



PACIFIC TEXTILES HOLDINGS LIMITED

互太紡織控股有限公司

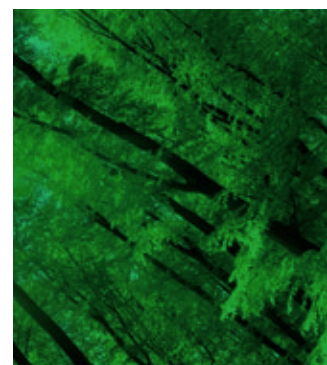
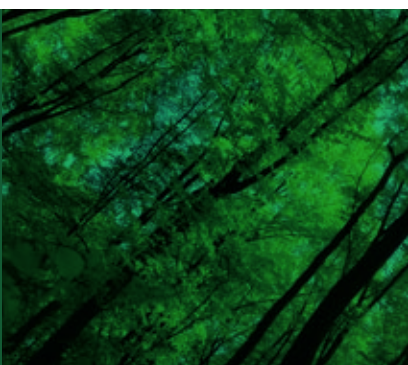
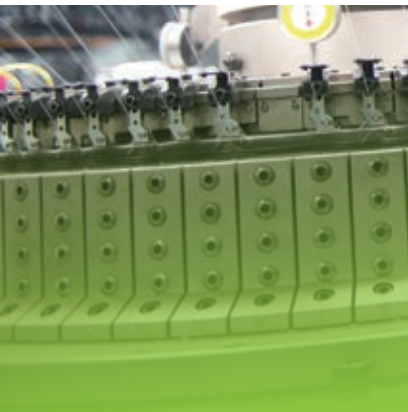
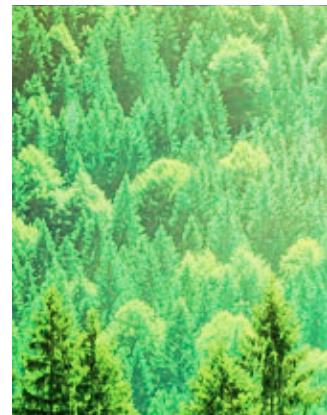
(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號 : 01382)

2018/19 INTERIM REPORT

中期報告



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. WAN Wai Loi (*Chairman and Chief Executive Officer*)

Mr. LAU Yiu Tong (*Vice Chairman*)

Mr. TOU Kit Vai (*Chief Financial Officer*)

Mr. Toshiya ISHII

Non-executive Directors

Mr. CHOI Kin Chung

Mr. TSANG Kang Po (*resigned on 1 July 2018*)

Independent Non-executive Directors

Dr. CHAN Yue Kwong, Michael

Mr. NG Ching Wah

Mr. SZE Kwok Wing, Nigel

AUDIT COMMITTEE

Mr. SZE Kwok Wing, Nigel (*Chairman*)

Dr. CHAN Yue Kwong, Michael

Mr. NG Ching Wah

REMUNERATION COMMITTEE

Dr. CHAN Yue Kwong, Michael (*Chairman*)

Mr. NG Ching Wah

Mr. SZE Kwok Wing, Nigel

Mr. WAN Wai Loi

Mr. LAU Yiu Tong

NOMINATION COMMITTEE

Mr. NG Ching Wah (*Chairman*)

Dr. CHAN Yue Kwong, Michael

Mr. SZE Kwok Wing, Nigel

Mr. WAN Wai Loi

Mr. LAU Yiu Tong

COMPANY SECRETARY

Ms. CHAN Sau Yee

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

Citibank N.A.

Hang Seng Bank Limited

BNP Paribas, Hong Kong Branch

Bank of China (Hong Kong) Limited

董事局

執行董事

尹惠來先生 (*主席兼行政總裁*)

劉耀棠先生 (*副主席*)

杜結威先生 (*首席財務總監*)

石井俊哉先生

非執行董事

蔡建中先生

曾鏡波先生 (*於2018年7月1日辭任*)

獨立非執行董事

陳裕光博士

伍清華先生

施國榮先生

審核委員會

施國榮先生 (*主席*)

陳裕光博士

伍清華先生

薪酬委員會

陳裕光博士 (*主席*)

伍清華先生

施國榮先生

尹惠來先生

劉耀棠先生

提名委員會

伍清華先生 (*主席*)

陳裕光博士

施國榮先生

尹惠來先生

劉耀棠先生

公司秘書

陳秀儀女士

主要往來銀行

香港上海滙豐銀行有限公司

花旗銀行

恒生銀行有限公司

法國巴黎銀行香港分行

中國銀行(香港)有限公司

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

PRINCIPAL PLACE OF BUSINESS IN THE PRC

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

PRINCIPAL PLACE OF BUSINESS IN VIETNAM

Lai Vu Industrial Zone, Lai Vu Commune
Kim Thanh District
Hai Duong Province
Vietnam

PRINCIPAL SHARE REGISTRAR

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17/F., Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

HONG KONG STOCK EXCHANGE STOCK CODE

01382

COMPANY WEBSITE

www.pacific-textiles.com

核數師

羅兵咸永道會計師事務所
香港執業會計師

註冊辦事處

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

總辦事處及香港主要營業地點

香港新界
葵涌大連排道48-56號
東海工業大廈B座8樓

中國主要營業地點

中國廣東省
廣州市南沙區
萬頃沙鎮
六涌同興村

越南主要營業地點

Lai Vu Industrial Zone, Lai Vu Commune
Kim Thanh District
Hai Duong Province
Vietnam

主要股份過戶登記處

SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110, Cayman Islands

股份過戶登記處香港分處

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

香港聯合交易所股份代號

01382

公司網址

www.pacific-textiles.com

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW

The Company is an investment holding company. Pacific Textiles Holdings Limited and its subsidiaries (the "Group") are principally engaged in manufacturing and trading of textiles products, including high quality cotton and synthetic knitted fabrics.

Revenue

During the period under review, the revenue of the Group was approximately HK\$3,402.7 million (2017: approximately HK\$3,008.3 million) represented an increase of 13.1% as compared with the period ended 30 September 2017.

Revenue generated from sales of goods from different geographical locations (as determined by where the products were delivered to) is set out in note 7 to the Financial Statements of the Company on page 32.

Other incomes composed, among others, sales of residual materials and Government grants (including the support of using new technology and cleaner production) are set out in note 8 of the Financial Statements of the Company on page 34.

Cost of sales

The cost of sales of the Group was approximately HK\$2,771.9 million (2017: HK\$2,500.2 million) represented an increase of 10.9% as compared with the period ended 30 September 2017.

Profit

During the period under review, the profit attributable to equity holders of the Company was HK\$501.6 million (2017: approximately HK\$385.6 million) represented an increase of 30.1% as compared with last year.

The upturn was mainly due to various factors, including but not limited to:

- (i) The steady resumption of production of Vietnam factory since early 2018;
- (ii) Higher sales volume;
- (iii) Broadened customer base and better sales mix

Selling and distribution expenses

During the period, the selling and distribution expenses decreased to HK\$35.7 million (2017: HK\$71 million) mainly due to the decrease in cost in meeting customer claims arising from the production suspension of Vietnam factory during April 2017 to December 2017.

業務及財務回顧

本公司為投資控股公司。互太紡織控股有限公司及其附屬公司（統稱「本集團」）主要從事紡織產品（包括優質全棉及化纖針織布）之製造及貿易。

收入

於回顧期間，本集團之收入為約3,402.7百萬港元（2017年：約3,008.3百萬港元），較截至2017年9月30日止期間增加13.1%。

不同銷售地區之貨品所產生的收入（根據產品交付地點釐定）載於第32頁本公司財務報表附註7。

其他收入包含（其中包括）出售剩餘物料及政府撥款（包括支持使用新技術和清潔生產），載於第34頁本公司財務報表附註8。

銷售成本

本集團之銷售成本為約2,771.9百萬港元（2017年：2,500.2百萬港元），較截至2017年9月30日止期間增加10.9%。

溢利

於回顧期間，本公司權益持有人應佔溢利為501.6百萬港元（2017年：約385.6百萬港元），較去年增加30.1%。

溢利增加乃主要由於多項因素所致，包括但不限於：

- (i) 越南廠房自2018年初起逐漸恢復生產；
- (ii) 銷售量增長；
- (iii) 擴闊客源及較佳的銷售組合

銷售及分銷開支

期內，銷售及分銷開支減至35.7百萬港元（2017年：71百萬港元），乃主要由於2017年4月至2017年12月應對因越南廠房暫停生產導致的客戶索償令成本減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW (Cont'd)

Administration expenses

The administration expenses increased to HK\$95.8 million (2017: HK\$62.3 million) due to higher information technology expenses and labour cost.

Finance costs

Finance costs from continuing operations consisted of interest expenses on bank loan decreased by approximate 52.8% to HK\$3.4 million (2017: HK\$7.2 million) as a result of reduction of total amount of loan and substitute the US loan by lower interest rate HKD loan.

Trade receivables day and Trade payable day

Trade receivables day was 55 days while the trade payable day was 58 days.

Income tax

The Group recorded an income tax expense from continuing operations of approximately HK\$87.9 million during the year under review (2017: HK\$67.7 million). There was no significant change in applicable tax rates for the Company's subsidiaries for both years. The average effective tax rate of the Group was 14.9% which was lower than last year (2017: 15.6%).

Assets

As at 30 September 2018, the total assets of the Group were HK\$5,027.1 million (31 March 2018: HK\$4,852.7 million) represented an increase of 3.6%. The total assets comprised non-current assets of HK\$1,941.4 million (31 March 2018: HK\$2,046.4 million) and current assets of HK\$3,085.7 million (31 March 2018: HK\$2,806.3 million).

Key financial ratios are set out below:

業務及財務回顧 (續)

行政開支

因資訊科技開支及勞工成本提高，以致行政開支增至95.8百萬港元（2017年：62.3百萬港元）。

財務成本

持續經營業務之財務成本包括銀行貸款利息開支，減少約52.8%至3.4百萬港元（2017年：7.2百萬港元），原因是貸款總額減少及以利率較低的港元貸款替代美元貸款。

應收賬款天數及應付賬款天數

應收賬款天數為55天，而應付賬款天數為58天。

所得稅

於回顧年度，本集團錄得持續經營業務之所得稅開支約87.9百萬港元（2017年：67.7百萬港元）。本公司附屬公司於兩個年度之適用稅率並無重大變動。本集團之平均實際稅率為14.9%，較去年（2017年：15.6%）為低。

資產

於2018年9月30日，本集團之資產總值為5,027.1百萬港元（2018年3月31日：4,852.7百萬港元），增加3.6%。總產總值包括非流動資產1,941.4百萬港元（2018年3月31日：2,046.4百萬港元）及流動資產3,085.7百萬港元（2018年3月31日：2,806.3百萬港元）。

關鍵財務比率載列如下：

		For the six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		2018年	2017年
Gross Profit Margin ⁽¹⁾	毛利率 ⁽¹⁾	18.5%	16.9%
Return on Equity ⁽²⁾	權益回報率 ⁽²⁾	15.2%	11.4%
Interest Coverage Ratio ⁽³⁾	利息覆蓋比率 ⁽³⁾	174.9	86.3

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW (Cont'd)

Key financial ratios are set out below: (Cont'd)

Notes:

- (1) The calculation of Gross Profit Margin is based on gross profit divided by revenue and multiplied by 100%.
- (2) The calculation of Return on Equity is based on profit for the year divided by total equity and multiplied by 100%.
- (3) The calculation of Interest Coverage Ratio is based on profit before interest and tax expenses divided by interest expenses.

Liquidity and financial resources and capital structure

As at 30 September 2018, the Group was in a net cash position of HK\$337.4 million (31 March 2018: HK\$207.3 million).

The Group's principal source of working capital was cash generated from sales of its products, supplemented with bank borrowings and a shareholder's loan contributed by our joint venture partner for the Vietnam subsidiary.

As at 30 September 2018, the Group had total cash and bank balances of HK\$743 million (31 March 2018: HK\$666.7 million) comprising of HK\$85 million, the equivalent of HK\$474.2 million denominated in US\$, the equivalent of HK\$180.3 million denominated in RMB, the equivalent of HK\$3.1 million denominated in VND and the equivalent of HK\$0.4 million denominated in other currencies. The cash and bank balances and time deposits were to finance the Group's working capital and capital expenditure plans.

The Group had bank loans of HK\$260 million (31 March 2018: HK\$313.3 million) and the shareholder's loan of HK\$145.6 million (31 March 2018: HK\$146.2 million) contributed by our joint venture partner to the Vietnam subsidiary. The said shareholder's loan was of equity nature and was unlikely to be repaid within one year. The Group did not pledge any of its assets for bank borrowing (31 March 2018: Nil).

For the period ended 30 September 2018, the Group's total assets amounted to HK\$5,027.1 million (31 March 2018: HK\$4,852.7 million) representing an increase of 3.6%. Non-current assets and current assets were HK\$1,941.4 million and HK\$3,085.7 million respectively. The above assets were financed by current liabilities of HK\$1,513.8 million, non-current liabilities of HK\$201.7 million and equity attributable to Shareholders of HK\$3,329.4 million.

業務及財務回顧 (續)

關鍵財務比率載列如下：(續)

註：

- (1) 毛利率乃按毛利除以收入再乘以100%計算。
- (2) 權益回報率乃按年內溢利除以權益總額再乘以100%計算。
- (3) 利息覆蓋比率乃按除利息及稅項開支前溢利除以利息開支計算。

資金流動性與財務資源及資本架構

於2018年9月30日，本集團之淨現金水平為337.4百萬港元（2018年3月31日：207.3百萬港元）。

本集團之主要營運資金來源為銷售其產品產生的現金，配以銀行借貸以及我們的合營企業夥伴向越南附屬公司提供的股東貸款。

於2018年9月30日，本集團擁有現金及銀行結餘總額743百萬港元（2018年3月31日：666.7百萬港元），當中包括85百萬港元、相等於474.2百萬港元之美元、相等於180.3百萬港元之人民幣、相等於3.1百萬港元之越南盾及相等於0.4百萬港元之其他貨幣。現金及銀行結餘連同定期存款為本集團之營運資金及資本開支計劃提供資金來源。

本集團擁有銀行貸款260百萬港元（2018年3月31日：313.3百萬港元）及由我們的合營企業夥伴向我們越南附屬公司提供的股東貸款145.6百萬港元（2018年3月31日：146.2百萬港元）。所述股東貸款為權益性質，並不太可能於一年內償還。本集團並無就銀行借貸抵押其任何資產（2018年3月31日：無）。

截至2018年9月30日止期間，本集團資產總值為5,027.1百萬港元（2018年3月31日：4,852.7百萬港元），增加3.6%。非流動資產及流動資產分別為1,941.4百萬港元及3,085.7百萬港元。上述資產由流動負債1,513.8百萬港元、非流動負債201.7百萬港元及股東應佔權益3,329.4百萬港元提供融資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW (Cont'd)

Capital expenditure and capital commitment

The Group had been adopting cautious measures and fine-tuned its capital expenditure in response to the market demand. During the period under review, total capital expenditure increased by 102.7% to HK\$96.5 million (2017: HK\$47.6 million) which was mainly used to purchase machinery and to finance the environmental protection projects of Panyu factory and Vietnam factory.

Details on the land use rights, property, plant and equipment are set out on pages 40 to 41 of this interim report.

Key liquidity or leverage ratios:

		As at 30 September 2018 於2018年9月30日	As at 31 March 2018 於2018年3月31日
Current Ratio ⁽⁴⁾	流動比率 ⁽⁴⁾	2	2.1
Quick Ratio ⁽⁵⁾	速動比率 ⁽⁵⁾	1.4	1.3
Gearing Ratio ⁽⁶⁾	資本負債比率 ⁽⁶⁾	13.2%	14.4%
Debt to Equity Ratio ⁽⁷⁾	負債權益比率 ⁽⁷⁾	51.8%	45.3%

Notes:

- (4) The calculation of Current Ratio is based on current assets divided by current liabilities.
- (5) The calculation of Quick Ratio is based on current assets minus inventories divided by current liabilities.
- (6) The calculation of Gearing Ratio is based on total borrowings and bills payable divided by total equity multiplied by 100%.
- (7) The calculation of Debt to Equity Ratio is based on total liabilities divided by total equity multiplied by 100%.

Risk Management on Foreign Exchange and Interest Exposure

The Group had been exposed to foreign exchange risk arising from various currency exposures with respect to the US Dollars, Renminbi and Vietnamese Dongs primarily. The Group managed its foreign exchange risks by performing regular review and monitoring its foreign exchange exposures. The Group would hedge against certain of its exposures in order to reduce the risk involved as appropriate.

The Group mainly operated in Hong Kong, PRC, Macau and Vietnam. Except for certain cash and bank balances and certain inter-company receivables denominated in foreign currencies, transactions were generally conducted in a functional currency of the respective group entity. The foreign currency risk arising from recognised assets and liabilities was considered by the Directors to be minimal.

The Group had been using forward foreign currency contracts to hedge part of its foreign exchange risk. These forward foreign currency contracts did not qualify for hedge accounting and were accounted for at fair value through profit or loss.

業務及財務回顧 (續)

資本開支及資本承擔

本集團一直採取謹慎的措施，並根據市場的需求而微調資本開支。於回顧期間，本集團錄得資本開支總額增加102.7%至96.5百萬港元（2017年：47.6百萬港元），主要提供購買機器及番禺廠房及越南廠房環保項目的資金。

土地使用權以及物業、廠房及設備之詳情載於本中期報告第40至第41頁。

主要流動資金或槓桿比率：

	As at 30 September 2018 於2018年9月30日	As at 31 March 2018 於2018年3月31日
Current Ratio ⁽⁴⁾	2	2.1
Quick Ratio ⁽⁵⁾	1.4	1.3
Gearing Ratio ⁽⁶⁾	13.2%	14.4%
Debt to Equity Ratio ⁽⁷⁾	51.8%	45.3%

註：

- (4) 流動比率乃按流動資產除以流動負債計算。
- (5) 速動比率乃按流動資產減存貨除以流動負債計算。
- (6) 資本負債比率乃按總借貸及應付票據除以權益總額再乘以100%計算。
- (7) 負債權益比率乃按負債總額除以權益總額再乘以100%計算。

外匯及利率風險管理

本集團一直面對多種貨幣之外匯風險，主要涉及美元、人民幣及越南盾。本集團通過定期檢討及監察以管理外匯風險。本集團於適時採用對沖措施以降低若干風險。

本集團主要於香港、中國、澳門及越南營運。除了若干現金及銀行結餘與若干內部公司應收款項以外幣計算，交易通常以各集團之功能貨幣進行。董事認為已確認資產與負債所產生之外幣風險極小。

本集團一直採用遠期外匯合約對沖其部分外匯風險。該等遠期外匯合約不符合採用對沖會計法入賬，而按公允值透過損益記賬。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW (Cont'd)

Pledge of Assets

No assets were pledged to obtain financing as at 31 March 2018 and 30 September 2018 respectively.

Segmental Information

Details of segmental information are set out in note 7 to the interim financial information.

Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Ventures

There was no material acquisition or disposal of the Company's subsidiaries, associates and joint ventures during the six months ended 30 September 2018.

Contingent Liabilities

As at 30 September 2018, the Group had no material contingent liabilities (31 March 2018: Nil).

Events Subsequent to the Period

Save as disclosed in this interim report, there was no significant event subsequent to the period up to the date of reporting.

ENVIRONMENTAL AND SOCIAL REPORTING

The Group had spared no effort to continuously invest in the environmental protection, energy consumption and reduction of wastage, and the achievements were well recognized. Below are some of the awards and accreditation from the governmental bodies or international organizations received by Panyu factory during the period under review: -

- 2017 Outstanding Model Project in Environmental Protection awarded by Guangdong Environment Protection Industry Association in May 2018*
- 2017 Leading Energy Efficient Enterprise honored by The Economic & Information Commission of Guangdong Province in June 2018*
- 2018 Energy Management Insight Award granted by Clean Energy Ministerial ("CEM") in May 2018
- 2018 Textile Industry Informationization Achievement Award (Problem Solution Award) – First Class Award granted by China National Textile & Apparel Council ("CNTAC") in September 2018*

業務及財務回顧 (續)

資產抵押

於2018年3月31日及2018年9月30日，並無為獲得融資抵押資產。

分部資料

分部資料之詳情載於中期財務資料附註7。

重大收購及出售附屬公司、聯營公司及合營企業

截至2018年9月30日止六個月期間，本集團並無作出有關本公司之附屬公司、聯營公司及合營企業之重大收購或出售事項。

或有負債

於2018年9月30日，本集團並無重大或有負債(2018年3月31日：無)。

期後事項

除本中期報告所披露者外，於期間後至報告日期並無任何重大事項。

環境及社會報告

本集團不遺餘力地不斷投資於環保、能源消耗及減少浪費，其成績已獲得認可。以下是番禺廠房於回顧期內收到的政府機構或國際組織頒發的若干獎項和認證：

- 於2018年5月由廣東省環境保護產業協會評為「2017年度廣東省環境保護優秀示範工程」*
- 於2018年6月由廣東省經濟和信息化委員會評為「2017年度能效「領跑者」企業」*
- 清潔能源部長級會議(「CEM」)於2018年5月頒發「2018年能源管理洞察獎」
- 於2018年9月由中國紡織工業聯合會(「CNTAC」)頒發的「2018年紡織行業資訊化成果獎(解決方案獎)一等獎」*

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW (Cont'd)

Environmental and Social Reporting (Cont'd)

- 2018 Textile Industry Informationization Achievement Award (Innovative Application Award) – Second Class Award granted by China National Textile & Apparel Council (“CNTAC”) in September 2018[#]
- One of the Top 10 Best Energy Saving Technologies and Best Practices Case selected by National Development and Reform Commission (“NDRC”) and be further nominated by NDRC being an representative of China for an international award organized by International Partnership for Energy Efficiency Cooperation (“IPEEC”)[#]

[#] The English translated version is for reference only. If there is any inconsistency between the Chinese and English versions, the Chinese version shall prevail.

Employees and Remuneration Policies

As at 30 September 2018, the Group had 5,378 full-time employees (31 March 2018: 5,543). There was no significant change in the Group’s remuneration policy. The Group’s remuneration package for its employees included salary, bonuses, allowances and retirement benefits based on the performance, skills and knowledge of each employee. The Group also provided additional benefits to its employees, for instances subsidized accommodation and meals for those working in production facilities, accident and medical insurance and share options granted to eligible employees under Share Option Scheme, etc.

The Group will continue to provide regular trainings and competitive remuneration package to the employees in order to enhance their incentive and motivation to work.

業務及財務回顧 (續)

環境及社會報告 (續)

- 於2018年9月由中國紡織工業聯合會（「CNTAC」）頒發的「2018年紡織行業資訊化成果獎（創新應用獎）二等獎」[#]
- 獲國家發展和改革委員會（「發改委」）挑選為「最佳節能技術和最佳節能實踐（雙十佳）」之一並獲發改委進一步提名為由國際能效合作夥伴關係（「IPEEC」）組織的一項國際獎項的中國代表[#]

[#] 本英譯內容僅供參考。如中英文內容文意不相符，應以中文為準。

僱員及薪酬政策

於2018年9月30日，本集團僱用5,378名全職僱員（2018年3月31日：5,543名）。本集團薪酬政策並無重大變動。本集團僱員薪酬待遇包括薪金、花紅、津貼及退休福利，其乃根據各僱員表現、技能及知識釐定。本集團亦向僱員提供額外福利，如向駐生產設施之僱員提供食宿津貼、意外及醫療保險以及根據購股權計劃授予合資格僱員購股權等。

本集團將持續向僱員提供定期培訓及具競爭性之薪酬待遇以提升其工作動力及積極性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS AND FINANCIAL REVIEW (Cont'd)

Prospect and Outlook

The financial performance of the Group had been improved during the six months period under review as compared with the same period of last financial year. With the relentless effort of the management team, the production of Vietnam factory had resumed since early 2018 and risen to around 40% of the designed capacity of the factory as at the end of period under review. Subject to the actual amount of sales orders, it is expected that by the end of this financial year, the production level of Vietnam factory will resume to the production level as before the suspension.

Despite the upturn during the past few months, the second half of the Group's financial performance will also depend on the sales orders on our high quality synthetic knitted fabrics, a raw material for cold resistant clothing, which in turn affected by the weather of the coming winter of the Company's major markets. By experience, cold weather will tend to boost the sales volume, and vice versa.

Looking forward, the ever-increasing labour cost and material cost remain a challenge to the business. The macro-economic and political factors, such as potential trade barriers, and the global trend of lower economic growth also pose uncertainty to the second half of the Group's financial performance.

Albeit the unforeseeable business environment, the Group's commitment in wider adoption of green production technology remains unchanged. The Group's technical team has been working on a list of projects relevant to waste water treatment, waste air treatment, use of residue heat, and other automation process in order to increase energy and resources efficiency. Its efforts have been paid off and demonstrated by the Government grants and awards received.

To cope with the challenges ahead, the management will keep abreast of the changes and implement appropriate initiatives and business strategies. Meanwhile, the Group will continue to look for suitable location to build up new production bases in South East Asia for potential expansion as well as risk diversification.

業務及財務回顧 (續)

前景及展望

於六個月的回顧期間，本集團的財務表現較上一財政年度同期有所改善。隨著管理團隊的不懈努力，越南廠房的生產自2018年初開始恢復，並上升至廠房於回顧期末設計產能的約40%。視乎實際的銷售量，到本財政年度末，越南廠房的生產水平預期會回復至未停產前的水平。

儘管過去數月有所好轉，但本集團下半年的財務表現亦將取決於我們優質化纖針織布（耐寒服裝的原材料）的銷售量，而此受到本公司主要市場即將到來的冬季天氣的影響。根據經驗，寒冷的天氣將趨向於促進銷量，反之亦然。

展望未來，不斷增加的勞工成本及物料成本仍然是對業務的挑戰。宏觀經濟及政治因素（如潛在貿易戰）和全球經濟增長放緩的趨勢亦對本集團下半年的財務表現構成不明朗因素。

儘管營商環境不可預見，本集團對更廣泛採用綠色生產技術的承諾保持不變。本集團的技術團隊一直致力於廢水處理、廢氣處理、餘熱利用和其他自動化過程相關的一系列項目，以提高能源和資源效率。其努力已取得回報，並獲得政府撥款及獎勵以作證明。

為應對未來的挑戰，管理層將及時了解變化並實施適當的舉措和業務策略。同時，本集團將繼續於東南亞物色合適地點建立新生產基地作潛在擴張以及風險分散用途。

REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION

中期財務資料的審閱報告



TO THE BOARD OF DIRECTORS OF
PACIFIC TEXTILES HOLDINGS LIMITED
(incorporated in Cayman Islands with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 12 to 55, which comprise the interim condensed consolidated balance sheet of Pacific Textiles Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 September 2018 and the interim condensed consolidated statements of profit or loss, the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

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

CONCLUSION

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

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 22 November 2018

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羅兵咸永道

致互太紡織控股有限公司董事局

(於開曼群島註冊成立之有限公司)

引言

本核數師(以下簡稱「我們」)已審閱列載於第12至55頁的中期財務資料,此中期財務資料包括互太紡織控股有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)於2018年9月30日的中期簡明綜合資產負債表與截至該日止六個月期間的中期簡明綜合損益表、中期簡明綜合全面收益表、中期簡明綜合權益變動表 and 中期簡明綜合現金流量表,以及主要會計政策概要和其他附註解釋。香港聯合交易所有限公司證券上市規則規定,就中期財務資料編製的報告必須符合以上規則的有關條文以及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」。貴公司董事須負責根據香港會計準則第34號「中期財務報告」編製及列報該等中期財務資料。我們的責任是根據我們的審閱對該等中期財務資料作出結論,並按照委聘之條款僅向整體董事局報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

審閱範圍

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

結論

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

羅兵咸永道會計師事務所
執業會計師

香港, 2018年11月22日

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INTERIM FINANCIAL INFORMATION

中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six months ended 30 September 2018

簡明綜合損益表

截至2018年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
	Note 附註		
Revenue	7	3,402,736	3,008,306
Cost of sales	9	(2,771,865)	(2,500,177)
Gross profit		630,871	508,129
Other income and other losses – net	8	64,139	47,177
Distribution and selling expenses	9	(35,672)	(70,984)
General and administrative expenses	9	(95,796)	(62,324)
Operating profit		563,542	421,998
Finance income	10	15,266	6,799
Finance costs	10	(3,398)	(7,165)
Share of profits of associates	16	15,406	12,678
Profit before income tax		590,816	434,310
Income tax expense	11	(87,887)	(67,728)
Profit for the period		502,929	366,582
Profit for the period attributable to:	下列人士於期內應佔溢利：		
Equity holders of the Company	本公司權益持有人	501,568	385,599
Non-controlling interests	非控制性權益	1,361	(19,017)
		502,929	366,582
Earnings per share for profit attributable to equity holders of the Company during the period	期內本公司權益持有人應佔溢利之每股盈利		
– basic (HK\$)	– 基本 (港元)	0.35	0.27
– diluted (HK\$)	– 攤薄 (港元)	0.35	0.27

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

隨附附註為本中期簡明綜合財務資料的組成部分。

INTERIM FINANCIAL INFORMATION

中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2018

簡明綜合全面收益表

截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period	期內溢利	502,929	366,582
Other comprehensive income: <i>Item that may be reclassified to profit or loss</i>	其他全面收入： 可能重新分類至損益的項目		
Currency translation differences	外幣換算差額	(265,403)	94,973
Total comprehensive income for the period	期內全面收入總額	237,526	461,555
Total comprehensive income for the period attributable to:	下列人士應佔期內 全面收入總額：		
Equity holders of the Company	本公司權益持有人	238,591	480,100
Non-controlling interests	非控制性權益	(1,065)	(18,545)
		237,526	461,555

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

隨附附註為本中期簡明綜合財務資料的組成部分。

INTERIM FINANCIAL INFORMATION

中期財務資料

CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 September 2018

簡明綜合資產負債表

於2018年9月30日

		30 September 2018 2018年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 2018年3月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
ASSETS			
Non-current assets			
Land use rights	14	43,291	48,323
Property, plant and equipment	15	1,460,843	1,562,062
Interests in associates	16(a)	307,205	313,011
Available-for-sale financial assets		-	853
Financial assets at fair value through other comprehensive income		853	-
Deferred income tax assets		7,833	9,487
Prepayment for land use rights and property, plant and equipment		121,409	112,636
		1,941,434	2,046,372
Current assets			
Inventories		1,037,583	1,068,184
Trade and bills receivables	17	1,152,244	916,500
Deposits, prepayments and other receivables		101,746	78,467
Amounts due from associates	16(b)	51,083	49,092
Derivative financial instruments		-	16,284
Current income tax recoverable		-	11,110
Short-term bank deposits		32,549	43,875
Cash and cash equivalents		710,493	622,826
		3,085,698	2,806,338
Total assets		5,027,132	4,852,710
EQUITY			
Equity attributable to equity holders of the Company			
Share capital	18	1,446	1,446
Share premium	18	1,453,188	1,453,188
Reserves	19	1,874,797	1,902,944
		3,329,431	3,357,578
Non-controlling interests		(17,781)	(16,716)
Total equity		3,311,650	3,340,862

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

隨附附註為本中期簡明綜合財務資料的組成部分。

INTERIM FINANCIAL INFORMATION

中期財務資料

CONDENSED CONSOLIDATED BALANCE SHEET (Cont'd)

As at 30 September 2018

簡明綜合資產負債表(續)

於2018年9月30日

		30 September 2018	31 March 2018
		2018年9月30日	2018年3月31日
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註	(Unaudited)	(Audited)
		(未經審核)	(經審核)
LIABILITIES			
Non-current liabilities			
Borrowings	20	145,629	146,169
Deferred income tax liabilities		36,715	34,494
Other non-current payable		19,367	20,148
		201,711	200,811
Current liabilities			
Borrowings	20	260,000	313,264
Trade and bills payables	21	991,475	781,651
Accruals and other payables		187,662	199,865
Derivative financial instruments		18,976	924
Current income tax liabilities		55,658	15,333
		1,513,771	1,311,037
Total liabilities		1,715,482	1,511,848
Total equity and liabilities		5,027,132	4,852,710

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

隨附附註為本中期簡明綜合財務資料的組成部分。

INTERIM FINANCIAL INFORMATION

中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 September 2018

簡明綜合權益變動表

截至2018年9月30日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔				Non- controlling interests	Total 總額
		Share capital 股本 HK\$'000 千港元 (Unaudited) (未經審核)	Share premium 股份溢價 HK\$'000 千港元 (Unaudited) (未經審核)	Reserves 儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Sub-total 小計 HK\$'000 千港元 (Unaudited) (未經審核)	非控制性權益 HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April 2018	於2018年4月1日之結餘	1,446	1,453,188	1,902,944	3,357,578	(16,716)	3,340,862
Comprehensive income:	全面收入：						
Profit for the period	期內溢利	-	-	501,568	501,568	1,361	502,929
Other comprehensive income:	其他全面收入：						
Currency translation differences	外幣換算差額	-	-	(262,977)	(262,977)	(2,426)	(265,403)
Total other comprehensive income, net of tax	其他全面收入總額，扣除稅項	-	-	(262,977)	(262,977)	(2,426)	(265,403)
Total comprehensive income	全面收入總額	-	-	238,591	238,591	(1,065)	237,526
Transactions with owners:	與擁有人交易：						
Share-based compensation expense	以股份為基礎之彌償支出	-	-	850	850	-	850
Dividends paid	已付股息	-	-	(267,588)	(267,588)	-	(267,588)
Total transactions with owners	與擁有人交易總額	-	-	(266,738)	(266,738)	-	(266,738)
Balance at 30 September 2018	於2018年9月30日之結餘	1,446	1,453,188	1,874,797	3,329,431	(17,781)	3,311,650
Balance at 1 April 2017	於2017年4月1日之結餘	1,446	1,453,188	1,722,534	3,177,168	3,280	3,180,448
Comprehensive income:	全面收入：						
Profit for the period	期內溢利	-	-	385,599	385,599	(19,017)	366,582
Other comprehensive income:	其他全面收入：						
Currency translation differences	外幣換算差額	-	-	94,501	94,501	472	94,973
Total other comprehensive income, net of tax	其他全面收入總額，扣除稅項	-	-	94,501	94,501	472	94,973
Total comprehensive income	全面收入總額	-	-	480,100	480,100	(18,545)	461,555
Transactions with owners:	與擁有人交易：						
Share-based compensation expense	以股份為基礎之彌償支出	-	-	851	851	-	851
Dividends paid	已付股息	-	-	(433,927)	(433,927)	-	(433,927)
Total transactions with owners	與擁有人交易總額	-	-	(433,076)	(433,076)	-	(433,076)
Balance at 30 September 2017	於2017年9月30日之結餘	1,446	1,453,188	1,769,558	3,224,192	(15,265)	3,208,927

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

隨附附註為本中期簡明綜合財務資料的組成部分。

INTERIM FINANCIAL INFORMATION

中期財務資料

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 September 2018

簡明綜合現金流量表

截至2018年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動所得現金流量		
Cash generated from operations	營運產生之現金	678,721	402,784
Interest paid	已付利息	(3,398)	(5,093)
Hong Kong profits tax paid	已付香港利得稅	-	(24,755)
PRC income tax paid	已付中國所得稅	(30,638)	(20,192)
Net cash inflow from operating activities	經營活動所得現金流入淨額	644,685	352,744
Cash flow from investing activities	投資活動所得現金流量		
Purchases of property, plant and equipment	購置物業、廠房及設備	(131,881)	(48,598)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	4,500	2,190
Placement of short-term bank deposits	存入短期銀行存款	(32,549)	(13,044)
Release of short-term bank deposits	解除短期銀行存款	43,875	86,306
Dividends received from associates	收取聯營公司之股息	14,818	14,184
Interest income received	已收利息收入	4,580	4,637
Net cash (outflow)/inflow from investing activities	投資活動所得現金(流出)/流入淨額	(96,657)	45,675
Cash flow from financing activities	融資活動所得現金流量		
Addition of borrowings	新增借貸	230,000	-
Repayment of borrowings	償還借貸	(283,264)	(108,333)
Dividends paid	已派付股息	(267,588)	(433,927)
Net cash outflow from financing activities	融資活動所得現金流出淨額	(320,852)	(542,260)
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加(減少)淨額	227,176	(143,841)
Cash and cash equivalents at 1 April	於4月1日之現金及現金等值項目	622,826	995,538
Currency translation differences	外幣換算差額	(139,509)	49,497
Cash and cash equivalents at 30 September	於9月30日之現金及現金等值項目	710,493	901,194
Analysis of cash and bank balances:	現金及銀行結餘分析：		
Cash and cash equivalents	現金及現金等值項目	710,493	901,194
Short-term bank deposits	短期銀行存款	32,549	13,044
		743,042	914,238

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

隨附附註為本中期簡明綜合財務資料的組成部分。

INTERIM FINANCIAL INFORMATION

中期財務資料

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1 GENERAL INFORMATION

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

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

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

This interim condensed consolidated financial information is presented in Hong Kong dollars (HK\$), unless otherwise stated. This interim condensed consolidated financial information has been approved for issue by the Board of Directors on 22 November 2018.

This interim condensed consolidated financial information has not been audited.

2 BASIS OF PREPARATION

This interim condensed consolidated financial information as at and for the six-month period ended 30 September 2018 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”. It should be read in conjunction with the annual financial statements for the year ended 31 March 2018, prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

中期簡明綜合財務資料附註

1 一般資料

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

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

本公司股份於香港聯合交易所有限公司主板上市。

除另有說明外，本中期簡明綜合財務資料以港元呈報。本中期簡明綜合財務資料已於2018年11月22日經董事局批准刊發。

本中期簡明綜合財務資料未經審核。

2 編製基準

截至2018年9月30日止六個月期間之本中期簡明綜合財務資料乃根據香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。本財務資料須與截至2018年3月31日止年度之年度財務報表（根據香港財務報告準則（「香港財務報告準則」）編製）一併閱讀。

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

3 ACCOUNTING POLICIES

The accounting policies applied to this condensed consolidated interim financial information are consistent with those of the annual financial statements for the year ended 31 March 2018 as described in those annual financial statements except that income tax is accrued using the tax rate that would be applicable to the expected total annual earnings and the adoption of new and amended standards as set out below.

(a) The following amendments to standards are mandatory for the first time for the financial period beginning 1 April 2018 and currently relevant to the Group:

- Amendments to HKFRS 1 and HKAS 28, "Annual Improvements 2014-2016 Cycle"
- Amendments to HKFRS 2, "Classification and Measurement of Share-based Payment Transactions"
- HKFRS 9, "Financial Instruments"
- HKFRS 15, "Revenue from Contracts with Customers"
- Amendments to HKFRS 15, "Clarifications to HKFRS 15"
- Amendments to HKAS 40, "Transfers of Investment Property"
- HK(IFRIC)-Int 22, "Foreign Currency Transactions and Advance Consideration"

The impact of the adoption of HKFRS 9, "Financial Instruments" and HKFRS 15, "Revenue from Contracts with Customers" are disclosed in Note 4 below.

Apart from HKFRS 9 and HKFRS 15 as mentioned above, there are no other new standards or amendments to standards that are effective for the first time for this interim period that could be expected to have a material impact on the Group.

中期簡明綜合財務資料附註 (續)

3 會計政策

誠如該等年度財務報表所述，本簡明綜合中期財務資料所應用之會計政策與截至2018年3月31日止年度之年度財務報表所採納者一致，惟所得稅乃採用將適用於預期年度盈利總額之稅率累計及採納下文載列的新訂及經修訂準則除外。

(a) 以下準則修訂於2018年4月1日開始之財政期間首次強制採納，且現時與本集團有關：

- 香港財務報告準則第1號及香港會計準則第28號(修訂本)「2014年至2016年週期之年度改進」
- 香港財務報告準則第2號(修訂本)「以股份為基礎的支付交易的分類及計量」
- 香港財務報告準則第9號「金融工具」
- 香港財務報告準則第15號「來自客戶合約之收入」
- 香港財務報告準則第15號(修訂本)「香港財務報告準則第15號之澄清」
- 香港會計準則第40號(修訂本)「轉移投資物業」
- 香港(國際財務報告詮釋委員會)－詮釋第22號「外幣交易及預付代價」

採納香港財務報告準則第9號「金融工具」及香港財務報告準則第15號「來自客戶合約之收入」之影響披露於下文附註4。

除上述香港財務報告準則第9號及香港財務報告準則第15號外，概無於本中期期間首次生效之其他新訂準則或準則修訂預期可能對本集團造成重大影響。

INTERIM FINANCIAL INFORMATION

中期財務資料

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

3 ACCOUNTING POLICIES (Cont'd)

(b) The following new standards and amendments to standards have been issued but are not effective for the financial period beginning 1 April 2018 and have not been early adopted by the Group:

		Effective for annual periods beginning on or after	於以下日期或之後開始之年度期間生效
Amendments to HKFRS 9, "Prepayment Features with Negative Compensation"	香港財務報告準則第9號(修訂本)·「具負值補償之預付特徵」	1 January 2019	2019年1月1日
HKFRS 16, "Leases"	香港財務報告準則第16號·「租賃」	1 January 2019	2019年1月1日
HK(IFRIC)-Int 23, "Uncertainty over Income Tax Treatments"	香港(國際財務報告詮釋委員會)－詮釋第23號·「有關所得稅處理之不確定性」	1 January 2019	2019年1月1日
HKFRS 17, "Insurance Contracts"	香港財務報告準則第17號·「保險合約」	1 January 2021	2021年1月1日
Amendments to HKFRS 10 and HKAS 28, "Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"	香港財務報告準則第10號及香港會計準則第28號(修訂本)·「投資者與其聯營公司或合營企業之間的資產出售或出繳」	To be determined	待釐定

HKFRS 16, "Leases"

HKFRS 16 will result in almost all leases being recognised on the balance sheet, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The accounting for lessors will not significantly change.

The standard will affect primarily the accounting for the Group's operating leases.

The standard is mandatory for financial year beginning on or after 1 January 2019. The Group does not intend to adopt the standard before its effective date.

Management is in process of assessing the financial impact of the adoption of the above standards and amendments to standards. The Group will adopt the new standards and amendments to standards when they become effective.

中期簡明綜合財務資料附註 (續)

3 會計政策(續)

(b) 以下為已頒佈但未就2018年4月1日開始之財政期間生效且並未由本集團提早採納之新訂準則及準則修訂：

香港財務報告準則第16號·「租賃」

在經營租賃及融資租賃之間的差異遭取消的情況下，香港財務報告準則第16號將導致近乎所有租賃均在資產負債表中確認。根據新訂準則，以資產(租賃項目的使用權)及金融負債繳納租金均獲確認，惟期限較短及價值較低租賃不在此列。

出租人的會計處理將不會有重大變化。

該準則將主要影響本集團經營租賃的會計處理。

該準則於2019年1月1日或之後開始的財政年度強制採用。本集團擬於生效日前不採納該準則。

管理層正評估採納上述準則及準則修訂的財務影響。本集團將於有關新訂準則及準則修訂生效時方予採納。

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

4 CHANGES IN ACCOUNTING POLICIES

This note explains the impact of the adoption of HKFRS 9, "Financial Instruments" and HKFRS 15, "Revenue from Contracts with Customers" on the Group's condensed consolidated interim financial information and also disclose there new accounting policies that have been applied from 1 April 2018, where they are different to those applied in prior periods.

HKFRS 9 Financial instruments

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets.

The adoption of HKFRS 9, "Financial Instruments" from 1 April 2018 resulted in changes in accounting policies as explained below.

(a) Accounting policies

(i) Classification

From 1 April 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("FVOCI"), or through profit or loss ("FVPL")), and
- those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

中期簡明綜合財務資料附註
(續)

4 會計政策變動

本附註解釋採納香港財務報告準則第9號，「金融工具」及香港財務報告準則第15號，「來自客戶合約之收入」對本集團簡明綜合中期財務資料的影響，並披露自2018年4月1日起採用的該等新會計政策，有關政策與先前期間所採用者不同。

香港財務報告準則第9號金融工具

香港財務報告準則第9號取代香港會計準則第39號有關確認、分類及計量金融資產及金融負債、終止確認金融工具及金融資產減值的條文。

如下文所述，自2018年4月1日起採納香港財務報告準則第9號，「金融工具」令會計政策出現變動。

(a) 會計政策

(i) 分類

自2018年4月1日起，本集團將其金融資產按以下計量類別分類：

- 隨後將按公允值計量（計入其他全面收入（「按公允值計入其他全面收入」）或計入損益（「按公允值計入損益」）；及
- 將按攤銷成本計量。

該分類取決於實體管理金融資產及現金流量合約期之業務模式。

就按公允值計量的資產而言，其收益及虧損將於損益或其他全面收入列賬。

(ii) 計量

初始確認時，本集團按金融資產的公允值加（倘並非按公允值透過損益記賬之金融資產）直接歸屬於金融資產收購的交易成本計量。按公允值透過損益記賬之金融資產的交易成本於損益列作開支。

INTERIM FINANCIAL INFORMATION

中期財務資料

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

4 CHANGES IN ACCOUNTING POLICIES (Cont'd)

HKFRS 9 Financial instruments (Cont'd)

(a) Accounting policies (Cont'd)

(ii) Measurement (Cont'd)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

中期簡明綜合財務資料附註 (續)

4 會計政策變動 (續)

香港財務報告準則第9號金融工具 (續)

(a) 會計政策 (續)

(ii) 計量 (續)

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及該資產之現金流量特徵。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：持作收回合約現金流量之資產，倘該等現金流量僅指支付之本金及利息，則按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入財務收入。終止確認產生的任何收益或虧損直接計入損益，並與匯兌盈虧一併於其他收益／(虧損)內列報。減值虧損於損益表內作為單獨項目列示。
- 按公允值計入其他全面收入：持作收回合約現金流量及出售金融資產之資產，倘該等資產現金流量僅指支付本金及利息，則按公允值計入其他全面收入計量。賬面值之變動乃計入其他全面收入，惟於損益確認之減值收益或虧損、利息收入及匯兌盈虧除外。金融資產終止確認時，先前於其他全面收入確認之累計收益或虧損由權益重新分類至損益並確認為其他收益／(虧損)。該等金融資產之利息收入乃按實際利率法計入財務收入。匯兌盈虧於其他收益／(虧損)列報，而減值開支於損益表內作為單獨項目列示。
- 按公允值計入損益：未達攤銷成本標準或未按公允值計入其他全面收入的資產按公允值計入損益計量。後續按公允值計入損益計量的債務投資的收益或虧損於損益確認，並於產生期間在其他收益／(虧損)內以淨值呈列。

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

4 CHANGES IN ACCOUNTING POLICIES (Cont'd)

HKFRS 9 Financial instruments (Cont'd)

(a) Accounting policies (Cont'd)

(ii) Measurement (Cont'd)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) Impairment

From 1 April 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Impairment losses are presented in "administrative expenses". For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(b) Impact of adoption

(i) Classification and measurement

HKFRS 9 is generally adopted without restating comparative information. The reclassification adjustment is therefore not restated in the consolidated balance sheet as at 31 March 2018, but are recognised in the opening consolidated balance sheet as at 1 April 2018.

On 1 April 2018 (the date of initial application of HKFRS 9), the Group's management assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories. The Group elected to present changes in the fair value of all its previously classified as available-for-sale financial assets in other comprehensive income.

中期簡明綜合財務資料附註
(續)

4 會計政策變動(續)

香港財務報告準則第9號金融工具(續)

(a) 會計政策(續)

(ii) 計量(續)

權益工具

本集團按公允值後續計量所有權益投資。倘本集團管理層選擇於其他全面收入列報權益投資之公允值收益及虧損，終止確認投資後，概無後續重新分類公允值收益及虧損至損益。當本集團有權收取股息付款時，該等投資之股息繼續於損益確認為其他收入。

按公允值透過損益記賬之金融資產的公允值變動於損益表確認為其他收益／(虧損)(如適用)。按公允值計入其他全面收入之權益投資之減值虧損(及減值虧損撥回)不會因公允值的其他變動而分開列報。

(iii) 減值

自2018年4月1日起，本集團按前瞻性的原則，對按攤銷成本列賬的債務工具相關的預期信貸虧損進行評估。所採用的減值方法取決於信貸風險是否大幅增加。減值虧損於「行政開支」呈列。就應收賬款而言，本集團採用香港財務報告準則第9號允許的簡化方法，其中要求整個生命期的預期虧損須自初始確認應收款項時確認。

(b) 採納的影響

(i) 分類及計量

於採用香港財務報告準則第9號時通常無須重列可資比較資料。因此重新分類調整並未於2018年3月31日的綜合資產負債表重列，但於2018年4月1日的期初綜合資產負債表中確認。

於2018年4月1日(香港財務報告準則第9號首次採納日)，本集團管理層已評估本集團所持有金融資產的業務模式，並已將其金融工具分類為香港財務報告準則第9號之適當類別。本集團選擇呈列過往分類為其他全面收入內可供出售金融資產的所有公允值的變動。

INTERIM FINANCIAL INFORMATION

中期財務資料

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

4 CHANGES IN ACCOUNTING POLICIES (Cont'd)

HKFRS 9 Financial instruments (Cont'd)

(b) Impact of adoption (Cont'd)

(i) Classification and measurement (Cont'd)

The impact of the reclassification is as follows:

		Available-for sale financial assets 可供出售 金融資產 HK\$'000 千港元	Financial assets at fair value through other comprehensive income 按公允價值計入 其他全面收入 的金融資產 HK\$'000 千港元
Opening balance – HKAS 39	期初結餘 – 香港會計準則第39號	853	–
Reclassify investments from available-for-sale financial assets to financial assets at fair value through other comprehensive income	將投資由可供出售金融資產重新 分類至按公允價值計入其他全面 收入的金融資產	(853)	853
Opening balance – HKFRS 9	期初結餘 – 香港財務報告準則第9號	–	853

The adoption of such new standard does not have impact of the classification and measurement of other financial assets of the Group.

(ii) Impairment

The Group's significant financial assets which are subject to the new expected credit loss model include trade receivables and other receivables. The Group was required to revise its impairment methodology under HKFRS 9 for these classes of financial assets.

While cash and cash equivalents and short-term bank deposits are also subject to the impairment requirements of HKFRS 9, the identified impairment loss was immaterial.

For other receivables, management considers that its credit risk has not increased significantly since initial recognition with reference to the counterparty historical default rate and current financial position. The impairment provision is determined based on the 12-month expected credit losses which is close to zero.

For trade receivables, the Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The adoption of the simplified expected loss approach under HKFRS 9 has not resulted in any additional impairment loss for trade receivables as at 1 April 2018.

中期簡明綜合財務資料附註 (續)

4 會計政策變動 (續)

香港財務報告準則第9號金融工具 (續)

(b) 採納的影響 (續)

(i) 分類及計量 (續)

重新分類的影響如下：

	Available-for sale financial assets 可供出售 金融資產 HK\$'000 千港元	Financial assets at fair value through other comprehensive income 按公允價值計入 其他全面收入 的金融資產 HK\$'000 千港元
Opening balance – HKAS 39	853	–
Reclassify investments from available-for-sale financial assets to financial assets at fair value through other comprehensive income	(853)	853
Opening balance – HKFRS 9	–	853

採納有關新訂準則不會對本集團其他金融資產的分類及計量產生影響。

(ii) 減值

本集團的重大金融資產受新的預期信貸虧損模式所規限，包括應收賬款及其他應收款項。本集團須就該等類別的金融資產根據香港財務報告準則第9號修訂其減值方法。

儘管現金及現金等值項目以及短期銀行存款亦須遵守香港財務報告準則第9號的減值要求，但已確認的減值虧損並不重大。

就其他應收款項而言，管理層認為其信貸風險自初始確認後並未因參考對手方歷史違約率及當前財務狀況而大幅增加。按12個月預期信貸虧損釐定的減值撥備接近零。

就應收賬款而言，本集團應用香港財務報告準則第9號所訂明的簡化方法就預期信貸虧損作出撥備，該規定允許對所有應收賬款採用整個生命期的預期虧損。為計量預期信貸虧損，應收賬款已按照共同信貸風險特徵及逾期天數分組。於2018年4月1日，採用香港財務報告準則第9號規定的簡化預期虧損方法並未導致應收賬款產生任何額外減值虧損。

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

4 CHANGES IN ACCOUNTING POLICIES (Cont'd)

HKFRS 9 Financial instruments (Cont'd)

(b) Impact of adoption (Cont'd)

(ii) Impairment (Cont'd)

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

HKFRS 15 Revenue from Contracts with Customers

(a) Accounting policies

The Group is principally engaged in manufacturing and trading of textiles products. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

A receivable is recognised when the products are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Receipt in advance from customers before the delivery of products are recognised as contract liabilities.

(b) Impact of adoption

The adoption of HKFRS 15 has resulted in changes in accounting policies and adjustments to the amounts recognised in the condensed consolidated interim financial information. In accordance with the transition provisions in HKFRS 15, the Group elected to use a modified retrospective approach which allows the Group to recognise the accumulative effects of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings in the 2018 financial year. Thus the comparative figures have not been restated.

The adoption of HKFRS 15 does not have a significant impact on when the Group recognizes revenue from sales of goods.

As a result of the changes in the Group's accounting policies, certain reclassifications are not reflected in the condensed consolidated balance sheet as at 31 March 2018, but are recognised in the opening condensed consolidated balance sheet on 1 April 2018.

中期簡明綜合財務資料附註 (續)

4 會計政策變動 (續)

香港財務報告準則第9號金融工具 (續)

(b) 採納的影響 (續)

(ii) 減值 (續)

於並無合理可收回預期時，撇銷應收賬款。並無合理可收回預期跡象包括 (其中包括) 債務人無法與本集團達成還款計劃。

香港財務報告準則第15號來自客戶合約之收入

(a) 會計政策

本集團主要從事紡織產品之製造及貿易。當產品的控制權轉移至客戶 (即交付產品予客戶時)，而客戶對銷售產品的渠道及價格擁有絕對酌情權，且並無可能影響客戶接納產品的未履約義務時，本集團確認銷售。當產品付運至指定地點，陳舊及損失風險已轉移至客戶，且客戶已按照銷售合約接納產品、接納條文已經失效或本集團有客觀憑證證明所有接納條件已經達成時，則落實交付。

應收款項於交付產品時確認，原因為僅在付款日期到期前才需經過一段時間予以確認，而該階段的代價為無條件。

交付產品前預收客戶款項確認為合約負債。

(b) 採納的影響

採納香港財務報告準則第15號導致會計政策變更及對於簡明綜合中期財務資料所確認的金額作出調整。根據香港財務報告準則第15號的過渡條文，本集團選擇採用經修訂追溯法，使本集團能夠確認初始應用香港財務報告準則第15號的累計影響，作為對2018財政年度保留盈利期初結餘作出的調整。因此，比較數字並無重列。

採納香港財務報告準則第15號對本集團何時確認銷售貨品所得收入並無重大影響。

由於本集團會計政策的變動，若干重新分類並未於2018年3月31日的簡明綜合資產負債表中反映，但於2018年4月1日的期初簡明綜合資產負債表中確認。

INTERIM FINANCIAL INFORMATION

中期財務資料

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

4 CHANGES IN ACCOUNTING POLICIES (Cont'd) HKFRS 15 Revenue from Contracts with Customers (Cont'd)

(b) Impact of adoption (Cont'd)

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. The adjustments are explained in more detail by standard below.

The impact of the reclassification is as follows:

		Receipt in advance 預收款項 HK\$'000 千港元	Contract liabilities 合約負債 HK\$'000 千港元
Opening balance – HKAS 18	期初結餘 – 香港會計 準則第18號	5,179	–
Reclassifying receipts in advance to contract liabilities	將預收款項重新分類至 合約負債	(5,179)	5,179
Opening balance – HKFRS 15	期初結餘 – 香港財務報告 準則第15號	–	5,179

中期簡明綜合財務資料附註 (續)

4 會計政策變動 (續) 香港財務報告準則第15號來自客戶合約 之收入 (續) (b) 採納的影響 (續)

下表列示就各單獨項目確認的調整。並無載入不受變動影響的項目。有關調整按下文準則更詳細闡述。

重新分類的影響如下：

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

5 ESTIMATES

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

In preparing this interim condensed consolidated financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 March 2018.

6 FINANCIAL RISK MANAGEMENT

6.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risk), credit risk and liquidity risk. The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 March 2018. There have been no changes in the risk management policies of the Group since the year ended 31 March 2018.

6.2 Liquidity risk

Compared to 31 March 2018, there was no material change in the contractual undiscounted cash flows for financial liabilities.

6.3 Fair value estimation

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

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

中期簡明綜合財務資料附註
(續)

5 估計

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

於編製該中期簡明綜合財務資料時，管理層就應用本集團會計政策及估計不確定性之主要來源所作出之重大判斷，與應用截至2018年3月31日止年度之綜合財務報表者相同。

6 財務風險管理

6.1 財務風險因素

本集團業務面臨多種財務風險：市場風險（包括外匯風險、現金流量及公允值利率風險）、信貸風險及流動資金風險。中期簡明綜合財務資料並不包括年度財務報表規定之所有財務風險管理資料及披露，且應與本集團截至2018年3月31日止年度綜合財務報表一併閱讀。本集團之風險管理政策自截至2018年3月31日止年度以來並無任何變動。

6.2 流動資金風險

與2018年3月31日比較，財務負債之合約未折現現金流量並無重大變動。

6.3 公允值估計

下表採用估值法分析按公允值入賬的金融工具。不同方法按層級定義如下：

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

INTERIM FINANCIAL INFORMATION

中期財務資料

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

6 FINANCIAL RISK MANAGEMENT (Cont'd)

6.3 Fair value estimation (Cont'd)

The following table presents the Group's assets and liabilities that are measured at fair value at 30 September 2018.

	Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets				
Financial assets at fair value through other comprehensive income				
– Club debentures	853	–	–	853
	853	–	–	853
Liabilities				
Derivative financial instruments				
– Forward foreign currency contracts	–	18,976	–	18,976
	–	18,976	–	18,976

中期簡明綜合財務資料附註 (續)

6 財務風險管理 (續)

6.3 公允價值估計 (續)

下表呈列本集團於2018年9月30日按公允價值計量的資產及負債。

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

中期簡明綜合財務資料附註
(續)

6 FINANCIAL RISK MANAGEMENT (Cont'd)

6.3 Fair value estimation (Cont'd)

The following table presents the Group's assets that are measured at fair value at 31 March 2018.

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Derivative financial instruments	衍生金融工具				
– Forward foreign currency contracts	– 遠期外匯合約	–	16,284	–	16,284
Available-for-sale financial assets	可供出售金融資產				
– Club debentures	– 會籍債券	853	–	–	853
		853	16,284	–	17,137
Liabilities	負債				
Derivative financial instruments	衍生金融工具				
– Forward foreign currency contracts	– 遠期外匯合約	–	924	–	924
		–	924	–	924

There were no transfers between levels during the period.

期內各層間並無轉撥。

6.4 Valuation techniques used to derive Level 2 fair values

Level 2 trading and hedging derivatives comprise forward foreign exchange contracts. These forward foreign exchange contracts have been fair valued using forward exchange rates that are quoted in active markets. The effects of discounting are generally insignificant for Level 2 derivatives.

6.4 計算第2層公允值所用的估值技術

第2層交易及對沖衍生工具包括遠期外匯合約。此等遠期外匯合約利用活躍市場所報的遠期匯率計算公允值。第2層衍生工具的折現影響一般而言並不重大。

INTERIM FINANCIAL INFORMATION

中期財務資料

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

7 SEGMENT INFORMATION

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

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

中期簡明綜合財務資料附註 (續)

7 分部資料

首席經營決策者已被確認為本公司執行董事，彼等釐定本集團之經營分部及審閱本集團之內部呈報，以評估表現並分配資源。

本集團之所有業務營運均與製造及買賣具有類似經濟特徵的紡織品有關。因此，執行董事按照單一分部（包括於香港、澳門、中國及越南附屬公司以及中國及斯里蘭卡聯營公司所經營之業務）審閱本集團之表現。執行董事基於以下財務資料，定期審閱本集團之資源分配及進行表現評估：

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收入	3,402,736	3,008,306
Gross profit	毛利	630,871	508,129
Gross profit margin (%)	毛利率(%)	18.5%	16.9%
EBITDA (Note i)	利息、稅項、折舊及 攤銷前溢利(附註i)	652,808	512,754
EBITDA margin (%)	利息、稅項、折舊及 攤銷前溢利率(%)	19.2%	17.0%
Operating expenses	經營開支	131,468	133,308
Operating expenses/Revenue (%)	經營開支／收入(%)	3.9%	4.4%
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	501,568	385,599
Net profit margin (%)	純利率(%)	14.7%	12.8%

INTERIM FINANCIAL INFORMATION

中期財務資料

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

中期簡明綜合財務資料附註 (續)

7 SEGMENT INFORMATION (Cont'd)

7 分部資料 (續)

		30 September 2018 2018年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 2018年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Total assets	資產總值	5,027,132	4,852,710
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	3,329,431	3,357,578
Cash and bank balances	現金及銀行結餘	743,042	666,701
Borrowings	借貸	405,629	459,433
Inventories	存貨	1,037,583	1,068,184
Inventories turnover days (Note ii)	存貨週轉日數 (附註ii)	69	73
Trade and bills receivables	應收賬款及票據	1,152,244	916,500
Trade and bills receivables turnover days (Note iii)	應收賬款及票據週轉日數 (附註iii)	55	56
Trade and bills payables	應付賬款及票據	991,475	781,651
Trade and bills payables turnover days (Note ii)	應付賬款及票據週轉日數 (附註ii)	58	61

Note i:

EBITDA is defined as profit for the period before finance income, finance costs, income tax expense, depreciation and amortisation.

附註i:

利息、稅項、折舊及攤銷前溢利被定義為未計財務收入、財務成本、所得稅開支、折舊與攤銷前期內溢利。

Note ii:

The turnover days are calculated by the simple average of the beginning of the period and the end of the period balances over cost of sales.

附註ii:

週轉日數按期初與期末結餘之簡單平均數除以銷售成本計算。

Note iii:

The turnover days are calculated by the simple average of the beginning of the period and the end of the period balances over revenue.

附註iii:

週轉日數按期初與期末結餘之簡單平均數除以收入計算。

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

7 SEGMENT INFORMATION (Cont'd)

A reconciliation of EBITDA to total profit before income tax is provided as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
EBITDA	利息、稅項、折舊及攤銷前溢利	652,808	512,754
Depreciation	折舊	(73,175)	(77,405)
Amortisation	攤銷	(685)	(673)
Finance income	財務收入	15,266	6,799
Finance costs	財務成本	(3,398)	(7,165)
Profit before income tax		590,816	434,310

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

本集團的收入指貨品銷售。對按地區（以產品交付之目的地為準）劃分之收入的分析如下：

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
PRC	中國	730,565	535,371
South East Asia	東南亞	1,732,460	1,461,076
Hong Kong	香港	361,068	335,160
Sri Lanka	斯里蘭卡	141,518	227,305
Bangladesh	孟加拉	224,783	147,683
Others	其他	212,342	301,711
		3,402,736	3,008,306

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

7 SEGMENT INFORMATION (Cont'd)

For the period ended 30 September 2018, the top two customers accounted for approximately 47% (2017: 38%) and 19% (2017: 15%) of the Group's revenue respectively. No other customer individually accounted for more than 10% of the Group's revenue for the periods ended 30 September 2018 and 2017.

The Group's non-current assets (excluding interests in associates and deferred income tax assets) are located in the following geographical locations:

中期簡明綜合財務資料附註
(續)

7 分部資料 (續)

截至2018年9月30日止期間，首兩大客戶分別約佔本集團收入47% (2017年：38%) 及19% (2017年：15%)。截至2018年及2017年9月30日止期間，概無其他客戶個別地佔本集團收入高於10%。

本集團之非流動資產 (不包括於聯營公司之權益及遞延所得稅資產) 位於以下地區：

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
PRC	中國	1,295,890	1,402,127
Hong Kong	香港	11,982	12,218
Vietnam	越南	318,524	309,529
		1,626,396	1,723,874

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

中期簡明綜合財務資料附註 (續)

8 OTHER INCOME AND OTHER LOSSES – NET

8 其他收入及其他虧損 – 淨額

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income:	其他收入：		
Sales of residual materials	出售剩餘物料	32,013	21,167
Sub-contracting income	分包收入	4,461	1,921
Handling income	處理收入	1,969	1,527
Rental income	租金收入	2,386	2,511
Customer compensation on order cancellation	取消訂單之客戶賠償	7,005	10,214
Government grants	政府撥款	4,956	2,664
Miscellaneous income	雜項收入	22,591	14,080
		75,381	54,084
<hr style="border-top: 1px dashed #000;"/>			
Other losses – net:	其他虧損 – 淨額：		
Derivative financial instruments	衍生金融工具		
– forward foreign exchange contracts	– 遠期外匯合約	(13,633)	(133)
Net foreign exchange gains/(losses)	外匯收益／(虧損)淨值	2,391	(6,774)
		(11,242)	(6,907)
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		64,139	47,177

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

中期簡明綜合財務資料附註
(續)

9 EXPENSES BY NATURE

9 按性質細分的開支

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Depreciation of property, plant and equipment (Note 15)	物業、廠房及設備折舊(附註15)	73,175	77,405
Amortisation of land use rights (Note 14)	土地使用權攤銷(附註14)	685	673
Cost of raw materials and consumables used	使用原材料與消耗品產生之成本	2,409,440	2,170,713
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	2,366	3,041
Provision for impairment of trade receivables	應收賬款減值撥備	-	887
Employee benefits expenses (including directors' emoluments)	僱員福利開支(包括董事酬金)	320,382	268,158
(Reversal of)/provision for slow-moving and obsolete inventories	滯銷及陳舊存貨(撥回)/撥備	(12,300)	3,195
Operating lease payments in respect of land and buildings	土地及樓宇經營租約款項	1,930	2,312
Provision for claims and claims paid, net	索償及已付索償撥備淨額	5,331	31,305
Other expenses	其他開支	102,324	75,796
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售開支總額與一般及行政開支	2,903,333	2,633,485

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

中期簡明綜合財務資料附註 (續)

10 FINANCE INCOME AND COSTS

10 財務收入和成本

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Finance income:	財務收入：		
– Bank interest income	– 銀行利息收入	4,854	4,421
– Net foreign exchange gains on cash and cash equivalents	– 現金及現金等值項目的匯兌收益淨額	10,412	2,378
		15,266	6,799
<hr style="border-top: 1px dashed #000;"/>			
Finance costs:	財務成本：		
– Bank borrowings	– 銀行借貸	(3,398)	(5,093)
– Net foreign exchange losses on bank borrowings	– 銀行借貸的匯兌虧損淨額	–	(2,072)
		(3,398)	(7,165)
<hr style="border-top: 1px dashed #000;"/>			
Net finance income/(costs)	財務收入／(成本) 淨額	11,868	(366)

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

11 INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits, which are subject to Hong Kong profits tax.

PRC corporate income tax ("CIT") has been provided for at the rate of 25% (2017: 25%) on the estimated assessable profits which are subject to CIT.

The Group's subsidiary in Vietnam is entitled to tax holiday and the profits are fully exempted from Vietnam enterprise income tax for two years starting from its first year of profitable operations after offsetting prior year tax losses, followed by 50% reduction in CIT in the next four years.

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

中期簡明綜合財務資料附註
(續)

11 所得稅開支

香港利得稅乃就估計應課香港利得稅溢利按16.5% (2017年：16.5%) 之稅率作出撥備。

中國企業所得稅 (「企業所得稅」) 乃就估計應課企業所得稅溢利按25% (2017年：25%) 之稅率作出撥備。

本集團於越南的附屬公司享有免稅期，經抵銷上一年度稅項虧損後，由首個獲利年度起計兩年，利潤完全無須繳納越南企業所得稅，而之後四年享有50%企業所得稅減免。

於簡明綜合損益表之所得稅開支金額為：

		Six months ended 30 September 截至9月30日止六個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	42,000	37,572
– Overseas corporate income tax	– 海外企業所得稅	42,166	24,720
Deferred income tax	遞延所得稅	3,721	5,436
		87,887	67,728

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

12 EARNINGS PER SHARE

(a) Basic

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

中期簡明綜合財務資料附註 (續)

12 每股盈利

(a) 基本

每股基本盈利按本公司權益持有人應佔期內溢利除以期內已發行股份加權平均數計算。

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 (Unaudited) (未經審核)	2017 2017年 (Unaudited) (未經審核)
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	501,568	385,599
Weighted average number of shares in issue (thousands)	已發行股份加權平均數(千股)	1,446,423	1,446,423
Basic earnings per share (HK\$ per share)	每股基本盈利(每股港元)	0.35	0.27

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

12 EARNINGS PER SHARE (Cont'd)

(b) Diluted

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

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

中期簡明綜合財務資料附註
(續)

12 每股盈利 (續)

(b) 攤薄

每股攤薄盈利以假設兌換所有潛在攤薄股份而經調整發行在外股份之加權平均數計算。

根據購股權計劃可予發行之股份為唯一造成攤薄效應之潛在普通股。計算方法乃根據尚未行使購股權所附帶認購權之貨幣價值制定，以釐定可按公允值（按本公司股份平均每日所報市價釐定）收購之股份數目。按上述方法計算之股份數目，會根據假設購股權獲行使而發行之股份數目增加。

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 (Unaudited) (未經審核)	2017 2017年 (Unaudited) (未經審核)
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	501,568	385,599
Weighted average number of shares in issue (thousands)	已發行股份加權平均數 (千股)	1,446,423	1,446,423
Adjustments for share options (thousands)	購股權調整 (千份)	-	-
		1,446,423	1,446,423
Diluted earnings per share (HK\$ per share)	每股攤薄盈利 (每股港元)	0.35	0.27

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13 DIVIDENDS

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Interim dividend of HK32 cents per share (2017: HK26.5 cents per share)	中期股息每股港幣32仙 (2017年：每股港幣26.5仙)	462,855	383,302

On 22 November 2018, the Board declared an interim dividend of HK32 cents per share (2017: HK26.5 cents per share) for the six-month period ended 30 September 2018. This interim dividend amounting to HK\$462,855,000 (2017: HK\$383,302,000) has not been recognised as a liability in this interim financial information.

於2018年11月22日，董事局已宣派截至2018年9月30日止六個月之中期股息每股港幣32仙（2017年：每股港幣26.5仙）。此中期股息總計為462,855,000港元（2017年：383,302,000港元），並未在此中期財務資料確認為負債。

14 LAND USE RIGHTS

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

14 土地使用權

本集團之租賃土地權益及土地使用權乃指預付經營租約款項，其賬面淨值分析如下：

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	48,323	45,007
Amortisation (Note 9)	攤銷（附註9）	(685)	(673)
Currency translation differences	外幣換算差額	(4,347)	1,792
Balance at 30 September	於9月30日之結餘	43,291	46,126

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

中期簡明綜合財務資料附註 (續)

14 LAND USE RIGHTS (Cont'd)

14 土地使用權 (續)

	As at 於	30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
In the PRC held on:	於中國持有：		
Land use rights of between 10 to 50 years	年期介乎10至50年之土地使用權	43,291	48,323

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年	2017 2017年
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	1,562,062	1,447,334
Additions	添置	96,454	47,633
Disposals	出售	(6,866)	(5,231)
Depreciation (Note 9)	折舊 (附註9)	(73,175)	(77,405)
Currency translation differences	外幣換算差額	(117,632)	46,479
Balance at 30 September	於9月30日之結餘	1,460,843	1,458,810

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

中期簡明綜合財務資料附註 (續)

16 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES

16 於聯營公司之權益及與聯營公司之結餘

(a) Share of net assets and goodwill

(a) 應佔資產淨值與商譽

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
Share of net assets	應佔資產淨值	200,769	206,575
Goodwill	商譽	109,315	109,315
		310,084	315,890
Less: unrealised gain on sale of machinery to an associate	減：出售機器予聯營公司之 未變現收益	(2,879)	(2,879)
		307,205	313,011

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

本集團於聯營公司之權益分析如下：

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
Listed on Colombo Stock Exchange in Sri Lanka	於斯里蘭卡科倫坡 證券交易所上市	273,648	273,592
Unlisted	非上市	33,557	39,419
		307,205	313,011

At 30 September 2018, the quoted market value of the Group's investment in the listed associate was HK\$260,834,000 (31 March 2018: HK\$316,053,000).

於2018年9月30日，本集團於上市聯營公司之投資所報市場價值為260,834,000港元（2018年3月31日：316,053,000港元）。

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

中期簡明綜合財務資料附註 (續)

16 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (Cont'd)

16 於聯營公司之權益及與聯營公司之結餘 (續)

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

(a) 應佔資產淨值與商譽 (續)

Movement in interests in associates is as follows:

於聯營公司權益之變動如下：

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	313,011	295,218
Share of profit for the period	期內分佔溢利	15,406	12,678
Dividends received from associates	收取聯營公司之股息	(14,818)	(14,184)
Currency translation differences	外幣換算差額	(6,394)	1,135
Balance at 30 September	於9月30日之結餘	307,205	294,847

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

本集團應佔其聯營公司之業績、資產及負債如下：

		As at 於 30 September 2018 2018年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 2018年3月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產	441,974	440,276
Current assets	流動資產	752,482	780,442
Non-current liabilities	非流動負債	75,285	83,338
Current liabilities	流動負債	418,376	419,019

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16 INTERESTS IN ASSOCIATES AND BALANCES WITH ASSOCIATES (Cont'd)

16 於聯營公司之權益及與聯營公司之結餘 (續)

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

(a) 應佔資產淨值與商譽 (續)

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收入	275,734	215,479
Profit for the year	年度溢利	15,406	12,678

(b) Amounts due from associates

The amounts due from associates are unsecured, non-interest bearing and repayable on demand. The amounts are denominated in US dollars.

(b) 應收聯營公司款項

應收聯營公司款項為無抵押、免息及於要求時償還。金額以美元計值。

17 TRADE AND BILLS RECEIVABLES

17 應收賬款及票據

		As at	
		於	
		30 September 2018	31 March 2018
		2018年9月30日	2018年3月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables	應收賬款	1,115,456	887,398
Bills receivables	應收票據	37,876	30,923
		1,153,332	918,321
Less: provision for impairment of trade receivables	減：應收賬款減值撥備	(1,088)	(1,821)
		1,152,244	916,500

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

17 TRADE AND BILLS RECEIVABLES (Cont'd)

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

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

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
0 – 60 days	0 – 60天	1,087,251	852,022
61 – 120 days	61 – 120天	64,064	65,252
121 days – 1 year	121天 – 1年	2,017	1,047
		1,153,332	918,321

中期簡明綜合財務資料附註 (續)

17 應收賬款及票據 (續)

應收賬款及票據之賬面值與其公允值相若。

本集團大部分銷售之信貸期介乎30至60天。應收賬款及票據基於貨品交付日期之賬齡如下：

18 SHARE CAPITAL AND SHARE PREMIUM (a) Share capital

		As at 於		As at 於	
		30 September 2018 2018年9月30日		31 March 2018 2018年3月31日	
		Number of shares 股份數目 (thousands) (千股)	Amount 股份金額 HK\$'000 千港元	Number of shares 股份數目 (thousands) (千股)	Amount 股份金額 HK\$'000 千港元
		(Unaudited) (未經審核)		(Audited) (經審核)	
Authorised:	法定：				
Shares of HK\$0.001 each	每股面值0.001港元之股份	5,000,000	5,000	5,000,000	5,000
Issued and fully paid:	已發行及繳足：				
Beginning and end of period/year	期／年初及期／年末	1,446,423	1,446	1,446,423	1,446

18 股本及股份溢價 (a) 股本

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

18 SHARE CAPITAL AND SHARE PREMIUM (Cont'd)

(b) Share premium

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

(c) Share option scheme

On 11 October 2013, the Board of Directors approved the granting of options to eligible employees to subscribe for a total of 10,000,000 shares of the Company at an exercise price of HK\$9.98 per share. The share options may be exercisable at any time during the period from 11 October 2016 to 10 October 2023. As at 30 September 2018, 9,050,000 options were outstanding (31 March 2018: 9,050,000).

For the period ended 30 September 2018, no shares (2017: Nil) were issued under the share option scheme and no additional options (2017: Nil) were granted.

中期簡明綜合財務資料附註 (續)

18 股本及股份溢價 (續)

(b) 股份溢價

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

(c) 購股權計劃

於2013年10月11日，董事局批准向合資格僱員授出購股權，以供彼等按行使價每股9.98港元認購合共10,000,000股本公司股份。該等購股權可於2016年10月11日至2023年10月10日期間內任何時間行使。於2018年9月30日，9,050,000份購股權尚未獲行使（2018年3月31日：9,050,000份）。

截至2018年9月30日止期間，並無根據購股權計劃發行股份（2017年：無），亦無額外購股權被授出（2017年：無）。

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

中期簡明綜合財務資料附註 (續)

19 RESERVES

19 儲備

		Capital reserve (Note (i)) 資本儲備 (附註(i)) HK\$'000 千港元 (Unaudited) (未經審核)	Statutory reserve (Note (ii)) 法定儲備 (附註(ii)) HK\$'000 千港元 (Unaudited) (未經審核)	Foreign currency translation reserve 外幣換算儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Share-based compensation reserve 以股份為基礎之酬金儲備 HK\$'000 千港元 (Unaudited) (未經審核)	Retained earnings 保留盈利 HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April 2018	於2018年4月1日之結餘	1,000	363,112	455,862	12,831	1,070,139	1,902,944
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	-	-	-	-	501,568	501,568
Other comprehensive income:	其他全面收入：						
- Currency translation differences	- 外幣換算差額	-	-	(262,977)	-	-	(262,977)
Total comprehensive income for the period ended 30 September 2018	截至2018年9月30日止期間全面收入總額	-	-	(262,977)	-	501,568	238,591
Transactions with owners:	與擁有人交易：						
Share-based compensation expenses	以股份為基礎之酬金開支	-	-	-	850	-	850
Dividends paid	已派付股息	-	-	-	-	(267,588)	(267,588)
Total transactions with owners for the period ended 30 September 2018	截至2018年9月30日止期間與擁有人交易總額	-	-	-	850	(267,588)	(266,738)
Balance at 30 September 2018	於2018年9月30日之結餘	1,000	363,112	192,885	13,681	1,304,119	1,874,797
Balance at 1 April 2017	於2017年4月1日之結餘	1,000	338,024	203,954	12,483	1,167,073	1,722,534
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	-	-	-	-	385,599	385,599
Other comprehensive income:	其他全面收入：						
- Currency translation differences	- 外幣換算差額	-	-	94,501	-	-	94,501
Total comprehensive income for the period ended 30 September 2017	截至2017年9月30日止期間全面收入總額	-	-	94,501	-	385,599	480,100
Transactions with owners:	與擁有人交易：						
Share-based compensation expenses	以股份為基礎之酬金開支	-	-	-	851	-	851
Dividends paid	已派付股息	-	-	-	-	(433,927)	(433,927)
Total transactions with owners for the period ended 30 September 2017	截至2017年9月30日止期間與擁有人交易總額	-	-	-	851	(433,927)	(433,076)
Balance at 30 September 2017	於2017年9月30日之結餘	1,000	338,024	298,455	13,334	1,118,745	1,769,558

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

19 RESERVES (Cont'd)

Notes:

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

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

The subsidiary established in the PRC is required to make appropriations to certain statutory reserves from profit for the year after offsetting accumulated losses from prior years and before any profit distribution to equity holders. The percentages to be appropriated to such statutory reserves funds are determined according to the relevant regulations in the PRC or at the discretion of the board of the subsidiary. Such statutory reserves can only be used to offset accumulated losses, to increase capital, or for special bonus or collective welfare of employees.

These statutory reserves cannot be distributed to equity holders of the subsidiary.

No other statutory reserves are required to be made by the Group in other jurisdictions in which the Group operates.

中期簡明綜合財務資料附註 (續)

19 儲備 (續)

附註：

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

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

於中國成立之附屬公司經抵銷以往年度累計虧損後之年度溢利在向權益持有人作出任何溢利分派之前須提撥若干法定儲備。提撥法定儲備資金比率按相關中國法規或由該附屬公司董事局自行決定。有關法定儲備只可用作抵銷累計虧損、增加資本或派發特別花紅或僱員集體福利。

該等法定儲備不能分派予該附屬公司之權益持有人。

本集團無須於本集團經營所在的其他司法權區作出其他法定儲備。

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

中期簡明綜合財務資料附註 (續)

20 BORROWINGS

20 借貸

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
Borrowings included in non-current liabilities:	計入非流動負債之借貸：		
Loan from a non-controlling interest of a subsidiary (Note (i))	一間附屬公司非控制性權益 提供貸款 (附註(i))	145,629	146,169
Borrowings included in current liabilities:	計入流動負債之借貸：		
Bank borrowings (Note (ii))	銀行借貸 (附註(ii))	260,000	313,264

Notes:

- (i) The loan from a non-controlling interest of a subsidiary is denominated in US\$, unsecured, non-interest bearing, and not expected to be repayable within the next 12 months. The fair value of this balance approximates its carrying amount.
- (ii) The bank borrowings bear interest at floating rates. The fair value of the bank borrowings approximates their carrying amounts.

附註：

- (i) 一間附屬公司非控制性權益提供貸款以美元列值，為無抵押、免利息及預期無須於未來12個月內償還。該結餘之公允價值約等於其賬面值。
- (ii) 銀行借貸按浮動利率計息。銀行借貸之公允價值約等於其賬面值。

INTERIM FINANCIAL INFORMATION

中期財務資料

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

20 BORROWINGS (Cont'd)

Movements in borrowings are analysed as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Balance at 1 April	於4月1日之結餘	459,433	616,473
Additions	添置	230,000	-
Repayments	還款	(283,264)	(108,333)
Currency translation differences	外幣換算差額	(540)	2,896
Balance at 30 September		405,629	511,036

Interest expense on bank borrowings for the six months ended 30 September 2018 is HK\$3,398,000 (2017: HK\$5,093,000).

截至2018年9月30日止六個月，銀行借貸之利息開支為3,398,000港元（2017年：5,093,000港元）。

The Group's bank borrowings, after taking into account of repayable on demand clause, are repayable as follows:

經計及即期償還條款，本集團之銀行借貸償還期限如下：

		As at 於	
		30 September 2018 2018年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 2018年3月31日 HK\$'000 千港元 (Audited) (經審核)
Within 1 year or on demand	須於1年內或按要求償還	260,000	313,264

中期簡明綜合財務資料附註 (續)

20 借貸 (續)

借貸之變動分析如下：

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

20 BORROWINGS (Cont'd)

The Group's bank borrowings repayable based on the scheduled repayment dates are as follows:

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
Within 1 year	1年內	260,000	196,310
Between 1 and 2 years	1至2年	-	116,954
		260,000	313,264

21 TRADE AND BILLS PAYABLES

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

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
0-60 days	0 – 60天	927,620	752,880
61-120 days	61 – 120天	41,362	19,107
121 days – 1 year	121天 – 1年	22,493	9,664
		991,475	781,651

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

The carrying amounts of trade and bills payables include an amount of HK\$44,606,000 (31 March 2018: HK\$53,728,000) due to Toray Industries, Inc., who was the single largest shareholder of the Company during the six-month period ended 30 September 2018 (note 23).

中期簡明綜合財務資料附註 (續)

20 借貸 (續)

於計劃還款日期本集團應償還的銀行借貸如下：

21 應付賬款及票據

債權人給予之信貸期一般介乎30至90天。應付賬款及票據基於交付日期之賬齡如下：

應付賬款及票據之賬面值與其公允值相若。

應付賬款及票據之賬面值包括應付Toray之款項44,606,000港元(2018年3月31日：53,728,000港元)，該公司截至2018年9月30日止六個月期間為本公司之單一最大股東(附註23)。

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

22 CAPITAL COMMITMENTS

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

		As at 於	
		30 September 2018 2018年9月30日	31 March 2018 2018年3月31日
		HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Audited) (經審核)
Contracted but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	114,735	116,045
Leasehold land and land use rights	租賃土地及土地使用權	3,803	9,766
Authorised but not contracted for:	已批准但未訂約：		
Property, plant and equipment	物業、廠房及設備	-	18,050
		118,538	143,861

As at 30 September 2018, the Group had authorised the injection of approximately HK\$248,654,000 (31 March 2018: HK\$249,576,000) as capital of a subsidiary in Vietnam.

於2018年9月30日，本集團已批准向越南附屬公司注資約248,654,000港元（2018年3月31日：249,576,000港元）。

As at 30 September 2018, the Group did not have any significant share of capital commitments of its associates.

於2018年9月30日，本集團並無分佔聯營公司任何重大資本承擔。

23 RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

23 有關連人士交易

有關連人士指有能力控制、聯合控制被投資方或對其他可對被投資方行使權力的人士行使重大影響力的人士；須承擔或享有自其參與被投資方所得可變回報的風險或權利的人士；及可利用其對被投資方的權力影響投資者回報金額的人士。受共同控制或聯合控制的人士亦被視為有關連。有關連人士可為個人或其他實體。

The directors are of the view that the following entities were related parties that had transactions or balances with the Group during the year.

董事認為，下列實體為年內曾與本集團進行交易或擁有結餘之有關連人士。

Name	名稱	Relationship with the Group	與本集團之關係
Toray Industries, Inc.	Toray	A substantial shareholder	主要股東
Teejay Lanka PLC	Teejay Lanka PLC	An associate	聯營公司
SPM Automotive Textiles Co. Ltd.	住江互太(廣州)汽車 紡織產品有限公司	An associate	聯營公司
Source Smart Asia Ltd	雅高亞洲有限公司	A company controlled by a son of a director	其中一名董事的 兒子控制之公司

中期簡明綜合財務資料附註 (續)

22 資本承擔

於結算日已訂約但尚未發生之資本開支如下：

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

中期簡明綜合財務資料附註 (續)

23 RELATED PARTY TRANSACTIONS (Cont'd)

23 有關連人士交易 (續)

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

(a) 與有關連人士進行之交易如下：

		Six months ended 30 September 截至9月30日止六個月	
		2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)	2017 2017年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of goods	銷售貨品		
– Teejay Lanka PLC (Note (ii))	– Teejay Lanka PLC (附註(ii))	1,937	11,979
Purchase of materials	購買材料		
– Toray Industries, Inc. (Notes (i) & (v))	– Toray (附註(i)及(v))	68,880	30,182
Rental income	租金收入		
– Source Smart Asia Ltd (Note (iii))	– 雅高亞洲有限公司 (附註(iii))	384	349
– SPM Automotive Textiles Co. Ltd. (Note (iii))	– 住江互太(廣州)汽車 紡織產品有限公司 (附註(iii))	1,621	2,061
		2,005	2,410
Sub-contracting income	分包收入		
– SPM Automotive Textiles Co. Ltd. (Note (ii))	– 住江互太(廣州)汽車 紡織產品有限公司 (附註(ii))	2,261	1,921
Handling income	處理收入		
– Teejay Lanka PLC (Note (iv))	– Teejay Lanka PLC (附註(iv))	1,937	1,501

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

23 RELATED PARTY TRANSACTIONS (Cont'd)

(a) The following transactions were carried out with related parties: (Cont'd)

Notes:

- (i) Goods are purchased at prices mutually agreed by the Group and the substantial shareholder in the ordinary course of business.
- (ii) Goods are sold and sub-contracting income are received at prices mutually agreed by the Group and its related parties in the ordinary course of business.
- (iii) Rental income is determined based on the size of the property and the relevant market rate.
- (iv) Handling fee received from an associate is charged at 2% to 3% of the value of certain purchases made as an agent of the associate, and the rates of the handling fee were mutually agreed by both parties.
- (v) Toray Industries, Inc. became a substantial shareholder of the Group on 19 July 2017. Accordingly, the amount of related party transactions during the six-month period ended 30 September 2017 comprised only transactions with Toray from 19 July 2017 to 30 September 2017.

(b) Period/year-end balances:

	30 September 2018 2018年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2018 2018年3月31日 HK\$'000 千港元 (Audited) (經審核)
Amount due from SPM Automotive Textiles Co. Ltd. for sub-contracting income and rental income	798	949
Trade in nature:		
Amount due from Teejay Lanka PLC arising from purchase of goods on behalf	50,285	48,143
Trade in nature:		
Amount due to Toray Industries, Inc. arising from purchase of materials	44,606	53,728

中期簡明綜合財務資料附註 (續)

23 有關連人士交易 (續)

(a) 與有關連人士進行之交易如下：(續) 附註：

- (i) 貨品購買乃在日常業務過程中按本集團與主要股東共同協定之價格進行。
- (ii) 貨品銷售與分包收入乃在日常業務過程中按本集團與有關連人士共同協定之價格進行及收取。
- (iii) 租金收入乃基於物業面積與相關市場價格釐定。
- (iv) 向一間聯營公司收取處理費用是以作為聯營公司代理人進行若干採購的價值按2%至3%收取，而處理費用比率乃經雙方共同協商。
- (v) Toray於2017年7月19日成為本集團主要股東。因此，截至2017年9月30日止六個月期間之有關連人士交易金額僅包括與Toray於2017年7月19日至2017年9月30日期間進行之交易。

(b) 期／年末結餘：

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

中期簡明綜合財務資料附註
(續)

23 RELATED PARTY TRANSACTIONS (Cont'd)

23 有關連人士交易 (續)

(c) Key management compensation:

(c) 主要管理人員酬金：

		Six months ended 30 September	
		截至9月30日止六個月	
		2018	2017
		2018年	2017年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries, bonus and allowances	薪金、花紅及津貼	33,868	22,065

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

INTERIM DIVIDEND

The Board has declared an interim dividend of HK32 cents per Share (2017: HK26.5 cents per Share) for the six months ended 30 September 2018. The interim dividend will be paid on 21 December 2018 to Shareholders whose names appear on the Register of Members at the close of business on 14 December 2018.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 12 December 2018 to 14 December 2018 (both days inclusive) during which period no transfer of shares can be registered. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 11 December 2018.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 September 2018, neither the Company nor its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

CORPORATE GOVERNANCE

The Company had complied with the applicable code provisions and certain recommended best practices set out in the CG Code contained in Appendix 14 to the Listing Rules where suitable to the Company so as to enhance the corporate governance standard of the Company throughout the period for the six months ended 30 September 2018.

During the period under review, Mr. Wan Wai Loi served as chairman of the Board and the Chief Executive of the Company; hence the Company did not comply with the code provision A.2.1 of the CG Code which requires that the roles of chairman and chief executive should be separate and should not be performed by the same individual. While the dual role arrangement has provided strong and consistent leadership and facilitated the implementation of the Group's business strategies, the Company will nevertheless review the structure from time to time in light of the prevailing circumstance.

CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the standard of Model Code as set out in Appendix 10 of the Listing Rules as the Company's code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiries of all Directors, they all confirmed that they had complied with the required standard set out in the such Code throughout the period for the six months ended 30 September 2018.

中期股息

董事局宣佈派發截至2018年9月30日止六個月之中期股息每股港幣32仙（2017年：每股港幣26.5仙）。中期股息將於2018年12月21日派付予2018年12月14日辦公時間結束時名列於股東名冊之股東。

暫停辦理股份過戶登記

本公司將由2018年12月12日至2018年12月14日（首尾兩天包括在內）暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，股東最遲須於2018年12月11日下午4時30分前將所有過戶文件連同有關股票交回本公司股份過戶登記處香港分處之香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

購買、出售或贖回本公司之上市證券

截至2018年9月30日止六個月內，本公司或其附屬公司概無購買、贖回或出售本公司之任何上市證券。

企業管治

本公司截至2018年9月30日止六個月期間一直遵守上市規則附錄十四所載的企業管治守則載列的適用守則條文與若干建議最佳常規，以提高本公司的企業管治標準。

於回顧期內，尹惠來先生擔任本公司董事局主席兼行政總裁，故本公司未能遵守企業管治守則中第A.2.1條（該條文規定主席與行政總裁的職能須分立且不應由同一人擔任）。儘管雙重職務安排已提供強大一致的領導及促進本集團實施業務策略，本公司仍會因應當前情況不時檢討有關架構。

董事進行證券交易之守則

本公司已採納上市規則附錄十所載之標準守則，作為本公司董事進行本公司證券交易之操守準則。經向全體董事作出特定查詢後，彼等均確認截至2018年9月30日止六個月期間皆遵守該等守則所載之標準。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2018, the interests and short positions of the Directors and chief executives (Note 1) of the Company in the Shares, underlying Shares, and debentures of the Company or any of its associated corporations (Note 1) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange were as follows:

董事於股份和相關股份之權益及淡倉

於2018年9月30日，董事及本公司最高行政人員（附註1）於本公司或其任何相聯法團（附註1）之股份、相關股份及債券中，擁有須根據證券及期貨條例第352條須予存置的登記冊所記錄或須以其他方式知會本公司及聯交所的權益及淡倉如下：

LONG POSITIONS IN SHARES

股份之好倉

Name of Directors/ Chief Executives 董事／最高行政人員姓名	Number of Issued Shares Held and Nature of Interests 持已發行股份數目及權益性質					Approximate percentage of issued share capital of the Company 於本公司已發行股本之概約百分比
	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家屬權益 (配偶權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於受控法團之權益)	Trusts and similar interests 信託及類似權益	Total Interests 權益總額	
Wan Wai Loi 尹惠來	10,295,000	1,030,000 (Note 2) (附註2)	–	–	11,325,000	0.78%
Lau Yiu Tong 劉耀棠	53,393,000	–	–	–	53,393,000	3.69%
Tou Kit Vai 杜結威	629,000	–	–	–	629,000	0.04%
Sze Kwok Wing, Nigel 施國榮	400,000	–	–	–	400,000	0.03%
Tsang Sian-Chung, Hubert 曾憲中	450,000 (Note 3) (附註3)	–	–	–	450,000	0.03%

Notes:

- Within the meaning of Part XV of the SFO.
- The Shares are held by Ms. Chiu Bo Lan, the spouse of Mr. Wan Wai Loi.
- Mr. Tsang Sian-Chung, Hubert is the Chief Information Officer of the Company who was granted share options of the Company. The summary of Share Option Scheme is set out on pages 60 to 61 of this report.

附註：

- 定義見證券及期貨條例第XV部。
- 該等股份由尹惠來先生之配偶趙寶蘭女士持有。
- 曾憲中先生為本公司之資訊總監，並獲授予本公司購股權。購股權計劃之概要載於本報告第60頁至第61頁。

Save as disclosed above, as at 30 September 2018, none of the Directors or chief executives of the Company, had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange.

除上文披露者外，於2018年9月30日，根據證券及期貨條例第352條之規定須予存置之登記冊的記錄，又或須以其他方式向本公司及聯交所發出之通知，概無董事或本公司最高行政人員於本公司或其任何相聯法團之股份、相關股份及債券中，擁有任何權益或淡倉。

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

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

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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

As at 30 September 2018, the following persons and/or corporations (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東及其他人士於股份和相關股份之權益及淡倉

於2018年9月30日，根據本公司按證券及期貨條例第336條規定存置之登記冊所記錄，以下人士及／或法團（並非董事或本公司最高行政人員）於本公司股份或相關股份中擁有權益或淡倉：

LONG POSITIONS IN SHARES

股份之好倉

Name	Capacity in which ordinary shares were held	Number of ordinary shares	Approximate percentage of issued share capital of the Company
姓名／名稱	於所持普通股之身份	普通股數目	於本公司已發行股本之概約百分比
Toray Industries, Inc.	Beneficial Owner 實益擁有人	405,394,000 (L)	28.03%
Schroders Plc	Investment Manager 投資經理	132,592,000 (L)	9.17%
Lam Wing Tak 林榮德	Beneficial Owner 實益擁有人	14,566,000 (L)	
	Interest of Spouse 配偶權益	1,087,000 (L)	
	Founder of a discretionary trust 全權信託之創辦人	80,000,000 (L)	
		95,653,000 (Note 4) (附註4)	6.61%
Wong Bik Ha 黃碧霞	Beneficial Owner 實益擁有人	1,087,000 (L)	
	Interest of Spouse 配偶權益	14,566,000 (L)	
	Founder of a discretionary trust 全權信託之創辦人	80,000,000 (L)	
		95,653,000 (Note 4) (附註4)	6.61%

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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

LONG POSITIONS IN SHARES (Cont'd)

主要股東及其他人士於股份和相關股份之權益及淡倉(續)
股份之好倉(續)

Name	Capacity in which ordinary shares were held	Number of ordinary shares	Approximate percentage of issued share capital of the Company
姓名／名稱	於所持普通股之身份	普通股數目	於本公司已發行股本之概約百分比
HSBC International Trustee Limited	Trustee 信託人	80,520,000 (Note 4) (附註4)	5.57%
BLWT Company Limited	Interest in controlled corporations 受控法團權益	80,000,000 (Note 4) (附註4)	5.53%
Fifth Element Enterprises Limited	Beneficial Owner 實益擁有人	80,000,000 (Note 5) (附註5)	5.53%

Notes:

- Mr. Lam Wing Tak is the spouse of Ms. Wong Bik Ha, vice versa. BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.
- Fifth Element Enterprises Limited is wholly-owned by BLWT Company Limited.

附註：

- 林榮德先生與黃碧霞女士互為配偶。BLWT Company Limited由林榮德先生之家族信託之信託人HSBC International Trustee Limited全資擁有。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。
- Fifth Element Enterprises Limited由BLWT Company Limited全資擁有。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

SHARE OPTION SCHEME

Pursuant to the written resolutions of Shareholders passed on 27 April 2007, the Company adopted the Share Option Scheme subject to the terms and conditions therein.

Options to subscribe for 22,820,000 Shares were granted on 18 July 2007 ("1st Grant") and options to subscribe for 10,000,000 Shares were granted on 11 October 2013 ("2nd Grant") which expired on 17 July 2017 and will expire on 10 October 2023 respectively.

The share options issued under 1st Grant were fully exercised. The movement of 2nd Grant as at 30 September 2018 was shown as follows:

購股權計劃

根據股東於2007年4月27日通過之書面決議案，本公司已採納購股權計劃，並受限於其所訂之條款及條件。

可認購22,820,000股股份的購股權及可認購10,000,000股股份的購股權分別於2007年7月18日（「第一次授出」）及2013年10月11日（「第二次授出」）授出，並分別於2017年7月17日及將於2023年10月10日屆滿。

第一次授出發行的購股權已獲悉數行使。於2018年9月30日，第二次授出的變動列示如下：

Date of Grant	Grantee	Exercise Price	Number of Share Options		Vesting Date	Percentage of total Share Options Granted	Number of Share Options Vested/ to be Vested/ Exercisable	As at					
			Granted	Tranche				01/04/2018	Exercised	Lapsed	Forfeited	30/09/2018	
授出日期	承授人	行使價	已授出購股權數目	批次	歸屬日期	佔已授出購股權總數的百分比	已歸屬/待歸屬購股權數目	於2018年4月1日	已行使	失效	沒收	於2018年9月30日	
11/10/2013	Eligible Employees 合資格僱員	HK\$9.98 9.98港元	10,000,000	1st 第一批	11/10/2016	30%	3,000,000	11/10/2016 – 10/10/2023	9,050,000	-	-	-	9,050,000
				2nd 第二批	11/10/2019	35%	3,500,000	11/10/2019 – 10/10/2023					
				3rd 第三批	11/10/2022	35%	3,500,000	11/10/2022 – 10/10/2023					

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SHARE OPTION SCHEME (Cont'd)

The fair value of options of the 2nd Grant is approximately at an average of HK\$1.85 per Share on the basis of binomial model (the "Model"). The significant inputs into the Model were the closing price of the Share of the Company at the date of grant of HK\$9.98 per Share, annual risk-free interest rate of approximately 2.09%, an expected option life of approximate 10 years, expected volatility of 45% and annual dividend yield of 9%. HK\$850,000 amortised fair value of share options for the six months ended 30 September 2018 was charged to the consolidated income statement (2017: HK\$851,000).

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

Save as disclosed below, no option had been granted to the Directors, chief executives or substantial shareholders of the Company or their respective associates under the Share Option Scheme:

450,000 options were granted to Mr. Tsang Sian-Chung, Hubert, an employee who is also an associate of Mr. Tsang Kang Po, a non-executive Director of the Company (who resigned on 1 July 2018).

AUDIT COMMITTEE

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

The audit committee is responsible for reviewing, overseeing and supervising the effectiveness of the Group's financial reporting process, internal control systems, risk management and whistleblowing policy. The audit committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 September 2018 in conjunction with the external auditor and the management of the Company.

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

購股權計劃(續)

根據二項式期權定價模式(「定價模式」), 第二次授出購股權之公允值平均約為每股1.85港元。該定價模式主要基於本公司股份於授出購股權日期之收市價為每股9.98港元、每年約2.09%之無風險利率、約10年之預期購股權有效期、45%之預期波幅及每年9%的股息回報率計算。截至2018年9月30日止六個月, 850,000港元購股權之經攤銷公允值已於綜合收益表內入賬(2017年: 851,000港元)。

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

除下文所披露者外, 本公司董事、最高行政人員或主要股東或彼等各自的聯繫人概無根據購股權計劃獲授購股權:

曾憲中先生獲授予450,000份購股權, 其為一名僱員, 亦為本公司非執行董事曾鏡波先生(於2018年7月1日辭任)的聯繫人。

審核委員會

本公司已成立審核委員會, 並定明符合企業管治守則的書面職權範圍。審核委員會之成員為施國榮先生、伍清華先生及陳裕光博士(彼等均為獨立非執行董事)。施國榮先生為澳洲註冊會計師公會資深會員, 擔任審核委員會主席。

審核委員會負責檢討、管理及監督本集團之財務匯報程序、內部監控制度、風險管理及舉報政策的成效。審核委員會連同本公司外聘核數師及管理層審閱本集團截至2018年9月30日止六個月之未經審核簡明綜合業績。

中期財務資料已由本公司外聘核數師根據香港會計師公會頒佈之香港審閱準則第2410號「由實體之獨立核數師執行中期財務資料審閱」進行審閱。

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in compliance with the CG Code. The members of the remuneration committee are Dr. Chan Yue Kwong, Michael, Mr. Ng Ching Wah and Mr. Sze Kwok Wing, Nigel (who are Independent Non-executive Directors) together with Mr. Wan Wai Loi and Mr. Lau Yiu Tong (who are Executive Directors). Dr. Chan Yue Kwong, Michael is the chairman of the remuneration committee.

The remuneration committee is responsible for reviewing and determining the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of the Group with reference to the nature of their work, complexity of the responsibilities and performance. No Director is allowed to take part in any discussion about his own remuneration.

NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in compliance with the CG Code. The members of the nomination committee are Mr. Ng Ching Wah, Dr. Chan Yue Kwong, Michael and Mr. Sze Kwok Wing, Nigel (who are Independent Non-executive Directors) together with Mr. Wan Wai Loi and Mr. Lau Yiu Tong (who are Executive Directors). Mr. Ng Ching Wah is the chairman of the nomination committee.

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

APPRECIATION

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

On behalf of the Board

Wan Wai Loi
Chairman & CEO

Hong Kong, 22 November 2018

薪酬委員會

本公司已成立薪酬委員會，並定明符合企業管治守則的書面職權範圍。薪酬委員會之成員為陳裕光博士、伍清華先生及施國榮先生（彼等均為獨立非執行董事）以及尹惠來先生及劉耀棠先生（彼等均為執行董事）。陳裕光博士為薪酬委員會主席。

薪酬委員會負責參照本集團董事及高級管理人員之工作性質、職責的複雜性和表現，審閱及釐定付予彼等之薪酬組合條款、花紅及其他應付酬金。任何董事不可參與討論其個人薪酬。

提名委員會

本公司已成立提名委員會，並定明符合企業管治守則的書面職權範圍。提名委員會之成員為伍清華先生、陳裕光博士及施國榮先生（彼等均為獨立非執行董事）以及尹惠來先生及劉耀棠先生（彼等均為執行董事）。伍清華先生為提名委員會主席。

提名委員會負責就委任董事及董事局繼任之規劃向董事局提供建議。

致謝

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

承董事局命

主席兼行政總裁
尹惠來

香港，2018年11月22日

In this interim report (other than the Interim Financial Information), unless the context otherwise requires, the following expressions shall have the following meanings: 於本中期報告內(中期財務資料除外), 除非文義另有所指, 下列詞彙具有以下含義:

“Articles” 「章程細則」	The Articles of Association of the Company, as amended from time to time 本公司不時修訂之組織章程細則
“Board” 「董事局」	The Board of Directors of the Company 本公司之董事局
“CG Code” or “Corporate Governance Code” 「企業管治守則」	The Corporate Governance Code, stated in the Appendix 14 to the Main Board Listing Rules 主板上市規則附錄十四所載之企業管治守則
“China” or “PRC” 「中國」	The People's Republic of China 中華人民共和國
“Company” 「本公司」	Pacific Textiles Holdings Limited, an exempted company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange 互太紡織控股有限公司, 一間於開曼群島註冊成立之獲豁免有限公司, 其股份於聯交所上市
“Director(s)” 「董事」	The Director(s) of the Company 本公司之董事
“Group” 「本集團」	The Company and its subsidiaries 本公司及其附屬公司
“HKD” or “\$” or “HK\$” 「港元」	Hong Kong Dollar 港元
“HKSAR” or “Hong Kong” 「香港」	Hong Kong Special Administrative Region of the People's Republic of China 中華人民共和國香港特別行政區
“INED(s)” 「獨立非執行董事」	The Independent Non-executive Director(s) of the Company 本公司之獨立非執行董事
“Listing Rules” or “Main Board Listing Rules” 「上市規則」或「主板上市規則」	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time 不時修訂之聯交所證券上市規則
“Model Code” 「標準守則」	Model Code for Securities Transactions by Directors of Listed Issuers, Appendix 10 to the Main Board Listing Rules 主板上市規則附錄十上市發行人董事進行證券交易的標準守則
“RMB” or “CNY” 「人民幣」	“Renminbi/Chinese Yuan” 人民幣

GLOSSARY

專用詞彙

“SFO” 「證券及期貨條例」	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) 證券及期貨條例（香港法例第571章）
“Shares” 「股份」	Shares of the Company, with a nominal value of HK\$0.001 each 本公司每股面值0.001港元之股份
“Shareholder(s)” 「股東」	The Company's Shareholder(s) 本公司之股東
“Share Option Scheme” 「購股權計劃」	The Share Option Scheme adopted by the Company pursuant to the written resolutions of Shareholders passed on 27 April 2007 本公司根據股東於2007年4月27日通過之書面決議案採納之購股權計劃
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Teejay Lanka PLC”	Teejay Lanka PLC (formerly known as Textured Jersey Lanka PLC and Textured Jersey Lanka (Private) Limited), a limited liability company incorporated under the laws of Sri Lanka and whose shares are listed on the Colombo Stock Exchange of Sri Lanka Teejay Lanka PLC（前稱Textured Jersey Lanka PLC及Textured Jersey Lanka (Private) Limited），一間根據斯里蘭卡法律註冊成立之有限公司，其股份於斯里蘭卡科倫坡交易所上市
“USD” or “US\$” 「美元」	United States Dollar 美元
“VND” 「越南盾」	Vietnamese Dong 越南盾
“Toray Industries, Inc.” 「Toray」	Toray Industries, Inc., a company incorporated under the laws of Japan and whose shares are listed on the Tokyo Stock Exchange, a substantial Shareholder of the Company Toray，一間根據日本法律註冊成立之公司，其股份於東京證券交易所上市，現為本公司之一名主要股東
“RS” or “LKR” 「斯里蘭卡盧比」	Sri Lankan Rupee 斯里蘭卡盧比



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

