



EASYKNIT ENTERPRISES HOLDINGS LIMITED

永義實業集團有限公司

(Stock Code 股份代號 : 0616)



2011
INTERIM REPORT
中期業績報告



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Kwong Jimmy Cheung Tim
(Chairman and Chief Executive Officer)
Ms. Lui Yuk Chu (Deputy Chairman)
Ms. Koon Ho Yan, Candy

Non-Executive Director

Mr. Tse Wing Chiu, Ricky

Independent Non-Executive Directors

Mr. Kan Ka Hon
Mr. Lau Sin Ming
Mr. Foo Tak Ching

AUDIT COMMITTEE

Mr. Kan Ka Hon (Chairman)
Mr. Lau Sin Ming
Mr. Foo Tak Ching

REMUNERATION COMMITTEE

Mr. Lau Sin Ming (Chairman)
Mr. Kan Ka Hon
Mr. Foo Tak Ching

EXECUTIVE COMMITTEE

Mr. Kwong Jimmy Cheung Tim (Chairman)
Ms. Lui Yuk Chu
Ms. Koon Ho Yan, Candy

COMPANY SECRETARY

Mr. Lee Po Wing, Simon

AUDITOR

Deloitte Touche Tohmatsu

LEGAL ADVISERS

As to Hong Kong law:
Reed Smith Richards Butler

As to Bermuda law:
Appleby

董事會

執行董事

鄭長添先生
(主席兼首席行政總裁)
雷玉珠女士(副主席)
官可欣女士

非執行董事

謝永超先生

獨立非執行董事

簡嘉翰先生
劉善明先生
傅德楨先生

審核委員會

簡嘉翰先生(主席)
劉善明先生
傅德楨先生

薪酬委員會

劉善明先生(主席)
簡嘉翰先生
傅德楨先生

行政委員會

鄭長添先生(主席)
雷玉珠女士
官可欣女士

公司秘書

李寶榮先生

核數師

德勤 • 關黃陳方會計師行

法律顧問

香港法律：
禮德齊伯禮律師行

百慕達法律：
Appleby

PRINCIPAL BANKERS

Hang Seng Bank Limited

主要往來銀行

恒生銀行有限公司

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

7th Floor
Hong Kong Spinners Building, Phase 6
481-483 Castle Peak Road
Cheung Sha Wan, Kowloon
Hong Kong

主要營業地點

香港
九龍長沙灣
青山道481-483號
香港紗廠大廈第6期
7字樓

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

百慕達主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

香港股份過戶登記分處

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

STOCK CODE

616

股份代號

616

Management Discussion and Analysis

管理層討論及分析

The board of directors of Easyknit Enterprises Holdings Limited (the “**Company**”) is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “**Group**”) for the six months ended 30 September 2011 together with comparative figures. These interim financial statements have been reviewed by the Company’s audit committee.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 September 2011 (2010: nil).

CORPORATE RESULTS

For the six months period ended 30 September 2011 (the “**Period**”), the Group recorded a turnover of approximately HK\$166,085,000, representing a decrease of approximately HK\$35,019,000 or 17% from approximately HK\$201,104,000 for the corresponding period in 2010.

Loss attributable to owners of the Company for the Period amounted to approximately HK\$28,922,000 (2010: profit of approximately HK\$15,880,000). The loss was mainly attributable to (i) the loss of approximately HK\$30,545,000 on the fair value changes on the listed securities investments made by the Group which have declined in value in the midst of the recent downturn of the equity market in Hong Kong; (ii) the reduction of gain of approximately HK\$11,988,000 arising on changes in fair value of investment properties; and (iii) a drop in the gross profit of approximately HK\$5,676,000 as a result of reduction of turnover.

The basic loss per share for the Period was approximately HK cents 5.3 (2010: basic earnings per share of approximately HK cents 3.8, as restated).

永義實業集團有限公司(「**本公司**」)董事會欣然呈列本公司及其附屬公司(統稱「**本集團**」)截至2011年9月30日止六個月之未經審核簡明綜合財務報表連同比較數字。本中期財務報表已由本公司之審核委員會審閱。

中期股息

董事不建議就截至2011年9月30日止六個月派發中期股息(2010：無)。

公司業績

截至2011年9月30日止六個月(「**期內**」)，本集團之營業額錄得約166,085,000港元，較2010年同期約201,104,000港元減少約35,019,000港元或17%。

於期內，本公司權益持有人應佔虧損約為28,922,000港元(2010：溢利約為15,880,000港元)。虧損主要由於(i)最近香港股票市場表現普遍下跌，令本集團所作上市證券投資之公平值變動出現虧損約30,545,000港元；(ii)投資物業之公平值變動產生之收益減少約11,988,000港元；及(iii)營業額減少引致毛利減少約5,676,000港元。

於期內，每股基本虧損約為5.3港仙(2010：每股基本盈利重列約為3.8港仙)。

BUSINESS REVIEW

During the Period, the Group was principally engaged in the business of garment sourcing and exporting and property investment.

Geographical Analysis of Turnover

During the Period, the turnover from the business of garment sourcing and exporting was mainly derived from customers in the USA. Rental income from the investment properties were derived from properties located in Hong Kong and the PRC.

Garment Sourcing and Exporting

For the Period, this segment recorded a turnover of approximately HK\$163,794,000 (2010: approximately HK\$198,552,000) representing approximately 18% decrease comparing with 2010. Cost of sales for the Period amounted to approximately HK\$148,957,000 (2010: approximately HK\$178,300,000). The loss of approximately HK\$475,000 (2010: profit of approximately HK\$4,660,000) was mainly due to the decrease of turnover and a significant increase in cost of garments and resulted in a fairly low profit margin for exported products.

Property Investment

For the Period, the aggregate rental generated from the property investments was approximately HK\$2,291,000 (2010: approximately HK\$2,552,000) of which approximately HK\$902,000 and HK\$1,389,000 were generated from the properties in Hong Kong and the PRC respectively. The market values of the Group's two investment properties in Hong Kong as at 30 September 2011 were revalued by professional valuer at approximately HK\$137,000,000, an increase in fair value of approximately HK\$1,343,000 as compared to the value as at 31 March 2011. The value of Huzhou factory premises and dormitory were valued at approximately HK\$169,508,000, a decrease in fair value of approximately HK\$713,000 as compared to the value as at 31 March 2011.

業務回顧

於期內，本集團主要從事採購及出口成衣業務及物業投資。

營業額地區性分析

於期內，採購及出口成衣業務之營業額主要源於美國之客戶。投資物業所得之租金收入來自位於香港及中國之物業。

採購及出口成衣

於期內，本分部之營業額錄得約為163,794,000港元(2010：約198,552,000港元)，較2010年下降約18%。期內之銷售成本約為148,957,000港元(2010：約178,300,000港元)。虧損約為475,000港元(2010：溢利約4,660,000港元)是由於營業額的減少及成衣成本顯著增加導致出口產品毛利潤率下降。

物業投資

於期內，物業投資產生租金約為2,291,000港元(2010：約2,552,000港元)，而香港物業及中國物業分別產生約為902,000港元及1,389,000港元。於2011年9月30日，本集團於香港之兩項投資物業經專業估值師重估市值約為137,000,000港元，較於2011年3月31日之公平值增加約為1,343,000港元。湖州廠房及宿舍之估值約為169,508,000港元，較於2011年3月31日之公平值減少約為713,000港元。

FINANCIAL REVIEW

Liquidity and Financial Resources

As at 30 September 2011, the Group has cash and bank balances amounting to approximately HK\$174,743,000 (31 March 2011: approximately HK\$181,876,000). Basically, the Group's funding policy was to finance the business operations with internally generated resources. As the Group had no bank borrowings, no gearing ratio of the Group was presented (31 March 2011: nil). As at 30 September 2011, the Group's current ratio was approximately 5.2 (31 March 2011: approximately 6.6) which was calculated on the basis of current assets of approximately HK\$314,196,000 (31 March 2011: approximately HK\$330,468,000) and assets classified as held for sale of approximately HK\$227,000 (31 March 2011: approximately HK\$227,000) to current liabilities of approximately HK\$60,828,000 (31 March 2011: approximately HK\$49,887,000). During the Period, the Group serviced its debts mainly through internally generated resources.

Capital Structure

During the Period, there was no change to the share capital of the Company. As at 30 September 2011, the total number of issued ordinary shares of the Company was 550,686,675 shares.

Charge on Group Assets

The Group did not have any charges on assets as at 30 September 2011 (31 March 2011: nil).

Exposure on Foreign Exchange Fluctuations

Most of the Group's revenues and payments are in US dollars, Hong Kong dollars and Renminbi. During the Period, the Group had no significant exposure to fluctuations in exchange rates and thus, no financial instrument for hedging purposes was employed. The directors considered the risk of exposure to currency fluctuation to be minimal.

財務回顧

流動資金及財務資源

於2011年9月30日，本集團持有之現金及銀行結存約為174,743,000港元(2011年3月31日：約181,876,000港元)。本集團主要依靠內部產生之資源為業務提供資金。由於本集團無銀行借貸，所以並無呈列本集團資本負債比率(2011年3月31日：無)。於2011年9月30日，本集團之流動比率約為5.2(2011年3月31日：約6.6)，此乃按流動資產約314,196,000港元(2011年3月31日：約330,468,000港元)及列作持作出售資產約227,000港元(2011年3月31日：約227,000港元)對流動負債約60,828,000港元(2011年3月31日：約49,887,000港元)之基礎計算。於期內，本集團主要以內部產生資源償還債務。

股本結構

於期內，本公司之股本並無任何變動。於2011年9月30日，本公司已發行之普通股份合共550,686,675股。

本集團之資產抵押

於2011年9月30日，本集團並無任何資產抵押(2011年3月31日：無)。

承受兌換率波動

本集團之收入與支出以美元、港元及人民幣為主。於期內，本集團並無因兌換率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。董事認為承受兌換率波動之風險極微。

Management Discussion and Analysis (continued) 管理層討論及分析(續)

Material Acquisitions and Disposals

The Group had no material acquisitions or disposals of subsidiaries and associated companies during the Period.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 30 September 2011 (31 March 2011: nil).

Capital Expenditure and Capital Commitments

During the Period, the Group spent approximately HK\$178,000 on acquisition of property, plant and equipment (2010: approximately HK\$3,000).

As at 30 September 2011, the Group has capital commitments in respect of capital expenditure contracted for but not provided of approximately HK\$1,381,000 (31 March 2011: approximately HK\$1,344,000).

PROSPECTS

Looking forward, the operating environment of the garment sourcing and exporting business was challenging due to record high price of cotton, continued appreciation of Renminbi against US dollars and overall price surge resulting from inflation. However, the Company will continue to enhance its competitiveness by providing customers with more products mix of better quality and design.

The Group's major market for garment sourcing and exporting business will remain focus on the US and Europe, which are relatively mature and where the customers demand in the long run is expected to be relatively stable notwithstanding any short term fluctuation. The Board will continue to keep its focus in the trading of garments, areas in which the Group has expertise. The Board will strengthen the business relationship with existing customers and look for opportunity to expand its customer base.

重大收購及出售

於期內，本集團並無附屬或聯營公司之重大收購或出售。

或然負債

於2011年9月30日，本集團並無任何重大或然負債(2011年3月31日：無)。

資本開支及資本承擔

於期內，本集團用於購買物業、廠房及設備之款項約為178,000港元(2010：約3,000港元)。

於2011年9月30日，本集團已訂約但未撥備資本性開支之資本承擔約為1,381,000港元(2011年3月31日：約1,344,000港元)。

展望

預期，採購及出口成衣業務的經營環境嚴峻，棉花價格處於歷史高位、人民幣對美元的持續升值加快及通貨膨脹引致物價全面上升。然而，本公司將繼續透過向顧客提供改善品質、設計及產品組合以加強其競爭力。

本集團之採購及出口成衣業務將繼續側重之主要市場，仍然為美國及歐洲，該等市場相對較為成熟，雖然短期內或有波動，但預期其長遠客戶需求將相對穩定。董事會將繼續專注於本集團有專長之成衣貿易。董事會將加強與現有客戶之業務關係以及致力擴大其客戶基礎。

Management Discussion and Analysis *(continued)* 管理層討論及分析 *(續)*

The local property market has been rising in the past year. This reflects Hong Kong remaining one of the most attractive markets for property investments. The Board will keep the two properties for investment purpose and constantly look for other opportunities to maximize shareholders' return. For the Huzhou project, the status in leasing of the factory premises is satisfaction and almost 100% has been leased. The completion of the the proposed construction works of about two new factory blocks totaling approximately 10,200 sq.m. is by the late of 2012 and its costs are to be borne by the existing funding already in the Huzhou companies.

As disclosed in the 2010/11 annual report, the Company is exploring investment opportunities in hotel and serviced apartments projects. Notwithstanding, the Company currently has not identified any specific acquisition target.

By Order of the Board

Easyknit Enterprises Holdings Limited

Kwong Jimmy Cheung Tim

Chairman and Chief Executive Officer

Hong Kong, 28 November 2011

本地物業市場於去年持續上升，反映香港仍是最具吸引力之物業投資市場之一。董事會將繼續持有兩項物業作投資用途，並不斷物色其他機會以為股東帶來最高回報。至於湖州項目，廠房之租賃情況滿意，已租出近100%。擬興建之兩座新工業大樓約10,200平方米預計於2012年底竣工，而其成本已在湖州公司之資本中承擔。

如2010/11年報所披露，本公司正探求酒店及服務式公寓項目之投資機會。然而，本公司目前仍未確定任何特定收購目標。

承董事會命

永義實業集團有限公司

鄭長添

主席兼首席行政總裁

香港，2011年11月28日

Disclosure of Interests

權益披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 September 2011, the interests and short positions of the directors and the chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept by the Company under Section 352 of 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 Issuers (the “Model Code”) were as follows:

董事及主要行政人員於股份及相關股份中之權益

於2011年9月30日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有依據證券及期貨條例第352條規定本公司須予存置之登記冊內記載，或依據上市公司董事進行證券交易的標準守則(「標準守則」)規定須通知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	Capacity	Number of ordinary shares held (long position) 持有普通股數目 (好倉)	Approximate percentage to issued ordinary shares of the Company 佔本公司已發行普通 股份約百分比
董事名稱	身份		
Ms. Lui Yuk Chu 雷玉珠女士	Beneficiary of a trust (note i) 信託受益人(附註i)	238,732,192	43.35%
Ms. Koon Ho Yan, Candy (note ii) 官可欣女士(附註ii)	Beneficiary of a trust 信託受益人	238,732,192	43.35%

Notes:

(i) These shares were respectively registered in the name of and were beneficially owned by Landmark Profits Limited and Goodco Development Limited both were wholly-owned subsidiaries of Easyknit International Holdings Limited (“Easyknit International”). Sea Rejoice Limited was interested in approximately 21.95% of the issued share capital of Easyknit International and it was wholly-owned by Ms. Lui Yuk Chu. Magical Profits Limited (“Magical Profits”) was interested in approximately 36.74% of the issued share capital of Easyknit International. Magical Profits was wholly-owned by Accumulate More Profits Limited which in turn was wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu and her family members other than her spouse).

附註：

(i) 此等股份分別以 Landmark Profits Limited 及佳豪發展有限公司之名義登記，並由其實益擁有，而該兩間公司為永義國際集團有限公司(「永義國際」)之全資附屬公司。樂洋有限公司於永義國際之已發行股本中擁有約21.95%之權益而其由雷玉珠女士全資擁有。Magical Profits Limited(「Magical Profits」)於永義國際已發行股本中擁有約36.74%之權益。Magical Profits由Accumulate More Profits Limited全資擁有，最終由The Magical 2000 Trust(其受益人包括雷玉珠女士及其家族成員(其配偶除外))之信託人Hang Seng Bank Trustee International Limited全資擁有。

Disclosure of Interests *(continued)*

權益披露(續)

(ii) Ms. Koon Ho Yan, Candy, the daughter of Ms. Lui Yuk Chu and a director of the Company, was deemed to be interested in the shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust.

Save as disclosed above, as at 30 September 2011, none of the directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been recorded in the register kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the six months ended 30 September 2011 was the Company or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the directors or any of their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right.

(ii) 官可欣女士(為雷玉珠女士的女兒及本公司董事)為 The Magical 2000 Trust 受益人之一之身份，被視為於股份中擁有權益。

除上文所披露者外，於2011年9月30日，本公司董事或主要行政人員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)之股份、相關股份或債券中擁有已列入本公司根據證券及期貨條例第352條規定所存置之登記冊內，或依據標準守則規定須通知本公司及聯交所之權益或淡倉。

董事購買股份或債券之權利

本公司或其任何附屬公司於截至2011年9月30日止六個月內之任何時間概無訂立任何安排，致使本公司董事可藉購買本公司或任何其他法人團體之股份或債券而獲益，以及並無董事或其配偶或十八歲以下之子女獲授予任何權利以認購本公司或其他法人團體之股本或債務證券，或已行使任何該等權利。

Disclosure of Interests (continued)
權益披露(續)

INTERESTS OF SUBSTANTIAL SHAREHOLDERS **主要股東的權益**

As at 30 September 2011, the persons (other than the directors or the chief executives of the Company) who had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

於2011年9月30日，根據證券及期貨條例第336條規定本公司須予存置之登記冊內記載，持有本公司股份及相關股份之權益或淡倉之人士(董事或本公司之主要行政人員除外)如下：

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held (long position) 持有普通股份數目 (好倉)	Approximate percentage to issued ordinary shares of the Company 佔本公司已發行普通股份約百分比
主要股東名稱	附註	身份		
Koon Wing Yee 官永義	a	Interest of spouse 配偶權益	238,732,192	43.35%
Landmark Profits Limited	a, b	Beneficial owner 實益擁有人	174,592,987	31.70%
Goodco Development Limited 佳豪發展有限公司	a, b	Beneficial owner 實益擁有人	64,139,205 (e)	11.65%
Easyknit International 永義國際	a, b	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
Magical Profits	a, c	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
Accumulate More Profits Limited	a	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
Hang Seng Bank Trustee International Limited	a, d	Trustee 信託人	238,732,192	43.35%

Disclosure of Interests (continued)
權益披露(續)

Name of substantial shareholder	Notes	Capacity	Number of ordinary shares held (long position) 持有普通股份數目 (好倉)	Approximate percentage to issued ordinary shares of the Company 佔本公司已發行普通股份約百分比
主要股東名稱	附註	身份		
Hang Seng Bank Limited 恒生銀行有限公司	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
The Hongkong & Shanghai Banking Corporation Limited 香港上海滙豐銀行有限公司	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
HSBC Asia Holdings BV	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
HSBC Asia Holdings (UK)	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
HSBC Holdings BV	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
HSBC Finance (Netherlands)	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
HSBC Holdings plc 滙豐控股有限公司	d	Interest of controlled corporation 受控制法團之權益	238,732,192	43.35%
Daswani Rajkumar Murlidhar		Beneficial owner 實益擁有人	159,704,216	29.00%

Disclosure of Interests (continued) 權益披露(續)

Notes:

- (a) The 238,732,192 shares related to the same block of shares in the Company of which 174,592,987 shares and 64,139,205 shares were respectively registered in the name of and were beneficially owned by Landmark Profits Limited and Goodco Development Limited both are the wholly-owned subsidiaries of Easyknit International. Sea Rejoice Limited was interested in approximately 21.95% of the issued share capital of Easyknit International and it was wholly-owned by Ms. Lui Yuk Chu. Magical Profits was interested in approximately 36.74% of the issued share capital of Easyknit International. Magical Profits was wholly-owned by Accumulate More Profits Limited which in turn was wholly-owned by Hang Seng Bank Trustee International Limited as trustee of The Magical 2000 Trust (the beneficiaries of which include Ms. Lui Yuk Chu, a director of the Company, and her family members other than her spouse). Ms. Koon Ho Yan, Candy, the daughter of Ms. Lui Yuk Chu and a director of the Company, was deemed to be interested in the shares by virtue of her capacity as one of the beneficiaries of The Magical 2000 Trust. Mr. Koon Wing Yee, being the spouse of Ms. Lui Yuk Chu, was deemed to be interested in the 238,732,192 shares by virtue of the SFO.
- (b) Mr. Kwong Jimmy Cheung Tim and Ms. Lui Yuk Chu, being directors of the Company, are also directors of Landmark Profits Limited, Goodco Development Limited and Easyknit International. Ms. Koon Ho Yan, Candy, being a director of the Company, is also a director of Easyknit International.
- (c) Ms. Lui Yuk Chu, being a director of the Company, is also a director of Sea Rejoice Limited and Magical Profits Limited.
- (d) Hang Seng Bank Trustee International Limited was a wholly-owned subsidiary of Hang Seng Bank Limited. Hang Seng Bank Limited was owned as to approximately 62.14% by The Hongkong and Shanghai Banking Corporation Limited. The Hongkong and Shanghai Banking Corporation Limited was wholly-owned by HSBC Asia Holdings BV which was a wholly-owned subsidiary of HSBC Asia Holdings (UK). HSBC Asia Holdings (UK) was wholly-owned by HSBC Holdings BV which in turn was wholly-owned by HSBC Finance (Netherlands). HSBC Finance (Netherlands) was a wholly-owned subsidiary of HSBC Holdings plc.
- (e) Out of 64,139,205 shares, interest in a total of 61,775,205 shares arose under the sale and purchase agreement dated 12 September 2011 entered into between Goodco Development Limited and an independent third party. Such transaction was completed on 19 October 2011.

附註：

- (a) 該238,732,192股股份屬本公司同一批股份。此等股份中有174,592,987股股份及64,139,205股股份是分別以Landmark Profits Limited及佳豪發展有限公司之名義登記，並由其實益擁有，他們為永義國際之全資附屬公司。樂洋有限公司於永義國際之已發行股本中擁有約21.95%之權益而其由雷玉珠女士全資擁有。Magical Profits於永義國際已發行股本中擁有約36.74%之權益。Magical Profits由Accumulate More Profits Limited全資擁有，最終由The Magical 2000 Trust(其受益人包括本公司董事雷玉珠女士及其家族成員(其配偶除外))之信託人Hang Seng Bank Trustee International Limited全資擁有。官可欣女士(為雷玉珠女士的女兒兼本公司董事)因她為The Magical 2000 Trust受益人之一之身份，被視為於股份中擁有權益。官永義先生為雷玉珠女士之配偶，根據證券及期貨條例被視為於238,732,192股股份中擁有權益。
- (b) 本公司董事鄭長添先生及雷玉珠女士亦為Landmark Profits Limited，佳豪發展有限公司及永義國際之董事。官可欣女士為本公司及永義國際之董事。
- (c) 雷玉珠女士為本公司、樂洋有限公司及Magical Profits Limited之董事。
- (d) Hang Seng Bank Trustee International Limited為恒生銀行有限公司之全資附屬公司。香港上海滙豐銀行有限公司於恒生銀行有限公司擁有約62.14%之權益。香港上海滙豐銀行有限公司由HSBC Asia Holdings BV全資擁有，而HSBC Asia Holdings BV乃HSBC Asia Holdings (UK)之全資附屬公司。而HSBC Asia Holdings (UK)由HSBC Holdings BV全資擁有，而HSBC Holdings BV由HSBC Finance (Netherlands)全資擁有。HSBC Finance (Netherlands)乃滙豐控股有限公司之全資附屬公司。
- (e) 64,139,205股中，共有61,775,205股之權益在2011年9月12日佳豪發展有限公司與一位獨立第三方簽訂的股份購買協議中產生。該交易在2011年10月19日完成。

Disclosure of Interests *(continued)*

權益披露(續)

Save as disclosed above, as at 30 September 2011, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company which were required to be recorded in the register kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

On 6 June 2002, a share option scheme (the “**Share Option Scheme**”) was approved by the shareholders of the Company pursuant to the requirements of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). No options were granted, exercised or cancelled under the Share Option Scheme during the period.

除於上文所披露者外，於2011年9月30日，本公司並無獲知會任何須列入本公司根據證券及期貨條例第336條規定所存置之登記冊內之本公司股份及相關股份之權益或淡倉。

購股權計劃

於2002年6月6日，本公司股東根據香港聯合交易所有限公司上市規則(「**上市規則**」)第17章之規定，批准一項購股權計劃(「**購股權計劃**」)。於期內，概無根據購股權計劃的購股權獲授出、行使或被註銷。

Corporate Governance and Other Information

企業管治及其他資料

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICE

In the opinion of the Directors, the Company has complied with the code provisions of the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules throughout the Period, except for certain deviations from the code provisions A.4.1 (non-executive directors be appointed for a specific term) and A.4.2 (chairman be subject to retirement) as previously reported with details duly set out in the Corporate Governance Report in the 2010/11 Annual Report published in July 2011. Since the 2010/11 Annual Report published, there have been no changes in relation thereto.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct in relation to directors' securities transactions. All directors of the Company have confirmed, following specific enquiry by the Company, their compliance with the required standard set out in the Model Code throughout the Period.

AUDIT COMMITTEE

The Audit Committee currently comprises three independent non-executive directors, namely Mr. Kan Ka Hon (Committee Chairman), Mr. Lau Sin Ming and Mr. Foo Tak Ching. The Audit Committee has reviewed with management and the Company's auditor the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including a review of the unaudited interim condensed consolidated financial statements for the six months ended 30 September 2011.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

遵守企業管治常規守則

董事認為，本公司於本期間內已遵守上市規則附錄14所載企業管治常規守則之守則條文，除卻載列於2011年7月刊發之2010/11年報之企業管治報告內所述之守則條文第A.4.1條(非執行董事須具特定委任任期)及第A.4.2條(主席須輪值告退)之若干偏離者外。自2010/11年報刊發以來，概無其他相關變更。

董事遵守進行證券交易的標準守則

本公司已採納上市規則附錄10所載之上市公司董事進行證券交易的標準守則，作為其本身有關董事進行證券交易之行為守則。經本公司作出特定查詢後，本公司所有董事確認，彼等於期內一直遵守標準守則所規定之準則。

審核委員會

審核委員會現時由三位獨立非執行董事組成，分別為簡嘉翰先生(委員會主席)、劉善明先生及傅德楨先生。審核委員會已與管理層及本公司之核數師審閱本集團採納之會計實務與準則，並討論審核、內部監控和財務報告等事項，包括審閱截至2011年9月30日止六個月之未經審核中期簡明綜合財務報表。

購買、出售或贖回本公司之上市證券

於期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 30 September 2011

截至2011年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		NOTES	
		附註	
Continuing operations:	持續經營業務：		
Turnover	營業額	3	201,104
Cost of sales	銷售成本		(178,300)
Gross profit	毛利		22,804
Other income	其他收入		398
Other expenses	其他開支		—
Distribution and selling expenses	經銷成本		(4,048)
Administrative expenses	行政開支		(14,583)
Gain arising on changes in fair value of investment properties	投資物業之公平值變動收益		12,618
(Loss) gain on investments held for trading	持作買賣投資之(虧損)收益	4	361
Gain on fair value changes of financial assets designated as at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動收益		—
Other gains and losses	其他收益及虧損		—
(Loss) profit before taxation	除稅前(虧損)溢利		17,550
Taxation	稅項	5	(1,957)
(Loss) profit for the period from continuing operations	來自持續經營業務之本期間(虧損)溢利	6	15,593

Condensed Consolidated Statement of Comprehensive Income (continued)

簡明綜合全面收益表(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Discontinued operations:	已終止經營業務：		
Profit for the period from discontinued operations	來自已終止經營業務之本期間溢利	7	287
(Loss) profit for the period attributable to owners of the Company	本公司權益持有人應佔本期間(虧損)溢利	(28,922)	15,880
Other comprehensive income	其他全面收入		
Exchange differences arising on translation of foreign operations	換算海外營運之滙兌差異	6,554	3,993
Total comprehensive (expense) income for the period attributable to owners of the Company	本公司權益持有人應佔本期間全面(開支)收入總額	(22,368)	19,873
			(Restated) (重列)
Basic (loss) earnings per share	每股基本(虧損)溢利	8	
From continuing and discontinued operations	來自持續經營及已終止業務	HK cents (5.3) 港仙	HK cents 3.8 港仙
From continuing operations	來自持續經營業務	HK cents (5.3) 港仙	HK cents 3.8 港仙

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 September 2011

於2011年9月30日

			30 September	31 March
			9月30日	3月31日
			2011	2011
		NOTES	HK\$'000	HK\$'000
		附註	千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	9,906	9,786
Investment properties	投資物業	10	306,508	300,597
Goodwill	商譽		39,313	39,313
Intangible asset	無形資產		20,052	21,614
Deposits paid for property, plant and equipment	物業、廠房及設備之 已付按金		1,191	—
			376,970	371,310
Current assets	流動資產			
Inventories	存貨		2,592	6,155
Trade and other receivables	貿易及其他應收款項	11	76,200	64,625
Investments held for trading	持作買賣投資		60,661	58,485
Financial assets designated as at fair value through profit or loss	按公平值計入損益之 金融資產	12	—	19,327
Bank balances and cash	銀行結餘及現金		174,743	181,876
			314,196	330,468
Assets classified as held for sale	列作持作出售資產	7	227	227
			314,423	330,695

Condensed Consolidated Statement of Financial Position *(continued)*
 簡明綜合財務狀況表(續)

At 30 September 2011

於2011年9月30日

			30 September	31 March
			9月30日	3月31日
			2011	2011
		NOTES	HK\$'000	HK\$'000
		附註	千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	13	46,718	36,129
Tax payable	應付稅項		14,110	13,758
			60,828	49,887
Net current assets	流動資產淨值		253,595	280,808
Total assets less current liabilities	資產總額減流動負債		630,565	652,118
Non-current liabilities	非流動負債			
Deferred taxation	遞延稅項負債	14	24,571	23,756
			605,994	628,362
Capital and reserves	資本及儲備			
Share capital	股本	15	5,507	5,507
Reserves	儲備		600,487	622,855
			605,994	628,362

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 September 2011

截至2011年9月30日止六個月

		Share capital	Share premium	Capital reserve	Contributed surplus	Exchange reserve	Property revaluation reserve	Accumulated profits (losses)	Total
		股本	股份溢價	股本儲備	繳入盈餘	滙兌儲備	物業 重估儲備	累計溢利 (虧損)	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2011 (audited)	於2011年4月1日 (經審核)	5,507	169,872	53,194	299,722	30,689	40,624	28,754	628,362
Exchange differences arising on translation of foreign operations	換算海外營運之 滙兌差額	—	—	—	—	6,554	—	—	6,554
Loss for the period	本期間虧損	—	—	—	—	—	—	(28,922)	(28,922)
Total comprehensive income for the period	本期間全面收入 總額	—	—	—	—	6,554	—	(28,922)	(22,368)
At 30 September 2011 (unaudited)	於2011年9月30日 (未經審核)	5,507	169,872	53,194	299,722	37,243	40,624	(168)	605,994
At 1 April 2010 (audited)	於2010年4月1日 (經審核)	3,671	107,900	53,194	299,722	21,178	40,624	(36,306)	489,983
Exchange differences arising on translation of foreign operations	換算海外營運之 滙兌差額	—	—	—	—	3,993	—	—	3,993
Profit for the period	本期間溢利	—	—	—	—	—	—	15,880	15,880
Total comprehensive income for the period	本期間全面收入 總額	—	—	—	—	3,993	—	15,880	19,873
At 30 September 2010 (unaudited)	於2010年9月30日 (未經審核)	3,671	107,900	53,194	299,722	25,171	40,624	(20,426)	509,856

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 September 2011

截至2011年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2011 HK\$'000 千港元 (Unaudited) (未經審核)	2010 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash used in operating activities	用於經營活動之現金淨額	(16,796)	(6,777)
Net cash from (used in) investing activities	來自(用於)投資活動之現金淨額		
Proceeds from redemption of financial assets designated as at fair value through profit or loss	贖回按公平值計入損益之金融資產之所得款項	30,185	—
Settlement of receivable from disposal of assets classified as held for sale	收回出售列作持作出售資產之應收款項	7,912	1,444
Purchase of financial assets designated as at fair value through profit or loss	購入按公平值計入損益之金融資產	(30,000)	—
Deposit paid for property, plant and equipment	物業、廠房及設備之已付按金	(1,191)	—
Purchase of investment properties	購入投資物業	(658)	(174)
Purchase of property, plant and equipment	購入物業、廠房及設備	(178)	(3)
Deposit received for disposal of lands from discontinued operations	出售來自已終止業務土地之已收按金	—	13,917
Other investing cash flows	其他投資現金流量	1,365	59
		7,435	15,243
Net (decrease) increase in cash and cash equivalents	現金及等同現金(減少)增加淨額	(9,361)	8,466
Cash and cash equivalents at beginning of the period	期初之現金及等同現金	181,876	127,912
Effect of foreign exchange rate changes	外匯匯率變動之影響	2,228	152
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，指銀行結餘及現金	174,743	136,530

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 September 2011

截至2011年9月30日止六個月

1. GENERAL INFORMATION AND BASIS OF PREPARATION

The condensed consolidated financial statements of Easyknit Enterprises Holdings Limited (the “Company”) 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”) (the “Listing Rules”) and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

The Company was itself an associate of Easyknit International Holdings Limited (“Easyknit International”), a company incorporated in Bermuda which is controlled by Ms. Lui Yuk Chu at 30 September 2011 and listed on the Main Board of the Stock Exchange. At the date these condensed consolidated financial statements were authorised for issuance, 80.89% of the Company’s issued shares were owned directly and indirectly by Easyknit International and therefore Easyknit International became the parent of the Company. Ms. Lui Yuk Chu and her daughter, Ms. Koon Ho Yan, Candy, are directors of the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

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

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2011 are the same as those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 March 2011.

In the current interim period, the Group has applied, for the first time, the following new and revised standards, amendments and interpretations (“new and revised HKFRSs”) issued by the HKICPA.

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2010
HKAS 24 (as revised in 2009)	Related party disclosures
HK(IFRIC) — INT 14 (Amendments)	Prepayments of a minimum funding requirement
HK(IFRIC) — INT 19	Extinguishing financial liabilities with equity instruments

1. 一般資料及編製基準

永義實業集團有限公司(「本公司」)之簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則(「聯交所」)(「上市規則」)附錄16適用之披露規定及香港會計師公會所頒佈之香港會計準則第34號「中期財務報告」而編製。

本公司本身為永義國際集團有限公司(「永義國際」)之一間聯營公司，永義國際為一間於百慕達註冊成立，於2011年9月30日由雷玉珠女士控制及於聯交所主板上市之公司。於本簡明綜合財務報表授權發出之日，80.89%之本公司之已發行股份直接及間接由永義國際擁有，因此，永義國際已成為本公司之母公司。雷玉珠女士及其女兒官可欣女士為本公司之董事。

2. 主要會計政策

簡明綜合財務報表除投資物業及若干金融工具以公平值計量外(如適用)，乃根據歷史成本法編製。

截至2011年9月30日止六個月之簡明綜合財務報表所採納之會計政策及計算方法與本集團編製截至2011年3月31日止年度之全年綜合財務報表所採用者相同。

於本中期，本集團首次應用香港會計師公會所頒佈之以下新增及經修訂準則、修訂及詮釋(「新增及經修訂之香港財務報告準則」)。

香港財務報告準則 (修訂本)	2010年頒佈之香港 財務報告準則之 改進
香港會計準則第24號 (於2009年經修訂)	關連人士披露
香港(國際財務報告詮釋委員會)最低資金規定之預 — 詮釋第14號(修訂本)	付款項
香港(國際財務報告詮釋 委員會) — 詮釋第19號	以股本工具抵銷金 融負債

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

2. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

The application of the new and 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 new or revised standards that have been issued but are not yet effective. The following new or revised standards and interpretation have been issued after the date the consolidated financial statements for the year ended 31 March 2011 were authorised for issuance and are not yet effective:

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

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

² Effective for annual periods beginning on or after 1 July 2012.

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

2. 主要會計政策(續)

於本中期應用新增及經修訂之香港財務報告準則對於本中期間之簡明綜合財務報表所呈報之金額及／或簡明綜合財務報表所呈列之披露並無重大影響。

本集團並未提早採納已頒佈但尚未生效之新增或經修訂準則。以下為截至2011年3月31日止年度綜合財務報表授權發出之日期後頒佈及尚未生效之新增或經修訂準則及詮釋：

香港財務報告準則第10號	綜合財務報表 ¹
香港財務報告準則第11號	合營安排 ¹
香港財務報告準則第12號	其他實體權益之披露 ¹
香港財務報告準則第13號	公平值計量 ¹
香港會計準則第1號 (修訂本)	其他全面收入項目 之呈列 ²
香港會計準則第19號 (於2011年經修訂)	僱員福利 ¹
香港會計準則第27號 (於2011年經修訂)	獨立財務報表 ¹
香港會計準則第28號 (於2011年經修訂)	聯營公司及合營企業 投資 ¹
香港(國際財務報告詮釋 委員會) – 詮釋第20號	露天礦生產階段之 剝採成本 ¹

¹ 由2013年1月1日或以後開始之年度期間生效。

² 由2012年7月1日或以後開始之年度期間生效。

本公司董事預期，應用新增或經修訂之準則及詮釋對本集團業績及財務狀況並無重大影響。

Notes to the Condensed Consolidated Financial Statements (continued)
 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

3. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by operating segment for the period under review:

For the six months ended 30 September 2011

Continuing operations:

		Garment sourcing and exporting 採購及出口成衣 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Eliminations 撇銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額				
External	外來	163,794	2,291	—	166,085
Segment result	分類業績	(475)	1,514	—	1,039
Other income	其他收入				2,388
Loss on investments held for trading	持作買賣投資之虧損				(30,545)
Gain on fair value changes of financial assets designated at fair value through profit or loss	按公平值計入損益之金融資產之公平值變動收益				858
Unallocated corporate expenses	無分配之公司開支				(2,043)
Loss before taxation (continuing operations)	除稅前虧損(持續經營業務)				(28,303)

3. 分類資料

本期間按經營分部劃分本集團之營業額及業績之分析如下：

截至2011年9月30日止六個月

持續經營業務：

For the six months ended 30 September 2010

Continuing operations:

		Garment sourcing and exporting 採購及出口成衣 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Eliminations 撇銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額				
External	外來	198,552	2,552	—	201,104
Segment result	分類業績	4,660	13,840	—	18,500
Other income	其他收入				118
Gain on investments held for trading	持作買賣投資之收益				361
Unallocated corporate expenses	無分配之公司開支				(1,429)
Profit before taxation (continuing operations)	除稅前溢利(持續經營業務)				17,550

截至2010年9月30日止六個月

持續經營業務：

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

3. SEGMENT INFORMATION (Cont'd)

Segment result represents the result incurred by each segment without allocation of gain/loss on investments held for trading, gain on fair value changes of financial assets designated as at fair value through profit or loss, corporate income and corporate expenses. This is the measure reported to the chief executive officer, the Group's chief operating decision maker, for the purposes of resource allocation and performance assessment.

4. (LOSS) GAIN ON INVESTMENTS HELD FOR TRADING

During the six months ended 30 September 2011, a loss arose on the listed securities investments made by the Group which have declined in value in the midst of the downturn of the equity market in Hong Kong during the period.

5. TAXATION

3. 分類資料(續)

分類業績乃指各分部之業績，當中沒有分配持作買賣投資之收益／虧損、按公平值計入損益之金融資產之公平值變動收益、公司收入及公司開支，用以向本集團之主要經營決策者首席行政總裁匯報，作為資源分配及表現評估之參考。

4. 持作買賣投資之(虧損)收益

截至2011年9月30日止六個月，本集團之上市證券投資帶來虧損，由於期內香港股票市場表現普遍下跌，令該等投資之價值相應下跌。

5. 稅項

		Six months ended 30 September 截至9月30日止六個月	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Continuing operations:	持續經營業務：		
The charge comprises:	開支包括：		
Current tax:	本期間：		
Hong Kong Profits Tax	香港利得稅	213	24
Deferred tax (Note 14)	遞延稅項(附註14)	406	1,933
Tax charge attributable to the Company and its subsidiaries	本公司及其附屬公司應佔之稅項開支	619	1,957

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the period.

香港利得稅乃按本期間之估計應課稅溢利以16.5%計算。

Notes to the Condensed Consolidated Financial Statements (continued)
 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

6. (LOSS) PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS 6. 來自持續經營業務之本期間(虧損)溢利

		Six months ended 30 September	
		截至9月30日止六個月	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
(Loss) profit for the period from continuing operations has been arrived at after charging:	來自持續經營業務之本期間(虧損)溢利已扣除：		
Amortisation of intangible asset (included in administrative expenses)	無形資產攤銷(包括在行政開支內)	1,563	1,563
Depreciation	折舊	310	251
Exchange loss (included in other gains and losses)	滙兌虧損(包括在其他收益及虧損內)	231	—
Total staff costs (including directors' emoluments)	職工成本總額(包含董事酬金)	7,316	7,364

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

7. DISCONTINUED OPERATIONS

On 22 November 2009, the directors resolved to cease the bleaching and dyeing, and knitting businesses and these businesses were ceased in December 2009. The results of the discontinued operations included in the condensed consolidated statement of comprehensive income for the six months ended 30 September 2010 are set out below.

7. 已終止經營業務

於2009年11月22日，董事決定終止漂染及紡織業務，而該等業務已於2009年12月終止。已包括在截至2010年9月30日止六個月之簡明綜合全面收益表之已終止經營業務之業績載列如下。

		Six months ended 30 September 2010 截至2010年 9月30日止 六個月 HK\$'000 千港元
<u>Profit for the period from discontinued operations</u>	<u>來自已終止經營業務之本期間溢利</u>	
Revenue from	營業額來自	
Bleaching and dyeing	漂染	
— sales of goods	— 銷售貨物	89
Cost of sales and services	銷售及服務成本	(138)
Gross loss	毛損	(49)
Gain on disposal of assets held for sale	出售持作出售資產收益	1,444
Other income	其他收入	116
Administrative expenses	行政開支	(1,223)
Allowance for doubtful debts	呆壞賬撥備	(1)
Profit before taxation	除稅前溢利	287
Taxation	稅項	—
<u>Profit for the period from discontinued operations</u>	<u>來自已終止業務之本期間溢利</u>	<u>287</u>
Profit for the period from discontinued operations includes the following:	來自已終止業務之本期間溢利包括以下項目：	
Total staff costs, including retirement benefits costs	職工成本總額，包含退休福利成本	117
Depreciation	折舊	58
Interest income	利息收入	(10)

Notes to the Condensed Consolidated Financial Statements (continued)
 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

7. DISCONTINUED OPERATIONS (Cont'd)

The major class of assets of the bleaching and dyeing, and knitting operations as at 30 September 2011, which has been presented separately in the condensed consolidated statement of financial position, is as follows:

		30 September 9月30日 2011 HK\$'000 千港元	31 March 3月31日 2011 HK\$'000 千港元
Property, plant and equipment, being assets classified as held for sale	物業、廠房及設備，已列作持作出售資產	227	227

7. 已終止經營業務(續)

於2011年9月30日，獨立呈列於簡明綜合財務狀況表之漂染及紡織業務主要資產類別如下：

8. BASIC (LOSS) EARNINGS PER SHARE

From continuing and discontinued operations:

The calculation of the basic (loss) earnings per share attributable to owners of the Company is based on the following data:

8. 每股基本(虧損)盈利

來自持續經營及已終止經營業務：

本公司權益持有人應佔之每股基本(虧損)盈利乃根據以下資料計算：

		Six months ended 30 September 截至9月30日止六個月	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(Loss) profit for the purpose of basic (loss) earnings per share	就每股基本(虧損)盈利而言之(虧損)溢利	(28,922)	15,880

		Number of shares 股份數目	
			(Restated) (重列)
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	就每股基本(虧損)盈利而言之加權平均普通股股份數目	550,686,675	414,006,242

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

8. BASIC (LOSS) EARNINGS PER SHARE (Cont'd)

From continuing operations:

The calculation of the basic (loss) earnings per share from continuing operations attributable to owners of the Company is based on the following data:

(Loss) profit figures are calculated as follows:

		Six months ended 30 September 截至9月30日止六個月	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(Loss) profit for the period attributable to owners of the Company	本公司權益持有人應佔本期間(虧損)溢利	(28,922)	15,880
Less: Profit for the period from discontinued operation	減：來自已終止經營業務之本期間溢利	—	(287)
(Loss) profit for the purpose of basic (loss) earnings per share from continuing operations	就來自持續經營業務之每股基本(虧損)溢利而言之(虧損)溢利	(28,922)	15,593

		Number of shares 股份數目	
			(Restated) (重列)
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	就每股基本(虧損)溢利而言之加權平均普通股股份數目	550,686,675	414,006,242

The denominator for the purpose of calculating basic earnings per share for the six months ended 30 September 2010 has been adjusted to reflect the bonus element of the rights issue in March 2011 on the basis of one rights share for every two ordinary shares.

From discontinued operations:

Basic earnings per share from discontinued operations for the six months ended 30 September 2010 is HK\$0.0007 per share, based on the profit for the period from discontinued operations of HK\$287,000 for six months ended 30 September 2010 and the denominators detailed above for basic earnings per share from continuing and discontinued operations.

8. 每股基本(虧損)盈利(續)

來自持續經營業務：

本公司權益持有人應佔來自持續經營業務之每股基本(虧損)盈利乃根據以下資料計算：

(虧損)溢利數字之計算如下：

		Six months ended 30 September 截至9月30日止六個月	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
(Loss) profit for the period attributable to owners of the Company	本公司權益持有人應佔本期間(虧損)溢利	(28,922)	15,880
Less: Profit for the period from discontinued operation	減：來自已終止經營業務之本期間溢利	—	(287)
(Loss) profit for the purpose of basic (loss) earnings per share from continuing operations	就來自持續經營業務之每股基本(虧損)溢利而言之(虧損)溢利	(28,922)	15,593

		Number of shares 股份數目	
			(Restated) (重列)
Weighted average number of ordinary shares for the purpose of basic (loss) earnings per share	就每股基本(虧損)溢利而言之加權平均普通股股份數目	550,686,675	414,006,242

就計算截至2010年9月30日止六個月之每股基本盈利而言，分母已被調整，以反映2011年3月按每持有兩股普通股股份獲發一股供股股份之基準供股之紅利成分。

來自已終止經營業務：

截至2010年9月30日止六個月，來自已終止經營業務之每股基本盈利為每股0.0007港元，此乃根據截至2010年9月30日止六個月來自已終止經營業務之本期間溢利287,000港元及以上詳述之來自持續經營及已終止經營業務之每股基本盈利之分母而計算。

Notes to the Condensed Consolidated Financial Statements *(continued)*

簡明綜合財務報表附註 *(續)*

For the six months ended 30 September 2011

截至2011年9月30日止六個月

9. PROPERTY, PLANT AND EQUIPMENT

During the current period, the Group spent HK\$178,000 on acquisition of property, plant and equipment (six months ended 30 September 2010: HK\$3,000).

10. INVESTMENT PROPERTIES

The Group spent an insignificant amount on investment properties during both periods.

The Group's investment properties are held for rental purposes under operating leases and are measured using the fair value model. They were valued by Vigers Appraisal & Consulting Limited, a firm of independent qualified professional valuers. The valuation of investment properties in Hong Kong was arrived at by reference to market evidence of recent transaction prices for similar properties. The valuation of the investment properties in the People's Republic of China, which are industrial properties, was arrived at by combining (a) the market value of the land portion of the properties with reference to market evidence of transaction prices for similar industrial land nearby and (b) depreciated replacement cost of the buildings and structures.

The gain arising on changes in fair value of the investment properties of HK\$630,000 has been recognised in profit or loss for the six months ended 30 September 2011 (six months ended 30 September 2010: HK\$12,618,000).

9. 物業、廠房及設備

於本期間，本集團用於購入物業、廠房及設備之款項 178,000 港元(截至 2010 年 9 月 30 日止六個月：3,000 港元)。

10. 投資物業

於兩個期間，本集團用於投資物業之金額並不重大。

本集團之投資物業乃以經營租約為收取租金持有並以公平值模式計量。獨立合資格專業物業估值師行威格斯資產評估顧問有限公司對物業進行評估。香港投資物業之估值乃參考市場上同類物業之近期成交價而釐定。中國投資物業為工業物業，其估值乃結合 (a) 參考市場上鄰近類同工業土地之物業成交價之土地部分之市場價值及 (b) 樓宇及結構之折舊重置成本而釐定。

投資物業之公平值變動收益 630,000 港元已於截至 2011 年 9 月 30 日止六個月之損益內確認(截至 2010 年 9 月 30 日止六個月：12,618,000 港元)。

Notes to the Condensed Consolidated Financial Statements (continued)
 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

11. TRADE AND OTHER RECEIVABLES

The Group allows an average credit period of up to 90 days to its customers. The aged analysis of trade receivables at the end of the reporting period is as follows:

11. 貿易及其他應收款項

本集團給予其客戶平均信貸期達90日。於報告期末，貿易應收款項之賬齡分析如下：

		30 September	31 March
		9月30日	3月31日
		2011	2011
		HK\$'000	HK\$'000
		<i>千港元</i>	<i>千港元</i>
0 – 60 days	0 – 60日	44,511	26,273
61 – 90 days	61 – 90日	6	975
Over 90 days	超過90日	1,517	1,841
Trade receivables	貿易應收款項	46,034	29,089
Prepayments	預付款	384	1,080
Deposits for suppliers to be realised within 1 year	將於一年內變現之供應商按金	22,252	20,347
Receivable from disposal of assets classified as held for sale to be realised within 1 year	將於一年內變現之出售列作持作出售資產之應收款項	—	7,912
Other receivables	其他應收款項	7,530	6,197
		76,200	64,625

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

截至2011年9月30日止六個月

12. FINANCIAL ASSETS DESIGNATED AS AT FAIR VALUE THROUGH PROFIT OR LOSS

During the year ended 31 March 2011, the Group acquired equity linked investments with financial institutions in Hong Kong. The equity linked investments contained embedded derivative, the return of which was determined with reference to the closing price of two equity securities listed in Hong Kong. The equity linked investments were designated as at fair value through profit or loss at initial recognition. The principal amount was HK\$20,000,000 with fixed coupon interest rates and remaining time to maturity ranging from three to four months. The equity linked investments contained terms enabling the issuers either to deliver the underlying equity securities on maturity if the market prices of underlying securities were lower than their respective predetermined reference stock prices or cash settlement of the principal and interest if market prices of the underlying securities were higher than their respective predetermined reference stock prices. The equity linked investments were subject to the option for early termination at the discretion of the holders.

During the six months ended 30 September 2011, all equity linked investments (including those acquired during the current interim period) were either early terminated in cash or redeemed by receiving the underlying equity securities by the Group. Principal together with interests were received resulting in a gain on fair value changes of HK\$858,000 which was recognised in profit or loss.

13. TRADE AND OTHER PAYABLES

The aged analysis of trade payables at the end of the reporting period is as follows:

0 – 60 days	0 – 60日
Over 90 days	超過90日
Trade payables	貿易應付款項
Rental deposits received and rental received in advance	已收租金按金及預收租金
Accruals	預提費用
Other tax payable	其他應付稅項
Other payables	其他應付款項

12. 按公平值計入損益之金融資產

截至2011年3月31日止年度，本集團經香港金融機構購入若干股票掛鈎投資。股票掛鈎投資包含內含衍生工具，其回報乃參考兩項於香港上市股票證券之收市價而釐定，股票掛鈎投資於初次確認時定為按公平值計入損益。固定息率之本金為20,000,000港元，尚餘三至四個月到期。股票掛鈎投資包含條款可使發行人當證券市價低於各自預定參考股份價格時於到期日送達有關股票證券，或當證券之市價高於各自預定參考股份價格時以現金清付本金及利息。持有人可酌情選擇提早終止股票掛鈎投資。

截至2011年9月30日止六個月，本集團所有股票掛鈎投資(包括於本中期間內購入)均以現金方式提早終止或以收取有關股票證券方式贖回。已收回本金連同利息之公平值變動收益858,000港元已於損益內確認。

13. 貿易及其他應付款項

於報告期末，貿易應付款項之賬齡分析如下：

		30 September 9月30日 2011 HK\$'000 千港元	31 March 3月31日 2011 HK\$'000 千港元
		27,721	18,697
		159	155
		27,880	18,852
		2,392	2,322
		8,242	7,463
		6,075	5,910
		2,129	1,582
		46,718	36,129

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14. DEFERRED TAXATION

14. 遞延稅項

		Revaluation of properties 物業重估 HK\$'000 千港元	Intangible asset 無形資產 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2010	於2010年4月1日	(14,312)	(4,082)	149	(18,245)
(Charge) credit to profit or loss for the period	於本期間損益中(扣除)計入	(2,466)	258	275	(1,933)
Currency realignment	滙兌調整	(275)	—	—	(275)
At 30 September 2010	於2010年9月30日	(17,053)	(3,824)	424	(20,453)
(Charge) credit to profit or loss for the period	於本期間損益中(扣除)計入	(3,136)	258	(89)	(2,967)
Currency realignment	滙兌調整	(336)	—	—	(336)
At 31 March 2011	於2011年3月31日	(20,525)	(3,566)	335	(23,756)
(Charge) credit to profit or loss for the period	於本期間損益中(扣除)計入	(1,302)	258	638	(406)
Currency realignment	滙兌調整	(409)	—	—	(409)
At 30 September 2011	於2011年9月30日	(22,236)	(3,308)	973	(24,571)

For the purpose of presentation in the condensed consolidated statement of financial position, the above deferred tax assets and liabilities have been offset.

就呈列簡明綜合財務狀況表而言，以上之遞延稅項資產及負債已作抵銷。

At 30 September 2011, deductible temporary differences in respect of tax losses not recognised in the condensed consolidated financial statements were HK\$43,681,000 (31 March 2011: HK\$16,556,000). No deferred tax asset has been recognised in respect of such deductible temporary differences due to the unpredictability of future profit streams.

於2011年9月30日，可獲扣減臨時差異項目之稅項虧損43,681,000港元(2011年3月31日：16,556,000港元)並沒有於簡明綜合財務報表內確認。由於未能預計未來溢利收入，故並沒有確認可獲扣減臨時差異項目之相關遞延稅項資產。

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15. SHARE CAPITAL

15. 股本

		Number of shares 股份數目	Amount 總額 HK\$'000 千港元
Ordinary shares of HK\$0.01 each	每股普通股面值0.01港元		
Authorised:	法定：		
At 1 April 2010, 31 March 2011 and 30 September 2011	於2010年4月1日、2011年3月31日 及2011年9月30日	20,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
At 1 April 2010	於2010年4月1日	367,124,450	3,671
Rights issue of shares (Note)	供股股份(附註)	183,562,225	1,836
At 31 March 2011 and 30 September 2011	於2011年3月31日 及2011年9月30日	550,686,675	5,507

Note: On 2 March 2011, the Company allotted 183,562,225 rights shares of HK\$0.01 each at the subscription price of HK\$0.35 per rights share on the basis of one rights share for every two existing ordinary shares held. The Company raised HK\$63,808,000 (net of expenses) with the intention at the time of rights issue to finance potential property acquisitions and for general working capital use.

附註：於2011年3月2日，本公司按每持有兩股現有普通股股份獲配一股供股股份之比例，以每股供股股份0.35港元之認購價，配發183,562,225股每股面值0.01港元之供股股份。本公司籌得63,808,000港元(扣除開支後)於供股時打算用作潛在之物業收購之融資及作為一般營運資金。

All shares issued during the year ended 31 March 2011 rank pari passu with the then existing shares in issue in all respects.

所有截至2011年3月31日止年度發行股份於各方面與當時已發行股份享有同等權利。

16. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS

16. 關連人士交易／關連交易

(a) During the period, the Group had the following transactions with wholly-owned subsidiaries of Easyknit International (defined and explained in note 1):

(a) 於期內，本集團與永義國際(定義及解釋見附註1)之全資附屬公司之交易如下：

		Six months ended 30 September 截至9月30日止六個月	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Rental expense	租金開支	1,241	1,034

Ms. Lui Yuk Chu, a director of the Company, has 58.69% (31 March 2011: 58.69%) equity interest in Easyknit International at 30 September 2011.

於2011年9月30日，本公司董事雷玉珠女士於永義國際擁有58.69%(2011年3月31日：58.69%)實益權益。

Notes to the Condensed Consolidated Financial Statements (continued)
 簡明綜合財務報表附註(續)

For the six months ended 30 September 2011

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16. RELATED PARTY TRANSACTIONS/CONNECTED TRANSACTIONS (Cont'd)

(b) In January 2010, the Company entered into a consultancy agreement with Mr. Koon Wing Yee for consultancy services provided by Mr. Koon Wing Yee to the Group for a fee of HK\$498,000 per annum which shall be payable in arrears by twelve monthly instalments of HK\$41,500 each. The consultancy agreement is for a period of one year commencing on 15 January 2010 but may be terminated by either party at any time by one month's notice. Mr. Koon Wing Yee is the spouse of Ms. Lui Yuk Chu. Consultancy fee paid and payable to Mr. Koon Wing Yee during the six months ended 30 September 2010 amounted to HK\$249,000 (six months ended 30 September 2011: nil). In January 2011, the Company entered into an employment agreement with Mr. Koon Wing Yee to act as general manager of the Company for a salary of HK\$50,000 per month. The remuneration of Mr. Koon Wing Yee since his employment as general manager of the Company with effect from 21 February 2011 was included in "compensation of key management personnel" in (c) below.

(c) Compensation of key management personnel

The remuneration of directors and other members of key management during the period was as follows:

Short-term employee benefits	短期僱員福利
Salaries and other benefits	薪金及其他福利
Contributions to retirement benefit schemes	退休福利計劃供款

The remuneration of directors and key executives are determined by the remuneration committee and executive directors, respectively, having regard to the performance of individuals and market trends.

16. 關連人士交易／關連交易(續)

(b) 於2010年1月，本公司與官永義先生訂立顧問協議，官永義先生提供顧問服務予本集團，每年收取費用498,000港元，按每月41,500港元分十二期支付，該顧問協議由2010年1月15日開始，為期一年，但可由其中任何一方給予一個月通知而終止，官永義先生為雷玉珠女士之配偶，於2010年9月30日止六個月已支付顧問費249,000港元（截至2011年9月30日止六個月：無）。於2011年1月，本公司與官永義先生訂立僱用協議，以月薪50,000港元僱用彼為本公司總經理。自官永義先生由2011年2月21日僱用為本公司總經理之薪酬已包括在以下(c)項之「主要管理人員之薪酬」內。

(c) 主要管理人員之薪酬

董事及其他主要管理成員於期內之酬金如下：

Six months ended 30 September

截至9月30日止六個月

2011	2010
HK\$'000	HK\$'000
千港元	千港元
2,206	2,076
30	11
2,236	2,087

董事及主要行政人員之酬金分別由薪酬委員會及執行董事按照個別人士之表現及市場趨勢而釐定。

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17. CAPITAL COMMITMENTS

17. 資本承擔

	30 September 9月30日 2011 HK\$'000 千港元	31 March 3月31日 2011 HK\$'000 千港元
Capital expenditure in respect of acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements	1,381	1,344

有關已訂約但尚未於簡明綜合財務報表撥備購入物業、廠房及設備之資本開支



EASYKNIT ENTERPRISES HOLDINGS LIMITED

永義實業集團有限公司

(Stock Code 股份代號 : 0616)