

長江製衣有限公司

YANGTZEKIANG GARMENT LIMITED

股份代號 Stock code : 294

INTERIM REPORT 中期報告

2017/18

For the Six Months Ended 30th September, 2017

截至二零一七年九月三十日止六個月

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Director

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

Independent Non-executive Director

Lin Keping
Sze Cho Cheung, Michael, GBS, CBE, ISO, JP
Choi Ting Ki
So Stephen Hon Cheung

AUDIT COMMITTEE

So Stephen Hon Cheung (*Chairman*)
Lin Keping
Sze Cho Cheung, Michael
Choi Ting Ki

REMUNERATION COMMITTEE

Sze Cho Cheung, Michael (*Chairman*)
Chan Wing Fui, Peter
Chan Wing Kee
Lin Keping
Choi Ting Ki
So Stephen Hon Cheung

NOMINATION COMMITTEE

Choi Ting Ki (*Chairman*)
Chan Wing Fui, Peter
Chan Wing Kee
Lin Keping
Sze Cho Cheung, Michael
So Stephen Hon Cheung

RISK MANAGEMENT COMMITTEE

Chan Wing Fui, Peter (*Chairman*)
Chan Wing Kee
Chan Suk Man
So Ying Woon, Alan

PRINCIPAL BANKERS

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

SOLICITORS

Loeb & Loeb LLP

AUDITORS

KPMG
Certified Public Accountants

COMPANY SECRETARY

Hui Sau Ling, FCCA, CPA

REGISTERED OFFICE

22 Tai Yau Street
San Po Kong
Kowloon

SHARE REGISTRAR AND TRANSFER OFFICE

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

WEBSITE

www.ygm.com.hk

公司資料

董事會

執行董事
陳瑞球 (榮譽主席)
陳永奎 (主席)
陳永棋 (董事總經理)
陳永滔 (副董事總經理)
劉陳淑文
陳永榮
周陳淑玲
蘇應垣

獨立非執行董事

林克平
施祖祥
蔡廷基
蘇漢章

審核委員會

蘇漢章 (主席)
林克平
施祖祥
蔡廷基

薪酬委員會

施祖祥 (主席)
陳永奎
陳永棋
林克平
蔡廷基
蘇漢章

提名委員會

蔡廷基 (主席)
陳永奎
陳永棋
林克平
施祖祥
蘇漢章

風險管理委員會

陳永奎 (主席)
陳永棋
劉陳淑文
蘇應垣

主要往來銀行

香港上海匯豐銀行有限公司
中國銀行(香港)有限公司

律師

Loeb & Loeb LLP

核數師

畢馬威會計師事務所
執業會計師

公司秘書

許秀玲

註冊辦事處

九龍
新蒲崗
大有街二十二號

股份登記及過戶處

香港中央證券登記有限公司
香港
合和中心十七樓
1712-1716室

公司網址

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**CONSOLIDATED STATEMENT OF PROFIT OR
LOSS – UNAUDITED**

For the six months ended 30 September 2017
(Expressed in Hong Kong dollars)

綜合損益表 – 未經審核

截至二零一七年九月三十日止六個月
(以港元計)

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
	Note 附註		
Revenue	收入	3	
Cost of sales	銷售成本	314,747	350,947
		(259,140)	(286,710)
Gross profit	毛利	55,607	64,237
Other income	其他收益	7,872	2,878
Selling and distribution expenses	銷售及分銷費用	(27,413)	(29,185)
Administrative expenses	行政費用	(31,181)	(32,073)
Other operating expenses	其他經營費用	(7,749)	(7,037)
Loss from operations	經營虧損	(2,864)	(1,180)
Finance costs	融資成本	(1,758)	(1,389)
Share of profits/(losses) of joint ventures	應佔合營企業溢利/(虧損)	5,632	(659)
Gain on deregistration of a subsidiary	註銷一附屬公司收益	-	12,838
Profit before taxation	除稅前溢利	4	9,610
Income tax	所得稅	(3,776)	(1,065)
(Loss)/profit for the period	本期間(虧損)/溢利	(2,766)	8,545
Attributable to:	應撥歸於:		
Equity shareholders of the Company	本公司股權持有人	(2,148)	9,330
Non-controlling interests	非控股股東權益	(618)	(785)
(Loss)/profit for the period	本期間(虧損)/溢利	(2,766)	8,545
(Loss)/earnings per share	每股(虧損)/盈利		
Basic and diluted	基本及攤薄	8	\$0.05
		(\$0.01)	

Details of dividends payable to equity shareholders of the Company attributable to the period are set out in note 7. The notes on pages 8 to 22 form part of this interim financial report.

應付本公司股權持有人本期間股息的詳情載於附註7。第8頁至22頁的附註屬本中期財務報告之一部份。

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

For the six months ended 30 September 2017
(Expressed in Hong Kong dollars)

綜合損益及其他全面收益表
– 未經審核

截至二零一七年九月三十日止六個月
(以港元計)

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
	Note 附註		
(Loss)/profit for the period	本期間(虧損)/溢利	(2,766)	8,545
Other comprehensive income for the period (after tax and reclassification adjustments)	本期間其他全面收益(扣除稅項及分類調整後)		
<i>Items that are or may be reclassified subsequently to profit or loss:</i>	<i>重新分類/將來可能重新分類至損益的項目:</i>		
Exchange differences on translation of:	匯兌差額:		
– financial statements of subsidiaries outside Hong Kong	– 換算香港境外附屬公司財務報表	3,814	(3,531)
– share of joint ventures' net assets	– 換算應佔合營企業資產淨值	21,920	(16,017)
		25,734	(19,548)
Release of exchange reserve to profit or loss upon deregistration of a subsidiary	註銷一附屬公司時撥回累計匯兌儲備至損益	5	(12,838)
Available-for-sale securities: net movement in the investment revaluation reserve	可供出售證券: 投資重估儲備變動淨額	(1,353)	1,350
Cash flow hedges: net movement in the hedging reserve	現金流量對沖: 對沖儲備變動淨額	(2,420)	2,482
Other comprehensive income for the period	本期間其他全面收益	21,961	(28,554)
Total comprehensive income for the period	本期間全面收益總額	19,195	(20,009)
Attributable to:	應撥歸於:		
Equity shareholders of the Company	本公司股權持有人	19,929	(19,224)
Non-controlling interests	非控股股東權益	(734)	(785)
Total comprehensive income for the period	本期間全面收益總額	19,195	(20,009)

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION – UNAUDITED

At 30 September 2017
(Expressed in Hong Kong dollars)

綜合財務狀況表 – 未經審核

於二零一七年九月三十日
(以港元計)

			At 30 September 2017 於二零一七年 九月三十日 \$'000 千元	At 31 March 2017 於二零一七年 三月三十一日 \$'000 千元
	Note 附註			
Non-current assets		非流動資產		
Investment properties		投資物業	221,481	220,579
Other property, plant and equipment		其他物業、廠房及設備	63,297	65,146
Interest in leasehold land held for own use under operating leases		持作經營租賃之自用租賃土地的權益	1,382	1,353
			286,160	287,078
Intangible assets		無形資產	3,128	3,175
Interests in joint ventures		合營企業權益	528,011	513,385
Other financial assets		其他金融資產	4,486	5,731
Deferred tax assets		遞延稅項資產	2,439	1,754
			824,224	811,123
Current assets		流動資產		
Inventories		存貨	98,170	68,168
Trade and other receivables	9	應收賬款及其他應收款	145,057	138,839
Current tax recoverable		可收回本期稅項	1,169	1,169
Cash and cash equivalents	10	現金及現金等價物	302,398	313,489
			546,794	521,665
Current liabilities		流動負債		
Trade and other payables	11	應付賬款及其他應付款	140,117	105,568
Current tax payable		應付本期稅項	21,172	19,152
			161,289	124,720
Net current assets		流動資產淨值	385,505	396,945
Total assets less current liabilities		資產總額減流動負債	1,209,729	1,208,068
Non-current liabilities		非流動負債		
Provision for long service payments		長期服務金撥備	22,256	20,407
Deferred tax liabilities		遞延稅項負債	16,501	15,209
			38,757	35,616
NET ASSETS		資產淨值	1,170,972	1,172,452
CAPITAL AND RESERVES		資本及儲備		
Share capital		股本	208,418	208,418
Reserves		儲備	960,416	961,162
Total equity attributable to equity shareholders of the Company		應撥歸於本公司股權持有人權益總額	1,168,834	1,169,580
Non-controlling interests		非控股股東權益	2,138	2,872
TOTAL EQUITY		權益總額	1,170,972	1,172,452

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

CONSOLIDATED STATEMENT OF CHANGES IN
EQUITY – UNAUDITED

綜合權益變動表 – 未經審核

For the six months ended 30 September 2017
(Expressed in Hong Kong dollars)

截至二零一七年九月三十日止六個月
(以港元計)

		Share capital	Exchange reserve	Goodwill arising on consolidation	Investment revaluation reserve	Land and buildings revaluation reserve	Hedging reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	匯兌儲備	綜合賬目所產生之商譽	投資重估儲備	土地及樓宇重估儲備	對沖儲備	其他儲備	保留溢利	合計	非控股股東權益	權益總額
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Balance at 1 April 2016	於二零一六年四月一日之結餘	208,418	121,832	(42,174)	(1,331)	31,870	(551)	7,236	885,675	1,210,975	6,684	1,217,659
Changes in equity for the six months ended 30 September 2016:	截至二零一六年九月三十日止六個月之權益變動:											
Profit for the period	本期間溢利	-	-	-	-	-	-	-	9,330	9,330	(785)	8,545
Other comprehensive income	其他全面收益	-	(32,386)	-	1,350	-	2,482	-	-	(28,554)	-	(28,554)
Total comprehensive income	全面收益總額	-	(32,386)	-	1,350	-	2,482	-	9,330	(19,224)	(785)	(20,009)
Dividends approved in respect of the previous year	本期內批准屬於上一年度的股息	-	-	-	-	-	-	-	(20,675)	(20,675)	-	(20,675)
Balance at 30 September 2016	於二零一六年九月三十日之結餘	208,418	89,446	(42,174)	19	31,870	1,931	7,236	874,330	1,171,076	5,899	1,176,975
Balance at 1 April 2017	於二零一七年四月一日之結餘	208,418	68,544	(42,174)	306	31,870	-	7,236	895,380	1,169,580	2,872	1,172,452
Changes in equity for the six months ended 30 September 2017:	截至二零一七年九月三十日止六個月之權益變動:											
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(2,148)	(2,148)	(618)	(2,766)
Other comprehensive income	其他全面收益	-	25,850	-	(1,353)	-	(2,420)	-	-	22,077	(116)	21,961
Total comprehensive income	全面收益總額	-	25,850	-	(1,353)	-	(2,420)	-	(2,148)	19,929	(734)	19,195
Dividends approved in respect of the previous year	本期內批准屬於上一年度的股息	-	-	-	-	-	-	-	(20,675)	(20,675)	-	(20,675)
Balance at 30 September 2017	於二零一七年九月三十日之結餘	208,418	94,394	(42,174)	(1,047)	31,870	(2,420)	7,236	872,557	1,168,834	2,138	1,170,972

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

**CONDENSED CONSOLIDATED CASH FLOW
STATEMENT – UNAUDITED**

For the six months ended 30 September 2017
(Expressed in Hong Kong dollars)

簡明綜合現金流量表 – 未經審核

截至二零一七年九月三十日止六個月
(以港元計)

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
		Note 附註	
Operating activities	經營活動		
Cash used in operations	經營業務所用現金		(16,966)
Tax paid	已付稅項		(1,256)
Net cash used in operating activities	經營活動所用的現金淨額		(15,789)
Investing activities	投資活動		
Payment for the purchase of other property, plant and equipment	購買其他物業、 廠房及設備付款		(980)
Other cash flows arising from investing activities	其他投資活動的現金流量		1,801
Net cash generated from investing activities	投資活動所得的現金淨額		821
Financing activities	融資活動		
Other cash flows arising from financing activities	其他融資活動的現金流量		(1,389)
Net cash used in financing activities	融資活動所用的現金淨額		(1,389)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(12,710)
Cash and cash equivalents at the beginning of the period	於期初之現金及現金等價物	10	311,644
Effect of foreign exchange rate changes	外幣兌換率變動之影響		(810)
Cash and cash equivalents at the end of the period	於期末之現金及現金等價物	10	292,044

The notes on pages 8 to 22 form part of this interim financial report.

第8頁至22頁的附註屬本中期財務報告之一部份。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2017
(Expressed in Hong Kong dollars)

1. BASIS OF PREPARATION

This interim financial report for the six months ended 30 September 2017 comprises the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interests in an associate and joint ventures.

The interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 29 November 2017.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the annual financial statements of the Group for the year ended 31 March 2017, except for the accounting policy changes that are expected to be reflected in the annual financial statements of the Group for the year ending 31 March 2018. Details of these changes in accounting policies are set out in note 2.

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

The interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the annual financial statements of the Group for the year ended 31 March 2017. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim financial report is unaudited, but has been reviewed by the Company’s Audit Committee.

未經審核 中期財務報告附註

截至二零一七年九月三十日止六個月
(以港元計)

1. 編製基準

截至二零一七年九月三十日止六個月的中期財務報告涵蓋本公司及其附屬公司(統稱為「本集團」)及本集團之一聯營公司及合營企業權益。

本中期財務報告根據香港聯合交易所有限公司(「聯交所」)證券上市規則中適用的披露規定編製，並符合香港會計師公會所頒佈的《香港會計準則》(「香港會計準則」)第34號「中期財務報告」的規定。本中期財務報告已於二零一七年十一月二十九日獲授權發佈。

除依據預期於截至二零一八年三月三十一日止年度本集團年度財務報表中反映的會計政策變動外，本中期財務報告已採納於截至二零一七年三月三十一日止年度本集團年度財務報表中所採用的相同會計政策。該等會計政策變動詳情列載於附註2。

本中期財務報告的編製符合《香港會計準則》第34號，要求管理層須就影響政策應用和呈報資產、負債、收入及支出的數額作出至目前為止的判斷、估計和假設。實際結果可能有別於估計數額。

本中期財務報告包括簡明綜合財務報表及所選取的附註解釋。該等附註包括解釋各項事件及交易對了解自截至二零一七年三月三十一日止年度本集團年度財務報表發表後本集團之財務狀況及表現之變動尤為重要。簡明綜合中期財務報表及其附註並不包括按所有香港財務報告準則(「香港財務報告準則」)的要求而編製的完整財務報表的所有資料。

本中期財務報告乃未經審核，但已由本公司之審核委員會審閱。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2017
(Expressed in Hong Kong dollars)

1. BASIS OF PREPARATION (continued)

The financial information relating to the financial year ended 31 March 2017 that is included in the interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 March 2017 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on these financial statements for the year ended 31 March 2017. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued several amendments to HKFRSs that are first effective for the current accounting period of the Group. None of these developments has had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial report.

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

3. SEGMENT REPORTING

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

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

未經審核 中期財務報告附註

截至二零一七年九月三十日止六個月
(以港元計)

1. 編製基準(續)

本中期財務報告內所載有關截至二零一七年三月三十一日止財政年度之財務資料乃為比較資料，並不構成本公司於該財政年度之法定年度綜合財務報表，但該等資料乃摘錄自該財務報表。按照公司條例(第622章)第436條，依據法定財務報表披露有關資料如下：

本公司已根據公司條例第662(3)條及附表6第3部規定向公司註冊處處長呈交截至二零一七年三月三十一日止年度之財務報表。

本公司核數師已就截至二零一七年三月三十一日止年度之該等財務報表作出報告。該核數師報告並無保留意見；並無載有核數師在不對其報告出具保留意見之情況下，以強調的方式提請使用者注意的任何事項；亦不載有根據公司條例第406(2)條、第407(2)或(3)條作出的陳述。

2. 會計政策變動

香港會計師公會已頒佈多項於本集團本會計期間首次生效之香港財務報告準則之修訂。該等修訂未有對本集團在本期及過往的業績及財務狀況在本中期財務報告之編製或呈列方式構成重大影響。

本集團並未採用任何於本會計期間尚未生效的新準則或詮釋。

3. 分部報告

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

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

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3. SEGMENT REPORTING (continued)

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

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

		Manufacture and sale of garments and textiles 製造及銷售成衣及紡織品		Interests in joint ventures 合營企業權益		Property leasing 物業租賃		Total 合計	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元	2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
For the six months ended 30 September	截至九月三十日止六個月								
Revenue from external customers	來自外界客戶的收入	310,695	346,545	-	-	4,052	4,402	314,747	350,947
Inter-segment revenue	分部業務間收入	-	-	-	-	658	871	658	871
Reportable segment revenue	須予呈報的分部收入	310,695	346,545	-	-	4,710	5,273	315,405	351,818
Reportable segment profit/(loss) (adjusted EBITDA)	須予呈報的分部溢利/(虧損)(調整扣除利息、稅項、折舊及攤銷前的盈利)	(2,980)	(982)	5,632	(659)	4,446	5,052	7,098	3,411
		30 September 2017 二零一七年九月三十日	31 March 2017 二零一七年三月三十一日	30 September 2017 二零一七年九月三十日	31 March 2017 二零一七年三月三十一日	30 September 2017 二零一七年九月三十日	31 March 2017 二零一七年三月三十一日	30 September 2017 二零一七年九月三十日	31 March 2017 二零一七年三月三十一日
Reportable segment assets	須予呈報的分部資產	609,476	586,166	528,011	513,385	281,307	280,405	1,418,794	1,379,956
Additions to non-current segment assets during the period	期內增置非流動分部資產	1,717	4,302	-	-	-	-	1,717	4,302
Reportable segment liabilities	須予呈報的分部負債	158,317	121,918	-	-	-	-	158,317	121,918

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

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3. 分部報告(續)

(a) 有關損益、資產及負債的資料

本期間，本集團提供予本集團最高行政管理人員用作資源分配和分部表現評估的須予呈報分部資料如下：

用於呈報分部溢利/虧損之計算方法為「調整扣除利息、稅項、折舊及攤銷前的盈利」，「利息」視為包括投資收益及融資成本，而「折舊及攤銷」視為包括非流動資產的減值虧損。在計算「調整扣除利息、稅項、折舊及攤銷前的盈利」時，本集團會就並無明確歸於個別分部之項目(例如投資物業估值收益淨額、核數師酬金及其他總辦事處或企業行政成本)進一步調整盈利。

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3. SEGMENT REPORTING (continued)

(b) Reconciliations of reportable segment profit or loss

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Reportable segment profit derived from Group's external customers (adjusted EBITDA)	來自集團外界客戶的須予呈報的分部溢利(調整扣除利息、稅項、折舊及攤銷前的盈利)	7,098	3,411
Finance costs	融資成本	(1,758)	(1,389)
Interest income	利息收益	505	760
Depreciation and amortisation	折舊及攤銷	(2,748)	(4,460)
Gain on deregistration of a subsidiary	註銷一附屬公司收益	-	12,838
Unallocated head office and corporate expenses	未分類總部及企業費用	(2,086)	(1,550)
Consolidated profit before taxation	綜合除稅前溢利	1,011	9,610

(c) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's investment properties, other property, plant and equipment and interest in leasehold land held for own use under operating leases, intangible assets, interests in joint ventures ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of investment properties, other property, plant and equipment and interest in leasehold land held for own use under operating leases, the location of the operation to which they are allocated, in the case of intangible assets, and the location of operations, in the case of interests in joint ventures.

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3. 分部報告(續)

(b) 須予呈報的分部溢利或虧損之對賬

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Reportable segment profit derived from Group's external customers (adjusted EBITDA)	來自集團外界客戶的須予呈報的分部溢利(調整扣除利息、稅項、折舊及攤銷前的盈利)	7,098	3,411
Finance costs	融資成本	(1,758)	(1,389)
Interest income	利息收益	505	760
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Unallocated head office and corporate expenses	未分類總部及企業費用	(2,086)	(1,550)
Consolidated profit before taxation	綜合除稅前溢利	1,011	9,610

(c) 地區分部資料

下表載列有關(i)本集團來自外界客戶的收入；及(ii)本集團投資物業、其他物業、廠房及設備及持作經營租賃之自用租賃土地的權益、無形資產及合營企業權益(「特定非流動資產」)的地區分部資料。客戶所在地按提供服務及送貨地點而定。特定非流動資產中的投資物業、其他物業、廠房及設備及持作經營租賃之自用租賃土地的權益所在地是根據資產的實際位置而定；無形資產按所獲分配的營運地點而定；而合營企業權益所在地則按其營運地點而定。

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3. SEGMENT REPORTING (continued)

(c) Geographic information (continued)

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(以港元計)

3. 分部報告(續)

(c) 地區分部資料(續)

		Revenue from external customers 來自外界客戶的收入 Six months ended 30 September 截至九月三十日止六個月		Specified non-current assets 特定非流動資產 30 September 2017 二零一七年 九月三十日		31 March 2017 二零一七年 三月三十一日
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Hong Kong (place of domicile)	香港 (本集團所在地)	20,054	23,145	242,488		243,875
Europe	歐洲					
– United Kingdom	– 英國	44,104	62,733	–		–
– Italy	– 意大利	65,770	68,301	–		–
– Spain	– 西班牙	31,188	30,423	–		–
– Other European countries	– 其他歐洲國家	46,661	48,352	–		–
Mainland China	中國大陸	21,584	24,729	564,374		550,031
North America	北美洲					
– United States	– 美國	45,054	56,995	–		–
– Canada	– 加拿大	2,071	1,813	–		–
Others	其他	38,261	34,456	10,437		9,732
		294,693	327,802	574,811		559,763
		314,747	350,947	817,299		803,638

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4. PROFIT BEFORE TAXATION

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

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4. 除稅前溢利

除稅前溢利已扣除／(計入)：

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
(a) Finance costs	(a) 融資成本		
Interest on bank loans (including bank charges)	銀行貸款利息 (包括銀行費用)	1,758	1,389
(b) Other items	(b) 其他項目		
Amortisation of pre-paid interests in leasehold land	預付租賃土地款項的攤銷	28	28
Amortisation of intangible assets	無形資產攤銷	47	47
Depreciation	折舊	2,673	4,385
Operating lease charges: minimum lease payments – property rentals	經營租賃費用： 最低租賃付款額 – 物業之租金	3,313	3,420
(Gain)/loss on disposal of other property, plant and equipment	出售其他物業、廠房及設備 (收益)／虧損	(3,659)	593
Rentals receivable from investment properties less direct outgoings of \$636,000 (2016: \$593,000)	投資物業應收租金減 直接支出636,000元 (二零一六年: 593,000元)	(3,416)	(3,809)
Dividends income and interest income	股息收益及利息收益	(1,022)	(1,246)
Gain on deregistration of a subsidiary (Note 5)	註銷一附屬公司收益 (附註5)	-	(12,838)

5. GAIN ON DEREGISTRATION OF A SUBSIDIARY

During the period ended on 30 September 2016, Whampoa Garment Manufacturing (Guangzhou) Co., Ltd., a wholly-owned subsidiary of the Group, was deregistered and a one-off non-cash gain of \$12,838,000 arising from the release of exchange reserve upon deregistration was recognised in profit or loss.

5. 註銷一附屬公司收益

截至二零一六年九月三十日止六個月期間內，本集團一全資擁有附屬公司黃浦江製衣(廣州)有限公司之營業執照已被註銷，並於損益內確認因撥回匯兌儲備所產生之一次性非現金收益12,838,000元。

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6. INCOME TAX

Income tax in the consolidated statement of profit or loss represents:

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Current tax – Hong Kong Profits Tax	本期稅項 – 香港利得稅	1,390	456
Current tax – Overseas	本期稅項 – 境外	1,261	451
Deferred tax relating to the origination and reversal of temporary differences	有關遞延稅項暫時差異的產生及撥回	1,125	158
		3,776	1,065

The provision for Hong Kong Profits Tax for 2017 is calculated at 16.5% (2016: 16.5%) of the estimated assessable profits for the period.

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

7. DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the interim period:

No interim dividend declared and paid after the interim period end (2016: nil).

(b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved during the interim period:

Final dividend of \$0.10 per ordinary share in respect of the year ended 31 March 2017 amounted to \$20,675,000 was approved in the Company's Annual General Meeting on 20 September 2017. The dividends were paid on 12 October 2017. At 30 September 2017, the amount of dividends payable was included in trade and other payables in the consolidated statement of financial position.

Final dividend of \$0.10 per ordinary share in respect of the year ended 31 March 2016 amounted to \$20,675,000 was approved during the period ended 30 September 2016 and paid on 3 October 2016.

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6. 所得稅

綜合損益表所示的所得稅為：

		Six months ended 30 September 截至九月三十日止六個月	
		2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
Current tax – Hong Kong Profits Tax	本期稅項 – 香港利得稅	1,390	456
Current tax – Overseas	本期稅項 – 境外	1,261	451
Deferred tax relating to the origination and reversal of temporary differences	有關遞延稅項暫時差異的產生及撥回	1,125	158
		3,776	1,065

二零一七年度香港利得稅撥備是按本期間之估計應評稅溢利以16.5% (二零一六年：16.5%) 的稅率計算。

香港境外附屬公司之稅項則以相關國家適用之現行稅率計算。

7. 股息

(a) 應付本公司股權持有人中期股息：

於本六個月期間後不宣派及支付中期股息 (二零一六年：無)。

(b) 應付本公司股權持有人屬於上一財政年度，並於中期報告期間核准的股息：

截至二零一七年三月三十一日止年度之末期股息為每股普通股0.10元，合共20,675,000元，有關建議已於本公司在二零一七年九月二十日召開的股東週年大會中核准。該股息已於二零一七年十月十二日支付。於二零一七年九月三十日，應付股息金額已列入綜合財務狀況表之應付賬款及其他應付款內。

截至二零一六年三月三十一日止年度之末期股息為每股普通股0.10元，合共20,675,000元，已於截至二零一六年九月三十日止期間核准及於二零一六年十月三日支付。

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8. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to ordinary equity shareholders of the Company of \$2,148,000 (2016: profit of \$9,330,000) and the weighted average number of 206,748,000 (2016: 206,748,000) ordinary shares in issue during the period.

(b) Diluted (loss)/earnings per share

The diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share as there were no dilutive potential ordinary shares in existence during the periods ended 30 September 2017 and 2016.

9. TRADE AND OTHER RECEIVABLES

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

		30 September 2017 二零一七年 九月三十日 \$'000 千元	31 March 2017 二零一七年 三月三十一日 \$'000 千元
Within 1 month	一個月以內	36,958	57,146
Over 1 month but within 2 months	一個月以上但兩個月以內	36,958	23,613
Over 2 months but within 3 months	兩個月以上但三個月以內	14,298	20,857
Over 3 months but within 4 months	三個月以上但四個月以內	11,129	5,837
Over 4 months	四個月以上	4,625	9,186
Trade debtors and bills receivable, net of allowance for doubtful debts	應收賬款及應收票據 (扣除呆壞賬撥備)	103,968	116,639
Deposits, prepayments and other debtors	訂金、預付款及其他應收款	34,855	17,493
Amounts due from related companies	應收關連公司款項	6,217	4,596
Amount due from an associate	應收一聯營公司款項	17	17
Derivative financial instruments	衍生金融工具	-	94
		145,057	138,839

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

Trade debtors and bills receivable are due between 0 to 120 days from the date of billing.

The amounts due from related companies and an associate are unsecured, interest-free and recoverable on demand except for those trade related items under normal trade terms.

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8. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

每股基本(虧損)/盈利乃根據應撥歸於本公司普通股股權持有人應佔虧損2,148,000元(二零一六年:盈利9,330,000元)及期內已發行普通股之加權平均數206,748,000股(二零一六年:206,748,000股)計算。

(b) 每股攤薄(虧損)/盈利

截至二零一七年及二零一六年九月三十日止期間,本公司並無具有潛在攤薄能力之普通股;故此每股基本(虧損)/盈利與每股攤薄(虧損)/盈利相同。

9. 應收賬款及其他應收款

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

	30 September 2017 二零一七年 九月三十日 \$'000 千元	31 March 2017 二零一七年 三月三十一日 \$'000 千元
Within 1 month	36,958	57,146
Over 1 month but within 2 months	36,958	23,613
Over 2 months but within 3 months	14,298	20,857
Over 3 months but within 4 months	11,129	5,837
Over 4 months	4,625	9,186
Trade debtors and bills receivable, net of allowance for doubtful debts	103,968	116,639
Deposits, prepayments and other debtors	34,855	17,493
Amounts due from related companies	6,217	4,596
Amount due from an associate	17	17
Derivative financial instruments	-	94
	145,057	138,839

本集團之絕大部份應收賬款及其他應收款均預期於一年內收回或確認為支出。

應收賬款及應收票據在發單日期後0至120日內到期。

除了在正常貿易條款下所進行之交易,應收關連公司及一聯營公司款項是沒有抵押、不帶利息,並可按通知即時收回。

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10. CASH AND CASH EQUIVALENTS

		30 September 2017 二零一七年 九月三十日 \$'000 千元	31 March 2017 二零一七年 三月三十一日 \$'000 千元
Deposits with banks	銀行存款	180,000	171,629
Cash at bank and in hand	銀行活期存款及現金	122,398	141,860
		302,398	313,489

11. TRADE AND OTHER PAYABLES

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

		30 September 2017 二零一七年 九月三十日 \$'000 千元	31 March 2017 二零一七年 三月三十一日 \$'000 千元
Within 1 month	一個月以內	38,909	41,971
Over 1 month but within 2 months	一個月以上但兩個月以內	19,058	10,171
Over 2 months but within 3 months	兩個月以上但三個月以內	4,945	9,589
Over 3 months	三個月以上	4,690	3,644
Trade creditors and bills payable	應付賬款及應付票據	67,602	65,375
Accrued charges and other creditors	應計費用及其他應付款	48,721	39,530
Dividends payable	應付股息	20,675	-
Amounts due to related companies	應付關連公司款項	303	339
Amounts due to joint ventures	應付合營企業款項	13	79
Amount due to an associate	應付一聯營公司款項	205	197
Derivative financial instruments	衍生金融工具	2,598	48
		140,117	105,568

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10. 現金及現金等價物

11. 應付賬款及其他應付款

於結算日，根據發票日期的應付賬款及應付票據（已計入應付賬款及其他應付款）的賬齡分析如下：

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12. FAIR VALUE MEASUREMENT

(a) Financial instruments measured at fair value

(i) Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

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

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12. 公平價值計量

(a) 按公平價值計量的金融工具

(i) 公平價值層級

下表列載本集團經常性地於結算日按公平價值計量的金融工具，並根據《香港財務報告準則》第13號《公平價值計量》所界定的公平價值層級分類為三個級別。公平價值計量級別之分類乃按估值方法中所用數據之可觀察性及重要性所釐定：

- 第一級別估值：僅採用第一級別數據，即相同資產或負債於計量日於活躍市場上的報價（不作調整）來計算公平價值
- 第二級別估值：採用第二級別數據，即未能符合第一級別的可觀察數據，且不採用重大不可觀察數據來計算公平價值。不可觀察數據為無法獲得市場資料的數據
- 第三級別估值：採用重大不可觀察數據來計量公平價值

	Fair value at 30 September 2017 於二零一七年九月三十日之公平價值	Fair value measurements as at 30 September 2017 categorised into 於二零一七年九月三十日公平價值計量分類為以下級別			Fair value at 31 March 2017 於二零一七年三月三十一日之公平價值	Fair value measurements as at 31 March 2017 categorised into 於二零一七年三月三十一日公平價值計量分類為以下級別		
		Level 1 第一級別 \$'000 千元	Level 2 第二級別 \$'000 千元	Level 3 第三級別 \$'000 千元		Level 1 第一級別 \$'000 千元	Level 2 第二級別 \$'000 千元	Level 3 第三級別 \$'000 千元
<i>Recurring fair value measurements</i>	<i>經常性公平價值計量</i>							
Assets:	資產:							
- Listed available-for-sale equity securities	- 可供出售上市股權證券	3,631	3,631	-	4,876	4,876	-	-
- Derivative financial instruments	- 衍生金融工具	-	-	-	94	-	94	-
Liabilities:	負債:							
- Derivative financial instruments	- 衍生金融工具	(2,598)	-	(2,598)	(48)	-	(48)	-

During the six months ended 30 September 2017 and 2016, there were no transfers between Level 1 and Level 2 or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一七年及二零一六年九月三十日止六個月內，並沒有金融工具在第一級別與第二級別之間作轉移，或於第三級別轉入或轉出。按本集團之政策，當公平價值級別發生轉撥時於結算日予以確認。

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12. FAIR VALUE MEASUREMENT (continued)

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

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

The fair value of forward foreign exchange contracts in Level 2 is marked to market by discounting the contractual forward price and deducting the forward rate at the end of the reporting period. The discount rate used is derived from the prevailing market interest rate at the end of the reporting period.

(b) Fair value of financial instruments carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 September 2017 and 31 March 2017.

13. COMMITMENTS

Capital commitments outstanding at 30 September 2017 not provided for in the consolidated financial statements were as follows:

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12. 公平價值計量(續)

(a) 按公平價值計量的金融工具(續)

(ii) 採用於第二級別公平價值計量的估值方法及所用數據

遠期外匯合約公平價值(第二級別)乃貼現合約遠期價格,並於結算日扣除現行的遠期匯率。貼現率乃參照於結算日現行市場利率而釐定。

(b) 以非公平價值列賬之金融工具之公平價值

本集團於二零一七年九月三十日及二零一七年三月三十一日以成本或經攤銷成本列賬的金融工具之賬面值與其公平價值並無重大差異。

13. 承擔

於二零一七年九月三十日,仍未在綜合財務報表作出撥備之資本承擔如下:

		30 September 2017 二零一七年 九月三十日 \$'000 千元	31 March 2017 二零一七年 三月三十一日 \$'000 千元
<i>The Group's capital commitment:</i>			
Contracted for	本集團的資本承擔: 已訂約	428	290
<i>The Group's share of the capital commitments of joint ventures:</i>			
Contracted for	本集團佔合營企業的資本承擔: 已訂約	-	6,840

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14. MATERIAL RELATED PARTY TRANSACTIONS

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

(a) Transactions with YGM Trading Limited and its subsidiaries (“YGMT Group”)

Purchases of garment products	購買成衣產品		
Sales of garment products	銷售成衣產品	9,808	8,635
Rental income received and receivable	已收及應收物業租金收益	3,505	3,480
Management fee received and receivable	已收及應收管理費	372	372
Building management fee received and receivable	已收及應收樓宇管理費	144	144

Note:

YGMT Group is related to the Group as certain directors and their associates are collectively the controlling shareholders of both YGMT Group and the Group.

(b) Transactions with other related parties

Wuxi YGM Textile Co., Ltd.	無錫長江精密紡織有限公司		
Purchases of raw materials	購買原材料	6,115	2,961

Note:

Wuxi YGM Textile Co., Ltd. is a wholly owned subsidiary of Wuxi No. 1 Cotton Investment Co., Ltd., a joint venture of the Group.

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14. 與關連人士之重大交易

各董事認為與下列關連人士進行之重大交易乃在日常業務過程中按正常商業條款進行：

(a) 與YGM貿易有限公司及其附屬公司(「YGMT集團」)之交易

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

2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
-------------------------------	-------------------------------

		–	8
		9,808	8,635
		3,505	3,480
		372	372
		144	144

附註：

YGMT集團之若干董事及彼等之聯繫人士同時為YGMT集團及本集團之控股股東。因此，YGMT集團為本集團之關連人士。

(b) 其他關連人士之交易

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

2017 二零一七年 \$'000 千元	2016 二零一六年 \$'000 千元
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		6,115	2,961

附註：

無錫長江精密紡織有限公司為本集團之合營企業無錫一棉投資有限公司之全資擁有附屬公司。

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14. MATERIAL RELATED PARTY TRANSACTIONS (continued)

14. 與關連人士之重大交易(續)

(c) Balances due from/(to) related companies, joint ventures and an associate:

(c) 應收／(應付)關連公司、合營企業及一聯營公司款項：

		30 September 2017 二零一七年 九月三十日 \$'000 千元	31 March 2017 二零一七年 三月三十一日 \$'000 千元
	Note 附註		
Amount due from YGMT Group	應收YGMT集團款項	6,217	4,596
Amount due to YGMT Group	應付YGMT集團款項	(6)	(9)
Amount due to WTC07 Holdings Pte Ltd.	應付WTC07 Holdings Pte Ltd.款項 (i)	(297)	(330)
Amount due to Allied Textiles Co., Ltd.	應付新聯興紡織有限公司款項 (ii)	(13)	(13)
Amount due to Wuxi YGM Textile Co., Ltd.	應付無錫長江精密紡織 有限公司款項 (ii)	-	(66)
Amount due from Guangdong Xi Mu Industrial Company Limited	應收廣東西姆實業有限公司款項	17	17
Amount due to Guangdong Xi Mu Industrial Company Limited	應付廣東西姆實業有限公司款項	(205)	(197)

Notes:

- (i) WTC07 Holdings Pte Ltd. is related to the Group as it is held by a director of the Group.
- (ii) Allied Textiles Co., Ltd. and Wuxi YGM Textiles Co., Ltd. are wholly owned subsidiaries of Wuxi No. 1 Cotton Investment Co., Ltd., a joint venture of the Group.

附註：

- (i) WTC07 Holdings Pte Ltd.由本集團一位董事擁有。因此，WTC07 Holdings Pte Ltd.為本集團之關連人士。
- (ii) 新聯興紡織有限公司及無錫長江精密紡織有限公司為本集團之合營企業無錫一棉投資有限公司之全資擁有附屬公司。

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15. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2017

A number of amendments and new standards are effective for annual periods beginning after 1 April 2017 and earlier application is permitted; however, the Group has not early adopted any new or amended standards in preparing this interim financial report.

The Group has the following updates to the information provided in the last annual financial statements about the possible impacts of the new standards issued but not yet effective which may have a significant impact on the Group's consolidated financial statements:

HKFRS 16, *Leases*

Currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

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(以港元計)

15. 已經頒佈但於截至二零一七年九月三十日 止六個月尚未生效的修訂、新訂準則及詮 釋的可能影響

自二零一七年四月一日起開始的年度期間有效的多項修訂及新準則均允許提前採納，然而，本集團尚未提早採納任何新訂或經修訂的準則來編製本中期財務報告。

本集團對上一年度財務報告中提供有關可能對本集團合併財務報表產生重大影響但尚未生效的新標準可能產生的影響的信息進行了以下之更新：

財務報告準則第16號，*租賃*

本集團現時將租賃分類為融資租賃及經營租賃，並根據不同租賃分類安排入賬。本集團訂立若干租賃並作為出租人及其他租賃則作為承租人。

財務報告準則第16號預期將不會對出租人於其租賃項下之權利及義務及其入賬方式造成重大影響。然而，一旦採納財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，在可行權宜方法之規限下，承租人將按與現有融資租賃相若之會計處理方式對所有租賃入賬，即於租賃開始日期，承租人將按未來最低租賃付款之現值確認及計量租賃負債，並將確認為相應之「使用權」資產。初步確認該資產及負債後，承租人將確認租賃負債未償餘額的累積利息開支及使用權資產折舊，以取代現有政策中於租賃期內按系統化基準確認經營租賃項下所產生之租金開支。作為可行權宜方法，承租人可選擇不以應用此項會計模式於短期租賃（即租期為十二個月或以下）及低價值資產之租賃，於該等情況下，租金開支將繼續於租賃期內按系統化基準予以確認。

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15. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2017 (continued)

HKFRS 16, *Leases* (continued)

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for other properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. Some of the Group's future minimum lease payments under non-cancellable operating leases may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

HKFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group has decided not to early adopt HKFRS 16 in its 2018 consolidated financial statements.

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截至二零一七年九月三十日止六個月
(以港元計)

15. 已經頒佈但於截至二零一七年九月三十日 止六個月尚未生效的修訂、新訂準則及詮 釋的可能影響(續)

財務報告準則第16號，租賃(續)

財務報告準則第16號將主要影響本集團作為承租人就物業、廠房及設備之租賃(目前分類為經營租賃)之會計處理法。應用新會計模式預期將同時增加資產及負債，並對租賃期內在損益表中確認開支的時間造成影響。其中部分本集團不可撤銷經營租約的未來最低租賃付款有可能因為採納財務報告準則第16號而須要確認為租賃負債及其相應之使用權資產。本集團需要在考慮可行權宜情況及就現時與採納財務報告準則第16號後訂立或撤銷之租賃調整及折現影響後，再作詳細分析，去計量於採納財務報告準則第16號後就經營租賃承擔所衍生的資產及負債金額。

財務報告準則第16號於二零一九年一月一日或之後的年度期間生效。本集團決定在二零一八年度之綜合財務報表中並不會提早採納財務報告準則第16號。

INTERIM DIVIDEND

The Board has resolved not to declare the payment of interim dividend for the six months ended 30 September 2017 (2016: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Key Performance Indicators

Revenue	收入	314,747	350,947	-10%
Gross profit	毛利	55,607	64,237	-13%
Gross profit margin	毛利率	18%	18%	-0pp
Loss from operations	經營虧損	(2,864)	(1,180)	143%
Operating margin	經營溢利率	-1%	0%	-1pp
(Loss)/profit attributable to equity shareholders of the Company	本公司股權持有人應佔(虧損)/溢利	(2,148)	9,330	-123%
Net profit margin	純利率	-1%	3%	-4pp
Earnings before interest income, finance costs, income tax, depreciation and amortisation (EBITDA)	扣除利息收益、融資成本、所得稅、折舊及攤銷前的盈利「EBITDA」	5,012	14,699	-66%
EBITDA margin	EBITDA率	2%	4%	-2pp
(Loss)/earnings per share – basic	每股(虧損)/盈利 – 基本	(\$0.01)	\$0.05	-120%

Business Review and Prospects

During the six months under review, our Group recorded an overall loss of HK\$2,766,000 as compared with a profit of HK\$8,545,000 for the same period last year. The negative result as stated in our Profit Warning published on 16 November 2017 is mainly attributable to two factors – first being a drop of sales turnover in garment business caused by unfavourable market conditions, and the second being the absence of a one-off non-cash gain of HK\$12.8 million arising from the release of exchange reserve upon the deregistration of a subsidiary in the current period.

Our factory in Bangladesh had recorded a loss for the period under review due to the increase of production costs and fewer orders for the months of August and September 2017. Production returned to normal level in October 2017 and the factory will continue to run at full capacity until end March 2018. Although the performance of the second half of the year would greatly improve, a slight loss is expected for the overall result for the whole financial year.

Our Myanmar operation for the first half of the year had recorded a loss due to high running costs and lower production efficiency. The second half of the year remains difficult but as our production efficiency is improving, we expect the loss would be narrowed down by the end of the financial year.

中期股息

董事會決議不宣派截至二零一七年九月三十日止六個月之中期股息(二零一六年:無)。

管理層討論及分析

主要表現指標

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

	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	+/- Change 變動
Revenue	314,747	350,947	-10%
Gross profit	55,607	64,237	-13%
Gross profit margin	18%	18%	-0pp
Loss from operations	(2,864)	(1,180)	143%
Operating margin	-1%	0%	-1pp
(Loss)/profit attributable to equity shareholders of the Company	(2,148)	9,330	-123%
Net profit margin	-1%	3%	-4pp
Earnings before interest income, finance costs, income tax, depreciation and amortisation (EBITDA)	5,012	14,699	-66%
EBITDA margin	2%	4%	-2pp
(Loss)/earnings per share – basic	(\$0.01)	\$0.05	-120%

業務回顧及前景

於回顧之六個月內，本集團錄得整體虧損2,766,000港元，去年同期則錄得溢利8,545,000港元。誠如二零一七年十一月十六日公佈之盈利警告中所述，業績欠佳乃主要由於兩個因素 – 首先是不利的市場環境導致本集團成衣業務之銷售額下降，第二是於本期間內，並無錄得約12,800,000港元因一附屬公司於註銷後撥回匯兌儲備而產生的一次性非現金收益。

我們在孟加拉的工廠於回顧期間內錄得虧損，主要為生產成本上漲及於二零一七年八月及九月份接獲較少訂單所致。工廠的生產量於二零一七年十月已回復至正常水平，並預期將繼續以最高產能運作至二零一八年三月底。儘管下半年的表現有望大幅提升，我們預期全年整體業務仍錄得輕微虧損。

我們在緬甸的業務於上半年錄得虧損，主要為高營運成本及較低的生產效率所致。下半年相信仍然是困難的，但隨著生產效率不斷提升，我們預期虧損幅度於本財政年度底將有所收窄。

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review and Prospects (continued)

A drastic drop of production orders had affected our production in China and a loss was reported for the first half of the year. We expect the impact would continue to hit our production in the second half of the year. Although a negative result for the whole financial year is inevitable, the management will endeavor to cut the loss to its minimum.

The performance of our joint ventures in Wuxi, China in the first half of the year continued to improve. Adjusted product mix in response to the changing market demands as well as the utilization of substantially better quality Xinjiang cotton raw materials attributed to the better results. Barring unforeseen circumstances, Wuxi group is expected to remain profitable during the rest of the financial year.

Our core garment business for the first half of the year under review recorded a loss mainly due to a decrease of revenue. Prices are major issues for all overseas buyers, and many of them moved their orders out of China to other lower costs countries. U.K.'s Brexit and other political uncertainties in Europe will continue to affect our results for the remaining months. With the absence of the one-time non-recurring income, the management expects the overall profit of the group for the whole financial year will decrease.

Liquidity and Financial Position

During the period under review, the Group's operations continued to be mainly financed by the internal resources.

As at 30 September 2017, the cash and bank balances of the Group were approximately HK\$302,398,000 (as at 31 March 2017: HK\$313,489,000). As at 30 September 2017 and 31 March 2017, the Group did not have any short term and long term borrowings.

The Group adopts a prudent policy to hedge the fluctuation of foreign exchange rates. As most of the Group's sales, purchases, cash and bank balances are denominated in Hong Kong dollars, United States dollars, Euros, Pounds Sterling or Renminbi, the Group may enter into forward foreign exchange contracts to hedge its receivables and payables denominated in the above foreign currencies against the exchange rate fluctuation when the exposure is significant. As at 30 September 2017, the Group has forward foreign exchange contracts hedging forecast transactions with net fair value of HK\$2,598,000 (liabilities) (as at 31 March 2017: HK\$94,000 (assets) and HK\$48,000 (liabilities)), recognised as derivative financial instruments.

During the period, the Group spent approximately HK\$1,717,000 in additions and replacement of other property, plant and equipment, compared to HK\$980,000 for the same period last year.

The share capital of the Company remained unchanged during the period under review.

Pledge of Assets

As at 30 September 2017, none of the assets of the Group was pledged.

Employment and Remuneration Policies

As at 30 September 2017, the Group, including its subsidiaries but excluding its associate and joint ventures, employed approximately 3,800 employees. Remuneration packages are determined by reference to employees' performance and the prevailing salary levels in the market. In addition, the Group provides year end double pay, provident fund scheme, medical insurance and training to staff.

管理層討論及分析

業務回顧及前景(續)

生產訂單急速下降影響我們在中國國內的生產，導致上半年錄得虧損，我們預期這衝擊將會持續影響我們下半年的生產。儘管整個財政年度錄得虧損是難以避免的，管理層仍竭力將虧損減至最低。

中國無錫合營企業於上半年的業績持續改善，這成果歸因於因應市場需求改變而調整產品組合及採用更優質的新疆棉花原材料。除發生不可預期的狀況，我們相信無錫集團餘下的財政年度仍會獲得盈利。

我們核心成衣業務於上半年由於收入下降而錄得虧損。產品價格乃所有海外買家的重要因素，當中許多買家已將訂單移離中國至其他成本較低的國家。英國脫歐及歐洲其他政治不明朗因素將持續影響我們下半年的業績。由於缺少一次性非經常收益，管理層預期集團財政年度整體利潤將有所下降。

流動資金及財務狀況

於回顧期間內，本集團仍主要以其內部資源作為營運資金。

於二零一七年九月三十日，本集團之現金及銀行結餘約為302,398,000港元(於二零一七年三月三十一日：313,489,000港元)。於二零一七年九月三十日及二零一七年三月三十一日，本集團並沒有任何短期及長期借貸。

本集團採用審慎政策以對沖匯率波動。由於本集團大部份銷售、採購、現金及銀行結餘均主要以港元、美元、歐羅、英鎊或人民幣結算，當風險重大時，本集團或會就以上外幣結算之應收及應付款訂立遠期合約，以對沖外匯波動。於二零一七年九月三十日，本集團用以對沖預期交易之遠期外匯合約之公平價值淨額為2,598,000港元(負債)(於二零一七年三月三十一日：94,000港元(資產)及48,000港元(負債))，並已確認為衍生金融工具。

期內，本集團斥資1,717,000港元用作經常性增置及重置其他物業、廠房及設備，去年同期則為980,000港元。

本公司之股本於回顧期間內並無任何變動。

資產抵押

於二零一七年九月三十日，本集團並無以任何資產作抵押。

僱員及薪酬政策

於二零一七年九月三十日，除聯營公司及合營企業外，本集團(包括其附屬公司)聘用約3,800名僱員。薪酬組合乃參照員工之表現及市場當時之薪金水平而釐定。此外，本集團為僱員提供年終雙薪、公積金計劃、醫療保險及培訓。

OTHER INFORMATION

Directors' Interests in Shares

(a) As at 30 September 2017, the interests and short positions of the directors and their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") and which were required to be entered in the register kept by the Company under section 352 of the SFO were as follows:

Name of director	董事姓名	Number of ordinary shares 普通股股份數目			
		Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益
Chan Sui Kau	陳瑞球	13,965,280	—	—	(i)
Chan Wing Fui, Peter	陳永奎	486,102	8,678,465	—	(i)
Chan Wing Kee	陳永棋	8,589,624	319,691	—	(i) & (ii)
Chan Wing To	陳永滔	12,353,389	—	—	(i) & (ii)
Chan Wing Sun, Samuel	陳永燊	6,089,244	250,000	3,604,415	(i)
Chan Suk Ling, Shirley	周陳淑玲	4,535,816	524,000	—	(i)
Chan Suk Man	劉陳淑文	3,438,466	—	—	(i) & (ii)
So Ying Woon, Alan	蘇應垣	12,000	—	—	—
Lin Keping	林克平	—	—	—	—
Sze Cho Cheung, Michael	施祖祥	—	—	—	—
Choi Ting Ki	蔡廷基	—	—	—	—
So Stephen Hon Cheung	蘇漢章	—	—	—	—

Notes:

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

其他資料

董事之股份權益

(a) 於二零一七年九月三十日，本公司各董事及彼等之聯繫人士於本公司或任何聯營公司（按證券及期貨條例（「證券條例」）第XV部之涵義）之股份、相關股份及債券中擁有根據證券條例第XV部第7及8分部、上市公司董事進行證券交易標準守則（「標準守則」）之規定須知會本公司及聯交所之權益及淡倉（包括彼等根據該等證券條例規定被視作或當作擁有之權益及淡倉），並須登記於根據證券條例第352條存置之登記冊之權益及淡倉如下：

附註：

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

OTHER INFORMATION

Directors' Interests in Shares (continued)

(b) Save as disclosed above, as at 30 September 2017, none of the directors or their associates, had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders

Other than the interests disclosed in the section "Directors' Interests in Shares" in respect of the directors, the Company has been notified of the following interests in the Company's issued shares as at 30 September 2017 amounting to 5% or more of the ordinary shares in issue.

Name of shareholder	股東名稱	Capacity 權益性質	Number of ordinary shares held 持有普通股 股份數目	Percentage of ordinary shares in issue 佔已發行普通股 股份百分比
Guangzhou Textiles Industry & Trade Holdings Ltd.	廣州紡織工貿企業集團有限公司	Beneficial owner 實益擁有人	17,806,000 (note) (附註)	8.61%

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

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

其他資料

董事之股份權益(續)

(b) 除上文所披露外，於二零一七年九月三十日，各董事或彼等之聯繫人士概無於本公司或任何聯營公司（按證券條例第XV部之涵義）之股份、相關股份或債券中擁有或被視作擁有根據證券條例第XV部第7及8分部之任何權益或淡倉而須登記於本公司根據證券條例第352條存置之登記冊之任何權益，或根據標準守則之規定須知會本公司及聯交所之任何權益。

主要股東

於二零一七年九月三十日，除在上述「董事之股份權益」所披露之權益外，本公司已獲知會下列佔已發行普通股之5%或以上之本公司已發行股份權益。

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

除上文所披露外，本公司並無獲知會任何其他須記錄在根據證券條例第336條規定存置之登記冊的權益。

OTHER INFORMATION

Connected Transactions and Directors' Interests in Transactions, Arrangements or Contracts

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

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

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

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the period ended 30 September 2017.

Audit Committee

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

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and the unaudited interim financial statements of the Group for the period ended 30 September 2017.

其他資料

關連交易及董事之交易、安排或合約權益

根據香港聯合交易所有限公司證券上市規則（「上市規則」）第14A章所列的關連交易詳情載於本中期財務報告附註14內。獨立非執行董事認為，本集團所進行之關連交易均：

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

除以上所述者外，本公司各董事概無於本公司或其任何附屬公司所訂立，而於期末或期內任何時間仍屬有效之交易、安排或重大合約中佔有重大權益。

購買、出售或贖回股份

截至二零一七年九月三十日止期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

審核委員會

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

本公司之審核委員會已與管理層審閱本集團所採納的會計原則及慣例，以及本集團截至二零一七年九月三十日止期間之未經審核財務報表。

OTHER INFORMATION

Corporate Governance Practices

In the opinion of the Board, the Company has complied throughout the period ended 30 September 2017 with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, except that the non-executive directors were not appointed for a specific term but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Company's articles of association.

Directors' Securities Transactions

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

By Order of the Board
Chan Wing Fui, Peter
Chairman

Hong Kong, 29 November 2017

其他資料

企業管治常規

董事會認為，除非執行董事並無指定明確任期而須根據本公司組織章程於本公司股東週年大會輪值告退及重選外，本公司於截至二零一七年九月三十日止期間內一直遵守上市規則附錄14所載之企業管治常規守則。

董事之證券交易

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

承董事會命
主席
陳永奎

香港，二零一七年十一月二十九日



長江製衣有限公司
YANGTZEKIANG GARMENT LIMITED