

Interim Report  
中期報告 2006/07

**YGM**  
TRADING LTD.

YGM 貿易有限公司

## 中期業績

YGM貿易有限公司(「本公司」)董事會欣然宣佈本公司、其附屬公司及聯營公司(「本集團」)截至二零零六年九月三十日止六個月未經審核的綜合中期業績，連同去年的比較數字及經選擇說明附註如下：

## 簡明綜合損益賬

(以港元列示)

## Interim Results

The Board of Directors of YGM Trading Limited (the "Company") is pleased to announce that the unaudited consolidated interim results of the Company and its subsidiaries and associates (the "Group") for the six months ended 30 September 2006 together with the comparative figures for the corresponding period and selected explanatory notes are as follows :

## Condensed Consolidated Profit and Loss Account

(Expressed in Hong Kong dollars)

		截至九月三十日止六個月 Six months ended 30 September	
		2006 (未經審核) (Unaudited) \$'000	2005 (未經審核) (Unaudited) \$'000
	附註 Note		
<b>營業額</b>	<b>Turnover</b>	<b>442,216</b>	<b>454,880</b>
銷售／服務成本	Cost of sales / services	(158,704)	(165,172)
<b>毛利</b>	<b>Gross profit</b>	<b>283,512</b>	<b>289,708</b>
其他收入	Other revenue	7,197	8,032
其他收益淨額	Other net income	(163)	(1,423)
分銷成本	Distribution costs	(167,492)	(148,322)
行政費用	Administrative expenses	(78,354)	(83,397)
其他經營費用	Other operating expenses	(4,029)	(1,524)
<b>經營溢利</b>	<b>Profit from operations</b>	<b>40,671</b>	<b>63,074</b>
融資成本	Finance costs	(3,289)	(1,295)
應佔聯營公司溢利減虧損	Share of profits less losses of associates	7,878	3,850
<b>除稅前溢利</b>	<b>Profit before taxation</b>	<b>45,260</b>	<b>65,629</b>
所得稅	Income tax	(4,686)	(6,979)
<b>本期間溢利</b>	<b>Profit for the period</b>	<b>40,574</b>	<b>58,650</b>
<b>屬於：</b>	<b>Attributable to:</b>		
本公司權益股東	Equity shareholders of the Company	40,690	56,720
少數股東權益	Minority interests	(116)	1,930
<b>本期間溢利</b>	<b>Profit for the period</b>	<b>40,574</b>	<b>58,650</b>
<b>股息</b>	<b>Dividends</b>	<b>19,998</b>	<b>20,109</b>
<b>每股盈利</b>	<b>Earnings per share</b>		
基本	Basic	26.3 cents	36.7 cents
攤薄	Diluted	N/A	36.5 cents

## 簡明綜合資產負債表

(以港元列示)

## Condensed Consolidated Balance Sheet

(Expressed in Hong Kong dollars)

		附註 Note	九月三十日 30 September 2006 (未經審核) (Unaudited) \$'000	三月三十一日 31 March 2006 (經審核) (Audited) \$'000
<b>非流動資產</b>	<b>Non-current assets</b>			
固定資產	Fixed assets	7		
– 投資物業	– Investment properties		63,300	63,300
– 其他物業、廠房及設備	– Other property, plant and equipment		140,279	141,041
– 按經營租約持作自用的 租賃土地權益	– Interest in leasehold land held for own use under operating lease		5,153	5,121
			208,732	209,462
無形資產	Intangible assets		109,734	110,124
租賃權費用	Lease premium	8	9,380	8,927
聯營公司權益	Interest in associates		83,485	85,317
其他財務資產	Other financial assets		41,980	43,175
遞延稅項資產	Deferred tax assets		51,508	50,047
			504,819	507,052
<b>流動資產</b>	<b>Current assets</b>			
其他財務資產	Other financial assets		7,528	7,528
作買賣用途的證券	Trading securities		5,125	7,550
存貨	Inventories	9	227,529	176,664
應收賬款及其他應收款	Trade and other receivables	10	156,743	135,272
現金及現金等價物	Cash and cash equivalents	11	150,529	152,550
			547,454	479,564
<b>流動負債</b>	<b>Current liabilities</b>			
應付賬款及其他應付款	Trade and other payables	12	222,218	168,600
銀行貸款及透支	Bank loans and overdrafts	13	55,249	30,557
本期所得稅	Current taxation		15,112	13,437
			292,579	212,594
<b>流動資產淨值</b>	<b>Net current assets</b>		<b>254,875</b>	<b>266,970</b>
<b>總資產減流動負債</b>	<b>Total assets less current liabilities</b>		<b>759,694</b>	<b>774,022</b>
<b>非流動負債</b>	<b>Non-current liabilities</b>			
銀行貸款	Bank loans	13	54,659	60,905
遞延稅項負債	Deferred tax liabilities		12,299	12,467
			66,958	73,372
<b>資產淨值</b>	<b>NET ASSETS</b>		<b>692,736</b>	<b>700,650</b>
<b>股本及儲備</b>	<b>CAPITAL AND RESERVES</b>			
股本	Share capital	14	77,342	77,342
儲備	Reserves		597,388	604,487
<b>本公司權益股東應佔 權益總額</b>	<b>Total equity attributable to equity shareholders of the Company</b>		<b>674,730</b>	<b>681,829</b>
少數股東權益	Minority interests		18,006	18,821
<b>權益總額</b>	<b>TOTAL EQUITY</b>		<b>692,736</b>	<b>700,650</b>

## 簡明綜合現金流量表

(以港元列示)

## Condensed Consolidated Cash Flow Statement

(Expressed in Hong Kong dollars)

截至九月三十日止六個月

Six months ended 30 September

		2006 (未經審核) (Unaudited) \$'000	2005 (未經審核) (Unaudited) \$'000
經營活動所得的現金淨額	Net cash generated from operating activities	27,236	42,075
投資活動所得現金淨額	Net cash generated from investing activities	6,150	19,844
融資活動所用現金淨額	Net cash used in financing activities	(34,863)	(69,054)
現金及現金等價物減少淨額	Net decrease in cash and cash equivalents	(1,477)	(7,135)
期初的現金及現金等價物	Cash and cash equivalents at beginning of period	152,550	86,642
外幣匯率變動的影響	Effect of foreign exchange rates changes	(544)	(5,814)
期末的現金及現金等價物	Cash and cash equivalents at end of period	150,529	73,693
現金及現金等價物結存分析	Analysis of the balances of cash and cash equivalents		
現金及銀行結存	Cash and bank balances	150,529	83,081
銀行透支及信託收據貸款	Bank overdrafts and trust receipt loans	–	(9,388)
		150,529	73,693

## 簡明綜合股東權益變動表

(以港元列示)

## Condensed Consolidated Statement of Changes in Equity

(Expressed in Hong Kong dollars)

本公司權益股東應佔權益總額

Total equity attributable to equity shareholders of the Company

		股本	股份溢價	股本贖回儲備	股本儲備	聯營	外匯儲備	土地及樓宇重估儲備	投資物業重估儲備	保留溢利	總額	少數股東權益	權益總額
						公司的購股權儲備		Land and building revaluation reserve	Investment property revaluation reserve				
		Share capital	Share premium	Capital redemption reserve	Capital reserve	Associate's share option reserve	Exchange reserve	Land and building revaluation reserve	Investment property revaluation reserve	Retained profits	Total	Minority interests	Total equity
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
於二零零六年四月一日	At 1 April 2006	77,342	133,383	4,220	23,092	703	9,921	-	-	433,168	681,829	18,821	700,650
折算海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 foreign entities	-	-	-	-	-	1,317	-	-	-	1,317	(178)	1,139
應佔聯營公司外匯儲備	Share of exchange reserve of associates	-	-	-	-	-	393	-	-	-	393	-	393
本期間溢利	Profit for the period	-	-	-	-	-	-	-	-	40,690	40,690	(116)	40,574
因行使購股權而發行股份	Shares issued upon exercise of share options	-	-	-	-	-	-	-	-	-	-	-	-
少數股東權益的已付股息	Dividends paid to minority interests	-	-	-	-	-	-	-	-	-	-	(521)	(521)
本期間內批准屬於上年度的股息	Dividend approved in respect of the previous year	-	-	-	-	-	-	-	-	(49,499)	(49,499)	-	(49,499)
於二零零六年九月三十日	At 30 September 2006	<u>77,342</u>	<u>133,383</u>	<u>4,220</u>	<u>23,092</u>	<u>703</u>	<u>11,631</u>	<u>-</u>	<u>-</u>	<u>424,359</u>	<u>674,730</u>	<u>18,006</u>	<u>692,736</u>
於二零零五年四月一日	At 1 April 2005												
- 於以往呈列	- as previously reported	77,368	132,968	4,181	-	-	-	40,472	6,157	330,588	591,734	16,416	608,150
- 採納 HKAS 40 之影響	- effect of adopting HKAS 40	-	-	-	-	-	-	(40,472)	(6,157)	45,552	(1,077)	-	(1,077)
- 採納 HKFRS 2 之影響	- effect of adopting HKFRS 2	-	77	-	23,278	-	-	-	-	(23,355)	-	-	-
- 重新分類	- reclassification	-	-	-	-	-	14,321	-	-	(14,321)	-	-	-
- 重報	- as restated	77,368	133,045	4,181	23,278	-	14,321	-	-	338,464	590,657	16,416	607,073
折算海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 foreign entities	-	-	-	-	-	(12,910)	-	-	-	(12,910)	(838)	(13,748)
應佔聯營公司外匯儲備	Share of exchange reserve of associates	-	-	-	-	-	(1,749)	-	-	-	(1,749)	-	(1,749)
本期間溢利	Profit for the period	-	-	-	-	-	-	-	-	56,720	56,720	1,930	58,650
因行使購股權而發行股份	Shares issued upon exercise of share options	14	337	-	(48)	-	-	-	-	-	303	-	303
少數股東權益的已付股息	Dividends paid to minority interests	-	-	-	-	-	-	-	-	-	-	(850)	(850)
本期間內批准屬於上年度的股息	Dividend approved in respect of the previous year	-	-	-	-	-	-	-	-	(46,429)	(46,429)	-	(46,429)
於二零零五年九月三十日	At 30 September 2005	<u>77,382</u>	<u>133,382</u>	<u>4,181</u>	<u>23,230</u>	<u>-</u>	<u>(338)</u>	<u>-</u>	<u>-</u>	<u>348,755</u>	<u>586,592</u>	<u>16,658</u>	<u>603,250</u>

## 簡明綜合財務報表 附註

(以港元列示)

### 1. 編製基準

本簡明中期綜合財務報表乃按照香港會計師公會頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」和其他相關香港會計準則及詮釋、香港財務報告準則（「香港財務報告準則」）及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄16的披露規定而編製。

截至二零零六年九月三十日止六個月的簡明中期綜合財務報表為未經審核，惟已由本公司的審核委員會審閱。

編製本簡明中期綜合財務報表所採用的會計政策及編製基準與編製截至二零零六年三月三十一日止年度的經審核財務報表所採用的會計政策及編製基準一致；惟本集團由二零零六年四月一日起採納下列新增及經修訂的香港財務報告準則及香港會計準則及詮釋需要改變若干會計政策：

HKAS 21修訂本－於海外業務的淨投資

HKAS 39修訂本－公允值的選擇

HKAS 39及HKFRS 4修訂本－財務擔保合約

香港（國際財務報告詮釋委員會）詮釋第4號－釐定一項安排是否包含租賃

## Notes to the Condensed Consolidated Financial Statements

(Expressed in Hong Kong dollars)

### 1. Basis of preparation

The condensed consolidated interim financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” and other relevant HKASs and Interpretations, the Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The condensed consolidated interim financial statements for the six months ended 30 September 2006 are unaudited and have been reviewed by the audit committee of the Company.

The accounting policies and basis of preparation used in the preparation of these condensed consolidated interim financial statements are consistent with those adopted in the audited annual financial statements for the year ended 31 March 2006 except the Group has changed certain of its accounting policies in relation to its adoption of the following new and revised HKFRSs and HKASs and Interpretations from 1 April 2006 :

HKAS 21 Amendment – New Investment in Foreign Operation

HKAS 39 Amendment – The Fair Value Option

HKAS 39 & HKFRS 4 Amendments – Financial Guarantee Contracts

HK(IFRIC)-Int 4 – Determining whether an Arrangement contains a Lease

## 1. 編製基準 (續)

採納上列新增及經修訂的香港財務報告準則及香港會計準則及詮釋對截至二零零六年九月三十日止六個月的簡明中期綜合財務報表沒有重大的影響。仍未生效的新增及經修訂的香港財務報告準則及香港會計準則及詮釋，本集團現正評估其對本集團業績及財務狀況的影響。

## 2. 分部報告

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

### 業務分部

本集團的主要業務分部如下：

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

## 1. Basis of preparation (continued)

The adoption of the above new and revised HKFRSs and HKASs and Interpretations does not have any significant impact on the condensed consolidated financial statements for the six months ended 30 September 2006. For those new and revised HKFRSs and HKASs and Interpretations which have not yet been effective, the Group is in the process of assessing their impact on the Group's results and financial positions.

## 2. Segment reporting

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

### Business segments

The Group comprises the following main business segments:

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

## 2. 分部報告 (續)

## 2. Segment reporting (continued)

	銷售成衣	專利權費及 相關收益	印刷及 相關服務	物業租賃	分部間 的對銷	未分配	綜合
	Sales of garments	Royalty and related income	Printing and related services	Property rental	Inter- segment elimination	Unallocated	Consolidated
	2006	2006	2006	2006	2006	2006	2006
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
來自外界客戶的 收入	Revenue from external customers	392,148	29,009	18,063	2,996	-	442,216
來自其他分部收入	Inter-segment revenue	-	520	1,001	3,402	(4,923)	-
總額	Total	<u>392,148</u>	<u>29,529</u>	<u>19,064</u>	<u>6,398</u>	<u>-</u>	<u>442,216</u>
分部業績	Segment result	31,974	2,462	2,877	3,161		40,474
分部間交易	Inter-segment transactions	995	(42)	323	(1,276)		-
分部經營成果	Contribution from operations	32,969	2,420	3,200	1,885		40,474
未分配經營收益 及開支	Unallocated operating income and expenses						197
經營溢利	Profit from operations						40,671
融資成本	Finance costs						(3,289)
應佔聯營公司 溢利減虧損	Share of profits less losses of associates	7,878					7,878
所得稅	Income tax						(4,686)
本期間溢利	Profit for the period						<u>40,574</u>
	銷售成衣	專利權費及 相關收益	印刷及 相關服務	物業租賃	分部間 的對銷	未分配	綜合
	Sales of garments	Royalty and related income	Printing and related services	Property rental	Inter- segment elimination	Unallocated	Consolidated
	2005	2005	2005	2005	2005	2005	2005
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
來自外界客戶的 收入	Revenue from external customers	403,505	28,763	17,915	3,007	-	454,880
來自其他分部收入	Inter-segment revenue	-	302	665	3,470	(4,437)	-
總額	Total	<u>403,505</u>	<u>29,065</u>	<u>18,580</u>	<u>6,477</u>	<u>1,690</u>	<u>454,880</u>
分部業績	Segment result	61,950	2,498	2,458	3,565		70,471
分部間交易	Inter-segment transactions	1,366	-	343	(1,709)		-
分部經營成果	Contribution from operations	63,316	2,498	2,801	1,856		70,471
未分配經營收益 及開支	Unallocated operating income and expenses						(7,397)
經營溢利	Profit from operations						63,074
融資成本	Finance costs						(1,295)
應佔聯營公司 溢利減虧損	Share of profits less losses of associates	3,850					3,850
所得稅	Income tax						(6,979)
本期間溢利	Profit for the period						<u>58,650</u>



## 2. 分部報告 (續)

### 地區分部

本集團的業務遍及世界各地，但於三個主要的經濟環境中經營。香港、台灣及中華人民共和國的其他地區均為本集團成衣業務的主要市場。二零零五年收購 Société Guy Laroche，本集團可通過授出 Guy Laroche 商標的特許權自全球各地賺取收入。香港為本集團的所有其他業務的主要市場。

在呈述地區分部信息時，分部收入是以客戶的所在地為計算基準。

## 2. Segment reporting (continued)

### Geographical segments

The Group's business is managed on a worldwide basis, but participates in three principal economic environments. Hong Kong, Taiwan and other areas of the People's Republic of China are the major markets for the Group's garment business. Hong Kong is the major market for all of the Group's other businesses. Following the acquisition of Société Guy Laroche in 2005, the Group has a worldwide revenue stream from licensing the Guy Laroche trademark. Hong Kong is the major market for all of the Group's other business.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers.

		香港	台灣	中華人民 共和國 其他地區	其他	綜合
		Hong Kong	Taiwan	Other areas of the People's Republic of China	Others	Consolidated
		2006	2006	2006	2006	2006
		\$'000	\$'000	\$'000	\$'000	\$'000
來自外界客戶之收入	Revenue from external customers	226,484	58,073	124,317	33,342	442,216
分部業績	Segments results	25,935	(728)	22,051	(6,587)	40,671
		香港	台灣	中華人民 共和國 其他地區	其他	綜合
		Hong Kong	Taiwan	Other areas of the People's Republic of China	Others	Consolidated
		2005	2005	2005	2005	2005
		\$'000	\$'000	\$'000	\$'000	\$'000
來自外界客戶之收入	Revenue from external customers	213,154	64,875	128,371	48,480	454,880
分部業績	Segments results	40,473	4,980	16,809	812	63,074

### 3. 除稅前溢利

除稅前溢利已扣除／(計入)下列各項：

### 3. Profit before taxation

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

		截至九月三十日止六個月 Six months ended 30 September	
		2006 (未經審核) (Unaudited) \$'000	2005 (未經審核) (Unaudited) \$'000
須於五年內悉數償還 的銀行貸款及其他 借貸利息	Interest on bank advances and other borrowings wholly repayable within five years	3,289	1,295
折舊及攤銷	Depreciation and amortisation	13,827	10,717
作買賣用途的證券的 已變現及未變現 (收益)／虧損淨額	Net realised and unrealised (gain)/loss on trading securities	(2)	4,069
利息收入	Interest income	(4,063)	(2,343)
上市證券的股息收入	Dividend income from listed securities	(293)	(292)

### 4. 所得稅

香港利得稅準備將按本期間估計應課稅溢利的17.5%(二零零五年：17.5%)計算。其他海外附屬公司的稅項則以相關國家適用的現行稅率計算。

### 4. Income tax

The provision for Hong Kong Profits Tax is calculated at 17.5% (2005: 17.5%) of the estimated assessable profits for the period. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

		截至九月三十日止六個月 Six months ended 30 September	
		2006 (未經審核) (Unaudited) \$'000	2005 (未經審核) (Unaudited) \$'000
香港利得稅	Hong Kong Profits Tax	3,947	6,641
海外稅項	Overseas taxation	2,233	2,817
有關產生及撥回暫時 性差額之遞延稅項	Deferred tax relating to the origination and reversal of temporary differences	(1,494)	(2,479)
		<u>4,686</u>	<u>6,979</u>

聯營公司應佔稅項為2,845,000元(二零零五年：2,558,000元)，已計入本簡明綜合損益賬。

Share of tax attributable to associates amounting to \$2,845,000 (2005: \$2,558,000) is included in share of profits less losses of associates on the face of the condensed consolidated profit and loss account.

## 5. 股息

本期間中期股息如下：

## 5. Dividends

Interim dividends attributable to the period are as follows:

		截至九月三十日止六個月 Six months ended 30 September	
		2006 (未經審核) (Unaudited) \$'000	2005 (未經審核) (Unaudited) \$'000
已宣派的中期股息每股 13.0 港仙 (二零零五 年：13.0 港仙)	Interim dividend declared of 13.0 HK cents (2005: 13.0 HK cents)	19,998	20,109

中期報告結算日後宣布派發的股息於結算日並無確認為負債。

The dividends declared after the balance sheet date of the interim period have not been recognised as a liability at the balance sheet date.

## 6. 每股盈利

### (a) 每股基本盈利

每股基本盈利是按本期間的本公司普通股股東應佔溢利40,690,000元(二零零五年：56,720,000元)及已發行普通股加權平均數154,684,792股普通股(二零零五年：154,762,289股普通股)計算。

### (b) 每股攤薄盈利

本期間鑑於普通股份並無潛在的攤薄影響，故本期間並未呈列每股攤薄盈利。二零零五年的每股攤薄盈利是按本公司普通股股東應佔溢利56,720,000元及普通股加權平均數155,423,953股計算。

## 6. Earnings per share

### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of \$40,690,000 (2005: \$56,720,000) and the weighted average of 154,684,792 ordinary shares (2005: 154,762,289 ordinary shares) in issue during the period.

### (b) Diluted earnings per share

Diluted earnings per share for the period is not shown as the potential ordinary shares are anti-dilutive. The calculation of diluted earnings per share for 2005 is based on the profit attributable to ordinary equity shareholders of the Company of \$56,720,000 and weighted average number of ordinary shares of 155,423,953 shares after adjusting for the effects of all dilutive potential ordinary shares.

## 6. 每股盈利 (續)

對賬

		2006 股份數目 Number of shares	2005 股份數目 Number of shares
用於計算每股基本盈利的普通股加權平均數	Weighted average number of ordinary shares used in calculating basic earnings per share	–	154,762,289
視為以無償方式發行的普通股	Deemed issue of ordinary shares for no consideration	–	661,664
用於計算每股攤薄盈利的普通股加權平均數	Weighted average number of ordinary shares used in calculating diluted earnings per share	–	155,423,953

## 6. Earnings per share (continued)

Reconciliation

## 7. 固定資產

固定資產包括投資物業。董事認為無必要於二零零六年九月三十日對本集團的投資物業及租賃土地及樓宇作出專業評估。然而，董事考慮到於二零零六年九月三十日投資物業及租賃土地及樓宇的價格相對於二零零六年三月三十一日所作的專業評估並沒有重大差別，因此，本期間並沒有已確認的重估盈餘或虧絀。

其他固定資產以成本或估值減累計折舊入賬。

於二零零六年九月三十日，賬面總值為44,400,000元的投資物業已抵押予銀行以取得若干的銀行信貸，已使用的銀行信貸金額合共為零元。

## 7. Fixed assets

Fixed assets include investment properties. The Directors are of the opinion that no professional valuation is necessary in respect of the Group's investment properties and leasehold land and buildings as at 30 September 2006. However, the directors have considered that the values of the investment properties and leasehold land and buildings as at 30 September 2006 would not be materially different from the professional valuation made as at 31 March 2006 and, accordingly, no revaluation surplus or deficit has been recognised in the current period.

Other fixed assets are stated at cost or valuation less accumulated depreciation.

At 30 September 2006, certain investment properties with an aggregate carrying value of \$44,400,000 which are pledged to banks for obtaining banking facilities of which \$Nil was utilized.

## 8. 租賃權費用

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

## 9. 存貨

本集團之存貨扣除準備65,048,000元（二零零六年三月三十一日：73,405,000元）後列賬。準備乃按成本或預計可變現淨值的較低者將存貨列賬而作出。

## 10. 應收賬款及其他應收款

## 8. Lease premium

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

## 9. Inventories

Inventories of the Group are stated net of a provision of \$65,048,000 (31 March 2006: \$73,405,000) made in order to state these inventories at the lower of their cost and estimated net realisable value.

## 10. Trade and other receivables

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
應收賬款、應收票據、 按金及預付款	Debtors, bills receivable, deposits and prepayments	154,271	132,415
應收關連公司款項	Amounts due from related companies	1,612	1,997
會所會籍	Club memberships	860	860
		<u>156,743</u>	<u>135,272</u>

除數額為860,000元（二零零六年三月三十一日：860,000元）的會所會籍外，所有應收賬款及其他應收款預期可於一年內收回。

All of the trade and other receivables, apart from club memberships of \$860,000 (31 March 2006: \$860,000), are expected to be recovered within one year.

## 10. 應收賬款及其他應收款

(續)

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

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
未逾期	Current	54,449	66,777
逾期一至三個月	1 to 3 months	11,860	6,304
逾期超過三個月 但少於十二個月	More than 3 months but less than 12 months	11,629	1,360
		<u>77,938</u>	<u>74,441</u>

應收貿易客戶的信貸條款因情況不同而異，一般乃按個別客戶的財務實力而定。為有效管理與貿易客戶交易所產生的信貸風險，本集團會定期對客戶的信貸狀況作出評估。

## 10. Trade and other receivables

(continued)

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

The credit terms given to trade debtors vary and are generally based on the financial strengths of individual debtors. In order to effectively manage the credit risks associated with trade debtors, credit evaluation of debtors is performed periodically.

## 11. 現金及現金等價物

## 11. Cash and cash equivalents

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
銀行及其他財務 機構的存款	Deposits with banks and other financial institutions	71,840	87,718
銀行存款及現金	Cash at bank and in hand	78,689	64,832
		<u>150,529</u>	<u>152,550</u>

## 12. 應付賬款及其他應付款

## 12. Trade and other payables

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
應付票據	Bills payable	1,472	1,471
應付賬款及應計費用	Creditors and accrued charges	215,063	160,396
應付關連公司款項	Amounts due to related companies	5,683	6,733
		<u>222,218</u>	<u>168,600</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.

應付賬款及其他應付款包括應付賬款及應付票據，其截至結算日的賬齡分析如下：

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

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
一個月內或按獲通知時到期	Due within 1 month or on demand	45,296	30,112
一個月後但三個月內到期	Due after 1 month but within 3 months	42,383	25,029
三個月後但六個月內到期	Due after 3 months but within 6 months	1,811	319
六個月後但十二個月內到期	Due over 6 months but within 12 months	2,683	-
		<u>92,173</u>	<u>55,460</u>

## 13. 銀行貸款及透支

## 13. Bank loans and overdrafts

銀行貸款及透支的還款期如下：

The bank loans and overdrafts were repayable as follows :

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
一年內或接獲通知	Within 1 year or on demand	55,249	30,557
一年後但兩年內	After 1 year but within 2 years	14,695	15,509
兩年後但五年內	After 2 years but within 5 years	39,964	45,396
		<u>54,659</u>	<u>60,905</u>
		<u>109,908</u>	<u>91,462</u>

## 13. 銀行貸款及透支 (續)

銀行貸款及透支的抵押情況如下：

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
銀行貸款	Bank loans		
— 有抵押	— secured	61,692	67,124
— 無抵押	— unsecured	48,216	24,338
		<u>109,908</u>	<u>91,462</u>

## 13. Bank loans and overdrafts (continued)

The bank loans and overdrafts were secured as follows :

於二零零六年九月三十日，一間附屬公司為數61,692,000元（於二零零六年三月三十一日：67,124,000元）的銀行貸款以其附屬公司於二零零六年九月三十日的應收賬款及截至該日止期間的特許權使用費收入作為抵押，分別為30,618,000元（於二零零六年三月三十一日：30,963,000元）及29,008,000元（於二零零六年三月三十一日：60,146,000元）。

As at 30 September 2006, the bank loan of a subsidiary amounting to \$61,692,000 (31 March 2006: \$67,124,000) was secured over trade receivables and royalty income of its subsidiary amounting to \$30,618,000 at 30 September 2006 (31 March 2006: \$30,963,000) and \$29,008,000 for the period then ended (31 March 2006: \$60,146,000), respectively.

## 14. 股本

		股數 No. of shares ( '000)	股本 Share capital \$'000
於二零零六年四月一日 及九月三十日	At 1 April 2006 and 30 September 2006	<u>154,685</u>	<u>77,342</u>

## 14. Share capital



## 15. 購股權計劃

本公司於二零零四年九月二十三日採納購股權計劃，旨在鼓勵及獎勵對本集團作出貢獻的合資格人士。於本期間，本公司並無根據該購股權計劃授出購股權。關於期內購股權變動資料載列如下：

## 15. Share option scheme

The Company adopted a share option scheme on 23 September 2004 (the "Share Option Scheme") to provide incentive or rewards to the eligible persons for their contribution to the Group. During the period, no share option was granted pursuant to the Share Option Scheme. Movements in the number of share options granted during the period are set out below :

董事	Directors	期初尚未	期間行使	期間失效的	期終尚未	授予日期	購股權可予 行使期間	購股權授予		
		行使的 購股權數目	購股權購入 的股份數目	購股權數目	行使的 購股權數目			當日的 每股市價	行使購股權後 每股市價	
		No. of options outstanding at the beginning of the period	No. of shares acquired on exercise of options during the period	No. of options lapsed during the period	No. of options outstanding at the period end	Date granted	Period during which options are exercisable	Exercise price per share \$	Market value per share at date of grant of options \$	Market value per share on exercise of options \$
陳瑞球	Chan Sui Kau	1,000,000	-	-	1,000,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
陳永奎及其配偶	Chan Wing Fui, Peter and his spouse	1,500,000	-	-	1,500,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
陳永榮	Chan Wing Sun, Samuel	1,200,000	-	-	1,200,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
周陳淑玲	Chan Suk Ling, Shirley	1,500,000	-	-	1,500,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
傅承蔭	Fu Sing Yam, William	1,200,000	-	-	1,200,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
陳永棋	Chan Wing Kee	800,000	-	-	800,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
陳永滔	Chan Wing To	500,000	-	-	500,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
梁學謙	Leung Hok Lim	100,000	-	-	100,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
王霖	Wong Lam	25,000	-	-	25,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
林克平	Lin Keping	25,000	-	-	25,000	17/1/2005	16/2/2005 to 15/02/2015	12.1	12.0	
		7,850,000	-	-	7,850,000					
僱員	Employees	4,177,000	-	-	4,177,000	17/1/2005	16/2/2005 to 15/02/2015			
總計	Total	12,027,000	-	-	12,027,000					

## 16. 承擔

於期末未償付而又未在中期財務報表內提撥準備的資本承擔如下：

	九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
已訂約 Contracted for	3,311	16,771

## 16. Commitments

Capital commitments outstanding at the period end not provided for in the interim financial statements were as follows :

## 17. 或然負債

於二零零六年九月三十日，本公司為若干附屬公司的銀行信貸而向該等銀行作出之擔保，所涉及的或然負債約為88,523,000元（二零零六年三月三十一日：84,216,000元）。

## 17. Contingent liabilities

At 30 September 2006, there were contingent liabilities in respect of guarantees given to banks by the Company in respect of banking facilities extended to certain subsidiaries amounting to approximately \$88,523,000 (31 March 2006: \$84,216,000).

## 18. 重大關聯人士交易

各董事認為與下列關聯人士進行之重大交易乃在正常營運中按一般商業條款進行：

- (a) 與長江製衣有限公司、其附屬公司及聯營公司（「長江製衣集團」）進行之交易及向其支付之數額（本公司若干董事乃長江製衣集團及本集團之控權股東。）如下：

## 18. Material related party transactions

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

- (a) Transactions with and amounts paid to Yangtzekiang Garment Company 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) :

		截至九月三十日止六個月 Six months ended 30 September	
		2006 \$'000	2005 \$'000
購入商品	Purchases of traded products	15,662	20,908
出售商品	Sales of traded products	4,051	1,181
應付物業租金	Rental payable on properties	1,948	1,948
應付管理費	Management fees payable	372	372
應付大廈管理費	Building management fees payable	162	162

## 18. 重大關聯人士交易 (續)

各董事認為購入及出售商品及租金的價格及條件與從獨立第三者取得或向獨立第三者提供的價格及條件相若。管理費乃為所提供的行政、業務策略、人事、法律及公司秘書工作、會計及管理服務而收取。管理費由有關人士根據所提供的服務成本每年磋商後釐定。長江製衣集團及本集團並無就上述服務訂立任何管理合約。

- (b) 與YGM Marketing Pte Limited (該公司由本公司若干董事實益擁有) 進行的交易如下：

18. Material related party transactions  
(continued)

The purchases and sales of traded products and rental transactions were, in the opinion of the Directors, carried out on prices and terms comparable to those offered to or by independent third parties. The management fees were charged for administration, business strategy, personnel, legal and company secretarial work, accounting and management services provided. The management fees are determined annually between the respective parties after negotiations having regard to the cost of services provided. Yangtzekiang Garment Group and the Group have not entered into any management contract in respect of the said services.

- (b) Transactions with YGM Marketing Pte Limited which is beneficially owned by certain Directors of the Company:

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

		2006 \$'000	2005 \$'000
出售商品	Sales of traded products	1,904	461

各董事認為出售商品的價格及條件與從獨立第三者取得的價格及條件相若。

The sales of traded products were, in the opinion of the Directors, carried out on prices and terms comparable to those offered by independent third party suppliers.

- (c) 與漢登集團控股有限公司 (「漢登控股」) 及其附屬公司 (「漢登控股集團」) 進行的交易 (本公司一名董事及本公司旗下一間附屬公司的若干董事同時為漢登控股的董事兼股東) 如下：

- (c) Transactions with Hang Ten Group Holdings Limited ("HTGH") and its subsidiaries ("HTGH Group"). A Director of the Company and certain directors of a subsidiary of the Company are both directors and shareholders of HTGH :

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

		2006 \$'000	2005 \$'000
獲授之貸款利息	Interest on loan granted	954	959
應付物業租金	Rentals payable on properties	47	101
應收物業租金	Rentals receivable on properties	93	459

## 18. 重大關聯人士交易 (續)

各董事認為租金交易的價格及條件與從獨立第三者取得或提供的價格及條件相若。漢登控股集團並無就上述服務訂立任何管理合約。

- (d) 與 Efficient Sino Holdings Limited (「ESH」) (一間由本公司的附屬公司的若干董事控制的公司，彼等持有 ESH 之控股權益) 進行的交易如下：

## 18. Material related party transactions (continued)

The rental transactions were, in the opinion of the Directors, carried out on prices and terms comparable to those offered to or by independent third parties. HTGH Group has not entered into any management contract in respect of the said services.

- (d) Transactions with Efficient Sino Holdings Limited (「ESH」). ESH is a company controlled by certain directors of a subsidiary of the Company which holds a controlling interest in ESH :

		截至九月三十日止六個月 Six months ended 30 September	
		2006 \$'000	2005 \$'000
獲授之貸款利息	Interest on loan granted	210	211

- (e) 於下列日期應收／(應付) 關聯公司款如下：

- (e) Outstanding balances due from/(to) related companies as at :

		九月三十日 30 September 2006 \$'000	三月三十一日 31 March 2006 \$'000
應收 YGM Marketing Pte Limited 款	Amount due from YGM Marketing Pte Limited	1,020	385
應付漢登控股集團款	Amount due to HTGH Group	(475)	(407)
應收漢登控股集團貸款及應計利息	Loan and accrued interest due from HTGH Group	32,770	33,725
應收 ESH 貸款及應計利息	Loan and accrued interest due from ESH	7,956	7,746
應付長江製衣集團款	Amount due to YangtzeKiang Garment Group	(4,270)	(4,714)

## 18. 重大關聯人士交易 (續)

與關聯公司款結餘乃無抵押、免息及按通知即時償還，惟應收ESH及漢登控股集團貸款及應計利息除外，該等貸款及應計利息為無抵押，以年息6厘計息及須於自墊款日期起計十年後償還，於二零一一年十一月九日前償還32,770,000元，並於二零一二年六月二十四日前償還7,956,000元。

(f) 與非全資附屬公司之交易：

本集團之全資附屬公司向若干非全資附屬公司出售商品之銷售額及於有關結算日所得之貿易結餘，已於編製綜合賬目時沖銷。

## 18. Material related party transactions (continued)

The outstanding balances with related companies are unsecured, interest-free and repayable on demand, except for the loans and accrued interest due from ESH and HTGH Group which are unsecured, interest bearing at 6% per annum and repayable after ten years from the date of advance with \$32,770,000 due to be repaid on 9 November 2011 and \$7,956,000 due to be repaid on 24 June 2012.

(f) Transactions with non-wholly owned subsidiaries:

Sales of traded products by the Group's wholly-owned subsidiaries to certain non-wholly owned subsidiaries and the related period end trade balances have been eliminated on consolidation.

## 中期股息

董事議決向於二零零七年一月十日營業時間結束時名列本公司股東名冊的股東派發截至二零零六年九月三十日止六個月的中期股息每股13.0港仙(二零零五年：13.0港仙)。中期股息將於二零零七年一月十六日派發予股東。

## 暫停辦理股東登記

本公司將於二零零七年一月五日至二零零七年一月十日(包括首尾兩日)暫停辦理股東登記手續，期間不會進行任何股份過戶登記。為符合資格獲派中期股息，所有過戶文件連同有關股票必須於二零零七年一月四日星期四下午四時前送達本公司的股份過戶登記處香港中央證券登記有限公司(地址為香港皇后大道東183號合和中心17樓)。

## 管理層討論及分析

### 財務業績

本集團截至二零零六年九月三十日止六個月的總營業額為港幣442,216,000元，較去年同期港幣454,880,000元下降2.8%。本集團之主要業務成衣銷售總額下降2.8%至港幣392,148,000元(二零零五年：港幣403,505,000元)，佔綜合營業額之88.7%。此外，Société Guy Laroche從外界客戶收取專利權費及相關收入總額為港幣29,009,000元(二零零五年：港幣28,763,000元)。

本集團於期間的毛利總額下2.1%至港幣283,512,000元(二零零五年：港幣289,708,000元)。毛利率輕微上升至64.1%(二零零五年：63.7%)。

期間的經營溢利下降35.5%至港幣40,671,000元(二零零五年：港幣63,074,000元)。分銷成本從去年同期之港幣148,322,000元上升至港幣167,492,000元，主要由於租金開支增加港幣9,800,000元。

期間的融資成本為港幣3,289,000元(二零零五年：港幣1,295,000元)。融資成本上升主要由於銀行貸款上升。

## Interim Dividend

The Directors have resolved to pay an interim dividend of 13.0 HK cents (2005: 13.0 HK cents) per share for the six months ended 30 September 2006 to shareholders whose names appears on the register of members of the Company as at the close of business on 10 January 2007. The interim dividend will be despatched to shareholders on 16 January 2007.

## Closure of Register of Members

The register of members of the Company will be closed from 5 January 2007 to 10 January 2007, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:00 p.m. on Thursday, 4 January 2007.

## Management Discussion and Analysis

### Financial results

The Group's total turnover for the six months ended 30 September 2006 amounted to HK\$442,216,000, a 2.8% decrease when compared with HK\$454,880,000 for the previous year same period. Total sales of garments, the Group's principal business, decreased by 2.8% to HK\$392,148,000 (2005: HK\$403,505,000), representing 88.7% of the consolidated turnover. In addition, total royalty and related income of HK\$29,009,000 (2005: HK\$28,763,000) from external customers was received by Société Guy Laroche.

The Group's gross profit for the period decreased 2.1% to HK\$283,512,000 (2005: HK\$289,708,000). The gross profit margin slightly improved to 64.1% (2005: 63.7%).

Profit from operations for the period decreased by 35.5% to HK\$40,671,000 (2005: HK\$63,074,000). Distribution costs increased from HK\$148,322,000 for the previous year same period to HK\$167,492,000 which was mainly due to an increase in rental charges of HK\$9,800,000.

Finance costs for the period amounted to HK\$3,289,000 (2005: HK\$1,295,000). The increase in finance costs was mainly due to an increase in bank loans.

期間的本公司權益股東應佔溢利為港幣40,690,000元(二零零五年：港幣56,720,000元)，較去年同期下降28.3%。本公司權益股東應佔溢利下降之主因如下：

1. 香港租金開支上升，但銷售額並非如預期般上升。
2. 由於經濟疲弱及政治不穩定，台灣由去年同期錄得溢利港幣4,980,000元轉為於回顧期間輕微虧損港幣728,000元。
3. 由於以往期間之壞賬嚴重及大量銷售商品退回，Société Guy Laroche之虧損較預期嚴重。
4. 本公司之新品牌 Charles Jourdan 及 Guy Laroche 於大中華地區仍然錄得虧損。

#### 業務回顧

##### 銷售成衣

本集團分銷國際知名品牌，包括Aquascutum、Ashworth、Guy Laroche、Charles Jourdan及馬獅龍。本集團於期間在大中華地區增設16間零售門市，將零售門市數目由316間增至332間。

##### 門市的地區分佈

地區	Geographical locations	截至	截至	+ / (-) 門市
		二零零六年九月 As of September 2006	二零零六年三月 As of March 2006	
香港	Hong Kong	44	43	+1
澳門	Macau	7	6	+1
中華人民共和國其他地區	Other areas of the People's Republic of China	216	205	+11
台灣	Taiwan	55	52	+3
歐洲	Europe	7	7	-
東南亞	South East Asia	3	3	-
總計	Total	<u>332</u>	<u>316</u>	+16

Profit attributable to equity shareholders of the Company for the period was HK\$40,690,000 (2005: HK\$56,720,000), representing a decrease of 28.3% from the previous year same period. The decrease was mainly caused by the followings:

1. an increase in rental charges in Hong Kong without the expected increase in sales.
2. a reversal from a profit of HK\$4,980,000 for the previous year same period to a small loss of HK\$728,000 for the period under review in Taiwan, caused by the weak economy and political instability.
3. a greater than unexpected loss in Société Guy Laroche owing to a large extent bad debt and returned goods on sales of prior periods.
4. losses still incurred on our new brands, Charles Jourdan and Guy Laroche in the Greater China region

#### Business review

##### Sales of garments

The Group distributes international famous brands, including Aquascutum, Ashworth, Guy Laroche, Charles Jourdan and Michel Rene. During the period, the Group added 16 new outlets in the Greater China region, increasing the number of outlets from 316 to 332.

##### Breakdown of outlets by geographical locations

截至二零零六年九月，本集團於大中華地區及東南亞經營137間Aquascutum門市、66間Ashworth門市、14間Guy Laroche女裝門市、16間Charles Jourdan門市及92間馬獅龍門市。此外，本集團亦於歐洲經營7間Guy Laroche門市。

#### 其他業務

位於東莞之成衣製造廠錄得較高營業額，惟因能源及員工成本上升而錄得較低溢利。隨著於香港的業務活動增加，香港安全印刷錄得較高營業額及溢利。

#### 展望

由於香港成本上升及仍須承擔新品牌Guy Laroche及Charles Jourdan之開辦成本，回顧期間表現未如理想。由於政治環境不明朗，台灣市場依然疲弱。本公司傳統品牌於市場上依然錄得溢利，並無減弱跡象。本公司正謹慎地發展新品牌，以盡量減低流動虧損，以期日後在大中華地區取得溢利。

#### 資本支出

期內，本集團亦斥資約港幣12,075,000元用作經常性增置及重置固定資產，去年則為港幣15,250,000元。

#### 流動資金及財務資源

本集團的資金來自內部產生的現金流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。

截至二零零六年九月三十日止期間，本集團經營業務產生的現金為港幣27,236,000元（二零零五年：港幣42,075,000元）。於二零零六年九月三十日，本集團擁有現金及銀行存款港幣95,280,000元（已扣除銀行透支及短期銀行貸款及經支付股息港幣49,499,000元），較二零零六年三月三十一日的港幣121,993,000元有所下降。於二零零六年九月三十日，本集團持有可隨時以公允價值轉換為現金的上市證券為港幣5,125,000元。

As of September 2006, the Group have 137 Aquascutum outlets, 66 Ashworth outlets, 14 Guy Laroche Ladies outlets, 16 Charles Jourdan and 92 Michel Rene outlets in the Greater China region and South East Asia. In addition, the Group also have 7 Guy Laroche outlets in Europe.

#### Other businesses

The garment manufacturing plant in Dongguan reported a higher turnover but a lower profit because of rising energy and staff costs. Hong Kong Security Printing reported a higher turnover and profits with the increased business activities in Hong Kong.

#### Prospects

The period under review is disappointing due to the increased costs in Hong Kong and the continued startup costs from the new brands Guy Laroche and Charles Jourdan. The Taiwan market remains weak due to political uncertainty. The traditional lines we market remains profitable in our markets and there is no sign of weakening. We are carrying more careful developments of the newer brands to minimise current losses with a view to achieve future profits in the Greater China region.

#### Capital expenditure

During the period, the Group spent approximately HK\$12,075,000 in recurring additions and replacement of fixed assets, compared to HK\$15,250,000 for the previous year.

#### Liquidity and financial resources

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

For the period ended 30 September 2006, the Group generated HK\$27,236,000 (2005: HK\$42,075,000) of cash from operations. As at 30 September 2006, the Group had cash and bank deposits net of overdrafts and short-term bank loans of HK\$95,280,000 after payments of dividends of HK\$49,499,000, a decrease from HK\$121,993,000 of that as at 31 March 2006. At 30 September 2006, the Group had listed securities which were readily convertible into cash with a fair value of HK\$5,125,000.



本集團於二零零六年九月三十日的淨資產總值為港幣692,736,000元，於二零零六年三月三十一日則為港幣700,650,000元。本集團於期末的資本負債比率為0.16，乃按總借貸港幣109,908,000元及股東權益港幣674,730,000元計算。本集團之借貸按浮動息率計算。

本集團在外匯風險管理亦維持保守作風。其收入及開支主要以港元、新台幣、歐元及人民幣列值。為管理外匯風險，非港幣資產乃盡量主要以當地貨幣債項來融資。

於二零零六年九月三十日，賬面總值為港幣44,400,000元之投資物業已抵押予銀行，以取得銀行信貸，其中已使用金額為港幣零元。

於二零零六年九月三十日，本公司就若干附屬公司的銀行貸款向銀行作出擔保，有或然負債合共約港幣88,523,000元，而於二零零六年三月三十一日為港幣84,216,000元。

#### 購股權計劃

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

期內，並無向本集團董事及僱員授出購股權。期內，本集團董事及僱員沒有行使購股權。

#### 人力資源

於二零零六年九月三十日，本集團的僱員總數約為2,800人。本集團一向為僱員提供具競爭力之酬金，作為彼等所作貢獻之回報，其中包括醫療津貼及退休供款。此外，亦會視乎本集團之業績及個別員工的工作表現而向僱員發放酌情花紅及授出購股權。

The Group's total net assets as at 30 September 2006 were HK\$692,736,000 as compared with HK\$700,650,000 as at 31 March 2006. The Group's gearing ratio at the period end was 0.16 which was calculated based on total borrowings of HK\$109,908,000 and shareholders' funds of HK\$674,730,000. The Group's borrowings are on a floating rate basis.

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

As at 30 September 2006, certain investment properties with an aggregate carrying value of HK\$44,400,000 were pledged to banks for obtaining banking facilities of which HK\$Nil was utilized.

As at 30 September 2006, there were contingent liabilities in respect of guarantees given to banks by the Company in respect of banking facilities extended to certain subsidiaries amounting to approximately HK\$88,523,000, as compared with HK\$84,216,000 as at 31 March 2006.

#### Share option scheme

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

During the period under review, no share option was granted to directors and employees of the Group. And, no option was exercised by directors and employees during the period.

#### Human resources

As at 30 September 2006, the Group had approximately 2,800 employees. The Group offers competitive remuneration packages including medical subsidies and retirement scheme contributions to its employees in compensation for their contribution. In addition, discretionary bonuses and share options may also be granted to the eligible employees based on the Group's and individuals' performances.

## 董事及行政總裁於股份及相關股份之權益

依據《證券及期貨條例》(「證券及期貨條例」)第352條須予存置的董事及行政總裁權益及淡倉登記冊的紀錄，於二零零六年九月三十日在任的本公司董事及行政總裁於該日擁有本公司、其附屬公司及其他相聯法團(定義見證券及期貨條例)已發行股份的權益如下：

### (I) 於已發行股份之權益

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

(i) 該等股份以身為實益擁有人的董事及行政總裁的名義登記。

(ii) 21,888,700股由Chan Family Investment Corporation Limited(由陳瑞球先生、陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、傅承蔭先生、周陳淑玲女士及其他陳氏家族成員擁有)及其附屬公司所持有。

(iii) 24,595,908股由Canfield Holdings Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、周陳淑玲女士及其他陳氏家族成員間接擁有。

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

The Directors and chief executive of the Company who held office at 30 September 2006 had the following interests in the issued shares of the Company, its subsidiaries and other associated corporations (within the meaning of the Securities and Future Ordinance ("SFO") at that date as recorded in the register of directors' and chief executives' interest and short position to be kept under Section 352 of the SFO:

### (I) Interests in issued shares

個人權益(i) Personal interests(i)	每股面值港幣 0.50 元的普通股 Ordinary shares of \$0.50 each			其他權益 Other interests
	家族權益 Family interests	公司權益 Corporate interests	其他權益 Other interests	
4,929,272	214,368	3,840,820		(ii)
324,068	3,820,420	–		(ii),(iii)&(iv)
2,072,072	–	7,291,144		(ii),(iii)&(iv)
3,613,544	16,000	–		(ii),(iii)&(iv)
900,462	–	–		(ii)
3,692,776	819,404	–		(ii),(iii),(iv)&(v)
4,144,736	–	–		(ii),(iii),(iv)&(v)

(i) The shares are registered under the names of the directors and chief executives who are the beneficial owners.

(ii) 21,888,700 shares were held by Chan Family Investment Corporation Limited (which is owned by Messrs Chan Sui Kau, Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To, Fu Sing Yam, William, Madam Chan Suk Ling, Shirley and other members of the Chan family) and its subsidiaries.

(iii) 24,595,908 shares were held by Canfield Holdings Limited, a company which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To, Madam Chan Suk Ling, Shirley and other members of the Chan family.

(iv) 2,917,480股由 Hearty Development Limited持有。該公司由陳永奎先生、陳永棋先生、陳永樂先生、陳永滔先生、周陳淑玲女士及其他陳氏家族成員間接擁有。

(v) 1,597,000股由 Super Team International Limited持有。該公司由陳永棋先生、陳永滔先生及其他陳氏家族成員間接擁有。

## (II) 於相關股份的權益

本公司董事及行政總裁根據本公司購股權計劃獲授購股權的詳情載於附註第15項。

除以上所述者外，本公司董事、行政總裁或任何彼等的配偶或未滿十八歲之子女，概無於本公司或其任何附屬公司或任何權益的股份、相關股份或債權證中擁有須登記於根據證券及期貨條例第352條規定本公司須存置的登記冊，或根據香港聯合交易所有限公司證券上市規則附錄十（「上市規則」）《上市發行人董事進行證券交易的標準守則》規定須另行知會本公司的權益或淡倉。

## 主要股東

於二零零六年九月三十日，根據證券及期貨條例第336條記錄於本公司存置的登記冊，下列人士（除本公司董事及行政總裁外）擁有本公司的股份或相關股份的權益或淡倉百分之五或以上：

名稱	Name	每股面值港幣 0.50元的普通股 Ordinary share of HK\$0.50 each	佔已發行 股本百分比 Percentage of issued share capital
JPMorgan Chase & Co.	JPMorgan Chase & Co.	9,229,000	5.97%

(iv) 2,917,480 shares were held by Hearty Development Limited which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing Sun, Samuel, Chan Wing To, Madam Chan Suk Ling, Shirley and other members of the Chan family.

(v) 1,597,000 shares were held by Super Team International Limited which is indirectly owned by Messrs Chan Wing Kee, Chan Wing To and other members of the Chan family.

## (II) Interests in underlying shares

The Directors and chief executive of the Company have been granted options under the Company's share option scheme, details of which are set out in Note 15.

Apart from the foregoing, none of the Directors and chief executive of the Company or any of their spouses or children under eighteen years of age has any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its subsidiaries or any interests as recorded in the register kept by the Company under section 352 of the SFO or as otherwise notified to the Company pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")

## Substantial Shareholders

As at 30 September 2006, the following persons, other than directors and chief executive of the Company, having interests or short positions of 5 percent or more in the Company's shares or underlying shares were recorded in the register kept by the Company pursuant to section 336 of the SFO :

除上文披露者外，於二零零六年九月三十日，概無其他人士（本公司董事除外），根據證券及期貨條例第XV部第2及3分部條文向本公司披露，或本公司按證券及期貨條例第336條所置存之登記冊所載，擁有本公司股份或相關股份之權益或淡倉。

## 關連交易及董事之合約的權益

依據上市規則第14A章所列的關連交易詳情載於未經審核簡明綜合財務報表附註第18項內。獨立非執行董事認為，該等關連交易均：

- (i) 於一般及日常業務過程中進行；
- (ii) 按正常商業條款或如無可供比較的條款，按本公司獨立股東認為公平合理的條款進行；及
- (iii) 按監管各項交易的協議條款或如並無該等協議，按不遜於給予獨立第三者或由獨立第三者提供（按適用者）的條款進行。

除以上所述者外，本公司或其任何附屬公司於年結時或期內任何時間，均沒有訂立任何本公司董事擁有關鍵性利益關係的重要合約。

## 公司管治

本公司截至二零零六年九月三十日止六個月內一直遵守上市規則附錄14所載的企業管治常規守則；除以下偏差外：

守則條文A.4.1條規定非執行董事（包括獨立非執行董事）的委任應有指任期，並須接受重新選舉。惟本公司的非執行董事之委任並無指定任期，但須按本公司的組織章程細則輪值退任及膺選連任。

Save as disclosed above, no other parties (other than Directors of the Company) disclosed to the Company pursuant to Division 2 and 3 of Part XV of SFO or were recorded in the register kept by the Company under section 336 of the SFO as having an interest or a short position in the shares of underlying shares of the Company as at 30 September 2006.

## Connected Transactions and Directors' interest in Contracts

Details of the connected transactions under Chapter 14A of the Listing Rules are set out on Note 18 to the unaudited condensed consolidated financial statements. In the opinion of the independent non-executive Directors, the connected transactions were:

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

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

## Corporate Governance

The Company had complied with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 September 2006.

Under Code Provision A.4.1, non-executive directors (including independent non-executive directors) should be appointed for a specific term, subject to re-election. However, the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election in accordance with the Company's articles of association.

## 董事進行證券交易的標準守則

本公司已採納有關董事證券交易的證券買賣守則，其條款不遜於上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）載列的規定準則。經過本公司向所有董事作出具體查詢後，所有董事已確認，彼等於回顧期內，一直遵守標準守則載列的規定準則及其證券買賣守則。

## 審核委員會

本公司的審核委員會由本公司三名獨立非執行董事梁學濂先生、王霖先生及林克平先生組成。審核委員會與管理層已審閱本集團所採納的會計原則及準則，並已商討有關內部控制及財務報告事宜，包括審閱本公司截至二零零六年九月三十日止六個月之中期業績報告。

## 購買、出售或贖回本公司的上市證券

於截至二零零六年九月三十日止六個月內，本公司概無贖回其股份。本公司及其任何附屬公司於期內亦並無購買或出售任何本公司的股份。

## 董事會

於本報告日，董事會包括七名執行董事陳瑞球先生、陳永奎先生、陳永樂先生、周陳淑玲女士、傅承蔭先生、陳永棋先生及陳永滔先生和三名獨立非執行董事梁學濂先生、王霖先生及林克平先生。

承董事會命  
陳瑞球  
主席

香港，二零零六年十二月十九日

## Model Code for Securities Transactions by Directors

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

## Audit Committee

The Company's audit committee comprises three independent non-executive Directors of the Company, Mr. Leung Hok Lim, Mr. Wong Lam and Mr. Lin Keping. The audit committee has reviewed with Management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the interim report for the six months ended 30 September 2006.

## Purchase, Sale or Redemption of The Company's Listed Securities

The Company has not redeemed any of its shares during the six months ended 30 September 2006. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the period.

## Board of Directors

As at the date of this report, the Board comprises seven executive Directors, namely Mr. Chan Sui Kau, Mr. Chan Wing Fui, Peter, Mr. Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley, Mr. Fu Sing Yam, William, Mr. Chan Wing Kee and Mr. Chan Wing To and three independent non-executive Directors, namely Mr. Leung Hok Lim, Mr. Wong Lam and Mr. Lin Keping.

By order of the Board  
Chan Sui Kau  
Chairman

Hong Kong, 19 December 2006

