

YGM
TRADING LTD.

YGM貿易有限公司
股份代號 Stock Code: 00375

ASHWORTH

BLACK CLOVER

Guy Laroche
PARIS



Harmont & Blaine



J. LINDBERG

MICHEL RENÉ



Tommy Bahama

2019/20
Interim Report 中期報告

For the Six Months Ended 30th September, 2019

截至二零一九年九月三十日止六個月

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公司資料

董事會

執行董事

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

獨立非執行董事

林克平
蔡廷基
蘇漢章
李光明

審核委員會

蘇漢章 (主席)
林克平
蔡廷基
李光明

薪酬委員會

林克平 (主席)
陳永奎
陳永燊
蔡廷基
蘇漢章
李光明

提名委員會

蔡廷基 (主席)
陳永奎
陳永燊
林克平
蘇漢章
李光明

風險管理委員會

陳永燊 (主席)
周陳淑玲
傅承蔭
陳嘉然

主要往來銀行

香港上海滙豐銀行有限公司

律師

Loeb & Loeb LLP

核數師

畢馬威會計師事務所
執業會計師

公司秘書

郭應東

註冊辦事處及主要營業地址

香港九龍新蒲崗大有街二十二號

股份登記及過戶處

香港中央證券登記有限公司
香港合和中心十七樓1712-1716室

公司網址

www.ygmtrading.com

CORPORATE INFORMATION

Board of Directors

Executive Directors

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

Independent Non-executive Directors

Lin Keping
Choi Ting Ki
So Stephen Hon Cheung
Li Guangming

Audit Committee

So Stephen Hon Cheung (Chairman)
Lin Keping
Choi Ting Ki
Li Guangming

Remuneration Committee

Lin Keping (Chairman)
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Choi Ting Ki
So Stephen Hon Cheung
Li Guangming

Nomination Committee

Choi Ting Ki (Chairman)
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Lin Keping
So Stephen Hon Cheung
Li Guangming

Risk Management Committee

Chan Wing Sun, Samuel (Chairman)
Chan Suk Ling, Shirley
Fu Sing Yam, William
Andrew Chan

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited

Solicitors

Loeb & Loeb LLP

Auditors

KPMG
Certified Public Accountants

Company Secretary

Kwok Ying Tung FCPA, FCCA, FCA

Registered Office and Principal Place of Business

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

Share Registrar and Transfer Office

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

Website

www.ygmtrading.com

綜合損益表 – 未經審核

(除另有所指外，均以港元列示)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS – UNAUDITED

(Expressed in Hong Kong dollars unless otherwise indicated)

		截至九月三十日止六個月	
		Six months ended 30 September	
		2019	2018
		\$'000	\$'000
收入	Revenue		
銷售成本及直接成本	Cost of sales and direct costs	140,918	169,398
		(51,568)	(57,467)
毛利	Gross profit	89,350	111,931
其他虧損	Other loss	(6,816)	(6,391)
分銷成本	Distribution costs	(86,557)	(111,201)
行政費用	Administrative expenses	(38,913)	(41,314)
其他經營費用	Other operating expenses	(5,289)	(933)
經營虧損	Loss from operations	(48,225)	(47,908)
出售投資物業收益淨額	Net gain on disposal of an investment property	–	3,580
融資成本	Finance costs	(2,452)	(39)
除稅前虧損	Loss before taxation	(50,677)	(44,367)
所得稅(費用)/抵免	Income tax (expense)/credit	(5,376)	190
本期間虧損	Loss for the period	(56,053)	(44,177)
歸屬：	Attributable to :		
本公司權益股東	Equity shareholders of the Company	(55,345)	(43,994)
非控股權益	Non-controlling interests	(708)	(183)
本期間虧損	Loss for the period	(56,053)	(44,177)
每股虧損	Loss per share		
基本	<i>Basic</i>	(33.4 cents)	(26.5 cents)
攤薄	<i>Diluted</i>	N/A	N/A

附註：

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

第7頁至第22頁之附註屬本中期財務報告之一部份。

本公司權益股東應佔股息詳載於附註第7項。

Note:

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

The notes on pages 7 to 22 form part of this interim financial report.

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

綜合損益及其他全面收益表 – 未經審核

(除另有所指外，均以港元列示)

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

(Expressed in Hong Kong dollars unless otherwise indicated)

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

		2019 \$'000	2018 \$'000
本期間虧損	Loss for the period	(56,053)	(44,177)
本期間其他全面收益 (稅後及重新分類調整)：	Other comprehensive income for the period (after tax and reclassification adjustments):		
其後可能重新分類為 損益之項目：	Item that may be reclassified subsequently to profit or loss:		
換算香港以外地區附屬 公司財務報表所產生的 匯兌差額	Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	(6,661)	(17,720)
本期間其他全面收益	Other comprehensive income for the period	(6,661)	(17,720)
本期間全面收益總額	Total comprehensive income for the period	(62,714)	(61,897)
歸屬：	Attributable to:		
本公司權益股東	Equity shareholders of the Company	(62,006)	(61,144)
非控股權益	Non-controlling interests	(708)	(753)
本期間全面收益總額	Total comprehensive income for the period	(62,714)	(61,897)

附註：

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

Note:

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

第7頁至第22頁之附註屬本中期財務報告之一部份。

The notes on pages 7 to 22 form part of this interim financial report.

綜合財務狀況表 – 未經審核

CONSOLIDATED STATEMENT OF FINANCIAL POSITION – UNAUDITED

(除另有所指外，均以港元列示)

(Expressed in Hong Kong dollars unless otherwise indicated)

			九月三十日 30 September 2019 \$'000	三月三十一日 31 March 2019 \$'000
非流動資產	Non-current assets			
投資物業	Investment properties	9	278,184	278,173
其他物業、廠房及設備	Other property, plant and equipment	9	103,598	21,477
			381,782	299,650
無形資產	Intangible assets		133,442	102,050
租賃權費用	Lease premium	10	5,620	5,764
租金按金	Rental deposits		14,002	16,436
遞延稅項資產	Deferred tax assets		20,041	25,607
			554,887	449,507
流動資產	Current assets			
作買賣用途之證券	Trading securities		18,319	18,310
存貨	Inventories	11	89,532	79,700
應收賬款及其他應收款	Trade and other receivables	12	48,480	50,353
本期可退回稅項	Current tax recoverable		56	214
現金及現金等價物	Cash and cash equivalents	13	238,100	321,901
			394,487	470,478
流動負債	Current liabilities			
應付賬款及其他應付款及合同負債	Trade and other payables and contract liabilities	14	107,718	76,206
銀行透支	Bank overdrafts	15	6,771	6,777
本期應付稅項	Current tax payable		1,349	638
租賃負債	Lease liabilities		54,287	–
撥備	Provisions	16	120,497	130,289
			290,622	213,910
流動資產淨值	Net current assets		103,865	256,568
總資產減流動負債	Total assets less current liabilities		658,752	706,075
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities		1,040	1,507
租賃負債	Lease liabilities		49,151	–
			50,191	1,507
資產淨值	NET ASSETS		608,561	704,568
股本及儲備	CAPITAL AND RESERVES			
股本	Share capital	7(b)	383,909	383,909
儲備	Reserves		203,226	298,405
本公司權益股東應佔	Total equity attributable to equity shareholders of the Company		587,135	682,314
權益總額	Non-controlling interests		21,426	22,254
非控股權益	TOTAL EQUITY		608,561	704,568
權益總額				

附註：

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

第7頁至第22頁之附註屬本中期財務報告之一部份。

Note:

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

The notes on pages 7 to 22 form part of this interim financial report.

綜合權益變動表 – 未經審核

(除另有所指外，均以港元列示)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

(Expressed in Hong Kong dollars unless otherwise indicated)

歸屬本公司權益股東
Attributable to equity shareholders of the Company

附註	股本	外匯儲備	重估儲備 (附註1) Revaluation reserve (Note 1)	保留溢利	總額	非控股 權益 Non- controlling interests	權益總額
Note	Share capital \$'000	Exchange reserve \$'000	\$'000	Retained profits \$'000	Total \$'000	\$'000	Total equity \$'000
於二零一八年四月一日之結餘							
Balance at 1 April 2018	383,909	(27,644)	99,229	266,258	721,752	26,897	748,649
截至二零一八年九月三十日止六個月之權益變動：							
Changes in equity for the six months ended							
30 September 2018:							
本期間虧損							
Loss for the period	-	-	-	(43,994)	(43,994)	(183)	(44,177)
其他全面收益							
Other comprehensive income	-	(17,150)	-	-	(17,150)	(570)	(17,720)
本期間全面收益總額							
Total comprehensive income for the period	-	(17,150)	-	(43,994)	(61,144)	(753)	(61,897)
過往年度已批准股息							
Dividends approved in respect of the previous year	7(a)(ii)	-	-	(82,932)	(82,932)	-	(82,932)
已付非控股權益股息							
Dividends paid to non-controlling interests	-	-	-	-	-	(4,906)	(4,906)
非控股權益貸款							
Loan from non-controlling interests	-	-	-	-	-	33	33
於二零一八年九月三十日之結餘							
Balance at 30 September 2018	383,909	(44,794)	99,229	139,332	577,676	21,271	598,947
於二零一九年四月一日之結餘							
Balance at 1 April 2019	383,909	(41,166)	13,432	326,139	682,314	22,254	704,568
截至二零一九年九月三十日止六個月之權益變動：							
Changes in equity for the six months ended							
30 September 2019:							
本期間虧損							
Loss for the period	-	-	-	(55,345)	(55,345)	(708)	(56,053)
其他全面收益							
Other comprehensive income	-	(6,661)	-	-	(6,661)	-	(6,661)
本期間全面收益總額							
Total comprehensive income for the period	-	(6,661)	-	(55,345)	(62,006)	(708)	(62,714)
過往年度已批准股息							
Dividends approved in respect of the previous year	7(a)(ii)	-	-	(33,173)	(33,173)	-	(33,173)
已付非控股權益股息							
Dividends paid to non-controlling interests	-	-	-	-	-	(120)	(120)
於二零一九年九月三十日之結餘							
Balance at 30 September 2019	383,909	(47,827)	13,432	237,621	587,135	21,426	608,561

附註：

1. 重估儲備乃指持作自用的土地及樓宇於轉換用途為投資物業之重估盈餘。
2. 本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

第7頁至第22頁之附註屬本中期財務報告之一部份。

Notes:

1. Revaluation reserve represents the surplus on revaluation of land and buildings held for own use upon change of use to investment properties.
2. The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

The notes on pages 7 to 22 form part of this interim financial report.

簡明綜合現金流量表 – 未經審核

(除另有所指外，均以港元列示)

CONDENSED CONSOLIDATED CASH FLOW STATEMENT – UNAUDITED

(Expressed in Hong Kong dollars unless otherwise indicated)

		截至九月三十日止六個月 Six months ended 30 September	
		2019 \$'000	2018 \$'000
經營活動：	Operating activities:		
經營業務所用之現金	Cash used in operations	(44,228)	(31,172)
退回／(已付)稅項	Tax refunded/(paid)	162	(369)
		<u>(44,066)</u>	<u>(31,541)</u>
經營活動所用之現金淨額	Net cash used in operating activities		
投資活動：	Investing activities:		
購入其他物業、廠房及設備付款	Payment for the purchase of other property, plant and equipment	9(b) (8,242)	(8,891)
購入無形資產付款	Payment for the purchase of intangible assets	(31,392)	–
出售作買賣用途之證券所得款項	Proceeds from disposal of trading securities	–	7,863
出售投資物業所得款項	Proceeds from disposal of investment properties	9(b) –	10,880
投資活動產生之其他現金流	Other cash flows arising from investing activities	1,642	1,630
投資活動(所用)／產生之現金淨額	Net cash (used in)/generated from investing activities	(37,992)	11,482
融資活動：	Financing activities:		
已付本公司權益股東股息	Dividends paid to equity shareholders of the Company	–	(82,932)
已付非控股權益股息	Dividends paid to non-controlling interests	(120)	(4,906)
非控股權益貸款所得款項	Proceeds from a loan from non-controlling interests	–	33
融資活動產生之其他現金流	Other cash flows arising from financing activities	(38)	(39)
融資活動所用之現金淨額	Net cash used in financing activities	(158)	(87,844)
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(82,216)	(107,903)
於期初之現金及現金等價物	Cash and cash equivalents at the beginning of the period	13 315,124	234,486
外幣匯率變動之影響	Effect of foreign exchange rate changes	(1,579)	(8,150)
於期末之現金及現金等價物	Cash and cash equivalents at the end of the period	13 <u>231,329</u>	<u>118,433</u>

附註：

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

第7頁至第22頁之附註屬本中期財務報告之一部份。

Note:

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

The notes on pages 7 to 22 form part of this interim financial report.

未經審核中期財務報告 附註

(除另有所指外，均以港元列示)

1 編製基準

截至二零一九年九月三十日止六個月之中期財務報告涵蓋本公司及其附屬公司(統稱為「本集團」)。

本中期財務報告根據香港聯合交易所有限公司(「聯交所」)證券上市規則中適用的披露規定編製，並符合香港會計師公會所發佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」的規定。本中期財務報告已於二零一九年十一月二十八日獲授權發佈。

除依據預期於二零二零年三月三十一日止年度本集團年度財務報表中反映的會計政策變動外，本中期財務報告已採納於截至二零一九年三月三十一日止年度本集團年度財務報表所採納的相同會計政策。該等會計政策變動詳情列載於附註第2項。

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

本中期財務報告包括簡明綜合財務報表及所選取的附註解釋。該等附註包括解釋各項事件及交易對了解自二零一九年三月三十一日止年度本集團年度財務報表發表後本集團之財務狀況及表現之變動尤為重要。簡明綜合中期財務報表及其附註並不包括按香港財務報告準則(「香港財務報告準則」)的要求而編製的完整財務報表的所有資料。

本中期財務報告乃未經審核，但已由本公司之審核委員會審閱。

本中期財務報告內所載有關截至二零一九年三月三十一日止財政年度的財務資料乃為比較資料，並不構成本公司於該財政年度的法定年度綜合財務報表，但該等資料乃摘錄自該財務報表。按照香港公司條例(第622章)(「公司條例」)第436條，依據法定財務報表披露有關資料如下：

本公司已根據公司條例第662(3)條及附表6第3部規定向公司註冊處處長呈交截至二零一九年三月三十一日止年度的財務報表。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

(Expressed in Hong Kong dollars unless otherwise indicated)

1 Basis of preparation

This interim financial report for the six months ended 30 September 2019 comprises the Company and its subsidiaries (collectively referred to as “the Group”).

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), including compliance with Hong Kong Accounting Standard (“HKAS”) 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue on 28 November 2019.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the annual financial statements of the Group for the year ended 31 March 2019, except for the accounting policy changes that are expected to be reflected in the annual financial statements of the Group for the year ending 31 March 2020. Details of these changes in accounting policies are set out in note 2.

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

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the annual financial statements of the Group for the year ended 31 March 2019. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

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

The financial information relating to the financial year ended 31 March 2019 that is included in the interim financial report as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap.622) (the “Companies Ordinance”) is as follows:

The Company has delivered the financial statements for the year ended 31 March 2019 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

1 編製基準 (續)

本公司核數師已就截至二零一九年三月三十一日止年度之該等本財務報表作出報告。該核數師報告並無保留意見；並無載有核數師在不對其報告出具保留意見之情況下，以強調的方式提請使用者注意的任何事項；亦不載有根據公司條例第406(2)條、第407(2)或(3)條作出的陳述。

2 會計政策變動

香港會計師公會已頒佈於本集團本會計期間首次生效之新香港財務報告準則及若干香港財務報告準則之修訂。除香港財務報告準則第16號「租賃」外，該等發展對本集團所編製或呈列於該中期財務報告的本期或前期業績及財務狀況概無重大影響。本集團並無在現行會計期間採納任何尚未生效之新準則或詮釋。

香港財務報告準則第16號「租賃」

香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋、香港（國際財務報告詮釋委員會）第4號「釐定安排是否包含租賃」、香港詮釋常務委員會詮釋）第15號「經營租賃－獎勵」及香港詮釋常務委員會詮釋）第27號「評估涉及租賃法律形式的交易本質」。其為承租人引入一項單一會計模式，規定承租人就所有租賃確認使用權資產及租賃負債（除租期為十二個月或以下的租賃（「短期租賃」）及低價值資產的租賃外）。出租人的會計處理要求大致承接香港會計準則第17號的要求不變。

本集團自二零一九年四月一日起首次應用香港財務報告準則第16號。本集團已選用經修訂追溯法，並因而確認首次應用的累積影響作為對於二零一九年四月一日權益期初結餘的調整。比較資料未被重報且繼續根據香港會計準則第17號呈報。

有關過往會計政策變動的性質和影響及所採用的過渡性選擇的進一步詳情列載如下：

(a) 會計政策變動

(i) 租賃的新定義

租賃定義的變動主要與控制權的概念有關。香港財務報告準則第16號根據客戶是否在某一時段內控制已識別資產的使用（其可由指定使用量釐定）來定義租賃。當客戶有權指示可識別資產的用途及從使用中獲得絕大部分經濟利益時，即表示擁有控制權。

1 Basis of preparation (continued)

The Company's auditor has reported on those financial statements for the year ended 31 March 2019. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under section 406(2), 407(2) or (3) of the Companies Ordinance.

2 Changes in accounting policies

The HKICPA has issued a new HKFRS and a number of amendments to HKFRSs that are first effective for the current accounting period of the Group. Except for HKFRS 16, *Leases*, none of the developments have had a material effect on how the Group's results and financial position for the current or prior periods have been prepared or presented in this interim financial results. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

HKFRS 16, *Leases*

HKFRS 16 replaces HKAS 17, *Leases*, and the related interpretations, HK(IFRIC) 4, *Determining whether an arrangement contains a lease*, HK(SIC) 15, *Operating leases – incentives*, and HK(SIC) 27, *Evaluating the substance of transactions involving the legal form of a lease*. It introduces a single accounting model for lessees, which requires a lessee to recognise a right-of-use asset and a lease liability for all leases, except for leases that have a lease term of 12 months or less ("short-term leases") and leases of low value assets. The lessor accounting requirements are brought forward from HKAS 17 substantially unchanged.

The Group has initially applied HKFRS 16 as from 1 April 2019. The Group has elected to use the modified retrospective approach and has therefore recognised the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 April 2019. Comparative information has not been restated and continues to be reported under HKAS 17.

Further details of the nature and effect of the changes to previous accounting policies and the transition options applied are set out below:

(a) *Changes in accounting policies*

(i) *New definition of a lease*

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

2 會計政策變動 (續)

(a) 會計政策變動 (續)

(i) 租賃的新定義 (續)

香港財務報告準則第16號內租賃的新定義僅適用於本集團於二零一九年四月一日或之後訂立或變更的合約。就於二零一九年四月一日之前訂立的合約而言，本集團已採用過渡性可行的權宜方法沿用此前對現有安排是否為租賃或包含租賃評估結果。

因此，對於以往根據香港會計準則第17號評估為租賃的合約繼續根據香港財務報告準則第16號入賬列為租賃。

(ii) 承租人會計處理方法

香港財務報告準則第16號剔除以往香港會計準則第17號規定承租人將租賃分類為經營租賃或融資租賃的要求。反之，當本集團作為承租人，其須將所有租賃資本化，包括以往根據香港會計準則第17號分類為經營租賃的租賃(短期租賃及低價值資產租賃除外)。

當租賃已資本化，租賃負債初時按租期應付租項出現值確認，並按租賃中所隱含的利率折現，或倘該利率不能輕易釐定，則以相關遞增借款利率折現。於首次確認後，租賃負債按攤銷成本計量，而利息支出則採用實際利息法計算。租賃負債的計量並不包括不取決於指數或利率的可變租項支出，因此可變租項支出於其產生的會計期間在損益中扣除。

於資本化租賃時確認的使用權資產初時按成本計量，其中包括租賃負債的初始金額，加上於開始日期或之前作出的任何租項支出以及任何所產生的初始直接成本。倘適用，使用權資產的成本亦包括拆卸及移除相關資產或還原相關資產或該資產所在地點而產生的估計成本，按其現值折現並扣減任何已收的租賃獎勵。

除符合投資物業定義的使用權資產以公允價值計量外，使用權資產其後按成本減去累計折舊和減值損失入賬。

2 Changes in accounting policies (continued)

(a) Changes in accounting policies (continued)

(i) New definition of a lease (continued)

The Group applies the new definition of a lease in HKFRS 16 only to contracts that were entered into or changed on or after 1 April 2019. For contracts entered into before 1 April 2019, the Group has used the transitional practical expedient to grandfather the previous assessment of which existing arrangements are or contain leases.

Accordingly, contracts that were previously assessed as leases under HKAS 17 continue to be accounted for as leases under HKFRS 16.

(ii) Lessee accounting

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17, other than those short-term leases and leases of low-value assets.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value.

2 會計政策變動 (續)

(a) 會計政策變動 (續)

(ii) 承租人會計處理方法 (續)

租賃負債須重新計量當指數或費率的變化會導致未來租賃付款的變化，或本集團對殘值擔保下預期應付金額的估計發生變化，或因重新評估本集團是否合理確定會行使購買，延期或終止選擇權而發生變化。當以這種方式重新計量租賃負債時，應對使用權資產的賬面價值進行相應的調整，如果使用權資產的賬面價值減至零，則計入損益。

(iii) 以租賃持有之投資物業

根據香港財務報告準則第16號，倘以租賃持有之物業乃為賺取租金收入及／或為資本增值而持有，則本集團須將所有該等以租賃持有之物業以投資物業入賬（「以租賃持有之投資物業」）。由於本集團過往選擇採用香港會計準則第40號，「投資物業」，已對所有於二零一九年三月三十一日為投資目的而持有之租賃物業進行入賬處理，因此採納香港財務報告準則第16號對本集團財務報表並無影響。故此，該等以租賃持有之投資物業繼續以公平價值列賬。

(iv) 出租人會計處理方法

適用於本集團作為出租人的會計政策與香港會計準則第17號的會計政策基本保持不變。

根據香港財務報告準則第16號，當本集團在轉租安排中擔任中間出租人時，本集團須參考主要租賃產生的使用權資產將轉租分類為融資租賃或經營租賃。通過參考基礎資產。就此而言，採納香港財務報告準則第16號對本集團的財務報表並無重大影響。

(b) 過渡影響

於過渡至香港財務報告準則第16號當日（即二零一九年四月一日），本集團釐定剩餘租賃期的長度，並以剩餘租賃付款額按二零一九年四月一日的相關增量借款利率折現的現值，對此前劃分為經營租賃的租賃之租賃負債進行計量。用作釐定餘下租賃付款額現值的加權平均遞增借款利率為4.0%。

2 Changes in accounting policies (continued)

(a) Changes in accounting policies (continued)

(ii) Lessee accounting (continued)

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(iii) Leasehold investment property

Under HKFRS 16, the Group is required to account for all leasehold properties as investment properties when these properties are held to earn rental income and / or for capital appreciation ("leasehold investment properties"). The adoption of HKFRS 16 does not have a significant impact on the Group's financial statements as the Group previously elected to apply HKAS 40, *Investment properties*, to account for all of its leasehold properties that were held for investment purposes as at 31 March 2019. Consequentially, these leasehold investment properties continue to be carried at fair value.

(iv) Lessor accounting

The accounting policies applicable to the Group as a lessor remain substantially unchanged from those under HKAS 17.

Under HKFRS 16, when the Group acts as an intermediate lessor in a sublease arrangement, the Group is required to classify the sublease as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease, instead of by reference to the underlying asset. The adoption of HKFRS 16 does not have a significant impact on the Group's financial statements in this regard.

(b) Transitional impact

At the date of transition to HKFRS 16 (i.e. 1 April 2019), the Group determined the length of the remaining lease terms and measured the lease liabilities for the leases previously classified as operating leases at the present value of the remaining lease payments, discounted using the relevant incremental borrowing rates at 1 April 2019. The weighted average of the incremental borrowing rates used for determination of the present value of the remaining lease payments was 4.0%.

2 會計政策變動 (續)

(b) 過渡影響 (續)

為緩解香港財務報告準則第16號的過渡安排，本集團於首次應用香港財務報告準則第16號當日採用下列確認豁免及可行權宜方法：

- (i) 對於在首次應用香港財務報告準則第16號之日起計剩餘租賃期限在十二個月內終止，即租賃期於二零二零年三月三十一日或之前結束的租賃，本集團選擇對期不使用香港財務報告準則第16號對確認租賃負債和使用權資產的要求；
- (ii) 於計量首次應用香港財務報告準則第16號當日之租賃負債時，本集團對具有合理類似特徵的租賃組合應用單一折現率（例如，在類似經濟環境下就類似類別的相關資產有類似餘下租期的租賃）；及
- (iii) 於計量首次應用香港財務報告準則第16號當日之使用權資產時，本集團依據之前於二零一九年三月三十一日對虧損合同撥備作出的評估，以替代進行減值審閱。

以下為於二零一九年三月三十一日經營租賃承擔與租賃負債於二零一九年四月一日期初結餘的對賬表：

		\$'000
於二零一九年三月三十一日的經營租賃承擔	Operating lease commitments at 31 March 2019	210,305
減：無需資本化的租賃承擔：	Less: Commitments relating to leases exempt from capitalisation:	
— 短期租賃或其他租賃期於二零二零年三月三十一日或之前完結的租賃	— short term leases and other leases with remaining lease term ending on or before 31 March 2020	(34,604)
減：未來利息支出總額	Less: Total future interest expenses	(72,801)
於二零一九年四月一日確認的租賃負債總額	Total lease liabilities recognised at 1 April 2019	<u>102,900</u>

以往被歸類為營業租賃的使用權資產以相等於被確認的租賃負債餘額確認，此金額按照於二零一九年三月三十一日綜合財務狀況表內確認的任何預付租賃或應計租項支出作出調整。

本集團的使用權資產如未能符合投資物業定義，則在其他物業、機器及設備內呈報，而租賃負債則在綜合財務狀況表內分開呈報。

2 Changes in accounting policies (continued)

(b) Transitional impact (continued)

To ease the transition to HKFRS 16, the Group applied the following recognition exemption and practical expedients at the date of initial application of HKFRS 16:

- (i) the Group elected not to apply the requirements of HKFRS 16 in respect of the recognition of lease liabilities and right-of-use assets to leases for which the remaining lease term ends within 12 months from the date of initial application of HKFRS 16, i.e. where the lease term ends on or before 31 March 2020;
- (ii) when measuring the lease liabilities at the date of initial application of HKFRS 16, the Group applied a single discount rate to a portfolio of leases with reasonably similar characteristics (such as leases with a similar remaining lease term for a similar class of underlying asset in a similar economic environment); and
- (iii) when measuring the right-of-use assets at the date of initial application of HKFRS 16, the Group relied on the previous assessment for onerous contract provisions as at 31 March 2019 as an alternative to performing an impairment review.

The following table reconciles the operating lease commitments as disclosed as at 31 March 2019 to the opening balance for lease liabilities recognised as at 1 April 2019:

		\$'000
於二零一九年三月三十一日的經營租賃承擔	Operating lease commitments at 31 March 2019	210,305
減：無需資本化的租賃承擔：	Less: Commitments relating to leases exempt from capitalisation:	
— 短期租賃或其他租賃期於二零二零年三月三十一日或之前完結的租賃	— short term leases and other leases with remaining lease term ending on or before 31 March 2020	(34,604)
減：未來利息支出總額	Less: Total future interest expenses	(72,801)
於二零一九年四月一日確認的租賃負債總額	Total lease liabilities recognised at 1 April 2019	<u>102,900</u>

The right-of-use assets in relation to leases previously classified as operating leases have been recognised at an amount equal to the amount recognised for the remaining lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the consolidated statement of financial position at 31 March 2019.

The Group presents right-of-use assets that do not meet the definition of investment property in “Other property, plant and equipment” and presents lease liabilities separately in the consolidated statement of financial position.

2 會計政策變動 (續)

(b) 過渡影響 (續)

下表為本集團就採納香港財務報告準則第16號對綜合財務狀況表的影響：

採用香港財務報告準則第16號對綜合財務狀況表的項目之影響：

Line items in the consolidated statement of financial position impacted by the adoption of HKFRS 16:	
投資物業	Investment properties
其他物業、廠房及設備	Other property, plant and equipment
總非流動資產	Total non-current assets
租賃負債 (流動)	Lease liabilities (current)
撥備	Provisions
流動負債	Current liabilities
流動資產淨值	Net current assets
總資產減流動負債	Total assets less current liabilities
租賃負債 (非流動)	Lease liabilities (non-current)
非流動負債	Non-current liabilities
資產淨值	Net assets

2 Changes in accounting policies (continued)

(b) Transitional impact (continued)

The following table summarises the impacts of the adoption of HKFRS 16 on the Group's consolidated statement of financial position:

於二零一九年 三月三十一日 之賬面值	營業租賃合同 資本化金額	於二零一九年 四月一日 之賬面值
Carrying amount at 31 March 2019	Capitalisation of operating lease contracts	Carrying amount at 1 April 2019
\$'000	\$'000	\$'000

278,173	13,413	291,586
21,477	78,887	100,364
449,507	92,300	541,807
–	52,374	52,374
130,289	(10,600)	119,689
213,910	41,774	255,684
256,568	(41,774)	214,794
706,075	50,526	756,601
–	50,526	50,526
1,507	50,526	52,033
704,568	–	704,568

3 分部報告

本集團按業務線組成分部來管理其業務。本集團以向本集團最高行政管理人員內部呈報資料 (為分配資源及評估表現) 一致的方式呈列以下四個須呈報分部。本集團並無將任何經營分部合計以形成下列須呈報分部：

- 銷售成衣：批發及零售成衣。
- 特許商標：有關專利權費收益的商標特許及管理。
- 印刷及相關服務：提供安全印刷服務及出售印刷產品。
- 物業租賃：出租物業產生租金收入。

3 Segment reporting

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

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

3 分部報告 (續)

(a) 有關損益、資產及負債的資料

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

截至九月三十日止六個月 For the six months ended 30 September	銷售成衣		特許商標		印刷及相關服務		物業租賃		總額	
	Sales of garments		Licensing of trademarks		Printing and related services		Property rental		Total	
	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000	2019 \$'000	2018 \$'000
來自外界客戶之收入 Revenue from external customers	105,533	129,436	12,492	14,849	17,632	15,948	5,261	9,165	140,918	169,398
分部間收入 Inter-segment revenue	-	-	-	249	124	158	1,200	1,739	1,324	2,146
須呈報分部收入 Reportable segment revenue	105,533	129,436	12,492	15,098	17,756	16,106	6,461	10,904	142,242	171,544
須呈報分部之(虧損)/溢利 (調整扣除利息、稅項、 折舊及攤銷前的盈利) Reportable segment (loss)/ profit (adjusted EBITDA)	(3,656)	(35,883)	(3,538)	(1,388)	3,393	1,937	2,652	9,300	(1,149)	(26,034)
於九月三十日/三月三十一日 As at 30 September / 31 March										
須呈報分部資產 Reportable segment assets	555,145	398,688	154,306	123,079	21,490	22,199	281,069	282,217	1,012,010	826,183
須呈報分部負債 Reportable segment liabilities	505,428	451,823	24,022	22,045	3,619	3,646	14,288	1,863	547,357	479,377

附註
Note

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

用於呈報分部虧損或溢利之計算方法為「調整扣除利息、稅項、折舊及非流動資產減值虧損前的盈利」，「利息」包括投資收益。在計算「調整扣除利息、稅項、折舊及非流動資產減值虧損前的盈利」時，本集團會就並無明確歸於個別分部之項目（例如其他總公司或企業行政成本）進一步調整虧損。

3 Segment reporting (continued)

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

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

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

3 分部報告 (續)

(b) 須呈報分部損益之對賬

		截至九月三十日止六個月 Six months ended 30 September	
		2019 \$'000	2018 \$'000
須呈報分部經營虧損	Reportable segment loss	(1,149)	(26,034)
分部間溢利之撤銷	Elimination of inter-segment profits	(1,194)	(1,503)
須呈報來自集團以外的 客戶之分部虧損	Reportable segment loss derived from the Group's external customers	(2,343)	(27,537)
其他收益	Other income	1,402	609
折舊	Depreciation	(36,110)	(6,873)
出售投資物業收益淨額	Net gain on disposal of an investment property	-	3,580
融資成本	Finance costs	(2,452)	(39)
未分配之總公司及企業 費用	Unallocated head office and corporate expenses	(11,174)	(14,107)
除稅前綜合虧損	Consolidated loss before taxation	(50,677)	(44,367)

附註：

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

Note:

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

4 營運的季節性因素

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

截至二零一九年九月三十日止十二個月，成衣分部分別錄得須呈報分部收入257,457,000元（截至二零一八年九月三十日止十二個月：345,231,000元），以及錄得須呈報分部虧損35,747,000元（截至二零一八年九月三十日止十二個月：63,517,000元）。

4 Seasonality of operations

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

For the twelve months ended 30 September 2019, the sales of garments division reported reportable segment revenue of \$257,457,000 (twelve months ended 30 September 2018: \$345,231,000) and reportable segment loss of \$35,747,000 (twelve months ended 30 September 2018: \$63,517,000).

5 除稅前虧損

除稅前虧損已扣除／(計入)下列各項：

5 Loss before taxation

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

		截至九月三十日止六個月 Six months ended 30 September	
		2019 \$'000	2018 \$'000
(a) 融資成本	(a) Finance costs		
銀行透支利息	Interest on bank overdrafts	38	39
租賃負債利息	Interest on lease liabilities	2,414	—
		<u>2,452</u>	<u>39</u>
(b) 其他項目	(b) Other items		
折舊	Depreciation		
—其他物業、廠房及設備	— other property, plant and equipment	5,896	6,873
—使用權資產	— right-of-use assets	30,214	—
存貨撇減及虧損減回撥 (附註第11項)	Inventories write-down and losses net of reversals (note 11)	1,464	1,243
匯兌虧損淨額	Net exchange loss	10,147	8,712
作買賣用途之證券產生的 已變現及未變現收益淨額	Net realised and unrealised gain on trading securities	(9)	(38)
利息收入	Interest income	(1,642)	(1,630)
		<u>(1,642)</u>	<u>(1,630)</u>

附註：

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。參閱附註第2項。

Note:

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. See note 2.

6 所得稅費用／(抵免)

6 Income tax expense/(credit)

		截至九月三十日止六個月 Six months ended 30 September	
		2019 \$'000	2018 \$'000
本期稅項—香港利得稅	Current tax – Hong Kong Profits Tax	729	465
本期稅項—香港以外地區	Current tax – Outside Hong Kong	—	416
遞延稅項	Deferred taxation	4,647	(1,071)
		<u>5,376</u>	<u>(190)</u>

截至二零一九年九月三十日止六個月，香港利得稅撥備乃採用估計年度有效稅率16.5%(二零一八年：16.5%)計算。

海外地區附屬公司之稅項則以估計年度有效稅率計算，即相關國家預期適用之稅率。

The provision for Hong Kong Profits Tax is calculated by applying the estimated annual effective tax rate of 16.5% (2018: 16.5%) to the six months ended 30 September 2019.

Taxation for overseas subsidiaries is similarly calculated using the estimated annual effective rates of taxation that are expected to be applicable in the relevant countries.

7 股本及股息

(a) 股息

(i) 應付權益股東之中期股息如下：

於中期後宣派之中期
股息普通股每股10.0仙
(二零一八年：20.0仙)

中期股息於報告期末日並無確
認為負債。

(ii) 上個財政年度之應付權益股東
應佔股息，已於中期報告期間
獲批准：

董事於二零一九年六月二十四
日建議分派二零一九年三月
三十一日止年度的末期股息為
普通股每股20.0仙，合計為
33,173,000元，於二零一九年
九月十八日在本公司股東週年
大會中獲股東批准。該股息已
於二零一九年十月四日派付。

董事於二零一八年六月二十七
日建議分派二零一八年三月
三十一日止年度的末期股息為
普通股每股50.0仙，合計為
82,932,000元，於二零一八年
九月三日在本公司股東週年大
會中獲股東批准。該股息已於
二零一八年九月二十一日派付。

(b) 股本

本公司普通股的變動如下：

已發行及繳足股本，
普通股：

於四月一日、九月三十日/
三月三十一日

Ordinary shares, issued
and fully paid:

At 1 April, 30 September /
31 March

7 Capital and dividends

(a) Dividends

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

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

2019 2018
\$'000 \$'000

Interim dividend declared after the
interim period of 10.0 cents

(2018: 20.0 cents) per ordinary share

16,586

33,173

The interim dividend has not been recognised as a
liability at the end of the reporting period.

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

Final dividends of 20.0 HK cents per ordinary share in
respect of the year ended 31 March 2019 amounted
to \$33,173,000 was proposed by the directors on 24
June 2019 and was approved in the Company's Annual
General Meeting on 18 September 2019. The dividends
were paid on 4 October 2019.

Final dividends of 50.0 HK cents per ordinary share in
respect of the year ended 31 March 2018 amounted
to \$82,932,000 was proposed by the directors on 27
June 2018 and was approved in the Company's Annual
General Meeting on 3 September 2018. The dividends
were paid on 21 September 2018.

(b) Share capital

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

於二零一九年九月三十日 At 30 September 2019		於二零一九年三月三十一日 At 31 March 2019	
股數 No. of shares (^{'000})	\$'000	股數 No. of shares (^{'000})	\$'000
165,864	383,909	165,864	383,909

8 每股虧損

(a) 每股基本虧損

每股基本虧損是按照本期間的本公司權益股東應佔虧損55,345,000元(截至二零一八年九月三十日止六個月:43,994,000元)及已發行的加權平均股數165,864,000普通股(二零一八年:165,864,000普通股)計算。

(b) 每股攤薄虧損

截至二零一九年及二零一八年九月三十日止六個月並沒有潛在攤薄的普通股。故此，每股基本虧損與每股攤薄虧損相同。

9 投資物業、其他物業、廠房及設備

(a) 使用權資產

如附註第2所述，本集團已首次採用香港財務報告準則第16號經修訂追溯法，並調整於二零一九年四月一日期初餘額以確認與租賃有關的使用權資產，這些資產以往在香港會計準則第17號下被歸類為營業租賃。截至二零一九年九月三十日止六個月期間，本集團就零售店舖的使用訂立多項租賃協議，因此確認使用權資產增加32,074,000元。

(b) 收購及出售

於本期間，本集團購置其他物業、廠房及設備項目的成本為8,242,000元(二零一八年:8,891,000元)，出售其他物業、廠房及設備的賬面淨值248,000元(二零一八年:22,000元)，而錄得出售虧損248,000元(二零一八年:22,000元)。

於去年期間，本集團以代價10,880,000元出售公允價值為7,300,000元的投資物業單位，而錄得出售收益3,580,000元。

(c) 估值

董事認為無必要於二零一九年九月三十日對本集團的投資物業作出專業評估。然而，董事考慮到於二零一九年九月三十日投資物業的公允價值相對於二零一九年三月三十一日所作的專業評估並沒有重大差別，因此，本期間並沒有已確認的估值收益或虧損。

其他物業、廠房及設備以成本或估值減累計折舊入賬。

8 Loss per share

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$55,345,000 (six months ended 30 September 2018: \$43,994,000) and the weighted average of 165,864,000 ordinary shares (2018: 165,864,000 ordinary shares) in issue during the interim period.

(b) Diluted loss per share

There were no dilutive potential ordinary shares outstanding during six months ended 30 September 2019 and 2018. Accordingly, the diluted loss per share is the same as basic loss per share.

9 Investment properties, other property, plant and equipment

(a) Right-of-use assets

As discussed in note 2, the Group has initially applied HKFRS 16 using the modified retrospective approach and adjusted the opening balances at 1 April 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. During the six months period ended 30 September 2019, the Group entered into a number of lease agreements for use of retail stores and therefore recognised the additions to right-of-use assets of \$32,074,000.

(b) Acquisitions and disposals

During the period, the Group acquired items of other property, plant and equipment with a cost of \$8,242,000 (2018: \$8,891,000) and disposed items of other property, plant and equipment with a net book value of \$248,000 (2018: \$22,000), resulting in a loss on disposal of \$248,000 (2018: \$22,000).

During the last period, the Group disposed a unit of an investment property with fair value of \$7,300,000 at a consideration of \$10,880,000, resulting in a gain on disposal of \$3,580,000.

(c) Valuation

The directors are of the opinion that no professional valuation is necessary in respect of the Group's investment properties as at 30 September 2019. However, the directors have considered that the fair values of the investment properties as at 30 September 2019 would not be materially different from the professional valuation made as at 31 March 2019 and, accordingly, no valuation gain or loss has been recognised in the current period.

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

10 租賃權費用

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

11 存貨

期內，存貨撇減淨額為1,464,000元（二零一八年：1,243,000元），已經確認入賬。存貨撇減撥回乃由於顧客取向之改變而引致成衣的預計變現價值改變。

12 應收賬款及其他應收款

截至本報告期末日，應收賬款（扣除虧損撥備後淨額）根據發票日之賬齡分析如下：

一個月內	Within 1 month
一個月以上但二個月以內	Over 1 month but within 2 months
二個月以上但三個月以內	Over 2 months but within 3 months
三個月以上但十二個月以內	Over 3 months but within 12 months
超過十二個月	Over 12 months
應收賬款，已扣除虧損撥備	Trade debtors, net of loss allowance
按金、預付款及其他應收款	Deposits, prepayments and other receivables
應收關連公司款項	Amounts due from related companies
會所會籍	Club memberships

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

13 現金及現金等價物

銀行之存款	Deposits with banks
銀行存款及現金	Cash at bank and on hand
綜合財務狀況表所示的現金及現金等價物	Cash and cash equivalents in the consolidated statement of financial position
銀行透支（附註第15項）	Bank overdrafts (note 15)
簡明綜合現金流量表所示的現金及現金等價物	Cash and cash equivalents in the condensed consolidated cash flow statement

10 Lease premium

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

11 Inventories

During the period, \$1,464,000 (2018: \$1,243,000) of inventories write-down net of reversals has been charged to profit or loss. The write-down net of reversals arose due to changes in the estimated realisable value of certain garments as a result of changes in consumer preferences.

12 Trade and other receivables

As of the end of the reporting period, the ageing analysis of trade debtors (net of loss allowance) based on the invoice date is as follows:

九月三十日 30 September 2019 \$'000	三月三十一日 31 March 2019 \$'000
16,168	19,213
785	1,429
653	1,997
1,342	2,649
3,394	402
22,342	25,690
25,287	23,913
101	–
750	750
48,480	50,353

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

13 Cash and cash equivalents

九月三十日 30 September 2019 \$'000	三月三十一日 31 March 2019 \$'000
165,137	205,716
72,963	116,185
238,100	321,901
(6,771)	(6,777)
231,329	315,124

14 應付賬款及其他應付款及合同負債

截至本報告期末日，根據發票日期的應付賬款及應付票據的賬齡分析如下：

14 Trade and other payables and contract liabilities

As of the end of the reporting period, the ageing analysis of trade creditors and bills payable based on the invoice date is as follows:

		九月三十日 30 September 2019 \$'000	三月三十一日 31 March 2019 \$'000
應付賬款及其他應付款	Trade and other payables		
一個月內	Within 1 month	20,648	18,136
一個月以上但三個月以內	Over 1 month but within 3 months	6,615	2,969
三個月以上但六個月以內	Over 3 months but within 6 months	1,543	452
超過六個月	Over 6 months	1,326	1,125
		<hr/>	<hr/>
應付賬款及應付票據	Total creditors and bills payable	30,132	22,682
其他應付款及應付費用	Other payables and accrued charges	40,770	46,506
應付股息	Dividend payable	33,173	–
應付關連公司款項	Amounts due to related companies	177	1,991
		<hr/>	<hr/>
		104,252	71,179
		<hr/>	<hr/>
合同負債	Contract liabilities		
預收貨款	Receipts in advance	3,466	5,027
		<hr/>	<hr/>
		107,718	76,206
		<hr/>	<hr/>

15 銀行透支

15 Bank overdrafts

		九月三十日 30 September 2019 \$'000	三月三十一日 31 March 2019 \$'000
一年內或接獲通知償還： 無抵押的銀行透支 (附註第13項)	Repayable within one year or on demand: Unsecured bank overdrafts (note 13)	6,771	6,777
		<hr/>	<hr/>

16 撥備

16 Provisions

		潛在中國關稅及 彌償保證負債 (附註(i)) Potential PRC customs duties and indemnity liabilities (Note (i)) \$'000	虧損合同 (附註(ii)) Onerous contracts (Note (ii)) \$'000	總計 Total \$'000
於二零一八年四月一日	At 1 April 2018	120,266	–	120,266
計提撥備	Provisions made	–	10,600	10,600
已使用撥備	Provisions utilised	(1,418)	–	(1,418)
匯兌調整	Exchange adjustments	841	–	841
		<hr/>	<hr/>	<hr/>
於二零一九年三月三十一日	At 31 March 2019	119,689	10,600	130,289
首次採用香港財務報告準則 第16號的影響	Impact on initial application of HKFRS 16	–	(10,600)	(10,600)
		<hr/>	<hr/>	<hr/>
於二零一九年四月一日	Adjusted balance at 1 April 2019	119,689	–	119,689
已使用撥備	Provisions utilised	(102)	–	(102)
匯兌調整	Exchange adjustments	910	–	910
		<hr/>	<hr/>	<hr/>
於二零一九年九月三十日	At 30 September 2019	120,497	–	120,497
		<hr/>	<hr/>	<hr/>

16 撥備 (續)

- (i) 於截至二零一三年三月三十一日止年度，中華人民共和國海關總處拱北海關（「拱北海關」）就進口中國內地「Aquascutum」品牌產品向本集團一間附屬公司展開實地審核。

根據本公司與Aquascutum Holdings Limited買方（「買方」）於二零一七年二月二十八日訂立的出售協議，本集團向買方提供合約責任彌償保證，此合約責任彌償保證期由二零一七年十一月二十三日到二零一九年五月二十二日止，唯Aquascutum Holdings Limited及其附屬公司產生的潛在稅項及徵費（如有）除外，此等合約責任彌償保證期限至二零二四年十一月二十二日止。

截至二零一九年九月三十日止年度，潛在中國關稅及合約責任彌償保證的索償及解決，並無進一步發展。因此，管理層認為維持中國關稅及合約責任彌償保證撥備是適當的。

- (ii) 撥備是針對香港業務的某些商店的虧損合同而提撥。根據這些合同，履行義務的不可避免成本超過了預期由這些商店的銷售產生的經濟利益，截至二零一九年三月三十一日止年度，虧損合同撥備在「分銷成本」中確認。本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，使用權資產於二零一九年四月一日根據在二零一九年四月一日之前在綜合財務狀況表中確認的虧損合同撥備作出調整。

17 公允價值計量

(a) 按公允價值計量的金融工具

公允價值階層

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

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

16 Provisions (continued)

- (i) During the year ended 31 March 2013, Gongbei Customs District of the General Administration of Customs, PRC (“Gongbei Customs”) initiated a field audit on a subsidiary of the Group in respect of its import of Aquascutum products to Mainland China.

According to the disposal agreement dated 28 February 2017 entered into between the Company and the purchaser of Aquascutum Holdings Limited (the “Purchaser”), a contractual indemnity was provided by the Group to the Purchaser for a period from the completion date of the disposal of Aquascutum Holdings Limited of 23 November 2017 to 22 May 2019 except for potential claims, if any, in relation to taxes and levies arising from Aquascutum Holdings Limited and its subsidiaries which will be up to 22 November 2024.

During the six months ended 30 September 2019, there was no further development in connection with the demand and settlement of the potential PRC customs duties and the contractual indemnity. Therefore, the management considered that it is appropriate to maintain the provision for potential PRC customs duties and indemnity liabilities.

- (ii) The provision was made for onerous contracts for certain stores of the Hong Kong operation. Under these contracts, the unavoidable cost of meeting the obligations have exceeded the economic benefits expected to be derived from the sales generated by these stores. The provision for onerous contracts was recognised in “distribution costs” for the year ended 31 March 2019. The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. The right-of-use assets are adjusted at 1 April 2019 by the amount of provision for onerous contracts recognised in the consolidated statement of financial position immediately before 1 April 2019.

17 Fair value measurement

(a) *Financial instruments measured at fair value*

Fair value hierarchy

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

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

17 公允價值計量 (續)

(a) 按公允價值計量的金融工具 (續)

公允價值階層 (續)

- 第三級估值：使用重大不可觀察輸入數據計量的公允價值

本集團金融工具之公允價值於本報告期末日按經常性基準計量。持作買賣用途之證券分為三級公允價值階層的第一級。

於截至二零一九年九月三十日止六個月內，第一級及第二級之金融工具沒有轉移，而第三層並無轉出或轉入(二零一八年：無)。本集團之政策為於發生之本報告期末日確認公允價值階層水平之間的轉撥。

(b) 未按公允價值列賬的金融資產及負債的公允價值

於二零一九年三月三十一日及二零一九年九月三十日，本集團以成本或攤銷成本列賬的金融工具的賬面值，與其公允價值並無重大差別。

18 中期財務報告並無撥備的未履行資本承擔

於期末並無重大的資本承擔(二零一九年三月三十一日：無)。

19 與關聯人士之重大交易

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

(a) 主要管理人員的交易

所有主要管理人員均為本公司之董事，期內，其薪金及短期福利為3,948,000元(二零一八年：3,816,000元)。

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

17 Fair value measurement (continued)

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

Fair value hierarchy (continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs

The fair value of the Group's financial instruments are measured at the end of the reporting period on a recurring basis. The fair value of the trading securities falls within Level 1 of the three-level fair value hierarchy.

During the six months ended 30 September 2019, there were no transfers between Level 1 and Level 2, or transfer into or out of Level 3 (2018: Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

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

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 March 2019 and 30 September 2019.

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

There were no material capital commitments outstanding at the period end (31 March 2019: Nil).

19 Material related party transactions

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

(a) Transactions with key management personnel

All members of key management personnel are the directors of the Company, and their salaries and other short-term benefits for the period are \$3,948,000 (2018: \$3,816,000).

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

		截至九月三十日止六個月 Six months ended 30 September	
		2019 \$'000	2018 \$'000
購入成衣商品	Purchases of garment products	5,247	8,145
已付及應付物業租金	Rental expense paid and payable on properties	3,000	3,000
已付及應付管理費	Management fees paid and payable	372	372
已付及應付大廈管理費	Building management fees paid and payable	90	90

19 與關聯人士之重大交易 (續)

(c) 於下列日期應付關聯公司結餘如下：

應付長江製衣
集團款項，淨額

Amounts due to Yangtze
Garment Group, net

與關聯公司款結餘乃無抵押、免息
及按通知即時償還。

19 Material related party transactions (continued)

(c) *Outstanding balances due to related companies as at:*

九月三十日 30 September 2019 \$'000	三月三十一日 31 March 2019 \$'000
76	1,991

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

20 比較資料

本集團已於二零一九年四月一日首次採用香港財務報告準則第16號經修訂追溯法，在此方法下，不重列比較資料。會計政策變更詳情於附註第2項作進一步披露。

20 Comparative figures

The Group has initially applied HKFRS 16 at 1 April 2019 using the modified retrospective approach. Under this approach, comparative information is not restated. Further details of the changes in accounting policies are disclosed in note 2.

21 已頒佈但尚未對截至二零一九年九月三十日止六個月生效之修訂、新準則及詮釋可能造成之影響

截至本財務報表刊發日期，香港會計師公會已頒佈多項修訂、新準則及香港財務報告準則第17號「保險合約」，該等修訂及新準則尚未於截至二零一九年九月三十日止六個月期間生效，亦未於本財務報表中採納。有關修訂及新準則包括下列與本集團有關之項目。

21 Possible impact of amendments, new standards and interpretations issued but not yet effective for the six months ended 30 September 2019

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17, *Insurance contracts*, which are not yet effective for the six months ended 30 September 2019 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

香港財務報告準則第3號之修訂、業務之定義
Amendments to HKFRS 3, *Definition of a business*

香港會計準則第1號及香港會計準則第8號之修訂、重大之定義
Amendments to HKAS 1 and HKAS 8, *Definition of material*

於下列日期或之後開始
的會計期間生效
Effective for accounting periods
beginning on or after

二零二零年一月一日
1 January 2020

二零二零年一月一日
1 January 2020

本集團現正評估此等修訂、新準則及詮釋於初步採納時所產生之影響。現階段本集團並未發現某些新訂的準則可能對綜合財務報表構成重大影響。

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

中期股息

董事議決向於二零一九年十二月二十日營業時間結束時名列本公司股東名冊的股東派發截至二零一九年九月三十日止六個月的中期股息為普通股每股10.0港仙(二零一八年: 20.0港仙)。中期股息將於二零二零年一月三日或該日前後派發予股東。

本公司將於二零一九年十二月十八日至二零一九年十二月二十日(包括首尾兩日)暫停辦理股東登記手續,期間不會進行任何股份過戶登記。為符合資格獲派中期股息,所有過戶文件連同有關股票必須於二零一九年十二月十七日下午四時三十分前送達本公司的股份過戶登記處香港中央證券登記有限公司(地址為香港皇后大道東183號合和中心17樓)。

管理層討論及分析

最近發展事項

於回顧期內,全球經濟環境充滿不明朗因素,這主要由於中美兩國的貿易談判沒有成果,以及自二零一九年六月起具有爭議的《逃犯條例》修訂草案引起香港社會動盪,拖累商業環境,尤其是本港零售業受到的影響更大。

於二零一九年九月四日,本公司之全資附屬公司YGM Retail Limited(「YGM Retail」)與獨立第三方(「賣方」)訂立知識產權資產購買協議,以購買「Ashworth」品牌的全球商標及若干相關的知識產權資產(包括根據賣方與YGM Retail訂立的現有許可和分銷協議下賣方的合約權利和利益),現金代價為4,000,000美元(相當於約31,392,000港元)(「收購事項」)。收購事項於二零一九年九月九日完成。

集團經營業績

本集團期內的收入下跌16.8%至140,918,000港元(二零一八年:169,398,000港元)。整體毛利率為63.4%(二零一八年:66.1%)。期內總營運費用減少14.8%至130,759,000港元(二零一八年:153,448,000港元)。因此,本集團期內錄得虧損56,053,000港元(二零一八年:44,177,000港元),當中計及撇銷遞延稅項資產5,219,000港元。於去年同期出售投資物業確認入賬淨收益3,580,000港元。

期內,本集團經營業務使用的淨現金為44,066,000港元(二零一八年:31,541,000港元),存貨由二零一九年三月三十一日的79,700,000港元上升至期末的89,532,000港元。流動率減少至1.4倍(二零一九年三月三十一日:2.2倍)。

INTERIM DIVIDEND

The Board has recommended the payment of an interim dividend of 10.0 HK cents (2018: 20.0 HK cents) per ordinary share for the six months ended 30 September 2019 to shareholders whose names appear on the register of members of the Company as at the close of business on 20 December 2019. The interim dividend will be despatched to shareholders on or around 3 January 2020.

The register of members of the Company will be closed from 18 December 2019 to 20 December 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on 17 December 2019.

MANAGEMENT DISCUSSION AND ANALYSIS

Recent Developments

In the period under review, the global economic environment was prevailing with uncertainties. It is mainly attributed to the failure of the Sino-US Trade Negotiations. Furthermore, Hong Kong had to deal with social disturbances from June 2019 onward arising from the controversial Extradition Law Amendment Bill. Business environment was hurt especially in the local retail sector.

On 4 September 2019, YGM Retail Limited ("YGM Retail"), a wholly-owned subsidiary of the Company, entered into an intellectual property assets purchase agreement with an independent third party ("the Seller") for the purchase of the trademarks and certain related intellectual property assets worldwide associated with the "Ashworth" brand (including the contractual rights and benefits of the Seller under the existing licensing and distribution agreement between the Seller and YGM Retail) at a cash consideration of US\$4,000,000 (equivalent to approximately HK\$31,392,000) (the "Acquisition"). It was completed on 9 September 2019.

Results of the Group's Operations

The Group's revenue for the period dropped by 16.8% to HK\$140,918,000 (2018: HK\$169,398,000). Overall gross profit margin was 63.4% (2018: 66.1%). Total operating expenses for the period dropped by 14.8% to HK\$130,759,000 (2018: HK\$153,448,000). Thus, the Group recorded a loss for the period of HK\$56,053,000 (2018: HK\$44,177,000) including write off of deferred tax assets of HK\$5,219,000. A net gain on disposal of an investment property of HK\$3,580,000 was recognised in last period.

Net cash of HK\$44,066,000 (2018: HK\$31,541,000) was used in operations for the period. Inventories as at the end of the period increased to HK\$89,532,000 from HK\$79,700,000 as at 31 March 2019. Current ratio decreased to 1.4 (31 March 2019: 2.2).

於二零一九年九月三十日，本集團扣除銀行透支後，擁有現金及銀行存款231,329,000港元（二零一九年三月三十一日：315,124,000港元），減少83,795,000港元，經已支付購買「Ashworth」品牌的全球商標及若干相關的知識產權資產用款31,392,000港元。於二零一九年九月三十日，本集團持有公允價值為18,319,000港元（二零一九年三月三十一日：18,310,000港元）作買賣用途之證券。

期內，本集團斥資約8,242,000港元用作經常性增置及重置其他物業、廠房及設備，去年則為8,891,000港元。

本集團財務狀況

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

本集團於二零一九年九月三十日之淨資產總值為608,561,000港元（二零一九年三月三十一日：704,568,000港元）。本集團於期末之資本負債比率為0.012（二零一九年三月三十一日：0.010），乃按總借貸6,771,000港元（二零一九年三月三十一日：6,777,000港元）及股東權益587,135,000港元（二零一九年三月三十一日：682,314,000港元）計算。本集團之借貸主要按浮動息率計算。

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

業務回顧

本集團之主要業務成衣總銷售額下跌18.5%至105,533,000港元（二零一八年：129,436,000港元），該分部期內錄得虧損。存貨周轉期由截至二零一九年三月三十一日止年度的277.3天增加至391.3天。於截至二零一九年九月底，本集團的分銷網絡包括86銷售點，在本集團所經營的市場，香港有42個銷售點，澳門有5個銷售點，中國內地有28個銷售點，台灣有10個銷售點及巴黎有1個銷售點。銷售點總數較二零一九年三月底錄得淨增長7個銷售點。本集團在門店網絡擴展方面仍會保持審慎。

本集團擁有「Guy Laroche」的全球知識產權。特許商標收益總額為12,492,000港元（二零一八年：14,849,000港元），該分部期內錄得虧損。

安全印刷的總收入增加至17,632,000港元（二零一八年：15,948,000港元），該分部的溢利增加至3,393,000港元（二零一八年：1,937,000港元）。

租賃收入總額減少，主要是由於在去年下半年出售若干投資物業。

As at 30 September 2019, the Group had cash and bank deposits net of bank overdrafts of HK\$231,329,000 (31 March 2019: HK\$315,124,000), a decrease of HK\$83,795,000 after the payment for the purchase of the trademarks and certain related intellectual property assets worldwide associated with the "Ashworth" brand of HK\$31,392,000. At 30 September 2019, the Group held trading securities at fair value of HK\$18,319,000 (31 March 2019: HK\$18,310,000).

During the period, the Group spent approximately HK\$8,242,000 in additions and replacement of other property, plant and equipment, compared to HK\$8,891,000 for the previous period.

Group's Financial Position

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

The Group's net assets as at 30 September 2019 were HK\$608,561,000 (31 March 2019: HK\$704,568,000). The Group's gearing ratio at the end of the reporting period was 0.012 (31 March 2019: 0.010) which was calculated based on total borrowings of HK\$6,771,000 (31 March 2019: HK\$6,777,000) and shareholders' equity of HK\$587,135,000 (31 March 2019: HK\$682,314,000). The Group's borrowings are mainly on a floating rate basis.

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

Operations Review

Total sales of garments, which is the Group's core business, declined by 18.5% to HK\$105,533,000 (2018: HK\$129,436,000). The segment recorded a loss for the period. Inventory turnover increased from 277.3 days for the year ended 31 March 2019 to 391.3 days. As at the end of September 2019, the Group has a distribution network of 86 point of sales ("POSs") in the Group's operating market comprising 42 POSs in Hong Kong, 5 POSs in Macau, 28 POSs in Mainland China, 10 POSs in Taiwan and 1 POS in Paris. A net increase of 7 POSs in total POSs from the end of March 2019. The Group will remain prudent with regard to store network expansion.

The Group owns the global intellectual property rights of Guy Laroche. Total licensing of trademarks income was HK\$12,492,000 (2018: HK\$14,849,000). The segment recorded a loss for the period.

Total revenue from security printing grew to HK\$17,632,000 (2018: HK\$15,948,000) and segment profit increased to HK\$3,393,000 (2018: HK\$1,937,000).

Total rental income decreased which was mainly due to disposal of certain investment properties in the second half of last year.

人力資源

於二零一九年九月三十日，本集團之僱員總數約為500人(二零一九年三月三十一日：500人)，本集團一向為僱員提供具競爭力之酬金，其中包括醫療津貼及退休計劃供款，作為彼等所作貢獻之回報。此外，亦會視乎本集團之業績及個別員工之工作表現而向合資格僱員發放酌情花紅。

展望

二零一九年四月至九月止的六個月期間，香港的零售環境在期初時有所改善，但由六月開始市場迅速惡化，這是由於具有爭議的《逃犯條例》修訂草案引起社會動盪。本集團的收入下跌16.8%，而虧損擴大26.9%，然而，其中部分虧損與現金無關，而是來自撇銷遞延稅項資產所致。於本中期報告日期，本集團在香港經歷的零售環境更為惡劣，本集團需要評估在香港零售環境的持續經營狀況。在向好的趨勢方面，本集團已完成收購「Ashworth」品牌相關的全球商標及若干相關的知識產權資產，並且正在計劃擴展該品牌的全球業務。此外，本集團現金狀況穩健。

其他資料

董事之股份權益

於二零一九年九月三十日，本公司各董事及彼等之聯繫人士於本公司或任何聯營公司(按證券及期貨條例(「證券條例」)第XV部之涵義)之股份、相關股份及債券中擁有根據證券條例第XV部第7及8分部、上市公司董事進行證券交易標準守則(「標準守則」)之規定須知會本公司及聯交所之權益及淡倉(包括彼等根據該等證券條例規定被視作或當作擁有之權益及淡倉)，並須登記於根據證券條例第352條存置之登記冊之權益及淡倉如下：

Human Resources

As at 30 September 2019, the Group had approximately 500 employees (31 March 2019: 500). The Group offers competitive remuneration packages including medical subsidies and retirement scheme contributions to its employees in compensation for their contribution. In addition, discretionary bonuses may also be granted to the eligible employees based on the Group's and individuals' performances.

Outlook

The six months period from April to September started with an improved retail environment in Hong Kong which deteriorate quickly from June onward due to social disturbances arising from the controversial Extradition Law Amendment Bill. The Group recorded a 16.8% drop in revenue and a 26.9% increase in losses which, however, some of the losses is not cash related as it is write-off of deferred tax assets. At the date of this interim report, the Group encountered even worse retail environment in Hong Kong and the Group need to assess the viability of Hong Kong retail environment. On a better note the Group had completed the purchase of the trademarks and certain related intellectual property assets worldwide associated with the "Ashworth" brand and are in the process formulating plans to expand this brand on a worldwide basis. Furthermore, the Group is healthy in cash position.

OTHER INFORMATION

Directors' Interests in Shares

As at 30 September 2019, the interests and short positions of the directors and their associates in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") and which were required to be entered in the register kept by the Company under section 352 of the SFO were as follows:

		普通股股份數量 Number of Ordinary Shares			
董事姓名 Name of Directors		個人權益 Personal interests	家族權益 Family interests	公司權益 Corporate interests	其他權益 Other interests
陳永燊	Chan Wing Sun, Samuel	7,476,072	250,000	8,093,775	(i) & (ii)
周陳淑玲	Chan Suk Ling, Shirley	6,912,272	328,000	—	(i) & (ii)
傅承蔭	Fu Sing Yam, William	2,075,462	—	—	(i)
陳嘉然	Andrew Chan	392,000	—	—	—
陳永奎	Chan Wing Fui, Peter	24,068	12,630,051	—	(i) & (ii)
陳永棋	Chan Wing Kee	9,346,776	1,012,035	—	(i), (ii) & (iii)
陳永滔	Chan Wing To	10,051,366	—	—	(i), (ii) & (iii)
林克平	Lin Keping	25,000	—	—	—

- (i) 36,791,700 股本公司股份由 Chan Family Investment Corporation Limited (由陳永棋先生、陳永樂先生、陳永滔先生、傅承蔭先生、周陳淑玲女士及其他陳氏家族成員擁有) 及其附屬公司所持有。
- (ii) 120,400 股本公司股份由 Hearty Investments Limited 持有。該公司由陳永棋先生、陳永樂先生、陳永滔先生、周陳淑玲女士及其他陳氏家族成員間接擁有。
- (iii) 1,597,000 股本公司股份由 Super Team International Limited 持有。該公司由陳永棋先生、陳永滔先生及其他陳氏家族成員間接擁有。

除上文所述披露外，於二零一九年九月三十日，各董事或彼等之聯繫人士概無於本公司或任何聯營公司（按證券條例第 XV 部之涵義）之股份、相關股份及債券中擁有或被視作擁有根據證券條例第 XV 部第 7 及 8 分部之任何權益或淡倉而須登記於本公司根據證券條例第 352 條存置之登記冊之任何權益或淡倉，或根據標準守則之規定須知會本公司及聯交所之任何權益。

主要股東

於二零一九年九月三十日，除上文所載有關董事的權益外，本公司概無獲知會須登記於依據證券及期貨條例第 336 條規定須存置之登記冊的任何其他權益。

關連交易及董事之交易、安排或合約權益

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

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

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

- (i) 36,791,700 shares of the Company were held by Chan Family Investment Corporation Limited (which is owned by Messrs Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To and Fu Sing Yam, William, Madam Chan Suk Ling, Shirley and other members of the Chan family) and its subsidiaries.
- (ii) 120,400 shares of the Company were held by Hearty Investments Limited which is indirectly owned by Messrs Chan Wing Kee, Chan Wing Sun, Samuel and Chan Wing To, Madam Chan Suk Ling, Shirley and other members of the Chan family.
- (iii) 1,597,000 shares of the Company were held by Super Team International Limited which is indirectly owned by Messrs Chan Wing Kee, Chan Wing To and other members of the Chan family.

Save as disclosed above, as at 30 September 2019, none of the directors or their associates, had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short position in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders

As at 30 September 2019, other than the interests disclosed above in respect of the directors, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

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

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

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

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

購買、出售或贖回股份

截至二零一九年九月三十日止六個月期間內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

審核委員會

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

本公司之審核委員會已與管理階層審閱本集團所採納的會計原則及慣例，以及本集團截至二零一九年九月三十日止六個月期間之未經審核中期財務報表。

公司管治常規

董事會認為，除非執行董事並無指定明確任期而須根據本公司組織章程於本公司股東週年大會輪值告退及重選外，本公司於截至二零一九年九月三十日止六個月期間內一直遵守上市規則附錄14所載之企業管治常規守則。

董事之證券交易

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

承董事會命
主席
陳永樂

香港，二零一九年十一月二十八日

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 September 2019.

Audit Committee

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

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and the unaudited interim financial statements of the Group for the six months ended 30 September 2019.

Corporate Governance Practices

In the opinion of the Board, the Company has complied throughout the six months ended 30 September 2019 with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, except that the non-executive directors were not appointed for a specific term but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Company's articles of association.

Directors Securities Transactions

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

By Order of the Board
Chan Wing Sun, Samuel
Chairman

Hong Kong, 28 November 2019

