



Oriental Watch Holdings Limited
東方表行集團有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 0398)

積累經年
見證歲月

Withstanding
the test of time

2010
Interim Report
中期業績報告

CORPORATE INFORMATION

BOARD OF DIRECTORS	Mr. Yeung Ming Biu (<i>Chairman</i>) Mr. Yeung Him Kit, Dennis (<i>Managing Director</i>) Mr. Fung Kwong Yiu (<i>Executive Director</i>) Madam Yeung Man Yee, Shirley (<i>Executive Director</i>) Mr. Lam Hing Lun, Alain (<i>Finance Director</i>) Mr. Choi Kwok Yum (<i>Executive Director</i>) Dr. Sun Ping Hsu, Samson (<i>Independent Non-executive Director</i>) Dr. Li Sau Hung, Eddy (<i>Independent Non-executive Director</i>) Mr. Choi Man Chau, Michael (<i>Independent Non-executive Director</i>)
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COMPANY SECRETARY Mr. Lam Hing Lun, Alain

PRINCIPAL BANKERS Hang Seng Bank Limited
Bank of China (Hong Kong)
Limited

AUDITOR Deloitte Touche Tohmatsu
Certified Public Accountants

**HONG KONG BRANCH
SHARE REGISTRARS** Tricor Secretaries Limited
26/F, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

**HONG KONG LEGAL
ADVISER** Jennifer Cheung & Co

**BERMUDA LEGAL
ADVISER** Conyers, Dill & Pearman

REGISTERED OFFICE Clarendon House
Church Street
Hamilton HM 11
Bermuda

**PRINCIPAL PLACE OF
BUSINESS** Room 312-8
China Insurance Group Building
141 Des Voeux Road Central
Central
Hong Kong

公司資料

董事會	楊明標先生(主席) 楊衍傑先生 (董事總經理) 馮廣耀先生 (執行董事) 楊敏儀女士 (執行董事) 林慶麟先生 (財務董事) 蔡國欽先生 (執行董事) 孫秉樞博士 (獨立非執行董事) 李秀恒博士 (獨立非執行董事) 蔡文洲先生 (獨立非執行董事)
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公司秘書 林慶麟先生

主要往來銀行 恒生銀行有限公司
中國銀行(香港)有限公司

核數師 德勤 • 關黃陳方會計師行
執業會計師

**股份過戶登記處
香港分處** 卓佳秘書商務有限公司
香港
灣仔
皇后大道東 28 號
金鐘匯中心 26 樓

香港法律顧問 張美霞律師行

百慕達法律顧問 Conyers, Dill & Pearman

註冊辦事處 Clarendon House
Church Street
Hamilton HM 11
Bermuda

主要營業地點 香港
中環
德輔道中 141 號
中保集團大廈
312-8 室

INTERIM RESULTS

The Board of Directors of Oriental Watch Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months ended 30th September, 2010 together with the comparative figures for the corresponding period in 2009 as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th September, 2010

		(Unaudited) Six months ended (未審核) 截至下列日期止六個月	
		30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
Turnover	營業額	1,678,823	1,417,809
Cost of goods sold	銷貨成本	(1,419,147)	(1,223,629)
Gross profit	毛利	259,676	194,180
Other income	其他收入	24,156	20,345
Distribution and selling expenses	分銷及銷售開支	(69,089)	(53,724)
Administrative expenses	行政開支	(118,688)	(106,776)
Finance costs	融資成本	(5,733)	(7,701)
Profit before taxation	除稅前溢利	90,322	46,324
Taxation	稅項	(19,868)	(12,011)
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內溢利	70,454	34,313
Other comprehensive income (expense)	其他全面收益(開支)		
Exchange difference arising on translation of foreign operations	換算海外業務所產生之匯兌差額	8,437	—
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	726	(1,155)
Other comprehensive income (expense) for the period	期內其他全面收益(開支)	9,163	(1,155)
Total comprehensive income for the period attributable to owners of the Company	本公司擁有人應佔期內全面收益總額	79,617	33,158
Earnings per share	每股盈利		
— Basic	— 基本	18.09 HK cents 港仙	9.56 HK cents 港仙
— Diluted	— 攤薄	17.66 HK cents 港仙	9.56 HK cents 港仙

中期業績

東方表行集團有限公司(「本公司」)董事會欣然宣佈，本公司及其附屬公司(「本集團」)截至二零一零年九月三十日止六個月之未審核綜合業績連同二零零九年同期之比較數字如下：

簡明綜合全面收益表

截至二零一零年九月三十日止六個月

		(Unaudited) Six months ended (未審核) 截至下列日期止六個月	
		30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
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CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30th September, 2010

簡明綜合財務狀況表

於二零一零年九月三十日

		Notes 附註	(Unaudited) (未審核) 30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	(Audited) (經審核) 31st March, 2010 二零一零年 三月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	8	139,832	142,883
Available-for-sale financial assets	可供出售金融資產		23,020	43,694
Property rental deposits	物業租金按金		20,995	24,978
Deposit paid for acquisition of associates	就收購聯營公司支付之按金		6,800	—
			190,647	211,555
Current assets	流動資產			
Inventories	存貨		1,347,305	1,247,838
Trade and other receivables	貿易及其他應收賬款	9	165,025	132,221
Taxation recoverable	可退回稅項		310	397
Bank balances and cash	銀行結餘及現金		197,895	224,881
			1,710,535	1,605,337
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	10	197,500	101,466
Taxation payable	應付稅項		21,285	12,921
Current portion of secured long-term bank loans	有抵押長期銀行貸款之即期部分		30,000	30,000
Short-term bank loans	短期銀行貸款		117,716	186,862
			366,501	331,249
Net current assets	流動資產淨值		1,344,034	1,274,088
Total assets less current liabilities	資產總值減流動負債		1,534,681	1,485,643
Non-current liabilities	非流動負債			
Secured long-term bank loans	有抵押長期銀行貸款		75,000	90,000
Net assets	資產淨值		1,459,681	1,395,643
Capital and reserves	資本及儲備			
Share capital	股本	11	38,948	38,948
Reserves	儲備		1,420,733	1,356,695
Total equity	權益總額		1,459,681	1,395,643

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th September, 2010

簡明綜合權益變動表

截至二零一零年九月三十日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Subscription right reserve 認購權儲備 HK\$'000 千港元	Asset revaluation reserve 資產重估儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元	Translation reserve 換算儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Dividend reserve 股息儲備 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1st April, 2010 (audited)	於二零一零年 四月一日(經審核)	38,948	262,188	1,774	425	-	1,129	5,180	39,989	1,030,431	15,579	1,395,643
Exchange difference arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	8,437	-	-	-	8,437
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	-	-	-	-	-	726	-	-	-	-	726
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	70,454	-	70,454
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	726	-	8,437	70,454	-	79,617
2010 final dividend paid	已派發二零一零年 末期股息	-	-	-	-	-	-	-	-	-	(15,579)	(15,579)
2011 interim dividend declared	已宣派二零一一年 中期股息	-	-	-	-	-	-	-	-	(11,932)	11,932	-
At 30th September, 2010 (unaudited)	於二零一零年九月 三十日(未審核)	38,948	262,188	1,774	425	-	1,855	5,180	48,426	1,088,953	11,932	1,459,681
At 1st April, 2009 (audited)	於二零零九年 四月一日(經審核)	32,325	208,938	1,774	425	920	2,551	5,180	38,401	942,683	11,314	1,244,511
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	-	-	-	-	-	(1,155)	-	-	-	-	(1,155)
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	34,313	-	34,313
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	(1,155)	-	-	34,313	-	33,158
Issue of new shares upon exercise of warrants	因行使認股權證而發行新股份	900	15,570	-	-	(180)	-	-	-	-	-	16,290
Bonus issue of shares	派送紅股	3,323	-	-	-	-	-	-	-	(3,323)	-	-
2009 final dividend paid in respect of shares issued since the approval of the 2009 consolidated financial statements	二零零九年綜合財務報表批准後才發行之股份之已派發二零零九年 末期股息	-	-	-	-	-	-	-	-	-	(315)	(315)
2009 final dividend paid	已派發二零零九年 末期股息	-	-	-	-	-	-	-	-	-	(11,314)	(11,314)
2010 interim dividend declared	已宣派二零一零年 中期股息	-	-	-	-	-	-	-	-	(5,827)	5,827	-
At 30th September, 2009 (unaudited)	於二零零九年九月 三十日(未審核)	36,548	224,508	1,774	425	740	1,396	5,180	38,401	967,531	5,827	1,282,330

The special reserve of the Group comprises the difference between the nominal amount of the share capital issued by the Company and the nominal amount of the issued share capital and special reserves of those companies which were acquired by the Company pursuant to a group reorganisation in 1993. The special reserves of these acquired subsidiaries represent the credit arising on reduction of their paid up share capital under the group reorganisation.

本集團之特別儲備包括本公司已發行股本面值與本公司根據一九九三年進行集團重組而收購之公司已發行股本面值之差額及所收購公司之特別儲備。該等所收購附屬公司之特別儲備指根據集團重組，削減該等公司已繳足股本而產生之進賬。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30th September, 2010

簡明綜合現金流量表

截至二零一零年九月三十日止六個月

(Unaudited)

Six months ended

(未審核)

截至下列日期止六個月

		30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
Net cash from (used in) operating activities	經營業務所產生(所耗)之現金淨額	72,133	(12,324)
Investing activities	投資業務		
Purchase of property, plant and equipment	購買物業、機器及設備	(7,517)	(16,353)
Deposit paid for acquisition of associates	收購聯營公司之已付按金	(6,800)	—
Proceeds from disposal of available-for-sale financial assets	出售可供出售金融資產之所得款項	22,900	—
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之所得款項	2	—
Other investing activities	其他投資業務	203	1,038
Net cash from (used in) investing activities	投資業務所產生(所耗)之現金淨額	8,788	(15,315)
Financing activities	融資活動		
Interest paid	已付利息	(5,936)	(7,791)
Proceeds from issue of new shares	發行新股份之所得款項	—	16,290
New bank loans raised	新造銀行貸款	324,009	572,272
Repayment of bank loans	償還銀行貸款	(411,939)	(578,182)
Dividends paid	已付股息	(15,579)	(11,629)
Net cash used in financing activities	融資活動所耗之現金淨額	(109,445)	(9,040)
Net decrease in cash and cash equivalents	現金及等同現金項目之減少淨額	(28,524)	(36,679)
Cash and cash equivalents at beginning of the period	期初之現金及等同現金項目	224,881	202,618
Effect of foreign exchange rate changes	匯率變動之影響	1,538	—
Cash and cash equivalents at end of the period, represented by bank balances and cash	期終之現金及等同現金項目，由銀行結餘及現金代表	197,895	165,939

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30th September, 2010

1. Basis of preparation

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and with Hong Kong Accounting Standard 34 ("HKAS") "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

2. Principal accounting policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The accounting policies adopted in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual audited financial statements for the year ended 31st March, 2010, except for the accounting policies described below.

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretation ("new or revised HKFRSs") issued by the HKICPA.

The Group has applied Hong Kong Financial Reporting Standard ("HKFRS") 3 (Revised) "Business Combinations" prospectively to business combinations of which the acquisition date is on or after 1st April, 2010. The requirements in HKAS 27 (Revised) "Consolidated and Separate Financial Statements" in relation to accounting for the Group's changes in ownership interests in a subsidiary after control is obtained and for loss of control of a subsidiary have also been applied prospectively by the Group on or after 1st April, 2010.

As there was no transaction during the current interim period to which HKFRS 3 (Revised) and HKAS 27 (Revised) are applicable, the application of HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to other new or revised HKFRSs has had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

Results of the Group in future periods may be affected by future transactions to which HKFRS 3 (Revised), HKAS 27 (Revised) and the consequential amendments to the other new or revised HKFRSs are applicable. The application of the other new and revised HKFRSs had no effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

簡明綜合財務報表附註

截至二零一零年九月三十日止六個月

1. 編撰基準

簡明綜合財務報表乃按香港聯合交易所有限公司(「聯交所」)證券上市規則附錄16之適用披露規定及香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」而編撰。

2. 主要會計政策

除若干金融工具以公平值計量外，簡明綜合財務報表乃按歷史成本基準編撰。

簡明綜合財務報表採用之會計政策與本集團編撰截至二零一零年三月三十一日止年度之年度經審核財務報表所依循者符合一致。

於本中期期間，本集團已首次應用由香港會計師公會頒佈之若干新訂及經修訂準則、修訂本及詮釋(「新訂或經修訂香港財務報告準則」)。

本集團已就收購日期為二零一零年四月一日或其後之業務合併追溯應用香港財務報告準則(「香港財務報告準則」)第3號(經修訂)「業務合併」。本集團亦追溯應用香港會計準則第27號(經修訂)「綜合及獨立財務報表」之會計要求處理本集團於二零一零年四月一日或之後所取得或失去控制權後之附屬公司擁有權之變動。

由於本中期期間並無適用於香港財務報告準則第3號(經修訂)及香港會計準則第27號(經修訂)之交易，故應用香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他新訂或經修訂香港財務報告準則之相應修訂對本集團於本會計期間或過往會計期間之簡明綜合財務報表並無影響。

本集團於未來期間之業績可能因適用於香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)及其他新訂或經修訂香港財務報告準則之未來交易而受影響。應用其他新訂及經修訂香港財務報告準則對本集團於本會計期間或過往會計期間之簡明綜合財務報表並無影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

2. Principal accounting policies (Continued)

The Group has not early applied the following new or revised standards, amendments or interpretations that have been issued but are not yet effective:

HKFRSs (Amendments)	Improvements to HKFRSs 2010 ¹
HKAS 24 (Revised)	Related party disclosures ³
HKFRS 1 (Amendment)	Limited exemption from comparative HKFRS 7 disclosures for first-time adopters ²
HKFRS 9	Financial instruments ⁴
HK(IFRIC) — INT 14 (Amendment)	Prepayments of a minimum funding requirement ³
HK(IFRIC) — INT 19	Extinguishing financial liabilities with equity instruments ²

¹ Effective for annual periods beginning on or after 1st July, 2010 and 1st January, 2011, as appropriate.

² Effective for annual periods beginning on or after 1st July, 2010.

³ Effective for annual periods beginning on or after 1st January, 2011.

⁴ Effective for annual periods beginning on or after 1st January, 2013.

HKFRS 9 “Financial Instruments” introduces new requirements for the classification and measurement of financial assets and will be effective from 1st April, 2013, with earlier application permitted. This Standard requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group’s financial assets.

The directors of the Company anticipate that the application of other new and revised standards, amendments or interpretations will have no material impact on the results and the financial position of the Group.

簡明綜合財務報表附註(續)

2. 主要會計政策(續)

本集團並無提早應用以下已頒佈但尚未生效之新訂或經修訂準則、修訂本或詮釋：

香港財務報告準則 (修訂本)	二零一零年頒佈之香港財務報告準則之改進 ¹
香港會計準則第24號(經修訂)	關連人士之披露 ³
香港財務報告準則第1號(修訂本)	首次採納者有關香港財務報告準則第7號比較披露資料之有限豁免 ²
香港財務報告準則第9號	金融工具 ⁴
香港(國際財務報告詮釋委員會)—詮釋第14號(修訂本)	預付最低融資要求 ³
香港(國際財務報告詮釋委員會)—詮釋第19號	發行權益工具以註銷金融負債 ²

¹ 適用於二零一零年七月一日或二零一一年一月一日(視情況而定)或之後開始之年度期間。

² 適用於二零一零年七月一日或之後開始之年度期間。

³ 適用於二零一一年一月一日或之後開始之年度期間。

⁴ 適用於二零一三年一月一日或之後開始之年度期間。

香港財務報告準則第9號「金融工具」引入對金融資產分類及計量之新規定，並將於二零一三年四月一日起生效，准予提早應用。該準則規定所有符合香港會計準則第39號「金融工具：確認及計量」範疇之已確認金融資產將按攤銷成本或公平值計量。特別是，(i)根據業務模式以收取合約現金流量為目的所持有；及(ii)僅為支付本金及未償還本金之利息而產生合約現金流量之債務投資，一般按攤銷成本計量。所有其他債務投資及權益投資乃按公平值計量。採用香港財務報告準則第9號可能對本集團金融資產之分類及計量造成影響。

本公司董事預計應用其他新訂及經修訂準則、修訂本或詮釋將不會對本集團之業績及財務狀況產生重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

3. Segment information

The Group's operation is sales of goods. The Group's turnover represents consideration received and receivable from sales of watches.

The Group has two operating segments, which are analysed based on geographical location of customers, being (a) Hong Kong, and (b) Macau and the People's Republic of China (the "PRC"), which are managed separately. The Group determines its operating segments based on the internal reports reviewed by the Managing Director of the Group that are used to allocate resources and assess performance.

The following is an analysis of the Group's segment revenue and results by operating segments.

Hong Kong
Macau and the PRC

Unallocated other income
Unallocated corporate expenses
Finance costs

Profit before taxation

Segment profit represents the profit earned by each segment without allocation of directors' salaries, unallocated other income and expenses and finance costs. This is the measure reported to the Managing Director of the Group for the purposes of resources allocation and performance assessment.

Inter-segment sales are charged at the prevailing market rate.

簡明綜合財務報表附註(續)

3. 分部資料

本集團從事銷售貨品業務，而其營業額指銷售鐘表之已收及應收代價。

本集團有兩個按客戶所在地分析之營運分部，分別為(a)香港，以及(b)澳門及中華人民共和國(「中國」)，兩個分部分開管理。本集團按已由本集團董事總經理審閱並賴以作出資源分配及評估表現之內部報告釐定其營運分部。

本集團按營運分部劃分之分部營業額及業績之分析如下：

		Turnover 營業額		Results 業績	
		Six months ended 截至下列日期止六個月		Six months ended 截至下列日期止六個月	
		30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元	30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
Hong Kong	香港	1,135,781	930,576	80,461	40,652
Macau and the PRC	澳門及中國	543,042	487,233	31,426	23,160
		1,678,823	1,417,809	111,887	63,812
Unallocated other income	未分配其他收入			203	1,038
Unallocated corporate expenses	未分配企業開支			(16,035)	(10,825)
Finance costs	融資成本			(5,733)	(7,701)
Profit before taxation	除稅前溢利			90,322	46,324

分部溢利指在未分配董事薪金、未分配其他收支及融資成本下各分部賺取之溢利，此乃向本集團之董事總經理就資源分配及表現評估作出報告之計量方式。

分部間銷售乃按現行市場利率計算。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

4. Profit before taxation

4. 除稅前溢利

		Six months ended 截至下列日期止六個月	
		30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Depreciation of property, plant and equipment	物業、機器及設備之折舊	11,979	13,868
Directors' remuneration (note)	董事酬金(附註)	14,907	9,730
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	1,080	—
and after crediting:	並已計入：		
Dividend income from available-for-sale financial assets	可供出售金融資產之股息收入	—	1,000
Interest income	利息收入	203	38

Note: Key management personnel of the Group mainly include directors of the Company.

附註：本集團之主要管理人員主要包括本公司之董事。

5. Taxation

5. 稅項

		Six months ended 截至下列日期止六個月	
		30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
Hong Kong Profits Tax calculated at 16.5% (2009: 16.5%) on the estimated assessable profit for the period	根據期內估計應課稅溢利按稅率16.5% (二零零九年：16.5%) 計算之香港利得稅	(11,415)	(6,915)
Taxation in other jurisdictions	其他司法權區之稅項	(8,453)	(5,096)
		(19,868)	(12,011)

Taxation in other jurisdictions is calculated at the rates prevailing pursuant to the relevant laws and regulations.

其他司法權區之稅項乃根據有關法例及法規按現行稅率計算。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

6. Dividend

During the six months ended 30th September, 2010, a final dividend of 4.0 Hong Kong cents per share, totalling HK\$15,579,000, in respect of the year ended 31st March, 2010 (2009: 3.5 Hong Kong cents per share, totalling HK\$11,629,000) was approved at the annual general meeting held on 24th August, 2010.

On 17th November, 2010, the directors resolved to declare an interim dividend of 3.0 Hong Kong cents per share in respect of the six months ended 30th September, 2010 (2009: 1.5 Hong Kong cents per share), totalling HK\$11,932,000 (2009: HK\$5,827,000), to be paid in cash to those shareholders whose names appear on the Company's register of members on 10th December, 2010.

7. Earnings per share

Profit for the period attributable to owners of the Company for the purposes of basic and diluted earnings per share

計算每股基本及攤薄盈利
之本公司擁有人應佔期內溢利

Weighted average number of ordinary shares for the purpose of calculating basic earnings per share

計算每股基本盈利之加權平均
普通股數目

Effect of dilutive potential ordinary shares — share options

潛在攤薄普通股之影響
— 購股權

Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share

計算每股攤薄盈利之加權平均
普通股數目

簡明綜合財務報表附註(續)

6. 股息

截至二零一零年九月三十日止六個月內，已於二零一零年八月二十四日舉行之股東週年大會上批准派發截至二零一零年三月三十一日止年度之末期股息每股4.0港仙，合共15,579,000港元(二零零九年：每股3.5港仙，合共11,629,000港元)。

於二零一零年十一月十七日，董事議決宣派截至二零一零年九月三十日止六個月之中期股息每股3.0港仙(二零零九年：每股1.5港仙)，合共11,932,000港元(二零零九年：5,827,000港元)，將以現金派付予二零一零年十二月十日名列本公司股東名冊之股東。

7. 每股盈利

Six months ended 截至下列日期止六個月

30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	30th September, 2009 二零零九年 九月三十日 HK\$'000 千港元
70,454	34,313

Number of shares 股份數目

Six months ended 截至下列日期止六個月

30th September, 2010 二零一零年 九月三十日	30th September, 2009 二零零九年 九月三十日
389,478,520	359,054,710
9,448,205	—
398,926,725	359,054,710

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

8. Property, plant and equipment

During the six months ended 30th September, 2010, the Group incurred HK\$9,226,000 (2009: HK\$16,753,000) to acquire plant and equipment for its operation.

The Group has pledged certain land and buildings with an aggregate carrying value of HK\$41,253,000 (31st March, 2010: HK\$41,475,000) to a bank to secure the bank loan facilities granted to the Group.

9. Trade and other receivables

Trade receivables	貿易應收賬款
Balance of consideration receivable from sale of available-for-sale financial assets	應收出售可供出售金融資產代價之餘款
Property rental and utilities deposits	物業租金及公用設施按金
Advances to apparel suppliers	向服裝供應商墊款
Advances to other suppliers	向其他供應商墊款
VAT receivables	可退回增值稅
Other receivables	其他應收賬款

The Group maintains a general credit policy of not more than 30 days for its wholesales customers. Sales made to retail customers are made on a cash basis. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period:

Age	賬齡
0 to 30 days	0 至 30 日
31 to 60 days	31 至 60 日
61 to 90 days	61 至 90 日
Over 90 days	90 日以上

簡明綜合財務報表附註(續)

8. 物業、機器及設備

於截至二零一零年九月三十日止六個月內，本集團購買了9,226,000港元(二零零九年：16,753,000港元)之機器及設備作其營運用途。

本集團已向銀行抵押總賬面值為41,253,000港元(二零一零年三月三十一日：41,475,000港元)之若干土地及樓宇，以作為本集團獲授銀行貸款融資之抵押。

9. 貿易及其他應收賬款

30th September, 2010 二零一零年九月三十日 HK\$'000 千港元	31st March, 2010 二零一零年三月三十一日 HK\$'000 千港元
137,806	93,523
—	1,500
18,563	16,570
793	1,272
2,229	336
4,521	16,591
1,113	2,429
165,025	132,221

本集團對其批發客戶實行不超過30日之一般信貸政策。零售銷售主要以現金進行。以下為貿易應收賬款於呈報期末按發票日期之賬齡分析：

30th September, 2010 二零一零年九月三十日 HK\$'000 千港元	31st March, 2010 二零一零年三月三十一日 HK\$'000 千港元
126,888	88,354
5,928	3,863
4,063	1,187
927	119
137,806	93,523

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Trade and other payables

Trade payables	貿易應付賬款
Payroll and welfare payables	應付工資及福利
Commission payables	應付佣金
Advances from customers	向客戶墊款
Renovation work payables	應付翻新工程賬款
VAT payables	應付增值稅
Interest payables	應付利息
Property rental payables	應付物業租金
Other payables	其他應付賬款

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

Age	賬齡
0 to 60 days	0至60日
61 to 90 days	61至90日
Over 90 days	90日以上

簡明綜合財務報表附註(續)

10. 貿易及其他應付賬款

30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	31st March, 2010 二零一零年 三月三十一日 HK\$'000 千港元
150,473	61,294
22,826	14,807
3,659	7,433
2,310	4,559
3,329	1,620
815	1,923
885	1,088
—	128
13,203	8,614
197,500	101,466

以下為貿易應付賬款於呈報期末按發票日期呈列之賬齡分析：

30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	31st March, 2010 二零一零年 三月三十一日 HK\$'000 千港元
149,517	58,795
389	1,883
567	616
150,473	61,294

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

簡明綜合財務報表附註(續)

11. Share capital

11. 股本

		Number of shares 股份數目	Amount 價值 HK\$'000 千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股		
Authorised:	法定：		
At 1st April, 2009	於二零零九年四月一日	500,000,000	50,000
Increase on 26th August, 2009	於二零零九年八月二十六日增加	500,000,000	50,000
At 31st March, 2010 and 30th September, 2010	於二零一零年三月三十一日及 二零一零年九月三十日	1,000,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1st April, 2009	於二零零九年四月一日	323,253,200	32,325
Issue of shares upon exercise of warrants	於行使認股權證時發行股份	33,000,000	3,300
Bonus issue of shares	派送紅股	33,225,320	3,323
At 31st March, 2010 and 30th September, 2010	於二零一零年三月三十一日及 二零一零年九月三十日	389,478,520	38,948

- (a) An ordinary resolution was passed at the annual general meeting of the Company held on 26th August, 2009 such that the authorised share capital of the Company was increased from HK\$50,000,000 to HK\$100,000,000 by the creation of 500,000,000 ordinary shares of HK\$0.10 each.

Another ordinary resolution was passed at the same annual general meeting such that the issued share capital was increased by way of a bonus issue by charging HK\$3,323,000 to the retained profits account in payment in full at par of 33,225,320 ordinary shares of HK\$0.10 each on the basis of one new ordinary share for every ten ordinary shares held on 26th August, 2009.

- (b) During the year ended 31st March, 2010 and prior to the bonus issue of shares set out in (a) above, 9,000,000 shares were issued upon exercise of warrants at a subscription price of HK\$1.81 per share, resulting in the issue of 9,000,000 ordinary shares of HK\$0.10 each in the Company.

Subsequent to the bonus issue of shares set out in (a) above, 24,000,000 shares were issued upon exercise of warrants at an adjusted subscription price of HK\$1.65 per share, resulting in the issue of 24,000,000 ordinary shares of HK\$0.10 each in the Company.

The new bonus shares issued on 26th August, 2009 are not entitled to the final dividend for the year ended 31st March, 2009. All other shares issued during that year rank pari passu with the then existing shares in all respects.

- (a) 藉本公司於二零零九年八月二十六日舉行之股東週年大會上通過之普通決議案，本公司之法定股本透過增設500,000,000股每股面值0.10港元之普通股，由50,000,000港元增加至100,000,000港元。

藉於同一股東週年大會上通過之另一項普通決議案，已發行股本以派送紅股方式增加，方式為自保留溢利賬扣除3,323,000港元以按面值繳足根據於二零零九年八月二十六日每持有十股普通股獲派一股新普通股之基準派送之33,225,320股每股面值0.10港元之普通股。

- (b) 於截至二零一零年三月三十一日止年度內及於上文(a)所載之派送紅股前，9,000,000股股份已於按每股1.81港元之認購價行使認股權證後發行，本公司為此而發行9,000,000股每股面值0.10港元之普通股。

於上文(a)所載之派送紅股後，24,000,000股股份已於按每股1.65港元之經調整認購價行使認股權證後發行，本公司為此而發行24,000,000股每股面值0.10港元之普通股。

於二零零九年八月二十六日發行之新紅股並不享有截至二零零九年三月三十一日止年度之末期股息。於年內發行之所有其他股份在各方面與當時之現有股份享有同等權益。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

12. Share-based payment transaction

The Company has share options scheme for eligible directors of the Company, employees, consultants, customers, suppliers or advisors of the Company or a company in which the Company holds an interest or a subsidiary of such company.

Details of specific categories of options are as follows:

Date of grant	Number of share options outstanding at 1st April, 2010 and 30th September, 2010 於二零一零年四月一日及二零一零年九月三十日之未行使購股權數目	Vesting period	Exercisable period	Exercise price per share
授出日期		歸屬期間	可行使期間	每股行使價
16th January, 2004 二零零四年一月十六日	17,820,000	Nil 無	16th January, 2004 to 15th January, 2014 二零零四年一月十六日至二零一四年一月十五日	HK\$1.547 1.547 港元
4th June, 2007 二零零七年六月四日	12,430,000	Nil 無	4th June, 2007 to 3rd June, 2017 二零零七年六月四日至二零一七年六月三日	HK\$1.604 1.604 港元

No share option was exercised during the six months ended 30th September, 2010 (2009: nil).

13. Warrants

On 11th June, 2007, the Company entered into two warrants placing agreements with two independent subscribers in relation to private placing of an aggregate of 55,000,000 warrants to the subscribers, at an issue price of HK\$0.02 per warrant, representing an aggregate subscription price of HK\$1,100,000. The warrants entitle the subscribers to subscribe for new ordinary shares of the Company of HK\$0.10 each at an initial subscription price of HK\$1.81 per share (subject to anti-dilutive adjustment) for a period of 30 months commencing from the date of issue of warrants. Following the bonus issue of the Company's shares on the basis of one new share for every ten shares held on 26th August, 2009, the above subscription price per share was adjusted from HK\$1.81 to HK\$1.65.

During the year ended 31st March, 2010, 33,000,000 new shares were issued on exercise of the warrants.

The subscription rights conferred by the warrants lapsed during the year ended 31st March, 2010. Issue price of these unexercised rights, amounting to HK\$260,000, was credited directly to retained profits.

簡明綜合財務報表附註(續)

12. 以股份為基礎之付款交易

本公司為本公司之合資格董事、本公司之僱員、顧問、客戶、供應商或諮詢人或本公司持有該公司之權益之公司或該公司之附屬公司設有購股權計劃。

特定購股權類別之詳情如下：

13. 認股權證

於二零零七年六月十一日，本公司就按每份認股權證0.02港元之發行價向認購人私人配售合共55,000,000份認股權證而與兩名獨立認購人訂立兩份認股權證配售協議，總認購價為1,100,000港元。認股權證賦予認購人權利，可於自發行認股權證日期起計30個月之期間內按每股1.81港元(視乎反攤薄調整)之初步認購價認購本公司每股面值0.10港元之新普通股。於本公司按於二零零九年八月二十六日每持有十股股份獲派一股新股份之基準派送紅股後，上述每股認購價由1.81港元調整至1.65港元。

於截至二零一零年三月三十一日止年度內，33,000,000股新股已於行使認股權證時發行。

認股權證賦予之認購權於截至二零一零年三月三十一日止年度內失效。該等未行使權利之發行價260,000港元直接計入保留溢利。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Other commitments

At the end of the reporting period, the Group committed to pay royalties for the usage of a fashion brand for manufacture and trading of apparels with a minimum guarantee royalties payment as follows:

Within one year	一年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

The Group was also subject to pay royalties at 6% on total net wholesales made per annum on top of the above minimum guarantee royalties.

15. Event after the reporting period

On 3rd November, 2010, a wholly owned subsidiary of the Company entered into an agreement with an independent third party for the acquisition of 40% equity interest in each of two companies (the "Target Companies") for a consideration of NT\$80,136,000 (equivalent to approximately HK\$20 million). The Target Companies are incorporated in Taiwan. They are principally engaged in the sales of watches in Taiwan. Upon completion of the transaction, the Target Companies will become associates of the Group.

At 30th September, 2010, a refundable deposit amounting to NT\$27,200,000 (equivalent to HK\$6,800,000) was paid to the seller. This deposit was included in the condensed consolidated statement of financial position at 30th September, 2010 as a non-current asset.

簡明綜合財務報表附註(續)

14. 其他承擔

於呈報期末，本集團承諾就使用某一時尚品牌以製造及經銷服飾支付版稅，最低保證版稅之付款額如下：

30th September, 2010 二零一零年 九月三十日 HK\$'000 千港元	31st March, 2010 二零一零年 三月三十一日 HK\$'000 千港元
1,738	1,646
7,353	8,249
9,091	9,895

除上述最低保證版稅外，本集團亦須按每年總批發淨額之6%支付版稅。

15. 呈報期後事項

於二零一零年十一月三日，本公司之全資附屬公司就收購兩間公司(「目標公司」)各自之40%股權與獨立第三方訂立協議，代價為新台幣80,136,000元(相等於約20,000,000港元)。目標公司乃於台灣註冊成立，主要在台灣從事銷售鐘表。於交易完成後，目標公司將成為本集團之聯營公司。

於二零一零年九月三十日，為數新台幣27,200,000元(相等於6,800,000港元)之可退回按金已支付予賣方。該筆按金已計入於二零一零年九月三十日之簡明綜合財務狀況表，列作非流動資產。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30th September, 2010, the interests and short positions of the directors of the Company in the shares and underlying shares of the Company, as recorded in the register required to be kept under Section 352 of the Hong Kong Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies were as follows:

董事擁有之證券權益及淡倉

根據香港證券及期貨條例(「證券及期貨條例」)第352條規定保管之登記冊所記錄，於二零一零年九月三十日，本公司之董事於本公司之股份及相關股份中擁有之權益及淡倉，或根據上市公司董事進行證券交易的標準守則須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及淡倉如下：

Name of director	董事姓名	Number of shares held 所持股份數目			Total number of shares	Percentage of issued share capital of the Company 佔本公司已發行 股本百分比
		Personal interest 個人權益	Family interest 家族權益	Corporate Interest 公司權益		
Yeung Ming Biu	楊明標	15,022,986	6,600,000	106,803,801 <i>(note (a))</i> <i>(附註(a))</i>	128,426,787	32.97%
Yeung Him Kit, Dennis	楊衍傑	2,970,000	—	<i>(note (b))</i> <i>(附註(b))</i>	2,970,000	0.76%
Fung Kwong Yiu	馮廣耀	4,953,467	—	<i>(note (c))</i> <i>(附註(c))</i>	4,953,467	1.27%
Yeung Man Yee, Shirley	楊敏儀	2,970,000	184,301	<i>(note (d))</i> <i>(附註(d))</i>	3,154,301	0.81%
Lam Hing Lun, Alain	林慶麟	2,970,000	—	—	2,970,000	0.76%
Choi Kwok Yum	蔡國欽	2,970,000	—	—	2,970,000	0.76%
Sun Ping Hsu, Samson, Dr.	孫秉樞博士	—	—	2,200,000 <i>(note (e))</i> <i>(附註(e))</i>	2,200,000	0.56%

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES (Continued)

Notes:

- (a) Mr. Yeung Ming Biu and his wife, Madam Au Po Kee, are the beneficial owners of 45% and 22.5% respectively of the issued share capital of Realtower Holdings Limited. Realtower Holdings Limited is the beneficial owner of 65% of the issued share capital of Furama Investments Limited, which is the beneficial owner of 80% of the issued share capital of Datsun Holdings Limited. Datsun Holdings Limited is the beneficial owner of 106,480,000 shares in the Company.

Mr. Yeung Ming Biu is the beneficial owner of 47.5% of the issued share capital of Y.H. Chan Limited, which is the beneficial owner of 25% of the issued share capital of Furama Investments Limited. Y.H. Chan Limited also directly holds 323,801 shares in the Company.

- (b) Mr. Yeung Him Kit, Dennis is the beneficial owner of 10% and 8% of the issued share capital of Realtower Holdings Limited and Real Champ Limited respectively. Real Champ Limited is the beneficial owner of 20% of the issued share capital of Datsun Holdings Limited.
- (c) Mr. Fung Kwong Yiu is the beneficial owner of 6% of the issued share capital of Real Champ Limited.
- (d) Madam Yeung Man Yee, Shirley is the beneficial owner of 7.5% of the issued share capital of Realtower Holdings Limited.
- (e) Dr. Sun Ping Hsu, Samson and his family members are beneficial owners of the entire issued share capital of Sun International Limited, which is the beneficial owner of 2,200,000 shares in the Company.
- (f) The personal interest of each of the above named directors (except Dr. Sun Ping Hsu, Samson) includes/refers to options to subscribe for 2,970,000 shares of the Company as detailed in the paragraph headed "Share option scheme and directors' rights to acquire shares or debentures" below.

Save as disclosed above, and other than certain nominee shares in subsidiaries held by a director in trust for the Company, none of the directors of the Company had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its 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 otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

董事擁有之證券權益及淡倉(續)

附註：

- (a) 楊明標先生及其妻子區寶琪女士分別實益擁有 Realtower Holdings Limited 已發行股本 45% 及 22.5%。Realtower Holdings Limited 實益擁有 Furama Investments Limited 已發行股本 65%。Furama Investments Limited 實益擁有 Datsun Holdings Limited 已發行股本 80%。Datsun Holdings Limited 實益擁有 106,480,000 股本公司股份。

楊明標先生實益擁有陳耀洪有限公司已發行股本 47.5%。陳耀洪有限公司實益擁有 Furama Investments Limited 已發行股本 25%。陳耀洪有限公司亦直接持有 323,801 股本公司股份。

- (b) 楊衍傑先生分別實益擁有 Realtower Holdings Limited 及 Real Champ Limited 已發行股本 10% 及 8%。Real Champ Limited 實益擁有 Datsun Holdings Limited 已發行股本 20%。
- (c) 馮廣耀先生實益擁有 Real Champ Limited 已發行股本 6%。
- (d) 楊敏儀女士實益擁有 Realtower Holdings Limited 已發行股本 7.5%。
- (e) 孫秉樞博士及其家族成員實益擁有 Sun International Limited 全部已發行股本。Sun International Limited 實益擁有 2,200,000 股本公司股份。
- (f) 上述董事(孫秉樞博士除外)各自之個人權益包括/指可認購 2,970,000 股本公司股份之購股權(於下文「購股權計劃及董事購買股份或債券之權利」一段詳述)。

除上文所披露者及一名董事以信託形式代本公司持有附屬公司之若干代理人股份外，根據證券及期貨條例第 352 條規定保管之登記冊所記錄，本公司之董事概無於本公司或其任何相聯法團(定義見證券及期貨條例第 XV 部)之任何股份、相關股份或債券中擁有任何權益或淡倉，或根據上市公司董事進行證券交易的標準守則須知會本公司及聯交所之權益或淡倉。

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Pursuant to an ordinary resolution passed in the Company's special general meeting held on 3rd November, 2003, the Company approved and adopted a Share Option Scheme.

Under the Share Option Scheme, options may be granted to any director of the Company, employee, consultant, customer, supplier or advisor of the Company or a company in which the Company holds an interest or a subsidiary of such company (the "Eligible Persons"), the trustee of the Eligible Persons or a company beneficially owned by the Eligible Persons. The purpose of the Share Option Scheme is to attract and retain quality personnel and other persons to provide incentive to them to contribute to the business and operation of the Company. The total number of shares available for issue under the Share Option Scheme is 38,947,852 shares, representing 10% of the issued share capital of the Company as at the date of this report. No Eligible Persons shall be granted an option in any 12-month period for such number of shares (issued and to be issued) which in aggregate would exceed 1% of the share capital of the Company in issue on the last day of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The exercisable period is determined by the directors, which shall not be more than 10 years from the date of grant, and may include a minimum period for which the options must be held before it can be exercised. An offer of the grant of an option shall be opened for acceptance in writing received by the secretary of the Company for a period of 21 days from the Eligible Persons without paying any consideration upon the acceptance of the offer. The exercise price per share payable on the exercise of an option equals to the highest of:

- (a) the average closing price per share as quoted in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant.
- (b) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of grant; and
- (c) the nominal value of the share.

購股權計劃及董事購買股份或債券之權利

根據本公司於二零零三年十一月三日舉行之股東特別大會上通過之普通決議案，本公司已批准及採納購股權計劃。

根據購股權計劃，購股權可授予本公司之任何董事、僱員、顧問、客戶、本公司之供應商或諮詢人或本公司持有該公司之權益之公司或該公司之附屬公司（「合資格人士」）、合資格人士之信託人或合資格人士實益擁有之公司。購股權計劃旨在向優秀人才及其他人士給予獎勵，以吸引彼等在本集團留任及對本公司之業務及經營作出貢獻。購股權計劃項下可供發行之股份數目合共為38,947,852股，佔本公司於本報告日期之已發行股本10%。根據聯交所證券上市規則（「上市規則」），除非獲本公司股東批准，否則於任何十二個月期間內，合資格人士不得獲授予涉及股份數目（已發行及將予發行）合共超過本公司於該十二個月期間之最後一日之已發行股本1%之購股權。行使期乃由董事釐定，惟不得超過自授出日期起計十年及包括購股權行使前必須持有之最短期限。合資格人士可於提呈授予購股權當日起21日內以書面方式向本公司秘書表示是否接受該提呈，而於接受該提呈時毋須支付任何代價。在行使購股權時應付之每股行使價將為以下三者中之最高者：

- (a) 股份於緊接授出當日前五個營業日在聯交所每日報價表所報之每股平均收市價。
- (b) 股份於授出當日在聯交所每日報價表所報之每股收市價；及
- (c) 股份面值。

SHARE OPTION SCHEME AND DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

The Share Option Scheme is valid for a period of ten years commencing on the adoption date on 3rd November, 2003.

The following table discloses movements of the options granted under the Share Options Scheme to directors and certain employees during the year:

購股權計劃及董事購買股份或債券之權利(續)

購股權計劃自採納日期二零零三年十一月三日起計十年內有效。

下表披露董事及若干僱員於年內根據購股權計劃獲授購股權之變動：

Name or category of participant 參與者姓名或類別	Number of share options 購股權數目			At 30th September, 2010 於二零一零年九月三十日	Date of grant of share options 購股權授出日期	Original exercise price per share 原有每股行使價 HK\$ 港元	Adjusted exercise price per share 經調整每股行使價 HK\$ 港元	Exercisable period 可行使期間
	At 1st April, 2010 於二零一零年四月一日	Granted during the period 期內授出	Lapsed during the period 期內失效					
Directors 董事								
Yeung Ming Biu 楊明標	2,970,000	—	—	2,970,000	16.01.2004	1.702	1.547	16.01.2004 – 15.01.2014
Yeung Him Kit, Dennis 楊衍傑	2,970,000	—	—	2,970,000	16.01.2004	1.702	1.547	16.01.2004 – 15.01.2014
Fung Kwong Yiu 馮廣耀	2,970,000	—	—	2,970,000	16.01.2004	1.702	1.547	16.01.2004 – 15.01.2014
Yeung Man Yee, Shirley 楊敏儀	2,970,000	—	—	2,970,000	16.01.2004	1.702	1.547	16.01.2004 – 15.01.2014
Lam Hing Lun, Alain 林慶麟	2,970,000	—	—	2,970,000	16.01.2004	1.702	1.547	16.01.2004 – 15.01.2014
Choi Kwok Yum 蔡國欽	2,970,000	—	—	2,970,000	16.01.2004	1.702	1.547	16.01.2004 – 15.01.2014
	17,820,000	—	—	17,820,000				
Other employees 其他僱員	12,430,000	—	—	12,430,000	04.06.2007	1.764	1.604	04.06.2007 – 03.06.2017
Total 總計	30,250,000	—	—	30,250,000				

SUBSTANTIAL SHAREHOLDERS

As at 30th September, 2010, according to the register maintained by the Company pursuant to Section 336 of the SFO, the following persons (not being a director or chief executive of the Company) had interests in the share capital of the Company.

Name of shareholder 股東名稱	Number of shares held 所持股份數目	Percentage of issued share capital of the Company 佔本公司已發行股本百分比
Datsun Holdings Limited	106,480,000	27.34%
Furama Investments Limited	106,480,000	27.34%
Realtower Holdings Limited	106,480,000	27.34%

Realtower Holdings Limited holds 65% of the issued share capital of Furama Investments Limited which holds 80% of the issued share capital of Datsun Holdings Limited. Accordingly, both Realtower Holdings Limited and Furama Investments Limited are deemed under the SFO to be interested in the 106,480,000 shares in the Company held by Datsun Holdings Limited.

Save as disclosed above, at 30th September, 2010, there was no person who had any interests or short position in the shares or underlying shares of the Company according to the register maintained by the Company pursuant to Section 336 of the SFO.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 7th December, 2010 to 10th December, 2010 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed interim dividend which will be payable on 17th December, 2010, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 6th December, 2010.

主要股東

本公司根據證券及期貨條例第336條規定存置之登記冊所示，於二零一零年九月三十日，以下人士(並非為本公司之董事或行政總裁)於本公司股本中擁有權益。

Number of shares held 所持股份數目	Percentage of issued share capital of the Company 佔本公司已發行股本百分比
106,480,000	27.34%
106,480,000	27.34%
106,480,000	27.34%

Realtower Holdings Limited 擁有 Furama Investments Limited 已發行股本 65%，Furama Investments Limited 則 擁有 Datsun Holdings Limited 已發行股本 80%。因此，根據證券及期貨條例，Realtower Holdings Limited 及 Furama Investments Limited 均視為擁有 Datsun Holdings Limited 所持之 106,480,000 股本公司股份權益。

按本公司根據證券及期貨條例第336條規定存置之登記冊所示，除上文所披露者外，於二零一零年九月三十日，概無任何人士於本公司之股份或相關股份中擁有任何權益或淡倉。

暫停辦理股份過戶登記手續

本公司將於二零一零年十二月七日至二零一零年十二月十日(包括首尾兩天)暫停辦理股份過戶登記手續，期間不會登記任何股份轉讓。如欲享有擬派之中期股息(將於二零一零年十二月十七日派發)，所有過戶文件連同有關股票須於二零一零年十二月六日下午四時正前送交本公司之股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東28號金鐘匯中心26樓。

MANAGEMENT DISCUSSION AND ANALYSIS

Group results

The Group's unaudited consolidated turnover for the period under review was HK\$1,679 million (2009: HK\$1,418 million) whilst the profit for the period was HK\$70 million (2009: HK\$34 million). The basic earnings per share for the period was 18.09 Hong Kong cents (2009: 9.56 Hong Kong cents). These figures reflected an increase of 18% for the turnover and 105% for the profit respectively, over the same period last year.

Business review and prospects

The management is very encouraged by the results. We have recorded an increase in sales and profit in all segments of our markets: Hong Kong, China and Macau. This is a solid proof that the purchasing power for the luxury market recovered fully from the economic turmoil in 2009. Mainland Chinese customers remain the major source of our growth. As our shops are in prime mainland tourist locations, we are well positioned to capture their business. Chinese economic growth is firmly in a secular uptrend, whilst mainland tourists with their purchasing power rising, continue to make Hong Kong the top shopping destination. We are confident that the fast growth in Hong Kong and China's luxury markets would sustain.

During the period, we have opened two new shops in China: a Rolex & Tudor boutique in Taiyuan, Shanxi province; one multi-brand store in Nanjing, Jiangsu province. A shop in Urumqi was closed due to a less than satisfactory performance. In Hong Kong, the shop opened in Yaumatei last year performed very well, already generating positive returns in the few months of operations. The Group remains committed in seeking for choice locations to expand our distribution network in China, Hong Kong and Macau.

In order to broaden the Group's market scope, adding to our growth momentum, we have recently acquired a 40% interest in a Taiwanese watch company, as part of our long term strategic plan. This target company is a well-established retailer in Taiwan's high-end luxury market. This acquisition will allow the Group to partner with the target company in exploring the Taiwanese market's growth potential as mainland Chinese are now able to tour more freely.

管理層討論及分析

集團業績

回顧期內，本集團之未審核綜合營業額為1,679,000,000港元(二零零九年：1,418,000,000港元)；溢利為70,000,000港元(二零零九年：34,000,000港元)；每股基本盈利為18.09港仙(二零零九年：9.56港仙)。與去年同期比較，營業額上升18%，純利上升105%。

業務回顧及展望

管理層對業績非常滿意。我們在香港、國內及澳門的銷售及利潤各方面均錄得上升幅度。引證著客人對高消費產品的購買能力已由二零零九年金融海嘯中全面復甦過來。客源主要來自國內。香港分店遍佈國內遊客常到的購物區，位於理想地域上，使我們能準確捕捉更多銷售目標。另一方面，國內經濟不斷發展，國民陸續訪港旅遊。我們認為現時高消費產品市場會是生機處處的。

期內我們在國內多開了兩所新店，包括一所位於山西省太原市的勞力士及帝舵專賣店，及另一所位於江蘇省南京市的多品牌分店。同時，烏魯木齊店因為銷售不理想而撤店。香港方面，去年開業的油麻地分店在短短數月內成績斐然。管理層會不斷物色理想地段，於中、港、澳開設更多新店，不斷擴展零售網絡。

除著業績增長的氣勢，我們亦希望擴張公司的業務範圍。最近，我們收購了一台資鐘表貿易公司的40%股份，以作長線而策略性的投資。目標公司是一所信譽超卓的台資鐘表貿易公司，主要於臺北經營高級鐘表零售業務。這一次策略性合作計劃，我們相信台灣是具高度發展潛能的市場，目標是將來中台兩地能自由飛返往來，帶動我們不斷發展的手表零售業務。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business review and prospects (Continued)

Internally, the Group has implemented a new service improvement programme: “the Mystery Shoppers Programme”. This is designed to further enhance the service level in our retail shops. The results so far are very encouraging with positive customer feedback. The Group is determined to maintain top service level as this is one of our competitive advantages in the luxury product business.

The Group continues to exercise strict cost and stock control, maintaining our liquidity hence being able to respond quickly and aptly to any changes in the marketplace.

On behalf of the Group, I would like to thank our customers, suppliers and shareholders for their loyalty and relentless support.

Liquidity and financial resources

At 30th September, 2010, the Group’s total equity reached HK\$1,460 million, compared with HK\$1,396 million as at 31st March, 2010. The Group had net current assets of HK\$1,344 million, including bank and cash balances of HK\$198 million as at 30th September, 2010 compared with balances of HK\$1,274 million and HK\$225 million respectively as at 31st March, 2010. At 30th September, 2010, bank loans totalled HK\$223 million (31st March, 2010: HK\$307 million). At 30th September, 2010, the gearing ratio (defined as total bank borrowing on total equity) was 0.15 (31st March, 2010: 0.22).

Management still considers that financial position of the Group is healthy with adequate funds and unused banking facilities.

Foreign exchange exposure

The Group’s sales and purchase transactions are primarily denominated in Hong Kong dollars and Renminbi. The Group did not face significant risk from exposure to foreign exchange fluctuations.

管理層討論及分析(續)

業務回顧及展望(續)

內政方面，我們正推行著一個服務提昇計劃，名為「神秘顧客密訪計劃」，希望藉此加強改善我們零售店內的服務水平。我們對計劃結果相當滿意，前線服務員的服務質素已在短時間內大大提昇。我們會繼續集中推行有關計劃，這些都是對從事高級零售業務非常重要的。

管理層將繼續保持嚴謹的成本及品質控制，保持著我們穩定的流動資金，令我們能夠迅速適應不斷變化的市場需求。

在此，我謹代表公司多謝我們的顧客、供應商及股東們，多年來對我們忠誠而從不間斷的支持。

流動資金及財務資源

於二零一零年九月三十日，本集團之權益總額達1,460,000,000港元，而於二零一零年三月三十一日則為1,396,000,000港元。於二零一零年九月三十日，本集團之流動資產淨值為1,344,000,000港元，包括198,000,000港元之銀行及現金結餘，而於二零一零年三月三十一日之結餘則分別為1,274,000,000港元及225,000,000港元。於二零一零年九月三十日，銀行貸款合共為223,000,000港元(二零一零年三月三十一日：307,000,000港元)。於二零一零年九月三十日，負債資產比率(定義為銀行借貸總額除以權益總額)為0.15倍(二零一零年三月三十一日：0.22倍)。

管理層仍然認為本集團之財務狀況良好，並具備充裕資金及未動用銀行信貸。

外匯風險

本集團之買賣交易主要以港元及人民幣為單位。本集團並無面對重大外匯波動風險。

STAFF AND EMPLOYMENT

As at 30th September, 2010, the Group employed a total work force of about 820 staff. The staff turnover rate is low. The Group's policy is to review its employee's pay levels and incentive bonus.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the six months ended 30th September, 2010, neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities on The Stock Exchange of Hong Kong Limited.

CORPORATE GOVERNANCE

The Company is committed to the establishment of good governance practices and procedures. The Company has met the code provisions set out in the Code on Corporate Governance Practices ("CG Code") in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules"), throughout the six months ended 30th September, 2010, except the deviation from the code provision A.4.1 of the CG Code.

Under the Code Provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. However, the Independent Non-executive Directors were not appointed for a specific term but are subject to retirement by rotation in annual general meeting of the Company in accordance with the Bye-laws of the Company. The management of the Company considered that there is no imminent need to revise the letter of appointment of Independent Non-executive Directors by adding a specific term in the letter of appointment.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 of the Listing Rules as its own code of conduct regarding Directors' securities transactions. Enquiry has been made with all Directors and all Directors have confirmed that they have complied with the required standard set out in the Model Code during the six months ended 30th September, 2010.

僱員及聘用

於二零一零年九月三十日，本集團共招聘約820名僱員。本集團之僱員流失率極低。本集團之政策向來為檢討僱員之薪酬水平及獎勵花紅。

買賣或贖回本公司上市證券

截至二零一零年九月三十日止六個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司於香港聯合交易所有限公司上市之任何證券。

企業管治

本公司致力制定良好之企業管治常規及程序。於截至二零一零年九月三十日止六個月內，本公司一直符合香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載企業管治常規守則（「企業管治守則」）列載之守則條文，惟偏離企業管治守則之守則條文A.4.1者除外。

根據守則條文A.4.1，非執行董事應按指定年期委任，並須接受重選。然而，獨立非執行董事並無按指定年期委任，但須根據本公司之公司細則在本公司之股東週年大會上輪值退任。本公司管理層認為並無迫切需要透過在委任書加入指定年期修訂獨立非執行董事之委任書。

董事進行證券交易之標準守則

本公司採納了上市規則附錄10所載標準守則，作為其董事進行證券交易之操守守則。本公司已向各董事作出查詢，並獲各董事確認，彼等於截至二零一零年九月三十日止六個月內一直遵守標準守則所載之規定標準。

AUDIT COMMITTEE

The Audit Committee comprises three Independent Non-executive Directors of the Company. Terms of reference of the Audit Committee have been updated in compliance with the CG Code.

The Audit Committee, together with the management of the Company, have reviewed the accounting principles and practices adopted by the Group and discussed internal control and financial reporting matters including the review of unaudited consolidated financial statements for the six months ended 30th September, 2010.

REMUNERATION COMMITTEE

The Remuneration Committee of the Company (“the Remuneration Committee”) comprises three members, a majority of whom are Independent Non-executive Directors of the Company. The principal functions of the Remuneration Committee include reviewing the remuneration policies of the Company, assessing the performance of the directors and senior management of the Company and determining the policies in respect to their remuneration packages.

By order of the Board
Yeung Ming Bui
Chairman

Hong Kong, 17th November, 2010

審核委員會

審核委員會由本公司三名獨立非執行董事組成。審核委員會之職權範圍已按照企業管治守則更新。

審核委員會(連同本公司管理層)已審閱本集團所採用之會計原則及慣例，並已討論有關內部監控及財務報告事宜，包括審閱截至二零一零年九月三十日止六個月之未審核綜合財務報表。

薪酬委員會

本公司之薪酬委員會(「薪酬委員會」)由三名成員組成，當中大部分為本公司之獨立非執行董事。薪酬委員會之主要職責包括檢討本公司之薪酬政策、評估本公司董事及高級管理人員之表現及釐定彼等薪酬組合之相關政策。

承董事會命
主席
楊明標

香港，二零一零年十一月十七日