



東方表行

Oriental Watch Company

50週年誌慶

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: 398)

跨越半世紀
以誠創未來

2011

中期報告 Interim Report





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



FINANCIAL HIGHLIGHTS

- Profit for the period would have been HK\$157 million excluding the impact of share options issued during the period
- Turnover grew 17% to HK\$1,967 million
- Profit attributable to owners of the Company decreased 10% to HK\$63 million
- Basic earnings per share was 11.17 HK cents
- Interim dividend of 3.0 HK cents per share
- Special dividend of 3.0 HK cents per share

財務摘要

- 撇除期內發行購股權之影響，期內溢利將為 157,000,000 港元
- 營業額增長 17% 至 1,967,000,000 港元
- 本公司擁有人應佔溢利減少 10% 至 63,000,000 港元
- 每股基本盈利為 11.17 港仙
- 中期股息為每股 3.0 港仙
- 特別股息為每股 3.0 港仙



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, 2011 together with the comparative figures for the corresponding period in 2010 as follows:

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」)截至二零一一年九月三十日止六個月之未審核綜合業績連同二零一零年同期之比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30th September, 2011

簡明綜合全面收益表

截至二零一一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, 2011 二零一一年 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
Turnover	營業額	1,967,176	1,678,823
Cost of goods sold	銷貨成本	(1,539,576)	(1,419,147)
Gross profit	毛利	427,600	259,676
Other income	其他收入	22,091	24,156
Distribution and selling expenses	分銷及銷售開支	(140,258)	(69,089)
Administrative expenses	行政開支	(207,711)	(118,688)
Finance costs	融資成本	(7,231)	(5,733)
Share of results of associates	應佔聯營公司之業績	2,480	—
Share of results of a jointly controlled entity	應佔共同控制實體之業績	599	—
Profit before taxation	除稅前溢利	97,570	90,322
Income tax expense	所得稅開支	(34,522)	(19,868)
Profit for the period attributable to owners of the Company	本公司擁有人應佔期內溢利	63,048	70,454
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	10,777	8,437
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平價值變動	(1,430)	726
Other comprehensive income for the period	期內其他全面收益	9,347	9,163
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	72,395	79,617
Earnings per share	每股盈利		
— Basic	— 基本	11.17 HK cents 港仙	15.07 HK cents 港仙
— Diluted	— 攤薄	10.99 HK cents 港仙	14.72 HK cents 港仙

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30th September, 2011

簡明綜合財務狀況表

於二零一一年九月三十日

		Notes 附註	(Unaudited) (未審核) 30th September, 2011 二零一一年 九月三十日 HK\$'000 千港元	(Audited) (經審核) 31st March, 2011 二零一一年 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	272,076	155,531
Deposits for acquisition of property, plant and equipment	收購物業、機器及設備之按金		—	10,575
Interests in associates	佔聯營公司之權益		34,274	32,990
Interest in a jointly controlled entity	佔共同控制實體之權益	9	22,589	—
Available-for-sale financial assets	可供出售金融資產		17,118	18,548
Property rental deposits	物業租金按金		14,120	13,977
			360,177	231,621
Current assets	流動資產			
Inventories	存貨		1,667,237	1,377,076
Trade and other receivables	貿易及其他應收賬款	10	186,393	161,423
Taxation recoverable	可退回稅項		49	30
Bank balances and cash	銀行結餘及現金		376,398	600,824
			2,230,077	2,139,353
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	11	257,829	170,222
Taxation payable	應付稅項		51,925	34,702
Current portion of secured long-term bank loans	有抵押長期銀行貸款之即期部份		30,000	30,000
Short-term bank loans	短期銀行貸款		197,990	211,375
			537,744	446,299
Net current assets	流動資產淨值		1,692,333	1,693,054
Total assets less current liabilities	資產總值減流動負債		2,052,510	1,924,675
Non-current liabilities	非流動負債			
Secured long-term bank loans	有抵押長期銀行貸款		45,000	60,000
Net assets	資產淨值		2,007,510	1,864,675
Capital and reserves	資本及儲備			
Share capital	股本	12	56,761	46,951
Reserves	儲備		1,950,749	1,817,724
Total equity	權益總額		2,007,510	1,864,675

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th September, 2011

簡明綜合權益變動表

截至二零一一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	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, 2011 (audited)	於二零一一年四月一日 (經審核)	46,951	515,349	-	425	5,439	5,180	55,563	1,198,207	37,561	1,864,675
Exchange difference arising on translation of foreign operations	換算海外業務所產生之匯兌差額	-	-	-	-	-	-	10,777	-	-	10,777
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	-	-	-	-	(1,430)	-	-	-	-	(1,430)
Profit for the period	期內溢利	-	-	-	-	-	-	-	63,048	-	63,048
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(1,430)	-	10,777	63,048	-	72,395
Recognition of share-based payment expenses	確認以股份為基礎之付款開支	-	-	93,553	-	-	-	-	-	-	93,553
Issue of new shares upon exercise of share options	於行使購股權時發行新股份	420	19,861	(5,833)	-	-	-	-	-	-	14,448
Bonus issue of shares	派送紅股	9,390	-	-	-	-	-	-	(9,390)	-	-
2011 final dividend paid	已派發二零一一年末期股息	-	-	-	-	-	-	-	-	(37,561)	(37,561)
2012 interim dividend declared	已宣派二零一二年中期股息	-	-	-	-	-	-	-	(17,028)	-	(17,028)
2012 special dividend declared	已宣派二零一二年特別股息	-	-	-	-	-	-	-	(17,028)	-	(17,028)
At 30th September, 2011 (unaudited)	於二零一一年九月三十日 (未審核)	56,761	535,210	87,720	425	4,009	5,180	66,340	1,217,809	34,056	2,007,510
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

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, 2011

簡明綜合現金流量表

截至二零一一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, 2011 二零一一年 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
Net cash (used in) from operating activities	經營業務(所耗)所產生之現金淨額	(25,773)	72,133
Investing activities	投資業務		
Purchase of property, plant and equipment	購買物業、機器及設備	(117,068)	(7,517)
Acquisition of and capital injection in a jointly controlled entity	收購共同控制實體及注資	(21,794)	—
Interest received	已收利息	1,908	203
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
Net cash (used in) from investing activities	投資業務(所耗)所產生之現金淨額	(136,954)	8,788
Financing activities	融資活動		
New bank loans raised	新造銀行貸款	218,340	324,009
Proceeds from issue of new shares upon exercise of share options	於行使購股權時發行新股份之所得款項	14,448	—
Repayment of bank loans	償還銀行貸款	(252,154)	(411,939)
Dividends paid	已付股息	(37,561)	(15,579)
Interest paid	已付利息	(7,763)	(5,936)
Net cash used in financing activities	融資活動所耗之現金淨額	(64,690)	(109,445)
Net decrease in cash and cash equivalents	現金及等同現金項目之減少淨額	(227,417)	(28,524)
Cash and cash equivalents at beginning of the period	期初之現金及等同現金項目	600,824	224,881
Effect of foreign exchange rate changes	匯率變動之影響	2,991	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	376,398	197,895



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30th September, 2011

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 and methods of computation used in the condensed consolidated financial statements for the six months ended 30th September, 2011 are the same as those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31st March, 2011, except for the following accounting policies which are adopted by the Group during the current interim period as they have become applicable to the Group.

During the current interim period, the Group acquired 40% equity interests in 寧波匯美鐘錶有限公司 (the "Acquired Company") located in the People's Republic of China (the "PRC"). Upon completion of the acquisition, the Acquired Company is classified as a jointly controlled entity of the Group.

Jointly controlled entities

Joint venture arrangements that involve the establishment of a separate entity in which venturers have joint control over the economic activity of the entity are referred to as jointly controlled entities.

The results and assets and liabilities of jointly controlled entities are incorporated in the condensed consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are initially recognised in the condensed consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

簡明綜合財務報表附註

截至二零一一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。

截至二零一一年九月三十日止六個月之簡明綜合財務報表採用之會計政策及計算方法與編撰本集團截至二零一一年三月三十一日止年度之年度綜合財務報表所依循者相同，惟以下會計政策除外，該等會計政策適用於本集團，故於本中期間獲本集團採納。

於本中期間，本集團收購一間位於中華人民共和國(「中國」)之公司 — 寧波匯美鐘錶有限公司(「已收購公司」)之40%股權。於收購事項完成後，已收購公司分類為本集團之共同控制實體。

共同控制實體

共同控制實體指以合資安排另行成立之獨立實體，其合資方對該實體之經濟活動擁有共同控制權。

共同控制實體之業績及資產與負債以會計權益法計入簡明綜合財務報表。根據權益法，於共同控制實體之投資按成本於簡明綜合財務狀況表初步確認，並其後作出調整以確認本集團應佔該等共同控制實體之損益及其他全面收益。當本集團應佔某共同控制實體之虧損相等或超出其於該共同控制實體之權益(其包括任何長期權益，而該長期權益實質上構成本集團於該共同控制實體投資淨額之一部份)，則本集團不再繼續確認其應佔之進一步虧損。本集團僅會在其須於代表該共同控制實體承擔法律或推定責任或代其支付款項之情況下，方會確認額外虧損。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

2. Principal accounting policies (Continued)

Jointly controlled entities (Continued)

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the jointly controlled entity recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

The requirements of HKAS 39 "Financial instruments: Recognition and measurement" ("HKAS 39") are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in a jointly controlled entity. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of assets" ("HKAS 36") as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Upon disposal of a jointly controlled entity that results in the Group losing joint control over that jointly controlled entity, any retained investment is measured at fair value at that date and the fair value is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between the previous carrying amount of the jointly controlled entity attributable to the retained interest and its fair value is included in the determination of the gain or loss on disposal of the jointly controlled entity. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that jointly controlled entity on the same basis as would be required if that jointly controlled entity had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that jointly controlled entity would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when it loses joint control over that jointly controlled entity.

Where a group entity transacts with its jointly controlled entity, profits and losses resulting from the transactions with the jointly controlled entity are recognised in the Group's condensed consolidated financial statements only to the extent of interests in the jointly controlled entity that are not related to the Group.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

2. 主要會計政策(續)

共同控制實體(續)

任何收購成本超出本集團於收購當日應佔共同控制實體可識別資產、負債及或然負債之公平淨值之數額被確認為商譽。該商譽已包括在投資之賬面值。

任何本集團應佔可識別資產、負債及或然負債重新評估後之公平淨值超出收購成本之差額即時於損益中確認。

香港會計準則第39號「金融工具：確認及計量」(「香港會計準則第39號」)之規定用以釐定是否需要就本集團於共同控制實體之投資確認任何減值虧損。如有需要，投資(包括商譽)之全部賬面值乃根據香港會計準則第36號「資產減值」(「香港會計準則第36號」)作為單獨資產，通過比較可收回金額(即使用價值及公平值減銷售成本之較高者)與賬面值進行減值測試。任何確認之減值虧損屬投資賬面值之一部份。減值虧損之任何撥回乃按香港會計準則第36號確認，惟僅限於投資之可收回金額隨後增加。

於出售共同控制實體而導致本集團失去該共同控制實體之共同控制權後，任何保留之投資於當日按公平值計量，而該公平值根據香港會計準則第39號被初步確認為金融資產之公平值。保留權益應佔之先前共同控制實體賬面值與其公平值之差額在釐定出售共同控制實體之盈虧時包括在內。此外，本集團將先前於其他全面收益中就該共同控制實體確認之所有金額須按該共同控制實體直接出售相關資產或負債所要求之相同基準入賬。因此，倘該共同控制實體在出售相關資產或負債時將先前於其他全面收益確認之盈虧重新分類至損益，本集團會在失去該共同控制實體之共同控制權時將已計入權益之盈虧重新分類至損益(作為重新分類調整)。

某集團實體與其共同控制實體進行交易時，與該共同控制實體進行交易而產生之損益僅在共同控制實體權益與本集團無關之情況下，方會於本集團之簡明綜合財務報表中確認。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

2. Principal accounting policies (Continued)

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 application of the new or revised HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

The Group has not early applied the following new and revised standards, amendments and interpretations that have been issued after the date the consolidated financial statements for the year ended 31st March, 2011 were authorised for issuance but are not yet effective:

HKFRS 10	Consolidated financial statements ²
HKFRS 11	Joint arrangements ²
HKFRS 12	Disclosure of interests in other entities ²
HKFRS 13	Fair value measurement ²
HKAS 1 ¹ (as revised in 2011)	Presentation of financial statements — Presentation of items of other comprehensive income ¹
HKAS 19 (as revised in 2011)	Employee benefits ²
HKAS 27 (as revised in 2011)	Separate financial statements ²
HKAS 28 (as revised in 2011)	Investments in associates and joint ventures ²
HK(IFRIC) — Int 20	Stripping costs in the production phase of a surface mine ³

¹ Effective for annual periods beginning on or after 1st July, 2012.

² Effective for annual periods beginning on or after 1st January, 2013.

³ Effective for annual periods beginning on or after 1st January, 2013 with earlier application permitted.

HKFRS 10 replaces the parts of HKAS 27 "Consolidated and separate financial statements" that deal with consolidated financial statements. Under HKFRS 10, there is only one basis for consolidation, that is control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios. Overall, the application of HKFRS 10 requires extensive use of judgement. The directors of the Company are in the process of assessing the potential impact of the adoption of this standard.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

2. 主要會計政策(續)

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」)。

於本中期期間應用新訂或經修訂香港財務報告準則對此等簡明綜合財務報表所呈報之金額及／或此等簡明綜合財務報表所載之披露事項並無重大影響。

本集團並無提早應用以下於截至二零一一年三月三十一日止年度之綜合財務報表獲授權刊發日期後已頒佈但尚未生效之新訂及經修訂準則、修訂本及詮釋：

香港財務報告準則第10號	綜合財務報表 ²
香港財務報告準則第11號	共同安排 ²
香港財務報告準則第12號	披露佔其他實體之權益 ²
香港財務報告準則第13號	公平值計量 ²
香港會計準則第1號 (於二零一一年修訂)	財務報表之呈報 — 其他全面收益項目之呈報 ¹
香港會計準則第19號 (於二零一一年修訂)	僱員福利 ²
香港會計準則第27號 (於二零一一年修訂)	獨立財務報表 ²
香港會計準則第28號 (於二零一一年修訂)	於聯營公司及合營公司之投資 ²
香港(國際財務報告詮釋委員會) — 詮釋第20號	露天採礦場生產階段之剝採成本 ³

¹ 於二零一二年七月一日或之後開始之年度期間生效。

² 於二零一三年一月一日或之後開始之年度期間生效。

³ 於二零一三年一月一日或之後開始之年度期間生效，可提早採用。

香港財務報告準則第10號取代香港會計準則第27號「綜合及獨立財務報表」處理綜合財務報表之部份。根據香港財務報告準則第10號，只有一項綜合賬目基準，即控制權。此外，香港財務報告準則第10號收錄一項控制權之新定義，其中包括三項元素：(a) 對被投資公司之權力，(b) 對參與被投資公司所得浮動回報之風險或權利，及(c) 將其權力運用於被投資公司，從而影響投資者回報數額之能力。香港財務報告準則第10號已加入大量指引，以應付複雜情況。整體而言，應用香港財務報告準則第10號需要作出大量判斷。本公司董事正在評估採納此準則之潛在影響。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

2. Principal accounting policies (Continued)

HKFRS 11 replaces HKAS 31 “Interests in joint ventures”. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. Under HKFRS 11, there are two types of joint arrangements: joint ventures and joint operations. The classification in HKFRS 11 is based on parties’ rights and obligations under the arrangements. In contrast, under HKAS 31, there are three different types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations.

In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate accounting. The Group’s jointly controlled entity is currently accounted for using the equity method of accounting. The application of HKFRS 11 will have no impact on the accounting treatment for the Group’s joint arrangements.

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

3. Segment information

The Group’s operation is principally sales of watches. The Group’s turnover represents consideration received or receivable from sales of watches.

The Group has two operating segments, which are analysed based on geographical markets of the goods sold, being (a) Hong Kong, and (b) Macau and the PRC, which is also the basis of organisation of the Group for managing the business operations. 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.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

2. 主要會計政策(續)

香港財務報告準則第11號取代香港會計準則第31號「佔合營公司之權益」。香港財務報告準則第11號處理兩名或以上訂約方擁有共同控制權之共同安排應如何分類。根據香港財務報告準則第11號，共有兩類共同安排：合營公司及共同經營。香港財務報告準則第11號之分類乃根據有關安排之訂約方權利及義務而定。反之，根據香港會計準則第31號，共有三類不同類型之共同安排：共同控制實體、共同控制資產及共同控制經營。

此外，香港財務報告準則第11號所指之合營公司須採用會計權益法入賬，而香港會計準則第31號所指之共同控制實體則可採用會計權益法或按比例會計法入賬。目前本集團之共同控制實體乃使用會計權益入賬。應用香港財務報告準則第11號將不會對本集團之共同安排會計處理構成影響。

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

3. 分部資料

本集團主要從事銷售鐘表業務。本集團之營業額指銷售鐘表之已收及應收代價。

本集團有兩個按出售貨品地理市場分析之營運分部，分別為(a)香港，及(b)澳門及中國，亦為組織本集團以管理業務營運之基準。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。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

3. Segment information (Continued)

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

		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, 2011 二零一一年 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, 2011 二零一一年 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
Hong Kong	香港	1,296,284	1,135,781	78,416	80,461
Macau and the PRC	澳門及中國	670,892	543,042	55,448	31,426
		1,967,176	1,678,823	133,864	111,887
Unallocated other income	未分配其他收入			1,908	203
Unallocated corporate expenses	未分配企業開支			(34,050)	(16,035)
Finance costs	融資成本			(7,231)	(5,733)
Share of results of associates	應佔聯營公司之業績			2,480	—
Share of results of a jointly controlled entity	應佔共同控制實體之業績			599	—
Profit before taxation	除稅前溢利			97,570	90,322

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

All segment revenue is generated from external customers for both periods.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

3. 分部資料(續)

以下為本集團按營運分部劃分之分部營業額及業績分析：

		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, 2011 二零一一年 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, 2011 二零一一年 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
Hong Kong	香港	1,296,284	1,135,781	78,416	80,461
Macau and the PRC	澳門及中國	670,892	543,042	55,448	31,426
		1,967,176	1,678,823	133,864	111,887
Unallocated other income	未分配其他收入			1,908	203
Unallocated corporate expenses	未分配企業開支			(34,050)	(16,035)
Finance costs	融資成本			(7,231)	(5,733)
Share of results of associates	應佔聯營公司之業績			2,480	—
Share of results of a jointly controlled entity	應佔共同控制實體之業績			599	—
Profit before taxation	除稅前溢利			97,570	90,322

分部溢利指在未分配董事薪金、融資成本、應佔聯營公司之業績、應佔共同控制實體之業績及未分配其他收支之情況下各分部賺取之溢利，此乃向本集團董事總經理就資源分配及表現評估作出報告之計量方式。

兩個期間之所有分部營業額均來自外部客戶。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

3. Segment information (Continued)

The following is an analysis of the Group's assets by operating segments:

Hong Kong	香港
Macau and the PRC	澳門及中國
Segment total	分部總額
Unallocated	未分配
Total assets	資產總值

4. Profit before taxation

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
Directors' remuneration (note)	董事酬金(附註)
Equity-settled share-based payment expense	股權結算以股份為基礎之付款開支
— other employees	— 其他僱員
— consultants	— 顧問
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損
and after crediting:	並已計入：
Interest income	利息收入

Note: Key management personnel of the Group comprises directors of the Company. The amount above includes equity-settled share-based payment expense of HK\$16,803,000 (2010: nil).

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

3. 分部資料(續)

以下為本集團按營運分部之資產分析：

30th September, 2011 二零一一年 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
1,373,537	1,056,922
765,771	660,839
2,139,308	1,717,761
450,946	653,213
2,590,254	2,370,974

4. 除稅前溢利

Six months ended 截至下列日期止六個月	
30th September, 2011 二零一一年 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
14,716	11,979
32,553	14,907
54,776	—
21,974	—
—	1,080
1,908	203

附註：本集團之主要管理人員包括本公司董事。上述金額包括股權結算以股份為基礎之付款開支16,803,000港元(二零一零年：零)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

5. Income tax expense

The charge comprises:

Hong Kong Profits Tax
Taxation in other jurisdictions

支出包括：

香港利得稅
其他司法權區之稅項

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profit for both periods.

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

6. Dividend

During the six months ended 30th September, 2011, a final dividend of 8.0 HK cents per share, totalling HK\$37,561,000, in respect of the year ended 31st March, 2011 (2010: 4.0 HK cents per share, totalling HK\$15,579,000) was approved at the annual general meeting held on 28th July, 2011.

On 17th November, 2011, the directors resolved to declare an interim dividend of 3.0 HK cents per share (2010: 3.0 HK cents per share) and a special dividend of 3.0 HK cents per share (2010: nil) in respect of the six months ended 30th September, 2011, totalling HK\$34,056,000 (2010: HK\$11,932,000), to be paid in cash to those shareholders whose names appear on the Company's register of members on 14th December, 2011.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

5. 所得稅開支

Six months ended
截至下列日期止六個月

30th September, 2011 二零一一年 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
23,777	11,415
10,745	8,453
34,522	19,868

香港利得稅乃根據兩個期間之估計應課稅溢利按16.5%計算。

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。

6. 股息

截至二零一一年九月三十日止六個月內，已於二零一一年七月二十八日舉行之股東週年大會上批准派發截至二零一一年三月三十一日止年度之末期股息每股8.0港仙，合共37,561,000港元(二零一零年：每股4.0港仙，合共15,579,000港元)。

於二零一一年十一月十七日，董事議決宣派截至二零一一年九月三十日止六個月之中期股息每股3.0港仙(二零一零年：每股3.0港仙)及特別股息每股3.0港仙(二零一零年：無)，合共34,056,000港元(二零一零年：11,932,000港元)，將以現金派付予二零一一年十二月十四日名列本公司股東名冊之股東。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

7. Earnings per share

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

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

Effect of dilutive potential ordinary shares — share options

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

The denominators for the purpose of calculating basic and diluted earnings per share for the six months ended 30th September, 2010 have been adjusted to reflect the bonus issue of shares in July 2011 on the basis of one new ordinary share for every five ordinary shares held.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

7. 每股盈利

Six months ended
截至下列日期止六個月

30th September, 2011 二零一一年 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
63,048	70,454

Number of shares
股份數目

Six months ended
截至下列日期止六個月

30th September, 2011 二零一一年 九月三十日	30th September, 2010 二零一零年 九月三十日 (restated) (重列)
564,585,833	467,374,224
9,331,047	11,337,846
573,916,880	478,712,070

計算截至二零一零年九月三十日止六個月之每股基本及攤薄盈利之分母已作出調整，以反映於二零一一年七月按每持有五股普通股獲派一股新普通股之基準派送紅股。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

8. Property, plant and equipment

During the six months ended 30th September, 2011, the Group incurred expenditure of HK\$130,128,000 (2010: HK\$9,226,000) to acquire property, plant and equipment for its operation.

The Group has pledged certain land and buildings with an aggregate carrying value of HK\$143,849,000 (31st March, 2011: HK\$41,032,000) to a bank to secure the bank loan facilities granted to the Group.

9. Interest in a jointly controlled entity

During the six months ended 30th September, 2011, the Group entered into an agreement with two independent third parties for the acquisition of 40% equity interests in the Acquired Company at a consideration of RMB7,050,000 (equivalent to approximately HK\$8,500,000). The Acquired Company is established in the PRC which is principally engaged in watch trading and has four retail outlets in the PRC. Upon completion of the acquisition, the Group further injected RMB11,000,000 (equivalent to approximately HK\$13,294,000) to the Acquired Company, in the form of cash, representing the Group's 40% share of the additional paid-in capital of the Acquired Company.

10. Trade and other receivables

Trade receivables	貿易應收賬款
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 recoverable	可退回增值稅
Other receivables	其他應收賬款

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

8. 物業、機器及設備

於截至二零一一年九月三十日止六個月內，本集團產生支出130,128,000港元(二零一零年：9,226,000港元)以購買物業、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143,849,000港元(二零一一年三月三十一日：41,032,000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. 佔共同控制實體之權益

於截至二零一一年九月三十日止六個月內，本集團與兩名獨立第三方訂立協議，以收購已收購公司之40%股權，代價為人民幣7,050,000元(相等於約8,500,000港元)。已收購公司於中國成立，主要從事鐘表貿易，於中國設有四間零售店。於收購事項完成後，本集團進一步以現金形式向已收購公司注入人民幣11,000,000元(相等於約13,294,000港元)，相當於本集團應佔已收購公司額外實收資本之40%。

10. 貿易及其他應收賬款

30th September, 2011 二零一一年 九月三十日 HK\$'000 千港元	31st March, 2011 二零一一年 三月三十一日 HK\$'000 千港元
139,058	127,581
34,791	26,387
2,055	2,098
1,441	688
1,073	1,110
7,975	3,559
186,393	161,423

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

10. Trade and other receivables (Continued)

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

11. 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

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

10. 貿易及其他應收賬款(續)

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, 2011 二零一一年 九月三十日 HK\$'000 千港元	31st March, 2011 二零一一年 三月三十一日 HK\$'000 千港元
132,186	120,152
5,139	6,745
119	115
1,614	569
139,058	127,581

11. 貿易及其他應付賬款

30th September, 2011 二零一一年 九月三十日 HK\$'000 千港元	31st March, 2011 二零一一年 三月三十一日 HK\$'000 千港元
194,360	99,633
20,725	27,236
4,952	9,090
4,305	6,943
5,392	2,907
11,400	4,038
373	905
7,437	10,177
8,885	9,293
257,829	170,222

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

11. Trade and other payables (Continued)

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

12. Share capital

Ordinary shares of HK\$0.10 each
 Authorised:
 At 1st April, 2010, 31st March, 2011 and 30th September, 2011

Issued and fully paid:
 At 1st April, 2010
 Issue of shares upon exercise of share options (note a)
 Issue of shares upon placement of new shares (note b)
 Repurchase of shares (note c)

At 31st March, 2011
 Bonus issue of shares (note d)
 Issue of shares upon exercise of share options (note e)

At 30th September, 2011

每股面值0.10港元之普通股
 法定：
 於二零一零年四月一日、
 二零一一年三月三十一日
 及二零一一年九月三十日

已發行及繳足：
 於二零一零年四月一日
 於行使購股權時發行股份(附註a)
 於配售新股份時發行股份(附註b)
 購回股份(附註c)

於二零一一年三月三十一日
 派送紅股(附註d)
 於行使購股權時發行股份(附註e)

於二零一一年九月三十日

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

11. 貿易及其他應付賬款(續)

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, 2011 二零一一年九月三十日 HK\$'000 千港元	31st March, 2011 二零一一年三月三十一日 HK\$'000 千港元
189,652	98,539
3,544	—
1,164	1,094
194,360	99,633

12. 股本

	Number of shares 股份數目	Amount 價值 HK\$'000 千港元
	1,000,000,000	100,000
	389,478,520	38,948
	30,250,000	3,025
	50,000,000	5,000
	(220,000)	(22)
	469,508,520	46,951
	93,901,704	9,390
	4,200,000	420
	567,610,224	56,761



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

12. Share capital (Continued)

- (a) During the year ended 31st March, 2011, directors and employees of the Company exercised share options amounting to 17,820,000 shares and 12,430,000 shares, at an adjusted exercise price of HK\$1.547 per share and HK\$1.604 per share, respectively.
- (b) On 22nd November, 2010, the Company issued 50,000,000 new ordinary shares of HK\$0.10 each for cash under the placing of issued shares and top-up subscription of new shares at a price of HK\$4.38 per share, which represents a discount of approximately 12% to the closing market price of the Company's shares of HK\$4.98 per share as quoted on the Stock Exchange on 22nd November, 2010, the last trading date prior to the entering into of the subscription agreement. The new shares were issued on 3rd December, 2010 under the general mandate granted to the board of directors on 24th August, 2010.
- (c) During the year ended 31st March, 2011, 100,000 shares and 120,000 shares were repurchased by the Company on 11th January, 2011 and 24th February, 2011, respectively, at share prices ranging from HK\$3.63 per share to HK\$4.12 per share.
- (d) By an ordinary resolution passed at the annual general meeting of the Company held on 28th July, 2011, the issued share capital was increased by way of a bonus issue by charging HK\$9,390,000 to the retained profits account in payment in full at par of 93,901,704 ordinary shares of HK\$0.10 each on the basis of one new ordinary share for every five ordinary shares held on 28th July, 2011.
- (e) During the six months ended 30th September, 2011, consultants of the Company exercised share options amounting to 4,200,000 shares, at an adjusted exercise price of HK\$3.44 per share.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

12. 股本(續)

- (a) 於截至二零一一年三月三十一日止年度內，本公司董事及僱員分別以每股1.547港元及每股1.604港元之經調整行使價行使涉及17,820,000股股份及12,430,000股股份之購股權。
- (b) 於二零一零年十一月二十二日，本公司以每股4.38港元(較本公司股份於二零一零年十一月二十二日(訂立認購協議前之最後交易日)於聯交所報之收市價每股4.98港元折讓約12%)之價格根據配售已發行股份及先舊後新認購新股份發行50,000,000股每股面值0.10港元之新普通股，以收取現金。新股份於二零一零年十二月三日根據於二零一零年八月二十四日授予董事會之一般授權發行。
- (c) 於截至二零一一年三月三十一日止年度內，本公司分別於二零一一年一月十一日及二零一一年二月二十四日以介乎每股3.63港元至每股4.12港元之價格購回100,000股股份及120,000股股份。
- (d) 藉本公司於二零一一年七月二十八日舉行之股東週年大會上通過之普通決議案，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9,390,000港元以按面值繳足按於二零一一年七月二十八日每持有五股普通股獲派一股新普通股之基準派送之93,901,704股每股面值0.10港元之普通股。
- (e) 於截至二零一一年九月三十日止六個月內，本公司顧問以每股3.44港元之經調整行使價行使涉及4,200,000股股份之購股權。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

13. Share-based payment transaction

The Company has share options scheme for eligible directors, 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.

On 6th April, 2011, 32,300,000 share options were granted and on 29th August, 2011, 23,000,000 share options were granted. The options may be exercised by the grantees at any time during the option period up to the termination of the employment. All share options vested immediately at the date of grant. The estimated fair values of the options granted on these dates are HK\$44,855,000 and HK\$48,698,000, respectively. The closing prices immediately before the date of grant were HK\$3.95 and HK\$4.38, respectively.

Details of specific categories of options are as follows:

Date of grant 授出日期	Number of share options granted 已授出購股權數目	Exercisable period 可行使期間	Original exercise price per share 原有每股行使價	Adjusted exercise price per share 經調整每股行使價
6th April, 2011	32,300,000 (Note (a))	6th April, 2011 to 5th April, 2021	HK\$4.13	HK\$3.44 (Note (a))
二零一一年四月六日	32,300,000 (附註(a))	二零一一年四月六日至 二零一一年四月五日	4.13 港元	3.44 港元 (附註(a))
29th August, 2011	23,000,000	29th August, 2011 to 28th August, 2021	HK\$4.80	N/A
二零一一年八月二十九日	23,000,000	二零一一年八月 二十九日至二零一一年 八月二十八日	4.80 港元	不適用

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

13. 以股份為基礎之付款交易

本公司為本公司之合資格董事、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。

於二零一一年四月六日，32,300,000份購股權獲授出，而於二零一一年八月二十九日，23,000,000份購股權獲授出。承授人可於購股權期間隨時行使購股權，直至終止僱用為止。所有購股權於授出當日即時歸屬。於該等日期授出之購股權之估計公平值分別為44,855,000港元及48,698,000港元。緊接授出日期前之收市價分別為3.95港元及4.38港元。

特定購股權類別之詳情如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

13. Share-based payment transaction (Continued)

The following tables disclose movements of the Company's share options held by directors, employees and consultants during the six months ended 30th September, 2011:

Share options granted on 6th April, 2011

Categories of participants	參與者類別	Number of shares under option				Outstanding at 30th September, 2011
		Outstanding at 1st April, 2011	Granted during the period	Adjustment on bonus issue of shares	Exercised during the period	
		於二零一一年四月一日未行使	期內授出	派送紅股之調整 (Note (a)) (附註(a))	期內行使	於二零一一年九月三十日未行使
Directors of the Company	本公司董事	—	12,100,000	2,420,000	—	14,520,000
Other employees	其他僱員	—	12,000,000	2,400,000	—	14,400,000
Consultants (Note (b))	顧問(附註(b))	—	8,200,000	1,640,000	(4,200,000)	5,640,000
Total	總計	—	32,300,000	6,460,000	(4,200,000)	34,560,000

Share options granted on 29th August, 2011

Categories of participants	參與者類別	Number of shares under option		
		Outstanding at 1st April, 2011	Granted during the period	Outstanding at 30th September, 2011
		於二零一一年四月一日未行使	期內授出	於二零一一年九月三十日未行使
Other employees	其他僱員	—	18,000,000	18,000,000
Consultants (Note (b))	顧問(附註(b))	—	5,000,000	5,000,000
		—	23,000,000	23,000,000

Note (a): The number of shares under the outstanding options and the exercise price have been adjusted upon the bonus issue of shares on the basis of one new ordinary share for every five ordinary shares held on 28th July, 2011.

Note (b): The share options were granted to consultants for services rendered in exploring investment opportunities for the Group.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

13. 以股份為基礎之付款交易(續)

下表披露於截至二零一一年九月三十日止六個月內董事、僱員及顧問持有之本公司購股權變動：

於二零一一年四月六日授出之購股權

於二零一一年八月二十九日授出之購股權

附註(a)：未行使購股權項下之股份數目及行使價已於按於二零一一年七月二十八日每持有五股普通股獲派一股新普通股之基準派送紅股後作出調整。

附註(b)：購股權乃授予顧問，作為其為本集團發掘投資機會所提供服務之回報。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

13. Share-based payment transaction (Continued)

The Company's share options held by directors and other employees during the six months ended 30th September, 2010 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	Exercisable period	Exercise price per share
授出日期		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	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	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

Note (c): The options outstanding at 30th September, 2010 were all exercised during the six months from 1st October, 2010 to 31st March, 2011. As such, the bonus issue of shares in July 2011, as set out in (a) above did not affect the number of shares under the outstanding options at 30th September, 2010 or their exercise prices.

During the six months ended 30th September, 2011, 4,200,000 shares were exercised (2010: nil). The market prices of the shares on the dates of which options were exercised for the period from 5th August, 2011 to 21st September, 2011 ranged from HK\$4.34 to HK\$6.17 per share.

The weighted average closing price immediately before the exercise date was HK\$5.17.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

13. 以股份為基礎之付款交易(續)

於截至二零一零年九月三十日止六個月內董事及其他僱員持有之本公司購股權如下：

附註(c)：於二零一零年九月三十日之未行使購股權均於二零一零年十月一日至二零一一年三月三十一日止六個月內行使。因此，上文(a)所載於二零一一年七月派送紅股並無影響於二零一零年九月三十日之未行使購股權項下之股份數目或其行使價。

於截至二零一一年九月三十日止六個月內，4,200,000股股份獲行使(二零一零年：零)。於二零一一年八月五日至二零一一年九月二十一日期間行使購股權，行使當日之股份市價介乎每股4.34港元至6.17港元。

緊接行使日期前之加權平均收市價為5.17港元。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

13. Share-based payment transaction (Continued)

The fair values of share options granted during the six months ended 30th September, 2011 were calculated using the Black-Scholes pricing model. The inputs into the model are as follows:

Share options granted on 6th April, 2011

Share price at grant date	於授出日期之股份價格
Exercise price	行使價
Expected volatility	預期波幅
Expected life	預期年期
Risk-free rate	無風險利率
Expected dividend yield	預期股息率

Share options granted on 29th August, 2011

Share price at grant date	於授出日期之股份價格
Exercise price	行使價
Expected volatility	預期波幅
Expected life	預期年期
Risk-free rate	無風險利率
Expected dividend yield	預期股息率

Expected volatilities were determined by using the historical volatility of the Company's share price over the previous years.

The variable and assumptions used in computing the fair values of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognised a share-based payment expense of HK\$93,553,000 for the six months ended 30th September, 2011 (2010: nil) in relation to share options granted by the Company.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

13. 以股份為基礎之付款交易(續)

於截至二零一一年九月三十日止六個月內授出購股權之公平值乃採用「柏力克－舒爾斯」期權定價模式計算。輸入該模式之數據如下：

於二零一一年四月六日授出之購股權

Share price at grant date	於授出日期之股份價格	HK\$4.13	4.13 港元
Exercise price	行使價	HK\$4.13	4.13 港元
Expected volatility	預期波幅	53.41%	53.41%
Expected life	預期年期	3 years	3 年
Risk-free rate	無風險利率	1.42%	1.42%
Expected dividend yield	預期股息率	1.69%	1.69%

於二零一一年八月二十九日授出之購股權

Share price at grant date	於授出日期之股份價格	HK\$4.80	4.80 港元
Exercise price	行使價	HK\$4.80	4.80 港元
Expected volatility	預期波幅	45.20%	45.20%
Expected life	預期年期	10 years	10 年
Risk-free rate	無風險利率	2.25%	2.25%
Expected dividend yield	預期股息率	1.91%	1.91%

預期波幅乃採用過往年度之本公司股價歷史波幅釐定。

計算購股權公平值時採用之變數及假設乃根據董事之最佳估計作出。購股權價值因若干主觀假設之不同變數而異。

截至二零一一年九月三十日止六個月，本集團就本公司授出之購股權確認以股份為基礎之付款開支 93,553,000 港元(二零一零年：零)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the six months ended 30th September, 2011

14. Capital commitments

Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements

已訂約但未於簡明綜合財務報表內撥備之收購物業、機器及設備相關資本承擔

15. 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

In the second to fifth year inclusive

一年內

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.

簡明綜合財務報表附註(續)

截至二零一一年九月三十日止六個月

14. 資本承擔

30th September, 2011 二零一一年 九月三十日 HK\$'000 千港元	31st March, 2011 二零一一年 三月三十一日 HK\$'000 千港元
—	90,786

15. 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而支付版稅，最低保證版稅之付款額如下：

30th September, 2011 二零一一年 九月三十日 HK\$'000 千港元	31st March, 2011 二零一一年 三月三十一日 HK\$'000 千港元
2,085	1,888
5,299	6,383
7,384	8,271

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。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 30th September, 2011, the interests 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，於二零一一年九月三十日，本公司之董事於本公司之股份及相關股份中擁有之權益，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」)之權益如下：

Name of director	董事姓名	Number of shares held 所持股份數目			Total number of shares 股份總數	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		
Mr. Yeung Ming Biu	楊明標先生	18,267,583	7,920,000	128,164,561 <i>(note (a))</i> <i>(附註(a))</i>	154,352,144	27.19%
Mr. Yeung Him Kit, Dennis	楊衍傑先生	3,804,000	—	<i>(note (b))</i> <i>(附註(b))</i>	3,804,000	0.67%
Mr. Choi Kwok Yum	蔡國欽先生	4,728,000	—	—	4,728,000	0.83%
Mr. Fung Kwong Yiu	馮廣耀先生	6,508,160	—	<i>(note (c))</i> <i>(附註(c))</i>	6,508,160	1.14%
Madam Yeung Man Yee, Shirley	楊敏儀女士	2,640,000	221,161	<i>(note (d))</i> <i>(附註(d))</i>	2,861,161	0.50%
Mr. Lam Hing Lun, Alain	林慶麟先生	3,600,000	—	—	3,600,000	0.63%
Dr. Sun Ping Hsu, Samson	孫秉樞博士	—	—	3,200,000 <i>(note (e))</i> <i>(附註(e))</i>	3,200,000	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 and Mr. Yeung Ming Biu are the respective beneficial owners of 55% and 10% 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 127,776,000 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 388,561 shares in the Company.

- (b) Mr. Yeung Him Kit, Dennis is the beneficial owner of 10% and 7% 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 the beneficial owners of the entire issued share capital of Sun International Limited, which is the beneficial owner of 3,200,000 shares in the Company.

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 及 楊明標先生各自實益擁有 Furama Investments Limited 已發行股本 55% 及 10%。Furama Investments Limited 實益擁有 Datsun Holdings Limited 已發行股本 80%。Datsun Holdings Limited 實益擁有 127,776,000 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 388,561 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 7%。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 3,200,000 股本公司股份。

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 at the Company's special general meeting held on 3rd November, 2003, the Company adopted a share option scheme (the "Share Option Scheme").

Under the Share Option Scheme, options may be granted to any director, employee, consultant, customer, supplier or advisor of the Group 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 Group. The total number of shares available for issue under the Share Option Scheme as at the date of this report is 23,950,852 shares. 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 of the Company, 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. The exercise price per share payable on the exercise of an option equals to the highest of:

- (a) the nominal value of one share;
- (b) the closing price per share as stated in the Stock Exchange's daily quotations sheet on the date of grant; and
- (c) 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.

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，本公司已採納購股權計劃(「購股權計劃」)。

根據購股權計劃，購股權可授予本集團之任何董事、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集團之業務及經營作出貢獻。於本報告日期，購股權計劃項下可供發行之股份數目合共為23,950,852股。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。行使期乃由本公司董事釐定，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。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) 股份面值；
- (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。

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, certain employees and consultants during the period:

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, 2011 於二零一一年九月三十日	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, 2011 於二零一一年四月一日	Granted during the period 期內授出	Adjustment on bonus issue of shares (Note) 派送紅股之調整 (附註)	Exercised during the period 期內行使					
Directors 董事									
Yeung Ming Biu 楊明標	–	1,200,000	240,000	–	1,440,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Yeung Him Kit, Dennis 楊衍傑	–	1,200,000	240,000	–	1,440,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Fung Kwong Yiu 馮廣權	–	2,500,000	500,000	–	3,000,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Yeung Man Yee, Shirley 楊敏儀	–	1,200,000	240,000	–	1,440,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Lam Hing Lun, Alain 林慶麟	–	3,000,000	600,000	–	3,600,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Choi Kwok Yum 蔡國欽	–	3,000,000	600,000	–	3,600,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
	–	12,100,000	2,420,000	–	14,520,000				
Other employees 其他僱員	–	20,200,000	4,040,000	(4,200,000)	20,040,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
and consultants 及顧問	–	23,000,000	–	–	23,000,000	29.08.2011	4.80	N/A 不適用	29.08.2011 – 28.08.2021
Total 總計	–	55,300,000	6,460,000	(4,200,000)	57,560,000				

During the period under review, no option shares have been lapsed.

Note: An ordinary resolution was passed by the shareholders at the annual general meeting of the Company held on 28th July, 2011 approving a bonus issue of shares to shareholders of the Company on the basis of one new ordinary share for every five ordinary shares held. The number of the outstanding share options and the exercise price per share of the outstanding share options were adjusted accordingly pursuant to the Share Option Scheme.

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、若干僱員及顧問於期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, 2011 於二零一一年九月三十日	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, 2011 於二零一一年四月一日	Granted during the period 期內授出	Adjustment on bonus issue of shares (Note) 派送紅股之調整 (附註)	Exercised during the period 期內行使					
Directors 董事									
Yeung Ming Biu 楊明標	–	1,200,000	240,000	–	1,440,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Yeung Him Kit, Dennis 楊衍傑	–	1,200,000	240,000	–	1,440,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Fung Kwong Yiu 馮廣權	–	2,500,000	500,000	–	3,000,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Yeung Man Yee, Shirley 楊敏儀	–	1,200,000	240,000	–	1,440,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Lam Hing Lun, Alain 林慶麟	–	3,000,000	600,000	–	3,600,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
Choi Kwok Yum 蔡國欽	–	3,000,000	600,000	–	3,600,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
	–	12,100,000	2,420,000	–	14,520,000				
Other employees 其他僱員	–	20,200,000	4,040,000	(4,200,000)	20,040,000	06.04.2011	4.13	3.44	06.04.2011 – 05.04.2021
and consultants 及顧問	–	23,000,000	–	–	23,000,000	29.08.2011	4.80	N/A 不適用	29.08.2011 – 28.08.2021
Total 總計	–	55,300,000	6,460,000	(4,200,000)	57,560,000				

回顧期內沒有購股權失效。

*附註：*股東在本公司於二零一一年七月二十八日舉行之股東週年大會上通過普通決議案，批准派送紅股予本公司股東，基準為每持有五股普通股可獲派一股新普通股。未行使購股權之股份數目及未行使購股權之每股行使價已根據購股權計劃作出相應調整。



SUBSTANTIAL SHAREHOLDERS

As at 30th September, 2011, 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	127,776,000	22.51%
Furama Investments Limited	127,776,000	22.51%
Realtower Holdings Limited	127,776,000	22.51%

Realtower Holdings Limited holds 55% 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 127,776,000 shares in the Company held by Datsun Holdings Limited.

Save as disclosed above, at 30th September, 2011, 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.

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，於二零一一年九月三十日，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。

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	127,776,000	22.51%
Furama Investments Limited	127,776,000	22.51%
Realtower Holdings Limited	127,776,000	22.51%

Realtower Holdings Limited 擁有 Furama Investments Limited 已發行股本 55%，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 127,776,000 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，於二零一一年九月三十日，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。



CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 9th December, 2011 to 14th December, 2011 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the proposed interim and special dividend which will be payable on 21st December, 2011, 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 8th December, 2011.

MANAGEMENT DISCUSSION AND ANALYSIS

Group results

The Group's unaudited consolidated turnover for the six months ended 30 September 2011 was HK\$1,967 million (2010: HK\$1,679 million) whilst net profit for the period was HK\$63 million (2010: HK\$70 million). Excluding the impact of fair value recognised in profit or loss in relation to share options granted during the period amounting to HK\$94 million, the adjusted net profit would have been HK\$157 million. These figures reflected a turnover and net profit (adjusted) increase of 17% and 122% respectively, over the same period last year.

As of 30th September, 2011, the Group operates a total of 106 stores, Breakdown by geographic region is as follows:

Hong Kong	香港
Macau	澳門
China	中國
Taiwan	台灣
Total	總計

暫停辦理股份過戶登記手續

本公司將於二零一一年十二月九日至二零一一年十二月十四日(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及特別股息(將於二零一一年十二月二十一日派發), 所有過戶文件連同有關股票須於二零一一年十二月八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。

管理層討論及分析

集團業績

截至二零一一年九月三十日止六個月, 本集團之未審核綜合營業額為1,967,000,000港元(二零一零年同期: 1,679,000,000港元); 溢利為63,000,000港元(二零一零年同期: 70,000,000港元)。撇除期內在損益賬中確認發行購股權之影響為94,000,000港元, 經調整之溢利將為157,000,000港元。營業額及溢利(經調整後)與去年同期相比分別上升17%及122%。

截至二零一一年九月三十日, 本集團在下列地區總共經營106所店舖:

		2011 二零一一年
	香港	12
	澳門	2
	中國	90
	台灣	2
		<hr/>
	總計	106



MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business review and prospects

The Group continues to record encouraging results during the period under review. Our key geographic markets, namely Hong Kong, Macau and China, achieved same-store sales growth of approximately 29%, from the previous corresponding period. The increase was mainly driven by the secular uptrend in luxury good sales from Mainland Chinese tourists. As one of the leading high-end watch retailers in Hong Kong and Macau, with a growing presence in China, the Group is well positioned to capture higher growth from this luxury seeking consumer group.

During the period under review, the Group focused on expanding its China network. To expedite coverage, the Group also completely acquired 40% interest in a PRC-based watch company on 19th July, 2011. The target company will introduce four additional points of sales for the Group to further explore opportunities in the China watch trading business. Moreover, the Group's iconic Rolex flagship store in the prestigious Shanghai Bund District commenced operation in September 2011, highlighting our long-established relationship with the brand owner and solidifying our capability as a successful operator of high-end brands.

Escalating rental prices continue to plague the Hong Kong and Macau retail markets. However, the Group remained resilient against rental pressures as good portion of its retail stores in Hong Kong are self-owned properties, thus effectively averaging down the costs. As such, rental as a percentage of turnover remained relatively stable and in line with turnover growth during the period under review. The Group aims to maintain, this ratio in the coming years.

This year, 2011, represented a memorable year and marked the Group's 50th anniversary. Looking ahead, the Group remains confident in the business outlook of the luxury goods market as Hong Kong and Macau continues to be significant shopping emporiums for Mainland Chinese tourists. Moreover, the Swiss Watch Federation reported that China has overtaken France to become the 4th largest importer of Swiss timepieces, signifying unlimited growth opportunities. Backed by our strong cash flow, the Group will actively seek quality locations in China to quicken our expansion regionally so as enhance the Group's market penetration rate. We will also initiate a series of marketing campaigns to gain traction on tourist groups and local customers and to ultimately promote the prestigious image of the "Oriental Watch Company".

管理層討論及分析(續)

業務回顧及未來展望

回顧期內，本集團於我們的重點市場——香港，澳門及中國均錄得可觀業績，與上年同期相比同店銷售增長約29%，成績令人鼓舞。國內遊客對奢侈品需求日益上升為主要帶動因素。作為香港及澳門地區的高端手錶零售商翹楚，本集團在國內的知名度日益上升，為我們未來業務發展及捕捉市場機遇打下堅實基礎。

期內，本集團集中發展中國國內業務，加速銷售點擴張。於二零一一年七月十九日，本集團完成收購國內一家手錶貿易及零售經營商40%之股權，藉此擴張我們在國內的銷售網絡。此次收購會為本集團帶來四所新零售店鋪，將進一步提升我們在國內手錶業的競爭能力。另外，本集團於上海外灘的勞力士旗艦店已於二零一一年九月開始營業，進一步鞏固我們與勞力士公司的長期穩健的合作關係，同時亦突現本集團在經營高端手錶品牌上的能力。

租金成本持續上漲為香港及澳門的零售行業帶來經營壓力。本集團在香港的零售店鋪一部份為自置物業，從而能有效及靈活地減低租金成本；因此租金成本與營業額比例可有效地控制在相對穩定的百分比。通過有效的成本控制措施，本集團銳意在來年保持此經營成本，為股東帶來更佳回報。

本年(二零一一年)為本集團創立的五十周年，極具紀念意義。展望未來，本集團相信只要維持香港及澳門作為「購物天堂」對國內遊客的吸引力，奢侈品市場將持續蓬勃發展。根據「瑞士鐘錶聯合會」的報告，中國已於二零一一年取代法國成為全球第四大瑞士鐘錶進口國。我們將持續於國內選取合適地點以增設銷售點，加快擴展及鞏固我們在國內的市場的佔有率。未來，一系列針對國內遊客及本地客戶的市場推廣活動即將展開，將能進一步推廣及提升「東方表行」的優良品牌形象。



MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Business review and prospects (Continued)

On behalf of the Group, we thank our customers, suppliers, staff and shareholders for their loyalty and continual support.

Liquidity and financial resources

As at 30th September, 2011, the Group's total equity reached HK\$2,008 million, compared with HK\$1,865 million as at 31st March, 2011. The Group had net current assets of HK\$1,692 million, including bank and cash balances of HK\$376 million as at 30th September, 2011 compared with balances of HK\$1,693 million and HK\$601 million respectively as at 31st March, 2011. At 30th September 2011, bank loans and overdrafts totalled HK\$273 million (31st March, 2011: HK\$301 million). At 30th September 2011, the gearing ratio (defined as total bank borrowing on total equity) was 0.14 (31st March, 2011: 0.16).

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.

STAFF AND EMPLOYMENT

As at 30th September, 2011, the Group employed a total work force of about 900 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, 2011, 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.

管理層討論及分析(續)

業務回顧及未來展望(續)

在此，我們，謹代表公司感謝我們的客戶、供應商、員工及股東多年來對我們的支持。

流動資金及財務資源

於二零一一年九月三十日，本集團之權益總額達2,008,000,000港元，而於二零一一年三月三十一日則為1,865,000,000港元。於二零一一年九月三十日，本集團之流動資產淨值為1,692,000,000港元，包括376,000,000港元之銀行及現金結餘，而於二零一一年三月三十一日之結餘則分別為1,693,000,000港元及601,000,000港元。於二零一一年九月三十日，銀行貸款合共為273,000,000港元(二零一一年三月三十一日：301,000,000港元)。於二零一一年九月三十日，負債資產比率(定義為銀行借貸總額除以權益總額)為0.14倍(二零一一年三月三十一日：0.16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。

僱員及聘用

於二零一一年九月三十日，本集團共招聘約900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

於截至二零一一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。



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 2011, 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, 2011.

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, 2011.

By order of the Board
Yeung Ming Biu
Chairman

Hong Kong, 17th November, 2011

企業管治

本公司致力制定良好之企業管治常規及程序。於截至二零一一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所載之標準守則，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，彼等於截至二零一一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。

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，包括審閱截至二零一一年九月三十日止六個月之未審核綜合財務報表。

承董事會命
主席
楊明標

香港，二零一一年十一月十七日

