

Giordano International Limited
佐丹奴國際有限公司
Annual Report 2014 年報

GIORDANO

2014

目錄 CONTENTS

十年財務與業務摘要 Ten-Year Financial and Operation Highlights	2
公司資料 Corporate Information	4
主席報告書 Chairman's Statement	6
管理層之論述及分析 Management Discussion and Analysis	8
董事及高級管理人員簡介 Directors and Senior Management Profiles	58
企業管治報告書 Corporate Governance Report	64
董事會報告書 Directors' Report	88
獨立核數師報告書 Independent Auditor's Report	94
合併利潤表 Consolidated Income Statement	96
合併綜合收益表 Consolidated Statement of Comprehensive Income	97
合併資產負債表 Consolidated Balance Sheet	98
資產負債表 Balance Sheet	100
合併現金流量表 Consolidated Cash Flow Statement	102
權益變動表 Statements of Changes in Equity	104
財務報表附註 Notes to the Financial Statements	110
購股權資料 Share Option Information	177
投資者參考資料 Information for Investors	184

十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

(除特別註明外，以百萬港元為單位)

(In HK\$ millions unless otherwise specified)

銷售額	Sales
毛利	Gross profit
毛利率	Gross margin
經營溢利(附註1,2及7)	Operating profit (notes 1, 2 & 7)
經營溢利率(附註1,2及7)	Operating margin (notes 1, 2 & 7)
股東應佔溢利(附註1,2及7)	Profit attributable to shareholders (notes 1, 2 & 7)
銷售回報率(附註1,2及7)	Return on sales (notes 1, 2 & 7)

現金及銀行結存減銀行貸款	Cash and bank balances less bank loans
營運資金(附註1及7)	Working capital (notes 1 & 7)
資產總額(附註2及7)	Total assets (notes 2 & 7)
負債總額(附註2及7)	Total liabilities (notes 2 & 7)
股東資金(附註2及7)	Shareholders' funds (notes 2 & 7)

每股盈利—基本(港仙)(附註1及2)	Earnings per share – Basic (HK cents) (notes 1 & 2)
每股中期股息(港仙)	Interim dividend per share (HK cents)
每股特別中期股息(港仙)	Special interim dividend per share (HK cents)
每股末期股息(港仙)	Final dividend per share (HK cents)
每股特別末期股息(港仙)	Special final dividend per share (HK cents)

平均資產總額回報率(附註1,2及7)	Return on average total assets (notes 1, 2 & 7)
平均股東資金回報率(附註1,2及7)	Return on average shareholders' funds (notes 1, 2 & 7)
存貨對成本之流轉比率(日數)(附註3)	Inventory turnover on costs (days) (note 3)
流動比率(倍數)(附註1及7)	Current ratio (times) (notes 1 & 7)

市場流通股份數目(千股)	Number of shares outstanding (in thousands)
市值總額	Market capitalization

門市數目(附註4)	Number of stores (note 4)
自營店	Self-operated stores in Group markets
加盟店	Franchised stores in Group markets

集團市場門市總數	Group markets total
非集團市場門市總數(附註5)	Non-group markets total (note 5)

全球門市總數	Total stores worldwide
--------	------------------------

附註：

Notes:

- 2004年之數字已因採納香港會計準則17「租賃」及香港財務報告準則2「以股份支付的支出」而作出調整，該會計準則於2005年1月1日或以後開始之會計年度生效
 - 2002年之數字已因採納SSAP12「所得稅」(經修訂)而作出調整，該會計實務準則於2003年1月1日或以後開始之會計年度生效
 - 年結日之存貨除全年銷售成本乘以年內日數
 - 年結日數字
 - 由南韓合營公司、中東聯營公司(2011年及以前年度)及第三者特許專賣商所營運之市場門市
- Figures from 2004 are adjusted for the adoption of HKAS 17 "Leases" and HKFRS 2 "Share-based Payment" which are effective for financial years commencing on or after January 1, 2005
 - Figures for 2002 are adjusted for the adoption of SSAP 12 "Income Taxes" (revised) which is effective for accounting years commencing on or after January 1, 2003
 - Inventory held at year end divided by cost of sales and multiplied by number of days in the year
 - Figures as at year end
 - Stores in markets operated by joint ventures in South Korea and Middle East (prior year 2011) and third-party franchisees

十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

2014	2013	2012	2011	2010	2009	2008	2007	2006	2005
5,545	5,848	5,673	5,614	4,731	4,233	5,048	4,950	4,372	4,413
3,214	3,551	3,331	3,283	2,731	2,175	2,439	2,357	2,178	2,243
58.0%	60.7%	58.7%	58.5%	57.7%	51.4%	48.3%	47.6%	49.8%	50.8%
542	828	1,005	909	695	320	325	384	376	518
9.8%	14.2%	17.7%	16.2%	14.7%	7.6%	6.4%	7.8%	8.6%	11.7%
408	663	826	728	537	288	311	295	205	406
7.4%	11.3%	14.6%	13.0%	11.4%	6.8%	6.2%	6.0%	4.7%	9.2%
915	1,105	1,173	1,209	978	750	454	474	665	827
1,401	1,616	1,555	1,658	1,385	1,047	742	736	862	1,029
3,857	4,469	4,605	3,822	3,320	2,810	2,557	2,935	2,984	2,970
773	1,220	1,452	1,001	827	624	651	909	894	755
2,910	3,096	2,997	2,735	2,408	2,118	1,855	1,927	1,987	2,122
26.00	42.60	53.80	48.20	36.00	19.30	20.80	19.80	13.80	27.50
10.50	16.00	15.00	15.00	4.50	2.00	4.50	4.50	4.50	4.50
-	-	-	-	4.00	-	2.00	2.00	2.00	2.00
14.50	24.00	25.00	23.00	7.00	7.00	3.00	5.00	5.00	5.00
-	-	-	-	11.50	7.00	-	10.00	15.00	15.00
11.0%	16.1%	21.1%	21.8%	18.5%	11.1%	11.5%	10.3%	7.3%	15.2%
13.8%	21.8%	28.8%	28.3%	23.7%	14.5%	16.4%	15.1%	10.0%	19.9%
80	82	74	95	74	52	42	62	70	62
3.1	2.6	2.3	2.8	2.9	3.0	2.3	1.9	2.1	2.6
1,569,913	1,566,837	1,543,709	1,521,291	1,496,069	1,491,647	1,491,647	1,491,513	1,490,853	1,489,631
5,400	10,858	11,501	8,565	6,777	3,431	2,909	5,578	6,336	6,480
1,451	1,499	1,449	1,232	1,052	1,015	1,036	1,000	962	914
559	694	758	838	748	602	512	482	441	423
2,010	2,193	2,207	2,070	1,800	1,617	1,548	1,482	1,403	1,337
442	449	441	601	553	497	458	413	366	357
2,452	2,642	2,648	2,671	2,353	2,114	2,006	1,895	1,769	1,694

6. 2008年出售Placita:

於2008年，本集團出售其主要成衣製造附屬公司Placita Holdings Ltd (「Placita」)。本集團不包括Placita之2008業績總結如下：

(除特別註明外，以百萬港元為單位)

銷售額
毛利
毛利率
經營溢利
經營溢利率
股東應佔溢利
銷售回報率

6. Disposal of Placita in 2008:

In 2008, the Group disposed of its principal garment manufacturing subsidiary Placita Holdings Ltd ("Placita"). The Group's 2008 results excluding Placita are summarized below:

(In HK\$ millions unless otherwise specified)

2008
Sales 4,710
Gross profit 2,362
Gross margin 50.1%
Operating profit 330
Operating margin 7.0%
Profit attributable to shareholders 290
Return on sales 6.2%

7. 2013年以前之數字並未因採納香港會計準則19「僱員福利」而作出調整

7. The adoption impact of HKAS 19 "Employee benefits" are not reflected in the years prior 2013

公司資料

CORPORATE INFORMATION

董事會

執行董事

劉國權

(主席及行政總裁)

Ishwar Bhagwandas CHUGANI

文道明

陳嘉緯

非執行董事

鄭志剛

陳世昌

獨立非執行董事

畢滌凡

鄭其志，GBS，JP

梁覺教授

Simon Devilliers RUDOLPH

集團首席財務總監

文道明

法律總監及公司秘書

羅學文

審核委員會

畢滌凡(主席)

鄭其志，GBS，JP

梁覺教授

Simon Devilliers RUDOLPH

薪酬委員會

梁覺教授(主席)

劉國權

畢滌凡

Simon Devilliers RUDOLPH

提名委員會

劉國權(主席)

畢滌凡

梁覺教授

Simon Devilliers RUDOLPH

授權代表

劉國權

羅學文

BOARD OF DIRECTORS

Executive Directors

LAU Kwok Kuen, Peter

(Chairman and Chief Executive)

Ishwar Bhagwandas CHUGANI

Dominic Leo Richard IRWIN

CHAN Ka Wai

Non-Executive Directors

CHENG Chi Kong, Adrian

CHAN Sai Cheong

Independent Non-Executive Directors

Barry John BUTTIFANT

KWONG Ki Chi, GBS, JP

Professor LEUNG Kwok

Simon Devilliers RUDOLPH

GROUP CHIEF FINANCIAL OFFICER

Dominic Leo Richard IRWIN

GENERAL COUNSEL AND COMPANY SECRETARY

Mark Alan LOYND

AUDIT COMMITTEE

Barry John BUTTIFANT (Chairman)

KWONG Ki Chi, GBS, JP

Professor LEUNG Kwok

Simon Devilliers RUDOLPH

REMUNERATION COMMITTEE

Professor LEUNG Kwok (Chairman)

LAU Kwok Kuen, Peter

Barry John BUTTIFANT

Simon Devilliers RUDOLPH

NOMINATION COMMITTEE

LAU Kwok Kuen, Peter (Chairman)

Barry John BUTTIFANT

Professor LEUNG Kwok

Simon Devilliers RUDOLPH

AUTHORIZED REPRESENTATIVES

LAU Kwok Kuen, Peter

Mark Alan LOYND

核數師

羅兵咸永道會計師事務所
執業會計師

律師

香港律師
肯尼狄律師行
羅拔臣律師事務所
金杜律師事務所

中國律師
金杜律師事務所

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

主要營業地點

香港
九龍
長沙灣道777至779號
天安工業大廈5樓

主要股份過戶

登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

股份過戶登記處

香港分處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心22樓

主要往來銀行

香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司
交通銀行股份有限公司香港分行
法國巴黎銀行
株式會社三菱東京UFJ銀行

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

LAWYERS

Hong Kong lawyers
Kennedys
Robertsons
King & Wood

PRC lawyers
King & Wood

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL PLACE OF BUSINESS

5th Floor, Tin On Industrial Building
777-779 Cheung Sha Wan Road
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM08
Bermuda

BRANCH SHARE REGISTRARS AND TRANSFER OFFICE IN HONG KONG

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

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Bank of Communications Co., Ltd. Hong Kong Branch
BNP Paribas
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

主席報告書

CHAIRMAN'S STATEMENT

致各位股東：

中國經濟高增長率於2013年開始放緩，亞洲零售商從此走進艱辛之調整期。中國經濟放緩之影響延續至2014年。業界人士必須找到新出路，方可在此新現實下抵禦競爭及達至增長。

於2014年，與2013年相比，佐丹奴全球銷售額下跌5%，股東應佔溢利更下降38%。按照我們的自由現金狀況及對2015年之展望，董事會已議決派付末期股息每股14.5港仙。

本公司深知，中國經濟的「超高」增長，曾經是其他經濟體（尤其是亞太地區）的增長動力。管理層已設計多個長遠策略，為本公司經營業務之市場日漸收縮之增長做好準備。該等策略包括加深靈活供應鏈管理，配合具紀律之預測體制；於合理化的渠道以確保將來盈利能力，集中多樣化的品牌計劃為要求逐漸提高之客戶尋找新產品及服務；以及與多個「網上商城」（主要位於中國大陸）建立更密切關係。

我們發現，除中東及南韓外，各市場在2015年首兩個月均出現不錯復甦。業績改善乃有賴於供應鏈在適當時間推出較佳商品；更準確的預測；以及回復不懈專注於存貨管理。中東及南韓乃本集團兩大主要市場，仍然面臨挑戰。雖然多少間接受到中國經濟放緩所影響，管理層相信，兩大市場內部均存在問題，大多數與採購有關。

展望2015年，我們預期會同時在深度及廣度上就需求之改變進行調整。我們主要市場的消費者將更有信心進行以「物有所值」為基礎的購物決定。可支配收入 — 尤其是在「中產」 — 將會減少。經過十多年來經濟高速增長，不少零售商對此情況感到心灰意冷。

Dear Shareholders:

China's high economic growth rate began to abate in 2013 and since then Asian retailers have been going through a tough period of adjustments. The impact of this slowing Chinese economy has carried into 2014. Industry players must find new ways to compete and to grow in this new reality.

Giordano recorded a global sales decline of 5% and profit attributable to shareholders of 38%, in 2014, against 2013. Your board of directors has resolved to pay out a final dividend of 14.5 HK\$ Cents based on our present free cash situation and outlook for 2015.

The Company was well aware that the “hyper” growth rate of the Chinese economy had acted as the growth engine for other economies, notably in the Asia Pacific region. Management has devised a number of long-term strategies in preparation for tapered growth rates in the markets where your Company does business. These strategies include the deepening of flexible supply chain management coupled with a disciplined forecast system; the rationalization of channels to ensure defensible profitability going forward; a concentric brand diversification program searching out new products and services for increasingly discerning consumers; and the fostering of closer relationships with various “electronic malls”, primarily in Mainland China.

We saw good recovery across all markets in the first two months of 2015 except for the Middle East and South Korea. Improvements were due to better merchandise coming from the supply chain at the right time; more accurate forecasting; and a return to unrelenting focus on stock management. The Middle East and South Korea, two significant markets for the Group, still face challenges. Though somewhat and indirectly impacted by a slower Chinese economy, Management believes that there are endogenous issues here that are mostly related to merchandising.

Looking into 2015, we expect to adjust to changes in demand that are both in depth and in breadth. Consumers in our major markets will be more confident in making buying decisions basing on “value for money”. Disposable income – especially that of the “middle class” – will shrink. Having sailed through more than a decade of high economic growth, many retailers will find this daunting.

主席報告書 CHAIRMAN'S STATEMENT

佐丹奴之經營哲學，乃打穩基礎，再管增長。故此，憑藉業內最簡便之存貨管理系統，我們財政實力龐大。我們在不同地方，以多元化品牌尋求增長機會。由始至今，我們的增長模式已經成形：進入南韓，整合中東合營業務，以及滲入印支半島之年輕市場。過去多年來，我們亦曾以我們就Giordano Ladies所進行方式，採取大動作多元化品牌措施。我們亦大量投資於數碼台，並與中國大陸之流行電子商城建立緊密聯繫。

嘗試不一定都能成功。管理層團隊從錯誤中學習，而本人作為董事會主席，將按貴公司之長處，憑藉本公司之專長及務實思緒，繼續支持其發掘新商機。

我們成功的關鍵，在於能否在正確位置、正確時間，以合宜價格及適當數量配合適當商品。為達到此條件，我們亦需要適當人手。雖然利潤縮減，但我們去年仍推出快速見習管理人員培訓計劃，旨在培育具國際視野之年輕領袖。

本人對現時三項進展感到鼓舞。其一，管理團隊正著手革新供應鏈系統，使之更全面，並與當今的需求狀況更息息相關。本人相信，我們已有新觀念以應對日後之新實際情況。其二，即使過去多年經營環境艱難，我們仍能加強與加盟商（主要在中國大陸）之間的關係。本人確信，佐丹奴與加盟商夥伴之間均已準備好再創高峰。其三，本公司之上述快速見習管理人員培訓計劃，帶來活力及新想法。本公司欣見管理層「多元化」之計劃正在成形。

最後，本人謹請閣下參閱「管理層之論述及分析」一節，以瞭解有關本集團2014年業績的詳盡分析。

劉國權

主席

2015年3月3日

Giordano's business philosophy is to build growth on solid foundations. Thus, our financial position is strong with one of the leanest stock management systems in the industry. We seek out growth opportunities in different geographic locations and by diversifying brands. Our growth pattern since the early days has been pulsate: the entry to South Korea, the consolidation of our Middle East joint operations; and the penetration into young markets of the Indochina peninsula. During these years, we have also taken significant steps to diversify brands in the way we have done with Giordano Ladies. We have also invested heavily in digital channels with close ties to popular electronic malls in Mainland China.

Not all of our attempts have been successes. Your Management team learns from mistakes and as Chairman of the Board, I will continue to support their exploration of new business opportunities based on the Company's strengths and with a realistic mindset.

Core to our success will be our ability to get the right products, at the right price, in the right quantities, in the right place, at the right time. To deliver these, we also need the right people. Despite the profit setback, we launched a significant "fast track" management development program last year aimed at producing a new generation of young leaders with international vision.

I am heartened by three developments currently underway. First, the Management team has embarked on the revamping our supply chain systems to make them more comprehensive and relevant to today's demand situation. I believe a new mindset is now in place to deal with the new reality in the coming years. Second, we have galvanized our relationship with our franchisees, primarily in Mainland China, despite the tough operating environment in the past few years. I am certain that both Giordano and our franchise partners are poised for growth once again. Third, the Company's "fast track" management development program mentioned above is bringing vitality and new ideas. I am happy that the Company's plan towards management "diversity" is taking shape.

Finally, for a detailed analysis of the Group's 2014 results, I refer you to the "Management Discussion and Analysis" section.

LAU Kwok Kuen, Peter

Chairman

March 3, 2015

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

2014年業績概覽

Overview of 2014 Performance

(以百萬港元為單位)	(In HK\$ millions)	全年 Full Year			下半年 Second Half			上半年 First Half		
		2014	2013	變動 Variance	2014	2013	變動 Variance	2014	2013	變動 Variance
銷售額	Sales	5,545	5,848	(5%)	2,873	3,007	(4%)	2,672	2,841	(6%)
毛利	Gross profit	3,214	3,551	(9%)	1,649	1,786	(8%)	1,565	1,765	(11%)
毛利率	Gross margin	58.0%	60.7%	(2.7pp/ 百分點)	57.4%	59.4%	(2.0pp/ 百分點)	58.6%	62.1%	(3.5pp/ 百分點)
經營費用	Operating expenses	(2,749)	(2,836)	(3%)	(1,384)	(1,444)	(4%)	(1,365)	(1,392)	(2%)
經營溢利	Operating profit	542	828	(35%)	309	402	(23%)	233	426	(45%)
經營溢利率	Operating margin	9.8%	14.2%	(4.4pp/ 百分點)	10.8%	13.4%	(2.6pp/ 百分點)	8.7%	15.0%	(6.3pp/ 百分點)
EBITDA	EBITDA	760	1,066	(29%)	418	531	(21%)	342	535	(36%)
淨溢利	Net profit	408	663	(38%)	234	323	(28%)	174	340	(49%)
淨溢利率	Net profit margin	7.4%	11.3%	(3.9pp/ 百分點)	8.1%	10.7%	(2.6pp/ 百分點)	6.5%	12.0%	(5.5pp/ 百分點)
從經營業務所得之自由現金流量	Free cash flow from operations	399	599	(33%)	145	362	(60%)	254	237	7%
現金及銀行結存淨額 ¹	Net cash and bank balances ¹	915	1,105	(17%)	915	1,105	(17%)	940	986	(5%)
存貨餘額 ¹	Inventory balances ¹	514	518	(1%)	514	518	(1%)	445	518	(14%)
存貨日數對成本之 流轉比率(日) ²	Inventory days on costs (days) ²	80	82	(2)	80	82	(2)	73	87	(14)
門市數目 ¹	Number of outlets ¹	2,452	2,642	(190)	2,452	2,642	(190)	2,553	2,622	(69)
年內/期內門市數目變動淨額	Net change in outlets during the year/period	(190)	(6)		(101)	20		(89)	(26)	

¹ 於年末/期末。

² 年末/期末所持存貨除以銷售成本乘以該年度/期間日數。

¹ At the end of the year/period.

² Inventory held at year/period end divided by cost of sales and multiplied by number of days in the year/period.

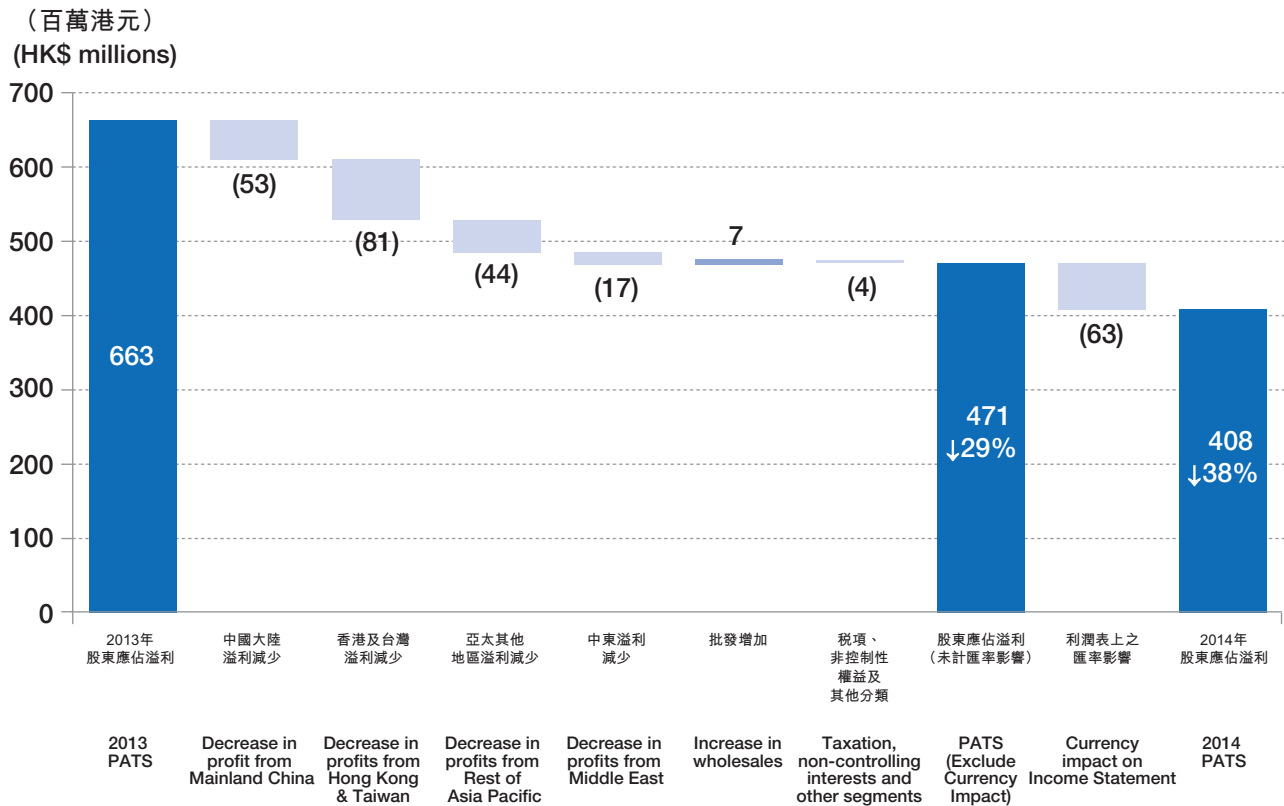
管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

股東應佔溢利

年內，股東應佔溢利較去年6.63億港元減少38%至4.08億港元。撇除貨幣滙兌之影響，股東應佔溢利減少29%。

Profit Attributable to Shareholders (“PATS”)

During the year, PATS decreased by 38% to HK\$408 million from HK\$663 million last year. Excluding currency impact, profit attributable to shareholders decreased by 29%.



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

貨幣對利潤表之影響

外幣匯率變動影響對利潤表有以下影響：

		採購時之 貨幣貶值 虧損 Currency Depreciation loss on purchase				經調整
(以百萬港元為單位)	(In HK\$ millions)	已申報 Reported	換算差額 Translation difference	交易差額 Transaction difference		Adjusted
銷售額	Sales	5,545	114	-	-	5,659
毛利	Gross profit	3,214	67	-	42	3,323
其他收入	Other income	77	-	17	-	94
經營費用	Operating Expense	(2,749)	(52)	-	-	(2,801)
股東應佔溢利	PATS	408	4	17	42	471

Currency impacts to Income Statement

The impact of foreign currency exchange rates changes had the following impact on the Income Statement:

本集團於海外地區經營使用外幣。

The Group operates in foreign jurisdictions where business done in foreign currencies.

- 由於換算東南亞貨幣(主要為印尼盾、馬來西亞幣及泰銖)之不利影響被韓圓升值所抵銷，故此於換算該等地區之業績為港元時，對股東應佔溢利造成很少虧損(400萬港元)。
- 人民幣貶值導致在香港持有之定期存款出現換算虧損。此等人民幣定期存款已於年內解除，並於下半年消除該方面之匯兌風險。
- 以港元購買商品成本上升(尤其購買印尼商品)，於年內產生毛利減少4,200萬港元。
- 整體而言，外幣匯率變動對本集團業績造成之影響為負6,300萬港元。
- 匯率變動在上半年(4,100萬港元)之影響比下半年(2,200萬港元)為大，反映2013年印尼盾及其他東南亞貨幣貶值之影響。上述貨幣兌美元之匯價亦於同年下半年大幅下降。
- The impact on PATS of translating the results of these entities into Hong Kong dollars was a small loss (HK\$4 million) with the adverse impact from translation of South East Asian currencies, mainly the Indonesian Rupiah, Malaysian Ringgit and the Thai Baht, offset by the relative strength of the Korean Won.
- Depreciation of RMB resulted in losses for RMB time deposits held in Hong Kong. These RMB positions were unwound in the middle of the year eliminating currency risk in this area in the second half.
- Increased costs of purchasing merchandise in Hong Kong dollars, by Indonesia in particular, contributed a gross profit reduction of HK\$42 million in the year.
- Overall, the impact of foreign currency changes on the Group's results was an adverse impact of HK\$63 million.
- Currency changes impacted the first half (HK\$41 million) more than the second half (HK\$22 million), reflecting the impact of the falling valuation of the Indonesian Rupiah and other South East Asian currencies in year 2013 which moved sharply downwards against the US\$ in the second half of that year.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

撇除上述貨幣之影響，2014年股東應佔溢利應為4.71億港元，比已申報之股東應佔溢利高15%。股東應佔溢利較去年同期減少38%，而實際股東應佔溢利之降幅則為29%。

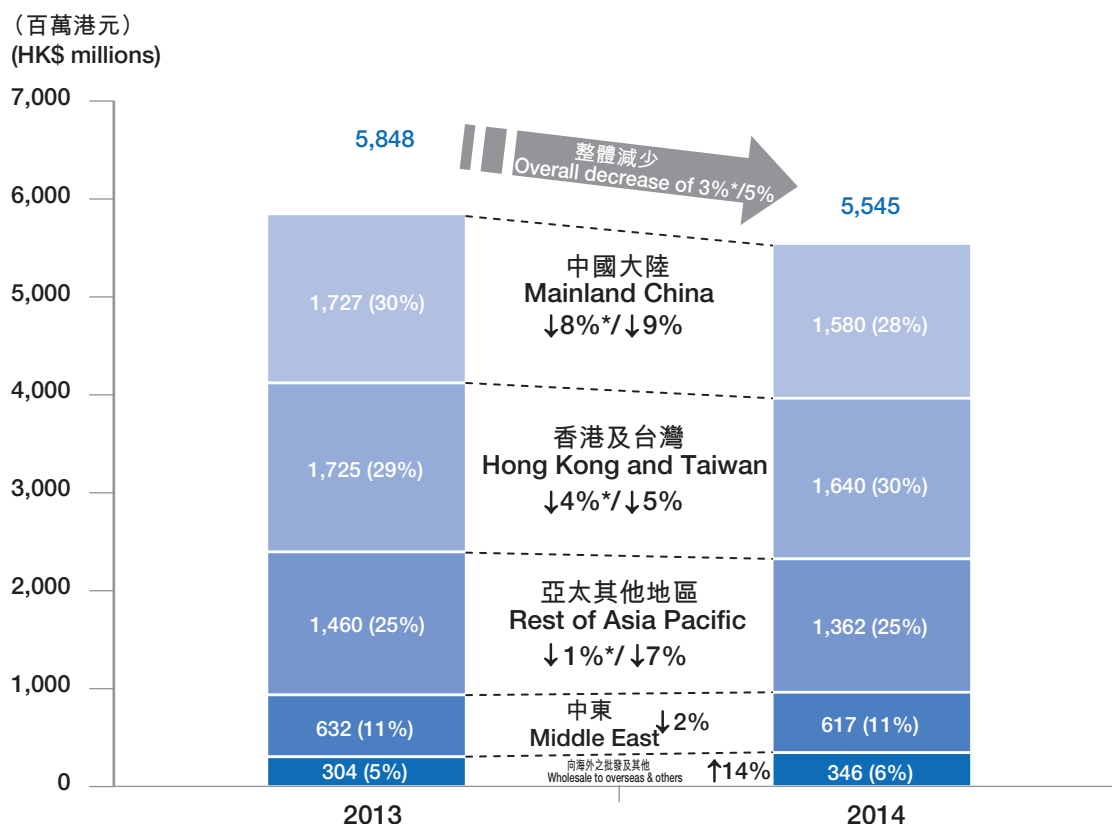
Excluding these currency impacts, 2014 PATS would be HK\$471 million, 15% more than the PATS reported representing a reduction of PATS of 29% from the same period last year compared to the actual PATS reduction of 38%.

銷售額

Sales

銷售額增長及貢獻

Sales growth and contribution

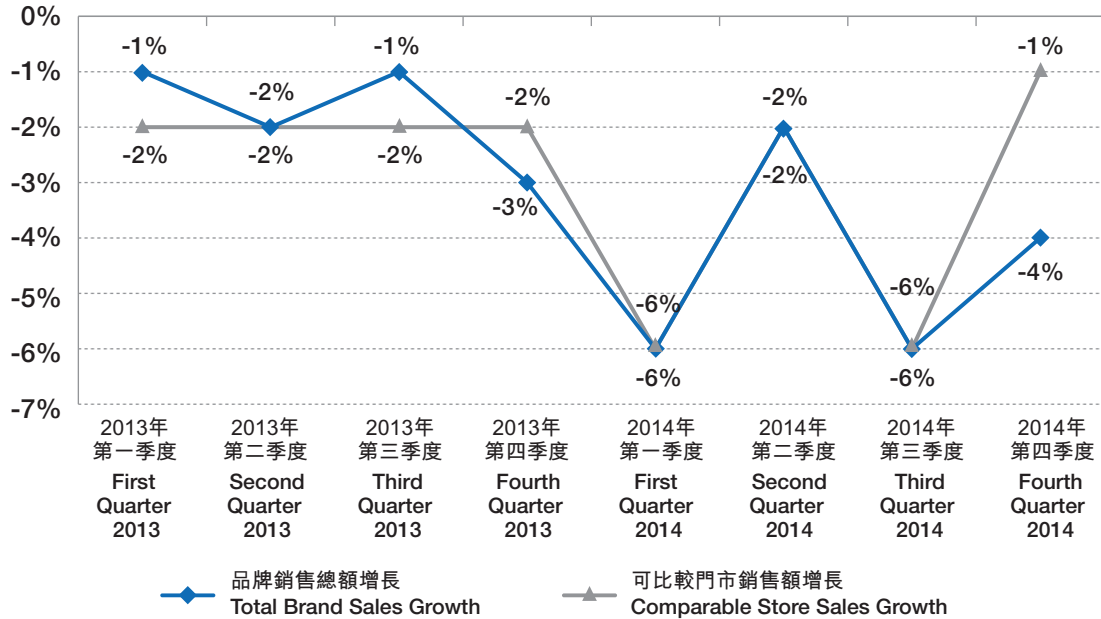


* 銷售額未計匯率影響

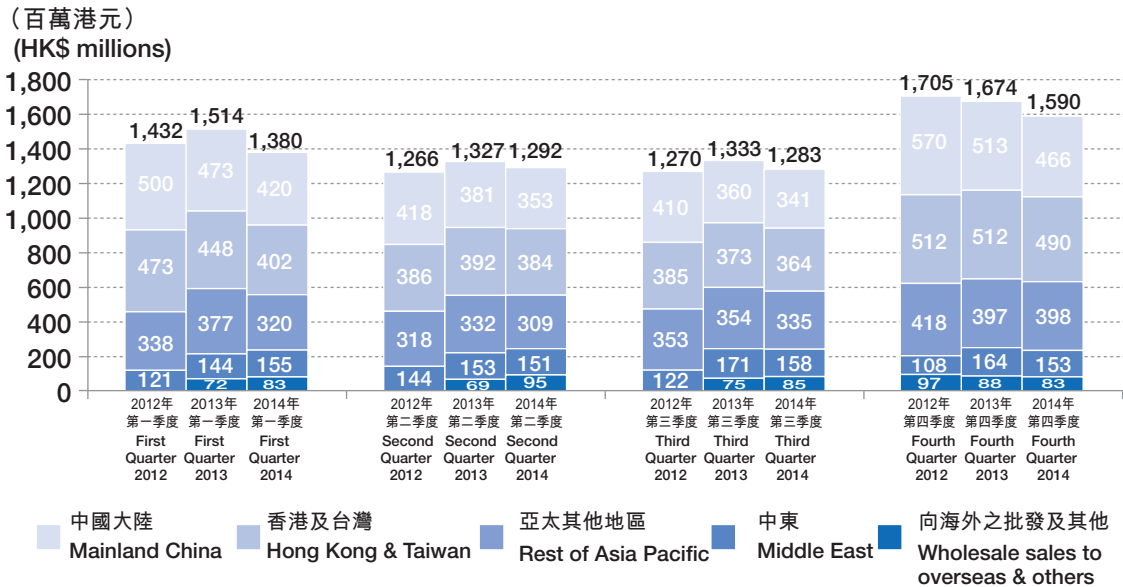
* Sales growth excludes exchange effects

括號內為佔集團銷售額之百分比
% of group sales in brackets

最近八個季度品牌銷售額增長
Brand sales growth for the last eight quarters



最近十二個季度銷售額
Sales for the last twelve quarters



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

(以百萬港元為單位)	(In HK\$ millions)	全年			下半年			上半年		
		2014	2013	變動	2014	2013	變動	2014	2013	變動
總銷售額 ¹	Total Sales ¹	5,545	5,848	(5%)	2,873	3,007	(4%)	2,672	2,841	(6%)
全球品牌銷售額 ²	Global brand sales ²	7,479	7,821	(4%)	3,876	4,071	(5%)	3,603	3,750	(4%)
可比較門市銷售額 ³ 減少	Comparable store sales ³ decrease	(4%)	(2%)		(4%)	(3%)		(4%)	(2%)	
毛利	Gross profit	3,214	3,551	(9%)	1,649	1,786	(8%)	1,565	1,765	(11%)
毛利率	Gross profit margin	58.0%	60.7%	(2.7pp/ 百分點)	57.4%	59.4%	(2.0pp/ 百分點)	58.6%	62.1%	(3.5pp/ 百分點)
門市數目 ⁴	Number of outlets ⁴	2,452	2,642	(190)	2,452	2,642	(190)	2,553	2,622	(69)
年內/期內門市數目變動淨額	Net change in outlets during the year/period	(190)	(6)		(101)	20		(89)	(26)	

1 總銷售額指自營店零售總額及向加盟店之批發銷售總額(按平均匯率計算)。

2 全球品牌銷售額指自營店(包括網上商店)、加盟店及由附屬公司及聯營公司/共同控制公司經營之店舖之零售總額(按固定匯率計算)。

3 可比較門市銷售額指過往同年/同期營業/經營之現有門市及網上商店之品牌銷售總額(按固定匯率計算)。

4 於年末/期末。

1 Total Sales are total retail sales in self-operated stores and total wholesale sales to franchisees, translated at average exchange rates.

2 Global Brand Sales are total retail sales, at constant exchange rates, in self-operated stores (include e-shop), franchised stores and stores operated by subsidiaries and associates/jointly controlled entities.

3 Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores and e-shop that have been opened/operated by subsidiaries and associates/jointly controlled entities in the prior year/period.

4 At the end of the year/period.

- 本集團之銷售額由2013年之58.48億港元，減少5%至2014年55.45億港元。撇除將外幣銷售額換算為港元之影響，銷售額減少3%。
- 下半年中國大陸及台灣之可比較門市銷售額增長，當地銷售額亦較佳。東南亞第三季度之銷售額疲弱，但於第四季度復甦。香港仍然具挑戰性，至於中東之銷售額則於經過第一季度強勁增長後有所放緩。
- 中國大陸之銷售額年內減少9%。中國大陸服裝市場整體增長估計為11%。中國之網上銷售增長，加上大型基建項目使新高檔購物商場不斷增長之情況擴散，使競爭環境呈現極端價格競爭。2014年初農曆新年期間銷售額疲弱，惟於其後三個季度回升，帶動可比較門市銷售額略有增長。
- Group Sales decreased by 5% to HK\$5,545 million in 2014 from HK\$5,848 million in 2013. Excluding the effects of translating sales made in foreign currencies into Hong Kong dollars, sales decreased by 3%.
- Sales in the second half of the year were relatively stronger for Mainland China and Taiwan with same store sales growing in the second half. South East Asia had a weak third quarter, but recovered in the fourth quarter. Hong Kong remains challenging and Middle East sales growth weakened after a strong first quarter.
- Sales in Mainland China decreased by 9% during the year. Overall market growth for apparel in Mainland China is estimated at 11%. With the growth of online sales in China and the proliferation of increasingly high levels of new retail space from large infrastructure projects, the competitive environment is extremely price competitive. Sales over the Chinese New Year period in early 2014 were weak, but recovered in the last three quarters leading to a small growth in same store sales.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

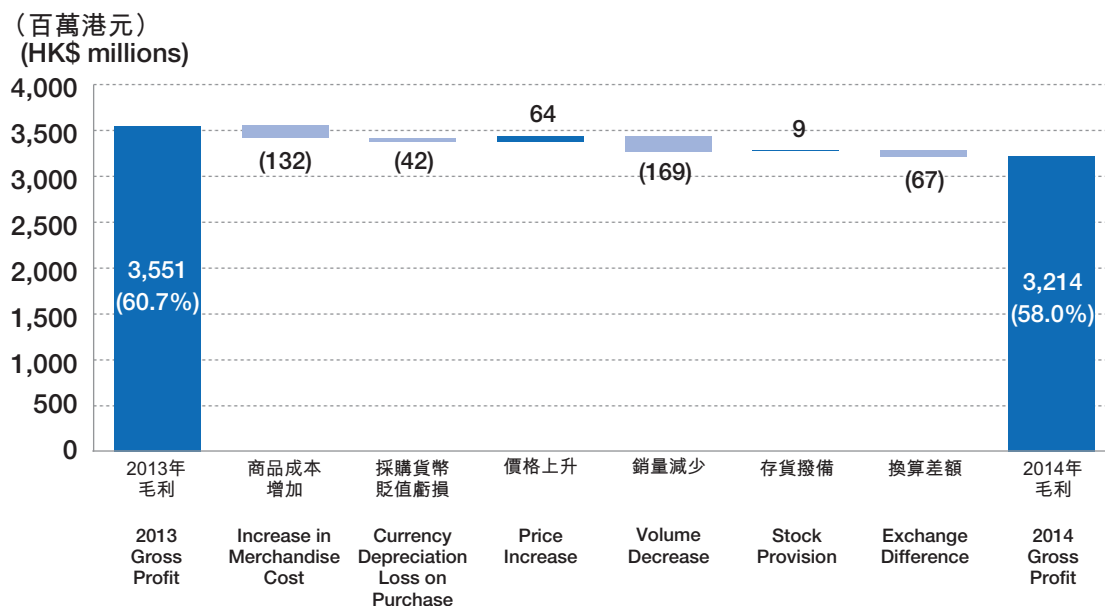
- 香港之銷售額年內減少6%。可比較門市銷售額下降5%，反映年內中國大陸旅客消費性質改變造成之困難經營環境。年內，香港服裝市場銷售額增長4%，而於2013年則為8%。
- Sales in Hong Kong decreased by 6% during the year. Comparative same store sales declined by 5%. This reflects difficult trading conditions in Hong Kong in the year as the nature of visitors from Mainland China changes. During the year, apparel market sales in Hong Kong grew at 4%, compared to 8% in 2013.
- 台灣之銷售額年內下降3%，但可比較門市銷售額增長1%。2014年初令人失望的農曆新年過後，年內銷售頗佳。其後三個季度均有中單位數增長，反映配合本地休閒服風格之產品在本地市場推廣活動支持下奏效。
- Sales in Taiwan declined by 3%, but comparative store sales increased by 1%. Sales were relatively strong in the year, after a disappointing Chinese New Year in early 2014. Sales grew at mid-single digit levels in the last three quarters. This reflects the success of products which adapt to the local casual wear taste, supported by local marketing programs.
- 亞太其他市場(主要為新加坡、馬來西亞、泰國及印尼)之銷售額下降7%，可比較門市銷售額下降6%。
- Sales in other markets in Asia, notably in Singapore, Malaysia, Thailand and Indonesia, declined by 7% with a decline in comparable same store sales of 6%.
- 新加坡之銷售額下降13%，這是由於觀光購物商店之需求疲弱及採購決策不當所致。商品組合現在得到更佳管理，銷售正在改善，於第四季度，可比較門市銷售額出現增長。
- Sales in Singapore declined by 13% as a result of weak demand from tourist shops and inappropriate merchandising decisions. Merchandise mix is now better managed and sales are improving, with the fourth quarter showing positive same store sales.
- 馬來西亞之銷售額下降5%，這是由於政府實施財政緊縮政策(國家減少對日用品之補貼)，令消費者情緒疲弱。我們於該市場增設店舖，但其疲弱之可比較門市銷售額仍然使人憂慮，這將以改善商品營銷來應付。
- Sales in Malaysia declined by 5% due to weak consumer sentiment as the government pursues tight fiscal policies (reducing state subsidies to basic commodities). We added stores in this market but weak same store sales are still a concern which will be met with improved merchandising.
- 儘管已增設新店，印尼之銷售額與去年持平。2013年印尼盾貶值影響需求增長，成本顯著增加。總統選舉前後一段時間時局不明朗，同樣影響消費者情緒。銷售額於第四季度稍見回升。我們增設店舖以進一步進佔該市場，對當地市場長期前景仍有信心。
- Sales in Indonesia were flat year on year despite adding new stores. The devaluation of the Rupiah in 2013 has depressed demand growth and resulted in significant cost increases. A period of uncertainty around the presidential election also impacted consumer sentiment. Some recovery was seen in the fourth quarter. We added stores to increase our penetration of this market and are confident of the long term prospects of this market.
- 泰國本年度之銷售額下降3%。上半年銷售額特別欠佳(下跌9%)，乃由於該國社會政治不穩所致。泰銖貶值亦影響銷售需求及增加成本。本年度下半年復甦強勁。我們增設店舖以進一步進佔該市場。
- Sales in Thailand declined by 3% in the year. Sales were particularly depressed in the first half of the year (down 9%) due to socio-political instability in the country. The devaluation of the Thai Baht has also depressed sales demand and increased costs. Strong recovery was seen in the second half of the year. We added stores to increase our penetration of this market.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

- 澳洲本年度之銷售額下降20%。年內我們重組經營架構及關閉多間虧損店舖。可比較門市銷售額於下半年恢復增長。
- In Australia, sales declined by 20% in the year. We restructured our operations and closed a number of loss making stores in the year and same store sales in the second half returned to growth.
- 中東地區本年度之銷售額減少2%，而可比較門市銷售額則減少6%。為配合富挑戰性的市場環境，商品已予改進。
- Sales for Middle East markets decreased by 2% in the year and comparative same store sales by 6%. Merchandising is being improved to meet challenging market conditions.
- 阿拉伯聯合酋長國本年度之銷售額下降2%。零售能力大幅上升，加上該國遊客人口改變，使市場競爭極為激烈，壓抑銷售增長。
- Sales in the United Arab Emirates declined by 2% in the year. A significant growth in retail capacity and a change in the demographic of visitors to the country, have resulted in a highly competitive market which is depressing sales growth.
- 沙特阿拉伯本年度之銷售額下降3%。對朝聖者及遊客之銷售受到麥加及麥地那的建築工程及對遊客施加入境限制所影響。
- In Saudi Arabia, sales declined by 3% in the year. Sales to pilgrims and tourists are depressed by construction work in Mecca and Medina and travel restrictions placed on visitors.

毛利

Gross Profit 毛利對比 Gross profit reconciliation



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 本集團之毛利由2013年35.51億港元減少3.37億港元(或9%)至32.14億港元, 毛利率下降2.7個百分點至58.0%。上半年毛利率比去年下降3.5個百分點, 至於下半年則略見改善, 比去年的下降收窄至2.0個百分點。
- 匯率變動對銷售成本之影響(透過以港元採購商品)令全年毛利率減少0.7個百分點。(如與去年相比, 印尼盾貶值12%、泰銖貶值5%及馬來西亞幣貶值3%)。
- 平均商品成本增加5.3%(撇除匯率變動引起之成本增加)。這反映產品組合調整, 以致產品具有更多設計細節, 品質亦有所改善。以後我們將理順產品細節, 從而降低成本; 另外, 我們會在適當情況下投資改良品質。
- 平均價格僅上升1%, 儘管產品組合成本上升。於價格競爭激烈之市場, 我們未能就增加服裝細節及功能調高價格。於大部分市場, 我們割價以保持競爭力及清理存貨。
- 本年度銷量下降4%, 主要由於2014年初農曆新年銷情相當疲弱。下半年銷量下降2%, 而於上半年則下降7%, 是由於店舖內出售商品有所改善, 加上正常折扣促銷以清理額外存貨所致。
- The Group's gross profit decreased by HK\$337 million, or 9%, to HK\$3,214 million from HK\$3,551 million in 2013. Gross margin decreased by 2.7 percentage points to 58.0%. In the first half of the year gross margin declined by 3.5 percentage points compared to last year with the second half narrowing the decline to 2.0 percentage points compared to last year.
- The impact of foreign currency changes on cost of sales, through purchasing of merchandise in Hong Kong dollars, reduced gross margin by 0.7 percentage points in the year. (E.g. the Indonesian Rupiah has depreciated by 12%, the Thai Baht by 5% and the Malaysian Ringgit by 3% compared to last year).
- Average merchandise costs increased by 5.3%, excluding cost increases due to changes in exchange rates. This reflects the change in product mix to products with more design detail and improved quality. Going forward we will rationalize product details to reduce costs; additionally we will invest in improved quality where appropriate.
- Average prices increased by only 1%, despite higher cost product mix. In fiercely price competitive markets, we were unable to secure price increases to compensate for additional detail and function. In most markets, we discounted prices to compete and clear stock.
- Volume reduced by 4% in the year, mainly due to a very weak Chinese New Year in early 2014. Volume reduction in the second half was 2%, a reduction on the first half decline of 7%, with improved merchandising in stores combined with normal discounting to clear excess inventory.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

品牌發展

- **Giordano Men**：佐丹奴品牌中，76%銷售額來自男裝。男裝品牌銷售額減少3%。此降幅影響我們的主要類別產品，部份反映店舖數量減少，其中以不分季節市場尤甚。廣泛地添加產品細節（尤其於polo恤及T恤）並無改善銷售額。
- **Giordano Women**佔佐丹奴店舖銷售的24%，銷售額下跌11%，較佐丹奴男裝之下跌幅度為大。
 - 增加服裝款式及系列選擇策略不成功，及減少重視核心產品之策略不當。
 - 糾正上述策略之行動於2014年進行，女裝產品系列正在重新構建，以專注於核心設計價值，如簡約及功能等。
 - 銷量已於下半年回升，第四季度銷量僅比去年輕微減少，反映大規模清理存貨及產品已予改良，有關的產品開發流程仍在改進。
 - 我們正在著手發展GW獨立專櫃。我們現時於中國大陸及泰國共有58個獨立專櫃，所產生之直接溢利共400萬港元。由於女裝產品系列業績疲弱，店舖數目年內減少11間。此策略於未來重新構建產品系列後將執行得更進取。
- 由於第一季度表現疲弱，管理層著重揀選產品分配到適當店舖，令本集團多元品牌之發展放緩。

Brand Development

- **Giordano Men**: Under the Giordano brand, 76% of sales were from Men. Brand sales for Men declined by 3%. This decline impacted our major categories and partly reflects a lower number of shops, particularly in all season markets. Generally increased detail on product (particularly polo shirts and tees) did not result in improved sales.
- **Giordano Women** contributed 24% of sales in Giordano shops and the sales declined by 11%, a more significant decline than for *Giordano Men*.
 - The strategy to increase the variety of styles and collections was not successful, and the de-emphasizing of core products has proved to be an error.
 - Action to correct this was taken during 2014 and the women's product range is now being re-shaped to focus on core design values such as simplicity and function.
 - Sales volumes have recovered in the second half, and in the fourth quarter were only slightly reduced year on year. This reflects heavy stock clearance and improved product, although the product development process is still being improved.
 - The development of GW standalone counters is underway. We have a total of 58 standalone counters in China and Thailand and a total of HK\$4 million direct profit made. Due to weakness in the women's product range, the number of stores declined in the year by 11. This strategy will be pursued more aggressively in the future following reshaping of the product range.
- Due to the very weak first quarter, Management has focused heavily on product selection and allocation to appropriate shops. This has resulted in a slower development of multi-branding by the Group.

管理層之論述及分析

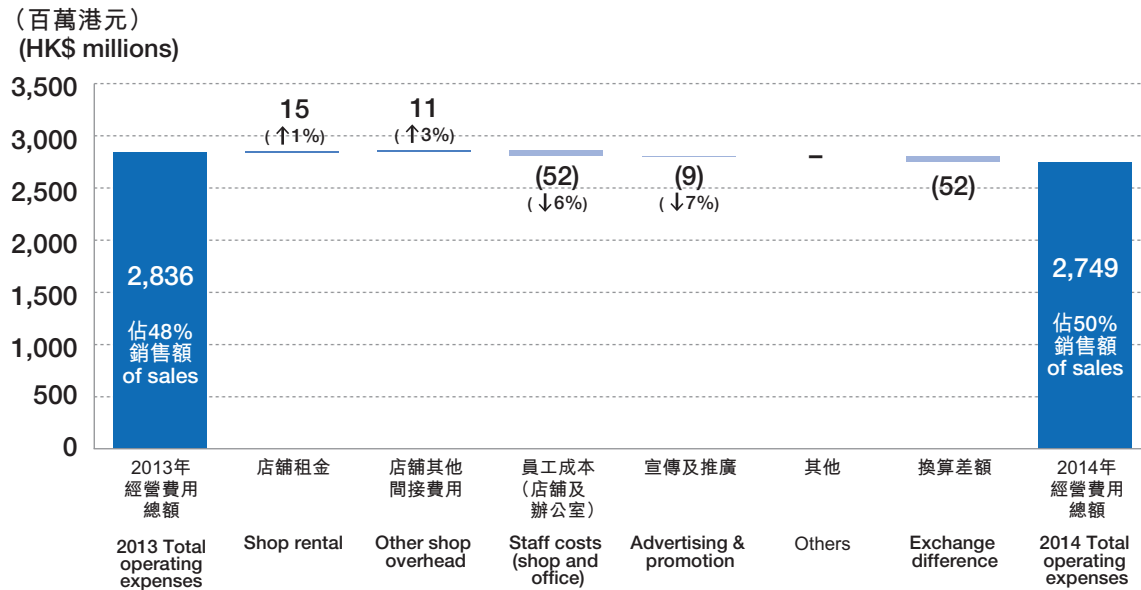
MANAGEMENT DISCUSSION AND ANALYSIS

- **Giordano Ladies**年內銷售額由3.74億港元增加5%至3.91億港元，但經營溢利由5,100萬港元下降至4,000萬港元。此品牌於香港表現良好，並已聚集其忠實客戶群。中國大陸、新加坡及印尼表現不佳，乃由於採購及執行不當所致。過剩存貨正在清理，而該品牌之新經營方法將於各地推行，可望會糾正上述情況。
- **BSX**銷售額下降6%，乃因關閉虧損店舖所致。經營溢利因此由2,400萬港元下降至1,400萬港元。年內，我們開始擴展該品牌之女裝。我們今年將轉回先前較側重男裝之組合。
- **Beau Monde**：我們亦已著手將新打造的廉價品牌*Beau Monde*取代大賣場的店舖，年內於華南地區、上海及台灣開設13間店舖。不斷調節原有概念，在上海及台灣帶來豐碩成果。我們將繼續以發展該品牌作為2015年首要工作。
- **Eula**：在華西地區推出之優質女裝品牌，有8間設於百貨公司之店舖。該品牌仍在試驗階段，但初期表現尚可接受，錄得微利。
- **Giordano Ladies** increased sales by 5% in the year from HK\$374 million to HK\$391 million but operating profit declined from HK\$51 million to HK\$40 million. The brand performed well in Hong Kong, where it is well established with a loyal customer base. Weak performance in Mainland China, Singapore and Indonesia was caused by poor merchandising and execution. Excess inventories are being cleared and the new approach to run this brand globally will remedy this going forward.
- **BSX** sales declined by 6% as loss-making stores were closed. Operating profit declined from HK\$24 million to HK\$14 million as a result. During the year, we started to expand women's apparel within this brand. This year, we are now returning to the previous weighted emphasis on the men's portfolio.
- **Beau Monde**: We have also started to replace shops in supermarkets with our new budget brand, *Beau Monde*, opening 13 outlets in the year, in southern China, Shanghai and Taiwan. Continuous refinement of the original concept has led to promising results in Shanghai and Taiwan and we will continue to develop this brand as a priority in 2015.
- **Eula**: A premium women brand launched in Western China. 8 shops opened in department stores. The brand is still under experimental stage, but initial performance was acceptable with minor profitability.

經營費用

Operating Expenses

2014 年經營費用總額對比
Total operating expenses reconciliation for 2014



- 整體而言，本集團之經營費用由去年之28.36億港元減少3%至27.49億港元。
- 總租金成本增加1%，主要是因為平均店舖面積增加4%所致。每平方呎租金下降2%，主要反映在印尼及泰國等低成本發展中市場的增長，以及在中國大陸百貨公司的浮動租金。在香港租金的上漲壓力較強，可比較門市的租金上升18%。本集團整體之租金銷售比率從20.7%上升至22.4%。
- 店舖間接成本包括店舖折舊、倉庫、水電及信用卡費用。成本增加3%，主要由於我們為重新定位及提升品牌而在大中華區裝修店舖所致之額外折舊1,100萬港元，增加8%。
- 員工成本總額下降5,200萬港元（或6%），平均人數持平。東南亞市場門市擴張所引起的人數增加，為大中華地區店舖關閉所引起的人數減少抵銷。平均薪金下降4%，主要是因為削減年終花紅4,500萬港元。
- 經營費用總額佔銷售額的比例從48%上升至50%。大致上，成本已控制良好，但仍受某些市場之租金壓力所影響，尤其是香港。
- Overall, the Group's operating expenses decreased by 3% to HK\$2,749 million from HK\$2,836 million in last year.
- Total rent costs increased by 1%, mainly due to the increase in average shop area by 4%. Rent per square foot declined by 2%, which largely reflects growth in low cost developing markets such as Indonesia and Thailand, together with variable rentals in department stores in Mainland China. In Hong Kong, where upward rental pressure is strong, rental on comparative stores increased by 18%. Rental to sales overall for the Group increased from 20.7% to 22.4%.
- Shop overhead costs comprise shop depreciation, warehouse, utilities and credit card charges. Costs increased by 3% mainly due to additional depreciation of HK\$11 million, an increase of 8%, from shop renovations we are executing in Greater China as we re-position and upgrade the brand.
- Total staff costs decreased by HK\$52 million or 6%. Average staff headcount stayed flat. Additional headcount in South East Asia markets following store expansion was offset by a reduction in Greater China upon closure of shops. Average salaries decreased by 4%, mainly due to the reduction of year-end bonuses by HK\$45 million.
- Total operating expenses as a proportion of sales increased from 48% to 50%. Costs have been generally well controlled but have been impacted by rental pressures in some markets, in particular Hong Kong.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

計及其他收入前之經營溢利

- 整體而言，本年度銷售額減少5%及毛利率減少2.7個百分點，以致毛利減少9%。經營費用下降3%，導致計及其他收入前之經營溢利為4.65億港元，較去年下跌35%（或2.5億港元）。

其他收入

- 其他收入由1.13億港元減少3,600萬港元至7,700萬港元。此減少主要是因為：
 - 年內由於外幣相對港元貶值而確認1,700萬港元之外匯虧損，而去年外匯收益為2,200萬港元。此後在香港已盡量減少人民幣結餘，及以港元計值的集團公司之間應付款項已在更短時間內結算，以盡量減低外匯風險。
 - 對其中一個主要供應商之投資，由於其市價下降，令本年度確認減值虧損600萬港元。
 - 一項與人民幣存款套戥之美元貸款解除，導致利息收入下降800萬港元。此機制在2013年及2014年均有產生利潤，但為避免人民幣貶值之風險已被終止。
- 部分收入之減少被本年度確認於中國大陸出售員工宿舍之收益1,400萬港元所抵銷，對比去年確認出售設備項目之虧損200萬港元。

經營溢利

- 由於上述原因，本集團之經營溢利由2013年8.28億港元減少2.86億港元（或35%）至2014年5.42億港元。

所得稅

- 2014年所得稅開支為1.3億港元（2013年：1.73億港元），實際所得稅率¹為21.8%（2013年：19.2%）。實際稅率增加反映出溢利組合轉變，而香港、台灣及新加坡等低稅率市場所產生的溢利下降所致。

¹ 所得稅開支除以除稅前溢利。

Operating Profit before Other Income

- Overall, sales decreased by 5% in the year and gross margin by 2.7 percentage points resulting in a reduction of gross profit by 9%. Operating expenses decreased by 3%, resulting in an Operating Profit before Other Income of HK\$465 million, down 35% or HK\$250 million from last year.

Other Income

- Other income decreased by HK\$36 million from HK\$113 million to HK\$77 million. The decrease is mainly due to the following:
 - Exchange losses of HK\$17 million were recognized during the year due to depreciation of foreign currencies against the Hong Kong dollar. This compares to an exchange gain HK\$22 million last year. Going forward RMB balances in Hong Kong have been minimized and intercompany payables denominated in HK dollars are now settled more quickly to minimize exchange exposure.
 - Impairment losses of HK\$6 million were recognized this year on an investment in one of our major suppliers, following a decline in its market value.
 - Interest income declined by HK\$8 million following the unwinding of a US dollar loan that was matched with RMB deposits. This mechanism had generated profits in 2013 and 2014 but was unwound to avoid exposure to the risk of a depreciating Chinese yuan.
- The reduction in other income was partially offset by a gain on disposal of staff quarters in Mainland China of HK\$14 million recognized this year compared to a HK\$2 million loss on disposals of equipment last year.

Operating Profit

- As a result of the above, the Group's 2014 operating profit decreased by HK\$286 million, or 35% to HK\$542 million from HK\$828 million in 2013.

Income Tax

- The Group's 2014 income taxation expense was HK\$130 million (2013: HK\$173 million), resulting in an effective tax rate¹ of 21.8% (2013: 19.2%). The increase in our effective tax rate reflects a change in profit mix and a decline in profit generation from low tax markets such as Hong Kong, Taiwan and Singapore.

¹ Income tax expense divided by profit before taxation

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

股東應佔溢利

- 2014年股東應佔溢利由去年6.63億港元，減少38%（或2.55億港元）至4.08億港元。淨溢利率由11.3%下降3.9個百分點至7.4%。
- 每股基本及攤薄盈利分別減少至26.0港仙（2013年：42.6港仙）及25.9港仙（2013年：42.1港仙）。

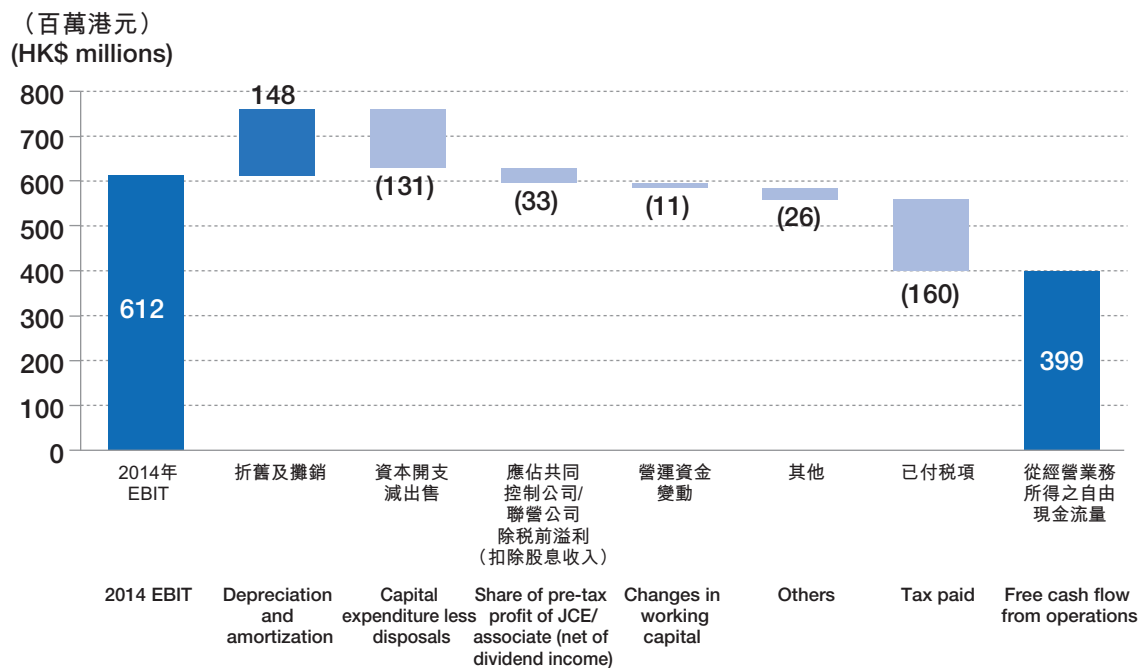
Profit Attributable to Shareholders

- 2014 profit attributable to shareholders decreased by 38% or HK\$255 million to HK\$408 million from HK\$663 million last year. Net profit margin decreased by 3.9 percentage points from 11.3% to 7.4%.
- Basic and diluted earnings per share decreased to 26.0 HK cents (2013: 42.6 HK cents) and 25.9 HK cents (2013: 42.1 HK cents), respectively.

從經營業務所得之自由現金流量

Free Cash Flow from Operations

2014年EBIT及從經營業務所得之自由現金流量
EBIT and free cash flow from operations for 2014



- 2014年從經營業務所得之自由現金流量為3.99億港元，較去年5.99億港元減少2億港元（或33%）。除稅前自由現金流量轉化為EBIT之比率為91%，較去年84%增加7%。
- 上半年自由現金流量比去年增加7%，惟下半年則比去年減少60%。由於過度購買襪類之類的高價產品，加上「光棍節」網上銷售之表現遜於預期，上半年之存貨控制並無在第四季持續。過剩存貨之賬齡健康，將於2015年上半年先行清理。
- Free cash flow from operations was HK\$399 million, a reduction of HK\$200 million, or 33% from HK\$599 million in 2014. The conversion rate of free cash flow before tax to EBIT was 91%, up 7% from 84% in 2014.
- Free cash flow in the first half increased 7% over the previous year, but in the second half declined by 60% of the previous year. Strong inventory control in the first half was not sustained in the fourth quarter due to over buying of high value items such as jackets and by weaker than expected performance of e-sales on “singles day”. This excess inventory is fresh and it will be a priority to clear in the first half of 2015.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

自由現金流量之簡單分析

Simplified free cash flow analysis

(以百萬港元為單位)	(In HK\$ millions)	2014	2013	變動 Variance
除所得稅前溢利	Profit before income tax	596	903	(34%)
加：應佔共同控制公司/ 聯營公司稅項	Add: Share of tax of JCE/associate	15	22	(32%)
加：利息開支	Add: Interest expense	1	4	(75%)
加：折舊及攤銷	Add: Depreciation and amortization	148	137	8%
EBITDA	EBITDA	760	1,066	(29%)
可供出售金融資產之減值虧損	Impairment loss on available-for-sale financial asset	4	–	100%
聯營公司之減值虧損	Impairment loss on associates	2	–	100%
應佔共同控制公司/ 聯營公司除稅前溢利	Share of pre-tax profit of JCE/associate	(70)	(101)	(31%)
出售物業及租賃土地之收益淨額	Net gain on disposal of building & leasehold land	(14)	–	(100%)
租金預付款項攤銷	Amortization of rental prepayments	49	57	(14%)
營運資金變動	Changes in working capital	(11)	(55)	(80%)
已付利息	Interest paid	(1)	(4)	(75%)
已付所得稅	Income tax paid	(160)	(184)	(13%)
利息收入、匯兌及其他	Interest income, Exchange and others	(41)	(43)	(5%)
從經營業務所得之現金流入淨額	Net cash inflow from operating activities	518	736	(30%)
來自共同控制公司/ 聯營公司之股息收入	Dividend income from JCE/associate	37	60	(38%)
資本開支減出售所得款項	Capital expenditure less proceeds from disposals	(131)	(156)	(16%)
租賃按金及租金預付款項增加	Increase in rental deposits and rental prepayments	(41)	(65)	(37%)
已收利息	Interest received	16	24	(33%)
從經營業務所得之自由現金流量	Free cash flow from operations	399	599	(33%)

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

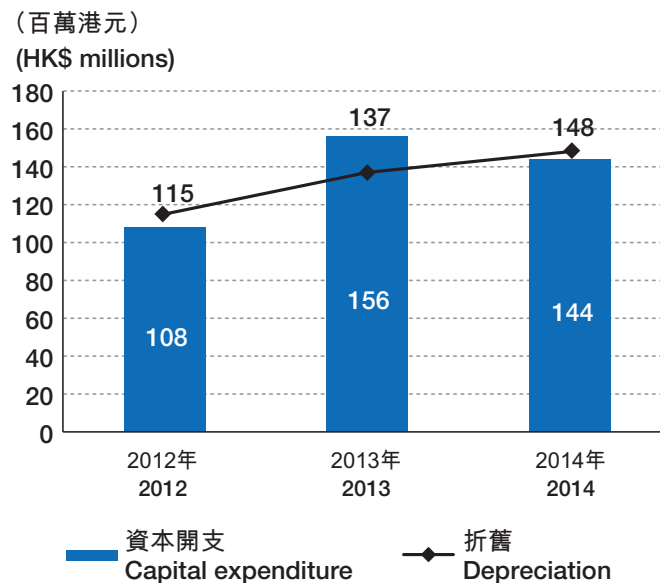
資本開支

- 2014年資本開支較2013年減少1,200萬港元。資本開支的減少主要由於在東南亞市場的店舖擴展較去年有所放緩(於2014年間在東南亞增加35間店舖，在2013年間則增加53間)。店舖之升級主要於中國大陸及台灣進行，繼續在該等市場對品牌進行重新定位，以提升我們的競爭地位。
- 折舊增加1,100萬港元，反映去年於店舖升級方面的投資增加。

Capital expenditure

- Capital expenditure decreased by HK\$12 million in 2014 compared to 2013. The decrease in capital expenditure was mainly due to the slow down of South East Asia market store expansion compared to last year (South East Asia added 35 stores in 2014 vs 53 stores in 2013). Store upgrades, mainly in Mainland China and Taiwan, continue to reposition our brand in these markets in order to improve our competitive position.
- Depreciation increased by HK\$11 million, reflecting increased investment in store upgrades last year.

資本開支 Capital expenditure



營運資金變動

本年度之營運資金增加1,100萬港元，如下列所示：

Changes in Working Capital

Working Capital in the year increased by HK\$11 million as follows:

(以百萬港元為單位)	(In HK\$ millions)	2013	營運 資金變動 Change in Working Capital	其他 Others	2014
存貨	Inventory	518	(4)	–	514
應收賬款	Trade Receivables	316	(25)	–	291
其他應收款	Other Receivables	208	(32)	4	180
應付賬款	Trade Payables	(160)	(7)	–	(167)
其他應付款	Other Payables	(372)	79	–	(293)
		510	11	4	525

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

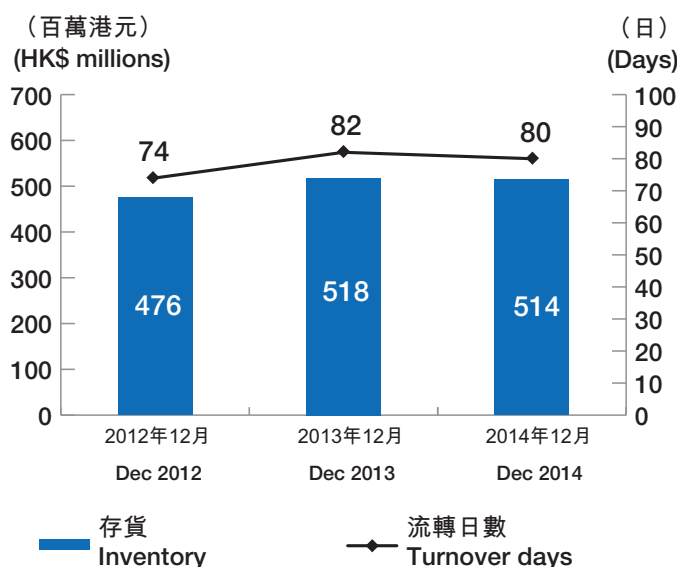
存貨

- 於2014年，本集團之存貨由5.18億港元減少400萬港元至5.14億港元。
- 存貨對成本之流轉日數為80日，比去年減少2日。令人失望之線上銷售額、應付冷冬之高價外套存貨、給予中國加盟店之特意貨量減少均導致中國大陸及台灣之年終存貨量多於預期。如撇除這兩個高年終存貨的市場，本集團之流轉日數為68日（2013年為80日），反映其他地區之存貨控制有大幅改善。然而，庫存賬齡健康，其中81%為核心及本季存貨，我們計劃將這些存貨於2015年第一季度清理。

Inventory

- Group inventory in 2014 decreased by HK\$4 million from HK\$518 million to HK\$514 million.
- Inventory turnover days on costs was 80 days, 2 days less than last year. Disappointing e-sales, stocking of high value outerwear in response to cold weather, and an intended reduction of shipments to Chinese franchisees all contributed to higher than anticipated inventory at year end in Mainland China and Taiwan. Excluding these two high year-end inventory markets, the Group turnover days would be 68 days (2013: 80 days) and this reflects a strong improvement in inventory control elsewhere. Nevertheless, inventory remained fresh with 81% of stock being core and current season which we will aim to clear in the first quarter of 2015.

存貨 Inventory



存貨總額（包括於供應商之製成貨品）

Total inventory including finished goods at suppliers

(以百萬港元為單位)	(In HK\$ millions)	2014年12月 Dec 2014	2013年12月 Dec 2013
本集團持有之剩餘存貨	Inventory balance held by the Group	514	518
中國大陸加盟店持有之剩餘存貨	Inventory balance held by franchisees in Mainland China	80	94
供應商之製成貨品（未付運）	Finished goods at suppliers (not yet shipped)	23	27
系統存貨總額	Total system inventory	617	639

- 本集團以綜合之基準管理存貨水平。我們監督供應商及並非由我們擁有之中國大陸加盟店之存貨。此舉確保我們不向供應商作出「資產負債表外」之存貨承擔，並使加盟店之存貨賬齡健康且穩定。有關存貨較去年同期減少3%。
- The Group manages inventory levels on an integrated basis. We monitor our suppliers' inventory and that of our franchisees in Mainland China, which we do not own. This ensures that we do not build up inventory commitments to our suppliers "off balance sheet" and that inventory at our franchisees remains fresh and relevant. This inventory has reduced by 3% compared to the same period last year.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

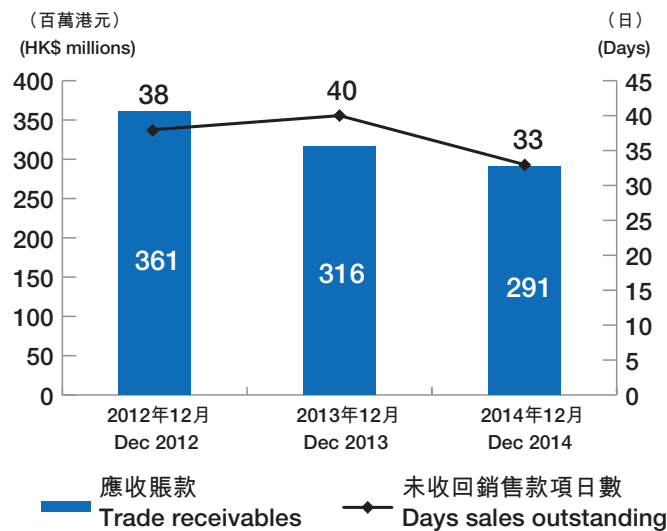
應收賬款

- 應收賬款於2014年減少2,500萬港元至2.91億港元。未收回銷售款項日數改善7日至33日。
- 不少百貨公司先向客戶收取現金，日後再向零售商及加盟店支付該等款項。我們亦選擇性地為某些加盟商提供貿易信貸，在商品付運至市場之時間以及需求之季節性波動等方面為其提供協助。總體而言，此等除賬期不會超過自貨物付運/產品出售之日起的60日。
- 於2014年12月31日，超過60日之應收賬款仍然佔應收賬款總額的11%（2013年：10%）。逾期款項總額佔應收賬款總額的27%，2013年則為26%。本集團密切監察未收回之信貸結餘，尤其是逾期款項，並在適當情況下限制及停止付運。

Trade receivables

- Trade receivables decreased in 2014 by HK\$25 million to HK\$291 million and days sales outstanding improved by 7 days to 33 days.
- In many markets, department stores collect cash from the customer and pay it at a later date to the retailer. We also extend trade credit to selected franchisees to assist them finance the time merchandise shipments take to get to market and volatility caused by seasonality of demand. In general, these terms do not exceed 60 days from the date of shipment of goods/sale of products.
- As at December 31, 2014, receivables over 60 days late were at 11% (2013: 10%) of gross receivables. Total overdue accounts were 27% of gross receivables, compared to 26% in 2013. The Group exercises careful monitoring of outstanding credit balances, particularly overdue amounts, restricting and stopping shipments where appropriate.

應收賬款
Trade receivables



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

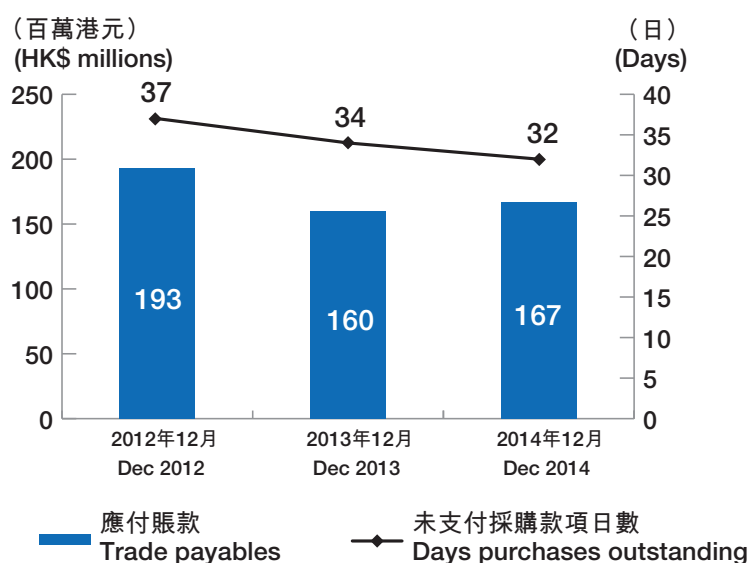
應付賬款

- 應付賬款增加700萬港元至1.67億港元。其原因為中國大陸於2014年12月的採購款項高於2013年同期所致。未支付採購款項日數為32日，而我們的正常信貸期為30日。

Trade payables

- Trade payables increased by HK\$7 million to HK\$167 million. This was due to higher purchases, mainly in Mainland China in December 2014 than in the same month in 2013. Days of purchases outstanding were 32 days, which compares with our normal credit terms of 30 days.

應付賬款 Trade payables



應佔共同控制及聯營公司之溢利及已收股息收入

Share of Profit of Jointly Controlled and Associated Companies and Dividend income received

(以百萬港元為單位)	(In HK\$ millions)	南韓 South Korea			中東 Middle East			總計 Total		
		2014	2013	變動 Variance	2014	2013	變動 Variance	2014	2013	變動 Variance
應佔除稅前溢利	Share of pre-tax profit	69	99	(30%)	1	2	(50%)	70	101	(31%)
已收股息 ¹	Dividend received ¹	(37)	(60)	(38%)	-	-	N/A	(37)	(60)	(38%)
		32	39	(18%)	1	2	(50%)	33	41	(20%)

¹ 來自分派去年之溢利。

¹ From distribution of previous years' profits.

- 該項目指年內本集團應佔共同控制及聯營公司溢利與該等公司已向本集團支付股息之差額。其中的減低是由於韓國合營公司的溢利減少。
- 於2014年12月31日，韓國合營公司持有5.47億港元（2013年：5.63億港元）現金結餘。佐丹奴所佔（48.5%）之2.65億港元並無合併入我們的資產負債表。

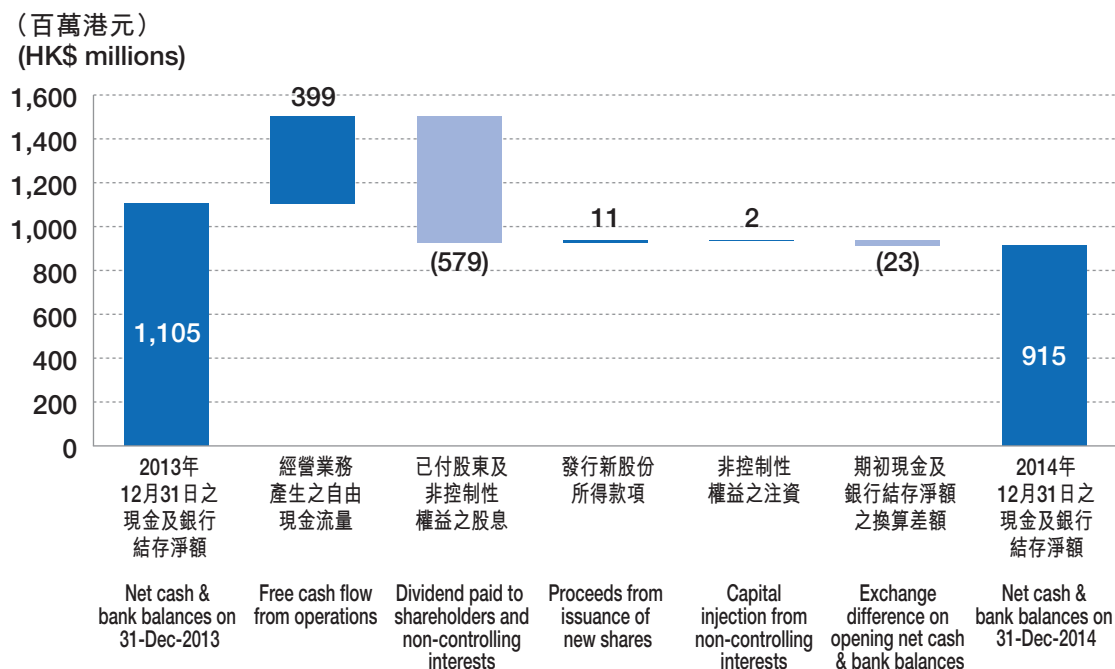
- This represents the difference between the portion of profit due to the Group from Jointly Controlled and Associated Companies and the dividends paid to the Group in the year. The reduction is due to the decrease in profit from the Korean joint venture.
- At December 31, 2014, the Korean joint venture held cash balances of HK\$547 million (2013: HK\$563 million). Giordano's (48.5%) share of HK\$265 million is not consolidated in our balance sheet.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

本集團之淨現金狀況

Net cash position of the Group

2014年現金及銀行結存淨額變動 Change in net cash and bank balances for 2014



- 本集團之現金及銀行結存淨額減少1.9億港元至2014年12月31日之9.15億港元（2013年12月31日：11.05億港元），反映通過派股息將剩餘現金以股息退回予股東之政策。
- 從經營業務產生之自由現金流量為3.99億港元。如將已付稅款計算在內，除稅前自由現金流量為稅前盈利之91%，較2013年之轉化比率84%有所改善。
- 年內已付股息包括以下各項：
- The Group decreased its net cash and bank balances by HK\$190 million to HK\$915 million as at December 31, 2014 (December 31, 2013: HK\$1,105 million). This reflects a policy of returning excess cash to shareholders through dividend.
- HK\$399 million free cash flow was generated from operations. When tax paid is taken into account, free cash flow before tax was 91% of earnings before tax, and improvement on the 84% conversion rate in 2013.
- Dividends paid during the year comprised the following:

(百萬港元)	(HK\$ millions)	2014
2013年末期股息(全年股息達本集團全年溢利之95%)	2013 Final dividend (which brought the full year dividend to 95% of the Group's full year profit)	377
2014年中期股息(達本集團2014年中期溢利之95%)	2014 Interim dividend (95% of 2014 Group's interim profit)	165
已付印尼附屬公司之非控制性權益之股息	Dividend paid to non-controlling interests of subsidiary in Indonesia	37
已付股東及非控制性權益之股息	Dividend paid to shareholders and non-controlling interests	579

- 年內，因僱員購股權獲行使而籌集1,100萬港元。
- HK\$11 million was raised from the exercise of employee share options during the year.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

庫務、外幣風險及現金管理

- 於年初時，本集團尚未償還之借貸如下：

		(百萬港元) (HK\$ millions)
日元貸款	Loan in Japanese Yen	33
美元貸款(以人民幣存款抵押)	Loan in US\$ matched with RMB pledged deposits	299
尚未償還借貸之總額	Total Outstanding Borrowings	332

- 該等借貸已於2014年全數償還：
 - 年內美元貸款與人民幣抵押存款配對之安排已獲解除，消除人民幣/港元之匯兌風險。
 - 日圓貸款亦已結清，消除日圓/港元之匯兌風險。
- 於年初時，本集團於香港持有下列以外幣為單位之現金結餘及定期存款：

		(百萬港元) (HK\$ millions)
用以抵押美元貸款之人民幣存款	RMB deposits pledged against US dollar loan	311
其他人民幣現金及定期存款	Other RMB cash and time deposits	146
於2013年12月31日 在香港持有之外幣總額	Total Foreign Currency Held in HK at December 31, 2013	457

- 誠如上文所述，解除美元貸款與人民幣抵押存款配對之機制，消除人民幣/港元之匯兌風險。
- 於2014年12月31日，本集團於香港並無持有非港元/美元現金或定期存款，並已將原有結餘兌換為港元。少量人民幣乃保留作營運資金用途，以結清人民幣應付貸款。

Treasury, Foreign Currency Risk and Cash Management

- At the beginning of the year, the Group had outstanding borrowings as follows:

- These borrowings were all repaid during 2014:
 - During the year, the US dollar loan vs RMB pledged deposits arrangement was unwound to eliminate RMB/HKD exchange risk.
 - The Japanese Yen loan was also settled, eliminating any JPY/HKD exchange risk.
- At the beginning of the year, the Group had cash balances and time deposits held in foreign currencies in Hong Kong as follows:

- As stated above, the unwinding of the US dollar loan vs RMB pledged deposits mechanism has eliminated the RMB/HKD exchange risk.
- As at December 31, 2014 the Group held no non-HKD/USD cash or time deposits in Hong Kong and has converted previous balances to Hong Kong dollars. A small amount of RMB is kept for working capital purposes to settle payables in RMB.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 於2014年12月31日，本集團在香港境外持有下列外幣現金結餘：
- As at December 31, 2014 the Group held the following foreign currency cash balances outside Hong Kong:

		(百萬港元) (HK\$ millions)
中國大陸之人民幣	RMB in Mainland China	349
阿拉伯聯合酋長國之迪拉姆	AED in United Arab Emirates	80
台灣之新台幣	TWD in Taiwan	22
印尼之印尼盾	IDR in Indonesia	54
新加坡之新加坡元	SGD in Singapore	21
沙特阿拉伯之沙特里亞爾	SAR in Saudi Arabia	54
澳門之澳門幣	MOP in Macau	28
馬來西亞之馬來西亞幣	MYR in Malaysia	20
澳洲之澳元	AUD in Australia	6
泰國之泰銖	THB in Thailand	14
香港境外持有之外幣總額	Total Foreign Currency Held Outside HK	648

- 本集團之政策為由附屬公司持有足夠應付可見將來業務所需之現金，並將本集團之多餘資金匯出，並將之兌換為港元/美元。
- The Group's policy is to hold cash in its subsidiaries sufficient to cover the foreseeable cash requirements of the business, remitting surplus funds to the Group where they will be converted to Hong Kong/US dollars.

股息

- 董事會議決派發末期股息每股14.5港仙（2013年：每股24.0港仙），全年股息合共為每股25.0港仙（2013年：每股40.0港仙）。派息金額為3.93億港元，為本年度股東應佔溢利之96%。
- 此反映強勁的自由現金流量，及董事會抱持之審慎樂觀態度，認為根據2015年首兩個月之業績，2015年之業績可望稍有改善。

Dividends

- The Board has decided to pay a final dividend of 14.5 HK cents per share (2013: 24.0 HK cents) which will result in a full year dividend of 25.0 HK cents per share (2013: 40.0 HK cents). This represents HK\$393 million which is 96% of the Profit Attributable to Shareholders in the year.
- This reflects a strong cash position and cautious optimism by the Board that performance may improve modestly in 2015, based on the results in the first two months of 2015.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

各市場之經營表現

中國大陸

Operating Performance by Market

Mainland China

(以百萬港元為單位)	(In HK\$ millions)	全年			下半年			上半年		
		2014	2013	變動	2014	2013	變動	2014	2013	變動
總銷售額 ¹	Total sales ¹	1,580	1,727	(9%)	807	873	(8%)	773	854	(9%)
自營店銷售額	Retail self-operated stores	1,163	1,275	(9%)	589	646	(9%)	574	629	(9%)
向加盟店之批發	Wholesale to franchisees	417	452	(8%)	218	227	(4%)	199	225	(12%)
品牌銷售總額 ²	Total brand sales ²	1,887	2,096	(10%)	939	1,032	(9%)	948	1,064	(11%)
自營店	Self-operated stores	1,167	1,289	(9%)	593	652	(9%)	574	637	(10%)
加盟店	Franchised stores	720	807	(11%)	346	380	(9%)	374	427	(12%)
可比較門市銷售額 ³ (減少)/增加	Comparable store sales ³ (decrease)/increase	(2%)	(6%)		1%	(6%)		(5%)	(7%)	
毛利	Gross profit	847	967	(12%)	420	467	(10%)	427	500	(15%)
毛利率	Gross profit margin	53.6%	56.0%	(2.4pp/ 百分點)	52.0%	53.5%	(1.5pp/ 百分點)	55.2%	58.5%	(3.3pp/ 百分點)
經營費用	Operating expenses	(823)	(879)	(6%)	(412)	(443)	(7%)	(411)	(436)	(6%)
經營溢利	Operating profit	59	112	(48%)	29	37	(22%)	30	75	(60%)
經營溢利率	Operating margin	3.7%	6.5%	(2.8pp/ 百分點)	3.6%	4.2%	(0.6pp/ 百分點)	3.9%	8.8%	(4.9pp/ 百分點)
門市數目 ⁴	Number of outlets ⁴	961	1,161	(200)	961	1,161	(200)	1,066	1,178	(112)
自營店	Self-operated stores	472	532	(60)	472	532	(60)	503	512	(9)
加盟店	Franchised stores	489	629	(140)	489	629	(140)	563	666	(103)
年內/期內門市數目變動淨額	Net change in outlets during the year/period	(200)	(82)		(105)	(17)		(95)	(65)	
自營店	Self-operated stores	(60)	(2)		(31)	20		(29)	(22)	
加盟店	Franchised stores	(140)	(80)		(74)	(37)		(66)	(43)	

¹ 總銷售額指自營店之零售總額及向加盟店之批發銷售總額(按平均匯率計算)。

² 品牌銷售總額指自營店(包括網上商店)及加盟店之零售總額(按固定匯率計算)。

³ 可比較門市銷售額指過往年度/期間營業/經營之現有門市及網上商店之品牌銷售總額(按固定匯率計算)。

⁴ 於年末/期末。

¹ Total Sales are total retail sales in self-operated stores and total wholesale sales to franchisees, translated at average exchange rates.

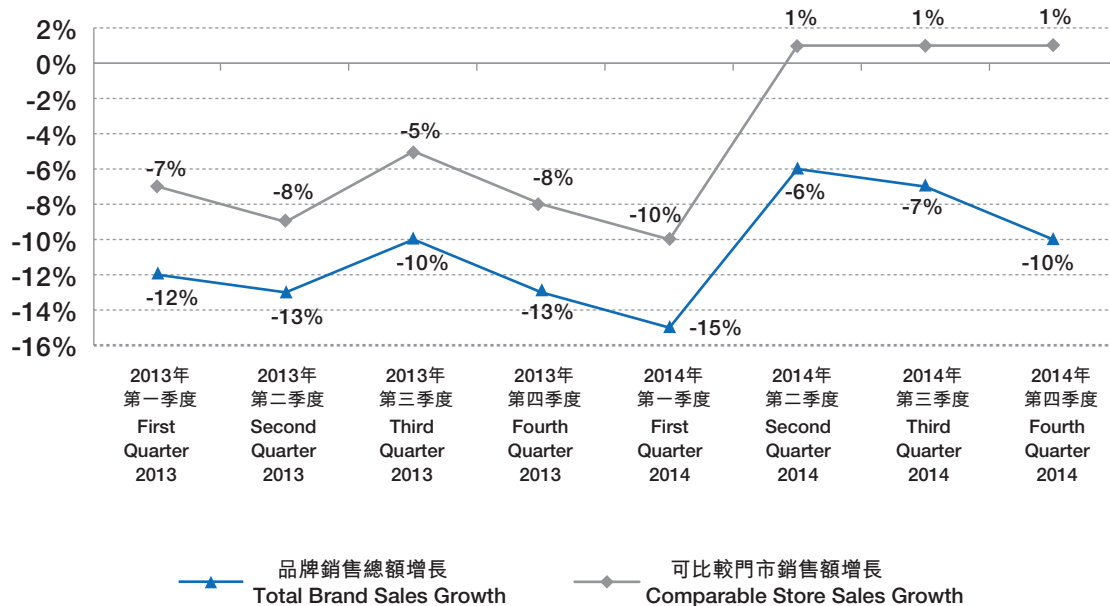
² Total Brand Sales are total retail sales, at constant exchange rates, in self-operated stores (include e-shop) and franchised stores.

³ Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores and e-shop that have been opened/operated in the prior year/period.

⁴ At the end of the year/period.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

中國大陸最近八個季度品牌銷售額增長
Brand sales growth in Mainland China for the last eight quarters



- 中國大陸銷售額由2013年之17.27億港元，減少9%（或1.47億港元）至2014年之15.8億港元。撇除從人民幣換算為港元之影響，本年度銷售額減少8%。

Mainland China sales decreased by 9% in 2014, or HK\$147 million, to HK\$1,580 million from HK\$1,727 million in 2013. Excluding the effect of translating Chinese yuan into Hong Kong dollars, sales decreased by 8% in the year.
- 銷售額增長之主要基礎計量指標為品牌銷售額，反映商品透過佐丹奴門市（自營及加盟店）之最終銷售額。此計量指標並不包括貨幣匯率變動以及加盟店存貨變動之影響。2014年中國大陸品牌銷售額減少10%及可比較門市銷售額減少2%。

The key underlying measure of sales growth is brand sales which represents the end sales of merchandise through Giordano stores, both self-managed and franchised. This measure excludes the effects of both currency exchange fluctuations and the impact of inventory changes undertaken by franchisees. Brand sales in Mainland China decreased by 10% in 2014 and comparable store sales decreased by 2%.
- 中國大陸銷售額減少之原因如下：

Key factors in the decline of brand sales in China are as follows:

 - 第一季度之銷售特別疲弱，品牌銷售額下跌15%，但最近三個季度的銷售額已增強，錄得可比較門市銷售額的正增長。

Sales in the first quarter were particularly weak with a 15% decline in brand sales. However sales have strengthened in the last three quarters with positive quarterly same store sales.
 - 於本年度，我們進行店舖裝修以提升品牌及淘汰無利可圖之店舖。由於重組店舖組合，我們在中國大陸關閉的店舖比開設的多200間。

During the year, we upgraded the brand through shop renovations and eliminated unprofitable shops. As we reshaped the portfolio we closed 200 more stores in Mainland China than we opened.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 加盟店數目淨關閉140間，反映市況疲弱，以及我們建立特許經營者群之際，淘汰需補助利潤的店舖。餘下虧損店舖之補助將於2015年剔除。
- 我們在本年度關閉58間我們認為會損害品牌形象的店舖，另外將6間改造成「Beau Monde」門市。我們亦關閉無利可圖的街舖。
- 佐丹奴女裝品牌於2014年之弱勢，使我們延遲在百貨公司的女裝專櫃的發展，年內數目由49個減少至36個，而且錄得虧蝕。將佐丹奴女裝品牌重新定位後，該等店舖將再次成為本集團的重點。
- 對比2013年年末，我們已降低加盟商所持之1,400萬港元存貨水平。儘管此舉將減少銷售額，我們在中國大陸之存貨保持在健康水平且並無大量存貨堆積。並為2015年將推出之新產品做好準備。
- 我們已年內更新/開設208間自營門市及131間加盟店。每間店舖之投資額為上年度水平之兩倍多，顯示該等門店之規格有所提升。
- 我們改善網上業務，包括在我們本身之平台及虛擬網上商城（淘寶、jd.com、阿瑪遜中國等），網上業務在2014年度的銷售額為1.83億港元，比2013年度的1.74億港元增長6%。對比此等銷售渠道在中國大陸的發展，業務表現失望，但反映其他國際品牌正經由阿里巴巴及其他平台進入這個市場。在11月「光棍節」的銷售額持平。儘管如此，中國大陸的網上銷售額佔我們的總銷售額11%，對比上年度的10%。
- 我們在店舖裡安裝318台終端機支援網上購物及提供社交媒體介面，此為「網上至網下」O2O新措施之一部份。我們在2015年將進一步發展技術，增進我們的數碼水平，以增進顧客的消費經驗。
- 140 of these net closures were of franchised shops. This reflects weak market conditions and the elimination of profit subsidized stores as we develop our franchisee base. The remaining subsidies on loss making shops will be eliminated in 2015.
- We closed 58 shops in the year that we believe were detrimental to the brand image and 6 which we converted to *Beau Monde* outlets. We have also closed unprofitable street shops.
- Weakness in the *Giordano Women's* brand in 2014 delayed development of women-only counters in department stores; these reduced from 49 to 36 during the year and are loss-making. After repositioning the GW brand these stores will become a renewed priority.
- We have reduced inventory held at our franchisees by HK\$14 million from the levels held at the end of 2013. Although this reduced our sales in the year, our inventory in Mainland China is healthy and we are well positioned to launch new product ranges in 2015 unencumbered by significant amounts of excess stock.
- We have upgraded/opened 208 self-managed stores and 131 franchised stores during the year. Investment per store has been over two times the level of investments last year reflecting an upgrade in the standard of these stores.
- We have improved our online operations, both through our own platforms and those of virtual shopping malls (Taobao, jd.com, amazon.cn etc.) with sales in the year increasing by 6% from HK\$174 million in 2013 to HK\$183 million in 2014. Given the growth of this channel in Mainland China, this performance is disappointing but reflects a significant number of international brands entering the market through Alibaba and other platforms. Sales on “singles day” in November were flat. Nonetheless our e-sales in Mainland China are 11% of our total sales, compared to 10% last year.
- We installed 318 terminals in stores as part of an “O2O” initiative to integrate online and operations and which offer online purchases and a social media interface. We will develop technology further in 2015 to enhance the customer experience through an enhanced digital capability.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

五年業務摘要	Five-year operations highlights	2014	2013	2012	2011	2010
總銷售額 ¹ (以百萬港元為單位)	Total sales ¹ (in HK\$ millions)	1,580	1,727	1,898	2,029	1,781
每平方呎銷售額 ² (以港元為單位)	Sales per sq. ft. ² (in HK\$)	1,900	1,900	1,900	2,100	2,100
可比較門市銷售額 ³ (減少)/增加	Comparable store sales ³ (decrease)/increase	(2%)	(6%)	(6%)	6%	4%
零售面積 ⁴ (平方呎)	Retail floor area ⁴ (square feet)	835,500	1,001,100	1,077,600	1,173,900	1,037,500
門市數目 ⁴	Number of outlets ⁴	961	1,161	1,243	1,372	1,188

¹ 總銷售額指自營店零售總額及向加盟店之批發銷售總額(按平均匯率計算)。

² 每平方呎銷售數字乃根據自營店及加盟店之品牌銷售額加權平均基準計算(按平均匯率計算)。

³ 可比較門市銷售額指往年營業/經營之現有門市及網上商店之品牌銷售總額(按固定匯率計算)。

⁴ 年末自營店及加盟店之總零售面積及門市數目。

¹ Total Sales are total retail sales in self-operated stores and total wholesale sales to franchisees, translated at average exchange rates.

² Sales per sq. ft. figure calculated on a weighted average basis for brand sales, at average exchange rates, in self-operated and franchised stores.

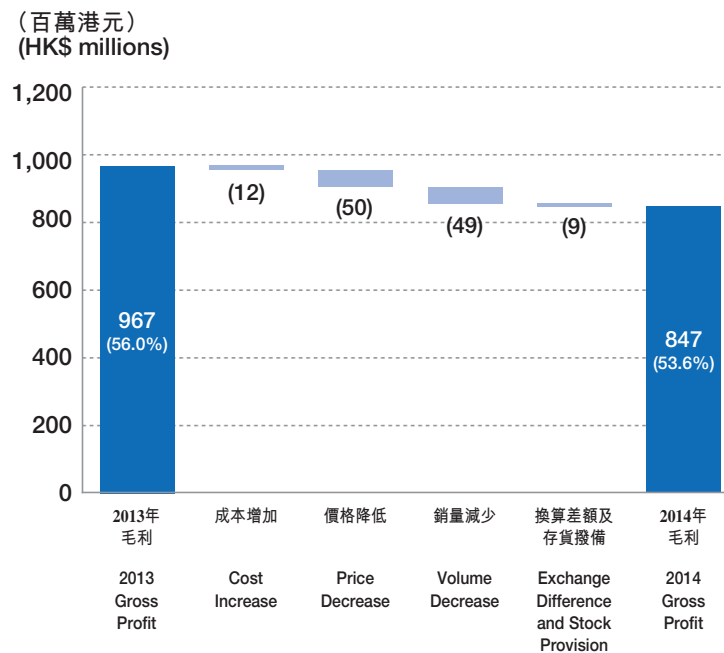
³ Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores and e-shop that have been opened/operated in the prior year.

⁴ Total retail floor area and number of outlets for self-operated and franchised stores at the end of the year.

毛利

Gross Profit

毛利對比 – 中國大陸 Gross profit reconciliation – Mainland China



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 中國大陸之毛利減少12%，毛利率減少2.4個百分點。此跌幅來自平均銷售價格下跌3%而商品成本增加2%。
- 加盟店的毛利率（透過我們的銷售點系統計量）增加1.2個百分點。由於中國大陸的經營成本上漲，此為特定策略以增加我們的特許經營者的盈利情況。在第四季度，加盟店的可比較門市銷售額增長，表示此策略已初見成效。
- 撇除從外幣換算為港元之影響，毛利減少11.4%。
- 於本年度，商品組合令成本上升，此乃由於設計的細節及功能增加，就女裝產品而言，潮流元素增加。由於在大部份市場價格競爭激烈，以及部份產品不受市場歡迎，所增加的成本並未有成功轉移至產品價格上。未來我們將致力簡化產品細節，以降低成本。
- Gross profit in Mainland China decreased by 12% with gross margin decreasing by 2.4 percentage points. This was due to a decrease in average selling prices of 3% and an increase in merchandise costs of 2%.
- The gross margin of our franchisees themselves (which we measure through our point of sales system) increased by 1.2 percentage points. This is a deliberate strategy to improve the profitability of our franchisees as operating costs increase in Mainland China. Positive franchisee same store sales in the fourth quarter indicate that this approach is starting to be effective.
- Excluding the effect of translating foreign currencies into Hong Kong dollars, gross profit decreased by 11.4%.
- During the year, merchandise mix increased cost, generally due to designs with more details, enhanced functionality and in the case of women's product, more fashion elements. These increases in costs were not successfully passed on in price increases due to fierce price competition in most markets and some product misses. Going forward we will aim to simplify products to reduce costs.

經營溢利

- 中國大陸之經營溢利從去年的1.12億港元減少5,300萬港元（降幅48%）至5,900萬港元，而經營溢利率則從6.5%下降至3.7%。
- 溢利減少是因為銷售額下降9%及毛利下降12%所致。當中部份被經營費用減少6%所抵銷，經營費用的下降來自每平方呎租金下降、店舖關閉及員工人數減少。
- 我們的店舖有53%是在百貨公司內，其租金以隨銷售額浮動的佣金支付，這令租金減少12%。本年度，我們的自營店網絡由532間淨減少60間，至472間，包括關閉117間虧損的店舖，包括在成都、深圳及武漢的主要街舖。關閉這些店舖後，預計可增進2015年的盈利情況。
- 由於員工人數減少6%，員工成本下降3%，反映效率改善及店舖數目減少。
- Operating profit in Mainland China decreased by HK\$53 million from HK\$112 million to HK\$59 million, down 48% compared to last year. Operating margin decreased from 6.5% to 3.7%.
- Profit declined due to a 9% decline in sales and a 12% decrease in gross profit. This was partly offset by a 6% decrease in operating expenses due to lower rent per square foot, store closures and headcount reductions.
- 53% of our stores are in department stores and pay rent as a variable commission on sales. This contributed to rental reduction of 12%. Our network of self-managed stores reduced by a net of 60 stores, from 532 to 472 as we exited 117 loss-making stores in the year, including major street stores in Chengdu, Shenzhen and Wuhan. These closures are expected to enhance profitability in 2015.
- Staff costs reduced by 3% due to a reduction in headcount by 6%, reflecting efficiency improvements and lower numbers of stores.

Operating Profit

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

香港

Hong Kong

(以百萬港元為單位) (In HK\$ millions)		全年 Full Year			下半年 Second Half			上半年 First Half		
		2014	2013	變動 Variance	2014	2013	變動 Variance	2014	2013	變動 Variance
總銷售額 ¹	Total sales ¹	978	1,042	(6%)	508	542	(6%)	470	500	(6%)
可比較門市銷售額 ² (減少)/增加	Comparable store sales ² (decrease)/increase	(5%)	2%		(5%)	1%		(6%)	2%	
毛利	Gross profit	658	704	(7%)	338	365	(7%)	320	339	(6%)
毛利率	Gross profit margin	67.3%	67.5%	(0.2pp/ 百分點)	66.5%	67.3%	(0.8pp/ 百分點)	68.1%	67.8%	0.3pp/ 百分點
經營費用	Operating expenses	(583)	(564)	3%	(292)	(292)	持平	(291)	(272)	7%
經營溢利	Operating profit	75	145	(48%)	45	74	(39%)	30	71	(58%)
經營溢利率	Operating margin	7.7%	13.9%	(6.2pp/ 百分點)	8.9%	13.7%	(4.8pp/ 百分點)	6.3%	14.1%	(7.8pp/ 百分點)
門市數目 ³	Number of outlets ³	79	88	(9)	79	88	(9)	83	83	持平Flat
年內/期內門市數目 變動淨額	Net change in outlets during the year/period	(9)	4		(4)	5		(5)	(1)	

¹ 總銷售額指零售總額。

² 可比較門市銷售額指以往年度/期間營業/經營之現有門市之品牌銷售總額。

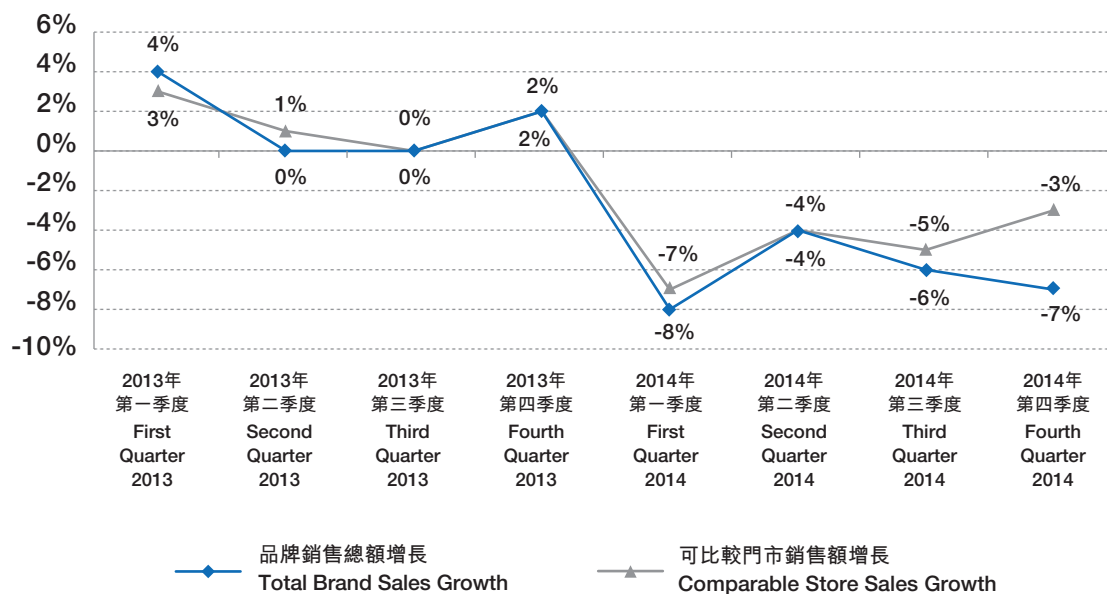
³ 於年末/期末。

¹ Total Sales are total retail sales.

² Comparable Store Sales are total brand sales from existing stores that have been opened/operated in the prior year/period.

³ At the end of the year/period.

香港最近八個季度品牌銷售額增長
Brand sales growth in Hong Kong for the last eight quarters



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

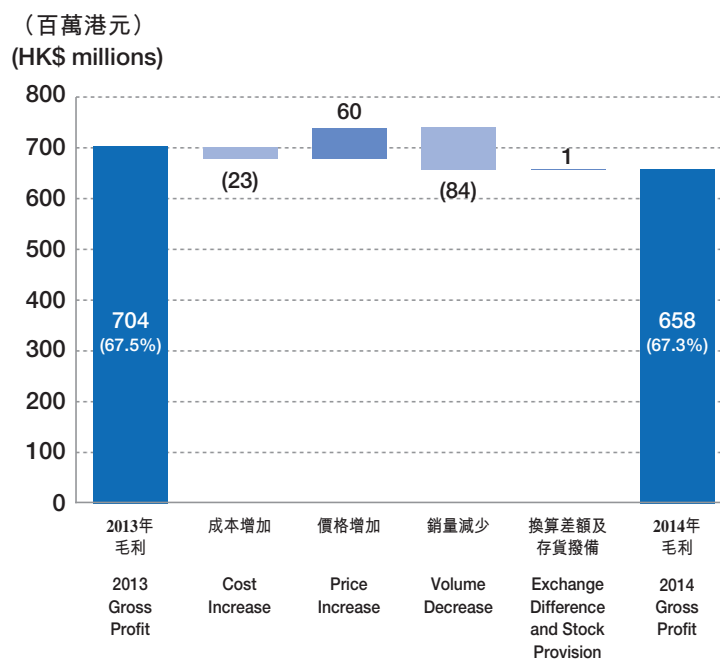
- 香港銷售額由2013年的10.42億港元，減少6%或6,400萬港元至2014年9.78億港元。可比較相同門市銷售額減少5%。
- 這反映本年度香港營商環境困難。由於內地來港旅客消費性質改變，本地零售市場放緩，我們部份的店舖因而受到影響。本年度，香港服裝市場銷售額估計增長4%，而2013年度則增長8%。
- 本年度，本公司所關閉店舖數目比開設的多9間，乃因為審慎管理盈利能力及租金高昂使虧損的店舖關閉。由於遊客區營商環境變得困難，我們將集中於在住宅區發展業務。
- Sales in Hong Kong declined by 6% or HK\$64 million from HK\$1,042 million in 2013 to HK\$978 million in 2014. Comparative same store sales declined by 5%.
- This reflects difficult trading conditions in Hong Kong in the year. The local retail market is slowing down as the nature of visitors from Mainland China changes and this is impacting some of our stores. During the year, apparel sales in the Hong Kong market grew at 4%, compared to 8% in 2013.
- The Company closed 9 more stores in the year than it opened as prudent management of profitability and high rents resulted in closure of loss making stores. We are focusing on building business in residential areas as trading conditions in tourist areas toughen.

毛利

Gross Profit

毛利對比－香港

Gross profit reconciliation – Hong Kong



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 香港的毛利由7.04億港元減少4,600萬港元，至6.58億港元，毛利率則由67.5%減少0.2個百分點至67.3%。
- 商品成本增加8%，反映產品（尤其是褲類、polo恤、內衣及褸類）包含更多細節及功能（例如Lowe Alpine x Giordano戶外服裝系列）。
- 為收回增加的成本及維持毛利率，銷售價格增加6%。這反映香港持續調整其品牌的市場定位，以在租金上升及地點供應下，增加其與業主的議價能力。
- Gross profit in Hong Kong declined by HK\$46 million from HK\$704 million to HK\$658 million. Gross margin declined by 0.2 percentage points, from 67.5% to 67.3%.
- Merchandise costs increased by 8% reflecting product mix with higher detail and functionality, particularly of pants, polo shirts, underwear and jackets (such as the Lowe Alpine x Giordano outerwear range).
- Selling prices increased by 6% recovering cost increases and maintaining margin. This reflects the strategy in Hong Kong of continuing to reposition the brand to secure greater bargaining power with landlords in relation to rent increases and location availability.

經營溢利

- 香港的經營溢利由去年的1.45億港元下降48%，或7,000萬港元，至本年度的7,500萬港元。經營溢利率則由13.9%下降至7.7%。
- 對比毛利下降6.5%，經營成本上升3%。這主要由於租金上升14%，即使已淨關閉9間門店。可比較門市的租金升18%，顯示出在優質地區的租金有上漲壓力。因此，我們改變門市的比重於銷售密度較低的住宅區。我們相信此為審慎策略，並從租金上升幅度太高，無利可圖的黃金地段撤離。我們預計租金壓力會在2015年度放緩，並計劃在租金壓力放緩後，重新進駐更多黃金地段。現階段，將繼續以更佳的商品及市場推廣策略突顯我們的品牌，增強我們與業主的地位。
- 由於嚴謹的成本控制，員工人數減少9%，以及減少銷售獎金和年終花紅，整體員工成本下降11%。
- Operating profit in Hong Kong decreased by HK\$70 million from HK\$145 million to HK\$75 million, down 48% compared to last year. Operating margin decreased from 13.9% to 7.7%.
- Operating expenses increased by 3% compared to a decrease in gross profit of 6.5%. This is mainly due to an increase in rent of 14% despite the net closure of 9 shops. Rents of comparable stores increased by 18%, reflecting high upward rental pressure in prime locations. As a result we are developing the weighting of the shop mix towards residential areas where sales densities are lower. We believe this is a prudent strategy and are exiting unprofitable prime location shops where rent increases are excessive. We expect rent pressure to ease during 2015 and will look to re-establish more prime locations when this happens. Meanwhile we will further differentiate the brand through improved merchandising and marketing to strengthen our position with landlords in the future.
- Overall staff costs reduced by 11% resulting from strict cost control, a 9% reduction in headcount and lower sales incentives and year-end bonuses paid.

Operating Profit

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

台灣

Taiwan

(以百萬港元為單位) (In HK\$ millions)		全年 Full Year			下半年 Second Half			上半年 First Half		
		2014	2013	變動 Variance	2014	2013	變動 Variance	2014	2013	變動 Variance
總銷售額 ¹	Total sales ¹	662	683	(3%)	346	343	1%	316	340	(7%)
可比較門市銷售額 ² 增加/(減少)	Comparable store sales ² increase/(decrease)	1%	(4%)		6%	(1%)		(4%)	(6%)	
毛利	Gross profit	388	418	(7%)	203	206	(1%)	185	212	(13%)
毛利率	Gross profit margin	58.6%	61.2%	(2.6pp/ 百分點)	58.7%	60.0%	(1.3pp/ 百分點)	58.4%	62.4%	(4.0pp/ 百分點)
經營費用	Operating expenses	(335)	(347)	(4%)	(173)	(174)	(1%)	(162)	(173)	(6%)
經營溢利	Operating profit	55	73	(25%)	31	34	(9%)	24	39	(39%)
經營溢利率	Operating margin	8.2%	10.7%	(2.5pp/ 百分點)	9.0%	9.9%	(0.9pp/ 百分點)	7.6%	11.6%	(4.0pp/ 百分點)
門市數目 ³	Number of outlets ³	199	201	(2)	199	201	(2)	199	204	(5)
年內/期內門市數目 變動淨額	Net change in outlets during the year/period	(2)	(13)		-	(3)		(2)	(10)	

¹ 總銷售額指零售總額(按平均匯率計算)。

² 可比較門市銷售額指以往年度/期間營業/經營之現有門市之品牌銷售總額(按固定匯率計算)。

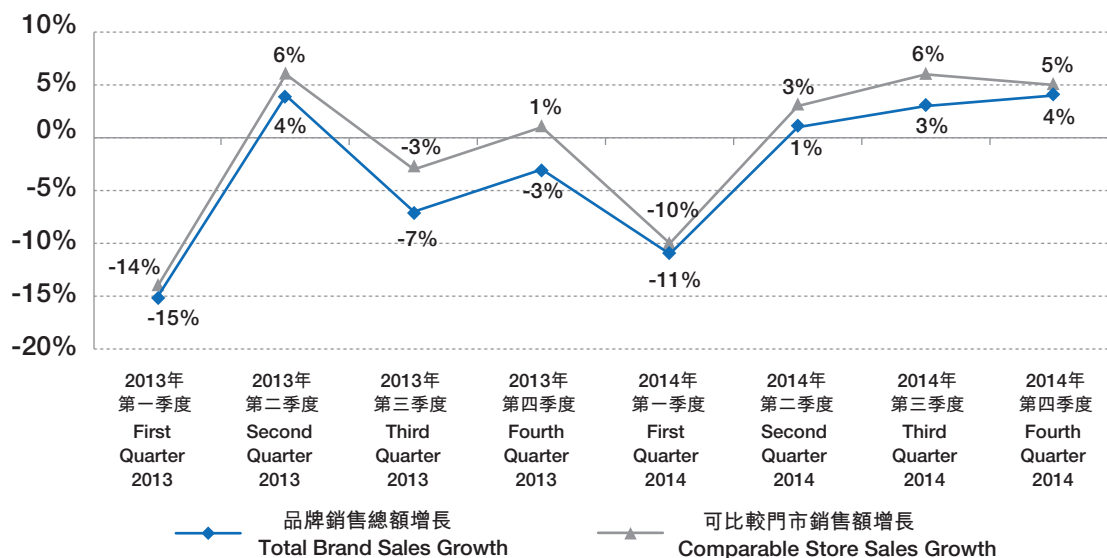
³ 於年末/期末。

¹ Total Sales are total retail sales translated at average exchange rates.

² Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores that have been opened/operated in the prior year/period.

³ At the end of the year/period.

台灣最近八個季度品牌銷售額增長
Brand sales growth in Taiwan for the last eight quarters



管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

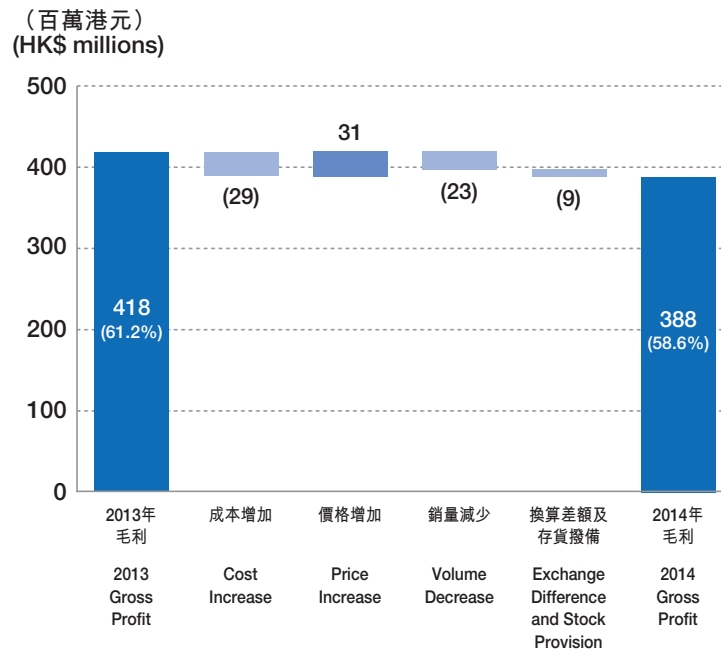
- 台灣銷售額由2013年之6.83億港元，減少3%（或2,100萬港元）至2014年之6.62億港元。同店銷售增加1%。撇除從新台幣換算為港元之影響，本年度銷售額減少1%。
- 本年度，台灣的銷售相對強勁，經過強差人意的農曆新年後，最近三個季度的銷售額均錄得中度個位數字的增幅。這反映本地開發產品及本地市場推廣計劃的成功，以及我們最新的 *Lowe Alpine x Giordano* 戶外服裝系列帶來的正面影響。
- Sales in Taiwan declined by 3% or HK\$21 million from HK\$683 million in 2013 to HK\$662 million in 2014. Comparative store sales increased by 1%. Excluding the effect of translating Taiwan dollars into Hong Kong dollars, sales decreased by 1% in the year.
- Taiwan sales were relatively strong in the year, after a disappointing Chinese New Year, with sales growth at mid-single digit levels in the last three quarters. This reflects the success of locally developed products, local marketing programs and the positive impact of our new *Lowe Alpine x Giordano* outerwear range.

毛利

Gross Profit

毛利對比 – 台灣

Gross profit reconciliation – Taiwan



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 台灣的毛利由4.18億港元下降7% (或3,000萬港元) 至3.88億港元。毛利率由61.2%下降2.6個百分點至58.6%。
- 商品成本上升11%，反映本地產品原料價格上升，以及產品包含更多細節及功能。
- 銷售價格上升5%，比產品成本增加百分比低，導致毛利率下降；然而按金額計算，仍足以抵銷產品成本之增幅。
- Gross profit in Taiwan declined by 7% or HK\$30 million from HK\$418 million to HK\$388 million. Gross margin declined by 2.6 percentage points, from 61.2% to 58.6%.
- Merchandise costs increased by 11% reflecting higher sourcing costs on local products and product mix with higher detail and functionality.
- Selling prices increased by 5%, lower than the percentage increase in product costs, resulting in gross margin decline; this was however sufficient to recover the dollar increase in products costs.

經營溢利

- 台灣之經營溢利從去年的7,300萬港元減少1,800萬港元至5,500萬港元，減幅為25%。經營溢利率從10.7%下降至8.2%。
- 該地區內，對比毛利之降幅7%，經營費用下降4%。租金下跌1%，與銷售變化大致相近，反映此市場上之扣點租金店舖較多。另外，員工成本控制良好，下降3%。市場推廣成本上升4%，反映對品牌的投資。

Operating Profit

- Operating profit in Taiwan decreased by HK\$18 million from HK\$73 million to HK\$55 million, down 25% compared to last year. Operating margin decreased from 10.7% to 8.2%.
- Operating expenses in the region declined by 4% compared to a decrease in gross profit of 7%. Rentals were down 1% generally, in line with sales, and reflect the high level of concessionary rent in this market. Staff costs were well controlled, down 3%. Marketing expenses increased by 4% reflecting investment in the brand.

五年業務摘要

Five-year operations highlights

香港及台灣	Hong Kong & Taiwan	2014	2013	2012	2011	2010
總銷售額 ¹ (以百萬港元為單位)	Total sales ¹ (in HK\$ millions)	1,640	1,725	1,756	1,759	1,447
每平方米銷售額 ² (以港元為單位)	Sales per sq. ft. ² (in HK\$)	5,600	5,900	5,900	6,300	5,300
可比較門市銷售額 ³ (減少)/增加	Comparable store sales ³ (decrease)/increase	(3%)	持平 Flat	2%	18%	8%
零售面積 ⁴ (平方呎)	Retail floor area ⁴ (square feet)	292,700	296,400	305,000	297,000	274,800
門市數目 ⁴	Number of outlets ⁴	278	289	298	281	256

¹ 總銷售額指自營店零售總額及向加盟店之批發銷售總額 (按平均匯率計算)。

² 每平方米銷售數字乃根據自營店及加盟店之品牌銷售額加權平均基準計算 (按平均匯率計算)。

³ 可比較門市銷售額指往年營業/經營之現有門市之品牌銷售總額 (按固定匯率計算)。

⁴ 於年末。

¹ Total Sales are total retail sales translated at average exchange rates.

² Sales per sq. ft. figure calculated on a weighted average basis for brand sales translated at average exchange rates.

³ Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores that have been opened/operated in the prior year.

⁴ At the end of the year.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

亞太其他地區

Rest of Asia Pacific

(以百萬港元為單位) (In HK\$ millions)		全年 Full Year			下半年 Second Half			上半年 First Half		
		2014	2013	變動 Variance	2014	2013	變動 Variance	2014	2013	變動 Variance
總銷售額 ¹	Total sales ¹	1,362	1,460	(7%)	733	751	(2%)	629	709	(11%)
可比較門市銷售 ² (減少)/增加	Comparable store sales ² (decrease)/increase	(6%)	2%		(4%)	1%		(9%)	5%	
毛利	Gross profit	821	947	(13%)	433	477	(9%)	388	470	(17%)
毛利率	Gross profit margin	60.3%	64.9%	(4.6pp/ 百分點)	59.2%	63.5%	(4.3pp/ 百分點)	61.8%	66.3%	(4.5pp/ 百分點)
經營費用	Operating expenses	(655)	(682)	(4%)	(332)	(349)	(5%)	(323)	(333)	(3%)
經營溢利	Operating profit	169	259	(35%)	100	122	(18%)	69	137	(50%)
經營溢利率	Operating margin	12.4%	17.8%	(5.4pp/ 百分點)	13.6%	16.2%	(2.6pp/ 百分點)	10.9%	19.4%	(8.5pp/ 百分點)
門市數目 ³	Number of outlets ³	568	548	20	568	548	20	555	506	49
年內/期內門市數目 變動淨額	Net change in outlets during the year/period	20	66		13	42		7	24	

¹ 總銷售額指零售總額(按平均匯率計算)。

² 可比較門市銷售額指以往年度/期間營業/經營之現有門市之品牌銷售總額(按固定匯率計算)。

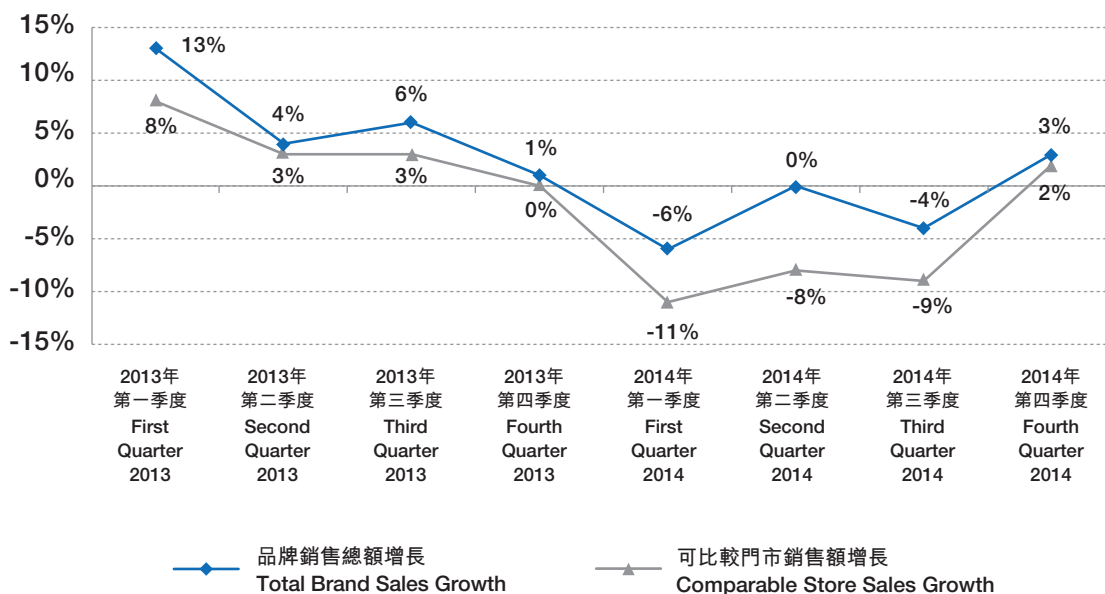
³ 於年末/期末。

¹ Total Sales are total retail sales translated at average exchange rates.

² Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores that have been opened/operated in the prior year/period.

³ At the end of the year/period.

亞太其他地區最近八個季度品牌銷售額增長
Brand sales growth in Rest of Asia Pacific for the last eight quarters



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 亞洲其他地區之銷售額，特別是新加坡、馬來西亞、泰國及印尼，由2013年的14.6億港元下降7%或9,800萬港元至13.62億港元。撇除從外幣換算為港元之影響，本年度銷售額減少1%。可比較門市銷售額下降6%。
- Sales in other markets in Asia, notably in Singapore, Malaysia, Thailand and Indonesia, declined by 7% or HK\$98 million to HK\$1,362 million from HK\$1,460 million in 2013. Excluding the effect of translating foreign currencies into Hong Kong dollars, sales in these markets declined by 1%. Comparable store sales declined by 6%.
- 本年度，新加坡的銷售額下降13%，撇除從新加坡元換算為港元之影響，本年度銷售額大幅減少12%。跌幅在上半年尤其顯著，達15%。由於商品選擇不佳，加上經濟疲弱，旅客的銷售減弱，導致銷售額下跌。為此，我們已採取行動改善商品選擇及定價，以及清理多餘存貨，令第四季銷售額跌幅縮窄至3%，可比較門市銷售額則增長4%。
- Sales in Singapore decreased by 13% in the year. Excluding the impact of translating the Singapore dollar into Hong Kong dollars, sales weakened sharply by 12%. The decline was particularly severe in the first half where sales declined by 15%. A combination of poor merchandise selection and a weak economy, with tourist sales weakening, contributed to this decline. Actions taken to improve merchandise selection and pricing and clear excess inventories were taken in the year which resulted in sales decline reducing to 3% in the fourth quarter and same store sales growing by 4%.
- 本年度，印尼之銷售額持平。撇除從印尼盾換算為港元之影響，本年度銷售額增長14%。可比較門市銷售額下降3%，品牌銷售額增加11%。在這個快速增長的市場，我們在當地的門市數目於本年度淨增加24間，增長13%，現共有203間門市，包括38間我們為其他國際品牌在當地市場擔任特許經營者的門市。2013年8月印尼盾貶值及本年度總統大選期間的不明朗因素均明顯影響銷售需求。銷售額在第四季度復甦，銷售額增長達雙位數字，可比較門市銷售額亦錄得正增長。
- Indonesia sales stayed flat in the year. Excluding the impact of translating the Indonesian Rupiah into Hong Kong dollars, sales increased by 14%. Same store sales declined by 3% and brand sales increased by 11%. We added 24 net new stores during the year (up 13%) and now have 203 stores in this fast growing market, which includes 38 stores from other international brands where we act as a franchisee in this market. The devaluation of the Rupiah in August 2013 and uncertainty around the Presidential election depressed sales demand sharply during the year. Sales recovered in the fourth quarter with double digit overall sales growth and positive same store sales.
- 本年度，馬來西亞之銷售額下降6%。撇除從馬來西亞幣換算為港元之影響，本年度銷售額下降3%，可比較門市銷售額下降8%，品牌銷售額下降4%。在本年度，我們在該市場新增了5家門市，增幅為6%，現有92間門市。馬來西亞的營商環境仍然困難，因為當地政府實施嚴控財政紀律之宏觀經濟政策。我們預計，將於2015年開始推行的一般銷售稅將進一步打擊該市場的需求。
- Sales in Malaysia decreased by 6% in the year. Excluding the impact of translating Malaysian Ringgit into Hong Kong dollars, sales decreased by 3%. Same store sales declined by 8% and brand sales by 4%. We added 5 stores in this market (up 6%) and now have 92 stores in this market. Trading conditions in Malaysia remain difficult as the government pursues a macroeconomic policy of tight fiscal discipline. We expect the introduction of a general sales tax in 2015 will continue to depress demand in this market.
- 本年度，泰國之銷售額下降3%。撇除從泰銖換算為港元之影響，本年度銷售額增長3%，可比較門市銷售額下降7%，但品牌銷售額增長3%。在本年度，我們新增了9間門市，增幅為7%，現有142間門市。由於國內社會政治不穩，銷售額在上半年特受壓抑，品牌銷售額持平。泰銖的貶值同樣壓抑銷售需求，並增加成本。下半年，品牌銷售額增加5%。
- Sales in Thailand decreased by 3% in the year. Excluding the impact of translating the Thai Baht into Hong Kong dollars, sales increased by 3%. Same store sales decreased by 7%, but brand sales increased by 3%. We added 9 new stores (up 7%) and now have 142 stores in this market. Sales were particularly depressed in the first half of the year with flat brand sales due to socio-political instability in the country and the devaluation of the Thai Baht has also depressed sales demand and increased costs. In the second half of the year brand sales increased by 5%.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

- 本年度，澳洲的之銷售額下降20%。撇除從澳元換算為港元之影響，本年度銷售額下跌15%。當地市場環境競爭激烈，我們已關閉多間虧損的門市，令當地市場的門市數目由32間下降至25間。本年度，管理層已經重組，業務亦見改善，可比較門市之銷售表現由上半年的下降17%，改善至下半年的增長4%。
- In Australia, sales decreased by 20% in the year. Excluding the impact of translating Australian dollars into Hong Kong dollars, sales decreased by 15%. Market conditions in this market are highly competitive and we closed a number of loss making stores in the year, reducing the number of stores in this market from 32 to 25. Management was restructured during the year and the business has improved its same store sales performance from a decline of 17% in the first half to an increase of 4% in the second half.

五年業務摘要	Five-year operations highlights	2014	2013	2012	2011	2010
總銷售額 ¹ (以百萬港元為單位)	Total sales ¹ (in HK\$ millions)	1,362	1,460	1,427	1,328	1,109
每平方呎銷售額 ² (以港元為單位)	Sales per sq. ft. ² (in HK\$)	2,800	3,300	3,500	3,700	3,300
可比較門市銷售額 ³ (減少)/增加	Comparable store sales ³ (decrease)/increase	(6%)	2%	3%	8%	8%
零售面積 ⁴ (平方呎)	Retail floor area ⁴ (square feet)	518,900	489,800	428,900	380,200	337,200
門市數目 ⁴	Number of outlets ⁴	568	548	482	417	356

¹ 總銷售額指零售總額 (按平均匯率計算)。

² 每平方呎銷售數字乃根據品牌銷售額加權平均基準計算 (按平均匯率計算)。

³ 可比較門市銷售額指往年度/期間營業/經營之現有門市之品牌銷售總額 (按固定匯率計算)。

⁴ 於年末。

¹ Total Sales are total retail sales translated at average exchange rates.

² Sales per sq. ft. figure calculated on a weighted average basis for brand sales translated at average exchange rates.

³ Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores that have been opened/operated in the prior year.

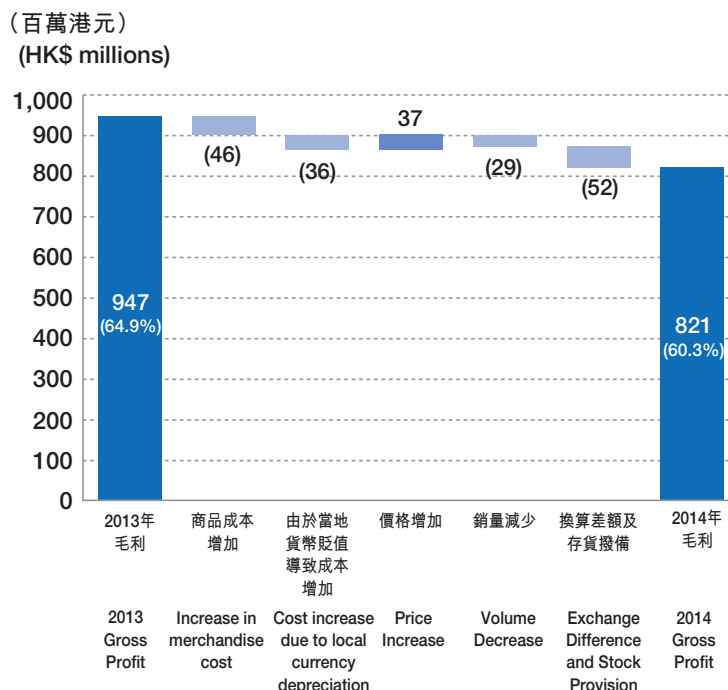
⁴ At the end of the year.

毛利

Gross Profit

毛利對比 – 亞太其他地區

Gross profit reconciliation – Rest of Asia Pacific



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 毛利下降13%，毛利率下降4.6個百分點。貨幣貶值導致成本增加7%，毛利率下降2.6個百分點。
- 東南亞各市場的宏觀經濟環境挑戰重重，特別是印尼及泰國，兩地貨幣貶值，令價格及成本上漲，侵蝕毛利率。
- 撇除從外幣換算為港元之影響，平均成本增加10%，乃由於所選商品類別之設計細節增加及品質提高所致。
- 平均銷售價格增加3%。增幅不足以彌補成本增幅，亦反映大幅度的折扣，尤其在新加坡。由於市場環境挑戰重重，價格競爭激烈，導致出現清貨減價的情況。另外，尤其在新加坡，清貨減價行動是為了修正忽視傳統商品的錯誤採購決定而實行。
- Gross profit decreased by 13% with gross margin down by 4.6 percentage points. Currency depreciation increased costs by 7% and impact the gross margin by 2.6 percentage points.
- Challenging macroeconomic conditions in South East Asian markets, notably Indonesia and Thailand where currencies were devalued, have caused price and cost inflation which has led to gross margin erosion.
- Average costs excluding currency increased by 10%. This was due to an increase in design details and higher quality in selected categories of merchandise.
- Average selling price increased by 3%. This was inadequate to recover cost increases and reflects higher levels of discounting, particularly in Singapore. These price clearances were caused by challenging market conditions with fierce price competition. Additionally, particularly in Singapore, stock clearance campaigns were implemented to correct poor merchandising decisions which had de-emphasized traditional products.

經營溢利

- 在亞太其他地區的經營溢利由去年的2.59億港元下降9,000萬港元，至1.69億港元，降幅為35%。經營溢利率由17.8%降至12.4%。
- 與下降13%的毛利比較，區內的經營費用下降4%。在高成本國家關閉店舖，以及在低成本的新興市場擴張，均令整體每平方呎租金及員工成本下降。雖然開設更多店舖，員工人數增加5%，但員工成本下降了6%。由於減少年終花紅及銷售獎金，每名員工的平均成本下降10%。
- 於本年度期間，店舖租金上升5%，店舖面積增加14%，反映在新興市場的擴張。於亞太其他地區增加的20間門市主要集中於印尼、泰國及馬來西亞，我們在上述地區正在進行擴張，打入當地購物中心及百貨公司。

Operating Profit

- Operating profit in Rest of Asia Pacific decreased by HK\$90 million from HK\$259 million to HK\$169 million, down 35% compared to last year. Operating margin decreased from 17.8% to 12.4%.
- Operating expenses in the region declined by 4% compared to a decrease in gross profit of 13%. Closures in high cost countries and growth in lower cost emerging markets helped reduce both rent per square foot and staff costs overall. Staff cost declined by 6% despite opening more stores as average headcount increased 5% while staff cost per headcount decreased by 10% due to the reduction of year-end bonus and sales incentives.
- During the year, shop rental increased by 5%, and shop area by 14% reflecting growth in emerging markets. Store numbers in the Rest of Asia Pacific increased by 20 mainly in Indonesia, Thailand and Malaysia where we are expanding our reach into regional shopping centres and department stores.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

中東地區

Middle East

(以百萬港元為單位) (In HK\$ millions)		全年 Full Year			下半年 Second Half			上半年 First Half		
		2014	2013	變動 Variance	2014	2013	變動 Variance	2014	2013	變動 Variance
總銷售額 ¹	Total sales ¹	617	632	(2%)	311	335	(7%)	306	297	3%
可比較門市銷售額 ² 減少	Comparable store sales ² decrease	(6%)	(4%)		(8%)	(4%)		(2%)	(4%)	
毛利	Gross profit	387	395	(2%)	194	208	(7%)	193	187	3%
毛利率	Gross profit margin	62.8%	62.5%	0.3pp/ 百分點	62.4%	62.1%	0.3pp/ 百分點	63.1%	63.0%	0.1pp/ 百分點
經營費用	Operating expenses	(283)	(276)	2%	(140)	(145)	(3%)	(143)	(131)	9%
經營溢利	Operating profit	107	124	(14%)	56	66	(15%)	51	58	(12%)
經營溢利率	Operating margin	17.3%	19.6%	(2.3pp/ 百分點)	18.0%	19.7%	(1.7pp/ 百分點)	16.7%	19.5%	(2.8pp/ 百分點)
門市數目 ³	Number of outlets ³	203	195	8	203	195	8	201	192	9
年內/期內門市數目 變動淨額	Net change in outlets during the year/period	8	11		2	3		6	8	

¹ 總銷售額指零售總額(按平均匯率計算)。

² 可比較門市銷售額指以往年度/期間營業/經營之現有門市之品牌銷售總額(按固定匯率計算)。

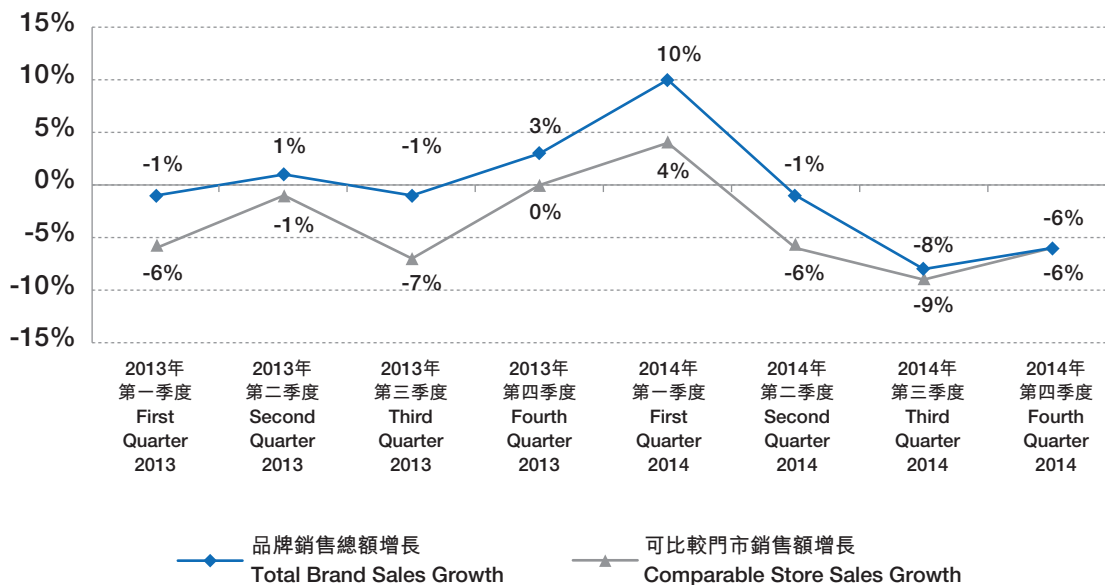
³ 於年末/期末。

¹ Total Sales are total retail sales translated at average exchange rates.

² Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores that have been opened/operated in the prior year/period.

³ At the end of the year/period.

中東地區最近八個季度品牌銷售額增長
Brand sales growth in Middle East for the last eight quarters



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 中東地區市場之銷售額從2013年的6.32億港元減少1,500萬港元至2014年的6.17億港元，年度減幅為2%。撇除從外幣換算為港元之影響，銷售額同樣減少2%。中東地區的可比較門市銷售額下降6%，品牌銷售額下降2%。
- 於阿拉伯聯合酋長國，可比較門市銷售額下降3%，品牌銷售額下降1%。阿聯酋的零售市場容量正在擴張，業務競爭激烈。當地顧客的人口分佈並不固定，俄羅斯旅客數目正在下降，而中國大陸的旅客正在增加。這對於我們在當地的銷售帶來負面影響。
- 於沙特阿拉伯，可比較門市銷售額下降7%，品牌銷售額下降2%。針對旅客與朝聖者的銷售被以下地區因素拖累：
 - 聖城麥加及麥地那的建築工程正在進行，預計到2016年年中竣工。完工後預料會增加朝聖者的數量。惟現時，上述工程使這些城市的旅客數目受到限制。2013年及2014年，前往朝聖的朝聖者數目相若，但比2013年以前大幅減少。
 - 由於當地區政局不穩及旅遊限制的影響，外來朝聖者於當地逗留的時間及地點均受限制。
 - 油價下跌減慢政府項目實施，經濟放緩。
- 其他市場的銷售額令人失望，可比較門市銷售額下降6%，品牌銷售下降5%，反映當地政局不穩。新市場的發展繼續進行，在該地區開設11間加盟店。
- Sales for Middle East markets decreased by 2% in the year, by HK\$15 million from HK\$632 million to HK\$617 million. Excluding the impact of translating foreign currencies into Hong Kong dollars, sales also decreased by 2%. Comparative store sales for the Middle East decreased by 6% and brand sales by 2%.
- In the United Arab Emirates comparative same store sales have decreased by 3% and brand sales by 1%. Retail capacity is increasing in UAE and competition for business is fierce. Customer demographics are volatile with less Russian visitors and more Mainland Chinese. This is negatively impacting our sales in this region.
- In Saudi Arabia comparative same store sales decreased by 7% with brand sales decreasing by 2%. Sales to pilgrims and tourists are being set back by a number of regional factors:
 - Construction works in the Holy Cities of Mecca and Medina are ongoing and will probably not now be completed until mid-2016. This will eventually expand capacity for pilgrims to visit, but is currently constraining the number of visitors being permitted to travel to these cities. Pilgrims to the annual Hajj were flat in 2014 compared to 2013, but sharply down on previous years.
 - Due to political instability in the region travel restrictions are being placed on foreign pilgrims, which limits the time they can spend in the country and the destinations they can visit.
 - Falling oil prices have led to a slowing down of government projects and the economy.
- Sales in other markets have been disappointing with a 6% reduction in same store sales and a 5% reduction in brand sales reflecting geo-political instability in the region. Development of new markets is continuing with 11 new franchisee stores in the region.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

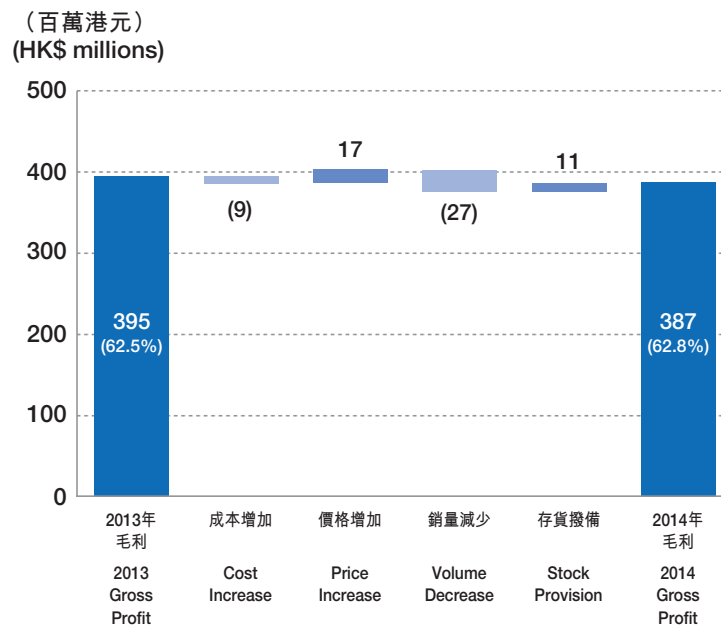
毛利

- 毛利下降2%，毛利率上升0.3個百分點。
- 由於採購組合改變，成本上升3%，反映產品包含更多設計細節。平均銷售價格上升3%，彌補上述成本加幅。
- 由於阿聯酋及沙特阿拉伯的銷售疲弱（尤其是T恤、襖類及polo恤），銷量減少5%，反映市場環境挑戰重重，地區消費者情緒低落。
- 由於強硬的採購紀律，及清理舊存貨，該地區的存貨下跌2,900萬港元。由於已以折扣銷售清理舊存貨，滯銷存貨撥備降低了1,100萬港元。

Gross profit

- Gross profit decreased by 2% with gross margin increasing by 0.3 percentage points.
- Due to changes in merchandising mix, costs increased by 3%, reflecting products with more design detail. This was recovered by increasing average selling prices by 3%.
- Volume declined by 5% in this market due to weak sales in UAE and Saudi, particularly of tees, outerwear and polos shirts, reflecting challenging market conditions and weak consumer sentiment in the wider region.
- This region reduced its inventory in the year by HK\$29 million through stronger merchandising discipline and clearance of old inventory. As a result of old stock clearance through discounted sales, slow moving stock provision was reduced by HK\$11 million.

毛利對比－中東地區
Gross profit reconciliation – Middle East



管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

經營溢利

- 中東地區的經營溢利由上年度的1.24億港元下降1,700萬港元至1.07億港元，降幅為14%。經營溢利率由19.6%下降至17.3%。
- 對比毛利下降2%，該地區的營運費用增加了2%。由於我們增加了自營店的數目，店舖租金上升8%。雖然開設了新店舖，但員工成本下降3%，平均員工數目減少2%，而每名員工平均成本亦下降1%。

Operating Profit

- Operating profit in Middle East decreased by HK\$17 million from HK\$124 million to HK\$107 million, down 14% compared to last year. Operating margin decreased from 19.6% to 17.3%.
- Operating expenses in the region increased by 2% compared to a decrease in gross profit of 2%. Shop rental increased by 8% as we increased the number of self-managed shops. Staff costs declined by 3% despite opening more stores. Average headcount decreased by 2% and staff cost per head decreased by 1%.

售予海外特許經營者及合營企業的批發銷售額

Wholesale Sales to Overseas Franchisees and Joint Ventures

(以百萬港元為單位)	(In HK\$ millions)	全年			下半年			上半年		
		2014	2013	變動	2014	2013	變動	2014	2013	變動
總銷售額	Total sales	346	304	14%	168	163	3%	178	141	26%
門市數目 ¹	Number of outlets ¹	442	449	(7)	442	449	(7)	449	459	(10)
年內/期內門市數目變動淨額	Net change in outlets during the year/period	(7)	8		(7)	(10)		-	18	

¹ 於年末/期末。

¹ At the end of the year/period.

- 批發銷售額由2013年的3.04億港元上升4,200萬港元至3.46億港元，升幅為14%。
- Wholesale sales increased by HK\$42 million, or 14%, from HK\$304 million in 2013 to HK\$346 million in 2014.
- 對韓國合營企業的销售額增加4%，或800萬港元，輔以在菲律賓(上升28%)、緬甸(上升49%)及越南(上升77%)的強勁增長。
- Sales to the Korean joint venture increased by 4% or HK\$8 million supplemented by strong growth in the Philippines (up 28%), Myanmar (up 49%) and Vietnam (up 77%).

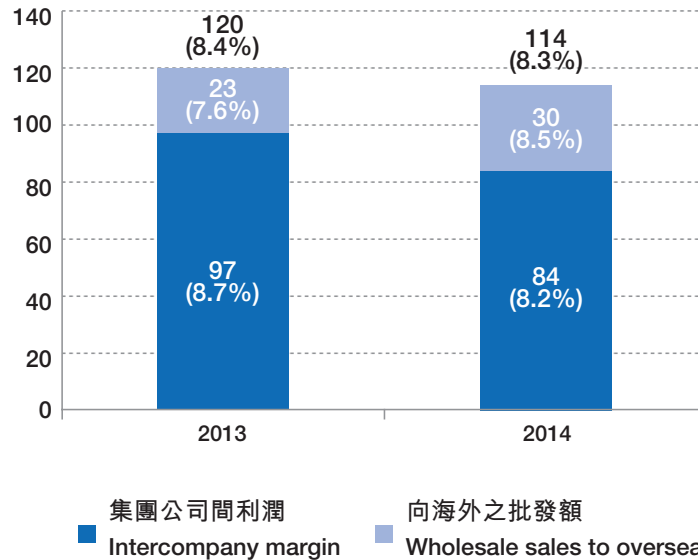
毛利

Gross Profit

毛利(率) – 向海外特許經營者及
其他分部的批發零售額

Gross profit (margin) – Wholesale sales to
overseas franchisees & other segments

(百萬港元)
(HK\$ millions)



- 2014年的批發毛利上升30%。
- 另一方面，由於附屬公司銷售額下跌，公司間對附屬公司的銷售額亦因而下跌，令毛利下跌。
- 上述兩個因素的實際影響為毛利減少600萬港元。
- Wholesale gross profit increased by 30% in 2014.
- Inter-company sales to subsidiaries on the other hand declined as a result of their decline in sales, resulting in a fall in gross profit.
- The net effect of these two factors was a HK\$6 million decrease in gross profit.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

共同控制公司－南韓

Jointly Controlled Companies – South Korea

(以百萬港元為單位)	(In HK\$ millions)	全年			下半年			上半年		
		2014	2013	變動	2014	2013	變動	2014	2013	變動
總銷售額 ¹	Total sales ¹	1,743	1,756	(1%)	884	961	(8%)	859	795	8%
可比較門市銷售額 ² (減少)/增加	Comparable store sales ² (decrease)/increase	(5%)	(1%)		(10%)	(2%)		1%	(1%)	
毛利	Gross profit	969	1,014	(4%)	487	544	(10%)	482	470	3%
毛利率	Gross profit margin	55.6%	57.8%	(2.2pp/ 百分點)	55.1%	56.6%	(1.5pp/ 百分點)	56.1%	59.1%	(3.0pp/ 百分點)
淨溢利	Net Profit	110	158	(30%)	55	88	(38%)	55	70	(21%)
應佔共同控制公司溢利 (持有股份權益: 48.5%)	Share of JCE profit (% of equity holding: 48.5%)	53	76	(30%)	26	42	(38%)	27	34	(21%)
門市數目 ³	Number of outlets ³	219	244	(25)	219	244	(25)	232	263	(31)
年內/內門市數目 變動淨額	Net change in outlets during the year/period	(25)	(9)		(13)	(19)		(12)	10	

¹ 總銷售額指零售銷售總額(按平均匯率計算)。

² 可比較門市銷售額指以往年度/期間營業/經營之現有門市之品牌銷售總額(按固定匯率計算)。

³ 於年末/期末。

¹ Total Sales are total retail sales translated at average exchange rates.

² Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores that have been opened/operated in the prior year/period.

³ At the end of the year/period.

- 韓國之銷售額下跌1%。撇除從韓圓換算為港元之影響，本年度銷售額減少4%。毛利減少4%，毛利率下跌2.2個百分點。淨利潤下跌30%，營運溢利率由9.0%下跌至6.3%。

- 2014年，南韓的市場環境充滿挑戰。海外品牌湧入當地市場，加上網上購物的競爭，壓抑銷售需求，特別在百貨公司，我們大部份當地店舖都位於百貨公司內。另外，南韓世越號海難後，復甦一直停滯不前，導致消費者信心急劇疲弱。銷量一直受壓，為保持競爭力，須犧牲毛利率。

- Sales in Korea declined by 1%. Excluding the effect of translating the Korean Won into Hong Kong dollars, sales in Korea declined by 4%. Gross profit declined by 4% and gross margin declined by 2.2 percentage points. Net profit declined by 30% and operating margin declined from 9.0% to 6.3%.

- Market conditions in the South Korean market have been challenging in 2014. The influx of overseas brands into the market together with increasing online sales competition, has depressed sales demand, particularly in department stores where we have most of our shops. Additionally, consumer confidence weakened sharply after the Sewol ferry tragedy and recovery since has been sluggish. Sales volumes have been under pressure and gross margin has been sacrificed to remain competitive.

前景及策略

集團概覽

- 我們預期於2015年，本集團不同市場之需求將不穩定。我們看到中國大陸出現復甦跡象，可比較店舖銷售額在低基數基礎下自第二季度出現正增長。在市場推廣項目及本地產品開始獲客戶支持下，台灣銷售額亦出現溫和增長。東南亞業務在本年度第四季度略為加強，其中新加坡之商品組合亦開始回復正軌，而印尼及泰國之銷售則稍有提高。
- 儘管我們不少市場在2015年開始時有強勁的勢頭，然而，我們並無低估面前之挑戰。中國大陸加盟店之業績表現經過過去多年關閉大量店舖後有所改善，但仍缺乏信心開設新店。虧損店舖仍然侵蝕盈利能力，須設法轉盈或關閉。我們的多品牌策略進展緩慢。在香港，零售需求受壓抑，黃金地段租金高企。新加坡及馬來西亞面對宏觀經濟因素導致消費者情緒不振。地區性政治及經濟困局，使我們在中東地區爭取銷售增長之努力受到挫折。我們在韓國之合資企業面臨極為艱難之營商狀況。我們也需要改善網上銷售表現，並發展數碼策略帶領我們邁步向前。
- 在此環境下，本集團落實策略之能力正有改善。我們成立以中國大陸為重心之團隊，惟團隊仍有待改善。我們各指揮中心之表現亦有所差異。我們亦已成功開辦見習管理人員培訓計劃，有超過二十位來自香港及中國大陸之年輕畢業生，在中長期有助我們擴充業務。
- 我們的成功有賴於我們在正確位置、正確時間，以合宜價格及適當數量配合適當商品。我們稱之為「5R」，並正集中力量向下屬人員培訓及建立可優化5R的技術及紀律，並已增設可提升成本效益及價格競爭力之全球性計劃作為補充。

OUTLOOK AND STRATEGY

Group Overview

- During 2015, we expect to see volatility in demand across the Group. We can see early signs of recovery in Mainland China with positive same store sales since the second quarter, albeit at a very low level. Taiwan is now showing modest sales growth as its marketing programs and local merchandising are starting to resonate with customers. South East Asian business was slightly stronger in the fourth quarter of the year as Singapore starts to get their merchandising mix right and Indonesia and Thailand sales strengthen modestly.
- Despite a strong start to 2015 in many markets, we do not underestimate the challenges ahead. Franchisees in Mainland China, who have closed a significant number of stores over the last few years, are performing better, but still lack confidence to open new stores. Loss making stores are still a drain on profitability and need to be turned round or closed. Our multi-brand strategy has been slow to develop. In Hong Kong retail demand is depressed and rental pressure is strong in prime areas. Singapore and Malaysia face weak consumer sentiment driven by macroeconomic factors. Regional geo-political and economic difficulties frustrate our ability to secure sales growth in the Middle East. Our Korean joint venture is facing very tough trading conditions. We also need to improve our online sales performance and develop a digital strategy to take us forward into the future.
- Against this background the ability of the Group to execute strategy is improving. We now have established a truly regional focus in Mainland China, although teams still need to be improved and we have different levels of performance in different profit centres. We have also successfully launched a fast track management training scheme with over twenty young graduates from Hong Kong and Mainland China which will enable us to expand our operations in the medium to long term.
- Core to our success will be our ability to get the right products, at the right price, in the right quantities, in the right place, at the right time. We call this the five “Rs” and we are intensifying our efforts to train and develop our people in techniques and disciplines that will enhance this approach. This will be supplemented by an increase in global programs which will enhance cost efficiency and price competitiveness.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 為進一步優化產品，我們推出品牌管理程序，建立「矩陣」或利潤問責體系，增進品牌及產品開發及本地市場之間的合作。我們將繼續發展此營運模式，改善中央產品開發團隊回應本地市場需求之效率。
- 我們於2014年改善存貨規劃方面之紀律，就採購成本及存貨水平進行嚴格監控。我們將繼續加強該等過程並進行微調，以進一步減低存貨，同時在日後更精準地挑選及分配產品。
- 在2014年，「Giordano Women」品牌、「Giordano」之附屬品牌均因為過去的設計決策失誤而使盈利能力大降。我們將於2015年將該品牌之設計重新建基於「時代基本」，回歸簡約，而功能產品則以優質布料製造。此品牌方向正由一專注女性服裝的團隊執行，我們希望此舉可望快速提升女裝產品系列之競爭力。
- In order to further improve the quality of our merchandising efforts, we have introduced brand management processes to establish “matrix” style profit accountability and improve cooperation between brand and product development and the local market. We will continue to develop this approach to improve the responsiveness of our central product development teams to local market needs.
- During 2014, we developed improved discipline over inventory planning, exercising tight control over buying budgets and inventory levels. We will continue to enhance these processes and fine tune them to further reduce inventory and to drive more accurate product selection and allocation going forward.
- During 2014 our “Giordano Women” brand, part of the main “Giordano” functional brand, saw a sharp decline in profitability due to poor design decisions taken in the past. During 2015, we will “re-base” this brand’s design approach as one of “modern basics”, returning to simple, functional products made from good quality fabric. This new initiative is being executed by a dedicated team which focuses only on womenswear. We expect this will enhance the competitiveness of our women’s product range rapidly.

於2015年，管理層將專注於以下主要目標：

1. 中國大陸業務發展

- 中國大陸之客戶需求增長仍然疲弱。另一方面，網上及網下零售容量供應之增長並無減緩。新商家（尤其是國際品牌）陸續進入市場，將持續給服裝零售商帶來銷量及利潤下降之壓力。
- 自營店正在改良店舖格調、淘汰虧損店舖及採購適合商品等方面前進。發展加盟店網絡之進展因中國大陸的悲觀經濟展望而緩慢。在過去三年關閉338間店舖後，我們會集中穩固加盟商網絡，並恢復溫和增長。此乃中國大陸團隊之明確目標。我們會以銷量補貼及裝修與營銷活動津貼執行此策略。同時，我們會增加參與加盟商之採購商品及購貨事宜。

Management will focus on the following key objectives for 2015:

1. Mainland China Development

- Growth in consumer demand in Mainland China is still weak. On the other hand, supply of retail capacity, both online and offline, has not abated. New players, particularly international brands, continue to enter the market. This will further exert downward pressure on volume and margin for apparel retailers.
- We are making progress with our self-managed stores in improving store ambience, eliminating loss-making stores and getting the merchandising right. Progress in developing our franchise network has been slowed by a pessimistic economic outlook for Mainland China. With closure of 338 stores in the last three years, we will focus on stabilizing our franchisee network and returning to modest growth. This is an explicit objective of our teams in Mainland China. We will use volume rebates and renovation and marketing subsidies to execute this strategy. At the same time we will increase our participation in franchisees’ merchandising and buying.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 我們於2014年將我們認為損害品牌形象的店舖（「C」店）數目由358間減少至162間，此舉並會隨着我們撤出若干超市及街舖在2015年持續。
- 我們於2014年在廣東、上海及台灣以具吸引力價格推出新的基本休閒品牌「*Beau Monde*」，並在超市及不適合主要品牌之其他地方開設13間店舖。與其他新推出品牌無異，該品牌已予不斷及快速修訂，以改進店舖之外觀及感覺。為達致規模經濟效益，我們將平衡兩個品牌的供應鏈，集中於以共同「基本因素」生產及使用布料達至協同效益。我們將於2015年進一步發展此方針，並在中國大陸開設大量新店。
- During 2014 we reduced the number of shops in locations that we regard as damaging the brand (“C” shops) from 358 to 162. This will continue in 2015 as we exit certain supermarkets and street located stores.
- During 2014 we have launched a new basic casual brand “*Beau Monde*” at friendlier prices in Guangdong and Shanghai and Taiwan, establishing 13 shops in supermarkets and other locations where our main brand is inappropriate. As with all newly launched brands, constant and fast modifications have been made to improve the look and feel of the store. In order to secure economies of scale, we will harmonize the supply chain between the two brands, focusing on synergy in common “basics” production and fabric use. During 2015, we will develop this approach further and establish a significant number of new stores in Mainland China.

2. 香港及台灣

- 中國大陸旅客性質改變，使香港市場競爭變得激烈。作為黃金地段租金昂貴之因應，我們轉而將業務發展集中於住宅區。我們預期租金壓力將於2015年及2016年間減少，此前將繼續此一策略。因此，為保持盈利能力，我們在擴充至高租金黃金地段時將會極為審慎。
- 產品方面，香港將依循集團方向管理產品組合，並比2014年更偏向於具價格競爭力之基本產品。建立獨有產品及品牌形象之整體策略將會持續，但會通過加強核心品牌價值（簡約、品質及物有所值）予以平衡。
- 在具有獨特文化之市場，如台灣，我們將通過市場營銷項目及本地產品以發展品牌。台灣亦屬成熟市場，我們認為此方法大致上正確。儘管如此，我們會翻新品牌形象及風格，並構思新穎手法提升客戶體驗。

2. Hong Kong and Taiwan

- The market in Hong Kong is becoming increasingly competitive as the nature of tourism from Mainland China changes. We have responded to high rents for prime sites by focusing our business development more on residential areas. This will continue until we see rent pressure reducing, which we foresee in 2015 and 2016. Growth into high rent prime locations will therefore be very cautious as we protect profitability.
- In terms of merchandising, Hong Kong will follow the Group direction and manage the mix more towards price competitive basic products than it did in 2014. The general strategy of differentiating our products and brand image from completion will persist but this will be balanced by strengthening our core brand values of simplicity, quality and value for money.
- In a culturally unique market such as Taiwan, we will develop the brand through marketing programs and local merchandising. Taiwan is also a mature market and we think we have our approach generally right. Nonetheless, we will refresh our store image; and ambience and look for innovative ways to enhance the customer experience.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

3. 東南亞

- 我們在新加坡之業務於2014年面臨不少挑戰，除了市況艱困，採購決策亦不當。我們已開始著手糾正，業績表現可望改進。誠如上文所述，新加坡旅客數字及人口現在同時出現變化，當地市況仍然艱困。
- 馬來西亞、印尼及泰國等其他主要市場方面，我們將繼續擴大至區內地區，實現「先行者優勢」。於2014年，管理層面對從沒遇上之新問題－店舖錄得虧損及可比較門市銷售額同時下降。彼等回應恰當，預期在2015年可見成果。雖然如此，我們發現，由於宏觀經濟因素使消費情緒轉弱，該等市場現時市況面臨挑戰。
- 越南市場在2014年發展良好，店舖數目由15間上升至21間，於柬埔寨亦新開一間店舖。我們對緬甸此一新興市場亦有興趣，將與當地加盟商合作物色商機。於2015年，我們將於越南開設子公司，並預期該市場及印支半島在發展之下，可望有進一步增長。

4. 中東

- 阿聯酋面對充滿挑戰一年，銷售額連續兩年下跌。消費者情緒良好，但零售面積大增，使市場競爭激烈。雖然如此，但是利潤仍然上升，存貨亦見下降。加強落實「5R」採購，將會是該市場之主要重點。
- 集團對沙特阿拉伯之中長線前景仍然樂觀。當地人口年輕，藉著全球朝聖者發展旅遊產業之商機亦會見強勁。現在市場易受打擊，反映短線區內政治問題，及現在所進行之基建工程所影響。我們將集中做好營運，關閉虧損店舖，以及發展我們近來開業之店舖。

3. South East Asia

- In 2014, our Singapore business faced a number of challenges, both from tough market conditions and poor decisions in merchandising. We have started to correct this and we will see performance improve. Having said that, Singapore remains a difficult market which is currently seeing changes in tourism numbers and demographic.
- In other key markets such as Malaysia, Indonesia and Thailand, we will continue to expand into regional locations to realize “first mover advantage”. During 2014, management teams faced new problems that they have not encountered before – loss making stores and deteriorating same store sales. They responded well and in 2015 we expect to see these efforts pay off. Nonetheless, we see market conditions as challenging in these markets currently as macroeconomic factors soften consumer sentiment.
- The development of our Vietnam business in 2014 was positive with store numbers increasing from 15 to 21 and a new store opening in Cambodia. Myanmar is also an interesting emerging market and we will work with our franchisee there to identify potential and opportunities. During 2015, we will establish a legal entity in Vietnam and we expect to see further growth in this market and Indo China in general as these markets develop.

4. Middle East

- UAE has had a challenging year with sales declining for the second year in a row. Consumer sentiment is good but significant increases in retail space have made this market highly competitive. Nonetheless margins have held up and inventory has been reduced. Stronger execution of “5R” merchandising will be the key focus in this market.
- Saudi Arabia remains an exciting medium to long term prospect for the Group. The population is young and the opportunities to grow tourist business from international pilgrims will be strong. The current market is soft reflecting geo-political instability and the impact of infrastructure improvements that are taking place. We will focus on operational excellence, closing loss makers and establishing the stores that we have recently opened.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 由於區內政經形勢不穩，當地發展已見放緩。我們將設法發展中東以外之新市場，預期年內會在贊比亞有非洲首家店舖開業。該等舉措不會帶來大量收入，卻為此策略邁出第一步，從而將會在新興市場產生可持續增長。

5. 維持強勁現金流量

- 2014年下半年之存貨管理令人失望。我們預期在2015年進一步改善存貨管理，按年減少存貨。
- 應收賬款在2014年獲妥善監控，流轉日數減少。2015年會特別留意監控來自中國大陸百貨公司之風險。

6. 科技戰略

- 環球零售業之大環境已經改變。科技正改變客戶之行為方式，而零售商必須同樣改變其營商方式。以各自問責之渠道經營將逐漸變得不合時宜。於2014年，本集團推出318個店內終端機，使客戶可以在店舖內線上購物。此全方位的手法將延續至2015年。
- 到現在為此，我們的重點是在中國大陸發展網上購物。在2015年，我們希望在本集團其他業務設立網上商店。另外，我們亦著重如何以科技取得顧客的喜好及購物習慣的資訊，並以此科技設立試點項目，以提升客戶服務。

人力資源

於2014年12月31日，本集團約有8,100名(2013年：8,200名)僱員。本集團為各級員工提供具競爭力之薪酬組合，並發放按目標為本計算之優厚花紅。高級管理人員亦可參與優厚且與表現掛鉤之花紅計劃及獲發購股權，以酬報及挽留優秀幹練之管理團隊。我們亦投放大量資源於基本銷售及客戶服務培訓、管理、規劃及領導才能發展，以挽留具有技術且主動貢獻的工作團隊。

- Regional development has been slow due to geo-political instability in the region. We will look to develop new markets outside the Middle East and expect to see our first stores in Africa open in Zambia during the year. These efforts do not generate strong revenue, but form the first steps in a strategy that will deliver sustainable growth in emerging markets.

5. Maintain Strong Cash Flow

- Inventory management in the second half of 2014 was disappointing. We aim to further improve our inventory management processes in 2015 and reduce inventory year on year.
- Receivables have been well managed in 2014 with turnover days reducing. Special attention will be paid in 2015 to managing the risk from department stores in Mainland China.

6. Digital Strategy

- Globally the landscape of retailing is changing. Technology is transforming the way customers behave. Retailers need to similarly transform their way of doing business. The old way of having different channels that exist in silos with separate accountability, will become increasingly less relevant. During 2014, the Group introduced 318 in-store terminals to enable customers to buy online in our stores. This “omni-channeling” practice will continue in 2015.
- Until now our focus has been to develop online sales in Mainland China. In 2015 we will look to establish stronger e-shops in the rest of the Group. Additionally we will look at how new technology can capture information on customer preferences and buying habits and we will establish pilot projects to enhance customer service using such technology.

HUMAN RESOURCES

On December 31, 2014, the Group had approximately 8,100 employees (2013: 8,200). The Group offers competitive remuneration packages and generous, goal-oriented bonuses targeted to different levels of staff. Senior managers are also offered generous performance-based bonus schemes and share options as a means for the Group to reward and retain a high calibre leadership team. We also invest heavily in training in sales and customer service, management, planning and leadership development to retain a skilled and motivated workforce.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

見習管理人員培訓計劃

我們在香港開辦見習管理人員培訓計劃，乃為培訓可肩負全球業務責任之管理人員而設計。此計劃匯集來自不同背景之優秀畢業生，致力使彼等在短時間內累積一系列技術及經驗，使彼等可在日後為本集團作出重大貢獻。此計劃將使本集團實現在現有市場及日後我們可能擴充之範疇全球性發展業務之機會。

Fast Track Management Trainee Scheme

We have established a Fast Track Management Trainee scheme in Hong Kong, designed to develop managers who can take up responsibility across our global operations. This scheme will take high quality graduates from a wide variety of backgrounds and will aim to equip them quickly with a range of skills and experience that will enable them to contribute significantly to the future of the Group. This will enable the Group to realize opportunities to develop our business globally, both in existing markets and those areas where we will expand in the future.

總銷售額、可比較門市銷售額增長及門市發展概況－按市場

Summary of total sales, comparable store sales growth and store development by market

按市場概況 (以百萬港元為單位)	Summary by market (In HK\$ millions)	總銷售額 ¹ Total sales ¹			可比較門市銷售額 ² Comparable store sales ²	
		2014	2013	變動 Variance	2014	2013
中國大陸	Mainland China	1,580	1,727	(9%)	(2%)	(6%)
香港	Hong Kong	978	1,042	(6%)	(5%)	2%
台灣	Taiwan	662	683	(3%)	1%	(4%)
新加坡	Singapore	325	373	(13%)	(8%)	(5%)
印尼	Indonesia	436	435	持平 Flat	(3%)	14%
馬來西亞	Malaysia	227	240	(5%)	(8%)	2%
泰國	Thailand	234	241	(3%)	(7%)	13%
澳洲	Australia	113	142	(20%)	(4%)	(13%)
印度	India	25	29	(14%)	1%	(4%)
柬埔寨	Cambodia	2	-	不適用 N/A	不適用 N/A	不適用 N/A
阿聯酋	UAE	241	246	(2%)	(3%)	(2%)
沙特阿拉伯	Saudi Arabia	325	335	(3%)	(7%)	(4%)
其他中東地區	Other Middle East regions	51	51	持平 Flat	(6%)	(8%)
零售及分銷總額	Retail & Distribution total	5,199	5,544	(6%)	(4%)	(2%)
向海外加盟店之 批發及其他	Wholesale sales to overseas franchisees & others	346	304	14%		
集團總額	Group total	5,545	5,848	(5%)		

¹ 總銷售額指自營店零售總額及向加盟店之批發銷售總額(按平均匯率計算)。

² 可比較門市銷售額指過往同期營業/經營之現有門市及網上商店之品牌銷售總額(按固定匯率計算)。

¹ Total Sales are total retail sales in self-operated stores and total wholesale sales to franchisees, translated at average exchange rates.

² Comparable Store Sales are total brand sales, at constant exchange rates, from existing stores and e-shop that have been opened/operated in the prior year.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

門市數目，於	Number of outlets as at	2014年12月 Dec 2014	2013年12月 Dec 2013
中國大陸	Mainland China	961	1,161
香港及澳門	Hong Kong & Macau	79	88
台灣	Taiwan	199	201
新加坡	Singapore	49	52
印尼	Indonesia	203	179
馬來西亞	Malaysia	92	87
泰國	Thailand	142	133
澳洲	Australia	25	32
印度	India	56	65
柬埔寨	Cambodia	1	-
阿聯酋	UAE	45	44
沙特阿拉伯	Saudi Arabia	95	99
其他中東地區	Other Middle East regions	63	52
南韓	South Korea	219	244
其他市場	Other Markets	223	205
集團總額	Group total	2,452	2,642

按品牌回顧

Review by Brand

		銷售額			經營溢利			經營溢利率		
		Sales			Operating profit			Operating margin		
(以百萬港元 為單位)	(In HK\$ millions)	2014	2013	變動	2014	2013	變動	2014	2013	變動
<i>Giordano及 Giordano Junior</i>	<i>Giordano & Giordano Junior</i>	4,491	4,877	(8%)	396	629	(37%)	8.8%	12.9%	(4.1pp/百分點)
<i>BSX</i>	<i>BSX</i>	207	220	(6%)	14	24	(42%)	6.8%	10.9%	(4.1pp/百分點)
<i>Giordano Ladies</i>	<i>Giordano Ladies</i>	391	374	5%	40	51	(22%)	10.2%	13.6%	(3.4pp/百分點)
<i>其他</i>	<i>Others</i>	110	73	51%	15	9	67%	13.6%	12.3%	1.3pp/百分點
零售及分銷	Retail & Distribution	5,199	5,544	(6%)	465	713	(35%)	8.9%	12.9%	(4.0pp/百分點)

門市數目	Number of outlets	2014	2013
<i>Giordano及Giordano Junior</i>	<i>Giordano & Giordano Junior</i>	1,833	2,026
<i>BSX</i>	<i>BSX</i>	55	71
<i>Giordano Ladies</i>	<i>Giordano Ladies</i>	67	69
<i>其他</i>	<i>Others</i>	55	27
零售及分銷總額	Retail & Distribution total	2,010	2,193

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

劉國權博士 (主席)，現年62歲，為本集團行政總裁。彼亦為本公司提名委員會主席及薪酬委員會成員。彼於1987年加入本集團，並於1994年2月8日成為行政總裁，同年8月10日獲選為本集團董事會主席。

劉博士現出任大快活集團有限公司之獨立非執行董事，以及曾於2002年至2010年出任新昌營造集團有限公司之獨立非執行董事，該兩間公司均於香港聯合交易所上市。劉博士亦為香港理工大學工商管理學院學系顧問委員會之主席，以及香港城市大學兼任市場學教授。

劉博士持有香港理工大學工商管理博士學位、加拿大卡加里大學工商管理碩士學位及香港大學佛學碩士學位。彼為加拿大特許會計師公會會員及加拿大公認管理會計師公會之會員。於加入本集團前，劉博士於加拿大之私營及公營機構有超過12年的管理及會計經驗。

陳嘉緯先生 (執行董事兼集團營運官)，現年38歲，於2000年1月加入本集團，彼現任執行董事兼集團營運官。負責有關發展戰略規劃，經營計劃及產品市場分析等工作。陳先生畢業於香港城市大學及持有環球企業管理文學碩士學位。

文道明先生 (執行董事及集團首席財務總監)，現年51歲，於2010年8月加入本公司，彼亦為集團執行董事及首席財務總監，負責有關財務管理、投資者關係及企業管治工作。加入本公司之前，文先生擁有超過25年會計及財務管理的豐富經驗，並曾於香港及英國的工業及政府機構任職。文先生現為英國Chartered Institute of Management Accountants之會員及持有英國利物浦大學學士學位。

Dr. LAU Kwok Kuen, Peter (Chairman), aged 62, is the Group's Chief Executive. He is also chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. He joined the Group in 1987, became the Chief Executive on February 8, 1994, and was elected Chairman of the Board of Directors of the Group on August 10 in the same year.

Dr. LAU is also an independent non-executive director of Fairwood Holdings Limited and was an independent non-executive director of Hsin Chong Construction Group Ltd. from 2002 to 2010, both of which are listed on the Stock Exchange of Hong Kong. Dr. LAU is currently the Chairman of the Advisory Committees on management and marketing at The Hong Kong Polytechnic University as well as Adjunct Professor of Marketing at City University of Hong Kong.

Dr. LAU holds a Doctorate degree in Business Administration from The Hong Kong Polytechnic University, an MBA degree from the University of Calgary in Canada and a Master of Buddhist Studies from The University of Hong Kong. He is a member of The Canadian Institute of Chartered Accountants and the Society of Certified Management Accountants of Canada. Dr. LAU had over 12 years of management and accounting experience in the private and public sectors in Canada before joining the Group.

Mr. CHAN Ka Wai (Executive Director and Group Operations Officer), aged 38, joined the Company in January 2000 and is the Executive Director and Group Operations Officer, responsible for the development of strategic plans, operation plans and analysis of product markets and he graduated from the City University of Hong Kong with a Master of Arts in Global Business Management.

Mr. Dominic Leo Richard IRWIN (Executive Director and Group Chief Financial Officer), aged 51, joined the Company in August 2010 and is the Executive Director and Group Chief Financial Officer, responsible for corporate finance management, investor relations and corporate governance. Prior to joining the Company, Mr. IRWIN possessed over 25 years of experience in accounting and corporate finance management working in the industrial sector and with government entities in both Hong Kong and the United Kingdom. Mr. IRWIN is a member of the Chartered Institute of Management Accountants in the United Kingdom and holds a bachelors degree from the University of Liverpool, United Kingdom.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Ishwar Bhagwandas CHUGANI先生(執行董事)，現年56歲，於2013年2月1日獲委任為本公司執行董事。CHUGANI先生亦出任佐丹奴中東(FZE)之CEO及董事總經理，彼亦為本公司管理委員會成員。

Chugani先生為佐丹奴中東地區之CEO及董事總經理，他領導集團於中東，印度，非洲，中亞和歐洲的業務。佐丹奴中東(FZE)是佐丹奴國際的一間全資附屬公司，並提供策略性支援，物流，以及管理跨區域之佐丹奴特許經營合作夥伴。

Chugani先生於1979年開展其事業，於Al Ghurair Centre成立了辛巴達的仙境(Sindbad's Wonderland)，為中東迪拜首個室內家庭娛樂中心。

於1993年，Chugani先生加入佐丹奴國際的合資企業，並成功擴充阿聯酋地區的業務至鄰近眾多市場。

憑他卓越管理和領導才能，Chugani先生獲頒發由中東購物中心協會及國際零售商理事會聯合主辦，中東及北非購物中心和零售商獎項中之專業零售商2014年年度大獎。

Chugani先生在其仕途中，獲無數的讚譽，包括曾獲頒發迪拜的2013年度阿拉伯商務印度CEO獎項中之特殊表揚大獎。彼亦被《福布斯》雜誌評選為2013年及2014年度在阿拉伯世界中最佳前20名之印度CEO。彼亦於2014年獲企業家組織(阿聯酋部份)頒發特別表彰獎。

Chugani先生為中東購物中心協會之創始會員及顧問。他對中東地區的零售業貢獻已跨越36年。

Chugani先生畢業於菲律賓德拉薩大學(De La Salle University)，持有商務管理榮譽學位，並於2012-2013學年度被授予一個聖喇沙傑出校友獎。

Mr. Ishwar Bhagwandas CHUGANI (*Executive Director*), aged 56, was appointed as an Executive Director of the Company on February 1, 2013. He is also the CEO and Managing Director of Giordano Middle East FZE and a member of the Management Committee of the Company.

As CEO and Managing Director of Giordano Middle East, Mr. CHUGANI heads the group's business in the Middle East, India, Africa, Central Asia and Europe. Giordano Middle East (FZE) is a 100 % subsidiary of Giordano International Hong Kong and provides strategic support, logistics, and management to Giordano's franchise partners across the region.

Mr. CHUGANI began his career in 1979 when he set up Sindbad's Wonderland, the Middle East first Indoor Family Entertainment Centre at the Al Ghurair Centre, Dubai.

In 1993, Mr. CHUGANI successfully entered into a joint venture with Giordano International and has successfully expanded the business from its original base in the UAE to numerous markets around the region.

Known for his distinct management and leadership style, Mr. CHUGANI received the 2014 Retail Professional of the Year Award from the Middle East and North Africa Shopping Centre and Retailer Awards organized jointly by the Middle East Council of Shopping Centres and the International Council of Shopping Centers.

He has received numerous other recognitions during his careers including: a Special Recognition award in the 2013 Arabian Business Indian CEO Awards in Dubai, was named one of the Top 20 Indian CEOs in the Arab World by Forbes magazine in 2013 and 2014; and received a special recognition award from the Entrepreneurs Organization, UAE Chapter in 2014.

Mr. CHUGANI is also a founding member and Advisor of the Middle East Council of Shopping Centres. His contribution to the retail industry in the region spans over 36 distinguished years.

Mr. CHUGANI studied business management at De La Salle University in the Philippines, where he graduated with honours and was bestowed the St. La Salle Award for 2012-2013 academic year as an outstanding alumnus by his alma mater.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄭志剛博士 (非執行董事)，現年35歲，於2012年5月22日獲委任為本公司非執行董事。彼為本公司其中一位主要股東拿督鄭裕彤博士之孫兒。鄭博士擔任新世界發展有限公司執行副主席兼聯席總經理、新世界中國地產有限公司、新世界百貨中國有限公司、周大福珠寶集團有限公司及國際娛樂有限公司之執行董事，以及現代傳播控股有限公司非執行董事，該等公司均為香港上市公眾公司。鄭博士彼為周大福(控股)有限公司及周大福企業有限公司之董事。彼亦為新世界集團慈善基金有限公司主席。鄭博士於2003年9月至2006年4月曾任職於某大國際銀行，具有豐富企業融資經驗。

鄭博士持有哈佛大學文學士學位(優等成績)，並獲薩凡納藝術設計學院頒授名譽博士學位。

鄭博士為中央企業青年聯合會副主席、中華全國青年聯合會副主席、中國人民政治協商會議天津市委員會委員、中華青年精英基金會主席、K11 Art Foundation榮譽主席及西九文化區管理局董事局成員。

陳世昌先生 (非執行董事)，現年52歲，於2012年5月22日獲委任為本公司非執行董事。陳先生出任香港上市公司周大福珠寶集團有限公司之執行董事。陳先生從事珠寶行業有33年經驗。

陳先生為香港貿發局珠寶業諮詢委員會成員、中國珠寶玉石首飾行業協會常務理事、廣東省金銀首飾商會常務副會長、深圳市黃金珠寶首飾行業協會理事、廣東省金銀珠寶玉器業廠商會副主席，及中國地質大學(武漢)珠寶學院董事。

Dr. CHENG Chi Kong, Adrian (Non-executive Director), aged 35, was appointed as a Non-executive Director on May 22, 2012. He is a grandson of Dato' Dr. CHENG Yu-Tung, being one of the substantial shareholders of the Company. Dr. CHENG is the executive vice-chairman and joint general manager of New World Development Company Limited, an executive director of New World China Land Limited, New World Department Store China Limited, Chow Tai Fook Jewellery Group Limited and International Entertainment Corporation, and a non-executive director of Modern Media Holdings Limited, all being listed public companies in Hong Kong. He is also a director of Chow Tai Fook (Holding) Limited and Chow Tai Fook Enterprises Limited. He is also the chairman of New World Group Charity Foundation Limited and worked in a major international bank from September 2003 to April 2006 and has substantial experience in corporate finance.

Dr. CHENG holds a Bachelor of Arts Degree (cum laude) from Harvard University, and was conferred the Honorary Doctorate of Humanities by the Savannah College of Art and Design.

Dr. CHENG is the vice chairman of the Youth Federation of the Central State-owned Enterprises, the vice-chairman of the All-China Youth Federation, a member of the Tianjin Municipal Committee of The Chinese People's Political Consultative Conference, the chairman of China Young Leaders Foundation, the honorary chairman of K11 Art Foundation and a member of Board of the West Kowloon Cultural District Authority.

Mr. CHAN Sai Cheong (Non-executive Director), aged 52, was appointed as a Non-executive Director on May 22, 2012. He was also as an executive director of Chow Tai Fook Jewellery Group Limited, a listed company in Hong Kong. Mr. CHAN has been in the jewellery industry for 33 years.

Mr. CHAN is a member of the Hong Kong Trade Development Council's Jewellery Advisory Committee, an administrative director of the Gems and Jewellery Trade Association of China, an executive vice chairman of the Guangdong Gold and Silver Jewellery Chamber of Commerce, a council member of the Shenzhen Gold Jewellery Association, a vice chairman of the Guangdong Golden Jewellery and Jade Industry's Association and a director of the Gemmological Institute, China University of Geosciences (Wuhan).

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

畢滌凡博士 (獨立非執行董事)，現年70歲，於1991年5月加入本公司，彼亦為本公司審核委員會主席，提名委員會及薪酬委員會成員。

畢滌凡博士現為台和商事控股有限公司之獨立非執行董事，該公司於香港聯合交易所上市。畢滌凡博士亦分別為在納斯達克及紐約聯合交易所上市之Global-Tech Advanced Innovations Inc.及中國海王星辰連鎖藥店有限公司之非執行董事。畢滌凡博士亦為偉業金融集團有限公司之獨立顧問。

由2011年至2014年，畢滌凡博士為新昌營造集團有限公司(「新昌營造集團」)執行董事、以及新昌管理集團有限公司(「新昌管理集團」)之非執行董事，該等公司均於香港聯合交易所上市。

畢滌凡博士於2010年7月擔任萬威國際有限公司之執行董事。於2009年10月，畢滌凡博士出任駿豪集團(「駿豪集團」)之集團財務執行董事，彼早於2008年12月已是該集團之顧問。於加入駿豪集團前，畢滌凡博士曾任呂禮恒會計師事務所(一間專業會計師事務所)(「KLC」)之主管及KLC Transactions Limited之董事總經理。於加入KLC前，畢滌凡博士出任駿豪集團之財務執行董事。於2004年12月，畢滌凡博士出任Hsin Chong International Holdings Limited之董事總經理一職。Hsin Chong International Holdings Limited為建築公司新昌營造集團(於2007年11月獲駿豪集團收購)及物業管理服務公司新昌管理集團(於2008年9月獲新昌營造集團收購)這兩間公司之控股股東。畢滌凡博士亦曾為這兩間上市公司之替代董事。畢滌凡博士曾為霸菱亞洲投資有限公司之營運合夥人。彼於2001年至2002年期間亦曾擔任和記行(集團)有限公司(「和記行」)之董事總經理，並於2002年至2004年期間出任和記行之業務及企業發展顧問。於加入和記行前，彼於萬威國際有限公司擔任董事總經理超過8年，並曾於寶麗碧集團和森那美香港有限公司工作超過11年，期間曾出任財務董事及董事總經理職務。畢滌凡博士於2005年至2009年期間出任華訊股份有限公司之獨立非執行董事。畢滌凡博士為特許公認會計師公會、香港會計師公會、Chartered Management Institute、香港管理專業協會及香港董事學會之資深會員。畢滌凡博士於2013年2月獲英國愛丁堡龍比亞大學工商管理榮譽博士學位。

Dr. Barry John BUTTIFANT (*Independent Non-executive Director*), aged 70, joined the Group in May 1991. He is also chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of the Company.

Dr. BUTTIFANT is currently an independent non-executive director of Daiwa Associate Holdings Limited, which is listed on the main board of the Stock Exchange. He also serves as a non-executive director of Global-Tech Advanced Innovations Inc. and China Nepstar Chain Drugstore Ltd., both of which are NASDAQ and New York Stock Exchange-listed companies, respectively. Dr. BUTTIFANT is also an independent adviser to MCL Financial Group Ltd.

From 2011 to 2014, Dr. BUTTIFANT was an executive director of Hsin Chong Construction Group Ltd. ("HCCG") and a non-executive director of Synergis Holdings Limited ("Synergis"), all of which are listed on the Stock Exchange of Hong Kong.

In July 2010, Dr. BUTTIFANT was an executive director of the IDT International Limited. In October 2009, Dr. BUTTIFANT was a director of Mission Hills Group ("MHG") – corporate finance and prior to this appointment, he was the consultant to the Group since December 2008. Prior to joining MHG, Dr. BUTTIFANT served as a principal of KLC Kennic Lui & Company ("KLC"), a professional accounting firm, and managing director of KLC Transactions Limited. Prior to joining KLC, Dr. BUTTIFANT was the executive director – finance of MHG. In December 2004, Dr. BUTTIFANT was the managing director of Hsin Chong International Holdings Limited, a controlling shareholder of both the construction company, HCCG (which was acquired by MHG in November 2007 and a property management service company, Synergis (which was acquired by HCCG in September 2008). Dr. BUTTIFANT was also an alternate director to both public companies. Dr. BUTTIFANT was an operating partner of Baring Private Equity Asia Limited. He was also the managing director of Wo Kee Hong (Holdings) Limited ("Wo Kee Hong") from 2001 to 2002 and was the Advisor to the board of directors of Wo Kee Hong from November 2002 to April 2004. Prior to joining Wo Kee Hong, he was the managing director of IDT International Limited for over 8 years and had worked for Polly Peck Group and Sime Darby Hong Kong Limited for more than 11 years in the capacity of finance director and managing director. Dr. BUTTIFANT was formerly an independent non-executive director of Alltronics Holdings Limited from 2005 to 2009. Dr. BUTTIFANT is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Chartered Management Institute, the Hong Kong Management Association and the Hong Kong Institute of Directors. He has been awarded an honorary doctorate of Business Administration (Honoris Causa) by Edinburgh Napier University, United Kingdom in February 2013.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄭其志先生，GBS，JP (獨立非執行董事)，現年64歲，於2004年4月26日加入本公司為獨立非執行董事，彼亦為本公司審核委員會成員。鄭先生現為另一上市公司，進智公共交通控股有限公司之獨立非執行董事。鄭先生持有香港大學物理及數學理學士學位，亦在英國劍橋大學獲取經濟及政治發展(Economics and Politics of Development)哲學碩士學位。彼在香港政府服務27年，主要擔任經濟及金融事務之職位。彼於1995年至1998年擔任庫務司/庫務局局長，主要負責公共財政事務，及於1998年至2000年3月擔任資訊及廣播局局長，主要負責資訊科技、電信及廣播事務。隨著香港聯合交易所、香港期貨交易所及其相關結算所改革及合併，彼於2000年3月離開香港特別行政區政府加入香港交易及結算所有限公司擔任執行董事及首位行政總裁直至2003年4月卸任。其後，鄭先生於幾間公司先後任職為董事總經理/執行董事/非執行董事。其中包括新昌國際集團有限公司、偉新(國際)有限公司、澳門勵駿創建有限公司及Chenavari Investment Managers (HK) Limited。

鄭先生為香港非官守太平紳士及獲香港特別行政區政府頒授金紫荊星章。

Mr. KWONG Ki Chi, GBS, JP (*Independent Non-executive Director*), aged 64, joined the Company as an Independent Non-executive Director on April 26, 2004 and is a member of the Audit Committee of the Company. Mr. KWONG is also an independent non-executive director of another listed company, AMS Public Transport Holdings Limited. Mr. KWONG graduated from The University of Hong Kong with a Bachelor of Science degree in Physics and Mathematics and was awarded a Master of Philosophy degree in Economics and Politics of Development by the University of Cambridge, England. He has served in the Government of Hong Kong for 27 years and held positions principally in the economic and financial fields. He was the Secretary for the Treasury from 1995 to 1998, with responsibility for public finances, and Secretary for Information Technology and Broadcasting from 1998 to March 2000, with responsibility for information technology, telecommunications and broadcasting. He left the Government of the Hong Kong Special Administrative Region in March 2000 to join the Hong Kong Exchanges and Clearing Limited as executive director and first Chief Executive, following the demutualization and merger of the Stock Exchange of Hong Kong, the Hong Kong Futures Exchange and their associated clearing houses and retired in April 2003. Since then, Mr. KWONG had served as the managing director/executive director/non-executive director of various companies, including Hsin Chong International Holdings Ltd, Hongkong Sales (Int'l) Ltd, Macau Legend Development Ltd and Chenavari Investment Managers (HK) Limited.

Mr. KWONG is a non-official Justice of the Peace in Hong Kong and has been awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region.

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

梁覺教授 (獨立非執行董事)，現年56歲，於2010年7月7日獲委任為本公司獨立非執行董事。彼乃為本公司薪酬委員會主席、審核委員會及提名委員會成員。彼曾為本集團董事會顧問及為本集團提供顧問服務超過20年。梁教授於美國伊利諾大學 Urbana-Champaign分校獲得心理學博士學位，現任香港中文大學卓敏管理學教授。梁教授為國際知名學者，亦擁有在香港及中國大陸不同機構及政府部門資深的顧問經驗。

Simon Devilliers RUDOLPH先生 (獨立非執行董事)，現年54歲，於2013年6月28日獲委任為本公司獨立非執行董事。彼亦為本公司審核委員會、提名委員會及薪酬委員會成員。Rudolph先生，於富蘭克林鄧普頓投資(Franklin Templeton Investments)任職基金經理已有18年，其中最近14年於香港工作。期間，Rudolph先生累積了廣泛的環球商貿知識及經驗，尤其是於亞太區，且特別專注於零售及消費品行業。於香港富蘭克林鄧普頓任職前，Rudolph先生在美國富蘭克林鄧普頓工作4年，及此前於倫敦摩根士丹利(Morgan Stanley)工作7年，及分別於倫敦UBS Philips and Drew及Coopers and Lybrand(現時為PricewaterhouseCoopers之部份)各任職3年。自1986年起，Rudolph先生為英格蘭及威爾斯特許會計師公會會員。他持有英國德倫大學(University of Durham)經濟史學士學位。

Professor LEUNG Kwok (Independent Non-executive Director), aged 56, was appointed as an Independent Non-executive Director of the Company on July 7, 2010. He is also chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. He was the Board Advisor and provided consulting services to the Group for more than 20 years. Professor LEUNG received his Ph.D. in Psychology from University of Illinois, Urbana-Champaign, U.S.A. He is the Choh-Ming Li Professor of Management at the Chinese University of Hong Kong. In addition to his international reputation for his scholarly work, he has extensive consulting experience with a wide range of organizations and government departments in Hong Kong and Mainland China.

Mr. Simon Devilliers RUDOLPH (Independent Non-executive Director), aged 54, was appointed as an Independent Non-executive Director of the Company on June 28, 2013. He is also a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. Mr. RUDOLPH has worked for 18 years as a Fund Manager for Franklin Templeton Investments, the last 14 in Hong Kong. Over that time, Mr. RUDOLPH developed extensive knowledge and experience of businesses across the world and especially Retail and in Asia Pacific, consumer producers were a focus. Prior to his employment by Franklin Templeton in Hong Kong, Mr. RUDOLPH worked for 4 years with Franklin Templeton in the USA, and before that in London for 7 years at Morgan Stanley, 3 years at UBS Philips and Drew and 3 years at Coopers and Lybrand (now part of PricewaterhouseCoopers) in London. Mr. RUDOLPH has been a member of the Institute of Chartered Accountants of England and Wales since 1986. He holds a degree in Economic History from the University of Durham in the United Kingdom.

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司董事會（「董事會」）致力在合理可行的架構中保持最高水平的企業管治，董事會堅信，透明、問責和獨立三項原則對於保障全體利益相關者的利益及提升股東的價值至為重要。

董事會一直致力提高企業管治水平，其負責制定及檢討本公司的企業管治以及在遵守法律及監管規定方面的政策及常規。早在香港聯合交易所有限公司（「香港聯交所」）引入證券上市規則（「上市規則」）附錄十四之企業管治常規守則及其新舊本企業管治守則《企業管治守則》（「企業管治守則」）之前，董事會已定期檢討並提升本公司之企業管治守則。以下為本公司實踐企業管治優於、符合或偏離企業管治守則之重點：

The board of directors (the “Board”) of the Company is dedicated to maintaining the highest standard of corporate governance within a sensible and practical framework. The Board firmly believes that the principles of transparency, accountability and independence are essential for upholding the interests of all stakeholders and maximizing shareholder value.

The Board is committed to excellence in corporate governance, it is responsible for developing and reviewing the Company’s policies and practices on corporate governance as well as compliance with legal and regulatory requirements. It has reviewed and upgraded the Company’s Code on Corporate Governance on a regular basis, even before The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) introduced the Code on Corporate Governance Practices and its new edition of the Corporate Governance Code (the “CG Code”), as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”). The following items highlight where the Company’s corporate governance practice surpasses, attains or varies from the CG Code:

遵例情況	COMPLIANCE
<p>優於</p>	<p>Surpass</p>
<ul style="list-style-type: none"> • 董事會包括四名獨立非執行董事，超越上市規則之規定。 • 本公司設有風險管理委員會，檢討所有重大監控及風險管理。該委員會每年向董事會滙報兩次，優勝於企業管治守則。 	<ul style="list-style-type: none"> • The Board includes four Independent Non-executive Directors, surpassing the requirement under the Listing Rules. • The Company has a Risk Management Committee that reviews all material controls and risk management functions and reports to the Board twice a year, surpassing the CG Code.
<p>符合</p>	<p>Attain</p>
<ul style="list-style-type: none"> • 董事會成員四人是獨立非執行董事，已符合上企業管治守則所要求的最少有三分一董事會成員為獨立非執行董事。 • 本公司已購買合適之董事及高級人員責任保險，符合企業管治守則。 • 凡服務董事會超過九年之獨立非執行董事，須獲股東以獨立決議案批准方可連任，符合企業管治守則。 • 本公司採納了企業管治守則指引以檢討內部監控制度。 • 除下述之偏離情況外，本公司符合所有企業管治守則必須遵守之守則條文。 	<ul style="list-style-type: none"> • Independent Non-executive Directors comprise four members of the Board, in line with the CG Code for the minimum of one-third as required under the Listing Rules. • The Company maintains appropriate directors’ and officers’ liability insurance, in line with the CG Code. • Any Independent Non-executive Director who has served more than nine years will be subject to a separate resolution on further appointment to be approved by shareholders in line with the CG Code. • The Company adopts the CG Code guidelines on reviewing its internal control system. • The Company meets all the CG Code mandatory provisions except the variances mentioned below.
<p>偏離</p>	<p>Deviate</p>
<ul style="list-style-type: none"> • 本公司之主席及行政總裁兩職位同時由一人出任，偏離了企業管治守則。此舉之優點及本公司為保障股東利益而採取的制衡機制，在本報告「主席及行政總裁」一節中有詳細論述。 • 根據本公司之公司細則（「細則」），主席或董事總經理毋須輪值告退。 	<ul style="list-style-type: none"> • The Company deviates from the CG Code in having the roles of Chairman and Chief Executive performed by the same person. The advantages of doing so and the balancing measures that the Company has adopted to protect shareholders’ interests are discussed in detail under the section “Chairman and Chief Executive” in this report. • According to the Bye-Laws of the Company (the “Bye-Laws”), the Chairman or the Managing Director are not subject to retirement by rotation.

董事會

董事會肩負有效率及盡責地領導本公司的職責。董事會訂立本集團之整體方向和策略、監管及評估本集團之營運與財務上的表現，並檢討本公司之企業管治水平。董事會亦須就各項公司事宜作出決策，包括關於全年及中期業績、須予公佈之交易、聘任或續聘董事、股息以及會計政策。董事，無論個別或全體成員，都致力以誠，以公司及股東整體利益為最優先的考慮因素。董事會所訂立之策略及計劃，則由管理層負責執行。管理層就本集團的日常營運向董事會負上全責。

於本報告日期，董事會由四名獨立非執行董事、兩名非執行董事，以及兩名執行董事組成。獨立非執行董事及非執行董事帶來多方面的專業知識、技能和經驗，為本集團提供有效指引，並為本集團面對的所有重大決策帶來局外的觀點。為協助其履行職責，董事可隨時與本公司之內部審計師及外聘核數師直接接觸，而且本公司亦已訂立有關程序，讓董事尋求獨立的專業意見，相關費用將由本公司支付。此外，本公司亦已購買合適之董事及高級人員責任保險，此舉符合企業管治守則。

基於董事會的整體組合及每位董事之獨特專業知識、技能和經驗，本集團相信董事會架構能提供適當及足夠之監察及制衡，以保障本公司和股東的利益。董事會將定期檢討其組合，確保其於專業知識、技能及經驗方面維持適當的平衡及多元化，以繼續有效地指導及監管本公司之業務。本公司董事之個人資料詳情載於本年報第58頁至第63頁。

本公司鼓勵董事參與持續專業發展，以發展並更新彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，涵蓋香港上市公司董事之職責及法律責任概要、本公司之細則文件以及香港公司註冊處發出的《董事責任指引》，確保有關董事充份知悉其於上市規則及其他監管規定下的職責及責任。

BOARD

The Board is charged with providing effective and responsible leadership for the Company. It sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standards of the Company. It also decides on matters relating to annual and interim results, notifiable transactions, appointments or re-appointments of Directors, dividends and accounting policies. The Directors, individually and collectively, are committed to act in good faith in the best interests of the Company and its shareholders. The strategies and plans as decided by the Board are implemented by the management. The management assumes full accountability to the Board for the day-to-day operation of the Group.

As at the date of this report, the Board is composed of four Independent Non-executive Directors, two Non-executive Directors and four Executive Directors. The Independent Non-executive Directors and the Non-executive Directors bring a diverse range of expertise, skills and experience to provide effective guidance and an outside perspective to all major decisions of the Group. To assist in the discharge of their duties, the Directors have free and direct access to both the Company's internal and external auditors and procedures are in place to allow the Directors to obtain independent professional advice at the Company's expense. Besides, the Company has obtained appropriate directors' and officers' liability insurance in line with the CG Code.

Given the overall composition of the Board and the expertise, skills and experience that each Director brings individually, the Group believes that the Board is appropriately structured to provide sufficient checks and balances to protect the interests of the Company and its shareholders. The Board will regularly review its composition to maintain a proper balance and diversity of expertise, skills and experience to ensure continued effective leadership and oversight of the Company's businesses. Biographical details of the Directors are set out on pages 58 to 63 of this annual report.

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company provides a comprehensive induction package covering the summary of the responsibilities and liabilities of a director of the listed company, the constitutional documents and the Guides on Directors' Duties issued by the Companies Registry to each newly appointed Director to ensure that he is sufficiently aware of his responsibilities and obligations as Director.

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度之最新變動及發展並提供相關書面資料，亦安排講座講解有關董事職務及職責之專業知識及監管規定的最新情況。

The Company Secretary reports from time to time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with written materials, as well as organizes seminars on the professional knowledge and latest development of regulatory requirements related to director's duties and responsibilities.

於2014年，本公司與外聘專業顧問舉行一次講座。其內容包括上市公司之董事角色，職責及其職務。所有董事亦參與下列培訓類型：

During the year of 2014, a seminar was conducted by the external professional consultants relating to the roles, functions and duties of a listed company director. In addition, all Directors also participated in the following trainings:

董事會成員	Members of the Board	培訓類型 Types of Training
獨立非執行董事	Independent Non-executive Directors	
畢滌凡博士	Dr. Barry John BUTTIFANT	A, C
鄺其志先生，GBS，JP	Mr. KWONG Ki Chi, GBS, JP	A, C
梁覺教授	Professor LEUNG Kwok	A, B, C
Simon Devilliers RUDOLPH先生	Mr. Simon Devilliers RUDOLPH	A, B, C
非執行董事	Non-executive Directors	
鄭志剛博士	Dr. CHENG Chi Kong, Adrian	A, B, C
陳世昌先生	Mr. CHAN Sai Cheong	A, B, C
執行董事	Executive Directors	
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	A, B, C
Ishwar Bhagwandas CHUGANI先生	Mr. Ishwar Bhagwandas CHUGANI	A, B, C
文道明先生	Mr. Dominic Leo Richard IRWIN	A, B, C
陳嘉緯先生	Mr. CHAN Ka Wai	A, B, C

A: 參加研討會及/或會議及/或論壇

attending seminars and/or conferences and/or forums

B: 在研討會及/或會議及/或論壇上演講

giving talks at seminars and/or conferences and/or forums

C: 閱讀與經濟、一般業務、董事之培訓及責任等有關之報章、雜誌及更新資料

reading newspapers, journals and updates relating to the economy, general business, director's training and responsibilities etc.

企業管治報告書

CORPORATE GOVERNANCE REPORT

按照良好的企業管治原則，董事會設立了三個董事委員會，即審核委員會、提名委員會及薪酬委員會。此外，本公司更成立了管理委員會及風險管理委員會，為董事會及董事委員會提供支援。於2014年12月31日，董事會、審核委員會、提名委員會及薪酬委員會之組成如下，而管理委員會及風險管理委員會於本報告的相關部份有進一步之描述。

In accordance with good corporate governance principles, the Board had established three Board Committees: the Audit Committee, the Nomination Committee and the Remuneration Committee. In addition, a Management Committee and a Risk Management Committee are also in place to support the Board and the Board Committees. As at December 31, 2014, the composition of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee is set out below. The Management and Risk Management committees are discussed in the relevant sections in this report.

董事會成員	Members of the Board	審核委員會 Audit Committee	提名委員會 Nomination Committee	薪酬委員會 Remuneration Committee
獨立非執行董事	Independent Non-executive Directors			
畢滌凡博士	Dr. Barry John BUTTIFANT	✓	✓	✓
鄺其志先生，GBS，JP	Mr. KWONG Ki Chi, GBS, JP	✓		
梁覺教授	Professor LEUNG Kwok	✓	✓	✓
Simon Devilliers RUDOLPH先生	Mr. Simon Devilliers RUDOLPH	✓	✓	✓
非執行董事	Non-executive Directors			
鄭志剛博士	Dr. CHENG Chi Kong, Adrian			
陳世昌先生	Mr. CHAN Sai Cheong			
執行董事	Executive Directors			
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)		✓	✓
Ishwar Bhagwandas CHUGANI先生	Mr. Ishwar Bhagwandas CHUGANI			
文道明先生	Mr. Dominic Leo Richard IRWIN			
陳嘉緯先生	Mr. CHAN Ka Wai			

各董事會成員之間並沒有財務、業務、親屬或其他重大或相關之關係，惟鄺先生在進智公共交通控股有限公司董事會中同時擔任獨立非執行董事；而鄭博士在新世界集團及其附屬公司董事會中同時擔任執行副主席兼聯席總經理/董事及陳先生在周大福珠寶集團有限公司董事會中同時擔任執行董事。

The Board members have no financial, business, family or other material or relevant relationships with each other except that Mr. KWONG serves on the board of AMS Public Transport Holdings Limited as independent non-executive directors; while Dr. CHENG serves on the board of New World Group and subsidiaries as the executive vice-chairman and joint general manager/executive director and Mr. CHAN serves on the Board of Chow Tai Fook Jewellery Group Limited as executive director.

董事會認為，上述關係並不影響該等董事於執行職務時之獨立判斷及個人誠信。

It is the Board's opinion that this relationship does not affect the Directors' independent judgment and integrity in executing their roles and responsibilities.

截至本報告日期為止，概無獨立非執行董事及非執行董事擁有本公司之股份。

None of the Independent Non-executive Directors and Non-Executive Directors owned any shares of the Company up to the date of this report.

企業管治報告書

CORPORATE GOVERNANCE REPORT

根據上市規則之規定，各獨立非執行董事已根據相關指引向本公司書面確認其獨立性。因此，本公司認為各獨立非執行董事確屬獨立人士。

董事會每年定期召開四次會議，亦會在有需要時召開更多會議。董事會的定期會議舉行日期會預先訂定，致使全體董事會成員能安排出席。公司秘書協助主席擬訂董事會會議議程，而每位董事均獲邀提出任何擬在會議中討論和動議的事項。此外，全體董事可與公司秘書接觸，要求公司秘書提供意見和服務，以確保董事會的程序和適用的規則和條例得以遵守。董事會會議文件在會議舉行前不少於三天送予所有董事及其他列席人士，以確保彼等可及時地獲得一切有關會議之資料。會議紀錄之初稿及最終定稿亦會發送予所有董事供彼等提供意見。根據細則，若任何董事未能親身出席任何董事會會議，則可藉著電話會議或其他安排，參與董事會會議。另按照細則，若未能召開董事會會議，則可藉著傳閱有關緊急事宜之書面決議案而取得董事會批准。當傳閱書面決議案之同時，本公司亦會向董事提供足夠的資料和說明材料。

董事會於截至2014年12月31日止之年度，舉行了四次全體董事會會議。會議上，董事會檢討了季度業績表現和商討了本集團之未來發展策略以及其他事務。此外，董事會通過了兩套書面決議案。

Pursuant to the requirements of the Listing Rules, each of the Independent Non-executive Directors has confirmed with the Company in writing his independence from the Company in accordance with the relevant guidelines. The Company therefore considers all of the Independent Non-executive Directors to be independent.

The Board holds four regular meetings a year and additional meetings as and when required. Regular Board meetings are scheduled in advance to facilitate the fullest possible attendance. The Company Secretary assists the Chairman in setting the agenda of the Board meetings and each Director is invited to present any businesses that he wishes to discuss or propose at such meetings. Furthermore, all Directors have access to the Company Secretary for advice and services to ensure that board procedures and applicable rules and regulations are adhered to. Board papers are circulated to all Directors and other attendees not less than three days before the Board meetings to ensure timely access to relevant information. Draft and final versions of the minutes are circulated to all Directors for comments. Any Director who is unable to physically attend any Board meeting may participate electronically by conference call or via alternate arrangement in accordance with the Bye-Laws. Moreover, pursuant to the Bye-Laws, Board approval may also be obtained by way of circulation of a resolution in writing on urgent matters when convening a Board meeting is not practicable. Sufficient information and explanatory materials will be provided to the Directors at the same time when a resolution in writing is circulated.

During the year ended December 31, 2014, four full Board meetings were held to review the quarterly performance results and discuss the Group's strategy going forward, as well as other business. In addition, two sets of resolutions in writing were passed.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事於2014年的全體董事會會議之出席記錄如下：

Attendances of Directors of the full Board meetings in 2014 are as follows:

董事會會議	Board Meeting	出席次數/會議舉行次數	Meetings attended/held
獨立非執行董事	Independent Non-executive Directors		
畢滌凡博士	Dr. Barry John BUTTIFANT		4/4
鄭其志先生，GBS，JP	Mr. KWONG Ki Chi, GBS, JP		4/4
梁覺教授	Professor LEUNG Kwok		4/4
Simon Devilliers RUDOLPH先生	Mr. Simon Devilliers RUDOLPH		4/4
非執行董事	Non-executive Directors		
鄭志剛博士	Dr. CHENG Chi Kong, Adrian		4/4
陳世昌先生	Mr. CHAN Sai Cheong		4/4
執行董事	Executive Directors		
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)		4/4
Ishwar Bhagwandas CHUGANI先生	Mr. Ishwar Bhagwandas CHUGANI		4/4
文道明先生 (於2014年6月20日獲委任)	Mr. Dominic Leo Richard IRWIN (appointed with effect from June 20, 2014)		2/2
陳嘉緯先生 (於2014年6月20日獲委任)	Mr. CHAN Ka Wai (appointed with effect from June 20, 2014)		2/2

為了促進坦誠及公開討論事務之氣氛，獨立非執行董事及非執行董事可不時在沒有執行董事出席下會面討論。

In order to facilitate free and open discussion of issues, the Independent Non-executive Directors and the Non-executive Directors may also meet without the presence of the Executive Directors from time to time.

董事之委任及重選

根據細則，任何由董事會委任之新董事(主席或董事總經理除外)須於其獲委任後本公司舉行之下一次股東大會上(如屬填補臨時空缺)或本公司下一次股東週年大會上(如屬增加董事人數)退任及由股東重選。於每屆之股東週年大會上，三分之一(或最接近但不超過三分之一)之董事(主席或董事總經理除外)須輪值告退，惟每位董事(主席或董事總經理除外)須最少每三年輪值告退一次。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

According to the Bye-Laws, any new Director (other than the Chairman or the Managing Director) appointed by the Board is subject to retirement and re-election by shareholders at the next general meeting of the Company (in the case of filling a casual vacancy) or at the next annual general meeting of the Company (in the case of an addition to their number) following his appointment. At each annual general meeting, one-third (or the number nearest to but not exceeding one-third) of the Directors (other than the Chairman or the Managing Director) will retire from office by rotation, and every Director (other than the Chairman or the Managing Director) is subject to retirement by rotation at least once every three years.

企業管治報告書

CORPORATE GOVERNANCE REPORT

現時，所有獨立非執行董事及非執行董事的指定任期為三年，彼等須根據細則輪值告退及重選。為進一步提高企業管治水平，本公司依照企業管治守則，已要求凡服務董事會超過九年之獨立非執行董事，須獲得股東以獨立決議案方式批准，方可連任。如有此情況，董事會將在年報或通告函中向股東列明其認為該董事仍屬獨立人士以及應獲重選之原因。

董事概不知悉有任何資料可合理地指出本公司並無遵守企業管治守則，惟(i)主席及行政總裁兩職位同時由一人出任(守則條文A.2.1)；及(ii)主席及行政總裁毋須輪值告退(守則條文A.4.2)。

於即將舉行之股東週年大會，鄭志剛博士、陳世昌先生及鄺其志先生將根據本公司細則第98條規定輪值告退，而文道明先生及陳嘉緯先生將根據本公司細則第101(B)條規定告退。

文道明先生、陳嘉緯先生、鄭志剛博士、陳世昌先生及鄺其志先生符合資格並願意於即將舉行之股東週年大會上膺選連任。除前述者外，本公司其他董事均將繼續留任。

Currently, all Independent Non-executive Directors and Non-executive Directors are appointed for a specific term of three years and subject to retirement by rotation and re-election pursuant to the Bye-Laws. To further strengthen the standard of corporate governance, the Company follows CG Code and requires any re-appointment of an Independent Non-executive Director who has served on the Board for over nine years to be subject to a separate resolution to be approved by shareholders. In such cases, the Board will set out in the annual report or circular the reasons why it considers such Director to continue to be independent and should be re-elected.

The Directors are not aware of any information that would reasonably indicate that the Company is not in compliance with the CG Code, except that (i) the roles of the Chairman and Chief Executive are vested in the same person (Code Provision A.2.1); and (ii) the Chairman and Chief Executive are not subject to retirement by rotation (Code Provision A.4.2).

At the forthcoming annual general meeting of the Company, Dr. CHENG Chi Kong, Adrian, Mr. CHAN Sai Cheong and Mr. KWONG Ki Chi shall retire by rotation in accordance with Bye-law 98 of the Company, and both Mr. Dominic Leo Richard IRWIN and Mr. CHAN Ka Wai shall retire in accordance with Bye-law 101(B) of the Company.

Mr. Dominic Leo Richard IRWIN, Mr. CHAN Ka Wai, Dr. CHENG Chi Kong, Adrian, Mr. CHAN Sai Cheong and Mr. KWONG Ki Chi, being eligible, will offer themselves for re-election at the forthcoming annual general meeting. Save for the aforesaid, the other directors of the Company will continue in office.

主席及行政總裁

劉國權博士目前同時出任主席及行政總裁兩職位。鑒於劉博士的豐富業內經驗以及對本集團業務的深厚認識，董事會認為由劉博士兼任主席及行政總裁能為本集團提供強勢及貫徹之領導，並能更有效地策劃和推行長期商業策略，以及提高決策的效率。董事會亦相信本公司已擁有配合公司實際情況的堅實企業管治架構，確保能有效地監管本公司之管理層。該架構的主要內容包括：

- 董事會之成員有二分之一為獨立非執行董事；
- 審核委員會包括全體四位獨立非執行董事；
- 確保全體獨立非執行董事可隨時與本公司之內部審計師及外聘核數師接觸，並在有需要時尋求獨立專業意見；及
- 設立「密函檢舉」機制，允許本集團員工以匿名和機密形式向內部審計部主管舉報高級管理人員包括主席及行政總裁的欺詐或不當的行為。有關「密函檢舉」機制之詳情載於「內部監控」一節。

董事會相信，上述機制能確保獨立非執行董事及非執行董事有效地督導本集團之管理層和就策略、風險和誠信等範疇提供有效的監管。董事會將不斷檢討本集團企業管治架構之成效，以評估是否需要作出任何修改。

CHAIRMAN AND CHIEF EXECUTIVE

Currently Dr. LAU Kwok Kuen, Peter, holds the positions of Chairman and Chief Executive. In view of Dr. LAU's extensive experience in the industry and deep understanding of the Group's businesses, the Board believes that vesting the roles of both Chairman and Chief Executive in Dr. LAU provides the Group with strong and consistent leadership, allows for more effective planning and execution of long term business strategies and enhances efficiency in decision-making. The Board also believes that the Company already has a strong corporate governance structure appropriate for its circumstances in place to ensure effective oversight of management. The main elements of this structure include:

- Having Independent Non-executive Directors comprise a half of the Board;
- Including all four Independent Non-executive Directors as Audit Committee members;
- Ensuring that all Independent Non-executive Directors have free and direct access to both the Company's internal and external auditors and independent professional advice where necessary; and
- Having a "whistle-blowing" mechanism in place to allow the Group's staff members to anonymously and confidentially report to the Head of Internal Audit any suspected acts of fraud or gross misconduct by senior management, including that of the Chairman and Chief Executive. Details about the "whistle-blowing" mechanism are discussed under the section "Internal Control".

The Board believes that these measures enable our Independent Non-executive Directors and Non-executive Directors to rigorously supervise the Group's management and effectively control key issues relating to strategy, risk and integrity. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

企業管治報告書

CORPORATE GOVERNANCE REPORT

審核委員會

審核委員會由全體四位獨立非執行董事組成，並由畢滌凡博士出任主席，彼為一位在處理財務匯報及監控方面具資深經驗的合資格會計師。審核委員會主要負責委任、重新委任及罷免外聘核數師、審閱及監控外聘核數師之獨立客觀及審核程序之有效性，以及與外聘核數師討論審核之性質及範疇。該委員會同時負責審閱本集團之財務資料、監察本集團之財務匯報系統和內部監控程序，並在評核本集團中期及全年業績後，才向董事會作出建議是否同意採納有關業績。審核委員會可不受限制地與本公司之內部審計師及外聘核數師接觸。審核委員會之職權範圍可供索取及已載於本公司之網站<http://www.giordano.com.hk/web/HK/investors/Gov/2012/cTORAC.pdf>。

審核委員會每年最少舉行兩次會議，會上審閱財務匯報及檢討內部監控事宜。集團首席財務總監、風險管理委員會主席、內部審計主管、公司秘書及本公司外聘核數師之代表應出席審核委員會之會議。委員會亦可酌情邀請其他管理層成員出席會議。於2014年，審核委員會共舉行了兩次會議，按成員姓名分列之會議出席記錄載列如下：

審核委員會會議

獨立非執行董事

畢滌凡博士
鄺其志先生，GBS，JP
梁覺教授
Simon Devilliers RUDOLPH先生

AUDIT COMMITTEE

The Audit Committee comprises all four Independent Non-executive Directors and is chaired by Dr. BUTTIFANT, a qualified accountant with extensive experience in financial reporting and controls. The Audit Committee is responsible for the appointment, re-appointment and removal of external auditors, reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process and discussing with the external auditor the nature and scope of the audit. It is also responsible for reviewing the Group's financial information, overseeing the Group's financial reporting system and internal control procedures and reviewing the interim and final results of the Group prior to recommending them to the Board for approval. To this end, the Audit Committee has unrestricted access to both the Company's internal and external auditors. Its terms of reference are available on request and also accessible on the Company's website at <http://www.giordano.com.hk/web/HK/investors/Gov/2012/eTORAC.pdf>.

The Audit Committee meets at least twice a year to review financial reporting and internal control matters. The Group Chief Financial Officer, the Chairman of the Risk Management Committee, the Head of Internal Audit, the Company Secretary and representatives of the external auditor of the Company are expected to attend the meetings. At the discretion of the Committee, other members of management may also be invited to attend its meetings. In 2014, the Audit Committee held two meetings and the attendance record, on a named basis, is set out below:

Audit Committee Meeting	出席次數/會議舉行次數 Meetings attended/held
Independent Non-executive Directors	
Dr. Barry John BUTTIFANT	2/2
Mr. KWONG Ki Chi, GBS, JP	2/2
Professor LEUNG Kwok	2/2
Mr. Simon Devilliers RUDOLPH	2/2

審核委員會於會上與外聘核數師審閱審核策略摘要、截至2013年12月31日止全年業績和截至2014年6月30日止六個月中期賬目。於會上，審核委員會亦有檢討本集團內部審計部門的工作及其內部審計報告，並且與管理層商討其報告關於集團業務運作的調查結果及建議。此外，審核委員會更與管理層評估本集團的內部監控系統，以確保其成效，尤其關注負責本集團的會計及財務報告之員工是否具備足夠資源、資格和經驗，及其訓練課程和預算是否充足。

提名委員會

為符合企業管治守則的規定，董事會於2012年3月21日成立提名委員會，由三名獨立非執行董事及主席組成，並由劉博士出任主席。提名委員會之主要職責為定期審閱董事會架構、規模及組成（包括其技能、知識及經驗），並物色合適人選加盟董事會。其職責亦包括評核獨立非執行董事之獨立性及就委任或重新委任董事及董事之接任計劃等相關事宜向董事會提供推薦建議。提名委員會之推薦建議其後將提呈董事會考慮及採納（如適用）。提名委員會的職權範圍可供索取及已載於本公司之網站<http://www.giordano.com.hk/web/HK/investors/Gov/2012/cTORNC.pdf>。

董事會於2013年採納《董事會成員多元化政策》，該政策載列達致董事會成員多元化的方法。

本公司知悉董事會層面日益多元化將為達成本公司策略目標及可持續發展提供支持。

本公司藉考慮多項因素，包括但不限於技能、地域及行業經驗、教育背景、種族、性別及其他資格，務求達致董事會成員多元化。本公司決定董事會最佳成員組合時，亦將不時考慮其本身業務模式及具體需要。

During the meetings, the Audit Committee reviewed with the external auditors the audit strategy summary, the final results for the year ended December 31, 2013 and the interim accounts for the six months ended June 30, 2014. During the meetings, the Audit Committee also reviewed the activities of the Group's Internal Audit Department and its internal audit report, and discussed with management the report's findings and recommendations on the Group's business operations. Besides, it also evaluated with management the Group's internal control system to ensure its effectiveness, with particular attention to the adequacy of resources, the qualifications and experience of the Group's accounting and financial reporting staff, as well as their training programs and budget.

NOMINATION COMMITTEE

In compliance with the requirements of the relevant CG Code, on March 21, 2012, the Board established the Nomination Committee comprising of three Independent Non-executive Directors and the Chairman, and chaired by Dr. LAU. The main duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board, on a regular basis, and to identify individuals qualified to become board members. It is also responsible for assessing the independence of Independent Non-executive Directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors. The recommendations of the Nomination Committee are then put forward for consideration and adoption, where appropriate, by the Board. Its terms of reference are available on request and also accessible on the Company's website at <http://www.giordano.com.hk/web/HK/investors/Gov/2012/eTORNC.pdf>.

The Board has also adopted a Board Diversity Policy in 2013 which sets out the approach to achieve diversity on the Board.

The Company recognizes that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to skills, regional and industry experiences, background, race, gender, and other qualities. The Company will also take into consideration its own business model and specific needs from time to time in determining the optimum composition of the Board.

企業管治報告書

CORPORATE GOVERNANCE REPORT

提名委員會將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務任期及其他素質。最終將按人選的長處及可為董事會提供的貢獻而作決定。

The Nomination Committee has set measurable objectives based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of services and other qualities. The ultimate decision will be based on merit and contribution that the selected candidate(s) will bring to the Board.

在2014年內，提名委員會舉行一次會議，在會議上，提名委員會已履行之工作概述如下：

During the year of 2014, one nomination committee meeting was held and the members of the Nomination Committee performed the works as summarised below:

1. 向董事會建議分別委任文道明先生及陳嘉緯先生為本公司之執行董事；
 2. 檢討獨立非執行董事的獨立性；
 3. 檢討董事的退任及重選；及
 4. 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，以及檢討獨立非執行董事的獨立性。
1. recommended to the Board the appointment of Mr. Dominic Leo Richard IRWIN and Mr. CHAN Ka Wai as Executive Directors of the Company respectively;
 2. reviewed the independence of the Independent Non-executive Directors;
 3. reviewed retirement and re-election of Directors; and
 4. reviewed the size, composition and 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 and reviewed the independence of the Independent Non-executive Directors.

薪酬委員會

薪酬委員會由三名獨立非執行董事及主席組成，並由梁教授出任主席。薪酬委員會負責檢討及決定董事及高級管理人員之酬金、補償及福利。當審閱個別董事之薪酬福利時，相關董事為免涉及任何利益衝突須放棄投票權。薪酬委員會的職權範圍可供索取及已載於本公司之網站<http://www.giordano.com.hk/web/HK/investors/Gov/2012/cTORCC.pdf>。

REMUNERATION COMMITTEE

The Remuneration Committee is composed of three Independent Non-executive Directors and the Chairman, and chaired by Professor LEUNG. The Remuneration Committee is responsible for reviewing and determining the remuneration, compensation and benefits of Directors and senior management. When the remuneration package of an individual Director is under review, the Director in question is required to abstain from voting to avoid any conflict of interest. The terms of reference of the Remuneration Committee are available on request and also accessible on the Company's website at <http://www.giordano.com.hk/web/HK/investors/Gov/2012/eTORCC.pdf>.

薪酬委員會會議	Remuneration Committee Meeting	出席次數/會議舉行次數 Meeting attended/held
獨立非執行董事	Independent Non-executive Directors	
梁覺教授	Professor LEUNG Kwok	1/1
畢滌凡博士	Dr. Barry John BUTTIFANT	1/1
Simon Devilliers RUDOLPH先生	Mr. Simon Devilliers RUDOLPH	1/1
執行董事	Executive Director	
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	0/1

於2014年，薪酬委員會舉行了一次會議，檢討主席及行政總裁之酬金及花紅、確認2013年給予主席及行政總裁的保證花紅，以及批准和通過支付予董事和高級管理人員的2013年花紅。主席及行政總裁並無出席是次薪酬委員會會議，並放棄投票，以免涉及任何利益衝突。是次會議按成員姓名分列之會議出席記錄載於上文。

In 2014, the Remuneration Committee held a meeting to review the remuneration and bonus of the Chairman and Chief Executive, confirm the 2013 guaranteed bonus to the Chairman and Chief Executive and ratify and approve the 2013 bonus payment to Directors and senior management. The Chairman and Chief Executive absented himself from attending the said meeting and abstained from voting to avoid any conflict of interest. Attendance record of the meeting, on a named basis, is set out above.

企業管治報告書

CORPORATE GOVERNANCE REPORT

薪酬政策

本公司明白，合理而全面的薪酬組合是吸引、留用以及激勵高質素人才的重要因素。因此，本公司致力確保薪酬具競爭力，並且符合本公司之目標和表現。本公司於釐定薪酬政策時考慮多項相關因素，包括同類型公司所支付之薪金、職責、職務和職權、本公司及其附屬公司之聘用條件、市場慣例，以及本公司的財務和非財務表現。

薪酬委員會負責檢討並決定董事之薪酬。為確保獨立非執行董事及非執行董事可以就其為本公司付出的時間及承擔的責任獲得合理的報酬，薪酬委員會會考慮多方面因素，包括同類型公司所支付的袍金、有關董事所付出的時間、肩負的職責、預計的工作量，以及本公司的其他聘用條件，以釐定非執行董事之薪酬。

本公司為包括主席及行政總裁以及執行董事在內的僱員訂出的薪酬組合，包括固定薪酬、現金績效花紅、浮動獎金、長期獎勵金以及退休計劃，詳情載於下文。

固定薪酬包括僱員的基本薪金、津貼及福利（例如醫療福利）。不同職位的基本薪金和津貼是考慮到本公司之薪酬政策、本公司業績和僱員的個人表現，以及市場情況和慣例後而訂出的，並將會每年作出檢討。本公司會定期檢討福利，主要按照當地標準及慣例而釐定。

僱員亦會因應本集團、所屬業務單位及個人幾項層面的表現而獲得該年度現金花紅。發放給主席及行政總裁、執行董事以及高級管理層成員的花紅，則由薪酬委員會每年檢討。於2014年，現金績效花紅佔主席及行政總裁以及執行董事之總薪酬的62.6%。詳情請參閱財務報表附註10(a)。此外，本公司設有銷售及業務相關獎勵計劃，藉此激勵某些工種的員工，例如前線銷售人員，以達致本公司訂出的銷售或其他業務目標。

REMUNERATION POLICY

The Company understands that a reasonable and comprehensive remuneration package is an important factor in attracting, retaining and motivating high quality personnel. As such, the Company works to ensure that remuneration is competitive and aligned with the Company's objectives and performance. The Company takes into consideration a number of relevant factors in determining its remuneration policy, including the salaries paid by comparable companies, job responsibilities, duties and scope, employment conditions in the Company and its subsidiaries, market practices and the financial and non-financial performance of the Company.

The Remuneration Committee is responsible for reviewing and determining the remuneration of the Directors. In doing so, the Committee considers factors such as the fees paid by comparable companies, time commitment, the responsibilities and likely workload of the relevant Directors and other employment conditions in the Company to ensure that the Independent Non-executive Directors and the Non-executive Directors are appropriately paid for their time and responsibilities to the Company.

The Company's remuneration structure for its employees, including the Chairman and Chief Executive and the Executive Director, is composed of fixed compensation, cash performance bonuses, variable cash incentives, long-term incentives, and retirement schemes as discussed below.

Fixed compensation includes an employee's base salary, allowances and benefits (e.g. medical). Base salary and allowances are set and reviewed annually for each position, taking into consideration the Company's remuneration policy, the Company's and the individual's performance as well as market conditions and practices. Benefits are regularly reviewed and determined largely on the basis of local standards and practices.

Employees are also eligible to receive an annual cash bonus based on their performance at the Group, business unit and individual levels. The bonuses awarded to the Chairman and Chief Executive, the Executive Director and members of senior management are reviewed annually by the Remuneration Committee. In 2014, the cash performance bonus component accounted for 62.6% of the total remuneration of the Chairman and Chief Executive and the Executive Directors. Please refer to note 10(a) to the financial statements for details. In addition, the Company operates sales and business-related incentive schemes to motivate certain staff such as front-line sales associates to achieve specific sales or other business targets of the Company.

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司亦設有購股權計劃以提供長期的獎勵，從而酬謝和挽留精銳的管理團隊。該計劃詳情以及執行董事和僱員截至2014年12月31日已行使及未行使之購股權的資料，載於本年報「購股權資料」一節中。

The Company also operates a share option scheme to provide long-term incentives to reward and retain a high calibre management team. The details of the scheme, together with information on options exercised and outstanding in respect of the Executive Directors and employees as at December 31, 2014 under the scheme, are set out in the section of Share Option Information of this annual report.

本公司根據強制性公積金計劃條例參與一項強積金計劃，該計劃已在強制性公積金計劃管理局登記。

Pursuant to the Mandatory Provident Fund Schemes Ordinance, the Company participates in an MPF scheme registered with the Mandatory Provident Fund Schemes Authority.

以下為董事會成員之總薪酬（不包括以股份支付的開支）。

The total remuneration of the members of the Board (excluding share-based payments) is shown below:

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
袍金	Fees	2	2
薪酬、津貼及其他福利	Salaries, allowances and other benefits	10	7
購股權	Share Options	-	1
浮動的績效薪酬	Variable remuneration related to performance	17	26
		29	36

獨立非執行董事、非執行董事、執行董事及五位最高薪職員（當中3位為執行董事）的總薪酬（包括以股份支付的開支）按酬金組別歸類如下：

The total remuneration (including share-based payments) of the Independent Non-executive Directors, the Non-executive Directors, the Executive Directors and the five highest paid employees (3 of whom were Executive Directors) fell within the following bands:

薪酬	Remuneration	2014 人數 Number	2013 人數 Number
0港元 – 1,000,000港元	HK\$0 – HK\$1,000,000	6	6
1,000,001港元 – 2,000,000港元	HK\$1,000,001 – HK\$2,000,000	1	-
2,000,001港元 – 3,000,000港元	HK\$2,000,001 – HK\$3,000,000	1	-
3,000,001港元 – 4,000,000港元	HK\$3,000,001 – HK\$4,000,000	1	2
4,000,001港元 – 5,000,000港元	HK\$4,000,001 – HK\$5,000,000	2	-
5,000,001港元 – 6,000,000港元	HK\$5,000,001 – HK\$6,000,000	-	1
8,000,001港元 – 9,000,000港元	HK\$8,000,001 – HK\$9,000,000	-	1
20,000,001港元 – 30,000,000港元	HK\$10,000,001 – HK\$20,000,000	1	-
20,000,001港元 – 30,000,000港元	HK\$20,000,001 – HK\$30,000,000	-	1
		12	11

全體獨立非執行董事及非執行董事之薪酬均屬於第一薪酬組別，詳情請參閱財務報表附註10(a)。

All Independent Non-executive Directors' and Non-executive Directors' emoluments fell within the first remuneration band. Please refer to note 10(a) to the financial statements for details.

企業管治報告書

CORPORATE GOVERNANCE REPORT

管理委員會

董事會已授權管理委員會負責執行其商業策略及管理本集團之日常商業運作。管理委員會對董事會全面負責，由主席及行政總裁、執行董事及財務總監組成。

企業管治職能

董事會確認，企業管治應屬董事之共同責任，且彼等之企業管治職能包括：

- 制定、檢討及實施本公司之企業管治政策及常規；
- 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊（如有）；
- 檢討本公司遵守企業管治守則之情況及企業管治報告之披露；及
- 制定、檢討及監察股東通訊政策的有效推行及向董事會提出有助鞏固本公司與股東之關係之建議。

年內，董事會已檢討本公司的內部監控及風險管理系統是否有效；及制定關於內幕消息管理制度。

MANAGEMENT COMMITTEE

The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to a Management Committee. The Management Committee is fully accountable to the Board and comprises the Chairman and Chief Executive, the Executive Directors and the Group Chief Financial Officer.

CORPORATE GOVERNANCE FUNCTION

The Board recognizes that corporate governance should be the collective responsibility of Directors and their corporate governance duties include:

- To develop, review and update the Company's policy and practices on corporate governance;
- To review and monitor the training and continuous professional development of directors and senior management;
- To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- To develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- To review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report; and
- To develop, review and monitor the implementation of the shareholders' communication policy to ensure its effectiveness, and make recommendation to the Board where appropriate to enhance shareholders' relationship with the Company.

During the year, the Board has reviewed the effectiveness of the internal controls and risk management systems of the Company and formulated internal policy on inside information.

內部監控

董事會全面負責本集團之內部監控(特別是財務、營運、守法方面)，以及風險管理功能，並藉此持續監察其成效。本公司已實行和制訂合適政策及程序，以保障資產不會於未獲授權下使用或處置；控制資本開支，備存妥善而準確之會計紀錄和提高財務報告之可靠性，以及確保營運效益及成效，並遵守適用之法律和法規。此等政策和程序旨在針對重大的失實報告、損失、錯誤或欺詐行為，以提供合理但並非絕對之保證；以及管理及減低而非完全消除本集團營運系統之失誤風險。

本集團之內部監控制度由以下主要部份組成：

- 具界定責任、適當職責劃分及授權的組織及管治架構；
- 財務監控、內部監控及風險管理等制度及程序，以識別及衡量風險，以及每半年進行風險評估以監察風險減輕之進展；
- 營運及財務預算及預測制度，以衡量績效，包括定期分析偏離預算及計劃的情況、訂定業績指標、並作出合適行動以修正不足之處；
- 嚴謹的政策及程序以評核、檢討及審批重大的合約、資本及經常性開支；
- 設立「密函檢舉」機制，允許本集團員工以匿名形式向內部審計主管舉報高級管理人員，包括主席及行政總裁的欺詐或不當行為。內部審計主管會將該等密函轉交予審核委員會主席，以作進一步行動；及
- 嚴謹的內部程序和監控措施以處理及發布內幕消息。

INTERNAL CONTROL

The Board has overall responsibility for the Group's internal controls, particularly in respect of financial, operational and compliance controls and risk management functions, and as such monitors the effectiveness on an ongoing basis. Appropriate policies and procedures have been put in place to safeguard the assets against unauthorized use or disposition; control over capital expenditure; maintain proper and accurate accounting records and enhance the reliability of financial reporting; and to ensure efficiency and effectiveness of operations and compliance with the applicable laws and regulations. Such policies and procedures are designed to provide reasonable, but not absolute, assurance against material misstatement, loss, error or fraud, and to manage and minimize rather than eliminate the risk of failure in the Group's operational systems.

The Group's internal control framework includes the following major components:

- An organizational and governance structure with defined responsibility, proper segregation of duties and delegated authority;
- Systems and procedures of financial control, internal control and risk management to identify and measure risks and conduct bi-annual risk assessment to monitor the progress of risk mitigation;
- Operational and financial budgeting and forecasting systems for performance measurement, including regular variance analysis against budgets and plans, and setting key business performance targets with appropriate measures to rectify deficiencies;
- Stringent policies and procedures for the appraisal, review and approval of significant contracts, major capital and recurrent expenditures;
- A "whistle-blowing" mechanism to allow the Group's staff to anonymously report any suspected acts of fraud or gross misconduct by senior management, including that of the Chairman and Chief Executive, to the Head of Internal Audit who will refer the report to the Chairman of the Audit Committee for further action; and
- Strict internal procedures and controls for the handling and dissemination of inside information.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會已授權風險管理委員會負責本集團之內部監控制度及檢討其效能。風險管理委員會有四位成員，包括執行董事Ishwar Bhagwandas Chugani先生、執行董事及集團財務總監文道明先生、內部審計主管以及一名高級管理層代表。該委員會根據本公司之企業管治守則中有關內部監控的守則條文檢討所有重要的監控，並每年向董事會作出兩次滙報。風險管理委員會在管理及監視內部控制的系統向董事會全面負責提供保證。該委員會已評估並滿意本集團的會計及財務報告職能之資源充足度、有關僱員之資格及經驗，以及彼等之培訓計劃和年度預算，並就本集團營運風險之內部監控制度向董事會滙報所有重要範疇均為充足及恰當，並且持續地有效運作。

透過與風險管理委員會緊密合作，內部審計部於監管本集團的內部監控事宜上扮演著重要角色。

內部審計部之主要工作包括：

- 不受限制地檢討本集團主要活動、風險管理、監控及管治程序各個方面；
- 定期對業務及各支援單位及附屬公司進行獨立及全面之財務、營運及守法監控及風險管理審計，包括建議改善方法及監察各單位及附屬公司之糾正或補救措施，以盡量減低所承受之風險；
- 就管理層或審核委員會提出關注之範圍進行特別檢討；
- 調查商業道德、利益衝突及其他集團政策之違規情況；及
- 監督「密函檢舉」機制。

The Board has delegated the authority and responsibility for the Group's internal control system and the review of its effectiveness to a Risk Management Committee. The Risk Management Committee is composed of four members including one Executive Director, Mr. Ishwar Bhagwandas CHUGANI, together with the Executive Director and Group Chief Financial Officer, Mr. Dominic Leo Richard IRWIN, the Head of Internal Audit and one senior management representative. It reviews all material controls in accordance with the code provisions on internal control of the Company's Code on Corporate Governance, and reports to the Board twice a year. The Risk Management Committee is fully accountable to the Board for providing assurance on managing and monitoring the system of internal controls. The Committee evaluated and was satisfied with the adequacy of resources, qualifications and experience of the staff of the Group's accounting and financial reporting function as well as their training programmes and budget for the year, and reported to the Board that in all material respects the system of internal control over risks associated with the Group's operations was sufficient, appropriate and operated effectively on a continuing basis.

Co-operating closely with the Risk Management Committee, the Internal Audit Department plays a major role in monitoring the internal controls of the Group.

The keys tasks of the Internal Audit Department include:

- Unrestricted access to review all aspects of the Group's key activities, risk management, control and governance processes;
- Conduct independent, comprehensive and regular audits of financial, operational and compliance controls and risk management functions of business and support units and subsidiaries, including recommending improvements and monitoring corrective or remedial measures taken by the units and subsidiaries to minimize risk exposure;
- Conduct special reviews of areas of concern identified by management or the Audit Committee;
- Investigation of business ethics, conflict of interest and other Group policy violations; and
- Oversee the "whistle-blowing" mechanism.

內部審計部採取以風險法，實施審核委員會及管理層已批准之審計計劃，此乃以風險評估法為依據。內部審計部以內部審計報告形式向管理層提交獨立而客觀之評估及建議。內部審計主管每年兩次向審核委員會直接匯報主要調查結果、糾正措施及管理回應。審核委員會可隨時直接接觸內部審計主管，而毋須知會主席或管理層。

在2014年，內部審計部向管理層提交了審計報告，涵概了本集團顯著的商務流程及活動。內部審計部與管理層攜手，制定有關行動計劃，以解決任何認定的控制缺陷。而審計後進行的檢討，有助確保相關協議措施如期落實執行。

證券交易的標準守則

本公司於2004年8月已採納了一套依照上市規則附錄十規定之《董事進行證券交易的標準守則》，並於2009年及2013年更新該守則。全體董事均確認於本年度內已遵守上述標準守則。

本公司亦於2005年3月已採納了一套《相關員工進行證券交易的標準守則》，並於2009年及2013年更新該標準守則，以監管該些擁有及得悉內幕消息的員工之證券交易。該標準守則涵蓋之範疇包括禁止和進行本公司證券之買賣、避免利益衝突，以及對本公司的資料保密等。有關僱員於年內已一直遵守上述守則。

董事及核數師就財務報表所承擔之責任

董事負責監督每個財政期間財務報表的編製，以確保該報表能夠真實和公平地反映該期間本集團之財政狀況、營運業績與現金流量。本公司財務報表之編製均符合所有有關之法定要求及適用的會計準則。董事有責任確保選擇及連貫地應用合適之會計政策，並作出審慎和合理的判決及估計。

Adopting a risk-based approach, the Internal Audit Department implements the audit plan approved by the Audit Committee and management, which is based on a risk assessment methodology. It furnishes independent and objective evaluations and recommendations in the form of an internal audit report to management. The Head of Internal Audit reports directly to the Audit Committee twice a year on major findings, corrective actions and responses from management. The Audit Committee has free and direct access to the Head of Internal Audit without reference to the Chairman or management.

During the year of 2014, the Internal Audit Department issued audit reports to management which covered significant business processes and activities of the Group. It worked with management to establish action plans to address any identified control weaknesses. Post-audit reviews were performed to ensure those agreed actions have been implemented as intended.

MODEL CODE FOR SECURITIES TRANSACTIONS

As required by Appendix 10 of the Listing Rules, the Company adopted in August 2004 and updated in 2009 and 2013 a Code of Conduct for Securities Transactions by Directors. All Directors confirmed their compliance with the code throughout the year.

In addition, the Company adopted in March 2005 and updated in 2009 and 2013 a Code of Conduct for Securities Transactions by Specified Employees, which governs the securities transactions of those employees who may possess or have access to inside information. The said code covers areas such as prohibitions and conduct in the dealing of the Company's securities, avoidance of conflict of interests and confidentiality of the Company's information, etc. These employees have complied with the aforesaid code throughout the year.

DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for each financial period to ensure that they give a true and fair view of the state of affairs of the Group, its operational results and cash flows for that period. The Company's financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently, and that where judgment has been applied and estimates made, they are prudent and reasonable.

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司主要核數師羅兵咸永道會計師事務所就本集團財務報表作出之申報責任聲明載於第94頁至第95頁之獨立核數師報告書內。

The statement by the principal auditor of the Company, PricewaterhouseCoopers, regarding their reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report on pages 94 to 95.

核數師之酬金

本集團之主要核數師羅兵咸永道會計師事務所和其關連機構就其非審核及法定審核服務收取之費用如下：

AUDITOR'S REMUNERATION

The remuneration charged by the Group's principal auditor PricewaterhouseCoopers and its affiliated firms for non-audit and statutory audit services is set out below:

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
非審核服務(包括稅務事宜、若干議定審核程序及其他申報服務)	Non-audit services (included tax-related matters, certain agreed-upon procedures work and other reporting services)	1	2
法定審核	Statutory audit	4	4
總數	Total	5	6

與投資者及股東之關係

贏取股東之信任一直是本公司在投資者關係上的重點工作。本集團之高級管理層透過公司專訪、電話會議、會議交流及參與大型投資者研討會，與投資界保持定期和公開的對話，以清晰地傳達本公司的業務策略、發展及前景。於2014年與機構投資者及研究分析員舉行之會議合計超過200次。

INVESTOR AND SHAREHOLDER RELATIONS

Earning shareholders' trust and confidence has always been the major emphasis of the Company's efforts in investor relations. The Group's senior management keeps a constant and open dialogue with the investment community through company visits, conference calls, information sessions and participation in major investor conferences to communicate clearly the Company's business strategies, developments and prospects. Over 200 meetings with institutional investors and research analysts were held in 2014.

本公司的股東廣泛而多元化，成員包括機構和散戶投資者。本公司積極運用互聯網和其他電子通信方式，適時和高透明地提供資訊。為了讓股東在掌握本公司表現之餘又不會過份看重短期業績，本公司決定不依照企業管治守則之建議最佳守則刊發季度財務業績。本公司改為於公司網站刊登其首三個月及九個月期間之最新業務資料。公司網站上亦載有年報、中期報告、向交易所提交的資料、視像錄影、新聞稿以及其他資料。

The Company has a wide and diverse shareholder base of institutional and retail investors. To ensure all shareholders have equal and timely access to important company information, the Company proactively utilizes internet and other forms of electronic communication to deliver information in a timely and transparent manner. To strike a balance between keeping shareholders abreast of the Company's performance on one hand and avoiding an unhealthy focus on short-term results on the other, the Company decided against following the CG Code Recommended Best Practice of publishing quarterly financial results. Instead, the Company publishes operations updates for the first three and nine month periods on its corporate website. Annual and interim reports, stock exchange filings, video webcasts, press releases and other materials are also accessible on the corporate website.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會歡迎股東對影響本集團的事項提出意見，並鼓勵他們出席股東大會，藉以直接向董事會或管理層反映他們關注的事項。本公司之股東週年大會（「股東週年大會」）是尤其重要的平台。為了鼓勵及方便股東出席股東週年大會，本公司於大會舉行日期前最少20個工作日發出通知，並附奉詳盡的會議議程。為確保清楚達意，各項獨立議題是以獨立的決議案提出。

根據細則，持有本公司不少於十份一的實繳股本，並且在股東大會上擁有投票權的任何股東，有權以書面請求形式要求董事會就該書面請求中指明的任何業務交易召開特別股東大會。

投資者與股東如有意在股東大會上提出建議，又或向董事會提出查詢，可聯絡本公司之投資者關係部，其聯絡詳情載於本年報第184頁。

本公司於2014年5月16日舉行2014年度股東週年大會。會議假座香港九龍長沙灣道777至779號天安工業大廈3樓B座舉行。出席會議的個別董事會成員如下：

The Board welcomes shareholders' views on matters affecting the Group, and encourages their attendance at shareholders' meetings to communicate any concerns they may have with the Board or management directly. The Company's Annual General Meeting ("AGM") is an especially important forum. In order to encourage and facilitate shareholder attendance at its AGM, the Company gives at least 20 clear business days' prior notice together with a detailed agenda. To ensure clear communication, each substantially separate issue is proposed under a separate resolution.

In accordance with the Bye-Laws, any shareholder holding not less than one-tenth of the paid-up capital of the Company carrying the right to vote at general meetings shall have the right, by written requisition, to require a special general meeting to be called by the Board for transaction of any business specified in such requisition.

Investors and shareholders who wish to put forward proposals at shareholder's meetings or to make enquiries of the Board may do so by contacting our Investor Relations Department whose contact details are listed on page 184 of this annual report.

The Company held its 2014 AGM on May 16, 2014. The meeting was held at Block B, 3rd Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong. Attendance of individual Board members at the AGM is set out below:

股東會議	Shareholders' Meeting in 2014	出席次數/ 會議舉行次數 AGM Meeting attended/held
獨立非執行董事	Independent Non-executive Directors	
畢滌凡博士	Dr. Barry John BUTTIFANT	1/1
鄺其志先生，GBS，JP	Mr. KWONG Ki Chi, GBS, JP	1/1
梁覺教授	Professor LEUNG Kwok	1/1
Simon Devilliers RUDOLPH先生 ²	Mr. Simon Devilliers RUDOLPH ²	1/1
非執行董事	Non-executive Directors	
鄭志剛博士	Dr. CHENG Chi Kong, Adrian	0/1
陳世昌先生	Mr. CHAN Sai Cheong	1/1
執行董事	Executive Directors	
劉國權博士 (主席及行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	1/1
Ishwar Bhagwandas CHUGANI先生	Mr. Ishwar Bhagwandas CHUGANI	0/1
文道明先生 ¹	Mr. Dominic Leo Richard IRWIN ¹	不適用/N/A
陳嘉緯先生 ¹	Mr. CHAN Ka Wai ¹	不適用/N/A

¹ 文道明先生於2014年6月20日獲委任執行董事。

Mr. Dominic Leo Richard IRWIN was appointed as an Executive Director on June 20, 2014.

¹ 陳嘉緯先生於2014年6月20日獲委任執行董事。

Mr. CHAN Ka Wai was appointed as an Executive Director on June 20, 2014.

企業管治報告書

CORPORATE GOVERNANCE REPORT

主席宣布2014年股東週年大會正式開始後，講解了投票表決之程序以及所收到之代表委任文件之數目。會上處理之事務如下：

- 採納經審核財務報表及董事會與獨立核數師報告書；
- 有關末期股息的決議案；
- 重選退任董事及選舉董事；
- 重新委聘核數師；
- 有關發行股份之一般授權的決議案；及
- 重續購回股份之一般授權。

本公司建議於2015年5月22日舉行2015年股東週年大會。載於股東週年大會的通知上的每項議案將會根據上市規則按點算股數方式投票。

本公司之細則於年內並無變動。根據規管本公司之相關法律，若需修訂細則，本公司將於本公司股東大會上提呈修訂案以供股東批准。

股東權利

應股東要求召開股東特別大會

股東有權要求董事會召開本公司的股東特別大會。持有本公司合共不少於十分之一(10%)繳足股本的股東可向本公司董事會寄發請求書，要求召開股東特別大會。

經有關股東簽妥的請求書須列明會議目的並送交本公司註冊辦事處。

本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據百慕達《1981年公司法》(「公司法」)第74條負責支付進行該等行動及安排所產生的開支。

The Chairman opened formal business at the 2014 AGM by advising on the voting procedures and the level of proxies received. The following items of business were considered at the meeting:

- Adoption of the audited financial statements and the reports from the directors and the independent auditor;
- Resolution on a final dividend;
- Re-election of retiring directors and election of directors;
- Re-appointment of auditor;
- Resolution on the grant of general mandate to issue shares; and
- Renewal of the general mandate to repurchase shares.

The 2015 AGM is proposed to be held on May 22, 2015. Each of the resolutions as set out in the notice of the AGM will be voted on by poll pursuant to the Listing Rules.

There was no change in the Company's Bye-Laws during the year. If any amendment to the Bye-Laws is necessary, according to the relevant law governing the Company, the Company will propose the amendment for shareholders' approval at a general meeting of the Company.

SHAREHOLDERS' RIGHTS

Convening of Special General Meetings on Requisition by Shareholders

Shareholders shall have the right to request the Board to convene a Special General Meeting ("SGM") of the Company. Shareholders holding in aggregate of not less than one-tenth (10%) of the paid up capital of the Company may send a written request to the Board of the Company to request for a SGM.

The written requisition, duly signed by the shareholders concerned, must state the purposes of the meeting and must be deposited at the registered office of the Company.

The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Section 74 of the Companies Act 1981 of Bermuda (the "Companies Act") once a valid requisition is received.

股東於股東大會提呈建議的程序

以下股東有權於本公司股東大會提呈建議(可於會議上正式提呈的建議)以供考慮：

- (a) 於請求日期佔本公司總投票權不少於二十分之一(5%)的任何股東；或
- (b) 不少於100位持有本公司股份的股東。

經有關股東簽妥並載列建議的請求書連同建議內的所述事宜須送交本公司註冊辦事處。本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據公司法第79及80條負責支付進行該等行動及安排所產生的開支。

如股東擬於股東大會上提名退任董事以外的人士參選董事，請查閱載於本公司網頁內之有關程序。

股東可隨時以書面方式透過公司秘書向董事會提出查詢及關注事宜，地址為香港九龍長沙灣道777至779號天安工業大廈5樓。

社會責任

本公司一向致力成為負責任的企業公民，並於2005年1月正式採納其企業社會責任政策聲明。自此，本公司一直恪守「為善者諸事順」的原則，於集團經營業務的社區，在與利益相關人士之關係、社區參與以及環境保護各範疇發揮正面影響。

Procedures for Making Proposals at General Meetings by Shareholders

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any members representing not less than one-twentieth (5%) of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 100 members holding shares in the Company.

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement with respect to the matter referred to in the proposal must be deposited at the registered office of the Company. The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

As regards proposing a person other than the retiring Director for election as a Director in a general meeting, please refer to the procedures available on the website of the Company.

Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary at 5th Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong.

SOCIAL RESPONSIBILITY

The Company has long been committed to being a responsible corporate citizen, and formally adopted its Corporate Social Responsibility policy statement in January 2005. Since then the Company continues to focus on “doing well by doing good” in order to have a positive impact in the communities where we do business, paying particular attention to stakeholder relations, community involvement and environmental protection.

企業管治報告書

CORPORATE GOVERNANCE REPORT

僱員關係

本公司相信，要獲得長遠成功，全賴機構內每一位成員的貢獻。因此，本公司以公平及尊重的態度對待員工。我們相信，通力合作、上下一心和互相信賴是集團根基所在。我們評選應徵者時考慮其能力和長處，並按照員工的個人表現決定酬報和擢升。

本公司亦認定價值、公平和專業及個人持續發展機會對優秀員工均屬同等重要之推動因素。因此，本公司投放大量資源於員工培訓及發展，除銷售及服務培訓外，更涵蓋管理、規劃及領導能力等範疇，全面支持員工專業及個人方面的發展。本公司同時設有僱員自學計劃，鼓勵員工自發自主學習。本公司不僅培育集團內人員，更投放資源為大中華區的業務夥伴及特許經營商提供培訓及發展計劃，令他們於瞬息萬變、競爭激烈的市場更具競爭力。本公司將繼續投資於學習及發展方面，以維持其競爭優勢。

本集團不時為僱員舉辦各類活動，包括由健康護理專業人員主持之健康生活講座，藉此協助僱員在工作與生活之間取得平衡。各個興趣小組亦積極籌辦不同體育或休閒活動，讓僱員能夠以最低費用甚至免費參與。

本公司亦會每年進行僱員滿意度調查，該等調查可讓我們取得有用的回應，以作為制訂公司政策時的參考。

供應鏈管理亦是本集團的成功關鍵，我們與供應商緊密合作，確保供應商符合我們有關品質、表現及勞務準則。我們更特別要求供應商遵守我們的核心道德採購規定，詳情如下：

- 供應商聘用的員工必須符合當地法定的最低工作年齡。
- 供應商不會在其生產設施的任何部份或任何方面僱用受強迫或被監禁的勞工。
- 不得虐待或威脅虐待員工。

EMPLOYEE RELATIONS

The Company believes that its long-term success depends on the contribution of each and every individual in the organization. As such, the Company is committed to treating our employees with fairness and respect. We believe in co-operation, teamwork and trust. We hire on the basis of ability and merit, and reward and promote on the basis of performance.

The Company also recognizes that values, fairness and opportunities for continuing professional and personal development are equally important drivers for high achievers. As such, the Company invests heavily not only in comprehensive staff training and development programs in sales and service, but also in management, planning and leadership programs addressing our people's professional and personal development needs. The Company also has an Employee Self-Learning Program to foster individual initiative and responsibility for development. In addition to investing in our own people, the Group also invests in training and development programs for its business partners and franchisees in the Greater China region to help them better compete in today's rapidly changing and highly competitive market. The Company will continue to invest in learning and development to maintain its competitive edge.

The Company organizes various activities, including seminars on healthy living conducted by healthcare professionals, for its employees from time to time to help them maintain a healthy work-life balance. Various interest groups are also active in organizing different sports events or leisure activities which employees can participate at minimal or no cost.

The Company also conducts employee satisfaction surveys annually and such surveys allow us to obtain useful feedback for reference in setting company policies.

Supply chain management is critical for the Group's success and we work closely with suppliers to ensure that they comply with our quality, performance and not least labor standards. In particular, we expect our suppliers to comply with our Core Ethical Sourcing Requirements as listed below:

- The supplier only employs workers that are above the local legal minimum age.
- The supplier does not use forced or prison labour in any part or aspects of its facilities.
- The workers are not subjected to physical abuse, or the threat of physical abuse.

- 供應商不得抵觸當地環保法律和法規。
- 供應商須為員工提供安全健康的工作環境。
- 若本公司或其委聘的第三方審核人員進行供應商審核期間發現任何問題，供應商必須致力糾正。
- The supplier does not contravene local environmental laws and regulations.
- The supplier provides a safe and healthy work environment for its workers.
- The supplier is committed to rectifying any areas of concern identified during supplier audits by the Company or its appointed third party auditors.

本集團的品質保證隊伍不時進行突擊調查，確保廠方符合本集團各方面的標準。

The Group's Quality Assurance team conducts surprise inspections from time to time to ensure that factories comply with the Group's various standards.

社區參與

秉承「沒有陌生人的世界」這個信念，本集團積極支持各慈善機構及慈善活動，特別關注與教育、兒童及弱勢社群有關的項目。其中一項是由中國青少年發展基金會籌劃的公共服務項目－希望工程。本集團為此項目的長期支持者，透過資金捐助興建佐丹奴希望小學為內地貧困農村的兒童提供小學教育之機會。截至2014年年底，已設立了22所佐丹奴希望小學。此外，本集團亦捐助福幼基金會，表達對中國大陸兒童福利的支持。

COMMUNITY INVOLVEMENT

Acting on our belief in a “World Without Strangers”, the Group actively supports various charitable organizations and causes, especially those associated with education, children and the underprivileged. One such program is Project Hope, a public service project organized by the China Youth Development Foundation. The Group has been a longstanding supporter of the project's work in providing children in poverty-stricken rural areas in Mainland China with access to primary school education by funding the construction of a number of Giordano Hope primary schools. Thus far, there had been twenty two Giordano Hope primary school of Hope completed to the end of 2014. The Group also donated to the Caring for Children Foundation in support of children's welfare in the Mainland.

環境保護

本集團亦致力透過減低消耗電力以推行環境保護及保育，因大部份電力是由燃燒碳及其他化石燃料所產生。自2008年起，本集團推行了有關旗下店舖轉用節能照明設備之措施。截至2014年年底，本集團於南韓、新加坡、台灣、泰國和中東等之門市，已轉用節能照明設備。

ENVIRONMENTAL PROTECTION

The Group is also committed to protecting and sustaining the environment through reduced consumption of electrical power, much of which is generated from the burning of carbon and other fossil fuels. In 2008, the Group launched an initiative to convert its shops to using energy saving lighting. By the end of 2014, most of the Group's stores in South Korea, Singapore, Taiwan, Thailand and the Middle East converted to using energy-saving lighting.

本集團「綠色團隊」，由來自不同部門的代表組成，共同致力提倡低碳生活。於2014年「綠色團隊」每月安排各類活動，讓員工學習及體驗低碳生活，其中包括資源回收循環再用活動。

Our “Green Team” initiates and brings together representatives from different departments to promote low carbon living. In 2014, The Green Team organized various monthly activities for staff to learn about and experience low carbon living which include recycling campaigns.

董事會報告書

DIRECTORS' REPORT

董事會欣然提呈本公司及本集團截至2014年12月31日止年度之董事會報告書及經審核財務報表。

主要業務

本公司為一投資控股公司。本集團之主要業務為經營零售及分銷Giordano及Giordano Junior、Giordano Ladies及BSX等品牌之基本及時尚男女服裝、童裝及配襯用品。該等品牌儘管以不同市場分部為銷售目標，皆致力為消費者提供優良品質、物有所值的服裝及服務。

分部資料

本集團截至2014年12月31日止年度按照主要業務及地區之表現分析載於財務報表附註5。

業績

本集團截至2014年12月31日止年度之業績及本公司與本集團於該日之財政狀況俱載於第96頁至第176頁之財務報表內。

股息

中期股息每股10.5港仙已於2014年9月26日派發。

董事會向股東建議派發截至2014年12月31日止年度末期股息每股14.5港仙予2015年6月3日名列本公司股東名冊上之股東。

儲備

本年度內，儲備之變動情況載於第104頁至第109頁之權益變動表。

可供分派儲備

於2014年12月31日，本公司之可供分派滾存溢利及繳入盈餘為9.16億港元（2013年：9.77億港元）。

慈善捐款

本集團於本年度內之慈善捐款為29.1萬港元（2013年：19萬港元）。

The directors are pleased to submit their report together with the audited financial statements of the Company and of the Group for the year ended December 31, 2014.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal business of the Group is the retail and distribution of men's, women's and children's basic and fashion apparel and accessories under the Giordano & Giordano Junior, Giordano Ladies and, BSX brands through its own stores as well as third party franchisees. Although targeted at different market segments, the brands all strive to deliver excellent quality, value and service to consumers.

SEGMENT INFORMATION

An analysis of the Group's performance by principal activity and geography for the year ended December 31, 2014 is set out in note 5 to the financial statements.

RESULTS

The results of the Group for the year ended December 31, 2014 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 96 to 176.

DIVIDENDS

An interim dividend of 10.5 HK cents per share were paid on September 26, 2014.

The directors recommend to shareholders the payment of a final dividend of 14.5 HK cents per share for the year ended December 31, 2014 to those shareholders whose names appear on the register of members of the Company on June 3, 2015.

RESERVES

Movements in reserves during the year are set out in the Statements of Changes in Equity on pages 104 to 109.

DISTRIBUTABLE RESERVES

As at December 31, 2014, the retained profits of the Company together with the contributed surplus available for distribution amounted to HK\$916 million (2013: HK\$977 million).

CHARITABLE DONATIONS

Donations made for charitable purposes by the Group during the year amounted to HK\$291,000 (2013: HK\$190,000).

固定資產

本年度內，本集團共添置約144億港元(2013年：1.56億港元)之固定資產。本年度固定資產變動情況載於財務報表附註15及22。

主要附屬公司

本公司於2014年12月31日之主要附屬公司之詳情載於財務報表附註36。

銀行貸款

於2014年12月31日，本集團並無須即付或於一年內償還之銀行貸款(2013年：3.32億港元)。

主要供應商及客戶

本集團於本年度內主要供應商所佔的購買總額百分比如下：

購買額

最大供應商	31%
五大供應商總額合計	50%

本集團於本年度內首五大客戶所佔的銷售總額均低於30%。

本公司的董事或其任何聯繫人或任何股東(據董事所深知擁有本公司已發行股本5%以上者)概無於本集團任何五大供應商及五大客戶中擁有任何權益。

十年財務資料

本集團過去十個財政年度之業績、資產及負債摘要載於第2頁及第3頁。

股本

本公司之股本於本年度內之變動詳情載於財務報表附註26。

購股權資料

本公司購股權計劃之摘要及本公司購股權於本年度內變動詳情載於第177頁至第183頁。

FIXED ASSETS

During the year, the Group acquired fixed assets of approximately HK\$144 million (2013: HK\$156 million). Movements in fixed assets during the year are set out in notes 15, and 22 to the financial statements.

PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at December 31, 2014 are set out in note 36 to the financial statements.

BANK LOANS

As at December 31, 2014, the Group had no bank loans (2013: HK\$332 million) that were repayable on demand or within one year.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate percentages of purchases attributable to the Group's major suppliers during the year are as follows:

Purchases

The largest supplier	31%
Five largest suppliers combined	50%

The percentage of the sales attributable to the Group's five largest customers is less than 30% during the year.

None of the directors, their associates, or any shareholders (which, to the knowledge of the directors, own more than 5% of the issued share capital of the Company) had a beneficial interest in the Group's five largest suppliers and customers.

TEN-YEAR FINANCIAL INFORMATION

A summary of the results, assets and liabilities of the Group for the last ten fiscal years is set out on pages 2 and 3.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are shown in note 26 to the financial statements.

SHARE OPTION INFORMATION

A summary of the Company's share option scheme and details of the movement in share options of the Company during the year are set out on pages 177 to 183.

董事會報告書

DIRECTORS' REPORT

股份優先購買權

本公司之細則中並無股份優先購買權之規定，惟百慕達法例則無限制該等權利。

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於本年度內並無購買、出售或贖回本公司之任何上市證券。

董事會

於本年度內及截至本報告書之日期止，本公司之董事為：

劉國權博士
陳嘉緯先生¹
文道明先生¹
Ishwar Bhagwandas CHUGANI先生
鄭志剛博士[#]
陳世昌先生[#]
畢滌凡博士*
鄺其志先生，GBS，JP*
梁覺教授*
Simon Devilliers RUDOLPH先生*

[#] 非執行董事

* 獨立非執行董事

¹ 於2014年6月20日獲委任

於即將舉行之股東週年大會，鄭志剛博士、陳世昌先生及鄺其志先生，將根據本公司細則第98條規定輪值告退，而文道明先生及陳嘉緯先生將根據本公司細則第101(B)條規定告退。

文道明先生、陳嘉緯先生、鄭志剛博士、陳世昌先生及鄺其志先生符合資格並願意於即將舉行之股東週年大會上膺選連任。

於本報告日，本公司董事之個人資料詳載於本年報第58頁至第63頁。有關將退任並獲推薦重選之董事的進一步資料詳載於通告函。

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Bye-Laws although there are no restrictions against having such rights under the laws of Bermuda.

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

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

DIRECTORS

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

Dr. LAU Kwok Kuen, Peter
Mr. CHAN Ka Wai¹
Mr. Dominic Leo Richard IRWIN¹
Mr. Ishwar Bhagwandas CHUGANI
Dr. CHENG Chi Kong, Adrian[#]
Mr. CHAN Sai Cheong[#]
Dr. Barry John BUTTIFANT*
Mr. KWONG Ki Chi, GBS, JP*
Professor LEUNG Kwok*
Mr. Simon Devilliers RUDOLPH*

[#] Non-executive directors

* Independent non-executive directors

¹ Appointed on June 20, 2014

At the forthcoming annual general meeting of the Company, Dr. CHENG Chi Kong, Adrian, Mr. CHAN Sai Cheong and Mr. KWONG Ki Chi shall retire by rotation in accordance with Bye-Law 98 of the Company, and both Mr. Dominic Leo Richard IRWIN and Mr. CHAN Ka Wai shall retire in accordance with Bye-Law 101(B) of the Company.

Mr. Dominic Leo Richard IRWIN, Mr. CHAN Ka Wai, Dr. CHENG Chi Kong, Adrian, Mr. CHAN Sai Cheong and Mr. KWONG Ki Chi, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Biographical details of the directors of the Company as at the date of this report are set out on pages 58 to 63 of this annual report. Further information of the retiring directors proposed to be re-elected are set out in the circular.

董事服務合約

擬於即將召開之股東週年大會上膺選連任之董事，概無與本公司或其附屬公司訂立本集團不可於一年內毋須賠償（法定補償除外）而終止之服務合約。

董事享有權益之合約

本公司或其任何附屬公司概無參與訂立於年內或年終任何時間使本公司任何董事擁有不論直接或間接之重大權益之合約。

董事之證券權益

於2014年12月31日，本公司董事及行政總裁在本公司或其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有根據該條例第352條須予備存的登記冊所載或根據香港聯合交易所有限公司（「聯交所」）之上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司和聯交所之任何權益及淡倉如下：

DIRECTORS' SERVICE CONTRACT

The directors being proposed for re-election at the forthcoming annual general meeting do not have any service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

None of the directors had a material interest, whether directly or indirectly, in any contract of significance subsisted during or at the end of the year to which the Company or any of its subsidiaries was a party.

DIRECTORS' INTERESTS IN SECURITIES

As at December 31, 2014, the interests and short positions of the directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept under section 352 of the SFO; or as 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 (the "Model Code"), were as follows:

董事姓名 Name of director	權益性質 Nature of interest	股份 實益權益 (附註) Beneficial interest in shares (Note)	非上市之 相關股份 實益權益 (附註) Beneficial interest in unlisted underlying shares (Note)	總權益 百分率概約 Approximate aggregate percentage of interests
劉國權 LAU Kwok Kuen, Peter	個人 Personal	27,318,000	-	1.74%
Ishwar Bhagwandas CHUGANI	個人 Personal	1,200,000	6,000,000	0.46%
文道明 Dominic Leo Richard IRWIN	個人 Personal	-	6,000,000	0.38%
陳嘉緯 CHAN Ka Wai	個人 Personal	300,000	3,000,000	0.21%

附註：擁有之股份及股本衍生工具之相關股份權益均為好倉。
非上市之股本衍生工具之相關股份乃按本公司採納之購股權計劃而授予董事之購股權，有關資料載列於第179頁及第181頁。

Note: Interests in the shares and underlying shares of equity derivatives were long position. Underlying unlisted shares are share options granted to the directors pursuant to the share option scheme of the Company and details of which are set out on pages 179 and 181.

董事會報告書

DIRECTORS' REPORT

除上述披露外，於2014年12月31日，本公司董事及行政總裁概無在本公司及其相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有或被視作擁有根據該條例第352條須予備存的登記冊所載或根據「標準守則」須知會本公司和聯交所之任何權益或淡倉。此外，除上述披露外，本公司或其任何附屬公司於截至2014年12月31日止整年內概無訂立任何安排，令本公司董事或彼等之配偶或未滿18歲之子女可藉購入本公司或其他法團之股份或債權證而獲益。

主要股東

於2014年12月31日，根據證券及期貨條例第336條記錄於本公司存置之登記冊，下列人士（除本公司董事及行政總裁外）擁有本公司之股份或相關股份之權益或淡倉5%或以上：

Save as disclosed above, as at December 31, 2014, none of the directors nor chief executive of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO; or as notified to the Company and the Stock Exchange pursuant to the Model Code. Furthermore, save as disclosed above, at no time during the year ended December 31, 2014 was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at December 31, 2014, the following persons, other than directors and chief executive of the Company, having interests or short positions of 5% or more in the Company's shares or underlying shares were recorded in the register kept by the Company pursuant to section 336 of the SFO:

名稱 Name	附註 Note	好倉股份及 相關股份總數 Aggregate long position in shares and underlying shares of interests	總權益 百分率概約 Approximate aggregate percentage of interests
Aberdeen Asset Management Plc and its associates	1	329,913,469	21.01%
Sino Wealth International Limited 周大福代理人有限公司	2	384,830,000	24.51%
Chow Tai Fook Nominee Limited 拿督鄭裕彤博士	2	384,830,000	24.51%
Dato' Dr. CHENG Yu Tung	2	384,830,000	24.51%

附註：

1. Aberdeen Asset Management Plc及其聯繫人以投資經理身份持有329,913,469股股份。

Notes:

1. Aberdeen Asset Management Plc and its associates held 329,913,469 shares in the capacity of Investment Manager.

董事會報告書

DIRECTORS' REPORT

由Aberdeen Asset Management Plc及其多間全資附屬公司代表其所管理的賬戶持有下列股份：

Aberdeen Asset Management Plc and its various wholly owned subsidiaries held the following shares on behalf of the accounts they managed:

附屬公司名稱 Name of subsidiary	好倉股份總數 Aggregate long position in shares
Aberdeen Asset Management Asia Limited	307,305,000
Aberdeen Asset Management Inc	20,014,000
Aberdeen Asset Management Limited	206,000
Aberdeen Asset Managers Limited	74,062,000
Aberdeen International Fund Managers Limited	245,297,469
Aberdeen Private Wealth Management Limited	18,580,000

2. 該等股份指Sino Wealth International Limited持有的384,830,000股份。Sino Wealth International Limited由周大福代理人有限公司全資擁有，而周大福代理人有限公司則由拿督鄭裕彤博士控制。因此，就證券及期貨條例而言，周大福代理人有限公司及拿督鄭裕彤博士被視為於Sino Wealth International Limited持有上述股份及相關股份中擁有權益。

2. Those shares represent 384,830,000 shares held by Sino Wealth International Limited. Sino Wealth International Limited is wholly owned by Chow Tai Fook Nominee Limited, which is in turn controlled by Dato' Dr. CHENG Yu Tung. As such, Chow Tai Fook Nominee Limited and Dato' Dr. CHENG Yu Tung were deemed to have interests in the said shares and underlying shares held by Sino Wealth International Limited for the purpose of the SFO.

管理合約

本年度內，本公司並無訂立或進行任何與本公司全部或重要業務有關之管理及行政合約。

MANAGEMENT CONTRACTS

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

關連交易

本年度內，本公司並無關連交易須根據上市規則第14A章作出披露。

CONNECTED TRANSACTION

The Company did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules during the year.

公眾持股量

於本報告日，根據本公司可以得悉之公開資料及本公司董事亦知悉之情況下，本公司已按上市規則之要求，維持足夠公眾持股量。

PUBLIC FLOAT

As at the date of this report, the Company has maintained the prescribed public float required under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the directors.

核數師

羅兵咸永道會計師事務所將退任，惟願膺選連任，而重聘彼等之有關決議案於即將舉行之股東週年大會上提呈。

AUDITOR

PricewaterhouseCoopers shall retire and being eligible, offer itself for re-appointment, and a resolution to this effect will be proposed at the forthcoming annual general meeting.

承董事會命
劉國權
主席

On behalf of the Board
LAU Kwok Kuen, Peter
Chairman

香港，2015年3月3日

Hong Kong, March 3, 2015

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

致佐丹奴國際有限公司股東
(於百慕達註冊成立的有限公司)

**TO THE SHAREHOLDERS OF
GIORDANO INTERNATIONAL LIMITED**
(incorporated in Bermuda with limited liability)

本核數師(以下簡稱「我們」)已審計列載於第96頁至176頁佐丹奴國際有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的合併財務報表，此合併財務報表包括於2014年12月31日的合併及公司資產負債表與截至該日止年度的合併利潤表、合併綜合收益表、合併權益變動表及合併現金流量表，以及主要會計政策概要及其他附註解釋資料。

We have audited the consolidated financial statements of Giordano International Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 96 to 176, which comprise the consolidated and company balance sheets as at December 31, 2014, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

董事就合併財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製合併財務報表，以令合併財務報表作出真實而公平的反映，及落實其認為編製合併財務報表所必要的內部控制，以使合併財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

Directors' responsibility for the consolidated financial statements

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

核數師的責任

我們的責任是根據我們的審計對該等合併財務報表作出意見，並按照百慕達《1981年公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with Section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

審計涉及執程序以獲取有關合併財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致合併財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製合併財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及所作出會計估計的合理性，以及評價合併財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

意見

我們認為，該等合併財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於2014年12月31日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，2015年3月3日

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 December 31, 2014, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, March 3, 2015

合併利潤表

CONSOLIDATED INCOME STATEMENT

截至2014年12月31日止年度
For the year ended December 31, 2014

(除每股盈利外， 以百萬港元為單位)	(In HK\$ millions, except earnings per share)	附註 Note	2014	2013
銷售額	Sales	5	5,545	5,848
銷售成本	Cost of sales		(2,331)	(2,297)
毛利	Gross profit		3,214	3,551
其他收入及其他收益，淨額	Other income and other gains, net	6	77	113
分銷費用	Distribution expense		(2,360)	(2,370)
行政費用	Administrative expense		(389)	(466)
經營溢利	Operating profit	7	542	828
融資費用	Finance expense	8	(1)	(4)
應佔共同控制公司溢利	Share of profit of jointly controlled companies	18	54	77
應佔聯營公司溢利	Share of profit of associates	19	1	2
除稅前溢利	Profit before taxation	5	596	903
稅項	Taxation	11	(130)	(173)
本年度溢利	Profit for the year		466	730
應佔溢利：	Profit attributable to:			
本公司股東	Shareholders of the Company	12	408	663
非控制性權益	Non-controlling interests		58	67
			466	730
本公司股東應佔溢利之 每股盈利	Earnings per share for profit attributable to shareholders of the Company	13		
基本 (港仙)	Basic (HK cents)		26.0	42.6
攤薄 (港仙)	Diluted (HK cents)		25.9	42.1
股息	Dividends	14(a)	393	626

合併綜合收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2014年12月31日止年度
For the year ended December 31, 2014

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
本年度溢利	Profit for the year	466	730
其他綜合收益：	Other comprehensive income:		
或可轉移到損益賬之項目	Items that may be reclassified		
	to profit or loss		
可出售金融資產 公允值之變動(附註20)	Fair value change on available-for-sale financial asset (Note 20)	1	(10)
可出售金融資產減值虧損	Impairment loss on available-for-sale financial asset	4	-
應佔共同控制公司其他 綜合收益	Share of other comprehensive income of jointly controlled company	(2)	-
現金流量套期公允值 之(虧損)/溢利(附註25)	Fair value (loss)/gain on cash flow hedge (Note 25)	(3)	3
海外附屬公司、聯營公司、 共同控制公司及分公司換算 之匯兌調整	Exchange adjustment on translation of overseas subsidiaries, associates, jointly controlled entities and branches	(67)	(40)
本年度總綜合收益	Total comprehensive income for the year	399	683
應佔總綜合收益：	Total comprehensive income attributable to:		
本公司股東	Shareholders of the Company	343	645
非控制性權益	Non-controlling interests	56	38
		399	683

合併資產負債表

CONSOLIDATED BALANCE SHEET

2014年12月31日
December 31, 2014

截至12月31日
As at 31 December

(以百萬港元為單位)	(In HK\$ millions)	附註 Note	2014	2013
資產	ASSETS			
非流動資產	Non-current assets			
物業、機器及設備	Property, plant and equipment	15	281	284
商譽	Goodwill	16	535	535
共同控制公司權益	Interest in jointly controlled companies	18	532	539
聯營公司權益	Interest in associates	19	4	5
可出售金融資產	Available-for-sale financial assets	20	15	14
於損益賬按公允值處理之金融資產	Financial assets at fair value through profit or loss	21	28	28
租賃土地及租金預付款項	Leasehold land and rental prepayments	22	228	246
租賃按金	Rental deposits		136	153
遞延稅項資產	Deferred tax assets	29	45	49
			1,804	1,853
流動資產	Current assets			
存貨	Inventories	23	514	518
租賃土地及租金預付款項	Leasehold land and rental prepayments	22	45	44
應收賬款及其他應收款	Trade and other receivables	24	579	614
衍生金融工具	Derivative financial instruments	25	-	3
現金及銀行結存	Cash and bank balances	31	915	1,437
			2,053	2,616
資產總額	Total assets		3,857	4,469

合併資產負債表(續)

CONSOLIDATED BALANCE SHEET (continued)

2014年12月31日
December 31, 2014

截至12月31日
As at 31 December

(以百萬港元為單位)	(In HK\$ millions)	附註 Note	2014	2013
權益及負債	EQUITY AND LIABILITIES			
股本及儲備	Capital and reserves			
股本	Share capital	26	78	78
儲備	Reserves	27	2,604	2,642
擬派股息	Proposed dividends	14	228	376
本公司股東應佔權益	Equity attributable to shareholders of the Company		2,910	3,096
非控制性權益	Non-controlling interests		174	153
權益總額	Total equity		3,084	3,249
非流動負債	Non-current liabilities			
授出認沽期權負債	Put option liabilities	28	-	102
遞延稅項負債	Deferred tax liabilities	29	121	118
			121	220
流動負債	Current liabilities			
應付賬款及其他應付款	Trade and other payables	30	460	532
授出認沽期權負債	Put option liabilities	28	102	-
銀行貸款	Bank loans	32	-	332
稅項	Taxation		90	136
			652	1,000
負債總額	Total liabilities		773	1,220
權益及負債總額	Total equity and liabilities		3,857	4,469
淨流動資產	Net current assets		1,401	1,616
資產總額減流動負債	Total assets less current liabilities		3,205	3,469

劉國權
LAU Kwok Kuen, Peter
董事
Director

文道明
Dominic Leo Richard IRWIN
董事
Director

資產負債表

BALANCE SHEET

2014年12月31日
December 31, 2014

(以百萬港元為單位)	(In HK\$ millions)	附註 Note	2014	2013
資產	ASSETS			
非流動資產	Non-current assets			
物業、機器及設備	Property, plant and equipment	15	7	8
附屬公司權益	Interest in subsidiaries	17	817	817
於損益賬按公允值處理 之金融資產	Financial assets at fair value through profit or loss	21	28	28
應收附屬公司款項	Amounts due from subsidiaries	17	233	239
租賃土地及租金預付款項	Leasehold land and rental prepayments	22	119	124
租賃按金	Rental deposits		1	1
			1,205	1,217
流動資產	Current assets			
租賃土地及租金預付款項	Leasehold land and rental prepayments	22	5	5
應收賬款及其他應收款	Trade and other receivables	24	3	8
應收附屬公司款項	Amounts due from subsidiaries	17	1,067	699
現金及銀行結存	Cash and bank balances	31	46	122
			1,121	834
資產總額	Total assets		2,326	2,051

資產負債表(續) BALANCE SHEET (continued)

2014年12月31日
December 31, 2014

(以百萬港元為單位)	(In HK\$ millions)	附註 Note	2014	2013
權益及負債	EQUITY AND LIABILITIES			
股本及儲備	Capital and reserves			
股本	Share capital	26	78	78
儲備	Reserves	27	1,629	1,532
擬派股息	Proposed dividends	14	228	376
權益總額	Total equity		1,935	1,986
流動負債	Current liabilities			
應付賬款及其他應付款	Trade and other payables	30	3	6
應付附屬公司款項	Amounts due to subsidiaries	17	387	26
銀行貸款	Bank loans	32	-	33
稅項	Taxation		1	-
負債總額	Total liabilities		391	65
權益及負債總額	Total equity and liabilities		2,326	2,051
淨流動資產	Net current assets		730	769
資產總額減流動負債	Total assets less current liabilities		1,935	1,986

劉國權
LAU Kwok Kuen, Peter
董事
Director

文道明
Dominic Leo Richard IRWIN
董事
Director

合併現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至2014年12月31日止年度
For the year ended December 31, 2014

(以百萬港元為單位)	(In HK\$ millions)	附註 Note	2014	2013
經營業務：	Operating activities:			
除稅前溢利	Profit before taxation		596	903
調整：	Adjustments for:			
應佔共同控制公司溢利	Share of profit of jointly controlled companies	18	(54)	(77)
應佔聯營公司溢利	Share of profit of associates	19	(1)	(2)
租賃土地及租金預付款項攤銷	Amortization of leasehold land and rental prepayments	22	57	66
利息收入	Interest income	6	(16)	(24)
折舊	Depreciation	7	140	128
出售物業、機器及設備之淨(收益)/虧損	Net (gain)/loss on disposal of property, plant and equipment	6	(14)	2
可供出售金融資產減值虧損	Impairment loss on available-for-sale financial asset		4	-
聯營公司權益減值虧損	Impairment loss on associates		2	-
銀行貸款利息	Interest on bank loans	8	1	4
購股權費用	Share option expense	9	2	8
匯兌調整	Exchange difference		(27)	(29)
營運資金、利息及稅項變動前之經營現金流入	Operating cash inflow before changes in working capital, interest and tax		690	979
存貨之減少/(增加)	Decrease/(Increase) in inventories		4	(42)
應收賬款及其他應收款之減少	Decrease in trade and other receivables		57	43
應付賬款及其他應付款之減少	Decrease in trade and other payables		(72)	(56)
經營活動所產生之現金	Cash generated from operations		679	924
已付利息	Interest paid		(1)	(4)
已付香港利得稅	Hong Kong profits tax paid		(26)	(57)
已付海外稅項	Overseas tax paid		(134)	(127)
經營業務之現金流入淨額	Net cash inflow from operating activities		518	736

合併現金流量表(續)

CONSOLIDATED CASH FLOW STATEMENT (continued)

截至2014年12月31日止年度
For the year ended December 31, 2014

(以百萬港元為單位)	(In HK\$ millions)	附註 Note	2014	2013
投資業務：	Investing activities:			
購買物業、機器及設備	Purchase of property, plant and equipment	15	(144)	(156)
出售物業及租賃土地之收入	Proceeds from disposal of property and leasehold land		13	-
租賃土地及租金預付款項之增加	Increase in leasehold land and rental prepayments	22	(43)	(56)
租賃按金之減少/(增加)	Decrease/(Increase) in rental deposits		2	(9)
銀行定期存款之(增加)/減少	(Increase)/decrease in bank time deposits	31	(22)	435
已收利息	Interest received		16	24
已收共同控制公司股息	Dividends received from jointly controlled companies		37	60
投資業務之現金流入/(流出)淨額	Net cash (outflow)/inflow from investing activities		(141)	298
融資業務：	Financing activities:			
發行股本所得款項	Proceeds from issue of share capital		11	98
已收從非控制性權益對附屬公司的注資	Capital injection to a subsidiary from a non-controlling interest		2	-
已付非控制性權益股息	Dividends paid to non-controlling interests		(37)	(128)
已付股息	Dividends paid		(542)	(640)
償還銀行貸款	Repayments of bank loans		(333)	-
融資業務之現金流出淨額	Net cash outflow from financing activities		(899)	(670)
現金及現金等值之(減少)/增加	(Decrease)/increase in cash and cash equivalents		(522)	364
年初現金及現金等值結存	Cash and cash equivalents at the beginning of the year		1,232	872
現金及現金等值外幣匯率變動之影響	Effect of foreign exchange rate changes on cash and cash equivalents		(22)	(4)
年終現金及現金等值結存	Cash and cash equivalents at the end of the year		688	1,232
現金及現金等值結存之分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及銀行結存	Cash and bank balances	31	915	1,437
減：存款日起三個月以上到期之銀行定期存款	Less: Bank deposits with maturity over three months		(227)	(205)
			688	1,232

權益變動表

STATEMENTS OF CHANGES IN EQUITY

截至2014年12月31日止年度
For the year ended December 31, 2014

(a) 集團 Group

(以百萬港元為單位) (In HK\$ millions)	本公司股東應佔權益 Attributable to shareholders of the Company											非控制性 權益 Non- controlling interests	權益總額 Total equity
	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	可出售之金 融資產儲備 Available- for-sale financial asset reserve	滾存溢利 Retained profits	合計 Total			
於2014年1月1日 At January 1, 2014, as restated	78	383	3	905	23	132	91	(5)	1,486	3,096	153	3,249	
本年度溢利 Profit for the year	-	-	-	-	-	-	-	-	408	408	58	466	
其他綜合收益： Other comprehensive income:													
- 可出售金融資產公允價值 之變動(附註20) - Fair value change on available- for-sale financial assets (Note 20)	-	-	-	-	-	-	-	1	-	1	-	1	
- 可出售金融資產減值虧損 - Impairment loss on available- for-sale financial asset	-	-	-	-	-	-	-	4	-	4	-	4	
- 現金流量套期公允價值之溢利(附註25) - Fair value gain on cash flow hedge (Note 25)	-	-	-	-	-	-	(3)	-	-	(3)	-	(3)	
- 應佔共同控制公司 其他綜合收益 - Share of other comprehensive income of jointly controlled company	-	-	-	-	-	-	(2)	-	-	(2)	-	(2)	
- 海外附屬公司、聯營公司、 共同控制公司及分公司換算 之匯兌調整 - Exchange adjustment on translation of overseas subsidiaries, associates, jointly controlled entities and branches	-	-	-	-	-	(65)	-	-	-	(65)	(2)	(67)	
總綜合收益 Total comprehensive income	-	-	-	-	-	(65)	(5)	5	408	343	56	399	

權益變動表 (續)

STATEMENTS OF CHANGES IN EQUITY (continued)

截至2014年12月31日止年度
For the year ended December 31, 2014

(a) 集團 Group

本公司股東應佔權益
Attributable to shareholders of the Company

(以百萬港元為單位) (In HK\$ millions)	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備	股份溢價 Share premium	購股權 儲備	匯兌儲備 Exchange reserve	其他儲備 Other reserves	可出售之金 融資產儲備	滾存溢利 Retained profits	非控制性 權益	權益總額 Total equity
			Capital redemption reserve		Share options reserve			Available-for-sale financial asset reserve			
與所有者交易：											
Transactions with owners:											
儲備間撥轉											
Transfer among reserves	-	-	-	-	(3)	-	9	-	(6)	-	-
購股權計劃											
Share option scheme											
- 因行使購股權而發行之股份											
- Shares issued upon exercise of share options	-	-	-	11	-	-	-	-	-	11	-
- 購股權費用											
- Share option expense	-	-	-	-	2	-	-	-	-	2	-
本公司擁有人出資											
Capital contribution by non-controlling interests	-	-	-	-	-	-	-	-	-	-	2
非控制性權益股息											
Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(37)
2013年末期股息 (附註14(b))											
2013 final dividend (Note 14(b))	-	-	-	-	-	-	-	-	(377)	(377)	-
2014年中期股息 (附註14(a))											
2014 interim dividend (Note 14(a))	-	-	-	-	-	-	-	-	(165)	(165)	-
本公司擁有人出資及 向本公司擁有人分派總額											
Total contributions by and distributions to owners of the Company	-	-	-	11	(1)	-	9	-	(548)	(529)	(35)
與所有者總交易											
Total transactions with owners	-	-	-	11	(1)	-	9	-	(548)	(529)	(35)
於2014年12月31日											
At December 31, 2014	78	383	3	916	22	67	95	-	1,346	2,910	174

權益變動表（續）

STATEMENTS OF CHANGES IN EQUITY (continued)

截至2013年12月31日止年度

For the year ended December 31, 2013

(a) 集團 Group

(以百萬港元為單位) (In HK\$ millions)	本公司股東應佔權益 Attributable to shareholders of the Company											非控制性 權益 Non- controlling interests	權益總額 Total equity
	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	可出售之金 融資產儲備 Available- for-sale financial asset reserve	滾存溢利 Retained profits	合計 Total			
			資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	可出售之金 融資產儲備 Available- for-sale financial asset reserve	滾存溢利 Retained profits				
於2013年1月1日，重列 At January 1, 2013, as restated	77	383	3	808	21	143	30	5	1,515	2,985	156	3,141	
本年度溢利 Profit for the year	-	-	-	-	-	-	-	-	663	663	67	730	
其他綜合收益： Other comprehensive income:													
- 可出售金融資產公允價值 之變動（附註20） - Fair value change on available- for-sale financial assets (Note 20)	-	-	-	-	-	-	-	(10)	-	(10)	-	(10)	
- 現金流量套期公允價值 之溢利（附註25） - Fair value gain on cash flow hedge (Note 25)	-	-	-	-	-	-	3	-	-	3	-	3	
- 海外附屬公司、聯營公司、 共同控制公司及分公司換算 之匯兌調整 - Exchange adjustment on translation of overseas subsidiaries, associates, jointly controlled entities and branches	-	-	-	-	-	(11)	-	-	-	(11)	(29)	(40)	
總綜合收益 Total comprehensive income	-	-	-	-	-	(11)	3	(10)	663	645	38	683	

權益變動表 (續)

STATEMENTS OF CHANGES IN EQUITY (continued)

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

(a) 集團 Group

本公司股東應佔權益
Attributable to shareholders of the Company

(以百萬港元為單位) (In HK\$ millions)	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	可出售之金 融資產儲備 Available- for-sale financial asset reserve	滾存溢利 Retained profits	合計 Total	非控制性 權益 Non- controlling interests	權益總額 Total equity
			Capital redemption reserve									
與所有者交易：												
Transactions with owners:												
儲備間撥轉												
Transfer among reserves	-	-	-	-	(6)	-	58	-	(52)	-	-	-
購股權計劃												
Share option scheme												
- 因行使購股權而發行之股份												
- Shares issued upon exercise of share options	1	-	-	97	-	-	-	-	-	98	-	98
- 購股權費用												
- Share option expense	-	-	-	-	8	-	-	-	-	8	-	8
非控制性權益股息												
Dividends to non-controlling interests												
2012年末期股息(附註14(b))												
2012 final dividend (Note 14(b))	-	-	-	-	-	-	-	-	(390)	(390)	-	(390)
2013年中期股息(附註14(a))												
2013 interim dividend (Note 14(a))	-	-	-	-	-	-	-	-	(250)	(250)	-	(250)
本公司擁有人出資及 向本公司擁有人分派總額												
Total contributions by and distributions to owners of the Company	1	-	-	97	2	-	58	-	(692)	(534)	(41)	(575)
與所有者總交易												
Total transactions with owners	1	-	-	97	2	-	58	-	(692)	(534)	(41)	(575)
於2013年12月31日												
At December 31, 2013	78	383	3	905	23	132	91	(5)	1,486	3,096	153	3,249

權益變動表（續）

STATEMENTS OF CHANGES IN EQUITY (continued)

截至2014年12月31日止年度

For the year ended December 31, 2014

(b) 公司 Company

		股本	繳入盈餘	資本 贖回儲備	股份溢價	購股權 儲備	滾存溢利	權益總額
		Share	Contributed	Capital	Share	Share	Retained	Total
(以百萬港元為單位)	(In HK\$ millions)	capital	surplus	redemption	premium	options	profits	equity
於2014年1月1日	At January 1, 2014	78	540	3	905	23	437	1,986
本年度溢利(附註12)	Profit for the year (Note 12)	-	-	-	-	-	478	478
總綜合收益	Total comprehensive income	-	-	-	-	-	478	478
儲備間撥轉	Transfer among reserves	-	-	-	-	(3)	3	-
購股權計劃	Share option scheme	-	-	-	-	-	-	-
- 因行使購股權而發行之股份	- Shares issue upon exercise of share options	-	-	-	11	-	-	11
- 購股權費用	- Share option expense	-	-	-	-	2	-	2
2013年末期股息(附註14(b))	2013 final dividend (Note 14(b))	-	-	-	-	-	(377)	(377)
2014年中期股息(附註14(a))	2014 interim dividend (Note 14(a))	-	-	-	-	-	(165)	(165)
		-	-	-	11	(1)	(539)	(529)
於2014年12月31日	At December 31, 2014	78	540	3	916	22	376	1,935

權益變動表 (續)

STATEMENTS OF CHANGES IN EQUITY (continued)

截至2014年12月31日止年度
For the year ended December 31, 2014

(b) 公司 Company

2013年之比較數字如下：

The comparative figures for 2013 are set out as follows:

(以百萬港元為單位)	(In HK\$ millions)	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	滾存溢利 Retained profits	權益總額 Total equity
於2013年1月1日	At January 1, 2013	77	540	3	808	21	615	2,064
本年度溢利 (附註12)	Profit for the year (Note 12)	-	-	-	-	-	456	456
總綜合收益	Total comprehensive income	-	-	-	-	-	456	456
儲備間撥轉	Transfer among reserves	-	-	-	-	(6)	6	-
購股權計劃	Share option scheme							
- 因行使購股權而發行之股份	- Shares issue upon exercise of share options	1	-	-	97	-	-	98
- 購股權費用	- Share option expense	-	-	-	-	8	-	8
2012年末期股息 (附註14(b))	2012 final dividend (Note 14(b))	-	-	-	-	-	(390)	(390)
2013年中期股息 (附註14(a))	2013 interim dividend (Note 14(a))	-	-	-	-	-	(250)	(250)
		1	-	-	97	2	(634)	(534)
於2013年12月31日	At December 31, 2013	78	540	3	905	23	437	1,986

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

2014年12月31日
December 31, 2014

1. 一般資料

佐丹奴國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)透過一個擁有超過2,400間店舖並遍布20多個國家之零售網絡分銷及銷售Giordano及Giordano Junior、Giordano Ladies及BSX等時尚服裝品牌。

本公司為一間於百慕達註冊成立的有限責任公司，其註冊辦事處位於Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda。本公司的證券於香港聯合交易所有限公司以第一市場上市(股份代號：709)。

除特別註明外，本合併財務報表以百萬港元為單位。此合併財務報表已於2015年3月3日獲董事會通過。

2. 主要會計政策

編製本合併財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所列報的所有年度內貫徹應用。

(a) 編製基準

本合併財務報表乃按照香港會計師公會頒佈之香港財務報告準則(「HKFRS」)編製。本合併財務報表按照歷史成本法編製，再重估可供出售金融資產，於損益賬按公允值處理之金融資產以及衍生金融工具之公允值計量而作出修訂。

在遵照HKFRS編製財務報表時需要運用一些重要會計估計。管理層亦需要在應用本集團之會計政策時作出判斷。一些需要高度判斷或涉及複雜範疇，或對合併財務報表有重大影響之假設和估計於附註4披露。

1. GENERAL INFORMATION

Giordano International Limited (the "Company") and its subsidiaries (together the "Group") distribute and sell fashion apparel under the brand names of *Giordano & Giordano Junior*, *Giordano Ladies* and *BSX* through an extensive retailing network with over 2,400 shops spanning over 20 countries.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Canon's Court, 22 Victoria Street, Hamilton, HM12, Bermuda. The Company has its primary listing on The Stock Exchange of Hong Kong Limited (stock code: 709).

The consolidated financial statements are presented in millions of units of Hong Kong dollars (HK\$ million) unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on March 3, 2015.

2. PRINCIPAL ACCOUNTING POLICIES

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

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants. The consolidated financial statements are prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial assets, financial assets at fair value through profit or loss and derivative financial instruments, which are carried at fair value.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(b) 新增及經修改之準則及詮釋的影響

本集團應用以下之修改準則，並於2014年1月1日或之後開始之本集團財政年度生效。

香港會計準則27 (修改)	獨立財務報表 (2014年1月1日或之後 開始的年度期間生效)
香港會計準則32 (修改)	金融工具：呈報－金融 資產和金融負債的對銷 (2014年1月1日或之後 開始的年度期間生效)
香港會計準則36 (修改)	資產減值披露 (2014年1月1日或之後 開始的年度期間生效)
香港會計準則39 (修改)	金融工具：確認及計量－ 衍生工具的更替 (2014年1月1日或之後 開始的年度期間生效)
香港財務報告 準則10	綜合財務報表 (2014年1月1日或之後 開始的年度期間生效)
香港財務報告 準則12	披露於其他實體之權益 (2014年1月1日或之後 開始的年度期間生效)

採納以上之新增/修訂準則及對現行準則之修改並無對本集團之合併財務報表造成重大影響。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(b) Impact of new and amended standards and interpretations

The Group has adopted the following amended standards which are effective for the Group's financial year beginning on or after January 1, 2014:

HKAS 27 (Amendment)	Separate financial statements (effective for annual periods beginning on or after January 1, 2014)
HKAS 32 (Amendment)	Financial instruments: Presentation on offsetting financial assets and financial liabilities (effective for annual periods beginning on or after January 1, 2014)
HKAS 36 (Amendment)	Impairment of assets on recoverable amount disclosures (effective for annual periods beginning on or after January 1, 2014)
HKAS 39 (Amendment)	Financial Instruments: Recognition and Measurement – Novation of derivatives (effective for annual periods beginning on or after January 1, 2014)
HKFRS 10	Consolidated financial statements (effective for annual periods beginning on or after January 1, 2014)
HKFRS 12	Disclosure of interests in other entities (effective for annual periods beginning on or after January 1, 2014)

The adoption of the above new/revised standards and amendment to existing standards have no material impact to the Group's consolidated financial statements.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(c) 附屬公司

附屬公司為本集團控制之實體(包括結構性實體)。當本集團對參與實體業務之浮動回報承擔風險或享有權利以及能透過對實體之權力影響該等回報時，即取得控制權。

附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止合併入賬。

集團內公司之間的交易、結餘及交易之未變現利得予以對銷。未變現損失亦予以對銷。附屬公司之會計政策在需要情況下已作修訂，以確保與本集團所採納之政策一致。

業務合併

本集團利用購買法將業務合併入賬。購買一子公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允價值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允價值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。就個別收購基準，本集團可按公允價值或按非控制性權益應佔被購買方淨資產的比例，計量被收購方的非控制性權益。

收購相關成本於產生時列為開支。

倘業務合併分階段進行，收購方過往於被收購方持有之股權按於收購日期之公允價值透過損益重新計量。上述重新計量時出現之收益及虧損均於收益表內確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Subsidiaries

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

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

Intra-group transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Business combination

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

Acquisition related costs are expensed as incurred.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(c) 附屬公司(續)

業務合併(續)

所轉讓對價、被收購方任何非控制性權益及被收購方任何過往股權於收購日期之公允值超出所收購資產淨值公允值之差額乃作為商譽列賬。若在折扣收購之情況下，所轉讓對價、已確認非控制性權益及已計量之過往持有權益少於所收購附屬公司之資產淨值公允值，差額直接於合併利潤表內確認。

不導致失去控制權的子公司權益變動

本集團將其與非控制性權益進行不導致失去控制權的交易入賬為權益交易—即與所有者以其作為所有者身份進行的交易。所支付任何對價的公允價值與相關應佔所收購子公司淨資產賬面值的差額記錄為權益。向非控制性權益的處置的盈虧亦記錄在權益中。

出售子公司

當集團不再持有控制權或重大影響力，在實體的任何保留權益重新計量至公平值，賬面值的變動在損益中確認。公平值為就保留權益的後續入賬而言為聯營公司、共同控制公司或金融資產的初始賬面值。此外，之前在其他全面收入中確認與該實體有關的任何金額猶如本集團已直接出售相關資產和負債般入賬。這可能表示之前在其他全面收入中確認的數額重新分類至損益。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Subsidiaries (continued)

Business combination (continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Change in ownership interests in subsidiaries without change of control

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

Disposal of subsidiaries

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

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(c) 附屬公司(續)

獨立財務報表

子公司投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。子公司的業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期內子公司的總綜合收益，或如在獨立財務報表的投資帳面值超過合併財務報表中被投資公司淨資產(包括商譽)的帳面值，則必須對子公司投資作減值測試。

(d) 共同控制公司

本集團應用HKFRS 11於所有共同控制公司。根據HKFRS 11，在合營安排的投資分類為共同經營或合營企業，視乎每名投資者擁有的合同權利和義務。本公司已評估其合營安排的性質，並釐定其為合營企業。合營投資使用權益法入賬。

根據權益法，合營企業權益初步以成本確認，其後經調整在其他綜合收益中確認集團享有利潤或虧損的收購後份額和變動。當集團享有某一合營企業的虧損超過或相等於在該合營企業的權益(包括任何實質上構成集團在該合營淨投資的長期權益)，則集團不確認進一步虧損，除非集團已產生義務或已代合營企業付款。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) Subsidiaries (continued)

Separate financial statements

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

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

(d) Joint arrangements

The Group has applied HKFRS 11 to all joint arrangements. Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor have. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

2. 主要會計政策(續)**(d) 共同控制公司(續)**

集團與其合營企業之間的未變現交易利得按集團在該等合營企業的權益予以對銷。未變現虧損也予以對銷，除非交易提供證據證明所轉讓的資產出現減值。合營企業的會計政策如有需要已改變以符合集團採納的政策。

(e) 聯營公司

聯營公司是指本集團對其有重大影響但不擁有控制權的公司，一般擁有其20%至50%股本權益。聯營公司之投資乃按權益會計法計入處理。根據權益法，投資初始以成本確認，而賬面值被增加或減少以確認投資者享有被投資者在收購日期後的損益份額。

本集團對收購後應佔聯營公司的利潤或虧損於合併利潤表中確認，而應佔收購後的聯營公司在其他綜合收益表中確認，並於投資賬面值相對調整。當本集團應佔聯營公司的虧損相等於或大於其佔聯營公司的權益(包括任何其他無擔保之應收賬款)，除非本集團有該責任或已代聯營公司支付款項，本集團不再確認額外的損失。

本集團在每個報告日期釐定是否有客觀證據證明聯營公司投資已減值。如投資已減值，本集團計算減值，數額為聯營公司可收回數額與其賬面值的差額，並在合併利潤表中確認。

本集團與其聯營公司之間的上流和下流交易的利潤和虧損，在集團的財務報表中確認，但僅限於無關連投資者在聯營權益的數額。除非交易提供證據顯示所轉讓資產已減值，否則未實現虧損亦予以對銷。聯營公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(d) Joint arrangements (continued)**

Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

(e) Associates

An associate is a company over which the Group has significant influence but does not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in an associate are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the date of acquisition.

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

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated income statement.

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

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(f) 分部報表

營運分部報告要與向主要營運決策者匯報之內部報告一致。主要營運決策者是負責營運分部的資源分配及表現評估，被甄選為董事及管理層，以作出策略的決定。

(g) 外幣換算

(i) 功能性及呈列貨幣

本集團內各企業的財務報表內的項目均以該企業經營之主要經濟環境之通行貨幣（「功能性貨幣」）計量。合併財務報表以港元呈列，而該貨幣為本公司的功能性及本集團的呈列貨幣。

(ii) 交易及結餘

外幣交易均按交易當日之匯率折算為功能性貨幣入賬。除了符合在權益中遞延入賬的現金流量套期和淨投資套期外，上述交易結算過程中以及按年終兌換匯率換算以外幣為單位之貨幣性資產和負債時出現的匯兌收益及虧損均於合併利潤表中確認。

與借款和現金及現金等價物有關的匯兌利得和損失在利潤表內的「財務收益或費用」中列報。所有其他匯兌利得和損失在利潤表內的「其他利得一淨額」中列報。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Segment reporting

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

(g) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's companies are measured using the currency of the primary economic environment in which the company operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and the Group's presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the transaction dates. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated income statement, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or expenses'. All other foreign exchange gains and losses are presented in the income statement within 'other gains – net'.

2014年12月31日
December 31, 2014**2. 主要會計政策(續)****(g) 外幣換算(續)****(iii) 集團公司**

所有本集團之公司若其功能性貨幣與呈列貨幣不同(各公司均無極高通脹經濟之貨幣)，其業績及財務狀況均按以下方法換算為呈列貨幣：

- 每份呈列於資產負債表之資產及負債均以該資產負債表結算日之收市匯率換算；
- 每份利潤表之收入及支出項目乃按平均匯率換算(除非該平均匯率對交易日通行匯率之累計影響並非一個合理的接近匯率；在此情況下，收入及支出乃按交易當日的匯率換算)；及
- 所有兌換差異乃於其他綜合收益中確認。

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債，並按期末匯率換算。產生的匯兌差額在其他綜合收益中入賬。

(h) 物業、機器及設備

永久業權土地以成本值入賬及不作攤銷。

樓宇、租賃物業裝修及其他固定資產以成本值扣除累積折舊及累積減值虧損列賬。成本值指資產之購買價及將資產達至現行用途之其他有關費用。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出該項目成本之情況下，其後之成本才會包括於資產賬面值或確認為獨立之資產(如適用)。已更換零件的賬面值已被終止確認。所有其他維修及保養支出於其產生之財務期內計入合併利潤表。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(g) Foreign currency translation (continued)****(iii) Group companies**

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

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

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

(h) Property, plant and equipment

Freehold land is stated at cost and is not amortized.

Buildings, leasehold improvements and other fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its existing use.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(i) 商譽

商譽產生自收購附屬公司、聯營和合營企業，並相當於所轉讓對價超過本公司在被收購方的可辨認資產、負債和或有負債淨公允價值權益與非控制性權益在被收購方公允價值的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元或現金產出單元組(預期可從合併中獲取協同利益)。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層次進行監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額(使用價值與公允價值減出售成本較高者)比較。任何減值須即時確認及不得在之後期間撥回。

(j) 非金融資產減值

使用壽命不限定的資產無需攤銷，但每年須就減值進行測試。須作攤銷的資產，當有事件出現或情況改變顯示賬面值可能無法收回時就進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公允價值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開辨認現金流量(現金產出單元)的最低層次組合。除商譽外，已蒙受減值的非金融資產在每個報告日期均就減值是否可以轉回進行檢討。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Goodwill

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

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

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

(j) Impairment of non-financial assets

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

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(k) 金融資產

分類

本集團將其金融資產分類為以下類別：按公允價值透過損益記賬、貸款及應收款，以及可供出售。分類視乎購入金融資產之目的。管理層在初始確認時釐定金融資產的分類。

(i) 按公允價值透過損益記賬的金融資產

按公允價值透過損益記賬的金融資產指持有作買賣用途的金融資產。金融資產若在購入時主要用作在短期內出售，則分類為此類別。衍生工具除非被指定為套期，否則亦分類為持作買賣用途。在此類別的資產假若預期在12個月內結算，分類為流動資產；否則分類為非流動資產。

(ii) 貸款及應收款

貸款及應收款為有固定或可釐定付款額且沒有在活躍市場上報價的非衍生金融資產。此等項目包括在流動資產內，但若到期日由結算日起計超過12個月者，則分類為非流動資產。貸款及應收款列在資產負債表中「應收賬款及其他應收款」與「現金及銀行結存」內。

(iii) 可供出售金融資產

可供出售金融資產為被指定作此類別或並無分類為任何其他類別的非衍生工具。除非投資到期或管理層有意在報告期末後12個月內處置該投資，否則此等資產列在非流動資產內。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(k) Financial assets

Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

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

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date. These are classified as non-current assets. The Group's loans and receivables comprise "trade and other receivables" and "cash and bank balance" in the balance sheet.

(iii) Available-for-sale financial assets

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

2. 主要會計政策(續)**(k) 金融資產(續)****確認及計量**

常規購買及出售的金融資產在交易日確認—交易日指本集團承諾購買或出售該資產之日。對於以公允價值計量但其變動並非計入損益的所有金融資產，其投資初始按其公允價值加交易成本確認。以公允價值計量且其變動計入損益的金融資產，初始按公允價值確認，而交易成本則在利潤表支銷。當從投資收取現金流量的權利已到期或已轉讓，而本集團已實質上將所有權的所有風險和報酬轉讓時，金融資產即終止確認。可供出售金融資產及以公允價值計量且其變動計入損益的金融資產其後按公允價值列賬。貸款及應收款項其後利用實際利率法按攤銷成本列賬。

當分類為可供出售的證券售出或減值時，在權益中確認的累計公允價值調整列入利潤表內作為「投資證券的利得和損失」。

(l) 金融資產減值**(i) 以攤銷成本列賬的資產**

本集團於每個報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組出現減值。只有當存在客觀證據證明於因為首次確認資產後發生一宗或多宗事件導致出現減值(「損失事項」)，而該宗(或該等)損失事項對該項或該組金融資產的估計未來現金流量構成的影響可以合理估計，有關的金融資產或金融資產組才算出現減值及產生減值虧損。

減值虧損的證據可包括債務人或一組債務人遇上嚴重財政困難、逾期或拖欠償還利息或本金、債務人很有可能破產或進行其他財務重組，以及有可觀察數據顯示估計未來現金流有可計量的減少，例如與違約有相互關連的拖欠情況或經濟狀況改變。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(k) Financial assets (continued)****Recognition and measurement**

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

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

(l) Impairment of financial assets**(i) Assets carried at amortized cost**

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

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

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(I) 金融資產減值（續）

(i) 以攤銷成本列賬的資產（續）

對於貸款及應收款類別，損失金額乃根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量（不包括仍未產生的未來信用損失）的現值兩者的差額計量。資產賬面值予以削減，而損失金額則在合併利潤表確認。如貸款或持有至到期投資有浮動利率，計量任何減值損失的貼現率為按合同釐定的當前實際利率。在實際應用中，集團可利用可觀察的市場價格，按工具的公允價值計量減值。

如在後繼期間，減值虧損的數額減少，而此減少可客觀地聯繫至減值在確認後才發生的事件（例如債務人的信用評級有所改善），則之前已確認的減值虧損可在合併利潤表轉回。

(ii) 可供出售資產

本集團在每個報告期末評估是否有客觀證據證明某一金融資產或某一金融資產組已經減值。對於債券，本集團利用上文(a)的標準。至於分類為可供出售的權益投資，證券公允價值的大幅度或長期跌至低於其成本值，亦是證券已經減值的證據。若可供出售金融資產存在此等證據，累計虧損—按購買成本與當時公允價值的差額，減該金融資產之前在損益確認的任何減值虧損計算—自權益中剔除並在損益中記賬。在合併利潤表確認的權益工具的減值虧損不會透過單獨的合併利潤表轉回。如在較後期間，被分類為債務工具的公允價值增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則將減值虧損在合併利潤表轉回。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(I) Impairment of financial assets (continued)

(i) Assets carried at amortized cost (continued)

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

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

(ii) Assets classified as available for sale

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. For debt securities, the Group uses the criteria referred to in (a) above. In the case of equity investments classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss – is removed from equity and recognized in profit or loss. Impairment losses recognized in the consolidated income statement on equity instruments are not reversed through the consolidated income statement. If, in a subsequent period, the fair value of a debt instrument classified as available for sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognized in profit or loss, the impairment loss is reversed through the consolidated income statement.

2. 主要會計政策(續)**(m) 衍生金融工具及套期活動**

衍生工具初始按於衍生工具合同訂立日的公允價值確認，其後按其公允價值重新計量。確認所產生的利得或損失的方法取決於該衍生工具是否指定作套期工具，如指定為套期工具，則取決於其所套期項目的性質。本集團指定若干衍生工具作為套期與一項已確認資產或負債或一項極可能預期交易有關的特定風險(現金流量套期)。本集團於交易開始時就套期工具與被套期項目的關係，以至其風險管理目標及執行多項套期交易的策略作檔案記錄。本集團亦於套期開始時和按持續基準，記錄其對於該等用於套期交易的衍生工具，是否高度有效地抵銷被套期項目的公允價值或現金流量變動的評估。

多項作套期用途之套期衍生工具之公允價值於附註25披露。股東權益之套期儲備變動於附註27顯示。若餘下之套期項目超過12個月，套期衍生工具之公允價值全數分類為非流動資產或負債；若套期項目之餘下年期不足12個月，則分類為流動資產或負債。作買賣用途之衍生工具分類為流動資產或負債。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(m) Derivative financial instruments and hedging activities**

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with a recognized asset or liability or a highly probable forecast transaction (cash flow hedge). The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objectives and strategy for undertaking various hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

The fair values of various derivative instruments used for hedging purposes are disclosed in Note 25. Movements on the hedging reserve in shareholders' equity are shown in Note 27. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining hedged item is more than 12 months, and as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(m) 衍生金融工具及套期活動（續）

現金流量套期

被指定並符合資格作為現金流量套期的衍生工具的公允價值變動的有效部份於其他綜合收益中確認。與無效部份有關的利得和損失即時在利潤表中確認。

在權益累計的金額當被套期項目影響利潤或虧損時（例如：當被套期的預期銷售發生時）重分類至該期間的利潤表。

當一項套期工具到期或售出後，或當套期不再符合套期會計的條件時，其時在權益中的任何累計利得和損失仍保留在權益內，並於預期交易最終在利潤表內確認時確認入賬。當一項預測交易預期不會再出現時，在權益中申報的累計利得和損失即時轉撥入利潤表中。

(n) 存貨

存貨按成本值與可變現淨值兩者中之較低者入賬。成本值乃按加權平均之基準並按下列方法計算：

- (i) 原料及購入貨品—按發票價加採購成本；
- (ii) 在製貨品及製成品—直接物料成本、直接勞工成本及應佔之生產費用，不包括借貸成本。

可變現淨值乃存貨在正常業務情況下之預計售價扣除變賣費用，及扣除將其轉換成製成產品之成本（如適用）。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Derivative financial instruments and hedging activities (continued)

Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognized in other comprehensive income. The gain or loss relating to the ineffective portion is recognized immediately in the income statement.

Amounts accumulated in equity are reclassified to income statement in the period when the hedged item affects profit or loss (for example, when the forecast sale that is hedged takes place).

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the forecast transaction is ultimately recognized in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement.

(n) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis and is arrived at as follows:

- (i) Raw materials and purchased goods – invoiced prices plus procurement costs;
- (ii) Work in progress and finished goods – cost of direct materials, direct labor and an appropriate proportion of production overheads, excluding borrowing costs.

Net realizable value is the estimated price at which inventories can be sold in the normal course of business after allowing for the costs of realization and, where appropriate, the cost of conversion from their existing state to a finished condition.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(o) 應收賬款及其他應收款

應收賬款為在日常經營活動中就商品銷售或服務執行而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動資產;否則分類為非流動資產。

應收賬款及其他應收款以公允價值為初始確認,其後利用實際利率法按攤銷成本扣除減值準備計量。

(p) 現金及現金等值

於合併現金流量表,現金及現金等值包括手頭現金、銀行通知存款、其他短期高度流通和於三個月內到期之投資及銀行透支。銀行透支於合併資產負債表流動負債之銀行貸款內呈列。

(q) 股本

普通股被分類為權益。直接歸屬於發行新股或期權的新增成本在權益中列為所得款的減少(扣除稅項)。

(r) 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的債務。如應付款的支付日期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動負債;否則分類為非流動負債。

應付賬款以公允價值為初始確認,其後利用實際利率法按攤銷成本計量。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(o) Trade and other receivables

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

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

(p) Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within bank loans in current liabilities on the consolidated balance sheet.

(q) Share capital

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

(r) Trade payables

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

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

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(s) 銀行貸款

銀行貸款按公允價值並扣除產生的交易費用為初始確認，其後按攤銷成本列賬；所得款（扣除交易成本）與贖回價值的任何差額利用實際利率法於借款期間內在利潤表確認。

除非本集團可無條件將負債的結算遞延至結算日後最少12個月，否則借款分類為流動負債。

(t) 認沽期權安排

與本集團就子公司的權益而發行的認沽期權，當該等期權或只可以固定現金款額或另一項金融資產交換子公司固定數量股份作為結算時，其有關的潛在現金付款列為金融負債。根據該期權或須支付的應付款，初步按公允價值在借款中確認，而相應數額則直接在權益中扣除。

集團確認此等認沽期權的發出成本，釐定為期權的公允價值超過任何收取對價的數額作為融資成本。此等期權其後利用實際利息法按攤銷成本計量，以將負債增量至期權首次可行使日期時的應付款額。產生的扣除額記錄為融資成本。如期權未經行使而到期，負債剔除確認，相應金額在權益中調整。

(u) 借貸成本

所有借貸成本於發生期間內於合併利潤表支銷，除非此等成本直接歸屬於收購、建造或生產資產，而該資產需要長時間達至其預設用途或用作出售，才可作資本化。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(s) Bank loans

Bank loans are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated income statement over the period of the other financial liabilities using the effective interest method.

Bank loans are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(t) Put option arrangements

The potential cash payments related to put options issued by the Group over the equity of subsidiary companies are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or another financial asset for a fixed number of shares in the subsidiary. The amount that may become payable under the option on exercise is initially recognized at fair value within borrowings with a corresponding charge directly to equity.

The Group recognizes the cost of writing such put options, determined as the excess of the fair value of the option over any consideration received, as a financing cost. Such options are subsequently measured at amortized cost, using the effective interest rate method, in order to accrete the liability up to the amount payable under the option at the date at which it first becomes exercisable. The charge arising is recorded as a financing cost. In the event that the option expires unexercised, the liability is derecognized with a corresponding adjustment to equity.

(u) Borrowing costs

Borrowing costs are expensed in the consolidated income statement in the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(v) 當期及遞延稅項

本期間的稅項支出包括當期和遞延稅項。稅項在合併利潤表中確認，但與在其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。

當期所得稅支出根據本公司的附屬公司及聯營經營及產生應課稅收入的國家於資產負債表日已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定準備。

內在差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在合併財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延所得稅負債來自對商譽的初始確認，以及若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅利潤或損失，則不作記賬。遞延所得稅採用在資產負債表日前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延所得稅資產是就很可能有未來應課稅利潤而就在此可使用暫時性差異而確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(v) Current and deferred tax

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

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

Inside basis differences

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

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

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(v) 當期及遞延稅項（續）

外在差異

遞延稅項就附屬公司、聯營公司及共同控制實體之權益產生的暫時性差異而準備，但假若本集團可以控制暫時性差異的轉回時間，而暫時性差異在可預見將來很可能不會轉回則除外。

就子公司、聯營和合營投資產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差異。

抵銷

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(v) Current and deferred tax (continued)

Outside basis differences

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

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

Offsetting

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

2. 主要會計政策(續)**(w) 僱員福利****(i) 退休金責任**

除台灣之退休計劃安排外，本集團為所有合資格的僱員實行界定供款計劃及(如適用)參與中央界定供款公積金計劃。界定供款計劃之資產與本集團之資產分開持有，並由獨立基金管理。僱主與僱員雙方均須就該等計劃作供款，而供款額乃取決於僱員薪金之百分比，最高為20%。

本集團就該界定供款計劃及強制性公積金計劃所作出之供款在發生時作為費用支銷，而員工在取得全數既得之利益前退出計劃而被沒收之僱主供款將會用作扣減此供款。本集團於作出供款後，便再無其他付款的責任。

集團全資附屬公司之台灣分公司依據台灣勞動基準法條例參與「確定給付制」之退休金計劃(「舊制」)；同時，自2005年7月1日起，依據台灣勞工退休金條例參與「確定提撥制」之退休金計劃(「新制」)。

在舊制下，本集團有責任確保有足夠的資金支付員工之退休金包含在新制實施前舊年資應保留之退休金及選擇繼續參與舊制的員工之隨後年資，台灣分公司現行按參與員工薪金總額之2%提撥退休金，此提撥比率是經相關政府單位批准的，舊制的退休金資產乃是由台灣銀行投資。

在新制下，台灣分公司依據參與新制的員工之每月薪金，按月提撥6%的退休金，最高提撥上限為9,000元台幣，並存入員工於勞工保險局之個人賬戶內。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(w) Employee benefits****(i) Pension obligations**

Except for the pension scheme arrangements in Taiwan, the Group operates defined contributions schemes and, if applicable, participates in central defined contribution provident fund schemes for all qualified employees. The assets of the said schemes are held by independently administered funds separated from those of the Group. Contributions to these schemes are made by both the employers and employees at rates up to 20% on the employees' salaries.

The Group's contributions to the defined contribution plans and mandatory provident fund scheme are expensed as incurred and, if applicable, are reduced by contributions forfeited by those employees who leave the scheme or the plan prior to vesting fully in the contributions. The Group has no further payment obligations once the contributions have been made.

The branches of wholly-owned subsidiaries of the Group in Taiwan have a defined benefit scheme ("Old Scheme") governed by the Labor Standard Law and a defined contribution scheme ("New Scheme") governed by the Labor Pension Act which became effective on July 1, 2005.

Under the Old Scheme, the Group has an obligation to ensure that there are sufficient funds in the scheme to pay the benefits earned for the service years of all employees before the New Scheme was effective and the subsequent service years of employees who chose to continue to participate in the Old Scheme. The branches currently contribute at 2% of the total salaries of participating employees as determined and approved by the relevant government authorities. The assets of the Old Scheme are invested by the Bank of Taiwan.

Under the New Scheme, the branches contribute each month at 6% of the salary of employees, with a cap of NTD9,000 who choose to participate in the New Scheme into individual pension accounts at the Bureau of Labor Insurance.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策（續）

(w) 僱員福利（續）

(ii) 以股份支付的補償

本集團設有一項以股權結算、以股份支付之補償計劃。本集團就授出購股權而取得僱員服務之公允值被確認並列作開支。購股權歸屬期間之支銷總額乃參考已授出購股權之公允值而釐定，惟不計及任何非市場歸屬情況之影響（例如盈利能力及銷售增長目標）。非市場歸屬情況包括於預期可予行使之購股權數目之假設內。於各結算日，本集團均會修訂其估計預期可予行使之購股權之數目。修訂原來估計數字如有影響，則於合併利潤表內確認，以及在餘下歸屬期間對股東權益作相應調整。

當購股權獲行使時，已收取所得款項於扣除任何直接交易成本後均列入股本（面值）及股份溢價中。

(x) 撥備

當本集團對已發生的事件須承擔法律性或推定性的責任，則會確認撥備，而解除該責任時可能有資源之流出，並可確實地估計該數額。

準備採用稅前利率按照預期需結算有關債務的支出現值計量，該利率反映當時市場對金錢時間值和有關債務固有風險的評估。隨著時間過去而增加的準備確認為利息費用。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(w) Employee benefits (continued)

(ii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision to original estimates, if any, in the consolidated income statement and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

(x) Provisions

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

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

2. 主要會計政策(續)**(y) 收入確認**

收入按已收或應收對價的公允價值計量，並相當於供應貨品的應收款項，扣除折扣、回扣、退貨和增值稅後列帳。當收入的金額能夠可靠計量；當未來經濟利益很可能流入有關主體；及當本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收入確認。本集團會根據退貨往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

(i) 產品銷售－零售

貨品之銷售於出售產品予客戶時確認。零售銷售通常以現金或信用卡結算；而紀錄之收益為銷售總額，其中未扣減交易中應付的信用卡費用；此等費用包括在分銷成本中。銷售是已減去退貨，回扣及折扣。

(ii) 產品銷售－分銷

貨品之銷售收益在貨品付運予客戶，而客戶已接納該貨品及有關應收款項已合理地確定收到時確認。

(iii) 利息收入

利息收入根據尚未償還之本金及適用之利率，按時間比例使用實際利率法確認。

(iv) 專利權收入

專利權收入按照相關協議之實質以應計基準確認。

(v) 股息收入

股息收入於擁有權利收取股息時確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)**(y) Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, rebates, returns and value added taxes. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Sales of goods – retail

Sales of goods are recognized when products are sold to the customer. Retail sales are usually in cash or by credit card. The recorded revenue is the gross amount of sales, before netting off credit card fees payable for the transactions. Such fees are included in distribution costs. Revenue is shown net of returns, rebates and discounts.

(ii) Sales of goods – distribution

Sales of goods are recognized when products are delivered to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

(iii) Interest income

Interest income is recognized on a time-proportion basis using the effective interest method, taking into account the principal amount outstanding and the interest rates applicable.

(iv) Royalty income

Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreements.

(v) Dividend income

Dividend income is recognized when the right to receive payment is established.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

2. 主要會計政策(續)

(y) 收入確認(續)

(vi) 租金收入

租金收入乃按租賃年期以直線法入賬。

(z) 租賃(作為承租人)

經營租賃

凡出租公司將保留擁有資產之大部分回報及風險之資產租賃，皆列為經營租賃。經營租賃之租金在租賃期內以直線法於合併利潤表內支銷。

(aa) 派息

向本公司股東派發之股息，於批准派息的財務期間被確認為本集團財務報表中的一項負債。

3. 財務風險管理

(a) 財務風險因素

本集團的業務承受多種的財務風險：匯兌風險、信貸風險、流動資金風險、現金流量利率風險及價格風險。本集團整體風險管理計劃尋求將對本集團財務表現有不良影響之潛在風險減至最低。如需要時，本集團會使用金融衍生工具管理若干所面對的風險。

(i) 匯兌風險

本集團國際營運業務面對之匯兌風險來自商業交易、已確認之資產及負債和海外業務投資淨額。

於年結時，來自商業交易、已確認之資產及負債之匯兌風險對本集團之影響不大，因本集團的各有關實體一般以當地的功能貨幣作交易單位。本集團之各有關實體一般皆準時結算以非功能貨幣作交易單位之結餘，而使於結算日時未償付的外幣結餘極少。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(y) Revenue recognition (continued)

(vi) Rental income

Rental income is recognized on a straight-line basis over the lease term.

(z) Leases (as the lessee)

Operating leases

Leases where substantially all the rewards and risks of ownership of assets remain with the leasing company are accounted for as operating leases. Rental payments applicable to such operating leases are charged to the consolidated income statement on the straight-line basis over the lease periods.

(aa) Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved.

3. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities exposed it to a variety of financial risks: foreign exchange risk, credit risk, liquidity risk, cash flow interest rate risk and price risk. The Group's overall risk management program seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to manage certain risk exposure when necessary.

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from commercial transactions, recognized assets and liabilities and net investments in foreign operations.

As at year end, the foreign exchange risk of the Group arising from commercial transactions, recognized assets and liabilities is considered to be insignificant. This is due to the Group's transactions being generally denominated in the functional currencies of the respective group entities, while balances denominated in currencies other than the functional currency of the relevant group entity are generally settled promptly leaving minimal outstanding foreign currency position as at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

3. 財務風險管理(續)

(a) 財務風險因素(續)

(i) 匯兌風險(續)

為管理來自商業交易和已確認之資產及負債的匯兌風險影響，當預期有關貨幣會有重大浮動時，本集團之公司將可能訂立遠期外匯兌換合約。

於2013年，本集團訂立外匯遠期合同，總設定本金額為516萬港元，以套期未來12個月向中國大陸供應商之存貨購置預計現金流量。於2014年年底，本集團並無訂立任何外匯遠期合同。

本集團擁有若干海外業務投資，其淨資產易受外匯換算風險。

(ii) 信貸風險

本集團之信貸風險主要來自銀行存款、應收賬款及其他應收款、租賃按金、及應收關聯人士款項。該等結餘之賬面值為本集團就金融資產所面對的最高信貸風險。於2014年12月31日，所有銀行存款均存於優質財務機構，並無重大信貸風險。

零售銷售一般透過現金、普及信用卡或有信譽及分散之百貨公司付款。本集團僅與具備良好信貸記錄之批發客戶進行信貸銷售，信貸期為30-60日。

3. FINANCIAL RISK MANAGEMENT (continued)

(a) Financial risk factors (continued)

(i) Foreign exchange risk (continued)

To manage foreign exchange risk arising from commercial transactions, recognized assets and liabilities, companies in the Group may use forward foreign exchange contracts when major fluctuation in the relevant foreign currency is anticipated.

In 2013, the Group has entered into forward contracts, total notional amount of HK\$516 million to hedge the anticipated cash flows for the purchase of inventories from suppliers in China for the subsequent 12 months. The Group does not have any forward contract at the year-end date of 2014.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk.

(ii) Credit risk

The credit risk of the Group mainly arises from balances with bank, trade and other receivables, rental deposits and amounts due from related parties. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. As at December 31, 2014, all the bank deposits are deposited in the high quality financial institutions without significant credit risk.

Retail sales are usually made in cash, through popular credit cards or through reputable and dispersed department stores. The Group's credit sales are only made to wholesale customers with an appropriate credit history and on credit terms of 30-60 days.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

3. 財務風險管理(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

下表呈列於2014年及2013年12月31日之主要債務人。

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	2014	2013
訂約方：	Counterpart:			
百貨公司	Department stores		225	247
加盟商	Franchisees		64	61
關聯人士應收賬款	Trade receivables from related parties		4	9
應收信用卡賬款	Credit card receivables		11	13
其他	Others		2	3
應收賬款 (附註24)	Trade receivables (Note 24)		306	333
業主	Landlords		244	242
			550	575

此等訂約方於過往並無壞賬記錄。本集團並無持有由業主發出之銀行擔保(2013: 無)。

The table below shows the major types of debtors as at December 31, 2014 and 2013.

These counterparts have no default history in the past. The Group holds nil bank guarantees (2013: nil) from landlords.

(iii) 流動資金風險

本集團透過維持充裕銀行融資以及來自經營現金流量及融資現金流量的現金及現金等值物，來控制流動資金風險。

本集團及本公司於2014年12月31日之全部財務負債均於一年內到期。除認股期權負債於2年後到期外，本集團及本公司於2013年12月31日之全部財務負債均於一年內到期。

本集團全部非買賣全額結算衍生金融工具具有套期關係，並須於結算日後12個月內結算。該等合約需要未貼現合約現金流入零港元(2013年: 5.16億港元)及未貼現合約現金流出零港元(2013年: 5.11億港元)。

(iii) Liquidity risk

The liquidity risk of the Group is controlled by maintaining sufficient banking facilities and cash and cash equivalents, which is generated from the operating cash flow and financing cash flow.

As at December 31, 2014, all of the Group's and Company's financial liabilities are due within one year. As at December 31, 2013, except for the Group's put option liability which is due after 2 years, all of the Group's and Company's financial liabilities are due within one year.

All of the Group's non-trading gross settled derivative financial instruments are in hedge relationships and are due to settle within 12 months of the balance sheet date. These contracts require undiscounted contractual cash inflows of nil (2013: HK\$516 million) and undiscounted contractual cash outflows of nil (2013: HK\$511 million).

3. 財務風險管理(續)**(a) 財務風險因素(續)****(iv) 現金流量利率風險**

除銀行存款9.15億港元(2013年: 14.37億港元)及短期銀行借貸零港元(2013年: 3.32億港元)外,本集團並無重大計息資產及負債。以浮動息率計息之銀行存款及短期銀行借貸令本集團面對現金流量利率風險,惟該等風險對本集團之影響並不重大。本集團之收入及經營現金流量大致上不受市場利率變動影響。管理層預期來自利率變動的影響並不重大。

(b) 資金管理風險

本集團的資金管理目標,是保障本集團能持續營運之能力,以及為股東提供最大回報及令其他權益持有人獲益。

本集團之負債比率為0%(2013年: 10.7%)。為優化資本結構,本集團可能會增加長期借貸、調整派付予股東的股息金額、向股東發還資本及發行新股。

(c) 價格風險

本集團面臨股本價格風險,此乃由於本集團所持有之投資於合併資產負債表中被歸類為可供出售或於損益賬按公允值處理之金融資產所致。

倘本集團可供出售之金融資產及於損益賬按公允值處理之金融資產之公允值各自有增加/減少5%的改變,且其他可變因素均維持不變,則本集團截至2014年12月31日止年度之權益將增加/減少75萬港元(2013年: 70萬港元)及淨溢利將增加/減少140萬港元(2013年: 140萬港元)。

3. FINANCIAL RISK MANAGEMENT (continued)**(a) Financial risk factors (continued)****(iv) Cash flow interest rate risk**

Except for the bank balance of HK\$915 million (2013: HK\$1,437 million) and the short-term bank borrowings of nil (2013: HK\$332 million); the Group has no significant interest-bearing assets and liabilities. The bank balance and short-term bank borrowings at floating rate expose the Group to cash flow interest rate risk which is insignificant to the Group. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact resulted from the changes in interest rates.

(b) Capital risk management

The Group's objectives on managing capital are to safeguard the Group's ability to continue as a going concern as well as maximizing returns for shareholders and benefits for other stakeholders.

The Group has a low gearing ratio of 0% (2013: 10.7%). In order to improve the capital structure, the Group may raise long term debts, adjust the amount of dividends paid to shareholders, return capital to shareholders and issue new shares.

(c) Price risk

The Group is exposed to equity price risk because investments held by the Group are classified on the consolidated balance sheet as available-for-sale financial assets and financial assets at fair value through profit or loss.

As at December 31, 2014, if there had been a 5% change in the fair value of available-for-sale financial asset and financial asset at fair value through profit or loss with all other valuables held constant, the Group's equity would have increased/decreased by HK\$0.75 million (2013: HK\$0.7 million) and net profit would have increased/decreased by HK\$1.4 million (2013: HK\$1.4 million).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

4. 重要會計估計及判斷

估計及判斷之評估會持續地進行，並以過往使用經驗及其他因素作為基礎，包括在目前情況下對未來事件的合理預期。

重要會計估計及假設

本集團對未來作出推算及假設。所得之會計估計理論上難以與相關的實際結果相同。以下所論述之估計及假設有相當風險引致須於下個財政年度對資產和負債之賬面值作重大調整。

(i) 評估商譽減值

根據綜合財務報表附註2(k)所述之會計政策，本集團每年就商譽是否出現任何減值進行測試。現金產出單元之可收回金額乃按使用中價值計算法或將其公允價值扣除銷售成本(以較高者為準)釐定，兩者均須本集團估計該現金產出單元之預期未來現金流量，並以適當貼現率計算現值。倘實際未來現金流量少於預期，將可產生減值虧損(附註16)。

倘永久增長率按管理層預算減1%，商譽將不會有減值虧損。

(ii) 所得稅

本集團須於多個司法權區繳納利得稅。在為利得稅釐定全球準備時需要運用相當程度的判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出釐定之期間內的利得稅及遞延稅項準備。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

Critical accounting estimates and assumptions

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

(i) Assessment of impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2 (k). The recoverable amounts of CGUs have been determined based on value-in-use calculations or its fair value less cost to sell, whichever is higher, and both bases require the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, an impairment loss may arise (Note 16).

If the estimated terminal growth rate had been 1% lower than the management's estimate, the goodwill would not be impaired.

(ii) Income tax

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

4. 重要會計估計及判斷(續)

(iii) 評估非流動金融資產減值

每當有事件或情況之改變顯示須作折舊及攤銷之非流動資產之入賬值可能不可收回時，本集團便對該等資產進行減值審閱。管理層評估各非流動資產之可回收金額時，乃按預期未來使用該等資產之計劃，根據其使用價值或其售價淨值(參照市場價格)進行評估。該等計算須使用判斷及估算。

(iv) 折舊

物業、機器及設備乃按其預計使用年期以直線法折舊。本集團定期審閱該等資產之預計使用年期以釐定於任何報告期內支出之數額。使用年期乃根據本集團對相類似之資產之過往經驗而釐定。如過往之估計有重大改變，則調整在將來期間之折舊支出。

(v) 存貨可變現淨值

存貨可變現淨值指日常業務估計售價扣除估計銷售開支。有關估計根據現行市況及過往出售類似產品之經驗而作出。相關估計可能因本集團經營地點之經濟狀況出現變動以及客戶口味及競爭對手就回應市況變動所採取措施而出現重大變動。管理層於各結算日重新評估此等估計。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(iii) Assessment of impairment of non-current financial assets

The Group conducts impairment reviews of non-current assets that are subject to depreciation and amortization whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Management assesses the recoverable amount of each non-current asset based on its value in use or on its net selling price (by reference to market prices), depending upon the anticipated future plans for the assets. These calculations require the use of judgments and estimates.

(iv) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation for future periods is adjusted if there are material changes from previous estimates.

(v) Net realizable value of inventories

Net realizable value of inventories is the estimated selling prices in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in economic conditions in places where the Group operates and changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each balance sheet date.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

5. 營運分部

本集團按主要營運決策者所審閱並賴以作出決策的報告以釐定其營運分部。

本集團主要分兩個業務：零售及分銷分部之業務及批發方式銷售予海外加盟商之業務。主要營運決策者同時以地區及品牌之角度來評估零售及分銷分部之業務。根據地區之觀點，零售及分銷分部包含中國大陸及中東零售及加盟商業務、香港及台灣及亞太其他地區市場零售業務。根據品牌之觀點，零售及分銷分部細分為Giordano及Giordano Junior、Giordano Ladies、BSX及其他之表現。

分部溢利代表各分部所賺取之利潤未計融資費用、稅項、應佔共同控制公司與及應佔聯營公司溢利。並以此作計算基礎，向主要營運決策者匯報，以作資源分配及評估分部表現。

按照營運分部劃分，本集團之銷售額及經營溢利之分析如下：

5. OPERATING SEGMENTS

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers who make strategic decisions.

There are two major business segments, namely Retail and Distribution and Wholesale sales to overseas franchisees. The chief operating decision-makers assess the business of the Retail and Distribution segment from both a geographic location and a brand perspective. From geographic perspective, the Retail and Distribution segment comprises retail and franchise sales in Mainland China and Middle East, retail sales in Hong Kong and Taiwan and Rest of Asia Pacific. From a brand perspective, the Retail and Distribution segment is sub-divided into Giordano & Giordano Junior, Giordano Ladies, BSX and Others.

Segment profit represents the profit earned by each segment before finance cost, tax and share of profit of jointly controlled companies and associates. This is the measurement basis reported to the chief operating decision-makers for the purpose of resource allocation and assessment of segment performance.

An analysis of the Group's reportable segment sales and operating profit is as follows:

(以百萬港元為單位)	(In HK\$ millions)	2014		2013	
		銷售額 Sales	經營溢利 Operating profit	銷售額 Sales	經營溢利 Operating profit
中國大陸	Mainland China	1,580	59	1,727	112
香港及台灣	Hong Kong and Taiwan	1,640	130	1,725	218
亞太其他地區	Rest of Asia Pacific	1,362	169	1,460	259
中東地區	Middle East	617	107	632	124
零售及分銷合計	Total Retail and Distribution	5,199	465	5,544	713
以批發方式銷售予海外加盟商	Wholesale sales to overseas franchisees	346	51	304	44
分部銷售/經營溢利	Segment sales/operating profit	5,545	516	5,848	757
總部職能	Corporate function		26		71
融資費用	Finance expense		(1)		(4)
應佔共同控制公司溢利	Share of profit of jointly controlled companies		54		77
應佔聯營公司溢利	Share of profit of associate		1		2
除稅前溢利	Profit before taxation		596		903

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

5. 營運分部(續)

以品牌劃分之零售及分銷之進一步分析如下：

(以百萬港元為單位)

品牌：
Giordano及Giordano Junior
Giordano Ladies
BSX
其他

零售及分銷合計

5. OPERATING SEGMENTS (continued)

Further analysis of the Retail and Distribution business by brand is as follows:

		2014		2013	
		銷售額 Sales	經營溢利 Operating profit	銷售額 Sales	經營溢利 Operating profit
	(In HK\$ millions)				
品牌：	By brand:				
Giordano及Giordano Junior	Giordano & Giordano Junior	4,491	396	4,877	629
Giordano Ladies	Giordano Ladies	391	40	374	51
BSX	BSX	207	14	220	24
其他	Others	110	15	73	9
零售及分銷合計	Total Retail and Distribution	5,199	465	5,544	713

本公司駐於香港，其於香港對外客戶之收入為13.25億港元(2013年：13.46億港元)，其於中國大陸對外客戶之收入為15.8億港元(2013年：17.27億港元)，而於其他國家對外客戶之收入為26.4億港元(2013年：27.75億港元)。

分部之間之收入10.21億港元(2013年：11.2億港元)已予合併對銷。

中國大陸折舊及攤銷費用為4,800萬港元(2013年：4,100萬港元)，香港及台灣為3,700萬港元(2013年：3,900萬港元)，亞太其他地區為4,000萬港元(2013年：3,300萬港元)，中東地區為2,300萬港元(2013年：2,400萬港元)。

中國大陸稅項費用為1,100萬港元(2013年：2,400萬港元)，香港及台灣為2,000萬港元(2013年：3,500萬港元)，亞太其他地區為4,200萬港元(2013年：6,300萬港元)，中東地區為800萬港元(2013年：1,100萬港元)。

The entity is domiciled in Hong Kong. The revenue from external customers in Hong Kong is HK\$1,325 million (2013: HK\$1,346 million), Mainland China is HK\$1,580 million (2013: HK\$1,727 million) and the total of revenue from external customers from other countries is HK\$2,640 million (2013: HK\$2,775 million).

Inter-segment sales of HK\$1,021 million (2013: HK\$1,120 million) has been eliminated upon consolidation.

Depreciation and amortization charged in Mainland China was HK\$48 million (2013: HK\$41 million), Hong Kong and Taiwan was HK\$37 million (2013: HK\$39 million), Rest of Asia Pacific was HK\$40 million (2013: HK\$33 million) and Middle East was HK\$23 million (2013: HK\$24 million).

Income tax expense charged in Mainland China was HK\$11 million (2013: HK\$24 million), Hong Kong and Taiwan was HK\$20 million (2013: HK\$35 million), Rest of Asia Pacific was HK\$42 million (2013: HK\$63 million) and Middle East was HK\$8 million (2013: HK\$11 million).

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

5. 營運分部（續）

於香港不包括金融工具及遞延稅項資產之非流動資產總額為2.2億港元（2013年：2.34億港元），而於中國大陸為1.29億港元（2013年：1.64億港元），而於海外國家之該類非流動資產總額為13.68億港元（2013年：13.64億港元）。

按照地區分部劃分，本集團之分部資產之分析如下：

5. OPERATING SEGMENTS (continued)

The total of non-current assets other than financial instruments and deferred tax assets located in Hong Kong is HK\$220 million (2013: HK\$234 million), located in Mainland China is HK\$129 million (2013: HK\$164 million) and the total of these non-current assets located in other countries is HK\$1,368 million (2013: HK\$1,364 million).

An analysis of the Group's assets by geographical location is as follows:

(以百萬港元為單位)	(In HK\$ millions)	分部資產	
		Segment assets 2014	2013
中國大陸	Mainland China	992	1,073
香港及台灣	Hong Kong and Taiwan	763	1,283
亞太其他地區	Rest of Asia Pacific	623	587
中東地區	Middle East	855	891
分部資產	Segment assets	3,233	3,834
共同控制公司權益	Interest in jointly controlled companies	532	539
一聯營公司權益	Interest in an associate	4	5
可出售之金融資產	Available-for-sale financial assets	15	14
於損益賬按公允值處理之金融資產	Financial assets at fair value through profit or loss	28	28
遞延稅項資產	Deferred tax assets	45	49
資產總額	Total assets	3,857	4,469

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日

December 31, 2014

6. 其他收入及其他收益，淨額

6. OTHER INCOME AND OTHER GAINS, NET

(以百萬港元為單位)	(In HK\$ millions)	集團	
		2014	2013
租金收入	Rental income	13	12
特許權收入	Royalty income	37	36
匯兌(虧損)/收益淨額	Net exchange (loss)/gain	(17)	22
利息收入	Interest income	16	24
股息收入	Dividend income	5	7
出售物業、機器及設備之淨(收益)/虧損	Net gain/(loss) on disposal of property, plant and equipment	14	(2)
聯營公司權益減值虧損(附註19)	Impairment loss on associates (Note 19)	(2)	–
可出售金融資產減值虧損	Impairment loss on available- for-sale financial asset	(4)	–
其他收入/收益	Other income/gains	15	14
		77	113

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

7. 經營溢利

7. OPERATING PROFIT

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
經營溢利已扣除下列各項：	The operating profit is stated after charging:		
租賃土地	Amortization of		
預付款項攤銷	leasehold land prepayments	8	9
核數師酬金	Auditors' remuneration	6	6
物業、機器及設備折舊	Depreciation of property, plant and equipment	140	128
土地及樓宇之	Operating lease rentals in respect of land and buildings		
經營租賃費用	– Minimum lease payments		
– 最低租金支出	– office and warehouse	18	19
– 寫字樓及貨倉	– Minimum lease		
– 最低租金支出	payments – shop	919	923
– 店舖	– Contingent rent	269	299
– 或然租金費用	– Management fee	56	28
– 管理費	(Reversal)/provision for obsolete		
陳舊存貨準備及	stock and stock written off	(9)	1
存貨之(回撥)/撇銷	Staff costs (Note 9)	874	942
員工成本(附註9)			

8. 融資費用

8. FINANCE EXPENSE

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
銀行貸款利息，五年內到期之銀行貸款	Interest on bank loans, wholly repayable within 5 years	1	4

9. 員工成本

9. STAFF COSTS

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
薪金及工資	Salaries and wages		
(包括董事酬金)	(including directors' emoluments)	790	855
購股權費用	Share option expense	2	8
退休金—界定供款計劃	Pension cost – defined contribution plans	82	79
		874	942

本年度內，本集團沒有運用未能領取之供款(2013年：無)以減低供款水平。於2014年及2013年12月31日，沒有可供來年使用之未能領取供款。

During the year, no unvested benefits were utilized by the Group to reduce the level of contributions (2013: Nil). As at December 31, 2014 and 2013, no unvested benefits were available to be utilized in the future years.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

10. 董事及高級管理人員酬金

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) 董事酬金

(a) Directors' emoluments

董事姓名	Name of Directors	袍金 Fees	薪金 Salaries	花紅 Bonuses	認股權 Share options	其他津貼# Other benefits#	僱主退休金 供款 Employer's contribution to pension schemes	合計 Total
							HK\$'000	
2014								
劉國權†	LAU Kwok Kuen, Peter†	-	3,038	13,652	-	1,961	17	18,668
Ishwar Bhagwandas CHUGANI†	Ishwar Bhagwandas CHUGANI†	-	1,409	3,407	-	73	49	4,938
文道明 ⁵	IRWIN Dominic Leo Richard ⁵	-	2,283	-	34	21	17	2,355
陳嘉緯 ⁵	CHAN Ka Wai ⁵	-	1,221	-	34	16	17	1,288
鄭志剛 [†]	CHENG Chi Kong, Adrian [†]	200	-	-	-	-	-	200
陳世昌 [†]	CHAN Sai Cheong [†]	200	-	-	-	-	-	200
畢滌凡*	Barry John BUTTIFANT*	400	-	-	-	-	-	400
鄺其志*	KWONG Ki Chi*	350	-	-	-	-	-	350
梁覺*	LEUNG Kwok*	370	-	-	-	-	-	370
Simon Devilliers RUDOLPH ⁴	Simon Devilliers RUDOLPH ⁴	350	-	-	-	-	-	350
		1,870	7,951	17,059	68	2,071	100	29,119
2013								
劉國權†	LAU Kwok Kuen, Peter†	-	3,164	21,263	-	1,884	15	26,326
Ishwar Bhagwandas CHUGANI†	Ishwar Bhagwandas CHUGANI†	-	1,312	4,357	1,198	48	61	6,976
馬灼安 ²	MAH Chuck On, Bernard ²	-	519	555	-	205	4	1,283
鄭志剛 [†]	CHENG Chi Kong, Adrian [†]	200	-	-	-	-	-	200
陳世昌 [†]	CHAN Sai Cheong [†]	200	-	-	-	-	-	200
畢滌凡*	Barry John BUTTIFANT*	400	-	-	-	-	-	400
鄺其志*	KWONG Ki Chi*	350	-	-	-	-	-	350
李鵬飛 ³	LEE Peng Fei, Allen ³	175	-	-	-	-	-	175
梁覺*	LEUNG Kwok*	370	-	-	-	-	-	370
Simon Devilliers RUDOLPH ⁴	Simon Devilliers RUDOLPH ⁴	175	-	-	-	-	-	175
		1,870	4,995	26,175	1,198	2,137	80	36,455

† 主席及行政總裁

* 獨立非執行董事

† 非執行董事

其他收益包括保險供款、房屋及稅項津貼

¹ 於2013年2月1日委任董事

² 於2013年2月1日退任董事

³ 於2013年6月14日退任董事

⁴ 於2013年6月28日委任董事

⁵ 於2014年6月20日委任董事

† Chairman and Chief Executive

* Independent non-executive directors

† Non-executive directors

Other benefits include insurance premium, housing and tax allowances

¹ Appointed as a director on February 1, 2013

² Retired as a director on February 1, 2013

³ Retired as a director on June 14, 2013

⁴ Appointed as a director on June 28, 2013

⁵ Appointed as a director on June 20, 2014

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

10. 董事及高級管理人員酬金（續）

(a) 董事酬金（續）

於本年度內，向本公司董事支付之酬金總額如下：

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
袍金	Fees	2	2
其他酬金：	Other emoluments:		
基本薪金、房屋津貼、購股權	Basic salaries, housing allowances, share options		
其他津貼及實物收益	other allowances and benefits in kind	10	8
花紅	Bonuses	17	26
		29	36

(b) 五位最高薪職員

於本年度內，本集團五位最高薪職員中包括3位（2013年：2位）董事，其酬金之詳情已於上文披露。付予餘下2位（2013年：3位）最高薪職員酬金總額如下：

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
基本薪金、房屋津貼、 其他津貼及實物收益	Basic salaries, housing allowances, other allowances and benefits in kind	5	7
花紅	Bonuses	1	4
		6	11

餘下最高薪職員按酬金組別歸類如下：

酬金組別 Emolument bands

港幣
HK\$
2,000,001 – 3,000,000
3,000,001 – 4,000,000
4,000,001 – 5,000,000
5,000,001 – 6,000,000

10. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

The aggregate amount of emoluments payable to directors of the Company during the year is as follows:

(In HK\$ millions)	2014	2013
Fees	2	2
Other emoluments:		
Basic salaries, housing allowances, share options		
other allowances and benefits in kind	10	8
Bonuses	17	26
	29	36

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include 3 (2013: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 2 (2013: 3) individuals during the year are as follows:

(In HK\$ millions)	2014	2013
Basic salaries, housing allowances, other allowances and benefits in kind	5	7
Bonuses	1	4
	6	11

The emoluments of the remaining highest paid individuals fell within the following bands:

人數 Number of individuals

2014 2013

1 –
– 2
1 –
– 1

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

11. 稅項

香港利得稅是根據本年度之估計應課稅溢利按16.5% (2013年: 16.5%) 之稅率計算。海外稅項乃按個別司法地區適用之稅率計算。

11. TAXATION

Hong Kong profits tax is calculated at the rate of 16.5% (2013: 16.5%) on the estimated assessable profits for the year. Overseas taxation is calculated at the rates applicable in the respective jurisdictions.

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	2014	2013
所得稅項	Income tax			
本年度所得稅項	Current income tax			
– 香港利得稅	– Hong Kong profits tax		21	28
– 香港以外	– Outside Hong Kong		71	118
– 附屬公司及一共同控制公司 之可分配扣繳稅項	– Withholding tax on distribution from subsidiaries and a jointly controlled company		27	36
遞延稅項	Deferred tax			
關於短暫性差異之衍生及撥回	Relating to the origination and reversal of temporary differences		9	(2)
過往期間準備(剩餘)/不足	(Over)/under provision in prior years			
– 香港利得稅	– Hong Kong profits tax		1	(5)
– 香港以外	– Outside Hong Kong		1	(2)
稅項支出	Taxation charge		130	173

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

11. 稅項（續）

本集團之稅項支出與本公司以本港稅率而計算之除稅前溢利稅項之調節表如下：

11. TAXATION (continued)

Reconciliation of the Group's profit before taxation at the tax rate of Hong Kong to the taxation charge is as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團	
		2014	2013
除稅前溢利（不包括應佔共同控制公司及聯營公司溢利）	Profit before taxation (before share of profit of jointly controlled companies and associates)	541	824
按稅率16.5%（2013年：16.5%）計算	Calculated at a taxation rate of 16.5% (2013: 16.5%)	89	136
其他國家不同稅率之影響	Effect of different tax rates in other countries	11	13
不可扣稅之支出	Expenses not deductible for tax purpose	8	12
未確認之遞延稅項資產	Deferred tax assets not recognized	23	19
無須課稅之收入	Income not subject to tax	(34)	(36)
使用早前未有確認之稅損	Utilization of previously unrecognized tax losses	(4)	(1)
確認早前未有確認之稅損	Recognition of previously unrecognized tax losses	1	-
扣繳稅項	Withholding tax	34	37
過往年度準備不足	Under provision in prior years	2	(7)
稅項支出	Taxation charge	130	173

本公司及其香港附屬公司之稅項準備是根據本年度從香港賺取或源自香港之估計應課稅溢利按現稅率16.5%（2013年：16.5%）計算。

The provision for taxation of the Company and its Hong Kong subsidiaries is calculated by applying the current rate of taxation of 16.5% (2013: 16.5%) to the estimated assessable profits earned in or derived from Hong Kong during the year.

其他於香港以外經營之附屬公司之利得稅項是根據適用於各司法權區之稅率而計算。

Taxation on the profits of other subsidiaries operating outside Hong Kong is calculated at the rates applicable in the respective jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014**12. 股東應佔溢利**

股東應佔集團之合併溢利為4.08億港元(2013年: 6.63億港元), 包括在本公司財務報表內已計入之股東應佔溢利為4.78億港元(2013年: 4.56億港元)。

13. 每股盈利

每股基本及攤薄盈利乃按本年度股東應佔合併溢利4.08億港元(2013: 6.63億港元)計算。

每股基本盈利乃按本年度內已發行股份之加權平均股數1,569,176,929股(2013年: 1,556,788,852股)計算。

每股攤薄盈利乃按截至2014年度內已發行股份之加權平均股數1,569,176,929股(2013年: 1,556,788,852股)加上假設根據本公司購股權計劃授出之所有未行使購股權皆已行使而發行之股份之加權平均股數2,121,728股(2013年: 18,834,471股)計算。

12. PROFIT ATTRIBUTABLE TO SHAREHOLDERS

The Group's consolidated profit attributable to shareholders of the Company of HK\$408 million (2013: HK\$663 million) includes a profit of HK\$478 million (2013: HK\$456 million) which has been dealt with in the financial statements of the Company.

13. EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on the consolidated profit attributable to shareholders for the year of HK\$408 million (2013: HK\$663 million).

The basic earnings per share is based on the weighted average of 1,569,176,929 shares (2013: 1,556,788,852 shares) in issue during the year.

The diluted earnings per share is based on 1,569,176,929 shares (2013: 1,556,788,852 shares) which is the weighted average number of shares in issue during the year plus the weighted average of 2,121,728 shares (2013: 18,834,471 shares) deemed to be issued if all outstanding share options granted under the share option scheme of the Company had been exercised.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

14. 股息

14. DIVIDENDS

(a) 本年度股息如下：

(a) Dividends attributable to the year:

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
已宣布及已派發之中期股息 每股10.5港仙 (2013年：每股16.0港仙)	Interim dividend declared and paid of 10.5 HK cents (2013: 16.0 HK cents) per share	165	250
		165	250
於結算日後建議之末期股息 每股14.5港仙 (2013年：每股24.0港仙)	Final dividend proposed after the balance sheet date of 14.5 HK cents (2013: 24.0 HK cents) per share	228	376
		228	376
		393	626

於2015年3月3日舉行之董事會會議上，董事建議派發末期股息為每股14.5港仙。此項擬派息在結算當日並無確認負債。擬派股息之金額乃基於建議派息日之已發行股份數目計算。

At the board meeting held on March 3, 2015, the directors proposed final dividend of 14.5 HK cents per share. The proposed dividend has not been recognized as a liability at the balance sheet date. The amount of proposed dividend was based on the shares in issue as at the proposed date.

(b) 屬於上一年度，並於本年度內通過及支付的股息：

(b) Dividends attributable to the previous year, approved and paid during the year:

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
已批准及派發2013年末期股息 每股24.0港仙 (2012年：每股25.0港仙)	2013 final dividend approved and paid of 24.0 HK cents (2012: 25.0 HK cents) per share	377	390

已支付股息金額乃基於股息支付日之已發行股份數目計算。

The amount of dividends paid was based on the number of shares outstanding as at the dividend payment date.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 201415. 物業、機器及設備
集團15. PROPERTY, PLANT AND EQUIPMENT
Group

		永久業權 之土地 及樓宇 Freehold land & buildings	樓宇 Buildings	廠房及 機器 Plant & equipment	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
(以百萬港元為單位)	(In HK\$ millions)						
成本值	Cost						
於2014年1月1日	At January 1, 2014	58	25	55	1,043	23	1,204
換算差額	Translation difference	(3)	-	(1)	(25)	(1)	(30)
添置	Additions	-	-	-	144	-	144
出售	Disposals	-	(1)	(1)	(73)	(1)	(76)
於2014年12月31日	At December 31, 2014	55	24	53	1,089	21	1,242
累積折舊	Accumulated depreciation						
於2014年1月1日	At January 1, 2014	13	7	52	833	15	920
換算差額	Translation difference	(1)	-	(1)	(23)	-	(25)
本年度折舊	Charge for the year	1	1	1	134	3	140
出售	Disposals	-	(1)	(1)	(71)	(1)	(74)
於2014年12月31日	At December 31, 2014	13	7	51	873	17	961
於2014年12月31日 之賬面淨值	Net book value at December 31, 2014	42	17	2	216	4	281

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

15. 物業、機器及設備(續)

集團

15. PROPERTY, PLANT AND EQUIPMENT (continued)

Group

		永久業權 之土地 及樓宇 Freehold land & buildings	樓宇 Buildings	廠房及 機器 Plant & equipment	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
(以百萬港元為單位)	(In HK\$ millions)						
成本值	Cost						
於2013年1月1日	At January 1, 2013	61	25	60	983	26	1,155
換算差額	Translation difference	(3)	-	(5)	(22)	(1)	(31)
添置	Additions	-	-	-	152	4	156
出售	Disposals	-	-	-	(70)	(6)	(76)
於2013年12月31日	At December 31, 2013	58	25	55	1,043	23	1,204
累積折舊	Accumulated depreciation						
於2013年1月1日	At January 1, 2013	13	7	51	800	17	888
換算差額	Translation difference	-	-	-	(22)	-	(22)
本年度折舊	Charge for the year	-	-	1	124	3	128
出售	Disposals	-	-	-	(69)	(5)	(74)
於2013年12月31日	At December 31, 2013	13	7	52	833	15	920
於2013年12月31日 之賬面淨值	Net book value at December 31, 2013	45	18	3	210	8	284

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

15. 物業、機器及設備(續)

集團

(a) 永久業權之土地及樓宇位於台灣及印尼。

(b) 樓宇之賬面淨值分析如下：

15. PROPERTY, PLANT AND EQUIPMENT (continued)

Group

(a) The freehold land and buildings are situated in Taiwan and Indonesia.

(b) The analysis of the net book value of buildings is as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團 Group		公司 Company	
		2014	2013	2014	2013
在香港持有	In Hong Kong, held on				
– 10年至50年租約	– leases of between 10 and 50 years	15	16	7	8
在香港以外持有	Outside Hong Kong, held on				
– 10年至50年租約	– leases of between 10 and 50 years	2	1	-	-
– 多於50年租約	– leases of over 50 years	-	1	-	-
		2	2	-	-
於12月31日	At December 31	17	18	7	8

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

15. 物業、機器及設備(續) 公司

15. PROPERTY, PLANT AND EQUIPMENT (continued) Company

(以百萬港元為單位)	(In HK\$ millions)	樓宇 Buildings	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	合計 Total
成本值	Cost			
於2014年1月1日及 2014年12月31日	At January 1, 2014 and December 31, 2014	11	2	13
累積折舊	Accumulated depreciation			
於2014年1月1日	At January 1, 2014	3	2	5
本年度折舊	Charge for the year	1	-	1
於2014年12月31日	At December 31, 2014	4	2	6
於2014年12月31日 之賬面淨值	Net book value at December 31, 2014	7	-	7

(以百萬港元為單位)	(In HK\$ millions)	樓宇 Buildings	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	合計 Total
成本值	Cost			
於2013年1月1日及 2013年12月31日	At January 1, 2013 and December 31, 2013	11	2	13
累積折舊	Accumulated depreciation			
於2013年1月1日	At January 1, 2013	3	2	5
本年度折舊	Charge for the year	-	-	-
於2013年12月31日	At December 31, 2013	3	2	5
於2013年12月31日 之賬面淨值	Net book value at December 31, 2013	8	-	8

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

16. 商譽

16. GOODWILL

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
於1月1日	At January 1	535	536
換算差額	Translation difference	-	(1)
於12月31日	At December 31	535	535

商譽已根據業務所在地點及業務分部分配至本集團之已識別現金產生單位(「CGU」)。商譽按經營分部分析如下：

Goodwill is allocated to the Group's cash generating units ("CGU") identified according to the location of operation and business segment. The goodwill analysed by operating segment is as follows:

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
零售及分銷	Retail and Distribution		
— 亞太其他地區	— Rest of Asia Pacific	5	5
— 中東地區	— Middle East	530	530
		535	535

商譽減值測試

CGU之可收回金額乃按使用公允價值減出售成本計算。該項計算方法以管理層批准之5年財務預算以計算稅前現金流量。管理層根據過往中東業務及其對市場發展之預期來釐定預算。按年平均銷售增長率預計6.7%。5年期間以後之現金流量，則使用已考慮內在及外在因素後的估計每年增長率3%估算。所使用之稅前貼現率為12.5%至16.8%及已反映有關經營分部之特定風險。

董事認為於2014年及2013年12月31日止並無商譽減值。

Impairment test for goodwill

The recoverable amount of a CGU is determined based on fair value less costs to sell calculation. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Management determines the financial budgets of Middle East based on past performance and its expectations of market development. The average annual sales growth rate is expected to be 6.7%. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3% per annum after considering both internal and external factors. The pre-tax discount rate used is in a range of 12.5% to 16.8% and reflect specific risks relating to the segment.

The directors are of the opinion that there was no impairment of goodwill as at December 31, 2014 and 2013.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

17. 附屬公司權益

(a) 附屬公司權益

(以百萬港元為單位)	(In HK\$ millions)	公司	
		2014	2013
非上市投資(成本值)	Unlisted investment (at cost)	817	817
應收附屬公司款項	Amounts due from subsidiaries		
短期部分	Current portion	1,067	699
長期部分	Long-term portion	233	239
		1,300	938
應付附屬公司款項	Amounts due to subsidiaries		
— 短期	— current	387	26

所有附屬公司往來款均無抵押及免息。除應收附屬公司款項10.67億港元(2013年：6.99億港元)將會在一年內收回，其餘的款項乃資本性質及預期不會在一年內收回。

主要附屬公司之詳情載於財務報表附註36。

(b) 重大非控制性權益

本期間之非控股權益總額為1.74億港元(2013年：1.53億港元)，其中PT. Giordano Indonesia(「Indonesia」)佔1.23億港元(2013年：1億港元)，Giordano Fashions (L.L.C.)(「UAE」)佔1,500萬港元(2013年：2,200萬港元)，而Textile and Ready Garments Co. Ltd. (「Saudi」)佔3,100萬港元(2013年：3,100萬港元)。其他公司之非控股權益不重大。

17. INTEREST IN SUBSIDIARIES

(a) Interest in subsidiaries

The balances with subsidiaries are unsecured and non-interest bearing. Except for the amounts due from subsidiaries of HK\$1,067 million (2013: HK\$699 million) are recoverable within one year, the remaining balances are of equity in nature and are not expected to be repayable within one year.

Details of principal subsidiaries are set out in Note 36 to the financial statements.

(b) Material non-controlling interest

The total non-controlling interest for the period is HK\$174 million (2013: HK\$153 million), of which HK\$123 million (2013: HK\$100 million) is for PT. Giordano Indonesia ("Indonesia"), HK\$15 million (2013: HK\$22 million) is for Giordano Fashions (L.L.C.) ("UAE") and HK\$31 million (2013: HK\$31 million) is for Textile and Ready Garments Co. Ltd. ("Saudi"). The non-controlling interest in respect of the rest of the companies are not material.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

17. 附屬公司權益(續)

(b) 重大非控制性權益(續)

擁有重大非控股權益之附屬公司之財務資料概要

下文載列各擁有非控股權益(對本集團而言屬重大性質)之附屬公司之財務資料概要。

資產負債表摘錄

(以百萬港元為單位)	(In HK\$ millions)	印尼 Indonesia		阿拉伯聯合酋長國 UAE		沙地阿拉伯 Saudi	
		2014	2013	2014	2013	2014	2013
流動資產	Current Assets	173	160	92	105	106	125
負債	Liabilities	(39)	(47)	(33)	(29)	(26)	(39)
流動淨資產總額	Total current net assets	134	113	59	76	80	86
非流動資產	Non-current Assets	61	54	31	29	41	40
負債	Liabilities	-	-	-	-	-	-
非流動淨資產總額	Total non-current net assets	61	54	31	29	41	40
淨資產	Net assets	195	167	90	105	121	126

利潤表摘錄

(以百萬港元為單位)	(In HK\$ millions)	印尼 Indonesia		阿拉伯聯合酋長國 UAE		沙地阿拉伯 Saudi	
		2014	2013	2014	2013	2014	2013
收入	Revenue	436	435	243	251	324	335
除稅前溢利	Profit before income tax	96	115	28	34	44	53
所得稅費用	Income tax expense	(24)	(31)	-	-	(7)	(10)
除稅後溢利	Post-tax profit	72	84	28	34	37	43
其他綜合收益	Other comprehensive income	(23)	(43)	-	-	-	-
總綜合收益	Total comprehensive income	49	41	28	34	37	43
非控制性權益總綜合收益	Total comprehensive income allocated to Non-Controlling Interests	25	21	6	7	9	11
非控制性權益已付股息	Dividends paid to Non-Controlling Interests	15	35	8	-	10	-

17. INTEREST IN SUBSIDIARIES (continued)

(b) Material non-controlling interest (continued)

Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for each subsidiary that has non-controlling interests that are material to the Group.

Summarised balance sheet

Summarised income statement

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

17. 附屬公司權益(續)

(b) 重大非控制性權益(續)

擁有重大非控股權益之附屬公司之
財務資料概要(續)

現金流量表摘錄

(以百萬港元為單位)	(In HK\$ millions)	印尼 Indonesia		阿拉伯聯合酋長國 UAE		沙地阿拉伯 Saudi	
		2014	2013	2014	2013	2014	2013
經營業務之現金流入淨額	Net cash inflow from operating activities	63	62	48	76	59	50
投資業務之現金流出淨額	Net cash outflow from investing activities	(19)	(21)	(7)	(13)	(16)	(24)
融資業務之現金流出淨額	Net cash outflow from financing activities	(37)	(60)	(43)	(111)	(41)	(32)
現金及現金等值之(減少)/增加	(Decrease)/increase in cash and cash equivalents	7	(19)	(2)	(48)	2	(6)
於1月1日之現金及現金等值結存	Cash and cash equivalents at January 1	48	84	50	98	53	59
外幣匯率變動之影響	Effect of foreign exchange rate changes	(1)	(17)	-	-	-	-
於12月31日之現金及現金等值結存	Cash and cash equivalents at December 31	54	48	48	50	55	53

上述資料為未計集團公司之間對銷前的金額。

The information above is the amount before inter-Company elimination.

18. 共同控制公司權益

非上市共同控制公司之資料如下：

18. INTEREST IN JOINTLY CONTROLLED COMPANIES

Particulars of the unlisted jointly controlled companies are as follows:

共同控制公司名稱 Name of jointly controlled company	成立及經營地點 Place of incorporation and operation	持有股份百分比率 Percentage of equity holding		已發行及全數繳足股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務 Principal activities
		2014	2013		
Giordano Corporation Limited*	大韓民國 Republic of Korea	48.5	48.5	1,030,000股 每股面值5,000韓國圓之普通股 1,030,000 common stock of WON5,000 each	經營零售服裝及配襯用品 Retail of apparel and accessories
昌耀企業有限公司* Cheong Yiu Enterprises Limited*	香港 Hong Kong	49.0	49.0	200,000股 每股面值1港元之普通股 200,000 ordinary shares of HK\$1 each	經營包裝物料貿易 Trading of packaging products

* 間接持有之共同控制公司

* jointly controlled companies held indirectly

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

18. 共同控制公司權益(續)

以下為非上市共同控制公司之資產、負債、業績及承擔：

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
流動資產	Current assets	1,127	1,177
流動負債	Current liabilities	(114)	(136)
非流動資產	Non-current assets	100	87
非流動負債	Non-current liabilities	(14)	(16)
資產淨值	Net assets	1,099	1,112
收益	Revenue	1,695	1,769
費用	Expense	(1,556)	(1,565)
除稅前溢利	Profit before taxation	139	204
稅項	Taxation	(31)	(45)
除稅後溢利	Profit after taxation	108	159
營業租賃之承擔	Operating lease commitments	498	443

本集團所持有之共同控制公司之權益並沒有涉及任何或然負債及資本承擔，而該等共同控制公司本身亦無重大或然負債及資本承擔。

18. INTEREST IN JOINTLY CONTROLLED COMPANIES (continued)

Assets, liabilities, results and commitments of the unlisted jointly controlled companies are as follows:

There are no material contingent liabilities and capital commitments relating to the Group's interest in the jointly controlled companies, and the jointly controlled companies have no contingent liabilities and capital commitments themselves.

19. 聯營公司權益

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
非上市股份(成本值)	Unlisted shares (at cost)	-	-
所佔收購後溢利	Share of post-acquisition profits	6	5
所佔收購後儲備	Share of post-acquisition reserves	-	-
減：減值虧損(附註6)	Less: Provision for impairment (Note 6)	(2)	-
		4	5

19. INTEREST IN ASSOCIATES

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

19. 聯營公司權益(續)

本集團持有之非上市聯營公司權益如下：

19. INTEREST IN ASSOCIATES (continued)

The Group's interest in its unlisted associates are as follows:

		集團 Group	
(以百萬港元為單位)	(In HK\$ millions)	2014	2013
資產	Assets	7	7
負債	Liabilities	(1)	(2)
所佔資產淨值	Share of net assets	6	5
收益	Revenue	12	12
費用	Expense	(11)	(10)
除稅前溢利	Profit before taxation	1	2
稅項	Taxation	-	-
應佔除稅後溢利	Share of profit after taxation	1	2

20. 可出售之金融資產

可出售之金融資產指於迅捷環球控股有限公司(「迅捷環球」)6.46%之權益(2013: 6.46%)。

20. AVAILABLE-FOR-SALE FINANCIAL ASSETS

Available-for-sale financial assets represented 6.46% interests in Speedy Global Holdings Limited ("Speedy") (2013: 6.46%).

		集團 Group	
(以百萬港元為單位)	(In HK\$ millions)	2014	2013
於1月1日	At January 1	14	24
按公允值之變動轉入 可出售之金融資產儲備	Fair value change transfer to available-for-sale financial assets reserve	1	(10)
於12月31日	At December 31	15	14

於2014年12月31日，可出售之金融資產指於迅捷環球6.46%之權益。該資產是以港元計值。迅捷環球從事成衣製造業務，是本集團的主要供應商之一。

As at December 31, 2014, available-for-sale financial assets represented 6.46% interest in Speedy and is denominated in Hong Kong dollars. Speedy engaged in garment manufacturing business and is one of the key suppliers of the Group.

於2014年12月31日，可出售之金融資產之公允值是根據香港聯合交易所有限公司之股價釐定，分類為第一級。

As at December 31, 2014, the fair value of the available-for-sale financial asset is determined using its quoted price on The Stock Exchange of Hong Kong Limited which is categorised as Level 1.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

21. 於損益賬按公允值處理之金融資產

於2008年6月27日，本公司訂立買賣協議出售 Placita Holdings Limited (「Placita」) 21.0% 權益。根據該協議，餘下之6,055,440股普通股代表本集團持有餘下30.0%已發行之股本被重新分類為6,055,440股Placita之優先股(「優先股」)。此外，買方亦授予本公司優先股之認沽期權。

該優先股連同有關期權會於損益賬以公允值估量。公允價值已於去年末估值，及將於其後之每年年末由專業估值公司重新評估。

於2014年12月31日該優先股及有關期權之公允價值為2,800萬港元(2013年：2,800萬港元)。於損益賬按公允值處理之金融資產之公允價值變動會於利潤表記錄為其他收入(附註6)。

該可於損益賬按公平值處理之金融資產公允價值是決定於對該投資的各項於不可觀察市場上取得的資料(不可觀察輸入)，根據HKFRS 7的公允值的階級組織分類為第三級。

21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

On June 27, 2008, the Company entered into a sale and purchase agreement to dispose of its 21.0% interest in Placita Holdings Limited ("Placita"). As part of the agreement, the remaining 6,055,440 Ordinary Shares representing the Group's remaining 30.0% of the total issued share capital of Placita held by the Company were redesignated into 6,055,440 preference shares of Placita (the "Preference Shares"). Furthermore, the Purchaser also granted to the Company a put option on the Preference Shares.

The Preference Shares and the related options are measured at fair value through profit or loss. The fair value has been and will be re-assessed by a professional valuation firm at year end and the end of each subsequent period.

The fair value of the Preference Shares and the related options is HK\$28 million as at December 31, 2014 (2013: HK\$28 million). Changes in the fair values of financial assets at fair value through profit or loss are recorded in other income in the income statement (Note 6).

The fair value of the financial assets at fair value through profit or loss is determined using inputs that are not based on observable market data (unobservable inputs), which is categorised as level 3 under the fair value hierarchy pursuant to HKFRS 7.

(以百萬港元為單位)	(In HK\$ millions)	集團及公司 Group and Company	
		2014	2013
於1月1日	At January 1	28	28
於利潤表按公允價值之增加	Increase in fair value to income statement	-	-
於12月31日	At December 31	28	28

該於損益賬按公允值處理金融資產之公允價值由一獨立及持有專業資格之評值公司估值，並根據貼現現金流量模式評估其公允價值。

The fair value of the financial assets at fair value through profit or loss was assessed by an independent professional valuation valuer and is determined based on discounted cash flow model.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

22. 租賃土地及租金預付款項 集團

22. LEASEHOLD LAND AND RENTAL PREPAYMENTS Group

(以百萬港元為單位)	(In HK\$ millions)	租賃土地 預付款項	租金 預付款項	合計	2013
		Leasehold land prepayments	Rental prepayments	Total	
		2014	2014	2014	
於1月1日之賬面淨值	Net book value at January 1	184	106	290	300
換算差額	Translation difference	(1)	(1)	(2)	-
添置	Additions	-	43	43	56
本年度攤銷	Amortization for the year	(8)	(49)	(57)	(66)
出售	Disposals	(1)	-	(1)	-
於12月31日之賬面淨值	Net book value at December 31	174	99	273	290
短期部分	Current portion	(6)	(39)	(45)	(44)
長期部分	Long-term portion	168	60	228	246

公司

Company

租賃土地預付款項分析如下：

Leasehold land prepayments are analyzed as follows:

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
於1月1日之賬面淨值	Net book value at January 1	129	134
本年度攤銷	Amortization for the year	(5)	(5)
於12月31日之賬面淨值	Net book value at December 31	124	129
短期部分	Current portion	(5)	(5)
長期部分	Long-term portion	119	124

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

22. 租賃土地及租金預付款項(續)

租賃土地預付款項乃指已預付的經營租賃支出。該等成本值是按剩餘租賃年期攤銷，其賬面淨值分析如下：

22. LEASEHOLD LAND AND RENTAL PREPAYMENTS (continued)

Leasehold land prepayments represent prepaid operating lease payments. The costs are amortized over the leasehold period and their net book values are analyzed as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團		公司	
		Group	2013	Company	2013
在香港持有	In Hong Kong, held on				
– 10年至50年租約	– leases of between 10 and 50 years	132	137	124	129
在香港以外持有	Outside Hong Kong, held on				
– 10年至50年租約	– leases of between 10 and 50 years	36	27	-	-
– 多於50年租約	– leases of over 50 years	6	20	-	-
		174	184	124	129

23. 存貨

23. INVENTORIES

(以百萬港元為單位)	(In HK\$ millions)	集團	
		Group	2013
原料	Raw materials	2	2
製成品	Finished goods	512	516
		514	518

存貨值已確認為費用並記賬在銷售成本中為23.4億港元(2013年：22.97億港元)。

The cost of inventories recognized as expense and included in cost of goods sold amounted to HK\$2,340 million (2013: HK\$2,297 million).

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

24. 應收賬款及其他應收款

24. TRADE AND OTHER RECEIVABLES

(以百萬港元為單位)	(In HK\$ millions)	集團		公司	
		Group	2014	2013	Company
應收賬款	Trade receivables	306	333	-	-
減：減值撥備	Less: Provision for impairment	(15)	(17)	-	-
應收賬款淨值	Trade receivables, net	291	316	-	-
其他應收款，包括 訂金及預付款項	Other receivables, including deposits and prepayments	288	298	3	8
		579	614	3	8

除現金及信用卡銷售外，本集團在正常情況下給予其貿易客戶30至60日信貸期。

Other than cash and credit card sales, the Group normally allows a credit period of 30-60 days to its trade customers.

應收賬款及其他應收款內的其他類別沒有包含已減值資產。

The other classes within trade and other receivables do not contain impaired assets.

(a) 賬齡分析

於結算日應收賬款（扣除呆賬撥備）之賬齡根據發票日分析如下：

(a) Ageing analysis

As at the balance sheet date, the ageing analysis from the invoice date of trade receivables (net of allowance for doubtful debts) is as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團	
		Group	2014
0至30日	0 - 30 days	212	233
31至60日	31 - 60 days	46	49
61至90日	61 - 90 days	17	19
逾90日	Over 90 days	16	15
		291	316

應收賬款之賬面值約以公允值列賬。因本集團之顧客分散於世界各地，故有關應收賬款並無集中性之信貸風險。

The carrying amount of trade receivables are stated approximately at fair value. There is no concentration of credit risk with respect to trade receivables as the Group has a large number of internationally dispersed customers.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

24. 應收賬款及其他應收款(續)

(a) 賬齡分析(續)

於2014年12月31日，逾期但並無減值之應收賬款為6,800萬港元(2013年：9,300萬港元)。而若干有關客戶在最近並無壞賬記錄。根據到期日劃分之賬齡分析如下：

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
0至30日	0 – 30 days	37	53
逾30日	Over 30 days	31	40
		68	93

(b) 應收賬款的減值

應收賬款的減值虧損，乃以撥備賬戶入賬，除非本集團認為收回賬款的機會極微，在此情況下，減值虧損將直接在應收賬款中撇銷。

年內呆賬撥備之變動(包括特定及整體虧損部分)如下：

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
於1月1日	At January 1	17	14
本年不可收回應收賬款部份之撇銷	Receivables written off during the year as uncollectible	(2)	–
本年撥備	Provision for the year	–	3
於12月31日	At December 31	15	17

個別已減值之應收賬款與出現財政困難的客戶，經管理層評估預期只可收回部份應收賬款，因此確認為特定呆賬撥備。本集團並無就有關欠款持有任何抵押品。

24. TRADE AND OTHER RECEIVABLES (continued)

(a) Ageing analysis (continued)

As at December 31, 2014, trade receivables of HK\$ 68 million (2013: HK\$93 million) were past due but not impaired. These related to a number of customers for whom there had been no recent history of default. Their ageing analysis from the due date is as follows:

(b) Impairment of trade receivables

Impairment loss in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

The individually impaired receivables relate to customers that are in financial difficulties and management assesses that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts were recognized. The Group does not hold any collateral over these balances.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

25. 衍生金融工具

25. DERIVATIVE FINANCIAL INSTRUMENTS

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
遠期外匯合同 — 現金流量套期	Forward foreign exchange contracts – cash flow hedges	–	3

遠期外匯合同

於2014年12月31日，仍未結算的遠期外匯合同的設定本金額為零港元（2013年：5.16億港元）。

於2013年12月31日，被套期的外幣極可能預測交易預期將於未來12個月內的多個日期產生。就遠期外匯合同在權益內的套期儲備中確認的利得和損失（附註27），在套期交易影響利潤表的一個或多個期間內確認。這一般是在報告期末後12個月內。

根據HKFRS 7的公允值的階級組織，該衍生金融工具之公允值分類為第二級。

Forward foreign exchange contract

The notional principal amount of the outstanding forward foreign exchange contracts at December 31, 2014 were nil (2013: HK\$516 million).

As of 31 December 2013, the hedged highly probable forecast transactions denominated in foreign currency are expected to occur at various dates during the next 12 months. Gains and losses recognised in the hedging reserve in equity (Note 27) on forward foreign exchange contracts are recognised in the income statement in the period or periods during which the hedged forecast transaction affects the income statement. This is generally within 12 months from the end of the reporting period.

The fair value of the derivative financial instruments is categorised as level 2 under the fair value hierarchy pursuant to HKFRS 7.

26. 股本

26. SHARE CAPITAL

(以百萬港元為單位)	(In HK\$ millions)	2014	2013
法定： 2,000,000,000股 每股面值5港仙之普通股	Authorized: 2,000,000,000 ordinary shares of HK\$0.05 each	100	100
已發行及全數繳足： 1,569,912,518股 (2013年：1,566,836,518股) 每股面值5港仙之普通股	Issued and fully paid: 1,569,912,518 ordinary shares (2013: 1,566,836,518 ordinary shares) of HK\$0.05 each	78	78

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

26. 股本(續)

於本年度內，已發行股本之變動情況如下：

26. SHARE CAPITAL (continued)

Details of the movement in the issued share capital during the year are set out below:

		股份數目	
		Number of shares	
		2014	2013
每股面值5港仙之普通股	Ordinary shares of HK\$0.05 each		
於1月1日	At January 1	1,566,836,518	1,543,708,518
發行股份	Issue of shares	3,076,000	23,128,000
於12月31日	At December 31	1,569,912,518	1,566,836,518

(a) 發行股份

按本公司之購股權計劃，本公司於本年度內因購股權持有人行使購股權附予之權利而發行每股面值5港仙之新普通股股份共3,076,000股。

本公司發行之所有新普通股與本公司當時之現有股份在各方面均享有同等權益。

(b) 購股權資料

購股權計劃之摘要及本公司購股權於本年度內之變動詳情載於第177頁至183頁。

(c) 回購股份

本公司於本年度內並無購回其任何股份。

(d) 一共同控制公司所持有的股份

於2014年12月31日，一共同控制公司持有本公司1,800,000股普通股股份(2013年：1,800,000股)。

(a) Issue of shares

Pursuant to the share option scheme of the Company, the Company issued 3,076,000 new ordinary shares of HK\$0.05 each in the capital of the Company to option-holders who exercised their rights attached to share options during the year.

All the new ordinary shares issued by the Company ranked pari passu with the then existing shares of the Company in all respects.

(b) Share option information

A summary of the share option scheme and details of the movement in share options of the Company during the year are set out on pages 177 to 183.

(c) Repurchase of shares

During the year, the Company did not repurchase any of its shares.

(d) Shares held by a jointly controlled company

As at December 31, 2014, 1,800,000 shares ordinary shares (2013: 1,800,000 shares) were held by a jointly controlled company.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

27. 儲備

於2014年12月31日，本集團及本公司之儲備分析如下：

27. RESERVES

The reserves of the Group and the Company as at December 2014 are analyzed as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團		公司	
		Group	2013	Company	2013
繳入盈餘	Contributed surplus	383	383	540	540
資本贖回儲備	Capital redemption reserve	3	3	3	3
股份溢價	Share premium	916	905	916	905
購股權儲備	Share options reserve	22	23	22	23
匯兌儲備	Exchange reserve	67	132	-	-
其他儲備	Other reserves	95	91	-	-
可出售之金融資產儲備	Available-for-sale financial assets reserve	-	(5)	-	-
滾存溢利	Retained profits	1,346	1,486	376	437
		2,832	3,018	1,857	1,908
擬派末期股息(附註14(a))	Proposed final dividends (Note 14(a))	(228)	(376)	(228)	(376)
儲備總額	Total reserves	2,604	2,642	1,629	1,532

本集團及本公司之繳入盈餘乃指因集團重組而產生之進賬額，而集團重組乃根據於1995年5月29日完成之協議計劃而進行。根據百慕達1981年公司法（經修訂），繳入盈餘可分派予股東。

The contributed surplus of the Group and the Company represents credit arising from a group reorganisation pursuant to a scheme of arrangement which was completed on May 29, 1995. Under the Companies Act 1981 of Bermuda (as amended) the contributed surplus is distributable to the shareholders.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

27. 儲備(續)

其他儲備之主要項目詳情如下：

- (a) 根據中國大陸有關法律及財務法規，中國大陸之附屬公司之法定儲備基金可用於彌補往年虧損(如有)及用以增加該等附屬公司之資本額。
- (b) 根據韓國稅務獎勵限制法例及韓國商業準則，大韓民國之共同控制公司之法定儲備基金及其他儲備只可以用作抵銷未來虧損或轉作資本，而不可用作現金股息派發。
- (c) 根據阿拉伯聯合酋長國商業公司法例，阿拉伯聯合酋長國之聯營公司之法定儲備基金，除聯邦法規定外，不可作分配之用。
- (d) 授出認沽期權財務負債1.02億港元(2013年：1.02億港元)。(附註28)
- (e) 套期儲備零港元(2013年：300萬港元)。

28. 授出認沽期權負債

於2012年，本集團就向Giordano Fashions (L.L.C.) (「Giordano UAE」) 及Textile and Ready Garments Co. Ltd. (「Giordano KSA」) 之非控股股東授出認沽期權，以供其出售於此等公司之餘下權益予本集團所產生的財務負債而確認負債約1.02億港元(2013年：1.02億港元)。該認沽期權於本集團完成收購Giordano UAE及Giordano KSA之股份3年後隨時可行使，而且無到期日期。該等財務負債初步按其公允值確認，即估計贖回金額的現金及從股本中重新分類。授出認沽期權負債以美元計值。

該認沽期權於2014年由長期負債並列為流動資產中之認沽期權負債。

29. 遞延稅項

遞延稅項採用負債法就短暫性差異按適用於各司法權區之稅率而作全數撥備。

本集團於年內之遞延稅項資產及負債之變動(在同一徵稅地區之結餘抵銷前)如下：

27. RESERVES (continued)

Details of the main items in other reserves are as follows:

- (a) According to the relevant laws and financial regulations, the statutory reserve funds of the subsidiaries in Mainland China may be used to make up prior years' losses, if any, and to increase the capital of the subsidiaries.
- (b) In accordance with the Korean Tax Incentive Limitation Law and Korean Commercial Code, the statutory reserve fund and other reserves of the jointly controlled company in the Republic of Korea may only be used to offset a future deficit or be transferred to capital stock, but not for cash dividends.
- (c) According to the United Arab Emirates Commercial Companies Law, the statutory reserve fund of the associate in United Arab Emirates is not available for distribution except as provided in the Federal Law.
- (d) Put option financial liability of HK\$102 million (2013: HK\$102 million). (Note 28)
- (e) Hedging reserve of nil (2013: HK\$3 million).

28. PUT OPTION LIABILITIES

In 2012, the Group recognized financial liabilities of approximately HK\$102 million in relation to the financial liabilities arising from the put option granted to the non-controlling shareholders of Giordano Fashions (L.L.C.) ("Giordano UAE") and Textile and Ready Garments Co. Ltd. ("Giordano KSA") to sell their remaining interests in these companies to the Group. Such put option is exercisable any time after 3 years from completion of the Group's acquisition of the shares in Giordano UAE and Giordano KSA and has no expiry dates. Such financial liabilities are initially recognized at their fair value, which are the present value of the estimated redemption amount and were reclassified from equity. The put option liabilities are denominated in U.S. dollars.

In 2014, such long-term financial liabilities are reclassified to put option liabilities under current liabilities.

29. DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method at the rates applicable in the respective jurisdictions.

The movement in the Group's deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

29. 遞延稅項(續)

遞延稅項(資產)/負債

(以百萬港元為單位)

於2014年1月1日
換算差額
於利潤表中列支/(計入)

於其他綜合收益計入

於2014年12月31日

於2013年1月1日
換算差額
於利潤表中列支/(計入)

於2013年12月31日

本集團有未確認遞延稅項資產8,600萬港元(2013年: 7,600萬港元)主要源於稅損。此等未確認遞延稅項資產當中4,600萬港元(2013年: 4,000萬港元)將於2014年12月31日起5年內屆滿。餘下部分主要由澳洲及德國附屬公司之無限期稅損引致。

在法定權利許可下,若遞延所得稅涉及同一財政機關,遞延稅項資產可與遞延稅項負債互相抵銷。下列金額在計入適當抵銷後,於合併資產負債表內列賬。

於結算日,已經確認在中國的附屬公司之未分派滾存溢利之扣繳稅項的遞延稅項負債為1,100萬港元(2013年: 1,100萬港元)。

(以百萬港元為單位)

遞延稅項資產
遞延稅項負債

29. DEFERRED TAXATION (continued)

Deferred tax (assets)/liabilities

		加速 會計折舊 Accelerated accounting depreciation	未分派之 滾存溢利 Unremitted profits	其他 Others	合計 Total
(In HK\$ millions)					
At January 1, 2014		(8)	115	(38)	69
Translation difference		1	(3)	1	(1)
Charged/(credited) to income statement		-	6	3	9
Credited to other comprehensive income		-	-	(1)	(1)
At December 31, 2014		(7)	118	(34)	76
At January 1, 2013		(9)	115	(33)	73
Translation difference		-	(1)	(1)	(2)
Charged/(credited) to income statement		1	1	(4)	(2)
At December 31, 2013		(8)	115	(38)	69

The Group has unrecognized deferred tax assets of HK\$86 million (2013: HK\$76 million) arising mainly from tax losses. These unrecognized deferred tax assets to the extent of HK\$46 million (2013: HK\$40 million) will expire within 5 years from December 31, 2014. The remaining portion is mainly related to the losses of subsidiaries in Australia and Germany which has no expiry date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet.

At the balance sheet date, deferred tax liabilities of HK\$11 million (2013: HK\$11 million) have been recognized for the withholding tax that would be payable on the unremitted earnings of the PRC subsidiaries.

集團 Group

(In HK\$ millions)

		2014	2013
Deferred tax assets		(45)	(49)
Deferred tax liabilities		121	118
		76	69

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

30. 應付賬款及其他應付款

30. TRADE AND OTHER PAYABLES

(以百萬港元為單位)	(In HK\$ millions)	集團		公司	
		Group	2013	Company	2013
應付賬款	Trade payables	167	160	-	-
其他應付款及應付費用	Other payables and accrued expenses	293	372	3	6
		460	532	3	6

以下為應付賬款之賬齡分析：

The ageing analysis of trade payables is as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團	
		Group	2013
0至30日	0 - 30 days	144	136
31至60日	31 - 60 days	8	11
61至90日	61 - 90 days	4	3
逾90日	Over 90 days	11	10
		167	160

應付賬款之賬面值約以公允值列賬。

The carrying amount of trade payables is stated approximately at its fair value.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

31. 現金及銀行結存

31. CASH AND BANK BALANCES

(以百萬港元為單位)	(In HK\$ millions)	集團		公司	
		Group		Company	
		2014	2013	2014	2013
現金及現金等值	Cash and cash equivalents	688	1,232	46	122
存款日起三個月以上到期 之銀行定期存款	Bank deposits with maturity over three months from date of deposits	227	205	-	-
現金及銀行總結存	Total cash and bank balances	915	1,437	46	122

本集團以上之現金及銀行結存包括等值3.55億港元（2013年：7.93億港元）之人民幣現金及銀行結存。

Included in the cash and bank balances of the Group are cash and bank balances totaling HK\$355 million (2013: HK\$793 million) denominated in Renminbi.

於2014年12月31日，零港元（2013年：3.11億港元）之定期存款已作銀行貸款抵押。

As at December 31, 2014, bank deposits of nil (2013: HK\$311 million) were pledged for a bank loan.

本集團定期存款的實際利率為2.8%（2013年：3.0%），該等存款之平均到期期限為多於三個月。

The effective interest rate on bank deposits of the Group was 2.8% (2013: 3.0%); these deposits have an average maturity of more than 3 months.

32. 銀行貸款

32. BANK LOANS

(以百萬港元為單位)	(In HK\$ millions)	集團		公司	
		Group		Company	
		2014	2013	2014	2013
短期銀行貸款(無抵押)， 日元計值	Short-term bank loans (unsecured), Japanese yen denominated	-	33	-	33
短期銀行貸款(有抵押)， 美元計值	Short-term bank loans (secured), U.S. dollars denominated	-	299	-	-
		-	332	-	33

於2013年12月31日，本集團之銀行貸款的實際利率為1.2%。該等銀行貸款於一年內到期。

The effective interest rate of Group's short term bank loans as of December 31, 2013 was 1.2%; these bank loans are repayable within one year.

於2014年12月31日，有抵押之短期銀行貸款以零港元（2013年：3.11億港元）定期存款作抵押。

As at December 31, 2014, the secured short-term bank loans are secured by a pledged bank deposits of nil (2013: HK\$311 million)

短期銀行貸款的賬面值與其公允價值相近。

The fair value of short-term bank loans approximate their carrying value.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

33. 承擔

經營租賃之承擔

- (a) 於2014年12月31日，本集團及本公司就零售店舖、辦公室、工廠及貨倉之不可於未來撤銷之經營租賃的最低應付租賃費用如下：

(以百萬港元為單位)	(In HK\$ millions)	集團 Group		公司 Company	
		2014	2013	2014	2013
1年內	Within one year	787	835	4	2
1年後但5年內	After one year but within five years	761	994	6	-
5年以上	Over five years	13	14	-	-
		1,561	1,843	10	2

經營租賃合約包含不同種類條款，租金遞升協定及續租權。若干門市之經營租賃租金乃根據最低保證租金或以銷售額計算之租金(以較高者為準)。上述承擔乃按最低保證租金計算。

- (b) 於2014年12月31日，本集團及本公司就零售店舖及工廠之不可於未來撤銷之經營租賃的最低應收租賃收入如下：

(以百萬港元為單位)	(In HK\$ millions)	集團 Group		公司 Company	
		2014	2013	2014	2013
1年內	Within one year	11	11	19	18
1年後但5年內	After one year but within five years	17	7	13	32
		28	18	32	50

33. COMMITMENTS

Commitments under operating leases

- (a) As at December 31, 2014, the Group and the Company had future aggregate minimum lease charges payable under non-cancellable operating leases in respect of retail shops, office premises, factories and warehouses as set out below:

The leases have varying terms, escalation clauses and renewal rights. The operating lease rentals of certain outlets are based on the higher of a minimum guaranteed rental or a sales level based rental. The minimum guaranteed rental has been used to arrive at the above commitments.

- (b) As at December 31, 2014, the Group and the Company had future aggregate minimum lease income receivable under non-cancellable operating leases in respect of retail shops and factories as set out below:

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

34. 資本承擔

於2014年及2013年12月31日，本集團及本公司並無重大關於租賃物業裝修、傢俬及辦公室設備之資本承擔。

本公司同意購買經營佐丹奴零售業務之阿曼公司、卡塔爾公司及科威特公司之49%權益。收購總代價為1,800萬港元。該交易現預計將於2015年3月31日或之前定案。

35. 重要關聯人士交易

有關聯人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響力之人士亦視為有關聯人士。

- (a) 於本年度內，本集團若干附屬公司按一般及日常業務過程與若干共同控制公司及聯營公司進行正常交易。有關該等交易詳述如下：

34. CAPITAL COMMITMENTS

As at December 31, 2014 and 2013, the Group and the Company had no material capital commitment in respect of leasehold improvement, furniture and fixtures.

The Company agreed to purchase 49% of the entities in Oman, Qatar and Kuwait which operate Giordano retail operation. Total consideration for the acquisition will be HK\$18 million. Currently, we expect the transaction to be finalised by March 31, 2015.

35. MATERIAL RELATED PARTIES TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

- (a) During the year, certain subsidiaries traded with jointly controlled companies and associates in the ordinary and usual course of business. Details relating to these transactions are as follows:

(以百萬港元為單位)	(In HK\$ millions)	集團 Group	
		2014	2013
銷售給：	Sales to:		
— 共同控制公司	a jointly controlled company	186	178
— 聯營公司	associates	20	23
		206	201
特許權收入：	Royalty income from:		
— 共同控制公司	a jointly controlled company	29	28

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

35. 重要關聯人士交易(續)

(a) (續)

於12月31日應收關聯人士款項：

(以百萬港元為單位)

應收關聯人士款項：

共同控制公司

聯營公司

35. MATERIAL RELATED PARTIES TRANSACTIONS
(continued)

(a) (continued)

Amounts due from these related parties at December 31 are:

		集團 Group	
	(In HK\$ millions)	2014	2013
應收關聯人士款項：	Amounts due from:		
共同控制公司	jointly controlled companies	9	15
聯營公司	associates	2	2
		11	17

於2014年12月31日，上述應收關聯人士款項已分別反映在應收及其他應收賬款。應收款項均為免息、無抵押及須於要求時償還。

As at December 31, 2014, the above amounts due from related parties are reflected in trade and other receivables. The receivables are unsecured in nature, bear no interest and are repayable on demand.

(b) 重要管理層報酬

董事認為重要管理層為最高薪五位職員，其酬金於財務報表附註10披露。

(b) Key management compensation

The directors regard the five highest paid individuals as the key management of the Group whose remuneration is disclosed in Note 10 to the financial statements.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

36. 主要附屬公司

本公司於2014年12月31日之主要附屬公司如下：

36. PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries of the Company as at December 31, 2014:

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding	2014	2013	已發行及全數繳足 股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務/經營地區 Principal activities/ place of operation
寶斯特有限公司* Bluestar Exchange Limited*	香港 Hong Kong	100	100	3,000,000股 每股面值1港元之普通股 3,000,000 ordinary shares of HK\$1 each	經營零售及分銷 服裝及配襯用品/香港 Retail and distribution of apparel and accessories/ Hong Kong	
捷達環球貿易有限公司* Bluestar Exchange Worldwide Limited*	香港 Hong Kong	100	100	650,000股 每股面值1港元之普通股 650,000 ordinary shares of HK\$1 each	經營零售服裝 及配襯用品/台灣 Retail of apparel and accessories/ Taiwan	
East Jean Limited*	香港 Hong Kong	100	100	100,000股 每股面值10港元之普通股 100,000 ordinary shares of HK\$10 each	經營零售服裝 及配襯用品/台灣 Retail of apparel and accessories/ Taiwan	
Giordano (Australia) Pty. Limited*	澳洲 Australia	92.8	92.8	700,000股 每股面值1澳元之普通股 700,000 ordinary shares of AUD1 each	經營零售服裝 及配襯用品/澳洲 Retail of apparel and accessories/ Australia	
Giordano Fashions (India) Private Limited*	印度 India	50.9	50.9	10,000,000股 每股面值10印度盧比 之普通股 10,000,000 ordinary shares of INR10 each	經營零售及分銷 服裝及配襯用品/印度 Retail and distribution of apparel and accessories/ India	
Giordano Fashions (L.L.C.)*	阿拉伯 聯合酋長國 United Arab Emirates	49	49	3,000股 每股面值1,000阿聯酋迪拉姆 之股份 3,000 shares of AED1,000 each	經營零售服裝 及配襯用品/阿拉伯聯合 酋長國 Retail of apparel and accessories/United Arab Emirates	

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

36. 主要附屬公司

36. PRINCIPAL SUBSIDIARIES

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足 股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務/經營地區 Principal activities/ place of operation
		2014	2013		
佐丹奴有限公司* Giordano Limited*	香港 Hong Kong	100	100	50,000股 每股面值100港元 之普通股 50,000 ordinary shares of HK\$100 each	經營零售及分銷 服裝及配襯用品/香港 Retail and distribution of apparel and accessories/ Hong Kong
Giordano (M) Sdn. Bhd.	馬來西亞 Malaysia	100	100	500,000股 每股面值馬來西亞幣1元 之普通股 500,000 ordinary shares of RM1 each	經營零售服裝 及配襯用品/馬來西亞 Retail of apparel and accessories/ Malaysia
佐丹奴澳門有限公司* Giordano (Macau) Limited*	澳門 Macau	100	100	50,000澳門幣 以兩股出資份額代表 MOP50,000 represented by 2 quotas	經營零售服裝 及配襯用品/澳門 Retail of apparel and accessories/Macau
Giordano Middle East FZE*	阿拉伯聯合 酋長國－杜拜 Dubai – United Arab Emirates	100	100	1股每股面值1,000,000 阿聯酋迪拉姆之股份 1 share of AED1,000,000 each	經營分銷 服裝及配襯用品/ 阿拉伯聯合酋長國－杜拜 Distribution of apparel and accessories/ Dubai - UAE
Giordano Originals (Singapore) Private Limited	新加坡 Singapore	100	100	1,900,002新加坡元 S\$1,900,002	經營零售及貿易服裝 及配襯用品/新加坡 Retailing and trading of apparel and accessories/ Singapore
Giordano Vietnam Limited*	香港 Hong Kong	60	60	10,000股 每股面值1美元之普通股 10,000 ordinary shares of USD1 each	經營合資企業 及特許經營投資/越南 Joint Ventures investment & franchising/Vietnam
Giordano (Cambodia) Enterprises Limited*	柬埔寨 Cambodia	80	–	1,000股 每股面值4,000柬埔寨瑞爾 1,000 shares of KHR\$4,000 each	經營零售服裝 及配襯用品/柬埔寨 Retail of apparel and accessories/Cambodia

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2014年12月31日
December 31, 2014

36. 主要附屬公司

36. PRINCIPAL SUBSIDIARIES

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足 股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務/經營地區 Principal activities/ place of operation
		2014	2013		
PT. Giordano Indonesia*	印尼 Indonesia	40	40	1,500股 每股面值1,000,000印尼盾 之普通股 1,500 ordinary shares of IDR1,000,000 each	經營零售服裝、配襯用品 及其有關產品/印尼 Retail of apparel, accessories and related products/Indonesia
深圳虎威製衣 有限公司*(附註) Shenzhen Tiger Garment Ltd.* (note)	中國大陸 Mainland China	100	100	210,100,000人民幣 RMB210,100,000	投資控股、製造及 銷售服裝及配襯用品/ 中國大陸 Investment holding, manufacturing and retailing of apparel and accessories/ Mainland China
虎威企業有限公司 Tiger Enterprises Limited	香港 Hong Kong	100	100	1,000股普通股 每股面值1港元 1,000 ordinary shares of HK\$1 each 60,000,000股無投票權遞延股 每股面值1港元 60,000,000 non-voting deferred shares of HK\$1 each	投資控股、成衣貿易及 提供管理服務/中國大陸 Investment holding, trading of garment products and provision of management services/ Mainland China
Textile and Ready Garments Co. Ltd.*	沙特阿拉伯王國 Kingdom of Saudi Arabia	75	75	10,000股 每股面值2,700沙特里亞爾 之股份 10,000 shares of SR2,700 each	經營零售服裝及配襯用品/ 沙特阿拉伯王國 Retail of apparel and accessories/Saudi Arabia
Walton International Ltd.*	開曼群島 Cayman Islands	100	100	102股 每股面值1美元之普通股 102 ordinary shares of US\$1 each	批授商標專利權 Licensing of trademarks

附註: 此公司為外商獨資企業

Note: This is wholly foreign owned enterprise

* 間接持有之附屬公司

* Subsidiaries held indirectly

37. 財務報表通過

本年度財務報表已於2015年3月3日獲董事會通過。

37. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the board of directors on March 3, 2015.

購股權計劃

於2011年6月9日，本公司終止其於2002年1月24日採納之購股權計劃（「2002年購股權計劃」），並於同日採納新購股權計劃（「2011年購股權計劃」），惟於當日已授出且尚未行使及/或已承諾授出之購股權須繼續導照2002年購股權計劃之條文及上市規則之規定。

本公司購股權計劃（「該計劃」）之摘要如下：

(1) 目的

該計劃旨在鼓勵及獎勵對本集團作出貢獻或將可作出貢獻之選定合資格人士。

(2) 合資格人士

(i) (a) 任何董事或擬委任董事（不論是執行或非執行，包括任何獨立非執行董事）、僱員或擬聘請之僱員（不論是全職或兼職），或

(b) 其時借調之任何人；

而屬於本集團任何成員或任何控股股東或由控股股東控制之任何公司；或

(ii) 持有本集團任何成員或任何控股股東或任何控股股東控制公司所發行之任何證券之持有人；或

(iii) 本集團任何成員或任何控股股東或由控股股東控制之任何公司的：

(a) 任何業務或合作伙伴、特許經營權受讓人、承包商、代理或代表，

(b) 任何人士或個體提供研究、發展或其他技術支援或任何諮詢、顧問、專業或其他服務，

(c) 任何貨品或服務供應商，

(d) 任何客戶，或

(e) 任何業主及租客（包括分租租客）；

並就該計劃而言，將包括由一位或多位隸屬以上任何合資格人士所控制之任何公司。

SHARE OPTION SCHEME

On June 9, 2011, the Company terminated its then share option scheme adopted on January 24, 2002 (the “2002 Scheme”) and adopted a new share option scheme (the “2011 Scheme”) on the same date, but the options which have been granted and remained outstanding and/or committed as of that date shall continue to follow the provisions of the 2002 share option scheme and the Listing Rules.

Summary of the share option scheme of the Company (the “Scheme”) is as follows:

(1) Purpose

As incentives or rewards for the contribution or potential contribution to the Group from the selected eligible persons.

(2) Eligible persons

(i) (a) any director or proposed director (whether executive or non-executive, including any independent non-executive director), employee or proposed employee (whether full time or part time) of, or

(b) any individual for the time being seconded to work for;

any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

(ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

(iii) any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder;

(a) any business or joint venture partner, franchisee, contractor, agent or representative of,

(b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to,

(c) any supplier of goods or services to,

(d) any customer of, or

(e) any landlord or tenant (including any sub-tenant) of;

and, for the purposes of the Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of eligible persons.

購股權資料

SHARE OPTION INFORMATION

(3) 股份數目上限

於2015年3月3日，可發行之股份數目上限為16,515,251股，約相等於本公司已發行股份之百分之1.052%。

(4) 每位合資格人士可獲授權益上限

每位合資格人士在任何12個月內（直至授出購股權當日止），根據該計劃及本公司任何其他購股權計劃獲授之購股權（包括已註銷、已行使及尚未行使之購股權）予以行使時，所發行及將發行之股份上限不得超過本公司已發行股份之1%。

(5) 購股權行使期

購股權可根據該計劃條款之規定，於董事授出購股權時，決定授出之購股權當日或其後日子開始行使，直至董事授出購股權時已決定之日期營業時間結束時屆滿；惟於任何情況下，由授出購股權當日（即提出授出購股權要約當日，而該購股權要約獲接受）起計不可超過十年。

(6) 接受授出購股權之要約

購股權獲授人接受授出購股權之要約，必須於提出要約之日起30日內（包括提出要約當日）接受有關之要約。於接受授出購股權之要約時，須繳付1.00港元。

(7) 釐定購股權行使價之基準

行使購股權時須予支付之每股股份之購股權價將由董事決定，惟購股權價須以下列較高者釐定：

- (i) 要約授出購股權當日之股份收市價；
- (ii) 緊接要約授出購股權當日前五個交易日之平均收市價；及
- (iii) 每股股份之面值。

(8) 該計劃尚餘之有效期

該計劃有效期至2021年6月8日屆滿。

(3) Maximum number of shares

As at March 3, 2015, the maximum number of shares available for issue is 16,515,251, representing approximately 1.052% percent of the issued share capital of the Company.

(4) Maximum entitlement of each eligible person

The maximum number of shares issued and to be issued upon exercise of options granted under the Scheme and any other share option schemes of the Company to any eligible person (including canceled, exercised and outstanding options), in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue.

(5) Time of exercise of option

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the directors may determine in granting the option and expiring at the close of business on such date as the directors may determine in granting the option but in any event shall not exceed ten years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted).

(6) Acceptance of offers

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.00.

(7) Basis of determining the option exercise price

The option price per share payable on the exercise of an option is to be determined by the directors provided always that it shall be at least the higher of:

- (i) the closing price of the shares on the date of offer;
- (ii) the average closing price of the shares for the five business days immediately preceding the date of offer; and
- (iii) the nominal amount of a share.

(8) The remaining life of the Scheme

The Scheme remains in force until June 8, 2021.

購股權資料

SHARE OPTION INFORMATION

購股權之變動

於本年度內，本公司購股權之變動詳情載列如下：

MOVEMENT OF SHARE OPTIONS

During the year, movements of the Company's share options are set out below:

2002年購股權計劃

2002 Share Option Scheme

	購股權數目				於2014年 12月31日之結餘	每股行使價	授出日期	行使期
	於2014年 1月1日之結餘	於年內授出	於年內授出	於年內 註銷/失效				
合資格人士	Balance as at	Granted	Exercised	Canceled/ lapsed during	Balance as at	Exercise price	Date of grant	Exercisable period
Eligible person	1/1/2014	during	during	the year	12/31/2014	per share	Date of grant	Exercisable period
		the year	the year	the year		港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)
董事								
Director								
文道明 ¹	800,000	-	-	-	800,000	4.502	10/08/2010	03/25/2011 - 06/30/2020
Dominic Leo Richard IRWIN ¹	1,700,000	-	-	-	1,700,000	4.502	10/08/2010	03/22/2012 - 06/30/2020
	2,500,000	-	-	-	2,500,000	4.502	10/08/2010	03/01/2013 - 06/30/2020
	5,000,000	-	-	-	5,000,000			

¹ 於2014年6月20日獲委任為執行董事

¹ Appointed as an executive director on June 20, 2014

購股權資料

SHARE OPTION INFORMATION

購股權之變動(續)

2002年購股權計劃(續)

MOVEMENT OF SHARE OPTIONS (continued)

2002 Share Option Scheme (continued)

合資格人士 Eligible person	購股權數目 Number of share options				於2014年 12月31日之結餘 Balance as at 12/31/2014	每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於2014年 1月1日之結餘 Balance as at 1/1/2014	於年內授出 Granted during the year	於年內授出 Exercised during the year	於年內 註銷/失效 Canceled/ lapsed during the year				
					港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)	
連續合約僱員 Continuous Contract Employees	166,000	-	-	166,000	-	4.500	06/16/2004	06/16/2005 - 06/15/2014
	166,000	-	-	166,000	-	4.500	06/16/2004	06/16/2006 - 06/15/2014
	168,000	-	-	168,000	-	4.500	06/16/2004	06/16/2007 - 06/15/2014
	6,000	-	-	6,000	-	4.235	08/17/2004	08/17/2005 - 08/16/2014
	98,000	-	-	-	98,000	3.896	11/27/2007	11/27/2008 - 11/26/2017
	120,000	-	-	-	120,000	3.896	11/27/2007	11/27/2009 - 11/26/2017
	158,000	-	-	-	158,000	3.896	11/27/2007	11/27/2010 - 11/26/2017
	16,000	-	16,000	-	-	3.896	01/23/2008	01/23/2009 - 01/22/2018
	32,000	-	32,000	-	-	3.896	01/23/2008	01/23/2010 - 01/22/2018
	36,000	-	36,000	-	-	3.896	01/23/2008	01/23/2011 - 01/22/2018
	1,334,000	-	142,000	-	1,192,000	3.520	07/30/2008	10/01/2008 - 09/30/2018
	676,000	-	-	-	676,000	3.840	07/30/2008	10/01/2008 - 09/30/2018
	676,000	-	-	-	676,000	4.160	07/30/2008	10/01/2008 - 09/30/2018
	80,000	-	80,000	-	-	3.340	07/07/2010	03/25/2011 - 06/30/2020
	1,000,000	-	20,000	-	980,000	3.340	07/07/2010	03/22/2012 - 06/30/2020
	6,700,000	-	2,550,000	-	4,150,000	3.340	07/07/2010	03/01/2013 - 06/30/2020
	200,000	-	-	-	200,000	6.160	05/24/2011	03/22/2012 - 06/30/2020
	300,000	-	-	-	300,000	6.160	05/24/2011	03/01/2013 - 06/30/2020
	500,000	-	-	-	500,000	6.160	05/24/2011	28/02/2014 - 06/30/2020
	12,432,000	-	2,876,000	506,000	9,050,000			
其他 Others	460,000	-	200,000	260,000	-	4.150	01/27/2004	01/27/2005 - 01/26/2014
	520,000	-	-	520,000	-	4.975	12/29/2004	12/29/2004 - 12/28/2014
	980,000	-	200,000	780,000	-			
合計 Total	18,412,000	-	3,076,000	1,286,000	14,050,000			

購股權資料

SHARE OPTION INFORMATION

購股權之變動(續)

MOVEMENT OF SHARE OPTIONS (continued)

2011年購股權計劃

2011 Share Option Scheme

合資格人士 Eligible person	購股權數目 Number of share options				於2014年 12月31日之結餘 Balance as at 12/31/2014	每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於2014年 1月1日之結餘 Balance as at 1/1/2014	於年內授出 Granted during the year	於年內授出 Exercised during the year	於年內 註銷/失效 Canceled/ lapsed during the year				
						港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)
董事 Director								
Ishwar Bhagwandas CHUGANI	1,200,000	-	-	-	1,200,000	7.650	04/10/2013	02/28/2014 - 03/31/2022
	1,800,000	-	-	-	1,800,000	7.650	04/10/2013	03/04/2015 - 03/31/2022
	3,000,000	-	-	-	3,000,000	7.650	04/10/2013	附註1 Note 1 - 03/31/2022
	6,000,000	-	-	-	6,000,000			
文道明 ¹ Dominic Leo Richard IRWIN ¹	-	100,000	-	-	100,000	5.000	03/24/2014	03/04/2015 - 03/23/2024
	-	150,000	-	-	150,000	5.000	03/24/2014	附註1 Note 1 - 03/23/2024
	-	200,000	-	-	200,000	5.000	03/24/2014	附註2 Note 2 - 03/23/2024
	-	250,000	-	-	250,000	5.000	03/24/2014	附註3 Note 3 - 03/23/2024
	-	300,000	-	-	300,000	5.000	03/24/2014	附註4 Note 4 - 03/23/2024
	-	1,000,000	-	-	1,000,000			
陳嘉緯 ¹ CHAN Ka Wai ¹	400,000	-	-	-	400,000	5.200	10/07/2011	03/22/2012 - 09/30/2021
	600,000	-	-	-	600,000	5.200	10/07/2011	03/01/2013 - 09/30/2021
	1,000,000	-	-	-	1,000,000	5.200	10/07/2011	02/28/2014 - 09/30/2021
	-	100,000	-	-	100,000	5.000	03/24/2014	03/04/2015 - 03/23/2024
	-	150,000	-	-	150,000	5.000	03/24/2014	附註1 Note 1 - 03/23/2024
	-	200,000	-	-	200,000	5.000	03/24/2014	附註2 Note 2 - 03/23/2024
	-	250,000	-	-	250,000	5.000	03/24/2014	附註3 Note 3 - 03/23/2024
	-	300,000	-	-	300,000	5.000	03/24/2014	附註4 Note 4 - 03/23/2024
	2,000,000	1,000,000	-	-	3,000,000			

¹ 於2014年6月20日獲委任為執行董事

¹ Appointed as an executive director on June 20, 2014

附註:

Note:

1. 2015年全年業績公布翌日
2. 2016年全年業績公布翌日
3. 2017年全年業績公布翌日
4. 2018年全年業績公布翌日

1. The day after 2015 final results announcement
2. The day after 2016 final results announcement
3. The day after 2017 final results announcement
4. The day after 2018 final results announcement

購股權資料

SHARE OPTION INFORMATION

購股權之變動(續)

2011年購股權計劃(續)

MOVEMENT OF SHARE OPTIONS (continued)

2011 Share Option Scheme (continued)

合資格人士 Eligible person	購股權數目 Number of share options				於2014年 12月31日之結餘 Balance as at 12/31/2014	每股行使價 Exercise price per share	授出日期 Date of grant	行使期 Exercisable period
	於2014年 1月1日之結餘 Balance as at 1/1/2014	於年內授出 Granted during the year	於年內授出 Exercised during the year	於年內 註銷/失效 Canceled/ lapsed during the year				
						港元 HK\$	(月/日/年) (MM/DD/YYYY)	(月/日/年) (MM/DD/YYYY)
連續合約僱員 Continuous Contract Employees	3,062,000	-	-	100,000	2,962,000	5.200	10/07/2011	03/22/2012 - 09/30/2021
	6,428,000	-	-	390,000	6,038,000	5.200	10/07/2011	03/01/2013 - 09/30/2021
	16,900,000	-	-	650,000	16,250,000	5.200	10/07/2011	02/28/2014 - 09/30/2021
	792,000	-	-	50,000	742,000	5.380	06/12/2012	03/01/2013 - 12/31/2021
	300,000	-	-	-	300,000	5.380	06/12/2012	02/28/2014 - 12/31/2021
	500,000	-	-	-	500,000	5.380	06/12/2012	03/04/2015 - 12/31/2021
	1,760,000	-	-	-	1,760,000	7.650	04/10/2013	02/28/2014 - 3/31/2022
	2,640,000	-	-	-	2,640,000	7.650	04/10/2013	03/04/2015 - 3/31/2022
	4,400,000	-	-	-	4,400,000	7.650	04/10/2013	附註1 Note 1 - 3/31/2022
	-	6,210,000	-	162,000	6,048,000	5.000	03/24/2014	03/04/2015 - 03/23/2024
	-	9,266,000	-	244,000	9,022,000	5.000	03/24/2014	附註1 Note 1 - 03/23/2024
	-	12,456,000	-	330,000	12,126,000	5.000	03/24/2014	附註2 Note 2 - 03/23/2024
	-	15,646,000	-	416,000	15,230,000	5.000	03/24/2014	附註3 Note 3 - 03/23/2024
	-	18,702,000	-	498,000	18,204,000	5.000	03/24/2014	附註4 Note 4 - 03/23/2024
	36,782,000	62,280,000	-	2,840,000	96,222,000			
其他 Others	340,000	-	-	-	340,000	5.200	10/07/2011	03/22/2012 - 09/30/2021
	720,000	-	-	-	720,000	5.200	10/07/2011	03/01/2013 - 09/30/2021
	3,000,000	-	-	-	3,000,000	5.200	10/07/2011	02/28/2014 - 09/30/2021
	-	510,000	-	-	510,000	5.000	03/24/2014	03/04/2015 - 03/23/2024
	-	758,000	-	-	758,000	5.000	03/24/2014	附註1 Note 1 - 03/23/2024
	-	1,020,000	-	-	1,020,000	5.000	03/24/2014	附註2 Note 2 - 03/23/2024
	-	1,282,000	-	-	1,282,000	5.000	03/24/2014	附註3 Note 3 - 03/23/2024
	-	1,530,000	-	-	1,530,000	5.000	03/24/2014	附註4 Note 4 - 03/23/2024
	4,060,000	5,100,000	-	-	9,160,000			
合計 Total	48,842,000	69,380,000	-	2,840,000	115,382,000			

附註:

Note:

1. 2015年全年業績公布翌日
2. 2016年全年業績公布翌日
3. 2017年全年業績公布翌日
4. 2018年全年業績公布翌日

1. The day after 2015 final results announcement
2. The day after 2016 final results announcement
3. The day after 2017 final results announcement
4. The day after 2018 final results announcement

購股權之變動(續)

附註：

1. 連續合約僱員已行使之購股權於緊接行使日前之加權平均股份收市價為5.05港元。
2. 於2014年12月31日之每股市價為3.44港元。
3. 於2014年3月24日授出之69,380,000股購股權，其購股權授出日期前一天之收市價為5.01港元。

購股權價值

於2014年3月24日授出之69,380,000股購股權，其行使價為5.0港元。

於2014年財政年度授出之購股權之每股公平價值為0.034港元。該公平價值乃採用柏力克•舒爾斯期權定價模式，並於授出日採用以下之假設數據計算：

無風險利率：1.879% (於授出日之十年期外匯基金債券的大約孳息)

預期股息：歷史股息平均每股為52.0港仙

預期波幅：歷史波幅為25.9%

預期行使期：7年

柏力克•舒爾斯期權定價模式的設計旨在評估並無授出限制且可以自由轉讓之公開買賣期權之公平價值。此外，該期權定價模式亦須視乎若干高度主觀假設數據，包括預期股價波幅。任何主觀假設數據倘出現任何變動均會對購股權之公平價值造成重大影響。

MOVEMENT OF SHARE OPTIONS (continued)

Notes:

1. The weighted average closing price of the shares immediately before the date on which the options were exercised by the Continuous Contract Employees was HK\$5.05.
2. The market value per share as at December 31, 2014 was HK\$3.44
3. The closing price of the shares immediately before March 24, 2014, being the date of grant of the 69,380,000 share options, was HK\$5.01.

VALUATION OF SHARE OPTIONS

On March 24, 2014, the company granted a total of 69,380,000 share options at an exercise price of HK\$5.0.

The fair value per share option granted during the financial year 2014 was HK\$0.034. The fair value of each option granted was estimated on the date of the grant using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate: 1.879%, being the approximate yield of ten-year Exchange Fund Note on the grant date

Expected dividend: average historical dividends of 52.0 HK cents per share

Expected volatility: 25.9% based on historical volatility

Expected life: 7 years

The Black-Scholes option pricing model is developed to estimate the fair value of publicly traded options that have no vesting restrictions and are fully transferable. In addition, such option pricing model requires input of highly subjective assumptions, including the expected stock price volatility. Any changes in the subjective input assumptions may materially affect the estimation of the fair value of an option.

投資者參考資料

INFORMATION FOR INVESTORS

重要日期

暫停辦理股份過戶登記

股東週年大會

2015年5月19日至2015年5月22日
(首尾兩天包括在內)

建議末期股息

2015年6月1日至2015年6月3日
(首尾兩天包括在內)

股東週年大會

2015年5月22日

股息

中期股息 : 每股10.5港仙
派發日期 : 2014年9月26日
建議末期股息 : 每股14.5港仙
建議派發日期 : 2015年6月26日

股份代號

香港聯合交易所 : 709
彭博 : 709 HK
路透社 : 0709.HK

投資者聯絡

Dominic Leo Richard IRWIN
集團首席財務總監
佐丹奴國際有限公司
香港九龍
長沙灣道777至779號
天安工業大廈5樓
電話 : (852) 2746 4668
傳真 : (852) 2370 8864
電子郵件 : investorrelations@giordano.com.hk

網址

www.giordano.com.hk

IMPORTANT DATES

Closure of Register of Members

Annual General Meeting

May 19, 2015 to May 22, 2015
(both days inclusive)

Proposed Final Dividend

June 1, 2015 to June 3, 2015
(both days inclusive)

Annual General Meeting

May 22, 2015

Dividends

Interim Dividend : 10.5 HK cents per share
Paid on : September 26, 2014
Proposed Final Dividend : 14.5 HK cents per share
Payable on : June 26, 2015

STOCK CODE

Stock Exchange of Hong Kong : 709
Bloomberg : 709 HK
Reuters : 0709.HK

INVESTOR RELATIONS CONTACT

Dominic Leo Richard IRWIN
Group Chief Financial Officer
Giordano International Limited
5th Floor, Tin On Industrial Building
777-779 Cheung Sha Wan Road
Kowloon, Hong Kong
Telephone : (852) 2746 4668
Facsimile : (852) 2370 8864
e-mail : investorrelations@giordanogroup.com

WEBSITE

www.giordano.com.hk

Giordano International Limited 佐丹奴國際有限公司
(incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)
5th Floor Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong
香港九龍長沙灣道777-779號天安工業大廈5字樓
www.giordano.com.hk



This annual report is printed on environmentally friendly paper
本年報採用環保紙印製