

Chow Tai Fook Jewellery Group Limited  
周大福珠寶集團有限公司

Stock Code 股份代號 : 1929

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Annual Report 2012 年報

周大福

CHOW TAI FOOK

# Corporate Profile 企業簡介

Chow Tai Fook Jewellery Group Limited is a leading jeweller in Mainland China, Hong Kong and Macau. Its principal products are mass luxury and high-end luxury jewellery products including gem-set jewellery, gold products, platinum/karat gold products and watches. The Company was listed on the Main Board of the Stock Exchange in 2011.

The Group's iconic brand "Chow Tai Fook" and long-standing history of over 80 years of operations represent key competitive advantages of its business. The Chow Tai Fook brand is recognised for its trustworthiness and authenticity, and its products are known for their design, quality and value.

Chow Tai Fook has an extensive retail network, with over 1,600 points of sale in Greater China, Singapore and Malaysia. The Group has a vertically integrated business model that gives it effective and tight control over its processes from raw material procurement to design, production, marketing and sales through its extensive retail network.

周大福珠寶集團有限公司是中國內地及港澳地區的領先珠寶商，並於2011年在聯交所主板上市。本集團專注於主流珠寶及名貴珠寶產品，包括珠寶鑲嵌首飾、黃金產品、鉑金/K金產品以及鐘錶。

本集團標誌性品牌「周大福」及80多年輝煌經營歷史乃其業務的關鍵競爭優勢，「周大福」是信譽及正貨的象徵，其產品則以設計、品質及價值聞名。

周大福擁有龐大的零售網絡，其於大中華區、新加坡與馬來西亞的零售點合共逾1,600個。集團建立出一套高效的垂直整合經營的業務模式。此模式能使集團對整體業務作出有效和謹慎的監控，範圍涉及原材料採購、設計、生產、市場推廣以及通過龐大的零售網絡進行銷售。

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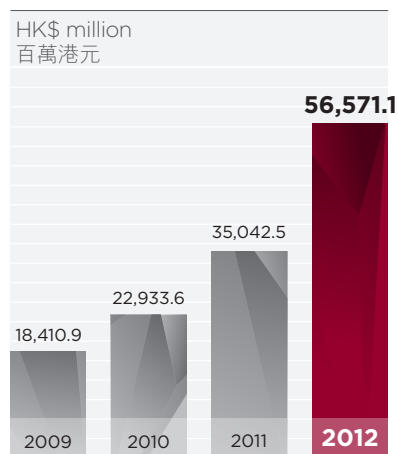
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# Financial Highlights

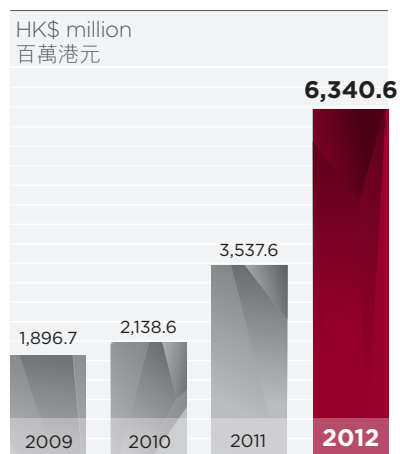
## 財務摘要

### Revenue 營業額



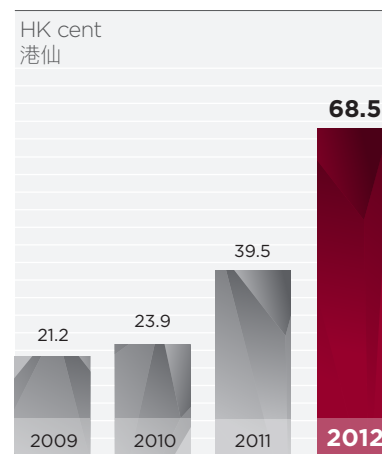
**\$56,571.1m** 百萬港元

### Profit attributable to owners of the Company 本公司擁有人應佔溢利



**\$6,340.6m** 百萬港元

### Earnings per share 每股盈利

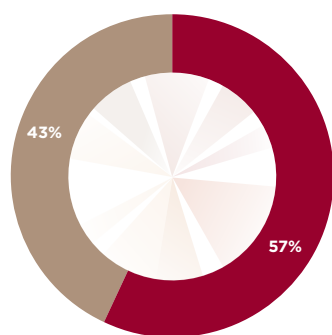


**68.5 cents** 港仙

The following table summarises the results of the Group for FY2009 to FY2012.  
下表概述本集團2009財政年度至2012財政年度的業績。

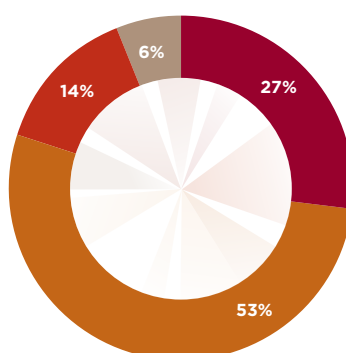
For the year ended 31 March 截至3月31日止年度	2012	2011	2010	2009
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Revenue 營業額	56,571.1	35,042.5	22,933.6	18,410.9
Gross profit 毛利	16,447.9	9,927.6	6,555.0	5,326.0
Profit for the year 年度溢利	6,570.9	3,672.5	2,206.8	1,914.4
Profit attributable to: 以下人士應佔溢利:				
Owners of the Company 本公司擁有人	6,340.6	3,537.6	2,138.6	1,896.7
Non-controlling interests 非控股權益	230.3	134.9	68.2	17.7
Earnings per share (HK cent) 每股盈利(港仙)	68.5	39.5	23.9	21.2
Dividend per share (HK cent) 每股派息(港仙)	10.0	n/a 不適用	n/a 不適用	n/a 不適用
As at 31 March 截至3月31日	2012	2011	2010	2009
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Current assets 流動資產	45,258.3	27,503.2	15,961.6	13,504.3
Current liabilities 流動負債	14,218.0	17,213.2	8,510.9	7,783.8
Net current assets 流動資產淨額	31,040.3	10,290.0	7,450.7	5,720.5
Net assets 資產淨額	29,573.0	11,672.9	8,335.4	6,441.9
Total assets 資產總額	47,414.3	29,048.7	17,010.3	14,409.5
Key ratios for the year ended 31 March 截至3月31日止年度主要比率	2012	2011	2010	2009
	(%)	(%)	(%)	(%)
Gross margin 毛利率	29.1	28.3	28.6	28.9
Operating margin <sup>(1)</sup> 經營利潤率 <sup>(1)</sup>	14.9	13.3	11.8	12.4
Net margin 淨利潤率	11.6	10.5	9.6	10.4
Net gearing <sup>(2)</sup> 淨資本負債比率 <sup>(2)</sup>	16.2	65.2	34.5	46.7

Revenue by geography FY2012  
2012財政年度按地區劃分的營業額



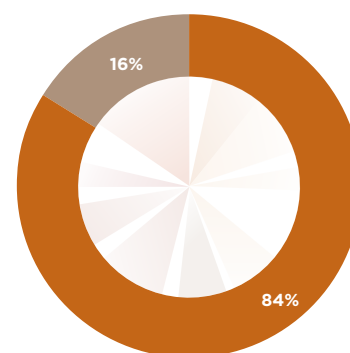
■ Mainland China 中國內地  
■ HK, Macau and other Asian markets 香港、澳門及其他亞洲市場

Revenue by product FY2012  
2012財政年度按產品劃分的營業額



■ Gem-set jewellery 珠寶鑲嵌首飾  
■ Gold products 黃金產品  
■ Platinum/karat gold products 鉑金/K金產品  
■ Watches 鐘錶

Revenue by operation model FY2012  
2012財政年度按營運模式劃分的營業額



■ Retail 零售  
■ Wholesale 批發

Note: The percentages calculated could include minor rounding differences.  
附註：百分比計算結果或略有進位差異。

Key operating data as at 31 March 於3月31日之主要經營數據	2012	2011	2010	2009
Jewellery POS 珠寶零售點	1,541	1,287	1,115	965
Mainland China 中國內地	1,448	1,206	1,034	895
HK, Macau and other Asian markets 香港、澳門及其他亞洲市場	93	81	81	70
Watch POS 鐘錶零售點	86	71	64	—
Total POS 零售點總計	1,627	1,358	1,179	965
	(%)	(%)	(%)	(%)
Same Store Sales Growth 同店銷售增長				
Mainland China 中國內地	32.0	35.2	15.2	n/a 不適用
Hong Kong, Macau and Taiwan 香港、澳門及台灣	48.4	32.4	16.0	n/a 不適用
Overall 整體	40.3	33.8	15.6	n/a 不適用

<sup>(1)</sup> Earnings before net interest and taxation, divided by revenue

<sup>(2)</sup> Aggregate of bank borrowings, gold loans, net amounts due to related companies, net of pledged bank deposits and bank balances and cash, and then divided by total equity

<sup>(1)</sup> 息稅前盈利除以營業額

<sup>(2)</sup> 銀行貸款、黃金借貸、應付關聯公司款項淨額之總額(扣除已抵押銀行存款及銀行結餘及現金)並除以權益總額



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Chairman's  
Statement  
主席報告書

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“Chow Tai Fook jewellery represents  
the best that money can buy.”  
「周大福珠寶是貨真價實的象徵。」





“We excel at providing Chinese customers exactly what they are looking for.”

「我們能為華人顧客提供稱心的產品。」

Dear shareholders,

Chow Tai Fook Jewellery Group Limited is a leading jewellery company with the origins tracing back to 1929. After over 80 years in business as a private company, Chow Tai Fook was successfully listed on the Main Board of the Stock Exchange on 15 December 2011, in what was one of the largest IPOs in Hong Kong and globally last year. Chow Tai Fook became the largest listed pure play jeweller in the world by market capitalisation, and since listing we have actually gained market share in Mainland China, Hong Kong and Macau, where we were already market leaders.

Chow Tai Fook is a homegrown iconic Chinese luxury brand that is widely known and sought after, not to mention highly trusted, giving consumers full confidence that our products are of the highest quality and authenticity. Chow Tai Fook jewellery represents the best that money can buy. Our motto of “sincerity • eternity” has guided us all these years and means even more today as we strive for transparency, best-in-class corporate governance, and long-term sustainable growth that will serve us well for our next 80 years and beyond. Our listing was the logical next step forward for the Company. With our strong professional management, a committed board setting strategic direction, and ample funds raised from global investors who share our confidence in the untapped potential of the Chinese jewellery market, we are well poised to deliver on these goals.

I am pleased to report a total revenue of HK\$56,571.1 million for FY2012, which represents a robust growth of 61.4% over the same period last year. Profit attributable to shareholders of the Company increased by 79.2% to HK\$6,340.6 million with an earnings per share of HK68.5 cents. The Board recommends the payment of a final dividend of HK10.0 cents per share to reward our shareholders.

We regard the main drivers for our sustainable growth to be POS expansion and Same Store Sales Growth, or in other words, acquiring new customers and encouraging repeat purchases.

At the end of March 2012, the number of our POS totalled 1,627, an increase of 19.8% or 269 POS over the total number of jewellery and watch POS a year earlier. Of the 1,627 POS, 1,532 or 94.2% are located in Mainland China. Our overall Same Store Sales Growth was 40.3% in FY2012 compared to 33.8% in FY2011. Growth in market share has also been a key to our success. According to the Frost & Sullivan Report, our market share grew from 12.6% in 2010 to 14.4% in 2011 in Mainland China and from 20.1% to 21.4% in Hong Kong and Macau in that same period.

各位股東：

周大福珠寶集團有限公司是一間始創於1929年的領先珠寶商。作為一家私人企業，周大福擁有逾80年歷史，並於2011年12月15日成功在聯交所主板上市，成為去年香港和全球最大規模的首次公開發售股份項目之一。周大福是全球市值最大的純珠寶業的上市公司。我們於中國內地和港澳地區早已領先市場，自上市以來，市場佔有率更進一步擴大。

「周大福」紮根於本地，並發展成家喻戶曉、備受市場推崇的華人名牌。作為信譽超著的品牌，消費者對我們優質和正貨充滿信心。周大福珠寶是貨真價實的象徵。多年來，我們始終秉承「真誠•永恒」的經營理念；時至今日，這個理念顯得更為重要，它是支撐我們以提高透明度、實踐最佳企業管治及達至長期可持續發展的重要支柱，也必將帶領我們邁向下一個80周年和更長遠的未來。上市是周大福向前邁進的必然選擇。我們擁有強大而專業的管理團隊及專注制訂策略方向的董事會，加上環球投資者和我們一樣對中國珠寶市場尚待發掘的潛力充滿信心，為公司帶來了充裕的資金支持。憑藉以上的優勢，周大福已為實現更遠大的目標作好準備。

本人欣然報告，2012財政年度錄得總營業額56,571.1百萬港元，較去年同期大幅增長61.4%。本公司股東應佔溢利增加79.2%至6,340.6百萬港元，每股盈利為68.5港仙。董事會建議派發末期股息10.0港仙，以回饋股東。

我們認為，可持續增長的主要動力來自零售點擴張和同店銷售增長。換言之，我們需一方面開拓新客源，另一方面提升顧客的再消費。

截至2012年3月底，我們共有1,627個零售點，較去年同期的珠寶和鐘錶零售點總數，增加19.8%或269個。在上述1,627個零售點當中，有1,532個或94.2%位於中國內地。2012財政年度整體同店銷售增長為40.3%，而2011財政年度的整體同店銷售增長則為33.8%。市場佔有率增長也是我們成功的關鍵之一。據Frost & Sullivan報告顯示，我們於2010年佔中國內地市場12.6%，於2011年增至14.4%；同期，於港澳地區的市場佔有率，亦由20.1%上升至21.4%。

# Chairman's Statement

## 主席報告書

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Looking ahead, expansion of our retail network inland and into lower tier cities in Mainland China, where there is still huge potential and we are far ahead of our peers, is the key to our continued sustainable growth. With our POS opening experience and track record, we have well exceeded previous targets and we expect to reach a total of 2,000 POS by the end of FY2014, which is earlier than planned. Our even stronger financial position post-IPO enables us to adjust inventory levels in these POS to meet demand and also to open more outlets in Tier II to IV cities such as Chengdu, Chongqing, Xi'an, Nanning, Urumqi and Guiyang, where we see growth opportunities. Domestic consumption is still rising in inland and lower tier cities and we believe their economies are particularly resilient to slowdown.

In addition, we plan to expand the gross floor area in certain carefully selected existing POS to increase our Same Store Sales Growth by optimising our product and collection offerings, such as the "Bao Bao Family Collection" and the "The Perfect One Wedding Collection". Going forward, we have plans to introduce our designer collections, through innovative marketing campaigns and events, including the roll out of an enhanced tiered customer loyalty programme across Hong Kong and Mainland China.

We are also committed to building shareholder value and returns. With a focus on effective and tight control, our sophisticated vertically integrated business model sets us apart from our peers, and enables us to further improve our profitability.

Our model gives us direct preferential access to source the most sought after raw materials, such as diamonds. Coupled with our own production facilities, in-house design team and an extensive retail network, we are in full control of all critical steps in the supply chain, which underscores our fundamental resilience in the current uncertain macroeconomic environment. We are on track to complete construction of our new Mainland headquarters office in Shenzhen by the end of 2013. We have also identified a site in the city of Wuhan, for an integrated production and logistics centre to not only support future growth and demand but also further shorten production lead-time.

From the mass luxury products that make up the bulk of our sales, to the high-end luxury jewellery that shows our excellent craftsmanship capability, to our lines for youth and weddings and other occasions, we excel at providing Chinese customers with exactly what they are looking for. We do this by means of our scale and reach, our retail management information system, our deep understanding of Chinese jewellery-giving culture, and our unrivalled ability to procure, design, and make products to meet market needs in all segments and age groups. The speed at which we can adjust our product mix is a great competitive advantage. Our extensive geographical presence across Mainland China, a balanced product portfolio with a growing focus on higher-margin gem-set jewellery, and our almost fully hedged position on gold result in stable long-term returns for our shareholders.

展望未來，我們將繼續開拓更多的零售網絡，進一步擴展至中國內地的內陸及較次級城市，藉著領先的優勢，捕捉這些地區龐大的市場潛力，以維持周大福業務持續增長的勢頭。根據我們在開設零售點方面的經驗和往績記錄，我們已超額完成先前所訂目標，目前預計可於2014財政年度完結之前達到2,000個零售點的目標，即較原定計劃提前。成功上市後，我們的財政實力加強，現在，我們將根據市場需求來靈活調整零售點的存貨水平，同時在我們認為具備增長潛力的二線至四線城市如成都、重慶、西安、南寧、烏魯木齊及貴陽等增設零售點。中國內地的內陸及較次級的城市內部消費一直保持增長，其本地經濟對外部衰退的抗逆能力也較強。

此外，我們計劃精選若干現有的零售點來實行擴充門市面積，以便優化產品和系列銷售，譬如「福星寶寶系列」以及「The Perfect One完美婚嫁系列」，致力提升我們的同店銷售增長。未來我們將以創新的市場推廣活動與盛事配合促銷我們的設計師系列的產品，例如在香港及中國內地推行升級版的分級尊貴會員計劃。

我們也致力於為股東創造增值與回報。我們全面的垂直整合經營的業務模式，專注於有效和謹慎的監控，使我們領先同業，並進一步提高我們的盈利水平。

基於此業務模式，我們得以建立直接採購渠道，以較優惠的條件採購如鑽石等備受歡迎的原材料。配合我們的生產設施、內部設計團隊和龐大零售網絡，我們能夠完全控制供應鏈內所有關鍵環節，實為我們能在當前充斥不明朗因素的宏觀經濟環境中保持抗逆能力的原因。我們於深圳嶄新的中國內地總部辦公大樓，可望如期於2013年年底前竣工。此外我們已選址在武漢市興建生產物流一體化中心，投產後不僅可支持未來增長及需求，亦會進一步縮短生產所需時間。

由佔我們銷售額較大份額的主流珠寶產品，或是展現我們精湛工藝的名貴珠寶，以至我們的年青系列、婚嫁及其他場合首飾等，我們均能為華人顧客提供稱心的產品，此乃得益於我們擁有龐大的經營規模，零售點網絡和零售管理資訊系統，對華人饋贈珠寶文化具有深刻了解，以及按照不同分部和年齡組別的市場需求去採購、設計及製作產品的無可比擬能力。迅速調整產品組合的能力是我們獨特的競爭優勢之一。周大福業務遍佈中國內地各省各地，我們擁有均衡的產品結構尤專注於毛利率較高的珠寶鑲嵌首飾，以及接近全數對黃金作出對沖，因此，我們可為股東提供穩定長期的回報。

In fact, I am also chairing a “Reform and Development Committee” of senior executives, founded in 2011, which has been reviewing operations and has already made a number of recommendations to the Board with a view to enhancing overall operating efficiencies of the Group. These initiatives include refining our management information system and increasing production capability, starting with the facilities in Shenzhen and Wuhan that I mentioned above.

Our management team, led by loyal and talented professionals, is well poised to make progress on all these strategic initiatives. As a newly listed company, we are continuing to build a best-in-class organisation, including a recently augmented investor relations and corporate communications team to help us engage with our esteemed shareholders and other stakeholders. We aim to give you operational updates on a quarterly basis going forward. At this time, I would also like to acknowledge the hard work of all our colleagues across the Group, who have embraced the transition we have gone through in becoming a listed company. Our philosophy of aligning our employees’ compensation with our financial performance is one we are committed to adhering to going forward.

Looking ahead, we are confident that we can achieve sustainable growth as we continue to cater to Mainland China’s rapidly growing and urbanising middle class as well as a growing number of loyal and increasingly affluent VIPs. With a combination of our core strengths such as our brand name, highly experienced and loyal team, a sophisticated management information system, extensive retail network, innovative marketing, strong design and production capability, great financial strengths as well as our ability to swiftly adjust our operations under different environments, I am confident that this model enables us to capture the growth opportunities in developing regions and make us more resilient in the current volatile environment.

Our success is inseparable from the success and support of our staff, shareholders, customers, business partners and the communities in which we operate. On behalf of the Board, I would like to express my gratitude for their continual support and encouragement. To my fellow members of the Board, I would also like to extend appreciation for their active contribution to our business and their inspiring leadership. Together we can set a new corporate benchmark for excellence in Greater China.

**Dr. Cheng Kar-shun, Henry**  
*Chairman*

Hong Kong, 26 June 2012

事實上，本公司於2011年成立了「改革發展委員會」，由本人擔任主席，成員包括高層行政人員。此委員會負責檢討業務營運，並已向董事會提出多項有關加強本集團整體營運效益的建議，包括改進管理資訊系統和提升生產能力等，並以上述提及於深圳和武漢的設施作為實施起點。

我們的管理團隊由忠誠的專業人才領導，推進各項策略舉措自能得心應手。作為新近上市的公司，我們正在不斷努力，打造最佳組織結構，包括近期擴充的投資關係和企業傳訊團隊，以促進我們與股東和其他持份者之間的溝通。我們計劃今後每季向股東提供營運簡報。本人亦擬藉此機會，感謝全體員工不懈努力，確保本公司籌備上市期間，順利完成一切過渡工作。我們素來奉行僱員報酬與公司財務績效掛鈎的理念，今後將繼續堅持執行。

展望未來，我們相信我們能實現可持續的增長，因我們將繼續以中國內地快速增長和城市化的中產人口、以及人數日增、消費能力漸強的忠誠尊貴會員作為服務對象。本人相信，以本集團的業務模式，結合種種核心優勢，包括信譽超著的品牌、經驗豐富和忠誠的團隊、先進的管理資訊系統、龐大的零售網絡、創新的市場推廣、強大的設計和生產能力、雄厚的財政實力、以及在不同環境中快速調整營運的能力等，我們必能抓緊發展中地區的增長機遇，在當前反覆波動的宏觀環境中，展現更強的抗逆能力。

本集團的成功離不開我們的員工、股東、顧客、業務夥伴和經營所在社區的支持。本人謹代表董事會，感謝社會各界一直以來的支持和鼓勵；此外亦感謝董事會各位同仁，領導員工開展各項業務，作出積極貢獻。深信我們只要攜手努力，必能創出嶄新里程，在大中華地區綻放光芒。

主席  
**鄭家純博士**

香港，2012年6月26日



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Management  
Discussion and  
Analysis

管理層討論與分析

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### Financial Review

We are pleased to deliver our first set of annual results following our listing in December 2011 and to report that our performance was in line with our profit forecast in our Prospectus. During the year under review, we expanded the geographic reach of our jewellery business in the Greater China region and achieved excellent results. In FY2012, the Group recorded revenue of HK\$56,571.1 million (FY2011: HK\$35,042.5 million), representing a surge of 61.4% over the same period last year. The profit attributable to shareholders of the Company amounted to HK\$6,340.6 million (FY2011: HK\$3,537.6 million), increased by HK\$2,803.0 million or 79.2% over that of the previous year. Our growth this year was mainly fuelled by the expansion of our POS network and by strong Same Store Sales Growth. These growth drivers were in turn fuelled by our successful business strategies, continued strong expansion of Mainland China's overall economy and increasing demand for jewellery especially for event-driven and festive celebrations.

The Mainland China portion of our business recorded revenues of HK\$32,016.4 million (FY2011: HK\$19,471.8 million), grew 64.4% from FY2011, while Hong Kong, Macau and other Asian markets recorded revenue of HK\$24,554.7 million (FY2011: HK\$15,570.7 million), increased by 57.7% from last year. The Mainland China market continued to represent our major source of revenue, accounting for 56.6% (FY2011: 55.6%) of our total revenue. Given the increasing number of Mainland tourists in Hong Kong and Macau and the concurrent steady rise in their per capita disposable income, Mainland tourists constituted the largest single customer group for our products, as evidenced by the fact that 48.3% (FY2011: 43.2%) of our total revenue in Hong Kong and Macau were settled through China UnionPay or in RMB (cash). As such, we believe 77.6% (FY2011: 74.8%) of our total revenue was originated from Mainland Chinese. We achieved overall Same Store Sales Growth of 40.3% in FY2012 (FY2011: 33.8%), of which Same Store Sales Growth in Mainland China was 32.0% (FY2011: 35.2%) and Same Store Sales Growth in Hong Kong, Macau and Taiwan segment was 48.4% (FY2011: 32.4%).

Sales of our principal products, gem-set jewellery and gold products, comprised about 27.2% (FY2011: 25.6%) and 52.6% (FY2011: 53.4%) of the total revenue respectively. Sales in gem-set jewellery rose by 71.6% to HK\$15,378.1 million (FY2011: HK\$8,962.9 million), while sales of gold products increased by 58.8% to HK\$29,742.1 million (FY2011: HK\$18,724.7 million). We are gradually increasing the proportion of revenues from gem-set jewellery, sales of which are inherently higher-margin than sales of gold jewellery.

Our gross profit increased by 65.7%, from HK\$9,927.6 million for FY2011 to HK\$16,447.9 million for FY2012, while the gross profit margin slightly increased to 29.1% (FY2011: 28.3%). We believe that we owe these margin improvements and overall margin stability to a combination of factors including our extensive geographical presence across Mainland China, our balanced product portfolio with a growing focus on higher-margin gem-set jewellery, and our almost fully hedged position on gold.

### 財務回顧

我們欣然公佈本公司於2011年12月上市後首份年度業績，並報告我們的表現符合招股章程內的溢利預測。回顧年內，我們成功擴充大中華地區珠寶業務的版圖並取得卓越的業績。2012財政年度，本集團的營業額為56,571.1百萬港元(2011財政年度：35,042.5百萬港元)，較上一年度同期大幅上升61.4%。本公司股東應佔溢利為6,340.6百萬港元(2011財政年度：3,537.6百萬港元)，較上一年度增加2,803.0百萬港元或79.2%。我們本年度的增長主要由於我們成功的業務策略，中國內地整體經濟持續強勁增長，對珠寶首飾的需求不斷提升，尤其是喜慶盛事及節日期間，促使我們零售點網絡得以擴充，同時錄得強勁的同店銷售增長。

本年度，我們中國內地業務的營業額為32,016.4百萬港元(2011財政年度：19,471.8百萬港元)，較2011財政年度上升64.4%，而香港、澳門及其他亞洲市場業務之營業額則為24,554.7百萬港元(2011財政年度：15,570.7百萬港元)，較上一年度上升57.7%。中國內地市場仍然為我們主要的營業額來源，佔我們總營業額的56.6%(2011財政年度：55.6%)。隨著港澳地區的內地遊客數目不斷增加，再加上他們的人均可支配收入穩定增長，內地遊客現為我們最大的單一客戶群組，從以中國銀聯或人民幣(現金)付款佔我們港澳地區市場總營業額之48.3%(2011財政年度：43.2%)便可見一斑。因此，我們相信源自內地客戶的消費佔我們總營業額之77.6%(2011財政年度：74.8%)。2012財政年度，我們整體的同店銷售增長為40.3%(2011財政年度：33.8%)，中國內地的同店銷售增長為32.0%(2011財政年度：35.2%)，港澳地區及台灣分部的同店銷售增長則為48.4%(2011財政年度：32.4%)。

我們主要產品珠寶鑲嵌首飾及黃金產品的銷售額分別佔我們總營業額約27.2%(2011財政年度：25.6%)及52.6%(2011財政年度：53.4%)。珠寶鑲嵌首飾的銷售額上升71.6%至15,378.1百萬港元(2011財政年度：8,962.9百萬港元)，而黃金產品的銷售額則增長58.8%至29,742.1百萬港元(2011財政年度：18,724.7百萬港元)。珠寶鑲嵌首飾的毛利率一向較黃金首飾為高，我們現正逐步擴大珠寶鑲嵌首飾營業額的比重。

我們的毛利從2011財政年度的9,927.6百萬港元上升65.7%至2012財政年度的16,447.9百萬港元，而毛利率則輕微上升至29.1%(2011財政年度：28.3%)。我們相信利潤率有所上升及能維持穩定的原因乃結合以下各因素，包括我們於中國內地廣闊的地域覆蓋、傾向推銷毛利率較高的珠寶鑲嵌首飾、比重得宜的產品組合以及我們幾乎全數對黃金作出對沖。



## Financial Review (Continued)

In line with our revenue growth, the Group's selling and distribution costs, which include advertising and promotional expenses of HK\$448.3 million (FY2011: HK\$400.5 million), increased to HK\$6,319.9 million (FY2011: HK\$4,401.9 million) in FY2012. Nevertheless, our profit for the year increased by 78.9%, from HK\$3,672.5 million in FY2011 to HK\$6,570.9 million in FY2012. Our net profit margin improved from 10.5% in FY2011 to 11.6% in FY2012. This improvement is mainly attributable to the efficiencies gained from economies of scale, which resulted in lower selling and distribution costs and administrative expenses as a percentage of revenue. In particular, while rental expenses increased to HK\$672.8 million in FY2012 (FY2011: HK\$502.4 million) due to an increased number of self-operated POS, our rental as a percentage of total revenue has decreased from 1.4% in FY2011 to 1.2% in FY2012.

For FY2012, basic earnings per share were HK68.5 cents (FY2011: HK39.5 cents). The Board of Directors recommended the payment of a final dividend of HK10.0 cents per share (FY2011: N/A).

## Business Review

### Overview

Our strong performance in FY2012 validated the effectiveness of our business strategies but was also due to favourable economic conditions in the retail jewellery market in the Greater China region. According to the Frost & Sullivan Report, we continued to maintain a leading position in Mainland China as well as in the Hong Kong and Macau jewellery markets. Our market share grew from 12.6% in 2010 to 14.4% in 2011 in Mainland China and from 20.1% to 21.4% in Hong Kong and Macau in that same period.

Our reputation for delivering high quality and authentic jewellery for over 80 years is a key factor to our continued success and widespread brand recognition. We offer a full range of products, ranging from mass luxury products that make up the bulk of our sales, to the high-end luxury jewellery, to our lines for youth. The mass luxury segment is absolutely core to the Group and accounts for most of Mainland China's jewellery market, while the high-end luxury segment is created specifically for affluent and discerning customers, and our designs strive not only to incorporate what is most appealing to Chinese buyers but also to rival global luxury jewellery brands in sophistication. In addition, we have also created products for the younger generation to capture their growing consumption power and demand for jewellery products. The variety of products available through these three product lines means we are able to reach a wide range of consumers across different age groups.

We expanded our retail network in the Greater China region to further penetrate more inland and lower tier cities. As of 31 March 2012, we had a total of 1,627 POS (31 March 2011: 1,358). Among these, 1,541 were jewellery POS and 86 were watch POS, with a net of 269 new POS opened in FY2012. Our Same Store Sales Growth reached 40.3% in FY2012 (FY2011: 33.8%). Our success is due to a combination of factors including our retail management information system, our deep understanding of Chinese jewellery-giving culture, and our unrivalled ability to procure, design, and make products to meet market needs in all segments and age groups. The speed at which we can adjust our product mix is a great competitive advantage.

## 財務回顧(續)

本集團2012財政年度的銷售及分銷成本(包括廣告及宣傳開支448.3百萬港元(2011財政年度:400.5百萬港元))增至6,319.9百萬港元(2011財政年度:4,401.9百萬港元),增長與我們營業額增幅相符。儘管如此,我們的年度溢利增加78.9%,從2011財政年度的3,672.5百萬港元增至2012財政年度的6,570.9百萬港元。我們的淨利潤率從2011財政年度的10.5%升至2012財政年度的11.6%,上升主要由於規模經濟效益使銷售及分銷成本與行政開支佔營業額百分比下降所致。值得一提的是,儘管2012財政年度租金開支因直營零售點的數目增長而增至672.8百萬港元(2011財政年度:502.4百萬港元),但租金佔總營業額的百分比從2011財政年度的1.4%降至2012財政年度的1.2%。

2012財政年度,每股基本盈利為68.5港仙(2011財政年度:39.5港仙)。董事會建議派付末期股息每股股份10.0港仙(2011財政年度:不適用)。

## 業務回顧

### 概覽

2012財政年度,我們有效的業務策略,以及於大中華地區利好的珠寶零售市場,協助我們錄得理想表現。根據Frost & Sullivan報告,我們於中國內地以及港澳地區的珠寶市場繼續佔有領先的地位。在中國內地的市場佔有率由2010年的12.6%升至2011年的14.4%;在港澳地區的市場佔有率則由2010年的20.1%升至2011年的21.4%。

我們80多年來提供優質和正貨的珠寶首飾的信譽為我們延續成功及提升品牌認知的關鍵因素。我們提供多元化的產品組合,包括佔我們銷售額相當大部分的主流珠寶產品、名貴珠寶首飾以及為年青一代而設的產品線。主流珠寶產品絕對是本集團的核心業務,並佔中國內地珠寶市場的大部分;而名貴珠寶分部專為富裕且有要求的客戶而設,設計上不僅揉合最吸引華人買家的元素,更可與全球名貴珠寶品牌媲美。此外,我們亦推出針對年青一代的產品,捕捉他們不斷提升的消費力和對珠寶首飾的需求。我們三條產品線提供多元化的產品,囊括不同年齡層的豐富客源。

我們擴大在大中華地區的零售網,進一步滲入內陸及較次級的城市。截至2012年3月31日,我們共有1,627個零售點(2011年3月31日:1,358個),其中1,541個為珠寶零售點,86個為鐘錶零售點,2012財政年度淨新開設的零售點為269個。我們2012財政年度的同店銷售增長為40.3%(2011財政年度:33.8%)。我們的成功基於以下各項的綜合效應,包括我們的零售管理資訊系統、我們對華人饋贈珠寶首飾文化的深入了解以及我們在迎合各分部及年齡層市場需求進行採購、設計及製造產品的無可比擬能力。迅速調整產品組合的能力是我們強大的競爭優勢。

Business Review (Continued)

POS network

業務回顧(續)

零售點網絡

Number of POS as at 31 March  
截至3月31日零售點數目

		2008 2008年	Net change 淨變動	2009 2009年	Net change 淨變動	2010 2010年	Net change 淨變動	2011 2011年	Net change 淨變動	2012 2012年
Jewellery POS	珠寶零售點	821	144	965	150	1,115	172	1,287	254	1,541
Mainland China <sup>1</sup>	中國內地 <sup>1</sup>	752	143	895	139	1,034	172	1,206	242	1,448
Tier I cities	一線城市	146	20	166	8	174	14	188	19	207
Tier II cities	二線城市	405	65	470	66	536	75	611	115	726
Tier III and other cities	三線及其他城市	201	58	259	65	324	83	407	108	515
Hong Kong, Macau and other Asian markets <sup>2,3</sup>	香港、澳門及 其他亞洲市場 <sup>3</sup>	69	1	70	11	81	—	81	12	93
Watch POS <sup>4</sup>	鐘錶零售點 <sup>4</sup>	—	—	—	64	64	7	71	15	86
Total	總計	821	144	965	214	1,179	179	1,358	269	1,627

Notes:

- (1) Included 5, 7, 10, 14 and 15 POS that retailed both jewellery and watch products as at 31 March 2008, 2009, 2010, 2011 and 2012, respectively.
- (2) Included 26, 28, 33, 33 and 32 POS that retailed both jewellery and watch products as at 31 March 2008, 2009, 2010, 2011 and 2012, respectively.
- (3) Included a total of 7, 7, 10, 9 and 8 POS in Taiwan, Singapore and Malaysia as at 31 March 2008, 2009, 2010, 2011 and 2012, respectively.
- (4) Included 60, 68 and 84 POS in Mainland China and 4, 3 and 2 in Hong Kong, Macau and other Asian markets as at 31 March 2010, 2011 and 2012, respectively.

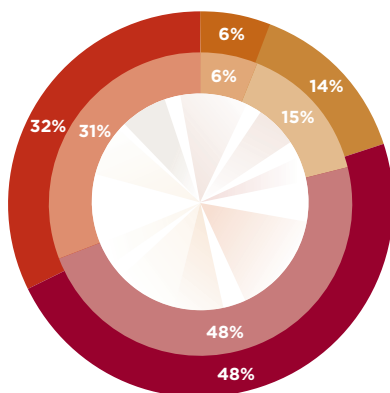
附註：

- (1) 分別包括截至2008年、2009年、2010年、2011年及2012年3月31日同時進行珠寶及鐘錶產品零售業務的5個、7個、10個、14個及15個零售點。
- (2) 分別包括截至2008年、2009年、2010年、2011年及2012年3月31日同時進行珠寶及鐘錶產品零售業務的26個、28個、33個、33個及32個零售點。
- (3) 分別包括截至2008年、2009年、2010年、2011年及2012年3月31日於台灣、新加坡及馬來西亞合共7個、7個、10個、9個及8個零售點。
- (4) 包括截至2010年、2011年及2012年3月31日位於中國內地分別60個、68個及84個零售點以及位於香港、澳門及其他亞洲市場分別4個、3個及2個零售點。

As at 31 March 截至3月31日

Retail Network  
零售網絡

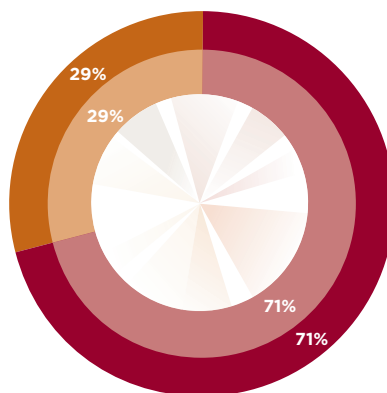
(2012 Total: 1,627 POS)  
(2012年總計：1,627個零售點)  
(2011 Total: 1,358 POS)  
(2011年總計：1,358個零售點)



2012 2011  
 Tier I 一線  
 Tier II 二線  
 Tier III & others 三線及其他  
 HK, Macau & other Asian markets  
 香港、澳門及其他亞洲市場

Operation Model  
營運模式

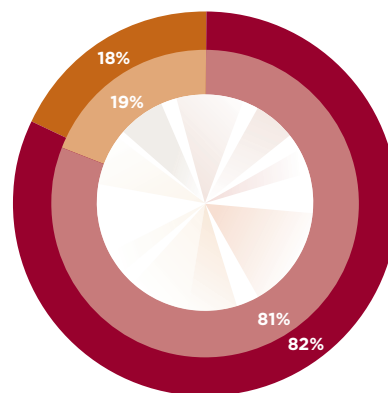
(2012 Total: 1,627 POS)  
(2012年總計：1,627個零售點)  
(2011 Total: 1,358 POS)  
(2011年總計：1,358個零售點)



2012 2011  
 Self-operated 直營  
 Franchised 加盟

Sales Channel  
銷售渠道

(2012 among 1,159 self-operated POS only)  
(2012年僅計入1,159個直營零售點)  
(2011 among 965 self-operated POS only)  
(2011年僅計入965個直營零售點)



2012 2011  
 Concessionaire Counters 專櫃  
 Others 其他

Note: The percentages calculated could include minor rounding differences.

附註：百分比計算結果或略有進位差異。



## Business Review (Continued)

### The Mainland China market

Since the opening of our first Mainland China store in Beijing in 1998, we have been a pioneer in our industry in growing an extensive nationwide footprint in Mainland China spanning Tier I to IV cities in Mainland China. We were market leaders prior to our Initial Public Offering in December 2011 and since listing we have gained further market share in Mainland China through POS expansion and strong Same Store Sales Growth. The Mainland China geographical segment contributed 56.6% of the Group's total revenue (FY2011: 55.6%), amounting to HK\$32,016.4 million in FY2012 (FY2011: HK\$19,471.8 million). This proportion is expected to continue to increase due to a number of drivers, including rapid urbanisation, growing affluence of the Mainland Chinese, substantial growth in per capita disposable income and increasing demand for luxury goods. The potential of future tax-cuts or tax-free policies in Mainland China would also have a beneficial stimulating effect if implemented. In recent years, we focused on a new store roll-out plan in inland Tier II to IV cities to achieve a faster and broader coverage as these cities experienced higher economic growth and saw an expansion in their jewellery markets. At the same time, we upgraded the positioning and branding of our POS in Tier I and II cities. As of 31 March 2012, our total number of POS in Mainland China reached 1,532 (31 March 2011: 1,274), representing 94.2% of our total POS. In FY2012, we opened a net of 258 new POS and 57.0% of the new POS were located in Tier I and II cities, while the remaining 43.0% were in Tier III and other cities.

Our POS network comprises both retail and wholesale channels through which we distribute our products. As of 31 March 2012, we had 1,066 self-operated POS in Mainland China. We aim to maintain a well-balanced ratio of self-operated to franchised stores of around 70:30, but we also plan on expanding our self-operated retail network in more inland Tier II to IV cities. In FY2012, revenue from self-operated stores amounted to HK\$23,266.3 million (FY2011: HK\$14,595.1 million). Their strong performance on a Same Store Sales basis has also been an important driver for our revenue growth. In FY2012, our Same Store Sales Growth in Mainland China was 32.0% (FY2011: 35.2%).

Our Mainland China Concessionaire Counters within department stores accounted for 81.5% of total self-operated POS. Most of these department store locations are in prime shopping districts with a lot of shopper and pedestrian traffic. Concessionaire Counters within department stores offer the added advantage of allowing us to leverage on the department stores' broader marketing activities to acquire new customers.

## 業務回顧(續)

### 中國內地市場

自我們於1998年在北京開設首間中國內地零售店後，我們將業務向中國內地全國拓展，零售點遍及中國內地一線至四線城市，成為業內的先鋒。我們於2011年12月完成首次公開發售前早已領先市場，自上市後透過拓展零售點以及強勁的同店銷售增長進一步擴大中國內地的市場份額。於2012財政年度，我們中國內地的營業額佔本集團總營業額的56.6%（2011財政年度：55.6%），金額達到32,016.4百萬港元（2011財政年度：19,471.8百萬港元）。預期此營業額比重會持續增加，原因包括急速的城鎮化、內地居民越見富裕、人均可支配收入大幅上升以及中國內地對名貴商品的需求不斷增加等。倘若中國內地未來落實潛在的稅務減免政策，亦將構成利好的刺激作用。近年，鑒於中國內陸二線至四線城市的經濟增長較佳，當地珠寶市場亦有所擴張，故此我們專注於該等城市實行新店發展計劃，務求以較快速度爭取更廣的覆蓋。同時，我們亦將一線及二線城市的零售點之定位及品牌升級。截至2012年3月31日，我們中國內地的零售點總數為1,532個（2011年3月31日：1,274個），佔零售點總數之94.2%。於2012財政年度，我們淨開設258個新零售點，其中一線城市及二線城市佔57.0%，而三線及其他城市則佔餘下43.0%。

我們的零售點網絡包含用作分銷本公司產品的零售及批發渠道。截至2012年3月31日，我們於中國內地設有1,066個直營零售點。我們致力將直營零售店與加盟零售店之比例保持約70比30的適當比例，但我們亦計劃於更多內陸的二線至四線城市拓展直營零售點網絡。於2012財政年度，直營店的營業額為23,266.3百萬港元（2011財政年度：14,595.1百萬港元）。該等店舖按同店銷售基準計的強勁表現亦是我們營業額增長的重要動力。於2012財政年度，中國內地的同店銷售增長為32.0%（2011財政年度：35.2%）。

我們的直營零售點中約81.5%為設於中國內地的百貨公司專櫃。該等百貨公司大多位處熱門購物區，聚集眾多購物人士，人流暢旺。於百貨公司設立專櫃享有額外的好處，我們可借助百貨公司規模較大的市場推廣活動吸納新客戶。

### Business Review (Continued)

#### Hong Kong, Macau and other Asian markets

Although only 5.8% of our POS are outside Mainland China, those stores in Hong Kong and Macau are some of our earliest established and most valuable retail locations and are important to our business from a revenue contribution and branding point of view. Given that our Company which originated in Hong Kong has established its brand name for several decades, we do value the strong relationships with our customers built over such long period of time, and we cherish our heritage and our leading position there, which has been hard-earned over decades. The remarkable revenue growth in FY2012 revenues reflected Chow Tai Fook's prominent position in the Hong Kong and Macau jewellery retail market where we were number one in terms of market share. In FY2012, revenue contribution from Hong Kong, Macau and other Asian markets accounted for 43.4% (FY2011: 44.4%) of our total revenue, amounting to HK\$24,554.7 million (FY2011: HK\$15,570.7 million), and enjoyed the synergy with our extensive presence in Mainland China. Accordingly, we will continue to improve the shopping experience in Hong Kong and Macau and to promote our brand image in creative ways including promotion of high-end luxury jewellery.

As of 31 March 2012, we had a well-established retail network of 95 POS (31 March 2011: 84) with a net of 11 POS opened in Hong Kong, Macau and other Asian markets. Our business in Hong Kong and Macau has significantly benefited from the rising number of visitors in recent years, in particular the tourists from Mainland China. According to the Commerce and Economic Development Bureau of Hong Kong and the Macau Statistics and Census Service, the number of visitors to Hong Kong and Macau increased by 16.4% and 12.2% to 41.9 million and 28.0 million in 2011 respectively.

Mainland China, one of the world's fastest growing major economies, contributes hugely to tourism-related revenues in Hong Kong and Macau. This growth is due to the rising number of high net worth individuals and a burgeoning middle class, as well as a relaxation in visa requirements for tourist entry from the Mainland China into Hong Kong and Macau. Although Mainland Chinese shoppers also have the option of shopping in our extensive retail network in Mainland China, they enjoy shopping in Hong Kong and Macau when they get the opportunity because stores in these cities may provide a more diverse and complete product selection compared to stores in their home cities, and prices are lower due to the absence of consumer taxes and because of recent appreciation of the Renminbi against the Hong Kong dollar.

As of 31 March 2012, we had a total of 8 POS (31 March 2011: 9) in Taiwan, Singapore and Malaysia. We take a flexible approach to our distribution strategy and may consider opening further POS in these territories depending on local market conditions.

### 業務回顧(續)

#### 香港、澳門及其他亞洲市場

儘管中國內地以外開設的零售點僅佔5.8%，但港澳地區的店舖部分為我們歷史最悠久，位處最具價值的零售位置，在營業額貢獻及品牌建立方面對我們的業務相當重要。鑒於本公司紮根香港建立品牌已達數十年，我們非常重視與客戶多年來所建立的良好關係，並珍視多年努力經營獲得的輝煌成就與領先地位。2012財政年度理想的營業額增長反映周大福於港澳珠寶零售市場的領先地位，市場佔有率居首。2012財政年度，香港、澳門及其他亞洲市場的營業額貢獻佔我們總營業額之43.4%（2011財政年度：44.4%），達到24,554.7百萬港元（2011財政年度：15,570.7百萬港元），並與中國內地廣闊的業務據點產生協同效應。因此，我們將繼續提升港澳地區的購物體驗，利用創新方式推廣我們的品牌形象，其中包括推廣我們的名貴珠寶首飾。

截至2012年3月31日，我們於香港、澳門及其他亞洲市場擁有發展成熟的零售網絡，包含95個零售點（2011年3月31日：84個），其中11個為淨開設的零售點。我們港澳地區的業務大大受惠於近年不斷上升的訪客數目，特別是中國內地的遊客。根據香港商務及經濟發展局及澳門統計暨普查局的資料所示，於2011年，訪港旅客增長16.4%至41.9百萬人次，訪澳旅客則增長12.2%至28.0百萬人次。

中國內地為全球增長最迅速的主要經濟體之一，為港澳地區帶來龐大的旅遊相關營業額。增長乃由於中國高資產值及中產人數的不斷增長，以及對中國內地遊客到訪港澳地區的簽證要求的放寬所致。雖然內地購物人士亦可選擇於我們於中國內地的龐大零售網絡購物，但由於港澳地區店舖的產品選擇較客戶所處城市的店舖更豐富齊全，再者，於港澳地區購物可免繳消費稅，而近期人民幣兌港元有所升值，故此內地購物人士樂意到港澳地區購物。

截至2012年3月31日，我們於台灣、新加坡及馬來西亞共有8個零售點（2011年3月31日：9個）。我們在上述地區採取靈活的分銷策略，並根據當地的市場條件考慮增設零售點。

## Business Review (Continued)

### Product offering

We offer a wide range of jewellery products, from mass luxury to high-end luxury, to fulfil different market niches. Our product designs range from classic designs, such as gold dowry for weddings, to contemporary designs, such as jewellery that incorporates diamonds and gemstones in platinum or 18-Karat gold setting. Such a broad product range fits the needs of our customers at all stages of their life cycle including birth, marriage and anniversary.

We orient our product lines around both occasions and by designer collection for important life events such as weddings. Our “The Perfect One Wedding Collection” is a top choice. Other collections are design-oriented and inspired, such as the high-end “Danseuse de Ballet Coloured Diamond Collection” exclusively for VIPs and the “Bao Bao Family Collection”.

We also have youth collections targeting the younger generation to help us to expand our customer base and cultivate our relationship with tomorrow’s most valuable customers.

Our diverse product offerings are conceived by our strong Research and Development (“R&D”) Department with over 100 professionals in Hong Kong, Shenzhen and Shunde. The R&D Department comprises jewellery designers and goldsmiths who work closely with our production management and sales management departments to ensure that product design direction is well aligned with market needs. Our professional design team has won numerous awards over the years.

We also place importance on quality control to ensure that our jewellery products meet all quality testing requirements, which are carried out in our precious metal testing laboratory in Shenzhen. This Shenzhen laboratory is one of the first in the jewellery industry to be certified by China National Accreditation Service for Conformity Assessment (CNAS), and its quality control system has been accredited with ISO17025 certification. The precision of the equipment in this laboratory is nationally recognised, enabling the Group to test both the physical integrity and chemical composition of our jewellery products. The laboratory is staffed with professional inspectors who excel at using advanced machinery and specialise in testing precious metals, including gold and platinum.

## 業務回顧(續)

### 產品選擇

我們提供多元化的珠寶首飾產品，從主流珠寶以至名貴珠寶，以滿足不同的消費群。我們的產品設計除黃金嫁妝等經典首飾外，亦有時尚首飾以供選購，如鉑金或18K金鑲嵌鑽石及寶石之首飾。我們多元化的產品選擇能迎合客戶人生不同階段的需要，包括生日、結婚及週年紀念等。

我們的產品線主題環繞喜慶盛典，亦有就婚嫁等人生重要盛事推出設計師系列。我們「The Perfect One 完美婚嫁系列」為首選。其他系列標榜設計並注入獨特的靈感概念，如專為尊貴會員而設的名貴「Danseuse de Ballet 芭蕾舞舞者彩鑽系列」以及「福星寶寶系列」。

我們亦推出針對年輕一代的年青系列，在協助我們擴大客戶層之餘，亦可與未來最具價值的客戶培養客戶關係。

我們多元化的產品由我們強大的產品發展（「研發」）部設計，位於香港、深圳及順德的研發部門由超過100名專業人員組成。研發部門包括珠寶設計師及起版工藝師，他們與生產管理部門及銷售管理部門緊密合作，確保產品設計方針貫徹迎合市場需求。多年來，我們的專業設計團隊榮獲多個獎項。

我們亦著重質控，並於中國深圳設立貴金屬測試實驗室專責進行質控工作，確保珠寶產品符合所有質素測試要求。此深圳實驗室為珠寶業首批獲中國合格評定國家認可委員會認證，其質控系統也獲ISO17025認證。該實驗室設備準確度達到國家認可標準，能夠幫助本集團測試珠寶產品物理的完整性及化學成份。實驗室配置專業檢驗人員，他們善於利用先進儀器專門對黃金及鉑金等貴金屬進行測試。

### Business Review (Continued)

#### Strong branding and marketing drives growth

At Chow Tai Fook, we understand the importance of branding and strategic marketing in catering to increasingly sophisticated sub-segments of customers. Our innovative marketing strategies are geared towards gem-set jewellery.

We offer a series of jewellery collections for customers of our three product categories: mass luxury, high-end luxury and youth line. For instance:

#### Mass luxury segment

##### “The Perfect One Wedding Collection”

According to the Frost & Sullivan Report, 80% of soon-to-be-wed couples in Hong Kong and 65% of their counterparts in Mainland China favour diamond rings as a mark for their matrimonial vows.

We recently launched “The Perfect One Wedding Collection”, a new product line featuring a rich selection of wedding tiaras and jewellery setpieces in European style that is inspired by the fairy tale-like royal wedding, arguably the dream wedding for every woman. This new collection stands as a fine testament to the unique designs of our brand and is expected to drive the overall sales of our wedding-related products.

##### “The Perfect Mark Collection”

“The Perfect Mark Collection” represents Chow Tai Fook’s flagship product line for diamond jewellery, made out of premium original diamonds with the benefit of “triple excellence,” namely excellent craftsmanship in cuts, excellent polish and excellent symmetry. The uniqueness of each piece, set in platinum frames to give dazzling radiance, is highlighted by an exclusive imprint enabled by laser-engraving. “The Perfect Mark” embodies our passionate commitment to quality diamonds and our genuine pledge to our customers.

##### The “Achievement Collection”

We also offer the “Achievement Collection” in the mass luxury segment for female executives and high-net-worth individuals with strong purchasing power. This collection comprised gem-set jewellery that goes perfectly with both day-time work attire and evening gowns. We recently launched an advertising and public relations campaign to promote this collection.

#### High-end luxury segment

##### The “Danseuse de Ballet Coloured Diamond Collection”

The “Danseuse de Ballet Coloured Diamond Collection” was unveiled at a private jewellery appreciation party for our VIPs in Hong Kong in November 2011. Inspired by the elegant movements of ballet dancers and made primarily out of the rare pink diamond, each piece in the collection represents a unique artistic gem.

### 業務回顧(續)

#### 強大的品牌及市場推廣工作帶動增長

周大福深明品牌建立及策略性市場推廣工作的重要性，尤以迎合越來越細化的客戶之品味。我們創新的市場推廣策略尤針對珠寶鑲嵌首飾施行。

我們向客戶提供的珠寶系列分為三類：主流珠寶、名貴珠寶及年青產品。例如：

#### 主流珠寶類別

##### 「The Perfect One完美婚嫁系列」

據Frost & Sullivan報告，香港有80%的新婚夫婦選擇鑽戒為其定情信物，中國內地的則有65%新婚夫婦以鑽戒作定情信物。

我們最近推出全新「The Perfect One完美婚嫁系列」。本系列的創作靈感，來源於每個女孩都夢想有一個童話故事般的皇室婚禮，由此概念衍生出多款以歐陸風格設計的皇冠及婚嫁套裝首飾，此產品系列不但能彰顯品牌獨有設計風格，並能由此帶動整體婚嫁產品銷售。

##### 「The Perfect Mark炫美印記系列」

「The Perfect Mark炫美印記系列」為周大福旗艦鑽飾系列，此系列所有鑽石都選用優質原石，再配合資深技師切割、打磨及對稱三方面的頂級工藝，採用鐳射科技刻上獨有的印記以彰顯鑽石的獨特性，並以鉑金鑲嵌，讓每件鑽飾發放耀眼光芒。「The Perfect Mark」代表品牌對鑽石品質的熱切追求，並標誌着周大福對顧客真摯的承諾。

##### 「驕人系列」

此外，我們在主流珠寶產品中推出針對女性行政人員及具強大購買力的富裕人士的「驕人系列」。此系列為珠寶鑲嵌首飾，適合穿著日常上班及晚禮服配帶。我們最近就推廣此系列舉行了廣告及公關活動。

#### 名貴珠寶類別

##### 「Danseuse de Ballet 芭蕾舞彩鑽系列」

2011年11月，周大福邀請尊貴會員參與在香港舉行的私人珠寶鑑賞會，會上首度展出「Danseuse de Ballet 芭蕾舞彩鑽系列」。此系列以芭蕾舞者的優雅動作為設計靈感，並以稀有粉紅鑽為主要材料。每件珠寶產品均為獨一無二之藝術珍品。

## Business Review (Continued)

### Youth line

#### Disney-licensed products

Our youth line includes designs based on licensed cartoon characters, including the most popular Disney-licensed products. Last year, we found our way into the Guinness World Records by making a 999 gold figurine of Winnie the Pooh to highlight the launch of our Winnie the Pooh collection. The roadshow exhibition of the 999 gold Winnie the Pooh in Greater China received extensive media coverage and provided a strong boost to our sales.

#### Ceremonial & festive jewellery products and the “Bao Bao Family Collection”

Event-driven purchases represent an important source of jewellery retail sales in Mainland China, Hong Kong and Macau due to the traditional Chinese practice of gifting jewellery. Often diamond jewellery and gold ornaments are given at ceremonial and festive events such as weddings, Chinese New Year, birthday celebrations and new born arrivals. To meet our customers' gifting needs, we have designed the “Bao Bao Family” cartoon figurine collection featuring a blend of angelic appearances with traditional Chinese well-wishing elements. Well-suited for personal adornment or gifting purposes, this collection has been well-received by Chinese customers. Over two million pieces have been sold since its launch 10 years ago.

We also conduct promotions at our outlets in association with our partner department stores on festive occasions such as Chinese New Year, Valentine's Day and Mother's Day, to encourage recurrent purchases and increase overall sales.

### Customer loyalty programme

In order to nurture and build up customer loyalty and encourage repeat purchases, we launched a customer loyalty programme in 2002 in Mainland China and in 2010 in Hong Kong. The loyalty programme enhances our ability to understand consumers' spending behaviour and preferences and gauge market trends. As of 31 March 2012, our VIP members in Mainland China amounted to approximately 700,000 members, surging over 90% from around 355,200 members in 31 March 2011.

The customer loyalty programme is crucial in maintaining our Same Store Sales Growth by encouraging repeat purchases and attracting new customers. In FY2012, sales contribution from Mainland VIP members accounted for around 32% of the retail revenue in Mainland China.

To enhance membership benefits and upgrade our customer relationship management database to analyse customer preferences, we will launch a new customer loyalty programme in Hong Kong by the end of 2012 and we will extend the programme and tailor it to Mainland China in the near future. Customers are entitled to join the membership programme upon making any purchase qualifying in a particular tier of membership. VIPs can enjoy benefits such as cash coupons. Our highest-tier VIPs are invited to special events such as jewellery auctions. The related marketing and public relations campaign placed Chow Tai Fook in a whole new league within the high-end luxury jewellery market in China.

## 業務回顧(續)

### 年青產品類別

#### 迪士尼授權產品

我們的年青產品線包括以授權卡通人物作設計的產品，最受歡迎的為迪士尼授權產品。去年，我們推出小熊維尼的金飾系列，其中的焦點在於體積刷新健力士紀錄的足金小熊維尼。我們於大中華地區巡迴展覽足金小熊維尼，除得到媒體廣泛報導之外，亦有助提升銷售額。

#### 慶典及節日珠寶首飾產品與「福星寶寶系列」

華人在婚嫁、中國農曆新年、慶賀嬰兒誕生等喜慶盛事及節日有饋贈珠寶首飾(包括鑽石首飾及黃金首飾)的傳統，故此喜慶盛事推動的消費為中國內地及港澳地區珠寶零售的重要來源。為迎合客戶饋贈的需求，我們自創的「福星寶寶」卡通人物，以天使外形為設計概念，再注入中國傳統的祝賀寓意，送禮自用皆宜，自推出來廣受歡迎，至今已踏入10周年，多年來共售逾200萬件。

除此之外，我們亦於喜慶節日，如農曆新年、情人節、母親節等，與百貨公司等合作夥伴共同舉辦各項分店推廣活動，鼓勵顧客再次光臨消費，促進整體銷售。

### 尊貴會員計劃

為培養及建立客戶的忠誠並鼓勵他們重臨光顧，我們於2002年在中國內地推行尊貴會員計劃，香港則於2010年推行。尊貴會員計劃有助我們了解消費者的消費模式、喜好以及掌握市場趨勢。截至2012年3月31日，我們中國內地的尊貴會員約有700,000名，較2011年3月31日約355,200名會員大幅上升超過90%。

尊貴會員計劃對保持同店銷售增長極為重要，因為計劃有助鼓勵顧客重臨光顧並可吸納新客。於2012財政年度，中國內地尊貴會員佔中國內地零售營業額約32%。

為提升會員優惠，並提升客戶關係管理數據庫級別以便分析客戶喜好，我們將於2012年年底在香港推出新尊貴會員計劃，並於不久將來在中國內地推行切合其需要的新尊貴會員計劃。顧客按其消費金額參與特定級別的會員計劃。尊貴會員可享有現金券等優惠。我們最高級別的尊貴會員會獲邀參加珠寶拍賣等特別盛會。相關的市場推廣及公關活動亦將周大福在名貴珠寶市場提升至另一新層次。



### Business Review (Continued)

#### Customer loyalty programme (Continued)

To ensure our VIPs have an unforgettable shopping and lifestyle experience, we offer them a personal shopper programme where a designated personal shopper will advise each VIP on jewellery selection. Our personal shoppers also support VIPs with concierge services such as arranging luxury excursions, fine dining recommendations and reservations. For instance, our personal shoppers took our highest-tier VIPs to Paris to attend an haute couture and jewellery appreciation event called “Lightness of Being”, which was organised by Chow Tai Fook and K11 Art Mall in Paris in March this year.

#### E-commerce

Given the increasing use of the Internet in Mainland China, we seek to extend our customer reach by diversifying our sales channels, from traditional physical stores to e-commerce channels.

We see e-commerce as a powerful tool to extend our customer reach, especially targeting the group of younger customers aged 18 to 25, who are much keener than older age groups to shop online. According to the 2011 report conducted by the China National Commercial Information Centre of All-China Federation of Industry & Commerce, transaction value of online purchase in Mainland China grew tremendously by 67.8% to nearly RMB800 billion in 2011, accounting for 4.3% of the total retail sales of social consumer goods.

In 2010, we launched our e-commerce operations on Tmall.com (formerly known as Taobao Mall), one of the largest business-to-consumer (B2C) platforms in Mainland China. We also enhanced our brand awareness among Internet users by expanding our online presence through popular social media sites such as Sina Weibo, a Chinese micro blogging website, aiming to leverage on the strong scalability of the social media platforms. Our e-commerce channels will also enable us to collect customer consumption data and feedback.

#### Vertically integrated business model

Over 80 years, we have gradually built a sophisticated vertically integrated business model that equipped the Group with an effective and tight control over the entire value chain, from raw material procurement, design, production and marketing to sales through our extensive retail network.

This model enables us to monitor and control the quality of our products effectively, and to respond quickly to our customers' needs and preferences. Our sophisticated vertically integrated business model sets us apart from our peers, and enables us further improve our profitability. The benefits we obtain from operational efficiencies as well as our distinguished branding strategy are often translated into more competitive pricing for products and higher customer satisfaction.

### 業務回顧(續)

#### 尊貴會員計劃(續)

為確保尊貴會員有難忘購物及時尚生活體驗，我們推出個人購物計劃，尊貴會員在選購珠寶時有特派的貼身顧問提供意見。我們的顧問亦就安排豪華旅遊、名宴推介及訂座等接待服務為尊貴會員提供協助。例如，我們的顧問曾於本年三月伴隨最高級別的尊貴會員到巴黎出席周大福與K11購物藝術館舉辦名為「Lightness of Being」的高級時裝及珠寶鑑賞盛會。

#### 電子商貿

鑒於中國內地互聯網越見普及，我們試圖開拓多種的銷售渠道擴闊客源，除透過往常的零售店外，亦以電子商貿渠道吸納客戶。

我們視電子商貿為擴闊客源的有效渠道，尤其是年齡介乎18至25歲較年青的客戶群組，他們在網上購物的意欲遠高於其他年齡群組。根據中華全國工商業聯合會的中華全國商業信息中心編製的2011年報告所示，於2011年，中國內地網上購物交易價值增長67.8%至接近人民幣8,000億元，增幅驚人，佔社會消費品總零售額的4.3%。

於2010年，我們在中國內地最大的企業對消費者(B2C)購物平台之一天貓(前稱淘寶商城)推出電子商貿。我們亦借助中國的微型博客網站新浪微博等受歡迎社群媒體網站，利用其龐大規模的社群媒體平台，擴大我們網上的曝光率，藉以提高我們品牌在互聯網用戶的知名度。我們的電子商貿渠道亦有助我們收集客戶的消費數據及回饋意見。

#### 垂直整合經營的業務模式

過去80多年，我們逐步建立一套全面的垂直整合經營的業務模式。此模式能使本集團對完整價值鏈作出有效和謹慎的監控，範圍涉及原材料採購、設計、生產、市場推廣以及通過龐大的零售網絡進行銷售。

此模式不單令我們可以有效對本公司的產品質量實施監控，亦能令我們對客戶的需求及喜好作出迅速的反應。我們全面的垂直整合經營的業務模式，使我們領先同業，並進一步提高我們的盈利水平。受惠於營運效益，加上我們獨特的品牌推廣策略，往往可在產品定價上更具競爭力，同時提高客戶的滿意度。

## Business Review (Continued)

### Procurement

Our procurement is handled by two major procurement departments, the Diamond Department and the Procurement (Gemstones) Department. We have experts with substantial industry and gemmology experience.

We buy rough diamonds directly from our preferred long-term business partners such as DTC and Rio Tinto.

We have been designated as a DTC sightholder since 1973. Recently, we have successfully renewed our contract as one of the limited DTC sightholders worldwide for a further three-year term from 2012 to 2015. We have also been designated as a Rio Tinto Select Diamantaire since 2009. Our well-established relationship with both DTC and Rio Tinto ensures us with a secure supply of quality products. It also allows us to make our selection from the stock available of a number of suppliers ahead of other peers. These advantages are significant competitive differentiators. In FY2012, approximately 46% of the polished diamonds were produced from rough diamonds polished at our three diamond cutting and polishing factories. Two of such factories are located in South Africa and the third in Shunde, PRC.

In addition, as a reputable jeweller in the industry, we are often invited to participate in auctions to bid for rare and unique diamonds from time to time. For example, we successfully bid for the 507 carat Cullinan Heritage rough diamond in 2010 for US\$35.3 million, which was a record high price for a rough diamond. The Cullinan Heritage rough diamond has been divided into 24 polished stones, the largest of which is named Cullinan Heritage I. It is a Round Brilliant Cut and D colour polished diamond weighing over 100 carats, and it is set to be unveiled in the second half of 2012.

### Production

As at 31 March 2012, we had a total of approximately 4,800 employees in our jewellery factories, which occupy a total area of over 42,000 sq.m.. Our factory in Hong Kong produces gem-set jewellery products, Shenzhen factories produce gem-set jewellery, gold and karat gold products, and Shunde factories produce gem-set jewellery, gold and platinum/karat gold products.

As we expand our business, in order to keep up with the rapid increase in demand for our products, we are partnering with the Hong Kong Productivity Council to develop an automated “weighting and packaging” robot which can efficiently shorten the “stock in” process of a jewellery piece to just 10 seconds. Overall, we have raised the accuracy and efficiency of “stock in” process and saved significantly our manpower by nearly half. Efficient use of our labour has allowed us to save costs as well. The automated robot has been rolled out in one of our production lines in a Shenzhen factory, coupling with the radio-frequency identification (RFID) technology which has been on trial. Once successful, we intend to expand the usage of robot and RFID technology to other jewellery products such as mass luxury jewellery products.

## 業務回顧(續)

### 採購

我們設有兩個主要採購部門負責採購，分別為鑽石部及採購(寶石)部。我們聘有具備豐富行業及寶石經驗的專家。

我們向優先長期業務夥伴直接採購鑽石毛坯，包括DTC和Rio Tinto等。

我們自1973年起至今一直獲選為DTC特約配售商。最近，我們成功重續合約成為全球僅少數的DTC特約配售商之一，有效期由2012年起至2015年為期三年。此外，我們自2009年開始一直獲選為Rio Tinto的特選鑽石商。我們與DTC及Rio Tinto穩固的關係可確保我們獲得優質的產品供應。我們藉此也可較其他競爭對手優先選購多名供應商的存貨。此等優勢確為我們重大的獨特競爭實力。於2012財政年度，我們所使用的成品鑽石約46%經我們三所鑽石切割打磨工廠由鑽石毛坯切割及打磨而成。當中兩間設於南非，第三間設於中國順德。

此外，我們身為業界極具聲譽的珠寶商，不時獲邀參與稀有獨特鑽石的拍賣。例如，我們於2010年成功以35.3百萬美元拍得一顆名為庫里南遺產的507卡鑽石毛坯，創出鑽石毛坯售價的最高紀錄。庫里南遺產的鑽石毛坯切割成24顆成品鑽石，最大的一顆名為庫里南遺產I號。庫里南遺產I號為一顆重達100多卡，D級顏色的圓形成品鑽石，將於2012年下半年首度展出。

### 生產

截止2012年3月31日，我們珠寶首飾工廠共聘有約4,800名僱員，工廠總佔地超過42,000平方米。我們香港的工廠負責生產珠寶鑲嵌首飾；深圳工廠生產珠寶鑲嵌首飾、黃金及K金產品；而順德工廠則生產珠寶鑲嵌首飾、黃金及鉑金產品/K金產品。

隨著我們的業務不斷拓展，為配合市場對產品急增的需求，我們與香港生產力促進局合夥開發自動編號系統，有效將珠寶首飾的「收貨」工序縮短至僅10秒。整體而言，我們提升了「收貨」工序的準確度及效率，大幅節省接近一半的人力資源。有效使用勞動力亦為我們節省成本。自動編號系統已在其中一所深圳工廠的生產線推行，並配合現正試行的射頻識別(RFID)技術。試行成功後，我們計劃將自動編號系統及RFID技術之應用擴至主流珠寶產品等其他珠寶產品。

### Business Review (Continued)

#### Production (Continued)

We also keep a well-balanced portfolio of in-house production and outsource production especially for mass luxury jewellery products. Since gem-set products require more professional skillset and technique, they are mainly produced by our in-house craft masters.

To better facilitate our future growth, we have identified a site for an integrated production and logistic centre in Wuhan located in Central China to facilitate order-to-POS delivery nationwide.

#### Human Resources Management

As at 31 March 2012, we had a total of approximately 29,600 employees (excluding staff of franchisees) (31 March 2011: approximately 22,900) in Mainland China, Hong Kong, Macau, Taiwan, and South Africa.

Human resources are our greatest asset and we highly regard people's personal development and well-being. As such, we aim to create a strong sense of community and a motivating environment for our employees, and to enhance staff development, employee loyalty and dedication. We strive to motivate our employees with a clear career path which provides them with opportunities for advancement and upgrading their skills.

Tailored training programmes are provided to our employees. For example, fresh graduates we recruit are offered management training, sales staff are required to attend training programmes on customer service and product knowledge; our technicians and craftsmen are provided with on-going technical training to ensure excellence in the quality of our products; and our management personnel are invited to attend management courses to refine their business management skills. Currently we have eight specialised jewellery training centres in Beijing, Guangzhou, Shenzhen, Suzhou, Chongqing, Wuhan, Hong Kong and Macau.

#### Use of Proceeds from the Company's Initial Public Offering

The net proceeds from the Initial Public Offering in December 2011, after deduction of related issuance expenses, amounted to HK\$15,387.3 million. After the listing, we repaid HK\$3,400.0 million for the remaining portion of the related party's loans outstanding prior to the Initial Public Offering. We also repaid the pre-IPO bank loan facility of HK\$3,300.0 million in full. In addition, we have also used HK\$2,755.8 million for the procurement of raw materials and inventory, and HK\$146.6 million to finance the capital expenditures for the expansion and refurbishment of our POS network, the purchase of production and research and development equipment, and the construction of our new office building in Shenzhen.

As at 31 March 2012, unutilised funds of HK\$4,084.6 million will be used for the sourcing and procurement of raw materials and inventory, while HK\$1,221.5 million will be used for the aforesaid capital expenditures. The remaining portion will be used for general corporate purposes.

### 業務回顧(續)

#### 生產(續)

我們亦保持內部生產與外判生產恰當的比重，尤其是主流珠寶產品。由於珠寶鑲嵌首飾需要更專業的工藝與技巧，故此主要由我們的珠寶工藝師負責生產。

為支持未來的增長，我們於華中武漢選址興建生產物流一體化中心，從落單訂貨至成品配送全國零售點。

#### 人力資源管理

於2012年3月31日，我們在中國內地、香港、澳門、台灣及南非共約有29,600名僱員（不包括加盟商的員工）（2011年3月31日：約22,900名）。

人力資源乃我們最為寶貴的資產，我們非常重視員工個人發展與福祉。故此，我們銳意為僱員營造團隊合作精神及互相推動的環境，加強員工發展，鼓勵僱員竭誠盡忠。我們為僱員提供明確的職途計劃，給予他們晉升及提升技能的機會，藉以推動鼓勵他們。

我們會為僱員提供度身訂造的培訓課程，舉例而言，我們為新聘的大專畢業生提供管理培訓；銷售員工須參與有關客戶服務及我們產品知識的培訓課程；技術員及工匠則須接受持續技術培訓，確保我們的產品保持上乘質量；我們的管理人員亦獲邀參與管理課程，進修業務管理技巧。現時，我們在北京、廣州、深圳、蘇州、重慶、武漢、香港及澳門分別設有八個專門珠寶培訓中心。

#### 本公司首次公開發售所得款項用途

經扣除相關發行開支，我們於2011年12月首次公開發售所得款項淨額為15,387.3百萬港元。上市後，我們動用3,400.0百萬港元償還首次公開發售前未償還關聯方貸款的餘下部分。我們亦悉數償還首次公開發售前銀行貸款3,300.0百萬港元。此外，我們動用2,755.8百萬港元採購原材料及存貨，並撥出146.6百萬港元作資本開支，以拓展零售點網絡、為零售點進行裝修、購置生產及研發設備以及興建我們深圳新建的辦公大樓。

於2012年3月31日，未獲使用4,084.6百萬港元的資金將用作採購原材料及存貨，而1,221.5百萬港元將作上述資本開支用途。餘下部分則作一般企業用途。



## Liquidity, Financial Resources and Capital Structure

### Liquidity and financial resources

Our Group is a leading jeweller by market share in Mainland China as well as in the Hong Kong and Macau jewellery markets with over 80 years of heritage, and has been financially sound throughout FY2012. The Group principally meets its working capital and other liquidity requirements through a combination of capital contributions, cash flow from operations, bank borrowings and gold loans.

As at 31 March 2012, the Group had cash and cash equivalents of HK\$10,004.8 million (31 March 2011: HK\$5,761.1 million), denominated in Hong Kong dollars, Renminbi, and United States dollars. The Group had total borrowings of HK\$15,207.5 million (31 March 2011: HK\$14,810.6 million). Current portion of long-term borrowings, short-term borrowings, gold loans, amounts due to related companies and amounts due to non-controlling shareholders of subsidiaries amounted to HK\$11,781.1 million (31 March 2011: HK\$14,810.6 million).

During FY2012, the Group has fully settled the amounts due to related companies (31 March 2011: HK\$7,833.3 million). As at 31 March 2012, the Group's amounts due to non-controlling shareholders of subsidiaries were HK\$400.3 million (31 March 2011: HK\$164.7 million). As at 31 March 2012, all amounts due to non-controlling shareholders of subsidiaries were interest free, while HK\$9.1 million of the aforesaid amounts carried a fixed interest rate of 6.1% per annum as at 31 March 2011. The above amounts are all repayable on demand.

The Group's bank borrowings and gold loans amounted to HK\$9,000.6 million (31 March 2011: HK\$2,881.0 million) and HK\$5,806.6 million (31 March 2011: HK\$3,931.6 million), respectively. The bank borrowings carried variable interest rates ranging from 1.0% to 1.6% per annum over Hong Kong Interbank Offered Rate ("HIBOR") or 98% to 110% of the People's Bank of China Standard Loan Interest Rate ("PBOC Rate") per annum (31 March 2011: 0.3% to 1.3% over HIBOR per annum, or 90% to 110% of PBOC Rate per annum). As at 31 March 2012, interest rates on our bank borrowings ranged from 1.4% to 7.2% (31 March 2011: 0.8% to 5.6%) per annum, while the gold loans carried fixed interest rates of 1.3% to 5.5% (31 March 2011: 1.3% to 3.5%) per annum. The gold loans are also used to hedge against the financial impact of the price fluctuations in our gold inventory.

The Group's debts were primarily denominated in Hong Kong dollars, Renminbi, and United States dollars. In respect of the Group's operations in Mainland China, the Group maintains an appropriate level of external borrowings in Renminbi for natural hedging of Renminbi contributed to its business in Mainland China. Apart from this, the Group does not have any material foreign exchange exposure. While we rely on short-term borrowings to finance our inventories and expand our POS and product selection, we have maintained good relationships with our banks that provide us with such financing and have not experienced any difficulties in repaying our borrowings.

## 流動資金、財務資源及資本架構

### 流動資金及財務資源

本集團是中國內地以及港澳地區擁有領先市場佔有率的珠寶商，傳承逾80年，於2012財政年度財政穩健。本集團主要透過結合資本貢獻、經營現金流量、銀行貸款及黃金借貸的方式應付其營運資金及其他流動資金的需求。

於2012年3月31日，本集團按港元、人民幣及美元列值的現金及現金等價物約為10,004.8百萬港元(2011年3月31日：5,761.1百萬港元)。本集團的貸款總額為15,207.5百萬港元(2011年3月31日：14,810.6百萬港元)。長期貸款的即期部分、短期貸款、黃金借貸、應付關聯公司款項及應付附屬公司非控股股東款項為11,781.1百萬港元(2011年3月31日：14,810.6百萬港元)。

2012財政年度，本集團已付清應付關聯公司款項(2011年3月31日：7,833.3百萬港元)。於2012年3月31日，本集團應付附屬公司非控股股東款項為400.3百萬港元(2011年3月31日：164.7百萬港元)。於2012年3月31日，全部應付附屬公司非控股股東的款項為免息，惟上述的9.1百萬港元於2011年3月31日則附帶固定年利率6.1%。上述款項全部按要求償還。

本集團的銀行貸款及黃金借貸分別為9,000.6百萬港元(2011年3月31日：2,881.0百萬港元)及5,806.6百萬港元(2011年3月31日：3,931.6百萬港元)。本集團的銀行貸款利息為香港銀行同業拆息加1.0%至1.6%的浮動年利率或中國人民銀行的貸款基準年利率(「人民銀行利率」)的98%至110%區間(2011年3月31日：香港銀行同業拆息加0.3%至1.3%年利率或人民銀行利率90%至110%區間)計息。於2012年3月31日，銀行貸款的年利率介乎1.4%至7.2%不等(2011年3月31日：0.8%至5.6%)，而黃金借貸利息為按年利率1.3%至5.5%(2011年3月31日：1.3%至3.5%)的固定利率計息。黃金借貸亦用作對沖我們黃金存貨價格波動構成的財務影響。

本集團的債項主要以港元、人民幣及美元計值。就本集團的中國內地業務營運而言，本集團維持適當水平的人民幣外借貸款，以自然對沖人民幣對中國內地業務的影響。除此以外，本集團並無任何重大外匯風險。儘管我們依賴短期貸款為存貨提供資金，擴充零售點及產品選擇，然而我們與提供融資的銀行關係良好，亦從未就償還貸款遇上困難。

### Liquidity, Financial Resources and Capital Structure *(Continued)*

#### Liquidity and financial resources *(Continued)*

The net gearing ratio, defined as the aggregate of bank borrowings, gold loans, net amounts due to related companies, net of pledged bank deposits and bank balances and cash, and then divided by total equity, was 16.2%, a significant decrease of 49.0% as compared with that of FY2011. The decrease was mainly due to the net proceeds of HK\$15,387.3 million to the Company from the Initial Public Offering.

As at 31 March 2012, total equity of the Group increased to HK\$29,573.0 million, against HK\$11,672.9 million as at 31 March 2011. The Group's working capital, being net current assets, was HK\$31,040.3 million as at 31 March 2012 (31 March 2011: HK\$10,290.0 million).

#### Change in share capital

As at 20 July 2011, being the date of incorporation of the Company, the Company had an authorised share capital of US\$50,000 divided into 50,000 shares of US\$1 each.

On 17 November 2011 and 29 November 2011, (1) the authorised share capital of the Company was increased by HK\$50,000,000,000 by the creation of an additional 50,000,000,000 shares of HK\$1 each; (2) the Company allotted and issued 780 shares fully paid to CTF Holding, the sole shareholder of the Company at that time; (3) the Company repurchased and cancelled the one issued share with a nominal value of US\$1 in the capital of the Company in issue immediately prior to the issue of the new shares; and (4) authorised but unissued share capital of the Company was diminished by the cancellation of all the 50,000 unissued shares with a nominal value US\$1 each in the capital of the Company.

On 29 November 2011, CTF Holding resolved that, conditional on the share premium account of the Company being credited as a result of the allotment and issue of the offer shares pursuant to our Initial Public Offering, the Directors were authorised to capitalise an amount of HK\$8,949,999,220 standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 8,949,999,220 shares for allotment and issue to CTF Holding whose name appeared in the register of members of the Company at close of business on 15 November 2011 (or as it may direct).

On 15 December 2011, we completed our Initial Public Offering, raising net proceeds of HK\$15,387.3 million. We used such net proceeds in accordance with the proposed applications in the Prospectus, which are set out on page 22 of this annual report.

As at 31 March 2012, our Company had an authorised share capital of HK\$50,000,000,000, divided into 50,000,000,000 shares of HK\$1 each, and an issued share capital of HK\$10,000,000,000, divided into 10,000,000,000 shares, all fully paid or credited as fully paid and 40,000,000,000 shares remain unissued.

### 流動資金、財務資源及資本架構(續)

#### 流動資金及財務資源(續)

淨資本負債比率乃銀行貸款、黃金借貸、應付關聯公司款項淨額之總額(扣除已抵押銀行存款及銀行結餘及現金)並除以權益總額。淨資本負債比率為16.2%，較2011財政年度大幅減少49.0%，主要由於本公司自首次公開發售獲得款項淨額15,387.3百萬港元。

於2012年3月31日，本集團的權益總額增至29,573.0百萬港元，而2011年3月31日則為11,672.9百萬港元。本集團於2012年3月31日的營運資金(亦即是流動資產淨值)為31,040.3百萬港元(2011年3月31日：10,290.0百萬港元)。

#### 股本變動

於2011年7月20日(即本公司註冊成立日期)，本公司的法定股本為50,000美元，分為50,000股每股面值1美元的股份。

2011年11月17日及2011年11月29日，(1)本公司藉額外增設50,000,000,000股每股面值1港元股份，將其法定股本增加50,000,000,000港元；(2)本公司向其當時唯一股東CTF Holding配發及發行780股繳足股份；(3)緊接發行新股份前，本公司購回及註銷本公司股本中一股面值1美元的已發行股份；及(4)本公司註銷本公司股本中全部50,000股每股面值1美元的未發行股份，削減其法定但未發行股本。

2011年11月29日，CTF Holding議決在本公司股份溢價賬於根據我們首次公開發售配發及發行發售股份後取得進賬的情況下，授權董事將本公司股份溢價賬中8,949,999,220港元的進賬撥充資本，以該等金額按面值繳足8,949,999,220股股份，以供配發及發行予於2011年11月15日(或按其可能指定的日期)營業時間結束時名列本公司股東名冊的CTF Holding。

2011年12月15日，我們完成首次公開發售，籌集所得款項淨額15,387.3百萬港元。我們按照招股章程所載建議用途動用有關所得款項淨額，參見本年第22頁。

於2012年3月31日，本公司的法定股本為50,000,000,000港元，分為50,000,000,000股每股面值1港元股份，已發行股本為10,000,000,000港元，分為10,000,000,000股股份，全部為已繳足或入賬列作繳足的股份，而40,000,000,000股股份將仍未發行。

## Liquidity, Financial Resources and Capital Structure *(Continued)*

### Capital expenditure

The Group's capital expenditure incurred during FY2012 amounted to HK\$749.2 million (FY2011: HK\$540.6 million), and was primarily used for expansion of our POS network and improvements at existing POS.

### Charge on group assets

As at 31 March 2011, bank deposit amounted to HK\$156.3 million was pledged to secure banking facility and gold loans granted to the Group. As at 31 March 2012, bank deposit amounted to HK\$17.0 million was pledged mainly to secure the payment of construction in progress that is expected to be completed in 2013.

### Contingent liabilities

The Group did not have any material contingent liabilities as at 31 March 2012 and 31 March 2011.

### Capital commitments

Details of the Group's capital commitments as at 31 March 2012 and 31 March 2011 are set out in note 34 to the consolidated financial statements.

## 流動資金、財務資源及資本架構 *(續)*

### 資本開支

本集團於2012財政年度產生的資本開支為749.2百萬港元(2011財政年度：540.6百萬港元)，主要用作擴充零售點網絡及改善現有零售點。

### 集團資產押記

於2011年3月31日，銀行存款156.3百萬港元已就授予本集團的銀行融資額度及黃金借貸作抵押。於2012年3月31日，銀行存款17.0百萬港元主要就預期於2013年竣工在建工程的付款作抵押。

### 或然負債

本集團於2012年3月31日及2011年3月31日並無任何重大或然負債。

### 資本承擔

本集團於2012年3月31日及2011年3月31日的資本承擔詳情載於綜合財務報表附註34。

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# Major Events and Awards

## 重要活動及獎項

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## Major Events and Awards

### 重要活動及獎項

#### Yi — Chow Tai Fook Auction Dinner (Beijing, China)

“Yi” Auction Dinner was held in Beijing in April 2011 to showcase the Yun Yi Royal Collection. The Collection is a perfect blend of modern fashion and traditional Chinese jewellery. It returns after being displayed in Paris to great acclaim.



#### 頤 — 周大福拍賣晚宴(中國北京)

「頤」拍賣晚宴在2011年4月於北京舉行，展示從巴黎載譽而歸的「蘊頤 — 尊王珍寶系列」珠寶，完美地呈現時代潮流與傳統中華珠寶文化藝術融合的一面。

#### Launch of “Dazzle and Shine” — Nationwide Roadshow on the Culture of Diamond (Shanghai, China)

In July 2011, a ceremony entitled “Dazzle and Shine” was held to mark the launch of a nationwide roadshow celebrating the culture of the diamond. It was held at Jiu-Guang Department Store in Shanghai, where the management of Chow Tai Fook Group and their guests of honour witnessed how a diamond with breathtaking radiance was made exemplifying Chow Tai Fook’s image as an unparalleled expert in diamonds.

#### 璀璨之旅 — 全國鑽石文化巡展啟動發佈會(中國上海)

2011年7月，「璀璨之旅」全國鑽石文化巡展於上海久光百貨隆重展開序幕。活動當天，周大福管理層與嘉賓共同見證耀世美鑽的鍛造歷程，充分展示周大福品牌作為鑽石專家的卓越形象。



## Major Events and Awards

### 重要活動及獎項

#### Chow Tai Fook Scholarship (Shenzhen, China)

In November 2011, Chow Tai Fook joined forces with secondary schools in China to set up the “Chow Tai Fook Scholarship”. The first scholarship has been granted. The scholarship is aimed at helping underprivileged university students who excel in their academic pursuits to finish their studies, and to provide them with economic support and job opportunities. At the moment, its main focus is on jewellery schools and business colleges. The foundation will gradually extend its reach to other professional sectors to cultivate talents of various specialisations for the jewellery industry. Over 270 students have benefited from the Chow Tai Fook Scholarship since its establishment.



#### 築夢起航(中國深圳)

2011年11月，周大福牽手內地高校，設立「築夢起航」獎學金，成功啟動第一屆獎學金項目。獎學金旨在幫助學習成績優異但家庭經濟條件欠佳的大學生完成學業，為他們提供經濟支援與工作機會。獎學金目前主要支持珠寶及工商管理學院，日後將逐步向其他專業延伸，為珠寶行業儲備和培養更多優質人才。自成立以來，已經有逾270位學生受益於周大福「築夢起航」獎學基金。

#### “The World’s Largest Pure Gold Winnie the Pooh” Unveiling Ceremony (Hong Kong)

Chow Tai Fook was awarded a product license from Disney to exclusively release a collection of Winnie the Pooh accessories and decorations. To remark the partnership, Chow Tai Fook exquisitely presented “The World’s Largest Pure Gold Winnie the Pooh” with the approximate height of 113cm and approximate weight of 448 taels (approximate weight of 529 taels including the pure gold flower decorations) which was publicly showcased at K11 Art Mall, Tsim Sha Tsui on 25 August 2011. This Winnie the Pooh figurine showcases our formidable strengths in top notch jewellery making skills and technologies.

#### 「全球最大足金小熊維尼」揭幕禮(香港)

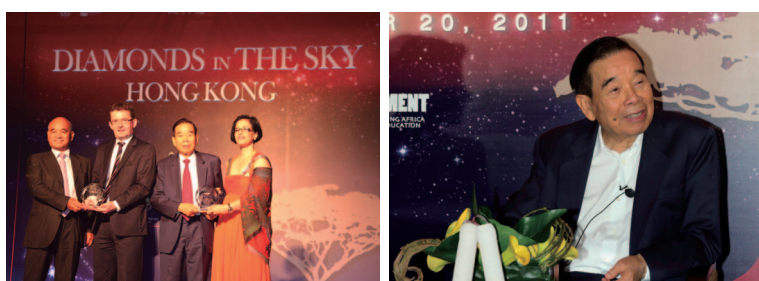
周大福榮獲迪士尼授予小熊維尼的特許經營權，獨家推出小熊維尼系列。由周大福精心打造，高約113厘米、重約448兩(連足金繁花裝飾共重約529兩)，堪稱「全球最大足金小熊維尼」，於2011年8月25日尖沙咀K11購物藝術館首度展出，彰顯周大福雄厚的實力及超卓的工藝。





## CTF X DTC “DIAMONDS IN THE SKY: HONG KONG” Charity Auction Dinner (Hong Kong)

The charity auction, held on 20 September 2011, was aimed at helping the needy in China and Africa through the China Charity Federation and the Diamond Empowerment Fund. The dinner was attended by influential community leaders from around the world, including Dr. Cheng Kar-shun Henry, Chairman and Executive Director of Chow Tai Fook Jewellery Group Limited, Miss Varda Shine, CEO of Diamond Trading Company (DTC) and Mr. Li Bengong, Vice President, China Charity Federation and Mr. Russell Simmons, Chairman of the Advisory Board of Diamond Empowerment Fund (DEF).



## CTF X DTC 「DIAMONDS IN THE SKY, HONG KONG」慈善拍賣晚宴 (香港)

2011年9月20日，周大福透過慈善拍賣，幫助中國內地及非洲有需要人士。為了出力籌款，是次活動雲集全球具能力改變社會及領導社會的眾人聚集力量，包括周大福珠寶集團有限公司主席及執行董事鄭家純博士、Diamond Trading Company (DTC)行政總裁 Varda Shine 女士；中華慈善總會常務副會長李本公先生和鑽石力量慈善基金會(DEF)諮詢委員會主席 Russell Simmons 先生。

## Marketing Activities for “Danseuse de Ballet Coloured Diamond Collection” (Hong Kong)

In November 2011, Chow Tai Fook arranged the premiere of “Danseuse de Ballet Coloured Diamond Collection” in a private display for selected customers. VIPs enjoyed a ballet repertoire and a catwalk show featuring the new product line. On 25-26 February 2012, the selected VIPs were invited to a private sale session for the “Danseuse de Ballet Coloured Diamond Collection” and a pre-sale display of certain auction items.



## 「Danseuse de Ballet 芭蕾舞者彩鑽系列」貴賓活動及一系列銷售活動 (香港)

2011年11月，周大福為特選客戶精心安排名為「Danseuse de Ballet 芭蕾舞者彩鑽系列」的首次私人預展會。周大福邀請了特選貴賓參與，活動包括芭蕾舞舞蹈員表演及模特兒佩戴粉紅鑽飾表演。2012年2月25至26日，周大福舉辦了相關的銷售活動，再次邀請特選貴賓選購「Danseuse de Ballet 芭蕾舞者彩鑽系列」之貨品及預展部份拍賣之貨品。

## Major Events and Awards

### 重要活動及獎項

#### Chow Tai Fook Paris Excursion for VIPs 2012 (Paris)

For the second year in a row, Chow Tai Fook offered emerging designers a platform for international exchange during Paris Fashion Week by supporting “Lightness of Being”, a show organised by Hong Kong’s K11 Art Mall in March 2012. Chow Tai Fook selected six jewellery masterpieces to make their public debut and invited VIP members from Mainland China and Hong Kong to travel to Paris to attend the show and exhibition. This exclusive and luxurious tour demonstrated the brand’s customer-centric service approach.



#### 周大福2012尊貴會員巴黎之旅(巴黎)

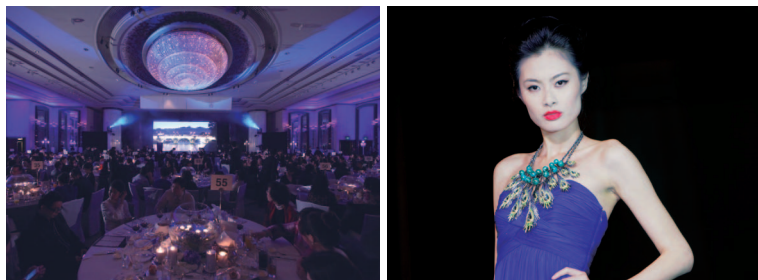
周大福連續兩年在「巴黎時裝周」為年青設計師提供國際交流平台，於2012年3月全力支持由K11購物藝術館主辦的「Lightness of Being」藝術展。周大福更特選六套珠寶藝術珍品作首度公開展出，並邀請中港兩地多位尊貴會員遠赴巴黎出席展覽及享受一系列尊貴豪華之旅，盡顯品牌以客為尊的服務精神。

#### Chow Tai Fook Jewellery Auction 2012 — Stars in the Starlight (Hong Kong)

“Chow Tai Fook Jewellery Auction 2012 — Stars in the Starlight” was held in April 2012 at the Grand Ballroom of Grand Hyatt Hong Kong. 180 selected VIPs from Mainland China and Hong Kong were invited to attend. 12 sets of jewellery masterpieces were put on display between 27 to 29 April to promote the auction. The auction was an important part of an initiative to enhance Chow Tai Fook’s overall image. The auction featured innovative ideas and artistic elements conceived by Mr. Cheng Chi-kong, Adrian, executive Director of Chow Tai Fook Jewellery Group Limited, with the aim of offering a discerning experience for our customers.

#### 周大福2012珠寶拍賣會 — Stars in the Starlight (香港)

「周大福2012珠寶拍賣會 — Stars in the Starlight」於2012年4月假香港君悅酒店宴會大禮堂舉行，並特選中港兩地180位尊貴會員參與今次盛事。為隆重其事，12套珠寶首飾亦於4月27至29日悉數作首次公開展出。是次拍賣會亦是周大福整體形象提升的重要部份，並由周大福珠寶集團有限公司執行董事鄭志剛先生為品牌注入了不少創新理念及藝術元素，務求為顧客帶來不一樣的購物體驗。





## Awards

### China

Ranked 47th in “Top 500 Most Valuable Brands in China” (June 2011)

World Brand Lab announced that Chow Tai Fook ranked 47th in the “Top 500 Most Valuable Brands in China 2011” with a brand value of RMB19.757 billion. For the past 8 years, Chow Tai Fook was ranked 1st in the jewellery industry and the only jewellery company ranked within the top 100 brands.

Ranked 1st in Consolidated Market Share for Products of the Same Category 2010 (March 2011)

At the prize giving ceremony for the “2010 (19th) Media Conference for the Release of Statistics on Merchandise Sales in the PRC Market” and “New Age of China’s Consumer-oriented Economic Development”, the Chow Tai Fook brand was ranked 1st in consolidated market share for products of the same category in 2010, marking the 7th consecutive year in which Chow Tai Fook was ranked 1st in consolidated market share in the PRC jewellery market. Chow Tai Fook was also awarded the honorary title of “Star of the Champion”.

### Hong Kong

Chow Tai Fook Bagged 4 Leading Awards in the “Hong Kong Prestige Corporate Brand 2011” (Jewellery Retail Category) (December 2011)

Chow Tai Fook was winner of 4 leading awards in the “Hong Kong Prestige Corporate Brand 2011”, co-hosted by *Ming Pao Daily* and the Master of Science Programme in Marketing of Chinese University of Hong Kong. Chow Tai Fook was awarded the Enterprise Brand Award, Adjudicators’ Class Award, Hong Kong Consumers’ Award and Enterprise Brand Award – Most Popular Hong Kong Brand for Mainland Chinese Consumers. Chow Tai Fook was the only Hong Kong jewellery company that received the Enterprise Brand Award.

Unionpay Top 10 Most Popular Hong Kong Merchants Voted by Mainland Tourists 2011 (2011)

Chow Tai Fook’s jewellery shops in Hong Kong were voted among the “Most Popular Hong Kong Unionpay Merchants for Mainland Tourists”, based on the volume of Unionpay card payments and online voting.

Chow Tai Fook Garnered 3 Major Awards from Quality Tourism Services Association (June 2011)

Chow Tai Fook received the 10-year Long-term Outstanding QTS Merchant Certificate, Outstanding QTS Merchant Silver Award and Top 10 Most Popular QTS Merchant Award (Online Voting in Mainland China) 2011 from Quality Tourism Services Association.

## 周大福獎項

### 中國區

「中國 500 最具價值品牌」排行榜第 47 位 (2011 年 6 月)

周大福在世界品牌實驗室發佈的 2011 年「中國 500 最具價值品牌」排行榜中，以品牌價值人民幣 197.57 億元居 47 位，並第八度榮登珠寶行業第一，保持前 100 位中唯一獲選的珠寶品牌。

2010 年同類產品市場綜合佔有率第一位 (2011 年 3 月)

中國商業聯合會、中華全國商業資訊中心召開的「2010 年度 (第十九屆) 中國市場商品銷售統計結果新聞發佈會」暨「消費引領中國經濟發展新時代」頒獎盛典中，周大福珠寶品牌榮獲「2010 年同類產品市場綜合佔有率第一位」，這是周大福連續七年在中國珠寶首飾市場綜合佔有率排名第一，並同時獲得「冠軍之星」的榮譽稱號。

### 香港區

周大福榮獲「香港驕傲企業品牌選舉 2011」(珠寶、首飾零售類別) 四項大獎 (2011 年 12 月)

周大福榮獲由《明報》及香港中文大學市場學(理學)碩士課程聯合舉辦的「香港驕傲企業品牌選舉 2011」四項大獎，包括：企業品牌大獎、評選團類別大獎、香港消費者大獎、最受中國(內地)消費者歡迎的香港企業品牌大獎。周大福是唯一一家香港珠寶商得獲得企業品牌大獎。

2011 銀聯 — 香港地區十大最受內地旅客歡迎銀聯特約商戶 (2011 年)

周大福獲選為「香港地區十大最受內地旅客歡迎銀聯特約商戶」，投票結果是根據銀聯刷卡量及網上投票等統計得出。

周大福獲優質旅遊服務協會頒發三大獎項 (2011 年 6 月)

周大福獲優質旅遊服務協會頒發 10 年資深優質商戶嘉許狀、傑出優質商戶獎項 — 銀獎、2011 國內網選 10 大最受歡迎香港優質商戶。

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# Prospects and Strategies 前景及策略

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### Prospects

Looking ahead, we are confident that in FY2013 we can achieve sustainable growth for our business in Mainland China, Hong Kong and Macau where we have spent decades building up our reputation. During the past five years, Mainland China has seen amazing macroeconomic growth, and recently it has enjoyed a relatively more favourable macro-economic environment compared to the uncertain and complex macroeconomic conditions globally. Mainland China's twelfth five-year plan, unveiled in 2011, will continue to reinforce domestic consumption as a strategic focus. Expanding domestic demand is expected to be a pillar of economic growth for the next five years as it is playing an increasingly important role in economic growth in Mainland China. Rising income levels and improving living standards amidst rapid urbanisation of the middle class, as well as favourable policies including tax reforms, all contribute to stimulation of domestic consumption. Continuous growth in the retail revenue of jewellery in Mainland China is the realisation of a trend in which Mainland China may surpass other large jewellery consuming countries. However, its consumption per capita is less than that of the world average and less than one tenth of that in the United States, which implies huge potential. Against the current macro environment backdrop in Mainland China and a successful implementation of our strategies as outlined below, we aim to double our revenue in three years' time.

### Strategies

As the leading jeweller by market share in Mainland China as well as in the Hong Kong and Macau, we are well-positioned to capture the potential growth in these markets through the following strategies.

#### Continue to recruit, develop and retain talent

We actively pursue a strategy to recruit, develop and retain talented employees across all aspects of our integrated operations, which we believe is central to our business success and reputation.

We have recently advanced our compensation structure to incentivise our employees to perform well by aligning a portion of their compensation to their individual performance as well as the overall business performance. As a commitment to continuously improve our staff's well-being, we also strengthened our staff benefits through more holidays, shortened working hours and enhanced medical benefits, which are being implemented in phases beginning in April 2012.

In light of our corporate values of "sincerity • eternity", we will continue to provide tailored training programmes to our employees, align their compensation and incentives with their performance, and offer them a clear career path with opportunities for additional responsibilities and promotions, aiming to strengthen their sense of belonging. We plan to add around 10 specialised jewellery training centres within the next five years.

### 前景

展望未來，我們相信，我們於2013財政年度可於中國內地、香港及澳門業務取得持續增長，我們花上數十年在該等地方建立聲譽。於過去的五年，中國內地錄得矚目的宏觀經濟增長，近年來，與全球不穩且複雜的宏觀經濟狀況比較，中國內地具備相對有利的宏觀經濟環境。中國內地十二五規劃於2011年出台，繼續以拓展內需為中心戰略，鞏固國內消費，是未來五年經濟增長的支柱，內需對中國內地經濟增長日益重要。隨著城市內中產人口快速增多，加上稅項改革等利好政策刺激國內消費，使收入水平與生活質素雙雙提高。中國內地珠寶零售營業額不斷增長，大有實現超越其他大型珠寶消費國家的趨勢。然而，中國內地人均消費不及世界平均水平，也不足美國的十分之一，意味著潛力相當巨大。在中國內地現時宏觀環境下，成功執行我們下文簡述的策略後，我們可望於三年內倍增營業額。

### 策略

以市場佔有率計，我們現已躋身中國內地以及港澳地區的領先珠寶商，故此具備優厚的條件並透過以下策略捕捉該等市場的增長潛力。

#### 持續招攬、培訓及保留人才

我們相信人才是我們業務取得成功及信譽的主要因素，所以我們積極招攬、培訓及保留各方面業務的人才。

我們最近改良了薪酬架構，將僱員部分薪酬與其個人表現及我們的整體業務表現掛鉤，以激勵僱員保持優良表現。我們致力於改善員工福祉，亦增多假期、縮短工時、提高醫療福利，以提升員工福利，該等措施已於2012年4月開始分階段實施。

鑒於「真誠•永恒」的企業價值，我們將持續為僱員提供度身訂制的培訓計劃，提供與工作表現掛鉤的薪酬及獎勵，為僱員制定清晰的職途規劃，提供更多實踐及晉升機會，旨在加強員工的歸屬感。我們計劃於五年來增建約10個專門珠寶培訓中心。

### Strategies (Continued)

#### Expand and upgrade retail network in high potential cities

As at 31 March 2012, we had 1,627 POS with the majority are located in Mainland China, in particular, in Tier II to IV cities (over 85% of our POS in Mainland China). These cities enjoy higher growth rate and are more resilient to economic downturns given Mainland China's policies to upgrade the lower income group to middle class, to stimulate domestic consumption through favourable tax reform and to promote urbanisation.

With our POS opening experience and track record, we have well exceeded our previous target and we currently expect to reach our target of 2,000 POS by the end of FY2014, earlier than planned. We aim to open a net average of approximately 200 POS per year, by opening wholly-owned POS and collaborating with joint venture partners and franchisees to leverage on their local knowledge with a well-balanced portfolio at a ratio of around 70:30 between self-operated stores and franchised stores but will expand self-operated retail network in more inland and lower tier cities.

In addition, we have identified and carefully selected certain POS to expand the gross floor area and provide more products for our customers' selection based on the analysis of Same Store Sales Growth, customer purchasing powers and buying behaviour. These stores are primarily located in Tier I and Tier II cities such as Beijing, Shanghai, Guangzhou, Shenzhen, Chongqing, Chengdu and Wuhan. The selected stores will be reformed to equip with larger gross floor area, more gem-set jewellery products and staffed with our top sales personnel to enhance shopping experience and increase Same Store Sales Growth.

#### Drive innovative marketing concepts among loyal customers

We will continue to organise innovative customer relationship activities for members of our customer loyalty programme, such as well-organised visits to renowned overseas events, prestigious private tours and private viewing of new and distinguished collections. The exclusive designer jewellery auction dinner held in Hong Kong in April 2012 attracted 180 VIPs by showcasing and selling twelve one-of-a-kind collector pieces or sets and generating auction proceeds of over HK\$20 million, and we will continue to organise similar events to promote our ultra-high-end collections and enhance brand awareness. To attract new members and further solidify the loyalty of existing members, we are refining our customer loyalty programme with a view to offering a more satisfying shopping experience for VIPs and a more attractive bonus point system to stimulate repeat purchases.

### 策略 (續)

#### 擴充及加強高潛力城市的零售網絡

截至2012年3月31日，我們設有1,627個零售點，大部分位於中國內地，尤其是二線至四線城市（佔我們中國內地零售點超過85%）。基於中國內地實施政策協助較低收入群組晉身中產階層，通過有利的稅務改革刺激內需並致力推動城鎮化，故此該等城市增長率較高和在經濟衰退的抗逆能力較強。

憑藉我們開設零售點的經驗以及往績記錄，我們已經遠超之前的目標，現時預計於2014財政年度結束時可達到2,000個零售點之目標，較計劃提前達成目標。我們零售點每年平均淨增長目標約200個，我們除開設全資零售點外，亦與合資夥伴及加盟商合作，借助他們對當地知識開店，將直營零售店與加盟零售店之比例保持約70比30的適當比例，但我們亦將於更多內陸和較次級城市拓展直營零售點網絡。

此外，我們按照同店銷售增長、客戶購買力及消費模式之分析判別並嚴選若干零售點進行擴充，除擴大門市面積外，亦為客戶提供更多的產品選擇。此等零售店主要位於一線及二線城市，如北京、上海、廣州、深圳、重慶、成都及武漢。特選零售店會進行革新，包括擴大門市面積、陳列更多元化的珠寶鑲嵌首飾以及有卓越的銷售人員駐店，務求提高客戶的購物體驗和提升同店銷售增長。

#### 注入創新市場推廣概念挽留忠實客戶

我們將繼續為尊貴會員計劃的會員籌辦創新的客戶關係活動，如組團參與海外著名盛事、尊貴私人旅遊、優先鑑賞全新獨特產品系列。我們於2012年4月在香港舉行的獨家設計師珠寶拍賣晚宴，吸引了180名尊貴會員出席，晚宴展出並出售十二套獨一無二的珍藏珠寶，拍賣金額超過20百萬港元，故此我們將繼續舉辦類似盛事，以推廣我們名貴產品系列，提升品牌知名度。為吸納新會員並進一步鞏固現有會員的忠誠度，我們現正優化尊貴會員計劃，務求向尊貴會員提供更稱心的購物體驗，並推出更具吸引力的積分計劃以提高客戶重臨光顧的機會。

## Strategies (Continued)

### Leverage vertical integration to introduce new collections and more gem-set jewellery

The jewellery gift-giving tradition at ceremonial and festive events is deeply rooted in the Chinese culture, especially for the Year of the Dragon, a Chinese zodiac sign that symbolises fortune and power. We are introducing more designer collections that target wedding and birth celebrations. Designer collections enjoy pricing premium through marketing and promotion campaigns and targeted advertising catering to customers' sentimental preferences. In addition, we will promote cross-selling efforts to enhance sales of gem-set jewellery products.

Relying on the vertically integrated business model and infrastructure we have built over the years, we can closely monitor customer behaviour through our advanced management information system so we can adjust our product mix to capture changing market trends and replenish the top selling items in a timely manner.

### Strengthen value chain and further improve profitability

We will continue to strengthen our status as a preferred business partner with key suppliers such as DTC and Rio Tinto, and explore additional opportunities in procuring high quality raw materials to stabilise the prices of jewellery components.

We will also continue to implement our gold hedging policy to significantly reduce commodity price fluctuation risk through gold loan arrangements and bullion forward contracts, so as to minimise the price risk and to stabilise our gross margin effectively.

In addition, as a joint effort with department stores to cope with the economic fluctuations and as appreciation of the Company's long-term cooperation and growing market share within department stores, several department stores will lower the concessionaire rates for FY2013 for certain product categories including high-end luxury jewellery items. In Hong Kong, the management has negotiated longer term contracts (3-5 years) for certain POS in prime locations to smoothen out rental rate hikes in a particular year.

We have also launched a "Reform and Development Committee" in 2011 as a long-term objective to further improve profitability through greater efficiencies in manufacturing, selling, general and administrative expenses and IT infrastructure. The construction of our new Mainland headquarters office in Shenzhen commenced in early 2011 and is expected to be completed by the end of 2013. We have also identified a site in Wuhan, strategically located in Central China and expected to commence production in 2016, for an integrated production and logistics centre with extensive production, R&D and logistics facilities to shorten the production lead-time and support future growth and demand.

With an aim to achieve long-term sustainable growth and solidify our brand image of authenticity and the best products that money can buy, we will continue to pursue our existing strategies of actively expanding our POS network, introducing well-designed products, enhancing the shopping experience, strengthening customer relationships and further improving profitability, while balancing all of those efforts with careful risk management and sound corporate governance.

## 策略(續)

### 借助垂直整合業務模式推出新產品系列以及更多元化的珠寶鑲嵌首飾

凡喜慶盛事及節日饋贈珠寶首飾的傳統已植根於中國文化，特別是龍年，「龍」象徵財富與權力。我們於龍年推出更多有關婚嫁及慶生的產品系列。透過市場推廣及推廣活動，配合針對客戶情感喜好的廣告宣傳，此等系列在定價上可較高。另外，我們將鼓勵交叉銷售，增加珠寶鑲嵌首飾的銷售。

憑藉我們垂直整合經營的業務模式以及多年來建立的基建，我們可利用先進的管理訊息系統密切監察客戶行為，據此調整產品組合，從而迎合不斷改變的市場趨勢並適時為暢銷產品補貨。

### 加強價值鏈並進一步改善盈利水平

我們會繼續鞏固身為DTC及Rio Tinto等主要供應商的優先業務夥伴地位，同時尋找採購優質原材料的其他機會，以穩定珠寶原材料部件的價格。

我們亦會繼續實施黃金對沖政策，利用黃金借貸安排及黃金遠期合約大幅減低商品價格波動的風險，從而減少價格風險，並有效維持毛利率。

此外，為與我們合力應對經濟波動，亦為答謝本公司長期與之合作及不斷於其擴充業務，若干百貨公司將於2013財政年度就若干產品類別(包括名貴珠寶產品)減低專櫃分成。於香港，管理層就若干位處熱門地段的零售點洽談為期3至5年較長的租約，以緩和特定年度租金高企的情況。

另外，我們於2011年成立「改革發展委員會」，旨在通過改善製造、銷售、一般及行政開支及IT基建各方面的效率，以進一步提升盈利水平作為長線目標。於深圳嶄新的中國內地總部辦公大樓的建設工程已於2011年年初展開，預期於2013年年底竣工。我們策略性地在華中武漢獲得土地興建生產物流一體化中心，預期於2016年投產，中心全面包含生產、研發及物流設施，可縮短生產所需時間，並支持未來增長及需求。

為達致長期可持續增長並鞏固我們貨真價實的品牌形象，我們將繼續實行現行策略，積極拓展零售點網絡、推出設計精美的產品、提升客戶的購物體驗、加強客戶關係以及進一步改善盈利水平，過程中亦會進行審慎的風險管理及良好的企業管治。



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Profile of  
Directors and  
Senior Management  
董事及  
高級管理人員簡介

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### Honorary Chairman and Non-Executive Director

#### **Dato' Dr. Cheng Yu-Tung, GBM**

aged 86, joined the Group in 1947, was appointed as the Company's Honorary Chairman and non-executive Director in July 2011. Dr. Cheng is responsible for advising on overall strategic planning and management of the Group. He is a director of CTF HK. Dr. Cheng is also a non-executive director of Shun Tak Holdings Limited and SJM Holdings Limited, chairman and executive director of Melbourne Enterprises Limited, and chairman and non-executive director of Lifestyle International, all of which are listed on the Stock Exchange. He was the chairman and executive director of NWD until his retirement on 1 March 2012. Dr. Cheng is a director of CTFE, CYT Family Holdings, CYT Family Holdings II, CTF Capital and CTF Holding. Dr. Cheng is the father of Dr. Cheng Kar-Shun, Henry, the grandfather of Mr. Cheng Chi-Kong, Adrian and Mr. Cheng Chi-Heng, Conroy, an uncle of Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy and the elder brother of Mr. Cheng Yu Wai.

### Chairman and Executive Director

#### **Dr. Cheng Kar-Shun, Henry, GBS**

aged 65, joined the Group in 1971, was appointed as the Chairman and executive Director in July 2011 and is a member of the Nomination Committee and Remuneration Committee of the Company. Dr. Cheng is responsible for the strategic direction and overall performance of the Group. He is a director of certain subsidiaries of the Group. Dr. Cheng is also the chairman and executive director of NWD (re-designated from managing director to chairman with effect from 1 March 2012), chairman and managing director of New World China Land Limited, chairman and executive director of NWS Holdings Limited and International Entertainment Corporation, chairman and non-executive director of NWDS and Newton Resources Ltd (appointed on 23 May 2012), non-executive director of Lifestyle International and independent non-executive director of HKR International Limited. In addition, Dr. Cheng is also a director of CYT Family Holdings, CYT Family Holdings II, CTF Capital and CTF Holding and CTFE. Dr. Cheng is the chairman of the Advisory Council for The Better Hong Kong Foundation, chairman of the Advisory Panel of the Asian Management Institute and The University of Western Ontario and a Standing Committee Member of the Eleventh Chinese People's Political Consultative Conference. Dr. Cheng is the eldest son of Dato' Dr. Cheng Yu-Tung, the father of Mr. Cheng Chi-Kong, Adrian, an uncle of Mr. Cheng Chi-Heng, Conroy, a cousin of Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy and a nephew of Mr. Cheng Yu-Wai.

### 名譽主席及非執行董事

#### **拿督鄭裕彤博士 (GBM)**

現年 86 歲，於 1947 年加入本集團，於 2011 年 7 月獲委任為本公司名譽主席及非執行董事。鄭博士專責就本集團整體策略規劃及管理提供意見。鄭博士為周大福香港之董事。鄭博士亦擔任信德集團有限公司及澳門博彩控股有限公司的非執行董事；萬邦投資有限公司主席及執行董事；及利福國際主席及非執行董事，全部均為聯交所上市公司。鄭博士為新世界發展主席及執行董事，直至彼於 2012 年 3 月 1 日退任。鄭博士為周大福企業、CYT Family Holdings、CYT Family Holdings II、CTF Capital 及 CTF Holding 之董事。鄭博士為鄭家純博士之父親、鄭志剛先生及鄭志恒先生之祖父、鄭錦標先生及鄭錫鴻先生之伯父以及鄭裕偉先生之兄長。

### 主席及執行董事

#### **鄭家純博士 (GBS)**

現年 65 歲，於 1971 年加入本集團，於 2011 年 7 月獲委任為主席及執行董事，並為本公司提名委員會及薪酬委員會成員。鄭博士負責本集團的策略方針及整體表現。鄭博士為本集團若干附屬公司之董事，亦擔任新世界發展主席及執行董事（於 2012 年 3 月 1 日由董事總經理調任為主席）；新世界中國地產有限公司主席及董事總經理；新創建集團有限公司及國際娛樂有限公司主席及執行董事；新世界百貨及新礦資源有限公司（於 2012 年 5 月 23 日獲委任）主席及非執行董事；利福國際非執行董事；及香港興業國際集團有限公司獨立非執行董事。此外，鄭博士亦擔任 CYT Family Holdings、CYT Family Holdings II、CTF Capital、CTF Holding 及周大福企業之董事。鄭博士為香港明天更好基金顧問委員會主席、亞洲管理學院及西安大略大學顧問委員會主席及第十一屆全國政協常務委員。鄭博士為拿督鄭裕彤博士之長子、鄭志剛先生之父親、鄭志恒先生之伯父、鄭錦標先生及鄭錫鴻先生之堂兄，以及鄭裕偉先生之侄兒。



## Executive Directors

### Mr. Wong Siu-Kee, Kent

aged 56, joined the Group in 1977, was appointed as the Managing Director in July 2011 and is a member of the Nomination Committee and Remuneration Committee of the Company. Mr. Wong is responsible for the overall management of the Group. Mr. Wong has diverse experience in both operations and management. He was responsible for developing the Group's market in Mainland China and in 2008 he was promoted to managing director of CTF HK. He is also a director of certain subsidiaries of the Group and a director of CTFE. Mr. Wong is a member of the Hong Kong Trade Development Council Watches and Clocks Advisory Committee, director of welfare of the Hong Kong Jewellers' & Goldsmiths' Association, the chairman of the supervising committee of the Hong Kong & Kowloon Jewellers' & Goldsmiths' Employees' Association Ltd, vice chairman of the Gems and Jewellery Trade Association of China and vice-chairman of the Yantian District General Chamber of Commerce.

### Mr. Cheng Chi-Kong, Adrian

aged 32, joined the Group in 2007, was appointed as an executive Director in July 2011. Mr. Cheng is responsible for the marketing activities of the Group as well as customer relationship management and branding and e-commerce operations. Prior to joining the Group, Mr. Cheng worked at UBS AG from September 2003 to April 2006. He is also a director of certain subsidiaries of the Group, a director of CTF Holding and CTFE. Mr. Cheng is an executive director of NWD (took up additional position as joint general manager with effect from 1 March 2012), New World China Land Limited, NWDS and International Entertainment Corporation and a non-executive director of Giordano International Limited (appointed on 22 May 2012), all of which are listed on the Stock Exchange. Mr. Cheng is the vice-chairman of the All-China Youth Federation, a member of the Tianjin Municipal Committee of The Chinese People's Political Consultative Conference, vice-chairman of the Youth Federation of State-owned Enterprises, a consultant of the Beijing Municipal Committee of The Chinese People's Political Consultative Conference, chairman of the China Young Leaders Foundation and the honorary chairman of Fundraising Committee, Wu Zhi Qiao (Bridge to China) Charitable Foundation. Mr. Cheng obtained a Bachelor of Arts degree (cum laude) from Harvard University in March 2003. Mr. Cheng is a grandson of Dato' Dr. Cheng Yu-Tung, a son of Dr. Cheng Kar-Shun, Henry, a cousin of Mr. Cheng Chi-Heng, Conroy, a nephew of Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy and a grand nephew of Mr. Cheng Yu-Wai.

### Mr. Cheng Chi-Heng, Conroy

aged 34, joined the Group in 2007, was appointed as an executive Director in July 2011. Mr. Cheng is responsible for procurement of diamonds and gemstones as well as production management. Prior to joining the Group, Mr. Cheng had worked at Yu Ming Investment Management Limited from 1999 to 2000 as a corporate finance executive. Mr. Cheng is currently an executive director of NWD. Mr. Cheng is also a director of certain subsidiaries of the Group and a director of CTFE and CTF Holding. He obtained his Bachelor of Arts degree in Economics from The University of Western Ontario in June 1999. Mr. Cheng is a grandson of Dato' Dr. Cheng Yu-Tung, a nephew of Dr. Cheng Kar-Shun, Henry, Mr. Cheng Kam-Biu, Wilson and Mr. Cheng Sek-Hung, Timothy, a cousin of Mr. Cheng Chi-Kong, Adrian and a grand nephew of Mr. Cheng Yu-Wai.

## 執行董事

### 黃紹基先生

現年56歲，於1977年加入本集團，於2011年7月獲委任為董事總經理，並為本公司提名委員會及薪酬委員會成員。黃先生負責本集團的整體管理。彼擁有營運及管理的豐富經驗，曾負責為集團開拓中國內地市場，並於2008年擢升為周大福香港董事總經理。黃先生亦為本集團若干附屬公司及周大福企業之董事。黃先生為香港貿發局鐘錶業諮詢委員會委員、香港珠石玉器金銀首飾業商會有限公司福利主任、港九珠寶首飾業文員會有限公司監事長、中國珠寶玉石首飾行業協會理事會副會長及鹽田區總商會理事會副會長。

### 鄭志剛先生

現年32歲，於2007年加入本集團，於2011年7月獲委任為執行董事。鄭先生負責本集團市場推廣活動及客戶關係與品牌管理，以及電子商務營運。加入本集團前，鄭先生由2003年9月至2006年4月期間任職於瑞士銀行。鄭先生亦為本集團若干附屬公司之董事，並為CTF Holding及周大福企業董事。鄭先生擔任新世界發展(於2012年3月1日起兼任聯席總經理)、新世界中國地產有限公司、新世界百貨及國際娛樂有限公司執行董事，以及佐丹奴國際有限公司的非執行董事(於2012年5月22日獲委任)，全部均為聯交所上市公司。鄭先生為中華全國青年聯合會副主席、中國人民政治協商會議天津市委員會委員、中央企業青年聯合會副主席、中國人民政治協商會議北京市委員會顧問、中華青年精英基金會主席及無止橋慈善基金會籌款委員會名譽主席。鄭先生於2003年3月從哈佛大學取得文學士(優等成績)學位。鄭先生為拿督鄭裕彤博士之孫兒、鄭家純博士之兒子、鄭志恒先生之堂弟、鄭錦標先生及鄭錫鴻先生之侄兒以及鄭裕偉先生之侄孫。

### 鄭志恒先生

現年34歲，於2007年加入本集團，於2011年7月獲委任為執行董事。鄭先生負責鑽石及寶石採購以及生產管理。加入本集團前，鄭先生由1999年至2000年於禹銘投資管理有限公司擔任企業融資行政人員。鄭先生現為新世界發展執行董事。鄭先生亦為本集團若干附屬公司之董事，並為周大福企業及CTF Holding董事。鄭先生於1999年6月從西安大略大學取得經濟學文學士學位。鄭先生為拿督鄭裕彤博士之孫兒、鄭家純博士、鄭錦標先生及鄭錫鴻先生之侄兒、鄭志剛先生之堂兄以及鄭裕偉先生之侄孫。

# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

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### Executive Directors (Continued)

#### Mr. Chan Sai-Cheong

aged 49, joined the Group in 1985, was appointed as an executive Director in July 2011. Mr. Chan is responsible for the Group's Mainland China and overseas operations. Mr. Chan has been in the jewellery industry for 31 years. He is also a director of certain subsidiaries of the Group. Mr. Chan is a non-executive director of Giordano International Limited (appointed on 22 May 2012), which is listed on the Stock Exchange. Mr. Chan is a member of the Hong Kong Trade Development Council's Jewellery Advisory Committee, a director of the Gems and Jewellery Trade Association of China, a vice-president of the Guangdong Gold and Silver Jewellery Chamber of Commerce, a council member of the Shenzhen Gold Jewellery Association, a vice-president of the Guangdong Jade Jewellery Manufacturers Association, a director of the Gemological Association of China and a director of the Gemmological Institute, China University of Geosciences (Wuhan).

#### Mr. Chan Hiu-Sang, Albert

aged 61, joined the Group in 1977, was appointed as an executive Director in July 2011. Mr. Chan is responsible for diamond procurement and operations of the Group's Diamond Department. He is also a director of certain subsidiaries of the Group. Mr. Chan obtained a Bachelor's degree in Business from Western Illinois University in August 1977. Mr. Chan is a Graduate Gemologist of the Gemological Institute of America, a Fellow of The Gemmological Association of Great Britain and a Lifetime Member of the Gemological Institute of America, Alumni Association.

#### Mr. Cheng Ping-Hei, Hamilton

aged 37, joined the Group in 2004, was appointed as an executive Director in July 2011. Mr. Cheng is the Finance Director and Company Secretary of the Group and is responsible for the Group's financial management and company secretarial functions. He is also a director of certain subsidiaries of the Group. Mr. Cheng obtained a Bachelor of Business Administration degree in Professional Accountancy from The Chinese University of Hong Kong in December 1998. He is a member of Hong Kong Institute of Certified Public Accountants, a Fellow of The Association of Chartered Certified Accountants and a Chartered Financial Analyst.

#### Mr. Suen Chi-Keung, Peter

aged 47, joined the Group in 1985, was appointed as an executive Director in July 2011. Mr. Suen is a general manager who is responsible for the Group's Hong Kong and Macau operations. He is also a director of certain subsidiaries of the Group.

### 執行董事(續)

#### 陳世昌先生

現年49歲，於1985年加入本集團，於2011年7月獲委任為執行董事。陳先生負責本集團中國內地及海外營運。陳先生從事珠寶行業已有31年。彼亦為本集團若干附屬公司之董事。陳先生為佐丹奴國際有限公司之非執行董事(於2012年5月22日獲委任)，其為聯交所上市公司。陳先生為香港貿發局珠寶業諮詢委員會成員、中國珠寶玉石首飾行業協會董事、廣東省金銀首飾商會執行副總裁、深圳市黃金珠寶首飾行業協會理事、廣東省金銀珠寶玉器業廠商會副總裁、中國寶玉石協會董事及中國地質大學(武漢)珠寶學院董事。

#### 陳曉生先生

現年61歲，於1977年加入本集團，於2011年7月獲委任為執行董事。陳先生負責本集團鑽石部之鑽石採購及經營。彼亦為本集團若干附屬公司之董事。陳先生於1977年8月從西伊利諾大學取得商學學士學位。陳先生為美國寶石學院的寶石鑑定師、大不列顛寶石學協會院士及為美國寶石學會校友會終身會員。

#### 鄭炳熙先生

現年37歲，於2004年加入本集團，於2011年7月獲委任為執行董事。鄭先生為本集團的財務董事兼公司秘書，負責本集團財務管理，並履行公司秘書的職能。彼亦為本集團若干附屬公司之董事。鄭先生於1998年12月從香港中文大學取得工商管理學士(專業會計學)學位，彼為香港會計師公會會員、特許公認會計師公會資深會員及特許財務分析師。

#### 孫志強先生

現年47歲，於1985年加入本集團，於2011年7月獲委任為執行董事。孫先生為總經理，負責本集團港澳地區之業務。彼亦為本集團若干附屬公司之董事。

## Non-Executive Directors

### Mr. Cheng Kam-Biu, Wilson

aged 53, joined the Group in 1979, was appointed as a non-executive Director in July 2011. Mr. Cheng is responsible for the Group's bank and landlord relationship management. Mr. Cheng is also a director of certain subsidiaries of the Group and a director of CTFE. Mr. Cheng is currently an executive director of International Entertainment Corporation, which is listed on the Stock Exchange. Mr. Cheng is vice-president of The Chinese Gold and Silver Exchange Society. Mr. Cheng obtained a Bachelor of Arts degree in Economics from the University of Hawaii, Honolulu in December 1978. Mr. Cheng is a nephew of Dato' Dr. Cheng Yu-Tung, a cousin of Dr. Cheng Kar-Shun, Henry, an uncle of Mr. Cheng Chi-Kong, Adrian, Mr. Cheng Chi-Heng, Conroy, a cousin of Mr. Cheng Sek-Hung, Timothy and a nephew of Mr. Cheng Yu-Wai.

### Mr. Koo Tong-Fat

aged 61, joined the Group in 1985, was appointed as a non-executive Director in July 2011. He is responsible for the procurement of raw materials — coloured stones, jadeite and pearls of the Group. Mr. Koo has been in the jewellery industry for 36 years. He is also a director of a subsidiary of the Group. Mr. Koo received a continuing education certificate in operations management from the City Polytechnic of Hong Kong and the Hong Kong Productivity Council in November 1994 and is also a full member of The Hong Kong Management Association.

## Independent Non-Executive Directors

### Dr. Fung Kwok-King, Victor, GBM, GBS, CBE

aged 66, was appointed as an independent non-executive Director in November 2011 and is the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Dr. Fung is the founding chairman of the Fung Global Institute, an independent and non-profit think-tank that generates and disseminates innovative thinking and business-relevant research on global issues from Asian perspectives. He is the honorary chairman and non-executive director of Li & Fung Limited (relinquished from group chairman on 14 May 2012), chairman and non-executive director of Convenience Retail Asia Limited and Trinity Limited, all of which are listed on the Stock Exchange. In addition, Dr. Fung is an independent non-executive director of BOC Hong Kong (Holdings) Limited (a company listed on the Stock Exchange), Koc Holding A.S. (a company listed on the Istanbul Stock Exchange), Baosteel Group Corporation and China Petrochemical Corporation in the PRC. The Government of Hong Kong awarded Dr. Fung the Gold Bauhinia Star in 2003 and the Grand Bauhinia Medal in 2010 for his distinguished service to the community in Hong Kong. In public service, Dr. Fung is honorary chairman of the International Chamber of Commerce, a member of Chinese People's Political Consultative Conference, a vice chairman of China Centre for International Economic Exchanges, chairman of the Greater Pearl River Delta Business Council, a member of the Commission on Strategic Development of the Hong Kong Government.

## 非執行董事

### 鄭錦標先生

現年53歲，於1979年加入本集團，於2011年7月獲委任為非執行董事。鄭先生負責本集團與銀行及業主關係管理。彼亦為本集團若干附屬公司之董事及周大福企業董事。鄭先生現時為聯交所上市公司國際娛樂有限公司執行董事。鄭先生亦擔任香港金銀業貿易場副理事長。鄭先生於1978年12月從夏威夷大學檀香山分校取得經濟學文學士學位。鄭先生為拿督鄭裕彤博士之侄兒、鄭家純博士之堂弟、鄭志剛先生及鄭志恒先生之叔父、鄭錫鴻先生之堂弟以及鄭裕偉先生之侄兒。

### 古堂發先生

現年61歲，於1985年加入本集團，於2011年7月獲委任為非執行董事。古先生負責為本集團採購原材料(有色寶石、翡翠及珍珠)。古先生從事珠寶業已有36年。彼亦為本集團一家附屬公司之董事。古先生於1994年11月從香港城市理工學院及香港生產力促進局取得營運管理持續教育證書，並為香港管理專業協會正式會員。

## 獨立非執行董事

### 馮國經博士(GBM, GBS, CBE)

現年66歲，於2011年11月獲委任為獨立非執行董事，並為本公司提名委員會主席及薪酬委員會成員。馮博士為經綸國際經濟研究院創院主席。經綸國際經濟研究院為獨立非營利智庫，從亞洲的觀點探討及發佈有關全球事宜的創新思維與商務有關的研究。馮博士為利豐有限公司的榮譽主席及非執行董事(於2012年5月14日退任集團主席一職)、利亞零售有限公司及利邦控股有限公司的主席及非執行董事，全為聯交所上市公司。此外，馮博士擔任中銀香港(控股)有限公司(聯交所上市公司)、Koc Holding A.S.(伊斯坦堡證券交易所上市公司)、中國的寶鋼集團有限公司及中國石油化工集團公司獨立非執行董事。香港政府於2003年向馮博士頒授金紫荊星章並於2010年頒授大紫荊勳章，以表揚其在香港服務社會的傑出貢獻。在公共服務方面，馮博士為國際商會榮譽主席、中國人民政治協商會議委員、中國國際經濟交流中心副主席、大珠三角商務委員會主席、香港政府策略發展委員會委員。

### Independent Non-Executive Directors (Continued)

#### Mr. Kwong Che-Keung, Gordon

aged 62, was appointed as an independent non-executive Director in November 2011 and is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. Mr. Kwong is an independent supervisor of the supervisory committee of Beijing Capital International Airport Company Limited, an independent non-executive director of Agile Property Holdings Limited, China Chengtong Development Group Limited, China COSCO Holdings Company Limited, China Power International Development Limited, CITIC Telecom International Holdings Limited, Global Digital Creations Holdings Limited, Henderson Investment Limited, Henderson Land Development Company Limited, NWS Holdings Limited, OP Financial Investments Limited and Quam Limited, all of which are listed on the Stock Exchange. Mr. Kwong was a Partner of Price Waterhouse from 1984 to 1998, an independent member of the Council of the Stock Exchange from 1992 to 1997, during which, he had acted as convener of both the Compliance Committee and the Listing Committee.

#### Mr. Lam Kin-Fung, Jeffrey, GBS, JP

aged 60, was appointed as an independent non-executive Director in November 2011 and is a member of the Audit Committee and Nomination Committee of the Company. Mr. Lam is also an independent non-executive director of C C Land Holdings Limited, China Overseas Grand Oceans Group Limited, Hsin Chong Construction Group Limited, Sateri Holdings Limited and Wynn Macau, Limited, all of which are listed on the Stock Exchange. Mr. Lam is a member of the National Committee of the PRC People's Political Consultative Conference. He also holds a number of other public and community service positions including being a member of the Legislative Council in Hong Kong, the chairman of the Assessment Committee of Mega Events Fund, a member of the board of Airport Authority Hong Kong, a member of the board of the West Kowloon Cultural District Authority, a member of the Advisory Committee on Corruption of Independent Commission Against Corruption, a member of the Steering Committee on the Community Care Fund, a council member of Hong Kong Trade Development Council, a general committee member of the Hong Kong General Chamber of Commerce and a member of the Fight Crime Committee.

#### Mr. Or Ching-Fai, Raymond, SBS, JP

aged 62, was appointed as an independent non-executive Director in November 2011 and is the chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. Mr. Or is also the chairman, chief executive officer and executive director of China Strategic Holdings Limited (re-designated from vice-chairman to chairman on 2 March 2012), vice-chairman and independent non-executive director of G-Resources Group Limited, chairman and independent non-executive director of Esprit Holdings Limited (appointed as chairman on 13 June 2012) and independent non-executive director of Industrial and Commercial Bank of China Limited (appointed on 31 May 2012), all of which are listed on the Stock Exchange. Mr. Or was the former vice-chairman of Hang Seng Bank Limited until his retirement in May 2009. Mr. Or is currently the deputy chairman of the Council of City University of Hong Kong.

### 獨立非執行董事(續)

#### 鄭志強先生

現年62歲，於2011年11月獲委任為獨立非執行董事，並為本公司審核委員會主席及薪酬委員會成員。鄭先生亦擔任北京首都國際機場股份有限公司監事會獨立監事、雅居樂地產控股有限公司、中國誠通發展集團有限公司、中國遠洋控股股份有限公司、中國電力國際發展有限公司、中信國際電訊集團有限公司、環球數碼創意控股有限公司、恒基兆業發展有限公司、恒基兆業地產有限公司、新創建集團有限公司、東英金融投資有限公司及華富國際控股有限公司之獨立非執行董事，全部均為聯交所上市公司。鄭先生於1984年至1998年間曾為羅兵咸永道會計師事務所合夥人，於1992年至1997年間出任聯交所獨立理事，在任期間，亦擔任監察委員會及上市委員會召集人。

#### 林健鋒先生 (GBS, JP)

現年60歲，於2011年11月獲委任為獨立非執行董事，並為本公司審核委員會及提名委員會成員。林先生亦擔任中渝置地控股有限公司、中國海外宏洋集團有限公司、新昌營造集團有限公司、賽得利控股有限公司及永利澳門有限公司之獨立非執行董事，全部均為聯交所上市公司。林先生為中國人民政治協商會議全國委員會委員。林先生亦身兼多項其他公職及社區服務職銜，包括為香港立法會議員、盛事基金評審委員會主席、香港機場管理局董事會成員、西九文化區管理局董事局成員、廉正公署貪污問題諮詢委員會委員、關愛基金督導委員會委員、香港貿易發展局理事會成員、香港總商會理事會成員及撲滅罪行委員會成員。

#### 柯清輝先生 (SBS, JP)

現年62歲，於2011年11月獲委任為獨立非執行董事，並為本公司薪酬委員會主席及本公司審核委員會及提名委員會成員。柯先生亦擔任中策集團有限公司主席（於2012年3月2日從副主席調任為主席）、行政總裁及執行董事；國際資源集團有限公司副主席及獨立非執行董事；思捷環球控股有限公司主席及獨立非執行董事（於2012年6月13日獲委任為主席）及中國工商銀行股份有限公司獨立非執行董事（於2012年5月31日獲委任），全部均為聯交所上市公司。柯先生為恒生銀行有限公司前副主席，於2009年5月退任。柯先生現為香港城市大學校董會副主席。



## Honorary Advisers to the Board of Directors

### Mr. Ho Pak-Tao

aged 81, joined the Group in 1947, was appointed as an Honorary Adviser to the Board with effect from August 2011 and is responsible for advising on research and development. Mr. Ho is also a director of CTF Holding and CTFE.

### Mr. Wong Kwok-Ting

aged 81, joined the Group in 1947, was appointed as an Honorary Adviser to the Board with effect from August 2011 and is responsible for advising on procurement. Mr. Wong is also a director of CTF Holding and CTFE.

### Mr. Cheng Yu-Wai

aged 79, joined the Group in 1949, was appointed as an Honorary Adviser to the Board with effect from August 2011 and is responsible for advising on procurement. Mr. Cheng is also a director of CTF Holding and CTFE. Mr. Cheng is the younger brother of Dato' Dr. Cheng Yu-Tung, uncle of Dr. Cheng Kar-Shun, Henry, grand uncle of Mr. Cheng Chi-Kong Adrian and Mr. Cheng Chi-Heng, Conroy, and the uncle of Mr. Cheng Kam-Biu, Wilson, and Mr. Cheng Sek-Hung, Timothy.

### Mr. Cheng Sek-Hung, Timothy

aged 61, joined the Group in 1994, was appointed as an Honorary Adviser to the Board with effect from August 2011. Mr. Cheng is a director of certain subsidiaries. Mr. Cheng is also a director of CTF Holding and CTFE. Mr. Cheng is a nephew of Dato' Dr. Cheng Yu-Tung, a cousin of Dr. Cheng Kar-Shun, Henry, an uncle of Mr. Cheng Chi-Kong Adrian and Mr. Cheng Chi-Heng, Conroy, a cousin of Mr. Cheng Kam-Biu, Wilson and a nephew of Mr. Cheng Yu-Wai.

## Senior Management

### Dr. Tan Guet-Lan, Lauren

aged 45, joined the Group in 2011, is the General Counsel of the Group. She is responsible for overseeing the legal department of the Group. Dr. Tan is a lawyer with over 18 years of international legal experience in regional and global roles in Asia, North America and Europe providing legal advice and support to multinational and start-up companies at both operational and management level.

### Mr. Chan Yee-Pong, Alan

aged 40, joined the Group as the director of Branding Department in 2010. Mr. Chan is responsible for the branding and marketing activities of the Group. Mr. Chan has over 17 years of experience in luxury branding and marketing.

### Mr. Wong Kim-Pun, Barry

aged 48, joined the Group in 1998, is the Group's assistant financial controller. Mr. Wong is responsible for the financing and treasury management of the Group. He has over 18 years of experience in banking and finance.

## 董事會名譽顧問

### 何伯陶先生

現年81歲，於1947年加入本集團，獲委任為董事會名譽顧問，於2011年8月起生效，負責就研究及開發提出意見。何先生兼任CTF Holding及周大福企業董事。

### 黃國庭先生

現年81歲，於1947年加入本集團，獲委任為董事會名譽顧問，於2011年8月起生效，負責就採購提出意見。黃先生兼任CTF Holding及周大福企業董事。

### 鄭裕偉先生

現年79歲，於1949年加入本集團，獲委任為董事會名譽顧問，於2011年8月起生效，負責就採購提出意見。鄭先生兼任CTF Holding及周大福企業董事。鄭先生為拿督鄭裕彤博士之親弟、鄭家純博士之叔父及鄭志剛先生和鄭志恒先生之叔公、鄭錦標先生及鄭錫鴻先生之叔父。

### 鄭錫鴻先生

現年61歲，於1994年加入本集團，獲委任為董事會名譽顧問，於2011年8月起生效。鄭先生亦為若干附屬公司之董事。鄭先生兼任CTF Holding及周大福企業董事。鄭先生為拿督鄭裕彤博士之侄兒、鄭家純博士之堂弟及鄭志剛先生和鄭志恒先生之堂叔父、鄭錫標先生之堂兄及鄭裕偉先生之侄兒。

## 高級管理人員

### 陳月蘭博士

現年45歲，於2011年加入本集團，為本集團總法律顧問。陳博士負責監督本集團法律部門。陳博士為擁有逾18年國際法律經驗的律師，在亞洲、北美及歐洲擔任地區性及全球性的工作，在經營和管理層面為跨國及初創公司提供法律意見及支援。

### 陳義邦先生

現年40歲，於2010年加入本集團擔任品牌推廣部總監。陳先生負責本集團品牌及市場推廣活動。陳先生擁有逾17年名貴品牌推廣及市場推廣經驗。

### 黃劍斌先生

現年48歲，於1998年加入本集團，為本集團助理財務總監。黃先生負責本集團融資及庫務管理。黃先生在銀行及金融行業有逾18年經驗。

# Profile of Directors and Senior Management

## 董事及高級管理人員簡介

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### Senior Management (Continued)

#### Mr. Li Kit-Sang

aged 54, joined the Group in 1978, is the financial controller of the Production Management Centre. Mr. Li is responsible for the financial and system control of the Production Management Centre of the Group. Mr. Li has over 20 years of experience in accounting and information system and over 10 years of experience in gold inventory and gold hedging management.

#### Mr. Tsang Siu-Kwong

aged 41, joined the Group in 1993, is the senior manager of the Management Information System Department. Mr. Tsang is responsible for the information system of the Group. Mr. Tsang has over 19 years of experience in information technology.

#### Mr. Wong Kim-Ming, Mark

aged 51, joined the Group in 1986, is the senior manager of the Diamond Department and is responsible for the operation of the Diamond Department of the Group. Mr. Wong has over 25 years of experience in the jewellery industry.

#### Mr. Cheng Ming-Chi

aged 40, joined the Group in 1994, is the senior manager in the Procurement (Gemstones) Department. Mr. Cheng is responsible for managing and purchasing the Group's gemstones such as jadeite, colour stones and pearls. Mr. Cheng has over 17 years of experience in the jewellery industry.

#### Mr. Tam Chun-Wah, Daniel

aged 49, joined as the Head of Production Management Centre of the Group in 2011. Mr. Tam is responsible for the Group's production management. He has over five years of experience in gold inventory management.

#### Mr. Chan Dick-On, Collan

aged 40, joined the Group in 2010 as a manager. Mr. Chan is responsible for the Group's research and development. Mr. Chan has over 20 years of experience in the jewellery design industry.

#### Mr. Liu Chun-Wai, Bobby

aged 38, joined the Group in 1999, is the general manager responsible for managing the Mainland China Management Centre. Mr. Liu has over 10 years of experience in retail and administrative management.

#### Mr. Lee Kwok-Keung

aged 62, joined the Group in 1972, is the regional general manager responsible for the Group's businesses in southern China. Mr. Lee has over 30 years of experience in factory management and retail industry.

### 高級管理人員(續)

#### 李杰生先生

現年54歲，於1978年加入本集團，為生產管理中心財務總監。李先生負責本集團生產管理中心的財務及系統監控。李先生擁有逾20年會計及資訊系統經驗及逾10年黃金庫存及黃金對沖管理經驗。

#### 曾紹光先生

現年41歲，於1993年加入本集團，為管理資訊系統部高級經理。曾先生負責本集團資訊系統管理。曾先生擁有逾19年資訊科技經驗。

#### 黃劍明先生

現年51歲，於1986年加入本集團，為鑽石部門高級經理，負責本集團鑽石部門的營運。黃先生於珠寶行業擁有逾25年經驗。

#### 鄭明智先生

現年40歲，於1994年加入本集團，為採購部(寶石)高級經理。鄭先生負責管理及採購寶石，如翡翠、有色寶石及珍珠。鄭先生在珠寶行業擁有逾17年的經驗。

#### 譚振華先生

現年49歲，於2011年加入本集團擔任本集團生產管理中心主管。譚先生負責本集團生產管理。彼有逾5年黃金庫存管理經驗。

#### 陳迪安先生

現年40歲，於2010年加入本集團擔任經理。陳先生負責本集團的研發工作。陳先生於珠寶設計行業擁有逾20年經驗。

#### 廖振為先生

現年38歲，於1999年加入本集團，為總經理，負責管理中國內地管理中心。廖先生於零售及行政管理方面擁有逾10年經驗。

#### 李國強先生

現年62歲，於1972年加入本集團，為地區總經理，負責本集團華南業務。李先生於工廠管理及零售業擁有逾30年經驗。



## Senior Management (Continued)

### Mr. Hon Kin-Sang

aged 55, joined the Group in 1973, is the regional general manager responsible for the Group's businesses in northern China. Mr. Hon has over 38 years of experience in production and retail industry.

### Mr. So Kim-Shing

aged 52, joined the Group in 1989, is the regional general manager responsible for the Group's businesses in eastern China. Prior to joining the Group, Mr. So had over 10 years of experience in the retail industry.

### Ms. Lau Pok

aged 62, joined the Group in 1999, is the regional general manager responsible for the Group's businesses in central China. Ms. Lau has over 10 years of experience in the investment in Mainland China and retail industry.

### Mr. Kwok Hon-Cheung, Willis

aged 40, joined the Group in 1995, is the regional general manager responsible for the Group's businesses in western China. Mr. Kwok has over 17 years of experience in production and retail industry.

### Mr. Chan Chee-Shing

aged 65, joined the Group in 1970, is the regional manager responsible for the Group's businesses in Kowloon and New Territories West District. Mr. Chan has over 40 years of experience in the jewellery industry.

### Mr. Chan Wah-Ho

aged 52, joined the Group in 1977, is the regional manager responsible for the Group's businesses in Hong Kong. Mr. Chan has over 35 years of experience in the jewellery industry.

### Mr. Lui Yick-Keung

aged 55, joined the Group in 1978, is the regional manager responsible for the Group's businesses in Kowloon and Hong Kong. Mr. Lui has over 37 years of experience in the jewellery industry.

### Mr. Chow Hung-Fai

aged 63, joined the Group in 1985, is the regional manager responsible for the Group's businesses in Kowloon and New Territories East District. Mr. Chow has over 48 years of experience in the jewellery industry.

### Mr. Chau Hin-Fai

aged 68, joined the Group in 1962, is the regional manager responsible for the Group's businesses in Macau. Mr. Chau has over 49 years of experience in the jewellery industry.

## 高級管理人員(續)

### 韓建生先生

現年55歲，於1973年加入本集團，為地區總經理，負責本集團華北業務。韓先生於生產及零售業擁有逾38年經驗。

### 蘇儉成先生

現年52歲，於1989年加入本集團，為地區總經理，負責本集團華東業務。於加入本集團之前，蘇先生於零售業擁有逾10年經驗。

### 劉璞女士

現年62歲，於1999年加入本集團，為地區總經理，負責本集團華中業務。劉女士於中國內地投資及零售業方面擁有逾10年經驗。

### 郭翰璋先生

現年40歲，於1995年加入本集團，為地區總經理，負責本集團華西業務。郭先生於生產及零售業擁有逾17年經驗。

### 陳志成先生

現年65歲，於1970年加入本集團，為地區經理，負責本集團九龍及新界西的業務。陳先生於珠寶行業擁有逾40年經驗。

### 陳華浩先生

現年52歲，於1977年加入本集團，為地區經理，負責本集團香港的業務。陳先生於珠寶行業擁有逾35年經驗。

### 雷亦強先生

現年55歲，於1978年加入本集團，為地區經理，負責本集團在九龍及香港的業務。雷先生於珠寶行業擁有逾37年經驗。

### 周鴻輝先生

現年63歲，於1985年加入本集團，為地區經理，負責本集團在九龍及新界東的業務。周先生於珠寶行業擁有逾48年經驗。

### 周顯輝(周耀)先生

現年68歲，於1962年加入本集團，為地區經理，負責本集團澳門的業務。周先生於珠寶行業擁有逾49年經驗。



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Corporate  
Governance Report  
企業管治報告

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### Corporate Governance Practices

The Company is committed to maintaining a high standard of corporate governance practices and procedures. Throughout the period from the Listing Date to 31 March 2012, the Company has complied with all the applicable principles and code provisions of the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Listing Rules, except for the deviation disclosed under the section headed “Non-Executive Directors” in this report.

This report describes the Group’s corporate governance practices and explains the applications of the principles of the CG Code. The Board will review and improve the corporate governance practices from time to time to ensure that the Group is under the leadership of an effective board to optimise return for shareholders.

### Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as its own code of conduct regarding securities transactions by Directors. Having made specific enquiry with all Directors, the Directors confirmed that they had complied with the required standard set out in the Model Code during the period from the Listing Date to 31 March 2012.

As required under the CG Code, the Board has established written guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the securities of the Company.

### Board of Directors

The Board oversees the management, businesses, strategic directions and financial performance of the Group. The Board currently comprises a total of 15 Directors, with eight executive Directors, three non-executive Directors and four independent non-executive Directors. The biographies of the Directors are set out on pages 38 to 42 of this annual report.

The Board has delegated an Executive Committee comprising all executive Directors namely Dr. Cheng Kar-Shun, Henry, Mr. Wong Siu-Kee, Kent, Mr. Cheng Chi-Kong, Adrian, Mr. Cheng Chi-Heng, Conroy, Mr. Chan Sai-Cheong, Mr. Chan Hiu-Sang, Albert, Mr. Cheng Ping-Hei, Hamilton and Mr. Suen Chi-Keung, Peter, with authority and responsibility for handling the managerial and administrative functions and day-to-day operations of the Group. The Executive Committee meets on a regular basis and as when necessary.

The Articles of the Company provides that at each annual general meeting, one-third of the Directors (including non-executive Directors) for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting at least once every three years.

### 企業管治常規

本公司致力維持高水準的企業管治常規及程序。由上市日期至2012年3月31日止期間，本公司一直遵守上市規則附錄14所載企業管治常規守則(「企業管治守則」)的所有適用原則及守則條文，惟本年報「非執行董事」一節所披露偏離者除外。

本報告闡明本集團的企業管治常規，亦詳述企業管治守則原則的應用。董事會將不時審閱及改善企業管治常規，以確保本集團在董事會的有效領導下，為股東爭取最大回報。

### 董事進行的證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為自身有關董事進行證券交易的操守守則。本公司向全體董事作出具體查詢後，由上市日期至2012年3月31日止期間，董事確認彼等已遵守標準守則所載的規定標準。

企業管治守則規定，董事會已就有關僱員買賣本公司證券事宜設定書面指引，指引內容不比標準守則寬鬆。

### 董事會

董事會監察本集團的管理、業務、策略方針及財務表現。董事會目前包括共15名董事，當中有八名執行董事、三名非執行董事及四名獨立非執行董事。董事的簡介載於本年報第38至42頁。

董事會已授予執行委員會(包括全體執行董事鄭家純博士、黃紹基先生、鄭志剛先生、鄭志恒先生、陳世昌先生、陳曉生先生、鄭炳熙先生及孫志強先生)權力及責任以處理本集團的管理及行政功能以及日常營運。執行委員會定期及於必要時召開會議。

本公司的細則規定，在每屆股東週年大會上，當時三分一的董事(包括非執行董事)須輪值退任(倘董事人數並非三的倍數，則為最接近但不少於三分之一的人數)，惟每名董事(包括就特定任期獲委任的董事)須至少每三年於股東週年大會上退任一次。

## Chairman and Managing Director

The Board has appointed a Chairman who provides leadership for the Board and ensures that the Board works effectively and that all important issues are discussed in a timely manner. The Managing Director takes the lead in the Group's operations and business development. The positions of the Chairman and the Managing Director are held by separate individuals so as to maintain an effective segregation of duties.

## Non-Executive Directors

Non-executive Directors (including the independent non-executive Directors) serve the relevant function of bringing independent judgment on the development, performance and risk management of the Group. The non-executive Directors are not appointed for a specific term as is stipulated in code provision A.4.1 of the CG Code, but are subject to retirement by rotation in accordance with the Articles of the Company.

## Independent Non-Executive Directors

The Company has received annual confirmation of independence from all the independent non-executive Directors in accordance with Rule 3.13 of the Listing Rules. The Board is of the view that all the independent non-executive Directors are independent and have appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.10 of the Listing Rules.

## Remuneration of Directors

The Company established the Remuneration Committee on 17 November 2011 with specific written terms of reference. The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure for the remuneration of all the Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policy for approval by the Board.

The Remuneration Committee held one meeting during the year to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and to determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management and making recommendations to the Board about the remuneration of non-executive Directors.

The Remuneration Committee currently consists of three independent non-executive Directors and two executive Directors. Current members of the Remuneration Committee are Mr. Or Ching-Fai, Raymond, Dr. Cheng Kar-Shun, Henry, Mr. Wong Siu-Kee, Kent, Dr. Fung Kwok-King, Victor and Mr. Kwong Che-Keung, Gordon. It is currently chaired by Mr. Or Ching-Fai, Raymond, an independent non-executive Director.

## 主席及董事總經理

董事會已委任一名主席領導董事會以及確保董事會有效運作及所有重要事項均適時討論。董事總經理領導本集團的運作及業務發展。主席及董事總經理由不同個別人士擔任，以維持有效職能分工。

## 非執行董事

非執行董事(包括獨立非執行董事)擔當有關職能，就本集團的發展、表現及風險管理給予獨立意見。非執行董事的委任並無如企業管治守則之守則條文 A.4.1 規定設定任期，惟根據本公司的細則須輪值退任。

## 獨立非執行董事

本公司已按照上市規則第3.13條收訖所有獨立非執行董事的年度獨立性確認書。根據上市規則第3.10條，董事會認為所有獨立非執行董事均為獨立人士，並具備合適專業資格或會計或相關財務管理知識。

## 董事薪酬

本公司於2011年11月17日成立薪酬委員會，並以書面訂明其職權範圍。薪酬委員會負責就本集團全體董事及高級管理層的薪酬政策及結構，以及為薪酬政策的發展制訂正式及透明的程序，向董事會提供推薦建議以供其批准。

薪酬委員會年內舉行了一次會議，就董事會之企業目標及宗旨審核及批准管理層之薪酬方案；以及獲委派釐訂個別執行董事及高級管理層之薪酬待遇及就非執行董事之薪酬向董事會作出推薦建議。

現時薪酬委員會成員包括三名獨立非執行董事及兩名執行董事。現時薪酬委員會成員為柯清輝先生、鄭家純博士、黃紹基先生、馮國經博士及鄭志強先生。目前主席為獨立非執行董事柯清輝先生。

## Nomination of Directors

The Company established the Nomination Committee on 17 November 2011 with specific written terms of reference. The Nomination Committee is responsible for reviewing the structure, size and composition of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment and re-appointment of Directors. The Nomination Committee had not held any meeting during the year.

The Nomination Committee currently consists of three independent non-executive Directors and two executive Directors. Current members of the Nomination Committee are Dr. Fung Kwok-King, Victor, Dr. Cheng Kar-Shun, Henry, Mr. Wong Siu-Kee, Kent, Mr. Lam Kin-Fung, Jeffrey and Mr. Or Ching-Fai, Raymond. It is currently chaired by Dr. Fung Kwok-King, Victor, an independent non-executive Director.

## Audit Committee

The Company established the Audit Committee on 17 November 2011 with specific written terms of reference. The Audit Committee is responsible for the engagement of external auditor, review of the Group's financial information and oversight of the Group's financial reporting system, internal control procedures and risk management system.

The Audit Committee held one meeting during the year to review reports on internal control system of the Group, and to discuss with the management and the external auditors the accounting policies and practices which may affect the Group and financial reporting matters. The Audit Committee reviewed the system of internal control and the financial statements for FY2012 with recommendation to the Board for approval. The audit plans from external auditors were also reviewed by the Audit Committee and recommendation was made on the re-appointment of the external auditors.

The Audit Committee currently consists of three independent non-executive Directors. Current members of the Audit Committee are Mr. Kwong Che-Keung, Gordon, Mr. Lam Kin-Fung, Jeffrey and Mr. Or Ching-Fai, Raymond. It is currently chaired by Mr. Kwong Che-Keung, Gordon, an independent non-executive Director.

## 董事提名

本公司已於2011年11月17日成立提名委員會，並以書面訂明其職權範圍。提名委員會負責檢討董事會架構、規模及組成、評核獨立非執行董事之獨立性及就與委任及重新委任董事有關之事項向董事會提供推薦建議。提名委員會於年內並無舉行任何會議。

現時提名委員會成員包括三名獨立非執行董事及兩名執行董事。現時提名委員會成員為馮國經博士、鄭家純博士、黃紹基先生、林健鋒先生及柯清輝先生。目前主席為獨立非執行董事馮國經博士。

## 審核委員會

本公司已於2011年11月17日成立審核委員會，並以書面訂明其職權範圍。審核委員會負責聘用外聘核數師、審閱本集團財務資料、監督本集團財務報告系統、內部監控程序及風險管理系統。

審核委員會於年內舉行了一次會議，以審閱有關本集團內部監控系統的報告，並與管理層及外聘核數師商討可能影響本集團的會計政策及常規及財務報告事宜。審核委員會已審閱2012財政年度的內部監控系統及財務報表，其推薦建議已提交董事會審批。審核委員會亦已審閱外聘核數師的審核計劃，並已就續聘外聘核數師提出推薦建議。

現時審核委員會成員包括三名獨立非執行董事。現時審核委員會成員為鄭志強先生、林健鋒先生及柯清輝先生。目前主席為獨立非執行董事鄭志強先生。



Attendance at Meetings of the Board, the Audit Committee,  
the Remuneration Committee and the Nomination Committee  
董事會、審核委員會、薪酬委員會及提名委員會的會議出席記錄

Number of Meetings Attended/  
Eligible to attend for FY2012  
2012財政年度出席／合資格出席會議次數

Name of Directors 董事姓名		Board Meeting 董事會會議	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Dr. Cheng Kar-Shun, Henry	鄭家純博士	4/4	—	1/1	0/0
Mr. Wong Siu-Kee, Kent	黃紹基先生	4/4	—	1/1	0/0
Mr. Cheng Chi-Kong, Adrian	鄭志剛先生	4/4	—	—	—
Mr. Cheng Chi-Heng, Conroy	鄭志恒先生	4/4	—	—	—
Mr. Chan Sai-Cheong	陳世昌先生	4/4	—	—	—
Mr. Chan Hiu-Sang, Albert	陳曉生先生	3/4	—	—	—
Mr. Cheng Ping-Hei, Hamilton	鄭炳熙先生	4/4	—	—	—
Mr. Suen Chi-Keung, Peter	孫志強先生	4/4	—	—	—
Dato' Dr. Cheng Yu-Tung	拿督鄭裕彤博士	4/4	—	—	—
Mr. Cheng Kam-Biu Wilson	鄭錦標先生	4/4	—	—	—
Mr. Koo Tong-Fat	古堂發先生	4/4	—	—	—
Dr. Fung Kwok-King, Victor	馮國經博士	2/2	—	1/1	0/0
Mr. Kwong Che-Keung, Gordon	鄺志強先生	2/2	1/1	1/1	—
Mr. Lam Kin-Fung, Jeffrey	林健鋒先生	2/2	1/1	—	0/0
Mr. Or Ching-Fai, Raymond	柯清輝先生	2/2	1/1	1/1	0/0

There were four meetings of the Board held during FY2012.

董事會於2012年財政年度舉行四次會議。

Directors who are considered having conflict of interests or material interests in proposed transactions or contemplated issues are required to abstain from voting on the relevant resolution.

若董事於擬進行交易或事項中存有利益衝突或擁有重大權益，彼等須就相關決議案放棄投票。

## Auditors' Remuneration

During FY2012, the total fee paid/payable in relation to statutory audit work of the Group amounted to HK\$5.1 million, of which a sum of HK\$3.5 million was paid/payable to the principal auditor Deloitte Touche Tohmatsu and the remaining was mainly paid/payable to other auditors performing audit work for the Company's subsidiaries in Mainland China which were subject to local statutory requirements. The remuneration paid to Deloitte Touche Tohmatsu and its affiliated firms for services rendered is listed as follows:

## 核數師的酬金

本集團於2012財政年度就其法定審核工作已付／應付酬金總額為5.1百萬港元，其中已付／應付主要核數師德勤·關黃陳方會計師行3.5百萬港元，餘款則就本公司中國內地附屬公司按地方法規須進行的審核工作已付／應付其他核數師。就獲提供服務已付德勤·關黃陳方會計師行及其聯屬公司的酬金載列如下：

		2012 2012年 HK\$'000 千港元
<b>Types of services</b>	<b>服務類型</b>	
Statutory audit	法定審核	3,500
Non-audit services (Note)	非審核服務(附註)	390
		<b>3,890</b>

Note: Non-audit services comprise primarily tax advisory services provided to the Group.

附註：非審核服務主要包括向本集團提供稅務顧問服務。

## Directors' Responsibility for the Financial Statements

The Board, supported by the finance department, is responsible for the preparation of the financial statements of the Company and the Group. The Board has prepared the financial statements in accordance with International Financial Reporting Standards issued by International Accounting Standard Board. Appropriate accounting policies have also been used and applied consistently. The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the auditor of the Company and the Group regarding their reporting responsibilities on the financial statements of the Company and the Group is set out in the Independent Auditor's Report on pages 69 to 70 of this annual report.

## Company Secretary

The Company Secretary is Mr. Cheng Ping Hei, Hamilton. He is also an executive Director and is employed by the Company on a full-time basis. Please refer to his biographical details which are set out on page 40 of this annual report.

## Shareholders' Rights

The Board and senior management maintain a continuing dialogue with the Company's shareholders and investors through various channels including the Company's annual general meeting. The Chairman, Managing Director, chairmen of board committees (or respective designated member) and external auditors will attend the annual general meeting. The Directors will answer questions raised by the shareholders on the performance of the Group. Our corporate website which contains corporate information, announcements as well as the recent developments of the Group enables shareholders to have timely and updated information of the Group.

Any one or more shareholder(s) holding not less than 10% of the Company's paid-up capital may request the Board to convene an extraordinary general meeting. The objects of the meeting must be stated in the related requisition deposited to the Company Secretary at the Company's headquarters at 38/F, New World Tower, 16-18 Queen's Road Central, Hong Kong.

## 董事就財務報表所承擔的責任

董事會在財務部門支援下負責編製本公司及本集團的財務報表。董事會已根據國際會計準則委員會頒佈的國際財務報告準則編製財務報表，並一直貫徹使用及應用合適的會計政策。董事並不知悉任何有關可能對本集團按持續基準繼續經營的能力構成重大疑問的事件或情況的任何重大不明朗因素。

本公司及本集團核數師就彼等對本公司及本集團財務報表的報告責任的聲明載於本年報第69至70頁的獨立核數師報告。

## 公司秘書

本公司的公司秘書為鄭炳熙先生。彼亦為本公司的執行董事及本公司的全職僱員。有關其履歷詳情，請參閱本年報第40頁。

## 股東權利

董事會及高級管理層透過本公司股東週年大會等不同管道與本公司股東及投資者維持溝通。主席、董事總經理、董事會各委員會主席(或相關指定之委員)及外聘核數師將會出席股東週年大會。董事將回答股東提出有關本集團表現的問題。本公司的網站載有公司資料、公告以及本集團最近期的發展狀況，使股東可適時地取得本集團最新的資訊。

持有不少於本公司10%已繳足股本的任何一名(或超過一名)股東可要求董事會召開股東特別大會。有關請求書必須註明會議的目的，並交予本公司總部的公司秘書，地址為香港皇后大道中16-18號新世界大廈38樓。

## Investor Relations

The Company is committed to promoting open and constructive conversations with shareholders, analysts, media and potential investors. Key information on the Company and the business development of the Company are available on our corporate website ([www.chowtaifook.com](http://www.chowtaifook.com)).

The investor relations team which comprises the executive Directors and senior management, hosts active dialogues with analysts, investors and public through investors' conferences, regular meetings and updates with institutional investors, as well as media interviews and press releases etc. Following the listing on 15 December 2011, the Company participated in three investor conferences and over 70 one-on-one meetings.

The Company intends to hold press and analysts conferences at least twice a year following the release of interim and full year results announcements at which the executive Directors and senior management of the Group are available to answer questions regarding the performance of the Group.

## Internal Control

The Board is responsible for the internal control of the Group and for reviewing its effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition, ensuring maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensuring compliance of applicable laws, rules and regulations. The procedures provide reasonable but not absolute assurance against material errors, losses or fraud.

In the year under review, the Board has reviewed, through the Audit Committee, the Group's internal control system and is not aware of any significant issues that would have an adverse impact on the effectiveness and adequacy of the internal control system.

## Corporate Social Responsibility

We believe our corporate social responsibility efforts reflect our corporate values of "sincerity • eternity", which guide us to give back to our local communities by supporting many charitable causes. With an aim to aid education initiatives in developing economically disadvantaged people in African nations that produce diamonds, we support the Diamond Empowerment Fund. We are also a keen supporter of the China Charity Federation, a nationwide non-governmental charitable organisation supporting relief efforts in Mainland China.

Our subsidiary, CTF Diamond Trading Company Limited, is a member of the Responsible Jewellery Council which is an international not-for-profit organisation that advances responsible business practices throughout the diamond and gold jewellery supply chain. Our subsidiary, CTF HK, which is a DTC signatory, complies with DTC's best practice principles covering business, social and environmental responsibilities as well as mining standards. In order to ensure the rough diamonds for our jewellery come from sources that are free of conflict, all of them are imported through the Kimberly Process Certification Scheme.

## 與投資者關係

本公司致力與股東、分析師、傳媒及準投資者推廣開放及具建設性的溝通。本公司主要資料及業務發展已登載於本公司網站([www.chowtaifook.com](http://www.chowtaifook.com))。

由執行董事及高級管理層組成的投資者關係部，通過投資者會議與分析師、投資者及公眾人士積極溝通，與機構投資者定期舉行會議及發佈最新消息，以及進行傳媒訪問和刊發新聞稿等等。本公司於2011年12月15日上市後，參與了三次投資者會議以及超過70次個別會議。

本公司擬於發佈中期及全年業績公告後舉行記者及分析員招待會，該等會議每年最少舉行兩次，會上本集團執行董事及高級管理層將回答有關本集團表現的提問。

## 內部監控

董事會負責本集團的內部監控並審閱其效能，並已制訂程序以防止資產未經授權使用或出售、確保存有正確會計記錄以提供可靠財務資料作內部使用或刊發，以及確保遵守適用法律、規則及規例。該等程序可合理(但不是絕對)保證不會出現重大誤差、損失或欺騙。

回顧年內，董事會透過審核委員會檢討本集團的內部監控系統。據董事會所悉，並無任何重大事宜將對內部監控系統的成效及充足性構成不利影響。

## 企業社會責任

我們相信承擔企業社會責任反映著我們「真誠•永恒」的企業價值，透過支持多種慈善活動回饋地方社區。為向出產鑽石的非洲國家之貧困社群提供教育援助，我們支持鑽石力量慈善基金會。我們亦熱心支持全國性非政府慈善組織中華慈善總會，以支持中國內地的扶貧行動。

我們的附屬公司大福鑽石貿易有限公司是國際非牟利組織Responsible Jewellery Council的會員，Responsible Jewellery Council提倡鑽石黃金珠寶供應鏈的每個環節遵行負責任的營商操守。我們的附屬公司周大福香港(屬DTC特約配售商)遵守DTC的最佳營運原則，其中涵蓋營商、社會及環境責任以及採礦標準。為確保我們珠寶首飾所用鑽石毛坯的來源並不涉及衝突，我們所有的鑽石毛坯均透過金伯利流程認證計劃進口。



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Report of  
the Directors  
董事會報告

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The Board is pleased to present the annual report of the Company together with the audited consolidated financial statements of the Group for FY2012.

### Group Reorganisation and Initial Public Offering

The Company was incorporated with limited liability in the Cayman Islands on 20 July 2011. Pursuant to the group reorganisation to rationalise the structure of the Group in preparation for the Initial Public Offering and listing of the Company's shares, the Company became the holding company of the companies now comprising the Group. The shares of the Company were subsequently listed on the Main Board of the Stock Exchange on 15 December 2011. Details of the group reorganisation during the year are set out in note 2 to the consolidated financial statements.

### Principal Activities

The Company is an investment holding company. The Group is one of the largest jewellers in Hong Kong, Macau and Mainland China by market share with an extensive retail network. Our principal products are mass luxury and high-end luxury jewellery products, including gem-set jewellery, gold products, platinum/karat gold products and watches. The activities of the principal subsidiaries are set out in note 38 to the consolidated financial statements.

### Results and Appropriation

The results of the Group for FY2012 are set out in the consolidated statement of comprehensive income on page 71.

The Directors recommended the payment of a final dividend of HK10.0 cents per share amounting to approximately HK\$1,000.0 million. Such payment of dividends will be subject to the approval of shareholders at the forthcoming annual general meeting of the Company to be held on Tuesday, 7 August 2012 and are payable to shareholders whose names appear on the register of members of the Company at the close of business on 24 August 2012.

### Property, Plant and Equipment

Details of the movements in property, plant and equipment during the year are set out in note 17 to the consolidated financial statements.

### Financial Summary

A summary of the results and the assets and liabilities of the Group is set out on page 143.

### Share Capital

Details of movements in share capital during the year are set out in note 31 to the consolidated financial statements.

董事會謹此提呈本公司2012財政年度年報以及本集團經審核綜合財務報表。

### 集團重組及首次公開發售

本公司為一家於2011年7月20日於開曼群島註冊成立之有限公司。根據為整頓本集團架構以籌備首次公開發售及本公司股份上市而進行之集團重組，本公司成為現時組成本集團各公司的控股公司。本公司股份其後於2011年12月15日在聯交所主板上市。年內之集團重組詳情載列於綜合財務報表附註2內。

### 主要業務

本公司為一家投資控股公司。本集團是香港、澳門及中國內地地區市場佔有率最大珠寶商之一，擁有龐大的零售網絡。我們的主要產品為主流珠寶及名貴珠寶產品，包括珠寶鑲嵌首飾、黃金產品、鉑金/K金產品以及鐘錶。主要附屬公司的業務載列於綜合財務報表附錄38。

### 業績及分配

本集團於2012財政年度的業績載列於第71頁綜合全面收益表。

董事會建議派付每股10.0港仙合共約1,000.0百萬港元的末期股息。派發該等股息須待股東在本公司將於2012年8月7日(星期二)舉行之應屆股東週年大會上批准，並向於2012年8月24日營業時間結束時名列本公司股東名冊之股東應付該等股息。

### 物業、廠房及設備

年內物業、廠房及設備的變動詳列於綜合財務報表附註17。

### 財務概要

本集團的業績及資產及負債概要載列於第143頁。

### 股本

年內股本的變動詳列於綜合財務報表附註31。



## Reserves

Movements in reserves during the year are set out in the consolidated statement of changes in equity on page 74. Distributable reserves of the Company at 31 March 2012 amounted to approximately HK\$6,527.9 million.

## Pre-emptive Rights

There is no provision for pre-emptive rights under the articles of association or the laws of the Cayman Islands.

## Purchase, Sale or Redemption of Listed Securities

The Company had not redeemed any of its listed securities during the period from the Listing Date to 31 March 2012. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's listed securities during the period from the Listing Date to 31 March 2012.

## Directors

The Directors during the year and up to the date of this annual report are:

### Executive Directors

Dr. Cheng Kar-Shun, Henry	(appointed on 26 July 2011)
Mr. Wong Siu-Kee, Kent	(appointed on 26 July 2011)
Mr. Cheng Chi-Kong, Adrian	(appointed on 26 July 2011)
Mr. Cheng Chi-Heng, Conroy	(appointed on 26 July 2011)
Mr. Chan Sai-Cheong	(appointed on 26 July 2011)
Mr. Chan Hiu-Sang, Albert	(appointed on 26 July 2011)
Mr. Cheng Ping-Hei, Hamilton	(appointed on 26 July 2011)
Mr. Suen Chi-Keung, Peter	(appointed on 26 July 2011)

### Non-Executive Directors

Dato' Dr. Cheng Yu-Tung	(appointed on 26 July 2011)
Mr. Cheng Kam-Biu, Wilson	(appointed on 26 July 2011)
Mr. Koo Tong-Fat	(appointed on 26 July 2011)

### Independent Non-Executive Directors

Dr. Fung Kwok-King, Victor	(appointed on 17 November 2011)
Mr. Kwong Che-Keung, Gordon	(appointed on 17 November 2011)
Mr. Lam Kin-Fung, Jeffrey	(appointed on 17 November 2011)
Mr. Or Ching-Fai, Raymond	(appointed on 17 November 2011)

In accordance with articles 83 and 84 of the Articles, Mr. Cheng Chi-Kong, Adrian, Mr. Chan Sai-Cheong, Mr. Cheng Kam-Biu, Wilson, Mr. Cheng Ping-Hei, Hamilton, Dr. Fung Kwok-King, Victor, Mr. Kwong Che-Keung, Gordon, Mr. Lam Kin-Fung, Jeffrey and Mr. Or Ching-Fai, Raymond will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

## 儲備

年內儲備的變動載列於第74頁的綜合權益變動表。於2012年3月31日，本公司可供分派儲備為數約6,527.9百萬港元。

## 優先購買權

組織章程細則或開曼群島法例概無任何關於優先購買權的條文。

## 購買、出售或贖回上市證券

上市日期至2012年3月31日期間，本公司並無贖回其任何上市證券。本公司及其任何附屬公司自上市日期至2012年3月31日期間均無購買或出售本公司的任何上市證券。

## 董事

年內及直至本年報日期的董事為：

### 執行董事

鄭家純博士	於2011年7月26日獲委任
黃紹基先生	於2011年7月26日獲委任
鄭志剛先生	於2011年7月26日獲委任
鄭志恒先生	於2011年7月26日獲委任
陳世昌先生	於2011年7月26日獲委任
陳曉生先生	於2011年7月26日獲委任
鄭炳熙先生	於2011年7月26日獲委任
孫志強先生	於2011年7月26日獲委任

### 非執行董事

拿督鄭裕彤博士	於2011年7月26日獲委任
鄭錦標先生	於2011年7月26日獲委任
古堂發先生	於2011年7月26日獲委任

### 獨立非執行董事

馮國經博士	於2011年11月17日獲委任
鄭志強先生	於2011年11月17日獲委任
林健鋒先生	於2011年11月17日獲委任
柯清輝先生	於2011年11月17日獲委任

根據組織章程細則第83及84條，鄭志剛先生、陳世昌先生、鄭錦標先生、鄭炳熙先生、馮國經博士、鄭志強先生、林健鋒先生及柯清輝先生將於應屆股東週年大會上退任，且彼等具資格膺選連任。

### Directors (Continued)

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of the independent non-executive Directors are independent.

### Directors' Service Contracts

None of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation, other than statutory compensation.

### Directors' Interests in Contracts

Save as disclosed in this annual report, no contracts of significance in relation to the Group's business to which the Company, its holding company and any of its subsidiaries was a party and in which any Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the reporting year.

### 董事 (續)

本公司已根據上市規則第3.13條收訖各獨立非執行董事的年度獨立性確認書，且本公司認為所有獨立非執行董事均為獨立人士。

### 董事服務合約

概無董事與本公司或其任何附屬公司訂立不可於一年內毋須支付任何賠償(法定補償除外)而終止的服務合約。

### 董事於合約的權益

除本年報所披露者外，本公司、其控股公司及其任何附屬公司於本財政年度末或本報告年度內任何時間，並無簽訂任何與本集團業務有關而任何董事在其中直接或間接享有重大利益之重要合約。

## Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Associated Corporation

As at 31 March 2012, the interests and short positions of the Directors and the chief executive of the Company and their associates in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code set out in Appendix 10 to the Listing Rules were as follows:

### Long position in shares 於股份之好倉

		Number of shares 股份數目			Approximate % of shareholding 持股概約 百分比	
		Personal interests 個人權益	Spouse interests 配偶權益	Corporate interests 法團權益	Total 合計	
<b>The Company (ordinary shares of HK\$1 each)</b>	<b>本公司(普通股 每股面值1港元)</b>					
Dr. Cheng Kar-Shun, Henry	鄭家純博士		1,900,000		1,900,000	0.02
Mr. Wong Siu-Kee, Kent	黃紹基先生	12,000			12,000	0.00
Mr. Cheng Chi-Kong, Adrian	鄭志剛先生			20,000 <sup>(1)</sup>	20,000	0.00
Mr. Chan Sai-Cheong	陳世昌先生	12,000			12,000	0.00
Mr. Chan Hiu-Sang, Albert	陳曉生先生	12,000			12,000	0.00
Mr. Cheng Ping-Hei, Hamilton	鄭炳熙先生	4,800			4,800	0.00
Mr. Suen Chi-Keung, Peter	孫志強先生	3,600			3,600	0.00
Mr. Koo Tong-Fat	古堂發先生	12,000			12,000	0.00
<b>International Entertainment Corporation (ordinary shares of HK\$1 each)</b>	<b>國際娛樂有限公司(普通股 每股面值1港元)</b>					
Mr. Suen Chi-Keung, Peter	孫志強先生	4,000	4,000		8,000	0.00
Mr. Koo Tong-Fat	古堂發先生	100,000	6,000		106,000	0.01

Note:

(1) These shares are beneficially-owned by a company which is wholly-owned by Mr. Cheng Chi-Kong, Adrian.

## 董事及行政總裁於本公司或相聯法團之股份、相關股份及債權證之權益及淡倉

於2012年3月31日，本公司董事及主要行政人員及彼等之聯繫人於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所之權益及淡倉，或根據證券及期貨條例第352條規定，記錄於須予存置的登記冊內之權益及淡倉，或根據載列於上市規則附錄十的標準守則，須知會本公司及聯交所之權益及淡倉載列如下：

附註：

(1) 該等股份由鄭志剛先生全資擁有的一家公司實益擁有。

## Substantial Shareholders' Interests in Securities

As at 31 March 2012, the interests or short positions of substantial shareholders (as defined in the Listing Rules) in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO were as follows:

### Long position in shares 於股份之好倉

Name 名稱	Number of shares 股份數目			Approximate % of shareholding 持股概約百分比
	Beneficial interests 實益權益	Corporate interests 法團權益	Total 合計	
Cheng Yu Tung Family (Holdings) Limited <sup>(1)</sup>		8,933,937,400	8,933,937,400	89.34
Cheng Yu Tung Family (Holdings II) Limited <sup>(1)</sup>		8,933,937,400	8,933,937,400	89.34
Chow Tai Fook Capital Limited <sup>(1)</sup>		8,933,937,400	8,933,937,400	89.34
Chow Tai Fook (Holding) Limited <sup>(1)</sup>	8,933,937,400		8,933,937,400	89.34

Note:

(1) CYT Family Holdings and CYT Family Holdings II each holds approximately 49.0% and 46.7% interest in CTF Capital, respectively, which in turn holds an approximately 74.1% interest in CTF Holding and accordingly each of CYT Family Holdings, CYT Family Holdings II and CTF Capital is respectively deemed to have an interest in the shares of the Company. CTF Holding directly holds the shares of the Company.

## 主要股東於證券的權益

按證券及期貨條例第336條須存置的登記冊所記錄，主要股東(定義見上市規則)於2012年3月31日持有本公司股份及相關股份的權益或淡倉如下：

附註：

(1) CYT Family Holdings及CYT Family Holdings II各於CTF Capital分別持有約49.0%及46.7%權益，而CTF Capital則於CTF Holding持有約74.1%權益，因此CYT Family Holdings、CYT Family Holdings II及CTF Capital各被視為於本公司股份中擁有權益，而CTF Holding則直接持有本公司股份。

## Share Option Scheme

A share option scheme (the "Scheme") was adopted pursuant to a written resolution of all the then shareholders of the Company passed on 17 November 2011.

The purpose of the Scheme is to attract skilled and experienced personnel, to incentivise them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company. The Board may, at its discretion, grant options pursuant to the Scheme to the Directors (including executive Directors, non-executive Directors and independent non-executive Directors), the directors of the Company's subsidiaries and employees of the Group and any other persons (including consultants or advisers) whom the Board considers, in its absolute discretion, have contributed or will contribute to the Group.

## 購股權計劃

根據2011年11月17日本公司當時全部股東一致通過的一份書面決議，公司採納了一項購股權計劃(「該計劃」)。

該計劃旨在通過提供獲取本公司股權的機會吸引有技能和經驗的人員，激勵彼等留任本集團，鼓勵其為本集團的未來發展及擴展而努力。董事會可酌情根據該計劃向其全權酌情認為對本集團作出或將作出貢獻的董事(包括執行董事、非執行董事及獨立非執行董事)、本公司附屬公司的董事、本集團的僱員以及任何其他人士(包括諮詢人或顧問)授出購股權。

## Share Option Scheme (Continued)

Total number of shares in respect of which options may be granted pursuant to the Scheme and any other share option schemes of the Company shall not exceed 10% of the shares in issue on the Listing Date, being 1,000,000,000 shares ("Scheme Mandate Limit"), which represented 10% of the shares as at the date of annual report. The Company may renew the Scheme Mandate Limit with shareholders' approval provided that each such renewal may not exceed 10% of the shares in the Company in issue as at the date of the shareholders' approval.

The maximum number of shares underlying all outstanding options which have been granted and have yet to be exercised pursuant to the Scheme and any other share option schemes of the Company shall not exceed 30% of the shares in issue from time to time.

Unless approved by shareholders of the Company in the manner as set out in the Scheme, the maximum number of shares underlying the options granted to each eligible participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1.0% of the shares in issue for the time being.

The period during which an option may be exercised by a grantee (the "Option Period") shall be the period to be determined and notified by the Board to the grantee at the time of making an offer, which shall not expire later than 10 years from the offer date.

Subject to any restrictions applicable under the Listing Rules, an option may be exercised in whole or in part by the grantee at any time during the Option Period in accordance with the terms of the Scheme and the terms on which the option was granted.

No amount is payable by the grantee upon acceptance of an offer of an option.

The exercise price shall be determined by the Board but in any event shall not be less than the higher of: (a) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the offer date, which must be a business day; (b) the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the offer date; or (c) the nominal value of the shares.

The Scheme will remain in force for a period of 10 years after the date of conditional adoption, i.e. 17 November 2011.

During the year, no options have been granted, exercised or cancelled.

## 購股權計劃(續)

根據該計劃及本公司任何其他購股權計劃可予授出之購股權所涉及股份總數，不得超過上市日期已發行股份的10%，即1,000,000,000股股份（「計劃授權上限」），相當於於本年報日期股份的10%。本公司可於獲得股東批准下重訂該計劃授權上限，惟該重訂各不得超過於獲股東通過之日本公司已發行股份之10%。

根據該計劃及本公司任何其他購股權計劃所有已授出但尚未行使的購股權相關的最高股份數目，合共不得超過不時已發行股份的30%。

除非按該計劃所載之方式獲本公司股東批准，每名合資格參與者在任何十二個月內獲授購股權（包括已行使及尚未行使的購股權）相關的股份最高數目不得超過當時已發行股份的1.0%。

購股權可由承授人行使的期間（「購股權期間」）乃董事會於提呈要約時決定並通知承授人的一段期間，該期間不得遲於要約之日起計十年屆滿。

承授人可根據該計劃的條款及授出購股權的條款於購股權期間隨時行使全部或部分購股權，惟須受上市規則的任何適用限制所規限。

承授人接納購股權要約時毋須繳付任何金額。

行使價由董事會釐定，惟於任何情況下不得低於以下最高者：(a) 聯交所於要約日期（須為營業日）發佈的日報價表所列的股份收市價；(b) 聯交所於緊接要約日期前五個營業日發出的日報價表所列的股份平均收市價；或(c) 股份面值。

該計劃自有條件獲採納之日起（即2011年11月17日）有效期為10年。

年內概無授出、行使或註銷購股權。

## Arrangements to Purchase Shares or Debentures

Save as disclosed under the section headed “Directors’ and Chief Executives’ Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or Associated Corporation” and “Share Option Scheme”, at no time during the year was the Company, any subsidiary or its holding company or any fellow subsidiary, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## Management Contracts

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

## Donations

Charitable and other donations made by the Group during the year amounted to approximately HK\$17.6 million.

## Remuneration Policy and Pension Scheme

Remuneration policy of the Group is reviewed regularly, making reference to legal framework, market condition and performance of the Group and individual staff (including the Directors). The remuneration policy and remuneration packages of the executive Directors and member of the senior management of the Group are reviewed by the Remuneration Committee.

Particulars of the Group’s retirement benefit schemes are set out in note 35 to the consolidated financial statements.

## 購買股份或債權證之安排

除下文「董事及行政總裁於本公司或相聯法團股份、相關股份及債權證中之權益及淡倉」一節及「購股權計劃」一節所披露者外，本公司、任何附屬公司或其控股公司或任何同系附屬公司，於年內任何期間並無參與任何安排，使董事藉收購本公司或任何其他法人團體的股份或債權證而獲益。

## 管理合約

在本年度內，本公司並無就全盤業務或其中任何重要部份簽訂或存有管理及行政合約。

## 捐款

本集團於年內作出的慈善及其他捐款約為17.6百萬港元。

## 薪酬政策及退休金計劃

本集團之薪酬政策乃參考法律框架、市況及本集團與個別員工(包括董事)表現而定期作出審閱。本集團執行董事及高級管理人員之薪酬政策及薪酬組合由薪酬委員會審閱。

有關本集團退休福利計劃之詳情載列於綜合財務報表附註35。



## Continuing Connected Transactions

The following transactions of the Group constituted non-exempt continuing connected transactions (“Continuing Connected Transactions”) for the Company during FY2012 under the Listing Rules:

### (a) NWDS Master Concessionaire Counter Agreement

On 22 March 2012, the Company entered into a master concessionaire counter agreement (the “NWDS Master Concessionaire Counter Agreement”) with NWDS from the relevant effective date up to 30 June 2014 (both days inclusive), pursuant to which NWDS agreed to, and to procure its subsidiaries to, provide floor space in the NWDS stores to members of the Group from time to time for exhibiting and selling jewellery during the term of the NWDS Master Concessionaire Counter Agreement.

It has been expected that the aggregate fees payable by the Group under the continuing connected transactions contemplated under the NWDS Master Concessionaire Counter Agreement for FY2012, FY2013 and FY2014 will not exceed the annual caps of approximately HK\$139.0 million, HK\$245.0 million and HK\$370.0 million, respectively.

The aggregate fees payable under the NWDS Master Concessionaire Counter Agreement were approximately HK\$121.0 million for FY2012.

### (b) Lifestyle International Framework Agreement

On 29 November 2011, the Company entered into a framework agreement with Lifestyle International (the “Lifestyle International Framework Agreement”) with effect from the Listing Date to 31 March 2014, pursuant to which the Group has entered into various transactions with members of Lifestyle International in relation to concessionaire arrangements in respect of retailing counters for the sale of jewellery and watches at Lifestyle International’s properties in Hong Kong and Mainland China by the Group; and leasing of premises at Lifestyle International group’s property in Tianjin.

It has been expected that the aggregate amount payable by the Group under the continuing connected transactions contemplated under the Lifestyle International Framework Agreement for each of FY2012, FY2013 and FY2014 will not exceed the annual caps of approximately HK\$42.0 million, HK\$68.0 million and HK\$117.0 million, respectively.

The aggregate fees payable under the Lifestyle International Framework Agreement were approximately HK\$37.8 million for FY2012.

## 持續關連交易

於2012年財務年度內，根據上市規則，本集團之下列交易乃構成本公司不獲豁免持續關連交易（「持續關連交易」）：

### (a) 新世界百貨綜合專櫃協議

於2012年3月22日，本公司與新世界百貨訂立綜合專櫃協議（「新世界百貨綜合專櫃協議」），有效期自有關生效日期起至2014年6月30日（首尾兩天包括在內）止。據此，新世界百貨同意本身並促使其附屬公司於新世界百貨綜合專櫃協議的年期內，不時向本集團成員提供其新世界百貨店的樓面空間供陳列及銷售珠寶首飾之用。

於2012、2013及2014財政年度，預期根據新世界百貨綜合專櫃協議擬進行之持續關連交易，本集團應付總費用將分別不超過約139.0百萬港元、245.0百萬港元及370.0百萬港元的年度上限。

於2012財政年度，根據新世界百貨綜合專櫃協議的應付總費用約為121.0百萬港元。

### (b) 利福國際框架協議

於2011年11月29日，本公司與利福國際訂立利福國際框架協議（「利福國際框架協議」），有效期自上市日期起至2014年3月31日止。據此，本集團與利福國際成員就有關本集團於利福國際於香港及中國內地物業之零售專櫃銷售珠寶鐘錶的特許安排；及租用利福國際集團於天津的物業而訂立多項交易。

於2012、2013及2014財政年度，預期根據利福國際框架協議擬進行之持續關連交易，本集團應付總額將分別不超過約42.0百萬港元、68.0百萬港元及117.0百萬港元的年度上限。

於2012年財政年度，根據利福國際框架協議的應付總費用約為37.8百萬港元。

## Continuing Connected Transactions (Continued)

### (c) NWD Tenancy Framework Agreement

On 28 November 2011, the Company entered into a tenancy framework agreement (the "NWD Tenancy Framework Agreement") with NWD with effect from the Listing Date to 31 March 2014, pursuant to which the Group has entered into various tenancy arrangements with members of the NWD group to lease certain premises for the use of offices and retail shops.

It has been expected that the aggregate rental amount payable by the Group under the continuing connected transactions contemplated under the NWD Tenancy Framework Agreement for each of FY2012, FY2013 and FY2014 will not exceed the annual caps of approximately HK\$70.0 million, HK\$125.0 million and HK\$136.0 million, respectively.

The aggregate rental amount payable under the NWD Tenancy Framework Agreement was approximately HK\$58.5 million for FY2012.

### (d) CTFE Tenancy Framework Agreement

On 28 November 2011, the Company entered into a tenancy framework agreement (the "CTFE Tenancy Framework Agreement") with CTFE with effect from the Listing Date to 31 March 2014, pursuant to which the Group has entered into various tenancy arrangements with members of the CTFE group to lease certain premises for the retail shops, residential, industrial and office use.

It has been expected that the aggregate rental amount payable by the Group under the continuing connected transactions contemplated under the CTFE Tenancy Framework Agreement for each of FY2012, FY2013 and FY2014 will not exceed the annual caps of approximately HK\$49.0 million, HK\$97.0 million and HK\$97.0 million, respectively.

The aggregate rental amount payable under the CTFE Tenancy Framework Agreement was approximately HK\$42.0 million for FY2012.

## 持續關連交易(續)

### (c) 新世界發展租賃框架協議

於2011年11月28日，本公司與新世界發展訂立租賃框架協議(「新世界發展租賃框架協議」)，有效期自上市日期起至2014年3月31日止。據此，本集團與新世界發展集團成員訂立多項租賃安排，以租賃若干物業作為寫字樓及零售店用途。

於2012、2013及2014財政年度，預期根據新世界發展租賃框架協議擬進行之持續關連交易，本集團應付總租金將分別不超過約70.0百萬港元、125.0百萬港元及136.0百萬港元的年度上限。

截至2012財政年度，根據新世界發展租賃框架協議的應付總租金約為58.5百萬港元。

### (d) 周大福企業租賃框架協議

於2011年11月28日，本公司與周大福企業訂立租賃框架協議(「周大福企業租賃框架協議」)，有效期自上市日期起至2014年3月31日止。據此，本集團與周大福企業集團成員訂立多項租賃安排，以租賃若干物業作為零售店、住宅、工業及寫字樓用途。

於2012、2013及2014財政年度，預期根據周大福企業租賃框架協議擬進行之持續關連交易，本集團應付總租金將分別不超過約49.0百萬港元、97.0百萬港元及97.0百萬港元的年度上限。

於2012年財政年度，根據周大福企業租賃框架協議的應付總租金約為42.0百萬港元。

## Continuing Connected Transactions (Continued)

### (e) NWDS Master Sales Agreement

On 22 March 2012, the Company entered into a master sales agreement (the "NWDS Master Sales Agreement") with NWDS and NWD effective from 22 March 2012 to 30 June 2014 (both days inclusive), pursuant to which NWDS Group allowed the use of the shopping vouchers, the prepaid shopping cards, the joint name vouchers or other means acceptable to the NWDS Group as payment of purchases of goods at the NWDS stores and the settlement of the relevant value represented by such shopping vouchers (with the shopping vouchers commissions and rebates), the prepaid shopping cards (with the discounts, where applicable), the joint name vouchers (with the joint name vouchers commissions) or by any other means acceptable to the NWDS group among relevant members of the NWDS group, the NWD group or the Group.

It has been expected that the aggregate transaction amounts payable by the Group under the continuing connected transactions contemplated under the NWDS Master Sales Agreement for each of FY2012, FY2013 and FY2014 will not exceed the annual caps of approximately HK\$31.0 million, HK\$60.0 million and HK\$85.0 million, respectively.

The aggregate transaction amounts payable under the NWDS Master Sales Agreement were approximately HK\$19.2 million for FY2012.

### Relationships between connected parties

CTF Holding is the holding company of CTFE and a substantial shareholder of the Company. CTFE and the Company are subsidiaries of CTF Holding and therefore CTFE is a connected person of the Company.

CTFE is a substantial shareholder of NWD. NWD is a substantial shareholder of NWDS and hence a connected person of NWDS. Each of NWD and NWDS is an associate of CTF Holding and therefore a connected person of the Company.

CTFE is the holding company of Go Create Limited. Go Create Limited is directly interested in 50% of the equity interest in Real Reward Limited, the direct controlling shareholder of Lifestyle International. By virtue of CTF Holding's indirect shareholding in Lifestyle International, Lifestyle International is an associate of CTF Holding under the Listing Rules. As CTF Holding is a connected person of the Company, Lifestyle International is therefore a connected person of the Company.

Therefore, transactions under (a) to (e) above constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

## 持續關連交易(續)

### (e) 新世界百貨綜合銷售協議

於2012年3月22日，本公司與新世界百貨及新世界發展訂立綜合銷售協議（「新世界百貨綜合銷售協議」），有效期自2012年3月22日起至2014年6月30日（首尾兩天包括在內）止。據此，新世界百貨集團准許使用消費券、預付團購卡、聯名消費券或新世界百貨集團接納的其他方式作為於新世界百貨店內購買貨品之付款，及作為新世界百貨集團、新世界發展集團或本集團有關成員之間就該等消費券（包括消費券佣金及讓利）、預付團購卡（包括折扣，如適用）、聯名消費券（包括聯名消費券佣金）或新世界百貨集團接納的任何其他方式進行結付相關價值。

於2012、2013及2014財政年度，預期根據新世界百貨綜合銷售協議擬進行之持續關連交易，本集團應付總交易額將分別不超過約31.0百萬港元、60.0百萬港元及85.0百萬港元的年度上限。

於2012年財政年度，根據新世界百貨綜合銷售協議的應付總交易額約為19.2百萬港元。

### 與關連方之關係

CTF Holding為周大福企業的控股公司及本公司主要股東。周大福企業及本公司為CTF Holding的附屬公司，因此周大福企業為本公司關連人士。

周大福企業為新世界發展的主要股東。新世界發展為新世界百貨的主要股東，因此為新世界百貨的關連人士。新世界發展及新世界百貨各為CTF Holding聯繫人，因此為本公司關連人士。

周大福企業為Go Create Limited的控股公司。Go Create Limited直接持有Real Reward Limited的50%股權，Real Reward Limited為利福國際的直接控股股東。基於CTF Holding間接持有利福國際的股權，根據上市規則，利福國際為CTF Holding聯繫人。由於CTF Holding為本公司的關連人士，故此利福國際為本公司的關連人士。

因此，根據上市規則第14A章，上文(a)至(e)項載列之交易構成本公司的持續關連交易。

### Continuing Connected Transactions (Continued)

#### Annual review of the continuing connected transactions

All the Continuing Connected Transactions above have been reviewed by the independent non-executive Directors who have confirmed that for FY2012 the Continuing Connected Transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or on terms no less favourable to the Group than terms available to (or from) independent third parties; and (iii) in accordance with the relevant agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Company has engaged the auditor of the Company to perform certain review procedures in respect of the Continuing Connected Transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

The auditor has reported the review procedures to the Board and confirmed that for FY2012 the Continuing Connected Transactions (i) have received approval of the Board; (ii) are in accordance with the pricing policies of the Group, where applicable; (iii) have been entered into in accordance with the terms of the agreements governing the transactions; and (iv) have not exceeded the respective cap amounts for FY2012 as set out above in respect of each of the Continuing Connected Transactions.

The Directors confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

Save as disclosed above, the significant related party transactions that did not constitute connected transactions under the Listing Rules made during the year were disclosed in note 37 to the consolidated financial statements.

### Major Customers and Suppliers

During the year, less than 30.0% of the Group's revenue were attributed by the Group's five largest customers and 58.0% of the Group's total purchases were attributed by the Group's five largest suppliers and 34.2% of the Group's total purchases were attributed by the Group's largest supplier. To the knowledge of the Directors, none of the Directors or any shareholders who owned 5.0% or more of the issued share capital of the Company as at 31 March 2012 or any of their respective associates held any interest in any of the five largest suppliers of the Group.

### 持續關連交易(續)

#### 持續關連交易的年度審核

獨立非執行董事已審核上文載列的所有持續關連交易。彼等已確認2012財政年度，持續關連交易已訂立為(i)本集團在其日常及一般業務範圍內進行；(ii)根據一般商務條款進行或對本集團而言不遜於獨立第三者可取得或提供的條款；及(iii)根據各有關協議的條款進行，而條款屬公平合理，並符合本公司股東的整體利益。

根據上市規則第14A.38條，本公司已聘用本公司的核數師根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，就有關持續關連交易進行若干審閱程序。

核數師已向董事會報告該等審閱程序，並確認於2012財政年度該等持續關連交易(i)已獲董事會批准；(ii)乃按照本集團之定價政策而進行(如適用)；(iii)是根據有關交易的協議條款進行；及(iv)於上述所列各持續關連交易均並無超逾於2012財政年度披露之上限。

董事確認，本公司已遵守上市規則第14A章的披露規定。

除上文所披露者外，年內根據上市規則並未構成關連交易的重大關聯方交易披露於綜合財務報表附註37。

### 主要客戶及供應商

年內，本集團不足30.0%營業額來自本集團五大客戶。本集團總採購額58.0%來自本集團五大供應商，而本集團總採購額34.2%來自本集團最大供應商。就董事所知，截至2012年3月31日，董事或擁有本公司已發行股本5.0%或以上的任何股東或彼等各自的聯繫人概無持有本集團五大供應商的任何權益。

## Sufficiency of Public Float

Based on the information publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Directors confirm that the Company has maintained the prescribed public float of 10%, which is a lower prescribed percentage of public float requirement accepted at the discretion of the Stock Exchange.

## Auditor

The financial statements of the Company have been audited by Deloitte Touche Tohmatsu, who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

**Dr. Cheng Kar-shun, Henry**  
*Chairman*

Hong Kong, 26 June 2012

## 充足的公眾持股量

根據本公司獲得的公開資料及就董事所知，董事確認於本年報日期，本公司仍維持聯交所酌情接納的較低訂明公眾持股量規定百分率10%。

## 核數師

本公司財務報表經德勤•關黃陳方會計師行審核。德勤•關黃陳方會計師行任滿退席，並符合資格膺選連任。

代表董事會

主席  
**鄭家純博士**

香港，2012年6月26日

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Independent  
Auditor's Report  
獨立核數師報告

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# Deloitte.

## 德勤

TO THE MEMBERS OF  
CHOW TAI FOOK JEWELLERY GROUP LIMITED  
(incorporated in Cayman Islands with limited liability)

We have audited the consolidated financial statements of Chow Tai Fook Jewellery Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 71 to 142, which comprise the consolidated statement of financial position as at 31 March 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Directors' Responsibility for the Consolidated Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

致周大福珠寶集團有限公司股東

(於開曼群島註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審計列載於第71至142頁周大福珠寶集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2012年3月31日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港《公司條例》的披露規定編製真實及公平的綜合財務報表，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

我們的責任是根據我們的審計對該等綜合財務報表作出意見，並按照我們協定的委聘條款僅向整體股東報告，除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。我們已根據國際審計準則進行審計。該準則要求我們遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

# Independent Auditor's Report

## 獨立核數師報告

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An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2012 and of its profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

26 June 2012

審計涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製真實及公平的綜合財務報表相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們審計意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實及公平地反映 貴集團於2012年3月31日的財務狀況，及 貴集團截至該日止年度的溢利及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**德勤•關黃陳方會計師行**  
香港執業會計師

2012年6月26日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 March 2012 截至2012年3月31日止年度

		NOTES 附註	2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Revenue	營業額	8	56,571.1	35,042.5
Cost of goods sold	銷售成本		(40,123.2)	(25,114.9)
<b>Gross profit</b>	<b>毛利</b>		<b>16,447.9</b>	9,927.6
Other income	其他收入	9	227.2	194.6
Other gains and losses	其他收益及虧損	10	17.4	39.9
Selling and distribution costs	銷售及分銷成本		(6,319.9)	(4,401.9)
Administrative expenses	行政開支		(1,714.6)	(911.4)
Other expenses	其他開支		(129.0)	(122.1)
Finance costs	融資成本	11	(363.1)	(102.2)
Share of results of an associate	分佔一家聯營公司之業績		—	(4.7)
<b>Profit before taxation</b>	<b>除稅前溢利</b>	12	<b>8,165.9</b>	4,619.8
Taxation	稅項	14	(1,595.0)	(947.3)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>6,570.9</b>	3,672.5
Other comprehensive income	其他全面收益			
— exchange differences arising on translation	— 換算產生的匯兌差額		352.7	360.0
— share of translation reserve of an associate	— 分佔一家聯營公司之 換算儲備		1.5	2.1
			<b>354.2</b>	362.1
<b>Total comprehensive income for the year</b>	<b>年度全面收益總額</b>		<b>6,925.1</b>	4,034.6
<b>Profit for the year attributable to:</b>	<b>以下各方應佔年度溢利：</b>			
Owners of the Company	本公司擁有人		6,340.6	3,537.6
Non-controlling interests	非控股權益		230.3	134.9
			<b>6,570.9</b>	3,672.5
<b>Total comprehensive income attributable to:</b>	<b>以下各方應佔全面收益總額：</b>			
Owners of the Company	本公司擁有人		6,678.4	3,886.5
Non-controlling interests	非控股權益		246.7	148.1
			<b>6,925.1</b>	4,034.6
<b>Earnings per share — Basic</b>	<b>每股盈利 — 基本</b>	15	<b>HK68.5 cents港仙</b>	HK39.5 cents港仙

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2012 於 2012 年 3 月 31 日

		NOTES 附註	2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	17	1,687.5	1,165.3
Prepaid lease payments	預付租賃款項	18	95.7	87.3
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備 已付按金		349.7	231.7
Interest in an associate	於一家聯營公司之權益	19	10.1	45.2
Loan receivables	應收貸款	20	13.0	16.0
			<b>2,156.0</b>	1,545.5
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	21	29,694.2	17,100.8
Trade and other receivables	貿易及其他應收款項	22	5,323.4	3,227.7
Amounts due from related companies	應收關聯公司款項	23	—	1,278.3
Loan receivables	應收貸款	20	163.8	135.3
Convertible bonds	可兌換債券	24	24.8	—
Derivative financial instruments	衍生金融工具	25	47.3	—
Pledged bank deposits	已抵押銀行存款	26	17.0	156.3
Bank balances and cash	銀行結餘及現金	26	9,987.8	5,604.8
			<b>45,258.3</b>	27,503.2
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	27	1,838.4	2,049.6
Amounts due to related companies	應付關聯公司款項	23	—	7,833.3
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股 股東款項	28	400.3	164.7
Taxation payable	應付稅項		598.5	353.0
Bank borrowings — due within one year	銀行貸款 — 一年內到期	29	5,574.2	2,881.0
Gold loans	黃金借貸	30	5,806.6	3,931.6
			<b>14,218.0</b>	17,213.2
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>31,040.3</b>	10,290.0
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>33,196.3</b>	11,835.5
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Retirement benefit obligations	退休福利承擔	35	196.9	162.6
Bank borrowings — due after one year	銀行貸款 — 一年後到期	29	3,426.4	—
			<b>3,623.3</b>	162.6
<b>Net assets</b>	<b>資產淨額</b>		<b>29,573.0</b>	11,672.9

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 31 March 2012 於 2012 年 3 月 31 日

		NOTE 附註	2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Share capital/paid-in capital	股本／實繳資本	31	10,000.0	700.1
Reserves	儲備		18,978.3	10,606.8
Equity attributable to owners of the Company	本公司擁有人應佔權益		28,978.3	11,306.9
Non-controlling interests	非控股權益		594.7	366.0
			29,573.0	11,672.9

The consolidated financial statements on pages 71 to 142 were approved and authorised for issue by the Board of Directors on 26 June 2012 and signed on its behalf by:

董事會於2012年6月26日批准並授權刊發載於第71至142頁之綜合財務報表，並由以下代表簽署：

**Dr. Cheng Kar-Shun, Henry**  
鄭家純博士  
DIRECTOR  
董事

**Mr. Wong Siu-Kee, Kent**  
黃紹基先生  
DIRECTOR  
董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

		Share capital/ paid-in capital 股本/實繳資本 HK\$ million 百萬港元 (note 31) (附註 31)	Share premium 股份溢價 HK\$ million 百萬港元	Special reserve 特別儲備 HK\$ million 百萬港元 (note a) (附註 a)	Statutory surplus reserve 法定盈餘儲備金 HK\$ million 百萬港元 (note b) (附註 b)	Translation reserve 換算儲備 HK\$ million 百萬港元	Retained profits 保留溢利 HK\$ million 百萬港元	Attributable to owners of the Company 本公司擁有人應佔 HK\$ million 百萬港元	Non-controlling interests 非控股權益 HK\$ million 百萬港元	Total 合計 HK\$ million 百萬港元
At 1 April 2010	2010年4月1日	698.1	—	1,005.3	369.7	450.9	5,632.8	8,156.8	178.6	8,335.4
Exchange differences arising from translation	換算產生的滙兌差額	—	—	—	—	346.8	—	346.8	13.2	360.0
Share of reserve of an associate	分佔一家聯營公司之儲備	—	—	—	—	2.1	—	2.1	—	2.1
Profit for the year	年度溢利	—	—	—	—	—	3,537.6	3,537.6	134.9	3,672.5
Total comprehensive income for the year	年度全面收益總額	—	—	—	—	348.9	3,537.6	3,886.5	148.1	4,034.6
Acquisition of subsidiaries (Note 32)	收購附屬公司 (附註 32)	—	—	—	—	—	—	—	22.9	22.9
Acquisition of additional interest in a subsidiary from non-controlling shareholders	向非控股股東收購附屬公司額外權益	—	—	—	—	—	0.3	0.3	(1.9)	(1.6)
Issue of shares	股份發行	2.0	—	—	—	—	—	2.0	—	2.0
Capital contributions from non-controlling shareholders of subsidiaries	附屬公司非控股股東注資	—	—	—	—	—	—	—	20.9	20.9
Net contributions from Macau jewellery business	澳門珠寶業務之貢獻淨額	—	—	446.0	—	—	(428.0)	18.0	—	18.0
Transfers	轉撥	—	—	—	27.3	—	(27.3)	—	—	—
Dividends	股息	—	—	—	—	—	(756.7)	(756.7)	(2.6)	(759.3)
At 31 March 2011	2011年3月31日	700.1	—	1,451.3	397.0	799.8	7,958.7	11,306.9	366.0	11,672.9
Exchange differences arising from translation	換算產生的滙兌差額	—	—	—	—	336.3	—	336.3	16.4	352.7
Share of reserve of an associate	分佔一家聯營公司之儲備	—	—	—	—	1.5	—	1.5	—	1.5
Profit for the year	年度溢利	—	—	—	—	—	6,340.6	6,340.6	230.3	6,570.9
Total comprehensive income for the year	年度全面收益總額	—	—	—	—	337.8	6,340.6	6,678.4	246.7	6,925.1
Acquisition of subsidiaries (Note 32)	收購附屬公司 (附註 32)	—	—	—	—	—	—	—	2.3	2.3
Arising from a group reorganisation	來自集團重組	(700.1)	—	700.1	—	—	—	—	—	—
Capitalisation issue	資本化發行	8,950.0	(8,950.0)	—	—	—	—	—	—	—
Issue of shares	股份發行	1,050.0	14,700.0	—	—	—	—	15,750.0	—	15,750.0
Transaction costs attributable to issue of shares	股份發行應佔交易成本	—	(251.3)	—	—	—	—	(251.3)	—	(251.3)
Capital contributions from non-controlling shareholders of subsidiaries	附屬公司非控股股東注資	—	—	—	—	—	—	—	25.9	25.9
Acquisition of additional interests in subsidiaries	收購附屬公司額外權益	—	—	—	—	—	(1.1)	(1.1)	(1.0)	(2.1)
Net contributions from Macau jewellery business	澳門珠寶業務之貢獻淨額	—	—	348.1	—	—	(347.6)	0.5	—	0.5
Transfers	轉撥	—	—	—	44.4	—	(44.4)	—	—	—
Dividends	股息	—	—	—	—	—	(4,505.1)	(4,505.1)	(45.2)	(4,550.3)
At 31 March 2012	2012年3月31日	10,000.0	5,498.7	2,499.5	441.4	1,137.6	9,401.1	28,978.3	594.7	29,573.0

Notes:

(a) Special reserve as at 1 April 2010 and 31 March 2011 represents the accumulated contribution from the Macau jewellery business.

Special reserve as at 31 March 2012 represents (i) the accumulated contribution from the Macau jewellery business and (ii) the difference between the nominal value of the shares of various subsidiaries under common control, and cash consideration payable arising from acquisition of these subsidiaries under common control pursuant to the group reorganisation as more fully explained in the section headed "History and Corporate Structure" of the prospectus of the Company dated 5 December 2011 in connection with the initial listing of the shares of the Company on the Main Board of the Stock Exchange of Hong Kong Limited.

(b) As stipulated by the relevant laws and regulations for foreign investment enterprises in Mainland China, the Company's subsidiaries in Mainland China are required to maintain a statutory surplus reserve fund. Appropriation to such reserve is made out of net profit after taxation as reflected in the statutory financial statements of the subsidiaries in Mainland China in accordance with the relevant laws and regulations applicable to enterprises in Mainland China. The statutory surplus reserve fund can be used to make up prior year losses, if any, and can be applied in conversion into capital by means of capitalisation issue.

附註:

(a) 於 2010 年 4 月 1 日及 2011 年 3 月 31 日，特別儲備指澳門珠寶業務之累計貢獻。

於 2012 年 3 月 31 日，特別儲備指 (i) 澳門珠寶業務之累計貢獻及 (ii) 分佔根據共同控制下各附屬公司的股份面值與根據集團重組時收購共同控制下附屬公司應支付之現金代價之差額。詳情於有關本公司之股份於香港聯合交易所有限公司主板首次上市，日期為 2011 年 12 月 5 日之招股章程「歷史及公司架構」一節闡述。

(b) 按有關中國內地外資企業的相關法律及法規，本公司的中國內地附屬公司須存置法定盈餘儲備基金。有關儲備之撥款乃來自中國內地附屬公司的法定財務報表（根據中國內地企業適用的相關法律及法規編製）所載的除稅後溢利淨額。法定盈餘儲備基金可用於彌補過往年度的虧損（如有），並可以資本化發行方式轉換為資本。



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2012 截至2012年3月31日止年度

		NOTE 附註	2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Operating activities	經營活動			
Profit before taxation	除稅前溢利		8,165.9	4,619.8
Adjustments for:	就下列各項作出調整：			
Interest income	利息收入		(88.9)	(70.3)
Interest expenses	利息開支		363.1	102.2
Share of results of an associate	分佔一家聯營公司之業績		—	4.7
Fair value change of gold loans	黃金借貸的公平值變動		345.8	725.7
Fair value change of derivative financial instruments	衍生金融工具的公平值變動		(47.3)	—
Depreciation	折舊		390.5	246.8
Discount on acquisition of a subsidiary	收購附屬公司之折讓	32	—	(17.2)
Amortisation of prepaid lease payments	預付租賃款項的攤銷		11.0	7.9
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損		4.4	5.6
Goodwill written off	已撇銷商譽		3.3	—
Provision for defined benefit obligations	撥備定額退休福利承擔		41.8	5.5
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量		9,189.6	5,630.7
Increase in inventories	存貨增加		(12,071.6)	(7,507.8)
Increase in trade and other receivables	貿易及其他應收款項增加		(2,147.4)	(675.3)
(Decrease) increase in trade and other payables	貿易及其他應付款項(減少)增加		(284.7)	676.6
Defined benefits paid	已付定額退休福利		(7.5)	(6.9)
Cash used in operations	經營所用的現金		(5,321.6)	(1,882.7)
Interest received	已收利息		20.4	—
Income tax paid	已付所得稅			
Hong Kong Profits Tax	香港利得稅		(436.4)	(246.5)
Enterprise Income Tax in Mainland China	中國內地企業所得稅		(916.1)	(483.1)
<b>Net cash used in operating activities</b>	<b>經營活動所用之現金淨額</b>		<b>(6,653.7)</b>	<b>(2,612.3)</b>
Investing activities	投資活動			
Interest received	已收利息		68.5	70.3
Decrease in pledged bank deposits	已抵押銀行存款減少		143.0	68.3
Advance to related companies	向關聯公司作出之墊款		—	(108.1)
Repayment from related companies	來自關聯公司之還款		1,278.3	692.1
Purchase and deposits paid for acquisition of property, plant and equipment	購買物業、廠房及設備及作出之按金		(867.2)	(768.9)
Deposits paid for acquisition of land use rights	收購土地使用權支付之按金		—	(55.0)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項		13.5	2.4
Loan advanced by the Group	本集團已墊付的貸款		(33.7)	(6.1)
Repayment of loan to the Group	已償還予本集團之貸款		8.2	26.1
Investment in convertible bonds	投資可兌換債券		(24.8)	—
Net cash (outflow) inflow from acquisition of subsidiaries	收購附屬公司產生之現金(流出)流入淨額	32	(145.4)	3.0
Dividends from an associate	一家聯營公司股息		36.6	—
<b>Net cash from (used in) investing activities</b>	<b>投資活動產生(所用)之現金淨額</b>		<b>477.0</b>	<b>(75.9)</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

		NOTE 附註	2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Financing activities	融資活動			
Interest paid	已付利息		(363.1)	(102.2)
Bank borrowings raised	籌集銀行貸款		17,156.5	4,278.9
Repayment of bank borrowings	償還銀行貸款		(11,125.0)	(1,601.5)
Advance from related companies	來自關聯公司的墊款		4,654.7	7,134.5
Repayment to related companies	還款予關聯公司		(12,487.5)	(4,673.0)
Capital contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東注資		25.9	20.9
Acquisition of additional interest of subsidiaries	收購附屬公司額外權益		(2.1)	(1.6)
Proceeds on issue of shares	發行股份所得款項		15,750.0	2.0
Transaction costs attributable to issue of shares	發行股份交易成本		(251.3)	—
Dividend paid	已付股息		(4,543.2)	(9.3)
Gold loans raised	已籌集黃金借貸		4,717.1	2,436.4
Repayment of gold loans	償還黃金借貸		(3,254.5)	(1,452.3)
Advance from non-controlling shareholders of subsidiaries	來自附屬公司非控股股東的墊款		223.7	94.3
Repayment to non-controlling shareholders of subsidiaries	償還予附屬公司非控股股東		(4.2)	(19.8)
<b>Net cash from financing activities</b>	<b>融資活動所產生的現金淨額</b>		<b>10,497.0</b>	6,107.3
<b>Net increase in cash and cash equivalents</b>	<b>現金及現金等價物增加淨額</b>		<b>4,320.3</b>	3,419.1
Cash and cash equivalents at the beginning of the year	年初的現金及現金等價物		5,604.8	2,106.7
Effect of foreign exchange rate changes	匯率變動的影響		62.7	79.0
<b>Cash and cash equivalents at the end of the year, representing bank balances and cash</b>	<b>年末的現金及現金等價物，即銀行結餘及現金</b>		<b>9,987.8</b>	5,604.8

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至2012年3月31日止年度

### 1. General

Chow Tai Fook Jewellery Group Limited (the “Company”) was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law of the Cayman Islands on 20 July 2011. Its shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 15 December 2011. Its immediate holding company is Chow Tai Fook (Holding) Limited (“CTF Holding”), and its ultimate holding company is Chow Tai Fook Capital Limited, both are incorporated in the British Virgin Islands.

The Company acts as an investment holding company. The principal activities of the Company’s principal subsidiaries are set out in note 38. The address of registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of principal place of business is 38/F, New World Tower, 16-18 Queen’s Road Central, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company.

### 2. Group Reorganisation and Basis of Preparation of Consolidated Financial Statements

Through a group reorganisation to rationalise the structure of the Company and its subsidiaries (hereinafter collectively referred to as the “Group”) in preparation for the listing of the Company’s shares on the Stock Exchange (the “Group Reorganisation”), the Company has become the holding company of the Group on 30 September 2011.

As part of the Group Reorganisation, companies comprising the Group were restructured into four principal subsidiaries as below:

- (a) Majestic Project Limited (“Majestic”) — all of the subsidiaries held directly or indirectly by Majestic are mainly involved in the procurement and manufacturing aspect of the business;
- (b) Chow Tai Fook Jewellery Company Limited (“CTF Jewellery”) — most of the subsidiaries held directly or indirectly by CTF Jewellery are involved in jewellery business in Mainland China, Hong Kong and Taiwan;
- (c) CTF Watch Limited (“CTF Watch”) — all of the subsidiaries held directly or indirectly by CTF Watch are involved in watch business; and
- (d) Sincere Elite Limited (“Sincere Elite”) — most of the subsidiaries held directly or indirectly by Sincere Elite are involved in jewellery business in Mainland China and Macau.

### 1. 一般資料

周大福珠寶集團有限公司(「本公司」)於2011年7月20日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。其股份自2011年12月15日開始於香港聯合交易所有限公司(「聯交所」)主板上市。其直接控股公司為Chow Tai Fook (Holding) Limited(「CTF Holding」)，其最終控股公司為Chow Tai Fook Capital Limited，兩家公司均於英屬維爾京群島註冊成立。

本公司為投資控股公司，而其主要附屬公司主要業務載於附註38。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。主要營業地址為香港皇后大道中16-18號新世界大廈38樓。

綜合財務報表以港元(即本公司的功能貨幣)呈列。

### 2. 集團重組及綜合財務報表呈列基準

為籌備本公司股份於聯交所上市，通過集團重組精簡本公司及其附屬公司(以下統稱為「本集團」)的架構(「集團重組」)，本公司於2011年9月30日成為本集團的控股公司。

作為集團重組的一部分，組成本集團的各公司已重組為下列四間主要附屬公司：

- (a) 偉略有限公司(「偉略」) — 偉略所有直接或間接持有的附屬公司均主要從事採購和製造業務分部；
- (b) 周大福珠寶金行有限公司(「周大福珠寶」) — 周大福珠寶大部分直接或間接持有的附屬公司均於中國內地、香港及台灣從事珠寶業務；
- (c) 周大福鐘錶有限公司(「周大福鐘錶」) — 周大福鐘錶所有直接或間接持有的附屬公司均從事鐘錶業務；及
- (d) 誠駿有限公司(「誠駿」) — 誠駿大部分直接或間接持有的附屬公司均於中國內地及澳門從事珠寶業務。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 2. Group Reorganisation and Basis of Preparation of Consolidated Financial Statements (Continued)

The Group resulting from the Group Reorganisation is regarded as a continuing entity. Accordingly, the consolidated statement of comprehensive income and the consolidated statement of cash flows which includes the results and cash flows of the companies now comprising the Group including its Macau jewellery business (the "Macau Jewellery Business") (which was held by a fellow subsidiary that conducted jewellery business for the Group in Macau and other business in Macau which did not form part of, nor relevant to, the Group's jewellery business, and transferred to a subsidiary of the Company as mentioned below) have been prepared by applying the principles of merger accounting as if the current group structure had been in existence throughout each of the two years ended 31 March 2012 or since their respective dates of incorporation/establishment/acquisition where this is a shorter period. The consolidated statement of financial position of the Group as at 31 March 2011 has been prepared to present the assets and liabilities of the companies now comprising the Group as if the current group structure had been in existence as at that date.

On 27 September 2011, Chow Tai Fook Jewellery and Watch Company (Macau) Limited (formerly known as "Forever Watch Limited", ("CTF Macau")) took up the operations of the Macau Jewellery Business. Although the Macau Jewellery Business has not yet been formally transferred to the Group before 27 September 2011, it has been included in the consolidated financial statements as the directors of the Company consider that the historical financial statements of the Group should include all relevant activities that have been a part of the history of the Group. Accordingly, the consolidated financial statements reflect all of the Group's activities in jewellery business, including the Macau Jewellery Business for the period before 27 September 2011.

The consolidated financial statements were prepared based on audited financial statements or management accounts of companies now comprising the Group, including financial information of Macau Jewellery Business which was prepared based on the items of assets, liabilities, income and expenses, other than certain insignificant central administrative expenses, that are related to and specifically identified for the Macau Jewellery Business. Also, the treasury and cash disbursement functions of the Macau Jewellery Business are centrally administrated by the above-mentioned fellow subsidiary. The change of the net assets of the Macau Jewellery Business is shown as movements in the special reserve. The directors of the Company believe that the method of segregation and allocation presents a reasonable basis of estimating what the operating results and financial position of the Macau Jewellery Business would have been on a stand-alone basis for the period up to 27 September 2011.

### 2. 集團重組及綜合財務報表呈列基準(續)

集團重組後構成的本集團視作持續經營實體。因此，載有組成現時本集團各公司業績及現金流量，包括澳門珠寶業務（「澳門珠寶業務」）（該業務持有者是為本集團於澳門從事珠寶業務及澳門其他業務的同系附屬公司，並非本集團珠寶業務之一部分，與本集團珠寶業務並無關連，並已轉入下述本公司之一間附屬公司）之綜合全面收益表及綜合現金流量表乃應用合併會計原則編製，猶如現時集團架構於截至2012年3月31日止兩個年度各年或自彼等各自註冊成立／成立／收購日期以來（以較短期間為準）一直存在。已編製的本集團於2011年3月31日之綜合財務狀況表，旨在呈列現時組成本集團的各公司之資產及負債，猶如現時集團架構於該日期已存在。

於2011年9月27日，周大福珠寶鐘錶（澳門）有限公司（前稱「永恒鐘錶有限公司」）（「周大福澳門」）接管澳門珠寶業務的運作。雖然澳門珠寶業務於2011年9月27日前未被正式轉讓予本集團，惟本公司董事認為本集團歷史財務報表應涵蓋曾為本集團歷史一部分的一切相關活動，故綜合財務報表已計入澳門珠寶業務。因此，綜合財務報表反映本集團於2011年9月27日前期間的一切珠寶業務活動，包括澳門珠寶業務。

綜合財務報表按現時組成本集團各公司的經審核財務報表或管理賬目予以編製，包括澳門珠寶業務的財務資料，此等財務資料按照與澳門珠寶業務相關且特定屬澳門珠寶業務的資產、負債、收支（若干不重要的中央行政開支除外）予以編製。此外，澳門珠寶業務的庫務及現金支出職能由上述同系附屬公司中央管理。澳門珠寶業務淨資產的變動於特別儲備的變動中列示。本公司董事相信，劃分及分配方法提供了合理基準，以估計直至2011年9月27日期間按獨立基準計算澳門珠寶業務的經營業績及財務狀況。

### 3. Application of New and Revised International Financial Reporting Standards (“IFRSs”)

The Group has applied all the standards, amendments and interpretations issued by the International Accounting Standards Board, which are effective for the Group’s financial year beginning on 1 April 2011.

The Group has not early applied the following new and revised IFRSs that have been issued but are not yet effective:

Amendments to IFRSs	Annual improvements to IFRSs 2009–2011 cycle <sup>2</sup>
Amendments to IFRS 1	Severe hyperinflation and removal of fixed dates for first-time adopters <sup>1</sup>
Amendments to IFRS 1	Government loans <sup>2</sup>
Amendments to IFRS 7	Disclosures — Transfers of financial assets <sup>1</sup>
Amendments to IFRS 7	Disclosures — Offsetting financial assets and financial liabilities <sup>2</sup>
Amendments to IFRS 7 and IFRS 9	Mandatory effective date of IFRS 9 and transition disclosures <sup>3</sup>
IFRS 9	Financial instruments <sup>3</sup>
IFRS 10	Consolidated financial statements <sup>2</sup>
IFRS 11	Joint arrangements <sup>2</sup>
IFRS 12	Disclosure of interests in other entities <sup>2</sup>
IFRS 13	Fair value measurement <sup>2</sup>
Amendments to IAS 1	Presentation of items of other comprehensive income <sup>4</sup>
IAS 12	Deferred tax — Recovery of underlying assets <sup>6</sup>
IAS 19 (as revised in 2011)	Employee benefits <sup>2</sup>
IAS 27 (as revised in 2011)	Separate financial statements <sup>2</sup>
IAS 28 (as revised in 2011)	Investments in associates and joint ventures <sup>2</sup>
Amendments to IAS 32	Offsetting financial assets and financial liabilities <sup>5</sup>
IFRIC–INT 20	Stripping costs in the production phase of a surface mine <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2011  
<sup>2</sup> Effective for annual periods beginning on or after 1 January 2013  
<sup>3</sup> Effective for annual periods beginning on or after 1 January 2015  
<sup>4</sup> Effective for annual periods beginning on or after 1 July 2012  
<sup>5</sup> Effective for annual periods beginning on or after 1 January 2014  
<sup>6</sup> Effective for annual periods beginning on or after 1 January 2012

### 3. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)

本集團已採納國際會計準則委員會頒佈於本集團2011年4月1日開始的財政年度生效的所有準則、修訂本及詮釋。

本集團並未提早採納下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則(修訂本)	國際財務報告準則年度改進(2009年至2011年周期) <sup>2</sup>
國際財務報告準則第1號(修訂本)	嚴重高通脹及剔除首次採用者的固定日期 <sup>1</sup>
國際財務報告準則第1號(修訂本)	政府貸款 <sup>2</sup>
國際財務報告準則第7號(修訂本)	披露 — 轉讓金融資產 <sup>1</sup>
國際財務報告準則第7號(修訂本)	披露 — 抵銷金融資產及金融負債 <sup>2</sup>
國際財務報告準則第7及第9號(修訂本)	國際財務報告準則第9號之強制生效日期及過渡披露 <sup>3</sup>
國際財務報告準則第9號	金融工具 <sup>3</sup>
國際財務報告準則第10號	綜合財務報表 <sup>2</sup>
國際財務報告準則第11號	共同安排 <sup>2</sup>
國際財務報告準則第12號	披露於其他實體之權益 <sup>2</sup>
國際財務報告準則第13號	公平值計量 <sup>2</sup>
國際會計準則第1號(修訂本)	其他全面收益項目的呈列 <sup>4</sup>
國際會計準則第12號	遞延稅項 — 收回相關資產 <sup>6</sup>
國際會計準則第19號(2011年經修訂)	僱員福利 <sup>2</sup>
國際會計準則第27號(2011年經修訂)	獨立財務報表 <sup>2</sup>
國際會計準則第28號(2011年經修訂)	聯營公司及合資企業投資 <sup>2</sup>
國際會計準則第32號(修訂本)	抵銷金融資產及金融負債 <sup>5</sup>
國際財務報告詮釋委員會詮釋第20號	露天礦場生產階段之剝採成本 <sup>2</sup>

- <sup>1</sup> 於自2011年7月1日或之後開始的年度期間生效  
<sup>2</sup> 於自2013年1月1日或之後開始的年度期間生效  
<sup>3</sup> 於自2015年1月1日或之後開始的年度期間生效  
<sup>4</sup> 於自2012年7月1日或之後開始的年度期間生效  
<sup>5</sup> 於自2014年1月1日或之後開始的年度期間生效  
<sup>6</sup> 於自2012年1月1日或之後開始的年度期間生效



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 3. Application of New and Revised International Financial Reporting Standards (“IFRSs”)

(Continued)

#### IFRS 9 Financial instruments

IFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. IFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of IFRS 9 are described as follows:

- IFRS 9 requires all recognised financial assets that are within the scope of IAS 39 “Financial instruments: Recognition and measurement” to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- The most significant effect of IFRS 9 regarding the classification and measurement of financial liabilities relates to the presentation of changes in the fair value of a financial liability (designated as at fair value through profit or loss) attributable to changes in the credit risk of that liability. Specifically, under IFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

The directors of the Company anticipate that the adoption of IFRS 9 in the future may have significant impact on amounts reported in respect of the Group’s financial assets and financial liabilities. The directors of the Company are in the process of assessing the impact on application of IFRS9.

### 3. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)

(續)

#### 國際財務報告準則第9號金融工具

於2009年頒佈的國際財務報告準則第9號對金融資產的分類及計量提出新要求。於2010年修訂之國際財務報告準則第9號對金融負債的分類及計量及撤銷確認提出要求。

國際財務報告準則第9號的主要要求描述如下：

- 國際財務報告準則第9號規定，屬於國際會計準則第39號「金融工具：確認及計量」範疇的所有已確認金融資產其後按攤銷成本或公平值計量。特別是，根據業務模式以收取合約現金流量為目的所持有的債務投資，及僅為支付本金及未償還本金之利息而產生合約現金流量的債務投資一般於其後的會計期末按攤銷成本計量。所有其他債務投資及股本投資於其後的呈報期末按公平值計量。此外，根據國際財務報告準則第9號，實體可作出不可撤回的選擇，於其他綜合收益呈列股本投資(非持作交易)公平值之其後變動，而僅有股息收入一般於損益中確認。
- 國際財務報告準則第9號對金融負債分類及計量的最重大影響乃指定為透過損益按公平值列賬的金融負債因信貸風險變動引致的公平值變動的呈列。具體而言，根據國際財務報告準則第9號，指定為透過損益按公平值列賬的金融負債因信貸風險變動引致的公平值變動數額，除非於其他全面收益確認該負債的信貸風險變動影響會造成或擴大損益賬的會計錯配，否則須於其他全面收益呈列。金融負債的信貸風險引致的公平值變動其後不會重新分類至損益。過往，根據國際會計準則第39號，指定為透過損益按公平值列賬的金融負債的公平值變動全部數額均於損益呈列。

本公司董事預計將來採納國際財務報告準則第9號可能會對本集團之金融資產及金融負債呈報之金額有重大影響。本公司董事現正評核應用國際財務報告準則第9號的影響。



### 3. Application of New and Revised International Financial Reporting Standards (“IFRSs”)

(Continued)

#### New and revised Standards on consolidation and disclosures

IFRS 10 replaces the parts of IAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements and SIC-12 “Consolidation — Special Purpose Entities”. IFRS 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) the ability to use its power over the investee to affect the amount of the investor’s returns. Extensive guidance has been added in IFRS 10 to deal with complex scenarios.

IFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, associates and/or unconsolidated structured entities. In general, the disclosure requirements in IFRS 12 are more extensive than those in the current standards.

These standards are effective for annual periods beginning on or after 1 January 2013. Earlier application is permitted provided that IFRS 10, IFRS 11, IFRS 12, IAS 27 (as revised in 2011) and IAS 28 (as revised in 2011) are applied early at the same time.

The directors of the Company anticipate that these standards will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 April 2013 and are in the process of assessing the impact on application of these standards.

#### IFRS 13 Fair value measurement

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The Standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope.

IFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company anticipate that IFRS 13 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 April 2013 and are in the process of assessing the impact on application of IFRS 13.

### 3. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)

(續)

#### 有關綜合賬目以及披露之新訂及經修訂準則

國際財務報告準則第10號取代部分用作處理綜合財務報表的國際會計準則第27號「綜合及獨立財務報表」及常務詮釋委員會—詮釋第12號「合併—特殊目的實體」。國際財務報告準則第10號包括控制權的新定義，當中涵蓋三項要素：(a)控制投資對象的權力；(b)從參與投資對象所得可變回報的風險或權利；及(c)對投資對象行使權力以影響投資者回報金額的能力。國際財務報告準則第10號已就複雜情況提供廣泛指引。

國際財務報告準則第12號為披露準則，適用於擁有附屬公司、聯營公司及／或未綜合入賬之結構實體權益之實體。整體而言，國際財務報告準則第12號之披露規定較現行準則所規定者更全面。

該等準則將於2013年1月1日或之後開始之年度期間生效，並容許提早採用，惟須同時提前採用國際財務報告準則第10號、國際財務報告準則第11號、國際財務報告準則第12號、國際會計準則第27號(2011年經修訂)及國際會計準則第28號(2011年經修訂)。

本公司董事預計，該等準則將於本集團於2013年4月1日開始之年度期間之綜合財務報表中採納，現正評估應用該等準則的影響。

#### 國際財務報告準則第13號公平值計量

國際財務報告準則第13號建立一個對公平值之計量及披露之單一指引。該準則界定公平值，建立計量公平值之框架及規定公平值計量之披露。國際財務報告準則第13號之範圍廣闊，除特別情況下，應用於其他國際財務報告準則需要或准許使用公平值計量及披露之金融工具及非金融工具項目。一般而言，國際財務報告準則第13號之披露要求比現行準則之要求為更全面。舉例來說，現時金融工具根據公平值三級結構之定量及定性的披露只需根據國際財務報告準則第7號「金融工具：披露」的要求披露，而此將擴大至國際財務報告準則第13號範圍內包括之所有資產及負債。

國際財務報告準則第13號於2013年1月1日或之後開始之年度期間生效，並容許提早採用。

本公司董事預期國際財務報告準則第13號將本集團於2013年4月1日開始之年度期間之綜合財務報表中採用，現正評估應用國際財務報告準則第13號的影響。

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 3. Application of New and Revised International Financial Reporting Standards (“IFRSs”)

(Continued)

#### Amendments to IAS 1 Presentation of items of other comprehensive income

The amendments to IAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to IAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss; and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis.

The amendments to IAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

#### IAS 19 (as revised in 2011) Employee benefits

The amendments to IAS 19 change the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the “corridor approach” permitted under the previous version of IAS 19. The amendments require all actuarial gains and losses to be recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus.

The amendments to IAS 19 are effective for annual periods beginning on or after 1 January 2013 and require retrospective application with certain exceptions. The directors of the Company anticipate that the amendments to IAS 19 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 April 2013 and that the application of the amendments to IAS 19 may have impact on amounts reported in respect of the Groups’ defined benefit plans. However, the directors have not yet performed a detailed analysis of the impact of the application of the amendments and hence have not yet quantified the extent of the impact.

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

### 3. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)

(續)

#### 國際會計準則第1號(修訂本)呈列其他全面收益項目

國際會計準則第1號(修訂本)保留列示損益及其他全面收益為單一或分別兩個獨立但連續報表的選擇權。然而，國際會計準則第1號(修訂本)要求於其他全面收益部分作出額外披露使到其他全面收益項目歸類成兩個類別：(a)項目其後將不會重新分類至損益；及(b)項目其後當符合特定情況時可能會重新分類至損益。其他全面收益項目之所得稅須根據相同基礎分配。

國際會計準則第1號(修訂本)於2012年7月1日或之後開始之年度期間生效。當於未來會計期間應用該修訂時，其他全面收益項目之呈列將相應地變更。

#### 國際會計準則第19號(2011年經修訂)僱員福利

國際會計準則第19號(修訂本)改變定額福利計劃及終止福利之會計處理方式。最重大之轉變與定額福利責任及計劃資產之會計處理方式有關。該修訂規定於定額福利責任以及計劃資產之公平值出現轉變時予以確認，及因此取消國際會計準則第19號過往版本允許之「緩衝區法」。該修訂要求所有精算盈虧須即時透過其他全面收益確認，以令於綜合財務狀況表確認之淨退休金資產或負債可反映計劃虧絀或盈餘之全面價值。

國際會計準則第19號(修訂本)於2013年1月1日或之後開始之年度期間生效，除若干例外情況外須追溯應用。本公司董事預期，國際會計準則第19號(修訂本)將於本集團於2013年4月1日開始之年度期間之綜合財務報表中採納，而應用國際會計準則第19號(修訂本)可能影響就本集團之定額福利計劃呈報之金額。然而，董事仍未對應用該修訂之影響進行詳細分析，因此未能量化該影響之範圍。

本公司董事預期應用該等其他新訂及經修訂準則、修訂本或詮釋將不會對本集團及本公司的業績及財務狀況產生重大影響。

## 4. Significant Accounting Policies

The consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at fair values, and in accordance with the IFRSs. In addition, the consolidated financial statements includes applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The principal accounting policies adopted are as follows:

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein.

### Allocation of total comprehensive income to non-controlling interests

Total comprehensive income and expense of a subsidiary is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

### Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interest in a subsidiary that do not result in the Group losing control over the subsidiary are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

## 4. 重大會計政策

除若干金融工具按公平值計量外，綜合財務報表按歷史成本基準並根據國際財務報告準則編製。此外，綜合財務報表包括聯交所證券上市規則及香港《公司條例》規定的適用資料披露。

所採納之主要會計政策呈列如下：

### 綜合基準

綜合財務報表包括本公司及本公司控制實體（其附屬公司）的財務報表。倘本公司有權管轄一家實體的財務及營運政策，以致從該實體的業務中獲得利益，即被視為對該實體擁有控制權。

年內收購或出售的附屬公司的業績，自收購生效日期起計入綜合全面收益表內，或計算至出售生效日期（如適用）。

如有必要，附屬公司的財務報表會予以調整，使其會計政策與本集團其他成員公司所採用者一致。

集團內公司之間的一切交易、結餘及收支，均於綜合賬目時撇銷。

於附屬公司之非控股權益與本集團擁有的權益分開呈列。

### 分配全面收益總額至非控股權益

附屬公司的綜合全面收益與開支會分配予本公司擁有人及非控股權益，即使這將導致非控股權益金額為負數結餘。

### 本集團於現有附屬公司所有權權益變動

本集團於附屬公司擁有權變動並無導致本集團對附屬公司失去控制權，會按股本交易入賬。本集團的權益及非控股權益的賬面值經調整以反映彼等於附屬公司的有關權益變動。非控股權益的經調整金額與已付或已收代價的公平值間任何差額直接於權益中確認並歸屬於本公司擁有人。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 4. Significant Accounting Policies (Continued)

#### Business combination under common control

The consolidated financial statements incorporate the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities first came under the control of the controlling party.

The net assets of the combining entities or businesses are combined using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirers' interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest.

The consolidated statements of comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities first came under the common control combination, where there is a shorter period, regardless of the date of the common control combination.

#### Interest in an associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of the associate are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investment in an associate is initially recognised in the 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 associate. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interest that, in substance, form part of the Group's net investment in that associate), 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 associate.

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.

### 4. 重大會計政策(續)

#### 共同控制下的業務合併

綜合財務報表包括發生共同控制合併的合併實體或業務的財務報表項目，猶如合併實體或業務從首次受控制方控制當日已被合併。

合併實體或業務的資產淨值從控制方的角度以現有賬面值合併。以控制方權益持續為限，並無就商譽，或收購人於被收購人的可識別資產、負債及或然負債的公平淨值中的權益超過共同控制合併時成本的部分，確認任何金額。

綜合全面收益表包括合併實體或業務各自所呈列的最早日期或自合併實體開始共同控制合併的日期以來(以較短期間為準，毋須考慮共同控制合併的日期)的業績。

#### 於一家聯營公司之權益

聯營公司指本集團對其行使重大影響力的實體，而並非附屬公司及於合資企業的權益。重大影響力指參與投資對象的財務及營運政策的決策權力，惟並無對有關政策擁有控制權或共同控制權。

聯營公司的業績及資產和負債乃採用權益會計法計入綜合財務報表內。根據權益會計法，於聯營公司的投資初步按成本值於綜合財務狀況表內確認，其後經調整，以確認本集團分佔聯營公司損益及其他全面收益。當本集團分佔聯營公司虧損等於或超過本集團應佔該聯營公司的權益(包括構成本集團於該聯營公司所作實質的淨投資部分的任何長期權益)，則本集團不會再確認額外的分佔虧損。僅於本集團具有法定或推定責任或須代表該聯營公司付款時，方會確認額外虧損。

倘於重新評估後本集團分佔可識別資產、負債及或然負債之公平淨值多於收購成本，則差額即時於損益確認。

#### 4. Significant Accounting Policies (Continued)

##### Interest in an associate (Continued)

The requirements of IAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with IAS36 "Impairment of assets" 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 IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Where a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

##### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold in the normal course of business and net of discounts.

Sale of goods is recognised when goods are delivered and title has passed.

Service income is recognised when services are provided.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### 4. 重大會計政策(續)

##### 於一家聯營公司之權益(續)

國際會計準則第39號的規定適用於釐定有否必要確認本集團於聯營公司投資之減值虧損，如有必要，則將投資的全部賬面值(包括商譽)作為單一資產根據國際會計準則第36號「資產減值」透過比較其可收回金額(使用價值與公平值減銷售成本之較高者)與賬面值測試有否減值。任何確認之減值虧損屬投資賬面值的一部分。倘其後投資的可收回金額增加，則根據國際會計準則第36號確認該減值虧損的撥回。

倘一集團實體與本集團一家聯營公司交易，倘於有關一家聯營公司之權益與本集團無關，方會在本集團綜合財務報表確認與該聯營公司交易所產生的損益。

##### 營業額確認

營業額按已收或應收代價的公平值計量，乃指於一般業務過程中銷售商品的已收或應收款項(扣除折扣)。

銷售貨品於貨品交付及所有權轉移時確認。

服務收入在服務提供時確認。

當經濟利益可能流入本集團，且收入金額能夠可靠計量時，確認來自金融資產的利息收入。利息收入參照未償還本金額及適用的實際利率按時間基準累計，適用的實際利率指將金融資產於整個預計年期內的估計日後現金收入實際折現至該資產於初始確認時的賬面淨值的利率。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 4. Significant Accounting Policies (Continued)

#### Property, plant and equipment

Property, plant and equipment including land and buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

For land and buildings where the cost of land cannot be reliably allocated between the land and buildings elements, the cost of land and buildings are depreciated and amortised on a straight-line basis over the lease terms or 20 years, whichever is the shorter.

Depreciation is recognised so as to write off the cost of other property, plant and equipment, other than construction in progress and land and buildings, less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Plant and machinery	10%
Furniture, fixtures and equipment	20%–33 $\frac{1}{3}$ %
Leasehold improvements	Over the lease term, or 20%, whichever is the shorter
Motor vehicles	25%

The estimated useful lives, residual values and depreciation method are reviewed at the end of the reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Construction in progress is carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

### 4. 重大會計政策(續)

#### 物業、廠房及設備

物業、廠房及設備包括用以生產或提供貨品或服務或作行政用途的土地及樓宇(在建工程物業除外)，乃按成本值減其後累計折舊及累計減值虧損(如有)列賬於綜合財務狀況表。

就土地及樓宇而言，倘無法可靠從土地與樓宇之間分配土地成本，土地及樓宇的成本則會以直線法按租期或 20 年(以期限較短者為準)計提折舊及攤銷。

除在建工程及土地及樓宇外，其他物業、廠房及設備折舊乃按其估計可使用年期以直線法按以下年率確認，以撇銷其成本減剩餘價值：

廠房及機器	10%
傢俬、裝置及設備	20–33 $\frac{1}{3}$ %
租賃物業裝修	按租約年期，或 20% (以期限較短者為準)
汽車	25%

估計使用年期、剩餘價值及折舊方法於報告期終時檢討，並會考慮到未來估計任何變動的影響。

在建工程按成本值減任何確認減值虧損列賬。成本包括專業費用，以及合乎資格資產，並根據本集團會計政策撥充資本的貸款成本。有關物業於竣工及可供擬定用途時，歸類至物業、廠房及設備的適當類別。該等資產在可供擬定用途時，方開始如其他物業資產般計提折舊。

物業、廠房及設備項目乃於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目時產生之任何收益或虧損，按出售所得款項與該資產賬面值之差額釐定，並於損益內確認。



## 4. Significant Accounting Policies (Continued)

### Prepaid lease payments

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land elements and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated financial statements and is amortised over the lease term on a straight-line basis. Prepaid lease payments which are to be amortised in the next twelve months or less are classified as current assets.

When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit and loss in the period in which they are incurred.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using specific identification basis for gem-set jewellery and watches; and weighted average for other inventories.

## 4. 重大會計政策(續)

### 預付租賃款項

凡租賃包括土地及樓宇兩種部分，本集團以各部分的擁有權所承擔的絕大部分風險及回報是否已轉移本集團作為獨立評估其分類屬於融資或經營租賃的依據，但當兩者均明顯為經營租賃，則全部租賃歸類為經營租賃。具體而言，最低租賃款項(包括任何一次性預付款)被分配到的土地及樓宇部分的比例，以其租賃在開始時土地租賃權益和樓宇租賃權益的比例分配。

倘能可靠地分配租賃款項，入賬為經營租賃的租賃土地權益將於綜合財務報表列賬為「預付租賃款項」，並按租賃年期以直線法攤銷。於未來十二個月或以下進行攤銷的預付租賃款項會歸類為流動資產。

在租賃款項不能在土地及樓宇之間作可靠分配的情況下，全數租賃款項均被列為物業、廠房及設備的融資租賃入賬。

### 貸款成本

收購、建造或生產合資格資產(即需要一段頗長時間始能達致其擬定用途或出售的資產)的直接應計貸款成本均計入此等資產成本，直至此等資產大體上已可作其擬定用途或出售時為止。合資格資產有待支銷的特定貸款暫時投資所賺取的投資收入，自符合資本化條件的貸款成本中扣除。

所有其他貸款成本均於其產生的期間內於損益內確認。

### 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。就珠寶鑲嵌首飾及鐘錶而言，成本採用特定識別基準計算，而其他存貨則利用加權平均法計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### Financial assets

The Group's financial assets are mainly loans and receivables and financial assets at fair value through profit or loss ("FVTPL"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial assets, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amounts due from related companies, loan receivables, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment loss on financial assets.

### 4. 重大會計政策(續)

#### 金融工具

當集團實體成為工具合約條文的訂約方時，於綜合財務狀況表確認金融資產及金融負債。金融資產及金融負債初步按公平值計量。因收購或發行金融資產及金融負債(按公平值計入損益表之金融資產或金融負債除外)而直接產生的交易成本於首次確認時於該項金融資產或金融負債的公平值中計入或扣除(如適用)。因收購按公平值計入損益表之金融資產或金融負債而直接產生的交易成本即時於損益確認。

#### 金融資產

本集團的金融資產主要為貸款及應收款項及按公平值計入損益表之金融資產(「按公平值計入損益」)。分類視乎金融資產的性質及目的，於初步確認時釐定。所有定期方式購買或銷售的金融資產以交易日期作基準確認及取消確認。定期方式購買或銷售指要求按規則或市場慣例所定的時間規範內將資產運抵的金融資產買賣。

#### 實際利息法

實際利息法為計算金融資產於有關期間攤銷成本以及分配利息收入之方法。實際利率指將金融資產於整個預計可使用年期或(倘適用)較短期間內的估計未來現金收入(包括屬於實際利率一部分的所有已付或已收費用、交易成本及其他溢價或折讓)剛好貼現為初步確認時賬面淨值的利率。

就債務工具而言，利息收入按實際利息基準確認。

#### 貸款及應收款項

貸款及應收款項為具有固定或可釐定付款之非衍生金融資產，該等資產於活躍市場上並無報價。初次確認後，貸款及應收款項(包括貿易及其他應收款項、應收關聯公司款項、應收貸款、已抵押銀行存款、以及銀行結餘及現金)乃使用實際利息法按攤銷成本減任何金融資產已識別減值虧損列賬。

## 4. Significant Accounting Policies (Continued)

### Financial instruments (Continued)

#### Financial assets (Continued)

##### Financial assets at fair value through profit or loss

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial assets at FVTPL (including convertible bonds, derivative financial instruments) are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets.

#### Impairment of financial assets

Loans and receivables are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, observable changes in national or local economic conditions that correlate with default on receivables.

## 4. 重大會計政策(續)

### 金融工具(續)

#### 金融資產(續)

##### 按公平值計入損益之金融資產

被持有作買賣類別以外之金融資產，或會在初次確認時被指定為按公平值計入損益，倘：

- 該指定對銷或顯著降低使用其他方式將出現之衡量或確認不一致；或
- 受管理之金融資產構成一組金融資產或金融負債之部分或兩者，其表現根據本集團記錄之風險管理或投資策略按公平值基準評估，而有關分組之資料按該基準於內部提供；或
- 其組成包含一個或多個嵌入式衍生工具之合約部分，而國際會計準則第39號允許全部合併合約(資產或負債)指定為按公平值計入損益。

按公平值計入損益之金融資產(包括可換股債券、衍生金融工具)乃按公平值計量，連同其產生期間直接於損益確認之重新計量所引起之公平值變動。於損益確認之盈利或虧損淨額包括從金融資產賺取之任何股息或利息。

#### 金融資產減值

貸款及應收款項會於各報告期末評定是否有減值跡象。當有客觀證據顯示金融資產之估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時，該金融資產視為已減值。

減值的客觀證據可包括：

- 發行人或交易對方發生重大財務困難；或
- 違反合約，例如拖欠款項或延遲支付利息及本金；或
- 借款人極可能會破產或進行財務重組。

此外，就貿易應收款項而言，不會單獨作出減值之資產會匯集一併評估減值。應收款項組合出現減值之客觀證據包括本集團過往收款記錄、組合內超過平均信貸期的延遲付款數目增加、國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 4. Significant Accounting Policies (Continued)

#### Financial instruments (Continued)

##### Impairment of financial assets (Continued)

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date of the impairment loss is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimate future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

### 4. 重大會計政策(續)

#### 金融工具(續)

##### 金融資產減值(續)

關於按攤銷成本入賬的金融資產，減值虧損確認為資產賬面值與按金融資產原實際利率對估計未來現金流量貼現後的現值兩者之間的差額。

所有金融資產之減值虧損會直接自金融資產之賬面值扣減，惟貿易應收款項則除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益確認。當貿易應收款項視為不可收回時，其將於撥備賬內撇銷。於其後收回的已撇銷款項將計入損益。

倘於其後期間其減值虧損之金額減少，而該減少可以客觀地與確認減值虧損後發生之一項事件有關，則先前已確認之減值虧損透過損益撥回，惟該資產撥回減值虧損當日之賬面值不得超過該資產於未確認減值時之攤銷成本。

##### 金融負債及權益工具

集團實體發行之金融負債及權益工具乃根據所訂立合約安排之主旨與金融負債及權益工具之定義分類為金融負債或權益。

##### 權益工具

權益工具乃證明本集團於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本集團發行的權益工具按收取所得款項扣除直接發行成本確認。

##### 實際利息法

實際利息法為計算金融負債於有關期間之攤銷成本以及分配利息支出之方法。實際利率指將金融負債於預計可使用年期或(如適用)較短期間內的估計未來現金付款(包括組成實際利率、交易成本及其他溢價或折讓不可分割部份已付或已收之所有費用及點數)剛好貼現為初步確認時賬面淨值的利率。

利息開支按實際利息基準確認。

## 4. Significant Accounting Policies (Continued)

### Financial instruments (Continued)

#### Financial liabilities and equity instruments (Continued)

##### Financial liabilities

Financial liabilities including trade and other payables, amounts due to related companies, amounts due to non-controlling shareholders of subsidiaries and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Financial liabilities at fair value through profit or loss including gold loans and bullion forward contracts are measured at fair value, which changes in fair value arising on remeasurement are recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any interest paid on the financial liabilities.

##### Derivative financial instruments

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately.

#### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Impairment

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

## 4. 重大會計政策(續)

### 金融工具(續)

#### 金融負債及權益工具(續)

##### 金融負債

金融負債包括貿易及其他應付款項、應付關聯公司款項、應付附屬公司非控股股東款項及銀行貸款，隨後採用實際利息法按攤銷成本計量。

按公平值計入損益之金融負債(包括黃金借貸及黃金遠期合約)以公平值計量，其公平值因重新計量產生之變動於產生期間直接於損益內確認。在損益中確認的收益或虧損淨值不包括任何金融負債所付之利息。

##### 衍生金融工具

衍生工具按衍生工具合同簽訂日的公平值進行初始確認，在後續期間，則按其每一報告期末的公平值重新進行計量。產生的收益或虧損將立即計入損益。

#### 終止確認

本集團僅於資產現金流量之合約權利屆滿時，或將金融資產及資產所有權之絕大部分風險及回報轉讓予另一實體時取消確認金融資產。

完全終止確認金融資產時，資產賬面值與已於其他全面收益確認及於權益累計之累計收益或虧損間之差額乃於損益中確認。

僅於本集團的責任解除、取消或屆滿時，方終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之差額於損益確認。

#### 減值

於報告期末，本集團均會審閱其有形資產之賬面值，以釐定此等資產有否出現蒙受減值虧損的減值跡象。倘有任何減值虧損跡象出現，將會估計有關資產之可收回金額，藉以釐定減值虧損(如有)之程度。當無法估計個別資產之可收回數額時，本集團會估計該資產所屬現金產生單位之可收回數額。倘可確定合理一致之分配基準，企業資產亦分配至單個現金產生單位，否則該等資產會分配至可為其確定合理一致之分配基準之最小組別之現金產生單位。

可收回數額為公平值減出售成本與使用價值兩者之較高者。於評估使用價值時，估計未來現金流量採用反映貨幣時間價值及尚未調整估計未來現金流量之資產風險之當前市場評估之稅前貼現率貼現至其現值。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 4. Significant Accounting Policies (Continued)

#### Impairment (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes income or expense items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of each reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

### 4. 重大會計政策(續)

#### 減值(續)

倘資產(或現金產生單位)之可收回數額估計低於賬面值,則會將該項資產(或現金產生單位)之賬面值減至其可收回數額。減值虧損即時於損益內確認。

倘減值虧損其後撥回,則該資產之賬面值會增加至經修訂估計可收回金額,惟增加後的賬面值不得超出倘以往年度並無就該項資產(或現金產生單位)確認減值虧損而應有的賬面值。減值虧損撥回即時確認為收入。

#### 稅項

所得稅開支指即期應繳稅項與遞延稅項的總和。

即期應付稅項乃根據年內的應課稅溢利計算。由於應課稅溢利不包括須於其他年度應課稅或可扣稅的收入或開支項目,亦不包括毋須課稅或不可扣稅的收入或開支項目,故應課稅溢利與綜合全面收益表內列賬的溢利不同。本集團的即期稅項負債乃採用於各報告期末已實施或實質上已實施的稅率計算。

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利時採用的相應稅基之間的暫時性差異確認。所有應課稅暫時性差異一般均確認為遞延稅項負債。倘可能出現應課稅溢利可用作抵銷所有可扣減暫時性差異,則一般就所有可扣減暫時性差異確認為遞延稅項資產。若因商譽或首次確認一項交易之其他資產與負債而產生並無影響應課稅溢利或會計溢利的暫時性差異,則不會確認該等資產與負債。

除非本集團可控制有關暫時性差異的回撥及暫時性差異在可見將來都不會回撥,否則將就投資附屬公司及聯營公司相關的應課稅暫時性差異確認遞延稅項負債。與該等投資及權益相關的可扣減暫時性差異所產生的遞延稅項資產僅在動用暫時性差異利益時有足夠的應課稅溢利且預期在可見將來其將被撥回時,方可確認。

於報告期末會檢討遞延稅項資產的賬面值,並扣減至不可能再有足夠應課稅溢利以收回全部或部分資產為止。



## 4. Significant Accounting Policies (Continued)

### Taxation (Continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Current and deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax is also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rate prevailing at the end of each reporting period. Income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under translation reserve (attributable to non-controlling interests as appropriate). Such exchange differences are recognised in profit or loss in the period in which the foreign operation is disposed of.

In relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

## 4. 重大會計政策(續)

### 稅項(續)

遞延稅項資產及負債基於報告期末已頒佈或實質上已頒佈的稅率(及稅法)按償還負債或變現資產期間的預期適用稅率計算。遞延稅項負債及資產的計量反映本集團預期於報告期末收回或結算資產及負債賬面值的方式產生的稅務結果。即期及遞延稅項於損益確認，惟若與其他全面收益或直接於權益確認的項目相關者，則亦分別於其他全面收益表或直接在權益確認。當業務合併初步會計時產生即期或遞延稅項，稅務影響已計入業務合併的賬目。

### 外幣

編製各集團實體的財務報表時，以非該實體功能貨幣(外幣)進行的交易須按交易當日的匯率以各自的功能貨幣(即該實體經營所在主要經濟環境的貨幣)列賬。於各報告期末，以外幣計值的貨幣項目均按該日的匯率重新換算。以外幣計值按歷史成本計量的非貨幣項目則毋須重新換算。

因結算及重新換算貨幣項目而產生的滙兌差額均於產生期間計入損益。

為呈列綜合財務報表，本集團國外業務的資產及負債按各報告期末的匯率換算成本集團的呈列貨幣(即港元)。收支則按年內平均匯率換算，惟匯率於期內大幅波動則除外，在此情況下，採用交易日現行匯率。所產生滙兌差額(如有)於其他全面收益確認及累計於換算儲備項下權益。該等滙兌差額於海外業務被出售期間於損益內確認。

關於出售附屬公司部分權益，而不會導致本集團失去對該附屬公司的控制權，累計換算差額的按比例份額重新歸入非控股權益，並不於損益內確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 4. Significant Accounting Policies (Continued)

#### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term. Contingent rentals and concessionaire fees arising under operating leases are recognised as an expense in the period in which they are incurred.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Retirement benefits costs

Payments to retirement benefits plans and government-managed retirement benefits schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of the reporting period. All actuarial gains and losses of defined benefit plans are recognised immediately in profit or loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested, and otherwise is amortised on a straight-line basis over the average period until the amended benefits become vested.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the present value of the defined benefit obligation.

### 4. 重大會計政策(續)

#### 租賃

其條款將所有權絕大部分風險及回報轉讓予承租人的租賃分類為融資租賃。所有其他租賃均分類為經營租賃。

#### 本集團作為承租人

經營租賃付款按直線法於租期內確認為開支。經營租賃產生的或然租金及專權分成於所產生的期內確認為開支。

倘於訂立經營租賃時收取租賃優惠，則有關優惠確認為負債。優惠總利益以直線法確認為租金開支減少。

#### 政府補貼

除非有合理保證本集團將遵守政府補貼的附帶條件，並且將會收取該筆補貼，否則不會確認政府補貼。

於本集團確認擬作補償補貼的有關成本為開支的期間有系統地在損益內確認政府補貼。作為已產生開支或虧損的補償或作為給予本集團即時財務資助而無日後相關成本的應收政府補貼於可收取期間在損益確認。

#### 退休福利成本

向退休福利計劃及政府管理退休福利計劃支付款項於僱員已提供令其可享有該項供款的服務時確認為開支。

就定額退休福利計劃而言，提供福利的成本乃採用預計單位給付成本法計算，而精算估值於該報告期末進行。定額福利計劃的所有精算盈虧於產生期間即時在損益中確認。若有關福利經已歸屬予僱員，過往服務成本將即時確認，否則將於平均期間內以直線法攤銷，直至有關福利歸屬為止。

在綜合財務狀況表內確認的退休福利承擔，乃就定額福利承擔的現值。

## 5. Capital Risk Management

The Group manages its capital to ensure that the group entities will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance.

The capital structure of the Group consists of bank borrowings, gold loans and equity attributable to owners of the Company, comprising share capital, reserves and retained profits as disclosed in the consolidated financial statements.

The management of the Group reviews the capital structure regularly. The Group considers the cost of capital and the risks associated with each class of capital, and will balance its overall capital structure through the payment of dividends, new share issues as well as the raising of bank borrowings and gold loans.

## 6. Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year, are described below.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Net realisable value of inventories is based on estimated selling prices less any estimation costs to be incurred to completion and disposal. These estimates are based on the current market condition and the historical experience in selling goods of similar nature. It could change significantly as a result of changes in market conditions. The Group will reassess the estimation at the end of each reporting period. As at 31 March 2012, the carrying amount of inventories is HK\$29,694.2 million (2011: HK\$17,100.8 million).

## 5. 資本風險管理

本集團管理資本旨在確保集團實體可持續經營，並透過維持債務與股權的最佳平衡而為擁有人提供最大回報。

本集團的資本架構包括銀行貸款、黃金借貸和本公司擁有人應佔股權(包括綜合財務報表所披露之股本、儲備及保留溢利)。

本集團管理層定期檢討資本架構。本集團會考慮資本成本及各類資本相關的風險，亦透過派付股息、發行新股、籌集銀行貸款及黃金借貸平衡本集團整體資本架構。

## 6. 估計不明朗因素的主要來源

本公司董事於應用附註4所述之本集團會計政策時，須就無法直接通過其他來源獲得之資產及負債賬面值作出判斷、估計及假設。估計及相關假設是基於歷史經驗及視為相關之其他因素。實際結果可能與該等估計存在差異。

這些估計及相關假設會持續予以審閱。如會計估計的修訂僅對修訂期間產生影響，則其影響只會在當期確認；如會計估計的修訂對修訂期間及未來期間均產生影響，相關影響則同時在修訂當期和未來期間進行確認。

於報告年度末，有關未來的主要假設及其他估計不明朗因素之主要來源(於下一財政年度具有相當風險導致資產及負債賬面值出現重大調整)如下。

### 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。存貨之可變現淨值乃根據估計售價減完成及出售將予產生之任何估計成本而計算。該等估計乃根據銷售類似性質之貨品之當前市場條件及過往經驗作出，其可因市況變動而有重大變動。本集團將於各報告期末重新評估有關估計。截至2012年3月31日，存貨的賬面值為29,694.2百萬港元(2011年：17,100.8百萬港元)。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至2012年3月31日止年度

### 6. Key Sources of Estimation Uncertainty (Continued)

#### Useful lives, residual value and impairment of property, plant and equipment

The Group's management determines the estimated useful lives, residual value and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives and residual value of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives or residual value are expected to be shorter or lower than estimated, or it will write-off or write-down obsolete assets that have been abandoned or sold. Change in these estimations may have a material impact on the results of the Group, which would be recognised in profit or loss in the year when such change occurs. As at 31 March 2012, the carrying amount of property, plant and equipment is HK\$1,687.5 million (2011: HK\$1,165.3 million).

### 7. Financial Instruments

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in note 3.

#### Categories of financial instruments

### 6. 估計不明朗因素的主要來源(續)

#### 物業、廠房及設備的可使用年期、殘值及減值

本集團管理層釐定其物業、廠房及設備的估計可使用年期、殘值及有關折舊費用。有關估計乃根據性質及功能相若的物業、廠房及設備的實際可使用年期及殘值的過往經驗而進行。倘預期可使用年期或殘值將短於或低於估計水平，管理層將增加折舊開支或撇銷或撇減已報廢或售出的陳舊資產。該等估計的變動可能對本集團業績產生重大影響，而有關變動於出現年度的損益內確認入賬。截至2012年3月31日，物業、廠房及設備的賬面值為1,687.5百萬港元（2011年：1,165.3百萬港元）。

### 7. 金融工具

與各類金融資產及金融負債有關的所採納重大會計政策及方法的詳情（包括確認標準、計量基準以及確認收入及開支的基準）於附註3披露。

#### 金融工具類別

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等價物)	<b>14,386.0</b>	9,084.0
Financial assets at fair value through profit or loss:	按公平值計入損益之 金融資產：		
— Convertible bonds	— 可兌換債券	<b>24.8</b>	—
— Derivative financial instruments	— 衍生金融工具	<b>47.3</b>	—
		<b>14,458.1</b>	9,084.0
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	<b>9,971.0</b>	11,468.0
Gold loans at fair value through profit or loss	以公平值計入損益的黃金借貸	<b>5,806.6</b>	3,931.6
		<b>15,777.6</b>	15,399.6

## 7. Financial Instruments (Continued)

### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amounts due from related companies, loan receivables, convertible bonds, derivative financial instruments, pledged bank deposits, bank balances and cash, trade and other payables, amounts due to related companies, amounts due to non-controlling shareholders of subsidiaries, bank borrowings and gold loans. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (interest rate risk, currency risk and commodity price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### Market risk

##### Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loan receivables and certain trade receivables, amounts due to/from related companies and gold loans. The Group currently does not have any instruments to hedge against the fair value interest rate risk.

Also, the Group is exposed to cash flow interest rate risk through the impact of rate changes on interest bearing financial assets and liabilities, mainly interest bearing pledged bank deposits, bank balances and bank borrowings at variable interest rates. The Group currently does not have an interest rate hedging policy. However, the management will consider hedging significant interest rate risk should the need arise.

In the opinion of the directors of the Company, the cash flow interest rate risk is considered insignificant and therefore no sensitivity analysis is presented.

##### Currency risk

Certain group entities have foreign currency sales, which expose the Group to foreign currency risk. During the year ended 31 March 2012, about 0.7% (2011: 0.9%) of the Group's sales are denominated in currency other than the functional currency of the group entities. During the year ended 31 March 2012, about 4.9% (2011: 6.8%) of the Group's purchases, are denominated in currencies other than the functional currency of the group entities making the purchase. The carrying amounts of relevant group entities' foreign currency denominated monetary assets and liabilities other than their functional currency are disclosed in respective notes. In addition, certain group entities also have intra-group advances which are denominated in currencies other than that respective functional currency.

The Group mainly exposes to currency of United States dollars ("US\$") and Renminbi ("RMB"), which are arising from relevant group entities' foreign currency denominated monetary assets and liabilities for the Group's operating activities.

## 7. 金融工具(續)

### 金融風險管理目標及政策

本集團的主要金融工具包括貿易及其他應收款項、應收關聯公司款項、應收貸款、可兌換債券、衍生金融工具、已抵押銀行存款、銀行結餘及現金、貿易及其他應付款項、應付關聯公司款項、應付附屬公司非控股股東款項、銀行貸款以及黃金借貸。該等金融工具詳情於各附註披露。該等金融工具之相關風險包括市場風險(利率風險、貨幣風險及商品價格風險)、信貸風險及流動資金風險。如何減輕該等風險的政策載於下文。管理層管理及監控該等風險以確保及時有效地實施適當措施。

#### 市場風險

##### 利率風險

本集團須就應收固定利率貸款及若干貿易應收款項、應付/應收關聯公司款項及黃金借貸承擔公平值利率風險。本集團現在並無任何工具就公平值利率風險進行對沖。

此外，本集團因計息金融資產及負債(主要為計息已抵押銀行存款、銀行結餘和按浮動利率計息的銀行貸款)利率變動的影響而面對現金流量利率風險。本集團目前概無利率對沖政策。然而，管理層將於需要時考慮對沖重大利率風險。

由於本公司董事認為現金流量利率風險並不重大，故此並無呈列敏感度分析。

##### 貨幣風險

若干集團實體以外幣進行銷售，令本集團面臨外幣風險。於截至2012年3月31日止年度內，本集團約0.7%(2011年：0.9%)的銷售額並非以集團實體的功能貨幣計值。於截至2012年3月31日止年度內，本集團約4.9%(2011年：6.8%)的採購並非以進行採購的集團實體之功能貨幣計值。相關集團實體以外幣(彼等之功能貨幣除外)計值之貨幣資產及負債的賬面值於各附註披露。此外，若干集團實體亦有以其各自功能貨幣以外的貨幣計值的集團內公司間墊款。

本集團的經營活動所用相關集團實體以外幣計值的貨幣資產與負債令本集團主要面臨美元及人民幣之貨幣風險。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 7. Financial Instruments (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### Currency risk (Continued)

The Group currently does not have a foreign currency hedging policy to eliminate the currency exposures. However, the management monitors the related foreign currency exposure closely and will consider hedging significant foreign currency exposures should the need arise. No sensitivity analysis has been presented as the Group's exposure to currency risk is not significant.

##### Commodity price risk

The Group is engaged in the sale of jewellery includes gold products. The gold market is influenced by global as well as regional supply and demand conditions. A significant decline in prices of gold could adversely affect the Group's financial performance. In order to reduce the commodity price risk, the Group uses gold loans as well as derivative financial instruments, such as bullion forward contracts to reduce its exposure to fluctuations in the gold price on gold inventory. The derivative contracts are settled at maturity which usually in 3 months from date of inception and any fair value change is immediately recognised in profit or loss.

As at 31 March 2012, if the market price of gold had been higher or lower by 10%, the potential effect on the derivative financial instruments and gold loans and the resulting impact on profit after taxation for the year would decrease or increase approximately by HK\$598.5 million (2011: HK\$460.6 million).

##### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties failure to perform their obligations at the end of each reporting period in relation to each class of recognised financial assets is the carrying amount of those assets stated in the consolidated statements of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting periods to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk in trade receivables, with exposure spread over a number of counterparties.

The Group, however, has concentration of credit risk in relation to loan receivables from one borrower amounted to HK\$130.0 million at 31 March 2012 (2011: HK\$130.0 million) which accounted for 74% (2011: 86%) of the Group's loan receivables. At 31 March 2012 and 31 March 2011, such loan receivables are secured over certain properties in Hong Kong and the directors of the Company consider that the market values of these properties are in excess of the carrying amount of respective loan receivables at the end of the reporting period. The Group has the right to collect the secured properties when default by the borrower. In order to minimise the credit risk, the management has reviewed the recoverable amounts of the loan receivables regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk on loan receivables is significantly reduced.

The credit risk on pledged bank deposits and bank balances is minimal as such amounts are placed in banks with good reputation.

### 7. 金融工具(續)

#### 金融風險管理目標及政策(續)

##### 市場風險(續)

##### 貨幣風險(續)

本集團現時並無就撇除貨幣風險設定外幣對沖政策。然而，管理層會密切監察相關的外幣風險，需要時將考慮對沖重大的外幣風險。鑒於本集團承擔的貨幣風險並不重大，所以並無就此呈列敏感度分析。

##### 商品價格風險

本集團從事包括黃金產品等的珠寶銷售業務。黃金市場受全球以及地區供求狀況影響。黃金價格大幅下跌可對本集團之財務表現造成不利影響。為減低商品價格風險，本集團使用黃金借貸及黃金遠期合約等衍生金融工具，減少黃金價格波動為黃金存貨帶來之風險。該等衍生工具合約於屆滿時結算，而期限通常自其開始日起計3個月，如有公平值變動則立即於損益內確認。

於2012年3月31日，倘黃金市價上升或下跌10%，對衍生金融工具及黃金借貸的潛在影響及該年度的除稅後溢利的影響將分別減少或增加約598.5百萬港元(2011年：460.6百萬港元)。

##### 信貸風險

倘交易對手於各報告期末未能履行其責任，則本集團就各類已確認金融資產而面對的最大信貸風險，為綜合財務狀況表所列該等資產的賬面值。為盡量降低信貸風險，本集團管理層已委派一組人員專責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進措施收回逾期債務。此外，於報告期末，本集團會檢討個別貿易債項的可收回金額，以確保能就不可收回金額作出足夠的減值虧損。就此而言，本公司董事認為本集團的信貸風險已大大降低。

本集團於貿易應收款項中並無高度集中的信貸風險，風險分散至多名交易對手。

然而，本集團就截至2012年3月31日應收一名借款人貸款130.0百萬港元(2011年：130.0百萬港元)承擔信貸集中風險，此筆貸款佔本集團應收貸款的74%(2011年：86%)。於2012年3月31日及2011年3月31日，該等應收貸款以香港若干物業作抵押，而本公司董事認為報告期末，該等物業的市值超出各項應收貸款的賬面值。本集團有權在借款人拖欠款項時收回該等已抵押物業。為盡可能減低信貸風險，管理層定期檢討應收貸款的可收回金額，確保就無法收回的金額作充足的減值虧損撥備。就此，本公司董事認為，本集團有關應收貸款的信貸風險已大幅減低。

由於已抵押銀行存款及銀行結餘乃存入具良好聲譽的銀行，故該等款項的信貸風險甚為輕微。



## 7. Financial Instruments (Continued)

### Financial risk management objectives and policies

(Continued)

#### Liquidity risk

The management of the Group has built an appropriate liquidity risk management framework for the management of the Group's short and medium-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining banking facilities and by continuously monitoring forecasted and actual cash flows and the maturity profiles of its financial liabilities.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up to reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

		Weighted average interest rate	On demand or less than 3 months	3 months to 1 year	1 to 2 years	Total undiscounted cash flows	Carrying amount
		加權平均利率	於要求時或三個月內	三個月至一年	一至兩年	未貼現現金流量總額	賬面值
		%	HK\$ million	HK\$ million	HK\$ million	HK\$ million	HK\$ million
			百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
<b>Financial liabilities</b>	<b>金融負債</b>						
At 31 March 2012	於2012年3月31日						
Trade and other payables	貿易及其他應付款項	—	570.1	—	—	570.1	570.1
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項						
— Non-interest bearing portion	— 非計息部分	—	400.3	—	—	400.3	400.3
Bank borrowings	銀行貸款	4.0	1,604.3	4,227.0	3,479.5	9,310.8	9,000.6
Gold loans	黃金借貸	2.5	3,480.8	2,385.7	—	5,866.5	5,806.6
			6,055.5	6,612.7	3,479.5	16,147.7	15,777.6
At 31 March 2011	於2011年3月31日						
Trade and other payables	貿易及其他應付款項	—	589.0	—	—	589.0	589.0
Amounts due to related companies	應付關聯公司款項						
— Interest bearing portion	— 附息部分	5.0	380.3	—	—	380.3	380.3
— Non-interest bearing portion	— 非計息部分	—	7,453.0	—	—	7,453.0	7,453.0
Amounts due to non-controlling shareholders of subsidiaries	應付附屬公司非控股股東款項						
— Interest bearing portion	— 附息部分	6.1	9.3	—	—	9.3	9.1
— Non-interest bearing portion	— 非計息部分	—	155.6	—	—	155.6	155.6
Bank borrowings	銀行貸款	2.9	1,701.0	1,198.7	—	2,899.7	2,881.0
Gold loans	黃金借貸	1.8	2,884.5	1,080.0	—	3,964.5	3,931.6
			13,172.7	2,278.7	—	15,451.4	15,399.6

Notes:

- (i) The amounts included in above for variable rate bank borrowings are subject to change if changes in variable interest rates differ from those estimates of interest rates determined at the end of the reporting period.
- (ii) The amounts of gold loans are determined based on the gold price as at the end of the reporting period.

## 7. 金融工具(續)

### 金融風險管理目標及政策(續)

#### 流動資金風險

本集團管理層已為本集團的短期及中期資金建立適當的流動資金風險管理框架以及流動資金管理規定。本集團透過維持銀行融資以及持續監察預測及實際現金流量及其金融負債之到期情況管理流動資金風險。

下表為本集團之金融負債餘下合約到期日之詳情。該表格根據本集團可被要求支付金融負債之最早日期編製，以反映金融負債之未貼現現金流量。該表格包括利息及本金現金流量。

附註：

- (i) 倘若各報告期末的浮息利率變動有別於已釐定的利率估計，上列浮息銀行借款包括的數額或會改變。
- (ii) 黃金借貸的金額按各報告期末的金價釐定。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 7. Financial Instruments (Continued)

#### Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- the fair value of financial liabilities with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices; and
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The following table provides an analysis of convertible bonds, gold loans and bullion forward contracts that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

		Level 1 第1級 HK\$ million 百萬港元	Level 2 第2級 HK\$ million 百萬港元	Level 3 第3級 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
At 31 March 2012	於 2012 年 3 月 31 日				
Convertible bonds	可兌換債券	—	—	24.8	24.8
Derivative financial instruments	衍生金融工具	—	47.3	—	47.3
Gold loans	黃金借貸	5,806.6	—	—	5,806.6
At 31 March 2011	於 2011 年 3 月 31 日				
Gold loans	黃金借貸	3,931.6	—	—	3,931.6

Notes:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value of bullion forward contracts is determined based on Level 2 measurement, which were insignificant at 31 March 2011.

The fair value of convertible bonds is determined based on Level 3 measurement. No movement of such convertible bonds since the date of inception.

### 7. 金融工具(續)

#### 金融工具公平值

金融資產及金融負債之公平值乃以下列各項釐定：

- 訂有標準條款及條件且於高流通市場買賣之金融負債之公平值乃參考市場買入報價釐定；及
- 其他金融資產及金融負債(不包括衍生工具)之公平值乃根據公認定價模式，按照貼現現金流量分析釐定。

下表提供初步按公平值確認後計量之可兌換債券、黃金借貸及黃金遠期合約分析，按照公平值觀察所得程度分為1至3級。

附註：

- 第1級公平值計量為該等根據同類資產或負債於活躍市場之報價(未經調整)得出結果。
- 第2級公平值計量為該等根據第1級內所報價格外，就資產或負債觀察得出之輸入數據(不論為直接觀察得出(即價格)或經間接觀察得出(即自價格衍生)得出之結果)。
- 第3級公平值計量為該等使用估值技術得出之結果，估值技術包括並非根據可觀察市場數據得出之資產或負債輸入數據(不可觀察之輸入數據)。

此外，黃金遠期合約的公平值是以第2級計量的基準計算，此於2011年3月31日並不重大。

可兌換債券公平值以第3級計量予以釐定。該等可兌換債券自其生效日期起並無變動。

## 8. Revenue and Segment Information

Revenue represents the net amounts received and receivable for goods sold less returns and net of trade discounts.

Information reported to the chief operating decision maker (the “CODM”) which comprises executive directors of the Company, for the purposes of resource allocation and assessment of segment performance focuses on the locations of the operations, retail and wholesale markets. This is also the basis upon which the Group is arranged and organised. The Group’s operating and reportable segments under IFRS 8 are operations located in the Group’s places of domicile in Mainland China, and Hong Kong, Macau and other Asian markets. The revenue generated by each of the operating segments is mainly derived from sales of jewellery products and watches.

### (a) An analysis of the Group’s revenue and results by reportable segment

For the year ended 31 March 2012

		Mainland China	Hong Kong, Macau and other Asian Markets	Subtotal	Elimination	Total
		中國內地	香港、澳門 及其他 亞洲市場	小計	撇銷	總計
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Revenue	營業額					
External sales	外界銷售					
— Retail	— 零售	23,266.3	23,976.3	47,242.6	—	47,242.6
— Wholesale <sup>#</sup>	— 批發 <sup>#</sup>	8,750.1	578.4	9,328.5	—	9,328.5
		32,016.4	24,554.7	56,571.1	—	56,571.1
Inter-segment sales <sup>*</sup>	分部間銷售 <sup>*</sup>	240.1	4,398.3	4,638.4	(4,638.4)	—
		32,256.5	28,953.0	61,209.5	(4,638.4)	56,571.1
Segment profit	分部溢利	4,605.0	3,851.8	8,456.8	(16.7)	8,440.1
Interest income	利息收入					88.9
Finance costs	融資成本					(363.1)
Profit before taxation	除稅前溢利					8,165.9

\* Inter-segment sales are charged at prevailing market rates.

# Wholesale mainly represents sales to franchisees.

## 8. 營業額及分部資料

營業額指已收及應收售出商品款項減退貨及交易折扣的淨額。

主要營運決策者（「主要營運決策者」，即本公司執行董事）就資源分配及評估分部表現所獲滙報的資料集中於業務、零售及批發市場所在地。此亦為本集團進行安排及籌劃的基準。根據國際財務報告準則第8號，本集團的營運及可呈報分部為位於中國內地、香港、澳門及其他亞洲市場的業務經營。每一經營分部所產生的營業額主要來自銷售珠寶產品及鐘錶。

### (a) 本集團營業額及業績的可呈報分部分析

截至2012年3月31日止年度

\* 分部間銷售按現行市場價格支銷。

# 批發主要代表向加盟商的銷售。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 8. Revenue and Segment Information (Continued)

#### (a) An analysis of the Group's revenue and results by reportable segment (Continued)

For the year ended 31 March 2011

		Mainland China	Hong Kong, Macau and other Asian Markets 香港、澳門 及其他 亞洲市場	Subtotal	Elimination	Total
		中國內地 HK\$ million 百萬港元	HK\$ million 百萬港元	小計 HK\$ million 百萬港元	撇銷 HK\$ million 百萬港元	總計 HK\$ million 百萬港元
Revenue	營業額					
External sales	外界銷售					
– Retail	– 零售	14,595.1	15,438.0	30,033.1	–	30,033.1
– Wholesale#	– 批發#	4,876.7	132.7	5,009.4	–	5,009.4
		19,471.8	15,570.7	35,042.5	–	35,042.5
Inter-segment sales*	分部間銷售*	–	2,345.5	2,345.5	(2,345.5)	–
		19,471.8	17,916.2	37,388.0	(2,345.5)	35,042.5
Segment profit	分部溢利	2,301.6	2,375.5	4,677.1	(20.7)	4,656.4
Interest income	利息收入					70.3
Finance costs	融資成本					(102.2)
Share of results of an associate	分佔一家聯營公司 之業績					(4.7)
Profit before taxation	除稅前溢利					4,619.8

\* Inter-segment sales are charged at prevailing market rates.

# Wholesale mainly represents sales to franchisees.

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit generated from each segment without allocation of interest income, finance costs and share of results of an associate. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

### 8. 營業額及分部資料(續)

#### (a) 本集團營業額及業績的可呈報分部分析(續)

截至 2011 年 3 月 31 日止年度

\* 分部間銷售按現行市場價格支銷。

# 批發主要代表向加盟商的銷售。

可呈報分部的會計政策與附註 4 所述的本集團會計政策相同。分部溢利指在未分配利息收入、融資成本及分佔一家聯營公司之業績前各分部所產生的溢利。此為向主要營運決策者進行匯報以作資源分配及評估表現的計量基準。

## 8. Revenue and Segment Information (Continued)

### (b) Other segment information

Amounts included in the measure of segment profit or loss:

For the year ended 31 March 2012

		Mainland China 中國內地 HK\$ million 百萬港元	Hong Kong, Macau and other Asian markets 香港、澳門及 其他亞洲市場 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
Operating lease payments in respect of rented premises	承租物業經營租賃款項	125.8	547.0	672.8
Concessionaire fees	專櫃分成	2,171.3	22.6	2,193.9
Staff costs	員工成本	1,758.1	1,372.7	3,130.8

For the year ended 31 March 2011

截至2011年3月31日止年度

		Mainland China 中國內地 HK\$ million 百萬港元	Hong Kong, Macau and other Asian markets 香港、澳門及 其他亞洲市場 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
Operating lease payments in respect of rented premises	承租物業經營租賃款項	98.9	403.5	502.4
Concessionaire fees	專櫃分成	1,480.2	13.6	1,493.8
Staff costs	員工成本	1,024.6	796.4	1,821.0

## 8. 營業額及分部資料(續)

### (b) 其他分部資料

計量分部溢利或虧損的金額：

截至2012年3月31日止年度

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## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 8. Revenue and Segment Information (Continued)

#### (c) Analysis of the Group's property, plant and equipment and inventories by geographical location:

At 31 March 2012

		於 2012 年 3 月 31 日		
		Mainland China	Hong Kong, Macau and other Asian markets	Total
		中國內地	香港、澳門及 其他亞洲市場	總計
		HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元
Property, plant and equipment	物業、廠房及設備	1,509.1	178.4	1,687.5
Inventories	存貨	13,017.7	16,676.5	29,694.2

At 31 March 2011

		於 2011 年 3 月 31 日		
		Mainland China	Hong Kong, Macau and other Asian markets	Total
		中國內地	香港、澳門及 其他亞洲市場	總計
		HK\$ million	HK\$ million	HK\$ million
		百萬港元	百萬港元	百萬港元
Property, plant and equipment	物業、廠房及設備	1,095.7	69.6	1,165.3
Inventories	存貨	7,603.2	9,497.6	17,100.8

#### Segment assets and liabilities

Except for the above, no other assets and liabilities are included in the measures of the Group's segment reporting that are reviewed by the CODM. Accordingly, no segment assets and liabilities are presented.

#### 分部資產及負債

由於除以上所述外，主要營運決策者審閱的本集團分部呈報計量並無計入其他資產及負債，因此並無呈列分部資產及負債。



## 8. Revenue and Segment Information (Continued)

(d) An analysis of the Group's revenue by products is as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Sales of	銷售		
– Gem-set jewellery	– 珠寶鑲嵌首飾	15,378.1	8,962.9
– Gold products	– 黃金產品	29,742.1	18,724.7
– Platinum/karat gold products	– 鉑金/K金產品	7,813.4	4,869.4
– Watches	– 鐘錶	3,637.5	2,485.5
		<b>56,571.1</b>	35,042.5

No individual customer contributed over 10% of the total revenue of the Group in the respective years.

The Group's non-current assets, excluding financial instruments and interest in an associate, by geographical areas are as follows:

概無個別客戶佔本集團各年總營業額10%以上。

按地域位置劃分的本集團非流動資產(不包括金融工具及於一家聯營公司之權益)分析如下:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Mainland China	中國內地	1,954.5	1,414.8
Hong Kong, Macau and other Asian markets	香港, 澳門及其他亞洲市場	178.4	69.5
		<b>2,132.9</b>	1,484.3

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### 9. Other Income

### 9. 其他收入

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Interest income from	利息收入		
— banks	— 銀行	37.7	13.9
— amounts due from related companies	— 應收關聯公司款項	24.9	51.4
— loan receivables	— 應收貸款	5.9	5.0
— trade receivables	— 貿易應收款項	20.4	—
Franchise income	加盟費收入	64.1	36.7
Government grants	政府補貼	13.4	12.1
Discount on acquisition (note 32)	收購折讓(附註 32)	—	17.2
Gain on scrap sales	廢料銷售收益	54.6	41.5
Others	其他	6.2	16.8
		<b>227.2</b>	<b>194.6</b>

### 10. Other Gains and Losses

### 10. 其他收益及虧損

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(4.4)	(5.6)
Net foreign exchange gain	滙兌收益淨額	23.7	41.8
Others	其他	(1.9)	3.7
		<b>17.4</b>	<b>39.9</b>

### 11. Finance Costs

### 11. 融資成本

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Interest on borrowings wholly repayable within five years	須於五年內全部償付的貸息		
— bank loans	— 銀行貸款	247.9	37.4
— gold loans	— 黃金借貸	107.3	46.2
— amounts due to related companies	— 應付關聯公司款項	7.9	18.6
		<b>363.1</b>	<b>102.2</b>

## 12. Profit before Taxation

## 12. 除稅前溢利

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Profit before taxation has been arrived at after charging:	除稅前溢利已扣除：		
Directors' remuneration (note 13)	董事酬金(附註13)	90.2	25.6
Other staff's retirement benefits scheme contributions	其他員工退休福利計劃供款	311.7	138.4
Other staff costs	其他員工成本	2,728.9	1,657.0
		<b>3,130.8</b>	1,821.0
Amortisation of prepaid lease payments	預付租賃款項攤銷	11.0	7.9
Auditors' remuneration	核數師酬金	5.1	7.6
Concessionaire fees (included in selling and distribution costs)	專櫃分成 (已計入銷售及分銷成本)	2,193.9	1,493.8
Cost of inventories recognised as expenses	存貨成本確認為開支	39,080.3	24,043.1
Depreciation	折舊	390.5	246.8
Donations (included in other expenses)	捐獻(已計入其他開支)	17.6	122.1
Fair value changes of gold loans (included in cost of goods sold)	黃金借貸的公平值變動 (計入銷售成本內)	345.8	725.7
Net loss on bullion forward contracts designated as at fair value through profit or loss (included in cost of goods sold)	指定為按公平值計入損益的黃金遠期合約虧損淨額 (計入銷售成本內)	174.8	224.6
Operating lease rentals in respect of rented premises	承租物業經營租賃租金	672.8	502.4
Professional expenses attributable to issue of shares (included in other expenses)	發行股份應佔專業費用(已計入其他開支)	111.4	—

## 13. Directors' and Employees' Emoluments

## 13. 董事及僱員酬金

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Directors' fees	董事袍金	1.5	—
Other emoluments to directors	董事的其他酬金		
— salaries and other benefits	— 薪金及其他福利	23.8	16.2
— performance-based bonus	— 績效花紅	63.2	8.4
— retirement benefits scheme contributions	— 退休福利計劃供款	1.7	1.0
		<b>90.2</b>	25.6

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### 13. Directors' and Employees' Emoluments (Continued)

Details of emoluments paid by the Group to the directors of the Company are as follows:

### 13. 董事及僱員酬金(續)

本集團向本公司董事支付的酬金詳情如下：

		2012 2012年					2011 2011年				
		Director's fee	Salaries and other benefits	Performance- based bonus*	Retirement benefit scheme contribution	Total	Director's fee#	Salaries and other benefits	Performance- based bonus	Retirement benefit scheme contribution	Total
		董事袍金	薪金及 其他福利	績效花紅*	退休福利 計劃供款	總計	董事袍金*	其他福利	績效花紅	計劃供款	總計
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
<i>Honorary chairman and non-executive director:</i> 名譽主席及非執行董事：											
Dato' Dr. Cheng Yu-Tung	拿督鄭裕彤博士	0.1	2.7	0.8	0.1	3.7	—	2.0	1.1	0.1	3.2
<i>Chairman and executive director:</i> 主席及執行董事：											
Dr. Cheng Kar-Shun, Henry	鄭家純博士	0.1	2.2	2.9	0.1	5.3	—	1.5	0.8	0.1	2.4
<i>Managing director:</i> 董事總經理：											
Mr. Wong Siu-Kee, Kent	黃紹基先生	0.1	3.6	12.9	0.2	16.8	—	2.5	1.5	0.2	4.2
<i>Executive directors:</i> 執行董事：											
Mr. Cheng Chi-Kong, Adrian	鄭志剛先生	0.1	0.2	2.2	0.1	2.6	—	—	—	—	—
Mr. Cheng Chi-Heng, Conroy	鄭志恒先生	0.1	1.9	6.0	0.4	8.4	—	1.2	0.5	0.1	1.8
Mr. Chan Sai-Cheong	陳世昌先生	0.1	2.6	6.5	0.1	9.3	—	1.8	0.8	0.1	2.7
Mr. Chan Hiu-Sang, Albert	陳曉生先生	0.1	2.6	6.6	0.1	9.4	—	1.8	1.0	0.1	2.9
Mr. Cheng Ping-Hei, Hamilton	鄭炳熙先生	0.1	1.8	6.0	0.4	8.3	—	1.3	0.5	0.1	1.9
Mr. Suen Chi-Keung, Peter	孫志強先生	0.1	1.7	6.3	0.1	8.2	—	1.1	0.6	0.1	1.8
<i>Non-executive directors:</i> 非執行董事：											
Mr. Cheng Kam-Biu, Wilson	鄭錦標先生	0.1	1.9	6.4	—	8.4	—	1.2	0.6	—	1.8
Mr. Koo Tong-Fat	古堂發先生	0.1	2.6	6.6	0.1	9.4	—	1.8	1.0	0.1	2.9
<i>Independent non-executive directors:</i> 獨立非執行董事：											
Dr. Fung Kwok-King, Victor	馮國經博士	0.1	—	—	—	0.1	—	—	—	—	—
Mr. Kwong Che-Keung, Gordon	鄺志強先生	0.1	—	—	—	0.1	—	—	—	—	—
Mr. Lam Kin-Fung, Jeffery	林健鋒先生	0.1	—	—	—	0.1	—	—	—	—	—
Mr. Or Ching-Fai, Raymond	柯清輝先生	0.1	—	—	—	0.1	—	—	—	—	—
Total	總計	1.5	23.8	63.2	1.7	90.2	—	16.2	8.4	1.0	25.6

Notes:

\* The performance-based bonus is discretionary based on the Group's financial results and directors' performance as may be decided by the management of the Group.

The performance-based bonus included payments related to a scheme for directors and certain senior management, which was terminated during the year ended 31 March 2012.

# No director's fee was paid for the year ended 31 March 2011 as decided by the board of directors of the Company.

附註：

\* 績效花紅乃由本集團管理層按本集團的財務業績及董事表現酌情釐定。

績效花紅包括一項與董事及高級管理人員花紅計劃有關的付款，而此計劃已於截至2012年3月31日止年度終止。

# 截至2011年3月31日止年度，按本公司董事會議定，並無支付任何董事袍金。

### 13. Directors' and Employees' Emoluments

(Continued)

The five highest paid individuals included four directors (2011: four) of the Company, details of whose emoluments are included above. The emoluments of the remaining highest paid individual during the year were as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Employees	僱員		
— salaries and other benefits	— 薪金及其他福利	13.2	10.7
— performance-based bonus	— 績效花紅	0.6	0.8
— retirement benefits scheme contributions	— 退休福利計劃供款	0.1	0.1
		<b>13.9</b>	11.6

His emoluments were within the following bands:

彼等薪酬乃介乎下列範圍：

		2012 2012年	2011 2011年
HK\$11,500,001 to HK\$12,000,000	11,500,001港元至12,000,000港元	—	1
HK\$13,500,001 to HK\$14,000,000	13,500,001港元至14,000,000港元	1	—

During the year ended 31 March 2012, no emoluments were paid by the Group to the directors of the Company or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors have waived any emoluments during the year ended 31 March 2012.

截至2012年3月31日止年度，本集團並無向本公司董事或五名最高酬金人士(包括董事及僱員)支付酬金，以吸引彼等加入或當加入本集團時的獎勵或作為離職補償。截至2012年3月31日止年度並無任何董事放棄任何薪酬。

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### 14. Taxation

### 14. 稅項

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
The taxation charge comprises:	稅項開支包括：		
Current tax:	即期稅項：		
Enterprise Income Tax (“EIT”) in Mainland China	中國內地企業所得稅	976.2	519.1
Hong Kong Profits Tax	香港利得稅	563.0	366.5
Macau complementary tax	澳門補充稅	111.7	55.9
		<b>1,650.9</b>	941.5
(Over) under-provision in prior years:	過往年度(超額撥備)撥備不足：		
EIT in Mainland China	中國內地企業所得稅	10.7	5.8
Hong Kong Profits Tax	香港利得稅	(87.3)	—
Macau complementary tax	澳門補充稅	(0.7)	—
		<b>(77.3)</b>	5.8
Withholding tax on license income from Mainland China	中國內地授權收入預扣稅	21.4	—
		<b>1,595.0</b>	947.3

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

Under the Enterprise Income Tax Law (the “EIT Law”) of the People’s Republic of China (“PRC”) and Implementation Regulation of the EIT Law, the tax rate of the subsidiaries in Mainland China is 25% from 1 January 2008 onwards, while Chow Tai Fook Jewellery (Shenzhen) Company Limited (“Shenzhen CTF”) is under progressive tax rates from 18% to 25% over 5 years from 1 January 2008.

Pursuant to relevant laws and regulations in Mainland China, Lida Noble Metal Technology and Development (Shenzhen) Limited (“Shenzhen Lida”) and Foshan Shunde Yuda Jewellery Manufacturing Limited (“Shunde Yuda”) were entitled to exemption from PRC income tax for two years commencing from the year ended 31 December 2007 and 31 December 2008, their first profit-making year, followed by a 50% reduction from the year ended 31 December 2009 and 31 December 2010 for three years respectively.

香港利得稅乃按兩個年度的估計應課稅溢利按 16.5% 稅率計算。

根據中華人民共和國(「中國」)企業所得稅法(「企業所得稅法」)及其實施細則，中國內地附屬公司的稅率自 2008 年 1 月 1 日起為 25%，周大福珠寶金行(深圳)有限公司(「深圳周大福」)則按累進稅率計算稅項，自 2008 年 1 月 1 日起於 5 年間由 18% 升至 25%。

根據中國內地的相關法律法規，利達貴金屬工藝技術開發(深圳)有限公司(「深圳利達」)及佛山市順德區裕達珠寶首飾製造有限公司(「順德裕達」)分別自截至 2007 年 12 月 31 日及 2008 年 12 月 31 日止年度(彼等首個獲利年度)起兩年可獲豁免中國所得稅，並分別自截至 2009 年 12 月 31 日及 2010 年 12 月 31 日止年度起在其後三年獲減半稅率。



## 14. Taxation (Continued)

Macau complementary tax is calculated at the maximum progressive rate of 12% on the estimated assessable profit for the year.

No provision for taxation has been made for the operation in Taiwan as there was no assessable profit for the year.

Taxation charge for the year can be reconciled to the profit per the consolidated statement of comprehensive income as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Profit before taxation	除稅前溢利	<b>8,165.9</b>	4,619.8
Tax at the applicable income tax rate (Mainland China: 25%; Hong Kong: 16.5%; Macau: 12%)	按適用所得稅率計算的稅項 (中國內地: 25%; 香港: 16.5%; 澳門: 12%)	<b>1,628.3</b>	953.5
Tax effect of expenses not deductible for tax purposes	不可扣稅開支的稅務影響	<b>26.8</b>	98.2
Tax effect of income not taxable for tax purposes	毋須課稅收入的稅務影響	<b>(74.4)</b>	(22.4)
Tax effect of tax losses not recognised	未獲確認稅項虧損的稅務影響	<b>1.7</b>	1.3
Utilisation of tax losses previously not recognised	動用先前未獲確認的稅項虧損	<b>(0.3)</b>	(18.1)
Tax effect of tax exemptions granted to certain subsidiaries in Mainland China	若干中國內地附屬公司稅項 豁免的稅務影響	<b>(213.9)</b>	(141.4)
Tax effect of deductible temporary differences not recognised	未獲確認可扣減暫時性差異 的稅務影響	<b>270.0</b>	79.9
Withholding tax on license income from Mainland China	中國內地授權收入預扣稅	<b>21.4</b>	—
(Over)underprovision in prior years	過往年度撥備(過度)不足	<b>(77.3)</b>	5.8
Others	其他	<b>12.7</b>	(9.5)
Taxation charge for the year	年內稅項支出	<b>1,595.0</b>	947.3

## 14. 稅項(續)

澳門補充稅乃按年內的估計應課稅溢利按最高累進稅率12%計算。

由於年內並無應課稅溢利，因此並無就台灣的營運作出稅項撥備。

年內稅項支出可與綜合全面收益表溢利對賬如下：

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### 14. Taxation (Continued)

At 31 March 2012, the Group has tax losses of HK\$29.7 million (2011: HK\$22.9 million) not recognised as deferred tax assets. All of the unrecognised tax losses may be carried forward indefinitely, except for HK\$11.5 million (2011: HK\$7.4 million) which will be expired as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Tax losses expiring in	稅項虧損將於以下年份屆滿		
– 2015	– 2015年	–	2.1
– 2016	– 2016年	6.8	5.3
– 2017	– 2017年	4.7	–
		11.5	7.4

Also, at 31 March 2012, the Group has deductible temporary differences of HK\$2,681.3 million (2011: HK\$1,430.1 million) not recognised as deferred tax assets. Tax effect of such deductible temporary differences as at 31 March 2012 was HK\$619.3 million (2011: HK\$213.6 million).

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by subsidiaries in Mainland China from 1 January 2008 onwards. Deferred taxation has not been provided for in the financial statements in respect of retained profits of the subsidiaries in Mainland China amounting to HK\$10,651.9 million (2011: HK\$6,602.4 million), as the Group is able to control the timing of the distribution of such retained profits and it will not be distributed in the foreseeable future. Tax effect of such taxable temporary differences as at 31 March 2012 was HK\$532.6 million (2011: HK\$330.1 million).

### 15. Earnings per Share

The calculation of the basic earnings per share for the year is based on the consolidated profits attributable to owners of the Company for the year and on the weighted average number of 9,259,836,066 (2011: 8,950,000,000) shares in issue during the year on the assumption that the Group Reorganisation and the capitalisation issue as detailed in note 31 have been in effective on 1 April 2010.

No dilutive earnings per share is presented as there were no potential dilutive shares during both years.

### 16. Dividends

During the year ended 31 March 2012, the Group distributed interim dividends totalling of HK\$4,550.3 million, of which HK\$7.1 million was included in amounts due to non-controlling shareholders of subsidiaries (2011: HK\$759.3 million, of which HK\$750.0 million was settled by a related company and hence included in amounts due to related companies as at 31 March 2011), to their shareholders prior to the Group Reorganisation. Other than the above, no dividend has been paid or declared by other companies comprising the Group during the year.

A final dividend of HK10.0 cents per share for the year ended 31 March 2012 has been proposed by the directors of the Company and is subject to approval by shareholders in annual general meeting of the Company.

### 14. 稅項(續)

於 2012 年 3 月 31 日，本集團未確認為遞延稅項資產的稅項虧損為 29.7 百萬港元 (2011 年：22.9 百萬港元)。所有未確認稅項虧損可無限期結轉，惟 11.5 百萬港元 (2011 年：7.4 百萬港元) 將於下列時間屆滿：

	2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
稅項虧損將於以下年份屆滿		
– 2015年	–	2.1
– 2016年	6.8	5.3
– 2017年	4.7	–
	11.5	7.4

此外，於 2012 年 3 月 31 日，本集團未確認為遞延稅項資產的可扣減暫時性差異為 2,681.3 百萬港元 (2011 年：1,430.1 百萬港元)。上述於 2012 年 3 月 31 日可扣減暫時性差異的稅務影響為 619.3 百萬港元 (2011 年：213.6 百萬港元)。

根據中國企業所得稅法，中國內地的附屬公司須就自 2008 年 1 月 1 日起所賺取溢利在宣派股息時繳交預扣稅。本集團並無於財務報表內就中國內地附屬公司的保留溢利 10,651.9 百萬港元 (2011 年：6,602.4 百萬港元) 有關的遞延稅項作出撥備，原因是本集團可控制分派保留溢利的時間，並於可見將來都不會分派有關保留溢利。上述於 2012 年 3 月 31 日應課稅暫時性差異的稅務影響為 532.6 百萬港元 (2011 年：330.1 百萬港元)。

### 15. 每股盈利

年度每股基本盈利是基於本公司擁有人應佔年內綜合溢利，以及年內已發行加權平均 9,259,836,066 股股份計算 (2011 年：8,950,000,000 股)，其中假設附註 31 所詳述集團重組及資本化發行已於 2010 年 4 月 1 日生效。

由於兩個年度並無潛在攤薄股份，故並無呈列每股攤薄盈利。

### 16. 股息

截至 2012 年 3 月 31 日止年度，本集團向其集團重組前的股東派付合共 4,550.3 百萬港元的中期股息，其中 7.1 百萬港元計入應付附屬公司非控股股東款項 (2011 年：759.3 百萬港元，關聯公司支付其中 750.0 百萬港元，故此該 750.0 百萬港元計入截至 2011 年 3 月 31 日應付關聯公司款項)。除以上之外，概無組成本集團的其他公司於年內派付或宣派任何股息。

本公司董事建議就截至 2012 年 3 月 31 日止年度派發末期股息每股 10.0 港仙，並須待本公司股東於股東週年大會上批准後，才告作實。

## 17. Property, Plant and Equipment

## 17. 物業、廠房及設備

		Land and buildings 土地及樓宇 HK\$ million 百萬港元	Plant and machinery 廠房及機器 HK\$ million 百萬港元	Furniture fixtures and equipment 傢俬、裝置及設備 HK\$ million 百萬港元	Leasehold improvements 租賃物業裝修 HK\$ million 百萬港元	Motor vehicles 汽車 HK\$ million 百萬港元	Construction in progress 在建工程 HK\$ million 百萬港元	Total 總計 HK\$ million 百萬港元
<b>COST</b>	<b>成本</b>							
At 1 April 2010	於2010年4月1日	626.8	33.6	358.3	364.6	12.2	0.3	1,395.8
Currency realignment	貨幣調整	34.2	1.8	9.0	20.7	0.6	0.6	66.9
Acquired on acquisition of subsidiaries (note 32)	因收購附屬公司而購入 (附註32)	—	—	0.3	—	—	—	0.3
Additions	添置	130.8	14.3	174.7	140.7	8.5	71.6	540.6
Transfer	轉撥	51.4	—	—	—	—	(51.4)	—
Disposals	出售	—	(1.8)	(19.7)	—	(0.1)	—	(21.6)
At 31 March 2011	於2011年3月31日	843.2	47.9	522.6	526.0	21.2	21.1	1,982.0
Currency realignment	貨幣調整	31.3	1.1	9.9	19.4	0.7	1.1	63.5
Acquired on acquisition of subsidiaries (note 32)	因收購附屬公司而購入 (附註32)	62.7	24.9	15.4	3.4	1.2	34.9	142.5
Additions	添置	86.2	50.6	306.9	250.6	11.8	43.1	749.2
Transfer	轉撥	15.1	—	—	—	—	(15.1)	—
Disposals	出售	—	(10.0)	(25.3)	(3.4)	(3.0)	—	(41.7)
At 31 March 2012	於2012年3月31日	1,038.5	114.5	829.5	796.0	31.9	85.1	2,895.5
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 April 2010	於2010年4月1日	75.3	9.8	226.3	242.7	7.1	—	561.2
Currency realignment	貨幣調整	4.1	0.4	3.4	14.2	0.2	—	22.3
Provided for the year	年內撥備	32.6	4.1	100.4	106.7	3.0	—	246.8
Eliminated on disposals	出售撇銷	—	(1.0)	(12.5)	—	(0.1)	—	(13.6)
At 31 March 2011	於2011年3月31日	112.0	13.3	317.6	363.6	10.2	—	816.7
Currency realignment	貨幣調整	4.3	0.5	4.4	15.1	0.3	—	24.6
Provided for the year	年內撥備	42.8	9.9	164.1	168.6	5.1	—	390.5
Eliminated on disposals	出售撇銷	—	(1.9)	(16.1)	(3.4)	(2.4)	—	(23.8)
At 31 March 2012	於2012年3月31日	159.1	21.8	470.0	543.9	13.2	—	1,208.0
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 March 2012	於2012年3月31日	879.4	92.7	359.5	252.1	18.7	85.1	1,687.5
At 31 March 2011	於2011年3月31日	731.2	34.6	205.0	162.4	11.0	21.1	1,165.3

The carrying values of the Group's properties which are situated on land under medium-term leases is analysed as follows:

位於中期租賃土地的本集團物業的賬面值分析如下：

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
In Hong Kong	香港	5.5	5.9
In Mainland China	中國內地	872.0	725.3
In South Africa	南非	1.9	—
		<b>879.4</b>	731.2

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### 18. Prepaid Lease Payments

### 18. 預付租賃款項

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Carrying amount	賬面值		
At 1 April	在 4 月 1 日	97.9	—
Currency realignment	貨幣調整	3.4	3.1
Additions	添置	—	102.7
Arising from acquisition of subsidiaries (note 32)	因收購附屬公司而產生(附註 32)	16.7	—
Charged to profit or loss during the year	於年內自損益扣除	(11.0)	(7.9)
At 31 March	於 3 月 31 日	107.0	97.9
Comprising land use rights held under medium-term leases situated in Mainland China	包括位於中國內地根據中期租賃持有的土地使用權	107.0	97.9
Analysed for reporting purposes as:	就報告用途而就下列各項的分析：		
Current assets (included in trade and other receivables)	流動資產(包括在貿易及其他應收款項內)	11.3	10.6
Non-current assets	非流動資產	95.7	87.3
		107.0	97.9

### 19. Interest in an Associate

### 19. 於一家聯營公司之權益

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Cost of investment	投資成本	7.8	7.8
Share of post-acquisition profits and other comprehensive income, net of dividends received	分佔收購後溢利及其他全面收益(不計所收股息)	2.3	37.4
		10.1	45.2

Details of the associate are set out as below:

聯營公司之詳情如下：

Name of company 公司名稱	Place and date of establishment 成立地點及日期	Issue and fully paid registered capital 已發行及繳足註冊資本	Attributable equity interest 應佔股權		Principal activities 主要業務
			2012 2012年	2011 2011年	
Wuhan Xinfu Jewellery Company Limited ("Wuhan Xinfu") 武漢新福珠寶金行有限公司 〔武漢新福〕	PRC 13 August 1993 中國 1993年8月13日	Registered capital RMB33,004,060 註冊資本 人民幣 33,004,060 元	25%	25%	Inactive 無營業

The cost of investment in an associate represents the Group's contribution to 25% registered capital of Wuhan Xinfu which is established in the PRC and became inactive during the year ended 31 March 2011.

於一家聯營公司的投資成本指本集團貢獻於武漢新福的25%註冊資本。武漢新福於中國成立，並於截至2011年3月31日止年度暫停營業。

## 19. Interest in an Associate (Continued)

The summarised financial information in respect of the Group's associate is set out below:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Total assets	資產總值	40.3	190.3
Total liabilities	負債總額	—	(9.6)
Net assets	資產淨值	40.3	180.7
Group's share of associate's net assets	本集團分佔聯營公司資產淨值	10.1	45.2
Revenue	營業額	—	—
Loss for the year	年內虧損	—	(18.9)
Other comprehensive income	其他全面收益	6.0	8.6
Group's share of results of an associate	本集團分佔一家聯營公司之業績	—	(4.7)
Group's share of other comprehensive income of an associate	本集團分佔一家聯營公司之其他全面收益	1.5	2.1
		1.5	(2.6)

## 20. Loan Receivables

As at 31 March 2012, the balance included loans to certain customers of HK\$30.3 million (2011: nil), which is secured by certain assets of the customers and bears fixed interest rates ranging from 9.1% to 10.1% per annum with a maturity period ranging from six to twelve months. The remaining balances of loan receivables are secured over certain properties in Hong Kong owned by the debtors with fixed interest rates ranging from 2.5% to 3.8% per annum. The Group is not permitted to sell or repledge the collateral in the absence of default by the debtors.

Loan receivables are classified as current or non-current assets based on contractual terms or the timing of recovery as expected by the management. All loan receivables are neither past due nor impaired as at 31 March 2012 and 31 March 2011.

## 19. 於一家聯營公司之權益(續)

有關本集團的聯營公司的財務資料概要載列如下：

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Total assets	資產總值	40.3	190.3
Total liabilities	負債總額	—	(9.6)
Net assets	資產淨值	40.3	180.7
Group's share of associate's net assets	本集團分佔聯營公司資產淨值	10.1	45.2
Revenue	營業額	—	—
Loss for the year	年內虧損	—	(18.9)
Other comprehensive income	其他全面收益	6.0	8.6
Group's share of results of an associate	本集團分佔一家聯營公司之業績	—	(4.7)
Group's share of other comprehensive income of an associate	本集團分佔一家聯營公司之其他全面收益	1.5	2.1
		1.5	(2.6)

## 20. 應收貸款

於2012年3月31日結餘包括向若干客戶所提供的貸款30.3百萬港元(2011年：零元)。貸款以客戶的若干資產作抵押，固定年利率由9.1%至10.1%不等，期限為6個月至12個月。餘下的應收貸款以債務人擁有的香港若干物業作出抵押，固定年利率為2.5%至3.8%。倘債務人並無違約情況，本集團不得出售或再抵押有關抵押品。

應收貸款基於合約條款或管理層預期的可收回時間而被分類為流動或非流動資產。於2012年3月31日及2011年3月31日的所有應收貸款為未逾期亦未減值。

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### 20. Loan Receivables (Continued)

For the loan receivables that are secured over certain properties in Hong Kong, the directors of the Company consider that the market values of these properties are in excess of the carrying amount of loan receivables at the end of the reporting period. In determining the recoverability of the loan receivables, the Group regularly monitors the changes in credit quality of the loan receivables. The directors of the Company are of the opinion that no impairment is considered necessary in respect of such loan.

All loan receivables are denominated in functional currency of the relevant group entity.

### 20. 應收貸款(續)

就以香港若干物業作抵押的應收貸款，本公司董事認為，該等物業的市值超出報告期末應收貸款的賬面值。在釐定應收貸款之可收回性時，本集團會定期監察應收貸款的信貸質素的任何變動。本公司董事認為毋須對貸款作出減值。

所有應收貸款按相關集團實體的功能貨幣列值。

### 21. Inventories

### 21. 存貨

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Raw materials for:	生產以下產品的原材料：		
Gem-set jewellery	珠寶鑲嵌首飾	7,387.5	2,972.6
Gold products	黃金產品	896.9	1,874.0
Platinum/karat gold products	鉑金/K金產品	589.6	103.3
		<b>8,874.0</b>	4,949.9
Finished goods:	製成品：		
Gem-set jewellery	珠寶鑲嵌首飾	8,537.5	6,327.0
Gold products	黃金產品	7,909.8	3,336.9
Platinum/karat gold products	鉑金/K金產品	2,289.6	1,251.4
Watches	鐘錶	2,055.0	1,223.6
		<b>20,791.9</b>	12,138.9
Packing materials	包裝材料	28.3	12.0
		<b>29,694.2</b>	17,100.8



## 22. Trade and Other Receivables

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Trade receivables	貿易應收款項	4,035.8	1,632.4
Prepayments to suppliers	予供應商的預付款項	471.6	881.1
Deposits	按金	192.9	107.9
Prepaid lease payments charged within one year	一年內支銷的預付租賃款項	11.3	10.6
Other tax recoverables	其他可回收稅項	443.2	334.8
Others	其他	168.6	260.9
		<b>5,323.4</b>	<b>3,227.7</b>

As at 31 March 2012, trade receivables of HK\$121.9 million (2011: HK\$68.6 million) are from entities in which certain directors of the Company have control.

As at 31 March 2012, no prepayment (2011: HK\$485.8 million) was paid for purchase of raw materials to an entity in which certain directors of the Company and their close family members have control.

The Group's sales to retail customers are mainly on cash basis. Sales to certain customers are on credit with credit period up to 6 months. For sales through concessionaire counters in department stores, the Group usually allow 30 days credit period to the department stores. The following is an aged analysis of trade receivables at the end of the reporting period based on the invoice date:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
0 to 30 days	0至30日	2,558.8	1,376.4
31 to 90 days	31至90日	1,439.0	216.8
91 to 180 days	91至180日	24.8	3.0
Over 180 days	180日以上	13.2	36.2
		<b>4,035.8</b>	<b>1,632.4</b>

In determining the recoverability of the trade receivables, the Group monitors change in the credit quality of the trade receivables since the credit was granted and up to the reporting date. The directors considered that the trade receivables that are neither past due nor impaired to be of a good credit quality.

As at 31 March 2012, included in the trade receivable balances are receivables of HK\$2,136.5 million (2011: HK\$9.8 million) carrying a fixed interest ranging from 4.0% to 10.1% (2011: 5.9% to 6.7%) per annum.

## 22. 貿易及其他應收款項

於2012年3月31日，121.9百萬港元(2011年：68.6百萬港元)的貿易應收款項來自本公司若干董事有控制權的實體。

於2012年3月31日，本公司並無向一間本公司若干董事及彼等近親家庭成員擁有控制權的實體就購買原材料支付預付款項(2011年：485.8百萬港元)。

本集團對零售客戶的銷售以現金為主，而向若干客戶的銷售則以除銷形式，信貸期最多為六個月。就百貨公司專櫃的銷售而言，本集團一般給予百貨公司30日的信貸期。以下為根據發票日期於報告期末的貿易應收款項的賬齡分析：

於釐定貿易應收款項的可收回程度時，本集團監察自授出信貸起直至報告日有關貿易應收款項信貸質素的變動。董事認為，貿易應收款項既未逾期亦未減值，信貸質素良好。

於2012年3月31日，計入貿易應收款項的計息部份結餘為2,136.5百萬港元(2011年：9.8百萬港元)。固定年利率由4.0%至10.1%(2011年：5.9%至6.7%)不等。

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## 綜合財務報表附註

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### 22. Trade and Other Receivables (Continued)

Also, as at 31 March 2012, included in the trade receivable balances are trade receivables with aggregate carrying amount of HK\$39.0 million (2011: HK\$45.6 million) which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in the credit quality and amounts are still considered recoverable based on historical experience. The Group does not hold any collateral over these balances.

#### Ageing of trade receivables, based on the invoice date, which are past due but not impaired

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
61 to 90 days	61至90日	1.0	6.4
91 to 180 days	91至180日	24.8	3.0
Over 180 days	180日以上	13.2	36.2
		<b>39.0</b>	45.6

### 22. 貿易及其他應收款項(續)

此外，於2012年3月31日，計入貿易應收款項結餘為於報告日期已逾期的總賬面值為39.0百萬港元的貿易應收款項(2011年：45.6百萬港元)。由於信貸質素並無出現重大變動且根據過往經驗認為該等款項為可收回，故本集團並無計提減值虧損撥備。本集團並未就該等結餘持有任何抵押品。

#### 根據發票日期已逾期但未減值的貿易應收款項的賬齡

### 23. Amounts due from (to) Related Companies

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Amounts due from related companies:	應收關聯公司款項如下：		
Chow Tai Fook Enterprises Limited (“CTF Enterprises”) and its fellow subsidiaries (collectively referred to as the “CTF Enterprises Group”) (i)	周大福企業有限公司(「周大福企業」)及其同系附屬公司(統稱為「周大福企業集團」)(i)		
— interest bearing portion (ii)	— 計息部分(ii)	—	945.0
— non-interest bearing portion (iii)	— 非計息部分(iii)	—	233.3
Entities in which a director of certain subsidiaries of the Company has control	本公司一名董事擁有若干附屬公司控制權的實體		
— interest bearing portion (iv)	— 計息部分(iv)	—	100.0
		<b>—</b>	1,278.3

### 23. 應收(應付)關聯公司款項

## 23. Amounts due from (to) Related Companies (Continued)

Notes:

- (i) CTF Enterprises is a subsidiary of CTF Holding, which is an immediate holding company of the Company.
- (ii) The amount was unsecured and fully settled during the year ended 31 March 2012. As at 31 March 2011, balance included HK\$45.0 million which carried variable interest rates at 2.5% over Hong Kong Interbank Offered Rate ("HIBOR"), while the remaining balance carried fixed interest rate at 5.0% per annum.
- (iii) The amount was unsecured, interest-free and fully settled during the year ended 31 March 2012.
- (iv) The amount as at 31 March 2011 was secured over the properties owned by the related companies and carried fixed interest rates of 4.8% per annum. Amount was fully settled during the year ended 31 March 2012.

In determining the recoverability of the amounts due from related companies, the Group monitors the changes in credit quality of the amounts due from related companies since credit was granted and up to the reporting date. The directors considered that the amounts due from related companies that are neither past due nor impaired to be of a good credit quality.

## 23. 應收(應付)關聯公司款項(續)

附註：

- (i) 周大福企業為CTF Holding的附屬公司，後者為本公司的直接控股公司。
- (ii) 該款項為無抵押及已於截至2012年3月31日止年度內結算。於2011年3月31日，為數45.0百萬港元的結餘須按香港銀行同業拆息加2.5%計息，餘額則按固定年利率5.0%計息。
- (iii) 該款項為無抵押、免息及已於截至2012年3月31日止年度內結算。
- (iv) 於2011年3月31日該款項已就關聯公司擁有的物業作出抵押。該款項的固定年利率為4.8%並於截至2012年3月31日止年度內結算。

於釐定應收關聯公司款項的可收回程度時，本集團監察自授出信貸起直至報告日有關應收關聯公司款項信貸質素的任何變動。董事認為，應收關聯公司款項既未逾期亦未減值，信貸質素良好。

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Maximum outstanding amounts during the year: 年內未償還最高金額：			
CTF Enterprises Group	周大福企業集團	1,178.3	1,765.2
Entities in which a director of certain subsidiaries of the Company has control	本公司一名董事擁有若干附屬公司控制權的實體	100.0	110.0
		<b>1,278.3</b>	1,875.2
		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Amounts due to related companies: 應付關聯公司款項：			
CTF Enterprises Group	周大福企業集團		
— interest bearing portion	— 計息部分	—	380.3
— non-interest bearing portion	— 非計息部分	—	7,453.0
		—	7,833.3

The interest bearing portion of amounts due to CTF Enterprises Group was unsecured, carried fixed interest rate at 5.0% per annum, while the remaining balances are unsecured and interest free. All balances are fully settled during the year ended 31 March 2012.

應付周大福企業集團的計息部分為無抵押，按年利率為5.0%的固定利率計息，餘下結餘則為無抵押及免息。所有結餘於截至2012年3月31日年度內繳付。

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### 24. Convertible Bonds

During the year ended 31 March 2012, the Group invested in an unlisted convertible bonds with principal amount of AUS\$3,000,000, bearing interest at 8.0% per annum and a maturity date of 31 December 2014 (the "Maturity Date"), issued by a private entity (the "Issuer") which is principally engaged in agriculture and wholesale of pearls in Australia. The Group is entitled at any time after the date of issue up to the Maturity Date to redeem the convertible notes in cash or pearls or combination of both or convert the convertible notes into ordinary shares of the Issuer. The convertible notes comprised debt component and embedded derivatives being the conversion option and the Issuer's early redemption option. Such convertible bonds are designated as at fair value through profit or loss and in the opinion of the directors of the Company, the fair value of the convertible notes on initial recognition and 31 March 2012 is substantially the same as the carrying amount.

### 25. Derivative Financial Instruments

The Group uses bullion forward contracts to reduce its exposure to fluctuations in the gold prices on gold inventory. The Group does not currently designate any hedging relationship on the bullion forward contracts for the purpose of hedge accounting.

The bullion forward contracts are measured at fair value at the end of the reporting period. The fair values are determined based on the market prices for equivalent instruments from banks at the end of the reporting period. The total notional value of the outstanding bullion forward contracts as at 31 March 2012 amounted to HK\$1,896.2 million (2011: HK\$674.4 million) which have maturity period up to 3 months since date of inception. As the fair value of outstanding bullion forward contracts as at 31 March 2011 was negligible, such amount was not recognised. As at 31 March 2012, the fair value of outstanding bullion forward contracts was HK\$47.3 million.

### 26. Pledged Bank Deposits/Bank Balances and Cash

During the year ended 31 March 2012, the bank deposits carry interest at the prevailing market rate of about 0.01% to 4.3% (2011: 0.01% to 0.4%) per annum.

As at 31 March 2011, pledged bank deposit amounted to HK\$156.3 million was pledged to a bank to secure banking facility and gold loans. As at 31 March 2012, the pledged bank deposits amounted to HK\$17.0 million mainly represent deposits pledged to a bank to secure the payment of construction in progress that is expected to be completed in 2013.

As at 31 March 2012, the Group's cash and cash equivalents denominated in RMB were HK\$3,317.7 million (2011: HK\$2,058.6 million). The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations in Mainland China and the Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through authorised banks to conduct business in foreign currency.

### 24. 可兌換債券

截至2012年3月31日止年度，本集團投資一項非上市可兌換債券，本金金額為3,000,000澳元，年利率8.0%，到期日為2014年12月31日（「到期日」），由主要在澳洲從事珍珠培植及批發的私營實體（「發行人」）發行。本集團有權於發行日起至到期日任何時候以現金或珍珠或兩者混合贖回可換股票據或轉換可換股票據為發行人的普通股。可換股票據包括負債成份及嵌入式衍生工具，即換股權及發行人之提早贖回權。該可兌換債券指定為按公平值計入損益，而本公司董事認為，可換股票據於首次確認和於2012年3月31日的公平值與賬面值大致相同。

### 25. 衍生金融工具

本集團以黃金遠期合約減低黃金存貨的黃金價格波動風險。就對沖會計而言，本集團目前並沒有於黃金遠期合約指明任何對沖關係。

黃金遠期合約於報告期末按公平值計量。公平值是基於報告期末銀行等同工具的市場價格而定。於2012年3月31日，未到期黃金遠期合約的名義總值為1,896.2百萬港元（2011年：674.4百萬港元），期限最多為合約生效日起3個月。由於2011年3月31日未到期的黃金遠期合約的公平值微不足道，故此該等金額並無於該等日期予以確認。於2012年3月31日，未到期黃金遠期合約的公平值為47.3百萬港元。

### 26. 已抵押銀行存款／銀行結餘及現金

截至2012年3月31日止年度，銀行存款按當時市場年利率介乎約0.01%至4.3%（2011年：介乎0.01%至0.4%）計息。

於2011年3月31日，已抵押銀行存款156.3百萬港元已就獲取銀行融資額度及黃金借貸抵押予一間銀行。於2012年3月31日，已抵押銀行存款17.0百萬港元主要就預期於2013年竣工在建工程的付款向一間銀行作抵押。

於2012年3月31日，本集團按人民幣列值的現金及現金等價物為3,317.7百萬港元（2011年：2,058.6百萬港元）。人民幣並不可自由兌換為其他貨幣；然而，根據於中國內地的中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過特許銀行進行外幣業務，將人民幣兌換為外幣。

## 26. Pledged Bank Deposits/Bank Balances and Cash (Continued)

Included in bank balances and cash are the following amounts denominated in currencies other than the functional currency of the relevant group entities:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
US\$	美元	530.4	428.9

## 27. Trade and Other Payables

Trade payables	貿易應付款項	444.9	384.1
Deposits received from customers	自客戶收取的按金	871.2	1,137.6
Other tax payables	其他應付稅項	39.3	24.2
Accruals	應計	104.1	131.1
Accrued staff costs	應計員工成本	253.7	167.7
Others	其他	125.2	204.9

The Group normally receives credit terms of 7 to 180 days from its suppliers. The following is an aged analysis of trade payables at the end of each reporting period based on the invoice date:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
0 to 30 days	0至30日	244.5	154.1
31 to 90 days	31至90日	167.2	7.0
91 to 180 days	91至180日	2.4	198.1
Over 180 days	180日以上	30.8	24.9
		444.9	384.1

As at 31 March 2012, none of the trade payables (2011: HK\$187.2 million) is amount due to an associate.

## 26. 已抵押銀行存款／銀行結餘及現金(續)

計入銀行結餘及現金的款項為下列按有關貨幣(並非有關集團實體的功能貨幣)列值的款項：

## 27. 貿易及其他應付款項

本集團一般自其供應商取得的信貸期為介乎7日至180日不等。以下為根據發票日期於各報告期末的貿易應付款項的賬齡分析：

於2012年3月31日，貿易應付款項中並無(2011年：187.2百萬港元)應付一家聯營公司的款項。

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### 27. Trade and Other Payables (Continued)

As at 31 March 2012, none of the deposits received from customers (2011: HK\$28.5 million) is in relation to entities in which certain directors of the Company have control.

As at 31 March 2012, included in deposits received from customers of HK\$4.0 million (2011: HK\$52.8 million) are from non-controlling shareholders of subsidiaries.

### 27. 貿易及其他應付款項(續)

於 2012 年 3 月 31 日，自客戶收取的按金中並無 (2011 年：28.5 百萬港元) 關乎本公司若干董事有控制權的實體。

於 2012 年 3 月 31 日，計入自客戶收取的按金 4.0 百萬港元 (2011 年：52.8 百萬港元) 來自附屬公司非控股股東。

### 28. Amounts due to Non-Controlling Shareholders of Subsidiaries

### 28. 應付附屬公司非控股股東款項

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Amounts due to non-controlling shareholders of subsidiaries:	應付附屬公司非控股股東款項：		
— Interest bearing portion	— 計息部分	—	9.1
— Non-interest bearing portion	— 非計息部分	400.3	155.6
		<b>400.3</b>	164.7

At 31 March 2011, the interest bearing portion is unsecured, carries fixed interest rates of 6.1% per annum, and repayable on demand, while the remaining balances are unsecured, interest-free and repayable on demand.

於 2011 年 3 月 31 日，計息部分為無抵押，按固定年利率 6.1% 計息，及按要求可予償還，餘下結餘則為無抵押、免息及按要求可予償還。

### 29. Bank Borrowings

### 29. 銀行貸款

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Bank loans	銀行貸款	9,000.6	2,881.0
Secured	有抵押	4,533.4	700.0
Unsecured	無抵押	4,467.2	2,181.0
		<b>9,000.6</b>	2,881.0
Carrying amount repayable	應償還賬面值		
— within one year	— 一年內	5,574.2	2,881.0
— between one to two years	— 一年至兩年內	3,426.4	—
		<b>9,000.6</b>	2,881.0
Less: Amount due within one year shown under current liabilities	減：呈列於流動負債項下於一年內到期之款項	(5,574.2)	(2,881.0)
Amount due after one year	一年後到期之款項	3,426.4	—



## 29. Bank Borrowings (Continued)

The bank borrowings carry variable interests rates ranging from 1.0% to 1.6% over HIBOR per annum or 98% to 110% of The People's Bank of China Standard Loan Interest Rate ("PBOC Rate") (2011: 0.3% to 1.3% over HIBOR per annum, or 90% to 110% of PBOC Rate) per annum.

As at 31 March 2012, the range of interest rates on the bank borrowings were 1.4% to 7.2% (2011: 0.8% to 5.6%) per annum.

As at 31 March 2012, certain banking facilities were secured by personal guarantee from the Company's executive director, Dr. Cheng Kar-Shun, Henry, and by certain listed securities owned by CTF Enterprises. At 31 March 2011, certain banking facilities were supported by corporate guarantee of and/or secured by certain assets owned by CTF Enterprises Group which was released upon listing of the Company on the Stock Exchange in December 2011.

All bank borrowings are denominated in functional currency of relevant group entities.

## 30. Gold Loans

The amounts represent borrowings from banks and the amounts payable are pegged with gold prices.

At 31 March 2011, certain gold loans are secured by pledged bank deposits of the Group, corporate guarantee and/or certain listed securities owned by CTF Enterprises which was released upon listing of the Company on the Stock Exchange in December 2011. At 31 March 2012, the gold loans carry fixed interests rates of 1.3% to 5.5% (2011: 1.3% to 3.5%) per annum, with original maturity of 2 to 12 months from date of inception.

Gold loans were borrowed to reduce the impact of fluctuations in gold prices on gold inventories. However, the criteria for hedge accounting were not fully met. Gold loans were designated as financial liabilities at fair value through profit or loss.

Included in gold loans are the following amounts denominated in currencies other than functional currency of the relevant group entities:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
US\$	美元	2,862.1	2,024.0

## 29. 銀行貸款(續)

銀行貸款按浮動年利率計息，利率為香港銀行同業拆息加1.0%至1.6%或按中國人民銀行標準貸款年利率(「人民銀行利率」)98%至110%計息(2011年：香港銀行同業拆息加0.3%至1.3%或人民銀行利率90%至110%)。

於2012年3月31日，有關銀行貸款的年利率介乎1.4%至7.2%(2011年：0.8%至5.6%)。

於2012年3月31日，若干銀行融通由本公司執行董事鄭家純博士作出之個人保證以及由周大福企業擁有的若干上市證券抵押。於2011年3月31日，若干銀行融通由公司擔保支持及／或由周大福企業集團擁有的若干資產(已於本公司於2011年12月在聯交所上市時解除)作抵押。

所有銀行貸款按有關集團實體的功能貨幣列值。

## 30. 黃金借貸

該款項乃指銀行貸款，而應付款項與黃金價格掛鈎。

於2011年3月31日，若干黃金借貸由本集團已抵押銀行存款、公司擔保及／或周大福企業的若干上市證券作抵押，該等抵押已於本公司於2011年12月在聯交所上市時解除。於2012年3月31日，黃金借貸按年利率1.3%至5.5%(2011年：年利率1.3%至3.5%)的固定利率計息，原到期日為授出日起二至十二個月。

借取黃金借貸目的在於減低黃金存貨受黃金價格波動的影響，然而未能完全符合對沖會計法。黃金借貸指定為按公平值計入損益的金融負債。

計入黃金借貸為下列按有關貨幣(並非有關集團實體的功能貨幣)列值的款項：

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### 31. Share Capital/Paid-in Capital

The paid-in capital of the Group at 31 March 2010 represented the paid-in capital of CTF Jewellery, Solomon Watch & Jewellery Co., Limited (“Solomon Watch”), Gold Kind Investments Limited (“Gold Kind”), East Concept Investments Limited (“East Concept”), Texon Investments Limited (“Texon”), CTF Diamond Trading Company Limited (“CTF Diamond”), Techni Development Investment Limited (“Techni”), Shanghai Fulong Chow Tai Fook Jewellery Limited (“Shanghai Fulong”), Wuhan Hanfu Jewellery Company Limited (“Wuhan Hanfu”), Foshan Shunde Chow Tai Fook Jewellery Company Limited (“Shunde CTF”), Chow Tai Fook Jewellery (Shenzhen) Company Limited (“Shenzhen CTF”), Fook Kwan Jewellery Manufacturing Limited (“Fook Kwan”), CTF Macau, Hong Ieng Investment Import and Export Company Limited (“Hong Ieng”) and Chow Tai Fook Investment Company Limited (“CTF Taiwan”).

The paid-in capital of the Group at 31 March 2011 represented the paid-in capital of CTF Jewellery, Gold Kind, East Concept, Texon, Aesthetics Workshop Limited, CTF Diamond, Techni, Shanghai Fulong, Wuhan Hanfu, Shunde CTF, Shenzhen CTF, Fook Kwan, CTF Macau, Hong Ieng and CTF Taiwan.

The share capital at 31 March 2012 represented the share capital of the Company.

Movement of share capital of the Company is as follows:

### 31. 股本／實繳資本

本集團於2010年3月31日的實繳資本乃指周大福珠寶、所羅門鐘錶珠寶有限公司(「所羅門鐘錶」)、金佳投資有限公司(「金佳」)、耀恒投資有限公司(「耀恒」)、德誠投資有限公司(「德誠」)、大福鑽石貿易有限公司(「大福鑽石」)、達利發展投資有限公司(「達利」)、上海福龍周大福珠寶有限公司(「上海福龍」)、武漢漢福珠寶金行有限公司(「武漢漢福」)、佛山市順德周大福珠寶金行有限公司(「順德周大福」)、周大福珠寶金行(深圳)有限公司(「深圳周大福」)、福群珠寶首飾製造有限公司(「福群」)、周大福澳門、鴻鷹投資貿易有限公司(「鴻鷹」)及周大福投資有限公司(「周大福台灣」)的實繳資本。

本集團於2011年3月31日的實繳資本乃指周大福珠寶、金佳、耀恒、德誠、唯美工作室有限公司、大福鑽石、達利、上海福龍、武漢漢福、順德周大福、深圳周大福、福群、周大福澳門、鴻鷹及周大福台灣的實繳資本。

本集團於2012年3月31日的股本乃指本公司的股本。

本公司股本變動如下：

		Authorised 法定		Issued and fully paid 已發行及繳足	
		Number of shares 股數	Amount 金額 HK\$ million 百萬港元	Number of shares 股數	Amount 金額 HK\$ million 百萬港元
Ordinary shares of US\$1.00 each	每股面值1.00美元的普通股				
Upon incorporation	註冊成立時	50,000	0.4	1	—
Repurchase of share	購回股份	—	—	(1)	—
Diminished by cancellation	以註銷方式削減	(50,000)	(0.4)	—	—
Ordinary shares of HK\$1.00 each	每股面值1.00港元的普通股				
Increase authorised share capital	增加法定股本	50,000,000,000	50,000.0	—	—
Issue of shares upon Group Reorganisation	集團重組時股份發行	—	—	780	—
Capitalisation issue	資本化發行	—	—	8,949,999,220	8,950.0
Issue of shares	股份發行	—	—	1,050,000,000	1,050.0
		50,000,000,000	50,000.0	10,000,000,000	10,000.0

### 31. Share Capital/Paid-in Capital (Continued)

The Company was incorporated and registered as an exempted company in the Cayman Islands on 20 July 2011 with an authorised share capital of US\$50,000 divided into 50,000 shares of a nominal or par value of US\$1 each. Upon incorporation of the Company, one share of US\$1 was issued at US\$1.

Pursuant to the shareholders' resolutions which were passed on 17 November 2011 and 29 November 2011 to approve the matters set out in the paragraph headed "Resolutions in Writing of Our Shareholders Passed on 17 November 2011 and 29 November 2011" in Appendix V to the Company's prospectus dated 5 December 2011:

- (i) the authorised share capital of the Company was increased by HK\$50,000,000,000 by the creation of an additional 50,000,000,000 shares with nominal value of HK\$1.00 each. The Company allotted and issued 780 shares to CTF Holding for aggregate cash consideration of HK\$780. The Company repurchased and cancelled the one issued share of US\$1.00 in the capital of the Company in issue immediately prior to the issue of the new shares. The authorised but unissued share capital of the Company was diminished by the cancellation of all the 50,000 unissued shares with a nominal value US\$1.00 each in the capital of the Company; and
- (ii) the share premium account was credited as a result of the allotment and issue of the offer shares pursuant to the global offering of the Company, the directors of the Company were authorised to capitalise an amount of HK\$8,949,999,220 standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 8,949,999,220 shares for allotment and issue to the sole member of the Company whose name appeared in the register of members of the Company at close of business on 15 November 2011 (or as it may direct).

On 15 December 2011, 1,050,000,000 ordinary shares of HK\$1.00 each of the Company were issued at HK\$15.0 per share by way of public offering. On the same date, the Company's shares were listed on the Main Board of the Stock Exchange.

### 31. 股本／實繳資本(續)

本公司於2011年7月20日在開曼群島註冊成立並登記為獲豁免公司，法定股本為50,000美元，分為50,000股每股面值為1美元的股份。自本公司註冊成立後，以1美元發行一股面值1美元的股份。

根據2011年11月17日及2011年11月29日通過有關批准於2011年12月5日刊發招股章程附錄五「本公司股東本公司於2011年11月17日及2011年11月29日通過的書面決議案」一段所載事宜的股東決議案：

- (i) 本公司藉增設額外50,000,000,000股每股面值1.00港元的股份將其法定股本增加50,000,000,000港元。本公司向CTF Holding配發及發行780股股份，現金代價合共780港元。本公司於緊接發行新股份前購回及註銷本公司已發行股本中一股面值1.00美元已發行股份。本公司法定但未發行股本已經減少，數額為獲註銷本公司股本中全數50,000股每股面值1.00美元的未發行股份；及
- (ii) 在本公司股份溢價賬於根據本公司全球發售配發及發行發售股份後取得進賬的情況下，授權本公司董事將本公司股份溢價賬中8,949,999,220港元的進賬撥充資本，以該等金額按面值繳足8,949,999,220股股份，以供配發及發行予於2011年11月15日(或按其可能指定的日期)營業時間結束時名列本公司股東名冊的本公司唯一股東。

於2011年12月15日，本公司以公開發售形式按每股股份15.0港元發行1,050,000,000股每股面值1.00港元的普通股。同日，本公司股份於聯交所主板上市。

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For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 32. Acquisition of Subsidiaries

In May 2010, the Group acquired 50% of registered capital of Beijing Dade Xinfu Jewellery Company Limited (“Beijing Dade Xinfu”) for a consideration of HK\$5.7 million from an associate. After the acquisition and pursuant to the terms of the supplementary joint venture agreement, the Group obtained the control over the operating and financing activities of Beijing Dade Xinfu. This acquisition has been accounted for using the acquisition method. The amount of discount on acquisition is HK\$17.2 million. Beijing Dade Xinfu is engaged in sale of jewellery products and acquired for continuous expansion of the Group’s business in Mainland China.

In September 2011, for the purpose of enhancing the Group’s vertical integration, the Group acquired the entire equity interests of the following three entities, using acquisition method:

- (a) American Overseas Investment Inc. (“American Overseas”), a company incorporated in Delaware, for a consideration of HK\$14.5 million from a close family member of a director of the Company. American Overseas is an investment holding company and owns 84% equity interests of Zlotowski’s Diamond Cutting Works (Proprietary) Limited, a company incorporated in South Africa and is engaged in diamond cutting and polishing;
- (b) Lun Jiao Industrial (Hong Kong) Limited (“Lun Jiao”), a company incorporated in Hong Kong, for a consideration of HK\$150.0 million. Lun Jiao is an investment holding company and owns entire equity interests of Foshan Yushunfu Jewellery Company Limited (“Yushunfu”), a company established in the PRC and is engaged in manufacturing of jewellery products;
- (c) Bojuehang Jewellery Manufacturing (Shenzhen) Limited (“Bojuehang”), a company incorporated in the PRC, for a consideration of HK\$24.4 million, from an entity with common director of the Company and is engaged in manufacturing of jewellery products.

### 32. 收購附屬公司

於2010年5月，本集團向一家聯營公司收購北京大德新福珠寶金行有限公司(「北京大德新福」)的50%註冊資本，代價為5.7百萬港元。收購後及根據補充合資協議的條款，本集團取得北京大德新福的經營及融資業務控制權。該收購按收購法列賬。收購折讓的金額為17.2百萬港元。北京大德新福從事銷售珠寶產品。本集團為持續擴充在中國內地的業務從而對北京大德新福進行收購。

於2011年9月，為加強本集團的垂直整合，本集團以收購法收購以下三間實體的全部股本權益：

- (a) American Overseas Investment Inc. (「American Overseas」) 為一家於德拉瓦州註冊成立的公司，本集團以代價14.5百萬港元向本公司一位董事的近親收購。American Overseas為一家投資控股公司，擁有 Zlotowski’s Diamond Cutting Works (Proprietary) Limited (「Zlotowski」) 84%股本權益，而 Zlotowski 為一家於南非註冊成立的公司，從事鑽石切割及打磨業務；
- (b) 倫敦工業發展(香港)有限公司(「倫敦」) 為一家於香港註冊成立的公司，本集團以代價150.0百萬港元收購。倫敦為一家投資控股公司，擁有佛山裕順福首飾鑽石有限公司(「裕順福」)的全部股本權益，而裕順福為一家於中國成立的公司，從事珠寶產品生產業務；
- (c) 伯爵行珠寶首飾(深圳)有限公司(「伯爵行」) 為一家於中國註冊成立的公司，本集團向其董事身兼本公司董事的實體以代價24.4百萬港元收購，而伯爵行從事珠寶產品生產業務。

### 32. Acquisition of Subsidiaries (Continued)

Details of consideration of each acquisition are as follows:

	2012 2012年			2011 2011年
	American Overseas	Lun Jiao 倫敦	Bojuehang 伯爵行	Beijing Dade Xinfu 北京大德新福
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Consideration satisfied by cash 以現金支付的代價	14.5	150.0	24.4	5.7

Assets acquired and liabilities recognised at the respective dates of acquisition are as follows:

### 32. 收購附屬公司(續)

各收購的代價詳情如下：

	2012 2012年			2011 2011年
	American Overseas	Lun Jiao 倫敦	Bojuehang 伯爵行	Beijing Dade Xinfu 北京大德新福
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Consideration satisfied by cash 以現金支付的代價	14.5	150.0	24.4	5.7

Assets acquired and liabilities recognised at the respective dates of acquisition are as follows:

於各收購日確認的已收購資產及負債如下：

	2012 2012年			2011 2011年
	American Overseas	Lun Jiao 倫敦	Bojuehang 伯爵行	Beijing Dade Xinfu 北京大德新福
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Property, plant and equipment 物業、廠房及設備	16.4	122.6	3.5	0.3
Prepaid lease payment 預付租賃款項	—	16.7	—	—
Amount due from a related company 應收關聯公司款項	—	—	16.1	—
Inventories 存貨	168.7	—	—	35.2
Trade and other receivables 貿易及其他應收款項	24.2	2.3	0.6	6.7
Bank balances and cash 銀行結餘及現金	7.6	29.8	6.1	8.7
Trade and other payables 貿易及其他應付款項	(3.7)	(21.2)	(1.7)	(1.1)
Taxation payable 應付稅項	(1.1)	(0.4)	(0.2)	—
Amount due to a group company 應付集團公司款項	(197.9)	(0.5)	—	—
Bank borrowings 銀行貸款	—	—	—	(4.0)
	14.2	149.3	24.4	45.8

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## 綜合財務報表附註

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### 32. Acquisition of Subsidiaries (Continued)

In the opinion of the directors of the Company, the fair value of the receivables acquired (which principally comprised trade and other receivables and amount due from a related company) approximates to the gross contractual amounts, the best estimate at acquisition date of the contractual cash flows of the receivables are expected to be collected.

### 32. 收購附屬公司(續)

本公司董事認為，已收購的應收款項(主要包括貿易及其他應收款項及應收關聯公司款項)的公平值與總合約款額相若。於收購日期對應收款項合約現金流量的最佳估計預期將被收取。

		2012 2012年			2011 2011年
		American Overseas	Lun Jiao 倫敦	Bojuehang 伯爵行	Beijing Dade Xinfu 北京大德新福
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
Consideration transferred	代價轉撥	14.5	150.0	24.4	5.7
Plus: Non-controlling interests (Note a)	加：非控股權益(附註a)	2.3	—	—	22.9
Less: Fair values of identified net assets acquired	減：所收購的可識別資產 淨額公平值	(14.2)	(149.3)	(24.4)	(45.8)
Goodwill (discount) arising on acquisitions (Note b)	收購產生商譽(折讓) (附註b)	2.6	0.7	—	(17.2)
Net cash (outflow) inflow on acquisition	收購產生的現金(流出) 流入淨額				
Cash and cash equivalent balances acquired	所收購現金及現金等價物 結餘	7.6	29.8	6.1	8.7
Less: Cash considerations paid	減：已支付的現金代價	(14.5)	(150.0)	(24.4)	(5.7)
		(6.9)	(120.2)	(18.3)	3.0

Notes:

- (a) The non-controlling interests are measured at their proportionate share of the fair value of net assets acquired.
- (b) Discount on acquisition was recognised as other income for the year ended 31 March 2011. Goodwill arising on acquisitions were written off to other expenses upon recognition.

附註：

- (a) 非控股權益以其按比例應佔所收購資產淨額的公平值計算。
- (b) 收購折讓已於截至2011年3月31日止年度確認為其他收入。收購產生的商譽於確認時已撇銷至其他開支。



### 32. Acquisition of Subsidiaries (Continued)

Profit and revenue attributable to the respective acquisitions during the year are as follows:

		2012 2012年			2011 2011年
		American Overseas	Lun Jiao 倫敦	Bojuehang 伯爵行	Beijing Dade Xinfu 北京大德新福
		HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元
(Loss) profit	(虧損)溢利	(2.8)	(7.1)	(1.0)	14.6
Revenue	營業額	—	—	—	79.3

Had the acquisition of Beijing Dade Xinfu been completed on 1 April 2010, total group revenue and profit for the year ended 31 March 2011 would have been HK\$35,063.1 million and HK\$3,675.3 million, respectively. Had the acquisition of American Overseas, Lun Jiao and Bojuehang been completed on 1 April 2011, total group revenue and profit for the year ended 31 March 2012 would have been HK\$56,580.8 million and HK\$6,586.7 million, respectively. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the above acquisitions been completed on 1 April 2010 and 1 April 2011, respectively, nor is it intended to be a projection of future results.

### 32. 收購附屬公司(續)

於年內，各收購應佔的溢利及營業額如下：

倘若收購北京大德新福於2010年4月1日完成，於截至2011年3月31日止年度的集團總營業額及溢利分別應為35,063.1百萬港元及3,675.3百萬港元。倘若收購American Overseas、倫敦及伯爵行於2011年4月1日完成，於截至2012年3月31日止年度的集團總營業額及溢利分別應為56,580.8百萬港元及6,586.7百萬港元。備考資料僅供參考，未必代表倘若以上收購事項分別於2010年4月1日及2011年4月1日完成時本集團可取得的實際營業額及經營業績，有關備考資料亦並非未來業績的預測。

### 33. Operating Lease Commitments

#### The Group as lessee

At the end of each reporting period, the Group was committed to make the following future minimum lease payments which represent lease payments of its rented premises and royalty fees of certain trademarks, under non-cancellable operating leases which fall due as follows:

		2012 2012年	2011 2011年
		HK\$ million 百萬港元	HK\$ million 百萬港元
Within one year	一年內	620.5	380.0
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	663.7	437.4
Over five years	五年以後	7.8	29.8
		<b>1,292.0</b>	847.2

### 33. 經營租賃承擔

#### 本集團作為承租人

於各報告期末，本集團承諾會就根據不可撤銷的經營租賃於下列到期時間的未來最低租金付款(代表承租物業的租金及若干商標的專利費)為：

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For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 33. Operating Lease Commitments (Continued)

#### The Group as lessee (Continued)

Included in above are commitments to entities in which certain directors of the Group have control:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Within one year	一年內	3.5	2.6
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)	4.4	6.5
		<b>7.9</b>	<b>9.1</b>

Majority of leases are negotiated and rentals are fixed for lease term ranging from 1 year to 4 years. Operating leases in respect of royalty fees are fixed for lease term ranging from 2 years to 5 years.

There are certain lease arrangements, according to which the Group are committed to pay either minimum guaranteed amounts or monthly payments equivalent to a prescribed percentage of monthly sales as rental, whichever the higher.

### 33. 經營租賃承擔(續)

#### 本集團作為承租人(續)

計入上文所述者為向本集團若干董事擁有控制權的實體承擔：

大部分租約乃經磋商後釐定，租期一年至四年內租金不變。專利費的經營租賃租期兩年至五年內不變。

根據若干租賃安排，本集團承諾支付最低擔保金額或等同每月銷售的規定百分比的每月租金(以較高者為準)。

### 34. Capital Commitments

### 34. 資本承擔

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Capital expenditure in respect of the acquisition of property, plant and equipment authorised but not contracted for	就收購物業、廠房及設備已授權但未訂約的資本開支	308.3	—
Capital expenditure contracted for but not provided in the financial statements in respect of the acquisition of property, plant and equipment	就收購物業、廠房及設備已訂約但未於財務報表中撥備的資本開支	75.9	30.0

## 35. Retirement Benefits Scheme

### Defined contribution scheme

The Group participates in defined contribution schemes which are registered under the Hong Kong Occupational Retirement Scheme Ordinance (the "ORSO" Scheme) and a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Hong Kong Mandatory Provident Fund Ordinance in December 2000. The assets of the schemes are held separately from those of the Group, in funds under the control of independent trustees. Employees who were members of the ORSO Scheme prior to the establishment of the MPF Scheme were offered a choice of staying within the ORSO Scheme or switching to the MPF Scheme, whereas all new employees joining the Group on or after 1 December 2000 are required to join the MPF Scheme.

The retirement benefit cost charged to the consolidated statement of comprehensive income represents contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the ORSO Scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

For members of the MPF Scheme, the Group contributes 5% of relevant payroll costs to the MPF Scheme, which contribution is matched by the employee. The maximum monthly amount of contribution is limited to HK\$1,000 per employee.

The eligible employees of the Company's subsidiaries in Mainland China and Macau are members of pension schemes operated by local government of Mainland China and the Macau government, respectively. The subsidiaries in Mainland China are required to contribute a certain percentage of the relevant cost of the payroll of these employees to the pension schemes to fund the benefits. The subsidiary in Macau is required to pay a monthly fixed contribution to the retirement benefits schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit schemes is to make the required contribution under the schemes.

### Defined benefit scheme

Certain subsidiaries of the Company provide defined pension benefits to the employees, who joined to these subsidiaries before 1995. The amount payable is dependent on the employees' final salary and years of services. The Group does not set aside any assets to fund such obligations.

Under the scheme, the employees are entitled to a pension between 25% and 40% of final salary for each year of pensionable service at an age of 65. No other post-retirement benefits are provided. The most recent actuarial valuations of the present value of the defined benefit obligations were carried out in March 2012 by Towers Watson Hong Kong Limited ("Towers Watson"), Fellow of the Institute of Actuaries, using the projected unit credit method. The principal place of business of Towers Watson is 27/F and 29/F, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong. The assumptions which have the most significant effect on the results of the valuation are discount rate, retirement rate, turnover rate, mortality rate and the rate of increase in salaries.

## 35. 退休福利計劃

### 定額供款計劃

本集團已參與根據香港職業退休計劃條例註冊的定額供款計劃(「職業退休計劃條例計劃」)及於2000年12月根據香港強制性公積金條例成立的強制性公積金計劃(「強積金計劃」)。該等計劃資產與本集團的資產分開處理，由獨立受託人控制的基金持有。凡於成立強積金計劃前已參與職業退休計劃條例計劃的僱員可選擇繼續留用職業退休計劃條例計劃或轉用強積金計劃，而所有於2000年12月1日或之後加入本集團的新僱員則須參加強積金計劃。

自綜合全面收益表扣除的退休福利成本指本集團按計劃規則指定的比率應付予基金的供款。倘僱員於全數供款歸屬前退出職業退休計劃條例計劃，本集團應付供款將按已沒收供款扣減。

就強積金計劃的成員而言，本集團須向強積金計劃就相關工資成本作5%供款，該筆供款與僱員的供款額一致。每月供款的最高金額為每位僱員1,000港元。

本公司中國內地及澳門附屬公司的合資格僱員為中國內地當地政府及澳門政府營運的退休金計劃成員，中國內地及澳門附屬公司須分別按有關僱員薪金總額成本的若干百分比就彼等退休金計劃供款及每月向退休福利計劃支付定額供款，作為福利供款。本集團有關退休福利計劃的唯一責任為根據該等計劃作出所須供款。

### 定額福利計劃

本公司若干附屬公司向於1995年前加入該等附屬公司的僱員提供定額退休福利。應付款項取決於僱員最後的薪金及服務年期。本集團並無留存任何資產以支付有關承擔。

根據該計劃，僱員於年屆65歲時就每年提供可獲退休金的服務內介乎最後薪金25%至40%的退休金。本集團並無提供其他退休後福利。最近的定額福利承擔現值精算估值乃於2012年3月由精算學會資深成員韜睿惠悅香港有限公司(「韜睿惠悅」)採用預計單位貸記法進行。韜睿惠悅的主要營業地點為香港灣道30號新鴻基中心27及29樓。對估值結果最具影響的假設乃貼現率、退休比率、週轉率、死亡率及薪金的升幅。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 35. Retirement Benefits Scheme (Continued)

#### Defined benefit scheme (Continued)

The main actuarial assumptions used were as follows:

		2012 2012年	2011 2011年
Discount rate	貼現率	1.5%	2.9%
Expected rate of salary increase	預期薪金增加比率	3.5%	3.5%
Turnover rate	週轉率	0%	0%

Amounts recognised in profit or loss in respect of the defined benefit pension scheme are as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Current service cost	本年度服務成本	2.3	2.6
Interest on obligation	承擔的利息	4.6	4.6
Actuarial loss (gain)	精算虧損(收益)	34.9	(1.7)
		41.8	5.5

The charge for the year ended 31 March 2012 has been included in consolidated statement of comprehensive income.

The amount included in the consolidated statement of financial position arising from the Group's obligations in respect of its defined benefit obligations is as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Present value of defined benefit obligations	定額福利承擔現值	196.9	162.6

Movements in the present value of the defined benefit contribution obligations are as follows:

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
At 1 April	於 4 月 1 日	162.6	164.0
Service costs	服務成本	2.3	2.6
Interest costs	利息成本	4.6	4.6
Actuarial loss (gain)	精算虧損(收益)	34.9	(1.7)
Benefits paid	已支付福利	(7.5)	(6.9)
At 31 March	於 3 月 31 日	196.9	162.6

### 35. 退休福利計劃(續)

#### 定額福利計劃(續)

所使用的主要精算假設如下：

		2012 2012年	2011 2011年
Discount rate	貼現率	1.5%	2.9%
Expected rate of salary increase	預期薪金增加比率	3.5%	3.5%
Turnover rate	週轉率	0%	0%

就定額退休金計劃於損益確認的款項如下：

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Current service cost	本年度服務成本	2.3	2.6
Interest on obligation	承擔的利息	4.6	4.6
Actuarial loss (gain)	精算虧損(收益)	34.9	(1.7)
		41.8	5.5

截至 2012 年 3 月 31 日止年度的費用已計入綜合全面收益表。

本集團因就其於定額福利承擔而計入綜合財務狀況表的款項如下：

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
Present value of defined benefit obligations	定額福利承擔現值	196.9	162.6

定額福利供款承擔現值變動如下：

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
At 1 April	於 4 月 1 日	162.6	164.0
Service costs	服務成本	2.3	2.6
Interest costs	利息成本	4.6	4.6
Actuarial loss (gain)	精算虧損(收益)	34.9	(1.7)
Benefits paid	已支付福利	(7.5)	(6.9)
At 31 March	於 3 月 31 日	196.9	162.6

## 36. Share Option Scheme

Pursuant to a resolution which were passed on 17 November 2011, the Company adopted a share option scheme (the "Share Option Scheme") for the purpose of attracting skilled and experienced personnel, to incentivise them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company. Under the Share Option Scheme, the directors of the Company may grant options to directors (including executive directors, non-executive directors and independent non-executive directors), the directors of the subsidiaries, the employees of the Group and any other persons (including consultants or advisers) who the directors of the Company consider, in its absolute discretion, have contributed or will contribute to the Group (the "Participants").

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on 17 November 2011. An offer of the grant of an option shall be made to a Participant by a notice of grant requiring the Participant to undertake to hold the option on the terms on which it is to be granted (which may include a minimum period for which the option must be held before it can be exercised and a performance target that must be reached before the option can be exercised in whole or in part) and to be bound by the terms of the Share Option Scheme. An offer of the grant of an option is deemed to be accepted by the Participant (the "Grantee") when the Company receives from the Grantee the duplicate notice of grant duly signed by the Grantee. An offer may be accepted or deemed to have been accepted in respect of less than the number of shares in respect of which it is offered, provided that it is accepted in respect of a board lot or an integral multiple thereof. No amount is payable by the Grantee upon acceptance of an offer of an option. The offer shall remain open for acceptance for such time to be determined by the directors of the Company, provided that no such offer shall be open for acceptance after the expiry of the Share Option Scheme or after the termination of the Share Option Scheme in accordance with its terms or after the Participant to whom the offer is made has ceased to be a Participant. To the extent that the offer is not accepted within the time period and in the manner specified in the offer, the offer will be deemed to have been irrevocably declined.

The exercise price shall be determined by the directors of the Company, and shall not be less than the higher of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's share on the date of grant.

During the year ended 31 March 2012, no share options were granted nor exercised by the Company.

## 36. 購股權計劃

根據於2011年11月17日通過的決議案，本公司採納購股權計劃（「購股權計劃」），旨在通過提供獲取本公司股權的機會吸引有技能和經驗的人員，激勵彼等留任本集團，鼓勵其為本集團的未來發展及擴展而努力。根據購股權計劃，本公司董事會可酌情向其全權酌情認為對本集團作出或將作出貢獻的董事（包括執行董事、非執行董事及獨立非執行董事）、附屬公司的董事、本集團的僱員以及任何其他人士（包括諮詢人或顧問）（「參與者」）授出購股權。

購股權計劃的有效期為10年，自2011年11月17日開始。授出購股權的要約須以授出通知的形式向參與者作出，要求參與者承諾按授出條款持有購股權（可能包括行使購股權前最短持有期限，及全部或部分行使購股權前須達到的表現目標），並受購股權計劃條款約束。倘本公司接獲經承授人正式簽署的授出通知副本，則授出購股權的要約會被視為已獲參與者（「承授人」）接納。承授人接納或視為接納的要約，所涉及的股份數目可較所提呈的要約所涉及者為少，惟所接納的須為一手買賣單位或其整數倍數。承授人接納購股權要約時毋須繳付任何金額。有關要約於本公司董事會釐定的期間內一直可供接納，惟於購股權計劃期限屆滿或購股權計劃根據其條款終止後或獲作出要約的參與者不再為參與者後，則不再可供接納。倘要約於時限內未按要約所指明方式接納，將視為已不可撤回地拒絕有關要約。

行使價須由本公司董事會釐定，並不得低於以下較高者：(i) 授出日期本公司股份的收市價；(ii) 緊接授出日期前五個交易日股份於平均收市價；及 (iii) 授出日期本公司股份的面值。

截至2012年3月31日止年度，本公司並無授出或行使任何購股權。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 37. Related Party Transactions

- (i) Other than the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had entered into the following related party transactions during the year:

### 37. 關聯方交易

- (i) 除綜合財務報表內其他地方披露的交易及結餘外，本集團已於年內訂立下列關聯方交易：

		2012 2012年 HK\$ million 百萬港元	2011 2011年 HK\$ million 百萬港元
<b>Continuing related party transactions:</b>	<b>持續關聯方交易：</b>		
Advertising expenses paid to entities in which certain directors of the Company have control	已支付本公司若干董事擁有控制權的實體的廣告開支	3.7	7.0
Concessionaire fees paid to entities in which certain directors of the Company have control	已支付本公司若干董事擁有控制權的實體的專櫃分成	155.1	114.2
Concessionaire fees paid to non-controlling shareholders of subsidiaries	已支付附屬公司非控股股東的專櫃分成	20.8	13.6
Engineering services fee paid to entities in which a close family member of certain directors of the Company has control	已支付本公司若干董事的近親家屬成員擁有控制權的實體的工程服務費	12.5	8.6
Rental expenses paid to entities in which certain directors of the Company have control	已支付本公司若干董事擁有控制權的實體的租金開支	109.8	79.6
Sales of goods to non-controlling shareholders of subsidiaries	向附屬公司非控股股東銷售貨品	122.8	36.8
Purchase of goods and commission paid to entities in which certain directors of the Company have control	購買貨品及向本公司若干董事有控制權的實體所付的佣金	19.2	1.6
<b>Discontinued related party transactions:</b>	<b>已終止關聯方交易：</b>		
Interest income received from	自以下公司收取的利息收入		
— CTF Enterprises Group	— 周大福企業集團	22.6	46.7
— Entity in which a director of certain subsidiaries of the Company has control	— 本公司一名董事擁有若干附屬公司控制權的實體	2.3	4.7
Sub-contracting fee paid to the companies in which the key management personnel of the Company has significant influence	已付本公司主要管理人員擁有重大影響的公司分包費用	126.2	182.2
Purchase of raw materials from an entity in which certain close family members of certain directors of the Company have control	向本公司若干董事的近親家屬成員擁有控制權的實體購買原材料	304.6	482.7
Interest expense paid to CTF Enterprises Group	已支付周大福企業集團的利息開支	7.9	18.6
Consideration paid for acquisition of a subsidiary to an associate	就收購一家附屬公司向聯營公司支付代價	—	5.7
Consideration paid for acquisition of a subsidiary to a close family member of a director of the Company	就收購一家附屬公司向本公司董事的近親家屬成員支付代價	14.5	—
Donation paid to charities in which certain directors of the Company have control	向本公司若干董事擁有控制權的慈善機關捐款	6.5	38.5



### 37. Related Party Transactions (Continued)

- (ii) remuneration paid for key management personnel includes the directors of the Company and key executives as disclosed in note 13.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

- (iii) Save as disclosed in notes 29 and 30, CTF Enterprises Group provided guarantee and pledged certain of its assets in favour of the Group as securities to certain banks for the bank borrowings and gold loans of the Group during the year ended 31 March 2011. As at 31 March 2012, certain banking facilities were secured by personal guarantee from the Company's executive director, Dr. Cheng Kar-Shun, Henry, and by certain listed securities owned by CTF Enterprises.

### 37. 關聯方交易(續)

- (ii) 支付予主要管理人員的酬金包括附註13披露的本公司董事及主要行政人員。

董事及主要行政人員的酬金是經由薪酬委員會根據個別人士的表現及市場趨勢而釐定。

- (ii) 除附註29及30所披露者外，於截至2011年3月31日止年度，周大福企業集團已提供以本集團為受益人的擔保及質押其若干資產，作為若干銀行向本集團提供銀行貸款及黃金借貸的抵押。於2012年3月31日。若干銀行融通由本公司執行董事鄭家純博士作出之個人保證以及由周大福企業擁有的若干上市證券抵押。

### 38. Principal Subsidiaries of the Company

Details of the Company's principal subsidiaries at the end of the reporting period are set out below:

### 38. 本公司主要附屬公司

下列為於報告期末本公司主要附屬公司之詳細：

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
CTF Watch Limited ("CTF Watch") (formerly known as "Pacific Cosmo International Limited") 周大福鐘錶有限公司 (「周大福鐘錶」) (前稱「宇泰國際有限公司」)	British Virgin Islands ("BVI") 13 December 2010 英屬維爾京群島 (「英屬維爾京群島」) 2010年12月13日	Share US\$1 股本1美元	100%	100%	Investment holding 投資控股
Highrise Achiever Limited* ("Highrise") (擇天有限公司)(「擇天」)	BVI 20 June 2011 英屬維爾京群島 2011年6月20日	Share US\$1 股本1美元	100%	—	Investment holding 投資控股
Majestic Project Limited ("Majestic") (偉略有限公司)(「偉略」)	BVI 3 March 2011 英屬維爾京群島 2011年3月3日	Share US\$1 股本1美元	100%	100%	Investment holding 投資控股

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## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 38. Principal Subsidiaries of the Company (Continued)

### 38. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
Sincere Elite Limited ("Sincere Elite") (誠駿有限公司)(「誠駿」)	BVI 2 March 2011 英屬維爾京群島 2011年3月2日	Share US\$1 股本1美元	100%	100%	Investment holding 投資控股
American Overseas Investment Inc. ("American Overseas")	Delaware, the United States of America (the "USA") 26 January 1973 美國德拉瓦州 1973年1月26日	Shares US\$10 股本10美元	100%	—	Investment holding 投資控股
Bentley Trading Limited ("Bentley") (栢力貿易有限公司) (「栢力」)	Hong Kong 10 January 2008 香港 2008年1月10日	Ordinary shares HK\$10,000 普通股本 10,000港元	100%	100%	Trading of diamond 鑽石買賣
Chow Tai Fook Jewellery Company Limited ("CTF Jewellery") 周大福珠寶金行有限公司 (「周大福珠寶」)	Hong Kong 6 March 1961 香港 1961年3月6日	Ordinary shares HK\$350,000,000 普通股本 350,000,000港元	100%	100%	Sale of jewellery products and watches 珠寶產品及鐘錶銷售
CTF Watch (HK) Limited ("CTF Watch HK") (周大福鐘錶(香港)有限公司) (「周大福鐘錶香港」)	Hong Kong 7 February 2011 香港 2011年2月7日	Ordinary share HK\$1 普通股本 1港元	100%	100%	Sale of watches 鐘錶銷售
Fook Kwan Jewellery Manufacturing Limited ("Fook Kwan") 福群珠寶首飾製造有限公司 (「福群」)	Hong Kong 23 February 1979 香港 1979年2月23日	Ordinary shares HK\$500,000 普通股本 500,000港元	100%	100%	Manufacturing of jewellery products 珠寶產品生產

## 38. Principal Subsidiaries of the Company (Continued)

## 38. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
Lun Jiao Industrial (Hong Kong) Limited ("Lun Jiao") (倫教工業發展(香港)有限公司) (「倫教」)	Hong Kong 15 October 1971 香港 1971年10月15日	Ordinary shares HK\$200 普通股 200港元	100%	—	Investment holding 投資控股
Solomon Watch & Jewellery Co., Limited ("Solomon Watch") 所羅門鐘錶珠寶有限公司 (「所羅門鐘錶」)	Hong Kong 24 November 2004 香港 2004年11月24日	Ordinary shares HK\$100 普通股 100港元	100%	100%	Sale of watches and investment holding 鐘錶銷售及投資控股
Techni Development Investment Limited ("Techni") (達利發展投資有限公司) (「達利」)	Hong Kong 26 May 2005 香港 2005年5月26日	Ordinary shares HK\$5,000,000 普通股 5,000,000港元	100%	100%	Sale of jewellery products and investment holding 珠寶產品銷售及投資 控股
Chow Tai Fook Jewellery and Watch Company (Macau) Limited ("CTF Macau") (formerly known as "Forever Watch Limited") 周大福珠寶鐘錶(澳門)有限公司 (「周大福澳門」) (前稱「永恒鐘錶有限公司」)	Macau 17 March 2009 澳門 2009年3月17日	Quota capital MOP5,000,000 配額資本 5,000,000澳門元	100%	100%	Sales of jewellery products and watches 珠寶產品及鐘錶銷售
Zlotowski's Diamond Cutting Works (Proprietary) Limited ("Zlotowski")	The Republic of South Africa (the "South Africa") 25 October 1951 南非共和國(「南非」) 1951年10月25日	Shares ZAR10,020,000 股本 10,020,000南非蘭特	84%	—	Diamond cutting and polishing 鑽石切割及打磨

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## 綜合財務報表附註

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### 38. Principal Subsidiaries of the Company (Continued) 38. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
Beijing Chow Tai Fook Jewellery Company Limited ("Beijing CTF") 北京周大福珠寶金行有限公司 (「北京周大福」)	PRC <sup>^</sup> 13 November 2006 中國 <sup>^</sup> 2006年11月13日	Registered capital US\$5,000,000 註冊資本 5,000,000美元	100%	100%	Sale of jewellery products 珠寶產品銷售
Bojuehang Jewellery Manufacturing (Shenzhen) Limited ("Bojuehang") 伯爵行珠寶首飾(深圳)有限公司 (「伯爵行」)	PRC <sup>^</sup> 16 April 2003 中國 <sup>^</sup> 2003年4月16日	Registered Capital HK\$1,000,000 註冊資本 1,000,000港元	100%	—	Manufacturing of jewellery products 珠寶產品生產
Chongqing Chow Tai Fook Watch Marketing Limited ("Chongqing CTF Watch") 重慶周大福鐘錶銷售有限公司 (「重慶周大福鐘錶」)	PRC <sup>*</sup> 25 December 2008 中國 <sup>*</sup> 2008年12月25日	Registered capital RMB10,000,000 註冊資本 人民幣10,000,000元	100%	100%	Sale of watches 鐘錶銷售
Chongqing Flamingo Watch Company Limited ("Chongqing Flamingo") 重慶富明高鐘錶有限公司 (「重慶富明高」)	PRC <sup>+</sup> 25 December 2008 中國 <sup>+</sup> 2008年12月25日	Registered capital RMB1,000,000 註冊資本 人民幣1,000,000元	70%	97%	Sale of watches 鐘錶銷售
Chongqing Kaifu Jewellery Company Limited ("Chongqing Kaifu") 重慶市凱福珠寶金行有限公司 (「重慶凱福」)	PRC <sup>+</sup> 25 December 2008 中國 <sup>+</sup> 2008年12月25日	Registered capital RMB5,000,000 註冊資本 人民幣5,000,000元	51%	50%#	Sale of jewellery products 珠寶產品銷售
Chow Tai Fook Jewellery (Chongqing) Company Limited ("CTF Chongqing") 周大福珠寶金行(重慶)有限公司 (「周大福重慶」)	PRC <sup>^</sup> 23 December 2008 中國 <sup>^</sup> 2008年12月23日	Registered capital US\$2,000,000 註冊資本 2,000,000美元	100%	100%	Sale of jewellery products 珠寶產品銷售

## 38. Principal Subsidiaries of the Company (Continued)

## 38. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
Chow Tai Fook Jewellery (Shenzhen) Company Limited ("Shenzhen CTF") 周大福珠寶金行(深圳)有限公司 (「深圳周大福」)	PRC^ 2 April 2002 中國^ 2002年4月2日	Registered capital US\$40,000,000 註冊資本 40,000,000美元	100%	100%	Manufacturing and sale of jewellery products 珠寶產品生產及銷售
Chow Tai Fook Jewellery (Suzhou) Company Limited ("CTF Suzhou") 周大福珠寶金行(蘇州)有限公司 (「周大福蘇州」)	PRC^ 11 January 2006 中國^ 2006年1月11日	Registered capital US\$30,000,000 註冊資本 30,000,000美元	100%	100%	Sale of jewellery products 珠寶產品銷售
Chow Tai Fook Jewellery (Wuhan) Company Limited ("CTF Wuhan") 周大福珠寶金行(武漢)有限公司 (「周大福武漢」)	PRC^ 29 January 2008 中國^ 2008年1月29日	Registered capital US\$2,500,000 註冊資本 2,500,000美元	100%	100%	Sale of jewellery products 珠寶產品銷售
Chow Tai Fook Jewellery Zhangjiagang Baoshui Company Limited ("CTF Zhangjiagang") 周大福珠寶金行張家港保稅區 有限公司(「周大福張家港」)	PRC^ 21 April 2010 中國^ 2010年4月21日	Registered capital US\$5,000,000 註冊資本 5,000,000美元	100%	100%	Sale of jewellery products 珠寶產品銷售
Foshan Shunde Yuda Jewellery Manufacturing Limited ("Shunde Yuda") 佛山市順德區裕達珠寶首飾製造 有限公司(「順德裕達」)	PRC^ 14 March 2007 中國^ 2007年3月14日	Registered capital HK\$5,000,000 註冊資本 5,000,000港元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Foshan Yushunfu Jewellery and Diamond Company Limited ("Yushunfu") 佛山裕順福首飾鑽石有限公司 (「裕順福」)	PRC^ 9 November 1988 中國^ 1988年11月9日	Registered capital US\$14,430,000 註冊資本 14,430,000美元	100%	—	Manufacturing of jewellery products 珠寶產品生產

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 38. Principal Subsidiaries of the Company (Continued)

### 38. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
Guangdong Chow Tai Fook Jewellery Company Limited ("Guangdong CTF") 廣東周大福珠寶金行有限公司 (「廣東周大福」)	PRC <sup>^</sup> 10 December 2007 中國 <sup>^</sup> 2007年12月10日	Registered capital US\$5,000,000 註冊資本 5,000,000美元	100%	100%	Sale of jewellery products 珠寶產品銷售
Guangdong Zhaofu Jewellery Company Limited ("Guangdong Zhaofu") 廣東肇福珠寶金行有限公司 (「廣東肇福」)	PRC <sup>+</sup> 28 February 2003 中國 <sup>+</sup> 2003年2月28日	Registered capital RMB10,000,000 註冊資本 人民幣10,000,000元	50%#	50%#	Sale of jewellery products 珠寶產品銷售
Kunming Yinfu Jewellery Company Limited ("Kunming Yinfu") 昆明銀福珠寶首飾有限公司 (「昆明銀福」)	PRC <sup>+</sup> 20 January 2003 中國 <sup>+</sup> 2003年1月20日	Registered capital RMB5,000,000 註冊資本 人民幣5,000,000元	70%	70%	Sale of jewellery products 珠寶產品銷售
Lida Noble Metal Technology and Development (Shenzhen) Limited ("Shenzhen Lida") 利達貴金屬工藝技術開發(深圳)有限公司 (「深圳利達」)	PRC <sup>^</sup> 31 March 2006 中國 <sup>^</sup> 2006年3月31日	Registered capital HK\$10,000,000 註冊資本 10,000,000港元	100%	100%	Manufacturing of jewellery products 珠寶產品生產
Shenzhen CTF Watch Limited ("Shenzhen CTF Watch") (深圳周大福鐘錶有限公司) (「深圳周大福鐘錶」)	PRC <sup>^</sup> 27 June 2011 中國 <sup>^</sup> 2011年6月27日	Registered capital HK\$100,000,000 註冊資本 100,000,000港元	100%	—	Sale of watches 鐘錶銷售
Wuhan Hanfu Jewellery Company Limited ("Wuhan Hanfu") (武漢漢福珠寶金行有限公司) (「武漢漢福」)	PRC <sup>+</sup> 26 November 2003 中國 <sup>+</sup> 2003年11月26日	Registered capital RMB15,000,000 註冊資本 人民幣15,000,000元	70%	70%	Sale of jewellery products 珠寶產品銷售



## 38. Principal Subsidiaries of the Company (Continued)

## 38. 本公司主要附屬公司(續)

Name of subsidiaries 附屬公司名稱	Place and date of incorporation/ establishment 註冊成立/ 設立地點及日期	Issue and fully paid share capital/ registered capital/ quota capital 已發行及繳足 股本/註冊資本/ 配額資本	Proportion of nominal value of issued share capital/ registered capital/ quota capital held by the Group 本集團所佔已發行股本/ 註冊資本/配額資本 面值之比率		Principal activities 主要業務
			2012 2012年	2011 2011年	
Zhangjiagang Baoshui Dade Xinfu Jewellery Company Limited ("Zhangjiagang Dade Xinfu") 張家港保稅區大德新福珠寶金行 有限公司(「張家港大德新福」)	PRC <sup>+</sup> 3 December 2010 中國 <sup>+</sup> 2010年12月3日	Registered capital RMB3,000,000 註冊資本 人民幣3,000,000元	<b>50%<sup>#</sup></b>	50% <sup>#</sup>	Sale of jewellery products 珠寶產品銷售
Zhangjiagang Baoshui Qifu Jewellery Trading Limited ("Zhangjiagang Qifu") 張家港保稅區祺福珠寶貿易 有限公司(「張家港祺福」)	PRC <sup>+</sup> 11 June 2007 中國 <sup>+</sup> 2007年6月11日	Registered capital RMB20,000,000 註冊資本 人民幣20,000,000元	<b>51%</b>	51%	Sale of jewellery products 珠寶產品銷售

\* Directly held by the Company. \* 本公司直接持有。

# Pursuant to the relevant agreements entered into among shareholders of these entities, the Group has power to govern the operating and financing policies of these entities since their respective date of establishment/acquisition, and hence these entities are classified as subsidiaries of the Company. # 根據該等實體的股東之間訂立的相關協議，本集團自此等實體各自成立/收購日期以來有權監管該等實體的營運及融資政策，因此此等實體歸類為本公司的附屬公司。

+ Being a cooperative joint venture establishment in the PRC. + 為中國成立的合資合作企業。

^ Being a wholly foreign owned enterprise. ^ 為外商獨資企業。

° Being wholly owned by a PRC subsidiary. ° 為中國附屬公司全資擁有。

Note: The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length. 附註：上表列出董事認為主要影響本集團的業績及資產的本公司附屬公司。載列其他附屬公司之詳情，董事則認為會導致詳情過於冗長。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2012 截至 2012 年 3 月 31 日止年度

### 39. Statement of Financial Position of the Company

### 39. 本公司財務狀況表

		2012 2012年 HK\$ million 百萬港元
Non-current assets	非流動資產	
Investment in a subsidiary	於一間附屬公司之投資	—
Amounts due from subsidiaries	應收附屬公司款項	16,605.0
		16,605.0
Current assets	流動資產	
Amounts due from subsidiaries	應收附屬公司款項	4,147.6
Bank balances	銀行結餘	318.3
		4,465.9
Current liabilities	流動負債	
Accruals	應計	9.6
Bank borrowings — due within one year	銀行貸款 — 一年內到期	1,107.0
		1,116.6
Net current asset	流動資產淨額	3,349.3
Total assets less current liabilities	總資產減流動負債	19,954.3
Non-current liabilities	非流動負債	
Bank borrowings — due after one year	銀行貸款 — 一年後到期	3,426.4
		16,527.9
Capital and reserves	資本及儲備	
Share capital	股本	10,000.0
Reserves	儲備	6,527.9
		16,527.9

## Financial Summary

### 財務概要

The following is a summary of the published results and assets and liabilities of the Group for the last four financial years. The financial information for FY2012 is extracted from the financial statements in this annual report while such for FY2009, FY2010 and FY2011 is extracted from the Prospectus.

以下為本集團過去四個財政年度已刊發業績以及資產與負債概要。2012財政年度財務資料摘錄自本年報的財務報表，而2009、2010及2011財政年度的則摘錄自招股章程。

		<b>For the year ended 31 March</b> <b>截至3月31日止年度</b>			
		<b>2012</b> <b>2012年</b> <b>HK\$ million</b> <b>百萬港元</b>	2011 2011年 HK\$ million 百萬港元	2010 2010年 HK\$ million 百萬港元	2009 2009年 HK\$ million 百萬港元
Revenue	營業額	<b>56,571.1</b>	35,042.5	22,933.6	18,410.9
Gross profit	毛利	<b>16,447.9</b>	9,927.6	6,555.0	5,326.0
Profit for the year	年度溢利	<b>6,570.9</b>	3,672.5	2,206.8	1,914.4

		<b>As at 31 March</b> <b>於3月31日</b>			
		<b>2012</b> <b>2012年</b> <b>HK\$ million</b> <b>百萬港元</b>	2011 2011年 HK\$ million 百萬港元	2010 2010年 HK\$ million 百萬港元	2009 2009年 HK\$ million 百萬港元
Total assets	資產總額	<b>47,414.3</b>	29,048.7	17,010.3	14,409.5
Total liabilities	負債總額	<b>17,841.3</b>	17,375.8	8,674.9	7,967.6
Net assets	資產淨額	<b>29,573.0</b>	11,672.9	8,335.4	6,441.9

### Board of Directors

#### Executive Directors

Dr. Cheng Kar-Shun, Henry (Chairman)  
Mr. Wong Siu-Kee, Kent (Managing Director)  
Mr. Cheng Chi-Kong, Adrian  
Mr. Cheng Chi-Heng, Conroy  
Mr. Chan Sai-Cheong  
Mr. Chan Hiu-Sang, Albert  
Mr. Cheng Ping-Hei, Hamilton  
Mr. Suen Chi-Keung, Peter

#### Non-Executive Directors

Dato' Dr. Cheng Yu-Tung (Honorary Chairman)  
Mr. Cheng Kam-Biu, Wilson  
Mr. Koo Tong-Fat

#### Independent Non-Executive Directors

Dr. Fung Kwok-King, Victor  
Mr. Kwong Che-Keung, Gordon  
Mr. Lam Kin-Fung, Jeffrey  
Mr. Or Ching-Fai, Raymond

### Audit Committee

Mr. Kwong Che-Keung, Gordon (Committee Chairman)  
Mr. Lam Kin-Fung, Jeffrey  
Mr. Or Ching-Fai, Raymond

### Nomination Committee

Dr. Fung Kwok-King, Victor (Committee Chairman)  
Dr. Cheng Kar-Shun, Henry  
Mr. Wong Siu-Kee, Kent  
Mr. Lam Kin-Fung, Jeffrey  
Mr. Or Ching-Fai, Raymond

### Remuneration Committee

Mr. Or Ching-Fai, Raymond (Committee Chairman)  
Dr. Cheng Kar-Shun, Henry  
Mr. Wong Siu-Kee, Kent  
Dr. Fung Kwok-King, Victor  
Mr. Kwong Che-Keung, Gordon

### Company Secretary

Mr. Cheng Ping-Hei, Hamilton

### Principal Bankers

Agricultural Bank of China  
Bank of China  
China Construction Bank (Asia)  
Hang Seng Bank  
The Hongkong and Shanghai Banking Corporation  
Industrial and Commercial Bank of China  
Standard Chartered Bank

### Auditor

Deloitte Touche Tohmatsu

### 董事會

#### 執行董事

鄭家純博士(主席)  
黃紹基先生(董事總經理)  
鄭志剛先生  
鄭志恒先生  
陳世昌先生  
陳曉生先生  
鄭炳熙先生  
孫志強先生

#### 非執行董事

拿督鄭裕彤博士(名譽主席)  
鄭錦標先生  
古堂發先生

#### 獨立非執行董事

馮國經博士  
鄭志強先生  
林健鋒先生  
柯清輝先生

### 審核委員會

鄭志強先生(委員會主席)  
林健鋒先生  
柯清輝先生

### 提名委員會

馮國經博士(委員會主席)  
鄭家純博士  
黃紹基先生  
林健鋒先生  
柯清輝先生

### 薪酬委員會

柯清輝先生(委員會主席)  
鄭家純博士  
黃紹基先生  
馮國經博士  
鄭志強先生

### 公司秘書

鄭炳熙先生

### 主要往來銀行

中國農業銀行  
中國銀行  
中國建設銀行(亞洲)  
恒生銀行  
滙豐銀行  
中國工商銀行  
渣打銀行

### 核數師

德勤•關黃陳方會計師行

## Compliance Adviser

Rothschild (Hong Kong) Limited

## Legal Adviser

Freshfields Bruckhaus Deringer  
Conyers Dill & Pearman  
Commerce & Finance Law Offices

## Cayman Islands Principal Share Registrar

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## Hong Kong Branch Share Registrar

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

## Registered Office

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## Headquarters and Principal Place of Business in Hong Kong

38/F, New World Tower  
16-18 Queen's Road Central, Hong Kong

## Stock Code

Hong Kong Stock Exchange 1929

## Investor Information

For more information about the Group,  
please contact the Investor Relations Department  
at:

38/F, New World Tower  
16-18 Queen's Road Central, Hong Kong  
Tel: (852) 2524-3166  
Fax: (852) 2526-9178  
e-mail: [ir@chowtaifook.com](mailto:ir@chowtaifook.com)

## Website

[www.chowtaifook.com](http://www.chowtaifook.com)

## 合規顧問

洛希爾(香港)有限公司

## 法律顧問

富而德律師事務所  
Conyers Dill & Pearman  
通商律師事務所

## 開曼群島主要股份過戶登記處

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 香港股份過戶登記分處

卓佳證券登記有限公司  
香港灣仔  
皇后大道東28號  
金鐘匯中心26樓

## 註冊辦事處

Codan Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

## 總部及香港主要營業地點

香港皇后大道中16-18號  
新世界大廈38樓

## 股份代號

香港聯交所1929

## 投資者資料

有關本集團詳情，請與投資者關係部門聯絡：

香港皇后大道中16-18號  
新世界大廈38樓  
電話：(852) 2524-3166  
傳真：(852) 2526-9178  
電郵：[ir@chowtaifook.com](mailto:ir@chowtaifook.com)

## 網站

[www.chowtaifook.com](http://www.chowtaifook.com)

## Glossary

### 詞彙

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Articles細則	the articles of association of the Company (as amended from time to time) 本公司組織章程細則(經不時修訂)
Board董事會	the board of Directors of the Company 本公司董事會
China UnionPay中國銀聯	a bankcard organisation based in Mainland China 中國的一家銀行卡組織
Company/Chow Tai Fook 本公司/周大福	Chow Tai Fook Jewellery Group Limited (stock code: 1929) 周大福珠寶集團有限公司(股份代號：1929)
Concessionaire Counter專櫃	Self-operated POS with concessionaire agreement 簽訂專櫃協議的直營零售點
CTFE周大福企業	Chow Tai Fook Enterprises Limited, a subsidiary of CTF Holding 周大福企業有限公司，CTF Holding的附屬公司
CTF Capital	Chow Tai Fook Capital Limited, a substantial shareholder of the Company Chow Tai Fook Capital Limited，本公司主要股東
CTF HK周大福香港	Chow Tai Fook Jewellery Company Limited, an indirect wholly-owned subsidiary of the Company 周大福珠寶金行有限公司，本公司間接全資附屬公司
CTF Holding	Chow Tai Fook (Holding) Limited, a substantial shareholder of the Company Chow Tai Fook (Holding) Limited，本公司主要股東
CYT Family Holdings	Cheng Yu Tung Family (Holdings) Limited, a substantial shareholder of the Company Cheng Yu Tung Family (Holdings) Limited，本公司主要股東
CYT Family Holdings II	Cheng Yu Tung Family (Holdings II) Limited, a substantial shareholder of the Company Cheng Yu Tung Family (Holdings II) Limited，本公司主要股東
Directors董事	Directors of the Company 本公司董事
DTC	Diamond Trading Company, the rough diamond distribution arm of the De Beers family of companies Diamond Trading Company，為De Beers旗下專責分銷鑽石毛坯的公司
Frost & Sullivan Report Frost & Sullivan報告	an independent market research report commissioned by the Company on the Greater China region (excluding Taiwan) jewellery and watch markets prepared in June 2012 本公司委聘就大中華地區(不包括台灣)珠寶鐘錶市場於2012年6月編製的獨立市場研究報告
FY財政年度	Fiscal year, 1 April to 31 March of the following year 財政年度，4月1日至下一年3月31日
gemstones寶石	colour stones, jadeite and pearls 彩色寶石、翡翠及珍珠

gem-set jewellery 珠寶鑲嵌首飾	jewellery products made with diamonds and gemstones 鑲有鑽石及寶石的首飾產品
Group 集團／本集團	the Company and its subsidiaries 本公司及其附屬公司
high-end luxury jewellery 名貴珠寶	jewellery products with a retail price of above HK\$100,000 per piece 每件零售價10萬港元以上的珠寶產品
Initial Public Offering 首次公開發售	the public offer of shares in the Company's share capital by subscription for cash at HK\$15.00 on and subject to the terms outlined in the Prospectus 根據及受限於招股章程所列的條款，本公司以每股15.00港元提呈其股份以供公開認購以換取現金
karat gold K金	jewellery products made from gold alloy 以合金製成的首飾產品
Lifestyle International 利福國際	Lifestyle International Holdings Limited (stock code: 1212) 利福國際集團有限公司(股份代號：1212)
Listing Date 上市日期	15 December 2011, being the date on which the Company's shares were listed on the Main Board of the Stock Exchange 2011年12月15日，本公司股份於聯交所主板上市之日
Listing Rules 上市規則	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司證券上市規則
mass luxury jewellery 主流珠寶	jewellery products with a retail price ranging from HK\$2,000 to HK\$100,000 per piece 每件零售價介乎2千港元至10萬港元的珠寶產品
NWD 新世界發展	New World Development Company Limited (stock code: 17) 新世界發展有限公司(股份代號：17)
NWDS 新世界百貨	New World Department Store China Limited (stock code: 825) 新世界百貨中國有限公司(股份代號：825)
POS 零售點	points of sale 產品零售之處
Prospectus 招股章程	the Company's prospectus dated 5 December 2011 in relation to the Initial Public Offering, which is available from the Company's website at <a href="http://www.chowtaifook.com">www.chowtaifook.com</a> 本公司就首次公開發售於2011年12月5日刊發的招股章程，已登載於本公司網站 <a href="http://www.chowtaifook.com">www.chowtaifook.com</a>



Rio Tinto	Rio Tinto Diamonds N.V.
Same Store Sales 同店銷售	for FY2009, FY2010, FY2011 and FY2012, the revenue from self-operated POS (including stand-alone stores, Concessionaire Counters and joint-venture POS) existing as at the end of the relevant fiscal year and which have been opened for at least 24 consecutive months immediately prior to the end of that fiscal year. Revenue from wholesale channel (i.e. franchisee sales) and other direct sales (such as sales from promotional events) are excluded 就2009、2010、2011及2012財政年度而言，緊接相關財政年度末前開業最少連續24個月並於有關財政年度末仍然存續的直營零售點(包括我們的獨立店、專櫃及合資零售點)的營業額。同店銷售不包括批發渠道(即向加盟商的銷售)及其他直銷(如推廣活動的銷售)的營業額
Same Store Sales Growth 同店銷售增長	a comparison between Same Store Sales of a particular year and sales from comparable POS in the previous year, measured at constant exchange rates 以相同匯率比較特定年度的同店銷售與前一年度的可比零售點的同店銷售
SFO 證券及期貨條例	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 香港法例第571章證券及期貨條例
Stock Exchange 聯交所	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司

