

LEE & MAN HANDBAGS HOLDING LIMITED
理文手袋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：1488

ANNUAL REPORT 2013 年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive director

Ms. Wai Siu Kee (*Chairman*)
Mr. Kung Phong
Ms. Lee Man Ching
Ms. Poon Lai Ming

Independent non-executive director

Mr. So Wing Keung
Mr. Heng Victor Ja Wei
Mr. Tsang Hin Man Terence

COMPANY SECRETARY

Ms. Wong Yuet Ming

REGISTERED OFFICE

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

PRINCIPAL OFFICE IN HONG KONG

8th Floor, Liven House
61–63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

PRINCIPAL BANKERS

In Hong Kong:

Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

董事會

執行董事

衛少琦女士(主席)
龔鈞先生
李文禎女士
潘麗明女士

獨立非執行董事

蘇永強先生
邢家維先生
曾憲文先生

公司秘書

王月明女士

註冊辦事處

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

香港總辦事處

香港
九龍
觀塘
敬業街61–63號
利維大廈8樓

主要往來銀行

香港：

恒生銀行有限公司
香港上海滙豐銀行有限公司

Corporate Information

公司資料

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants

PRINCIPAL SHARE REGISTRAR

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 BRANCH SHARE REGISTRAR

Tricor Secretaries Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

WEBSITE

<http://www.leemanhandbags.com>

核數師

德勤 • 關黃陳方會計師行
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

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東 183 號
合和中心 22 樓

網址

<http://www.leemanhandbags.com>

Chairman's Statement

主席報告

BUSINESS REVIEW

For the year ended 31 December 2013, the Group recorded a revenue of HK\$817 million, dropped by 12.4% as compared to last year; and a net profit of HK\$72 million for the year, decreased by 34.2% over last year. Gross profit margin and net profit margin were 21.5% and 8.9%, representing a decrease of 3.7 and 2.9 percentage point as compared to last year.

Due to the consumption intention strongly influenced by the torment of whole external economy and keen competition of global handbag industry, the Group's revenue and profit for the year declined respectively. The Group, leveraging on the unrelenting efforts made by the management, improved the product design and strengthened the development of mid-high end products. As to the production cost, even in the face of appreciation in Renminbi and escalating labour and raw material costs in the PRC, the Group maintained its market share and competitiveness in the handbag industry through effective and stringent cost control and the implementation of production process optimisation project. Moreover, the Group management insist on the provision of excellent quality of products to the customer, in order to maintain our long term cooperation relationship. Even though facing the adverse business environment and uncertain economy, the Group will stand shoulder to shoulder with the customers to ride out the current difficult times.

PROSPECTS

It is expected that the external economy & fierce industry competition would continue to be affected by the above factors. Also, in view of the severe shortage of labour in the PRC and the surging labour and raw material costs, it will be full of challenge for the handbag business in the coming year. Nevertheless, the Group will strive to diversify its product designs, strengthen the development of high-end products with high profit margin, obtain engagements from new customers, enhance the production processes, reinforce internal controls and implement tight control over the cost in order to provide stable profit for the Group.

業務回顧

截至2013年12月31日止年度，本集團錄得營業額8.17億港元，較去年下跌12.4%，年內溢利為7,200萬港元，較去年減少34.2%。而毛利率及純利率分別為21.5%及8.9%，比去年分別下降3.7個及2.9個百分點。

因外圍整體經濟飽受困擾，消費意欲大受打擊，加上全球手袋行業競爭劇烈，難免本集團年內營業額及溢利回落。本集團管理層持續加強產品設計及開發中高檔產品，而生產成本方面，面對人民幣升值不斷和國內勞工及物料成本大幅上漲的情況下，本集團已執行嚴緊的成本控制及優化生產流程，以保持本集團在手袋市場的佔有率及競爭性。並且，本集團管理層堅持提供優質產品給客戶，達致恆久長遠合作關係，就算處於經營困難及經濟不明朗環境下，藉此與客戶共渡時艱。

展望

預期外圍經濟及行業競爭劇烈仍受上述因素困擾，加上國內勞動市場出現緊張，以及勞工成本和物料成本不斷上揚，手袋業務於來年將是充滿挑戰。儘管如此，本集團將會加倍努力，設計多樣化產品款式，加強開發高增值之高檔產品及開發新客戶，改善生產流程，加強內部監控，並致力嚴控成本，為集團提供穩定利潤。

Chairman's Statement

主席報告

APPRECIATION

On behalf of the Board, I would like to extend our sincere gratitude to our shareholders, customers and business partners for their persistent support throughout the year. In addition, I would also like to take this opportunity to thank all colleagues and staff for their persistent contribution to the Group.

On behalf of the Board

Wai Siu Kee

Chairman

Hong Kong, 17 March 2014

鳴謝

本人謹代表董事會，向本集團股東、客戶及業務夥伴於本年度給予鼎力支持衷心致意。此外，本人亦藉此機會感謝各位員工努力不懈為本集團作出貢獻。

代表董事會

主席

衛少琦

香港，2014年3月17日

Management Discussion and Analysis

管理層討論及分析

RESULTS OF OPERATION

Revenue and net profit attributable to equity holders of the Group for the year ended 31 December 2013 was HK\$817 million and HK\$72 million, representing a decrease of 12.4% and 34.2% respectively, as compared to HK\$933 million and HK\$110 million respectively last year. The basic earnings per share was HK8.8 cents for the year ended 31 December 2013 and HK13.3 cents last year.

Revenue

The Group recorded revenue of HK\$817 million for the year ended 31 December 2013, dropped by 12.4% as compared to HK\$933 million last year. Due to the consumption intention strongly influenced by the torment of whole external economy and keen competition of global handbag industry, the Group's revenue for the year declined.

Cost of sales

With the decrease in revenue during the year, the cost of sales declined from HK\$698 million last year to HK\$641 million for the year ended 31 December 2013, showing an decrease of approximately 8.1%. Furthermore, the percentage of cost of sales to the total revenue for the year was 78.5%, increased by 3.7 percentage points as compared to 74.8% for last year. Such increase was mainly attributable to the escalating labour costs and raw material costs from PRC inflation for current year.

Selling and distribution expenses

Selling and distribution expenses incurred for the year ended 31 December 2013 was HK\$24.9 million, decreased by HK\$7.4 million as compared to HK\$32.3 million last year, representing an decrease of approximately 22.8%, consistent with the sales drop during the year, which resulted in the decrease in direct selling expenses such as testing charges, transportation, commission and sample charges.

經營業績

截至2013年12月31日止年度，本集團收入及年內股東應佔溢利分別為8.17億港元及7,200萬港元，較去年度9.33億港元及1.10億港元，分別減少12.4%及34.2%。截至2013年12月31日止年度每股基本盈利為8.8港仙而去年為13.3港仙。

收入

本集團收入截至2013年12月31日止年度為8.17億港元，較去年度9.33億港元減少12.4%。因外圍整體經濟飽受困擾，消費意欲大受打擊，加上全球手袋行業競爭劇烈，難免本集團年內營業額及溢利回落。

銷售成本

隨著年內收入減少，本集團銷售成本由去年度6.98億港元下降至截至2013年12月31日止年度的6.41億港元，下跌約8.1%。此外，年內銷售成本佔本集團總收入約78.5%，與去年度74.8%比較，增加3.7個百分點，此增幅主要由於本年度新增勞工成本及來自國內通脹產生原材料成本上漲所致。

銷售及分銷費用

銷售及分銷費用截至2013年12月31日止年度為2,490萬港元，較去年3,230萬港元減少740萬港元，下跌約22.8%。與年內銷售下降一致，帶動直接銷售費用包括測試費、運輸費、佣金及樣版費減少所致。

Management Discussion and Analysis

管理層討論及分析

Administrative expenses

Administrative expenses incurred for the year ended 31 December 2013 was HK\$74.6 million, increased by HK\$0.6 million as compared to HK\$74.0 million last year, representing a slightly increase of approximately 0.8%. The administrative expenses for the year kept at stable level.

Finance costs

Interest expenses incurred for the year ended 31 December 2013 was HK\$0.5 million, which sharply reduced while compared to HK\$1.4 million last year.

INVENTORIES, DEBTORS' AND CREDITORS' TURNOVER

The inventory turnover days of the Group was 62 days for the year ended 31 December 2013 which was steady as compared to 59 days last year.

The average collection period of the Group was 51 days for the year ended 31 December 2013 as compared to 56 days last year which is in line with the normal credit terms of 7 days to 90 days granted by the Group to its customers.

The Group's creditors' turnover days were 35 days for the year ended 31 December 2013 as compared to 33 days last year which is in line with the normal credit terms of 7 days to 60 days granted by the suppliers to the group.

行政費用

行政費用截至2013年12月31日止年度7,460萬港元，較去年度7,400萬港元增加60萬港元，輕微上升約0.8%。年內行政費用保持平穩水平。

融資成本

利息開支截至2013年12月31日止年度為50萬港元，與去年140萬港元大幅減少。

存貨、應收賬款及應付賬款周轉期

截至2013年12月31日止年度，本集團存貨周轉期為62天，與去年度59天相比，大致平穩。

截至2013年12月31日止年度平均收賬期51天，截至2012年12月31日止年度則為56天，與本集團給予客戶的正常除賬期7天至90天一致。

截至2013年12月31日止年度，本集團應付賬款周轉日數為35天，截至2012年12月31日止年度則為33天，與供應商給予本集團的正常除賬期7天至60天一致。

Management Discussion and Analysis

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total shareholders' equity of the Group as at 31 December 2013 was HK\$272 million (31.12.2012 restated: HK\$270 million). As at 31 December 2013, the Group had current assets of HK\$283 million (31.12.2012 restated: HK\$304 million) and current liabilities of HK\$122 million (31.12.2012 restated: HK\$143 million). The current ratio was 2.33 as at 31 December 2013 as compared to 2.12 as at 31 December 2012 (Restated).

The Group generally finances its operations with internally generated cash flow and credit facilities provided by its principal bankers in Hong Kong. As at 31 December 2013, the Group had outstanding bank borrowings of HK\$17 million (31.12.2012 restated: HK\$50 million). These bank loans were secured by corporate guarantees provided by the Company and its certain subsidiaries. As at 31 December 2013, the Group maintained bank balances and cash of HK\$43 million (31.12.2012 restated: HK\$80 million). The Group's net cash-to-equity ratio (cash and cash equivalents net of total bank borrowings over shareholders' equity) was 0.09 as at 31 December 2013 (31.12.2012 restated: 0.11).

The Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements.

EMPLOYEES

At 31 December 2013, the Group had a workforce of more than 4,000 people. The Group maintains a good relationship with its employees, and provides them with proper training and competitive compensation and incentives. The staffs are remunerated based on their work performance, professional experience and prevailing market situation. Remuneration packages comprise salary and bonuses based on individual merits.

流動資金、財務資源及資本結構

於2013年12月31日，本集團的股東權益總額為2.72億港元(31.12.2012經重列：2.7億港元)。於2013年12月31日，本集團的流動資產達2.83億港元(31.12.2012經重列：3.04億港元)，而流動負債則為1.22億港元(31.12.2012經重列：1.43億港元)。於2013年12月31日的流動比率為2.33，而於2012年12月31日則為2.12(經重列)。

本集團一般以內部產生的現金流，以及香港主要往來銀行提供的信貸備用額作為業務的營運資金。於2013年12月31日，本集團的未償還銀行借款為1,700萬港元(31.12.2012經重列：5,000萬港元)。該等銀行借款由本公司及其若干附屬公司提供的公司擔保作為抵押。於2013年12月31日本集團銀行結餘及現金約4,300萬港元(31.12.2012經重列：8,000萬港元)。本集團的淨現金對權益比率(現金及現金等價物減銀行借款總額除以股東權益)於2013年12月31日為0.09(31.12.2012經重列：0.11)。

本集團具備充裕的現金及可供動用的銀行備用額，以應付集團的資本承擔及營運資金需要。

僱員

於2013年12月31日，本集團員工超過4,000名。本集團與員工關係一向良好，並為員工提供足夠培訓、優厚福利及獎勵計劃。員工酬金乃按彼等之工作表現、專業經驗及當時之市場狀況而釐定，除基本薪金外並按員工表現發放花紅。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance. The board of directors (the "Board") of the Company believes that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding and maximizing shareholders' interests. On 1 April 2012, the Code on Corporate Governance Practices ("Former CG Code") contained in Appendix 14 to the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") was amended and renamed as Corporate Governance Code and Corporate Governance Report ("New CG Code"). The Board is committed to complying with the code provisions as stated in the New CG code to the extent that the directors of the Company ("Directors") consider it is applicable and practical to the Company.

The Company has complied with New CG Code during the period from 1 January 2013 to 31 December 2013, except for the following deviation:

- The Group has an Executive Chairman who also act as a chief executive officer. The Executive Chairman with the assistance of the Group's senior management team oversees and manages the Group's business. Other functions normally undertaken by a chief executive officer of a company are delegated to members of the Group's senior management team. This structure deviates from the code provision of Code that requires the roles of the chairman and the chief executive officer to be separate and not performed by the same individual. The Board has considered this matter carefully and decided not to adopt the provision. The Board believes that the current management structure has been effective in facilitating the operation and development of the Group and its business for a considerable period of time and that the necessary checks and balances consistent with sound corporate governance practices are in place. Accordingly, the Board does not consider it necessary to change the current management structure. However, the Board will review the management structure from time to time to ensure it continues to meet these objectives.

企業管治常規

本公司致力保持高水準之企業管治。本公司董事會(「董事會」)相信，對本集團成長及對保障及提高股東權益，完善及合理的企業管治常規實在不可或缺。於2012年4月1日，香港聯合交易所證券上市規則(「上市規則」)附錄十四所載企業管治常規守則(「前企業管治守則」)經修訂及易名為企業管治守則及企業管治報告(「新企業管治守則」)。董事局承諾，在本公司董事(「董事」)認為適用於本公司及切實可行的前提下，遵守新企業管治守則所載的守則條文行事。

本公司已於2013年1月1日至2013年12月31日期間遵守新企業管治守則的守則條文，惟下列者除外：

- 本集團設有一位執行主席而彼亦委任為行政總裁。執行主席在本集團高級管理層協助下監督管理本集團之業務。其他一般由行政總裁處理之職務則由本集團高級管理層負責。守則之條文規定主席及行政總裁之職務需要清楚劃分，且不可由同一人擔任，而本集團之管理架構與此有所偏離。董事會已仔細考慮有關事宜，並決定不採納有關條文。董事會相信現行管理架構在過往一直有效地推動本集團及其業務之營運及發展，並已建立符合完善企業管治常規所需之審查及制衡機制。因此，董事會並不認為本集團應改變現有管理架構。然而，董事會將不時檢討管理架構，以確保其持續達致有關目標。

Corporate Governance Report

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as a code of conduct regarding directors' securities transactions in 2011. All the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2013. The Model Code also applies to other specified senior management of the Group.

BOARD OF DIRECTORS

Composition and role

The Board comprises:

Executive director

Ms. Wai Siu Kee (*Chairman*)
Mr. Kung Phong
Ms. Lee Man Ching
Ms. Poon Lai Ming

Independent non-executive director

Mr. So Wing Keung
Mr. Heng Victor Ja Wei
Mr. Tsang Hin Man Terence

The Board comprises four executive directors (one of whom is the Chairman) and three independent non-executive directors. The three independent non-executive directors represent more than one-third of the Board. In addition, three of the independent non-executive directors possess appropriate business, professional accounting qualifications and legal expertise.

The principal focus of the Board is on the overall strategic development of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations.

董事之證券交易

本公司已於2011年採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。本公司經向所有董事作出具體查詢後，全體董事皆確認於截至2013年12月31日止年度內均遵守標準守則所載之規定標準。標準守則亦適用於本集團之特定高級管理層。

董事會

架構及角色

董事會包括：

執行董事

衛少琦女士(主席)
龔鈞先生
李文禎女士
潘麗明女士

獨立非執行董事

蘇永強先生
邢家維先生
曾憲文先生

董事會包括4位執行董事(其中1位為主席)及3位獨立非執行董事。3位獨立非執行董事佔董事會成員三分之一以上。此外，3位獨立非執行董事分別具適當之商業、專業會計師資格及法律經驗。

董事會主要著眼於本集團之整體策略及發展。董事會亦監察本集團之財務表現及經營業務之內部監控。

Corporate Governance Report

企業管治報告

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation or confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The independent non-executive directors are explicitly identified in all of the Company's corporate communications.

The Chairman is primarily responsible for drawing up and approving the agenda for each board meeting in consultation with all directors. Notice of at least 14 days have been given to all directors for all regular board meetings and the directors can include matters for discussion in the agenda if necessary. Agenda and accompanying board papers in respect of regular board meetings are sent out in full to all directors within reasonable time before the meeting. Draft minutes of all board meetings are circulated to directors for comment within a reasonable time prior to confirmation.

Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings and all directors have access to board papers and related materials, and are provided with adequate information in a timely manner, which enable the Board to make an informed decision on matters placed before it.

During the year under review, 4 full board meetings were held and the individual attendance of each director is set out below:

獨立非執行董事亦在確保及監察有效企業管治之架構中擔當非常重要的角色。董事會相信每一位獨立非執行董事均有其獨立性及判斷力，彼等均合乎上市規則規定之特定獨立準則。本公司已接獲各獨立非執行董事根據上市規則第3.13條規定所作出之年度獨立性確認函。而獨立非執行董事均可在本公司所有企業通訊內明確識別。

主席經徵詢全體董事，首要負責草擬及審批每次董事會會議之議程。開會通知最少於常務會議14天前發送予各董事，如需要，董事可要求在議程內加插討論事項。召開常務會議時，一套完整議程連同開會文件會在開會前之合理時間內發送予各董事。草擬的會議紀錄亦會於合理時間內送交各董事省閱，方予確認。

董事會及董事委員會之會議紀錄由相關會議所委任之秘書保存，所有董事均有權查閱董事會文件及相關資料及適時地獲提供足夠資料，使董事會可於決策事項前作出有根據的判斷。

於回顧年度內，已召開四次全體董事會，各董事出席情況詳列如下：

Name of director	董事姓名	Number of board meetings attended 出席董事會會議次數
Ms. Wai Siu Kee	衛少琦女士	4
Mr. Kung Phong	龔鈺先生	4
Ms. Lee Man Ching	李文禎女士	4
Ms. Poon Lai Ming	潘麗明女士	4
Mr. So Wing Keung	蘇永強先生	4
Mr. Heng Victor Ja Wei	邢家維先生	4
Mr. Tsang Hin Man Terence	曾憲文先生	4

Corporate Governance Report

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

The Company has established the Nomination Committee with specific written terms of reference. It comprises 4 members, namely, Ms. Wai Siu Kee (Chairman of the Nomination Committee), Mr. So Wing Keung, Mr. Heng Victor Ja Wei and Mr. Tsang Hin Man Terence. For appointment of new Director, the background, experience, professional skills, availability to commit to the affairs of the Company and, in case of INED, the independence requirements set out in the Listing Rules, of the potential appointee will be taken into consideration.

Pursuant to the Articles of Association of the Company, all newly appointed director of the Company shall hold office until the next AGM and shall then be eligible for re-election. Every Director, including those appointed for a specific term shall be subject to retirement by rotation at least once every three years at the AGM. The retiring Directors shall be eligible for re-election.

The Company's circular to be despatched to shareholders of the Company will contain detailed information of the Directors standing for re-election.

AUDIT COMMITTEE

The Audit Committee was established in 2011 and its current members include:

Mr. Heng Victor Ja Wei (*Chairman*)

Mr. So Wing Keung

Mr. Tsang Hin Man Terence

The Board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in accounting, business and legal on the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. The new written terms of reference which describe the authority and duties of the Audit Committee were adopted in March 2012 to conform to the provisions of the New CG Code, a copy of which is posted on the Company's website.

董事的委任及重選

本公司已成立提名委員會，並書面制定其職權範圍，成員共有四名，分別為衛少琦女士（提名委員會主席）、蘇永強先生、邢家維先生及曾憲文先生。在挑選合適的新董事時，會考慮其背景、經驗、專業技巧及於本公司之供職時間，至於獨立非執行董事，則需符合於上市規則內所轉載之獨立性要求。

根據本公司的章程細則，每名獲董事局委任的新董事，他們的任期將直至下屆股東週年大會為止，並符合資格膺選連任。每位董事包括有指定任期之董事須最少每三年於股東週年大會上輪值退任一次。退任董事可獲重選連任。

本公司將於寄發予本公司股東的通函載有有關膺選連任董事的詳情。

審核委員會

審核委員會於2011年成立，其現時成員包括：

邢家維先生(主席)

蘇永強先生

曾憲文先生

董事會認為各審核委員會成員均具備廣泛營商經驗，審核委員會當中兼備合適之會計、商業及法律專業。審核委員會之架構及成員符合上市規則第3.21條之規定。為符合新訂企業管治守則條文，載列審核委員會權限及職責的書面職權範圍已於2012年3月被採納，職權範圍全文已刊載於本公司網頁內。

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The Audit Committee meets regularly to review the Group's financial reporting and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectiveness of the audit process. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the accounts for the year ended 31 December 2013.

During the year, three Audit Committee meetings were held and the individual attendance of each member is set out below:

Name of member	成員姓名	Number of attendance	出席次數
Mr. Heng Victor Ja Wei	邢家維先生	3	3
Mr. So Wing Keung	蘇永強先生	3	3
Mr. Tsang Hin Man Terence	曾憲文先生	3	3

REMUNERATION COMMITTEE

The Remuneration Committee was established in 2011 and its current members include:

Mr. Heng Victor Ja Wei (*Chairman*)
Mr. So Wing Keung
Mr. Tsang Hin Man Terence

All members of the Remuneration Committee are independent non-executive directors. The Remuneration Committee advises the Board on the Group's overall policy and structure for the remuneration of directors and senior management. The Remuneration Committee ensures that no director or any of his associate is involved in deciding his own remuneration. The new terms of reference of the Remuneration Committee were adopted in March 2012 to conform to the provisions of the New CG Code, a copy of which is posted on the Company's website.

In determining the emolument payable to directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

審核委員會定期開會以檢討本集團之財務匯報及給予股東之其他資料、內部監控系統、風險管理及審核過程之有效性及客觀性。審核委員會並為董事會及公司核數師之間之重要橋樑，在其職權範圍內持續檢討核數師之獨立性及客觀性。

審核委員會已與管理層檢討本集團所採納之會計原則及慣例，並已就內部監控及財務匯報等事項進行討論，其中包括審閱截止2013年12月31日止年度之會計賬目。

年內，共召開3次審核委員會會議，個別成員的出席情況詳列如下：

薪酬委員會

薪酬委員會於2011年成立，其現時成員包括：

邢家維先生(主席)
蘇永強先生
曾憲文先生

所有薪酬委員會成員均為獨立非執行董事。薪酬委員會為本集團董事及高級管理層之薪酬之整體政策及架構向董事會作出建議。薪酬委員會確保概無董事或其任何聯繫人參與釐定其本身之薪酬。為符合新訂企業管治守則條文，薪酬委員會新訂的職權範圍已於2012年3月被採納，並已刊載於本公司網頁內。

在釐定應付予董事之酬金時，薪酬委員會乃考慮各項因素，包括同業薪金水平，董事所奉獻之時間及其職責，集團內部的僱傭情況及與表現掛鈎之酬金。

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The Remuneration Committee has met during the year to determine the policy for the remuneration of directors and assess performance of executive directors and certain senior management and all members have attended in the meeting.

Auditors' Remuneration

For the year ended 31 December 2013, the auditors of the Company only provided audit services to the Company.

NOMINATION COMMITTEE

The Nomination Committee was established in March 2012 and its current members include :

Ms. Wai Siu Kee (*Chairman*)
Mr. So Wing Keung
Mr. Heng Victor Ja Wei
Mr. Tsang Hin Man Terence

The majority members are independent non-executive directors. The Nomination Committee has the duty of reviewing annually the board structure and composition.

The terms of reference of the Nomination Committee were adopted in March 2012 to confirm to the provision of the New CG Code, a copy of which is posted on the Company's website.

The Nomination Committee has met during the year to approve and adopt its terms of reference, all members have attended in the meeting.

BOARD DIVERSITY

During the year, the Company continued to monitor the board composition with regard to its diversity policy which requires board appointments to be made based on merit and candidates to be considered against an objective criteria, including diversity. In order to maintain an appropriate mix and balance of talent, skills, experience and background on the Board, the Nomination Committee developed measurable objectives to implement this policy and monitored progress towards achieving these objectives during the year ended 31 December 2013.

薪酬委員會已於本年度開會以釐定董事之酬金政策及評估執行董事及若干高級管理層之表現，所有成員均有出席會議。

核數師薪酬

於截止2013年12月31日止年度，本公司的核數師只向本公司提供核數服務。

提名委員會

提名委員會於2012年3月成立，現時成員包括：

衛少琦女士(主席)
蘇永強先生
邢家維先生
曾憲文先生

其大部份成員均為獨立非執行董事。提名委員會有責任每年檢討董事會架構及組成。

提名委員會的職權範圍已於2012年3月被採納，並已刊載於本公司網頁內，以符合新訂企業管治守則的規定。

提名委員會已於本年度開會以通過採納其書面職權範圍，所有成員均有出席會議。

董事會多元化

年內，本公司繼續監察董事會組成的多元化政策，該政策要求董事會委任以用人唯才為原則，並以多元化等客觀條件考慮董事人選。截至2013年12月31日止年度，提名委員會為維持適當的才能、技能、經驗和背景之組合及平衡，已訂立可計量目標以實施上述政策，並監察達成有關目標的進度。

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The current board composition was also evaluated by reference to, among other things, the age, gender, cultural and educational background and professional experience of each director, against the Company's business model and specific needs.

The Company believes diversity is important to enhance the Board's effectiveness by encouraging a diversity of perspectives and to maintain high standards of corporate governance. The Company will continue to monitor and develop new objectives for implementing and achieving improved diversity on the Board as and when it considers appropriate with regard to the specific needs of the Company and the market from time to time.

TRAINING FOR DIRECTORS

Each newly appointed Director receives comprehensive, formal and tailored induction on 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 under the Listing Rules and relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the legislative and regulatory environments to the Directors at Board meetings or through emails.

The Directors are committed to complying with Code Provision A.6.5 of the New CG Code which came into effect on 1 April 2012 on Directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided a record of training they received for the year ended 31 December 2013 to the Company. The type of training received is summarized below:

- reading regulatory updates; and
- attending seminars/forum/workshops relevant to the directors' duties.

本公司亦參照每名董事的年齡、性別、文化背景、教育背景以及專業經驗等方面，因應本公司的業務模式及具體需求評核現任董事會的組成。

本公司深信，多元化政策能夠鼓勵不同觀點百花齊放，對提升董事會效能及維持高水平企業管治至關重要。本公司將繼續因應本公司和市場不時的具體需求，在其認為有需要時監察及訂立新目標，藉以執行及達至董事會的多元性。

董事培訓

各新委任董事獲委任時均會獲得一項全面、正規及切合個人需要的入職指引，以確保彼對本集團業務及運作有恰當的了解，並全面知悉其根據上市規則及有關法例規定下之職責及責任。在有需要時，本公司亦會安排向董事提供持續簡介及專業發展，費用由本公司承擔。

本公司就本集團業務發展及立法及監管環境之變動，於董事局會議內或通過發送電子郵件向董事提供定期更新及呈列。

董事承諾遵守由2012年4月1日起生效之新企業管治守則有關董事培訓之守則條文第A.6.5條，截至2013年12月31日止年度，全體董事均有參與發展及更新彼等知識及技能之持續專業發展，並已向本公司提供彼等所接受培訓的類型如下：

- 閱讀法例更新資料；及
- 出席有關董事職責的講座／研討會／工作坊。

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COMPANY SECRETARY

Ms. Wong Yuet Ming joined the Group in 2004 and has been the company secretary of the company since 2011. She is responsible for advising the Board on governance matters and facilitates induction and professional development of the Directors. The appointment and dismissal of the company secretary are subject to the Board approval in accordance with the Articles of Association. Pursuant to Rule 3.29 of the Listing Rules which came into effect on 1 January 2012, the company secretary has taken no less than 15 hours of relevant professional training in the year under review.

INTERNAL CONTROLS

The Board has overall responsibility for the system of internal controls of the Group and for reviewing its effectiveness. The Board is committed to implementing an effective and sound internal controls system to safeguard the interest of shareholders and the Group's assets. The Board has delegated to executive management the implementation of the system of internal controls and reviewing of all relevant financial, operational, compliance controls and risk management function within an established framework.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors are responsible for the preparation of accounts for each financial period which give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the accounts for the year ended 31 December 2013, the directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and have prepared the accounts on the going concern basis. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

公司秘書

王月明女士於2004年加入本集團，自2011年起擔任本公司的公司秘書一職。彼負責就管治事宜向董事局提供意見，並安排董事的入職培訓及專業發展。公司秘書的委任及撤職須經董事局根據公司細則批准。於回顧年度內，根據於2012年1月1日起生效之上市規則第3.29條，公司秘書已接受不少於十五個小時之相關專業培訓。

內部監控

董事會全面負責本集團之內部監控系統及檢討其是否有效。董事會致力實行有效及完善之內部監控系統以保障股東利益及本集團資產。董事會已指派執行管理層在設定之範疇內實行內部監控系統及檢討所有相關財政、營運、遵守法則監控及風險管理功能。

董事的職責

董事須負責編製各財政期間能真實與公正地反映本集團之財政狀況及該期間之業績及現金流量之賬目。在編製截止2013年12月31日止年度之賬目時，董事已貫徹採用合適之會計政策，採納合適的香港財務報告準則及香港會計準則，作出審慎及合理的調整及評估，及在持續進行有關業務之基準而編製。董事並須負責保存適當之會計紀錄，以能合理準確地披露本集團任何時候之財務狀況。

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SHAREHOLDERS' RIGHTS

The Company has only one class of shares. All shares have the same voting rights and are entitled to the dividend declared. The rights of the shareholders of the Company ("Shareholders") are set out in Company's Articles or Association.

Shareholders of the Company can: (i) convene an extraordinary general meeting ("EGM"); (ii) forward enquiries to the board of directors; (iii) forward proposals at shareholders' meetings and (iv) nominate Directors for election. Details of relevant procedures are available on the Company's website.

INVESTOR RELATIONS AND COMMUNICATION

The Board is committed to providing clear and full information about the Group's performance to shareholders through the publication of interim results and annual results in a timely manner. In addition to dispatching circulars, notices and financial reports to shareholders, additional information is also available to shareholders on the website of the Company.

The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. Shareholders are encouraged to attend annual general meetings for which the Company gives at least 21 days' notice. The Chairman and Directors and external auditors are available to answer questions on the Company's businesses at the meeting.

Separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors. In addition, poll voting procedure is included in the circular to shareholders dispatched together with the annual report.

CONSTITUTIONAL DOCUMENTS

There was no significant change in the Company's constitutional documents for the year ended 31 December 2013.

股東權利

本公司僅擁有一類股份，所有股份均擁有相同的投票權並可獲派已宣派之股息。本公司股東（「股東」）的權利載於公司細則。

本公司股東可以(i)召開股東特別大會（「股東特別大會」）；(ii)向董事會提出查詢；(iii)在股東大會上提出建議；及(iv)提名候選董事。相關程序詳情可於本公司網站查閱。

與投資者交流及溝通

董事會致力透過刊發中期業績及年度業績，適時地將本集團之表現清晰及全面地提供予股東。除發送通函、通告及財務報告予股東，股東亦可透過本公司網頁獲取額外資訊。

股東週年大會提供一個良好的平台讓股東向董事會發表及交流意見。本公司發出不少於21天之通告以鼓勵股東出席股東週年大會。主席、董事及外聘核數師均會列席會議以便回答本公司業務上之提問。

各重大獨立事項（包括個別董事之選任）均會於股東週年大會上單獨提呈決議案。此外，載有投票表決程序之通函會與年報一併寄發予股東。

組織章程文件

本公司之組織章程文件於截至2013年12月31日止年度並無重大變動。

Profile of Directors and Senior Management 董事及高級管理層簡介

EXECUTIVE DIRECTOR

Ms. WAI Siu Kee, aged 69, Chairman and Chief Executive Officer of the Group who is also one of the founders of our Group. She is also the chairman of Lee & Man Chemical Company Limited (Stock Code: 0746). Ms. Wai has more than 48 years of experience in the manufacturing industry. She is responsible for the development of corporate strategies, corporate planning and overall management of our Group and in particular the marketing and development of the business of our Group. Ms. Wai is the honorary permanent president of the Hong Kong Baptist University Foundation.

Mr. KUNG Phong, aged 42, an Executive Director and Managing Director of the Group. He joined the Group in 2008 and has over 14 years of experience in business development as well as extensive knowledge in sales and marketing in both PRC and Hong Kong. He is responsible for the management and development of the handbag business of the Group. Mr. Kung is the spouse of Ms. Lee Man Ching, the director of sales of the Group and a son-in-law of Ms. Wai Siu Kee, the Group's Chairman. Mr. Kung is also a member of Chinese People's Political Consultative Committee of Jiujiang. Mr. Kung serves as an executive director in Zebra Strategic Holdings Limited (Stock Code: 8260) whose share is listed on the GEM of The Stock Exchange of Hong Kong Limited.

Ms. LEE Man Ching, aged 39, an Executive Director and Director of Sales of the Group. She joined the Group in 2007 and has over 15 years of experience in sales and marketing. Ms. Lee is responsible for the merchandising and marketing functions of our Group. Ms. Lee is the daughter of Ms. Wai Siu Kee, the Group's chairman and the spouse of Mr. Kung Phong, the executive director of the Group.

Ms. POON Lai Ming, aged 58, an Executive Director of the Group. She joined the Group in 1976 and has over 37 years of experience in the handbag industry. Ms. Poon is responsible to provide operational advisory services to the factory in China.

執行董事

衛少琦女士，69歲，本集團主席兼行政總裁，並為本集團創始人之一。彼同時是理文化工有限公司主席(股份代號：0746)。衛女士於製造業積逾48年經驗。彼負責本集團的企業策略、企業策劃及集團整體管理的發展，尤其是本集團業務的市場推廣及發展。彼現擔任香港浸會大學基金永遠榮譽主席。

龔鈞先生，42歲，本集團執行董事兼董事總經理。彼於2008年加入本集團，擁有超過14年業務發展經驗，並對中國及香港之銷售及市場推廣富有廣泛知識。彼負責本集團手袋業務之管理及發展。龔先生為本集團營業董事李文禎女士之配偶及本集團主席衛少琦之女婿。彼亦為九江市政協委員會委員。彼於香港聯合交易所有限公司創業版上市的施伯樂策略控股有限公司(股份代號：8260)出任執行董事。

李文禎女士，39歲，本集團執行董事及營業董事。彼於2007年加入本集團，擁有超過15年的銷售及市場推廣經驗。彼負責本集團營業及市場推廣的工作。李女士為本集團主席衛少琦之女及本集團執行董事龔鈞先生之配偶。

潘麗明女士，58歲，本集團執行董事。彼於1976年加入本集團，擁有逾37年手袋業經驗。潘女士負責本集團在中國之手袋製造業廠提供營運意見服務。

Profile of Directors and Senior Management

董事及高級管理層簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. SO Wing Keung, aged 62, an Independent Non-Executive Director of the Group. He is the managing director of Sweda Limited. Mr. So obtained a master's degree in materials engineering from the Yanshan University. Currently, Mr. So is the Chief Honorary President of Hong Kong Watch Manufacturers Association, an alternate member of the General Committee of Federation of Hong Kong Industries, an executive committee member of Hong Kong Electronic Industries Association and the vice-president of The Mirror.

Mr. HENG Victor Ja Wei, aged 36, an Independent Non-Executive Director of the Group. He is a partner of Morison Heng, Certified Public Accountants. He holds a master of science degree of the Imperial College of Science, Technology and Medicine, the University of London. He is a member of The Association of Chartered Certified Accountants and member of The Hong Kong Institute of Certified Public Accountants. Mr. Heng serves as an independent non-executive director in China Fire Safety Enterprise Group Limited (Stock Code: 0445), Matrix Holdings Limited (Stock Code: 1005), Lee & Man Chemical Company Limited (Stock Code: 0746). He also serves as the company secretary and authorized representative of China Life Insurance Company Limited (Stock Code: 2628).

Mr. TSANG Hin Man Terence, aged 51, an Independent Non-Executive Director of the Group. He was admitted as a solicitor in Hong Kong in 1993 and he is currently the sole proprietor of Tsang & Co., H.M. Mr. Tsang obtained a bachelor's degree in science from the University College London, the University of London. He also holds a bachelor's degree in law from the University of Westminster, United Kingdom. Mr. Tsang serves as an independent non-executive director in Differ Group Holding Company Limited (Stock Code: 8056) whose share is listed on the GEM of The Stock Exchange of Hong Kong Limited.

獨立非執行董事

蘇永強先生，62歲，本公司獨立非執行董事。彼為時運達有限公司的董事總經理。彼擁有燕山大學材料工程碩士學位。目前，蘇先生為香港表廠商會首席榮譽會長、香港工業總會總務委員會候補成員、香港電子業商會執行委員會成員及The Mirror的副董事長。

邢家維先生，36歲，本集團獨立非執行董事。彼為華利信會計師事務所的合夥人。彼擁有英國倫敦大學帝國理工學院理學碩士學位。彼為英國特許公認會計師公會會員及香港會計師公會會員。彼於香港聯合交易所有限公司主板上市的中國消防企業集團有限公司(股份代號：0445)、美力時集團有限公司(股份代號：1005)、理文化工有限公司(股份代號：0746)出任獨立非執行董事。並且，邢先生並於中國人壽保險股份公司(股份代號：2628)擔任公司秘書及授權代表。

曾憲文先生，51歲，本公司獨立非執行董事。彼自1993年於香港獲得律師資格，現時為曾憲文律師事務所的唯一擁有人。曾先生擁有倫敦大學的倫敦大學學院理學學士學位。彼亦擁有英國威斯敏斯特大學法律學士學位。彼於香港聯合交易所有限公司創業版上市的鼎豐集團控股有限公司(股份代號：8056)出任獨立非執行董事。

Profile of Directors and Senior Management 董事及高級管理層簡介

SENIOR MANAGEMENT

Mr. NG Yu Hung, aged 59, Senior Manager of the Group. He joined the Group in 1977. Mr. Ng has over 35 years of experience in the handbag industry. He is responsible for the marketing and development of the Group's handbag business in the European market. Mr. Ng is the brother of Mr. Ng Yu Kuen, one of the senior management staff of the Group.

Mr. CHIU Shun King, aged 51, Production Manager of the Group. He joined the Group in 1984 and has over 28 years of experience in the handbag industry. He is responsible for production planning and overall production management of Gao Bu factory in China.

Ms. WONG Yuet Ming, aged 49, Company Secretary of the Group. She is also the executive director, financial controller and company secretary of Lee & Man Chemical Company Limited (Stock Code: 0746). She joined the Group in 2004 and has over 24 years of experience in the field of auditing and accounting. She holds a master's degree in business administration from the University of Surrey, United Kingdom. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. She is responsible for managing and overseeing compliance and reporting obligations of our Group.

Ms. YU Siu Mui, aged 42, Senior Manager of the Group. She joined the Group in 2001 as merchandiser. She graduated from the Chinese University of Hong Kong with a bachelor's degree in business administration in 1994. She has over 11 years of experience in marketing and development. She is responsible for the sales and marketing of the Group's business in the United States and European market.

Mr. CHAN Kam Bun, aged 65, Manager of the Group. He joined the Group in 1996 as manager and has over 17 years of experience in the handbag business. He is responsible to co-ordinate the production activity in Gao Bu factory in China.

高級管理層

伍于鴻先生，59歲，本集團的高級經理。彼於1977年加入本集團。伍先生擁有逾35年手袋業經驗。彼負責本集團在歐洲市場的推廣及發展業務。伍先生為伍于權先生（本集團高級管理人員之一）的胞兄。

趙順景先生，51歲，本集團生產經理，於1984年加入本集團。彼擁有逾28年手袋業經驗，負責本集團中國高埗工廠的生產計劃及整體生產管理。

王月明女士，49歲，本集團公司秘書。彼同時是理文化工有限公司（股份代號：0746）的執行董事，財務總監及公司秘書。彼於2004年加入本集團，擁有逾24年核數及會計經驗，持有英國倫敦蘇里大學之工商管理碩士學位。彼為英國特許公認會計師公會之資深會員，亦為香港會計師公會會員。彼負責管理及監控本集團合規及申報責任。

余小梅女士，42歲，本集團高級經理。彼於2001年加入本集團任營業員。彼於1994年畢業於香港中文大學，持有工商管理學士學位。彼擁有逾11年市場推廣及開發經驗，負責本集團在美國及歐洲市場的銷售及市場推廣業務。

陳鑫彬先生，65歲，本集團經理。彼於1996年加入本集團任經理，並擁有逾17年的手袋業務經驗，負責協調中國高埗工廠的生產活動。

Profile of Directors and Senior Management 董事及高級管理層簡介

SENIOR MANAGEMENT (CONTINUED)

Mr. NG Yu Kuen, aged 56, Senior Manager of the Group. He joined the Group in 2009 and has over 22 years of experience in administration and management. He is responsible to co-ordinate the production activity in Liu Wu factory in China. Mr. Ng is the brother of Mr. Ng Yu Hung, one of the senior management staff of the Group.

Mr. WANG Jian Mei, aged 44, Production Manager of the Group. He joined the Group in 1993 and has over 24 years of experience in the handbag industry. He is responsible for production planning and production management of fashion handbag of Gao Bu factory in China.

高級管理層(續)

伍于權先生，56歲，本集團高級經理。彼於2009年加入本集團，擁有逾22年行政及管理經驗，負責協調中國劉屋工廠的生產活動。伍先生為伍于鴻先生(本集團高級管理人員之一)的胞弟。

王劍美先生，44歲，本集團生產經理，於1993年加入本集團。彼擁有逾24年手袋業經驗，負責本集團中國高埗工廠時款手袋的生產計劃及生產管理。

Directors' Report

董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in note 32 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 31.

An interim dividend of HK3.5 cents per share amounting to HK\$28,875,000 in total was paid to the shareholders during the year.

The directors now recommend the payment of a final dividend of HK1.5 cents per share to the shareholders on the register of members on 23 May 2014, amounting to HK\$12,375,000 in total, and the retention of the remaining profit for the year of HK\$31,131,000.

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment at a cost of HK\$8,078,000 for the purpose of expanding its business. Details of these and other movements in the property, plant and equipment of the Group during the year are set out in note 14 to the consolidated financial statements.

董事會謹此提呈截至2013年12月31日止年度之董事會報告及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。其主要附屬公司之業務概況載於財務報表附註32。

業績及分派

本集團截至2013年12月31日止年度之業績載於第31頁之綜合損益及其他全面收益表。

年內已向股東派發中期股息每股3.5港仙總額28,875,000港元。

董事建議派發末期股息每股1.5港仙予於2014年5月23日名列股東名冊之股東，總額為12,375,000港元，年內保留溢利之保留額為31,131,000港元。

物業、廠房及設備

年內本集團添置約8,078,000港元之物業、廠房及設備主要為擴充本集團之業務。上述及本集團物業、廠房及設備於年內變動之詳情載於綜合財務報表附註14。

Directors' Report

董事會報告

DIRECTORS

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

Executive directors

Ms. Wai Siu Kee (*Chairman*)
Mr. Kung Phong
Ms. Lee Man Ching
Ms. Poon Lai Ming

Independent non-executive directors

Mr. So Wing Keung
Mr. Heng Victor Ja Wei
Mr. Tsang Hin Man Terence

In accordance with the provisions of the Company's Articles of Association, Ms. Lee Man Ching and Mr. Heng Victor Ja Wei will retire at the forthcoming annual general meeting and being eligible, will offer themselves for re-election.

The term of office of each of the other independent non-executive directors is the period up to his retirement as required by the Company's Articles of Association.

DIRECTORS' SERVICE CONTRACTS

Ms. Wai Siu Kee, Mr. Kung Phong, Ms. Lee Man Ching and Ms. Poon Lai Ming, have each entered into a service agreement with the Company on 18 May 2011 for an initial term of 3 years, which shall continue thereafter unless and until terminated by either party giving to the other not less than 3 months' prior notice in writing or payment of salary in lieu of notice to terminate the service contract.

董事

於本年度及截至本報告日止，本公司之董事為：

執行董事

衛少琦女士(主席)
龔飭先生
李文禎女士
潘麗明女士

獨立非執行董事

蘇永強先生
邢家維先生
曾憲文先生

根據本公司組織章程細則，李文禎女士及邢家維先生均須於應屆之股東週年大會告退，惟彼等均有資格並願意膺選連任。

獨立非執行董事之任期，直至其須根據本公司組織章程細則之規定退任為止。

董事之服務合約

衛少琦女士、龔飭先生、李文禎女士及潘麗明女士各自於2011年5月18日與本公司訂立服務協議，為期3年，此後一直存續，除非及直至任何一方向另一方發出三個月事前書面通知或代通知金予以終止為止。

Directors' Report

董事會報告

DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 December 2013, none of the directors or the chief executive, or any of their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, which had to be notified to the Company and The Stock Exchange of Hong Kong (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the Securities and Future Ordinance (the "SFO"), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Stock Exchange.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

The directors of the Company were entitled to participate in a share option scheme adopted by LM (the "LM Share Option Scheme"), details of which are set out in LM's annual report for the year ended 31 December 2013. No share option was granted under the LM Share Option Scheme since its inception.

In addition, on 18 May 2011, the Company has also adopted a share option scheme (the "Handbag Share Option Scheme") in which the Company's directors and employees are entitled to participate, details of which are set out in note 26 to the consolidated financial statements. No share option was granted under the Handbag Share Option Scheme since its inception.

Save as above, during the year neither the Company nor any of its subsidiaries and fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事於股份及相關股份中之權益

於2013年12月31日，概無董事及最高行政人員及彼等之聯繫人於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及香港聯合交易所有限公司(「聯交所」)、或已記錄於根據證券及期貨條例第352條須存置之登記冊、或已根據聯交所證券上市規則(「上市規則」)之上市公司董事進行證券交易之標準守則(「標準守則」)知會本公司及聯交所之權益及淡倉。

購買股份或債券之安排

本公司董事有權參與由理文採納的一項購股權計劃(「理文購股權計劃」)，有關詳情載於理文截至2013年12月31日止年度年報。自理文購股權計劃開始以來，概無據此授出任何購股權。

此外，於2011年5月18日，本公司亦已採納一項購股權計劃(「手袋購股權計劃」)，本公司董事及僱員有權參與該計劃，有關詳情載於綜合財務報表附註26。自手袋購股權計劃開始以來，概無據此授出任何購股權。

除上文購股權權益所披露外，本公司、其控股公司、或其任何附屬公司或同系集團附屬公司於本期間任何時間內，概無參與任何安排，使本公司董事藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS

At 31 December 2013, shareholders (other than directors and chief executive of the Company) who had interests and short positions in the shares and underlying shares of the Company which have been 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 required to be kept by the Company under section 336 of the SFO were as follows:

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name of shareholders	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
股東名稱	身份	所持已發行普通股數目	佔本公司已發行股本之百分比
Full Gold Trading Limited ("Full Gold")	Beneficial owner (note 1) 實益擁有人(附註1)	618,750,000	75%
DJE Investment S.A.	Investment manager (note 2) 基金經理(附註2)	48,794,000	5.91%

Note 1: The long position of 618,750,000 shares were held by Full Gold Trading Limited which was owned by each of Mr. Lee Wan Keung and Mr. Lee Man Yan as to 55% and 45% respectively. Ms. Wai Siu Kee and Ms. Lee Man Ching are the directors of Full Gold.

Note 2: The long position of 48,794,000 shares were held by DJE Investment S.A. which was controlled by DJE Kapital AG, which in turn was controlled by Dr. Jens Alfred Karl Ehrhardt.

主要股東

於2013年12月31日，股東(本公司董事或最高行政人員除外)於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部已向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉如下：

好倉

本公司每股0.1港元之普通股

Number of issued ordinary shares held	Percentage of the issued share capital of the Company
所持已發行普通股數目	佔本公司已發行股本之百分比

附註1：618,750,000股股份之好倉是由Full Gold持有，其已發行股本是由李運強先生及李文恩先生各自持有55%及45%。而衛少琦女士及李文禎女士均為Full Gold之董事。

附註2：48,794,000股股份之好倉由DJE Kapital AG控制的DJE Investment S.A.持有，而DJE Kapital AG則由Dr. Jens Alfred Karl Ehrhardt控制。

Directors' Report

董事會報告

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Long positions (continued)

Other than disclosed above, as at 31 December 2013, the Company has not been notified by any persons (other than directors and chief executives of the Company) who 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 provision of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

CONNECTED TRANSACTIONS

Details of the related party transactions for the year are set out in note 30 to the consolidated financial statements which are also the discloseable connected transaction pursuant to the Rules Governing the Listing of Securities (the "Listing Rules") on the Hong Kong Stock Exchange. In the opinion of the independent non-executive directors, these transactions entered into by the Group were:

- (i) in the ordinary and usual course of business of the Group;
- (ii) either (a) on normal commercial terms; or (b) where there was no available comparison, on terms that were fair and reasonable so far as the shareholders of the Company were concerned;
- (iii) either (a) in accordance with the terms of the agreements; or (b) where there were no such agreements, on terms no less favourable than those available to or from independent third parties; and
- (iv) within the relevant cap amounts as agreed by the Stock Exchange.

Save as disclosed above, there were no other transactions which need to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

主要股東(續)

好倉(續)

除上文所披露，於2013年12月31日，概無任何其他人士(本公司董事或最高行政人員除外)通知本公司，指其在本公司之股份或相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部須向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉。

關連交易

根據聯交所證券上市規則(「上市規則」)，有關本年度須予披露之關連交易之詳情載於綜合財務報表附註30。各獨立非執行董事認為，本集團進行該等交易乃：

- (i) 在本集團日常及一般業務中進行；
- (ii) 按(a)正常商業條款；或(b)當無可比較例子，其條款對本公司股東而言乃屬公平合理；
- (iii) 按(a)協議條款；或(b)當無此等協議時，不遜於給予或自獨立第三者所得之條款；及
- (iv) 所涉及金額不超逾與聯交所所議定之有關最高限額。

除上文所披露外，並無任何其他交易須按上市規則之要求須予披露為關連交易。

Directors' Report

董事會報告

DIRECTORS' INTEREST IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the heading "Connected transactions", no contracts of significance to which the Company, its holding company or any of its fellow subsidiaries and subsidiaries was a party and in which a director of the Company had a material interest, whether directly and indirectly, subsisted at the end of the year or at any time during the year.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate sales attributable to the Group's five largest customers comprised approximately 47% of the Group's total sales and the sales attributable to the Group's largest customer were approximately 13% of the Group's total sales.

The aggregate purchases during the year attributable to the Group's five largest suppliers were less than 30% of the Group's total purchases.

None of the directors, their associates or any shareholders which, to the knowledge of the directors, owned more than 5% of the Company's issued share capital had any interest in the share capital of any of the five largest customers of the Group.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's Articles of Association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

董事於重大合約中之權益

除「關連交易」一段所披露外，本公司、其控股公司或其任何同系集團附屬公司於年終或年內任何時間概無參與訂立與本公司董事有直接或間接重大權益之重要合約。

主要客戶及供應商

年內本集團五大客戶之累計銷貨佔本集團之總營業額約47%及集團最大客戶之累計銷貨佔本集團之總營業額約13%。

年內本集團之五大供應商之累計購貨約佔本集團總購貨額少於30%。

概無董事、彼等之聯繫人或董事所知擁有本公司已發行股本5%以上之任何股東，擁有本集團五大客戶任何股本權益。

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於年內概無購買、出售或贖回本公司之上市證券。

優先購股權

本公司之組織章程細則或開曼群島法例均無有關優先購股權之條文，規定本公司須按持股比例向現有股東發售新股份。

Directors' Report

董事會報告

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme as an incentive to directors and eligible employees. Details of the scheme are set out in note 26 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2013.

AUDITOR

A resolution will be submitted to the annual general meeting of the Company to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board
WAI SIU KEE
Chairman

Hong Kong, 17 March 2014

委任獨立非執行董事

根據上市規則第3.13條之指引，每名獨立非執行董事已向本公司確認其年度之獨立性，本公司認為所有獨立非執行董事確屬獨立人士。

酬金政策

本集團僱員之酬金政策由薪酬委員會設立，乃按僱員之功績、專業資格及才能而釐定。

本公司董事之酬金由薪酬委員會按本公司之經營業績、其個人之工作表現及相對之市場狀況而釐定。

本公司已採納一項購股權計劃，作為對董事及合資格僱員之獎勵，計劃詳情載於綜合財報表附註26。

足夠公眾持股量

本公司於截至2013年12月31日止整個年度內皆保持足夠公眾持股量。

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會上提呈。

代表董事會
主席
衛少琦

香港，2014年3月17日

Independent Auditor's Report

獨立核數師報告

Deloitte.

德勤

TO THE MEMBERS OF LEE & MAN HANDBAGS HOLDING LIMITED
(incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Lee & Man Handbags Holding Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 31 to 115, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with 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, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with 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.

致理文手袋集團有限公司股東
(於開曼群島註冊成立之有限公司)

本核數師行已審核載於第31頁至第115頁理文手袋集團有限公司(「貴公司」)及其附屬公司(「統稱為 貴集團」)之綜合財務報表，此等財務報表包括於2013年12月31日之綜合財務狀況表，與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔之責任

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之披露規定編製真實及公平之綜合財務報表，及落實其認為編製綜合財務報表所必要之有關內部監控，以使綜合財務報表並無因欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

本核數師行之責任是根據本行之審核結果，對該等綜合財務報表作出意見，並根據雙方協議條款，僅向整體股東報告，而不作其他用途。本核數師行概不就本報告之內容向任何其他人士負責或承擔任何責任。本核數師行已根據香港會計師公會頒佈的香港審計準則進行審核工作。該等準則要求我們遵守道德規範並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITY (CONTINUED)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013, 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.

Deloitte Touche Tohmatsu
Certified Public Accountants

Hong Kong, 17 March 2014

核數師之責任(續)

審核涉及執行程式以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程式取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製真實及公平之綜合財務報表相關的內部監控，以因應不同情況設計適當之審核程式，但並非為對公司之內部監控是否有效而作出意見。審核工作亦包括評價董事所採用之會計政策之合適性及所作出之會計評估之合理性，以及評價綜合財務報表之整體呈報方式。

本核數師行相信，本行所獲得之審核憑證是充足和適當地為本行之審核意見提供基礎。

意見

本核數師行認為，本綜合財務報表足以真實並公平地反映 貴集團於2013年12月31日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已根據香港財務報告準則及香港公司條例之披露規定而妥善編製。

德勤•關黃陳方會計師行
執業會計師

香港，2014年3月17日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2013 截至2013年12月31日止年度

		Notes 附註	2013 HK\$'000 千港元	2012 HK\$'000 千港元 (restated) (經重列)
Revenue	收入	5 & 6	817,344	932,916
Cost of sales	銷售成本		(641,428)	(698,164)
Gross profit	毛利		175,916	234,752
Other income	其他收入		5,065	5,681
Other gains and losses	其他收益及虧損	7	(1,862)	(12,649)
Selling and distribution costs	銷售及分銷成本		(24,944)	(32,326)
General and administrative expenses	行政費用		(74,572)	(73,997)
Interest expense on bank borrowings wholly repayable within five years	利息支出一須於五年內全部償還之銀行借款		(447)	(1,430)
Profit before taxation	除稅前溢利		79,156	120,031
Income tax expense	所得稅支出	8	(6,775)	(10,045)
Profit for the year	年內溢利	9	72,381	109,986
Other comprehensive (expense) income	其他全面(支出)收益			
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目:</i>			
Remeasurement of defined benefit assets	重新衡量之界定利益資產		609	462
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益之項目:</i>			
Exchange differences arising from translation	因換算而產生的匯兌差額		(1,280)	837
Other comprehensive (expense) income for the year	年內其他全面(支出)收益		(671)	1,299
Total comprehensive income for the year	年內全面收益總額		71,710	111,285
Earnings per share (HK cents)	每股盈利(港仙)	11	8.8	13.3

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2013 於2013年12月31日

	Notes 附註	31.12.2013 HK\$'000 千港元	31.12.2012 HK\$'000 千港元 (restated) (經重列)	1.1.2012 HK\$'000 千港元 (restated) (經重列)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	54,668	57,149
Prepaid lease payments	預付租賃款項	15	23,577	23,935
Investment properties	投資物業	16	27,641	25,729
Deposits paid for the acquisition of property, plant and equipment	購置物業、廠房及設備之已付訂金		686	—
Defined benefit assets	界定利益資產	29	3,886	3,271
Deferred tax asset	遞延稅項資產	24	—	9
			110,458	110,093
CURRENT ASSETS	流動資產			
Inventories	存貨	17	110,280	106,656
Prepaid lease payments	預付租賃款項	15	629	617
Trade and other receivables	應收貿易及其他款項	18	126,367	113,736
Derivative financial instruments	衍生金融工具	19	405	434
Tax recoverable	可收回稅項		2,996	2,602
Bank balances and cash	銀行結餘及現金	20	42,683	80,038
			283,360	304,083
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付貿易及其他款項	21	104,047	91,812
Amount due to a related company	應付關連公司款項	22	263	311
Tax payable	應付稅項		2	1,236
Bank borrowings	銀行借款	23	17,329	50,000
			121,641	143,359
NET CURRENT ASSETS	流動資產淨值		161,719	160,724
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		272,177	270,817
NON-CURRENT LIABILITIES	非流動負債			
Derivative financial instruments	衍生金融工具	19	—	455
Deferred tax liability	遞延稅項負債	24	511	281
			511	736
NET ASSETS	資產淨值		271,666	270,081
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	25	82,500	82,500
Reserves	儲備		189,166	158,796
			271,666	270,081

The consolidated financial statements on pages 31 to 115 were approved and authorised for issue by the Board of Directors on 17 March 2014 and are signed on its behalf by:

第31頁至第115頁所載之綜合財務報表已於2014年3月17日經董事會通過及授權刊發，並由下列董事代表簽署：

Wai Sui Kee

衛少琦

Chairman

主席

Kung Phong

龔鈞

Director

董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2013 截至2013年12月31日止年度

		Share capital	Asset revaluation reserve	Translation reserve	Special reserve	Accumulated profits	Total
		股本	重估儲備	匯兌儲備	特別儲備	累計溢利	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
			(Note i)		(Note ii)		
			(附註i)		(附註ii)		
At 1 January 2012 (originally stated)	於2012年1月1日 (原列)	82,500	6,641	5,371	(38,562)	187,353	243,303
Effect of a change in accounting policy (note 2)	會計政策變動之影響 (附註2)	—	—	—	—	(2,007)	(2,007)
At 1 January 2012 (restated)	於2012年1月1日 (經重列)	82,500	6,641	5,371	(38,562)	185,346	241,296
Profit for the year	年內溢利	—	—	—	—	109,986	109,986
Other comprehensive income for the year	年內其他全面收益	—	—	837	—	462	1,299
Total comprehensive income for the year	年內全面收益總額	—	—	837	—	110,448	111,285
Dividends recognised as distributions (note 10)	已確認分派之股息 (附註10)	—	—	—	—	(82,500)	(82,500)
At 31 December 2012 (restated)	於2012年12月31日 (經重列)	82,500	6,641	6,208	(38,562)	213,294	270,081
Profit for the year	年內溢利	—	—	—	—	72,381	72,381
Other comprehensive (expense) income for the year	年內其他全面(支出)收益	—	—	(1,280)	—	609	(671)
Total comprehensive (expense) income for the year	年內全面(支出)收益總額	—	—	(1,280)	—	72,990	71,710
Dividends recognised as distributions (note 10)	已確認分派之股息 (附註10)	—	—	—	—	(70,125)	(70,125)
At 31 December 2013	於2013年12月31日	82,500	6,641	4,928	(38,562)	216,159	271,666

Notes:

- (i) The asset revaluation reserve represented the increase in revaluation arising from the owner-occupied properties becoming to investment properties prior to 1 January 2008.
- (ii) The special reserve of the Group represents:
- (a) the difference between the nominal value of the share capital issued by Lee & Man Development Limited ("LM Development") and the nominal amount of the share capital of subsidiaries acquired by it pursuant to a group organisation in 1993;
- (b) the difference between the nominal value of the share capital of a subsidiary, LM Development, acquired pursuant to a group reorganisation in June 2011 and the nominal value of the share capital issued by the Company; and
- (c) the expenses borne by shareholders for the listing of the Company.

附註:

- (i) 資產重估儲備是指於2008年1月1日前，由自用擁有物業變更為投資物業所增加的重估儲備。
- (ii) 本集團之特別儲備指：
- (a) 理文發展有限公司(「理文發展」)已發行股本面值與根據集團重組於1993年所收購之多間附屬公司之股本面值之差額；
- (b) 根據集團重組於2011年6月所收購之一間附屬公司理文發展之股本面值與本公司已發行股本面值之差額；及
- (c) 就本公司上市由股東承擔之開支。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013 截至2013年12月31日止年度

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(經重列)
OPERATING ACTIVITIES	經營業務		
Profit before taxation	除稅前溢利	79,156	120,031
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10,678	12,166
Interest expenses	利息支出	447	1,430
Release of prepaid lease payments	釋出預付租賃款項	626	620
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	(118)	(278)
Gain of fair value changes on derivative financial instruments	衍生金融工具公平值變動收益	(1,761)	(123)
Gain on fair value changes of investment properties	投資物業公平值變動收益	(3,638)	—
Retirement benefit gain	退休福利計劃收益	(6)	—
Reversal of impairment loss recognised in respect of trade receivables	應收貿易賬款減值虧損回撥	—	(175)
Reversal of write-down of inventories	存貨跌價準備回撥	(4,571)	(621)
Interest income	利息收入	(138)	(168)
Operating cash flows before movements in working capital	營運資金變動前之經營業務現金流量	80,675	132,882
Decrease in inventories	存貨減少	947	11,376
(Increase) decrease in trade and other receivables	應收貿易及其他款項(增加)減少	(12,631)	66,929
Increase in derivative financial instruments	金融衍生工具增加	1,335	144
Increase (decrease) in trade and other payables	應付貿易及其他款項增加(減少)	12,235	(15,511)
Decrease in amount due to a related company	應付關連公司減少	(48)	(318)
Cash generated from operations	經營業務所得現金	82,513	195,502
Hong Kong Profits Tax paid	已付香港所得稅	(8,020)	(19,354)
Profits Tax paid for other jurisdictions	已付其他司法權區所得稅	(144)	(14)
Interest paid	已付利息	(447)	(1,430)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	73,902	174,704

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2013 截至2013年12月31日止年度

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元 (restated) (經重列)
INVESTING ACTIVITIES	投資活動		
Purchase of property, plant and equipment	購置物業、廠房及設備	(8,078)	(11,029)
Interest received	已收利息	138	168
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	123	298
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備之已付定金	(686)	—
NET CASH USED IN INVESTING ACTIVITIES	投資活動所耗現金淨額	(8,503)	(10,563)
FINANCING ACTIVITIES	融資活動		
Dividends paid	已付股息	(70,125)	(82,500)
Bank borrowings raised	新籌集銀行借款	17,329	—
Repayment of bank borrowings	償還銀行借款	(50,000)	(56,305)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所耗現金淨額	(102,796)	(138,805)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金項目(減少)增加淨額	(37,397)	25,336
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	於年初之現金及等同現金項目	80,038	54,763
EFFECT OF CHANGES IN EXCHANGE RATE	匯率變動之影響	42	(61)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	於年終之現金及等同現金項目	42,683	80,038

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

1. GENERAL

The Company is a public limited company incorporated in the Cayman Islands under the Companies Law (Revised) Chapter 22 of the Cayman Islands. The addresses of the registered office and principal place of business of the Company are disclosed in the section "Corporate Information" of the annual report.

As at 31 December 2013, the Company's parent and ultimate holding company is Full Gold Trading Limited ("Full Gold"), a company incorporated in the British Virgin Islands ("BVI"). Its ultimate controlling party is Mr. Lee Wan Keung ("Mr. Lee").

The functional currency of the Company is United States dollars ("US dollars"), while the consolidated financial statements are presented in Hong Kong dollars ("HK dollars") as the Company is listed in Hong Kong.

The Company acts as an investment holding company. The Group is principally engaged in the manufacture and sale of handbags.

1. 一般事項

本公司根據開曼群島公司法(經修訂)第22章在開曼群島註冊成立為一家上市有限公司，本公司註冊辦事處及主要營業地點於年報「公司資料」中披露。

於2013年12月31日本公司現時的最終控股公司為Full Gold Trading Limited(「Full Gold」)，此為一家於英屬維爾京群島註冊成立的公司。其最終控股方為李運強先生(「李先生」)。

本公司的功能貨幣為美元(「美元」)。由於本公司於香港上市，故其綜合財務報表乃以港元(「港元」)呈列。

本公司為一間投資控股公司。本集團主要從事製造及銷售手袋業務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Company has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009–2011 Cycle
Amendments to HKFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
Amendments to HKFRS 10, HKFRS 11 and HKFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 19 (as revised in 2011)	Employee Benefits
HKAS 27 (as revised in 2011)	Separate Financial Statements
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine

Except as described below, the application of the above amendments to HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)

於本年度，本集團首次應用以下由香港會計師公會(「香港會計師公會」)頒佈之經修訂香港財務報告準則。

香港財務報告準則(修訂本)	2009年至2011年週期之香港財務報告準則年度改進
香港財務報告準則第7號(修訂本)	披露－抵銷金融資產及金融負債
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(修訂本)	綜合財務報表、合營安排及披露於其他實體之權益：過渡指引
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平值計量
香港會計準則第19號(2011年經修訂)	僱員福利
香港會計準則第27號(2011年經修訂)	獨立財務報表
香港會計準則第28號(2011年經修訂)	於聯營公司及合營公司之投資
香港會計準則第1號(修訂本)	其他全面收益項目之呈列
香港(IFRIC)–詮釋第20號	露天礦場生產階段之剝採成本

除下述者外，於本年度應用經修訂香港財務報告準則對本集團的本年度及上年度財務情況及此等綜合財務報表所載之披露事項並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

HKFRS 13 Fair Value Measurement

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and nonfinancial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are within the scope of HKAS 17 *Leases*, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes). HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements. HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2012 comparative period. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)

香港財務報告準則第13號公平值計量

本集團已於本年度首次應用香港財務報告準則第13號。香港財務報告準則第13號為有關公平值計量及披露提供單一來源指引。香港財務報告準則第13號範圍廣泛：香港財務報告準則第13號之公平值計量規定適用於其他香港財務報告準則要求或允許作出公平值計量及作出有關公平值計量之披露之金融工具項目及非金融工具項目，惟香港財務報告準則第2號以股份支付範圍內以股份支付之交易、香港會計準則第17號租賃範圍內之租賃交易及與公平值類似但並非公平值之計量(如就計量存貨而言之可變現淨值或就減值評估而言之使用價值)除外。香港財務報告準則第13號將一項資產之公平值界定為於現行市況下於計量日期在主要市場(或最有利之市場)進行之有序交易所出售資產可收取(或倘釐定一項負債之公平值，則轉讓該負債須支付者)之價格。香港財務報告準則第13號項下之公平值指為平倉價，不論該價格是否直接觀察或使用另一估值技術估計得出。此外，香港財務報告準則第13號包括作出廣泛披露之規定。香港財務報告準則第13號須前瞻性地應用。根據香港財務報告準則第13號之過渡條文，本集團並無就2012年同期作出任何香港財務報告準則第13號所規定之新披露。除額外披露外，應用香港財務報告準則第13號並無對綜合財務報表已確認之金額構成任何重大影響。

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綜合財務報表附註

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)**Amendments to HKAS 1 Presentation of Items of Other Comprehensive Income**

The Group has applied the amendments to HKAS 1 *Presentation of Items of Other Comprehensive Income*. Upon the adoption of the amendments to HKAS 1, the Group’s “consolidated statement of comprehensive income” is renamed as the “consolidated statement of profit or loss and other comprehensive income”. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

HKAS 19 Employee Benefits (as revised in 2011)

In the current year, the Group has applied HKAS 19 *Employee Benefits* (as revised in 2011) and the related consequential amendments for the first time.

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)**香港會計準則第1號其他全面收益項目之呈列(修訂本)**

本公司已應用香港會計準則第1號(修訂本)「其他全面收益項目之呈列」。於採納香港會計準則第1號(修訂本)後，本集團之「全面收益表」更名為「綜合損益及其他全面收益表」。此外，香港會計準則第1號(修訂本)規定須於其他全面收益部分中作出額外披露，致使其他全面收益項目分成兩個類別：(a)其後將不會重新分類至損益之項目；及(b)當符合特定條件時，其後可能會重新分類至損益之項目。其他全面收益項目之所得稅須按相同基準分配一該等修訂本並無更改以除稅前或扣除稅項後之方式呈列其他全面收益項目之選擇。此等修訂本已追溯應用，故其他全面收益項目之呈列乃經修訂以反映變動。除上述呈列方式之變動外，應用香港會計準則第1號(修訂本)並無對損益、其他全面收益及全面收益總額構成任何影響。

香港會計準則第19號(於2011年經修訂)「僱員福利」

本集團於本年度首次應用香港會計準則第19號(於2011年經修訂)「僱員福利」及其相關修訂。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

HKAS 19 Employee Benefits (as revised in 2011) (continued)

HKAS 19 (as revised in 2011) changes the accounting for defined benefit plans and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and plan assets. The amendments require the recognition of changes in defined benefit obligations and in the fair value of plan assets when they occur, and hence eliminate the “corridor approach” permitted under the previous version of HKAS 19 and accelerate the recognition of past service costs. All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated statement of financial position to reflect the full value of the plan deficit or surplus. Furthermore, the interest cost and expected return on plan assets used in the previous version of HKAS 19 are replaced with a “net interest” amount under HKAS 19 (as revised in 2011), which is calculated by applying the discount rate to the net defined benefit liability or asset. These changes have had an impact on the amounts recognised in profit or loss and other comprehensive income in prior years (see the tables below for details). In addition, HKAS 19 (as revised in 2011) introduces certain changes in the presentation of the defined benefit cost including more extensive disclosures.

Specific transitional provisions are applicable to first-time application of HKAS 19 (as revised in 2011). The Group has applied the relevant transitional provisions and restated the comparative amounts on a retrospective basis (see the tables below for details).

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)

香港會計準則第19號其他全面收益項目之呈列(修訂本)(續)

香港會計準則第19號(於2011年經修訂)改變界定利益計劃及終止福利之入賬處理。最重大的轉變與界定利益承擔及計劃資產的入賬處理有關。該修訂規定於界定利益承擔及計劃資產的公允值出現轉變時予以確認，及因此取消香港會計準則第19號過往版本允許的「緩衝區法」，並加速確認過往服務成本。此修訂規定所有精算估值盈虧須即時透過其他全面收益確認，以令於綜合財務狀況表確認之淨退休金資產或負債可反映計劃虧絀或盈餘之全面價值。此外，香港會計準則第19號前版本所用的計劃資產利息成本及預期回報，在香港會計準則第19號(於2011年經修訂)下會以「淨利息」金額取代，該金額透過以貼現率方式計算界定利益負債或資產的淨額。這些變更對在以往年度所確認的損益及其他全面收益造成影響(其細節見下文摘要)。再者，香港會計準則第19號(於2011年經修訂)採用相關的過渡條文並按追溯基準重列比較金額包括更多披露。

首次應用香港會計準則第19號(於2011年經修訂)有指定過渡條款。集團應用相關過渡條款及追溯按基礎上重列比較數字(其細節見下文摘要)。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

The effect on the Group's results for the current year and prior year

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Decrease in other income	其他收入減少	(182)	(277)
Decrease in profit for the year	年內溢利減少	(182)	(277)
Increase in remeasurement of defined benefit asset	重新衡量之界定利益資產增加	182	462
Increase in other comprehensive income for the year	年內其他全面收益增加	182	462
Increase in total comprehensive income for the year	年內全面收益增加	—	185

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)

對本集團當年及去年業績之影響

Impact on basic earnings per share

每股基本盈利之影響

		2013 HK cents 港仙	2012 HK cents 港仙
Figures before adjustments	調整前數字	8.8	13.4
Adjustments	調整	—	(0.1)
Figures after adjustments	調整後數字	8.8	13.3

The effect on the Group's financial position as at 1 January 2012 and 31 December 2012

於2012年1月1日及2012年12月31日對集團綜合財務狀況表之影響

		As at 1.1.2012 於2012年 1月1日 HK\$'000 千港元 (originally stated) (未重列)	Adjustments 調整 HK\$'000 千港元	As at 1.1.2012 於2012年 1月1日 HK\$'000 千港元 (restated) (經重列)	As at 31.12.2012 於2012年 12月31日 HK\$'000 千港元 (originally stated) (未重列)	Adjustments 調整 HK\$'000 千港元	As at 31.12.2012 於2012年 12月31日 HK\$'000 千港元 (restated) (經重列)
Defined benefit assets	界定利益資產	4,816	(2,007)	2,809	5,093	(1,822)	3,271
Total effects on net assets	對淨資產之總影響	4,816	(2,007)	2,809	5,093	(1,822)	3,271
Accumulated profits	累計溢利	187,353	(2,007)	185,346	215,116	(1,822)	213,294
Total effects on equity	對股東權益之總影響	187,353	(2,007)	185,346	215,116	(1,822)	213,294

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

The effect on the Group’s financial position as at 1 January 2012 and 31 December 2012 (continued)

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

Amendments to HKFRSs	Annual Improvements to HKFRSs 2010–2012 Cycle ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011–2013 Cycle ²
HKFRS 9	Financial Instruments ³
HKFRS 14	Regulatory Deferred Accounts ⁴
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ¹
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions ²
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets ¹
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting ¹
HK(IFRIC)-Int 21	Levies ¹

¹ Effective for annual periods beginning on or after 1 January 2014, with earlier application permitted.

² Effective for annual periods beginning on or after 1 July 2014. Early application is permitted.

³ Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

⁴ Effective for annual periods beginning on or after 1 January 2016.

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)

於2012年1月1日及2012年12月31日對集團綜合財務狀況表之影響(續)

本集團並無提早應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則(修訂本)	2010年至2012年週期之香港財務報告準則年度改進 ²
香港財務報告準則(修訂本)	2011年至2013年週期之香港財務報告準則年度改進 ²
香港財務報告準則第9號	金融工具 ³
香港財務報告準則第14號	管制遞延賬戶 ⁴
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號之強制生效日期及過渡披露 ³
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(修訂本)	投資實體 ¹
香港會計準則第19號(修訂本)	界定利益計劃：僱員供款 ²
香港會計準則第32號(修訂本)	抵銷金融資產及金融負債 ¹
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露 ¹
香港會計準則第39號(修訂本)	衍生工具更替及對沖會計法之延續 ¹
香港(IFRIC)-詮釋第21號	徵費 ¹

¹ 於2014年1月1日或之後開始之年度期間生效，可提早應用。

² 於2014年7月1日或之後開始之年度期間生效，可提早應用。

³ 可供應用－強制生效日期將於落實香港財務報告準則第9號之未完成階段後釐定。

⁴ 於2016年1月1日或之後開始之年度期間生效

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2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

Amendments to HKAS 19 Defined Benefit Plans: Employee Contributions

The amendments to HKAS 19 clarify how an entity should account for contributions made by employees or third parties to defined benefit plans, based on whether those contributions are dependent on the number of years of service provided by the employee.

For contributions that are independent of the number of years of service, the entity may either recognise the contributions as a reduction in the service cost in the period in which the related service is rendered, or to attribute them to the employees' periods of service using the projected unit credit method; whereas for contributions that are dependent on the number of years of service, the Group is required to attribute them to the employees' periods of service.

The directors do not anticipate that the application of these amendments to HKAS 19 will have a significant impact on the Group's consolidated financial statements as the Group does not have any employee contributions to the defined benefit plans.

Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of "currently has a legally enforceable right of set-off" and "simultaneous realisation and settlement".

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)

香港會計準則第19號界定利益計劃(修訂本)「僱員供款」

香港會計準則第19號之修訂闡明企業如何對僱員或第三者負有界定利益計劃之供款責任，供款基礎是否依賴於僱員之服務年期。

如供款與服務年期是不相關，企業可以供款扣減相對已提供服務年期的服務成本或以預計單位福利權方法按僱員之服務年期確認供款；但供款與服務年期是相關，集團必須按僱員之服務年期確認供款。

因本集團沒有其他界定利益計劃之僱員供款，董事預期應用該等香港會計準則第19號之修訂本不會對本集團之綜合財務報表構成重大影響。

香港會計準則第32號之修訂本「抵銷金融資產及金融負債」

香港會計準則第32號之修訂本釐清有關抵銷金融資產及金融負債規定之現有應用問題。特別是，該等修訂釐清「目前擁有在法律上可強制執行之權利可抵銷」及「同時變現及清償」之涵義。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (CONTINUED)

Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities (continued)

The directors anticipate that the application of these amendments to HKAS 32 may result in more disclosures being made in the future.

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

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments that are measured at fair values, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

2. 應用新訂及經修訂香港財務報告準則(「新訂及經修訂香港財務報告準則」)(續)

香港會計準則第32號之修訂本「抵銷金融資產及金融負債」(續)

董事預期應用香港會計準則第32號之修訂本於未來需涉及更多披露。

董事預期應用新訂及經修訂香港財務報告準則對本集團之業績及綜合財務狀況表並無重大影響。

3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。同時，綜合財務報表載有聯交所證券上市規則(「上市規則」)及香港公司法條例規定之適用披露事項。

綜合財務報表乃按歷史成本基準編製，惟若干按公平值計算之投資物業及金融工具則除外，其會計政策於下文解釋。歷史成本均按交易貨品時的代價公平值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. 主要會計政策(續)

公允價值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值技術作出的估計。在對資產或負債的公允價值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的那些特徵。在本綜合財務報表中計量和／或披露的公允價值均在此基礎上予以確定，但HKFRS 2範圍內的以股份為基礎的支付交易、香港會計準則第17號範圍內的租賃交易、以及與公允價值類似但並非公允價值的計量，例如，香港會計準則第2號中的可變現淨值或香港會計準則第36號中的使用價值除外。

此外，就財務申報而言，公平值計量根據公平值計量輸入數據的可觀察程度及公平值計量輸入數據的整體重要性劃分為第一、第二或第三級，描述如下：

- 第一級輸入數據為實體可於計量日獲取相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據為資產或負債的可直接或間接觀察所得輸入數據(第一級包括的報價除外)；及
- 第三級輸入數據為資產或負債的不可觀察所得輸入數據。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

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

3. 主要會計政策(續)

主要會計政策如下。

綜合基準

綜合財務報包含本公司以及由本公司及其附屬公司控制之實體之財務報表。取得控制權指本公司：

- 對被投資方行使權力；
- 因參與被投資方之業務而獲得或有權獲得可變回報；及
- 有能力行使其權力以影響該等回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本公司將重估是否仍然控制被投資方。

當本集團取得附屬公司之控制權，便將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內收購或出售之附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

如有需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團之會計政策一致。

所有集團內成員間有關資產及負債、權益、收入、支出及現金流之交易均於綜合入賬時全數對銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

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

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

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

Property, plant and equipment

Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

3. 主要會計政策(續)

收益確認

收入按已收或應收代價的公平值計量，即日常業務過程中已提供貨物扣除折扣及銷售有關稅項後之應收款項。

貨物銷售於貨物付運及擁有權轉移後並達致以下全部條件時確認。

- 本集團將商品所有重大風險及回報之擁有權已轉移給買方；
- 本集團既沒有保留通常與所有權相聯系的繼續管理權，也沒有對已出售商品實施有效控制；
- 收入金額能夠可靠地計量；
- 與交易相關的經濟利益很可能流入本集團；及
- 有關交易所產生或將予產生的成本能夠可靠地計量。

當經濟利益流入本集團時，而其收益金額能可靠地計量，有關金融資產之利息收入予以確認。金融資產之利息收入乃以時間為基準按未償還本金及適用實際利率累計，而實際利率為透過金融資產之預期可用年期將估計日後所收現金實際折讓至該資產之賬面淨值之比率。

物業、廠房及設備

物業、廠房及設備(包括持有作貨物生產或行政用途的樓宇)乃於綜合財務狀況表按成本減累計折舊及累計減值虧損入賬(如有)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

3. 主要會計政策(續)

物業、廠房及設備(續)

物業、廠房及設備按其估計可使用年期，以其估計餘值按直線法計算，確認折舊並撇銷成本。估計可使用年期、餘值及折舊方法於每一報告期間審閱，任何估計變動的影響按前瞻基準入賬。

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟效益時取消確認。任何一項物業、廠房及設備資產之出售及報廢，按該項目之出售所得款與賬面值間之差額計算盈虧，並計入損益。

投資物業

投資物業指為收取租金及／或資本增值而持有之物業。

投資物業於初次確認時按成本計值，當中包括任何直接應佔開支。初次確認後，投資物業採用公平值模式釐訂公平值。就投資物業公平值變動所產生之收益或虧損，均計入發生當期之損益內。

當出售或永久停止使用投資物業，或預期出售投資物業不會帶來日後經濟利益時，則取消確認投資物業。取消確認資產所產生之任何收益或虧損(按出售所得款項淨額與資產之賬面值之差額計算)計入當期取消確認項目之損益內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Leasehold land and building

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

3. 主要會計政策(續)

租賃

凡租賃之條款規定擁有權所附帶之一切風險及回報實質上轉移至承租人者，該租賃即歸類為融資租賃。其他租賃全部列作經營租賃。

本集團作為承租人

經營租賃之付款乃按相關租約年期以直線法計算，除非另外更有系統性的時間模式去計算租賃資產之經濟利益被消耗。

當訂立經營租賃時收到租金優惠，該等優惠於負債確認。所有租金優惠以直線法確認為遞減租金開支，除非另外更有系統性的時間模式，去計算租賃資產之經濟利益消耗。

租賃土地及樓宇

租賃土地及樓宇當租賃包括土地及樓宇部份時，本集團以評估與各部份擁有權有關的絕大部份風險及回報是否已轉移至本集團為基礎，評估如何將各部份分類為融資或經營租賃，除非肯定兩部分均為經營租賃，則於該情況下，整項租賃乃分類為經營租賃。尤其，最低租賃款項(包括任何一次性預付款項)乃以租約開始時，於土地及樓宇部份之間進行分配，比例為以租賃權益於土地部份及樓宇部份的相對公平值而定。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leasing (continued)

Leasehold land and building (continued)

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the “MPF scheme”) as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance and state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 主要會計政策(續)

租賃(續)

租賃土地及樓宇(續)

倘租賃款項能夠可靠分配時，則入賬時列作經營租約的租賃土地權益乃於綜合財務狀況表列作「預付租賃款項」，並以直線法於租期內攤銷，除了那些被歸類為公平值模式下的投資物業。

存貨

存貨乃按成本或可變現淨值兩者之較低者入賬。成本乃按加權平均法計算。可變現淨值指存貨之估計售價減所有完成及銷售之所需估計費用。

退休福利成本

根據香港強制性公積金計劃條例規定之強制性公積金計劃(「強積金計劃」)及國家管理退休福利計劃之付款於僱員提供服務使其可享有供款時計入為開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Retirement benefit costs (continued)

For defined retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of the reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The Group presents the first two components of defined benefit costs in profit or loss in the line item general and administrative expenses. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit assets recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

3. 主要會計政策(續)

退休福利成本(續)

就界定退休福利計劃而言，提供福利之成本乃根據預估單位利益法釐定，並於各報告期末進行精算估值。重新計量組成部份，包括精算損益、資產上限變動之影響（如適用）及計劃資產於扣息後的回報，應即時於發生時間的財務狀況表反映及於其他全面收益確認為收入或支出。確認與其他全面收益部份的重新計量組成部份立即轉入保留盈利，不得重新分配為損益。過往服務費用於計劃修訂期間於損益中確認。利息淨額採用期初之折現率及界定福利負債或資產計算。界定福利成本分類為以下組成部份：

- 服務費用（包括當期服務費用、過往服務費用以及縮減及結算之損益）；
- 利息支出或收入；及
- 重新計量

本集團於一般及行政開支項目之損益呈列首兩部份之界定福利成本。縮減損益入賬為過往服務成本。

於綜合財務狀況表確認之退休福利資產指本集團界定福利計劃之實際虧損或盈餘。任何以此計算方法得出之盈餘僅限於有關計劃之退款或減少對該等計劃之未來供款可獲得的經濟利益現值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

3. 主要會計政策(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用匯率換算為功能貨幣(即該實體經營所在主要經濟活動之貨幣)記賬。於報告期末，以外幣定值之貨幣項目均按結算日之適用匯率重新換算。按公平值列賬之非貨幣項目若以外幣定值，於釐定公平值當日之適用匯率重新換算。非貨幣項目乃按外幣歷史成本計量而無須重新換算。

結算貨幣項目及重新換算貨幣項目所產生之匯兌差額會於產生期間於損益內確認，而以公平值計量之非貨幣性項目所產生的匯兌差額，均於期內損益中確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於報告期末之適用匯率換算為本集團之列賬貨幣(即港元)，而其他收入及支出乃按該年度之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於交易當日之適用匯率。所產生之匯兌差額(如有)乃於其他全面收益及累計權益內確認(匯兌儲備)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Borrowing costs

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

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

Taxation

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

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

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

3. 主要會計政策(續)

借貸成本

直接源自收購、建造或生產合資格資產，而有關資產需要一段長時間方可供作擬定用途或出售之借貸成本會加至該等資產成本部分，直至該資產大致上可供作擬定用途或出售為止。尚未用於合資格資產之特定借貸作短期投資賺取之投資收入，於合資格資本化之借貸成本中扣除。

所有其他借貸成本均於產生期間於損益內確認。

稅項

所得稅開支指即期應付稅項及遞延稅項的總和。

即期應付稅項根據該年度的應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表內所呈報的溢利，此乃由於其並無計入其他年度的應課稅或可扣稅收支項目，亦無計入日後的毋須課稅及不可扣稅的項目。本集團的即期稅項負債乃按已於各報告期末訂定或大致訂定的稅率計算。

遞延稅項乃就綜合財務報表內的資產與負債賬面值與計算應課稅溢利所採用的相應稅基間的差額確認。遞延稅項負債一般就所有應課稅暫時性差額予以確認，而遞延稅項資產則於可能動用應課稅溢利以抵銷可扣稅的暫時性差額予以確認。倘因初步確認一項既不影響應課稅溢利亦不影響會計溢利的交易的其他資產與負債而產生暫時性差額，則有關資產與負債不予確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purpose of measuring deferred tax for investment properties that are measured using the fair value model, the carrying amount of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time. If the presumption is rebutted, deferred tax for such investment properties are measured in accordance with the above general principles set out in HKAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

3. 主要會計政策(續)

稅項(續)

遞延稅項負債乃就於附屬公司及聯營公司的投資所產生的應課稅暫時性差額確認，惟倘本集團能控制暫時性差額的撥回以及暫時性差額有機會不會於可見將來撥回除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之益處且預計於可見將來可以撥回時確認。

遞延稅項資產的賬面值乃於各報告期末進行檢討，並在沒可能會有足夠應課稅溢利收回全部或部分資產時予以扣減。

根據報告期間結束當日已頒布或實際已頒布之稅率(及稅法)，遞延稅項資產及負債按負債清償或資產變現期間預期適用之稅率計量。

遞延稅項負債及資產之計量反映本集團預期於報告期間結束當日將出現的稅務後果，以收回資產或清償負債之賬面值。

就採用公平值模式計量的投資物業的遞延稅項而言，該等物業假設可透過銷售收回。除非假定被駁回。投資物業可予折舊並於某一業務模式中持有，且該業務模式旨在於日後透過使用投資物業內絕大部分經濟利益，則駁回假定。倘若假定被駁回，則該等投資物業的遞延稅項乃根據上述香港會計準則第12號載列的一般準則計量(即以預期如何收回物業的形式為基準)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Taxation (continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and the deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Financial assets

The Group's financial assets are classified into one of the two categories including loans and receivables and financial assets at fair value through profit or loss ("FVTPL"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

3. 主要會計政策(續)

稅項(續)

當期及遞延稅項於損益內確認，惟倘遞延稅項涉及於其他全面收益或直接在股本權益確認項目，則當期及遞延稅項亦會分別於其他全面收益或直接於股本權益內確認。

金融工具

金融資產及金融負債乃當集團實體成為據合約條文的訂約方時在綜合財務狀況表內確認。

金融資產及金融負債按公平值初步計量。收購或發行金融資產及金融負債直接應佔之交易成本(於損益表按公平值計算之金融資產及金融負債除外)乃於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值內增加或扣除(倘適用)。收購按公平值計算之金融資產或金融負債直接應佔之交易成本即時於損益表內確認。

金融資產

本集團之金融資產分為兩個類別其中之一：包括貸款及應收賬款和按公平值列賬及計入損益之金融資產。分類視乎金融資產性質及目的而定，在初始確定時釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Effective interest method

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

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

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables and bank balances and cash) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below).

Financial assets at fair value through profit or loss

The Group's financial assets classified as financial assets at fair value through profit or loss are derivatives that are not designated as hedging instruments.

Financial assets at fair value through profit or loss are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the periods in which they arise.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

實際利率法

實際利率法乃計算金融資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用及利率差價、交易成本及其他所有溢價或折價)按金融資產之預期使用年期,或較短期間(倘合適)實際貼現之利率。

債務工具之利息收入按實際利率基準確認。

貸款及應收款項

貸款及應收款項為附帶固定或可釐定付款的非衍生性質金融資產,而其在活動市場並無報價。於初步確認後的每個報告期末,貸款及應收款項(包括應收貿易賬款及其他款項、銀行結餘及現金)採用實際利息法按攤銷成本減任何已識別減值虧損入賬(請參閱下文的金融資產減值虧損會計政策)。

按公平值計入損益的金融資產

本集團的金融資產分類為按公平值計入損益的金融資產,為並非指定為對沖工具的衍生工具。

按公平值計入損益的金融資產按公平值計量,重新計量產生的公平值變動直接於產生期間的損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For loans and receivables, objective evidence of impairment could include:

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

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are in addition assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period ranged 7 to 90 days and observable changes in national or local economic conditions that correlate with default on receivables.

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

金融資產(按公平值列賬及計入損益之金融資產除外)於報告期末評估是否有減值跡象。倘出現客觀證據,即金融資產初步確認後產生之一項或多項事件令金融資產之估計未來現金流量受到影響,則金融資產被視為減值。

就貸款及應收款而言,減值之客觀證據可包括:

- 發行人或對手方出現重大財政困難;或
- 違約,如未能繳付或延遲償還利息或本金;或
- 借款人有可能面臨破產或財務重組。

就若干類別的金融資產(如貿易應收賬款)而言,經評估不會單獨作出減值並會彙集一併評估減值。應收賬款組合出現減值的客觀證據包括本集團過往收款經驗、組合內逾期還款超過平均信貸期7至90天之數目上升、國家或地區經濟狀況出現明顯變動導致應收賬款未能償還。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

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

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

3. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

就按攤銷成本計值之金融資產而言，減值虧損金額乃按資產賬面值與按原有實際利率貼現之估計未來現金流量現值之差額確認。

與所有貸款及應收款項有關之減值虧損會直接於貸款及應收款項之賬面值中作出扣減，惟應收貿易及其他款項除外，其賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益內確認。當應收貿易及其他款項被視為不可收回時，其將於撥備賬內撇銷，原先已撇銷之金額於其後撥回，乃於損益表中計入。

就以攤銷成本計值的金融資產而言，倘於隨後期間減值虧損的數額減少，而此項減少可客觀地與確認減值虧損後的某一事件聯繫，則先前確認的減值虧損於損益中予以撥回，惟於撥回減值當日的資產賬面值不得超逾未確認減值時的攤銷成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity instruments

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

The Group's financial liabilities are classified into financial liabilities at fair value through profit or loss and other financial liabilities.

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Financial liabilities at fair value through profit or loss

The Group's financial liabilities classified as financial liabilities at fair value through profit or loss are derivatives that are not designated as hedging instruments.

Financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the periods in which they arise.

3. 主要會計政策(續)

金融工具(續)

金融負債及權益

集團實體發行之金融負債及股本工具乃根據金融或股本工具合同安排之性質與金融負債及股本工具之定義分類。

本集團的金融負債分類為按公平值計入損益的金融負債及其他金融負債。

實際利率法

實際利率法是一種計算金融資產攤銷成本與分派利息收入到相關期間之方法。實際利率是以精確將金融資產可使用年期或(如適用)更短期間估計未來現金收入(包括所有已付或已收並構成實際利率整體之費用、交易成本及其他溢價或折價)折現至初步確認時之賬面淨值之折現比率。

利率開支按實際利率基準確認。

按公平值計入損益的金融負債

本集團的金融負債分類按公平值計入損益的金融負債，為並非指定為對沖工具的衍生工具。

按公平值計入損益的金融負債按公平值計量，重新計量產生的公平值變動直接於產生期間的損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Other financial liabilities

The Group's other financial liabilities mainly include trade and other payables, amount due to a related company and bank borrowings. They are subsequently measured at amortised cost, using the effective interest method.

Equity instruments

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

Derivative financial instruments

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

Derecognition

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

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

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

3. 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

其他金融負債

集團之其他金融負債主要包括應付貿易賬款及其他應付款項、應付關連公司款項及銀行借款。其後採用實際利息法按攤銷成本計量。

股本工具

權益工具為證明本集團資產剩餘權益(經扣除其所有負債)之任何合約。本公司發行的權益工具按所收取所得款項減直接發行成本確認。

衍生金融工具

衍生工具最初按衍生合約訂立日期的公平值確認，其後於每個報告期末重新計量其公平值。所產生的收益或虧損即時於損益內確認。

終止確認

倘從資產收取現金流的權利已屆滿，或金融資產已轉讓且本集團已轉讓該金融資產擁有權的絕大部分風險及回報，則金融資產將終止確認。

於終止確認金融資產時，資產賬面值與已收及應收代價的累計損益總額之間的差額，乃於損益確認。

有關合約規定的責任獲解除、取消或屆滿時，金融負債將終止確認。已終止確認的金融負債賬面值與已付及應付代價之間的差額，於損益確認。

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3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment losses on tangible assets

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

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

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

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

3. 主要會計政策(續)

有形資產減值虧損

本集團於各報告期末檢討其具有有限使用年期有形資產之賬面值，以釐定該等資產是否存在蒙受減值虧損之跡象。倘出現任何有關跡象，則估計有關資產之可收回金額，以釐定減值虧損(如有)之程度。倘無法估計個別資產之可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。如可確定一個合理且一致之分配基準，公司資產亦獲分配至個別現金產生單位，否則將分配至合理且一致之分配基準可被確定之最小現金產生單位組別。

可收回金額乃公平值(扣除銷售成本)與在用價值間之較高者。在評估在用價值時，估計未來現金流量乃使用稅前貼現率貼現至其現有價值，而有關貼現率反映金錢之時間價值之目前市場評估及針對有關未經調整未來現金流量估計之資產之風險。

倘估計資產(或現金產生單位)之可收回金額低於其賬面值，則有關資產(或現金產生單位)之賬面值將減至其可收回金額。減值虧損即時於損益內確認。

倘其後撥回減值虧損，則資產(或現金產生單位)之賬面值將增至經修訂估計之可收回金額，惟增加之賬面值不得超過假設該資產(或現金產生單位)於過往年度並無確認減值虧損下應予釐定之賬面值。減值虧損撥回會即時確認為收入。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY

Impairment losses on tangible assets (continued)

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make various estimates based on past experience and expectations of the future and other information. The key sources of estimation uncertainty at the end of the reporting period that can significantly affect the carrying amounts of assets recognised in the consolidated financial statements within the next financial year are disclosed below.

Impairment loss on trade receivables

The assessment of the impairment loss on trade receivables of the Group is based on the evaluation of collectability and aging analysis of accounts and on management's judgment. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness of each customer. If the financial conditions of the Group's customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. Impairment is made based on the estimation of the future cash flow discounted at the original effective rate to calculate the present value. As at 31 December 2013, the carrying value of trade receivables (net of impairment loss) and bills receivables was approximately HK\$117,929,000 (2012: HK\$109,469,000).

Write-down of inventories

Management reviews the inventories listing at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in operation. Allowance was made by reference to the latest market value for those inventories identified. Where the net realisable value is less than the cost, a material write down may arise. As at 31 December 2013, the carrying amount of inventories (net of allowances) was approximately HK\$110,280,000 (2012: HK\$106,656,000).

4. 估計不確定性之主要來源

有形資產減值虧損(續)

於應用本集團之會計政策(如附註3所述)時,本公司董事須根據過往經驗、預期未來狀況及其他資料作出各方面之估計。主要於下一個財務年度內可影響綜合財務報表內的資產及負債的確認數額之估計不確定性之主要來源概述如下。

應收貿易款項之減值虧損

本集團應收貿易款項之減值虧損之評估以可收回性、賬齡分析及管理層判斷為基礎。評估該等應收款項之最終變現能力需要進行大量判斷,包括各客戶之現時信譽。倘本集團客戶財務狀況日趨惡化,削弱其付款能力,則須提撥額外準備。減值乃按估計日後現金流量以原來實際利率貼現以計算現值。於2013年12月31日,應收貿易款項之賬面值(扣除減值虧損後)及應收票據款項約117,929,000港元(2012:約109,469,000港元)。

存貨跌價準備

本集團管理層於各個報告期末審閱存貨清單,並對確認為不再適合用於生產之過時及滯銷庫存品進行撥備。撥備乃參照最近期之市場價值就該等已識別存貨計提準備。於2013年12月31日,存貨之賬面值(扣除準備後)約110,280,000港元(2012:106,656,000港元)。

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4. KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The board of directors of the Company determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model and to understand the cause of fluctuations in the fair value of the assets and liabilities.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Notes 16 and 34c provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

5. REVENUE

Revenue represents revenue arising on the manufacture and sale of handbags.

6. SEGMENT INFORMATION

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision makers ("CODMs"), being the executive directors of the Company, in order to allocate resources to segments and to assess their performance. The CODMs review the Group's profit as a whole, which is generated solely from the manufacture and sale of handbags and determined in accordance with the Group's accounting policies, for performance assessment. Therefore no separate segment information is prepared by the Group.

4. 估計不確定性之主要來源(續)

公允值計量及估值過程

就財務呈報而言，部份本集團資產及負債乃按公平值計量。本公司董事會就公平值計量釐定合適之估值技術。

於估計資產或負債之公平值時，本集團盡可能使用可觀察市場數據。在並無第一級輸入數據之情況下，本集團委聘第三方合資格估值師進行估值。管理層與合資格外聘估值師緊密合作設立模式所適用之估值技術及輸入數據，並了解導致資產及負債公平值波動之原因。

本集團採用包括並非根據可觀察市場數據之輸入數據之估值技術估計若干類別之金融工具之公平值。附註16及34c提供有關釐定不同資產及負債之公平值所用之估值技術、輸入數據及主要假設之詳細資料。

5. 收入

收入指製造及銷售手袋所產生的收入。

6. 分部資料

香港財務報告準則第8號規定經營分部應以內部報告有關本集團的構成要素作分類，而本集團主要營運決策人（「主要營運決策人」，即本公司執行董事會定期檢閱內部報告，以作出資源分配及評核分部表現。主要營運決策人檢討本集團的整體溢利，而本集團溢利僅來自生產及銷售手袋，並按照本集團的會計政策評估表現。因此，本集團並無編製任何獨立分部資料。

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6. SEGMENT INFORMATION (CONTINUED)

The Group's operations are located in the United States of America ("USA"), Europe, Hong Kong and the Mainland People's Republic of China (the "PRC"). Sales to the largest customer contributed to 12.5% (2012: 22.6%) of the Group's total turnover.

Revenue from customers from sales of handbags of the corresponding years contributing over 10% of the total sales of the Group are as follows:

Customer A	客戶A
Customer B	客戶B
Customer C	客戶C

The Group's investment properties are located in Thailand. The rest of the Group's non-current assets, other than defined benefit assets and deferred tax assets, are located in the PRC.

6. 分部資料(續)

本集團業務分佈於美國、歐洲、香港及中華人民共和國(「中國」)大陸。最大客戶之銷售額佔本集團總營業額之12.5%(2012: 22.6%)。

超過本集團總銷售額10%的手袋銷售客戶，相應年度銷售收入如下：

	2013	2012
	HK\$'000	HK\$'000
	千港元	千港元
	101,813	129,154
	89,935	210,415
	89,070	70,798

本集團的投資物業位於泰國。其餘的非流動資產，除界定利益資產外及遞延稅項資產，則位於中國。

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6. SEGMENT INFORMATION (CONTINUED)

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

6. 分部資料(續)

年內本集團來自外部客戶之收入及按地區劃分詳情如下：

		Revenue from external customers 來自外部客戶的收入	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
USA	美國	326,429	336,568
Italy	意大利	170,720	248,913
Other European countries	其他歐洲國家	50,529	47,669
The Netherlands	荷蘭	49,565	41,246
Hong Kong	香港	37,012	34,394
The United Kingdom	英國	19,602	39,149
PRC	中國	17,692	24,219
Canada	加拿大	16,752	9,701
Germany	德國	11,457	27,474
South American countries	南美國家	682	32,762
Other Asian countries	其他亞洲國家	116,904	90,821
		817,344	932,916

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7. OTHER GAINS AND LOSSES**7. 其他收益及虧損**

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Net exchange loss	匯兌損失淨額	(7,379)	(13,225)
Reversal of impairment loss recognised in respect of trade receivables	應收貿易賬款減值回撥	—	175
Gain on fair value changes on derivative financial instruments	衍生金融工具公平值收益	1,761	123
Gain on disposal of property, plant and equipment	出售物業、廠房及設備收益	118	278
Gain on fair value changes of investment properties	投資物業之公平值重估收益	3,638	—
		(1,862)	(12,649)

8. INCOME TAX EXPENSE**8. 所得稅支出**

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
The charge comprises:	支出包括：		
Current tax:	本年度稅項：		
Hong Kong Profits Tax	香港所得稅	6,435	9,430
PRC Enterprise Income Tax	中國企業所得稅	69	24
Other jurisdictions income tax	其他司法權區所得稅	—	2
		6,504	9,456
Underprovision in prior year	前年度少提稅項：		
Hong Kong Profits Tax	香港所得稅	32	333
Deferred tax (note 24):	遞延稅項(附註24)：		
Current year	本年度	239	256
		6,775	10,045

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8. INCOME TAX EXPENSE (CONTINUED)

Hong Kong

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

According to the 50:50 onshore/offshore arrangement between the Group and the Inland Revenue Department in Hong Kong, certain profit of the Group is not subject to Hong Kong Profits Tax.

PRC

Under the Law of the PRC on Enterprise Income Tax and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

Other jurisdictions

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

8. 所得稅支出(續)

香港

香港利得稅乃根據該年度之估計應課稅溢利按16.5%稅率計算。

根據本集團與香港稅務局訂立之50:50非離岸/離岸安排，本集團之若干盈利無須繳付香港所得稅。

中國

根據中國企業所得稅法及企業所得稅法實施條例，中國附屬公司之稅率由2008年1月1日起為25%。

其他司法權區

其他司法權區之稅項乃按有關司法權區之課稅率而計算。

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8. INCOME TAX EXPENSE (CONTINUED)

The charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

8. 所得稅支出(續)

年內稅務開支與綜合損益及其他全面收益的除稅前利潤對賬如下：

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(經重列)
Profit before taxation	除稅前溢利	79,156	120,031
Tax at the domestic income tax rate of 16.5%	按本地所得稅率16.5%之稅項	13,061	19,805
Tax effect of expenses not deductible in determining taxable profit	釐定應課稅溢利時不可扣稅支出之稅務影響	521	794
Tax effect of income not taxable in determining taxable profit	釐定應課稅溢利時毋須課稅收入之稅務影響	(623)	(27)
Tax effect of temporary difference not recognised	未確認暫時差額的稅務影響	36	—
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	—	31
Tax effect of profit not subject to tax under 50:50 arrangement	按50:50安排下毋須應稅溢利之稅務影響	(6,435)	(9,071)
Utilisation of tax losses previously not recognised	動用過往未確認之稅項虧損	(99)	(1,831)
Effect of different tax rate of subsidiaries operating in other jurisdictions	其他司法權區的稅率差異之影響	14	11
Underprovision for tax in prior year	過往年度之少提稅項	32	333
Others	其他	268	—
Income tax expense for the year	年內所得稅支出	6,775	10,045

Details of deferred taxation at the end of the reporting period and during the year are set out in note 24.

遞延稅項於報告期末及於年內之詳情載於附註24。

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9. PROFIT FOR THE YEAR

9. 年內溢利

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the year has been arrived at after charging (crediting):	年內溢利已扣除(計入):		
Directors' emoluments (<i>note 12</i>)	董事薪酬(附註12)	2,859	2,856
Other staff costs	其他職員成本	250,276	232,175
Retirement benefit schemes contributions (excluding directors)	退休福利計劃供款(董事除外)	1,125	1,028
Total staff costs	員工成本總額	254,260	236,059
Release of prepaid lease payments	預付租賃款項攤銷	626	620
Auditors' remuneration	核數師酬金	1,036	1,010
Cost of inventories recognised as expenses (including reversal of write-down of inventories of HK\$4,571,000 (2012: HK\$621,000))	已確認為支出的存貨成本(包括存貨減值回撥4,571,000港元(2012: 621,000港元))	641,428	698,164
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10,678	12,166
Interest income on bank balances	銀行利息收入	(138)	(168)

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10. DIVIDENDS

10. 股息

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Dividends recognised as distributions during the year:	年內已確認分派之股息：		
Final dividend of HK5 cents per share for the year ended 31 December 2012	截至2012年12月31日止年度末期股息每股5港仙	41,250	—
Interim dividend of HK3.5 cents per share for the year ended 31 December 2013	截至2013年12月31日止年度中期股息每股3.5港仙	28,875	—
Final dividend of HK5 cents per share for the year ended 31 December 2011	截至2011年12月31日止年度末期股息每股5港仙	—	41,250
Interim dividend of HK5 cents per share for the year ended 31 December 2012	截至2012年12月31日止年度中期股息每股5港仙	—	41,250
		70,125	82,500

A final dividend of HK1.5 cents per share in respect of the year ended 31 December 2013 has been proposed by the directors and is subject to approval by the Company's shareholders in annual general meeting.

董事會建議派發截至2013年12月31日止年度之末期股息每股1.5港仙，惟須持本公司之股東於週年大會上批准。

11. EARNINGS PER SHARE

11. 每股盈利

The calculation of the basic earnings per share is based on the profit for the year of HK\$72,381,000 (2012: HK\$109,986,000 (restated)) and 825,000,000 (2012: 825,000,000) shares.

每股基本盈利乃按年內溢利72,381,000港元(2012年(經重列): 109,986,000港元)及825,000,000股(2012: 825,000,000股)作計算。

Diluted earnings per share is not presented because there were no dilutive ordinary shares in issue during the years.

由於該兩個年度概無已發行攤薄普通股，因此並無呈列每股攤薄盈利。

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For the year ended 31 December 2013 截至2013年12月31日止年度

12. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 7 (2012: 7) directors were as follows:

12. 董事及行政總裁酬金

已付或應付予7位(2012: 7位)董事之酬金如下:

		Fees	Other emoluments		
			其他酬金		
			Salaries and other benefits	Retirement benefit schemes contributions	Total
			薪金及其他福利	退休福利計劃供款	
		袍金	其他福利	計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended 31.12.2013	截至2013年12月31日止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Wai Siu Kee (<i>Chief Executive</i>)	衛少琦 (<i>行政總裁</i>)	—	1,170	—	1,170
Kung Phong	龔飭	—	540	15	555
Lee Man Ching	李文禎	—	384	15	399
Poon Lai Ming	潘麗明	—	360	15	375
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Heng Victor Ja Wei	邢家維	120	—	—	120
So Wing Keung	蘇永強	120	—	—	120
Tsang Hin Man Terrence	曾憲文	120	—	—	120
		360	2,454	45	2,859
Year ended 31.12.2012	截至2012年12月31日止年度				
<i>Executive directors</i>	<i>執行董事</i>				
Wai Siu Kee (<i>Chief Executive</i>)	衛少琦 (<i>行政總裁</i>)	—	1,170	—	1,170
Kung Phong	龔飭	—	540	14	554
Lee Man Ching	李文禎	—	384	14	398
Poon Lai Ming	潘麗明	—	360	14	374
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Heng Victor Ja Wei	邢家維	120	—	—	120
So Wing Keung	蘇永強	120	—	—	120
Tsang Hin Man Terrence	曾憲文	120	—	—	120
		360	2,454	42	2,856

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13. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, one (2012: one) was a director of the Company whose emoluments are disclosed in note 12 above. The emoluments of the remaining four (2012: four) individuals were as follows:

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Salaries and other benefits	薪金及其他福利	3,006	3,078
Contributions to retirement benefits schemes	退休福利計劃供款	60	55
Discretionary bonus payments	表現相關獎金	2,366	434
		5,432	3,567

The emoluments were within the following band:

		2013	2012
		Number of employees	Number of employees
		僱員數目	僱員數目
Not exceeding HK\$1,000,000	不超過 1,000,000 港元	2	4
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	—
Over HK\$2,500,000	超過 2,500,000 港元	1	—
		4	4

13. 僱員酬金

在本集團5位最高薪酬之人士中，包括1位(2012: 1位)本公司董事，其薪酬已載於上文附註12。而其餘4位(2012: 4位)最高薪酬人士之酬金如下：

酬金介乎下列幅度：

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14. PROPERTY, PLANT AND EQUIPMENT**14. 物業、廠房及設備**

		Buildings	Furniture, fixtures and equipment	Leasehold improvements	Motor vehicles	Plant and machinery	Total
		樓宇	傢俬、裝置及設備	租賃物業裝修	汽車	廠房及機器	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
COST	成本						
At 1 January 2012	於2012年1月1日	97,051	28,192	22,017	7,047	45,316	199,623
Currency realignment	匯兌調整	—	8	6	—	44	58
Additions	添置	—	513	6,457	961	4,836	12,767
Disposals	出售	—	(1,223)	—	(557)	(1,899)	(3,679)
At 31 December 2012	於2012年12月31日	97,051	27,490	28,480	7,451	48,297	208,769
Currency realignment	匯兌調整	—	13	10	3	125	151
Additions	添置	—	1,082	267	688	6,041	8,078
Disposals	出售	—	(338)	—	(1,622)	(1,267)	(3,227)
At 31 December 2013	於2013年12月31日	97,051	28,247	28,757	6,520	53,196	213,771
DEPRECIATION	折舊						
At 1 January 2012	於2012年1月1日	63,578	22,524	12,459	6,564	37,976	143,101
Currency realignment	匯兌調整	—	2	—	—	10	12
Provided for the year	本年度撥備	4,852	2,102	1,129	373	3,710	12,166
Eliminated on disposals	出售時撇賬	—	(1,211)	—	(557)	(1,891)	(3,659)
At 31 December 2012	於2012年12月31日	68,430	23,417	13,588	6,380	39,805	151,620
Currency realignment	匯兌調整	—	5	1	—	21	27
Provided for the year	本年度撥備	4,853	1,639	1,254	432	2,500	10,678
Eliminated on disposals	出售時撇賬	—	(336)	—	(1,622)	(1,264)	(3,222)
At 31 December 2013	於2013年12月31日	73,283	24,725	14,843	5,190	41,062	159,103
NET BOOK VALUE	賬面淨值						
At 31 December 2013	於2013年12月31日	23,768	3,522	13,914	1,330	12,134	54,668
At 31 December 2012	於2012年12月31日	28,621	4,073	14,892	1,071	8,492	57,149

The above items of property, plant and equipment are depreciated on a straight-line method at the following rates per annum:

Buildings and leasehold improvements	5%
Furniture, fixtures and equipment	20%
Motor vehicles	25%
Plant and machinery	20%

The carrying value of the Group's property interests comprises buildings on land under medium-term land use rights in the PRC.

上述物業、廠房及設備項目之折舊乃以直線法按下列年率折舊：

樓宇及租賃物業裝修	5%
傢俬、裝置及設備	20%
汽車	25%
廠房及機器	20%

本集團物業權益的賬面值指在中國境內享有中期土地使用權土地上的建築物。

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15. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise leasehold land in the PRC under medium-term lease.

Analysed for reporting purposes as: 分析呈報如下：

Non-current asset	非流動資產
Current asset	流動資產

15. 預付租賃款項

本集團之預付租賃款項是指中國境內之中期租賃土地。

2013	2012
HK\$'000	HK\$'000
千港元	千港元
23,577	23,935
629	617
24,206	24,552

16. INVESTMENT PROPERTIES

At fair value

Completed investment properties

Balance at beginning of year	年初結餘	25,729	25,082
Gain on property revaluation	物業重估收益	3,638	—
Effect of foreign currency exchange differences	外幣匯兌差額的影響	(1,726)	647
Balance at end of year	年末結餘	27,641	25,729
Unrealised gain on property revaluation included in profit or loss (included in other gains and losses)	計入損益的物業重估之未變現收益(計入其他收益及虧損)	3,638	—

16. 投資物業

Year ended	Year ended
31.12.2013	31.12.2012
截至2013年	截至2012年
12月31日	12月31日
止年度	止年度
HK\$'000	HK\$'000
千港元	千港元
25,729	25,082
3,638	—
(1,726)	647
27,641	25,729
3,638	—

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16. INVESTMENT PROPERTIES (CONTINUED)

The Group's property interests held for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

The fair value of the Group's investment properties as at 31 December 2013 and 31 December 2012 has been arrived at on the basis of a valuation carried out on 27 December 2013 and 25 December 2012 respectively by Thai Property Appraisal Lynn Phillips Co., Ltd., independent qualified professional valuers not connected to the Group.

The fair value was determined based on the market approach for the land and cost approach for the buildings. The market approach uses prices and other relevant information generated by market transactions involving comparable properties. In the cost approach, the value of the buildings is determined by the cost of replacing the buildings, under which estimates of the current costs of constructing new but similar buildings with allowance for depreciation are made. There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

One of the key inputs used in valuing the land was the sales prices of properties nearby the Group's land, which ranged from HK\$295/sq.wah to HK\$2,363/sq.wah while the estimated price of the Group's investment properties is HK\$945/sq.wah where wah is a common unit of length used in Thailand and one unit of wah is equal to 2 meters. An increase in the sales prices would result in an increase in fair value measurement of the land, and vice versa.

A key input used in valuing the buildings was the allowance for depreciation used under cost approach, which was 38% for the buildings. An increase in the allowance for depreciation would result in a decrease in fair value measurement of the buildings, and vice versa.

16. 投資物業(續)

本集團持有物業目的為資本增值及採用公平價值模式計量，並歸類及入賬為投資物業。

本集團的投資物業於2013年12月31日及2012年12月31日的公平值乃根據由與本集團概無關連的獨立估值師Thai Property Appraisal Lynn Phillips Co., Ltd.，分別於2013年12月27日及2012年12月25日進行的估值釐定。

土地和樓宇的公平值乃分別根據市場法及成本法釐定。市場法採用可比較市場交易產生之價格及其他相關資料。於成本法中，樓宇價值由更換樓宇成本釐定，並據此評估建設全新及相似樓宇(經作出減值撥備)的現時成本。估值技術於往年所採用者並無更改。

於評估物業的公平值時，物業的最優及最佳使用時間為即時使用。

土地估值所使用的主要輸入數據為毗鄰本集團土地物業的銷售價。其範圍介乎港元295/sq.wah至港元2,363/sq.wah之間，而本集團投資物業的估計價格為港元945/sq.wah，wah為泰國常用的長度單位，一個單位wah等同於兩米。銷售價格的增長將會引致土地公平值計量的增長，反之亦然。

估值樓宇所採用的主要輸入數據為根據成本法進行折舊計提，為樓宇的38%。折舊計提的增加將會引致樓宇公平值計量的下降，反之亦然。

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16. INVESTMENT PROPERTIES (CONTINUED)

Details of the Group's investment properties and information about the fair value hierarchy as at 31 December 2013 are as follows:

Industrial property units located in Thailand 位於泰國的工業樓宇

There were no transfers into or out of Level 3 during the year.

16. 投資物業(續)

有關本集團於2013年12月31日之投資物業及公平值層級資料載列如下：

	Fair value as at
Level 3	31.12.2013
第3級	公平值
	於2013年
	12月31日
HK\$'000	HK\$'000
千港元	千港元

27,641	27,641
--------	--------

本年度並無物業從第3級轉入或轉出。

17. INVENTORIES

Raw materials	原材料
Work in progress	半成品
Finished goods	製成品

17. 存貨

2013	2012
HK\$'000	HK\$'000
千港元	千港元
43,249	42,033
45,244	35,329
21,787	29,294
110,280	106,656

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18. TRADE AND OTHER RECEIVABLES

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Trade receivables	應收貿易賬款	84,669	83,981
Less: allowance for doubtful debts	減：呆壞賬準備	—	(16)
		84,669	83,965
Bills receivables	應收票據	33,260	25,504
		117,929	109,469
Prepayments and deposits	預付款及訂金	7,987	3,145
Other receivables	其他應收款項	451	1,122
Total trade and other receivables	應收貿易及其他款項合計	126,367	113,736

The aged analysis of trade and bills receivables based on the invoice date at the end of the reporting period is as follows:

應收賬款及票據於報告期末按發票日期之賬齡分析如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Not exceeding 30 days	不超過30天	58,155	59,138
31–60 days	31至60天	39,598	32,261
61–90 days	61至90天	19,950	17,471
Over 90 days	90天以上	226	599
		117,929	109,469

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18. TRADE AND OTHER RECEIVABLES (CONTINUED)

The following amounts of trade receivables, bills receivables and other receivables are denominated in currencies other than the functional currency of the relevant group entities.

Renminbi ("RMB")	人民幣
HK dollars	港元

Before accepting any new customer, the Group assesses the potential customer's credit quality by investigating its historical credit record and then defines its credit limit. The Group generally allows its trade customers an average credit period ranging from 7 to 90 days. During the year, the Group has provided allowance for doubtful debts of Nil (2012: HK\$16,000) for certain receivables aged over 90 days. Included in the Group's trade receivable balances are debtors with an aggregate carrying amount of HK\$7,003,000 (2012: HK\$7,525,000) which were past due at the reporting date but for which the Group has not provided for impairment loss. There has not been a significant change in credit quality of the relevant customers and the Group believes that the amounts are still recoverable as there are continuing subsequent settlement. The Group does not hold any collateral over these balances.

18. 應收貿易及其他款項(續)

以下應收貿易款、應收票據及其他應收款項均以相關集團個體的功能貨幣以外的貨幣記賬。

2013	2012
HK\$'000	HK\$'000
千港元	千港元
91	344
936	161
1,027	505

於接納任何新客戶前，本集團透過調查其過往之信貸紀錄評估客戶之潛在信貸質量繼而決定其信貸額度。本集團一般給予貿易客戶之賒賬期平均為7至90天。於年內，本集團並無就個別客戶之應收款項賬齡超過90天作出呆賬撥備(2012：16,000港元)。於報告日賬面值約7,003,000港元(2012：7,525,000港元)的應收貿易賬款已過期，由於相關客戶之信貸質素並無重大改變且持續結賬，本集團認為該等款項仍可收回，故並無就減值虧損作撥備。本團並無持有該款項之抵押品。

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18. TRADE AND OTHER RECEIVABLES (CONTINUED)

Aging of trade receivables which are past due but not impaired

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Not exceeding 30 days	不超過30天	748	678
31–60 days	31至60天	5,323	6,207
61–90 days	61至90天	706	69
Over 90 days	90天以上	226	571
Total	合計	7,003	7,525

Movement in the allowance for doubtful debts

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Balance at beginning of the year	年初結餘	16	663
Impairment losses recognised on receivables	應收賬款的減值	–	16
Amount written off as uncollectible	不能收回之撇賬金額	(16)	(461)
Amount recovered during the year	年內已收回之金額	–	(202)
Balance at end of the year	年終結餘	–	16

18. 應收貿易及其他款項(續)

逾期而未減值的應收貿易款項賬齡如下：

呆壞賬撥備之變動如下：

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19. DERIVATIVE FINANCIAL INSTRUMENTS

19. 衍生金融工具

		Current		Non-current	
		2013	2012	2013	2012
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Derivative financial assets	衍生金融資產				
Foreign currency forward contracts (Note i)	外幣遠期合約(附註i)	—	434	—	—
Structured foreign currency forward contract (Note ii)	結構性外幣遠期合約 (附註ii)	405	—	—	—
		405	434	—	—
Derivative financial liabilities	衍生金融負債				
Structured foreign currency forward contract (Note ii)	結構性外幣遠期合約 (附註ii)	—	—	—	455

Notes:

- (i) Foreign currency forward contracts

The amount represents the fair value of foreign currency forward contracts held by the Group with terms stated as follows:

附註：

- (i) 外幣遠期合約

本集團持有之外幣兌換合約，其公平值金額及條款列載如下：

Notional amount		Maturity	Exchange rate
名義金額		到期日	兌換率
As at 31 December 2012	於2012年12月31日		USD vs RMB
			美金對人民幣
Sell USD500,000	沽500,000美元	9.1.2013	1:6.344
Sell USD500,000	沽500,000美元	19.2.2013	1:6.348
Sell USD500,000	沽500,000美元	11.3.2013	1:6.351
Sell USD500,000	沽500,000美元	9.4.2013	1:6.353
Sell USD500,000	沽500,000美元	9.5.2013	1:6.355
Sell USD500,000	沽500,000美元	10.6.2013	1:6.358
Sell USD500,000	沽500,000美元	9.7.2013	1:6.360
Sell USD500,000	沽500,000美元	9.8.2013	1:6.362

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19. DERIVATIVE FINANCIAL INSTRUMENTS (CONTINUED)

Notes: (continued)

(ii) Structured foreign currency forward contract

At 31 December 2013, the notional amount of structured foreign currency forward contract amounted to USD1,000,000 with 24 valuation dates from 3 January 2012 to 3 December 2014 with settlement dates from 7 January 2012 to 5 December 2014. The expiry date of the contract is 3 December 2014.

On each valuation date, if the USD/RMB spot rate with reference to Reuters page CNHFIX01 as determined by a pre-agreed calculation agent (the "Spot Rate") pursuant to the structured foreign currency forward contract, is higher than a strike rate at USD1:RMB6.5 (the "Strike Rate"), the Group will be obliged to sell the notional amount of USD1,000,000 at the Strike Rate and thus the Group may suffer a loss. If the Spot Rate is less than the Strike Rate, the Group will receive a pre-determined amount of RMB28,800.

20. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short term bank deposits with an original maturity of three months or less. The deposits carry prevailing market interest rates which range from 0.01% to 0.35% (2012: 0.05% to 1.02%) per annum.

The following amounts of bank and cash are denominated in the foreign currencies other than the functional currency of the relevant group entities.

Euro	歐元
RMB	人民幣
HK dollars	港元

19. 衍生金融工具(續)

附註：(續)

(ii) 結構性外幣遠期合約

於2013年12月31日，結構性外幣遠期合約的名義值為1,000,000美元，24個估值日介乎2012年1月3日至2014年12月3日，結算日則介乎2012年1月7日至2014年12月5日。合約的屆滿日期為2014年12月3日。

於每一估值日，倘若根據結構性外幣遠期合約由預先協定計價代理參考路透社CNHFIX01專頁釐定的美元兌人民幣即期匯率（「現貨匯率」）高於行使匯率1美元兌人民幣6.5元（「行使匯率」），則本集團有責任按行使匯率出售名義值1,000,000美元，故本集團可能出現虧損。倘若現貨匯率低於行使匯率，則本集團將收取預先釐定的金額人民幣28,800元。

20. 銀行結餘及現金

銀行結餘及現金包括本集團持有之現金及原本為3個月或少於3個月到期之短期銀行存款。該等存款按市場平均年息率0.01%至0.35%（2012：0.05%至1.02%）計息。

以下銀行及現金結餘均以相關集團個體的功能貨幣以外的貨幣記賬。

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
		301	298
		3,241	6,924
		13,343	25,060
		16,885	32,282

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21. TRADE AND OTHER PAYABLES

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period obtained for trade purchases is 7 to 60 days.

Included in trade and other payables are trade and bills payables of HK\$67,701,000 (2012: HK\$56,941,000). The aged analysis of trade and bills payables at the end of the reporting period is as follows:

Not exceeding 30 days	不超過30天
31–60 days	31至60天
61–90 days	61至90天
Over 90 days	90天以上
Other payables	其他應付款
Accrued salary	應付薪金
Accrued bonus	應付花紅
Other accrued expenses	其他應付費用

The following amounts of trade and other payables are denominated in currencies other than the functional currency of the relevant group entities.

RMB	人民幣
HK dollars	港元

21. 應付貿易及其他款項

應付貿易及其他款項主要包括貿易購貨及持續開支成本之未付金額。貿易購貨之平均賒賬期為7至60天。

應付貿易及其他款項包括應付貿易款項約67,701,000港元(2012: 56,941,000港元)。應付貿易款項於報告期末之賬齡分析如下:

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Not exceeding 30 days	31,763	34,517
31–60 days	26,233	17,692
61–90 days	3,489	2,693
Over 90 days	6,216	2,039
	67,701	56,941
Other payables	400	2,205
Accrued salary	19,336	14,914
Accrued bonus	8,085	6,528
Other accrued expenses	8,525	11,224
	104,047	91,812

以下應付貿易賬款及其他款項均以相關集團個體的功能貨幣以外的貨幣記賬。

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
RMB	16,242	17,162
HK dollars	33,883	37,951
	50,125	55,113

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22. AMOUNT DUE TO A RELATED COMPANY

Capital Nation Investments Limited
("Capital Nation")

Capital Nation is beneficially owned and controlled by Ms. Lee Rosanna Man Lai who is the daughter of Mr. Lee, the controlling shareholder of the Company's ultimate holding company, Full Gold.

The amount is unsecured, non-interest bearing, repayable on demand and aged within 60 days.

22. 應付關連公司款項

2013	2012
HK\$'000	HK\$'000
千港元	千港元
263	311

Capital Nation由本公司最終控股公司Full Gold之控股股東李先生之女兒李文麗女士實益擁有及操控。

有關款項為無抵押、不計息、需應要求償還及賬齡為60天內。

23. BANK BORROWINGS

Bank loans	銀行借款
Bank import loans	銀行入口借款
Analysed as:	分析為：
Unsecured	無抵押

As at 31 December 2013, the Group had available banking facilities of approximately HK\$439,490,000 (2012: HK\$440,198,000) of which HK\$17,329,000 (2012: HK\$50,000,000) was utilised.

23. 銀行借款

2013	2012
HK\$'000	HK\$'000
千港元	千港元
—	50,000
17,329	—
17,329	50,000
17,329	50,000

於2013年12月31日，本集團可用之銀行備用信貸額約439,490,000港元(2012：440,198,000港元)，其中17,329,000港元(2012：50,000,000港元)已被動用。

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23. BANK BORROWINGS (CONTINUED)

All of the Group's borrowings are variable rate borrowings as at 31 December 2013 and 2012.

The ranges of effective interest rates per annum on the Group's borrowings are as follows:

		2013	2012
Effective interest rate:	實際利率：	Higher of 1.75% over the Hong Kong Interbank Offered rates ("HIBOR") or the bank's cost of funds 香港同業拆息加 1.75% 或銀行資金成本 之較高者為準	2% over HIBOR
Variable-rate borrowings	浮息借款		香港 同業拆息加2%

23. 銀行借款(續)

於2013年及2012年12月31日，本集團所有借款均為浮息借款。

本集團借款之實際年利率範圍如下：

The following amounts of bank borrowings are denominated in currencies other than the functional currency of the relevant group entities.

本集團除去以相關實體功能貨幣列值外之銀行借款呈列如下：

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
HK dollars	港元	17,329	50,000

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24. DEFERRED TAXATION

The following are the major deferred tax liabilities and assets recognised and movement thereon during the current and prior reporting periods.

		Accelerated (accounting) tax depreciation 遞增稅項折舊
		HK\$'000 千港元
At 1 January 2012	於2012年1月1日	16
Charge to profit or loss	計入損益	256
At 31 December 2012	於2012年12月31日	272
Charge to profit or loss	計入損益	239
At 31 December 2013	於2013年12月31日	511

The following is the analysis of the deferred tax balances for financial reporting purposes:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	511	281
Deferred tax assets	遞延稅項資產	—	(9)
		511	272

At the end of the reporting period, the Group had unutilised tax losses of HK\$971,000 (2012: HK\$1,670,000) available to offset against future profits. Unused tax losses of HK\$100,000 (at the time of deregistration) was related to a subsidiary which was deregistered in current year. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future taxable profit streams. Tax losses of HK\$971,000 (2012: HK\$1,670,000) may be carried forward indefinitely.

24. 遞延稅項

本年度及過往報告期間已確認之主要遞延稅項負債及資產及其變動概述如下。

作為財務匯報，遞延稅項結餘分析如下：

於報告期末，本集團尚未動用但可用作抵扣未來課稅溢利之稅項虧損為971,000港元(2012年：1,670,000港元)。未使用稅項虧損100,000港元(於撤銷註冊時間)與附屬公司有關並於當年撤銷註冊。由於未來應課稅溢利流的不可預測性，故並未就稅項虧損確認遞延稅項資產。稅項虧損為971,000港元(2012年：1,670,000港元)可無限期結轉。

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24. DEFERRED TAXATION (CONTINUED)

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to accumulated profits of the PRC subsidiary amounting to HK\$2,853,000 (2012: HK\$2,634,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

25. SHARE CAPITAL

24. 遞延稅項(續)

根據中華人民共和國企業所得稅法，從2008年1月1起，中國境內附屬公司宣派之股息均需繳納預提所得稅。由於本集團能夠控制撥回暫時性差額的時間，暫時性差額於可見將來極可能不會撥回，故本綜合財務報表並無就應佔中國境內附屬公司所產生累計溢利共2,853,000港元(2012: 2,634,000港元)的暫時性差額計提遞延稅項撥備。

25. 股本

		Number of ordinary shares 普通股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each:	每股面值0.1港元之 普通股：		
Authorised:	法定：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於2012年1月1日， 2012年12月31日 及2013年12月31日	5,000,000,000	500,000
Issued and fully paid:	發行及繳足：		
At 1 January 2012, 31 December 2012 and 31 December 2013	於2012年1月1日， 2012年12月31日 及2013年12月31日	825,000,000	82,500

26. SHARE OPTION SCHEME

The share option scheme of the Company (the "Scheme") was adopted pursuant to a resolution passed on 18 May 2011 for the purpose of providing incentives to directors and eligible persons. The Scheme will remain in force for a period of 10 years from adoption of such scheme and will expire on 17 May 2021.

26. 購股權計劃

本公司根據一項於2011年5月18日通過之決議案，已採納購股權計劃(「計劃」)，以獎勵董事及合適人士。計劃從採納後10年內有效，並於2021年5月17日屆滿。

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26. SHARE OPTION SCHEME (CONTINUED)

Under the Scheme, the board of directors of the Company could at their discretion grant options to (i) any director, employee or consultant of the Company or a company in which the Company holds an equity interest or a subsidiary of such company ("Affiliate"); or (ii) any discretionary trust whose discretionary objects include any director, employee or consultant of the Company or an Affiliate; or (iii) a company beneficially owned by any director, employee or consultant of the Company or an Affiliate; or (iv) any customer, supplier or adviser as may be determined by the directors of the Company from time to time to subscribe for the shares of the Company.

Options granted must be taken up within 21 days of the date of grant. The maximum number of shares of the Company in respect of which options might be granted under the Scheme shall not exceed 10% of the issued share capital of the Company any point in time. The maximum number of the shares of the Company in respect of which options might be granted to any individual in any 12-month period shall not exceed 1% of the shares of the Company in issue on the last date of such 12-month period unless approval of the shareholders of the Company was obtained in accordance with the Listing Rules on the Stock Exchange.

Options may be exercised during such period (including the minimum period, if any, for which an option must be held before it could be exercised) as may be determined by the directors of the Company (which shall be less than ten years from the date of issue of the relevant option). Options may be granted without initial payment. The exercise price was equal to the highest of (i) nominal value of the shares of the Company; (ii) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; and (iii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options.

No share options were granted since the adoption.

26. 購股權計劃(續)

根據計劃，本公司董事會(「董事會」)可酌情向(i)本集團、本集團擁有股本權益之公司或該公司之附屬公司(「聯屬公司」)之任何董事、僱員或顧問；或(ii)受益人包括本集團或其聯屬公司之任何董事、僱員或顧問之任何全權信託；或(iii)由本集團或其聯屬公司之任何董事、僱員或顧問實益擁有之公司；或(iv)由董事會於不時決定之任何客戶、供應商或顧問授予購股權以認購本公司股份。

獲授予之購股權必須於獲授日起計21天內接納。有關根據計劃所授出之購股權所涉及之股份數目，在任何時候最高不得超過本公司已發行股本之10%。除非根據上市規則獲得本公司股東批准，否則於任何12個月期間授予任何個別人士之購股權之最高股份數目，不得超過於該12個月期間之最後一日已發行股份之1%。

購股權可於董事會釐定之有關期間(該期間將由發行有關購股權起計10年內，並包括購股權可予行使前必須持有之最短期限(如有))內行使。購股權可在毋須作出初期付款之情況下授出，並可按下述三項中之最高者作為行使價格(i)股份之面值；(ii)股份於授出購股權當日聯交所每日報價表所列之每股收市價；及(iii)股份於緊貼授出日期前5個交易日在聯交所之每日報價表所列之平均每股收市價。

自採納日起，並無根據計劃授出購股權。

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27. OPERATING LEASES

The Group as lessee

Minimum lease payments paid under operating leases in respect of office premises during the year

年內有關辦公室物業經營租約之最低租賃付款

27. 經營租約

集團為承租人

2013	2012
HK\$'000	HK\$'000
千港元	千港元
2,084	2,052

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

於報告期末，本集團就不可註銷經營租約之未來最低租賃付款承擔如下：

2013	2012
HK\$'000	HK\$'000
千港元	千港元
2,537	2,112
5,074	105
7,611	2,217

Within one year
In the second to fifth year inclusive

一年內
於第二至第五年內

Operating lease payments represent rentals for the Company's office. The lease is for a term of two years and rental is fixed throughout the lease period.

經營租賃付款指本公司辦公室之租金。租賃之平均租期為兩年，租金乃根據租賃協議內之指定條款釐定。

28. CAPITAL COMMITMENTS

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

已訂約但未於財務報表內反映之資本性支出添置物業，廠房及設備

28. 資本承擔

2013	2012
HK\$'000	HK\$'000
千港元	千港元
253	—

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29. RETIREMENT BENEFIT SCHEMES

Defined benefit scheme

The Group is a member of a defined benefit scheme which was open to qualified employees of the Group's subsidiaries. In December 2000, all the then existing members of the defined benefit scheme were enrolled into the MPF Scheme and their accrued benefits for the past services under the defined benefit scheme were frozen as at 30 November 2000. The defined benefit scheme was closed to new employees from December 2000 onwards.

Under the defined benefit scheme, employees are entitled to retirement benefits varying between 0 and 100% of their salary as at 30 November 2000 multiplied by the pensionable service up to 30 November 2000 on attainment of a retirement age of 55. No other post-retirement benefits are provided.

The plan exposes the Group to actuarial risks such as investment risk and interest rate risk.

Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to the yields of the Hong Kong Government Exchange Fund Notes; if the return on plan asset is below this rate, it will create a plan deficit.

29. 退休福利計劃

界定利益計劃

本集團為一項界定利益計劃之成員，該計劃專為集團公司之合資格僱員而設。於2000年12月，界定利益計劃當時之所有成員已登記加入強積金計劃，其於界定利益計劃下過往服務之累積利益已於2000年11月30日被凍結，界定利益計劃亦由2000年12月起不再接受新僱員加入。

根據界定利益計劃，僱員於年屆55歲退休之齡時，可收取之退休福利乃相等於其於2000年11月30日之薪酬之0%至100%不等，並乘以截至2000年11月30日止之應計算退休金之服務年資。本集團並未提供他退休後福利。

該計劃使本集團面臨精算風險，如投資風險及利率風險。

投資風險

界定利益計劃負債之現值乃參照香港政府外匯基金票據之收益率而決定之貼現率計算的。倘計劃資產之回報低於該比率，將產生計劃虧損。

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29. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit scheme (continued)

Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

The risk relating to benefits to be paid to the dependents of plan members (widow and orphan benefits) is re-insured by an external insurance company.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation was carried out as at 31 December 2013 by Towers Watson Hong Kong Limited. The present value of the defined benefit obligation, the related current service cost and past service cost were measured using the projected unit credit method.

The main actuarial assumptions used were as follows:

	2013 Per annum 年率	2012 Per annum 年率
Discount rate 折現率	0.7%	0.2%

The actuarial valuation shows that the market value of plan assets at 31 December 2013 was HK\$10,186,000 (2012: HK\$9,699,000) and that the actuarial value of these assets represented 162% (2012: 151%) of the benefits that were accrued to members. The surplus at 31 December 2013 of HK\$3,886,000 (2012: HK\$3,271,000) is to be cleared over the estimated remaining service period of the current membership of 5 years (2012: 6 years)

29. 退休福利計劃(續)

界定利益計劃(續)

利率風險

債券利率降低將會增加計劃負債，然而，該部份將會由計劃債務投資回報之增長部份抵銷。

有關向計劃成員家屬(遺孀或孤兒)支付福利的風險由外部風險公司重新擔保。

計劃資產及界定利益承擔現值之最近期精算評估乃由韜睿惠悅香港有限公司於2013年12月31日作出評估。界定利益承擔現值、相關之現時服務成本及過往服務成本乃採用預估單位利益法計算。

所採用之主要精算假設如下：

精算評估顯示計劃資產於2013年12月31日之市值為10,186,000港元(2012: 9,699,000港元)，而該等資產之精算價值乃相當於計劃成員應得利益之162%(2012: 151%)。2013年12月31日之盈餘為3,886,000港元(2012: 3,271,000港元)將於現有會籍的五年(2012: 六年)估計剩餘服務年期內結算。

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29. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit scheme (continued)

Amounts recognised in comprehensive income in respect of these defined benefit plans are as follows.

29. 退休福利計劃(續)

界定利益計劃(續)

於全面收益中確認之有關該等界定利益計劃款項如下。

		Year ended 31.12.2013 截至2013年 12月31日 止年度 HK\$'000 千港元	Year ended 31.12.2012 截至2012年 12月31日 止年度 HK\$'000 千港元 (restated) (經重列)
Net interest income	淨利息收入	6	—
Component of defined benefit assets recognised in profit or loss	於損益中確認之界定利益資產組成部份	6	—
Remeasurement on the net defined benefit assets:	界定利益資產淨額之重新計量：		
Return on plan assets (excluding amounts included in net interest expense)	計劃資產回報(不包括已計入利息開支淨額款項)	474	462
Actuarial gains	精算收益	135	—
Components of defined benefit assets recognised in other comprehensive income	於其他全面收益中確認之界定利益資產組成部份	609	462
Total	合計	615	462

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29. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit scheme (continued)

The amount included in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit retirement benefit plan is as follows:

		31.12.2013	31.12.2012	1.1.2012
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
			(restated)	(restated)
			(經重列)	(經重列)
Present value of funded defined benefit obligations	界定利益承擔款項之現值	6,300	6,428	6,428
Fair value of plan assets	計劃資產之公平價值	(10,186)	(9,699)	(9,237)
Defined benefit asset	界定利益淨資產	(3,886)	(3,271)	(2,809)

Movements in the present value of the funded defined benefit obligations in the current year were as follows:

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Opening balance	期初結餘	6,428	6,428
Interest cost	利息成本	7	—
Actuarial gains	精算收益	(135)	—
Closing balance	期末結餘	6,300	6,428

29. 退休福利計劃 (續)

界定利益計劃 (續)

已列入綜合財務狀況表中本集團於界定利益退休福利計劃之承擔所產生之數額如下：

年內界定利益承擔現值變動如下：

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29. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit scheme (continued)

Movements in the fair value of the plan assets in the current year were as follows:

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
			(restated)
			(經重列)
Opening balance	期初結餘	9,699	9,237
Interest income	利息收入	13	—
Remeasurement gain:	重新計量收益：		
Return on plan assets	資產回報	474	462
Closing balance	期末結餘	10,186	9,699

The major categories of plan assets at the end of the reporting period are as follows:

		Fair value of plan assets	
		計劃資產之公平值	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Debt instruments	債券	10,186	9,602
Cash	現金	—	97
		10,186	9,699

The plan assets do not include any equity shares in the Company or property held by the Group.

29. 退休福利計劃(續)

界定利益計劃(續)

年內計劃資產公平值變動如下：

	2013	2012
	HK\$'000	HK\$'000
	千港元	千港元
		(restated)
		(經重列)
Opening balance	9,699	9,237
Interest income	13	—
Remeasurement gain:		
Return on plan assets	474	462
Closing balance	10,186	9,699

計劃資產之主要分類於報告期末呈列如下：

		Fair value of plan assets	
		計劃資產之公平值	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Debt instruments	債券	10,186	9,602
Cash	現金	—	97
		10,186	9,699

計劃資產之公平價值並無包含本公司之股本權益或本集團持有之物業。

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29. RETIREMENT BENEFIT SCHEMES (CONTINUED)

Defined benefit scheme (continued)

The history of experience adjustments is as follows:

		2013	2012	2011	2010	2009
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Present value of defined benefit obligations	界定利益承擔現值	6,300	6,428	6,428	7,480	8,194
Fair value of plan assets	計劃資產之公平值	(10,186)	(9,699)	(9,237)	(9,705)	(9,936)
Surplus	盈餘	(3,886)	(3,271)	(2,809)	(2,225)	(1,742)
Actuarial gains on plan liabilities	計劃負債精算收益	135	—	132	—	—
Actuarial gains on plan assets	計劃資產精算收益	—	(185)	(174)	(195)	(84)

Defined contribution scheme

The Group also operates the MPF Scheme for all qualifying employees. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes monthly the lower of HK\$1,250 or 5% of the relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees. The employees of the Group's subsidiaries in the PRC are members of a state-managed retirement benefit scheme operated by the government of the PRC. The Group is required to contribute certain percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

29. 退休福利計劃(續)

界定利益計劃(續)

過往調整實況如下：

界定供款計劃

本集團為所有合資格的僱員設立一項強積金計劃。該計劃之資產與本集團之資產分開持有，並由受託人控制。本集團向強積金計劃供款1,250港元或有關每月薪酬成本之5%(以較低者為準)，而僱員之供款比率相同。本集團之中國附屬公司之僱員均為中國政府管理之國營退休福利計劃之成員，該等中國附屬公司須按薪酬開支之若干百分比向退休福利計劃供款，本集團對有關退休福利計劃之責任是作出指定之供款。

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30. RELATED PARTY DISCLOSURES

Save as the balance with a related party as disclosed in note 22, the Group had related party transactions during the year as follows:

Name of related party	Relationship	Nature of transactions	2013 HK\$'000	2012 HK\$'000
關連方名稱	關係	交易性質	2013 千港元	2012 千港元
Lee & Man (International) Investment Limited	A company beneficially owned and controlled by Mr. Lee	Management fee income received	535	16
理文(國際)投資有限公司	由李先生實益擁有及控制之公司	已收管理費		
Capital Nation	A company beneficially owned and controlled by Ms. Lee Rosanna Man Lai, a daughter of Mr. Lee	Corrugated cardboard and carton boxes purchased	1,501	1,991
	由李先生之女兒李文麗女士實益擁有及控制之公司	購買瓦楞紙板及紙箱		
Lee & Man Realty Investment Limited	A company beneficially owned and controlled by Mr. Lee	Licence fee paid	1,943	1,943
理文置業有限公司	由李先生實益擁有及控制之公司	已付使用權費		

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

		2013 HK\$'000	2012 HK\$'000
		千港元	千港元
Short-term employee benefits	短期員工福利	7,236	6,885
Post-employment benefits	退休員工福利	120	110
		7,356	6,995

30. 關連交易披露

除附註22所披露關連方結餘外，本集團於年內所進行之關連交易如下：

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31. NON-CASH TRANSACTIONS

During the year ended 31 December 2012, purchases of property, plant and equipment of HK\$1,738,000 were settled through transfer of deposits paid.

31. 非現金交易

截至2012年12月31日止年度，購置物業、廠房及設備分別為1,738,000港元是由往年度的已付訂金轉入。

32. PARTICULARS OF SUBSIDIARIES OF THE COMPANY

Particulars of the Company's subsidiaries at 31 December 2013 and 2012 are as follows:

32. 本公司附屬公司

本公司附屬公司於2013年及2012年12月31日之詳情如下：

Name of company 公司名稱	Place and date of incorporation/ establishment 成立地點及日期/ 註冊成立	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Attributable equity interest held by the Group 本集團持有之應佔股本權益		Principal activities 主要業務
			2013	2012	
Directly owned 直接擁有					
Lee & Man Development Company Limited 理文發展有限公司	BVI 15 September 1992 英屬維爾京群島 1992年9月15日	Ordinary US\$90 普通股90美元	100%	100%	Investment holding 投資控股
Indirectly owned 間接擁有					
Catini Bags (Hong Kong) Limited [#]	Hong Kong 7 November 2001 香港 2001年11月7日	Ordinary HK\$2 普通股2港元	—	100%	Dormant 不活躍公司
Deluxe Handbag Manufacturing Company Limited 卓展手袋廠有限公司	Hong Kong 22 February 2012 香港 2012年2月22日	Ordinary HK\$1 普通股1港元	100%	100%	Investment holding 投資控股
Dongguan Deluxe Handbag Manufacturing Limited* (Note) 東莞卓展手袋有限公司 (附註)	PRC 11 January 2012 中國 2012年1月11日	Paid-in capital HK\$1,000,000 實收資本 1,000,000港元	100%	100%	Manufacture and sale of handbags 製造及銷售手袋
Dongguan Lee Wai Handbag Co. Ltd* (Note) 東莞利偉手袋有限公司 (附註)	PRC 25 September 2009 中國 2009年9月25日	Registered and paid-in capital HK\$6,000,000 註冊及實收資本 6,000,000港元	100%	100%	Manufacture and sale of handbags 製造及銷售手袋

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32. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (CONTINUED)

32. 本公司附屬公司 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 成立地點及日期/ 註冊成立	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Attributable equity interest held by the Group 本集團持有之應佔 股本權益		Principal activities 主要業務
			2013	2012	
Indirectly owned (continued) 間接擁有 (續)					
Lee & Man Company Limited 理文洋行有限公司	Hong Kong 21 November 1978 香港 1978年11月21日	Ordinary HK\$1,000,000 Non-voting deferred HK\$1,000,000 普通股 1,000,000港元 無投票權遞延 股份1,000,000 港元	100%	100%	Manufacture and sale of handbags 製造及銷售手袋
Lee & Man Handbag (Thailand) Company Limited	Thailand 11 November 1997 泰國 1997年11月11日	Ordinary Baht 30,000,000 普通股 Baht 30,000,000	100%	100%	Property holding in Thailand 泰國持有物業
Lee & Man Handbag Manufacturing Company Limited 理文手袋廠有限公司	Hong Kong 20 August 1976 香港 1976年8月20日	Ordinary HK\$10,000 Non-voting deferred HK\$500,000 普通股 10,000港元 無投票權遞延 股份500,000 港元	100%	100%	Manufacture and sale of handbags 製造及銷售手袋
Lee & Man Luggage Manufacturing Company Limited* 理文旅行箱有限公司	Hong Kong 25 June 1992 香港 1992年6月25日	Ordinary HK\$2 普通股2港元	—	100%	Dormant 不活躍公司
Lee & Man Management Company Limited 理文管理有限公司	Hong Kong 24 November 1992 香港 1992年11月24日	Ordinary HK\$2 普通股2港元	100%	100%	Provision of management and administration services 提供管理及行政 服務
Lee Wai Handbag Manufacturing Company Limited 利偉手袋廠有限公司	Hong Kong 23 March 2009 香港 2009年3月23日	Ordinary HK\$1 普通股1港元	100%	100%	Investment holding 投資控股

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32. PARTICULARS OF SUBSIDIARIES OF THE COMPANY (CONTINUED)

32. 本公司附屬公司 (續)

Name of company 公司名稱	Place and date of incorporation/ establishment 成立地點及日期/ 註冊成立	Issued and fully paid share capital/ registered capital 已發行及繳足 股本/註冊資本	Attributable equity interest held by the Group 本集團持有之應佔 股本權益		Principal activities 主要業務
			2013	2012	
Indirectly owned (continued) 間接擁有 (續)					
Pernelle Development Company Limited	BVI 8 August 2013 英屬維爾京群島 2013年8月8日	Ordinary US\$90 普通股90美元	100%	—	Investment holding 投資控股
Pernelle Handbag Company Limited 貝萊手袋有限公司	Hong Kong 16 September 2013 香港 2013年9月16日	Ordinary HK\$10,000,000 普通股 10,000,000港元	100%	—	Dormant 不活躍公司
Pernelle International Company Limited 貝萊國際時尚有限公司	Hong Kong 16 September 2013 香港 2013年9月16日	Ordinary HK\$10,000,000 普通股 10,000,000港元	100%	—	Dormant 不活躍公司
Well Known Associates Limited [#]	BVI 2 August 2001 英屬維爾京群島 2001年8月2日	Ordinary US\$1 普通股1美元	—	100%	Investment holding 投資控股

* English name for identification purposes only.

[#] This company was deregistered during the year.

* 英文名稱僅供識別

[#] 該公司於本年度撤銷註冊。

Note: The companies are registered in the form of wholly-owned foreign investment enterprises.

附註：該等公司是以外商獨資企業形式註冊。

The deferred shares of the above entities practically carry no rights to participate in profits or surplus assets or to receive notice of or to attend or vote at any general meeting of the respective companies or to participate in any distribution on winding up.

遞延股份並無權利參與分派溢利或盈餘資產或接收各有關公司任何股東大會之通告或出席大會或於會上投票或參與清盤之任何分派。

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during the year.

附屬公司於年終或年內任何時間概無任何未贖回之債務證券。

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33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure the entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the bank borrowings disclosed in note 23, net of bank balances and cash, and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as issue of new debts.

34. FINANCIAL INSTRUMENTS

34a. Categories of financial instruments

<i>Financial assets</i>	金融資產
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值項目)
Derivative financial instruments	衍生金融工具
<i>Financial liabilities</i>	金融負債
Financial liabilities at amortised cost	按攤銷成本的金融負債
Derivative financial instruments	衍生金融工具

33. 資本風險管理

本集團進行資本管理，以確保本集團旗下各實體能夠持續經營業務，同時透過優化債務及股本結餘爭取股東回報最大化。本集團的整體策略自上年度保持不變。

本集團的資本結構包括淨負債(載於在附註23中已扣除銀行結餘及現金後的銀行借款)及本公司權益持有人應佔權益(包含已發行股本及各項儲備)。

本公司董事按持續基準審閱資本架構。作為是項審閱的部分，董事會考慮資本成本及各類資本的相關風險。根據董事的建議，本集團將透過派付股息、發行新股及發行新債以平衡其整體資本架構。

34. 金融工具

34a. 金融工具之類別

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
Loans and receivables (including cash and cash equivalents)	160,863	190,593
Derivative financial instruments	405	434
Financial liabilities at amortised cost	104,664	109,457
Derivative financial instruments	—	455

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34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances, trade and other payables, derivative financial instruments, amount due to a related company and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

(i) *Currency risk*

The Group mainly operates in Hong Kong and the PRC and the exposure in exchange rate risks mainly arises from fluctuations of foreign currencies, including Euro, HK dollars and RMB against the functional currency of the relevant group entities. Material transactions and balances that are not denominated in the functional currency of the relevant entities give rise to foreign currency exposure as follows:

- (i) Euro — in terms of revenue and bank balances
- (ii) HK dollars and RMB — in terms of expenses, bank balances, capital expenditure and bank borrowings

Exchange rate fluctuations and market trend have always been the concern of the Group. As HK dollars are linked with US dollars, the Group does not have material exchange risk on this currency pair.

34. 金融工具(續)

34b. 財務風險管理目標及政策

本集團之主要金融工具包括應收貿易及其他款項、銀行結餘、應付貿易及其他款項、衍生金融工具、應付關連公司款項及銀行借款。該等金融工具詳情於相關附註披露。該等金融工具的相關風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。下文載列如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時及有效地採取適當之措施。

市場風險

(i) *貨幣風險*

本集團主要於香港及中國經營業務，匯兌風險是由外幣兌換集團相關功能貨幣時匯率波動所產生，包括歐元、港元和人民幣等。以外幣列值並對集團產生匯兌風險的重大交易及結餘如下：

- (i) 歐元 — 於銷售收入及銀行結餘
- (ii) 港元及人民幣 — 於費用、銀行結餘、資本性支出及銀行借款

本集團一向關注匯率波動及市場趨勢。由於港元與美元掛鈎，本集團於該貨幣上並無重大兌換風險。

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34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Currency risk (continued)

Non-derivative foreign currency monetary assets and monetary liabilities

At the end of the reporting period, the carrying amount of the Group's monetary assets and monetary liabilities (excluding those in HK dollars for entities with US dollars as functional currency) denominated in currencies other than the functional currency of the relevant group entities are as follows:

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Monetary assets	貨幣資產		
Euro	歐元	301	298
RMB	人民幣	2,026	7,268
Monetary liabilities	貨幣負債		
Euro	歐元	75	—
RMB	人民幣	33,909	17,582

Sensitivity analysis

The following table details the Group's sensitivity to a 5% (2012: 5%) increase and decrease in the functional currency of the relevant group entities against the above foreign currencies. 5% (2012: 5%) is the sensitivity rate used when reporting foreign currency risk and represents management's assessment of the reasonably possible change in foreign exchange rates.

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

非衍生外匯貨幣資產及貨幣負債

於報告期末，本集團除去以相關實體功能貨幣列值外之貨幣資產及負債(以港幣列值而其功能貨幣為美金之實體除外)，其賬面值如下：

	2013 HK\$'000 千港元	2012 HK\$'000 千港元
貨幣資產		
歐元	301	298
人民幣	2,026	7,268
貨幣負債		
歐元	75	—
人民幣	33,909	17,582

敏感性分析

下表詳述本集團在有關集團實體之功能貨幣兌上述有關外幣上升及下降5%(2012: 5%)的敏感度。5%(2012: 5%)為對內部主要管理人員匯報外幣風險時採用的敏感度比率，為管理層就外幣匯率的合理可能變動作出的評估。

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34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Currency risk (continued)

Sensitivity analysis (continued)

The sensitivity analysis includes only outstanding foreign currency denominated monetary items other than those denominated in HK dollars but held by entities whose functional currency is US dollars because HK dollars are linked to US dollars. A strengthening of the above foreign currencies against the functional currency of the relevant group entities would give rise to the following impact to post-tax profit for the year and vice versa.

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感性分析(續)

敏感度分析只包括實體以外幣計值的未償付貨幣項目(港元計值的未償付貨幣除外)，其功能貨幣為美元，因為港元與美元掛鈎。當上述外幣相對有關集團實體的功能貨幣轉強時，將會為本年度的除稅後溢利帶來以下影響，反之亦然。

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		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Monetary assets and liabilities:	貨幣資產及負債：		
Increase (decrease) on post-tax profit for the year	年度除稅後溢利增加(減少)		
— Euro	— 歐元	10	14
— RMB	— 人民幣	(1,463)	(473)

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34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Market risk (continued)

(i) Currency risk (continued)

Derivative financial instruments

During the year, the Group has entered into several foreign currency forward contracts and a structured foreign currency forward contract with banks to reduce its exposure to currency fluctuations risk of RMB against USD. These derivatives are not accounted for under hedge accounting. The Group is required to estimate the fair value of these derivative financial instruments at the end of the reporting period, which therefore exposed the Group to foreign currency risk.

Sensitivity analysis

If the forward exchange rate of RMB against USD had been 5% higher/lower while all other input variables of the valuation models were held constant, the Group's post-tax profit for the year would increase (decrease) as follows:

Higher by 5%	上升5%
Derivative financial instruments	衍生金融工具
Lower by 5%	下跌5%
Derivative financial instruments	衍生金融工具

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

衍生金融工具

本集團年內已與銀行訂立多份外幣遠期合約及一份結構性外幣遠期合約，以減低其人民幣兌美元的貨幣波動風險。該等衍生工具概無按對沖會計法列賬。本集團須於報告期末估計該等衍生金融工具的公平值，因此將使本集團面臨外幣風險。

敏感度分析

倘若人民幣兌美元的遠期匯率上升/下降5%，而估值模型之所有其他可變輸入值維持不變，則本集團之年度除稅後溢利增加(減少)如下：

		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Higher by 5%	上升5%		
Derivative financial instruments	衍生金融工具	27	2,144
Lower by 5%	下跌5%		
Derivative financial instruments	衍生金融工具	27	(1,803)

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk

The Group's cash flow interest rate risks mainly relate to its variable rate borrowings (see note 23 for details of these borrowings). The Group's bank balances also have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The directors consider the Group's exposure to fair value interest rate risk in relation to its short term fixed-rate bank deposits is not significant as interest bearing bank balances are within short maturity periods.

The Group currently does not have any interest rate hedging policy in relation to fair value interest rate risks. The directors monitor the Group's exposure on an ongoing basis and will consider hedging interest rate risk should the need arise.

Sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to interest rates on its variable rate borrowings and bank balances at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout both years in the case of instruments that have floating rates. 10 basis points and 50 basis points (2012: 10 basis points and 50 basis points) increase or decrease are used by the management for the assessment of the reasonably possible change in interest rates of variable rate bank balances and variable rate borrowings, respectively.

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團之現金流利率風險主要由於銀行借款附帶浮動利息(借款詳情載於附註23)，而集團之銀行結餘亦因現行市場利率波動而須面對現金流利率風險影響。本公司董事認為本集團面對之公平值利率相對於其短期銀行固定存款利率風險並不顯著，因為該等附息銀行結餘均於短期內到期。

本集團目前並無任何針對公平值利率風險的利率對沖政策。本公司董事持續監測本集團面對之利率風險，並認為如有需要將考慮對沖利率風險。

敏感性分析

以下敏感性分析是按浮息銀行借款及存款於報告期末的利率風險而釐定。假設工具採用浮息利率，則發生於財務年度開始轉變，則轉變後的利率，會在該兩個年度維持不變。10基點及50基點(2012：10基點及50基點)的增減是管理層分別對浮動利率的銀行存款及浮動利率的銀行借款作有關利率變動可能性的評估時使用。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk (continued)

Sensitivity analysis (continued)

If interest rates had been 10 (2012: 10) basis points higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would increase or decrease by HK\$19,000 (2012: HK\$18,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate bank balances.

If interest rates had been 50 (2012: 50) basis points higher or lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2013 would decrease or increase by HK\$79,000 (2012: HK\$299,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings.

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險(續)

敏感性分析(續)

倘利率增加或減少10個基數點(2012: 10個基數點)且所有其他可變因素維持不變,則本集團截至2013年12月31日止年度之溢利將增加或減少約19,000港元(2012: 18,000港元),由於銀行結餘附帶浮動利息而令本集團面對利率風險。

倘利率增加或減少50個基數點(2012: 50個基數點)且所有其他可變因素維持不變,則本集團截至2013年12月31日止年度之溢利將減少或增加約79,000港元(2012: 299,000港元)。由於銀行借款附帶浮動利息而令本集團面對利率風險。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Credit risk

As at 31 December 2013, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties provided by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. The Group is also exposed to concentration of credit risk as a substantial portion of its sales is generated from a limited number of customers. At 31 December 2013, the top five customers of the Group accounted for about 35% (2012: 60%) of the Group's trade receivables.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on bank deposits is limited because the counterparties are banks with good reputation.

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

信貸風險

於2013年12月31日，本集團因對方未能履行責任而導致財務損失的最高信貸風險來自綜合財務報表載列的各已確認金融資產的賬面值。由於本集團大部份銷售收入由有限客戶產生，本集團須面對信貸集中之風險。於2013年12月31日，集團首五位客戶佔應收賬款總額約35% (2012: 60%)。

為將信貸風險降至最低，本集團管理層已委任一組人員負責釐定信貸額度、信貸批核及其他監察程式以確保已採取適當跟進行動收回過期債務。此外，本集團於各個報告期末檢討各項個別貿易債項之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，本公司董事認為本公司之信貸風險已大幅降低。

本集團之銀行存款之信貸風險有限，由於對方均評定為高信貸評級之銀行。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34b. Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuation in cash flows. The Group also has available banking facilities (note 23) to meet its short-term working capital requirements. The management monitors the utilisation of bank borrowings and ensure compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent the interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative instruments that settle on a net basis. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

34. 金融工具(續)

34b. 財務風險管理目標及政策(續)

流動資金風險

在管理流動資金風險時，本集團監控及保持管理層認為足夠的現金及現金等值項目水準，為本集團的業務營運提供資金並減輕現金流量波動的影響。本集團有充足可動用之銀行備用信貸額(附註23)以應付短期資金需求。管理層監控銀行借款的使用狀況及確保遵守貸款契約。

下表詳列本集團非衍生金融負債的餘下合約到期日，該表乃根據本集團可能被要求還款的最早日期金融負債的未貼現現金流量編製。其他非衍生金融負債之到期日根據商定的還款日期計算。該表列有利息及本金之現金流量。於報告期末，某程度上其利息流為浮動利率，而其未貼現金額則根據利率計算。

此外，下表載列本集團的衍生金融工具的流動性分析。其根據以淨額基準結算的衍生金融工具的未貼現合約現(流入)及流出淨額。本集團衍生金融工具流動性分析乃根據合約到期日編製，此乃由於管理層認為合約到期日對瞭解衍生工具現金流的時間實屬關鍵。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)**34. 金融工具(續)****34b. Financial risk management objectives and policies (continued)****34b. 財務風險管理目標及政策(續)****Liquidity risk (continued)****流動資金風險(續)**

		Weighted average effective interest rate	On demand or 0-30 days	31-60 days	61-90 days	91-365 days	Over 365 days	Total undiscounted cash flows	Carrying amount
		加權平均實際利率	應要求或0-30天	31-60天	61-90天	91-365天	365天	未貼現現金流	賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
			千港元	千港元	千港元	千港元	千港元	千港元	千港元
As at 31 December 2013 於2013年12月31日									
Non-derivative financial liabilities 非衍生金融負債									
Non-interest bearing	無息負債	—	51,256	26,374	3,456	6,140	109	87,335	87,335
Variable interest rate instruments	帶浮息工具	1.97	17,357	—	—	—	—	17,357	17,329
			68,613	26,374	3,456	6,140	109	104,692	104,664
As at 31 December 2012 於2012年12月31日									
Non-derivative financial liabilities 非衍生金融負債									
Non-interest bearing	無息負債	—	35,730	20,007	2,212	1,273	235	59,457	59,457
Variable interest rate instruments	帶浮息工具	2.23	50,092	—	—	—	—	50,092	50,000
			85,822	20,007	2,212	1,273	235	109,549	109,457
Derivative financial liabilities-net settlement 衍生金融負債—淨額交收									
Foreign exchange forward contracts	外匯遠期合約		(36)	(36)	(36)	(162)	725	455	455

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

倘若浮息率與報告期末釐定的利率估計有別，則計入上文非衍生金融負債浮息工具可變利率的金額可予調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34. 金融工具(續)

34c. Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

- (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial assets/ financial liabilities 金融資產／金融負債	Fair value as at 公平值於		Fair value hierarchy 公平值級別	Valuation technique(s) and key input(s) 估值技術及重要輸入數據
	31/12/2013	31/12/2012		
(1) Foreign currency forward contracts classified as derivative financial instruments in the consolidated statement of financial position	Nil	Assets – HK\$434,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.
(1) 在簡明綜合財務狀況表中被分類為衍生金融工具的外幣遠期合約	無	資產– 434,000 港元	第二級	貼現現金流。根據遠期外幣兌換率(於報告期末可觀察的遠期外幣兌換率)及已訂約的遠期比率來估計未來現金流，並採用一個能夠反映各對手信貸風險的比率將之貼現。
(2) Structured foreign currency forward contract classified as derivative financial instruments in the consolidated statement of financial position	Assets – HK\$405,000	Liabilities – HK\$455,000	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates at the end of the reporting period) and contracted forward rates, discounted at a rate that reflects the credit risk of various counterparties.
(2) 在簡明綜合財務狀況表中被分類為衍生金融工具的結構性外幣遠期合約	資產– 405,000 港元	負債– 455,000 港元	第二級	貼現現金流。根據遠期外幣兌換率(於報告期末可觀察的遠期外幣兌換率)及已訂約的遠期比率來估計未來現金流，並採用一個能夠反映各對手信貸風險的比率將之貼現。

There were no transfers between Level 1 and 2 in both years.

本附註提供了本集團如何確定各類金融資產及金融負債的資料。

- (i) 本集團持續進行公允價值計量的金融資產及金融負債的公平值

於報告期末，部份集團金融資產及金融負債乃按公平值計算。下表提供如何釐定這些金融資產及金融負債之公平值的資料(特別是所使用的估值技術及輸入數據)。

於兩個年度內，兩個級別間並無轉讓。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34c. Fair value measurements of financial instruments (continued)

- (ii) Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The directors consider that the carrying amounts of financial assets and financial liabilities (excluding derivative instruments) recognised in the consolidated financial statements approximate their fair values.

As at 31 December 2013 and 31 December 2012, the fair value measurements of all derivative financial instruments of the Group are categorised into Level 2. The fair values of the financial assets and financial liabilities included in the Level 2 category above have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

34. 金融工具(續)

34c. 金融工具之公平值計量(續)

- (ii) 並非按經常基準以公允價值計量(但須作出公允價值披露)之金融資產及金融負債之公允價值

董事認為，按攤銷成本列入簡明綜合財務報表之金融資產及金融負債(衍生工具除外)的賬面值與其公平值相若。

於2013年12月31日及2012年12月31日，本集團所有衍生金融工具分類入第二層級。包含在上述第2層級的金融資產及金融負債的公平值按照普遍採用的建立在折現現金流基礎上的定價模型進行確定。定價模型的最重要輸入值為未來現金流及反映交易對手信用風險的折現率。

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement that covers similar financial instruments, irrespective of whether they are offset in the Group's consolidated statement of financial position.

Financial assets subject to offsetting, enforceable master netting arrangements and similar agreements

As at 31 December 2013

34. 金融工具(續)

34d. 涉及抵銷、可執行總互抵銷安排及類似協議之金融資產及金融負債

下表所載之披露包括涉及可執行總互抵銷安排或涵蓋類似金融工具之類似協議之金融資產及金融負債，不論是否於本集團之綜合財務狀況表內抵銷。

涉及抵銷、可執行總互抵銷安排及類似協議之金融資產

於2013年12月31日

Description	Description	Gross amounts of recognised consolidated financial assets 已確認綜合金融資產總額 HK\$'000 千港元	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position 綜合財務狀況表內可被抵銷之金融負債 HK\$'000 千港元	Net amounts of financial assets presented in the consolidated statement of financial position 綜合財務狀況表內呈列的金融資產淨額 HK\$'000 千港元	Related amounts not set off in the consolidated statement of financial position 無於綜合財務狀況表內抵銷之相關金額		Net amount 淨額 HK\$'000 千港元
					Financial instruments 金融工具 HK\$'000 千港元	Cash collateral received 已收取現金抵押品 HK\$'000 千港元	
Bank balances	銀行結餘	539	—	539	—	—	539
Derivatives	衍生工具	405	—	405	—	—	405
		944	—	944	—	—	944

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綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)**34. 金融工具(續)****34d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements (continued)****34d. 涉及抵銷、可執行總互抵銷安排及類似協議之金融資產及金融負債(續)****Financial assets subject to offsetting, enforceable master netting arrangements and similar agreements (continued)****涉及抵銷、可執行總互抵銷安排及類似協議之金融資產(續)**

As at 31 December 2012

於2012年12月31日

Description	Description	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Net amounts of financial assets presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
					Financial instruments	Cash collateral received	
		已確認綜合金融資產總額 HK\$'000 千港元	綜合財務狀況表內可被抵銷之金融負債 HK\$'000 千港元	綜合財務狀況表內呈列的金融資產淨額 HK\$'000 千港元	金融工具 HK\$'000 千港元	已收取現金抵押品 HK\$'000 千港元	淨額 HK\$'000 千港元
Bank balances	銀行結餘	15,899	—	15,899	(455)	—	15,444
Derivatives	衍生工具	434	—	434	—	—	434
		16,333	—	16,333	(455)	—	15,878

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For the year ended 31 December 2013 截至2013年12月31日止年度

34. FINANCIAL INSTRUMENTS (CONTINUED)

34d. Financial assets and financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements (continued)

Financial liabilities subject to offsetting, enforceable master netting arrangements and similar agreements

As at 31 December 2012

Description	Gross amounts of recognised consolidated financial liabilities	Gross amounts of recognised financial assets set off in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position		Net amount
				Financial instruments	Cash collateral received	
	已確認綜合金融負債總額	可被抵銷之金融資產	呈列的金融負債淨額	金融工具	已收取現金抵押品	淨額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元
Derivatives	(455)	—	(455)	455	—	—

The disclosures set out in the tables above include derivative contracts through the banks. The related collaterals are included in bank balances. If a default occurs, the banks are able to exercise the right to offset against any favourable derivative contracts and/or the collaterals placed.

下表所載之披露包括透過銀行訂立之衍生合約。有關抵押品已包括在銀行結餘中。如違約發生，銀行能行使其權力與任何對銀行優惠之衍生合約及/或已存放抵押品作抵銷。

34. 金融工具(續)

34d. 涉及抵銷、可執行總互抵銷安排及類似協議之金融資產及金融負債(續)

涉及抵銷、可執行總互抵銷安排及類似協議之金融負債

於2012年12月31日

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

A condensed statement of financial position of the Company as at 31 December 2013 and 31 December 2012 is as follows:

35. 本公司財務狀況表

本公司於2013年12月31日及2012年12月31日之財務狀況表概述如下：

		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
ASSETS	資產		
Investments in subsidiaries	附屬公司投資	18,592	18,591
Amount due from a subsidiary	應收附屬公司款項	15,000	15,000
Prepayments	預付費用	172	172
Bank balances	銀行結餘	226	255
		33,990	34,018
LIABILITIES	負債		
Amount due to a subsidiary	應付附屬公司款項	1	—
Other payables	其他應付款	316	302
		317	302
		33,673	33,716
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	82,500	82,500
Reserves (<i>Note</i>)	儲備 (<i>附註</i>)	(48,827)	(48,784)
		33,673	33,716

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2013 截至2013年12月31日止年度

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

Reserves

		Accumulated (loss) profits	Special reserve	Total
		累計(虧損)/ 溢利	特別儲備	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2012	於2012年1月1日	(14,505)	(49,345)	(63,850)
Profit for the year	年內溢利	97,566	—	97,566
Dividends recognised as distribution	已確認分派之股息	(82,500)	—	(82,500)
At 31 December 2012	於2012年12月31日	561	(49,345)	(48,784)
Profit for the year	年內溢利	70,082	—	70,082
Dividends recognised as distribution	已確認分派之股息	(70,125)	—	(70,125)
At 31 December 2013	於2013年12月31日	518	(49,345)	(48,827)

35. 本公司財務狀況表(續)

附註：

儲備

		Accumulated (loss) profits	Special reserve	Total
		累計(虧損)/ 溢利	特別儲備	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2012	於2012年1月1日	(14,505)	(49,345)	(63,850)
Profit for the year	年內溢利	97,566	—	97,566
Dividends recognised as distribution	已確認分派之股息	(82,500)	—	(82,500)
At 31 December 2012	於2012年12月31日	561	(49,345)	(48,784)
Profit for the year	年內溢利	70,082	—	70,082
Dividends recognised as distribution	已確認分派之股息	(70,125)	—	(70,125)
At 31 December 2013	於2013年12月31日	518	(49,345)	(48,827)

Financial Summary

財務概要

A summary of the results and the assets and liabilities of the Group for the year ended 31 December 2013 and the previous four financial years, as extracted from the audited consolidated financial statements of the Group for the five years ended 31 December 2013 and the listing document of the Company dated 31 May 2011 issued in connection with its introduction after restatement for change of accounting policies related to property, plant and equipment and defined benefit scheme, is set out below:

本集團截至2013年12月31日止年度及之前四個年度業績及資產負債表摘要(其中本集團截至2013年12月31日止五個年度數據摘錄自經審核綜合財務報表), 及本公司於2011年5月31日發行有關介紹形式上市文件並在相關物業、廠房、設備及界定利益計劃的會計政策轉變後重列後列錄如下:

		Year ended 31 December				
		截至12月31日止年度				
		2009	2010	2011	2012	2013
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(restated)	(restated)	(restated)	(restated)	
		(經重列)	(經重列)	(經重列)	(經重列)	
RESULTS	業績					
Revenue	營業額	727,555	853,539	873,815	932,916	817,344
Profit before taxation	除稅前溢利	121,693	116,859	117,694	120,031	79,156
Income tax expenses	所得稅支出	(9,526)	(9,471)	(10,925)	(10,045)	(6,775)
Profit for the year	年內溢利	112,167	107,388	106,769	109,986	72,381

		At 31 December				
		於12月31日				
		2009	2010	2011	2012	2013
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(restated)	(restated)	(restated)	(restated)	
		(經重列)	(經重列)	(經重列)	(經重列)	
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總額	504,927	398,758	464,285	414,176	393,818
Total liabilities	負債總額	(263,310)	(253,872)	(222,989)	(144,095)	(122,092)
Net assets	資產淨額	241,617	144,886	241,296	270,081	271,726

LEE & MAN HANDBAGS HOLDING LIMITED

8th Floor, Liven House

61-63 King Yip Street

Kwun Tong, Kowloon, Hong Kong

Tel: 2319 9888 Fax: 2319 9333

理文手袋集團有限公司

香港九龍觀塘敬業街61-63號利維大廈8樓

電話：2319 9888 傳真：2319 9333