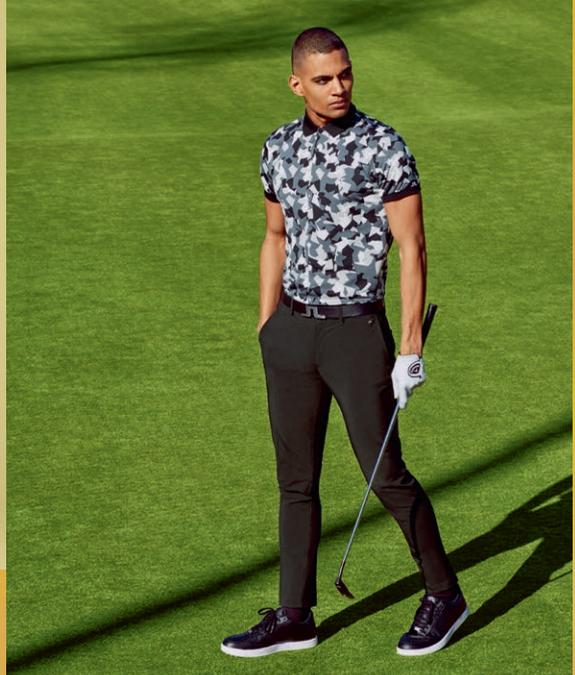


2016/17 Annual Report 年報



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公司資料

Corporate Information

董事會

執行董事

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

獨立非執行董事

梁學濂
林克平
施祖祥
蔡廷基

審核委員會

梁學濂 (主席)
林克平
施祖祥
蔡廷基

酬金委員會

施祖祥 (主席)
陳永奎
陳永燊
梁學濂
林克平
蔡廷基

提名委員會

梁學濂 (主席)
陳永奎
陳永燊
林克平
施祖祥
蔡廷基

風險管理委員會

陳永燊 (主席)
周陳淑玲
傅承蔭
陳嘉然

主要往來銀行

香港上海滙豐銀行有限公司

律師

Loeb & Loeb LLP

核數師

畢馬威會計師事務所
執業會計師

公司秘書

梁榮發

註冊辦事處及主要營業地址

香港九龍新蒲崗大有街二十二號

股份登記及過戶處

香港中央證券登記有限公司
香港皇后大道東一百八十三號合和中心
十七樓

股份代號：00375

公司網址

www.ygmtrading.com

Board of Directors

Executive Directors

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

Independent Non-executive Directors

Leung Hok Lim FCPA (Aust.), CPA (Macau), FCPA (Practising)
Lin Keping
Sze Cho Cheung, Michael GBS, CBE, ISO, JP
Choi Ting Ki

Audit Committee

Leung Hok Lim (Chairman)
Lin Keping
Sze Cho Cheung, Michael
Choi Ting Ki

Remuneration Committee

Sze Cho Cheung, Michael (Chairman)
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Leung Hok Lim
Lin Keping
Choi Ting Ki

Nomination Committee

Leung Hok Lim (Chairman)
Chan Wing Fui, Peter
Chan Wing Sun, Samuel
Lin Keping
Sze Cho Cheung, Michael
Choi Ting Ki

Risk Management Committee

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

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited

Solicitors

Loeb & Loeb LLP

Auditors

KPMG
Certified Public Accountants

Company Secretary

Leung Wing Fat FCCA, FCPA

Registered Office and Principal Place of Business

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

Share Registrar and Transfer Office

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

Stock Code: 00375

Website

www.ygmtrading.com

五年財務摘要

Five Year Financial Highlights

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

| | | 2017 | 2016 | 2015 | 2014 | 2013 |
|-------------------|--|-----------|-----------|-----------|-----------|-----------|
| | | \$'000 | \$'000 | \$'000 | \$'000 | \$'000 |
| 經營業績 | Results of operations | | | | | |
| 收入 | Revenue | 760,510 | 894,240 | 1,099,994 | 1,246,262 | 1,363,541 |
| 毛利 | Gross profit | 433,212 | 524,604 | 687,375 | 797,917 | 919,645 |
| 毛利率 | Gross profit margin | 57.0% | 58.7% | 62.5% | 64.0% | 67.4% |
| 經營(虧損)/溢利 | (Loss)/profit from operations | (104,525) | (112,971) | 50,407 | 185,056 | 247,907 |
| 經營(虧損)/溢利率 | Operating margin | -13.7% | -12.6% | 4.6% | 14.8% | 18.2% |
| 投資物業估值 | Net valuation gains on investment properties | 7,400 | 5,185 | 44,950 | 28,700 | 7,100 |
| 出售聯營公司之彌償保證 | Reversal of indemnity liabilities arising from disposal of interest in associate | - | - | - | 30,024 | - |
| 出售持作出售資產收益淨額 | Net gain on disposal of assets held for sale | - | - | - | - | 15,846 |
| 索償虧損 | Loss on litigation | - | - | - | - | (15,968) |
| 出售附屬公司收益淨額 | Net gain on disposal of subsidiaries | - | 29,845 | - | - | - |
| 本公司權益股東應佔(虧損)/溢利 | (Loss)/profit attributable to equity shareholders of the Company | (97,335) | (87,871) | 81,095 | 218,702 | 222,447 |
| (淨虧損)/純利率 | Net (loss)/profit margin | -12.8% | -9.8% | 7.4% | 17.5% | 16.3% |
| 每股(虧損)/盈利—基本 | (Loss)/earnings per share – basic | \$(0.59) | \$(0.53) | \$0.49 | \$1.32 | \$1.34 |
| 每股中期股息 | Interim dividend per share | - | - | \$0.10 | \$0.25 | \$0.25 |
| 每股末期股息 | Final dividend per share | \$0.10 | \$0.05 | \$0.30 | \$0.80 | \$0.80 |
| 派息率 | Dividend payout | -16.9% | -9.4% | 81.6% | 79.5% | 78.4% |
| 財務狀況 | Financial position | | | | | |
| 經營業務產生/ (使用)之現金 | Cash generated from/(used in) operations | 12,494 | (49,706) | 8,605 | 159,795 | 223,903 |
| 現金及銀行結存減短期銀行貸款及透支 | Cash and bank deposits less short-term bank loans and overdrafts | 143,877 | 75,379 | 176,499 | 604,652 | 652,073 |
| 流動資產淨值 | Net current assets | 710,865 | 327,533 | 437,526 | 776,349 | 771,147 |
| 總資產 | Total assets | 1,326,242 | 1,452,598 | 1,629,567 | 1,803,834 | 1,820,416 |
| 總負債 | Total liabilities | 165,379 | 164,817 | 172,999 | 229,363 | 303,963 |
| 股東權益 | Shareholders' equity | 1,133,004 | 1,260,706 | 1,427,123 | 1,547,185 | 1,489,287 |
| 總資產回報率 | Return on total assets | -7.3% | -6.0% | 5.0% | 12.1% | 12.2% |
| 股東權益回報率 | Return on shareholders' equity | -8.6% | -7.0% | 5.7% | 14.1% | 14.9% |
| 流動率(倍) | Current ratio (times) | 5.4 | 3.0 | 3.6 | 4.5 | 3.6 |
| 資本負債比率 | Gearing ratio | 0.006 | 0.021 | 0.009 | 0.011 | 0.003 |
| 市場流通股份數目(千股) | Number of shares outstanding ('000) | 165,864 | 165,864 | 165,864 | 165,864 | 165,864 |
| 總市值 | Market capitalisation | 1,293,739 | 812,734 | 2,069,983 | 2,653,824 | 3,715,354 |

主席報告

Chairman's Statement

集團業績

由於受到消費低迷的環境影響，本集團截至二零一七年三月三十一日止年度之收入為760,510,000港元（二零一六年：894,240,000港元），本年度錄得99,862,000港元（二零一六年：90,989,000港元）之虧損。

業務回顧及展望

本集團的主要經營業務為零售及批發品牌成衣、皮具及配飾，我們的大部分品牌的同店銷售額均錄得跌幅，唯租金仍然高企。於回顧期內，本集團主要經營市場受經濟及匯率等不利因素拖累業績表現。由於中國內地遊客和本地客戶的消費持續下滑，香港零售市場仍然疲弱。台灣零售市場亦因為中國內地遊客人數減少，導致零售市場相應收縮。經濟增長放緩，繼續對中國內地零售市場的消費支出造成重大影響。英國零售和批發業務收入以英鎊計算下跌13.1%。

特許商標的專利收益較去年略為下跌，但經營溢利則較去年有所上升。安全印刷業務保持穩健。

今年亦充滿變化。誠如本公司於二零一七年三月二十八日刊發「非常重大的出售事項通函」（「通函」）所述，本公司於二零一七年二月二十八日與濟寧如意投資有限公司（「如意」）就所有有關「Aquascutum」品牌產品的製造和銷售的業務經營及與該品牌相關的知識產權訂立有條件出售協議，現金代價為117,000,000美元（相當於約906,800,000港元）。該通函詳細說明本公司出售事項的理由、好處及效益。待於二零一七年六月三十日前達成若干條件後，出售事項方作完成。於主席報告刊發當日，完成盡職調查程序，並達成本公司股東批准的條件。目前我們正在等待如意達成通函內所載之完成先決條件。

於回顧年度內，我們在香港市場推出一個新品牌「Harmont & Blaine」，初步反應令人鼓舞。我們亦推出「Guy Laroche」的副線品牌「Guy de Guy Laroche」的網上銷售業務。

我們已於二零一六年十二月與獨立第三方完成出售香港九龍新蒲崗的一個工業用物業，現金代價為66,800,000港元。本人欣然報告，在完成出售Aquascutum業務之前，本集團的現金淨值由去年的75,379,000港元增加至本年度的166,983,000港元（其中包含出售組別持有現金及銀行存款23,106,000港元）。

前景

零售市道不景氣，特別是本集團在中港台的主要經營市場仍然疲弱。我們預期在可見的將來市道都不會出現強勁復甦。因此，我們將繼續致力控制各營運層面的成本和開支，並且採取審慎的態度制定未來業務的擴充和發展策略。

本集團計劃出售旗下Aquascutum品牌的業務，屆時將會擁有一筆可觀的資金。本集團會致力擴展旗下其他具潛力的品牌，並確保善用該資產。我們將會在本年第三季度推出最新品牌「Tommy Bahama」。

鳴謝

本人謹藉此機會向本年度為本集團提出寶貴指引和專業意見的董事會和付出努力的管理層及全體僱員致謝。

主席
陳永榮

香港，二零一七年六月二十七日

Group Results

Due to the impact of subdued consumer spending environment, the Group's revenue for the year ended 31 March 2017 was HK\$760,510,000 (2016: HK\$894,240,000) and recorded a loss for the year of HK\$99,862,000 (2016: HK\$90,989,000).

Business Review and Prospects

The Group's principal business is retailing and wholesaling of branded garments, leather goods and accessories. Most of our brands reported lower shop to shop sales but enduring high rental. The Group's principal operating markets were adversely impacted by economic and exchange rate factors during the year under review. The Hong Kong retail market remained weak as a result of continued decline in spending by Mainland Chinese visitors and local customers. The Taiwan retail market declined as a result of a drop in Mainland Chinese visitors. Slow economic growth continued to cause considerable impact on consumer spending in the Mainland China retail market. Retail and wholesale operation in United Kingdom recorded a 13.1% decrease in revenue in term of GBP.

Royalty income from licensing of trademarks decreased slightly from last year but operating profit surpassed last year. Security printing business remains steady.

It is also a year of change. As disclosed in the Very Substantial Disposal Circular issued by the Company on 28 March 2017 ("the Circular"), the Company entered into a conditional disposal agreement on 28 February 2017 with Jining Ruyi Investment Co. Ltd. ("Ruyi") relating to the disposal of all business operations in relation to the manufacturing and sales of products under the "Aquascutum" brand and the intellectual property rights associated with the brand at a cash consideration of USD117,000,000 (equivalent to approximately HK\$906,800,000). The reasons, benefits and effects of the disposal to the Company are well explained in the Circular. The completion of the disposal shall be subject to the fulfillment of several conditions before 30 June 2017. At the date of the Chairman's Statement, due diligence process is completed and we have fulfilled the condition in respect of the approval from the shareholders of the Company. We are at present waiting for the fulfillment by Ruyi of the conditions precedent to completion as set out in the Circular.

During the year under review, we have launched a new brand, Harmont and Blaine, to the Hong Kong market and its initial response is encouraging. We also launched a second label of Guy Laroche, namely Guy de Guy Laroche, in the online business.

We had completed the disposal of an industrial premises at San Po Kong, Kowloon, Hong Kong to an independent third party at a cash consideration of HK\$66,800,000 in December 2016. I am pleased to report that the net cash position of the Group has improved from last year's HK\$75,379,000 to this year's HK\$166,983,000 (including cash and bank deposits held by the Disposal Group of HK\$23,106,000). That is before completion of the disposal of Aquascutum business.

Outlook

The retail climate in the Group's principal operating markets, in particular, Hong Kong, Taiwan and Mainland China remains weak. We do not expect a strong recovery in the foreseeable future. Hence, we will continue to control costs and expenses at all levels of operation and adopt a cautious approach to our further expansion and development strategies.

When the disposal of Aquascutum business is completed, the Group will sit with a substantial sum of cash. While we are expanding the remaining brands which have potential, the Group will also look into making the best use of that asset. A new brand, Tommy Bahama, will be launched in the third quarter of the year.

Appreciation

I would like to take this opportunity to express my appreciation to the Board of Directors for their valuable guidance and professional advice and to the management and staff for their hard work and contributions during this year.

Chan Wing Sun, Samuel
Chairman

Hong Kong, 27 June 2017

管理層討論及分析 Management Discussion and Analysis

主要表現指標

Key Performance Indicators

| | | 2017 港元千元 HK\$'000 | 2016 港元千元 HK\$'000 | + / (-) 變動 change |
|-------------------------------|--|--------------------------|--------------------------|-------------------------|
| 表現指標 | Performance Indicators | | | |
| 收入 | Revenue | 760,510 | 894,240 | -15.0% |
| 毛利 | Gross profit | 433,212 | 524,604 | -17.4% |
| 毛利率 | Gross profit margin | 57.0% | 58.7% | -1.7pp |
| 經營虧損 | Loss from operations | (104,525) | (112,971) | -7.5% |
| 經營虧損率 | Operating margin | -13.7% | -12.6% | -1.1pp |
| 本公司權益股東應佔虧損 | Loss attributable to equity shareholders of the Company | (97,335) | (87,871) | 10.8% |
| 淨虧損率 | Net loss margin | -12.8% | -9.8% | -3.0pp |
| 扣除利息、稅項、折舊及 攤銷前的盈利(EBITDA) | EBITDA | (69,820) | (32,493) | 108.5% |
| EBITDA率 | EBITDA margin | -9.2% | -3.6% | -5.6pp |
| 總資產回報率 | Return on total assets | -7.3% | -6.0% | -1.3pp |
| 財務狀況指標 | Financial Health Indicators | | | |
| 現金及銀行結存減 短期銀行貸款及透支 | Cash and bank deposits less bank overdrafts | 143,877 | 75,379 | 90.9% |
| 流動資產淨值 | Net current assets | 710,865 | 327,533 | 117.0% |
| 總資產 | Total assets | 1,326,242 | 1,452,598 | -8.7% |
| 總負債 | Total liabilities | 165,379 | 164,817 | 0.3% |
| 股東權益 | Shareholders' equity | 1,133,004 | 1,260,706 | -10.1% |
| 股東權益回報率 | Return on shareholders' equity | -8.6% | -7.0% | -1.6pp |
| 流動率(倍) | Current ratio (times) | 5.4 | 3.0 | 80.0% |
| 資本負債比率 | Gearing ratio | 0.006 | 0.021 | -71.4% |
| 股東回報指標 | Shareholders' Return Indicators | | | |
| 每股虧損－基本 | Loss per share – basic | (\$0.59) | (\$0.53) | 11.3% |
| 每股股息 | Dividend per share | \$0.10 | \$0.05 | 100.0% |
| 派息率 | Dividend payout | -16.9% | -9.4% | -7.5pp |
| 現金流及資本支出 | Cash Flow and Capital Expenditure | | | |
| 經營業務產生／(使用) 之現金 | Cash generated from/(used in) operations | 12,494 | (49,706) | -125.1% |
| 資本支出－其他資產 | Capital expenditure – other assets | 20,797 | 35,584 | -41.6% |

最近發展事項

英國於二零一六年六月二十三日舉行公投通過脫離歐盟，這項歷史性的決定為英國和全球各地帶來政治和經濟衝擊。在換算港幣時，英鎊貶值對本集團英鎊資產的價值產生不利影響。

於二零一六年八月十九日，本集團之全資附屬公司與一獨立第三方訂立臨時協議買賣香港九龍新蒲崗五芳街18號立安工業大廈地下全層，代價為66,800,000港元。交易已於二零一六年十二月三十日完成。

Recent Developments

Following the United Kingdom electorate voted to leave the European Union on 23 June 2016, political and economic shock waves have already ripped out the United Kingdom and across the globe from the landmark decision. Devaluation of Pound Sterling adversely affected the value of the Group's assets in Pound Sterling when translating into Hong Kong dollars.

On 19 August 2016, a wholly-owned subsidiary of the Company entered into the preliminary sale and purchase agreement with an independent third party for the sale of the whole of Ground Floor, Lead On Industrial Building, No. 18 Ng Fong Street, San Po Kong, Kowloon, Hong Kong at a consideration of HK\$66,800,000. The disposal was completed on 30 December 2016.

誠如本公司於二零一七年三月二十八日刊發非常重大的出售事項通函所述，本公司於二零一七年二月二十八日與獨立第三方（「買方」）就出售 Aquascutum Holdings Limited（「Aquascutum Holdings」）之全部已發行股份訂立有條件出售協議，現金代價為117,000,000美元（相當於約906,800,000港元）。Aquascutum Holdings為本公司之全資附屬公司，是一間於英屬處女群島註冊成立之有限公司，並且作為若干附屬公司之投資控股公司（以下合稱「出售組合」），而上述附屬公司目前業務有關「Aquascutum」品牌產品的製造和銷售的業務經營及與該品牌相關的知識產權。於二零一六年十月十七日簽署諒解備忘錄之後，買方已收取不可退還按金5,000,000美元（相當於約38,800,000港元）。112,000,000美元（相當於約868,000,000港元）的現金代價餘額將於出售事項完成後根據出售協議的條款和條件由買方支付予本公司。

集團經營業績

本集團於截至二零一七年三月三十一日止年度錄得虧損，主要是由於本集團經營零售市場下滑，特別是在香港和中國內地，使本集團的主營業務批發及零售品牌成衣、皮具及配飾的營業額大幅下跌。

集團業務

本集團收入下跌15.0%至760,510,000港元（二零一六年：894,240,000港元）。本集團之主要業務成衣總銷售額下跌17.1%至643,482,000港元（二零一六年：775,939,000港元）。來自外界客戶之特許商標收益總額下跌1.4%至73,407,000港元（二零一六年：74,417,000港元）。毛利總額下跌17.4%至433,212,000港元（二零一六年：524,604,000港元）。整體毛利率從去年同期的58.7%下跌至57.0%。

本集團錄得年度虧損99,862,000港元，較去年同期的90,989,000港元有所增加。去年出售一家附屬公司全部已發行股份錄得淨收益29,845,000港元，部分收益因本集團擬將旗下印刷業務分拆及在聯交所創業板分拆上市承擔法律及專業費用9,200,000港元而有所抵銷。

總經營費用減少17.7%至526,171,000港元（二零一六年：638,994,000港元）。本集團租金及其他佔用開支總額減少17.2%至207,486,000港元（二零一六年：250,630,000港元），佔本集團收入27.3%（二零一六年：28.0%）。員工成本總額（包括董事酬金）減少5.5%至198,576,000港元（二零一六年：210,149,000港元），佔本集團收入26.1%（二零一六年：23.5%）。本集團的廣告及推廣費用總額減少17.4%至25,443,000港元（二零一六年：30,819,000港元），佔本集團收入3.3%（二零一六年：3.4%）。

As disclosed in the Very Substantial Disposal Circular issued by the Company on 28 March 2017, the Company entered into a conditional disposal agreement on 28 February 2017 (“the Disposal Agreement”) with an independent third party (“the Purchaser”) relating to the disposal of the entire issued share capital of Aquascutum Holdings Limited (“Aquascutum Holdings”) at a cash consideration of USD117,000,000 (equivalent to approximately HK\$906,800,000). Aquascutum Holdings, a wholly-owned subsidiary of the Company, is a company incorporated in the British Virgin Islands with limited liability and acts as investment holding company of certain subsidiaries (together the “Disposal Group”) which in turn are currently engaged in all business operations in relation to the manufacturing and sales of products under the “Aquascutum” brand and the intellectual property rights associated with the brand. A non-refundable deposit of USD5,000,000 (equivalent to approximately HK\$38,800,000) has been received from the Purchaser upon signing of the memorandum of understanding dated 17 October 2016. The remaining balance of the cash consideration of USD112,000,000 (equivalent to approximately HK\$868,000,000) will be paid by the Purchaser to the Company on completion of the disposal in accordance with the terms and conditions of the Disposal Agreement.

Results of the Group's Operations

The Group recorded a loss for the year ended 31 March 2017 which was mainly attributable to the significant decrease in sales in the wholesale and retail of branded garments, leather goods and accessories, the Group's principal business, caused by a decline in the retail markets in which the Group operates, particularly in Hong Kong and Mainland China.

Group's Operations

The Group's revenue decreased by 15.0% to HK\$760,510,000 (2016: HK\$894,240,000). Total sales of garments, which is the Group's core business, fell by 17.1% to HK\$643,482,000 (2016: HK\$775,939,000). Total licensing of trademarks income from external customers decreased by 1.4% to HK\$73,407,000 (2016: HK\$74,417,000). Total gross profit decreased by 17.4% to HK\$433,212,000 (2016: HK\$524,604,000). Overall gross profit margin decreased to 57.0% from 58.7% for last year.

The Group recorded a loss for the year of HK\$99,862,000 which increased from HK\$90,989,000 for last year. A net gain of HK\$29,845,000 derived from disposal of the entire issued shares of a subsidiary was recorded in last year which was partly offset by the incurring of the legal and professional expenses of HK\$9,200,000 in respect of the proposed spin-off and separate listing of the Group's printing business on the Growth Enterprise Market of the Stock Exchange.

Total operating expenses decreased by 17.7% to HK\$526,171,000 (2016: HK\$638,994,000). Total rental and other occupancy expenses decreased by 17.2% to HK\$207,486,000 (2016: HK\$250,630,000) which accounted for 27.3% (2016: 28.0%) of the Group's revenue. Total staff costs, including directors' emoluments, decreased by 5.5% to HK\$198,576,000 (2016: HK\$210,149,000) and accounted for 26.1% (2016: 23.5%) of the Group's revenue. Total advertising and promotion expenses decreased by 17.4% to HK\$25,443,000 (2016: HK\$30,819,000) which accounted for 3.3% (2016: 3.4%) of the Group's revenue.




Aquascutum
JUNIOR




Aquascutum
LONDON

1851年，高級服裝店的裁縫John Emary(約翰·艾瑪裔)創立「Aquascutum」，為難以預測的英國天氣，設計可靠的防水外衣。其後他成功發明舉世揚名的防水羊毛，並為這項新技術申請專利。「Aquascutum」名字源自兩個拉丁文，‘aqua’為拉丁文的「水」，而‘scutum’則是「防禦」的意思。「Aquascutum」於風衣的歷史中，扮演著不可或缺的角色。John Emary在第一次世界大戰期間，為英軍設計防禦衣，於是「Aquascutum」雨衣便成了英軍必備裝備之一，以及後來更發明先進的防水材料。

「Aquascutum」備受皇室貴族、政治領袖，以至國際名人影星的青睞。國際著名影星Pierce Brosnan(皮爾斯·布魯斯南)、國際知名職業高爾夫球手Adam Scott(亞當·斯科特)、日本著名歌星濱崎步及亞洲著名影星鄭秀文等人曾獲邀成為品牌形象大使。160多年以來，「Aquascutum」一直是倫敦生活的一部份，品牌保留傳統英式優秀的剪裁工藝，同時亦講究時尚設計，創造出品牌獨有深藏優雅的氣質及時尚華麗的風格。

2012年5月，本集團成為「Aquascutum」全球的擁有人。

Aquascutum was founded in 1851 by high quality tailor John Emary with the mission to provide stylish protection from the unpredictable British weather. John Emary invented and patented the innovative technique of shower-proofing wools and was the first to introduce rain repellent cloth. The name Aquascutum originates from the two Latin words ‘aqua’ (i.e. water) and ‘scutum’ (i.e. shield). Aquascutum plays an intrinsic role in the history of the trench coat; from the British Government’s commission of John Emary to design an outer garment for the officers in the World War One trenches, to the invention of the Raglan sleeve to the deconstruction and re-interpretation of the trench and innovation of modern shower proof fabrics.

Aquascutum continues to dress the powerful, from British Royalty and politicians to international celebrities. Famous actor Pierce Brosnan, PGA professional Adam Scott, Japanese singer Ayumi Hamasaki and Asian actress Sammi Cheng were our brand ambassador. Aquascutum has been part of London city life for over 160 years. Its heritage is rooted in excellent British tailoring and to this day delivers an understated, British elegance.

In May 2012, the Group became the global owner of Aquascutum.

管理層討論及分析

Management Discussion and Analysis

經營業務產生之現金流量

截至二零一七年三月三十一日止年度，本集團經營業務所產生的現金為12,494,000港元，對比去年所用的現金為49,706,000港元。存貨於二零一七年三月三十一日減少至202,578,000港元(其中包含出售組別持有存貨126,684,000港元)(二零一六年三月三十一日：262,757,000港元)，較上年度減少60,179,000港元。

於二零一七年三月三十一日，本集團扣除銀行貸款及透支後，擁有現金及銀行存款166,983,000港元(其中包含出售組別持有現金及銀行存款23,106,000港元)(二零一六年三月三十一日：75,379,000港元)，增加91,604,000港元(已計及年內支付截至二零一六年三月三十一日止年度末期股息8,293,000港元、出售香港九龍新蒲崗五芳街18號立安工業大廈地下全層所得現金收入66,800,000港元，以及有關出售Aquascutum Holdings簽署諒解備忘錄所收取不可退還按金5,000,000美元(相當於38,800,000港元))。截至二零一七年三月三十一日，本集團持有作買賣用途之證券公允價值為195,000港元(二零一六年三月三十一日：2,546,000港元)。

年內，本集團斥資約20,797,000港元用作經常性增置及重置其他物業、廠房及設備，去年則為35,584,000港元。

本集團財務狀況

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

本集團於二零一七年三月三十一日之淨資產總值為1,160,863,000港元(二零一六年三月三十一日：1,287,781,000港元)。本集團於報告年末之資本負債比率為0.006(二零一六年三月三十一日：0.021)，乃按總借貸6,627,000港元(二零一六年三月三十一日：27,025,000港元)及股東權益1,133,004,000港元(二零一六年三月三十一日：1,260,706,000港元)計算。本集團之借貸主要按浮動息率計算。

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

業務回顧

成衣銷售

成衣分部的總銷售額下跌17.1%至643,482,000港元(二零一六年：775,939,000港元)。分部錄得虧損119,578,000港元(二零一六年：92,798,000港元)。存貨周轉期由去年的257.6天輕微減少至245.8天。

Cash Flow from Operations

For the year ended 31 March 2017, the Group generated HK\$12,494,000 cash from operations as against HK\$49,706,000 cash was used in operations for the previous year. Inventories as at 31 March 2017 decreased to HK\$202,578,000 (including inventories held by the Disposal Group of HK\$126,684,000) (31 March 2016: HK\$262,757,000); a decrease of HK\$60,179,000 from the previous year end.

As at 31 March 2017, the Group had cash and bank deposits net of bank loans and overdrafts of HK\$166,983,000 (including cash and bank deposits held by the Disposal Group of HK\$23,106,000) (31 March 2016: HK\$75,379,000), representing an increase of HK\$91,604,000 after a final dividend payment of HK\$8,293,000 in respect of the year ended 31 March 2016, the cash receipt of HK\$66,800,000 from disposal of the whole of Ground Floor, Lead On Industrial Building, No. 18 Ng Fong Street, San Po Kong, Kowloon, Hong Kong and the receipt of non-refundable deposit of USD5,000,000 (equivalent to approximately HK\$38,800,000) upon signing of the memorandum of understanding relating to the disposal of the entire issued share capital of Aquascutum Holdings. At 31 March 2017, the Group had trading securities with a fair value of HK\$195,000 (31 March 2016: HK\$2,546,000).

During the year, the Group spent approximately HK\$20,797,000 in additions and replacement of other property, plant and equipment, compared to HK\$35,584,000 for the previous year.

Group's Financial Position

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

The Group's net assets as at 31 March 2017 were HK\$1,160,863,000 (31 March 2016: HK\$1,287,781,000). The Group's gearing ratio at the end of the reporting year was 0.006 (31 March 2016: 0.021) which was calculated based on total borrowings of HK\$6,627,000 (31 March 2016: HK\$27,025,000) and shareholders' equity of HK\$1,133,004,000 (31 March 2016: HK\$1,260,706,000). The Group's borrowings are mainly on a floating rate basis.

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

Operation Review

Sales of Garments

Total revenue of the sales of garment segment declined by 17.1% to HK\$643,482,000 (2016: HK\$775,939,000). The segment recorded a loss of HK\$119,578,000 (2016: HK\$92,798,000). Inventory turnover improved slightly from 257.6 days for the previous year to 245.8 days.



ASHWORTH

「Ashworth」於80年代打造了高爾夫球新面貌，改變了高球手以往的著裝要求。「Ashworth」的剪裁、感覺及風格，吸引一眾著重打扮的人士於球場內外所追捧。

憑藉優越條件的配合，有助「Ashworth」的未來發展：品牌實力及傳承、專業的設計和營銷團隊，以及集團龐大的銷售網絡。這些優勢，不但讓「Ashworth」於高爾夫休閒風格中增添時尚鮮明的氣息，更創造出與眾不同的風格。

本集團於1998年正式代理「Ashworth」品牌服飾，於香港、澳門、中國內地及台灣開設專門店。

In the 1980s, Ashworth created what became known as “the new look of golf,” which not only changed how golfers dressed, it changed how they thought about what they wore. From that arose a generation of style-conscious loyalists who favored the fit, feel and style of Ashworth off the course as well as on it.

Ashworth has multiple critical assets that, combined, promise a bright future: the strength of its name and heritage, the determination of a deeply talented design and marketing team, and the depth and distribution power of the Group. These advantages have Ashworth poised to differentiate itself from the pack while adding contemporary relevance and clarity to the golf lifestyle category.

The Group has been the exclusive licensee and distributor of Ashworth since 1998. The retail network currently covers Hong Kong, Macau, China and Taiwan.

管理層討論及分析

Management Discussion and Analysis

本集團的主營業務為批發及零售品牌成衣、皮具及配飾，佔本集團分部收入96.5%。於回顧年內，本集團主要經營市場受經濟及匯率等不利因素拖累業績表現。由於中國內地遊客和本地顧客的消費持續下滑，香港零售市場仍然疲弱。台灣亦因為中國內地遊客人數減少，導致零售市場相應收縮8.7%。經濟增長放緩繼續對中國內地零售市場的消費支出造成重大影響。

「Aquascutum」於英國的服裝批發及零售業務，總銷售額由去年的12,222,000英鎊減少13.1%至10,625,000英鎊。

租金佔總零售營運成本的主要部分，繼續於本年度為分部的盈利構成下行壓力。本集團將繼續審慎地擴張分店網絡。

Wholesaling and retailing of branded garments, leather goods and accessories, the Group's principal business, accounted for 96.5% of the revenue of the segment. The Group's principal operating markets were adversely impacted by economic and exchange rate factors during the year under review. The Hong Kong retail market remained weak as a result of continued decline in spending by Mainland Chinese visitors and local customers. The Taiwan retail market recorded a decrease of 8.7% as a result of a drop in Mainland Chinese visitors. Slow economic growth continued to cause considerable impact on consumer spending in the Mainland China retail market.

Aquascutum apparel wholesale and retail business in the United Kingdom recorded a 13.1% decrease in total sales to GBP10,625,000 from GBP12,222,000 for the previous year.

Rental represents a considerably significant portion of the total retail operating costs and has continued to place downward pressure on the segment's profitability during the year. The Group will remain prudent with regard to store network expansion.

截至三月三十一日按地區分佈之銷售點數目

Number of POSs by geographical locations as at 31 March

| | 中國內地 | | 香港 | | 澳門 | | 台灣 | | 歐洲 | | 總計 | |
|------------------|----------------|------------|-----------|-----------|-----------|-----------|-----------|-----------|----------|-----------|------------|------------|
| | Mainland China | | Hong Kong | | Macau | | Taiwan | | Europe | | Total | |
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 |
| Aquascutum | 87 | 110 | 8 | 10 | 4 | 4 | 26 | 26 | 7 | 12 | 132 | 162 |
| Ashworth | 32 | 40 | 12 | 11 | 5 | 6 | 5 | 7 | - | - | 54 | 64 |
| J.Lindeberg | - | - | 8 | 7 | 3 | 3 | - | - | - | - | 11 | 10 |
| Harmont & Blaine | - | - | 2 | - | 1 | - | - | - | - | - | 3 | - |
| Guy Laorche | - | - | - | - | - | - | - | - | 1 | 1 | 1 | 1 |
| Michel Rene | 1 | 1 | - | - | - | - | - | - | - | - | 1 | 1 |
| Total | 120 | 151 | 30 | 28 | 13 | 13 | 31 | 33 | 8 | 13 | 202 | 238 |

本集團於本回顧年度推出「Harmont & Blaine」，並已於二零一七年三月在香港及澳門開設3個銷售點。截至二零一七年三月三十一日，本集團於經營市場擁有由202個銷售點組成的分銷網絡，較去年底減少了36個銷售點。

東莞廠房佔分部總營業額的3.5%，年內錄得營業額下跌和經營虧損。

特許商標

本集團擁有「Guy Laroche」及「Aquascutum」之全球知識產權。來自外界客戶之特許商標收益總額減少1.4%至73,407,000港元(二零一六年：74,417,000港元)。

其他業務

印刷及相關服務的總收入較去年輕微下跌，但分部溢利仍較去年上升。

物業租賃收入由去年的6,567,000港元上升至7,881,000港元。出租香港工業大廈和倫敦的物業產生穩定收入。

The Group launched Harmont & Blaine during the year under review and 3 POSs had been opened in Hong Kong and Macau in March 2017. As at the end of March 2017, the Group has a distribution network of 202 POSs in our operating market which reduced by 36 POSs from last year end.

The manufacturing plant at Dongguan, which accounted for 3.5% of total sales of the segment, recorded a decrease in sales and a loss from operation during the year.

Licensing of Trademark

The Group owns the global intellectual property rights of Guy Laroche and Aquascutum. Total income of licensing of trademarks from external customers decreased by 1.4% to HK\$73,407,000 (2016: HK\$74,417,000).

Other Business

Total revenue of printing and related services dropped slightly from last year but segment profit increased from last year.

Property rental income increased from HK\$6,567,000 for the previous year to HK\$7,881,000. Income from leasing of industrial buildings in Hong Kong and a property in London is steady.

Guy Laroche

P A R I S



「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年所創立，並於1961年首次推出成衣系列及開設首間專賣店。現時，「Guy Laroche」品牌除有時尚服裝外，更有香水、手錶、眼鏡、皮革產品及家居服飾等。「Guy Laroche」的修身剪裁及獨有風格，備受追求時尚的男士、當紅女星和名媛追捧。奧斯卡影后Hilary Swank(希拉裡·斯旺克)曾身穿「Guy Laroche」高雅獨特的晚裝出席電影頒獎禮，驚豔全場，備受時裝媒體的讚賞。

本集團於2004年購入「Guy Laroche」品牌，並於亞洲及全球建立銷售網絡。

Guy Laroche is a renowned French label that has long been recognized 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 offers the world products that range from fashion, to perfume, watches, eyewear, leather goods, and home fashion. Guy Laroche is well-known for its form-fitting cuttings, accentuating female bodyline appeal, and thus it has been popular among famous actresses and celebrities. Guy Laroche designs are for sophisticated and contemporary men & ladies with an appreciation for French style. Hilary Swank wore a Guy Laroche gown to the Oscar Ceremony when she won her Oscar for best actress.

The Group acquired Guy Laroche in 2004 and the brand has further developed its presence in Asia and throughout the world.

管理層討論及分析

Management Discussion and Analysis

展望

零售市道不景氣，特別是本集團在中港臺的主要經營市場仍然疲弱。我們預期在可見的將來市道都不會出現強勁復甦。因此，我們將繼續致力控制各營運層面的成本和開支，並且採取審慎的態度制定未來業務的擴充和發展策略。我們將會在本年第三季度推出最新品牌「Tommy Bahama」。

法律及法規

有關工作場所質素和環保的法律及法規可能對本集團的主要業務造成重大影響。

工作場所質素

本集團認為業務一直成功，有賴於本集團的僱員全力貢獻和支持。本集團致力在不同範疇中為所有僱員推廣平等機會，當中包括招聘、薪酬及福利、培訓、晉升機會、調職和解僱。本集團乃根據所有僱員的能力、表現和貢獻來進行評估，而不論其國籍、種族、宗教信仰、性別、年齡或家庭狀況。

本集團致力確保僱員之健康、安全及福利，承諾完全遵守所有職業健康及安全法例，並為本公司僱員執行有效率及安全的工作環境。

本集團遵守勞工或其他相關法例，並無發現任何重大地不遵守或違反有關工作場所質素之法例。

產品安全

本集團以全球客戶的福利為先，同時著重其廣泛社會及環境影響。本集團之產品質素及安全在這方面至關重要。

所有產品均屬安全，並完全符合國際環保及安全標準。本集團並無發現任何重大地不遵守或違反有關產品安全之法例。

環境保護

本集團通過節省用電致力保護和維持環境。

本集團堅持在環保方面保留高標準，根據適用的法律或條例，在生產及處置材料的過程中滿足相關規定。

本集團就空氣及溫室氣體排放、排放水源及土地、產生有害或無害用水等等各方面，並無發現任何重大地不遵守或違反相關標準、規定和法例。

社會表現

本集團長期以來一直致力成為負責任的企業公民，積極支持不同的慈善機構和目標。「YGM 義工隊」於二零一四年成立，在報告期參加各種慈善活動，幫助有需要人士，以展示其企業社會責任及促進社會的關懷文化。

環境、社會及管治報告

環境、社會及管治報告將於本公司年報刊發後三個月內於香港聯合交易所有限公司及本公司網站刊載。

Outlook

The retail climate in the Group's principal operating markets, in particular, Hong Kong, Taiwan and Mainland China remains weak. We do not expect a strong recovery in the foreseeable future. Hence, we will continue to control costs and expenses at all levels of operation and adopt a cautious approach to our further expansion and development strategies. A new brand, Tommy Bahama, will be launched in the third quarter of the year.

Law and Regulations

Law and regulations in relation to workplace quality and environmental protection may have a material effect on the Group's principal activities.

Workplace Quality

The Group believes that continued business success relies on the full contribution and support of our employees. We are dedicated to promoting equal opportunities for all of our employees in different areas, including recruitment, compensation and benefits, training, staff promotion, transfer, and dismissal. All employees are assessed based on their ability, performance and contribution, irrespective of their nationality, race, religion, gender, age or family status.

The Group is committed to the health, safety and welfare of our employees. We pledge full compliance in all occupational health and safety legislations and we have implemented an effective and safe working environment for our employees.

The Group complied with labour or other relevant legislations. We did not identify any material non-compliance or breach of legislation related to workplace quality.

Product Safety

The Group places the highest importance on the welfare of its customers globally, as well as on its broader societal and environmental impact. The quality and safety of our products is a vital part of this.

All products are safe and fully adhere to international environmental and safety standards. We did not identify any material non-compliance or breach of legislation related to product safety.

Environmental Protection

The Group is committed to protecting and sustaining the environment through reduced consumption of electrical power.

We are committed to upholding high environmental standards to fulfill relevant requirements under applicable laws or ordinances during the manufacturing and material disposal processes.

We did not identify any material non-compliance or breach of relevant standards, rules and regulations on air and greenhouse gas emission, discharges into water and land, generation of hazardous or non-hazardous water, etc.

Social Performance

The Group has long been committed to being a responsible corporate citizen and actively supports various charitable organisations and causes. The "YGM Volunteer Team" was established in 2014 and, during the reporting period, participated in various charitable activities to help people in need, demonstrating its corporate social responsibility and promoting the caring culture in the society.

Environment, Social and Governance Report

An Environment, Social and Governance report will be published on the website of The Stock Exchange of Hong Kong Limited and the Company's website no later than three months after the publication of the Company's annual report.



Harmont & Blaine



意大利著名高級服裝品牌「Harmont & Blaine」成立於1995年，品牌以高級布料及創作革新的設計聞名，再加上採用多種不同的色調，塑造出獨特的時尚感，為一眾追求高品味的人士帶來舒適細緻的休閒服系列。

「Harmont & Blaine」的總部位於拿波里，在意大利及世界各地設有逾100間獨立品牌專門店及專櫃，遍布米蘭、拿波里、卡布里島、菲諾港、莫斯科、布拉格、杜拜、多哈、邁阿密、墨西哥城、巴拿馬、聖多明哥、卡塔赫納及香港。

本集團為「Harmont & Blaine」大中華區的獨家經銷商。

Established in 1995, Italian leisurewear brand Harmont & Blaine is renowned for its colorful range of apparel and accessories created with superior fabrics and distinctive details. It is designed for modern men and women with discerning taste and the strive for quality and innovation.

Headquartered in the province of Naples, Harmont & Blaine can count upon more than 100 single-brand stores and shop-in-shops in Italy and all over the world: Milan, Naples, Capri, Portofino, Moscow, Prague, Dubai, Doha, Miami, Mexico City, Panama, Santo Domingo, Cartagena and Hong Kong.

The Group is currently the exclusive distributor of Harmont & Blaine in the Greater China region.

主要風險和不確定因素

風險和不確定因素可能會影響本集團的業務、財務狀況、經營業績或增長前景，使預期業績與過去業績之間出現較大差距。影響本集團的主要風險和不確定因素概述如下。為了處理這些風險和不確定因素，本集團仍然與股東密切聯繫，以了解和解決有關憂慮。

這些因素並非廣泛或全面，除了如下所示的風險外，亦可能有其他風險而本集團並不知悉或現時並非重大但將來可能屬重大者。

全球經濟和宏觀經濟狀況

全球經濟復甦趨勢遜於預期，各發達經濟體的復甦步伐不一。由於經濟壓力和地緣政治緊張局勢，如新興市場增長放緩，美國結束量化寬鬆計劃，以及中東和東歐局勢並不穩定，促使下行風險增加。

本集團之主要業務為於香港、英國、法國、中國內地、澳門及台灣零售及批發品牌成衣和配飾。本集團所經營的行業受上述地區的經濟狀況、店舖租金、消費支出、傳染性疾病爆發和貨幣環境等因素影響。如果上述任何因素的結合影響或有關地區持續出現不利的經濟狀況，則可能會影響本集團的財務狀況、潛在收入、資產價值和負債。

貨幣市場

本集團的貨幣風險主要是來自在香港以外的投資。

本集團的業績以港元入賬，但其於香港以外的附屬公司以其他貨幣收取收益及承擔費用。在附屬公司換算業績的過程中或在撥回盈利、股權投資和貸款時，如果出現任何貨幣變動，均可能影響本集團的業績。

地方、國家和國際法規的影響

有關本集團經營業務的個別國家和城市的本地業務風險可能對本集團財務狀況、經營業績和增長前景產生重大影響。

本集團在地方、國家和國際層面涉及（且程度越來越大）不同的政治、社會、法律、稅收、監管和上市規定，而這些因素亦不斷變化。政府推行新的政策或措施，不論是有關財政、稅收或監管，均可能對本集團業務所產生的回報構成風險，以及可能延遲或阻止個別業務的商業營運，導致錄得收益及溢利損失。

本集團已採取積極方法監察政府政策和立法的變化，並妥善安排風險緩解措施，以及經常檢討以加強效用。

Principal Risks and Uncertainties

Risks and uncertainties can affect the Group's businesses, financial conditions, operational results or growth prospects leading to a divergence from expected or historical results. Key risk factors and uncertainties affecting the Group are outlined below. In dealing with these risk factors and uncertainties, the Group remains in touch with our stakeholders with the aim of understanding and addressing their concerns.

These factors are not exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could become material in the future.

Global Economy and Macro-economic Conditions

The global economic recovery has been weaker than expected with uneven recovery in advanced economies. Downside risks have increased due to economic pressures and geopolitical tensions such as showing growth in emerging markets, the end of the quantitative easing program in the USA, and the instability in Middle East and Eastern Europe.

The principal business activities of the Group is retailing and wholesaling of branded garments and accessories in Hong Kong, the United Kingdom, France, Mainland China, Macau and Taiwan. The industries in which the Group operates are affected by the economic conditions, shop rent, consumer spending, contagious disease outbreaks and currency environment in these regions. Any combination of these factors or continuing adverse economic conditions in these regions may adversely affect the Group's financial position, potential income, asset value and liabilities.

Currency Markets

The Group's currency exposure mainly arises from its investments outside Hong Kong.

The results of the Group are recorded in Hong Kong dollars, however its subsidiaries outside Hong Kong receive revenue and incur expenses in other currencies. Any currency fluctuations that occur during the progress of translation of the results of these subsidiaries or during the repatriation of earnings, equity investments and loans may have an impact on the Group's results.

Impact of Local, National and International Regulations

Local business risks specific to individual countries and cities where the Group operates could have a material impact on its financing conditions, operating results and growth prospects.

The Group is, and may increasingly become, exposed to different and changing political, social, legal, tax, regulatory and listing requirements at the local, national and international level. New policies or measures by governments, whether fiscal, tax or regulatory, may pose a risk to the returns delivered by the Group's business and may delay or prevent the commercial operational of an individual business, with a resulting loss in revenue and profit.

The Group has taken a proactive approach to monitoring changes in government policies and legislation. Adequate risk mitigation measures are in place and are constantly reviewed for enhancement.



JL
J.LINDBERG

瑞典品牌「J.Lindeberg」創立於1997年，成功融合時尚潮流與功能運動服飾。其高爾夫及滑雪系列銷售網遍佈於全世界30個國家，當中包括斯德哥爾摩、哥本哈根、基茨比厄爾、紐約、洛杉磯、邁阿密、香港、首爾、大阪、東京。「J.Lindeberg」於世界各地高級時裝專門店及百貨公司亦有發售，更於不少國際知名的尊貴高爾夫球會設有專櫃。品牌總部設於瑞典斯德哥爾摩。

本集團為「J.Lindeberg」在香港及澳門的獨家經銷商。

Since its first collection in 1997, J.Lindeberg has successfully combined fashion and sportswear. J.Lindeberg's main collection and its progressive golf and ski collections are sold in more than 30 countries worldwide. The stores are located in Stockholm, Copenhagen, Kitzbühel, New York, Los Angeles, Miami, Hong Kong, Seoul, Osaka and Tokyo. J.Lindeberg apparel is also carried by leading independent boutiques, upscale departments stores, and some of the world's most exclusive golf and ski shops. The brand is headquartered in Stockholm, Sweden.

The Group is currently the exclusive distributor of J.Linderberg in Hong Kong and Macau.

僱員及薪酬政策

截至二零一七年三月三十一日止，本集團之僱員總數約為1,500人(二零一六年三月三十一日：1,300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，本集團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。

供應商關係

公平及公開競爭

本集團鼓勵公平公開競爭，本着互信與供應商建立長遠的合作關係。

保障公眾利益責無旁貸

我們向供應商或服務商採購時秉持最高的操守標準，這有助確保產品質素優良，務求令顧客、供應商和公眾安心信賴。

採購及招標程序

為保證符合採購政策及促進公開的良性競爭，我們訂定服務承包合約和採購貨物時純粹以需要，品質和價格作為考慮因素。

顧客及消費者關係

顧客服務

本集團致力提供效率高，慇懃有禮的服務，令顧客感到滿意，樂於與我們合作。顧客可閱覽我們的年報，其詳述本集團的業務營運和未來發展。本集團不會作任何失實、誇大或過份的聲稱。

訂價政策

本集團信奉由供求決定價格的自由市場經濟體制，同時竭力以合理價格為顧客提供質素上乘的產品，讓本集團賺取與產品價值相符的合理利潤。

股息

董事會已議決於二零一七年九月二十日舉行之應屆股東週年大會上，建議派發截至二零一七年三月三十一日止年度之末期股息普通股每股10港仙(二零一六年：5港仙)。倘獲股東通過，總金額為16,586,000港元(二零一六年：8,293,000港元)之末期股息預期將於二零一七年十月十二日或該日期前後派發予於二零一七年九月二十九日營業時間結束時名列本公司股東名冊之股東。

自財政年度末出現並一直影響本集團的重要事件

我們並無辨別出自財政年度末出現並一直影響本集團的任何重要事件。

Employment and Remuneration Policies

As at 31 March 2017, the Group had approximately 1,500 employees (31 March 2016: 1,300). The Group offers competitive remuneration packages including medical subsidies and retirement scheme contributions to its employees in compensation for their contribution. In addition, discretionary bonuses may also be granted to the eligible employees based on the Group's and individuals' performances.

Relationship with Suppliers

Fair and Open Competition

The Group promotes fair and open competition that aims to develop long-term relationships with suppliers based on mutual trust.

Public Interest and Accountability

The procurement from suppliers or services providers is conducted in a manner consistent with the highest ethical standards. This helps assure high products quality at all times to gain the confidence of customers, suppliers and the public.

Procurement and Tendering Procedures

The contracting of services and the purchase of goods are based solely on need, quality and price. This ensures compliance with procurement policies and fosters positive and open competition.

Relationship with Customers and Consumers

Customer Services

The Group seeks to provide efficient and courteous customer service to maintain customer satisfaction and co-operation. Customers have access to information about the operation and development of the Group through annual reports. The Group shall not make any misrepresentation, exaggeration or overstatement.

Pricing Policies

The Group believes in the economic system of the free market, in which price is determined by supply and demand. The Group also seeks to provide customers with the highest quality products at fair prices which allow the Group a reasonable profit in relation to the value provided.

Dividends

The Board had recommend the payment of a final dividend of 10 HK cents (2016: 5 HK cents) per ordinary share for the year ended 31 March 2017 at the forthcoming annual general meeting to be held on 20 September 2017. The final dividend totaling HK\$16,586,000 (2016: HK\$8,293,000), if approved by the shareholders, is expected to be paid on or around 12 October 2017 to those shareholders whose names appear on the register of members of the Company as at the close of business on 29 September 2017.

Important Events Affecting The Group That Have Occurred Since The End of The Financial Year

We did not identify any important events affecting the Group that have occurred since the end of the financial year.

MICHEL RENÉ



創立於1976年的「MICHEL RENÉ」為本集團自家品牌，以選料優秀及精湛剪裁馳名。沿襲法國的高級品味，品牌建立其都會優雅風格，推出一系列優質西服套裝及休閒便服，以合理的價格為時尚男女提供全面服裝配搭的選擇。品牌著重產品的精巧手工、時尚搭配和面料的舒適感，深受專業人士、行政人員和上班族的擁戴。「MICHEL RENÉ」以清晰利落的設計配合清新品味，完美地配合不同場合的需要。

Established in 1976 and being the house brand of the Group, MICHEL RENÉ represents high quality yet affordable men's and women's fashion. French style and metropolitan elegance are the distinguishing features of every MICHEL RENÉ suits and casual wears. The brand puts emphasis on sophisticated craftsmanship, contemporary styling and fine quality fabrics on apparel for professionals and executives in town. MICHEL RENÉ's classic style takes today's men and women from day to night, and from work to weekend.

企業管治報告

Corporate Governance Report

本公司董事會（「董事會」）致力維持高水平之企業管治。董事會堅信，透明、問責和獨立三項原則對於保障本公司之利益及提升股東之價值至為重要。

於截至二零一七年三月三十一日止財政年度內，本公司已採納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14所載之《企業管治守則》（「守則」）適用的守則條文規定，惟守則之守則條文A.4.1項之偏離除外，據此，本公司的非執行董事應有特定明確任期，並可膺選連任。本公司的非執行董事並無特定明確任期，彼等須依據本公司的公司組織章程第96條及第105條於本公司股東週年大會上輪值告退及重選。

董事會

董事會致力以誠以公司及股東整體利益為最優先的考慮因素。董事會為本集團訂立整體目標及策略方向、監督及評估其營運及財務表現。由董事會作決策之事宜包括年度及中期業績、經審核財務報表、須予公佈之交易、董事委任及續任、主要收購及出售、重大合約、風險管理、主要財務及借貸、會計以及股息政策。董事會指派本集團管理層負責本公司日常營運，並指示管理層執行董事會之決策及決議。此外，董事會亦將若干責任下放審核委員會、薪酬委員會、提名委員會及風險管理委員會。

董事會包括七名執行董事及四名獨立非執行董事。獨立非執行董事的數目根據上市規則第3.10A條須至少為董事會成員的三分之一。獨立非執行董事帶來多方面的專業知識、技能和經驗，為本集團提供有效指引，並為本集團面對的所有重大決策帶來局外的觀點。

董事背景及資歷與其關係載於「董事及管理人員」一節。

董事會、審核委員會、酬金委員會、提名委員會及風險管理委員會曾於回顧年度分別舉行了六次、兩次、一次、一次及一次會議。

董事會及各董事委員會於截至二零一七年三月三十一日止年度內所舉行會議之出席記錄載列如下：

The board of directors (the “Board”) of the Company is dedicated to uphold a high corporate governance standard. The Board firmly believes that the principles of transparency, accountability and independence are essential for protecting the interests of the Company and maximising shareholder value.

The Company has complied with the code provisions in the Corporate Governance Code (the “Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) throughout the financial year ended 31 March 2017, except for the deviation from code provision A.4.1 of the Code, pursuant to which the non-executive directors of the Company should be appointed for a specific term, subject to re-election. The non-executive directors of Company are not appointed for a specific term but are subject to retirement by rotation and re-election requirements at the annual general meeting of the Company in accordance with Articles 96 and 105 of the Company’s articles of association.

Board of Directors

The Board is committed to act in good faith in the best interests of the Company and its shareholders. The Board sets the Group’s overall objectives and strategic directions, monitors and evaluates its operating and financial performance. It also decides on matters relating to annual and interim results, audited financial statements, notifiable transactions, appointment and re-appointment of directors, major acquisitions and disposals, material contracts, risk management, major financings and borrowings, accounting and dividends policies. The Board delegates day-to-day operations of the Company to the management of the Group and also instructs the management to implement the Board’s decisions and resolutions. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee.

The Board comprises seven executive directors and four independent non-executive directors. The number of independent non-executive directors represents at least one-third of the Board in accordance with Rule 3.10A of the Listing Rules. The independent non-executive directors bring a diverse range of expertise, skills and experience to provide effective guidance and an outside perspective to all major decisions of the Group.

Details of backgrounds and qualifications of the directors as well as relationships between them are set out in the section of “Directors and Management”.

The Board, Audit Committee, Remuneration Committee, Nomination Committee and Risk Management Committee had held 6, 2, 1, 1 and 1 meetings respectively in the year under review.

The attendance at the Board and respective Board Committees meetings held in the year ended 31 March 2017 are as follows:

| | | 董事會 Board | 審核委員會 Audit Committee | 酬金委員會 Remuneration Committee | 提名委員會 Nomination Committee | 風險管理委員會 Risk Management Committee | 股東大會 General Meeting |
|--|-------------------------|--------------|--------------------------|---------------------------------|-------------------------------|--------------------------------------|-------------------------|
| 執行董事 <i>Executive Directors</i> | | | | | | | |
| 陳永樂 | Chan Wing Sun, Samuel | 6/6 | N/A | 1/1 | 1/1 | 1/1 | 1/1 |
| 周陳淑玲 | Chan Suk Ling, Shirley | 6/6 | N/A | N/A | N/A | 1/1 | 1/1 |
| 傅承蔭 | Fu Sing Yam, William | 6/6 | N/A | N/A | N/A | 1/1 | 1/1 |
| 陳嘉然 | Andrew Chan | 6/6 | N/A | N/A | N/A | 1/1 | 1/1 |
| 陳永奎 | Chan Wing Fui, Peter | 5/6 | N/A | 1/1 | 1/1 | N/A | 1/1 |
| 陳永棋 | Chan Wing Kee | 6/6 | N/A | N/A | N/A | N/A | 1/1 |
| 陳永滔 | Chan Wing To | 6/6 | N/A | N/A | N/A | N/A | 1/1 |
| 獨立非執行董事 <i>Independent Non-executive Directors</i> | | | | | | | |
| 梁學濂 | Leung Hok Lim | 6/6 | 2/2 | 1/1 | 1/1 | N/A | 1/1 |
| 林克平 | Lin Keping | 6/6 | 2/2 | 1/1 | 1/1 | N/A | 1/1 |
| 施祖祥 | Sze Cho Cheung, Michael | 6/6 | 2/2 | 1/1 | 1/1 | N/A | 1/1 |
| 蔡廷基 | Choi Ting Ki | 6/6 | 2/2 | 1/1 | 1/1 | N/A | 1/1 |

二零一六年度股東週年大會（「股東週年大會」）於二零一六年九月十四日舉行，全部董事，包括董事會主席、審核委員會主席、薪酬委員會主席及提名委員會主席及外聘核數師均出席股東週年大會答覆股東提問。本公司於適當時候會檢討股東週年大會進行程序去執行良好企業管治常規。投票結果已於股東週年大會當日在本公司網站及聯交所網站發佈。

本公司已接獲各名獨立非執行董事各自按照上市規則第3.13條所載之相關指引作出之年度獨立身分確認書。提名委員會及董事會認為，本公司全體獨立非執行董事均屬上市規則第3.13條所述之獨立人士。

企業管治政策及職責

董事會致力確保本集團內建立良好的企業管治框架和常規。董事會負責履行守則之守則條文D.3.1項所規定之企業管治職能責任，其載列如下：

- (1) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (2) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (3) 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- (4) 制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及
- (5) 檢討本公司遵守《守則》的情況及在《企業管治報告》內的披露。

主席及行政總裁

董事會主席為陳永樂先生，本公司行政總裁為傅承蔭先生。本公司董事會主席及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，清楚區分這兩者的職責，旨在確保權力及授權分佈均衡。

董事培訓

根據守則之守則條文A.6.5項，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需的情況下對董事會作出貢獻。本公司應負責安排合適的培訓並提供有關經費，以及適切着重董事的角色、職能及責任。本公司於委任新董事後，均向其提供切合需要的入職培訓計劃，以便能充分認識本集團的業務及營運，並確保其完全知悉根據有關法律及上市規則所規定的責任和義務。

The 2016 Annual General Meeting (“AGM”) was held on 14 September 2016, all the directors, including the Chairman of the Board, the Chairman of each of the Audit Committee, Remuneration Committee and Nomination Committee and the external auditor of the Company attended the AGM to answer questions raised by shareholders. Proceedings of annual general meeting are reviewed from time to time to ensure that the Company follows good corporate governance practices. Voting results were posted on the Company’s and the Stock Exchange’s website on the day of the AGM.

Each of the independent non-executive directors has confirmed with the Company in writing his independence from the Company in accordance with the relevant guidelines set out in Rules 3.13 of the Listing Rules. The Nomination Committee and the Board considered that all independent non-executive directors of the Company are independent with reference to Rule 3.13.

Corporate Governance Policy and Duties

The Board is committed to ensure that at good corporate governance framework and practices are established within the Group. The Board is responsible for performing the duties on corporate governance functions as required under code provision D.3.1 of the Code which are set out below:

- (1) developing and reviewing the Company’s policies and practices on corporate governance and making recommendations to the board;
- (2) reviewing and monitoring the training and continuous professional development of directors and senior management;
- (3) reviewing and monitoring the Company’s policies and practices on compliance with legal and regulatory requirements;
- (4) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (5) reviewing the Company’s compliance with the Code and disclosure in the Corporate Governance Report.

Chairman and Chief Executive Officer

The Chairman of the Board is Mr. Chan Wing Sun, Samuel and the Chief Executive Officer of the Company is Mr. Fu Sing Yam, William. 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.

Directors’ Training

According to code provision A.6.5 of the Code, all directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the directors. The Company provides tailored induction programme to new director upon his appointment to equip him with the appropriate understanding of the business and operations of the Group and to ensure that he is fully aware of his responsibilities and obligations under the relevant law and the Listing Rules.

於本年度內，本公司安排了一次內部講座，使各董事了解企業管治守則修訂及有關上市規則的最新資料。本公司就立法和監管事宜定期向董事提供更新材料。本公司同時鼓勵各董事參與有關講座、研討會或論壇以增進各董事的知識及技能。於本年度內，所有董事均參與符合守則之守則條文A.6.5項所訂明的持續專業發展。

董事保險

於本年度內，本公司已安排就董事及高級職員責任更新保單，以確保董事及高級管理人員於彼等履行職務時所產生的任何責任獲得保障。

董事委員會

董事會已成立審核委員會、酬金委員會、提名委員會及風險管理委員會，並授權其監督本公司特定範疇事務。該四個董事委員會各備有書面權責範圍。董事委員會獲提供充足資源以履行其職責及可於適當情況下尋求獨立專業意見，費用由本公司支付。

審核委員會

本公司已成立審核委員會，並備有書面權責範圍。審核委員會包括全體四名獨立非執行董事，分別為梁學濂先生、林克平先生、施祖祥先生及蔡廷基先生，並由梁學濂先生出任主席。審核委員會會議之出席記錄載列於第17頁。

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制度及其執行情況、評估財務資料及有關披露、審閱關連交易及考慮本公司於會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

於截至二零一七年三月三十一日止年度內，審核委員會已審閱及和管理層與外聘核數師討論中期及全年業績，以確保本集團財務報表皆符合香港公認會計原則而編製。審核委員會在管理層不參與的情況下，與外聘核數師每年兩次會面，以討論由審計而產生的任何事宜及核數師可能提出的任何其他事項。審核委員會亦審閱畢馬威會計師事務所之獨立性及其工作質素並建議董事會續聘畢馬威會計師事務所為截至二零一八年三月三十一日止財政年之核數師。

During the year, the Company organised one in-house seminar to update the Directors on the new amendments to the corporate governance code and relevant Listing Rules. The Company circulates materials relating to the legislative and regulatory environment to the directors on a regular basis for their information. The Company also encourages Directors to attend relevant seminars, conferences or forums to develop and refresh their knowledge and skill. During the year, all directors participated in contained professional development in compliance with code provision A.6.5 of the Code.

Directors' Insurance

During the year, the Company has arranged for the renewal of an insurance policy on directors' and officers' liability to ensure our directors and senior management are protected from any liability arising from the performance of their duties.

Board Committees

The Board has established the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee, each with mandate to oversee particular aspects of the affairs of the Company. Each of these four Board committees is set up with written terms of reference. The Board committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice in appropriate circumstance at the expenses of the Company.

Audit Committee

The Company has established an Audit Committee with written terms of reference. The Audit Committee comprises all four independent non-executive directors, namely Mr. Leung Hok Lim, Mr. Lin Keping, Mr. Sze Cho Cheung, Michael and Mr. Choi Ting Ki. It is chaired by Mr. Leung Hok Lim. The members' attendance to the Audit Committee meeting is listed out on page 17.

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, reviewing connected transactions and considering the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

During the year ended 31 March 2017, the Audit Committee has, inter alia, reviewed and discussed with management and the external auditor the interim and annual results with a view to ensuring that the Group's financial statements were prepared in accordance with accounting principles generally accepted in Hong Kong. The Audit Committee has met with external auditor twice a year, in the absence of management, to discuss any issues arising from the audit and any other matters the auditor may wish to raise. The Audit Committee has also reviewed the independence and quality of work of KPMG and has recommended to the Board to re-appoint KPMG as auditor for the year ending 31 March 2018.

於本年度內，董事會並無與審核委員會意見不合，亦無拒絕接納審核委員會提交之任何建議。

酬金委員會

酬金委員會包括兩名執行董事陳永奎先生及陳永樂先生，以及四名獨立非執行董事，即梁學濂先生、林克平先生、施祖祥先生及蔡廷基先生，並由施祖祥先生出任主席，酬金委員會會議之出席記錄載列於第17頁。

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。委員會就個別執行董事及高級管理人員酬金組合向董事會提出意見，當中會考慮可作比較公司所支付的薪金及薪酬組合、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。

董事酬金詳情載於財務報表附註第8項。

提名委員會

提名委員會包括兩名執行董事，分別為陳永奎先生及陳永樂先生，以及四名獨立非執行董事，即梁學濂先生、林克平先生、施祖祥先生及蔡廷基先生。並由梁學濂先生出任主席。提名委員會會議之出席記錄載列於第17頁。

提名委員會負責檢討董事會之架構、人數及組成，物色具備合適資格可擔任董事的人士，評核獨立非執行董事的獨立性，以及就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。提名委員會將根據候選人的專業資格、技能、經驗及背景，考慮是否適合。

於截至二零一七年三月三十一日止年度內，提名委員會已檢討董事會的架構、人數、及組成（包括各董事技能、知識和經驗）。

風險管理委員會

風險管理委員會包括四名執行董事，分別為陳永樂先生、周陳淑玲女士、傅承蔭先生及陳嘉然先生，並由陳永樂先生出任主席。風險管理委員會會議之出席記錄載列於第17頁。

During the year, the Board has not taken any view that is different from that of the Audit Committee nor rejected any recommendation presented by the Audit Committee.

Remuneration Committee

The Committee comprises two executive directors, namely Mr. Chan Wing Fui, Peter and Mr. Chan Wing Sun, Samuel, and four independent non-executive directors, namely Mr. Leung Hok Lim, Mr. Lin Keping, Mr. Sze Cho Cheung, Michael and Mr. Choi Ting Ki. It is chaired by Mr. Sze Cho Cheung, Michael. The members' attendance to the Remuneration Committee meeting is listed out on page 17.

The Remuneration Committee is responsible for ensuring formal and transparent procedures for developing remuneration policies and in overseeing remuneration packages of the directors. It makes recommendations to the Board on the remuneration package of individual executive directors and senior management. 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 given the duties and performance of the respective individuals concerned and whether such emoluments are competitive and sufficiently attractive to retain such individuals.

Details of the directors' remuneration are set out in note 8 to the financial statements.

Nomination Committee

The Nomination Committee comprises two executive directors, namely Mr. Chan Wing Fui, Peter and Mr. Chan Wing Sun, Samuel, and four independent non-executive directors, namely Mr. Leung Hok Lim, Mr. Lin Keping, Mr. Sze Cho Cheung, Michael and Mr. Choi Ting Ki. It is chaired by Mr. Leung Hok Lim. The members' attendance to the Nomination Committee is listed out on page 17.

The roles of the Nomination Committee are to review the structure, size and composition of the Board, identify individuals suitably qualified to become members of the Board, and assess the independence of independent non-executive directors and make recommendations to the Board on the appointment and re-election of directors and succession planning for directors, in particular the chairman and the chief executives. The Nomination Committee will consider the suitability of the candidate on the basis of his professional qualification, skills, experience and background.

During the year ended 31 March 2017, the Nomination Committee has reviewed the structure, size and composition (including the skills, knowledge and experience) of the Board.

Risk Management Committee

The Risk Management Committee comprises four executive directors, namely Mr. Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley, Mr. Fu Sing Yam, William and Mr. Andrew Chan. It is chaired by Mr. Chan Wing Sun, Samuel. The members' attendance to the Risk Management Committee meeting is listed out on page 17.

成立委員會目的旨在監督對本公司及其附屬公司(統稱「本集團」)風險管理及內部監控系統的整體設計、實施及監察；以及向董事會就本集團的風險相關事宜提供建議。

The purpose of the Committee is to oversee the overall design, implementation and monitoring of the risk management and the internal control systems of the Company and its subsidiaries (collectively, the “Group”) and to advise the Board on the Group’s risk-related matters.

高級管理人員的酬金

本集團的高級管理層由七名人士組成。各高級管理人員的背景及資歷載於「董事及管理人員」一節。

Emoluments of Senior Management

The Senior management of the Group comprises 7 individuals. Details of backgrounds and qualifications of each senior management are set out in the section of “Directors and Management”.

於截至二零一七年三月三十一日止年度，本集團高級管理人員的薪酬介乎以下區間：

During the year ended 31 March 2017, the emoluments of the senior management of the Group fell within the following bands :

| 酬金 | Emoluments | 高級管理人員數目 Number of senior management |
|-------------------------|--------------------------------|---|
| 0港元至1,000,000港元 | HK\$0 to HK\$1,000,000 | 3 |
| 1,000,001港元至2,000,000港元 | HK\$1,000,001 to HK\$2,000,000 | 3 |
| 2,000,001港元至3,000,000港元 | HK\$2,000,001 to HK\$3,000,000 | 1 |
| | | 7 |

董事及核數師有關財務報表之責任

董事負責監督本集團財務報表之編製工作，並確保該等財務報表之編製均符合所有有關法規及適用會計準則的規定。

Directors’ and Auditor’s Responsibilities in respect of the Financial Statements

The directors are responsible for overseeing the preparation of financial statements of the Group and ensure that the financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards.

本公司之外部核數師有關彼等於財務報表之報告責任載於第32至41頁之「獨立核數師報告」。

The statement of external auditors of the Company about their reporting responsibilities of the financial statements is set out in the “Independent Auditor’s Report” on pages 32 to 41.

核數師之酬金

於本年度內，本集團就法定審核工作而支付之核數師酬金總額為5,684,000港元(二零一六年：5,948,000港元)，其中4,871,000港元(二零一六年：5,063,000港元)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。

Auditors’ Remuneration

During the year, total auditors’ remuneration in relation to the statutory audit of the Group amounted to HK\$5,684,000 (2016: HK\$5,948,000) of which a sum of HK\$4,871,000 (2016: HK\$5,063,000) was paid or payable to the Group’s principal auditors, KPMG.

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法定審核工作及非審核工作所提供之服務而獲支付或應付之酬金分別為4,871,000港元(二零一六年：5,063,000港元)及1,340,000港元(二零一六年：1,375,000港元)。非審核服務主要包括向本集團提供的稅務及審閱服務。

The remunerations paid or payable to the Group’s principal auditor, KPMG and its affiliated firms, for services rendered in statutory audit and non-audit were HK\$4,871,000 (2016: HK\$5,063,000) and HK\$1,340,000 (2016: HK\$1,375,000) respectively. The non-audit services principally comprise of tax and review services provided to the Group.

董事之證券交易

本公司已採納有關董事證券交易的證券買賣守則，其條款不遜於上市規則附錄10所載上市公司董事進行證券交易的標準守則（「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，本公司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有關董事證券交易的證券買賣守則。

內部監控及風險管理

董事會全面負責風險管理框架，釐定本公司為達成目標而願意承受的主要風險。審核委員會獲授權監察內部控制及風險管理的成效，而管理層負責設計、落實及監控有關系統。風險管理委員會負責統籌風險管理活動，並至少每年向董事會匯報。不過，本集團風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

我們管理風險的措施包括識別及評估各組織層面來自外部及內部環境的主要風險。評估考慮主要風險性質及程度，以及本集團應對其業務及外部環境變化的能力。我們已就各主要風險制訂行動計劃及指定風險負責人。風險負責人負責統籌緩解措施，以確保妥善落實該等行動計劃。該程序由風險管理委員會緊密監控。

經考慮主要風險及緩解措施後，董事會相信本公司有能力應對其業務及外部環境所產生的任何有關變化，並且認為本集團的風險管理及內部監控制度有效及足夠。

就披露內幕消息而言，董事會已就處理及發佈內幕消息實行程序及內部監控措施，以便就決定應否作出公佈從速識別及升級處理潛在內幕消息，確保遵守上市規則項下之持續責任並根據證券及期貨條例之法定責任披露資料。

內部審核職能

於回顧年度內，董事會外聘顧問進行內部審計服務。外聘顧問已協助集團執行內部監控制度的若干選定的進程的有效性進行審查。評估結果及改善建議已經與管理層討論及確認，並向審核委員會匯報。

Directors' Securities Transactions

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

Internal Control and Risk Management

The Board has an overall responsibility for the risk management framework, and for determining the significant risks it is willing to take in achieving the Company's objectives. Audit Committee is delegated with overseeing the effectiveness of internal control and risk management, while management is responsible for the design, implementation and monitoring of such systems. The Risk Management Committee is responsible for coordinating risk management activities, and to report at least annually to the Board. However, the Group's risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and only provide reasonable and not absolute assurance against material misstatement or loss.

Our approach to manage risks involves identification and assessment of principal risks from the external and internal environments at different organisation levels. The assessment considers the changes in nature and extent of significant risks and the Group's ability to respond to changes in its business and the external environment. Action plans have been developed and risk ownership has been assigned for each key principal risk. The risk owners coordinate the mitigation measures to ensure proper implementation of these action plans. The process is closely monitored by the Risk Management Committee.

Taken into consideration the principal risks and mitigation actions, the Board believes that the Company has the ability to respond to any such changes in our business and the external environment, and considers that the Group's risk management and internal control system was effective and adequate.

Regarding the disclosure of inside information, the Board had implemented procedures and internal controls for handling and dissemination of inside information so that potential inside information can be promptly identified and escalated up for deciding whether an announcement should be made in order to ensure compliance with the continuous obligations under the Listing Rules and the statutory obligation to disclose information under the Securities and Futures Ordinance ("SFO").

Internal Audit Function

During the year under review, the Board has engaged an external consultant to perform internal audit services. The external consultant has assisted the Group to perform a review of the effectiveness of internal controls system for certain selected processes. The assessment results and proposed improvement opportunities were discussed and agreed with management and were reported to the Audit Committee.

公司秘書

公司秘書為本公司僱員及了解本公司日常事務。通過主席及／或副主席，公司秘書負責對董事會提供管治事項意見及同時協助董事就職及專業發展。公司秘書同時保存董事會及各委員會的完整記錄。公司秘書的履歷已列於第31頁。於本年內，公司秘書已接受不少於15小時的相關專業培訓。

股東權利

股東召開股東特別大會（「股東特別大會」）之程序

本公司之組織章程細則第67條規定，按公司條例規定，股東特別大會可以應請求而召開。根據公司條例第566部，倘本公司收到不少於5%在本公司股東大會上擁有投票權的股東請求召開股東大會，則本公司之董事須召開股東大會。

於股東特別大會上提呈議案之程序

根據公司條例第566部，召開股東大會的請求書必須說明在會議上須處理事務的大體性質，並可包括在會議上可恰當地被動議及擬被動議的決議案細節。該請求書可以書面形式送呈本公司的註冊辦事處或以電子形式發送到cs_info@ygmtrading.com，且必須由請求人進行驗證。董事必須在收取請求書當日起二十一天內召開股東大會，該會議必須在召開大會通告日期起不超過二十八天內舉行。

股東向董事會查詢之程序

股東可透過公司秘書向董事會作出查詢，而公司秘書會轉交有關查詢予董事會處理。公司秘書之聯絡詳情如下：

公司秘書
YGM貿易有限公司
香港
九龍
新蒲崗
大有街二十二號

電郵：cs_info@ygmtrading.com
電話：(852) 2351 1111
傳真：(852) 2351 5211

本公司章程文件之修訂

截至二零一七年三月三十一日止年度，本公司的組織章程並無任何修訂。

Company Secretary

The Company Secretary is an employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary is responsible for advising the Board through the Chairman and/or the Vice Chairman on governance matters and also facilitates the induction and professional development of directors. The Company Secretary also keeps proper records of all Board and Committee meetings. The biography of the Company Secretary is set out on page 31. The Company Secretary has undertaken no less than 15 hours of professional training during the year.

Shareholders' Right

Procedures for Shareholders to convene an extraordinary general meeting ("EGM")

Article 67 of the article of association of the Company provides that an extraordinary general meeting shall be convened on requisition, as provided by the Companies Ordinance. According to section 566 of the Companies Ordinance, the directors of the Company are required call a general meeting if the Company has received requests to do so from shareholders representing at least 5% of the total voting rights of all shareholders having a right to vote at general meetings of the Company.

Procedures for putting forward proposals at EGM

Pursuant to section 566 of the Companies Ordinance, the request for a general meeting must state the general nature of the business to be dealt with at the meeting and may include the text of a resolution that may properly be moved and is intended to be moved at the meeting. The request may be sent to the Company in hard copy form at the registered office of the Company or in electronic form at cs_info@ygmtrading.com and must be authenticated by the requisitioner(s). The directors must call a general meeting within 21 days after the date of the receipt of the requests to do so. The meeting called must be held on a date not more than 28 days after the date of the notice convening the meeting.

Procedures for directing Shareholder's enquiries to the Board

Shareholders may put forward enquiries to the Board through the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

The Company Secretary
YGM Trading Limited
22 Tai Yau Street,
San Po Kong,
Kowloon,
Hong Kong

E-Mail: cs_info@ygmtrading.com
Telephone: (852) 2351 1111
Facsimile: (852) 2351 5211

Changes in the Company's constitutional documents

No amendments are made to the articles of association of the Company during the year ended 31 March 2017.

董事會同寅謹提呈截至二零一七年三月三十一日止年度之董事會報告及經審核財務報表。

The directors submit herewith their report together with the audited financial statements for the year ended 31 March 2017.

主要業務

本公司之主要業務是投資控股及提供管理服務。有關本公司之附屬公司之主要業務載於第112頁至第113頁。據香港《公司條例》附表5所規定，有關此等業務之進一步討論及分析(包括有關本公司及其附屬公司(統稱「本集團」))所面臨主要風險及不明朗因素之討論，及本集團業務未來可能發展之指引)可於本年報第4頁至第15頁管理層討論及分析中查閱。此討論構成本董事會報告之一部分。

Principal Activities

The principal activities of the Company are investment holding and the provision of management services. Particulars of the Company's principal subsidiaries are set out on pages 112 to 113. Further discussion and analysis of these activities as required by Schedule 5 to Hong Kong Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Company and its subsidiaries (collectively the "Group") and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 4 to 15 of this Annual Report. This discussion forms part of this director's report.

分部資料

本集團於本財政年度內按照主要業務及經營業務所在地區的分析載於財務報表附註第4項。

Segment Information

The analysis of the principal activities and geographical locations of the operations of the Group during the financial year are set out in note 4 to the financial statements.

股息

年內沒有派發中期股息(二零一六年：無)。

Dividends

No interim dividend (2016: nil) was paid during the year.

董事會向股東建議派發截至二零一七年三月三十一日止年度末期股息每股10港仙(二零一六年：5港仙)予於二零一七年九月二十九日營業時間結束時名列本公司股東名冊上之股東。

The directors recommend to shareholders the payment of a final dividend of 10 HK cents (2016: 5 HK cents) per share for the year ended 31 March 2017 to those shareholders whose names appear on the register of members of the Company at the close of business on 29 September 2017.

股本

本公司之股本於年內之變動詳情載於財務報表附註第24(a)項。年內概無變動。

Share Capital

Details of the movements of the share capital of the Company during the year are set out in note 24(a) to the financial statements. There were no movements during the year.

五年財務摘要

本集團過去五個財政年度之業績、資產及負債概要載於第2頁。

Five Year Financial Highlights

A summary of the results, assets and liabilities of the Group for the last five fiscal years is set out on page 2.

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11項。

Properties

Particulars of the major properties and property interests of the Group are set out in note 11 to the financial statements.

銀行貸款及其他借款

本公司及本集團於二零一七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21項。

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Company and the Group as at 31 March 2017 are set out in note 21 to the financial statements.

慈善捐款

本集團於本年度內之慈善捐款為17,000港元(二零一六年：238,000港元)。

Charitable Donations

Charitable donations made by the Group during the year amounted to HK\$17,000 (2016: HK\$238,000).

董事會報告 Directors' Report

主要客戶及主要供應商

本年度內，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低於30%。

本公司各董事、彼等之聯繫人士或任何股東(就董事所知擁有本公司已發行股份5%以上者)在本年度任何時間內並無擁有上述主要客戶及供應商之權益。

董事

於本年度及截至本報告之日期止，本公司之董事為：

執行董事

陳永樂
周陳淑玲
傅承蔭
陳嘉然
陳永奎
陳永棋
陳永滔

獨立非執行董事

梁學濂
林克平
施祖祥
蔡廷基

詳列本集團附屬公司董事姓名的名錄，可於本公司網頁www.ygmtrading.com內查閱。

根據本公司的章程細則第105條，於各股東週年大會上，當時在任的三分之一董事須輪值告退。周陳淑玲女士、陳永滔先生、梁學濂先生及林克平先生將輪值退出本公司董事會(「董事會」)。梁學濂先生已通知董事會，他將不會膺選連任，因此將於即將召開之股東週年大會結束後退任獨立非執行董事。周陳淑玲女士、陳永滔先生及林克平先生均合資格且願意於即將召開之股東週年大會上膺選連任。

於本報告日，本公司董事之個人資料詳載於本年報第29頁至第30頁。有關將退任並獲推薦重選之董事的進一步資料詳載於通函。

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確證書，且本公司認為獨立非執行董事具有獨立身份。

董事之交易、安排及合約權益

除於財務報表附註27內披露之詳情外，本公司各董事概無於本公司，或其任何控股公司、附屬公司或同系附屬公司所訂立，而在本年度結算日或年內任何時間仍屬有效之重大交易、安排及合約中佔有重大權益。

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.

At no time during the year have the directors, their associates or any shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's issued shares) had any interest in these major customers and suppliers.

Directors

The directors of the Company during the year and up to the date of this report are:

Executive Directors

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

Independent Non-executive Directors

Leung Hok Lim
Lin Keping
Sze Cho Cheung, Michael
Choi Ting Ki

A full list of the names of the directors of the Group's subsidiaries can be found in the Company's website at www.ygmtrading.com.

Pursuant to Article 105 of the Company's articles of association, at each annual general meeting, one-third of the directors of the Company for the time being shall retire from office by rotation. Madam Chan Suk Ling, Shirley, Mr. Chan Wing To, Mr. Leung Hok Lim and Mr. Lin Keping will retire from the board of directors of the Company (the "Board") by rotation. Mr. Leung Hok Lim has informed the Board that he will not offer himself for re-election and accordingly will retire as an independent non-executive Director upon the conclusion of the forthcoming annual general meeting. Madam Chan Suk Ling, Shirley, Mr. Chan Wing To and Mr. Lin Keping, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Biographical details of the directors of the Company as at the date of this report are set out on pages 29 to 30 of this annual report. Further information of the retiring directors proposed to be re-elected are set out in the circular.

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.

Directors' interests in Transaction, Arrangement and Contracts

Apart from the details disclosed in note 27 to the financial statements, no transaction, arrangement or contract of significance to which the Company, or any of its holding company, subsidiaries or fellow 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.

董事服務合約

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。

願意於即將召開的本公司股東週年大會上膺選連任的董事，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）之情況下由僱主終止之服務合約。

董事及行政總裁於股份及相關股份的權益

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，於二零一七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：

Directors' Service Contract

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 2017 had the following interests in the issued shares of the Company, its subsidiaries and other associated corporations (within the meaning of the 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:

| | | 普通股數目 Number of Ordinary Shares | | | |
|------------------------------|------------------------|--|--------------------------|-----------------------------|-------------------------|
| 實益權益 Beneficial interests | | 個人權益 ⁽ⁱ⁾ Personal interests ⁽ⁱ⁾ | 家族權益 Family interests | 公司權益 Corporate interests | 其他權益 Other interests |
| 陳永樂 | Chan Wing Sun, Samuel | 7,476,072 | 250,000 | 8,093,775 | (ii) & (iii) |
| 周陳淑玲 | Chan Suk Ling, Shirley | 6,912,272 | 328,000 | – | (ii) & (iii) |
| 傅承蔭 | Fu Sing Yam, William | 2,075,462 | – | – | (ii) |
| 陳嘉然 | Andrew Chan | 392,000 | – | – | – |
| 陳永奎 | Chan Wing Fui, Peter | 24,068 | 12,230,051 | – | (ii) & (iii) |
| 陳永棋 | Chan Wing Kee | 9,346,776 | 1,012,035 | – | (ii), (iii) & (iv) |
| 陳永滔 | Chan Wing To | 11,571,367 | – | – | (ii), (iii) & (iv) |
| 梁學濂 | Leung Hok Lim | 145,000 | – | – | – |
| 林克平 | Lin Keping | 25,000 | – | – | – |

- (i) 該等股份以身為實益擁有人之董事之名義登記。
- (ii) 36,791,700股本公司股份乃由Chan Family Investment Corporation Limited（由陳永奎先生、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) 120,400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。
- (iv) 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。

- (i) The shares are registered under the names of the directors who are the beneficial owners.
- (ii) 36,791,700 shares of the Company were held by Chan Family Investment Corporation Limited (which is owned by Messrs 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) 120,400 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.
- (iv) 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.

除上述披露外，於二零一七年三月三十一日，本公司董事或彼等之聯繫人士概無在本公司及其控股公司、附屬公司或相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有或被視作擁有根據該條例第352條須予備存的登記冊所載或根據標準守則須知會本公司和聯交所之任何權益或淡倉。此外，除上述披露外，本公司或其任何控股公司、附屬公司或同系附屬公司於截至二零一七年三月三十一日止整年內概無訂立任何安排，令本公司董事或彼等之配偶或未滿18歲之子女可藉購入本公司或其他法團之股份或債權證而獲益。

主要股東權益

於二零一七年三月三十一日，按本公司根據證券及期貨條例第336條規定存置的登記冊所記錄，除上文所載有關董事之權益外，本公司概無獲知會須登記於根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。

除本文所披露外，於二零一七年三月三十一日，各董事並不知悉有任何人士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或淡倉，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。

收購、出售或贖回股份

截至二零一七年三月三十一日止年度內，本公司或其任何附屬公司並無收購、出售或贖回本公司任何上市證券。

關連交易

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27(b)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（所指之「正常商業條款」將參考類似機構進行性質相若之交易時所依據之條款）或倘並無可供比較之條款，則按對本公司之獨立股東而言屬公平合理之條款進行；
- (iii) 根據規管該等交易之協議條款訂立；及
- (iv) 根據集團之定價政策（如有）進行。

Save as disclosed above, as at 31 March, 2017, none of the directors or their associates had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its holding company, subsidiaries or other associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO; or as notified to the Company and the Stock Exchange pursuant to the Model Code. Furthermore, save as disclosed above, at no time during the year ended 31 March 2017 was the Company or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Substantial Shareholder's Interest

As at 31 March 2017, 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 2017.

Purchase, Sale or Redemption of Shares

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2017.

Connected Transactions

Details of the connected transactions under Chapter 14A of the Listing Rules are set out in note 27(b) to the financial statements. In the opinion of the independent non-executive directors, these transactions were entered into by the Group:

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

本公司核數師畢馬威會計師事務所已獲聘請根據香港會計師公會發出的香港核證準則第3000號「審計或審閱過往財務數據」以外的核證委聘以及參考應用指引第740號「核數師根據香港上市規則就持續關連交易發出的信函」以匯報本集團的持續關連交易。畢馬威會計師事務所已根據上市規則第14A.38條，對本集團於上文披露的持續關連交易出具無保留意見函件，當中載有持續關連交易的調查結果及總結。本公司已將核數師函件副本送呈聯交所。

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，而在本期間結算日或期內任何時間仍屬有效的重大合約中佔有重大權益。

遵守《最佳應用守則》

本公司在整個年度均有遵守在上市規則附錄14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105條於股東週年大會上輪值告退。

審核委員會

審核委員會由四位獨立非執行董事組成，並向董事會匯報。審核委員會與本集團高級管理層和外部核數師定期會晤，檢討內部控制系統的效用及本集團的年報。

充足公眾持股量

根據本公司可以得悉之公開資料及本公司董事亦知悉之情況下，本公司於本報告日已按上市規則之要求，維持足夠公眾持股量。

核數師

畢馬威會計師事務所依章告退，惟願膺選連任。續聘畢馬威會計師事務所為本公司核數師之決議案於即將舉行之股東週年大會上提呈。

承董事會命
主席
陳永榮

香港，二零一七年六月二十七日

KPMG, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. KPMG have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

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.

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 105 of the Company's articles of association.

Audit Committee

The audit committee comprises four 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.

Sufficiency Public Float

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

Auditor

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

By order of the Board
Chan Wing Sun, Samuel
Chairman

Hong Kong, 27 June 2017

董事及管理人員

Directors and Management

董事

陳永榮先生，六十九歲，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出任長江製衣有限公司之公司秘書及自一九七七年始出任該公司執行董事。陳先生於一九八七年至二零零六年間出任本公司之董事總經理及於二零零六年至二零一零年出任本公司行政總裁。彼自二零一零年起出任本公司董事會副主席。並於二零一五年九月調任本公司董事會主席。陳先生自二零一三年起出任Crater Gold Mining Limited (其股份在澳洲證券交易所上市)之董事會主席。

周陳淑玲女士為本公司董事會副主席。彼於一九七三年加入長江製衣有限公司及自一九八三年始出任該公司執行董事。陳女士現年六十六歲，於管理成衣零售及批發業務有廣泛之經驗。現為香港特別行政區政府時裝發展措施諮詢小組成員、香港特別行政區政府服裝業行業培訓諮詢委員會成員、香港貿易發展局理事、香港貿易發展局職員及財務委員會主席、香港中華廠商聯合會第一副會長、中國人民政治協商會議天津市委員會委員、廣東外商投資企業協會副會長、香港特別行政區政府康復諮詢委員會成員及香港理工大學校董會成員。彼於一九七三年獲英國Nottingham Trent University頒發學士學位。

傅承蔭先生，五十五歲，一九八四年獲加拿大西安大略省大學頒發學士學位。傅先生於一九八五年加入本集團，傅先生自一九九五年出任本公司執行董事。彼於二零零六年至二零一零年起出任本公司副董事總經理及自二零一零年起出任董事總經理。於二零一五年九月，傅先生調任行政總裁。彼於時裝零售、批發、市場推廣及採購有廣泛之經驗。傅先生現為中國人民政治協商會議黑龍江省委員會委員。

陳嘉然先生，三十九歲，於二零零三年獲美國University of Hartford頒發經濟學士學位，並於同年加入本集團，陳先生自二零一四年始出任本公司執行董事，並於二零一五年九月調任為董事總經理。彼在國際品牌特許授權及在遠東、美國及歐洲地區的時裝零售擁有豐富的經驗。

陳永奎先生，七十一歲，一九六九年獲美國耶魯大學頒發行政管理學碩士學位，並於同年加入長江製衣有限公司。彼於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。並於一九八七年分別任長江製衣有限公司及本公司董事會副主席。陳先生現為長江製衣有限公司董事會主席。彼於二零一零年至二零一五年期間出任本公司董事會主席。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。

Directors

Mr. Chan Wing Sun, Samuel, aged 69, received a Bachelor's degree from the University of Manchester, the United Kingdom in 1970 and qualified as a Chartered Accountant in 1973. He was the Company Secretary of Yangtzekiang Garment Limited from 1974 to 1988 and has been an executive director since 1977. Mr. Chan was the Managing Director of the Company from 1987 to 2006 and the Chief Executive Officer of the Company from 2006 to 2010. He was the Vice Chairman of the board of director of the Company from 2010 and was re-designated as the Chairman of the board of director of the Company in September 2015. Mr. Chan has been the chairman of the board of director of Crater Gold Mining Limited, whose shares are listed on Australian Securities Exchange, since 2013.

Madam Chan Suk Ling, Shirley, JP, is the Vice Chairman of the board of director of the Company. She joined Yangtzekiang Garment Limited in 1973 and has been an executive director since 1983. Madam Chan, aged 66, has extensive experience of management in the garment retail and wholesale business. She is a Member of Advisory Group on Implementation of Fashion Initiatives of Hong Kong Special Administrative Region ("HKSAR"), a Member of Fashion Industry Training Advisory Committee of HKSAR, a Council Member of the Hong Kong Trade Development Council, ("HKTDC"), the Chairman of Staff & Finance Committee of HKTDC, the First Vice-President of the Chinese Manufacturers' Association of Hong Kong, a Committee Member of the Tianjin Municipal Committee of the Chinese People's Political Consultative Conference, the Vice President of the Guangdong Association of Enterprises with Foreign Investment, a Member of the Rehabilitation Advisory Committee of HKSAR and a Council Member of The Hong Kong Polytechnic University. She received a Bachelor's degree from Nottingham Trent University, the United Kingdom in 1973.

Mr. Fu Sing Yam, William, aged 55, received a Bachelor's degree from the University of Western Ontario, Canada in 1984 and joined the Group in 1985. Mr. Fu has been an Executive Director of the Company since 1995. He was the Deputy Managing Director of the Company from 2006 to 2010 and was the Managing Director since 2010. Mr. Fu was re-designated as the Chief Executive Officer of the Company in September 2015. He has extensive experience in fashion retailing, wholesaling, marketing and merchandising. He is a Committee Member of the Heilongjiang Provincial Committee of the Chinese People's Political Consultative Conference.

Mr. Andrew Chan, aged 39, received a Bachelor's degree in economics from the University of Hartford, the USA in 2003 and joined the Group in the same year. Mr. Chan has been an Executive Director of the Company since 2014 and was re-designated as the Managing Director in September 2015. He has extensive experience in international brand licensing and fashion retailing in Far East, the USA and Europe.

Mr. Chan Wing Fui, Peter, MA, aged 71, received a Master's degree in Administrative Science from Yale University, USA in 1969 and joined Yangtzekiang Garment Limited in the same year. He was appointed as the Director and Managing Director of Yangtzekiang Garment Limited in 1971 and 1980 respectively and Vice Chairman of the board of directors of both Yangtzekiang Garment Limited and the Company in 1987. Mr. Chan is at present the Chairman of the board of directors of Yangtzekiang Garment Limited. He was the Chairman of the board of directors of the Company from 2010 to 2015. Mr. Chan has been actively involved in garment manufacturing and marketing in the Far East and the USA for over 30 years.

陳永祺先生，七十歲，一九七零年獲工業工程學士學位。並於同年加入長江製衣有限公司，先後任生產經理及營業經理，陳先生於一九七七年獲委任為長江製衣有限公司董事及於一九八七年獲委任為該公司董事總經理，陳先生自一九八七年始出任本公司執行董事。彼亦為香港中旅國際投資有限公司及中國建設銀行(亞洲)股份有限公司之獨立非執行董事。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、第十一屆及第十二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；前香港特別行政區策略發展委員會委員；前澳門特別行政區經濟委員會委員、前香港政府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。

陳永滔先生，六十六歲，陳先生於一九七八年加入新加坡長江，並於一九八三獲委任為長江製衣有限公司董事，陳先生自一九八七年始出任本公司執行董事。陳先生一九七八年獲美國University of Rochester頒發經濟博士學位。彼在紡織及成衣行業擁有豐富經驗。

梁學濂先生，八十二歲，自一九九三年起出任本公司獨立非執行董事，彼為PKF大信梁學濂(香港)會計師事務所之創辦人及高級合夥人，PKF Hong Kong Limited之董事。梁先生為多間上市公司之獨立非執行董事，包括長江製衣有限公司、閩港控股有限公司、鳳凰衛視控股有限公司、爪哇控股有限公司及達利國際集團有限公司。

林克平先生，七十八歲，自二零零四年起出任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。彼亦為長江製衣有限公司之獨立非執行董事。

施祖祥先生，七十二歲，自二零一零年起出任本公司獨立非執行董事。他曾出任香港貿易發展局總裁達八年，於二零零四年五月一日退休。在此之前，他曾任職公務員二十五年，期間出任多個不同職位。施先生亦是長江製衣有限公司之獨立非執行董事。施先生於二零一零年六月辭任為李錦記有限公司非執行董事之職，現為李錦記有限公司董事會顧問。施先生於二零一七年五月退任太古股份有限公司之獨立非執行董事之職。

蔡廷基先生，六十二歲，現為香港會計師公會資深會員。蔡先生一九七八年畢業於香港理工學院(現稱為香港理工大學)會計系，同年加入畢馬威會計師事務所歷任香港畢馬威會計師事務所審計部合夥人，畢馬威會計師事務所上海辦事處執行合夥人，畢馬威華振會計師事務所上海首席合夥人，畢馬威華振會計師事務所華東華西區首席合夥人。二零一零年四月蔡先生自畢馬威華振會計師事務所退休。蔡先生自二零一二年十二月起出任本公司之獨立非執行董事，彼亦為長江製衣有限公司之獨立非執行董事。

Mr. Chan Wing Kee, GBS, OBE, JP, aged 70, received a Bachelor's degree in Industrial Engineering in 1970 and joined Yangtzekiang Garment Limited in 1970 as Production Manager and later became Sales Manager. Mr. Chan was appointed as Director of Yangtzekiang Garment Limited in 1977 and Managing Director in 1987. Mr. Chan has been an Executive Director of the Company since 1987. He is also an independent non-executive director of China Travel International Investment Hong Kong Limited and China Construction Bank (Asia) Corporation Limited. 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, 11th and 12th of The Chinese People's Political Consultative Conference; Deputy of the 8th and 9th National People's Congress of China; Ex-member of Commission on Strategic Development of HKSAR, Ex-member of Economic Council of Macau Special Administrative Region; Ex-member of the Textile Advisory Board of Hong Kong; Ex-Committee Member of the Preparatory Committee for Hong Kong Special Administrative Region and Ex-Advisor of Hong Kong Affairs.

Mr. Chan Wing To, PhD aged 66, joined YGM Singapore in 1978 and was appointed as Director of Yangtzekiang Garment Limited in 1983. Mr. Chan has been an Executive Director of the Company since 1987. He received a Doctor of Philosophy degree in economics from the University of Rochester, USA in 1978. He has extensive experience in the textile and garment business.

Mr. Leung Hok Lim, FCPA (Aust.), CPA (Macau), FCPA (Practising), aged 82, has been an Independent Non-executive Director of the Company since 1993. He is the founder and senior partner of PKF, Accountants and Business Advisers, and a director of PKF Hong Kong Limited. Mr. Leung is an independent non-executive director of a number of listed companies, namely Yangtzekiang Garment Limited, Fujian Holdings Limited, Phoenix Satellite Television Holdings Limited, S E A Holdings Limited and High Fashion International Limited.

Mr. Lin Keping, aged 78, has been an Independent Non-executive Director of the Company since 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 Consultative 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 organizations for years and was an executive vice president of China Minsheng Bank Corp Ltd. He is also an independent non-executive director of Yangtzekiang Garment Limited.

Mr. Sze Cho Cheung, Michael, GBS, CBE, ISO, JP, aged 72, has been an Independent Non-executive Director of the Company since 2010. He was a former Executive Director of the Hong Kong Trade Development Council, a position he held for eight years prior to his retirement on 1 May 2004. Before that, he worked for 25 years in various capacities in the Hong Kong Government. He is also an independent non-executive director of Yangtzekiang Garment Limited. Mr. Sze resigned as a non-executive director of Lee Kum Kee Co. Ltd. in June 2010 and currently acts as consultant to the board of Lee Kum Kee Co. Ltd. Mr. Sze retired as an independent non-executive director of Swire Pacific Limited in May 2017.

Mr. Choi Ting Ki, aged 62, is a fellow member of the Hong Kong Institute of Certified Public Accountants. In 1978, Mr. Choi graduated from the Department of Accounting of the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University). He joined KPMG in the same year and has held various positions, including partner of the audit department of KPMG Hong Kong Office, Managing Partner of KPMG Shanghai Office, Senior Partner of KPMG Huazhen Shanghai Office as well as Senior Partner of KPMG Huazhen in Eastern and Western China. Mr. Choi retired from KPMG Huazhen in April 2010. Mr. Choi has been an Independent Non-executive Director of the Company since December 2012. He is also an independent non-executive director of Yangtzekiang Garment Limited.

董事與其他董事、本公司高級管理人員或主要或控股股東的關係

陳永燊先生、陳永奎先生及周陳淑玲女士為兄弟妹。

陳永棋先生及陳永滔先生為兄弟。他們同時為陳永燊先生、陳永奎先生及周陳淑玲女士堂兄弟姊妹。

陳嘉然先生為陳永奎先生兒子。

傅承蔭先生為陳永燊先生、陳永奎先生、周陳淑玲女士、陳永棋先生及陳永滔先生表弟。

除本文所披露者外，董事概無與任何董事、本公司高級管理人員或主要或控股股東有任何關係。

管理人員

孔仕傑先生，五十歲，於一九九二年加入本集團，彼現為 Michel René Enterprises Limited 的董事。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。

鄭世文先生，六十八歲，於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。彼現為長江西服國際有限公司之董事及總經理。鄭先生有廣泛之中國製造及商務經驗。

馬澤玲小姐畢業於英國倫敦大學，彼於一九九五年加入本集團，曾負責本集團經營的不同國際品牌業務。馬小姐現年五十四歲，於大中華地區及東南亞時裝零售及批發行業有廣泛之經驗，彼為「Ashworth」品牌總監，專責該品牌之整體管理、貨品發展及採購、銷售及市場拓展，以及策略性計劃。

Hendrik H Penndorf先生，五十三歲，於二零零七年加入本集團出任 Societe Guy Laroche 的行政總裁 (Directeur General) 及 GL Europa S.A. 的董事。Penndorf 先生獲培訓為零售商人，並獲德國 Hamburg University 頒授工商管理碩士學位。他曾於總部設在德國漢堡的德國百貨連鎖集團任職高級管理人員十五年，負責處理時裝採購及經銷各類職務，並曾獲該百貨連鎖集團委任為總經理。Penndorf 先生加入本集團前，曾於 Euro China Group Hong Kong 任職行政總裁兩年，該集團為時裝顧問公司，主要服務歐洲的優質客戶。

張國森先生，五十六歲，於一九八三年獲香港大學頒授學士學位，並於同年加入本集團。張先生現為本集團系統資訊部經理。

梁榮發先生，五十七歲，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。

魏季雍先生，五十九歲，於一九九八年獲委任為香港安全印刷有限公司董事總經理。魏先生持有商業學士學位及工商管理碩士學位，彼為香港會計師公會資深會員與澳洲註冊會計師公會資深會員。

Directors' relationship with other Directors, senior management, substantial or controlling shareholders of the Company

Mr. Chan Wing Sun, Samuel, Mr. Chan Wing Fui, Peter and Madam Chan Suk Ling, Shirley are siblings.

Mr. Chan Wing Kee and Mr. Chan Wing To are siblings. They are also the cousins of Mr. Chan Wing Sun, Samuel, Mr. Chan Wing Fui, Peter and Madam Chan Suk Ling, Shirley.

Mr. Andrew Chan is the son of Mr. Chan Wing Fui, Peter.

Mr. Fu Sing Yam, William is the cousin of Mr. Chan Wing Sun, Samuel, Mr. Chan Wing Fui, Peter, Madam Chan Suk Ling, Shirley, Mr. Chan Wing Kee and Mr. Chan Wing To.

Save as disclosed herein, the Directors do not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

Management

Mr. Kenneth Hung, aged 50, joined the Group in 1992. Director of Michel René Enterprises Limited. Mr. Hung graduated from the University of Minnesota in the USA and has extensive experience in the apparel retailing industry.

Mr. Cheng Sai Man, Simon, aged 68, received a Bachelor's degree from the Chinese University of Hong Kong in 1974 and joined YangtzeKiang Garment Limited in the same year. Mr. Cheng is at present the director and the General Manager of YGM Clothing International Limited. He has extensive manufacturing and commercial experience in China.

Ms. Ma Chak Ling, May graduated from University of London, the United Kingdom. She joined the Group in 1995 and has worked with different international brands of the Group since then. Ms. Ma, aged 54, has extensive experience of management in the apparel retail and wholesale industry in the Greater China region and Southeast Asia. She is the Brand Director of Ashworth and is responsible for overall management, product development and merchandising, sales and marketing and strategic planning of the brand.

Mr. Hendrik H Penndorf, aged 53, joined the Group in 2007 and was appointed as the Chief Executive Officer (Directeur General) of Societe Guy Laroche and the Director of GL Europa S.A.. Mr. Penndorf, trained as a retail trader, received a MBA degree at Hamburg University, Germany. He worked for 15 years in senior management of a German department store chain group based in Hamburg, Germany in various capacities from buying and merchandising of fashion. He was the general manager of the department store chain group. Before joining the Group, Mr. Penndorf worked for 2 years as the managing director of Euro China Group Hong Kong which is a boutique consultancy with mainly European blue chip clients.

Mr. Cheung Kwok Sum, Sam aged 56, received a Bachelor's degree from University of Hong Kong in 1983 and joined the Group in the same year. Mr. Cheung is the EDP Manager of the Group.

Mr. Leung Wing Fat, FCCA, FCPA, aged 57, 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.

Mr. Ngai Kwai Yung, FCPA, FCPA (Aust.), MBA, aged 59, was appointed as the Managing Director of Hong Kong Security Printing Limited since 1998. Mr. Ngai holds a Bachelor of Commerce degree and a Master degree in Business Administration. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia.



獨立核數師報告
致YGM貿易有限公司成員

(於香港註冊成立的有限公司)

Independent auditor's report to the members of
YGM Trading Limited

(Incorporated in Hong Kong with limited liability)

意見

本核數師(以下簡稱「我們」)已審計列載於第42頁至第113頁的YGM貿易有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此財務報表包括於二零一七年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Opinion

We have audited the consolidated financial statements of YGM Trading Limited ("the Company") and its subsidiaries ("the Group") set out on pages 42 to 113, which comprise the consolidated statement of financial position as at 31 March 2017, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* ("the Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Assessment of potential impairment of leasehold improvements in retail stores and provisions for onerous operating lease contracts | |
|--|--|
| Refer to notes 2(a) and 11 to the consolidated financial statements and the accounting policies in notes 1(j)(ii) and 1(r)(ii). | |
| The Key Audit Matter | How the matter was addressed in our audit |
| <p>The cost of renting retail store premises represents the majority of the Group's retail operating costs. The non-cancellable operating leases for the rental of retail store premises typically run for an initial period of one to three years.</p> <p>Local economic conditions impact customer numbers and spending power such that sales trends for each retail store can fluctuate during the lease term for that retail store. Therefore, there is a risk that the value of leasehold improvements in some retail stores may not be recoverable in full through the future cash flows to be generated from retail operations of that retail store or from disposal of the leasehold improvements.</p> <p>In addition, future cash flows generated from some retail stores could be lower than the unavoidable costs of meeting the financial obligations under the operating lease contracts.</p> | <p>Our audit procedures to assess the potential impairment of leasehold improvements in retail stores and provisions for onerous operating lease contracts included the following:</p> <ul style="list-style-type: none"> assessing and challenging the Group's impairment assessment model. This included challenging management's identification of impairment indicators and cash-generating units as well as considering whether the discounted cash flow forecasts on a store-by-store basis supported the carrying value of the relevant assets or exceeded the value of the future financial obligations under the non-cancellable operating leases. We also considered whether the Group's impairment assessment indicated that a reversal of a past impairment provision or provision for onerous operating lease contracts was required; comparing the most significant inputs used in the discounted cash flow forecasts, including future revenue, margins, staff costs and rental expenses, with the historical performance of these retail stores, management's forecasts and new operating lease terms; |

| 評估租賃零售商店裝修的潛在減值及虧損性經營租賃合同的撥備 | |
|--|---|
| 參閱綜合財務報表附註2(a)和11及會計政策附註1(j)(ii)和1(r)(ii)。 | |
| 關鍵審計事項 | 我們的審計如何處理該事項 |
| <p>零售商店物業的租賃成本佔 貴集團大部分的零售經營成本。租用不可撤銷的零售商店物業經營租賃之始初年期一般為一年至三年。</p> <p>由於當地經濟狀況會影響客戶數量和消費能力，故各零售商店的銷售趨勢可能會於有關零售商店的租賃期內有所變動。因此，部分租賃零售商店的裝修價值涉及風險，未必可以從零售商店的零售業務或出售租賃裝修所產生的未來現金流量全面收回。</p> <p>此外，部分零售商店所產生的未來現金流量可能低於按照經營租賃合同須履行財務責任的不可避免成本。</p> | <p>我們就評估租賃零售商店裝修的潛在減值及虧損性經營租賃合同撥備的審計程序包括以下程序：</p> <ul style="list-style-type: none"> 評估和質詢 貴集團的減值評估模式，此舉包括質詢管理層識別的減值指標和現金產生單位，以及考慮按店基礎計算的折現現金流量預測是否支持相關資產的賬面價值或超過按照不可撤銷經營租賃的未來財務責任價值。我們亦考慮 貴集團的減值評估能否反映過去減值撥備及虧損性經營租賃合同的撥備有否出現所需的撥回； 比較計算折現現金流量預測所使用最重大輸入數據，包括將未來收益、毛利率、員工成本和租金支出與有關零售商店的歷史表現、管理層預測和新經營租約的條款對比； |

| Assessment of potential impairment of leasehold improvements in retail stores and provisions for onerous operating lease contracts | |
|--|--|
| Refer to notes 2(a) and 11 to the consolidated financial statements and the accounting policies in notes 1(j)(ii) and 1(r)(ii). | |
| The Key Audit Matter | How the matter was addressed in our audit |
| We identified the potential impairment of leasehold improvements in retail stores and potential provisions for onerous operating lease contracts to be a key audit matter because future cash flows and profits of the retail stores are inherently uncertain and determining the level of provisions required, if any, involves a significant degree of management judgement. | <ul style="list-style-type: none"> evaluating the discount rates adopted in the cash flow forecasts by benchmarking against those of other similar retailers; performing a sensitivity analysis of both discount rates and cash flows and considering the resulting impact on the impairment charge and provision of onerous operating lease contracts and whether there were any indicators of management bias; enquiring of the Chief Executive Officer and senior members of the sales team about any plans for retail store closures; and considering the Group's disclosures in the consolidated financial statements in respect of impairment testing of leasehold improvements in retail stores, including the key assumptions and sensitivities to changes in such assumptions, with reference to the requirements of the prevailing accounting standards. |

| 評估租賃零售商店裝修的潛在減值及虧損性經營租賃合同的撥備 | |
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| 參閱綜合財務報表附註2(a)和11及會計政策附註1(j)(ii)和1(r)(ii)。 | |
| 關鍵審計事項 | 我們的審計如何處理該事項 |
| 我們將租賃零售商店裝修的潛在減值及虧損性經營租賃合同的潛在撥備識別為關鍵審計事項，原因為零售商店的未來現金流量和溢利存有固有不確定性，如要確定所需的撥備水平(如有)，須依賴很大程度的管理層判斷。 | <ul style="list-style-type: none"> 以其他類似零售商所採用的基準評估計算現金流量預測所採用的折現率； 對折現率和現金流量進行敏感度分析，以及考慮減值撥備和虧損性經營租賃合同的撥備所產生的影響，並考慮是否有任何管理層偏見的指標； 向行政總裁及銷售團隊的高級人員詢問有關零售商店結業的任何計劃；及 考慮 貴集團在綜合財務報表披露有關租賃零售商店裝修的減值測試，包括關鍵假設和對有關假設變化的敏感度，當中參考現行會計準則的規定。 |

| Recognition of deferred tax assets | |
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| Refer to notes 2(e) and 23 to the consolidated financial statements and the accounting policies in notes 1(q). | |
| The Key Audit Matter | How the matter was addressed in our audit |
| <p>At the reporting date the Group had significant recognised and unrecognised deferred tax assets in respect of the future tax benefit of unused tax losses of Group entities in different tax jurisdictions. The utilisation of such tax losses depends on these entities being able to generate future taxable profits against which the tax losses may be offset.</p> <p>We identified the recognition of deferred tax assets as a key audit matter because determining the recoverability of deferred tax assets involves forecasting the quantum of the future taxable profits likely to be generated by each Group entity with accumulated unutilised tax losses in the different jurisdictions which is inherently uncertain and therefore involves a significant degree of management judgement.</p> | <p>Our audit procedures to assess the recognition of deferred tax assets included the following:</p> <ul style="list-style-type: none"> • assessing and challenging the Group's approach for evaluating the likelihood of the recoverability of deferred tax assets. This included challenging the key assumptions in future taxable profits forecasts for each Group entity with accumulated unutilised tax losses in different jurisdictions by comparing the most significant inputs used in the forecasts, including future revenue, margins and operating cost growth rates, with the historical performance of the entities, management's forecasts used for other purposes and our knowledge of the business gained from other audit procedures; • evaluating the application of relevant tax legislation in each jurisdiction with the assistance of our internal tax specialists; and • performing a sensitivity analysis of the key assumptions adopted in forecasting future taxable profits and considering the resulting impact on the recognition of deferred tax assets and whether there were any indicators of management bias. |

| 確認遞延稅項資產 | |
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| 參閱綜合財務報表附註2(e)和23及會計政策附註1(q)。 | |
| 關鍵審計事項 | 我們的審計如何處理該事項 |
| <p>於報告期內，貴集團實體於不同司法權區有大額已確認及未確認有關尚未動用稅務虧損的未來稅務優惠的遞延稅項資產。使用有關稅務虧損乃取決於有關實體所產生未來應課稅溢利，而該溢利可與稅務虧損對銷。</p> <p>我們識別確認遞延稅項資產為關鍵審計事項，因為確定遞延稅項資產的可收回性涉及預測各集團實體在不同司法權區有累計尚未動用的稅務虧損且可能產生未來應課稅溢利的總額，其存有固有不確定性，因此需很大程度依賴管理層判斷。</p> | <p>我們就評估確認遞延稅項資產的審計程序包括以下程序：</p> <ul style="list-style-type: none"> • 評估和質詢 貴集團預計遞延稅項資產的可收回機會的方法，此舉包括質詢各集團實體在不同司法權區有累計尚未動用的稅務虧損而釐定未來應課稅溢利預測的關鍵假設，當中通過比較預測所使用最重大輸入數據，包括將未來收益、毛利率及經營成本增長率對比有關實體的歷史表現、用作其他目的之管理層預測和我們通過其他審計程序對業務的理解； • 透過內部稅務專家的協助，評估各司法權區的相關稅務法例的應用；及 • 對預測未來應課稅溢利所使用的關鍵假設進行敏感度分析，以及考慮確認遞延所產生的影響，並考慮是否有任何管理層偏見的指標。 |

| Assessment of potential impairment of an intangible asset with an indefinite useful life | |
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| Refer to notes 2(a), 12 and 29 to the consolidated financial statements and the accounting policies in note 1(j)(ii). | |
| The Key Audit Matter | How the matter was addressed in our audit |
| <p>The Group's intangible assets with indefinite useful lives represent the Aquascutum and Guy Laroche trademarks which generate income from sales of branded garments through wholesale and retail operations and royalty income through license agreements.</p> <p>As explained in note 29 to the consolidated financial statements, the Aquascutum trademark included in the disposal group was classified as part of the assets of a disposal group held for sale prior to 31 March 2017. At the end of reporting period, the Aquascutum trademark included in the disposal group held for sale was remeasured at the lower of its carrying amount and fair value less costs to sell in accordance with the accounting policy set out in note 1(v). The fair value of the disposal group was determined by the management of the Group with the reference to the consideration agreed with the buyer which is higher than its carrying amount. Therefore, the measurement of the Aquascutum trademark did not involve significant judgement at 31 March 2017.</p> <p>For the Group's remaining intangible assets with indefinite useful lives (the Guy Laroche trademark) the Group has performed an annual impairment assessment. The recoverable amount of this intangible asset was determined by an independent valuation performed by an external valuer based on the fair value less costs of disposal of this asset using discounted cash flows techniques.</p> | <p>Our audit procedures to assess potential impairment of the Guy Laroche trademark included the following:</p> <ul style="list-style-type: none"> • using our internal valuation specialists to assist us in evaluating the methodology adopted by the external valuer in the preparation of the discounted cash flow forecast with reference to the requirements of the prevailing accounting standards; • assessing and challenging the Group's impairment assessment model which included identifying the cash-generating unit defined by the Group; • evaluating the management's processes and procedures for preparing the discounted cash flow forecast by comparing the most significant inputs used in the discounted cash flow forecast prepared in prior years, including future revenue, margins and operating costs and the expected royalty charge rate with the current year's performance of the brand to assess how accurate the prior year's discounted cash flow forecast was and making enquires of management as to the reasons for any significant variances identified; • assessing whether the discount rates and long term growth rate applied in the discounted cash flow forecast were within the range adopted by other companies in the same industry; |

| 評估無限可使用年期無形資產的潛在減值 | |
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| 參閱綜合財務報表附註2(a)、12和29及會計政策附註1(j)(ii)。 | |
| 關鍵審計事項 | 我們的審計如何處理該事項 |
| <p>貴集團的無限可使用年期的無形資產乃指「Aquascutum」和「Guy Laroche」商標，該商標可通過批發及零售業務銷售品牌成衣和通過特許協議的專利收益產生收入。</p> <p>誠如綜合財務報表附註29所述，出售組別包含「Aquascutum」商標，於二零一七年三月三十一日前已分類為持作待售的出售組別資產的一部分。於報告期末，計入持作待售的出售組別的「Aquascutum」商標按照載於附註1(v)的會計政策以賬面價值與公允值減出售成本之較低者重新確認入賬。出售組別的公允值由貴集團管理層參考買方同意的代價(高於其賬面價值)後決定。因此，於二零一七年三月三十一日計量「Aquascutum」商標並無涉及重大判斷。</p> <p>就貴集團餘下無限可使用年期的無形資產(「Guy Laroche」商標)，貴集團已進行年度減值評估。無形資產的可收回金額由外部估價師根據使用折現現金流量方法以資產的公允值減出售成本後進行的獨立估值釐定。</p> | <p>我們就評估「Guy Laroche」商標的潛在減值的審計程序包括以下程序：</p> <ul style="list-style-type: none"> • 使用我們的內部估值專家來協助我們評估外部估價師於編製現金流量預測時所採用的方法，當中參考現行會計準則的規定； • 評估和質詢 貴集團的減值評估模式，當中包括識別 貴集團介定的現金生產單位； • 評估管理層在編製折現現金流量預測的流程和程序，通過比較往年度編製折現現金流量預測中使用的最重大輸入數據，包括未來收入、毛利率、營運開支，以及品牌按本年表現預測的專利權費增長率，繼而評估出往年折現現金流量預測的準確度，如任何發現的重要差異將會向管理層作出查詢； • 就折現率和長期增長率應用在折現現金流量預測方面，評審是否和同業其他公司採取的範圍一致； |

| Assessment of potential impairment of an intangible asset with an indefinite useful life | |
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| Refer to notes 2(a), 12 and 29 to the consolidated financial statements and the accounting policies in note 1(j)(ii). | |
| The Key Audit Matter | How the matter was addressed in our audit |
| We identified the potential impairment of the Guy Laroche trademark as a key audit matter because the impairment assessment is complex and contains certain judgemental assumptions made by management of the Group, particularly in respect of the long term growth rate and the discount rate applied. | <ul style="list-style-type: none"> obtaining from management a sensitivity analysis of the key assumptions adopted in the discounted cash flow forecast and assessing the impact of changes in the key assumptions to the conclusions reached in the impairment assessment and whether there were any indicators of management bias; and considering the Group's disclosures in the consolidated financial statements in respect of its impairment assessment of the Guy Laroche trademark, including the key assumptions and sensitivities to changes in such assumptions, with reference to the requirements of the prevailing accounting standards. |

| 評估無限可使用年期無形資產的潛在減值 | |
|--|---|
| 參閱綜合財務報表附註2(a)、12和29及會計政策附註1(j)(ii)。 | |
| 關鍵審計事項 | 我們的審計如何處理該事項 |
| 我們識別「Guy Laroche」商標的潛在減值為關鍵審計事項，因減值評估複雜，並涉及貴集團管理層的判斷假設，尤其是有關所採用的長期增長率和折現率。 | <ul style="list-style-type: none"> 從管理層獲得有關折現現金流預測所採取的關鍵假設的敏感度分析，並在得出減值評估結論時評估關鍵假設如有改變會帶來的影響，以及是否有任何管理層偏見的指標；及 考慮貴集團在綜合財務報表披露有關「Guy Laroche」商標的減值評估，包括關鍵假設和對有關假設變化的敏感度，當中參考現行會計準則的規定。 |

| Valuation of inventories | |
|---|---|
| <i>Refer to notes 2(d) and 17 to the consolidated financial statements and the accounting policies in note 1(k).</i> | |
| The Key Audit Matter | How the matter was addressed in our audit |
| <p>Sales of inventories in the fashion industry can be volatile with consumer demand changing according to current fashion trends.</p> <p>The Group typically sells or disposes of off-season inventories at a markdown from the original price to maintain the strength of the brand and make room for new season inventories in its retail stores. Accordingly, the actual future selling prices of some items of inventory may fall below their purchase costs.</p> <p>We identified the valuation of inventories as a key audit matter because the judgement made by management in determining an appropriate inventory provision involves predicting the amounts of inventories which will be unsold at the end of each season and the markdowns necessary to sell such off-season inventories on a discounted basis through outlets and other channels in the following years. Both of these factors can be inherently uncertain.</p> | <p>Our audit procedures to assess the valuation of inventories included the following:</p> <ul style="list-style-type: none"> • assessing whether the inventory provision at the reporting date was consistent with the Group's inventory provision policy by recalculating the inventory provision based on the percentages and other parameters in the Group's inventory provision policy; • assessing, on a sample basis, whether items in the inventory ageing report were classified within the appropriate ageing bracket; • assessing the Group's inventory provision policy by comparing management's forecasts of the amounts of inventories which will be unsold at the end of each season and the corresponding forecast markdowns to the historical sales amounts and markdown data for the current and prior years; • comparing inventory balances by season against respective balances in prior years and the movement by season against historical movements to identify inventories which are relatively slow moving; and • enquiring of the Chief Executive Officer and senior members of the sales team about any expected changes in plans for markdowns or disposals of off-season inventories and comparing their representations with actual sales transactions subsequent to the reporting date. |

| 存貨估值 | |
|--|--|
| <i>參閱綜合財務報表附註2(d)和17及會計政策附註1(k)。</i> | |
| 關鍵審計事項 | 我們的審計如何處理該事項 |
| <p>消費者的需求會因應當時的流行趨勢有所變化，令時裝業的銷售存貨受到波動。</p> <p>為了維持品牌的實力和騰出零售店的空間供新一季的存貨之用，貴集團一般會以低於原價出售或處置換季的存貨。因此，某些存貨項目的實際未來售價可能會低於其本身的採購成本。</p> <p>我們識別存貨估值為關鍵審計事項，因管理層就釐定適當存貨撥備時作出判斷，當中涉及預測每季季尾未售出存貨數量，以及來年透過零售商店及其他渠道必須以折扣價出售換季存貨的價格減幅。上述兩個因素均涉及固有不確定性。</p> | <p>我們就評估存貨估值的審計程序包括以下程序：</p> <ul style="list-style-type: none"> • 按照 貴集團存貨撥備政策的百分比及其他參數重新計算的存貨撥備，評估於報告日期存款撥備是否與 貴集團的存貨撥備政策一致； • 根據樣本基礎評估存貨的賬齡報告中的項目是否歸類在合適的賬齡類別； • 通過比較管理層對每季結束未售出存貨數量的預測、相關減價預測和過往銷售額，以及今年和過去年度的有關減價數據，從而評估 貴集團目前的存貨撥備政策； • 按季度與往年的季度存貨結餘作比較，同時按季度與過往存貨變動作比較，從而辨別出相對周轉率較低的存貨；及 • 向行政總裁及銷售團隊的高級人員詢問有關減價或出售換季存貨計劃的任何預期變化，從而對前者的描述與報告日期之後的實際銷售交易作出比較。 |

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事須負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審計委員會協助董事履行監督貴集團的財務報告過程的責任。

Information other than the consolidated financial statements and auditor's report thereon

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the consolidated financial statements

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們是按照香港《公司條例》第405條的規定，僅向整體成員報告。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 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.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

除其他事項外，我們與審計委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出的內部控制的任何重大缺陷。

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審計委員會溝通的事項中，我們確定那些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是許秀儀。

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Hui Sau Yee, Jenny.

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
二零一七年六月二十七日

KPMG

Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong
27 June 2017

綜合損益表

Consolidated Statement of Profit or Loss

截至二零一七年三月三十一日止年度 For the year ended 31 March 2017
(以港元列示 / Expressed in Hong Kong dollars)

| | | 附註 Note | 2017 \$'000 | 2016 \$'000 |
|---------------|--|------------|------------------------------------|----------------------|
| 收入 | Revenue | | | |
| 銷售成本 | Cost of sales | 3 & 4 | 760,510 (327,298) | 894,240 (369,636) |
| 毛利 | Gross profit | | 433,212 | 524,604 |
| 其他(虧損)/收益 | Other (loss)/income | 5 | (11,566) | 1,419 |
| 分銷成本 | Distribution costs | | (402,767) | (505,045) |
| 行政費用 | Administrative expenses | | (118,735) | (131,395) |
| 其他經營費用 | Other operating expenses | | (4,669) | (2,554) |
| 經營虧損 | Loss from operations | | (104,525) | (112,971) |
| 投資物業估值收益淨額 | Net valuation gains on investment properties | 11(a) | 7,400 | 5,185 |
| 出售附屬公司收益淨額 | Net gain on disposal of subsidiaries | 28 | - | 29,845 |
| 擬分拆附屬公司獨立上市費用 | Expenses for proposed separate listing of a subsidiary | 6(d) | - | (9,200) |
| 融資成本 | Finance costs | 6(a) | (515) | (459) |
| 除稅前虧損 | Loss before taxation | 6 | (97,640) | (87,600) |
| 所得稅 | Income tax | 7(a) | (2,222) | (3,389) |
| 本年度虧損 | Loss for the year | | (99,862) | (90,989) |
| 歸屬： | Attributable to: | | | |
| 本公司權益股東 | Equity shareholders of the Company | | (97,335) | (87,871) |
| 非控股權益 | Non-controlling interests | | (2,527) | (3,118) |
| 本年度虧損 | Loss for the year | | (99,862) | (90,989) |
| 每股虧損 | Loss per share | | | |
| — 基本 | — Basic | 10 | \$(0.59) | \$(0.53) |
| — 攤薄 | — Diluted | | N/A | N/A |

第47頁至第113頁之附註屬本財務報表之一部份。本年度應付本公司權益股東的股息詳情列於附註第24(b)項。

The notes on pages 47 to 113 form part of these financial statements. Details of dividends payable to equity shareholders of the Company are set out in note 24(b).

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一七年三月三十一日止年度 For the year ended 31 March 2017

(以港元列示 / Expressed in Hong Kong dollars)

| | 附註 Note | 2017 \$'000 | 2016 \$'000 |
|--------------------------------|---|----------------|----------------|
| 本年度虧損 | Loss for the year | (99,862) | (90,989) |
| 本年度其他全面收益 (稅後重新分類調整) | Other comprehensive income for the year (after tax and reclassification adjustments) | | |
| 其後可能重新分類為損益 之項目： | Item that may be reclassified subsequently to profit or loss: | | |
| 換算香港以外附屬公司 財務報表所產生的 匯兌差額 | Exchange differences on translation of financial statements of subsidiaries based outside Hong Kong | (21,516) | (20,979) |
| 本年度其他全面收益 | Other comprehensive income for the year | (21,516) | (20,979) |
| 本年度全面收益總額 | Total comprehensive income for the year | (121,378) | (111,968) |
| 歸屬： | Attributable to: | | |
| 本公司權益股東 | Equity shareholders of the Company | (119,409) | (108,667) |
| 非控股權益 | Non-controlling interests | (1,969) | (3,301) |
| 本年度全面收益總額 | Total comprehensive income for the year | (121,378) | (111,968) |

第47頁至第113頁之附註屬本財務報表之一部份。

The notes on pages 47 to 113 form part of these financial statements.

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一七年三月三十一日 At 31 March 2017
(以港元列示 / Expressed in Hong Kong dollars)

| | | 附註 Note | 2017 \$'000 | 2016 \$'000 |
|----------------------|--|------------|------------------|------------------|
| 非流動資產 | Non-current assets | | | |
| 投資物業 | Investment properties | 11 | 180,655 | 251,650 |
| 其他物業、廠房及設備 | Other property, plant and equipment | 11 | 112,236 | 158,429 |
| | | | <u>292,891</u> | <u>410,079</u> |
| 無形資產 | Intangible assets | 12 | 102,050 | 447,882 |
| 租賃權費用 | Lease premium | 13 | 6,225 | 6,913 |
| 其他財務資產 | Other financial assets | 15 | - | 134 |
| 租金按金及預付款 | Rental deposits and prepayments | | 15,762 | 41,996 |
| 遞延稅項資產 | Deferred tax assets | 23(b) | 35,081 | 58,155 |
| | | | <u>452,009</u> | <u>965,159</u> |
| 流動資產 | Current assets | | | |
| 作買賣用途之證券 | Trading securities | 16 | 195 | 2,546 |
| 存貨 | Inventories | 17(a) | 75,894 | 262,757 |
| 應收賬款及其他應收款 | Trade and other receivables | 18 | 40,866 | 116,224 |
| 本期可退回稅項 | Current tax recoverable | 23(a) | 1,259 | 3,508 |
| 現金及現金等價物 | Cash and cash equivalents | 19(a) | 150,504 | 102,404 |
| 分類為持作待售的出售組別資產 | Assets of a disposal group classified as held for sale | 29 | 605,515 | - |
| | | | <u>874,233</u> | <u>487,439</u> |
| 流動負債 | Current liabilities | | | |
| 應付賬款及其他應付款 | Trade and other payables | 20 | 112,585 | 129,087 |
| 銀行貸款及透支 | Bank loans and overdrafts | 21 | 6,627 | 27,025 |
| 本期應付稅項 | Current tax payable | 23(a) | 1,035 | 3,794 |
| 分類為持作待售的出售組別負債 | Liabilities of a disposal group classified as held for sale | 29 | 43,121 | - |
| | | | <u>163,368</u> | <u>159,906</u> |
| 流動資產淨值 | Net current assets | | <u>710,865</u> | <u>327,533</u> |
| 總資產減流動負債 | Total assets less current liabilities | | <u>1,162,874</u> | <u>1,292,692</u> |
| 非流動負債 | Non-current liability | | | |
| 遞延稅項負債 | Deferred tax liabilities | 23(b) | 2,011 | 4,911 |
| 資產淨值 | NET ASSETS | | <u>1,160,863</u> | <u>1,287,781</u> |
| 股本及儲備 | CAPITAL AND RESERVES | | | |
| 股本 | Share capital | 24(c) | 383,909 | 383,909 |
| 儲備 | Reserves | | 749,095 | 876,797 |
| 本公司權益股東應佔權益總額 | Total equity attributable to equity shareholders of the Company | | <u>1,133,004</u> | <u>1,260,706</u> |
| 非控股權益 | Non-controlling interests | | 27,859 | 27,075 |
| 權益總額 | TOTAL EQUITY | | <u>1,160,863</u> | <u>1,287,781</u> |

董事會於二零一七年六月二十七日核准及授權公佈。

Approved and authorised for issue by the board of directors on 27 June 2017.

陳永燊)
)
) 董事
周陳淑玲)
)

Chan Wing Sun, Samuel)
)
) Directors
Chan Suk Ling, Shirley)
)

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零一七年三月三十一日止年度 For the year ended 31 March 2017

(以港元列示 / Expressed in Hong Kong dollars)

| | 附註 Note | 歸屬本公司權益股東 Attributable to equity shareholders of the Company | | | | | 非控股權益 Non-controlling interests \$'000 | 權益總額 Total equity \$'000 |
|----------------------------|------------|--|--|---------------------------------------|-----------------------|-----------|---|--------------------------------|
| | | 股本 Share capital \$'000 (附註24(c)) (Note 24(c)) | 外匯儲備 Exchange reserve \$'000 (附註24(d)) (Note 24(d)) | 保留溢利 Retained profits \$'000 | 總額 Total \$'000 | | | |
| | | | | | | | | |
| 於二零一五年四月一日 | | Balance at 1 April 2015 | 383,909 | (28,492) | 1,071,706 | 1,427,123 | 29,445 | 1,456,568 |
| 權益變動： | | Changes in equity: | | | | | | |
| 本年度虧損 | | Loss for the year | - | - | (87,871) | (87,871) | (3,118) | (90,989) |
| 其他全面收益 | | Other comprehensive income | - | (20,796) | - | (20,796) | (183) | (20,979) |
| 本年度全面收益總額 | | Total comprehensive income | - | (20,796) | (87,871) | (108,667) | (3,301) | (111,968) |
| 過往年度已批准及 已付股息 | 24(b)(ii) | Dividends approved and paid in respect of the previous year | - | - | (49,758) | (49,758) | - | (49,758) |
| 已付非控股權益之股息 | | Dividends paid to non-controlling interests | - | - | - | - | (240) | (240) |
| 贖回出售附屬公司之儲備 | 28 | Release of reserves upon disposal of subsidiaries | - | (7,992) | - | (7,992) | - | (7,992) |
| 出售附屬公司權益予非控股權益 | 14 | Disposal of interest in subsidiaries to non-controlling interests | - | - | - | - | 5 | 5 |
| 非控股權益貸款 | | Loan from non-controlling interests | - | - | - | - | 1,166 | 1,166 |
| 於二零一六年三月三十一日及 二零一六年四月一日 | | Balance at 31 March 2016 and 1 April 2016 | 383,909 | (57,280) | 934,077 | 1,260,706 | 27,075 | 1,287,781 |
| 權益變動： | | Changes in equity: | | | | | | |
| 本年度虧損 | | Loss for the year | - | - | (97,335) | (97,335) | (2,527) | (99,862) |
| 其他全面收益 | | Other comprehensive income | - | (22,074) | - | (22,074) | 558 | (21,516) |
| 本年度全面收益總額 | | Total comprehensive income | - | (22,074) | (97,335) | (119,409) | (1,969) | (121,378) |
| 過往年度已批准及已付股息 | 24(b)(ii) | Dividends approved and paid in respect of the previous year | - | - | (8,293) | (8,293) | - | (8,293) |
| 已付非控股權益之股息 | | Dividends paid to non-controlling interests | - | - | - | - | (60) | (60) |
| 非控股權益貸款 | | Loan from non-controlling interests | - | - | - | - | 2,813 | 2,813 |
| 於二零一七年三月三十一日 | | Balance at 31 March 2017 | 383,909 | (79,354) | 828,449 | 1,133,004 | 27,859 | 1,160,863 |

綜合現金流量表

Consolidated Cash Flow Statement

截至二零一七年三月三十一日止年度 For the year ended 31 March 2017
(以港元列示 / Expressed in Hong Kong dollars)

| | 附註 Note | 2017 \$'000 | 2016 \$'000 | |
|----------------------------------|---|----------------|-----------------|-----------------|
| 經營活動 | Operating activities | | | |
| 經營業務產生/(所用)之現金 (已付)/退回稅項 | Cash generated from/(used in) operations Tax (paid)/refunded | 19(b) | 12,494 | (49,706) |
| – 已付香港利得稅 | – Hong Kong Profits Tax paid | | (1,408) | (7,691) |
| – 已付香港以外地區稅項 | – Tax paid outside Hong Kong | | (2,924) | (873) |
| – 退回香港利得稅 | – Hong Kong Profits Tax refunded | | 2,015 | 367 |
| – 退回香港以外地區稅項 | – Tax refunded outside Hong Kong | | 23 | 276 |
| | | | <u>23</u> | <u>276</u> |
| | | | <u>(2,294)</u> | <u>(7,921)</u> |
| 經營活動產生/(所用)之現金淨額 | Net cash generated from/(used in) operating activities | | 10,200 | (57,627) |
| 投資活動 | Investing activities | | | |
| 購入其他物業、廠房和設備 付款 | Payment for the purchase of other property, plant and equipment | | (20,797) | (35,584) |
| 收取建議出售附屬公司的按金 | Deposit received in respect of the proposed disposal of subsidiaries | 29 | 38,800 | – |
| 收購附屬公司付款 | Payment for the acquisition of subsidiaries | 14 | – | (50) |
| 出售一項投資物業所得款項 | Proceeds from disposal of an investment property | 11(f) | 66,800 | – |
| 出售其他物業、廠房及設備 所得款項 | Proceeds from disposal of other property, plant and equipment | | 28 | 4,755 |
| 出售附屬公司之淨現金流入 | Net cash inflow in respect of disposal of subsidiaries | 28 | – | 38,231 |
| 其他財務資產到期所得款項 | Proceeds received upon maturity of other financial assets | | 127 | 185 |
| 出售作買賣用途之證券所得款項 | Proceeds from disposal of trading securities | | 2,259 | – |
| 聯營公司償還貸款之所得款項 | Proceeds from repayment of loan to an associate | | – | 200 |
| 已收利息 | Interest received | | 155 | 426 |
| 已收上市證券股息 | Dividends received from listed securities | | 10 | 11 |
| | | | <u>87,382</u> | <u>8,174</u> |
| 投資活動產生之現金淨額 | Net cash generated from investing activities | | 87,382 | 8,174 |
| 融資活動 | Financing activities | | | |
| 新銀行貸款所得款項 | Proceeds from new bank loans | | 13,529 | 40,658 |
| 償還銀行貸款 | Repayments of bank loans | | (26,348) | (25,727) |
| 由本集團減少附屬公司之 權益所衍生之非控股權益 變動 | Changes in non-controlling interests arising from a decrease in the Group's interests in subsidiaries | 14 | – | 5 |
| 非控股權益貸款所得款項 | Proceeds from a loan from non-controlling interests | | 2,813 | 1,166 |
| 利息支出 | Interest paid | | (515) | (459) |
| 已付本公司權益股東之股息 | Dividends paid to equity shareholders of the Company | 24(b) | (8,241) | (49,643) |
| 已付非控股權益股息 | Dividends paid to non-controlling interests | | (60) | (240) |
| | | | <u>(18,822)</u> | <u>(34,240)</u> |
| 融資活動所用之現金淨額 | Net cash used in financing activities | | (18,822) | (34,240) |
| 現金及現金等價物增加/(減少)淨額 | Net increase/(decrease) in cash and cash equivalents | | 78,760 | (83,693) |
| 於年初之現金及現金等價物 | Cash and cash equivalents at the beginning of the year | 19(a) | 90,310 | 176,499 |
| 分類為持作待售的出售組別之現金及現金等價物 | Cash and cash equivalents of a disposal group classified as held for sale | 29 | (23,106) | – |
| 外幣匯率變動之影響 | Effect of foreign exchange rate changes | | 25 | (2,496) |
| 於年末之現金及現金等價物 | Cash and cash equivalents at the end of the year | 19(a) | 145,989 | 90,310 |

第47頁至第113頁之附註屬本財務報表之一部份。

The notes on pages 47 to 113 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》編製，該統稱包括香港會計師公會頒佈之所有適用之個別《香港財務報告準則》、《香港會計準則》及其詮釋、香港公認會計原則及香港《公司條例》之規定。本財務報表亦符合香港聯合交易所有限公司證券上市規則（「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1(c)項。

(b) 財務報表之編製基準

截至二零一七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」）。

除下文所載之資產和負債按公允價值列賬外，本財務報表是以歷史成本作為編製所用之計量基準：

- 投資物業（參閱附註第1(f)項）；及
- 作買賣用途之證券（參閱附註第1(e)項）。

非流動資產及持作待售的出售組別按賬面值與公允值減出售成本（以較低為準）入賬（參閱附註第1(v)項）。

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 Accountant (“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 (the “Listing Rules”). Significant accounting policies adopted by the Group are disclosed 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. Note 1(c) provides information on any 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 2017 comprise the Company and its subsidiaries (together referred to as the “Group”).

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investment properties (see note 1(f)); and
- trading securities (see note 1(e)).

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell (see note 1(v)).

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.

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。

有關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構成估算的不確定因素，詳情載列於附註第2項。

(c) 會計政策變動

香港會計師公會已頒佈若干香港財務報告準則的修訂，並於本集團現行會計期間首次生效。採納該等香港財務報告準則的修訂對本集團會計期間及過往會計期間的業績及財務狀況並無重大影響。

本集團並未採納任何尚未於本會計期間生效的新準則或詮釋。

(d) 附屬公司及非控股權益

附屬公司為本集團所控制之實體。當本集團可通過參與實體之業務從而承擔或享有變動之回報及有能力運用其控制權以影響回報金額，則本集團控制該實體。當評定本集團是否有該等權利時，僅考慮(本集團和其他方所持有的)實質權利。

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、交易及現金流量，及集團內公司間之交易所產生之任何未變現溢利，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有減值情況。

非控股權益指非本公司直接或間接應佔之附屬公司股權，而本集團並未與有關權益持有人協定任何附加條款，令本集團整體對該等權益產生符合金融負債定義之合約義務。就各企業合併而言，本集團可選擇按公允值或非控股權益所佔附屬公司之淨可識別資產之比例計量任何非控股權益。

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 major sources of estimation uncertainty are discussed in note 2.

(c) Changes in accounting policies

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

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

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

Investments in subsidiaries are consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows 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.

Non-controlling interests represent the equity in subsidiary not attributable directly or indirectly to the Company, 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. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

1 主要會計政策 (續)

(d) 附屬公司及非控股權益 (續)

非控股權益在綜合財務狀況表之權益部份內，與本公司股權持有人應佔權益分開呈列。非控股權益所佔本集團業績之權益在綜合損益表及綜合損益及其他全面收益表呈列，以顯示本年度之總溢利或虧損及全面收益總額於非控股權益與本公司股權持有人之間之分配。非控股權益持有人貸款及其他該等持有人須履行之合約義務根據附註1(m)或(o)按負債性質於綜合財務狀況表中呈列為金融負債。

本集團將不導致喪失控制權之附屬公司權益變動乃以權益交易入賬，即只調整在綜合權益表內之控股及非控股權益金額以反映相關權益變動，但不調整商譽及確認盈虧。

當本集團喪失對附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生的盈虧於損益確認。任何於喪失控制權當日仍保留該前附屬公司之權益乃按公允值確認，而此金額被視為初始確認金融資產之公允值(參閱附註第1(e)項)，或按成本初始確認於聯營公司。

本公司財務狀況表所示於附屬公司之投資，是按成本減去減值虧損後入賬(參閱附註第1(j)項)。

(e) 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(於附屬公司之投資除外)之投資政策如下：

債權及股權證券投資初步按公允值列賬，亦即其交易價格，除非交易價格與初步確認的公允值不同，而該公允值乃按活躍市場的相同資產或負債的報列市價作實或運用僅以可觀察市場數據作計量的估值。成本包括應佔交易成本，惟下文所述者除外。此等投資其後因應所屬分類入賬如下：

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。於各報告期末，公允值乃重新計量，因此產生之任何收益或虧損乃於損益內確認。於損益內確認之收益或虧損淨額不包括該等投資所賺取之任何股息或利息，因其乃根據附註第1(s)(iv)及(s)(v)項所載之政策確認。

1 Significant accounting policies (continued)

(d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with notes 1(m) or (o) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(e)) or, when appropriate, the cost on initial recognition of an investment in an associate.

In the Company's statement of financial position, investment in a subsidiary is stated at cost less impairment losses (see note 1(j)).

(e) 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, are as follows:

Investments in debt and equity securities are initially stated at a fair value, which is their transaction price unless it is determined that the fair value at initial recognition differs from the transaction price and that fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

Investments in securities held for trading are classified as current assets. Any attributable transaction costs are recognised in profit or loss as incurred. At the end of each reporting period the fair value is remeasured, with any resultant gain or loss being recognised in profit or loss. The net gain or loss recognised in profit or loss does not include any dividends or interest earned on these investments as these are recognised in accordance with the policies set out in notes 1(s)(iv) and (s)(v).

1 主要會計政策 (續)**(e) 於債務及股本證券之其他投資 (續)**

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列賬(參閱附註第1(j)項)。

倘該等投資被終止確認或出現減值時(參閱附註1(j))，於權益確認的累計收益或虧損將重新分類至損益內確認。在本集團於承諾購入／出售的投資或該等投資已到期當日，有關投資會被確認／終止確認。

(f) 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(i)項)之土地及／或樓宇，包括目前未確定未來用途之持有土地及正在興建或發展作為投資物業供日後使用之物業。

除於報告期末仍在興建或發展中的物業而其公允值並不能可靠地估算外，投資物業按公允值列賬。因投資物業公允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，均在損益內確認。投資物業之租金收入是按照附註第1(s)(iii)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／或為資本增值，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(i)項)，而其適用之會計政策與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(i)項。

(g) 其他物業、廠房及設備

以下其他物業、廠房及設備項目乃按成本減去累計折舊及減值虧損列賬(參閱附註第1(j)項)：

- 土地分類為融資租賃及樓宇(參閱附註第1(i)項)；
- 租賃土地上持作自用樓宇，分類為經營租賃(參閱附註第1(i)項)；及
- 其他廠房及設備項目。

1 Significant accounting policies (continued)**(e) Other investments in debt and equity securities (continued)**

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 at amortised cost less impairment losses (see note 1(j)).

When the investments are derecognised or impaired (see note 1(j)), the cumulative gain or loss recognised in equity is reclassified to profit or loss. Investments are recognised/derecognised on the date the Group commits to purchase/sell the investments or they expire.

(f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(i)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment properties are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(s)(iii).

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(i)), 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(i).

(g) Other property, plant and equipment

The following items of other property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(j)):

- land classified as being held under finance leases and buildings thereon (see note 1(i));
- buildings held for own use which are situated on leasehold land classified as held under operating leases (see note 1(i)); and
- other items of plant and equipment.

1 主要會計政策 (續)

(g) 其他物業、廠房及設備 (續)

倘一項其他物業、廠房及設備因使用狀況有變而列為投資物業，則該項目於轉讓日期的賬面值與公允值的差額在其他全面收益中確認並在土地及樓宇估值儲備中累計。其後當該資產出售或停用時，有關估值儲備將直接轉撥至保留溢利。

其他物業、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減去估計餘值 (如有) 計算：

- 租賃土地按尚餘租賃期以直線法折舊。
- 租賃土地分類為融資租賃，以未到期租賃年期折舊。
- 於租賃土地上之樓宇按尚餘租賃期或預計可用年限 (即落成日期起計不多於50年) 兩者中之較短期間計算折舊。
- 廠房及機器 10年
- 租賃樓宇裝修、汽車、傢俬及設備 2至10年內

當一項其他物業、廠房及設備之各部份有不同之可用年限，該項目之成本依據合理基準分配於其各部份並分開計提折舊。一項資產可用年限及其餘值 (如有) 乃每年進行檢討。

報廢或出售其他物業、廠房及設備而產生之收益或虧損以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，並於報廢或出售當日在損益內確認。任何有關估值盈餘將由估值儲備轉撥至保留溢利而不會改列到損益內。

(h) 無形資產

本集團收購之商標及已付之租賃權費用估計可用年期為無限期乃按成本減去累計減值虧損入賬 (參閱附註第1(j)項)。內部產生品牌之支出於產生期間列作開支。

可使用年期評估為無限期之無形資產不予攤銷。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有限期，並自變化之日起根據上述有限年期之無形資產攤銷政策作出前瞻性記賬。

1 Significant accounting policies (continued)

(g) Other property, plant and equipment (continued)

If an item of other property, plant and equipment becomes an investment property because its use has changed, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in land and buildings revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Depreciation is calculated to write off the cost of items of other 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 over the remaining term of the lease.
- Leasehold land classified as held under finance leases is depreciated over the unexpired term of 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 10 years
- Leasehold improvements, motor vehicles and furniture and equipment 2 to 10 years

Where parts of an item of other property, plant and equipment have different useful lives, the cost 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.

Gains or losses arising from the retirement or disposal of an item of other 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 profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits and is not reclassified to profit or loss.

(h) Intangible assets

Trademark acquired and lease premium paid by the Group with an indefinite estimated useful life are stated at cost less impairment losses (see note 1(j)). Expenditure on internally generated brands is recognised as an expense in the period in which it is incurred.

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.

1 主要會計政策 (續)**(i) 租賃資產**

倘本集團確定安排具有在議定期限內通過交易或一系列交易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具體內容評估而作出，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。並未轉移所有權之絕大部份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(參閱附註第1(f)項)；及
- 按經營租賃持作自用之土地，其公允值無法與於其上興建之樓宇於租約生效時之公允值分開計量，有關土地則根據融資租賃持有入賬，惟有關樓宇已明確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。

(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允值或最低租賃付款之現值(以較低者為準)之金額列為其他物業、廠房及設備。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，參閱附註第1(g)項)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(j)項所述之會計政策入賬。租賃付款計及之融資費用於租賃期間自損益扣除，以於各會計期間就剩餘之義務產生大概一致之定期收費率。或然租金在其產生之會計期間內自損益扣除。

1 Significant accounting policies (continued)**(i) 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 the 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 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(f)); 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.

(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 recognised as other property, plant and equipment. 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, as set out in note 1(g). Impairment losses are accounted for in accordance with the accounting policy as set out in note 1(j). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

1 主要會計政策 (續)

(i) 租賃資產 (續)

(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確認為租賃淨付款總額之組成部份。或然租金在其產生之會計期間內在損益扣除。

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(參閱附註第1(f)項)。

(j) 資產減值

(i) 債務及股本證券投資及其他應收款減值

本集團在每個報告期末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，以確定是否有客觀減值證據。客觀減值證據包括本集團注意到之有關下列一項或多項虧損事項之可觀察數據：

- 債務人有重大財務困難；
- 違反合約，如拖欠或無法如期償還利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大改變而對債務人有不利影響；及
- 股本工具投資之公允值大幅或持續下跌至低於其成本值。

1 Significant accounting policies (continued)

(i) Leased assets (continued)

(iii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss 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 profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss 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(f)).

(j) 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 the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

1 主要會計政策 (續)

(j) 資產減值 (續)

- (i) 債務及股本證券投資及其他應收款減值 (續)

如果任何此類證據存在，而當折現之影響為重大時，以攤銷成本列賬之應收賬款及其他流動應收款及其他財務資產之減值虧損是以資產之賬面值與其初始實際利率（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。如按攤銷成本列賬之財務資產具備類似風險特徵，例如類似逾期情況及並未單獨被評估為減值，則有關評估會集體進行。集體評估減值之財務資產之未來現金流量，乃根據與該組資產信貸風險特徵類似之資產之過往虧損經驗作出。

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。

減值虧損乃從相應之資產中直接撇銷，惟計入應收賬款及其他應收款中、其可收回性存疑但並非極低之應收賬款及應收票據之已確認減值虧損則除外。在此情況下，疑賬減值虧損乃採用撥備賬記錄。倘本集團信納可收回性機會極低，則被視為不可收回之金額會從應收賬款及應收票據中直接撇銷，而在撥備賬中持有有關該債務之任何金額會被轉回。倘先前自撥備賬扣除之款項在其後收回，則有關金額會從撥備賬中轉回。撥備賬之其他變動及其後收回先前直接撇銷之款項均於損益確認。

1 Significant accounting policies (continued)

(j) Impairment of assets (continued)

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

If any such evidence exists, an impairment loss on trade and other current receivables and other financial assets carried at amortised cost 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. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

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 profit or loss. 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.

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

1 主要會計政策 (續)

(j) 資產減值 (續)

(ii) 其他資產減值

於每個報告期末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；及
- 本公司財務狀況表於附屬公司之投資。

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無形資產而言，每年評估可收回數額 (不論是否有任何減值跡象)。

— 計算可收回數額

資產之可收回數額以公允價值減出售成本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)

(j) Impairment of assets (continued)

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or 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; and
- investments in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for 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 fair value less costs of disposal 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)

(j) 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，則減值虧損於損益確認。就現金產生單位確認之減值虧損，則按比例減少該單位 (或一組單位) 中其他資產之賬面值，惟資產之賬面值不會減少至低於其個別公允值減出售成本 (倘能計量) 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內處理。

(iii) 中期財務報告及減值

根據上市規則，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 (參閱附註第1(j)(i)及(ii)項)。

在中期期間確認有關可供出售股權證券和以成本列賬之非上市股權證券的減值虧損在往後期間不會撥回。縱然只於包括該中期期間的財政年度年終時所作出的減值評估應該確認無虧損或較少虧損，在中期期間確認的減值虧損仍不會撥回。其後，倘可供出售股權證券公平價值於年度期餘下時間或於其後之任何其他時間增加，增加數額於其他全面收益而非損益內確認。

1 Significant accounting policies (continued)

(j) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

— Recognition of impairment losses

An impairment loss is recognised in profit or loss if 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 of disposal (if measurable) 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 profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Listing Rules, 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(j)(i) and (ii)).

Impairment losses recognised in an interim period in respect of 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. Consequently, if the fair value of an available-for-sale equity security increases in the remainder of the annual period, or in any other period subsequently, the increase is recognised in other comprehensive income and not profit or loss.

1 主要會計政策 (續)

(k) 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其他成本。

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額。

所有出售存貨之賬面值在相關收入確認之期間內確認為支出。任何存貨撇減至可變現淨值之數額及存貨之所有虧損，均在出現撇減或虧損之期間內確認為支出。存貨之任何撇減轉回之數額，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。

(l) 應收賬款及其他應收款

應收賬款及其他應收款初步按公允價值確認入賬，其後則按攤銷成本減疑賬減值撥備(參閱附註第1(j)項)，惟倘應收款為向關聯人士提供並無任何固定還款期之免息貸款或折現之影響並不大之情況則例外。於該等情況下，應收款按成本減疑賬減值撥備列賬。

(m) 計息借貸

計息借貸初步按公允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，連同任何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。

(n) 應付賬款及其他應付款

應付賬款及其他應付款初步按公允價值確認。除按照附註第1(r)(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，惟倘折現之影響並不大之情況則例外，於該情況下，按成本列賬。

1 Significant accounting policies (continued)

(k) Inventories

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

Cost is calculated using the first-in, first-out 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.

(l) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(j)), 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 allowance for impairment of doubtful debts.

(m) 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 profit or loss over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

(n) 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(r)(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.

1 主要會計政策 (續)**(o) 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。

(p) 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。

(ii) 離職福利

終止受僱福利為當本集團不再撤回這些福利及涉及支付終止福利之重組成本確認時確認(以較早者為準)。

(q) 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內確認，惟若涉及於其他全面收益或直接於權益中確認的項目，則分別在其他全面收益或權益中確認。

本期稅項是按本年度應課稅收入根據已執行或在報告期末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就財務報告目的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。

1 Significant accounting policies (continued)**(o) 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.

(p) 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.

(ii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

(q) 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 profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, 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.

1 主要會計政策 (續)

(g) 所得稅 (續)

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轉回，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。

確認遞延稅項資產和負債的例外情況包括與投資附屬公司有關之暫時差異，如屬應課稅差異，只限於本集團可以控制撥回的時間，而且在可預見的將來不大可能撥回的差異；或如屬可抵扣差異，則只限很可能在將來撥回的差異。

當投資物業根據附註第1(f)項所載按公允值列賬，除該投資物業屬可折舊及以同一商業模式所持有，而有關模式並非透過出售形式而使用該物業絕大部份經濟利益，按投資物業之賬面值出售時所產生的稅項負債，計算其投資物業之任何遞延稅項。在其他情況下，應確認之遞延稅項數額是按資產及負債賬面值之預期變現或清償方式，以於報告期末適用或主要適用之稅率計算。遞延稅項資產及負債均無作折現計算。

本集團會在每個報告期末評估遞延稅項資產之賬面值。如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。

1 Significant accounting policies (continued)

(g) Income tax (continued)

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.

The limited exception to recognition of deferred tax assets and liabilities are those temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 1(f), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, 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 end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period 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.

1 主要會計政策 (續)**(q) 所得稅 (續)**

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。本期稅項資產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稅項負債和遞延稅項負債：

- 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。

(r) 所發出之財務擔保、撥備及或然負債**(i) 所發出之財務擔保**

財務擔保乃要求發出人(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，該擔保的公允值最初確認為應付賬款及其他應付款內的遞延收入。所發出財務擔保於發出時的公允值乃參照就類似服務的公平交易中所收取的費用(如可獲取有關資料)，或參照於提供擔保時放款人實際收取的費用與放款人在未有提供擔保時估計可收取的費用(如可就有關資料作出可靠估計)之間的利率差異釐定。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的本集團政策而予確認。倘有關代價尚未收取或應予收取，於最初確認任何遞延收入時，於損益內確認開支。

1 Significant accounting policies (continued)**(q) Income tax (continued)**

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.

(r) 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 is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. 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 profit or loss on initial recognition of any deferred income.

1 主要會計政策 (續)

(r) 所發出之財務擔保、撥備及或然負債 (續)

(i) 所發出之財務擔保 (續)

最初確認為遞延收入之擔保款額按擔保年期於損益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)向本集團申索之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(r)(ii)項確認。

(ii) 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，而履行該義務可能須導致經濟利益外流，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。

倘若經濟利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，但假如經濟利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，但假如經濟利益外流之可能性極低則除外。

(s) 收入確認

收入是以已收取或可收取報酬的公允值計算。倘本集團可能獲得經濟利益，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在本地銷售而言乃於貨品被送到顧客的經營場所或被提取，在出口銷售而言乃於貨品已被裝船，即顧客接受貨品及有關風險後予以確認。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。

1 Significant accounting policies (continued)

(r) Financial guarantees issued, provisions and contingent liabilities (continued)

(i) Financial guarantees issued (continued)

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(r)(ii) 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.

(ii) Other provisions and contingent liabilities

Provisions are recognised for other 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.

(s) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. 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 profit or loss as follows:

(i) Sale of goods

Revenue arising from the sale of garments and printing products is recognised when goods are delivered to the customers' premises or picked up by customers for domestic sales and when goods are shipped on board for export sales 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.

1 主要會計政策 (續)**(s) 收入確認 (續)****(ii) 專利權費收益**

專利權費收益按應計基準根據有關協議之具體內容確認。

(iii) 經營租賃租金收入

經營租賃可收取之租金收入按租約期涉及之期間平均攤分而於損益中確認，但如有其他基準能更清楚地反映使用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。

(iv) 股息收入

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

(v) 利息收入

利息收入按應計基準以實際利率法確認。

(vi) 服務及裝修收入

服務及裝修收入於提供相關服務後予以入賬。

(t) 外幣換算

本集團各附屬公司財務報表內所列項目，均以公司經營業務之主要經濟環境之貨幣（「功能貨幣」）計算。綜合財務報表以港元列賬，港元為本公司之功能貨幣及呈列貨幣。

年內之外幣交易乃按交易日匯率換算。以外幣計值之貨幣資產及負債均按報告期末之匯率換算。匯兌盈虧在損益內確認。

1 Significant accounting policies (continued)**(s) Revenue recognition (continued)****(ii) Royalty income**

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

(iii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss 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 profit or loss 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.

(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.

(v) Interest income

Interest income is recognised as it accrues using the effective interest method.

(vi) Service fee and decoration fee income

Service fee and decoration fee income are recognised when the relevant services are rendered.

(t) Translation of foreign currencies

Items included in the financial statements of each of the Group's subsidiaries are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

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 end of the reporting period. Exchange gains and losses are recognised in profit or loss.

1 主要會計政策 (續)

(t) 外幣換算 (續)

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值入賬之非貨幣資產及負債採用公允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元，財務狀況表項目則按結算日之匯率換算為港元。所產生之匯兌差額於其他全面收益內確認並單獨在權益中之外匯儲備中累計。

出售海外業務時，當出售損益確認時，與該海外業務有關的累計匯兌差額，從權益重新改列為損益。

(u) 借貸成本

因收購、建造或生產合資格資產(即必須耗用一段頗長時間方可作擬定用途或銷售之資產)而直接應佔之借貸成本均撥作該等資產之部份成本。其他借貸成本均在產生的期間列作開支。

屬於合資格資產成本一部分的借貸成本在資產產生開支、借貸成本產生及使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化。在使合資格資產投入原定用途或銷售所必須的絕大部分準備工作終止或完成時，借貸成本便會暫停或停止資本化。

(v) 持作出售之非流動資產

若一項非流動資產(或出售組別)的賬面值極有可能透過銷售交易而非透過持續使用收回，及該資產(或出售組別)其現狀為可供出售，則被歸類為持作出售。出售組別是指一組資產將於單一交易中被一併出售，而與該等資產有直接關連的負債亦會於該交易中轉移。

當本集團承諾進行涉及失去一間附屬公司控制權之出售計劃時，不論本集團會否於出售後保留前附屬公司之非控股權益，該附屬公司之所有資產及負債於符合上述分類為持作出售之條件時則分類為持作出售。

1 Significant accounting policies (continued)

(t) Translation of foreign currencies (continued)

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 measured.

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. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

(u) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

(v) Non-current assets held for sale

A non-current asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the group will retain a non-controlling interest in the subsidiary after the sale.

1 主要會計政策 (續)**(v) 持作出售之非流動資產 (續)**

於被歸類為持作出售前，非流動資產 (及出售組別內的所有個別資產及負債) 之計量均已根據有關歸類前的會計政策更新。其後，於初步歸類為持有以供出售及直至出售，該等非流動資產 (若干下文所述的資產除外)，或出售組別，會以其賬面值或公允價值減去出售成本所餘下之較低者入賬。就本集團及本公司之財務報告而言，有關計量政策之主要例外，乃關於遞延稅項資產、僱員福利產生之資產、財務資產 (附屬公司之投資除外) 及投資物業。該等資產儘管持作出售，仍會繼續以附註1其他部分所載之政策計量。

於初步歸類為持作出售及其後持有以供出售的重新計量發生的減值虧損，將於損益表內確認。只要一項非流動資產被歸類為持作出售，或是被計入被歸類為持作出售的出售組別內，該等非流動資產則無計提需折舊或攤銷。

(w) 關連人士

- (1) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司的主要管理層成員。
- (2) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本集團屬同一集團之成員公司 (即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業 (或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。

1 Significant accounting policies (continued)**(v) Non-current assets held for sale (continued)**

Immediately before classification as held for sale, the measurement of the non-current assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the non-current assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 1.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a non-current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the non-current asset is not depreciated or amortised.

(w) Related parties

- (1) A person, or a close member of that person's family, is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or the Group's parent.
- (2) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

1 主要會計政策 (續)

(w) 關連人士 (續)

- (2) 倘符合下列任何條件，即實體與本集團有關連：(續)
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。
- (vi) 實體受(1)所識別人士控制或受共同控制。
- (vii) 於(1)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 向本集團或本集團母公司提供主要管理成員服務之實體或其所屬集團之任何成員公司。

任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響的家庭成員。

(x) 分部報告

財務報表所報告的經營分部及各分部項目的款項乃於為分配資源予本集團不同業務及地區以及評估該等業務及地區表現而定期向本集團最高級行政管理層提交的財務資料中識別出來。

就財務報告而言，個別重大經營分部不會合併，惟分部間有類似經濟特點及在產品及服務性質、生產過程性質、客戶種類或類別、用作分銷產品或提供服務的方法以及監管環境性質方面相類似則除外。個別非重大的經營分部，如果符合上述大部分標準，則該等經營分部可能會被合併。

1 Significant accounting policies (continued)

(w) Related parties (continued)

- (2) An entity is related to the Group if any of the following conditions applies: (continued)
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (1).
- (vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2 會計判斷及估計

附註第11(b)、12、13及25項分別載有有關投資物業估值、無形資產之公允值、租賃權費用及財務工具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) 其他物業、廠房及設備、無形資產及租賃權費用之減值

倘有情況顯示該等資產可能無法收回，資產可被視為已「減值」，並可按照《香港會計準則》第36號「資產減值」確認減值虧損。根據《香港會計準則》第36號，其他物業、廠房及設備於事件或情況變化顯示其記錄之賬面值可能無法收回時，即須進行減值測試，而可使用年限為無限期之無形資產及租賃權費用則須每年進行減值測試。於出現有關減幅時，賬面值須削減至可收回金額。可收回金額為公允值減出售成本與使用價值兩者之較高者。於釐定使用價值時資產所產生之預期現金流量乃貼現至其現值，此舉須對有關銷量、售價及經營成本金額作出重大判斷。本集團運用所有可用資料以確定可收回金額的合理概算。然而，實際銷量、售價及經營成本可能有別於假設，並可能須對受影響資產的賬面值作出重大調整。其他物業、廠房及設備、無形資產及租賃權費用的性質和賬面值詳情分別於附註第11、12及13項中披露。

(b) 其他物業、廠房及設備之折舊

其他物業、廠房及設備在其估計可使用年限按直線法折舊。本集團定期對資產的估計可使用年限作出檢討，以釐定於報告期內所須記錄的折舊開支。可使用年限乃根據本集團對類似資產的過往經驗及考慮到技術的預期變動而作出。倘與過往估計有重大改變，未來期間的折舊開支須予調整。

(c) 疑賬減值虧損

本集團就債務人由於無法作出所須付款而導致的估計虧損計提疑賬的減值撥備。本集團按照披露於附註第18項中的應收貿易賬款結餘之賬齡、債務人的信譽及過往撇賬經驗對未來現金流量作出估計。倘債務人的財政狀況惡化，實際撇賬額可能高於估計數字。

2 Accounting judgements and estimates

Notes 11(b), 12, 13 and 25 contain information about the assumptions and their risk factors relating to valuation of investment properties, fair value of intangible assets, lease premium and financial instruments respectively. Other key sources of estimation uncertainty are as follows:

(a) Impairment of other property, plant and equipment, intangible assets and lease premium

If the circumstances indicate that the carrying values of these assets 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*. Under HKAS 36, other property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable, while intangible assets and lease premium with indefinite useful lives are tested for impairment annually. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of its fair value less costs of disposal and value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgement relating to level of sales volume, selling prices and amount of operating costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount. However, actual sales volume, selling prices and operating costs may be different from assumptions which may result in a material adjustment to the carrying amount of the assets affected. Details of the nature and carrying amounts of other property, plant and equipment, intangible assets and lease premium are disclosed in notes 11, 12 and 13 respectively.

(b) Depreciation of other property, plant and equipment

Other property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation expense to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimates.

(c) Impairment loss for doubtful debts

The Group maintains an allowance for doubtful debts for estimated losses resulting from the inability of debtors to make required payments. The Group bases the estimates of future cash flows on the ageing of the trade receivable balance as disclosed in note 18, debtors' credit-worthiness and historical write-off experience. If the financial condition of debtors were to deteriorate, actual write-offs would be higher than estimated.

2 會計判斷及估計 (續)

(d) 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，定期審閱存貨之賬面值。倘存貨之估計可變現淨值跌至低於其賬面值，則本集團會根據審閱之結果而撇減存貨之價值。鑒於客戶之喜好可能轉變，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。

(e) 遞延稅項資產 – 稅項虧損之未來利益

根據附註第1(q)項所載之會計政策，由於管理層評估認為有可能在有關之稅務司法權區及有關實體產生可供動用之虧損以抵銷未來應課稅溢利，本集團已就截至年終之累計稅項虧損確認遞延稅項資產。倘最後結果有異於最初評估，此差異將影響相關估計改變之期間內的遞延稅項資產確認及所得稅支出。

(f) 投資物業估值

本集團投資物業的公允值乃由獨立測量師行經參考有關地區可作比較的銷售數據或將現有租賃所產生之租金及租約期滿後歸屬租金資本化而進行計算。物業估值師所採用的估值方法乃使用市場參數。倘該等市場參數發生變化，則投資物業的估值亦將相應改變。

(g) 虧損性經營租賃合同撥備

管理層估計經營租賃合同撥備為根據經營租賃合同不可避免成本的現行責任減去從該等零售店零售業務預期可收取的經濟利益。預期經濟利益乃根據相關租賃期內從該等零售店產生的未來現金流作估計。估計數字考慮了未來收入和相關費用。撥備增加或減少將影響本集團的損益和資產淨值。

2 Accounting judgements and estimates (continued)

(d) 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 estimated net realisable value decline below their carrying amounts of inventories. Due to changes in customers' preferences and actual saleability of goods may be different from estimation and profit or loss in future accounting periods could be affected by differences in this estimation.

(e) Deferred tax assets – future benefit of tax losses

In accordance with the accounting policy set out in note 1(q), 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. Where the expectation is different from the original estimates, such differences will impact the recognition of deferred tax assets and income tax charges in the period in which such estimates are changed.

(f) Valuation of investment properties

The fair value for the Group's investment properties is calculated by an independent firm of surveyors by making reference to the comparable sales evidence in the relevant locality, or otherwise, by capitalising the current rent derived from the existing tenancies with provision for any revisionary income potential. The valuation model used by the property valuer makes use of market inputs. Should changes be made to the market inputs, the corresponding investment property valuations would change.

(g) Provision for onerous operating lease contracts

Management estimates the provision for onerous operating lease contracts being the present obligation of the unavoidable costs under the operating lease contracts less than the economic benefits expected to be received from the retail operations of those retail store. The expected economic benefits are estimated based on future cash flows generated from those retail stores during the lease term. The estimations take into account the future revenue and related expenses. An increase or decrease in the provision would affect the Group's profit or loss and net assets value.

3 收入

本集團之主要業務為成衣生產、批發及零售、擁有及特許使用商標、物業投資以及安全印刷、一般商業印務及買賣印刷產品。

各項主要收入類別之數額如下：

| | | 2017 \$'000 | 2016 \$'000 |
|------------|---|----------------|----------------|
| 成衣銷售 | Sales of garments | 643,482 | 775,939 |
| 專利權費及相關收益 | Royalty and related income | 73,407 | 74,417 |
| 印刷及有關服務收益 | Income from printing and related services | 35,740 | 37,317 |
| 投資物業租金收入總額 | Gross rentals from investment properties | 7,881 | 6,567 |
| | | <u>760,510</u> | <u>894,240</u> |

本集團之客戶十分多元化，並無個別客戶的交易額超過本集團收入的十分一。

有關本集團主要業務的其他資料載於財務報表附註第4項。

3 Revenue

The principal activities of the Group are garment manufacturing, wholesaling and retailing, trademark ownership and licensing, property investment and provision of security printing, general business printing and trading of printing products.

The amount of each significant category of revenue is as follows:

The Group's customer base is diversified and no individual customer with whom transactions have exceeded 10% of the Group's revenue.

Further details regarding the Group's principal activities are disclosed in note 4 to these financial statements.

4 分部報告

(a) 分部業績、資產及負債

本集團透過按業務線組成分部管理業務。按與向本集團最高層行政管理人員就資源配置及表現評估的內部匯報資料一致方式，本集團已呈報下列四個報告分部。本集團並無將經營分部合併，以組成以下的報告分部。

- 銷售成衣：生產、批發及零售成衣。
- 特許商標：有關專利權費收益的商標特許及管理。
- 印刷及有關服務：生產及出售印刷產品。
- 物業租賃：出租物業產生租金收入。

4 Segment reporting

(a) Segment results, assets and liabilities

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

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

4 分部報告 (續)

(a) 分部業績、資產及負債 (續)

就評估分部表現及各分部間之資源配置而言，本集團高層行政管理人員根據下列事項監測各呈報分部之業績、資產及負債：

分部資產包括全部有形資產、無形資產及流動資產，惟不包括其他財務資產、遞延稅項資產、作買賣用途之證券、會所會籍、本期可退回稅項、現金及現金等價物及其他企業資產。分部負債包括應付賬款及其他應付款以及銀行貸款及透支，惟不包括本期應付稅項、遞延稅項負債及其他企業負債。

收入及支出乃參考該等分部所產生的銷售額及支出，或因該等分部應佔資產的折舊或攤銷而分配至須呈報分部。

用作計量在分部報告之虧損／溢利是「調整扣除利息、稅項、折舊及攤銷以及非流動資產減值虧損前的盈利」，而其中「利息」包括投資收益。為附合調整扣除利息、稅項、折舊及攤銷前的盈利，本集團之虧損會就並無明確歸因於個別分部之項目，如總公司或企業行政成本，進一步調整虧損／盈利。

除了接收有關分部調整扣除利息、稅項、折舊及攤銷前的盈利的資料外，管理層還取得有關分部收入(包括分部業務間銷售)，由分部直接管理的現金及借貸的利息收入及支出，由分部運用的非流動資產折舊、攤銷及減值虧損及增置。分部間之銷售及價格變動參考外間類似買賣定價。

4 Segment reporting (continued)

(a) Segment results, assets and liabilities (continued)

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of other financial assets, deferred tax assets, trading securities, club memberships, current tax recoverable, cash and cash equivalents and other corporate assets. Segment liabilities include trade and other payables and bank loans and overdrafts with the exception of current tax payable, deferred tax liabilities and other corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

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

In addition to receiving segment information concerning adjusted EBITDA, management is provided with segment information concerning revenue (including inter-segment sales), interest income and expenses from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segments sales are priced with reference to prices charged to external parties for similar orders.

4 分部報告(續)

4 Segment reporting (continued)

(a) 分部業績、資產及負債(續)

截至二零一七年及二零一六年三月三十一日止年度，本集團最高層行政人員取得有關本集團呈報分部的資料(以供其進行資源分配及分部表現評估)，詳情如下：

(a) Segment results, assets and liabilities (continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 31 March 2017 and 2016 is set out below:

| | 銷售成衣 | | 特許商標 | | 印刷及有關服務 | | 物業租賃 | | 總額 | |
|---|-------------------|----------------|-------------------------|----------------|-------------------------------|----------------|-----------------|----------------|------------------|------------------|
| | Sales of garments | | Licensing of trademarks | | Printing and related services | | Property rental | | Total | |
| | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 |
| 來自外界客戶之收入 Revenue from external customers | 643,482 | 775,939 | 73,407 | 74,417 | 35,740 | 37,317 | 7,881 | 6,567 | 760,510 | 894,240 |
| 分部間收入 Inter-segment revenue | - | - | 16,035 | 15,877 | 371 | 297 | 9,068 | 10,550 | 25,474 | 26,724 |
| 須呈報分部收入 Reportable segment revenue | 643,482 | 775,939 | 89,442 | 90,294 | 36,111 | 37,614 | 16,949 | 17,117 | 785,984 | 920,964 |
| 須呈報分部之(虧損)/溢利 (調整扣除利息、稅項、折舊及 攤銷前的盈利) Reportable segment (loss)/profit (adjusted EBITDA) | (119,578) | (92,798) | 43,925 | 33,406 | 8,592 | 8,333 | 2,924 | 11,442 | (64,137) | (39,617) |
| 利息收入 Interest income | 110 | 371 | - | 1 | - | 11 | - | - | 110 | 383 |
| 利息支出 Interest expense | (139) | (329) | - | - | - | - | - | - | (139) | (329) |
| 本年度之折舊及攤銷 Depreciation and amortisation for the year | (18,468) | (31,885) | (2) | (2) | (783) | (1,050) | (3,227) | (3,464) | (22,480) | (36,401) |
| 其他物業、廠房及設備之減值虧損 Impairment loss on other property, plant and equipment | (4,482) | (17,809) | - | - | - | - | - | - | (4,482) | (17,809) |
| 租賃權費用之減值虧損 Impairment loss on lease premium | (340) | - | - | - | - | - | - | - | (340) | - |
| 須呈報分部資產 Reportable segment assets | 744,214 | 768,781 | 477,935 | 692,809 | 24,930 | 25,621 | 181,087 | 252,191 | 1,428,166 | 1,739,402 |
| 本年度添置非流動分部資產 Additions to non-current segment assets during the year | 20,223 | 35,402 | 17 | - | 557 | 182 | - | - | 20,797 | 35,584 |
| 須呈報分部負債 Reportable segment liabilities | 420,903 | 356,648 | 20,142 | 237,815 | 3,742 | 8,024 | 3,022 | 2,879 | 447,809 | 605,366 |

4 分部報告 (續)

4 Segment reporting (continued)

(b) 須呈報分部收入、損益、資產及負債之對賬

(b) Reconciliation of reportable segment revenues, profit or loss, assets and liabilities

| | | 2017 \$'000 | 2016 \$'000 |
|-----------------|--|------------------|------------------|
| 收入 | Revenue | | |
| 須呈報分部收入 | Reportable segment revenue | 785,984 | 920,964 |
| 分部間收入之撤銷 | Elimination of inter-segment revenue | (25,474) | (26,724) |
| 綜合收入 | Consolidated revenue | <u>760,510</u> | <u>894,240</u> |
| 損益 | Profit or loss | | |
| 須呈報分部經營虧損 | Reportable segment loss | (64,137) | (39,617) |
| 分部間溢利之撤銷 | Elimination of inter-segment profits | (4,063) | (5,964) |
| 須呈報分部虧損來自集團以外客戶 | Reportable segment loss derived from the Group's external customers | (68,200) | (45,581) |
| 其他虧損 | Other loss | (411) | (173) |
| 折舊及攤銷 | Depreciation and amortisation | (22,483) | (36,839) |
| 其他物業、廠房及設備之減值虧損 | Impairment loss on other property, plant and equipment | (4,482) | (17,809) |
| 租賃權費用之減值虧損 | Impairment loss on lease premium | (340) | - |
| 投資物業估值收益淨額 | Net valuation gains on investment properties | 7,400 | 5,185 |
| 出售附屬公司收益淨額 | Net gain on disposal of subsidiaries | - | 29,845 |
| 擬分拆附屬公司獨立上市費用 | Expenses for proposed separate listing of a subsidiary | - | (9,200) |
| 融資成本 | Finance costs | (515) | (459) |
| 未分配之總公司及企業費用 | Unallocated head office and corporate expenses | (8,609) | (12,569) |
| 除稅前綜合虧損 | Consolidated loss before taxation | <u>(97,640)</u> | <u>(87,600)</u> |
| 資產 | Assets | | |
| 須呈報分部資產 | Reportable segment assets | 1,428,166 | 1,739,402 |
| 分部間應收款之撤銷 | Elimination of inter-segment receivables | (333,533) | (454,328) |
| | | <u>1,094,633</u> | <u>1,285,074</u> |
| 其他財務資產 | Other financial assets | - | 134 |
| 遞延稅項資產 | Deferred tax assets | 55,660 | 58,155 |
| 作買賣用途之證券 | Trading securities | 195 | 2,546 |
| 會所會籍 | Club memberships | 750 | 750 |
| 本期可退回稅項 | Current tax recoverable | 1,376 | 3,508 |
| 現金及現金等價物 | Cash and cash equivalents | 173,610 | 102,404 |
| 未分配之總公司及企業資產 | Unallocated head office and corporate assets | 18 | 27 |
| 綜合總資產 | Consolidated total assets | <u>1,326,242</u> | <u>1,452,598</u> |
| 負債 | Liabilities | | |
| 須呈報分部負債 | Reportable segment liabilities | 447,809 | 605,366 |
| 分部間應付款之撤銷 | Elimination of inter-segment payables | (333,533) | (454,328) |
| | | <u>114,276</u> | <u>151,038</u> |
| 本期應付所得稅 | Current tax payable | 2,376 | 3,794 |
| 遞延稅項負債 | Deferred tax liabilities | 3,954 | 4,911 |
| 收取建議出售附屬公司的按金 | Deposit received in respect of the proposed disposal of subsidiaries | 38,800 | - |
| 未分配之總公司及企業負債 | Unallocated head office and corporate liabilities | 5,973 | 5,074 |
| 綜合總負債 | Consolidated total liabilities | <u>165,379</u> | <u>164,817</u> |

4 分部報告(續)

4 Segment reporting (continued)

(c) 地區分部資料

下表載列地區分佈的資料：(i)本集團來自外界客戶之收入及(ii)本集團之投資物業、其他物業、廠房及設備、無形資產及租賃權費用(「特定非流動資產」)。客戶之地區分佈是基於服務提供處或貨品送運地；而指定非流動資產中，其他物業、廠房及設備及租賃費用的地區分佈是基於其實際所在地；而無形資產的地區分佈是基於其管理所在地。

(c) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's investment properties, other property, plant and equipment, intangible assets and lease premium ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of other property, plant and equipment and lease premium, and the location to which they are managed, in the case of intangible assets.

| | | 來自外界客戶收入 | | 特定非流動資產 | |
|--------|-------------------------------|---------------------------------|---------|------------------------------|---------|
| | | Revenue from external customers | | Specified non-current assets | |
| | | 2017 | 2016 | 2017 | 2016 |
| | | \$'000 | \$'000 | \$'000 | \$'000 |
| 香港(藉地) | Hong Kong (place of domicile) | 312,126 | 354,658 | 409,528 | 474,476 |
| 台灣 | Taiwan | 61,720 | 67,634 | 1,520 | 2,885 |
| 中國其他地區 | Other areas of the PRC | 238,684 | 289,582 | 19,788 | 18,780 |
| 英國 | The United Kingdom | 110,593 | 143,386 | 233,126 | 259,611 |
| 其他 | Others | 37,387 | 38,980 | 108,354 | 109,122 |
| | | 448,384 | 539,582 | 362,788 | 390,398 |
| | | 760,510 | 894,240 | 772,316 | 864,874 |

5 其他(虧損)/收益

5 Other (loss)/income

| | | 2017 | 2016 |
|---------------------|--|----------|---------|
| | | \$'000 | \$'000 |
| 不以公允價值計入損益之財務資產利息收入 | Interest income on financial assets not at fair value through profit or loss | 155 | 426 |
| 裝修收入 | Decoration fee income | - | 1,765 |
| 服務收入 | Service fee income | 3,805 | 1,242 |
| 應收賠償款 | Claims receivable | 644 | 583 |
| 修改費用 | Alteration charges | 152 | 137 |
| 上市證券之股息收入 | Dividend income from listed securities | 10 | 11 |
| 匯兌虧損淨額 | Net exchange loss | (20,799) | (5,543) |
| 出售作買賣用途之證券虧損淨額 | Net loss on disposal of trading securities | (141) | - |
| 作買賣用途之證券產生之未變現收益淨額 | Net unrealised gain on trading securities | 49 | 921 |
| 出售其他物業、廠房及設備產生之虧損淨額 | Net loss on disposal of other property, plant and equipment | (739) | (1,531) |
| 其他 | Others | 5,298 | 3,408 |
| | | (11,566) | 1,419 |

財務報表附註

Notes to the Financial Statements

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

6 除稅前虧損

6 Loss before taxation

除稅前虧損已扣除 / (計入) :

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

| | | 2017 | 2016 |
|-----|-------------------------|---------|---------|
| | | \$'000 | \$'000 |
| (a) | 融資成本 | | |
| | 銀行貸款及透支利息 | 515 | 459 |
| (b) | 員工成本* | | |
| | 界定供款退休計劃之供款 | 13,308 | 15,655 |
| | 薪金、工資及其他福利 | 185,268 | 194,494 |
| | | 198,576 | 210,149 |
| (c) | 其他項目 | | |
| | 核數費用 | | |
| | – 核數服務 | | |
| | – 畢馬威會計師事務所 | 4,871 | 5,063 |
| | – 其他核數師 | 813 | 885 |
| | – 稅務服務 | 547 | 480 |
| | – 其他服務 | 610 | 1,071 |
| | | 6,841 | 7,499 |
| | 經營租賃費用* | | |
| | – 最低租賃付款額 | 197,890 | 232,817 |
| | – 或然租金 | 9,596 | 17,813 |
| | | 207,486 | 250,630 |
| | 其他物業、廠房及設備折舊* | | |
| | (附註第11(a)項) | 22,483 | 36,695 |
| | 按經營租賃持作自用之租賃土地權益攤銷* | | |
| | (附註第11(a)項) | - | 144 |
| | 其他物業、廠房及設備之減值虧損 | | |
| | (附註第11(a)項) | 4,482 | 17,809 |
| | 租賃權費用之減值虧損 | | |
| | (附註第13項) | 340 | - |
| | 應收賬款之減值虧損 | | |
| | (附註第18(b)項) | 4,870 | 2,919 |
| | 應收賬款之減值虧損回撥 | | |
| | (附註第18(b)項) | (1,974) | (3,885) |
| | 虧損性租賃合同撥備 | | |
| | | - | 5,679 |
| | 投資物業應收租金減直接支出1,466,000元 | | |
| | (二零一六年: 1,659,000元) | (6,415) | (4,908) |
| | 存貨成本*(附註第17(b)項) | 327,298 | 369,636 |

* 存貨成本包括與員工成本、折舊攤銷費用、減值虧損及經營租賃費用有關之21,762,000元(二零一六年: 20,192,000元)。有關數額亦已記入上表或附註第6(b)項分別列示之各類費用總額中。

* Cost of inventories includes \$21,762,000 (2016: \$20,192,000) relating to staff costs, depreciation and amortisation expenses, impairment loss and operating lease charges, which amount is also included in the respective total amounts disclosed separately above or in note 6(b) for each of these types of expenses.

6 除稅前虧損 (續)

(d) 擬分拆附屬公司獨立上市費用

於二零一五年四月十三日，本公司向香港聯合交易所有限公司（「聯交所」）呈交申請，批准HKSP控股有限公司（「HKSPH」）的股份通過配售HKSPH股份予專業及機構投資者的方式於聯交所創業板上市及買賣，以及按股東於本公司的持股比重，實物分派HKSPH全部已發行股本之部分股份予本公司股東（「分拆建議」）。於二零一五年九月九日，HKSPH獲聯交所上市科（「上市科」）通知，其上市申請已被拒絕。本公司及HKSPH經考慮專業團隊所提供的意見後，決定擱置分拆建議。於二零一六年三月三十一日年度內，就分拆建議承擔法律和專業費用9,200,000元。

6 Loss before taxation (continued)

(d) Expenses for proposed separate listing of a subsidiary

On 13 April 2015, the Company submitted to The Stock Exchange of Hong Kong Limited ("the Stock Exchange") to apply for the listing of the shares of HKSP Holdings Limited ("HKSPH") on The Growth Enterprise Market of the Stock Exchange ("Proposed Spin-off") by ways of placing of the shares of HKSPH with professional and institutional investors and distribution in specie whereby a portion of the entire issued share capital of HKSPH will be allocated to shareholders of the Company in proportion to their respective shareholding in the Company. On 9 September 2015, HKSPH was notified by the listing division of the Stock Exchange that the listing application was rejected. The Company and HKSPH had considered advice from the professional parties and decided to postpone the Proposed Spin-off. Legal and professional expenses in respect of the Proposed Spin-off amounting to \$9,200,000 were recognised during the year ended 31 March 2016.

7 綜合損益表所列之所得稅

(a) 綜合損益表所列之稅項為：

7 Income tax in the consolidated statement of profit or loss

(a) Taxation in the consolidated statement of profit or loss represents:

| | | 2017 \$'000 | 2016 \$'000 |
|--------------------|---|----------------|----------------|
| 本期稅項－香港利得稅 | Current tax – Hong Kong Profits Tax | | |
| 本年度撥備 | Provision for the year | 2,284 | 3,062 |
| 以往年度過剩撥備 | Over-provision in respect of prior years | (456) | (1,007) |
| | | <u>1,828</u> | <u>2,055</u> |
| 本期稅項－香港以外地區 | Current tax – Outside Hong Kong | | |
| 本年度撥備 | Provision for the year | 1,973 | – |
| 以往年度過剩撥備 | Over-provision in respect of prior years | (677) | (334) |
| | | <u>1,296</u> | <u>(334)</u> |
| 遞延稅項 | Deferred tax | | |
| 產生和撥回暫時性差異 | Origination and reversal of temporary differences | (902) | 1,668 |
| | | <u>2,222</u> | <u>3,389</u> |

7 綜合損益表所列之所得稅 (續) 7 Income tax in the consolidated statement of profit or loss (continued)

(a) 綜合損益表所列之稅項為：(續)

二零一七年，香港利得稅之撥備將按本年度估計應課稅溢利的16.5% (二零一六年：16.5%) 計算。

香港以外地區附屬公司之稅項則以相關國家適用之現行稅率計算。

在中國稅法下，外國投資者獲宣派的股息會被徵收10%預扣稅。然而，須徵收10%預扣稅的股息，僅為來自二零零八年一月一日起財政期間溢利的股息。倘中國與外國投資者所在司法權區之間訂有稅務優惠協議，則可按較低預扣稅率繳稅。根據中國與香港之間的雙重徵稅安排，本集團須就本集團的中國附屬公司所支付的任何股息按5%的預扣稅率繳付預扣稅。

本年度本集團在英國業務企業稅率為20% (二零一六年：20%)。有關本集團在英國業務於二零一七年三月三十一日的遞延稅務資產及負債按20% (二零一六年：20%) 的稅率計算。

(b) 所得稅支出和會計虧損按適用稅率計算之對賬：

(a) Taxation in the consolidated statement of profit or loss represents: (continued)

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

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

Under the tax law of the People's Republic of China (the "PRC"), a 10% withholding tax shall be levied on dividends declared to foreign investors from the Group's PRC subsidiaries, however, only the dividends attributable to the profits of the financial period starting from 1 January 2008 will be subject to withholding tax. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign investor. Pursuant to a double tax arrangement between the PRC and Hong Kong, the Group is subject to a withholding tax at a rate of 5% for any dividend payments from its PRC subsidiaries.

The corporate tax rate applicable to the Group's operations in the UK is 20% (2016: 20%) for the year. The deferred tax assets and liabilities as at 31 March 2017 in respect of the Group's operations in the UK was calculated using a tax rate of 20% (2016: 20%).

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

| | | 2017 \$'000 | 2016 \$'000 |
|-----------------------------|---|----------------|----------------|
| 除稅前虧損 | Loss before taxation | (97,640) | (87,600) |
| 按照在相關稅務管轄區之適用稅率計算除稅前虧損之名義稅項 | Notional tax on loss before taxation, calculated at the rates applicable in the countries concerned | (17,608) | (16,587) |
| 不可扣抵開支之稅項影響 | Tax effect of non-deductible expenses | 8,299 | 12,409 |
| 非課稅收入之稅項影響 | Tax effect of non-taxable revenue | (12,566) | (15,461) |
| 未確認之稅項虧損之影響 | Tax effect of tax losses not recognised | 26,794 | 18,347 |
| 以往年度未確認而於年內確認之稅項虧損之影響 | Tax effect of tax losses not recognised in prior years recognised during the year | (312) | (165) |
| 以往年度未確認而於年內已使用之稅項虧損之影響 | Tax effect of tax losses not recognised in prior year utilised during the year | (1,252) | - |
| 遞延稅項資產撥回 | Reversal of deferred tax assets | - | 6,187 |
| 以往年度之過剩撥備 | Over-provision in prior years | (1,133) | (1,341) |
| 實際稅項開支 | Actual tax expense | 2,222 | 3,389 |

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

8 董事酬金

根據香港《公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部之規定而披露之董事酬金如下：

8 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are 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 | |
| | | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 |
| 執行董事 | Executive directors | | | | | | | | | | |
| 陳永樂 | Chan Wing Sun, Samuel | 30 | 30 | 1,122 | 1,122 | 50 | 738 | - | - | 1,202 | 1,890 |
| 周陳淑玲 | Chan Suk Ling, Shirley | 30 | 30 | 2,064 | 2,064 | 92 | 1,070 | 15 | 90 | 2,201 | 3,254 |
| 傅承蔭 | Fu Sing Yam, William | 30 | 30 | 2,070 | 2,700 | 85 | 1,061 | 90 | 90 | 2,275 | 3,881 |
| 陳嘉然 | Andrew Chan | 30 | 30 | 1,380 | 1,200 | 61 | 541 | 60 | 60 | 1,531 | 1,831 |
| 陳永奎 | Chan Wing Fui, Peter | 30 | 30 | - | - | - | 500 | - | - | 30 | 530 |
| 陳永棋 | Chan Wing Kee | 30 | 30 | - | - | - | - | - | - | 30 | 30 |
| 陳永滔 | Chan Wing To | 30 | 30 | - | - | - | - | - | - | 30 | 30 |
| 獨立非執行 董事 | Independent non-executive directors | | | | | | | | | | |
| 梁學濂 | Leung Hok Lim | 160 | 160 | - | - | - | - | - | - | 160 | 160 |
| 林克平 | Lin Keping | 80 | 80 | - | - | - | - | - | - | 80 | 80 |
| 施祖祥 | Sze Cho Cheung, Michael | 120 | 120 | - | - | - | - | - | - | 120 | 120 |
| 蔡廷基 | Choi Ting Ki | 100 | 100 | - | - | - | - | - | - | 100 | 100 |
| | | 670 | 670 | 6,636 | 7,086 | 288 | 3,910 | 165 | 240 | 7,759 | 11,906 |

9 最高酬金人士

在五位酬金最高之人士中，四位(二零一六年：四位)為董事，有關酬金詳情載於附註第8項。截至二零一七年三月三十一日止其他人士之酬金總額如下：

| | | 2017 \$'000 | 2016 \$'000 |
|---------|---------------------------------|----------------|----------------|
| 薪金及其他酬金 | Salaries and other emoluments | 2,089 | 1,714 |
| 酌定花紅 | Discretionary bonuses | 281 | 270 |
| 退休計劃供款 | Retirement scheme contributions | - | - |
| | | <u>2,370</u> | <u>1,984</u> |

9 Individuals with highest emoluments

Of the five individuals with the highest emoluments, four (2016: four) are directors whose emoluments are disclosed in note 8. The emoluments of the other individual for the year ended 31 March 2017 are as follows:

10 每股虧損

(a) 每股基本虧損

每股基本虧損是按照本年度之本公司權益股東應佔虧損97,335,000元(二零一六年：87,871,000元)及已發行普通股股數165,864,000股(二零一六年：165,864,000股)計算。

(b) 每股攤薄虧損

截至二零一七年及二零一六年三月三十一日止年度，本公司並無具有潛在攤薄能力的普通股；故此每股基本虧損與每股攤薄虧損相同。

10 Loss per share

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the Company of \$97,335,000 (2016: \$87,871,000) and 165,864,000 (2016: 165,864,000) ordinary shares in issue during the year.

(b) Diluted loss per share

There were no dilutive potential ordinary shares outstanding during the years ended 31 March 2017 and 2016. Accordingly, the diluted loss per share is the same as basic loss per share.

11 投資物業、其他物業、廠房及設備、按經營租賃持作自用之租賃土地權益

11 Investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating lease

(a) 賬面值之對賬

(a) Reconciliation of carrying amount

| | | 附註 Note | 持作自用 之土地及 樓宇 Land and buildings held for own use \$'000 | 廠房及 機器 Plant and machinery \$'000 | 租賃樓宇 裝修、汽車、 傢俬及設備 Leasehold improvements, motor vehicles, furniture and equipment \$'000 | 小計 Sub-total \$'000 | 投資物業 Investment properties \$'000 | 按經營租賃 持作自用之 租賃土地權益 Interests in leasehold land held for own use under operating lease \$'000 | 合計 Total \$'000 |
|-----------------|---|------------|--|---|--|---------------------------|--|--|-----------------------|
| 成本或估值： | Cost or valuation: | | | | | | | | |
| 於二零一五年四月一日 | At 1 April 2015 | | 187,673 | 48,425 | 172,022 | 408,120 | 250,717 | 9,551 | 668,388 |
| 匯兌調整 | Exchange adjustments | | (6,422) | (936) | (3,368) | (10,726) | (4,252) | (536) | (15,514) |
| 添置 | Additions | | - | 4,745 | 30,839 | 35,584 | - | - | 35,584 |
| 出售 | Disposals | | (38,748) | (29,252) | (62,729) | (130,729) | - | (9,015) | (139,744) |
| 公允值調整 | Fair value adjustment | | - | - | - | - | 5,185 | - | 5,185 |
| 於二零一六年三月三十一日 | At 31 March 2016 | | 142,503 | 22,982 | 136,764 | 302,249 | 251,650 | - | 553,899 |
| 代表： | Representing: | | | | | | | | |
| 成本 | Cost | | 142,503 | 22,982 | 136,764 | 302,249 | - | - | 302,249 |
| 估值 - 二零一六年 | Valuation - 2016 | | - | - | - | - | 251,650 | - | 251,650 |
| | | | 142,503 | 22,982 | 136,764 | 302,249 | 251,650 | - | 553,899 |
| 於二零一六年四月一日 | At 1 April 2016 | | 142,503 | 22,982 | 136,764 | 302,249 | 251,650 | - | 553,899 |
| 匯兌調整 | Exchange adjustments | | (11,216) | (180) | (6,348) | (17,744) | (11,595) | - | (29,339) |
| 添置 | Additions | | - | 1,118 | 19,679 | 20,797 | - | - | 20,797 |
| 出售 | Disposals | | - | (719) | (23,038) | (23,757) | (66,800) | - | (90,557) |
| 分類為持作待售的出售組別 | Reclassified to a disposal group classified as held for sale | 29 | - | - | (71,292) | (71,292) | - | - | (71,292) |
| 公允值調整 | Fair value adjustment | | - | - | - | - | 7,400 | - | 7,400 |
| 於二零一七年三月三十一日 | At 31 March 2017 | | 131,287 | 23,201 | 55,765 | 210,253 | 180,655 | - | 390,908 |
| 代表： | Representing: | | | | | | | | |
| 成本 | Cost | | 131,287 | 23,201 | 55,765 | 210,253 | - | - | 210,253 |
| 估值 - 二零一七年 | Valuation - 2017 | | - | - | - | - | 180,655 | - | 180,655 |
| | | | 131,287 | 23,201 | 55,765 | 210,253 | 180,655 | - | 390,908 |
| 累計攤銷及折舊： | Accumulated amortisation and depreciation: | | | | | | | | |
| 於二零一五年四月一日 | At 1 April 2015 | | 48,480 | 42,758 | 110,152 | 201,390 | - | 4,495 | 205,885 |
| 匯兌調整 | Exchange adjustments | | (1,280) | (571) | (2,210) | (4,061) | - | (254) | (4,315) |
| 本年度攤銷及折舊 | Charge for the year | | 2,979 | 1,140 | 32,576 | 36,695 | - | 144 | 36,839 |
| 減值虧損 | Impairment losses | | - | - | 17,809 | 17,809 | - | - | 17,809 |
| 出售時撥回 | Written back on disposals | | (21,592) | (26,763) | (59,658) | (108,013) | - | (4,385) | (112,398) |
| 於二零一六年三月三十一日 | At 31 March 2016 | | 28,587 | 16,564 | 98,669 | 143,820 | - | - | 143,820 |
| 於二零一六年四月一日 | At 1 April 2016 | | 28,587 | 16,564 | 98,669 | 143,820 | - | - | 143,820 |
| 匯兌調整 | Exchange adjustments | | (210) | (77) | (3,518) | (3,805) | - | - | (3,805) |
| 本年度攤銷及折舊 | Charge for the year | | 2,386 | 1,166 | 18,931 | 22,483 | - | - | 22,483 |
| 減值虧損 | Impairment losses | | - | 4,109 | 373 | 4,482 | - | - | 4,482 |
| 出售時撥回 | Written back on disposals | | - | (129) | (22,861) | (22,990) | - | - | (22,990) |
| 分類為持作待售的出售組別 | Reclassified to a disposal group classified as held for sale | 29 | - | - | (45,973) | (45,973) | - | - | (45,973) |
| 於二零一七年三月三十一日 | At 31 March 2017 | | 30,763 | 21,633 | 45,621 | 98,017 | - | - | 98,017 |
| 賬面淨值： | Net book value: | | | | | | | | |
| 於二零一七年三月三十一日 | At 31 March 2017 | | 100,524 | 1,568 | 10,144 | 112,236 | 180,655 | - | 292,891 |
| 於二零一六年三月三十一日 | At 31 March 2016 | | 113,916 | 6,418 | 38,095 | 158,429 | 251,650 | - | 410,079 |

11 投資物業、其他物業、廠房及設備、按經營租賃持作自用之租賃土地權益 (續)

(a) 賬面值之對賬 (續)

減值虧損

於二零一七年三月三十一日止年度，本集團部分現金產生單位錄得經營虧損，反映有關現金產生單位所擁有的廠房及機器、租賃樓宇裝修和傢俬及設備可能出現減值。因此，管理層檢討相關廠房及機器、租賃樓宇裝修和傢俬及設備的可收回金額及有關資產的賬面值撇減至其可收回金額零港元。4,109,000元(二零一六年：零港元)、零港元(二零一六年：17,809,000元)及373,000元(二零一六年：零港元)的減值虧損分別按「銷售成本」、「分銷成本」及「行政費用」確認入賬。可收回金額的估算乃按有關資產所屬的現金產生單位的使用價值作出估計，而本集團評估這些現金產生單位無法為本集團產生正值的現金流。

(b) 投資物業按公允值計量

(i) 公允值架構

下表呈列本集團投資物業之公允值，該等投資物業於報告期末按經常性基準計量，並分類為香港財務報告準則第13號「公允值計量」所界定之三級公允值架構。將公允值計量分類之等級乃經參考如下估值方法所用輸入數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量之公允值
- 第二級估值：使用第二級輸入數據(即未能達到第一級之可觀察輸入數據及未有使用重大不可觀察數據)計量之公允值。不可觀察數據乃指無法取得市場資料之數據
- 第三級估值：使用重大不可觀察數據計量之公允值

11 Investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating lease (continued)

(a) Reconciliation of carrying amount (continued)

Impairment losses

During the year ended 31 March 2017, certain cash-generating units of the Group recorded operating losses which indicate the plant and machinery, leasehold improvements and furniture and equipment belong to those cash-generating units might have been impaired. As a result, the management reviewed the recoverable amount of the relevant plant and machinery, leasehold improvements and furniture and equipment and the carrying amount of such assets was written down to their recoverable amount of \$Nil. An impairment loss of \$4,109,000 (2016: \$Nil), \$Nil (2016: \$17,809,000) and \$373,000 (2016: \$Nil) was recognised in “cost of sales”, “distribution costs” and “administrative expenses” respectively. The estimates of recoverable amount were based on value in use of the cash-generating units to which these assets belong where the Group assessed these cash-generating units are unable to generate positive cash flows to the Group.

(b) Fair value measurement of investment properties

(i) Fair value hierarchy

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

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

11 投資物業、其他物業、廠房及設備、按經營租賃持作自用之租賃土地權益(續)

(b) 投資物業按公允值計量(續)

(i) 公允值架構(續)

| | 於二零一七年三月三十一日的公允值 Fair value at 31 March 2017 \$'000 | 於二零一七年三月三十一日的 公允值計量分類之等級 Fair value measurements as at 31 March 2017 categorised into | | |
|---------------------|---|--|--------------------------|--------------------------|
| | | 第一級 Level 1 \$'000 | 第二級 Level 2 \$'000 | 第三級 Level 3 \$'000 |
| 按經常性基準計量之公允值 | Recurring fair value measurement | | | |
| - 工業 - 香港 | - Industrial - Hong Kong | 91,900 | - | 91,900 |
| - 商業 - 英國 | - Commercial - The United Kingdom | 88,755 | - | 88,755 |
| | | <u>88,755</u> | <u>-</u> | <u>88,755</u> |

| | 於二零一六年三月三十一日的公允值 Fair value at 31 March 2016 \$'000 | 於二零一六年三月三十一日的 公允值計量分類之等級 Fair value measurements as at 31 March 2016 categorised into | | |
|---------------------|---|--|--------------------------|--------------------------|
| | | 第一級 Level 1 \$'000 | 第二級 Level 2 \$'000 | 第三級 Level 3 \$'000 |
| 按經常性基準計量之公允值 | Recurring fair value measurement | | | |
| - 工業 - 香港 | - Industrial - Hong Kong | 154,300 | - | 154,300 |
| - 商業 - 英國 | - Commercial - The United Kingdom | 97,350 | - | 97,350 |
| | | <u>97,350</u> | <u>-</u> | <u>97,350</u> |

於截至二零一七年三月三十一日止年度，於第一級與第二級之間概無轉移，或轉入至或轉出自第三級(二零一六年：無)。本集團的政策是於產生轉移的報告期終確認公允值架構之間的轉移。

本集團所有投資物業於二零一七年三月三十一日重新估值。估值由獨立測量師事務所羅馬國際評估有限公司進行，該公司員工為香港測量師學會資深會員，其近期具有處理本次重估物業地點及類別的經驗。於報告期末日管理層已經與其測量師討論估值假設和結果。

11 Investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating lease (continued)

(b) Fair value measurement of investment properties (continued)

(i) Fair value hierarchy (continued)

During the year ended 31 March 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2016: \$Nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the Group's investment properties were revalued as at 31 March 2017. The valuations were carried out by an independent firm of surveyors, Roma Appraisals Limited ("Roma"), who have among their staff Fellows of the Hong Kong Institute of Surveyors with recent experience in the location and category of properties being valued. The management have discussion with the surveyors on the valuation assumptions and valuation results when the valuations were performed at the end of each reporting period.

11 投資物業、其他物業、廠房及設備、按經營租賃持作自用之租賃土地權益 (續)

(b) 投資物業按公允值計量 (續)

(ii) 有關第三級公允值計量的資料

11 Investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating lease (continued)

(b) Fair value measurement of investment properties (continued)

(ii) Information about Level 3 fair value measurements

| | 估值技術 Valuation techniques | 不可觀察輸入數據 Unobservable inputs | 範圍 Range | 加權平均數 Weighted average |
|--|---|---|--|--|
| – 工業 – 香港 – Industrial – Hong Kong | 市場比較估值法 Market comparison valuation approach | 物業質素折舊率 Discount/premium on quality of the properties | (5)% to 5% (2016: (10)% to 5%) | 0% (2016: (1)%) |
| – 商業 – 英國 – Commercial – The United Kingdom | 市場比較估值法 (二零一六年：傳統(等值)收益估值法) Market comparison valuation approach (2016: Traditional (equivalent) yield valuation approach) | 物業質素折舊率 (二零一六年：市場租金價值及資本回報率) Discount/premium on quality of the properties (2016: Market rental value and capitalisation rate) | (10)% to 10% 不適用及 3.81%至 4.27%) (2016: N/A and 3.81% to 4.27%) | (4)% 每年435,000英鎊及4.00%) (2016: GBP435,000 per annum and 4.00%) |

位於香港及英國的投資物業之公允值乃參考相關地區可作比較的銷售數據，按公開市場價值基準或將現有租賃所產生之租金及租約期滿後歸屬租金資本化而釐定。

使用直接比較法如產生溢價或折讓，乃特定樓宇與近期銷售的比較。樓宇質素較高，溢價亦會較高，將導致公允值計量上升。

於傳統(等值)收益估值法所使用的資本回報率因應建築物的預期市場租金增長、佔用率和質素及位置而作出調整。公允值的計量與市場租金價值為正值關係，與資本回報率為負值關係。

投資物業的公允值調整於綜合損益表「投資物業估值收益淨額」項下確認入賬。

The fair value of investment properties located in Hong Kong and the United Kingdom is determined on an open market value basis, by either making reference to the comparable sales evidence in the relevant locality, or otherwise, by capitalising the current rent derived from the existing tenancies with the provision for any revisionary income potential.

The premium or discount used in direct comparison approach is specific to the building compared to the recent sales. Higher premium for higher quality buildings will result in a higher fair value measurement.

The capitalisation rate used in traditional (equivalent) yield valuation approach has been adjusted for the expected market rental growth, occupancy rate and quality and location of the building. The fair value measurement is positively correlated to the market rent at value and negatively correlated to the capitalisation rate.

Fair value adjustment of investment properties is recognised in the line item “Net valuation gains on investment properties” on the face of the consolidated statement of profit or loss.

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

11 投資物業、其他物業、廠房及設備、按經營租賃持作自用之租賃土地權益(續)

11 Investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating lease (continued)

(c) 物業的賬面淨值或估值分析如下：

(c) The analysis of net book value or valuation of properties is as follows:

| | | 2017 \$'000 | 2016 \$'000 |
|------------------|---|----------------|----------------|
| 香港以內 | In Hong Kong | | |
| - 中期租賃 | - medium-term leases | 102,804 | 166,435 |
| 香港以外 | Outside Hong Kong | | |
| - 長期租賃 | - long-term leases | 170,269 | 190,684 |
| - 短期租賃 | - short-term leases | 8,106 | 8,447 |
| | | <u>281,179</u> | <u>365,566</u> |
| 代表： | Representing: | | |
| 按成本入賬持作自用之土地及建築物 | Land and buildings held for own use carried at cost | 100,524 | 113,916 |
| 按公允值入賬之投資物業 | Investment properties carried at fair value | 180,655 | 251,650 |
| | | <u>281,179</u> | <u>365,566</u> |

(d) 本集團投資物業之詳情如下：
持作投資物業(d) Details of the Group's investment properties are as follows:
Properties held for investment

| 地點 | 目前用途 | 租期 | Location | Existing use | Term of lease |
|--|-------------------|----|--|---|---------------|
| 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 |
| 九龍新蒲崗五芳街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 |
| B/F, G/F and M/F, Nos. 42-43 Great Marlborough Street, London W1V, The United Kingdom | 餐館 | 長 | B/F, G/F and M/F, Nos. 42-43 Great Marlborough Street, London W1V, The United Kingdom | Restaurants | Long |

11 投資物業、其他物業、廠房及設備、按經營租賃持作自用之租賃土地權益(續)

(e) 按經營租賃租出的投資物業

本集團以經營租賃租出投資物業，租期一般初步為期一至二十五年，且有權選擇在到期日後續期，屆時所有條款均可重新商定。各項經營租賃均不含或然租金。

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。

本集團根據不可解除之經營租賃在日後應收之最低租賃款額總數如下：

| | | 2017 \$'000 | 2016 \$'000 |
|---------|---------------------------------|----------------|----------------|
| 一年內 | Within 1 year | 6,731 | 7,292 |
| 一年後但五年內 | After 1 year but within 5 years | 18,615 | 20,275 |
| 五年後 | After 5 years | 34,920 | 44,577 |
| | | 60,266 | 72,144 |

(f) 於二零一六年八月十九日，本集團與一獨立第三方訂立初步協議，擬出售一項代價為66,800,000元的香港投資物業。交易已於二零一六年十二月三十日完成。該投資物業於二零一六年九月三十日列為持作出售資產，估值收益1,800,000元已在二零一六年九月三十日止六個月的綜合損益表內確認入賬。

11 Investment properties, other property, plant and equipment, interests in leasehold land held for own use under operating lease (continued)

(e) Investment properties 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 twenty five years, with an option to renew the lease after that date 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 properties.

Total future minimum lease receipts under non-cancellable operating leases are receivable as follows:

(f) On 19 August 2016, the Group entered into a preliminary agreement to sell an investment property in Hong Kong to a third party at a cash consideration of \$66,800,000. The transaction was completed on 30 December 2016. The investment property was presented as assets held for sale as at 30 September 2016 and a valuation gain of \$1,800,000 was recognised in the consolidated statement of profit or loss for the six months period ended 30 September 2016.

12 無形資產

12 Intangible assets

| | | Note | 2017 \$'000 | 2016 \$'000 |
|-----------------|--|------|------------------|----------------|
| 「Aquascutum」商標 | Aquascutum trademark | | 345,832 | 345,832 |
| 「Guy Laroche」商標 | Guy Laroche trademark | | 102,050 | 102,050 |
| | | | 447,882 | 447,882 |
| 分類為持作待售的出售組別 | Reclassified to a disposal group classified as held for sale | 29 | (345,832) | — |
| | | | 102,050 | 447,882 |

「Aquascutum」商標及「Guy Laroche」商標被視作可無限期使用，並根據附註第1(h)項之會計政策入賬。

The Aquascutum and Guy Laroche trademarks are considered to have indefinite useful lives and are accounted for in accordance with accounting policy note 1(h).

12 無形資產 (續)

12 Intangible assets (continued)

(a) 無限期可用經濟年期商標減值測試

「Aquascutum」商標及「Guy Laroche」商標分別應用於「Aquascutum」的全球業務及「Guy Laroche」的全球業務，兩者可獨立識別。

「Aquascutum」商標已於二零一七年三月三十一日綜合財務狀況表呈列為持作待售的出售組別。(見附註第29項)

「Guy Laroche」商標的可收回金額乃按公允值減出售成本以貼現現金流法計算。羅馬國際評估有限公司的估值於二零一七年三月三十一日進行。公允值按香港財務報告準則第13號「公允值計量」(參閱附註第11(b)(i)項)所界定之三級架構中，根據估值方法所用輸入數據釐定屬第三級。

管理層認為，以計量方式釐定可收回金額的重要假設如有任何合理可能變動，不會導致賬面值超過其可收回金額。

(b) 有關第三級公允值計量的資料：

估值方法為貼現現金流量方法。主要不可觀察數據如下：

| | | 「Aquascutum」商標 Aquascutum trademark | | 「Guy Laroche」商標 Guy Laroche trademark | |
|-----------|------------------------------|--|------|--|------|
| | | 2017 | 2016 | 2017 | 2016 |
| 經風險調整貼現率 | Risk-adjusted discount rate | N/A | 16% | 12% | 13% |
| 永久增長率 | Terminal growth rate | N/A | 0% | 0% | 0% |
| 預計專利權費增長率 | Expected royalty charge rate | N/A | 7% | 8% | 8% |

管理層根據過往表現及其對市場發展之預期釐定永久增長率及預計專利權費增長率。所用之經風險調整貼現率為特許權市場內之經風險調整加權平均資金成本。

(a) Impairment tests for trademarks with indefinite useful economic life

The Aquascutum and Guy Laroche trademarks service the Aquascutum worldwide operations and Guy Laroche worldwide operations, respectively, which are separately identifiable.

The Aquascutum trademark is presented as assets of a disposal group classified as held for sale in the consolidated statement of financial position as at 31 March 2017 (see note 29).

The recoverable amount of the Guy Laroche trademark is based on fair value less costs of disposal, estimated using discounted cash flows method. The valuation was carried out by Roma as at 31 March 2017. The fair value falls within Level 3 of the three-level hierarchy as defined in HKFRS 13, *Fair value measurement* (see note 11(b)(i)), based on the inputs in the valuation technique used.

Management believes that any reasonably possible change in the key assumptions on which the recoverable amount measurement is based would not cause the carrying amount to exceed its recoverable amount.

(b) Information about Level 3 fair value measurements:

The valuation technique is discounted cash flows method. The major unobservable inputs are as follows:

Management determined the terminal growth rate and expected royalty charge rate based on the past performance and its expectations on market development. The risk-adjusted discount rate used is the risk-adjusted weighted average cost of capital of the licensing industry.

13 租賃權費用

13 Lease premium

| | | 2017 | 2016 |
|----------------|---------------------------------------|--------------|--------------|
| | | \$'000 | \$'000 |
| 成本： | Cost: | | |
| 年初 | At the beginning of the year | 8,313 | 7,980 |
| 匯兌調整 | Exchange adjustments | (428) | 333 |
| 年末 | At the end of the year | <u>7,885</u> | <u>8,313</u> |
| 累計減值虧損： | Accumulated impairment losses: | | |
| 年初 | At the beginning of the year | 1,400 | 1,344 |
| 匯兌調整 | Exchange adjustments | (80) | 56 |
| 減值虧損 | Impairment losses | 340 | - |
| 年末 | At the end of the year | <u>1,660</u> | <u>1,400</u> |
| 賬面淨值： | Net book value: | | |
| 年末 | At the end of the year | <u>6,225</u> | <u>6,913</u> |

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，並根據附註第1(h)項之會計政策，按成本減減值虧損列賬。

租賃已由獨立估值師Autoentreprise GENIVALOR進行估值，其近期具有處理本次估值租賃地點及類別的經驗。租賃乃參照當前的財務和經濟狀況進行。可收回金額乃按公允值減出售成本，以貼現現金流量方法作出估計。租賃權費用之公允值按香港財務報告準則第13號「公允值計量」(參閱附註第11(b)(i)項)所界定之三級架構中，根據估值方法所用輸入數據釐定屬第三級。因此，於「其他經營費用」確認入賬的減值虧損為340,000元。

估值方法為貼現現金流量方法。主要不可觀察數據如下：

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 at cost less impairment losses in accordance with accounting policy note 1(h).

A valuation of the lease has been performed by an independent valuer, Autoentreprise GENIVALOR, with recent experience in the location and category of the lease being valued. The valuation is performed with reference to the current financial and economic condition. The recoverable amount is based on fair value less costs of disposal, estimated using discounted cash flows. The fair value of lease premium falls within Level 3 of the three-level hierarchy as defined in HKFRS 13, *Fair value measurement* (see note 11(b)(i)), based on the inputs in the valuation technique use. As a result, an impairment loss of \$340,000 was recognised in "other operating expenses".

The valuation technique is discounted cash flows method. The major unobservable inputs are as follows:

| | | 2017 | 2016 |
|-----------|-------------------------------|------|------|
| 經風險調整貼現率 | Risk-adjusted discount rate | 4.3% | 4.5% |
| 預計市場租金增長率 | Expected market rental growth | 0% | 0% |

管理層根據過往表現及其對市場發展之預期釐定預計市場租金增長率。所用之經風險調整貼現率為特許權市場內之經風險調整加權平均資金成本。

Management determined the expected market rental growth based on the past experience and its expectations on market development. The risk-adjusted discount rate used is the risk-adjusted weighted average cost of capital of the leasing industry.

14 收購附屬公司

於二零一六年一月十三日及二零一六年一月十五日，本集團與獨立第三方訂立協議，收購本集團之聯營公司近訊系統控股有限公司（「近訊系統」）全部已發行股份的50%及出售其5%，總現金代價分別為50,000元及5,000元。因此，本集團於近訊系統的股本權益由50%增加至95%，故獲得近訊系統及其附屬公司NF Systems Limited的控制性權益。近訊系統及其附屬公司於二零一六年一月十三日成為本集團之附屬公司。

上述聯營公司於二零一五年四月一日至二零一六年一月十二日的業績以權益法在截至二零一六年三月三十一日止年度的綜合財務報表確認入賬，入賬金額不大。由二零一六年一月十三日至二零一六年三月三十一日的期間，近訊系統及其附屬公司佔本集團業績的營業額199,000元及虧損430,000元。如果收購一事在二零一五年四月一日發生，管理層估計於二零一六年三月三十一日年度將佔集團營業額及虧損分別為253,000元及628,000元。

14 Acquisition of subsidiaries

On 13 January 2016 and 15 January 2016, the Group entered into agreements with independent third parties to acquire 50% and dispose 5% of the entire issued share of NF Systems Holding Limited ("NF Systems"), an associate of the Group, at a total cash consideration of \$50,000 and \$5,000 respectively. As a result, the Group's equity interest in NF Systems increased from 50% to 95%, obtaining control of NF Systems and its subsidiary, NF Systems Limited. NF Systems and its subsidiary became subsidiaries of the Group from 13 January 2016.

The results of the above associates for the period from 1 April 2015 to 12 January 2016 are accounted for using the equity method in the consolidated financial statements for the year ended 31 March 2016 and considered to be not material. For the period from 13 January 2016 to 31 March 2016, NF Systems and its subsidiaries contributed revenue of \$199,000 and loss of \$430,000 to the Group's results. If the acquisition had occurred on 1 April 2015, management estimates that revenue and loss contributed to the Group for the year ended 31 March 2016 would have been \$253,000 and \$628,000 respectively.

15 其他財務資產

15 Other financial assets

| | | 2017 \$'000 | 2016 \$'000 |
|----------------------|----------------------------------|----------------|----------------|
| 持有至到期債務證券 | Held-to-maturity debt securities | | |
| – 非上市(附註第25(f)(ii)項) | – unlisted (note 25(f)(ii)) | – | 134 |

16 作買賣用途之證券

16 Trading securities

| | | 2017 \$'000 | 2016 \$'000 |
|---------------------|--|----------------|----------------|
| 上市股本證券按公允值 | Listed equity securities at fair value | | |
| – 於香港(附註第25(f)(i)項) | – in Hong Kong (note 25(f)(i)) | 195 | 2,546 |

財務報表附註

Notes to the Financial Statements

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

17 存貨

17 Inventories

(a) 綜合財務狀況表內之存貨包括：

(a) *Inventories in the consolidated statement of financial position comprise:*

| | | 2017 \$'000 | 2016 \$'000 |
|-----|------------------|----------------|----------------|
| 原材料 | Raw materials | 5,450 | 15,605 |
| 在製品 | Work in progress | 656 | 1,546 |
| 製成品 | Finished goods | 69,788 | 245,606 |
| | | <u>75,894</u> | <u>262,757</u> |

(b) 確認為開支並已計入損益的存貨數額分析如下：

(b) *The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:*

| | | 2017 \$'000 | 2016 \$'000 |
|----------|---------------------------------------|----------------|----------------|
| 已售存貨之賬面值 | Carrying amount of inventories sold | 355,536 | 374,676 |
| 存貨撇減 | Write down of inventories | 3,985 | 11,271 |
| 存貨撇減撥回 | Reversal of write-down of inventories | (32,223) | (16,311) |
| | | <u>327,298</u> | <u>369,636</u> |

撥回過往年度作出之存貨撇減乃由於顧客取向之改變而引致成衣的預計變現價值增加。

The reversal of write-down of inventories made in prior years arose due to an increase in the estimated realisable value of certain garments as a result of a change in consumer preferences.

18 應收賬款及其他應收款

18 Trade and other receivables

| | | 2017 \$'000 | 2016 \$'000 |
|-------------------|---|----------------|----------------|
| 應收賬款 | Trade debtors | 39,864 | 84,156 |
| 減：疑賬撥備(附註第18(b)項) | Less: Allowance for doubtful debts (note 18(b)) | (10,699) | (10,106) |
| | | <u>29,165</u> | <u>74,050</u> |
| 按金、預付款及其他應收款 | Deposits, prepayments and other receivables | 10,942 | 41,414 |
| 應收關連公司款項 | Amounts due from related companies | 9 | 10 |
| 會所會籍 | Club memberships | 750 | 750 |
| | | <u>40,866</u> | <u>116,224</u> |

除會所會籍為750,000元(二零一六年：750,000元)本集團所有應收賬款及其他應收款預期可於一年內收回或確認為費用。

All of the Group's trade and other receivables, apart from club memberships of \$750,000 (2016: \$750,000), are expected to be recovered or recognised as expense within one year.

18 應收賬款及其他應收款(續)

18 Trade and other receivables (continued)

(a) 賬齡分析

截至本報告期末日，應收賬款(計入應收賬款及其他應收款)根據發票日及經扣除疑賬撥備之賬齡分析如下：

| | | 2017 \$'000 | 2016 \$'000 |
|-------------|----------------------------|----------------|----------------|
| 一個月內 | Within 1 month | 22,849 | 52,061 |
| 一個月以上但二個月以內 | Over 1 but within 2 months | 2,751 | 12,498 |
| 二個月以上但三個月以內 | Over 2 but within 3 months | 2,110 | 4,409 |
| 超過三個月 | Over 3 months | 1,455 | 5,082 |
| | | <u>29,165</u> | <u>74,050</u> |

應收賬款在發單日期後的30至90日內到期，本集團信貸政策之進一步詳情載於附註第25(a)項。

(a) Ageing analysis

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

Trade debtors are due within 30 days to 90 days from the date of billing. Details on the Group's credit policy are set out in note 25(a).

(b) 應收賬款之減值

有關應收賬款之減值虧損採用撥備賬予以記錄，除非本集團相信收回該款項之可能性極低，於此情況下，減值虧損直接於應收賬款中撇銷(參閱附註第1(j)(i)項)。

年內，疑賬撥備之變動(包括特定及集體虧損部份)如下：

(b) Impairment of trade debtors

Impairment losses in respect of trade debtors are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade debtors directly (see note 1(j)(i)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

| | | 2017 \$'000 | 2016 \$'000 |
|--------------|--|----------------|----------------|
| 於年初 | At the beginning of the year | 10,106 | 12,388 |
| 匯兌調整 | Exchange adjustments | (557) | 203 |
| 已確認減值虧損 | Impairment loss recognised | 4,870 | 2,919 |
| 減值虧損撥回 | Reversal of impairment loss | (1,974) | (3,885) |
| 撇銷不可收回之金額 | Uncollectible amounts written off | (445) | (1,519) |
| 分類為持作待售的出售組別 | Reclassified to a disposal group classified as held for sale | (1,301) | - |
| 於年末 | At the end of the year | <u>10,699</u> | <u>10,106</u> |

於二零一七年三月三十一日，本集團應收賬款為10,699,000元(二零一六年：10,106,000元)確定為個別減值。該筆個別被釐定為減值之應收款與出現財務困難之客戶有關，據管理層評估，預期僅可收回該筆應收款之一部份。因此，已確認之特定疑賬撥備為10,699,000元(二零一六年：10,106,000元)。

At 31 March 2017, the Group's trade debtors of \$10,699,000 (2016: \$10,106,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of \$10,699,000 (2016: \$10,106,000) were recognised.

18 應收賬款及其他應收款 (續)

18 Trade and other receivables (continued)

(c) 並無減值之應收賬款

並無個別或集體被視為減值之應收賬款之賬齡分析如下：

| | | 2017 \$'000 | 2016 \$'000 |
|--------------------|--|----------------|----------------|
| 未逾期或減值 | Neither past due nor impaired | 24,380 | 56,240 |
| 逾期少於一個月 | Less than 1 month past due | 1,137 | 9,903 |
| 逾期一至三個月 | 1 to 3 months past due | 2,400 | 6,340 |
| 逾期超過三個月 但少於十二個月 | More than 3 months but less than 12 months past due | 1,239 | 863 |
| 逾期超過十二個月 | More than 12 months past due | 9 | 704 |
| | | <u>4,785</u> | <u>17,810</u> |
| | | <u>29,165</u> | <u>74,050</u> |

(c) Trade debtors that are not impaired

The ageing analysis of trade debtors that are neither individually nor collectively considered to be impaired are as follows:

概無逾期或減值之應收款與眾多並無近期欠款記錄之客戶有關。

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

已逾期但無減值之應收款與多名獨立客戶有關，該等客戶與本集團之信貸記錄良好。根據過往經驗，由於信貸質素並無重大變動，且結餘仍被視為可悉數收回，故管理層相信毋須就此等結餘作出減值撥備。

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

19 現金及現金等價物

19 Cash and cash equivalents

(a) 現金及現金等價物包括：

(a) Cash and cash equivalents comprise:

| | | 2017 \$'000 | 2016 \$'000 |
|------------------------|---|----------------|----------------|
| 銀行之存款 | Deposits with banks | 50,038 | 14,136 |
| 銀行存款及現金 | Cash at bank and on hand | 100,466 | 88,268 |
| 綜合財務狀況表所示之 現金及現金等價物 | Cash and cash equivalents in the consolidated statement of financial position | 150,504 | 102,404 |
| 銀行透支(附註第21項) | Bank overdrafts (note 21) | (4,515) | (12,094) |
| 綜合現金流量表所示之 現金及現金等價物 | Cash and cash equivalents in the consolidated cash flow statement | 145,989 | 90,310 |

計入現金及現金等價物的結餘金額約13,521,000元(二零一六年：14,786,000元)，為本集團於中國境內銀行存放的人民幣存款。從中國將資金匯出境外，須遵守中國政府施加的外匯管制。

Included in the balance of cash and cash equivalents is an amount of \$13,521,000 (2016: \$14,786,000) representing Renminbi Yuan deposits placed with banks in the PRC by the Group. The remittance of these funds out of the PRC is subject to the exchange controls imposed by the PRC government.

19 現金及現金等價物(續)

19 Cash and cash equivalents (continued)

(b) 將除稅前虧損調節為經營業務產生／(所用)之現金：

(b) Reconciliation of loss before taxation to cash generated from/(used in) operations:

| | | 附註 Note | 2017 \$'000 | 2016 \$'000 |
|--------------------|--|------------|----------------|----------------|
| 除稅前虧損 | Loss before taxation | | (97,640) | (87,600) |
| 調整項目： | Adjustments for: | | | |
| 利息收入 | Interest income | 5 | (155) | (426) |
| 上市證券之股息收入 | Dividend income from listed securities | 5 | (10) | (11) |
| 出售其他物業、廠房及設備之虧損淨額 | Net loss on disposal of other property, plant and equipment | 5 | 739 | 1,531 |
| 出售附屬公司之收益淨額 | Net gain on disposal of subsidiaries | 28 | – | (29,845) |
| 出售作買賣用途之證券虧損淨額 | Net loss on disposal of trading securities | 5 | 141 | – |
| 作買賣用途之證券產生之未變現收益淨額 | Net unrealised gain on trading securities | 5 | (49) | (921) |
| 融資成本 | Finance costs | 6(a) | 515 | 459 |
| 折舊 | Depreciation | 6(c) | 22,483 | 36,695 |
| 持作自用之租賃土地權益攤銷 | Amortisation of interests in leasehold land held for own use | 6(c) | – | 144 |
| 投資物業估值收益淨額 | Net valuation gains on investment properties | 11(a) | (7,400) | (5,185) |
| 其他物業、廠房及設備之減值虧損 | Impairment loss on other property, plant and equipment | 6(c) | 4,482 | 17,809 |
| 租賃權費用之減值虧損 | Impairment loss on lease premium | 6(c) | 340 | – |
| 虧損性租賃合同撥備 | Provision for onerous operating lease contracts | 6(c) | – | 5,679 |
| 匯兌虧損／(收益) | Foreign exchange loss/(gain) | | 11,130 | (5,363) |
| 營運資金變動： | Changes in working capital: | | | |
| 存貨減少 | Decrease in inventories | | 60,179 | 15,487 |
| 租金按金及預付款減少 | Decrease in rental deposits and prepayments | | 7,447 | 4,647 |
| 應收賬款減少 | Decrease in trade debtors | | 5,401 | 3,951 |
| 按金、預付款及其他應收款減少 | Decrease in deposits, prepayments and other receivables | | 17,803 | 12,530 |
| 應收關連公司款項減少 | Decrease in amounts due from related companies | | 1 | 38 |
| 應付賬款(減少)／增加 | (Decrease)/increase in trade creditors | | (14,638) | 6,449 |
| 應付票據增加 | Increase in bills payable | | 542 | 3,567 |
| 其他應付款及應計費用增加／(減少) | Increase/(decrease) in other payables and accrued charges | | 639 | (24,816) |
| 應付關連公司款增加／(減少) | Increase/(decrease) in amounts due to related companies | | 544 | (4,525) |
| 經營業務產生／(所用)之現金 | Cash generated from/(used in) operations | | 12,494 | (49,706) |

財務報表附註

Notes to the Financial Statements

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

20 應付賬款及其他應付款

20 Trade and other payables

| | | 2017 \$'000 | 2016 \$'000 |
|------------|------------------------------------|----------------|----------------|
| 應付票據 | Bills payable | 5,180 | 4,638 |
| 應付賬款 | Trade creditors | 15,686 | 45,322 |
| | | <u>20,866</u> | <u>49,960</u> |
| 其他應付款及應付費用 | Other payables and accrued charges | 87,138 | 75,041 |
| 應付關連公司款項 | Amounts due to related companies | 4,581 | 4,086 |
| | | <u>112,585</u> | <u>129,087</u> |

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.

應付賬款及應付票據(包括於應付賬款及其他應付款內)截至本報告期末日之賬齡按發票日分析如下：

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

| | | 2017 \$'000 | 2016 \$'000 |
|-------------|-----------------------------------|----------------|----------------|
| 一個月內 | Within 1 month | 15,716 | 36,974 |
| 一個月以上但三個月以內 | Over 1 month but within 3 months | 2,615 | 7,623 |
| 三個月以上但六個月以內 | Over 3 months but within 6 months | 1,435 | 4,032 |
| 超過六個月 | Over 6 months | 1,100 | 1,331 |
| | | <u>20,866</u> | <u>49,960</u> |

21 銀行貸款及透支

21 Bank loans and overdrafts

截至二零一七年及二零一六年三月三十一日止年度，償還銀行貸款及透支如下：

At 31 March 2017 and 2016, the bank loans and overdrafts were repayable as follows:

| | | 2017 \$'000 | 2016 \$'000 |
|---------------------|---|----------------|----------------|
| 一年內或接獲通知償還： | Repayable within one year or on demand: | | |
| 無抵押的銀行透支(附註第19(a)項) | Unsecured bank overdrafts (note 19(a)) | 4,515 | 12,094 |
| 無抵押的銀行貸款 | Unsecured bank loans | 2,112 | 14,931 |
| | | <u>6,627</u> | <u>27,025</u> |

於二零一七及二零一六年三月三十一日，本集團所有銀行信貸融資不附帶達成財務契約的條件。

As at 31 March 2017 and 2016, the Group's banking facilities were not subject to the fulfilment of any financial covenants.

22 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30,000元。向該計劃作出之供款乃即時歸屬。

在中國境內註冊成立之附屬公司參加中國政府為中國僱員運作之界定供款退休計劃。該等供款於支付時自損益扣除。向該計劃作出之供款乃即時歸屬。

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。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。

其他在香港、中國及台灣以外司法權區境內註冊成立之附屬公司根據相應司法權區之規定，參加當地政府為僱員運作之界定供款退休計劃。該等計劃供款於支付時自損益扣除。向該計劃作出之供款乃即時歸屬。

22 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 \$30,000. Contributions to the scheme vest immediately.

Subsidiaries established in the PRC participate in the defined contribution retirement schemes operated by the PRC government for employees in the PRC. Contributions to these schemes are charged to profit or loss when incurred. Contributions to the schemes vest immediately.

A subsidiary established in Taiwan participates in a defined benefit retirement plan established in accordance with the local Labour Standards Law. 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.

Subsidiaries established in other jurisdictions other than Hong Kong, PRC and Taiwan participate in the defined contribution retirement schemes operated by the local government for employees in accordance with the ruling in the relevant jurisdictions. Contributions to these schemes are charged to profit or loss when incurred. Contributions to the schemes vest immediately.

23 綜合財務狀況表之所得稅

(a) 綜合財務狀況表所示之本期所得稅為：

| | | 2017 \$'000 | 2016 \$'000 |
|----------------------|--|----------------|----------------|
| 本年度香港利得稅準備 | Provision for Hong Kong Profits Tax for the year | 2,284 | 3,062 |
| 已付暫繳香港利得稅 | Provisional Hong Kong Profits Tax paid | (3,166) | (6,193) |
| | | (882) | (3,131) |
| 以往年度之香港利得稅準備餘額 | Balance of Hong Kong Profits Tax provision relating to prior years | 52 | (134) |
| 香港以外地區稅項準備 | Provision for tax outside Hong Kong | 1,830 | 3,551 |
| | | 1,000 | 286 |
| 分類為持作待售的出售組別（附註第29項） | Reclassified to a disposal group classified as held for sale (note 29) | (1,224) | – |
| 本期（可退回）／應付稅項 | Current tax (recoverable)/payable | (224) | 286 |
| 分析如下： | Analysed as follows: | | |
| 本期可退回稅項 | Current tax recoverable | (1,259) | (3,508) |
| 本期應付稅項 | Current tax payable | 1,035 | 3,794 |
| | | (224) | 286 |

23 Income tax in the consolidated statement of financial position

(a) Current taxation in the consolidated statement of financial position represents:

23 綜合財務狀況表之所得稅 (續) 23 Income tax in the consolidated statement of financial position (continued)

(b) 已確認遞延稅項資產和負債：

- (i) 已於綜合財務狀況表確認之遞延稅項(資產)／負債部份及本年度變動如下：

(b) Deferred tax assets and liabilities recognised:

- (i) The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

| 遞延稅項來自： | Deferred tax arising from: | 超出相關折舊 免稅額之折舊 Depreciation in excess of the related depreciation allowances \$'000 | 重估物業 Revaluation of properties \$'000 | 撥備 Provisions \$'000 | 稅項虧損之 日後利益 Future benefit of tax losses \$'000 | 總額 Total \$'000 |
|-------------------------------|--|---|---|----------------------------|---|-----------------------|
| 於二零一五年四月一日 | At 1 April 2015 | (1,747) | 4,480 | (11,861) | (45,264) | (54,392) |
| 匯兌調整 | Exchange adjustments | (103) | - | 341 | (758) | (520) |
| 在損益表(計入)／ 列支 (附註第7(a)項) | (Credited)/charged to profit or loss (note 7(a)) | (1,100) | - | 2,605 | 163 | 1,668 |
| 於二零一六年三月三十一日 | At 31 March 2016 | (2,950) | 4,480 | (8,915) | (45,859) | (53,244) |
| 於二零一六年四月一日 | At 1 April 2016 | (2,950) | 4,480 | (8,915) | (45,859) | (53,244) |
| 匯兌調整 | Exchange adjustments | (269) | - | 69 | 2,640 | 2,440 |
| 在損益表列支／ (計入) (附註第7(a)項) | Charged/(credited) to profit or loss (note 7(a)) | 1,836 | - | 1,059 | (3,797) | (902) |
| 分類為持作待售的 出售組別 (附註第29項) | Reclassified to a disposal group classified as held for sale (note 29) | (2,685) | - | 4,556 | 16,765 | 18,636 |
| 於二零一七年三月三十一日 | At 31 March 2017 | (4,068) | 4,480 | (3,231) | (30,251) | (33,070) |

- (ii) 調節至綜合財務狀況表

- (ii) Reconciliation to the consolidated statement of financial position

| | | 2017 \$'000 | 2016 \$'000 |
|------------------------------|--|----------------|----------------|
| 在綜合財務狀況表內 確認之遞延稅項資產 淨值 | Net deferred tax asset recognised in the consolidated statement of financial position | (35,081) | (58,155) |
| 在綜合財務狀況表內 確認之遞延稅項負債 淨值 | Net deferred tax liability recognised in the consolidated statement of financial position | 2,011 | 4,911 |
| | | (33,070) | (53,244) |

23 綜合財務狀況表之所得稅 (續) 23 Income tax in the consolidated statement of financial position (continued)

(c) 未確認之遞延稅項資產

依據附註第1(q)項之會計政策，本集團未將累計稅務虧損353,992,000元(二零一六年：248,742,000元)確認為遞延稅項資產，因在相關稅務管轄區可運用的虧損不大可能沖銷未來應課稅利潤。本集團未確認稅項虧損為遞延稅項資產，其屆滿日期如下：

| | | 2017 \$'000 | 2016 \$'000 |
|--------------|---|----------------|----------------|
| 在二零一九年十二月 | In December 2019 | 1,372 | 1,433 |
| 在二零二零年十二月 | In December 2020 | 30,160 | 31,811 |
| 在二零二一年十二月 | In December 2021 | 34,553 | 31,848 |
| 在二零二二年十二月 | In December 2022 | 26,809 | – |
| 在二零二六年十二月 | In December 2026 | 4,543 | 4,368 |
| 在二零二七年十二月 | In December 2027 | 2,065 | – |
| 在現行稅務法規下不會屆滿 | Do not expire under current tax legislation | 254,490 | 179,282 |
| | | 353,992 | 248,742 |

(c) *Deferred tax assets not recognised*

In accordance with the accounting policy set out in note 1(q), the Group has not recognised deferred tax assets in respect of cumulative tax losses of \$353,992,000 (2016: \$248,742,000) as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdictions. The Group has not recognised deferred tax assets in respect of tax losses, whose expiry dates are:

(d) 未確認之遞延稅項負債

於二零一七年三月三十一日，有位於中國之附屬公司未派發溢利之暫時性差額為54,541,000元(二零一六年：47,373,000元)。鑒於本公司控制該附屬公司之股息政策，而該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為2,727,000元(二零一六年：2,369,000元)。

(d) *Deferred tax liabilities not recognised*

At 31 March 2017, temporary differences relating to the undistributed profits of subsidiaries based in the PRC amounted to \$54,541,000 (2016: \$47,373,000). Deferred tax liabilities of \$2,727,000 (2016: \$2,369,000) 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.

24 股本、儲備及股息

24 Capital, reserves and dividends

(a) 權益部分變動

本集團之綜合權益中各部分的年初及年末調節於綜合權益變動表內列載。本公司之各個權益部分的年初及年末變動詳情列載如下：

本公司

| | | 附註 Note | 股本 Share capital \$'000 | 保留溢利 Retained profits \$'000 | 總額 Total \$'000 |
|----------------------------|---|------------|----------------------------------|---------------------------------------|-----------------------|
| 於二零一五年四月一日 | Balance at 1 April 2015 | | 383,909 | 893,296 | 1,277,205 |
| 權益變動： | Changes in equity: | | | | |
| 本年度虧損及全面收益 | Loss and total comprehensive income for the year | | - | (21,436) | (21,436) |
| 過往年度已批准及已付股息 | Dividends approved and paid in respect of the previous year | 24(b)(ii) | - | (49,758) | (49,758) |
| 於二零一六年三月三十一日 及二零一六年四月一日 | Balance at 31 March 2016 and 1 April 2016 | | 383,909 | 822,102 | 1,206,011 |
| 權益變動： | Changes in equity: | | | | |
| 本年度虧損及全面收益 | Loss and total comprehensive income for the year | | - | (68,256) | (68,256) |
| 過往年度已批准及已付股息 | Dividends approved and paid in respect of the previous year | 24(b)(ii) | - | (8,293) | (8,293) |
| 於二零一七年三月三十一日 | Balance at 31 March 2017 | | 383,909 | 745,553 | 1,129,462 |

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company

(b) 股息

(i) 本年度應佔之應付本公司權益股東股息

(b) Dividends

(i) Dividends payable to equity shareholders of the Company attributable to the year

| | | 2017 \$'000 | 2016 \$'000 |
|--|--|----------------|----------------|
| 於本報告期末日後建議分派末期股息普通股每股10仙 (二零一六年：每股5仙) | Final dividend proposed after the end of the reporting period of 10 cents (2016: 5 cents) per ordinary share | 16,586 | 8,293 |

於本報告期末日後建議分派之末期股息尚未在本報告期末日確認為負債。

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

24 股本、儲備及股息 (續)

24 Capital, reserves and dividends (continued)

(b) 股息 (續)

- (ii) 就上個財政年度應付本公司權益股東應佔股息(已於年內獲批准及已付)

(b) Dividends (continued)

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

| | 2017 \$'000 | 2016 \$'000 |
|---|----------------|----------------|
| 上個財政年度之末期股息普通股每股5仙(已於年內獲批准及已付)(二零一六年：每股30仙) | 8,293 | 49,758 |

Final dividend in respect of the previous financial year, approved and paid during the year, of 5 cents (2016: 30 cents) per ordinary share

(c) 已發行股本

(c) Issued share capital

| | | 2017 | | 2016 | |
|----------------------------------|---|---|---------|---|---------|
| | | 股數 No. of shares (^{'000}) | \$'000 | 股數 No. of shares (^{'000}) | \$'000 |
| 已發行及繳足股本 普通股： 於四月一日及三月三十一日 | Ordinary shares, issued and fully paid: At 1 April and 31 March | 165,864 | 383,909 | 165,864 | 383,909 |

根據香港《公司條例》第135條，本公司之普通股並無面值。

In accordance with section 135 of the Hong Kong Companies Ordinance, the ordinary shares of the Company do not have a par value.

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。所有普通股均對本公司剩餘資產享有同等權益。

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.

(d) 儲備之性質及用途

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(t)項所載之會計政策處理。

(d) Nature and purpose of reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in note 1(t).

(e) 可供分派儲備

於二零一七年三月三十一日，根據香港公司條例第6部計算，本公司可供分派予本公司股權持有人的儲備總額為745,553,000元(二零一六年：822,102,000元)。於本報告期末日後，董事建議派發末期股息每股普通股10仙(二零一六年：5仙)，金額為16,586,000元(二零一六年：8,293,000元)(附註第24(b)(ii)項)。

(e) Distributability of reserves

At 31 March 2017, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the provisions of Part 6 of the Hong Kong Companies Ordinance was \$745,553,000 (2016: \$822,102,000). After the end of the reporting period, the directors proposed a final dividend of 10 cents (2016: 5 cents) per ordinary share, amounting to \$16,586,000 (2016: \$8,293,000) (note 24(b)(ii)).

24 股本、儲備及股息 (續)

24 Capital, reserves and dividends (continued)

(f) 資本管理

本集團管理資本之主要目標為保障本集團能夠繼續按持續經營基準經營，從而透過與風險水平相對應之產品及服務定價以及按合理成本進行融資，繼續為股東帶來回報及為其他利益相關者創造利益。

本集團積極及定期檢討及管理其資本架構，以便在較高股東回報情況下可能取得較高借貸水平與良好資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

根據行業慣例，本集團按債務淨額對經調整資本比率監察其資本架構。就此而言，本集團將債務淨額界定為總債務(包括計息貸款及借貸以及應付賬款及其他應付款)加非累計擬派股息，減現金及現金等價物。經調整資本包括所有權益部份減非累計擬派股息。

於二零一七年三月三十一日，本集團秉承二零一六年之策略，維持相對低水平之債務淨額對經調整資本比率。為維持或調整該比率，本集團可能會對派付予股東之股息金額作出調整、發行新股份、向股東返還資本、作出新債務融資或出售資產以減少債務。

於二零一七年及二零一六年三月三十一日之債務淨額對經調整資本比率如下：

(f) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Consistent with industry practice, the Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose, the Group defines net debt as total debt (which includes interest-bearing loans and borrowings and trade and other payables) plus unaccrued proposed dividends, less cash and cash equivalents. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During the year ended 31 March 2017, the Group's strategy, which was unchanged from 2016, was to maintain a relatively low net debt-to-adjusted capital ratio. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

The net debt-to-adjusted capital ratio at 31 March 2017 and 2016 was as follows:

| | 附註 Note | 2017 \$'000 | 2016 \$'000 |
|---------------------|---|----------------|------------------|
| 流動負債： | Current liabilities: | | |
| – 應付賬款及其他應付款 | – Trade and other payables | 20 | 112,585 |
| – 銀行貸款及透支 | – Bank loans and overdrafts | 21 | 6,627 |
| 債務總額 | Total debt | | 119,212 |
| 加：擬派股息 | Add: Proposed dividends | 24(b)(i) | 16,586 |
| 減：現金及現金等價物 | Less: Cash and cash equivalents | 19(a) | (150,504) |
| (現金) / 債務淨額 | Net (cash)/debt | | (14,706) |
| 權益總額 | Total equity | | 1,160,863 |
| 減：擬派股息 | Less: Proposed dividends | 24(b)(i) | (16,586) |
| 經調整資本 | Adjusted capital | | 1,144,277 |
| 債務淨額對經調整資本比率 | Net debt-to-adjusted capital ratio | | N/A |

本公司及其任何附屬公司均不受外部施加之資本規定限制。

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

25 金融風險管理及金融工具公允價值

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。本集團亦因其於其他實體之股本投資以及其本身股價波動而面對股價風險。

本集團涉及有關風險，而本集團透過以下財務管理政策及慣常做法管理有關風險。

(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、非流動租賃按金及預付款、上市股本及銀行存款。管理層訂有信貸政策，而且會持續監察信貸風險。

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均會進行個別信貸評估。有關評估集中於客戶過往支付到期款項之紀錄及現時付款能力，並考慮客戶個別特徵及該業務經濟狀況。該等應收賬款乃於發單日期起計30至90日內到期。本集團一般不要求客戶提供抵押品。

本集團所承受之信貸風險乃受各客戶個別特徵影響。有關客戶之業務行業及其國家的違約風險亦會影響信貸風險，惟程度較小。因此，本集團只會承受個別客戶之重大風險時才會產生高度集中的信貸風險。於二零一七年及二零一六年三月三十一日，無個別客戶的餘額超過本集團的應收賬款及其他應收款的十分一。

非流動租賃按金及預付款項主要包括從零售門店及商場業主的應收賬款，近期並無重大違約事件。

本集團涉及的信貸風險主要取決於零售門店及商場業主的個別狀況。本集團曾與眾多零售門店及商場業主合作，並無高度集中的信貸風險。

本集團通常只投資於在獲認可證券交易所掛牌之流通證券，惟就長期策略目的所作之投資除外。

現金及現金等價物已被存放於信貸評級良好的財務機構，以將信貸風險降至最低。

25 Financial risk management and fair values of financial instruments

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

The Group's credit risk is primarily attributable to trade and other receivables, non-current rental deposits and prepayments, listed equity securities and deposits with banks. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade debtors are due within 30 days to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which customers operate and therefore significant concentrations of credit risk only arise if the Group has significant exposure to individual customers. At 31 March 2017 and 2016, no individual customer with whom balance has exceeded 10% of the Group's trade and other receivables.

Non-current rental deposits and prepayments primarily comprise of amounts receivable from the landlords of retail outlets and shopping malls with no recent history of material defaults.

The Group's exposure to credit risk is influenced mainly by the individual characteristic of each landlord of retail outlets and shopping malls. The Group has worked with a large number of landlords of retail outlets and shopping malls and there is no significant concentration of credit risk.

Investments in equity securities are normally only in liquid securities quoted on a recognised stock exchange, except where entered into for long term strategic purposes.

Cash and cash equivalents are deposited with financial institutions with sound credit ratings to minimise credit exposure.

25 金融風險管理及金融工具公允價值 (續) 25 Financial risk management and fair values of financial instruments (continued)

(a) 信貸風險 (續)

本集團所承受之信貸風險上限 (不計所持之任何抵押品) 為綜合財務狀況表中每項財務資產之賬面值扣除任何減值撥備。

有關本集團因應收賬款及其他應收款而承受之信貸風險之進一步量化披露載於附註第18項。

(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流動資金需求及遵守放款契約，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充足承諾資金額度，以應付其長短期之流動資金需求。

下表就本集團於本報告期末日非衍生財務負債之尚餘合約期限作出分析，有關期限乃按合約未貼現現金流量 (包括使用合約利率計算之利息付款；倘為浮息，則按結算日當時之利率計算) 以及本集團可能須付款之最早日期計算。

(a) Credit risk (continued)

The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance.

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in note 18.

(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 its 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.

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

| | | 合約未貼現的現金流出 Contractual undiscounted cash outflow | | | | | | | |
|----------------|---------------------------------------|---|----------------|----------------|----------------|---|----------------|----------------|----------------|
| | | 一年內 或按通知 Within 1 year or on demand | | | | 三月三十一日 賬面值 Carrying amount at 31 March | | | |
| | | 2017 | | 2016 | | 2017 | | 2016 | |
| | | \$'000 | | \$'000 | | \$'000 | | \$'000 | |
| | | | | 總額 Total | | | | | |
| 銀行貸款及 透支 | Bank loans and overdrafts | 6,627 | 27,025 | 6,627 | 27,025 | 6,627 | 27,025 | 6,627 | 27,025 |
| 應付賬款 | Trade creditors | 15,686 | 45,322 | 15,686 | 45,322 | 15,686 | 45,322 | 15,686 | 45,322 |
| 應付票據 | Bills payable | 5,180 | 4,638 | 5,180 | 4,638 | 5,180 | 4,638 | 5,180 | 4,638 |
| 其他應付款 及應計費用 | Other payables and accrued charges | 87,139 | 62,579 | 87,139 | 62,579 | 87,139 | 62,579 | 87,139 | 62,579 |
| 應付關連 公司款項 | Amounts due to related companies | 4,581 | 4,086 | 4,581 | 4,086 | 4,581 | 4,086 | 4,581 | 4,086 |
| | | 119,213 | 143,650 | 119,213 | 143,650 | 119,213 | 143,650 | 119,213 | 143,650 |

25 金融風險管理及金融工具公允價值(續)

(c) 利率風險

本集團之利率風險主要來自銀行貸款及透支。按可變利率借入之借貸使本集團承受現金流量利率風險。本集團監控其固定利率及可變利率借貸水平，並管理計息財務資產及負債之合約期限。管理層監控之本集團利率概況載列如下：

(i) 利率概況

下表詳列本集團之借貸於本報告期末日之利率概況。

| | | 2017 | | 2016 | |
|----------------|----------------------------------|-------------------------|--------|-------------------------|--------|
| | | 實際利率% | | 實際利率% | |
| | | Effective interest rate | | Effective interest rate | |
| | | % | \$'000 | % | \$'000 |
| 可變利率借貸： | Variable rate borrowings: | | | | |
| 銀行貸款及透支 | Bank loans and overdrafts | 1.66 | 6,627 | 1.34 | 27,025 |

(ii) 敏感度分析

於二零一七年三月三十一日，假設所有其他變數保持不變，利率整體上升／下降100個基點估計會導致本集團之除稅後虧損上升／下降及保留溢利減少／增加約48,000元(二零一六年：205,000元)。綜合權益之其他部份將不會因利率整體上升／下降而受到影響。

上述敏感度分析反映本集團之除稅後虧損(及保留溢利)因利率變動而產生之年度化利息支出或收入的影響作估計。二零一六年的分析按同一基準進行。

(d) 外幣風險

本集團涉及之外幣風險主要來自因買賣交易產生之外幣(即該交易並非以相關業務之功能貨幣進行)為單位之應收賬款、應付賬款及現金結存。引致此項風險之貨幣主要為美元、英鎊、歐元、人民幣及日圓。

25 Financial risk management and fair values of financial instruments (continued)

(c) Interest rate risk

The Group's interest rate risk arises primarily from bank loans and overdrafts. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group monitors the level of its fixed rate and variable rate borrowings and manages the contractual terms of the interest-bearing financial assets and liabilities. The Group's interest rate profile as monitored by management is set out below:

(i) Interest rate profile

The following table details the interest rate profile of the Group's borrowings at the end of the reporting period.

(ii) Sensitivity analysis

At 31 March 2017, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group's loss after tax and decreased/increased the retained profits by approximately \$48,000 (2016: \$205,000). Other components of consolidated equity would not be affected in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the impact on the Group's loss after tax (and retained profits) that would arise assuming that there is an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis for 2016.

(d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars ("USD"), Pound Sterling ("GBP"), Euros, Renminbi Yuan and Japanese Yen.

25 金融風險管理及金融工具公允價值(續)

25 Financial risk management and fair values of financial instruments (continued)

(d) 外幣風險(續)

鑒於港元與美元掛鈎，管理層預期美元兌港元的匯率並不會有重大波動，並認為美元的外幣風險甚微。然而，管理層認為，本集團面臨其他貨幣匯率變動之風險。如果出現短期的失衡情況，本集團會在必要時按現貨匯率買賣外幣，以確保將淨風險額度維持在可接受的水平。

本集團之借貸均以借取貸款之實體之功能貨幣計值，或倘功能貨幣為港元之本集團公司，則以港元或美元計值。因此，管理層並不預期本集團之借貸會涉及任何重大之外幣風險。

(i) 承受外幣風險

下表詳列本集團於本報告期末日所承受之外幣風險，該等外幣風險乃因所涉實體之已確認資產或負債以其功能貨幣以外之貨幣計值而產生。基於呈報目的，外幣風險額以結算日之即期匯率換算為港元列示。將海外業務之財務報表換算成本集團之功能貨幣所產生之差額並不包括在內。

(d) Currency risk (continued)

As the Hong Kong dollars (“HKD”) is pegged to the USD, 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 other currencies and the Group ensures that the net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

All the Group’s borrowings are denominated in the functional currency of the entity taking out the loan or, in the case of the Group’s 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.

(i) Exposure to currency risk

The following table details the Group’s exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposures are shown in HKD, translated using the spot rate at the year end date. Differences resulting from the translation of the financial statements of operations outside Hong Kong into the Group’s presentation currency are excluded.

| | | 承受外幣風險(以港元列示) Exposure to foreign currencies (expressed in HKD) | | | | | | | | | |
|----------------|--------------------------------|--|----------------|----------------------|----------------|----------------|----------------|----------------------|----------------|--------------------|----------------|
| | | 美元 United States Dollars | | 英鎊 Pound Sterling | | 歐元 Euros | | 人民幣 Renminbi Yuan | | 日圓 Japanese Yen | |
| | | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 | 2017 \$'000 | 2016 \$'000 |
| 應收賬款及 其他應收款 | Trade and other receivables | 7,967 | 6,155 | 235 | 1,074 | 571 | 626 | 271 | 258 | 8,512 | 8,379 |
| 現金及 現金等價物 | Cash and cash equivalents | 6,325 | 7,294 | 198 | 308 | 6,188 | 118 | 958 | 5,907 | 1,145 | 1,124 |
| 應付賬款及 其他應付款 | Trade and other payables | (1,730) | (1,835) | (496) | (154) | (7,838) | (7,596) | (73) | (83) | (1,919) | (1,747) |
| | | 12,562 | 11,614 | (63) | 1,228 | (1,079) | (6,852) | 1,156 | 6,082 | 7,738 | 7,756 |

(ii) 敏感度分析

下表列示倘於本報告期末日本集團承擔重大風險的貨幣匯率於當日發生變動而其他變量保持不變，對本集團的稅後虧損(及保留溢利)產生的即時變化。鑒於如此，本集團假定港元及美元之間之掛鈎匯率受美元對其他貨幣之匯率變動影響甚微。

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group’s loss after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rates between the HKD and the USD would be materially unaffected by any changes in movement in value of the USD against other currencies.

25 金融風險管理及金融工具公允價值 (續) 25 Financial risk management and fair values of financial instruments (continued)

(d) 外幣風險 (續)

(ii) 敏感度分析 (續)

(d) Currency risk (continued)

(ii) Sensitivity analysis (continued)

| | | 2017 | | 2016 | |
|-----|----------------|---|---|---|---|
| | | 對除稅後虧損之(減少)/增加及保留溢利之(增加)/減少 | | 對除稅後虧損之(減少)/增加及保留溢利之(增加)/減少 | |
| | | 匯率上升/(下跌) | (Decrease)/increase in loss after tax and (increase)/decrease in retained profits | 匯率上升/(下跌) | (Decrease)/increase in loss after tax and (increase)/decrease in retained profits |
| | | Increase/(decrease) in foreign exchange rates | % | Increase/(decrease) in foreign exchange rates | % |
| | | | \$'000 | | \$'000 |
| 英鎊 | Pound Sterling | 20 | 12 | 20 | (215) |
| | | (20) | (12) | (20) | 215 |
| 歐元 | Euros | 5 | 54 | 5 | 343 |
| | | (5) | (54) | (5) | (343) |
| 人民幣 | Renminbi Yuan | 5 | (58) | 5 | (305) |
| | | (5) | 58 | (5) | 305 |
| 日圓 | Japanese Yen | 5 | (387) | 5 | (388) |
| | | (5) | 387 | (5) | 388 |

上表所列的敏感度分析代表本集團各實體於本報告期末日以個別功能貨幣計量(為呈報目的，已按本報告期末日之匯率兌換為港元)之本年度除稅後虧損和權益之即時合併影響。

敏感性分析已假設外幣匯率之變動已用於重新計量本集團所持有並於本報告期末日使本集團面臨外幣風險之金融工具。此分析不包括將香港以外業務之財務報表換算成本集團之呈列貨幣所產生之差額。二零一六年的分析按同一基準進行。

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' loss after tax and equity measured in the respective functional currencies, translated into HKD at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period. The analysis excludes differences that would result from the translation of the financial statements of operations outside Hong Kong into the Group's presentation currency. The analysis is performed on the same basis for 2016.

25 金融風險管理及金融工具公允值 (續) 25 Financial risk management and fair values of financial instruments (continued)

(e) 股價風險

本集團須承受分類為買賣證券之上市股本投資所產生之股價變動風險(參閱附註第16項)。

本集團之上市投資均於聯交所上市。買入或沽出買賣證券根據每日監察個別證券表現相對恒生指數及其他行業指標之表現以及本集團流動資金需求釐定。投資組合乃根據本集團所設定之限制按行業分佈情況作多元化投資。

於二零一七年三月三十一日，估計有關股市指數(就上市投資而言)及其他變數維持不變，本集團的除稅後虧損(及保留溢利)增幅/減幅如下：

(e) Equity price risk

The Group is exposed to equity price changes arising from listed equity investments classified as trading securities (see note 16).

The Group's listed investments are listed on the Stock Exchange. Decisions to buy or sell trading securities are based on daily monitoring of the performance of individual securities compared to that of the Hang Seng Index and other industry indicators, as well as the Group's liquidity needs. The portfolio is diversified in terms of industry distribution, in accordance with the limits set by the Group.

At 31 March 2017, it is estimated that changes in the relevant stock market index (for listed investments) with all other variables held constant, would have increased/decreased the Group's loss after tax (and retained profits) as follows:

| | | 2017 | | 2016 | |
|--------------|--|--|----------|--|--------------|
| | | 對除稅後虧損之(減少)/增加及保留溢利之(增加)/減少 (Decrease)/increase in loss after tax and (increase)/decrease in the relevant risk variable % | | 對除稅後虧損之(減少)/增加及保留溢利之(增加)/減少 (Decrease)/increase in loss after tax and (increase)/decrease in the relevant risk variable % | |
| 關於上市投資之股市指數： | Stock market index in respect of listed investments: | | | | |
| 恒生指數 | Hang Seng Index | 5 (5) | (8) 8 | 5 (5) | (106) 106 |

敏感度分析顯示，假設於本報告期末日出現股票市場指數變動且已用於重新計量本集團所持有並於本報告期末日使本集團面對股價風險的金融工具，本集團的除稅後虧損(及保留溢利)可能出現的即時變動。亦假設本集團股本投資之公允值將根據過往與有關股市指數之相關性而發生變動，且一切其他變數將維持不變。該分析乃按與二零一六年所用之相同基準進行。

The sensitivity analysis indicates the instantaneous change in the Group's loss after tax (and retained profits) that would arise assuming that the changes in the stock market index had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to equity price risk at the end of the reporting period. It is also assumed that the fair values of the Group's equity investments would change in accordance with the historical correlation with the relevant stock market index, and that all other variables remain constant. The analysis is performed on the same basis for 2016.

25 金融風險管理及金融工具公允值 (續)

(f) 公允值計量

(i) 公允值入賬之金融資產及負債

公允值架構

本集團金融工具之公允值於本報告期末日按經常性基準計量。持作買賣用途之證券分為香港財務報告準則第13號「公允價值計量」所界定的三級公允值架構的第一級，使用估值所用輸入數據釐定(參閱附註第11(b)(i)項)。

於截至二零一七年及二零一六年三月三十一日止年度，於第一級與第二級之間，或轉入至或轉出自第三級概無轉移。本集團的政策是於產生轉移的報告期末確認公允值架構之間的轉移。

(ii) 以公允值以外入賬之金融工具的公允值

應收／應付關聯公司款項乃免息及無指定還款期；因此，用公允值計量，並無意義。所有其他金融工具的數額與二零一七年及二零一六年三月三十一日之公允值並無重大差異。

26 承擔

於二零一七年三月三十一日，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：

| | | 2017 | | 2016 | |
|---------|---------------------------------|----------------------------|------------------------|----------------------------|------------------------|
| | | 物業 Properties \$'000 | 其他 Others \$'000 | 物業 Properties \$'000 | 其他 Others \$'000 |
| 一年內 | Within 1 year | 178,812 | 1,044 | 131,880 | 1,058 |
| 一年後但五年內 | After 1 year but within 5 years | 145,317 | 1,534 | 139,524 | 2,580 |
| 五年後 | After 5 years | 2,280 | — | 708 | — |
| | | <u>326,409</u> | <u>2,578</u> | <u>272,112</u> | <u>3,638</u> |

本集團為數項按經營租賃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。

25 Financial risk management and fair values of financial instruments (continued)

(f) Fair value measurement

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The fair value of the Group's financial instruments are measured at the end of the reporting period on a recurring basis. The fair value of the trading securities falls within Level 1 of the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*, based on the inputs used in the valuation technique (see note 11(b)(i)).

During the years ended 31 March 2017 and 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy at the end of the reporting period in which they occur.

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

The amounts due from/to related companies are interest free and have no fixed terms of repayment. Given these terms, it is not meaningful to measure its fair value. All other significant financial assets and liabilities are carried at amounts not materially different from fair values as at 31 March 2017 and 2016.

26 Commitments

At 31 March 2017, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

The Group is the lessee in respect of a number of properties and office equipment held 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.

26 承擔 (續)

上述若干不可解除之物業經營租賃須繳交或然租金，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6%至40% (二零一六年：10%至40%) 收取。以上有關對物業經營租賃之披露並不包括毋須承擔之或然租金付款。

27 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，本集團與重大關聯人士進行以下交易。

(a) 主要管理人員的交易

所有主要管理人員均為本公司之董事，董事酬金已於附註第8項披露。

(b) 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」) 進行之交易及向其收取 / 支付之數額 (本公司若干董事乃同時為長江製衣集團及本集團之控股股東)：

| | | 2017 \$'000 | 2016 \$'000 |
|------------|---|----------------|----------------|
| 購入成衣商品 | Purchases of garment products | 15,410 | 20,361 |
| 出售成衣商品 | Sales of garment products | - | 12 |
| 已付及應付物業租金 | Rental expense paid and payable on properties | 6,966 | 6,967 |
| 已付及應付管理費 | Management fees paid and payable | 804 | 804 |
| 已付及應付大廈管理費 | Building management fees paid and payable | 288 | 288 |

附註：若干董事及彼等之聯繫人士統稱為長江製衣集團及本集團之控股股東 (定義見上市規則)，因此，以上交易構成本集團之持續關連交易 (定義見上市規則第14A章)。上市規則第14A章所規定的披露事項載於董事會報告「關連交易」一節。

(c) 與金石發展有限公司，其附屬公司及聯營公司 (「金石集團」) (金石集團實益擁有本集團一家附屬公司的35%權益) 進行之交易及支付的金額：

| | | 2017 \$'000 | 2016 \$'000 |
|----------|----------------------------------|----------------|----------------|
| 購入皮革商品 | Purchases of leather goods | 17,927 | 11,869 |
| 已付及應付管理費 | Management fees paid and payable | 720 | 720 |

附註：由於金石集團為本集團的關連人士 (定義見上市規則)，上述交易構成上市規則第14A章所界定的持續關連交易。然而，獲豁免遵守上市規則第14A章的披露規定。

26 Commitments (continued)

Certain non-cancellable operating leases in respect of properties included above are subject to contingent rent payments, which are charged at amounts varying from 6% to 40% (2016: 10% to 40%) of the monthly gross takings at the leased premises in excess of the base rents as determined in the respective lease agreements. The above disclosures in respect of operating lease commitments for properties exclude contingent rent payments, which are not committed.

27 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 key management personnel

All members of key management personnel are the directors of the Company, and their emoluments are disclosed in note 8.

(b) Transactions with and amounts received from/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):

Note: As certain directors and their associates are collectively the controlling shareholders (as defined in the Listing Rules) of Yangtzekiang Garment Group and the Group, the above transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. The disclosures required by Chapter 14A of the Listing Rules are provided in the section "Connected transactions" in the Directors' Report.

(c) Transactions with and amounts paid to Goldstone Development Limited, its subsidiaries and associated companies ("Goldstone Group") (Goldstone Group is beneficially interested in 35% of a subsidiary of the Group):

Note: As Goldstone Group is a connected person of the Group (as defined in the Listing Rules), the above transactions constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules, however, they are exempt from the disclosure requirements in Chapter 14A of the Listing Rules.

27 重大關聯人士交易 (續)

(d) 於二零一七年三月三十一日應付關連公司結餘如下：

| | | 2017 \$'000 | 2016 \$'000 |
|---------------|--|----------------|----------------|
| 應付長江製衣集團款項，淨額 | Amounts due to Yangtzekiang Garment Group, net | 4,587 | 2,309 |
| 應付金石集團款項，淨額 | Amounts due to Goldstone Group, net | 34 | 1,767 |

與關連公司之結餘乃無抵押、免息及按通知即時償還。應付長江製衣集團及金石集團款項分別為15,000元及34,000元，並在附註第29項按作待售的出售組別呈列。

27 Material related party transactions (continued)

(d) Outstanding balances due to related companies as at 31 March 2017:

The outstanding balances with related companies are unsecured, interest free and repayable on demand. Amounts due to Yangtzekiang Garment Group and Goldstone Group of \$15,000 and \$34,000 respectively were presented as disposal group held for sale in note 29.

28 出售附屬公司

於二零一五年七月六日，本集團與一獨立第三方訂立買賣協議，出售長江西服有限公司及其附屬公司長江西服(東莞)有限公司的全部已發行股本，本集團經其持有按經營租賃作自用的租賃土地及於土地興建其他物業之權益，總現金代價為人民幣45,200,000元(相當於約54,792,000元)。總現金代價已於二零一六年三月三十一日止年度收得，而交易於二零一六年一月二十八日完成。

出售事項對本集團的資產及負債的影響如下。

28 Disposal of subsidiaries

On 6 July 2015, the Group entered into a sales and purchase agreement with an independent third party for the sales of the entire issued share of YGM Clothing Limited and its subsidiary, YGM Clothing (Dongguan) Limited, which in turn held the Group's interests in leasehold land for own use under operating lease and other properties thereon, for total cash consideration of RMB45,200,000 (equivalent to \$54,792,000). The total cash consideration was received during the year ended 31 March 2016 and the transaction was completed on 28 January 2016.

The disposal had the following effect on the Group's assets and liabilities.

| | | \$'000 |
|------------------|--|---------------|
| 其他物業、廠房及設備 | Other property, plant and equipment | 16,430 |
| 按經營租賃持作自用之租賃土地權益 | Interests in leasehold land held for own use under operating lease | 4,630 |
| 存貨 | Inventories | 1,480 |
| 應收賬款及其他應收款 | Trade and other receivables | 433 |
| 現金及現金等價物 | Cash and cash equivalents | 67 |
| 應付賬款及其他應付款 | Trade and other payables | (6,595) |
| 出售之淨可識別資產 | Net identifiable assets disposed of | 16,445 |
| 出售時撥回儲備 | Release of reserve upon disposal | (7,992) |
| 直接歸因於出售之其他成本 | Other costs directly attributable to the disposal | 16,494 |
| 出售附屬公司收益淨額 | Net gain on disposal of subsidiaries | 29,845 |
| 以現金支付 | Satisfied by cash | 54,792 |

28 出售附屬公司 (續)

有關出售附屬公司之淨現金流分析如下：

28 Disposal of subsidiaries (continued)

An analysis of the net cash inflow in respect of the disposal of subsidiaries is as follow:

| | | \$'000 |
|-------------------------------|---|---------------------------|
| 已收取之代價，以現金支付 於出售時的現金及現金等價物 | Consideration received, satisfied by cash Cash and cash equivalents disposed of | 54,792 <u>(67)</u> |
| 直接歸因於出售列作支出之 其他成本 | Other costs directly attributable to the disposal charged as expenses | 54,725 <u>(16,494)</u> |
| 計入投資活動產生現金流之現金及 現金等價物之淨流入 | Net inflow of cash and cash equivalents included in cash flows from investing activities | <u>38,231</u> |

29 持作待售的出售組別

於二零一七年二月二十八日，本集團與第三方濟寧如意投資有限公司（「買方」）訂立出售協議（「出售協議」），據此，本集團有條件同意出售及買方有條件同意收購本集團全資附屬公司 Aquascutum Holdings Limited（「Aquascutum Holdings」）之全部已發行股本，現金代價為 117,000,000 美元（相當於約 906,800,000 港元）（「建議出售事項」）。Aquascutum Holdings 及其附屬公司（「出售組別」）從事有關「Aquascutum」品牌產品的製造和銷售業務及與該品牌相關成衣銷售和商標部分許可的知識產權。

出售協議須待下列條件達成後方告完成(i) 本公司於股東特別大會上獲得本公司股東批准執行出售協議及據此擬進行的交易；及(ii) 買方就建議出售事項獲或經中華人民共和國（「中國」）機關發出的文件，其中包括中國國家發展和改革委員會和中國商務部就完善建議出售事項發出的文件，以及授權銀行由中國國家外匯管理局監管就建議出售事項提交的外匯文件。

29 Disposal group held for sale

On 28 February 2017, the Group entered into a disposal agreement (the “Disposal Agreement”) with a third party, Jining Ruyi Investment Co. Ltd. (the “Purchaser”), pursuant to which the Group has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of Aquascutum Holdings Limited (“Aquascutum Holdings”), a wholly-owned subsidiary of the Group, at a cash consideration of US\$117,000,000 (approximately \$906,800,000) (the “Proposed Disposal”). Aquascutum Holdings and its subsidiaries (the “Disposal Group”) are engaged in the manufacturing and sales of products under the “Aquascutum” brand and the intellectual property rights associated with the brand within the sales of garments and the licensing of trademarks segments.

Completion of the Disposal Agreement shall be subject to the fulfillment of the following conditions: (i) the Company having obtained the approval from the shareholders of the Company at the extraordinary general meeting for the Disposal Agreement and the transactions contemplated thereunder; and (ii) the obtaining of the filings with or by PRC authorities with respect to the Proposed Disposal to be obtained by the Purchaser, including the filings with the National Development and Reform Commission of the PRC and the Ministry of Commerce of the PRC with respect to the consummation of the Proposed Disposal, and foreign exchange filings by authorised banks and supervised by the State Administration of Foreign Exchange of the PRC in connection with the Proposed Disposal.

29 持作待售的出售組別 (續)

因此，管理層根據出售事項的事實及具體情況評估分類持作待售的出售組別的條件於二零一七年三月三十一日前已獲達成。於二零一七年三月三十一日，綜合財務狀況表內將出售組別的所有資產和負債分別合併呈列為「分類為持作待售的出售組別資產」及「分類為持作待售的出售組別負債」。交易預計將於二零一七年六月三十日前完成。於二零一七年三月三十一日，本集團已收取不可退還的按金5,000,000美元(約38,800,000港元)。於二零一七年四月十九日，允許出售協議之普通決議案已獲本公司股東正式批准。

分類為持作待售的出售組別資產及負債於二零一七年三月三十一日之綜合財務狀況表分開呈列，而於二零一七年三月三十一日之分類為持作待售的出售組別資產及負債主要類別如下：

29 Disposal group held for sale (continued)

Accordingly, the management assessed that the criteria for the classification of the disposal group held for sale were fulfilled prior to 31 March 2017 based on the facts and circumstances specific to the disposal. All the assets and liabilities of the Disposal Group are presented as assets of a disposal group classified as held for sale and liabilities of a disposal group classified as held for sale in aggregate in the consolidated statement of financial position as at 31 March 2017. The transaction is expected to be completed before 30 June 2017. As at 31 March 2017, a non-refundable deposit of US\$5,000,000 (approximately \$38,800,000) has been received. On 19 April 2017, the ordinary resolution to approve the Disposal Agreement was duly passed by shareholders of the Company.

The assets and liabilities of the disposal group classified as held for sale are presented separately in the consolidated statement of financial position as at 31 March 2017 and the major classes of assets and liabilities of the Disposal Group as at 31 March 2017 are as follows:

| | | 附註 Note | 2017 \$'000 |
|-----------------------|---|------------|----------------|
| 分類為持作待售的出售組別資產 | Assets of a disposal group classified as held for sale | | |
| 其他物業、廠房及設備 | Other property, plant and equipment | 11(a) | 25,319 |
| 無形資產 | Intangible assets | 12 | 345,832 |
| 租金按金及預付款 | Rental deposits and prepayments | | 17,880 |
| 遞延稅項資產 | Deferred tax assets | 23(b)(i) | 20,579 |
| 存貨 | Inventories | | 126,684 |
| 應收賬款及其他應收款 | Trade and other receivables | | 45,998 |
| 本期可退回稅項 | Current tax recoverable | 23(a) | 117 |
| 現金及現金等價物 | Cash and cash equivalents | | 23,106 |
| | | | <u>605,515</u> |
| 分類為持作待售的出售組別負債 | Liabilities of a disposal group classified as held for sale | | |
| 應付賬款及其他應付款 | Trade and other payables | | 39,837 |
| 本期應付稅項 | Current tax payable | 23(a) | 1,341 |
| 遞延稅項負債 | Deferred tax liabilities | 23(b)(i) | 1,943 |
| | | | <u>43,121</u> |
| 直接有關持作待售的出售組別 資產淨值 | Net assets directly associated with the disposal group held for sale | | <u>562,394</u> |

附註：截至二零一七年三月三十一日，有關出售組別的累計外匯換算虧損22,034,000港元於其他綜合收益表確認入賬。

Note: As at 31 March 2017, there was a cumulative foreign currency translation loss of \$22,034,000 recognised in other comprehensive income relating to the Disposal Group.

財務報表附註

Notes to the Financial Statements

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

30 公司層面財務狀況表

30 Company-level statement of financial position

| | | 附註 Note | 2017 \$'000 | 2016 \$'000 |
|-----------------|--|------------|------------------|------------------|
| 非流動資產 | Non-current assets | | | |
| 附屬公司權益 | Interests in subsidiaries | | 978,135 | 1,088,109 |
| 遞延所得稅資產 | Deferred tax assets | | 14 | – |
| | | | <u>978,149</u> | <u>1,088,109</u> |
| 流動資產 | Current assets | | | |
| 作買賣用途之證券 | Trading securities | | 195 | 2,546 |
| 其他應收款 | Other receivables | | 768 | 770 |
| 應收附屬公司款項 | Amounts due from subsidiaries | | 185,922 | 175,050 |
| 本期可退回稅項 | Current tax recoverable | | 110 | – |
| 現金及現金等價物 | Cash and cash equivalents | | 69,467 | 20,224 |
| | | | <u>256,462</u> | <u>198,590</u> |
| 流動負債 | Current liabilities | | | |
| 其他應付款 | Other payables | | 49,756 | 11,675 |
| 應付附屬公司款項 | Amounts due to subsidiaries | | 53,281 | 54,006 |
| 銀行貸款 | Bank loans | | 2,112 | 14,931 |
| 本期應付稅項 | Current tax payable | | – | 42 |
| | | | <u>105,149</u> | <u>80,654</u> |
| 流動資產淨值 | Net current assets | | <u>151,313</u> | <u>117,936</u> |
| 總資產減流動負債 | Total assets less current liabilities | | <u>1,129,462</u> | <u>1,206,045</u> |
| 非流動負債 | Non-current liability | | | |
| 遞延稅項負債 | Deferred tax liabilities | | – | 34 |
| 資產淨值 | NET ASSETS | | <u>1,129,462</u> | <u>1,206,011</u> |
| 股本及儲備 | CAPITAL AND RESERVE | 24(a) | | |
| 股本 | Share capital | | 383,909 | 383,909 |
| 儲備 | Reserve | | 745,553 | 822,102 |
| 權益總額 | TOTAL EQUITY | | <u>1,129,462</u> | <u>1,206,011</u> |

董事會於二零一七年六月二十七日核准及授權公佈。

Approved and authorised for issue by the board of directors on 27 June 2017.

陳永榮)
)
) 董事
周陳淑玲)
)

Chan Wing Sun, Samuel)
)
) Directors
Chan Suk Ling, Shirley)
)

31 直接及最終控股公司

於二零一七年三月三十一日，董事認為本集團的直接母公司及最終控股公司為 Chan Family Investment Corporation Limited，其於開曼群島註冊成立。

31 Immediate and ultimate controlling party

At 31 March 2017, the directors consider the immediate and ultimate controlling party of the Group to be Chan Family Investment Corporation Limited, which is incorporated in the Cayman Islands.

32 已頒佈但尚未對截至二零一七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及新準則，該等修訂及新準則尚未對截至二零一七年三月三十一日止年度生效，亦未於本財務報表中採納。有關修訂及新準則包括下列與本集團有關之項目。

32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 March 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

| | 於下列日期或之後 開始的會計期間生效 | | Effective for accounting periods beginning on or after |
|--|-----------------------|--|--|
| 香港會計準則第7號(修訂本)， 現金流量表：披露計劃 | 二零一七年一月一日 | Amendments to HKAS 7, <i>Statement of cash flows: Disclosure initiative</i> | 1 January 2017 |
| 香港會計準則第12號(修訂本)， 所得稅：確認未變現虧損產生的 遞延稅項資產 | 二零一七年一月一日 | Amendments to HKAS 12, <i>Income taxes: Recognition of deferred tax assets for unrealised losses</i> | 1 January 2017 |
| 香港財務報告準則第9號，金融工具 | 二零一八年一月一日 | HKFRS 9, <i>Financial instruments</i> | 1 January 2018 |
| 香港財務報告準則第15號：來自與客戶所 訂立合約的收入 | 二零一八年一月一日 | HKFRS 15, <i>Revenue from contracts with customers</i> | 1 January 2018 |
| 香港財務報告準則第16號，租賃 | 二零一九年一月一日 | HKFRS 16, <i>Leases</i> | 1 January 2019 |

本集團現正評估此等新訂及經修訂之準則於初步採納時所產生之影響，現階段本集團已發現某些新訂的準則可能對綜合財政報表構成重大影響。進一步有關預計構成的影響將會如下討論。由於本集團並未完成其評估，故可能會於適當時候識別進一步影響，而將決定於該等新規定生效日期前是否採納任何該等新規定及根據新訂準則有替代方法可用時採用何種過渡方法時考慮該等影響。本集團並無計劃提早採納該等新訂及經修訂之規定。

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the Group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the Group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards. The Group does not plan to early adopt the above new standards or amendments.

32 已頒佈但尚未對截至二零一七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(續)

香港財務報告準則第16號，租賃

誠如附註1(i)所披露，本集團現時將租賃分類為融資租賃與經營租賃，並根據不同租賃的性質對租賃安排進行列賬。本集團分別作為出租人及承租人訂立租約。

預期香港財務報告準則第16號將不會大幅影響出租人根據租約核算其權利及義務的方式。然而，一旦採用香港財務報告準則第16號後，承租人將不再區分融資租賃及經營租賃。相反，除採用寬免外，承租人將按與類似現有融資租賃會計處理方法核算所有租約，即於租約開始日期，承租人將按日後最低租賃付款的現值確認及計算租賃負債，及將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債結餘所產生的利息開支及使用權資產折舊，而非根據現有政策在租期內按經營租約系統地確認所產生的租金開支。作為寬免，承租人可選擇不將此會計模式應用於短期租賃(即租期為十二個月或以下)及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內系統化地確認。

香港財務報告準則第16號將主要影響本集團作為租約承租人就其他物業、廠房及設備(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，並影響租約期間於損益表內確認開支的時間。誠如附註26所披露，於二零一七年三月三十一日本集團在不可撤銷的物業和其他資產經營租賃下的未來最低租賃付款額分別為326,409,000元及2,578,000元。一旦採納香港財務報告準則第16號，若干該等款項可能須確認為租賃負債，並附帶相應使用權資產。經考慮寬免的適用性及就現時與採用香港財務報告準則第16號期間已訂立或終止的任何租約及貼現影響作出調整後，本集團將須進行更為詳細的分析以釐定於採用香港財務報告準則第16號下經營租賃承擔所產生的新資產及負債的金額。

32 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 March 2017 (continued)

HKFRS 16, Leases

As disclosed in note 1(i), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

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

HKFRS 16 will primarily affect the Group's accounting as a lessee of leases for other properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in note 26, at 31 March 2017 the Group's future minimum lease payments under non-cancellable operating leases amount to \$326,409,000 and \$2,578,000 for properties and other assets respectively. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

主要附屬公司 Principal Subsidiaries

於二零一七年三月三十一日 At 31 March 2017

下表僅列出對本集團的業績、資產或負債有主要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(d)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(d) and have been consolidated into the Group's 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 business | 已發行及 繳足股本資料 Particulars of issued and paid up capital | 所有權權益 百分率 Percentage of ownership interest | 主要業務 Principal activities |
|---|--|---|--|---|
| 馬獅龍有限公司 Michel René Limited | 香港 Hong Kong | 10,000 shares | 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 | 2 shares | 100 | 投資控股及成衣批發及零售 Investment holding, and garment wholesaling and retailing |
| YGM Apparel Hong Kong Limited | 香港 Hong Kong | 2 shares | 100 | 成衣批發及零售 Garment wholesaling and retailing |
| YGM Asset Management Limited | 香港 Hong Kong | 2 shares | 100 | 物業投資及物業租賃 Property investment and property leasing |
| 瑩堡國際有限公司 Crystal Castle International Limited | 香港 Hong Kong | 500,000 shares | 65 | 投資控股及皮件批發及零售 Investment holding and leather goods wholesaling and retailing |
| 奔活有限公司 Bentwood Limited | 香港 Hong Kong | 500,000 shares | 100 | 物業租賃管理及投資控股 Property leasing management and investment holding |
| YGM市場拓展(澳門)有限公司# YGM Marketing (Macau) Limited # | 澳門 Macau | 100,000 shares | 100 | 成衣零售 Garment retailing |
| 長江西服國際有限公司 YGM Clothing International Limited | 香港 Hong Kong | 2 shares | 100 | 成衣批發 Garment wholesaling |
| 東莞長貿西服有限公司###/### DongGuan YGM Clothing Limited ###/### | 中華人民共和國 The PRC | US\$1,000,000 | 100 | 成衣生產 Garment manufacturing |
| 揚子江商業有限公司###/### YGM Trading Company Limited #/###/### | 中華人民共和國 The PRC | US\$1,000,000 | 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 PRC | US\$1,000,000 | 100 | 成衣批發及零售 Garment wholesaling and retailing |
| 廣州市奔揚貿易有限公司###/### Guangzhou Benyeung Trading Company Limited ###/### | 中華人民共和國 The PRC | RMB500,000 | 100 | 成衣批發及零售 Garment wholesaling and retailing |
| 雅格獅丹控股有限公司# Aquascutum Holdings Limited # | 英屬處女群島 British Virgin Islands | 1 share | 100 | 投資控股 Investment holding |
| 雅格獅丹國際有限公司 Aquascutum International Limited | 香港 Hong Kong | 2 shares | 100 | 推廣使用商標 Trademark promotion |
| Aquascutum International Licensing Limited | 英國 United Kingdom | 1 share | 100 | 擁有及許可使用商標 Trademark ownership and licensing |
| 雅格獅丹有限公司 Aquascutum Limited | 香港 Hong Kong | 2 shares | 100 | 投資控股、擁有及許可使用商標 Investment holding, trademark ownership and licensing |
| 雅格獅丹(香港)有限公司 Aquascutum (Hong Kong) Limited | 香港 Hong Kong | 100 shares | 100 | 成衣批發及零售 Garment wholesaling and retailing |

主要附屬公司 Principal Subsidiaries

於二零一七年三月三十一日 At 31 March 2017

| 公司名稱 Name of company | 註冊成立/ 成立及經營地點 Place of incorporation/ establishment and business | 已發行及 繳足股本資料 Particulars of issued and paid up capital | 所有權權益 百分率 Percentage of ownership interest | 主要業務 Principal activities |
|---|--|---|--|---|
| Aquascutum (1851) Limited | 英國 United Kingdom | 1 share | 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 | 50,000 shares | 68 | 成衣批發及零售 Garment wholesaling and retailing |
| Luk Hop Garments Limited # | 香港 Hong Kong | 2 shares *10 shares | 100 | 物業投資及物業租賃 Property investment and property leasing |
| Squash International Limited # | 香港 Hong Kong | 2 shares | 100 | 物業投資及物業租賃 Property investment and property leasing |
| 東方聯盟有限公司 # Far East Gate Limited # | 香港 Hong Kong | 60,600,000 shares | 99 | 物業投資及物業租賃 Property investment and property leasing |
| 百樂恆有限公司 # Parahood Limited # | 香港 Hong Kong | 6,000 shares | 80 | 物業投資及物業租賃 Property investment and property leasing |
| Trothy Company Limited # | 香港 Hong Kong | 10,000 shares | 100 | 物業投資及物業租賃 Property investment and property leasing |
| 香港安全系統有限公司 # Hong Kong Security Systems Limited # | 香港 Hong Kong | 2 shares | 100 | 投資控股 Investment holding |
| 香港安全印刷有限公司 # Hong Kong Security Printing Limited # | 香港 Hong Kong | 100 shares | 100 | 安全印刷、一般商業印務及買賣 印刷產品及投資控股 Provision of security printing, general business printing and trading of printing products and investment holding |
| 近訊系統控股有限公司 # NF Systems Holding Limited # | 香港 Hong Kong | 100,000 shares | 95 | 投資控股 Investment holding |
| 近訊系統有限公司 # NF Systems Limited # | 香港 Hong Kong | 1 share | 95 | 認證及電子防偽解決方案之開發 Development of authentication and electronic forgery detection solutions |
| Société Guy Laroche # | 法國 France | EUR1,239,000 | 100 | 擁有及許可使用商標及成衣批發 Trademark ownership and licensing, and garment wholesaling |
| YGM Studio Limited | 香港 Hong Kong | 21,061,000 shares **46,800,000 shares | 100 | 投資控股 Investment holding |
| YGM Consortium Limited | 香港 Hong Kong | 2 shares | 100 | 投資控股 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 non-voting deferred shares.

** Represent non-voting preference shares.

此外，*** 代表於台灣經營的 Michel René Enterprises Limited。

In addition, *** represents Michel René Enterprises Limited which operates in Taiwan.

指並非由畢馬威會計師事務所審核的公司。

該等公司的英文譯名只供參考，其正確名稱以中文為主。

該等公司為中國註冊成立的外商獨資投資企業。

Companies not audited by KPMG.

The English translation of the companies name are for reference only. The official name of the companies are in Chinese.

These are wholly-owned investment enterprises registered in the PRC.

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