



Interim Report 2012

中期報告

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CORPORATE INFORMATION

公司資料

DIRECTORS

Poon Bun Chak (*Chairman and Chief Executive Officer*)
Poon Kei Chak
Poon Kai Chak
Ting Kit Chung
Poon Ho Wa
Au Son Yiu*
Cheng Shu Wing*
Law Brian Chung Nin*

* *Independent Non-executive Directors*

NOMINATION COMMITTEE

Cheng Shu Wing (*Chairman*)
Au Son Yiu
Law Brian Chung Nin
Ting Kit Chung

REMUNERATION COMMITTEE

Au Son Yiu (*Chairman*)
Cheng Shu Wing
Law Brian Chung Nin
Ting Kit Chung

AUDIT COMMITTEE

Law Brian Chung Nin (*Chairman*)
Au Son Yiu
Cheng Shu Wing

COMPANY SECRETARY

Chan Chi Hon

REGISTERED OFFICE

Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

董事

潘彬澤 (*主席兼董事總經理*)
潘機澤
潘佳澤
丁傑忠
潘浩華
區樂耀*
鄭樹榮*
羅仲年*

* *獨立非執行董事*

提名委員會

鄭樹榮 (*主席*)
區樂耀
羅仲年
丁傑忠

薪酬委員會

區樂耀 (*主席*)
鄭樹榮
羅仲年
丁傑忠

審核委員會

羅仲年 (*主席*)
區樂耀
鄭樹榮

公司秘書

陳志漢

註冊辦事處

Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor, Metroplaza, Tower II,
223 Hing Fong Road,
Kwai Chung, New Territories,
Hong Kong

總辦事處及主要營業地點

香港
新界葵涌
興芳路223號
新都會廣場第二座十六樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

主要股份登記及過戶處

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份登記及過戶分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東二十八號
金鐘匯中心二十六樓

AUDITORS

Ernst & Young
Certified Public Accountants

核數師

安永會計師事務所
執業會計師

LEGAL ADVISORS

Jennifer Cheung & Co.
Wilkinson & Grist

法律顧問

張美霞律師行
高露雲律師行

PRINCIPAL BANKERS

Bank of China (Hong Kong) Ltd.
BNP Paribas
Citibank, N.A.
The Hongkong and Shanghai Banking Corporation Ltd.
Hang Seng Bank
Mizuho Corporate Bank, Ltd.

主要往來銀行

中國銀行(香港)有限公司
法國巴黎銀行
花旗銀行
香港上海滙豐銀行有限公司
恒生銀行
瑞穗實業銀行

WEBSITES

<http://www.texwinca.com/>
<http://www.baleno.com.hk/>
<http://www.irasia.com/listco/hk/texwinca/>

網址

<http://www.texwinca.com/>
<http://www.baleno.com.hk/>
<http://www.irasia.com/listco/hk/texwinca/>

FINANCIAL INFORMATION

財務資料

The board of directors (the “Board”) of Texwinca Holdings Limited (the “Company”) has pleasure in presenting the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2012. The interim results have been reviewed by the Company’s audit committee.

德永佳集團有限公司(「本公司」)之董事會欣然公佈，本公司及其附屬公司(合稱「本集團」)截至二零一二年九月三十日止六個月之未經審核綜合業績。此中期業績已由本公司審核委員會審閱。

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合利潤表

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
	Notes 附註		
REVENUE	4	5,519,207	6,711,689
Cost of sales		(3,853,113)	(4,698,543)
Gross profit		1,666,094	2,013,146
Other income and gains	5	221,600	110,129
Selling and distribution costs		(1,236,076)	(1,139,410)
Administrative expenses		(420,898)	(352,543)
Other operating expenses, net		(871)	(2,453)
Finance costs		(28,452)	(16,827)
Share of profit of an associate, net of tax		21,969	31,505
PROFIT BEFORE TAX	6	223,366	643,547
Income tax expense	7	(16,276)	(67,173)
PROFIT FOR THE PERIOD		207,090	576,374
Attributable to:	歸屬：		
Ordinary equity holders of the Company	本公司普通權益所有者	232,272	570,500
Non-controlling interests	非控股權益	(25,182)	5,874
		207,090	576,374
Earnings per share attributable to ordinary equity holders of the Company (HK cents)	歸屬本公司普通權益所有者每股盈利 (港幣仙)		
Basic	9	17.1	41.9
Diluted		17.0	41.5

Details of the dividends for the period are disclosed in note 8 to the financial statements.

本期股息詳情披露於財務報表附註8內。

FINANCIAL INFORMATION

財務資料

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面利潤表

		Six months ended 30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit for the period	本期溢利	207,090	576,374
Other comprehensive income:	其他全面利潤：		
Exchange differences on translation of foreign operations	換算海外經營業務產生之匯兌差額	16,282	132,138
Total comprehensive income for the period	本期全面利潤總額	223,372	708,512
Attributable to:	歸屬：		
Ordinary equity holders of the Company	本公司普通權益所有者	213,803	691,604
Non-controlling interests	非控股權益	9,569	16,908
		223,372	708,512

FINANCIAL INFORMATION

財務資料

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

			At 30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核)	At 31 March 2012 二零一二年 三月三十一日 (Audited) (經審核) (Restated) (經修訂)
	Notes 附註		HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	10	物業、廠房及設備	2,130,940	2,144,549
Investment properties		投資物業	193,566	193,278
Prepaid land lease payments		預付土地租賃款	22,827	23,149
Construction in progress		在建工程	2,118	94,327
Trademarks		商標	33,293	33,293
Investment in an associate		於聯營公司之投資	122,844	101,830
Long term rental deposits		長期租金按金	141,785	122,092
Total non-current assets		總非流動資產	2,647,373	2,712,518
CURRENT ASSETS		流動資產		
Inventories		存貨	2,383,560	2,712,541
Trade receivables	11	應收賬款	572,572	683,416
Bills receivable — external trade		應收票據 — 外部貿易	350,981	403,450
Bills receivable — intra-group trade		應收票據 — 集團內部貿易	1,806,400	1,707,485
Due from an associate		應收聯營公司	22,174	—
Prepayments, deposits and other receivables		預付款項、訂金及其他應收賬款	637,954	680,550
Held-to-maturity investments		持至到期的投資	15,532	23,384
Derivative financial assets		衍生金融資產	12,274	12,661
Cash and cash equivalents		現金及現金等價物	5,401,080	4,500,318
Total current assets		總流動資產	11,202,527	10,723,805
CURRENT LIABILITIES		流動負債		
Due to an associate		應付聯營公司	—	9,715
Trade payables	12	應付賬款	1,244,828	1,333,828
Bills payable — external trade		應付票據 — 外部貿易	35,706	93,469
Bills payable — intra-group trade		應付票據 — 集團內部貿易	1,806,400	1,707,485
Other payables and accrued liabilities		其他應付賬款及應計負債	480,253	436,288
Derivative financial liabilities		衍生金融負債	2,924	4,492
Tax payable		應付稅項	163,053	246,706
Interest-bearing bank borrowings	13	附息銀行貸款	3,879,085	3,193,332
Dividend payable		應付股息	326,725	—
Total current liabilities		總流動負債	7,938,974	7,025,315
Net current assets		流動資產淨額	3,263,553	3,698,490
Total assets less current liabilities		總資產減流動負債	5,910,926	6,411,008

FINANCIAL INFORMATION

財務資料

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

簡明綜合財務狀況表(續)

			At 30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核)	At 31 March 2012 二零一二年 三月三十一日 (Audited) (經審核) (Restated) (經修訂)
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	付息銀行貸款	13	—	412,567
Deferred tax liabilities	遞延稅項負債		118,243	112,461
Total non-current liabilities	總非流動負債		118,243	525,028
Net assets	資產淨額		5,792,683	5,885,980
EQUITY	權益			
Equity attributable to ordinary equity holders of the Company	本公司普通權益所有者應佔權益			
Issued capital	已發行股本		68,168	68,068
Reserves	儲備		5,214,958	5,168,559
Interim/final dividends	中期／末期股息	8	177,360	326,725
			5,460,486	5,563,352
Non-controlling interests	非控股權益		332,197	322,628
Total equity	總權益		5,792,683	5,885,980

FINANCIAL INFORMATION

財務資料

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

Attributable to ordinary equity holders of the Company 本公司普通股權益所有者應佔													
	Issued capital (Unaudited) (未經審核) HK\$'000 港幣千元	Share premium account (Unaudited) (未經審核) HK\$'000 港幣千元	Share option reserve (Unaudited) (未經審核) HK\$'000 港幣千元	Capital redemption reserve (Unaudited) (未經審核) HK\$'000 港幣千元	Contributed surplus (Unaudited) (未經審核) HK\$'000 港幣千元	Exchange fluctuation reserve (Unaudited) (未經審核) HK\$'000 港幣千元	Asset revaluation reserve (Unaudited) (未經審核) HK\$'000 港幣千元	Legal reserve (Unaudited) (未經審核) HK\$'000 港幣千元	Retained profits (Unaudited) (未經審核) HK\$'000 港幣千元	Dividends (Unaudited) (未經審核) HK\$'000 港幣千元	Total (Unaudited) (未經審核) HK\$'000 港幣千元	Non-controlling interests (Unaudited) (未經審核) HK\$'000 港幣千元	Total equity (Unaudited) (未經審核) HK\$'000 港幣千元
At 1 April 2012 as previously reported	68,068	589,666	2,370	1,695	3,986	421,583	29,344	49	4,102,971	326,725	5,546,457	322,628	5,869,085
Change in accounting policy — Adoption of HKAS 12 amendment	—	—	—	—	—	—	—	—	16,895	—	16,895	—	16,895
At 1 April 2012 as restated	68,068	589,666	2,370	1,695	3,986	421,583	29,344	49	4,119,866	326,725	5,563,352	322,628	5,885,980
Exchange realignment	—	—	—	—	—	(18,469)	—	—	—	—	(18,469)	34,751	16,282
Profit for the period	—	—	—	—	—	—	—	—	232,272	—	232,272	(25,182)	207,090
Total comprehensive income for the period	—	—	—	—	—	(18,469)	—	—	232,272	—	213,803	9,569	223,372
Exercise of share options	100	10,121	(165)	—	—	—	—	—	—	—	10,056	—	10,056
Cancellation of share options	—	—	(75)	—	—	—	—	—	75	—	—	—	—
2011/2012 final dividend	—	—	—	—	—	—	—	—	—	(326,725)	(326,725)	—	(326,725)
2012/2013 interim dividend	—	—	—	—	—	—	—	—	(177,360)	177,360	—	—	—
At 30 September 2012	68,168	599,787	2,130	1,695	3,986	403,114	29,344	49	4,174,853	177,360	5,460,486	332,197	5,792,683
At 1 April 2011 as previously reported	68,042	586,285	2,985	1,695	3,986	282,565	25,389	49	3,663,370	408,284	5,232,650	280,037	5,512,687
Change in accounting policy — Adoption of HKAS 12 amendment	—	—	—	—	—	—	—	—	9,049	—	9,049	—	9,049
At 1 April 2011 as restated	68,042	586,285	2,985	1,695	3,986	282,565	25,389	49	3,662,419	408,284	5,241,699	280,037	5,521,736
Exchange realignment	—	—	—	—	—	121,104	—	—	—	—	121,104	11,034	132,138
Profit for the period	—	—	—	—	—	—	—	—	570,500	—	570,500	5,874	576,374
Total comprehensive income for the period	—	—	—	—	—	121,104	—	—	570,500	—	691,604	16,908	708,512
Exercise of share options	20	2,604	(450)	—	—	—	—	—	—	—	2,174	—	2,174
2010/2011 final dividend	—	—	—	—	—	—	—	—	—	(408,284)	(408,284)	—	(408,284)
2011/2012 interim dividend	—	—	—	—	—	—	—	—	(363,924)	363,924	—	—	—
At 30 September 2011	68,062	588,889	2,535	1,695	3,986	403,669	25,389	49	4,078,995	353,924	5,527,193	296,945	5,824,138

FINANCIAL INFORMATION

財務資料

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

		Six months ended 30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
NET CASH FLOWS FROM OPERATING ACTIVITIES	經營所得現金流入淨額	524,189	799,097
NET CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES	投資活動現金流入／(流出)淨額	(1,111,142)	568,515
NET CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	融資活動現金流入／(流出)淨額	290,793	(462,482)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等價物之增加／(減少)淨額	(296,160)	905,130
Cash and cash equivalents at beginning of period	於期初之現金及現金等價物	1,294,564	1,466,935
Foreign exchange adjustments	外匯調整	(11,422)	63,365
CASH AND CASH EQUIVALENTS AT END OF PERIOD	於期末之現金及現金等價物	986,982	2,435,430
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	212,621	507,957
Non-pledged time deposits with original maturity within three months when acquired	於訂立日三個月內到期之無抵押定期存款	774,361	1,927,473
Non-pledged time deposits with original maturity over three months when acquired	於訂立日三個月以上到期之無抵押定期存款	4,414,098	2,172,850
Cash and cash equivalents as stated in the condensed consolidated statement of financial position	現金及現金等價物，如載於簡明綜合財務狀況表	5,401,080	4,608,280
Less: Non-pledged time deposits with original maturity over three months when acquired	減：於訂立日三個月以上到期之無抵押定期存款	(4,414,098)	(2,172,850)
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	現金及現金等價物，如載於簡明綜合現金流量表	986,982	2,435,430

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS

1. Basis of Preparation

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

2. Significant Accounting Policies

The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed interim financial statements are the same as those used in the Group’s annual financial statements for the year ended 31 March 2012, except in relation to the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) issued by the HKICPA that affect the Group and are adopted for the first time for the current period’s financial statements:

HKFRS 1 Amendments Amendments to HKFRS 1 *First-time Adoption of Hong Kong Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters*

HKFRS 7 Amendments Amendments to HKFRS 7 *Financial Instruments: Disclosures — Transfers of Financial Assets*

HKAS 12 Amendments Amendments to HKAS 12 *Deferred Tax: Recovery of Underlying Assets*

財務報表附註

1. 編製基本原則

未經審核簡明中期財務報表乃根據香港會計師公會頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司(「聯交所」)《證券上市規則》(「上市規則」)附錄16編製。

2. 主要會計政策

在編製此未經審核簡明中期財務報表採納的會計政策和編製基準與本集團截至二零一二年三月三十一日止年度財務報表所採用的一致，除以下影響本集團及在本期財務報表中首次採納的香港會計師公會頒佈之新訂及經修訂香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)：

香港財務報告準則第1號(修訂本) 香港財務報告準則第1號首次採納者首次採納香港財務報告準則一嚴重高通脹及剔除固定日期之修訂

香港財務報告準則第7號(修訂本) 香港財務報告準則第7號金融工具：披露—財務資產之轉讓之修訂

香港會計準則第12號(修訂本) 香港會計準則第12號遞延稅項：回收相關資產之修訂

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

2. Significant Accounting Policies (Continued)

Other than as further explained below regarding the impact of HKAS 12 Amendments, the adoption of the HKFRSs listed above has had no significant impact on the Group's unaudited condensed interim financial statements for the six months ended 30 September 2012.

The principal effects of adopting the new and revised HKAS are as follows:

Amendments to HKAS 12 — *Deferred Tax: Recovery of Underlying Assets*

In prior years, deferred tax was provided on the basis that the carrying amounts of investment properties would be recovered through use. Following the adoption of HKAS 12 Amendments, deferred tax is provided on the basis that the carrying amounts of the investment properties will be recovered through sale except that the basis of recovery through use will continue to apply to those investment properties which are depreciable and are held with an objective to consume substantially all of the economic benefits embodied in the investment properties over time, rather than through sale. This change in accounting policy has been applied retrospectively.

財務報表附註(續)

2. 主要會計政策(續)

除就香港會計準則第12號(修訂本)對本集團產生的下列影響外，採納上列香港財務報告準則對本集團截至二零一二年九月三十日止六個月的未經審核簡明中期財務報表沒有重大的影響。

採納上新訂及經修定香港會計準則的主要影響如下：

香港會計準則第12號遞延稅項： 回收相關資產之修訂

於過往年度，遞延稅項準備以透過使用方式收回投資物業賬面值為基礎計算。採納香港會計準則第12號修訂本後，遞延稅項準備以透過出售方式收回投資物業賬面值為基礎計算，惟對於那些可折舊的投資物業，及其被持有的目的是以透過隨著時間方式耗用其所包含的大部份經濟利益，而並非透過出售的，則仍以使用方式為基礎計算。此項會計政策變更已被追溯應用。

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NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

2. Significant Accounting Policies (Continued)

The impact of the said change in accounting policy has effects on the Group's financial statements as follows:

2. 主要會計政策(續)

上述會計政策的變更對本集團財務報表有如下影響：

		30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	31 March 2012 二零一二年 三月三十一日 (Unaudited) (未經審核) HK\$'000 港幣千元	1 April 2011 二零一一年 四月一日 (Unaudited) (未經審核) HK\$'000 港幣千元
Decrease in deferred tax liabilities	遞延稅項負債減少	16,895	16,895	9,049
Increase in net assets	資產淨額增加	16,895	16,895	9,049
Increase in retained profits	保留溢利增加	16,895	16,895	9,049
Increase in total equity	總權益增加	16,895	16,895	9,049

For the following new and revised HKFRSs which have not yet been effective, the Group is in the process of assessing their impact on the Group's results and financial position.

關於下列仍未生效之新訂及經修訂香港財務報告準則，本集團現正評估其對本集團業績及財務狀況之影響。

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards — Government Loans</i> ²	香港財務報告準則第1號(修訂本)	香港財務報告準則第1號首次採納香港財務報告準則—政府貸款之修訂 ²
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Disclosures — Offsetting Financial Assets and Financial Liabilities</i> ²	香港財務報告準則第7號(修訂本)	香港財務報告準則第7號披露—抵銷金融資產及金融負債之修訂 ²
HKFRS 9	<i>Financial Instruments</i> ⁴	香港財務報告準則第9號	金融工具 ⁴
HKFRS 10	<i>Consolidated Financial Statements</i> ²	香港財務報告準則第10號	綜合財務報表 ²
HKFRS 11	<i>Joint Arrangements</i> ²	香港財務報告準則第11號	合營安排 ²

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NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

2. Significant Accounting Policies (Continued)

HKFRS 12	<i>Disclosure of Interests in Other Entities²</i>
HKFRS 13	<i>Fair Value Measurement²</i>
HKAS 1 Amendments	<i>Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income¹</i>
HKAS 19 (2011)	<i>Employee Benefits²</i>
HKAS 27 (2011)	<i>Separate Financial Statements²</i>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures²</i>
HKAS 32 Amendments	<i>Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities³</i>
HK (IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine²</i>
Annual Improvements Project	<i>Annual Improvements 2009-2011 Cycle²</i>
HKFRS 9 and HKFRS 7 Amendments	<i>Amendments to HKFRS 9 Financial Instruments and HKFRS 7 Financial Instruments: Disclosures — Mandatory Effective Date of HKFRS 9 and Transition Disclosures⁴</i>

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

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

³ Effective for annual periods beginning on or after 1 January 2014

⁴ Effective for annual periods beginning on or after 1 January 2015

2. 主要會計政策(續)

香港財務報告準則第12號	披露於其他實體之權益 ²
香港財務報告準則第13號	公允值計量 ²
香港會計準則第1號(修訂本)	香港會計準則第1號呈列其他全面利潤項目之修訂 ¹
香港會計準則第19號(2011)	僱員福利 ²
香港會計準則第27號(2011)	獨立財務報表 ²
香港會計準則第28號(2011)	於聯營公司及合營企業之投資 ²
香港會計準則第32號(修訂本)	香港會計準則第32號抵銷金融資產及金融負債之修訂 ³
香港(國際財務報告詮釋委員會)－詮釋第20號	地表採礦生產階段的剝離成本 ²
年度改進項目	二零零九年至二零一一年週期之年度改進 ²
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號金融工具及香港財務報告準則第7號金融工具：披露一強制生效日期及過渡期之披露 ⁴

¹ 於二零一二年七月一日或之後開始之年度期間生效

² 於二零一三年一月一日或之後開始之年度期間生效

³ 於二零一四年一月一日或之後開始之年度期間生效

⁴ 於二零一五年一月一日或之後開始之年度期間生效

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NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

3. Significant Accounting Judgements and Estimates

The judgements and estimates adopted in the preparation of the unaudited condensed interim financial statements are the same as those used in the Group's annual financial statements for the year ended 31 March 2012.

4. Operating Segment Information

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the production, dyeing and sale of knitted fabric and yarn segment;
- (b) the retailing and distribution of casual apparel and accessory segment; and
- (c) the "others" segment principally comprises the provision of repair and maintenance services for motor vehicles, the provision of franchise services, and properties investment.

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, finance costs and share of profit of an associate, net of tax are excluded from such measurement.

3. 主要會計判斷及估計

在編製此未經審核簡明中期財務報表時採納的判斷及估計與本集團截至二零一二年三月三十一日止年度財務報表採用的一致。

4. 營運分類資料

就管理而言，本集團根據所提供產品及服務將業務單位分類，三個可匯報營運分類如下：

- (a) 針織布及棉紗之產銷及整染分類；
- (b) 便服及飾物之零售及分銷分類；及
- (c) 「其他」分類主要包含提供汽車維修及保養服務、提供特許經營服務，及物業投資。

管理層獨立監察營運分類業績以作出資源分配及表現評估的決定。分類表現乃按經調整除稅前溢利計量的可匯報分類予以評估。經調整除稅前溢利與本集團的除稅前溢利的計量一致，惟利息收入、財務費用及應佔聯營公司溢利，除稅後淨額均不計入該計量內。

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NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

4. Operating Segment Information (Continued)

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

The following table presents revenue and profit information of the Group for the six months ended 30 September 2012 and 30 September 2011:

4. 營運分類資料(續)

分類間之銷售及轉撥交易之售價乃參照售予第三者之當時市場價格訂定。

下表為本集團截至二零一二年九月三十日及二零一一年九月三十日止六個月之業務分類收入及溢利資料：

	Production, dyeing and sale of knitted fabric and yarn 針織布及棉紗之 產銷及整染		Retailing and distribution of casual apparel and accessory 便服及飾物之零售及分銷		Others 其他		Eliminations 對銷		Consolidated 綜合		
	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元	
Segment revenue:	分類收入：										
Sales to external customers	2,766,992	3,752,976	2,738,876	2,945,991	13,339	12,722	—	—	5,519,207	6,711,689	
Intersegment sales	—	—	—	—	3,668	2,585	(3,668)	(2,585)	—	—	
Other revenue	32,816	12,138	57,619	9,476	12,784	13,051	(1,687)	(2,079)	101,532	32,586	
Total	2,799,808	3,765,114	2,796,495	2,955,467	29,791	28,358	(5,355)	(4,664)	5,620,739	6,744,275	
Segment results	167,916	505,365	(73,954)	30,164	15,819	15,797	—	—	109,781	551,326	
Interest income										120,068	77,543
Finance costs										(28,452)	(16,827)
Share of profit of an associate, net of tax										21,969	31,505
Profit before tax										223,366	643,547
Income tax expense										(16,276)	(67,173)
Profit for the period										207,090	576,374

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NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

5. Other Income and Gains

5. 其他收入及收益

		Six months ended 30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest income	利息收入	120,068	77,543
Net fair value gains on foreign exchange derivative financial instruments	外匯衍生金融工具公允價值收益淨額	20,273	—
Gross rental income on investment properties	投資物業租金收入總額	8,475	9,135
Government subsidies	政府補助款	1,241	2,531
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益	58,501	5,305
Sundry income	雜項收入	13,042	15,615
		221,600	110,129

6. Profit Before Tax

The Group's profit before tax is arrived at after charging/(crediting):

6. 除稅前溢利

本集團之除稅前溢利已扣除/(加上):

		Six months ended 30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Depreciation	折舊	187,340	165,778
Recognition of prepaid land lease payments	預付土地租賃款之確認	295	294
Provision/(write-back of provision) for slow-moving inventories	呆滯存貨準備/(準備撥回)	(45,552)	100,857
Write-back of impairment of trade receivables	應收賬款減值撥回	(42)	—
Gain on disposal of items of property, plant and equipment	出售物業、廠房及項目收益	58,501	5,305

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NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

7. Income Tax Expense

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 September 2011: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

7. 稅項

香港利得稅已按期內於香港賺取之估計應課稅溢利以稅率16.5% (截至二零一一年九月三十日止六個月：16.5%) 提撥準備。在其他地區的應課利得稅項，乃根據本集團業務經營所在司法權區之現行稅率計算。

		Six months ended 30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Hong Kong and mainland	香港及中國大陸		
China taxes:	稅項：		
Current period provision	本期準備	10,348	52,296
Under-provision in prior years	往年度撥備不足	—	5,803
Deferred tax	遞延稅項	5,782	8,841
Elsewhere tax:	其他地區稅項：		
Current period provision	本期準備	146	233
Tax charge for the period	本期稅項	16,276	67,173

8. Dividends

8. 股息

		Six months ended 30 September	
		截至九月三十日止六個月	
		2012	2011
		二零一二年	二零一一年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interim dividend	中期股息	177,360	353,924
Interim dividend per share (HK cents)	每股中期股息 (港幣仙)	13.0	26.0

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財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

9. Earnings Per Share Attributable to Ordinary Equity Holders of The Company

(a) Basic earnings per share

The calculation of the basic earnings per share is based on the profit for the period attributable to ordinary equity holders of the Company of HK\$232,272,000 (six months ended 30 September 2011: HK\$570,500,000) and the weighted average number of 1,361,762,989 (six months ended 30 September 2011: 1,361,073,153) ordinary shares in issue during the period.

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the followings:

9. 歸屬本公司普通權益所有者每股盈利

(a) 基本每股盈利

基本每股盈利乃按本公司普通權益所有者應佔本期溢利港幣232,272,000元(截至二零一一年九月三十日止六個月:港幣570,500,000元)及於期內已發行普通股之加權平均股數1,361,762,989股(截至二零一一年九月三十日止六個月:1,361,073,153股)計算。

(b) 攤薄後每股盈利

攤薄後之每股盈利計算如下:

		Six months ended 30 September 截至九月三十日止六個月	
		2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	本公司普通權益所有者應佔溢利, 用作計算基本每股盈利	232,272	570,500

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NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

9. Earnings Per Share Attributable to Ordinary Equity Holders of The Company (Continued)

(b) Diluted earnings per share (Continued)

9. 歸屬本公司普通權益所有者每股盈利(續)

(b) 攤薄後每股盈利(續)

		Number of shares 股份數目	
		Six months ended 30 September 截至九月三十日止六個月	
		2012 二零一二年 (Unaudited) (未經審核)	2011 二零一一年 (Unaudited) (未經審核)
Shares	股份		
Weighted average number of shares in issue during the period used in the basic earnings per share calculation	用作計算基本每股盈利之期內已發行股份加權平均股數	1,361,762,989	1,361,073,153
Effect of dilution — weighted average number of ordinary shares: Share options	攤薄之影響 — 加權平均普通股股數： 購股權	8,463,954	12,145,470
Weighted average number of shares in issue during the period used in the diluted earnings per share calculation	用作計算攤薄後每股盈利之期內已發行股份加權平均股數	1,370,226,943	1,373,218,623

10. Property, Plant and Equipment

During the six months ended 30 September 2012, the Group acquired items of property, plant and equipment with a cost of HK\$91,456,000 (six months ended 30 September 2011: HK\$107,158,000). Items of property, plant and equipment with a net book value of HK\$11,972,000 (six months ended 30 September 2011: HK\$2,139,000) were disposed of during the six months ended 30 September 2012.

10. 物業、廠房及設備

於截至二零一二年九月三十日止六個月內，本集團添置價值為港幣91,456,000元(截至二零一一年九月三十日止六個月：港幣107,158,000元)之物業、廠房及設備項目。於截至二零一二年九月三十日止六個月內，賬面淨值為港幣11,972,000元(截至二零一一年九月三十日止六個月：港幣2,139,000元)之物業、廠房及設備項目被出售。

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NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

11. Trade Receivables

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of impairment of HK\$12,307,000 (31 March 2012: HK\$12,349,000), is as follows:

		At 30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2012 二零一二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	561,764	659,076
Over 90 days	90日以上	10,808	24,340
		572,572	683,416

Payment terms of the Group's customers mainly range from "cash before delivery" to "within 90 days from the date of invoice". A significant portion of the customers trade with the Group under documentary credit terms. The Group seeks to maintain strict credit control on its outstanding receivables and has a policy to manage its credit risk. Since the Group's trade receivables relate to a large number of customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

11. 應收賬款

於報告期末，按發票日期及扣除減值港幣12,307,000元(二零一二年三月三十一日：港幣12,349,000元)後之應收賬款賬齡分析如下：

本集團客戶主要賬期由「先款後貨」至「發票日起的90天內」，其中有重大部份是以信用狀與本集團進行交易。本集團對應收款項實施一套嚴謹監察制度以管理信貸風險。由於本集團應收賬款包括眾多客戶，因此並無重大的信貸集中風險。本集團並無就其應收賬款結餘持有任何抵押品或其他提升信用之保障。應收賬款為非附息。

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財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

12. Trade Payables

An aged analysis of trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		At 30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2012 二零一二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	1,219,355	1,301,175
Over 90 days	90日以上	25,473	32,653
		1,244,828	1,333,828

At the end of the reporting period, the trade payables are non-interest-bearing and are normally settled on 90-day terms.

於報告期末，應付賬款為非附息及一般為90天的賬期。

13. Interest-Bearing Bank Borrowings

Based on the unaudited consolidated interim results of the Group for the six months ended 30 September 2012, the Company has failed to fulfill one of the financial covenants as required under certain term loan facility agreements (the "Agreements") entered into between the Group and a bank (the "Bank"). This default may also trigger the breach of cross default clause in other term loan facility agreements (the "Other Agreements") entered into between the Group and other banks (the "Other Banks").

Following the application of a waiver of the above breach to the Bank, the Company was granted a one-time waiver before the date of this report. The Company will also apply for relevant waivers from the Other Banks. Besides, the Group has reclassified all its long-term portion of interest-bearing bank borrowings with book value of HK\$362,500,000 from non-current liabilities to current liabilities in its unaudited condensed consolidated statement of financial position as at 30 September 2012.

13. 附息銀行貸款

根據本集團截至二零一二年九月三十日止六個月未經審核綜合中期業績，本公司未能符合本集團與一間銀行(「該銀行」)簽訂若干定期貸款額度協議(「該等協議」)內其中一項財務契約規定。此違約也可能觸發違反本集團與其他銀行(「其他銀行」)簽訂的其他定期貸款額度協議(「其他協議」)內的交叉違約條款。

在向該銀行就上述違反申請豁免後，本公司於本報告日期前獲授一次性的豁免。本公司亦將向其他銀行申請相關豁免。另外，本集團已將其二零一二年九月三十日未經審核簡明綜合財務狀況表內賬面價值為港幣362,500,000元的所有長期附息銀行貸款由非流動負債重新分類為流動負債。

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

13. Interest-Bearing Bank Borrowings (Continued)

Having taken into account the current cash position and operations of the Group, the Board considers that there will not be any material adverse impact on the financial position of the Group in case the Bank and the Other Banks demand an immediate repayment of all outstanding loans under the Agreement and Other Agreements.

14. Contingent Liabilities

(a) At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

13. 附息銀行貸款(續)

假若該銀行和其他銀行根據該等協議及其他協議要求立即償還所有未償還款項，經考慮本集團目前的現金財務及營運狀況，董事會認為不會對本集團的財務狀況構成任何重大不利影響。

14. 或有負債

(a) 於報告期末，以下或有負債未於財務報表中撥備：

	At 30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2012 二零一二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Bank guarantees given in lieu of property rental deposits	6,437	6,548
Guarantees of banking facilities granted to an associate	12,500	12,500

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

14. Contingent Liabilities (Continued)

(b) During the year ended 31 March 2007, the Hong Kong Inland Revenue Department (the “IRD”) initiated a review on the tax affairs for the past years of certain subsidiaries of the Group. In March 2007, March 2008, February 2009, January 2010, March 2011 and March 2012, protective tax assessments totalling HK\$322,038,000, HK\$224,000,000, HK\$275,000,000, HK\$578,000,000, HK\$246,050,000 and HK\$184,625,000 for the years of assessment 2000/2001, 2001/2002, 2002/2003, 2003/2004, 2004/2005 and 2005/2006 respectively, have been issued by the IRD. Objections have been raised by the Group against the protective tax assessments. The directors of these subsidiaries believe that there are valid grounds to object to the tax claimed. Subsequent to the objections, the IRD agreed to hold over the tax claimed completely subject to the purchase of tax reserve certificates in the sums of HK\$40,000,000, HK\$35,000,000, HK\$25,000,000, HK\$25,000,000, HK\$32,000,000 and HK\$28,000,000 for the years of assessment 2000/2001, 2001/2002, 2002/2003, 2003/2004, 2004/2005 and 2005/2006, respectively. In view that the tax review is still in progress, the outcome of the case is still uncertain. Up to the date of approval of these financial statements, the directors of these subsidiaries consider that adequate tax provisions have been made in the financial statements.

14. 或有負債(續)

(b) 於截至二零零七年三月三十一日止年度，香港稅務局(「稅局」)向本集團部份附屬公司提出就以往年度稅務事項進行複核。於二零零七年三月、二零零八年三月、二零零九年二月、二零一零年一月、二零一一年三月及二零一二年三月，稅局就二零零零/二零零一、二零零一/二零零二、二零零二/二零零三、二零零三/二零零四、二零零四/二零零五及二零零五/二零零六課稅年度分別發出保障性稅務評估共港幣322,038,000元、港幣224,000,000元、港幣275,000,000元、港幣578,000,000元、港幣246,050,000元及港幣184,625,000元，本集團已就該等保障性稅務評估作出反對。該等附屬公司董事相信有充份理據就追討的稅款提出反對。於反對後，稅局同意暫緩所徵的全部稅款，惟必須就二零零零/二零零一、二零零一/二零零二、二零零二/二零零三、二零零三/二零零四、二零零四/二零零五及二零零五/二零零六課稅年度分別購買儲稅券金額共港幣40,000,000元、港幣35,000,000元、港幣25,000,000元、港幣25,000,000元、港幣32,000,000元及港幣28,000,000元。由於有關的稅務複核仍在進行中，這事件的結果仍然不明朗。截至本財務報表批准日，有關附屬公司董事認為財務報表中之稅項撥備已足夠。

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued) 財務報表附註(續)

15. Capital Commitments

The commitments for capital expenditure of the Group at the end of the reporting period were as follows:

15. 資本性承擔

本集團於報告期末有以下資本性支出承擔：

		At 30 September 2012 二零一二年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2012 二零一二年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
In respect of property, plant and equipment, contracted but not provided for	就物業、廠房及設備，已訂約但未提撥	1,443	2,698
In respect of property, plant and equipment, authorised but not contracted for	就物業、廠房及設備，已核准但沒有訂約	113,606	113,994
		115,049	116,692

16. Related Party Transactions

(a) During the period, the Group had the following related party transactions:

16. 關連人士交易

(a) 於期內，本集團曾進行以下關連人士交易：

			Six months ended 30 September 截至九月三十日止六個月 2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元		2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元
		Notes 附註			
Sales to Megawell	銷售予偉佳	(i)	177,050		289,666
Purchases from Megawell	向偉佳採購	(ii)	145,261		240,484
Rental expenses paid to related companies	向關連公司支付租金費用	(iii)	11,912		12,141

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

16. Related Party Transactions (Continued)

(a) (Continued)

Notes:

- (i) *The sales to Megawell, an associate of the Group, were made according to the prices and conditions offered to the major customers of the Group.*
- (ii) *The directors considered that the purchases from Megawell were made according to the prices and conditions similar to those offered to other customers of Megawell.*
- (iii) *The rental expenses were paid to related companies, of which certain directors of the Company are also the directors and beneficial shareholders, for the provision of directors' quarters, retail outlets and a training centre for certain subsidiaries in Hong Kong and mainland China. The directors considered that the monthly rentals were charged based on the prevailing market rates at the dates of entering into the tenancy agreements.*

In addition, the Company and the Group have provided certain guarantees for banking facilities granted to Megawell, as detailed in note 14(a) to the financial statements.

- (b) As at 30 September 2012, Nice Dyeing Factory Limited, a wholly-owned subsidiary of the Company, has provided advance of HK\$64,192,000 (31 March 2012: HK\$23,233,000) to Baleno Kingdom Limited, a non-wholly-owned subsidiary of the Company, at Hong Kong Interbank Offered Rate ("HIBOR") plus 2.6% (31 March 2012: HIBOR plus 2.6%) per annum. The advance is unsecured and has no fixed terms of repayment.

財務報表附註(續)

16. 關連人士交易(續)

(a) (續)

附註：

- (i) 向偉佳(本集團的聯營公司)之銷售乃根據本集團向主要客戶提供之價格及條件訂立。
- (ii) 董事認為向偉佳採購之價格及條件，與偉佳向其他客戶所提供之價格及條件相若。
- (iii) 租金費用是支付予關連公司作為部份香港及中國大陸之附屬公司的董事宿舍、零售門市及培訓中心，該等公司之董事及實益股東亦為本公司之部份董事。董事認為每月之租金乃根據租賃合同簽訂日之市場價格釐定。

此外，本公司及本集團為偉佳作出若干銀行信貸擔保，詳細資料載於財務報表附註14(a)。

- (b) 於二零一二年九月三十日，本公司之全資擁有附屬公司永佳染廠有限公司向本公司之非全資擁有附屬公司班尼路有限公司提供之貸款為港幣64,192,000元(二零一二年三月三十一日：港幣23,233,000元，年利率為香港銀行同業拆息加2.6%(二零一二年三月三十一日：香港銀行同業拆息加2.6%)。該貸款並無抵押及無協定還款日期。

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

16. Related Party Transactions (Continued)

(b) (Continued)

As at 30 September 2012, Nice Dyeing Factory (Macao Commercial Offshore) Limited, a wholly-owned subsidiary of the Company, has provided advance of HK\$201,769,000 (31 March 2012: HK\$311,638,000) to Baleno Holdings Limited, a non-wholly-owned subsidiary of the Company, at 5.3% (31 March 2012: 5.3%) per annum. The advance is unsecured and has no fixed terms of repayment.

As at 30 September 2012, Dongguan Texwinca Textile and Garment Limited, a wholly-owned subsidiary of the Company, has provided advances of HK\$508,677,000 (31 March 2012: HK\$517,395,000) to Guangzhou Friendship Baleno Company Limited, a non-wholly-owned subsidiary of the Company, at 1.6% (31 March 2012: 1.2%) per annum. The advance is unsecured and has no fixed terms of repayment.

The principal purpose of the above advances is to finance the operations of Baleno Holdings Limited and its subsidiaries. The transactions were entered into based on normal commercial terms agreed between the relevant parties.

財務報表附註(續)

16. 關連人士交易(續)

(b) (續)

於二零一二年九月三十日，本公司全資擁有附屬公司永佳染廠(澳門離岸商業服務)有限公司向本公司非全資擁有附屬公司班尼路集團有限公司提供貸款港幣201,769,000元(二零一二年三月三十一日：港幣311,638,000元)，年利率為5.3%(二零一二年三月三十一日：5.3%)。該貸款並無抵押及無協定還款日期。

於二零一二年九月三十日，本公司全資擁有附屬公司東莞德永佳紡織製衣有限公司向本公司非全資擁有附屬公司廣州友誼班尼路服飾有限公司提供貸款港幣508,677,000元(二零一二年三月三十一日：港幣517,395,000元)，年利率為1.6%(二零一二年三月三十一日：1.2%)。該貸款並無抵押及無協訂還款日期。

上述貸款主要用作班尼路集團有限公司及其附屬公司之營運資金。有關人士按已同意的一般商業條款進行該等交易。

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

16. Related Party Transactions (Continued)

- (c) On 26 March 2012, the Group entered into a lease agreement with Mountain Rich Limited (“MRL”), a company controlled and owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Tianjin Bin Jiang Fu Shi Commercial Building at Tianjin City, He Ping Qu, Bin Jiang Road 282–286, Tianjin, China from MRL as a retail outlet for the retail and distribution business of the Group for a term of two years commencing from 1 April 2012 at the monthly rent of RMB948,000 and RMB995,000 for the first year and the second year, respectively.

On 26 March 2012, the Group entered into a lease agreement with Latex (Hong Kong) Limited (“Latex”), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease 22 Perkins Road, Jardine’s Lookout, Hong Kong from Latex as a director’s quarter of the Group for a term of two years commencing from 1 April 2012 at the monthly rent of HK\$360,000.

On 26 March 2012, the Group entered into a lease agreement with Winson Link Enterprises Limited (“WLEL”), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Room 4207B, 42nd Floor, Metroplaza Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong from WLEL as a training center of the Group for a term of two years commencing from 1 April 2012 at the monthly rent of HK\$42,000.

財務報表附註(續)

16. 關連人士交易(續)

- (c) 於二零一二年三月二十六日，本集團與山富國際有限公司(「山富」)(由本公司的執行董事及控權股東潘彬澤先生全資擁有)簽訂合約，向山富承租位於中國天津市和平區濱江道282號–286號的天津濱江服飾商廈，作為本集團零售及分銷業務的零售門市，由二零一二年四月一日起為期兩年，第一年及第二年的每月租金分別為人民幣948,000元及人民幣995,000元。

於二零一二年三月二十六日，本集團與立德有限公司(「立德」)(由本公司執行董事及控權股東潘彬澤先生全資擁有)簽訂合約，向立德承租香港渣甸山白建時道22號作為本集團一董事宿舍之用。由二零一二年四月一日起為期兩年，每月租金為港幣360,000元。

於二零一二年三月二十六日，本集團與永信興企業有限公司(「永信興」)(由本公司執行董事及控權股東潘彬澤先生全資擁有)簽訂合約，向永信興承租香港新界葵湧興芳路223號新都會廣場第二座四十二樓4207B室，作為本集團的培訓中心。由二零一二年四月一日起，為期兩年，每月租金為港幣42,000元。

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

16. Related Party Transactions (Continued)

(c) (Continued)

On 31 March 2012, the Group entered into a lease agreement with Grand Treasure Investment Limited ("GTL"), a company wholly-owned by Mr. Poon Kei Chak, an executive director and a shareholder of the Company, and his spouse, to lease 28 La Salle Road, House 5, Kowloon from GTL as a director's quarter of the Group for a term of one year commencing from 1 April 2012 at the monthly rent of HK\$300,000.

On 31 March 2012, the Group entered into a lease agreement with Essential Guide Limited ("EGL"), a company wholly-owned by Mr. Poon Kai Chak, an executive director and a shareholder of the Company, and Mr. Poon Ho Wa, an executive director of the Company, and their respective spouses, to lease Flat H, 28/F, Tower 1, The Belcher's, 89 Pok Fu Lam Road, Pok Fu Lam, Hong Kong from EGL as a director's quarter of the Group for a term of one year commencing from 1 April 2012 at the monthly rent of HK\$89,000.

On 31 March 2012, the Group entered into a lease agreement with Sonway Enterprises Limited ("SWL"), a company wholly-owned by Mr. Ting Kit Chung, an executive director and a shareholder of the Company, and his spouse, to lease 3/F, Ernest Court, 27 Ngan Mok Street, Hong Kong from SWL as a director's quarter of the Group for a term of one year commencing from 1 April 2012 at the monthly rent of HK\$30,000.

16. 關連人士交易(續)

(c) (續)

於二零一二年三月三十一日，本集團與永興利投資有限公司(「永興利」)(由本公司執行董事及股東潘機澤先生及其配偶全資擁有)簽訂合約，向永興利承租位於喇沙利道28號5號屋作為本集團一董事宿舍之用。由二零一二年四月一日起為期一年，每月租金為港幣300,000元。

於二零一二年三月三十一日，本集團與義佳有限公司(「義佳」)(由本公司執行董事及股東潘佳澤先生，本公司執行董事潘浩華先生及他們各自的配偶全資擁有)簽訂合約，向義佳承租位於薄扶林道89號寶翠園1座28樓H室作為本集團一董事宿舍之用。由二零一二年四月一日起為期一年，每月租金為港幣89,000元。

於二零一二年三月三十一日，本集團與順旺企業有限公司(「順旺」)(由本公司執行董事及股東丁傑忠先生及其配偶全資擁有)簽訂合約，向順旺承租位於銀幕街27號永安樓4樓作為本集團一董事宿舍之用。由二零一二年四月一日起為期一年，每月租金為港幣30,000元。

FINANCIAL INFORMATION

財務資料

NOTES TO THE FINANCIAL STATEMENTS (Continued)

財務報表附註(續)

16. Related Party Transactions (Continued)

(c) (Continued)

On 31 March 2012, the Group entered into a lease agreement with Million World Limited (“MWL”), a company wholly-owned by a son of Mr. Poon Kai Chak, an executive director and a shareholder of the Company, and their respective spouse, to lease Flat A, 31/F, Tower 8, Bel-air on the Peak, Hong Kong from MWL as a staff quarter of the Group for a term of one year commencing from 1 April 2012 at the monthly rent of HK\$25,500.

(d) A non-controlling shareholder of the Group’s 64%-owned subsidiary (31 March 2012: 64%) had provided an unconditional guarantee to indemnify the Group from any loss arising from the recoverability of prepayments made to a supplier of the Group of HK\$8,175,000 (31 March 2012: HK\$9,755,000) as included in the balance of the prepayments, deposits and other receivables of the Group as at the end of the reporting period.

(e) Compensation of key management personnel of the Group:

16. 關連人士交易(續)

(c) (續)

於二零一二年三月三十一日，本集團與溢世有限公司(「溢世」)(由本公司執行董事及股東潘佳澤先生之兒子及其各自的配偶全資擁有)簽訂合約，向溢世承租位於香港貝沙灣4期8座31樓A室，作為本集團員工宿舍之用。由二零一二年四月一日起為期一年，每月租金為港幣25,500元。

(d) 本集團擁有64%(二零一二年三月三十一日: 64%)權益附屬公司之其中一非控股股東就本集團預付一供應商貨款港幣8,175,000元(二零一二年三月三十一日: 港幣9,755,000元)提供無條件擔保以補償任何本集團回收上之損失。於報告期末，該款已包括於本集團的預付款項、訂金及其他應收賬款結餘中。

(e) 本集團主要管理人員薪酬：

		Six months ended 30 September 截至九月三十日止六個月	
		2012 二零一二年 (Unaudited) (未經審核) HK\$'000 港幣千元	2011 二零一一年 (Unaudited) (未經審核) HK\$'000 港幣千元
Short term employee benefits	短期僱員福利	35,845	58,662
Post-employment benefits	離職後福利	35	30
Compensation for non-competition undertaking	不作競爭承諾的補償	—	4,960
Total compensation paid to key management personnel	主要管理人員薪酬總額	35,880	63,652

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

INTERIM DIVIDEND

The Board has declared an interim dividend of HK13.0 cents (six months ended 30 September 2011: HK26.0 cents) per ordinary share for the six months ended 30 September 2012. The interim dividend will be payable on Wednesday, 9 January 2013 to shareholders registered on the Register of Members of the Company on Friday, 21 December 2012.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 17 December 2012 to Friday, 21 December 2012 (both days inclusive) for the purpose of determining the entitlement to the interim dividend for the six months ended 30 September 2012. During which period no transfer of shares of the Company will be registered and no shares will be allotted and issued on the exercise of the subscription rights attached to the outstanding share options granted by the Company. In order to qualify for entitlement to the interim dividend for the six months ended 30 September 2012, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar and Transfer Office in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 14 December 2012.

BUSINESS REVIEW

The Group's total sales for the six months ended 30 September 2012 amounted to HK\$5,519 million (six months ended 30 September 2011: HK\$6,712 million), a decrease of 17.8% compared to last year. Net profit attributable to the equity holders of the Company was HK\$232 million (six months ended 30 September 2011: HK\$571 million), a drop of 59.4%. The Board has proposed an interim dividend of HK13.0 cents per ordinary share, a decrease of 50.0% compared to last interim period's HK26.0 cents per ordinary share.

中期股息

董事會宣佈派發截至二零一二年九月三十日止六個月之中期股息每股普通股港幣13.0仙(截至二零一一年九月三十日止六個月:港幣26.0仙)。該中期股息將於二零一三年一月九日星期三,派發予二零一二年十二月二十一日星期五名列本公司股東名冊之股東。

暫停辦理過戶登記

本公司將由二零一二年十二月十七日星期一至二零一二年十二月二十一日星期五(首尾兩日包括在內)暫停辦理股份過戶登記手續,以便釐定擁有獲派發截至二零一二年九月三十日止六個月之中期股息之權利。期間將不會進行任何本公司股份之過戶登記,及不會就行使附於本公司授出未行使購股權的認購權而分配和發行股份。如欲符合獲派截至二零一二年九月三十日止六個月之中期股息之資格,所有過戶文件連同有關股票,必須於二零一二年十二月十四日星期五下午四時前送達本公司在香港之股份及過戶登記分處卓佳登捷時有限公司,地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓,辦理股份過戶登記手續。

業務回顧

本集團截至二零一二年九月三十日止六個月之總營業額為港幣5,519百萬元(截至二零一一年九月三十日止六個月:港幣6,712百萬元),較去年減少17.8%。本公司權益所有者應佔溢利淨額為港幣232百萬元(截至二零一一年九月三十日止六個月:港幣571百萬元),下跌59.4%。董事會建議派發中期股息每股普通股港幣13.0仙,較去年中期每股普通股之港幣26.0仙,減少50.0%。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

BUSINESS REVIEW (Continued)

Textile business

Turnover of the textile business decreased by 26.3% to HK\$2,767 million (six months ended 30 September 2011: HK\$3,753 million). The amount was 50.1% (six months ended 30 September 2011: 55.9%) of the Group's total turnover. The textile business experienced quite a challenging time in the first half. The global market conditions were extremely sluggish in the period. At the same time, the China cotton price was much higher than the international cotton price as the China government offered a relatively high guaranteed price to the cotton growers. Since the Group's business orders were mainly to use China cotton, raw material cost thus increased substantially. As a result, the gross profit margin dropped adversely to 13.3% from last year's 17.6%. The average selling price decreased by 18.0% and the sales volume reduced by 9.6%. In the period, the performance and the key financial ratios of the business were as below:

業務回顧(續)

紡織業務

紡織業務營業額減少26.3%至港幣2,767百萬元(截至二零一一年九月三十日止六個月:港幣3,753百萬元)。此數目佔本集團之總營業額50.1%(截至二零一一年九月三十日止六個月:55.9%)。紡織業務經歷了充滿挑戰之上半年度。全球市況在期內異常呆滯。同時,由於中國政府向棉花種植者提供較高之價格保證,中國棉花價格大幅高於國際棉花價格。由於本集團訂單主要使用中國棉,原料成本因而大升。因此,毛利率由去年的17.6%下跌至13.3%。平均產品售價下跌18.0%而銷量則下降9.6%。期內此業務之表現及主要財務比率現列於下:

		Six months ended 30 Sep 2012 截至 二零一二年 九月三十日 止六個月	Year ended 31 Mar 2012 截至 二零一二年 三月三十一日 止全年	Six months ended 30 Sep 2011 截至 二零一一年 九月三十日 止六個月	Year ended 31 Mar 2011 截至 二零一一年 三月三十一日 止全年	Year ended 31 Mar 2010 截至 二零一零年 三月三十一日 止全年
(HK\$' million) (港幣百萬元)						
Net sales	銷售淨額	2,767	6,976	3,753	5,971	5,540
Gross profit margin (%)	毛利率(%)	13.3	14.8	17.6	20.4	21.6
Operating profit (note 1)	營業利潤(附註1)	168	692	505	908	853
EBITDA (note 1)	息、稅、折舊及 攤銷前利潤 (附註1)	279	916	618	1,137	1,074
Return on total assets (%) (note 2)	總資產收益率 (%)(附註2)	2.1	6.4	4.7	8.3	12.6
Return on sales (%) (note 2)	銷售收益率 (%)(附註2)	9.1	10.7	14.0	14.6	14.9
Return on equity (%) (note 2)	權益收益率 (%)(附註2)	4.9	13.4	10.1	17.4	18.8
Capital expenditure	資本性支出	39	57	34	80	121

Notes: (1) Exclude interest income and rental income.

附註: (1) 不包括利息收入及租金收入。

(2) Exclude rental income.

(2) 不包括租金收入。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

BUSINESS REVIEW (Continued)

Retail and distribution business

The business also experienced a tough time in the first half. Sales of the business decreased by 7.0% to HK\$2,739 million (six months ended 30 September 2011: HK\$2,946 million). The amount represented 49.6% (six months ended 30 September 2011: 43.9%) of the Group's total turnover. In the period, the consumer demand in the Mainland China was further slowdown. We continued to see heavy price discounting of some related competitors. The gross profit margin increased slightly to 47.2% from last year's 45.7%. In the first half, the Group reduced 29 stores mainly in the Mainland China. At the period end:

(a) the business performance and the key financial ratios were as follows:

業務回顧(續)

零售及分銷業務

此業務於上半年亦經歷困難時期。業務銷售額下跌7.0%至港幣2,739百萬元(截至二零一一年九月三十日止六個月:港幣2,946百萬元)。此數目為本集團之總營業額49.6%(截至二零一一年九月三十日止六個月:43.9%)。期內中國大陸消費需求進一步放緩。一部份同業競爭者亦見繼續作大幅價格折讓。毛利率由去年之45.7%輕微上升至47.2%。在上半年,本集團減少了29間分店,主要在中國大陸。於本期末:

(a) 業務表現及主要財務比率現列如下:

		Six months ended 30 Sep 2012 截至 二零一二年 九月三十日 止六個月	Year ended 31 Mar 2012 截至 二零一二年 三月三十一日 止全年	Six months ended 30 Sep 2011 截至 二零一一年 九月三十日 止六個月	Year ended 31 Mar 2011 截至 二零一一年 三月三十一日 止全年	Year ended 31 Mar 2010 截至 二零一零年 三月三十一日 止全年
(HK\$' million) (港幣百萬元)						
Net sales	銷售淨額	2,739	6,766	2,946	5,857	4,960
Gross profit margin (%)	毛利率(%)	47.2	44.8	45.7	47.1	46.4
Sales growth of comparable shops (%) (note 1)	可比店舖銷售增長比率(%) (附註1)	(11.9)	2.9	13.9	13.8	3.7
Operating profit/(loss) (note 2)	營業利潤/(虧損) (附註2)	(74)	157	30	407	253
EBITDA (note 2)	息、稅、折舊及攤銷前利潤(附註2)	1	276	82	495	351
Return on total assets (%) (note 3)	總資產收益率(%) (附註3)	(3.2)	3.2	0.1	12.5	9.7
Return on sales (%) (note 3)	銷售收益率(%) (附註3)	(3.0)	1.3	0.1	5.0	3.7
Return on equity (%) (note 3)	權益收益率(%) (附註3)	(9.0)	9.0	0.5	38.6	40.0
Capital expenditure	資本性支出	62	192	83	109	53

Notes: (1) Comparable shops include shops with full period/year operation during the period/year and the preceding period/year.

(2) Exclude interest income and rental income.

(3) Exclude rental income.

附註: (1) 可比店舖指於該期/年及其前一期/年均有全期/年營運的店舖。

(2) 不包括利息收入及租金收入。

(3) 不包括租金收入。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

BUSINESS REVIEW (Continued)

業務回顧(續)

Retail and distribution business (Continued)

零售及分銷業務(續)

(b) the analysis of turnover by major brand was as follows:

(b) 按主要品牌銷售分析如下：

		Six months ended 30 Sep 2012 截至 二零一二年 九月三十日 (HK\$' million) (港幣百萬元)	Year ended 31 Mar 2012 截至 二零一二年 三月三十一日	Six months ended 30 Sep 2011 截至 二零一一年 九月三十日	Year ended 31 Mar 2011 截至 二零一一年 三月三十一日	Year ended 31 Mar 2010 截至 二零一零年 三月三十一日
		止六個月	止全年	止六個月	止全年	止全年
Baleno	班尼路	1,451	3,653	1,619	3,089	2,463
S&K	S&K	341	940	403	846	757
I.P. Zone	I.P. Zone	262	699	303	643	601
ebase	ebase	190	465	204	399	326
Others	其他	495	1,009	417	880	813
Total	合計	2,739	6,766	2,946	5,857	4,960

(c) the development in different markets was as follows:

(c) 各地市場發展情況如下：

Mainland China

中國大陸

		Six months ended 30 Sep 2012 截至 二零一二年 九月三十日 (HK\$'million)	Year ended 31 Mar 2012 截至 二零一二年 三月三十一日	Six months ended 30 Sep 2011 截至 二零一一年 九月三十日	Year ended 31 Mar 2011 截至 二零一一年 三月三十一日	Year ended 31 Mar 2010 截至 二零一零年 三月三十一日
		止六個月	止全年	止六個月	止全年	止全年
Net sales (HK\$'million)	銷售淨額 (港幣百萬元)	2,323	5,811	2,506	4,987	4,097
Increase/(decrease) in net sales (%)	銷售淨額之 增加/(減少)(%)	(7)	17	32	22	7
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	2,425,964	2,368,260	2,258,546	2,162,123	1,748,531
Number of sales associates**	營業員數目**	10,445	11,492	11,618	11,348	9,957
Number of outlets* [△]	門市數目* [△]	4,016	4,044	3,934	3,894	3,639

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

BUSINESS REVIEW (Continued)

業務回顧(續)

Retail and distribution business (Continued)

零售及分銷業務(續)

(c) the development in different markets was as follows:
(Continued)

(c) 各地市場發展情況如下：(續)

Hong Kong and Macau

香港及澳門

		Six months ended	Year ended	Six months ended	Year ended	Year ended
		30 Sep 2012	31 Mar 2012	30 Sep 2011	31 Mar 2011	31 Mar 2010
		截至	截至	截至	截至	截至
		二零一二年	二零一二年	二零一一年	二零一一年	二零一零年
		九月三十日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止全年	止全年
Net sales (HK\$'million)	銷售淨額 (港幣百萬元)	218	460	247	465	416
Increase/(decrease) in net sales (%)	銷售淨額之增加/(減少)(%)	(12)	(1)	27	12	3
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	63,616	61,722	59,203	54,960	52,555
Number of sales associates**	營業員數目**	445	493	485	482	422
Number of outlets**	門市數目**	69	70	68	63	62

Taiwan

台灣

		Six months ended	Year ended	Six months ended	Year ended	Year ended
		30 Sep 2012	31 Mar 2012	30 Sep 2011	31 Mar 2011	31 Mar 2010
		截至	截至	截至	截至	截至
		二零一二年	二零一二年	二零一一年	二零一一年	二零一零年
		九月三十日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止全年	止全年
Net sales (HK\$'million)	銷售淨額 (港幣百萬元)	1.98	495	193	405	375
Increase/(decrease) in net sales (%)	銷售淨額之增加/(減少)(%)	3	22	13	8	(12)
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	151,819	151,218	154,502	135,734	125,497
Number of sales associates**	營業員數目**	533	638	629	608	602
Number of outlets* [△]	門市數目* [△]	181	181	172	161	154

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

BUSINESS REVIEW (Continued)

業務回顧(續)

Retail and distribution business (Continued)

零售及分銷業務(續)

(c) the development in different markets was as follows:
(Continued)

(c) 各地市場發展情況如下：(續)

Singapore

新加坡

		Six months ended	Year ended	Six months ended	Year ended	Year ended
		30 Sep 2012	31 Mar 2012	30 Sep 2011	31 Mar 2011	31 Mar 2010
		截至	截至	截至	截至	截至
		二零一二年	二零一二年	二零一一年	二零一一年	二零一零年
		九月三十日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止全年	止全年
Net sales (HK\$'million)	銷售淨額 (港幣百萬元)	—	—	—	—	48
Decrease in net sales (%)	銷售淨額之減少(%)	—	—	—	(100)	(71)
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	—	—	—	—	—
Number of sales associates**	營業員數目**	—	—	—	—	—
Number of outlets**	門市數目**	—	—	—	—	—

Malaysia

馬來西亞

		Six months ended	Year ended	Six months ended	Year ended	Year ended
		30 Sep 2012	31 Mar 2012	30 Sep 2011	31 Mar 2011	31 Mar 2010
		截至	截至	截至	截至	截至
		二零一二年	二零一二年	二零一一年	二零一一年	二零一零年
		九月三十日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止全年	止全年
Net sales (HK\$'million)	銷售淨額 (港幣百萬元)	—	—	—	—	24
Decrease in net sales (%)	銷售淨額之減少(%)	—	—	—	(100)	(67)
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	—	—	—	—	—
Number of sales associates**	營業員數目**	—	—	—	—	—
Number of outlets**	門市數目**	—	—	—	—	—

* As at the end of the reporting period

For self-managed stores

△ Include self-managed and franchise stores

* 於報告期末

自營店

△ 包括自營店及特許經營店

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

BUSINESS REVIEW *(Continued)*

Garment manufacturing business

Turnover of this associate dropped by 23.5% to HK\$563 million (six months ended 30 September 2011: HK\$736 million). Net profit contribution to the Group amounted to HK\$22 million (six months ended 30 September 2011: HK\$32 million), a decrease of 31.3%. The business conditions were unfavourable mainly due to the high China cotton price. In the period, 70.3% (six months ended 30 September 2011: 74.2%) of the fabric consumed was supplied by our textile division and sales to the retail business of the Group was 25.8% (six months ended 30 September 2011: 32.7%) of its revenue.

FINANCIAL CONDITION

Liquidity and financial resources

The Group continued to maintain a sound financial condition. The current ratio, the total bank debts and the gearing ratio as at the period end were 1.4, HK\$3,879 million and -0.3 (31 March 2012: 1.5, HK\$3,606 million and -0.2) respectively. The gearing ratio refers to the ratio of the total interest-bearing debts, net of cash and cash equivalents, to the total equity. The net cash inflow from operating activities for the period was HK\$524 million (six months ended 30 September 2011: HK\$799 million).

業務回顧(續)

製衣業務

此聯營公司營業額下跌23.5%至港幣563百萬元(截至二零一一年九月三十日止六個月:港幣736百萬元)。對本集團淨溢利貢獻為港幣22百萬元(截至二零一一年九月三十日止六個月:港幣32百萬元),減少31.3%。業務狀況並不理想主要由於中國棉花價格高昂所致。期內70.3%(截至二零一一年九月三十日止六個月:74.2%)耗用布料由本集團紡織業務供應,而銷售予本集團零售業務則佔其收入額25.8%(截至二零一一年九月三十日止六個月:32.7%)。

財務狀況

流動資金及財務資源

本集團財務狀況維持良好。於本期末,流動比率、銀行貸款總額及資本負債比率分別為1.4、港幣3,879百萬元及-0.3(二零一二年三月三十一日:1.5、港幣3,606百萬元及-0.2)。資本負債比率乃指扣除現金及現金等價物的總付息債務除以總權益。本期經營所得的現金流入淨額為港幣524百萬元(截至二零一一年九月三十日止六個月:港幣799百萬元)。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

FINANCIAL CONDITION *(Continued)*

Liquidity and financial resources *(Continued)*

During the period, the interest cover, the trade and bills receivables (excluding bills receivable for intra-group trade) to turnover and the inventory to turnover were 9 times, 31 days and 79 days (six months ended 30 September 2011: 39 times, 33 days and 67 days) respectively. The Group mainly satisfied its funding requirements with cash inflow from its operating activities and bank borrowings. At the period end, the cash and cash equivalents, the equity attributable to ordinary equity holders of the Company and the unutilized banking facilities were HK\$5,401 million, HK\$5,460 million and HK\$4,900 million (31 March 2012: HK\$4,500 million, HK\$5,563 million and HK\$4,064 million) respectively.

Capital expenditure

During the period, the Group continued to slow down its expansion. The capital expenditure incurred by the Group during the period was HK\$101 million (six months ended 30 September 2011: HK\$117 million). HK\$39 million (six months ended 30 September 2011: HK\$34 million) was incurred by the textile business for the expansion of its manufacturing plant and the addition of machinery. And HK\$62 million (six months ended 30 September 2011: HK\$83 million) was incurred by the retail and distribution business for the renovation of its retail outlets.

財務狀況 (續)

流動資金及財務資源 (續)

於本期內，利息保障比率、應收賬款及應收票據(不包括集團內部貿易應收票據)比營業額周轉天數及存貨比營業額周轉天數分別為9倍、31天及79天(截至二零一一年九月三十日止六個月：39倍、33天及67天)。本集團主要以經營所得現金流入及銀行貸款滿足其營運資金的需求。於本期末，現金及現金等價物、本公司普通權益所有者應佔權益及未動用銀行信貸額分別為港幣5,401百萬元、港幣5,460百萬元及港幣4,900百萬元(二零一二年三月三十一日：港幣4,500百萬元、港幣5,563百萬元及港幣4,064百萬元)。

資本性支出

於本期內，本集團繼續減慢其擴張。本期本集團資本性支出為港幣101百萬元(截至二零一一年九月三十日止六個月：港幣117百萬元)，其中紡織業務支出為港幣39百萬元(截至二零一一年九月三十日止六個月：港幣34百萬元)，主要用以擴建廠房及增加機器設備；零售及分銷業務支出為港幣62百萬元(截至二零一一年九月三十日止六個月：港幣83百萬元)，主要用於零售門市的更新。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

FINANCIAL CONDITION *(Continued)*

Pledge of assets

No significant assets were pledged as at 30 September 2012 and 31 March 2012.

Contingent Liabilities

Details of the contingent liabilities as at 30 September 2012 and 31 March 2012 have been set out in note 14 to the financial statements.

Foreign exchange and interest rate risks

The Group continued to adopt a strict and prudent policy in managing its interest rate and currency exchange risks. The major interest-bearing bank borrowings of the Group were HKD floating rate borrowings with maturity due within three years. As the global economic recovery remains sluggish during the period, the interest rate is expected to stay at a low level for a prolonged period. The Group will continue to monitor the interest rate movement and arrange financial instruments to reduce its interest rate risk whenever appropriate.

During the period, the major assets, liabilities, revenue, expenses and procurements of the Group were denominated in HKD, USD, Renminbi, YEN and NTD and the Group had arranged foreign exchange forward contracts to reduce its currency exchange risk.

HUMAN RESOURCES

As at 30 September 2012, the Group had about 21,600 (31 March 2012: 24,500) employees in the Greater China. The remuneration of the employees was largely based on industry practice and the performance of individual employee.

財務狀況 (續)

資產抵押

於二零一二年九月三十日及二零一二年三月三十一日，並無重大資產已作抵押。

或有負債

於二零一二年九月三十日及二零一二年三月三十一日的或有負債明細已載於財務報表附註14內。

匯兌及利率風險

本集團維持嚴格及審慎政策管理其利率與匯率風險。本集團主要附息銀行貸款為浮息的港元貸款，並於三年內到期。由於環球經濟於年內復甦緩慢，預期利率維持於低水平更長一段時間。本集團將繼續留意利率的變動，並將於適當時候安排金融工具以減低利率風險。

於本期內，本集團主要資產、負債、收入、支出及採購皆為港元、美元、人民幣、日元及新台幣，本集團已安排遠期外匯合約以減低其匯率風險。

人力資源

於二零一二年九月三十日，本集團約有僱員21,600人(二零一二年三月三十一日：24,500人)於大中華。員工薪酬之釐定主要基於行業之情況及員工個人之表現。

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之論述及分析

CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, the Group has been active in participating in charitable donation, caring for the needy people and supporting and sponsoring educational and environmental protection activities. In addition, the Group also encourages its employees, customers and business partners to partake in the aforesaid activities with a view to developing a better future for our community.

During the period, some of the activities/organisations the Group participated in/donated were:

- (1) World Wide Fund For Nature Hong Kong;
- (2) The Community Chest of Hong Kong "The Community Chest Green Day";
- (3) The Community Chest of Hong Kong "Dress Casual Day".

The Group believes that the development of a better future for our community relies on the participation of people, corporates and the government. Therefore, the Group will continue to invest resources in all major social, educational and environmental protection activities to strive for a better future for our community.

OUTLOOK

The Group experienced a difficult time in the first half. As the global economic environment is still uncertain, the business conditions will remain challenging in the days ahead.

Recently, the China cotton price has been getting closer to the international cotton price. The Management believes the market conditions would be more favourable in the second half period. Meanwhile, there are some signs of recovery in the U.S., our major market. The Management also believes the consumer sentiment in the mainland China would gradually improve.

The Group will continue its expansion to extend market share. With solid financial position, the Management is still optimistic towards the future performance.

企業社會責任

作為一個負責的企業公民，本集團一向熱心參與慈善公益事務、關心有需要的人、支持及贊助教育及環保活動。此外，本集團亦鼓勵員工、客戶及商業夥伴共同參與上述活動，為社會創造一個更好的未來。

於期內，部份本集團曾參與／捐助的活動／團體包括：

- (1) 世界自然〔香港〕基金；
- (2) 香港公益金「公益綠織日」；
- (3) 香港公益金「便服日」。

本集團相信為社會創造一個更好的未來，有賴市民、企業及政府的參與。因此，本集團將繼續不斷投入資源於主要社會、教育及環保活動，為社會創造一個更好的未來而努力。

展望

本集團經歷了一個困難之上半年。由於全球經濟環境仍不明朗，業務狀況於未來日子仍具挑戰性。

最近，中國棉花價格與國際棉花價格逐步拉近。管理層相信銷售情況於下半年將較理想。同時，本集團最大市場美國已有復甦跡象。管理層亦相信消費信心在中國大陸亦將逐步改善。

本集團將繼續擴展以增大市場佔有率。在穩固財務狀況下，管理層對未來表現仍然樂觀。

OTHER INFORMATION

其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 September 2012, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

Long positions in ordinary shares of the Company:

董事於股份及相關股份之權益及淡倉

於二零一二年九月三十日，本公司根據《證券及期貨條例》第352條而備存的登記冊，或根據《上市公司董事進行證券交易的標準守則》（「標準守則」）通知本公司及聯交所，各董事在本公司及其聯繫法團（定義見《證券及期貨條例》第XV部）的股份及相關股份之權益及淡倉如下：

於本公司普通股之好倉：

Name of director 董事姓名	Number of shares held and capacity 持股數量及身份				Total 合計	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
	Directly or beneficially owned 直接或實益擁有	Through discretionary trust 藉全權信託	Through controlled corporations 藉受控制公司			
Executive directors: Poon Bun Chak Poon Kei Chak Poon Kai Chak Ting Kit Chung	執行董事： 潘彬澤 潘機澤 潘佳澤 丁傑忠	32,888,000 22,977,200 10,702,800 4,100,000	168,800,104 ⁽¹⁾ — — —	456,450,000 ⁽²⁾ 41,922,000 ⁽³⁾ — —	658,138,104 64,899,200 10,702,800 4,100,000	48.3 4.8 0.8 0.3
Independent non-executive directors: Au Son Yiu Cheng Shu Wing	獨立非執行董事： 區樂耀 鄭樹榮	300,000 200,000	— —	— —	300,000 200,000	0.0 0.0
		71,168,000	168,800,104	498,372,000	738,340,104	54.2

Notes:

附註：

- The 168,800,104 shares are owned by Farrow Star Limited, which is wholly-owned by Perfection (PTC) Inc as a trustee for The Evergreen Trust, a discretionary trust which was founded by Mr. Poon Bun Chak. Mr. Poon Bun Chak is deemed to be interested in these shares in accordance with the SFO.
 - The 456,450,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has a 97.15% equity interest. A 2.85% interest in Giant Wizard Corporation is owned by Mr. Poon Bun Chak.
 - The 41,922,000 shares are held by Treasure Link International Holdings Limited, which is jointly owned by Mr. Poon Kei Chak and his spouse.
- 該168,800,104股股份由Farrow Star Limited持有，而該公司則由Perfection (PTC) Inc以The Evergreen Trust之信託人身份全資擁有，該全權信託由潘彬澤先生成立。根據《證券及期貨條例》，潘彬澤先生被視為擁有該等股份之權益。
 - 該456,450,000股股份由Farrow Star Limited擁有97.15%權益之Giant Wizard Corporation擁有。Giant Wizard Corporation之2.85%權益由潘彬澤先生擁有。
 - 該41,922,000股股份由Treasure Link International Holdings Limited持有。

OTHER INFORMATION

其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

董事於股份及相關股份之權益及 淡倉(續)

Long positions in share options of the Company:

於本公司購股權之好倉：

Name of director 董事姓名		Number of share options directly held or beneficially owned 直接持有或 實益擁有 購股權數目
Executive directors:	執行董事：	
Poon Kei Chak	潘機澤	3,000,000
Poon Kai Chak	潘佳澤	3,000,000
Ting Kit Chung	丁傑忠	6,000,000
Poon Ho Wa	潘浩華	200,000
Independent non-executive directors:	獨立非執行董事：	
Au Son Yiu	區樂耀	200,000
Cheng Shu Wing	鄭樹榮	200,000
		12,600,000

Save as disclosed above, as at 30 September 2012, none of the directors had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一二年九月三十日，董事概無於本公司或其任何聯繫法團之股份、相關股份中，擁有須遵照《證券及期貨條例》第352條予以記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所。

OTHER INFORMATION

其他資料

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the section "Directors' interests and short positions in shares and underlying shares" above and in the section "Share option scheme" below, at no time during the period were rights to acquire benefits by means of the acquisition of shares in the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 September 2012, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company:

董事之購股權利

除於上述「董事於股份及相關股份之權益及淡倉」及以下「購股權計劃」披露以外，於期內任何時間，概無任何董事或彼等各自的配偶或未成年子女獲授可藉購入本公司的股份而獲益的權利，或彼等概無行使此等權利；或本公司或其任何附屬公司概無參與任何安排，致令董事可於任何其他法人團體獲得此等權利。

主要股東及其他人士於股份及相關股份權益

於二零一二年九月三十日，以下擁有本公司已發行股本5%或以上之權益，已根據《證券及期貨條例》第336條規定記載於本公司須保存的權益登記冊內：

於本公司普通股之好倉：

Name	Capacity	Notes	Number of ordinary shares held	Percentage of the Company's issued share capital
名稱	身份	附註	持有普通股數目	佔本公司已發行股本百分率
Perfection (PTC) Inc	Trustee 受託人	2, 3	625,250,104	45.9
Farrow Star Limited	Through controlled corporation 藉受控制公司	1	456,450,000	33.5
	Directly owned 直接擁有		168,800,104	12.4
		3	625,250,104	45.9
Giant Wizard Corporation	Directly owned 直接擁有	1, 2	456,450,000	33.5
Aberdeen Asset Management Plc and its Associates	Through controlled corporation 藉受控制公司		122,902,000	9.0
FMR LLC	Through controlled corporation 藉受控制公司		79,930,001	5.9

OTHER INFORMATION

其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

Notes:

1. The interests of Giant Wizard Corporation in the Company were duplicated by the indirect interests in the Company held by Farrow Star Limited.
2. The interests of Giant Wizard Corporation in the Company were duplicated by the indirect interests in the Company held by Perfection (PTC) Inc.
3. The interests of Farrow Star Limited in the Company were duplicated by the indirect interests in the Company held by Perfection (PTC) Inc.

Save as disclosed above, as at 30 September 2012, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest and short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

主要股東及其他人士於股份及相關股份權益(續)

附註：

1. Giant Wizard Corporation持有本公司之權益與 Farrow Star Limited 間接持有本公司之權益互相重疊。
2. Giant Wizard Corporation持有本公司之權益與 Perfection (PTC) Inc 間接持有本公司之權益互相重疊。
3. Farrow Star Limited 持有本公司之權益與 Perfection (PTC) Inc 間接持有本公司之權益互相重疊。

除上文所披露者外，於二零一二年九月三十日，概無人士(除本公司董事其權益已詳述於「董事於股份及相關股份之權益及淡倉」外)於本公司股份或相關股份中，擁有須遵照《證券及期貨條例》第336條予以記錄之權益及淡倉。

購入、贖回或出售本公司上市證券

於期內，本公司及其任何附屬公司並無購入、贖回或出售本公司任何上市證券。

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME

A share option scheme, in compliance with the requirements of Chapter 17 of the Listing Rules, was adopted by the Company on 28 August 2002 for a period of ten years, after which period no further share options will be granted but the provisions of the share option scheme shall remain in full force and effect in all other respects. Details of which have been set out in the 2012 Annual Report of the Company. As at 30 September 2012, the following share options were outstanding:

購股權計劃

於二零零二年八月二十八日，本公司採納一個符合上市規則第十七章要求的購股權計劃，有效期十年，該期限過後，沒有購股權將會進一步授出，但該購股權計劃的條款在所有其他方面仍然具約束力及有效。購股權計劃之詳細資料已在本公司之二零一二年年報內列明。於二零一二年九月三十日，未行使之購股權如下：

Name or category of participant	Date of grant of share options*	Exercise price of share options**	Number of share options				At 30 September 2012	Exercise period of share options
			At 1 April 2012	Exercised during the period	Lapsed during the period	Cancelled during the period		
參與者名稱或類別	購股權頒授日期*	購股權行使價格** HK\$ per share 每股港幣元	於 二零一二年 四月一日	期內已行使	期內已失效	期內已取消	於 二零一二年 九月三十日	購股權行使期限
Executive directors								
執行董事								
Poon Kei Chak	11 September 2002	4.97	5,000,000	(1,500,000)	(3,500,000)	—	—	11 September 2002 to 10 September 2012
潘機澤	二零零二年九月十一日							二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	3,000,000	—	—	—	3,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日							二零零四年三月二十六日至二零一四年三月二十五日
			8,000,000	(1,500,000)	(3,500,000)	—	3,000,000	
Poon Kai Chak	11 September 2002	4.97	4,000,000	—	(4,000,000)	—	—	11 September 2002 to 10 September 2012
潘佳澤	二零零二年九月十一日							二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	3,000,000	—	—	—	3,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日							二零零四年三月二十六日至二零一四年三月二十五日
			7,000,000	—	(4,000,000)	—	3,000,000	
Ting Kit Chung	11 September 2002	4.97	1,500,000	—	(1,500,000)	—	—	11 September 2002 to 10 September 2012
丁傑忠	二零零二年九月十一日							二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	6,000,000	—	—	—	6,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日							二零零四年三月二十六日至二零一四年三月二十五日
			7,500,000	—	(1,500,000)	—	6,000,000	
Poon Ho Wa	26 March 2004	5.60	200,000	—	—	—	200,000	1 April 2006 to 25 March 2014
潘浩華	二零零四年三月二十六日							二零零六年四月一日至二零一四年三月二十五日
			200,000	—	—	—	200,000	
			22,700,000	(1,500,000)	(9,000,000)	—	12,200,000	

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

Name or category of participant	Date of grant of share options*	Exercise price of share options**	Number of share options				At 30 September 2012	Exercise period of share options
			At 1 April 2012	Exercised during the period	Lapsed during the period	Cancelled during the period		
參與者名稱或類別	購股權頒授日期*	購股權行使價格** HK\$ per share 每股港幣元	於 二零一二年 四月一日	期內已行使	期內已失效	期內已取消	於 二零一二年 九月三十日	購股權行使期限
Independent non-executive directors								
獨立非執行董事								
Au Son Yiu	11 September 2002	4.97	200,000	(200,000)	—	—	—	11 September 2002 to 10 September 2012
區榮耀	二零零二年九月十一日							二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	200,000	—	—	—	200,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日							二零零四年三月二十六日至二零一四年三月二十五日
			400,000	(200,000)	—	—	200,000	
Cheng Shu Wing	11 September 2002	4.97	200,000	(200,000)	—	—	—	11 September 2002 to 10 September 2012
鄭樹榮	二零零二年九月十一日							二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	200,000	—	—	—	200,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日							二零零四年三月二十六日至二零一四年三月二十五日
			400,000	(200,000)	—	—	200,000	
			800,000	(400,000)	—	—	400,000	
Other employees								
其他僱員								
In aggregate	26 March 2004	5.60	1,380,000	(110,000)	—	(50,000)	1,220,000	1 April 2006 to 25 March 2014
合計	二零零四年三月二十六日							二零零六年四月一日至二零一四年三月二十五日
			1,380,000	(110,000)	—	(50,000)	1,220,000	
Other eligible participants								
其他合資格參與者								
In aggregate	26 March 2004	5.60	4,700,000	—	—	—	4,700,000	26 March 2004 to 25 March 2014
合計	二零零四年三月二十六日							二零零四年三月二十六日至二零一四年三月二十五日
			4,700,000	—	—	—	4,700,000	
			29,580,000	(2,010,000)	(9,000,000)	(50,000)	18,520,000	

Notes:

附註：

* The vesting period of the share options is from the date of grant until the commencement of the exercise period.

* 購股權賦權期間乃由頒授日起至行使期開始止。

** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

** 購股權的行使價格於本公司配股或派發紅股或在其股本中有其他類似轉變時可予調整。

OTHER INFORMATION

其他資料

SHARE OPTION SCHEME (Continued)

The weighted average closing price of the Company's shares immediately before the exercise dates of the share options was HK\$6.56 per share.

AUDIT COMMITTEE

The Audit Committee (the "Committee") consists of the three independent non-executive directors of the Company namely Mr. Law Brian Chung Nin, Mr. Au Son Yiu and Mr. Cheng Shu Wing. The Committee is chaired by Mr. Law Brian Chung Nin, a qualified accounting professional. The principal duties of the Committee include the review and supervision of the financial reporting process and internal controls of the Group.

For the interim period under review, the Committee has reviewed and discussed with the management the interim report and the internal controls of the Group and has made recommendations to the Board.

CORPORATE GOVERNANCE

In the opinion of the directors, the Company complied with the code provisions set out in the Corporate Governance Code contained in Appendix 14 of the Listing Rules throughout the accounting period covered by the interim report, except for the following deviations:

- (1) Under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and be subject to re-election.

All the existing non-executive directors of the Company are not appointed for a specific term, but are subject to retirement and re-election at the Company's annual general meeting in accordance with Clause 86(1) of the bye-laws of the Company.

購股權計劃(續)

於緊接購股權行使日期前本公司股份的加權平均收市價為每股港幣6.56元。

審核委員會

審核委員會(「委員會」)包括本公司三位獨立非執行董事，分別為羅仲年先生、區樂耀先生及鄭樹榮先生。羅仲年先生為委員會主席，並擁有專業會計資格。委員會主要職責包括審閱及監察本集團之財務報告程序及內部監控。

關於本中期，委員會已審閱及與管理層討論本集團的中期報告及內部監控，並向董事會提供意見。

企業管治

按董事的意見，本公司於本中期報告所述之會計期間一直符合上市規則附錄十四所載之《企業管治守則》(「守則」)之守則條文，惟下列條文除外：

- (1) 守則A.4.1條規定非執行董事應獲委任指定任期，及須膺選連任。

目前，本公司所有非執行董事並非獲委任指定任期，而是根據本公司之公司細則第86(1)條退任及於本公司之股東週年大會上膺選連任。

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE (Continued)

- (2) Under code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Company does not have a policy of separating the roles of chairman and chief executive officer of the Board. The Board considers the current arrangement can help maintaining a strong management position and at the same time improving the communication efficiency. The Board may consider the separation of the roles of chairman and chief executive officer upon the then circumstances.

- (3) Under code provision E.1.2 of the Code, the chairman of the Board should attend the annual general meeting of the Company.

The chairman of the Board has delegated the duty of attending the annual general meeting to an executive director of the Company. The chairman considers the executive director a suitable person for taking up such duty as the executive director has been serving for similar duties for many years and he has good understanding of each operating segment of the Group.

- (4) Under code provision A.1.8 of the Code, the Company should arrange appropriate insurance cover in respect of legal action against its directors.

The Company has been reviewing a suitable Directors and Officers Liability Insurance to cover the liabilities of its directors and officers during the period. An insurance policy was concluded by the Group on 1 November 2012 which will provide insurance cover for the coming year as well as a retrospective insurance cover for unreported claim before 1 November 2012. As at the date of this report, no claim has been reported.

企業管治 (續)

- (2) 守則A.2.1條規定主席及董事總經理之角色應區別，並不應由同一人擔任。

目前，本公司並沒有制度區別董事會之主席及董事總經理之角色。董事會認為現時的安排有助保持強勢的管治，並能同時提升溝通效率。董事會會視乎情況考慮區別主席及董事總經理之角色。

- (3) 守則E.1.2條規定董事會之主席須出席本公司之股東週年大會。

董事會主席將出席股東週年大會之職務委任本公司一執行董事執行。主席認為該執行董事處理該職務是合適人選，因該執行董事已有多年執行同類職務的經驗，並對本集團各營運分類也十分瞭解。

- (4) 守則A.1.8條規定本公司應就其董事可能會面對的法律行動作適當的投保安排。

本公司於期內審核一個合適的董事及高級職員責任保險，以彌補其董事及高級職員責任。本集團已於二零一二年十一月一日簽訂一份保險單。該保險單為未來一年提供保險保障，並對於二零一二年十一月一日前未獲匯報的索償作出追溯性的保障。於本報告日期，並沒有收到任何索償。

OTHER INFORMATION

其他資料

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code of the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, they have all complied with the required standard set out in the Model Code throughout the accounting period covered by the interim report.

董事的證券交易

本公司已採納上市規則之標準守則，作為本公司董事進行本公司證券交易之守則。按本公司向各董事之查詢，各董事均於本中期報告所述之會計期間遵守標準守則之規定。

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of directors since the Company's 2012 Annual Report are set out below:

董事資料的變動

根據上市規則第13.51B(1)條，自本公司二零一二年年報日期以後的董事資料變動載列如下：

Name of director 董事姓名	Details of change 變動詳情
Poon Kai Chak 潘佳澤	Housing allowance instead of a quarter was provided with effect from 1 April 2012. 由二零一二年四月一日起，提供房屋津貼以取締宿舍。

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

除上文所披露者外，概無其他資料須根據上市規則第13.51B(1)條之規定而予以披露。

BOARD OF DIRECTORS

As at the date of this report, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Poon Kei Chak, Mr. Poon Kai Chak, Mr. Ting Kit Chung and Mr. Poon Ho Wa; the independent non-executive directors of the Company are Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin.

董事會

於本報告日期，本公司之執行董事為潘彬澤先生、潘機澤先生、潘佳澤先生、丁傑忠先生及潘浩華先生；而本公司之獨立非執行董事為區樂耀先生、鄭樹榮先生及羅仲年先生。

By Order of the Board
Poon Bun Chak
Chairman

承董事會命
主席
潘彬澤

Hong Kong, 21 November 2012

香港，二零一二年十一月二十一日



TEXWINCA
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德永佳集團有限公司

Stock Code 股份代號 : 321