

CHARLES JOURDAN  
Paris



Guy Laroche  
PARIS



Ashworth®

YGM  
TRADING LTD.  
YGM貿易有限公司



Aquascutum  
OF LONDON



MICHEL RENÉ

Annual Report 年報  
2006 / 07



# 目錄

## Contents

公司資料 Corporate Information	1
財務摘要 Financial Highlights	2
主席報告 Chairman's Statement	3
管理層討論與分析 Management Discussion and Analysis	9
企業管治報告 Corporate Governance Report	15
董事會報告 Report of the Directors	20
董事及高級行政人員簡介 Directors and Senior Executives Profiles	30
獨立核數師報告 Independent Auditor's Report	34
綜合損益表 Consolidated Profit and Loss Account	36
綜合資產負債表 Consolidated Balance Sheet	37
資產負債表 Balance Sheet	39
綜合權益變動表 Consolidated Statement of Changes in Equity	40
綜合現金流量表 Consolidated Cash Flow Statement	41
財務報表附註 Notes to the Financial Statements	44
主要附屬公司 Principal Subsidiaries	117
主要聯營公司 Principal Associates	119
五年概要 Five Year Summary	121

### 董事會

陳瑞球 主席  
陳永奎 副主席  
陳永樂 行政總裁  
周陳淑玲 董事總經理  
傅承蔭 副董事總經理  
陳永棋  
陳永滔  
梁學濂\*\*  
王霖\*\*  
李克平\*\*

\*\* 獨立非執行董事

### 審核委員會

梁學濂 主席  
王霖  
李克平

### 薪酬委員會

陳永奎 主席  
陳永樂  
梁學濂  
王霖  
李克平

### 主要往來銀行

香港上海滙豐銀行有限公司

### 律師

孖士打律師行

### 核數師

畢馬威會計師事務所  
執業會計師

### 公司秘書

梁榮發

### 註冊辦事處

香港九龍新蒲崗大有街二十二號

### 股份過戶登記處

香港中央證券登記有限公司  
香港皇后大道東一百八十三號合和中心  
十七樓

### Board of Directors

Chan Sui Kau GBS, OBE, JP, *Chairman*  
Chan Wing Fui, Peter MA, *Vice Chairman*  
Chan Wing Sun, Samuel FCA, *Chief Executive Officer*  
Chan Suk Ling, Shirley *Managing Director*  
Fu Sing Yam, William *Deputy Managing Director*  
Chan Wing Kee GBS, OBE, JP  
Chan Wing To PhD  
Leung Hok Lim FCPA (Aust.), CPA (Macau), FCPA (Practising)\*\*  
Wong Lam OBE, JP\*\*  
Lin Keping\*\*

\*\* *Independent Non-executive Directors*

### Audit Committee

Leung Hok Lim *Chairman*  
Wong Lam  
Lin Keping

### Remuneration Committee

Chan Wing Fui, Peter *Chairman*  
Chan Wing Sun, Samuel  
Leung Hok Lim  
Wong Lam  
Lin Keping

### Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited

### Solicitors

Johnson, Stokes & Master

### Auditors

KPMG  
Certified Public Accountants

### Company Secretary

Leung Wing Fat FCCA, FCPA

### Registered Office

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

### Registrar and Transfer Office

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

# 財務摘要

## Financial Highlights

(除特別註明外，以港幣千元列示 / Expressed in Hong Kong Dollars thousands unless otherwise specified)

		+ / (-) 變動 change	2007	2006
<b>經營業績</b>	<b>Results of Operations</b>			
營業額	Turnover	-0.9%	<b>1,022,818</b>	1,032,188
毛利	Gross profit	-1.0%	<b>631,991</b>	638,223
毛利率	Gross margin	-	<b>61.8%</b>	61.8%
經營溢利	Profit from operations	-25.9%	<b>120,171</b>	162,199
經營溢利率	Operating margin	-25.5%	<b>11.7%</b>	15.7%
本公司權益 股東應佔溢利	Profit attributable to equity shareholders of the Company	-27.0%	<b>118,121</b>	161,913
純利率	Net profit margin	-26.8%	<b>11.5%</b>	15.7%
每股盈利 – 基本	Earnings per share – basic	-26.7%	<b>\$0.77</b>	\$1.05
每股盈利 – 攤薄	Earnings per share – diluted	N/A	<b>N/A</b>	\$1.04
每股股息	Dividend per share	-	<b>\$0.45</b>	\$0.45
<b>財務狀況</b>	<b>Financial Position</b>			
經營業務產生之現金 現金及銀行存款 減短期銀行貸款 及透支	Cash generated from operations Cash and bank deposits less short-term bank loans and overdrafts	+8.1%	<b>121,477</b>	112,324
流動資產淨值	Net current assets	+12.5%	<b>137,283</b>	121,993
股東權益	Shareholders' equity	+1.5%	<b>270,956</b>	266,970
股東權益回報	Return on shareholders' equity	+6.7%	<b>727,681</b>	681,829
		-31.6%	<b>16.2%</b>	23.7%

- 營業額較去年下跌0.9%至港幣10.228億元。
- 經營溢利為港幣1.202億元，較去年下跌25.9%。
- 本公司權益股東應佔溢利為港幣1.181億元，較去年下跌27.0%。
- Turnover declined by 0.9% to HK\$1,022.8 million from last year.
- Profit from operations was HK\$120.2 million, a decrease of 25.9% as compared with last year.
- Profit attributable to equity shareholders of the Company was HK\$118.1 million, a decrease of 27.0% from last year.

# 主席報告

## Chairman's Statement



陳瑞球

YGM貿易有限公司主席

Chan Sui Kau

Chairman of YGM Trading Limited

### 集團業績

本集團截至二零零七年三月三十一日止年度之營業額輕微下跌至港幣1,022,818,000元(二零零六年:港幣1,032,188,000元)。本公司權益股東應佔溢利下跌27%至港幣118,121,000元(二零零六年:港幣161,913,000元)。

### 股息

董事會已議決將於二零零七年九月十八日星期二舉行之應屆股東週年大會上建議派發截至二零零七年三月三十一日止年度之末期股息普通股每股港幣0.32元(二零零六年:港幣0.32元)。倘獲股東通過,總金額為港幣49,226,000元(二零零六年:港幣49,499,000元)之末期股息預期將於二零零七年九月十九日星期三或該日期前後派發予於二零零七年九月十日星期一名列本公司股東名冊之股東。

### 業務回顧

#### 成衣零售及市場推廣

本集團之核心業務為零售、批發及營銷時裝,主要市場位於大中華地區。於二零零七年三月底,本集團之品牌組合包括針對不同階層客戶之五大獨特品牌,即Aquascutum、Ashworth、Guy Laroche、馬獅龍及Charles Jourdan。

### Group Results

Turnover of the Group for the year ended 31 March 2007 decreased slightly to HK\$1,022,818,000 (2006: HK\$1,032,188,000). Profit attributable to equity shareholders of the Company decreased by 27% to HK\$118,121,000 (2006: HK\$161,913,000).

### Dividends

The Directors have resolved to recommend the payment of a final dividend of HK 32 cents (2006: HK 32 cents) per ordinary share for the year ended 31 March 2007 at the forthcoming annual general meeting to be held on Tuesday, 18 September 2007. The final dividend amounting to HK\$49,226,000 (2006: HK\$49,499,000), if approved by the shareholders, is expected to be paid on or around Wednesday, 19 September 2007 to those shareholders whose names appear on the register of members of the Company on Monday, 10 September 2007.

### Review of Operations

#### Garment retail and marketing

The Group's core business is the retail, wholesale and marketing of fashion apparel, mainly in the Greater China Region. As of the end of March 2007, the Group's brand portfolio consists of five distinct brands serving a wide spectrum of customer segments, namely Aquascutum, Ashworth, Guy Laroche, Michel René and Charles Jourdan.

# Guy Laroche



Guy Laroche為著名的法國服裝品牌，以高貴優雅設計見稱。品牌由著名服裝設計大師Guy Laroche於1956年創立，並於1961年首次推出成衣系列及開設首間專賣店。品牌設計以突顯女性的自然線條美而著名，備受國際知名女星及名媛的青睞。Guy Laroche的服裝是為充滿睿智、追求時尚、品位優雅及懂得欣賞法式品味之女性而設。

本集團於2004年購入Guy Laroche品牌，並於同年在香港設立專賣店。Guy Laroche多種產品的代理商遍佈世界各地。

Guy Laroche is a renowned French label that has long been recognised by its signature elegant style. Established in 1956 by Guy Laroche himself, the brand launched its first ready-to-wear collection in 1961. The brand is well known for its form-fitting cuttings, accentuating female's bodyline appeal, and thus it has been popular among famous actresses and celebrities. Guy Laroche designs are for sophisticated, contemporary and elegant ladies with an appreciation for French style.

The Group acquired Guy Laroche in 2004 and the first ladies fashion shop in Hong Kong opened in the same year. The brand has licensees for various product categories all over the world.

## 業務回顧 (續)

### 成衣零售及市場推廣 (續)

#### **Aquascutum**

本集團於回顧年度在中國內地增設13間門市。於二零零七年三月，Aquascutum在上海成功舉行了一場派對，扮演占士邦的著名影星皮雅斯布士南先生亦應邀出席。本集團於中國內地、香港、澳門及台灣共經營147間門市。

#### **Ashworth**

於二零零七年三月底，本集團於香港、中國內地、澳門及泰國合共經營63間門市。年內，本集團取得在台灣進行市場推廣之權利，並於台灣開設4間新門市。該美國高爾夫服飾品牌於本集團之市場中繼續增長。

#### **Guy Laroche**

本集團於大中華地區以此品牌營銷女士時尚用品。本集團因未能提供適合中國市場之產品而錄得虧損。年內，本集團已作出相應策略，聘請一名法國設計師專職負責中國內地市場。

#### **馬獅龍**

於二零零七年三月底，本集團於香港、澳門、中國內地及台灣經營94間門市。該品牌為本集團之自有品牌，本集團擬投入更多資源，既使品牌更形現代化，亦可壯大品牌。

#### **Charles Jourdan**

本集團於中國內地、香港、台灣及泰國經營17間門市。由於銷量不足，故錄得虧損。

#### **Guy Laroche Paris**

本年度，來自Guy Laroche品牌之全球商標專利權費及相關收益為6,044,000歐元(二零零六年：6,385,000歐元)，下跌乃由於歐元處於強勢，而大部份市場乃以美元計值。Guy Laroche Paris亦於歐洲分銷Guy Laroche之副線產品，惟錄得虧損。於二零零七年三月，本公司撤換於巴黎之總經理，並可能逐步淡出該項分銷業務。存貨及應收款項之撇減導致虧損1,889,000歐元。

## Review of Operations (continued)

### Garment retail and marketing (continued)

#### **Aquascutum**

We have added 13 outlets in Mainland China during the year under review. In March 2007, Aquascutum held a successful party in Shanghai hosting the famous James Bond movie star Mr. Pierce Brosnan. We operated a total of 147 outlets in Mainland China, Hong Kong, Macau and Taiwan.

#### **Ashworth**

As of the end of March 2007, the Group operated 63 outlets in Hong Kong, Mainland China, Macau and Thailand. During the year, the Group acquired the right to market in Taiwan and 4 new outlets were opened in Taiwan. This American golf wear brand continues to grow in our markets.

#### **Guy Laroche**

The Group markets ladies fashion under this brand in the Greater China Region. Losses were recorded as we had not been able to deliver products suitable for the Chinese market. Efforts were made during the year to hire a French designer with specific responsibilities for the Mainland China market.

#### **Michel René**

As of the end of March 2007, we operated 94 outlets in Hong Kong, Macau, Mainland China and Taiwan. This is our house brand and we will invest more resources to modernise and expand this brand.

#### **Charles Jourdan**

The Group operated 17 outlets in Mainland China, Hong Kong, Taiwan and Thailand. Losses were recorded as we had not achieved enough sales volume.

#### **Guy Laroche Paris**

Global royalty and related income from licensing the Guy Laroche trademark for the current year amounted to EUR6,044,000 (2006: EUR6,385,000). Such decline was due to the strength of Euros as most of the markets are US dollar based. Guy Laroche Paris also distributes a second line of Guy Laroche garments throughout Europe, which is loss making. In March 2007 we replaced the General Manager in Paris and may decide ultimately to phase out such distribution activities. The write-down of inventories and receivables contributed to a loss of EUR1,889,000.



# MICHEL RENÉ



MICHEL RENÉ在1976年成立，品牌包括男女西服套裝、休閒便服和配飾系列，並以「自由配搭」為設計宗旨，風格高雅簡約，款式富時代感，為時尚的男女提供全面服裝搭配的選擇。

MICHEL RENÉ於2006年獲香港品牌發展局頒發「二零零五香港名牌」獎，品牌的優秀形象獲得肯定。同年，MICHEL RENÉ獲香港零售管理協會頒發「神秘顧客計劃—時裝飾物店組別之全年度最佳服務零售商」。

Established in 1976, MICHEL RENÉ carries a full line of men's and women's executive and city wear and accessories. MICHEL RENÉ always maintains its integrity and contemporary style which enables young and modern people to mix-and-match creatively for all occasions.

In 2006, MICHEL RENÉ achieved the 'Hong Kong Top Brand Award 2005' organised by the Hong Kong Brand Development Council. The brand image is affirmed. In the same year, MICHEL RENÉ was awarded the 'Service Retailer of the Year in Fashion & Accessories' of the 'Mystery Shoppers Programme' organised by the Hong Kong Retail Management Association.

## 業務回顧 (續)

### 漢登

本集團擁有於香港聯合交易所有限公司上市的漢登集團控股有限公司(「漢登」) 20%之股權。由於漢登實行市場多元化，本集團於漢登的投資繼續成功。

### 成衣製造

本集團之東莞製造廠以最大產能營運，但因收入未能悉數抵銷上漲的勞工、燃料成本及所有其他開支，致使其於本年度首次錄得輕微虧損。管理層會提高售價及改善效率以減低中國內地通脹引致的影響。

### 其他項目

隨著在香港之商業活動增加，安全印刷業務錄得十分穩健之溢利。本集團投資物業之租賃收入亦錄得上升。

## 前景及展望

鑑於兩個新品牌在大中華地區的業務未如理想，本集團會作出更為謹慎之計劃以將虧損減至最低。本集團最終可能終止在歐洲分銷Guy Laroche副線產品的業務。本集團將對現有品牌進行更多投資，以鞏固本集團之市場份額。

## 致謝

本人謹代表董事會，向本集團股東、客戶、往來銀行及供應商一直以來之支持致謝。同時，亦向本集團全體員工致以衷心謝意。

主席  
陳瑞球

香港，二零零七年七月二十日

## Review of Operations (continued)

### Hang Ten

The Group owns a 20% stake in Hang Ten Group Holdings Limited ("Hang Ten") which is listed on The Stock Exchange of Hong Kong Limited. The investment in Hang Ten continues to be successful with its geographically diversified markets.

### Garment Manufacturing

The Group's manufacturing plant in Dongguan operates at full capacity. However, the increased costs of labour, fuel and all other expenses were not fully recovered resulting in a small loss for the first time. Management has increased selling prices and improved efficiency to compensate for these inflationary factors in Mainland China.

### Miscellaneous

The security printing business in Hong Kong returned a healthy profit with increased business activities in Hong Kong. Rental income from our investment properties also recorded an increase.

## Prospects and Developments

Seeing the difficulties relating to our two new brands in the Greater China Region, we are minimising losses with more careful planning. As part of these initiatives, we may ultimately phase out the distribution activities in Europe of the Guy Laroche second line business. We will invest more in our existing brands to strengthen our market share.

## Appreciation

On behalf of the Board, I would like to thank our shareholders, our customers, our banks and our suppliers for their continuous support. Furthermore, I would like to express our sincere appreciation to all the staff of the Group.

Chan Sui Kau  
Chairman

Hong Kong, 20 July 2007

# Ashworth®



源自美國加州的Ashworth於1987年成立，主力提供時尚、舒適的男女高爾夫球及休閒便服系列。在美國Darrell Survey 消費者報告中，Ashworth高爾夫球恤的穿著率連續十一年佔據第一位，品牌又於2002年至2005年獲《中國高爾夫》雜誌頒發「我最喜愛男士高爾夫服裝」及於2001年至2005年先後三次獲《高球文摘》頒發「最佳高爾夫大賞—最佳男士高爾夫服裝」，足證品牌深受高爾夫球愛好者的擁戴。

本集團為Ashworth大中華地區及泰國的總代理。Ashworth亦致力為顧客提供優良的服務，在2005年及2006年皆獲得香港零售管理協會頒發「神秘顧客計劃—時裝飾物店運動及戶外用品組別之全年度最佳服務零售商」。

Ashworth was established in California, U.S.A in 1987. It markets a full line of quality men's and women's golf apparel and casual wear, featuring natural style and relaxed fit. According to the Darrel Survey of the U.S.A., Ashworth has been ranked 'Number One Apparel Brand in Golf' eleven years in a row. The brand has also been selected as 'My Favorite Men's Apparel' by 'China Golf' Magazine between 2002 and 2005 and, 'The Best Golf Awards — Best Golf Apparel (Men)' by "Golf Digest" Magazine (Chinese Edition) three times between 2001 and 2005.

The Group is the licensee for the Greater China Region and Thailand. Ashworth is also highly recognised for its quality service. Ashworth has been awarded the 'Service Retailer of the Year in Fashion & Accessories — Sports & Outdoor Products Category' of the 'Mystery Shoppers Programme' in 2005 and 2006 by the Hong Kong Retail Management Association.

### 經營業績

本集團截至二零零七年三月三十一日止年度之營業額輕微下降至港幣1,022,818,000元(二零零六年:港幣1,032,188,000元)。本集團之主要業務成衣銷售總額下跌1.2%至港幣917,708,000元(二零零六年:港幣929,265,000元),佔綜合營業額之89.7%(二零零六年:90%)。本年度從外界客戶收取專利權費及相關收益總額為港幣61,164,000元(二零零六年:港幣60,146,000元)。

年內,本集團之毛利輕微下降至港幣631,991,000元(二零零六年:港幣638,223,000元)。毛利率為61.8%(二零零六年:61.8%)。

截至二零零七年三月三十一日止年度之經營溢利下跌25.9%至港幣120,171,000元(二零零六年:港幣162,199,000元)。分銷成本從去年之港幣357,901,000元上升至港幣385,848,000元,主要由於租金開支及員工成本分別上升港幣14,080,000元及港幣8,935,000元。

本年度融資成本為港幣6,992,000元(二零零六年:港幣4,366,000元)。融資成本上升主要由於銀行貸款上升。

本年度本公司權益股東應佔溢利為港幣118,121,000元(二零零六年:港幣161,913,000元)。

### Results of Operations

Turnover of the Group for the year ended 31 March 2007 decreased slightly to HK\$1,022,818,000 (2006: HK\$1,032,188,000). Total sales of garments, the Group's principal business, declined by 1.2% to HK\$917,708,000 (2006: HK\$929,265,000), representing 89.7% (2006: 90%) of the consolidated turnover. Total royalty and related income of HK\$61,164,000 (2006: HK\$60,146,000) was received from external customers during the year.

Gross profit of the Group for the year decreased slightly to HK\$631,991,000 (2006: HK\$638,223,000). The gross margin was 61.8% (2006: 61.8%).

Profit from operations for the year ended 31 March 2007 decreased by 25.9% to HK\$120,171,000 (2006: HK\$162,199,000). Distribution costs increased from HK\$357,901,000 for the previous year to HK\$385,848,000 which was mainly due to increases in rental charges of HK\$14,080,000 and staff costs of HK\$8,935,000.

Finance costs for the year amounted to HK\$6,992,000 (2006: HK\$4,366,000). The increase in finance costs was mainly due to an increase in bank loans.

Profit attributable to equity shareholders of the Company for the year was HK\$118,121,000 (2006: HK\$161,913,000).

# Aquascutum



英國Aquascutum於1851年成立，一直是倫敦生活的一部份，品牌保留傳統英式優秀的裁剪工藝，同時亦講究時尚設計，創造出品牌獨有深藏而優雅的氣質及時尚而華麗的風格。品牌服飾細節精巧，盡顯自信風度、優良品質及優秀工藝，贏得舉世信譽。過去數十年，Aquascutum備受皇室貴族、政治領袖，以至名人影星的青睞。

本集團為Aquascutum大中華地區、星加坡、馬來西亞及泰國的總代理。品牌專走高檔路線，顧客對象是企業家、專業人士及行政人員等。

Aquascutum一直為顧客提供優質的服務，2004年至2006年連續三次獲香港零售管理協會頒發「神秘顧客計劃—時裝飾物店高級時裝組別之全年度最佳服務零售商」。

British label Aquascutum has been a part of London city life since its establishment in 1851. Its heritage is rooted in excellent British tailoring and it has always had a keen eye on fashion, creating an understated elegance and stylishly luxurious look. Its sartorial confidence, authentic quality and fine craftsmanship shown in the faultless attention to detail is trusted throughout the world. Over the decades the brand has dressed the powerful: British royalty, politicians and celebrities.

The Group is the licensee for the Greater China Region, Singapore, Malaysia and Thailand markets. Aquascutum is positioned as an upmarket brand and targets to entrepreneurs, professionals and executives.

Aquascutum's high standard of service is well recognised. The brand has achieved the 'Service Retailer of the Year in Fashion & Accessories — High Fashion Category' of the 'Mystery Shoppers Programme' organised by the Hong Kong Retail Management Association three times from 2004 to 2006.

## 業務回顧

### 成衣銷售

本集團之核心業務為零售及批發時裝。因台灣市場及Guy Laroche之副線產品在歐洲之銷售下跌，本年度成衣總銷售額較去年下跌1.2%。成衣銷售業務之貢獻由去年之港幣145,237,000元下降至港幣89,421,000元。

本集團於年內在大中華地區增設32間門市，門市之總數由316間增至344間。

## Business Review

### Sales of garments

The Group's core business is the retailing and wholesaling of fashion apparel. Due to a decline in sales in the Taiwan market and the second line Guy Laroche garments in Europe, total sales of garments for the year recorded a 1.2% decrease as compared to the previous year. Contribution from operations from sales of garments declined from HK\$145,237,000 for the previous year to HK\$89,421,000.

During the year, the Group added 32 new outlets in the Greater China Region. The total number of outlets increased from 316 to 344.

		門市之地區分佈 Breakdown of outlets by geographical locations		
		截至 二零零七年 三月 As of March 2007	截至 二零零六年 三月 As of March 2006	+ / (-) 門市 + / (-) outlets
<b>地區</b>	<b>Geographical locations</b>			
香港	Hong Kong	44	43	+1
澳門	Macau	7	6	+1
中華人民共和國 其他地區	Other areas of the People's Republic of China	230	205	+25
台灣	Taiwan	57	52	+5
歐洲	Europe	3	7	-4
東南亞國家	South East Asian countries	3	3	-
總計	Total	<b>344</b>	<b>316</b>	<b>+28</b>

本集團於東莞經營一間製造廠，該廠於本年度因燃料及勞工成本上漲引致經營虧損。

The Group operates a manufacturing plant in Dongguan which posted an operating loss for the year resulting from increases in fuel and labour costs.

# CHARLES JOURDAN



法國品牌Charles Jourdan於1921年成立，以色彩豐富設計及精工細密技術的高級鞋履而享譽國際，近年更將力求完美的創作精神，延伸至男女時尚服裝配飾系列，展現國際化都市形象，散發充滿活力朝氣的現代美感，集時尚魅力與實用於一身，為服飾界創造另一熱潮。

本集團為Charles Jourdan品牌在大中華地區及東南亞地區的服裝及配飾總代理。

Charles Jourdan is a leading French label famous for its luxury and colorful footwear. Established in 1921, the brand recently launched its fashion apparel and accessories collection using the same passion and innovation. The new line is refreshingly modern, luxurious, versatile and is sure to be a big hit.

The Group is the licensee of Charles Jourdan full-line apparel and accessories for the Greater China Region and South East Asia.

## 業務回顧 (續)

### 其他業務

工業樓宇之租金收入較去年有所上升。安全印刷業務受惠於香港營商環境改善，再度取得佳績。

## 資本支出

年內，本集團斥資約港幣20,883,000元用作經常性增置及重置固定資產，去年則為港幣33,422,000元。

## 流動資金及財務資源

本集團之資金來自內部產生之現金流及銀行向其提供之銀行信貸。本集團在管理其所需資金方面仍維持審慎之策略。

截至二零零七年三月三十一日止年度，本集團經營業務產生之現金為港幣121,477,000元（二零零六年：港幣112,324,000元）。於二零零七年三月三十一日，經在年內支付股息總計港幣69,497,000元後，本集團擁有現金及銀行存款港幣137,283,000元（已扣除銀行透支及短期銀行貸款），較二零零六年三月三十一日之港幣121,993,000元有所上升。於二零零七年三月三十一日，本集團持有可隨時以公平價值轉換為現金之上市證券為港幣3,977,000元（二零零六年：港幣7,550,000元）。

本集團於二零零七年三月三十一日之總資產淨值為港幣747,254,000元，而於二零零六年三月三十一日則為港幣700,650,000元。本集團於本年度末之資本負債比率為0.15（二零零六年：0.13），乃按總借貸港幣105,537,000元（二零零六年：港幣91,462,000元）及股東權益港幣727,681,000元（二零零六年：港幣681,829,000元）計算。本集團之借貸按浮動息率計息。

## Business Review (continued)

### Other business

Rental income from industrial buildings increased from the previous year. The security printing operation benefited from the improved business environment in Hong Kong and recorded another successful year.

## Capital Expenditure

During the year, the Group spent approximately HK\$20,883,000 in recurring additions and replacement of fixed assets, compared to HK\$33,422,000 for the previous year.

## Liquidity and Financial Resources

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

For the year ended 31 March 2007, the Group generated HK\$121,477,000 (2006: HK\$112,324,000) of cash from operations. As at 31 March 2007, the Group had cash and bank deposits net of overdrafts and short-term bank loans of HK\$137,283,000, an increase from HK\$121,993,000 as at 31 March 2006 after payments of dividends of HK\$69,497,000 during the year. At 31 March 2007, the Group had listed securities which were readily convertible into cash with a fair value of HK\$3,977,000 (2006: HK\$7,550,000).

The Group's total net assets as at 31 March, 2007 were HK\$747,254,000 as compared with HK\$700,650,000 as at 31 March 2006. The Group's gearing ratio at the year end was 0.15 (2006: 0.13) which was calculated based on total borrowings of HK\$105,537,000 (2006: HK\$91,462,000) and shareholders' equity of HK\$727,681,000 (2006: HK\$681,829,000). The Group's borrowings are mainly on a floating rate basis.



### 流動資金及財務資源 (續)

本集團在外匯風險管理方面亦維持審慎態度。本集團之收入及開支主要以港幣、新台幣、日圓、英鎊、歐元及人民幣列值。為管理外匯風險，非港幣資產乃盡量主要以當地貨幣債項來融資。

於二零零七年三月三十一日，賬面總值為港幣57,700,000元(二零零六年：港幣44,400,000元)之若干投資物業已抵押予銀行，以取得銀行信貸，其中已使用金額為港幣零元(二零零六年：港幣零元)。

於二零零七年三月三十一日，本公司就若干附屬公司之銀行信貸向銀行作出擔保，有或然負債合共約港幣87,524,000元，而於二零零六年三月三十一日則為港幣84,216,000元。

### 購股權計劃

於二零零四年九月二十三日，本公司採納一項購股權計劃(「購股權計劃」)，該購股權計劃將一直有效，直至二零一四年九月二十二日到期。根據購股權計劃之條款，本公司可向合資格參與者(包括本集團董事及僱員)授出購股權，以認購最多15,469,879股本公司新股。

年內，並無向本集團董事及僱員授出購股權，亦概無行使購股權。

### 人力資源

於二零零七年三月三十一日，本集團之僱員總數約為2,800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及授出購股權。

### Liquidity and Financial Resources (continued)

The Group also maintains a conservative approach to foreign exchange exposure management. The Group's income and expenditure streams are mainly denominated in Hong Kong Dollars, New Taiwan Dollars, Japanese Yen, Pounds Sterling, Euros and Renminbi. To manage currency risks, non-Hong Kong Dollar assets are financed primarily by matching local currency debts as far as possible.

As at 31 March 2007, certain investment properties with an aggregate carrying value of HK\$57,700,000 (2006: HK\$44,400,000) were pledged to banks for obtaining banking facilities of which HK\$Nil was utilised (2006: HK\$Nil).

As at 31 March 2007, there were contingent liabilities in respect of guarantees given to banks by the Company in respect of banking facilities extended to certain subsidiaries amounting to approximately HK\$87,524,000, as compared with HK\$84,216,000 as at 31 March 2006.

### Share Option Scheme

On 23 September 2004, the Company adopted a share option scheme ("the Share Option Scheme") which will remain in force until 22 September 2014. Pursuant to the terms of the Share Option Scheme, the Company may grant options to eligible participants including directors and employees of the Group to subscribe for shares in the Company, subject to a maximum of 15,469,879 new shares.

During the year, no share options were granted to directors and employees of the Group and no options were exercised.

### Human Resources

As at 31 March 2007, the Group had approximately 2,800 employees. 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 and share options may also be granted to the eligible employees based on the Group's and the individuals' performances.

# 企業管治報告

## Corporate Governance Report

根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄二十三，YGM貿易有限公司（「本公司」）之董事會（「董事會」）呈報回顧年度的企業管治報告。

### 企業管治常規

董事會確信公司管治為本公司成功的關鍵，並已採取多項措施，以確保嚴格遵守有關的監管規定，從而達致高透明度的企業管治，提昇公司營運表現。

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的組織章程於本公司股東週年大會輪值告退及重選外，本公司於截至二零零七年三月三十一日止年度內一直遵守上市規則附錄十四所載的企業管治常規守則。

### 董事之證券交易

本公司已採納有關董事證券交易的證券買賣守則，其條款不遜於上市規則附錄十所載上市公司董事進行證券交易的標準守則（「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，所有董事已確認，彼等於回顧年度內，一直遵守標準守則載列的規定準則及其證券買賣守則。

### 董事會

董事會的主要職責包括制定策略性計劃、採納企業策略、評估投資項目、監察及控制本集團的經營及財務表現，以及評估及管理本集團所承受的風險。

董事會包括七名執行董事，分別為陳瑞球先生、陳永奎先生、陳永樂先生、陳永棋先生、陳永滔先生、傅承蔭先生及陳淑玲女士，以及三名獨立非執行董事，分別為梁學濂先生、王霖先生及林克平先生。

Pursuant to Appendix 23 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), the Board of Directors (the "Board") of YGM Trading Limited (the "Company") presents this Corporate Governance Report for the year under review.

### Corporate Governance Practices

The Board firmly believes that corporate governance is essential to the success of the Company and has adopted various measures to ensure its strict compliance with relevant regulatory requirements, a high level of transparency in corporate governance and an excellent performance in operations.

In the opinion of the Board, the Company has complied throughout the year ended 31 March 2007 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 director's securities transactions on terms no less exacting than the 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 year under review.

### Board of Directors

The major responsibilities of the Board include formulation of strategic plans, adoption of corporate strategies, assessment of investment projects, monitoring and controlling the Group's operating and financial performance, assessment and management of risk to which the Group is exposed.

The Board comprises seven Executive Directors, being Messrs. Chan Sui Kau, Chan Wing Fui, Peter, Chan Wing Sun, Samuel, Chan Wing Kee, Chan Wing To and Fu Sing Yam, William and Madam Chan Suk Ling, Shirley, and three Independent Non-executive Directors, being Messrs. Leung Hok Lim, Wong Lam and Lin Keping.

## 董事會 (續)

本公司已根據上市規則的規定委任足夠人數的獨立非執行董事，彼等均具備合適的專業資格，例如有關會計及財務管理的專業知識。本公司已接獲各獨立非執行董事根據上市規則第3.13條就本身的獨立性發出的年度確認函件。

董事會於年內舉行了四次會議，各董事之出席記錄載列如下：

董事		出席／舉行會議次數 Meetings attended / Held
陳瑞球	Chan Sui Kau	4 / 4
陳永奎	Chan Wing Fui, Peter	4 / 4
陳永樂	Chan Wing Sun, Samuel	4 / 4
周陳淑玲	Chan Suk Ling, Shirley	4 / 4
陳永棋	Chan Wing Kee	4 / 4
陳永滔	Chan Wing To	4 / 4
傅承蔭	Fu Sing Yam, William	4 / 4
梁學濂	Leung Hok Lim	4 / 4
王霖	Wong Lam	4 / 4
林克平	Lin Keping	4 / 4

## 主席及行政總裁

董事會主席及本公司行政總裁的角色互相分立，各自有明確的職責區分。董事會主席負責制定企業策略及整體業務發展規劃；行政總裁則負責監督日常業務活動的執行。在董事會層面，兩者的職責清楚區分，旨在確保權力及授權分佈均衡。行政總裁乃主席的兒子，其他董事之間的關係詳情於第30頁至第32頁中披露。

## Board of Directors (continued)

The Company has appointed a sufficient number of Independent Non-executive Directors with suitable professional qualifications, such as expertise in accounting and financial management, in accordance with the requirements of the Listing Rules. The Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules.

The Board held four meetings during the year. The attendance record of individual Directors is as below:

## Chairman and Chief Executive Officer

The roles of the Chairman of the Board and the Chief Executive Officer of the Company are separated, with a clear division of responsibilities. The Chairman of the Board is responsible for formulating corporate strategies and overall business development planning. The Chief Executive Officer's duty is to oversee the execution of daily business activities. The division of responsibilities at the board level is to ensure a balance of power and authority. The Chief Executive Officer is the son of the Chairman, details of the relationship between other Directors are disclosed on pages 30 to 32.

## 審核委員會

根據上市規則的規定，本公司為審核委員會制訂書面職權範圍。審核委員會由三名獨立非執行董事組成，即梁學濂先生、王霖先生及林克平先生，主席為梁學濂先生。審核委員會於年內曾召開兩次會議，出席率為百分之百。

審核委員會主要負責監管本公司財務報表的完整性、透過檢討內部和外聘核數師進行的工作審閱本公司內部監控系統、評估財務資料及有關披露，及審閱關連交易。

審核委員會已審閱截至二零零七年三月三十一日止年度的本集團經審核財務報表、內部監控制度及關連交易。

## 酬金委員會

酬金委員會由五名成員組成，分別為兩名執行董事陳永奎先生(酬金委員會主席)及陳永樂先生，以及三名獨立非執行董事，即梁學濂先生、王霖先生及林克平先生。本公司已根據上市規則的規定制定酬金委員會的書面職權範圍。

酬金委員會負責確保制定酬金政策的程序合乎規範及透明，以及監督董事的酬金組合，當中會考慮可作比較公司支付的薪金及薪酬、董事投放的時間及責任等因素。委員會亦會考慮所提供酬金就各有關人士的職務及表現而言是否恰當，以及該等酬金有否競爭力及吸引力是否足以挽留該等人士。

酬金委員會於年內曾召開一次會議，出席率為百分之百。

## Audit Committee

The Company formulated written terms of reference for the Audit Committee in accordance with the requirements of the Listing Rules. The Audit Committee consists of three Independent Non-executive Directors, namely Mr. Leung Hok Lim, Mr. Wong Lam and Mr. Lin Keping. Mr. Leung Hok Lim is the chairman of the Audit Committee. The Audit Committee held two meetings during the year with an attendance rate of 100%.

The Audit Committee is mainly responsible for monitoring the integrity of the Company's financial statements, reviewing the Company's internal control system and its execution through the review of the work undertaken by the internal and external auditors, evaluating financial information and related disclosure; and reviewing connected transactions.

The Group's audited financial statements, internal control system and connected transactions for the year ended 31 March 2007 have been reviewed by the Audit Committee.

## Remuneration Committee

The Remuneration Committee consists of two Executive Directors, namely Mr. Chan Wing Fui, Peter (chairman of the Remuneration Committee) and Mr. Chan Wing Sun, Samuel, and three Independent Non-executive Directors, namely Mr. Leung Hok Lim, Mr. Wong Lam and Mr. Lin Keping. The Company had formulated written terms of reference for the Remuneration Committee in accordance with the requirements of the Listing Rules.

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and overseeing remuneration packages of the Directors. It takes into consideration factors such as salaries and compensation packages paid by comparable companies, time commitment and responsibilities of the Directors. It would also take into account whether the emoluments offered are appropriate to the duties and performance of the respective individuals concerned and whether such emoluments are competitive and sufficiently attractive to retain such individuals.

The Remuneration Committee convened one meeting during the year with an attendance rate of 100%.

## 董事提名

董事會尚未成立提名委員會，根據本公司的組織章程，本公司股東有權提名董事候選人，董事候選人應以提案方式提交股東週年大會批准。有關提名董事候選人的意圖以及候選人表明願意接受提名的書面通知，應在不早於股東週年大會通告派發當日及不遲於該股東週年大會召開前發給本公司。有關提名及接受提名期限應不少於七天。

## 董事就財務報表所承擔之責任

董事負責監督每個財政期間之財務報表之編製工作，以確保該等財務報表能夠真實與公平地反映本集團於有關期間之財政狀況、業績及現金流量。本公司財務報表之編製均符合所有有關法規及適用會計準則之規定。董事有責任確保選擇及貫徹應用合適之會計政策，以及作出審慎及合理之判斷及估計。

本公司核數師畢馬威會計師事務所的申報責任載於本年報第34頁至第35頁獨立核數師報告內。

## 核數師之酬金

本集團就法定審核工作而支付之核數師酬金總額為港幣4,157,000元（二零零六年：港幣3,189,000元），其中港幣2,112,000元（二零零六年：港幣1,918,000元）已支付予或應支付予本集團之主要核數師畢馬威會計師事務所。

## Nomination of Directors

The Board has not established a Nomination Committee. Pursuant to the Company's Articles of Association, shareholders of the Company are entitled to propose candidates. The proposal for the appointment of directors should be submitted at the annual general meeting for approval. The intention for proposing director candidates and the acceptance of nomination by the candidates should be submitted in writing to the Company no earlier than the date of dispatch of annual general meeting notice and no later than the annual general meeting. Time limits for nomination and acceptance of nomination should not be less than 7 days.

## Directors' Responsibility for the Financial Statements

The Directors are responsible for overseeing the preparation of financial statements for each financial period with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently; and that judgments and estimates made are prudent and reasonable.

The reporting responsibilities of KPMG, the Company's auditors, are set out in the Independent Auditor's Report on page 34 to 35 of this Annual Report.

## Auditors' Remuneration

Total auditors' remuneration in relation to the statutory audit of the Group amounted to HK\$4,157,000 (2006 : HK\$3,189,000) of which a sum of HK\$2,112,000 (2006: HK\$1,918,000) was paid or payable to the Group's principal auditors, KPMG.

## 核數師之酬金 (續)

本集團之主要核數師畢馬威會計師事務所及其關連機構就所提供之服務而獲支付之費用如下：

		2007 HK\$	2006 HK\$
法定審核	Statutory audit	2,112,000	1,918,000
非審核服務	Non-audit services	524,000	554,000
總數	Total	<u>2,636,000</u>	<u>2,472,000</u>

## Auditors' Remuneration (continued)

The remuneration paid to the Group's principal auditor, KPMG, and its affiliated firms, for services rendered is broken down as follow:

## 內部監控及風險管理

董事會明白其維持足夠及健全內部監控系統的責任，並透過審核委員會及內部核數師，每年對該等制度之有效性進行檢討最少一次，有關檢討涵蓋所有重大監控、財務、營運及遵例監控，以及風險管理工作。檢討該等內部監控制度之有效性時所運用之程序包括與管理層共同研討由管理層辨識之風險範疇。本公司之內部監控制度旨在提供合理(但非絕對保證)保證，使營運制度不會出現重大錯誤或損失，以及管理(而非消除)營運系統失責之風險，藉以協助本公司達致目標。

## 內部審核職能

年內，本公司並無建立內部審核部門，但已外聘專業會計師行提供內部審核服務(「內部核數師」)，對管理層及審核委員會所關注的特定範圍進行檢討。內部核數師對本集團截至二零零七年三月三十一日止年度的內部監控制度效率進行檢討，以便就有關制度及監控程序的可靠性及完整性向審核委員會及董事會提供一定的信心保證。內部監控制度的檢討結果已提交審核委員會參考，審核委員會已審閱該內部監控檢討的結果，認為本公司現行的內部監控機制健全及妥善。

## Internal Control and Risk Management

The Board recognises its responsibility for maintaining an adequate and sound internal control system and through the Audit Committee and the Internal Auditors, conducts reviews on the effectiveness of these systems at least annually, covering all material controls, financial, operational and compliance controls and risk management functions. The process used in reviewing the effectiveness of these internal control systems includes discussion with management on risk areas identified by management. The purpose of the Company's internal control is to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems so that the Company's objectives can be achieved.

## Internal Audit Function

Although there was no in-house internal audit set up during the year, the Company engaged an external firm of professional accountants to provide internal audit services ("Internal Auditors") and review specific areas of concern identified by management and the Audit Committee. The Internal Auditors performed a review of the effectiveness of the system of internal control of the Group for the year ended 31 March 2007 so as to furnish some degree of comfort to the Audit Committee and the Board on the reliability and integrity of the system and control process. The results of the internal control review were submitted to the Audit Committee for consideration. The Audit Committee has reviewed the results of the internal control review and is satisfied that the existing system of internal controls is effective and adequate.

# 董事會報告

## Report of the Directors

董事會同寅欣然提呈YGM貿易有限公司(「本公司」)及其附屬公司及聯營公司(統稱「本集團」)截至二零零七年三月三十一日止年度的年報及經審核財務報表。

### 主要營業地點

本公司乃一間於香港註冊成立的公司，其註冊辦事處及主要營業地點為香港九龍新蒲崗大有街二十二號。

### 主要業務

本公司的主要業務是投資控股及提供管理服務。本公司各附屬公司及聯營公司的主要業務及其他詳情載於第117頁至第120頁的財務報表內。

本集團於本財政年度的主要業務及經營地區分析載列於財務報表附註第13項。

### 主要客戶及主要供應商

年內本集團首五大銷售客戶及供應商佔本集團營業額及購貨額分別少於30%。

### 財務報表

本集團截至二零零七年三月三十一日止年度的溢利及本公司和本集團於該日的財務狀況載於第36頁至第120頁的財務報表內。

### 轉撥至儲備

截至二零零七年三月三十一日止年度的本公司權益股東應佔溢利(未扣除股息)港幣118,121,000元(二零零六年：港幣161,913,000元)，已轉撥至儲備。儲備的其他變動載於財務報表附註第29項。

本公司已於二零零七年一月十六日派發中期股息普通股每股13港仙(二零零六年：普通股每股13港仙)。董事會現建議派發截至二零零七年三月三十一日止年度的末期股息普通股每股32港仙(二零零六年：普通股每股32港仙)。

The Directors have pleasure in submitting their annual report together with the audited financial statements of YGM Trading Limited (the "Company") and its subsidiaries and associates (collectively referred to as the "Group") for the year ended 31 March 2007.

### Principal Place of Business

The Company is a company incorporated and domiciled in Hong Kong and has its registered office and principal place of business at 22 Tai Yau Street, San Po Kong, Kowloon, Hong Kong.

### Principal Activities

The principal activities of the Company are investment holding and the provision of management services. The principal activities and other particulars of the Company's subsidiaries and associates are set out in the financial statements on pages 117 to 120.

The analysis of the principal activities and geographical locations of the operations of the Group during the financial year are set out in note 13 to the financial statements.

### Major Customers and Suppliers

During the year, the Group's sales to its five largest customers and purchases from its five largest suppliers accounted for less than 30% of the Group's turnover and purchases respectively.

### Financial Statements

The profit of the Group for the year ended 31 March 2007 and the state of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 36 to 120.

### Transfer to Reserves

Profit attributable to equity shareholders of the Company, before dividends, for the year ended 31 March 2007 of HK\$118,121,000 (2006: HK\$161,913,000) has been transferred to reserves. Other movements in reserves are set out in note 29 to the financial statements.

An interim dividend of HK13 cents per ordinary share (2006: HK13 cents per ordinary share) was paid on 16 January 2007. The Directors now recommend the payment of a final dividend of HK32 cents per ordinary share (2006: HK32 cents per ordinary share) in respect of the year ended 31 March 2007.

## 慈善捐款

年內本集團的慈善捐款為港幣188,000元  
(二零零六年：港幣150,000元)。

## 固定資產

年內固定資產的變動詳情載於財務報表  
附註第14項。

## 股本

年內本公司股本的變動詳情載於財務報  
表附註第29項。

除財務報表附註第29(c)(ii)項所述者外，  
年內本公司或其任何附屬公司概無買賣  
或贖回本公司的上市證券。年內曾購回  
股份，以減低授出購股權的攤薄影響。

## 董事會

於本財政年度及直至本報告日期止的董  
事會成員如下：

### 執行董事

陳瑞球  
陳永奎  
陳永樂  
周陳淑玲  
傅承蔭  
陳永棋  
陳永滔

### 獨立非執行董事

梁學濂  
王霖  
林克平

依據本公司的公司組織章程細則第95條  
及第104條，陳永奎先生、陳永樂先生、  
陳永滔先生及林克平先生將於即將召開  
之股東週年大會中輪值退任本公司董事，  
彼等願於會上膺選連任。

本公司確認根據香港聯合交易所有限公  
司(「聯交所」)證券上市規則(「上市規  
則」)第3.13條收到各位獨立非執行董事  
具有獨立身份的週年確認書，且本公司  
認為獨立非執行董事具有獨立身份。

## Charitable Donations

Charitable donations made by the Group during the year amounted  
to HK\$188,000 (2006: HK\$150,000).

## Fixed Assets

Details of movements in fixed assets during the year are set out in  
note 14 to the financial statements.

## Share Capital

Details of the movements in share capital of the Company during the  
year are set out in note 29 to the financial statements.

Except as set out in note 29(c)(ii) to the financial statements, there  
were no purchases, sales or redemptions of the Company's listed  
securities by the Company or any of its subsidiaries during the year.  
Shares were repurchased during the year to reduce the dilutive effect  
of granting share options.

## Directors

The Directors during the financial year and up to the date of this report  
were:

### Executive Directors

Chan Sui Kau  
Chan Wing Fui, Peter  
Chan Wing Sun, Samuel  
Chan Suk Ling, Shirley  
Fu Sing Yam, William  
Chan Wing Kee  
Chan Wing To

### Independent Non-executive Directors

Leung Hok Lim  
Wong Lam  
Lin Keping

In accordance with Articles 95 and 104 of the Company's articles of  
association, Messrs Chan Wing Fui, Peter, Chan Wing Sun, Samuel,  
Chan Wing To and Lin Keping shall retire as Directors of the Company  
by rotation at the forthcoming annual general meeting and, being  
eligible, offer themselves for re-election.

The Company confirms that it has received from each of the Independent  
Non-executive Directors a confirmation of their respective independence  
pursuant to Rule 3.13 of the Rules Governing the Listing of Securities (the  
"Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock  
Exchange") and the Company considers the Independent Non-executive  
Directors to be independent.



## 董事的服務合約

獨立非執行董事由董事會委任，其酬金由董事會釐定，詳見「遵守《最佳應用守則》」一節。

擬於行將召開的本公司股東週年大會上願膺選連任的董事，概無與本公司或本集團任何成員公司訂立於一年內不可在不予賠償（一般法定賠償除外）的情況下由僱主終止的服務合約。

## 董事及行政總裁於股份及相關股份之權益

依據《證券及期貨條例》（「證券及期貨條例」）第352條須予存置的董事及行政總裁權益及淡倉登記冊的紀錄，於二零零七年三月三十一日在任的本公司董事及行政總裁於該日擁有本公司、其附屬公司及其他相聯法團（定義見證券及期貨條例）已發行股份的權益如下：

### (I) 於已發行股份的權益

		每股面值港幣0.50元的普通股 Ordinary shares of HK\$0.50 each			
		個人權益 <sup>(i)</sup> Personal interests <sup>(i)</sup>	家族權益 Family interests	公司權益 Corporate interests	其他權益 Other interests
<b>實益權益</b>	<b>Beneficial interests</b>				
陳瑞球	Chan Sui Kau	4,929,272	214,368	3,840,820	(ii)
陳永奎	Chan Wing Fui, Peter	324,068	3,820,420	—	(ii), (iii) & (iv)
陳永樂	Chan Wing Sun, Samuel	2,072,072	—	7,291,144	(ii), (iii) & (iv)
周陳淑玲	Chan Suk Ling, Shirley	3,613,544	16,000	—	(ii), (iii) & (iv)
陳永棋	Chan Wing Kee	3,692,776	819,404	—	(ii), (iii), (iv) & (v)
陳永滔	Chan Wing To	4,144,736	—	—	(ii), (iii), (iv) & (v)
傅承蔭	Fu Sing Yam, William	900,462	—	—	(ii)

## Directors' Service Contracts

The Independent Non-executive Directors were appointed by the board of Directors and their remuneration is determined by the board of Directors, see section headed 'Compliance with the Code of Best Practice'.

None of the Directors who has offered himself for re-election at the forthcoming annual general meeting of the Company has entered into any service contract with the Company or any other member of the Group which is not determinable by the relevant employer within one year without payment of compensation, other than normal statutory compensation.

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

The Directors and chief executive of the Company who held office at 31 March 2007 had the following interests in the issued shares of the Company, its subsidiaries and other associated corporations (within the meaning of the Securities and Futures Ordinance ("SFO")) at that date as recorded in the register of directors' and chief executives' interests and short positions required to be kept under section 352 of the SFO :

### (I) Interests in issued shares

## 董事及行政總裁於股份及相關股份之權益 (續)

### (I) 於已發行股份的權益 (續)

- (i) 該等股份以身為實益擁有人的董事及行政總裁的名義登記。
- (ii) 24,642,700股本公司股份乃由Chan Family Investment Corporation Limited (由陳瑞球先生、陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、傅承蔭先生、周陳淑玲女士及其他陳氏家族成員擁有) 及其附屬公司所持有。
- (iii) 24,595,908股本公司股份乃由Canfield Holdings Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、周陳淑玲女士及其他陳氏家族成員間接擁有。
- (iv) 2,917,480股本公司股份乃由Hearty Development Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、周陳淑玲女士及其他陳氏家族成員間接擁有。
- (v) 1,597,000股本公司股份乃由Super Team International Limited持有。該公司由陳永棋先生、陳永滔先生及其他陳氏家族成員間接擁有。

### (II) 於相關股份之權益

本公司董事及行政總裁根據本公司購股權計劃獲授購股權的詳情載於下文「購股權計劃」一節。

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

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

### (I) Interests in issued shares (continued)

- (i) The shares are registered under the names of the Directors and chief executive who are the beneficial owners.
- (ii) 24,642,700 shares of the Company were held by Chan Family Investment Corporation Limited (which is owned by Messrs Chan Sui Kau, Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To and Fu Sing Yam, William, Madam Chan Suk Ling, Shirley and other members of the Chan family) and its subsidiaries.
- (iii) 24,595,908 shares of the Company were held by Canfield Holdings Limited, which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel and Chan Wing To, Madam Chan Suk Ling, Shirley and other members of the Chan family.
- (iv) 2,917,480 shares of the Company were held by Hearty Development Limited which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel and Chan Wing To, Madam Chan Suk Ling, Shirley and other members of the Chan family.
- (v) 1,597,000 shares of the Company were held by Super Team International Limited which is indirectly owned by Messrs Chan Wing Kee and Chan Wing To and other members of the Chan family.

### (II) Interests in underlying shares

The Directors and chief executive of the Company have been granted options under the Company's share option scheme, details of which are set out in the section "Share Option Scheme" below.

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

## 購股權計劃

本公司的購股權計劃乃於二零零四年九月二十三日採納，據此，本公司董事獲授權酌情邀請本集團的僱員（包括本集團任何成員公司的董事）接受購股權以認購本公司股份。該計劃旨在為本集團僱員創造機會，取得本公司的股本參與權，鼓勵僱員致力提升本公司及其股份的價值，為本公司及其全體股東創造利益。購股權計劃乃於截至二零一四年九月二十二日止十年期間內有效和可執行，其後將不會授予任何其他購股權。

購股權的行使價以股份的票面值、股份於購股權授予當日在香港聯合交易所有限公司錄得的收市價和股份於購股權授予當日前五個營業日在香港聯合交易所有限公司錄得的平均收市價三者中的較高者為準。

購股權在授予日期後30日開始生效，並可於授予日期後十年內行使。

於二零零七年三月三十一日，根據購股權計劃可供發行的股份總數為15,469,879股股份（包括已授予但尚未失效或行使的購股權可予發行的11,983,000股股份），佔本公司於二零零七年三月三十一日已發行股本的10%。就各參與者根據該計劃可獲授購股權數目上限而言，各參與者於任何十二個月期間內獲授的購股權獲行使時已發行及將予發行的股份數目，不得超過本公司已發行普通股的1%。

於二零零七年三月三十一日，本公司董事及僱員於可認購本公司股份（於二零零七年三月三十一日的每股市值為港幣5.85元）的購股權中擁有下列權益，而接納根據本公司購股權計劃授予購股權的要約時，須支付象徵式的代價。該等購股權並未上市。持有人有權憑每項購股權認購一股本公司每股面值港幣0.50元的普通股。

## Share Option Scheme

The Company has a share option scheme which was adopted on 23 September 2004 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including Directors of any company in the Group, to take up options to subscribe for shares in the Company. The purpose of the scheme is to provide an opportunity for employees of the Group to acquire an equity participation in the Company and to encourage them to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The share option scheme is valid and effective for a period of 10 years ending on 22 September 2014, after which no further options will be granted.

The exercise price of options is the highest of the nominal value of the shares, the closing price of the shares on The Stock Exchange of Hong Kong Limited on the date of grant and the average closing price of the shares on The Stock Exchange of Hong Kong Limited for the five business days immediately preceding the date of grant.

The options vest 30 days from the date of grant and are then exercisable within a period of 10 years from the date of grant.

The total number of shares available for issue under the share option scheme as at 31 March 2007 was 15,469,879 shares (including options for 11,983,000 shares that have been granted but have not yet lapsed or been exercised) which represented 10% of the issued share capital of the Company as at 31 March 2007. In respect of the maximum entitlement of each participant under the scheme, the number of shares issued and to be issued upon exercise of the options granted to each participant in any 12-month period is limited to 1% of the Company's ordinary shares in issue.

At 31 March 2007, the Directors and employees of the Company had the following interests in the options to subscribe for shares in the Company (market value per share at 31 March 2007 was HK\$5.85) granted for a nominal charge on acceptance of the offer of grant of an option under the Share Option Scheme of the Company. The options are unlisted. Each option gives the holder the right to subscribe for one ordinary share of HK\$0.50 each of the Company.

購股權計劃 (續)

Share Option Scheme (continued)

		年初 尚未行使的 購股權數目 No. of options outstanding at the beginning of the year	年內 失效的購 股權數目 No. of options lapsed during the year	年終 尚未行使的 購股權數目 No. of options outstanding at the year end	授予日期 Date granted	購股權可予 行使期間 Period during which options are exercisable	每股行使價 Exercise price per share (HK\$)	購股權授 予當日的 每股市價 Market value per share at date of grant of options HK\$*
<b>董事</b>	<b>Directors</b>							
陳瑞球	Chan Sui Kau	1,000,000	—	1,000,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
陳永奎及 其配偶	Chan Wing Fui, Peter and his spouse	1,500,000	—	1,500,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
陳永樂	Chan Wing Sun, Samuel	1,200,000	—	1,200,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
周陳淑玲	Chan Suk Ling, Shirley	1,500,000	—	1,500,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
陳永棋	Chan Wing Kee	800,000	—	800,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
陳永滔	Chan Wing To	500,000	—	500,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
傅承蔭	Fu Sing Yam, William	1,200,000	—	1,200,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
梁學濂	Leung Hok Lim	100,000	—	100,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
王霖	Wong Lam	25,000	—	25,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
林克平	Lin Keping	25,000	—	25,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
		7,850,000	—	7,850,000				
<b>僱員</b>	<b>Employees</b>	4,177,000	(44,000)	4,133,000	17/1/2005	16/2/2005 to 15/02/2015	12.10	12.00
<b>總計</b>	<b>Total</b>	<u>12,027,000</u>	<u>(44,000)</u>	<u>11,983,000</u>				

### 購股權計劃 (續)

授予董事的購股權乃以身為實益擁有人的董事的名義登記。

- \* 為本公司普通股於緊接授予購股權日期前的加權平均收市價。

有關所授購股權的會計政策及每份購股權的加權平均值的資料，分別載於財務報表附註第1(q)(ii)項及第27項。

除以上所述者外，本公司或其任何附屬公司均沒有在年內任何時間參與任何安排，致使本公司董事可以透過收購本公司或任何其他法團的股份或債權證而獲益。

### 主要股東

於二零零七年三月三十一日，按本公司依據證券及期貨條例第336條存置的登記冊所記錄，除上文所載有關董事的權益外，本公司概無獲知會須登記於依據證券及期貨條例第336條規定存置的登記冊的任何其他權益。

除本文所披露者外，於二零零七年三月三十一日，各董事並不知悉有任何人仕直接或間接擁有根據證券及期貨條例第XV部第2及3分部條文規定而須向本公司及聯交所披露的股份或相關股份中的權益及淡倉，亦無於附有可在一切情況下於本公司的股東大會上投票的權利的已發行股本或涉及該等股本的任何購股權中，直接或間接擁有其面值10%或以上的權益。

### 充足公眾持股量

於本年報日期，根據可供本公司查閱的資料，就本公司董事所知，本公司已維持上市規則訂明的公眾持股量。

### Share Option Scheme (continued)

The options granted to the Directors are registered under the names of the Directors who are also the beneficial owners.

- \* being the weighted average closing price of the Company's ordinary shares immediately before the dates on which the options were granted.

Information on the accounting policy for share options granted and the weighted average value per option is provided in note 1(q)(ii) and note 27 to the financial statements respectively.

Apart from the foregoing, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### Substantial Shareholders

As at 31 March 2007, the register required to be kept by the Company pursuant to section 336 of the SFO showed that, other than the interests disclosed above in respect of the directors, no other interests required to be recorded in the register kept under section 336 of the SFO have been notified to the Company.

Save as disclosed herein, the Directors are not aware of any person who was, directly or indirectly, interested or had a short position in the shares or underlying shares which fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, was directly or indirectly, interested in 10% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meeting of the Company or any options in respect of such capital as at 31 March 2007.

### Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company as at the date of this annual report, the Company has maintained the prescribed public float under the Listing Rules.

## 關連交易及董事之合約的權益

依據上市規則第十四A章所列的關連交易詳情載於財務報表附註第33項內。獨立非執行董事認為，該等關連交易均：

- (i) 於其一般及日常業務過程中進行；
- (ii) 按正常商業條款，或如無可供比較之條款，按本公司獨立股東認為公平合理之條款進行；及
- (iii) 按監管各項交易的協議條款，或如並無該等協議，按不遜於給予獨立第三者或由獨立第三者提供（按適用者）之條款進行。

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

## 銀行貸款及其他借款

本公司及本集團於二零零七年三月三十一日之銀行貸款及其他借款詳情載於財務報表附註第25項。

## 五年概要

本集團於過去五個財政年度的業績及資產與負債概要載於本年報第121頁。

## 物業

本集團各項主要物業及物業權益之詳情載於財務報表附註第14項。

## Connected Transactions And Directors' Interests In Contracts

Details of connected transactions under Chapter 14A of the Listing Rules are set out in note 33 to the financial statements. In the opinion of the Independent Non-executive Directors, these transactions were :

- (i) conducted in the ordinary and usual course of business;
- (ii) either on normal commercial terms 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; and
- (iii) either in accordance with the terms of the agreements governing such transactions or, where there are no such agreements, on terms no less favourable than those available to or from (as appropriate) independent third parties.

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

## Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Company and the Group as at 31 March 2007 are set out in note 25 to the financial statements.

## Five Year Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 121 of the annual report.

## Properties

Particulars of the major properties and property interests of the Group are set out in note 14 to the financial statements.

## 退休計劃

本公司及其在香港的若干附屬公司已為所有合資格僱員成立界定供款退休計劃（「該計劃」）。該計劃的資產以一名獨立信託人管理的公積金分開持有。根據該計劃的規則，僱主必須每月按僱員基本薪金的5%向該計劃供款，而僱員可自行選擇供款與否。倘僱員在根據該計劃的規則可全數取得僱主供款前退出計劃，被沒收的僱主供款將用作扣減日後的僱主供款或應要求退回僱主。

自二零零零年十二月一日強制性公積金（「強積金」）實施後，僱主供款現時是向強積金支付。強積金計劃是根據《強制性公積金計劃條例》實施，對象為《香港僱傭條例》管轄範圍內的僱員。強積金計劃乃一項界定供款退休計劃，由獨立受託人負責管理。根據強積金計劃，僱主及僱員各須按僱員關收入之5%向該計劃作出供款，每月有關收入之上限為港幣20,000元。向該計劃作出的供款乃即時歸屬。

僱員於服務滿十年後，可得到僱主於強積金實施前按原有計劃作出的所有供款連同應計利息，或於服務三至九年後按遞增比例取回30%至90%的供款。

在中華人民共和國（「中國」）及法國境內的附屬公司的僱員是中國及法國政府分別組織的職工社會養老保險計劃的成員。該等附屬公司須按僱員工資的若干百分比作出退休福利計劃供款。該等附屬公司就退休福利計劃所承擔的唯一責任是支付該計劃的供款。

一間在台灣成立的附屬公司根據當地《勞動基準法》參與一項定額福利退休計劃。該計劃的供款按應支付工資及薪酬的2%計算。

## Retirement Schemes

The Company and certain of its subsidiaries in Hong Kong operate a defined contribution retirement scheme (“the Scheme”) for all qualified employees. The assets of the Scheme are held separately under a provident fund managed by an independent trustee. Pursuant to the rules of the Scheme, the employer is required to make contributions to the Scheme calculated at 5% of the employees’ basic salaries on a monthly basis, whereas the employees’ contributions are optional and, at their own discretion. Where employees leave the Scheme prior to vesting fully in accordance with the rules of the Scheme, the forfeited employer’s contributions shall be used to reduce the future contributions of the employer or shall be refunded to the employer on request.

Following the introduction of the Mandatory Provident Fund (“MPF”) on 1 December 2000 employer contributions are now made to the MPF. The MPF scheme is operated under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees governed by the Employment Ordinance in Hong Kong. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$20,000. Contributions to the scheme vest immediately.

The employees are entitled to 100% of the employer’s contributions made prior to the introduction of the MPF and the accrued interest after 10 complete years of service, or at an increasing scale of between 30% to 90% after completion of 3 to 9 years’ service of the Scheme.

The employees of the subsidiaries in the People’s Republic of China (“the PRC”) and France are members of the state-sponsored retirement schemes organised by the government of the PRC and France, respectively. The subsidiaries are required to contribute a certain percentage of payroll to the retirement scheme to fund the benefits. The only obligation of the subsidiaries with respect to the retirement schemes is the required contributions under the retirement schemes.

A subsidiary established in Taiwan participates in a defined benefit retirement plan established in accordance with the local labour standards law. Contributions to the plan are based upon 2% of wages and salaries paid.

## 遵守《最佳應用守則》

本公司在整個年度均有遵守香港聯合交易所有限公司在上市規則附錄十四所載《最佳應用守則》，惟本公司的非執行董事並非按指定任期委任；彼等須按本公司的公司組織章程第95及104條於股東週年大會上輪值告退。

## 審核委員會

審核委員會由三名獨立非執行董事組成，並向董事會報告。審核委員會與本集團的高級管理人員及外聘核數師定期會面，以檢討本集團內部監控系統的成效及審閱年報。

## 核數師

畢馬威會計師事務所即將告退，惟願膺選連任。由畢馬威會計師事務所連任本公司核數師的決議案，將於即將召開的股東週年大會上提出。

承董事會命

公司秘書  
梁榮發

香港，二零零七年七月二十日

## Compliance with the Code of Best Practice

The Company has complied throughout the year with the Code of Best Practice as set out in Appendix 14 to the Listing Rules except that the Non-executive Directors of the Company are not appointed for a specific term but are subject to rotation in annual general meetings pursuant to Articles 95 and 104 of the Company's articles of association.

## Audit Committee

The audit committee comprises three Independent Non-executive Directors and reports to the board of Directors. The audit committee meets with the Group's senior management and external auditors regularly to review the effectiveness of the internal control systems and the annual report of the Group.

## Auditors

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of KPMG as auditors of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

Leung Wing Fat  
Company Secretary

Hong Kong, 20 July 2007



# 董事及高級行政人員簡介

## Directors and Senior Executives Profiles

### 董事

#### 陳瑞球

八十二歲，一九四九年創辦長江製衣有限公司，為本集團之創辦人，亦為本集團及長江製衣有限公司之執行主席，中國人民政治協商會議第八屆及第九屆全國委員會委員，二零零二年獲香港特別行政區政府頒授金紫荊星章，二零零一年獲香港理工大學頒授工商管理榮譽博士學位，陳博士於一九八六年成為製衣業訓練局主席；一九八八年至一九九四年為香港紡織業聯會主席，現為該會的榮譽主席；一九七七年至一九八八年為香港製衣業總商會主席，現為該會的終生榮譽主席；一九八零年成為香港羊毛化纖針織業廠商會榮譽主席；一九七一年至一九八九年為香港政府紡織業諮詢委員會委員；一九八五年至一九九五年為香港政府勞工顧問委員會委員。

#### 陳永奎

六十一歲，一九六九年獲美國耶魯大學頒授行政管理學碩士學位，並於同年加入長江製衣有限公司，一九七一年獲委任為長江製衣有限公司董事，一九八零年為董事總經理。一九八七年分別任長江製衣有限公司及本公司副主席。陳先生積極參與遠東及美國之成衣製造及市場推廣逾三十年之久。彼為陳瑞球先生之公子；亦為陳永樂先生及周陳淑玲女士之兄長。

#### 陳永樂

五十九歲，一九七零年獲英國曼徹斯特大學頒授學士學位，並於一九七三年成為特許會計師。彼於一九七四年至一九八八年間任長江製衣有限公司之公司秘書，一九七七年獲委任為董事。一九八七年至二零零六年間任本公司董事總經理，二零零六年七月調任為本公司之行政總裁。二零零三年起，陳先生一直為漢登集團控股有限公司主席。陳先生為陳瑞球先生之公子；亦為陳永奎先生及周陳淑玲女士之兄弟。

### Directors

#### Chan Sui Kau GBS, OBE, JP

Aged 82. Dr. Chan is the founder of the Group. He established Yangtzekiang Garment Ltd. in 1949 and is the Executive Chairman of the Group as well as Yangtzekiang Garment Ltd. Dr. Chan was a member of the 8th & 9th Chinese People's Political Consultative Committee. In 2002 Dr. Chan was awarded the Gold Bauhinia Star by the Government of Hong Kong Special Administrative Region and in 2001 was awarded a Doctoral Degree of Business Administration by the Hong Kong Polytechnic University. Dr. Chan is the former Chairman of the Clothing Industry Training Authority (1986); former Chairman of the Textile Council of Hong Kong (1988-1994) and presently its Honorary Chairman; former President of the Federation of Hong Kong Garment Manufacturers (1977-1988) and currently its Life Honorary President; Honorary President of the Hong Kong Woollen & Synthetic Knitting Manufacturers' Association since 1980 and former member of the Textile Advisory Board of Hong Kong (1971-1989) and the Labour Advisory Board of Hong Kong (1985-1995).

#### Chan Wing Fui, Peter MA

Aged 61. Received a Master's degree in Administrative Science from Yale University, USA in 1969 and joined Yangtzekiang Garment Ltd. in the same year. Appointed Director in 1971, Managing Director in 1980 and Vice Chairman of Yangtzekiang Garment Ltd. and the Company in 1987. Mr. Chan has been actively involved in garment manufacturing and marketing in the Far East and the USA for over 30 years. He is the son of Mr. Chan Sui Kau and the brother of Mr. Chan Wing Sun, Samuel and Ms. Chan Suk Ling, Shirley.

#### Chan Wing Sun, Samuel FCA

Aged 59. Received a Bachelor's degree from the University of Manchester, the United Kingdom in 1970 and qualified as a Chartered Accountant in 1973. Company Secretary of Yangtzekiang Garment Ltd. from 1974 to 1988 and Director since 1977. He was Managing Director of the Company from 1987 to 2006 and was appointed Chief Executive Officer in July 2006. Mr. Chan has been Chairman of Hang Ten Group Holdings Ltd. from 2003. He is the son of Mr. Chan Sui Kau and the brother of Mr. Chan Wing Fui, Peter and Ms. Chan Suk Ling, Shirley.

## 董事及高級行政人員簡介 Directors and Senior Executives Profiles

### 周陳淑玲

五十六歲，一九七三年獲英國Trent University頒授學士學位，同年加入長江製衣有限公司，一九八三年出任長江製衣有限公司董事，一九八七年起任本公司副董事總經理，並於二零零六年出任本公司董事總經理。彼於管理成衣零售及批發業務有廣泛之經驗。陳女士現為香港特別行政區政府紡織業諮詢委員會委員、香港貿易發展局港法貿易伙伴委員會成員、香港旅遊發展局優質旅遊服務委員會成員、海洋公園公司董事局成員、香港中華廠商聯合會常務會董、香港零售管理協會副主席、香港品牌發展局副主席及廣東外商投資企業協會副會長。彼為陳瑞球先生之千金，亦為陳永奎先生及陳永樂先生之妹。

### 傅承蔭

四十五歲，一九八四年獲加拿大西安大略省大學頒授學士學位。傅先生於一九八五年加入本公司，一九九五年獲委任為本公司董事及於二零零六年出任本公司副董事總經理。彼於時裝零售、批發、市場推廣及採購有廣泛之經驗。

### 陳永祺

六十歲，一九七零年獲工業工程學士學位。一九七零年加入長江製衣有限公司先後任生產經理及營業經理，一九七七年獲委任為董事。一九八七年任長江製衣有限公司董事總經理及本公司董事。陳先生曾多次參與歐美與港澳之間之紡織品談判。陳先生為中華人民共和國第十屆全國政協常務委員；中華人民共和國第八屆及第九屆全國人民代表大會代表、香港特別行政區政府策略發展委員會行政委員會委員；澳門特別行政區經濟委員會委員、前香港特別行政區紡織品諮詢委員會委員、前香港特別行政區籌備委員會委員及前中國國務院香港事務顧問。彼為陳永滔先生之兄長。

### Chan Suk Ling, Shirley

Aged 56. Received a Bachelor's degree from Trent University, the United Kingdom in 1973. Madam Chan joined Yangtzekiang Garment Ltd. in the same year and was appointed as a Director of Yangtzekiang Garment Ltd. in 1983. She was the Deputy Managing Director of the Company from 1987 and Managing Director from 2006. Madam Chan has extensive experience of management in the garment retail and wholesale business. Madam Chan is a member of the Textiles Advisory Board of Hong Kong Special Administrative Region, a member of the Hong Kong-France Business Partnership Committee of the Hong Kong Trade Development Council, a member of the Quality Tourism Services Committee of Hong Kong Tourism Board, a member of the Board of Directors of Ocean Park Corporation, a member of the Executive Committee of the Chinese Manufacturer' Association of Hong Kong, the Vice Chairman of the Hong Kong Retail Management Association, the Vice Chairman of the Hong Kong Brand Development Council and the Vice President of Guangdong Association of Enterprises with Foreign Investment. She is the daughter of Mr. Chan Sui Kau and the sister of Mr. Chan Wing Fui, Peter and Mr. Chan Wing Sun, Samuel.

### Fu Sing Yam, William

Aged 45. Received a Bachelor's degree from the University of Western Ontario, Canada in 1984. Joined the Company in 1985. Appointed Director of the Company in 1995 and Deputy Managing Director of the Company in 2006. He has extensive experience in fashion retailing, wholesaling, marketing and merchandising.

### Chan Wing Kee GBS, OBE, JP

Aged 60. Received a Bachelor's degree in Industrial Engineering in 1970. Joined Yangtzekiang Garment Ltd. in 1970 as Production Manager and later became Sales Manager. Mr. Chan was appointed Director in 1977 and Managing Director of Yangtzekiang Garment Ltd. in 1987. Appointed Director of the Company in 1987. Mr. Chan has participated in many textile negotiations with the USA and Europe for Hong Kong and Macau. He is a Standing Committee Member of the 10th of The Chinese People's Political Consultative Conference; Deputy of the 8th and 9th National People's Congress of China, Executive Committee Member of Commission on Strategic Development of Hong Kong Special Administrative Region; a member of Economic Council of Macau Special Administrative Region; Ex-member of the Textile Advisory Board; Ex-Committee Member of the Preparatory Committee for Hong Kong Special Administrative Region and Ex-Advisor of Hong Kong Affairs. He is the brother of Mr. Chan Wing To.

## 董事及高級行政人員簡介 Directors and Senior Executives Profiles

### 陳永滔

五十六歲。一九七八年加入新加坡長江，一九八三年獲委任為長江製衣有限公司董事。一九八七年獲委任為本公司董事。陳先生為陳永棋先生之弟。

### 梁學濂

七十二歲，本公司獨立非執行董事，為PKF梁學濂會計師事務所之創辦人及高級合夥人。梁先生於一九七三年取得香港會計師公會執業資深會計師資格。彼為京港人才交流中心有限公司及多間上市公司之非執行董事。

### 王霖

八十八歲，一九九五年獲委任為本公司獨立非執行董事。王先生為前立法局議員、前東莞市政協常務委員及龍昌國際控股有限公司之董事。

### 林克平

六十八歲，二零零四年獲委任為本公司獨立非執行董事。林先生為工程師。一九六三年畢業於北京郵電大學。為中國人民政治協商會議第八屆全國委員會委員、第八屆中華全國工商聯合會執行委員。林先生曾長期在郵電科研機構、郵電部等部門任職，曾任中國民生銀行副行長。

### Chan Wing To PhD

Aged 56. Joined YGM Singapore in 1978. Appointed Director of YangtzeKiang Garment Ltd in 1983 and the Company in 1987. He is the brother of Mr. Chan Wing Kee.

### Leung Hok Lim FCPA(Aust.), CPA(Macau), FCPA(Practising)

Aged 72. An Independent Non-executive Director of the Company, is the founding and senior partner of PKF, Accountants & Business Advisers. Mr. Leung obtained his fellowship with Hong Kong Institute of Certified Public Accountants in 1973. He is a non-executive director of Beijing Hong Kong Exchange of Personnel Centre Limited and a number of listed companies.

### Wong Lam OBE, JP

Aged 88. Appointed an Independent Non-executive Director of the Company in 1995. Mr. Wong is a former member of the Legislative Council, a former Standing Committee Member of the Chinese People's Political Consultative Conference of Dongguan and a Director of Lung Cheong International Holdings Ltd..

### Lin Keping

Aged 68. Appointed an Independent Non-executive Director of the Company in 2004. Mr. Lin is an engineer, graduated from Beijing University of Posts and Telecommunications in 1963. He is a member of the 8th National Committee of the Chinese People's Political Consultation Conference and an executive member of the 8th All-China Federation of Industry and Commerce. He has served in postal and telecommunication research institutes, the Ministry of Posts and Telecommunications, and other organisations for years and was an executive vice president of China Minsheng Bank Corp Ltd.

## 高級行政人員

### 孔仕傑

四十歲，於一九九二年加入本集團，為 Michel René Enterprises Ltd. 之董事及漢登集團控股有限公司之董事總經理。孔先生畢業於美國明尼蘇達州大學，於服裝零售業擁有廣泛之經驗。

### 鄭世文

五十八歲，一九七四年獲香港中文大學頒授學士學位，並於同年加入長江製衣有限公司。彼自一九八八年起為長江西服有限公司之總經理。鄭先生有廣泛之中國製造及商務經驗。

### 張國森

四十六歲，一九八三年獲香港大學頒授學士學位，並於同年加入長江製衣有限公司。張先生現為本集團系統資訊部經理。

### 梁榮發

四十七歲，於一九九六年加入本集團出任財務總監，並於一九九八年獲委任為本公司之公司秘書。梁先生為英國特許公認會計師公會資深會員及香港會計師公會資深會員，彼負責會計及公司秘書事務。

### 魏季雍

四十九歲，一九九八年出任香港安全印刷有限公司董事總經理。彼持有商業學士學位及工商管理碩士學位，並為澳洲資深註冊會計師與香港會計師公會會員。

## Senior Executives

### Kenneth Hung

Aged 40. Joined the Group in 1992. A director of Michel René Enterprises Ltd. and the Managing Director of Hang Ten Group Holdings Ltd.. Mr. Hung graduated from the University of Minnesota in the USA and has extensive experience in the apparel retailing industry.

### Cheng Sai Man, Simon

Aged 58. Received a Bachelor's degree from the Chinese University of Hong Kong in 1974 and joined Yangtzekiang Garment Ltd. in the same year. Mr. Cheng has been General Manager of YGM Clothing Ltd. since 1988. He has extensive manufacturing and commercial experience in China.

### Cheung Kwok Sum, Sam

Aged 46. Received a Bachelor's degree from University of Hong Kong in 1983 and joined Yangtzekiang Garment Ltd. in the same year. Mr. Cheung is the EDP Manager of the Group.

### Leung Wing Fat FCCA, FCPA

Aged 47. Joined the Group as Financial Controller in 1996 and appointed as Company Secretary of the Company in 1998. Mr. Leung is a fellow member of The Association of Chartered Certified Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. He is responsible for accounting and company secretarial matters.

### Ngai Kwai Yung FCPA (Aust.), CPA, MBA

Aged 49. Appointed Managing Director of Hong Kong Security Printing Ltd. in 1998. Holds a Bachelor's degree of Commerce and a Master's degree in Business Administration. Mr. Ngai is a fellow member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants.

# 獨立核數師報告

## Independent Auditor's Report

致：**YGM貿易有限公司**  
(於香港註冊成立的有限公司)  
各股東  
獨立核數師報告

Independent auditor's report to the shareholders of  
**YGM Trading Limited**  
(Incorporated in Hong Kong with limited liability)

本核數師(以下簡稱「我們」)已審核列載於第36頁至第120頁YGM貿易有限公司(「貴公司」)的綜合財務報表，此綜合財務報表包括於二零零七年三月三十一日的綜合及公司資產負債表與截至該日止年度的綜合收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

We have audited the consolidated financial statements of YGM Trading Limited (the "Company") set out on pages 36 to 120 which comprise the consolidated and company balance sheets as at 31 March 2007, the consolidated profit and loss account, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

### 董事就財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》編製及真實而公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

### Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### 核數師的責任

我們的責任是根據我們的審核對該等財務報表作出意見。我們是按照香港《公司條例》第141條的規定，僅向整體股東報告。除此以外，我們的報告書不可用作其他用途。我們概不就本報告書的內容，對任何其他人士負責或承擔法律責任。

### Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. This report is made solely to you, as a body, in accordance with section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務報表是否不存有任何重大錯誤陳述。

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

## 核數師的責任 (續)

審核涉及執行情序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

## 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零零七年三月三十一日的事務狀況及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》妥為編製。

畢馬威會計師事務所  
執業會計師  
香港中環  
遮打道10號  
太子大廈8樓  
二零零七年七月二十日

## Auditor's responsibility (continued)

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

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

## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2007 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

KPMG  
Certified Public Accountants  
8th Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong  
20 July 2007

# 綜合損益表

## Consolidated Profit and Loss Account

(以港幣列示 / Expressed in Hong Kong dollars)

截至二零零七年三月三十一日止年度 For the year ended 31 March 2007

		附註 Note	2007 \$'000	2006 \$'000
<b>營業額</b>	<b>Turnover</b>	3 & 13	<b>1,022,818</b>	1,032,188
銷售／服務成本	Cost of sales/services		<b>(390,827)</b>	(393,965)
<b>毛利</b>	<b>Gross profit</b>		<b>631,991</b>	638,223
投資物業估值收益	Valuation gains on investment property	14	<b>18,600</b>	17,500
其他收入	Other revenue	4	<b>12,652</b>	11,497
其他收益淨額	Other net income	4	<b>1,601</b>	10,269
分銷成本	Distribution costs		<b>(385,848)</b>	(357,901)
行政費用	Administrative expenses		<b>(153,600)</b>	(158,558)
其他經營(費用)／收益	Other operating (expenses)/income		<b>(5,225)</b>	1,169
<b>經營溢利</b>	<b>Profit from operations</b>		<b>120,171</b>	162,199
融資成本	Finance costs	5(a)	<b>(6,992)</b>	(4,366)
應佔聯營公司溢利減虧損	Share of profits less losses of associates		<b>21,252</b>	32,140
出售附屬公司虧損	Loss on disposal of subsidiaries	6	<b>-</b>	(453)
<b>除稅前溢利</b>	<b>Profit before taxation</b>	5	<b>134,431</b>	189,520
所得稅	Income tax	7	<b>(14,387)</b>	(24,071)
<b>本年度溢利</b>	<b>Profit for the year</b>		<b>120,044</b>	165,449
<b>屬於：</b>	<b>Attributable to:</b>			
本公司權益股東	Equity shareholders of the Company	10, 29	<b>118,121</b>	161,913
少數股東權益	Minority interests	29	<b>1,923</b>	3,536
<b>本年度溢利</b>	<b>Profit for the year</b>		<b>120,044</b>	165,449
<b>本年度應佔之應付本公司 權益股東股息：</b>	<b>Dividends payable to equity shareholders of the Company attributable to the year:</b>			
年內已宣派中期股息	Interim dividend declared during the year	11	<b>19,998</b>	20,109
於結算日後建議分派 末期股息	Final dividend proposed after the balance sheet date		<b>49,226</b>	49,499
			<b>69,224</b>	69,608
<b>每股盈利</b>	<b>Earnings per share</b>			
基本	Basic	12(a)	<b>\$0.77</b>	\$1.05
攤薄	Diluted	12(b)	<b>N/A</b>	\$1.04

第44頁至第120頁之附註屬本財務報表之一部份。

The notes on pages 44 to 120 form part of these financial statements.

# 綜合資產負債表

## Consolidated Balance Sheet

(以港幣列示 / Expressed in Hong Kong dollars)  
於二零零七年三月三十一日 At 31 March 2007

	附註 Note	2007		2006	
		\$'000	\$'000	\$'000	\$'000
<b>非流動資產</b>					
<b>Non-current assets</b>					
固定資產	14(a)				
Fixed assets					
– 投資物業			81,900		63,300
– 其他物業、廠房 及設備			135,992		141,041
– 按經營租約持作 自用之租賃土地 權益			5,216		5,121
			<u>223,108</u>		<u>209,462</u>
無形資產	15		109,344		110,124
Intangible assets					
租賃權費用	16		9,912		8,927
Lease premium					
聯營公司權益	18		96,864		85,317
Interest in associates					
其他財務資產	19(c)		42,893		43,175
Other financial assets					
遞延稅項資產	28(b)		57,204		50,047
Deferred tax assets					
			<u>539,325</u>		<u>507,052</u>
<b>流動資產</b>					
<b>Current assets</b>					
其他財務資產	19(c)		–		7,528
Other financial assets					
買賣證券	20		3,977		7,550
Trading securities					
存貨	21		180,865		176,664
Inventories					
應收賬款及其他應收款	22		138,839		135,272
Trade and other receivables					
現金及現金等價物	23		193,782		152,550
Cash and cash equivalents					
			<u>517,463</u>		<u>479,564</u>
<b>流動負債</b>					
<b>Current liabilities</b>					
應付賬款及其他應付款	24		179,415		168,600
Trade and other payables					
銀行貸款及透支	25		56,499		30,557
Bank loans and overdrafts					
本期稅項	28(a)		10,593		13,437
Current taxation					
			<u>246,507</u>		<u>212,594</u>
<b>流動資產淨值</b>			<u>270,956</u>		<u>266,970</u>
<b>Net current assets</b>					
<b>總資產減流動負債</b>			<u>810,281</u>		<u>774,022</u>
<b>Total assets less current liabilities</b>					
<b>非流動負債</b>					
<b>Non-current liabilities</b>					
銀行貸款	25		49,038		60,905
Bank loans					
遞延稅項負債	28(b)		13,989		12,467
Deferred tax liabilities					
			<u>63,027</u>		<u>73,372</u>
<b>資產淨值</b>			<u>747,254</u>		<u>700,650</u>
<b>NET ASSETS</b>					



綜合資產負債表  
Consolidated Balance Sheet

(以港幣列示 / Expressed in Hong Kong dollars)  
於二零零七年三月三十一日 At 31 March 2007

		附註 Note	2007		2006	
			\$'000	\$'000	\$'000	\$'000
<b>股本及儲備</b>	<b>CAPITAL AND RESERVES</b>	29(a)				
股本	Share capital			<b>76,916</b>		77,342
儲備	Reserves			<b>650,765</b>		604,487
<b>本公司股東 應佔權益總額</b>	<b>Total equity attributable to shareholders of the Company</b>			<b>727,681</b>		681,829
少數股東權益	Minority interests			<b>19,573</b>		18,821
<b>權益總額</b>	<b>TOTAL EQUITY</b>			<b>747,254</b>		700,650

董事會於二零零七年七月二十日核准並許可發出。

Approved and authorised for issue by the board of directors on 20 July 2007.

陳瑞球 )  
)  
) 董事  
陳永樂 )  
)

Chan Sui Kau )  
)  
) Directors  
Chan Wing Sun, Samuel )  
)

第44頁至第120頁之附註屬本財務報表之一部份。

The notes on pages 44 to 120 form part of these financial statements.

# 資產負債表

## Balance Sheet

(以港幣列示 / Expressed in Hong Kong dollars)  
於二零零七年三月三十一日 At 31 March 2007

	附註 Note	2007		2006	
		\$'000	\$'000	\$'000	\$'000
<b>非流動資產</b>					
物業、廠房及設備	14(b)		758		134
附屬公司投資	17		503,339		409,416
聯營公司權益	18		17,315		17,315
其他財務資產	19(c)		33,954		34,671
遞延稅項資產	28(b)		—		336
			<u>555,366</u>		<u>461,872</u>
<b>流動資產</b>					
本期可收回稅項	28(a)		—		245
其他財務資產	19(c)		—		7,528
買賣證券	20		3,977		5,125
應收賬款及其他應收款	22		2,012		1,827
現金及現金等價物	23		83,393		88,498
			<u>89,382</u>		<u>103,223</u>
<b>流動負債</b>					
應付賬款及其他應付款	24		11,583		5,636
本期應付稅項	28(a)		272		—
			<u>11,855</u>		<u>5,636</u>
<b>流動資產淨值</b>			<u>77,527</u>		<u>97,587</u>
<b>總資產減流動負債</b>			<u>632,893</u>		<u>559,459</u>
<b>非流動負債</b>					
遞延稅項負債	28(b)		65		—
<b>資產淨值</b>			<u>632,828</u>		<u>559,459</u>
<b>股本及儲備</b>					
股本	29(b)		76,916		77,342
儲備			555,912		482,117
<b>權益總額</b>			<u>632,828</u>		<u>559,459</u>

董事會於二零零七年七月二十日核准並許可發出。

Approved and authorised for issue by the board of directors on 20 July 2007.

陳瑞球 )  
)  
) 董事  
陳永樂 )  
)

Chan Sui Kau )  
)  
) Directors  
Chan Wing Sun, Samuel )  
)

第44頁至第120頁之附註屬本財務報表之一部份。

The notes on pages 44 to 120 form part of these financial statements.

# 綜合權益變動表

## Consolidated Statement of Changes in Equity

(以港幣列示 / Expressed in Hong Kong dollars)

截至二零零七年三月三十一日止年度 For the year ended 31 March 2007

	附註 Note	2007		2006	
		\$'000	\$'000	\$'000	\$'000
於四月一日之權益總額			700,650		607,073
直接於權益確認之 收益 / (開支) 淨額					
折算海外附屬公司 財務報表產生之 匯兌差額					
應佔聯營公司外匯儲備	29		2,136		(5,438)
應佔聯營公司購股權儲備	29		355		469
出售附屬公司權益時 撤回少數股東權益	29		-		703
					845
直接於權益確認之 本年度收益 / (開支) 淨額			2,491		(3,421)
本年度淨溢利	29		120,044		165,449
本年度確認之收入 及開支總額			122,535		162,028
屬於：					
- 本公司權益股東			120,797		158,216
- 少數股東權益			1,738		3,812
			122,535		162,028
本年度宣派或批准之 股息屬於：					
- 本公司權益股東	11		(69,497)		(66,538)
- 少數股東權益	29		(986)		(1,407)
			(70,483)		(67,945)
資本交易所產生之 權益變動：					
購回股份					
- 面值	29		(426)		(39)
- 已付溢價			(5,022)		(770)
根據購股權計劃發行之 股份	29		-		303
			(5,448)		(506)
於三月三十一日之權益總額			747,254		700,650

第44頁至第120頁之附註屬本財務報表之一部份。

The notes on pages 44 to 120 form part of these financial statements.

# 綜合現金流量表

## Consolidated Cash Flow Statement

(以港幣列示 / Expressed in Hong Kong dollars)

截至二零零七年三月三十一日止年度 For the year ended 31 March 2007

	附註 Note	2007		2006	
		\$'000	\$'000	\$'000	\$'000
<b>經營活動</b>					
除稅前溢利		<b>134,431</b>		189,520	
調整項目：					
投資物業估值					
收益淨額		<b>(18,600)</b>		(17,500)	
折舊		<b>27,066</b>		22,304	
持作自用物業					
土地租賃權					
費用攤銷		<b>138</b>		310	
無形資產攤銷		<b>780</b>		780	
融資成本		<b>6,992</b>		4,366	
投資股息收入		<b>(406)</b>		(404)	
銀行利息收入		<b>(5,587)</b>		(3,284)	
其他利息收入		<b>(1,910)</b>		(1,921)	
應佔聯營公司					
溢利減虧損		<b>(21,252)</b>		(32,140)	
出售土地及樓宇					
產生之收益淨額		<b>(747)</b>		–	
出售其他固定資產					
產生之虧損淨額		<b>223</b>		2,037	
出售附屬公司					
虧損		<b>–</b>		453	
買賣證券產生之已變現					
及未變現虧損淨額		<b>1,138</b>		3,840	
匯兌收益		<b>(3,836)</b>		(3,815)	
<b>營運資金變動前</b>					
<b>經營溢利</b>		<b>118,430</b>		164,546	
存貨增加		<b>(4,201)</b>		(44,878)	
應收賬款、應收票據、					
按金及預付款增加		<b>(4,686)</b>		(23,429)	
應收關連公司款					
減少 / (增加)		<b>1,119</b>		(1,564)	
應付賬款及應計					
費用增加		<b>2,789</b>		22,581	
應付票據增加 / (減少)		<b>5,874</b>		(7,150)	
應付關連公司款增加		<b>2,152</b>		2,218	

## 綜合現金流量表 Consolidated Cash Flow Statement

(以港幣列示 / Expressed in Hong Kong dollars)

截至二零零七年三月三十一日止年度 For the year ended 31 March 2007

	附註 Note	2007		2006	
		\$'000	\$'000	\$'000	\$'000
<b>經營業務產生之現金</b>		<b>121,477</b>		112,324	
已付稅項	Tax paid				
已付香港利得稅	Hong Kong Profits Tax paid	<b>(14,538)</b>		(19,892)	
已付海外稅項	Overseas tax paid	<b>(5,738)</b>		(9,859)	
<b>經營活動產生之 現金淨額</b>	<b>Net cash generated from operating activities</b>		<b>101,201</b>		82,573
<b>投資活動</b>	<b>Investing activities</b>				
購入固定資產付款	Payment for the purchase of fixed assets	<b>(20,883)</b>		(33,422)	
贖回財務資產所得款項	Proceeds from redemption of the financial assets	<b>7,528</b>		-	
出售固定資產所得款項	Proceeds from disposal of fixed assets	<b>1,946</b>		87	
購入買賣證券之付款	Payment for the purchase of trading securities	-		(14,111)	
出售附屬公司所產生之 現金流出淨額	Net cash outflow in respect of the disposal of subsidiaries	-		(413)	
出售聯營公司權益 所得款項	Proceeds from disposal of interest in associates	-		10,600	
出售買賣證券所得 款項	Proceeds from disposal of trading securities	<b>2,435</b>		34,235	
購入時起三個月後到期 銀行及金融機構 存款減少	Decrease in deposits with banks and financial institutions maturing after three months at acquisition	-		20,000	
已收聯營公司股息	Dividends received from an associate	<b>10,060</b>		8,017	
已收銀行利息	Bank interest received	<b>5,587</b>		3,284	
已收其他利息	Other interest received	<b>1,910</b>		2,273	
已收投資證券股息	Dividends received from investment in securities	<b>406</b>		404	
<b>投資活動所得 現金淨額</b>	<b>Net cash generated from investing activities</b>		<b>8,989</b>		30,954

## 綜合現金流量表 Consolidated Cash Flow Statement

(以港幣列示 / Expressed in Hong Kong dollars)

截至二零零七年三月三十一日止年度 For the year ended 31 March 2007

	附註 Note	2007		2006	
		\$'000	\$'000	\$'000	\$'000
<b>融資活動</b>					
購回股份付款					
新增銀行貸款 所得款項					
償還銀行貸款					
根據購股權計劃 發行股份所得款項					
已付其他借貸成本					
已付本公司權益 股東股息					
已付少數股東股息					
<b>融資活動所用 現金淨額</b>					
<b>現金及現金等價物 增加淨額</b>					
於四月一日之現金 及現金等價物					
外幣匯率變動之影響					
於三月三十一日之 現金及現金等價物					
<b>Financing activities</b>					
Payment for repurchase of shares	29(c)(ii)	(5,448)		(809)	
Proceeds from new bank loans		49,831		86,454	
Repayment of bank loans		(39,147)		(61,890)	
Proceeds from shares issued under share option scheme	29(c)(iii)	-		303	
Other borrowing costs paid		(6,992)		(4,366)	
Dividends paid to equity shareholders of the Company	11	(69,497)		(66,538)	
Dividends paid to minority shareholders	29	(986)		(1,407)	
<b>Net cash used in financing activities</b>			(72,239)		(48,253)
<b>Net increase in cash and cash equivalents</b>			37,951		65,274
<b>Cash and cash equivalents at 1 April</b>			152,550		86,642
<b>Effect of foreign exchange rates changes</b>			(110)		634
<b>Cash and cash equivalents at 31 March</b>	23		190,391		152,550

第44頁至第120頁之附註屬本財務報表之一部份。

The notes on pages 44 to 120 form part of these financial statements.

### 1 主要會計政策

#### (a) 遵例聲明

本財務報表是按照所有適用之香港財務報告準則(「香港財務報告準則」)(此乃香港會計師公會(「香港會計師公會」)頒佈之所有適用之香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)、香港公認會計原則及香港《公司條例》之規定編製。本財務報表亦符合香港聯合交易所有限公司(「聯交所」)證券上市規則之適用披露規定。以下是本集團採用之主要會計政策概要。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團及本公司之本期會計期間首次生效或可供提早採納。初次應用該等與本集團有關之香港財務報告準則所引致當前和以往會計期間之會計政策變動，已反映於本財務報表內，有關資料列載於附註第2項。

#### (b) 財務報表之編製基準

截至二零零七年三月三十一日止年度之綜合財務報表涵蓋本公司及其附屬公司(統稱「本集團」)及本集團於聯營公司之權益。

除下文所載之會計政策外，本財務報表是以歷史成本作為計量基準。

所編製符合香港財務報告準則之財務報表，要求管理層就可影響政策應用以及資產、負債、收益及開支之呈報金額作出判斷、估算及假設。有關估算及相關假設根據過往經驗及多項於此情況下相信屬合理之其他因素作出，有關結果構成對未能在其他資料來源顯示之資產及負債之賬面值作出判斷之基礎。實際結果可能與該等估算有所差異。

### 1 Significant accounting policies

#### (a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“SEHK”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on the changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2007 comprise the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associates.

The measurement basis used in the preparation of the financial statements is the historical cost basis except as set out in the accounting policies below.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (b) 財務報表之編製基準 (續)

估算及相關假設乃按持續基準審閱。會計估算之修訂乃於估算有所修訂之期間(倘修訂僅影響該期間)，或修訂期間及未來期間(倘修訂影響當前期間及未來期間)內確認。

管理層在應用香港財務報告準則時所作出對本財務報表有重大影響之判斷，以及作出在下年度構成重大調整風險之估算之內容，載列於附註第35項。

#### (c) 附屬公司及受控制企業

附屬公司指受到本集團控制之實體。當本集團有權控制一個實體之財務及經營政策而從其業務中獲益，則存在控制權。評估控制權時會計及現時可行使之潛在投票權。

附屬公司投資由持有控制權開始起併入綜合財務報表內，直至控制權終止為止。集團內公司間之結餘及交易，及集團內公司間之交易所產生之任何未變現盈利，將於編製綜合財務報表時全面抵銷。集團內公司間之交易所產生之未變現虧損按與未變現收益相同之方式抵銷，惟只限於未變現虧損並不顯示存有減值之情況。

### 1 Significant accounting policies (continued)

#### (b) Basis of preparation of the financial statements (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 35.

#### (c) Subsidiaries and controlled enterprises

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.



## 1 主要會計政策 (續)

### (c) 附屬公司及受控制企業 (續)

少數股東權益指並非由本公司直接或通過附屬公司間接擁有權益之應佔附屬公司資產淨值部份，而本集團並無就此與該等權益之持有人協定任何額外條款，致使本集團整體就該等權益擁有符合財務負債定義之合約責任。少數股東權益須於綜合資產負債表內之權益項目下與本公司權益股東應佔權益分開列示。本集團於業績之少數股東權益按本年度盈利或虧損總額於綜合損益表中分配予少數股東權益和本公司權益股東。

倘少數股東應佔虧損超過附屬公司權益之少數股東權益，則超出之款額及少數股東應佔之任何其他進一步虧損乃於本集團之權益中扣除，惟倘少數股東須承擔具約束力之責任及有能力作出額外投資以彌補虧損則作別論。倘附屬公司日後錄得溢利，則所有該等溢利均須分配予本集團之權益，直至先前由本集團承擔原應由少數股東攤佔之虧損得到彌補為止。

本公司資產負債表所示於附屬公司之投資，是按成本減去減值虧損 (參閱附註第1(k)項) 後入賬。

### (d) 聯營公司

聯營公司是指本集團或本公司可以對其管理層發揮重大影響力之實體，包括參與其財務及經營決策，但不是控制或聯合控制管理層。

## 1 Significant accounting policies (continued)

### (c) Subsidiaries and controlled enterprises (continued)

Minority interests represent the portion of the net assets of subsidiaries attributable to interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated profit and loss account as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses (see note 1(k)).

### (d) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (d) 聯營公司 (續)

於聯營公司之投資是按權益法記入綜合財務報表，並且先以成本入賬，然後就本集團佔該聯營公司資產淨值在收購後之變動作出調整。綜合損益表包括年內本集團所佔聯營公司之收購後及除稅後業績，包括年內有關已確認於聯營公司之權益之任何商譽減值（參閱附註第1(e)及1(k)項）。

倘本集團應佔之虧損超過其於該聯營公司之權益，則本集團之權益會撇減至零，而除非本集團已產生法定或推定責任或代該聯營公司作出付款，否則不會繼續確認進一步虧損。就此而言，本集團於聯營公司之權益是以按照權益法計算投資之賬面值，以及實質上構成本集團於聯營公司投資淨額一部份之長期權益為準。

本集團與聯營公司之間交易所產生之未變現損益，均按本集團於聯營公司所佔之權益比率抵銷；但假如未變現虧損顯示已轉讓資產出現減值，則該等未變現虧損會即時在綜合損益表內確認。

本公司資產負債表所示於聯營公司之投資，是按成本減去減值虧損（參閱附註第1(k)項）後入賬。

#### (e) 商譽

商譽指業務合併之成本或於聯營公司之投資超過本集團在被收購方之可辨別資產、負債及或有負債之公平價值淨額中所佔權益之部份。

商譽是按成本減去累計減值虧損後入賬。商譽會分攤到現金產生單位，並將每年進行減值測試（參閱附註第1(k)項）。就聯營公司而言，商譽賬面值記入於聯營公司權益之賬面值內。

### 1 Significant accounting policies (continued)

#### (d) Associates (continued)

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets. The consolidated profit and loss account includes the Group's share of the post-acquisition, post-tax results of the associates for the year, including any impairment of goodwill relating to the interests in associates recognised for the year (see notes 1(e) and 1(k)).

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in the consolidated profit and loss account.

In the Company's balance sheet, its investments in associates are stated at cost less impairment losses (see note 1(k)).

#### (e) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 1(k)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associate.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (e) 商譽 (續)

本集團在被收購方之可辨別資產、負債及或有負債之公平價值淨額中所佔權益，超過業務合併之成本或於聯營公司之投資，會即時在綜合損益表內確認。

年內出售之現金產生單位或聯營公司之任何應佔購入商譽均計入出售項目之溢利或虧損。

#### (f) 於債務及股本證券之其他投資

本集團及本公司於債務及股本證券(於附屬公司及聯營公司之投資除外)之投資政策如下：

於持作買賣證券之投資乃分類為流動資產。任何應佔交易成本產生後乃於損益表內確認。於各結算日，公平價值乃重新計量，因此產生之任何收益或虧損乃於綜合損益表內確認。

本集團及／或本公司擁有足夠能力及意向持有至到期之有期債務證券，乃分類為持有至到期證券。持有至到期證券按攤銷成本減去減值虧損(參閱附註第1(k)項)記入資產負債表。

於活躍市場並無市場報價及無法準確計量公平價值之股本證券投資，乃按成本減去減值虧損(參閱附註第1(k)項)後於資產負債表確認。

該等投資乃於本集團及／或本公司承諾購買／出售該等投資或於其屆滿之日期確認／解除確認。

#### (g) 投資物業

投資物業指為賺取租金收入及／或為資本增值而以租賃權益擁有或持有(參閱附註第1(j)項)之土地及／或樓宇。

### 1 Significant accounting policies (continued)

#### (e) Goodwill (continued)

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate is recognised immediately in the consolidated profit and loss account.

On disposal of a cash generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

#### (f) Other investments in debt and equity securities

The Group's and the Company's policies for investments in debt and equity securities, other than investments in subsidiaries and associates are as follows:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in the profit and loss account as incurred. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised in the consolidated profit and loss account.

Dated debt securities that the Group and/or the Company have the positive ability and intention to hold to maturity are classified as held-to-maturity securities. Held-to-maturity securities are stated in the balance sheet at amortised cost less impairment losses (see note 1(k)).

Investments in equity securities that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses (see note 1(k)).

Investments are recognised/derecognised on the date the Group and/or the Company commits to purchase/sell the investments or they expire.

#### (g) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(j)) to earn rental income and/or for capital appreciation.

## 1 主要會計政策 (續)

### (g) 投資物業 (續)

投資物業按公平價值記入資產負債表中。投資物業公平價值之變動，或報廢或出售投資物業所產生之任何收益或虧損，均在損益表內確認。投資物業之租金收入是按照附註第1(t)(ii)項所述方式入賬。

倘本集團以經營租賃持有物業權益以賺取租金收入及／或資本增值，有關之權益會按每項物業之基準劃歸為投資物業。劃歸為投資物業之任何物業權益之入賬方式與以融資租賃持有之權益相同（參閱附註第1(j)項），而其適用之會計政策也跟以融資租賃出租之其他投資物業相同。租賃付款之入賬方式載列於附註第1(j)項。

### (h) 其他物業、廠房及設備

以下物業、廠房及設備項目乃按成本減去累計折舊及減值虧損（參閱附註第1(k)項）後於資產負債表內列賬：

- 根據經營租賃持有之土地及土地上之樓宇，而該等土地及樓宇之租賃權益之公平價值不能在租賃開始時獨立計量，且樓宇亦非根據經營租賃明確持有（參閱附註第1(j)項）；
- 於租賃土地中持作自用之樓宇，而該樓宇之公平價值可與租賃開始時租賃土地之公平價值分開計算（參閱附註第1(j)項）；及
- 其他廠房及設備項目。

倘土地及樓宇乃轉自投資物業，則「成本」代表改變物業用途當日之公平價值。

## 1 Significant accounting policies (continued)

### (g) Investment properties (continued)

Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in the profit and loss account. Rental income from investment properties is accounted for as described in note 1(t)(ii).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 1(j)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 1(j).

### (h) Other property, plant and equipment

The following items of property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses (see note 1(k)):

- land held under operating leases and buildings thereon, where the fair values of the leasehold interest in the land and buildings cannot be measured separately at the inception of the lease and the building is not clearly held under an operating lease (see note 1(j));
- buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease (see note 1(j)); and
- other items of plant and equipment.

Where land and buildings are transferred from investment properties, “cost” represents the fair value at the date of change in use of the properties.

## 1 主要會計政策 (續)

### (h) 其他物業、廠房及設備 (續)

於編製本財務報表時，本集團依據香港會計師公會頒佈之香港會計準則第16號「物業、廠房及機器」第80A段之規定，而往年轉入土地及樓宇之投資物業之公平價值列作該等土地及樓宇於轉讓日期前的視為成本。已於之前重估之該等土地及樓宇於結算日未重估至公平價值，而按被視為成本減去累計折舊及減值虧損列賬，而且並不會在未來年度重估。

報廢或出售物業、廠房及設備而產生之收益或虧損以估計出售所得淨額與該項物業、廠房及設備之賬面值之間之差額釐定，並於報廢或出售日在損益表內確認。

物業、廠房及設備項目之折舊是以直線法在以下預計可用年限內撇銷其成本(已扣除估計餘值(如有))計算：

- 租賃土地按尚餘租賃期以直線法計算折舊。
- 於租賃土地上之樓宇按尚餘租賃期或預計可用年限(即落成日期起計50年)兩者中之較短期間計算折舊。
- 廠房及機器超過10年。
- 租賃樓宇裝修、汽車、傢俬及設備於2至10年內。

當一項物業、廠房及設備之各部份有不同之可用年限，該資產之成本或估值依據合理之基準分配於其各部份並單獨計提折舊。一項資產可用年限及其餘值(如有)將會每年進行檢討。

## 1 Significant accounting policies (continued)

### (h) Other property, plant and equipment (continued)

In preparing these financial statements, the Group has relied upon the provisions set out in paragraph 80A of HKAS 16, "Property, plant and equipment" issued by the HKICPA, with the effect that fair value of investment property transferred to land and buildings in prior years has been treated as the deemed cost of those land and buildings at the date of transfer. Such previously revalued land and buildings have not been revalued to fair value at the balance sheet date and are stated at deemed cost less accumulated depreciation and impairment losses and will not be revalued in future years.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in the profit and loss account on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

- Leasehold land is depreciated on a straight-line basis over the remaining term of the lease.
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of the lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery over 10 years.
- Leasehold improvements, motor vehicles, furniture and equipment between 2 to 10 years.

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (i) 無形資產 (商譽除外)

##### (i) 商標

本集團收購之估計可用經濟年期為無限期之商標乃按成本減去累計減值虧損(參閱附註第1(k)項)後於資產負債表入賬。內部產生品牌之支出於產生期間列作開支。

##### (ii) 牌照

本集團收購之估計可用經濟年期為有限期之牌照，乃按成本減去累計攤銷及減值虧損(參閱附註第1(k)項)後於資產負債表列賬。

牌照攤銷在牌照有關期間內以直線法在損益表內扣除。

##### (iii) 租賃權費用

本集團已付估計可用經濟年期為無限期之租賃權費用按成本減去累計減值虧損(參閱附註第1(k)項)後於資產負債表列賬。

攤銷之期間及方法均會每年進行檢討。

無形資產不予攤銷，而其可使用年期評估為無限期。有關無形資產之可使用年期為無限期之任何結論，會每年檢討以釐定事件及情況是否繼續支持該資產之無限期可使用年期評估。倘不繼續支持，則可使用年期評估由無限期變為確定限期，並自變化之日起根據上述有確定年期之無形資產攤銷政策作出前瞻性記賬。

### 1 Significant accounting policies (continued)

#### (i) Intangible assets (other than goodwill)

##### (i) Trademarks

Trademarks acquired by the Group with an indefinite estimated useful economic life are stated in the balance sheet at cost less accumulated impairment losses (see note 1(k)). Expenditure on internally generated brands is recognised as an expense in the period in which it is incurred.

##### (ii) Licences

Licences acquired by the Group with a finite estimated useful economic life are stated in the balance sheet at cost less accumulated amortisation and impairment losses (see note 1(k)).

Amortisation of licences is charged to the profit and loss account on a straight-line basis over the period to which the licence relates.

##### (iii) Lease premiums

Lease premiums paid by the Group with an indefinite estimated useful economic life are stated in the balance sheet at cost less accumulated impairment losses (see note 1(k)).

Both the period and method of amortisation are reviewed annually.

Intangible assets are not amortised while their useful lives are assessed to be indefinite. Any conclusion that the useful life of an intangible asset is indefinite is reviewed annually to determine whether events and circumstances continue to support the indefinite useful life assessment for that asset. If they do not, the change in the useful life assessment from indefinite to finite is accounted for prospectively from the date of change and in accordance with the policy for amortisation of intangible assets with finite lives as set out above.

## 1 主要會計政策 (續)

### (j) 租賃資產

倘本集團確定安排具有在議定期限內通過支付一筆或一系列款項而使用某一特定資產或多項資產之權利，則該安排(由一宗交易或一系列交易組成)為租賃或包括租賃。該釐定乃根據安排之內容評估而作出，而無論安排是否具備法定的租賃形式。

#### (i) 租賃予本集團資產之分類

本集團根據租賃持有之資產，其中所有權之絕大部份相關風險及回報均轉移至本集團之租約乃分類為融資租賃。並未轉移所有權之全部相關風險及回報至本集團之租賃，則歸類為經營租賃，惟以下情況例外：

- 倘根據經營租賃持有之物業另行符合投資物業之定義，則按個別物業之基準歸類為投資物業，而倘歸類為投資物業，則根據融資租賃持有入賬(見附註第1(g)項)；及
- 按經營租賃持作自用之土地，其公平價值無法與於其上興建之樓宇於租約生效時之公平價值分開計量，有關土地則根據融資租賃持有入賬，惟有關樓宇已根據經營租賃持有則除外。就此而言，租賃生效之時間為本集團首次訂立租賃之時間，或從先前承租人接管租賃之時間。

## 1 Significant accounting policies (continued)

### (j) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

#### (i) Classification of assets leased to the Group

Assets that are held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 1(g)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

## 1 主要會計政策 (續)

### (j) 租賃資產 (續)

#### (ii) 按融資租賃收購之資產

如屬本集團以融資租賃獲得資產使用權之情況，則會將相當於租賃資產公平價值或最低租賃付款之現值(以較低者為準)之金額列為固定資產。折舊是在相關租賃期或資產之可使用年限(如本集團有可能取得資產之所有權)內，按撇銷其成本或資產估值之比率作出撥備。減值虧損按照附註第1(k)項所述之會計政策入賬。

#### (iii) 經營租賃費用

如屬本集團透過經營租賃使用資產之情況，則根據租賃作出之付款會在租賃期所涵蓋之會計期間內，以等額在損益表扣除；但如有其他基準能更清楚地反映租賃資產所產生之收益模式則除外。經營租賃協議所涉及之激勵措施均在損益表中確認為租賃淨付款總額之組成部份。或有租金在其產生之會計期間內在損益表扣除。

根據經營租賃所收購土地之收購成本於租賃期內以直線法攤銷，惟該物業分類為投資物業之情況則屬例外(見附註第1(g)項)。

## 1 Significant accounting policies (continued)

### (j) Leased assets (continued)

#### (ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or, if lower, the present value of the minimum lease payments, of such assets are included in fixed assets. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset. Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(k).

#### (iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to the profit and loss account in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in the profit and loss account as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the profit and loss account in the accounting period in which they are incurred.

The cost of acquiring land under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 1(g)).



## 1 主要會計政策 (續)

### (k) 資產減值

- (i) 債務及股本證券投資及其他  
應收款項減值

本集團在每個結算日審閱按成本或攤銷成本入賬之債務及股本證券投資和其他流動與非流動應收款項，以確定是否有客觀減值證據。如有任何此類證據存在，則會釐定減值虧損並按以下方式確認：

- 就以成本列賬之非掛牌股本證券及流動應收款項而言，減值虧損是以財務資產之賬面值與以同類財務資產之當時市場回報率折現(倘折現會造成重大影響)之預計未來現金流量之間之差額計量。股本證券之減值虧損不予轉回。
- 就以攤銷成本列賬之應收賬款及其他流動應收款項及其他財務資產而言，當折現之影響為重大時，減值虧損是以資產之賬面值與以其初始實際利率(即在初步確認有關資產時計算之實際利率)折現之預計未來現金流量現值之間之差額計量。

倘減值虧損在其後期間減少，且客觀上與減值虧損確認後發生之事件有關，則減值虧損會透過損益表轉回。減值虧損之轉回不應使資產之賬面值超過其在以往年度沒有確認任何減值虧損而應已釐定之數額。

## 1 Significant accounting policies (continued)

### (k) Impairment of assets

- (i) Impairment of investments in debt and equity securities and other receivables

Investments in debt and equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. If any such evidence exists, an impairment loss is determined and recognised as follows:

- For unquoted equity securities and current receivables that are carried at cost, the impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.
- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through the profit and loss account. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

## 1 主要會計政策 (續)

### (k) 資產減值 (續)

#### (ii) 其他資產減值

於每個結算日均會審核內部及外部資料，以識別下列資產是否可能出現減值跡象或(商譽除外)之前已確認之減值虧損是否不再存在或已減少：

- 物業、廠房及設備(按重估價值列賬之物業除外)；
- 歸類為按經營租賃持有之租賃土地之預付權益；
- 無形資產；
- 於附屬公司及聯營公司之投資；及
- 商譽。

如果發現有減值跡象，則會估計該資產之可收回數額。此外，就可使用年期為無限期之商譽及無形資產而言，每年評估可收回數額是否有減值跡象。

#### — 計算可收回數額

資產之可收回數額以其銷售淨價和使用價值兩者中之較高數額為準。在評估使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估之貨幣時間價值和該資產之獨有風險。如果資產未能以大致獨立於其他資產之方式產生現金流入，則以資產所屬之可獨立產生現金流入之最小組別資產(即現金產生單位)來釐定可收回數額。

## 1 Significant accounting policies (continued)

### (k) Impairment of assets (continued)

#### (ii) Impairment of other assets

Internal and external sources of information are reviewed at each balance sheet date to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment (other than properties carried at revalued amounts);
- pre-paid interests in leasehold land classified as being held under an operating lease;
- intangible assets;
- investments in subsidiaries and associates; and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that have indefinite useful lives, the recoverable amount is estimated annually whether or not there is any indication of impairment.

#### — Calculation of recoverable amount

The recoverable amount of an asset is the greater of its net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

## 1 主要會計政策 (續)

### (k) 資產減值 (續)

#### (ii) 其他資產減值 (續)

##### — 確認減值虧損

倘資產或其所屬現金產生單位之賬面值超過其可收回數額，則減值虧損於損益表確認。就現金產生單位確認之減值虧損首先劃分至按比例減少該單位 (或一組單位) 資產之賬面值，惟資產之賬面值不會減少至低於其個別公平價值減出售成本或使用價值 (倘能釐定)。

##### — 減值虧損轉回

倘用以釐定可收回數額之估計出現有利轉變，則轉回減值虧損。減值虧損之轉回僅限於資產之賬面值 (在以往年度內並無確認任何減值虧損之情況下原應釐定者)。減值虧損之轉回在確認轉回之年度內撥入損益表內處理。商譽減值虧損概不轉回。

#### (iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須按照香港會計準則第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期期間結束時，本集團應用與其將在財政年度結束時使用之相同減值測試、確認及撥回標準 (請參閱附註第1(k)(i)及(ii)項)。

## 1 Significant accounting policies (continued)

### (k) Impairment of assets (continued)

#### (ii) Impairment of other assets (continued)

##### — Recognition of impairment losses

An impairment loss is recognised in the profit and loss account whenever the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

##### — Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to the profit and loss account in the year in which the reversals are recognised. An impairment loss in respect of goodwill is not reversed.

#### (iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, "Interim financial reporting", in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(k)(i) and (ii)).

## 1 主要會計政策 (續)

### (k) 資產減值 (續)

#### (iii) 中期財務報告及減值 (續)

於中期期間就按成本列賬之商譽、可供出售股本證券及非掛牌股本證券確認之減值虧損，不會於其後期間轉回。即使假若有關中期期間之減值評估於年底進行，而並無虧損，或虧損輕微，有關減值虧損仍不會轉回。

### (l) 存貨

存貨以成本及可變現淨值兩者中之較低數額入賬。

成本以先進先出法計算，其中包括所有採購成本、加工成本及將存貨運至目前地點和變成現狀之成本。

可變現淨值是以日常業務過程中之估計售價減去完成生產及銷售所需之估計成本後所得之數。

所有出售存貨之賬面金額在相關收入確認之期間內確認為支出。存貨撇減至可變現淨值之數額及存貨之所有虧損，均在出現減值或虧損之期間內確認為支出。存貨之任何減值轉回之數額，均在出現轉回之期間內確認為已列作支出之存貨數額減少。

### (m) 應收賬款及其他應收款

應收賬款及其他應收款初步按公平價值確認入賬，其後則按攤銷成本減呆壞賬減值虧損列賬(見附註第1(k)項)，惟倘應收款項為向關連人士提供並無任何固定還款期之免息貸款或貼現之影響並不大之情況則例外。於該等情況下，應收款項按成本減呆壞賬減值虧損列賬(見附註第1(k)項)。

## 1 Significant accounting policies (continued)

### (k) Impairment of assets (continued)

#### (iii) Interim financial reporting and impairment (continued)

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

### (l) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the FIFO formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (m) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost less impairment losses for bad and doubtful debts (see note 1(k)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less impairment losses for bad and doubtful debts (see note 1(k)).

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (n) 計息借貸

計息借貸初步按公平價值減應佔交易成本確認。初步確認後，計息借貸以攤銷成本列賬，而初步確認之數額與贖回價值之間之任何差額，連同應付利息及費用以實際利率法於借貸期內在損益表中確認。

#### (o) 應付賬款及其他應付款

應付賬款及其他應付款初步按公平價值確認。除按照附註第1(s)(i)項計量之財務擔保負債外，應付賬款及其他應付款其後則按攤銷成本列賬，惟倘貼現之影響並不大之情況則例外，於該情況下，按成本列賬。

#### (p) 現金及現金等價物

現金及現金等價物包括銀行存款及現金、存放於銀行和其他財務機構之活期存款，以及可隨時轉換為已知現金數額、短期和流動性極高之投資項目。這些項目所須承受之價值變動風險甚小，並在購入後三個月內到期。就編製綜合現金流量表而言，現金及現金等價物也包括須於接獲通知時償還，並構成本集團現金管理一部份之銀行透支。

#### (q) 僱員福利

- (i) 短期僱員福利及對界定供款退休計劃之供款

薪金、年度花紅、有薪年假、對界定供款退休計劃之供款及各項非貨幣福利產生之成本，均在僱員提供相關服務之年度內累計。如延遲付款或結算會構成重大影響，該等金額將按現值列賬。

### 1 Significant accounting policies (continued)

#### (n) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in the profit and loss account over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

#### (o) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(s)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (p) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement.

#### (q) Employee benefits

- (i) Short term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

## 1 主要會計政策 (續)

### (q) 僱員福利 (續)

#### (ii) 股權付款

授予僱員之購股權按公平價值確認為僱員成本，而權益中之資本儲備亦會相應增加。公平價值於授予日期採用二項式點陣模型計量，並會計及購股權授予條款和條件。如果僱員須符合歸屬條件才能無條件享有購股權之權利，經考慮購股權歸屬之可能性後，購股權之估計公平價值總額則會在整個歸屬期內分攤。

於歸屬期間，預期歸屬之購股權數目會進行檢討。於過往年度確認之任何累計公平價值調整在檢討年度扣自／計入損益表，除非原有僱員開支合資格確認為資產則另論，而股本儲備亦會作相應調整。於歸屬日期，確認為開支之數額會作出調整，以反映歸屬購股權之實際數目（而股本儲備亦會作相應調整），惟倘沒收僅因未能達成與本公司股份市價有關之歸屬條件則作別論。股本金額乃於股本儲備中確認，直至購股權獲行使（當有關金額轉撥至股份溢價賬）或購股權屆滿（當有關金額直接撥入保留溢利）為止。

#### (iii) 離職福利

離職福利只會在本集團有正式的具體離職計劃且沒有撤回該計劃之實質可能性，並且明確表示會終止僱用或由於自願遣散而提供福利時才確認。

## 1 Significant accounting policies (continued)

### (q) Employee benefits (continued)

#### (ii) Share based payments

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit and loss account for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

#### (iii) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

## 1 主要會計政策 (續)

### (r) 所得稅

本年度所得稅包括本期稅項及遞延稅項資產和負債之變動。本期稅項及遞延稅項資產和負債之變動均在損益表內確認，但與直接確認為權益項目相關者，則確認為權益。

本期稅項是按本年度應課稅收入根據已執行或在結算日實質上已執行之稅率計算之預期應付稅項，加上以往年度應付稅項之任何調整。

遞延稅項資產和負債分別由可抵扣和應課稅暫時差異產生。暫時差異是指資產和負債在財務報表上之賬面值與這些資產和負債之計稅基礎之差異。遞延稅項資產也可以由未動用稅項虧損產生。

除了某些例外情況外，所有遞延稅項負債和遞延稅項資產(只限於可能獲得能利用該遞延稅項資產來抵扣之未來應課稅溢利)都會確認。支持確認由可抵扣暫時差異所產生遞延稅項資產之未來應課稅溢利包括因轉回目前存在之應課稅暫時差異而產生之數額；但這些轉回之差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時差異預計轉回之同一期間或遞延稅項資產所產生稅項虧損可結轉之期間內轉回。在決定目前存在之應課稅暫時差異是否足以支持確認由未動用稅項虧損及抵免所產生之遞延稅項資產時，亦會採用同一準則，即如該等差異與同一稅務機關及同一應課稅實體有關，並預期在可以使用稅務虧損或抵免之同一期間或多個期間轉回，將計及該等差異。

## 1 Significant accounting policies (continued)

### (r) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in the profit and loss account, except to the extent that they relate to items recognised directly in equity, in which case they are recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets, to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (r) 所得稅 (續)

遞延稅項額是按照資產和負債賬面值之預期實現或清償方式，根據已執行或在結算日實質上已執行之稅率計量。遞延稅項資產和負債均不貼現計算。

本集團會在每個結算日評估遞延稅項資產之賬面值。如預期不再可能獲得足夠應課稅溢利以利用相關之稅務利益，該遞延稅項資產之賬面值便會調低；但倘若日後可能獲得足夠之應課稅溢利，有關減額便會轉回。

因分派股息而產生之額外所得稅，於確認支付有關股息之負債時確認入賬。

本期稅項結餘及遞延稅項結餘和其變動額會分開列示，並且不予抵銷。本期和遞延稅項資產只會在本公司或本集團有法定行使權以本期稅項資產抵銷本期稅項負債，並且符合以下附帶條件之情況下，才可以分別抵銷本期和遞延稅項負債：

- 本期稅項資產和負債：本公司或本集團計劃按淨額基準結算，或同時變現該資產和清償該負債；或
- 遞延稅項資產和負債：這些資產和負債必須與同一稅務機關就以下其中一項徵收之所得稅有關：
  - 同一應課稅實體；或
  - 不同應課稅實體。這些實體計劃在預期有大額遞延稅項負債需要清償或遞延稅項資產可以收回之每個未來期間，按淨額基準變現本期稅項資產和清償本期稅項負債，或同時變現該資產和清償該負債。

### 1 Significant accounting policies (continued)

#### (r) Income tax (continued)

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at each balance sheet date and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.



## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (s) 所發出之財務擔保、撥備及或然負債

##### (i) 所發出之財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具之條款於到期時付款而蒙受之損失，而向持有人支付特定款項之合約。

倘本集團發出財務擔保，該擔保之公平價值(即交易價格，除非該公平價值能可靠地估計)最初確認為應付賬款及其他應付款內之遞延收入。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產之本集團政策而予確認。倘並無已收或應收之該等代價，則於最初確認任何遞延收入時，於損益，表內確認即時開支。

最初確認為遞延收入之擔保款額按擔保年期於損益表內攤銷為所發出之財務擔保收入。此外，倘(i)擔保持有人有可能根據擔保向本集團申索；及(ii)向本集團之申索款額預期超過現時列於該擔保之應付賬款及其他應付款(即最初確認之金額)減累計攤銷，撥備根據附註第1(s)(iii)項確認。

### 1 Significant accounting policies (continued)

#### (s) Financial guarantees issued, provisions and contingent liabilities

##### (i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in the profit and loss account on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in the profit and loss account over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(s)(iii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee; i.e. the amount initially recognised, less accumulated amortisation.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (s) 所發出之財務擔保、撥備及或然負債 (續)

- (ii) 於合併業務時所收購或然負債

倘其公平價值可準確計值，作為收購合併業務一部份之或然負債乃按公平價值初步確認。於按公平價值初步確認後，有關或然負債則按初步確認之金額減累計攤銷（如適用），以及根據附註第1(s)(iii)項所述方式釐定之金額之間之較高者確認。於合併業務時所收購而公平價值不能可靠地計值之或然負債，乃於附註第1(s)(iii)項披露。

- (iii) 其他準備及或然負債

倘若本集團或本公司須就已發生之事件承擔法律或推定義務，而履行該義務預期會導致經濟效益外流，並可作出可靠估計，便會就該時間或數額不定之負債計提準備。如果貨幣之時間價值重大，則按預計履行義務所需支出之現值計列準備。

倘若經濟效益外流之可能性較低，或是無法對有關數額作出可靠估計，便會將該義務披露為或然負債，但假如經濟效益外流之可能性極低則除外。須視乎某一宗或多宗未來事件是否發生才能確定存在與否之潛在義務，亦會披露為或然負債，但假如經濟效益外流之可能性極低則除外。

### 1 Significant accounting policies (continued)

#### (s) Financial guarantees issued, provisions and contingent liabilities (continued)

- (ii) Contingent liabilities acquired in business combinations

Contingent liabilities acquired as part of a business combination are initially recognised at fair value, provided the fair value can be reliably measured. After their initial recognition at fair value, such contingent liabilities are recognised at the higher of the amount initially recognised, less accumulated amortisation where appropriate, and the amount that would be determined in accordance with note 1(s)(iii). Contingent liabilities acquired in a business combination that cannot be reliably fair valued are disclosed in accordance with note 1(s)(iii).

- (iii) Other provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group or the Company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (t) 收入確認

倘本集團可能獲得經濟效益，而收入與成本(如適用)能可靠地計量，收入按下列方式於損益表確認：

##### (i) 銷售貨品

銷售成衣及印刷產品之收入於貨品送抵客戶，即客戶接收貨品及因擁有該等貨品而產生風險及回報之時確認。收入不包括增值稅或其他銷售稅，並於扣除任何貿易折扣後計算。

##### (ii) 經營租約租金收入

經營租約可收取之租金收入按租約期涉及之會計期間平均攤分而於損益表中確認，但如有其他基準能更清楚地反映租賃資產所產生之收益模式則除外。經營租賃協議所涉及之激勵措施均在損益表中確認為應收租賃淨付款總額之組成部份。或然租金乃於賺取此等租金之會計期間確認為收入。

##### (iii) 專利權費收益

專利權費收益根據有關協議之具體內容確認。

##### (iv) 股息

- 非上市投資之股息收入於股東獲得派息之權利確定之時確認。
- 上市投資股息收入於投資股價除息之時確認。

### 1 Significant accounting policies (continued)

#### (t) Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in the profit and loss account as follows:

##### (i) Sale of goods

Revenue arising from the sale of garments and printing products is recognised when goods are delivered to the customer which is taken to be the point in time when the customer has accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

##### (ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in the profit and loss account in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in the profit and loss account as an integral part of the aggregate net lease payments receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

##### (iii) Royalty income

Royalty income is recognised in accordance with the substance of the relevant agreements.

##### (iv) Dividends

- Dividend income from unlisted investments is recognised when the shareholder's right to receive payment is established.
- Dividend income from listed investments is recognised when the share price of the investment goes ex-dividend.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (t) 收入確認 (續)

##### (v) 利息收入

- 擬持有至到期之有期債券之利息收入，經調整購入時之溢價或折讓之攤銷而於應計時確認，從而使由購買日期至到期日期間獲取一個穩定之回報率。
- 銀行存款之利息收入按應計基準以實際利率法確認。

#### (u) 外幣換算

年內之外幣換算乃按交易日匯率換算。以外幣計值之貨幣資產及負債均按結算日之匯率換算。匯兌盈虧在損益表內確認。

以外幣歷史成本計算之非貨幣資產及負債採用交易日之匯率換算。以外幣為單位及按公允價值入賬之非貨幣資產及負債採用公允價值釐定當日之匯率換算。

海外業務業績按與交易日匯率相若之匯率換算為港幣，資產負債表項目則按結算日之匯率換算為港幣。所產生之匯兌差額直接確認為個別權益項目。綜合於二零零五年一月一日前收購之海外業務產生之商譽，按收購海外業務當日適用之匯率換算。

### 1 Significant accounting policies (continued)

#### (t) Revenue recognition (continued)

##### (v) Interest income

- Interest income from dated debt securities intended to be held to maturity is recognised as it accrues, as adjusted by the amortisation of the premium or discount on acquisition, so as to achieve a constant rate of return over the period from the date of purchase to the date of maturity.
- Interest income from bank deposits is recognised as if accrues using the effective interest method.

#### (u) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in the profit and loss account.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity. Goodwill arising on consolidation of a foreign operation acquired before 1 January 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (u) 外幣換算 (續)

出售海外業務時，與該海外業務有關並於權益中確認之累計匯兌差額，會在計算出售溢利或虧損時包括在內。

#### (v) 借貸成本

借貸成本在產生期間內在損益表內列支。

#### (w) 關聯人士

就本財務報表而言，倘出現以下事宜，則有關人士即被視為本集團之關聯人士：

- (i) 另一方人士能夠透過一名或多名中間人直接或間接監控本集團或對本集團之財務及經營政策決策發揮重大影響力或對本集團有共同監控權；
- (ii) 本集團與另一方人士均受制於共同監控；
- (iii) 另一方人士為本集團之聯繫人士或本集團合營夥伴之合營公司；
- (iv) 另一方人士為本集團或其母公司之主要管理人員或上述人士之近親或受上述人士監控、共同監控或受重大影響之實體；
- (v) 另一方人士為(i)所述之人士近親或受(i)所述之人士監控、共同監控或受重大影響之實體；或
- (vi) 另一方人士是為本集團僱員或為身為本集團關聯人士之任何實體而設立之離職後福利計劃。

### 1 Significant accounting policies (continued)

#### (u) Translation of foreign currencies (continued)

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

#### (v) Borrowing costs

Borrowing costs are expensed in the profit and loss account in the period in which they are incurred.

#### (w) Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly, through one or more intermediaries to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 1 主要會計政策 (續)

#### (w) 關聯人士 (續)

個人之近親指於其與實體進行交易時，預期可能影響該人士或受該人士影響之家族成員。

#### (x) 分部報告

分部是指本集團內可明顯區分之組成部份，並且負責提供產品或服務(業務分部)，或在一個特定經濟環境中提供產品或服務(地區分部)，並且承擔著不同於其他分部之風險和回報。

按照本集團之內部財務報告系統，本集團已就本財務報表選擇以業務分部為報告之主要形式，而地區分部則是次要之報告形式。

分部收入、支出、業績、資產及負債包含直接歸屬某一分部，以及可按合理基準分配至該分部之項目。例如，分部資產可能包括存貨、應收賬款及物業、廠房及設備。分部收入、支出、資產及負債於集團內部往來餘額及集團內部交易在財務報表綜合時抵銷前釐定；但同屬一個分部之本集團內部往來餘額及交易則除外。分部之間轉移事項定價按與其他外界人士相若之條款計算。

分部資本開支是指在期內購入預計可於超過一個期間使用之分部資產(包括有形及無形資產)所產生之成本總額。

未能分配至分部項目主要包括財務及企業資產、帶息貸款、借貸、稅項結餘、企業及融資支出。

### 1 Significant accounting policies (continued)

#### (w) Related parties (continued)

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

#### (x) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between Group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loans, borrowings, tax balances, corporate and financing expenses.

## 2 會計政策變更

香港會計師公會已頒佈若干全新及經修訂之香港財務報告準則，並於本集團之本期會計期間首次生效或可供提早採納。

本集團及本公司採納該等與本集團及本公司有關之全新及經修訂之香港財務報告準則後之會計政策，已於附註第1項內概述。本期會計期間及過往會計期間採納該等香港財務報告準則後不會導致已在本財務報表中反映的會計政策有重大之變更。

本集團並無應用任何於本會計期間尚未生效之新準則或詮釋（見附註第36項）。

發出財務擔保（《香港會計準則》第39號修訂本「金融工具：確認及計量」：財務擔保合約）

在以往年度，本集團發出之財務擔保按香港財務報告準則第4號「保險合約」及《香港會計準則》第37號「撥備，或然負債及或然資產」以或然負債披露。無須就該等財務擔保作出撥備，除非因該擔保很可能被要求補償。

由二零零六年四月一日起，本集團改變有關其發出財務擔保之會計政策，以符合《香港會計準則》第39號修訂本的財務擔保合約。根據新政策，按《香港會計準則》第39號發出之財務擔保應作財務負債入賬，如公平價值能可靠地計算，財務擔保則最初按公平價值計算。其後應按最初確認之款額減去累計攤銷，或根據《香港會計準則》第37號釐定之撥備款額（如有），以較高者計算。該項新政策之詳情載於附註第1(s)(i)項。

## 2 Changes in accounting policies

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group.

Note 1 summarises the accounting policies of the Group and the Company after the adoption of these developments to the extent that they are relevant to the Group and the Company. The adoption of these developments did not result in significant changes in accounting policies for the current and prior accounting periods reflected in these financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 36).

*Financial guarantees issued (Amendments to HKAS 39, Financial instruments: Recognition and measurement: Financial guarantee contracts)*

In prior years, financial guarantees issued by the Group were disclosed as contingent liabilities in accordance with HKFRS 4, *Insurance contracts* and HKAS 37, *Provisions, contingent liabilities and contingent assets*. No provisions were made in respect of these guarantees unless it was more likely than not that the guarantee would be called upon.

With effect from 1 April 2006, in order to comply with the amendments to HKAS 39 in respect of financial guarantee contracts, the Group has changed its accounting policy for financial guarantees issued. Under the new policy, financial guarantees issued are accounted for as financial liabilities under HKAS 39 and measured initially at fair value, where the fair value can be reliably measured. Subsequently, they are measured at the higher of the amount initially recognised, less accumulated amortisation, and the amount of the provision, if any, that should be recognised in accordance with HKAS 37. Further details of the new policy are set out in note 1(s)(i).

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 2 會計政策變更(續)

發出財務擔保(香港會計準則第39號修訂本「金融工具：確認及計量」：財務擔保合約)(續)

採納該會計政策不會對截至二零零六年及二零零七年三月三十一日止年度本集團之溢利或本公司與本集團於該等年結日之資產淨值構成影響。

### 3 營業額

本公司之主要業務為投資控股及提供管理服務。各附屬公司及聯營公司之主要業務載於財務報表第117頁至第120頁。

營業額指售予外界客戶之商品發票淨值、專利權費及收取外界租戶之租金收入、印刷及有關服務及化妝品批發收入。年內已在營業額中確認之各項重要收入類別之數額如下：

### 2 Changes in accounting policies (continued)

*Financial guarantees issued (Amendments to HKAS 39, Financial instruments: Recognition and measurement: Financial guarantee contracts) (continued)*

The adoption of this accounting policy has not affected the Group's profit for the years ended 31 March 2006 and 2007, or the Company's and the Group's net assets as at those year end dates.

### 3 Turnover

The principal activities of the Company are investment holding and the provision of management services. The principal activities of the subsidiaries and associates are set out on pages 117 to 120 to the financial statements.

Turnover represents the aggregate of net invoiced value of sales to and royalty and rental income from external customers, income from printing and related services and the wholesale of cosmetic products. The amount of each significant category of revenue recognised in turnover during the year is as follows:

		2007 \$'000	2006 \$'000
成衣銷售	Sales of garments	917,708	929,265
專利權費及相關收益	Royalty and related income	61,164	60,146
印刷及有關服務	Printing and related services	36,214	33,799
投資物業租金收入	Gross rental income from investment properties	7,732	7,288
化妝品銷售	Sales of cosmetic products	—	1,690
		<b>1,022,818</b>	<b>1,032,188</b>



財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

4 其他收入及收益淨額

4 Other revenue and net income

		2007 \$'000	2006 \$'000
<b>其他收入</b>	<b>Other revenue</b>		
修改費用	Alteration charges	146	187
銀行利息收入	Bank interest income	5,587	3,284
其他利息收入	Other interest income	1,910	1,921
應收賠償款	Claims receivable	860	1,546
上市證券之股息收入	Dividend income from listed securities	406	404
其他	Others	3,743	4,155
		<u>12,652</u>	<u>11,497</u>
<b>其他收益淨額</b>	<b>Other net income</b>		
匯兌收益淨額	Net exchange gain	1,864	12,982
出售土地及樓宇產生之 收益淨額*	Net gain on disposal of land and building*	747	-
出售固定資產產生之 虧損淨額	Net loss on disposal of fixed assets	(223)	(2,037)
買賣證券產生之已變現 及未變現虧損淨額	Net realised and unrealised loss on trading securities	(1,138)	(3,840)
其他	Others	351	3,164
		<u>1,601</u>	<u>10,269</u>

\* 於二零零六年十一月十六日，Yampa Investments Limited (本公司之一間附屬公司) 與一名獨立第三方訂立一項買賣協議，以出售位於香港波斯富街之一所公寓，合共代價1,800,000元。該協議於二零零六年十二月八日完成。溢利747,000元(已扣除律師費17,000元)於截至二零零七年三月三十一日止年度之綜合損益表內確認。

\* On 16 November 2006, a subsidiary of the Company, Yampa Investments Limited, entered into a sale and purchase agreement with an independent third party to dispose of an apartment in Percival Street, Hong Kong, for a total consideration of \$1,800,000. The agreement was completed on 8 December 2006 and a profit of \$747,000, net of legal fees of \$17,000, was recognised in the consolidated profit and loss account for the year ended 31 March 2007.

5 除稅前溢利

5 Profit before taxation

除稅前溢利已扣除／(計入)：

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

		2007 \$'000	2006 \$'000
(a) 融資成本	(a) Finance costs		
須於五年內悉數 償還之銀行貸款 及其他借款利息	Interest on bank advances and other borrowings wholly repayable within five years	6,992	4,366
		<u>6,992</u>	<u>4,366</u>

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

5 除稅前溢利(續)

除稅前溢利已扣除／(計入)：(續)

5 Profit before taxation (continued)

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

		2007 \$'000	2006 \$'000
(b) 員工成本*	(b) Staff costs*		
界定供款退休計劃之供款	Contributions to defined contribution retirement plans	14,953	10,217
薪金、工資及其他福利	Salaries, wages and other benefits	196,929	181,011
		<b>211,882</b>	<b>191,228</b>

上述金額不包括於附註第8項另行披露之董事酬金。

The above amounts do not include director's remuneration which is separately disclosed in note 8.

		2007 \$'000	2006 \$'000
(c) 其他項目	(c) Other items		
牌照攤銷	Amortisation of licence	780	780
自置資產折舊及攤銷*	Depreciation and amortisation on owned assets*	27,204	22,614
應收賬款及其他應收款之減值虧損／(減值虧損轉回)	Impairment losses/(reversal of impairment losses) for trade and other receivables	3,596	(2,267)
核數師酬金	Auditors' remuneration		
—核數服務	— audit services		
—畢馬威會計師事務所	— KPMG	2,112	1,918
—其他核數師	— other auditors	1,854	1,271
—稅務服務	— tax services	524	558
經營租賃費用*	Operating lease charges*		
—設備租金	— hire of equipment	138	3,054
—物業租金(包括37,626,000元(二零零六年：31,800,000元)或有租金付款)	— property rentals (including contingent rental payments of \$37,626,000 (2006: \$31,800,000))	190,315	176,235
應佔聯營公司稅項	Share of associates' taxation	8,085	6,636
投資物業應收租金	Rentals receivable from investment properties		
減直接支出	less direct outgoings	(4,145)	(3,629)
存貨成本*(附註第21(b)項)	Cost of inventories*(note 21(b))	<b>390,827</b>	<b>393,965</b>

\* 存貨成本包括與員工成本、折舊費用及經營租賃費用有關之25,398,000元(二零零六年：26,927,000元)。有關數額亦已記入上表或附註第5(b)項分別列示之各類費用總額中。

\* Cost of inventories includes \$25,398,000 (2006: \$26,927,000) relating to staff costs, depreciation expenses and operating lease charges, which amount is also included in the respective total amounts disclosed separately above or in note 5(b) for each of these types of expenses.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 6 出售附屬公司虧損

於二零零五年八月二十九日，本公司以1元之象徵式所得款項出售通億集團有限公司及其附屬公司（「出售集團」）60%之權益，於撇銷出售集團欠負之金額後，本公司錄得出售虧損淨額453,000元。出售集團之主要業務為化妝品銷售。

### 6 Loss on disposal of subsidiaries

On 29 August 2005, the Company disposed of a 60% interest in Billion Concept Group Limited and its subsidiaries ("Disposal group") for nominal proceeds of \$1 realising a net loss on disposal of \$453,000 after writing off amounts owed by the Disposal group to the Company. The principal activity of the Disposal group was the sale of cosmetic products.

### 7 所得稅

(a) 綜合損益表所列之稅項為：

### 7 Income tax

(a) Taxation in the consolidated profit and loss account represents:

		2007 \$'000	2006 \$'000
<b>本期稅項 – 香港利得稅</b>	<b>Current tax – Hong Kong Profits Tax</b>		
本年度準備	Provision for the year	12,608	17,259
以往年度不足／（過剩）準備	Under/(over)-provision in respect of prior years	1,543	(610)
		<u>14,151</u>	<u>16,649</u>
<b>本期稅項 – 海外</b>	<b>Current tax – Overseas</b>		
本年度準備	Provision for the year	4,967	9,808
以往年度過剩準備	Over-provision in respect of prior years	(1,675)	(649)
		<u>3,292</u>	<u>9,159</u>
<b>遞延稅項</b>	<b>Deferred tax</b>		
產生和撥回暫時性差異	Origination and reversal of temporary differences	(3,056)	(2,094)
調低稅率對於四月一日 遞延稅項結餘之影響	Effect of decrease in tax rate on deferred tax balances at 1 April	-	357
		<u>(3,056)</u>	<u>(1,737)</u>
		<u><b>14,387</b></u>	<u><b>24,071</b></u>

二零零七年之香港利得稅準備按本年度估計應課稅溢利之17.5%（二零零六年：17.5%）計算。海外附屬公司之稅項則以相關國家適用之現行稅率計算。

The provision for Hong Kong Profits Tax for 2007 is calculated at 17.5% (2006: 17.5%) of the estimated assessable profits for the year. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 7 所得稅 (續)

#### (a) 綜合損益表所列之稅項為：(續)

根據中華人民共和國(「中國」)於二零零七年三月十六日在全國人民代表大會上通過之中國企業所得稅法，國內外企業之新企業所得稅率將統一為百分之二十五，自二零零八年一月一日起生效。該項中國企業所得稅率變動對本集團綜合財務報表之影響將視乎隨後刊發之詳細聲明而定。由於尚未公佈詳細聲明及行政規則及法規，因此現階段難以合理估計新企業所得稅法對本集團之未來財務影響。

#### (b) 所得稅支出和會計溢利按適用稅率計算之對賬：

### 7 Income tax (continued)

#### (a) Taxation in the consolidated profit and loss account represents: (continued)

Pursuant to the PRC enterprise income tax law passed by the National People's Congress of the People's Republic of China ("PRC") on 16 March 2007, the new enterprise income tax rates for domestic and foreign enterprises will be unified at 25 per cent effective from 1 January 2008. The impact of this change of the PRC enterprise income tax rate on the Group's consolidated financial statements will depend on detailed pronouncements that are subsequently issued. Since the detailed implementation and administrative rules and regulations have not yet been announced, the future financial impact of the New Corporate Income Tax Law on the Group cannot be reasonably estimated at this stage.

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

		2007 \$'000	2006 \$'000
除稅前溢利	Profit before taxation	<u>134,431</u>	<u>189,520</u>
按照在相關國家獲得溢利之適用稅率計算除稅前溢利之名義稅項	Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	11,883	20,828
不可扣抵開支之稅項影響	Tax effect of non-deductible expenses	6,681	7,942
非課稅收入之稅項影響	Tax effect of non-taxable revenue	(4,045)	(3,797)
年內稅率下調對期初遞延所得稅結餘之影響	Effect on opening deferred tax balances resulting from a decrease in tax rate during the year	-	357
以往年度之過剩準備	Over-provision in respect of prior years	(132)	(1,259)
實際稅項開支	Actual tax expense	<u>14,387</u>	<u>24,071</u>

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

8 董事酬金

根據香港《公司條例》第161條列報之董事酬金如下：

8 Directors' remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

	董事袍金		薪金、津貼及 實物利益		酌定花紅		退休計劃 供款		總計	
	Directors' fees		Salaries, allowances and benefits in kind		Discretionary bonuses		Retirement scheme contributions		Total	
	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
陳瑞球 Chan Sui Kau	30	30	1,463	1,463	1,200	1,200	-	-	2,693	2,693
陳永奎 Chan Wing Fui, Peter	30	30	-	-	1,025	1,025	-	-	1,055	1,055
陳永樂 Chan Wing Sun, Samuel	30	30	2,730	2,730	2,050	2,050	72	72	4,882	4,882
周陳淑玲 Chan Suk Ling, Shirley	30	30	2,236	2,236	3,000	3,200	72	72	5,338	5,538
傅承蔭 Fu Sing Yam, William	30	30	1,625	1,625	2,400	2,500	60	60	4,115	4,215
陳永棋 Chan Wing Kee	30	30	-	-	-	-	-	-	30	30
陳永滔 Chan Wing To	30	30	-	-	-	-	-	-	30	30
梁學濂 Leung Hok Lim	160	160	-	-	-	-	-	-	160	160
王霖 Wong Lam	60	60	-	-	-	-	-	-	60	60
林克平 Lin Keping	60	60	-	-	-	-	-	-	60	60
	<b>490</b>	<b>490</b>	<b>8,054</b>	<b>8,054</b>	<b>9,675</b>	<b>9,975</b>	<b>204</b>	<b>204</b>	<b>18,423</b>	<b>18,723</b>

根據本公司購股權計劃授予若干董事之購股權詳情披露於董事會報告「購股權計劃」一節及附註第27項。本年度或以往年度概無購股權授予董事。

The details of share options granted to certain directors under the Company's share option scheme are disclosed under the paragraph "Share Option Scheme" in the Report of the Directors and note 27. No share options were granted to the directors in the current or prior year.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 9 最高酬金人士

在五位酬金最高之人士中，四位(二零零六年：四位)為董事，有關酬金詳情載於附註第8項。其他人士之酬金總額如下：

		2007 \$'000	2006 \$'000
薪金及其他酬金	Salaries and other emoluments	910	910
酌定花紅	Discretionary bonuses	1,100	1,400
退休計劃供款	Retirement scheme contributions	60	60
		<u>2,070</u>	<u>2,370</u>

一位(二零零六年：一位)酬金最高之人士之酬金範圍如下：

	2007 人數 Number of individuals	2006 人數 Number of individuals
\$ 2,000,001 - 2,500,000	<u>1</u>	<u>1</u>

### 9 Individuals with the highest emoluments

Of the five individuals with the highest emoluments, four (2006: four) are directors whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of the other individual are as follows:

The emoluments of the one (2006: one) individual with the highest emoluments is within the following band:

### 10 本公司權益股東應佔溢利

本公司權益股東應佔綜合溢利包括一筆已列入本公司財務報表之148,314,000元(二零零六年：175,380,000元)溢利(附註第29(b)項)。

### 10 Profit attributable to equity shareholders of the Company

The consolidated profit attributable to equity shareholders of the Company includes a profit of \$148,314,000 (2006: \$175,380,000) which has been dealt with in the financial statements of the Company (note 29(b)).

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

11 股息

(a) 本年度應佔之應付予本公司權益  
股東股息

		2007 \$'000	2006 \$'000
已宣派及支付中期股息普通股 每股 13 仙(二零零六年： 普通股每股 13 仙)	Interim dividend declared and paid of 13 cents per ordinary share (2006: 13 cents per ordinary share)	19,998	20,109
於結算日後建議分派末期股息 普通股每股 32 仙(二零零六年： 普通股每股 32 仙)	Final dividend proposed after the balance sheet date of 32 cents per ordinary share (2006: 32 cents per ordinary share)	49,226	49,499
		<u>69,224</u>	<u>69,608</u>

於結算日後建議分派之末期股息  
尚未在結算日確認為負債。

The final dividend proposed after the balance sheet date  
has not been recognised as a liability at the balance sheet  
date.

(b) 上個財政年度應佔之應付予本公  
司權益股東股息(已於年內獲批准  
及派付)

		2007 \$'000	2006 \$'000
上個財政年度之末期股息 普通股每股 32 仙(已於年內 獲批准及派付)(二零零六年： 普通股每股 30 仙)	Final dividend in respect of the previous financial year, approved and paid during the year, of 32 cents per ordinary share (2006: 30 cents per ordinary share)	49,499	46,429

(b) Dividends payable to equity shareholders of the  
Company attributable to the previous financial year,  
approved and paid during the year

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 12 每股盈利

#### (a) 每股基本盈利

每股基本盈利是按照本年度之本公司普通股股東應佔溢利118,121,000元(二零零六年：161,913,000元)及已發行普通股加權平均數154,345,929股普通股(二零零六年：154,729,206股普通股)計算。計算方式如下：

普通股加權平均數	Weighted average number of ordinary shares
於四月一日已發行普通股	Issued ordinary shares at 1 April
購回股份之影響(附註第29(c)(ii)項)	Effect of shares repurchased (note 29(c)(ii))
已行使購股權之影響 (附註第29(c)(iii)項)	Effect of share options exercised (note 29(c)(iii))
本年度已發行普通股 加權平均數	Weighted average number of ordinary shares in issue during the year

#### (b) 每股攤薄盈利

截至二零零六年三月三十一日止年度之每股攤薄盈利乃按本公司普通股股東應佔溢利161,913,000元及普通股加權平均數155,457,578股，經就全部潛在攤薄普通股之影響作調整後計算。截至二零零七年三月三十一日止年度，概無具潛在攤薄影響之普通股。

### 12 Earnings per share

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$118,121,000 (2006: \$161,913,000) and the weighted average of 154,345,929 ordinary shares (2006: 154,729,206 ordinary shares) in issue during the year, calculated as follows:

2007 股份數目 Number of shares	2006 股份數目 Number of shares
154,684,792	154,738,792
(338,863)	(33,696)
—	24,110
<b>154,345,929</b>	<b>154,729,206</b>

#### (b) Diluted earnings per share

The calculation of diluted earnings per share for the year ended 31 March 2006 was based on the profit attributable to ordinary equity shareholders of the Company of \$161,913,000 and the weighted average number of ordinary shares of 155,457,578 shares after adjusting for the effect of all dilutive potential ordinary shares. There are no dilutive potential ordinary shares in existence for the year ended 31 March 2007.



## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### (b) 每股攤薄盈利(續)

### (b) Diluted earnings per share (continued)

		2007 股份數目 Number of shares	2006 股份數目 Number of shares
<b>普通股加權平均數(攤薄)</b>	<b>Weighted average number of ordinary shares (diluted)</b>		
本年度已發行普通股 加權平均數	Weighted average number of ordinary shares in issue during the year	<b>154,345,929</b>	154,729,206
視作根據本公司購股權 計劃無償發行普通股 之影響(附註第27項)	Effect of deemed issue of ordinary shares under the Company's share option scheme for no consideration (note 27)	—	728,372
本年度已發行普通股 加權平均數(攤薄)	Weighted average number of ordinary shares (diluted) in issue during the year	<b>154,345,929</b>	<b>155,457,578</b>

## 13 分部報告

分部資料是按本集團之業務及地區分部作出呈述。由於業務分部資料對本集團之內部財務匯報工作意義較大，故已選為報告分部信息之主要形式。

### 業務分部

本集團之主要業務分部如下：

- 銷售成衣：生產、零售及批發成衣。
- 專利權費及相關收益：有關專利收益之商標許可及管理。
- 印刷及相關服務：生產及出售印刷產品。
- 物業租賃：出租物業產生租金收入及物業價值長期增值收益。

## 13 Segment reporting

Segment information is presented in respect of the Group's business and geographical segments. Business segment information is chosen as the primary reporting format because this is more relevant to the Group's internal financial reporting.

### Business segments

The Group comprises the following main business segments:

- Sales of garments: the manufacture, retail and wholesale of garments.
- Royalty and related income: the management and licensing of a trademark for royalty income.
- Printing and related services: the manufacture and sale of printed products.
- Property rental: the leasing of properties to generate rental income and gain from the appreciation in the properties' value in the long term.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

13 分部報告 (續)

業務分部 (續)

13 Segment reporting (continued)

Business segments (continued)

		銷售成衣		專利權費 及相關收益		印刷及 相關服務		物業租賃		分部間之 對銷		未分配		綜合	
		Sales of garments		Royalty and related income		Printing and related services		Property rental		Inter- segment elimination		Unallocated		Consolidated	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
來自外界客戶之 收入	Revenue from external customers	917,708	929,265	61,164	60,146	36,214	33,799	7,732	7,288	-	-	-	1,690	1,022,818	1,032,188
來自其他分部之 收入	Inter-segment revenue	-	-	822	792	2,239	1,707	6,578	7,297	(9,639)	(9,796)	-	-	-	-
總額	Total	917,708	929,265	61,986	60,938	38,453	35,506	14,310	14,585	(9,639)	(9,796)	-	1,690	1,022,818	1,032,188
分部業績	Segment result	86,478	141,631	4,934	3,816	5,176	3,237	26,316	23,605					122,904	172,289
分部間交易	Inter-segment transactions	2,943	3,606	(82)	(48)	294	747	(3,155)	(4,305)					-	-
分部經營成果	Contribution from operations	89,421	145,237	4,852	3,768	5,470	3,984	23,161	19,300					122,904	172,289
未分配經營 收益及開支	Unallocated operating income and expenses													(2,733)	(10,090)
經營溢利	Profit from operations													120,171	162,199
融資成本	Finance costs													(6,992)	(4,366)
應佔聯營公司 溢利減虧損	Share of profits less losses of associates	21,252	34,199	-	-	-	-	-	-			-	(2,059)	21,252	32,140
出售附屬公司 虧損	Loss on disposal of subsidiaries													-	(453)
所得稅	Income tax													(14,387)	(24,071)
除稅後溢利	Profit after taxation													120,044	165,449

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

13 分部報告 (續)

業務分部 (續)

13 Segment reporting (continued)

Business segments (continued)

		銷售成衣		專利權費及相關收益		印刷及相關服務		物業租賃		未分配		綜合	
		Sales of garments		Royalty and related income		Printing and related services		Property rental		Unallocated		Consolidated	
		2007	2006	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
本年度折舊及攤銷	Depreciation and amortisation for the year	24,182	19,453	-	-	1,478	1,512	2,137	2,145	187	284	27,984	23,394
分部資產	Segment assets	328,742	351,195	165,707	139,571	17,549	16,318	146,604	131,168	-	-	658,602	638,252
聯營公司權益	Interest in associates	92,144	80,597	-	-	-	-	-	-	-	-	92,144	80,597
未分配資產	Unallocated assets	-	-	-	-	-	-	-	-	306,042	267,767	306,042	267,767
資產總額	Total assets											1,056,788	986,616
分部負債	Segment liabilities	109,854	125,140	52,325	29,764	4,755	7,237	878	802	-	-	167,812	162,943
未分配負債	Unallocated liabilities	-	-	-	-	-	-	-	-	141,722	123,023	141,722	123,023
負債總額	Total liabilities											309,534	285,966
年內產生之資本支出	Capital expenditure incurred during the year	19,762	27,841	-	1,526	310	3,944	-	-	811	111	20,883	33,422

地區分部

本集團之業務遍及世界各地，但於三個主要之經濟環境中經營，香港、台灣及中國其他地區均為本集團成衣業務之主要市場。二零零四年收購 Société Guy Laroche 後，本集團可通過授出 Guy Laroche 商標之特許權自全球各地賺取收入。香港為本集團之所有其他業務之主要市場。

在呈述地區分部信息時，分部收入是以客戶之所在地為計算基準。分部資產及資本支出則以資產之所在地為計算基準。

Geographical segments

The Group's business is managed on a worldwide basis, but participates in three principal economic environments. Hong Kong, Taiwan and other areas of the PRC are the major markets for the Group's garment business. Following the acquisition of Société Guy Laroche in 2004, the Group has a worldwide revenue stream from licensing the Guy Laroche trademark. Hong Kong is the major market for all of the Group's other businesses.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets and capital expenditure are based on the geographical location of the assets.

		香港		台灣		中國其他地區		其他	
		Hong Kong		Taiwan		Other areas of the PRC		Others	
		2007	2006	2007	2006	2007	2006	2007	2006
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
來自外界客戶之收入	Revenue from external customers	507,895	479,233	141,342	151,242	307,318	290,520	66,263	111,193
分部資產	Segment assets	457,084	427,167	175,265	191,538	212,947	162,976	211,492	204,935
年內產生之資本支出	Capital expenditure incurred during the year	6,231	17,608	5,080	6,324	9,083	7,341	489	2,149

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

14 固定資產

(a) 本集團

14 Fixed assets

(a) The Group

		持作自用 之土地及 樓宇	廠房及 機器	租賃樓宇 裝修、汽車、 傢俬及設備	小計	根據經營租 賃持作自用 之租賃土地 權益	投資物業	合計
		Land and buildings held for own use \$'000	Plant and machinery \$'000	Leasehold improvements, motor vehicles, furniture and equipment \$'000	Sub-total \$'000	Interest in leasehold land held for own use under operating lease \$'000	Investment properties \$'000	Total \$'000
<b>成本或估值：</b>	<b>Cost or valuation:</b>							
於二零零五年四月一日	At 1 April 2005	117,054	40,770	102,858	260,682	7,146	45,800	313,628
匯兌調整	Exchange adjustments	1,008	523	(816)	715	52	-	767
添置	Additions	-	5,064	28,179	33,243	179	-	33,422
出售	Disposals	-	(1,805)	(24,642)	(26,447)	-	-	(26,447)
公平價值調整	Fair value adjustment	-	-	-	-	-	17,500	17,500
於二零零六年三月三十一日	At 31 March 2006	118,062	44,552	105,579	268,193	7,377	63,300	338,870
<b>代表：</b>	<b>Representing:</b>							
成本	Cost	60,906	44,552	105,579	211,037	7,377	-	218,414
估值—一九九四年	Valuation - 1994	16,956	-	-	16,956	-	-	16,956
—一九九六年	- 1996	5,020	-	-	5,020	-	-	5,020
—一九九八年	- 1998	2,180	-	-	2,180	-	-	2,180
—二零零三年	- 2003	33,000	-	-	33,000	-	-	33,000
—二零零六年	- 2006	-	-	-	-	-	63,300	63,300
		118,062	44,552	105,579	268,193	7,377	63,300	338,870
於二零零六年四月一日	At 1 April 2006	118,062	44,552	105,579	268,193	7,377	63,300	338,870
匯兌調整	Exchange adjustments	1,449	957	2,033	4,439	340	-	4,779
添置	Additions	26	1,316	19,541	20,883	-	-	20,883
出售	Disposals	(1,400)	(714)	(8,732)	(10,846)	-	-	(10,846)
公平價值調整	Fair value adjustment	-	-	-	-	-	18,600	18,600
於二零零七年三月三十一日	At 31 March 2007	118,137	46,111	118,421	282,669	7,717	81,900	372,286
<b>代表：</b>	<b>Representing:</b>							
成本	Cost	60,981	46,111	118,421	225,513	7,717	-	233,230
估值—一九九四年	Valuation - 1994	16,956	-	-	16,956	-	-	16,956
—一九九六年	- 1996	5,020	-	-	5,020	-	-	5,020
—一九九八年	- 1998	2,180	-	-	2,180	-	-	2,180
—二零零三年	- 2003	33,000	-	-	33,000	-	-	33,000
—二零零七年	- 2007	-	-	-	-	-	81,900	81,900
		118,137	46,111	118,421	282,669	7,717	81,900	372,286

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

14 固定資產 (續)

(a) 本集團 (續)

14 Fixed assets (continued)

(a) The Group (continued)

		持作自用 之土地及 樓宇	廠房及 機器	租賃樓宇 裝修、汽車、 傢俬及設備	小計	根據經營租 賃持作自用 之租賃土地 權益	投資物業	合計
		Land and buildings held for own use \$'000	Plant and machinery \$'000	Leasehold improvements, motor vehicles, furniture and equipment \$'000	Sub-total \$'000	Interest in leasehold land held for own use under operating lease \$'000	Investment properties \$'000	Total \$'000
<b>累計攤銷及折舊：</b>	<b>Accumulated amortisation and depreciation:</b>							
於二零零五年四月一日	At 1 April 2005	28,999	29,399	70,672	129,070	1,929	-	130,999
匯兌調整	Exchange adjustments	374	209	(633)	(50)	17	-	(33)
本年度攤銷及折舊	Charge for the year	2,601	2,972	16,731	22,304	310	-	22,614
出售時撥回	Written back on disposals	-	(1,214)	(22,958)	(24,172)	-	-	(24,172)
於二零零六年三月三十一日	At 31 March 2006	31,974	31,366	63,812	127,152	2,256	-	129,408
於二零零六年四月一日	At 1 April 2006	31,974	31,366	63,812	127,152	2,256	-	129,408
匯兌調整	Exchange adjustments	587	450	846	1,883	107	-	1,990
本年度攤銷及折舊	Charge for the year	2,608	2,684	21,774	27,066	138	-	27,204
出售時撥回	Written back on disposals	(364)	(709)	(8,351)	(9,424)	-	-	(9,424)
於二零零七年三月三十一日	At 31 March 2007	34,805	33,791	78,081	146,677	2,501	-	149,178
<b>賬面淨值：</b>	<b>Net book value:</b>							
於二零零七年三月三十一日	At 31 March 2007	83,332	12,320	40,340	135,992	5,216	81,900	223,108
於二零零六年三月三十一日	At 31 March 2006	86,088	13,186	41,767	141,041	5,121	63,300	209,462

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

14 固定資產 (續)

(b) 本公司

<b>成本：</b>	<b>Cost:</b>
於四月一日	At 1 April
增置	Additions
出售	Disposal
於三月三十一日	At 31 March
<b>累計折舊：</b>	<b>Accumulated depreciation:</b>
於四月一日	At 1 April
本年度折舊	Charge for the year
出售時撥回	Written back on disposal
於三月三十一日	At 31 March
<b>賬面淨值：</b>	<b>Net book value:</b>
於三月三十一日	At 31 March

14 Fixed assets (continued)

(b) The Company

租賃樓宇裝修、汽車、傢俬及設備 Leasehold improvements, motor vehicles, furniture and equipment	
2007 \$'000	2006 \$'000
5,834	5,920
811	95
(520)	(181)
<u>6,125</u>	<u>5,834</u>
5,700	5,654
187	227
(520)	(181)
<u>5,367</u>	<u>5,700</u>
758	134

(c) 本集團所有投資物業已於二零零七年三月三十一日經由獨立測量師行第一太平戴維斯估值及專業顧問有限公司按參照租金收入淨額並考慮到物業市場潛在租金變化計算之公開市值基準進行估值。該公司之員工為香港測量師學會資深會員，對所估物業之位置及類別有即期經驗。

(c) All investment properties of the Group were revalued as at 31 March 2007 on an open market value basis calculated by reference to net rental income allowing for reversionary income potential. The valuations were carried out by an independent firm of surveyors, Savills Valuation and Professional Services Limited, who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of the properties being valued.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

14 固定資產 (續)

(d) 本集團物業之賬面淨值或估值分析如下：

香港	In Hong Kong
– 長期租賃	– long leases
– 中期租賃	– medium-term leases
香港以外地區	Outside Hong Kong
– 長期租賃	– long leases
– 中期租賃	– medium-term leases
– 短期租賃	– short-term leases
代表：	<b>Representing:</b>
土地及樓宇	Land and buildings
投資物業	Investment properties
按經營租約持作自用之 租賃土地權益	Interest in leasehold land held for own use under operating lease

(e) 投資物業中包括若干賬面總值為57,700,000元(二零零六年：44,400,000元)之物業，該等物業已抵押予銀行以取得銀行信貸，而截至二零零七年三月三十一日止，已使用之銀行信貸金額合共為零元(二零零六年：零元)。

14 Fixed assets (continued)

(d) The analysis of net book value or valuation of properties of the Group is as follows:

	2007 \$'000	2006 \$'000
	<b>70,018</b>	67,067
	<b>64,807</b>	51,988
	–	11,865
	<b>24,100</b>	23,589
	<b>11,523</b>	–
	<b>170,448</b>	154,509
	<b>83,332</b>	86,088
	<b>81,900</b>	63,300
	<b>165,232</b>	149,388
	<b>5,216</b>	5,121
	<b>170,448</b>	154,509

(e) Included in investment properties are certain properties with an aggregate carrying value of \$57,700,000 (2006: \$44,400,000) which are pledged to banks for obtaining banking facilities of which \$Nil was utilised as at 31 March 2007 (2006: \$Nil).

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 14 固定資產 (續)

(f) 本集團投資物業之詳情如下：

地點	目前用途	租期	Location	Existing use	Term of lease
九龍新蒲崗大有街20號 地下及閣樓	辦公室及 工廠	中	G/F and M/F, 20 Tai Yau Street, San Po Kong, Kowloon	Offices and factories	Medium
九龍新蒲崗五芳街18號 地下	工廠及 商店	中	G/F, 18 Ng Fong Street, San Po Kong, Kowloon	Factories and shops	Medium
香港柴灣利眾街26號 香港(柴灣)工業大廈 3樓、4樓、7樓及9樓	工廠及 貨倉	長	3/F, 4/F, 7/F and 9/F, Hong Kong (Chai Wan) Industrial Building, 26 Lee Chung Street, Chai Wan, Hong Kong	Factories and warehouses	Long
九龍油塘草園街4號 華順工業大廈7樓 B、C、D、G及H室， 及1樓8號停車位	辦公室、 工廠及 貨倉	中	Unit B, C, D, G and H on 7/F, and Car Parking Space No. 8 on 1/F, Wah Shun Industrial Building, 4 Cho Yuen Street, Yau Tong, Kowloon	Offices, factories and warehouses	Medium
九龍五芳街28號 利森工廠大廈6樓 2及4室及8樓1及2室	工廠	中	Unit Nos. 2 and 4 on 6/F, and Unit Nos. 1 and 2 on 8/F, Lee Sum Factory Building, 28 Ng Fong Street, Kowloon	Factories	Medium

### 14 Fixed assets (continued)

(f) Details of the Group's investment properties are as follows:

(g) 以經營租賃租出之固定資產：

本集團以經營租賃租出投資物業，租期一般初步為期一至五年，且有權選擇在到期日後續期，屆時所有條款均可重新商定。各項經營租賃均不包含或有租金。

以經營租賃持有但在其他方面均符合投資物業定義之物業，將歸類為投資物業。

(g) *Fixed assets leased out under operating leases:*

The Group leases out investment properties under operating leases. The leases typically run for an initial period of one to five years, with an option to renew the lease upon expiry at which time all terms are renegotiated. None of the leases includes contingent rentals.

All properties held under operating leases that would otherwise meet the definition of investment properties are classified as investment property.



財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

14 固定資產 (續)

(g) 以經營租賃租出之固定資產：  
(續)

本集團根據不可解除之經營租賃  
在日後應收之最低租賃付款額總  
數如下：

		2007 \$'000	2006 \$'000
一年內	Within 1 year	4,882	4,902
一年後但五年內	After 1 year but within 5 years	5,061	8,102
		<u>9,943</u>	<u>13,004</u>

14 Fixed assets (continued)

(g) Fixed assets leased out under operating leases:  
(continued)

The Group's total future minimum lease receipts under  
non-cancellable operating leases are receivable as  
follows:

15 無形資產

15 Intangible assets

		牌照 Licence \$'000	商標 Trademark \$'000	總額 Total \$'000
<b>成本：</b>	<b>Cost:</b>			
於二零零五年四月一日、 二零零六年三月三十一日、 二零零六年四月一日及 二零零七年三月三十一日	At 1 April 2005, 31 March 2006, 1 April 2006 and 31 March 2007	9,364	102,125	111,489
<b>累計攤銷：</b>	<b>Accumulated amortisation:</b>			
於二零零五年四月一日	At 1 April 2005	585	–	585
本年度攤銷	Charge for the year	780	–	780
於二零零六年三月三十一日	At 31 March 2006	1,365	–	1,365
於二零零六年四月一日	At 1 April 2006	1,365	–	1,365
本年度攤銷	Charge for the year	780	–	780
於二零零七年三月三十一日	At 31 March 2007	2,145	–	2,145
<b>賬面淨值：</b>	<b>Net book value:</b>			
於二零零七年三月三十一日	At 31 March 2007	7,219	102,125	109,344
於二零零六年三月三十一日	At 31 March 2006	7,999	102,125	110,124

Guy Laroche商標視作可無限期使用，  
並根據會計政策附註第1(i)項入賬。

The Guy Laroche trademark is considered to have an indefinite  
useful life and is accounted for in accordance with accounting  
policy note 1(i).

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 15 無形資產 (續)

牌照按十二年(為該牌照之估計使用年期)之期限攤銷。本年度之攤銷費用計入綜合損益表之「分銷成本」。

#### 無限期可用經濟年期商標減值測試

Guy Laroche商標服務於可獨立識別之Guy Laroche業務。

Guy Laroche商標之可收回金額乃根據使用價值計算釐定。有關計算採用經管理層核准之五年期現金流量預測。五年期後之現金流量採用零增長率推斷。管理層相信，可收回金額所依據之主要假設之任何合理可能變動，概不會導致賬面值超過其可收回金額。

計算使用價值時採用之主要假設：

— 增長率	— Growth rate
— 總貢獻率	— Gross contribution rate
— 貼現率	— Discount rate

管理層根據過往表現及其對市場發展之預期釐定增長率及總貢獻率。所用之貼現率為本集團之加權平均資金成本。

### 15 Intangible assets (continued)

The licence is amortised over a period of 12 years being the estimated useful life of the licence. The amortisation charge for the year is included within “distribution costs” in the consolidated profit and loss account.

#### Impairment test for trademark with indefinite useful economic life

The Guy Laroche trademark services the Guy Laroche operations which are separately identifiable.

The recoverable amount of the Guy Laroche trademark has been determined based on value-in-use calculations. The calculation uses cash flow projections based on a five-year period approved by management. Cash flows beyond the five-year period have been extrapolated using a nil per cent growth rate. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

Key assumptions used for value-in-use calculation:

	2007	2006
	0%	0%
	86%	79%
	8%	8%

Management determined the growth rate and gross contribution rate based on the past performance and its expectations for market development. The discount rate used is the weighted average cost of capital of the Group.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

16 租賃權費用

16 Lease premium

		本集團 The Group	
		2007 \$'000	2006 \$'000
成本	Cost	9,595	9,595
匯兌調整	Exchange adjustment	317	(668)
		<b>9,912</b>	<b>8,927</b>

租賃權費用指一間附屬公司為取得法國一所物業之租賃權而支付之數額。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，於資產結算表中按成本減減值虧損列賬。

Lease premium represents an 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 in the balance sheet at cost less impairment losses.

17 於附屬公司之投資

17 Investments in subsidiaries

		2007 \$'000	2006 \$'000
非上市股份，按成本	Unlisted shares, at cost	11,003	11,003
應收附屬公司款	Amounts due from subsidiaries	585,752	485,627
		<b>596,755</b>	496,630
應付附屬公司款	Amounts due to subsidiaries	(20,566)	(18,141)
		<b>576,189</b>	478,489
減：減值虧損	Less: impairment loss	(72,850)	(69,073)
		<b>503,339</b>	<b>409,416</b>

應收附屬公司款乃無抵押、免息及無固定還款期，但預期於結算日一年內不會償還。

Amounts due from and to subsidiaries are unsecured, interest free and have no fixed terms of repayment but are not expected to be settled within one year of the balance sheet date.

各主要附屬公司之資料詳情載於第117頁至第118頁。

Details of the principal subsidiaries are set out on pages 117 to 118.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

18 聯營公司權益

18 Interest in associates

	本集團 The Group		本公司 The Company	
	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
非上市股份，按成本	-	-	30,000	30,000
上市投資，按成本	-	-	12,595	12,595
應佔資產淨值	96,864	85,317	-	-
	96,864	85,317	42,595	42,595
減：減值虧損	-	-	(25,280)	(25,280)
	96,864	85,317	17,315	17,315

(a) 於二零零七年三月三十一日，本公司於上述上市投資普通股之權益市值為140,840,000元（二零零六年：209,248,000元）。

(b) 聯營公司資料概要：

(a) The market value of the Company's interest in the ordinary shares of the above listed investment at 31 March 2007 was \$140,840,000 (2006: \$209,248,000).

(b) Summary information on associates:

	資產 Assets \$'000	負債 Liabilities \$'000	權益 Equity \$'000	收入 Revenue \$'000	溢利/ (虧損) Profit/ (loss) \$'000
<b>二零零七年</b> 100% 本集團之 實際權益	<b>2007</b> 100 percent Group's effective interest	1,099,571 (621,305)	478,266	2,086,474	104,679
		<u>227,319</u> <u>(130,455)</u>	<u>96,864</u>	<u>429,568</u>	<u>21,252</u>
<b>二零零六年</b> 100% 本集團之 實際權益	<b>2006</b> 100 percent Group's effective interest	1,050,828 (629,523)	421,305	1,977,652	87,007
		<u>217,348</u> <u>(132,031)</u>	<u>85,317</u>	<u>407,476</u>	<u>21,540</u>

各主要聯營公司之資料詳情載於第119頁至第120頁。

Details of the principal associates are set out on pages 119 to 120.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

19 其他財務資產

19 Other financial assets

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
<b>持有至到期債務證券</b>	<b>Held-to-maturity debt securities</b>				
在香港境外上市	Listed outside Hong Kong	-	7,528	-	7,528
未上市	Unlisted	1,140	1,704	-	-
		<b>1,140</b>	9,232	-	7,528
<b>其他股本證券</b>	<b>Other equity securities</b>				
未上市投資證券	Unlisted investment security	6,900	6,900	-	-
減：減值	Less: impairment	(6,900)	(6,900)	-	-
		-	-	-	-
聯營公司貸款及應計 利息(附註第33(e)項)	Loans to associates and accrued interest (note 33(e))	41,753	41,471	41,753	41,471
減：減值	Less: impairment	-	-	(7,799)	(6,800)
		<b>41,753</b>	41,471	<b>33,954</b>	34,671
		<b>42,893</b>	50,703	<b>33,954</b>	42,199

(a) 借予聯營公司之貸款為無抵押、以年息率6厘計息及須於墊款日期起計10年後償還，於二零一一年十一月九日償還33,954,000元(二零零六年：33,725,000元)，並於二零一二年六月二十四日償還7,799,000元(二零零六年：7,746,000元)。聯營公司應付利息約422,000元(二零零六年：421,000元)已於截至二零零七年三月三十一日止年度獲豁免(參閱附註第33(d)項)。

聯營公司貸款於結算日之公允價值為35,181,000元(二零零六年：34,592,000元)。公允價值乃以未來現金流量之現值按同類金融工具之現行市場利率貼現後估算。

(a) The loans to associates are unsecured, interest bearing at 6% per annum and repayable after ten years from the date of advance with \$33,954,000 (2006: \$33,725,000) due to be repaid on 9 November 2011 and \$7,799,000 (2006: \$7,746,000) due to be repaid on 24 June 2012. Interest payable by an associate of approximately \$422,000 (2006: \$421,000) was waived for the year ended 31 March 2007 (see note 33(d)).

The fair value of the loans to associates at the balance sheet date is \$35,181,000 (2006: \$34,592,000). The fair value is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

19 其他財務資產 (續)

(b) 其他股本證券為本集團於中國境內公司之投資。

(c)

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
於結算日起計一年內到期	Maturing within one year of the balance sheet date	-	7,528	-	7,528
於結算日起計一年後到期	Maturing after more than one year of the balance sheet date	42,893	43,175	33,954	34,671
		<u>42,893</u>	<u>50,703</u>	<u>33,954</u>	<u>42,199</u>

19 Other financial assets (continued)

(b) Other equity securities represents the Group's investment in a corporation in the PRC.

(c)

(d)

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
上市證券市值	Market value of listed securities	-	7,694	-	7,694

(d)

20 作買賣用途之證券

20 Trading securities

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
作買賣用途之證券 (按市值)	Trading securities (at market value)				
股本證券	Equity securities				
— 於香港上市	— listed in Hong Kong	3,977	5,125	3,977	5,125
投資基金	Investment fund				
— 於香港以外地區上市	— listed outside Hong Kong	-	2,425	-	-
		<u>3,977</u>	<u>7,550</u>	<u>3,977</u>	<u>5,125</u>

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

21 存貨

(a) 資產負債表內之存貨包括：

		本集團 The Group	
		2007 \$'000	2006 \$'000
原材料	Raw materials	24,167	21,812
在製品	Work in progress	7,345	16,770
製成品	Finished goods	149,353	138,082
		<b>180,865</b>	<b>176,664</b>

21 Inventories

(a) Inventories in the balance sheet comprise:

(b) 確認為開支的存貨數額分析如下：

(b) The analysis of the amount of inventories recognised as an expense is as follows:

		本集團 The Group	
		2007 \$'000	2006 \$'000
已售存貨之賬面值	Carrying amount of inventories sold	391,979	381,339
(撇減撥回)／存貨撇減	(Reversal of write-down)/write-down of inventories	(1,152)	12,626
		<b>390,827</b>	<b>393,965</b>

22 應收賬款及其他應收款

22 Trade and other receivables

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
應收賬款、應收票據、 按金及預付款	Debtors, bills receivable, deposits and prepayments	137,101	132,415	907	1,025
應收關連公司款項 (附註第 33(e)項)	Amounts due from related companies (note 33(e))	878	1,997	355	52
會所會籍	Club memberships	860	860	750	750
		<b>138,839</b>	<b>135,272</b>	<b>2,012</b>	<b>1,827</b>

除數額為860,000元(二零零六年：  
860,000元)之會所會籍外，所有應收  
賬款及其他應收款預期可於一年內收  
回。

All of the trade and other receivables, apart from club  
memberships of \$860,000 (2006: \$860,000), are expected  
to be recovered within one year.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

22 應收賬款及其他應收款 (續)

應收賬款及其他應收款包括應收賬款及應收票據(已扣除呆壞賬減值虧損)，其截至結算日之賬齡分析如下：

		本集團 The Group	
		2007 \$'000	2006 \$'000
未逾期	Current	72,085	66,777
逾期一至三個月	1 to 3 months	5,547	6,304
逾期超過三個月 但少於十二個月	More than 3 months but less than 12 months	2,070	1,360
		<b>79,702</b>	<b>74,441</b>

本集團之信貸政策載於附註第30(a)項。

22 Trade and other receivables (continued)

Included in trade and other receivables are trade debtors and bills receivable (net of impairment losses for bad and doubtful debts) with the following ageing analysis as of the balance sheet date:

The Group's credit policy is set out in note 30(a).

應收賬款及其他應收款包括下列以相關實體之功能貨幣以外之貨幣計值之金額：

Included in trade and other receivables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

		本集團 The Group	
		2007 USD '000	2006 USD '000
美元	United States Dollars	<b>1,372</b>	<b>2,159</b>

23 現金及現金等價物

銀行及其他財務  
機構之存款  
現金存款及現金  
資產負債表所示之  
現金及現金等價物  
銀行透支(附註第25項)  
綜合現金流量表所示之  
現金及現金等價物

Deposits with banks and  
other financial institutions  
Cash at bank and in hand  
Cash and cash equivalents in  
the balance sheet  
Bank overdraft (note 25)  
Cash and cash equivalents in the  
consolidated cash flow statement

23 Cash and cash equivalents

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
		86,166	87,718	79,852	86,187
		107,616	64,832	3,541	2,311
		<b>193,782</b>	152,550	<b>83,393</b>	<b>88,498</b>
		(3,391)	–		
		<b>190,391</b>	<b>152,550</b>		



財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

23 現金及現金等價物 (續)

資產負債表所示之現金及現金等價物包括下列以相關實體之功能貨幣以外之貨幣計值之金額：

		本集團 The Group		本公司 The Company	
		2007 '000	2006 '000	2007 '000	2006 '000
美元	United States Dollars	<b>USD 5,697</b>	USD 3,465	<b>USD 5,284</b>	USD 2,984
英鎊	Pounds Sterling	<b>GBP 2</b>	GBP 440	<b>GBP 2</b>	GBP 438
人民幣	Renminbi	<b>RMB 3,743</b>	RMB 14	<b>RMB -</b>	RMB -

23 Cash and cash equivalents (continued)

Included in cash and cash equivalents in the balance sheet are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

24 應付賬款及其他應付款

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
應付票據	Bills payable	<b>7,345</b>	1,471	<b>7,345</b>	1,471
應付賬款及應計費用	Creditors and accrued charges	<b>163,185</b>	160,396	<b>4,238</b>	4,165
應付關連公司款項 (附註第 33(e)項)	Amounts due to related companies (note 33(e))	<b>8,885</b>	6,733	<b>-</b>	-
		<b>179,415</b>	168,600	<b>11,583</b>	5,636

24 Trade and other payables

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
應付票據	Bills payable	<b>7,345</b>	1,471	<b>7,345</b>	1,471
應付賬款及應計費用	Creditors and accrued charges	<b>163,185</b>	160,396	<b>4,238</b>	4,165
應付關連公司款項 (附註第 33(e)項)	Amounts due to related companies (note 33(e))	<b>8,885</b>	6,733	<b>-</b>	-
		<b>179,415</b>	168,600	<b>11,583</b>	5,636

所有應付賬款及其他應付款預期將於一年內償還。

All of the trade and other payables are expected to be settled within one year.

應付賬款及其他應付款包括應付賬款及應付票據，其截至結算日之賬齡分析如下：

Included in trade and other payables are trade creditors and bills payable with the following ageing analysis as of the balance sheet date:

		本集團 The Group		本公司 The Company	
		2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
一個月內或接獲通知時到期	Due within 1 month or on demand	<b>32,992</b>	30,112	<b>7,345</b>	1,471
一個月後但三個月內到期	Due after 1 month but within 3 months	<b>31,323</b>	25,029	<b>-</b>	-
三個月後但六個月內到期	Due after 3 months but within 6 months	<b>2</b>	319	<b>-</b>	-
		<b>64,317</b>	55,460	<b>7,345</b>	1,471

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 24 應付賬款及其他應付款 (續)

應付賬款及其他應付款包括下列以相關實體之功能貨幣以外之貨幣計值之金額：

		本集團 The Group		本公司 The Company	
		2007 '000	2006 '000	2007 '000	2006 '000
歐元	Euros	EUR 953	EUR 1,070	EUR 681	EUR 115
英鎊	Pounds Sterling	GBP 87	GBP 169	GBP -	GBP -
日圓	Japanese Yen	JPY 8,847	JPY 12,690	JPY -	JPY 5,789
美元	United States Dollars	USD 1,040	USD -	USD 37	USD -

### 24 Trade and other payables (continued)

Included in trade and other payables are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

### 25 銀行貸款及透支

於二零零七年三月三十一日，銀行貸款及透支之還款期如下：

### 25 Bank loans and overdrafts

At 31 March 2007, the bank loans and overdrafts were repayable as follows:

		本集團 The Group	
		2007 \$'000	2006 \$'000
一年內或接獲通知	Within 1 year or on demand	56,499	30,557
一年後但兩年內	After 1 year but within 2 years	12,749	15,509
兩年後但五年內	After 2 years but within 5 years	36,289	45,396
		49,038	60,905
		105,537	91,462

於二零零七年三月三十一日，銀行貸款及透支之抵押情況如下：

At 31 March 2007, the bank loans and overdrafts were secured as follows:

		本集團 The Group	
		2007 \$'000	2006 \$'000
無抵押銀行透支 (附註第 23 項)	Unsecured bank overdraft (note 23)	3,391	-
銀行貸款	Bank loans		
— 有抵押	— secured	52,736	67,124
— 無抵押	— unsecured	49,410	24,338
		105,537	91,462

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 25 銀行貸款及透支 (續)

銀行貸款及透支包括下列以相關實體之功能貨幣以外之貨幣計值之金額：

美元 United States Dollars

於二零零七年三月三十一日，一間附屬公司為數52,736,000元(二零零六年：67,124,000元)之銀行貸款以其附屬公司之應收賬款以及於二零零七年三月三十一日及截至該日止年度分別為數25,944,000元(二零零六年：30,963,000元)及60,698,000元(二零零六年：60,146,000元)之專利權費收益作為抵押。該項銀行貸款之利率為倫敦同業拆息加1.35%。

如財務機構借貸安排通常所載，本集團所有銀行信貸均須達到有關本集團若干資產負債比率之契諾。倘本集團違反有關契諾，則提取之貸款將按要求支付。本集團會定期監控其遵守上述契諾之情況。有關本集團管理流動資金風險之進一步詳情，載於附註第30(b)項。於二零零七年三月三十一日，本集團並無違反與提取信貸有關之契諾(二零零六年：無)。

### 26 僱員退休福利

本集團乃按照香港《強制性公積金計劃條例》之規定，為根據香港《僱傭條例》聘用之僱員設立強制性公積金計劃(「強積金計劃」)。強積金計劃乃一項界定供款退休計劃，由獨立受託人負責管理。根據強積金計劃，僱主及僱員各須按僱員有關收入之5%向該計劃作出供款，每月有關收入之上限為20,000元。向該計劃作出之供款乃即時歸屬。

### 25 Bank loans and overdrafts (continued)

Included in bank loans and overdrafts are the following amounts denominated in a currency other than the functional currency of the entity to which they relate:

本集團 The Group	
2007 '000	2006 '000
<u>USD 6,750</u>	<u>USD 8,650</u>

As at 31 March 2007, the bank loan of a subsidiary amounting to \$52,736,000 (2006: \$67,124,000) was secured over trade receivables of its subsidiary and royalty income amounting to \$25,944,000 at 31 March 2007 (2006: \$30,963,000) and \$60,698,000 (2006: \$60,146,000) for the year then ended, respectively. The bank loan bears interest at LIBOR plus 1.35%.

All of the Group's banking facilities are subject to the fulfillment of covenants relating to certain of the Group's balance sheet ratios, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. Further details of the Group's management of liquidity risk are set out in note 30(b). As at 31 March 2007 none of the covenants relating to drawn down facilities had been breached (2006: \$Nil).

### 26 Employee retirement benefits

The Group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of \$20,000. Contributions to the scheme vest immediately.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 26 僱員退休福利 (續)

在中國及法國境內註冊成立之附屬公司參加當地有關當局分別為中國及法國僱員組織之界定供款退休計劃。該等供款於支付時自損益表扣除。

一間在台灣成立之附屬公司根據當地《勞動基準法》參與一項界定福利退休計劃。向該計劃作出之供款按已支付工資及薪金之2%計算。該計劃對本集團並不構成重大之影響，故沒有按香港會計師公會頒佈之《香港會計準則》第19號僱員福利披露。

### 27 股權結算交易

本公司於二零零四年九月二十三日採納購股權計劃，據此，本公司董事獲授權可酌情決定邀請本集團之僱員(包括本集團任何公司之董事)以零代價接納購股權以認購本公司之股份。該等購股權於授出日期後30天歸屬，於其後十年內可予行使。每份購股權使其持有人有權認購本公司一股普通股。

(a) 以下是在各年度授予購股權之條款及條件，所有購股權將透過實質交付股份結算：

### 26 Employee retirement benefits (continued)

Subsidiaries incorporated in the PRC and France participate in the defined contribution retirement schemes operated by the local authorities for employees in the PRC and France, respectively. Contributions to these schemes are charged to the profit and loss account when incurred.

A subsidiary established in Taiwan participates in a defined benefit retirement plan established in accordance with the local Labour Standards Law. Contributions to the plan are based upon 2% of wages and salaries paid. The scheme is not material to the Group and, therefore, the disclosures required by HKAS 19 *Employee benefits* issued by the HKICPA have not been presented.

### 27 Equity settled share-based transactions

The Company has a share option scheme which was adopted on 23 September 2004 whereby the Directors of the Company are authorised, at their discretion, to invite employees of the Group, including directors of any company in the Group, to take up options at nil consideration to subscribe for shares in the Company. The options vest after 30 days from the date of grant and are then exercisable within a period of ten years. Each option gives the holder the right to subscribe for one ordinary share in the Company.

(a) *The terms and conditions of the grants that existed during the years are as follows, whereby all options are settled by physical delivery of shares:*

		購股權數目 Number of instruments	歸屬條件 Vesting conditions	購股權 合約期限 Contractual life of options
授予董事之購股權： —於二零零五年一月十七日	Options granted to Directors: — on 17 January 2005	7,850,000	授出日期起30日 30 days from the date of grant	十年 10 years
授予僱員之購股權： —於二零零五年一月十七日	Options granted to employees: — on 17 January 2005	4,274,000	授出日期起30日 30 days from the date of grant	十年 10 years
購股權總額	Total share options	12,124,000		

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

27 股權結算交易 (續)

(b) 購股權數目及加權平均行使價如下：

		2007	2006
		加權平均 行使價 Weighted average exercise price \$	購股權數目 Number of options '000
期初未行使之購股權	Outstanding at the beginning of the period	12.1	12,027
期間已行使之購股權	Exercised during the period	-	-
期間已失效之購股權	Lapsed during the period	-	(44)
期末未行使之購股權	Outstanding at the end of the period	12.1	11,983
期末可行使之購股權	Exercisable at the end of the period	12.1	11,983

本年度已行使購股權於行使日之加權平均股價為零元(二零零六年：14.05元)。

於二零零七年三月三十一日未行使購股權之行使價為12.1元(二零零六年：12.1元)，加權平均剩餘合約年限為8年(二零零六年：9年)。

27 Equity settled share-based transactions  
(continued)

(b) The number and weighted average exercise prices of options are as follows:

		2007	2006
		加權平均 行使價 Weighted average exercise price \$	購股權數目 Number of options '000
期初未行使之購股權	Outstanding at the beginning of the period	12.1	12,124
期間已行使之購股權	Exercised during the period	12.1	(25)
期間已失效之購股權	Lapsed during the period	-	(72)
期末未行使之購股權	Outstanding at the end of the period	12.1	12,027
期末可行使之購股權	Exercisable at the end of the period	12.1	12,027

The weighted average share price at the date of exercise for options exercised during the year was \$Nil (2006: \$14.05).

The options outstanding at 31 March 2007 had an exercise price of \$12.1 (2006: \$12.1) and a weighted average remaining contractual life of 8 years (2006: 9 years).

28 資產負債表之所得稅

(a) 資產負債表所示之本期所得稅為：

		本集團 The Group	本公司 The Company
		2007 \$'000	2006 \$'000
本年度香港利得稅準備	Provision for Hong Kong Profits Tax for the year	12,608	17,259
已付暫繳利得稅	Provisional Profits Tax paid	(11,752)	(15,248)
		856	2,011
以往年度利得稅準備／(可收回)結餘	Balance of Profits Tax provision/(recoverable) relating to prior years	181	(587)
海外稅項準備	Provision for overseas tax	9,556	12,013
應付／(可收回)本期稅項	Current tax payable/(recoverable)	10,593	13,437

28 Income tax in the balance sheet

(a) Current taxation in the balance sheets represents:

		本集團 The Group	本公司 The Company
		2007 \$'000	2006 \$'000
本年度香港利得稅準備	Provision for Hong Kong Profits Tax for the year	12,608	17,259
已付暫繳利得稅	Provisional Profits Tax paid	(11,752)	(15,248)
		856	2,011
以往年度利得稅準備／(可收回)結餘	Balance of Profits Tax provision/(recoverable) relating to prior years	181	(587)
海外稅項準備	Provision for overseas tax	9,556	12,013
應付／(可收回)本期稅項	Current tax payable/(recoverable)	10,593	13,437

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

28 資產負債表之所得稅 (續)

28 Income tax in the balance sheet

(continued)

(b) 已確認遞延稅項資產和負債：

(b) Deferred tax assets and liabilities recognised:

(i) 本集團

(i) The Group

已於綜合資產負債表確認之  
遞延稅項(資產)／負債部份  
及本年度變動如下：

The components of deferred tax (assets)/liabilities  
recognised in the consolidated balance sheet and  
the movements during the year are as follows:

		超出相關折舊 之折舊免稅額 Depreciation allowances in excess of the related depreciation \$'000	重估物業 Revaluation of properties \$'000	一般準備 General provisions \$'000	稅項虧損之 日後利益 Future benefit of tax losses \$'000	總額 Total \$'000
遞延稅項來自：	Deferred tax arising from:					
於二零零五年四月一日	At 1 April 2005	(4,062)	10,520	(15,401)	(28,681)	(37,624)
匯兌調整	Exchange adjustments	12	-	191	1,578	1,781
在損益表列支／ (計入)	Charged/(credited) to the profit and loss account	228	3,062	(7,069)	2,042	(1,737)
於二零零六年三月三十一日	At 31 March 2006	<u>(3,822)</u>	<u>13,582</u>	<u>(22,279)</u>	<u>(25,061)</u>	<u>(37,580)</u>
於二零零六年四月一日	At 1 April 2006	(3,822)	13,582	(22,279)	(25,061)	(37,580)
匯兌調整	Exchange adjustments	(13)	-	(52)	(2,514)	(2,579)
在損益表列支／ (計入)	Charged/(credited) to the profit and loss account	1,535	875	5,121	(10,587)	(3,056)
於二零零七年三月三十一日	At 31 March 2007	<u>(2,300)</u>	<u>14,457</u>	<u>(17,210)</u>	<u>(38,162)</u>	<u>(43,215)</u>

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

28 資產負債表之所得稅 (續)

(b) 已確認遞延稅項資產和負債：  
(續)

(ii) 本公司

已於資產負債表確認之遞延稅項(資產)／負債部份及本年度變動如下：

遞延稅項來自：	Deferred tax arising from:
於二零零五年四月一日	At 1 April 2005
在損益表計入	Credited to the profit and loss account
於二零零六年三月三十一日	At 31 March 2006
於二零零六年四月一日	At 1 April 2006
在損益表列支	Charged to the profit and loss account
於二零零七年三月三十一日	At 31 March 2007

28 Income tax in the balance sheet

(continued)

(b) Deferred tax assets and liabilities recognised:  
(continued)

(ii) The Company

The components of deferred tax (assets)/liabilities recognised in the balance sheet and the movements during the year are as follows:

	超出相關折舊之折舊免稅額 Depreciation allowances in excess of the related depreciation \$'000	一般準備 General provisions \$'000	總額 Total \$'000
於二零零五年四月一日	(18)	(310)	(328)
在損益表計入	(8)	—	(8)
於二零零六年三月三十一日	(26)	(310)	(336)
於二零零六年四月一日	(26)	(310)	(336)
在損益表列支	91	310	401
於二零零七年三月三十一日	65	—	65

	本集團 The Group		本公司 The Company	
	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
在資產負債表內確認之遞延稅項資產淨值 Net deferred tax assets recognised in the balance sheet	(57,204)	(50,047)	—	(336)
在資產負債表內確認之遞延稅項負債淨值 Net deferred tax liabilities recognised in the balance sheet	13,989	12,467	65	—
	(43,215)	(37,580)	65	(336)

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 28 資產負債表之所得稅 (續)

#### (c) 未確認之遞延稅項負債

於二零零七年三月三十一日，附屬公司未派發溢利之暫時性差額為55,275,000元（二零零六年：56,914,000元）。鑑於本公司控制該等附屬公司之股息政策，而該等附屬公司亦已決定在可見將來極可能不派發溢利，導致並未確認可能因分派該等保留溢利所產生稅項而涉及之遞延稅項負債8,292,000元（二零零六年：9,108,000元）。

### 28 Income tax in the balance sheet

(continued)

#### (c) Deferred tax liabilities not recognised

At 31 March 2007 temporary differences relating to the undistributed profits of subsidiaries amounted to \$55,275,000 (2006: \$56,914,000). Deferred tax liabilities of \$8,292,000 (2006: \$9,108,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of these subsidiaries and it has been determined that it is probable that profits will not be distributed in the foreseeable future.

### 29 股本及儲備

#### (a) 本集團

### 29 Capital and reserves

#### (a) The Group

附註	股本	股份溢價	股本贖回儲備	股本儲備	聯營公司之購股權儲備	外匯儲備	保留溢利	總額	少數股東權益	權益總額
Note	Share capital	Share premium	Capital redemption reserve	Capital reserve	Associate's share option reserve	Exchange reserve	Retained profits	Total	Minority interests	Total equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
於二零零五年四月一日	77,368	133,045	4,181	23,278	-	14,321	338,464	590,657	16,416	607,073
因行使購股權而發行股份	13	338	-	(48)	-	-	-	303	-	303
購股權失效	-	-	-	(138)	-	-	138	-	-	-
過往年度已批准股息	-	-	-	-	-	-	(46,429)	(46,429)	-	(46,429)
股份回購	(39)	-	-	-	-	-	-	(39)	-	(39)
— 已付賬面值	-	-	-	-	-	-	(770)	(770)	-	(770)
— 已付溢價	-	-	39	-	-	-	(39)	-	-	-
— 儲備間轉撥	-	-	-	-	-	-	-	-	-	-
折算海外附屬公司財務報表所產生之匯兌差額	-	-	-	-	-	(4,869)	-	(4,869)	(569)	(5,438)
應佔聯營公司之外匯儲備	-	-	-	-	-	469	-	469	-	469
應佔聯營公司之購股權儲備	-	-	-	-	703	-	-	703	-	703
本年度溢利	-	-	-	-	-	-	161,913	161,913	3,536	165,449
本年度已宣派股息	-	-	-	-	-	-	(20,109)	(20,109)	-	(20,109)
已付少數股東權益之股息	-	-	-	-	-	-	-	-	(1,407)	(1,407)
出售附屬公司權益時少數股東權益撥回	-	-	-	-	-	-	-	-	845	845
於二零零六年三月三十一日	77,342	133,383	4,220	23,092	703	9,921	433,168	681,829	18,821	700,650



財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

29 股本及儲備 (續)

(a) 本集團 (續)

29 Capital and reserves (continued)

(a) The Group (continued)

附註	股本	股份溢價	股本贖回 儲備	股本儲備	聯營公司之 購股權儲備	外匯儲備	保留溢利	總額	少數股東 權益	權益總額	
Note	Share capital \$'000	Share premium \$'000	Capital redemption reserve \$'000	Capital reserve \$'000	Associate's share option reserve \$'000	Exchange reserve \$'000	Retained profits \$'000	Total \$'000	Minority interests \$'000	Total equity \$'000	
於二零零六年四月一日	At 1 April 2006										
購股權失效	Lapse of share options			23,092	703	9,921	433,168	681,829	18,821	700,650	
過往年度已批准股息	Dividend approved in respect of the previous year			(85)			85				
股份回購	Purchase of own shares										
— 已付賬面值	— par value paid	(426)						(426)		(426)	
— 已付溢價	— premium paid						(5,022)	(5,022)		(5,022)	
— 儲備間轉撥	— transfer between reserves		426				(426)				
折算海外附屬公司 財務報表所產生之 匯兌差額	Exchange differences on translation of the financial statements of foreign subsidiaries					2,321		2,321	(185)	2,136	
應佔聯營公司之外匯儲備	Share of exchange reserve of associates					355		355		355	
本年度溢利	Profit for the year						118,121	118,121	1,923	120,044	
本年度已宣派股息	Dividends declared in respect of the current year						(19,998)	(19,998)		(19,998)	
已付少數股東權益之股息	Dividends paid to minority interests								(986)	(986)	
於二零零七年三月三十一日	At 31 March 2007	76,916	133,383	4,646	23,007	703	12,597	476,429	727,681	19,573	747,254

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 29 股本及儲備 (續)

#### (b) 本公司

### 29 Capital and reserves (continued)

#### (b) The Company

	附註	股本	股份溢價	股本 贖回儲備	股本儲備	保留溢利	總額
	Note	Share capital \$'000	Share premium \$'000	Capital redemption reserve \$'000	Capital reserve \$'000	Retained profits \$'000	Total \$'000
於二零零五年四月一日		77,368	133,045	4,181	23,278	213,251	451,123
因行使購股權而發行股份							
	27	13	338	-	(48)	-	303
購股權失效							
	27	-	-	-	(138)	138	-
股份回購							
—已付賬面值		(39)	-	-	-	-	(39)
—已付溢價		-	-	-	-	(770)	(770)
—儲備間轉撥		-	-	39	-	(39)	-
過往年度已批准股息							
	11(b)	-	-	-	-	(46,429)	(46,429)
本年度溢利							
	10	-	-	-	-	175,380	175,380
本年度已宣派股息							
	11(a)	-	-	-	-	(20,109)	(20,109)
於二零零六年三月三十一日		<u>77,342</u>	<u>133,383</u>	<u>4,220</u>	<u>23,092</u>	<u>321,422</u>	<u>559,459</u>
於二零零六年四月一日		77,342	133,383	4,220	23,092	321,422	559,459
購股權失效							
	27	-	-	-	(85)	85	-
股份回購							
—已付賬面值		(426)	-	-	-	-	(426)
—已付溢價		-	-	-	-	(5,022)	(5,022)
—儲備間轉撥		-	-	426	-	(426)	-
過往年度已批准股息							
	11(b)	-	-	-	-	(49,499)	(49,499)
本年度溢利							
	10	-	-	-	-	148,314	148,314
本年度已宣派股息							
	11(a)	-	-	-	-	(19,998)	(19,998)
於二零零七年三月三十一日		<u>76,916</u>	<u>133,383</u>	<u>4,646</u>	<u>23,007</u>	<u>394,876</u>	<u>632,828</u>

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

29 股本及儲備 (續)

(c) 股本

(i) 法定及已發行股本

法定股本：	<b>Authorised:</b>
每股面值 0.50 元普通股	Ordinary shares of \$0.50 each
普通股、已發行及 繳足股本：	<b>Ordinary shares, issued and fully paid:</b>
於四月一日	At 1 April
股份回購(ii)	Purchase of own shares (ii)
因行使購股權 而發行股份(iii)	Shares issued upon exercise of share options (iii)
於三月三十一日	At 31 March

普通股持有人有權收取不時宣派之股息，且每持有一股擁有一票在本公司會議上之投票權。所有普通股均與本公司剩餘資產享有同等權益。

(ii) 股份回購

截至二零零七年三月三十一日止年度，本公司在香港聯合交易所有限公司購回其普通股，詳情如下：

年/月	Month/year	回購股份 數目 Number of shares repurchased	每股支付之 最高價格 Highest price paid per share \$	每股支付之 最低價格 Lowest price paid per share \$	支付之 總價格 Aggregate price paid \$'000
二零零六年十一月	November 2006	853,000	6.50	6.19	5,448

29 Capital and reserves (continued)

(c) Share capital

(i) Authorised and issued share capital

2007		2006	
股數 No. of shares (‘000)	\$'000	股數 No. of shares (‘000)	\$'000
<b>200,000</b>	<b>100,000</b>	200,000	100,000
<b>154,685</b>	<b>77,342</b>	154,739	77,368
(853)	(426)	(79)	(39)
-	-	25	13
<b>153,832</b>	<b>76,916</b>	154,685	77,342

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

(ii) Purchase of own shares

During the year ended 31 March 2007, the Company repurchased its own ordinary shares on The Stock Exchange of Hong Kong Limited as follows:

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示) / Expressed in Hong Kong dollars unless otherwise indicated

### 29 股本及儲備 (續)

#### (c) 股本 (續)

##### (ii) 股份回購 (續)

回購股份已予註銷，本公司之已發行股本亦已按此等股份之賬面值相應削減。根據香港公司條例第49H條，一項相當於此等註銷股份面值426,000元之金額已從保留溢利轉撥至股本贖回儲備。回購股份所支付之溢價5,022,000元已自保留溢利扣除。

##### (iii) 根據購股權計劃發行之股份

年內，行使購股權認購之本公司普通股為零股(二零零六年：25,000股普通股)，代價為零元(二零零六年：303,000元)，其中零元(二零零六年：13,000元)已計入股本，餘下之零元(二零零六年：290,000元)則計入股份溢價賬。零元(二零零六年：48,000元)已根據附註第1(q)(ii)項所列之政策由股本儲備轉入股份溢價賬。

##### (iv) 於結算日未到期、未行使之購股權之條款

### 29 Capital and reserves (continued)

#### (c) Share capital (continued)

##### (ii) Purchase of own shares (continued)

The repurchased shares were cancelled and accordingly the issued share capital of the Company was reduced by the nominal value of these shares. Pursuant to section 49H of the Hong Kong Companies Ordinance, an amount equivalent to the par value of the shares cancelled of \$426,000 was transferred from retained profits to the capital redemption reserve. The premium paid on the repurchase of the shares of \$5,022,000 was charged to retained profits.

##### (iii) Shares issued under share option scheme

During the year, options were exercised to subscribe for Nil ordinary shares (2006: 25,000 ordinary shares) in the Company at a consideration of \$Nil (2006: \$303,000), of which \$Nil (2006: \$13,000) was credited to share capital and the balance of \$Nil (2006: \$290,000) was credited to the share premium account. \$Nil (2006: \$48,000) has been transferred from the capital reserve to the share premium account in accordance with the policy set out in note 1(q)(ii).

##### (iv) Terms of unexpired and unexercised share options at balance sheet date

	行使價 Exercise price	2007 數目 Number	2006 數目 Number
行使期間 二零零五年二月十六日至 二零一五年二月十五日			
Exercise period 16 February 2005 to 15 February 2015	\$12.1	11,983,000	12,027,000

每項購股權之持有人均有權認購本公司一股普通股。該等購股權之更多詳情載於財務報表附註第27項。

Each option entitles the holder to subscribe for one ordinary share in the Company. Further details of these options are set out in note 27 to the financial statements.

## 29 股本及儲備 (續)

### (d) 儲備之性質及用途

(i) 股份溢價及股本贖回儲備

股份溢價賬及股本贖回儲備須分別根據香港公司條例第48B條及第49H條應用。

(ii) 股本儲備

股本儲備包括根據附註第1(q)(ii)項所載就股權付款採納之會計政策確認之實際或估計已授予本公司僱員但尚未行使之購股權數目之公允價值。

(iii) 外匯儲備

外匯儲備包括折算海外業務財務報表所產生之所有匯兌差額。該儲備根據附註第1(u)項所載之會計政策處理。

(iv) 聯營公司之購股權儲備

指本集團應佔聯營公司於授予購股權時產生之購股權儲備。

### (e) 可供分派儲備

於二零零七年三月三十一日，本公司可供分派予權益股東之儲備總額為394,876,000元(二零零六年：321,422,000元)。於結算日後，董事建議派發末期股息普通股每股32仙(二零零六年：普通股每股32仙)，達49,226,000元(二零零六年：49,499,000元)。該股息於結算日尚未確認為負債。

## 29 Capital and reserves (continued)

### (d) Nature and purpose of reserves

(i) Share premium and capital redemption reserve

The application of the share premium account and the capital redemption reserve is governed by Sections 48B and 49H respectively of the Hong Kong Companies Ordinance.

(ii) Capital reserve

The capital reserve comprises the fair value of the actual or estimated number of unexercised share options granted to employees of the Company recognised in accordance with the accounting policy adopted for share based payments in note 1(q)(ii).

(iii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 1(u).

(iv) Associate's share option reserve

Represents the Group's share of an associate's share option reserve, which arose on the granting of share options.

### (e) Distributability of reserves

At 31 March 2007, the aggregate amount of reserves available for distribution to equity shareholders of the company was \$394,876,000 (2006: \$321,422,000). After the balance sheet date the directors proposed a final dividend of 32 cents per ordinary shares (2006: 32 cents per ordinary share), amounting to \$49,226,000 (2006: \$49,499,000). This dividend has not been recognised as a liability at the balance sheet date.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 30 財務工具

本集團會在正常業務過程中出現信貸、流動資金、利率和外幣風險。本集團是透過下述財務管理政策及慣常做法，對這些風險加以限制。

#### (a) 信貸風險

本集團之信貸風險主要來自應收賬款及其他應收款、債券投資及存於銀行及其他財務機構之存款。管理層已實施信貸政策，並且不斷監察所承受信貸風險之程度。

就應收賬款及其他應收款而言，本集團對要求超過一定金額信貸之所有客戶及所有新客戶均會進行信貸評估。該等應收款乃於付款日期後30至90日內到期。

就銀行存款而言，將款項存入已達到若干信貸評級標準之銀行時，本集團所作存款之到期日為三個月內。

本集團所承受之信貸風險上限為資產負債表中每項財務資產之賬面值。除本集團所作出之財務擔保(如附註第32項所述)外，本集團並無作出可引致本集團或本公司承擔信貸風險之其他擔保。本集團於結算日就該等財務擔保所承受之信貸風險上限於附註第32項披露。

#### (b) 流動資金風險

本集團內個別營運實體須自行負責現金管理，包括將現金盈餘作短期投資及籌集貸款以應付預期之現金需求(惟借貸額超過若干預先釐定之授權水平時須獲得本公司董事會批准)。本集團之政策為定期監察目前及預期之流動資金需求及其遵守放款契諾之情況，以確保其維持足夠現金儲備及可易於變現之上市證券及來自主要財務機構之承諾資金額度，以應付其長短期之流動資金需求。

### 30 Financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. These risks are limited by the Group's financial management policies and practices described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, debt investments and deposits with banks and other financial institutions. Management has a credit policy in place and exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount and for all new customers. These receivables are due between 30 days to 90 days from the date of billing.

In respect of deposits with banks, the Group only places deposits which are less than three months to maturity when placed with banks which meet certain credit rating criteria.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet. Except for the financial guarantees given by the Group as set out in note 32, the Group does not provide any other guarantees which would expose the Group or the Company to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the balance sheet date is disclosed in note 32.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

30 財務工具 (續)

(c) 利率風險

就獲得收入之財務資產及帶息財務負債而言，下表列示其於結算日及利率重定期間或到期日(若較早)之實際利率。

本集團

		實際利率 % Effective interest rate %		總額		一年或以下		一至兩年		二至五年		五年以上	
		2007	2006	Total		One year or less		1 - 2 years		2 - 5 years		More than 5 years	
		\$'000	\$'000	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
於到期前重定利率之資產 / (負債) 之重定日期	Repricing dates for assets/(liabilities) which reprice before maturity												
現金及現金等價物	Cash and cash equivalents	2.50%	0.31%	193,782	152,550	193,782	152,550	-	-	-	-	-	-
銀行貸款及透支	Bank loans and overdrafts	6.13%	5.98%	(96,567)	(86,454)	(54,769)	(25,549)	(10,938)	(15,509)	(30,860)	(45,396)	-	-
				97,215	66,096	139,013	127,001	(10,938)	(15,509)	(30,860)	(45,396)	-	-
非於到期前重定利率之資產 / (負債) 之到期日	Maturity dates for assets/(liabilities) which do not reprice before maturity												
聯營公司之貸款及應計利息	Loan to associates and accrued interest	6.00%	6.00%	41,753	41,471	-	-	-	-	-	-	41,753	41,471
持有至到期債務證券	Held-to-maturity debt securities	3.80%	3.94%	1,140	9,232	1,140	9,232	-	-	-	-	-	-
銀行貸款及透支	Bank loans and overdrafts	4.60%	4.77%	(8,970)	(5,008)	(1,730)	(5,008)	(1,811)	-	(5,429)	-	-	-
				33,923	45,695	(590)	4,224	(1,811)	-	(5,429)	-	41,753	41,471

30 Financial instruments (continued)

(c) Interest rate risk

In respect of income-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at the balance sheet date and the periods in which they reprice or the maturity dates, if earlier.

The Group

財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

30 財務工具 (續)

(c) 利率風險 (續)

本集團

		實際利率 % Effective interest rate %		總額 Total		一年或以下 One year or less		一至兩年 1 - 2 years		五年以上 More than 5 years	
		2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
				\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
於到期前重定利率之資產／(負債)之重定日期	Repricing dates for assets/(liabilities) which reprice before maturity										
現金及現金等價物	Cash and cash equivalents	4.35%	4.02%	83,393	88,498	83,393	88,498	-	-	-	-
非於到期前重定利率之資產／(負債)之到期日	Maturity dates for assets/(liabilities) which do not reprice before maturity										
聯營公司之貸款及應計利息	Loans to associates and accrued interest	6.00%	6.00%	41,753	41,471	-	-	-	-	41,753	41,471
持有至到期債務證券	Held-to-maturity debt securities	N/A	3.97%	-	7,528	-	7,528	-	-	-	-
				41,753	48,999	-	7,528	-	-	41,753	41,471

30 Financial instruments (continued)

(c) Interest rate risk (continued)

The Company

(d) 外幣風險

本集團涉及之外幣風險主要來自有關業務所涉及功能貨幣以外之外幣計值之買賣交易。引致此項風險之貨幣主要為歐元、美元(「美元」)、日圓及英鎊。

鑒於港幣與美元掛鈎，管理層預期美元兌港幣匯率並不會有重大波動，認為美元貨幣風險甚微。然而，管理層認為，本集團面臨其他貨幣匯率變動之風險。

本集團之借貸均以借取貸款之實體之功能貨幣計值，或倘功能貨幣為港幣之本集團公司，則以港幣或美元計值。因此，管理層並不預期本集團之借貸會附帶任何重大之外幣風險。

(d) Foreign currency risk

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily Euros, United States dollars ("USD"), Japanese Yen and Pounds Sterling.

Given that the USD is pegged to HKD, management does not expect any significant movements in the USD/HKD exchange rate and considers the exposure to foreign currency risk in relation to the USD to be low. However, management acknowledges that it is exposed to fluctuations in the exchange rate for the other currencies.

All the Group's borrowings are denominated in the functional currency of the entity taking out the loan or, in the case of Group entities whose functional currency is HKD, in either HKD or USD. Given this, management does not expect that there will be any significant currency risk associated with the Group's borrowings.



財務報表附註  
Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

31 承擔

- (a) 於二零零七年三月三十一日未償付而又未在財務報表內提撥準備之資本承擔如下：

	本集團 The Group		本公司 The Company	
	2007 \$'000	2006 \$'000	2007 \$'000	2006 \$'000
已訂約 Contracted for	-	16,771	-	-

31 Commitments

- (a) Capital commitments outstanding at 31 March 2007 not provided for in the financial statement were as follows:

- (b) 於二零零七年三月三十一日，根據不可解除之經營租賃在日後應付之最低租賃付款額總數如下：

- (b) At 31 March 2007, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	2007		2006	
	物業 Properties \$'000	其他 Other \$'000	物業 Properties \$'000	其他 Other \$'000
<b>本集團</b> The Group				
一年內 Within 1 year	98,915	138	108,113	141
一年後但五年內 After 1 year but within 5 years	73,827	-	110,400	2,854
五年後 After 5 years	29,296	-	29,468	-
	<u>202,038</u>	<u>138</u>	<u>247,981</u>	<u>2,995</u>

	2007 物業 Properties \$'000	2006
		物業 Properties \$'000
<b>本公司</b> The Company		
一年內 Within 1 year	<u>3,888</u>	<u>3,888</u>

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 31 承擔 (續)

- (b) 於二零零七年三月三十一日，根據不可解除之經營租賃在日後應付之最低租賃付款額總數如下：  
(續)

歸類為按融資租約持有之有關土地及樓宇及按經營租約持有之土地之重大租賃安排載於附註第14項。

除該等租賃外，本集團為數項按經營租約持有之物業及辦公室設備之承租人。這些租賃一般初步為期一至三年，並且有權選擇在到期日後續期，屆時所有條款均可重新商定。

上述若干不可解除之物業經營租約須繳交或然租金，即在有關租約所釐定之基本租金之上，按租用物業每月總收入之12%至31% (二零零六年：12%至30%) 收取。

### 32 或然負債

於二零零七年三月三十一日，本公司為附屬公司就取得銀行信貸向銀行作出擔保合計87,524,000元 (二零零六年：84,216,000元)。由本公司所發出之擔保並無作價。倘非正常之交易不能根據《香港會計準則》第39號正常交易能可靠地計算其交易之公平價值，因此該等擔保不會作為財務負債及不計算其公平價值。

於結算日，董事會不認為就任何已發出之擔保對本公司有可能作出索償。於結算日，本公司就發出之擔保之或然負債為有關附屬公司所動用之銀行信貸額47,991,000元 (二零零六年：34,512,000元)。

### 31 Commitments (continued)

- (b) *At 31 March 2007, the total future minimum lease payments under non-cancellable operating leases are payable as follows: (continued)*

Significant leasing arrangements in respect of land and buildings classified as being held under finance lease and land held under operating leases are described in note 14.

Apart from these leases, the Group is the lessee in respect of a number of properties and office equipment under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease upon expiry when all terms are renegotiated.

Certain non-cancellable operating leases in respect of properties included above are subject to contingent rent payments, which are charged in amounts varying from 12% to 31% (2006: 12% to 30%) of the monthly gross takings at the leased premises in excess of the base rents as determined in the respective lease agreements.

### 32 Contingent liabilities

At 31 March 2007, the Company has issued guarantees to banks to secure banking facilities of subsidiaries amounting to \$87,524,000 (2006: \$84,216,000). The guarantees were issued by the Company at nil consideration. The transactions were not at arm's length, and it is not possible to measure reliably the fair value of these transactions in accordance with HKAS 39 had they been at arm's length. Accordingly the guarantees have not been accounted for as financial liabilities and measured at fair value.

As at the balance sheet date, the directors do not consider to be probable that a claim will be made against the Company under any of the guarantees issued. The maximum liability of the company at the balance sheet date under the guarantees issued is the amount of banking facilities drawn down by the relevant subsidiaries of \$47,991,000 (2006: \$34,512,000).

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 33 重大關聯人士交易

除在本財務報表其他地方所披露之交易及結餘外，本集團訂立以下重大關聯人士交易。

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

		2007 \$'000	2006 \$'000
購入商品	Purchases of traded products	39,805	45,287
出售商品	Sales of traded products	6,840	7,380
應付物業租金	Rentals payable on properties	3,906	3,907
應付管理費	Management fees payable	804	800
應付大廈管理費	Building management fees payable	324	320

各董事認為購入及出售商品及租賃交易之價格及條件與獨立第三者取得或提供之價格及條件相若。管理費乃為所提供之行政、業務策略、人事、法律及公司秘書工作、會計及管理服務而收取。管理費由有關人士根據所提供之服務成本每年磋商後釐定。長江製衣集團及本集團並無就上述服務訂立任何管理合約。

### 33 Material related party transactions

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following material related party transactions.

- (a) Transactions with and amounts paid to Yangtzekiang Garment Limited, its subsidiaries and associated companies ("Yangtzekiang Garment Group"). (Certain directors of the Company are collectively the controlling shareholders of both the Yangtzekiang Garment Group and the Group):

The purchases and sales of traded products and rental transactions were, in the opinion of the directors, carried out on prices and terms comparable to those offered to or by independent third parties. The management fees were charged for administration, business strategy, personnel, legal and company secretarial work, accounting and management services provided. The management fees are determined annually between the respective parties after negotiations having regard to the cost of services provided. Yangtzekiang Garment Group and the Group have not entered into any management contract in respect of the said services.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 33 重大關聯人士交易 (續)

- (b) 與YGM Marketing Pte Limited (該公司由本公司若干董事實益擁有) 進行之交易如下：

		2007 \$'000	2006 \$'000
出售商品	Sales of traded products	<u>3,225</u>	<u>2,100</u>

各董事認為出售商品之價格及條件與獨立第三者客戶取得之價格及條件相若。

- (c) 與漢登集團控股有限公司(「漢登控股」)及其附屬公司(「漢登控股集團」)進行之交易如下(本公司一名董事及本公司附屬公司之若干董事同時為漢登控股之董事兼股東)：

		2007 \$'000	2006 \$'000
獲授貸款之利息	Interest on loan granted	1,909	1,912
應付服務費	Service fee payable	146	474
應付物業租金	Rentals payable on properties	-	171
應收物業租金	Rentals receivable on properties	<u>124</u>	<u>738</u>

各董事認為租賃交易之價格及條件與獨立第三者取得或提供之價格及條件相若。漢登控股集團並無就上述服務訂立任何管理合約。

- (d) 與Efficient Sino Holdings Limited (「ESH」)(一間由本公司附屬公司若干董事控制之公司，持有ESH之控股權益)進行之交易如下：

		2007 \$'000	2006 \$'000
獲授貸款之利息	Interest on loan granted	<u>-</u>	<u>-</u>

### 33 Material related party transactions

(continued)

- (b) Transactions with YGM Marketing Pte Limited which is beneficially owned by certain directors of the Company:

	2007 \$'000	2006 \$'000
	<u>3,225</u>	<u>2,100</u>

The sales of traded products were, in the opinion of the directors, carried out on prices and terms comparable to those offered to independent third party customers.

- (c) Transactions with Hang Ten Group Holdings Limited (“HTGH”) and its subsidiaries (“HTGH Group”). A director of the Company and certain directors of a subsidiary of the Company are both directors and shareholders of HTGH:

	2007 \$'000	2006 \$'000
	1,909	1,912
	146	474
	-	171
	<u>124</u>	<u>738</u>

The rental transactions were, in the opinion of the directors, carried out at prices and on terms comparable to those offered to or by independent third parties. HTGH Group has not entered into any management contract in respect of the said services.

- (d) Transactions with Efficient Sino Holdings Limited (“ESH”). ESH is a company controlled by certain directors of a subsidiary of the Company which holds a controlling interest in ESH:

	2007 \$'000	2006 \$'000
	<u>-</u>	<u>-</u>

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 33 重大關聯人士交易 (續)

#### (d) (續)

由於ESH財務表現欠佳，截至二零零七年三月三十一日止年度ESH應付之利息422,000元(二零零六年：421,000元)得到豁免。ESH之其他股東(均已按各自之權益比例授予ESH貸款)亦已同意免除ESH本年度應付之利息付款。

#### (e) 於二零零七年三月三十一日應收／(應付)關連公司結餘如下：

		2007 \$'000	2006 \$'000
應收 YGM Marketing Pte Limited 款	Amount due from YGM Marketing Pte Limited	444	385
應付漢登控股集團款	Amount due to HTGH Group	(318)	(407)
應收 ESH 貸款及應計利息	Loan and accrued interest due from ESH	7,799	7,746
應收漢登控股集團貸款及應計利息	Loan and accrued interest due from HTGH Group	33,954	33,725
應付長江製衣集團款	Amounts due to YangtzeKiang Garment Group	(8,133)	(4,714)

與關連公司款結餘乃無抵押、免息及按通知即時償還，於附註第19(a)項所披露之應收ESH及漢登控股集團貸款及應計利息之還款期除外。

#### (f) 與非全資附屬公司之交易：

本集團之全資附屬公司向若干非全資附屬公司出售商品之銷售額及於有關年結日之貿易結餘，已於編製綜合賬目時沖銷。

### 34 比較數字

有關「聯營公司權益」之若干比較數字已重新歸類為「聯營公司貸款及應計利息」以符合本年度之呈報方式，該呈報方式可更準確地反映餘額之性質。

### 33 Material related party transactions (continued)

#### (d) (continued)

Interest payable by ESH for the year ended 31 March 2007 of \$422,000 (2006: \$421,000) was waived due to the poor financial performance of ESH. The other shareholders of ESH, all of which have granted loans to ESH in proportion to their equity interests, have also agreed to waive the payment of interest payable thereon by ESH for the current year.

#### (e) Outstanding balances due from/(to) related companies as at 31 March 2007:

	2007 \$'000	2006 \$'000
Amount due from YGM Marketing Pte Limited	444	385
Amount due to HTGH Group	(318)	(407)
Loan and accrued interest due from ESH	7,799	7,746
Loan and accrued interest due from HTGH Group	33,954	33,725
Amounts due to YangtzeKiang Garment Group	(8,133)	(4,714)

The outstanding balances with related companies are unsecured, interest-free and repayable on demand, except for the loans and accrued interest due from ESH and HTGH Group, the repayment terms of which are disclosed in note 19(a).

#### (f) Transactions with non-wholly owned subsidiaries:

Sales of traded products by the Group's wholly-owned subsidiaries to certain non-wholly owned subsidiaries and the related year end trade balances have been eliminated on consolidation.

### 34 Comparative figures

Certain comparative figures in relation to "Interest in associates" have been re-classified to "Loans to associates and accrued interest" in conformity with the current year's presentation, which is considered to better reflect the nature of the balances.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 35 會計估計及判斷

附註第14(c)、15、27及30項分別載有有關投資物業、無形資產、已授出購股權及財務工具之公平價值之假設及其風險因素之資料。估計不明朗因素之其他主要方面如下：

#### (a) 應收賬款減值

倘有情況顯示應收賬款之賬面值可能無法收回，該等資產可能被視為「已減值」，而減值虧損可能會根據香港會計準則第36號「資產減值」作出確認。應收賬款之賬面值會定期作出審閱，以評估有關可收回金額有否降至賬面值以下。應收賬款之可收回金額按當時類似資產之市場回報率對預計未來現金流量作出貼現。本集團運用所有可用之資料以釐定與可收回金額合理地接近之金額。

#### (b) 撇減存貨

本集團參考陳舊存貨之分析、預期未來貨物銷售之預測及管理層之經驗及判斷，來對存貨之賬面值作出定期審閱。倘存貨之賬面值跌至低於其估計可變現淨值，則本集團會根據審閱之結果而撇減存貨之價值。鑒於客戶之表現可能發生變動，實際貨物銷售可能與估計不同，而此估計之出入可能影響日後會計期間之損益表。

#### (c) 遞延稅項資產－稅項虧損之未來利益

根據附註第1(r)項所載之會計政策，由於管理層評估認為在有關之稅務司法權區及就有關實體而言有可供動用之虧損以抵銷未來應課稅溢利之可能性較大，本集團已就截至年終之累計稅項虧損確認遞延稅項資產。

### 35 Accounting estimates and judgements

Notes 14(c), 15, 27 and 30 contain information about the assumptions and their risk factors relating to fair value of investment property, intangible assets, share options granted and financial instruments respectively. Other key areas of estimation uncertainty are as follows:

#### (a) Impairment of trade receivables

If circumstances indicate that the carrying amount of trade receivables may not be recoverable, the assets may be considered “impaired” and an impairment loss may be recognised in accordance with HKAS 36 “Impairment of assets”. The carrying amounts of trade receivables are reviewed periodically in order to assess whether the recoverable amounts have declined below the carrying amounts. The recoverable amount of trade receivables is the estimated future cash flows discounted at the current market rate of return of similar assets. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount.

#### (b) Write down of inventories

The Group performs regular reviews of the carrying amounts of inventories with reference to aged inventories analyses, projections of, expected future saleability of goods and management experience and judgement. Based on this review, a write down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in customers' preferences, actual saleability of goods may be different from estimation and the profit and loss account in future accounting periods could be affected by differences in this estimation.

#### (c) Deferred tax assets - future benefit of tax losses

In accordance with the accounting policy set out in note 1(r), the Group has recognised deferred tax assets in respect of cumulative tax losses as at the year end based on management's assessment that it is probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

## 財務報表附註 Notes to the Financial Statements

(除另有所指外，均以港幣列示／Expressed in Hong Kong dollars unless otherwise indicated)

### 36 已頒佈但尚未對截至二零零七年三月三十一日止年度生效之修訂、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、新準則及詮釋，該等修訂、新準則及詮釋尚未對截至二零零七年三月三十一日止會計年度生效，亦未於本財務報表中採納。

本集團正評估該等修訂、新準則及新詮釋於首次應用時之影響，到目前為止，本集團認為採納該等修訂、新準則及新詮釋對本集團及本公司之經營業績及財務狀況構成重大影響之可能性不大。

此外，下列事項可能會導致須於本財務報表作出新訂或經修訂披露：

### 36 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2007

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments, new standards and interpretations which are not yet effective for the accounting year ended 31 March 2007 and which have not been adopted in these financial statements.

The Group is in the process of making an assessment of what the impact of these amendments, new standards and new interpretations 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 Group's and the Company's results of operations and financial position.

In addition, the following developments may result in new or amended disclosures in the financial statements:

		適用於下列日期或其後開始的會計期間			Effective for accounting periods beginning on or after
香港會計準則第1號(修訂本)	財務報表之呈列： 資本披露	二零零七年一月一日	Amendment to HKAS 1	Presentation of financial statements: capital disclosures	1 January 2007
香港財務報告準則第7號	財務工具：披露	二零零七年一月一日	HKFRS 7	Financial instruments: disclosures	1 January 2007
香港財務報告準則第8號	經營分部	二零零九年一月一日	HKFRS 8	Operating segments	1 January 2009
香港(國際財務報告詮釋委員會)第8號	香港財務報告準則第2號之範圍	二零零六年五月一日	HK(IFRIC) 8	Scope of HKFRS 2	1 May 2006
香港(國際財務報告詮釋委員會)第11號	香港財務報告準則第2號—集團及庫存股份交易	二零零七年三月一日	HK(IFRIC) 11	HKFRS 2 - Group and treasury share transactions	1 March 2007
香港(國際財務報告詮釋委員會)第12號	服務優惠安排	二零零八年一月一日	HK(IFRIC) 12	Service concession arrangements	1 January 2008

# 主要附屬公司

## Principal Subsidiaries

於二零零七年三月三十一日 At 31 March 2007

下表僅列出對本集團的業績、資產或負債有重大影響的附屬公司資料。除另有列明外，所持有股份類別均為普通股。

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

這些公司均為受控附屬公司(定義見附註第1(c)項)，並已在本集團的財務報表綜合處理。

All of these are controlled subsidiaries as defined under note 1(c) and have been consolidated into the Group financial statements.

公司名稱 Name of company	註冊成立/ 成立及 經營地點 Place of incorporation/ establishment and operation	已發行及繳足股本/ 註冊股本資料 Particulars of issued and paid up / registered capital	所有權權益百分比 Percentage of ownership interest			主要業務 Principal activity
			本集團之 實際權益 Group's effective interest	由本公司 持有 Held by the Company	由附屬公司 持有 Held by a subsidiary	
馬獅龍有限公司 Michel René Limited	香港 Hong Kong	HK\$1,000,000	100	100	-	成衣批發及 零售 Garment wholesaling and retailing
姬龍雪 (中國)有限公司 Guy Laroche (China) Limited	香港 Hong Kong	HK\$2,000,000	100	100	-	成衣批發及 零售 Garment wholesaling and retailing
長江拓展有限公司 YGM Marketing Limited	香港 Hong Kong	HK\$2	100	100	-	成衣批發及 零售 Garment wholesaling and retailing
YGM Fashion Limited	香港 Hong Kong	HK\$2	100	100	-	成衣批發及 零售 Garment wholesaling and retailing
長江西服有限公司 YGM Clothing Limited	香港 Hong Kong	HK\$200	100	100	-	成衣批發 Garment wholesaling
YGM Marketing (Macau) Limited	澳門 Macau	MOP100,000	100	100	-	成衣零售 Garment retailing
YGM Clothing (Overseas) Limited	*** 英屬處女群島 *** British Virgin Islands	US\$2	100	100	-	成衣生產 Garment manufacturing
長江西服(東莞) 有限公司 YGM Clothing (Dongguan) Limited	**** 中華人民 共和國 **** The People's Republic of China	HK\$25,900,000	100	-	100	成衣生產 Garment manufacturing
廣州市揚子江貿易 有限公司 Guangzhou Yangtze Trading Company Limited	**** 中華人民 共和國 **** The People's Republic of China	RMB500,000	100	-	100	成衣批發及 零售 Garment wholesaling and retailing
揚子江商業 有限公司 YGM Trading Company Limited	**** 中華人民 共和國 **** The People's Republic of China	US\$1,000,000	100	-	100	成衣批發及 零售 Garment wholesaling and retailing
益豐(上海)商貿 有限公司 YGM Marketing (Shanghai) Company Limited	**** 中華人民 共和國 **** The People's Republic of China	US\$1,000,000	100	-	100	成衣批發及 零售 Garment wholesaling and retailing
Michel René Enterprises Limited	*** 英屬處女群島 *** British Virgin Islands	US\$50,000	68	68	-	成衣批發及 零售 Garment wholesaling and retailing
Luk Hop Garments Limited #	香港 Hong Kong	HK\$200 * HK\$1,000	100 100	100 100	- -	物業投資 Property investment
Chenza Ridge Limited #	香港 Hong Kong	HK\$20 * HK\$20	100 100	100 100	- -	物業投資 Property investment
Squash International Limited #	香港 Hong Kong	HK\$2	100	100	-	物業投資 Property investment



## 主要附屬公司 Principal Subsidiaries

於二零零七年三月三十一日 At 31 March 2007

公司名稱 Name of company	註冊成立/ 成立及 經營地點 Place of incorporation/ establishment and operation	已發行及繳足股本/ 註冊股本資料 Particulars of issued and paid up / registered capital	所有權權益百分率 Percentage of ownership interest			主要業務 Principal activity	Principal activity
			本集團之 實際權益 Group's effective interest	由本公司 持有 Held by the Company	由附屬公司 持有 Held by a subsidiary		
Aramis International Limited #	Aramis International Limited #	香港 Hong Kong HK\$20 * HK\$100,000	100 100	100 100	- -	物業投資 Property investment	Property investment
東方聯盟有限公司 #	Far East Gate Limited #	香港 Hong Kong HK\$6,500,000	91	91	-	物業投資 Property investment	Property investment
百樂恆有限公司 #	Parahood Limited #	香港 Hong Kong HK\$6,000	80	80	-	物業投資 Property investment	Property investment
Trothy Company Limited #	Trothy Company Limited #	香港 Hong Kong HK\$10,000	100	100	-	物業投資 Property investment	Property investment
YGM Printing Inc	YGM Printing Inc	英屬處女群島 British Virgin Islands US\$1	100	100	-	投資控股 Investment holding	Investment holding
Yampa Investments Limited #	Yampa Investments Limited #	香港 Hong Kong HK\$1,000	100	100	-	物業投資 Property investment	Property investment
香港安全系統有限公司 #	Hong Kong Security Systems Limited #	香港 Hong Kong HK\$2	100	100	-	投資控股 Investment holding	Investment holding
香港安全印刷有限公司 #	Hong Kong Security Printing Limited #	香港 Hong Kong HK\$10,000	100	-	100	印刷 及商業 表格印務 Provision of security printing and general business forms printing	Provision of security printing and general business forms printing
Société Guy Laroche #	Société Guy Laroche #	法國 France EUR1,239,000	100	-	100	擁有及 許可使用商標 及成衣批發 Trademark ownership and licensing, and garment wholesaling	Trademark ownership and licensing, and garment wholesaling
YGM Studio Limited	YGM Studio Limited	香港 Hong Kong HK\$21,060,000 ** HK\$46,800,000	100 100	- -	100 100	投資控股 Investment holding	Investment holding
YGM Consortium Limited	YGM Consortium Limited	香港 Hong Kong HK\$2	100	100	-	投資控股 Investment holding	Investment holding
GL Europa S.A.	GL Europa S.A.	比利時 Belgium EUR62,000	100	-	100	投資控股 Investment holding	Investment holding

所有已發行股本均為普通股股份或註冊股本，但以下各項除外：

\* 為5%無投票權遞延股份。

\*\* 為無投票權優先股。

All the issued share capital represents ordinary shares or registered capital except where noted by:

\* Represent 5% non-voting deferred shares.

\*\* Represent non-voting preference shares.

此外，以下代表：

In addition, the following represents:

\*\*\* YGM Clothing (Overseas) Limited 於中國經營業務。

\*\*\* YGM Clothing (Overseas) Limited operates in the PRC.

\*\*\*\* 於台灣經營的 Michel René Enterprises Limited。

\*\*\*\* Michel René Enterprises Limited operates in Taiwan.

\*\*\*\*\* 此等公司為根據中國法例註冊的實體。

\*\*\*\*\* These are entities established under the laws of the PRC.

# 指並非由畢馬威會計師事務所審核的公司。該等無經畢馬威會計師事務所審核之附屬公司財務報表反映其資產總額與總營業額分別佔有關之綜合總額約16.37%及10.72%。

# Companies not audited by KPMG. The financial statements of the subsidiaries not audited by KPMG reflect total net assets and total turnover constituting approximately 16.37% and 10.72% respectively of the related consolidated totals.

# 主要聯營公司

## Principal Associates

於二零零七年三月三十一日 At 31 March 2007

下表僅列出對本集團的業績或資產有重大影響之聯營公司資料：

The following list contains only the particulars of associates, which principally affected the results or assets of the Group:

聯營公司名稱 Name of associate	業務架構形式 Form of business structure	註冊成立地點 Place of incorporation	已發行及繳足股本 Particulars of issued and paid up capital	所有權權益比率 Proportion of ownership interest		主要業務 Principal activity	Principal activity
				本集團之實際權益 Group's effective interest	由本公司持有 Held by the Company		
漢登集團控股有限公司*	Hang Ten Group Holdings Limited*	註冊成立 Incorporated	百慕達 Bermuda	HK\$98,225,000	20.48	20.48	投資控股 Investment holding
Hang Ten (BVI)	Hang Ten (BVI)	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$103,821	20.48	-	投資控股 Investment holding
ILC	ILC	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$639,830	20.48	-	投資控股 Investment holding
Hang Ten Enterprises Limited	Hang Ten Enterprises Limited	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$50,000	20.48	-	投資控股及 成衣批發 Investment holding and wholesale of apparel
長江華業股份有限公司	Yangtze Apparel Taiwan Enterprise Limited	註冊成立 Incorporated	台灣 Taiwan	NT\$100,000,000	20.48	-	成衣零售 及批發 Retail and wholesale of apparel
Hang Ten Phils., Corp	Hang Ten Phils., Corp	註冊成立 Incorporated	菲律賓 Philippines	PHP50,000,000	11.26	-	成衣零售 及批發 Retail and wholesale of apparel
Hang Ten Enterprises (Pte) Ltd	Hang Ten Enterprises (Pte) Ltd	註冊成立 Incorporated	新加坡 Singapore	SGD1,000,000	20.48	-	成衣零售 及批發 Retail and wholesale of apparel
Hang Ten Korea Corp.	Hang Ten Korea Corp.	註冊成立 Incorporated	韓國 Korea	KRW6,000,000,000	20.48	-	成衣零售 及批發 Retail and wholesale of apparel
Hang Teng Enterprises (M) Sdn Bhd	Hang Teng Enterprises (M) Sdn Bhd	註冊成立 Incorporated	馬來西亞 Malaysia	RM500,000	20.48	-	成衣零售 及批發 Retail and wholesale of apparel
ILC Trademark Corporation	ILC Trademark Corporation	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$50,000	20.48	-	擁有及許可 使用商標 Trademark ownership and licensing
ILC (Hungary) Limited	ILC (Hungary) Limited	註冊成立 Incorporated	匈牙利 Hungary	US\$6,400	20.48	-	許可使用商標 Trademark licensing
HTIL Corporation, B.V.	HTIL Corporation, B.V.	註冊成立 Incorporated	荷蘭 The Netherlands	NLG40,000	20.48	-	許可使用商標 Trademark licensing
International Licensing (California) Corp	International Licensing (California) Corp	註冊成立 Incorporated	美國 United States of America	US\$10,000	20.48	-	許可使用及 管理商標 Trademark licensing and management
Efficient Sino Holdings Limited	Efficient Sino Holdings Limited	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$100	25	25	投資控股 Investment holding

## 主要聯營公司 Principal Associates

於二零零七年三月三十一日 At 31 March 2007

聯營公司名稱 Name of associate	業務架構 Form of business structure	註冊成立地點 Place of incorporation	已發行及繳足股本 Particulars of issued and paid up capital	所有權權益比率 Proportion of ownership interest		主要業務 Principal activity
				本集團之 實際權益 Group's effective interest	由本公司 持有 Held by the Company	
Hang Ten (China) Group Limited	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$20,000	25	-	投資控股 Investment holding
上海長貿貿易 有限公司**	註冊成立 Incorporated	中華人民 共和國 The People's Republic of China	RMB500,000	25	-	成衣零售及 批發 Retail and wholesale of apparel
廣州市漢登貿易 有限公司**	註冊成立 Incorporated	中華人民 共和國 The People's Republic of China	RMB500,000	25	-	成衣零售及 批發 Retail and wholesale of apparel
Chilli Investment Limited	註冊成立 Incorporated	英屬處女群島 British Virgin Islands	US\$100	22	22	投資控股 Investment holding
湖南三九南開製藥 有限公司**	註冊成立 Incorporated	中華人民 共和國 The People's Republic of China	RMB9,390,000	22	-	中藥產品生產 及分銷 Manufacturing and distribution of Chinese Pharmaceutical products

\* 除以「\*」號註明者為於聯交所上市的公司外，以上均為非上市公司實體。

\* All of the above are unlisted corporate entities except for where noted by \*, which is a company listed on SEHK.

\*\* 該等公司為根據中國法律註冊之實體。

\*\* These are entities established under the laws of the PRC.

# 五年概要

## Five Year Summary

(以港幣列示 / Expressed in Hong Kong dollars)

	附註 Note	2003 \$'000	2004 \$'000	2005 \$'000	2006 \$'000	2007 \$'000
<b>業績</b>	<b>Results</b>					
營業額	Turnover	652,000	727,735	958,696	1,032,188	1,022,818
經營溢利	Profit from operations	74,035	108,330	147,356	162,199	120,171
融資成本	Finance costs	(906)	(1,368)	(1,763)	(4,366)	(6,992)
應佔聯營公司 溢利減虧損	Share of profits less losses of associates	16,726	18,528	22,422	32,140	21,252
非經營性質收益/ (支出)淨額	Non-operating income/ (expense), net	(2,319)	64,957	-	(453)	-
除稅前溢利	Profit before taxation	87,536	190,447	168,015	189,520	134,431
稅項	Taxation	(12,112)	(15,371)	(23,496)	(24,071)	(14,387)
本年度溢利	Profit for the year	75,424	175,076	144,519	165,449	120,044
屬於：	Attributable to:					
本公司權益股東	Equity shareholders of the company	73,563	171,187	137,813	161,913	118,121
少數股東權益	Minority interests	1,861	3,889	6,706	3,536	1,923
本年度溢利	Profit for the year	75,424	175,076	144,519	165,449	120,044
<b>資產及負債</b>	<b>Assets and liabilities</b>					
固定資產	Fixed assets	183,508	166,518	182,629	209,462	223,108
無形資產	Intangible assets	-	-	110,904	110,124	109,344
租賃權費用	Lease premium	-	-	9,595	8,927	9,912
聯營公司權益	Interest in associates	70,586	95,565	70,622	85,317	96,864
其他財務資產	Other financial assets	15,327	7,528	51,183	43,175	42,893
遞延稅項資產	Deferred tax assets	19,290	21,282	45,629	50,047	57,204
淨流動資產	Net current assets	188,615	203,014	149,515	266,970	270,956
非流動負債	Non-current liabilities	(8,193)	(8,682)	(13,004)	(73,372)	(63,027)
<b>淨資產</b>	<b>Net assets</b>	469,153	485,225	607,073	700,650	747,254
<b>每股盈利</b>	<b>Earnings per share</b>					
基本	Basic	\$0.48	\$1.11	\$0.89	\$1.05	\$0.77
攤薄	Diluted	N/A	N/A	\$0.88	\$1.04	N/A
<b>每股股息</b>	<b>Dividend per share</b>	\$2.85	\$0.33	\$0.43	\$0.45	\$0.45

五年概要附註：

Notes to the five year summary:

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| <p>(1) 自二零零五年四月一日起，本集團為符合香港財務報告準則第2號股權付款，就僱員購股權採納一項新會計政策。根據該項新政策，本集團確認該等購股權之公允價值為支出，並於權益內資本儲備中確認相應之增加。本集團已追溯應用此項新政策。由於在二零零四年四月一日並無購股權，故毋須對該日之期初結餘作任何調整。</p> <p>(2) 於過往年度，使用權益法處理之本集團應佔聯營公司稅項，乃計入綜合損益表內，作為本集團所得稅之一部份。由二零零五年四月一日起，根據香港會計準則第1號之實施指引，本集團已改變呈列方式，並在達致本集團除稅前損益前，將使用權益法處理之應佔聯營公司稅項，納入於綜合損益表內所呈報之各自應佔損益中。該等呈報變動已追溯應用。二零零四年之前年份之數字根據變動之前之會計政策呈列以保持一致。</p> <p>(3) 自二零零五年四月一日起，為符合香港會計準則第40號投資物業及香港詮釋常務委員會詮釋第21號—所得稅—收回經重估不可折舊資產，本集團更改有關投資物業及遞延稅項之公允價值變動之會計政策。根據該等準則之過渡條文，變動已追溯應用。二零零四年之前年份之數字根據變動之前之會計政策處理。</p> | <p>(1) In order to comply with HKFRS 2 <i>Share-based payment</i> the Group adopted a new accounting policy for employee share options with effect from 1 April 2005. Under the new policy, the Group recognises the fair value of such share options as an expense with a corresponding increase recognised in a capital reserve within equity. The new policy was applied retrospectively. No adjustments to the opening balances as at 1 April 2004 were required as no options existed at that time.</p> <p>(2) In prior years, the Group's share of taxation of associates accounted for using the equity method was included as part of the Group's income tax in the consolidated profit and loss account. With effect from 1 April 2005, in accordance with the implementation guidance in HKAS 1, the Group changed the presentation and includes the share of taxation of associates accounted for using the equity method in the respective shares of profit or loss reported in the consolidated profit and loss account before arriving at the Group's profit or loss before tax. These changes in presentation have been applied retrospectively. Figures in years earlier than 2004 are stated in accordance with the policies before the change on a consistent basis.</p> <p>(3) In order to comply with HKAS 40, <i>Investment property</i> and HK(SIC) Interpretation 21, <i>Income taxes - Recovery of revalued non-depreciable assets</i>, the Group changed its accounting policies relating to movements in the fair value of investment property and deferred tax thereon with effect from 1 April 2005. In accordance with the transitional provisions of the standards, the changes have been applied retrospectively. Figures in years earlier than 2004 are stated in accordance with the policies before the change on a consistent basis.</p> |
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