



福田實業(集團)有限公司

Fountain Set (Holdings) Limited

The World's Finest Circular Knits. Since 1969.  
世界優質圓筒針織，始於1969

SEHK: 420

2013

ANNUAL REPORT 年報

編織創意 Knit Different  
活出新意 Live Different



# GROUP PROFILE

## About Fountain Set (Holdings) Limited

Fountain Set (Holdings) Limited and its subsidiaries are one of the world's largest circular knitted fabric manufacturers, providing vertically integrated operations in fabric knitting, dyeing, printing and finishing. In addition to its core business of manufacturing and sale of knitted fabric which generates majority of the total revenue, the Group's product range also includes dyed yarns, sewing threads and garments. As a major knitted fabric supplier to garment manufacturers in over 40 countries that supply apparel products including sportswear, casual wear, sleep wear and inner wear to many internationally renowned retailers and brands, Fountain Set's worldwide sales reached HK\$6.94 billion (US\$892 million) in the financial year 2013.

Headquartered in Hong Kong and listed on The Stock Exchange of Hong Kong Limited, Fountain Set (Holdings) Limited (SEHK: 420) has production facilities in the PRC, Sri Lanka and Indonesia, with marketing and representative offices in 5 countries and a global staff force of approximately 12,800.

Since June 2012, Chinatex Corporation has become the largest shareholder of Fountain Set (Holdings) Limited. Chinatex is under direct administration of the State-Owned Assets Supervision and Administration Commission of the State Council of the PRC and is one of the 500 largest enterprises in the PRC.

To learn more about Fountain Set, please visit [www.fshl.com](http://www.fshl.com)

To learn more about Chinatex, please visit [www.chinatex.com](http://www.chinatex.com)

## 集團簡介

### 有關福田實業(集團)有限公司

福田實業(集團)有限公司及其附屬公司是世界最大的圓筒針織面料生產商之一，提供針織、染色、印花及整理等高度垂直之綜合服務。除了佔總營業額大部份之生產及銷售針織面料的核心業務外，集團產品亦包括色紗、縫紉線及成衣。作為主要針織面料供應商，集團向超過40個國家的成衣製造商提供面料，以製成包括運動服、休閒服、睡衣和內衣等眾多國際知名零售商和品牌的成衣。集團於2013財政年度的環球銷售額達69.4億港元(8.92億美元)。

福田實業(集團)有限公司之總部位於香港，並於香港聯合交易所有限公司上市(香港聯交所編號：420)，在中國、斯里蘭卡及印尼設有生產設施；市場推廣辦事處／代表處分佈5個國家，全球共聘用僱員約12,800人。

從2012年6月起，中國中紡集團公司成為福田實業集團第一大股東。中紡集團乃由中國國務院國有資產監督管理委員會直接管理，並為中國500強企業之一。

欲知更多福田實業集團資料，請瀏覽[www.fshl.com](http://www.fshl.com)

欲知更多中紡集團資料，請瀏覽[www.chinatex.com](http://www.chinatex.com)

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## CORPORATE INFORMATION 公司資料

### HONORARY CHAIRMAN

Mr. HA Chung Fong

### BOARD OF DIRECTORS

#### Executive Directors

Madam LI Lan (Chairman)

(Appointed as Chief Executive Officer with effect from 21 March 2014)

Mr. HA Kam On, Victor (Vice-Chairman)

Mr. GONG Zhengyi

Mr. ZHAO Yao

#### Non-Executive Directors

Dr. YEN Gordon (re-designated from an Executive Director to a Non-Executive Director with effect from 31 May 2013)

Mr. ZHANG Chong

#### Independent Non-Executive Directors

Mr. NG Kwok Tung

Mr. CHOW Wing Kin, Anthony, SBS, JP

Mr. YANG Shibin

### COMPANY SECRETARY

Mr. CHAN Siu Man

### REGISTERED OFFICE & PRINCIPAL PLACE OF BUSINESS

Block A, 6/F., Eastern Sea Industrial Building  
29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong

### WEBSITE

www.fshl.com

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
Bank of China (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited  
China CITIC Bank International Limited

### SOLICITOR

Vivien Chan & Co.

### AUDITOR

BDO Limited  
Certified Public Accountants

### SHARE REGISTRAR

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

### 名譽主席

夏松芳先生

### 董事會

#### 執行董事

李蘭女士 (主席)

(於2014年3月21日起兼任行政總裁)

夏錦安先生 (副主席)

宮征誼先生

趙耀先生

#### 非執行董事

嚴震銘博士 (於2013年5月31日起，  
由執行董事調任為非執行董事)

張湧先生

#### 獨立非執行董事

伍國棟先生

周永健先生 · 銀紫荊星章 · 太平紳士

楊世濱先生

### 公司秘書

陳少文先生

### 註冊辦事處及主要營業地點

香港新界葵涌葵昌路29-39號  
東海工業大廈A座6字樓

### 網址

www.fshl.com

### 主要往來銀行

香港上海滙豐銀行有限公司  
中國銀行(香港)有限公司  
渣打銀行(香港)有限公司  
中信銀行(國際)有限公司

### 律師

陳韻雲律師行

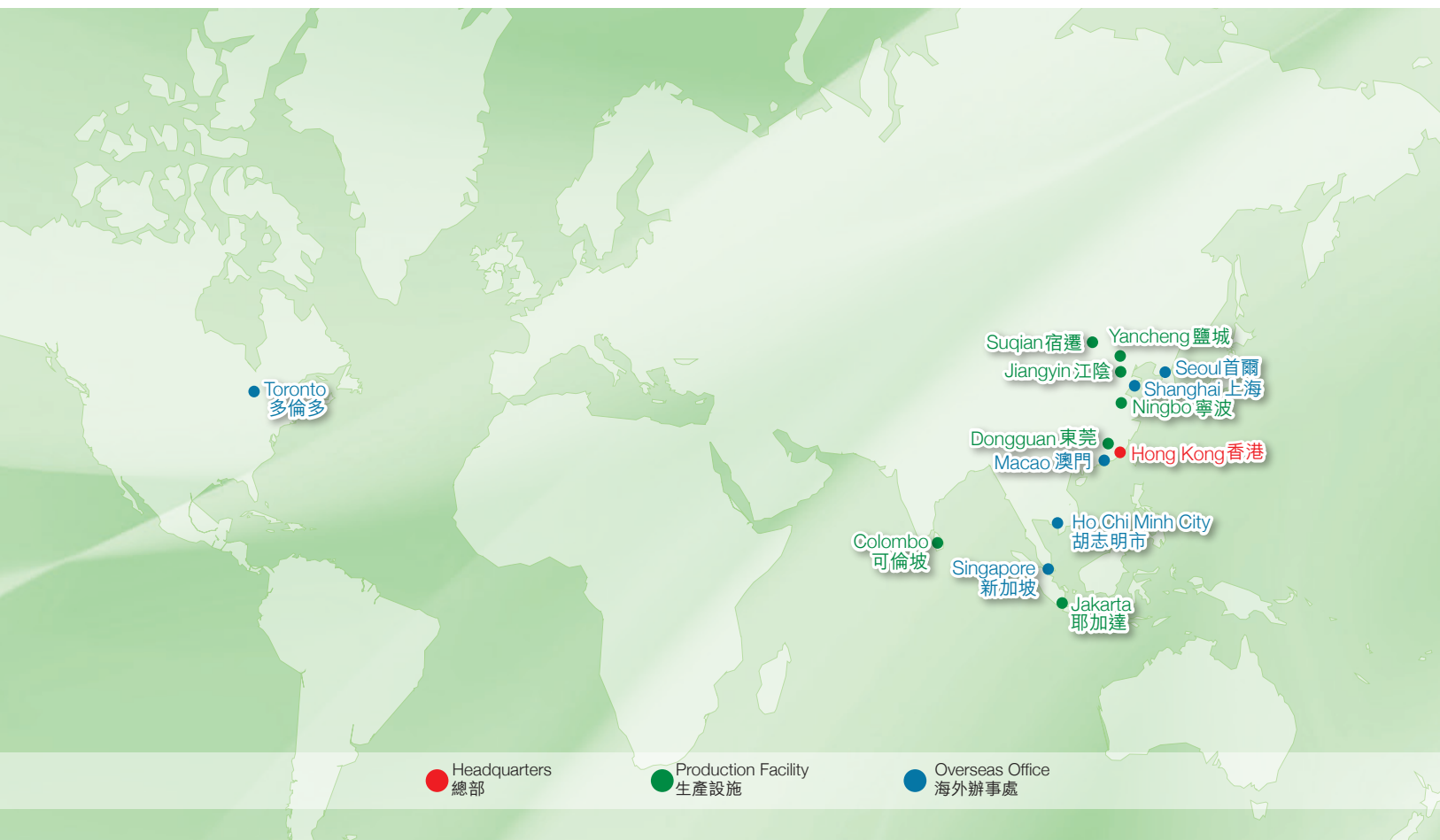
### 核數師

香港立信德豪會計師事務所有限公司  
執業會計師

### 股份登記處

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

## EXTENSIVE WORLDWIDE NETWORK 強大環球網絡



● Headquarters 總部      ● Production Facility 生產設施      ● Overseas Office 海外辦事處

### HEADQUARTERS • 總部

#### Hong Kong 香港

Fountain Set (Holdings) Limited  
福田實業(集團)有限公司

### PRODUCTION FACILITY • 生產設施

#### China 中國

##### Knitting & Dyeing 針織及染色

Jiangyin Fuhui Textiles Limited  
江陰福匯紡織有限公司  
Yancheng Fuhui Textiles Limited  
鹽城福匯紡織有限公司

##### Knitting, Dyeing & Printing 針織、染色及印花

Dongguan Shatin Lake Side Textiles  
Printing & Dyeing Co., Ltd.  
東莞沙田麗海紡織印染有限公司

##### Garment Manufacturing 製衣

Dong Guan Hai Xing Apparel Co., Ltd.  
東莞海星服裝有限公司  
Dongguan Fuquan Garment Co., Ltd.  
東莞福泉製衣有限公司  
Dong Guan Fuyi Apparel Co., Ltd.  
東莞福怡服裝有限公司  
Ningbo Young Top Garments Co., Ltd.  
寧波創裕製衣有限公司  
Jiangyin Fuhui Textiles Limited  
江陰福匯紡織有限公司  
Suqian Young Top Garments Co., Ltd  
宿遷創裕製衣有限公司

##### Sewing Threads Manufacturing 縫紉線生產

Dongguan Goldlink Thread Factory Co., Ltd.  
東莞金菱線廠有限公司

#### Jakarta 耶加達

Garment Manufacturing 製衣  
P.T. Sandang Mutiara Cemerlang

#### Colombo 可倫坡

Knitting, Dyeing & Printing 針織、染色及印花  
Ocean Lanka (Private) Limited  
海洋蘭卡(私人)有限公司#

### Trading Office • 辦事處

#### China 中國

Sales Of Dyed Fabrics & Yarns 色布及紗銷售  
Shenzhen Faun Textiles Limited  
深圳福力紡織品有限公司  
Shanghai Fuhui Textiles Trading Co., Ltd.  
上海福匯紡織貿易有限公司

#### Hong Kong 香港

Raw Materials Sourcing 原料採購  
Highscene Limited  
漢盛有限公司

##### Sales Of Dyed Fabrics & Yarns 色布及紗銷售

Fountain Set Limited  
福田實業有限公司

##### Sales Of Sewing Threads 縫紉線銷售

Goldlink Thread Limited  
金菱線廠有限公司

##### Sales Of Garments 成衣銷售

Hiway Textiles Limited  
海匯紡織有限公司  
Oceanstar Textiles International Limited  
海星紡織國際有限公司  
Triumph Luck Limited  
凱福有限公司

#### Macao 澳門

Raw Materials Sourcing 原料採購  
Prosperlink (Macao Commercial Offshore) Limited  
匯漢(澳門離岸商業服務)有限公司

#### Toronto 多倫多

Sales Of Dyed Fabrics & Garments 色布及成衣銷售  
Fountain Set Textiles (Ontario) Limited  
福田紡織(安省)有限公司#

#### Ho Chi Minh City 胡志明市

Fountain Set (Singapore) Pte. Limited  
- Vietnam Representative Office  
福田實業(新加坡)私人有限公司#  
- 越南代表處

#### Seoul 首爾

Fountain Set Limited  
- Korean Liaison Office  
福田實業有限公司 - 韓國代表處

#### Singapore 新加坡

Fountain Set (Singapore) Pte. Limited  
福田實業(新加坡)私人有限公司#

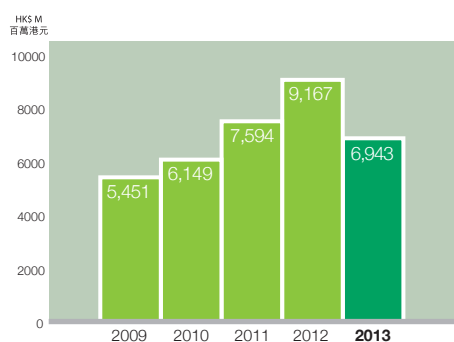
# Chinese names are only translations of their official English names. In case of inconsistencies, the English names shall prevail.  
中文名稱僅為彼等官方英文名稱之譯文。倘有歧異，概以英文名稱為準。

## FINANCIAL AND STATISTICAL HIGHLIGHTS 財務及統計摘要

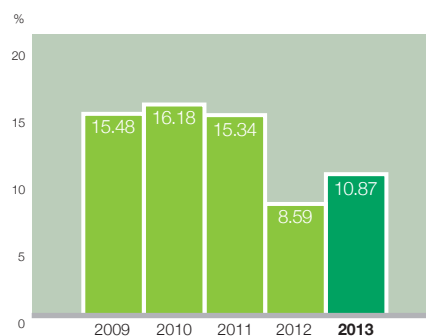
		For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$Mil 百萬港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$Mil 百萬港元
<b>Operating Results</b>	<b>營運業績</b>		
Revenue	營業額	6,942.8	9,167.1
<b>Financial Performance</b>	<b>財務表現</b>		
Profit/(Loss) attributable to owners of the Company	本公司擁有人應佔盈利/(虧損)	91.3	(324.2)
Profit/(Loss) margin	盈利/(虧損)率	1.3%	(3.5%)
Earnings/(Loss) per share (HK cents)	每股盈利/(虧損)(港仙)		
- Basic	- 基本	7.6	(33.5)
- Diluted	- 攤薄	7.6	(33.5)
<b>Dividends</b>	<b>股息</b>		
(after inclusion of proposed final dividend)	(已包括擬付之末期股息在內)		
Per share (HK cents)	每股(港仙)	2.0	Nil
Dividend payout ratio	派息比率	26.3%	N/A不適用
		<b>At 31 December 2013</b> 於2013年12月31日 HK\$Mil 百萬港元	<b>At 31 December 2012</b> 於2012年12月31日 HK\$Mil 百萬港元
<b>Financial Position at Year/Period End</b> (after inclusion of proposed final dividend)	<b>於年度/期間終結時之財務狀況</b> (已包括擬付之末期股息在內)		
Net current assets	流動資產淨值	1,993.2	1,464.4
Total assets	資產總值	6,132.6	6,020.1
Non-current bank borrowings	非流動銀行借貸	516.6	240.6
Total bank borrowings	總銀行借貸	1,355.5	1,483.1
Net bank borrowings	銀行借貸淨值	205.6	265.0
Total liabilities	負債總值	2,812.9	2,773.7
Net asset value per share (HK\$)	每股資產淨值(港元)	2.59	2.50
Capital expenditure	資本開支	132.2	103.0
<b>Financial Statistics</b>	<b>財務統計</b>		
Return on equity (%)	權益回報率(百分比)	3.1%	(10.6%)
Consolidated tangible net worth	綜合淨有形資產	2,920.5	2,870.7
Consolidated total bank debt to consolidated tangible net worth	綜合總銀行負債對綜合淨有形資產比例	0.5	0.5
Consolidated EBITDA to consolidated interest expense	綜合息稅折舊攤銷前利潤對綜合利息支出比例	10.3	1.2
Consolidated current assets to consolidated current liabilities	綜合流動資產對綜合流動負債比例	1.9	1.6
Inventory turnover period (days)	存貨周轉期(日)	97	78
Trade and bills receivable turnover period (days)	營業及票據應收款項周轉期(日)	67	67
Trade and bills payable turnover period (days)	營業及票據應付款項周轉期(日)	59	46

## FINANCIAL AND STATISTICAL HIGHLIGHTS 財務及統計摘要

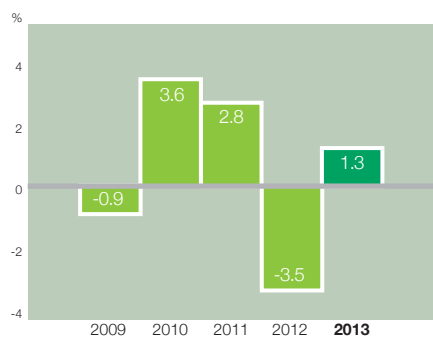
### Revenue 營業額



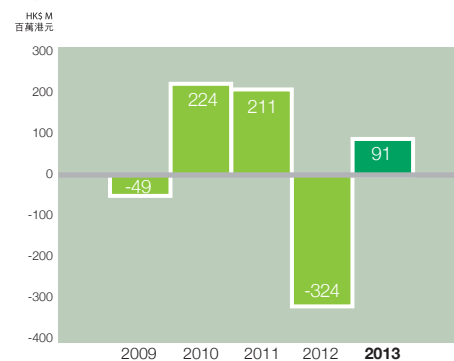
### Gross Profit Margin 毛利率



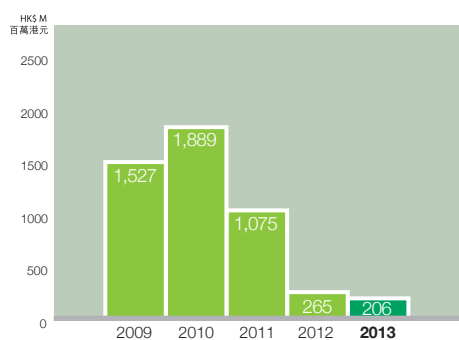
### Profit/(Loss) Margin 盈利/(虧損)率



### Profit/(Loss) 盈利/(虧損)



### Net Bank Borrowings 銀行借貸淨值



### Inventory and Inventory Turnover Period 存貨及存貨周轉期



Note: In August 2012, the Company changed its financial year end date from 31 August to 31 December. Hence the figures for the period ended 31 December 2012 cover the 16 months period from 1 September 2011 to 31 December 2012.

附註：於2012年8月，本公司將其財政年度結算日由8月31日更改為12月31日，因此，截至2012年12月31日止期間之數據涵蓋由2011年9月1日至2012年12月31日止16個月期間。

## FINANCIAL SUMMARY 財務概要

### CONSOLIDATED INCOME STATEMENT

### 綜合收益表

		For the year ended 31 August 2009 截至2009年 8月31日止年度 HK\$'000 千港元	For the year ended 31 August 2010 截至2010年 8月31日止年度 HK\$'000 千港元	For the year ended 31 August 2011 截至2011年 8月31日止年度 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元	For the year ended 31 December 2013 截至2013年 12月31日止年度 HK\$'000 千港元
Revenue	營業額	5,451,492	6,148,949	7,593,889	9,167,089	<b>6,942,807</b>
Profit/(loss) before taxation	除稅前盈利/(虧損)	8,280	250,095	343,191	(333,457)	<b>86,398</b>
Income tax	所得稅	(12,475)	(6,516)	(103,473)	(4,304)	<b>14,290</b>
Profit/(loss) for the year/period	是年度/期間盈利/(虧損)	(4,195)	243,579	239,718	(337,761)	<b>100,688</b>
Attributable to:	應佔:					
Owners of the Company	本公司擁有人	(48,928)	223,798	210,886	(324,167)	<b>91,304</b>
Non-controlling interests	非控股權益	44,733	19,781	28,832	(13,594)	<b>9,384</b>
		(4,195)	243,579	239,718	(337,761)	<b>100,688</b>



## FINANCIAL SUMMARY 財務概要

### CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

		At 31 August 2009 於2009年8月31日 HK\$'000 千港元 (restated) (經重列)	At 31 August 2010 於2010年8月31日 HK\$'000 千港元 (restated) (經重列)	At 31 August 2011 於2011年8月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元	At 31 December 2013 於2013年12月31日 HK\$'000 千港元
Non-current assets	非流動資產	2,620,084	2,479,434	2,300,207	2,023,461	<b>1,867,767</b>
Current assets	流動資產	3,434,138	4,386,539	4,308,695	3,996,634	<b>4,264,878</b>
Current liabilities	流動負債	1,865,990	2,974,955	2,699,104	2,532,214	<b>2,271,639</b>
Net current assets	流動資產淨值	1,568,148	1,411,584	1,609,591	1,464,420	<b>1,993,239</b>
Total assets less current liabilities	資產總值減流動負債	4,188,232	3,891,018	3,909,798	3,487,881	<b>3,861,006</b>
Non-current liabilities	非流動負債	1,639,475	1,077,923	871,572	308,101	<b>582,359</b>
Net assets	資產淨值	2,548,757	2,813,095	3,038,226	3,179,780	<b>3,278,647</b>
Capital and reserves	資本及儲備					
Share capital	股本	158,802	158,802	158,802	240,609	<b>240,609</b>
Reserves	儲備	2,235,079	2,474,523	2,679,224	2,769,113	<b>2,876,611</b>
Equity attributable to owners of the Company	本公司擁有人 應佔權益	2,393,881	2,633,325	2,838,026	3,009,722	<b>3,117,220</b>
Non-controlling interests	非控股權益	154,876	179,770	200,200	170,058	<b>161,427</b>
Total equity	權益總值	2,548,757	2,813,095	3,038,226	3,179,780	<b>3,278,647</b>

## AWARDS & CERTIFICATIONS 獎項及認證

**Fountain Set (Holdings) Limited**  
**福田實業(集團)有限公司**



Name of Awards/Certifications  
 獎項/認證名稱

Issued by 發出單位

The Best Sports Casual  
 Fabric Award\*  
 最佳運動休閒裝面料獎

Textile Apparel Weekly  
 紡織服裝週刊

**Fountain Set Limited**  
**福田實業有限公司**



Name of Awards/Certifications  
 獎項/認證名稱

Issued by 發出單位

2014/15 Autumn Winter Fabrics  
 China Appraisal Entry Enterprise  
 2014/15秋冬中國流行面料  
 入圍企業

China Textile Information  
 Center and China Textiles  
 Development Centre  
 中國紡織資訊中心·國家  
 紡織產品開發中心

**Yancheng Fuhui Textiles Limited**  
**鹽城福匯紡織有限公司**



1



2

Name of Awards/Certifications 獎項/認證名稱

Issued by 發出單位

1 Environmental Management System Certification\*  
 環境管理體系認證證書  
 ~GB/T24001-2004 ISO14001:2004

Beijing NGV Certification Centre Limited  
 北京恩格威認證中心有限公司

2 Outstanding Export Enterprise of Yancheng City\*  
 鹽城市優秀出口企業

People's Government of Yancheng  
 鹽城市人民政府

## AWARDS & CERTIFICATIONS 獎項及認證

**Jiangyin Fuhui Textiles Limited**  
江陰福匯紡織有限公司



	Name of Awards/Certifications 獎項/認證名稱	Issued by 發出單位
3	2012 Outstanding Enterprise of Production Safety* 2012年度生產安全先進集體	Jiangyin Hi-Tech Industrial Development Zone Management Committee* 江陰高新技術產業開發區管理委員會
4	Wuxi Outstanding Enterprise of Employment* 無錫市就業先進企業	People's Government of Wuxi 無錫市人民政府辦公室
5	2012 Top100 Star Enterprise* 2012年度百強明星企業	Jiangyin Municipal Committee of the Communist Party of China, People's Government of Jiangyin 中共江陰市委、江陰市人民政府
6	Excellent Laboratory of China Knitting Industry* 中國針織行業優秀實驗室	China Knitting Industry Association 中國針織工業協會
7	Jiangyin Fuhui Textile Institute* 江陰市福匯紡織研究所	Jiangyin Science and Technology Board* 江陰市科學技術局
8	2012 Jiangsu Province Environmental Protection - Environmental Integrity Green Enterprise* 2012年江蘇省重點污染源環境保護之環保誠信綠牌企業	Environmental Protection Department of Jiangsu Province 江蘇省環境保護廳

# AWARDS & CERTIFICATIONS 獎項及認證

**Dongguan Shatin Lake Side Textiles Printing & Dyeing Co., Ltd.**  
**東莞沙田麗海紡織印染有限公司**



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Name of Awards/Certifications 獎項/認證名稱	Issued by 發出單位
9 Environmental Management System Certification 環境管理體系認證證書 ~GB/T24001-2004 ISO14001:2004 Standard	China Great Wall Quality Assurance Centre 長城質量保證中心
10 Quality Management System Certification 質量管理體系認證證書 ~GB/T19001-2008 ISO9001:2008 Standard	China Great Wall Quality Assurance Centre 長城質量保證中心
11 Oeko-Tex Standard 100	TESTEX AG, Swiss Textile Testing Institute
12 Outstanding Enterprise of Energy Conservation in Shatian Town 2012* 2012年度沙田鎮節能工作先進單位	Dongguan Shatian Energy Committee Office* 東莞市沙田鎮節能減排工作領導小組辦公室
13 2012 Guangdong Province Environmental Protection – Environmental Integrity Green Enterprise* 2012年廣東省重點污染源環境保護之環保誠信綠牌企業	Department of Environmental Protection of Guangdong Province 廣東省環境保護廳

# AWARDS & CERTIFICATIONS 獎項及認證

14	Name of Awards/Certifications 獎項/認證名稱	Issued by 發出單位
14	Mill Qualification Program Achievement Award	Intertek Sustainability Solutions
15	DuPont Teflon fabric protector Preferred Mill 杜邦Teflon布料防護科技首選特許加工廠	DuPont 美國杜邦公司
16	Organic Content Standard (OCS) 有機含量標準	Institute for Marketecology (IMO) 瑞士生態市場研究所
17	Global Organic Textile Standard (GOTS) 3.0 3.0版全球有機紡織品標準	Institute for Marketecology (IMO) 瑞士生態市場研究所
18	Low Carbon Manufacturing Programme (LCMP) Gold Label 低碳製造計劃黃金標籤	WWF 世界自然基金會

\* English names are only translation of the official Chinese names. In case of inconsistencies, the Chinese name shall prevail.  
 英文名稱僅為官方中文名稱之譯文。倘有歧異，概以中文名稱為準。

## CHAIRMAN'S STATEMENT 主席報告

### Dear Shareholders,

On behalf of the Board of the Directors of the Company (the "Board"), I am pleased to present the audited consolidated results of the Group for the financial year of 2013, and to provide you the overview of the Group's strategy and business outlook.

### FINANCIAL AND BUSINESS REVIEW

For the 12 months ended 31 December 2013, the Group recorded revenue of HK\$6,942,807,000 (for the 16 months ended 31 December 2012: HK\$9,167,089,000) and attributable profit for the year of HK\$91,304,000 (for the 16 months ended 31 December 2012: loss of HK\$324,167,000). Our overall financial performance has turned around.

European and the U.S. economy have shown signs of steady growth in 2013, but the fundamentals were not solid. In the fourth quarter, the U.S. consumer confidence index has fallen back to the level of the first quarter due to the debt issue and this resulted in the slowdown of the tapering pace of Quantitative Easing. Meanwhile, in order to stabilize economic growth, the Chinese government has implemented various reform measures as modest stimulus for the market, and China economy has gradually become stable and within its growth target. For the textile and apparel market, although consumer demand for textile and apparel products was recovering gradually, some retailers were still focusing on clearing inventory and enhancing its profitability, as such, the overall business environment remained challenging.

In 2013, with the stable progress of the structural adjustment as well as the transformation and upgrading of the printing and dyeing industry, the overall business environment of the printing and dyeing industry remained relatively stable. It was slow growth in production in the first three quarters, but starting from the fourth quarter, some of the major provinces began to turn the negative growth since 2012 around with a higher growth rate compared with the same period in 2012. The incremental growth of profitability for the first and second quarter has decreased slightly, but started to achieve stable growth from the third quarter, resulted in a decrease in losses for many corporates, and a slight increase in the ratio of profit to cost and sales margin in the second half of the year. In addition, although the overall industry was still growing at slow speed, some of the industry leaders have already achieved apparent growth.

### 致各股東：

本人謹代表本公司董事會（「董事會」）欣然提呈本集團2013年財政年度經審核之綜合業績，並提供集團策略及業務展望之概覽。

### 財務及業務發展回顧

集團截至2013年12月31日止12個月錄得營業額6,942,807,000港元（截至2012年12月31日止16個月：9,167,089,000港元）及年度應佔盈利91,304,000港元（截至2012年12月31日止16個月：虧損324,167,000港元），整體財務表現轉虧為盈。

2013年歐美經濟增長呈現穩步復甦跡象，但基礎並不牢固。第4季美國消費者信心指數受債權問題影響已下降到第1季的水平，導致貨幣量化寬鬆政策退場暫緩；與此同時，中國經濟漸入穩定，中國政府推出各項改革措施，適度地刺激市場以穩定經濟增長，增長目標符合預期。對於紡織成衣品消費市場而言，雖然消費者對紡織成衣品的需求漸趨復甦，但部份零售商仍著力清理庫存及改善盈利能力，所以經營環境仍然嚴峻。

2013年，印染行業隨著結構調整與轉型升級的穩步推進，總體保持比較平穩的運行形勢。首3季產量保持緩慢增長，但從第4季度開始，一些主要省份開始扭轉2012年以來的負增長形勢，增速較2012年同期有所提高。第1季及第2季度利潤增速小幅下滑，而從第3季度開始平穩增長，企業虧損收窄，成本費用利潤率和銷售利潤率下半年均略有提高。另外，儘管整體行業增速不快，但對於一些行業中領導企業卻效益增長明顯。

## CHAIRMAN'S STATEMENT 主席報告

Given the above-said background, Fountain Set Group has grown its business with innovation and implemented sophisticated management to enhance efficiency, to ensure stringent control over costs as well as to improve gross margin; and at the same time focused on adjusting our product structure and kept on strengthening product positioning. As such, we can ensure that various business activities can be carried out effectively. Under the leadership of the Board and our management, all of our staff stood together with one heart, and adhered to our general direction of “To stabilize operation; To adjust our structure; To enhance efficiency”, which made our annual operating objectives being accomplished and achieved a turnaround in our annual results.

### OUTLOOK

As we step into 2014, although there are more clear signs for recovery, the outlook of global economy is still uncertain, especially when the economies of some European countries shown signs of decline recently, major economic data of European countries and the U.S. may not be as expected. Growth of emerging economies may also slow down. In China, as the government will continue its structural adjustment program and maintain stable growth, coupled with the continued fluctuation of Renminbi, its growth may slow down significantly. As the Chinese government has been placing more importance on environmental protection and raising the salary guideline for corporates, production costs of corporates shall be inevitably increased. Besides, China's policy of selling its cotton reserve will also bring along various effects to textile corporates.

In 2014, the Group will continue to deepen its reform measures, and will strengthen research and development of new products according to consumer market changes and customer needs, as well as securing actual orders. Meanwhile, the Group will help various production companies to position their products and deliver quality products and customer services. The Group will also implement stringent control over the increase of controllable costs, and make frequent review on the movement of all kind of expenses, so as to effectively reduce our production costs. Furthermore, we will arrange our fund in an orderly manner to upgrade our equipment, with an aim to reduce energy consumption. In the meantime, as a printing and dyeing corporate, we will always continue make effect in environmental protection, strictly follow the emission standard, as well as investing in equipment upgrade. We will continue to look into the strategy for the long term growth of the Group, so as to lay down a solid foundation for us to become a top profit-making company in the industry as soon as possible.

在這樣的背景情況下，福田實業集團以創新為動力，推行精細化管理以增效益，嚴格控制成本，提升毛利率，著力調整產品結構及繼續鞏固產品定位，因而有力保障了各項經營活動的開展。全體員工在董事會和管理層的領導下，精誠團結，凝心聚力，按照「穩經營、調結構、增效益」之方針，確保年度經營目標的完成，實現了全年經營業績轉虧為盈的成果。

### 展望

踏入2014年，全球經濟復甦日趨明顯，但前景依然不夠完全明朗，特別是近期歐洲一些國家經濟狀況呈下降趨勢，歐美各國的主要經濟資料與預期仍有差距。新興經濟體市場增速放緩。至於中國繼續調結構，穩增長，加上人民幣匯率持續不穩定，發展速度有可能明顯下行。隨著中國政府對環保的日趨重視和對企業工資的指導線的提高，必然會加大企業的生產成本。中國儲備棉的拋儲政策也將給紡織企業造成各種影響。

2014年集團將繼續深化各項改革措施，根據消費市場變化和客戶需求，加強新產品研發，推動實際訂單的落實，並且推進各個生產企業的產品定位，做好產品質量和客戶服務。嚴格控制各項可控成本的增長，對各項開支的變化情況作出經常檢討，從而有效降低生產成本。繼續有序配置資金，更新設備，減少能源耗費。同時，我們將一如既往的重視環保工作，嚴格按標準排放，投入各項設施的改造，履行好印染企業的社會責任。我們將繼續研討集團長期發展戰略規劃，為盡早躋身行業盈利大戶奠定穩定基礎。

## CHAIRMAN'S STATEMENT 主席報告

We expect 2014 to be a difficult year, as such, we need to be determined and take challenges with courage. Fountain Set Group has more than 40 years of solid foundation in the textile industry. We believe that all of our staff will work hard to follow the direction and objectives established by the Board, and stick together with one heart to overcome all challenges and to implement the working plan set by the Board. With our spirit of “diligence, frugality, sincerity, and integrity”, our staff will keep on enhancing our efficiency and exploring the market with persistent efforts. We are confident in the future of Fountain Set Group.

### APPRECIATION

On behalf of the Board, I would like to express my sincere gratitude to all of our customers, suppliers, bankers and other partners for their continuing trust and support, and also to the Group's management and all of our loyal and dedicated employees.

I would also like to express my deepest appreciation to all shareholders for their continuing support to us.

**LI Lan**

*Chairman and Chief Executive Officer*

21 March 2014

預計2014年仍是艱辛之一年，我們要堅定信心，正視困難，勇於面對。福田實業集團擁有40多年在紡織界深厚之基石，我們堅信，全體員工一定能夠圍繞董事會所制定的方向和目標而努力，團結一致，同心同德，迎難而上，全面貫徹董事會的工作部署，秉承集團「勤、儉、誠、信」的精神，不斷提高效益，拓展市場，再接再厲，我們對於福田實業集團的未來充滿信心。

### 鳴謝

本人謹代表董事會，對本公司客戶、供貨商、往來銀行及其他合作夥伴一直之信賴及支持，並對集團管理團隊及忠誠盡職的全體員工，致以衷心之致謝！

本人亦對於股東們之不斷支持，深表謝意。

**李蘭**

*主席兼行政總裁*

2014年3月21日



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

### BUSINESS REVIEW

#### Overview

Fountain Set (Holdings) Limited has made several operational reforms during this financial year, although the global economic growth continued to be slow, operating environment remained challenging, the early results of the transformation plan began to show real progress.

The Group's overall financial performance was a successful turnaround with a net profit for the 12 months ended 31 December 2013 as compared to a net loss for the 16 months ended 31 December 2012. It was mainly attributable to the improvement in operation efficiency through adopting a series of measures by the Group to reduce operating and management costs; together with a decline in international cotton prices resulting in relatively stable costs of raw materials; and the increase in the Group's operational efficiency gained by constantly optimizing the management structure and operational processes.

As a knitted fabric manufacturer, our end-buyer customers consist of renowned international and domestic brands to the major markets for the U.S., Europe and China. The Group's production capacity maintained at about 25 million pounds of fabric dyeing per month which was diversified among four fabric mills in both China and Sri Lanka. Currently, Jiangyin mill, established in 2003, is the largest fabric production site of the Group, accounts for approximately half of the Group's total production capacity while Dongguan mill produces value-added products with relatively smaller volume. On the other hand, with the proximity advantage, Colombo mill focuses servicing brands and retailers in Europe and our latest developed fabric mill in Yancheng, which has commenced production since 2010, specializes in developing differentiated products. Since land and supporting arrangement have been reserved strategically at the initial stage, hence Yancheng mill has the largest potential development. When market environment allows, Yancheng mill is able to provide production capacity increment for the Group's fabric business.

### 業務回顧

#### 概述

福田實業(集團)有限公司於本財政年度上作出多項營運改革，儘管全球經濟增長持續放緩，經營環境仍然充滿挑戰，但改革計劃的實質效果已初步明顯呈現。

與2012年12月31日止16個月錄得淨虧損相比較，截至2013年12月31日止12個月之集團整體財務表現成功轉虧為盈，這主要由於集團在經營和管理上分別推行了降低成本、控制費用等一系列措施，經營效益得以改善；加上國際棉花價格回落，原料成本仍然相對穩定；以及繼續優化管理架構和營運流程，使集團之經營效率相應提高。

作為針織面料生產商，集團的面料產品之最終買家為國際知名的品牌商及零售商，主要售賣市場為美國、歐洲及中國。集團在中國和斯里蘭卡共分散經營4個面料廠房，總印染產能維持在每月約2千5百萬磅。目前，成立於2003年位於江陰的廠房為集團最大面料生產基地，能為集團提供約一半之面料產能；東莞的廠房則主力生產較少單量高增值產品；斯里蘭卡可倫坡的廠房則因擁有的地點優勢，主力服務歐洲品牌及零售商；而最新於2010年投產的鹽城廠房則主力發展差異化產品。因早前已策略性地預留土地及配套安排，所以鹽城廠房擁有最大的拓展空間和潛能，在市場環境適合的情況下，能為集團面料業務提供產能增長的貢獻。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

For the 12 months ended 31 December 2013, the Group has achieved the following progresses in each key areas: 1) successfully optimized the production allocation to improve the mill utilization; 2) upgraded textile equipment to improve efficiency and reduce energy consumption, to leverage the advantages of the whole value chain of knitting, dyeing, and printing as well as rapid response feature; 3) continued to liquidate part of the non-profitable companies and businesses, integrated the garment business to reduce the labor cost of labor-intensive works and our enterprise, and focused on the high value-added orders to ensure sufficient orders and enhance the competitiveness, after the termination of the yarn spinning business, winding up of textile machinery manufacturing enterprise and disposition of the minority interests in a fabric mill in India in the financial year of 2012; 4) successfully optimized the work allocation among senior and middle employees at headquarters and production bases and improved the management system and procedure so as to effectively enhance the execution ability of the overall management; 5) the Group achieved great success through the cost controlling methods, and with costs effectively reduced, the Group can allocate funds to other reasonable use; and 6) successfully deepen the methods of energy savings and emission reduction so that the overall energy consumption of the production mills declined about 10% than that of 2012.

### Customers

As a fabric manufacturer, the Group's direct customers are garment factories as actual business transaction is created. At the same time, the Group has also developed a long-lasting and strong cohesiveness relationship with the retailers and brand owners since our establishment back in 1969. These so called "end-buyer" customers are commonly the ones to dictate, select and negotiate fabric contents, volume and price directly with the Group. The Group is also committed in developing new and innovative fabric for our customers with over four-decade of our expertise and craftsmanship in the circular knitted fabric industry. Our end-buyer customers consist of renowned international and domestic brands.

截至2013年12月31日止12個月，集團在各重點領域上取得以下進展：1)成功優化產能配置，提高廠房使用率；2)更新紡織設備，提升效能、降低能耗，發揮織造、染色、印花全價值鏈的優勢和快速反應的特點；3)繼於2012年財政年度終止了紡紗業務和紡織機械生產企業，並處理了我們在印度一家面料廠房的少數股東權益後，我們繼續清理部分虧損公司和業務，成衣業務的整合減少密集型企業的人工成本，集中高附加值訂單，確保訂單充足，增強競爭能力；4)成功地在總部和生產基地優化配置高中層僱員的工作，並改善管理體系及流程，從而有效增強整體管理的執行能力；5)集團控制成本的舉措成效顯著，由於成本有效降低，得以撥作資金投放於其他合理用途；及6)成功深化節能減排措施，整體生產廠房的能源消費量對比2012年減少約10%。

### 客戶

作為面料生產商，集團的直接客戶為擁有實際業務往來的成衣製造商。同時，自1969年建立初始，集團亦與零售商及品牌商建立並保持長期緊密穩定的關係。這些所謂的「最終客戶」通常都直接與集團提出要求，挑選、交涉面料品質、數量及價格。集團亦以在圓筒針織面料行業超過40年之專業技術經驗保證為客戶不斷開發創新面料。我們的最終客戶均為在國際及國內享有盛譽的知名品牌。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

### Products

The Group has been actively developing and offering a wide range of knitted fabric under a trademark of “fabric by Fountain Set™” which is a consolidated brand name of our comprehensive knitted fabric. Our quality and innovate products include the following:

1. Performance series: “UV-Protection”, “Anti-Mosquito”, “Nano water and oil repellent”
2. Eco series: organic cotton, complete cotton (made by blending combing noils and virgin fibers) and original bamboo
3. Moisture management series: our own brands “Invisi.dri™” (with the ability of picking up moisture from the skin but without showing any “water stain” marks on the fabric surface), “Comforton™” (utilizes the “push-and-pull” method to wick perspiration away), Dr Dry® and “Sukool™” (powerful finishing provides superior moisture management); use of patent technology of US Cotton Inc., interweaving design of waterproofed cotton and general cotton, as well as “TransDry”, self developed cotton products with quick moisture absorption capability
4. Fresh series: our own brand “ActivFresh™ C, B and S” for odor management and anti-microbial fabrics

### Capital Investment

The Group is committed in continuous investing in infrastructure, machinery and information systems according to the operation needs and future development plan. With more than ten mills and factories within the Group, regular infrastructure maintenance and machinery upgrade are necessary to ensure continuous improvement in operations. The Group plans to implement enterprise resource planning system SAP during 2014. It is expected that the overall operational efficiency and productivity will be highly improved.

### Dividend

In view of the financial results and cash flow situation of the Group, the Board has recommended to pay a final dividend of HK2 cents per share for the year ended 31 December 2013. The total dividend for the year would be HK2 cents per share as compared with Nil per share for the period ended 31 December 2012.

### 產品

集團一直積極開發提供各種以我們統一品牌紡特適™為商標的針織面料。我們的優質和創新產品包括如下：

1. 功能系列：「防紫外線」、「防蚊」以及「納米防水防油」
2. 環保系列：有機棉、環保棉（由落棉及新棉混紡而成）以及天然竹原纖維
3. 排汗系列：我們的自主品牌「Invisi.dri™」（能快速的把水份從皮膚上帶走，但不會在面料的表面留下任何水漬），「Comforton™」（採用「推一拉」原理把汗水帶走），Dr Dry®和「Sukool™」（超凡的排汗功能），使用美國棉花公司(cotton Inc.)專利技術，設計防水處理的棉紗與普通棉紗交織組織，開發並生產全棉成份的吸濕快乾產品「TransDry」
4. 防菌系列：我們的自主品牌「ActivFresh™ C, B及S」為吸味及防菌面料

### 資本投資

集團根據經營需要及未來發展計劃致力於持續投資於基礎設施、機械和資訊系統。集團擁有超過10家面料廠房及製衣廠房，為確保能持續改進營運，定期維護基礎設施和機械升級是非常有必要的。集團計劃於2014年內實施企業資源的規劃系統SAP，預計整體營運效率和生產力將大大提高。

### 股息

鑒於集團之財務業績及現金流情況，董事會決定就截至2013年12月31日止年度建議派發每股2港仙末期股息。回顧年內總股息為每股2港仙，相對截止2012年12月31日止總股息每股為零港仙。

# MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

## FINANCIAL REVIEW

With effect from 10 August 2012, the financial year end of Fountain Set (Holdings) Limited has been changed from 31 August to 31 December. This annual report accounts for financial results of the Group from January to December 2013, with a total of 12 months, compares with key operating and financial indicators of the Group for the 16 months ended 31 December 2012.

The key operating and financial indicators of the Group for the year ended 31 December 2013 are set out below:

## 財務回顧

生效於2012年8月10日，福田實業(集團)有限公司的財政年度結算日已經從8月31日更改為12月31日。此次集團的年度報告匯報從2013年1月至12月共12個月的財務業績，而對比經營及財務指標之財務時段則為截至2012年12月31日止16個月的數據。

本集團截至2013年12月31日止年度之主要經營及財務指標呈列如下：

		For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月
<b>Income Statement Items</b>	<b>收益表項目</b>		
(All amounts in HK\$ thousands unless otherwise stated)	(除特別註明外所有金額均以千元港幣列示)		
Revenue	營業額	<b>6,942,807</b>	9,167,089
Gross Profit	毛利	<b>754,637</b>	787,276
EBITDA	息稅前利潤加折舊及攤銷	<b>375,546</b>	101,251
Profit/(Loss) for the year/period	是年度/期間盈利/ (虧損)	<b>100,688</b>	(337,761)
Profit/(Loss) attributable to owners of the Company	本公司擁有人應佔盈利/ (虧損)	<b>91,304</b>	(324,167)
Basic earnings/(loss) per share (HK cents)	每股基本盈利/ (虧損) (港仙)	<b>7.6</b>	(33.5)
<b>Key Financial Ratios</b>	<b>主要財務比率</b>		
<b>Profitability ratios</b>	<b>盈利能力比率</b>		
Gross profit margin (%)	毛利率(%)	<b>10.9%</b>	8.6%
EBITDA margin (%)	息稅折舊攤銷前利潤率(%)	<b>5.4%</b>	1.1%
<b>Expenses as a % of revenue</b>	<b>開支佔營業額比率</b>		
Distribution and selling expenses	分銷及銷售費用	<b>2.6%</b>	3.2%
Administrative expenses	行政費用	<b>7.5%</b>	9.8%
Finance costs	融資成本	<b>0.5%</b>	1.0%
<b>Asset efficiency</b>	<b>資產效率</b>		
Inventory turnover period (days)	存貨周轉期(日)	<b>97</b>	78
Trade and bills receivables turnover period (days)	營業及票據應收款項周轉期(日)	<b>67</b>	67
Trade and bills payables turnover period (days)	營業及票據應付款項周轉期(日)	<b>59</b>	46

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

		At 31 December 2013 於2013年12月31日	At 31 December 2012 於2012年12月31日
<b>Asset ratios</b>	<b>資產比率</b>		
Current ratio	流動比率	1.9	1.6
Net debt/EBITDA ratio	淨債務／息稅折舊攤銷前利潤率	0.5	2.6

### Revenue

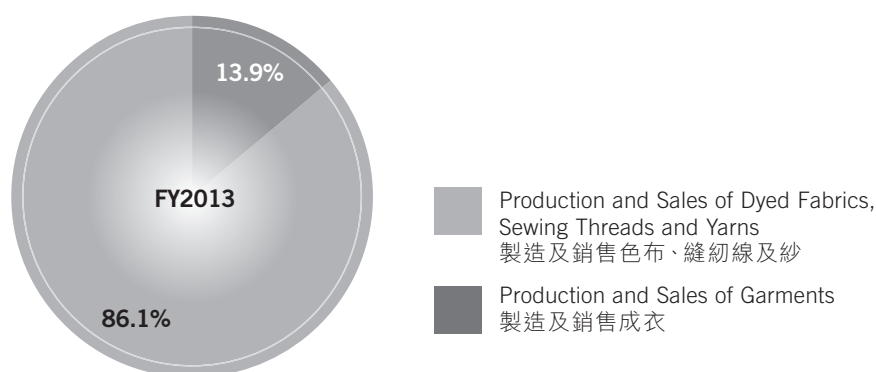
The Group's revenue for the year ended 31 December 2013 amounted to HK\$6,942,807,000 (16 months in 2012: HK\$9,167,089,000).

### 營業額

集團截至2013年12月31日止年度的營業額達6,942,807,000港元(2012年16個月為9,167,089,000港元)。

### Revenue by business segments

### 圓形圖顯示營業額按業務分類



In current year, the Group's core business, production and sales of dyed fabrics, sewing threads and yarns, generated revenue of HK\$5,976,440,000 (16 months in 2012: HK\$7,977,076,000), accounted for 86.1% (2012: 87.0%). Revenue from production and sales of garments was HK\$966,367,000 (16 months in 2012: HK\$1,190,013,000), accounted for 13.9% (2012: 13.0%) of the Group's total revenue.

於2013年財政年度，集團核心業務－製造及銷售色布、縫紉線及紗的營業額達到5,976,440,000港元(2012年16個月為7,977,076,000港元)，佔集團營業額總值的86.1%(2012: 87.0%)。製造及銷售成衣的營業額為966,367,000港元(2012年16個月為1,190,013,000港元)，佔集團營業額總值的13.9%(2012: 13.0%)。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

### Cost of Sales and Gross Profit

For the year ended 31 December 2013, overall cost of sales of the Group amounted to HK\$6,188,170,000 (16 months in 2012: HK\$8,379,813,000) and overall gross profit margin was 10.9% (2012: 8.6%).

### Distribution and Selling Expenses

For the year ended 31 December 2013, the Group's overall distribution and selling costs approximately amounted to HK\$180,542,000 (16 months in 2012: HK\$294,682,000), accounted for 2.6% (2012: 3.2%) of the Group's total revenue.

### Administrative Expenses

For the year ended 31 December 2013, the Group's overall administrative expenses approximately amounted to HK\$518,103,000 (16 months in 2012: HK\$895,285,000), accounted for 7.5% (2012: 9.8%) of the Group's total revenue.

### Earning before Interest, Tax, Depreciation and Amortization (EBITDA)

For the year ended 31 December 2013, the Group's EBITDA approximately amounted to HK\$375,546,000 (16 months in 2012: HK\$101,251,000) and the EBITDA margin was 5.4% (2012: 1.1%).

### Finance Cost

For the year ended 31 December 2013, the Group's finance costs approximately amounted to HK\$36,419,000 (16 months in 2012: HK\$87,288,000), represented 0.5% (2012: 1.0%) of the Group's total revenue.

### Capital Expenditure

During the year under review, the Group invested approximately HK\$132,227,000 (16 months in 2012: HK\$102,996,000) in additions of property, plant and equipment, other intangible assets and prepaid lease payments. The Group expects the capital expenditure for the next financial year will be approximately HK\$180,000,000.

### 銷售成本及毛利

集團截至2013年12月31日止年度之整體銷售成本為6,188,170,000港元(2012年16個月為8,379,813,000港元)，整體毛利率為10.9%(2012: 8.6%)。

### 分銷及銷售費用

集團截至2013年12月31日止年度之整體分銷及銷售費用約為180,542,000港元(2012年16個月為294,682,000港元)，佔集團營業額總值的2.6%(2012: 3.2%)。

### 行政費用

集團截至2013年12月31日止年度之整體行政費用約為518,103,000港元(2012年16個月為895,285,000港元)，佔集團營業額總值的7.5%(2012: 9.8%)。

### 息稅折舊攤銷前利潤(EBITDA)

集團截至2013年12月31日止年度之息稅折舊攤銷前利潤約為375,546,000港元(2012年16個月為101,251,000港元)，息稅折舊攤銷前利潤率為5.4%(2012: 1.1%)。

### 融資成本

集團截至2013年12月31日止年度之融資成本約為36,419,000港元(2012年16個月為87,288,000港元)，佔集團營業額總值的0.5%(2012: 1.0%)。

### 資本開支

於回顧年內，集團已投資約132,227,000港元以增加物業、機器及設備、其他無形資產和預付租賃款項(2012年16個月為102,996,000港元)。集團預期下一財政年度的資本開支約為180,000,000港元。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

### Income Tax Credit/Expenses

For the year ended 31 December 2013, income tax credit of the Group approximately amounted to HK\$14,290,000 (16 months in 2012: expenses of HK\$4,304,000).

### Profit/(Loss) for the year/period

For the year ended 31 December 2013 profit for the year was HK\$100,688,000 (16 months in 2012: Loss HK\$337,761,000) and profit margin was 1.5% (2012: loss margin 3.7%).

### Inventory

The Group's inventory approximately amounted to HK\$1,636,772,000 (2012: HK\$1,340,553,000) as of 31 December 2013. The inventory turnover period was 97 days, an increase of 19 days compared with that of 2012.

### Trade and Bills Receivables

For the year ended 31 December 2013, the Group's trade and bills receivables amounted to HK\$1,265,935,000 (2012: HK\$1,259,918,000). Trade and bills receivables turnover period was 67 days, which is similar to that of 2012.

### Trade and Bills Payables

For the year ended 31 December 2013, the Group's trade and bills payables amounted to HK\$1,001,781,000 (2012: HK\$783,712,000). Trade and bills payables turnover period was 59 days, an increase of 13 days compared to that of 2012.

### 所得稅計入／支出

集團截至2013年12月31日止年度之所得稅計入為約14,290,000港元(2012年16個月為支出4,304,000港元)。

### 是年度／期間盈利／(虧損)

集團截至2013年12月31日止年度之盈利為100,688,000港元(2012年16個月為虧損337,761,000港元)，盈利率為1.5%(2012：虧損率3.7%)。

### 存貨

集團於2013年12月31日之存貨約為1,636,772,000港元(2012：1,340,553,000港元)。存貨周轉期為97天，與2012年相比增加19天。

### 營業及票據應收款項

集團於2013年12月31日之營業及票據應收款項為1,265,935,000港元(2012：1,259,918,000港元)。營業及票據應收款項周轉期為67天，與2012年相約。

### 營業及票據應付款項

集團於2013年12月31日之營業及票據應付款項為1,001,781,000港元(2012：783,712,000港元)。營業及票據應付款項周轉期為59天，與2012年相比增加13天。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

### Liquidity and Financial Resources

At 31 December 2013, the Group's total assets amounted to approximately HK\$6,132,645,000 (2012: 6,020,095,000). The key figures of financial position were as follows:

### 資金流動性及財政資源

於2013年12月31日，集團資產總值約6,132,645,000港元（2012：6,020,095,000港元）。財務狀況的主要資料如下：

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Non-current assets	非流動資產	1,867,767	2,023,461
Current assets	流動資產	4,264,878	3,996,634
<b>Total assets</b>	<b>資產總值</b>	<b>6,132,645</b>	6,020,095
Current liabilities	流動負債	2,271,639	2,532,214
Non-current liabilities	非流動負債	582,359	308,101
Non-controlling interests	非控股權益	161,427	170,058
Equity attributable to owners of the Company	本公司擁有人應佔權益	3,117,220	3,009,722
<b>Total liabilities and equity</b>	<b>負債及權益總值</b>	<b>6,132,645</b>	6,020,095

The Group met its funding requirements in its usual course of operation by cash flows from operations, as well as long-term and short-term bank borrowings. Capital expenditure was mainly financed by long-term bank borrowings.

集團以營運所得現金流量及銀行的長短期貸款應付日常資金需要，而資本開支則主要由長期銀行貸款撥付。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

At 31 December 2013, the principal financial covenant figure/ratios (according to the banks' definitions) were as follows:

於2013年12月31日，主要的財務契約數據／比率（根據銀行的定義）如下：

		At 31 December 2013 於2013年12月31日	At 31 December 2012 於2012年12月31日
Consolidated tangible net worth	綜合淨有形資產	<b>HK\$2,920,523,000</b>	HK\$2,870,705,000
Consolidated total bank debt to consolidated tangible net worth	綜合總銀行負債對 綜合淨有形資產比例	<b>0.5</b>	0.5
Consolidated EBITDA to consolidated interest expense	綜合息稅折舊攤銷前利潤 對綜合利息支出比例	<b>10.3</b>	1.2
Consolidated current assets to consolidated current liabilities	綜合流動資產對 綜合流動負債比例	<b>1.9</b>	1.6
Consolidated capital expenditure	綜合資本開支	<b>HK\$132,227,000</b>	HK\$102,996,000

As at 31 December 2013, the Group had complied with all financial covenant figure/ratios. As at 31 December 2012, the Group was in breach of the Consolidated EBITDA to consolidated interest expense ratio and obtained waiver letters from relevant banks not to demand for immediate repayment of bank loans.

於2013年12月31日，本集團已遵守所有財務契約數據／比率。於2012年12月31日，本集團違反綜合息稅折舊攤銷前利潤對綜合利息開支的比率，並從有關銀行獲得豁免書免除即時償還銀行貸款要求。

The Group follows stringent and prudent risk management policy to manage foreign exchange and interest rate risks. The sales and the purchase of raw materials of the Group are mainly denominated in Hong Kong dollars, US dollars and RMB. Since the Group mainly produces in China thus is exposed to foreign exchange risk arising from RMB exposure. In order to mitigate this type of risk, the Group has entered into forward contracts to hedge against certain of its exposure to reduce currency risk.

本集團會依據嚴格及審慎的風險管理政策應對外匯及利率風險。集團之銷售及原料採購以港元、美元及人民幣為主，而主要的生產基地於中國，故涉及人民幣所產生之外匯風險。為降低此風險，集團已簽定遠期外匯合約以減低其匯率風險。

In addition, bank borrowings of the Group are denominated in Hong Kong dollars and US dollars, interests are mainly charged on a floating rate basis. Due to the slow recovery of the global economy in this year, it is expected that interest rates will remain at the current level in the coming year. The Group will continue monitor the interest rates fluctuation in the market and arrange appropriate financial instruments to minimize the interest rate risk.

此外，集團的銀行借貸以港元及美元為單位，利息主要以浮動利率計算。由於全球的經濟復甦於本年內仍然緩慢，預期利率於來年將維持於現水平。本集團將繼續留意市場的利率波動，並將於適當時間安排合適的金融工具以減低利率上升的風險。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論與分析

### EMPLOYEES AND REMUNERATION POLICIES

At 31 December 2013, the Group had approximately 12,800 full time employees (2012: 12,500). The Group's emolument policies are formulated on the performance of individual employee and on the basis of the salary trends in various regions, and are reviewed regularly. Subject to the Group's profitability, the Group may also distribute discretionary bonus to its employees as an incentive for their contribution to the Group.

The Group has established a share option scheme for its employees, and also provides regular training courses and subsidies for continuing education so as to improve the skills of its employees with respect to production, selling and management.

### Outlook

The Group remains cautious of the global macro-economic environment in 2014. Nevertheless, the Board and the management believe that the Group's strategies and the above initiatives are rational and on the right tracks thus maintain a relatively optimistic outlook on business for the longer term. Going forward, the Group commits to enhancing our operational efficiency through a series of proactive measures to achieve sustainable and financially stable corporate development.

### 僱員及酬金政策

集團於2013年12月31日之全職僱員人數約為12,800人(2012: 12,500)，而集團的僱員酬金政策是根據個別僱員的工作表現及各地區薪酬趨勢而定期作出檢討。集團亦會因應集團之盈利情況，酌情發放花紅予僱員以鼓勵他們對集團之貢獻。

集團為僱員設有一項認購權計劃，亦會提供定期培訓課程及資助進修計劃，以提高僱員之生產、銷售及管理技能。

### 前景展望

集團對2014年環球宏觀經濟環境依然保持謹慎態度。然而，董事會及管理層認為集團的策略和上述措施均為理性和在正確的軌道，從而維持對長期業務前景相對樂觀。展望未來，集團將繼續致力於加強我們的營運效率，通過一系列積極的措施來實現集團可持續發展和財務穩健的企業發展。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Company is committed to maintaining a high standard of corporate governance practices and procedures. Throughout the year from 1 January 2013 to 31 December 2013, the Company has consistently adopted and complied with all the applicable code provisions of the Corporate Governance Code (the “Code”) as set out in Appendix 14 of the Listing Rules as guidelines to reinforce our corporate governance principles.

### BOARD OF DIRECTORS

#### Board Composition

As at 31 December 2013, the Board comprised nine members, consisting of four Executive Directors, two Non-Executive Directors and three Independent Non-Executive Directors. The number of Independent Non-Executive Directors represents one-third of the Board as required by Rule 3.10A of the Listing Rules. The profile of all Directors are set out on pages 37 to 41. The relationship among members of the Board (including financial, business, family or other material or relevant relationships, if any) are also disclosed.

All Directors entered into letters of appointment or service contracts with the Company, subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company. Article 102(A) of the articles of association of the Company provides that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third or any other number subject to such manner of rotation as may be required by the Listing Rules or other codes, rules, and regulations prescribed from time to time by the applicable regulatory authority, shall retire from office. Article 93 of the articles of association of the Company also provides that any Director appointed to fill a casual vacancy or as an addition to the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

#### Roles and Responsibilities of the Board and Delegation to the Management

The Board is responsible for the leadership and control of the Group and is responsible for promoting the success of the Group by directing and supervising the business operations of the Group in the interests of the Company’s shareholders (the “Shareholders”) by formulating strategic directions and monitoring the financial and management performance of the Group.

本公司致力維持高水平的企業管治常規及程序。由2013年1月1日起至2013年12月31日止年度，本公司一貫地採納及遵守上市規則附錄14所載之企業管治守則（「守則」）之全部守則條文，作為強化本公司企業管治原則之方針。

### 董事會

#### 董事會成員

於2013年12月31日，董事會由9名成員組成，包括4名執行董事、2名非執行董事及3名獨立非執行董事。根據上市規則第3.10A條之規定，獨立非執行董事的人數需佔董事會三分之一。所有董事的個人簡介均載列於第37至第41頁。董事會成員之間的關係（包括財務、業務、家屬或其他重大或相關的關係（如有））亦已作出披露。

全體董事已與本公司訂立委任函件或服務合約，並須根據本公司之組織章程細則於本公司之股東大會上輪席告退及膺選連任。本公司之組織章程細則第102(A)條規定，在各股東週年大會上當時三分之一董事（或倘董事人數並非3或3之倍數，則為最接近三分之一的數目或按上市規則所規定須輪席告退或適用監管機構不時訂明之其他守則、規則及規例所規定之任何其他數目）須退任。本公司之組織章程細則第93條亦規定，獲委任以填補董事會臨時空缺或增添董事會成員之董事，其任期僅至本公司下一次股東大會為止，並合資格於會上膺選連任，惟不得計算入須於該大會上輪席告退之董事人數內。

#### 董事會之角色及職責以及轉授予管理層

董事會以本公司股東（「股東」）利益為出發點，負責領導及監控本集團，並透過制定策略決策及監督本集團之財務及管理層表現，指導及監督本集團之業務營運促進本集團之成功。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The overall management of the Group's business was vested in the Board. The Board has delegated the day-to-day management of the Group's business to the executive management team, and focused its attention on matters affecting the Group's overall strategic policies, finances and the Shareholders. The executive management team assumes full accountability to the Board for the operations of the Group. A formal schedule was formulated to identify specific matters that shall be reserved to the Board and those delegated to the management. The Board had given clear directions to the management that certain matters must be referred to the Board for consideration and approval. The Board is the ultimate decision making body of the Company except for matters requiring the approval of the Shareholders in accordance with the articles of association of the Company, the Listing Rules and other applicable laws and regulations.

### Practices and Conduct of Meetings

Five Board meetings were held and regular Board meetings were held at approximately quarterly interval during the year ended 31 December 2013 (the "Year"). Each of the Directors has actively participated in each meeting in person, via telephone or videoconferencing. The Board consents were given by-vote at the Board meetings.

The dates of the 2013 regular Board meetings were determined in 2012 and any amendments to this schedule were notified to all Directors at least 14 days before the meetings. Appropriate arrangements were in place to allow Directors to include items in the agenda for regular Board meetings.

All Directors accessed to the services of the Company Secretary who regularly updated the Board on governance and regulatory matters. Any Director, wishing to do so in the furtherance of respective duties, might take independent professional advice (through the Chairman) at the Company's expense. The availability of professional advice extended to three other committees. Minutes of Board meetings were taken by the Company Secretary and, together with any supporting documents, were available to all Directors. Draft and final versions of the minutes were sent to all Directors for their comment and record respectively.

If a Director had a conflict of interest in a transaction or proposal to be considered by the Board and which the Board has determined to be material, the individual Director declared respective interest and was required to abstain from voting in which he/she or any of his/her associates have material interest and that he/she shall not be counted in the quorum present at the Board meeting. The matter was considered at a Board meeting attended by Independent Non-Executive Directors who had no material interest in the transaction.

本公司整體業務由董事會負責管理。董事會將本集團日常事務的管理授權予本公司的行政管理層處理，而董事會本身則專注處理可影響本集團整體策略方針、財務及股東的事項。行政管理層須就本集團之所有經營業務向董事會承擔全部責任。本集團制定正式清單，以確認應由董事會負責及轉授予管理層負責之具體事項。董事會已就須交由董事會考慮及批准之若干事項向管理層作出清晰指引。董事會為本公司之最終決策單位，惟根據本公司之組織章程細則、上市規則及其他適用法例及規例須由股東批准之事宜則除外。

### 會議常規及守則

於截至2013年12月31日止年度（「本年度」），本公司曾舉行5次董事會會議及大約每季舉行定期董事會會議。董事積極親身、透過電話或視頻會議參與各會議。董事在董事會會議會以投票方式取得共識。

本公司在2012年內已定下2013年董事會定期會議的舉行日期，所有日期改動均在最少14天前通知各董事。本公司備有適當安排，讓董事提出商討事項以納入董事會定期會議議程內。

公司秘書定期更新董事會的管治及規管事宜，全體董事均可聯絡公司秘書。任何董事可就履行職責而（透過主席）尋求獨立專業意見，費用由本公司支付。其他3個委員會亦可尋求專業意見。董事會會議記錄由公司秘書負責撰寫，會議記錄連同任何有關文件均可提供予所有董事。初稿供所有董事審閱，而最後定稿供其作記錄之用。

若有董事在董事會將予考慮的交易或建議中存有董事會認為重大利益衝突時，涉及的個別董事須申報利益，而該董事須就彼或其任何聯繫人士具有重大權益之相關董事會決議案放棄投票，且不會計入出席該董事會會議之法定人數內。有關事項須經董事會會議考慮，而該會議需有於交易中不存在重大利益的獨立非執行董事出席。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Directors' Attendance at Board Meetings, Board Committee Meetings and General Meetings

Details of the attendance of the Directors at the Board meetings, the Audit Committee meetings, the Remuneration Committee meetings, the Nomination Committee meetings and the general meetings are set out in the following table:

董事於董事會會議、董事委員會會議及股東大會之出席情況

董事於董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會的出席詳情列載於下表：

		Meetings Attended/Eligible to attend for the year ended 31 December 2013 於截至2013年12月31日止年度之出席次數/合資格出席之會議					
Name of Directors 董事姓名		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會	Extraordinary General Meeting 股東特別大會
<i>Executive Directors</i>		<i>執行董事</i>					
Madam LI Lan	李蘭女士	5/5	-	-	3/3	1/1	1/1
Mr. HA Kam On, Victor	夏錦安先生	5/5	-	-	-	1/1	1/1
Mr. GONG Zhengyi	宮征誼先生	5/5	-	4/4	-	1/1	1/1
Mr. ZHAO Yao	趙耀先生	3/5	-	-	-	0/1	1/1
<i>Non-executive Directors:</i>		<i>非執行董事：</i>					
Dr. YEN Gordon	嚴震銘博士	5/5	-	-	-	1/1	1/1
Mr. Zhang Chong	張湧先生	5/5	4/4	-	-	1/1	1/1
<i>Independent non-executive Directors:</i>		<i>獨立非執行董事：</i>					
Mr. NG Kwok Tung	伍國棟先生	5/5	4/4	4/4	-	1/1	1/1
Mr. CHOW Wing Kin, Anthony, SBS, JP	周永健先生， 銀紫荊星章，太平紳士	5/5	4/4	-	3/3	1/1	1/1
Mr. YANG Shibin	楊世濱先生	4/5	-	3/4	2/3	1/1	1/1
Date of the meetings	會議日期	25/1/2013	16/1/2013	25/1/2013	20/3/2013	31/5/2013	25/1/2013
		26/3/2013	20/3/2013	20/3/2013	31/5/2013		
		31/5/2013	9/7/2013	31/5/2013	23/8/2013		
		23/8/2013	19/8/2013	19/8/2013			
		8/11/2013					

### Training of Directors

All Directors have been given relevant guideline materials regarding the duties and responsibilities as a Director, the relevant laws, rules and regulations applicable to the Directors, duty of disclosure of interest and business of the Group and such induction materials will also be provided to newly appointed Directors shortly upon their appointment as Directors.

### 董事培訓

所有董事均已獲提供有關擔任董事之職責及責任、適用於董事之相關法例、規則及規例、權益披露責任及本集團業務之有關指引資料，而於新任董事獲委任為本公司董事後，亦會於短期內向其提供該等介紹資料。

## CORPORATE GOVERNANCE REPORT 企業管治報告

All Directors have been updated from time to time on the latest developments and changes in the Listing Rules and other applicable regulatory requirements to ensure compliance and enhance their awareness of good corporate governance practices.

The Directors confirmed that they have complied with the Code Provision A.6.5 of the Code on Directors' training. Throughout the Year, all Directors have participated in continuous professional development by attending seminars/in-house briefing/reading materials on the following topics to develop and refresh their knowledge and skills and provided a record of training to the Company:

全體董事已不時就上市規則及其他適用監管要求之發展及變動獲得最新資料，從而確保遵例，同時加強彼等對良好企業管治常規之意識。

董事確認彼等已遵守有關董事培訓之守則條文第A.6.5條。於本年度，全體董事已透過出席有關以下主題之座談會／內部簡介／閱讀材料參與持續專業發展，以發展及更新彼等之知識及技能，並已向本公司提供培訓紀錄：

Name of Directors	Topics of Training covered (Note)	董事姓名	所涵蓋之培訓主題 (附註)
<i>Executive Directors</i>		<i>執行董事</i>	
Madam LI Lan	(a), (b), (c)	李蘭女士	(a), (b), (c)
Mr. HA Kam On, Victor	(a), (b), (c)	夏錦安先生	(a), (b), (c)
Mr. GONG Zhengyi	(a), (b), (c)	宮征誼先生	(a), (b), (c)
Mr. ZHAO Yao	(a), (b), (c)	趙耀先生	(a), (b), (c)
<i>Non-executive Directors</i>		<i>非執行董事</i>	
Dr. YEN Gordon	(a), (b)	嚴震銘博士	(a), (b)
Mr. Zhang Chong	(a), (b), (c)	張湧先生	(a), (b), (c)
<i>Independent non-executive Directors</i>		<i>獨立非執行董事</i>	
Mr. NG Kwok Tung	(a), (b), (c)	伍國棟先生	(a), (b), (c)
Mr. CHOW Wing Kin, Anthony, <i>SBS, JP</i>	(a), (b)	周永健先生 <i>銀紫荊星章·太平紳士</i>	(a), (b)
Mr. YANG Shibin	(a), (b), (c)	楊世濱先生	(a), (b), (c)

*Note:*

- (a) corporate governance
- (b) regulatory
- (c) finance, business operation/management

*附註:*

- (a) 企業管治
- (b) 監管
- (c) 財務·業務營運／管理

### Directors' Insurance

The Company has arranged appropriate insurance coverage in respect of the legal action against the Directors.

### 董事之保險

本公司已就董事可能面對之法律行動作出適當之投保安排。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER (“CEO”)

During the year under review, the Company had complied with all applicable code provisions of the Code as set out in Appendix 14 of the Listing Rules. However, with effect from 21 March 2014, the Chairman and Executive Director of the Company, Madam Li Lan, takes up the position of Chief Executive Officer of the Company, details of which were set out in the announcement dated 21 March 2014. This deviates from Code Provision A.2.1 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules which stipulates that the responsibilities between the chairman and chief executive officer should be divided. However, having considered the current status of the Group, vesting the roles of both chairman and chief executive officer in the same person enables the Group to more efficiently plan its overall strategy and achieve the budgeted target. The Board believes that the balance of power and authority under this arrangement is adequately ensured by the Board which comprises experienced, professional and high caliber individuals with sufficient number thereof being independent non-executive directors.

### NON-EXECUTIVE DIRECTOR

All the existing Non-Executive Director and Independent Non-Executive Directors, were appointed for a specific term. Each of the Non-Executive Directors and Independent Non-Executive Directors has entered into a letter of appointment with the Company for a term of one year, subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the articles of association of the Company.

### CONFIRMATION OF INDEPENDENCE

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board considered that all the Independent Non-Executive Directors are independent and have appropriate professional qualifications or accounting or related financial management expertise in accordance with Rule 3.13 of the Listing Rules.

### DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules (the “Model Code”) as its own code of conduct regarding directors’ securities transactions. Having made specific enquiries of all Directors, the Company confirmed that all Directors had complied with the required standards set out in the Model Code throughout the Year.

### 主席及行政總裁(「行政總裁」)

於2013年年度，本公司遵守上市規則附錄14所載之守則之全部守則條文。但自2014年3月21日起，本公司主席及執行董事李蘭女士開始兼任本公司行政總裁一職，詳情載於日期為2014年3月21日之公告。此會偏離上市規則附錄14(企業管治守則及企業管治報告)守則條文A.2.1的規定，主席與行政總裁的角色應有區分，不應由一人同時兼任，但考慮到本集團現時的情況，由同一名人士同時擔任本公司主席及行政總裁兩個職務可以讓本集團更有效率地計劃整體策略及完成預算目標。由於董事會由經驗豐富人士及專業人士的組成(包括充足的獨立非執行董事人數)，相信會有足夠能力確保職能及權力在此安排下得到平衡。

### 非執行董事

所有現有非執行董事及獨立非執行董事均有特定委任年期。非執行董事及獨立非執行董事已各自與本公司訂立委任函件，任期為1年，並須根據本公司之組織章程細則於本公司股東大會上輪席告退及膺選連任。

### 獨立性確認書

本公司已根據上市規則第3.13條接獲各獨立非執行董事的年度獨立確認書。根據上市規則第3.13條，董事會認為全體獨立非執行董事均為獨立人士，並具備合適專業資格或會計或相關財務管理知識。

### 董事進行證券交易

本公司已採納上市規則附錄10所載上市公司董事進行證券交易的標準守則(「標準守則」)為其有關董事進行證券交易之守則。經向本公司所有董事作出具體查詢後，本公司認為所有董事於本年度均已遵守標準守則所要求的標準。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### CORPORATE GOVERNANCE

#### Corporate Governance Duties

The Board is responsible for performing the corporate governance duties for the Group, including (a) developing and reviewing the policies and practices on (i) corporate governance and (ii) compliance with legal and regulations requirements of the Company; (b) reviewing and monitoring the training and continuous professional development of Directors and management; and (c) reviewing the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

#### Corporate Governance Code

Throughout the Year, the Company has applied the principles of, and complied with all the applicable code provisions of the Code.

### BOARD COMMITTEES

The Board currently has established three committees, namely the Remuneration Committee, the Nomination Committee and the Audit Committee, each with a specific terms of reference. Their terms of reference have been approved and reviewed by the Board and were updated with reference to the Code from time to time. The terms of reference of each of the Remuneration Committee, the Nomination Committee and the Audit Committee have been posted on the websites of the Stock Exchange and the Company.

During the Year, these committees adhered to their principles, procedures and arrangements set out in their respective terms of reference. The respective committee secretary took full minutes of the meetings of these committees and the work of these committees was reported to the Board regularly.

#### Remuneration Committee

The Company has established a Remuneration Committee with written terms of reference and its principal duties are 1) to make recommendations to the Board on the remuneration policy for all Directors, 2) to review and approve the Company's remuneration policy and 3) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives for the Board for approval. The Company's remuneration policy is to provide a competitive level of remuneration in accordance with current market conditions to attract and motivate the Directors and staff for their contribution.

### 企業管治

#### 企業管治職責

董事會須負責履行本集團之企業管治職責，包括 (a) 制定及檢討有關 (i) 企業管治及 (ii) 本公司在遵守法例及監管規定方面之政策及慣例；(b) 檢討及監察董事及管理人員之培訓及持續專業發展；及 (c) 檢討本公司有否遵守上市規則附錄 14 (企業管治守則及企業管治報告) 之規定。

#### 企業管治守則

於本年度，本公司已應用及一直遵守守則之原則及所有適用守則條文。

### 董事會委員會

董事會現已成立 3 個委員會，分別為薪酬委員會、提名委員會及審核委員會，各自有特定職權範圍書。彼等之職權範圍書已獲董事會批准及審閱，並已參考不時更新之守則。薪酬委員會、提名委員會及審核委員會各自之職權範圍書已刊載於聯交所及本公司網站。

於本年度內，該等委員會均已遵守彼等各自之職權範圍書所載之原則、程序及安排。委員會相關秘書負責為該等委員會撰寫完整的會議記錄，而委員會則定期向董事會作出工作匯報。

#### 薪酬委員會

本公司已成立薪酬委員會，並設有書面職權範圍書，其主要職務為 1) 制訂全體董事之薪酬政策向董事會提出建議、2) 審批公司的薪酬政策及 3) 為因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議，並向董事會提出建議供董事會審批。本公司的薪酬政策旨在根據目前市況提供具競爭力的薪酬，以吸引及激勵董事及員工作出貢獻。



## CORPORATE GOVERNANCE REPORT 企業管治報告

The Remuneration Committee presently comprises one Executive Director and two Independent Non-Executive Directors, namely Mr. GONG Zhengyi, Mr. YANG Shibin and Mr. NG Kwok Tung, and is chaired by Mr. YANG Shibin. The Remuneration Committee held four meetings during the Year and details of attendance are shown in the table on page 27. A summary of the work of the Remuneration Committee during the Year is set out as follows:

- made recommendations to the Board on the remuneration packages of individual Executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment and assessed their performance;
- reviewed and approved the management's remuneration proposals with reference to the Board's corporate goals and objectives; and
- ensured that no director or any of respective associates is involved in deciding their respective remuneration.

### Nomination Committee

The Company has established a Nomination Committee with written terms of reference and its principal duties are 1) to review the structure, size and diversity of the Board and the Executive Committee at least annually, 2) to identify and recommend suitably qualified candidates as new director(s) or to fill Board vacancies as they arise and to assess candidates as new member(s) of the Executive Committee or to fill Committee vacancies as they arises, for the approval of the Board.

Criteria adopted by the Nomination Committee in considering whether the relevant personnel are suitable as Directors include their qualifications, experience, expertise, skills and knowledge, ethnicity, age, cultural background and so on in view of the provisions of the Listing Rules and the policy of diversity of the Board (the "Policy") as adopted by the Board during the year and summarised as follows:

### Purpose

1. to increase diversity at the level of the Board;
2. to enhance the effectiveness of the Board and quality of its performance; and
3. to support the attainment of strategic objectives/plan and sustainable and balanced development of the Company.

薪酬委員會現由1名執行董事及2名獨立非執行董事組成，分別為宮征誼先生、楊世濱先生及伍國棟先生，委員會主席為楊世濱先生。薪酬委員會於期內舉行了4次會議，出席詳情列於第27頁之表內。薪酬委員會於本年度內的工作概要包括以下事項：

- 就個別執行董事之酬金待遇向董事會提供建議，包括金錢利益、退休金權利及賠償金額（包括喪失或終止職務或委任的賠償），及評審彼等之表現；
- 因應董事會所訂企業方針及目標而檢討及批准管理層薪酬建議；及
- 確保任何董事或各自的任何聯繫人不可參與決定彼等之薪酬。

### 提名委員會

本公司已成立提名委員會，並設有書面職權範圍書，其主要職責包括1)至少每年檢討董事會及行政議會的架構、人數及多元化、2)物色及提名合資格人士成為董事會新成員或填補董事會空缺的人選，以及評審行政議會新成員及填補行政議會空缺的人選，供董事會批准。

提名委員會在考慮有關人士是否適合成為董事時，基於上市規則及董事會於本年度採納之董事會成員多元化政策（「本政策」），採納的準則包括其資歷、經驗、專長、技能及知識、種族、年齡及文化背景等。本政策總結如下：

### 目的

1. 增加董事會之多元化；
2. 提升董事會之效率及表現質素；及
3. 支持達到本公司之策略目標／計劃及持續及平衡發展。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Measurable Objectives

The optimum composition of the Board will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional qualification, regional and industry experience, skills, knowledge and other experience of Directors. The ultimate decision will be based on merit and contribution that the selected candidate(s) will bring to the Board.

### Monitoring and Review

The Nomination Committee will monitor and review the Policy and recommend any revisions thereof (if appropriate) to the Board.

The Nomination Committee presently comprises one Executive Director and two Independent Non-Executive Directors, namely Madam LI Lan, Mr. CHOW Wing Kin, Anthony, SBS, JP and Mr. YANG Shibin and is chaired by Madam LI Lan.

The Nomination Committee held three meetings during the Year and details of attendance are shown in the table on page 27. A summary of the work of the Nomination Committee during the Year is set out as follow:

- made recommendations to the Board and determined the policy on the selection of individuals nominated for directorships, the appointment or re-appointment of Directors and assess independence of Independent Non-Executive Directors;
- reviewed the policy of diversity of the Board; and
- reviewed the size, structure and diversity of the Board, and assessed the balance of skills and experience of the Board as expedient with diversity of perspectives appropriate to the requirements of the business of the Company and its subsidiaries.

The Company follows a formal, fair and transparent procedure for the appointment of new directors to the Board. The Committee will first consider necessary changes in respect of the structure, size and diversity of the Board, identify suitably qualified candidates by considering their professional knowledge and industry experience, personal ethics, integrity and personal skills and time commitments, and makes recommendations to the Board for decision. The nomination criteria also include the nominee's skills and experience appropriate for the requirements of the Group's business.

### 可計量目標

最佳的董事會組成將按一系列多元化範疇為基準，包括但不限於董事的性別、年齡、文化及教育背景、專業資格、地區及行業經驗、技能、知識及其他資歷。最終人選將按其長處及可為董事會提供的貢獻作決定。

### 監控及檢討

提名委員會將會負責監控及檢討本政策及在適當情況下向董事會提出修改建議。

提名委員會現由1名執行董事及2名獨立非執行董事組成，分別為李蘭女士、周永健先生、銀紫荊星章、太平紳士及楊世濱先生，委員會主席為李蘭女士。

提名委員會於期內舉行了3次會議，出席詳情列於第27頁之表內。提名委員會於本年度內之工作概要包括以下事項：

- 為就挑選提名出任董事之人士、委任或重新委任董事向董事會提供建議及決定政策，以及評核獨立非執行董事之獨立性。
- 檢討董事會成員多元化政策；及
- 檢討董事會的人數、組成、架構及多元化，並評估董事會技能的均衡和經驗；及觀點多元化以適合及有利於本公司及其附屬公司的業務要求。

本公司依照正規、公平、透明之程序委任新董事加入董事會。委員會將首先考慮董事會架構、規模及多元化之必要變動，然後考慮專業知識及行業經驗、個人操守、誠信及個人技能及所付出時間物色適當之合資格人選，並向董事會提供建議。提名標準亦包括提名人之技能及經驗是否符合本集團業務之要求。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Audit Committee

The Company has established an Audit Committee with written terms of reference for the purposes of reviewing and providing supervision over the Company's financial reporting process and internal controls. The principal duties of the Audit Committee is to consider the appointment and remuneration of the external auditors, to monitor the integrity of the Group's financial statements with focus on the changes in accounting policies and practices, major judgmental areas, significant audit adjustments, going concern assumptions, and compliance with accounting standards, the Listing Rules and other applicable legal requirements, and to review the Group's financial reporting system and internal control procedures.

The Audit Committee presently comprises one Non-Executive Director and two Independent Non-Executive Directors, namely Mr. ZHANG Chong, Mr. NG Kwok Tung and Mr. CHOW Wing Kin, Anthony, *SBS, JP* and is chaired by Mr. NG Kwok Tung.

The Audit Committee held four meetings during the Year and details of attendance are shown in the table on page 27. A summary of the work of the Audit Committee during the Year is set out as follows:

- provided recommendations to the Board on the appointment and reappointment of external auditors, and approved the audit fee and terms of engagement of the external auditors;
- reviewed and monitored external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards, and discussed with external auditors before audit commenced, the nature and scope of the audit and reporting obligations;
- reviewed the financial statements, interim report and annual report, and reviewed significant financial reporting judgments contained in them;
- reviewed financial controls, internal controls and risk management systems;

### 審核委員會

本公司已成立審核委員會，並設有書面職權範圍書，藉以檢討及監察本公司之財務申報程序及內部監控制度。審核委員會的主要職務為考慮外聘核數師的委任及酬金、監督本集團財務報表是否完整（尤其著重會計政策及實務的更改、重要判斷範圍、重大核數調整、持續經營假設以及是否符合會計準則、上市規則及其他適用之法律要求），同時檢討本集團的財務申報制度及內部監控程序。

審核委員會現由1名非執行董事及2名獨立非執行董事組成，分別為張湧先生、伍國棟先生及周永健先生，*銀紫荊星章，太平紳士*，委員會主席為伍國棟先生。

審核委員會於本年度內舉行了4次會議，出席詳情列於第27頁之表內。審核委員會於本年度內的工作概要包括以下事項：

- 就外聘核數師的委任及重新委任向董事會提供建議，及核准外聘核數師酬金及聘用條款；
- 按適用的標準檢討及監察外聘核數師的獨立性及客觀性，以及核數程序的有效性；並與外聘核數師在審核工作開始前預先討論審核工作的性質和範圍及有關申報責任；
- 審閱財務報表、中期報告及年度報告，並檢閱其所載有關財務申報的重大判斷；
- 檢閱財務監控、內部監控及風險管理制度；

## CORPORATE GOVERNANCE REPORT 企業管治報告

- discussed the internal control system with management to ensure that the management had performed its duty to achieve an effective internal control system. Such discussion included the adequacy of resources, staff qualifications and experience, training programmes and budget of accounting and financial reporting function;
- ensured co-ordination between internal and external auditors, and ensured that internal audit function was adequately resourced and had appropriate standing within the Company, and reviewed and monitored its effectiveness;
- reviewed financial and accounting policies and practices; and
- reviewed external auditors' management letter, any material queries raised by auditors to management regarding the accounting records, financial accounts or systems of control and management's response.
- 與管理層討論內部監控系統，並確保管理層已履行職責建立有效的內部監控系統。有關討論包括財務匯報職能方面資源、員工之資歷及經驗、培訓課程及有關預算是否充足；
- 確保內部和外聘核數師的工作得到協調；及確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位；以及檢討及監察內部審核功能的有效性；
- 檢閱財務及會計政策及實務；及
- 檢閱外聘核數師致管理層的審核情況說明函件、核數師就會計記錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層的回應。

### AUDITORS' REMUNERATION

For the year ended 31 December 2013, the fees paid/payable to BDO Limited, in respect of audit and non-audit services amounted to approximately HK\$3,626,000 and HK\$436,000 respectively.

### 核數師酬金

截至2013年12月31日止年度，就審計及非審計服務已付／應付予香港立信德豪會計師事務所有限公司之費用分別約為3,626,000港元及436,000港元。

### DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge the responsibilities for preparing the financial statements of the Company. The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. The external auditors' statement about their reporting responsibilities is set out on pages 53 and 54.

### 董事及核數師對財務報表的責任

董事知悉其有編製本公司財務報表的責任。董事並不知悉任何有關可能對本集團按持續基準繼續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。外聘核數師發表有關其申報責任的聲明載列於第53及54頁。

### INTERNAL CONTROLS

The Board is responsible for the Group's system of internal controls and for reviewing its effectiveness and convening meetings regularly to discuss financial, operational and risk management control.

### 內部監控

董事會須負責本集團之內部監控制度，檢討其成效及定期召開會議，討論財務、營運及風險管理監控事宜。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### SHAREHOLDERS' RIGHTS

The Board and the management of the Company endeavour to maintain a continuing communication with the Shareholders and investors through various channels, including the Company's general meetings. Set out below is a summary of how the Shareholders can convene an extraordinary general meeting (the "EGM") and putting forward proposals at general meetings.

#### Convening an EGM

Pursuant to Sections 566-569 of the new Companies Ordinance (Cap 622 of the laws of Hong Kong), shareholder(s) holding at least 5% of the total voting rights of all the shareholders having a right to vote a general meetings, may by written request authenticated by the shareholder making it and sent to the Company, to require the Directors to call a meeting.

The written request (i) must state the general nature of the business to be dealt with; and (ii) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.

The Directors must call a meeting within 21 days after the date on which they become subject to the requirement and such meeting must be held within 28 days after the date of the notice convening the meeting.

If the written request received by the Company identify a resolution that may properly be moved and is intended to be moved at the meeting, the notice of the meeting must include notice of the resolution. The business that may be dealt with at the meeting includes a resolution of which notice has been included in such notice of meeting. If the resolution to be proposed as a special resolution, the Directors must include, in the notice of the meeting, the text of the resolution and specifies the intention to propose the resolution as a special resolution.

If the Directors do not call a meeting as required by the written request mentioned above, the shareholders who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.

The meeting to be called by the Shareholders must be called (i) within 3 months after the date on which the Directors become subject to the requirement to call a meeting and (ii) in the same manner, as nearly as possible, as that in which that meeting is required to be called by the Directors.

### 股東之權利

董事會及本公司管理層致力通過不同渠道與股東及投資者保持持續溝通，包括本公司之股東大會。以下概述股東可如何召開股東特別大會（「股東特別大會」）及於股東大會上提呈建議。

#### 召開股東特別大會

根據新公司條例（香港法例第622章）第566-569條，1名或多名股東（佔全體有權在股東大會上表決的股東的總表決權最少5%），可通過遞交經提呈股東認證的書面請求至本公司，要求董事召集會議。

該書面要求(i)須述明有待處理的事務的一般性質，及(ii)可包含可恰當地動議並擬在該股東大會上動議的決議文本。

董事必須於他們受到召開股東大會的規定所規限日期後的21日內召開股東大會，該大會須在召開該股東大會的通知發出日期後的28日內舉行。

如果本公司收到書面要求，指出一項可恰當地動議並擬在該股東大會上動議的決議，則大會通知必須包括該決議的通知。已包含在大會通知內的決議，則可列為該大會上處理的事務。如果決議案提呈為特別決議案，董事必須於股東大會的通知內包含該決議的文本，並指明擬採用特別決議的形式提出該決議的意向。

如果董事沒有按上述書面要求的規定召開會議，則要求召開該股東大會的股東，或佔全體該等股東的總表決權過半數的股東，可自行召開股東大會。

股東召開的會議，必須(i)在董事受到召開股東大會的規定所規限的日期後的3個月內，及(ii)盡可能按董事須召開該股東大會的同樣方式召開。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The business that may be dealt with at the meeting includes a resolution of which notice has been included in the notice of meeting.

Any reasonable expenses incurred by the Shareholders requesting the meeting by reason of the failure of the Directors duly to call a meeting must be reimbursed by the Company.

### Procedures to put forward proposals at general meetings

Pursuant to Section 580 of the new Companies Ordinance (Cap 622 of laws of Hong Kong), a Shareholder may request the Company to circulate a statement of not more than 1,000 words with respect to a matter mentioned in any proposed resolution or other business to be dealt with in any general meeting.

To put forward proposals at the meeting, a written request must be made by (i) Shareholder(s) holding at least 2.5% of the total voting rights of all the Shareholders who have a relevant right to vote on a proposed resolution at the meeting; or (ii) at least 50 members who have a relevant right to vote on a proposed resolution at the meeting.

The written request must identify the statement to be circulated, authenticated by the person(s) making it, and received by the Company at least 7 days before the relevant meeting. The expenses of circulating such statement must be paid by the Shareholder(s) who requested the circulation of the statement unless the Company resolves otherwise or (i) the meeting to which the requests related is an annual general meeting of the Company; and (ii) requests sufficient to require the Company to circulate the statement are received in time to enable the Company to send a copy of the statement at the same time as it gives notice of the meeting.

### Enquires from Shareholders

Shareholders should direct their enquiries in respect of their shareholdings to the Company's share registrar, Tricor Secretaries Limited. Other Shareholders' enquiries can be directed to the Investor Relations Representative of the Company whose contact details are shown under "Shareholder Information" of this annual report.

## CONSTITUTIONAL DOCUMENTS

There are no significant changes in the Company's constitutional documents during the Year.

可在該股東大會上處理的事務，包括已列入大會通知內的決議。

如因董事沒有妥為召開股東大會，導致要求召開會議的股東產生之任何合理開支，將會由公司承擔。

### 於股東大會上提呈議案程序

根據新公司條例（香港法例第622章）第580條，股東可要求公司傳閱關於有待在該股東大會上處理的決議或其他事務，而字數不多於1000字的陳述書。

如欲在會議上提呈建議，以下人士必須提出書面要求：(i)佔全體有相關表決權利的股東的總表決權最少2.5%的股東；或(ii)最少50名有相關表決權利的成員。

該書面要求須指出將予傳閱的陳述書並經所有提出該要求的人認證；及須於該要求所關乎的股東大會前最少7日送抵該公司。要求傳閱有關陳述書的股東須支付傳閱有關陳述書的費用，除非公司通過決議，或：(i)有關要求所關乎的股東大會，是本公司的週年股東大會；及(ii)本公司及時收到足以令本公司須傳閱該陳述書的要求，使本公司在發出該股東大會的通知的同時，能夠送交該陳述書的文本。

### 股東查詢

股東可向本公司之股份過戶登記處卓佳秘書商務有限公司查詢彼等之持股情況。股東之其他查詢可向本公司投資者關係代表作出，其聯絡資料已列載於本年報「股東資料」內。

## 組織章程文件

於本年度內，本公司之組織章程文件並無任何重大變動。

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

### Executive Director

Madam LI Lan

*Chairman, Executive Director and Chief Executive Officer  
Chairman of Nomination Committee*

Aged 59, was appointed as the Chairman of the Board, an Executive Director and the Chairman of the Nomination Committee on 6 June 2012. Madam LI has been appointed as Chief Executive Officer of the Company since 21 March 2014. Madam LI has been the Deputy General Manager of Chinatex Corporation\* (中國中紡集團公司) (“Chinatex”). Madam LI has almost 31 years of experience in the textile industry. She joined the predecessor of Chinatex, China National Textiles Import and Export Corporation\* (中國紡織品進出口總公司) (“General Corporation”) in 1983 and previously held positions as Deputy General Manager of General Corporation, General Manager of Chinatex Knitwear and Manufactured Goods Import and Export Corporation\* (中紡針棉毛織品進出口公司), and Deputy General Manager of Chinatex Cotton and Yarn Import and Export Corporation\* (中紡紗布進出口公司). Madam LI graduated with a Bachelor degree in Economics, major in French from the Faculty of French Literature, Beijing Foreign Trade College (currently known as University of International Business and Economics), China in 1983. Madam LI is currently a council member of the 2nd annual China’s Association of Economy and Trade Across Taiwan Straits.

Mr. HA Kam On, Victor

*Vice-Chairman of the Board  
Director of various subsidiaries of the Group*

Aged 48, joined the Group in 2002 as General Manager of the garment business and became an Executive Director in 2004. He was promoted to Executive Director and Group General Manager in 2009 and appointed as Group Managing Director in May 2011. Mr. HA has been appointed as Vice-Chairman of the Board and Chief Executive Officer of the Company in June 2012. He has ceased to act as Chief Executive Officer of the Company since 21 March 2014. He serves as an Assistant Chairman of the Hong Kong Jiangyin Trade Association; a Director of the Hong Kong General Chamber of Textiles Limited; a Director of HK Wuxi Trade Association; a Founding Member of the Hong Kong Professionals & Senior Executives Association and a Member of Hong Kong Young Industrialists Council. He has been accredited as Honorary Citizen of Jiangmen City in the PRC; and was also awarded the “Young Industrialist Awards of Hong Kong” from the Federation of Hong Kong Industries in 2010. He possesses a degree in Production Engineering from Coventry University, UK. Prior to joining the Group, Mr. HA has over 12 years of operations and management experience in the garment trading and manufacturing industry. Mr. HA is the brother-in-law of Dr. YEN Gordon.

\* For identification purpose only

\* 僅供識別

### 執行董事

李蘭女士

*主席、執行董事兼行政總裁  
提名委員會主席*

現年59歲，於2012年6月6日獲委任為董事會主席、執行董事及提名委員會主席，並於2014年3月21日獲委任為本公司行政總裁。李女士之前擔任中國中紡集團公司（「中紡」）的副總經理。李女士擁有近31年從事紡織行業之經驗。彼於1983年加入中紡的前身中國紡織品進出口總公司（「總公司」），並先後擔任總公司副總經理、中紡針棉毛織品進出口公司總經理及中紡紗布進出口公司副總經理。李女士在1983年畢業於中國北京對外貿易學院（現稱為對外經濟貿易大學）法語系法語專業，取得經濟學學士學位。李女士現時還擔任海峽兩岸經貿交流協會第2屆理事會理事。

夏錦安先生

*董事會副主席  
集團數間附屬公司之董事*

現年48歲，夏先生於2002年加入集團，並於2004年晉升為執行董事，負責集團的製衣業務。夏先生於2009年晉升至執行董事兼集團總經理，及於2011年5月獲委任為集團董事總經理，彼於2012年6月獲委任為董事會副主席及本公司行政總裁，而於2014年3月21日起不再擔任行政總裁。彼為香港江陰商會副會長、香港紡織商會會董、香港無錫商會董事、香港專業及資深行政人員協會創會會員及香港青年工業家協會會員。彼榮獲中國江門市榮譽市民，並於2010年獲得由香港工業總會頒發之「香港青年工業家獎」。彼於英國高雲地利大學獲得生產工程學士學位。在加入集團之前，夏先生在成衣貿易及製造行業有12年以上的營運及管理經驗。夏先生為嚴震銘博士之配偶的哥哥。

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

Mr. GONG Zhengyi

*Executive Director*

*Member of Remuneration Committee*

Aged 59, was appointed as an Executive Director and the member of the Remuneration Committee on 6 June 2012. Mr. GONG is currently the General Manager of Chinatex (H.K.) Holding Limited (中紡(香港)控股有限公司), a subsidiary of Chinatex. Mr. GONG has almost 29 years of experience in the textile industry. He joined the predecessor of Chinatex, the General Corporation, in 1984 and served as General Manager of Chinatex Raw Materials International Trading Corporation, a subsidiary of Chinatex. He also held position as General Manager of Chinatex (Australia) Wool Company Proprietary Limited (中紡駐澳大利亞羊毛公司\*), a subsidiary of Chinatex. Mr. GONG graduated from Hebei University, China, Faculty of Chinese Studies with a major in Chinese Literature in 1979. He obtained a Certificate of Marketing and Management in Macquarie Graduate School of Management, Australia in 1997. Mr. GONG also has obtained the qualification of Foreign Trade Management Economist.

Mr. ZHAO Yao

*Executive Director*

Aged 50, was appointed as Executive Director on 27 November 2012. Mr. ZHAO is currently the Assistant President of Chinatex and the General Manager of Asset Management Department of Chinatex, Chairman and General Manager of Chinatex Xinyuan Assets Management Co., Ltd.\* (中紡信遠資產管理有限公司), General Manager of Chinatex Tianyuan Property Management Co., Ltd.\* (廊坊中紡天元投資有限公司), General Manager of Chinatex Real Estate Administration Co., Ltd.\* (中紡物業管理有限公司), Chairman of Chinatex (H.K.) Holding Limited, Chairman of Huasheng Fujitec Elevator Co., Ltd.\* (華升富士達電梯有限公司), Chairman of Shanghai Huasheng Fujitec Escalator Co., Ltd.\* (上海華升富士達扶梯有限公司), Chairman of Shanghai Huade Photoelectron Science & Technology Co., Ltd.\* (上海華德光電科技有限公司). Mr. ZHAO has almost 26 years of experience in the textile industry. He joined the predecessor of Chinatex, the General Corporation in 1987 and held positions as Financial Manager of Wah Gar Knitwear Factory Company Limited (香港華嘉企業集團\*), General Manager of Suzhou Zhongfa Property Management Co., Ltd.\* (蘇州中發物業有限公司), Deputy General Manager of Chinatex Property Management Co., Ltd.\* (中紡物業公司), Vice President of Chudai Trading Co., Ltd.\* (日本中大株式會社), a subsidiary of Chinatex. Mr. ZHAO graduated with a diploma in industrial accounting from Renmin University of China in 1987.

宮征誼先生

*執行董事*

*薪酬委員會成員*

現年59歲，於2012年6月6日獲委任為執行董事及薪酬委員會之成員。宮先生現任中紡所屬子公司中紡(香港)控股有限公司的總經理。宮先生擁有近29年從事紡織行業之經驗。宮先生於1984年加入中紡的前身—總公司，及並曾擔任所屬子公司中紡原料國際貿易公司總經理。彼亦曾擔任中紡所屬子公司，中紡駐澳大利亞羊毛公司總經理。宮先生在1979年畢業於中國河北大學中文系中國文學專業(專科)及在1997年取得澳洲麥考瑞大學管理學院頒發的市場及管理深造證書。宮先生亦擁有外貿企業管理經濟師的職稱。

趙耀先生

*執行董事*

現年50歲，於2012年11月27日獲委任為執行董事。趙先生現任中紡總裁助理兼資產管理部總經理、中紡信遠資產管理有限公司董事長、總經理、廊坊中紡天元投資有限公司總經理、中紡物業管理有限公司總經理、中紡(香港)控股有限公司董事長、華升富士達電梯有限公司董事長、上海華升富士達扶梯有限公司董事長、上海華德光電科技有限公司董事長。趙先生擁有近26年從事紡織行業之經驗，趙先生於1987年加入中紡的前身—總公司，並先後擔任香港華嘉企業集團\*(Wah Gar Knitwear Factory Company Limited)財務經理、蘇州中發物業有限公司總經理、中紡物業公司副總經理、中紡所屬日本中大株式會社副社長。趙先生1987年畢業於中國人民大學一分校工業會計專業。

\* For identification purpose only

\* 僅供識別



## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

### Non-Executive Director

Dr. YEN Gordon

#### *Non-Executive Director*

Aged 44, has been a Non-Executive Director of the Group since 31 May 2013. He joined the Group in 1999 as the Assistant to Chairman and was promoted to an Executive Director in 2004, then assumed the additional role of Chief Financial Officer in 2012. He also serves as an Independent Non-Executive Director and the Chairman of the Remuneration Committee of Hopewell Holdings Limited. Dr. Yen is a Member of the Henan Province Committee of the Chinese People's Political Consultative Conference of the People's Republic of China; member of the Textile Advisory Board to the Trade & Industry Department; Chairman of The Hong Kong General Chamber of Textiles; Director of GS1 HK Limited; and Director of the Hong Kong Chiu Chow Chamber of Commerce. He holds a Bachelor degree in Manufacturing Engineering from Boston University, USA; a Master degree in Business Administration from McGill University, Canada and a Doctorate degree in Business Administration from The Hong Kong Polytechnic University. Prior to joining the Group, Dr. YEN has extensive experience in the infrastructure sector. Dr. YEN is the brother-in-law of Mr. HA Kam On, Victor.

Mr. ZHANG Chong

#### *Non-executive Director*

#### *Member of Audit Committee*

Aged 43, was appointed as a Non-Executive Director and the member of the Audit Committee on 6 June 2012. Mr. ZHANG is currently the General Manager of Investment Management Department of Chinatex. Mr. ZHANG has over 18 years of experience in the textiles industry. He joined the predecessor of Chinatex, the General Corporation in 1995 and held positions as the General Manager of Strategy Department, Deputy General Manager of Strategy Department and General Manager of Investment Department of Chinatex, Deputy General Manager of Enterprise Management Department of Chinatex, officer of Policy Research Office and assistant of Manager Office of General Corporation. Mr. ZHANG graduated with a Master degree in Business Management from the Faculty of Business Administration, University of International Business and Economics, China in 1995. Mr. ZHANG is currently studying an Executive Master in Business Administration (EMBA) at China Europe International Business School (CEIBS).

### 非執行董事

嚴震銘博士

#### *非執行董事*

現年44歲，自2013年5月31日起出任本集團非執行董事。他於1999年加入集團為主席助理，於2004年晉升為執行董事，及於2012年兼任首席財務官。他亦為合和實業有限公司之獨立非執行董事及薪酬委員會主席。嚴博士為中國河南省政協委員，工業貿易署紡織業諮詢委員會委員、香港紡織商會會長、香港貨品編碼協會董事及香港潮州商會會董。彼持有美國波士頓大學生產工程學士學位、加拿大麥基爾大學工商管理碩士學位及香港理工大學工商管理博士學位。在加入集團之前，嚴博士在基礎建設行業擁有豐富經驗。嚴博士為夏錦安先生之妹夫。

張湧先生

#### *非執行董事*

#### *審核委員會成員*

現年43歲，於2012年6月6日獲委任為非執行董事及審核委員會之成員。張先生現任中紡投資管理部的總經理。張先生擁有超過18年從事紡織行業之經驗。張先生在1995年加入中紡的前身一總公司，先後擔任中紡戰略發展部總經理、戰略發展部副總經理、投行業務部總經理、企管部副總經理，以及總公司政策研究室科員及經理辦公室助理。張先生在1995年畢業於中國對外經濟貿易大學企業管理系，取得管理學碩士學位。張先生目前就讀於中歐國際工商學院(CEIBS)高層管理人員工商管理碩士課程(EMBA)。

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

### Independent Non-Executive Director

Mr. NG Kwok Tung

*Independent Non-executive Director*

*Chairman of Audit Committee*

*Member of Remuneration Committee*

Aged 63, joined the Group's Board in 1993 as an Independent Non-Executive Director. Mr. NG is a practising accountant. He is also an Independent Non-Executive Director of Universe International Holdings Limited until his retirement on 2 December 2013 and a Non-Executive Director of Wah Ha Reality Company Limited, both of which are listed companies in Hong Kong. He holds a Bachelor of Commerce Degree and a Licentiate in Accountancy from McGill University, Canada and a Diploma in Chinese Law from the University of East Asia, Macao. Mr. NG is a Member of Hong Kong Institute of Certified Public Accountants, Institute of Chartered Professional Accountants of British Columbia, Order of Chartered Professional Accountants of Quebec, The Canadian Institute of Chartered Professional Accountants, The Taxation Institute of Hong Kong, The Society of Chinese Accountants and Auditors and the Society of Registered Financial Planners.

Mr. CHOW Wing Kin, Anthony, SBS, JP

*Independent Non-executive Director*

*Member of Audit Committee*

*Member of Nomination Committee*

Aged 63, joined the Group's Board in 2004 as an Independent Non-Executive Director. Mr. CHOW has been practicing as a solicitor in Hong Kong for the past 34 years and is a partner in the law firm, Messrs. Peter C. Wong, Chow & Chow. He is a Non-Executive Director of Kingmaker Footwear Holdings Limited, a company listed in Hong Kong. He also sits on the board of The Link Management Limited which manages The Link Real Estate Investment Trust. For the period from June 2005 to July 2011, Mr. CHOW was an Independent Non-Executive Director of Ping An Insurance (Group) Company of China, Limited, a company listed in Hong Kong. Mr. CHOW was the Chairman of the Process Review Panel for the Securities and Futures Commission until 31 October 2012. He is the Deputy Chairman of Appeal Board on Public Meetings and Processions and a member of Process Review Panel for the Financial Reporting Council. He is also a Member of National Committee of the Chinese People's Political Consultative Conference and a Member of the Board of Stewards of The Hong Kong Jockey Club.

### 獨立非執行董事

伍國棟先生

*獨立非執行董事*

*審核委員會主席*

*薪酬委員會成員*

現年63歲，於1993年加入集團董事會為獨立非執行董事。伍先生現為執業會計師。彼亦為寰宇國際控股有限公司之獨立非執行董事直至2013年12月2日退任為止及華廈置業有限公司之非執行董事，該兩間公司均為香港上市公司。彼持有加拿大麥基爾大學商學院商科學士學位及高級會計文憑及澳門東亞大學中國法律文憑。伍先生為香港會計師公會、加拿大英屬哥倫比亞特許會計師公會、加拿大魁北克省特許會計師公會、加拿大特許會計師公會、香港稅務學會、香港華人會計師公會及註冊財務策劃師協會會員。

周永健先生，銀紫荊星章，太平紳士

*獨立非執行董事*

*審核委員會成員*

*提名委員會成員*

現年63歲，於2004年加入集團董事會為獨立非執行董事。周先生在過去34年來一直為香港執業律師，乃王澤長、周淑嫻、周永健律師行之合夥人。彼為香港上市公司信星鞋業集團有限公司之非執行董事。彼亦為管理領匯房地產投資信託基金之領匯管理有限公司之董事會成員。於2005年6月至2011年7月期間，周先生為香港上市公司中國平安保險（集團）股份有限公司之獨立非執行董事。周先生為證券及期貨事務監察委員會程式覆檢委員會主席至2012年10月31日。周先生為公眾集會及遊行上訴委員會副主席及財務匯報局程序覆檢委員會成員。彼亦為中國人民政治協商會議全國委員會委員及香港賽馬會董事。

## PROFILES OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員簡介

Mr. YANG Shibin

*Independent non-executive Director*

*Chairman of Remuneration Committee*

*Member of Nomination Committee*

Aged 44, was appointed as an Independent Non-Executive Director, the chairman of the Remuneration Committee and the member of the Nomination Committee on 6 June 2012. Mr. YANG has over 22 years of experience in the textiles industry. He is currently the Deputy Secretary-General of China National Textile and Apparel Council and chairman of China Knitting Industry Association (“CKIA”). Mr. YANG joined the CKIA in 2005. Between 2002 and 2005, Mr. YANG held positions as the Deputy General Manager, General Manager of Changshu Ecoya-Soy Fiber Company Limited\* (常熟市江河天絨絲纖維有限公司) of Changshu. Between 1997 and 2002, he served as the secretary-general of China Textile Industry Enterprise Management Association and Deputy Consultant of State Bureau of Textile Industry. Mr. YANG has been serving as an Independent Director of Shanghai Dragon Corporation (上海龍頭股份有限公司), a company listed in the Shanghai Stock Exchange, since 2007. Mr. YANG has been serving as an Independent Director of Shenzhen Textile (Holdings) Co., Ltd., a company listed in the Shenzhen Stock Exchange, since 2010. Mr. YANG has been serving as a Director of Huafu Top Dyed Yarn Melange Co., Ltd., a company listed in the Shenzhen Stock Exchange, since 2011. Mr. YANG graduated with a Master degree in Engineering from the Faculty of Engineering, Donghua University, China in 2004. He graduated with a Master degree of Executive Master of Business Administration from China Europe International Business School, China in 2009.

楊世濱先生

獨立非執行董事

薪酬委員會主席

提名委員會成員

現年44歲，於2012年6月6日獲委任為獨立非執行董事、薪酬委員會之主席及提名委員會之成員。楊先生擁有超過22年從事紡織行業之經驗。楊先生現任中國紡織工業協會的副秘書長及中國針織工業協會的理事長。楊先生2005年加入中國針織工業協會。在2002年至2005年期間，楊先生工作於常熟市江河天絨絲纖維有限公司，擔任副總經理及總經理。在1997年至2002年，他曾擔任中國紡織企業管理協會的秘書長及國家紡織工業局辦公室助理調研員。楊先生於2007年起於上海證券交易所上市之上海龍頭股份有限公司出任獨立董事。楊先生於2010年起於深圳證券交易所上市之深圳市紡織(集團)股份有限公司出任獨立董事。楊先生於2011年起於深圳證券交易所上市之華孚色紡股份有限公司出任董事。楊先生在2004年畢業於中國東華大學工程系，取得工程碩士學位，及在2009年畢業於中國中歐國際工商管理學院，取得高層管理人員工商管理碩士學位。

\* For identification purpose only

\* 僅供識別

## DIRECTORS' REPORT 董事會報告

The Directors present the annual report and the audited consolidated financial statements of the Company for the Year.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The Group is principally engaged in the textile and garment businesses including the production and sale of knitted fabric, garments and the sale of dyed yarns and sewing threads. The principal activities of its principal subsidiaries are set out in note 18 to the consolidated financial statements.

### RESULTS AND FINAL DIVIDEND

The results of the Group for the Year are set out in the consolidated income statement on page 55. No interim dividend was declared for the period ended 30 June 2013. The director now recommend the payment of a final dividend of HK2 cents to the shareholders on the register of members on 4 July 2014, amounting to HK\$24,061,000, and the retention of the remaining profit for the year.

Subject to the approval of Shareholders of the forthcoming annual general meeting ("AGM") to be held on 25 June 2014, it is expected that the payment of final dividend will be made on or before Tuesday, 22 July 2014.

### INVESTMENT PROPERTIES

Details of movements in the investment properties of the Group during the Year are set out in note 14 to the consolidated financial statements. Particulars of the Group's investment properties are set out in page 52.

### PROPERTY, PLANT AND EQUIPMENT

During the Year, the Group had additions of HK\$101,943,000 to property, plant and equipment which were mainly used to expand and upgrade the Group's manufacturing facilities.

Details of the above and other movements in the property, plant and equipment of the Group and of the Company during the Year are set out in note 15 to the consolidated financial statements.

### SHARE CAPITAL

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

董事提呈本公司之年報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。本集團主要從事紡織及成衣業務，包括生產及銷售針織布料、成衣以及出售色紗及縫紉線。其主要附屬公司之主要業務載列於綜合財務報表附註18內。

### 業績及末期股息

本年度之本集團業績載列於第55頁之綜合收益表內。截至2013年6月30日止期間並無派發中期股息，董事現建議派發末期股息每股2港仙予在2014年7月4日名列在股東名冊之股東，合共24,061,000港元，並保留本年度餘下的盈利。

待即將於2014年6月25日舉行的股東週年大會（「股東週年大會」）上獲股東批准後，末期股息預期於2014年7月22日（星期二）或之前派付。

### 投資物業

本年度本集團之投資物業變動詳情載列於綜合財務報表附註14內。本集團之投資物業詳情載列於第52頁。

### 物業、機器及設備

本年度本集團添置物業、機器及設備101,943,000港元，主要用於擴大及增強本集團之生產設備。

本年度本集團及本公司之物業、機器及設備就上述及其他變動詳情載列於綜合財務報表附註15內。

### 股本

本年度之本公司股本變動詳情載列於綜合財務報表附註31內。

## DIRECTORS' REPORT 董事會報告

### DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for distribution to shareholders as at 31 December 2013 amounted to HK\$1,488,717,000 (31 December 2012: HK\$616,584,000).

### DIRECTORS

The Directors of the Company during the Year and up to the date of this annual report were as follows:

#### *Executive Directors:*

Madam LI Lan (*Chairman and CEO*)  
Mr. HA Kam On, Victor (*Vice-Chairman*)  
Mr. GONG Zhengyi  
Mr. ZHAO Yao

#### *Non-Executive Directors:*

Dr. YEN Gordon (re-designated from an Executive Director to  
a Non-Executive Director with effect from 31 May 2013)  
Mr. ZHANG Chong

#### *Independent Non-Executive Directors:*

Mr. NG Kwok Tung  
Mr. CHOW Wing Kin, Anthony, *SBS, JP*  
Mr. YANG Shibin

Pursuant to Article 102(A) of the Company's articles of association, Mr. GONG Zhengyi, Mr. ZHANG Chong and Mr. YANG Shibin will retire and, being eligible, will offer themselves for re-election at the forthcoming AGM.

### 本公司之可供分派儲備

於2013年12月31日，本公司可供分派予股東之儲備為1,488,717,000港元（2012年12月31日：616,584,000港元）。

### 董事

於本年度及截至本年報日期，本公司董事名單如下：

#### *執行董事：*

李蘭女士（*主席兼行政總裁*）  
夏錦安先生（*副主席*）  
宮征誼先生  
趙耀先生

#### *非執行董事：*

嚴震銘博士（於2013年5月31日起，  
由執行董事調任為非執行董事）  
張湧先生

#### *獨立非執行董事：*

伍國棟先生  
周永健先生，*銀紫荊星章，太平紳士*  
楊世濱先生

根據本公司組織章程細則第102(A)條，宮征誼先生、張湧先生及楊世濱先生將輪值告退，並符合資格及願意於即將舉行之股東週年大會上膺選連任。

## DIRECTORS' REPORT 董事會報告

Save as disclosed above, as at 31 December 2013, no director proposed for re-election at the forthcoming AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

The biographical details of the Directors of the Company are set out on pages 37 to 41 of this annual report.

### DIRECTORS' INTERESTS IN SECURITIES

As at 31 December 2013, the interests or short positions of the Directors and chief executive and their respective associates in the shares of the Company (the "Share"), underlying Shares and debenture of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), (a) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or (b) as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (the "Model Code"), were as follows:

Long positions in Shares:

Name of director 董事姓名	Number of Shares 股份數目	Capacity 身份	Approximate % of the Company's total issued share capital 約佔本公司 全部已發行股本 百分比
Mr. HA Kam On, Victor 夏錦安先生	91,521,096	Beneficial owner 實益擁有人	7.61
	11,564,000 (Note) (附註)	Spouse interests 配偶權益	0.96
Dr. YEN Gordon 嚴震銘博士	6,400,000	Beneficial owner 實益擁有人	0.53

Note:

As at 31 December 2013, Ms. Law Ho Suen, Victoria, spouse of Mr. Ha Kam On, Victor held 11,564,000 Shares as beneficial owner. Mr. Ha Kam On, Victor, spouse of Ms. Law Ho Suen, Victoria, is deemed to be interested in 11,564,000 Shares held by Ms. Law Ho Suen, Victoria.

除上文所披露者外，於2013年12月31日，並無擬在即將舉行之股東週年大會上重選連任之董事，與本公司或其任何附屬公司訂立本集團在1年內不可在不予賠償（法定賠償除外）的情況下終止的服務合約。

有關本公司董事履歷之詳情載於本年報第37頁至第41頁。

### 董事之證券權益

於2013年12月31日，根據本公司(a)按證券及期貨條例第352條須予設置之名冊所記錄；或(b)按上市規則所載上市公司董事進行證券交易之標準守則（「標準守則」）須通知本公司及香港聯合交易所有限公司（「聯交所」）之資料，本公司董事及行政總裁及彼等各自之聯繫人士於本公司及其相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之股份（「股份」）、相關股份及債權證中擁有之權益或淡倉如下：

於股份的好倉情況：

附註：

於2013年12月31日，羅可旋女士（即夏錦安先生之配偶）持有11,564,000股股份（作為實益擁有人）。夏錦安先生為羅可旋女士之配偶，被視作於羅可旋女士持有之11,564,000股股份中擁有權益。

## DIRECTORS' REPORT 董事會報告

Long positions in underlying Shares – Share options:

於相關股份的好倉情況：－購股權：

Name of director 董事姓名	Date of grant 授出日期	Exercise period 行使期	Number of share options 購股權數目
Mr. HA Kam On, Victor 夏錦安先生	17.09.2010	17.03.2014 – 17.03.2017 <i>(Note 1)</i> <i>(附註1)</i>	4,600,000
	18.08.2011	19.08.2012 – 18.08.2017 <i>(Note 2)</i> <i>(附註2)</i>	3,300,000
Dr. YEN Gordon 嚴震銘博士	18.08.2011	19.08.2012 – 18.08.2017 <i>(Notes 2)</i> <i>(附註2)</i>	3,300,000

Notes:

- 30% of the share options are exercisable from 17 March 2014 to 17 March 2017, up to 60% of the share options are exercisable from 17 March 2015 to 17 March 2017 and all share options are exercisable from 17 March 2016 to 17 March 2017.
- 20% of the share options are exercisable from 19 August 2012 to 18 August 2017, up to 40% of the share options are exercisable from 19 August 2013 to 18 August 2017, up to 60% of the share options are exercisable from 19 August 2014 to 18 August 2017, up to 80% of the share options are exercisable from 19 August 2015 to 18 August 2017 and all share options are exercisable from 19 August 2016 to 18 August 2017.

附註：

- 購股權之30%由2014年3月17日至2017年3月17日可予行使；購股權之最多60%由2015年3月17日至2017年3月17日可予行使；及全部購股權由2016年3月17日至2017年3月17日可予行使。
- 購股權之20%由2012年8月19日至2017年8月18日可予行使；購股權之最多40%由2013年8月19日至2017年8月18日可予行使；購股權之最多60%由2014年8月19日至2017年8月18日可予行使；購股權之最多80%由2015年8月19日至2017年8月18日可予行使；及全部購股權由2016年8月19日至2017年8月18日可予行使。

Save as disclosed above, none of the Directors, the chief executive nor their respective associates had any interests or short positions in any Shares, underlying Shares and debenture of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), (a) which were recorded in the register required to be kept by the Company under Section 352 of the SFO or (b) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上述披露者外，概無董事、行政總裁或彼等各自之聯繫人士於本公司或其任何相聯法團（具有證券及期貨條例第XV部所賦予之涵義）之股份、相關股份及債權證中擁有根據本公司(a)按證券及期貨條例第352條須設置之名冊所記錄；或(b)按標準守則須通知本公司及聯交所之權益或淡倉。

## DIRECTORS' REPORT 董事會報告

### SHARE OPTION SCHEMES

The Company has adopted share option scheme on 25 January 2002 (the "2002 Scheme") and 20 January 2011 (the "2011 Scheme"). Particulars and movements of the Company's share option schemes including the 2002 Scheme and the 2011 Scheme during the Year, are set out in note 32 to the consolidated financial statements.

### SUBSTANTIAL SHAREHOLDERS' AND OTHER SHAREHOLDERS' INTERESTS

As at 31 December 2013, the interests or short positions of every person, other than a director or chief executive of the Company as disclosed above, in the Shares and underlying Shares as recorded in the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO, were as follows:

Long positions in Shares and underlying Shares:

### 購股權計劃

本公司於2002年1月25日及2011年1月20日採納購股權計劃(分別為「2002年計劃」及「2011年計劃」)。有關本公司購股權計劃,包括2002年計劃及2011年計劃之詳情及於本年度之變動,載於綜合財務報表附註32。

### 主要股東及其他股東權益

於2013年12月31日,根據本公司按證券及期貨條例第336條所設置的主要股東名冊顯示,除上述部份董事或行政總裁已披露之權益外,每名人士於本公司股份及相關股份中擁有權益或淡倉顯示如下:

於股份及相關股份的好倉情況:

Name of substantial shareholder 主要股東名稱	Number of Shares 股份數目	Capacity 身份	Approximate % of the issued share capital 約佔本公司 已發行股本 百分比
Chinatex Yieldfull Investment Co., Ltd. ("Yieldfull")	409,036,000 (Note 1) (附註1)	Beneficial owner 實益擁有人	34.00
Chinatex Jinhui Investment Management Co., Ltd. ("Jinhui")	409,036,000 (Note 1) (附註1)	Interest of controlled corporation 控制法團的權益	34.00
Chinatex Corporation ("Chinatex") 中國中紡集團公司(「中紡」)	421,068,000 (Note 1 and 2) (附註1及2)	Interest of controlled corporation 控制法團的權益	35.00
Mr. HA Chung Fong 夏松芳先生	37,038,000 (Notes 3) (附註3)	Beneficial owner 實益擁有人	11.57
	102,108,948 (Notes 3 and 5) (附註3及5)	Other interests 其他權益	



## DIRECTORS' REPORT 董事會報告

Name of substantial shareholder 主要股東名稱	Number of Shares 股份數目	Capacity 身份	Approximate % of the issued share capital 約佔本公司 已發行股本 百分比
Ms. TANG Kuen Mui 鄧娟妹女士	139,146,948 (Note 3) (附註3)	Spouse interests 配偶權益	11.57
Super Brilliance Company Limited ("Super Brilliance")	102,108,948 (Notes 4 and 5) (附註4及5)	Beneficial owner 實益擁有人	8.49
Island Treasure Investments Limited ("Island Treasure")	102,108,948 (Notes 4 and 5) (附註4及5)	Interest of controlled corporation 控制法團的權益	8.49
Onwide (H.K.) Limited ("Onwide") 安和(香港)有限公司(「安和」)	102,108,948 (Notes 4 and 5) (附註4及5)	Trustee 受託人	8.49
Mr. Wong Tak Leung, Charles 王德良先生	102,108,948 (Notes 4 and 5) (附註4及5)	Interest of controlled corporation 控制法團的權益	8.49
Ms. Law Ho Suen, Victoria 羅可旋女士	11,564,000  91,521,096 (Note 6) (附註6)	Beneficial owner 實益擁有人  Spouse interests 配偶權益	0.96  7.61

Notes:

- Yieldfull is a wholly-owned subsidiary of Jinhui and Jinhui is a wholly-owned subsidiary of Chinatex. Therefore, each of Jinhui and Chinatex is deemed to be interested in the Shares held by Yieldfull.
- As at 31 December 2013, Chinatex (H.K.) Holding Limited held 12,032,000 Shares as beneficial owner. Chinatex (H.K.) Holding Limited is a wholly-owned subsidiary of Chinatex. Chinatex is deemed to be interested in the Shares held by Chinatex (H.K.) Holding Limited
- Ms. TANG Kuen Mui, spouse of Mr. HA Chung Fong, was deemed to be interested in the Shares held by Mr. HA Chung Fong.
- Super Brilliance is a wholly-owned subsidiary of Island Treasure, Island Treasure is a wholly-owned subsidiary by Onwide and Onwide is owned as to 100% by Mr. WONG Tak Leung, Charles. Therefore, each of Island Treasure, Onwide and Mr. WONG Tak Leung, Charles is deemed to be interested in the Shares held by Super Brilliance.

附註:

- Yieldfull為Jinhui之全資附屬公司，而Jinhui為中紡之全資附屬公司。因此，Jinhui及中紡各自被視作擁有Yieldfull所持股份之權益。
- 於2013年12月31日，中紡(香港)控股有限公司持有12,032,000股股份(作為實益擁有人)。中紡(香港)控股有限公司為中紡之全資附屬公司。因此，中紡被視作擁有中紡(香港)控股有限公司所持股份之權益。
- 鄧娟妹女士為夏松芳先生之配偶，因而被當作擁有夏松芳先生所持股份之權益。
- Super Brilliance為Island Treasure之全資附屬公司，Island Treasure為安和之全資附屬公司，安和由王德良先生持有100%權益。因此，Island Treasure、安和及王德良先生各自被視作擁有Super Brilliance所持股份之權益。

## DIRECTORS' REPORT 董事會報告

5. Onwide is the trustee of the HA Trust, a discretionary trust set up by Mr. HA Chung Fong for the benefit of his family.
6. Ms. Law Ho Suen, Victoria, spouse of Mr. Ha Kam On, Victor, is deemed to be interested in the Shares held by Mr. Ha Kam On, Victor.

Save as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at 31 December 2013.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed above, during the Year, neither the Company nor any of its subsidiaries, is a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in the paragraph headed "Connected Transactions" in this annual report and note 41 to the consolidated financial statements, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted as at 31 December 2013 or at any time during the Year.

### CONNECTED TRANSACTIONS

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in note 41 to the consolidated financial statements in accordance with Chapter 14A.38 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange. The information in relation to the continuing connected transactions entered into during the Year are set out in note 41 to the consolidated financial statements.

5. 安和為the HA Trust的信託人，the HA Trust為夏松芳先生為其家族利益而成立的一項酌情信託。
6. 羅可旋女士為夏錦安先生的配偶，因而被視作擁有夏錦安先生所持股份的權益。

除上述披露者外，於2013年12月31日，本公司並無收到任何其他擁有本公司已發行股本的有關權益或淡倉通知。

### 購買股份或債券安排

除上述披露者外，本公司或其任何附屬公司在本年度內均無任何安排，使董事可藉購買本公司或任何其他公司之股份或債券而獲益。

### 董事擁有之重要合約權益

除本年報「關連交易」一段及綜合財務報表附註41一段所披露者外，於截止2013年12月31日或在本年度任何時間，本公司或其任何附屬公司並無訂立任何與董事有直接或間接重大益之重要合約。

### 關連交易

本公司核數師已獲委聘根據香港會計師公會頒布的《香港核證工作準則》第3000號「對過往財務資料進行審核或審閱以外的核證工作」及參照實務說明第740號「關於香港《上市規則》所述持續關連交易的核數師函件」報告本集團之持續關連交易。核數師已根據上市規則第14A.38條發出函件，當中載有核數師對本集團於綜合財務報表附註41所披露之持續關連交易之發現及結論。本公司已將核數師函件副本送呈聯交所。於本年度訂立之持續關連交易之資料已載於綜合財務報表附註41。

## DIRECTORS' REPORT 董事會報告

The Company's auditor has confirmed that all of the continuing connected transactions set out under note 41 to the consolidated financial statements (a) have been approved by the Board; (b) are in accordance with the pricing policies of the Group, where applicable; (c) have been entered into in accordance with the terms of the agreements governing the transactions; and (d) have not exceeded the respective cap amounts in respect of each of the continuing connected transactions.

The Independent Non-Executive Directors have also reviewed the above continuing connected transactions and confirmed that the above continuing connected transactions have been entered into by the Group:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (iii) in accordance with the terms of the agreements governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

### PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

### CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the Independent Non-Executive Directors, an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considered that all Independent Non-Executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

本公司核數師已確認，綜合財務報表附註41所載之所有持續關連交易(a)已獲董事會批准；(b)根據本集團之定價政策釐定(如適用)；(c)根據監管該等交易之協議條款訂立；及(d)各項持續關連交易並無超過各自之上限金額。

獨立非執行董事亦已審閱上述持續關連交易，並確認上述持續關連交易乃由本集團按下列基準訂立：

- (i) 於本集團日常及正常業務過程中訂立；
- (ii) 按一般商業條款或不遜於本集團提供予獨立第三方或獨立第三方提供予本集團之條款訂立；及
- (iii) 根據監管該等交易之協議條款訂立，而該等協議條款屬公平合理，並符合本公司股東的整體利益。

### 購買、出售及贖回本公司之上市證券

於本年度內，本公司及其任何附屬公司並無購買、出售或贖回本公司之上市證券。

### 獨立非執行董事之確認

本公司已獲得每名獨立非執行董事每年書面聲明以確認各自按上市規則第3.13條的獨立性。本公司認為全體獨立非執行董事均符合上市規則第3.13條所載獨立指引，並根據有關指引屬獨立。

## DIRECTORS' REPORT 董事會報告

### REMUNERATION POLICY

The remuneration policy of the employees (including key management) of the Group was established by the management of the Group on the basis of their merit, qualifications and competence. Remuneration Committee will review and approve remuneration policy for the Directors of the Board for approval.

The remuneration of the Directors of the Company are reviewed and recommended by the Remuneration Committee for the Directors of the Board for approval, having regard to the Company's operating results, individual performance and comparable market statistics. No Director, or any of his associates, and executive, is involved in dealing with his own remuneration.

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 32 to the consolidated financial statements and under heading "Share Option Schemes" in this annual report.

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the Year and up to the date of this annual report, none of the Directors or their respective associates (as defined in the Listing Rules) had any interest in any business competes or is likely to compete, either directly or indirectly with the business of the Group.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, the aggregate revenue attributable to the Group's five largest customers was less than 30% of the total revenue for the Year.

During the Year, the aggregate purchases attributable to the Group's five largest suppliers was less than 30% of the total purchases for the Year.

At no time during the Year did a Director, an associate of a Director or a shareholder of the Company have an interest in any of the Group's five largest customers or suppliers.

### 薪酬政策

有關本集團僱員（包括主要管理人員）之薪酬政策由本集團管理層制定，以彼等之表現、資歷及工作能力為基準，並由薪酬委員會審議，並向董事會提出建議供董事會審批。

本公司董事之酬金參照本公司之營運業績、個別表現及比較市場統計數字而釐定，並由薪酬委員會審閱及建議供董事會審批。概無董事或其任何聯繫人士及執行人員參與討論其本身之薪酬事宜。

本公司採納一項購股權計劃，藉以給予董事及合資格僱員獎勵，計劃詳情載於綜合財務報表附註32及本年報之「購股權計劃」。

### 董事於競爭業務之權益

於本年度及截至本年報日期，董事或彼等各自之聯繫人士（定義見上市規則）概無在與本集團業務直接或間接構成競爭或可能構成競爭之業務中擁有權益。

### 主要客戶及供應商

於本年度，本集團之5大客戶共佔營業總額少於30%。

於本年度，本集團之5大供應商佔採購總額少於30%。

本年度，本公司之董事及彼等之聯繫人士或股東，並無在本集團之5大客戶或供應商中擁有任何權益。

## DIRECTORS' REPORT 董事會報告

### DONATIONS

During the Year, the Group made charitable and other donations totaling HK\$611,000 (2012: HK\$1,240,000)

### CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 25 to 36.

### SUFFICIENCY OF PUBLIC FLOAT

From information publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float of not less than 25% of the Company's issued shares throughout the Year.

### AUDITOR

A resolution will be submitted to the forthcoming AGM to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

**LI Lan**

*Chairman and Chief Executive Officer*

Hong Kong

21 March 2014

### 捐款

本年度本集團作出之慈善及其他捐款共611,000港元(2012年: 1,240,000港元)。

### 企業管治

本公司採納之主要企業管治常規載於第25至36頁之企業管治報告內。

### 足夠公眾持股量

從本公司可獲得之公開資料顯示及就董事所知，本公司於截至本年度一直維持不少於本公司已發行股份25%之足夠公眾持股量。

### 核數師

於應屆股東週年大會上將提呈決議案以續聘香港立信德豪會計師事務所有限公司為本公司核數師。

代表董事會

**李蘭**

*主席兼行政總裁*

香港

2014年3月21日

## PARTICULARS OF INVESTMENT PROPERTIES 投資物業詳情

Particulars of investment properties held by the Group at 31 December 2013 are as follows:

於2013年12月31日，本集團投資物業的詳情如下：

Location 地點	Lease 租賃年期	Use 用途	The Group's effective interest 本集團有效權益
Unit A2 on 5/F., & unit A1 on 7/F., Eastern Sea Industrial Building, 29-39 Kwai Cheong Road, Kwai Chung, New Territories, Hong Kong 香港新界葵涌葵昌路29-39號 東海工業大廈 5樓A2室及7樓A1室	Medium-term leases 中期租賃	Warehouse and office 貨倉及辦公室	100%
Office Units A3801, 03, 05, 06, 08-10 and 12, Block A, United Plaza, Futian District, Shenzhen City 深圳市福田區濱河路與彩田路交匯處 聯合廣場A棟塔樓 A3801, 03, 05, 06, 08至10和12	Medium-term land use rights 中期土地使用權	Office 辦公室	100%

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



TO THE MEMBERS OF FOUNTAIN SET (HOLDINGS) LIMITED  
(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Fountain Set (Holdings) Limited (the "Company") and its subsidiaries (together "the Group") set out on pages 55 to 168, which comprise the consolidated and company statements of financial position as at 31 December 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year ended 31 December 2013, 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 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. This report is made solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, 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.

致福田實業(集團)有限公司全體股東  
(於香港註冊成立的有限公司)

本核數師行已審核載於第55頁至第168頁內的福田實業(集團)有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表,此等財務報表包括於2013年12月31日的綜合及公司財務狀況表,與截至2013年12月31日止年度的綜合收益表、綜合全面收益表、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解釋資料。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據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,編製真實及公平的綜合財務報表,及落實其認為編製綜合財務報表所必要的內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

### 核數師的責任

本核數師行的責任是根據本核數師行的審核對該等綜合財務報表作出意見。本報告乃根據香港公司條例第141條向整體股東作出報告,而非作其他用途。本核數師行不會就本報告內容向任何其他人士承擔任何責任及債務。

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。此等準則要求本核數師行遵守道德規範,並規劃及執行審核,藉以合理確定此等綜合財務報表是否存有任何重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013 and of the Group's profit and cash flows for the year ended 31 December 2013 in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the Hong Kong Companies Ordinance.

#### **BDO Limited**

*Certified Public Accountants*

#### **Cheung Sai Kit**

Practising Certificate Number P05544

Hong Kong, 21 March 2014

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該實體編製真實及公平的綜合財務報表相關的內部監控，以設計適當的審核程序，但並非為對機構的內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體呈列方式。

本行相信，本行所獲得的審核憑證乃充足及適當地為本行的審核意見提供基礎。

### 意見

本行認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於 2013年12月31日的財務狀況及 貴集團截至2013年12月31日止年度的盈利及現金流量，並已按照香港公司條例而妥善編製。

#### **香港立信德豪會計師事務所有限公司**

*執業會計師*

#### **張世杰**

執業證書編號P05544

香港，2014年3月21日



# CONSOLIDATED INCOME STATEMENT 綜合收益表

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

		NOTES 附註	For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
<b>Revenue</b>	<b>營業額</b>	6	6,942,807	9,167,089
Cost of sales	銷售成本		<u>(6,188,170)</u>	<u>(8,379,813)</u>
<b>Gross profit</b>	<b>毛利</b>		754,637	787,276
Other income	其他收入		45,573	115,209
Other gains and losses	其他收益及虧損		21,252	(1,542)
Distribution and selling expenses	分銷及銷售費用		(180,542)	(294,682)
Administrative expenses	行政費用		(518,103)	(895,285)
Finance costs	融資成本	7	(36,419)	(87,288)
Net gain on disposal of subsidiaries	出售附屬公司之所得收益淨額	39	-	42,855
<b>Profit/(loss) before taxation</b>	<b>除稅前盈利/(虧損)</b>		86,398	(333,457)
Income tax	所得稅	8	<u>14,290</u>	<u>(4,304)</u>
Profit/(loss) for the year/period	是年度/期間盈利/(虧損)	9	<u>100,688</u>	<u>(337,761)</u>
Profit/(loss) for the year/period attributable to:	應佔是年度/期間盈利/(虧損):			
Owners of the Company	本公司擁有人		91,304	(324,167)
Non-controlling interests	非控股權益		<u>9,384</u>	<u>(13,594)</u>
			<u>100,688</u>	<u>(337,761)</u>
			<i>HK cents 港仙</i>	<i>HK cents 港仙</i>
Earnings/(loss) per share	每股盈利/(虧損)			
Basic and diluted	基本及攤薄	12	<u>7.6</u>	<u>(33.5)</u>

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 綜合全面收益表

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

		NOTES 附註	For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
Profit/(loss) for the year/period	是年度/期間盈利/(虧損)	9	<u>100,688</u>	<u>(337,761)</u>
Items that will be reclassified to profit or loss in subsequent years:	其後年度將重新分類至 損益之項目：			
Exchange differences arising on translation of foreign operations	換算海外業務產生之 匯兌差額		<u>18,045</u>	<u>2,159</u>
Reclassification adjustment of translation reserve upon disposal of subsidiaries	出售附屬公司時匯兌儲備之 重新分類調整	39	<u>-</u>	<u>(13,537)</u>
Other comprehensive income/(expense) for the year/period	是年度/期間其他全面收益/ (開支)		<u>18,045</u>	<u>(11,378)</u>
Total comprehensive income/(expense) for the year/period	是年度/期間全面收益/ (開支)總值		<u>118,733</u>	<u>(349,139)</u>
Total comprehensive income/(expense) for the year/period attributable to:	應佔是年度/期間全面收益/ (開支)總值：			
Owners of the Company	本公司擁有人		<u>107,575</u>	<u>(336,707)</u>
Non-controlling interests	非控股權益		<u>11,158</u>	<u>(12,432)</u>
			<u>118,733</u>	<u>(349,139)</u>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 December 2013 於2013年12月31日

			At 31 December 2013 於2013年12月31日	At 31 December 2012 於2012年12月31日
	NOTES 附註		HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>		<b>非流動資產</b>		
Investment properties	14	投資物業	33,800	2,548
Property, plant and equipment	15	物業、機器及設備	1,624,510	1,827,010
Prepaid lease payments – non-current portion	16	預付租賃款項 – 非流動部份	107,784	110,273
Other intangible assets	17	其他無形資產	30,284	–
Deposits paid for acquisition of other intangible assets		購買其他無形資產之已付按金	–	18,371
Investment in life insurance policies	20	人壽保險保單之投資	37,346	36,742
Deferred tax assets	19	遞延稅項資產	34,043	28,517
			<b>1,867,767</b>	<b>2,023,461</b>
<b>Current assets</b>		<b>流動資產</b>		
Inventories	21	存貨	1,636,772	1,340,553
Trade and bills receivables	22	營業及票據應收款項	1,265,935	1,259,918
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	191,146	166,404
Prepaid lease payments – current portion	16	預付租賃款項 – 流動部份	2,610	2,607
Derivative financial instruments	24	衍生金融工具	14,170	2,044
Tax recoverable		可收回稅項	4,282	7,065
Short-term bank deposits	25	短期銀行存款	346,889	302,577
Bank balances and cash	25	銀行結存及現金	803,074	915,466
			<b>4,264,878</b>	<b>3,996,634</b>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and bills payables	26	營業及票據應付款項	1,001,781	783,712
Other payables and accruals	27	其他應付款項及應計費用	339,799	342,160
Amounts due to non-controlling shareholders	28	欠非控股股東款項	80,100	80,100
Deferred income – current portion	29	遞延收入 – 流動部份	1,458	1,458
Derivative financial instruments	24	衍生金融工具	–	15,037
Tax payable		應付稅項	9,555	67,261
Bank and other borrowings – due within one year	30	銀行及其他借貸 – 一年內到期	838,946	1,234,735
Bank overdrafts	30	銀行透支	–	7,751
			<b>2,271,639</b>	<b>2,532,214</b>
<b>Net current assets</b>		<b>流動資產淨值</b>	<b>1,993,239</b>	<b>1,464,420</b>
<b>Total assets less current liabilities</b>		<b>資產總值減流動負債</b>	<b>3,861,006</b>	<b>3,487,881</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 December 2013 於2013年12月31日

			At 31 December 2013 於2013年12月31日	At 31 December 2012 於2012年12月31日
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred income – non-current portion	遞延收入 – 非流動部份	29	63,676	65,134
Bank and other borrowings – due after one year	銀行及其他借貸 – 一年後到期	30	516,598	240,587
Deferred tax liabilities	遞延稅項負債	19	2,085	2,380
			<u>582,359</u>	<u>308,101</u>
<b>Net assets</b>	<b>資產淨值</b>		<u>3,278,647</u>	<u>3,179,780</u>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	31	240,609	240,609
Reserves	儲備		<u>2,876,611</u>	<u>2,769,113</u>
Equity attributable to owners of the Company	本公司擁有人應佔權益		<u>3,117,220</u>	3,009,722
Non-controlling interests	非控股權益		<u>161,427</u>	<u>170,058</u>
<b>Total equity</b>	<b>權益總值</b>		<u>3,278,647</u>	<u>3,179,780</u>

The consolidated financial statements on pages 55 to 168 were approved and authorised for issue by the Board of Directors on 21 March 2014 and are signed on its behalf by:

第55至168頁的綜合財務報表已於2014年3月21日由董事會通過及核准發放，並由下列董事代表簽署：

**LI Lan**

李蘭

Director

董事

**HA Kam On**

夏錦安

Director

董事

## STATEMENT OF FINANCIAL POSITION 財務狀況表

As at 31 December 2013 於2013年12月31日

			At 31 December 2013 於2013年12月31日	At 31 December 2012 於2012年12月31日
		NOTES 附註	HK\$'000 千港元	HK\$'000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備	15	6,564	7,445
Deposits paid for acquisition of other intangible assets	購買其他無形資產之已付按金		-	18,371
Investment in life insurance policies	人壽保險保單之投資	20	37,346	36,742
Investments in subsidiaries	附屬公司投資	18	32,768	32,216
			<u>76,678</u>	<u>94,774</u>
<b>Current assets</b>	<b>流動資產</b>			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	23	4,311	9,497
Amounts due from subsidiaries	附屬公司所欠款項	18	3,171,311	3,216,698
Derivative financial instruments	衍生金融工具	24	12,238	1,901
Tax recoverable	可收回稅項		192	371
Short-term bank deposits	短期銀行存款	25	-	81,591
Bank balances and cash	銀行結存及現金	25	125,897	234,668
			<u>3,313,949</u>	<u>3,544,726</u>
<b>Current liabilities</b>	<b>流動負債</b>			
Other payables and accruals	其他應付款項及應計費用	27	9,638	25,046
Amounts due to subsidiaries	欠附屬公司款項	18	1,000,810	1,462,462
Derivative financial instruments	衍生金融工具	24	-	15,037
Tax payable	應付稅項		-	41,000
Bank and other borrowings – due within one year	銀行及其他借貸 – 一年內到期	30	15,461	362,910
			<u>1,025,909</u>	<u>1,906,455</u>
<b>Net current assets</b>	<b>流動資產淨值</b>		<u>2,288,040</u>	<u>1,638,271</u>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<u>2,364,718</u>	<u>1,733,045</u>

## STATEMENT OF FINANCIAL POSITION 財務狀況表

As at 31 December 2013 於2013年12月31日

		NOTES 附註	At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Bank and other borrowings – due after one year	銀行及其他借貸 – 一年後到期	30	–	240,587
Deferred tax liabilities	遞延稅項負債	19	<b>187</b>	–
			<b>187</b>	240,587
<b>Net assets</b>	<b>資產淨值</b>		<b>2,364,531</b>	1,492,458
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	31	240,609	240,609
Reserves	儲備	33	<b>2,123,922</b>	1,251,849
<b>Total equity</b>	<b>權益總值</b>		<b>2,364,531</b>	1,492,458

**LI Lan**

李蘭

Director

董事

**HA Kam On**

夏錦安

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

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Capital redemption reserve	Translation reserve	Share options reserve	Statutory reserves	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	贖回儲備	匯兌儲備	購股權儲備	法定儲備	滾存盈利	總值	非控股權益	權益總值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note a) (附註a)									
At 1 September 2011	於2011年9月1日	158,802	197,124	210	(36,778)	3,395	42,193	2,473,080	2,838,026	200,200	3,038,226
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	997	-	-	-	997	1,162	2,159
Reclassification adjustment of translation reserve upon disposal of subsidiaries (note 39)	出售附屬公司時匯兌儲備之重新分類調整(附註39)	-	-	-	(13,537)	-	-	-	(13,537)	-	(13,537)
Loss for the period	是期間虧損	-	-	-	-	-	-	(324,167)	(324,167)	(13,594)	(337,761)
Total comprehensive expense for the period	是期間全面開支總值	-	-	-	(12,540)	-	-	(324,167)	(336,707)	(12,432)	(349,139)
Equity-settled share-based payments	以權益結算以股份為基礎之付款	-	-	-	-	10,268	-	-	10,268	-	10,268
Dividend recognised as distribution	已確認分派之股息	-	-	-	-	-	-	(7,940)	(7,940)	-	(7,940)
Transfers	調撥	-	-	-	-	-	1,109	(1,109)	-	-	-
Dividends paid to non-controlling shareholders	已付股息予非控股股東	-	-	-	-	-	-	-	-	(17,710)	(17,710)
Issue of shares (note b)	發行股份(附註b)	81,807	429,488	-	-	-	-	-	511,295	-	511,295
Share issuance expense	發行股份開支	-	(5,220)	-	-	-	-	-	(5,220)	-	(5,220)
At 31 December 2012	於2012年12月31日	240,609	621,392	210	(49,318)	13,663	43,302	2,139,864	3,009,722	170,058	3,179,780
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	16,271	-	-	-	16,271	1,774	18,045
Profit for the year	是年度盈利	-	-	-	-	-	-	91,304	91,304	9,384	100,688
Total comprehensive income for the year	是年度全面收益總值	-	-	-	16,271	-	-	91,304	107,575	11,158	118,733
Equity-settled share-based payments reverse	以權益結算以股份為基礎之付款撥回	-	-	-	-	(77)	-	-	(77)	-	(77)
Transfers	調撥	-	-	-	-	-	36,877	(36,877)	-	-	-
Dividends paid to non-controlling shareholders	已付股息予非控股股東	-	-	-	-	-	-	-	-	(19,725)	(19,725)
Acquisition of additional interests in existing subsidiary	收購現有附屬公司的額外權益	-	-	-	-	-	-	-	-	(64)	(64)
At 31 December 2013	於2013年12月31日	240,609	621,392	210	(33,047)	13,586	80,179	2,194,291	3,117,220	161,427	3,278,647

## 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

*Note a:* The statutory reserves represent the appropriation of certain percentages of profit after taxation of certain subsidiaries in the People's Republic of China (the "PRC") as recommended by the directors of those subsidiaries as reported under the PRC statutory financial statements. According to the provision of the articles of association of the subsidiaries, the statutory reserves shall only be used for making up losses, capitalisation into share capital, expansion of the relevant subsidiary's operation and for the welfare of the subsidiary's staff and workers.

*Note b:* On 6 June 2012, the Company allotted and issued a total of 409,036,000 shares of HK\$0.2 each at the price of HK\$1.25 per share to Chinatex Yieldfull Investment Co., Ltd. ("Yieldfull"), a company incorporated in the British Virgin Islands and wholly-owned by Chinatex Corporation ("Chinatex"), a state-owned enterprise under the direct supervision and administration of, and is beneficially owned by, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. Immediately after the issue of shares, there were 1,203,046,960 shares in issue and Chinatex effectively held approximately 34% of the issued share capital of the Company and became the single largest shareholder of the Company.

*附註a:* 法定儲備指若干在中華人民共和國(「中國」)的附屬公司的董事按中國法定財務報表的呈報要求建議將該等附屬公司若干比率的稅後盈利撥備的金額。根據附屬公司組織章程細則的條款,法定儲備僅可用於彌補虧損、撥充股本、擴充相關附屬公司的業務及附屬公司員工及工人的福利。

*附註b:* 於2012年6月6日,本公司按每股1.25港元之價格配發及發行合共409,036,000股每股面值0.2港元之股份予Chinatex Yieldfull Investment Co., Ltd. (「Yieldfull」),一家於英屬處女群島註冊成立之公司,由中國中紡集團公司(「中紡」)全資擁有,而中紡乃一家由中國國務院國有資產監督管理委員會直接監督及管理以及實益擁有之國有企業。緊隨發行股份後,本公司有已發行股份1,203,046,960股,而中紡實際持有本公司已發行股本約34%,並成為本公司之單一最大股東。



## 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

		For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
<b>OPERATING ACTIVITIES</b>	<b>營運項目</b>		
Profit/(loss) before taxation	除稅前盈利/(虧損)	86,398	(333,457)
Adjustments for:	調整:		
Government grants	政府補貼	(766)	(47,907)
Amortisation of deferred income	遞延收入的攤銷	(1,458)	(1,946)
Depreciation of investment properties	投資物業之折舊	246	59
Depreciation of property, plant and equipment	物業、機器及設備之折舊	259,258	343,883
Equity-settled share-based payments (reverse)/expense	以權益結算以股份為基礎之付款(撥回)/開支	(77)	10,268
Finance costs	融資成本	36,419	87,288
Interest income	利息收入	(7,411)	(15,221)
Loss on disposal/written-off of property, plant and equipment	出售/註銷物業、機器及設備之虧損	12,483	2,955
Gain on acquisition of additional interests in an existing subsidiary	收購現有附屬公司額外權益之收益	(60)	-
Net gain on disposal of subsidiaries	出售附屬公司之所得收益淨額	-	(42,855)
Impairment loss (reversed)/recognised on trade receivables, net	營業應收款項之減值損失(撥回)/確認淨值	(2,245)	12,690
Release of prepaid lease payments	預付租賃款項轉出	2,609	3,478
Operating cash flows before movements in working capital	流動資金變動前之營運現金流量	385,396	19,235
(Increase)/decrease in inventories	存貨之(增加)/減少	(295,219)	344,255
Decrease/(increase) in trade and bills receivables	營業及票據應收款項之減少/(增加)	712	(4,740)
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項之(增加)/減少	(57,932)	59,366
Increase in trade and bills payables	營業及票據應付款項之增加	226,475	76,564
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用之(減少)/增加	(10,407)	24,203
Net cash generated from operations	營運所得之現金淨值	249,025	518,883
Hong Kong profits tax paid	已付香港利得稅	(2,676)	(60,440)
Overseas tax paid	已付海外稅項	(12,802)	(15,443)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>營運項目所得的現金淨值</b>	<b>233,547</b>	<b>443,000</b>

# 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

	NOTES 附註	For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
<b>INVESTING ACTIVITIES</b>	<b>投資項目</b>		
Proceeds from disposal of subsidiaries	出售附屬公司所得款項	39	117,371
Interest received	已收利息	9,022	13,691
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	4,550	4,702
Purchase of property, plant and equipment	購買物業、機器及設備	15	(99,396)
Purchase of other intangible assets	購買其他無形資產	(3,624)	-
Payment for prepaid lease payments	支付預付租賃款項	-	(3,600)
Upfront payments under life insurance policies	人壽保險保單之預付款項	20	(36,178)
Deposits paid for acquisition of other intangible assets	購買其他無形資產之已付按金	-	(18,371)
Net movement in derivative financial instruments	衍生金融工具的變動淨值	(27,163)	(27,714)
Government grants received	已收政府補貼	766	47,907
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>投資項目所用的現金淨值</b>	<b>(118,392)</b>	<b>(1,588)</b>
<b>FINANCING ACTIVITIES</b>	<b>融資項目</b>		
Repayment of bank and other borrowings	償還銀行及其他借貸	(2,835,059)	(4,517,524)
Interest paid	已付利息	(36,332)	(81,886)
Payments for consideration payable	支付應付代價	-	(23,501)
Payment for share issuance expenses	支付發行股份開支	-	(5,220)
Payment for acquisition of additional shares from non-controlling shareholders	支付向非控股股東增購股份之款項	(4)	-
Dividends paid to non-controlling shareholders	已付股息予非控股股東	(19,725)	(17,710)
Dividends paid	已付股息	-	(7,940)
Proceeds from issue of shares	發行股份所得款項	-	511,295
New bank and other borrowings raised	新籌集之銀行及其他借貸	2,714,950	3,785,749
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資項目所用的現金淨值</b>	<b>(176,170)</b>	<b>(356,737)</b>
<b>NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及等同現金項目的(減少)/增加淨值</b>	<b>(61,015)</b>	<b>84,675</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR/PERIOD</b>	<b>於是年度/期間開始時的現金及等同現金項目</b>	<b>1,210,292</b>	<b>1,124,552</b>
<b>EFFECT ON CASH AND CASH EQUIVALENTS EXCHANGE RATE CHANGES</b>	<b>匯率變動對現金及等同現金項目的影響</b>	<b>686</b>	<b>1,065</b>
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR/PERIOD</b>	<b>於是年度/期間終結時的現金及等同現金項目</b>	<b>1,149,963</b>	<b>1,210,292</b>
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS:</b>	<b>現金及等同現金項目結存的分析:</b>		
Short-term bank deposits	短期銀行存款	346,889	302,577
Bank balances and cash	銀行結存及現金	803,074	915,466
Bank overdrafts	銀行透支	-	(7,751)
		<b>1,149,963</b>	<b>1,210,292</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 1. GENERAL

The Company is a public limited company incorporated in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and the principal place of business of the Company are disclosed in the Corporate Information to the annual report.

The consolidated financial statements are presented in Hong Kong dollar ("HK\$"), which is also the functional currency of the Company.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in note 18.

The directors consider its immediate parent is Yieldfull and ultimate parent is Chinatex, a state-owned enterprise under the direct supervision and administration of, and is beneficially owned by, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC.

Since 6 June 2012, Chinatex has held approximately 34% of the issued share capital of the Company. In view of the fact that the principal operating subsidiaries of the Company established in the PRC are statutorily required to have their financial year end date set at 31 December, pursuant to a resolution of the board of directors dated 10 August 2012, the financial year of the Company (together with its subsidiaries collectively referred to as the "Group") has been changed from 31 August to 31 December. The management considered that the Group's operation has no significant seasonal/cyclical effects. Accordingly, these consolidated financial statements now presented cover a period of 12 months from 1 January to 31 December 2013 and the comparative figures presented for the consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and related notes covered a period of 16 months from 1 September 2011 to 31 December 2012, and therefore they are not entirely comparable.

### 1. 簡介

本公司為在香港註冊成立的公眾有限公司而其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司的註冊辦事處地址及主要營業地點於本年報公司資料內披露。

綜合財務報表乃以港元呈列，港元亦為本公司的功能貨幣。

本公司乃一間投資控股公司。其主要附屬公司的主要業務載列於附註18內。

董事認為，其直接母公司為Yieldfull，而其最終母公司為中紡，一家由中國國務院國有資產監督管理委員會直接監督及管理以及實益擁有之國有企業。

自2012年6月6日起，中紡已持有本公司已發行股本約34%。由於本公司在中國成立之主要營業附屬公司的法定財政年度結算日均為12月31日，根據日期為2012年8月10日之董事會決議案，本公司(連同其附屬公司，統稱為「本集團」)之財政年度已由8月31日更改為12月31日。管理層認為，季節性／週期性因素對本集團營運並無重大影響。因此，現時所呈列之該等綜合財務報表涵蓋由2013年1月1日起至12月31日止12個月期間。而綜合收益表、綜合全面收益表、綜合權益變動表、綜合現金流量表所呈列之比較數字以及相關附註涵蓋由2011年9月1日起至2012年12月31日止16個月期間，因此未能全面比較。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) Adoption of amendments to HKFRSs – first effective on 1 January 2013

Amendments to HKAS 1 (Revised)	Presentation of Items of Other Comprehensive Income
HKFRSs (Amendments)	Annual Improvements 2009-2011 Cycle
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle
Amendments to HKFRS 7	Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures
HKAS 19 (2011)	Employee Benefits
HK(IFRIC) – Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine
Amendments to HKFRS 1	Government Loans

The adoption of these amendments has no material impact on the Group's financial statements.

### 2. 採納香港財務報告準則（「香港財務報告準則」）

(a) 採納香港財務報告準則之修訂本一於2013年1月1日首次生效

香港會計準則第1號之修訂本（經修訂）	其他全面收益項目的呈列
香港財務報告準則（修訂本）	2009年至2011年週期之年度改進
香港財務報告準則（修訂本）	2010年至2012年週期之年度改進
香港財務報告準則（修訂本）	2011年至2013年週期之年度改進
香港財務報告準則第7號之修訂本	抵銷金融資產及金融負債
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	共同安排
香港財務報告準則第12號	於其他實體之權益披露
香港財務報告準則第13號	公平價值計量
香港會計準則第27號（2011）	獨立財務報表
香港會計準則第28號（2011）	於聯營公司及合營公司之投資
香港會計準則第19號（2011）	僱員福利
香港（國際財務報告詮釋委員會）— 詮釋第20號	露天礦生產階段的剝採成本
香港財務報告準則第1號之修訂本	政府貸款

採納該等修訂本對本集團的財務報表並無重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group’s financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
Amendments to HKFRS 9, HKFRS 7 and HKAS 39	Hedge Accounting <sup>4</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Investment Entities <sup>1</sup>
Amendments to HKAS 19 (2011)	Defined Benefit Plans: Employee Contributions <sup>2</sup>
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
HK(IFRIC) 21	Levies <sup>1</sup>
HKFRSs (Amendments)	Annual Improvements 2010-2012 Cycle <sup>3</sup>
HKFRSs (Amendments)	Annual Improvements 2011-2013 Cycle <sup>2</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014  
<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014  
<sup>3</sup> Effective for annual periods beginning, or transactions occurring, on or after 1 July 2014  
<sup>4</sup> No mandatory effective date yet determined but is available for early adoption

### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

下列可能與本集團財務報表有關之新訂／經修訂香港財務報告準則經已頒佈，惟尚未生效亦未經本集團提早採納。

香港會計準則第32號之修訂本	抵銷金融資產及金融負債 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>4</sup>
香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號之修訂本	對沖會計法 <sup>4</sup>
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號之修訂本(2011)	投資實體 <sup>1</sup>
香港會計準則第19號之修訂本(2011)	定額福利計劃：僱員供款 <sup>2</sup>
香港會計準則第39號之修訂本	衍生工具之更替與對沖會計法之延續 <sup>1</sup>
香港(國際財務報告詮釋委員會)第21號	徵費 <sup>1</sup>
香港財務報告準則(修訂本)	2010年至2012年週期之年度改進 <sup>3</sup>
香港財務報告準則(修訂本)	2011年至2013年週期之年度改進 <sup>2</sup>

<sup>1</sup> 於2014年1月1日或之後開始之年度期間生效  
<sup>2</sup> 於2014年7月1日或之後開始之年度期間生效  
<sup>3</sup> 於2014年7月1日或之後開始之年度期間生效，或適用於該日或之後出現之交易  
<sup>4</sup> 尚未釐定強制生效日期，但可提早採納

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### *Amendments to HKAS 32 – Offsetting Financial Assets and Financial Liabilities*

The amendments clarify the offsetting requirements by adding appliance guidance to HKAS 32 which clarifies when an entity “currently has a legally enforceable right to set off” and when a gross settlement mechanism is considered equivalent to net settlement.

#### *HKFRS 9 – Financial Instruments*

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

#### *Amendments to HKFRS 9, HKFRS 7 and HKAS 39 – Hedge Accounting*

The amendments overhaul hedge accounting to allow entities to better reflect their risk management activities in financial statements. Changes included in HKFRS 9 to address the own credit risk issue on financial liabilities designated at fair value through profit or loss can be applied in isolation without the need to change any other accounting for financial instruments. The amendments also remove the 1 January 2015 effective date for HKFRS 9.

### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／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*

有關修訂通過對香港會計準則第32號加設應用指引而澄清了有關抵銷的規定，該指引釐清當實體「目前擁有法律上可強制執行權利以抵銷」及總額結算機制被視作為等同於淨額結算。

#### *香港財務報告準則第9號－金融工具*

根據香港財務報告準則第9號，金融資產分類為按公平價值或按攤銷成本計量的金融資產，視乎實體管理金融資產的業務模式及金融資產的合約現金流量特點而定。公平價值收益或虧損將於損益中確認，惟對於若干非買賣股本投資，實體可選擇於其他全面收益中確認收益及虧損。香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債的確認、分類及計量規定，惟就指定為按公平價值計入損益賬的金融負債而言，因該負債的信貸風險變動而引致之公平價值變動金額乃於其他全面收益中確認，除非此舉將產生或擴大會計錯配。此外，香港財務報告準則第9號保留香港會計準則第39號有關不再確認金融資產及金融負債的規定。

*香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號之修訂本－對沖會計法*有關修訂本對對沖會計法進行修訂，令實體可於財務報表內更有效地反映其風險管理活動。香港財務報告準則第9號所載有關解決其本身有關指定為按公平價值計入損益之金融負債之信貸風險問題之變動可獨立應用，且毋須對金融工具之任何其他會計法作出改動。有關修訂本亦刪除香港財務報告準則第9號之生效日期（即2015年1月1日）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### *Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – Investment Entities*

The amendments apply to a particular class of businesses that qualify as investment entities. An investment entity’s business purpose is to invest funds solely for returns from capital appreciation, investment income or both. It evaluates the performance of its investments on a fair value basis. Investment entities could include private equity organisations, venture capital organisations, pension funds and investment funds.

The amendments provide an exception to the consolidation requirements in HKFRS 10 Consolidated Financial Statements and require investment entities to measure particular subsidiaries at fair value through profit or loss rather than to consolidate them. The amendments also set out the disclosure requirements for investment entities. The amendments are applied retrospectively subject to certain transitional provisions.

#### *Amendments to HKAS 19 (2011) – Defined Benefit Plans: Employee Contributions*

The amendments permit contributions that are independent of the number of years of service to be recognised as a reduction in the service cost in the period in which the service is rendered instead of allocating the contributions to periods of service.

#### *Amendments to HKAS 39 – Novation of Derivatives and Continuation of Hedge Accounting*

The amendments provide relief from discontinuing hedge accounting when novation of a hedging instrument to a central counterparty meets specified criteria.

### 2. 採納香港財務報告準則(「香港財務報告準則」)(續)

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

#### *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號之修訂本(2011) – 投資實體*

有關修訂適用於符合投資實體資格的特定類別業務。投資實體之經營宗旨是僅為資本增值之回報、投資收入或同時取得兩者而投資資金。其按公平價值基準評估旗下投資項目的表現。投資實體可包括私募股權機構、風險投資機構、退休基金及投資基金。

有關修訂對香港財務報告準則第10號綜合財務報表的綜合入賬規定提供了一個例外情況，並規定投資實體按公平價值在損益計量特定附屬公司而不可將該等附屬公司綜合入賬。有關修訂亦載列適用於投資實體的披露規定。有關修訂已追溯應用，惟須受限於若干過渡條文。

#### *香港會計準則第19號之修訂本(2011) – 定額福利計劃：僱員供款*

有關修訂容許將與服務年期無關之供款於提供服務之期間確認為服務成本扣減，而並非將該等供款分配至服務期間。

#### *香港會計準則第39號之修訂本 – 衍生工具之更替與對沖會計法之延續*

有關修訂訂明於將對沖工具更替予中央對手方符合若干特定條件時，可豁免終止使用對沖會計法。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) New/revised HKFRSs that have been issued but are not yet effective (Continued)

#### *HK (IFRIC) 21 – Levies*

HK (IFRIC) 21 clarifies that an entity recognizes a liability to pay a levy imposed by government when the activity that triggers payment, as identified by the relevant legislation, occurs.

#### *Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle*

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear. Among them HKAS 16 Property, Plant and Equipment has been amended to clarify how the gross carrying amount and accumulated depreciation are treated where an entity uses the revaluation model. The carrying amount of the asset is restated to revalued amount. The accumulated depreciation may be eliminated against the gross carrying amount of the asset. Alternatively, the gross carrying amount may be adjusted in a manner consistent with the revaluation of the carrying amount of the asset and the accumulated depreciation is adjusted to equal the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

### 3. BASIS OF PREPARATION

(a) Statement of compliance

The financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the Hong Kong Companies Ordinance. In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

(b) 已頒佈但尚未生效之新訂／經修訂香港財務報告準則（續）

#### *香港（國際財務報告詮釋委員會）第21號－徵費*

香港（國際財務報告詮釋委員會）第21號明確指出實體可於發生觸發支付徵費之業務活動（經相關法例確認）時確認支付政府施加徵費之責任。

#### *2010年至2012年週期及2011年至2013年週期之年度改進*

根據年度改進程序頒佈之修訂對多項目前尚不清晰之準則作出小幅、非緊急變動。其中，香港會計準則第16號「物業、機器及設備」已作出修訂，以釐清實體運用重估模型時總賬面值及累計折舊之處理方式。資產賬面值乃按重估金額予以重列。累計折舊可抵銷資產總賬面值。或者，總賬面值可按與重估資產賬面值一致之方式進行調整，而累計折舊則調整至相等於總賬面值與計及累計減值損失後賬面值之間的差額。

### 3. 編製基準

(a) 遵例聲明

財務報表乃按照所有適用之香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（統稱「香港財務報告準則」）以及香港公司條例之規定而編製。此外，財務報表包括香港聯合交易所有限公司證券上市規則之適用披露資料。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 3. BASIS OF PREPARATION (Continued)

#### (b) Basis of measurement

The financial statements have been prepared under the historical cost basis except for certain financial instruments that are measured at fair values.

#### (c) Functional and presentation currency

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

### 4. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries (“the Group”). Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year/period are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

Acquisition of subsidiaries or businesses is accounted for using the acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group’s previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss.

### 3. 編製基準 (續)

#### (b) 計量基準

財務報表乃按歷史成本基準編製，惟若干金融工具乃按公平價值列賬除外。

#### (c) 功能及呈列貨幣

綜合財務報表以港元呈列，亦為本公司之功能貨幣。

### 4. 主要會計政策

#### (a) 業務合併及綜合基準

綜合財務報表載納本公司及其附屬公司（「本集團」）的財務報表。集團公司之間內部公司交易及結餘以及於編製綜合財務報表中未實現之盈利已於編製綜合賬目時完全對銷。未實現虧損亦做對銷，除非是項交易提供資產轉移減值證據，則在損益表中確認虧損。

是年度／期間收購或出售的附屬公司的業績已根據其收購或出售日期（如適用）包括在綜合全面收益表內。如有需要，附屬公司的財務報表會作出調整，使其會計政策與本集團其他成員公司所採用者一致。

收購附屬公司或業務採用收購法入賬。收購成本按本集團（作為收購方）於收購日期所轉移資產、所產生的負債及發行的股權的公平價值總額計算。所收購之可識別資產及所產生的負債主要按收購日期公平價值計算。本集團先前於被收購方所持有的股權將按收購日期公平價值重新計算，所產生的收益或虧損於損益賬確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Business combination and basis of consolidation (Continued)

The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Any contingent consideration to be transferred by the acquirer is recognised at acquisition-date fair value. Subsequent adjustments to consideration are recognised against goodwill only to the extent that they arise from new information obtained within the measurement period (a maximum of 12 months from the acquisition date) about the fair value at the acquisition date. All other subsequent adjustments to contingent consideration classified as an asset or a liability are recognised in profit or loss.

Contingent consideration balances arising from business combinations whose acquisition dates preceded 1 January 2010 (i.e. the date the Group first applied HKFRS 3 (2008)) have been accounted for in accordance with the transition requirements in the standard. Such balances are not adjusted upon first application of the standard. Subsequent revisions to estimates of such consideration are treated as adjustments to the cost of these business combinations and are recognised as part of goodwill.

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

### 4. 主要會計政策 (續)

#### (a) 業務合併及綜合基準 (續)

本集團可就每宗交易選擇按公平價值或按應佔被收購方可識別資產淨值的比例計量代表於附屬公司的目前擁有權益之非控股權益。所有其他非控股權益按公平價值計量，除非香港財務報告準則規定另一項計量基準，則作別論。因收購所產生之相關成本一概列作開支，除非有關成本是於發行股本工具時產生，則有關成本會於權益中扣除。

收購方將予轉移之任何或然代價按收購日期公平價值確認。其後對或然代價之調整，則僅於調整是源自有關於收購日期之公平價值之新資料，且新資料是於計量期間（最長為收購日期起12個月）內取得時，方以商譽確認。所有其他對分類為資產或負債的或然代價作出之其後調整於損益賬確認。

因業務合併而產生而收購日期在2010年1月1日（即本集團首次採用香港財務報告準則第3號（2008））前的或然代價結餘，已根據該準則之過渡規定入賬。有關結餘並無於首次採用該準則後調整。其後對有關代價的估計所作修訂，乃視作對此等業務合併的成本作出調整，並且確認為商譽的一部份。

本集團於不會導致失去控制權之附屬公司之權益變動計入股權交易。本集團權益及非控股權益之賬面值已經調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價之公平價值兩者間之任何差額直接於權益及本公司持有人應佔確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Business combination and basis of consolidation (Continued)

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interest's share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

#### (b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

### 4. 主要會計政策(續)

#### (a) 業務合併及綜合基準(續)

當本集團失去該附屬公司之控制權，出售溢利或虧損為以下兩者之差額：(i)已收代價公平價值與任何保留權益公平價值之總額及(ii)附屬公司過往之資產(包括商譽)及負債之賬面值及非控股股東權益。如相關資產或負債已經出售，以往於其他全面收益確認與該附屬公司有關之金額亦以相同方式入賬。

於收購後，代表於附屬公司的現有擁有權權益的非控股權益的賬面值指該等權益初步確認的金額加上該非控股權益應佔權益之其後變動。即使導致該非控股權益結餘出現虧絀，全面收益總額亦有歸屬於該等非控股權益應佔款項。

#### (b) 附屬公司

附屬公司為本公司可以對其行使控制權的被投資方。倘出現以下全部三個因素時，本公司即控制一名被投資方：有權控制被投資方、承擔或享有來自被投資方可變回報的風險或權利，及利用其權力影響該等可變回報的能力。當有事實或情況顯示任何該等控制因素可能出現變動時，將會重新評估控制權。

於本公司的財務狀況表內，於附屬公司的投資乃按成本扣除減值損失(如有)入賬。附屬公司的業績由本公司按已收及應收的股息基準入賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) 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 stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is realisable 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 asset (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 item is realisable.

#### (d) Property, plant and equipment

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

### 4. 主要會計政策 (續)

#### (c) 投資物業

投資物業指持作賺取租金及／或資本增值的物業。

投資物業初步以成本(包括任何直接應佔開支)列賬。於初步確認後,投資物業以成本減往後累計折舊及任何累計減值損失列賬。投資物業之折舊乃按其估計可使用年期並經考慮其估計剩餘價值後,以直線法撇銷其成本。

投資物業於出售或當投資物業永久不再使用時或預期不會藉其出售而產生未來經濟效益時,則可予變現。不作確認該資產所產生的任何收益或虧損(以該資產的出售款項淨值與賬面值的差額來計算)會在該項目可予變現的期間包括在損益內。

#### (d) 物業、機器及設備

物業、機器及設備包括持作生產或供應貨物或提供服務或行政用途的樓宇(惟在建工程及永久持有的土地除外),以成本扣減往後累計折舊及累計減值損失(如有)後列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

Depreciation is recognised so as to write off the cost of items of property, plant and equipment (other than construction in progress and freehold land) 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. The useful lives are as follows:

Freehold land	Nil
Leasehold land and buildings	Shorter of 2% – 4.5% or period of the lease term
Furniture, fixtures and equipment	10% – 33%
Plant and machinery	10% – 20%
Motor vehicles	20% – 30%
Construction in progress	Nil

Freehold land is carried at cost less any recognised impairment loss.

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

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

### 4. 主要會計政策(續)

#### (d) 物業、機器及設備(續)

除在建工程及永久持有的土地外，物業、機器及設備折舊乃按估計可使用年期經扣減其剩餘價值後，以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法於各報告期終進行檢討，而任何估計變動的影響按預期基準入賬。可使用年期載列如下：

永久持有的土地	無
租賃土地及樓宇	2% – 4.5%或租賃年期 (以較短者為準)
傢俬、裝置及設備	10% – 33%
廠房及機器	10% – 20%
車輛	20% – 30%
在建工程	無

永久持有的土地乃按成本減任何已確認減值損失列賬。

在建工程以成本減減值損失列賬。成本指建築的直接成本，以及於建築及安裝期間列作資本的借貸成本。當大部分準備該資產以用作擬定用途所須的活動已完成時，則停止資本化成本，並將在建工程轉移至相關類別的物業、機器及設備。在建工程於完成及可按擬定用途使用前不作折舊撥備。

物業、機器及設備項目於出售或當預期不會藉持續使用該項資產而產生未來經濟效益時不作確認。出售或棄用一項物業、機器及設備所產生的任何收益或虧損釐定為資產銷售所得款項與賬面值的差額，並於損益內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

##### *Buildings under development for future owner-occupied purpose*

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

#### (e) 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 lessor*

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### *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.

### 4. 主要會計政策 (續)

#### (d) 物業、機器及設備 (續)

##### *可供日後業主自用的在建樓宇*

當正興建樓宇作生產或行政用途時，於建築期間就預付租賃款項之攤銷撥備會被計入在建樓宇成本部分。在建樓宇以成本減任何已確定減值損失列賬。當樓宇可供使用時（即當樓宇可按管理層計劃的方式於可經營地點及狀況下）開始計提折舊。

#### (e) 租賃

如租賃條款將絕大部份風險及主權收益轉嫁給承租人，則該等租賃被視為財務租賃。所有其他租賃則被視為營運租賃。

##### *本集團作為出租人*

營運租賃的租金收入乃按有關租賃年期以直線法在損益內確認。磋商及安排營運租約的初步直接成本會加入該租賃資產的賬面值內及按租賃年期以直線法確認為支出。

##### *本集團作為承租人*

營運租賃付款以直線法按租賃年期確認為開支，惟倘若另有系統性基準更能代表租賃資產之經濟效益被消耗之時間模式則除外。

倘若於訂立營運租賃時收取租賃優惠，則有關優惠確認為負債。有關優惠之利益總額以直線法確認為租金開支減少，惟倘若另有系統性基準更能代表租賃資產之經濟效益被消耗之時間模式則除外。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (f) 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. 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.

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.

#### (g) Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

#### (h) Intangible assets

##### (i) Intangible assets

Intangible assets are initially recognised at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses. The amortisation expense is recognised in profit or loss and included in administrative expenses.

Software Shorter of 10% – 20% or period of the contract term

### 4. 主要會計政策(續)

#### (f) 租賃土地及樓宇

倘租賃包括土地及樓宇部分，則本集團會基於有關各部分擁有權之絕大部分風險及回報是否轉讓予本集團的評定，獨立評估各要素作為財務或營運租賃的分類。具體而言，最低租賃付款（包括任何一次過預付款）按租賃開始時土地及樓宇部分之租賃權益的相對公平價值比例於土地與樓宇部分之間分配。

倘租賃付款能夠可靠分配，則列為營運租賃的租賃土地權益於綜合財務狀況表呈列為「預付租賃款項」，並以直線基準於租賃年期內攤銷。

#### (g) 存貨

存貨初始按成本確認，其後按成本及可變現淨值的較低者確認。成本包括所有採購成本、轉換成本及將存貨達致其目前地點及狀況所產生的其他成本。成本以先進先出基準計算。可變現淨值指一般業務過程中的估計售價減去作出銷售所需的估計成本。

#### (h) 無形資產

##### (i) 無形資產

無形資產初步按成本減累計攤銷及累計減值損失確認。

攤銷乃以直線法按以下可使用年期計提撥備。不確定可使用年期之無形資產會按成本減任何累計減值損失列賬。攤銷費用於損益確認及計入行政費用。

軟件 10% – 20%或合約年期  
(以較短者為準)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Intangible assets (Continued)

##### (ii) Impairment

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually by comparing their carrying amounts with their recoverable amounts, irrespective of whether there is any indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years.

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired.

#### (i) Financial instruments

Financial assets and financial liabilities are recognised in the statements 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 are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss (i.e. derivative financial instruments) are recognised immediately in profit or loss.

### 4. 主要會計政策 (續)

#### (h) 無形資產 (續)

##### (ii) 減值

不論是否出現任何可能減值之跡象，具不確定可使用年期之無形資產及尚未可供使用之無形資產每年進行減值測試，方法為比較其賬面值與其可收回金額。倘估計資產之可收回金額低於其賬面值，則資產之賬面值減至其可收回金額。減值損失即時確認為開支。

倘減值損失其後撥回，資產賬面值將增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超過資產於過往年度並無確認減值損失而原應釐定之賬面值。

具有限可使用年期之無形資產於資產出現可能減值之跡象時進行減值測試。

#### (i) 金融工具

當集團機構成為金融工具合約條文的訂約方，金融資產及金融負債會在財務狀況表上確認。金融資產及金融負債初步以公平價值計算。收購或發行金融資產及金融負債的直接關連交易成本會在初步確認時在金融資產或金融負債的公平價值中計入或扣除（如適用）。收購按公平價值計入損益之金融資產或金融負債（即衍生金融工具）直接關連之交易成本隨即於損益內確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### (i) *Financial assets*

The Group's financial assets are classified as loans and receivables, available-for-sale financial assets and derivative financial instruments.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts 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 bills receivables, other receivables, amounts due from subsidiaries, bank deposits and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of loans and receivables below).

##### *Available-for-sale financial assets*

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets (including investment in life insurance policies) are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

### 4. 主要會計政策(續)

#### (i) 金融工具(續)

##### (i) *金融資產*

本集團的金融資產分類為貸款及應收款項、可供出售金融資產以及衍生金融工具。

##### *實際利率方法*

實際利率方法是一種計算金融資產的攤銷成本以及按有關期間攤分利息收入的方法。實際利率是將估計未來現金收入(包括所有構成實際利率整體部分已支付或已收的費用、交易成本及其他溢價或折價)透過金融資產的預期年期或更短期間(倘適用)準確貼現至初步確認時之賬面淨值的利率。

債務工具的利息收入按實際利率方法確認。

##### *貸款及應收款項*

貸款及應收款項為在活躍市場非報價的附帶固定或可釐定付款的非衍生金融資產。於初步確認後，貸款及應收款項(包括營業及票據應收款項、其他應收款項、附屬公司所欠款項、銀行存款及銀行結存)均按實際利率方法，扣除任何已確定的減值損失後的已攤銷成本列賬(見下述貸款及應收款項減值的會計政策)。

##### *可供出售金融資產*

該等資產為指定為可供出售或不計入其他金融資產類別的非衍生金融資產。於初始確認後，該等資產(包括人壽保險保單之投資)乃按公平價值列賬，而公平價值的變動於其他全面收益內確認，惟於損益確認的貨幣工具減值損失及匯兌損益除外。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### (i) *Financial assets (Continued)*

##### *Effective interest method (Continued)*

##### Available-for-sale financial assets (Continued)

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

##### *Impairment of loans and receivables*

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

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently 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 respective credit period and observable changes in national or local economic conditions that correlate with default on receivables.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (續)

##### (i) 金融資產 (續)

##### 實際利率方法 (續)

##### 可供出售金融資產 (續)

於活躍市場並無市場報價且公平價值不能可靠計算的可供出售投資及與該等股本工具掛鉤及必須透過交付該等工具進行交收的衍生工具，均按成本減任何已識別減值損失列賬。

##### 貸款及應收款項減值

在報告期終會評估貸款及應收款項是否有任何減值跡象。倘有客觀證據證明，於初步確認貸款及應收款項後發生一項或多項的事件，令估計未來現金流量受到影響，則會予以減值。

減值的客觀證據可能包括：

- 發行人或對手方出現嚴重財務困難；或違反合約，例如欠繳或拖欠利息或本金付款；或
- 借款人很有可能將宣告破產或進行財務重組；或
- 因財務困難導致該金融資產的活躍市場消失。

就若干類別的金融資產（如營業應收款項）不會單獨作出減值評估的資產會於日後彙集一併評估減值。應收款項組合出現的減值客觀證據可包括本集團的過往收款經驗、組合內延遲還款至超逾信貸期之次數增加及國家或地區經濟狀況出現明顯變動導致應收款項未能償還。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### (i) *Financial assets (Continued)*

##### *Impairment of loans and receivables (Continued)*

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

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss 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.

##### *Impairment of available-for-sale financial assets*

Where a decline in the fair value constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognised in profit or loss.

For available-for-sale equity investment, any increase in fair value subsequent to an impairment loss is recognised in other comprehensive income.

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

### 4. 主要會計政策(續)

#### (i) 金融工具(續)

##### (i) 金融資產(續)

##### 貸款及應收款項減值(續)

減值損失乃於有客觀證據證明資產出現減值時於損益內確認，並按該資產的賬面值與按原先實際利率貼現的估計未來現金流量現值的差額計量。

就所有貸款及應收款項而言，貸款及應收款項的賬面值直接按減值損失調低，惟營業應收款項除外，其賬面值乃透過使用撥備賬目而調低。撥備賬目的賬面值變動於損益內確認。倘營業應收款項被視為無法收回，則於撥備賬內撇銷。其後收回過往撇銷的款項計入損益內。

倘於往後期間，減值損失金額減少，而該減少可客觀地與減值損失確認後發生的事件有關，則先前確認的減值損失透過損益撥回，惟該資產於撥回減值當日的賬面值不得超過在並無確認減值的情況下應有的已攤銷成本。

##### 可供出售金融資產減值

倘公平價值減少構成減值的客觀證據，則虧損金額自權益扣除及於損益內確認。

可供出售股本權益投資於減值損失後的任何公平價值增加乃於其他全面收益內確認。

按成本列賬可供出售股本權益投資的減值損失金額乃以資產賬面值及按類似金融資產的現時市場回報率折現其估計未來現金流量兩者的差額計算。有關減值損失不得撥回。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### (ii) *Financial liabilities and equity instruments*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the group entity after deducting all of its liabilities. The Group's financial liabilities are generally classified into derivative financial instruments 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 through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

##### Other financial liabilities

Other financial liabilities including trade and bills payables, other payables, amounts due to subsidiaries/non-controlling shareholders, bank and other borrowings and bank overdrafts are subsequently measured at amortised cost, using the effective interest method.

##### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (續)

##### (ii) *金融負債及權益工具*

集團機構發行的金融負債及權益工具乃按所訂立的合約安排實質及金融負債及權益工具的定義而分類。

權益工具乃證實集團機構在扣除所有其負債後在資產內剩餘權益的任何合約。本集團之金融負債一般分類為衍生金融工具及其他金融負債。

##### *實際利率方法*

實際利率方法是一種計算金融負債的攤銷成本以及按有關期間攤分利息費用的方法。實際利率是將估計未來現金付款透過金融負債的預期年期或更短期間(倘適用)準確貼現的利率。

利息費用按實際利率方法確認。

##### 其他金融負債

其他金融負債包括營業及票據應付款項、其他應付款項、欠附屬公司/非控股股東款項、銀行及其他借貸及銀行透支，其後乃按實際利率方法以攤銷成本計量。

##### 權益工具

本公司發行的權益工具乃以所收款項，扣除直接發行成本後記賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### *(iii) 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. Derivative financial instruments not held primarily for trading purposes are classified as non-current assets or liabilities when the remaining maturity of the instruments is more than one year.

##### *(iv) Financial guarantee contracts*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Company and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Company measures the financial guarantee contract at the higher of: (i) the amount determined in accordance with HKAS 37 "Provisions, Contingent Liabilities and Contingent Assets"; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with HKAS 18 "Revenue".

##### *(v) Derecognition*

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets.

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

### 4. 主要會計政策(續)

#### (i) 金融工具(續)

##### *(iii) 衍生金融工具*

衍生工具於衍生工具合約簽訂當日初步按公平價值確認，其後於報告期終按照公平價值重新計量。由此產生的收益或虧損即時於損益內確認。當持有並非主要作買賣用途的衍生金融工具的餘下到期時間長逾一年，則分類為非流動資產或負債。

##### *(iv) 財務擔保合約*

財務擔保合約為簽發者需就特定負債人未能根據原本或經修改之債務文件之條款於到期日支付款項產生之損失向持有人作出特定補償之合約。由本公司簽發且並無指定為按公平價值計入損益之財務擔保合約，初步會以公平價值減簽發財務擔保合約直接應佔之交易成本確認。於初步確認後，本公司之財務擔保合約以下列之較高者計算：(i) 根據香港會計準則第37號「撥備、或然負債及或然資產」釐定之金額；及(ii) 最初確認之金額減（如適用）根據香港會計準則第18號「收入」確認之累計攤銷。

##### *(v) 不作確認*

當從資產收取現金流量的權利屆滿或此類金融資產已轉讓及本集團已將其於金融資產擁有權的絕大部份風險及回報轉移，金融資產將不作確認。

於完全不作確認金融資產時，該資產的賬面值與已收取和應收代價及已於其他全面收益確認及於權益累計之累計盈虧的總和的差額會在損益內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Financial instruments (Continued)

##### (v) Derecognition (Continued)

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### (j) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Government grants related to depreciable assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss over the useful lives of the related assets.

#### (k) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, and it is probable that the Group will be required to settle that obligation. Provisions are measured at the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect is material).

A provision for restructuring is recognised in the consolidated statement of financial position on conditions that the Group has a detailed formal plan and has raised a valid expectation in those affected that the restructuring will be carried out, by starting to implement that plan or by announcing its main features to those affected by it.

### 4. 主要會計政策 (續)

#### (i) 金融工具 (續)

##### (v) 不作確認 (續)

金融負債會在有關合約訂明的責任獲解除、取消或屆滿時不作確認。不作確認的金融負債的賬面值與已付和應付的代價的差額會在損益賬內確認。

#### (j) 政府補貼

除非能合理確定本集團將符合所附帶之條件及將獲發有關補貼，否則政府補貼不予確認。

政府補貼於本集團確認有關成本為開支的期間內，有系統地於損益內確認，該補貼擬用於補償相關成本。與折舊資產有關的政府補貼於綜合財務狀況表確認為遞延收入，並按相關資產的可使用年期內撥入損益。

#### (k) 撥備

倘本集團因過往事件而承擔現有責任，且本集團很有可能須履行該責任時，則確認撥備。撥備乃經計及責任的附帶風險及不確定因素後，於報告期終須履行現有責任所需代價的最佳估算計量。倘撥備使用為履行現有責任所估計的現金流量計算，其賬面值為該等現金流量的現值（倘影響屬重大）。

倘本集團持有一個正式詳細計劃，並在開始實施該項計劃或公佈受影響的主要情況下進行此項計劃時對受影響的重組作出有效預測，則會在綜合財務狀況表內確認一項重組撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (l) Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

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

#### (m) Revenue recognition

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

Revenue from the sale of goods is recognised when the goods are delivered and title has passed, at which date 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.

### 4. 主要會計政策(續)

#### (l) 有形資產的減值損失

於報告期終，本集團會檢討其有形資產的賬面值，以判斷該等資產是否出現減值損失的任何跡象。倘出現任何有關跡象，則估計該資產的可收回金額，以釐定減值損失(如有)的程度。若估計一項資產的可收回金額低於其賬面值時，該資產的賬面值會減至其可收回金額。此項減值損失會立即確認為支出。

倘減值損失其後出現逆轉，則該資產的賬面值可增加至其經修訂的預計可收回金額，惟增加後的賬面值不得超過該資產於過往年度並未確認減值損失時的賬面值。此項減值損失撥回會立即確認為收入。

#### (m) 收入確認

收入按已收或應收代價的公平價值計量，乃指於日常業務過程中售出貨品及提供服務應收的款項，經扣除退貨、折扣及銷售相關稅項。

貨品銷售收入於貨品付運及擁有權移交後確認，即下列條件獲達成之日：

- 本集團已將貨品擁有權之重大風險及回報轉移予買方；
- 本集團並無保留一般與擁有權有關之銷售貨品持續管理權或實際控制權；
- 銷售收入金額能夠可靠地計量；
- 與交易相關之經濟效益很可能流向本集團；及
- 有關交易產生或將產生之成本能夠可靠地計量。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (m) Revenue recognition (Continued)

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 revenue can be measured reliably.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

#### (n) Retirement benefit costs

Payments to defined contribution retirement benefit plans/state-managed retirement benefit schemes/the Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

#### (o) Capitalisation of 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.

### 4. 主要會計政策 (續)

#### (m) 收入確認 (續)

金融資產的利息收入乃於經濟效益可能流向本集團，且收益金額能被可靠地計量時予以確認。

投資所得的股息收入於股東確立收取股款的權利時確認。

#### (n) 退休福利費用

支付定額供款退休福利計劃／國家管理退休福利計劃／強制性公積金計劃的款項於賦予提供服務的僱員獲取供款的權利時作支出扣除。

#### (o) 借貸成本撥作資本

收購、建造或生產合資格資產（即需要大量時間作其擬定用途或供銷售的資產）直接應佔的借貸成本，將加入該等資產的成本，直至有關資產大致可用於其擬定用途或銷售。合資格資產有待支銷的特定借貸臨時投資所賺得的投資收入，從符合資格資本化的借貸成本中扣除。

所有其他借貸成本在其產生期間的損益內確認。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) 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/period. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in other years/periods 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 in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

### 4. 主要會計政策(續)

#### (p) 稅項

所得稅開支乃指是期間應付稅項及遞延稅項的總和。

是年度應付稅項是以是年度/期間的應課稅盈利作基準。應課稅盈利與綜合收益表內呈報的盈利並不相等，乃基於其並無計入應在其他年度/期間課稅或扣減的收入或費用項目，亦無計入毋須課稅及不獲扣減的項目所致。本集團是期間稅項的負債乃按照報告期終已頒佈或實質上已頒佈的稅率計算。

遞延稅項乃就用於財務報告目的之資產及負債的賬面值與用於稅務目的之相應金額之間的暫時差額確認。除商譽以及不影響會計或應課稅溢利的已確認資產及負債外，會就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可抵扣暫時差額的情況確認。遞延稅項乃按適用於預期變現資產或清償負債賬面值的方式以及於報告期終已頒佈或實質上已頒佈的稅率計量。

對於計量遞延稅項金額時用於釐定適合稅率的一般規定而言，有一個例外情況，即投資物業是根據香港會計準則第40號「投資物業」而按公平價值列賬。除非該假定被推翻，否則此等投資物業的遞延稅項金額是以出售此等投資物業時所適用的稅率以及按其於報告日期的賬面值而計量。若投資物業是可計提折舊並根據一個商業模式而持有，而該商業模式的目的是隨著時間推移而消耗該物業所體現的絕大部份經濟效益（而不是通過出售）時，該假定即被推翻。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註**

31 December 2013 2013年12月31日

**4. SIGNIFICANT ACCOUNTING POLICIES (Continued)****(p) 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 are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit 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. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income.

**4. 主要會計政策 (續)****(p) 稅項 (續)**

就附屬公司的投資相關的應課稅暫時差異會被確認為遞延稅項負債，惟若本集團可控制暫時差異的撥回及於可見將來不會將暫時差異撥回則除外。該等投資相關的可扣稅暫時差異產生的遞延稅項資產，僅於有足夠應課稅盈利以動用暫時差異及預計將於可見將來撥回時確認。

遞延稅項資產的賬面值於報告期終作出檢討，並在預期不再有足夠應課稅盈利以收回全部或部份資產的情況下作出相應扣減。

遞延稅項資產及負債根據報告期終已頒佈或實質上已頒佈的稅率（及稅法），按償付負債或變現資產期間內的預計適用稅率計量。

遞延稅項負債及資產的計量，反映於報告期終本集團預計收回或償付其資產及負債賬面值時產生的稅務後果。遞延稅項於損益內確認，惟倘遞延稅項與在其他全面收益或直接於權益確認的項目有關，在此情況下，遞延稅項分別於其他全面收益或於權益中直接確認。

所得稅乃於損益賬內確認，除非該等稅項與其他全面收益確認的項目有關，在此情況下，該等稅項亦於其他全面收益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollar) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year/period, 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).

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

### 4. 主要會計政策(續)

#### (q) 外幣

於編製各個別集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(「外幣」)進行的交易乃按於交易日期當時的匯率換算為其個別功能貨幣(即該實體經營所在的主要經濟環境貨幣)。於報告期終，以外幣定值的貨幣項目乃按該日當時的匯率重新換算。按外幣的歷史成本計算的非貨幣項目毋須重新換算。

於結算及重新換算貨幣項目時產生的匯兌差額乃於其產生的期間於損益內確認。

就綜合財務報表的呈列而言，本集團海外業務的資產及負債乃按報告期終當時的匯率換算為本集團的呈列貨幣(即港元)，而其收入及支出乃按該年度／期間的平均匯率換算，除非匯率於該期間內出現大幅波動則除外，在此情況下則會採用交易日當時的匯率換算。所產生的匯兌差額(如有)於其他全面收益確認，及累計入權益(匯兌儲備)。

出售海外業務時，外匯儲備內確認該業務截至出售日期止的累積匯兌差額將重新分類至損益賬，作為出售盈利或虧損的一部份。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Equity-settled share-based payment transactions

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss, with a corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in the share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share options reserve will be transferred to retained profits.

#### (s) Related parties

(a) A person or a close member of that person's family is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of key management personnel of the Group or the Company's parent.

### 4. 主要會計政策 (續)

#### (r) 以權益結算以股份為基礎之付款交易

參考購股權於授出日的公平價值所釐定的已收取服務的公平價值，於歸屬期間以直線法支銷，並會於權益中作出相應增加（購股權儲備）。

於報告期終，本集團修訂其對預期最終會歸屬的購股權數目之估計。於歸屬期間，修訂該等估計的影響（如有）將於損益確認，並於購股權儲備作出相應調整。

當購股權獲行使時，原於購股權儲備中確認的金額將撥入股份溢價。當購股權於歸屬日期後遭沒收或於到期日仍未獲行使，則原於購股權儲備中確認的金額則會撥入滾存盈利。

#### (s) 關聯人士

(a) 倘出現下列情況則該名人士被視為本集團關聯人士：

- (i) 對本集團有控制權或共同控制權；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本公司母公司高級管理層職員的成員。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions apply:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of the employees of the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

### 4. 主要會計政策(續)

#### (s) 關聯人士(續)

(b) 倘出現下列情況則該實體被視為本集團關聯人士：

- (i) 該實體及本集團屬同一集團(即各母公司、附屬公司及同系附屬公司為互相關聯)。
- (ii) 一個實體是另一實體的聯營公司或合營公司(或集團之成員之聯營公司或合營公司,而該集團當中的另一實體為成員)。
- (iii) 兩個實體皆為相同第三方的合營公司。
- (iv) 一個實體為第三實體之合營公司及另一實體為第三實體的聯營公司。
- (v) 該實體為本集團或作為本集團關聯人士的僱員福利而設的離職後福利計劃。
- (vi) 該實體受(a)部所識別的人士控制或共同控制。
- (vii) 於(a)(i)所識別對實體有重大影響的人士,或是實體(或實體之母公司)高級管理層職員的成員。

該名人士的近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響的該等家族成員並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的家屬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

The key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

#### Estimated impairment of trade receivables

When there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are different from expected, a material impairment or reversal may arise.

#### Allowance for inventories

Inventories are valued at the lower of cost and net realisable value. The Group regularly reviews its inventory levels in order to identify slow-moving and obsolete merchandise. When the Group identifies items of inventories which have a market price that is lower than its carrying amount, the Group estimates the amount of write-down of inventories as allowance for inventories. If the market price of inventories of the Group becomes lower than its carrying amount subsequently, an additional allowance may be required.

### 6. REVENUE AND SEGMENT INFORMATION

The board of directors of the Company, i.e. the chief operating decision maker, regularly reviews the operating results and financial information based on distinct geographical areas of location of customers, including Hong Kong (place of domicile of the Group), the People's Republic of China (the "PRC"), Taiwan, Korea, Sri Lanka, America, Europe and Others (i.e. representing other geographical locations mainly Singapore and Macau). All of these geographical areas are operating segments except "Others" which is an aggregation of operating segments.

### 5. 不確定性估計的主要來源

於報告期終會導致下個財政年度的資產及負債的賬面值出現重大調整之不確定性估計的主要來源如下：

#### 營業應收款項的估計減值

當有客觀證據證明出現減值損失，本集團會考慮估計未來之現金流量。減值損失金額乃按資產賬面值與按金融資產原先實際利率（即初步確認時計算的實際利率）貼現的估計未來現金流量（不包括尚未產生的日後信貸虧損）現值的差額計量。倘實際日後現金流量與預期相異，或會產生重大減值或撥回。

#### 存貨撥備

存貨乃按成本或可變現淨值的較低者估值。本集團定期檢討其存貨水平，以辨別滯銷及陳舊商品。倘本集團發現存貨項目的市價低於其賬面值，則本集團評估存貨撇減的金額，確認存貨撇減撥備。倘本集團的存貨市價之後低於其賬面值，則或須作出額外撥備。

### 6. 營業額及分類資料

本公司董事會（即主要營運決策者）根據客戶所在地區位於不同的地域位置定期審閱經營業績及財務資料，包括香港（集團所屬地）、中華人民共和國（「中國」）、台灣、韓國、斯里蘭卡、美洲、歐洲及其他地區（即指其他地域位置，主要為新加坡及澳門），所有該等地域位置為營運分類，而「其他地區」則為綜合之營運分類。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

6. REVENUE AND SEGMENT INFORMATION  
(Continued)

For the 16 months ended 31 December 2012

## 6. 營業額及分類資料(續)

截至2012年12月31日止16個月

		Hong Kong	The PRC	Taiwan	Korea	Sri Lanka	America	Europe	Others	Segment total	Eliminations	Consolidated
		香港	中國	台灣	韓國	斯里蘭卡	美洲	歐洲	其他地區	分類總值	對銷	綜合
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue	營業額											
External sales	對外銷售	2,355,369	1,632,676	1,230,409	1,375,842	953,049	373,227	246,600	999,917	9,167,089	-	9,167,089
Inter-segment sales	分類間銷售											
(note)	(附註)	6,749,742	4,029,705	-	-	596,937	129,983	-	285,343	11,791,710	(11,791,710)	-
Total segment revenue	分類營業額總值	9,105,111	5,662,381	1,230,409	1,375,842	1,549,986	503,210	246,600	1,285,260	20,958,799	(11,791,710)	9,167,089
Results	業績											
Segment profit	分類盈利	146,538	69,513	76,615	86,351	32,733	30,454	15,042	62,283			519,529
Interest income	利息收入											15,221
Unallocated income	未分配收入											5,745
Depreciation and amortisation	折舊及攤銷											(347,420)
Other unallocated expenses	其他未分配支出											(482,099)
Finance Costs	融資成本											(87,288)
Net gain on disposal of subsidiaries	出售附屬公司之所得收益淨額											42,855
Loss before taxation	除稅前虧損											(333,457)

Note: Inter-segment sales are charged at prices with reference to the prevailing market rates.

附註：分類間銷售之價格乃參照當時之市場價格而釐定。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

## 6. REVENUE AND SEGMENT INFORMATION (Continued)

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit earned by each segment without allocation of central administration costs and other expenses (including non-production related employee benefits expenses, directors' emoluments, bank charges, etc.), depreciation and amortisation, interest income, loss on disposal/written-off of property, plant and equipment, net gain from derivative financial instruments, finance costs, net gain on disposal of subsidiaries, etc.. This is the measure reported to the board of directors of the Company for the purposes of resource allocation and performance assessment. No analysis on segment assets and liabilities is disclosed as it is not presented to the board of directors of the Company.

### Other segment information

Amounts included in the measure of segment profit:

	Hong Kong	The PRC	Taiwan	Korea	Sri Lanka	America	Europe	Others	Consolidated
	香港	中國	台灣	韓國	斯里蘭卡	美洲	歐洲	其他地區	綜合
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元

For the 12 months ended 截至2013年12月31日  
31 December 2013 止12個月

Impairment loss (reversed)/ recognised on trade and bills receivables, net	營業及票據應收款項之減值損失(撥回)/ 確認淨值	(2,089)	3,412	(3,847)	(232)	(109)	(26)	1	645	(2,245)
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For the 16 months ended 截至2012年12月31日  
31 December 2012 止16個月

Impairment loss (reversed)/ recognised on trade and bills receivables, net	營業及票據應收款項之減值損失(撥回)/ 確認淨值	(288)	3,412	9,051	297	248	(2)	1	(29)	12,690
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## 6. 營業額及分類資料 (續)

可申報分類之會計政策與本集團附註4所述之會計政策相同。分類盈利乃指各分類所賺取的盈利，當中並沒有計入中央行政成本及其他費用（包括非有關生產之僱員福利開支、董事酬金、銀行費用等）、折舊及攤銷、利息收入、出售／註銷物業、機器及設備之虧損、衍生金融工具之收益淨值、融資成本及出售附屬公司之所得收益淨額等。此乃為資源分配及績效評估而向本公司董事會匯報之基準。對分類資產及負債並沒有作出分析披露，因該資料沒有向本公司董事會呈列。

### 其他分類資料

已包括入計量分類盈利之金額：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 6. REVENUE AND SEGMENT INFORMATION (Continued)

Revenue from the Group's products

The following is an analysis of the Group's revenue from external customers by products:

### 6. 營業額及分類資料 (續)

本集團產品之營業額

以下為按產品劃分本集團來自外部客戶營業額之分析：

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Production and sales of dyed fabrics, sewing threads and yarns (note)	製造及銷售色布、縫紉線及紗 (附註)	5,976,440	7,977,076
Production and sales of garments	製造及銷售成衣	966,367	1,190,013
		<b>6,942,807</b>	<b>9,167,089</b>

Note: The balance substantially represents revenue from sales of dyed fabrics for the year/period.

附註：是年度／期間的金額指營業額主要源自銷售色布。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 6. REVENUE AND SEGMENT INFORMATION (Continued)

#### Geographical information

The following is an analysis of geographical location of the Group's non-current assets (*note*) at the end of the reporting period:

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
The PRC	中國	1,570,681	1,749,854
Hong Kong	香港	88,443	77,599
America	美洲	188	173
Sri Lanka	斯里蘭卡	173,791	166,550
Others	其他地區	621	768
		<b>1,833,724</b>	<b>1,994,944</b>

*Note:* Non-current assets excluded deferred tax assets.

#### Information about major customers

No revenue from individual customer contributed over 10% of the total revenue of the Group for the year ended 31 December 2013 and the 16 months period ended 31 December 2012.

### 7. FINANCE COSTS

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Finance costs on:	融資成本：		
Bank and other borrowings wholly repayable within five years	須於5年內全部償還之銀行及其他借貸	36,419	87,288

### 6. 營業額及分類資料 (續)

#### 地域資料

於報告期終，本集團之非流動資產(附註)按地域位置之分析如下：

附註：非流動資產不包括遞延稅項資產。

#### 有關主要客戶之資料

於截至2013年12月31日止年度及截至2012年12月31日止16個月期間，均無來自個別客戶之營業額佔本集團營業總額超過10%。

### 7. 融資成本

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

## 8. INCOME TAX

## 8. 所得稅

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Current tax:	是年度稅項：		
Hong Kong	香港	2,721	625
The PRC	中國	13,612	8,849
Other jurisdictions	其他司法地區	1,876	146
		<u>18,209</u>	<u>9,620</u>
(Over)/under provision in prior years:	過往年度(超額撥備)/撥備不足：		
Hong Kong	香港	612	562
The PRC	中國	(758)	(2,086)
Other jurisdictions	其他司法地區	(264)	(289)
		<u>(410)</u>	<u>(1,813)</u>
Overprovision for the total tax undercharged in previous years	過往年度少收稅務總額超額撥備	<u>(8,040)</u>	<u>-</u>
		<u>9,759</u>	<u>7,807</u>
Deferred tax (note 19):	遞延稅項(附註19)：		
Hong Kong	香港	206	(64)
The PRC	中國	(24,372)	(3,543)
Other jurisdictions	其他司法地區	117	104
		<u>(24,049)</u>	<u>(3,503)</u>
		<u>(14,290)</u>	<u>4,304</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 8. INCOME TAX (Continued)

Hong Kong Profits Tax is calculated at 16.5% (31 December 2012: 16.5%) of the estimated assessable profit for the year/period.

Under the law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT law, the tax rate of the PRC subsidiaries is 25%. Certain of the Company’s PRC subsidiaries are entitled to exemption from the PRC Enterprise Income Tax for two calendar years and thereafter, they are entitled to 50% relief from the PRC Enterprise Income Tax for the following three calendar years (the “Tax Holiday”). The reduced tax rate for the relief period is 12.5% for such periods. The Tax Holiday was expired on 31 December 2012.

Pursuant to the relevant laws and regulations in Sri Lanka, the profit generated from a subsidiary of the Company is entitled to exemption from the Sri Lanka income tax until April 2014. Accordingly, no provision for the income tax was made on the profit for both periods.

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

In February 2008, the Hong Kong Inland Revenue Department (the “IRD”) initiated a tax audit on the Company and its subsidiaries for the years of assessment from 2001/02 onwards. In March 2008, 2009 and 2010, February 2011, January 2012 and February 2012, notices of estimate additional assessment (the “Protective Assessments”) for the years of assessment 2001/02, 2002/03, 2003/04, 2004/05, 2005/06 and 2005/06 in an aggregate amount of HK\$14,352,000, HK\$19,844,000, HK\$18,390,000, HK\$62,834,000, HK\$35,019,000 and HK\$12,343,000, respectively, were issued to the Company and certain subsidiaries of the Company by the IRD.

### 8. 所得稅(續)

香港利得稅乃按是年度／期間之估計應課稅盈利以16.5% (2012年12月31日：16.5%)計算。

根據中國企業所得稅法(「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為25%。本公司若干中國附屬公司可於2個曆年獲豁免繳納中國企業所得稅及於其後3個曆年獲減免50%的中國企業所得稅(「免稅期」)。於該等期間之免稅期的經調低稅率為12.5%。免稅期已於2012年12月31日屆滿。

根據斯里蘭卡有關之法律及法規，由本公司一間附屬公司所產生之盈利可獲豁免斯里蘭卡所得稅，直至2014年4月為止。據此，於兩個期間並無就盈利作出所得稅撥備。

其他司法地區之稅項是以有關各自司法地區當時之稅率計算。

於2008年2月，香港稅務局(「稅務局」)就本公司及其附屬公司由2001/02及其後之課稅年度進行一項稅務審查。於2008年3月、2009年3月及2010年3月、2011年2月、2012年1月以及2012年2月，稅務局就2001/02、2002/03、2003/04、2004/05、2005/06及2005/06課稅年度分別發出合共14,352,000港元、19,844,000港元、18,390,000港元、62,834,000港元、35,019,000港元及12,343,000港元金額之估計補加評稅通知(「保障性評稅」)予本公司及本公司若干附屬公司。

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註**

31 December 2013 2013年12月31日

**8. INCOME TAX (Continued)**

Regarding the Protective Assessments for the year of assessment 2003/04, out of the aggregate amount of HK\$18,390,000, two Protective Assessments of HK\$4,375,000 issued to the Company and a Hong Kong subsidiary, respectively, were in effect alternative assessments to that of an overseas subsidiary. Regarding the Protective Assessments for the year of assessment 2004/05, out of the aggregate amount of HK\$62,834,000, two Protective Assessments of HK\$2,266,000 and HK\$23,194,000 issued to the Company and a Hong Kong subsidiary, respectively, were also in effect alternative assessments to that of the above overseas subsidiary. Regarding the Protective Assessments for the year of assessment 2005/06, out of the aggregate amount of HK\$47,362,000, two Protective Assessments of HK\$1,687,000 and HK\$15,985,000 issued to the Company and a Hong Kong subsidiary, respectively, were also in effect alternative assessments to that of the above overseas subsidiary.

Objections against the Protective Assessments were lodged. For the years of assessment 2001/02 and 2002/03, full amounts were held over unconditionally. For the years of assessment 2003/04, 2004/05 and 2005/06, amounts were held over on the condition that Tax Reserve Certificates in the amount of HK\$1,600,000, HK\$23,000,000 and HK\$10,000,000 were purchased in May 2010, April 2011 and March 2012, respectively.

During the year ended 31 December 2013, the Group has submitted a settlement proposal, on a complete without prejudice basis, to the IRD in order to finalize the tax audit and the tax provision of the Group for the years of assessment 2001/02 to 2011/12. After negotiations, the Group has finally come up with an agreement with the IRD that the total tax undercharged for the years of assessment 2001/02 to 2011/12 is approximately HK\$33,000,000, and the related interest payable and compound penalty is approximately HK\$9,300,000 in aggregate (collectively referred as "Total Tax Payment"), while the Group has purchased tax reserve certificates totaling HK\$34,600,000 for the aforesaid years of assessment. The Group has then redeemed the tax reserve certificates to offset part of the Total Tax Payment and settle the remaining portion by cash. Since a tax provision of HK\$41,000,000 has been made for the year ended 31 August 2011, the Group has concluded the Total Tax Payment and credited the tax being over-provided during the year.

**8. 所得稅 (續)**

就2003/04課稅年度之保障性評稅合共18,390,000港元之金額，當中兩張保障性評稅金額各4,375,000港元分別發出給本公司及一間香港附屬公司實為發出給一間海外附屬公司的保障性評稅之交替式的估計評稅。就2004/05課稅年度之保障性評稅合共62,834,000港元之金額，當中兩張保障性評稅金額2,266,000港元及23,194,000港元分別發出給本公司及一間香港附屬公司亦實為發出給上述海外附屬公司的保障性評稅之交替式的估計評稅。就2005/06課稅年度之保障性評稅合共47,362,000港元之金額，當中兩張保障性評稅金額1,687,000港元及15,985,000港元分別發出給本公司及一間香港附屬公司亦實為發出給上述海外附屬公司的保障性評稅之交替式的估計評稅。

就此項保障性評稅已提出反對，2001/02及2002/03課稅年度之全數金額已獲無條件緩繳，而2003/04、2004/05及2005/06課稅年度之金額已分別於2010年5月、2011年4月及2012年3月購買1,600,000港元、23,000,000港元及10,000,000港元之儲稅券時獲緩繳。

截至2013年12月31日止年度期間，本集團已向稅務局提交全面無損權利的和解建議書，以達致完成本集團2001/02至2011/12課稅年度的稅務審查及稅務撥備。經磋商後，本集團最終與稅務局達成協議，同意2001/02至2011/12課稅年度期間的少收稅務總額約為33,000,000港元，及應付相關利息及累計罰款合共約為9,300,000港元（統稱為「總稅款」），而本集團已就上述課稅年度購買合共34,600,000港元之儲稅券。因此，本集團已贖回儲稅券以抵銷部分總稅款，並以現金償付餘下部分。由於截至2011年8月31日止年度已作出稅務撥備41,000,000港元，本集團於本年度總結總稅款及計入稅項超額撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 8. INCOME TAX (Continued)

Details of the deferred tax are set out in note 19.

The tax (credit) charge for the year/period can be reconciled to the profit/(loss) before taxation per the consolidated income statement as follows:

### 8. 所得稅(續)

有關遞延稅項之詳情載於附註19。

是年度/期間於綜合收益表的稅項(計入)支出與除稅前盈利/(虧損)的對賬如下:

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Profit/(loss) before taxation	除稅前盈利/(虧損)	<b>86,398</b>	(333,457)
Tax at domestic rates applicable to profits or losses in the jurisdiction concerned	按有關司法地區適用於損益之當地稅率計算的稅項	<b>(15,491)</b>	(83,798)
Tax effect of expenses not deductible for tax purpose	費用不獲扣稅的稅務影響	<b>6,058</b>	34,866
Tax effect of income not taxable for tax purpose	收入毋須課稅的稅務影響	<b>(5,375)</b>	(13,220)
Overprovision in prior years	過往年度超額撥備	<b>(8,450)</b>	(1,813)
Tax effect of tax losses not recognised	稅項虧損未被確認的稅務影響	<b>29,762</b>	88,497
Tax effect of other deferred tax not recognised	其他遞延稅項未被確認的稅務影響	<b>9,138</b>	4,546
Income tax at concessionary rate	按優惠稅率計算的所得稅	-	1,738
Utilisation of tax losses previously not recognised	運用過往未被確認的稅項虧損	<b>(23,617)</b>	(4,194)
Utilisation of other deferred tax previously not recognised	運用過往未被確認的其他遞延稅項	<b>(5,815)</b>	(21,719)
Deferred tax provided on withholding tax on PRC and overseas subsidiaries	就中國及海外附屬公司預扣稅作出的遞延稅項計提	<b>(502)</b>	(605)
Others	其他	<b>2</b>	6
Tax (credit) charge for the year/period	是年度/期間稅項(計入)支出	<b>(14,290)</b>	4,304

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 9. PROFIT/(LOSS) FOR THE YEAR/PERIOD

## 9. 是年度／期間盈利／（虧損）

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Profit/(loss) for the year/period has been arrived at after charging:	是年度／期間盈利／（虧損） 已扣減下列各項：		
Auditors' remuneration	核數師之薪酬	3,678	4,214
Cost of inventories recognised as expenses	確認為費用之存貨成本	6,188,170	8,379,813
Depreciation of investment properties (note 14)	投資物業之折舊 (附註14)	246	59
Depreciation of property, plant and equipment (note 15)	物業、機器及設備之折舊 (附註15)	259,258	343,883
Employee benefits expense (including directors' emoluments set out in note 10)	僱員福利支出 (包括載於附註10之董事酬金)	953,548	1,218,138
Impairment loss recognised on trade and bills receivables, net	確認為營業及票據應收款項之 減值損失淨值	-	12,690
Loss on disposal/written-off of property, plant and equipment #	出售／註銷物業、機器及設備之虧損#	12,483	2,955
Net exchange losses #	匯兌虧損淨值#	14,172	1,358
Release of prepaid lease payments included in - cost of sales - administrative expenses	包括在以下項目內的預付租賃款項轉出 - 銷售成本 - 行政費用	2,592 17	3,455 23
and after crediting:	及已計入：		
Amortisation of deferred income*	遞延收入的攤銷*	1,458	1,946
Interest income*	利息收入*	7,411	15,221
Net rental income from investment properties*	投資物業的租金收入淨值*	2,370	413
Net gain from derivative financial instruments #	衍生金融工具之收益淨值#	47,907	2,771
Impairment loss reversed on trade and bills receivables, net	營業及票據應收款項之 減值損失淨值撥回	2,245	-
Government grants* (note)	政府補貼* (附註)	766	47,907

\* Included in other income

# Included in other gains and losses

\* 包括在其他收入內

# 包括在其他收益及虧損內



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### 9. PROFIT/(LOSS) FOR THE YEAR/PERIOD (Continued)

*Note:* Government grants for the 16 months ended 31 December 2012 mainly represent a grant of HK\$37,145,000 received from the PRC local government authority as a compensation to the Group for relocating and disposing of certain property, plant and equipment. There were no restrictions with the use of such government grants.

### 10. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS

#### (a) Directors' emoluments

The emoluments paid or payable to each of the nine (31 December 2012: sixteen) directors during the year/period were as follows:

For the 12 months ended 31 December 2013

Fees	袍金	-	-	117	200	-	250	200	200	-	967
Other emoluments	其他酬金										
Salaries and other benefits	薪金及其他福利	2,542	3,817	1,555	-	-	-	-	-	-	7,914
Equity-settled share-based payments	以權益結算以股份為基礎之付款	-	1,157	429	-	-	-	-	-	-	1,586
Retirement benefits scheme contribution	退休福利計劃供款	-	286	93	-	-	-	-	-	-	379
		<u>2,542</u>	<u>5,260</u>	<u>2,194</u>	<u>200</u>	<u>-</u>	<u>250</u>	<u>200</u>	<u>200</u>	<u>-</u>	<u>10,846</u>

*Note:*

Dr. YEN Gordon was re-designated from Executive Director to Non-Executive Director on 31 May 2013.

During the year, no emoluments were paid by the Group to any director as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived any emoluments in the year.

### 9. 是年度／期間盈利／（虧損）（續）

*附註：* 截至2012年12月31日止16個月之政府補貼主要指收取自中國地方政府之37,145,000港元補貼，以補償本集團重置及出售若干物業、機器及設備。該政府補貼並無設限制使用用途。

### 10. 董事及僱員酬金資料

#### (a) 董事酬金

是年度／期間已付或應付給9位（2012年12月31日：16位）中每一位董事的酬金如下：

截至2013年12月31日止12個月

	HA Kam On, LI Lan 李蘭	YEN Gordon 嚴震銘	GONG Zhengyi 宮征誼	ZHAO Yao 趙耀	NG Kwok Tung 伍國棟	CHOW Wing Kin, Anthony 周永健	YANG Shibin 楊世濱	ZHANG Chong 張湧	Total 總值
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Fees	-	-	117	200	-	250	200	200	967
Other emoluments									
Salaries and other benefits	2,542	3,817	1,555	-	-	-	-	-	7,914
Equity-settled share-based payments	-	1,157	429	-	-	-	-	-	1,586
Retirement benefits scheme contribution	-	286	93	-	-	-	-	-	379
	<u>2,542</u>	<u>5,260</u>	<u>2,194</u>	<u>200</u>	<u>-</u>	<u>250</u>	<u>200</u>	<u>200</u>	<u>10,846</u>

*附註：*

嚴震銘博士於2013年5月31日由執行董事調任為非執行董事。

於是年度，本集團並無向任何董事支付酬金，以作為加盟本集團或於加入本集團時的獎勵或離職補償。是年度概無董事放棄任何酬金。

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## 10. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

## (a) Directors' emoluments (Continued)

For the 16 months ended 31 December 2012

	HA Kam		HA Hon	YEN	GONG	ZHAO	NG Kwok	WONG		CHOW		FUNG YEH		ZHANG	CHAN	Total	
	HA Chung	On,						Kwong	CHEN	CHEN	Wing Kin,	YANG	Yi Hao,				
	LI Lan	Fong	Victor	Kuen	Gordon	Zhengyi	Yao	Tung	Chi	Rong	Minghong	Anthony	Shibin	Yvette	Chong	Yuk Yin	
	李蘭	夏松芳	夏錦安	夏漢權	嚴震銘	宮征誼	趙耀	伍國棟	王幹芝	陳榕	陳鳴洪	周永健	楊世濱	馮葉儀皓	張湧	陳旭賢	總值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	(note i)	(note ii)	(note iii)	(note iii)	(note i)	(note iv)	(note i)	(note v)	(note i)	(note vi)	(note vii)	(note ix)	(note v)	(note vii)	(note x)	(note x)	
	(附註i)	(附註ii)	(附註iii)	(附註iii)	(附註i)	(附註iv)	(附註i)	(附註v)	(附註i)	(附註vi)	(附註vii)	(附註ix)	(附註v)	(附註vii)	(附註x)	(附註x)	
Fees	-	-	-	-	100	-	333	153	-	-	267	114	153	-	55	1,175	
Other emoluments	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Salaries and other benefits	-	15,682	5,089	1,020	4,446	-	-	-	-	-	-	-	-	-	-	-	26,237
Equity-settled share-based payments	-	-	1,973	-	1,973	-	-	-	-	-	-	-	-	-	-	-	3,946
Retirement benefits scheme contribution	-	-	382	69	296	-	-	-	-	-	-	-	-	-	-	-	747
	-	15,682	7,444	1,089	6,715	100	-	333	153	-	-	267	114	153	-	55	32,105

## Notes:

- (i) Madam LI Lan, Mr. GONG Zhengyi and Mr. CHEN Rong were appointed as Executive Directors of the Company on 6 June 2012.
- (ii) Mr. HA Chung Fong has resigned as Chairman and appointed as Honorary Chairman of the Company on 6 June 2012. He has resigned as Executive Director and has continued to act as Honorary Chairman and senior consultant of the Company with effect from 27 November 2012.
- (iii) Mr. HA Hon Kuen has resigned as Executive Director on 6 June 2012.
- (iv) Mr. ZHAO Yao was appointed as Executive Director on 27 November 2012.
- (v) Mrs FUNG YEH Yi Hao, Yvette and Mr. WONG Kwong Chi have resigned as Independent Non-Executive Directors on 6 June 2012.
- (vi) Mr. CHEN Rong has resigned as Executive Director on 27 November 2012.
- (vii) Mr. ZHANG Chong and Mr. CHEN Minghong were appointed as Non-Executive Director on 6 June 2012.
- (viii) Mr. CHEN Minghong has resigned as Non-Executive Director on 27 November 2012.
- (ix) Mr. YANG Shibin was appointed as Independent Non-Executive Director on 6 June 2012.
- (x) Mr. CHAN Yuk Yin has retired as Non-Executive Director on 12 January 2012.

## 附註:

- (i) 李蘭女士、宮征誼先生及陳榕先生於2012年6月6日獲委任為本公司執行董事。
- (ii) 夏松芳先生於2012年6月6日辭任主席職務，並獲委任為本公司名譽主席。彼於2012年11月27日辭任執行董事職務，並繼續留任為本公司名譽主席及高級顧問。
- (iii) 夏漢權先生於2012年6月6日辭任執行董事職務。
- (iv) 趙耀先生於2012年11月27日獲委任為執行董事。
- (v) 馮葉儀皓女士及王幹芝先生於2012年6月6日辭任獨立非執行董事職務。
- (vi) 陳榕先生於2012年11月27日辭任執行董事職務。
- (vii) 張湧先生及陳鳴洪先生於2012年6月6日獲委任為非執行董事。
- (viii) 陳鳴洪先生於2012年11月27日辭任非執行董事職務。
- (ix) 楊世濱先生於2012年6月6日獲委任為獨立非執行董事。
- (x) 陳旭賢先生於2012年1月12日退任非執行董事職務。

During the period, no emoluments were paid by the Group to any director as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived any emoluments in the period.

於是期間，本集團並無向任何董事支付酬金，以作為加盟本集團或於加入本集團時的獎勵或離職補償。是期間概無董事放棄任何酬金。

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### 10. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

#### (b) Employees' emoluments

The five highest paid employees included one (31 December 2012: three) directors, whose emoluments are set out in note (a) above. Emoluments of the remaining four (31 December 2012: two) employees are as follows:

### 10. 董事及僱員酬金資料(續)

#### (b) 僱員酬金

最高酬金的5名僱員包括1位(2012年12月31日:3位)董事,其酬金詳情載於上述附註(a)。餘下4位(2012年12月31日:2位)僱員的酬金如下:

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	17,853	6,418
Retirement benefits scheme contributions	退休福利計劃供款	224	422
Equity-settled share-based payments	以權益結算以股份為基礎之付款	1,366	3,306
		<b>19,443</b>	<b>10,146</b>

Their emoluments were within the following bands:

彼等之酬金介乎以下組別:

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月
HK\$2,000,000 to HK\$2,500,000	2,000,000港元至2,500,000港元	1	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	1	-
HK\$3,500,000 to HK\$4,000,000	3,500,000港元至4,000,000港元	-	1
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	1	-
HK\$6,000,000 to HK\$6,500,000	6,000,000港元至6,500,000港元	-	1
HK\$10,000,000 to HK\$10,500,000	10,000,000港元至10,500,000港元	1	-

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### 10. INFORMATION REGARDING DIRECTORS' AND EMPLOYEES' EMOLUMENTS (Continued)

#### (c) Senior management's emoluments

The emoluments paid or payable to members of senior management were within the following bands:

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月
Nil	零	1	2
Below HK\$1,000,000	少於1,000,000港元	1	1
HK\$1,500,000 to HK\$3,000,000	1,500,000港元至3,000,000港元	1	1
HK\$5,000,000 to HK\$5,500,000	5,000,000港元至5,500,000港元	1	-
HK\$6,000,000 to HK\$7,500,000	6,000,000港元至7,500,000港元	-	2
HK\$15,000,000 to HK\$15,500,000	15,000,000港元至15,500,000港元	-	1

### 11. DIVIDENDS

Dividend recognised as distribution during the year/period: 是年度/期間已確認分派之股息:

2012: Nil (2011 final dividend of HK1 cent) per share      2012年: 零 (2011年末期股息每股1港仙)

No interim dividend was paid or proposed for both periods.

The final dividend of HK2 cents in respect of the year ended 31 December 2013 (2012: Nil) per share, amounting to approximately HK\$24,061,000 (2012: Nil) in total, has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming annual general meeting.

### 10. 董事及僱員酬金資料 (續)

#### (c) 高級管理層酬金

已付或應付高級管理層成員之酬金介乎以下組別:

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月
Nil	零	1	2
Below HK\$1,000,000	少於1,000,000港元	1	1
HK\$1,500,000 to HK\$3,000,000	1,500,000港元至3,000,000港元	1	1
HK\$5,000,000 to HK\$5,500,000	5,000,000港元至5,500,000港元	1	-
HK\$6,000,000 to HK\$7,500,000	6,000,000港元至7,500,000港元	-	2
HK\$15,000,000 to HK\$15,500,000	15,000,000港元至15,500,000港元	-	1

### 11. 股息

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
Dividend recognised as distribution during the year/period: 是年度/期間已確認分派之股息:			
2012: Nil (2011 final dividend of HK1 cent) per share      2012年: 零 (2011年末期股息每股1港仙)		-	7,940

於兩個期間並無已付或擬派中期股息。

本公司董事建議派付截至2013年12月31日止年度之末期股息每股2港仙 (2012年: 零), 合共約24,061,000港元 (2012年: 零), 並須待股東於應屆股東週年大會上批准。

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### 12. EARNINGS/(LOSS) PER SHARE

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

### 12. 每股盈利／（虧損）

本公司擁有人應佔每股基本盈利／（虧損）及攤薄盈利乃根據下列數據計算：

		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月 HK\$'000 千港元
<b>Earnings/(loss)</b>	<b>盈利／（虧損）</b>		
Profit/(loss) for the year/period attributable to owners of the Company for the purposes of basic earnings/(loss) and diluted earnings per share	就計算每股基本盈利／（虧損）及攤薄盈利所用之本公司擁有人應佔是年度／期間盈利／（虧損）	<b>91,304</b>	(324,167)
		For the 12 months ended 31 December 2013 截至2013年12月31日 止12個月	For the 16 months ended 31 December 2012 截至2012年12月31日 止16個月
<b>Number of shares</b>	<b>股份數目</b>		
Number of ordinary shares for the purposes of basic earnings/(loss) and diluted earnings per share	就計算每股基本盈利／（虧損）及攤薄盈利所用之普通股數目	<b>1,203,046,960</b>	969,192,362

The computation of diluted earnings per share for the year ended 31 December 2013 and the 16 months period ended 31 December 2012 does not assume the exercise of the Company's outstanding share options because the adjusted exercise prices of those options calculated in accordance with HKAS 33 "Earnings Per Share" are higher than the average market price of the shares for the year/period.

由於根據香港會計準則第33號「每股盈利」計算，本公司尚未行使購股權之經調整行使價高於股份於是年度／期間之平均市價，因此計算截至2013年12月31日止年度及截至2012年12月31日止16個月期間之每股攤薄盈利時並無假設該等購股權已獲行使。

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### 13. PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS

Profit attributable to shareholders includes an amount of HK\$10,007,000 (2012: loss HK\$9,420,000) which has been dealt with in the financial statement of the Company.

### 13. 股東應佔盈利／（虧損）

股東應佔盈利包括10,007,000港元（2012年：虧損9,420,000港元），已於本公司財務報表內列賬。

### 14. INVESTMENT PROPERTIES

### 14. 投資物業

HK\$'000 千港元

COST	成本	
At 1 September 2011	於2011年9月1日	—
Reclassification from land and buildings	從土地及樓宇調撥	2,607
At 31 December 2012	於2012年12月31日	2,607
Currency realignment	外幣換算差額	324
Reclassification from buildings	從樓宇調撥	31,175
At 31 December 2013	於2013年12月31日	34,106
<b>DEPRECIATION</b>	<b>折舊</b>	
At 1 September 2011	於2011年9月1日	—
Provided for the period	是期間撥備	59
At 31 December 2012	於2012年12月31日	59
Currency realignment	外幣換算差額	1
Provided for the year	是年度撥備	246
At 31 December 2013	於2013年12月31日	306
<b>CARRYING VALUES</b>	<b>賬面值</b>	
At 31 December 2013	於2013年12月31日	33,800
At 31 December 2012	於2012年12月31日	2,548

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 14. INVESTMENT PROPERTIES (Continued)

The fair value of the Group's investment properties at 31 December 2013 was HK\$117,580,000. The fair value has been arrived at based on a valuation carried out by Ascent Partners Valuation Service Limited, an independent property valuer. The valuation was determined by income approach, direct comparison method and Depreciated Replacement Cost approach (2012: vacant possession, direct comparison method and depreciated replacement cost approach). The change of valuation technique results in a measurement that is equally or more representative of fair value in the circumstances.

Direct comparison method is adopted where comparison based on prices realised on actual sales of comparable properties is made. Comparable properties of similar size, character and location are analysed and carefully weighed against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of market values.

Income approach is a technique in which the estimated stream of future benefits may be enjoyed by reason of ownership, usually the anticipated or projected earnings, is processed to indicate the amount measured through capitalization of net income or application of multiples derived from financial analysis of similar type of properties.

"Depreciated Replacement Cost" approach requires an estimate of the new replacement costs of the buildings and structures of the property from which deductions are then made to allow for age, conditions, functional obsolescence, etc.

The fair value of investment properties is a level 3 recurring fair value measurement. The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

The above investment properties are depreciated on a straight-line basis over the shorter of the lease term or 50 years.

All of the investment properties of the Group are held to earn rentals and/or for capital appreciation.

### 14. 投資物業(續)

本集團投資物業於2013年12月31日的公平價值為117,580,000港元。有關公平價值乃由獨立物業估值師艾升評值諮詢有限公司進行的估值計算得出。有關估值乃按以收入法、直接比較法及折舊重置成本法(2012年: 交吉基準、直接比較法及折舊重置成本法)釐定。估值釐定的變動導致於不同情況下出現公平價值相等或更有代表性之計量。

直接比較法於根據實際出售可供比較物業時之變現價格進行比較時採用。為達致公平市值比較, 會對面積、類型及地點相若之可供比較物業進行分析, 並仔細衡量各物業之個別優點及缺點。

於應用收入法技巧時, 會對基於擁有權而享有估計未來收益流量(通常為預計或預測盈利)進行處理, 以使其反映透過將淨收入資本化或應用類似物業財務分析所得之倍數計算所得金額。

「折舊重置成本」法需要估計物業樓宇及結構物之新重置成本, 並於當中就樓齡、狀況及功能損耗等作出扣減。

投資物業之公平價值為第3級經常性公平價值計量。公平價值計量乃以以上物業之最高及最佳用途為依據, 其與物業之實際用途並無差別。

上述投資物業以直線法按租賃年期或50年(以較短者為準)折舊。

本集團所有投資物業乃持作賺取租金及/或資本增值。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 14. INVESTMENT PROPERTIES (Continued)

## 14. 投資物業(續)

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
The carrying value of investment properties shown above comprises:	以上所示投資物業之賬面值包括：		
Investment properties situated in Hong Kong held under medium-term leases	位於香港以中期租賃持有之投資物業	2,439	2,548
Investment properties situated in the PRC held under medium-term land use rights	位於中國以中期土地使用權持有之投資物業	31,361	-
		<u>33,800</u>	<u>2,548</u>

## 15. PROPERTY, PLANT AND EQUIPMENT

## 15. 物業、機器及設備

The Group

本集團

		Freehold and leasehold land 永久持有及 租賃的土地 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總值 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
At 1 September 2011	於2011年9月1日	23,498	1,015,514	835,134	2,133,878	31,140	21,307	4,060,471
Currency realignment	外幣換算差額	(13)	1,632	797	27,022	3	420	29,861
Additions	增加	-	-	17,233	52,283	4,166	25,714	99,396
Reclassifications to:	調撥至：							
- investment properties	- 投資物業	(1,936)	(3,144)	-	-	-	-	(5,080)
- others	- 其他	-	-	4,500	-	-	(4,500)	-
Disposals/written-off	出售/註銷	-	-	(24,644)	(31,793)	(7,027)	-	(63,464)
Disposal of subsidiaries (note 39)	出售附屬公司(附註39)	-	(46,933)	(16,297)	(38,131)	-	(3,166)	(104,527)
At 31 December 2012	於2012年12月31日	21,549	967,069	816,723	2,143,259	28,282	39,775	4,016,657
Currency realignment	外幣換算差額	1	1,994	206	232	(142)	513	2,804
Additions	增加	-	2,473	3,824	70,311	749	24,586	101,943
Reclassifications to:	調撥至：							
- investment properties	- 投資物業	-	(36,515)	-	-	-	-	(36,515)
- others	- 其他	-	29,945	1,295	-	-	(31,240)	-
Disposals/written-off	出售/註銷	-	-	(20,039)	(35,544)	(3,390)	-	(58,973)
At 31 December 2013	於2013年12月31日	<u>21,550</u>	<u>964,966</u>	<u>802,009</u>	<u>2,178,258</u>	<u>25,499</u>	<u>33,634</u>	<u>4,025,916</u>



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group (Continued)

### 15. 物業、機器及設備(續)

本集團(續)

		Freehold and leasehold land 永久持有及 租賃的土地 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總值 HK\$'000 千港元
<b>Depreciation and impairment</b>	<b>折舊及減值</b>							
At 1 September 2011	於2011年9月1日	12,376	204,443	511,065	1,154,966	22,310	-	1,905,160
Currency realignment	外幣換算差額	-	188	203	26,814	(24)	-	27,181
Provided for the period	是期間撥備	310	55,889	76,760	207,457	3,467	-	343,883
Eliminated on reclassification to investment properties	調撥至投資物業時撇銷	(885)	(1,588)	-	-	-	-	(2,473)
Eliminated on disposals/written-off	出售/註銷時撇銷	-	-	(22,785)	(16,195)	(6,284)	-	(45,264)
Eliminated on disposal of subsidiaries (note 39)	出售附屬公司時撇銷 (附註39)	-	(6,829)	(5,837)	(26,174)	-	-	(38,840)
At 31 December 2012	於2012年12月31日	11,801	252,103	559,406	1,346,868	19,469	-	2,189,647
Currency realignment	外幣換算差額	-	354	(241)	(166)	(166)	-	(219)
Provided for the year	是年度撥備	214	41,728	46,858	167,974	2,484	-	259,258
Eliminated on reclassification to investment properties	調撥至投資物業時撇銷	-	(5,340)	-	-	-	-	(5,340)
Eliminated on disposals/written-off	出售/註銷時撇銷	-	-	(19,583)	(19,013)	(3,344)	-	(41,940)
At 31 December 2013	於2013年12月31日	12,015	288,845	586,440	1,495,663	18,443	-	2,401,406
<b>Carrying values</b>	<b>賬面值</b>							
At 31 December 2013	於2013年12月31日	9,535	676,121	215,569	682,595	7,056	33,634	1,624,510
At 31 December 2012	於2012年12月31日	9,748	714,966	257,317	796,391	8,813	39,775	1,827,010

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Company

## 15. 物業、機器及設備(續)

本公司

		Furniture, fixtures and equipment 傢俬·裝置 及設備 HK\$'000 千港元	Motor vehicles 車輛 HK\$'000 千港元	Total 總值 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>			
At 1 September 2011	於2011年9月1日	40,100	4,420	44,520
Additions	增加	3,444	1,269	4,713
Disposals/written-off	出售/註銷	(5,390)	(877)	(6,267)
At 31 December 2012	於2012年12月31日	38,154	4,812	42,966
Additions	增加	493	516	1,009
Disposals/written-off	出售/註銷	(1,737)	(920)	(2,657)
At 31 December 2013	於2013年12月31日	36,910	4,408	41,318
<b>Depreciation</b>	<b>折舊</b>			
At 1 September 2011	於2011年9月1日	36,365	2,714	39,079
Provided for the period	是期間撥備	1,876	830	2,706
Eliminated on disposals/written-off	出售/註銷時撇銷	(5,387)	(877)	(6,264)
At 31 December 2012	於2012年12月31日	32,854	2,667	35,521
Provided for the year	是年度撥備	1,222	668	1,890
Eliminated on disposals/written-off	出售/註銷時撇銷	(1,737)	(920)	(2,657)
At 31 December 2013	於2013年12月31日	32,339	2,415	34,754
<b>Carrying values</b>	<b>賬面值</b>			
At 31 December 2013	於2013年12月31日	4,571	1,993	6,564
At 31 December 2012	於2012年12月31日	5,300	2,145	7,445

The cost of above items of property, plant and equipment are depreciated, after taking into account of their estimated residual values, on a straight-line basis.

上述物業、機器及設備之成本於計入估計剩餘價值後以直線法折舊。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group

The carrying value of properties shown above comprises:

### 15. 物業、機器及設備(續)

本集團

以上所示物業賬面值包括：

		Freehold and leasehold land and buildings 永久持有及租賃的土地以及樓宇		Construction in progress 在建工程	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Leasehold land in Hong Kong under medium-term leases	於香港以中期租賃持有的租賃土地	7,200	7,415	-	-
Freehold land outside Hong Kong	於香港以外的永久持有土地	2,334	2,333	-	-
Buildings erected on land in Hong Kong held under medium-term leases	於香港以中期租賃持有的土地上的樓宇	3,247	3,379	-	-
Buildings erected on land in the PRC held under medium-term land use rights	於中國以中期土地使用權持有的土地上的樓宇	601,744	638,690	33,319	39,460
Buildings erected on freehold and land held under medium-term leases outside Hong Kong (note)	於香港以外永久持有及以中期租賃持有的土地上的樓宇(附註)	71,131	72,897	315	315
		<b>685,656</b>	<b>724,714</b>	<b>33,634</b>	<b>39,775</b>

Note: The directors of the Company consider that the allocation of buildings erected on the freehold and leasehold land cannot be reliably separated for disclosure.

附註：本公司董事認為，於永久持有及租賃的土地上之樓宇分配不能可靠地分開披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 16. PREPAID LEASE PAYMENTS

### 16. 預付租賃款項

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
The Group's prepaid lease payments comprise:	本集團的預付租賃款項包括：		
Leasehold land situated outside Hong Kong under medium-term leases or medium-term land use rights	位於香港以外以中期租賃或中期土地使用權持有的租賃土地	<u>110,394</u>	<u>112,880</u>
Analysed for reporting purposes as:	就呈報而言的分析：		
Current assets	流動資產	2,610	2,607
Non-current assets	非流動資產	<u>107,784</u>	<u>110,273</u>
		<u>110,394</u>	<u>112,880</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 17. OTHER INTANGIBLE ASSETS

The Group

### 17. 其他無形資產

本集團

Software

軟件

HK\$'000 千港元

<b>COST</b>		<b>成本</b>	
At 1 September 2011 and 31 December 2012	於2011年9月1日及2012年12月31日		–
Reclassification from deposits paid for previous years	從過往年度支付的按金調撥		18,371
Additions	增加		<u>11,913</u>
At 31 December 2013	於2013年12月31日		<u>30,284</u>
<b>AMORTISATION</b>		<b>攤銷</b>	
At 1 September 2011 and 31 December 2012	於2011年9月1日及2012年12月31日		–
Provided for the year	是年度撥備		<u>–</u>
At 31 December 2013	於2013年12月31日		<u>–</u>
<b>CARRYING VALUES</b>		<b>賬面值</b>	
At 31 December 2013	於2013年12月31日		<u>30,284</u>
At 31 December 2012	於2012年12月31日		<u>–</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 18. INTERESTS IN SUBSIDIARIES

## 18. 應佔附屬公司權益

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Unlisted shares, at cost	非上市股份·以成本列出	28,156	28,156
Deemed contribution (note)	被視為注資(附註)	4,612	4,060
		<u>32,768</u>	<u>32,216</u>
Amounts due from subsidiaries	附屬公司所欠款項	3,717,334	3,762,721
Less: Impairment loss recognised	減: 已確認減值損失	(546,023)	(546,023)
		<u>3,171,311</u>	<u>3,216,698</u>
Amounts due to subsidiaries	欠附屬公司款項	1,000,810	1,462,462

Movements in the impairment loss recognised are as follows:

已確認減值損失之變動如下:

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Balance at beginning of the year/period	年/期初結餘	546,023	546,025
Impairment loss reversed	已撥回減值損失	-	(2)
Balance at end of the year/period	年/期終結餘	<u>546,023</u>	<u>546,023</u>

Note: Deemed contribution arises from the equity-settled share-based payments incurred by the Company but attributable to its subsidiaries' employees.

附註: 本公司所產生而歸屬於其附屬公司僱員之以權益結算以股份為基礎之付款被視為注資。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 18. INTERESTS IN SUBSIDIARIES (Continued)

The amounts due from subsidiaries are unsecured and repayable on demand. Except for an aggregate amount of HK\$402,608,000 (31 December 2012: HK\$1,003,316,000) which bears interest rate with reference to the average effective interest rate of the bank borrowings of the Group plus a spread, the balances are interest-free.

At the end of the reporting period, the amounts (net of impairment loss recognised) of HK\$3,171,311,000 (31 December 2012: HK\$3,216,698,000) were not impaired as a result of the satisfactory assessment of the current financial position and business prospects of those subsidiaries by the management of the Group. An impairment loss has been recognised if after the same assessment, the amount was considered not recoverable. At the end of the reporting period, the impairment loss recognised is related to individually impaired amounts and the relevant subsidiaries are considered not in a good financial position to repay their debts after assessing their net assets value, liquidity position and business prospects.

The amounts due to subsidiaries are unsecured, interest-free and repayable on demand.

### 18. 應佔附屬公司權益 (續)

附屬公司所欠款項為無抵押並應要求償還，惟當中之金額402,608,000港元(2012年12月31日：1,003,316,000港元)則除外，此等金額參考本集團銀行借貸的平均實際利率加上息差計息，其餘則為免息。

於報告期終，由於本集團管理層滿意對該等附屬公司之現有財務狀況及業務前景所進行之評估，因此有關款項(經扣除已確認之減值損失)3,171,311,000港元(2012年12月31日：3,216,698,000港元)並無減值。倘若進行相同的評估後有關款項被認為無法收回，則會確認減值損失。於報告期終，所確認之減值損失乃來自個別減值款項及經評估資產淨值、流動資金狀況及業務前景後被視為清還債務能力不在良好的財務狀況下之附屬公司。

欠附屬公司之款項為無抵押、免息及應要求償還。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

## 18. INTERESTS IN SUBSIDIARIES (Continued)

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

## 18. 應佔附屬公司權益 (續)

於2013年及2012年12月31日本公司的主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ registration and operation 註冊成立/ 登記及營業 所在地/國家	Issued and fully paid share capital/ registered capital 已發行及 繳足的 股本/登記股本	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持 已發行股本/ 登記股本面值的比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Dongguan Fuquan Garment Co., Ltd. (note a) 東莞福泉製衣有限公司 (附註a)	The PRC 中國	United States Dollar ("USD") 3,500,000 3,500,000美元	–	55.5	Production and sales of garments 製造及銷售成衣
東莞福怡服裝有限公司 (note a) (附註a)	The PRC 中國	HK\$14,000,000 14,000,000港元	–	100	Production and sales of garments 製造及銷售成衣
Dongguan Goldlink Thread Factory Co., Ltd. (note a) 東莞金菱線廠有限公司 (附註a)	The PRC 中國	HK\$3,600,000 3,600,000港元	–	100	Manufacturing of sewing threads 製造縫紉線
東莞海星服裝有限公司 (note a) (附註a)	The PRC 中國	HK\$15,000,000 15,000,000港元	–	100	Production and sales of garments 製造及銷售成衣
Dongguan Shatin Lake Side Textiles Printing & Dyeing Co., Ltd. (note b) 東莞沙田麗海紡織印染有限公司 (附註b)	The PRC 中國	HK\$307,500,000 307,500,000港元	–	95	Knitting, dyeing, printing and sales of dyed fabrics 針織、染色、印花和 銷售色布
Folktune Limited 福津有限公司	Hong Kong 香港	HK\$2 2港元	100	–	Investment holding 投資控股
Fountain Set Limited 福田實業有限公司	Hong Kong 香港	HK\$3,000,000 3,000,000港元	100	–	Trading of dyed fabrics and yarns 色布及色紗貿易
Fountain Set Textiles (Ontario) Ltd.	Canada 加拿大	Canadian Dollar ("CAD") 300,100 (Common shares) 300,100加元 (普通股)	51	–	Trading of fabrics and garments 布及成衣貿易
Goldlink Thread Limited 金菱線廠有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000港元	100	–	Trading of sewing threads 縫紉線貿易



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 18. INTERESTS IN SUBSIDIARIES (Continued)

### 18. 應佔附屬公司權益(續)

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ registration and operation 註冊成立/ 登記及營業 所在地/國家	Issued and fully paid share capital/ registered capital 已發行及 繳足的 股本/登記股本	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持 已發行股本/ 登記股本面值的比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Highscene Limited 漢盛有限公司	Hong Kong 香港	HK\$3,000,000 3,000,000港元	100	–	Trading of yarns 胚紗貿易
Hiway Textiles Limited 海匯紡織有限公司	Hong Kong 香港	HK\$2 2港元	–	100	Trading of garments 成衣貿易
Jiangyin Fuhui Textiles Limited (note a) 江陰福匯紡織有限公司(附註a)	The PRC 中國	USD110,000,000 (2012: USD107,000,000) 110,000,000美元 (2012年: 107,000,000美元)	–	100	Knitting, dyeing and sales of dyed fabrics and yarns 針織、染色和銷售色布及 色紗
Lake Side Printing Factory Limited 麗海印花廠有限公司	Hong Kong 香港	HK\$2 2港元	100	–	Investment holdings 投資控股
Ningbo Young Top Garments Co., Ltd. (note a) 寧波創裕製衣有限公司(附註a)	The PRC 中國	USD26,000,000 (2012: USD24,000,000) 26,000,000美元 (2012年: 24,000,000美元)	–	55.5	Production and sales of garments 製造及銷售成衣
Ocean Lanka (Private) Limited	Democratic Socialist Republic of Sri Lanka 斯里蘭卡民主社會 主義共和國	Sri Lanka Rupee (“LKR”) 985,000,000 985,000,000斯里蘭卡盧比 (「盧比」)	–	60	Knitting, dyeing, printing and sales of dyed fabrics 針織、染色、印花和 銷售色布
Ocean Yarn Dyeing Factory Limited 海洋染紗廠有限公司	Hong Kong 香港	HK\$2 2港元	100	–	Investment holding 投資控股
Prosperlink (Macao Commercial Offshore) Limited 匯漢(澳門離岸商業服務)有限公司	Macao 澳門	Macao Pataca 100,000 100,000葡幣	–	100	Trading of yarns, dyestuffs and chemicals 胚紗及顏料貿易
上海福匯紡織貿易有限公司 (note a) (附註a)	The PRC 中國	RMB5,000,000 人民幣5,000,000元	–	100	Trading of dyed fabrics 色布貿易
深圳福力紡織品有限公司 (note a) (附註a)	The PRC 中國	RMB35,000,000 人民幣35,000,000元	–	100	Trading of dyed fabrics 色布貿易
Suqian Young Top Garments Co., Ltd. (note a) 宿遷創裕製衣有限公司(附註a)	The PRC 中國	USD800,000 800,000美元	–	55.5	Production and sales of garments 製造及銷售成衣

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## 18. INTERESTS IN SUBSIDIARIES (Continued)

## 18. 應佔附屬公司權益(續)

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ registration and operation 註冊成立/ 登記及營業 所在地/國家	Issued and fully paid share capital/ registered capital 已發行及 繳足的 股本/登記股本	Proportion of nominal value of issued share capital/registered capital held by the Company 本公司所持 已發行股本/ 登記股本面值的比率		Principal activities 主要業務
			Directly 直接 %	Indirectly 間接 %	
Triumph Luck Limited 凱福有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	–	55.5	Trading of garments 成衣貿易
鹽城福匯紡織有限公司 (note a) (附註a)	The PRC 中國	USD60,500,000 (2012: USD40,500,000) 60,500,000美元 (2012年: 40,500,000美元)	–	100	Knitting, dyeing and sales of dyed fabrics and yarns 針織、染色和銷售色布及 色紗

Notes:

附註:

- a. Companies are established as wholly foreign owned enterprise in the PRC
- b. Companies are established as cooperative joint ventures in the PRC

- a. 於中國以外商獨資企業成立的公司。
- b. 於中國以合資經營的合作形式成立的公司。

The above table includes the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results of the Group for the year or formed a substantial portion of the assets and liabilities of the Group at the end of the reporting period. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length. Details of the subsidiaries, which were disposed of or deregistered during the year/period, are set out in note 39.

以上本公司的附屬公司乃基於本公司董事認為其對是年度業績及本集團於報告期終的資產及負債有重要影響性而表列。本公司董事認為併列其他附屬公司的詳情會引致篇幅過於冗長。有關於是年度/期間已出售或取消註冊附屬公司之詳情載於附註39。

None of the subsidiaries had any debentures outstanding at the end of the year/period or at any time during the year/period.

於是年度/期間終結時或在是年度/期間任何時間，附屬公司並無任何債權證結餘。

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### 19. DEFERRED TAX

The major deferred tax liabilities/(assets) recognised by the Group and the Company and movements thereon during the current and prior reporting periods are as follows:

The Group

### 19. 遞延稅項

本集團及本公司於本報告期間及過往報告期間確認的主要遞延稅項負債／(資產)及其變動如下：

本集團

		Accelerated tax depreciation 提前稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元 (note) (附註)	Total 總值 HK\$'000 千港元
At 1 September 2011	於2011年9月1日	862	(671)	(22,825)	(22,634)
Credited to profit or loss	於損益內計入	(199)	(32)	(3,272)	(3,503)
At 31 December 2012	於2012年12月31日	663	(703)	(26,097)	(26,137)
Charged/(credited) to profit or loss	於損益內扣除／(計入)	4,998	(4,683)	(24,364)	(24,049)
Reversal of deferred tax arising on deferred income	遞延收入引起之遞延稅項撥回	-	-	18,228	18,228
At 31 December 2013	於2013年12月31日	5,661	(5,386)	(32,233)	(31,958)

Note: The amount represents mainly deferred tax assets arising from deferred income as disclosed in note 29, unrealised profit on inventories and unrealised gain on transfer of plant and equipment between subsidiaries and deferred tax liabilities arising from withholding tax charged on certain PRC and an overseas subsidiary at the amounts of HK\$Nil (31 December 2012: HK\$16,648,000), HK\$3,500,000 (31 December 2012: HK\$2,458,000), HK\$2,981,000 (31 December 2012: HK\$3,314,000), HK\$1,878,000 (31 December 2012: HK\$2,380,000) respectively.

附註：有關款額主要為附註29所披露之遞延收入所產生之遞延稅項資產、存貨的未變現盈利及附屬公司之間機器及設備調撥的未變現收益，以及若干中國附屬公司及一間海外附屬公司扣除的預扣稅所產生的遞延稅項負債，分別為零港元（2012年12月31日：16,648,000港元）、3,500,000港元（2012年12月31日：2,458,000港元）、2,981,000港元（2012年12月31日：3,314,000港元）及1,878,000港元（2012年12月31日：2,380,000港元）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 19. DEFERRED TAX (Continued)

As at 31 December 2013, the Group had unused tax losses of approximately HK\$718 million (31 December 2012: HK\$837 million) available for offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$33 million (31 December 2012: HK\$4 million) of such losses, which represent tax losses incurred by certain of the Company's subsidiaries as it is considered by the management that future taxable profits will be available against which the tax losses can be utilised. No deferred tax asset has been recognised in respect of the remaining HK\$685 million (31 December 2012: HK\$833 million) tax losses due to the unpredictability of future profit streams. As at 31 December 2013, of the above tax losses, an aggregate amount of approximately HK\$467 million (31 December 2012: HK\$475 million) can be carried forward for five years following the year/period when the losses were incurred. Other tax losses may be carried forward indefinitely.

In addition, at 31 December 2013, the Group had other deductible temporary differences of approximately HK\$56 million (31 December 2012: HK\$23 million) mainly consist of unrealised gain on transfer of plant and equipment between subsidiaries, unrealised profit on inventories, allowance for doubtful debts and inventories and interest capitalisation. No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not certain that taxable profits will be available against which the deductible temporary differences can be utilised.

According to the EIT Law, starting from 1 January 2008, 10% withholding income tax will be imposed on dividends relating to profits earned in the calendar year 2008 onwards to foreign investors for the companies established in the PRC. For investors incorporated in Hong Kong and holds at least 25% of the equity interest in the PRC company, reduced rate of 5% will be applied. No deferred tax has been provided for in the consolidated financial statements in respect of the temporary differences attributable to such loss amounting to HK\$5,900,000 (31 December 2012: Deferred tax has been provided for in the consolidated financial statements in respect of the temporary differences attributable to such profits amounting to HK\$11,200,000). Deferred tax has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to HK\$117,351,000 (31 December 2012: HK\$89,907,000) 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.

### 19. 遞延稅項 (續)

於2013年12月31日，本集團可用作抵銷未來盈利的未運用稅項虧損約為718,000,000港元（2012年12月31日：837,000,000港元）。而此項虧損中約33,000,000港元（2012年12月31日：4,000,000港元）已確認為一項遞延稅項資產，此乃本公司若干附屬公司所產生的稅項虧損，經管理層考慮認為未來的應課稅盈利將可抵銷此稅項虧損。餘下的稅項虧損為685,000,000港元（2012年12月31日：833,000,000港元）因未能預測將來的盈利來源而未有確認為遞延稅項資產。於2013年12月31日，上述稅項虧損中，總金額約467,000,000港元（2012年12月31日：475,000,000港元）可於產生虧損年度／期間後轉存5年。其他稅項虧損可能無限定期轉存。

此外，於2013年12月31日，本集團其他可扣減暫時差異約為56,000,000港元（2012年12月31日：23,000,000港元），主要包含附屬公司之間機器及設備調撥的未變現收益、存貨的未變現利益、呆賬及存貨撥備以及利息資本化。因未能確定應課稅盈利將可作抵銷此可扣減暫時差異，故未有確認該可扣減暫時差異為遞延稅項資產。

根據企業所得稅法，由2008年1月1日起，於中國成立的公司向境外投資者派發與於2008年及以後年度的盈利有關的股息須繳納10%預扣所得稅。於香港註冊成立且持有中國公司最少25%權益的投資者，將應用寬減稅率5%。綜合財務報表內並無就該等虧損產生的暫時差異5,900,000港元作出遞延稅項撥備（2012年12月31日：已於綜合財務報表就該等盈利產生的暫時差異11,200,000港元作出遞延稅項撥備）。由於本集團可以控制暫時差異撥回之時間，而暫時差異很可能於可見將來不會撥回，故並未就中國附屬公司滾存盈利之暫時差異117,351,000港元（2012年12月31日：89,907,000港元）在綜合財務報表內作出遞延稅項撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 19. DEFERRED TAX (Continued)

For an overseas subsidiary, the Group provided the deferred tax in full in respect of the withholding tax attributable to the undistributed profits of HK\$14,729,000 (31 December 2012: HK\$13,780,000). The rate applied is the domestic income tax rate.

For the purposes of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances for reporting purposes:

### 19. 遞延稅項 (續)

就一間海外附屬公司而言，本集團已就未分派盈利14,729,000港元(2012年12月31日：13,780,000港元)之預扣稅全數計提遞延稅項撥備。所應用之稅率為該地方所得稅率。

就綜合財務狀況表的呈列而言，若干遞延稅項資產及負債已抵銷。以下是就呈報而言的遞延稅項結餘分析：

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(34,043)	(28,517)
Deferred tax liabilities	遞延稅項負債	2,085	2,380
		<u>(31,958)</u>	<u>(26,137)</u>

### The Company

### 本公司

		Accelerated tax depreciation 提前稅項折舊 HK\$'000 千港元	Tax losses 稅項虧損 HK\$'000 千港元	Total 總值 HK\$'000 千港元
At 1 September 2011	於2011年9月1日	268	(268)	-
Charged/(credited) to profit or loss	於損益內扣除/(計入)	157	(157)	-
At 31 December 2012	於2012年12月31日	425	(425)	-
Charged/(credited) to profit or loss	於損益內扣除/(計入)	(228)	415	187
At 31 December 2013	於2013年12月31日	197	(10)	187

As at 31 December 2013, the Company had unused tax losses of HK\$59,000 (31 December 2012: HK\$4,288,000) available for offset against future profits. A deferred tax has been recognised in respect of HK\$59,000 (31 December 2012: HK\$2,578,000) of such losses. As at 31 December 2012, no deferred tax asset has been recognised in respect of the remaining HK\$1,710,000 tax losses due to the unpredictability of future profit streams. The tax losses may be carried forward indefinitely.

於2013年12月31日，本公司可用作抵銷未來盈利的未運用稅項虧損為59,000港元(2012年12月31日：4,288,000港元)。已就此項虧損中的59,000港元(2012年12月31日：2,578,000港元)確認一項遞延稅項。於2012年12月31日，餘下的稅項虧損1,710,000港元因未能預測將來的盈利來源而未有確認為遞延稅項資產。稅項虧損可能無限期地轉存。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 20. INVESTMENT IN LIFE INSURANCE POLICIES

In prior period, the Group entered into contracts with two insurance companies which contain life insurance policies to insure against the death of certain key members of management of the Group, with an aggregate insured sum of approximately US\$18.8 million (equivalent to approximately HK\$145.8 million). Under these contracts, the beneficiary and policy holder is the Company. The Company has made upfront payments of HK\$36,178,000 in prior period. The monthly insurance costs and administrative charges determined by the insurance companies will be deducted from the account value. The insurers will declare interest (including the guaranteed interest) to the Company on a monthly basis, based on the amount of account value, at a rate to be determined at their own discretion. Two of the key members left the Group on 7 December 2012 and 1 May 2013, the Group is in the process of changing the life insured person to the other key member(s).

### 20. 人壽保險保單之投資

於過往期間，本集團與兩間保險公司訂立合約，當中包含人壽保險保單，為本集團若干名主要管理層成員之身故事宜投保，投保金額合共約為18,800,000美元（相等於約145,800,000港元）。根據該等合約，受益人及保單持有人為本公司。本公司於過往期間已支付預付按金36,178,000港元。每月支付的保費及保險公司釐定的行政費用將從賬戶價值中扣除。保險公司每月可根據賬戶價值按其酌情決定之利率向本公司宣派利息（包括保證利息）。本集團2名主要成員於2012年12月7日及2013年5月1日辭任，本集團正在將受保人更改為其他主要成員。

### 21. INVENTORIES

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Spare parts	備件	70,657	92,263
Raw materials	原料	829,755	577,267
Work-in-progress	半製品	334,255	300,907
Finished goods	製成品	402,105	370,116
		<u>1,636,772</u>	<u>1,340,553</u>

### 21. 存貨

### 22. TRADE AND BILLS RECEIVABLES

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Trade receivables	營業應收款項	1,009,495	1,045,456
Bills receivables	票據應收款項	285,866	255,364
Less: allowance for doubtful debts	減：呆賬撥備	(29,426)	(40,902)
		<u>1,265,935</u>	<u>1,259,918</u>

### 22. 營業及票據應收款項

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### 22. TRADE AND BILLS RECEIVABLES (Continued)

The Group allows a credit period ranging from 30 days to 60 days to its trade customers. The following is an ageing analysis of trade and bills receivables based on the payment due date net of allowance for doubtful debts:

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Not yet due	未到期	838,616	764,880
Overdue 1-30 days	逾期1-30天	214,253	265,530
Overdue 31-60 days	逾期31-60天	101,191	108,753
Overdue >60 days	逾期超過60天	111,875	120,755
		<b>1,265,935</b>	<b>1,259,918</b>

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits. Credit sales are made to customers with satisfactory trustworthy credit history. Credit limits attributed to customers are reviewed regularly. Trade receivables that are neither past due nor impaired have good track records with the Group.

Included in the Group's trade and bills receivables balance are debtors with an aggregate carrying amount of HK\$315,444,000 (31 December 2012: HK\$374,283,000) which were past due at the end of the reporting period for which the Group has not provided for impairment loss, as there has not been a significant change in credit quality and the amounts are either settled subsequently or still considered recoverable based on the historical experience. The Group does not hold any collateral over these balances.

### 22. 營業及票據應收款項(續)

本集團提供平均30天至60天數期予其營業客戶。營業及票據應收款項根據付款到期日(經扣除呆賬撥備)的賬齡分析如下:

	At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Not yet due	838,616	764,880
Overdue 1-30 days	214,253	265,530
Overdue 31-60 days	101,191	108,753
Overdue >60 days	111,875	120,755
	<b>1,265,935</b>	<b>1,259,918</b>

本集團於接納任何新客戶前，會評估該潛在客戶的信貸質素及界定其信貸限額。信貸銷售將會給予信貸記錄良好的客戶。客戶信貸限額定期予以檢討。本集團既無逾期亦無減值的營業應收款項均擁有良好往績記錄。

包括在本集團營業及票據應收款項結餘內的應收賬合共賬面值為315,444,000港元(2012年12月31日:374,283,000港元)，其於報告期終已逾期，由於信貸質素並無重大變動且該等金額已於其後結清或根據過往經驗仍視為可予收回，本集團並無就此作出減值損失撥備。本集團並無就該等結餘持有任何抵押品。

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### 22. TRADE AND BILLS RECEIVABLES (Continued)

Trade and bills receivables that were past due but not impaired are as follows:

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Overdue 1-30 days	逾期1-30天	214,253	265,530
Overdue 31-60 days	逾期31-60天	101,191	108,753
		<b>315,444</b>	<b>374,283</b>

No interest is charged on the overdue trade debtors. The Group has provided fully for all trade receivables over 360 days because historical experience is such that trade receivables that are past due beyond 360 days are generally not recoverable. Trade receivables between 60 days and 360 days have been provided for based on estimated irrecoverable amounts, determined by reference to past default experience.

Movements in the allowance for doubtful debts are as follows:

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Balance at beginning of the year/period	年/期初結餘	40,902	28,223
Currency realignment	外幣換算差額	1	(1)
Impairment loss (reversed)/recognised on trade and bills receivables, net	營業及票據應收款項之減值損失 (撥回)/確認淨額	(2,245)	12,690
Amounts written-off as uncollectible	因不可收回而撇銷的金額	(9,232)	(10)
Balance at end of the year/period	年/期終結餘	<b>29,426</b>	<b>40,902</b>

At 31 December 2013, the Group's trade and bills receivables included in the allowance for doubtful debts with an aggregate balance of HK\$29,426,000 (31 December 2012: HK\$40,902,000) was individually determined to be impaired. The Group does not hold any collateral over these balances.

### 22. 營業及票據應收款項 (續)

已逾期但未減值的營業及票據應收款項如下:

逾期營業應收賬款不計入利息。本集團已就超過360天的所有營業應收款項全數計提撥備，此乃由於過往經驗顯示逾期超過360天的營業應收款項一般是無法收回。60天至360天之間的營業應收款項乃按估計無法收回金額並參考過往欠款經驗所釐定而計提撥備。

呆賬撥備之變動如下:

於2013年12月31日，包括在呆賬撥備合共結餘為29,426,000港元（2012年12月31日：40,902,000港元）的營業及票據應收款項已個別釐定為已減值。本集團並無就該等結餘持有任何抵押品。



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### 23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 23. 預付款項、按金及其他應收款項

		The Group 本集團		The Company 本公司	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Value-added tax recoverable	可退回增值稅	36,816	21,672	-	-
Tax Reserve Certificates	儲稅券	-	34,600	-	3,000
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	154,330	110,132	4,311	6,497
		<u>191,146</u>	<u>166,404</u>	<u>4,311</u>	<u>9,497</u>

### 24. DERIVATIVE FINANCIAL INSTRUMENTS

### 24. 衍生金融工具

		The Group 本集團		The Company 本公司	
		Current 流動		Current 流動	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
<b>Derivative financial assets</b>	<b>衍生金融資產</b>				
Foreign currency forward contracts	遠期外匯合約	14,170	2,044	12,238	1,901
<b>Derivative financial liabilities</b>	<b>衍生金融負債</b>				
Foreign currency forward contracts	遠期外匯合約	-	515	-	515
Interest rate swaps	利率掉期	-	14,522	-	14,522
		<u>-</u>	<u>15,037</u>	<u>-</u>	<u>15,037</u>

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### 24. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

The principal terms of the Group's foreign currency forward contracts outstanding at the end of the reporting period are as follows:

Notional amount	Currency conversion
<b>At 31 December 2013:</b>	
41 contracts to sell USD137,000,000 in total*	USD1:RMB6.0648 to 6.3125
3 contracts to sell USD6,000,000 in total	USD1:RMB6.3065 to 6.3245
<b>At 31 December 2012:</b>	
33 contracts to sell USD59,450,000 in total*	USD1:RMB6.2336 to 6.4470
4 contracts to sell USD1,680,000 in total	USD1:RMB6.3125 to 6.3500

The above foreign currency forward contracts will mature within one year from the end of the reporting period.

The principal terms of the Group's interest rate swaps outstanding at 31 December 2012 are as follows:

Notional amount	Interest rate swaps
2 contracts with HK\$910,000,000 in total*	From Hong Kong Interbank Offered Rate ("HIBOR") to fixed rates ranging from 3.65% to 3.95%

\* These contracts are entered into by the Company.

The above interest rate swap contracts were matured within one year from the end of 31 December 2012.

### 24. 衍生金融工具 (續)

於報告期終，本集團尚未到期的遠期外匯合約之主要條款如下：

面值金額	貨幣換算
<b>於2013年12月31日：</b>	
41份賣出合共137,000,000 美元的合約*	1美元兌6.0648至 人民幣6.3125元
3份賣出合共6,000,000 美元的合約	1美元兌6.3065至 人民幣6.3245元
<b>於2012年12月31日：</b>	
33份賣出合共59,450,000 美元的合約*	1美元兌6.2336至 人民幣6.4470元
4份賣出合共1,680,000 美元的合約	1美元兌6.3125至 人民幣6.3500元

上述遠期外匯合約將自報告期終起計一年內到期。

於2012年12月31日，本集團尚未到期的利率掉期之主要條款如下：

面值金額	利率掉期
2份合共910,000,000 港元的合約*	由香港銀行同業拆 息(「香港銀行 同業拆息」)轉至 定息介乎3.65% 至3.95%

\* 該等合約由本公司訂立。

上述利率掉期合約已於2012年12月31日後1年內到期。

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### 24. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

The fair values of the above derivative instruments are calculated in accordance with generally accepted pricing models based on quoted forward exchange rates and discounted cash flow analysis based on the applicable yield curves of interest rates which were provided by counterparty financial institutions.

### 24. 衍生金融工具 (續)

上述衍生工具的公平價值乃根據公認定價模式，並以對手方財務機構提供的適用利率收益曲線所釐定的市場遠期匯率及貼現現金流量分析基準而計算。

### 25. SHORT-TERM BANK DEPOSITS AND BANK BALANCES AND CASH

Short-term bank deposits and bank balances carry market interest rates ranging from 0.01% to 6.00% (31 December 2012: 0.01% to 4.40%) per annum.

### 25. 短期銀行存款以及銀行結餘及現金

短期銀行存款及銀行結餘乃按市場年利率介乎0.01%至6.00% (2012年12月31日: 0.01%至4.40%) 計息。

### 26. TRADE AND BILLS PAYABLES

### 26. 營業及票據應付款項

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Trade payables	營業應付款項	515,406	488,414
Bills payables	票據應付款項	486,375	295,298
		<b>1,001,781</b>	<b>783,712</b>

The following is an ageing analysis of trade payables based on the payment due date:

營業應付款項按付款到期日的賬齡分析如下:

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Not yet due	未到期	458,408	405,062
Overdue 1-30 days	逾期1-30天	42,833	62,641
Overdue 31-60 days	逾期31-60天	6,450	10,440
Overdue >60 days	逾期超過60天	7,715	10,271
		<b>515,406</b>	<b>488,414</b>

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### 26. TRADE AND BILLS PAYABLES (Continued)

All the bills payables of the Group are not yet due at the end of the reporting period.

The average credit period on purchase of goods ranges from 30 days to 120 days. The Group has financial risk management policies in place to ensure that payables are within the credit time frame.

### 26. 營業及票據應付款項 (續)

於報告期終，本集團之所有票據應付款項均未到期。

購貨的平均信貸期為30天至120天。本集團已設有財務風險管理政策，以確保應付賬款均處於信貸期限內。

### 27. OTHER PAYABLES AND ACCRUALS

### 27. 其他應付款項及應計費用

		The Group 本集團		The Company 本公司	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Other payables	其他應付款項	123,971	118,928	240	334
Accruals	應計費用	215,828	223,232	9,398	24,712
		<b>339,799</b>	<b>342,160</b>	<b>9,638</b>	<b>25,046</b>

### 28. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

The amounts are unsecured, interest-free and repayable on demand.

### 29. DEFERRED INCOME

In prior years, the Group received a government subsidy of HK\$72,912,000 for the purchase of certain assets, which had been deferred to recognise as income over the useful lives of the relevant assets upon the fulfillment of the relevant conditions. An amount of HK\$1,458,000 (31 December 2012: HK\$1,946,000) was amortised as income during the year, with a corresponding adjustment to deferred tax assets previously recognised.

During the year, deferred tax arising on deferred income was reversed due to offset against tax losses.

### 28. 欠非控股股東款項

該等款項並無抵押、免息及應要求償還。

### 29. 遞延收入

於過往年度，本集團已收一項政府補貼72,912,000港元，用於購買若干資產，補貼已於達成相關條件後按有關資產使用年期確認為收入。年內，已將1,458,000港元（2012年12月31日：1,946,000港元）攤銷為收入，並已於先前確認之遞延稅項資產作出相應調整。

於年內，遞延收入引起之遞延稅項已撥回，因已用作抵銷稅項虧損。

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### 30. BANK AND OTHER BORROWINGS/BANK OVERDRAFTS

### 30. 銀行及其他借貸／銀行透支

		The Group 本集團		The Company 本公司	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Secured borrowings:	有抵押借貸：				
Bank loans (note (a))	銀行貸款(附註(a))	33,300	34,207	13,644	14,551
Import bills loans (note (a))	進口貸款(附註(a))	54,978	226,136	-	-
Unsecured borrowings:	無抵押借貸：				
Bank loans	銀行貸款	737,971	841,594	-	581,817
Import bills loans	進口貸款	527,478	366,256	-	-
Bank overdrafts	銀行透支	-	7,751	-	-
Other loan (note (b))	其他貸款(附註(b))	1,817	7,129	1,817	7,129
		<b>1,355,544</b>	<b>1,483,073</b>	<b>15,461</b>	<b>603,497</b>
Repayable as follows:	須於下列期間償還：				
On demand or within one year (note (c))	應要求償還或1年內(附註(c))	838,946	1,242,486	15,461	362,910
More than one year, but not exceeding two years	1年以上但不超過2年	302,928	240,587	-	240,587
More than two years, but not exceeding five years	2年以上但不超過5年	213,670	-	-	-
		<b>1,355,544</b>	<b>1,483,073</b>	<b>15,461</b>	<b>603,497</b>
Less: Amounts repayable on demand or due within one year shown under current liabilities	減：應要求償還或1年內到期金額轉入流動負債項目				
- bank borrowings due within one year	-1年內到期的銀行借貸	(837,129)	(1,229,423)	(13,644)	(357,598)
- other loan due within one year (note (b))	-1年內到期的其他貸款(附註(b))	(1,817)	(5,312)	(1,817)	(5,312)
- bank overdrafts	-銀行透支	-	(7,751)	-	-
Amounts due after one year	1年後到期金額	<b>516,598</b>	<b>240,587</b>	<b>-</b>	<b>240,587</b>

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### 30. BANK AND OTHER BORROWINGS/BANK OVERDRAFTS (Continued)

Notes:

- (a) Bank loans of HK\$33,300,000 and import bills loans of HK\$54,978,000 (31 December 2012: HK\$34,207,000 and HK\$226,136,000) are secured by certain life insurance policies as detailed in note 20.
- (b) The other loan of HK\$1,817,000 (31 December 2012: HK\$7,129,000) is unsecured and borrowed from an independent third party, charged at 3.99% per annum.
- (c) The current liabilities include bank loans of HK\$13,644,000 (2012: HK\$94,551,000) that are not scheduled to repay within one year. They are classified as current liabilities as the related loan agreements contain a clause that provides the lenders with an unconditional right to demand repayment at any time at its own discretion.

The bank borrowings of the Group are mainly variable rate borrowings which carry interest at HIBOR plus a spread, ranging from 1% to 3.35% (31 December 2012: 0.4% to 3.35%) or London Interbank Offered Rate plus a spread, ranging from 1.3% to 3.0% (31 December 2012: 1.30% to 3.0%) or cost of fund plus a spread, ranging from 1.5% to 2.0% or SIBOR plus a spread, ranging from 1.0% to 2.0% per annum in Hong Kong. The average effective interest rate of the bank borrowings of the Group is 2.54% (31 December 2012: 3.03%) per annum. Some other bank borrowings of the Group carry interest at fixed-rates ranging from 0.85% to 2.86% (31 December 2012: 1.35% to 7.26%) per annum.

The bank borrowings of the Company are mainly variable rate borrowings which carry interest at HIBOR plus a spread, ranging from 1% to 3.35% (31 December 2012: 0.4% to 3.35%) or SIBOR plus a spread, 1.0% per annum. The average effective interest rate of the bank borrowings of the Company is 3.27% (31 December 2012: 2.94%) per annum.

In addition, the average effective interest rate of the bank overdrafts of the Group was 2.47% per annum for the period ended 31 December 2012.

Pursuant to the Group's banking facilities letters, the Group was required to maintain a number of covenant ratios. During the year, the Group had complied with all covenant ratios. In the previous period, the Group was in breach of the bank loans covenant. The Group obtained waiver letters in relation to the breach of covenant for the bank loans from relevant banks and the lenders have agreed not to demand payment as a consequence of the breach as at 31 December 2012.

### 30. 銀行及其他借貸／銀行透支 (續)

附註:

- (a) 銀行貸款33,300,000港元及進口貸款54,978,000港元(2012年12月31日: 34,207,000港元及226,136,000港元)乃以若干人壽保險保單作為抵押,詳情載於附註20。
- (b) 其他貸款1,817,000港元(2012年12月31日: 7,129,000港元)為無抵押,並向一名獨立第三方借入,按年利率3.99%計算。
- (c) 流動負債包括不會於一年內到期償還之銀行貸款13,644,000港元(2012年: 94,551,000港元)。由於相關貸款協議載有條款,訂明貸款人有無條件權利可隨時酌情要求還款,故有關銀行借貸被分類為流動負債。

本集團的銀行借貸主要為浮息借貸,於香港乃按香港銀行同業拆息加上息差介乎1%至3.35%(2012年12月31日: 0.4%至3.35%)或倫敦銀行同業拆息加上息差介乎1.30%至3.0%(2012年12月31日: 1.30%至3.00%)或資金成本加上息差介乎1.5%至2.0%或新加坡銀行同業拆息加上息差介乎1.0%至2.0%之年利率計息。本集團銀行借貸之平均實際年利率為2.54%(2012年12月31日: 3.03%)。本集團部份其他銀行借貸乃按固定年利率介乎0.85%至2.86%(2012年12月31日: 1.35%至7.26%)計息。

本公司的銀行借貸主要為浮息借貸,乃按香港銀行同業拆息加上息差介乎1%至3.35%(2012年12月31日: 0.4%至3.35%)或新加坡銀行同業拆息加上息差1.0%之年利率計息。本公司銀行借貸之平均實際年利率為3.27%(2012年12月31日: 2.94%)。

此外,截至2012年12月31日止期間,本集團銀行透支的平均實際年利率為2.47%。

根據本集團的銀行融資函件,本集團須維持數個契約比率。於年內,本集團已遵守所有契約比率。於過往期間,本集團違反銀行貸款契約。於2012年12月31日,本集團就有關銀行貸款違反契約事宜取得相關銀行的豁免函件,而貸款人同意毋須就有關違反即時還款。

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### 31. SHARE CAPITAL

### 31. 股本

		Number of ordinary shares of HK\$0.20 each 每股面值0.20港元之普通股數目		Amount 金額	
		At 31 December 2013 於2013年 12月31日	At 31 December 2012 於2012年 12月31日	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Authorised:	法定股本：				
At beginning and end of the year/period	於是年度／期間開始及 終結時	<u>1,400,000,000</u>	<u>1,400,000,000</u>	<u>280,000</u>	<u>280,000</u>
Issued and fully paid:	已發行及繳足股本：				
At beginning of the year/period	於是年度／期間開始時	<u>1,203,046,960</u>	<u>794,010,960</u>	<u>240,609</u>	<u>158,802</u>
Issue of shares	發行股份	<u>-</u>	<u>409,036,000</u>	<u>-</u>	<u>81,807</u>
At the end of the year/period	於是年度／期間終結時	<u>1,203,046,960</u>	<u>1,203,046,960</u>	<u>240,609</u>	<u>240,609</u>

On 6 June 2012, the Company allotted and issued a total of 409,036,000 shares of HK\$0.2 each at the price of HK\$1.25 per share to Yieldfull, a company incorporated in the British Virgin Islands and wholly-owned by Chinatex, a state-owned enterprise under the direct supervision and administration of, and is beneficially owned by, the State-owned Assets Supervision and Administration Committee of the State Council of the PRC. These shares rank pari passu in all respects with other shares in issue. Immediately after the issue of shares, there were 1,203,046,960 shares in issue and Chinatex held approximately 34% of the issued share capital of the Company and became the single largest shareholder of the Company.

於2012年6月6日，本公司按每股1.25港元之價格配發及發行合共409,036,000股每股面值0.2港元之股份予Yieldfull，一家於英屬處女群島註冊成立之公司，由中紡全資擁有，而中紡乃一家由中國國務院國有資產監督管理委員會直接監督及管理以及實益擁有之國有企業。該等股份於所有方面均與其他已發行股份享有同等權益。緊隨發行股份後，本公司有已發行股份1,203,046,960股，而中紡持有本公司已發行股本約34%，並成為本公司之單一最大股東。

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### 32. SHARE-BASED PAYMENT TRANSACTIONS

#### The 2002 Scheme

The Company has a share option scheme (the “2002 Scheme”), which was adopted by the Company at the extraordinary general meeting held on 25 January 2002. The 2002 Scheme was expired on 24 January 2012. The primary purpose of the 2002 Scheme is to provide the Company with a flexible mean of giving incentives to, rewarding, remunerating, compensating and/or providing benefits to the employees and for such other purposes as the board of directors of the Company may approve from time to time. Under the 2002 Scheme, the board of directors of the Company may offer to full time employees, including full time executive directors, of the Company and/or its subsidiaries who have completed the probation period options to subscribe for shares in the Company in accordance with the terms of the 2002 Scheme for the consideration of HK\$1 for each lot of share options granted. The total number of shares in respect of which options may be granted under the 2002 Scheme is not permitted to exceed 10% of the shares of the Company in issue at the date of approval of the 2002 Scheme. The Company may seek approval from shareholders of the Company in general meeting to refresh the 10% limit. In addition, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the Listing Rules) of the total number of shares in issue from time to time. The number of shares in respect of which options may be granted to any employee in any 12-month period is not permitted to exceed 1% of the total number of shares of the Company in issue, subject to approval from shareholders of the Company. Options granted must be taken within 28 days of the date of grant or such longer or shorter period as the board of directors of the Company may think fit. The minimum period for which an option must be held before it can be exercised is one year or such other period as the board of directors of the Company may think fit commencing from the date of grant (“Holdup period”). An option period, at the absolute discretion of the board of directors of the Company, shall commence on the expiry of the Holdup period and expire no later than the 10th anniversary of the date of grant. The exercise price is determined by the board of directors of the Company and will be at least the highest of the followings:

### 32. 以股份為基礎之付款交易

#### 2002年計劃

本公司擁有一項購股權計劃（「2002年計劃」），乃由本公司於2002年1月25日舉行之股東特別大會上採納。2002年計劃已於2012年1月24日屆滿。2002年計劃的主要目的為讓本公司可向僱員給予鼓勵、獎賞、報酬、補償及／或提供福利及就本公司董事會不時批准的其他目的而言提供一個靈活方式。根據2002年計劃，本公司董事會可按2002年計劃的條款授予本公司及／或其附屬公司已通過試用期的全職僱員（包括全職執行董事）購股權以認購本公司股份，每次接受購股權的代價為1港元。根據2002年計劃所授出的購股權而發行的股份總數，最多不得超過2002年購股權計劃獲批准當日的已發行股份總數的10%。本公司可在股東大會上尋求股東批准，更新此10%的上限。此外，根據2002年計劃及本公司任何其他購股權計劃已授出但尚未行使的購股權獲行使而發行的股份總數，最多不得超過本公司不時已發行股份總數的30%（或根據上市規則容許的較高上限）。除已獲股東批准外，任何1位僱員於任何12個月期間內，其因行使將獲授購股權的股份總數，最多不得超過本公司已發行股份總數的1%。僱員必須在購股權授出日起28日內或本公司董事會可能認為適當的其他較長或較短期間內接納所獲授予的購股權。僱員必須最少於授出日起計1年或本公司董事會可能認為適當的其他期間（「持有期」）持有購股權後，才可作出認購。認購期由本公司董事會按絕對酌情權釐定，將由持有期屆滿後開始計算及不遲於授出日後10週年屆滿。行使價由本公司董事會議定，但必須為以下3者中的最高者：



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### 32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The 2002 Scheme (Continued)

- (a) the closing price of shares at the date of grant of a share option;
- (b) the average closing price of the shares for the five business days immediately preceding the date of grant; and
- (c) the nominal value of a share.

Under the 2002 Scheme, 22,400,000 options were granted on 17 September 2010. The closing price of the Company's shares immediately before the date of grant was HK\$1.29. Details of the movements of those options and other information of the grant are set out below.

#### The 2011 Scheme

On 20 January 2011, the 2002 Scheme was early terminated and the Company adopted a new share option scheme (the "2011 Scheme") pursuant to a resolution passed at the extraordinary general meeting held on the same date. Further details are set out in the announcement of the Company dated 10 December 2010.

The terms and conditions of the 2011 Scheme are basically the same as those of the 2002 Scheme except that the eligible participants of the 2011 Scheme include, among others, directors and full-time or part-time employees whereas the eligible participants of the 2002 Scheme cover only directors and full-time employees. In addition, there is no specific period for accepting the share options granted and also no specific Holdup period, which are determined by the board of directors upon the grant of share options as they think as appropriate.

The 2011 Scheme will expire on 20 January 2021.

Under the 2011 Scheme, share options of 3,352,000 and 23,045,000 were granted on 18 May 2011 and 18 August 2011, respectively. The closing prices of the Company's shares immediately before the dates of grant were HK\$1.80 and HK\$1.21, respectively.

### 32. 以股份為基礎之付款交易 (續)

2002年計劃 (續)

- (a) 股份於購股權授出日的收市價；
- (b) 股份於購股權授出日之前5個營業日的平均收市價；及
- (c) 股份的每股面值。

根據2002年計劃，已於2010年9月17日授出22,400,000份購股權。本公司股份於緊接授出日期之收市價為1.29港元。有關該等購股權變動詳情及授出之其他資料載列於下文。

#### 2011年計劃

於2011年1月20日，2002年計劃已被提前終止，而本公司已根據於同日舉行之股東特別大會上通過之一項決議案採納一項新購股權計劃（「2011年計劃」）。有關詳情載於本公司日期為2010年12月10日之公告內。

2011年計劃之條款及條文基本上與2002年計劃相同，惟2011年計劃之合資格參與者包括（其中包括）董事及全職或兼職僱員，而2002年計劃之合資格參與者僅包括董事及全職僱員。此外，概無由董事會於購股權授出時已釐定之接納已授出購股權特定期限，亦無特定持有期（如彼等認為適用）。

2011年計劃將於2021年1月20日屆滿。

根據2011年計劃，於2011年5月18日及2011年8月18日已分別授出3,352,000份及23,045,000份購股權。本公司股份於緊接授出日期之收市價分別為1.80港元及1.21港元。

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32. SHARE-BASED PAYMENT TRANSACTIONS  
(Continued)

## 32. 以股份為基礎之付款交易 (續)

The following table discloses movements of the Company's share options granted under the 2002 Scheme and the 2011 Scheme.

下表披露本公司根據2002年計劃及2011年計劃已授出購股權之變動情況。

	Scheme	Date of grant	Exercise price	Outstanding at 1 January 2013 於2013年 1月1日 尚未行使	Forfeited during the year	Outstanding at 31 December 2013 於2013年 12月31日 尚未行使
	計劃	授出日期	行使價		年內已沒收	
Category 1: Directors						
第1類：董事						
Mr. HA Kam On, Victor	2002	17 September 2010	HK\$1.29	4,600,000	–	4,600,000
夏錦安先生	2002年	2010年9月17日	1.29港元			
	2011	18 August 2011	HK\$1.21	3,300,000	–	3,300,000
	2011年	2011年8月18日	1.21港元			
Dr. YEN Gordon	2002	17 September 2010	HK\$1.29	4,600,000	(4,600,000)	–
嚴震銘博士	2002年	2010年9月17日	1.29港元			
	2011	18 August 2011	HK\$1.21	3,300,000	–	3,300,000
	2011年	2011年8月18日	1.21港元			
Total Directors 董事合共				<u>15,800,000</u>	<u>(4,600,000)</u>	<u>11,200,000</u>
Category 2: Employees						
第2類：僱員						
	2002	17 September 2010	HK\$1.29	6,600,000	(2,000,000)	4,600,000
	2002年	2010年9月17日	1.29港元			
	2011	18 May 2011	HK\$1.91	2,634,000	(186,000)	2,448,000
	2011年	2011年5月18日	1.91港元			
	2011	18 August 2011	HK\$1.21	12,200,000	(3,900,000)	8,300,000
	2011年	2011年8月18日	1.21港元			
Total Employees 僱員合共				<u>21,434,000</u>	<u>(6,086,000)</u>	<u>15,348,000</u>
Two categories 兩類別合共				<u>37,234,000</u>	<u>(10,686,000)</u>	<u>26,548,000</u>
Exercisable at the end of the period/year						
於期／年結時可予行使				<u>5,380,000</u>		<u>8,846,000</u>

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### 32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

### 32. 以股份為基礎之付款交易(續)

	Scheme	Date of grant	Exercise price	Outstanding at 1 September 2011 於2011年 9月1日 尚未行使	Transferred during the period 期內已調撥	Forfeited during the period 期內已沒收	Outstanding at 31 December 2012 於2012年 12月31日 尚未行使
	計劃	授出日期	行使價				
Category 1: Directors							
第1類: 董事							
Mr. HA Kam On, Victor	2002	17 September 2010	HK\$1.29	4,600,000	-	-	4,600,000
夏錦安先生	2002年	2010年9月17日	1.29港元				
	2011	18 August 2011	HK\$1.21	3,300,000	-	-	3,300,000
	2011年	2011年8月18日	1.21港元				
Mr. HA Hon Kuen	2002	17 September 2010	HK\$1.29	2,000,000	(2,000,000)	-	-
夏漢權先生	2002年	2010年9月17日	1.29港元				
	2011	18 August 2011	HK\$1.21	3,000,000	(3,000,000)	-	-
	2011年	2011年8月18日	1.21港元				
Dr. YEN Gordon	2002	17 September 2010	HK\$1.29	4,600,000	-	-	4,600,000
嚴震銘博士	2002年	2010年9月17日	1.29港元				
	2011	18 August 2011	HK\$1.21	3,300,000	-	-	3,300,000
	2011年	2011年8月18日	1.21港元				
Total Directors 董事合共				<u>20,800,000</u>	<u>(5,000,000)</u>	<u>-</u>	<u>15,800,000</u>
Category 2: Employees							
第2類: 僱員							
	2002	17 September 2010	HK\$1.29	6,600,000	2,000,000	(2,000,000)	6,600,000
	2002年	2010年9月17日	1.29港元				
	2011	18 May 2011	HK\$1.91	3,352,000	-	(718,000)	2,634,000
	2011年	2011年5月18日	1.91港元				
	2011	18 August 2011	HK\$1.21	13,445,000	3,000,000	(4,245,000)	12,200,000
	2011年	2011年8月18日	1.21港元				
Total Employees 僱員合共				<u>23,397,000</u>	<u>5,000,000</u>	<u>(6,963,000)</u>	<u>21,434,000</u>
Two categories 兩類別合共				<u>44,197,000</u>	<u>-</u>	<u>(6,963,000)</u>	<u>37,234,000</u>
Exercisable at the end of the period 於期結時可予行使				<u>-</u>			<u>5,380,000</u>

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### 32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 17 September 2010 under the 2002 Scheme are exercisable during the period from 17 March 2014 to 17 March 2017 in three tranches, being

- 17 March 2014 to 17 March 2017 (up to 30.00% of the share options granted are exercisable)
- 17 March 2015 to 17 March 2017 (up to 60.00% of the share options granted are exercisable)
- 17 March 2016 to 17 March 2017 (all share options granted are exercisable)

Share options granted on 18 May 2011 under the 2011 Scheme are exercisable during the period from 18 May 2012 to 17 May 2015 in three tranches, being

- 18 May 2012 to 17 May 2015 (up to 32.52% of the share options granted are exercisable)
- 18 May 2013 to 17 May 2015 (up to 65.04% of the share options granted are exercisable)
- 18 May 2014 to 17 May 2015 (all share options granted are exercisable)

### 32. 以股份為基礎之付款交易 (續)

於2010年9月17日根據2002年計劃授出之購股權可於2014年3月17日至2017年3月17日期間分3個階段予以行使，即

- 2014年3月17日至2017年3月17日（最多佔已授出購股權之30.00%可予行使）
- 2015年3月17日至2017年3月17日（最多佔已授出購股權之60.00%可予行使）
- 2016年3月17日至2017年3月17日（所有已授出之購股權可予行使）

於2011年5月18日根據2011年計劃授出之購股權可於2012年5月18日至2015年5月17日期間分3個階段予以行使，即

- 2012年5月18日至2015年5月17日（最多佔已授出購股權之32.52%可予行使）
- 2013年5月18日至2015年5月17日（最多佔已授出購股權之65.04%可予行使）
- 2014年5月18日至2015年5月17日（所有已授出之購股權可予行使）

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### 32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share options granted on 18 August 2011 under the 2011 Scheme are exercisable by 2 batches as follows:

Batch 1: 15,900,000 share options are exercisable during the period from 19 August 2012 to 18 August 2017 in five tranches, being

- 19 August 2012 to 18 August 2017 (up to 20.00% of the share options granted are exercisable)
- 19 August 2013 to 18 August 2017 (up to 40.00% of the share options granted are exercisable)
- 19 August 2014 to 18 August 2017 (up to 60.00% of the share options granted are exercisable)
- 19 August 2015 to 18 August 2017 (up to 80.00% of the share options granted are exercisable)
- 19 August 2016 to 18 August 2017 (all share options granted are exercisable)

Batch 2: 7,145,000 share options are exercisable during the period from 19 August 2012 to 18 August 2015 in three tranches, being

- 19 August 2012 to 18 August 2015 (up to 34.15% of the share options granted are exercisable)
- 19 August 2013 to 18 August 2015 (up to 68.31% of the share options granted are exercisable)
- 19 August 2014 to 18 August 2015 (all share options granted are exercisable)

### 32. 以股份為基礎之付款交易(續)

於2011年8月18日根據2011年計劃授出之購股權可分2批予以行使，載列如下：

第1批：15,900,000份購股權可於2012年8月19日至2017年8月18日期間分5個階段予以行使，即

- 2012年8月19日至2017年8月18日(最多佔已授出購股權之20.00%可予行使)
- 2013年8月19日至2017年8月18日(最多佔已授出購股權之40.00%可予行使)
- 2014年8月19日至2017年8月18日(最多佔已授出購股權之60.00%可予行使)
- 2015年8月19日至2017年8月18日(最多佔已授出購股權之80.00%可予行使)
- 2016年8月19日至2017年8月18日(所有已授出之購股權可予行使)

第2批：7,145,000份購股權可於2012年8月19日至2015年8月18日期間分3個階段予以行使，即

- 2012年8月19日至2015年8月18日(最多佔已授出購股權之34.15%可予行使)
- 2013年8月19日至2015年8月18日(最多佔已授出購股權之68.31%可予行使)
- 2014年8月19日至2015年8月18日(所有已授出之購股權可予行使)

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### 32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

### 32. 以股份為基礎之付款交易 (續)

The fair values of the share options were determined using the Binomial model: 購股權之公平價值乃採用二項式模式釐定：

		Under the 2002 Scheme Share options granted on 17 September 2010 根據2002年計劃 於2010年9月17日 已授出的購股權	Under the 2011 Scheme Share options granted on 18 May 2011 根據2011年計劃 於2011年5月18日 已授出的購股權	Under the 2011 Scheme Share options granted on 18 August 2011 根據2011年計劃 於2011年8月18日 已授出的購股權
Number of options	購股權數目	22,400,000	3,352,000	23,045,000
Grant date fair value	授出日期之公平價值	HK\$15,812,000港元	HK\$2,718,000港元	HK\$13,156,000港元
Grant date share price	授出日期之股價	HK\$1.29港元	HK\$1.80港元	HK\$1.21港元
Exercise price	行使價	HK\$1.29港元	HK\$1.91港元	HK\$1.21港元
Suboptimal exercise factor	次優行使因素	2	2	2
Contractual life	合約年期	6.5 years 年	4 years 年	4-6 years 年
Expected volatility	預計波幅	58.25%	66.97%	59.96%-66.16%
Dividend yield	股息率	0%	0.58%	0.88%
Risk-free interest rate	無風險利率	1.59%	1.23%	0.48%-0.99%

Expected volatilities were determined by using historical volatilities of the stock return of the Company over the previous 4 to 6.5 years. The risk-free interest rates used in the model were determined based on the yield of Hong Kong Sovereign Curve for the share options granted on 17 September 2010 and the yield of Hong Kong Exchange Fund Note for the share options granted on 18 May 2011 and 18 August 2011.

預期波幅乃採用本公司過去4至6.5年股票回報之歷史波幅釐定。模式中所採用之無風險利率乃根據香港主權曲線回報率(yield of Hong Kong Sovereign Curve) (就2010年9月17日已授出之購股權)及香港外匯基金債券回報率(就2011年5月18日及2011年8月18日已授出之購股權)釐定。

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### 32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The Group recognised a net reversal of HK\$77,000 (31 December 2012: total expense HK\$10,268,000) for the current year in relation to share options granted by the Company. Out of the amount, a net reversal of HK\$80,000 (31 December 2012: total expense HK\$3,616,000) is related to the directors of the Company.

The options outstanding at 31 December 2013 had a weighted average remaining contractual life of 2.9 years (31 December 2012: 4 years).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit and loss over the remaining vesting period, with a corresponding adjustment to the share options reserve.

The Binomial model has been used to estimate the fair value of the share options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

### 32. 以股份為基礎之付款交易(續)

本集團於本年度已就本公司授出之購股權確認撥回淨額77,000港元(2012年12月31日:總開支10,268,000港元)。當中80,000港元的撥回淨額(2012年12月31日:總開支3,616,000港元)與本公司董事有關。

於2013年12月31日,尚未行使的購股權的加權平均剩餘合約年期為2.9年(2012年12月31日:4年)。

於報告期終,本集團修訂其對預期最終歸屬的購股權數目之估計。修訂原先估計產生之影響(如有)按剩餘歸屬年期於損益確認,並於購股權儲備作出相應調整。

購股權之公平價值採用二項式模式估計。計算購股權公平價值所採用之變動因素及假設乃根據董事之最佳估計而釐定。購股權之價值於若干主觀假設之變動因素下會有所不同。

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### 33. RESERVES

The Company

		Share premium	Capital redemption reserve	Share options reserve	Retained earnings	Total
		股份溢價	資本贖回儲備	購股權儲備	滾存盈利	總值
		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
At 1 September 2011	於2011年9月1日	197,124	210	3,395	628,518	829,247
Loss and total comprehensive expenses for the period	是期間虧損及全面開支總額	-	-	-	(3,994)	(3,994)
Equity-settled share-based payments	以權益結算以股份為基礎之付款	-	-	10,268	-	10,268
Dividend recognised as distribution	已確認為分派之股息	-	-	-	(7,940)	(7,940)
Issue of shares	發行股份	429,488	-	-	-	429,488
Share issue expenses	股份發行開支	(5,220)	-	-	-	(5,220)
At 31 December 2012	於2012年12月31日	621,392	210	13,663	616,584	1,251,849
Profit and total comprehensive income for the year	是年度盈利及全面收益總額	-	-	-	872,133	872,133
Equity-settled share-based payments reverse	以權益結算以股份為基礎之付款撥回	-	-	(60)	-	(60)
At 31 December 2013	於2013年12月31日	621,392	210	13,603	1,488,717	2,123,922

### 33. 儲備

本公司

### 34. CAPITAL RISK MANAGEMENT

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

The capital structure of the Group consists of debts, which include the borrowings disclosed in note 30, and equity attributable to owners of the Company, comprising issued share capital and reserves.

### 34. 資本風險管理

本集團管理資本之目的，在於確保本集團各實體得以持續經營，同時透過取得債務與權益之間的最佳平衡，為持份者爭取最大回報。本集團的整體策略與往年一致。

本集團的資本架構包括債務（當中包括附註30所披露的借貸）及本公司擁有人應佔權益（包括已發行股本及儲備）。



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### 34. CAPITAL RISK MANAGEMENT (Continued)

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

### 34. 資本風險管理 (續)

本公司董事按持續基準檢討資本架構。作為檢討一部分，董事會考慮資本的成本與股本的相關風險。根據董事的建議，本集團將透過派發股息、發行新股及購回股份與及發行新債務以平衡整體資本架構。

### 35. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

### 35. 金融工具

#### (a) 金融工具類別

		The Group 本集團		The Company 本公司	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sales financial assets (Investment in life insurance policies)	可供出售金融資產 (人壽保險保單之投資)	37,346	36,742	37,346	36,742
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及等同現金項目)	2,444,115	2,502,818	3,298,172	3,672,463
Derivative financial instruments	衍生金融工具	14,170	2,044	12,238	1,901
<b>Financial liabilities</b>	<b>金融負債</b>				
Amortised cost	攤銷成本	2,513,082	2,393,212	1,016,271	2,171,498
Derivative financial instruments	衍生金融工具	-	15,037	-	15,037

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### 35. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies

The major financial instruments of the Group and the Company include investment in life insurance policies, trade and bills receivables, other receivables, amounts due from/to subsidiaries, bank deposits, bank balances and cash, derivative financial instruments, trade and bills payables, other payables, amounts due to non-controlling shareholders, bank and other borrowings and bank overdrafts. 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. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### **Market risk**

##### (i) Currency risk

Certain entities in the Group have foreign currency transactions, which expose the Group to foreign currency risk.

The Group manages and monitors foreign exchange exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group has entered into foreign currency forward contracts to mitigate the risk.

At the end of the reporting period, the carrying amounts of foreign currency denominated monetary assets and monetary liabilities and derivative financial instruments of the Group and the Company that are considered significant by the management are as follows:

### 35. 金融工具 (續)

#### (b) 財務風險管理目標及政策

本集團及本公司的主要金融工具包括人壽保險保單之投資、營業及票據應收款項、其他應收款項、附屬公司所欠／欠附屬公司的款項、銀行存款、銀行結存及現金、衍生金融工具、營業及票據應付款項、其他應付款項、欠非控股股東的款項、銀行及其他借貸及銀行透支。該等金融工具之詳情已於各附註中披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。下文載列有關如何降低該等風險的政策。管理層管理及監控該等風險，以確保及時和有效地採取適當措施。

#### **市場風險**

##### (i) 貨幣風險

本集團若干實體有外幣交易，故本集團涉及外幣風險。

本集團管理及監控外匯風險，以確保及時和有效地採取適當措施。本集團已簽訂遠期外匯合約，以降低該等風險。

於報告期終，管理層認為屬重大的本集團及本公司以外幣列值的貨幣資產及貨幣負債及衍生金融工具的賬面值如下：

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### 35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies  
(Continued)

#### Market risk (Continued)

(i) Currency risk (Continued)

Monetary assets and monetary liabilities:

### 35. 金融工具(續)

(b) 財務風險管理目標及政策(續)

#### 市場風險(續)

(i) 貨幣風險(續)

貨幣資產及貨幣負債:

		The Group 本集團			
		Assets 資產		Liabilities 負債	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
USD	美元	840,431	1,078,904	1,106,801	934,505
RMB	人民幣	793,093	612,685	413,966	378,059
CAD	加元	5,000	2,480	-	-
LKR	盧比	1,476	112	-	1,651
HK\$	港元	6,347	35,848	3,224	3,497
British Pound ("GBP")	英鎊	3,292	3,224	-	-
EURO	歐元	2,318	2,388	-	-
Indonesian Rupiah ("IDR")	印尼盾	4,990	513	1,799	1,253

		The Company 本公司			
		Assets 資產		Liabilities 負債	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
USD	美元	76,615	153,575	-	-
RMB	人民幣	61,347	89,715	-	-
CAD	加元	2,360	1,632	-	-
GBP	英鎊	3,245	3,178	-	-

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### 35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies  
(Continued)

#### Market risk (Continued)

(i) Currency risk (Continued)

Derivative financial instruments:

### 35. 金融工具 (續)

(b) 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：

		The Group 本集團		The Company 本公司	
		At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
<b>Derivative financial assets</b>	<b>衍生金融資產</b>				
Foreign currency forward contracts to buy RMB and sell USD	買入人民幣及賣出 美元的遠期外匯合約	14,170	2,044	12,238	1,901
<b>Derivative financial liabilities</b>	<b>衍生金融負債</b>				
Foreign currency forward contracts to buy RMB and sell USD	買入人民幣及賣出 美元的遠期外匯合約	-	515	-	515

#### Sensitivity analysis

The Group is mainly exposed to the risk of fluctuation of USD, RMB, CAD and HK\$ when such currencies are different from the relevant group entities.

The following tables detail the sensitivity of the Group to a 5% increase and decrease in the above foreign currencies against the functional currency of the corresponding group entity, except for HK\$ against USD since HK\$ is pegged to USD. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and derivative financial instruments and adjusts their translation or fair value in the case of derivative financial instruments at the year end for a 5% change in foreign currency rates. On this basis, there will be an increase/(decrease) in pre-tax profit for the year/period where USD, RMB and CAD strengthen against the functional currency of the corresponding group entity by 5%, and vice versa. The analysis is performed on the same basis for 2012.

#### 敏感度分析

本集團主要涉及美元、人民幣、加元及港元（當該等貨幣與相關集團實體的功能貨幣不同時）的波動風險。

下表詳細載列上述外幣兌相關集團實體功能貨幣升值或貶值5%的敏感度，由於港元與美元掛鈎，因此港元兌美元除外。5%為向主要管理人員內部呈報外匯風險及管理層對匯率可能合理變動的評估所採用的敏感度比率。敏感度分析僅包括尚未結算以外幣列值的貨幣項目及衍生金融工具，並於年終按5%的外匯率變動調整其換算或衍生金融工具之公平價值。按此基準，當美元、人民幣及加元兌相關集團實體功能貨幣升值5%，是年度／期間稅前盈利將會增加／（減少），反之亦然。有關分析乃按2012年的相同基準進行。

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### 35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies  
(Continued)

**Market risk (Continued)**

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

Monetary assets and monetary liabilities:

### 35. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 貨幣風險(續)

敏感度分析(續)

貨幣資產及貨幣負債:

	The Group 本集團		The Company 本公司	
	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Increase/(decrease) in pre-tax profit for the year (2012: decrease/(increase) in pre-tax loss for the period)		是年度稅前盈利增加/(減少) (2012年:是期間稅前虧損 減少/(增加))		
HKD against RMB	173	1,579	-	-
USD against CAD	1,120	1,328	-	-
RMB against HK\$	18,949	11,537	3,067	4,486
CAD against HK\$	248	122	118	82
	<b>20,490</b>	<b>14,566</b>	<b>3,185</b>	<b>4,568</b>

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### 35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies  
(Continued)

#### Market risk (Continued)

(i) Currency risk (Continued)

Sensitivity analysis (Continued)

Derivative financial instruments:

### 35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

市場風險 (續)

(i) 貨幣風險 (續)

敏感度分析 (續)

衍生金融工具：

	The Group 本集團		The Company 本公司	
	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元	At 31 December 2013 於2013年 12月31日 HK\$'000 千港元	At 31 December 2012 於2012年 12月31日 HK\$'000 千港元
Increase in pre-tax profit for the year (2012: 是年度稅前盈利增加 (2012年： Increase in pre-tax loss for the period) 是期間稅前虧損增加)				
Foreign currency forward contracts to 買入人民幣及賣出美元的 buy RMB and sell USD 遠期外匯合約	<b>55,341</b>	23,747	<b>53,017</b>	23,097

(ii) Interest rate risk

The Group and the Company are mainly exposed to cash flow interest rate risk primarily in relation to variable-rate bank balances and borrowings. It is the Group's policy to keep its bank borrowings at floating rate of interests so as to minimise the fair value interest rate risk. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of HIBOR arising from the Group's Hong Kong dollar denominated borrowings. In light of low interest rate expected to be maintained in long period of time, the Group shall monitor the interest rate fluctuation closely and arrange appropriate financial instruments to minimize the interest rate risk.

(ii) 利率風險

本集團及本公司的現金流量利率風險主要與浮息銀行結存及借貸有關。本集團的政策是維持其銀行借貸於浮動利率以減低公平價值利率風險。本集團的現金流量利率風險主要集中於香港銀行同業拆息波動所引致本集團以港元列值的借貸。由於低利率預料維持一段長時間，本集團會密切留意利率波動，並安排合適的金融工具降低利率風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Market risk (Continued)*

##### *(ii) Interest rate risk (Continued)*

##### Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for both non-derivative (included variable-rate borrowings only as the directors consider the exposure on bank balances is not significant) and derivative instruments at 31 December 2013 and 2012. The analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 (31 December 2012: 50) basis points increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

For non-derivative bank borrowings, if interest rate had been 50 basis points higher/lower and all other variables were held constant, the Group's and the Company's pre-tax profit for the year/period would increase/decrease by HK\$6,019,000 and HK\$68,000 (31 December 2012: increase/decrease in pre-tax loss by HK\$6,238,000 and HK\$3,001,000), respectively.

In the previous period, derivative financial instruments, if HIBOR had been 50 basis points higher and all other variables were held constant, the Group's and the Company's pre-tax loss for the year/period would decrease by the same amount of HK\$2,235,000, and vice versa.

### 35. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *市場風險 (續)*

##### *(ii) 利率風險 (續)*

##### 敏感度分析

下列敏感度分析根據非衍生工具(僅包括浮息借貸,因董事認為就銀行結餘所承擔之風險並不重大)及衍生工具於2013年及2012年12月31日的利率風險釐定。有關分析乃假設於報告期終尚未償還的負債數額在本年整個年度內均為未償還。向主要管理人員內部呈報利率風險乃採用50個(2012年12月31日:50個)基點的升降,代表管理層對利率可能合理變動的評估。

就非衍生銀行借貸而言,倘利率上升/下跌50個基點,而所有其他變數維持不變,則本集團及本公司的是年度/期間稅前盈利將分別增加/減少6,019,000港元及68,000港元(2012年12月31日:稅前虧損增加/減少6,238,000港元及3,001,000港元)。

於過往期間,就衍生金融工具而言,倘香港銀行同業拆息上升50個基點,而所有其他變數維持不變,則本集團及本公司的是年度/期間稅前虧損將減少相同金額2,235,000港元,反之亦然。

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### 35. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Credit risk*

As at 31 December 2013, the maximum exposure to credit risk by the Group and the Company which will cause a financial loss due to failure to discharge an obligation by the counterparties and financial guarantees provided is arising from:

- the carrying amounts of the recognised financial assets as stated in the statements of financial position; and
- the amount of contingent liabilities in relation to financial guarantees issued by the Company as disclosed in note 38.

In order to manage the credit risk, 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. Credit sales of products are only made to customers with good credit quality and repayment history. In addition, the Group regularly reviews the recoverable amount of debt on both collective and individual basis to ensure that adequate impairment losses are made for irrecoverable amounts. During the year ended 31 December 2013, a net impairment loss of HK\$2,245,000 in respect of the trade and bills receivables was reversed.

Furthermore, the Company only provides financial guarantees to its subsidiaries after a careful consideration of its subsidiaries' financial conditions. In this regard, the directors of the Company consider that the Group's and the Company's credit risk are significantly reduced.

The credit risk on liquid funds of the Group and the Company is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group and the Company has no significant concentration of credit risk with exposure spread over a number of counterparties.

### 35. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *信貸風險*

於2013年12月31日，本集團及本公司因對手方未能履行責任及提供財務擔保而導致財務損失的最高信貸風險乃因以下各項產生：

- 財務狀況表所呈列已確認金融資產的賬面值；及
- 附註38所披露有關本公司所發出財務擔保之或然負債的款額。

為管理其信貸風險，本集團的管理層已委派一組人員負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期債項。產品信貸銷售僅提供予具有良好信貸質素及還款記錄的客戶。此外，本集團會定期按集體及個別基準檢討債項的可收回款額，以確保就無法收回款額作出足夠的減值損失。截至2013年12月31日止年度，本集團已就營業及票據應收款項撥回減值損失淨值2,245,000港元。

此外，本公司僅於審慎考慮其附屬公司的財務狀況後方向其附屬公司提供財務擔保。就此而言，本公司董事認為本集團及本公司的信貸風險已大幅減低。

本集團及本公司的流動資金信貸風險有限，因對手方均為國際信貸評級機構給予高信貸評級的銀行。

除存放於若干高信貸評級銀行的流動資金外，本集團及本公司並無面對重大集中信貸風險，因風險分散於多個對手方。



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### 35. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Liquidity risk*

In the management of the liquidity risk, the Group and the Company monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's and the Company's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank borrowings and ensures compliance with the relevant loan covenants.

Other than equity, the Group and the Company relies on bank borrowings as a significant source of liquidity. As at 31 December 2013, the available unutilised banking facilities of the Group and the Company are approximately HK\$1,763 million and HK\$333 million (31 December 2012: HK\$1,765 million and HK\$123 million), respectively.

The following tables detail the Group's and the Company's remaining contractual maturity for their non-derivative financial liabilities and derivatives financial liabilities (including foreign currency forward contracts and interest rate swaps contracts) based on the agreed repayment terms. For non-derivative financial liabilities, the tables have been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

For derivative instruments settled on a net basis, undiscounted net cash flows are presented. Whereas they require gross settlement, the undiscounted gross outflow/(inflow) on these derivatives are shown on the tables.

### 35. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *流動資金風險*

於管理流動資金風險時，本集團與本公司會監察及維持管理層視為足夠水平的現金及等同現金項目，以撥付本集團及本公司營運所需及減低現金流量波動的影響。管理層會監察銀行借貸的運用情況，並確保遵守相關貸款契約。

除權益外，本集團及本公司倚賴銀行借貸作為主要流動資金來源。於2013年12月31日，本集團及本公司的可動用但未運用銀行信貸額分別約為1,763,000,000港元及333,000,000港元（2012年12月31日：1,765,000,000港元及123,000,000港元）。

下表詳列根據議定償還條款本集團及本公司非衍生金融負債及衍生金融負債（包括遠期外匯合約及利率掉期合約）的餘下合同到期情況。就非衍生金融負債，該表乃按照本集團及本公司可能被要求付款的最早日期根據金融負債的未貼現現金流量編製。該表包括利息及本金現金流量。在利息流採用浮動利率之限度內，未貼現金額乃由報告期終之利率得出。

淨額結算的衍生工具，以未貼現現金流量淨值呈列。如需以總額結算，該等衍生工具的未貼現流出／（流入）總額載列於下表。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

## 35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies  
(Continued)

## Liquidity risk (Continued)

The Group

## 35. 金融工具 (續)

(b) 財務風險管理目標及政策 (續)

## 流動資金風險 (續)

本集團

		Weighted average effective interest rate	Less than 1 month or on demand	1-3 months	3 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31 December 2013
		加權平均實際利率 %	少於1個月或應要求 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	超過1年 HK\$'000 千港元	未貼現現金流量總值 HK\$'000 千港元	於2013年12月31日的賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade, bills and other payables	營業、票據及其他應付款項	-	640,061	379,756	57,621	-	1,077,438	1,077,438
Amounts due to non-controlling shareholders	欠非控股股東款項	-	80,100	-	-	-	80,100	80,100
Bank and other borrowings	銀行及其他借貸							
- fixed rate	- 定息	2.53	51,196	51,356	50,616	-	153,168	151,817
- variable rate	- 浮息	2.43	191,933	245,415	268,132	532,860	1,238,340	1,203,727
			<u>963,290</u>	<u>676,527</u>	<u>376,369</u>	<u>532,860</u>	<u>2,549,046</u>	<u>2,513,082</u>
		Weighted average effective interest rate	Less than 1 month or on demand	1-3 months	3 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31 December 2012
		加權平均實際利率 %	少於1個月或應要求 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	超過1年 HK\$'000 千港元	未貼現現金流量總值 HK\$'000 千港元	於2012年12月31日的賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Trade, bills and other payables	營業、票據及其他應付款項	-	675,159	371,092	79,085	-	1,125,336	1,125,336
Amounts due to non-controlling shareholders	欠非控股股東款項	-	80,100	-	-	-	80,100	80,100
Bank and other borrowings	銀行及其他借貸							
- fixed rate	- 定息	2.52	492	41,108	197,259	1,832	240,691	239,129
- variable rate	- 浮息	3.02	428,091	281,097	311,306	241,995	1,262,489	1,243,944
			<u>1,183,842</u>	<u>693,297</u>	<u>587,650</u>	<u>243,827</u>	<u>2,708,616</u>	<u>2,688,509</u>
<b>Derivatives – net settlement</b>	<b>衍生工具 – 以淨額結算</b>							
Interest rate swaps	利率掉期	0.04	7,383	7,146	-	-	14,529	14,522
<b>Derivatives – gross settlement</b>	<b>衍生工具 – 以總額結算</b>							
Foreign currency forward contracts	遠期外匯合約							
- outflow	- 流出	-	15,502	31,004	139,518	-	186,024	N/A
- inflow	- 流入	-	(15,479)	(30,957)	(139,073)	-	(185,509)	N/A
			<u>23</u>	<u>47</u>	<u>445</u>	<u>-</u>	<u>515</u>	<u>515</u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 35. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies  
(Continued)

#### Liquidity risk (Continued)

The Company

### 35. 金融工具(續)

(b) 財務風險管理目標及政策(續)

#### 流動資金風險(續)

本公司

		Weighted average effective interest rate	Less than 1 month or on demand	1-3 months	3 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31 December 2013
		加權平均實際利率 %	少於1個月或應要求 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	超過1年 HK\$'000 千港元	未貼現現金流量總值 HK\$'000 千港元	於2013年12月31日的賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Amounts due to subsidiaries	欠附屬公司款項	-	1,000,810	-	-	-	1,000,810	1,000,810
Bank and other borrowings	銀行及其他借貸							
- fixed rate	- 定息	3.99	458	916	458	-	1,832	1,817
- variable rate	- 浮息	1.21	13,658	-	-	-	13,658	13,644
Financial guarantee contracts	財務擔保合約	-	3,433,000	-	-	-	3,433,000	-
			<b>4,447,926</b>	<b>916</b>	<b>458</b>	<b>-</b>	<b>4,449,300</b>	<b>1,016,271</b>
		Weighted average effective interest rate	Less than 1 month or on demand	1-3 months	3 months to 1 year	Over 1 year	Total undiscounted cash flows	Carrying amount at 31 December 2012
		加權平均實際利率 %	少於1個月或應要求 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	超過1年 HK\$'000 千港元	未貼現現金流量總值 HK\$'000 千港元	於2012年12月31日的賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>							
Amounts due to subsidiaries	欠附屬公司款項	-	1,462,462	-	-	-	1,462,462	1,462,462
Bank and other borrowings	銀行及其他借貸							
- fixed rate	- 定息	3.99	458	916	4,121	1,832	7,327	7,129
- variable rate	- 浮息	3.11	214,133	1,953	155,104	241,995	613,185	596,368
Financial guarantee contracts	財務擔保合約	-	3,284,000	-	-	-	3,284,000	-
			<b>4,961,053</b>	<b>2,869</b>	<b>159,225</b>	<b>243,827</b>	<b>5,366,974</b>	<b>2,065,959</b>
<b>Derivatives – net settlement</b>	<b>衍生工具 – 以淨額結算</b>							
Interest rate swaps	利率掉期	0.04	7,383	7,146	-	-	14,529	14,522
<b>Derivatives – gross settlement</b>	<b>衍生工具 – 以總額結算</b>							
Foreign currency forward contracts	遠期外匯合約							
-outflow	- 流出	-	15,502	31,004	139,518	-	186,024	N/A
-inflow	- 流入	-	(15,479)	(30,957)	(139,073)	-	(185,509)	N/A
			<b>23</b>	<b>47</b>	<b>445</b>	<b>-</b>	<b>515</b>	<b>515</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 35. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies (Continued)

##### *Liquidity risk (Continued)*

The amounts included above for financial guarantee contracts are the maximum amounts the Company could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of the reporting period, the Company considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

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

#### (c) Fair value

##### *(i) Financial instruments not measured at fair value*

Financial instruments not measured at fair value include cash and cash equivalents, trade and bills receivables, other receivables, amounts due from/to subsidiaries, trade and bills payables, other payables, amounts due to non-controlling shareholders, bank overdrafts, financial guarantees issued and bank and other borrowings.

Due to their short term nature, the carrying value of cash and cash equivalents, trade and bills receivables, other receivables, trade and bills payables, other payables and bank overdrafts approximates fair value.

The carrying amounts of the group's and the company's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2012 and 2013 except for derivative financial instruments and investment in life insurance policies.

### 35. 金融工具 (續)

#### (b) 財務風險管理目標及政策 (續)

##### *流動資金風險 (續)*

上述財務擔保合約金額包括倘擔保對手方就全數擔保金額提出申索，則本公司根據有關安排可被要求償付之最高金額。根據於報告期終之預期，本公司認為較可能毋須根據有關安排支付任何金額。然而，此預期可能改變，視乎對手方根據擔保提出申索之可能性，而此可能性則須視乎對手方持有並受擔保之財務應收款項承受信貸虧損之可能性而定。

倘浮動利率之變動有別於於報告期終所釐定之利率估計變動，則上述非衍生之金融負債浮息工具之金額可能改變。

#### (c) 公平價值

##### *(i) 並非以公平價值計量之金融工具*

並非以公平價值計量之金融工具包括現金及等同現金項目、營業及票據應收款項、其他應收款項、附屬公司欠款／欠附屬公司款項、營業及票據應付款項、其他應付款項、欠非控股股東款項、銀行透支、已發出的財務擔保及銀行及其他借貸。

由於屬短期性質，現金及等同現金項目、營業及票據應收款項、其他應收款項、營業及票據應付款項、其他應付款項及銀行透支的賬面值與其公平價值相若。

除衍生金融工具和人壽保險保單之投資外，本集團及本公司按成本或攤銷成本列值的金融工具的賬面值，與彼等於2012年及2013年12月31日的公平價值並無重大差異。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 35. FINANCIAL INSTRUMENTS (Continued)

#### (c) Fair value (Continued)

##### (ii) *Financial instruments measured at fair value*

##### *Fair value hierarchy*

The following table presents the fair value of the Group's and the Company financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified and is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

At the end of the reporting period, all of the Group's and the Company's investment in life insurance policies and derivative financial instruments are grouped into Level 2 category.

There were no transfers between the three Levels during the year and prior period.

### 35. 金融工具 (續)

#### (c) 公平價值 (續)

##### (ii) 以公平價值計量之金融工具

##### 公平價值架構

下表呈列按定期基準於報告期終計量的本集團及本公司金融工具的公平價值，並按香港財務報告準則第13號「公平價值計量」所界定的3級公平價值層級分類。公平價值層級的分類及釐定乃根據估值技術所使用輸入參數的可觀察性及重要性作出，載列如下：

- 第1級估值：公平價值僅使用第1級輸入參數計量，即相同資產或負債於計量日期在活躍市場中的未經調整報價。
- 第2級估值：公平價值乃使用第2級輸入參數計量，即不符合第1級標準的可觀察輸入參數，且不會使用不可觀察的重大輸入參數。不可觀察輸入參數為並無市場數據可作參考者。
- 第3級估值：公平價值乃使用重大不可觀察輸入參數計量。

於報告期終，本集團及本公司所有人壽保險保單之投資及衍生金融工具均歸類為第2級別。

於年內及過往期間並無於3個級別之間作出轉撥。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 35. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value (Continued)

(ii) *Financial instruments measured at fair value (Continued)*

*Valuation techniques and inputs used in Level 2 fair value measurements*

The fair value of derivative financial instruments are calculated using generally accepted pricing models based on quoted forward exchange rates and discounted cash flow analysis based on the applicable yield curves of interest rates provided by counterparty financial institutions.

The fair value of investment in life insurance policies is determined based on account value as stated in cash surrender value statement issued by insurers.

### 36. CAPITAL COMMITMENTS

The Group

### 35. 金融工具 (續)

(c) 公平價值 (續)

(ii) *以公平價值計量之金融工具 (續)*

*第2級公平價值計量所使用的估值技術及輸入參數*

衍生金融工具的公平價值乃按公認定價模式，並以對手方財務機構所報的遠期匯率及以其所提供的適用利率收益曲線所釐定的貼現現金流量分析基準而計算。

於人壽保險保單之投資的公平價值乃根據保險公司所簽發的保單現金價值表所列的賬戶價值計算。

### 36. 資本承擔

本集團

		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已簽約但於綜合財務報表未有作出撥備之資本開支：		
– acquisition of property, plant and equipment	– 購買物業、機器及設備	86,950	31,917
– additions to intangible assets	– 添置無形資產	14,909	64,455
		<b>101,859</b>	<b>96,372</b>
Capital expenditure authorised but not contracted for in respect of:	已批准但未簽約的資本開支：		
– acquisition of property, plant and equipment	– 購買物業、機器及設備	122,418	8,141
– additions to intangible assets	– 添置無形資產	314	306
		<b>122,732</b>	<b>8,447</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 36. CAPITAL COMMITMENTS (Continued)

The Company

Capital expenditure contracted for but not provided in the financial statements in respect of:	已簽約但於財務報表未有作出撥備之資本開支：
– acquisition of property, plant and equipment	– 購買物業、機器及設備
Capital expenditure authorised but not contracted for in respect of:	已批准但未簽約的資本開支：
– acquisition of property, plant and equipment	– 購買物業、機器及設備

### 36. 資本承擔 (續)

本公司

At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
704	11,687
2,400	–

### 37. OPERATING LEASES

The Group as lessee

Minimum lease payments paid under operating lease during the year/period:	是年度/期間就營運租賃而支付的最低租賃支出：
Land and buildings	土地及樓宇
Plant and machinery	廠房及機器

### 37. 營運租賃

本集團作為承租人

The Group 本集團	
For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
47,175	66,893
5,200	13,970
52,375	80,863

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 37. OPERATING LEASES (Continued)

The Group as lessee (Continued)

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:

### 37. 營運租賃 (續)

本集團作為承租人 (續)

於報告期終，本集團就不可取消營運租賃的未來最低租賃支出承擔於下列到期日支付：

		The Group 本集團			
		At 31 December 2013 於2013年12月31日		At 31 December 2012 於2012年12月31日	
		Land and buildings 土地及樓宇 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元
Within one year	1年內	47,317	4,209	49,028	1,651
In the second to fifth year inclusive	第2年至第5年內 (首尾兩年 包括在內)	90,509	4,440	105,936	2,014
Over five years	5年以上	47,324	-	56,110	-
		<u>185,150</u>	<u>8,649</u>	<u>211,074</u>	<u>3,665</u>

Operating lease payments represent rentals payable by the Group for certain of its office premises, factories, and plant and machinery. Leases are negotiated for terms ranging from one to twenty five years for land and buildings and from one to five years for plant and machinery. There is no contingent rental arrangement.

營運租賃支出乃本集團就其若干辦公室、工廠機器及機械的應付租金。經磋商的租賃年期就土地及樓宇乃介乎1至25年之間，就廠房及機器則介乎1至5年之間。並未有或然租金安排。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 37. OPERATING LEASES (Continued)

The Group as lessor

Gross rental income earned from investment properties of the Group during the year was approximately HK\$2,423,000 (2012: HK\$413,000). The related outgoings amounted to HK\$53,000 (2012: Nil).

At the end of the reporting period, the Group had contracted with tenants, in respect of rented premises, for the following future minimum lease receipts.

### 37. 營運租賃(續)

本集團作為出租人

於是年內，本集團就投資物業所賺得的租金收入總值約為2,423,000港元(2012年：413,000港元)。有關支出為53,000港元(2012年：無)。

於報告期終，本集團與租戶就租賃物業已訂約的未來最低租賃收入如下：

		The Group 本集團	
		At 31 December 2013 於2013年12月31日 HK\$'000 千港元	At 31 December 2012 於2012年12月31日 HK\$'000 千港元
Within one year	1年內	4,492	2,354
In the second to fifth year inclusive	第2年至第5年內(首尾兩年包括在內)	10,743	1,758
		15,235	4,112

The Company had no significant operating lease commitments or arrangements at the end of the reporting period.

於報告期終，本公司並無重大營運租賃承擔或安排。

### 38. CONTINGENT LIABILITIES

#### THE COMPANY

The Company has given limited guarantees to various banks to secure general banking and loan facilities granted to certain subsidiaries to the extent of HK\$3,433,000,000 (31 December 2012: HK\$3,284,000,000). As at 31 December 2013, the aggregate amounts utilised by these subsidiaries amounted to HK\$1,755,666,000 (31 December 2012: HK\$1,167,124,000).

### 38. 或然負債

#### 本公司

本公司已向多間銀行給予有限制的擔保至為3,433,000,000港元(2012年12月31日：3,284,000,000港元)，作為該等銀行給予若干附屬公司一般銀行及貸款信貸的抵押。於2013年12月31日，該等附屬公司已運用的總額為1,755,666,000港元(2012年12月31日：1,167,124,000港元)。

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### 39. DISPOSAL OF SUBSIDIARIES

During the year, the Group deregistered its wholly-owned subsidiary, Fountain Set (Macau) Limited. Fountain Set (Macau) Limited was inactive before the deregistration.

During the 16 months period ended 31 December 2012, the group deregistered its wholly-owned subsidiaries, Beijing Megawood Fashion Limited (“Beijing Megawood”), Megawood Fashion Group Limited and Megawood International Limited (collectively referred to as “Megawood Fashion Group”), P.T Higon International (“P.T. Higon”), Winner Win Limited and 恩平滙華紡織有限公司. In addition, the Group sold its 100% equity interests in New Achieve Investments Limited and its wholly-owned subsidiaries, namely Able Jubilee Limited and Jiangyin Jintian Machinery Limited (collectively referred to as “New Achieve Group”) to an independent third party, at an aggregate consideration of RMB90,000,000 (equivalent to HK\$109,756,000). The Group also sold its 100% equity interests in Bio Venture Investments Limited and its wholly-owned subsidiaries, namely Tower Knitters Limited, 江門市滙聯紡織有限公司, 開平滙華紡織有限公司 and 新疆滙華棉業有限公司 (collectively referred to as “Bio Venture Group”) to an independent third party, at an aggregate consideration of RMB6,116,000 (equivalent to HK\$7,643,000).

Beijing Megawood, Megawood Fashion Group, Winner Win Limited, 恩平滙華紡織有限公司 were inactive before their deregistration. P.T. Higon was previously engaged in trading of garment products while New Achieve Group was engaged in manufacturing of machineries and Bio Venture Group was engaged in production and sales of yarns.

### 39. 出售附屬公司

於年內，本集團取消註冊其全資附屬公司Fountain Set (Macau) Limited。於取消註冊前，Fountain Set (Macau) Limited並無業務。

截至2012年12月31日止16個月期間，本集團取消註冊其全資附屬公司北京市萬家林服裝有限公司（「北京市萬家林」）、萬家林服裝集團有限公司及萬匯國際有限公司（統稱「萬家林服裝集團」）、P.T Higon International（「P.T. Higon」）及慶利發展有限公司及恩平滙華紡織有限公司。此外，本集團出售其於New Achieve Investments Limited及其全資附屬公司聚堡有限公司及江陰金田機械有限公司（統稱「New Achieve集團」）之100%股權予1名獨立第三方，總代價為人民幣90,000,000元（相等於109,756,000港元）。本集團亦出售其於Bio Venture Investments Limited及其全資附屬公司泰力織造廠有限公司、江門市滙聯紡織有限公司、開平滙華紡織有限公司及新疆滙華棉業有限公司（統稱「Bio Venture集團」）之100%股權予1名獨立第三方，總代價為人民幣6,116,000元（相等於7,643,000港元）。

北京市萬家林、萬家林服裝集團、慶利發展有限公司及恩平滙華紡織有限公司於取消註冊前已無業務。P.T. Higon過往從事買賣成衣產品業務，New Achieve集團從事製造機器業務及Bio Venture集團從事生產及銷售棉紗業務。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 39. DISPOSAL OF SUBSIDIARIES (Continued)

The net assets of these disposed subsidiaries at the respective dates of disposal were as follows:

### 39. 出售附屬公司(續)

該等已出售之附屬公司於各自出售日期之資產淨值載列如下:

		For the 12 months ended 31 December 2013 截至2013年 12月31日止 12個月 Total 合計 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止 16個月 Total 合計 HK\$'000 千港元
<b>Cash consideration received</b>	已收現金代價	-	117,400
<b>Analysis of assets and liabilities over which control was lost:</b>	對已失去控制權之資產及負債之分析:		
Property, plant and equipment	物業、機器及設備	-	65,687
Prepaid lease payments	預付租賃款項	-	9,292
Bank balances and cash	銀行結餘及現金	-	29
Trade and other receivables	營業及其他應收款項	-	13,468
Trade and other payables	營業及其他應付款項	-	(394)
<b>Net assets disposed of</b>	所出售之資產淨值	-	88,082
<b>Gain on disposal of subsidiaries:</b>	出售附屬公司之所得收益:		
Consideration received	已收代價	-	117,400
Net assets disposed of	所出售之資產淨值	-	(88,082)
Translation reserve released	撥回匯兌儲備	-	13,537
		-	42,855
<b>Net cash inflow arising on disposal:</b>	出售時所產生的現金流入淨額:		
Cash consideration	現金代價	-	117,400
Less: bank balances and cash disposed of	減: 所出售的銀行結餘及現金	-	(29)
		-	117,371

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### 40. RETIREMENT BENEFIT SCHEMES

The Group operates a defined contribution scheme registered under the Occupational Retirement Schemes Ordinance (the “ORSO Scheme”) and a Mandatory Provident Fund Scheme (the “MPF Scheme”) established under the Mandatory Provident Fund Scheme Ordinance for all the eligible employees of the Group in Hong Kong. The assets of both schemes are held separately from those of the Group in funds under the control of trustees. The retirement benefits cost charged to the profit or loss represents the contributions payable to the funds by the Group at rates specified in the rules of the schemes.

Employees of the Group in other jurisdictions currently participate in state-sponsored pension scheme or defined contribution schemes operated by the Government of such jurisdictions. The Group is required to contribute a certain percentage of their payroll to the schemes to fund the benefits. The only obligation of the Group with respect to the schemes is to make the required contributions.

During both periods, there was no significant forfeited contribution, which arose upon employees leaving the retirement benefits schemes, available to reduce the contribution payable in the future years.

The retirement benefits scheme contributions, net of forfeited contributions of HK\$121,000 (2012: HK\$790,000), amounting to HK\$48,533,000 (2012: HK\$61,217,000) have been charged to profit or loss for the year/period and included in employee benefits expense as set out in note 9.

### 41. RELATED AND CONNECTED PARTIES DISCLOSURES

#### (a) Related party balances

Details of the Group’s outstanding balances with related parties are set out in the consolidated statement of financial position and in note 28.

Details of the Company’s outstanding balances with related parties are set out in the statement of financial position and in note 18.

### 40. 退休福利計劃

本集團根據職業退休計劃條例註冊成立一項定額供款計劃（「職業退休計劃」）及根據強制性公積金計劃條例設立一項強制性公積金計劃（「強積金計劃」）予所有合資格的本集團香港僱員。這兩個計劃的資產乃由信託人獨立持有及管理。在損益內扣除的退休福利成本乃本集團根據計劃既定比率計算的應付供款。

本集團其他司法地區的僱員現正參與該司法地區政府營運的國家退休福利計劃或定額供款計劃。本集團須將僱員薪酬的若干百分比供款予該等計劃作為福利基金。本集團對該等計劃的唯一責任是按規定作出供款。

於兩個期間，因僱員退出退休福利計劃而沒收的供款並不重大，此款項並可用作扣減未來年度的應付供款。

已於是年度／期間在損益內扣除的退休福利計劃供款金額淨值為48,533,000港元（2012年：61,217,000港元），當中已扣減沒收的供款121,000港元（2012年：790,000港元），並已計入附註9所載之僱員福利支出內。

### 41. 關聯及關連人士的披露

#### (a) 關聯人士的結餘

本集團與關聯人士的結餘詳情載列於綜合財務狀況表及附註28內。

本公司與關聯人士的結餘詳情載列於財務狀況表及附註18內。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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## 41. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

### (b) Connected party transactions

Name of connected party 關連人士名稱	Nature of transactions 交易性質
The FM Group (note i) FM集團(附註i)	Sale of fabrics, yarns and similar items 售賣布料、紗及類似產品
The AH Group (note ii) AH集團(附註ii)	Sale of fabrics, yarns and similar items 售賣布料、紗及類似產品
The LFK Group (note iii) LFK集團(附註iii)	Sale of fabrics, yarns and similar items 售賣布料、紗及類似產品
Factory Co (note iv) 織廠公司(附註iv)	Provision of fabrics knitting services by Factory Co 織廠公司提供針織加工服務
Chinatex Group (note v) 中紡集團(附註v)	Purchase of yarns 採購紗

Notes:

- (i) The Company and Mr. Feroz Omar ("Mr. Feroz") entered into a master agreement (the "FM Master Sales Agreement") and a renewed FM Master Sales Agreement (the "Renewed FM Master Sales Agreement") respectively on 10 December 2010 and 19 April 2013 regarding the sales of fabrics, yarns and similar items by the Group to the FM Group. Mr. Feroz is a director of a non-wholly owned subsidiary of the Company, and accordingly a connected person of the Company under the Listing Rules. The FM Group includes companies which Mr. Feroz or/and his relatives who are persons referred to in Rules 14A.11(4)(b)(i) and 14A.11(4)(c)(i) of the Listing Rules individually or together exercise or control the exercise of more than half of the voting power at general meetings or control the composition of a majority of the board of directors and hence the FM Group are associates of Mr. Feroz. The transactions contemplated under the FM Master Sales Agreement and the Renewed FM Master Sales Agreement constitute continuing connected transactions of the Company under the Listing Rules.

The FM Master Sales Agreement is for a term commencing from 20 January 2011 to 31 August 2013 and the Renewed FM Master Sales Agreement is for a term commencing from 1 September 2013 to 31 December 2015.

## 41. 關聯及關連人士的披露(續)

### (b) 關連人士交易

	For the 12 months ended 31 December 2013 截至2013年 12月31日止 12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止 16個月 HK\$'000 千港元
	152,879	186,200
	91,400	80,774
	97,440	71,763
	31,299	38,903
	26,792	9,562

附註:

- (i) 本公司與Feroz Omar先生(「Feroz先生」)分別於2010年12月10日及2013年4月19日就本集團向FM集團出售布料、紗及類似產品訂立總協議(「FM總銷售協議」)及經更新的FM總銷售協議(「經更新FM總銷售協議」)。Feroz先生為本公司1間非全資附屬公司之董事,根據上市規則,彼為本公司之關連人士。FM集團之成員公司包括由Feroz先生或/及其於上市規則第14A.11(4)(b)(i)條及第14A.11(4)(c)(i)條所述之親屬可在該等公司的股東大會上個別地或共同地行使或控制行使過半數以上的表決權,或控制該等公司的董事會大部分成員的公司,因此FM集團為Feroz先生之聯繫人士。根據上市規則,FM總銷售協議及經更新FM總銷售協議項下進行之交易構成本公司之持續關連交易。

FM總銷售協議之期限由2011年1月20日起至2013年8月31日止,而經更新FM總銷售協議之期限由2013年9月1日起至2015年12月31日止。

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## 41. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

### (b) Connected party transactions (Continued)

Notes: (Continued)

(i) (Continued)

The four-months cap amount for the period from 1 September 2013 to 31 December 2013 and annual cap amount for the two financial years ending 31 December 2015 for the Renewed FM Master Sales Agreement are HK\$77,000,000, HK\$230,000,000 and HK\$230,000,000 respectively as set out in the announcements of the Company dated 19 April 2013.

The extent of these connected transactions did not exceed the revised annual cap of HK\$230,000,000 for the twelve months ended 31 August 2013 as set out in the announcements of the Company dated 30 November 2011 and the four-months cap of HK\$77,000,000 for the period from 1 September 2013 to 31 December 2013 respectively.

- (ii) The Company and Mr. Anil Kumar Lalchand Hirdaramani ("Mr. Hirdaramani") entered into a master agreement (the "AH Master Sales Agreement") and a renewed AH Master Sales Agreement (the "Renewed AH Master Sales Agreement") respectively on 10 December 2010 and 19 April 2013 regarding the sales of fabrics, yarns and similar items by the Group to the AH Group. Mr. Hirdaramani is a director of a non-wholly owned subsidiary of the Company, and accordingly a connected person of the Company under the Listing Rules. The AH Group includes companies which Mr. Hirdaramani or/and his relatives who are persons referred to in Rules 14A.11(4)(b) (i) and 14A.11(4)(c)(i) of the Listing Rules individually or together exercise or control the exercise of more than half of the voting power at general meetings or control the composition of a majority of the board of directors and hence the AH Group are associates of Mr. Hirdaramani. The transactions contemplated under the AH Master Sales Agreement and the Renewed AH Master Sales Agreement constitute continuing connected transactions of the Company under the Listing Rules.

The AH Master Sales Agreement is for a term commencing from 20 January 2011 to 31 August 2013 and the Renewed AH Master Sales Agreement is for a term commencing from 1 September 2013 to 31 December 2015.

The four-months cap amount for the period from 1 September 2013 to 31 December 2013 and annual cap amount for the two financial years ending 31 December 2015 for the Renewed AH Master Sales Agreement are HK\$77,000,000, HK\$230,000,000 and HK\$230,000,000 as set out in the announcements of the Company dated 19 April 2013.

The extent of these connected transactions did not exceed the annual cap of HK\$225,000,000 for the twelve months ended 31 August 2013 as set out in the announcements of the Company dated 10 December 2010 and the four-months cap of HK\$77,000,000 for the period from 1 September 2013 to 31 December 2013 respectively.

## 41. 關聯及關連人士的披露 (續)

### (b) 關連人士交易 (續)

附註: (續)

(i) (續)

誠如本公司日期為2013年4月19日之公告所載，經更新FM總銷售協議由2013年9月1日至2013年12月31日止期間的4個月上限金額及截至2015年12月31日止兩個財政年度的年度上限金額分別為77,000,000港元、230,000,000港元及230,000,000港元。

該等關連交易並無超過本公司日期為2011年11月30日之公告所載截至2013年8月31日止12個月的經修訂年度上限230,000,000港元，以及由2013年9月1日起至2013年12月31日止期間的4個月上限77,000,000港元。

- (ii) 本公司與Anil Kumar Lalchand Hirdaramani先生（「Hirdaramani先生」）於2010年12月10日及2013年4月19日就本集團向AH集團出售布料、紗及類似產品分別訂立總協議（「AH總銷售協議」）及經更新AH總銷售協議（「經更新AH總銷售協議」）。Hirdaramani先生為本公司1間非全資附屬公司之董事，根據上市規則，彼為本公司之關連人士。AH集團之成員公司包括由Hirdaramani先生或／及其於上市規則第14A.11(4)(b) (i)條及第14A.11(4)(c)(i)條所述之親屬可在該等公司股東大會上個別地或共同地行使或控制行使過半數以上的表決權，或控制該等公司董事會大部分成員的公司，因此AH集團為Hirdaramani先生之聯繫人士。根據上市規則，AH總銷售協議及經更新AH總銷售協議項下進行之交易構成本公司之持續關連交易。

AH總銷售協議之期限由2011年1月20日起至2013年8月31日止，而經更新AH總銷售協議之期限由2013年9月1日起至2015年12月31日止。

誠如本公司日期為2013年4月19日之公告所載，經更新AH總銷售協議由2013年9月1日至2013年12月31日止期間的4個月上限金額及截至2015年12月31日止兩個財政年度的年度上限金額分別為77,000,000港元、230,000,000港元及230,000,000港元。

該等關連交易並無超過本公司日期為2010年12月10日之公告所載截至2013年8月31日止12個月之年度上限225,000,000港元，以及由2013年9月1日至2013年12月31日止期間的4個月上限77,000,000港元。

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### 41. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

#### (b) Connected party transactions (Continued)

Notes: (Continued)

(iii) The Company and LFK (Holdings) Limited (“LFK”) entered into a master agreement (the “LFK Master Sales Agreement”) and a renewed LFK Master Sales Agreement (the “Renewed LFK Master Sales Agreement”) respectively on 10 December 2010 and 19 April 2013 regarding the sale of fabrics, yarns and similar items by the Group to members of the LFK Group (i.e. LFK and its subsidiaries). As the relatives who are persons referred to in Rule 14A.11(4)(c)(i) of the Listing Rules of a director of the Company, Mr. HA Kam On, Victor, together exercise or control the exercise of more than half of the voting power at general meetings or control the composition of a majority of the board of directors of LFK, members of the LFK Group are associates of that director of the Company under the Listing Rules and the transactions contemplated under the LFK Master Sales Agreement and the Renewed LFK Master Sales Agreement constitute continuing connected transactions of the Company under the Listing Rules.

The LFK Master Sales Agreement is for a term commencing from 20 January 2011 to 31 August 2013 and the Renewed LFK Master Sales Agreement is for a term commencing from 1 September 2013 to 31 December 2015.

The four-months cap amount for the period from 1 September 2013 to 31 December 2013 and annual cap amount for the two financial years ending 31 December 2013 and 2014 for the Renewed LFK Master Sales Agreement are HK\$124,000,000, HK\$372,000,000 and HK\$372,000,000 respectively as set out in the announcements of the Company dated 19 April 2013.

The extent of these connected transactions did not exceed the annual cap of HK\$372,000,000 for the twelve months ended 31 August 2013 as set out in the announcements of the Company dated 10 December 2010 and the four-months cap of HK\$124,000,000 for the period from 1 September 2013 to 31 December 2013 respectively.

### 41. 關聯及關連人士的披露 (續)

#### (b) 關連人士交易 (續)

附註：(續)

(iii) 本公司與LFK (Holdings) Limited (「LFK」)於2010年12月10日及2013年4月19日就本集團向LFK集團成員公司(即LFK及其附屬公司)出售布料、紗及類似產品分別訂立總協議(「LFK總銷售協議」)及經更新LFK總銷售協議(「經更新LFK總銷售協議」)。由於本公司董事夏錦安先生於上市規則第14A.11(4)(c)(i)條所述之親屬可在LFK股東大會上共同地行使或控制行使過半數以上的表決權，或控制LFK董事會大部分成員的公司，因此根據上市規則，LFK集團之成員公司為該名董事之聯繫人士，因此根據上市規則，LFK總銷售協議及經更新LFK總銷售協議項下進行之交易構成本公司之持續關連交易。

LFK總銷售協議之期限由2011年1月20日起至2013年8月31日止，而經更新LFK總銷售協議之期限由2013年9月1日起至2015年12月31日止。

誠如本公司日期為2013年4月19日之公告所載，經更新LFK總銷售協議由2013年9月1日至2013年12月31日止期間的4個月上限金額及截至2015年12月31日止兩個財政年度的年度上限金額分別為124,000,000港元、372,000,000港元及372,000,000港元。

該等關連交易並無超過本公司日期為2010年12月10日之公告所載截至2013年8月31日止12個月之年度上限372,000,000港元，以及由2013年9月1日至2013年12月31日止期間的4個月上限124,000,000港元。

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## 41. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

### (b) Connected party transactions (Continued)

Notes: (Continued)

- (iv) The Company and 江陰匯堅針織有限公司 (“Factory Co”) entered into a master agreement (the “Master Services Agreement”) and a renewed Master Services Agreement (the “Renewed Master Services Agreement”) respectively on 10 December 2010 and 19 April 2013 regarding the provision of fabrics knitting services by Factory Co to the Group. As Factory Co is owned as to 51% by the brother of a director of certain subsidiaries in the Group, it is an associate of that director under the Listing Rules. The transactions contemplated under the Master Services Agreement and the Renewed Master Services Agreement constitute continuing connected transactions of the Company under the Listing Rules.

The Master Services Agreement is for a term commencing from 20 January 2011 to 31 August 2013 and the Renewed Master Services Agreement is for a term commencing from 1 September 2013 to 31 December 2015.

The four-months cap amount for the period from 1 September 2013 to 31 December 2013 and annual cap amount for the two financial years ending 31 December 2015 for the Renewed Master Services Agreement are HK\$16,000,000, HK\$49,000,000 and HK\$49,000,000 respectively as set out in the announcements of the Company dated 19 April 2013.

The extent of these connected transactions did not exceed the annual cap of HK\$61,000,000 for the twelve months ended 31 August 2013 as set out in the announcements of the Company dated 10 December 2010 and the four-months cap of HK\$16,000,000 for the period from 1 September 2013 to 31 December 2013 respectively.

- (v) On 19 December 2012, the Company entered into a material purchase framework agreement (the “Material Purchase Framework Agreement”) with Chinatex Corporation (“Chinatex”) in relation to the purchase of yarn, cotton, other materials for the manufacture of fabric, garments and cooking oil and foodstuffs by the Group from the Chinatex Group (i.e. Chinatex and its subsidiaries) commencing from 25 January 2013 to 31 December 2015.

Chinatex is the controlling shareholder of the Company and therefore a connected person of the Company under the Listing Rules.

The annual caps amount for the Material Purchase Framework Agreement for the three financial years ending 31 December 2015 are HK\$310,000,000, HK\$411,000,000 and HK\$512,000,000 as set out in the announcement of the Company dated 19 December 2012.

The extent of these connected transactions did not exceed the annual cap of HK\$310,000,000 for the year ended 31 December 2013.

## 41. 關聯及關連人士的披露 (續)

### (b) 關連人士交易 (續)

附註: (續)

- (iv) 本公司與江陰匯堅針織有限公司(「織廠公司」)於2010年12月10日及2013年4月19日就織廠公司向本集團提供針織加工服務分別訂立總協議(「總服務協議」)及經更新總服務協議(「經更新總服務協議」)。由於織廠公司由本集團若干附屬公司之1名董事之弟弟擁有51%股權,因此根據上市規則,織廠公司為該名董事之聯繫人士。根據上市規則,總服務協議及經更新總服務協議項下進行之交易構成本公司之持續關連交易。

總服務協議之期限由2011年1月20日起至2013年8月31日止,而經更新總服務協議之期限由2013年9月1日起至2015年12月31日。

誠如本公司日期為2013年4月19日之公告所載,經更新總服務協議由2013年9月1日至2013年12月31日止期間的4個月上限金額及截至2015年12月31日止兩個財政年度的年度上限金額分別為16,000,000港元、49,000,000港元及49,000,000港元。

該等關連交易並無超過本公司日期為2010年12月10日之公告所載截至2013年8月31日止12個月之年度上限61,000,000港元,以及由2013年9月1日至2013年12月31日止期間的4個月上限16,000,000港元。

- (v) 於2012年12月19日,本公司與中國中紡集團公司(「中紡」)訂立物資採購框架協議(「物資採購框架協議」),內容有關本集團向中紡集團(即中紡及其附屬公司)採購棉紗、棉花、其他生產布料相關的原材料、成衣及糧油食品,由2013年1月25日起至2015年12月31日止。

中紡為本公司之控股股東,因此,根據上市規則,中紡為本公司之關連人士。

誠如本公司日期為2012年12月19日之公告所載,截至2015年12月31日止3個財政年度,物資採購框架協議之年度上限金額分別為310,000,000港元、411,000,000港元及512,000,000港元。

該等關連交易並無超過截至2013年12月31日止年度之年度上限310,000,000港元。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 41. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

#### (b) Connected party transactions (Continued)

Notes: (Continued)

- (vi) On 19 December 2012, the Company entered into a product and service supply framework agreement (the "Product and Service Supply Framework Agreement") with Chinatex in relation to the supply of textiles products such as fabric and garments and dyeing service by the Group to the Chinatex Group (i.e. Chinatex and its subsidiaries) commencing from 25 January 2013 to 31 December 2015.

Chinatex is the controlling shareholder of the Company and therefore a connected person of the Company under the Listing Rules.

The annual caps amount for the Product and Service Supply Framework Agreement for the three financial years ending 31 December 2015 are HK\$150,000,000, HK\$170,000,000 and HK\$190,000,000 as set out in the announcement of the Company dated 19 December 2012.

The extent of these connected transactions did not exceed the annual cap of HK\$150,000,000 for the year ended 31 December 2013.

- (vii) During the period from September 2012 to December 2012, each of Highscene Limited, Dongguan Shatin Lake Side Textiles Printing & Dyeing Co., Ltd, Jiangyin Fuhui Textiles Limited and Prosperlink (Macao Commercial Offshore) Limited (collectively, the "FS Group"), all being subsidiaries of the Company, entered into various material purchase contracts ("Material Purchase Contracts") with Bao Ding Chinatex Yimian Textiles Co., Ltd (保定中紡依棉紡織有限公司) and Zhu Cheng Chinatex G-way Textiles Co., Ltd (諸城市中紡金維紡織有限公司) (collectively, the "Chinatex Group") respectively, both being subsidiaries of Chinatex, in relation to the sale of yarn by the Chinatex Group to the FS Group.

As each of members of the Chinatex Group are subsidiaries of Chinatex, the controlling shareholder of the Company, they are therefore connected persons of the Company under the Listing Rules and the transaction contemplated under the Material Purchase Contracts constitute continuing connected transactions of the Company under the Listing Rules.

As set out in the announcement of the Company dated 24 December 2012, the total transaction amount under the Material Purchase Contracts was approximately HK\$11,000,000 as at December 2012 and no further transaction was made pursuant to the Material Purchase Contracts thereafter.

### 41. 關聯及關連人士的披露 (續)

#### (b) 關連人士交易 (續)

附註: (續)

- (vi) 於2012年12月19日,本公司與中紡訂立貨物及服務供應框架協議(「貨物及服務供應框架協議」),內容有關本集團向中紡集團(即中紡及其附屬公司)供應布料及成衣等紡織產品及印染加工服務,由2013年1月25日起至2015年12月31日止。

中紡為本公司之控股股東,因此,根據上市規則,中紡為本公司之關連人士。

誠如本公司日期為2012年12月19日之公告所載,截至2015年12月31日止3個財政年度,貨物及服務供應框架協議之年度上限金額分別為150,000,000港元、170,000,000港元及190,000,000港元。

該等關連交易並無超過截至2013年12月31日止年度之年度上限150,000,000港元。

- (vii) 於2012年9月至2012年12月期間,本公司之附屬公司漢盛有限公司、東莞沙田麗海紡織印染有限公司、江陰福匯紡織有限公司及匯漢(澳門離岸商業服務)有限公司(統稱「FS集團」)各自與保定中紡依棉紡織有限公司及諸城市中紡金維紡織有限公司(統稱「中紡集團」)分別訂立多項物資採購合同(「物資採購合同」),內容有關中紡集團向FS集團出售棉紗。

由於中紡集團各成員公司均為本公司控股股東中紡之附屬公司,因此,根據上市規則,彼等均為本公司之關連人士,而根據上市規則,物資採購合同項下進行之交易構成本公司之持續關連交易。

誠如本公司日期為2012年12月24日之公告所載,於2012年12月,物資採購合同項下之交易總額約為11,000,000港元,其後,並無根據物資採購合同進行任何交易。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

31 December 2013 2013年12月31日

### 41. RELATED AND CONNECTED PARTIES DISCLOSURES (Continued)

#### (c) Compensation of key management personnel

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

		The Group 本集團	
		For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
Short-term benefits	短期福利	6,559	26,337
Post-employment benefits	離職後福利	286	747
Equity-settled share-based payments	以權益結算以股份為基礎之付款	1,157	3,946
		<u>8,002</u>	<u>31,030</u>

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

#### (d) Transactions with other state-owned entities in the PRC

The Group operates in an economic environment currently predominated by enterprises directly or indirectly owned, jointly controlled or significantly influenced by the PRC government (collectively the "state-owned entities"). The Company's directors consider that state-owned entities are independent third parties so far as the Group's business transactions with them are concerned.

During the year, the Group had transactions with other state-owned entities including, but not limited to, the sales of finished goods, purchases of raw materials/utilities and transactions with state-owned banks.

The sales of finished goods and purchase of raw materials/utilities to these state-owned entities are individually not significant. In addition, approximately 48% and 39% (31 December 2012: 46% and 25% respectively) of the Group's bank balances (including short-term bank deposits) and borrowings are placed/arranged with state-owned banks as at 31 December 2013.

### 41. 關聯及關連人士的披露 (續)

#### (c) 主要管理人員的補償

是年度／期間董事及其他主要管理人員的薪酬如下：

		The Group 本集團	
		For the 12 months ended 31 December 2013 截至2013年 12月31日止12個月 HK\$'000 千港元	For the 16 months ended 31 December 2012 截至2012年 12月31日止16個月 HK\$'000 千港元
Short-term benefits	短期福利	6,559	26,337
Post-employment benefits	離職後福利	286	747
Equity-settled share-based payments	以權益結算以股份為基礎之付款	1,157	3,946
		<u>8,002</u>	<u>31,030</u>

董事及主要管理人員之酬金由董事會參照本公司之營運業績、個別表現及可比較市場統計數字而釐定，並由薪酬委員會審閱。

#### (d) 與其他中國國有實體進行的交易

本集團經營所在的經濟環境現時主要由中國政府直接或間接擁有、共同控制或可對其行使重大影響力的實體（統稱「國有實體」）主導。本公司董事認為，至今曾與本集團進行商業交易的國有實體均為獨立第三方。

於年內，本集團曾與其他國有實體進行交易，包括但不限於銷售製成品、購買原料／水電，以及與國有銀行間的交易。

向國有實體銷售製成品及購買原料／水電的個別交易並非重大。此外，於2013年12月31日，本集團的銀行結餘（包括短期銀行存款）及借款中分別有約48%及39%（2012年12月31日：分別為46%及25%）為存放於國有銀行／由國有銀行安排。

## SHAREHOLDER INFORMATION 股東資料

**Listing** : Listed on the Main Board of  
The Stock Exchange of Hong Kong Limited  
since 20 April 1988

**Stock Code** : 420

**Board Lot** : 2,000

**Shares Issued** : 1,203,046,960

**上市** : 自1988年4月20日起  
於香港聯合交易所有限公司  
主板上市

**股份代號** : 420

**買賣單位** : 2,000

**已發行股份** : 1,203,046,960

### Financial Calendar 2013

Financial year ended	31 December 2013
Interim results announced	23 August 2013
Annual results announced	21 March 2014
Register of members closed for determining the right to attend and vote at Annual General Meeting	23 – 25 June 2014
Annual general meeting	25 June 2014
Register of members closed for determining the entitlement to the proposed final dividend	2 – 4 July 2014
Distribution of dividend	22 July 2014
2014 interim results to be announced	End of August 2014

### Shareholder Services

For enquiries about share transfer and registration,  
please contact the Company's share registrar:

#### Tricor Secretaries Limited

Level 22, Hopewell Centre,  
183 Queen's Road East  
Hong Kong  
Tel +852 2980 1766  
Fax +852 2861 1465

### Investor Relations

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New Territories, Hong Kong  
Tel +852 3478 7017  
Email pr@fshl.com

### 2013年財務日誌

財政年度結算	2013年12月31日
中期業績公佈	2013年8月23日
年度業績公佈	2014年3月21日
股份暫停登記以釐定 出席股東週年大會 及於會上投票資格	2014年6月23至25日
股東週年大會	2014年6月25日
股份暫停登記以釐定 享有擬派末期股息 資格	2014年7月2至4日
股息派發	2014年7月22日
2014中期業績公佈	2014年8月下旬

### 股東服務

任何有關股份過戶及登記的查詢，  
請聯絡本公司股份過戶登記處：

#### 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  
電話 +852 2980 1766  
傳真 +852 2861 1465

### 投資者關係

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## Global Network | 環球網絡

FOUNTAIN SET (HOLDINGS) LIMITED  
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Fountain Set has overseas marketing/representative offices in the following locations. Addresses, phone numbers and fax numbers are listed at [www.fshl.com](http://www.fshl.com)

福田實業於下列地區設有海外市場推廣辦事處/代表處，地址、電話號碼及傳真號碼均列明在[www.fshl.com](http://www.fshl.com)內

Toronto • Ho Chi Minh City • Seoul • Shanghai • Singapore  
多倫多 • 胡志明市 • 首爾 • 上海 • 新加坡

Production facilities are set up in the following countries:  
於下列國家設有生產設施:

China • Indonesia • Sri Lanka  
中國 • 印尼 • 斯里蘭卡