

BLUES HEROES



Blues Heroes Shop
尖沙咀加連威老道67-69號地下
G/F, 67-69 Granville Road, Tsim Sha Tsui



Win Hanverky Holdings Limited
永嘉集團控股有限公司

(incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立之有限公司)
(Stock Code 股票編號: 3322)

2012
ANNUAL REPORT

永嘉集團控股有限公司及其附屬公司經營國際體育品牌運動服的綜合生產、分銷及零售業務。本集團的業務分為兩大類，即生產業務與分銷及零售業務，市場遍佈歐洲、北美、中國大陸及香港。本集團擁有「*Diadora*」於中國大陸、香港及澳門的商標權。

本公司股份自二零零六年九月六日起於聯交所主板上市。

Win Hanverky Holdings Limited and its subsidiaries are an integrated sportswear manufacturer, distributor and retailer for international sports brands. We have two broad lines of businesses, namely Manufacturing Business and Distribution and Retail Business, with geographical markets spanning over Europe, North America, Mainland China and Hong Kong. We are the owner of the trademark "*Diadora*" in Mainland China, Hong Kong and Macau.

The Shares of the Company have been listed on the Main Board of the Stock Exchange since 6 September 2006.

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董事會

執行董事

李國棟先生(主席)
黎清平先生(副主席兼行政總裁)
張智先生(首席財務官)
李國樑先生(首席營運官)

獨立非執行董事

陳光輝博士
關啟昌先生
馬家駿先生
溫澤光先生

公司秘書

林彩霞小姐

授權代表

李國棟先生
張智先生

董事會委員會

審核委員會

關啟昌先生(主席)
陳光輝博士
馬家駿先生
溫澤光先生

薪酬委員會

陳光輝博士(主席)
關啟昌先生
李國棟先生

提名委員會

溫澤光先生(主席)
馬家駿先生
李國棟先生
黎清平先生
陳光輝博士(於二零一二年三月九日獲委任)

註冊辦事處

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Board of Directors

Executive Directors

Mr. LI Kwok Tung Roy (Chairman)
Mr. LAI Ching Ping (Deputy Chairman and Chief Executive Officer)
Mr. CHEUNG Chi (Chief Financial Officer)
Mr. LEE Kwok Leung (Chief Operation Officer)

Independent Non-Executive Directors

Dr. CHAN Kwong Fai
Mr. KWAN Kai Cheong
Mr. MA Ka Chun
Mr. WUN Kwang Vincent

Company Secretary

Ms. LAM Choi Ha

Authorised Representatives

Mr. LI Kwok Tung Roy
Mr. CHEUNG Chi

Board Committees

Audit Committee

Mr. KWAN Kai Cheong (Chairman)
Dr. CHAN Kwong Fai
Mr. MA Ka Chun
Mr. WUN Kwang Vincent

Remuneration Committee

Dr. CHAN Kwong Fai (Chairman)
Mr. KWAN Kai Cheong
Mr. LI Kwok Tung Roy

Nomination Committee

Mr. WUN Kwang Vincent (Chairman)
Mr. MA Ka Chun
Mr. LI Kwok Tung Roy
Mr. LAI Ching Ping
Dr. CHAN Kwong Fai (appointed on 9 March 2012)

Registered Office

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港總辦事處及 主要營業地點

香港九龍
青山道481-483號
香港紗廠工業大廈
6期6樓

法律顧問

的近律師行

核數師

羅兵咸永道會計師事務所
執業會計師

主要股份過戶登記處

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記處

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

主要往來銀行

香港上海滙豐銀行有限公司
中國工商銀行
花旗集團

股份資料

上市： 香港聯合交易所
有限公司主板
每手買賣單位： 2,000股
股份代號： 3322

公司網址

www.winhanverky.com

Head Office and Principal Place of Business in Hong Kong

6th Floor, Phase 6
Hong Kong Spinners Industrial Building
481-483 Castle Peak Road
Kowloon, Hong Kong

Legal Advisor

Deacons

Auditor

PricewaterhouseCoopers
Certified Public Accountants

Principal Share Registrar and Transfer Office

Royal Bank of Canada Trust Company
(Cayman) Limited
4th Floor, Royal Bank House
24 Shedden Road
George Town
Grand Cayman KY1-1110
Cayman Islands

Hong Kong Share Registrar and Transfer Office

Tricor Investor Services Limited
26th Floor, Tesbury Centre
28 Queen's Road East, Wan Chai
Hong Kong

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China Limited
Citigroup, N.A.

Share Information

Listing: The Main Board of
The Stock Exchange of Hong Kong Limited
Board lot: 2,000 Shares
Stock code: 3322

Company Website

www.winhanverky.com

財務摘要 Financial Highlights

過往五年主要財務資料

Key Financial Information for the Last Five Years

		截至十二月三十一日止年度／ 於十二月三十一日 For the year ended 31 December/ As at 31 December				
		二零一二年 2012	二零一一年 2011	二零一零年 2010	二零零九年 2009	二零零八年 2008
財務表現 (千港元)	Financial Performance (HK\$'000)					
收益	Revenue	3,077,258	3,199,934	2,869,282	2,578,833	2,998,360
經營溢利／(虧損)	Operating profit/(loss)	124,556	(2,952)	142,551	173,038	96,020
除所得稅前溢利	Profit before income tax	153,619	8,585	151,376	180,215	103,916
持續經營業務溢利／ (虧損)	Profit/(loss) from continuing operations	111,266	(20,944)	117,061	141,696	59,865
已終止經營業務溢利／ (虧損)	Profit/(loss) from discontinued operations	8,761	161,627	(44,260)	(34,681)	(33,091)
年度溢利	Profit for the year	120,027	140,683	72,801	107,015	26,774
股權持有人應佔溢利	Profit attributable to equity holders	150,185	230,196	120,472	121,539	33,325
財務狀況 (千港元)	Financial Position (HK\$'000)					
非流動資產	Non-current assets	989,087	846,255	868,722	920,750	1,008,239
流動資產	Current assets	1,846,459	2,041,171	1,950,941	1,740,662	1,768,929
流動負債	Current liabilities	625,013	720,468	686,873	571,674	732,963
流動資產淨值	Net current assets	1,221,446	1,320,703	1,264,068	1,168,988	1,035,966
資產總值	Total assets	2,835,546	2,887,426	2,819,663	2,661,412	2,777,168
資產總值減流動 負債	Total assets less current liabilities	2,210,533	2,166,958	2,132,790	2,089,738	2,044,205
總權益	Total equity	2,199,594	2,151,088	2,127,568	2,087,643	2,029,194
現金及現金等價物 及原有期限 超過三個月之 銀行存款	Cash and cash equivalents and bank deposits with initial terms of over three months	976,665	810,568	782,840	674,065	363,272
營運指標	Operation Indicators					
持續經營業務 之毛利率(%)	Gross profit margin from continuing operations (%)	22.1	21.7	24.1	26.4	26.9
持續經營業務之淨 利潤／(虧損)率(%)	Net profit/(loss) margin from continuing operations (%)	3.6	(0.7)	4.1	5.5	2.0
負債資產比率(%) [^]	Gearing ratio (%) [^]	0.6	0.2	2.1	3.3	5.6
流動比率(倍)	Current ratio (times)	3.0	2.8	2.8	3.0	2.4
應收帳款之週轉期(日)	Trade receivable sales period (days)	45	50	68	70	77
存貨之週轉期(日)	Inventory sales period (days)	83	80	71	79	71

附註：

Note:

[^] 負債資產比率即銀行借貸總額除以總權益。

[^] Gearing ratio represents the ratio between total bank borrowings and total equity.

本人謹代表董事會欣然宣佈永嘉集團控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止年度的全年業績。

生產業務

就大部分已發展國家而言，二零一二年乃增長疲弱的一年，而就發展中國家而言亦為經濟增長放緩的一年。歐洲主權債務危機及美國政策的不明朗降低發展中國家對製成品的需求。歐洲於過去兩年奮力解決主權債務問題。迄今為止，歐洲國家採取的緊縮措施已遏制大部分的主權債務問題。然而，推行緊縮措施以控制政府開支的副作用乃為歐洲聯盟(「歐盟」)於二零一二年的國內生產總值增長同比基本持平。由於大部分本集團的製成品均出口及銷售至歐洲，故當地需求減少導致我們的生產業務所得收益減少。為擴闊收益來源及避免過份倚賴運動服飾，我們現正擴展生產業務種類至時裝服飾。

成本方面，去年中國大陸的勞工成本持續上升。中國大陸已進入一個長期溫和通脹期，為中國工業化進程一個不能避免的階段。為緩解此風險因素，我們已積極擴充於越南及柬埔寨的產能。加上管理層一直努力控制成本，儘管收益減少，惟生產業務於二零一二年的經營溢利仍較二零一一年為高。展望未來，本集團將繼續專注擴充其於越南及柬埔寨的產能。

On behalf of the Board, I am pleased to announce the annual results of Win Hanverky Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2012.

Manufacturing Business

The year 2012 has been a year of weak growth for most developed countries, and one of slowing economic growth for the developing nations. The sovereign debt crisis in Europe and policy uncertainties in the U.S. have constrained demand for manufactured goods from developing nations. Europe has spent the last two years struggling to manage sovereign debt problems. So far, the austerity measures undertaken by European countries have mostly contained the sovereign debt problems. However, the side effect of the austerity measures implemented to rein in spending by governments was an essentially flat GDP growth in the European Union (“**EU**”) during 2012. As most of the Group’s manufactured products are exported and sold to Europe, the lower demand there resulted in reduction in revenue generated by our manufacturing business. To broaden revenue sources and avoid over-reliance on sportswear garments, we are diversifying our manufacturing business to include fashion garments as well.

On the cost side of the ledger, labour costs in Mainland China continued to rise in the past year. Mainland China has entered into a long-term period of moderate inflation which is an unavoidable stage of China’s industrialization. To mitigate this risk factor, we have been actively expanding production capacities in Vietnam and Cambodia. This together with the management’s ongoing efforts in cost control, contributed to a higher operating profit from the manufacturing business in 2012 than that in 2011 despite a lower revenue. Going forward, the Group will continue to focus on the expansion of its production capacities in Vietnam and Cambodia.

分銷及零售業務

中國大陸的運動服市場仍然荊棘滿途及競爭激烈且仍處於調整期。於二零一二年，存貨過剩及大量折扣的問題持續存在於中國大陸的運動服行業，無可避免地對我們分銷商及我們自營店舖的盈利能力帶來不利影響。因此，我們Umbro及Diadora產品的分銷及零售業務表現未如預期理想。我們透過周詳計劃並積極主動回應市場變化以將對本集團的負面影響減至最低。此外，我們透過嚴格控制新店開張、結束低效率店舖及翻新現有店舖繼續提升我們零售渠道的效率。本集團亦與Umbro的品牌擁有人緊密合作，以於充滿挑戰的環境中克服我們目前面對的困難。

受惠於內地遊客湧至，帶旺本地零售市場，以及我們的管理團隊在店舖重組及成本控制上不斷努力，我們的香港零售業務於二零一二年錄得溢利。然而，高昂的店舖租金削弱銷售增長於二零一二年的盈利能力。規模經濟及高昂租金問題仍為我們的關注重點。我們計劃審慎拓展我們於香港的零售業務。

業務多元化

鑑於中國大陸市民的可支配收入不斷增加，預期中國大陸及香港對高級時裝的需求將持續上升。為抓緊此商機，於二零一一年八月，本集團與Shine Gold集團(從事時裝及配件零售業務)訂立認購協議(「認購協議」)。Shine Gold集團就自有品牌「D-mop」、 「Blues Heroes」及「Loveis」等在香港及中國大陸、就擁有獨家分銷權的品牌(包括於香港及中國大陸的「Y-3」及於香港的「moussy」及「SLY」)及就擁有非獨家分銷權的品牌(包括於香港的「AZUL by moussy」及「SHEL' TTER」)擁有自主經營的零售網絡。

Distribution and Retail Business

The sportswear market in Mainland China remained challenging and competitive and was still under adjustment period. Problems with excess inventory and heavy discounting continued to persist in Mainland China sportswear industry in 2012, with unavoidable negative effects on profitability for our distributors and our self-owned shops. As a result, our distribution and retail business for Umbro and Diadora products did not perform as well as expected. We mitigated the negative impact on the Group through sound planning and being proactively responsive to changes in the market. Furthermore, we have continued to enhance the efficiency of our retail channels by strictly controlling new shop openings, closing low-efficiency shops and revamping existing shops. The Group has also worked closely with the brand owner of Umbro to overcome the difficulties we currently face in the challenging environment.

Our retail business in Hong Kong has made a profit in 2012, attributable to the vibrant local retail market especially brought by the influx of Mainland tourists and our management team's continuous efforts in shop restructuring and cost control. However, high shop rental has eroded profitability from sales growth in 2012. Economy of scale and high rental problems are still our main concerns. We plan to prudently continue to expand our retail business in Hong Kong.

Business Diversification

In view of the rising disposal income of Mainland China citizens, the demand for high-end fashion in Mainland China and Hong Kong is expected to continue to grow. To capture this business opportunity, the Group has entered into a subscription agreement ("Subscription Agreement") in August 2011 with Shine Gold Group which is engaged in the retail of fashion wears and accessories. Shine Gold Group has a self-managed retail network for self-owned brands "D-mop", "Blues Heroes", "Loveis" etc in Hong Kong and Mainland China, for brands under exclusive distribution rights, including "Y-3" in Hong Kong and Mainland China, "moussy" and "SLY" in Hong Kong, and for brands under non-exclusive distribution rights, including "AZUL by moussy" and "SHEL' TTER" in Hong Kong.

派發股息

董事會建議派發截至二零一二年十二月三十一日止年度之末期股息每股普通股4.0港仙，連同支付中期股息每股普通股3.0港仙，派息總額為88,900,000港元，即分派本年度股權持有人應佔溢利約60%。本集團將致力維持穩定股息支付比率，其將不少於股權持有人應佔溢利之30%。董事會可視乎本集團之資本開支需求及現金狀況而上調派息比率。

展望

於二零一三年，市場將面臨多項不明朗因素。美國國會須於五月底就債務上限期限再次到達前達成可持續財務方案。由於日圓於過去數個月內貶值超過20%，亞洲經濟體系須適應一個新的貨幣體制。市場亦密切觀望歐盟如何解決所面對的政治及經濟問題。我們將繼續審慎計劃業務策略，密切注視市場發展。除經濟的不明朗因素外，二零一三年並無大型體育賽事。因此，我們於二零一三年的收益壓力將繼續處於高位。我們認為，當國際足協世界杯於二零一四年舉行時，我們的收益壓力將會減輕。成本方面，我們預期，在越南及柬埔寨帶來的更佳經營效率及更高生產比例，將進一步提高我們的利潤率。

就中國大陸的運動服分銷及零售業務而言，經營環境仍然嚴峻，市場或需要一至兩年方能消化過剩存貨。我們的策略為縮小我們的銷售網絡以將虧損減至最低。

Dividend Payment

The Board has recommended a final dividend of HK4.0 cents per ordinary share in respect of the year ended 31 December 2012, together with payment of an interim dividend of HK3.0 cents per ordinary share, representing a total payout of HK\$88.9 million, or a distribution of approximately 60% of the current year's profit attributable to equity shareholders. The Group will strive to maintain a stable dividend payout ratio which will not be less than 30% of profit attributable to equity shareholders. Depending on the needs of capital expenditure and cash position of the Group, the Board may adjust upwards of the payout ratio.

Outlook

In 2013, there are a number of uncertainties that the markets are facing. The US Congress needs to agree on a sustainable fiscal package before the debt ceiling deadline is reached once again at the end of May. Asian economies have to adapt to a new currency regime with the Japanese Yen's devaluation exceeding 20% during the past few months. Markets are also watching closing how the EU resolves the political and economic problems it faces. We will continue to be cautious in our business strategy, closely observing developments in the market. Apart from the uncertainties of the economy, there are no major sports events during 2013. Therefore, pressure on our revenue in 2013 would still remain high. We believe that the pressure on our revenue will be alleviated in 2014 when the FIFA World Cup is held. On the cost side, we expect that our margin will be further improved as a result of better operational efficiency and a higher proportion of production being carried out in Vietnam and Cambodia.

Regarding the sportswear distribution and retail business in Mainland China, the environment is still very tough. It may take one to two years for the market to consume the excess inventory. Our strategy is to scale down our sales network to minimise the loss.

主席報告 Chairman's Statement

Shine Gold集團於二零一二年透過精簡營運及結束低效率店舖完成業務重組。於二零一三年，我們將透過於香港開設更多專門店進一步投資於我們的自有品牌。我們亦積極計劃於中國大陸開設更多特許品牌店舖。整體而言，我們相信租金仍會處於高位，消費市場亦有跡象放緩，預期市況仍然嚴峻。

本人謹此衷心感謝董事會及我們所有僱員對本集團的持續忠誠、勤勉、專業及貢獻。

李國棟
主席

香港，二零一三年三月十四日

Shine Gold Group's business restructuring has been completed in 2012 by streamlining operations and closing low-efficiency shops. In 2013, we are investing further in our self-owned brands through opening more exclusive shops in Hong Kong. We are also actively planning to open more shops in Mainland China for licensed brands. Generally speaking, we believe rentals shall remain high and the consuming market has showed sign of a slowdown. The market situation is therefore expected to remain challenging.

I would like to thank the Board and all of our dedicated employees for their continued loyalty, diligence, professionalism, and contributions to the Group.

LI Kwok Tung Roy
Chairman

Hong Kong, 14 March 2013

管理層討論及分析 Management Discussion and Analysis

整體回顧

截至二零一二年十二月三十一日止年度，本集團錄得持續經營業務的收益3,077,300,000港元(二零一一年：3,199,900,000港元)，下降3.8%。

毛利率於二零一二年輕微上升至22.1%(二零一一年：21.7%)。毛利率上升乃主要由於成本控制及生產效率提升所致。我們亦開始將生產工序由中國大陸遷移至勞工成本及營運成本相對較低的越南及柬埔寨。

截至二零一二年十二月三十一日止年度，經營溢利為124,600,000港元(二零一一年：經營虧損3,000,000港元)。經營溢利於二零一二年的顯著升幅乃主要由於與「*Diadora*」商標有關的無形資產減值虧損112,000,000港元已於二零一一年自合併利潤表扣除，而於二零一二年並無錄得有關減值所致。倘撇除無形資產減值虧損，二零一一年的經營溢利本應為109,000,000港元。

截至二零一二年十二月三十一日止年度，股東應佔溢利為150,200,000港元(二零一一年：230,200,000港元)。股東應佔溢利大幅下降乃主要由於Umbro業務於二零一一年進行業務轉讓產生一次性收入214,500,000港元，而於二零一二年並無錄得有關收入所致。

撇除兩個年度內分銷Umbro產品的已終止經營業務(如下文「已終止經營業務」一節所述)及無形資產的減值虧損，於二零一二年，股東應佔溢利本應上升27.4%至141,400,000港元(二零一一年：111,100,000港元)。

年內，董事會已宣派及派付中期股息每股3.0港仙。鑑於淨現金狀況充裕及有持續營運現金流入，故董事會建議派付截至二零一二年十二月三十一日止年度之末期股息每股4.0港仙。

Overall Review

For the year ended 31 December 2012, the Group has recorded a revenue of HK\$3,077.3 million (2011: HK\$3,199.9 million) from continuing operations, representing a decrease of 3.8%.

Gross profit margin slightly increased to 22.1% in 2012 (2011: 21.7%). The increase in gross profit margin was mainly resulted from cost control and improved production efficiency. We also started to shift the production from the Mainland China to Vietnam and Cambodia where the labour cost and overhead costs are relatively lower.

Operating profit for the year ended 31 December 2012 was HK\$124.6 million (2011: operating loss of HK\$3.0 million). The significant increase in operating profit in 2012 was mainly attributable to the impairment loss on intangible asset related to “*Diadora*” trademark of HK\$112.0 million being charged to the consolidated income statement in 2011 whereas there was no such impairment recorded in 2012. Excluding such impairment loss on intangible assets, operating profit would have been HK\$109.0 million in 2011.

Profit attributable to the shareholders for the year ended 31 December 2012 was HK\$150.2 million (2011: HK\$230.2 million). The significant decrease in profit attributable to the shareholders was mainly attributable to the one-off income arising from the business transfer of the Umbro business in 2011, amounting to HK\$214.5 million whereas there was no such income recorded in 2012.

Excluding such discontinued operations of the distribution of Umbro Products (as described in the section headed “**Discontinued Operations**” below) and the impairment loss on intangible assets in both years, profit attributable to the shareholders would have been increased by 27.4% to HK\$141.4 million in 2012 (2011: HK\$111.1 million).

The Board has declared and paid the interim dividend of HK3.0 cents per Share during the year. In consideration of the strong net cash position and the continued cash inflow from operations, the Board proposed the payment of a final dividend of HK4.0 cents per Share for the year ended 31 December 2012.

業務回顧

本集團為著名運動品牌的綜合生產、分銷及零售商。該兩個業務分部(即「生產業務」及「分銷及零售業務」)的財務表現概述於下文。

生產業務

本集團生產業務主要以OEM方式經營多個著名運動品牌。本集團大部分貨品出口及銷售至歐洲、中國大陸及世界各地其他國家。本集團歷史悠久，於運動服製造業方面地位顯赫，與主要客戶已建立長期業務關係。

於二零一二年，全球經濟環境仍然艱難重重。截至二零一二年十二月三十一日止年度，來自生產業務的收益下降3.7%至2,829,000,000港元(二零一一年：2,937,700,000港元)，佔本集團總收益91.8%(二零一一年：91.8%)。歐洲國家經濟疲弱持續影響本集團生產業務。

截至二零一二年十二月三十一日止年度，生產業務的毛利為592,600,000港元(二零一一年：591,500,000港元)。有賴管理層致力提高勞動效率及控制生產費用，分部毛利率於二零一二年輕微增長至20.9%(二零一一年：20.1%)。中國政府為刺激內需採取增加勞工收入的政策，導致中國大陸的勞工工資將持續上升。因此，由於越南及柬埔寨的勞工成本較為合理，本集團正積極擴大其於該等地區的產能，以滿足中國大陸以外地區客戶的訂單需求。

儘管收益減少，有賴管理層的成本控制措施，來自生產業務的經營溢利增加6.5%至175,900,000港元(二零一一年：165,100,000港元)。

Business Review

The Group is an integrated manufacturer, distributor and retailer for renowned sports brands. The financial performances of the two business segments, namely “**Manufacturing Business**” and “**Distribution and Retail Business**” are summarised as below.

Manufacturing Business

The Group's Manufacturing Business operates mainly on OEM arrangement for various renowned sports brands. Most of the Group's products are exported and sold to Europe, Mainland China and other countries around the world. The Group has a long history and a remarkable position in sportswear garment manufacturing, and has established long term business relationship with its key customers.

In 2012, the global economic environment remained tough. Revenue from Manufacturing Business decreased by 3.7% to HK\$2,829.0 million for the year ended 31 December 2012 (2011: HK\$2,937.7 million), accounting for 91.8% of the Group's total revenue (2011: 91.8%). The poor economies of European countries have been continuously impacting the Group's Manufacturing Business.

Gross profit from Manufacturing Business was HK\$592.6 million for the year ended 31 December 2012 (2011: HK\$591.5 million). The segmental gross profit margin slightly increased to 20.9% in 2012 (2011: 20.1%) as a result of the management's efforts in enhancing labour efficiency and controlling manufacturing overheads. The PRC government's policy to enhance labour income in order to stimulate the domestic demand will keep the labour salary in Mainland China on increasing. Therefore, the Group is actively expanding its production capacity in Vietnam and Cambodia where labour costs are more reasonable to fulfill the needs of our customers for orders outside Mainland China.

Despite the decrease in revenue, operating profit from our manufacturing business increased by 6.5% to HK\$175.9 million (2011: HK\$165.1 million) as a result of the management's cost control measures.

業務回顧(續)

分銷及零售業務

本分部包括透過永歷集團分銷Diadora產品以及透過嘉運集團零售多品牌及單一品牌產品及分銷運動服產品。

於二零一二年，零售市場競爭愈趨激烈，零售折扣上升加上勞工成本及租金攀升，導致本集團零售業務溢利率進一步縮小。本業務分部的收益下跌4.1%至252,800,000港元(二零一一年：263,600,000港元)，佔本集團總收益的8.2%(二零一一年：8.2%)。分部毛利及毛利率亦分別下降至87,600,000港元(二零一一年：103,900,000港元)及34.7%(二零一一年：39.4%)。本分部的經營虧損大幅減少69.5%至51,300,000港元(二零一一年：168,100,000港元)，此乃由於本集團於截至二零一一年十二月三十一日止年度內就「Diadora」商標確認減值虧損112,000,000港元，而於截至二零一二年十二月三十一日止年度並無確認有關減值所致。有關本分部各分項表現的進一步討論載列如下：

分銷Diadora產品

永歷集團於中國大陸、香港及澳門擁有「Diadora」商標，因此擁有生產、銷售及分銷Diadora產品的各種權利。由於中國大陸零售市場競爭激烈，截至二零一二年十二月三十一日止年度，永歷集團錄得收益53,100,000港元(二零一一年：65,700,000港元)。我們將集中於精簡銷售網絡及加強對存貨水平的監控，致力將虧損減至最低。

於二零一二年十二月三十一日，永歷集團的銷售網絡由約20名Diadora分銷商組成，於中國大陸經營約101個銷售點。嘉運集團亦為銷售Diadora產品的分銷商之一，詳情於下文呈列。永歷集團亦在中國大陸、香港及澳門自主經營24間零售店。

Business Review (Continued)

Distribution and Retail Business

This segment includes the businesses of distribution of Diadora Products through the Winor Group and retailing of multi-brand and mono-brand products and distribution of sportswear products through the Win Sports Group.

In 2012, the increasingly intensified competition in retail market and higher retail discounts, coupled with rising labour costs and rentals, led to further shrinking profit margin in our retail business. Revenue of this business segment decreased by 4.1% to HK\$252.8 million (2011: HK\$263.6 million), accounting for 8.2% of the Group's total revenue (2011: 8.2%). The segmental gross profit and its margin also decreased to HK\$87.6 million (2011: HK\$103.9 million) and 34.7% (2011: 39.4%) respectively. Operating loss in this segment significantly reduced by 69.5% to HK\$51.3 million (2011: HK\$168.1 million) as the Group recognised an impairment loss of HK\$112 million on "Diadora" trademark for the year ended 31 December 2011 whereas there was no such impairment recognised for the year ended 31 December 2012. Further discussion of the performance in each stream of this segment is set out below:

Distribution of Diadora Products

The Winor Group owns the trademark of "Diadora" in Mainland China, Hong Kong and Macau and hence has the respective right to manufacture, sell and distribute Diadora Products. Under the competitive retail market in Mainland China, the Winor Group's revenue for the year ended 31 December 2012 was HK\$53.1 million (2011: HK\$65.7 million). We will focus on streamlining the sales network and tightly control the inventory level to minimise the loss.

As at 31 December 2012, the Winor Group had a sales network comprising approximately 20 Diadora distributors operating approximately 101 points-of-sales in Mainland China. The Win Sports Group is also one of the distributors selling Diadora Products, details of which are presented as below. The Winor Group also self-managed 24 retail shops in Mainland China, Hong Kong and Macau.

業務回顧(續)

分銷及零售業務(續)

多品牌產品的零售

嘉運集團主要經營運動服零售業務，於中國大陸銷售Umbro及Diadora產品，並於香港銷售多個運動服品牌產品。

截至二零一二年十二月三十一日止年度，嘉運集團的收益及毛利分別為202,700,000港元(二零一一年：206,300,000港元)及70,700,000港元(二零一一年：80,900,000港元)。

截至二零一二年十二月三十一日止年度，中國大陸的運動服市場仍處於調整期。市場上廠商嘗試透過大量折扣清理過剩存貨，故截至二零一二年十二月三十一日止年度，中國大陸運動服零售業務的收益及毛利分別下跌至65,700,000港元(二零一一年：90,200,000港元)及21,700,000港元(二零一一年：34,300,000港元)。我們透過精簡銷售網絡及終止經營表現欠佳的店舖減輕負面影響。店舖終止經營計劃將於二零一三年六月底前大致完成。我們預期虧損將相應地大幅減少。此外，Nike Inc.已於二零一二年十二月將「Umbro」的商標出售予Iconix Brand Group Inc (「Iconix」)(一家於美國上市的公司)，而我們正積極與Iconix商討該品牌於中國大陸的未來發展。

另一方面，受惠於香港零售市場整體發展蓬勃及訪港旅遊業興旺，截至二零一二年十二月三十一日止年度，香港運動服零售業務的收益及毛利分別增加至137,000,000港元(二零一一年：116,100,000港元)及48,900,000港元(二零一一年：42,100,000港元)。截至二零一二年十二月三十一日止年度，香港運動服零售業務錄得經營溢利300,000港元(二零一一年：經營虧損1,500,000港元)。

Business Review (Continued)

Distribution and Retail Business (Continued)

Retail of Multi-brand Products

The Win Sports Group mainly operates sportswear retail business selling Umbro and Diadora products in Mainland China and sportswear products of various brands in Hong Kong.

Revenue and gross profit of the Win Sports Group for the year ended 31 December 2012 were HK\$202.7 million (2011: HK\$206.3 million) and HK\$70.7 million (2011: HK\$80.9 million) respectively.

In Mainland China, the sportswear market was still under adjustment period for the year ended 31 December 2012. Market players had tried to clear excess inventories through heavy discounting. As a result, revenue and gross profit from our sportswear retail business in Mainland China for the year ended 31 December 2012 dropped to HK\$65.7 million (2011: HK\$ 90.2 million) and HK\$21.7 million (2011: HK\$34.3 million) respectively. We had managed to mitigate the negative impact by streamlining our sales network and closing non-performing shops. The shop closure plan will be substantially complete by the end of June 2013. We expect the loss will be substantially reduced accordingly. Besides, Nike Inc. had sold the trademark of “Umbro” to Iconix Brand Group Inc (“Iconix”), a company listed in the United States of America, in December 2012. We are actively discussing with Iconix the future development of the brand in the Mainland China.

On the other hand, revenue and gross profit from our sportswear retail business in Hong Kong for the year ended 31 December 2012 increased to HK\$137.0 million (2011: HK\$116.1 million) and HK\$48.9 million (2011: HK\$42.1 million) respectively as a result of overall growth in retail market and vibrant inbound tourism in Hong Kong. Our sportswear retail business in Hong Kong recorded an operating profit of HK\$0.3 million for the year ended 31 December 2012 (2011: operating loss of HK\$1.5 million).

業務回顧(續)

分銷及零售業務(續)

多品牌產品的零售(續)

於二零一二年十二月三十一日，嘉運集團在中國大陸擁有約145間單一品牌店舖，大部分以銷售Umbro產品為主而餘下店舖則銷售Diadora產品，在香港則擁有14間自主經營的零售店舖，其中2間以「*Futbol Trend*」名義經營、7間以「*運動站*」名義經營及餘下5間則為多個國際運動品牌的單一品牌店舖。

已終止經營業務

分銷Umbro產品

於二零一一年，本集團與UIL就提早終止Umbro分銷商協議而訂立一份協議，該分銷商協議授予天運洋行集團獨家分銷權，可於二零零七年三月至二零二零年十二月期間在大中華區分銷Umbro品牌產品。於終止Umbro分銷商協議的同時，本集團與UIL及其關連實體訂立過渡服務協議，據此，天運洋行集團將於二零一一年六月二日至二零一二年六月三十日期間向UIL及其關連實體提供服務，以協助彼等避免於在天運洋行集團終止分銷權後分銷業務過渡及經營時出現中斷。因此，截至二零一二年十二月三十一日止年度，本集團確認服務收入18,400,000港元(二零一一年：21,600,000港元)。

基於以上交易，天運洋行集團僅有權分銷Umbro品牌產品至二零一二年六月三十日。因此，其業績呈列為已終止經營業務，而其資產及負債則分類為持作出售之出售資產／負債。於本年度，來自已終止經營業務的收益及溢利分別減少至10,700,000港元(二零一一年：113,100,000港元)及8,800,000港元(二零一一年：161,600,000港元)。於二零一一年，來自已終止經營業務的溢利包括來自終止Umbro分銷權的收益214,500,000港元，而於二零一二年並無錄得有關收益。

Business Review (Continued)

Distribution and Retail Business (Continued)

Retail of Multi-brand Products (Continued)

As at 31 December 2012, the Win Sports Group had approximately 145 mono-brand shops in Mainland China, majority of which were selling Umbro Products and the remaining were selling Diadora Products, and 14 self-managed retail shops in Hong Kong, of which 2 were traded under the name of “*Futbol Trend*”, 7 were under the name of “*Sports Corner*” and 5 mono-brand shops for several international sports brands made up the rest.

Discontinued Operations

Distribution of Umbro Products

In 2011, the Group entered into an agreement with UIL for the early termination of the Umbro Distributor Agreement which granted T&S Group exclusive distribution rights of the Umbro branded products in the Greater China from March 2007 to December 2020. Concurrent with the termination of the Umbro Distributor Agreement, the Group entered into a transition services agreement with UIL and its related entities, under which the T&S Group will provide services to UIL and its related entities for the period from 2 June 2011 to 30 June 2012 to assist them in avoiding disruption in the transition and operation of the distribution business after the termination of distribution rights by T&S Group. As a result, the Group has recognised a service income of HK\$18.4 million for the year ended 31 December 2012 (2011: HK\$21.6 million).

As a result of the above transactions, the T&S Group has the rights to distribute Umbro branded products up to 30 June 2012 only. Therefore its results were presented as a discontinued operation and its assets and liabilities were classified as a disposal group, as assets/liabilities held for sale. During the current year, revenue and profit from the discontinued operations decreased to HK\$10.7 million (2011: HK\$113.1 million) and HK\$8.8 million (2011: HK\$161.6 million), respectively. The profit from the discontinued operations in 2011 included a gain of HK\$214.5 million from termination of the Umbro distribution rights whereas no such gain was recorded in 2012.

展望

展望二零一三年，全球經濟形勢將維持嚴峻。生產業務方面，二零一三年的客戶訂單將保持穩定，惟因並無大型體育賽事舉行，故預期亦不會錄得增長。然而，二零一四年度國際足協世界杯可為二零一三年最後一季及二零一四年上半年的客戶訂單帶來正面影響。此外，本集團正積極尋找新客戶，力求重新創造增長機遇。中國大陸分銷及零售業務仍然面對艱辛環境，市場可能需要一至兩年方能消化囤積存貨。我們的策略是縮窄銷售網絡，務求將損失減少最低。

生產業務

預期未來數年中國大陸的勞工成本將持續上升；而越來越多客戶不斷要求其策略供應鏈夥伴擴充其非中國產能以分散成本通脹風險。本集團正擴充其在越南及柬埔寨的生產設施。該等地區提供相對穩定且勞工成本較低的勞動力。我們已於二零一三年二月嘗試運作位於柬埔寨的新廠房。我們相信，我們的海外擴充策略將令我們處於更具成本效益的優勢，從而令本集團維持合理的利潤率。我們已於二零一三年將本集團的產能大規模調遷海外，我們預期最早可於二零一四年底前，將本集團一半產能遷出中國大陸。

此外，我們亦繼續發掘機會擴展我們的生產業務種類至時裝服飾。

分銷及零售業務

中國大陸的運動服市場調整很可能再持續一至兩年。本集團將集中清理存貨、精簡銷售網絡及提高零售效率。

Prospects

Looking into 2013, the worldwide challenging economic situation will be continued. Under Manufacturing Business, customer orders in 2013 will be stable but no growth is expected as no major sports events will be held. However, the 2014 FIFA World Cup may have positive impact on our customer orders in the last quarter of 2013 and the first half of 2014. Besides, the Group is actively looking for new customers with a view to rebuild the growth opportunity. Under the Distribution and Retail Business in Mainland China, the environment is still very tough. It may take one to two years for the market to consume the excess inventory. Our strategy is to scale down our sales network to minimise the loss.

Manufacturing Business

It is expected that the labour cost in Mainland China will continue to rise in the coming years; whereas more and more customers have been requesting their strategic supply chain partners to expand its non-China production capacity to diversify the cost inflation risk. The Group is expanding its production facilities in Vietnam and Cambodia. Those areas provide relatively stable labour supply with lower labour costs. We have started trial run in our new factory in Cambodia in February 2013. We believe our overseas expansion strategy will offer us a more cost-effective position so that the Group could sustain a reasonable profit margin. We have been shifting the Group's production capacity to overseas significantly in 2013 and ultimately we expect half of the Group's production capacities will be outside Mainland China earliest by the end of 2014.

In addition, we also continue to explore the opportunities to diversify our Manufacturing Business to include fashion garment.

Distribution and Retail Business

The sportswear market adjustment in Mainland China is likely to last for one to two more years. The Group will focus on clearing inventory, streamlining sales network and improving retail efficiency.

展望(續)

分銷及零售業務(續)

另一方面，由於中國大陸國民的可支配收入不斷增加，我們預期中國大陸及香港對高級時裝的需求將持續上升。根據中國國家統計局於二零一三年一月公佈的統計數字，二零一二年城市家庭人均可支配收入的增長率為9.6%（二零一一年：8.4%）。為抓緊此等機遇，於二零一一年八月，本集團與Shine Gold Limited（該集團主要從事時裝及配件零售業務）訂立認購協議。Shine Gold集團就自有品牌「*D-mop*」、「*Blues Heroes*」及「*Loveis*」等在香港及中國大陸、就擁有獨家分銷權的品牌（包括於香港及中國大陸的「*Y-3*」及於香港的「*moussy*」及「*SLY*」）及就擁有非獨家分銷權的品牌（包括於香港的「*AZUL by moussy*」及「*SHEL' TTER*」）擁有自行經營的零售網絡。

根據認購協議，本集團同意認購本金總額為70,000,000港元的Shine Gold Limited可換股債券，有關債券會分兩批發行。可換股債券由其發行日期起計息，年利率為支付利息當日尚未償付的可換股債券本金額的5%，並可於五年內隨時全數轉換為Shine Gold Limited已發行股本的60%至70%，視乎若干條件而定。於二零一一年八月十六日，本集團購入本金額為31,200,000港元的首批可換股債券。於二零一三年二月二十一日，本集團購入本金額為38,800,000港元的第二批可換股債券，現持有本金總額為70,000,000港元的Shine Gold Limited可換股債券。連同嘉運集團現有的運動服零售網絡，本集團將經營一系列自有零售品牌（包括「*D-mop*」、「*Futbol Trend*」及「*運動站*」）及自有產品品牌（包括中國大陸及香港的「*Diadora*」、「*Blues Heroes*」及「*Loveis*」）。本集團亦將為「*Y-3*」、「*moussy*」、「*SLY*」、「*AZUL by moussy*」、「*SHEL' TTER*」及若干國際運動品牌經營零售店舖。

Prospects (Continued)

Distribution and Retail Business (Continued)

On the other hand, we expect the demand of high-end fashion in Mainland China and Hong Kong will continue to grow as a result of continued increase in disposable income of Mainland China citizens. According to the statistics released by the National Bureau of Statistics of China in January 2013, the growth rate of per capita disposable income of urban households was 9.6% in 2012 (2011: 8.4%). To capture these opportunities, the Group entered into a subscription agreement in August 2011 with the Shine Gold Limited, the group of which is principally engaged in retailing of fashion wears and accessories. The Shine Gold Group has a self-managed retail network for self owned brands “*D-mop*”, “*Blues Heroes*” and “*Loveis*” etc in Hong Kong and Mainland China, for brands under exclusive distribution rights, including “*Y-3*” in Hong Kong and Mainland China and “*moussy*” and “*SLY*” in Hong Kong and for brands under non-exclusive distribution rights, including “*AZUL by moussy*” and “*SHEL' TTER*” in Hong Kong.

Pursuant to the subscription agreement, the Group agreed to subscribe for convertible bonds of Shine Gold Limited in an aggregate principal amount of HK\$70.0 million which would be issued in two tranches. The convertible bonds bear interest from its date of issue at a rate of 5% per annum on the principal amount of the convertible bonds outstanding on the interest payment date, and may be converted in full into 60-70% of the issued share capital of Shine Gold Limited any time over five years, depending on certain conditions. On 16 August 2011, the Group acquired the first tranche of convertible bonds with principal amount of HK\$31.2 million. On 21 February 2013, the Group acquired the second tranche convertible bonds with principal amount of HK\$38.8 million and now holds convertible bonds of Shine Gold Limited in the aggregate principal amount of HK\$70.0 million. Together with the existing sportswear retail network under the Win Sports Group, the Group will run a series of self owned retail brands including “*D-mop*”, “*Futbol Trend*” and “*Sports Corner*” and self-owned product brands including “*Diadora*”, “*Blues Heroes*” and “*Loveis*” in Mainland China and Hong Kong. The Group will also run retail shops for “*Y-3*”, “*moussy*”, “*SLY*”, “*AZUL by moussy*”, “*SHEL' TTER*” and some international sports brands.

展望(續)

已終止經營業務

分銷Umbro產品

誠如上文業務回顧一節所提述，天運洋行集團已於二零一二年六月三十日完成其於過渡服務協議的責任。然而，本集團將根據主要客戶協議(「主要客戶協議」)經營若干數目的店舖，以繼續作為Umbro的主要客戶，直至二零一三年六月三十日為止。本集團將自UIL額外收取約2,500,000美元(相等於19,500,000港元)作為達致開始營運若干店舖目標的獎勵。有關詳情載於本公司日期為二零一一年四月二十一日的公告。

財務狀況及流動資金

本集團一般以內部產生的現金流量及銀行融資作為業務的營運資金。回顧年內，本集團財務狀況強勁。於二零一二年十二月三十一日，本集團的現金及現金等價物與原有期限超過三個月之銀行存款為976,700,000港元(二零一一年十二月三十一日：810,600,000港元)。現金結餘錄得的淨增幅，主要乃由於經營業務及清理存貨所產生的現金流入，被資本開支及派付股息的現金流出抵銷所致。

於二零一二年十二月三十一日，本集團有銀行借貸12,400,000港元(二零一一年十二月三十一日：4,700,000港元)。本集團並無訂立任何利率掉期對沖相關利率風險。於二零一二年十二月三十一日，本集團仍有未動用的銀行融資261,500,000港元(二零一一年十二月三十一日：226,800,000港元)。於二零一二年十二月三十一日，本集團的負債資產比率(銀行借貸總額除以總權益)為0.6%(二零一一年十二月三十一日：0.2%)。

Prospects (Continued)

Discontinued Operations

Distribution of Umbro Products

As mentioned in Business Review section above, the T&S Group has completed its obligation under the transition services agreement on 30 June 2012. However, the Group will, according to the key account agreement (“KAA”), continue to act as a key account of Umbro by operating a certain number of shops until 30 June 2013. The Group will further receive approximately US\$2.5 million (equivalent to HK\$19.5 million) from UIL as an incentive upon reaching certain shop opening targets. Details of which have been included in the announcement of the Company dated 21 April 2011.

Financial Position and Liquidity

The Group generally finances its operations with internally generated cashflow and bank facilities. The Group maintained an outstanding financial position during the year under review. As at 31 December 2012, it had cash and cash equivalents and bank deposits with initial terms of over three months amounting to HK\$976.7 million (31 December 2011: HK\$810.6 million). The net increase of cash balance was mainly attributed by the cash inflow from operations and inventory clearance offsetting by the cash outflow to capital expenditures and the payment of dividends.

As at 31 December 2012, the Group had bank borrowings amounting to HK\$12.4 million (31 December 2011: HK\$4.7 million). The Group did not enter into any interest rate swap to hedge against risks associated with interest rates. As at 31 December 2012, the Group still had unutilised banking facilities amounting to HK\$261.5 million (31 December 2011: HK\$226.8 million). The gearing ratio, being total bank borrowings divided by total equity, as at 31 December 2012, was 0.6% (31 December 2011: 0.2%).

管理層討論及分析 Management Discussion and Analysis

員工及薪酬政策

於二零一二年十二月三十一日，本集團擁有約14,200名員工(二零一一年十二月三十一日：約16,000名員工)。本集團根據各員工表現、工作經驗及當時市況釐定薪酬。其他員工福利包括退休福利、保險、醫療津貼及購股權計劃。

本集團資產抵押

於二零一二年十二月三十一日，本集團已抵押1,200,000港元(二零一一年十二月三十一日：1,800,000港元)的銀行存款作為銀行融資的擔保。

外匯風險

本集團之銷售及採購主要以美元及人民幣計值。年內，銷售額約78.2%、15.7%及6.1%分別以美元、人民幣及港元計值，而採購額約68.6%、12.2%及18.9%則分別以美元、人民幣及港元計值。此外，於二零一二年十二月三十一日，現金及現金等價物與原有期限超過三個月之銀行存款約47.5%、46.1%及6.3%分別以美元、人民幣及港元計值。

本集團認為，由於港元與美元掛鈎，加上年內人民幣的升值壓力可予控制，故上述交易及現金結餘所產生之外匯風險於年內極為輕微。因此，本集團認為於回顧年內使用任何衍生工具對沖上述交易及現金結餘所產生之外匯風險並不重大，亦不具決定作用。

或然負債

於二零一二年十二月三十一日，本集團並無重大或然負債或重大訴訟或仲裁。

Employee and Remuneration Policies

As at 31 December 2012, the Group had approximately 14,200 employees (31 December 2011: approximately 16,000 employees). The Group remunerates employees based on their performance, working experience and prevailing market conditions. Other employee benefits include retirement benefits, insurance, medical coverage and a share option scheme.

Charges on the Group's Assets

As at 31 December 2012, bank deposit of HK\$1.2 million (31 December 2011: HK\$1.8 million) was pledged to secure banking facilities for the Group.

Foreign Currency Exposure

The Group's sales and purchases were mostly denominated in US Dollars and RMB. During the year, approximately 78.2%, 15.7% and 6.1% of sales were denominated in US Dollars, RMB and Hong Kong Dollars, respectively, whereas approximately 68.6%, 12.2% and 18.9% of purchases were denominated in US Dollars, RMB and Hong Kong Dollars, respectively. Further, as at 31 December 2012, approximately 47.5%, 46.1% and 6.3% of cash and cash equivalents and bank deposits with initial terms of over three months were denominated in US Dollars, RMB and Hong Kong Dollars, respectively.

The Group considered that the foreign currency exchange exposure arising from the above transactions and cash balances was minimal during the year on the ground that Hong Kong dollars were pegged against US dollars and the recent pressure from appreciation of RMB was manageable during the year. Accordingly, the Group considered the use of any derivative instruments to hedge against foreign currency exposure arising from the above transactions and cash balances was not critical and determined during the year under review.

Contingent Liabilities

The Group has no significant contingent liabilities, litigation or arbitration of material importance as at 31 December 2012.

執行董事

李國棟，62歲，執行董事，為本集團創辦人之一兼主席。彼於二零零五年十二月獲委任為執行董事。李先生為李國樑先生的兄長。李先生負責本集團策略規劃及整體管理，於成衣業及客戶關係方面積逾三十年經驗。李先生為中國人民政治協商會議廣東省河源市委員會委員。

李先生現為本公司若干附屬公司的董事。彼亦為Quinta Asia Limited的董事。如本年報「主要股東所持本公司股份及相關股份的權益及淡倉」一節所披露，根據證券及期貨條例第XV部第2及3分部，Quinta Asia Limited擁有本公司若干股份的權益。

黎清平，62歲，執行董事，為本集團創辦人之一、副主席兼行政總裁。彼於二零零五年十二月獲委任為執行董事。黎先生負責管理本集團生產業務的採購工作(包括生產及購買隊伍)以及本集團的整體管理。黎先生於成衣業積逾三十年經驗。黎先生為中國人民政治協商會議廣東省雲浮市委員會委員。

黎先生現為本公司若干附屬公司的董事。彼亦為Quinta Asia Limited的董事。如本年報「主要股東所持本公司股份及相關股份的權益及淡倉」一節所披露，根據證券及期貨條例第XV部第2及3分部，Quinta Asia Limited擁有本公司若干股份的權益。

張智，46歲，執行董事及首席財務官。彼於二零零六年二月獲委任為執行董事，現時亦為本公司若干附屬公司的董事。張先生負責本集團的整體財務管理、合併與收購及企業融資項目。彼在二零零五年加入本集團前，曾出任中國移動通信集團公司屬下之卓望控股有限公司的執行副總裁及首席財務官。張

Executive Directors

LI Kwok Tung Roy, aged 62, is our executive Director, our co-founder and Chairman. He was appointed as an executive Director in December 2005. Mr. LI is the elder brother of Mr. LEE Kwok Leung. Mr. LI is responsible for strategic planning and overall management of our Group. Mr. LI has over 30 years of experience in the apparel industry and handling client relationship. Mr. LI is a committee member of the Chinese People's Political Consultative Conference in He Yuan city, Guangdong province of Mainland China.

Mr. LI is currently the director of certain subsidiaries of the Company. He is also the director of Quinta Asia Limited, which has an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of Securities and Futures Ordinance as disclosed in the section headed "Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company" in this annual report.

LAI Ching Ping, aged 62, is our executive Director, our co-founder, Deputy Chairman and Chief Executive Officer. He was appointed as an executive Director in December 2005. Mr. LAI oversees the merchandising functions including production and purchasing teams within the Manufacturing Business of our Group and is also responsible for the overall management of our Group. Mr. LAI has over 30 years of experience in the apparel industry. Mr. LAI is a committee member of the Chinese People's Political Consultative Conference in Yun Fu city, Guangdong province of Mainland China.

Mr. LAI is currently the director of certain subsidiaries of the Company. He is also the director of Quinta Asia Limited, which has an interest in such number of shares of the Company under Divisions 2 and 3 of Part XV of Securities and Futures Ordinance as disclosed in the section headed "Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company" in this annual report.

CHEUNG Chi, aged 46, is our executive Director and Chief Financial Officer. He was appointed as an executive Director in February 2006 and is currently the director of certain subsidiaries of the Company. Mr. CHEUNG is responsible for our overall financial management, merger and acquisition and corporate finance projects. Prior to joining us in 2005, Mr. CHEUNG had been the executive vice president and chief

董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

先生亦曾出任eBIS Co., Ltd.的首席財務官、柳州採埃孚機械有限公司的財務總監及安達信公司的高級顧問，負責數個首次招股計劃。張先生於財務管理方面積逾二十年經驗，並先後於一九九二年及二零零四年取得香港城市理工學院會計學文學士學位及香港中文大學高級管理人員工商管理碩士學位，並為香港會計師公會及特許公認會計師公會的資深會員。

financial officer of Aspire Holdings Ltd. which is a member of China Mobile Communications Corporation. Mr. CHEUNG had also been the chief financial officer of eBIS Co., Ltd., and the financial controller of Liuzhou ZF Machinery Co. Ltd. and a senior consultant of Arthur Andersen & Co. in which he was responsible for several initial public offering projects. He has over 20 years of experience in financial management. Mr. CHEUNG obtained a Bachelor of Arts degree in Accountancy from the City Polytechnic of Hong Kong and an Executive Master of Business Administration degree from the Chinese University of Hong Kong in 1992 and 2004 respectively. Mr. CHEUNG is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

李國樑，50歲，執行董事及首席營運官。彼於二零零六年二月獲委任為執行董事，現時亦為本公司若干附屬公司的董事。李先生為李國棟先生的弟弟。李先生負責本集團供應鏈的運作，包括產品研究及開發、提供產品成本、原材料採購、成衣生產、品質控制、物流安排及科技應用及負責管理本集團布料織造及印染業務。李先生自一九八七年在約克大學取得文學士學位後，一直為本集團服務逾二十年。

LEE Kwok Leung, aged 50, is our executive Director and Chief Operation Officer. He was appointed as an executive Director in February 2006 and is currently the director of certain subsidiaries of the Company. Mr. LEE is the younger brother of Mr. LI Kwok Tung Roy. Mr. LEE is responsible for the Group's supply chain, including product research and development, product costing, raw material procurement, garment production, quality control, logistic arrangement and technology implementation and overseeing the fabric knitting and dyeing business of our Group. Mr. LEE has been with us for over 20 years after his graduation from the York University in 1987 with a Bachelor of Arts degree.

獨立非執行董事

陳光輝，66歲，獨立非執行董事，於二零零六年四月加入本集團。陳博士投身學術工作逾三十年，現時為香港理工大學管理及市場學系的副教授，同時亦為多份工商管理刊物撰文。陳博士在一九七一年畢業於香港中文大學，持有社會科學學士學位，並先後於一九八一年及二零零四年取得University of Adelaide工商管理碩士學位及University of South Australia哲學博士學位。

Independent Non-Executive Directors

CHAN Kwong Fai, aged 66, is our independent non-executive Director. Dr. CHAN joined us in April 2006. Dr. CHAN has been in the academic field for over 30 years and is currently an Associate Professor at the Department of Management and Marketing of the Hong Kong Polytechnic University. Dr. CHAN is also an author of several publications in the business management area. Dr. CHAN graduated from the Chinese University of Hong Kong with a Bachelor degree in Social Science in 1971 and obtained his Master of Business Management from the University of Adelaide and Doctor of Philosophy from the University of South Australia in 1981 and 2004 respectively.

董事及高級管理人員履歷 Biographical Details of Directors and Senior Management

關啟昌，63歲，獨立非執行董事，於二零零六年四月加入本集團。關先生現時為業務顧問公司Morrison & Company Limited的主席及多間香港上市公司的獨立非執行董事，包括恆基陽光資產管理有限公司、和記港陸有限公司、金保利新能源有限公司及盛高置地(控股)有限公司。彼亦為中國地產集團有限公司的非執行董事，其公司的股份於聯交所上市。於二零一零年十月，彼亦為銀河資源有限公司的獨立非執行董事(其股份於澳洲證券交易所上市)。

關先生曾於美林證券集團任職，並出任其亞太區總裁。自二零零四年八月，彼為和記電訊國際有限公司的獨立非執行董事，並於二零一零年五月私有化後辭任。關先生亦曾為金朝陽集團有限公司的非執行董事，直至二零一一年一月，及捷豐家居用品有限公司的非執行董事，直至二零一一年八月。

關先生於一九九二年修畢士丹福行政人員課程。彼亦持有University of Singapore的會計學(榮譽)學士學位。彼為澳洲特許會計師公會會員及香港會計師公會及香港董事學會資深會員。

馬家駿，61歲，獨立非執行董事，於二零零六年六月加入本集團。馬先生從事成衣業逾二十年，現時為Fashionmark Holdings Limited的董事。該集團主要為若干國際時裝品牌生產成衣，生產基地位於中國大陸珠海及中山。馬先生持有香港大學社會科學學士學位。

溫澤光，63歲，獨立非執行董事，於二零零六年四月加入本集團。溫先生現時為木製品生產商Pinfield Industries Ltd的董事總經理。彼於一九七九年取得哈佛大學工商管理碩士學位。

KWAN Kai Cheong, aged 63, is our independent non-executive Director. He joined us in April 2006. Mr. KWAN is currently the president of Morrison & Company Limited, a business consultancy firm, and an independent non-executive director of several listed companies in Hong Kong including Henderson Sunlight Asset Management Limited, Hutchison Harbour Ring Limited, Goldpoly New Energy Holdings Limited and SPG Land (Holdings) Limited. He is also a non-executive director of China Properties Group Limited, shares of which are listed on the Stock Exchange. He has since October 2010 become an independent non-executive director of Galaxy Resources Limited, a company listed on the Australian Securities Exchange.

Mr. KWAN previously worked for Merrill Lynch & Co. Inc. and was the president for its Asia Pacific region. He was an independent non-executive director of Hutchison Telecommunications International Limited since August 2004 and resigned in May 2010 after its privatisation. He was also previously an independent non-executive director of Soundwill Holdings Limited until January 2011 and a non-executive director of JF Household Furnishings Limited until August 2011.

Mr. KWAN completed the Stanford Executive Program in 1992. He also holds a Bachelor of Accountancy (Honours) degree from the University of Singapore. He is a member of the Institute of Chartered Accountants in Australia and a Fellow of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors.

MA Ka Chun, aged 61, is our independent non-executive Director. Mr. MA joined us in June 2006. Mr. MA has been in the apparel industry for over 20 years and is currently a director of Fashionmark Holdings Limited, principally engaging in the manufacture of apparels for some international fashion brands with production bases in Zhuhai and Zhongshan, Mainland China. Mr. MA holds a Bachelor of Social Science degree from the University of Hong Kong.

WUN Kwang Vincent, aged 63, is our independent non-executive Director. Mr. WUN joined us in April 2006. He is currently the managing director of Pinfield Industries Ltd, a manufacturer of wooden products. Mr. WUN obtained a Master of Business Administration degree from the Harvard University in 1979.

高級管理人員

譚強，61歲，「*Diadora*」品牌分銷業務的董事總經理，於批發及零售業積逾三十年經驗。彼於二零零三年加入本集團出任「*Umbro*」品牌分銷業務的銷售總監，並於二零零八年六月擢升為「*Diadora*」品牌分銷業務的董事總經理，負責管理*Diadora*產品的分銷業務。於加盟本集團之前，譚先生曾出任伊勢丹百貨公司於香港的銷售及商品經理及Robinson百貨公司於新加坡的商品總經理。譚先生於一九七六年獲得香港中文大學的中國文化及文學學士學位。

陳玉蓮，45歲，零售業務的董事總經理。陳小姐於零售業積逾二十年經驗。於二零零八年七月，陳小姐加入本集團為零售業務的總經理，並於二零一一年三月晉升為董事總經理，負責管理中國大陸及香港的零售業務。於加盟本集團之前，陳小姐為Lafuma HK Limited的總經理，太古資源有限公司的零售採購部高級經理及採購部部門經理及德士活蘋果服裝有限公司的中國零售營運部部門副經理。陳小姐於一九九三年獲得英國曼徹斯特都會大學的服裝(市場及經銷)碩士學位。

林彩霞，34歲，公司秘書，負責本集團公司秘書工作、合規及財務事宜。林小姐於二零零五年十一月加入本集團，並於二零一零年九月晉升為公司秘書。於加盟本集團前，林小姐曾於羅兵咸永道會計師事務所從事會計工作。林小姐於二零零一年獲得香港浸會大學的工商管理學士學位，並為香港會計師公會的資深會員。

Senior Management

TAM Keung, aged 61, is the managing director of our Distribution Business for the brand “*Diadora*” and has over 30 years of experience in wholesale and retail industry. Mr. TAM joined us in 2003 as the sales director of our Distribution Business for the brand “*Umbro*” and was promoted to be the managing director of Distribution Business for the brand “*Diadora*” in June 2008 responsible for overseeing the distribution business of Diadora Products. Prior to joining us, Mr. TAM had been the sales and merchandising manager of Isetan department store in Hong Kong and the general merchandising manager of Robinson department store in Singapore. He obtained a Bachelor degree in Chinese Arts and Literature from the Chinese University of Hong Kong in 1976.

CHAN Yuk Lin, aged 45, is the managing director of our Retail Business and has 20 years of experience in retail industry. Ms. CHAN joined us in July 2008 as the general manager and was promoted to be the managing director of our Retail Business in March 2011 overseeing the retail business in Mainland China and Hong Kong. Prior to joining us, she had been the general manager of Lafuma HK Limited, the division manager of retail merchandising and the department manager of sourcing of Swire Resources Limited, assistant section manager of China retail operations of Texwood and Apple Limited. She obtained a Master degree in Clothing (Marketing and Distribution) from the Manchester Metropolitan University in UK in 1993.

LAM Choi Ha, aged 34, is our company secretary responsible for handling the company secretarial, compliance and financial affairs of the Group. Ms. LAM joined us in November 2005 and was promoted to be the company secretary in September 2010. Prior to joining us, Ms. LAM has worked in the accountancy profession with PricewaterhouseCoopers. Ms. LAM obtained a Bachelor degree in Business Administration from the Hong Kong Baptist University in 2001. Ms. LAM is a fellow member of the Hong Kong Institute of Certified Public Accountants.

董事會深明良好的企業管治對本集團管理架構及內部監控程序相當重要，藉以確保妥善規管本集團所有業務及決策程序。

於回顧年內，本公司一直採納上市規則附錄十四所載企業管治常規守則（「企業管治守則」）（有效至二零一二年三月三十一日）及經修訂企業管治守則（自二零一二年四月一日起生效）之原則以及守則條文並遵守其規定。

董事進行證券交易的標準守則

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十的上市發行人董事進行證券交易的標準守則（「標準守則」）所載有關董事證券交易的行為守則。經向全體董事作出查詢後，彼等均確認於年內一直遵守標準守則所載的規定準則。

The Board recognises the importance of incorporating elements of good corporate governance into the management structure and the internal control procedures of the Group so as to ensure that all business activities of the Group and the decision making process are properly regulated.

During the year under review, the Company has applied the principles and complied with the code provisions in the Code on Corporate Governance Practices (the “CG Code”) (effective until 31 March 2012) and the revised CG Code (effective from 1 April 2012) as set out in Appendix 14 of the Listing Rules.

Model Code for Securities Transactions by Directors

The Company has adopted the code of conduct regarding directors’ securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) in Appendix 10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). Having made enquiry to all Directors, they all have confirmed that they have complied with the required standards as set out in the Model Code during the year.

董事會

本集團業務的整體管理由董事會負責。

董事會負責監管本集團及管理股東所託管資產，主要職責包括制訂本集團業務策略及管理目標、監管本集團的表現、釐訂本集團之價值及標準以及確保推行審慎有效的內部監控，以評估及管理風險。

本集團的日常運作由行政總裁及本集團管理層負責。所負責職務及工作會定期檢討。

組成

董事會成員現時包括四名執行董事及四名獨立非執行董事，有關董事的履歷詳情及董事間的家屬關係載於第18至21頁「董事及高級管理人員履歷」一節。

董事會的組合保持均衡，每位董事具備與本集團業務經營及發展相關的豐富知識、經驗及／或專長。

全體董事均瞭解彼等共同及個別對股東應負的責任，且勤勉竭誠，盡忠職守，致力為本集團的卓越表現作出貢獻。

主席及行政總裁

為確保權力平衡，主席及行政總裁由不同人士擔任。

董事會主席為李國棟先生，其主要職責為領導董事會進行企業及策略規劃、確保董事會按恰當的議事程序運作，並鼓勵全體董事積極參與董事會事務。

Board of Directors

The overall management of the Group's business is vested in the Board.

The Board is responsible for governing the Group and managing assets entrusted by the Shareholders. Its principal responsibilities include formulating the Group's business strategies and management objectives, monitoring and overseeing the performance of the Group, setting the Group's values and standards and ensuring a prudent and effective framework of internal control is in place to enable risks to be assessed and managed.

The day-to-day operations of the Group are delegated to the Chief Executive Officer and the management of the Group. The delegated functions and work tasks are periodically reviewed.

Composition

The Board currently comprises four executive Directors and four independent non-executive Directors, whose biographical details and family relationships among the Directors are set out in the section headed "**Biographical Details of Directors and Senior Management**" on pages 18 to 21.

The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business operation and development of the Group.

All Directors are aware of their collective and individual responsibilities to the Shareholders and have exercised their duties with care, skill and diligence, contributing to the successful performance of the Group.

Chairman and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are clearly segregated.

The Chairman of the Board is Mr. LI Kwok Tung Roy and his principal role is to provide leadership for the Board on corporate and strategic planning, ensure proper proceedings of the Board and encourage all Directors to have active contributions to the Board's affairs.

行政總裁為黎清平先生。在其他執行董事及管理層的協助下，其主要職責為管理及營運本集團的日常業務，包括推行董事會採納的主要策略及政策。

董事會及管理層的職責、責任及貢獻

本公司的管理層由董事會的執行董事領導，並已獲授權力及職權執行本集團的日常營運；就重大業務事宜制訂業務政策及作出決策；及行使董事會不時授予的權力與職權。管理層就本集團的營運向董事會全權負責。

董事會已給予管理層清晰指示，而若干事項（包括以下各項）則須交由董事會批准：

- (a) 刊發本公司的全年及中期業績；
- (b) 決定是否宣派、建議及派付股息；
- (c) 有關集團主要架構或董事會組成的變動；
- (d) 上市規則第14及第14A章所界定的須予公佈或關連交易；及
- (e) 上市規則特別訂明須於全體董事會會議上批准的事宜。

董事會成員間的關係

除「董事及高級管理人員履歷」一節所披露外，董事會成員之間概無任何關係（包括財務、業務、家屬或其他重大／相關關係）。

The Chief Executive Officer is Mr. LAI Ching Ping. Supported by the other executive Directors and the management, his principal role is to manage and operate the Group's day-to-day business, including the implementation of major strategies and initiatives adopted by the Board.

Responsibilities, Accountability and Contribution of the Board and Management

The management of the Company is led by the executive Directors of the Board and has delegated powers and authorities to carry out the day-to-day operations of the Group; formulate business policies and make decision on key business issues; and exercise power and authority delegated by the Board from time to time. The management assumes full accountability to the Board for the operations of the Group.

The Board had given clear directions to the management, while certain matters (including the following) must be reserved to the Board for its approval:

- (a) Publication of final and interim results of the Company;
- (b) Decisions on whether or not to declare, recommend and pay dividend;
- (c) Changes to major group structure or Board composition;
- (d) Notifiable or connected transactions within the meaning of Chapters 14 and 14A of the Listing Rules; and
- (e) Matters specifically set out in the Listing Rules which require approval at a full Board Meeting.

Relationship Between the Board Members

Save as disclosed in the section headed “**Biographical Details of Directors and Senior Management**”, none of the members of the Board has any relationship (including financial, business, family or other material/relevant relationship) between each other.

持續專業發展

各新委任董事於首次獲委任時均會接受全面、正規及切合個人需要的入職簡介，以確保彼對本集團業務及營運有適當了解，並全面知悉其於上市規則及相關法例規定下作為董事的職責及責任。

董事將持續獲得法定及監管機制發展以及業務環境的最新資訊，以協助彼等履行職責。

於回顧年度，本公司已安排李國棟先生、黎清平先生、張智先生、李國樑先生、陳光輝博士、關啟昌先生、馬家駿先生及溫澤光先生參與由外聘專業機構提供的培訓課程，以透過合適的培訓發展及精進彼等的知識及技能。參與該等培訓確保彼等可在具備全面資訊及切合所需的情況下持續為董事會作出貢獻。

委任獨立非執行董事

獨立非執行董事負責就本集團發展、表現及風險管理作出獨立判斷。各獨立非執行董事任期為三年，並須最少每三年輪值退任一次。

所有獨立非執行董事均符合獨立身份的規定，且本公司確認已收到其各自每年根據上市規則第3.13條作出的確認。董事認為彼等具獨立身份。

Continuous Professional Development

Each newly appointed Director has received comprehensive, formal and tailored induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations as a director under the Listing Rules and relevant regulatory requirements.

Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities.

During the year under review, the Company has arranged training sessions to Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. CHEUNG Chi, Mr. LEE Kwok Leung, Dr. CHAN Kwong Fai, Mr. KWAN Kai Cheong, Mr. MA Ka Chun and Mr. WUN Kwang Vincent conducted by external professional bodies to develop and refresh their knowledge and skills through suitable trainings. The participation in such trainings is to ensure that their contribution to the Board remains informed and relevant.

Appointment of Independent Non-Executive Directors

Independent non-executive Directors serve the function of bringing independent judgment on the development, performance and risk management of the Group. Each of the independent non-executive Directors has been appointed for a term of three years and subject to retirement by rotation at least once every three years.

All of them have satisfied the independence criteria and the Company confirmed that it has received an annual confirmation from each of them pursuant to Rule 3.13 of the Listing Rules. The Directors consider them to be independent.

董事會已成立若干委員會，負責監督本集團的管理及行政，包括：

薪酬委員會

本公司於二零零六年四月十八日成立薪酬委員會，為符合上市規則之規定，書面職權範圍已於二零零九年三月二十九日及二零一二年三月九日作出修訂。薪酬委員會的主要職責包括向董事會提出建議，就董事和高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策。本公司之薪酬政策旨在確保向僱員，包括執行董事及高級管理人員提供之薪酬乃基於其技能、知識、職責及參與本公司事務而釐定。薪酬組合亦參照本公司之表現及盈利狀況、行業薪酬基準以及當前市場狀況而釐定。獨立非執行董事之薪酬政策，主要包括董事袍金，並須參照市場標準每年進行評估。個別董事及高級管理層將不得參與其各自薪酬之釐定。

於回顧年度，薪酬委員會已評估執行董事之表現以及檢討及釐定彼等之薪酬組合。董事酬金包括底薪、退休金及酌情花紅。截至二零一二年十二月三十一日止年度之董事酬金詳情載於合併財務報表附註25(b)。

根據上市規則附錄十四條文第B.1.5條，截至二零一二年十二月三十一日止年度，按薪酬範圍劃分之高級管理層成員之薪酬載列如下：

薪酬範圍：

零至1,000,000港元
1,000,001港元至1,500,000港元

Certain committees have been set up under the Board to supervise the management and administrative functions of the Group. They include:

Remuneration Committee

The Company established the Remuneration Committee on 18 April 2006 with written terms of reference which were revised on 29 March 2009 and 9 March 2012 in compliance with the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the policy and structure of all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Company's emolument policy is to ensure that the remuneration offered to employees including executive Directors and senior management is based on skills, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages are also determined by reference to the Company's performance and profitability, remuneration benchmark in the industry and the prevailing market conditions. The emolument policy for independent non-executive Directors, mainly comprising directors' fees, is subject to an annual assessment with reference to the market standard. Individual director and senior management would not be involved in deciding their own remuneration.

During the year under review, the Remuneration Committee has assessed performance of the executive Directors and reviewed and determined their remuneration packages. The remuneration of Directors comprises basic salary, pensions and discretionary bonus. Details of the amount of emoluments of Directors for the year ended 31 December 2012 are set out in Note 25(b) to the consolidated financial statements.

Pursuant to provision B.1.5 of the Appendix 14 of Listing Rules, the remuneration of the members of the senior management by band for the year ended 31 December 2012 is set out below:

Remuneration band:	Number of individuals	
	二零一二年 2012	二零一一年 2011
Nil–HK\$1,000,000	1	1
HK\$1,000,001–HK\$1,500,000	2	2

薪酬委員會成員包括陳光輝博士(主席)、李國棟先生及關啟昌先生，其中兩名為獨立非執行董事。

提名委員會

本公司於二零零六年四月十八日成立提名委員會，為符合上市規則之規定，書面職權範圍已於二零零九年三月二十九日及二零一二年三月九日作出修訂。提名委員會的主要職責包括以下各項：

- (a) 每年最少對董事會的架構、人數及組成(包括技能、知識及經驗)進行一次檢討，並就任何建議變動向董事會提供建議，以配合本公司的企業策略；
- (b) 物色具備合適資格的人士出任董事會成員，以及對獲提名出任董事的人士進行甄選或就此向董事會提供建議；
- (c) 評估獨立非執行董事的獨立性；
- (d) 就董事委任或續任及董事繼任計劃向董事會提供建議；及
- (e) 每年最少對其自身的表現、組成及職權範圍進行一次檢討，以確保其以最高效益運作，並就任何其認為必要的變動提出建議，以供董事會批准。

於回顧年度，提名委員會已就重選輪值退任的退任董事向董事會提供建議及批准委任陳光輝博士為提名委員會成員。

於二零一二年三月九日，陳光輝博士獲委任為提名委員會成員。

提名委員會成員包括溫澤光先生(主席)、李國棟先生、黎清平先生、馬家駿先生及陳光輝博士，其中三名為獨立非執行董事。

Members of the Remuneration Committee comprise Dr. CHAN Kwong Fai (Chairman), Mr. LI Kwok Tung Roy and Mr. KWAN Kai Cheong, two of whom are independent non-executive Directors.

Nomination Committee

The Company established the Nomination Committee on 18 April 2006 with written terms of reference which were revised on 29 March 2009 and 9 March 2012 in compliance with the Listing Rules. The primary duties of the Nomination Committee include the following:

- (a) To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) To assess the independence of independent non-executive Directors;
- (d) To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors; and
- (e) To review its own performance, constitution and terms of reference at least once a year to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

During the year under review, the Nomination Committee has recommended the re-election of retiring directors by rotation to the Board and approved the appointment of Dr. CHAN Kwong Fai as a member of the Nomination Committee.

On 9 March 2012, Dr. CHAN Kwong Fai was appointed as a member of the Nomination Committee.

Members of the Nomination Committee comprise Mr. WUN Kwang Vincent (Chairman), Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. MA Ka Chun and Dr. CHAN Kwong Fai, three of whom are independent non-executive Directors.

審核委員會

本公司於二零零六年四月十八日成立審核委員會，為符合上市規則之規定，書面職權範圍已於二零零九年三月二十九日及二零一二年三月九日作出修訂。審核委員會的主要職責包括以下各項：

- (a) 就外聘核數師的委任、續任及免職向董事會提供建議，以及批准其薪酬及聘用條款；
- (b) 監察本集團財務報表、年報及中期報告的公正；
- (c) 檢討本集團的財務監控、內部監控及風險管理制度；
- (d) 與管理層討論內部監控制度，並確保管理層已履行其建立有效內部監控制度的職責；及
- (e) 審閱本集團的財務及會計政策及常規。

此外，審核委員會已獲董事會授權負責履行下列企業管治職能：

- (a) 制定及檢討本公司的企業管治政策及常規，並向董事會提供推薦建議；
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展；
- (c) 檢討及監察本公司遵守法定及監管規定的政策及慣例；
- (d) 制定、檢討及監察適用於我們僱員及董事的操守守則；及
- (e) 檢討本公司是否已遵守企業管治守則及經修訂企業管治守則，和本企業管治報告中的披露事項。

Audit Committee

The Company established the Audit Committee on 18 April 2006 with written terms of reference which were revised on 29 March 2009 and 9 March 2012 in compliance with the Listing Rules. The primary duties of the Audit Committee include the following:

- (a) To recommend the Board on the appointment, reappointment and removal of external auditor, and to approve their remuneration and terms of engagement;
- (b) To monitor the integrity of the Group's financial statements, annual reports and interim reports;
- (c) To review the Group's financial control, internal control and risk management system;
- (d) To discuss with the management the internal control system and ensure that the management has performed its duty to have an effective internal control system; and
- (e) To review the Group's financial and accounting policies and practices.

In addition, the Audit Committee has been delegated by the Board to be responsible for performing the corporate governance functions that are listed as follows:

- (a) To develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (b) To review and monitor the training and continuous professional development of the Directors and senior management;
- (c) To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) To develop, review and monitor the code of conduct applicable to our employees and Directors; and
- (e) To review the Company's compliance with the CG Code and the revised CG Code and disclosure in this Corporate Governance Report.

企業管治報告 Corporate Governance Report

以下為審核委員會於二零一二年的工作概要：

- 審閱截至二零一一年十二月三十一日止年度的合併財務報表及截至二零一二年六月三十日止六個月的未經審核中期合併財務資料，並向董事會作出推薦建議以供其通過，並集中處理財務報告於會計準則、上市規則及其他規定的合規性；
- 與外聘核數師及管理人員討論會計政策及常規；
- 審閱外聘核數師的重大審核事宜；
- 審閱本公司涵蓋財務、經營、合規監控及風險管理職能的內部監控系統的成效；
- 考慮本公司會計及財務匯報職能方面的資源、員工資歷及經驗，以及培訓課程及預算是否足夠；
- 批准外聘核數師的審核費用及委聘條款；
- 檢討外聘核數師的獨立性，並就續聘外聘核數師向董事會提供推薦建議；及
- 釐定本公司的企業管治政策及董事會委派的職責。

審核委員會成員包括獨立非執行董事關啟昌先生(主席)、溫澤光先生、陳光輝博士及馬家駿先生。

The following is a summary of work performed by the Audit Committee in 2012:

- review of and recommendation for the Board's approval of the consolidated financial statements for the year ended 31 December 2011 and unaudited interim consolidated financial information for the six months ended 30 June 2012 with a focus on compliance with accounting standards, the Listing Rules and other requirements in relation to financial reporting;
- discussion with the external auditor and the management on accounting policies and practices;
- review of the external auditor's significant audit matters;
- review of the effectiveness of the Company's internal control system covering financial, operational and compliance controls and risk management functions;
- consider the adequacy of resources, qualification and experience of staff of our Company's accounting and financial reporting function, and training programmes and budget;
- approval of the audit fees and terms of engagement of the external auditor;
- review of independence of the external auditor and recommendation to the Board on the re-appointment of the external auditor; and
- determine the policy for the corporate governance of the Company and duties delegated by the Board.

Members of the Audit Committee comprise Mr. KWAN Kai Cheong (Chairman), Mr. WUN Kwang Vincent, Dr. CHAN Kwong Fai and Mr. MA Ka Chun, all being independent non-executive Directors.

會議出席率

董事會定期舉行董事會會議、薪酬委員會會議、提名委員會會議及審核委員會會議，討論本集團的業務、營運、發展及操守。所有重要事宜均經過充分討論。各董事出席上述會議的記錄載列如下：

Attendance of Meetings

The Board holds regular Board meetings, Remuneration Committee meeting, Nomination Committee meeting and Audit Committee meetings to discuss the Group's businesses, operations, development and conduct. All important issues are discussed in a timely manner. The attendance record of each Director at the aforesaid meetings is set out below:

截至二零一二年十二月三十一日止年度出席／合資格出席會議次數

Number of meetings attended/eligible to attend for the year ended 31 December 2012

董事姓名	Name of Director	薪 酬 委 員 會 提 名 委 員 會 審 核 委 員 會				
		董 事 會 會 議	股 東 大 會	會 議	會 議	會 議
		Board Meeting	General Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	Audit Committee Meeting
執行董事 <i>Executive Directors</i>						
李國棟先生 ^{1,3}	Mr. LI Kwok Tung Roy ^{1,3}	4/4	1/1	1/1	1/1	N/A
黎清平先生 ³	Mr. LAI Ching Ping ³	4/4	1/1	N/A	1/1	N/A
張智先生	Mr. CHEUNG Chi	4/4	1/1	N/A	N/A	N/A
李國樑先生	Mr. LEE Kwok Leung	3/4	1/1	N/A	N/A	N/A
獨立非執行董事 <i>Independent Non-Executive Directors</i>						
陳光輝博士 ^{2,3,5}	Dr. CHAN Kwong Fai ^{2,3,5}	4/4	1/1	1/1	1/1	2/2
關啟昌先生 ^{1,6}	Mr. KWAN Kai Cheong ^{1,6}	4/4	1/1	1/1	N/A	2/2
馬家駿先生 ^{3,5}	Mr. MA Ka Chun ^{3,5}	4/4	1/1	N/A	1/1	2/2
溫澤光先生 ^{4,5}	Mr. WUN Kwang Vincent ^{4,5}	3/4	1/1	N/A	0/1 [#]	1/2

附註：

1. 薪酬委員會成員
2. 薪酬委員會主席
3. 提名委員會成員
4. 提名委員會主席
5. 審核委員會成員
6. 審核委員會主席

該次會議由溫澤光先生的替任董事陳光輝博士出席，其本身並無計入出席人數之內。

Notes:

1. Members of Remuneration Committee
2. Chairman of Remuneration Committee
3. Members of Nomination Committee
4. Chairman of Nomination Committee
5. Members of Audit Committee
6. Chairman of Audit Committee

One attendance was attended by Mr. WUN Kwang Vincent's alternate director, Dr. CHAN Kwong Fai, and has not been counted as attendance by himself.

有關財務報表之責任

董事會明白其責任為編製本集團財務報表。編製財務報表時，已應用香港會計師公會頒佈的香港財務報告準則，本集團於編製財務報表所採納並於所有年度貫徹應用的主要會計政策載列於合併財務報表附註2。

本公司外聘核數師所編製有關其就本集團財務報表的申報責任聲明載於本年報第51至52頁的獨立核數師報告。

核數師酬金

回顧年內，向本公司外聘核數師羅兵咸永道會計師事務所支付的酬金如下：

服務性質	Nature of services	千港元 HK\$'000
核數服務	Audit services	3,238
非核數服務(附註)	Non-audit services (Note)	820
		4,058

附註：非核數服務包括審閱中期財務資料、若干協定程序、有限保證鑑證報告及稅務相關服務。

Responsibilities in respect of the Financial Statements

The Board acknowledges its responsibility for preparing the financial statements of the Group. In preparing the financial statements, the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants have been adopted. The principal accounting policies, which have been consistently applied to all the years, adopted for the preparation of financial statements of the Group are set out in Note 2 to the consolidated financial statements.

The reporting responsibility of the Company's external auditor on the financial statements of the Group is set out in the independent auditor's report on pages 51 to 52 of this annual report.

Auditors' Remuneration

During the year under review, the remuneration paid to the Company's external auditor, PricewaterhouseCoopers is set out as follows:

Note: Non-audit services include review of interim financial information, certain agreed-upon procedures, limited assurance engagement and taxation related services.

內部監控

董事會負責本集團的內部監控程序，並會檢討本集團內部監控制度(包括財務、營運、合規控制及風險管理)的成效。

本集團致力識別、監督及管理本集團業務所面對風險。本集團的內部監控用作提供合理保證，避免出現重大錯誤陳述或損失，並管理及減低營運制度失敗的風險，以及實現業務目標。

Internal Control

The Board is responsible for the Group's internal control procedures and for reviewing the effectiveness of the Group's internal control system which includes financial, operational and compliance controls and risk management functions.

The Group is committed to the identification, monitoring and management of risks associated with its business activities. The Group's internal control is designed to provide reasonable assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of business objective.

於回顧年內，董事會檢討本集團內部監控制度的成效，並對此感到滿意。

與股東的溝通

本公司已於二零一二年三月制訂股東通訊政策，並將定期檢討政策以確保其有效性。本公司主要透過下列方式與股東溝通：

- (a) 舉行股東週年大會及就特定目的召開股東特別大會(如有)，藉以提供機會讓股東直接與董事會溝通；
- (b) 於本公司及聯交所網站刊發公告、年報、中期報告及通函；
- (c) 刊發載有本集團最新資訊的本公司新聞稿；
- (d) 將本集團的最新資訊上載到本公司網站；
- (e) 不時舉行投資者／分析師簡介會及媒體發佈會；及
- (f) 定期與投資者及分析師會面。

股東權利

召開本公司股東特別大會(「股東特別大會」)

根據本公司組織章程細則第58條，於遞呈要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上投票的權利)十分之一的股東有權於任何時候透過向董事會或公司秘書提交書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會應於遞呈有關要求後兩個月內舉行。

During the year under review, the Board has conducted a review of, and is satisfied with, the effectiveness of the internal control system of the Group.

Communication with Shareholders

The Company had established a shareholders' communication policy in March 2012 and shall review it on a regular basis to ensure its effectiveness. The Company communicates with the Shareholders mainly in the following ways:

- (a) the holding of annual general meetings and extraordinary general meetings, if any which may be convened for specific purposes, which provide opportunities for the Shareholders to communicate directly to the Board;
- (b) the publication of announcements, annual reports, interim reports and circulars on the websites of the Company and the Stock Exchange;
- (c) publication of press releases of the Company providing updated information of the Group;
- (d) the availability of latest information of the Group on our website;
- (e) the holding of investor/analyst briefings and media conference from time to time; and
- (f) meeting with investors and analysts on a regular basis.

Shareholders' Rights

Convening an extraordinary general meeting of the Company ("EGM")

Pursuant to article 58 of the articles of association of the Company, Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within 2 months after the deposit of such requisition.

於開曼群島公司法(二零一一年修訂版)或本公司組織章程細則中，概無條文容許股東於股東大會上動議新決議案。有意動議決議案的股東可依循上一段所述的程序要求本公司召開股東大會。

股東查詢

本公司歡迎股東透過公司秘書以下列聯絡方法向董事會提出查詢及表達意見：

- i) 郵寄至本公司總辦事處香港九龍青山道481-483號香港紗廠工業大廈6期6樓；
- ii) 電郵至 ir@win-hanverky.com.hk；或
- iii) 傳真至(852) 2745-6166。

投票表決

本公司組織章程細則載有須以投票方式表決的程序、規定及情況。根據上市規則第13.39條，股東於股東大會的任何投票均須以投票方式表決，惟主席以誠實信用的原則作出決定，容許純粹與程序或行政事宜有關的決議案以舉手方式表決則除外。

投票結果將於股東大會結束後盡快刊載於本公司及聯交所的網頁，惟無論如何不遲於股東大會後首個營業日的早上交易時段或任何開市前時段(以較早者為準)開始前至少三十分鐘。

憲法文件的變動

截至二零一二年十二月三十一日止年度，本公司憲法文件概無任何重大變動，且該等文件已刊載於本公司及聯交所的網頁。

There are no provisions allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law (2011 Revision) or the articles of association of the Company. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

Enquiries from Shareholders

Shareholders are welcomed to send their enquiries and concerns to the Board addressing to the Company Secretary of the Company through the following channels:

- i) by mail to the Company's head office at 6th Floor, Phase 6, Hong Kong Spinners Industrial Building, 481-483 Castle Peak Road, Kowloon, Hong Kong;
- ii) by email at ir@win-hanverky.com.hk; or
- iii) by fax at (852) 2745-6166.

Voting by Poll

The articles of association of the Company set out the procedures, requirements and circumstances where voting by poll is required. Pursuant to Rule 13.39 of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

The poll results will be published on the websites of the Company and the Stock Exchange as soon as possible after conclusion of the general meeting, but in any event not later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following the general meeting.

Changes to Constitutional Documents

During the year ended 31 December 2012, there was no significant change in the Company's constitutional documents, and these documents are published on the websites of the Company and the Stock Exchange.

董事會報告 Report of the Directors

董事謹此呈列本公司與本集團的年報以及截至二零一二年十二月三十一日止年度的經審核財務報表。

主要業務及經營地區分析

本集團主要從事生產、分銷及零售成衣產品，包括運動服、高爾夫球及高級時尚服飾及有關配飾。銷售主要以原設備生產方式外銷至歐洲、北美及亞洲客戶，及以分銷及零售模式在中國大陸及香港銷售。

本集團按業務及地區分部劃分的本年度業績分析載於合併財務報表附註5。

業績及股息

本集團截至二零一二年十二月三十一日止年度的業績載於本報告第55頁的合併利潤表內。

董事會建議向於二零一三年六月五日(星期三)名列本公司股東名冊的股東派發截至二零一二年十二月三十一日止年度末期股息每股4.0港仙，惟須由股東於二零一三年五月三十日(星期四)舉行之應屆股東週年大會上批准。股息將於二零一三年六月十四日(星期五)或前後派付。

董事會亦已就截至二零一二年六月三十日止六個月宣派中期股息為每股股份3.0港仙。

The Directors have pleasure in presenting their annual report together with the audited financial statements of the Company and of the Group for the year ended 31 December 2012.

Principal Activities and Geographical Analysis of Operations

The Group is principally engaged in the manufacturing, distribution and retailing of garment products, including sportswear, golf and high-end fashion apparel and related accessories. Sales are primarily under an OEM arrangement to customers in Europe, North America and Asia and distribution and retail modes in Mainland China and Hong Kong.

An analysis of the Group's performance for the year by business and geographical segments is set out in Note 5 to the consolidated financial statements.

Results and Dividend

The results of the Group for the year ended 31 December 2012 are set out in the consolidated income statement on page 55 of this report.

The Board recommends a payment of final dividend of HK4.0 cents per share for the year ended 31 December 2012, subject to Shareholders' approval at the forthcoming annual general meeting to be held on Thursday, 30 May 2013, payable to the Shareholders whose names appear on the register of members of the Company on Wednesday, 5 June 2013. The dividend will be paid on or about Friday, 14 June 2013.

The Board has also declared an interim dividend of HK3.0 cents per Share for the six months ended 30 June 2012.

暫停辦理股份過戶登記手續

為釐定可出席將於二零一三年五月三十日(星期四)舉行之應屆股東週年大會並於會上投票之權利,本公司將由二零一三年五月二十八日(星期二)至二零一三年五月三十日(星期四)(包括首尾兩日)期間暫停辦理本公司股份過戶登記手續,在此期間本公司股份不能過戶。為符合資格出席本公司應屆股東週年大會並於會上投票,股東最遲須於二零一三年五月二十七日(星期一)下午四時三十分前將所有本公司股份過戶文件連同有關股票送達本公司之香港股份過戶登記處卓佳證券登記有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

為釐定可獲派擬派末期股息之權利,本公司將於二零一三年六月五日(星期三)暫停辦理本公司股份過戶登記手續,在此期間本公司股份不能過戶。為符合資格獲派擬派末期股息,股東最遲須於二零一三年六月四日(星期二)下午四時三十分前將所有本公司股份過戶文件連同有關股票送達本公司之香港股份過戶登記處卓佳證券登記有限公司,地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

儲備

本公司及本集團於年內的儲備變動詳情分別載於合併財務報表附註21及本報告第57至58頁的合併權益變動表。

本公司可分派儲備

於二零一二年十二月三十一日,本公司可供分派予股東的儲備為768,800,000港元(二零一一年:779,900,000港元)。本公司的儲備變動詳情載於合併財務報表附註21。

Closures of Register of Members

For determining the entitlement to attend and vote at the forthcoming annual general meeting to be held on Thursday, 30 May 2013, the register of members of the Company will be closed from Tuesday, 28 May 2013 to Thursday, 30 May 2013 (both days inclusive), during which period no transfer of Shares of the Company will be registered. In order to qualify for attendance and voting at the forthcoming annual general meeting of the Company, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2013.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed on Wednesday, 5 June 2013, during which no transfer of Shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of Shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 4 June 2013.

Reserves

Details of movements in the reserves of the Company and of the Group during the year are set out in Note 21 to the consolidated financial statements and in the consolidated statement of changes in equity on pages 57 to 58 of this report, respectively.

Distributable Reserves of the Company

As at 31 December 2012, the Company's reserves available for distributions to Shareholders amounted to HK\$768.8 million (2011: HK\$779.9 million). Details of movements in the reserves of the Company are set out in Note 21 to the consolidated financial statements.

董事會報告 Report of the Directors

股本

本公司股本變動詳情載於合併財務報表附註20。

物業、機器及設備

本集團物業、機器及設備變動詳情載於合併財務報表附註7。

捐款

本集團於回顧年內的慈善及其他捐款合共為615,700港元。

財務概要

本集團過往五個財政年度的業績及資產與負債概要載於本報告第4頁。

優先認購權

組織章程細則並無優先認購權的規定，而本公司註冊成立地點開曼群島的法例對該等權力並無限制，故並無規定本公司須按比例向現有股東出售新股份。

稅務減免

董事並不知悉股東因持有本公司證券而得到任何稅務減免。

購回、出售或贖回本公司上市證券

於回顧年內，本公司或其任何附屬公司概無購回、出售或贖回本公司任何上市證券。

Share Capital

Details of movements in the share capital of the Company are set out in Note 20 to the consolidated financial statements.

Property, Plant and Equipment

Details of movements in the property, plant and equipment of the Group are set out in Note 7 to the consolidated financial statements.

Donation

During the year under review, the Group made charitable and other donations totaling HK\$615,700.

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 4 of this report.

Pre-emptive Rights

There is no provision for pre-emptive rights under the Articles of Association and there is no restriction against such rights under the laws of Cayman Islands where the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholders.

Tax Relief and Exemption

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year under review.

董事

於年內及截至本報告日期為止之董事如下：

執行董事

李國棟先生
黎清平先生
張智先生
李國樑先生

獨立非執行董事

陳光輝博士
關啟昌先生
馬家駿先生
溫澤光先生

根據組織章程細則第87(1)及87(2)條，黎清平先生、馬家駿先生及溫澤光先生將於應屆股東週年大會輪值退任，並符合資格及願意重選連任。

董事及高級管理人員履歷

本集團董事及高級管理人員的履歷詳情載於第18至21頁。

董事服務合約

各執行董事已和本公司訂立為期三年的服務合約，可由任何一方發出不少於六個月書面通知而終止。根據該等服務合約，倘經董事會批准，各執行董事可於本集團各個完整財政年度酌情獲得年度管理層花紅。

各獨立非執行董事已與本公司訂有委任函，固定任期三年，可由任何一方發出不少於三個月書面通知終止。

Directors

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

Executive Directors

Mr. LI Kwok Tung Roy
Mr. LAI Ching Ping
Mr. CHEUNG Chi
Mr. LEE Kwok Leung

Independent Non-Executive Directors

Dr. CHAN Kwong Fai
Mr. KWAN Kai Cheong
Mr. MA Ka Chun
Mr. WUN Kwang Vincent

In accordance with Articles 87(1) and 87(2) of the Articles of Association, Mr. LAI Ching Ping, Mr. MA Ka Chun and Mr. WUN Kwang Vincent shall retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

Directors' and Senior Management's Biographies

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 21.

Directors' Service Contracts

Each of the executive Directors has a service contract with the Company for a term of three years and is subject to termination by either party giving not less than six months' written notice. Under the service contracts, each of the executive Directors is entitled to an annual discretionary management bonus in respect of each complete financial year of the Group as the Board may approve.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company with a fixed term of office for three years which is determinable by either party giving not less than three months' written notice.

董事會報告 Report of the Directors

擬於本公司應屆股東週年大會上重選連任的董事概無訂立不可於一年內由本公司終止而毋須作出賠償(法定賠償除外)之服務合約。

根據上市規則第13.51B(1)條，董事資料變動如下：

執行董事李國棟先生、黎清平先生、張智先生及李國樑先生的服務協議自二零一二年一月二十九日起進一步續期三年。誠如於二零一三年三月十四日訂立的補充服務協議所補充，經參考行業的薪酬標準及現行市況，所有彼等的每月酬金亦已調整追溯至自二零一三年一月一日起生效，而其他條款則維持不變。李國棟先生、黎清平先生、張智先生及李國樑先生的每月酬金分別為295,300港元、249,800港元、161,300港元及129,800港元。

董事於合約的利益

除合併財務報表附註36所披露的關連方交易外，於財政年度完結時或財政年度任何時間內，概無存續任何與本集團業務相關，而本公司、其控股公司或其任何附屬公司為訂約方及董事直接或間接擁有重大權益的重大合約。

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of information on Directors are as follows:

The service agreements of Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. CHEUNG Chi and Mr. LEE Kwok Leung, the executive Directors, were renewed for a further term of 3 years commencing from 29 January 2012. As supplemented by supplemental service agreements entered on 14 March 2013, all their monthly remunerations had also been adjusted with retrospective effect from 1 January 2013 with reference to remuneration benchmark in the industry and the prevailing market conditions, whilst other terms remained unchanged. The monthly remunerations of Mr. LI Kwok Tung Roy, Mr. LAI Ching Ping, Mr. CHEUNG Chi and Mr. LEE Kwok Leung are HK\$295,300, HK\$249,800, HK\$161,300 and HK\$129,800, respectively.

Directors' Interest in Contracts

Save for the related party transactions disclosed in Note 36 to the consolidated financial statements, no contract of significance in relation to the Group's business to which the Company, its holding company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the financial year or at any time during the financial year.

董事權益披露

於二零一二年十二月三十一日，董事及本公司行政總裁(如有)在本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉(包括根據證券及期貨條例有關規定董事或行政總裁當作或視為擁有的權益及淡倉)，及根據證券及期貨條例第352條登記於本公司存置的登記冊的權益及淡倉，或根據標準守則已知會本公司及聯交所的權益及淡倉如下：

(a) 本公司股份好倉

董事姓名 Name of Directors	身份 Capacity	股份數目 Number of Shares	佔本公司權益百分比* Percentage of interest in the Company*
李國棟先生 Mr. LI Kwok Tung Roy	受控制法團權益 Interest in a controlled corporation	743,769,967 (附註1) (Note 1)	58.64%
黎清平先生 Mr. LAI Ching Ping	實益擁有人 Beneficial owner	4,186,000	0.33%
張智先生 Mr. CHEUNG Chi	實益擁有人 Beneficial owner	10,650,000 (附註2) (Note 2)	0.84%
李國樑先生 Mr. LEE Kwok Leung	實益擁有人 Beneficial owner	2,000,000 (附註3) (Note 3)	0.16%

* 百分比乃根據於二零一二年十二月三十一日已發行1,268,400,000股股份計算。

Directors' Disclosure of Interests

As at 31 December 2012, the interests and short positions of the Directors and chief executive(s) of the Company (if any) in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such director or chief executive has taken or deemed to have under such provisions of the SFO) and were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(a) Long positions in the Shares of the Company

* The calculation of percentages is based on 1,268,400,000 Shares in issue as at 31 December 2012.

董事會報告 Report of the Directors

董事權益披露(續)

(a) 本公司股份好倉(續)

附註：

1. 李國棟先生持有 Quinta Asia Limited (「Quinta」) 已發行股本 70%。根據證券及期貨條例，由於李國棟先生擁有 Quinta 的控制權益，因此彼被視為擁有 Quinta 所持本公司的權益。
2. 張智先生擁有所持 650,000 股股份的權益，並以承授人身份擁有購股權，可根據首次公開售股前購股權計劃認購 10,000,000 股股份。
3. 李國樑先生以承授人身份擁有購股權，可根據首次公開售股前購股權計劃認購 2,000,000 股股份。

(b) 本公司相聯法團(定義見證券及期貨條例)的股份好倉

Directors' Disclosure of Interests (Continued)

(a) Long positions in the Shares of the Company (Continued)

Notes:

1. Mr. LI Kwok Tung Roy holds 70% of the issued share capital of Quinta Asia Limited ("Quinta"). Mr. LI Kwok Tung Roy has a controlling interest in Quinta and is therefore deemed to be interested in Quinta's interest in the Company for the purposes of the SFO.
2. Mr. CHEUNG Chi is interested in 650,000 Shares held and is also interested as a grantee of options to subscribe for 10,000,000 Shares under the Pre-IPO Share Option Scheme.
3. Mr. LEE Kwok Leung is interested as a grantee of options to subscribe for 2,000,000 Shares under the Pre-IPO Share Option Scheme.

(b) Long positions in the shares of the Associated Corporation of the Company (as defined in the SFO)

董事姓名 Name of Directors	相聯法團 Associated corporation	身份 Capacity	股份數目 Number of shares	佔相聯法團 權益百分比 Percentage of interest in associated corporation
李國棟先生 Mr. LI Kwok Tung Roy	Quinta	實益擁有人 Beneficial owner	7	70%
黎清平先生 Mr. LAI Ching Ping	Quinta	實益擁有人 Beneficial owner	3	30%

除上文所披露者外，於二零一二年十二月三十一日，董事、行政總裁或彼等各自的聯繫人並無實益或非實益擁有本公司及其相聯法團(定義見證券及期貨條例第 XV 部)之股份、相關股份及債券之任何權益或淡倉。

Save as disclosed above, as at 31 December 2012, none of the Directors, chief executive(s) or any of their respective associates had any interest or short position, whether beneficial or non-beneficial, in the shares, the underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

主要股東所持本公司股份及相關股份的權益及淡倉

於二零一二年十二月三十一日，就董事所知，除本公司董事或行政總裁之外，以下人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定而須向本公司披露或根據證券及期貨條例第336條登記於所須存置登記冊的權益或淡倉。

股份好倉

名稱 Name	身份 Capacity	股份數目 Number of Shares	佔本公司權益 概約百分比* Approximate percentage of interest in the Company*
Quinta	實益擁有人 Beneficial owner	743,769,967	58.64%
Templeton Asset Management Limited	投資經理 Investment manager	175,488,732	13.84%

* 百分比乃根據於二零一二年十二月三十一日已發行1,268,400,000股股份計算。

Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company

As at 31 December 2012, as far as the Directors were aware, the following persons (other than the Directors or chief executive(s) of the Company) had interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept under Section 336 of the SFO.

Long positions in the Shares

* The calculation of percentages is based on 1,268,400,000 Shares in issue as at 31 December 2012.

除上文披露者外，於二零一二年十二月三十一日，本公司並無接獲任何人士(本公司董事或行政總裁除外)通知，表示於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部規定須向本公司披露或根據證券及期貨條例第336條登記於本公司存置的登記冊的權益或淡倉。

Save as disclosed above, as at 31 December 2012, the Company had not been notified by any person (other than the Directors or chief executive(s) of the Company) who had interests or short position in the Shares and underlying shares of the Company which were required to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or which were recorded in the register kept by the Company under section 336 of the SFO.

董事於競爭業務之權益

除本集團業務外，董事並無在與本集團業務直接或間接存在競爭或可能存在競爭之任何業務擁有權益。

Directors' Interest in Competing Business

None of the Directors is interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

董事會報告 Report of the Directors

首次公開售股前購股權

為嘉許本集團僱員及一位顧問對本集團發展及成功的貢獻，本公司於二零零六年五月十日向(其中包括)若干僱員授出首次公開售股前購股權，該等僱員已接納有關購股權，承授人行使該等購股權合共可獲發44,400,000股股份。

截至二零一二年十二月三十一日止年度的首次公開售股前購股權變動如下：

Pre-IPO Share Options

In recognition of the contributions made by employees and a consultant of the Group towards its growth and success, on 10 May 2006, Pre-IPO Share Options (the exercise of which would entitle these grantees to an aggregate of 44,400,000 Shares) have been granted by the Company to, and accepted by, among others, certain employees.

Movements of the Pre-IPO Share Options for the year ended 31 December 2012 are as follows:

承授人 Grantee	每股行使價 Exercise price per Share		行使期間 Exercise period	首次公開售股前購股權數目 Number of Pre-IPO Share Options			
	港元 HK\$	歸屬日期 Vesting date		於二零一二年 一月一日 As at 01/01/2012	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於二零一二年 十二月三十一日 As at 31/12/2012
張智先生 執行董事 Mr. CHEUNG Chi Executive Director	1.596	06/09/2006	06/09/2006– 09/05/2016	1,960,000	—	—	1,960,000
		30/06/2007	30/06/2007– 09/05/2016	3,960,000	—	—	3,960,000
		30/06/2008	30/06/2008– 09/05/2016	4,080,000	—	—	4,080,000
				10,000,000	—	—	10,000,000
李國樑先生 執行董事 Mr. LEE Kwok Leung Executive Director	2.28	06/09/2006	06/09/2006– 09/05/2016	404,000	—	—	404,000
		30/06/2007	30/06/2007– 09/05/2016	804,000	—	—	804,000
		30/06/2008	30/06/2008– 09/05/2016	792,000	—	—	792,000
				2,000,000			2,000,000
周志偉先生(附註) Mr. CHOW Chi Wai ^(Note)	1.14	30/06/2008	30/06/2008– 09/05/2016	9,000,000	—	—	9,000,000
				9,000,000	—	—	9,000,000
總計 Total				21,000,000	—	—	21,000,000

附註：周志偉先生自二零零九年一月二十九日起辭任執行董事。

Note: Mr. CHOW Chi Wai resigned as an executive Director with effect from 29 January 2009.

首次公開售股前購股權(續)

首次公開售股前購股權的主要條款概述如下：

1. 代價

首次公開售股前購股權各承授人已支付現金代價1.00港元。

2. 購股權有效期

除下列其他條件另有規定外，各首次公開售股前購股權有效期為要約日期起計為期10年，惟董事會可全權酌情書面延期(並須由獨立非執行董事批准)。各首次公開售股前購股權有效期屆滿後，所有未行使的該等購股權將會自動失效。

3. 行使期及行使價

載於第42頁。

4. 其他條件

授出及／或行使各首次公開售股前購股權均須符合下列附帶條件：

- (a) 股份開始買賣後首六個月內不得行使首次公開售股前購股權；
- (b) 除本公司、聯交所及／或本公司的上市保薦人為爭取聯交所批准股份上市及買賣而酌情另有限制外，首次公開售股前購股權可部分或全數行使；
- (c) 行使首次公開售股前購股權亦須遵守本公司不時為全面遵守上市規則而頒發的指引；

Pre-IPO Share Options (Continued)

A summary of the principal conditions attached to the Pre-IPO Share Options is set out below:

1. Consideration

A cash consideration of HK\$1.00 has been paid by each grantee of the Pre-IPO Share Options.

2. Option Period

Subject to other conditions as set out below, 10 years from the date of the offer of the respective Pre-IPO Share Options unless extended in writing by the Board (and approved by the Independent Non-Executive Directors) in its absolute discretion. Each of the Pre-IPO Share Options (to the extent not already exercised) shall lapse automatically at the end of such option period.

3. Exercised Periods and Exercise Price

As set out on page 42.

4. Other Conditions

The grant and/or exercise of each of the Pre-IPO Share Options is subject to the following additional conditions:

- (a) the Pre-IPO Share Option cannot be exercised within the first six months after the commencement of dealings in the Shares;
- (b) any exercise of the Pre-IPO Share Option may be made in part or in full subject to any further restrictions imposed by the Company, the Stock Exchange and/or the sponsor to the Company's listing as any of them see fit for the purposes of obtaining the Stock Exchange approval to the listing of and permission to deal in the Shares;
- (c) any exercise of the Pre-IPO Share Option shall be further subject to any guidelines issued by the Company from time to time in order to ensure full compliance with the Listing Rules;

首次公開售股前購股權(續)

4. 其他條件(續)

- (d) 首次公開售股前購股權屬有關承授人個人所有，不可轉讓或承讓；
- (e) 未行使的首次公開售股前購股權將於上文第2段所述的有效期限屆滿後失效，否則會在下列情況下失效：
 - (i) 承授人的個人代表(如有)可於承授人身故後12個月內行使首次公開售股前購股權，其後未行使的首次公開售股前購股權將會自動失效，惟董事會有絕對酌情權延期；
 - (ii) 承授人行使首次公開售股前購股權的權利不會由於終止受僱而終止，除非終止受僱是由於嚴重失職、破產或裁定干犯涉及誠信的刑事罪行，則其未行使的首次公開售股前購股權由本集團終止聘用日期起自動失效；
 - (iii) 如承授人違反本文所載首次公開售股前購股權任何條款或條件，則未行使的首次公開售股前購股權會自動失效，惟董事會可全權酌情另行作出書面指示；及
- (f) 首次公開售股前購股權承授人須遵守聯交所或本公司的上市保薦人可能額外要求的任何承諾或限制。

Pre-IPO Share Options (Continued)

4. Other Conditions (Continued)

- (d) the Pre-IPO Share Option is personal to the relevant grantee and may not be transferred or assigned;
- (e) the Pre-IPO Share Option (to the extent not already exercised) shall lapse at the expiry of the option period as described in paragraph 2 above or otherwise in the following manner:
 - (i) the grantee's personal representatives (if any) may exercise the Pre-IPO Share Option within 12 months from his death, upon the expiry of which the Pre-IPO Share Option (to the extent not already exercised) shall lapse automatically unless extended by the Board in its absolute discretion;
 - (ii) the grantee's right to exercise the Pre-IPO Share Option shall not be affected by his/its cessation of employment, unless such cessation of employment arises from any serious misconduct, bankruptcy or conviction of any criminal offence involving integrity or honesty, in which case the Pre-IPO Share Option (to the extent not already exercised) shall lapse automatically on the his/its last date of employment with the Group;
 - (iii) if the grantee breaches any term or condition of the Pre-IPO Share Option as described herein, the Pre-IPO Share Option (to the extent not already exercised) shall lapse automatically (unless otherwise directed by the Board in writing in its absolute discretion); and
- (f) the grantee of the Pre-IPO Share Option shall adhere to any undertakings or restrictions that may be further imposed on them by the Stock Exchange or the sponsor to the Company's listing.

購股權計劃

本公司已根據股東於二零零六年八月八日通過的書面決議案設立購股權計劃(「計劃」)，據此董事會可酌情邀請本集團任何董事、僱員、諮詢人、專家、客戶、供應商、代理、合夥人或顧問或承包商(須符合計劃所載之資格規定)接納購股權，以認購最多相當於本公司不時已發行股本面值30%的股份。根據該計劃及任何其他計劃可發行的股份總數，合共不得超過本公司於上市日期的已發行股本之10%，惟取得股東進一步批准除外。於截至授出日期止任何十二個月期間內，因行使授出及將予授出購股權(包括已行使及未行使購股權)而向主要股東或獨立非執行董事或彼等之聯繫人士發行及將予發行的股份總數，不得超過已發行股份的0.1%或總值超過5,000,000港元，惟取得股東進一步批准除外；而每名其他合資格人士獲發的股份不得超過已發行股份1%。

該計劃旨在肯定及表揚曾經或可能向本集團作出貢獻的合資格參與者。計劃亦給予合資格參與者機會收購本公司專有權益，以(a)推動合資格參與者提升其表現及效率，以符合本集團利益；及(b)吸引及挽留現正、將會或預期將對本集團作出有利貢獻的合資格參與者或與彼等維持持續業務關係。

計劃的有效期為十年，於二零一六年八月七日屆滿。購股權的行使價由董事會決定，惟不得低於授出購股權當日股份於聯交所每日報價表所列的股份收市價及緊接授出當日前五個營業日股份於聯交所每日報價表所列的平均收市價及股份面值三者中最高者。購股權可於董事會可能釐定的期間內隨時行使，惟不得超過購股權授出日期起計十年後，並須受計劃條款的提前終止條文所限。

Share Option Scheme

Pursuant to the written resolutions of the Shareholders passed on 8 August 2006, the Company has established a share option scheme (the “Scheme”) whereby the Board may, at their discretion, invite any Directors, employees, consultants, professionals, customers, suppliers, agents, partners or advisers of or contractors to the Group (subject to the eligibility requirements as set out therein) to take up options which entitle them to subscribe for Shares representing up to a maximum in nominal value of 30% of the issued share capital of the Company from time to time. The total number of Shares available for issue under the Scheme and any other schemes must not in aggregate exceed 10% of the issued share capital of the Company as at the Listing Date unless further Shareholders’ approval has been obtained. The total number of Shares issued and to be issued upon the exercise of the options granted and to be granted (including both exercised and outstanding options) in any 12 months’ period up to the date of grant to a substantial Shareholder or an independent non-executive director or their associates would not exceed 0.1% of the shares in issue or an aggregate value of HK\$5,000,000 unless further Shareholders’ approval has been obtained; and to each other eligible person would not exceed 1% of the Shares in issue.

The purpose of the Scheme is to recognise and acknowledge the contributions that eligible participants have made or may make to the Group. It also provides the eligible participants with an opportunity to acquire proprietary interests in the Company with a view to (a) motivate the eligible participants to optimise the performance and efficiency for the benefit of the Group; and (b) attract and retain or otherwise maintain ongoing business relationship with the eligible participants whose contributions are, will or expected to be beneficial to the Group.

The Scheme shall be valid and effective for a period of ten years ending on 7 August 2016. The exercise price of options shall be determined by the Board and shall not be less than the highest of the closing price of the Shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant of the options and the average closing price of the Shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of offer and the nominal value of a Share. An option may be exercised at any time during a period as the Board may determine which shall not be more than ten years from the date of grant of the option subject to the provisions of early termination thereof.

購股權計劃(續)

有關購股權的會計政策載於合併財務報表附註2.22(b)。

於二零一二年十二月三十一日，概無任何根據該計劃已授出或尚未行使的購股權。

退休計劃

本集團參與若干保障本集團中國大陸及越南合資格僱員的界定供款退休計劃及香港僱員的強制性公積金計劃。此等退休計劃的詳情載於合併財務報表附註25(a)。

管理層合約

年內概無訂立或存在有關本公司全部或任何重大部分業務的管理及行政方面的合約。

主要客戶及供應商

截至二零一二年十二月三十一日止年度，本集團主要客戶及供應商分別佔本集團自持續經營業務及已終止經營業務的銷售及採購如下：

最大客戶／供應商
五大客戶／供應商

Share Option Scheme (Continued)

The accounting policy adopted for the share options is described in Note 2.22(b) to the consolidated financial statements.

As at 31 December 2012, no share options had been granted or were outstanding under this scheme.

Retirement Schemes

The Group participates in several defined contribution retirement plans which cover the Group's eligible employees in Mainland China and Vietnam, and a Mandatory Provident Fund Scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in Note 25(a) to the consolidated financial statements.

Management Contracts

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

Major Customers and Suppliers

Sales and purchases from the continuing operations and discontinued operations of the Group attributable to its major customers and suppliers respectively for the year ended 31 December 2012 were as follows:

	佔銷售百分比 % of Sales	佔採購百分比 % of Purchases
最大客戶／供應商	The largest customer/supplier	78.3% 13.4%
五大客戶／供應商	Five largest customers/suppliers	85.8% 31.5%

主要客戶及供應商(續)

就董事所知及所信，董事、彼等的聯繫人或擁有本公司已發行股本5%以上的股東，概無擁有上文所披露本集團五大客戶或供應商的任何權益。

持續關連交易

根據上市規則，合併財務報表附註36所披露的若干關連方交易亦構成關連交易，故須根據上市規則第14A章披露。本公司確認，其已就下列持續關連交易遵守上市規則第14A章項下適用的披露規定。

下列若干關連人士(定義見上市規則)與本公司間之交易已訂立及/或仍然持續進行中，而本公司已根據上市規則規定刊發所需的有關公佈。

(A) 向美海企業有限公司(「美海」)銷售產品

本公司的附屬公司寶嘉製衣配料有限公司(「寶嘉配料」)及永嘉紡織有限公司(「永嘉紡織」)各自於二零一一年十一月十六日與美海訂立總協議，截至二零一四年十二月三十一日止為期三年，據此，(i)寶嘉配料及其附屬公司同意向美海及其附屬公司供應成衣配飾；及(ii)永嘉紡織同意向美海供應布料。

Major Customers and Suppliers (Continued)

To the best knowledge and belief of the Directors, none of the Directors, their associates or any Shareholder owning more than 5% of the issued share capital of the Company, has any interest in any of the Group's five largest customers or suppliers as disclosed above.

Continuing Connected Transactions

Certain related party transactions, disclosed in Note 36 to the consolidated financial statements also constitute connected transactions under the Listing Rules, required to be disclosed in accordance with Chapter 14A of the Listing Rules. The Company confirmed that it has complied with the disclosure requirement as applicable to the following continuing connected transactions under Chapter 14A of the Listing Rules.

The following transactions between certain connected parties (as defined in the Listing Rules) and the Company have been entered into and/or ongoing for which relevant announcements, if necessary, had been made by the Company in accordance with the requirements of the Listing Rules.

(A) Sales to Amerseas Enterprises Limited (“Amerseas”)

Each of Bowker Garment Accessories Company Limited (“Bowker Accessories”) and Win Hanverky Textile Limited (“Win Textile”), the subsidiaries of our Company, has entered into a master agreement with Amerseas on 16 November 2011 for a term of three years ending 31 December 2014, pursuant to which (i) Bowker Accessories and its subsidiaries agreed to supply garment accessories to Amerseas and its subsidiaries; and (ii) Win Textile agreed to supply fabrics to Amerseas.

持續關連交易(續)

(A) 向美海企業有限公司(「美海」)銷售產品(續)

TSG BVI為本公司一間附屬公司的主要股東，故屬關連人士。美海為TSG BVI全資附屬公司，故屬TSG BVI的聯繫人，亦為本公司的關連人士。

截至二零一二年十二月三十一日止年度，本集團通過寶嘉配料集團及永嘉紡織有限公司向美海集團的銷售額分別約為4,272,000港元及18,946,000港元，不超過於日期為二零一一年十一月十六日的公佈中披露的相關年度上限。

董事(包括獨立非執行董事)已審核截至二零一二年十二月三十一日止年度的持續關連交易，並確認該等交易：

- (1) 於本集團日常業務過程中訂立；
- (2) 按一般商業條款或不遜於本公司給予獨立第三方或獲獨立第三方提供的條款訂立；
- (3) 根據規管有關交易的相關協議按公平合理且對本公司股東整體有利的條款進行；及
- (4) 並無超越之前公佈所規定的有關年度上限。

Continuing Connected Transactions (Continued)

(A) Sales to Amerseas Enterprises Limited (“Amerseas”) (Continued)

TSG BVI is a substantial shareholder of a subsidiary of our Company, hence it is a Connected Person. Amerseas is a wholly-owned subsidiary of TSG BVI, therefore it is an associate of TSG BVI, hence it is also a Connected Person of our Company.

Our sales by Bowker Accessories Group and Win Hanverky Textile Limited to the Amerseas Group amounted to approximately HK\$4,272,000 and HK\$18,946,000 respectively for the year ended 31 December 2012, which did not exceed the relevant annual caps disclosed in the announcement dated 16 November 2011.

The Directors, including the independent non-executive Directors, have reviewed the continuing connected transactions made during the year ended 31 December 2012 and confirmed that these transactions were entered into:

- (1) in the ordinary and usual course of business of the Group;
- (2) on normal commercial terms or on terms no less favourable to the Company than terms available to or from independent third parties;
- (3) in accordance with each of 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; and
- (4) have not exceeded the relevant annual caps as disclosed in previous announcements.

持續關連交易 (續)

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」，本公司核數師已受聘對本集團持續關連交易作出報告。根據上市規則第14A.38條，核數師已就年報第47至48頁所載本集團披露的持續關連交易，發出無保留意見的函件，並載有其發現和結論。本公司已將核數師函件副本向聯交所提供。

企業管治常規守則

於本年報所涵蓋會計期間，本公司一直採納上市規則附錄十四所載企業管治守則之原則及遵守其守則條文。本公司採納的主要企業管治常規載於本報告第22至33頁的企業管治報告。

足夠的公眾持股量

根據本公司可公開取得的資料及就董事所知，於本報告刊發前的最後可行日期，本公司一直維持上市規則規定的足夠公眾持股量。

Continuing Connected Transactions (Continued)

The Company's auditor was engaged to report on the Group's 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 issued an unqualified letter containing findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 47 to 48 of this annual report in accordance with paragraph 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Code on Corporate Governance Practices

The Company has applied the principles and complied with the code provisions in the CG Code as set out in Appendix 14 of the Listing Rules throughout the accounting period covered by this annual report. Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 22 to 33 of this report.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules as at the latest practicable date prior to the issue of this report.

董事會報告 Report of the Directors

核數師

截至二零一二年十二月三十一日止年度的財務報表已由羅兵咸永道會計師事務所審核，而羅兵咸永道會計師事務所將於應屆股東週年大會退任。本公司將於應屆股東週年大會提呈決議案重新委任羅兵咸永道會計師事務所為本公司截至二零一三年十二月三十一日止年度的核數師。

承董事會命
永嘉集團控股有限公司
李國棟
主席

香港，二零一三年三月十四日

Auditor

The financial statements for the year ended 31 December 2012 have been audited by PricewaterhouseCoopers who will retire at the forthcoming annual general meeting. A resolution will be proposed at the forthcoming annual general meeting to re-appoint PricewaterhouseCoopers as the auditor of the Company for the year ending 31 December 2013.

By order of the Board
Win Hanverky Holdings Limited
LI Kwok Tung Roy
Chairman

Hong Kong, 14 March 2013



羅兵咸永道

致永嘉集團控股有限公司全體股東

(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53至193頁永嘉集團控股有限公司(以下簡稱「貴公司」)及其附屬公司(統稱「貴集團」)的合併財務報表,此合併財務報表包括於二零一二年十二月三十一日的合併和公司資產負債表與截至該日止年度的合併利潤表、合併全面收益表、合併權益變動表及合併現金流量表,以及主要會計政策概要及其他附註解釋資料。

董事就合併財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製合併財務報表,以令合併財務報表作出真實而公平的反映,及落實其認為編製合併財務報表所必要的內部控制,以使合併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合併財務報表作出意見,並僅向整體股東報告我們的意見,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。

TO THE SHAREHOLDERS OF
WIN HANVERKY HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Win Hanverky Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) set out on pages 53 to 193, which comprise the consolidated and company balance sheets as at 31 December 2012, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement 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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
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獨立核數師報告 Independent Auditor's Report

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範，並規劃及執行審計，以合理確定合併財務報表是否不存在任何重大錯誤陳述。

審計涉及執行情序以獲取有關合併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合併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合併財務報表以作出真實而公平的反映相關的內部控制，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會計政策的合適性及作出會計估計的合理性，以及評價合併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的審計意見提供基礎。

意見

我們認為，該等合併財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零一二年十二月三十一日的財務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一三年三月十四日

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. 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.

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 judgement, 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 Company and of the Group as at 31 December 2012, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 14 March 2013

資產負債表 Balance Sheets

於二零一二年十二月三十一日 As at 31 December 2012

		附註 Note	合併 Consolidated		本公司 Company	
			於二零一二年 十二月三十一日 As at 31 December 2012 千港元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 千港元 HK\$'000	於二零一二年 十二月三十一日 As at 31 December 2012 千港元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 千港元 HK\$'000
非流動資產	Non-current assets					
土地使用權	Land use rights	6	19,226	19,733	—	—
物業、機器及設備	Property, plant and equipment	7	628,914	580,337	—	—
無形資產	Intangible assets	8	60,538	61,946	—	—
於附屬公司之投資	Investments in subsidiaries	9	—	—	1,433,093	1,505,357
於聯營公司之權益	Interests in associates	10	38,032	33,010	—	—
遞延所得稅資產	Deferred income tax assets	19	10,827	12,194	—	—
按公平值計入溢利或虧損之 金融資產	Financial assets at fair value through profit or loss	11	33,354	31,790	—	—
貸款予一間聯營公司	Loans to an associate	14	173,493	107,245	—	—
非流動訂金	Non-current deposits	14	24,703	—	—	—
			989,087	846,255	1,433,093	1,505,357
流動資產	Current assets					
存貨	Inventories	12	450,999	638,677	—	—
應收貿易帳款及票據	Trade and bills receivable	13	325,697	436,552	—	—
可收回即期所得稅	Current income tax recoverables		827	2,560	—	—
按金、預付款項及其他應收 帳款	Deposits, prepayments and other receivables	14	65,580	86,829	31,030	527
已抵押銀行存款	Pledged bank deposits	15	1,244	1,839	—	—
原有期限超過三個月之銀行 存款	Bank deposits with initial terms of over three months	15	30,100	10,016	—	—
現金及現金等價物	Cash and cash equivalents	15	946,565	790,975	378,016	88,083
			1,821,012	1,967,448	409,046	88,610
列入持作出售項目的出售 組別資產及其他非流動 資產	Assets of disposal group and other non-current asset classified as held for sale	32	25,447	73,723	—	—
			1,846,459	2,041,171	409,046	88,610
流動負債	Current liabilities					
應付貿易帳款及票據	Trade and bills payable	16	271,836	353,232	—	—
應計帳款及其他應付帳款	Accruals and other payables	17	281,250	262,818	7,461	14,473
即期所得稅負債	Current income tax liabilities		45,961	65,425	6,136	382
借貸	Borrowings	18	12,396	4,659	—	—
附屬公司非控股股東之貸款	Loan from non-controlling shareholder of a subsidiary	36	7,500	7,500	—	—
應付附屬公司款項	Amounts due to subsidiaries	36	—	—	395,224	134,748
			618,943	693,634	408,821	149,603
列入持作出售項目的出售組 別負債	Liabilities of disposal group classified as held for sale	32	6,070	26,834	—	—
			625,013	720,468	408,821	149,603
流動資產/(負債)淨額	Net current assets/(liabilities)		1,221,446	1,320,703	225	(60,993)
總資產減流動負債	Total assets less current liabilities		2,210,533	2,166,958	1,433,318	1,444,364

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

資產負債表 Balance Sheets

於二零一二年十二月三十一日 As at 31 December 2012

		附註 Note	合併 Consolidated		本公司 Company	
			於二零一二年 十二月三十一日 As at 31 December 2012 千港元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 千港元 HK\$'000	於二零一二年 十二月三十一日 As at 31 December 2012 千港元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 千港元 HK\$'000
非流動負債	Non-current liabilities					
遞延所得稅負債	Deferred income tax liabilities	19	10,939	15,870	—	—
淨資產	Net assets		2,199,594	2,151,088	1,433,318	1,444,364
權益	Equity					
本公司股權持有人應佔資本及儲備	Capital and reserves attributable to equity holders of the Company					
股本	Share capital	20	126,840	126,840	126,840	126,840
儲備	Reserves	21	987,352	981,676	1,204,552	1,204,552
保留盈利	Retained earnings	21				
— 擬派末期股息	— Proposed final dividends		50,736	38,052	50,736	38,052
— 其他	— Others		991,473	930,360	51,190	74,920
非控股權益	Non-controlling interests		2,156,401	2,076,928	1,433,318	1,444,364
			43,193	74,160	—	—
總權益	Total equity		2,199,594	2,151,088	1,433,318	1,444,364

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

李國棟
LI Kwok Tung Roy
董事
Director

黎清平
LAI Ching Ping
董事
Director

合併利潤表 Consolidated Income Statement

截至二零一二年十二月三十一日止年度 For the year ended 31 December 2012

		附註 Note	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
持續經營業務	Continuing operations			
收益	Revenue	5	3,077,258	3,199,934
銷售成本	Cost of sales	24	(2,397,033)	(2,504,545)
毛利	Gross profit		680,225	695,389
銷售及分銷成本	Selling and distribution costs	24	(166,934)	(180,527)
一般及行政開支	General and administrative expenses	24	(416,264)	(529,919)
其他收入	Other income	22	28,821	2,226
其他(虧損)/收益 — 淨額	Other (losses)/gains — net	23	(1,292)	9,879
經營溢利/(虧損)	Operating profit/(loss)		124,556	(2,952)
融資收入	Finance income	26	27,144	13,409
融資成本	Finance costs	26	(2,330)	(1,523)
融資收入 — 淨額	Finance income — net		24,814	11,886
應佔聯營公司溢利/(虧損)	Share of profits/(losses) of associates	10	4,249	(349)
除所得稅前溢利	Profit before income tax		153,619	8,585
所得稅開支	Income tax expense	27	(42,353)	(29,529)
持續經營業務溢利/(虧損)	Profit/(loss) from continuing operations		111,266	(20,944)
已終止經營業務	Discontinued operations			
已終止經營業務溢利	Profit from discontinued operations	32	8,761	161,627
年內溢利	Profit for the year		120,027	140,683
以下人士應佔：	Attributable to:			
本公司股權持有人	Equity holders of the Company		150,185	230,196
非控股權益	Non-controlling interests		(30,158)	(89,513)
			120,027	140,683
本公司股權持有人應佔年度 持續經營業務及已終止經 營業務之每股盈利 (以每股港仙計)	Earnings per share from continuing operations and discontinued operations attributable to the equity holders of the Company during the year (expressed in HK cents per share)			
— 基本	— basic	29	11.8	18.1
— 攤薄	— diluted	29	11.8	18.1
股息	Dividends	30	88,788	101,472

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

合併全面收益表 Consolidated Statement of Comprehensive Income

截至二零一二年十二月三十一日止年度 For the year ended 31 December 2012

		附註 Note	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
年度溢利	Profit for the year		120,027	140,683
其他全面收益	Other comprehensive income			
應佔聯營公司其他全面收益	Share of other comprehensive income of associates	21	773	1,252
貨幣換算差額	Currency translation differences		4,948	22,657
年度全面收益總額	Total comprehensive income for the year		125,748	164,592
以下人士應佔全面收益總額：	Total comprehensive income attributable to:			
本公司股權持有人	Equity holders of the Company		155,577	251,590
非控股權益	Non-controlling interests		(29,829)	(86,998)
			125,748	164,592
本公司股權持有人應佔全面 收益總額產生自：	Total comprehensive income attributable to equity holders of the Company from:			
持續經營業務	Continuing operations		146,816	65,120
已終止經營業務	Discontinued operations		8,761	186,470
			155,577	251,590

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

合併權益變動表 Consolidated Statement of Changes in Equity

截至二零一二年十二月三十一日止年度 For the year ended 31 December 2012

		本公司股權持有人應佔 Attributable to equity holders of the Company			非控股權益	總權益
		股本 Share capital (附註20) (Note 20) 千港元 HK\$'000	儲備 Reserves (附註21) (Note 21) 千港元 HK\$'000	總計 Total 千港元 HK\$'000	Non- controlling interests 千港元 HK\$'000	Total equity 千港元 HK\$'000
於二零一一年一月一日的結餘	Balance at 1 January 2011	126,840	1,815,584	1,942,424	185,144	2,127,568
全面收益	Comprehensive income					
年度溢利/(虧損)	Profit/(loss) for the year	—	230,196	230,196	(89,513)	140,683
其他全面收益	Other comprehensive income					
貨幣換算差額	Currency translation differences	—	20,142	20,142	2,515	22,657
應佔聯營公司 其他全面收益	Share of other comprehensive income of associates	—	1,252	1,252	—	1,252
其他全面收益總額	Total other comprehensive income	—	21,394	21,394	2,515	23,909
全面收益總額	Total comprehensive income	—	251,590	251,590	(86,998)	164,592
與擁有人交易	Transactions with owners					
在控制權無變動情況下附屬公司 擁有權益的變動 (附註35)	Changes in ownership interests in subsidiaries without change of control (Note 35)	—	(15,614)	(15,614)	(15,586)	(31,200)
向附屬公司 非控股權益支付股息	Dividends paid to non-controlling interests of subsidiaries	—	—	—	(8,400)	(8,400)
已付股息	Dividends paid					
— 二零一零年末期及特別	— 2010 final and special	—	(38,052)	(38,052)	—	(38,052)
— 二零一一年中期	— 2011 interim	—	(63,420)	(63,420)	—	(63,420)
與擁有人交易總額	Total transactions with owners	—	(117,086)	(117,086)	(23,986)	(141,072)
於二零一一年十二月三十一日的結餘	Balance at 31 December 2011	126,840	1,950,088	2,076,928	74,160	2,151,088

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

合併權益變動表 Consolidated Statement of Changes in Equity

截至二零一二年十二月三十一日止年度 For the year ended 31 December 2012

		本公司股權持有人應佔 Attributable to equity holders of the Company				
		股本 Share capital (附註20) (Note 20) 千港元 HK\$'000	儲備 Reserves (附註21) (Note 21) 千港元 HK\$'000	總計 Total 千港元 HK\$'000	非控股權益 Non- controlling interests 千港元 HK\$'000	總權益 Total equity 千港元 HK\$'000
於二零一二年一月一日的結餘	Balance at 1 January 2012	126,840	1,950,088	2,076,928	74,160	2,151,088
全面收益	Comprehensive income					
年度溢利/(虧損)	Profit/(loss) for the year	—	150,185	150,185	(30,158)	120,027
其他全面收益	Other comprehensive income					
貨幣換算差額	Currency translation differences	—	4,619	4,619	329	4,948
應佔聯營公司 其他全面收益	Share of other comprehensive income of associates	—	773	773	—	773
其他全面收益總額	Total other comprehensive income	—	5,392	5,392	329	5,721
全面收益總額	Total comprehensive income	—	155,577	155,577	(29,829)	125,748
與擁有人交易	Transactions with owners					
向附屬公司非控股權益 支付股息	Dividends paid to non-controlling interests of subsidiaries	—	—	—	(1,138)	(1,138)
已付股息	Dividend paid					
— 二零一一年末期	— 2011 final	—	(38,052)	(38,052)	—	(38,052)
— 二零一二年中期	— 2012 interim	—	(38,052)	(38,052)	—	(38,052)
與擁有人交易總額	Total transactions with owners	—	(76,104)	(76,104)	(1,138)	(77,242)
於二零一二年十二月三十一日的結餘	Balance at 31 December 2012	126,840	2,029,561	2,156,401	43,193	2,199,594

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

合併現金流量表 Consolidated Cash Flow Statement

截至二零一二年十二月三十一日止年度 For the year ended 31 December 2012

			二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
		附註 Note		
經營業務現金流量	Cash flows from operating activities			
經營所得現金	Cash generated from operations	31(a)	491,738	205,844
已付利息	Interest paid		(2,330)	(2,411)
已付香港利得稅	Hong Kong profits tax paid		(59,554)	(12,751)
已付中國大陸企業所得稅	Mainland China enterprise income tax paid		(3,930)	(5,222)
退回/(已付)海外所得稅	Overseas income tax refunded/(paid)		24	(671)
經營業務所得現金淨額	Net cash generated from operating activities		425,948	184,789
投資活動現金流量	Cash flows from investing activities			
收購附屬公司應付代價償付	Settlement of consideration payable for acquisition of subsidiaries		(30,359)	—
認購可換股債券	Subscription of convertible bonds	11	—	(31,200)
貸款予聯營公司	Loans to an associate		(53,824)	(105,060)
已收利息	Interest received		13,223	10,885
購置物業、機器及設備	Purchase of property, plant and equipment		(123,700)	(78,759)
出售物業、機器及設備所得款項	Proceeds from disposal of property, plant and equipment	31(b)	1,217	290
出售分銷權所得款項淨額	Proceeds from disposal of distribution right, net	31(c)	—	183,300
已抵押銀行存款減少/(增加)	Decrease/(increase) in pledged bank deposits	15	587	(605)
原有期限超過三個月之銀行存款(增加)/減少	(Increase)/decrease in bank deposits with initial terms of over three months		(20,149)	9,150
投資活動所耗現金淨額	Net cash used in investing activities		(213,005)	(11,999)

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

合併現金流量表 Consolidated Cash Flow Statement

截至二零一二年十二月三十一日止年度 For the year ended 31 December 2012

	附註 Note	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
融資活動現金流量	Cash flows from financing activities		
借貸所得款項	Proceeds from borrowings	31,020	31,647
償還借貸	Repayments of borrowings	(23,283)	(72,911)
已付本公司股權持有人股息	Dividends paid to the Company's equity holders	(76,104)	(101,472)
已付少數權益股息	Dividends paid to minority interests	(1,138)	(8,900)
融資活動所耗現金淨額	Net cash used in financing activities	(69,505)	(151,636)
現金及現金等價物 增加淨額	Net increase in cash and cash equivalents	143,438	21,154
年初現金及現金等價物	Cash and cash equivalents at beginning of the year	800,552	763,974
現金及現金等價物 匯兌收益	Exchange gains on cash and cash equivalents	2,575	15,424
		946,565	800,552
列入持作出售項目的出售 組別的現金及現金等價物	Cash and cash equivalents of disposal group classified as held for sale	32(b) —	(9,577)
年終現金及 現金等價物	Cash and cash equivalents at end of year	946,565	790,975

第61頁至193頁的附註屬合併財務報表一部分。

The accompanying notes on pages 61 to 193 are an integral part of these consolidated financial statements.

1 一般資料

永嘉集團控股有限公司(「本公司」)及其附屬公司(合稱「本集團」)的業務為生產和銷售成衣產品，包括運動服、高爾夫球及高級時尚服飾、活動及戶外服裝以及有關配飾。銷售以原設備生產(「原設備生產」)安排為主，外銷至歐洲、北美及中國大陸客戶，以及以分銷及零售模式在中國大陸及香港出售。其生產基地主要位於中國大陸。本集團主要附屬公司的詳情載於合併財務報表附註9。

本公司為根據開曼群島公司法第22章(一九六一年第3條法例，合併及修訂本)註冊成立的受豁免有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司於香港聯合交易所有限公司作第一上市。

除另有指明外，合併財務報表以港元(「港元」)呈列，已獲本公司董事會於二零一三年三月十四日批准刊發。

2 重要會計政策概要

以下為編製該等合併財務報表時應用的主要會計政策。除另有所述外，該等政策與過往呈列年度所應用者一致。

1 General information

Win Hanverky Holdings Limited (the “**Company**”) and its subsidiaries (together, the “**Group**”) are engaged in the manufacturing and selling of garment products, including sportswear, golf and high-end fashion apparel, active and outer wear, and related accessories. Sales are primarily under Original Equipment Manufacturing (“**OEM**”) arrangements to customers in Europe, North America and Mainland China, and under distribution and retail modes in Mainland China and Hong Kong. Its production bases are primarily located in Mainland China. Details of the principal subsidiaries of the Group are set out in Note 9 to these consolidated financial statements.

The Company is an exempted company with limited liability under the Companies Law, Cap.22, (Law 3 of 1961, as combined and revised) of the Cayman Islands. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), unless otherwise stated, and have been approved for issue by the Company’s board of directors on 14 March 2013.

2 Summary of significant accounting policies

The Principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2 重要會計政策概要(續)

2.1 編製基準

此等綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。此等綜合財務報表已按照歷史成本常規法編製，以及就可供出售金融資產重新估值及按公平值計入溢利或虧損之金融資產作出修訂。

編製符合香港財務報告準則的財務報表須應用若干重大會計估計，亦須管理層在應用本集團會計政策過程中運用其判斷。合併財務報表中涉及高度判斷或複雜性，或存在重大假設及估計均在附註4披露。

(a) 下列準則之修訂本自二零一二年一月一日開始之財政年度首次強制執行。

- 香港財務報告準則第7號「金融工具：披露」有關金融資產轉讓之修訂本自二零一一年七月一日或之後開始之年度期間生效。由於本集團並無轉讓金融資產，故此修訂本暫不適用於本集團。

2 Summary of significant accounting policies

(Continued)

2.1 Basis of Preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”). These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets and financial assets at fair value through profit or loss.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(a) The following amendments to standards are mandatory for the first time for the financial year beginning 1 January 2012.

- Amendment to HKFRS 7, ‘Financial Instruments: Disclosures’ on transfer of financial assets is effective for annual periods beginning on or after 1 July 2011. This is not currently applicable to the Group, as it has no transfer of financial assets.

2 重要會計政策概要(續)

2.1 編製基準(續)

- (a) 下列準則之修訂本自二零一二年一月一日開始之財政年度首次強制執行。(續)

- 香港財務報告準則第1號「首次採納者」有關惡性通貨膨脹及固定日期之修訂本自二零一一年七月一日或之後開始之年度期間生效。由於本集團並非財務報表之首次採納者，故此修訂本與本集團無關。
- 香港會計準則第12號「所得稅」有關遞延稅項之修訂本自二零一二年一月一日或之後開始之年度期間生效。由於本集團並無投資物業，故此修訂本暫不適用於本集團。

- (b) 下列為已頒佈但在二零一二年一月一日開始之財政年度尚未生效且本集團並無提早採納之新訂或經修訂準則、修訂本及詮釋：

- 香港會計準則第1號(修訂本)「呈報有關其他綜合收益項目」(自二零一二年七月一日或之後開始之期間生效)

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

- (a) The following amendments to standards are mandatory for the first time for the financial year beginning 1 January 2012. (Continued)

- Amendment to HKFRS 1, 'First Time Adoption', on hyperinflation and fixed dates is effective for annual periods beginning on or after 1 July 2011. This is not relevant to the Group as the Group is not first-time adopter of financial statements.
- Amendment to HKAS 12, 'Income Taxes', on deferred tax is effective for annual periods beginning on or after 1 January 2012. This is not currently applicable to the Group, as it has no investment properties.

- (b) The following new or revised standards, amendments and interpretations to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted:

- HKAS 1 (Amendment), 'Presentation of Items of Other Comprehensive Income' (effective for periods beginning on or after 1 July 2012)

2 重要會計政策概要(續)

2.1 編製基準(續)

(b) 下列為已頒佈但在二零一二年一月一日開始之財政年度尚未生效且本集團並無提早採納之新訂或經修訂準則、修訂本及詮釋：
(續)

- 香港會計準則第19號(二零一一年經修訂)「職工福利」(自二零一三年一月一日或之後開始之期間生效)
- 香港會計準則第27號(二零一一年經修訂)「獨立財務報表」(自二零一三年一月一日或之後開始之期間生效)
- 香港會計準則第28號(二零一一年經修訂)「聯營和合營投資」(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第1號(修訂本)「政府貸款」(自二零一四年一月一日或之後開始之期間生效)

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) The following new or revised standards, amendments and interpretations to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted: (Continued)

- HKAS 19 (Revised 2011), 'Employee Benefits' (effective for periods beginning on or after 1 January 2013)
- HKAS 27 (Revised 2011), 'Separate Financial Statements' (effective for periods beginning on or after 1 January 2013)
- HKAS 28 (Revised 2011), 'Investments in Associates and Joint Ventures' (effective for periods beginning on or after 1 January 2013)
- HKFRS 1 (Amendment), 'Government Loans' (effective for periods beginning on or after 1 January 2014)

2 重要會計政策概要(續)

2.1 編製基準(續)

(b) 下列為已頒佈但在二零一二年一月一日開始之財政年度尚未生效且本集團並無提早採納之新訂或經修訂準則、修訂本及詮釋：
(續)

- 香港財務報告準則第7號(修訂本)「披露 — 有關對銷金融資產及金融負債」(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第9號「金融工具」(自二零一五年一月一日或之後開始之期間生效)
- 香港財務報告準則第10號「合併財務報表」(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第11號「合營安排」(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第12號「於其他實體權益之披露」(自二零一三年一月一日或之後開始之期間生效)

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) The following new or revised standards, amendments and interpretations to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted: (Continued)

- HKFRS 7 (Amendment), 'Disclosures – Offsetting Financial Assets and Financial Liabilities' (effective for periods beginning on or after 1 January 2013)
- HKFRS 9, 'Financial Instruments' (effective for periods beginning on or after 1 January 2015)
- HKFRS 10, 'Consolidated Financial Statements' (effective for periods beginning on or after 1 January 2013)
- HKFRS 11, 'Joint Arrangements' (effective for periods beginning on or after 1 January 2013)
- HKFRS 12, 'Disclosures of Interests in Other Entities' (effective for periods beginning on or after 1 January 2013)

2 重要會計政策概要(續)

2.1 編製基準(續)

(b) 下列為已頒佈但在二零一二年一月一日開始之財政年度尚未生效且本集團並無提早採納之新訂或經修訂準則、修訂本及詮釋：
(續)

- 香港財務報告準則第13號「公平值計量」(自二零一三年一月一日或之後開始之期間生效)
- 香港(國際財務報告詮釋委員會) — 解釋公告第20號「露天礦生產期階段的剝離成本」(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第1號之修訂本「首次採納」有關政府借款(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第7號及香港財務報告準則第9號之修訂本「香港財務報告準則第9號之強制性生效日期及過渡性披露」(自二零一五年一月一日或之後開始之期間生效)

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) The following new or revised standards, amendments and interpretations to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted: (Continued)

- HKFRS 13, 'Fair Value Measurement' (effective for periods beginning on or after 1 January 2013)
- HK (IFRIC) — Int 20, 'Stripping Costs in the Production Phase of a Surface Mine' (effective for periods beginning on or after 1 January 2013)
- Amendment to HKFRS 1, 'First Time Adoption' on government loans (effective for period for periods beginning on or after 1 January 2013)
- Amendments to HKFRS 7 and HKFRS 9, 'Mandatory Effective Date of HKFRS 9 and Transition Disclosures' (effective for periods beginning on or after 1 January 2015)

2 重要會計政策概要(續)

2.1 編製基準(續)

(b) 下列為已頒佈但在二零一二年一月一日開始之財政年度尚未生效且本集團並無提早採納之新訂或經修訂準則、修訂本及詮釋：
(續)

- 香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂本「有關合併財務報表、合營安排及於其他實體權益之披露之過渡指引」(自二零一三年一月一日或之後開始之期間生效)
- 香港財務報告準則第32號之修訂本「金融工具：呈報」有關對銷資產及負債(自二零一四年一月一日或之後開始之期間生效)
- 香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)之修訂本「投資實體」(自二零一四年一月一日或之後開始之期間生效)
- 香港財務報告準則(修訂本)二零零九年至二零一一年週期之年度改進(自二零一三年一月一日或之後開始之期間生效)

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(b) The following new or revised standards, amendments and interpretations to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted: (Continued)

- Amendments to HKFRS 10, HKFRS 11 and HKFRS 12, 'Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance (effective for periods beginning on or after 1 January 2013)
- Amendment to HKAS 32, 'Financial Instruments: Presentation' on Asset and liability offsetting (effective for periods beginning on or after 1 January 2014)
- Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011), 'Investment Entities' (effective for periods beginning on or after 1 January 2014)
- HKFRSs (Amendment), Annual improvements 2009–2011 Cycle (effective for periods beginning on or after 1 January 2013)

2 重要會計政策概要(續)

2.1 編製基準(續)

- (b) 下列為已頒佈但在二零一二年一月一日開始之財政年度尚未生效且本集團並無提早採納之新訂或經修訂準則、修訂本及詮釋：
(續)

本集團將於上述新訂或經修訂準則以及現有準則的修訂本及詮釋生效時採納該等準則、修訂本及詮釋。本集團已開始評估採納該等準則、修訂本及詮釋對本集團的影響，惟目前尚未能確定其會否對本集團的營運業績及財務狀況造成重大影響。

2.2 附屬公司

2.2.1 合併帳目

附屬公司指本集團有權控制其財務及營運決策的一切公司(包括為特殊目的成立的公司)，所持股權通常佔其過半數投票權。於評估本集團是否控制另一公司時，會考慮現時可行使或可轉換的潛在投票權的存在及影響。本集團在其並無佔有過半數投票權但卻因實際控制權而能夠控制其財務及營運政策的情況下，亦會評估是否存在控制權。實際控制權可在加強少數股東權益或股東間的合約條款等情況下產生。

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

- (b) The following new or revised standards, amendments and interpretations to standards have been issued but are not effective for the financial year beginning 1 January 2012 and have not been early adopted: (Continued)

The Group will adopt the above new or revised standards, amendments and interpretations to existing standards as and when they become effective. The Group has already commenced the assessment of the impact to the Group and is not yet in a position to state whether these would have a significant impact on its results of operations and financial position.

2.2 Subsidiaries

2.2.1 Consolidation

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses existence of control where it does not have more than 50% of the voting power but is able to govern the financial and operating policies by virtue of de-facto control. De-facto control may arise from circumstances such as enhanced minority rights or contractual terms between shareholders, etc.

2 重要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 合併帳目(續)

當附屬公司控制權轉移至本集團之日將附屬公司全面合併入帳，並在終止控制權時停止合併入帳。

集團內公司之間的交易、交易結餘及收支予以對銷。於資產確認的集團內公司之間交易所產生溢利及虧損亦予以對銷。附屬公司的會計政策均在有需要時作出變動，以確保與本集團所採納的政策一致。

(a) 業務合併

本集團乃採用收購法為業務合併入帳。收購一家附屬公司之轉讓代價為所轉讓資產、被收購方前擁有人所產生負債及本集團所發行股權之公平值。所轉讓代價包括任何或然代價安排產生之任何資產或負債之公平值。於業務合併時所收購之可識別資產及所承擔之負債及或然負債，初始按其於收購日之公平值計量。本集團按逐項收購基準以公平值或非控股權益按比例應佔被收購人可識別資產淨值之確認金額，確認任何被收購人之非控股權益。

2 Summary of significant accounting policies

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets.

2 重要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 合併帳目(續)

(a) 業務合併(續)

收購相關成本於產生時支銷。

倘業務合併分階段完成，則收購方先前持有的被收購方股權於收購當日重新計量至公平值，而就有關重新計量所產生之任何收益或虧損於損益內確認。

本集團所轉讓的任何或然代價將在收購當日按公平值確認。被視為一項資產或負債的或然代價公平值後續變動乃按照香港會計準則第39號的規定確認為損益或其他全面收入變動。分類為權益之或然代價毋須重新計量，而其後結算乃於權益入帳。

2 Summary of significant accounting policies

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

Acquisition related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

2 重要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 合併帳目(續)

(a) 業務合併(續)

商譽初步按所轉讓總代價及非控股權益之公平值超出所收購之可識別資產淨值及所承擔負債之數額計量。倘此代價低於所收購附屬公司資產淨值之公平值，則該差額於損益中確認。

(b) 在控制權無變動情況下附屬公司擁有權權益的變動

並無導致失去控制權之非控股權益交易入帳列作權益交易 — 即與擁有人以彼等作為擁有人身份進行之交易。任何已付代價公平值與應佔所收購附屬公司淨資產帳面值之間之差額均計入權益。出售非控股權益之收益或虧損亦計入權益。

2 Summary of significant accounting policies

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 重要會計政策概要(續)

2.2 附屬公司(續)

2.2.1 合併帳目(續)

(c) 出售附屬公司

倘本集團不再擁有控制權，其於該實體之任何保留權益在失去控制權當日按其公平值重新計量，而帳面值變動則於損益內確認。就隨後入帳列作聯營公司、合營企業或金融資產之保留權益而言，公平值指初始帳面值。此外，先前於其他全面收益內確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入帳。這可能意味著先前在其他全面收益內確認之金額重新劃分為損益。

2.2.2 獨立財務報表

於附屬公司之投資乃以成本減減值之方法記帳。成本亦包括投資之直接應佔成本。附屬公司之業績乃按本公司股息及應收帳款入帳。

2 Summary of significant accounting policies

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend and receivable.

2 重要會計政策概要(續)

2.2 附屬公司(續)

2.2.2 獨立財務報表(續)

倘投資附屬公司收取之股息超過附屬公司於股息宣派期間之全面收益總額或於獨立財務報表之投資帳面值超過投資對象資產淨值(包括商譽)於合併財務報表之帳面值，則自該等投資收取股息時須對附屬公司之投資進行減值測試。

2.3 聯營公司

聯營公司指本集團對其有重大影響力但不擁有控制權的公司，所持股權通常擁有20%至50%投票權。對聯營公司之投資採用權益會計法列帳。根據權益法，有關投資初步按成本確認，並會增減帳面值以確認投資者於收購日期後應佔投資對象之損益比例。本集團對聯營公司投資包括收購時確認的商譽。

倘於聯營公司之擁有權之權益減少，而重大影響力獲保留，則先前於其他全面收益內確認之金額僅有一定比例部分重新劃分為溢利或虧損(如適用)。

2 Summary of significant accounting policies

(Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements (Continued)

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Associates

Associates are all entities over which the group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

2 重要會計政策概要(續)

2.3 聯營公司(續)

本集團應佔收購後的溢利或虧損於利潤表中確認，而於其他全面收益中應佔收購後的變動則在其他全面收益中確認並對投資的帳面值作相應調整。當本集團應佔聯營公司虧損等於或大於所佔聯營公司的權益(包括任何其他無抵押之應收帳款)時，本集團不再確認進一步的虧損，除非本集團有法律或推定責任或已經代聯營公司付款。

本集團於各報告日期釐定是否有任何客觀證據顯示於聯營公司之投資出現減值。倘有此情況，本集團將減值金額作為聯營公司之可收回金額與其帳面值之差額計算，並於利潤表「應佔聯營公司溢利／(虧損)」確認有關金額。

本集團與其聯營公司之間的上游及下游交易所產生之溢利及虧損僅限於無相關投資者佔聯營公司之範圍在本集團財務報表中確認。除非該交易有證據顯示所轉讓之資產出現減值，否則未變現虧損會予以對銷。聯營公司之會計政策如有需要已作出改變，以確保與本集團所採納之政策一致。

投資聯營公司所產生的攤薄收益及虧損會於利潤表確認。

2 Summary of significant accounting policies

(Continued)

2.3 Associates (Continued)

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit/(loss) of an associate' in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses arising in investments in associates are recognised in the income statement.

2 重要會計政策概要(續)

2.4 分部報告

經營分部之呈報方式與向首席營運決策者所提供內部呈報一致。首席營運決策者負責分配資源及評估經營分部之表現，亦出任負責作出策略決定之執行董事。

2.5 外幣換算

(a) 功能及呈列貨幣

本集團各公司的財務報表所包括的項目，乃按有關公司經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。此等合併財務報表以本公司的功能貨幣及本集團的呈列貨幣港元呈列。

(b) 交易及結餘

外幣交易均按交易當日或(倘項目進行重估)估值當日通行的匯率換算為功能貨幣。因上述交易結算以及按年終匯率換算以外幣計值的貨幣資產及負債而產生的匯兌盈虧，均於利潤表確認。

2 Summary of significant accounting policies

(Continued)

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors who make strategic decisions.

2.5 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Hong Kong Dollars (HK\$), which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2 重要會計政策概要(續)

2.5 外幣換算(續)

(b) 交易及結餘(續)

與借貸以及現金及現金等價物相關之匯兌盈虧於利潤表之「融資收入或成本」內呈列。所有其他匯兌盈虧於利潤表中之「其他收益／(虧損) — 淨額」中呈列。

(c) 集團公司

其功能貨幣與呈列貨幣不同的所有集團公司(該等公司的貨幣概無出現惡性通貨膨脹的經濟狀況)的業績及財務狀況，乃按以下方式換算為呈列貨幣：

- (i) 各資產負債表上的資產及負債乃按結算日的收市匯率換算；
- (ii) 各利潤表上的收支乃按平均匯率換算(除非該平均匯率並非交易日期匯率累計影響的合理估計，在該情況下，收支則會按交易日期的匯率換算)；及
- (iii) 所有最終匯兌差額於其他全面收益確認。

2 Summary of significant accounting policies

(Continued)

2.5 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other gains/(losses) — net'.

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

2 重要會計政策概要(續)

2.5 外幣換算(續)

(c) 集團公司(續)

於收購海外公司所產生的商譽及公平值調整被視為海外公司的資產與負債，並按收市匯率換算。所產生的匯兌差額均計入其他全面收益確認。

2.6 物業、機器及設備

土地及樓宇主要包括製造廠及辦公室。租賃土地被劃分為經營租賃，而所有物業、機器及設備(在建工程除外)按歷史成本扣除累計折舊及累計減值虧損(如有)列帳。歷史成本包括收購該等項目直接產生的開支。

在建工程指建造工程仍未完成的樓宇及租賃物業裝修及待安裝的機器、裝置及設備，按成本列帳。成本包括建造開支及其他直接成本，並扣除任何減值虧損。完工時，已扣除累計減值虧損(如有)的在建工程按成本轉撥至適合的物業、機器及設備分類。在建工程不計提折舊直至有關工程已完工並可供使用。

2 Summary of significant accounting policies

(Continued)

2.5 Foreign currency translation (Continued)

(c) Group companies (Continued)

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Exchange differences arising are recognised in other comprehensive income.

2.6 Property, plant and equipment

Land and buildings comprise mainly manufacturing factories and offices. Leasehold land classified as finance leases and all other property, plant and equipment other than construction in progress are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Construction in progress represents buildings and leasehold improvements in which construction work has not been completed and plant, machinery and equipment pending for installation. It is carried at cost which includes construction expenditures and other direct costs less any impairment losses. On completion, construction in progress is transferred to the appropriate categories of property, plant and equipment at cost less accumulated impairment losses, if any. No depreciation is provided for construction in progress until it is completed and available for use.

2 重要會計政策概要(續)

2.6 物業、機器及設備(續)

僅在有關項目的未來經濟收益將流向本集團，而該項目的成本又能可靠計量時，其後成本方計入資產面值或單獨確認為資產(倘適用)。替換部分的帳面值予以取消確認。所有其他維修及保養費用於產生財務期間在利潤表列支。

有無限可使用年期的永久業權土地毋須折舊。分類為融資租賃之租賃土地自土地權益可供其擬定用途時開始攤銷。分類為融資租賃之租賃土地之攤銷及其他資產之折舊採用估計可使用年期將成本按直線法分攤至剩餘價值計算；其他物業、機器及設備的折舊按以下的估計可使用年期，以直線法將成本攤銷至其餘值：

— 分類為融資租賃的租賃土地	租賃期內
— 樓宇	10至50年
— 租賃物業裝修	3至10年或租賃期內(以為期較短者為準)
— 機器及裝置	4至10年
— 傢俬及設備	3至10年
— 汽車及遊艇	5至10年

於每個結算日均會覆核資產餘值及可使用年期，並在適當情況下作出調整。

2 Summary of significant accounting policies

(Continued)

2.6 Property, plant and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Freehold land with unlimited useful life is not depreciated. Leasehold land classified as finance lease commences amortisation from the time when the land interest becomes available for its intended use. Amortisation on leasehold land classified as finance lease and depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

— Leasehold land classified as finance lease	Over the lease terms
— Buildings	10 to 50 years
— Leasehold improvements	3 to 10 years or over the lease terms, whichever is shorter
— Plant and machinery	4 to 10 years
— Furniture and equipment	3 to 10 years
— Motor vehicles and yacht	5 to 10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

2 重要會計政策概要(續)

2.6 物業、機器及設備(續)

倘資產帳面值高於其估計可收回金額時，則立即將該資產的面值減至其可收回金額(附註2.9)。

出售的盈虧乃根據所得款項與面值的差額比較釐定，並計入利潤表確認為「其他收益 — 淨額」。

2.7 土地使用權

土地使用權的預付款項入帳列為經營租賃，以直線法在租期內於利潤表支銷，或若有減值，減值則在利潤表內支銷。

2.8 無形資產

(a) 商譽

商譽於收購附屬公司及聯營公司時產生，是所轉讓代價超出本集團於被收購人之可識別資產、負債及或然負債公平淨值所佔權益及被收購人非控股權益之公平值之部分。

2 Summary of significant accounting policies

(Continued)

2.6 Property, plant and equipment (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable (Note 2.9) amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within 'other gains — net' in the income statement.

2.7 Land use rights

The up-front prepayments made for land use rights are accounted for as operating leases. They are expensed in the income statement on a straight-line basis over the periods of the lease, or when there is impairment, the impairment is expensed in the income statement.

2.8 Intangible assets

(a) Goodwill

Goodwill arises on the acquisition of subsidiaries and associates and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

2 重要會計政策概要(續)

2.8 無形資產(續)

(a) 商譽(續)

就減值測試而言，因業務合併獲得之商譽會分配至各個或多組現金產生單位(「現金產生單位」)，預期將受惠於合併之協同效應。獲分配商譽之各單位或各組單位指為內部管理目的而對商譽進行監控之實體中之最低水平。商譽按經營分部水平進行監控。

商譽會每年進行減值檢討，或當出現事件或情況改變顯示可能出現減值時，作出更頻密檢討。商譽帳面值與可收回金額作比較，可收回金額為使用價值與公平值減銷售成本之較高者。任何減值即時確認為開支，且其後不會撥回。

(b) 商標

單獨收購的商標乃以歷史成本列帳。業務合併中收購的商標乃按收購當日的公平值確認。商標使用年有限，並以成本減累計攤銷及累計減值虧損(如有)列帳。攤銷乃以直線法計算，以將商標及專營權的成本於其預計可使用年期(25年)作出分配。

2 Summary of significant accounting policies

(Continued)

2.8 Intangible assets (Continued)

(a) Goodwill (Continued)

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(b) Trademarks

Separately acquired trademarks are shown at historical cost. Trademarks acquired in a business combination are recognised at fair value at the acquisition date. Trademarks have a finite useful life and are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is calculated using the straight-line method to allocate the cost of trademarks and licences over their estimated useful lives of 25 years.

2 重要會計政策概要(續)

2.8 無形資產(續)

(c) 客戶關係

客戶關係即因業務合併導致的客戶基礎或與客戶的現有合約投標應佔的公平價值。該款項於收購日期按公平值確認。合約客戶關係擁有有限可使用年期，並按成本減累計攤銷及累計減值虧損計帳。攤銷乃使用直線法於客戶關係之預計年內計算。

2.9 於附屬公司及聯營公司之投資及其他非金融資產減值

擁有無限可使用年期的資產毋須攤銷，而須最少每年進行一次減值測試。不論事件或情況變動何時顯示帳面值或不可收回，須作攤銷的資產亦因減值而獲審閱。在資產面值高於可收回數額時須將差額確認為減值虧損。可收回數額即資產公平值高於銷售成本及使用值的數額較高者。為評估減值，資產按獨立可識別現金流量的最低水平(現金產生單位)分類。商譽以外的非金融資產若出現減值，則須於各報告日期評估會否撥回減值。

2 Summary of significant accounting policies

(Continued)

2.8 Intangible assets (Continued)

(c) Customer relationships

Customer relationships represent the fair value attributable to the customer base or existing contractual bids with customers taken over as a result of business combination, and are recognised at fair value at the acquisition date. The contractual customer relations have a finite useful life and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method over the expected life of the customer relationship.

2.9 Impairment of investments in subsidiaries and associates and other non-financial assets

Assets that have an indefinite useful life are not subject to amortisation, and are tested at least annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2 重要會計政策概要(續)

2.10 金融資產

本集團主要將金融資產分類為貸款及應收帳款和按公平值透過損益列帳的金融資產。分類方式視乎購入投資目的而定。管理層在初步確認時釐定其金融資產的分類。

(a) 貸款及應收帳款

貸款及應收帳款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。此等款項包括在流動資產內，但由報告期末起計超過12個月後償還或預期會償還之款，則分類為非流動資產。本集團之貸款及應收帳款包括在資產負債表之應收貸款、應收貿易及其他應收帳款、已抵押銀行存款、原有期限超過三個月之銀行存款以及現金及現金等價物。

(b) 按公平值計入溢利或虧損之金融資產

按公平值計入溢利或虧損之金融資產為持作買賣的金融資產。若購買的主要目的為於短期內出售，則金融資產撥歸此類別。衍生工具亦分類為持作買賣，除非被指定為對沖工具。倘預期於12個月內結算，則此類別中的資產分類為流動資產，否則分類為非流動資產。

2 Summary of significant accounting policies

(Continued)

2.10 Financial assets

The Group's financial assets are mainly loans and receivables and financial assets at fair value through profit or loss. The classification depends on the purposes for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

(a) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprised loan receivables, trade and other receivables, pledged bank deposits, bank deposits with initial terms of over three months, and cash and cash equivalents in the balance sheet.

(b) Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

2 重要會計政策概要(續)

2.10 金融資產(續)

(c) 可供出售金融資產

可供出售金融資產為指定屬此類別或並無分類為任何其他類別的非衍生工具。除非管理層有意在報告期末後十二個月內出售有關投資，否則該等資產列入非流動資產。

確認及計量

金融資產之定期買賣均於交易日(即本集團承諾購入或出售資產之日)確認。所有並非按公平值計入溢利或虧損之金融資產，投資初步按照公平值加交易成本確認。按公平值計入溢利或虧損之金融資產初步按照公平值確認，而交易成本於利潤表中支銷。從投資中收取現金流之權利已到期或轉讓，而本集團已將擁有權之絕大部分風險和回報轉讓時，金融資產即終止確認。按公平值計入溢利或虧損之金融資產其後按公平值列帳。貸款及應收帳款其後以實際利率法按攤銷成本列帳。

2 Summary of significant accounting policies

(Continued)

2.10 Financial assets (Continued)

(c) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the end of the reporting period.

Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date — the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

2 重要會計政策概要(續)

2.10 金融資產(續)

確認及計量(續)

「按公平值計入溢利或虧損之金融資產」類別之公平值倘出現變動，所產生之收益或虧損均呈列於產生期內利潤表之「其他(虧損)/收益淨額」項中。當本集團確立收取付款之權利時，來自按公平值計入溢利或虧損之金融資產之股息收入於利潤表確認為其他收入之一部分。

貨幣證券及分類為可供出售的非貨幣證券之後公平值變動於其他全面收益確認。

2.11 抵銷金融工具

金融資產及負債於擁有可合法執行權利抵銷已確認金額及於擬按淨值基準結算或同時變現資產及結算負債時予以抵銷，有關資產及負債淨額亦於資產負債表呈列。

2 Summary of significant accounting policies

(Continued)

2.10 Financial assets (Continued)

Recognition and measurement (Continued)

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the income statement within 'other (losses)/gains — net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the income statement as part of other income when the Group's right to receive payments is established.

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

2.11 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 重要會計政策概要(續)

2.12 金融資產減值

按攤銷成本列帳之資產

本集團於報告期末評估是否有客觀證據表明一項或一組金融資產出現減值。僅於有客觀證據顯示因資產在初步確認後發生一項或多項事件(「虧損事件」)而出現減值，並能夠可靠估計該虧損事件對一項或一組金融資產估計未來現金流構成影響時，一項或一組金融資產方會減值並產生減值虧損。

減值跡象可包括一名或一組借款人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到之數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關之經濟狀況。

2 Summary of significant accounting policies

(Continued)

2.12 Impairment of financial assets

Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2 重要會計政策概要(續)

2.12 金融資產減值(續)

按攤銷成本列帳之資產(續)

就貸款及應收帳款而言，虧損金額按資產帳面值與按金融資產原實際利率貼現之估計未來現金流現值(不包括尚未產生之未來信貸虧損)間差額計量。資產帳面值會予以削減，而虧損金額會於合併利潤表確認。倘貸款或持有至到期投資按浮動利率計息，則計量任何減值虧損之貼現率為根據合約釐定之現行實際利率。在實際運作上，本集團可能以可觀察市價釐定計算之工具公平值為基準計量減值。

倘在較後期間，減值虧損金額減少，減幅亦可與確認減值後發生之事件客觀關連(例如債務人信貸評級改善)，則於合併利潤表確認過往確認之減值虧損撥回。

2 Summary of significant accounting policies

(Continued)

2.12 Impairment of financial assets (Continued)

Assets carried at amortised cost (Continued)

For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2 重要會計政策概要(續)

2.12 金融資產減值(續)

按攤銷成本列帳之資產(續)

倘分類為可供出售的證券已售出或減值，於股權中確認的累計公平值調整列入利潤表內作為投資證券盈虧。

以實際利率法計算之可供出售證券利息於利潤表確認為其他收入的一部分。可供出售股本工具的股息在本集團收取付款的權利確立時，於利潤表確認為「其他收入」的一部分。

2.13 持作出售非流動資產(或出售組別)

當非流動資產(或出售組別)的帳面值將主要透過一項出售交易收回而該項出售被視為極可能進行時，則分類為持作出售。該等非流動資產(除下文載述的若干資產外)(或出售組別)按帳面值與公平值減銷售成本兩者的較低者列帳。即使遞延所得稅資產、職工福利產生之資產及金融資產(於附屬公司及聯營公司之投資除外)及投資物業持作出售，將繼續按附註2其他地方所載之政策計量。

終止經營業務是本集團業務之一部分，其營運及現金流可與本集團其他業務清楚區分，且屬於一項按業務或地區劃分之獨立主要業務，或屬於出售一項按業務或地區劃分之獨立主要業務之單一統籌計劃一部分，或為一家純粹為轉售而收購之附屬公司。

2 Summary of significant accounting policies

(Continued)

2.12 Impairment of financial assets (Continued)

Assets carried at amortised cost (Continued)

When securities classified as available for sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as gains and losses from investment securities.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the income statement as part of other income when the Group's right to receive payments is established.

2.13 Non-current assets (or disposal groups) held-for-sale

Non-current assets (or disposal groups) are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The non-current assets (except for certain assets as explained below), (or disposal groups), are stated at the lower of carrying amount and fair value less costs to sell. Deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries and associates) and investment properties, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in note 2.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

2 重要會計政策概要(續)

2.13 持作出售非流動資產(或出售組別)(續)

倘業務分類為已終止經營，則利潤表上會呈列一單一數額，當中包括已終止經營業務之除稅後溢利或虧損及就構成已終止經營業務之資產或出售組合計算公平值減銷售成本(或於出售時)，所確認之除稅後損益。

2.14 存貨

存貨按成本或可變現淨值兩者中的較低者列帳。成本按加權平均法計算。製成品及在製品的成本包括原材料、直接人工、其他直接成本及相關生產開支(根據正常經營業務能力)，惟不包括借貸成本。可變現淨值乃按正常業務的估計售價，減去相關的不定額銷售開支計算。

2.15 應收貿易帳款及其他應收帳款

應收貿易帳款為在日常業務過程中就售出商品或所提供服務應收客戶之款項。倘應收貿易帳款及其他應收帳款預期可於一年或之內收款(或倘時間更長，則在業務正常營運周期)，則分類為流動資產。倘未能於一年或之內收款，則以非流動資產呈列。

應收貿易帳款及其他應收帳款最初按公平值入帳，其後運用實際利息法按攤銷成本並扣除減值撥備入帳。

2 Summary of significant accounting policies

(Continued)

2.13 Non-current assets (or disposal groups) held-for-sale (Continued)

When an operation is classified as discontinued, a single amount is presented in the income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.15 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2 重要會計政策概要(續)

2.16 現金及現金等價物

於合併現金流量表中，現金及現金等價物包括手頭現金及原有期限為三個月或以下的銀行通知存款及其他短期高流動資金投資。

2.17 股本

普通股列作股本。

發行新股或購股權的直接相關新增成本，在權益中以所得款項的扣除數額列帳。

2.18 應付貿易帳款

應付貿易帳款為在日常業務過程中自供應商收購商品或服務之付款責任。倘應付貿易帳款可於一年或之內到期(或倘時間更長，則在業務正常營運周期)，則分類為流動負債。倘並非於一年或之內到期，則以非流動負債呈列。

應付貿易帳款最初按公平值入帳，其後運用實際利息法按攤銷成本計量。

2.19 借貸

借貸首先以公平值扣除有關交易成本後入帳。借貸其後按攤銷成本列帳；所得款項(扣除交易成本)與贖回價值之間的差額在貸款期內以實際利息法計入利潤表。

2 Summary of significant accounting policies

(Continued)

2.16 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

2.17 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

2.18 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2 重要會計政策概要(續)

2.19 借貸(續)

為建立貸款額度所支付的費用，當部分或所有的額度很可能使用時確認為貸款的交易成本，而該費用在實際使用貸款額度前將作為遞延支出。如果沒有任何證據表明部分或所有的額度會被使用時，該費用將作為流動性服務的預付款項的資本，並在額度相關的期限內攤銷。

除非本集團有權無條件將債項結算期限延長至結算日後最少十二個月，否則貸款分類為流動負債。

2.20 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經一段長時間處理以作其預定用途或銷售之資產)之一般及特定貸款成本，均加入於該等資產之成本內，直至資產大致上備妥供其預定用途或銷售為止。

就特定借貸而言，因有待其於合資格資產之支出而作臨時投資所賺取之投資收入會自合資格資本化之借貸成本中扣除。

所有其他借貸成本在產生期內之損益中確認。

2 Summary of significant accounting policies

(Continued)

2.19 Borrowings (Continued)

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down, and the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2.20 Borrowing costs

General and specific 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 or loss in the period in which they are incurred.

2 重要會計政策概要(續)

2.21 即期及遞延所得稅

稅項費用包括即期和遞延所得稅。除了與在其他全面收益或直接與於權益確認的項目相關的稅項外，其餘的均在利潤表中表述。在此情況下，稅項亦分別於其他全面收益或直接於權益確認。

即期所得稅費用根據本公司、其附屬公司及聯營公司所經營並獲得應稅所得所在之國家於結算日已經頒布或已經實質頒布的稅法計算。管理層定期評價有待詮釋的適用稅法規定之情況下的納稅申報情況，並且基於應當支付稅務機關的金額提取適當撥備。

遞延所得稅以負債法，按資產及負債的稅基與其於合併財務報表所載面值兩者的暫時差額確認。然而，倘若遞延所得稅乃因初步確認源自交易(不包括業務合併)並於交易時不影響會計或應課稅溢利或虧損的資產或負債，則不會將有關稅項入帳。遞延所得稅以結算日已實施或大致實施的稅率及法例釐定，且該等稅率預期將於相關遞延所得稅資產變現或遞延所得稅負債清償時生效。

倘若可能有未來應課稅溢利可予以抵銷可動用暫時差額，則會確認遞延所得稅資產。

2 Summary of significant accounting policies

(Continued)

2.21 Current and deferred income tax

The tax expense comprises current and deferred income tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations are subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 重要會計政策概要(續)

2.21 即期及遞延所得稅(續)

因投資附屬公司及聯營公司而產生的暫時差額將會計提遞延所得稅撥備，但暫時差額撥回時間可由本集團控制，以及暫時差額可能不會在可見將來撥回的任何遞延所得稅負債則除外。

遞延所得稅資產及負債僅可在即期稅項資產與即期稅項負債有合法權利互相抵銷及遞延所得稅相關於同一稅務機關向同一應課稅實體或不同應課稅實體徵收所得稅(有關實體擬按淨額基準支付有關結餘)時，方可互相抵銷。

2.22 僱員福利

(a) 退休金責任

集團公司設有多項界定供款退休計劃。

界定供款計劃指據此本集團向一間獨立實體支付定額供款之退休金計劃。倘該項基金並無足夠資產就僱員於本期及過往期間之服務向所有僱員支付福利，本集團亦無法律或推定責任作進一步供款。

2 Summary of significant accounting policies

(Continued)

2.21 Current and deferred income tax (Continued)

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except for any deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.22 Employee benefits

(a) Pension obligations

Group companies operate several defined contribution retirement schemes.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

2 重要會計政策概要(續)

2.22 僱員福利(續)

(a) 退休金責任(續)

本集團按強制、合約或自願基準向公共或私人管理退休金保險計劃作出供款。一旦支付供款後，本集團並無進一步付款責任。供款到期時確認為僱員福利開支。預付供款在可取得退回現金或可扣減日後付款的情況下確認為資產。

(b) 股份報酬

本集團實行兩項以股本結算以股份為基礎的報酬計劃。授出購股權所相應獲得的僱員服務公平值確認為開支。將會列為開支的總額乃參考已授購股權的公平值釐定：

- 包括市場表現條件(例如：實體的股份價格)；
- 不包括於特定時期非市場表現歸屬條件影響(例如獲盈、銷售增長目標及挽留實體的僱員)；及
- 不包括非歸屬條件(例如要求僱員儲蓄)之影響。

2 Summary of significant accounting policies

(Continued)

2.22 Employee benefits (Continued)

(a) Pension obligations (Continued)

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(b) Share-based compensation

The Group operates two equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- excluding the impact of any non-vesting conditions (for example, the requirement for employees to save).

2 重要會計政策概要(續)

2.22 僱員福利(續)

(b) 股份報酬(續)

非市場歸屬條件包括在預期歸屬購股權數目的假設。支銷的總金額於歸屬期間確認，歸屬期間為達成所有特定歸屬條件的期間。於各呈報期間結束時，本集團根據非市場表現及服務條件修訂預期歸屬購股權數目的估計。本集團會於利潤表確認修訂原來估計(如有)的影響，並相應調整權益。

於購股權獲行使時，本公司會發行新股。扣除任何直接應佔交易成本所收取的所得款項均計入股本(面值)及股份溢價。

(c) 紅利計劃

本集團確認紅利為負債及開支，在本公司因合約或過往慣例而產生推定責任時，則須確認撥備。

2 Summary of significant accounting policies

(Continued)

2.22 Employee benefits (Continued)

(b) Share-based compensation (Continued)

Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

(c) Bonus plans

The Group recognises a liability and an expense for bonuses. It recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 重要會計政策概要(續)

2.22 僱員福利(續)

(d) 終止服務權益

終止服務權益於僱用在正常退休日期前被本集團終止，或當僱員接受自願遣散以換取此等福利時支付。本集團在實體有詳細正式終止僱用計劃下終止現有僱員之僱用且在無可能撤回福利之情況下，根據其明確承諾確認離職福利。在作出要約以鼓勵自願遣散之情況下，離職福利乃根據預期會接受要約之僱員人數而進行計量。在報告期末起計12個月後到期之福利貼現為其現值。

2.23 撥備

當本集團因過往事件須承擔現有法律或推定責任，而解除責任可能須消耗資源，且有關金額已可靠估算時，則會確認撥備。但不會就日後之經營虧損確認任何撥備。

撥備按採用稅前利率折現解除責任預期所需支出所得現值計算，該稅前利率反映市場現時貨幣時間值及責任特定風險的評估。因時間流逝而增加的撥備確認為利息開支。

2 Summary of significant accounting policies

(Continued)

2.22 Employee benefits (Continued)

(d) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

2.23 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 重要會計政策概要(續)

2.23 撥備(續)

倘出現多項類似責任，解除責任會否引致資源流出則經考慮責任的整體類別後釐定。即使就同類責任中個別項目消耗資源之可能不大，仍會確認撥備。

2.24 收益確認

收益包括本集團業務一般過程中銷售貨物及服務的已收或應收代價的公平值，已扣除增值稅、回扣及折扣並撇銷本集團內銷售。

當能夠可靠地計量收益金額，而很可能日後有經濟利益將流入實體，並如下文所述本集團的各業務符合特定條件時，本集團確認收益。直至所有關於銷售的或然事件獲得解決方會視為能可靠計量收益金額。本集團根據過往業績，並考慮客戶類型、交易形式及各安排的特徵估計。

(a) 貨品銷售

當一集團公司已將產品送付客戶，而客戶已接收該等產品，並有合理保證可收回有關應收帳款時，則會確認貨品銷售。

2 Summary of significant accounting policies

(Continued)

2.23 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as interest expense.

2.24 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(a) Sales of goods

Sales of goods are recognised when a Group entity has delivered products to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

2 重要會計政策概要(續)

2.24 收益確認(續)

(b) 分包收入

分包收入於提供分包服務時確認入帳。

(c) 特許專櫃銷售服務收入

特許專櫃銷售服務收入於提供銷售服務時確認。

(d) 利息收入

利息收入以實際利息法確認入帳。倘貸款及應收帳款出現減值，本集團將帳面值減至其可收回金額(即按有關工具原有實際利率貼現的估計未來現金流量)，並繼續解除貼現為利息收入。減值貸款及應收帳款的利息收入乃採用原有實際利率確認。

(e) 租金收入

租金收入在租賃期內以直線法於利潤表確認。

2.25 租賃(作為經營租約的承租人)

凡資產擁有權的絕大部分風險和回報由出租人保留的租賃，均列作經營租約。根據經營租約所付款項(扣除出租人已收的任何獎勵)在租期以直線法於利潤表扣除。

2 Summary of significant accounting policies

(Continued)

2.24 Revenue recognition (Continued)

(b) Subcontracting income

Subcontracting income is recognised when subcontracting services are provided.

(c) Concessionaire sales service income

Concessionaire sales service income is recognised when the sales services are provided.

(d) Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognised using the original effective interest rate.

(e) Rental income

Rental income is recognised in the income statement on a straight-line basis over the term of the lease.

2.25 Leases (as the lessee for operating leases)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

2 重要會計政策概要(續)

2.26 或然負債

或然負債乃因過去事件而可能產生的責任。有關責任存在與否有待一項或多項本集團未能全面控制的不明朗未來事件有否發生方可確認。或然負債亦可為因過去事件而產生的現時責任，並基於毋須損耗經濟資產或責任的數額無法可靠計量而無予以確認。

或然負債毋須確認，但會在合併財務報表披露。倘需要耗損的可能性有所變化而可能須要耗損資源，則會確認為撥備。

2.27 股息分派

向本公司股權持有人作出的股息分派在股息獲本公司股東或董事(倘適用)批准期間於本集團及本公司財務報表確認為負債。

2 Summary of significant accounting policies

(Continued)

2.26 Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

2.27 Dividend distributions

Dividend distributions to the Company's equity holders are recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors where appropriate.

3 金融風險管理

3.1 金融風險因素

本集團業務涉及多項金融風險：外匯風險、信貸風險、流動資金風險及現金流量及公平值利率風險。

本集團之風險管理計劃集中於不能預計的金融市場及在必要時尋求盡量減少對本集團財務表現之潛在不利影響。本集團並無使用衍生金融工具對沖外匯匯率及利率變動的風險。

(a) 外匯風險

本集團涉及多種貨幣(主要為人民幣及美元)的外匯風險。未來商業交易所產生的外匯風險確認為於海外業務的資產與負債以及淨投資。

於二零一二年十二月三十一日，倘中國人民幣兌港元增強5%(二零一一年：5%)，而全部其他可變因素保持不變，年內溢利及股權持有人權益將增加約16,984,000港元(二零一一年：12,638,000港元)，主要由於轉換以中國人民幣列值的現金及現金等價物、應收貿易及其他應收帳款以及應付貿易及其他應付帳款時的外匯收益。

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk and cash flow and fair value interest rate risk.

The Group's risk management programme focuses on the unpredictability of financial markets and, where considered necessary, seeks to minimise potential adverse effects on the Group's financial performance. The Group has not used derivative financial instruments to hedge its risk exposures to changes in foreign currency exchange rates and interest rates.

(a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Chinese Renminbi and United States Dollars. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, and net investments in foreign operations.

As at 31 December 2012, if Chinese Renminbi had strengthened by 5% (2011: 5%) against the Hong Kong Dollars with all other variables held constant, profit for the year and equity holders' equity would have been approximately HK\$16,984,000 (2011: HK\$12,638,000) higher mainly as a result of foreign exchange gains on translation of Chinese Renminbi denominated cash and cash equivalents, trade and other receivables, and trade and other payables.

3 金融風險管理(續)

3.1 金融風險因素(續)

(a) 外匯風險(續)

由於現時港元與美元掛鈎，故以美元列值的資產及負債的外匯風險被視為極低。

(b) 信貸風險

信貸風險來自現金及現金等價物、銀行存款以及就客戶承擔之信貸風險，包括未償還應收帳款及已承諾交易。

本集團的債務人可能受艱難經濟環境及較低流動資金之影響，進而影響彼等償還所欠本集團債務的能力。債務人經營環境惡化，亦可能影響管理層對現金流量的預測及應收款項減值的估計。就可取得相關資料，管理層已於彼等的減值估計中適當反映經修訂預期未來現金流的最新估計。

本集團已實施政策，確保銷售予擁有良好信貸紀錄的客戶。本集團定期對其客戶進行信貸評估／審閱。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Foreign exchange risk (Continued)

The foreign currency exchange exposure on assets and liabilities denominated in United States Dollars is considered to be minimal as Hong Kong Dollars is currently pegged to United States Dollars.

(b) Credit risk

Credit risk arises from cash and cash equivalents, deposits with banks, as well as credit exposures to customers, including outstanding receivables and committed transactions.

Debtors of the Group may be affected by the unfavourable economic conditions and the lower liquidity situation which could in turn impact their ability to repay the amounts owed to the Group. Deteriorating operating conditions for debtors may also have an impact on management's cash flow forecasts and assessment of the impairment of receivables. To the extent that information is available, management has properly reflected updated estimates of expected future cash flows in their impairment assessments.

The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. It performs periodic credit evaluations/reviews of its customers.

3 金融風險管理(續)

3.1 金融風險因素(續)

(b) 信貸風險(續)

應收貿易帳款主要來自擁有良好信貸紀錄的客戶。本集團授予其客戶的信貸期介乎30至90天。本集團的銷售大部分以記帳方式進行，而向少數客戶的銷售使用銀行發出的信用狀支付或由銀行發出的付款文件結算。

於二零一二年十二月三十一日，本集團來自一組客戶(二零一一年：一組客戶)的應收貿易帳款佔來自第三方人士的應收貿易帳款總額約74%(二零一一年：68%)(附註13)。本集團並無其他高度集中的信貸風險。

本集團之既有政策為存款以及現金及現金等價物僅存放在主要金融機構。由於該等金融機構過往並無拖欠歷史，故管理層預期彼等並不會有任何非表現虧損。

(c) 流動資金風險

審慎的流動資金風險管理包括維持現金充裕以及取得足夠之已承諾信貸融資。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Majority of trade receivables are with customers having an appropriate credit history. The Group grants its customers credit terms ranging from 30 to 90 days. Most of the Group's sales are on open account, while sales made to a small number of customers are covered by letters of credit issued by banks or settled by documents against payment issued by banks.

As at 31 December 2012, the Group's trade receivables due from one group of customers (2011: one group of customers) represent approximately 74% (2011: 68%) of its total trade receivables from third parties (Note 13). The Group has no other significant concentrations of credit risk.

The Group has policies to place deposits and cash and cash equivalents only with major financial institutions. Management does not expect any losses from non-performance by these financial institutions as they have no default history in the past.

(c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and the availability of funding from an adequate amount of committed credit facilities.

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險(續)

管理層根據預期現金流量監察本集團流動資金儲備的滾存預測，流動資金儲備包括未提取借貸融資及現金及現金等價物。本集團實體所持高於營運資金管理所需結餘的現金盈餘為於計息銀行帳戶及到期日不同之定期存款投資，或作為按上文所述預測釐定之充裕撥備資金。

下表按照於結算日餘下期間至合約到期日的有關到期組別分析本集團的金融負債。表中所披露金額為合約未折現現金流量。於二零一二年及二零一一年十二月三十一日，本公司的所有金融負債於一年內到期。由於折現的影響並不重大，故十二個月內到期的結餘與其帳面值相若。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

Management monitors rolling forecasts of the Group's liquidity reserve comprising undrawn borrowing facility and cash and cash equivalents on the basis of expected cash flows. Surplus cash held by Group entities over and above balances required for working capital management is invested in interest-bearing bank accounts and term deposits with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. As at 31 December 2012 and 2011, all financial liabilities of the Company are due within one year. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

3 金融風險管理(續)

3.1 金融風險因素(續)

(c) 流動資金風險(續)

		少於一年 Less than 1 year 千港元 HK\$'000	一至兩年 Between 1 and 2 years 千港元 HK\$'000	二至五年 Between 2 and 5 years 千港元 HK\$'000	合計 Total 千港元 HK\$'000
合併	Consolidated				
於二零一二年十二月三十一日	At 31 December 2012				
借貸及利息款項	Borrowings and interest payment	12,655	—	—	12,655
來自附屬公司非控股股東的貸款	Loan from non-controlling shareholder of a subsidiary	7,500	—	—	7,500
應付貿易帳款及票據	Trade and bills payable	271,836	—	—	271,836
應計帳款及其他應付帳款	Accruals and other payables	281,250	—	—	281,250
		573,241	—	—	573,241
於二零一一年十二月三十一日	At 31 December 2011				
借貸及利息款項	Borrowings and interest payment	4,772	—	—	4,772
來自附屬公司非控股股東的貸款	Loan from non-controlling shareholder of a subsidiary	7,500	—	—	7,500
應付貿易帳款及票據	Trade and bills payable	353,232	—	—	353,232
應計帳款及其他應付帳款	Accruals and other payables	262,818	—	—	262,818
		628,322	—	—	628,322

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

		少於一年 Less than 1 year 千港元 HK\$'000	一至兩年 Between 1 and 2 years 千港元 HK\$'000	二至五年 Between 2 and 5 years 千港元 HK\$'000	合計 Total 千港元 HK\$'000
合併	Consolidated				
於二零一二年十二月三十一日	At 31 December 2012				
借貸及利息款項	Borrowings and interest payment	12,655	—	—	12,655
來自附屬公司非控股股東的貸款	Loan from non-controlling shareholder of a subsidiary	7,500	—	—	7,500
應付貿易帳款及票據	Trade and bills payable	271,836	—	—	271,836
應計帳款及其他應付帳款	Accruals and other payables	281,250	—	—	281,250
		573,241	—	—	573,241
於二零一一年十二月三十一日	At 31 December 2011				
借貸及利息款項	Borrowings and interest payment	4,772	—	—	4,772
來自附屬公司非控股股東的貸款	Loan from non-controlling shareholder of a subsidiary	7,500	—	—	7,500
應付貿易帳款及票據	Trade and bills payable	353,232	—	—	353,232
應計帳款及其他應付帳款	Accruals and other payables	262,818	—	—	262,818
		628,322	—	—	628,322

3 金融風險管理(續)

3 Financial risk management (Continued)

3.1 金融風險因素(續)

3.1 Financial risk factors (Continued)

(c) 流動資金風險(續)

(c) Liquidity risk (Continued)

少於一年
Less than
1 year
千港元
HK\$'000

本公司 於二零一二年十二月三十一日	Company At 31 December 2012	
應計帳款及其他應付帳款	Accruals and other payables	7,461
應付附屬公司款項	Amount due to subsidiaries	395,224
		402,685
於二零一一年十二月三十一日	At 31 December 2011	
應計帳款及其他應付帳款	Accruals and other payables	14,473
應付附屬公司款項	Amount due to subsidiaries	134,748
		149,221

(d) 現金流量及公平值利率風險

(d) Cash flow and fair value interest-rate risk

於二零一二年十二月三十一日，本集團持有計息資產包括每年分別按3.3%（二零一一年：每年2.4%）、3.2%（二零一一年：每年3.1%）及1.4%（二零一一年：每年1.7%）的加權平均利率計息的已抵押銀行存款1,244,000港元（二零一一年：1,839,000港元），原有期限超過三個月銀行存款30,100,000港元（二零一一年：10,016,000港元）及短期銀行存款873,744,000港元（二零一一年：766,537,000港元）。該等結餘大部分按浮息計息。

As at 31 December 2012, the Group holds interest bearing asset including the pledged bank deposits of HK\$1,244,000 (2011: HK\$1,839,000), bank deposits with initial terms of over three months of HK\$30,100,000 (2011: HK\$10,016,000) and short-term bank deposits of HK\$873,744,000 (2011: HK\$766,537,000) which carried weighted average interest rates of 3.3% per annum (2011: 2.4% per annum), 3.2% per annum (2011: 3.1% per annum) and 1.4% per annum (2011: 1.7% per annum), respectively. Majority of these balances are at floating rates.

3 金融風險管理(續)

3.1 金融風險因素(續)

(d) 現金流量及公平值利率風險(續)

於二零一二年十二月三十一日，本集團亦持有聯營公司發行面值為31,200,000港元的可換股債券，按固定年利率5%（二零一一年：每年5%）計息。此外，本集團亦向聯營公司提供本金額為158,884,000港元（二零一一年：105,060,000港元）的貸款，按固定利率8%（二零一一年：每年8%）計息。

除於二零一二年十二月三十一日的短期借貸12,396,000港元（二零一一年：4,659,000港元）外，本集團並無其他重大計息負債。

於各自之結算日，倘利率增加1%，而全部其他可變因素保持不變，截至二零一二年十二月三十一日止年度本集團淨利潤將增加約8,901,000港元（二零一一年：7,737,000港元）。浮動主要由於已抵押銀行存款、原有期限超過三個月之銀行存款及短期銀行存款之利息收入及銀行借貸之利息開支所致。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(d) Cash flow and fair value interest-rate risk (Continued)

As at 31 December 2012, the Group also holds convertible bond issued by an associate with a face value of HK\$31,200,000 which bears fixed interest rates of 5% per annum (2011: 5% per annum). In addition, the Group also had loans to an associate with principal amount of HK\$ 158,884,000 (2011: HK\$ 105,060,000), which bears fixed interest rates of 8% (2011: 8% per annum).

Except for the short-term borrowings of HK\$12,396,000 as at 31 December 2012 (2011: HK\$4,659,000), the Group has no other significant interest-bearing liabilities.

At the respective balance sheet dates, if interest rates had been increased by one percentage-point and all other variables were held constant, the Group's net profit would increase by approximately HK\$8,901,000 for the year ended 31 December 2012 (2011: HK\$7,737,000). The fluctuation is attributable to interest income from pledged bank deposits, bank deposits with initial terms of over three months and short-term bank deposits, and interest expense on bank borrowings.

3 金融風險管理(續)

3.2 資本風險管理

本集團的資金管理目標為保障本集團能繼續營運，以為股東提供回報，同時兼顧其他權益相關者之利益，並維持最佳之資本結構以減低資金成本。為了維持或調整資本結構，本集團可能會調整向股東支付之股息金額、發行新股或出售資產以減低債務。

於二零一二年十二月三十一日，本集團處於淨現金狀況(借貸總額低於現金及現金等價物)。

與同行其他公司一致，本集團根據負債資產比率監察資本。該比率按借貸總額除以權益總額計算。

於二零一二年及二零一一年十二月三十一日之負債資產比率如下：

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
借貸總額(附註18)	Total borrowings (Note 18)	12,396	4,659
來自附屬公司非控股股東的貸款 (附註36(e))	Loan from non-controlling shareholder of a subsidiary (Note 36(e))	7,500	7,500
權益總額	Total equity	19,896 2,199,594	12,159 2,151,088
負債資產比率	Gearing ratio	0.9%	0.6%

上述負債資產比率增加主要由於額外的銀行借貸所致。

3 Financial risk management (Continued)

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for the Company's shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

As at 31 December 2012, the Group was in a net cash position (total borrowings were less than cash and cash equivalents).

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The gearing ratios at 31 December 2012 and 2011 were as follows:

The increase in the gearing ratio above resulted primarily from the additional bank borrowings.

3 金融風險管理(續)

3.3 公平值估計

評估金融工具公平值之方法分類如下:

- (i) 第一級: 相同資產或負債之活躍市場報價(未經調整)。
- (ii) 第二級: 除所報價格外, 資產或負債之可觀察直接(如價格)或間接(如源自價格者)輸入資料。
- (iii) 第三級: 並非根據可觀察市場數據釐定之資產或負債輸入資料。

3 Financial risk management (Continued)

3.3 Fair value estimation

The method by which the fair values of financial instruments are established are categorised as follows:

- (i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (ii) Level 2: inputs other than quoted prices that are observable for the asset or liability, either directly (for example, as prices) or indirectly (for example, derived from prices).
- (iii) Level 3: inputs for the asset or liability that are not based on observable market data.

第三級
Level 3
千港元
HK\$'000

於二零一二年十二月三十一日	As at 31 December 2012	
可供出售金融資產	Available-for-sale financial assets	—
按公平值計入溢利或虧損之金融資產	Financial assets at fair value through profit or loss	33,354
於二零一一年十二月三十一日	As at 31 December 2011	
可供出售金融資產	Available-for-sale financial assets	—
按公平值計入溢利或虧損之金融資產	Financial assets at fair value through profit or loss	31,790

本集團於在英屬處女群島註冊成立的非上市公司發行的可換股債券的投資分類為按公平值計入溢利或虧損之金融資產(附註11), 乃根據分級第三級按公平值計量。公平值透過採用估值技術釐定。該等估值技術涉及使用可觀察市場數據(若可供應用)及實體的具體估計。

The Group's investment in convertible bonds issued by an unlisted company incorporated in British Virgin Islands, which was classified as financial assets at fair value through profit or loss (Note 11), was measured at fair value according to Level 3 under the hierarchy. The fair value is determined by using valuation techniques. These valuation techniques involve the use of observable market data where it is available and entity specific estimates.

3 金融風險管理(續)

3.3 公平值估計(續)

本集團於在美利堅合眾國(「美國」)註冊成立的非上市公司之10%權益分類為可供出售金融資產(附註11(b))，乃根據分級第三級按公平值計量。於二零一二年十二月三十一日，可供出售金融資產公平值按照被投資公司之未經審核財務狀況，以「應佔資產淨值」法釐定，並按照市場慣例將非控股權益貼現。本估值方法與上年度一致。

下表呈列截至二零一二年十二月三十一日止年度第三級工具之變動：

		可供出售金融資產 Available-for-sale financial assets 千港元 HK\$'000	按公平值計入溢利或虧損之金融資產 Financial assets at fair value through profit or loss 千港元 HK\$'000
年初	Beginning of the year	—	31,790
可換股債券累計之利息收入	Interest income accrued from convertible bonds	—	1,564
年終	End of the year	—	33,354

帳面值減應收貿易帳款及應付貿易帳款減值撥備為其公平值之合理約數。由於要作出披露，以現時本集團就同類金融工具可獲市場利率折現計算未來合約現金流量而估計金融負債的公平值。

3 Financial risk management (Continued)

3.3 Fair value estimation (Continued)

The Group's 10% equity interest in an unlisted company incorporated in the United States of America ("USA"), which was classified as available-for-sale financial assets (Note 11(b)), was measured at fair value according to Level 3 under the hierarchy. The fair value of the available-for-sale financial assets was determined by using 'share of net asset' approach which was based on the unaudited financial position of the investee company as at 31 December 2012 with a discount for non-controlling interests according to the market practice. This valuation technique is consistent with the previous year.

The following table presents the changes in the carrying amounts of Level 3 instruments for the year ended 31 December 2012:

		可供出售金融資產 Available-for-sale financial assets 千港元 HK\$'000	按公平值計入溢利或虧損之金融資產 Financial assets at fair value through profit or loss 千港元 HK\$'000
年初	Beginning of the year	—	31,790
可換股債券累計之利息收入	Interest income accrued from convertible bonds	—	1,564
年終	End of the year	—	33,354

The carrying value less impairment provision of trade receivables and payables are a reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4 關鍵會計估計及判斷

本公司根據過往經驗及其他因素(包括在該等情況下相信為合理的未來事項預計)，對估計及判斷作持續評估。

本集團對未來作出估計及假設。由於屬於估計，所得會計估計甚少相等於有關的實際業績。有重大風險可能致使下個財務年度資產與負債帳面值出現重大調整的估計及假設如下。

(a) 物業、機器及設備及土地使用權減值

倘出現顯示物業、機器及設備及土地使用權帳面值可能無法收回的事件或環境變動，則須進行減值檢討。可收回數額乃根據使用價值計算或市場估值而釐定。該等計算須運用判斷及估計。

4 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Impairment of property, plant and equipment and land use rights

Property, plant and equipment and land use rights are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts are determined based on value-in-use calculations or market valuations. These calculations require the use of judgements and estimates.

4 關鍵會計估計及判斷(續)

(a) 物業、機器及設備及土地使用權減值(續)

釐定資產減值須運用管理層判斷，尤其為釐定：(i)是否已出現顯示有關資產值可能無法收回的事件；(ii)資產面值是否足以支持可收回數額(即公平值減出售成本或估計繼續在業務中使用資產所帶來的未來現金流量現值淨額二者較高者)；及(iii)現金流量預測所用的適當主要假設，包括該等現金流量是否以適當利率折現。管理層所挑選用作評估減值的假設(包括折現率)若有所變化，可能會對減值測試所用的現值淨額帶來重大影響，從而影響本集團財務狀況及經營業績。若預計表現及有關未來現金流量預測出現重大不利變動，則可能須在利潤表支銷減值開支。

4 Critical accounting estimates and judgements (Continued)

(a) Impairment of property, plant and equipment and land use rights (Continued)

Management judgement is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related asset value may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates, could materially affect the net present value used in the impairment test and as a result affect the Group's financial position and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to the income statement.

4 關鍵會計估計及判斷(續)

(b) 物業、機器及設備及無形資產的可使用年期及餘值

本集團管理層負責釐定物業、機器及設備及無形資產的估計可使用年期、餘值(如適用)及有關折舊／攤銷開支。該等估計基於具相近性質或功用的物業、機器及設備及無形資產的實際可使用年期的過往經驗，或基於使用價值計算或市場估值，參照本集團擬自無形資產使用中取得未來經濟利益的估計期間。倘可使用年期較之前估計的為短，管理層將提高折舊／攤銷開支，並將已報廢或出售的技術上過期或非策略資產撇銷或撇減。

實際經濟年期可能有異於估計可使用年期，實際餘值亦可能有異於估計餘值。定期檢討可能導致折舊年期及餘值變動，及因而對日後期間的折舊／攤銷支出產生影響。

(c) 估計商譽減值

本集團按照附註2.8所列會計政策每年就商譽是否出現減值進行測試。現金產生單位之可收回金額按照使用價值計算方法釐定。有關計算方法須使用估計(附註8)。

4 Critical accounting estimates and judgements (Continued)

(b) Useful lives and residual values of property, plant and equipment and intangible assets

The Group's management determines the estimated useful lives and residual values (if applicable) and consequently related depreciation/amortisation charges for its property, plant and equipment and intangible assets. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment and intangible assets of similar nature and functions, or based on value-in-use calculations or market valuations according to the estimated periods that the Group intends to derive future economic benefits from the use of intangible assets. Management will increase the depreciation/amortisation charge where useful lives are less than previously estimated lives, and it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

Actual economic lives may differ from estimated useful lives; and actual residual values may differ from estimated residual values. Periodic review could result in a change in depreciable lives and residual values and therefore depreciation/amortisation expense in future periods.

(c) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in Note 2.8. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates (Note 8).

4 關鍵會計估計及判斷(續)

(c) 估計商譽減值(續)

分配至高爾夫及高級時裝生產業務的商譽產生自收購昌迪集團，計入生產分部。截至二零一二年十二月三十一日止年度並無就該商譽確認任何減值。

倘此現金產生單位之使用價值計算方法所用預算毛利率較管理層於二零一二年十二月三十一日之估計低出1% (即21%而非22%)，釐訂該現金產生單位除稅前貼現率所用資本估計成本較管理層估計高出1% (即12%而非11%)，本集團仍不會就商譽確認減值。

(d) 估計商標減值

不論事件或情況變動何時顯示帳面值或不可收回，本集團即根據附註2.8所述的會計政策每年檢測商標是否遭受任何減值。商標之可收回金額已根據其使用價值及公平值減出售成本的較高者(即向熟悉情況並自願交易的交易方出售資產的金額減估計出售成本)而釐定。

截至二零一二年十二月三十一日止年度，並無就商標計提之減值(二零一一年：減值112,000,000港元)。

4 Critical accounting estimates and judgements (Continued)

(c) Estimated impairment of goodwill (Continued)

The goodwill being allocated to the golf and high-end fashion apparel manufacturing business resulted from the acquisition of Charmtech Group, which is included in the manufacturing segment. No impairment was recognised against this goodwill during the year ended 31 December 2012.

If the budgeted gross margin used in the value-in-use calculation for this CGU had been one percentage-point lower than management's estimates at 31 December 2012 (that is, 21% instead of 22%), and the estimated cost of capital used in determining the pre-tax discount rate for the CGU had been one percentage-point higher than management's estimates (that is, 12% instead of 11%), still no impairment against goodwill would be recognised by the Group.

(d) Estimated impairment of trademarks

The Group tests whether the trademarks have suffered any impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable in accordance with the accounting policy stated in Note 2.8. The recoverable amount of the trademarks has been determined as the higher of its value in use and its fair value less costs to sell, i.e., the amount for which the asset could be sold between knowledgeable and willing parties, net of estimated costs of disposal.

No impairment (2011: an impairment of HK\$112,000,000) was charged against the trademarks during the year ended 31 December 2012.

4 關鍵會計估計及判斷(續)

(e) 存貨可變現淨值

存貨的可變現淨值為一般業務中的估計出售價並扣除估計完工成本及出售開支。該等估計乃根據現時市況及生產與出售相近性質產品的過往經驗而作出，並會因客戶口味及競爭對手面對市況變動所作行動不同而有重大差異。管理層於各報告期末重新評估該等估計。

(f) 應收貿易帳款、票據及其他應收帳款

本集團管理層按應收帳款的可收回程度評估就應收貿易帳款、票據及其他應收帳款計提的減值撥備。該等評估乃根據客戶及其他債務人的信貸紀錄及現時市況而作出，須要運用判斷及估計。管理層於各報告期末重新評估撥備。

(g) 所得稅

本集團須繳納多個司法權區的所得稅。釐訂所得稅撥備時需要作出重大判斷。在日常業務中有大量未能確定最終稅項的交易及計算。本集團按是否須繳納額外稅項而確認預計稅務審核事宜的負債。倘該等事宜的最終稅務結果有異於最初紀錄的數額，有關差額將會影響釐定有關數額期間的即期所得稅及遞延所得稅撥備。

4 Critical accounting estimates and judgements (Continued)

(e) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and selling expenses. These estimates are based on current market conditions and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at the end of each reporting period.

(f) Trade, bills and other receivables

The Group's management determines the provision for impairment of trade, bills and other receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of customers and other debtors and current market conditions, and requires the use of judgements and estimates. Management reassesses the provision at the end of each reporting period.

(g) Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current income tax and deferred income tax provisions in the period in which such determination is made.

4 關鍵會計估計及判斷(續)

(g) 所得稅(續)

倘管理層預計有未來應課稅溢利可動用暫時差額或稅項虧損時，將會確認暫時差額及稅項虧損有關的遞延所得稅資產。管理層於各報告期末重估其預期。

(h) 可換股債券的公平值

並無於活躍市場買賣的金融工具的公平值乃透過使用估值技術釐定。本集團採用其判斷選擇多種方法及主要根據各報告期末當時的市況作出假設。本集團就並無在活躍市場買賣的按公平值透過損益列帳的金融資產採用貼現現金流分析。

5 分部資料

最高營運決策者為由本公司董事會執行董事組成之執行委員會。執行委員會審閱本集團內部申報，以評估表現及分配資源，並根據內部申報呈報分部表現。

4 Critical accounting estimates and judgements (Continued)

(g) Income taxes (Continued)

Deferred income tax assets relating to temporary differences and tax losses are recognised when management expects it is probable that future taxable profits will be available to utilise the temporary differences or tax losses. Management reassesses its expectation at the end of each reporting period.

(h) Fair value of convertible bonds

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgement to select a variety of methods and make assumptions that are mainly based on market condition existing at the end of each reporting period. The Group has used discounted cash flow analysis for financial asset at fair value through profit or loss that are not traded in active markets.

5 Segment Information

The chief operating decision-maker has been identified as the Executive Committee comprising the executive directors of the Company's Board of Directors. The Executive Committee reviews the Group's internal reporting in order to assess performance and allocate resources and report segment performance based on internal reporting.

5 分部資料(續)

執行委員會主要從業務營運角度審閱本集團之表現。本集團有兩個主要業務分部，即(i)生產及(ii)分銷及零售。生產分部指主要根據原設備生產商模式安排生產運動服、高爾夫球及高級時尚服飾及活動與戶外服裝予主要位於歐洲、北美洲及中國大陸的客戶。分銷及零售分部指在中國大陸及香港分銷及零售運動服、鞋類、配件及體育器材。已終止經營業務指已於二零一二年六月三十日終止之Umbro分銷業務(附註32(b))。

執行委員會根據各分部之經營業績，評估經營分部之表現，惟不包括非經常性盈利及開支之影響，以及各經營分部業績內之融資收入及融資成本。向執行委員會提供之其他資料乃按與合併財務報表一致之方式計量。

5 Segment Information (Continued)

The Executive Committee reviews the performance of the Group mainly from a business operation perspective. The Group is organised into two main business segments, namely (i) Manufacturing, and (ii) Distribution and Retail. The Manufacturing segment represents manufacturing of sportswear, golf and high-end fashion apparel, and active and outer wear, primarily under OEM arrangements to customers mainly in Europe, North America and Mainland China. The Distribution and Retail segment represents the distribution and retail of sportswear, footwear, accessories and sports equipment in Mainland China and Hong Kong. The discontinued operations represent the Umbro distribution business which was terminated on 30 June 2012 (Note 32(b)).

The Executive Committee assesses the performance of the operating segments based on a measure of operating results of each segment, which excludes the effects of non-recurring earnings and expenditures and finance income and finance costs in the result for each operating segment. Other information provided to the Executive Committee is measured in a manner consistent with that in the consolidated financial statements.

5 分部資料(續)

截至二零一二年十二月三十一日止年度
之分部業績如下：

5 Segment Information (Continued)

The segment results for the year ended 31 December 2012
are as follows:

		生產 Manufacturing 千港元 HK\$'000	分銷及零售 Distribution and retail 千港元 HK\$'000	持續經營 業務總額 Total continuing operations 千港元 HK\$'000	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro distribution business) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
分部總收益	Total segment revenue	2,829,014	252,815	3,081,829	10,656	3,092,485
分部間收益	Inter-segment revenue	(4,571)	—	(4,571)	—	(4,571)
收益	Revenue	2,824,443	252,815	3,077,258	10,656	3,087,914
經營溢利(虧損)/ 分部業績	Operating profit (loss)/segment results	175,888	(51,332)	124,556	8,694	133,250
融資收入	Finance income					27,211
融資成本	Finance costs					(2,330)
應佔聯營公司溢利	Share of profits of associates	4,249	—	4,249	—	4,249
除所得稅前溢利	Profit before income tax					162,380
所得稅開支	Income tax expense					(42,353)
年度溢利	Profit for the year					120,027

5 分部資料(續)

截至二零一二年十二月三十一日止年度
計入合併利潤表之其他分部項目如下：

5 Segment Information (Continued)

Other segment items included in the consolidated income statement for the year ended 31 December 2012 are as follows:

		分銷及零售 Distribution and retail	持續經營 業務總額 Total continuing operations	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro business)	總計 Total
	生產 Manufacturing	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
土地使用權攤銷	Amortisation of land use rights	565	—	565	565
物業、機器及設備折舊	Depreciation of property, plant and equipment	79,719	12,365	92,084	92,091
無形資產攤銷	Amortisation of intangible assets	—	1,408	1,408	1,408
物業、機器及設備減值	Impairment of property, plant and equipment	—	2,837	2,837	3,171
存貨減值淨額	Impairment of inventories, net	31,243	16,064	47,307	47,307
應收帳款減值/(撥回)淨額	Impairment/(write-back) of receivables, net	1,127	(1,428)	(301)	(2,666)
出售物業、機器及設備虧損/(收益)淨額	Loss/(gain) on disposal of property, plant and equipment, net	706	—	706	599

5 分部資料(續)

截至二零一一年十二月三十一日止年度
之分部業績如下：

5 Segment Information (Continued)

The segment results for the year ended 31 December 2011
are as follows:

		生產 Manufacturing	分銷及零售 Distribution and retail	持續經營 業務總額 Total continuing operations	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro distribution business)	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
分部總收益	Total segment revenue	2,937,735	263,595	3,201,330	113,099	3,314,429
分部間收益	Inter-segment revenue	(1,396)	—	(1,396)	—	(1,396)
收益	Revenue	2,936,339	263,595	3,199,934	113,099	3,313,033
經營溢利(虧損)/ 分部業績	Operating profit (loss)/segment results	165,122	(168,074)	(2,952)	161,654	158,702
融資收入	Finance income					13,660
融資成本	Finance costs					(2,411)
應佔聯營公司虧損	Share of losses of associates	(349)	—	(349)	—	(349)
除所得稅前溢利	Profit before income tax					169,602
所得稅開支	Income tax expense					(28,919)
年度溢利	Profit for the year					140,683

5 分部資料(續)

截至二零一一年十二月三十一日止年度
計入合併利潤表之其他分部項目如下：

		生產 Manufacturing	分銷及零售 Distribution and retail	持續經營 業務總額 Total continuing operations	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro distribution business)	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
土地使用權攤銷	Amortisation of land use rights	1,020	—	1,020	—	1,020
物業、機器及設備折舊	Depreciation of property, plant and equipment	79,526	11,150	90,676	4,353	95,029
無形資產攤銷	Amortisation of intangible assets	—	4,314	4,314	—	4,314
物業、機器及設備減值	Impairment of property, plant and equipment	—	2,746	2,746	9,487	12,233
無形資產減值	Impairment of intangible assets	—	112,000	112,000	14,851	126,851
可供出售金融資產減值	Impairment of available-for-sale financial assets	500	—	500	—	500
存貨減值/(撥回)淨額	Impairment/(write-back) of inventories, net	8,307	4,475	12,782	(1,086)	11,696
應收帳款減值淨額	Impairment of receivables, net	275	7,362	7,637	13,568	21,205
出售物業、機器及設備虧損	Loss on disposal of property, plant and equipment	29	7	36	719	755
終止分銷權收益 (附註32(b))	Gain on termination of distribution rights (Note 32(b))	—	—	—	(214,500)	(214,500)

分部間交易乃按集團旗下公司共同協定的條款進行。

分部資產主要包括土地使用權、物業、機器及設備、無形資產、於聯營公司的投資、按公平值計入溢利或虧損之金融資產、存貨、應收貿易帳款及票據及其他應收帳款、現金及現金等價物、已抵押銀行存款與原有期限超過三個月的銀行存款。未分類資產主要包括持作企業用途的現金及現金等價物、可收回稅項及遞延所得稅資產。

分部負債主要包括經營負債。未分類負債主要包括遞延所得稅負債及即期所得稅負債。

5 Segment Information (Continued)

Other segment items included in the consolidated income statement for the year ended 31 December 2011 are as follows:

		生產 Manufacturing	分銷及零售 Distribution and retail	持續經營 業務總額 Total continuing operations	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro distribution business)	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
土地使用權攤銷	Amortisation of land use rights	1,020	—	1,020	—	1,020
物業、機器及設備折舊	Depreciation of property, plant and equipment	79,526	11,150	90,676	4,353	95,029
無形資產攤銷	Amortisation of intangible assets	—	4,314	4,314	—	4,314
物業、機器及設備減值	Impairment of property, plant and equipment	—	2,746	2,746	9,487	12,233
無形資產減值	Impairment of intangible assets	—	112,000	112,000	14,851	126,851
可供出售金融資產減值	Impairment of available-for-sale financial assets	500	—	500	—	500
存貨減值/(撥回)淨額	Impairment/(write-back) of inventories, net	8,307	4,475	12,782	(1,086)	11,696
應收帳款減值淨額	Impairment of receivables, net	275	7,362	7,637	13,568	21,205
出售物業、機器及設備虧損	Loss on disposal of property, plant and equipment	29	7	36	719	755
終止分銷權收益 (附註32(b))	Gain on termination of distribution rights (Note 32(b))	—	—	—	(214,500)	(214,500)

Inter-segment transactions are conducted at terms mutually agreed among group companies.

Segment assets consist primarily of land use rights, property, plant and equipment, intangible assets, investments in associates, financial assets at fair value through profit or loss, inventories, trade, bills and other receivables, cash and cash equivalents, pledged bank deposits and bank deposits with initial terms of over three months. Unallocated assets mainly comprise cash and cash equivalents held for corporate uses, tax recoverables and deferred income tax assets.

Segment liabilities comprise mainly operating liabilities. Unallocated liabilities mainly comprise deferred income tax liabilities and current income tax liabilities.

5 分部資料(續)

資本開支包括土地使用權、物業、機器及設備及無形資產的添置，包括透過業務合併的收購所產生的添置。

於二零一二年十二月三十一日之分部資產及負債及截至二零一二年十二月三十一日止年度的資本開支如下：

5 Segment Information (Continued)

Capital expenditure comprises additions to land use rights, property, plant and equipment, and intangible assets, including additions resulting from acquisitions through business combinations.

The segment assets and liabilities at 31 December 2012 and capital expenditure for the year then ended are as follows:

		生產 Manufacturing	分銷及零售 Distribution and retail	持續經營 業務總額 Total continuing operations	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro distribution business)	未分類 Unallocated	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資產	Assets	1,948,013	427,766	2,375,779	698	421,037	2,797,514
聯營公司	Associates	38,032	—	38,032	—	—	38,032
總資產	Total assets	1,986,045	427,766	2,413,811	698	421,037	2,835,546
總負債	Total liabilities	516,905	56,077	572,982	4,445	58,525	635,952
資本開支	Capital expenditure	132,803	8,423	141,226	—	—	141,226

合併財務報表附註 Notes to the Consolidated Financial Statements

5 分部資料(續)

於二零一一年十二月三十一日之分部資產及負債及截至二零一一年十二月三十一日止年度的資本開支如下：

		生產 Manufacturing	分銷及零售 Distribution and retail	持續經營 業務總額 Total continuing operations	已終止經營業務 總額(Umbro 分銷業務) Total discontinued operations (Umbro distribution business)	未分類 Unallocated	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資產	Assets	2,311,186	387,133	2,698,319	53,260	102,837	2,854,416
聯營公司	Associates	33,010	—	33,010	—	—	33,010
總資產	Total assets	2,344,196	387,133	2,731,329	53,260	102,837	2,887,426
總負債	Total liabilities	574,097	54,112	628,209	25,222	82,907	736,338
資本開支	Capital expenditure	66,364	11,100	77,464	960	—	78,424

按地區劃分，本集團來自外來客戶之收益如下：

The Group's revenue from external customers by geographical location is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
收益	Revenue		
香港	Hong Kong	238,899	210,095
中國大陸	Mainland China	554,212	635,992
其他亞洲國家	Other Asian countries	484,354	578,078
歐洲	Europe	1,210,634	1,213,188
美利堅合眾國	United States of America	244,950	236,235
加拿大	Canada	50,125	57,441
其他	Others	294,084	268,905
		3,077,258	3,199,934

5 分部資料(續)

本集團按地區劃分之收益乃根據產品最終付運目的地釐定。

5 Segment Information (Continued)

The Group's revenue by geographical location is determined by the final destination of delivery of the products.

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
分類收益分析	Analysis of revenue by category		
銷售貨品	Sales of goods	3,066,981	3,189,850
提供分包服務	Provision of subcontracting services	8,010	7,714
提供特許專櫃銷售 服務收入	Provision of concessionaire sales service income	2,267	2,370
		3,077,258	3,199,934

按地區劃分之非流動資產(金融工具及遞延所得稅資產除外)總額如下:

The total of non-current assets other than financial instruments and deferred income tax assets by geographical location is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
香港	Hong Kong	44,693	36,336
中國大陸	Mainland China	570,082	612,845
其他國家	Other countries	156,638	45,845
		771,413	695,026

截至二零一二年十二月三十一日止年度，收益約2,478,343,000港元(二零一一年：2,536,955,000港元)，佔本集團總收益80.5%(二零一一年：79.3%)，乃來自單一組別外來客戶。此等收益乃源自生產業務。

For the year ended 31 December 2012, revenues of approximately HK\$2,478,343,000 (2011: HK\$2,536,955,000), representing 80.5% (2011: 79.3%) of the Group's total revenue, were derived from a single group of external customers. These revenues are attributable to the manufacturing business.

6 土地使用權－合併

本集團所擁有的土地使用權權益即預付經營租賃款項及其帳面淨值分析如下：

6 Land use rights – Consolidated

The Group's interests in land use rights represent prepaid operating lease payments and their net book amounts are analysed as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
在中國大陸持有： 土地使用權介乎 10至50年	In Mainland China held on: Land use rights of between 10 and 50 years	19,226	19,733
年初	Beginning of the year	19,733	40,066
匯兌差額	Exchange differences	58	1,150
攤銷	Amortisation	(565)	(1,020)
列入持作出售非流動資產 的土地使用權 (附註32(a))	Land use rights classified as non-current assets held for sale (Note 32(a))	—	(20,463)
年終	End of the year	19,226	19,733

預付經營租賃款項的攤銷已計入一般及行政開支。

Amortisation of prepaid operating lease payments has been included in general and administrative expenses.

合併財務報表附註 Notes to the Consolidated Financial Statements

7 物業、機器及設備－合併

7 Property, plant and equipment – Consolidated

		永久業權							
		土地	土地及樓宇	租賃物業裝修	廠房及機器	傢俬及設備	汽車及遊艇	在建工程	總計
		Freehold lands	Land and buildings	Leasehold improvements	Plant and machinery	Furniture and equipment	Motor vehicles and yacht	Construction in progress	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一一年一月一日	At 1 January 2011								
成本	Cost	2,700	152,162	262,570	436,965	184,365	35,213	8,229	1,082,204
累計折舊及減值	Accumulated depreciation and impairment	—	(20,739)	(112,297)	(202,303)	(136,953)	(15,914)	—	(488,206)
帳面淨值	Net book amount	2,700	131,423	150,273	234,662	47,412	19,299	8,229	593,998
截至二零一一年十二月三十一日止年度	Year ended 31 December 2011								
年初帳面淨值	Opening net book amount	2,700	131,423	150,273	234,662	47,412	19,299	8,229	593,998
匯兌差額	Exchange differences	—	2,494	5,787	6,400	1,218	207	457	16,563
添置	Additions	—	2,300	14,923	34,264	17,380	4,466	5,091	78,424
轉撥	Transfers	—	—	1,256	—	—	—	(1,256)	—
出售	Disposals	—	—	—	—	(790)	(255)	—	(1,045)
減值	Impairment	—	—	(705)	—	(11,299)	(229)	—	(12,233)
折舊	Depreciation	—	(4,557)	(27,014)	(39,542)	(20,047)	(3,869)	—	(95,029)
轉撥至已終止經營業務 (附註32(b))	Transferred to discontinued operations (Note 32(b))	—	—	—	—	(341)	—	—	(341)
年終帳面淨值	Closing net book amount	2,700	131,660	144,520	235,784	33,533	19,619	12,521	580,337
於二零一一年十二月三十一日	At 31 December 2011								
成本	Cost	2,700	157,257	287,317	480,022	115,063	38,008	12,521	1,092,888
累計折舊及減值	Accumulated depreciation and impairment	—	(25,597)	(142,797)	(244,238)	(81,530)	(18,389)	—	(512,551)
帳面淨值	Net book amount	2,700	131,660	144,520	235,784	33,533	19,619	12,521	580,337
截至二零一二年十二月三十一日止年度	Year ended 31 December 2012								
年初帳面淨值	Opening net book amount	2,700	131,660	144,520	235,784	33,533	19,619	12,521	580,337
匯兌差額	Exchange differences	333	344	1,602	1,194	90	45	480	4,088
添置	Additions	42,615	3,150	17,335	12,016	12,675	5,193	48,242	141,226
轉撥	Transfers	—	—	715	—	—	—	(715)	—
出售	Disposals	—	—	(1,083)	(143)	(99)	(491)	—	(1,816)
減值	Impairment	—	—	(623)	—	(2,214)	—	—	(2,837)
折舊	Depreciation	—	(5,020)	(27,248)	(39,442)	(15,770)	(4,604)	—	(92,084)
年終帳面淨值	Closing net book amount	45,648	130,134	135,218	209,409	28,215	19,762	60,528	628,914
於二零一二年十二月三十一日	At 31 December 2012								
成本	Cost	45,648	160,860	304,289	493,778	127,877	40,309	60,528	1,233,289
累計折舊及減值	Accumulated depreciation and impairment	—	(30,726)	(169,071)	(284,369)	(99,662)	(20,547)	—	(604,375)
帳面淨值	Net book amount	45,648	130,134	135,218	209,409	28,215	19,762	60,528	628,914

7 物業、機器及設備－合併(續)

永久業權土地位於約旦哈希姆王國及柬埔寨。

在合併利潤表確認的折舊開支分析如下：

7 Property, plant and equipment – Consolidated (Continued)

Freehold lands are located in the Hashemite Kingdom of Jordan and Cambodia.

Depreciation expense recognised in the consolidated income statement is analysed as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
銷售成本	Cost of sales	54,898	54,879
一般及行政開支	General and administrative expenses	37,186	40,150
		92,084	95,029

減值虧損2,837,000港元(二零一一年：12,233,000港元)已計入一般及行政開支內。

Impairment loss included in general and administrative expenses amounted to HK\$2,837,000 (2011: HK\$12,233,000).

8 無形資產 — 合併

8 Intangible assets — Consolidated

		商標 Trademarks 千港元 HK\$'000	商譽 Goodwill 千港元 HK\$'000	客戶關係 Customer relationships 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一一年一月一日	At 1 January 2011				
成本	Cost	221,387	87,461	2,219	311,067
累計攤銷及減值	Accumulated amortisation and impairment	(76,877)	(39,058)	(2,219)	(118,154)
帳面淨值	Net book amount	144,510	48,403	—	192,913
截至二零一一年十二月三十一日止年度	Year ended 31 December 2011				
年初帳面淨值	Opening net book amount	144,510	48,403	—	192,913
匯兌差額	Exchange differences	—	198	—	198
攤銷	Amortisation	(4,314)	—	—	(4,314)
減值	Impairment	(112,000)	(14,851)	—	(126,851)
年終帳面淨值	Closing net book amount	28,196	33,750	—	61,946
於二零一一年十二月三十一日	At 31 December 2011				
成本	Cost	221,387	72,808	2,219	296,414
累計攤銷及減值	Accumulated amortisation and impairment	(193,191)	(39,058)	(2,219)	(234,468)
帳面淨值	Net book amount	28,196	33,750	—	61,946
截至二零一二年十二月三十一日止年度	Year ended 31 December 2012				
年初帳面淨值	Opening net book amount	28,196	33,750	—	61,946
攤銷	Amortisation	(1,408)	—	—	(1,408)
年終帳面淨值	Closing net book amount	26,788	33,750	—	60,538
於二零一二年十二月三十一日	At 31 December 2012				
成本	Cost	221,387	72,808	2,219	296,414
累計攤銷及減值	Accumulated amortisation and impairment	(194,599)	(39,058)	(2,219)	(235,876)
帳面淨值	Net book amount	26,788	33,750	—	60,538

8 無形資產 — 合併(續)

攤銷1,408,000港元(二零一一年:攤銷及減值虧損131,165,000港元)已計入一般及行政開支內。

商標減值測試:

商標指在中國大陸、香港及澳門使用「*Diadora*」商標生產及銷售附帶「*Diadora*」商標的產品的權利。商標的可收回金額乃參照其公平值減出售成本的金額(即向熟悉情況並自願交易的交易方出售資產的金額減估計出售成本)而釐定。

截至二零一二年十二月三十一日止年度,根據所進行的減值評估,概無確認減值虧損(二零一一年:減值虧損112,000,000港元)。

8 Intangible assets — Consolidated (Continued)

Amortisation of HK\$1,408,000 (2011: amortisation and impairment loss of HK\$131,165,000) was included in general and administrative expenses.

Impairment test for trademarks:

Trademarks represent the rights to use the '*Diadora*' trademarks for the manufacture and sale of products bearing the '*Diadora*' trademarks in Mainland China, Hong Kong and Macau. The recoverable amount of the trademarks is determined by reference to its fair value less costs to sell, i.e. the amount for which the asset could be sold between knowledgeable and willing parties, net of estimated costs of disposal.

During the year ended 31 December 2012, no impairment loss (2011: an impairment loss of HK\$112,000,000) was recognised based on the impairment assessment performed.

8 無形資產 — 合併(續)

商譽減值測試：

商譽分配至根據業務分部及地理位置劃分之本集團現金產生單位如下：

8 Intangible assets — Consolidated (Continued)

Impairment tests for goodwill:

Goodwill is allocated to the Group's CGUs identified according to business segment and geographical location and is as follows:

帳面淨值	Net book amount	已終止經營	高爾夫球及	總計
		業務 — Umbro 分銷業務 Discontinued operations — Umbro distribution business 千港元 HK\$'000	高級時尚 服飾生產 Golf and high- end fashion apparel manufacturing 千港元 HK\$'000	
於二零一一年一月一日	As at 1 January 2011	14,653	33,750	48,403
匯兌差額	Exchange difference	198	—	198
減值(附註32(b))	Impairment (Note 32(b))	(14,851)	—	(14,851)
於二零一一年十二月三十一日	As at 31 December 2011	—	33,750	33,750
於二零一二年一月一日 及十二月三十一日	As at 1 January and 31 December 2012	—	33,750	33,750

8 無形資產 — 合併(續)

現金產生單位的可回收金額乃根據使用價值計算方法釐定。該等計算使用根據管理層就高爾夫球及高級時尚服飾生產業務批准的五年期及運動服分銷業務批准的一年期財務預算而計算的稅前現金流量預測。超出經批准預算所涵蓋期間之現金流量以下文所呈列之主要假設推算。增長率不超過現金產生單位所經營業務的長期平均增長率。

8 Intangible assets — Consolidated (Continued)

The recoverable amounts of the CGUs are determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period for the golf and high-end fashion apparel manufacturing business and one-year for the sportswear distribution business. Cash flows beyond the period covered in approved budgets are extrapolated using the key assumptions stated below. The growth rates do not exceed the long-term average growth rates for the businesses in which the cash-generating units operate.

		二零一二年 2012	二零一一年 2011	
		高爾夫球及 高級時尚 服飾生產 Golf and high-end fashion apparel manufacturing	高爾夫球及 高級時尚 服飾生產 Golf and high-end fashion apparel manufacturing	已終止經營業務 — Umbro 分銷業務 Discontinued operations — Umbro distribution business
預算毛利率	Budgeted gross margin	22%	26%	11%
用作推算超出預算期 現金流量之增長率	Growth rate used to extrapolate cashflows beyond the budget period	2%	2%	0%
稅前貼現率	Pre-tax discount rate	11%	11%	未貼現 undiscounted

管理層根據過往表現及其對市場發展的預期釐定預算毛利率。

Management determined budgeted gross margin based on past performance and its expectations of market development.

截至二零一二年十二月三十一日止年度，並無就高爾夫球及高級時尚服飾生產業務現金產生單位確認減值。

No impairment was recognised in respect of the golf and high-end fashion apparel manufacturing business CGU during the year ended 31 December 2012.

9 於附屬公司之投資—本公司

9 Investments in subsidiaries – Company

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
投資非上市股份， 按成本入帳	Investment in unlisted shares, at cost	538,341	538,341
應收附屬公司金額 (附註(a))	Amounts due from subsidiaries, (Note (a))	894,752	967,016
		1,433,093	1,505,357

下列為於二零一二年十二月三十一日的主要附屬公司(均未上市)詳情：

The following are details of principal subsidiaries, all of which are unlisted, as at 31 December 2012:

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行股本詳情 Particulars of issued share capital	歸屬於集團之權益 Percentage of equity interest attributable to the Group		主要業務及營運地點 Principal activities and place of operation
			二零一二年 2012	二零一一年 2011	
寶嘉亞洲有限公司 Bowker Asia Limited	英屬處女群島(「處女群島」)， 有限責任公司 British Virgin Islands ("BVI"), limited liability company	100美元 US\$100	100%	100%	買賣成衣產品／香港 Trading of garment products/ Hong Kong
寶嘉製衣配料(河源)有限公司 Bowker Garment Accessories (Heyuan) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	4,200,000美元 US\$4,200,000	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
寶嘉製衣配料有限公司 Bowker Garment Accessories Company Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	100%	100%	投資控股及買賣成衣產品／香港 Investment holding and trading of garment products/Hong Kong
Bowker Garment Factory (Cambodia) Company Limited	柬埔寨，有限責任公司 Cambodia, limited liability Company	柬埔寨瑞爾4,000,000 KHR4,000,000	100%	—	生產成衣產品／柬埔寨 Manufacturing of garment products/Cambodia
Bowker Garment Investment (Cambodia) Company Limited	柬埔寨，有限責任公司 Cambodia, limited liability Company	柬埔寨瑞爾4,000,000 KHR4,000,000	100%	—	物業持有／柬埔寨 Property holding/Cambodia

合併財務報表附註 Notes to the Consolidated Financial Statements

9 於附屬公司之投資—本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行股本詳情 Particulars of issued share capital	歸屬於集團之權益 Percentage of equity interest attributable to the Group		主要業務及營運地點 Principal activities and place of operation
			二零一二年 2012	二零一一年 2011	
寶嘉製衣廠(雲浮)有限公司 Bowker Garment Factory (Yunfu) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	22,000,000港元 HK\$22,000,000	85%	85%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
寶嘉製衣廠有限公司 Bowker Garment Factory Company Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元普通股 200,000港元非投票 遞延股份(附註(b)) HK\$10,000 ordinary HK\$200,000 non-voting deferred (Note (b))	100%	100%	買賣成衣產品／香港 Trading of garment products/ Hong Kong
寶嘉印花廠(河源)有限公司 Bowker Printing Factory (Heyuan) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	55,508,460港元 HK\$55,508,460	100%	100%	生產印花及刺繡產品／中國大陸 Manufacturing of printing and embroidery products/ Mainland China
寶嘉運動服裝(河源)有限公司 Bowker Sportswear (Heyuan) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	15,400,000美元 US\$15,400,000	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
寶嘉創業製衣廠(雲浮)有限公司 Bowker Venture Garment (Yunfu) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	80,000,000港元 HK\$80,000,000	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
Bowker (Vietnam) Garment Factory Company Limited	越南，有限責任公司 Vietnam, limited liability company	15,600,000港元 HK\$15,600,000	100%	100%	生產成衣產品／越南 Manufacturing of garment products/Vietnam
寶嘉越南(控股)有限公司 Bowker Vietnam Holding Limited	香港，有限責任公司 Hong Kong, limited liability company	1,000,000港元 HK\$1,000,000	100%	100%	投資控股及買賣成衣產品／香港 Investment holding and trading of garment products/Hong Kong
寶嘉耀華(惠州)製衣有限公司 Bowker Yao Wao (Huizhou) Garment Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	16,000,000港元 HK\$16,000,000	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China

9 於附屬公司之投資—本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行股本詳情 Particulars of issued share capital	歸屬於集團之權益 Percentage of equity interest attributable to the Group		主要業務及營運地點 Principal activities and place of operation
			二零一二年 2012	二零一一年 2011	
寶嘉怡昇製衣廠(河源)有限公司 Bowker Yee Sing Garment Factory (Heyuan) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	120,000,000港元 HK\$120,000,000	71%	71%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
昌迪實業有限公司 Charmtech Industrial Limited	香港，有限責任公司 Hong Kong, limited liability company	50,000港元 HK\$50,000	75%	75%	投資控股及買賣成衣產品／香港 Investment holding and trading of garment products/Hong Kong
昌迪(清遠)製衣有限公司 Charmtech (Qing Yuan) Garment Manufacturing Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	12,112,242港元 HK\$12,112,242	75%	75%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
Corus Investments Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	#100%	#100%	物業持有／香港 Property holding/Hong Kong
迪亞多納體育用品(深圳)有限公司 Diadora Sportswear (Shenzhen) Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	人民幣110,000,000元 RMB110,000,000	60%	60%	買賣及零售成衣產品／中國大陸 Trading and retailing of garment products/ Mainland China
廣州富堡體育用品有限公司 Guangzhou Win Sports Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	20,000,000港元 HK\$20,000,000	75%	75%	買賣及零售成衣產品／中國大陸 Trading and retailing of garment products/ Mainland China
廣州市裕明製衣有限公司 Guangzhou Yuming Garment Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	3,800,000港元 HK\$3,800,000	70%	70%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China
開平永嘉紡織有限公司 Kaiping Win Hanverky Textile Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	5,522,813美元 US\$5,522,813	100%	100%	生產及買賣紡織品／中國大陸 Manufacturing and trading of fabrics/Mainland China
清遠寶昌製衣有限公司 Qing Yuan BowCharm Garment Manufacturing Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	17,500,000港元 HK\$17,500,000	75%	75%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China

合併財務報表附註 Notes to the Consolidated Financial Statements

9 於附屬公司之投資—本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行股本詳情 Particulars of issued share capital	歸屬於集團之權益 Percentage of equity interest attributable to the Group		主要業務及營運地點 Principal activities and place of operation
			二零一二年 2012	二零一一年 2011	
Portico II Limited	加拿大，有限責任公司 Canada, limited liability company	100加元 CA\$100	100%	100%	提供代理服務/加拿大 Provision of agency service/ Canada
裕方(香港)有限公司 Rich Form (HK) Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	70%	70%	買賣成衣產品/香港 Trading of garment products/ Hong Kong
雲浮市寶城製衣廠有限公司 Sport City Garment Factory Company Limited	中國大陸，外資合營企業 Mainland China, foreign equity joint venture	550,000美元 US\$550,000	72.7%	72.7%	生產成衣產品/中國大陸 Manufacturing of garment products/Mainland China
運動站有限公司 Sports Corner Limited	香港，有限責任公司 Hong Kong, limited liability company	500,000港元 HK\$500,000	75%	75%	零售運動服產品/香港 Retailing of garment products/Hong Kong
Team & Sports (BVI) Limited	處女群島，有限責任公司 BVI, limited liability company	10,000美元 US\$10,000	100%	100%	投資控股/香港 Investment holding/ Hong Kong
天運體育用品(深圳)有限公司 Team & Sports (Shenzhen) Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	人民幣5,000,000元 RMB5,000,000	100%	100%	買賣成衣產品/中國大陸 Trading of garment products/ Mainland China
天運洋行有限公司 Team & Sports Limited	香港，有限責任公司 Hong Kong, limited liability company	900,000港元 HK\$900,000	100%	100%	買賣成衣產品/香港 Trading of garment products/ Hong Kong
永力有限公司 Win Form Apparel Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	100%	100%	買賣成衣產品/香港 Trading of garment products/ Hong Kong
永嘉(中國)有限公司 Win Hanverky (China) Company Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元 HK\$10,000	100%	100%	買賣成衣產品/香港 Trading of garment products/ Hong Kong

9 於附屬公司之投資－本公司(續) 9 Investments in subsidiaries – Company (Continued)

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行股本詳情 Particulars of issued share capital	歸屬於集團之權益 Percentage of equity interest attributable to the Group		主要業務及營運地點 Principal activities and place of operation
			二零一二年 2012	二零一一年 2011	
永嘉集團(香港)有限公司 Win Hanverky Limited	香港，有限責任公司 Hong Kong, limited liability company	10,000港元普通股 1,000,000港元非投票 遞延股份(附註(b)) HK\$10,000 ordinary HK\$1,000,000 non-voting deferred (Note (b))	100%	100%	買賣成衣產品／香港 Trading of garment products/ Hong Kong
永嘉紡織有限公司 Win Hanverky Textile Limited	香港，有限責任公司 Hong Kong, limited liability company	2,000,000港元 HK\$2,000,000	100%	100%	生產及買賣紡織品／ 香港及中國大陸 Manufacturing and trading of fabrics/Hong Kong and Mainland China
富堡體育用品貿易(上海)有限公司 Win Sports Trading (Shanghai) Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	5,000,000港元 HK\$5,000,000	75%	75%	買賣及零售成衣產品／中國大陸 Trading and retailing of garment products/ Mainland China
永歷國際有限公司 Winor International Company Limited	香港，有限責任公司 Hong Kong, limited liability company	260,000,003港元 HK\$260,000,003	60%	60%	投資控股／香港 Investment holding/ Hong Kong
梧州市寶嘉製衣有限公司 Wuzhou Bowker Garment Company Limited	中國大陸，外商獨資企業 Mainland China, wholly foreign owned enterprise	86,292,165港元 HK\$86,292,165	100%	100%	生產成衣產品／中國大陸 Manufacturing of garment products/Mainland China

該公司的股份由本公司直接持有；其
他則由本公司間接持有。

The shares of this company are held directly by the Company;
others are held indirectly by the Company.

附註：

Notes:

(a) 應收附屬公司數額為本公司向相關
附屬公司提供的股本融資，乃按本
公司對附屬公司投資的會計政策計
量。

(a) Amounts due from subsidiaries represent equity funding by
the Company to the respective subsidiaries and are
measured in accordance with the Company's accounting
policy for investments in subsidiaries.

9 於附屬公司之投資－本公司(續)

附註：(續)

- (b) 無投票權遞延股份並非由本集團所擁有。該等股份並無投票權，除非有關公司的純利超出100,000,000,000港元，否則無權獲得股息，而且除非有關公司向其普通股持有人已分派100,000,000,000港元，否則於清盤時亦無權收取分派。
- (c) 於截至二零一二年十二月三十一日止年度任何時間，附屬公司並無任何已發行借貸資本(二零一一年：無)。

若干附屬公司由於並無正式英文名稱，由本集團管理層根據有關的中文名稱盡力翻譯成英文。

9 Investments in subsidiaries – Company

(Continued)

Notes: (Continued)

- (b) The non-voting deferred shares are not owned by the Group. These shares have no voting rights, are not entitled to dividends unless the net profit of the relevant company exceeds HK\$100,000,000,000 and are not entitled to any distributions upon winding up unless a sum of HK\$100,000,000,000 has been distributed by the relevant company to the holders of its ordinary shares.
- (c) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 December 2012 (2011: None).

The English names of certain subsidiaries represent the best effort by the management of the Group to translate their Chinese names as they do not have official English names.

10 於聯營公司之權益－合併

10 Interests in associates – Consolidated

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
年初	Beginning of the year	33,010	32,107
年度應佔儲備變動	Share of reserve movements for the year	773	1,252
年度應佔溢利／(虧損)	Share of profits/(losses) for the year	4,249	(349)
年終	End of the year	38,032	33,010

10 於聯營公司之權益－合併(續)

10 Interests in associates – Consolidated

(Continued)

以下為於二零一二年十二月三十一日本集團聯營公司(均未上市)的詳情:

The following are details of the Group's associates, all of which are unlisted, as at 31 December 2012:

名稱 Name	註冊成立地點及 法定實體類型 Place of incorporation and type of legal entity	已發行及繳足股本詳情 Particulars of issued paid up capital	間接所持股權 Interest held indirectly		主要業務及營運地點 Principal activities and place of operation
			二零一二年 2012	二零一一年 2011	
富順寶嘉染整興業(河源)有限公司 Fu Hsun Bowker Dyeing Factory (Heyuan) Company Limited	中國大陸, 外商獨資企業 Mainland China, wholly foreign owned enterprise	7,670,000美元 US\$7,670,000	30%	30%	布料印染及供應/中國大陸 Fabrics dyeing and supply/ Mainland China
富順投資有限公司 Fu Hsun Investment Company Limited	處女群島, 有限責任公司 BVI, limited liability company	7,820,000美元 US\$7,820,000	30%	30%	投資控股及布料印染及供應/台灣 Investment holding and fabrics dyeing and supply/ Taiwan
Fu Jin Bowker Company Limited	處女群島, 有限責任公司 BVI, limited liability company	2,900,000美元 US\$2,900,000	30%	30%	採購布料/台灣 Sourcing of fabrics/Taiwan

本集團應佔聯營公司資產、負債、收益及業績如下:

The Group's shares of the assets, liabilities, revenue and results of the associates are as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
資產	Assets	69,273	64,424
負債	Liabilities	31,241	31,010
收益	Revenue	99,575	133,235
年度溢利/(虧損)	Profits/(losses) for the year	4,249	(349)

合併財務報表附註 Notes to the Consolidated Financial Statements

11 金融工具

11 Financial instruments

合併

Consolidated

二零一二年十二月三十一日	31 December 2012	按公平值 計入溢利 或虧損之 金融資產 Financial assets at fair value through profit or loss 千港元 HK\$'000	貸款及 應收帳款 Loans and receivables 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於資產負債表列示的 資產	Assets as per balance sheet			
貸款予聯營公司	Loans to an associate	173,493	—	173,493
於非上市證券之投資	Investment in unlisted securities	—	33,354	33,354
應收貿易帳款及票據	Trade and bills receivable	325,697	—	325,697
按金及其他應收帳款	Deposits and other receivables	73,003	—	73,003
已抵押銀行存款	Pledged bank deposits	1,244	—	1,244
原有期限超過三個月 之銀行存款	Bank deposits with initial terms of over three months	30,100	—	30,100
現金及現金等價物	Cash and cash equivalents	946,565	—	946,565
				其他按攤銷 成本列帳之 金融負債 Other financial liabilities at amortised cost 千港元 HK\$'000
於資產負債表列示的負債	Liabilities as per balance sheet			
應付貿易帳款及票據	Trade and bills payable			(271,836)
借貸	Borrowings			(12,396)
來自附屬公司非控股 股東的貸款	Loan from a non-controlling shareholder of a subsidiary			(7,500)

合併財務報表附註 Notes to the Consolidated Financial Statements

11 金融工具(續)

11 Financial instruments (Continued)

二零一一年十二月三十一日		31 December 2011	貸款及 應收帳款 Loans and receivables 千港元 HK\$'000	按公平值計入 溢利或虧損 之金融資產 Financial assets at fair value through profit or loss 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於資產負債表列示的資產		Assets as per balance sheet			
貸款予聯營公司	Loans to an associate	107,245	—	107,245	
於非上市證券之投資	Investment in unlisted securities	—	31,790	31,790	
應收貿易帳款及票據	Trade and bills receivable	436,552	—	436,552	
按金及其他應收帳款	Deposits and other receivables	39,289	—	39,289	
已抵押銀行存款	Pledged bank deposits	1,839	—	1,839	
原有期限超過三個月 之銀行存款	Bank deposits with initial terms of over three months	10,016	—	10,016	
現金及現金等價物	Cash and cash equivalents	790,975	—	790,975	
				其他按攤 銷成本列 帳之金融 負債 Other financial liabilities at amortised cost 千港元 HK\$'000	
於資產負債表列示的負債		Liabilities as per balance sheet			
應付貿易帳款及票據	Trade and bills payable			(353,232)	
借貸	Borrowings			(4,659)	
來自附屬公司非控股 股東的貸款	Loan from a non-controlling shareholder of a subsidiary			(7,500)	

合併財務報表附註 Notes to the Consolidated Financial Statements

11 金融工具(續)

11 Financial instruments (Continued)

本公司

Company

		貸款及 應收帳款 Loans and receivables 千港元 HK\$'000
二零一二年十二月三十一日	31 December 2012	
於資產負債表列示的資產	Assets as per balance sheet	
按金及其他應收帳款	Deposits and other receivables	30,829
現金及現金等價物	Cash and cash equivalents	378,016
於資產負債表列示的負債	Liabilities as per balance sheet	
應付附屬公司款項	Amounts due to subsidiaries	395,224
		其他按攤銷成本 列帳之金融負債 Other financial liabilities at amortised cost 千港元 HK\$'000
二零一一年十二月三十一日	31 December 2011	
於資產負債表列示的資產	Assets as per balance sheet	
按金及其他應收帳款	Deposits and other receivables	326
現金及現金等價物	Cash and cash equivalents	88,083
於資產負債表列示的負債	Liabilities as per balance sheet	
應付附屬公司款項	Amounts due to subsidiaries	134,748

11 金融工具(續)

(a) 按公平值計入溢利或虧損之
金融資產 — 合併

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
於非上市證券之投資	Investment in unlisted securities	33,354	31,790

於二零一一年，本集團與Shine Gold Limited (「Shine Gold」) 及其實益擁有人訂立協議，據此，本集團同意認購本金總額為70,000,000港元之Shine Gold可換股債券，有關債券會分兩批發行。可換股債券由其發行日期起按本金額每年5%的利率計息，並可於五年內隨時全數轉換為Shine Gold已發行股本的60%至70%，視乎若干條件而定。可換股債券未曾在活躍市場買賣。

於二零一一年八月十六日，本集團購入本金額為31,200,000港元之首批可換股債券，相當於26.7%之潛在投票權。於首批完成後，本集團提名代表加入董事會並因而對Shine Gold Limited之財務及經營政策決定有重大影響力，故於二零一二年十二月三十一日，Shine Gold Limited為本集團之聯營公司。

於二零一二年十二月三十一日，仲量聯行(為與本集團並無關連的獨立估值師行)對可換股債券進行公平值評估。於二零一二年十二月三十一日，由於可換股債券的帳面值與彼等的公平值相若，因此並無於綜合利潤表中確認任何收益／虧損。

11 Financial instruments (Continued)

(a) Financial assets at fair value through profit or loss — Consolidated

In 2011, the Group entered into an agreement with Shine Gold Limited (“Shine Gold”) and its beneficial owners, pursuant to which the Group agreed to subscribe for convertible bonds of Shine Gold in an aggregate principal amount of HK\$70,000,000 which would be issued in two tranches. The convertible bonds bear interest from its date of issue at a rate of 5% per annum on the principal amount, and may be converted in full into 60–70% of the issued share capital of Shine Gold any time over five years, depending on certain conditions. The convertible bonds were not traded on an active market.

On 16 August 2011, the Group acquired the first tranche of convertible bonds with principal amount of HK\$31,200,000, which represents 26.7% potential voting rights. Upon the first tranche completion, the Group nominated representatives on the Board of Directors and consequently has significant influence on the financial and operating policy decisions of Shine Gold Limited, which thus is an associate of the Group at 31 December 2012.

As at 31 December 2012, the convertible bonds were fair valued by Jones Lang LaSalle, an independent firm of valuers not connected to the Group. As the carrying values of the convertible bonds approximate their fair values as at 31 December 2012, no gain/loss is recognised in the consolidated income statement.

11 金融工具(續)

(a) 按公平值計入溢利或虧損之
金融資產 — 合併(續)

年末後，本集團於二零一三年二月二十一日收購本金額為38,800,000港元的第二批可換股債券。

(b) 可供出售金融資產 — 合併

於一月一日	At 1 January
減值	Impairment
於十二月三十一日	At 31 December

本集團擁有一家於美利堅合眾國註冊成立的非上市公司10%股權。該公司於美國從事活動服裝及運動服的設計與分銷。該投資以美元列值，並分類為可供出售金融資產。截至二零一一年十二月三十一日止年度，因投資公司未來盈利能力降低，故確認減值虧損500,000港元，並計入一般及行政開支，並已就整項投資作出全數減值撥備。

11 Financial instruments (Continued)

(a) Financial assets at fair value through profit or
loss — Consolidated (Continued)

Subsequent to year end, the Group acquired the second tranche of convertible bonds with principal amount of HK\$38,800,000 on 21 February 2013.

(b) Available-for-sale financial assets —
Consolidated

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
於一月一日	At 1 January	—	500
減值	Impairment	—	(500)
於十二月三十一日	At 31 December	—	—

The Group has a 10% equity interest in an unlisted company incorporated in the United States of America, which is engaged in the design and distribution of active wear and sportswear in the USA. This investment is denominated in United States Dollars and is classified as available-for-sale financial assets. During the year ended 31 December 2011, an impairment loss of HK\$500,000 was recognised as a result of the decrease in future profitability of the investee company and has been included in general and administrative expenses and impairment has been fully provided for the whole investment.

12 存貨 — 合併

12 Inventories — Consolidated

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
原材料	Raw materials	188,503	270,329
在製品	Work in progress	94,394	134,418
製成品	Finished goods	168,102	233,930
		450,999	638,677

存貨成本約1,632,855,000港元(二零一一年: 1,774,415,000港元)確認為開支, 並已計入銷售成本。

The costs of inventories recognised as expense and included in cost of sales amounted to approximately HK\$1,632,855,000 (2011: HK\$1,774,415,000).

存貨減值撥備約為47,307,000港元(二零一一年: 11,696,000港元), 已計入銷售成本。

Provision for impairment of inventories amounting to approximately HK\$47,307,000 (2011: HK\$11,696,000) was included in cost of sales.

13 應收貿易帳款及票據 — 合併

13 Trade and bills receivable — Consolidated

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
應收貿易帳款	Trade receivables		
— 來自第三方	— from third parties	316,455	428,169
— 來自關連方 (附註36(d))	— from related parties (Note 36(d))	1,923	1,705
應收票據	Bills receivable	13,145	14,495
		331,523	444,369
減: 減值撥備	Less: provision for impairment	(5,826)	(7,817)
		325,697	436,552

應收貿易帳款及票據帳面值與其公平值相若。

The carrying amounts of trade and bills receivable approximate their fair values.

13 應收貿易帳款及票據 — 合併

(續)

應收貿易帳款主要來自擁有良好信貸記錄的客戶。本集團向其客戶提供的信貸期介乎30至90天。本集團的銷售大部分以記帳方式進行，而向小數客戶的銷售使用銀行發出的信用狀支付或由銀行發出的付款文件清算。按發票日期計算的應收貿易帳款及票據帳齡如下：

0至30天	0–30 days
31至60天	31–60 days
61至90天	61–90 days
91至120天	91–120 days
121至180天	121–180 days
181至365天	181–365 days
365天以上	Over 365 days

應收貿易帳款逾期少於90天一般不視作減值。於二零一二年十二月三十一日，逾期超過90天但不視作減值之應收貿易帳款為1,424,000港元(二零一一年：4,480,000港元)，這與若干近期並無拖欠記錄的客戶有關。該等應收貿易帳款的逾期帳齡如下：

91至120天	91–120 days
121至180天	121–180 days
181至365天	181–365 days
365天以上	Over 365 days

13 Trade and bills receivable — Consolidated

(Continued)

Majority of trade receivables are with customers having an appropriate credit history. The Group grants its customers credit terms ranging from 30 to 90 days. Most of the Group's sales are on open account, while sales made to a small number of customers are covered by letters of credit issued by banks or settled by documents against payment issued by banks. The ageing of trade and bills receivable based on invoice date is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
		259,952	270,823
		52,812	132,132
		8,761	27,920
		2,163	4,349
		1,618	5,748
		3,481	2,239
		2,736	1,158
		331,523	444,369

Trade receivables that are less than 90 days past due are generally not considered impaired. As at 31 December 2012, trade receivables of HK\$1,424,000 (2011: HK\$4,480,000) were more than 90 days past due but considered not to be impaired. These relate to a number of customers for whom there is no recent history of default. The past due ageing of these trade receivables is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
		154	1,794
		228	1,378
		619	1,120
		423	188
		1,424	4,480

13 應收貿易帳款及票據 — 合併

(續)

於二零一二年十二月三十一日，已減值並悉數撥備之應收貿易帳款為5,826,000港元(二零一一年：7,817,000港元)。該等應收帳款與若干客戶(包括遭遇未能預期之經濟困難之客戶)有關。該等應收帳款的逾期帳齡如下：

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
0至30天	0–30 days	—	367
31至60天	31–60 days	—	681
61至90天	61–90 days	124	1,285
91至120天	91–120 days	572	2,909
121至180天	121–180 days	123	1,288
181至365天	181–365 days	2,694	323
365天以上	Over 365 days	2,313	964
		5,826	7,817

應收貿易帳款及票據的減值撥備變動如下：

13 Trade and bills receivable — Consolidated

(Continued)

As at 31 December 2012, trade receivables of HK\$5,826,000 (2011: HK\$7,817,000) were impaired and had been fully provided for. These receivables relate to a number of customers, including customers in unexpected difficult economic situations. The past due ageing of these receivables is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
0–30 days	0–30 days	—	367
31–60 days	31–60 days	—	681
61–90 days	61–90 days	124	1,285
91–120 days	91–120 days	572	2,909
121–180 days	121–180 days	123	1,288
181–365 days	181–365 days	2,694	323
Over 365 days	Over 365 days	2,313	964
		5,826	7,817

Movements of provision for impairment of trade and bills receivable are as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
年初	Beginning of the year	7,817	29,473
匯兌差額	Exchange differences	56	1,377
(撥回減值)/減值撥備 淨額	(Write-back of)/provision for impairment, net	(1,356)	19,709
年內撇銷作呆帳的 應收帳款	Receivables written off during the year as uncollectible	(691)	(9,826)
轉撥至已終止 經營業務	Transferred to discontinued operations	—	(32,916)
年末	End of the year	5,826	7,817

13 應收貿易帳款及票據 — 合併

(續)

已減值應收帳款撥備的增設及撥回已計入一般及行政開支。計入撥備帳目的金額於再不預期可收回額外現金時撇銷。

本集團的應收貿易帳款及票據以下列貨幣計值：

13 Trade and bills receivable — Consolidated

(Continued)

The creation and release of provision for impaired receivables have been included in general and administrative expenses. Amounts charged to the allowance account are written off when there is no expectation of recovering additional cash.

The Group's trade and bills receivable were denominated in the following currencies:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
美元	United States Dollars	201,237	294,567
中國人民幣	Chinese Renminbi	115,063	136,221
港元	Hong Kong Dollars	15,085	13,231
其他	Others	138	350
		331,523	444,369

於報告日期最大的信貸風險為上述應收帳款的公平值。本集團並無持有任何抵押品。

The maximum exposure to credit risk at the reporting date is the fair value of the receivables mentioned above. The Group does not hold any collateral.

14 按金、預付款項及其他應收帳款

14 Deposits, prepayments and other receivables

		合併 Consolidated		本公司 Company	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
即期	Current				
租金、水電費用及 其他按金	Rental, utility and other deposits	6,062	22,983	—	—
營運開支的預付款項	Prepayments for operating expenses	2,207	3,407	201	201
存貨的預付款項	Prepayments for inventories	6,245	11,399	—	—
可收回增值稅	Value-added tax recoverable	8,828	9,940	—	—
應收客戶的索償	Claims receivable from customers	2,174	6,590	—	—
儲稅券	Tax reserve certificate	—	22,794	—	—
其他應收帳款	Other receivables	40,064	9,716	30,829	326
		65,580	86,829	31,030	527
非即期	Non-current				
非流動訂金	Non-current deposits	24,703	—	—	—
貸款予聯營公司 (附註(a))	Loans to an associate (Note(a))	173,493	107,245	—	—
		263,776	194,074	31,030	527

按金面值與彼等的公平值相若。於報告日最大的信貸風險為上述項目的公平值。本集團並無持有任何抵押品。

The carrying amounts of deposits approximate their fair values. The maximum exposure to credit risk at the reporting date is the fair value of the items mentioned above. The Group does not hold any collateral.

14 按金、預付款項及其他應收帳款(續)

本集團的其他應收帳款以下列貨幣列值：

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
美元	United States Dollars	45,366	9,621
中國人民幣	Chinese Renminbi	23,296	21,659
港元	Hong Kong Dollars	10,619	39,507
其他	Others	2,550	1,236
		81,831	72,023

附註：

(a) 貸款予聯營公司

於二零一一年九月，本集團與Shine Gold訂立貸款協議，據此，本集團向Shine Gold批出一筆貸款融資。於二零一二年十二月三十一日，向Shine Gold批出的貸款總額達158,884,000港元(二零一一年：105,059,000港元)。有關貸款將不會於一年內償還，並按每年8%計息(2011：每年8%計息)。於二零一二年十二月三十一日，向Shine Gold批出的貸款及應收利息總額達173,493,000港元(二零一一年：107,245,000港元)。

14 Deposits, prepayments and other receivables (Continued)

The Group's other receivables were denominated in the following currencies:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
美元	United States Dollars	45,366	9,621
中國人民幣	Chinese Renminbi	23,296	21,659
港元	Hong Kong Dollars	10,619	39,507
其他	Others	2,550	1,236
		81,831	72,023

Note:

(a) Loans to an associate

In September 2011, the Group entered into a loan agreement with Shine Gold, under which the Group granted a loan facility to Shine Gold. As at 31 December 2012, total loans made to Shine Gold amounted to HK\$158,884,000 (2011: HK\$105,059,000). The loans will not be repayable within one year and carry an interest at 8% per annum (2011: 8% per annum). As at 31 December 2012, total loans and interest receivables from Shine Gold amounted to HK\$173,493,000 (2011: HK\$107,245,000).

15 已抵押銀行存款／原有期限超過三個月之銀行存款／現金及現金等價物

15 Pledged bank deposits/Bank deposits with initial terms of over three months/Cash and cash equivalents

		合併 Consolidated		本公司 Company	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
已抵押銀行存款	Pledged bank deposits	1,244	1,839	—	—
原有期限超過三個月之銀行存款	Bank deposits with initial terms of over three months	30,100	10,016	—	—
銀行及手頭現金	Cash at bank and on hand	72,821	24,438	202	856
短期銀行存款	Short-term bank deposits	873,744	766,537	377,814	87,227
		946,565	790,975	378,016	88,083
		977,909	802,830	378,016	88,083

於二零一二年十二月三十一日，以中國人民幣計值的銀行存款為1,244,000港元(二零一一年：1,839,000)已存置於銀行，作為銀行授予若干貿易融資信貸的抵押品。於二零一二年十二月三十一日，該等存款的加權平均年利率為3.3% (二零一一年：年利率2.4%)。

於二零一二年十二月三十一日，本集團原有期限超過三個月之銀行存款加權平均年利率為3.2% (二零一一年：年利率3.1%)。短期銀行存款加權平均年利率約為1.4% (二零一一年：年利率1.7%)。短期銀行存款的存款期為三個月或以下。

Bank deposits, which were denominated in Chinese Renminbi, of HK\$1,244,000 at 31 December 2012 (2011: HK\$1,839,000) were placed in a bank as collaterals against certain trade finance facilities granted by a bank. The weighted average interest rate on these deposits was 3.3% per annum at 31 December 2012 (2011: 2.4% per annum).

As at 31 December 2012, the weighted average interest rate of the Group's bank deposits with initial terms of over three months was 3.2% per annum (2011: 3.1% per annum). The weighted average interest rate of short-term bank deposits was 1.4% per annum (2011: 1.7% per annum). The short-term bank deposits have maturities of 3 months or less at inception.

15 已抵押銀行存款／原有期限超過三個月之銀行存款／現金及現金等價物(續)

已抵押銀行存款、原有期限超過三個月之銀行存款以及現金及現金等價物以下列貨幣計值：

15 Pledged bank deposits/Bank deposits with initial terms of over three months/Cash and cash equivalents (Continued)

Pledged bank deposits, bank deposits with initial terms of over three months and cash and cash equivalents were denominated in the following currencies:

		合併 Consolidated		本公司 Company	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
美元	United States Dollars	464,476	460,624	269,905	62,913
中國人民幣	Chinese Renminbi	451,117	317,008	107,999	24,794
港元	Hong Kong Dollars	61,251	24,631	202	376
其他	Others	1,065	567	—	—
		977,909	802,830	378,016	88,083

本集團以中國人民幣計值的已抵押銀行存款、原有期限超過三個月之銀行存款以及現金及現金等價物存放於中國大陸的銀行。換算該等中國人民幣存款為外幣以及將資金匯出中國大陸均受中國大陸政府所頒佈的外匯管制法律及規定所規管。

於報告日期的最大信貸風險與已抵押銀行存款、原有期限超過三個月之銀行存款以及現金及現金等價物的帳面值相若。

The Group's pledged bank deposits, bank deposits with initial terms of over three months and cash and cash equivalents denominated in Chinese Renminbi were deposited with banks in Mainland China and Hong Kong. The conversion of Chinese Renminbi into foreign currencies and the remittance of funds out of Mainland China is subject to the rules and regulations of foreign exchange control promulgated by the Mainland China Government.

The maximum exposure to credit risk at the reporting date approximates the carrying values of the pledged bank deposits, bank deposits with initial terms of over three months and the cash and cash equivalents.

16 應付貿易帳款及票據 — 合併 16 Trade and bills payable — Consolidated

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
應付貿易帳款	Trade payables		
— 予第三方	— to third parties	196,810	256,806
— 予關連方(附註36(d))	— to related parties (Note36(d))	64,029	66,293
應付票據	Bills payable	10,997	30,133
		271,836	353,232

按發票日期計算的應付貿易帳款及票據帳齡如下：

The ageing of the trade and bills payable based on invoice date is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
0至30天	0–30 days	111,494	158,648
31至60天	31–60 days	87,504	106,443
61至90天	61–90 days	46,836	56,925
91至120天	91–120 days	21,369	24,036
121至180天	121–180 days	1,890	4,448
181至365天	181–365 days	1,387	2,202
365天以上	Over 365 days	1,356	530
		271,836	353,232

本集團的應付貿易帳款及票據以下列貨幣計值：

The Group's trade and bills payable were denominated in the following currencies:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
美元	United States Dollars	183,704	216,114
港元	Hong Kong Dollars	52,546	97,447
中國人民幣	Chinese Renminbi	35,583	39,637
其他	Others	3	34
		271,836	353,232

合併財務報表附註 Notes to the Consolidated Financial Statements

17 應計帳款及其他應付帳款

17 Accruals and other payables

		合併		本公司	
		Consolidated		Company	
		二零一二年	二零一一年	二零一二年	二零一一年
		2012	2011	2012	2011
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
僱員福利成本應計帳款	Accrual for employment benefit costs	126,364	131,693	7,260	10,615
應付增值稅	Value added tax payable	9,030	11,567	—	—
已收客戶按金	Deposits received from customers	16,115	17,238	—	—
其他營運開支應計帳款	Accrual for other operating expenses	44,540	51,072	198	3,777
應計市場推廣、廣告及宣傳開支	Accrued marketing, advertising and promotion expenses	766	1,549	—	—
購買物業、機器及設備的應付帳款	Payable for purchases of property, plant and equipment	37,202	4,905	—	—
已收持作出售租賃土地的按金	Deposit received for leasehold land held for sale	36,931	6,170	—	—
收購附屬公司應付代價	Consideration payable for acquisition of subsidiaries	—	30,359	—	—
其他應付帳款	Other payables	10,302	8,265	3	81
		281,250	262,818	7,461	14,473

18 借貸 — 合併

18 Borrowings — Consolidated

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
即期	Current		
信託收據進口銀行貸款	Trust receipts import bank loans	12,396	4,659
		12,396	4,659

本集團所有借貸已於一年內償還。由於折現的影響並不重大，故短期借貸的帳面值與其公平值相若。

All of the Group's borrowings were repayable within one year. The carrying amounts of the short-term borrowings approximate their fair values as the impact of discounting is not significant.

於二零一二年十二月三十一日，信託收據進口銀行貸款12,396,000港元(二零一一年：4,659,000港元)由本公司提供的企業擔保予以抵押。

As at 31 December 2012, trust receipts import bank loans of HK\$12,396,000 (2011: HK\$4,659,000) were secured by a corporate guarantee given by the Company.

本集團借貸的帳面值以下列貨幣計值：

The carrying amounts of the Group's borrowings were denominated in the following currencies:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
美元	United States Dollars	12,396	4,659
		12,396	4,659

18 借貸 — 合併(續)

於二零一二年十二月三十一日，本集團的借貸為12,396,000港元(二零一一年：4,659,000港元)，均按浮動息率計息，於結算日的加權平均(年)利率如下：

		二零一二年 2012	二零一一年 2011
信託收據進口銀行貸款	Trust receipts import bank loan	1.9%	2.0%

於二零一二年十二月三十一日，本集團的未動用銀行信貸如下：

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
浮動利率	Floating rates		
— 於一年內到期	— expiring within one year	261,493	226,796

於一年內到期的信貸為年度信貸，須於二零一二年多個日期重新審核。

18 Borrowings — Consolidated (Continued)

As at 31 December 2012, the Group's borrowings of HK\$12,396,000 (2011: HK\$4,659,000) were on floating rates. The weighted average interest rates (per annum) at the balance sheet date were as follows:

As at 31 December 2012, the Group has the following undrawn banking facilities:

The facilities expiring within one year are annual facilities subject to review at various dates during 2012.

19 遞延所得稅 — 合併

遞延所得稅資產及負債僅可在即期稅項資產與即期稅項負債有合法權利互相抵銷及遞延所得稅相關於同一稅務司法權區時，方可互相抵銷。款項淨額如下：

19 Deferred income tax — Consolidated

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same tax jurisdiction. The net amounts are as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
遞延稅項資產：	Deferred tax assets:		
— 12個月後收回的 遞延稅項資產	— Deferred tax assets to be recovered after more than 12 months	8,058	4,993
— 12個月內收回的 遞延稅項資產	— Deferred tax assets to be recovered within 12 months	2,769	7,201
		10,827	12,194
遞延稅項負債：	Deferred tax liabilities:		
— 12個月後結算的 遞延稅項負債	— Deferred tax liabilities to be settled after more than 12 months	(6,211)	(10,038)
— 12個月內結算的 遞延稅項負債	— Deferred tax liabilities to be settled within 12 months	(4,728)	(5,832)
		(10,939)	(15,870)
遞延稅項負債 — 淨額	Deferred tax liabilities — net	(112)	(3,676)

遞延所得稅帳目變動淨額如下：

The net movement on the deferred income tax account is as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
年初	Beginning of the year	(3,676)	3,916
匯兌差額	Exchange differences	—	65
於利潤表確認 (附註27)	Recognised in the income statement (Note 27)	3,564	(7,657)
年終	End of the year	(112)	(3,676)

19 遞延所得稅 — 合併(續)

遞延稅項資產及負債變動(未計及同一稅務司法權區內互相抵銷的結餘)如下:

遞延稅項負債:

		稅務折舊 Tax Depreciation 千港元 HK\$'000	未變現虧損 Unrealised loss 千港元 HK\$'000	未分配 盈利的預扣稅 Withholding tax on undistributed earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一一年 一月一日	At 1 January 2011	(4,274)	—	(3,229)	(7,503)
於利潤表確認	Recognised in the income statement	1,711	(11,125)	640	(8,774)
於二零一一年 十二月三十一日	At 31 December 2011	(2,563)	(11,125)	(2,589)	(16,277)
於利潤表確認	Recognised in the income statement	330	5,370	(788)	4,912
於二零一二年 十二月三十一日	At 31 December 2012	(2,233)	(5,755)	(3,377)	(11,365)

19 Deferred income tax — Consolidated

(Continued)

The movements in deferred tax assets and liabilities without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

Deferred tax liabilities:

		稅務折舊 Tax Depreciation 千港元 HK\$'000	未變現虧損 Unrealised loss 千港元 HK\$'000	未分配 盈利的預扣稅 Withholding tax on undistributed earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一一年 一月一日	At 1 January 2011	(4,274)	—	(3,229)	(7,503)
於利潤表確認	Recognised in the income statement	1,711	(11,125)	640	(8,774)
於二零一一年 十二月三十一日	At 31 December 2011	(2,563)	(11,125)	(2,589)	(16,277)
於利潤表確認	Recognised in the income statement	330	5,370	(788)	4,912
於二零一二年 十二月三十一日	At 31 December 2012	(2,233)	(5,755)	(3,377)	(11,365)

19 遞延所得稅 — 合併(續)

19 Deferred income tax — Consolidated

(Continued)

遞延稅項資產：

Deferred tax assets:

		稅務虧損 Tax losses 千港元 HK\$'000	未變現溢利 Unrealised profit 千港元 HK\$'000	其他 Others 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一一年一月一日	At 1 January 2011	4,896	4,893	1,630	11,419
於利潤表確認	Recognised in the income statement	(3,778)	2,269	2,626	1,117
匯兌差額	Exchange differences	65	—	—	65
於二零一一年十二月三十一日	At 31 December 2011	1,183	7,162	4,256	12,601
於利潤表確認	Recognised in the income statement	132	(5,474)	3,994	(1,348)
於二零一二年十二月三十一日	At 31 December 2012	1,315	1,688	8,250	11,253

倘可透過未來應課稅溢利變現相關稅務利益，則就稅務虧損結轉確認遞延所得稅資產。於二零一二年十二月三十一日，本集團並無就虧損542,884,000港元(二零一一年：427,052,000港元)確認可結轉抵銷未來應課稅收入的遞延所得稅資產123,616,000港元(二零一一年：95,794,000港元)。尚未確認稅務虧損總額147,694,000港元(二零一一年：127,958,000港元)可以無限期結轉，而累計稅務虧損49,411,000港元(二零一一年：49,014,000港元)、84,573,000港元(二零一一年：83,893,000港元)、89,745,000港元(二零一一年：89,167,000港元)、59,967,000港元(二零一一年：65,606,000港元)及111,494,000港元(二零一一年：無)將分別於二零一三年、二零一四年、二零一五年、二零一六年及二零一七年到期。

Deferred income tax assets are recognised for tax loss carry-forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. As at 31 December 2012, the Group did not recognise deferred income tax assets of HK\$123,616,000 (2011: HK\$95,794,000) in respect of losses amounting to HK\$542,884,000 (2011: HK\$427,052,000) that can be carried forward against future taxable income. Total unrecognised tax losses of HK\$147,694,000 (2011: HK\$127,958,000) can be carried forward indefinitely; while cumulative tax losses of HK\$49,411,000 (2011: HK\$49,014,000), HK\$84,573,000 (2011: HK\$83,893,000), HK\$89,745,000 (2011: HK\$89,167,000), HK\$59,967,000 (2011: HK\$65,606,000) and HK\$111,494,000 (2011: Nil) will expire in 2013, 2014, 2015, 2016 and 2017 respectively.

19 遞延所得稅 — 合併(續)

由於若干附屬公司管理層擬於可見將來將該附屬公司之尚未結匯盈利重新投資，故並無就該等盈利應付之預扣稅確認遞延所得稅負債1,605,000港元(二零一一年：2,339,000港元)。於二零一二年十二月三十一日，尚未結匯盈利合共為32,105,000港元(二零一一年：46,781,000港元)。

19 Deferred income tax — Consolidated

(Continued)

Deferred income tax liabilities of HK\$1,605,000 (2011: HK\$2,339,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries, as it is management's intention to reinvest such amounts in the foreseeable future. Unremitted earnings totalled HK\$32,105,000 at 31 December 2012 (2011: HK\$46,781,000).

20 股本

20 Share capital

		於十二月三十一日	
		As at 31 December	
		二零一二年	二零一一年
		2012	2011
		千港元	千港元
		HK\$'000	HK\$'000
法定	Authorised		
3,000,000,000股普通股	3,000,000,000 ordinary shares		
每股面值0.1港元	of HK\$0.1 each	300,000	300,000
		普通股數目	
		Number of	
		ordinary shares	
		千股	千港元
		'000	HK\$'000
已發行及繳清	Issued and fully paid up		
於二零一一年及	At 31 December		
二零一二年十二月三十一日	2011 and 2012	1,268,400	126,840

20 股本 (續)

購股權

本公司設有的兩種購股權計劃如下：

(i) 首次公開售股前購股權計劃

由於若干董事及一名顧問為本集團服務，故本公司向彼等授出首次公開售股前購股權。於二零零六年，本公司根據首次公開售股前購股權計劃，授出44,400,000份購股權，可按每股1.14港元至2.28港元不等的價格認購本公司股份。根據預訂的時間表，此等購股權於二零零六年至二零零八年三年內歸屬，並於二零一六年五月十日期到期。本集團並無法律或推定的責任以現金購回或繳付此等購股權。根據首次公開售股前購股權計劃，本公司不可再授出額外購股權。

(ii) 購股權計劃

本公司採納一項為期10年，至二零一六年八月到期的購股權計劃，可將購股權授予任何董事、僱員、顧問、客戶、供應商、代理人、合夥人或本集團顧問或承包商。行使價由董事會決定，惟不可低於(i)每股面值；(ii)香港聯合交易所有限公司(「聯交所」)於提呈日期(須為營業日)發出的日報表所示的每股收市價；及(iii)根據聯交所於緊接提呈日期前五個營業日發出的日報表計算的股份平均收市價的較高者。本集團並無法律或推定的責任以現金購回或繳付此等購股權。

20 Share capital (Continued)

Share options

The Company operates two share option schemes as described below:

(i) Pre-IPO share option scheme

Pre-IPO share options were granted by the Company to certain directors and a consultant for their services to the Group. In 2006, the Company granted 44,400,000 options under the Pre-IPO share option scheme to subscribe for shares in the Company at prices ranging from HK\$1.14 to HK\$2.28 per share. These options vested according to a pre-determined schedule over three years from 2006 to 2008 and will expire on 10 May 2016. The Group has no legal or constructive obligation to repurchase or settle these options in cash. No additional options can be granted under the Pre-IPO share option scheme.

(ii) Share option scheme

The Company has adopted a share option scheme, which will remain in force for 10 years up to August 2016. Share options may be granted to any director, employee, consultant, customer, supplier, agent, partner or adviser of or contractor to the Group. The exercise price is determined by the Board and shall not be less than the higher of (i) the nominal value of a share; (ii) the closing price of one share as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of offer, which shall be a business day; and (iii) 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 date of offer. The Group has no legal or constructive obligation to repurchase or settle these options in cash.

20 股本(續)

購股權(續)

未行使購股權數目及相關的加權平均行使價如下：

於一月一日及 十二月三十一日	At 1 January and 31 December

截至二零一一年及二零一二年十二月三十一日止年度，未行使購股權數目及相關的加權平均行使價並無變動。截至二零一一年及二零一二年十二月三十一日止年度，所有購股權可予行使。

於年終未行使購股權的到期日期及行使價如下：

到期日期	Expiry date	每股行使價 Exercise price per share 港元 HK\$	購股權 Share options	
			二零一二年 2012 千份 '000	二零一一年 2011 千份 '000
二零一六年五月十日	10 May 2016	1.140	9,000	9,000
二零一六年五月十日	10 May 2016	1.596	10,000	10,000
二零一六年五月十日	10 May 2016	2.280	2,000	2,000
			21,000	21,000

於截至二零一二年十二月三十一日止年度，並無於合併利潤表扣除任何購股權成本(二零一一年：無)。

20 Share capital (Continued)

Share options (Continued)

The number of share options outstanding and their related weighted average exercise prices are as follows:

二零一二年 2012		二零一一年 2011	
每股平均 行使價 Average exercise price per share 港元 HK\$	購股權 Options 千份 '000	每股平均 行使價 Average exercise price per share 港元 HK\$	購股權 Options 千份 '000
1.466	21,000	1.466	21,000

There is no movement in the number of share options outstanding and their related weighted average exercise prices during the years ended 31 December 2011 and 2012. All the share options are exercisable as at years ended 31 December 2011 and 2012.

Share options outstanding at the end of the year have the following expiry dates and exercise prices:

No share option cost was charged to the consolidated income statement during the year ended 31 December 2012 (2011: Nil).

21 儲備

21 Reserves

(a) 合併

(a) Consolidated

		股份溢價 Share premium 千港元 HK\$'000	以股份 付款儲備 Share-based payment reserve 千港元 HK\$'000	法定儲備 (附註) Statutory reserves (Note) 千港元 HK\$'000	外幣換算 Foreign currency translation 千港元 HK\$'000	其他儲備 Other reserves 千港元 HK\$'000	保留盈利 Retained earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一一年一月一日	At 1 January 2011	666,939	9,282	9,043	89,084	200,481	840,755	1,815,584
貨幣換算差額	Currency translation differences							
— 本集團	— Group	—	—	—	20,142	—	—	20,142
— 聯營公司	— Associates	—	—	—	1,252	—	—	1,252
在控制權無法變動的 情況下附屬公司擁有權 權益的變動(附註35)	Changes in ownership interests in subsidiaries without change of control (Note 35)	—	—	—	—	(15,614)	—	(15,614)
已付股息	Dividend paid							
— 二零一零年末期	— 2010 final	—	—	—	—	—	(38,052)	(38,052)
— 二零一一年中期	— 2011 interim	—	—	—	—	—	(63,420)	(63,420)
本公司股權持有人 應佔溢利	Profit attributable to equity holders of the Company	—	—	—	—	—	230,196	230,196
轉撥至法定儲備	Transfer to statutory reserves	—	—	1,067	—	—	(1,067)	—
於二零一一年十二月三十一日	At 31 December 2011	666,939	9,282	10,110	110,478	184,867	968,412	1,950,088
貨幣換算差額	Currency translation differences							
— 本集團	— Group	—	—	—	4,619	—	—	4,619
— 聯營公司	— Associates	—	—	—	773	—	—	773
已付股息	Dividend paid							
— 二零一一年末期	— 2011 final	—	—	—	—	—	(38,052)	(38,052)
— 二零一二年中期	— 2012 interim	—	—	—	—	—	(38,052)	(38,052)
本公司股權持有人 應佔溢利	Profit attributable to equity holders of the Company	—	—	—	—	—	150,185	150,185
轉撥至法定儲備	Transfer to statutory reserves	—	—	284	—	—	(284)	—
於二零一二年十二月三十一日	At 31 December 2012	666,939	9,282	10,394	115,870	184,867	1,042,209	2,029,561
指：	Representing:							
建議二零一二年末期股息	Proposed 2012 final dividend						50,736	
其他	Others						991,473	
							1,042,209	

21 儲備(續)

(a) 合併(續)

附註：

根據中國大陸的規例，本公司於中國大陸成立及經營的附屬公司須按相關董事會所釐定的比率將已抵銷過往年度虧損的除稅後溢利的部分撥入一般儲備及企業發展基金。一般儲備可用作抵銷過往年度虧損或發行紅股，而企業發展基金則用作拓展業務。於截至二零一二年十二月三十一日止年度，284,000港元(二零一一年：1,067,000港元)獲分配至一般儲備及企業擴展基金。

(b) 本公司

21 Reserves (Continued)

(a) Consolidated (Continued)

Note:

As stipulated by regulations in Mainland China, the Company's subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior years' losses) to the general reserve and the enterprise expansion fund, at rates determined by their respective boards of directors. The general reserve can be utilised to offset prior year losses or be utilised for the issuance of bonus shares, whilst the enterprise expansion fund can be utilised for the development of business operations. During the year ended 31 December 2012, HK\$284,000 (2011: HK\$1,067,000) was appropriated to the general reserve and the enterprise expansion fund.

(b) Company

		股份溢價 Share premium 千港元 HK\$'000	以股份 付款儲備 Share-based payment reserve 千港元 HK\$'000	出資盈餘 Contributed surplus 千港元 HK\$'000	保留盈利 Retained earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一一年一月一日	At 1 January 2011	666,939	9,282	528,331	67,188	1,271,740
本公司股權持有人應佔溢利	Profit attributable to equity holders of the Company	—	—	—	147,256	147,256
已付股息	Dividend paid					
— 二零一零年末期	— 2010 final	—	—	—	(38,052)	(38,052)
— 二零一一年中期	— 2011 interim	—	—	—	(63,420)	(63,420)
於二零一一年十二月三十一日	At 31 December 2011	666,939	9,282	528,331	112,972	1,317,524
本公司股權持有人應佔溢利	Profit attributable to equity holders of the Company	—	—	—	65,058	65,058
已付股息	Dividend paid					
— 二零一一年末期	— 2011 final	—	—	—	(38,052)	(38,052)
— 二零一二年中期	— 2012 interim	—	—	—	(38,052)	(38,052)
於二零一二年十二月三十一日	At 31 December 2012	666,939	9,282	528,331	101,926	1,306,478
指：	Representing:					
建議二零一二年末期股息	Proposed 2012 final dividend				50,736	
其他	Others				51,190	
					101,926	

22 其他收入

22 Other income

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
零售支援收入(附註)	Retail support income (Note)	26,450	—
租金收入	Rental income	1,098	385
專營權收入	Royalty income	56	240
其他	Others	1,217	1,601
		28,821	2,226

附註：

截至二零一二年十二月三十一日止年度，根據與Umbro Hong Kong Limited於二零一一年四月二十一日簽訂的協議，本集團確認零售支援收入約26,450,000港元。

Note:

During the year ended 31 December 2012, the Group recognised retail support income of approximately HK\$26,450,000 pursuant to the agreement signed with Umbro Hong Kong Limited dated 21 April 2011.

23 其他(虧損)/收益 — 淨額

23 Other (losses)/gains — net

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
出售物業、機器及設備的 虧損淨額	Loss on disposal of property, plant and equipment, net	(706)	(36)
匯兌(虧損)/收益淨額	Net exchange (losses)/gains	(586)	9,524
其他	Others	—	391
		(1,292)	9,879

24 按性質劃分的開支

開支包括銷售成本、銷售及分銷成本以及一般及行政開支，分析如下：

24 Expenses by nature

Expenses included in cost of sales, selling and distribution costs and general and administrative expenses are analysed as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
已使用的原材料及消耗品	Raw materials and consumables used	1,253,277	1,477,049
購買製成品	Purchases of finished goods	286,236	345,445
加工及分包費用	Processing and subcontracting charges	93,234	139,402
生產經常開支	Manufacturing overheads	37,840	39,187
樣辦開支	Sample expenses	14,306	24,181
製成品及在製品 存貨增減	Changes in inventories of finished goods and work in progress	93,342	(126,719)
物業、機器及設備 折舊	Depreciation of property, plant and equipment	92,084	90,676
物業、機器及設備減值	Impairment of property, plant and equipment	2,837	2,746
土地使用權攤銷	Amortisation of land use rights	565	1,020
無形資產攤銷	Amortisation of intangible assets	1,408	4,314
無形資產減值	Impairment of intangible assets	—	112,000
可供出售金融 資產減值	Impairment of available-for-sale financial assets	—	500
僱員福利開支(附註25)	Employment benefit expense (Note 25)	752,859	758,766
貨運、交付及保險開支	Freight, delivery and insurance expenses	60,712	81,575
專營權開支	Royalties expense	148	145
銷售佣金	Sales commission	99	1,218
市場推廣、廣告及 宣傳開支	Marketing, advertising and promotion expenses	6,128	12,668
有關辦公室設備及土地及 樓宇的經營租金	Operating lease rental in respect of office equipment and land and buildings		
— 最低租賃付款	— minimum lease payments	55,751	61,655
— 或然租金	— contingent rent	10,203	9,915
核數師酬金	Auditor's remuneration	4,177	3,498
應收帳款(撥回)/減值	(Write-back of)/impairment		
— 淨額	of receivables, net		
— 應收貿易帳款及票據	— trade and bills receivable	(1,335)	6,040
— 按金、預付款及其他 應收款項	— deposits, prepayments and other receivables	1,034	1,597
存貨撥備 — 淨額	Provision for inventories, net	47,307	12,782
其他開支	Other expenses	168,019	155,331
銷售成本、銷售及分銷 成本以及一般及行政 開支總額	Total cost of sales, selling and distribution costs and general and administrative expenses	2,980,231	3,214,991

25 僱員福利開支

25 Employment benefit expense

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
工資、薪金、佣金、津貼及花紅	Wages, salaries, commission, allowances and bonus	694,424	701,572
退休福利	Retirement benefit		
— 界定供款計劃	— defined contribution schemes	37,035	39,037
福利及其他利益	Welfare and other benefits	21,400	18,157
		752,859	758,766

(a) 退休福利成本 — 界定供款計劃

本集團安排其香港僱員參加強制性公積金計劃(「強積金計劃」)，此乃由獨立受託人管理的界定供款計劃。根據強積金計劃，本集團(僱主)及其僱員須根據強制性公積金的法例各自繳付僱員收入5%作為每月供款。自二零一二年六月一日起，僱主及僱員各自的每月供款上限為1,250港元，而其他的供款為自願供款。本集團除供款外毋須承擔退休後福利的責任。

(a) Retirement benefit costs – defined contribution plans

The Group has arranged for its Hong Kong employees to join a Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group (the employer) and its employees make monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employee are subject to a cap of HK\$1,250 since 1 June 2012 and thereafter contributions are voluntary. The Group has no further obligations for post-retirement benefits beyond the contributions.

25 僱員福利開支(續)

(a) 退休福利成本 — 界定供款計劃(續)

根據中國大陸的規定及規例，本集團須為其中國大陸若干員工向國家資助退休金計劃作出供款。本集團僱員須每月按有關收入(包括工資、薪金、津貼及花紅)約8%向計劃供款，而本集團須就有關收入的5%至28%作出供款，而除供款外，本集團毋須承擔退休後福利實際付款的責任。國家資助退休金計劃負責向退休員工支付全部退休金。

本集團為其於越南之附屬公司合資格僱員參加退休計劃。本集團各公司(僱主)及其僱員每月按僱員有關收入(包括工資、薪金、津貼及花紅)的16%向計劃供款。本集團除供款外毋須承擔退休後福利的責任。

除上述計劃供款外，本集團並無其他退休後福利的重大責任。

25 Employment benefit expense (Continued)

(a) Retirement benefit costs – defined contribution plans (Continued)

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement schemes for certain of its employees in Mainland China. The Group's employees make monthly contributions to the schemes at approximately 8% of the relevant income (comprising wages, salaries, allowances and bonus), while the Group contributes 5% to 28% of such income and has no further obligations for the actual payment of post-retirement benefits beyond the contributions. The state-sponsored retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees.

The Group participates in a retirement scheme for qualified employees of its subsidiary in Vietnam. Each of the Group (the employer) and its employees make monthly contributions to the scheme at 16% of the employees' relevant income (comprising wages, salaries, allowances and bonus). The Group has no further obligations for post-retirement benefits beyond the contributions.

The Group has no material obligation for post-retirement benefits beyond contributions to the above schemes.

25 僱員福利開支(續)

(b) 董事酬金

截至二零一二年十二月三十一日止年度，本公司各董事的酬金如下：

董事姓名	Name of Director	袍金	薪金	酌情花紅	房屋津貼	退休金計劃 僱主供款	有關購股權的 股份酬金	總計
		Fees	Salaries	Discretionary bonuses	Housing allowances	Employer's contribution to retirement schemes	Share-based compensation in respect of share options	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
執行董事								
Executive directors								
李國棟	Li Kwok Tung, Roy	—	3,950	1,600	—	14	—	5,564
黎清平(附註)	Lai Ching Ping (Note)	—	3,339	1,600	—	14	—	4,953
張智	Cheung Chi	—	2,152	1,500	—	14	—	3,666
李國樑	Lee Kwok Leung	—	1,729	1,300	—	14	—	3,043
獨立非執行董事								
Independent non-executive directors								
馬家駿	Ma Ka Chun	100	—	—	—	—	—	100
陳光輝	Chan Kwong Fai	100	—	—	—	—	—	100
關啟昌	Kwan Kai Cheong	150	—	—	—	—	—	150
溫澤光	Wun Kwang	100	—	—	—	—	—	100
		450	11,170	6,000	—	56	—	17,676

25 Employment benefit expense (Continued)

(b) Directors' emoluments

The remuneration of each director of the Company for the year ended 31 December 2012 is set out below:

25 僱員福利開支(續)

(b) 董事酬金(續)

截至二零一一年十二月三十一日止年度，本公司各董事的酬金如下：

董事姓名	Name of Director	袍金	薪金	酌情花紅	房屋津貼	退休金計劃 僱主供款	有關購股權 的股份酬金	總計
		Fees	Salaries	Discretionary bonuses	Housing allowances	Employer's contribution to retirement schemes	Share-based compensation in respect of share options	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
執行董事 <i>Executive directors</i>								
李國棟	Li Kwok Tung Roy	—	3,822	2,500	—	12	—	6,334
黎清平(附註)	Lai Ching Ping (Note)	—	3,234	2,500	—	12	—	5,746
張智	Cheung Chi	—	2,067	2,300	—	12	—	4,379
李國樑	Lee Kwok Leung	—	1,680	1,900	—	12	—	3,592
獨立非執行董事 <i>Independent non-executive directors</i>								
馬家駿	Ma Ka Chun	100	—	—	—	—	—	100
陳光輝	Chan Kwong Fai	100	—	—	—	—	—	100
關啟昌	Kwan Kai Cheong	150	—	—	—	—	—	150
溫澤光	Wun Kwang	100	—	—	—	—	—	100
		450	10,803	9,200	—	48	—	20,501

於截至二零一二年十二月三十一日止年度，概無董事放棄任何酬金(二零一一年：無)。

附註：

黎清平為本公司行政總裁。

25 Employment benefit expense (Continued)

(b) Directors' emoluments (Continued)

The remuneration of each director of the Company for the year ended 31 December 2011 is set out below:

Director's Name	Name of Director	袍金	薪金	酌情花紅	房屋津貼	退休金計劃 僱主供款	有關購股權 的股份酬金	總計
		Fees	Salaries	Discretionary bonuses	Housing allowances	Employer's contribution to retirement schemes	Share-based compensation in respect of share options	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Executive directors								
Li Kwok Tung Roy	李國棟	—	3,822	2,500	—	12	—	6,334
Lai Ching Ping (Note)	黎清平(附註)	—	3,234	2,500	—	12	—	5,746
Cheung Chi	張智	—	2,067	2,300	—	12	—	4,379
Lee Kwok Leung	李國樑	—	1,680	1,900	—	12	—	3,592
Independent non-executive directors								
Ma Ka Chun	馬家駿	100	—	—	—	—	—	100
Chan Kwong Fai	陳光輝	100	—	—	—	—	—	100
Kwan Kai Cheong	關啟昌	150	—	—	—	—	—	150
Wun Kwang	溫澤光	100	—	—	—	—	—	100
		450	10,803	9,200	—	48	—	20,501

No directors waived any emoluments during the year ended 31 December 2012 (2011: Nil).

Note:

Lai Ching Ping is the chief executive officer of the Company.

25 僱員福利開支(續)

(c) 五名最高薪人士

截至二零一二年十二月三十一日止年度本集團五名最高薪人士包括四名(二零一一年:四名)董事,彼等的酬金已載於上述分析。年內已付/應付其餘一名(二零一一年:一名)人士的酬金如下:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
底薪、房屋津貼及其他津貼	Basic salaries, housing allowances and other allowances	1,248	1,210
酌情花紅	Discretionary bonuses	2,207	4,338
退休福利	Retirement benefit		
— 界定供款計劃	— defined contribution schemes	14	12
		3,469	5,560

薪酬介乎以下範圍:

		人數 Number of individuals	
		二零一二年 2012	二零一一年 2011
薪酬範圍(港元)	Emolument bands (in HK Dollars)		
3,000,001港元至 3,500,000港元	HK\$3,000,001 — HK\$3,500,000	1	—
5,500,001港元至 6,000,000港元	HK\$5,500,001 — HK\$6,000,000	—	1

(d) 截至二零一二年十二月三十一日止年度,本公司並無支付酬金予任何董事或五名最高薪人士,作為加入或邀請加入本集團的獎勵或離職補償(二零一一年:無)。

25 Employment benefit expense (Continued)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year ended 31 December 2012 include four (2011: four) directors whose emoluments are reflected in the analysis presented above. The emoluments paid/payable to the remaining one individual (2011: one individual) during the year are as follows:

The emoluments fell within the following bands:

(d) During the year ended 31 December 2012, no emoluments were paid by the Company to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2011: Nil).

合併財務報表附註 Notes to the Consolidated Financial Statements

26 融資收入及成本

26 Finance income and costs

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
利息收入	Interest income from		
— 銀行存款	— Bank deposits	13,120	10,555
— 可換股債券 (附註36(c))	— Convertible bonds (Note 36(c))	1,564	590
— 貸款予一家聯營公司 (附註36(c))	— Loans to an associate (Note 36(c))	12,424	2,185
— 客戶延長 信貸年期	— Customers for extended credit terms	36	79
融資收入	Finance income	27,144	13,409
融資成本	Finance costs		
— 銀行借貸	— Bank borrowings	(2,330)	(1,523)
融資收入淨值	Net finance income	24,814	11,886

27 所得稅開支

27 Income tax expense

香港利得稅已根據本年度估計應課稅溢利按稅率16.5% (二零一一年：16.5%)計提撥備。

Hong Kong profits tax has been provided at the rate of 16.5% (2011: 16.5%) on the estimated assessable profits for the year.

在中國大陸成立及經營之附屬公司及聯營公司於本年度須按25%稅率繳付中國大陸企業所得稅(二零一一年：25%)。根據適用稅法，該等在中國大陸成立為外商獨資企業或中外合資企業的附屬公司及聯營公司，由不遲於二零零八年起計，首兩年可獲豁免繳付企業所得稅，而其後三年則獲半免。

Subsidiaries and associates established and operated in Mainland China are subject to Mainland China Enterprise Income Tax at rate of 25% for the year (2011: 25%). In accordance with the applicable tax regulations, subsidiaries and associates established in Mainland China as wholly owned foreign enterprises or sino-foreign joint ventures are entitled to full exemption from Enterprise Income Tax for the first two years and a 50% reduction in Enterprise Income Tax for the next three years, commencing no later than 2008.

海外(香港及中國大陸除外)溢利的稅項已就本年度估計應課稅溢利按本集團經營所在國家之現行適用稅率計算。

Taxation on overseas (other than Hong Kong and Mainland China) profits has been calculated on the estimated assessable profits for the year at the applicable rates of taxation prevailing in the countries in which the Group operates.

27 所得稅開支(續)

27 Income tax expense (Continued)

自合併損益表扣除的所得稅開支乃指：

The amounts of income tax expense charged to the consolidated income statement represent:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
即期所得稅	Current income tax		
香港利得稅	Hong Kong profits tax	41,876	13,635
中國大陸企業 所得稅	Mainland China enterprise income tax	4,949	4,983
海外所得稅	Overseas income tax	—	604
於過往年度(超額撥備)/ 撥備不足	(Over)/under provision in prior years	(908)	2,040
		45,917	21,262
遞延所得稅(附註19)	Deferred income tax (note 19)	(3,564)	8,267
		42,353	29,529

27 所得稅開支(續)

本集團除所得稅前溢利的稅項與使用適用於合併實體溢利的加權平均稅率得出的理論金額的差別如下：

27. Income tax expense (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the consolidated entities as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
不包括應佔聯營公司溢利／ (虧損)的除所得稅前溢利	Profit before income tax excluding share of profits/(losses) of associates	149,370	8,934
加權平均本地適用稅率	Weighted average applicable domestic tax rates	9.7%	17.0%
以適用於有關地方／ 國家溢利的本地稅率 計算的稅項	Tax calculated at domestic tax rates applicable to profits in the respective places/countries	14,457	1,518
稅項影響：	Tax effects of:		
— 毋須課稅收入	— Income not subject to tax	(4,515)	(3,252)
— 不可扣稅的開支	— Expenses not deductible for tax purposes	3,237	25,812
— 稅項減免之影響	— Effect of tax concession	(2,452)	(8,422)
— 並無確認遞延所得稅的 稅務虧損	— Tax losses for which no deferred income tax was recognised	27,822	15,244
— 未確認暫時差額	— Temporary differences not recognised	6,548	—
— 動用過往未確認稅項虧損	— Utilisation of previously unrecognised tax losses	(3,359)	(4,179)
— 附屬公司及聯營公司 未分配盈利預扣稅	— Withholding tax on undistributed earnings of subsidiaries and associates	788	(30)
— 於過往年度(超額撥備)／ 撥備不足	— (Over)/under provision in prior years	(908)	2,040
— 其他	— Others	735	798
稅務開支	Tax charge	42,353	29,529

加權平均適用本地稅率變動主要由於不同集團公司的所得溢利組合變動所致。該等所得溢利按不同稅率繳稅。

The change in weighted average applicable domestic tax rates is mainly caused by a change in mix of profits earned by different group companies which are subject to different tax.

28 本公司股權持有人應佔溢利

本公司股權持有人應佔溢利 65,058,000 港元(二零一一年: 147,256,000 港元)計入本公司財務報表內。

28 Profit attributable to equity holders of the Company

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of HK\$65,058,000 (2011: HK\$147,256,000).

29 每股盈利

(a) 基本

每股基本盈利乃根據本公司股權持有人應佔綜合溢利約 150,185,000 港元(二零一一年: 230,196,000 港元)及年內已發行普通股加權平均數約 1,268,400,000 股(二零一一年: 1,268,400,000 股)計算。

29 Earnings per share

(a) Basic

The calculation of basic earnings per share is based on the consolidated profit attributable to equity holders of the Company of approximately HK\$150,185,000 (2011: HK\$230,196,000) and on the weighted average number of approximately 1,268,400,000 (2011: 1,268,400,000) ordinary shares in issue during the year.

		二零一二年 2012	二零一一年 2011
本公司股權持有人應佔溢利(千港元)	Profit attributable to equity holders of the Company (HK\$'000)		
— 持續經營業務	— Continuing operations	141,424	43,851
— 已終止經營業務	— Discontinued operations	8,761	186,345
		150,185	230,196
已發行普通股的加權平均數(千股)	Weighted average number of ordinary shares in issue ('000)	1,268,400	1,268,400
每股基本盈利(港仙)	Basic earnings per share (HK cents)		
— 持續經營業務	— Continuing operations	11.1	3.4
— 已終止經營業務	— Discontinued operations	0.7	14.7
		11.8	18.1

29 每股盈利(續)

(b) 攤薄

每股攤薄盈利乃假設兌換所有具潛在攤薄影響的普通股而調整加權平均已發行普通股數目計算。根據購股權計劃(附註20)可發行的股份為唯一具潛在攤薄影響的普通股。本公司根據未行使購股權所附認購權的貨幣價值作出計算以釐定可能按公平值(乃本公司股份於有關期間的平均市場股價)收購的股份數目。上述所計算的股份數目與假設行使購股權而發行的股份數目作出比較。

由於截至二零一一年及二零一二年十二月三十一日止年度因本公司授出購股權而產生的尚未發行潛在普通股具反攤薄影響，故截至二零一一年及二零一二年十二月三十一日止年度的每股攤薄盈利與每股基本盈利相同。

29 Earnings per share (Continued)

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Shares issuable under the share option schemes (Note 20) are the only dilutive potential ordinary shares. A calculation is made in order to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares in the relevant periods) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

The diluted earnings per share for the years ended 31 December 2011 and 2012 are the same as the basic earnings per share as the potential ordinary shares arising from the share options granted by the Company outstanding during the years ended 31 December 2011 and 2012 are anti-dilutive.

30 股息

30 Dividends

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
已付中期股息每股 普通股3.0港仙 (二零一一年: 5.0港仙)	Interim dividend paid of HK3.0 cents (2011: HK5.0 cents) per ordinary share	38,052	63,420
建議末期股息每股 普通股4.0港仙 (二零一一年: 3.0港仙)	Proposed final dividend of HK4.0 cents (2011: HK3.0 cents) per ordinary share	50,736	38,052
		88,788	101,472

於二零一三年三月十四日舉行的會議上，董事會建議派發末期股息每股4.0港仙(二零一一年: 3.0港仙)。建議股息尚未於本合併財務報表內反映為應付股息，惟將會反映為截至二零一三年十二月三十一日止年度的保留盈利撥用。

At a meeting held on 14 March 2013, the Board proposed a final dividend of HK4.0 cents (2011: HK3.0 cents). The proposed dividends have not been reflected as a dividend payable in these consolidated financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2013.

31 現金流量表附註

31 Notes to cash flow statement

(a) 營運所得現金對帳

(a) Reconciliation of cash generated from operations

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
除所得稅前溢利	Profit before income tax	162,380	169,602
按下列各項調整：	Adjustments for:		
— 無形資產攤銷	— Amortisation of intangible assets	1,408	4,314
— 土地使用權攤銷	— Amortisation of land use rights	565	1,020
— 出售分銷權的收益	— Gain on disposal of distribution right	—	(214,500)
— 出售物業、機器及設備的虧損	— Loss on disposal of property, plant and equipment	599	755
— 物業、機器及設備折舊	— Depreciation of property, plant and equipment	92,091	95,029
— 物業、機器及設備減值	— Impairment of property, plant and equipment	3,171	12,233
— 無形資產減值	— Impairment of intangible assets	—	126,851
— 可供出售金融資產減值	— Impairment of available-for-sale financial assets	—	500
— 存貨減值 — 淨額	— Impairment of inventories, net	47,307	11,696
— 應收帳款(撥回)/減值 — 淨額	— (Write-back)/impairment of receivables, net	(2,666)	21,205
— 融資收入 — 淨額	— Finance income — net	(24,881)	(11,249)
— 應佔聯營公司溢利/(虧損)	— Share of profits/(losses) of associates	(4,249)	349
— 匯兌收益/(虧損) — 淨值	— Exchange gains/(losses), net	1,115	(15,018)
營運資金變動：	Changes in working capital:		
— 存貨	— Inventories	155,342	(148,446)
— 應收貿易帳款及票據	— Trade and bills receivable	119,336	112,014
— 按金、預付帳款及其他應收帳款	— Deposits, prepayments and other receivables	28,007	(23,318)
— 應付貿易帳款及票據	— Trade and bills payable	(82,621)	18,777
— 應計帳款及其他應付帳款	— Accruals and other payables	(5,166)	44,030
營運所得現金	Cash generated from operations	491,738	205,844

31 現金流量表附註(續)

31 Notes to cash flow statement (Continued)

(b) 於現金流量表中，出售物業、機器及設備所得款項包括：

(b) In the cash flow statement, proceeds from disposal of property, plant and equipment comprise:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
出售物業、機器及設備：	Disposal of property, plant and equipment:		
帳面淨值	Net book amount	1,816	1,045
出售物業、機器及設備虧損	Loss on disposal of property, plant and equipment	(599)	(755)
出售物業、機器及設備所得款項	Proceeds from disposal of property, plant and equipment	1,217	290

(c) 截至二零一一年十二月三十一日止年度，就收購天運洋行額外權益而向 Umbro International Limited (「UIL」) 支付的 31,200,000 港元已經扣除來自 UIL 的出售分銷權所得款項 214,500,000 港元。

(c) During the year ended 31 December 2011, the payment to Umbro International Limited (“UIL”) for the acquisition of additional interests in Team & Sports Limited of HK\$31,200,000 has been net-off with the proceeds from the disposal of distribution rights from UIL of HK\$214,500,000.

32 持作出售之非流動資產及已終 止經營業務 — 合併

(a) 出售土地使用權

於二零一一年十二月二十日，本集團與河源一名第三方就以代價人民幣29,687,000元(相當於36,931,000港元)出售中國大陸的若干土地使用權訂立買賣協議。於二零一二年十二月三十一日，收到約36,931,000港元(二零一一年：6,170,000港元)的按金並計入應計帳款及其他應付帳款。於二零一二年十二月三十一日，交易尚未完成。就此而言，帳面金額為24,749,000港元(二零一一年：20,463,000港元)的土地使用權於二零一二年十二月三十一日分類為持作出售的非流動資產。

(b) 天運洋行集團(「天運洋行集團」)之已終止經營業務

於二零一一年四月二十一日，本集團與UIL就提早終止日期為二零零七年二月八日的分銷商協議而訂立一份協議，該分銷商協議授予天運洋行集團獨家分銷權，可於二零零七年三月至二零二零年十二月期間在中國大陸、香港、澳門及台灣分銷Umbro品牌產品。交還該分銷權的代價為27,500,000美元(相等於214,500,000港元)，而該交易已於二零一一年六月二日完成。就此而言，本集團於截至二零一一年十二月三十一日止年度確認終止Umbro分銷權的收益214,500,000港元。

32 Non-current assets held-for-sale and discontinued operations — consolidated

(a) Disposal of land use rights

On 20 December 2011, the Group entered into a sale and purchase agreement with a third party in Heyuan in relation to the disposal of certain land use rights in Mainland China for a consideration RMB29,687,000 (equivalent to HK\$36,931,000). As at 31 December 2012, a deposit of approximately HK\$36,931,000 (2011: HK\$6,170,000) had been received and was included in accruals and other payables. The transaction is not yet completed as at 31 December 2012. In this connection, the land use rights with carrying amount HK\$24,749,000 (2011: HK\$20,463,000) were classified as non-current assets held for sale as at 31 December 2012.

(b) Discontinued operations of Team & Sports Group (“T&S Group”)

On 21 April 2011, the Group entered into an agreement with UIL for the early termination of the distributor agreement dated 8 February 2007 which granted T&S Group exclusive distribution rights of the Umbro branded products in Mainland China, Hong Kong, Macau and Taiwan from March 2007 to December 2020. The consideration for the surrender of such distribution rights was US\$27,500,000 (equivalent to HK\$214,500,000) and this transaction was completed on 2 June 2011. In this connection, the Group recognised a gain on the termination of Umbro distribution rights of HK\$214,500,000 during the year ended 31 December 2011.

32 持作出售之非流動資產及已終 止經營業務 — 合併(續)

(b) 天運洋行集團(「天運洋行集 團」)之已終止經營業務(續)

此外，於二零一一年四月二十一日，本集團與UIL及其關連實體訂立過渡服務協議，據此，天運洋行集團將於二零一一年六月二日至二零一二年六月三十日期間向UIL及其關連實體提供服務，以協助彼等避免於在天運洋行集團終止分銷權後分銷業務過渡及經營時出現中斷。上述服務的服務費為5,000,000美元(相等於39,000,000港元)。就此而言，UIL向天運洋行集團授出於二零一一年六月二日至二零一二年六月三十日期間分銷Umbro品牌產品的新非獨家分銷權，以讓天運洋行集團可提供上述過渡服務。過渡服務於二零一一年六月二日至二零一二年六月三十日期間按直線法確認。於截至二零一二年十二月三十一日止年度的已終止經營業務業績內確認的有關收入為18,442,000港元(二零一一年：20,558,000港元)。

根據與UIL訂立的協議，Umbro產品分銷業務已於二零一二年六月三十日全面終止。因此，於綜合財務報表中，其業績呈列為已終止經營業務，而其資產及負債則分類為出售組別。

32 Non-current assets held-for-sale and discontinued operations — consolidated

(Continued)

(b) Discontinued operations of Team & Sports Group (“T&S Group”) (Continued)

In addition, the Group entered into a Transition Services Agreement with UIL and its related entities on 21 April 2011, under which T&S Group will provide services to UIL and its related entities for the period from 2 June 2011 to 30 June 2012 to assist them in avoiding disruption in the transition and operation of the distribution business after the termination of distribution rights by T&S Group. The fees for the above services were US\$5,000,000 (equivalent to HK\$39,000,000). In this connection, UIL granted T&S Group new non-exclusive distribution rights for the distribution of Umbro branded products from 2 June 2011 to 30 June 2012 to enable T&S Group to provide the above transition services. Transitional service is recognised on a straight-line basis over the period from 2 June 2011 to 30 June 2012. Such income was recognised in the results of the discontinued operations during the year ended 31 December 2012 and amounted to HK\$18,442,000 (2011: HK\$20,558,000).

Pursuant to the agreements with UIL, the distribution business of the Umbro products was wholly ceased on 30 June 2012. Therefore its results are presented as a discontinued operation and its assets and liabilities are classified as a disposal group in the consolidated financial statements.

**32 持作出售之非流動資產及已終
止經營業務(續)**
**(b) 天運洋行集團(「天運洋行集
團」)之已終止經營業務(續)**

天運洋行集團(出售組別)的資產
及負債的主要分類如下：

**32 Non-current assets held-for-sale and
discontinued operations (Continued)**
**(b) Discontinued operations of Team & Sports
Group (“T&S Group”) (Continued)**

The major classes of assets and liabilities of T&S
Group, the disposal group, are as follows:

		於二零一二年 十二月三十一日 As at 31 December 2012 千港元 HK\$'000	於二零一一年 十二月三十一日 As at 31 December 2011 千港元 HK\$'000
與出售組別有直接關連的 資產：	Assets directly associated with the disposal group:		
— 物業、機器及設備	— property, plant and equipment	—	341
— 存貨	— inventory	—	15,622
— 應收貿易帳款	— trade receivables	698	6,097
— 按金、預付款項及 其他應收帳款	— deposit, prepayments and other receivables	—	21,623
— 現金及現金等價物	— cash and cash equivalents	—	9,577
出售組別的資產總額	Total assets of the disposal group	698	53,260
與出售組別有直接關連的 負債：	Liabilities directly associated with the disposal group:		
— 應付貿易帳款	— trade payables	123	1,027
— 應計帳款及其他 應付帳款	— accruals and other payables	4,322	24,195
— 即期所得稅負債	— current income tax liabilities	1,625	1,612
出售組別的負債總額	Total liabilities of the disposal group	6,070	26,834
出售組別的淨 (負債)/資產總額	Total net (liabilities)/assets of the disposal group	(5,372)	26,426

**32 持作出售之非流動資產及已終
止經營業務(續)**
**(b) 天運洋行集團(「天運洋行集
團」)之已終止經營業務(續)**

下文載列年內有關天運洋行集團的財務資料。利潤表將已終止經營業務及持續經營業務分開呈列。

**32 Non-current assets held-for-sale and
discontinued operations (Continued)**
**(b) Discontinued operations of Team & Sports
Group (“T&S Group”) (Continued)**

Financial information relating to T&S Group for the year is set out below. The income statement distinguish discontinued operations from continuing operations.

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
收益	Revenue	10,656	113,099
銷售成本	Costs of sales	(15,872)	(78,271)
毛(損)/利	Gross (loss)/profit	(5,216)	34,828
銷售及分銷成本	Selling and distribution costs	(3,447)	(42,835)
一般及行政開支	General and administrative expenses	(207)	(70,188)
其他收入	Other income	17,986	20,574
其他(虧損)/收益	Other (losses)/gains		
— 淨額(附註)	— net (Note)	(422)	219,275
經營溢利	Operating profit	8,694	161,654
融資收入	Finance income	67	251
融資成本	Finance costs	—	(888)
融資收入/(成本) — 淨額	Finance income/(costs) — net	67	(637)
除所得稅前溢利	Profit before income tax	8,761	161,017
所得稅抵免	Income tax credit	—	610
已終止經營業務溢利	Profit from discontinued operations	8,761	161,627
以下人士應佔已終止 經營業務的溢利：	Profit from discontinued operations attributable to:		
— 本公司股權持有人	— Equity holders of the Company	8,761	186,345
— 非控股權益	— Non-controlling interests	—	(24,718)
		8,761	161,627

**32 持作出售之非流動資產及已終
止經營業務** (續)

(b) 天運洋行集團 (「天運洋行集團」) 之已終止經營業務 (續)

附註：

截至二零一一年十二月三十一日止年度，終止 Umbro 分銷權之收益 214,500,000 港元記入其他(虧損)/收益 — 淨額。

**32 Non-current assets held-for-sale and
discontinued operations** (Continued)

**(b) Discontinued operations of Team & Sports
Group (“T&S Group”)** (Continued)

Note:

The gain on termination of Umbro distribution rights amounting to HK\$214,500,000 was included in other (losses)/gains — net for the year ended 31 December 2011.

		截至 十二月三十一日止年度	
		For the year ended 31 December	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
經營現金流量	Operating cash flows	31,426	(587)
投資現金流量	Investing cash flows	174	(1,750)
融資現金流量	Financing cash flows	(41,157)	(30,200)
現金流量總額	Total cash flows	(9,557)	(32,537)

**32 持作出售之非流動資產及已終
止經營業務(續)**

**(b) 天運洋行集團(「天運洋行集
團」)之已終止經營業務(續)**

計入已終止經營業務的開支分析
如下：

**32 Non-current assets held-for-sale and
discontinued operations (Continued)**

**(b) Discontinued operations of Team & Sports
Group (“T&S Group”) (Continued)**

Expenses included in the discontinued operations are
analysed as follows:

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
購買製成品	Purchase of finished goods	299	37,827
製成品存貨的變動	Changes in inventories of finished goods	15,622	40,813
物業、機器及設備 折舊	Depreciation of property, plant and equipment	7	4,353
物業、機器及設備 減值	Impairment of property, plant and equipment	334	9,487
無形資產減值	Impairment of intangible assets	—	14,851
核數師酬金	Auditor's remuneration	631	1,087
應收貿易帳款及票據 的(撥回)/減值 — 淨額	(Write-back)/impairment of trade and bills receivable, net	(2,365)	13,568
存貨撥回 — 淨額	Write-back of inventories, net	—	(1,086)
遞延所得稅(收入)	Deferred income tax (credit)	—	(610)

33 或然負債

於二零一二年十二月三十一日，本集團並無重大或然負債(二零一一年：無)。

34 承擔 — 本集團

(a) 資本承擔

於結算日，已訂約但未撥備的資本開支如下：

物業、機器及設備已 訂約但未撥備	Property, plant and equipment Contracted but not provided for
---------------------	------------------------------------------------------------------

於二零一二年十二月三十一日，本集團承諾向若干於中國大陸成立的附屬公司注入額外資本，注資總額約42,722,000港元(二零一一年：42,722,000港元)。

於二零一一年八月十六日，本集團與Shine Gold及其實益擁有人訂立一份協議，據此，本集團同意認購本金總額為70,000,000港元的可換股債券。於二零一二年十二月三十一日，本集團已認購可換股債券31,200,000港元，並且已承諾認購餘下可換股債券38,800,000港元。

年末後，本集團於二零一三年二月二十一日認購第二批本金額為38,800,000港元的可換股債券。

33 Contingent liabilities

As at 31 December 2012, the Group had no material contingent liabilities (2011: Nil).

34 Commitments — Group

(a) Capital commitments

Capital expenditure contracted for at the balance sheet date but not yet provided for is as follows:

	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
物業、機器及設備已 訂約但未撥備	1,981	1,654

As at 31 December 2012, the Group had commitments to inject additional capital into certain subsidiaries established in Mainland China, totalling approximately HK\$42,722,000 (2011: HK\$42,722,000).

On 16 August 2011, the Group entered into an agreement with Shine Gold and its beneficial owners, pursuant to which the Group agreed to subscribe for convertible bonds in an aggregate principal amount of HK\$70,000,000. As at 31 December 2012, the Group had acquired convertible bonds of HK\$31,200,000 and had commitment to acquire the remaining convertible bonds of HK\$38,800,000.

Subsequent to year end, the Group acquired the second tranche of convertible bonds with principal amount of HK\$38,800,000 on 21 February 2013.

34 承擔 — 本集團(續)

(b) 經營租賃承擔

本集團按照不可撤銷經營租賃協議租賃多間零售店、辦公室、倉庫及辦公室設備。租賃各有不同條款、經修訂條款及重續權。本集團根據不可撤銷經營租賃之未來最低租金總額如下：

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
一年內	Within one year	66,906	56,474
一年至五年	Later than one year and not later than five years	131,893	118,096
五年後	Later than five years	13,081	30,405
		211,880	204,975

上述租賃承擔僅包括基本租金承擔，並不包括額外應付租金(或然租金)(如有)承擔，該等額外租金一般應用未來銷售之預設百分比減各租賃之基本租金釐定，原因為不可能事先釐定該等額外租金之金額。

34 Commitments — Group (Continued)

(b) Operating lease commitments

The Group leases various retail shops, offices, warehouses and office equipment under non-cancellable operating lease agreements. The leases have varying terms, escalation clauses and renewal rights. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

The above lease commitments only include commitments for basic rentals, and do not include commitments for additional rental payable (contingent rents), if any, which are to be determined generally by applying pre-determined percentages to future sales less the basic rentals of the respective leases, as it is not possible to determine in advance the amount of such additional rentals.

35 在控制權無變動的情況下附屬公司擁有權益的變動

收購附屬公司的額外權益

於二零一一年四月二日，本集團與UIL訂立協議，以代價31,200,000港元向UIL收購天運洋行有限公司(「天運」)額外40%的股權。收購已於二零一一年六月二日完成。此後，截至二零一一年十二月三十一日止年度，本集團於天運及其附屬公司的股權由60%增至100%。收購額外權益並無導致對天運及其附屬公司控制權的變動。於收購日期，天運的非控股權益的帳面值為15,586,000港元。截至二零一一年十二月三十一日止年度，本集團確認非控股權益減少15,586,000港元及本公司擁有人應佔權益減少15,614,000港元(附註21)。截至二零一一年十二月三十一日止年度，於天運擁有權益的變動對本公司擁有人應佔股權的影響概述如下：

35 Changes in ownership interests in subsidiaries without change of control

Acquisition of additional interests in subsidiaries

On 2 April 2011, the Group entered into an agreement with UIL to acquire an additional 40% equity interest in Team & Sports Limited ("T&S") at a consideration of HK\$31,200,000 from UIL. The acquisition was completed on 2 June 2011. Thereafter, the Group's equity interest in T&S and its subsidiaries was increased from 60% to 100% during the year ended 31 December 2011. The acquisition of the additional interest did not result in change of control of T&S and its subsidiaries. The carrying amount of the non-controlling interests in T&S on the date of acquisition was HK\$15,586,000. The Group recognised a decrease in non-controlling interests of HK\$15,586,000 and a decrease in equity attributable to owners of the Company of HK\$15,614,000 during the year ended 31 December 2011 (Note 21). The effect of changes in the ownership interest of T&S on the equity attributable to owners of the Company during the year during the year ended 31 December 2011 is summarised as follows:

		千港元 HK\$'000
出售非控股權益的帳面值	Carrying amount of non-controlling interests disposed of	15,586
支付予非控股權益的代價	Consideration paid to non-controlling interests	(31,200)
權益內確認的支付代價超額部分	Excess of consideration paid recognised within equity	(15,614)

36 關連方交易

本集團由在英屬處女群島註冊成立之公司Quinta Asia Limited (直接控股公司)控制，該公司於二零一二年十二月三十一日擁有本公司約58.56%股份。本公司董事認為Quinta Asia Limited為最終控股公司。

除於此等合併財務報表中其他部分所披露者外，本集團與關連方曾進行以下主要交易：

36 Related party transactions

The Group is controlled by Quinta Asia Limited (the immediate holding company), a company incorporated in the British Virgins Islands, which owns approximately 58.56% of the Company's shares as at 31 December 2012. The Company's directors regard Quinta Asia Limited as being the ultimate holding company.

Apart from those disclosed elsewhere in these consolidated financial statements, the following significant transactions were carried out with related parties:

36 關連方交易(續)

36 Related party transactions (Continued)

(a) 銷售貨品及服務

(a) Sales of goods and services

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
銷售貨品：	Sales of goods:		
附屬公司的非股股東控制的實體：	Entities controlled by non-controlling shareholder of a subsidiary:		
— 美海企業有限公司	— Amerseas Enterprises Ltd	21,800	35,248
— 美海體育用品(河源)有限公司	— Amerseas Sporting Goods (Heyuan) Co Ltd	11	6
— 廣州天生體育用品有限公司	— Guangzhou Tien Sung Sporting Goods Co Ltd	26	11
— 河源天生體育用品有限公司	— Heyuan Tien Sung Sporting Goods Co. Ltd	33	—
— 天祺體育用品有限公司	— Tien Gee Sporting Goods Co. Ltd	491	—
— TSG (Bangkok) Ltd	— TSG (Bangkok) Ltd	32	21
— 天生製衣(國際)有限公司	— TSG International Ltd	826	1,094
附屬公司的非控股股東：	Non-controlling shareholder of a subsidiary:		
— Umbro International Limited直至二零一一年六月二日	— Umbro International Limited up to 2 June 2011	—	12,781
本集團的聯營公司：	Associate of the Group:		
— D-mop Limited	— D-mop Limited	2,756	—
— 富順寶嘉染整興業(河源)有限公司	— Fu Hsun Bowker Dyeing Factory (Heyuan) Co Ltd	41	188
銷售服務：	Sales of services:		
附屬公司的非控股股東控制的實體：	Entity controlled by non-controlling shareholder of a subsidiary:		
— 美海企業有限公司	— Amerseas Enterprises Ltd		
— 加工收入	— processing income	697	493
		26,713	49,842

貨品及服務按雙方協定的價格出售。

Goods and services are sold at prices mutually agreed by both parties.

36 關連方交易(續)

36 Related party transactions (Continued)

(b) 購買貨品及服務

(b) Purchases of goods and services

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
購買貨品：	Purchases of goods:		
附屬公司的非控股股東：	Non-controlling shareholder of a subsidiary:		
— Umbro International Limited直至 二零一一年六月二日	— Umbro International Limited up to 2 June 2011	—	1,941
本集團的聯營公司：	Associate of the Group:		
— Fu Jin Bowker Company Limited	— Fu Jin Bowker Company Limited	201,546	230,764
本集團的聯營公司的 主要股東：	Major shareholder of associate of the Group:		
— 富順纖維工業股份有限公司	— Fu Hsun Fiber Industrial Co Ltd	32,584	58,565
購買服務：	Purchases of services:		
附屬公司的非控股股東：	Non-controlling shareholder of a subsidiary:		
— 美海企業有限公司 — 分包費	— Amerseas Enterprises Ltd — subcontracting fee	—	439
— Umbro International Limited — 專營權費(直至 二零一一年六月二日)	— Umbro International Limited — royalty (up to 2 June 2011)	—	8,478
		234,130	300,187

貨品及服務按雙方協定的價格購買。

Good and services are purchased at prices mutually agreed by both parties.

36 關連方交易(續)

36 Related party transactions (Continued)

(c) 聯營公司之利息收入

(c) Interest income from an associate

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
本集團的聯營公司	Associate of the Group		
— Shine Gold Limited	— Shine Gold Limited		
可換股債券 (附註26)	Convertible bond (Note 26)	1,564	590
貸款(附註26)	Loans (Note 26)	12,424	2,185
		13,988	2,775

36 關連方交易(續)

36 Related party transactions (Continued)

(d) 銷售／購買貨品及服務所產生之年終結餘

(d) Year-end balances arising from sales/purchases of goods and services

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
應收關連方款項(包括於應收貿易帳款內):	Receivables from related parties (included in trade receivables):		
本集團的聯營公司	Associate of the Group		
— D-mop Limited	— D-mop Limited	822	—
— 富順寶嘉染整興業(河源)有限公司	— Fu Hsun Bowker Dyeing Factory (Heyuan) Co Ltd	2	34
附屬公司的非控股股東控制的實體	Entities controlled by non-controlling shareholder of a subsidiary		
— 美海企業有限公司	— Amerseas Enterprises Ltd	682	1,323
— 美海體育用品(河源)有限公司	— Amerseas Sporting Goods (Heyuan) Co Ltd	8	3
— 廣州天生體育用品有限公司	— Guangzhou Tien Sung Sporting Goods Co Ltd	—	5
— 河源天生體育用品有限公司	— Heyuan Tien Sung Sporting Goods Co Ltd	6	—
— 天祺體育用品有限公司	— Tien Gee Sporting Goods Co Ltd	291	—
— TSG (Bangkok) Ltd	— TSG (Bangkok) Ltd	—	11
— 天生製衣(國際)有限公司	— TSG International Ltd	112	329
		1,923	1,705

合併財務報表附註 Notes to the Consolidated Financial Statements

36 關連方交易(續)

36 Related party transactions (Continued)

(d) 銷售／購買貨品及服務所產生之年終結餘(續)

(d) Year-end balances arising from sales/purchases of goods and services (Continued)

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
應付關連方款項(包括於應付貿易帳款內):			
Payables to related parties (included in trade payables):			
本集團的聯營公司	Associate of the Group		
— Fu Jin Bowker Company Limited	— Fu Jin Bowker Company Limited	60,321	56,977
本集團的聯營公司的主要股東	Major shareholder of associate of the Group		
— 富順纖維工業股份有限公司	— Fu Hsun Fiber Industrial Co Ltd	3,708	9,316
		64,029	66,293
應付關連方款項(包括於應計帳款及其他應付帳款內):			
Payables to related parties (included in accruals and other payables):			
本集團的聯營公司	Associate of the Group		
— Shine Gold Limited	— Shine Gold Limited	8,981	4,910
袁志良	Yuen Chi Leung		
— 就收購昌迪集團應付代價	— Consideration payable for acquisition of Charmtech Group	—	30,359
— 其他	— Others	1,242	1,239
		1,242	31,598

所有款項為無抵押及須於一般貿易信貸期內支付。

All amounts are unsecured and payable within normal trade credit terms.

36 關連方交易(續)

(e) 來自關連方的貸款

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
附屬公司非控股股東	Non-controlling shareholder of a subsidiary		
— 袁志良	— Yuen Chi Leung	7,500	7,500

貸款為無抵押、免息及僅按袁志良與本集團一致要求時償還，於償還時按兩名股東各自佔未清償股東貸款的比例予以償還。

36 Related party transactions (Continued)

(e) Loan from a related party

The loan is unsecured, interest free and only repayable on the unanimous demand of Yuen Chi Leung and the Group, which is to be repaid to both shareholders in their respective proportions of outstanding shareholders' loans at the time of repayment.

(f) 與聯營公司的結餘

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
Shine Gold集團	Shine Gold Group		
— 可換股債券	— Convertible bond	33,354	31,790
— 貸款，包括利息	— Loans, including interest	173,493	107,245

向聯營公司的貸款按每年8% (二零一一年：8%) 計息，並不會於未來十二個月內償還。可換股債券按每年5% (二零一一年：5%) 計息。

(f) Balances with an associated company

The loans to an associate bear interest at 8% (2011: 8%) per annum and will not be repayable in the coming twelve months. The convertible bond bears interest at 5% (2011: 5%) per annum.

36 關連方交易(續)

(g) 應付附屬公司款項

應付附屬公司款項均為無抵押、免息及須於催繳時償還。

(h) 主要管理人員酬金

36 Related party transactions (Continued)

(g) Amounts due to subsidiaries

Amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

(h) Key management compensation

		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
薪金、花紅及津貼	Salaries, bonus and allowances	25,555	29,036
退休福利	Retirement benefits		
— 界定供款計劃	— defined contribution schemes	162	96
		25,717	29,132

37 結算日後事項

年末後，本集團於二零一三年二月二十一日認購第二批本金額為38,800,000港元的Shine Gold可換股債券。

37 Events after balance sheet date

Subsequent to year end, the Group acquired the second tranche of convertible bonds of Shine Gold with principal amount of HK\$38,800,000 on 21 February 2013.

詞彙 Glossary

在本年報中，除文義另有所指外，以下詞語具有以下涵義：

「董事會」	本公司董事會	“Board”	the board of Directors of the Company
「昌迪」	昌迪實業有限公司，本公司持有75%股權的附屬公司	“Charmtech”	Charmtech Industrial Limited, a 75%-owned subsidiary of the Company
「昌迪集團」	昌迪及其附屬公司	“Charmtech Group”	Charmtech and its subsidiaries
「本公司」	永嘉集團控股有限公司，於二零零五年十二月十三日在開曼群島註冊成立的受豁免有限公司	“Company”	Win Hanverky Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 13 December 2005
「關連人士」	上市規則所定義者	“Connected Person”	has the meaning ascribed to it under the Listing Rule
「Diadora產品」	印有Diadora商標的產品，並於香港、中國大陸及澳門分銷	“Diadora Products”	products bearing the Diadora trademark and distributed in Hong Kong, Mainland China and Macau
「董事」	本公司董事	“Director(s)”	the director(s) of the Company
「大中華」	中國大陸、澳門、香港及台灣地區	“Greater China”	Mainland China, Macau, Hong Kong and Taiwan region
「本集團」	本公司及其附屬公司	“Group” or “we” or “our” or “us”	the Company and its subsidiaries
「香港」	中國大陸香港特別行政區	“Hong Kong”	the Hong Kong Special Administrative Region in Mainland China
「上市日期」	本公司股份開始在主板買賣的日期，即二零零六年九月六日(星期三)	“Listing Date”	the date of commencement of dealings in our Shares on the Main Board, which is on Wednesday, 6 September 2006
「上市規則」	香港聯合交易所有限公司證券上市規則	“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
「主板」	成立聯交所創業板前由聯交所經營的股票市場(不包括期權市場)，現時與聯交所創業板同時由聯交所經營(為免生疑，主板不包括聯交所創業板)	“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of the Growth Enterprise Market of the Stock Exchange (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the Growth Enterprise Market of the Stock Exchange (for avoidance of doubt, the Main Board excludes the Growth Enterprise Market of the Stock Exchange)

「中國大陸」	中華人民共和國，不包括香港、澳門及台灣	“Mainland China”	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan
「原設備生產商」	原設備生產商的簡稱，自行生產或向其他生產商採購可能須改良的貨品或設備，加上品牌再由第三方轉售	“OEM”	acronym for original equipment manufacturer, a business that manufactures or purchases from other manufacturers and possibly modifies goods or equipment for branding and resale by others
「首次公開售股前購股權」	於本公司上市前向(其中包括)若干僱員授出的購股權	“Pre-IPO Share Option(s)”	the options granted by the Company to certain employees, among others, prior to the listing of the Company
「人民幣」	中國大陸法定貨幣人民幣	“RMB”	Renminbi, the lawful currency of Mainland China
「股份」	本公司股本中每股面值0.10港元的股份	“Share(s)”	the share(s) of HK\$0.10 each in the share capital of the Company
「股東」	本公司股東	“Shareholders”	shareholders of the Company
「Shine Gold」	Shine Gold Limited，一家於英屬處女群島註冊成立的公司，截至本年報日期，由黃耀新先生全資擁有	“Shine Gold”	Shine Gold Limited, a company incorporated in the British Virgin Islands and is wholly owned by Mr. WONG Yiu Sun as at the date of this annual report
「Shine Gold集團」	Shine Gold Limited及其附屬公司	“Shine Gold Group”	Shine Gold Limited and its subsidiaries
「聯交所」	香港聯合交易所有限公司，為香港交易及結算有限公司的全資附屬公司	“Stock Exchange”	the Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
「天運洋行集團」	天運洋行及其附屬公司	“T&S Group”	T&S HK and its subsidiaries
「天運洋行」	天運洋行有限公司，本公司自二零一二年六月二日起計之全資附屬公司	“T&S HK”	Team & Sports Limited, a wholly owned subsidiary of the Company commencing from 2 June 2012
「TSG BVI」	TSG (BVI) Limited，於英屬處女群島註冊成立的公司，嘉運之主要股東	“TSG BVI”	TSG (BVI) Limited, a company incorporated in the BVI, a substantial shareholder of Win Sports
「天生集團」	TSG BVI及其附屬公司	“TSG Group”	TSG BVI and its subsidiaries
「天生國際」	天生製衣(國際)有限公司，於香港註冊成立之公司，為TSG BVI之全資附屬公司	“TSG International”	TSG International Limited, a company incorporated in Hong Kong, being a wholly owned subsidiary of TSG BVI

詞彙 Glossary

「UIL」	Umbro International Limited，於英國註冊成立之公司，天運洋行截至二零一二年六月二日之主要股東	“UIL”	Umbro International Limited, a company incorporated in the United Kingdom, a substantial shareholder of T&S HK up to 2 June 2012
「Umbro分銷協議」	Umbro International Limited (Umbro集團的其中一家成員公司)與天運洋行所訂立日期為二零零七年二月八日的分銷協議，以在大中華銷售及分銷Umbro產品及從Umbro集團購入Umbro產品，並取代Umbro專營權協議	“Umbro Distributor Agreement”	the distributor agreement dated 8 February 2007 and entered between Umbro International Limited, one of the members of the Umbro Group, and T&S HK in respect of the sale and distribution of Umbro Products in the Greater China and purchases of Umbro Products from the Umbro Group, superseding the Umbro Licence Agreement
「Umbro集團」	Umbro International及其附屬公司	“Umbro Group”	Umbro International and its subsidiaries
「Umbro專營權協議」	天運洋行與Umbro集團成員Umbro Licensing Limited於二零零一年五月二十四日訂立的專營權協議，以在中國大陸及香港銷售及分銷Umbro產品	“Umbro Licence Agreement”	the licence agreement entered into between T&S HK and Umbro Licensing Limited, a member of the Umbro Group, on 24 May 2001 in respect of the sale and distribution of Umbro Products in Mainland China and Hong Kong
「Umbro產品」	印有Umbro品牌，並由本集團根據Umbro分銷協議分銷的指定運動服及其他產品	“Umbro Products”	a selected range of sportswear and other products bearing the Umbro brand and distributed by the Group pursuant to the Umbro Distributor Agreement
「美國」	美利堅合眾國	“US”	the United States of America
「嘉運」	嘉運體育用品有限公司，本公司持有75%股權的附屬公司	“Win Sports”	Win Sports Limited, a 75%-owned subsidiary of the Company
「嘉運集團」	嘉運及其附屬公司	“Win Sports Group”	Win Sports and its subsidiaries
「永歷」	永歷國際有限公司，為本公司間接擁有60%權益的附屬公司	“Winor”	Winor International Company Limited, being an indirect 60%-owned subsidiary of our Company
「永歷集團」	永歷及其附屬公司	“Winor Group”	Winor and its subsidiaries



Win Hanverky Holdings Limited
永嘉集團控股有限公司

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