七日

# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

For this financial year ended 31 March 2016, the Group's total revenue increased slightly by 0.2% to HK\$9,343 million (2015: HK\$9,322 million). Profit for the year attributable to the ordinary equity holders of the Company was HK\$1,051 million (2015: HK\$773 million), a jump of 36.0%. Such significant increase in net profit was primarily attributable to the gain on sales of some trademarks and disposal of a subsidiary during the period. In the year, other income and gains decreased by HK\$113 million mainly due to the drop in interest income. The Board has recommended a final dividend of HK16.0 cents (2015: HK30.0 cents) and a special dividend of HK18.0 cents (2015: nil) per ordinary share. Including interim dividend, total dividend per ordinary share would be HK62.0 cents, an increase of 10.7% from last year's HK56.0 cents.

### Textile business

The business recorded a turnover of HK\$4,741 million (2015: HK\$4,718 million), an increase of 0.5%. The amount was 50.7% (2015: 50.6%) of the Group's total turnover. In the year, global economy was still fragile and volatile. The U.S. consumer sentiment did show some signs of improvement in the year beginning but became unpredictable in the second half year. Cotton price continued to drop which resulted in a delayed purchasing approach by many buyers in late 2015 and early 2016. The Group expanded its revenue in China and Japan to diversify reliance on the U.S. market. In view of the rising China production cost, the Group continued to focus on high value-added orders to maintain reasonable profit margins. The gross profit margin stayed at 21.7%, the same compared to last year. The average selling price decreased by 2.0% and the sales volume increased by 2.7%. The performance and the key financial ratios of the business were as below:

## 業務回顧及未來發展

截至二零一六年三月三十一日止本財政年度，本集團之總收入輕微上升0.2%至港幣9,343百萬元(二零一五年：港幣9,322百萬元)。本公司普通權益所有者應佔本年度溢利為港幣1,051百萬元(二零一五年：港幣773百萬元)，跳升36.0%。純利明顯增加主要由於期內出售數個商標及一附屬公司獲利所致。年內，其他收入及收益下跌港幣113百萬元，主要由於利息收入下跌所致。董事會建議派發末期股息每普通股港幣16.0仙(二零一五年：港幣30.0仙)及特別股息港幣18.0仙(二零一五年：無)。連同中期股息，每普通股股息總額為港幣62.0仙，較去年之港幣56.0仙上升10.7%。

### 紡織業務

紡織業務之營業額為港幣4,741百萬元(二零一五年：港幣4,718百萬元)，增加0.5%。此數目為本集團總營業額之50.7%(二零一五年：50.6%)。年內全球經濟仍脆弱及波動。年初美國消費信心有改善跡象但於下半年則變得難以猜測。棉花價格持續下跌令不少買家於二零一五年末及二零一六年初採取拖延之採購方針。本集團加強中國及日本之銷貨以減低依賴美國市場。由於中國生產成本上漲，本集團繼續專注高附加值訂單以維持合理利潤。毛利率與去年比較處於相若之21.7%。平均產品價格下跌2.0%而銷售量上升2.7%。此業務之表現及主要財務比率現列於下：

(Amounts expressed in HK\$'million, unless specified) (以港幣百萬元為單位，除特別註明外)		2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Net sales	銷售淨額	4,741	4,718	5,026	5,460	6,976
Gross profit margin (%)	毛利率(%)	21.7	21.7	20.4	16.0	14.8
Operating profit (note 1)	營業利潤(附註1)	666	622	671	546	692
EBITDA (note 1)	息、稅、折舊及攤銷前利潤 (附註1)	842	802	871	765	916
Return on total assets (%) (note 2)	總資產收益率(%) (附註2)	9.6	8.5	8.4	6.3	6.4
Return on sales (%) (note 2)	銷售收益率(%) (附註2)	14.2	15.3	14.3	12.4	10.7
Return on equity (%) (note 2)	權益收益率(%) (附註2)	12.5	12.8	12.8	11.2	13.4
Capital expenditure	資本性支出	111	56	121	45	57

#### Notes:

(1) Exclude interest income and rental income.

(2) Exclude rental income.

#### 附註：

(1) 不包括利息收入及租金收入。

(2) 不包括租金收入。



# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

(continued)

### Retail and distribution business

Net sales of the business amounted to HK\$4,592 million, quite similar to last year's HK\$4,591 million. The sum was 49.1% (2015: 49.2%) of the Group's total turnover. In the period, mainland China's economic growth continued to decelerate and the retail environment remained difficult. The unseasonably warm winter weather during late 2015 also put great inventory pressure on the retail industry. The Group continued to consolidate its stores and trademarks to strengthen competitiveness. In the period, moderate expansion was done to increase 4.7% sales area in mainland China. Gross profit margin was 46.6%, similar to last year. Sales growth of comparable shops improved to 7.3% from last year's 6.0%.

The performance and the key financial ratios of the business were as below:

- (a) the business performance and the key financial ratios were as follows:

## 業務回顧及未來發展(續)

### 零售及分銷業務

此業務銷售淨額為港幣4,592百萬元，與去年之港幣4,591百萬元大致相若。此數目為本集團總營業額之49.1%（二零一五年：49.2%）。期內，中國大陸之經濟增長持續下滑而零售環境仍然困難。二零一五年尾季節反常之暖冬氣候亦加重對零售業之存貨壓力。本集團繼續整固店舖及品牌以加強競爭力。期內於中國大陸作溫和擴展，增加了4.7%之銷售面積。毛利率為46.6%，與去年相若。可比店舖銷售由去年之6.0%改善至7.3%。

此業務之表現及主要財務比率現列於下：

- (a) 業務表現及主要財務比率現列如下：

(Amounts expressed in HK\$'million, unless specified) (以港幣百萬元為單位，除特別註明外)		2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Net sales	銷售淨額	4,592	4,591	4,816	5,768	6,766
Gross profit margin (%)	毛利率(%)	46.6	46.8	46.7	44.9	44.8
Sales growth of comparable shops (%) (note 1)	可比店舖銷售增長比率(%) (附註1)	7.3	6.0	(7.6)	(12.0)	2.9
Operating profit/(loss) (note 2)	營業利潤/(虧損) (附註2)	(93)	13	(245)	(202)	157
EBITDA (note 2)	息、稅、折舊及攤銷前利潤 (附註2)	8	113	(107)	(52)	276
Return on total assets (%) (note 3)	總資產收益率(%) (附註3)	(4.3)	(0.7)	(13.9)	(7.6)	3.2
Return on sales (%) (note 3)	銷售收益率(%) (附註3)	(2.4)	(0.3)	(5.2)	(3.0)	1.3
Return on equity (%) (note 3)	權益收益率(%) (附註3)	(9.5)	(2.1)	(42.5)	(20.4)	9.0
Capital expenditure	資本性支出	96	72	43	119	192

#### Notes:

- (1) Comparable shops include shops with full year operation during the year and the preceding year.
- (2) Exclude interest income and rental income.
- (3) Exclude rental income.

#### 附註：

- (1) 可比店舖指於該年及其前一年均有全年營運的店舖。
- (2) 不包括利息收入及租金收入。
- (3) 不包括租金收入。

# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

(continued)

### Retail and distribution business (continued)

(b) the analysis of turnover by major brand was as follows:

(HK\$'million) (港幣百萬元)		2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Baleno	班尼路	3,260	2,821	2,754	3,038	3,653
S&K	S&K	415	476	552	742	940
I.P. Zone	I.P. Zone	304	320	417	555	699
ebase	ebase	98	336	497	609	682
Others	其他	515	638	596	824	792
Total	合計	4,592	4,591	4,816	5,768	6,766

## 業務回顧及未來發展(續)

### 零售及分銷業務(續)

(b) 按主要品牌銷售分析如下：

(c) the development in different markets was as follows:

### Mainland China

		2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Net sales (HK\$' million)	銷售淨額(港幣百萬元)	4,013	4,014	4,098	4,920	5,811
Increase/(decrease) in net sales (%)	銷售淨額之增加/(減少)(%)	—	(2)	(17)	(15)	17
Retail floor area (sq. ft.)**	零售樓面面積(平方呎)**	1,779,340	1,700,135	1,959,394	2,147,536	2,368,260
Number of sales associates**	營業員數目**	6,425	6,971	7,710	9,168	11,492
Number of outlets* <sup>△</sup>	門市數目* <sup>△</sup>	2,770	2,865	2,928	3,424	3,576

(c) 各地市場發展情況如下：

### 中國大陸

### Hong Kong

		2016 二零一六年	2015 二零一五年	2014 二零一四年	2013 二零一三年	2012 二零一二年
Net sales (HK\$' million)	銷售淨額(港幣百萬元)	579	486	445	435	460
Increase/(decrease) in net sales (%)	銷售淨額之增加/(減少)(%)	19	9	2	(5)	(1)
Retail floor area (sq. ft.)**	零售樓面面積(平方呎)**	64,543	62,440	66,184	63,254	61,722
Number of sales associates**	營業員數目**	395	393	392	425	493
Number of outlets**	門市數目**	64	59	66	68	70

### 香港

# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

(continued)

### Retail and distribution business (continued)

(c) the development in different markets was as follows:  
(continued)

#### Taiwan

		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
Net sales (HK\$' million)	銷售淨額 (港幣百萬元)	—	91	273	413	495
Increase/(decrease) in net sales (%)	銷售淨額之增加/(減少) (%)	(100)	(67)	(34)	(17)	22
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	—	—	90,689	142,079	151,218
Number of sales associates*#	營業員數目*#	—	—	290	488	638
Number of outlets* <sup>Δ</sup>	門市數目* <sup>Δ</sup>	—	—	91	166	181

\* As at the end of the reporting period

# For self-managed stores

<sup>Δ</sup> Including self-managed and franchise stores

## 業務回顧及未來發展 (續)

### 零售及分銷業務 (續)

(c) 各地市場發展情況如下：(續)

#### 台灣

\* 於報告期末

# 自營店

<sup>Δ</sup> 包括自營店及特許經營店

### Garment manufacturing business

Sales of this associate decreased by 2.2% to HK\$1,159 million (2015: HK\$1,185 million). Net profit contribution to the Group amounted to HK\$34 million (2015: HK\$34 million), similar to last year. In the period, the operating environment was unfavourable mainly due to the volatile global economy. In the year, 69.2% (2015: 70.7%) of the fabric consumption was supplied by the textile sector and sales to the retail division represented 28.7% (2015: 19.6%) of its revenue.

## FINANCIAL CONDITION

### Liquidity and financial resources

The Group continued to maintain a sound financial position. The current ratio, the total bank borrowings and the gearing ratio as at the year end were 2.9, HK\$843 million and -0.3 (2015: 2.3, HK\$1,907 million and -0.4), respectively. The gearing ratio refers to the ratio of the total interest-bearing debts, net of cash and cash equivalents, to the total equity. The net cash inflow from operating activities for the year was HK\$879 million (2015: HK\$865 million).

### 製衣業務

此聯營公司銷貨額減少2.2%至港幣1,159百萬元(二零一五年：港幣1,185百萬元)。對本集團淨溢利貢獻為港幣34百萬元(二零一五年：港幣34百萬元)，與去年相若。期內，經營環境並不理想，主要由於全球經濟波動所致。於年內，69.2%(二零一五年：70.7%)耗用布料由紡織部門供應，而銷售予零售部門則佔其收入28.7%(二零一五年：19.6%)。

### 財務狀況

#### 流動資金及財務資源

本集團繼續維持良好的財務狀況。於本年末，流動比率、銀行貸款總額及資本負債比率分別為2.9倍、港幣843百萬元及-0.3倍(二零一五年：2.3倍、港幣1,907百萬元及-0.4倍)。資本負債比率乃指扣除現金及現金等價物的總附息債務除以總權益。本年經營所得的現金流入淨額為港幣879百萬元(二零一五年：港幣865百萬元)。

# Management's Discussion and Analysis 管理層之論述及分析

## FINANCIAL CONDITION (continued)

### Liquidity and financial resources (continued)

During the year, the interest cover, the trade and bills receivables to turnover and the inventories to turnover were 91 times, 27 days and 80 days (2015: 37 times, 36 days, 73 days), respectively. The surge in the interest cover was mainly resulted from the gain on disposal of trademarks and a subsidiary in the PRC during the year. The Group mainly satisfied its funding requirements with cash inflow from its operating activities and bank borrowings. At the year end, the cash and cash equivalents, the equity attributable to ordinary equity holders of the Company and the unutilized banking facilities were HK\$3,005 million, HK\$6,132 million and HK\$7,772 million (2015: HK\$4,372 million, HK\$6,086 million, HK\$6,553 million), respectively. The decrease in cash and cash equivalents compared with last year was mainly due to the repayment of bank borrowings and the purchase of bonds during the year.

### Capital expenditure

The capital expenditure incurred by the Group during the year was HK\$207 million (2015: HK\$128 million). The capital expenditure incurred by the textile business for the year was HK\$111 million (2015: HK\$56 million) mainly for the addition of plant and machinery. For the retail and distribution business, our capital expenditure incurred for the year mainly for the renovation of shops amounted to HK\$96 million (2015: HK\$72 million).

### Pledge of assets

No significant assets were pledged as at 31 March 2016 and 31 March 2015.

### Contingent liabilities

Details of the contingent liabilities as at 31 March 2016 and 31 March 2015 have been set out in note 32 to the financial statements.

## 財務狀況(續)

### 流動資金及財務資源(續)

於本年，利息保障比率、應收賬款及票據比營業額周轉天數及存貨比營業額周轉天數分別為91倍、27天及80天(二零一五年：37倍、36天及73天)。利息保障比率之激增主要是由於年內出售商標及一位於中國大陸之附屬公司收益所致。本集團主要以經營所得現金流入及銀行貸款滿足其營運資金的需求。於本年末，現金及現金等價物、本公司普通權益所有者應佔權益及未動用銀行信貸額分別為港幣3,005百萬元、港幣6,132百萬元及港幣7,772百萬元(二零一五年：4,372百萬元、港幣6,086百萬元及港幣6,553百萬元)。現金及現金等價物較去年減少，主要由於本年內銀行貸款的償還及債券的購買。

### 資本性支出

本集團於本年內資本性支出為港幣207百萬元(二零一五年：港幣128百萬元)。紡織業務本年度資本性支出為港幣111百萬元(二零一五年：港幣56百萬元)，主要用作增加廠房及機械。零售及分銷業務方面，本年內資本性支出為港幣96百萬元(二零一五年：港幣72百萬元)，主要用於零售店舖的更新。

### 資產抵押

於二零一六年三月三十一日及二零一五年三月三十一日，並無重大資產已作抵押。

### 或有負債

於二零一六年三月三十一日及二零一五年三月三十一日的或有負債明細已載於財務報表附註32內。

# Management's Discussion and Analysis 管理層之論述及分析

## FINANCIAL CONDITION (continued)

### Foreign exchange and interest rate risks

The Group continued to adopt a strict and prudent policy in managing its interest rate and currency exchange risks. The major interest-bearing bank borrowings of the Group were HKD, USD and YEN floating rate borrowings with maturity due within three years. At the year end, the cash and cash equivalents and the held-to-maturity investments amounted to HK\$3,005 million and HK\$643 million (2015: HK\$4,372 million and nil), respectively, were mainly denominated in HKD, RMB and USD. The cash and cash equivalents were placed as fixed deposits with well-established financial institution at fixed interest rate with maturity due within one year. And, the held-to-maturity investments were fixed interest rate investments with maturity due within six years. As the US economic recovery is modest, the interest rate is expected to rise moderately in the years to come. The Group will continue to monitor the interest rate movement and arrange financial instruments to reduce its interest rate risk whenever appropriate.

During the year, the major assets, liabilities, revenue, expenses and procurements of the Group were denominated in HKD, USD, RMB, YEN and NTD and the Group had arranged foreign exchange forward contracts to reduce its currency exchange risk.

## HUMAN RESOURCES

As at 31 March 2016, the Group had about 15,400 (2015: 16,400) employees in the Greater China. The remuneration of the employees was largely based on industry practice and the performance of individual employee.

## CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, the Group is committed to promoting the long term sustainability of the environment and communities in which it operates. We also recognise the importance of compliance with regulatory requirements and the risk of non-compliance with the applicable rules and regulations.

The Group has been active in participating in charitable donation, caring for the needy people, and supporting and sponsoring educational and environmental protection activities. In addition, we also encourage our employees, customers and business partners to partake in the aforesaid activities with a view to developing a better future for our community.

## 財務狀況(續)

### 匯兌及利率風險

本集團維持嚴格及審慎政策管理其利率與匯率風險。本集團主要付息銀行貸款為浮息的港元、美元及日元貸款，並於三年內到期。於年末，現金及現金等價物結餘及持至到期的投資分別為港幣3,005百萬元及港幣643百萬元(二零一五年：港幣4,372百萬元及無)，主要為港元、人民幣及美元。現金及現金等價物為存於有良好基礎的金融機構作一年內到期的固定利率定期存款。持至到期的投資乃固定息率投資，並於六年內到期。由於美國經濟復甦溫和，預期利率將於來年慢慢上升。本集團將繼續留意利率的變動，並將於適當時候安排金融工具以減低利率風險。

於本年內，本集團主要資產、負債、收入、支出及採購皆為港元、美元、人民幣、日元及新台幣，本集團已安排遠期外匯合約以減低其匯率風險。

## 人力資源

於二零一六年三月三十一日，本集團約有僱員15,400人(二零一五年：16,400人)於大中華。員工薪酬之釐定主要基於行業之情況及員工個人之表現。

## 企業社會責任

作為一個負責的企業公民，本集團致力於促進環境和其營運所在的社區的長遠可持續發展。我們亦認同遵守法規要求的重要性及不遵守適用規則及規例的風險。

本集團一向熱心參與慈善公益事務、關心有需要的人士，及支持及贊助教育及環保活動。此外，我們亦鼓勵員工、客戶及商業夥伴共同參與上述活動，為社會創造一個更好的未來。

# Management's Discussion and Analysis 管理層之論述及分析

## CORPORATE SOCIAL RESPONSIBILITY (continued)

During the year ended 31 March 2016, according to the best knowledge of the Directors of the Company, the Group has complied with the relevant laws and regulations that have a significant impact on the business and the environment.

During the year, some of the activities/organisations the Group participated in/donated or sponsored to were:

1. World Wide Fund For Nature Hong Kong;
2. The Community Chest of Hong Kong "Love Teeth Day";
3. Agency for Volunteer Service "HSBC Share-To-Care Volunteer Campaign";
4. Shanghai Commercial Pok Oi Cycle for Millions 2015;
5. Sowers Action;
6. Ocean Park Conservation Foundation Hong Kong;
7. St. James' Settlement; and
8. The Hong Kong Council of Social Service "Caring Company".

The Group believes that the development of a better future for our community relies on the participation of people, corporations and the government. Therefore, we will continue to invest resources in all major social, educational and environmental protection activities to strive for a better future for our community.

## OUTLOOK

Looking forward to the coming year, the operating environment will be full of uncertainties and challenges. The Group will continue to explore new markets and new customers to diversify its revenue source. Further investment will be placed to upgrade our production plants for productivity and quality enhancement. The Group is also closely monitoring the development of Trans-Pacific Partnership trade agreement ("TPP"). If the TPP terms are favourable to the Group, we will consider to establish a new textile plant in Vietnam.

The retail environment in mainland China is expected to remain difficult for some time. The Management will continue to exercise stringent control on inventory level and rental cost. Moderate store expansion will be going on in the coming year.

The Group is in a solid financial position with substantial net cash balance. We have full competitive advantages to fulfill our business strategies and solve ongoing challenges.

## 企業社會責任(續)

於截至二零一六年三月三十一日止年度內，根據本公司董事所知，本集團一直遵守與業務和環境有重大影響的相關法例及規例。

於年內，部份本集團曾參與／捐助或贊助的活動／團體包括：

1. 世界自然〔香港〕基金會；
2. 香港公益金「公益愛牙日」；
3. 義務工作發展局「滙豐愛心傳城義工大行動」；
4. 上海商業博愛單車百萬行2015；
5. 苗圃行動；
6. 香港海洋公園保育基金；
7. 聖雅各福群會；及
8. 香港社會服務聯會「商界展關懷」。

本集團相信為社會創造一個更好的未來，有賴市民、企業及政府的參與。因此，我們將繼續不斷投入資源於主要社會、教育及環保活動，為社會創造一個更好的未來而努力。

## 展望

展望來年，經營環境仍具不明朗及挑戰性。本集團將繼續開發新市場及新顧客以拓展收入來源。提升生產設備之投資仍將繼續以改善產量及品質。本集團亦正緊密監察跨太平洋貿易協議之發展。如此協議之條款對本集團有利，我們會考慮在越南增設一新紡織廠。

零售環境在中國大陸預料將有一段時間持續困難。管理層將繼續嚴控存貨水平及租金成本。溫和店舖增長於來年仍將繼續。

本集團財政鞏固及現金充裕。我們擁有全面競爭優勢去達成業務策略及解決將來之挑戰。



# Report of the Directors 董事會報告

The board of directors (the “Board”) has pleasure in presenting the report and the audited financial statements of Texwinca Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2016.

## PRINCIPAL ACTIVITIES

The Group’s principal activities during the year consisted of the production, dyeing and sale of knitted fabric and yarn; the retailing and distribution of casual apparel and accessory; the provision of franchise services; the provision of repair and maintenance services for motor vehicles and properties investment. There were no significant changes in the nature of the Group’s principal activities during the year.

The principal activity of the Company is investment holding.

## BUSINESS REVIEW

Further discussion and review on the business activities of the Group as required by Schedule 5 to the Companies Ordinance (Cap. 622) of Hong Kong, including a description of the principal risks and uncertainties facing the Group; material events that have occurred since the end of the financial year; an indication of likely future development in the Group’s business; an analysis of the Group’s performance during the year using financial key performance indicators and a description of the Group’s corporate social responsibility are contained in the preceding Chairman’s Statement and Management’s Discussion and Analysis set out on page 6 and pages 7 to 13, respectively, of this Annual Report. Those discussions form part of this Report of the Directors.

In addition, details of the Group’s financial risk management are disclosed in note 38 to the financial statements.

## RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 March 2016 and the Group’s financial position at that date are set out in the financial statements on pages 44 to 47.

An interim dividend of HK28.0 cents per ordinary share was paid on 6 January 2016. The Board recommends the payment of final and special dividends of HK16.0 cents and HK18.0 cents, respectively, per ordinary share in respect of the year to shareholders on the Register of Members on 24 August 2016.

董事會欣然呈奉截至二零一六年三月三十一日止年度之報告及德永佳集團有限公司(「本公司」)與其附屬公司(合稱「本集團」)之經審核財務報表。

## 主要業務

本年度本集團之主要業務包括針織布及棉紗之產銷及整染、便服及飾物之零售及分銷、提供特許經營服務、提供汽車維修和保養服務及物業投資。本集團之主要業務性質在本年度並無重大轉變。

本公司之主要業務為投資控股。

## 業務回顧

本集團業務的討論及回顧，包括本集團面對的主要風險及不明朗因素的描述；財政年度後之重大事項；本集團業務相當可能有的未來發展的揭示；以財務關鍵績效指標進行的集團年內表現分析；及本集團企業社會責任的描述，已按照香港公司條例(第622章)附表5分別載於本年報第6頁之主席報告書及第7頁至第13頁之管理層之論述及分析內。當中之討論亦構成本董事會報告書之一部分。

此外，本集團財務風險管理之資料已載於財務報表附註38內。

## 業績與股息

本集團於截至二零一六年三月三十一日止年度之溢利及本集團截至該日期之財務狀況列載於財務報表第44至47頁。

中期股息每股普通股港幣28.0仙已於二零一六年一月六日派發。董事會茲建議派發本年度末期及特別股息每股普通股分別為港幣16.0仙及18.0仙予二零一六年八月二十四日名列本公司股東名冊之股東。

# Report of the Directors 董事會報告

## SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

## 財務資料概要

下表為本集團於過往五個財政年度公佈之業績及資產、負債與非控股權益之概要，乃摘自經審核財務報表及按需要重新修訂／分類。此概要並不構成經審核財務報表之部分。

### Results

### 業績

		Year ended 31 March 截至三月三十一日止年度				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
						(Restated) (經修訂)
REVENUE	收入	9,343,282	9,322,316	9,859,613	11,250,843	13,765,827
PROFIT BEFORE TAX	除稅前溢利	1,344,536	858,248	707,007	740,014	1,128,219
Income tax expense	稅項	(87,416)	(85,717)	(117,555)	(59,251)	(161,560)
PROFIT FOR THE YEAR	本年度溢利	1,257,120	772,531	589,452	680,763	966,659
Attributable to:	歸屬：					
Ordinary equity holders of the Company	本公司普通權益所有者	1,050,655	773,293	668,352	734,229	938,186
Non-controlling interests	非控股權益	206,465	(762)	(78,900)	(53,466)	28,473
		1,257,120	772,531	589,452	680,763	966,659

### Assets, Liabilities and Non-Controlling Interests

### 資產、負債與非控股權益

		As at 31 March 三月三十一日				
		2016	2015	2014	2013	2012
		二零一六年	二零一五年	二零一四年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
						(Restated) (經修訂)
TOTAL ASSETS	總資產	9,324,808	9,999,169	9,727,009	12,313,156	13,436,323
TOTAL LIABILITIES	總負債	(2,764,179)	(3,679,337)	(3,539,865)	(6,142,701)	(7,550,343)
NON-CONTROLLING INTERESTS	非控股權益	(428,618)	(233,616)	(230,673)	(308,121)	(322,628)
		6,132,011	6,086,216	5,956,471	5,862,334	5,563,352



# Report of the Directors 董事會報告

## SHARE CAPITAL

There was no movement in the Company's share capital during the year.

## PRE-EMPTIVE RIGHTS

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

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

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

## DISTRIBUTABLE RESERVES

At 31 March 2016, the Company's reserves available for distribution and/or distribution in specie amounted to HK\$3,854,902,000 of which HK\$469,777,000 has been proposed as final and special dividends for the year. In addition, the Company's share premium account, in the amount of HK\$703,365,000, may be distributed in the form of fully paid bonus shares.

## CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totalling HK\$1,560,000 (2015: HK\$867,000).

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year.

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

## 股本

本公司於年內並無股本變動。

## 優先認購權

本公司之公司細則及百慕達之法例概無優先認購權條文要求本公司須按比例向現有股東發行新股。

## 購入、贖回或出售本公司上市證券

於年內，本公司及其任何附屬公司並無購入、贖回或出售本公司任何上市證券。

## 可供分派儲備

於二零一六年三月三十一日，本公司可供作分派及／或實物分派之儲備為港幣3,854,902,000元，其中擬派發本年度末期及特別股息為港幣469,777,000元。此外，本公司股本溢價賬港幣703,365,000元亦可以繳足紅股方式予以分派。

## 慈善捐款

於年內，本集團的慈善捐款合共港幣1,560,000元（二零一五年：港幣867,000元）。

## 主要客戶及供應商

於本年度，售予本集團最大五個客戶之金額佔全年總銷售少於30%。本集團從最大五個供應商之採購佔全年之總採購少於30%。

概無本公司董事、任何其聯繫人士或任何股東（據董事所知擁有本公司已發行股本5%以上）於本集團首五大客戶及供應商佔有任何實際權益。

# Report of the Directors 董事會報告

## DIRECTORS

The directors of the Company during the year were:

### Executive directors:

Poon Bun Chak (*Executive Chairman*)

Poon Kei Chak (*Executive Vice Chairman*) (*resigned on 1 June 2015*)

Ting Kit Chung (*Chief Executive Officer*)

### Independent non-executive directors:

Au Son Yiu

Cheng Shu Wing

Law Brian Chung Nin

In accordance with the Company's bye-laws, all the existing directors will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin, and still considers them to be independent as at the date of this report.

## DIRECTORS' SERVICE CONTRACTS

The service contracts entered into between the Company and each of the executive directors as listed above may be terminated by either party by giving not less than three months' written notice or compensation in lieu.

Save as disclosed above, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 35 to the financial statements, no director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, or any of the Company's subsidiaries was a party during the year.

## 董事

本年內本公司董事如下：

### 執行董事：

潘彬澤(執行主席)

潘機澤(執行副主席)(於二零一五年六月一日辭任)

丁傑忠(行政總裁)

### 獨立非執行董事：

區樂耀

鄭樹榮

羅仲年

根據本公司之公司細則，所有現任董事將於即將舉行之股東週年大會上退任，惟彼等符合資格者可膺選連任。

本公司已接獲區樂耀先生、鄭樹榮先生及羅仲年先生之年度獨立確認書，於本報告日期，仍然視彼等為獨立人士。

## 董事服務合約

本公司與上列每位執行董事簽訂之服務合約，可於其中一方給予不少於三個月之書面通知或代通知補償時終止。

除上文所披露者外，本公司並無與擬於即將舉行之股東週年大會上膺選連任之董事簽訂本公司於一年內不作補償(法定賠償除外)則不可終止之服務合約。

## 董事酬金

董事袍金須待股東於股東大會上通過。其他酬金則由公司之董事會根據董事之職務、責任及表現與本集團之業績而釐定。

## 董事於交易、安排或合約上之權益

除於財務報表附註35披露外，各董事或董事之關連實體於年內概無在本公司或任何其附屬公司所簽訂之任何本集團業務上重大交易、安排或合約中直接或間接佔有重大權益。

# Report of the Directors 董事會報告

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Executive directors

Mr. Poon Bun Chak, aged 67, is the executive chairman of the Group overseeing the planning and development of the Group. He founded the Group in 1975 and has more than 44 years' experience in the textile field.

Mr. Poon Kei Chak, aged 63, is a younger brother of Mr. Poon Bun Chak, was the executive vice chairman of the Group. He joined the Group on its establishment in 1975 and has more than 40 years' experience in the field. He was responsible for the purchases, sales and management of the Group. He resigned as the executive vice chairman and executive director on 1 June 2015 due to the reach of the age of retirement.

Mr. Ting Kit Chung, aged 60, is the chief executive officer of the Group. He is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from The University of Hong Kong.

## 董事及高級管理人員履歷

### 執行董事

潘彬澤先生，六十七歲，本集團執行主席，負責監督本集團之規劃及發展。彼於一九七五年創辦本集團，並擁有逾四十四年紡織業經驗。

潘機澤先生，六十三歲，潘彬澤先生之胞弟，曾任本集團執行副主席。彼於一九七五年本集團創立時加入本集團，擁有逾四十年紡織業經驗，曾負責採購、銷售及管理本集團一般業務。由於年屆退休年齡，彼於二零一五年六月一日辭任執行副主席及執行董事之職務。

丁傑忠先生，六十歲，本集團行政總裁。彼負責本集團行政及財務管理。彼於一九九一年加入本集團，擁有逾十年銀行業經驗。彼持有香港大學文學士學位。

# Report of the Directors 董事會報告

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT *(continued)*

### Independent non-executive directors

Mr. Au Son Yiu, aged 70, has extensive experience in the securities industry. He is a director of The Association of Former Council Members of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), a consultant to Dao Heng Securities Limited (1989–2008) and a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council. He is also an independent non-executive director for a public company listed on the Stock Exchange. In addition, he is a former deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and a former council member of the Stock Exchange (1988–1994). He was appointed as an independent non-executive director of the Company in July 1995.

Mr. Cheng Shu Wing, aged 66, is a director of Techlux Investments Limited. He holds a Bachelor of Business Administration degree from The Chinese University of Hong Kong and has more than 30 years' experience in the banking and securities industries in Hong Kong. He was appointed as an independent non-executive director of the Company in July 1992.

Mr. Law Brian Chung Nin, aged 58, has worked for several major international accounting and financial institutions. Besides, he possesses extensive experience in auditing, corporate finance and private equity. Mr. Law graduated from University of Toronto in 1980 with a degree in Bachelor of Commerce. He has been a member of the Chartered Professional Accountants of Ontario, Canada since 1983. He was appointed as an independent non-executive director of the Company in April 2011.

### Senior management

Mr. Chan Min, Samuel, aged 61, was a director of the Group's retail operations. He holds a Master's degree in business administration from the Northwestern University and The Hong Kong University of Science and Technology. He is a member of the British Computer Society. Prior to joining the Group in 1996, Mr. Chan had over 15 years' experience in retail operations and MIS management. He resigned as the director on 16 June 2016.

Mr. Chan Chi Hon, aged 53, joined the Group in 1997 and is the Group's financial controller and company secretary. Mr. Chan holds a Master's degree in commerce from The University of New South Wales, Australia, and is a fellow member of the Hong Kong Institute of Certified Public Accountants and a certified practising accountant of the CPA Australia. He has more than 29 years' experience in auditing and accounting.

## 董事及高級管理人員履歷(續)

### 獨立非執行董事

區樂耀先生，七十歲，於證券界積累廣泛經驗。彼為香港聯合交易所有限公司(「聯交所」)歷屆理事聯誼會有限公司董事，道亨證券有限公司顧問(一九八九年至二零零八年)，以及一九九八年立法會選舉委員會金融服務界別分組之選舉委員。彼亦為一間在聯交所上市之公眾公司之獨立非執行董事。此外，彼亦為香港中央結算有限公司前任副主席(一九九二年至一九九四年)及聯交所前任理事會成員(一九八八年至一九九四年)。彼於一九九五年七月獲委任為本公司之獨立非執行董事。

鄭樹榮先生，六十六歲，統立投資有限公司董事。彼持有香港中文大學工商管理學士學位，並擁有逾三十年香港銀行業及證券業經驗。彼於一九九二年七月獲委任為本公司之獨立非執行董事。

羅仲年先生，五十八歲，曾任職於多間主要國際性會計師事務所及金融機構。另外，彼於核數、企業融資及私募基金擁有豐富經驗。羅先生於一九八零年畢業於多倫多大學，並取得商學士學位。彼自一九八三年起成為加拿大安大略省特許專業會計師公會會員。彼於二零一一年四月獲委任為本公司之獨立非執行董事。

### 高級管理人員

陳勉先生，六十一歲，本集團零售業務之董事。彼持有美國西北大學及香港科技大學合作的工商管理碩士學位。彼為英國電腦學會會員。於一九九六年加入本集團前，陳先生曾從事零售業及資訊科技管理逾十五年。彼於二零一六年六月十六日辭去董事的職務。

陳志漢先生，五十三歲，本集團財務總監兼公司秘書。彼於一九九七年加入本集團。陳先生持有澳洲新南威爾斯大學商科碩士學位，並為香港會計師公會資深會員及澳洲會計師公會會員。彼具有逾二十九年的審計與會計經驗。

# Report of the Directors 董事會報告

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

### Senior management (continued)

Mr. Fung Wai Lun, Daniel, aged 59, is a director of the Group's retail operations. Before joining the Group in 1996, Mr. Fung had more than 20 years' experience in the retailing industry.

Mr. Poon Ho Tak, aged 39, the general manager of the Group and the son of Mr. Poon Bun Chak. After his studies at The University of New South Wales, Australia, he joined the Group as a management trainee in 2003. In November 2009 and January 2016, he was promoted as the deputy general manager and the general manager of the Group overseeing the overall general management of the Textile business, respectively.

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

At 31 March 2016, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

## 董事及高級管理人員履歷(續)

### 高級管理人員(續)

封偉倫先生，五十九歲，本集團零售業務董事。於一九九六年加入本集團之前，封先生已具有逾二十年零售業經驗。

潘浩德先生，三十九歲，本集團總經理及潘彬澤先生之兒子。彼完成其在澳洲新南威爾斯大學的學業後，於二零零三年加入本集團作為管理培訓生。彼分別於二零零九年十一月及二零一六年一月晉升為本集團副總經理及總經理，全面負責紡織業務的管理工作。

## 董事於股份及相關股份之權益及淡倉

於二零一六年三月三十一日，本公司根據《證券及期貨條例》第352條而備存的登記冊，或根據《上市公司董事進行證券交易的標準守則》(「標準守則」)通知本公司及聯交所，各董事在本公司及其聯繫法團(定義見《證券及期貨條例》第XV部)的股份及相關股份之權益及淡倉如下：

於本公司普通股之好倉：

Name of director 董事姓名	Number of shares held and capacity 持股數量及身份				Total 合計	Percentage of the Company's issued share capital 佔本公司已發行股本百分率
	Directly or beneficially owned 直接或實益擁有	Through discretionary trust 藉全權信託	Through controlled corporations 藉受控制公司			
<b>Executive directors:</b> Poon Bun Chak Ting Kit Chung	<b>執行董事：</b> 潘彬澤 丁傑忠	36,888,000 6,100,000	170,700,104 <sup>(1)</sup> —	456,450,000 <sup>(2)</sup> —	664,038,104 6,100,000	48.1 0.4
<b>Independent non-executive directors:</b> Au Son Yiu Cheng Shu Wing	<b>獨立非執行董事：</b> 區樂耀 鄭樹榮	300,000 400,000	— —	— —	300,000 400,000	0.0 0.0
		43,688,000	170,700,104	456,450,000	670,838,104	48.5

## Report of the Directors 董事會報告

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

#### Notes:

- (1) The 170,700,104 shares were owned by Farrow Star Limited, which was wholly-owned by Perfection (PTC) Inc as a trustee for The Evergreen Trust, a discretionary trust which was founded by Mr. Poon Bun Chak. Mr Poon Bun Chak is deemed to be interested in these shares in accordance with the SFO.
- (2) The 456,450,000 shares were owned by Giant Wizard Corporation in which Farrow Star Limited has a 97.15% equity interest. A 2.85% interest in Giant Wizard Corporation was owned by Mr. Poon Bun Chak.

Save as disclosed above, as at 31 March 2016, none of the directors had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

On 8 April 2016, Mr. Poon Bun Chak established a family trust and transferred his interests in the shares of the Company to the trust of which UBS Trustees (B.V.I.) Limited is the trustee.

### 董事於股份及相關股份之權益及淡倉 (續)

#### 附註：

- (1) 該170,700,104股股份由Farrow Star Limited持有，而該公司則由Perfection (PTC) Inc以The Evergreen Trust之受託人身份全資擁有，該全權信託由潘彬澤先生成立。根據《證券及期貨條例》，潘彬澤先生被視為擁有該等股份之權益。
- (2) 該456,450,000股股份由Farrow Star Limited擁有97.15%權益之Giant Wizard Corporation擁有。Giant Wizard Corporation之2.85%權益由潘彬澤先生擁有。

除上文所披露者外，於二零一六年三月三十一日，董事概無於本公司或其任何聯繫法團之股份、相關股份中，擁有須遵照《證券及期貨條例》第352條予以記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所。

於二零一六年四月八日，潘彬澤先生成立及轉移其本公司股份之權益至一家族信託，而UBS Trustees (B.V.I.) Limited為該信託的受託人。

# Report of the Directors 董事會報告

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

As at the date of this report, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in ordinary shares of the Company:

董事於股份及相關股份之權益及淡倉 (續)

於本報告日期，本公司根據《證券及期貨條例》第352條而備存的登記冊，或根據標準守則通知本公司及聯交所，各董事在本公司及其聯繫法團（定義見《證券及期貨條例》第XV部）的股份及相關股份之權益及淡倉如下：

於本公司普通股之好倉：

Name of director 董事姓名	Capacity 身份	Note 附註	Number of ordinary shares held 持有普通股 數目	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
<b>Executive directors:</b> 執行董事：				
Poon Bun Chak 潘彬澤	Founder of a family trust 家族信託之創辦人	1	664,038,104	48.1
Ting Kit Chung 丁傑忠	Beneficial owner 實益擁有		6,100,000	0.4
<b>Independent non-executive directors:</b> 獨立非執行董事：				
Au Son Yiu 區樂耀	Beneficial owner 實益擁有		200,000	0.0
Cheng Shu Wing 鄭樹榮	Beneficial owner 實益擁有		400,000	0.0

Note:

1. Mr. Poon Bun Chak is a founder of a family trust and is deemed to be interested in 664,038,104 Shares held under the family trust. For details, please refer to the "Substantial shareholders' and other person's interests in shares and underlying shares" under the Report of the Directors.

附註：

1. 潘彬澤先生是家族信託之創辦人及被視為擁有家族信託所持有的664,038,104股股份的權益。有關詳情，請參閱本董事會報告內「主要股東及其他人士於股份及相關股份權益」一節。

## DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## 董事之購股權利

於年內任何時間，概無任何董事或彼等各自的配偶或未成年子女獲授可藉購入本公司的股份而獲益的權利，或彼等概無行使此等權利；或本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。



## Report of the Directors 董事會報告

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 March 2016, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company:

主要股東及其他人士於股份及相關股份權益

於二零一六年三月三十一日，以下擁有本公司已發行股本5%或以上之權益，已根據《證券及期貨條例》第336條規定記載於本公司須保存的權益登記冊內：

於本公司普通股之好倉：

Name	Capacity	Notes	Number of ordinary shares held	Percentage of the Company's issued share capital
名稱	身份	附註	持有普通股數目	佔本公司已發行股本百分率
Perfection (PTC) Inc	Trustee 受託人	2, 3	627,150,104	45.4
Farrow Star Limited	Through controlled corporation 藉受控制公司	1	456,450,000	33.0
	Directly owned 直接擁有		170,700,104	12.4
		3	627,150,104	45.4
Giant Wizard Corporation	Directly owned 直接擁有	1, 2	456,450,000	33.0

Notes:

- The interests of Giant Wizard Corporation in the Company were duplicated by the indirect interests in the Company held by Farrow Star Limited.
- The interests of Giant Wizard Corporation in the Company were duplicated by the indirect interests in the Company held by Perfection (PTC) Inc.
- The interests of Farrow Star Limited in the Company were duplicated by the indirect interests in the Company held by Perfection (PTC) Inc.

附註：

- Giant Wizard Corporation持有本公司之權益與Farrow Star Limited間接持有本公司之權益互相重疊。
- Giant Wizard Corporation持有本公司之權益與Perfection (PTC) Inc間接持有本公司之權益互相重疊。
- Farrow Star Limited持有本公司之權益與Perfection (PTC) Inc間接持有本公司之權益互相重疊。



# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES

(continued)

Save as disclosed above, as at 31 March 2016, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest and short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

Subsequent to this financial year, UBS Trustees (B.V.I.) Limited, as a trustee of a family trust founded by Mr. Poon Bun Chak, through a series of arrangements becomes a substantial shareholder of the Company.

As at the date of this report, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company:

Name	Capacity	Notes	Number of ordinary shares held	Percentage of the Company's issued share capital
名稱	身份	附註	持有普通股數目	佔本公司已發行股本百分率
UBS Trustees (B.V.I.) Limited	Trustee 受託人	1	664,038,104	48.1
Poon's Holdings Limited 潘氏控股有限公司	Through controlled corporation 藉受控制公司	1	664,038,104	48.1
Farrow Star Limited	Directly owned 直接擁有	1	664,038,104	48.1

Note:

- UBS Trustees (B.V.I.) Limited, as a trustee of a family trust founded by Mr. Poon Bun Chak, holds the entire issued share capital of Poon's Holdings Limited through its nominee, UBS Nominee Limited. Poon's Holdings Limited holds the entire issued share capital of Farrow Star Limited. Farrow Star Limited in turn holds 664,038,104 shares of the Company. Therefore, each of Mr. Poon Bun Chak, UBS Trustees (B.V.I.) Limited, Poon's Holdings Limited and Farrow Star Limited is deemed to be interested in 664,038,104 Shares held by Farrow Star Limited.

## 主要股東及其他人士於股份及相關股份權益(續)

除上文所披露者外，於二零一六年三月三十一日，概無人士(除本公司董事其權益已詳述於「董事於股份及相關股份之權益及淡倉」外)於本公司股份或相關股份中，擁有須遵照《證券及期貨條例》第336條予以記錄之權益及淡倉。

本財政年度隨後，UBS Trustees (B.V.I.) Limited (作為家族信託的受託人，該信託由潘彬澤先生成立)通過一系列的安排成為本公司主要股東。

於本報告日期，以下擁有本公司已發行股本5%或以上之權益，已根據《證券及期貨條例》第336條規定記載於本公司須保存的權益登記冊內：

於本公司普通股之好倉：

附註：

- UBS Trustees (B.V.I.) Limited (作為家族信託的受託人，該信託由潘彬澤先生成立)通過其代名人UBS Nominee Limited持有潘氏控股有限公司的全部已發行股本。潘氏控股有限公司持有Farrow Star Limited的全部已發行股本。Farrow Star Limited繼續持有本公司664,038,104股股份。因此，潘彬澤先生、UBS Trustees (B.V.I.) Limited、潘氏控股有限公司及Farrow Star Limited均被視為擁有Farrow Star Limited所持有的664,038,104股股份的權益。

# Report of the Directors 董事會報告

## CONTINUING CONNECTED TRANSACTIONS

The independent non-executive directors of the Company have reviewed the continuing connected transactions set out below, disclosed in compliance with the requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), and have confirmed that these continuing connected transactions were entered into:

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

Ernst & Young, the Company's independent auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 *Assurance Engagements Other Than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed below by the Group in accordance with relevant clauses of Rule 14A.56 of the Listing Rules.

### Details of non-exempt continuing connected transactions:

In accordance with Rules 14A.49 of the Listing Rules, the Group is required to disclose certain details of its non-exempt continuing connected transactions in compliance with Rule 14A.71 and 14A.72.

- (1) *Lease of a property as a retail outlet from a connected person*  
On 1 April 2014, the Group entered into a lease agreement with Mountain Rich Limited ("MRL"), a company controlled and owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Tianjin Bin Jiang Fu Shi Commercial Building at Tianjin City, He Ping Qu, Bin Jiang Road 282-286, Tianjin, China from MRL as a retail outlet for the retail and distribution business of the Group for a term of two years commencing from 1 April 2014 at the monthly rents of RMB1,045,000 for the first year and RMB1,150,000 for the second year.

## 持續關連交易

本公司之獨立非執行董事已按《香港聯合交易所有限公司證券上市規則》(「上市規則」)第14A章披露要求審閱載於下述的持續關連交易，並確認該等持續關連交易按以下進行：

- (i) 屬本集團的日常業務；
- (ii) 按照一般商業條款進行，或對本集團而言，該等交易的條款不遜於給予或取得自獨立第三者的條款；及
- (iii) 該等交易是根據有關交易的協議條款進行，交易條款公平合理，並且符合本公司股東的整體利益。

本公司之獨立核數師安永會計師事務所已獲委聘就本集團之持續關連交易根據由香港會計師公會頒佈之香港核證委聘準則第3000號對過往財務資料進行審核或審閱以外的核證委聘以及參照應用指引第740號根據香港上市規則之持續關連交易之核數師函件而作出報告。安永會計師事務所已就本集團根據上市規則第14A.56條相關條文對以下持續關連交易所作出之披露，發出載有彼等調查發現及結論之無保留意見函件。

### 不獲豁免的持續關連交易詳情：

按上市規則第14A.49條規定，本集團須符合第14A.71及14A.72條披露不獲豁免的持續關連交易的部份細節。

- (1) *向一關連人士承租一物業作為零售門市*  
於二零一四年四月一日，本集團與山富國際有限公司(「山富」)(由本公司的執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向山富承租位於中國天津市和平區濱江道282號-286號的天津濱江服飾商廈，作為本集團零售及分銷業務的零售門市，由二零一四年四月一日起為期兩年，第一年的每月租金為人民幣1,045,000元及第二年的每月租金為人民幣1,150,000元。

# Report of the Directors 董事會報告

## CONTINUING CONNECTED TRANSACTIONS (continued)

### (2) Lease of a property as a director's quarter from a connected person

On 1 April 2014, the Group entered into a lease agreement with Latex (Hong Kong) Limited ("Latex"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease 22 Perkins Road, Jardine's Lookout, Hong Kong from Latex as a director's quarter of the Group for a term of two years commencing from 1 April 2014 at the monthly rent of HK\$400,000.

### (3) Lease of a property as a training center from a connected person

On 1 April 2014, the Group entered into a lease agreement with Winson Link Enterprises Limited ("WLEL"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Room 4207B, 42nd Floor, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong and a car parking space from WLEL as a training center of the Group for a term of two years commencing from 1 April 2014 at the monthly rent of HK\$63,200.

## SUFFICIENCY OF PUBLIC FLOAT

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

## AUDITORS

Ernst & Young retire and a resolution for their re-appointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

**Poon Bun Chak**  
Executive Chairman

Hong Kong  
17 June 2016

## 持續關連交易(續)

### (2) 向一關連人士承租一物業作為董事宿舍

於二零一四年四月一日，本集團與立德(香港)有限公司(「立德」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向立德承租香港渣甸山白建時道22號作為本集團一董事宿舍之用。由二零一四年四月一日起為期兩年，每月租金為港幣400,000元。

### (3) 向一關連人士承租一物業作為培訓中心

於二零一四年四月一日，本集團與永信興企業有限公司(「永信興」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向永信興承租香港新界葵涌興芳路223號新都會廣場第二座四十二樓4207B室及一個停車位，作為本集團的培訓中心。由二零一四年四月一日起，為期兩年，每月租金為港幣63,200元。

## 足夠之公眾持股量

按本公司獲得之公開資料及董事會之理解，於本報告日期，公眾已持有本公司不少於合計已發行股本之25%。

## 核數師

安永會計師事務所任滿告退，惟本公司將於即將舉行之股東週年大會上提呈續聘該核數師之決議案。

代表董事會

執行主席  
潘彬澤

香港  
二零一六年六月十七日

# Corporate Governance Report 企業管治報告

The Group is committed to maintaining high standards of corporate governance and enhancing corporate value and accountability. The principles as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules have been adopted to shape our corporate governance structure. This report describes how the principles of the CG Code have been applied during the year ended 31 March 2016 under different aspects.

## BOARD OF DIRECTORS

### Board Composition

As at 31 March 2016, the Board comprised of five members. The two executive directors included Mr. Poon Bun Chak and Mr. Ting Kit Chung. The three independent non-executive directors (“INEDs”) included Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin.

During this financial year, Mr. Poon Kei Chak has resigned as an executive director and executive vice chairman with effect from 1 June 2015. Mr. Poon Bun Chak and Mr. Poon Kei Chak are brothers.

All the existing independent non-executive directors of the Company have a term of one year, and they are subject to retirement and re-election at the Company’s annual general meeting in accordance with Clause 87 of the Company’s bye-laws.

### Chairman and Chief Executive Officer

The executive chairman and the chief executive officer are Mr. Poon Bun Chak and Mr. Ting Kit Chung, respectively; therefore the roles of the executive chairman and the chief executive officer are segregated. The primary role of the executive chairman is to provide leadership for the Board and to ensure that it works effectively in discharging its responsibilities. The chief executive officer is responsible for the day-to-day management of the Group’s business.

本集團積極維持高標準的企業管治及提升企業價值和問責性。本公司採納上市規則附錄14所載之《企業管治守則》(「企業管治守則」)各項原則以制定其企業管治架構。本報告載述本公司截至二零一六年三月三十一日止年度內如何在各個不同範疇應用企業管治守則所載各項原則。

## 董事會

### 董事會組成

於二零一六年三月三十一日，董事會包括五名成員。兩位執行董事包括潘彬澤先生及丁傑忠先生。三位獨立非執行董事包括區燦耀先生、鄭樹榮先生及羅仲年先生。

於本財政年度，潘機澤先生辭任為執行董事及執行副主席，由二零一五年六月一日起生效。潘彬澤先生及潘機澤先生是兄弟。

本公司所有獨立非執行董事任期為一年，並根據本公司之公司細則第87條退任及於本公司之股東週年大會上膺選連任。

### 主席及行政總裁

執行主席及行政總裁分別由潘彬澤先生及丁傑忠先生擔任，因此，執行主席及行政總裁的職責有清楚劃分。執行主席之角色主要為肩負領導董事會之責，確保其有效履行職責。行政總裁則負責本集團日常業務的管理。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (continued)

### Independence and Qualification of Independent Non-executive Directors

The Company has three INEDs representing more than one third of its Board, which is in compliance with Rule 3.10(1) and Rule 3.10A of the Listing Rules. All the INEDs possess a wide range of business and financial experience. One of the INEDs, Mr. Law Brian Chung Nin, possesses professional accounting qualification in full compliance with Rule 3.10(2) of the Listing Rules. In accordance with Rule 3.13 of the Listing Rules, all the INEDs have confirmed their independence for the year ended 31 March 2016.

### Role of the Board

The overall management of the Group is vested with the Board and the day-to-day management of the business is delegated to the executive management.

The principal roles of the Board are:

- |   |   |
|---|---|
| (1) to lay down the Group's objectives, strategies, policies and business plan;   | (1) 釐定本集團目標、策略、制度及業務計劃；                               |
| (2) to monitor the performance of each operating segment;   | (2) 監察每個營運分類的表現；                                      |
| (3) to set appropriate policies to manage risks in pursuit of the Group's strategic objectives;   | (3) 按本集團策略性目標制訂合適的政策以管理風險；                            |
| (4) to authorise material borrowings and expenditures;  | (4) 授權重大借貸及開支；  |
| (5) to prepare and approve financial statements, annual and interim reports, and make judgments that are fair and reasonable in the preparation of the Company's disclosure statements;   | (5) 編製及審批財務報表、年報及中期報告，並就本公司披露聲明的編製作出公平而合理的判斷；         |
| (6) to perform corporate governance functions in accordance with the CG Code, including the determination of the Group's corporate governance policies, and the review and monitoring of the corporate governance practices of the Group; and | (6) 根據企業管治守則履行企業管治職能，包括釐定本集團企業管治政策以及檢討及監察本集團的企業管治常規；及 |
| (7) to oversee and review the effectiveness of the risk management and internal control systems of the Group through review of the reports from Audit Committee.  | (7) 通過審閱審核委員會的報告，監管及檢討本集團風險管理及內部監控系統的效能。              |

### Directors' Insurance

The Company has arranged appropriate insurance cover for the directors in connection with the discharge of their responsibilities.

## 董事會 (續)

### 獨立非執行董事的獨立性及資歷

本公司符合上市規則第3.10(1)條及3.10A條的要求，其董事會現有三名獨立非執行董事，佔董事會成員人數多於三分之一。所有獨立非執行董事皆擁有廣闊的業務及財務經驗。其中一位獨立非執行董事羅仲年先生擁有專業會計資格，並完全符合上市規則第3.10(2)條的要求。於截至二零一六年三月三十一日止年度，所有獨立非執行董事已按上市規則第3.13條確認其獨立性。

### 董事會的職責

董事會負責本集團整體的管治，負責執行的管理層則獲授權負責日常業務上的管理。

董事會的主要職能：

- |   |
|---|
| (1) 釐定本集團目標、策略、制度及業務計劃；                               |
| (2) 監察每個營運分類的表現；                                      |
| (3) 按本集團策略性目標制訂合適的政策以管理風險；                            |
| (4) 授權重大借貸及開支；  |
| (5) 編製及審批財務報表、年報及中期報告，並就本公司披露聲明的編製作出公平而合理的判斷；         |
| (6) 根據企業管治守則履行企業管治職能，包括釐定本集團企業管治政策以及檢討及監察本集團的企業管治常規；及 |
| (7) 通過審閱審核委員會的報告，監管及檢討本集團風險管理及內部監控系統的效能。              |

### 董事保險

本公司已就董事履行其責任為彼等作出適當的保險安排。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (continued)

### Induction and Continuous Professional Development

Newly appointed directors will receive a comprehensive, formal and tailored induction on the first occasion of their appointment so as to ensure that they have appropriate understanding of the business and operations of the Company as well as the obligation and responsibility of being a director under the Listing Rules and relevant regulatory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Reading materials on the latest development of applicable laws, rules and regulations will be provided to directors where appropriate. All directors are also encouraged to attend relevant training courses at the Company's expense.

According to the records maintained by the Company, the directors received the following training during the financial year:

Directors 董事		Type of trainings 培訓種類
<b>Executive directors</b>	<b>執行董事</b>	
Poon Bun Chak	潘彬澤	A
Ting Kit Chung	丁傑忠	A
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>	
Au Son Yiu	區燦耀	A, B
Cheng Shu Wing	鄭樹榮	A
Law Brian Chung Nin	羅仲年	A, B

A: reading materials relating to the Group, general business or director's duties and responsibilities, etc.

B: attending seminars and/or conferences and/or forums

### Board Process

The Company has in place clear board process. Regular board meetings are scheduled at least four times per year. Agendas and accompanying board papers are served to all directors at least five business days in advance of each board meeting to facilitate informed discussion and decision making. Directors may include any matters they wish to discuss in the agendas. Minutes of the Board and committee meetings are prepared and kept by the company secretary of the Company, and are open for inspection by directors upon request. All directors have access to the advice and services of the company secretary, and are allowed to seek external professional advice if needed.

## 董事會 (續)

### 就職培訓及持續專業發展

獲新委聘的董事，在其第一次獲委聘時，也會接受一全面性的、正規的及特別制訂的就職培訓，以確保彼等對本公司的營運及業務，以及對上市規則和其他相關監管規定下作為一個董事的責任和義務有適當的了解。

董事應參與適當的持續專業發展，以發展及更新彼等之知識及技術，確保彼等繼續對董事會作出知情及相關之貢獻。適用法例、規則和條例最新發展之閱讀資料會適時提供予董事。本公司鼓勵各董事利用本公司之公費參加相關培訓課程。

根據公司存置的記錄，董事於本財政年度接受下列培訓：

A: 閱覽有關本集團、日常業務或董事職責等的材料

B: 出席座談會及／或會議及／或論壇

### 董事會會議程序

本公司已有清晰的董事會會議程序。每年董事會常規會議不少於四次。為促進深入討論及進行決議，每次董事會舉行前不少於五個營業日所有董事皆收到會議議程及會議資料。董事亦可要求於會議議程中增加任何他希望討論的事項。本公司秘書負責草擬及存放董事會及委員會的會議記錄，董事有權要求審閱有關的董事會及委員會會議記錄。所有董事有權要求公司秘書提供意見及服務，並在有需要時可要求獲得外界的專業意見。



# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (continued)

### Annual General Meeting and Board Meetings

The Company held an annual general meeting and four regular board meetings during the year ended 31 March 2016. Attendance of individual Board members at the meetings is set out below:

## 董事會(續)

### 股東週年大會及董事會會議

截至二零一六年三月三十一日止年度內，本公司舉行一次股東週年大會及四次董事會常規會議。每位董事會成員之會議出席記錄載列如下：

Directors 董事		Attended/Number of meetings held during the tenure of office 於任期內出席／舉行會議次數	
		Regular Board Meeting 董事會常規會議	Annual General Meeting 股東週年大會
<b>Executive directors</b> 執行董事			
Poon Bun Chak	潘彬澤	4/4	0/1
Poon Kei Chak (resigned on 1 June 2015)	潘機澤(於二零一五年六月一日辭任)	0/0	0/0
Ting Kit Chung	丁傑忠	4/4	1/1
<b>Independent non-executive directors</b> 獨立非執行董事			
Au Son Yiu	區燊耀	4/4	1/1
Cheng Shu Wing	鄭樹榮	4/4	1/1
Law Brian Chung Nin	羅仲年	4/4	1/1

## BOARD COMMITTEES

The Board has established three board committees to oversee certain aspects of the Company's affairs. Each board committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each board committee are available on the websites of the Company and the Stock Exchange.

### Audit Committee

The Company has established an audit committee (the "Audit Committee") in compliance with Rule 3.21 of the Listing Rules. The Audit Committee consists of three INEDs, namely Mr. Law Brian Chung Nin, Mr. Au Son Yiu, and Mr. Cheng Shu Wing. The Audit Committee is chaired by Mr. Law Brian Chung Nin, a qualified accounting professional.

## 董事委員會

董事會已成立三個董事委員會以監察本公司個別方面事項。各董事委員會備有參考條文載列其權限及職責，該等參考條文由董事會授予並定時審視。各董事委員會之參考條文已刊登於本公司及聯交所網站。

### 審核委員會

本公司已按上市規則第3.21條，成立一審核委員會(「審核委員會」)。審核委員會的成員包括三位獨立非執行董事，分別為羅仲年先生、區燊耀先生及鄭樹榮先生。羅仲年先生為審核委員會主席，並擁有專業會計資格。

# Corporate Governance Report 企業管治報告

## BOARD COMMITTEES (continued)

### Audit Committee (continued)

The principal duties of the Audit Committee include:

- (a) monitoring the preparation of the financial statements;
- (b) monitoring and assessing the risk management and internal control systems of the Group;
- (c) monitoring the performance of the Group's internal audit team;
- (d) considering the appointment and removal of the external auditors, the audit fee and the terms of engagement; and
- (e) reviewing and commenting on the connected transactions of the Group.

The Audit Committee held four meetings during the year ended 31 March 2016 to review the followings:

- (a) the risk management and internal control of the Group;
- (b) the financial reporting process and the financial statements of the Group; and
- (c) the continuing connected transactions pursuant to the Listing Rules.

The attendance of Audit Committee meetings during the year ended 31 March 2016 is set out below:

## 董事委員會(續)

### 審核委員會(續)

審核委員會主要職責包括：

- (a) 監察財務報表的編製；
- (b) 監察及評估本集團風險管理及內部監控系統；
- (c) 監察本集團內部審計組之表現；
- (d) 考慮外部核數師的聘用及辭退、審計費用及委聘條款；及
- (e) 審閱本集團之關連交易，並提出意見。

於截至二零一六年三月三十一日止年度內，審核委員會曾舉行四次會議以審閱以下：

- (a) 本集團的風險管理及內部監控；
- (b) 本集團的財務匯報程序及財務報表；及
- (c) 根據上市規則項下的持續關連交易。

審核委員會於截至二零一六年三月三十一日止年度內之會議出席記錄載列如下：

Members of the Audit Committee 審核委員會成員		Attended/Number of meetings held during the tenure of office 於任期內出席／舉行會議次數
Law Brian Chung Nin	羅仲年	4/4
Au Son Yiu	區樂耀	4/4
Cheng Shu Wing	鄭樹榮	4/4



# Corporate Governance Report 企業管治報告

## BOARD COMMITTEES (continued)

### Remuneration Committee

The Company has established a remuneration committee (the "Remuneration Committee") in compliance with Rule 3.25 of the Listing Rules. The Remuneration Committee consists of three INEDs and one executive director, namely Mr. Au Son Yiu, Mr. Cheng Shu Wing, Mr. Law Brian Chung Nin and Mr. Ting Kit Chung, respectively. The Remuneration Committee is chaired by Mr. Au Son Yiu.

The Remuneration Committee is responsible for making recommendation to the Board on the Company's policy and structure for the remuneration of directors and senior management as well as the compensations payable to directors. The remuneration of the directors and senior management is determined with reference to the performance of each individual and the Company, the market conditions and the industry practice. Besides, the Remuneration Committee will ensure that no director or any of his/her associate will be involved in the determination of his/her own remuneration.

During the year ended 31 March 2016, the Remuneration Committee held three meetings to make recommendations to the Board on the directors' fee as well as the remuneration and performance bonus of executive directors and senior management.

The attendance of Remuneration Committee meetings during the year ended 31 March 2016 is set out below:

### 董事委員會 (續)

#### 薪酬委員會

本公司已按上市規則第3.25條，成立一薪酬委員會（「薪酬委員會」）。薪酬委員會的成員包括三位獨立非執行董事及一位執行董事，分別為區樂耀先生、鄭樹榮先生、羅仲年先生及丁傑忠先生。區樂耀先生為薪酬委員會的主席。

薪酬委員會主要負責就本公司董事及高層管理人員的薪酬制度及架構和應付予董事的賠償向董事會提供意見。於釐訂董事及高層管理人員的薪酬，薪酬委員會參考該人員及本公司的表現、市場情況及行業的慣例。此外，薪酬委員會亦會確保並無董事及任何其聯繫人士參與釐訂該董事的薪酬。

於截至二零一六年三月三十一日止年度內，薪酬委員會曾舉行三次會議，就董事袍金和執行董事及高層管理人員的薪酬及按表現發放的花紅向董事會提供意見。

薪酬委員會於截至二零一六年三月三十一日止年度內之會議出席記錄載列如下：

Members of the Remuneration Committee 薪酬委員會成員		Attended/Number of meetings held during the tenure of office 於任期內出席／舉行會議次數
Au Son Yiu	區樂耀	3/3
Cheng Shu Wing	鄭樹榮	3/3
Law Brian Chung Nin	羅仲年	3/3
Ting Kit Chung	丁傑忠	3/3

# Corporate Governance Report 企業管治報告

## BOARD COMMITTEES (continued)

### Remuneration Committee (continued)

Pursuant to Code Provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 March 2016 is set out below:

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
HK\$6,500,001 to HK\$7,000,000	港幣6,500,001元至港幣7,000,000元	—	1
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	4	3

Further details of the directors' remuneration for the year ended 31 March 2016 are disclosed in note 7 to the financial statements contained in this Annual Report.

### Nomination Committee

The nomination committee of the Company (the "Nomination Committee") consists of three INEDs and one executive director, namely Mr. Cheng Shu Wing, Mr. Au Son Yiu, Mr. Law Brian Chung Nin and Mr. Ting Kit Chung, respectively. The Nomination Committee is chaired by Mr. Cheng Shu Wing.

The Nomination Committee is responsible for making recommendation of candidates with appropriate experience and qualification to the Board, reviewing the structure, size and composition of the Board and assessing independence of INEDs.

During the year ended 31 March 2016, the Nomination Committee held one meeting to review the structure, size and composition of the Board ensuring that the Board has a balance of expertise, skills and experience; to review and recommend the re-appointment of directors standing for re-election at the Company's 2015 annual general meeting; and to assess independence of the INEDs.

The attendance of Nomination Committee meeting during the year ended 31 March 2016 is set out below:

Members of the Nomination Committee 提名委員會成員		Attended/Number of meetings held during the tenure of office 於任期內出席/舉行會議次數
Cheng Shu Wing	鄭樹榮	1/1
Au Son Yiu	區樂耀	1/1
Law Brian Chung Nin	羅仲年	1/1
Ting Kit Chung	丁傑忠	1/1

## 董事委員會(續)

### 薪酬委員會(續)

截至二零一六年三月三十一日止年度之董事薪酬之進一步詳情於本年報所載之財務報表附註7內披露。

根據企業管治守則守則條文第B.1.5條，於截至二零一六年三月三十一日止年度按薪酬組別劃分之高級管理人員薪酬載列如下：

### 提名委員會

本公司提名委員會(「提名委員會」)的成員包括三位獨立非執行董事及一位執行董事，分別為鄭樹榮先生、區樂耀先生、羅仲年先生及丁傑忠先生。鄭樹榮先生為提名委員會的主席。

提名委員會負責向董事會提名合適經驗及資格之候選人、審閱董事會的架構、人數和組成以及評估獨立非執行董事的獨立性。

於截至二零一六年三月三十一日止年度內，提名委員會曾舉行一次會議，以審閱董事會的架構、人數和組成，確保董事會專業知識、技能及經驗並重；審閱及建議重新委任於本公司二零一五年股東週年大會上膺選連任之董事；及評估獨立非執行董事的獨立性。

提名委員會於截至二零一六年三月三十一日止年度內之會議出席記錄載列如下：

# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE FUNCTIONS

The Board has undertaken the corporate governance function to maintain effective corporate governance within the Group. The corporate governance duties of the Board have been set out in the terms of reference of the Board on corporate governance functions which are available on the website of the Company.

During the year ended 31 March 2016, the Board approved the amendments to the terms of reference of Audit Committee; reviewed and monitored the Company's policies and practices on corporate governance, training and continuous professional development of directors; and reviewed the Company's compliance with the CG Code and disclosure in this report.

## COMPLIANCE WITH THE CODE PROVISIONS SET OUT IN THE CG CODE

In the opinion of the directors, the Company complied with all the code provisions set out in the CG Code throughout the financial year, except for the following deviations:

Under code provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting of the Company.

The chairman of the Board has delegated the duty of attending the annual general meeting to the chief executive officer of the Company. The chairman considers the chief executive officer a suitable person for taking up such duty as the chief executive officer has been serving for similar duties for many years and he has good understanding of each operating segment of the Group.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code of the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, they have all complied with the required standard set out in the Model Code throughout the financial year.

## 企業管治職能

董事會負責履行企業管治職能，使本集團維持有效的企業管治。董事會企業管治的職責已載於董事會有關企業管治職能之參考條文，該參考條文亦已刊登於本公司網站。

於截至二零一六年三月三十一日止年度內，董事會審批審核委員會參考條文之修訂；審閱及監察本公司於企業管治上的政策及慣例、董事的培訓及持續專業發展；及審閱本公司於本報告內遵守企業管治守則及披露事項的情況。

## 符合企業管治守則所載之守則條文

按董事的意見，本公司於本財政年度一直符合企業管治守則所載之所有守則條文，惟下列條文除外：

企業管治守則E.1.2條規定董事會之主席須出席本公司之股東週年大會。

董事會主席將出席股東週年大會之職務委任本公司行政總裁執行。主席認為該行政總裁處理該職務是合適人選，因該行政總裁已有多年執行同類職務的經驗，並對本集團各營運分類也十分瞭解。

## 董事的證券交易

本公司已採納上市規則之標準守則，作為本公司董事進行本公司證券交易之守則。按本公司向各董事之查詢，各董事均於本財政年度遵守標準守則之規定。

# Corporate Governance Report 企業管治報告

## COMPANY SECRETARY

The Company Secretary, Mr. Chan Chi Hon, is responsible for facilitating the board process, as well as communications among board members, with shareholders and management. The Company Secretary's biography has been set out in the "Biographical details of Directors and Senior Management" section of the "Report of the Directors". During the year ended 31 March 2016, the Company Secretary undertook over 15 hours of professional training to upgrade his skills and knowledge.

## 公司秘書

公司秘書陳志漢先生負責促進董事會程序，以及董事之間及董事與股東及管理層之間的溝通。公司秘書的履歷已載於「董事會報告」內的「董事及高級管理人員履歷」一節。於截至二零一六年三月三十一日止年度內，公司秘書共接受超過15小時提升其技能及知識的專業培訓。

## AUDITORS' REMUNERATION

During the year ended 31 March 2016, fees paid for audit and non-audit services by the Company to its principal external auditors were as follows:

## 核數師酬金

於截至二零一六年三月三十一日止年度內，本公司支付其主要外部核數師的審計與非審計服務費為：

Services 服務		Fee paid/payable 已付／應付費用 HK\$'000 港幣千元
Audit services rendered	已提供審計服務	2,768
Review of continuing connected transactions	審閱持續關連交易	9
		<hr/> 2,777 <hr/>

## DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board is responsible for preparing the financial statements of the Company. The statement from the external auditors of the Company about their responsibilities has been set out in the Independent Auditors' Report on pages 42 to 43.

## 董事會及核數師對財務報表之責任

董事會負責編製本公司財務報表。本公司外部核數師有關其責任之聲明已載於第42至43頁之獨立核數師報告。

The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

董事並不察覺有任何重大不明朗事件或情況可能會嚴重影響本公司持續經營能力。

# Corporate Governance Report 企業管治報告

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for the Group's risk management and internal control systems. Such systems are designed to mitigating risks inherent in our business faced by the Group to an acceptable level, but not eliminating all risks. Hence, such systems can only provide reasonable and not absolute assurance against material misstatement in financial information or financial loss.

Through the Audit Committee, the Board reviews the effectiveness and efficiency of risk management and internal control systems annually. To achieve this, the Audit Committee, acting on behalf of the Board, oversees the following process:

- (1) regular reviews of the principal business risks and the control measures to mitigate, reduce or transfer such risks;
- (2) risk-based audits on the major operating activities by the internal audit team; and
- (3) discussion with the external auditor matters on auditing, internal control and financial report.

For the risk assessment and control activities, "top-down" approach is complemented by the "bottom-up" aspects and the involvement of operating units in identifying operation risks. Management conducts an internal control self-assessment annually. Department heads have to complete relevant control self-assessment questionnaires and confirm to the management that appropriate internal control policies and procedures have been established and properly complied with.

## 風險管理及內部監控

董事會全權負責維持本集團的風險管理及內部監控系統。該等系統目的是減少本集團營運固有的風險以達至可接受程度，但非消除所有風險。因此，該等系統只能就重大的財務數據失實陳述，或財務損失作出合理而非絕對的保證。

董事會透過審核委員會，每年審閱風險管理及內部監控系統之成效及效率，為此，審核委員會代表董事會監督以下程序：

- (1) 定期評估主要業務風險和旨在舒緩、減少或轉移該等風險的控制措施；
- (2) 內部審計組對主要營運活動進行風險為基準之審計；及
- (3) 與外聘核數師討論審計、內部監控及財務報表等事宜。

關於風險評估及監控工作，我們以「由下而上」方式配合「由上而下」的方式，要求營運單位參與識別營運風險。管理層每年對內部監控進行自我評估。部門主管須填寫有關內部監控的自我評估問卷，並向管理層確認已制訂及妥善遵守適當的內部監控政策及程序。

# Corporate Governance Report 企業管治報告

## RISK MANAGEMENT AND INTERNAL CONTROL (continued) 風險管理及內部監控(續)

Risk Management and Internal Control Framework Diagram:

風險管理及內部監控架構圖：

<b>Top-down</b> Oversight, identification, assessment and mitigation of risk at corporate level  <b>由上而下</b> 監督、識別、評估及紓緩企業層面的風險	<b>The Board</b> 董事會			<b>External Auditor</b> 外聘審核師  Report on any control weakness to the Audit Committee 向審核委員會匯報任何監控弱點
	Responsible for the Group's risk management and internal controls system  負責集團的風險管理及內部監控系統	Sets the Group's objectives, strategies, policies and business plan  訂立集團的目標、策略、政策及業務計劃	Reviews the effectiveness and efficiency of the risk management and internal control systems  檢討風險管理及內部監控系統的成效及效率	
	<b>Management</b> 管理層	<b>Audit Committee</b> 審核委員會	<b>Internal Audit</b> 內部審計	
<b>Bottom-up</b> Identification, assessment and mitigation of risk at operation level  <b>由下而上</b> 識別、評估及紓緩營運層面的風險	Designs, implements and monitors risk management and internal control systems  設計、執行及監察風險管理及內部監控系統	Supports the Board in monitoring risk exposure, design and operating effectiveness of the underlying risk management and internal control systems  協助董事會監察風險水平、相關風險管理及內部監控系統的設計和運作成效及效率	Supports the Audit Committee in reviewing the effectiveness and efficiency of our risk management and internal control systems  協助審核委員會檢討集團風險管理及內部監控系統的成效及效率	
	<b>Operational Level (business owner)</b> 營運層面(業務主管)			
	Risk identification, assessment and mitigation  識別、評估及紓緩風險	Internal controls embedded within the operational processes  融入於營運程序內部監控措施		

During the year, the internal audit team, which reports directly to the Audit Committee, has reviewed the risk management and internal controls of each major operating segment of the Group and has reported its findings to the Audit Committee. The Board and the Audit Committee are satisfied with the effectiveness and efficiency of the risk management and internal control systems of the Group.

於年內，直接向審核委員會匯報的內部審計組，已審閱本集團每個主要營運分類的風險管理及內部監控，並將其結果向審核委員會匯報。董事會及審核委員會滿意本集團風險管理及內部監控系統的成效及效益。

### INSIDE INFORMATION POLICY

The Company has established policy for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Senior management executives of the corporate affairs and financial control functions of the Group are delegated with responsibilities to control and monitor the proper procedures to be observed on the disclosure of inside information. Access to inside information is at all times confined to relevant senior management executives and on "as needed" basis, until proper disclosure or dissemination of inside information in accordance with applicable laws and regulations. Relevant personnels and other professional parties involved are reminded to preserve confidentiality of the inside information until it is publicly disclosed.

### 內幕消息政策

本公司已制定政策，以確保內幕消息根據適用法例及法規公平及適時地向公眾發佈。本集團的公司事務及財務管理職能之高級管理層人員獲授權負責控制及監察依照適當程序披露內幕消息。在任何時候，只限於相關高級管理層人員並按情況需要方能獲取內幕消息，直至內幕消息根據適用法例及法規予以披露或發佈，並提醒相關負責之員工及其他專業人士須將內幕消息保密直至已公開披露。

# Corporate Governance Report 企業管治報告

## WHISTLEBLOWING POLICY

The Group has adopted a whistleblowing policy to facilitate employees and other stakeholders reporting on any suspected misconduct or malpractice within the Group in confidence and without fear of reprisal or victimisation. The policy is available on the website of the Company.

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the "Diversity Policy"), a summary of this policy, together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives are disclosed as below.

### Summary of the Board Diversity Policy

In designing the Board's composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

### Measurable Objectives

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, experience, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

### Monitoring and Reporting

The Nomination Committee will disclose the composition of the Board annually in the Corporate Governance Report and monitor the implementation of this Diversity Policy. The Nomination Committee will review this Diversity Policy, as appropriate, to ensure the effectiveness of this policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As at the date of this report, the Board comprises five directors. Three of them are INEDs, thereby promoting critical review and control of the management process. The Board is also characterized by significant diversity, whether considered in terms of experience, cultural and educational background, professional experience, skills, knowledge and length of service.

## 舉報政策

本集團已實施舉報政策，讓僱員及其他持份者舉報本集團內涉嫌行為失當或舞弊的事件，以免遭受報復或迫害。該政策已刊登於本公司網站。

## 董事會成員多元化政策

董事會已採納董事會成員多元化政策（「多元化政策」），該政策的摘要及為執行該政策而制定的可計量目標，以及達標進度載列如下：

### 董事會成員多元化政策摘要

本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

### 可計量目標

甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、經驗、文化及教育背景、種族、專業經驗、技能、知識及服務任期。

### 監察及匯報

提名委員會將每年在企業管治報告中披露董事會組成，並監察本多元化政策的執行。提名委員會將在適當時候檢討本多元化政策，以確保本政策行之有效。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

於本報告日期，董事會由五名董事組成。三名為獨立非執行董事，這有助嚴格檢討及監控管理程序。以經驗、文化及教育背景、專業經驗、技能、知識及服務任期等因素而言，董事會成員十分多元化。



# Corporate Governance Report 企業管治報告

## SHAREHOLDERS' RIGHTS

### Convening of Special General Meetings on Requisition by Shareholders

According to clause 58 of Company's bye-laws, shareholders holding, at the date of deposit of the requisition, not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda (as amended) (the "Companies Act").

### Procedures for Putting Forward Proposals at General Meetings by Shareholders

Shareholders who is/are (i) representing not less than one-twentieth (5%) of the total voting rights of the Company on the date of the requisition; or (ii) not less than 100 members holding shares in the Company, is/are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company.

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement with respect to the matter referred to in the proposal must be deposited at the registered office of the Company. The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

## 股東權利

### 應股東要求召開股東特別大會

根據本公司之公司細則第58條，任何於遞呈要求之日期持有不少於附帶於本公司股東大會表決權之本公司繳足股本十份之一(10%)之股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自行根據百慕達一九八一年公司法(經修改)(「公司法」)第74(3)條之條文召開大會。

### 股東於股東大會提呈建議的程序

股東(i)於請求日期佔本公司總投票權不少於二十份之一(5%)或(ii)不少於100位持有本公司股份，彼／彼等有權於本公司股東大會提呈建議(可於會議上正式提呈的建議)以供考慮。

經有關股東簽妥並載列建議的請求書連同建議內的所述事宜須送交本公司註冊辦事處。本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據公司法第79及80條負責支付進行該等行動及安排所產生的開支。



# Corporate Governance Report 企業管治報告

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

We strive to provide quality information to shareholders as well as our many stakeholders regarding the latest developments whilst ensuring that relevant information is equally and simultaneously provided and accessible to all interested parties. The Company has adopted a Shareholder Communication Policy which provides the below communication channels to shareholders so as to enable them to engage actively with the Company and exercise their right as shareholders in an informed manner.

- (1) Meeting shareholders in annual general meetings (“AGM”) to explain results of the Company and answer questions of shareholders;
- (2) Disseminating corporate information to shareholders according to the rules and regulations;
- (3) Meeting fund managers to promote the business of the Company; and
- (4) Publishing the background, the latest development and the results of the Group on the Company’s website.

The Company ensures that shareholders’ views are communicated to the Board. The chairman of the AGM proposes separate resolutions for each issue to be considered. Members of the Audit Committee, Remuneration Committee and Nomination Committee also attend the AGM to answer questions from shareholders.

AGM proceedings are reviewed from time to time to ensure that the Company follows the best corporate governance practices. The notice of AGM is distributed to all shareholders at least 20 clear business days prior to the AGM and the accompanying circular also sets out details of each proposed resolution and other relevant information as required under the Listing Rules. The chairman of the AGM exercises his power under the Company’s bye-laws to put each proposed resolution to the vote by way of a poll. The procedures for conducting a poll are explained at the meeting prior to the polls being taken. Voting results are posted on the websites of the Company and the Stock Exchange on the day of the AGM.

## 投資者關係及與股東溝通

我們致力向股東以及眾多持份者提供有關本公司最新發展的優質資訊，同時確保有關資訊是平等及同步提供給所有有關人士。本公司已採納與股東溝通的政策給予股東以下溝通渠道，以便其積極參與本公司事務，並在知情的情況下行使股東權利。

- (1) 於股東週年大會與股東會面，向其解釋本公司業績及解答股東的問題；
- (2) 按有關規則及條例，向股東發放公司資料；
- (3) 與基金經理會面，並推廣本公司業務；及
- (4) 於本公司網站公佈本集團背景、最新發展及業績資料。

本公司亦會確保股東意見可傳送到董事局。股東週年大會之主席就每項獨立的事宜提出個別決議案。審核委員會、薪酬委員會及提名委員會的成員亦會出席股東週年大會以回答股東之提問。

股東週年大會之程序不時檢討，以確保本公司遵從最佳之企業管治常規。股東週年大會通告會於股東週年大會舉行前至少20個營業日派送予所有股東；而隨附股東週年大會通告之通函亦列明每項提呈之決議案之詳情及按上市規則要求之其他有關資料。股東週年大會之主席行使本公司之公司細則所賦予之權力，就各項提呈之決議案按投票方式進行表決。在大會上開始投票前，會解釋按投票方式表決之程序。投票表決之結果於同日在本公司及聯交所之網站上公佈。

# Corporate Governance Report 企業管治報告

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS *(continued)*

### Changes to Constitutional Documents

During the year ended 31 March 2016, there was no significant change in the Company's constitutional documents, and these documents are posted on the websites of the Company and the Stock Exchange.

### Making Enquiries to the Board

The Group values feedback from shareholders on its efforts to promote transparency and foster investor relationships. Comments and suggestions to the Board or to the Company are welcome to contact the Company Secretary.

### *Designated contact information*

Texwinca Holdings Limited

Address : 16th Floor, Metroplaza, Tower II, 223 Hing Fong Road,  
Kwai Chung, New Territories, Hong Kong

Tel. : (852) 2610 7116 / (852) 2610 7257

Fax : (852) 2233 1116 / (852) 2233 1257

Email : IR@texwinca.com

## 投資者關係及與股東溝通 *(續)*

### 組織章程的修訂

於截至二零一六年三月三十一日止年度內，本公司的組織章程文件並無重大的修訂，該文件已於本公司及聯交所網站上公佈。

### 向董事會提出查詢

本集團努力提高透明度與促進投資者關係，並且十分重視股東對這方面的回應。歡迎聯絡公司秘書就董事會或本公司提出意見與建議。

### *指定聯絡資料*

德永佳集團有限公司

地址 : 香港新界葵涌興芳路223號  
新都會廣場二座十六樓

電話 : (852) 2610 7116 / (852) 2610 7257

傳真 : (852) 2233 1116 / (852) 2233 1257

電郵 : IR@texwinca.com

# Independent Auditors' Report 獨立核數師報告



To the shareholders of Texwinca Holdings Limited  
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Texwinca Holdings Limited (the "Company") and its subsidiaries set out on pages 44 to 144, which comprise the consolidated statement of financial position as at 31 March 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

致德永佳集團有限公司  
(於百慕達註冊成立之有限公司)  
列位股東

本核數師已審核刊載於第44至第144頁德永佳集團有限公司(「貴公司」)及其附屬公司之綜合財務報表，當中包括於二零一六年三月三十一日之綜合財務狀況表，及截至該日止年度之綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他說明附註。

## 董事就綜合財務報表須承擔的責任

貴公司之董事須負責根據由香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實及公允之綜合財務報表，以及負責釐定董事認為必要的內部監控，以確保可編製並無存有重大錯誤陳述(不論其由欺詐或錯誤引起)之綜合財務報表。

## 核數師的責任

本核數師的責任是根據本核數師的審核對該等綜合財務報表發表意見。本核數師是按照百慕達1981年《公司法》第90條的規定，僅向整體股東報告。除此以外，本核數師的報告書不可用作其他用途。本核數師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。

本核數師已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守職業道德規範，並規劃及執行審核，以就該等綜合財務報表是否不存有重大錯誤陳述作合理確定。

# Independent Auditors' Report 獨立核數師報告

## AUDITORS' RESPONSIBILITY (continued)

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31 March 2016, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Ernst & Young**  
Certified Public Accountants  
22/F, CITIC Tower,  
1 Tim Mei Avenue,  
Central, Hong Kong  
17 June 2016

## 核數師的責任(續)

審核工作包括進程序，以取得與該等綜合財務報表所載數額及披露事項有關之審核憑證。所選取程序須視乎核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。於作出該等風險評估時，核數師考慮與實體編製真實而公允之綜合財務報表有關之內部監控，以因應情況設計適當審核程序，但並非旨在就有關實體內部監控是否有效作出意見。審核工作亦包括評估所採用之會計政策是否適當及董事所作之會計估計是否合理，並就綜合財務報表之整體呈列方式作出評估。

本核數師相信，本核數師所獲得之審核憑證充足和適當地為本核數師的審核意見提供基礎。

## 意見

本核數師認為，該等綜合財務報表已根據香港財務報告準則真實而公允地反映 貴公司及其附屬公司於二零一六年三月三十一日的財務狀況及其截至該日止年度的財務表現及現金流量，並已按照香港公司條例之披露規定而妥為編製。

安永會計師事務所  
執業會計師  
香港  
中環添美道1號  
中信大廈22樓  
二零一六年六月十七日

# Consolidated Statement of Profit or Loss 綜合損益表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>REVENUE</b>	收入	5	<b>9,343,282</b>	9,322,316
Cost of sales	銷售成本		<b>(6,170,639)</b>	(6,144,692)
Gross profit	毛利		<b>3,172,643</b>	3,177,624
Other income and gains	其他收入及收益	5	<b>173,518</b>	286,630
Gain on disposal of trademarks	出售商標收益		<b>396,400</b>	—
Gain on disposal of a subsidiary	出售一附屬公司收益	31	<b>268,918</b>	—
Selling and distribution expenses	銷售及分銷費用		<b>(1,898,701)</b>	(1,841,004)
Administrative expenses	行政費用		<b>(774,684)</b>	(761,432)
Other operating expenses, net	其他營運費用，淨額		<b>(13,073)</b>	(13,500)
Finance costs	財務費用	8	<b>(14,908)</b>	(23,935)
Share of profit of an associate, net of tax	應佔聯營公司溢利， 除稅後淨額		<b>34,423</b>	33,865
<b>PROFIT BEFORE TAX</b>	除稅前溢利	6	<b>1,344,536</b>	858,248
Income tax expense	稅項	9	<b>(87,416)</b>	(85,717)
<b>PROFIT FOR THE YEAR</b>	本年度溢利		<b>1,257,120</b>	772,531
Attributable to:	歸屬：			
Ordinary equity holders of the Company	本公司普通權益所有者		<b>1,050,655</b>	773,293
Non-controlling interests	非控股權益		<b>206,465</b>	(762)
			<b>1,257,120</b>	772,531
<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (HK cents)</b>	歸屬本公司普通權益所有者 每股盈利(港幣仙)	11		
Basic	基本		<b>76.0</b>	56.0
Diluted	攤薄後		<b>76.0</b>	56.0

# Consolidated Statement of Comprehensive Income 綜合全面收入表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
<b>PROFIT FOR THE YEAR</b>	本年度溢利	<b>1,257,120</b>	<b>772,531</b>
<b>OTHER COMPREHENSIVE INCOME</b>	其他全面收入		
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	於其後期間可重新分類至損益的其他全面收入／(虧損)：		
Exchange differences on translation of foreign operations	換算海外經營業務產生之匯兌差額	(211,149)	1,818
Release of exchange reserve upon disposal of a subsidiary	出售一附屬公司時釋放之外匯儲備	(3,790)	—
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	本年度全面收入總額	<b>1,042,181</b>	<b>774,349</b>
Attributable to:	歸屬：		
Ordinary equity holders of the Company	本公司普通權益所有者	847,179	775,649
Non-controlling interests	非控股權益	195,002	(1,300)
		<b>1,042,181</b>	<b>774,349</b>

# Consolidated Statement of Financial Position 綜合財務狀況表

31 March 2016 二零一六年三月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	1,427,803	1,607,700
Investment properties	投資物業	13	416,734	425,303
Prepaid land lease payments	預付土地租賃款	14	20,314	21,308
Construction in progress	在建工程	15	51,610	34,159
Trademarks	商標	16	33,293	33,293
Investment in an associate	於聯營公司之投資	17	84,251	96,182
Prepayments	預付款項	21	42,468	—
Long term rental deposits	長期租金按金		96,848	91,183
Long term held-to-maturity investments	長期持至到期的投資	19	514,111	—
Total non-current assets	總非流動資產		2,687,432	2,309,128
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	20	2,047,191	1,867,472
Trade receivables	應收賬款	21	584,190	697,574
Bills receivable	應收票據		113,409	219,021
Prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款	21	724,813	517,507
Held-to-maturity investments	持至到期的投資	19	128,470	—
Derivative financial assets	衍生金融資產	22	34,050	16,407
Cash and cash equivalents	現金及現金等價物	23	3,005,253	4,372,060
Total current assets	總流動資產		6,637,376	7,690,041
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	24	953,357	995,646
Bills payable	應付票據		24,368	61,186
Other payables, accrued liabilities and deposit received	其他應付賬款、應計負債及已收訂金	25	678,329	515,833
Due to an associate	應付聯營公司	18	73,033	3,060
Derivative financial liabilities	衍生金融負債	22	4,525	11,104
Tax payable	應付稅項		21,297	35,177
Interest-bearing bank borrowings	付息銀行貸款	26	529,707	1,748,298
Total current liabilities	總流動負債		2,284,616	3,370,304
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>		4,352,760	4,319,737
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		7,040,192	6,628,865
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Interest-bearing bank borrowings	付息銀行貸款	26	313,258	158,328
Deferred tax liabilities	遞延稅項負債	27	166,305	150,705
Total non-current liabilities	總非流動負債		479,563	309,033
Net assets	資產淨額		6,560,629	6,319,832



# Consolidated Statement of Financial Position 綜合財務狀況表

31 March 2016 二零一六年三月三十一日

		Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to ordinary equity holders of the Company</b>	<b>本公司普通權益所有者應佔權益</b>			
Issued capital	已發行股本	28	69,085	69,085
Reserves	儲備	29	5,593,149	5,602,622
Proposed final and special dividends	擬派末期及特別股息	10	469,777	414,509
			<b>6,132,011</b>	<b>6,086,216</b>
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>428,618</b>	<b>233,616</b>
<b>Total equity</b>	<b>總權益</b>		<b>6,560,629</b>	<b>6,319,832</b>

Poon Bun Chak  
Director

Ting Kit Chung  
Director

董事  
潘彬澤

董事  
丁傑忠

# Consolidated Statement of Changes in Equity 綜合權益變動表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Attributable to ordinary equity holders of the Company 本公司普通股權益所有者應佔							Total equity 總權益 HK\$'000 港幣千元				
		Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account* 股本溢價賬* HK\$'000 港幣千元	Capital redemption reserve* 股本贖回儲備* HK\$'000 港幣千元	Contributed surplus* 實繳盈餘* HK\$'000 港幣千元	Exchange fluctuation reserve* 外匯變動儲備* HK\$'000 港幣千元	Asset revaluation reserve* 資產重估儲備* HK\$'000 港幣千元	Legal reserve* 法定儲備* HK\$'000 港幣千元		Retained profits* 保留溢利* HK\$'000 港幣千元	Proposed final and special dividends 擬派末期及特別股息 HK\$'000 港幣千元	Non-controlling interests 非控股權益 HK\$'000 港幣千元	Total equity 總權益 HK\$'000 港幣千元
At 1 April 2015	於二零一五年四月一日	69,085	703,365	1,695	3,986	481,221	96,629	49	4,315,677	414,509	6,086,216	233,616	6,319,832
Exchange realignment	匯兌調整	—	—	—	—	(201,050)	—	—	—	—	(201,050)	(10,099)	(211,149)
Release of exchange reserve upon disposal of a subsidiary (note 31)	出售附屬公司匯兌調整 (附註31)	—	—	—	—	(2,426)	—	—	—	—	(2,426)	(1,364)	(3,790)
Profit for the year	本年度溢利	—	—	—	—	—	—	—	1,050,655	—	1,050,655	206,465	1,257,120
Total comprehensive income for the year	本年度全面收入總額	—	—	—	—	(203,476)	—	—	1,050,655	—	847,179	195,002	1,042,181
2014/2015 final dividend declared	二零一四/二零一五年度已宣派末期股息	—	—	—	—	—	—	—	—	(414,509)	(414,509)	—	(414,509)
2015/2016 interim dividend (note 10)	二零一五/二零一六年度中期股息 (附註10)	—	—	—	—	—	—	—	(386,875)	—	(386,875)	—	(386,875)
2015/2016 proposed final and special dividends (note 10)	二零一五/二零一六年度擬派末期及特別股息 (附註10)	—	—	—	—	—	—	—	(469,777)	469,777	—	—	—
At 31 March 2016	於二零一六年三月三十一日	69,085	703,365	1,695	3,986	277,745	96,629	49	4,509,680	469,777	6,132,011	428,618	6,560,629

\* These reserve accounts comprise the consolidated reserves of HK\$5,593,149,000 (2015: HK\$5,602,622,000) in the consolidated statement of financial position. 此等儲備賬項構成列於綜合財務狀況表內之綜合儲備港幣5,593,149,000元 (二零一五年: 港幣5,602,622,000元)。

# Consolidated Statement of Changes in Equity 綜合權益變動表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

Attributable to ordinary equity holders of the Company 本公司普通股權益所有者應佔												
	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account* 股本溢價賬* HK\$'000 港幣千元	Capital redemption reserve* 股本贖回儲備* HK\$'000 港幣千元	Contributed surplus* 實繳盈餘* HK\$'000 港幣千元	Exchange fluctuation reserve* 外匯變動儲備* HK\$'000 港幣千元	Asset revaluation reserve* 資產重估儲備* HK\$'000 港幣千元	Legal reserve* 法定儲備* HK\$'000 港幣千元	Retained profits* 保留溢利* HK\$'000 港幣千元	Proposed final dividend 擬派末期股息 HK\$'000 港幣千元	Total equity 總權益 HK\$'000 港幣千元		
At 1 April 2014 於二零一四年四月一日	69,085	703,365	1,695	3,986	478,865	37,868	49	4,316,134	345,424	5,955,471	230,673	6,187,144
Exchange realignment 匯兌調整	—	—	—	—	2,356	—	—	—	—	2,356	(538)	1,818
Profit for the year 本年度溢利	—	—	—	—	—	—	—	773,293	—	773,293	(762)	772,531
Total comprehensive income for the year 本年度全面收入總額	—	—	—	—	2,356	—	—	773,293	—	775,649	(1,300)	774,349
2013/2014 final dividend declared 二零一三/二零一四年度已宣派末期股息	—	—	—	—	—	—	—	—	(345,424)	(345,424)	—	(345,424)
Revaluation of assets (note 12) 重估資產(附註12)	—	—	—	—	—	58,761	—	—	—	58,761	4,243	63,004
2014/2015 interim dividend (note 10) 二零一四/二零一五年度中期股息(附註10)	—	—	—	—	—	—	—	(359,241)	—	(359,241)	—	(359,241)
2014/2015 proposed final dividend (note 10) 二零一四/二零一五年度擬派末期股息(附註10)	—	—	—	—	—	—	—	(414,509)	414,509	—	—	—
At 31 March 2015 於二零一五年三月三十一日	69,085	703,365	1,695	3,986	481,221	96,629	49	4,315,677	414,509	6,086,216	233,616	6,319,832

# Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營所得現金流量</b>		
Profit before tax	除稅前溢利	<b>1,344,536</b>	858,248
Adjustments for:	調整：		
Finance costs	財務費用	<b>8</b>	23,935
Share of profit of an associate, net of tax	應佔聯營公司溢利，除稅後淨額	<b>(34,423)</b>	(33,865)
Interest income	利息收入	<b>(93,085)</b>	(185,543)
Net fair value gains on foreign exchange derivative financial instruments	外匯衍生金融工具公允價值收益淨額	<b>(7,774)</b>	(33,617)
Net fair value loss on investment properties	投資物業公允價值虧損淨額	<b>6,520</b>	7,912
Depreciation	折舊	<b>276,690</b>	280,485
Recognition of prepaid land lease payments	預付土地租賃款之確認	<b>678</b>	682
(Gain)/loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目(收益)／虧損	<b>(2,848)</b>	1,730
Gain on disposal of trademarks	出售商標收益	<b>(396,400)</b>	—
Gain on disposal of a subsidiary	出售一附屬公司收益	<b>(268,918)</b>	—
Provision/(write-back of provision) for slow-moving inventories	呆滯存貨準備／(準備撥回)	<b>14,379</b>	(19,753)
Impairment/(write-back of impairment) of trade receivables	應收賬款減值／(減值撥回)	<b>2,154</b>	(23)
		<b>856,417</b>	900,191
(Increase)/decrease in inventories	存貨(增加)／減少	<b>(275,657)</b>	50,673
Decrease/(increase) in trade and bills receivables	應收賬款及票據減少／(增加)	<b>211,116</b>	(26,360)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款減少／(增加)	<b>18,564</b>	(93,472)
Increase in due to an associate	應付聯營公司增加	<b>69,973</b>	26,026
(Decrease)/increase in trade and bills payables	應付賬款及票據(減少)／增加	<b>(79,098)</b>	92,554
Increase in other payables, accrued liabilities and deposit received	其他應付賬款、應計負債及已收訂金增加	<b>163,430</b>	29,154
Cash generated from operations	經營所得現金	<b>964,745</b>	978,766
Profits taxes paid	已付所得稅	<b>(85,696)</b>	(113,971)
Net cash flows from operating activities	經營所得現金流入淨額	<b>879,049</b>	864,795

# Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

	Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動現金流量</b>		
Interest received	已收利息	86,573	185,543
Net proceeds from disposal of derivative financial instruments	出售衍生金融工具 款項，淨額	(16,448)	30,413
Dividends received from an associate	已收聯營公司股息	50,000	20,000
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	12 (186,017)	(103,857)
Additions to construction in progress	添置在建工程	15 (21,308)	(24,443)
Net (purchases)/redemption of held-to- maturity investments	(購買)／贖回持至到期的 投資，淨額	(644,257)	68,877
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目 收入	8,334	4,521
Proceeds from disposal of trademarks	出售商標收入	396,400	—
Proceeds from disposal of a subsidiary	出售一附屬公司收入	31 33,927	—
Increase in long term rental deposits	長期租金按金增加	(5,665)	(6,250)
Decrease/(increase) in time and structured deposits with original maturity over three months when acquired	於訂立日三個月以上到期之 定期及結構性存款減少／ (增加)	1,732,598	(161,589)
Net cash flows from investing activities	投資活動現金流入淨額	1,434,137	13,215
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動現金流量</b>		
New interest-bearing bank borrowings	新附息銀行貸款	2,906,657	3,127,621
Repayment of interest-bearing bank borrowings	償還附息銀行貸款	(3,970,318)	(3,090,112)
Interest paid	已付利息	(14,908)	(23,935)
Dividends paid	已付股息	(801,384)	(704,665)
Net cash flows used in financing activities	融資活動現金流出淨額	(1,879,953)	(691,091)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物之增加淨額</b>	<b>433,233</b>	<b>186,919</b>
Cash and cash equivalents at beginning of year	年初之現金及現金等價物	1,475,853	1,289,490
Foreign exchange adjustments	外匯調整	(67,442)	(556)
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>於年末之現金及現金等價物</b>	<b>1,841,644</b>	<b>1,475,853</b>

# Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 March 2016 截至二零一六年三月三十一日止年度

		Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>				
	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行存款	23	306,932	343,278
Non-pledged time deposits with original maturity within three months when acquired	於訂立日三個月內到期之無抵押定期存款	23	1,534,712	1,132,575
Non-pledged time and structured deposits with original maturity over three months when acquired	於訂立日三個月以上到期之無抵押定期及結構性存款	23	1,163,609	2,896,207
Cash and cash equivalents as stated in the consolidated statement of financial position	現金及現金等價物，如載於綜合財務狀況表		3,005,253	4,372,060
Less: Non-pledged time and structured deposits with original maturity over three months when acquired	減：於訂立日三個月以上到期之無抵押定期及結構性存款		(1,163,609)	(2,896,207)
Cash and cash equivalents as stated in the consolidated statement of cash flows	現金及現金等價物，如載於綜合現金流量表		1,841,644	1,475,853

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION

Texwinca Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of Texwinca Holdings Limited is located at 16th Floor, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong.

During the year, the Group was involved in the following principal activities:

- Production, dyeing and sale of knitted fabric and yarn;
- Retailing and distribution of casual apparel and accessory;
- Provision of franchise services;
- Provision of repair and maintenance services for motor vehicles; and
- Properties investment.

### Information of subsidiaries

Particulars of the Company's principal subsidiaries are as follows:

## 1. 公司及集團資料

德永佳集團有限公司為百慕達註冊成立之有限責任公司，本公司之註冊辦事處為 Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。德永佳集團有限公司主要營業地址為香港新界葵涌興芳路223號新都會廣場第二座十六樓。

於本年度，本集團主要經營以下業務：

- 針織布及棉紗之產銷及整染；
- 便服及飾物之零售及分銷；
- 提供特許經營服務；
- 提供汽車維修保養服務；及
- 物業投資。

### 附屬公司資料

本公司之主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立／登記 及營業地點	Issued ordinary/ registered share capital 已發行普通／ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益之 百分率		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
Trustland Inc*	British Virgin Islands 英屬處女群島	US\$18,000 18,000美元	100	100	Investment holding 投資控股
Nice Dyeing Factory Limited 永佳染廠有限公司	Hong Kong 香港	Ordinary HK\$1,000 and Non-voting deferred HK\$3,125,000 普通股本 港幣1,000元及 無投票權遞延股本 港幣3,125,000元	100	100	Sale of finished knitted fabric and dyed yarn 銷售針織布及色紗
Texwinca Enterprises (China) Limited 德永佳(中國)發展有限公司	British Virgin Islands/ Hong Kong 英屬處女群島／香港	US\$1 1美元	100	100	Investment holding and trading of machines 投資控股及買賣機器
Dongguan Texwinca Textile & Garment Limited*	PRC/Mainland China 中國／中國大陸	HK\$2,557,950,000 港幣2,557,950,000元	100	100	Production and sale of finished knitted fabric and dyed yarn 生產及銷售針織布及 色紗



# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION (continued) 1. 公司及集團資料(續)

### Information of subsidiaries (continued)

### 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益之 百分率		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
Nice Dyeing Factory (Macao Commercial Offshore) Limited*	Macau	MOP100,000	100	100	Procurement of raw materials and sale of finished knitted fabric
永佳染廠(澳門離岸商業服務) 有限公司*	澳門	澳門幣 100,000 元			採購原材料及銷售針 織布
Texwinca Enterprises Limited	Hong Kong	HK\$2	100	100	Provision of management services
德永佳實業有限公司	香港	港幣 2 元			提供管理服務
Win Ready Industrial Limited	Hong Kong	Ordinary HK\$10 and Non-voting deferred HK\$2	100	100	Property holding
永備實業有限公司	香港	普通股本港幣 10 元及 無投票權遞延股本 港幣 2 元			持有物業
Winlife Trading Limited	Hong Kong	HK\$15,903,100	100	100	Property holding
永生行有限公司	香港	港幣 15,903,100 元			持有物業
Baleno Holdings Limited	British Virgin Islands/ Hong Kong	US\$20,000	64	64	Investment holding, retailing and distribution of casual apparel and accessory
班尼路集團有限公司	英屬處女群島/香港	20,000 美元			投資控股, 便服及飾物 之零售及分銷
Baleno Kingdom Limited	Hong Kong	HK\$10,000	64	64	Retailing and distribution of casual apparel and accessory
班尼路有限公司	香港	港幣 10,000 元			便服及飾物之零售及 分銷
Guangzhou Friendship Baleno Co. Ltd.*	PRC/Mainland China	HK\$103,800,000	64	64	Retailing and distribution of casual apparel and accessory
廣州友誼班尼路服飾有限公司*	中國/中國大陸	港幣 103,800,000 元			便服及飾物之零售及 分銷
上海亞創服飾有限公司*	PRC/Mainland China	RMB1,000,000	64	64	Retailing and distribution of casual apparel and accessory
	中國/中國大陸	人民幣 1,000,000 元			便服及飾物之零售及 分銷

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION (continued) 1. 公司及集團資料(續)

### Information of subsidiaries (continued)

### 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記 及營業地點	Issued ordinary/ registered share capital 已發行普通/ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益之 百分比		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
Beijing Xing Yu Baleno Garment & Decoration Co. Ltd*	PRC/Mainland China	US\$500,000	64	64	Retailing and distribution of casual apparel and accessory
北京興宇班尼路服裝服飾有限公司*	中國/中國大陸	500,000美元			便服及飾物之零售及分銷
Chongqing Dasheng Baleno Co. Ltd*	PRC/Mainland China	HK\$3,880,000	64	64	Retailing and distribution of casual apparel and accessory
重慶大生班尼路服飾有限公司*	中國/中國大陸	港幣3,880,000元			便服及飾物之零售及分銷
Tianjin Baleno Co. Ltd*	PRC/Mainland China	RMB700,000	64	64	Retailing and distribution of casual apparel and accessory
天津市班尼路服飾有限公司*	中國/中國大陸	人民幣700,000元			便服及飾物之零售及分銷
Silver Kingdom Limited*	British Virgin Islands/ Taiwan	US\$1	64	64	Sub-letting of properties
銀鯨有限公司*	英屬處女群島/台灣	1美元			分租物業
Bigpoint Limited	British Virgin Islands/ Mainland China	US\$1	100	100	Holding of trademarks and provision of franchise services
大班有限公司	英屬處女群島/ 中國大陸	1美元			持有商標及提供特許經營服務
Highrich Corporation*	British Virgin Islands/ Mainland China	US\$1	64	64	Provision of management services and sub-licensing of trademarks
大富有限公司*	英屬處女群島/ 中國大陸	1美元			提供管理服務及代理商標服務
Winca (Dongguan) Motor Service Limited*	PRC/Mainland China	HK\$28,460,000	100	100	Provision of repair and maintenance services for motor vehicles
永佳(東莞)汽車維修服務有限公司*	中國/中國大陸	港幣28,460,000元			提供汽車之維修及保養服務
Successful Channel Corporation*	British Virgin Islands/ Mainland China	US\$1	64	64	Property holding
成功頻道集團*	英屬處女群島/ 中國大陸	1美元			持有物業
南京班尼路服飾有限公司*	PRC/Mainland China	RMB1,010,000	64	64	Retailing and distribution of casual apparel and accessory
	中國/中國大陸	人民幣1,010,000元			便服及飾物之零售及分銷
武漢班尼路商貿有限公司*	PRC/Mainland China	RMB5,880,000	64	64	Retailing and distribution of casual apparel and accessory
	中國/中國大陸	人民幣5,880,000元			便服及飾物之零售及分銷

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION (continued) Information of subsidiaries (continued)

Name 名稱	Place of incorporation/ registration and business 註冊成立／登記 及營業地點	Issued ordinary/ registered share capital 已發行普通／ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益之 百分率		Principal activities 主要業務
			2016 二零一六年	2015 二零一五年	
長沙班尼路服飾有限公司*	PRC/Mainland China 中國／中國大陸	RMB500,000 人民幣500,000元	64	64	Retailing and distribution of casual apparel and accessory 便服及飾物之零售及 分銷
陝西班尼路服飾有限公司*	PRC/Mainland China 中國／中國大陸	RMB600,000 人民幣600,000元	64	64	Retailing and distribution of casual apparel and accessory 便服及飾物之零售及 分銷
Dalian Baleno Decoration Co. Ltd.*	PRC/Mainland China	HK\$2,100,000	64	64	Retailing and distribution of casual apparel and accessory
大連班尼路服飾有限公司*	中國／中國大陸	港幣2,100,000元			便服及飾物之零售及 分銷

\* Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network

All subsidiaries other than Trustland Inc are indirectly held by the Company.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of all subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, certain leasehold land and buildings included in property, plant and equipment, and derivative financial instruments which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

## 1. 公司及集團資料(續) 附屬公司資料(續)

\* 並非由安永會計師事務所香港或另一安永會計師事務所國際成員審核。

除Trustland Inc外，所有附屬公司均由本公司間接持有。

上表所列出本公司之附屬公司，董事認為彼等對本集團本年度之業績構成主要影響或組成本集團資產淨額之主要部份。董事認為詳列所有附屬公司會令篇幅過於冗長。

### 2.1 編製基準

本財務報表乃根據香港會計師公會頒佈之香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)、香港一般公認會計原則及香港公司條例之披露要求編製而成。除投資物業、部份包括在物業、廠房及設備內的租賃土地及樓宇及衍生金融工具按公允值計量外，本財務報表乃依照原始成本會計慣例所編製。除另有註明外，本財務報表乃以港幣(「港幣」)呈列，所有數值均四捨五入至千位數。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 2.1 BASIS OF PREPARATION (continued)

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

## 2.1 編製基準(續)

### 綜合基準

綜合財務報表包括本公司及其附屬公司(合稱「本集團」)截至二零一六年三月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(如本集團獲賦予現有能以主導投資對象相關活動的既存權利)影響該等回報時,即取得控制權。

倘本公司直接或間接擁有低於大多數的投資對象投票或類似權利,則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況,包括:

- (a) 與投資對象其他投票持有人的合約安排;
- (b) 其他合約安排所產生的權利;及
- (c) 本集團的投票權及潛在投票權。

附屬公司之財務報表乃就與本公司相同之報告期間使用一致之會計政策編製。附屬公司之業績自本集團取得控制權當日起綜合入賬,並會繼續綜合入賬直至該控制權終止當日為止。

損益及其他全面收入之各項目均歸於本公司擁有人及非控股權益,即使此舉導致非控股權益出現虧損結餘。所有本集團成員公司間之交易相關的資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

倘有事實及情況顯示下文附屬公司會計政策所述控制權的三項因素其中一項或多項出現變化,本集團將重新評估其是否對被投資方擁有控制權。於附屬公司的所有權益出現的變動(在沒有失去控制權情況下)會作為一項權益交易入賬。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 2.1 BASIS OF PREPARATION (continued)

### Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interests and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised standards for the first time for the current year's financial statements.

HKAS 19 (2011) Amendments	Amendments to HKAS 19 (2011) <i>Defined Benefit Plans: Employee Contributions</i>
<i>Annual Improvements 2010–2012 Cycle</i>	Amendments to a number of HKFRSs
<i>Annual Improvements 2011–2013 Cycle</i>	Amendments to a number of HKFRSs

The adoption of the above revised standards has had no significant financial effect on these financial statements.

## 2.1 編製基準(續)

### 綜合基準(續)

倘本集團失去附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公允值；(ii)任何獲保留的投資的公允值及(iii)計入損益表的盈餘或虧損。本集團先前於其他全面收入已確認的應佔部分，乃根據假設本集團已直接出售相關資產或負債相同的基礎適當地重新分類至損益或保留溢利。

## 2.2 會計政策及披露之變動

本集團已就本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。

香港會計準則第19號 (二零一一年) (修訂本)	香港會計準則第19號 (二零一一年) 界定福利計劃：僱員供款之修訂
二零一零年至二零一二年周期之年度改進	多項香港財務報告準則之修訂
二零一一年至二零一三年周期之年度改進	多項香港財務報告準則之修訂

採納上述經修訂準則對該等財務報表並無重大財務影響。

# Notes to the Financial Statements 財務報表附註

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 9 (2014)	<i>Financial Instruments</i> <sup>2</sup>
HKFRS 10 and HKAS 28 Amendments	Amendments to HKFRS 10 and HKAS 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>5</sup>
HKFRS 10, HKFRS 12 and HKAS 28 Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 28 <i>Investment Entities: Applying the Consolidation Exception</i> <sup>1</sup>
HKFRS 11 Amendments	Amendments to HKFRS 11 <i>Accounting for Acquisitions of Interests in Joint Operations</i> <sup>1</sup>
HKFRS 14	<i>Regulatory Deferral Accounts</i> <sup>4</sup>
HKFRS 15	<i>Revenue from Contracts with Customers</i> <sup>2</sup>
HKFRS 16	<i>Leases</i> <sup>3</sup>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Disclosure Initiative</i> <sup>1</sup>
HKAS 16 and HKAS 38 Amendments	Amendments to HKAS 16 and HKAS 38 <i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> <sup>1</sup>
HKAS 16 and HKAS 41 Amendments	Amendments to HKAS 16 and HKAS 41 <i>Agriculture: Bearer Plants</i> <sup>1</sup>
HKAS 27 (2011) Amendments	Amendments to HKAS 27 (2011) <i>Equity Method in Separate Financial Statements</i> <sup>1</sup>
<i>Annual Improvements 2012–2014 Cycle</i>	Amendments to a number of HKFRSs <sup>1</sup>

## 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於本財務報表中應用下列已頒佈，但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第9號(二零一四年)	金融工具 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	香港財務報告準則第10號及香港會計準則第28號投資者與其聯營公司或合營企業之間的資產出售或投入之修訂 <sup>5</sup>
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28號(修訂本)	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28號投資實體：應用綜合入賬之例外情況之修訂 <sup>1</sup>
香港財務報告準則第11號(修訂本)	香港財務報告準則第11號收購共同經營權益的會計處理之修訂 <sup>1</sup>
香港財務報告準則第14號	監管遞延賬目 <sup>4</sup>
香港財務報告準則第15號	來自與客戶訂立的合約的收入 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港會計準則第1號(修訂本)	香港會計準則第1號主動披露之修訂 <sup>1</sup>
香港會計準則第16號及香港會計準則第38號(修訂本)	香港會計準則第16號及香港會計準則第38號可接受的折舊及攤銷方法的澄清之修訂 <sup>1</sup>
香港會計準則第16號及香港會計準則第41號(修訂本)	香港會計準則第16號及香港會計準則第41號農業：生產性植物之修訂 <sup>1</sup>
香港會計準則第27號(二零一一年)(修訂本)	香港會計準則第27號(二零一一年)獨立財務報表的權益法之修訂 <sup>1</sup>
二零一二年至二零一四年周期之年度改進	多項香港財務報告準則之修訂 <sup>1</sup>



# Notes to the Financial Statements 財務報表附註

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2016
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2018
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>4</sup> Effective for an entity that first adopts HKFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group
- <sup>5</sup> No mandatory effective date yet determined but available for early adoption

Further information about those HKFRSs that are expected to be applicable to the Group is as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 April 2018. During 2015, the Group performed a high-level assessment of the impact of the adoption of HKFRS 9. This preliminary assessment is based on currently available information and may be subject to changes arising from further detailed analyses or additional reasonable and supportable information being made available to the Group in the future. The expected impacts arising from the adoption of HKFRS 9 are summarised as follows:

### (a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. Equity investments currently held as available for sale will be measured at fair value through other comprehensive income as the investments are intended to be held for the foreseeable future and the Group expects to apply the option to present fair value changes in other comprehensive income. Gains and losses recorded in other comprehensive income for the equity investments cannot be recycled to profit or loss when the investments are derecognised.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

- <sup>1</sup> 自二零一六年一月一日或之後開始之年度期間生效
- <sup>2</sup> 自二零一八年一月一日或以後開始之年度期間生效
- <sup>3</sup> 自二零一九年一月一日或以後開始之年度期間生效
- <sup>4</sup> 對二零一六年一月一日或以後開始之年度財務報表首次採納香港財務報告準則之實體生效，故此對本集團不適用
- <sup>5</sup> 並無釐定強制生效日期惟可予提早採納

預期將適用於本集團之香港財務報告準則之進一步資料如下：

於二零一四年九月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，彙集財務工具項目之所有階段，以取代香港會計準則第39號及所有香港財務報告準則第9號之先前版本。該項準則引入分類及計量、減值及對沖會計之新規定。本集團預期自二零一八年四月一日起採納香港財務報告準則第9號。於二零一五年，本集團就採納香港財務報告準則第9號的影響進行高層次評估。該初步評估乃以目前可得資料為基礎，可因應進一步詳細分析或未來本集團獲得更多合理及有支持的資料出現而有所變動。預期採納香港財務報告準則第9號產生的影響概述如下：

### (a) 分類及計量

本集團預期，採用香港財務報告準則第9號不會對金融資產的分類及計量構成重大影響。其預期將繼續按公允值計量現時以公允值持有的所有金融資產。目前作為可供出售工具持有的股本投資，由於有關投資擬在可見將來持有以及本集團預期會應用在其他全面收益列報公允值變動的選擇，因此，其將會以公允值計量且其變動計入其他全面收益。就有關股本投資記錄於其他全面收益的損益在有關投資終止確認時不可再循環至損益。



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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

### (b) Impairment

HKFRS 9 requires an impairment on debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group expects to apply the simplified approach and record lifetime expected losses that are estimated based on the present value of all cash shortfalls over the remaining life of all of its trade and other receivables. The Group will perform a more detailed analysis which considers all reasonable and supportable information, including forward-looking elements, for estimation of expected credit losses on its trade and other receivables upon the adoption of HKFRS 9.

The amendments to HKFRS 10 and HKAS 28 (2011) address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The Group expects to adopt the amendments from 1 April 2016.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

### (b) 減值

香港財務報告準則第9號規定並無根據香港財務報告準則第9號透過損益以公允值列賬的項目以攤銷成本或透過其他全面收益以公允值列賬之債務工具、租賃應收款項、貸款承諾及財務擔保合約須作減值，並將根據預期信貸虧損模式或按十二個月基準或可使用年期基準入賬。本集團預期採納簡化方式，並將根據於其所有應收貿易及其他款項餘下年期內的所有現金差額現值估計的可使用預期虧損入賬。本集團將進行更詳細分析，其將考慮所有合理及輔助資料(包括前瞻因素)，以估計於採納香港財務報告準則第9號後其應收貿易及其他款項的預期信貸虧損。

香港財務報告準則第10號及香港會計準則第28號(二零一一年)之修訂處理香港財務報告準則第10號及香港會計準則第28號(二零一一年)於處理投資者與其聯營公司或合營企業間之資產出售或投入方面之規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合營企業間之資產出售或投入構成一項業務時，須全面確認盈虧。對於涉及並無構成一項業務之資產之交易而言，該項交易產生之盈虧於投資者之損益中確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂將按前瞻基準應用。本集團預期自二零一六年四月一日起採納該等修訂。

# Notes to the Financial Statements 財務報表附註

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

The amendments to HKFRS 11 require that an acquirer of an interest in a joint operation in which the activity of the joint operation constitutes a business must apply the relevant principles for business combinations in HKFRS 3. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to HKFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2016.

HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In September 2015, the HKICPA issued an amendment to HKFRS 15 regarding a one-year deferral of the mandatory effective date of HKFRS 15 to 1 January 2018. The Group expects to adopt HKFRS 15 on 1 April 2018. During the year ended 31 March 2016, the Group performed a preliminary assessment on the impact of the adoption of HKFRS 15.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港財務報告準則第11號之修訂規定，聯合經營(其中聯合經營之活動構成一項業務)權益之收購方須應用香港財務報告準則第3號業務合併之相關原則。該等修訂亦釐清，於收購同一聯合經營之額外權益且保留共同控制權時，先前於聯合經營所持權益不會重新計量。此外，香港財務報告準則第11號已增添豁免範疇，訂明當共享共同控制權之訂約各方(包括報告實體)受同一最終控制方之共同控制時，該等修訂並不適用。該等修訂適用於收購聯合經營之初步權益及收購同一聯合經營之任何額外權益。預期該等修訂於二零一六年四月一日採納後不會對本集團之財務狀況或表現造成任何影響。

香港財務報告準則第15號制定全新五步模型，此將計算於來自客戶合約收益。根據香港財務報告準則第15號，收益確認之金額為能反映實體預期向客戶轉讓商品或服務而有權換取之代價。香港財務報告準則第15號之原則提供更具體結構之計量及確認收益方法。該項準則亦引入大量定性及定量之披露規定，包括劃分總收益、有關履行責任之資料、各期間之合約資產及負債賬目結餘變動以及主要判斷及估計。該項準則將取代香港財務報告準則項下之所有現行收益確認規定。於二零一五年九月，香港會計師公會發出香港財務報告準則第15號之修訂，內容有關將香港財務報告準則第15號之強制生效日期延遲一年至二零一八年一月一日。本集團預期於二零一八年四月一日採納香港財務報告準則第15號，於截至二零一六年三月三十一日止年度內，本集團對採納香港財務報告準則第15號的影響進行了初步評估。

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## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Amendments to HKAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in HKAS 1;
- (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The Group expects to adopt the amendments from 1 April 2016. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 16 and HKAS 38 clarify the principle in HKAS 16 and HKAS 38 that revenue reflects a pattern of economic benefits that are generated from operating business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are to be applied prospectively. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 April 2016 as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

香港會計準則第1號之修訂包括有關財務報表呈列及披露範疇的收窄集中改善。該修訂釐清：

- (i) 香港會計準則第1號的重大性要求；
- (ii) 損益表及財務狀況表內的指定單項可以分開；
- (iii) 實體在其列報財務報表附註的次序方面有靈活性；及
- (iv) 應佔以權益法核算的聯營公司及合營企業的其他全面收入須以單項合計列報，並分類為以後將重分類進損益及以後不能重分類進損益的項目。

此外，修訂澄清在財務狀況表及損益表內列報額外小時時適用的要求。本集團預期由二零一六年四月一日起採用該等修訂。預期修訂對本集團的財務報表無任何重大影響。

香港會計準則第16號及香港會計準則第38號之修訂澄清香港會計準則第16號及香港會計準則第38號中的原則，即收益反映自經營業務(該資產為其一部分)產生的經濟利益而非通過使用資產消耗的經濟利益的模式。因此，收益法不得用於折舊物業、廠房及設備，並且僅在非常有限的情況下可用於攤銷無形資產。該等修訂即將應用。預期該等修訂於二零一六年四月一日採納後將不會對本集團的財務狀況或表現產生任何影響，原因是本集團並未使用收益法計算其非流動資產的折舊。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred.

## 2.4 主要會計政策的概要

### 於聯營公司之投資

聯營公司乃本集團長期持有其權益投票權一般不少於20%及足以對其行使重大影響力之實體。重大影響力指參與被投資方財政及經營決策的權力，但非控制或聯合控制該等政策。

本集團於聯營公司之投資按本集團應佔之資產淨額按權益法計算減去任何減值損失，列入綜合財務狀況表內。本報表經已作出調整以使任何可能存在之不同會計政策一致。本集團應佔聯營公司收購日後之業績及其他全面收入，已分別列入綜合損益表及綜合其他全面收入內。此外，倘直接在聯營公司權益中確認變動，則本集團會在綜合權益中確認其所佔之任何變動（倘情況適用）。本集團與其聯營公司之間的交易而產生的未實現損益以本集團於聯營公司之投資為限對銷，除非有未實現虧損證明所轉讓資產出現減值。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

## 2.4 主要會計政策的概要(續)

### 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期之公允值計算，該公允值為本集團轉讓之資產於收購日期之公允值、本集團承擔來自被收購方之前度擁有人之負債，及本集團發行以換取被收購方控制權之股本權益之總和。於各業務合併中，本集團選擇以公允值或被收購方可識別資產淨額之應佔比例，計算於被收購方中現時屬擁有權權益及賦予持有人權利可於清盤時按比例分佔資產淨值之非控股權益。非控股權益之所有其他部分按公允值計量。收購成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘企業合併分階段進行，收購方先前持有的被收購方股權於收購日之公允值盈虧應按收購日之公允值透過損益重新計量。

由收購方將予轉讓之任何或然代價將於收購日按公允值確認。被歸類為一項資產或負債的或然代價為金融工具並按公允值計量，其公允值變動確認為損益。分類為權益的或然代價不會重新計量並其後結算於權益內入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有之被收購方股權之公允值總額，超逾與所收購可識別資產淨額及所承擔負債之差額。如總代價及其他項目低於所收購資產淨額之公允值，於重新評估後其差額將於損益內確認為議價收購收益。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要(續)

(continued)

### Business combinations and goodwill (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### Fair value measurement

The Group measures its investment properties and derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

### 業務合併及商譽(續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽減值測試每年進行一次，或一旦任何事件發生或情況出現變動，顯示賬面值可能減值時，測試次數將更為頻密。本集團於每年三月三十一日進行商譽減值測試。就減值測試而言，不論本集團其他資產或負債是否分配至該等或該等組別單位，自收購日期開始在業務合併所取得之商譽將分配至本集團，預期受惠於合併之協同效益的每個現金產生單位，或各組現金產生單位。

減值乃評估與商譽相關之現金產生單位(現金產生單位組別)可收回數額予以釐定。凡現金產生單位(現金產生單位組別)可收回數額少於其賬面值，則須確認減值虧損。就商譽所確認之減值虧損不會於其後期間撥回。

凡商譽屬現金產生單位(現金產生單位組別)之部分以及出售單位內經營部分，與出售經營相關之商譽在釐定出售經營之損益時於經營之賬面值內入賬。在此情況下出售之商譽乃根據出售經營之相關價值及所保留產生現金單位部分計量。

### 公允值計量

本集團於各報告期末按公允值計量其投資物業及衍生金融工具。公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要及最具優勢市場須為本集團可進入之市場。資產或負債的公允值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

### Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and investment properties) the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

## 2.4 主要會計政策的概要(續)

### 公允值計量(續)

非金融資產的公允值計量須計及市場參與者能自最大限度使用該資產致最佳用途，或將該資產出售予將最大限度使用該資產致最佳用途的其他市場參與者，所產生的經濟效益。

本集團採納適用於不同情況且具備充分數據以供計量公允值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

所有載於本財務報表計量或披露的資產及負債乃基於對公允值計量整體而言屬重大的最低輸入數據按以下公允值等級分類：

- 第一級 — 基於相同資產或負債於活躍市場的報價(未經調整)；
- 第二級 — 基於對公允值計量而言屬重大的可觀察(直接或間接)最低層輸入數據的估值方法；及
- 第三級 — 基於對公允值計量而言屬重大的不可觀察最低層輸入數據的估值方法。

就按經常性準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公允值計量整體而言屬重大的最低輸入數據)確定是否發生不同等級轉移。

### 非金融資產減值

倘有跡象顯示出現減值或須就資產進行年度減值測試(存貨、金融資產及投資物業除外)，則會估計該資產之可收回金額。資產之可收回金額為該資產或產生現金單位的使用價值或公允值減出售成本的較高者，並就個別資產而釐定，除非有關資產並無產生大致上獨立於其他資產或資產組別之現金流入，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要(續)

(continued)

### Impairment of non-financial assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

### 非金融資產減值(續)

只有當資產之賬面值超過其可收回金額時始會確認減值虧損。於評估使用價值時，估計日後現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損乃於產生期內從損益表中扣除，惟倘資產乃按重估金額入賬，減值虧損則須按照重估資產所適用之有關會計政策入賬。

於各報告期末均評估有否跡象顯示以往確認之減值虧損可能不再存在或已減少。如存在該等跡象，則須評估可收回金額。過往已獲確認之資產或部份金融資產減值虧損僅會於可收回金額釐定基準出現變動時方予撥回。撥回之結果不會令該賬面金額高於倘該資產往年並無確認減值虧損(扣除任何折舊／攤銷)後而釐訂之賬面值。獲撥回之減值虧損乃於產生期內計入損益表，惟倘有關資產乃按重估金額列賬，撥回之減值虧損則須按照重估資產所適用之有關會計政策入賬。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity; and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2.4 主要會計政策的概要(續)

### 關連人士

有關人士將被視為本集團之關連人士，若：

- (a) 該人士為一名人士或該人士之近親，而該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理人員的其中一名成員；

或

- (b) 該人士為符合下列任何一項條件之實體：
  - (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 該實體為另一家實體之聯營公司或合營企業(或另一家實體之母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體與本集團均為同一第三方之合營企業；
  - (iv) 該實體為第三方實體之合營企業，而另一家實體則為該第三方實體的聯營公司；
  - (v) 該實體為本集團或與本集團有關連之實體之僱員之受僱後福利計劃；
  - (vi) 該實體受(a)項所界定人士控制或共同控制；
  - (vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體之主要管理人員成員；及
  - (viii) 該實體或該實體所屬集團的任何成員公司為本集團或本集團的母公司提供主要管理人員服務。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Property, plant and equipment and depreciation

Property, plant and equipment, other than investment properties and construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

The asset revaluation reserve arising from the revaluation of property, plant and equipment is realised and transferred directly to retained profits on a systematic basis, as the corresponding asset is used by the Group. The amount realised is the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

For a transfer from owner-occupied properties to investment properties, the related revaluation surplus is retained in the leasehold land and buildings revaluation reserve and remains there until the subsequent disposal or retirement of the property, when it is transferred from the revaluation surplus to retained profits.

## 2.4 主要會計政策的概要 (續)

### 物業、廠房及設備與折舊

物業、廠房及設備(除投資物業及在建工程外)均按成本或估值減累計折舊及減值虧損入賬。物業、廠房及設備項目之成本包括其購買價及將該資產達至運作狀況及地點以作其計劃用途所產生之任何直接應計成本。物業、廠房及設備項目投入運作後之開支,如維修及保養之費用,一般在產生期間於損益表中扣除。倘確認條件達標,相關主要檢查費用可按撥充資本計入作為重置之資產賬面值。倘大部份物業、廠房及設備須不時重置,本集團確認該部份為個別具有特定可使用年期之資產並作折舊。

重估物業、廠房及設備所產生之資產重估儲備,在本集團使用有關資產時有系統地直接調撥往保留溢利。所調撥之數額,乃按該項資產重估賬面值計算之折舊與按其原來成本值計算之折舊的差額。按個別資產基準,若儲備總額不足以填補減值虧損,超出之虧損將在損益內扣除。其後,任何重估盈餘會計入損益,計入之數額以早前扣除之虧損為限。基於資產經重估賬面值之折舊與基於該項資產原始成本之折舊之差額部份,每年會由資產重估儲備轉撥至保留溢利。於出售經重估之資產時,因早前估值而產生的相關資產重估儲備部份乃當作一項儲備變動,調撥往保留溢利。

當業主佔用物業轉撥為投資物業時,有關之重估盈餘保留於租賃土地及樓宇重估儲備並保留直至該物業其後出售或報廢,則由重估盈餘轉撥至保留溢利。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

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

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The estimated useful lives used for this purpose are as follows:

Leasehold land and buildings	25 years or over the remaining lease terms, whichever is shorter
Leasehold improvements	Over the remaining lease terms
Plant and machinery	10 to 20 years
Furniture, fixtures and office equipment	5 years
Motor vehicles and yacht	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

### Construction in progress

Construction in progress represents plant and machineries under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

## 2.4 主要會計政策的概要(續)

### 物業、廠房及設備與折舊(續)

折舊之計算方法乃按個別物業、廠房及設備項目之估計可使用年期以直線法撇銷其成本或估值至剩餘價值。就此目的而估計之可使用年期如下：

租賃土地及樓宇	25年或按餘下之租賃年期，按其中較短者
租賃樓宇裝修	按餘下之租賃年期
廠房及機械	10至20年
傢俬、裝置及辦公室設備	5年
汽車及遊艇	5年

倘一物業、廠房及設備項目之不同部份擁有不同之可使用年期，該項目之成本按合理基礎分配於其各部份，並單獨計提其折舊。剩餘價值、可使用年期和折舊方法最少於每個財政年度結算日進行檢討和適當修正。

已初步確認的物業、廠房及設備項目包括任何重要部份於出售或預期使用或出售該項目將不會帶來未來經濟利益時終止確認。於資產終止確認之年度於損益表確認之任何出售或報廢之損益，為銷售所得款項淨額與相關資產賬面金額之差額。

### 在建工程

在建工程為在建造中的廠房及機械，乃按成本值減任何減值虧損列賬，且不予折舊。成本為直接建造成本。當在建工程完工及可作使用會重新分類至適當之物業、廠房及設備類別。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要(續)

(continued)

### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

### Trademarks

The useful lives of trademarks are assessed to be indefinite. Trademarks with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level and are not amortised. The useful life of a trademark with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

### 投資物業

投資物業指持有土地及樓宇權益作賺取租金收入及／或資本增值用途，而非用於生產或供應貨物或服務或作行政用途；或作一般業務過程中出售用途(包括在此情況以外符合投資物業定義之物業經營租賃項下之租賃權益)。該等物業初步按成本，包括交易成本，列賬。於初步確認後，投資物業乃按反映於報告期末之市場狀況之公允值列賬。

因投資物業公允值變更產生之損益於其產生年度計入損益表。

投資物業報廢或出售產生之任何損益於其報廢或出售年度於損益表確認。

當投資物業轉撥為業主佔用物業時，改變用途當日之公允值視作為於期後會計時所用之物業成本。倘本集團佔用的物業由業主佔用物業成為投資物業，則本集團將根據「物業、廠房及設備與折舊」所述之政策將該物業入賬，直至更改用途日為止，而該物業之賬面價值及公允值間於當日之差額，則根據上述「物業、廠房及設備與折舊」所述之政策列為重估入賬。

### 商標

商標的可使用年期已評估為無盡。無盡可使用年期的商標每年以個體或產生現金流的單位層面作減值測試，並無須作出攤銷。無盡年限的商標的可使用年期每年作出檢討，以確定有關無盡年限的評估是否繼續成立。若否，可使用年期由無盡評估為有盡的變更，將按往後基準入賬。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

### Inventories

Inventories are stated at the lower of cost and net realisable value. For fabric and yarn, cost is determined on a weighted average basis and, for work in progress and finished goods, cost comprises direct materials, direct labour and an appropriate proportion of overheads. For casual apparel and accessories, cost is determined on a weighted average basis and includes all costs of purchases and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal or to make the sale.

### Derivative financial instruments

The Group uses derivative financial instruments to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

## 2.4 主要會計政策的概要 (續)

### 經營租賃

凡出租人實際上仍保留資產擁有權之絕大部分收益及風險之租賃，均以經營租賃入賬。倘本集團為出租人，本集團按經營租賃出租之資產列作非流動資產及該等經營租賃之應收租金乃按租賃年期，以直線法計入損益表。倘本集團為承租人，則按經營租賃應付之租金按租賃年期以直線法從損益表中扣除。

經營租賃項下之預付土地租賃款初步按成本列賬，期後按直線法於租賃期內確認。倘租賃款項不能可靠地分配至土地及樓宇部份，則所有租賃款項均計入土地及樓宇成本作為物業、廠房及設備之融資租賃。

### 存貨

存貨乃按成本或可變現淨額兩者之較低者入賬。布和紗方面，成本乃按加權平均法計算。半成品與成品之成本包括直接材料、直接工資及適當比例之間接費用。另外有關便服及飾物之成本則以加權平均法計算，並包括所有購進費用及其他將貨物送達至目前地點及狀況之成本。可變現淨額乃根據預計銷售價減去任何於完成及出售或促成該銷售所需之預計成本計算。

### 衍生金融工具

本集團運用衍生金融工具，以對沖其外幣風險。該等衍生金融工具初步按訂立衍生工具合約日期的公允值確認入賬，之後再按其後的公允值計量。當衍生工具的公允值為正數，則以資產處理，若其公允值為負數，則以負債處理。

任何衍生工具的公允值轉變引致的損益，須直接確認於損益表中。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要(續)

(continued)

### Investments and other financial assets

#### Initial recognition and measurement

Financial assets are classified, at initial recognition, as loans and receivables, held-to-maturity investments and financial assets at fair value through profit or loss, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss.

#### Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity investments when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss.

### 投資及其他金融資產

#### 首次確認及計量

金融資產於首次確認時可適當地分類為貸款及應收款項、持至到期的投資及以公允值計量且其變動計入損益的金融資產，或指定作有效對沖之對沖工具之衍生工具。金融資產於首次確認其金融資產時決定其分類。金融資產於首次確認時按公允值加上收購金融資產於應佔交易成本計量，惟按公允值計量且其變動計入損益的金融資產除外。

所有常規買賣之金融資產概於交易日確認，即本集團承諾購買或出售該資產之日。常規買賣乃指按市場規定或慣例普遍確立之期間內交收資產之金融資產買賣。

#### 其後計量

金融資產之其後計量視乎其分類如下：

#### 貸款和應收款項

貸款和應收款項為具固定或可予釐定付款金額的非衍生金融資產，在活躍市場中並無報價。於初步確認後，該等資產其後按實際利率法計算已攤銷成本，並扣除任何減值準備。已攤銷成本的計算已考慮購入時的折讓或溢價及包括組成實際利率不可或缺之部份的費用及成本。按實際利率之攤銷將計入損益表。

#### 持至到期的投資

如果本集團有持至到期的意圖和能力，則具有固定的或可確定的付款額以及固定的到期日的非衍生金融資產分類為持至到期的投資。持至到期的投資其後按已攤銷成本以實際利率法扣除任何減值準備計量。計算已攤銷成本乃經計入收購時產生之任何折扣或溢價並加上構成實際利率不可或缺之部份的費用或成本。按實際利率之攤銷呈列於損益表之內。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Investments and other financial assets (continued)

#### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

## 2.4 主要會計政策的概要 (續)

### 投資及其他金融資產 (續)

#### 以公允價值計量且其變動計入損益的金融資產

以公允價值計量且其變動計入損益的金融資產包括持作交易金融資產及於首次確認後劃分為以公允價值計量且其變動計入損益的金融資產。金融資產如以短期賣出為目的而購買，則分類為持作交易資產。衍生工具，包括獨立嵌入式衍生工具，亦分類為持作交易金融資產，惟獲指定為香港會計準則第39號定義之有效對沖工具則除外。

以公允價值計量且其變動計入損益的金融資產乃按公允價值於財務狀況報表中列賬，而其公允價值淨變動則於損益表中確認為其他收入及利益或融資成本。於損益表內確認的公允價值淨變動並不包括有關金融資產所產生，根據下文「收入確認」所載的政策予以確認的任何股息或利息收入。

於初步確認時指定為以公允價值計量且其變動計入損益的金融資產在初步確認日期且僅在符合香港會計準則第39號要求時指定。

若嵌入於主合同的衍生工具的經濟特色及風險與主合同並無密切關係，以及主合同並無持作買賣或指定為公允價值變動計入損益，嵌入於主合同的衍生工具乃作為獨立的衍生工具入賬，並按公允價值記錄。該等嵌入式衍生工具乃按公允價值計量，而其公允價值變動乃於損益表中確認。重新評估只會於合同條款的變動重大修訂了另行所需的現金流時或重分類以公允價值計量且其變動計入損益類別到金融資產時方會產生。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) 2.4 主要會計政策的概要 (續)

### Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

### Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery.

### 金融資產減值

本集團於各報告期末評估是否有客觀證據顯示一項金融資產或一組金融資產出現減值。一項金融資產或一組金融資產僅於有減值的客觀證據顯示該資產初步確認後，發生一件或多件事項，且可靠地估計該虧損事項已對該金融資產或該組金融資產之估計未來現金流量產生影響時，減值便存在。減值之證據可包括一名債務人或一組債務人出現重大財政困難、怠慢或拖欠利息或本金付款、彼等可能面臨破產或其他財務重組，以及有可見數據顯示估計未來現金流量出現可計量之減少，例如欠款或經濟狀況之變動與拖欠款項有關。

### 按已攤銷成本入賬之金融資產

就按已攤銷成本列賬的金融資產而言，本集團首先會按個別基準就個別重大金融資產或按組合基準就個別非重大金融資產，評估是否存在按個別基準的減值。倘本集團認定按個別基準經評估的金融資產並無客觀證據顯示存在減值，則該項資產無論其重要與否會歸入一組具有相似信貸風險特性的金融資產內，並共同評估減值。經個別評估減值且其減值虧損已予確認或繼續確認的資產不會納入共同減值評估之內。

任何已識別的減值虧損金額乃按該資產賬面值與估計未來現金流量(不包括未出現的未來信貸虧損)現值的差額計量。估計未來現金流量的現值以金融資產的原始實際利率(即首次確認時計算的實際利率)貼現。

資產賬面值通過使用備抵賬目沖減，而虧損金額在損益表中確認。利息收入按經沖減的賬面值持續計提，且採用計量減值虧損時用以貼現未來現金流量的利率。當未來可收回的實際機會不大，貸款及應收款項連同任何相關準備會被撇銷。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Impairment of financial assets (continued)

#### Financial assets carried at amortised cost (continued)

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account.

### Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a "pass-through" arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

## 2.4 主要會計政策的概要 (續)

### 金融資產減值 (續)

#### 按已攤銷成本入賬之金融資產 (續)

倘於以後的期間，因減值確認後發生的事項令估計減值虧損的金額增加或減少，則先前確認的減值虧損可通過調整備抵賬目而增減。

### 終止確認金融資產

在下列情況下，金融資產(或，如適用，一項金融資產之某一部份或一組類似金融資產之某一部份)將予終止確認(即自本集團綜合財務狀況表移除)：

- 自該資產取得現金流量之權利已屆滿；或
- 本集團已轉讓自該資產取得現金流量之權利，或須遵守「轉付」安排於無重大延誤之情況下將已收的現金流量全額付予第三方；並且(a)本集團已轉讓該資產相關之絕大部份風險及回報；或(b)本集團並無轉讓或保留該資產之絕大部份風險及回報，但已轉讓該資產之控制權。

如本集團已轉讓自一項資產收取現金流量之權利或已訂立「轉付」安排，則評估本身是否保留資產擁有權之風險及回報以及所涉及之程度如何。當並無轉讓或保留該資產之絕大部份風險及回報，亦無轉讓該資產之控制權，則本集團將按本集團繼續參與之程度繼續確認該轉讓資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團保留之權利及責任之基準計量。

以擔保方式繼續參與已轉讓資產之參與程度，按該資產之原賬面值或本集團可能被要求償還之代價之最高金額的較低者計量。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要(續)

(continued)

### Financial liabilities

#### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

#### Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

#### Loans and borrowings

After initial recognition, interest-bearing bank borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

### 金融負債

#### 首次確認及計量

金融負債於首次確認時視情況而定，可分類為以公允值計量且其變動計入損益的金融負債或貸款及借貸或指定於有效對沖中作對沖工具的衍生工具(如適用)。

所有金融負債於首次確認時以公允值計算，而貸款及借貸則另加直接應佔交易成本。

#### 其後計量

金融負債的其後計量視乎其分類如下：

#### 按公允值計量且其變動計入損益的金融負債

按公允值計量且其變動計入損益的金融負債包括持作交易用途的金融負債及於初始確認時指定為按公允值計量且其變動計入損益的金融負債。

倘得到該金融負債的目的為於近期購回，則該金融負債應分類為持作交易用途。此分類包括本集團根據香港會計準則第39號所界定之對沖關係不被指定為對沖工具之衍生金融工具。獨立嵌入式衍生工具亦分類為持作交易用途，除非其被指定為有效的對沖工具另作別論，持作交易用途的負債損益於損益表內確認。於損益表確認的公允值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。

於初始確認時指定為透過損益按公允值列賬之金融資產在初始確認日期且僅在符合香港會計準則第39號項下標準時指定。

#### 貸款及借貸

於首次確認後，附息銀行貸款其後按以實際利率法計量的已攤銷成本計量，倘貼現的影響微不足道，在此情況下則按成本列賬。終止確認負債及透過實際利率法攤銷過程中產生的盈虧於損益表中確認。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Financial liabilities (continued)

#### Loans and borrowings (continued)

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

### Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

## 2.4 主要會計政策的概要 (續)

### 金融負債 (續)

#### 貸款及借貸 (續)

計算已攤銷成本時會考慮收購所產生的任何折讓或溢價，亦包括作為實際利率不可或缺的部分的費用或成本。按實際利率之攤銷計入損益表中的財務費用。

### 終止確認金融負債

當負債責任獲解除或註銷或屆滿時，即終止確認金融負債。

倘現有金融負債由來自同一借方之另一筆財務負債替代，而其條款不大相同或現有負債之條款經大幅修訂，則該替代或修訂被視作終止確認原有負債並確認新負債，而各賬面金額間之差異則於損益表中確認。

### 抵銷金融工具

金融資產及金融負債乃互相抵銷，而淨額則於以下情況在財務狀況表呈報：倘若及只有在目前有可強制執行法定權利以抵銷已確認金額及有意向按淨額基準結算，或同時變現資產及償還負債。

### 所得稅

所得稅包括當期及遞延稅項。與於損益以外確認之項目有關之所得稅，須於損益以外的其他全面收入內或直接於權益內確認。

本期或過往期間之即期稅項資產及負債，乃按預期可收回自或須支付予稅務機關之金額，根據於報告期末當時已執行或實際上已執行之稅率(及稅務法例)計算，並會考慮本集團經營所在之國家當時之詮釋及守則。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要 (續)

(continued)

### Income tax (continued)

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

### 所得稅 (續)

遞延稅項乃以負債法，就於報告期末之資產及負債之稅項基礎及其用作財務申報用途之賬面值兩者間之所有暫時性差額計算撥備。

遞延稅項負債就所有應課稅暫時性差額予以確認入賬，惟下列者除外：

- 當源於初次確認一項並非業務合併的交易之資產及負債產生之遞延稅項負債，而於該項交易進行時概不影響會計溢利或應課稅溢利或虧損者；及
- 關於附屬公司及聯營公司之投資之應課稅暫時性差額，當該暫時性差額之撥回時間可予控制，並可確定暫時性差額於可見之未來不會撥回者。

遞延稅項資產就所有可扣減暫時性差額、未使用稅項抵免及任何未使用稅項虧損予以確認。惟遞延稅項資產的確認僅限於可確定有應課稅溢利以抵銷可扣減暫時性差額，未使用稅項抵免及未使用稅項虧損時，惟下列者除外：

- 當有關可扣減暫時性差額之遞延稅項資產源於初次確認一項並非業務合併的交易之資產及負債，而於該項交易進行時不影響會計溢利或應課稅溢利或虧損者；及
- 關於附屬公司及聯營公司之投資之可扣減暫時性差額，遞延稅項資產可予確認，惟僅限於在可確定於可見之未來可撥回暫時性差額及可能有應課稅溢利以抵銷該暫時性差額時。



# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

### Government subsidies

Government subsidies are recognised at their fair values where there is reasonable assurance that the subsidy will be received and all attaching conditions will be complied with. When the subsidy relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs which it is intended to compensate, are expensed.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash and bank balances and time deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and cash at bank, which are not restricted as to use.

## 2.4 主要會計政策的概要 (續)

### 所得稅 (續)

遞延稅項資產之賬面值乃於每個報告期末進行檢討，並按無足夠應課稅溢利可供全部或部份遞延稅項資產予以應用之程度減少。未予確認之遞延稅項資產須於每個報告期末進行檢討，並按有足夠應課稅溢利可供收回全部或部份遞延稅項資產的程度確認。

遞延稅項資產及負債以預期適用於資產變現及負債清償期間之稅率計算，並以報告期末已執行或實際上已執行之稅率（及稅務法例）計算。

倘於法律上有可執行權利將本期稅項資產與本期稅項負債抵銷而遞延稅項乃與相同之應課稅企業及相同之稅務機關有關時，遞延稅項資產及遞延稅項負債將予以抵銷。

### 政府補助款

政府補助款乃於合理確定將會取得該筆補助款及符合所有附帶條件時按公允值確認。當該補助款與開支項目有關時，補助款須有系統地與其擬補償之成本配合之期間確認為收入。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括現金及銀行存款及定期存款，以及可隨時轉換為可知數額現金而價值變動風險不大，且一般於購入後三個月內到期之短期高流通性投資，減除須應銀行要求償還及構成本集團現金管理不可或缺的部份之銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括並無限制用途之現金及銀行存款。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Customer loyalty programme

The Group operates a loyalty programme in its retailing operation which allows customers to accumulate award credits when they purchase products from the Group.

The consideration received is allocated between the products sold and the award credits issued, with the consideration allocated to the award credits being equal to their fair value. Fair value is determined by applying statistical techniques.

The fair value of the award credits issued is deferred and recognised as revenue when the award credits are redeemed.

### Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, when the services have been provided;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) franchise and royalty income, on a time proportion basis, over the franchise periods; and
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

## 2.4 主要會計政策的概要 (續)

### 客戶忠誠計劃

本集團推行一項忠誠計劃於其零售業務中，讓客戶當購買本集團產品時累積回贈積分。

已收代價於已售產品及已回贈積分之間分配，分配予回贈積分的代價相等予其公允值。公允值以應用統計技術釐定。

已回贈積分的公允值被遞延及當該回贈積分兌換時被確認為收入。

### 收入確認

倘本集團可能獲得經濟利益及當收入可按下列基準作可靠計算時，則收入確認入賬：

- (a) 如銷售貨品，則當擁有權之重大風險及收益已轉移至買方，並且本集團並不對所出售貨品保持與擁有權相若之管理參與，亦無實際控制該等已售貨品；
- (b) 如提供服務，則當已提供該等服務時；
- (c) 租金收入，以租賃期內時間的比例為基礎；
- (d) 特許經營及專利收入，於特許經營期內時間的比例為基礎；及
- (e) 利息收入，以計提基準按實際利率法使用，將估計未來於財務工具之預計可用年期可收取現金貼現至金融資產之賬面淨額之相同利率。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Dividends

Final dividend proposed by the directors is classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

### Employee benefits

#### Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate overseas are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension schemes.

## 2.4 主要會計政策的概要 (續)

### 股息

董事建議派發之末期股息分類為於財務狀況表之權益項內保留溢利之獨立分配，直至股東於股東大會批准派發該等股息。倘該等股息獲股東批准。並予以宣派，則確認為負債入賬。

中期股息同時被建議及宣派，因本公司的公司細則授權董事有宣派中期股息之權力。故此，中期股息於建議及宣派時隨即確認為負債。

### 僱員福利

#### 退休福利計劃

本集團根據強制性公積金計劃條例，為所有在香港僱員設立一項定額供款強制性公積金退休福利計劃（「強積金計劃」）。按照強積金計劃之規則，供款乃按僱員基本薪金的一個百分率作出，並於按該強積金計劃規定應付時從損益表扣除。強積金計劃的資產由獨立管理之基金持有，並與本集團之資產分開。本集團作出之僱主供款繳入計劃後即全數歸僱員。

本集團於海外營運之附屬公司的僱員均須參加由地方市政府設立之中央退休保障計劃。該等附屬公司須按其工資之若干百分率向該中央退休保障計劃作出供款。根據該中央退休保障計劃的規定，供款於應付時在損益表內扣除。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES 2.4 主要會計政策的概要 (續)

(continued)

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

### 借貸成本

收購、興建或生產合資格資產(即需要大量時間準備以作擬定用途或銷售的資產)應佔的直接借貸成本將會被撥充資本作為該等資產的部份成本。倘資產大致可作預定用途或出售,則該等借貸成本將會停止撥充資本。特定借貸於撥作合資格資產的支出前用作短暫投資所賺取的投資收入,會從撥充資本的借貸成本中扣除。所有其他借貸成本均於產生期間支銷。借貸成本包括利息及實體因借入資金而產生的其他成本。

### 外幣

本財務報表乃以港幣呈報,港幣為本公司之功能貨幣。本集團各實體決定其本身之功能貨幣,而各實體之財務報表所載之項目均以該功能貨幣計算。本集團旗下實體所記錄以外幣進行之交易初步以交易當日之各個功能貨幣匯率記錄。以外幣結算之貨幣資產及負債於報告期末之功能貨幣匯率重新換算。所有源於貨幣項目的結匯或換算的差額均計入損益表。

以外幣結算之非貨幣項目以歷史成本計算,並按初始交易當日之匯率換算。以公允值計算之外幣非貨幣項目會按計量公允值當日之匯率換算。重新換算以公允值計量之非貨幣項目所產生的盈虧與確認公允值變動的盈虧一致(即該項目的公允值盈虧於其他全面收入或損益中確認,其兌換差額亦分別於其他全面收入或損益中確認)。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries and an associate are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

## 2.4 主要會計政策的概要(續)

### 外幣(續)

部份海外附屬公司及聯營公司之功能貨幣為港幣以外之其他貨幣。於報告期末，該等實體之資產及負債按報告期末之匯率換算為港幣，而損益表則按年內之加權平均匯率換算為港幣。換算產生之匯兌差額於其他全面收入確認，並計入外匯變動儲備。於出售海外業務時，與該項海外業務相關之其他全面收入部份須於損益表內確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港幣。海外附屬公司於年內經常產生之現金流量，則按該年度之加權平均匯率換算為港幣。

## 3. 主要會計判斷及估計

編製本集團之財務報表時，管理層須就影響到於報告期末時之收入、開支、資產及負債之呈報金額以及或然負債之披露作出判斷、估計及假設。然而，有關該等假設及估計之不確性，可導致須對未來受影響之資產或負債的賬面值作出重大調整。

# Notes to the Financial Statements 財務報表附註

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## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

#### *Impairment of assets*

The Group has to exercise judgement in determining whether an asset is impaired or the event previously causing the asset impairment no longer exists, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

## 3. 主要會計判斷及估計 (續)

### 判斷

於應用本集團之會計政策之過程中，管理層已作出以下判斷，除涉及估計外，該等判斷對於財務報表中確認之金額有最大影響：

#### *投資物業及業主佔用物業間之分類*

本集團釐定一項物業是否符合投資物業資格，並已發展出作出該判斷之標準。投資物業為持有以賺取租金或資本增值或兩者之物業。因此，本集團考慮一個物業能否很大程度上獨立於本集團持有之其他資產產生現金流量。一些物業組成持有作賺取租金或資本增值之部份而另一部份為持有作生產或供應貨物或服務或作行政用途。倘該等部份能作獨立出售或以融資租賃獨立出租，則本集團將該部份作獨立入賬。如該部份不能作獨立出售，則僅當該物業之小部份為持作生產或供應貨物或服務或作行政用途之情況下，該物業方屬於投資物業。判斷乃按個別物業為基準以釐定輔助服務是否重大，致使該物業不符合投資物業資格。

#### *資產的減值*

本集團須行使判斷力以釐定資產有否減值或先前導致資產減值之事件是否不再存在，尤其在評估：(1)有否發生可能影響資產值之事件，或該影響資產值之事件是否已不存在；(2)資產之賬面值是否可由未來現金流量之現值淨額支持，該現值淨額乃根據持續使用該資產或終止確認之基礎進行估計；及(3)編製現金流量估計將予應用之合適主要假設包括該等現金流量估計是否以合適利率貼現。改變管理層選定以釐定減值程度之假設，包括流動現金流量估計之貼現率或增長率假設，可能嚴重影響用於減值測試之現值淨額。

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## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Judgements (continued)

#### Income taxes

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

#### Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### Impairment of trademarks

In accordance with HKAS 36 *Impairment of Assets*, the Group determines whether trademarks are impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the trademarks are related. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

#### Estimation of useful lives of trademarks

The Group assessed the useful lives of previously recognised trademarks. As a result of this assessment, the trademarks were classified as intangible assets with indefinite useful lives. This conclusion is supported by the fact that the Group's trademark legal rights are capable of being renewed indefinitely at insignificant cost and therefore are perpetual in duration, related to well known and long established fashion brands, and based on future financial performance of the Group, they are expected to generate positive cash flows indefinitely. Under HKAS 38 *Intangible Assets* the Group re-evaluates the useful lives of the trademarks each year to determine whether events or circumstances continue to support the view of the indefinite useful lives of the trademarks. The carrying amount of trademarks at 31 March 2016 was HK\$33,293,000 (2015: HK\$33,293,000).

## 3. 主要會計判斷及估計 (續)

### 判斷 (續)

#### 所得稅

本集團須繳納多個司法權區之所得稅。在釐定全球所得稅的撥備時須作出重大判斷。在一般業務過程中，有許多交易及計算均難以明確釐定最終稅項。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜之責任。倘該等事宜之最終稅務結果與起初入賬之金額不同，該等差額將影響稅務釐定期內之所得稅及遞延稅項撥備。

#### 估計不明朗因素

於報告期末對未來及其他主要估計不明朗因素的主要來源之主要假設，而於下一個財政年度內對資產及負債之賬面金額有造成重大調整之主要風險者闡述如下。

#### 商標的減值

按香港會計準則第36號*資產減值*，本集團至少每年檢訂一次商標是否存在減值，此須估計與該商標有關之現金產生單位之使用價值。為估計使用價值，本集團須估計現金產生單位預期將來產生的現金流量，及選擇一個合適貼現率以計算該等現金流量的現值。

#### 商標可使用年期之估計

本集團評估以往確認的商標的可使用年期。基於該評估結果，該等商標被分類作無盡可使用年期的無形資產。此結論基於本集團可以不重大成本不斷的更新對商標的法定權益，因此年期屬無盡，此等商標為已為人熟識及長久建立的時裝品牌，再基於本集團未來的財務表現，預期能不斷產生正現金流。根據香港會計準則第38號*無形資產*，本集團每年重新測算商標的可使用年期，以決定有關事件或情況能否繼續支持商標為無盡可使用年期的看法。商標於二零一六年三月三十一日之賬面值為港幣33,293,000元(二零一五年：港幣33,293,000元)。



# Notes to the Financial Statements 財務報表附註

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## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Estimation uncertainty (continued)

#### Estimation of fair value of investment properties

The Group considers information from a variety of sources, including (i) by reference to current prices in an active market for properties of a different nature, condition and location (or subject to different leases or other contracts), adjusted to reflect those differences; (ii) recent prices of similar properties in less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (iii) independent valuations.

The carrying amount of investment properties at 31 March 2016 was HK\$416,734,000 (2015: HK\$425,303,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 13 to the financial statements.

#### Write-down/write-back of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying amounts of the inventories and the write-down charge/write-back amount in the period in which such estimate has been changed. The carrying amount of inventories at 31 March 2016 was HK\$2,047,191,000 (2015: HK\$1,867,472,000).

#### Impairment allowances for trade and other receivables

Impairment allowances for trade and other receivables are based on the assessment of the recoverability of trade and other receivables. The identification of impairment allowances requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying values of the receivables and impairment or its reversal in the period in which such estimate has been changed. The carrying amount of trade and other receivables at 31 March 2016 was HK\$1,052,796,000 (2015: HK\$930,489,000).

## 3. 主要會計判斷及估計 (續)

### 估計不明朗因素 (續)

#### 投資物業公允值估計

本集團考慮不同來源的資料，其中包括(i)參考活躍市場中不同性質、狀況及地點物業的現時價格(或因應不同的租賃或其他合約)，調整以反映該等差異；(ii)於較不活躍市場同類物業最近成交價，並從交易發生日始，就任何經濟狀況轉變對價格作調整；及(iii)獨立估值。

投資物業於二零一六年三月三十一日之賬面值為港幣416,734,000元(二零一五年：港幣425,303,000元)。進一步詳情，包括用於公允值計量的主要假設載於財務報表附註13內。

#### 撇減／撥回存貨至可變現淨額

存貨乃根據存貨之估計可變現淨額撇減至其可變現淨額。評估所需之撇減金額要求管理層作出判斷及估計。若日後之實際結果或預期有別於先前之估計，則有關差額將影響到有關估計改變期間之存貨賬面值及存貨撇減／撥回金額。存貨於二零一六年三月三十一日之賬面值為港幣2,047,191,000元(二零一五年：港幣1,867,472,000元)。

#### 應收賬款及其他應收賬款減值準備

應收賬款及其他應收賬款減值準備於評估應收賬款及其他應收賬款可否收回後作出。識別減值準備要求管理層作出判斷及估計。若日後之實際結果或預期有別於先前之估計，則有關差額將影響到有關估計改變期間之應收款項賬面值以及減值或其撥回金額。應收賬款及其他應收賬款於二零一六年三月三十一日之賬面值為港幣1,052,796,000元(二零一五年：港幣930,489,000元)。

# Notes to the Financial Statements 財務報表附註

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## 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the production, dyeing and sale of knitted fabric and yarn segment;
- (b) the retailing and distribution of casual apparel and accessory segment; and
- (c) the "others" segment principally comprises the provision of repair and maintenance services for motor vehicles, the provision of franchise services and properties investment.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except gain on disposal of trademarks, gain on disposal of a subsidiary, unallocated corporate expenses, interest income, finance costs and share of profit of an associate, net of tax are excluded from such measurement.

Segment assets exclude time deposits and an investment in an associate as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, deposit received, tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

## 4. 營運分類資料

就管理而言，本集團根據所提供產品及服務將業務單位分類，三個可匯報營運分類如下：

- (a) 針織布及棉紗之產銷及整染分類；
- (b) 便服及飾物之零售及分銷分類；及
- (c) 「其他」分類主要包含提供汽車維修及保養服務、提供特許經營服務及物業投資。

管理層獨立監察營運分類業績以作出資源分配及表現評估的決定。分類表現乃按經調整除稅前溢利計量的可匯報分類溢利予以評估。經調整除稅前溢利與本集團的除稅前溢利的計量一致，惟出售商標收益、出售一附屬公司收益、未分配企業費用、利息收入、財務費用及應佔聯營公司溢利，除稅後淨額均不計入該計量內。

分類資產不包括定期存款及於聯營公司之投資，因該等資產乃按集團整體基準管理。

分類負債不包括附息銀行貸款、已收訂金、應付稅項及遞延稅項負債，因該等負債乃按集團整體基準管理。

分類間之銷售及轉撥交易之售價乃參照售予第三者之當時市場價格訂定。



# Notes to the Financial Statements 財務報表附註

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## 4. OPERATING SEGMENT INFORMATION (continued)

(a) The following tables present revenue, profit and certain asset, liability and expenditure information of the Group for the years ended 31 March 2016 and 31 March 2015:

## 4. 營運分類資料(續)

(a) 下表為本集團截至二零一六年三月三十一日及二零一五年三月三十一日止年度之業務分類收入、溢利及部份資產、負債及支出資料：

		Production, dyeing and sale of knitted fabric and yarn 針織布及棉紗之產銷及整染		Retailing and distribution of casual apparel and accessory 便服及飾物之零售及分銷		Others 其他		Eliminations 對銷		Consolidated 綜合	
		2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
<b>Segment revenue:</b>	<b>分類收入：</b>										
Sales to external customers	售予外界客戶	4,740,937	4,717,508	4,591,517	4,591,367	10,828	13,441	—	—	9,343,282	9,322,316
Intersegment sales	分類間之銷售	—	—	—	—	7,056	10,522	(7,056)	(10,522)	—	—
Other revenue	其他收入	42,807	63,399	6,052	5,569	37,253	36,918	(5,679)	(4,799)	80,433	101,087
<b>Total</b>	<b>合計</b>	<b>4,783,744</b>	<b>4,780,907</b>	<b>4,597,569</b>	<b>4,596,936</b>	<b>55,137</b>	<b>60,881</b>	<b>(12,735)</b>	<b>(15,321)</b>	<b>9,423,715</b>	<b>9,423,403</b>
<b>Segment results</b>	<b>分類業績</b>	<b>665,916</b>	<b>622,303</b>	<b>(92,533)</b>	<b>13,433</b>	<b>23,041</b>	<b>27,039</b>	<b>—</b>	<b>—</b>	<b>596,424</b>	<b>662,775</b>
<b>Reconciliation</b>	<b>調節</b>										
Gain on disposal of trademarks	出售商標收益									396,400	—
Gain on disposal of a subsidiary	出售一附屬公司收益									268,918	—
Unallocated expenses	未分配費用									(29,806)	—
Interest income	利息收入									93,085	185,543
Finance costs	財務費用									(14,908)	(23,935)
Share of profit of an associate, net of tax	應佔聯營公司溢利，除稅後淨額									34,423	33,865
Profit before tax	除稅前溢利									1,344,536	858,248
Income tax expense	稅項									(87,416)	(85,717)
Profit for the year	本年度溢利									1,257,120	772,531
<b>Assets and liabilities:</b>	<b>資產及負債：</b>										
Segment assets	分類資產	4,419,434	4,332,956	2,273,749	1,792,721	463,259	474,217	(614,206)	(725,689)	6,542,236	5,874,205
Investment in an associate	於聯營公司之投資									84,251	96,182
Unallocated assets	未分配資產									2,698,321	4,028,782
<b>Total assets</b>	<b>總資產</b>									<b>9,324,808</b>	<b>9,999,169</b>
Segment liabilities	分類負債	653,345	815,784	1,178,902	1,139,799	95,849	89,613	(346,884)	(458,367)	1,581,212	1,586,829
Unallocated liabilities	未分配負債									1,182,967	2,092,508
<b>Total liabilities</b>	<b>總負債</b>									<b>2,764,179</b>	<b>3,679,337</b>
<b>Other segment information:</b>	<b>其他分類資料：</b>										
Depreciation and amortisation	折舊及攤銷	175,954	179,755	100,088	100,056	1,326	1,356	—	—	277,368	281,167
Capital expenditure	資本性支出	110,852	55,768	96,473	72,532	—	—	—	—	207,325	128,300
Provision/(write-back of provision) for slow-moving inventories	呆滯存貨準備/(準備撥回)	2,200	(1,333)	12,179	(17,390)	—	(1,030)	—	—	14,379	(19,753)
Impairment/(write-back of impairment) of trade receivables	應收賬款減值/(減值撥回)	—	—	2,154	(23)	—	—	—	—	2,154	(23)
Net fair value loss on investment properties	投資物業公允值虧損淨額	—	—	—	—	6,520	7,912	—	—	6,520	7,912

# Notes to the Financial Statements 財務報表附註

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## 4. OPERATING SEGMENT INFORMATION (continued)

### (b) Geographical information

The following table presents geographical revenue and non-current asset information of the Group for the years ended 31 March 2016 and 31 March 2015:

## 4. 營運分類資料(續)

### (b) 地域分類

下表為本集團截至二零一六年三月三十一日及二零一五年三月三十一日止年度之地域收入及非流動資產資料：

		USA 美國		Mainland China 中國大陸		Japan 日本		Hong Kong 香港		Others 其他		Eliminations 對銷		Consolidated 綜合	
		2016	2015	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
(i) Revenue from external customers	(i) 外界客戶收入：														
Segment revenue:	分類收入：														
Sales to external customers	售予外界客戶	2,704,253	2,896,022	4,439,339	4,220,937	1,068,698	1,135,685	972,465	733,659	158,527	336,013	—	—	9,343,282	9,322,316
(ii) Non-current assets:	(ii) 非流動資產：														
Non-current assets	非流動資產	—	—	1,597,719	1,721,301	—	—	839,950	848,272	56,220	69,627	(417,416)	(421,255)	2,076,473	2,217,945

The Group's geographical revenue and non-current assets information, excluding long term rental deposits and long term held-to-maturity investments, are based on the locations of the markets and assets, respectively.

本集團地域收入及非流動資產資料(不包括長期租金按金及長期持至到期的投資)乃分別根據市場及資產之所在地分類。

### (c) Information about major customers

No single external customer (2015: nil) contributed more than 10% to the Group's revenue during the year.

### (c) 主要客戶之資料

本年內，概無單一外界客戶(二零一五年：無)的收入佔本集團的收入10%以上。

# Notes to the Financial Statements 財務報表附註

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## 5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts; the value of services rendered and franchise and royalty income.

An analysis of the revenue, other income and gains is as follows:

## 5. 收入、其他收入及收益

收入，亦為本集團營業額，指扣除退貨及貿易折扣後之銷貨發票淨值、所提供服務的價值和特許經營及專利收入。

收入、其他收入及收益分析如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Revenue:	收入：		
Sale of goods	銷售貨品	9,310,193	9,279,052
Rendering of services	提供服務	27,826	38,307
Franchise and royalty income	特許經營及專利收入	5,263	4,957
		<b>9,343,282</b>	<b>9,322,316</b>
Other income and gains:	其他收入及收益：		
Interest income	利息收入	93,085	185,543
Net fair value gains on foreign exchange derivative financial instruments (note 22)	外匯衍生金融工具公允價值收益淨額(附註22)	7,774	33,617
Rental income on investment properties	投資物業租金收入總額	23,568	23,570
Compensation from suppliers for defective goods	就次貨獲得供應商賠償	11,253	11,401
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	2,848	—
Government subsidies	政府補助款	6,279	6,114
Sundry income	雜項收入	28,711	26,385
		<b>173,518</b>	<b>286,630</b>

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## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/  
(crediting):

## 6. 除稅前溢利

本集團之除稅前溢利已扣除／(加上)：

		Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Cost of inventories sold#	已售貨物之成本#		6,170,639	6,144,692
Depreciation	折舊	12	276,690	280,485
Recognition of prepaid land lease payments	預付土地租賃款之確認	14	678	682
Employee benefit expenses, including directors' and senior management's remuneration (note 7):	僱員福利開支，包括董事和高級管理人員酬金(附註7)：			
Wages, salaries and other allowances	工資、薪金及其他津貼		1,508,713	1,447,661
Retirement benefit scheme contributions	退休福利計劃供款		6,416	7,030
			<b>1,515,129</b>	<b>1,454,691</b>
Minimum lease payments under operating leases in respect of land and buildings	經營租賃下之土地及樓宇最低租金費用		540,871	525,596
Contingent rents under operating leases	經營租賃下之或然租金		512,706	516,285
Auditors' remuneration	核數師酬金		2,795	2,866
Net foreign exchange (gain)/loss, excluding net fair value gain on foreign exchange derivative financial instruments	匯兌(收益)／虧損淨額，不包括外匯衍生金融工具公允價值收益淨額		(37,362)	10,919
Net fair value loss on investment properties*	投資物業公允價值虧損淨額*	13	6,520	7,912
Gross rental income on investment properties*	投資物業租金收入總額*		(23,568)	(23,570)
Less: Outgoings	減：開支		1,848	1,620
Net rental income	租金收入淨額		<b>(21,720)</b>	<b>(21,950)</b>
Provision/(write-back of provision) for slow-moving inventories	呆滯存貨準備／(準備撥回)		14,379	(19,753)
Impairment/(write-back of impairment) of trade receivables*	應收賬款減值／(減值撥回)*	21	2,154	(23)
(Gain)/loss on disposal of items of property, plant and equipment*	出售物業、廠房及設備項目(收益)／虧損*		(2,848)	1,730

# Notes to the Financial Statements 財務報表附註

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## 6. PROFIT BEFORE TAX (continued)

# Cost of inventories sold includes HK\$605,027,000 (2015: HK\$546,616,000) of staff costs, depreciation, minimum lease payments under operating leases and provision/write-back of provision for slow-moving inventories which are also included in the respective total amounts disclosed above for each of these types of expenses.

\* These items are included in the "Other operating expenses, net"/"Other income and gains" on the face of the consolidated statement of profit or loss.

## 7. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

### Directors' remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

## 6. 除稅前溢利(續)

# 已售貨物之成本中包括有關員工成本、折舊、經營租賃下之最低租金費用及呆滯存貨準備/準備撥回港幣605,027,000元(二零一五年:港幣546,616,000元)亦於以上各種費用的總額中披露。

\* 該等項目已計入綜合損益表的「其他營運費用,淨額」/「其他收入及收益」中。

## 7. 董事和高級管理人員酬金及五位最高薪酬僱員

### 董事酬金

按上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第二部,本年度董事酬金之披露如下:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>Fees:</b>	<b>袍金:</b>		
Executive directors	執行董事	20	40
Independent non-executive directors	獨立非執行董事	1,245	1,164
		<b>1,265</b>	<b>1,204</b>
<b>Other emoluments:</b>	<b>其他酬金:</b>		
Executive directors:	執行董事:		
Salaries, allowances and benefits in kind	薪金、津貼及非現金福利	23,749	34,755
Performance related bonuses*	表現掛鉤花紅*	43,200	45,200
Retirement benefit scheme contributions	退休福利計劃供款	21	53
Long service payment on retirement	於退休時支付的長期服務金	135	—
Compensation for non-competition undertaking	不作競爭承諾的補償	4,500	—
		<b>71,605</b>	<b>80,008</b>
		<b>72,870</b>	<b>81,212</b>

\* The executive directors of the Company are entitled to discretionary performance related bonuses not exceeding a certain percentage of the profit attributable to ordinary equity holders of the Company.

\* 本公司執行董事享有不超過本公司普通權益所有者應佔溢利的若干百分率作為酌情支付表現掛鉤花紅。

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## 7. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

### Directors' remuneration (continued)

#### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Au Son Yiu	區樂耀	415	388
Cheng Shu Wing	鄭樹榮	415	388
Law Brian Chung Nin	羅仲年	415	388
		<b>1,245</b>	<b>1,164</b>

There were no other emoluments payable to the independent non-executive directors during the year (2015: nil).

## 7. 董事和高級管理人員酬金及五位最高薪酬僱員(續)

### 董事酬金(續)

#### (a) 獨立非執行董事

於年內已支付予獨立非執行董事之袍金如下：

於年內，並無(二零一五年：無)向獨立非執行董事支付其他酬金。

#### (b) Executive directors

#### (b) 執行董事

		Salaries, allowances and benefits in kind		Performance related bonuses	Retirement benefit scheme contributions	Long service payment on retirement	Compensation for non-competition undertaking	Total remuneration
		Fees						
		薪金、津貼及袍金	非現金福利	表現掛鈎花紅	退休福利計劃供款	於退休時支付的長期服務金	不作競爭承諾的補償	酬金總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
<b>2016</b>	<b>二零一六年</b>							
Poon Bun Chak	潘彬澤	10	14,537	31,930	—	—	—	46,477
Poon Kei Chak	潘機澤							
(resigned on 1 June 2015)	(於二零一五年六月一日辭任)	—	1,600	420	3	135	4,500	6,658
Ting Kit Chung	丁傑忠	10	7,612	10,850	18	—	—	18,490
		<b>20</b>	<b>23,749</b>	<b>43,200</b>	<b>21</b>	<b>135</b>	<b>4,500</b>	<b>71,625</b>
<b>2015</b>	<b>二零一五年</b>							
Poon Bun Chak	潘彬澤	10	14,413	23,460	—	—	—	37,883
Poon Kei Chak	潘機澤	10	9,655	9,370	17	—	—	19,052
Ting Kit Chung	丁傑忠	10	7,474	9,760	18	—	—	17,262
Poon Ho Wa	潘浩華							
(resigned on 1 April 2015)	(於二零一五年四月一日辭任)	10	3,213	2,610	18	—	—	5,851
		<b>40</b>	<b>34,755</b>	<b>45,200</b>	<b>53</b>	<b>—</b>	<b>—</b>	<b>80,048</b>

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

並無董事於年內放棄或同意放棄任何酬金的安排。

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## 7. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

### Senior management's remuneration

Senior management's remuneration for the year were within the following bands:

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
HK\$6,500,001 to HK\$7,000,000	港幣6,500,001元至港幣7,000,000元	—	1
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	4	3

### Five highest paid employees

The five highest paid individuals employed by the Group during the year included three directors (2015: four), details of whose remuneration are set out in the "Directors' remuneration" above. Details of the remuneration for the year of the remaining two (2015: one) highest paid employees, who are not directors of the Company, are as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及非現金福利	6,298	6,603
Retirement benefit scheme contributions	退休福利計劃供款	36	18
		<b>6,334</b>	<b>6,621</b>

The number of non-director, highest paid employees whose remuneration fell within the following band is as follows:

		2016 二零一六年 Number of individuals 人數	2015 二零一五年 Number of individuals 人數
HK\$6,500,001 to HK\$7,000,000	港幣6,500,001元至港幣7,000,000元	—	1
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	2	—

## 7. 董事和高級管理人員酬金及五位最高薪酬僱員(續)

### 高級管理人員酬金

本年度已支付高級管理人員酬金屬於下列範圍：

### 五位最高薪酬僱員

本年內五位本集團最高薪酬人士包括三位董事(二零一五年：四位)，其薪酬明細已載於以上的「董事酬金」內。餘下二位(二零一五年：一位)最高薪酬僱員(其並非本公司董事)的本年度薪酬詳情如下：

本年度已支付非董事最高薪酬僱員酬金屬於下列範圍：



# Notes to the Financial Statements 財務報表附註

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## 8. FINANCE COSTS

## 8. 財務費用

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Interest on bank loans and overdrafts 銀行貸款及透支利息	14,908	23,935

## 9. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

## 9. 稅項

香港利得稅已按年內於香港賺取之估計應課稅溢利以稅率16.5% (二零一五年：16.5%) 提撥準備。在其他地區的應課利得稅項，乃根據本集團業務經營所在司法權區之現行稅率計算。

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Hong Kong and Mainland China: 香港及中國大陸：		
Current year provision 本年度準備	73,003	69,922
Over-provision in prior years 往年度撥備超額	(1,190)	(935)
Deferred tax (note 27) 遞延稅項(附註27)	15,600	16,515
Elsewhere: 其他地區：		
Current year provision 本年度準備	3	215
Tax charge for the year 本年度稅項	87,416	85,717

# Notes to the Financial Statements 財務報表附註

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## 9. INCOME TAX EXPENSE (continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the jurisdictions in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rate are as follows:

## 9. 稅項(續)

按採用本公司及其附屬公司所在司法權區之除稅前溢利以其法定稅率計算之稅項開支與本年度按實際稅率稅項調節如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	1,344,536	858,248
Tax at the domestic tax rates applicable to profits in the jurisdictions concerned	按適用於有關司法權區溢利之當地稅率計算的稅項	233,269	172,262
Adjustments in respect of current tax of previous years	就往年度的當期稅項調整	(1,190)	(935)
Profits attributable to an associate	應佔聯營公司溢利	(7,507)	(8,360)
Income not subject to tax	毋須繳稅之收入	(216,920)	(111,057)
Expenses not deductible for tax	不可作稅項扣減之費用	45,338	23,934
Effect of withholding tax at 5% or 10% on the distributable profits of the Group's PRC subsidiaries (note 27)	就本集團中國附屬公司可供分派溢利的5%或10%預扣稅項的影響(附註27)	15,117	17,979
Unrecognised deferred tax assets on tax losses	稅項虧損之未確認遞延稅項資產	25,204	24,781
Tax losses utilised from previous periods	已動用過往期間之稅項虧損	(7,423)	(33,950)
Others	其他	1,528	1,063
Tax charge for the year	本年度稅項	87,416	85,717

The share of tax attributable to an associate amounting to HK\$11,074,000 (2015: HK\$16,804,000) is included in "Share of profit of an associate, net of tax" in the consolidated statement of profit or loss.

應佔聯營公司稅項為港幣11,074,000元(二零一五年：港幣16,804,000元)已計入綜合損益表之「應佔聯營公司溢利，除稅後淨額」中。

# Notes to the Financial Statements 財務報表附註

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## 10. DIVIDENDS

## 10. 股息

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Interim dividend of HK28.0 cents (2015: HK26.0 cents) per share	中期股息每股港幣28.0仙 (二零一五年：港幣26.0仙)	386,875	359,241
Proposed final dividend of HK16.0 cents (2015: HK30.0 cents) per share	擬派末期股息每股港幣16.0仙 (二零一五年：港幣30.0仙)	221,071	414,509
Proposed special dividend of HK18.0 cents (2015: nil) per share	擬派特別股息每股港幣18.0仙 (二零一五年：無)	248,706	—
		<b>856,652</b>	<b>773,750</b>

The proposed final and special dividends for the year are subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度擬派之末期及特別股息須待本公司股東於即將舉行的股東週年大會上通過。

## 11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue of 1,381,696,104 (2015: 1,381,696,104) during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2016 and 31 March 2015.

## 11. 歸屬本公司普通權益所有者每股盈利

基本每股盈利乃按本公司普通權益所有者應佔該年度溢利及於該年內已發行普通股1,381,696,104股(二零一五年：1,381,696,104股)之加權平均股數計算。

本集團於截至二零一六年三月三十一日及二零一五年三月三十一日止年度內並無已發行的潛在可引致攤薄的普通股。

# Notes to the Financial Statements 財務報表附註

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## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇裝修 HK\$'000 港幣千元	Plant and machinery 廠房及機械 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
<b>31 March 2016</b>	<b>二零一六年 三月三十一日</b>						
At 1 April 2015:	於二零一五年 四月一日:						
Cost or valuation	成本或估值	1,373,363	807,254	3,196,113	259,419	100,208	5,736,357
Accumulated depreciation and impairment	累計折舊及 減值	(661,549)	(709,751)	(2,438,665)	(238,010)	(80,682)	(4,128,657)
Net carrying amount	賬面淨值	711,814	97,503	757,448	21,409	19,526	1,607,700
At 1 April 2015, net of accumulated depreciation and impairment	於二零一五年 四月一日， 已扣除累計 折舊及減值	711,814	97,503	757,448	21,409	19,526	1,607,700
Additions	添置	—	86,571	67,103	11,467	20,876	186,017
Disposals	出售	—	(152)	(215)	(396)	(4,723)	(5,486)
Disposal of a subsidiary (note 31)	出售一附屬公司 (附註31)	(24,166)	—	—	—	—	(24,166)
Depreciation provided during the year (note 6)	年內折舊準備 (附註6)	(51,933)	(87,056)	(120,324)	(9,719)	(7,658)	(276,690)
Transfer from construction in progress (note 15)	在建工程轉入 (附註15)	—	—	2,110	—	—	2,110
Foreign exchange adjustments	外匯調整	(25,998)	(3,744)	(30,425)	(892)	(623)	(61,682)
At 31 March 2016, net of accumulated depreciation and impairment	於二零一六年 三月三十一日， 已扣除累計折舊	609,717	93,122	675,697	21,869	27,398	1,427,803
At 31 March 2016:	於二零一六年 三月三十一日:						
Cost or valuation	成本或估值	1,267,955	784,292	3,056,867	252,903	98,670	5,460,687
Accumulated depreciation and impairment	累計折舊及 減值	(658,238)	(691,170)	(2,381,170)	(231,034)	(71,272)	(4,032,884)
Net carrying amount	賬面淨值	609,717	93,122	675,697	21,869	27,398	1,427,803
Analysis of cost or valuation:	成本或估值分析:						
At cost	成本	1,254,353	784,292	3,056,867	252,903	98,670	5,447,085
At 31 March 1992 valuation	於一九九二年 三月三十一日 估值	13,602	—	—	—	—	13,602
		1,267,955	784,292	3,056,867	252,903	98,670	5,460,687

# Notes to the Financial Statements 財務報表附註

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## 12. PROPERTY, PLANT AND EQUIPMENT (continued)

## 12. 物業、廠房及設備(續)

		Leasehold land and buildings 租賃土地及 樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇 裝修 HK\$'000 港幣千元	Plant and machinery 廠房及機械 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
<b>31 March 2015</b>	<b>二零一五年 三月三十一日</b>						
At 1 April 2014:	於二零一四年 四月一日:						
Cost or valuation	成本或估值	1,425,853	775,846	3,171,143	272,101	99,427	5,744,370
Accumulated depreciation and impairment	累計折舊及減值	(635,618)	(667,241)	(2,330,912)	(245,492)	(82,805)	(3,962,068)
Net carrying amount	賬面淨值	790,235	108,605	840,231	26,609	16,622	1,782,302
At 1 April 2014, net of accumulated depreciation and impairment	於二零一四年 四月一日， 已扣除累計折舊 及減值	790,235	108,605	840,231	26,609	16,622	1,782,302
Additions	添置	—	68,711	17,781	7,211	10,154	103,857
Disposals	出售	—	—	(4,649)	(1,069)	(533)	(6,251)
Depreciation provided during the year (note 6)	年內折舊準備 (附註6)	(55,188)	(82,785)	(124,508)	(11,304)	(6,700)	(280,485)
Transfer from construction in progress (note 15)	在建工程轉入 (附註15)	—	—	29,962	—	—	29,962
Surplus on revaluation	重估盈餘	63,004	—	—	—	—	63,004
Transfer to investment properties (note 13)	轉至投資物業 (附註13)	(84,888)	—	—	—	—	(84,888)
Foreign exchange adjustments	外匯調整	(1,349)	2,972	(1,369)	(38)	(17)	199
At 31 March 2015, net of accumulated depreciation and impairment	於二零一五年 三月三十一日， 已扣除累計折舊 及減值	711,814	97,503	757,448	21,409	19,526	1,607,700
At 31 March 2015:	於二零一五年 三月三十一日:						
Cost or valuation	成本或估值	1,373,363	807,254	3,196,113	259,419	100,208	5,736,357
Accumulated depreciation and impairment	累計折舊及減值	(661,549)	(709,751)	(2,438,665)	(238,010)	(80,682)	(4,128,657)
Net carrying amount	賬面淨值	711,814	97,503	757,448	21,409	19,526	1,607,700
Analysis of cost or valuation:	成本或估值分析:						
At cost	成本	1,359,761	807,254	3,196,113	259,419	100,208	5,722,755
At 31 March 1992 valuation	於一九九二年 三月三十一日 估值	13,602	—	—	—	—	13,602
		1,373,363	807,254	3,196,113	259,419	100,208	5,736,357

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## 12. PROPERTY, PLANT AND EQUIPMENT (continued)

An analysis of the leasehold land and buildings is as follows:

## 12. 物業、廠房及設備(續)

租賃土地及樓宇分析如下：

	2016 二零一六年			2015 二零一五年			
	1992 Professional valuation 一九九二年 專業估值 HK\$'000 港幣千元	Cost 成本 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	1992 Professional valuation 一九九二年 專業估值 HK\$'000 港幣千元	Cost 成本 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元	
Medium term leasehold land and buildings situated in Hong Kong	位於香港之中期租賃土地及樓宇	13,602	83,399	97,001	13,602	83,399	97,001
Medium term leasehold land and buildings situated outside Hong Kong	位於香港以外之中期租賃土地及樓宇	—	1,170,954	1,170,954	—	1,276,362	1,276,362
		<b>13,602</b>	<b>1,254,353</b>	<b>1,267,955</b>	<b>13,602</b>	<b>1,359,761</b>	<b>1,373,363</b>

During the year ended 31 March 2015, certain leasehold land and buildings were transferred to investment properties since the date of change in use. Such leasehold land and buildings were revalued at the date of change in use by APAC Asset Valuation and Consulting Limited and Colliers International Valuation (Taiwan) & Co., independent professionally qualified valuers at an aggregate open market value of HK\$84,888,000 based on their then existing use. A revaluation surplus of HK\$63,004,000 resulting from the above valuation was credited to asset revaluation reserve.

Certain medium term leasehold land and buildings were revalued in 1992 by independent professionally qualified valuers. Since 1993, no further revaluation of the Group's leasehold land and buildings had been carried out as the Group has relied upon the exemption granted under the transitional provisions in paragraph 80A of HKAS 16 *Property, Plant and Equipment*, from the requirement to carry out future revaluations of its property, plant and equipment which were stated at valuation at that time. Had such leasehold land and buildings been carried at historical cost less accumulated depreciation, their carrying amounts would have been approximately HK\$3,587,000 (2015: HK\$4,023,000).

於截至二零一五年三月三十一日止年度內，部份租賃土地及樓宇從改變用途當日起轉為投資物業。該等租賃土地及樓宇由擁有專業資格之獨立測量師亞太資產評估及顧問有限公司及高力國際不動產估價師聯合事務所按該等當時用途於轉變用途日重估至公開市場價值港幣84,888,000元。因上述重估所產生之重估盈餘為港幣63,004,000元已計入資產重估儲備內。

部份中期租賃土地及樓宇曾於一九九二年經獨立專業估價師進行重估。本集團自一九九三年起，並無對其租賃土地及樓宇作進一步重新估值，因本集團按香港會計準則第16號物業、廠房及設備第80A段過渡性條文，豁免為其曾以當時估值入賬的物業、廠房及設備重新於將來再作重估。倘該等租賃土地及樓宇按歷史成本減累計折舊列賬，其賬面值應約為港幣3,587,000元(二零一五：港幣4,023,000元)。

# Notes to the Financial Statements 財務報表附註

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## 13. INVESTMENT PROPERTIES

## 13. 投資物業

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Carrying amount at beginning of year	於年初賬面值	425,303	349,432
Net loss from fair value adjustments (note 6)	公允值調整的虧損淨額(附註6)	(6,520)	(7,912)
Transfer from property, plant and equipment (note 12)	自物業、廠房及設備轉入(附註12)	—	84,888
Foreign exchange adjustments	外匯調整	(2,049)	(1,105)
Carrying amount at end of year	於年末賬面值	<b>416,734</b>	<b>425,303</b>

The investment properties with carrying values of HK\$367,470,000 (2015: HK\$363,960,000) and HK\$49,264,000 (2015: HK\$61,343,000) are situated in Hong Kong and Taiwan, respectively. As at 31 March 2016, the investment properties consist of 1 commercial property, 13 industrial properties and 2 car park lots in Hong Kong and Taiwan. The directors of the Company have determined that the investment properties consist of two classes of assets, i.e., commercial and industrial properties, based on the nature, characteristics and risks of each property.

The investment properties in Hong Kong were revalued on 31 March 2016 based on valuations performed by Chung, Chan & Associates and APAC Asset Valuation and Consulting Limited, independent professionally qualified valuers. The investment properties in Taiwan were revalued on 31 March 2016 based on valuation performed by Colliers International Valuation (Taiwan) & Co., independent professionally qualified valuer. Each year, the Company's board of directors decides to appoint which external valuers to be responsible for the external valuations of the Group's investment properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's financial controller has discussions with the valuers on the valuation assumptions and valuation results once a year when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 33(a) to the financial statements.

賬面值為港幣367,470,000元(二零一五年：港幣363,960,000元)及港幣49,264,000元(二零一五年：港幣61,343,000元)的投資物業分別位於香港及台灣。於二零一六年三月三十一日，投資物業包括位於香港及台灣之1個商業樓宇、13個工業樓宇及2個車位。根據各投資物業之性質、特徵及風險，本公司董事確立投資物業包括兩種資產類別組成一即商業及工業樓宇。

於二零一六年三月三十一日，位於香港的投資物業由擁有專業資格之獨立測量師衡量行及亞太資產評估及顧問有限公司進行重估。於二零一六年三月三十一日，位於台灣的投資物業由擁有專業資格之獨立測量師高力國際不動產估價師聯合事務所進行重估。每年本公司之董事會決定聘用外部估價師負責對本集團之投資物業進行外部估值。對估價師之選擇基於其市場知識、聲譽、獨立性及能否維持專業標準。本集團之財務總監就估價假設及估值結果每年一次於準備年度財務報表時與估價師進行討論。

投資物業乃以經營租約租予第三者，詳細資料載於財務報表附註33(a)。



# Notes to the Financial Statements 財務報表附註

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the investment properties:

## 13. 投資物業(續)

### 公允值等級

下表說明投資物業的公允值計量等級：

Fair value measurement as at 31 March 2016 於二零一六年三月三十一日的公允值計算採用				
Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total	
於活躍市場的報價 (Level 1) (第一級) HK\$'000 港幣千元	重大可觀察的輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	重大不可觀察的輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	總額 HK\$'000 港幣千元	

Recurring fair value measurement for:	就以下作經常性的公允值計量：				
Commercial property	商業樓宇	—	—	49,264	49,264
Industrial properties	工業樓宇	—	—	367,470	367,470
		—	—	416,734	416,734

Fair value measurement as at 31 March 2015 於二零一五年三月三十一日的公允值計算採用				
Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total	
於活躍市場的報價 (Level 1) (第一級) HK\$'000 港幣千元	重大可觀察的輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	重大不可觀察的輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	總額 HK\$'000 港幣千元	

Recurring fair value measurement for:	就以下作經常性的公允值計量：				
Commercial property	商業樓宇	—	—	61,343	61,343
Industrial properties	工業樓宇	—	—	363,960	363,960
		—	—	425,303	425,303

# Notes to the Financial Statements 財務報表附註

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy (continued)

During the year, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 (2015: nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

## 13. 投資物業(續)

### 公允值等級(續)

年內，第一級與第二級之間並無任何公允值計量的轉撥，亦無從第三級轉入或轉出(二零一五年：無)。

分類為第三級公允值等級的公允值計量對賬：

		Commercial property 商業樓宇 HK\$'000 港幣千元	Industrial properties 工業樓宇 HK\$'000 港幣千元
Carrying amount at 1 April 2014	於二零一四年四月一日賬面值	47,532	301,900
Transfer from property, plant and equipment	自物業、廠房及設備轉入	30,838	54,050
Net (loss)/gain from fair value adjustments	公允值調整的(虧損)/收益淨額	(15,922)	8,010
Foreign exchange adjustments	外匯調整	(1,105)	—
Carrying amount at 31 March 2015 and at 1 April 2015	於二零一五年三月三十一日及二零一五年四月一日賬面值	61,343	363,960
Net (loss)/gain from fair value adjustments	公允值調整的(虧損)/收益淨額	(10,030)	3,510
Foreign exchange adjustments	外匯調整	(2,049)	—
Carrying amount at 31 March 2016	於二零一六年三月三十一日賬面值	49,264	367,470

# Notes to the Financial Statements 財務報表附註

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy (continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

## 13. 投資物業(續)

### 公允值等級(續)

以下為投資物業估值所用的估值方法及主要輸入數據的概要：

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察的 輸入數據	Range 範圍	
			2016 二零一六年	2015 二零一五年
Industrial properties located in Hong Kong: 位於香港的工業樓宇：	Income approach 收益法	Passing rent (per sq.ft. and per month)	HK\$5.3 to HK\$21.0	HK\$4.4 to HK\$18.0
		現時租金 (每平方米及每月)	港幣5.3元至 港幣21.0元	港幣4.4元至 港幣18.0元
		Market rent (per sq.ft. and per month)	HK\$7.1 to HK\$22.0	HK\$6.0 to HK\$18.0
		市場租金 (每平方米及每月)	港幣7.1元至 港幣22.0元	港幣6.0元至 港幣18.0元
		Term yield 租期收益率	3.0% to 4.8%	2.5% to 4.3%
		Market yield 市場收益率	3.9% to 4.8%	3.2% to 4.6%
Commercial property located in Taiwan: 位於台灣的商業樓宇：	Income approach 收益法	Passing rent (per sq.ft. and per month)	HK\$5.5 to HK\$18.3	HK\$5.7 to HK\$7.4
		現時租金 (每平方米及每月)	港幣5.5元至 港幣18.3元	港幣5.7元至 港幣7.4元
		Market rent (per sq.ft. and per month)	HK\$6.5 to HK\$10.1	HK\$7.4 to HK\$8.7
		市場租金 (每平方米及每月)	港幣6.5元至 港幣10.1元	港幣7.4元至 港幣8.7元
		Term yield 租期收益率	30.0% to 34.0%	19.0% to 23.0%
	Discounted cash flow approach 貼現現金流量法	Estimated rental value (per sq.ft. and per month)	HK\$5.5 to HK\$18.3	HK\$6.2 to HK\$11.1
		估計租金價值 (每平方米及每月)	港幣5.5元至 港幣18.3元	港幣6.2元至 港幣11.1元
		Rent growth (p.a.) 租金增長(每年)	1.6%	1.5%
		Long term vacancy rate 長期空置率	0.0% to 5.0%	0.0% to 5.0%
		Discount rate 貼現率	3.3%	3.5%

# Notes to the Financial Statements 財務報表附註

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy (continued)

#### Income approach

Under the income approach, fair value is estimated on the basis of capitalisation of existing rental income.

The passing rentals of the investment properties are assessed and capitalised at term yield expected by investors for this type of properties. The passing rents are assessed by reference to the tenancy agreement of the investment properties. The term yield, which is the capitalisation rate adopted, is made by reference to the yields derived from analysing the leasing and sale transactions of properties and adjusted to take account of the valuers' knowledge of the passing expectation from property investors to reflect factors specific to the Group's investment properties.

The key inputs were the passing rent and the term yield, which a significant increase/decrease in the passing rent in isolation would result in a significant increase/decrease in the fair value of the investment properties and a significant increase/decrease in the term yield in isolation would result in a significant decrease/increase in the fair value of the investment properties.

#### Discounted cash flow approach

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

## 13. 投資物業(續)

### 公允值等級(續)

#### 收益法

根據收益法，公允值按現有租金收入撥充資本的基礎進行估計。

投資物業的現有租金按此類物業投資者類期的市場收益率評估並撥充資本。租金乃以投資物業的租約租金進行評估。到期收益率為所用的資本化利率，乃透過分析類似物業租賃及銷售交易所得收益率計算，並就估值師對物業投資者對市場預期的認識作出調整，以反映本集團投資物業的獨特因素。

主要輸入數據為現有租金及到期收益率，如現有租金單獨大幅增加／減少，將導致投資物業公允值大幅增加／減少，而如到期收益率單獨大幅增加／減少，將導致投資物業公允值大幅減少／增加。

#### 貼現現金流量法

根據貼現現金流量法，公允值乃採用在資產壽命期間有關該所有權的利益及負債的假設(包括退出價值或終止價值)進行估計。該方法涉及對物業權益的一連串現金流量的預測。市場衍生的貼現率被應用於預測現金流量以便確立與資產有關的收益流的現值。退出收益率通常是單獨決定且不同於貼現率。

現金流量的持續時間及流入額和流出額的具體時間乃由諸如租金審核、租約續租及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為(為物業類別的一個特性)影響。定期現金流量按總收益扣除空置、不可回收費用、收賬損失、租賃獎勵、維修費用、代理和佣金費用及其他經營和管理費用。該一連串定期經營收入淨額，連同預計於預測期終結時的終止價值估計金額，貼現至現值。

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy (continued)

#### Discounted cash flow approach (continued)

A significant increase/decrease in the estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase/decrease in the fair value of the investment properties. A significant increase/decrease in the long term vacancy rate and the discount rate in isolation would result in a significant decrease/increase in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.

## 13. 投資物業(續)

### 公允價值等級(續)

#### 貼現現金流量法(續)

估計租金價值及市場租金年增長率單獨大幅增加/減少將導致投資物業的公允價值大幅增加/減少。長期空置率及貼現率單獨大幅增加/減少將導致投資物業的公允價值大幅減少/增加。一般而言，就估計租金價值作出的假設的變動會導致租金年增長率及貼現率出現類似方向變動及導致長期空置率出現反向變化。

## 14. PREPAID LAND LEASE PAYMENTS

## 14. 預付土地租賃款

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Carrying amount at beginning of year	於年初賬面值	21,990	22,666
Recognised during the year (note 6)	年內確認(附註6)	(678)	(682)
Foreign exchange adjustments	外匯調整	(324)	6
Carrying amount at end of year	於年末賬面值	20,988	21,990
Current portion included in prepayments, deposits and other receivables	流動部份包括於預付款項、訂金及其他應收賬款內	(674)	(682)
Non-current portion	非流動部份	20,314	21,308

## 15. CONSTRUCTION IN PROGRESS

## 15. 在建工程

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
At beginning of year	於年初	34,159	39,784
Additions	添置	21,308	24,443
Transfer to property, plant and equipment (note 12)	轉至物業、廠房及設備(附註12)	(2,110)	(29,962)
Foreign exchange adjustments	外匯調整	(1,747)	(106)
At end of year	於年末	51,610	34,159

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## 16. TRADEMARKS

## 16. 商標

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Cost and carrying amount	成本及賬面值	<b>33,293</b>	33,293

## 17. INVESTMENT IN AN ASSOCIATE

## 17. 於聯營公司之投資

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Share of net assets	應佔資產淨額	<b>84,251</b>	96,182

Particulars of the associate are as follows:

聯營公司之資料如下：

Name	Particulars of issued shares held	Place of incorporation and business	Percentage of ownership interest attributable to the Group	Principal activity
名稱	持有的已發行股份資料	註冊成立及營業地點	本集團應佔權益百分率	主要業務
Megawell Industrial Limited ("Megawell")	Ordinary shares	Hong Kong/Mainland China and Vietnam	50	Manufacture of garments
偉佳針織有限公司(「偉佳」)	普通股	香港／中國大陸及越南		成衣生產

Megawell, which is considered a material associate of the Group, is a strategic partner of the Group engaged in the manufacture of garments and is accounted for using the equity method.

偉佳，被視為本集團之主要聯營公司，為本集團成衣生產的策略夥伴並按權益法入賬。

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## 17. INVESTMENT IN AN ASSOCIATE (continued)

The following table illustrates the summarised financial information of Megawell adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Current assets	流動資產	427,481	463,553
Non-current assets	非流動資產	21,394	21,873
Current liabilities	流動負債	(274,862)	(283,589)
Net assets	資產淨額	174,013	201,837
Reconciliation to the Group's interest in the associate:	與本集團於聯營公司之權益之對賬：		
Proportion of the Group's ownership	本集團之擁有權比例	50%	50%
Group's share of net assets	應佔聯營公司資產淨額	87,007	100,919
Unrealised profit from sales to an associate	銷售予聯營公司產生的未實現利潤	(2,756)	(4,737)
Carrying amount of the investment	該投資的賬面值	84,251	96,182
Revenues	收入	1,159,066	1,184,682
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	72,176	73,576
Dividend received/receivable	已收／應收股息	50,000	20,000

## 17. 於聯營公司之投資(續)

下表載列摘自偉佳財務報表之財務資料概要，其任何會計差異已經調整，並已與綜合財務報表中的賬面值對賬：

## 18. DUE TO AN ASSOCIATE

The amount due to an associate is unsecured, interest-free and repayable on agreed credit terms.

## 18. 應付聯營公司

應付聯營公司款乃無抵押、無利息及須按協訂賬期還款。



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## 19. HELD-TO-MATURITY INVESTMENTS

## 19. 持至到期的投資

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Listed investments, at amortised cost	上市的投資，按已攤銷成本		
— Hong Kong	— 香港	488,483	—
— Elsewhere	— 其他地區	154,098	—
		<b>642,581</b>	—
Non-current portion	非流動部份	<b>(514,111)</b>	—
Current portion	流動部份	<b>128,470</b>	—

At 31 March 2016, the investments had an aggregate nominal value of HK\$639,549,000, and bore interest at rates ranging from 1.88% to 13.13% per annum. The amortised cost of the held-to-maturity investments was computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest rate method of any difference between the initially recognised amount and the maturity amount. At the end of the reporting period, the fair values of the held-to-maturity investments were not materially different from their carrying amounts.

None of the held-to-maturity investments were either past due or impaired. The financial assets included in held-to-maturity investments relate to receivables for which there was no recent history of default.

於二零一六年三月三十一日，該等投資的合計面值為港幣639,549,000元，年利率為1.88%–13.13%。持至到期的投資之已攤銷成本的計算乃按初始確認的金額減去已償還的本金，再加上或減去使用實際利率法對初始確認金額與到期日金額之差額的累計攤銷額計算。於報告期末，持至到期的投資的公允值與其賬面值並無重大差異。

該持至到期的投資概無逾期或減值。包括於持至到期的投資中的金融資產與並無拒付記錄的應收款有關。

## 20. INVENTORIES

## 20. 存貨

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Raw materials	原料	587,751	754,095
Work in progress	在製品	63,146	80,098
Finished goods	製成品	1,309,646	950,689
Consumables	耗用物料	86,648	82,590
		<b>2,047,191</b>	<b>1,867,472</b>

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 21. TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

## 21. 應收賬款、預付款項、訂金及其他應收賬款

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Trade receivables	應收賬款	596,107	707,337
Impairment	減值	(11,917)	(9,763)
		<b>584,190</b>	<b>697,574</b>
Prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款	767,281	517,507
Non-current portion	非流動部份	(42,468)	—
Current portion	流動部份	724,813	517,507

Except for trade receivables as detailed below, none of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

除下文詳述的應收賬款外，無上述資產已逾期或減值。於上述結餘中包括的財務資產乃關於近期並無拖欠的記錄的應收賬款。

Payment terms for the Group's customers mainly range from "cash before delivery" to "90 days from the date of invoice". A significant portion of the customers trades with the Group under documentary credit terms. The Group seeks to maintain strict credit control on its outstanding receivables and has a policy to manage its credit risk. Since the Group's trade receivables relate to a large number of customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

本集團客戶主要賬期由「先款後貨」至「發票日起的90天」，其中有重大部份是以信用狀與本集團進行交易。本集團對應收款項實施一套嚴謹監察制度以管理信貸風險。由於本集團應收賬款包括眾多客戶，因此並無重大的信貸集中風險。本集團並無就其應收賬款結餘持有任何抵押品或其他提升信用之保障。應收賬款為非附息。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 21. TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of impairment of HK\$11,917,000 (2015: HK\$9,763,000), is as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within 90 days	90日內	555,084	691,828
Over 90 days	90日以上	29,106	5,746
		<b>584,190</b>	<b>697,574</b>

Movements in the provision for impairment of trade receivables are as follows:

應收賬款減值撥備的變動如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
At beginning of year	於年初	9,763	9,786
Impairment/(write-back of impairment) of trade receivables (note 6)	應收賬款減值/(減值撥回) (附註6)	2,154	(23)
At end of year	於年末	<b>11,917</b>	<b>9,763</b>

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$11,917,000 (2015: HK\$9,763,000) with a carrying amount of HK\$11,917,000 (2015: HK\$9,763,000). The individually impaired trade receivables relate to customers that were in default or delinquency in payments. The Group does not hold any collateral or credit enhancements over these balances.

在上述應收賬款減值撥備中包括對個別已減值應收賬款撥備港幣11,917,000元(二零一五年：港幣9,763,000元)，該些應收賬款的賬面值為港幣11,917,000元(二零一五年：港幣9,763,000元)。該些個別已減值應收賬款涉及不履行付款及拖欠的客戶。本集團並無就該等餘額持有任何抵押品或其他提升信用的保障。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 21. TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (continued)

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Neither past due nor impaired	並非逾期亦無需減值	475,620	655,039
Within 90 days past due	逾期90日內	100,868	39,031
Over 90 days past due	逾期90日以上	7,702	3,504
		<b>584,190</b>	<b>697,574</b>

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

Receivables that were past due but not impaired relate to a number of customers that have a good payment record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

## 22. DERIVATIVE FINANCIAL INSTRUMENTS

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Forward currency contracts:	遠期外匯合約：		
Assets	資產	34,050	16,407
Liabilities	負債	4,525	11,104

The Group has entered into various forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Changes in the fair value of non-hedging currency derivatives amounting to HK\$7,774,000 (2015: HK\$33,617,000) were credited to the statement of profit or loss during the year.

## 21. 應收賬款、預付款項、訂金及其他應收賬款(續)

被視為無需減值之應收賬款之賬齡分析如下：

並非逾期亦無需減值之應收款項涉及大批客戶，該等客戶並無不履行付款情況。

已逾期，但無需減值之應收款項為多名與本集團有良好還款記錄之客戶有關。按過往經驗，本公司董事認為由於信貸質素未有重大轉變，該等結餘仍然可全數收回，因此無需作出減值撥備。本集團並無就該等結餘持有抵押品，或信貸提升物。

## 22. 衍生金融工具

本集團已簽訂多項不符合對沖會計要求的遠期外匯合約以管理其匯率風險。於年內，貸記於損益表中的非對沖外匯衍生項目的公允值轉變為港幣7,774,000元(二零一五年：港幣33,617,000元)。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 23. CASH AND CASH EQUIVALENTS

## 23. 現金及現金等價物

		2016	2015
		二零一六年	二零一五年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cash and bank balances	現金及銀行存款	306,932	343,278
Time deposits with original maturity within three months when acquired	於訂立日三個月內到期之定期存款	1,534,712	1,132,575
Time deposits with original maturity of over three months when acquired	於訂立日三個月以上到期之定期存款	1,163,609	2,020,728
Structured deposits with original maturity of over three months when acquired	於訂立日三個月以上到期之結構性存款	—	875,479
		<b>3,005,253</b>	<b>4,372,060</b>

At the end of the reporting period, the above balances include cash and bank balances and time deposits denominated in Renminbi ("RMB") of HK\$244,525,000 (2015: HK\$280,093,000) and HK\$318,089,000 (2015: HK\$1,358,559,000), respectively. In the prior year, the above balances also included structured deposits denominated in RMB of HK\$875,479,000. Interest rate on the structured deposits changed with reference to changes in various currency exchange rates. Upon maturity, the principal amounts of the structured deposits are guaranteed. The Group used the structured deposits primarily to enhance its return on fixed deposits.

RMB in Mainland China is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for periods less than or equal to one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are placed with creditworthy banks.

於報告期末，以上結餘包括以人民幣結算之現金及銀行存款及定期存款分別為港幣244,525,000元(二零一五年：港幣280,093,000元)及港幣318,089,000元(二零一五年：港幣1,358,559,000元)。於去年，以上結餘包括以人民幣結算結構性存款為港幣875,479,000元。此結構性存款之利率轉變是依據各種類貨幣之匯率而變動。於到期日，此結構性存款之本金為保證的。本集團主要透過結構性存款，提高定期存款的回報。

人民幣於中國大陸不能自由兌換其他貨幣，惟根據中國大陸的外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行存款根據每日銀行存款利率賺取浮動息率利息。定期存款之存款期為一年或以下，視乎本集團之即時現金需求而定，並按各短期定期存款利率賺取利息。銀行存款及定期存款存於信譽良好的銀行。

# Notes to the Financial Statements 財務報表附註

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## 24. TRADE PAYABLES

## 24. 應付賬款

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Trade payables	應付賬款	<b>953,357</b>	995,646

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，按發票日期之應付賬款賬齡分析如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within 90 days	90日內	<b>927,524</b>	979,684
Over 90 days	90日以上	<b>25,833</b>	15,962
		<b>953,357</b>	995,646

At the end of the reporting period, the trade payables are non-interest-bearing and are normally settled on 90-day terms.

於報告期末，應付賬款為非附息及一般為90天的賬期。

## 25. OTHER PAYABLES, ACCRUED LIABILITIES AND DEPOSIT RECEIVED

## 25. 其他應付賬款、應計負債及已收訂金

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Other payables	其他應付賬款	<b>219,988</b>	243,700
Deferred income	遞延收入	<b>8,316</b>	14,716
Accrued liabilities	應計負債	<b>297,625</b>	257,417
Deposit received	已收訂金	<b>152,400</b>	—
		<b>678,329</b>	515,833

Other payables and certain accruals are non-interest-bearing and have an average term of three months.

其他應付賬款及部份應計負債為非附息，且平均賬期為三個月。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 26. INTEREST-BEARING BANK BORROWINGS

## 26. 附息銀行貸款

Group 集團		2016 二零一六年			2015 二零一五年		
		Effective annual interest rate (%) 實際年利率 (%)	Maturity 到期日	HK\$'000 港幣千元	Effective annual interest rate (%) 實際年利率 (%)	Maturity 到期日	HK\$'000 港幣千元
<b>Current</b>	<b>流動</b>						
Bank loans	銀行貸款		<b>within 1 year or</b>			<b>within 1 year or</b>	
— unsecured	— 無抵押	<b>0.65–3.92</b>	<b>on demand</b>	<b>529,707</b>	0.72–1.75	<b>on demand</b>	<b>1,748,298</b>
			於一年內或 按要求			於一年內或 按要求	
<b>Non-current</b>	<b>非流動</b>						
Bank loans	銀行貸款		<b>April 2018 to</b>			<b>December 2016 to</b>	
— unsecured	— 無抵押	<b>1.23–1.74</b>	<b>March 2019</b>	<b>313,258</b>	1.46–1.75	<b>March 2017</b>	<b>158,328</b>
			二零一八年四月至 二零一九年三月			二零一六年十二月 至二零一七年三月	
				<b>842,965</b>			<b>1,906,626</b>

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Analysed into:		
Bank loans repayable:		
Within one year or on demand	<b>529,707</b>	<b>1,748,298</b>
In the second year	<b>313,258</b>	<b>158,328</b>
	<b>842,965</b>	<b>1,906,626</b>

As at 31 March 2016 and 31 March 2015, all bank borrowings are in Hong Kong dollars, United States dollars or Japanese Yen.

於二零一六年三月三十一日及二零一五年三月三十一日，所有銀行貸款均為港幣、美元或日元。

As at 31 March 2016 and 31 March 2015, the Group's banking facilities were supported by corporate guarantees from the Company and certain of its subsidiaries.

於二零一六年三月三十一日及二零一五年三月三十一日，本集團的銀行信貸乃由本公司及其部份附屬公司作出企業擔保。



# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 27. DEFERRED TAX LIABILITIES

## 27. 遞延稅項負債

		Withholding tax on the distributable profits of the Group's PRC subsidiaries		Depreciation allowance in excess of related depreciation		Others		Total	
		本集團的中國附屬公司可供分派溢利的預扣稅項		超出相關折舊費用的折舊免稅額		其他		合計	
		2016	2015	2016	2015	2016	2015	2016	2015
		二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At beginning of year	於年初	148,701	130,722	(721)	(721)	2,725	4,189	150,705	134,190
Deferred tax charged/ (credited) to the statement of profit or loss during the year (note 9)	年內計入損益表中扣除/(加上)的遞延稅項(附註9)	15,117	17,979	—	—	483	(1,464)	15,600	16,515
At end of year	於年末	163,818	148,701	(721)	(721)	3,208	2,725	166,305	150,705

The Group has tax losses arising in Hong Kong of HK\$717,098,000 (2015: HK\$842,790,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$363,613,000 (2015: HK\$284,518,000) and in Taiwan of HK\$66,872,000 (2015: HK\$36,524,000) that are available for offsetting against future taxable profits of the companies in which losses arose for a maximum period of five years and ten years, respectively. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries for which no assessable profits are expected to be generated in the foreseeable future.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings generated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in mainland China in respect of earnings generated from 1 January 2008.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

本集團於香港產生之稅項虧損為港幣717,098,000元(二零一五年:港幣842,790,000元),該些產生稅項虧損的公司可無限期使用該虧損用作抵銷日後之應課稅溢利。本集團於中國大陸及台灣產生之稅項虧損分別為港幣363,613,000元(二零一五年:港幣284,518,000元)及港幣66,872,000元(二零一五年:港幣36,524,000元),該些產生稅項虧損的公司可使用該虧損用作抵銷自該虧損產生五年及十年內的應課稅溢利。由於預期產生有關虧損之附屬公司於可見將來不會產生應課稅溢利,遞延稅項資產並無就該等虧損進行確認。

根據中國企業所得稅法,中國大陸的外資企業須就向外方投資者宣派的股息提撥10%預扣稅項。該要求由二零零八年一月一日起生效,並應用於二零零七年十二月三十一日後產生的利潤。外方投資者可申請一個較低預扣稅率,若其司法權區與中國大陸有稅務協定。適用於本集團的稅率為5%及10%。因此本集團就該等於中國大陸成立的附屬公司自二零零八年一月一日起的盈利所分派的股息有預扣稅項的責任。

本公司向其股東派發之股息,並無導致任何須繳納所得稅之後果。

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## 28. SHARE CAPITAL Shares

## 28. 股本 股份

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Authorised:	法定：		
2,000,000,000 shares of HK\$0.05 each in nominal value	2,000,000,000股每股面值 港幣0.05元	100,000	100,000
Issued and fully paid:	已發行及繳足：		
1,381,696,104 shares of HK\$0.05 each in nominal value	1,381,696,104股每股面值 港幣0.05元	69,085	69,085

## 29. RESERVES

The amounts of the Group's reserves and movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

The Group's contributed surplus represents the difference between the nominal value of the issued share capital of the Company and the then nominal value of the issued share capital of the subsidiaries acquired at the date of acquisition, as a result of the reorganisation which occurred before the listing of the Company's shares in 1992.

The Group applied the transitional provisions of HKFRS 3 that permitted goodwill in respect of business combinations which occurred prior to 2001, to remain eliminated against consolidated retained profits. The amount of goodwill remaining in consolidated retained profits, arising from the acquisition of an associate prior to the adoption of SSAP 30 in 2001, was HK\$110,648,000 as at 31 March 2016 and 31 March 2015.

In accordance with the Macau Commercial Codes, Nice Dyeing Factory (Macao Commercial Offshore) Limited, a wholly-owned subsidiary of the Company, the principal operation of which is conducted in Macau, is required to appropriate annually not less than 25% of its profit after tax to a legal reserve, until the balance of the reserve reaches 50% of the entity's capital fund. The reserve made has fulfilled the statutory requirement accordingly.

## 29. 儲備

本集團於本年度及過往年度的儲備金額及其中之變動呈列於綜合權益變動表內。

因應本公司股份在一九九二年上市前的重組，本集團之實繳盈餘為本公司已發行股本之面值與所收購附屬公司於收購日期之已發行股本面值之差額。

本集團已引用香港財務報告準則第3號過渡性條文，允許於二零零一年前發生的業務合併產生的商譽繼續與綜合保留溢利撇銷。於二零零一年採納會計實務準則第30號前，因收購一聯營公司產生的商譽，仍維持於綜合保留溢利中，其金額於二零一六年三月三十一日及二零一五年三月三十一日為港幣110,648,000元。

根據澳門商法典，本公司一全資擁有附屬公司，永佳染廠(澳門離岸商業服務)有限公司，其主要運作於澳門進行，需每年分配其不少於25%的除稅後溢利至法定儲備，直至該儲備餘額達至該公司資本金的50%。該撥入的儲備已達至符合該法規的要求。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 30. SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

**Baleno Holdings Limited**

## 30. 有重大非控股權益之附屬公司

本集團存有重大非控股權益之附屬公司的詳情載列如下：

班尼路集團有限公司

		2016 二零一六年	2015 二零一五年
Percentage of equity interest held by non-controlling interests	非控股權益持有之股本權益百分比	<b>36%</b>	36%
		2016 二零一六年 HK\$'000 港幣百萬元	2015 二零一五年 HK\$'000 港幣百萬元
Profit/(loss) for the year allocated to non-controlling interests	非控股權益分佔本年度 收益／(虧損)	<b>206,465</b>	(762)
Consolidated accumulated balances of non-controlling interests at the reporting dates	於報告日非控股權益之綜合 累計結存	<b>428,618</b>	233,616

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 30. SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

The following tables illustrate the summarised consolidated financial information of Baleno Holdings Limited and its subsidiaries. The amounts disclosed are before any inter-company eliminations:

## 30. 有重大非控股權益之附屬公司(續)

下表列示班尼路集團有限公司及其附屬公司之綜合財務資料摘要。所披露之數額未經作出任何集團內對銷：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Revenue	收入	4,596,781	4,596,324
Changes in fair value of investment properties	投資物業公允值變動	(10,030)	(15,922)
Total expenses	費用總額	(4,013,236)	(4,582,520)
Profit/(loss) for the year	本年度溢利/(虧損)	573,515	(2,118)
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	541,672	(2,656)
Current assets	流動資產	2,268,933	1,385,923
Non-current assets	非流動資產	316,280	358,138
Current liabilities	流動負債	(1,331,662)	(1,032,444)
Non-current liabilities	非流動負債	(62,946)	(62,683)
Net cash flows from operating activities	經營所得現金流入淨額	12,128	213,855
Net cash flows from/(used in) investing activities	投資活動現金流入/(流出)淨額	330,233	(73,951)
Net cash flows used in financing activities	融資活動現金流出淨額	(128,550)	(170,475)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加/(減少)淨額	213,811	(30,571)

# Notes to the Financial Statements 財務報表附註

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## 31. DISPOSAL OF A SUBSIDIARY

On 14 January 2016, Baleno Holdings Limited, a non wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party to dispose of its entire equity interest in 上海班尼路服飾有限公司 at a consideration of RMB250,000,000 (equivalent to HK\$296,625,000). The transaction was completed on 29 March 2016.

## 31. 出售一附屬公司

於二零一六年一月十四日，本公司之非全資擁有附屬公司班尼路集團有限公司與一獨立第三方簽訂買賣協議，以代價人民幣250,000,000元(等值港幣296,625,000元)出售上海班尼路服飾有限公司所有權益。該交易於二零一六年三月二十九日完成。

		2016 二零一六年 HK\$'000 港幣千元
Net assets disposal of:	所出售之資產淨額：	
Property, plant and equipment	物業、廠房及設備	24,166
Cash and cash equivalents	現金及現金等價物	1,668
Trade receivables	應收賬款	5,726
Prepayments and other receivables	預付款項及其他應收賬款	880
Trade payables	應付賬款	(9)
Other payables and accrued liabilities	其他應付賬款及應計負債	(934)
		31,497
Release of exchange reserves	外匯儲備變現	(3,790)
Gain on disposal of a subsidiary	出售一附屬公司收益	268,918
		296,625
Satisfied by:	償付方式：	
Cash	現金	35,595
Receivable	應收賬款	261,030
		296,625

# Notes to the Financial Statements 財務報表附註

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## 31. DISPOSAL OF A SUBSIDIARY (continued)

An analysis of the net cash and cash equivalents in respect of the disposal of a subsidiary is as follows:

		2016 二零一六年 HK\$'000 港幣千元
Cash consideration	現金代價	35,595
Cash and bank balances disposal of	出售之現金及銀行存款	(1,668)
Net inflow of cash and cash equivalents in respect of the disposal of a subsidiary	有關出售一附屬公司之現金及現金等價物淨流入淨額	<u>33,927</u>

## 31. 出售一附屬公司(續)

有關出售一附屬公司之現金及現金等價物淨額之分析如下：

## 32. CONTINGENT LIABILITIES

(a) At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Bank guarantees given in lieu of property rental deposits	代替租用物業按金之銀行擔保	3,471	4,763
Guarantees for banking facilities granted to an associate	為聯營公司銀行信貸所作之擔保	12,500	12,500

## 32. 或有負債

(a) 於報告期末，以下或有負債未於財務報表中撥備：

As at 31 March 2016, the banking facilities granted to an associate with guarantees given to banks by the Group were not utilised (2015: nil).

於二零一六年三月三十一日，聯營公司並無動用本公司及本集團已向銀行作擔保之銀行額度(二零一五年：無)。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 32. CONTINGENT LIABILITIES (continued)

- (b) The Hong Kong Inland Revenue Department (the "IRD") initiated a review on the prior years' tax affairs of certain subsidiaries of the Group.

The protective tax assessments for the years of assessment 2005/2006, 2006/2007, 2007/2008, 2008/2009 and 2009/2010 issued by the IRD in March 2012, March 2013, March 2014, March 2015 and March 2016 are HK\$69,125,000, HK\$189,000,000, HK\$388,878,000, HK\$376,200,000 and HK\$323,648,000, respectively. The directors of these subsidiaries believe that there are valid grounds to object to the tax claimed. Subsequent to the objections filed, the IRD agreed to hold over the tax claimed completely subject to the purchases of tax reserve certificates. The Group purchased tax reserve certificates of HK\$4,500,000, HK\$31,500,000 and HK\$34,000,000 for years of assessment 2005/2006, 2006/2007 and 2007/2008, respectively, in previous years, and an additional HK\$38,000,000 for the year of assessment 2008/2009 during the year ended 31 March 2016. Subsequent to the year end, the Group purchased an additional tax reserve certificate of HK\$38,000,000 for the year of assessment 2009/2010.

In view that the tax review for the years of assessment 2005/2006, 2006/2007, 2007/2008, 2008/2009 and 2009/2010 is still in progress, the outcome of the case is still uncertain. Up to the date of approval of these financial statements, the directors of the Company consider that adequate tax provisions have been made in the financial statements.

## 32. 或有負債(續)

- (b) 香港稅務局(「稅局」)向本集團部份附屬公司提出就以往年度稅務事項進行覆核。

稅局於二零一二年三月、二零一三年三月、二零一四年三月、二零一五年三月及二零一六年三月就二零零五／二零零六、二零零六／二零零七、二零零七／二零零八、二零零八／二零零九及二零零九／二零一零課稅年度發出保障性稅務評估分別為港幣69,125,000元、港幣189,000,000元、港幣388,878,000元、港幣376,200,000元及港幣323,648,000元。該等附屬公司董事相信有充份理據就追討的稅款提出反對。於提出反對後，稅局同意暫緩所徵的全部稅款，惟必須購買儲稅券。本集團於以前年度就二零零五／二零零六、二零零六／二零零七及二零零七／二零零八課稅年度分別購買儲稅券金額港幣4,500,000元、港幣31,500,000元及港幣34,000,000元，及於截至二零一六年三月三十一日止年度內，就二零零八／二零零九課稅年度購買儲稅券金額港幣38,000,000元。於年結日後，本集團再就二零零九／二零一零課稅年度購買儲稅券金額港幣38,000,000元。

由於二零零五／二零零六、二零零六／二零零七、二零零七／二零零八、二零零八／二零零九及二零零九／二零一零課稅年度稅務覆核仍在進行中，這事件的結果仍然不明朗。截至本財務報表核准日，本公司董事認為財務報表中之稅項撥備已足夠。



# Notes to the Financial Statements 財務報表附註

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## 33. OPERATING LEASE ARRANGEMENTS

### (a) As lessor

The Group leases its investment properties (note 13) and sublets certain properties under operating lease arrangements, with leases negotiated for terms ranging from one to five years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

At the end of the reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within one year	於一年內	27,098	21,718
In the second to fifth years, inclusive	第二至第五年內 (包括首尾兩年)	38,221	11,069
After five years	於五年後	7,775	—
		<b>73,094</b>	<b>32,787</b>

### (b) As lessee

The Group leases certain land and buildings for factories, retail outlets, a training centre and directors' quarters under operating lease arrangements. Such leases are negotiated for terms of not more than 50 years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases with its landlords falling due as follows:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Within one year	於一年內	437,069	555,666
In the second to fifth years, inclusive	第二至第五年內 (包括首尾兩年)	734,416	624,551
After five years	於五年後	435,874	462,326
		<b>1,607,359</b>	<b>1,642,543</b>

## 33. 經營租賃安排

### (a) 作為出租人

本集團根據經營租賃安排出租旗下投資物業(附註13)及轉租部份物業，議訂租期一年至五年。租約條款一般規定租戶須繳付保證按金及訂明可根據當時市場情況定期作出租金調整。

於報告期末，本集團根據與租客訂立之不可撤銷經營租賃合約之未來最低應收租金總額到期情況如下：

### (b) 作為承租人

本集團根據經營租賃安排租用部份土地及樓宇用作廠房、零售門市、培訓中心及董事宿舍。該等租約議訂租期不超過五十年。

於報告期末，本集團根據與業主訂立的不可撤銷經營租賃合約未來最低應付租金總額到期情況如下：

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 33. OPERATING LEASE ARRANGEMENTS (continued)

### (b) As lessee (continued)

The operating lease rentals of certain retail outlets are based on the higher of a fixed rental or the contingent rent based on the sales derived from the retail outlets pursuant to the terms and conditions as set out in the respective rental agreements. As the future sales of these retail outlets could not be estimated reliably, the relevant contingent rent has not been included above and only the minimum lease commitment has been included in the above table.

## 34. CAPITAL COMMITMENTS

The commitments for capital expenditure of the Group at the end of the reporting period were as follows:

	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
In respect of property, plant and equipment, contracted but not provided for	42,561	13,371

就物業、廠房及設備，已訂約  
但未提撥備

## 33. 經營租賃安排(續)

### (b) 作為承租人(續)

部份零售門市之經營租約租金乃按固定租金或根據有關租約所載之條款及條件按零售門市銷售額而釐定之或然租金兩者中之較高者為準。由於無法準確估計此等零售門市未來之銷售額，故上表未計入相關或然租金，而只計入最低租金承擔。

## 34. 資本性承擔

本集團於報告期末有以下資本性支出承擔：

## 35. RELATED PARTY TRANSACTIONS

(a) During the year, the Group had the following related party transactions:

	Notes 附註	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Sales to Megawell	(i)	403,376	393,521
Purchases from Megawell	(ii)	332,487	136,263
Rental expenses paid to related companies	(iii)	24,326	26,922

銷售予偉佳  
向偉佳採購  
向關連公司支付租金費用

## 35. 關連人士交易

(a) 於年內，本集團曾進行以下關連人士交易：

# Notes to the Financial Statements 財務報表附註

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## 35. RELATED PARTY TRANSACTIONS (continued)

### (a) (continued)

Notes:

- (i) Sales to Megawell were made according to the prices and conditions offered to major customers of the Group.
- (ii) The directors considered that purchases from Megawell were made according to the prices and conditions similar to those offered to other customers by Megawell.
- (iii) Rental expenses were paid to related companies, of which certain directors of the Company are also the directors and beneficial shareholders, for the provision of directors' quarters, retail outlets and a training centre for certain subsidiaries in Hong Kong and Mainland China. The directors considered that the monthly rentals were charged based on the prevailing market rates at the dates of entering into the tenancy agreements. The rental expenses of the directors' quarters were included in the directors' remuneration as detailed in note 7 to the financial statements.

In addition, the Group has provided certain guarantees for banking facilities granted to Megawell, as detailed in note 32(a) to the financial statements.

## 35. 關連人士交易 (續)

### (a) (續)

附註：

- (i) 向偉佳之銷售乃根據本集團向主要客戶提供之價格及條件訂立。
- (ii) 董事認為向偉佳採購之價格及條件，與偉佳向其他客戶所提供的相若。
- (iii) 租金費用是支付予關連公司作為部份香港及中國大陸之附屬公司的董事宿舍、零售門市及培訓中心，該等公司之董事及實益股東亦為本公司之部份董事。董事認為每月之租金乃根據租賃合同簽訂日之市場價格釐定，付出之董事宿舍租金費用已包括於董事酬金，並詳列於財務報表附註7。

此外，本集團為偉佳作出若干銀行信貸擔保，詳細資料載於財務報表附註32(a)。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 35. RELATED PARTY TRANSACTIONS (continued)

- (b) On 1 April 2014, the Group entered into a lease agreement with Mountain Rich Limited ("MRL"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Tianjin Bin Jiang Fu Shi Commercial Building at Tianjin City, He Ping Qu, Bin Jiang Road 282-286, Tianjin, China from MRL as a retail outlet for the retail and distribution of apparel and accessory business of the Group for a term of two years commencing from 1 April 2014 at the monthly rents of RMB1,045,000 and RMB1,150,000 for the first year and the second year, respectively. During the year, the Group paid to MRL operating lease rentals in respect of the above property of HK\$16,930,000 (2015: HK\$15,712,000).

On 1 April 2014, the Group entered into a lease agreement with Latex (Hong Kong) Limited ("Latex"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease 22 Perkins Road, Jardine's Lookout, Hong Kong from Latex as a director's quarters of the Group for a term of two years commencing from 1 April 2014 at the monthly rent of HK\$400,000. During the year, the Group paid to Latex operating lease rentals in respect of the above property of HK\$4,800,000 (2015: HK\$4,800,000).

## 35. 關連人士交易 (續)

- (b) 於二零一四年四月一日，本集團與山富國際有限公司(「山富」)(由本公司的執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向山富承租位於中國天津市和平區濱江道282號-286號的天津濱江服飾商廈，作為本集團便服及飾物之零售及分銷業務的零售門市，由二零一四年四月一日起為期兩年，第一年及第二年的每月租金分別為人民幣1,045,000元及人民幣1,150,000元。於年內，本集團就上述物業支付予山富的經營租賃租金為港幣16,930,000元(二零一五年：港幣15,712,000元)。

於二零一四年四月一日，本集團與立德(香港)有限公司(「立德」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向立德承租香港渣甸山白建時道22號作為本集團一董事宿舍之用。由二零一四年四月一日起為期兩年，每月租金為港幣400,000元。於年內，本集團就上述物業支付予立德的經營租賃租金為港幣4,800,000元(二零一五年：港幣4,800,000元)。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 35. RELATED PARTY TRANSACTIONS (continued)

(b) (continued)

On 1 April 2014, the Group entered into a lease agreement with Winson Link Enterprises Limited ("WLEL"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Room 4207B, 42nd Floor, Metroplaza, Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong and a car parking space from WLEL as a training centre of the Group for a term of two years commencing from 1 April 2014 at the monthly rent of HK\$63,200. During the year, the Group paid to WLEL operating lease rentals in respect of the above property of HK\$758,400 (2015: HK\$758,400).

(c) A non-controlling shareholder of Baleno Holdings Limited had provided an unconditional guarantee to indemnify the Group from any loss arising from the recoverability of prepayments made to a supplier of the Group of HK\$4,696,000 (2015: HK\$4,696,000) as included in the balance of the prepayments, deposits and other receivables of the Group as at the end of the reporting period.

(d) Compensation of key management personnel of the Group:

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Short term employee benefits	短期僱員福利	67,104	79,995
Post-employment benefits	離職後福利	21	53
Compensation for non-competition undertaking	不作競爭承諾的補償	4,500	—
<b>Total compensation paid to key management personnel</b>	<b>主要管理人員薪酬總額</b>	<b>71,625</b>	<b>80,048</b>

The key management personnel of the Group refers to the executive directors of the Company.

Further details of directors' remuneration are included in note 7 to the financial statements.

## 35. 關連人士交易 (續)

(b) (續)

於二零一四年四月一日，本集團與永信興企業有限公司(「永信興」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向永信興承租香港新界葵涌興芳路223號新都會廣場第二座四十二樓4207B室及一個停車位，作為本集團的培訓中心。由二零一四年四月一日起，為期兩年，每月租金為港幣63,200元。於年內，本集團就上述物業支付予永信興的經營租賃租金為港幣758,400元(二零一五年：港幣758,400元)。

(c) 班尼路集團有限公司之其中一非控股股東就本集團預付一供應商貨款港幣4,696,000元(二零一五年：港幣4,696,000元)提供無條件擔保以補償任何本集團回收上之損失。於報告期末，該款已包括於本集團的預付款項、訂金及其他應收賬款結餘中。

(d) 本集團主要管理人員薪酬：

本集團的主要管理人員即本公司的執行董事。

董事酬金詳情載於財務報表附註7。

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## 35. RELATED PARTY TRANSACTIONS (continued)

(d) (continued)

Rental expenses under (b) paid to related companies also constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules. Save as disclosed under the section of “Details of non-exempt continuing connected transactions” of the Report of the Directors, the remaining rental expenses paid to related companies constituted continuing connected transactions exempt from the reporting, announcement and independent shareholders’ approval requirements set out in Chapter 14A of the Listing Rules.

## 35. 關連人士交易 (續)

(d) (續)

根據(b)向關連公司支付的租金費用亦構成上市規則第14A章的持續交易。除披露於董事會報告內「不獲豁免的持續關連交易詳情」外，餘下向關連公司支付的租金費用構成按上市規則第14A章規定獲豁免申報、公告及獨立股東批准的持續關連交易。

## 36. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

## 36. 按種類劃分的金融工具

於報告期末，各種金融工具賬面值如下：

### Financial assets

### 金融資產

		2016 二零一六年			
		Financial assets at fair value		Loans and receivables	Total
		Held-to-maturity investments	profit or loss — held for trading		
		— held for trading	以公允價值計量且其變動計入損益的金融資產	貸款及應收款項	合計
		持至到期的投資	— 持作買賣	應收款項	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Trade receivables	應收賬款	—	—	584,190	584,190
Bills receivable	應收票據	—	—	113,409	113,409
Financial assets included in prepayments, deposits and other receivables	包括於預付款項、訂金及其他應收賬款內之金融資產	—	—	506,912	506,912
Held-to-maturity investments	持至到期的投資	642,581	—	—	642,581
Long term rental deposits	長期租金按金	—	—	96,848	96,848
Derivative financial assets	衍生金融資產	—	34,050	—	34,050
Cash and cash equivalents	現金及現金等價物	—	—	3,005,253	3,005,253

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## 36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

### Financial liabilities

## 36. 按種類劃分的金融工具(續)

### 金融負債

		2016 二零一六年		
		Financial liabilities at fair value through profit or loss — held for trading	Financial liabilities at amortised cost	Total
		以公允值計量且其變動計入損益的金融負債—持作買賣	按攤銷成本入賬的金融負債	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Trade payables	應付賬款	—	953,357	953,357
Bills payable	應付票據	—	24,368	24,368
Due to an associate	應付聯營公司	—	73,033	73,033
Financial liabilities included in other payables, accrued liabilities and deposit received	包括於其他應付賬款、應計負債及已收訂金內之金融負債	—	223,339	223,339
Derivative financial liabilities	衍生金融負債	4,525	—	4,525
Interest-bearing bank borrowings	附息銀行貸款	—	842,965	842,965

### Financial assets

### 金融資產

		2015 二零一五年		
		Held-to-maturity investment	Loans and receivables	Total
		Financial assets at fair profit or loss — held for trading	以公允值計量且其變動計入損益的金融資產—持作買賣	貸款及應收款項
		持至到期的投資	—持作買賣	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Trade receivables	應收賬款	—	—	697,574
Bills receivable	應收票據	—	—	219,021
Due from an associate	應收聯營公司	—	—	—
Financial assets included in prepayments, deposits and other receivables	包括於預付款項、訂金及其他應收賬款內之金融資產	—	—	290,341
Held-to-maturity investments	持至到期的投資	—	—	—
Long term rental deposits	長期租金按金	—	—	91,183
Derivative financial assets	衍生金融資產	—	16,407	—
Cash and cash equivalents	現金及現金等價物	—	—	4,372,060



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## 36. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

### Financial liabilities

## 36. 按種類劃分的金融工具(續)

### 金融負債

		2015 二零一五年		
		Financial liabilities at fair value through profit or loss — held for trading	Financial liabilities at amortised cost	Total
		以公允值計量且其變動計入損益的金融負債 — 持作買賣	按攤銷成本入賬的金融負債	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Trade payables	應付賬款	—	995,646	995,646
Bills payable	應付票據	—	61,186	61,186
Due to an associate	應付聯營公司	—	3,060	3,060
Financial liabilities included in other payables, accrued liabilities and deposit received	包括於其他應付賬款、應計負債及已收訂金內之金融負債	—	247,911	247,911
Derivative financial liabilities	衍生金融負債	11,104	—	11,104
Interest-bearing bank borrowings	附息銀行貸款	—	1,906,626	1,906,626

## 37. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

## 37. 金融工具之公允值等級

本集團金融工具之賬面值及公允值(賬面值與其公允值合理地相若之金融工具除外)載列如下:

		Carrying amounts 賬面值		Fair values 公允值	
		2016	2015	2016	2015
		二零一六年	二零一五年	二零一五年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<b>Financial assets</b>	<b>金融資產</b>				
Derivative financial instruments	衍生金融資產	34,050	16,407	34,050	16,407
Held-to-maturity investments	持至到期的投資	642,581	—	648,554	—
		<b>676,631</b>	<b>16,407</b>	<b>682,604</b>	<b>16,407</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Derivative financial instruments	衍生金融負債	4,525	11,104	4,525	11,104

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## 37. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Management has assessed that the fair values of cash and cash equivalents, trade receivables, bills receivable, held-to-maturity investments, financial assets included in prepayments, deposits and other receivables, trade payables, bills payable, amount due to an associate, current portion of interest-bearing bank borrowings, and financial liabilities included in other payables, accrued liabilities and deposit received approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department directly reports to the board. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the board.

The fair values of the financial assets and liabilities are included as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the long term rental deposits and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 March 2016 was assessed to be insignificant.

The Group enters into derivative financial instruments with various counterparties, principally financial institutions. Derivative financial instruments, including forward currency contracts, are measured using valuation techniques similar to forward pricing, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts are the same as their fair values.

## 37. 金融工具之公允值等級(續)

管理層已評估現金及現金等價物、應收賬款、應收票據、持至到期的投資、應收附屬公司及聯營公司、預付款項、訂金及其他應收賬款內之金融資產、應付賬款、應付票據、應付聯營公司、附息銀行貸款流動部份及其他應付賬款、應計負債及已收訂金內之金融負債及公允值與其賬面值相若，主要由於此等工具的到期年期較短。

本集團之財務部財務總監負責決定金融工具公允值計量之政策及流程。財務部直接向董事會匯報。於每一報告日，財務部分析金融工具價值變動，並決定估值時使用之主要輸入值。估值由董事會審查批准。

金融資產及負債之公允值以該工具於自願交易方(而非強迫或清盤銷售)當前交易下之可交易金額入賬。在評估其公允值時已採用下列方法及假設：

長期租金按金和附息銀行貸款已使用具有類似條款、信貸風險及餘下到期日之工具當前可用之利率貼現預期未來現金流量以計算其公允值。本集團於二零一六年三月三十一日就附息銀行貸款的自身不履約風險被評定為不重大。

本集團與多名對手(主要為金融機構)訂立衍生金融工具。衍生金融工具，包括遠期外匯合約，均採用與遠期定價相似的估值技術採用現值計算法計量。該等模型包括多項市場可觀察輸入值，包括對手的信貸質素、外匯的即期及遠期利率及利率曲線。遠期外匯合約的賬面值與彼等的公允值相同。

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## 37. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

## 37. 金融工具之公允值等級(續)

下表列明本集團的金融工具的公允值計量等級：

按公允值計量的資產：

		Fair value measurement as at 31 March 2016 於二零一六年三月三十一日的 公允值計量採用			
		Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) HK\$'000 港幣千元	Significant observable inputs 重大 可觀察的 輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	Significant unobservable inputs 重大 不可觀察的 輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Derivative financial assets	衍生金融資產	—	34,050	—	34,050

		Fair value measurement as at 31 March 2015 於二零一五年三月三十一日的 公允值計量採用			
		Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) HK\$'000 港幣千元	Significant observable inputs 重大 可觀察的 輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	Significant unobservable inputs 重大 不可觀察的 輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Derivative financial assets	衍生金融資產	—	16,407	—	16,407

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## 37. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Liabilities measured at fair value:

## 37. 金融工具之公允值等級(續)

按公允值計量的負債：

Fair value measurement as at 31 March 2016 於二零一六年三月三十一日的 公允值計量採用				
	Quoted prices in active markets	Significant observable inputs 重大 可觀察的 輸入數據	Significant unobservable inputs 重大 不可觀察的 輸入數據	Total 總額
	(Level 1) (第一級) HK\$'000 港幣千元	(Level 2) (第二級) HK\$'000 港幣千元	(Level 3) (第三級) HK\$'000 港幣千元	
Derivative financial liabilities 衍生金融負債	—	4,525	—	4,525

Fair value measurement as at 31 March 2015 於二零一五年三月三十一日的 公允值計量採用				
	Quoted prices in active markets	Significant observable inputs 重大 可觀察的 輸入數據	Significant unobservable inputs 重大 不可觀察的 輸入數據	Total 總額
	(Level 1) (第一級) HK\$'000 港幣千元	(Level 2) (第二級) HK\$'000 港幣千元	(Level 3) (第三級) HK\$'000 港幣千元	
Derivative financial liabilities 衍生金融負債	—	11,104	—	11,104

As at 31 March 2016 and 31 March 2015, the Group had no financial instruments measured at fair value under Level 3.

於二零一六年三月三十一日及二零一五年三月三十一日，本集團並無按公允值計量第三級之金融工具。

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## 37. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2015: nil).

Assets for which fair values are disclosed:

## 37. 金融工具之公允值等級(續)

年內，金融資產及金融負債均無任何公允值計量第一級與第二級之間的轉撥，亦無從第三級轉入或轉出(二零一五年：無)。

已披露公允值的資產：

Fair value measurement as at 31 March 2016 於二零一六年三月三十一日的 公允值計量採用				
Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) HK\$'000 港幣千元	Significant observable inputs 重大 可觀察的 輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	Significant unobservable inputs 重大 不可觀察的 輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	
Held-to-maturity investments 持至到期的投資	642,581	—	—	642,581

Fair value measurement as at 31 March 2015 於二零一五年三月三十一日的 公允值計量採用				
Quoted prices in active markets 於活躍市場 的報價 (Level 1) (第一級) HK\$'000 港幣千元	Significant observable inputs 重大 可觀察的 輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	Significant unobservable inputs 重大 不可觀察的 輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	
Held-to-maturity investments 持至到期的投資	—	—	—	—

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## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans, cash and bank deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, bills receivable, trade payables and bills payable, which arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts. The purpose is to manage currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings with floating interest rates.

The Group's policy is to manage its interest cost using an appropriate mix of fixed and variable rate debts. To manage this mix in a cost-effective manner, the Group may enter into interest rate swap contracts to reduce its exposure to interest rate fluctuations.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax and equity (through the impact on floating rate borrowings).

## 38. 財務風險管理目標及政策

本集團之主要金融工具(除衍生工具外)包括銀行貸款、現金及現金等價物。該等金融工具之主要目的是為本集團籌集營運資金。本集團有其他不同的金融資產及負債，如應收賬款、應收票據、應付賬款及應付票據，乃直接源自其營運。

本集團亦參與衍生工具交易，主要包括遠期外匯合約，旨在管理本集團營運及融資所產生之貨幣風險。

本集團金融工具所產生之主要風險為利率風險、外幣風險、信貸風險及流動性風險。董事會審閱並確認政策以管理此等風險，該等政策概述如下。本集團有關衍生工具之會計政策載於財務報表附註2.4。

### 利率風險

本集團面對市場利率變動風險主要與本集團之浮息銀行貸款有關。

本集團的政策是利用合適的定息及浮息貸款組合以管理其利息成本。為以具成本效益管理該組合，本集團可安排利率掉期合約以減低其面對利率波動之風險。

下表反映了在固定所有其他變量的情況下，本集團的除稅前溢利及權益對合理及可能的利率變動(藉對浮息貸款的影響)的敏感性。

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## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk (continued)

## 38. 財務風險管理目標及政策(續)

利率風險(續)

		Increase/ (decrease) in interest rate	Increase/ (decrease) in profit before tax and equity
		利率增加/ (減少) %	除稅前溢利及 權益增加/ (減少) HK\$'000
		百分點	港幣千元
<b>2016</b>	<b>二零一六年</b>		
Hong Kong dollar	港幣	1	(13,748)
Hong Kong dollar	港幣	(1)	13,748
<b>2015</b>	<b>二零一五年</b>		
Hong Kong dollar	港幣	1	(18,879)
Hong Kong dollar	港幣	(1)	18,879

### Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 29% (2015: 29%) of the Group's sales are denominated in currencies other than the functional currencies of the operating units making the sale, whilst almost 26% (2015: 29%) of costs are denominated in currencies other than the units' functional currencies.

### 外幣風險

本集團存在交易貨幣風險，該風險源自經營單位以該單位功能貨幣以外之貨幣進行銷售或採購。本集團約29%（二零一五年：29%）之銷售乃以經營單位功能貨幣以外之貨幣結算，同時約26%（二零一五年：29%）之成本乃以經營單位功能貨幣以外之貨幣結算。



# Notes to the Financial Statements 財務報表附註

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## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity (due to changes in the fair value of monetary assets and liabilities).

		Increase/ (decrease) in exchange rate	Increase/ (decrease) in profit before tax and equity
		匯率增加/ (減少) %	除稅前溢利及 權益增加/ (減少) HK\$'000 港幣千元
<b>2016</b>	<b>二零一六年</b>		
If Hong Kong dollar weakens against RMB	倘港幣兌人民幣貶值	1	1,102
If Hong Kong dollar strengthens against RMB	倘港幣兌人民幣升值	(1)	(1,102)
<b>2015</b>	<b>二零一五年</b>		
If Hong Kong dollar weakens against RMB	倘港幣兌人民幣貶值	1	2,198
If Hong Kong dollar strengthens against RMB	倘港幣兌人民幣升值	(1)	(2,198)

### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that only well-established customers will be considered for open account terms and the approval of credit terms is subject to stringent credit check procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, and derivative financial instruments, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments, which is considered by the directors as not significant as the counterparties of these other financial assets are mainly well-recognised corporations.

## 38. 財務風險管理目標及政策(續)

### 外幣風險(續)

下表反映了於報告期末，在固定所有其他變量的情況下，本集團的除稅前溢利及本集團的權益對合理及可能的人民幣匯率變動(由於貨幣性資產和負債公允值的變動)的敏感性。

### 信貸風險

本集團僅與被確認信譽良好之第三者交易。本集團之政策為只考慮為良好基礎之客戶開立除銷賬戶，及實行嚴格之信貸審核程序。此外，本集團持續地監察應收款項結餘，因此本集團並無重大之壞賬風險。

本集團其他金融資產(包括現金及現金等價物、衍生金融工具)之信貸風險源自交易對手違約而產生，最高風險相等於該等工具之賬面值。由於此其他金融資產交易對手主要為備受公認信譽良好之機構，因此董事認為該等風險並不重大。

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Credit risk (continued)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 21 to the financial statements.

### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. As at 31 March 2016, 38% (2015: 8%) and 62% (2015: 92%) of the Group's total borrowings would mature after one year and in less than one year, respectively.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

## 38. 財務風險管理目標及政策(續)

### 信貸風險(續)

由於本集團僅與被確認信譽良好之第三者交易，故並無要求提供抵押品。

其他有關本集團面對由應收賬款及票據產生的信貸風險之量化資料已披露於財務報表附註21。

### 流動性風險

本集團目標是利用銀行透支及銀行貸款以使運用資金的連續性及靈活性取得平衡。於二零一六年三月三十一日，本集團總貸款的38%（二零一五年：8%）及62%（二零一五年：92%）分別將於一年後及一年內到期。

本集團於報告期末的金融負債，按合同未貼現支付的到期情況總結如下：

		2016 二零一六年				
		On demand	Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		按要求	以內	十二個月內	一至五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Interest-bearing bank borrowings	附息銀行貸款	—	311,834	218,281	322,518	852,633
Trade payables	應付賬款	—	927,524	25,833	—	953,357
Bills payable	應付票據	—	24,368	—	—	24,368
Financial liabilities included in other payables, accrued liabilities and deposit received	包括於其他應付賬款、應計負債及已收訂金內之金融負債	149,679	73,660	—	—	223,339
Due to an associate	應付聯營公司	73,033	—	—	—	73,033
Derivative financial liabilities	衍生金融負債	20	748	2,254	1,503	4,525
		<b>222,732</b>	<b>1,338,134</b>	<b>246,368</b>	<b>324,021</b>	<b>2,131,255</b>

# Notes to the Financial Statements 財務報表附註

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## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Liquidity risk (continued)

## 38. 財務風險管理目標及政策(續)

### 信貸風險(續)

		2015 二零一五年				Total 合計
		On demand 按要求 HK\$'000 港幣千元	Less than 3 months 三個月 以內 HK\$'000 港幣千元	3 to less than 12 months 三至十二個月內 HK\$'000 港幣千元	1 to 5 years 一至五年 HK\$'000 港幣千元	
Interest-bearing bank borrowings	附息銀行貸款	—	1,612,072	137,649	163,573	1,913,294
Trade payables	應付賬款	—	803,506	192,140	—	995,646
Bills payable	應付票據	—	59,011	2,175	—	61,186
Financial liabilities included in other payables, accrued liabilities and deposit received	包括於其他應付賬款、應計負債及已收訂金內之金融負債	173,146	74,765	—	—	247,911
Due to an associate	應付聯營公司	3,060	—	—	—	3,060
Derivative financial liabilities	衍生金融負債	—	3,400	7,178	526	11,104
		176,206	2,552,754	339,142	164,099	3,232,201

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 38. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to the ordinary equity holders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2016 and 31 March 2015.

The Group monitors capital using gearing ratio, which is total interest-bearing debts, less cash and cash equivalents, divided by total equity. The Group's policy is to maintain the gearing ratio at an appropriate level.

## 38. 財務風險管理目標及政策(續)

### 資本管理

本集團資本管理是為確保本集團能有持續的經營能力，同時通過最佳的債務與權益組合，以使普通權益所有者得到最大回報。

本集團管理資本結構以及根據經濟情況的轉變作出調整。本集團可以通過調整對股東派發的股息、向股東發還資本或發行新股以保持或調整資本結構。於截至二零一六年三月三十一日及二零一五年三月三十一日止年度內，資本管理的目標、政策及程序並無轉變。

本集團運用資本負債比率監控資本，資本負債比率按扣除現金及現金等價物後的總付息債務除以總權益計算。本集團的政策旨在維持資本負債比率於合適水平。

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
Total interest-bearing debts	總付息債務	842,965	1,906,626
Less: Cash and cash equivalents	扣除：現金及現金等價物	(3,005,253)	(4,372,060)
		<b>(2,162,288)</b>	<b>(2,465,434)</b>
Total equity	總權益	6,560,629	6,319,832
Gearing ratio (times)	資本負債比率(倍數)	-0.3	-0.4

# Notes to the Financial Statements 財務報表附註

31 March 2016 二零一六年三月三十一日

## 39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

## 39. 公司財務狀況表

本公司於報告期末之財務狀況表資料如下：

		2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	4,127,454	4,928,165
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments and deposits	預付款項及訂金	201	201
Dividends receivable	應收股息	500,000	—
Cash and cash equivalents	現金及現金等價物	248	402
Total current assets	總流動資產	500,449	603
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accrued liabilities	其他應付賬款及應計負債	551	450
Total current liabilities	總流動負債	551	450
<b>NET CURRENT ASSETS</b>	<b>流動資產淨</b>	499,898	153
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>	4,627,352	4,928,318
Net assets	資產淨額	4,627,352	4,928,318
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	69,085	69,085
Reserves	儲備	4,088,490	4,444,724
Proposed final and special dividends	擬派末期及特別股息	469,777	414,509
Total equity	總權益	4,627,352	4,928,318

# Notes to the Financial Statements 財務報表附註

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## 39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

A summary of the Company's reserves is as follows:

## 39. 公司財務狀況表(續)

公司儲備概要如下：

		Notes	Share premium account	Capital redemption reserve	Contributed surplus	Retained profits	Total
		附註	股本溢價賬	股本贖回儲備	實繳盈餘	保留溢利	總額
			HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2014	於二零一四年四月一日		703,365	1,695	48,708	64,260	818,028
Total comprehensive income for the year	本年度全面收入總額		—	—	—	4,400,446	4,400,446
2014/2015 interim dividend	二零一四／二零一五年度中期股息	10	—	—	—	(359,241)	(359,241)
2014/2015 proposed final dividend	二零一四／二零一五年度擬派末期股息	10	—	—	—	(414,509)	(414,509)
At 31 March 2015 and 1 April 2015	於二零一五年三月三十一日及於二零一五年四月一日		703,365	1,695	48,708	3,690,956	4,444,724
Total comprehensive income for the year	本年度全面收入總額		—	—	—	500,418	500,418
2015/2016 interim dividend	二零一五／二零一六年度中期股息	10	—	—	—	(386,875)	(386,875)
2015/2016 proposed final and special dividends	二零一五／二零一六年度擬派末期及特別股息	10	—	—	—	(469,777)	(469,777)
At 31 March 2016	於二零一六年三月三十一日		703,365	1,695	48,708	3,334,722	4,088,490

The Company's contributed surplus represents the difference between the nominal value of the issued share capital of the Company and the then combined net assets of the subsidiaries acquired on the date of acquisition, as a result of the reorganisation which occurred before the listing of the Company's shares in 1992. Under the Companies Act 1981 of Bermuda (as amended), a distribution may be made out of the contributed surplus under certain circumstances.

因應本公司股份在一九九二年上市前的重組，本公司之實繳盈餘為本公司已發行股本之面值與所收購附屬公司於收購日之合併資產淨額之差額。根據百慕達一九八一年公司法(經修改)，可於若干情況下派發實繳盈餘。

## 40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 17 June 2016.

## 40. 財務報表之核准

本財務報表已於二零一六年六月十七日由董事會核准及授權刊發。

**TEXWINCA** holdings limited

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