



迅捷環球控股有限公司
SPEEDY GLOBAL HOLDINGS LIMITED

(於開曼群島註冊成立的有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 540

Annual Report
年報

2015

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董事會

執行董事

黃志深(主席)
陳洪光
鄧惠珊
區維勝

獨立非執行董事

黃定幹
彭婉珊
張灼祥
陳振彬

公司秘書

張啟堯(HKICPA)

審核委員會

黃定幹(主席)
彭婉珊
張灼祥

提名委員會

張灼祥(主席)
黃定幹
彭婉珊

薪酬委員會

彭婉珊(主席)
黃定幹
張灼祥

衝突處理委員會

陳振彬(主席)
黃定幹
彭婉珊
張灼祥
葉蔭權

授權代表

黃志深
陳洪光

核數師

羅兵咸永道會計師事務所

BOARD OF DIRECTORS

Executive Directors

Huang Chih Shen (*Chairman*)
Chan Hung Kwong, Patrick
Tang Wai Shan
Au Wai Shing

Independent Non-Executive Directors

Wong Ting Kon
Pang Yuen Shan, Christina
Chang Cheuk Cheung, Terence
Chan Chung Bun, Bunny

COMPANY SECRETARY

Cheung Kai Yiu (HKICPA)

AUDIT COMMITTEE

Wong Ting Kon (*Chairman*)
Pang Yuen Shan, Christina
Chang Cheuk Cheung, Terence

NOMINATION COMMITTEE

Chang Cheuk Cheung, Terence (*Chairman*)
Wong Ting Kon
Pang Yuen Shan, Christina

REMUNERATION COMMITTEE

Pang Yuen Shan, Christina (*Chairlady*)
Wong Ting Kon
Chang Cheuk Cheung, Terence

CONFLICTS COMMITTEE

Chan Chung Bun, Bunny (*Chairman*)
Wong Ting Kon
Pang Yuen Shan, Christina
Chang Cheuk Cheung, Terence
Yip Yam Kuen

AUTHORISED REPRESENTATIVES

Huang Chih Shen
Chan Hung Kwong, Patrick

AUDITOR

PricewaterhouseCoopers

公司資料

CORPORATE INFORMATION

本公司法律顧問

(香港法律)
李偉斌律師行

LEGAL ADVISOR TO THE COMPANY

(Hong Kong Law)
Li & Partners

註冊辦事處

Scotia Centre,
4th Floor, P.O. Box 2804
George Town, Grand Cayman KY1-1112
Cayman Islands

REGISTERED OFFICE

Scotia Centre,
4th Floor, P.O. Box 2804
George Town, Grand Cayman KY1-1112
Cayman Islands

香港主要營業地點

香港
九龍新蒲崗
五芳街27-29號
永濟工業大廈13樓B室

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat B, 13th Floor, Wing Chai Industrial Building
27-29 Ng Fong Street
San Po Kong, Kowloon
Hong Kong

中華人民共和國(「中國」)總辦事處、 總部及主要營業地點

中國東莞市
長安鎮廈崗村
南面工業區

HEAD OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Nanmian Industrial District
Xiagang Village, Changan Town
Dongguan, the PRC

主要往來銀行

恒生銀行有限公司
香港
德輔道中83號20樓

PRINCIPAL BANKERS

Hang Seng Bank Limited
20th Floor, 83 Des Voeux Road, Central
Hong Kong

中國銀行(香港)有限公司
香港
花園道1號
中銀大廈

Bank of China (Hong Kong) Limited
Bank of China Tower
1 Garden Road
Hong Kong

法國巴黎銀行
香港
中環金融街8號
國際金融中心二期63樓

BNP Paribas
63rd Floor, Two International Finance Centre
8 Finance Street, Central
Hong Kong

渣打銀行(香港)有限公司
香港
德輔道中4-4A號
渣打銀行大廈13樓

Standard Chartered Bank (Hong Kong) Limited
13th Floor, Standard Chartered Bank Building
4-4A Des Voeux Road, Central
Hong Kong

公司資料

CORPORATE INFORMATION

中信銀行(國際)有限公司
香港
九龍柯士甸道西1號
環球貿易廣場80樓

China CITIC Bank International Limited
80th Floor, International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

花旗銀行
香港
花園道3號
花旗銀行大廈
39-40樓
43-50樓

Citibank N.A.
39th-40th Floor
43rd-50th Floor
Citibank Tower Citibank Plaza
3 Garden Road
Hong Kong

滙豐
工商金融
香港
皇后大道中1號
滙豐總行大廈10樓

HSBC
Commercial Banking
Level 10, HSBC Main Building
1 Queen's Road Central
Hong Kong

中國信託商業銀行股份有限公司
香港分行
香港
中環金融街8號
國際金融中心二期28樓2801室

CTBC Bank Co., Ltd.
Hong Kong Branch
Room 2801, 28th Floor, Two International Finance Centre
8 Finance Street, Central
Hong Kong

臺灣工業銀行股份有限公司
香港
中環夏慤道12號
美國銀行中心7樓705室

Industrial Bank of Taiwan Co., Ltd.
Unit 705, 7/F, Bank of America Tower
12 Harcourt Road, Central
Hong Kong

交通銀行股份有限公司
香港
中環畢打街20號

Bank of Communications Co., Ltd.
20 Pedder Street, Central
Hong Kong

大華銀行有限公司
香港
花園道3號
花旗銀行大廈
23樓

United Overseas Bank Limited
23rd Floor
Citibank Tower Citibank Plaza
3 Garden Road
Hong Kong

股份過戶登記總處

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102
Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square, Grand Cayman
KY1-1102
Cayman Islands

公司資料

CORPORATE INFORMATION

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東 183 號
合和中心 22 樓

上市地點

香港聯合交易所有限公司(「聯交所」)

股份代號

540

公司網址

www.speedy-global.com

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

STOCK CODE

540

COMPANY'S WEBSITE

www.speedy-global.com

主席報告

CHAIRMAN'S STATEMENT

本人謹代表迅捷環球控股有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」或「迅捷環球」）截至二零一五年十二月三十一日止年度經審核綜合業績。

業務概覽

回顧年內，本集團收益減少至約1,223,800,000港元，較二零一四年輕微下跌約3.1%；而權益持有人應佔溢利則輕微增加至約24,800,000港元，較二零一四年上升約2.9%。

服裝供應鏈服務業務

本集團依然以向多家全球知名品牌擁有人或代理提供廣泛的梭織衣服及剪裁針織產品的服裝供應鏈服務業務（「服裝供應鏈服務業務」）為核心業務，佔本集團二零一五年總收益99.4%。於二零一五年，服裝供應鏈服務業務的收益約為1,215,900,000港元（二零一四年：1,212,000,000港元），而服裝供應鏈服務業務的應佔分部溢利（扣除其他收益／虧損一淨額、融資成本淨額及所得稅開支前）則較二零一四年減少4.9%至約61,600,000港元（二零一四年：64,800,000港元）。年內成衣業仍然面對重重困難。為配合我們專注於產品設計與開發、品質控制及生產管理優勢的策略，我們因應客戶不斷轉變的喜好，設計、開發及生產男女裝梭織衣服及剪裁針織產品。然而，年內平均售價下跌引致分部溢利減少。

On behalf of the board (the "Board") of the directors (the "Directors") of Speedy Global Holdings Limited (the "Company"), I am pleased to present the audited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group" or "Speedy Global") for the year ended 31 December 2015.

BUSINESS OVERVIEW

For the year under review, the Group's revenue decreased to approximately HK\$1,223.8 million, representing a slight decrease of approximately 3.1% in comparison to that of the year 2014, while profit attributable to equity holders increased slightly to approximately HK\$24.8 million, representing an increase of approximately 2.9% as compared to that of the year 2014.

Apparel Supply Chain Servicing Business

The apparel supply chain servicing business which offers a wide range of woven wear and cut-and-sewn knitwear products to a number of owners or agents of global reputable brands (the "Apparel Supply Chain Servicing Business") continued to be the core business of the Group, contributing to 99.4% of the total revenue of the Group for the year 2015. For the year 2015, revenue under Apparel Supply Chain Servicing Business was approximately HK\$1,215.9 million (2014: HK\$1,212.0 million) and segment profit (before other gains/losses-net, net finance costs and income tax expense) attributable to Apparel Supply Chain Servicing Business decreased by 4.9% to approximately HK\$61.6 million (2014: HK\$64.8 million) when comparing to the year 2014. During the year, the garment industry remained challenging. Being in line with our strategy to focus on our strengths in product design and development, as well as quality control and production management, we design, develop and produce men's and women's woven wear and cut-and-sewn knitwear products to respond to constantly evolving consumer preferences. However, the reduction of the average selling price during the year resulted the decrease in the segment profit.

服裝零售業務

本集團亦主要從事於中國以Unisex自營品牌及Promod品牌分銷權經營服裝零售業務(「服裝零售業務」)。由於Unisex及Promod品牌的銷售表現未如理想，故其業務已於二零一五年五月底終止。因此，二零一五年來自服裝零售業務的收益較二零一四年大幅減少84.7%至約7,900,000港元(二零一四年：51,600,000港元)。二零一五年分部虧損(扣除其他收益／虧損—淨額、融資成本淨額及所得稅開支前)較二零一四年減少8.9%至約18,400,000港元(二零一四年：20,200,000港元)。本公司於二零一五年八月六日宣佈，本公司與一名第三方就可能收購目標集團訂立諒解備忘錄，目標集團主要於中國從事批發及零售服裝產品。由於代價事宜，故訂約方最終未有訂立正式買賣協議，而諒解備忘錄亦已於二零一六年二月終止及屆滿。

物業投資及發展業務

本集團亦從事物業投資及發展(「物業投資及發展業務」)。本集團現正致力開發中國河南省鄭州新密市人和路以東、勞動街以南、興業路以西及花園街以北兩幅地塊，以及中國河南省鄭州新密市興業路以東、勞動街以南、楊莊路以西及花園街以北一幅地塊，均為工業用途並由本集團全資擁有。本公司根據與新密國土局於二零一五年四月一日訂立的國有建設用地使用權出讓合同持有物業。總地盤面積為201,819.6平方米。於本年報日期，第一期發展包括工業樓宇，以供自用以及用作投資及發展，而作第一期發展的工業樓宇總建築面積為87,400平方米。於二零一五年並無產生收益，僅產生開支。第一期發展將於二零一六年上半年竣工，而第一期發展之預售則於二零一六年第一季剛展開。本集團預見強大市場潛力，因此開拓物業投資及發展業務。

Apparel Retail Business

The Group was also principally engaged in the apparel retail business operating under the in-house brand of Unisex and under the distribution right of Promod brand in the PRC (the "Apparel Retail Business"). Due to the unsatisfactory sales performance of the Unisex and Promod brands, their operations were ceased by the end of May 2015 accordingly. Therefore, revenue generated from our Apparel Retail Business decreased significantly by 84.7% to approximately HK\$7.9 million in 2015 (2014: HK\$51.6 million) when comparing to the year 2014. Segment loss (before other gains/losses-net, net finance costs and income tax expense) decreased by 8.9% in 2015 to approximately HK\$18.4 million (2014: HK\$20.2 million) when comparing to the year 2014. The Company announced on 6 August 2015 that the Company has entered into a memorandum of understanding with a third party relating to a possible acquisition of a target group principally engaged in wholesale and retail of apparel products in the PRC. Due to the consideration issue, no formal sale and purchase agreement between the parties was entered finally and the memorandum of understanding was terminated and expired in February 2016.

Property Investment and Development Business

The Group is also engaged in the property development and investment (the "Property Investment and Development Business"). The Group is progressing diligently with the development of two pieces of land in the east of Renhe Road, south of Laodong Street, west of Xingye Road and north of Fayuan Steet, Xinmi City, Zhengzhou, Henan Province, PRC and one piece of land in the east of Xingye Road, south of Laodong Street, west of Yangzhuan Road and north of Fayuan Street, Xinmi City, Zhengzhou, Henan Province, PRC, all of which are for industrial use and are wholly owned by the Group. The Company held the property under the state construction land use rights grant contracts entered into on 1 April 2015 with Xinmi Land Bureau. The total site floor area is 201,819.6 sq.m.. As at the date of this annual report, the development is in its first phase comprising of industrial premises for self-use and investment and development purposes and the total gross area of industrial premises under the first phase development is 87,400 sq.m.. No revenue was generated, and only expenses was incurred during the year 2015. The first phase development shall be completed in the first half of 2016 while the pre-sale for the first phase development is just started in the first quarter of 2016. The Property Investment and Development Business was explored because a strong market potential is foreseeable.

主席報告

CHAIRMAN'S STATEMENT

前景展望

展望未來，我們預期，由於競爭激烈，二零一六年服裝供應鏈服務業務的營商環境仍充滿挑戰。為保持競爭優勢，我們將繼續加強產品創新及提升創意，以緊貼時裝潮流及維持優良品質。生產管理方面，我們將繼續透過簡化生產過程提高營運效率，從而縮短產品付運時間。此外，我們將與客戶緊密合作，合併生產以取得更優惠價格大量採購物料，提升我們的成本競爭力。本集團向現有客戶提供具有競爭力的價格及較彈性安排，以爭取更多長期及承諾訂單，並積極物色新客戶，以爭取更多增長機會。

由於中國的零售市道仍然疲弱，因此我們將於拓展零售業務方面持審慎態度。我們將保留資金及尋找其他盈利能力更佳的零售業務機會。

我們認為物業投資及發展業務有助令本集團業務多元化，以擴大本集團發展潛力及股東回報。我們將密切監察中國物業市場，並釐定合適的發展策略。我們將考慮於第一期現有項目竣工或預售後作第二期發展。此外，倘我們相信其可藉此擴大本集團股東回報時，我們將尋找任何合適的物業投資及發展項目。

致謝

最後，本人謹藉此機會對各位董事、管理人員及員工全心全意為本集團發展所付出努力致以衷心感謝。本人亦謹此感謝各位股東於充滿挑戰但成果豐盛的二零一五年對我們信任有加和鼎力支持。

迅捷環球控股有限公司

主席兼行政總裁

黃志深

香港，二零一六年三月二十一日

FUTURE PROSPECTS

Looking forward, we expect the business environment of our Apparel Supply Chain Servicing Business remains challenging in the year 2016 due to the keen competition. In order to maintain our competitiveness, we will enhance product innovation and creativity to meet fashion trends and maintain premium quality. For production management, we will continue to enhance the operating efficiency by simplifying the production processes which results a shorter product delivery time. In addition, we will work closely with our customers to consolidate the fabrication in order to obtain better material prices with mass volume which will enhance our cost competitiveness. The Group is offering a competitive price with higher flexibility arrangements to our existing customers in order to secure more long term and committed orders and is also actively looking for new customers for further growth opportunities.

As the retail sentiment in the PRC is still weak and accordingly we will adopt a cautious approach in developing the retail business. We will retain capital and is looking for other retail business opportunity with a better profitability.

We are of the view that the Property Investment and Development Business helps to diversify the Group's business in order to magnify the Group's development potential and shareholders' return. We will closely monitor the property market in the PRC and determine the appropriate development strategy. We will consider the second phase development after completion or pre-sale of the first phase of our existing project. Furthermore, we will seek any appropriate property investment and development projects if we believe that it can magnify the Group's shareholders' return.

APPRECIATION

Last but not least, I would like to take this opportunity to extend my sincere gratitude to all fellow directors, management and our staff for their unwavering dedication and contribution to our Group's development. I would also like to thank all of our shareholders, for their trust and continuous support over a challenging but rewarding year 2015.

Speedy Global Holdings Limited

Huang Chih Shen

Chairman and Chief Executive Officer

Hong Kong, 21 March 2016

財務摘要

FINANCIAL HIGHLIGHTS

		截至十二月三十一日止年度 For the year ended 31 December		
		二零一五年 2015	二零一四年 2014	變動 Change
業績 Results		百萬元 HK\$ million	百萬元 HK\$ million	(%)
收益	Revenue	1,223.8	1,263.6	-3.1
毛利	Gross profit	134.9	160.9	-16.2
除所得稅前溢利	Profit before income tax	35.2	39.6	-11.1
本公司權益持有人 應佔溢利	Profit attributable to equity holders of the Company	24.8	24.1	2.9
每股基本盈利 (以每股港元列示)	Basic earnings per share (expressed in HK\$ per share)	0.0414	0.0402	

		於十二月三十一日 As at 31 December		
		二零一五年 2015	二零一四年 2014	變動 Change
財務狀況 Financial Position		百萬元 HK\$ million	百萬元 HK\$ million	(%)
流動資產淨值	Net current assets	366.1	177.1	106.7
資產總值	Total assets	942.4	819.6	15.0
借貸	Borrowings	400.6	307.6	30.2
負債總額	Total liabilities	738.5	610.4	21.0
股東權益	Shareholders' equity	203.9	209.1	-2.5

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
流動比率 ¹	Current ratio ¹	1.8	1.3
資產回報 ²	Return on assets ²	2.8%	3.4%
股本回報 ³	Return on equity ³	12.0%	12.2%
負債比率 ⁴	Gearing ratio ⁴	44.9%	n/a 不適用
存貨周轉日數(日) ⁵	Inventory turnover days (days) ⁵	36	40
應收賬款周轉日數(日) ⁶	Trade receivables turnover days (days) ⁶	55	41
應付賬款周轉日數(日) ⁷	Trade payables turnover days (days) ⁷	67	56

1. 流動比率相等於流動資產除流動負債
2. 資產回報相等於年內溢利除平均資產總值，再乘以100%
3. 股本回報相等於年內溢利除平均權益總額，再乘以100%
4. 負債比率相等於借貸總額減現金及現金等價物以及初步期限超過三個月的定期存款除權益總額，再乘以100%
5. 存貨周轉日數相等於年內平均存貨結餘除銷售成本，再乘以該年天數計算
6. 應收賬款周轉日數相等於年內平均應收賬款除收益，再乘以該年天數計算
7. 應付賬款周轉日數相等於年內平均應付賬款除銷售成本，再乘以該年天數計算

1. Current ratio = current assets/current liabilities
2. Return on assets = profit for the year/average total assets x 100%
3. Return on equity = profit for the year/average total equity x 100%
4. Gearing ratio = total borrowings net of cash and cash equivalents and term deposits with initial term of over three months/total equity x 100%
5. Inventory turnover days = average inventory balance/cost of sales for the year x number of days for the year
6. Trade receivables turnover days = average trade receivables/revenue for the year x number of days for the year
7. Trade payables turnover days = average trade payables/cost of sales for the year x number of days for the year

財務概要

FINANCIAL SUMMARY

		截至十二月三十一日止年度 Year ended 31 December				
千港元 in HK\$'000		二零一五年 2015	二零一四年 2014	二零一三年 2013	二零一二年 2012	二零一一年 2011
業績	RESULTS					
收益	Revenue	1,223,831	1,263,600	1,185,468	1,033,509	1,167,934
毛利	Gross profit	134,899	160,911	143,620	183,050	202,233
除所得稅前溢利	Profit before income tax	35,235	39,637	33,927	69,312	113,406
所得稅開支	Income tax expense	(10,405)	(15,540)	(13,191)	(14,309)	(29,569)
年內溢利	Profit for the year	24,830	24,097	20,736	55,003	83,837

		於十二月三十一日 At 31 December				
千港元 in HK\$'000		二零一五年 2015	二零一四年 2014	二零一三年 2013	二零一二年 2012	二零一一年 2011
資產及負債	ASSETS AND LIABILITIES					
資產總值	Total assets	942,435	819,560	596,305	412,464	473,902
負債總額	Total liabilities	738,507	610,430	410,368	335,003	369,034
資產淨值	Net assets	203,928	209,130	185,937	77,461	104,868

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧

本集團專注於提供服裝供應鏈服務，包括產品設計及開發、確認時裝潮流及起辦、採購原材料、管理生產訂單及採購商品、品質監控、包裝、存貨管理及物流管理，向客戶提供一站式解決方案。於服裝供應鏈服務業務中，我們將勞工密集的生產工序外判予第三方製造商，以便集中向客戶提供一站式解決方案，以配合彼等的不同需要。

此外，本集團亦從事服裝零售業務，主要專注於採購、營銷及零售「Unisex品牌」及「Promod品牌」的男女服裝及配飾產品。由於「Unisex品牌」及「Promod品牌」的銷售表現未如理想，有關業務已於二零一五年五月底停止運作。本公司於二零一五年八月六日宣佈，本公司與一名第三方就可能收購一個主要於中國從事批發及零售服裝產品的目標集團訂立諒解備忘錄。由於代價問題，雙方最終並無訂立正式買賣協議，諒解備忘錄於二零一六年二月終止及屆滿。

年內本集團亦從事物業投資及發展業務以開拓相關市場。本集團積極發展三幅位於新密市的工業用地塊。第一期發展包括發展工業樓宇留作自用及作為投資及發展用途。第一期發展將於二零一六年上半年竣工，而第一期發展之預售則於二零一六年第一季剛展開。

BUSINESS OVERVIEW

The Group focuses on providing one-stop solution to our customers by the provision of apparel supply chain services including product design and development, fashion trend ascertaining and sampling, raw material sourcing, production order and merchandise sourcing management, quality control, packaging, inventory management and logistics management. Under our Apparel Supply Chain Servicing Business, we outsource the labor-intensive manufacturing function to third-party manufacturers and focus on providing one-stop solution to our customers to accommodate their different needs.

Furthermore, the Group was also engaged in the Apparel Retail Business which mainly focuses on procuring, marketing and retailing men's and women's apparel and accessory products under the Unisex and Promod brands. Due to the unsatisfactory sales performance of the Unisex and Promod brands, their operations were ceased by the end of May 2015 accordingly. The Company announced on 6 August 2015 that the Company has entered into a memorandum of understanding with a third party relating to a possible acquisition of a target group principally engaged in wholesale and retail of apparel products in the PRC. Due to the consideration issue, no formal sale and purchase agreement between the parties was entered finally and the memorandum of understanding was terminated and expired in February 2016.

The Group is also engaged in the Property Investment and Development Business to develop the relevant market during the year. The Group is progressing diligently with the development of the three pieces of land in Xinmi City, all of which are for industrial use. The first phase development comprises of industrial premises for self-use and investment and development purposes. The first phase development shall be completed in the first half of 2016 while the pre-sale for the first phase development is just started in the first quarter of 2016.

財務回顧

FINANCIAL REVIEW

		二零一五年 2015 百萬港元 HK\$ million	二零一四年 2014 百萬港元 HK\$ million
收益	Revenue	1,223.8	1,263.6
— 服裝供應鏈服務業務	— Apparel Supply Chain Servicing Business	1,215.9	1,212.0
— 服裝零售業務	— Apparel Retail Business	7.9	51.6
— 物業投資及發展業務	— Property Investment and Development Business	—	—
毛利	Gross profit	134.9	160.9
— 服裝供應鏈服務業務	— Apparel Supply Chain Servicing Business	132.8	137.1
— 服裝零售業務	— Apparel Retail Business	2.1	23.8
— 物業投資及發展業務	— Property Investment and Development Business	—	—
年內溢利	Profit for the year	24.8	24.1

服裝供應鏈服務業務

為配合我們專注於產品設計與開發、品質監控及生產管理優勢的策略，我們因應客戶不斷轉變的喜好，設計、開發及生產男女梭織衣服及剪裁針織產品。年內，我們向客戶提供多項服裝產品設計，深受客戶歡迎。二零一五年服裝供應鏈服務業務的收益並無大幅波動(二零一五年：1,215,900,000港元；二零一四年：1,212,000,000港元)。

二零一五年服裝供應鏈服務業務的毛利減少3.1%至約132,800,000港元(二零一四年：137,100,000港元)，而毛利率降至10.9%，較去年下跌0.4個百分點(二零一四年：11.3%)。毛利率輕微下跌主要由於二零一五年平均售價下跌所致。

於二零一五年，我們錄得扣除其他收益 — 淨額、融資成本淨額及所得稅開支前分部溢利約61,600,000港元，較二零一四年約64,800,000港元減少約4.9%。

服裝零售業務

來自服裝零售業務的收益由二零一四年的51,600,000港元減少43,700,000港元或約84.7%至二零一五年的7,900,000港元。收益減少的原因為於二零一五年五月底前關閉「Unisex品牌」及「Promod品牌」全線零售門店。由於我們預計該等品牌產品的銷售表現短期內將會轉差，故提早終止營運。另一方面，基於上述原因及進行清貨減價促銷，毛利由二零一四年的23,800,000港元減少21,700,000港元或約91.2%至二零一五年的2,100,000港元，而毛利率則由二零一四年的46.1%減至二零一五年的26.6%。

於二零一五年，我們錄得扣除其他收益 — 淨額、融資成本淨額及所得稅開支前分部虧損約18,400,000港元，較二零一四年約20,200,000港元減少約8.9%。

物業投資及發展業務

本集團正積極就本集團於二零一五年三月所收購位於新密市的三幅地塊進行第一期發展。二零一五年並無產生收益，僅產生開支。

Apparel Supply Chain Servicing Business

Being in line with our strategy to focus on our strengths in product design and development, as well as quality control and production management, we design, develop and produce men's and women's woven wear and cut-and-sewn knitwear products to respond to constantly evolving consumer preferences. During the year, we have provided many designs of apparel products to our customers and our designs are well appreciated by our customers. No material fluctuation for the revenue under our Apparel Supply Chain Servicing Business was noted during the year 2015 (2015: HK\$1,215.9 million; 2014: HK\$1,212.0 million).

Gross profit under our Apparel Supply Chain Servicing Business decreased by 3.1% to approximately HK\$132.8 million (2014: HK\$137.1 million) while gross profit margin decreased to 10.9% for the year 2015, representing a decrease of 0.4 percentage point when compared with the preceding year (2014: 11.3%). The slight decrease in gross profit margin was mainly due to the reduction of the average selling price during the year 2015.

During the year 2015, we recorded a segmental profit before other gains — net, net finance costs and income tax expense of approximately HK\$61.6 million, represented a decrease of approximately 4.9% compared to that of approximately HK\$64.8 million for 2014.

Apparel Retail Business

Revenue from our Apparel Retail Business decreased by HK\$43.7 million, or approximately 84.7%, from HK\$51.6 million in the year 2014 to HK\$7.9 million in the year 2015. The decrease in revenue is due to the closure of all the retail shops for the Unisex and Promod brands before the end of May 2015. The operations for these branded product were ceased in advance as we expect that their sales performance will deteriorate in the short run. On the other hand, due to the aforesaid reasons and clearance sales, the gross profit decreased by HK\$21.7 million, or approximately 91.2%, from HK\$23.8 million in the year 2014 to HK\$2.1 million in the year 2015 and the gross profit margin decreased from 46.1% for the year 2014 to 26.6% for the year 2015.

During the year 2015, we recorded a segmental loss before other gains — net, net finance costs and income tax expense of approximately HK\$18.4 million, represented a decrease of approximately 8.9% compared to that of approximately HK\$20.2 million for 2014.

Property Investment and Development Business

The Group is progressing diligently with the first phase development of the three pieces of land in Xinmi City which were acquired by the Group in March 2015. No revenue was generated and only expenses were incurred during the year 2015.

銷售開支

銷售開支主要指服裝零售業務產生的開支，主要包括自營零售門店的租金開支及主要從事零售業務人員的僱員福利開支。二零一五年的銷售開支減少54.6%至約19,100,000港元(二零一四年：42,100,000港元)，主要由於自營零售門店租金及銷售人員的僱員福利開支下降，部分為提早終止零售門店租賃協議的罰款約5,300,000港元所抵銷。

行政開支

行政開支主要指管理、財務及行政人員的僱員福利開支、應酬開支、辦公室物業的租金開支及出差開支。於二零一五年概無錄得任何重大波動。

其他收益／(虧損) — 淨額

二零一五年的其他收益 — 淨額約1,000,000港元(二零一四年：其他虧損 — 淨額2,300,000港元)主要指撤銷應付賬款約1,200,000港元(二零一四年：無)、出售物業、廠房及設備收益約32,000港元(二零一四年：出售物業、廠房及設備虧損700,000港元)及錄得外匯虧損淨額300,000港元(二零一四年：1,500,000港元)。

財務收入及融資成本

二零一五年的財務收入增加5.2%至約6,100,000港元(二零一四年：5,800,000港元)，主要由於二零一五年存入更多定期存款。

融資成本增加51.4%至約10,900,000港元(二零一四年：7,200,000港元)，主要由於二零一五年增加平均銀行借貸以撥資營運所需。此外，有關金額包括外匯虧損淨額1,800,000港元(二零一四年：無)。

所得稅開支

所得稅開支主要指根據香港及中國相關法律及法規按適用稅率計算的已付或應付即期所得稅。所得稅開支減少32.9%至約10,400,000港元(二零一四年：15,500,000港元)，主要由於二零一五年本集團產生較少應課稅溢利。

SELLING EXPENSES

Selling expenses mainly represented expenses incurred in relation to our Apparel Retail Business, which mainly included rental expenses for our self-operated retail outlets and employee benefit expenses mainly for our personnel involved in retail operations. Selling expenses decreased by 54.6% to approximately HK\$19.1 million (2014: HK\$42.1 million) for the year 2015 mainly due to decrease in rent of our self-operated retail outlets and employee benefit expense for the salesperson, partially offset by penalty for early termination of the rental agreements for the retail shops amounting to approximately HK\$5.3 million.

ADMINISTRATIVE EXPENSES

Administrative expenses mainly represented employee benefit expenses for our management, finance and administrative personnel, entertainment expenses, rental expenses for our office premises and travelling expenses. No material fluctuation was noted during the year 2015.

OTHER GAINS/(LOSSES) — NET

Other gains — net of approximately HK\$1.0 million during the year 2015 (2014: other losses — net of HK\$2.3 million) mainly represented written off of trade payables of approximately HK\$1.2 million (2014: Nil), gain on disposal of property, plant and equipment of approximately HK\$32,000 (2014: loss on disposal of property, plant and equipment of HK\$0.7 million) and the net foreign exchange losses of HK\$0.3 million (2014: HK\$1.5 million).

FINANCE INCOME AND COSTS

Finance income increased by 5.2% to approximately HK\$6.1 million for the year of 2015 (2014: HK\$5.8 million) primarily because more time deposits were made during the year 2015.

Finance costs increased by 51.4% to approximately HK\$10.9 million (2014: HK\$7.2 million) primarily due to an increase in average bank borrowings to finance operation during the year 2015. Furthermore, the amount included the net foreign exchange losses of HK\$1.8 million (2014: Nil).

INCOME TAX EXPENSE

Income tax expense mainly represented amounts of current income tax paid or payable at the applicable tax rates in accordance with the relevant laws and regulations in Hong Kong and the PRC. Income tax expense decreased by 32.9% to approximately HK\$10.4 million (2014: HK\$15.5 million) primarily as less taxable profit was generated by the Group during the year 2015.

存貨

存貨結餘由二零一四年十二月三十一日的125,800,000港元減少至二零一五年十二月三十一日的91,600,000港元，原因為二零一五年在控制存貨水平上取得較佳效果，且於年度終結前向客戶交付較多貨品，以致存貨週轉日數縮短（二零一五年十二月三十一日：36日；二零一四年十二月三十一日：40日）。

發展中物業

發展中物業結餘包括土地使用權、建築成本、資本化融資成本及相關開支。發展中物業增加的原因為建築工程於二零一五年始展開。

應收賬款

應收賬款結餘由二零一四年十二月三十一日的160,000,000港元增加至二零一五年十二月三十一日的206,500,000港元，主要由於年結日前銷售增加。

我們一般向服裝供應鏈服務業務的客戶提供30至90日的信貸期，彼等一般須透過銀行轉賬或支票向我們清償貿易結餘。就服裝零售業務而言，於自營零售門店購物的客戶於購買時以現金或信用卡付款。另一方面，合作夥伴須每月透過銀行轉賬結清其付款。

於二零一五年十二月三十一日，應收賬款的週轉日數為55日（二零一四年十二月三十一日：41日），大致上介乎我們向客戶授出的信貸期範圍內。

應付賬款

應付賬款結餘由二零一四年十二月三十一日的182,300,000港元增至二零一五年十二月三十一日的215,500,000港元，主要由於年結日前較遲向供應商付款所致。

我們一般享有最多90日的信貸期以償還款項。於二零一五年十二月三十一日，應付賬款的週轉日數為67日（二零一四年十二月三十一日：56日），維持於我們獲供應商及第三方製造商給予的信貸期之內。

INVENTORY

Inventory balance decreased from HK\$125.8 million as at 31 December 2014 to HK\$91.6 million as at 31 December 2015 because a better inventory level control was implemented during the year 2015 and more goods were delivered to the customers before the year ended which resulted a decrease in the inventory turnover days (31 December 2015: 36 days; 31 December 2014: 40 days).

PROPERTIES UNDER DEVELOPMENT

Properties under development balance comprised land use rights, construction costs, capitalised finance costs and related expenses. Properties under development increased because the construction work is newly started during the year 2015.

TRADE RECEIVABLES

Trade receivables balance increased from HK\$160.0 million as at 31 December 2014 to HK\$206.5 million as at 31 December 2015 primarily due to increase in sales before the year ended.

We generally grant customers of our Apparel Supply Chain Servicing Business a credit period of 30 to 90 days and they are generally required to settle their trade balances with us by bank transfer or by cheque. Under the Apparel Retail Business, consumers who purchase from our self-operated retail outlets are required to pay at the time of purchase by cash or credit card. On the other hand, our cooperative partners were required to settle their payments through bank transfer on a monthly basis.

Our trade receivable turnover days as at 31 December 2015 was 55 days (31 December 2014: 41 days) which is in general within the credit period granted by us to the customers.

TRADE PAYABLES

Trade payables balance increased from HK\$182.3 million as at 31 December 2014 to HK\$215.5 million as at 31 December 2015 primarily because of slower settlements to the suppliers before the year ended.

We generally enjoy a credit term of up to 90 days to settle payment. Our trade payables turnover days as at 31 December 2015 was 67 days (31 December 2014: 56 days) which is within the credit period granted by our suppliers and third-party manufacturers.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

借貸

本集團於二零一五年十二月三十一日有銀行借貸約399,500,000港元(二零一四年十二月三十一日:306,800,000港元)。所有銀行借貸均由香港銀行提供,按浮動利率計息。於二零一五年十二月三十一日,為數約292,500,000港元的銀行借貸須於一年後償還,而其餘銀行借貸則須於一年內償還或按銀行要求隨時償還。此外,本集團於二零一五年十二月三十一日有融資租賃負債1,100,000港元(二零一四年十二月三十一日:800,000港元)。銀行借貸的賬面值以港元(「港元」)為單位。本集團並無使用任何財務工具作對沖用途,亦無任何以現有借貸及/或其他對沖工具對沖的外幣淨額投資。

流動資金及財務資源

於二零一五年,本集團維持健全的流動資金狀況,以內部資源及銀行借貸提供營運資金。於二零一五年十二月三十一日,現金及銀行結餘約為309,100,000港元,其中約192,900,000港元以港元計值,113,400,000港元以人民幣計值,2,700,000港元以美元計值,另100,000港元則以其他貨幣計值。於二零一五年十二月三十一日,本集團的流動比率為1.8(二零一四年十二月三十一日:1.3),而本集團的負債比率(按借貸總額減現金及現金等價物以及初步期限超過三個月的定期存款佔權益總額的百分比計算)則為44.9%,而本集團於二零一四年十二月三十一日處於淨現金狀況。本集團擁有充足及隨時可用的財務資源滿足一般營運資金需要及可見將來的資本開支。

庫務政策

本集團在執行庫務政策上採取審慎的財務管理策略,因而於整段回顧期間內維持健全的流動資金狀況。本集團不斷評估其客戶的信貸狀況及財務狀況,務求降低信貸風險。為控制流動資金風險,董事會密切監察本集團的流動資金狀況,確保本集團擁有充足財務資源以及時滿足其資金需要及承擔。

BORROWINGS

The Group had bank borrowings as at 31 December 2015 in the sum of approximately HK\$399.5 million (31 December 2014: HK\$306.8 million). All bank borrowings were made from banks in Hong Kong at floating interest rates. As at 31 December 2015, bank borrowings of approximately HK\$292.5 million are repayable after one year while the remaining balances are repayable within one year or repayable on demand. Furthermore, the Group had finance lease liabilities of HK\$1.1 million as at 31 December 2015 (31 December 2014: HK\$0.8 million). The carrying amounts of bank borrowings were denominated in Hong Kong dollar ("HK\$"). No financial instruments were used for hedging purposes, nor were there any foreign currency net investments hedged by current borrowings and/or other hedging instruments.

LIQUIDITY AND FINANCIAL RESOURCES

During the year 2015, the Group maintained a healthy liquidity position, with working capital financed by both internal resources and bank borrowings. As at 31 December 2015, cash and bank balances amounted to approximately HK\$309.1 million, of which approximately HK\$192.9 million denominated in HK\$, HK\$113.4 million in Renminbi, HK\$2.7 million in United States dollar and HK\$0.1 million in other currencies. As at 31 December 2015, the current ratio of the Group was 1.8 (31 December 2014: 1.3) and the Group's gearing ratio, calculated on the basis of total borrowings net of cash and cash equivalents and term deposits with initial term of over three months as a percentage of total equity, was 44.9% while the Group was in a net cash position as at 31 December 2014. The Group has sufficient and readily available finance resources for general working capital requirement and foreseeable capital expenditure.

TREASURY POLICIES

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that sufficient financial resources are available in order to meet its funding requirements and commitment timely.

外匯風險

外匯風險源自日後商業交易、已確認資產及負債以及海外業務的投資淨額。

當日後商業交易或已確認資產或負債以實體功能性貨幣以外的貨幣計值時，外匯風險即產生。對於以人民幣作為功能貨幣的集團公司來說，其外匯風險主要來自港元；而對於以港元作為功能貨幣的集團公司來說，其外匯風險主要來自人民幣。本集團通過緊密關注匯率變動以控制外匯風險。

本集團在中國有投資，其資產淨值面對外幣換算風險。本集團在中國投資的資產淨值所產生外幣風險，可以通過在中國境外支付的股息管理。

於年內，本集團並無利用任何財務工具對沖外幣風險。

資本結構

於二零一五年，本公司的資本結構並無任何重大變動。本公司的資本包括普通股及其他儲備。

資本承擔

於二零一五年十二月三十一日，本集團擁有物業投資及發展業務之資本承擔51,600,000港元（二零一四年十二月三十一日：無）。

股息

董事會建議向於二零一六年五月三十一日名列本公司股東名冊的股東派付末期股息每股0.0123港元。待獲本公司股東於二零一六年五月二十三日舉行的應屆股東週年大會（「股東週年大會」）批准後，末期股息將於二零一六年六月二十二日派發。

FOREIGN EXCHANGE EXPOSURE

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. For group companies with Renminbi as their functional currency, foreign exchange risk arises primarily with respect of HK\$. For group companies with HK\$ as their functional currency, foreign exchange risk arises primarily with respect to Renminbi. The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates.

The Group has investments in the PRC, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's investments in the PRC can be managed through dividends paid outside the PRC.

During the year, the Group did not commit to any financial instruments to hedge its exposure to foreign currency risk.

CAPITAL STRUCTURE

There has been no material change in the capital structure of the Company during the year 2015. The capital of the Company comprises ordinary shares and other reserves.

CAPITAL COMMITMENTS

As at 31 December 2015, the Group had capital commitments of HK\$51.6 million (31 December 2014: Nil) for the Property Investment and Development Business.

DIVIDEND

The Board has recommended a final dividend of HK\$0.0123 per share to shareholders whose names appear on the register of members of the Company on 31 May 2016. Subject to the approval of the Company's shareholders at the forthcoming annual general meeting (the "AGM") to be held on 23 May 2016, the final dividend will be paid on 22 June 2016.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

暫停辦理股東登記手續

為確定本公司股東出席將於二零一六年五月二十三日星期一舉行的股東週年大會的資格，本公司將於二零一六年五月十九日星期四至二零一六年五月二十三日星期一期間（包括首尾兩日）暫停辦理股東登記手續，期間將不會辦理任何股份過戶登記。為符合資格出席股東週年大會並於會上表決，所有過戶表格連同相關股票，最遲須於二零一六年五月十八日星期三下午四時三十分前送交本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港皇后大道東183號合和中心22樓，以辦理登記。

董事會建議向於二零一六年五月三十一日星期二（即釐定有權收取末期股息的記錄日期）營業時間結束時名列本公司股東名冊的股東支付擬派末期股息每股0.0123港元。本公司將於二零一六年五月二十七日星期五至二零一六年五月三十一日星期二期間（包括首尾兩日）暫停辦理股東登記手續，期間將不會辦理任何股份過戶登記。為符合資格獲取末期股息，所有過戶表格連同相關股票，最遲須於二零一六年五月二十六日星期四下午四時三十分前送交本公司的股份過戶登記處卓佳證券登記有限公司，以辦理登記。待本公司股東於二零一六年五月二十三日星期一舉行的應屆股東週年大會批准後，預期末期股息將於二零一六年六月二十二日星期三支付。

僱員資料

於二零一五年十二月三十一日，本集團共有440名僱員，包括執行董事。總員工成本（包括董事酬金）約為65,500,000港元，而截至二零一四年十二月三十一日止年度則約為75,000,000港元。酬金乃參考市場常規及個別僱員的表現、資歷及經驗釐定。

除基本薪金外，亦可視乎本集團的業績及個人表現獲發花紅。其他員工福利包括香港的強制性公積金計劃供款，以及提供退休金、醫療保險、失業保險及為根據中國規則及規例以及中國現行相關監管規定獲本集團聘用的僱員而設的其他相關保險。

CLOSURE OF THE REGISTER OF MEMBERS

To determine the eligibility of the shareholders of the Company to attend the AGM to be held on Monday, 23 May 2016, the register of members will be closed from Thursday, 19 May 2016 to Monday, 23 May 2016, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the annual general meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 18 May 2016.

The Board has recommended that the proposed final dividend of HK\$0.0123 per share is payable to the shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 31 May 2016, being the record date for the determination of entitlement to the final dividend. The register of members of the Company will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the final dividend, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Investor Services Limited, not later than 4:30 p.m. on Thursday, 26 May 2016. Subject to the approval of the Company's shareholders at the forthcoming annual general meeting to be held on Monday, 23 May 2016, the final dividend is expected to be paid on Wednesday, 22 June 2016.

INFORMATION ON EMPLOYEES

As at 31 December 2015, the Group had a total of 440 employees, including the executive Directors. Total staff costs (including Directors' emoluments) were approximately HK\$65.5 million, as compared to approximately HK\$75.0 million for the year ended 31 December 2014. Remuneration is determined with reference to market norms as well as individual employees' performance, qualification and experience.

On top of basic salaries, bonuses may be paid by reference to the Group's performance as well as individual's performance. Other staff benefits include contributions to Mandatory Provident Fund retirement benefits scheme in Hong Kong and the provision of pension funds, medical insurance, unemployment insurance and other relevant insurance for employees who are employed by our Group pursuant to the PRC rules and regulations and the prevailing regulatory requirements of the PRC.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

本集團僱員的薪金及福利均處於具競爭力的水平，僱員的待遇均在本集團就薪酬及花紅設定的整體框架內按表現釐定，而該框架每年進行檢討。本集團亦設有一項由本公司於二零一二年十二月二十四日採納的購股權計劃（「購股權計劃」），據此，董事及本集團僱員可獲授予購股權以認購股份。

購股權計劃的詳情於本年報第47至49頁「購股權計劃」一節披露。

董事及本集團五位最高薪人士於截至二零一五年十二月三十一日止年度的酬金詳情分別載於綜合財務報表附註32及22。

所持重大投資

截至二零一五年十二月三十一日止年度，本集團並無於任何其他公司的股本權益中持有任何重大投資。

有關重大投資及資本資產的未來計劃

除本公司日期為二零一五年七月二十八日的公布所披露者外，本集團並無其他有關重大投資及資本資產的未來計劃。

有關附屬公司、聯營公司及合營企業的重大收購及出售

除本公司日期為二零一五年十二月七日的公布所披露者外，於二零一五年，本集團並無任何有關附屬公司、聯營公司及合營企業的重大收購及出售。

資產抵押

於二零一五年十二月三十一日，本集團概無任何資產抵押（二零一四年十二月三十一日：無）。

或然負債

於二零一五年十二月三十一日，本集團並無任何重大或然負債（二零一四年十二月三十一日：無）。

新商機

根據不競爭承諾規定，本公司的控股股東概無向本公司轉介新商機（定義見本公司日期為二零一二年十二月三十一日的招股章程「與控股股東的關係 — 新商機」一節）。

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually. The Group also operates a share option scheme adopted by the Company on 24 December 2012 ("Share Option Scheme") where options to subscribe for shares may be granted to the Directors and employees of the Group.

Details of the Share Option Scheme are disclosed in the section headed "Share Option Scheme" on pages 47 to 49 of this annual report.

Details of the emoluments of the Directors and the five highest paid individuals of the Group for the year ended 31 December 2015 are set out in Notes 32 and 22, respectively to the consolidated financial statements.

SIGNIFICANT INVESTMENTS HELD

During the year ended 31 December 2015, the Group did not hold any significant investment in equity interest in any other company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Company's announcement dated 28 July 2015, the Group did not have other plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Save as disclosed in the Company's announcements dated 7 December 2015, the Group did not have any material acquisitions and disposals of subsidiaries, associates and joint ventures during the year 2015.

CHARGE OF ASSETS

There was no charge on the Group's assets as of 31 December 2015 (31 December 2014: Nil).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 31 December 2015 (31 December 2014: Nil).

NEW BUSINESS OPPORTUNITY

There was no New Business Opportunity (as defined in the Company's Prospectus dated 31 December 2012 (the "Prospectus") headed "Relationship with Controlling Shareholders — New Business Opportunity") referred by the controlling shareholders of the Company (the "Controlling Shareholders") as provided under the non-competition undertaking.

管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

所得款項用途

本集團於二零一三年一月十五日（「上市日期」）在聯交所上市，集資所得款項淨額約為94,700,000港元。該等所得款項部分已於年內根據本公司於二零一五年八月二十四日公佈的最新業務發展計劃運用。於二零一五年十二月三十一日，未動用所得款項淨額為25,900,000港元。

下表詳列年內所得款項淨額的用途明細分析：

USE OF PROCEEDS

The Group was listed on the Stock Exchange on 15 January 2013 (the "Listing Date") and raised net proceeds of approximately HK\$94.7 million. Part of these proceeds were applied during the year in accordance with our latest business development plan which was announced by the Company on 24 August 2015. As at 31 December 2015, the unutilised net proceeds amounted to HK\$25.9 million.

The following table sets forth a breakdown of the use of net proceeds during the year:

所得款項淨額的用途	Use of net proceeds	可供動用 金額 Available to use 百萬港元 HK\$'million	在 二零一五年 已動用金額 Utilised during the year 2015 百萬港元 HK\$'million	截至 二零一五年 十二月三十一日 止未動用 Unutilised (as at 31 December 2015) 百萬港元 HK\$'million
服裝零售業務 取得額外專利權以製造、 推廣及銷售知名品牌， 多元化品牌組合	Apparel Retail Business Obtaining additional licence rights to produce, market and sell reputable brands to diversify our brand portfolio	14.6	-	14.6
服裝供應鏈服務業務 進一步改善資訊科技系統 以及發展設計及 開發能力	Apparel Supply Chain Servicing Business Further enhancing the information technology systems and developing the design and development capabilities	11.4	(0.1)	11.3
製衣廠及相關發展項目， 包括但不限於發展 位於新密市之土地	Garment manufacturing plants and related development including but not limited to the development of the land at Xinmi City	38.8	(38.8)	-
		64.8	(38.9)	25.9

報告期後重要事項

本公司於二零一五年宣佈，本公司與一名第三方就有關可能收購於中國主要從事批發及零售服裝產品的目標集團訂立諒解備忘錄。由於代價問題，雙方最終並無訂立正式買賣協議，諒解備忘錄於二零一六年二月終止及屆滿。

IMPORTANT EVENT AFTER THE REPORTING PERIOD

The Company announced during the year 2015 that the Company has entered into a memorandum of understanding with a third party relating to the possible acquisition of a target group principally engaged in wholesale and retail of apparel products in the PRC. Due to the consideration issue, no formal sale and purchase agreement between the parties was entered finally and the memorandum of understanding was terminated and expired in February 2016.

董事及高級管理層簡歷

DIRECTORS AND SENIOR MANAGEMENT PROFILE

董事

董事會負責及全權管理及經營業務。下表列載董事會成員於本報告日期的資料：

DIRECTORS

Our Board is responsible and has general powers for the management and conduct of the business. The following table sets forth information regarding members of the Board as at the date of this report:

姓名 Name		委任日期 Appointment Date	年齡 Age
執行董事 Executive Directors			
黃志深先生	Mr. Huang Chih Shen	二零一一年九月二十八日 28 September 2011	45
陳洪光先生	Mr. Chan Hung Kwong, Patrick	二零一二年十二月二十四日 24 December 2012	51
鄧惠珊女士	Ms. Tang Wai Shan	二零一二年十二月二十四日 24 December 2012	47
區維勝先生	Mr. Au Wai Shing	二零一二年十二月二十四日 24 December 2012	52
獨立非執行董事 Independent Non-executive Directors			
黃定幹先生	Mr. Wong Ting Kon	二零一二年十二月二十四日 24 December 2012	45
彭婉珊女士	Ms. Pang Yuen Shan, Christina	二零一二年十二月二十四日 24 December 2012	43
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	二零一二年十二月二十四日 24 December 2012	68
陳振彬博士	Dr. Chan Chung Bun, Bunny	二零一二年十二月二十四日 24 December 2012	58

董事及高級管理層簡歷

DIRECTORS AND SENIOR MANAGEMENT PROFILE

主席、行政總裁兼執行董事

黃志深先生，45歲，為本公司主席、行政總裁兼執行董事，並為本集團其中一名創辦人。彼自二零一一年九月二十八日起獲委任為董事，主要負責本集團的整體管理、營運以及制定及檢討企業方針及策略。黃先生於製衣業具備約21年經驗。於二零零三年成立本集團之前，彼自一九九四年三月起一直出任關連公司勝豐織造製衣有限公司之董事。黃先生為本公司間接全資附屬公司迅捷環球製衣(香港)有限公司(「迅捷環球製衣」)創辦人之一，自其於二零零四年註冊成立以來一直出任該公司之董事。此外，彼為本集團大部分附屬公司(包括駿達實業(製衣)有限公司(「駿達製衣」)、迅捷環球發展有限公司(「迅捷發展」)、東莞迅捷環球製衣有限公司(「東莞迅捷」)、高業製衣(惠州)有限公司(「惠州高業」)及鄭州迅宏置業有限公司(「迅宏」)之董事。黃先生為二零一零/二零一一年度第四十三屆仁濟醫院董事局之總理、二零一一/二零一二年度第四十四屆、二零一二/二零一三年度第四十五屆、二零一三/二零一四年度第四十六屆及二零一四年/二零一五年度第四十七屆仁濟醫院董事局之顧問及二零一五年/二零一六年度第四十八屆仁濟醫院董事局之現任顧問。黃先生於香港接受中學教育，直至一九八六年三月。於二零一五年十二月三十一日，黃先生持有我們的公司控股股東皓天控股有限公司(「皓天」)100%權益。

CHAIRMAN, CHIEF EXECUTIVE OFFICER & EXECUTIVE DIRECTOR

Mr. Huang Chih Shen (黃志深), aged 45, is the chairman, chief executive officer and an executive Director of the Company, and one of the founders of the Group. He was appointed as the Director with effect from 28 September 2011. Mr. Huang is primarily responsible for the overall management, operations and the charting and reviewing of corporate directions and strategies of the Group. Mr. Huang has approximately 21 years of experience in the business of the garment industry. Prior to establishing our Group in 2003, he has been a director of Shing Fun Knitting & Garment Limited, a related company, since March 1994. Mr. Huang is one of the founders and has been the director of Speedy Garment Manufacturing (Hong Kong) Company Limited ("Speedy Garment"), an indirectly wholly-owned subsidiary of the Company, since its incorporation in 2004. Furthermore, he has been the director of most of the Group's subsidiaries, including Jointex Garment Manufacturing Limited ("Jointex Garment"), Speedy Global Development Limited ("Speedy Development"), Dongguan Speedy Garment Manufacturing Company Limited ("Speedy Dongguan"), Koyip Garment (Huizhou) Manufactory Ltd. ("Koyip Huizhou") and Zhengzhou Xun Wang Development Limited ("Xun Wang"). Mr. Huang was a director of 2010/2011 the 43rd, an advisor of 2011/2012 the 44th, 2012/2013 the 45th, 2013/2014 the 46th, 2014/2015 the 47th and is a current advisor of 2015/2016 the 48th of Yan Chai Hospital Board Office. Mr. Huang received his secondary school education in Hong Kong until March 1986. As at 31 December 2015, Mr. Huang held 100% interest in Sky Halo Holdings Limited ("Sky Halo"), our corporate Controlling Shareholder.

執行董事

陳洪光先生，51歲，為我們的執行董事，於二零零四年二月加入本集團。彼於二零一二年十二月二十四日獲委任為執行董事，主要負責業務發展、研究及行政管理。陳先生於製衣業累積約31年經驗。彼為本集團若干附屬公司(包括駿達製衣、惠州高業及迅宏)之董事。於加入本集團前，陳先生曾於一九八四年一月至一九八六年六月任職於三和洋行有限公司製衣部，於一九八六年八月至一九八七年七月任職於美高時(遠東)有限公司，於一九八七年七月至一九九四年七月任職於詩敬貿易有限公司。其後，陳先生曾出任湛名實業有限公司採購部經理，並獲任命為總經理，直至彼於二零零三年十二月離職為止。陳先生於一九八五年八月完成香港職業訓練局布料特質及製衣業品質監控課程，並於一九九九年九月獲授香港理工大學與香港管理專業協會聯合頒發的管理學文憑。彼亦於二零零三年七月完成由香港理工大學中國商業中心與美國鄧白氏商業資料(香港)有限公司合辦的「中國人力資源管理證書課程」。於二零一五年十二月三十一日，陳先生持有本公司約5.51%權益。

鄧惠珊女士，47歲，為我們的執行董事，於二零零六年七月加入本集團。彼於二零一二年十二月二十四日獲委任為執行董事，主要負責本集團的市場推廣及業務發展、產品開發、供應鏈管理、生產及業務管理事務。鄧女士於製衣業累積約25年經驗。彼為本集團若干附屬公司(包括迅捷環球製衣、迅捷發展及迅宏)之董事。於加入本集團前，鄧女士曾於一九九零年八月至一九九一年八月任職佐丹奴國際有限公司(「佐丹奴」)見習管理人員。彼亦曾於佐丹奴多家附屬公司(包括Global Net Garment Manufacturing Limited、Global Apparel Manufacturing Limited及佐丹奴有限公司)任職，直至二零零五年四月為止。其後彼曾於二零零五年四月至二零零六年七月出任一家製衣公司的總經理。鄧女士於一九九零年十二月畢業於香港中文大學，持有工商管理學士學位(一級榮譽)。彼另於一九九六年十二月取得香港中文大學工商管理碩士學位。鄧女士於就學期間曾多次獲頒獎學金，包括尤德爵士紀念基金獎學金、國際商業信貸銀行獎學金、楊書家博士紀念獎，以及張祝珊獎學金。於二零一五年十二月三十一日，鄧女士持有本公司約2.57%權益。

EXECUTIVE DIRECTORS

Mr. Chan Hung Kwong, Patrick (陳洪光), aged 51, is our executive Director and joined our Group in February 2004. He was appointed as the executive Director with effect from 24 December 2012. He is primarily responsible for the business development, research and administrative management. Mr. Chan has accumulated approximately 31 years of experience in the garment industry. He has been the director of certain of the Group's subsidiaries including Jointex Garment, Koyip Huizhou and Xun Wang. Prior to joining our Group, Mr. Chan worked in the garment department of Trans Eurasia Company, Limited from January 1984 to June 1986 and in Melcosa Far East Ltd. from August 1986 to July 1987. He worked in Zee King Trading Co. Ltd. from July 1987 to July 1994. After that, Mr. Chan worked as a merchandising manager in Free Dragon Industrial Ltd. and was nominated as a general manager before he left in December 2003. Mr. Chan completed a course in textile properties and garment quality control in the Vocational Training Council Hong Kong in August 1985. He was awarded a diploma in management studies jointly by the Hong Kong Polytechnic University and the Hong Kong Management Association in September 1999. He completed a course entitled "Certificate Course on Human Resources Management in PRC" co-organised by the Hong Kong Polytechnic University China Business Centre and Dun & Bradstreet (HK) Ltd. in July 2003. As at 31 December 2015, Mr. Chan held approximately 5.51% interest in the Company.

Ms. Tang Wai Shan (鄧惠珊), aged 47, is our executive Director and joined our Group in July 2006. She was appointed as the executive Director with effect from 24 December 2012. She is primarily responsible for the market and business development, product development, supply chain management, production and operation management of our Group. Ms. Tang has accumulated approximately 25 years of experience in the garment industry. She has been the director of certain of the Group's subsidiaries including Speedy Garment, Speedy Development and Xun Wang. Prior to joining our Group, Ms. Tang worked as a management trainee in Giordano International Limited ("Giordano") from August 1990 to August 1991. She also worked in a number of subsidiaries of Giordano (including Global Net Garment Manufacturing Limited, Global Apparel Manufacturing Limited and Giordano Limited) until April 2005. After that, she worked as a general manager of a garment company from April 2005 to July 2006. Ms. Tang graduated with a bachelor's degree (first class honours) in business administration from the Chinese University of Hong Kong in December 1990 and a master's degree in business administration from the Chinese University of Hong Kong in December 1996. Ms. Tang was awarded a number of scholarships during her study including Sir Edward Youde Memorial Scholarship, Bank of Credit and Commerce Scholarship, Dr. S.C. Yang Memorial Prize, Cheung Chuk Shan Scholarship. As at 31 December 2015, Ms. Tang held approximately 2.57% interest in the Company.

董事及高級管理層簡歷

DIRECTORS AND SENIOR MANAGEMENT PROFILE

區維勝先生，52歲，為我們的執行董事，於二零零四年二月加入本集團。彼於二零一二年十二月二十四日獲委任為執行董事，主要負責業務發展、研究及行政管理。區先生於製衣業累積約27年經驗。彼為本集團若干附屬公司(包括駿達製衣)之董事。於加入本集團前，區先生曾於一九八四年一月至一九九四年六月出任三和洋行有限公司高級採購員，於一九九五年四月至一九九六年三月出任Janco Overseas Limited高級採購員，於一九九七年四月至一九九八年十月出任Hop Chung Garment Factory Limited經理，於一九九九年一月至二零零一年八月出任Maxgold Company Limited採購經理及於二零零一年九月至二零零四年一月出任Noble Grade Limited經理。區先生於香港接受中學教育直至一九八一年四月。於二零一五年十二月三十一日，區先生持有本公司約4.47%權益。

獨立非執行董事

黃定幹先生，45歲，為獨立非執行董事。彼於二零一二年十二月二十四日加入本集團，並獲委任為獨立非執行董事。彼持有加拿大溫莎大學商學士學位，並為香港會計師公會執業會計師及英國特許公認會計師公會資深會員。彼現為陳就成、黃定幹會計師事務所合夥人。

彭婉珊女士，43歲，為獨立非執行董事。彼於二零一二年十二月二十四日加入本集團，並獲委任為獨立非執行董事。彼於一九九五年取得香港城市大學的法學榮譽學士(LLB)學位，後於一九九七年取得英國University of Sheffield的國際法及商法法學碩士(LLM)學位，並於一九九七年取得香港城市大學的法律學深造證書(PCLL)，現為香港律師會會員。彭女士自一九九九年開始為香港執業律師，於二零零零年五月前一直於一家香港律師行執業。彭女士現任香港律師事務所曹歐嚴楊律師行的律師。彭女士於二零一二年一月至二零一五年十二月期間擔任新天地產集團有限公司(股份代號：00760)的獨立非執行董事。彼最近於二零一五年十二月獲委任為焯陸企業控股有限公司(股份代號：01341)的獨立非執行董事。

Mr. Au Wai Shing (區維勝), aged 52, is our executive Director and joined the Group in February 2004. He was appointed as the executive Director with effect from 24 December 2012. He is primarily responsible for the business development, research and administrative management. Mr. Au has accumulated approximately 27 years of experience in the garment industry. He has been the director of certain of the Group's subsidiaries including Jointex Garment. Prior to joining the Group, Mr. Au worked as a senior merchandiser in Trans Eurasia Company, Limited from January 1984 to June 1994, as a senior merchandiser in Janco Overseas Limited from April 1995 to March 1996, as a manager in Hop Chung Garment Factory Limited from April 1997 to October 1998, as a merchandising manager in Maxgold Company Limited from January 1999 to August 2001 and a manager in Noble Grade Limited from September 2001 to January 2004. Mr. Au received his secondary school education in Hong Kong until April 1981. As at 31 December 2015, Mr. Au held approximately 4.47% interest in the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Ting Kon (黃定幹), aged 45, is an independent non-executive Director. He joined the Group on 24 December 2012 when he was appointed as an independent non-executive Director. He holds a bachelor's degree in commerce from University of Windsor, Canada. He is a Certified Public Accountant (Practising) of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. He is currently a partner of Chan Wong & Company C.P.A.

Ms. Pang Yuen Shan, Christina (彭婉珊), aged 43, is an independent non-executive Director. She joined the Group on 24 December 2012 when she was appointed as an independent non-executive Director. She obtained a Bachelor of Laws with Honours (LLB) from City University of Hong Kong in 1995, a Master of Laws in International & Commercial Law (LLM) from University of Sheffield, UK in 1997 and a Postgraduate Certificate in Laws (PCLL) from City University of Hong Kong in 1997 and is a member of The Law Society of Hong Kong. Ms. Pang has been a practising solicitor in Hong Kong since 1999 and had continued to practice in a Hong Kong law firm until May 2000. Ms. Pang is currently the associate solicitor of Messrs. Tso Au Yim & Yeung, a law firm in Hong Kong. Ms. Pang was an independent non-executive director of Talent Property Group Limited (stock code: 00760) from January 2012 to December 2015. She was newly appointed as an independent non-executive director of Clear Lift Holdings Limited (stock code: 01341) in December 2015.

董事及高級管理層簡歷

DIRECTORS AND SENIOR MANAGEMENT PROFILE

張灼祥先生，68歲，為獨立非執行董事。彼於二零一二年十二月二十四日加入本集團，並獲委任為獨立非執行董事。張先生於一九七零年十一月取得香港大學文學士學位，後於一九七六年十二月取得香港中文大學的教育文憑，並於一九八一年六月取得哈佛大學的教育碩士學位。張先生自一九八九年一月至二零零零年八月出任賽馬會體藝中學校長，並曾於二零零零年九月至二零一二年八月出任拔萃男書院校長。彼現時為星島日報、頭條日報、經濟日報及南華早報的自由撰稿人。

陳振彬博士，58歲，為獨立非執行董事。彼於二零一二年十二月二十四日加入本集團，並獲委任為獨立非執行董事。陳博士自二零一零年九月及二零零四年六月起分別出任榮豐聯合控股有限公司(股份代號：3683)及李寧有限公司(股份代號：2331)的獨立非執行董事。陳博士於成衣業累積逾30年經驗，現時為寶的集團有限公司主席。此外，陳博士自二零零四年一月起出任觀塘區議會主席及自二零一二年十二月起出任扶貧委員會關愛基金專責小組副主席。陳博士於二零零二年獲委任為太平紳士，並於二零零四年獲香港政府頒授銅紫荊星章，於二零零九年獲頒銀紫荊星章，後於二零一四年再獲頒金紫荊星章。於二零一三年十二月，陳博士獲香港公開大學頒授榮譽工商管理博士。

Mr. Chang Cheuk Cheung, Terence (張灼祥), aged 68, is an independent non-executive Director. He joined the Group on 24 December 2012 when he was appointed as an independent non-executive Director. Mr. Chang obtained a bachelor's degree in arts from the University of Hong Kong in November 1970, a diploma in education from the Chinese University of Hong Kong in December 1976 and a master's degree in education from Harvard University in June 1981. Mr. Chang was the principal of Jockey Club Ti-I College from January 1989 to August 2000. He was the headmaster of Diocesan Boys' School from September 2000 to August 2012. He is at present a freelance writer for SingTao Newspaper, Headline Daily, Economic Journal and South China Morning Post.

Dr. Chan Chung Bun, Bunny (陳振彬), aged 58, is an independent non-executive Director. He joined the Group on 24 December 2012 when he was appointed as an independent non-executive Director. Dr. Chan has been serving as an independent non-executive director of Great Harvest Maeta Group Holdings Limited (stock code: 3683) and Li Ning Company Limited (stock code: 2331) since September 2010 and June 2004, respectively. Dr. Chan has over 30 years of experience in the garment industry and is currently the chairman of Prospectful Holdings Limited. Besides, Dr. Chan has been the chairman of Kwun Tong District Council since January 2004 and the vice-chairman of the Community Care Fund Task Force of the Commission of Poverty since December 2012. Dr. Chan was appointed Justice of the Peace in 2002 and awarded the Bronze Bauhinia Star medal in 2004, Silver Bauhinia Star medal in 2009 and Gold Bauhinia Star medal in 2014 by the Government of Hong Kong. Dr. Chan was conferred Doctor of Business Administration, honoris causa by the Open University of Hong Kong in December 2013.

董事及高級管理層簡歷

DIRECTORS AND SENIOR MANAGEMENT PROFILE

高級管理層

張又文女士，50歲，為本公司間接全資附屬公司駿達製衣市場推廣總監，於二零零六年三月加入本集團，主要負責市場及業務發展、行政管理以及企業形象及策劃。張女士於製衣業累積約19年經驗。於加入本集團前，張女士曾於一九八八年九月至一九九七年九月任職於佐丹奴台灣分支香港商捷時海外貿易有限公司台灣分公司。彼曾於二零零一年二月至二零零五年七月出任匯登企業有限公司副總經理。張女士於一九八八年六月畢業於中國科技大學，持有建築工程系學士學位。彼亦於二零零七年六月取得國立臺灣科技大學管理學商碩士學位。於過去三年，彼並無在任何公眾上市公司擔任任何董事職務。於二零一五年十二月三十一日，張女士持有本公司約1.56%權益。

公司秘書

張啟堯先生，35歲，為本公司的公司秘書兼財務總監，負責本集團的會計事務規劃及管理、財務相關事務及企業報告事宜。張先生於二零一四年四月加入本集團出任財務總監。於加入本集團前，張先生曾任一家國際核數公司之高級經理。張先生於二零零二年九月加入該國際核數公司出任會計人員，並分別於二零零五年十月、二零零七年十月及二零一一年十月獲擢升為高級會計師、經理及高級經理。張先生於二零零二年六月在香港理工大學取得會計學學士學位，為香港會計師公會會員。

SENIOR MANAGEMENT

Ms. Chang Yiu Wen (張又文), aged 50, is a marketing director of Jointex Garment, an indirectly wholly-owned subsidiary of the Company, and joined the Group in March 2006. She is primarily responsible for the market and business development, administrative management and corporate image and planning. Ms. Chang has accumulated approximately 19 years of experience in the garment industry. Prior to joining the Group, Ms. Chang worked in 香港商捷時海外貿易有限公司台灣分公司 (Hong Kong Shang Jie Shi Foreign Trade Company Limited Taiwan Branch), the Taiwan Branch of Giordano, from September 1988 to September 1997. She worked as a vice general manager in 匯登企業有限公司 (Huideng Corporation Company Limited) from February 2001 to July 2005. Ms. Chang graduated with a bachelor's degree in building engineering from 中國科技大學 (China University of Technology) in June 1988. She also obtained an executive master's degree in management from 國立臺灣科技大學 (National Taiwan University of Science and Technology) in June 2007. In the last three years, she did not hold any directorship in any publicly listed company. As at 31 December 2015, Ms. Chang held approximately 1.56% interest in the Company.

COMPANY SECRETARY

Mr. Cheung Kai Yiu (張啟堯), aged 35, the company secretary and the chief financial officer of the Company, is in charge of planning and management of accounting, finance related matters and corporate reporting of the Group. Mr. Cheung joined the Group in April 2014 as chief financial officer. Prior to joining the Group, Mr. Cheung was a senior manager of an international audit firm where he joined as a staff accountant in September 2002 and was promoted as senior accountant, manager and senior manager in October 2005, October 2007 and October 2011, respectively. Mr. Cheung obtained a bachelor's degree in accountancy from the Hong Kong Polytechnic University in June 2002. Mr. Cheung is a member of the Hong Kong Institute of Certified Public Accountants.

企業管治常規

配合及遵循企業管治原則及常規之公認標準一向為本公司最高原則之一。董事會認為良好企業管治是帶領本公司邁向成功及平衡股東、客戶與僱員之間利益的其中一大關鍵，董事會致力持續提升該等原則及常規之效率及效益。

於二零一五年度，本公司一直遵守聯交所證券上市規則（「上市規則」）附錄 14 所載企業管治守則之守則條文（「守則條文」），惟下文所述偏離情況除外：

守則條文 A.2.1 訂明主席與行政總裁的角色應予區分，不應由一人同時兼任。本公司的主席與行政總裁角色並無區分，並由黃志深先生同時兼任。由於董事定期會面以考慮影響本公司業務的重大事宜，故董事認為，此架構不會損害董事與本公司管理層之間權責平衡，並相信此架構有助本公司迅速及有效地作出及執行決策。本公司深明遵守守則條文 A.2.1 的重要性，並將繼續考慮委任獨立行政總裁的可行性。

董事進行證券交易之行為守則

本公司已採納上市規則附錄 10 所載上市發行人董事進行證券交易的標準守則（「標準守則」），作為其證券交易之行為守則。經本公司作出具體查詢後，全體董事均已確認，彼等於二零一五年一月一日起至舉行董事會會議以批准二零一五年度全年業績公布當日止期間一直遵守標準守則規定之交易準則。

CORPORATE GOVERNANCE PRACTICES

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

During the year 2015, the Company had complied with the code provisions (“Code Provisions”) set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), except for the following deviation:

Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The roles of the chairman and the chief executive officer of the Company are not separate and both are performed by Mr. Huang Chih Shen. Since the Directors meet regularly to consider major matters affecting the operations of the Company, the Directors consider that this structure will not impair the balance of power and authority between the Directors and the management of the Company and believe that this structure will enable the Company to make and implement decisions promptly and efficiently. The Company understands the importance to comply with the Code Provision A.2.1 and will continue to consider the feasibility of appointing a separate chief executive officer.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”) as set out in Appendix 10 to the Listing Rules as its own code of conduct for securities transactions. All Directors confirmed that, after specific enquiries were made by the Company, they have complied with the required standard of dealings as set out in the Model Code throughout the period from 1 January 2015 to the date of the Board meeting approving the annual results announcement for the year 2015.

董事會

成員

董事會目前由八名董事組成，其中四名為執行董事，餘下四名為獨立非執行董事。董事會成員及各董事之履歷詳情載於第20至25頁「董事及高級管理層簡歷」一節。

於二零一五年，董事會成員並無變動。

董事會會議

董事會討論本公司整體策略以及其經營及財務表現，並於有需要時舉行其他董事會會議。該等董事會會議須得到大部分董事親身或透過其他電子通訊方式積極參與。下表列載董事會全體成員出席於二零一五年所舉行會議的出席記錄：

THE BOARD OF DIRECTORS

Composition

The Board currently comprises eight Directors, of which four are executive Directors, and four are independent non-executive Directors. The composition of the Board and the biographical details of each Director are set out in the section headed "Directors and Senior Management Profile" on pages 20 to 25.

During the year 2015, there was no change in the composition of the Board.

BOARD MEETINGS

The Board discusses the overall strategy as well as the operational and financial performance of the Company. Other Board meetings will be held when necessary. Such Board meetings involve the active participation, either in person or through other electronic means of communication, of a majority of Directors. The table below sets out the attendance of all members of the Board at the meetings held during the year 2015:

		董事出席率 Directors' Attendance 董事會會議 Board Meeting
執行董事：	Executive Directors:	
黃志深先生 (主席兼行政總裁)	Mr. Huang Chih Shen (Chairman and Chief Executive Officer)	5/5
陳洪光先生	Mr. Chan Hung Kwong, Patrick	4/5
鄧惠珊女士	Ms. Tang Wai Shan	5/5
區維勝先生	Mr. Au Wai Shing	4/5
獨立非執行董事：	Independent Non-executive Directors:	
黃定幹先生	Mr. Wong Ting Kon	3/5
彭婉珊女士	Ms. Pang Yuen Shan, Christina	3/5
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	4/5
陳振彬博士	Dr. Chan Chung Bun, Bunny	4/5

四名獨立非執行董事佔董事會成員人數一半，而黃定幹先生具有上市規則第3.10(2)條規定的適當專業資格。

There are four independent non-executive Directors who represent one half of the Board, and Mr. Wong Ting Kon has appropriate professional qualifications as required by the Rule 3.10(2) of the Listing Rules.

全體董事於董事會常規會議及其他會議前獲發適當通知。議程及其他相關資料將於相關董事會會議舉行前向董事發出，並徵詢全體董事以於董事會會議議程列入其他事項。

Appropriate notices are given to all Directors in advance for attending regular and other Board meetings. Meeting agendas and other relevant information are provided to the Directors in advance of Board meetings. All Directors are consulted to include additional matters in the agenda for Board meetings.

企業管治報告

CORPORATE GOVERNANCE REPORT

全體董事均可取得公司秘書之意見及服務，以確保董事會程序以及所有適用規則及規例獲得遵守。

會議記錄之草擬文本及最終版本均送交全體董事以供彼等提供意見及加以記錄。董事會會議記錄由公司秘書保存，任何董事可於任何合理時間事先發出合理通知要求查閱有關會議記錄。

股東大會

所有董事均有出席於二零一五年五月十八日舉行的本公司股東週年大會。

董事會及管理層之職責

董事會主要負責監察及管理本公司事務，包括採納長遠策略以及委任與監督高級管理層，以確保本集團按照本身宗旨經營業務。董事會亦負責釐定本公司之企業管治政策，包括(i)制訂及審閱本公司之企業管治政策及常規；(ii)審閱及監察董事及高級管理層之培訓及持續專業發展情況；(iii)審閱及監察適用於僱員及董事之行為守則及合規指引(如有)；及(iv)審閱本公司於企業管治報告內披露之資料。

儘管引領及監督本公司履行職責之責任由董事會全權承擔，若干責任已轉授多個董事會委員會。該等委員會乃由董事會設立以處理本公司各方面之事務。除非經董事會批准之各自書面職權範圍另有訂明，只要並無與組織章程細則所載條文有所抵觸，該等董事會委員會乃受本公司之組織章程細則以及董事會之政策及常規規管。提名委員會、薪酬委員會、審核委員會及衝突處理委員會之新成員架構將容許獨立非執行董事有效地投放時間履行各董事會委員會所規定職務。

Directors have access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations, are followed.

Both draft and final versions of the minutes are sent to all Directors for their comment and records. Minutes of Board meetings are kept by the company secretary and such minutes are open for inspection at any reasonable time on reasonable prior notice by any Director.

GENERAL MEETINGS

All Directors attended the annual general meeting of the Company on 18 May 2015.

RESPONSIBILITIES OF THE BOARD AND MANAGEMENT

The Board is primarily responsible for overseeing and managing the Company's affairs, including the responsibilities for the adoption of long-term strategies and appointing and supervising senior management to ensure that the operation of the Group is conducted in accordance with the objective of the Group. The Board is also responsible for determining the Company's corporate governance policies which include: (i) development and review of the Company's policies and practices on corporate governance; (ii) review and monitoring of the training and continuous professional development of Directors and senior management; (iii) review and monitoring of the code of conduct and compliance manual (if any) applicable to employees and Directors; and (iv) review of the Company's disclosure in the Corporate Governance Report.

While at all times the Board retains full responsibility for guiding and monitoring the Company in discharging its duties, certain responsibilities are delegated to various Board committees which have been established by the Board to deal with different aspects of the Company's affairs. Unless otherwise specified in their respective written terms of reference as approved by the Board, these Board committees are governed by the Company's articles of association as well as the Board's policies and practices (in so far as the same are not in conflict with the provisions contained in the articles of association). With the new composition of members of the nomination committee, remuneration committee, audit committee and conflicts committee, the independent non-executive Directors will be able to effectively devote their time to perform the duties required by the respective Board committees.

企業管治報告

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董事會亦已向執行董事領導下之本公司管理層轉授施行其策略及日常營運之責任。本公司已就須交由董事會決策之事宜訂立清晰指引，其中包括與資本、融資及財務報告、內部監控、股東溝通、董事會成員、轉授權力及企業管治有關之事宜。

董事會知悉其須負責編製真實而公平地反映本集團事務狀況之財務報表。載於第56至128頁之財務報表乃按財務報表附註2.1所載基準編製。本集團之財務業績根據法定及／或監管規定適時公布。本公司外聘核數師就本公司財務報表發出之申報責任聲明，載於第54至55頁之獨立核數師報告。

於二零一五年本公司一直遵守上市規則第3.10(1)、(2)及3.10A條之規定。除上文「董事及高級管理層簡歷」一節披露者外，各董事會成員之間並無財政、業務、家族或其他重要關係。

獨立身分確認

各獨立非執行董事已根據上市規則第3.13條作出年度獨立身分確認。本公司認為，按照上市規則第3.13條所載指引，全體獨立非執行董事均為獨立人士。

持續專業發展

各新委任董事均已接獲相關指引資料，並參加培訓，內容涵蓋作為董事之職責及責任、適用於董事之相關法例及規例及本集團權益披露責任。如有需要，本公司將為董事安排持續簡報及專業發展。

於二零一五年，董事已出席外部培訓及／或講座，並已閱讀涵蓋本公司業務及表現以及會計事宜等資料。

The Board has also delegated the responsibility of implementing its strategies and the day-to-day operation to the management of the Company under the leadership of the executive Directors. Clear guidance has been made as to the matters that should be reserved to the Board for its decision which include matters on, inter alia, capital, finance and financial reporting, internal controls, communication with shareholders, Board membership, delegation of authority and corporate governance.

The Board acknowledges its responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group. The financial statements set out on pages 56 to 128 were prepared on the basis set out in Note 2.1 to the financial statements. Financial results of the Group are announced in a timely manner in accordance with statutory and/or regulatory requirements. The declaration of reporting responsibility issued by the external auditors of the Company on the Company's financial statements is set out in the Independent Auditors' Report on pages 54 to 55.

Throughout the year 2015, the Company complied with Rules 3.10(1), (2) and 3.10A of the Listing Rules. Except as disclosed in the section "Directors and Senior Management Profile" above, there is no financial, business, family or other material relationship among members of the Board.

CONFIRMATION OF INDEPENDENCE

Each of the independent non-executive Directors has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent in accordance with the guidelines set out in Rule 3.13 of the Listing Rules.

CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director receives relevant guideline materials and attends a training regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors, duty of disclosure of interest of the Group. Continuing briefings and professional development to Directors will be arranged whenever necessary.

During the year 2015, the Directors have attended external training and/or seminars and have read materials covering topics such as business and performance of the Company and accounting issues.

委任、連任及罷免

全體獨立非執行董事已與本公司訂立委任函件，特定任期為三年，可重選連任。

根據本公司之組織章程細則(「組織章程細則」)，於每屆股東週年大會上，三分之一當時在任董事須輪值退任。然而，倘董事人數並非三之倍數，則最接近而不少於三分之一之董事須退任。各年度須退任之董事將為自上次連任或獲委任以來在任時間最長者，惟倘多名董事於同一日就職或連任董事，則以抽籤決定須退任之董事名單(除非彼等之間另有協定)。退任董事合資格於股東週年大會應選連任。獲董事會委任以填補臨時空缺之全體董事，其任期將直至獲委任後首次股東大會為止，屆時須於會上接受重選；而獲董事會就現有董事會新增議席委任之所有董事，其任期則直至下屆股東週年大會為止，屆時將符合資格重選連任。

提名委員會

本公司於二零一二年十二月二十四日成立提名委員會，並根據守則條文A.5.2制訂其書面職權範圍。相關職權範圍可於本公司及聯交所網站閱覽。

提名委員會之主要職責包括定期檢討董事會之架構、人數及組成；物色具備合適資格可擔任董事之人選；評核獨立非執行董事之獨立身分；及就董事委任或再度委任向董事會提出推薦意見。提名委員會由三名獨立非執行董事組成，分別為張灼祥先生(主席)、黃定幹先生及彭婉珊女士。

APPOINTMENT, RE-ELECTION AND REMOVAL

All independent non-executive Directors have entered into letters of appointment with the Company for a specific term of three years, subject to re-election.

In accordance with the articles of association of the Company (the "Article of Association"), at each annual general meeting one third of the Directors for the time being shall retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the retiring Directors. The Directors who shall retire in each year will be those who have been the longest in the office since their last re-election or appointment but as for persons who became or were last re-elected as Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

NOMINATION COMMITTEE

The Company established a nomination committee on 24 December 2012 with written terms of reference in compliance with Code Provisions A.5.2. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the nomination committee are to review the structure, size and composition of the Board on regular basis; to identify individuals suitably qualified to become Board members; to assess the independence of independent non-executive Directors; and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The nomination committee comprises 3 independent non-executive Directors, namely Mr. Chang Cheuk Cheung, Terence (Chairman), Mr. Wong Ting Kon and Ms. Pang Yuen Shan, Christina.

企業管治報告

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於二零一五年，提名委員會曾舉行兩次會議，各委員會成員之出席記錄如下：

During the year 2015, two meetings of the nomination committee were held and the attendance records of individual committee members are as follows:

		出席／舉行 會議次數 Number of Meetings Attended/Held
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	2/2
黃定幹先生	Mr. Wong Ting Kon	2/2
彭婉珊女士	Ms. Pang Yuen Shan, Christina	2/2

本公司已於二零一三年九月採納董事會多元化政策，日後務必挑選最合適的人選擔任董事會成員。於物色合適董事人選時，提名委員會不僅參考候選人之技能、經驗、教育背景、專業知識、個人操守及時間貢獻以進行篩選，其性別、年齡、文化背景及種族亦在考慮之列，同時亦會考慮本公司之需要以及適用於該職位之其他相關法定要求及規例。提名委員會將視乎候選人的實力及對董事會作出的貢獻作出決定。全體候選人必須符合上市規則第3.08及3.09條所載標準。將獲委任為獨立非執行董事之候選人另須符合上市規則第3.13條所載獨立身分規範。合資格候選人其後將向董事會引薦審批。

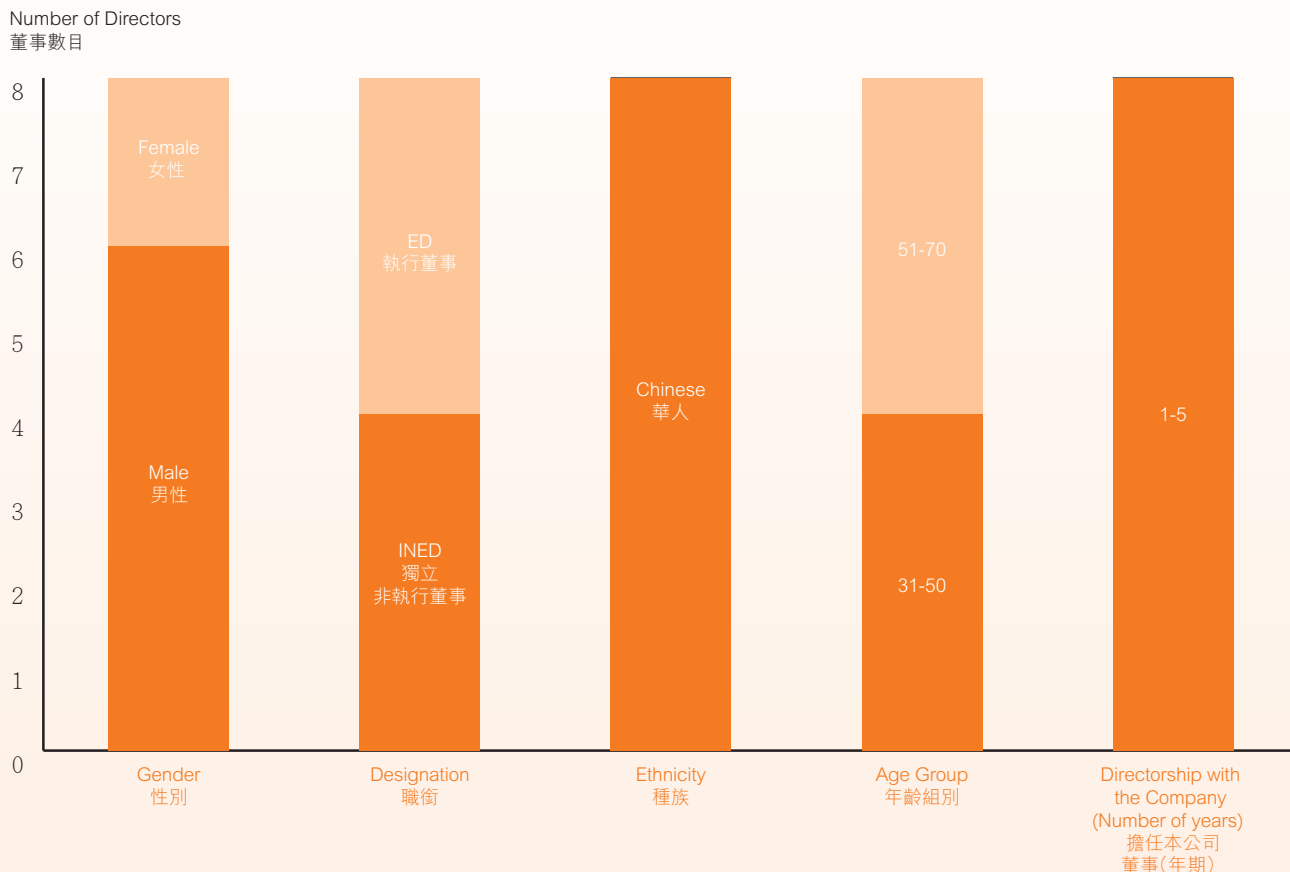
The Company has adopted the board diversity policy in September 2013 and will strive to select the most appropriate candidates as a member of the Board. When identifying suitable candidates for directorship, the nomination committee will carry out the selection process by making reference not only to the skills, experience, education background, professional knowledge, personal integrity and time commitments, but also the gender, age, cultural background and ethnicity of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. The decision will be made in accordance with the strength of and contribution to the Board by the candidate. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

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下表說明董事會有多元化組合：

The following is a chart showing the diversity profile of the Board:



就實施董事會多元化政策目的而言，本公司採納以下可計量目標：

- (1) 至少三分之一董事會成員須為獨立非執行董事；
- (2) 至少一名董事會成員須具備會計或其他專業資格；
- (3) 至少40%之董事會成員須於服裝行業內擁有逾20年經驗及中國相關工作經驗；及
- (4) 至少一名董事會成員須具備物業投資及發展經驗。

For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

- (1) at least one-third of the members of the Board shall be independent non-executive directors;
- (2) at least one of the members of the Board shall have obtained accounting or other professional qualifications;
- (3) at least 40% of the members of the Board shall have more than 20 years of experience in the garment industry and shall have China-related work experience; and
- (4) at least one of the members of the Board shall have property investment and development experience.

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薪酬委員會

本公司於二零一二年十二月二十四日成立薪酬委員會，並根據上市規則第3.25及3.26條制訂其書面職權範圍。薪酬委員會之書面職權範圍乃就符合守則條文B1.2採納。相關職權範圍可於本公司及聯交所網站閱覽。

薪酬委員會之主要職責包括就全體董事及本集團高級管理層之整體薪酬政策及架構向董事會提出推薦意見，並確保概無董事參與釐定本身薪酬。執行董事之酬金乃按該等董事之技能、知識、個人表現及貢獻、職責範圍及問責情況釐定，亦會考慮本公司之表現及現行市況。獨立非執行董事之薪酬政策旨在確保彼等就本公司事務所貢獻努力及時間(包括參與各董事會委員會)獲得充分回報。獨立非執行董事之酬金乃按彼等之技能、經驗、知識、職責及市場趨勢釐定。薪酬委員會由三名獨立非執行董事組成，分別為彭婉珊女士(主席)、黃定幹先生及張灼祥先生。

董事酬金詳情載於財務報表附註32。

於二零一五年，薪酬委員會曾舉行兩次會議，以(其中包括)審閱及批准董事及本公司高級管理層之薪酬方案。各委員會成員之出席記錄如下：

REMUNERATION COMMITTEE

The Company established a remuneration committee on 24 December 2012 with written terms of reference in compliance with Rules 3.25 and 3.26 of the Listing Rules. The written terms of reference of the remuneration committee was adopted in compliance with Code Provisions B1.2. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the remuneration committee are to make recommendation to the Board on the overall remuneration policy and structure relating to all Directors and senior management of the Group and to ensure none of the Directors determine their own remuneration. The emoluments of executive Directors are determined based on the skills, knowledge, individual performance as well as contributions, the scope of responsibility and accountability of such Directors, taking into consideration the Company's performance and prevailing market conditions. The remuneration policy of independent non-executive Directors is to ensure that they are adequately compensated for their efforts and time dedicated to the Company's affairs including their participation in respective Board committees. The emoluments of independent non-executive Directors are determined with reference to their skills, experience, knowledge, duties and market trends. The remuneration committee consists of 3 independent non-executive Directors namely Ms. Pang Yuen Shan, Christina (Chairlady), Mr. Wong Ting Kon and Mr. Chang Cheuk Cheung, Terence.

Details of remuneration of Directors are set out in Note 32 to the Financial Statements.

During the year 2015, two meetings of the remuneration committee were held to, amongst others, review and approve the remuneration packages of the Directors and senior management of the Company. The attendance records of individual committee members are as follows:

		出席／舉行 會議次數 Number of Meetings Attended/Held
彭婉珊女士	Ms. Pang Yuen Shan, Christina	2/2
黃定幹先生	Mr. Wong Ting Kon	2/2
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	2/2

審核委員會

本公司於二零一二年十二月二十四日成立審核委員會，並根據上市規則第3.21及3.22條制訂其書面職權範圍。審核委員會之書面職權範圍乃根據守則條文C3.3至C3.7予以採納。相關職權範圍可於本公司及聯交所網站閱覽。

審核委員會之主要職責為(其中包括)就外聘核數師之委任、續聘及罷免向董事會提供推薦意見，並審閱財務報表以及提供與本公司財務申報及監察風險管理及內部監控程序有關之重大建議。審核委員會由三名獨立非執行董事組成，分別為黃定幹先生(主席)、彭婉珊女士及張灼祥先生。

審核委員會須向董事會匯報，自成立以來已舉行多次常規會議，以審閱本集團之財務申報程序及內部監控，並就此提出推薦意見以作改進。

於二零一五年，審核委員會曾舉行兩次會議，以審閱本集團採納之會計原則及慣例、內部監控及其他財務申報事宜，並就此與本公司管理層及外聘核數師討論。各委員會成員之出席記錄如下：

AUDIT COMMITTEE

The Company established an audit committee on 24 December 2012 with written terms of reference in compliance with Rule 3.21 and Rule 3.22 of the Listing Rules. The written terms of reference of the audit committee was adopted in compliance with Code Provisions C3.3 to C3.7. Its terms of reference are available on the websites of the Company and the Stock Exchange.

The primary duties of the audit committee, among other things, are to make recommendation to the Board on the appointment, re-appointment and removal of external auditors, review the financial statements and provide material advice in respect of financial reporting and oversees risk management and internal control procedures of the Company. The audit committee consists of 3 independent non-executive Directors, namely Mr. Wong Ting Kon (Chairman), Ms. Pang Yuen Shan, Christina and Mr. Chang Cheuk Cheung, Terence.

The audit committee reports to the Board and has held regular meetings since its establishment to review and make recommendations to improve the Group's financial reporting process and internal controls.

During the year 2015, 2 audit committee meetings were held to review and discuss with the management of the Company and the external auditors the accounting principles and practices adopted by the Group, as well as internal controls and other financial reporting matters. The attendance records of individual committee members are set out below:

		出席／舉行 會議次數 Number of Meetings Attended/Held
黃定幹先生	Mr. Wong Ting Kon	2/2
彭婉珊女士	Ms. Pang Yuen Shan, Christina	2/2
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	2/2

於二零一五年，董事會與審核委員會就挑選、委任、辭任或罷免外聘核數師方面並無不同見解。

During the year 2015, the Board has not taken a different view from the audit committee on the selection, appointment, resignation or dismissal of external auditors.

企業管治報告

CORPORATE GOVERNANCE REPORT

衝突處理委員會

本公司於二零一二年十二月二十四日成立衝突處理委員會。衝突處理委員會之主要職責為監察及識別本公司控股股東之間實際或潛在利益衝突事宜，並確保牽涉其中之控股股東將採取適當預防措施，放棄就相關事宜作出決策。衝突處理委員會由四名獨立非執行董事及一名獨立外聘專家葉蔭權先生組成。

於二零一五年，衝突處理委員會曾舉行兩次會議，以(其中包括)審閱控股股東於二零一二年十二月二十四日訂立之不競爭承諾契據，確保控股股東持續遵守有關承諾。各委員會成員之出席記錄如下：

CONFLICTS COMMITTEE

The Company established a conflicts committee on 24 December 2012. The primary duties of the conflicts committee are to monitor and identify actual or potential issues of conflict of interests among the Company's Controlling Shareholders, and to ensure that the Controlling Shareholders involving such conflicting interests would take appropriate precautions and abstain from making decisions in connection with such issues. The conflicts committee consists of four independent non-executive Directors and one independent external expert, Mr. Yip Yam Kuen.

During the year 2015, two meetings of the conflicts committee were held to, amongst others, review the deed of non-competition undertakings in respect of the Controlling Shareholders entered into on 24 December 2012 to ensure ongoing compliance with the same by the Controlling Shareholders. The attendance records of individual committee members are as follows:

		出席／舉行 會議次數 Number of Meetings Attended/Held
陳振彬博士	Dr. Chan Chung Bun, Bunny	2/2
黃定幹先生	Mr. Wong Ting Kon	2/2
彭婉珊女士	Ms. Pang Yuen Shan, Christina	2/2
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	2/2
葉蔭權先生	Mr. Yip Yam Kuen	2/2

核數師酬金

於二零一五年，截至二零一五年十二月三十一日止年度就羅兵咸永道會計師事務所所提供審核服務支付之費用如下：

AUDITOR'S REMUNERATION

During the year 2015, the fees in respect of audit services provided by PricewaterhouseCoopers for the year ended 31 December 2015 are set out as follows:

		已付／ 應付費用 Fee paid/ payable (千港元) (HK\$'000)
審核服務	Audit services	1,350
		1,350

公司秘書

公司秘書張啟堯先生主要負責本集團之公司秘書工作。張啟堯先生亦為本公司之財務總監。本公司確認，張啟堯先生於二零一五年度參與不少於15小時之相關專業培訓。

內部監控

董事會負責維持健全有效之內部監控制度，以保障本公司股東利益及資產不會於未經授權情況下遭運用或處置、確保保存適當賬冊及記錄以提供可靠財務資料，以及確保符合相關規則及規例。

截至二零一五年十二月三十一日止年度，由董事會委派之審核委員會已透過內部監控顧問檢討及評估管理層所執行之本集團內部監控制度之成效，當中涵蓋所有重大監控，包括本公司及其附屬公司之財務、經營及合規情況監控以及風險管理功能。審核委員會認為本集團之內部監控制度屬充足有效。

股東權利

本公司股東召開本公司股東特別大會（「股東特別大會」）之程序，按組織章程細則編製如下：

- (1) 兩名或多名股東如於遞交要求當日持有附帶權利在本公司股東大會表決之本公司繳入股本不少於十分一，即有權發出書面通知要求本公司董事召開股東特別大會以處理該要求中提述之任何事項。
- (2) 該等要求須以書面形式送交董事會或本公司之公司秘書，聯絡方式如下：

本公司之香港主要辦事處

地址：香港九龍新蒲崗五芳街27-29號
永濟工業大廈13樓B室

電郵：info@speedy-global.com

COMPANY SECRETARY

Mr. Cheung Kai Yiu, being our company secretary, is primarily responsible for the company secretarial work of our Group. Mr. Cheung Kai Yiu is also our company's chief financial officer. The Company confirms that Mr. Cheung Kai Yiu has for the year of 2015 attended no less than 15 hours of relevant professional training.

INTERNAL CONTROLS

The Board is responsible for maintaining a sound and effective internal control system in order to safeguard the interests of the shareholders and the assets of the Company against unauthorised use or disposition, ensuring maintenance of proper books and records for the provision of reliable financial information, and ensuring compliance with the relevant rules and regulations.

The Audit Committee, which was delegated by the Board, has reviewed and evaluated, via the internal control consultant, the effectiveness of the Group's internal control system put in place by management covering all material controls, including financial, operational and compliance controls as well as risk management functions of the Company and its subsidiaries for the year ended 31 December 2015. The Audit Committee considered that the internal control system of the Group was effective and adequate.

SHAREHOLDERS' RIGHTS

The following procedures for shareholders of the Company to convene an extraordinary general meeting ("EGM") of the Company are prepared in accordance with the Articles of Association as follows:

- (1) Two or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, shall have the right, by written notice, to require an EGM to be called by the Directors of the Company for the transaction of any business specified in such requisition.
- (2) Such requisition shall be made in writing to the Board or the company secretary of the Company at the following:

Principal office of the Company in Hong Kong

Address: Flat B, 13/F, Wing Chai Industrial Building,

27-29 Ng Fong Street, San Po Kong, Kowloon, Hong Kong

Email: info@speedy-global.com

企業管治報告

CORPORATE GOVERNANCE REPORT

(3) 倘於遞交要求後21天內，董事會仍未正式落實將於往後21天內召開有關會議，則要求者或彼等當中佔全體表決權超過一半的任何人士本身可盡可能按與董事會召開會議的相同方式召開會議，本公司須向彼等償付因董事會未能召開會議而產生之一切合理開支。

股東可向本公司查詢有關董事會之事宜，聯絡方式如下：

地址：香港九龍新蒲崗五芳街27-29號
永濟工業大廈13樓B室
電郵：info@speedy-global.com
電話：(852) 3583 1111
傳真：(852) 3583 1118

如欲於本公司股東大會提呈議案，股東須將其建議書（「議案」）連同詳細聯絡資料，送呈本公司之香港主要營業地點。

有關要求須經由本公司之香港股份過戶登記分處核實，待確認有關要求屬適當及符合程序後，即要求董事會將議案納入股東大會議程內。

供全體股東考慮相關股東向股東大會所提呈議案之通知期，視乎議案性質而定，詳情如下：

- (1) 須以本公司普通決議案形式批准之議案，最少給予14天書面通知期。
- (2) 須於本公司股東特別大會以本公司特別決議案或於本公司股東週年大會以本公司普通決議案形式批准之議案，最少給予21天書面通知期。

(3) If within 21 days of such deposit, the Board does not proceed duly to convene the meeting to be held within a further 21 days, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them may do so in the same manner, as nearly as possible, as that in which meetings may be convened by the Board, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

For matters in relation to the Board, the shareholders can contact the Company at the following:

Address: Flat B, 13/F, Wing Chai Industrial Building,
27-29 Ng Fong Street, San Po Kong, Kowloon, Hong Kong
Email: info@speedy-global.com
Tel: (852) 3583 1111
Fax: (852) 3583 1118

To put forward proposals at a general meeting of the Company, a shareholder should lodge a written notice of his or her proposal ("Proposal") with his or her detailed contact information at the Company's principal place of business in Hong Kong.

The request will be verified with the Company's branch share registrars in Hong Kong and upon their confirmation that the request is proper and in order, the Board will be asked to include the Proposal in the agenda for the general meeting.

The notice period to be given to all the shareholders for consideration of the Proposal raised by the shareholder concerned at the general meeting varies according to the nature of the Proposal as follows:

- (1) At least 14 days' notice in writing if the Proposal requires approval by way of ordinary resolution of the Company.
- (2) At least 21 days' notice in writing if the Proposal requires approval by way of a special resolution of the Company in an EGM of the Company or an ordinary resolution of the Company in an annual general meeting of the Company.

投資者關係及溝通

董事會深明與全體股東維持良好溝通之重要性。本公司相信維持高透明度乃增進投資者關係之關鍵。本公司貫徹公開及適時向其股東及公眾投資者披露公司資訊之政策。

本公司透過年報及公開公布等公司刊物，向其股東提供有關業務發展及財務資料之最新資訊。本公司於截至二零一五年十二月三十一日止年度所進行活動之詳細資料已載入本報告。除舉行股東週年大會為董事會提供與其股東直接溝通之寶貴平台外，本公司亦設有網站 (www.speedy-global.com) 作為與公眾及其股東溝通之另一渠道。公眾可透過本公司網站瀏覽所有公司通訊及本公司最新狀況。

於二零一五年，本公司之組織章程文件並無重大變動。

香港，二零一六年三月二十一日

INVESTOR RELATIONS AND COMMUNICATION

The Board recognises the importance of good communications with all shareholders. The Company believes that maintaining a high level of transparency is a key to enhance investor relations. The Company is committed to a policy of open and timely disclosure of corporate information to its shareholders and public investors.

The Company updates its shareholders on its latest business developments and financial performance through its corporate publications including annual reports and public announcements. Extensive information about the Company's activities for the year ended 31 December 2015 has been provided in this report. While the AGM provides a valuable forum that facilitates direct communications between the Board and its shareholders, the Company also maintains its website www.speedy-global.com to provide an alternative communication channel for the public and its shareholders. All corporate communication and Company's latest updates are available on the Company's website for public's information.

During the year 2015, there has been no significant change in the Company's constitutional documents.

Hong Kong, 21 March 2016

董事會報告

REPORT OF THE DIRECTORS

董事欣然提呈年報連同本集團截至二零一五年十二月三十一日止年度的經審核綜合財務報表（「財務報表」）。

主要業務及業務回顧

本公司的主要業務為投資控股，而本公司主要附屬公司的主要業務載於財務報表附註1。

按照香港公司條例附表5要求所作出有關本集團主要業務之進一步討論及分析（包括本集團所面對的主要風險及不明朗因素之說明及本集團業務的未來發展）可參閱載於本年報第11至19頁的管理層討論及分析。該討論為本董事會報告之一部分。

環境政策及履行

本集團不斷更新適用的相關環境法律及法規規定以確保合規。本集團致力透過節約用電以及鼓勵回收辦公室用品及其他物料，減低對環境之影響。我們亦要求製造商及承建商在嚴格遵守相關環境法規及規則的情況下營運。

遵守法律及法規

本集團不斷更新於多個國家及地區（尤其是香港及中國）適用的相關法律及法規以確保合規。本集團絕大部分資產位於香港及中國，而本集團收益亦主要來自於香港及中國的營運。本集團於二零一三年一月十五日在聯交所上市。於回顧年度，本集團在所有重大方面均已遵守於香港及中國適用的相關法律及法規。

主要關係

(i) 僱員

本集團提供具競爭力的薪酬方案以吸引、留聘及激勵員工。自創立業務以來，主要人員一直為管理團隊之一部分。於回顧年度，本集團認為與僱員關係良好，且離職率可以接受。

The Directors have pleasure in presenting the annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2015 (the "Financial Statements").

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding and those of the principal subsidiaries of the Company are set out in Note 1 to the Financial Statements.

Further discussion and analysis of the Group's principal activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group's business, can be found in the Management Discussion and Analysis set out on pages 11 to 19 of this annual report. This discussion forms part of this director's report.

Environmental Policies and Performance

The Group continues to update the requirements of the relevant environmental laws and regulations applicable to it to ensure compliance. The Group strive to minimise environmental impact by saving electricity and encouraging recycle of office supplies and other materials. We also require the manufacturers and the constructor to operate in strict compliance with the relevant environmental regulations and rules.

Compliance with Laws and Regulations

The Group continues to update the requirement of the relevant laws and regulations in various countries and regions, particularly in the Hong Kong and the PRC, applicable to it to ensure compliance. Substantially majority of the Group's assets are located and the Group's revenue is mainly derived from operations in both the Hong Kong and PRC. The Group was listed on the Stock Exchange on 15 January 2013. During the year under review, the Group complied with the relevant laws and regulations in Hong Kong and the PRC in all material respects.

Key Relationships

(i) Employees

The Group offers competitive remuneration packages to attract, retain and motivate employees. Key personnel have been part of the management team since the inception of business. During the year under review, the Group considered the relationship with employees was well and the turnover rate is acceptable.

(ii) 供應商

本集團與若干賣方已建立長期穩固關係，並盡力確保其遵守本公司對質素及道德的承諾。本集團審慎挑選供應商及承建商，並要求彼等符合若干評估標準，包括經驗、財務實力、聲譽、生產高質素產品的能力及質量控制成效。

(iii) 客戶

本集團致力為客戶提供範圍廣泛，可觸發靈感而且物有所值的高質素產品。我們與客戶亦會保持聯繫，以滿足彼等所需。我們透過不同渠道如電話、電郵及營銷材料與彼等持續溝通。

(ii) Suppliers

The Group have developed long-standing relationships with a number of our vendors and take great care to ensure they share our commitment to quality and ethics. The Group select the manufacturers and the constructor carefully and require them to satisfy certain assessment criteria including experience, financial strength, reputation, ability to produce high-quality products and quality control effectiveness.

(iii) Customers

The Group are committed to offer a broad and diverse range of inspiring, value-for money, good-quality fashion to our customers. We also stay connected with our customers in order to meet their need. We have ongoing communications with them through various channels like telephone, email and marketing materials.

業績及分派

本集團截至二零一五年十二月三十一日止年度的業績和本集團於二零一五年十二月三十一日的財務狀況，載於第56至128頁的財務報表。

董事會建議向於二零一六年五月三十一日名列股東名冊的股東派付本年度的末期股息每股普通股0.0123港元。

五年財務概要

本集團於過去五個財政年度的業績以及資產及負債概要載於本年報第10頁。此概要並不構成財務報表其中部分。

股本

本公司於本年度的股本變動詳情載於財務報表附註14。

可供分派儲備

截至二零一五年十二月三十一日，本公司有109,847,000港元(二零一四年十二月三十一日：112,124,000港元)的股份溢價、其他儲備及保留盈利可供分派予股東，惟須遵守組織章程細則的條件。

慈善捐贈

年內，本集團作出慈善捐贈合共216,000港元。

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2015 and the Group's financial position as at 31 December 2015 are set out in the Financial Statements on pages 56 to 128.

The Board recommends the payment of a final dividend of HK\$0.0123 per ordinary share in respect of the year to shareholders on the register of members on 31 May 2016.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Group for the last five financial years is set out on page 10 of this annual report. This summary does not form part of the Financial Statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in Note 14 to the Financial Statements.

DISTRIBUTABLE RESERVES

As at 31 December 2015, the Company had share premium, other reserves and retained profits in the amount of HK\$109,847,000 (31 December 2014: HK\$112,124,000) which is available for distribution to the shareholders subject to conditions of the Articles of Association.

CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contribution totalling HK\$216,000.

主要客戶及供應商

對本集團最大及五大客戶的銷售分別佔二零一五年收益總額約66.4%及96.1%。對包括原材料供應商和第三方製造商的本集團五大供應商的採購佔本年度採購總額少於30%。

就董事所深知，概無董事、彼等之聯繫人士或擁有本公司已發行股本超過5%的任何股東，於截至二零一五年十二月三十一日止年度本集團任何五大客戶或供應商中擁有任何實際權益。

附屬公司

本公司主要附屬公司的詳情載於財務報表附註27。

董事及董事服務合約

於本年度及截至本報告日期在任的本公司董事如下：

執行董事

黃志深先生(主席兼行政總裁)
陳洪光先生
鄧惠珊女士
區維勝先生

獨立非執行董事

黃定幹先生
彭婉珊女士
張灼祥先生
陳振彬博士

各執行董事已與本公司訂立初步年期為自上市日期起計三年的服務合約，並將繼續生效，直至任何一方向另一方發出不少於三個月的書面通知予以終止。

各獨立非執行董事已與本公司訂立自二零一六年一月十五日起為期三年的委聘書，並須於股東週年大會上輪值退任及重選連任，直至任何一方向另一方發出不少於三個月的書面通知予以終止。

概無董事受不可由本公司或其任何附屬公司於一年內無償終止(法定賠償除外)的服務合約約束。

MAJOR CUSTOMERS AND SUPPLIERS

Sales to the Group's largest and five largest customers accounted for approximately 66.4% and 96.1% of the total revenue for the year 2015. Purchases from the Group's five largest suppliers, which comprise raw material suppliers and third-party manufacturers, accounted for less than 30% of the total purchases for the year.

To the best knowledge of the Directors, neither the Directors, their associates, nor any shareholders who owned more than 5% of the Company's issued share capital, had any beneficial interest in any of the Group's five largest customers or suppliers during the year ended 31 December 2015.

SUBSIDIARIES

Details of the principal subsidiaries of the Company are set out in Note 27 to the Financial Statements.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The Directors of the Company who hold office during the year and up to the date of this report are:

Executive Directors

Mr. Huang Chih Shen (*Chairman and Chief Executive Officer*)
Mr. Chan Hung Kwong, Patrick
Ms. Tang Wai Shan
Mr. Au Wai Shing

Independent Non-executive Directors

Mr. Wong Ting Kon
Ms. Pang Yuen Shan, Christina
Mr. Cheung Cheuk Cheung, Terence
Dr. Chan Chung Bun, Bunny

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years from the Listing Date and shall continue thereafter until terminated by, not less than three months' notice in writing served by either party on the other.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years from 15 January 2016, subject to retirement by rotation and re-election at annual general meeting and until terminated by not less than three months' notice in writing served by either party on the other.

No Director is bound by any service contract which is not determinable by the Company or any of its subsidiaries within 1 year without payment of compensation, other than statutory compensation.

董事會報告

REPORT OF THE DIRECTORS

本公司已獲各獨立非執行董事根據上市規則第3.13條作出年度獨立確認，而彼等均被視為獨立人士。

根據本公司的組織章程細則，黃志深先生、陳洪光先生及陳振彬博士須於應屆股東週年大會輪值退任，而彼等均合資格並願意重選連任。

董事彌償保證及獲准許彌償條文

根據組織章程細則，本公司各董事或其他高級職員有權就其作為本公司董事或其他高級職員於獲判勝訴或無罪的民事或刑事訴訟中作出辯護而蒙受或產生的所有損失或責任，從本公司資產中獲得彌償。

於年內，本公司已為本公司董事及高級職員安排適當的董事及高級職員責任保險。按公司條例(香港法例第622章)第470條的規定，有關董事利益的獲准許彌償條文於董事所編製的董事會報告根據公司條例(香港法例第622章)第391(1)(a)條獲通過時生效。

董事的交易、安排或合約權益

除上文披露者外，於本年度末或年內任何時間，本公司或其控股公司或其任何附屬公司並無訂立本公司董事或本公司董事的關連實體於其中擁有重大權益的重要交易、安排或合約。

董事及高級管理層簡歷

董事及本集團高級管理層簡歷於本年報第20至25頁「董事及高級管理層簡歷」一節披露。

The Company has received annual confirmation on independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and all of them are considered to be independent.

In accordance with the Company's Articles of Association, Mr. Huang Chih Shen, Mr. Chan Hung Kwong, Patrick and Dr. Chan Chung Bun, Bunny are subject to retirement by rotation at the forthcoming annual general meeting, and being eligible, offer themselves for re-election.

INDEMNITY OF DIRECTORS AND PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Report of the Board of the Directors prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed, there was no transactions, arrangements or contracts of significance to which the Company or its holding company or any of its subsidiaries was a party and in which a Director of the Company nor a connected entity of a Director of the Company had a material interest subsisting at the end of the year or at any time during the year.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of the Directors and senior management of the Group are disclosed in the section headed "Directors and Senior Management Profile" on pages 20 to 25 of this annual report.

董事會報告

REPORT OF THE DIRECTORS

董事及高級管理層薪酬

本集團董事及高級管理層報酬劃分成以下組別：

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments of the Directors and senior management of the Group fell within the following bands:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		人數 Number	人數 Number
報酬組別	Emolument bands		
零至 500,000 港元	Nil–HK\$500,000	5	5
500,001 港元至 1,000,000 港元	HK\$500,001–HK\$1,000,000	–	3
1,000,001 港元至 1,500,000 港元	HK\$1,000,001–HK\$1,500,000	1	–
2,500,001 港元至 3,000,000 港元	HK\$2,500,001–HK\$3,000,000	3	3
4,500,001 港元至 5,000,000 港元	HK\$4,500,001–HK\$5,000,000	1	1

根據上市規則附錄 16 之規定而須予披露的董事酬金及五名最高薪僱員進一步詳情分別載於財務報表附註 32 及 22。

Further particulars regarding Director's remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in Notes 32 and 22 to the Financial Statements, respectively.

控股股東的合約權益

除本年報披露者外，於年結日或年內任何時間，本公司或其控股公司或其任何附屬公司概無訂立任何控股股東或其任何附屬公司於當中擁有重大權益的任何重大合約。

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in this annual report, there was no contract of significance to which the Company or its holding company or any of its subsidiaries was a party and in which any Controlling Shareholder or any of its subsidiaries had a material interest subsisting at the end of the year or at any time during the year.

控股股東的不競爭承諾

本公司於二零一三年一月十五日於聯交所上市，控股股東於二零一二年十二月二十四日簽訂不競爭承諾契據（「不競爭契據」）。控股股東已向本公司確認於年內遵從其向本公司作出的不競爭契據。

NON-COMPETITION UNDERTAKING BY A CONTROLLING SHAREHOLDER

The Company was listed on the Stock Exchange on 15 January 2013 and the deed of non-competition undertakings in respect of the Controlling Shareholders was entered into on 24 December 2012 (the "Deed of Non-Competition"). The Controlling Shareholder has confirmed to the Company of his/its compliance with the Deed of Non-Competition provided to the Company during the year.

本公司衝突處理委員會及獨立非執行董事已審閱有關合規情況，並已得到控股股東的確認，按此確認基準，彼等認為控股股東已遵守不競爭契據，且該等不競爭契據亦已由本公司根據其條款強制執行。

The conflicts committee of the Company and the independent non-executive Directors had reviewed the status of compliance and also the confirmations by the Controlling Shareholder and, on the basis of such confirmations, are of the view that the Controlling Shareholder has complied with the Deed of Non-Competition which has been enforced by the Company in accordance with its terms.

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執行董事的不競爭承諾

各執行董事已就遵守彼等的服務協議規定的不競爭承諾條款作出年度聲明。

獨立非執行董事已審視合規情況，並已得到本公司各執行董事確認，根據有關確認，獨立非執行董事認為本公司的執行董事已遵守彼等服務協議項下的不競爭承諾，且該等不競爭承諾亦已由本公司根據其條款強制執行。

新商機

控股股東未有就不競爭承諾轉介新商機(定義見招股章程「與控股股東的關係 — 新商機」一節)。

關連交易

本集團曾與多名根據上市規則為本公司關連人士的人士訂立多項交易。根據上市規則，該等交易被視為持續關連交易，須遵照上市規則規定或聯交所早前授出的豁免條件於本年報披露。持續關連交易詳情如下：

NON-COMPETITION UNDERTAKING BY EXECUTIVE DIRECTORS

Each of the executive Directors has made an annual declaration in respect of their compliance with the terms of non-competition undertaking as provided in their service agreements.

The independent non-executive Directors had reviewed the status of compliance as well as confirmation by each executive Director of the Company and, on the basis of such confirmation, are of the view that such executive Directors of the Company have complied with the non-competition undertakings under their service agreements and these non-competition undertakings have been enforced by the Company in accordance with its terms.

NEW BUSINESS OPPORTUNITY

There was no New Business Opportunity (as defined in the Prospectus headed "Relationship with Controlling Shareholders — New Business Opportunity") referred by the Controlling Shareholder as provided under the Deed of Non-Competition.

CONNECTED TRANSACTIONS

The Group had entered into a number of transactions with parties which are connected persons of the Company under the Listing Rules. These transactions are considered to be continuing connected transactions under the Listing Rules, which need to be disclosed herein in compliance with the requirements under the Listing Rules or the conditions of waivers previously granted by the Stock Exchange. Details of the continuing connected transactions are as follows:

			二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
		附註 Notes		
應付或已付租金開支：	Rental expenses payable or paid to:			
勝豐國際實業有限公司 (「勝豐國際」) ^a	Shing Fun International Industrial Limited (“Shing Fun International”) ^a	1	792	792
金豐製衣(惠州)有限公司 (「惠州金豐」) ^b	Jinfeng Garment (Huizhou) Company Limited (“Jinfeng Huizhou”) ^b	2	493	505
億城織造製衣(惠州)有限公司 (「惠州億城」) ^c	Yicheng Weaving Garment (Huizhou) Company Limited (“Yicheng Huizhou”) ^c	3	164	167
東莞知榮製衣有限公司 (「東莞知榮」) ^d	Dongguan Zhirong Garment Company Limited (“Dongguan Zhirong”) ^d	4	3,486	3,539
			4,935	5,003

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- a. 勝豐國際由柏威集團實益擁有 100% 權益，柏威集團由黃志深先生擁有 50% 權益。
- b. 惠州金豐由金豐控股(香港)有限公司實益擁有 100% 權益，而金豐控股(香港)有限公司則由黃志深先生擁有 50% 權益的柏威集團實益擁有 100% 權益。
- c. 惠州億城由億城控股(香港)有限公司實益擁有 100% 權益，而億城控股(香港)有限公司則由黃志深先生擁有 50% 權益的柏威集團實益擁有 100% 權益。
- d. 東莞如榮由智興製衣有限公司實益擁有 100% 權益，而智興製衣有限公司則由世宏控股有限公司實益擁有 100% 權益。世宏控股有限公司由黃志深先生實益擁有 50% 權益。

附註：

1. 勝豐國際(作為出租人)與本集團附屬公司迅捷環球製衣(作為承租人)訂立日期為二零一四年十二月三十日的經更新租賃協議，據此，勝豐國際同意向迅捷環球製衣出租香港九龍彩虹道 222 至 224 號五芳街 27 至 29 號永濟工業大廈 13 樓工場 A 及 B 作辦公室用途，自二零一五年一月一日起至二零一七年十二月三十一日止為期三年。

勝豐國際作為業主與駿達製衣作為租戶訂立日期為二零一四年十二月三十日的另一份經更新租賃協議，據此，勝豐國際同意向駿達製衣出租位於香港九龍彩虹道 222 至 224 號五芳街 27 至 29 號永濟工業大廈 13 樓工場 C 及 D 作辦公室用途，自二零一五年一月一日起至二零一七年十二月三十一日止為期三年。兩份租賃協議統稱「香港辦公室租賃協議」。

根據香港辦公室租賃協議，迅捷環球製衣及駿達製衣向勝豐國際支付月租合共 66,000 港元。

根據香港辦公室租賃協議，截至二零一五年、二零一六年及二零一七年十二月三十一日止三個年度各年，迅捷環球製衣及駿達製衣應付勝豐國際租金的年度上限為 792,000 港元。

2. 惠州金豐與惠州高業訂立的租賃協議

惠州金豐(作為出租人)與本集團附屬公司惠州高業(作為承租人)訂立日期為二零一四年十二月三十日的經更新租賃協議，據此，惠州金豐同意向惠州高業出租中國惠州博羅縣園洲鎮桔龍村的勝豐工業園作辦公室及辦房用途，總樓面面積約為 6,000 平方米，自二零一五年一月一日起至二零一七年十二月三十一日止為期三年。

根據租賃協議，惠州高業每年向惠州金豐支付租金人民幣 396,000 元。

根據租賃協議，截至二零一五年、二零一六年及二零一七年十二月三十一日止三個年度各年，惠州高業應付惠州金豐租金的年度上限為人民幣 396,000 元。

- a. Shing Fun International is beneficially owned as to 100% by Peakwin Group, a company owned as to 50% by Mr. Huang Chih Shen.
- b. Jinfeng Huizhou is beneficially owned as to 100% by Jin Feng Holdings (H.K.) Limited, which in turn is beneficially owned as to 100% by Peakwin Group, a company owned as to 50% by Mr. Huang Chih Shen.
- c. Yicheng Huizhou is beneficially owned as to 100% by Yi Cheng Holdings (H.K.) Limited, which in turn is beneficially owned as to 100% by Peakwin Group, a company owned as to 50% by Mr. Huang Chih Shen.
- d. Dongguan Zhirong is beneficially owned as to 100% by Master Trend Garments Limited, which in turn is beneficially owned as to 100% by Century Grand Holdings Limited. Century Grand Holdings Limited in turn is beneficially owned as to 50% by Mr. Huang Chih Shen.

Notes:

1. Shing Fun International as landlord and Speedy Garment, a subsidiary of the Group, as tenant, entered into a renewed tenancy agreement dated 30 December 2014, pursuant to which Shing Fun International agreed to lease to Speedy Garment, Workshops A and B on 13th Floor, Wing Chai Industrial Building, Nos. 222-224 Choi Hung Road, Nos. 27-29 Ng Fong Street, Kowloon, Hong Kong, for a term of three years commencing on 1 January 2015 and ended on 31 December 2017 for office use.

Another renewed tenancy agreement dated 30 December 2014 was entered into between Shing Fun International, as landlord, and Jointex Garment, as tenant, under which Shing Fun International agreed to lease to Jointex Garment, Workshops C and D on 13th Floor, Wing Chai Industrial Building, Nos. 222-224 Choi Hung Road, Nos. 27-29 Ng Fong Street, Kowloon, Hong Kong, for a term of three years commencing on 1 January 2015 and ended on 31 December 2017 for office use. Both tenancy agreements are collectively known as "Hong Kong Office Tenancy Agreements".

Pursuant to the Hong Kong Office Tenancy Agreements, Speedy Garment and Jointex Garment paid Shing Fun International monthly rentals of HK\$66,000 in total.

The annual caps for the rental payable by Speedy Garment and Jointex Garment to Shing Fun International under the Hong Kong Office Tenancy Agreements, for each of the three years ended 31 December 2015, 2016 and 2017, is HK\$792,000.

2. Tenancy agreement between Jinfeng Huizhou and Koyip Huizhou

Jinfeng Huizhou as landlord and Koyip Huizhou, a subsidiary of the Group, as tenant, entered into a renewed tenancy agreement dated 30 December 2014, pursuant to which Jinfeng Huizhou agreed to lease to Koyip Huizhou, Shenfeng Industrial Park, Julong Village, Yuanzhou Town, Boluo County, Huizhou, the PRC, with a gross floor area of approximately 6,000 square metres, for a term of three years commencing on 1 January 2015 and ended on 31 December 2017 for office and sample room use.

Pursuant to the tenancy agreement, Koyip Huizhou paid Jinfeng Huizhou annual rental of RMB396,000.

The annual caps for the rental payable by Koyip Huizhou to Jinfeng Huizhou under the tenancy agreement, for each of the three years ended 31 December 2015, 2016 and 2017, is RMB396,000.

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3. 惠州億城與惠州高業訂立日期為二零一四年十二月三十日的經更新租賃協議，據此，惠州億城同意向惠州高業出租總樓面面積約為2,000平方米、位於中國惠州博羅縣園洲鎮桔龍村的勝豐工業園作住宿用途，自二零一五年一月一日起至二零一七年十二月三十一日止為期三年。

根據上述租賃協議，惠州高業每年向惠州億城支付租金人民幣132,000元。

根據上述租賃協議，截至二零一五年、二零一六年及二零一七年十二月三十一日止三個年度各年，惠州高業應付惠州億城的租金的年度上限為人民幣132,000元。

4. 東莞市長安鎮廈崗股份經濟聯合社（「聯合社」）與本集團附屬公司東莞迅捷（作為承租人）訂立日期為二零一一年十二月二十五日的租賃協議及日期為二零一二年十月二十四日的補充租賃協議。根據租賃協議、補充租賃協議及東莞知榮發出的授權確認函，東莞知榮授權聯合社將東莞知榮擁有的工廠廠房以月租人民幣233,312元租予東莞迅捷。

根據東莞知榮與東莞迅捷訂立日期為二零一四年十月二十八日及二零一四年十二月三十日的租賃協議，訂約方同意東莞迅捷須分別就二零一四年十一月一日至二零一四年十二月三十一日期間及二零一五年一月一日至二零一七年十二月三十一日期間向東莞知榮支付租金。因此，聯合社、東莞知榮與東莞迅捷之間的租金付款安排自二零一四年十一月起終止。

根據上述租賃協議，截至二零一五年、二零一六年及二零一七年十二月三十一日止三個年度各年，東莞迅捷應付東莞知榮的租金年度上限為人民幣2,799,744元。

本公司的獨立非執行董事已審閱上述持續關連交易，並確認交易乃：(a)本集團日常一般業務；(b)按一般商業條款，或倘並無足夠可作比較其是否屬一般商業條款的交易，有關條款不遜於本公司從獨立第三方取得或向其提供的條款（視適用情況而定）；(c)根據規管該等交易的相關協議，屬公平合理，且符合本公司股東整體利益；及(d)根據本公司日期為二零一四年十二月三十日的公布所載上限或總交易價值而訂立。

3. Yicheng Huizhou and Koyip Huizhou entered into a renewed tenancy agreement dated 30 December 2014, pursuant to which Yicheng Huizhou agreed to lease to Koyip Huizhou, Shenfeng Industrial Park, Julong Village, Yuanzhou Town, Boluo County, Huizhou, the PRC with a gross floor area of approximately 2,000 square metres, for a term of three years commencing on 1 January 2015 and ended on 31 December 2017 for residential use.

Pursuant to the said tenancy agreement, Koyip Huizhou paid Yicheng Huizhou annual rental of RMB132,000.

The annual caps for the rental payable by Koyip Huizhou to Yicheng Huizhou under the said tenancy agreement, for each of the three years ended 31 December 2015, 2016 and 2017, is RMB132,000.

4. Dongguan City Changan Town Xiagang Village Shareholding Economic Cooperation Unit (the "Cooperation Unit") and Speedy Dongguan, a subsidiary of the Group, as tenant, entered into a tenancy agreement dated 25 December 2011 and a supplementary tenancy agreement dated 24 October 2012. Pursuant to the tenancy agreement and the supplementary tenancy agreement and an authorization confirmation letter issued by Dongguan Zhirong, Dongguan Zhirong authorized the Cooperation Unit to lease the factory plant owned by Dongguan Zhirong to Speedy Dongguan with a monthly rental of RMB233,312.

Pursuant to tenancy agreements entered into between Dongguan Zhirong and Speedy Dongguan dated 28 October 2014 and 30 December 2014, the parties agreed that Speedy Dongguan shall pay the rent to Dongguan Zhirong directly for the period from 1 November 2014 to 31 December 2014 and for the period from 1 January 2015 to 31 December 2017, respectively. Therefore, the rental payment arrangement among the Cooperation Unit, Dongguan Zhirong and Speedy Dongguan has ceased since November 2014.

The annual caps for the rental payable by Speedy Dongguan to the Dongguan Zhirong under the said tenancy agreements, for each of the three years ended 31 December 2015, 2016 and 2017, is RMB2,799,744.

The continuing connected transactions mentioned above have been reviewed by the independent non-executive Directors of the Company who have confirmed that the transactions have entered into: (a) in the ordinary and usual course of business of the Group (b) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Company than terms available to or from (as appropriate) independent third parties; (c) in accordance with the relevant agreements governing such transactions on terms that are fair and reasonable and in the interests of shareholders of the Company as a whole; and (d) within the caps or the aggregate transaction values set out in the Company's announcement dated 30 December 2014.

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本公司核數師獲委聘，遵照香港會計師公會發出的《香港審驗委聘服務準則3000》(Hong Kong Standard on Assurance Engagements 3000)的「歷史財務資料審核或審閱以外之審驗委聘」(Assurance Engagements Other Than Audits or Reviews of Historical Financial Information)，並參照《實務說明》(Practice Note)第740號「關於上市規則項下持續關連交易之核數師函件」(Auditor's Letter on Continuing Connected Transactions under the Listing Rules)，就本集團的持續關連交易作出匯報。核數師已根據上市規則第14A.56條，就本公司所披露持續關連交易的審驗結果，發出無保留意見函件。本公司已向聯交所呈交核數師函件副本。

除上文披露者外，財務報表附註30已概括披露年內不構成關連交易的重大關聯方交易。本公司確認已遵守上市規則第14A章的披露規定。

購股權計劃

本公司現有購股權計劃於二零一二年十二月二十四日根據全體股東的書面決議案獲准採納，旨在令本公司可以更靈活的方式給予合資格參與人士獎勵、回報、酬金、補償及／或福利，及就董事會不時通過之其他目的。

在購股權計劃的條款規限下，董事會按其全權酌情授出或邀請以下任何組別人士接納購股權以認購股份：(a)本集團公司或其任何附屬公司旗下全職或兼職的任何僱員、供應商／服務供應商、客戶、合作夥伴或合資企業合作夥伴，包括本集團不論是否屬執行及獨立與否的任何董事；(b)任何對本集團已經或可能作出貢獻人士。

就根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權獲行使時可能發行的股份數目上限，不得超過不時的已發行股份總數30%。

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Company in this annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

Save as disclosed above, a summary of significant related party transactions, which do not constitute connected transactions, made during the year is disclosed in Note 30 to the Financial Statements. The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

SHARE OPTION SCHEME

The Company's existing Share Option Scheme was approved for adoption pursuant to a written resolution of all of our shareholders passed on 24 December 2012 for the purpose to provide our Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to eligible participants and for such other purposes as the Board approve from time to time.

Subject to the terms of the Share Option Scheme, the Board may, at their absolute discretion, grant or invite any person belonging to any of the following classes to take up options to subscribe for shares: (a) any employee, supplier/service provider, customer, partner or joint-venture partner of the Group (including any director, whether executive and whether independent or not, of the Group) who is in full-time or part-time employment with the Company or any subsidiaries, (b) any person who have contributed or may contribute to the Group.

The maximum number of shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time.

根據購股權計劃及本公司任何其他購股權計劃將予授出的所有購股權獲行使時可能發行的股份總數，不得超過上市日期已發行股份總數10%。除非本公司在股東大會上尋求股東批准更新購股權計劃的10%限額，惟在計算10%限額時，根據購股權計劃或本公司任何其他購股權計劃條款已失效的購股權將不會計算在內。

購股權計劃的主要條款詳情載於招股章程附錄四「法定及一般資料」一節內「購股權計劃」一段。購股權計劃的主要條款概述如下：

購股權計劃自二零一二年十二月二十四日至二零二二年十二月二十三日一直生效，有效期為十年。本公司可透過股東大會的決議案或於董事會釐定的日期隨時終止購股權計劃，但不會損害於終止前授出的購股權的行使。

所授出每份購股權的本公司每股股份行使價將由董事會全權釐定，但無論如何須至少為下列各項之較高者：

- (1) 股份於必須為交易日的提呈授出購股權當日（「授出日期」）在聯交所刊發日報表所載收市價；
- (2) 股份於緊接授出日期前五個交易日在聯交所刊發的日報表所載平均收市價；及
- (3) 股份於授出日期的面值。

接納購股權後，承授人須向本公司支付1.00港元作為獲授出購股權的代價。提呈授出的購股權必須於本公司發出的提呈函件中所指定日期前獲接納。根據購股權計劃授出的任何購股權的行使期在授出日期起計不得超過10年，於該10年期最後一天屆滿，且須受購股權計劃載列的提早終止條文所限。

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the total number of shares in issue on the Listing Date unless the Company seeks the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme provided that options lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of calculating 10% limit.

Details of the principal terms of the Share Option Scheme are set out in paragraph headed "Share Option Scheme" in section headed "Statutory and General Information" in Appendix IV to the Prospectus. The principal terms of the Share Option Scheme are summarised as follows:

The Share Option Scheme was adopted for a period of 10 years commencing from 24 December 2012 and remains in force until 23 December 2022. The Company may, by resolution in general meeting or, such date as the Board determined, terminate the Share Option Scheme at any time without prejudice to the exercise of options granted prior to such termination.

The exercise price per share of the Company for each option granted shall be determined by the Board in its absolute discretion but in any event shall be at least the higher of:

- (1) the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of offer for the grant of option ("Date of Grant") which must be a trading day;
- (2) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five trading days immediately preceding the Date of Grant; and
- (3) the nominal value of the shares on the Date of Grant.

Upon acceptance of the options, the grantee shall pay HK\$1.00 to the Company as consideration for the grant. The acceptance of an offer of the grant of the option must be made within the date as specified in the offer letter issued by the Company. The exercise period of any option granted under the Share Option Scheme shall not be longer than 10 years commencing on the date of grant and expiring on the last day of such 10-year period subject to the provisions for early termination as contained in the Share Option Scheme.

董事會報告

REPORT OF THE DIRECTORS

行使根據購股權計劃及本公司任何其他購股權計劃授出的所有購股權而可能發行的本公司新股份總數，不得超過60,000,000股股份，即於本報告日期本公司已發行股份10%。

於任何12個月期間根據購股權計劃向每名承授人已經及將授出的購股權(包括已行使、註銷及尚未行使購股權)獲行使而已經及將發行的股份最高數目，不得超過已發行股份總數1%。倘進一步授出的購股權超過該1%限額，則須待本公司刊發通函及根據上市規則取得其股東批准後方可作實。

年內，並無根據購股權計劃授出任何購股權。

除上述購股權計劃外，於截至二零一五年十二月三十一日止年度任何時間，本公司及其控股公司、附屬公司及同系附屬公司任何一方概無成為任何安排的訂約方，致使董事可透過收購本公司或任何其他法人團體的股份或債權證而獲利，亦無任何董事、其配偶或未滿18歲的子女擁有認購本公司股份或債權證的任何權利或已行使任何有關權利。

董事及主要行政人員於股份、相關股份及債權證的權益或淡倉

於二零一五年十二月三十一日，本公司董事及主要行政人員於本公司、其集團成員及／或相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，擁有已記入根據證券及期貨條例第352條規定存置的登記冊的權益，或根據標準守則已知會本公司及聯交所的權益如下：

The total number of new shares of the Company that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share options schemes of the Company shall not exceed 60,000,000 shares, which represents 10% of the shares in issue of the Company as at the date of this report.

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each grantee under the Share Option Scheme (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue. Any further grant of options in excess of this 1% limit shall be subject to issuance of a circular by the Company and approved by its shareholders in accordance with the Listing Rules.

During the year, no options were granted under the Share Option Scheme.

Apart from the aforesaid share option schemes, at no time during the year ended 31 December 2015 was any of the Company and its holding companies, subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age of 18, had any right to subscribe for the shares in, or debentures of, the Company, or had exercise any such right.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2015, the Company's Directors and chief executives had the following interests in the shares, underlying shares and debentures of the Company, its Group members and/or associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code:

董事會報告

REPORT OF THE DIRECTORS

本公司

The Company

董事姓名	本集團成員／ 相聯法團名稱	身分／權益性質	證券數目及 類別(附註1)	股權概約 百分比
Name of Director	Name of Group member/associated corporation	Capacity/nature of interest	Number and class of securities (Note 1)	Approximate percentage of shareholding
黃志深先生 Mr. Huang Chih Shen	本公司 Our Company	受控法團權益(附註2) Interest of a controlled corporation (Note 2)	327,242,688 (L)	54.54%
陳洪光先生 Mr. Chan Hung Kwong, Patrick	本公司 Our Company	實益擁有人 Beneficial owner	33,031,758 (L)	5.51%
區維勝先生 Mr. Au Wai Shing	本公司 Our Company	實益擁有人 Beneficial owner	26,847,366 (L)	4.47%
鄧惠珊女士 Ms. Tang Wai Shan	本公司 Our Company	實益擁有人 Beneficial owner	15,428,853 (L)	2.57%

附註：

Notes:

- 「L」指董事於本公司或相關相聯法團股份之好倉。
- 所披露權益指皓天於本公司所持權益，而於二零一五年十二月三十一日，皓天則由執行董事黃志深先生全資擁有。因此，根據證券及期貨條例，黃志深先生被視為擁有皓天於本公司的權益。
- The letter "L" denotes the Directors' long position in the shares of our Company or the relevant associated corporation.
- The disclosed interest represented the interest in the Company held by Sky Halo which was in turn wholly owned by Mr. Huang Chih Shen, an executive Director as at 31 December 2015. Therefore, Mr. Huang Chih Shen was deemed to be interested in the interest of Sky Halo in the Company by virtue of the SFO.

相聯法團

Associated Corporation

董事姓名	本集團成員／ 相聯法團名稱	身分／權益性質	證券數目及 類別(附註1)	股權概約 百分比
Name of Director	Name of Group member/associated corporation	Capacity/nature of interest	Number and class of securities (Note 1)	Approximate percentage of shareholding
黃志深先生 Mr. Huang Chih Shen	皓天 Sky Halo	實益擁有人 Beneficial owner	10,000	100.00%

附註：

Note:

- 所披露權益指皓天之權益，於二零一五年十二月三十一日皓天由黃志深先生全資擁有。
- The disclosed interest represented the interest in Sky Halo which was wholly owned by Mr. Huang Chih Shen as at 31 December 2015.

董事會報告

REPORT OF THE DIRECTORS

除上文披露者外，於二零一五年十二月三十一日，董事及本公司主要行政人員概無於本公司、其任何集團成員公司或其相聯法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何其他權益或淡倉（包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄在該條文所述登記冊內或根據標準守則規定的任何其他權益或淡倉。

主要股東於本公司股份及相關股份中的權益及／或淡倉

於二零一五年十二月三十一日，就董事所知，以下人士／實體（董事及本公司主要行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已記入根據證券及期貨條例第336條本公司須存置的登記冊內的權益或淡倉：

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executives of the Company had any other interests or short positions in any shares, underlying shares or debentures of the Company, any of its Group members or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2015, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company, its Group members and/or associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

股東名稱／姓名	本集團成員／ 相聯法團名稱	身分／權益性質	證券數目及 類別（附註1）	股權概約 百分比
Name of Shareholder	Name of Group member/associated corporation	Capacity/nature of interest	Number and class of securities (Note 1)	Approximate percentage of shareholding

皓天（附註2） Sky Halo (Note 2)	本公司 Our Company	實益擁有人 Beneficial owner	327,242,688 (L)	54.54%
卓慧榮女士（附註3） Ms. Cheuk Wai Ying (Note 3)	本公司 Our Company	家族 Family	327,242,688 (L)	54.54%

附註：

- 「L」指該人士於本公司或相關集團成員或相聯法團股份之好倉。
- 皓天於英屬處女群島註冊成立，而於二零一五年十二月三十一日，其全部已發行股本由黃志深先生全資擁有。
- 根據證券及期貨條例，黃志深先生的配偶卓慧榮女士被視為擁有黃志深先生於本公司的權益。

Notes:

- The letter "L" denotes the person's long position in the shares of our Company or the relevant Group member or associated corporation.
- Sky Halo was incorporated in the British Virgin Islands and the entire issued share capital of which was wholly owned by Mr. Huang Chih Shen as at 31 December 2015.
- Ms. Cheuk Wai Ying, spouse of Mr. Huang Chih Shen, was deemed to be interested in Mr. Huang Chih Shen's interest in the Company by virtue of the SFO.

除上文披露者外，於二零一五年十二月三十一日，董事並不知悉任何其他人士／實體（董事及本公司主要行政人員除外）於本公司、其集團成員公司或相聯法團中，擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露之股份或相關股份之權益或淡倉，或已記入根據證券及期貨條例第336條本公司須存置的登記冊內的權益或淡倉。

競爭及利益衝突

年內，除招股章程所披露者外，概無董事或本公司主要股東或任何彼等各自的聯繫人士從事與本集團業務構成或可能構成競爭的任何業務或與本集團有任何其他利益衝突。

購買、出售或贖回本公司上市證券

年內，本公司並無贖回其任何上市證券，而本公司及其任何附屬公司亦無購買或出售本公司任何上市證券。

稅務減免

董事並不知悉任何因股東持有本公司證券而享有的稅務減免詳情。

優先購股權

本公司組織章程細則或開曼群島法例並無有關優先購股權的條文致使本公司有責任按比例向現有股東發售新股份。

充足公眾持股量

根據本公司可公開取得的資料以及據董事所知，本公司於年內一直維持上市規則所訂明的公眾持股量。

企業管治報告

本集團企業管治常規的詳情，載於本年報第26至38頁的企業管治報告內。

Save as disclosed above, as at 31 December 2015, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company, its Group members or associated corporations which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPETITION AND CONFLICT OF INTERESTS

During the year, save as disclosed in the Prospectus, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

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

The Company did not redeem any of its listed securities, and neither did the Company nor any of its subsidiaries purchase or sell any of the Company's listed securities during the year.

TAX RELIEF AND EXEMPTION

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

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules during the year.

CORPORATE GOVERNANCE REPORT

Details of the Group's corporate governance practices can be found in the Corporate Governance Report contained on pages 26 to 38 in this annual report.

根據上市規則第 13.21 條作出的披露

誠如本公司日期為二零一五年一月二十九日的公布所披露，本公司全資附屬公司迅捷發展(作為借方(「借方」))及本公司連同其多間附屬公司(作為擔保人)與貸方就為數300,000,000港元的定期信貸融資訂立融資協議(「融資協議」)。根據融資協議將授出的貸款本金額須自使用起計18個月後分期攤還，最後還款日期為自使用起計42個月之後。

根據融資協議，(i)皓天須直接或間接實益擁有借方的已發行股本逾50%；(ii)黃志堅先生及黃志深先生須直接或間接實益擁有皓天全部已發行股本合共100%；以及(iii)黃志深先生須為董事會主席兼本公司行政總裁(「特定表現責任」)。未能遵守特定表現責任將導致出現融資協議項下的違約事件。

於本年報日期，上述特定表現責任仍然持續。

報告期後重要事項

除本報告其他部分及財務報表附註33所披露者外，於報告期後概無發生對本集團造成影響的重要事項。

核數師

本公司應屆股東週年大會上，將提呈再度委任退任核數師羅兵咸永道會計師事務所的決議案。

承董事會命
迅捷環球控股有限公司
主席兼行政總裁
黃志深

香港，二零一六年三月二十一日

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

As disclosed in the announcement of the Company dated 29 January 2015, Speedy Development (a wholly owned subsidiary of the Company) as borrower (the "Borrower"), and the Company together with its various subsidiaries as guarantors, entered into the facility agreement ("Facility Agreement") with the lenders relating to a term credit facility of HK\$300 million. The principal amount of the loan to be granted under the Facility Agreement shall be repaid by installments commencing after 18 months from utilisation and with the final repayment date after 42 months from utilisation.

Pursuant to the Facility Agreement, (i) Sky Halo is required to beneficially own directly or indirectly more than 50% of the issued share capital of the Borrower; (ii) Mr. Huang Chih Chien and Mr. Huang Chih Shen are required to beneficially own, directly or indirectly, in aggregate 100% of the entire issued share capital of Sky Halo and (iii) Mr. Huang Chih Shen is required to be the chairman of the Board and the chief executive officer of the Company (the "Specific Performance Obligations"). Failure to comply with the Specific Performance Obligations will trigger an event of default under the Facility Agreement.

As at the date of this annual report, the above Specific Performance Obligations continue to subsist.

IMPORTANT EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in this report and Note 33 to the Financial Statements, there is no important event affecting the Group which has occurred after the reporting period.

AUDITORS

A resolution to re-appoint the retiring auditors, Messrs. PricewaterhouseCoopers, is to be proposed at the forthcoming AGM of the Company.

By order of the Board
Speedy Global Holdings Limited
Huang Chih Shen
Chairman and Chief Executive Officer

Hong Kong, 21 March 2016



羅兵咸永道

致迅捷環球控股有限公司股東
(於開曼群島註冊成立的有限公司)

To the shareholders of Speedy Global Holdings Limited
(incorporated in Cayman Islands with limited liability)

本核數師(以下簡稱「我們」)已審核列載於第56至128頁迅捷環球控股有限公司(「貴公司」)及其附屬公司的綜合財務報表，此綜合財務報表包括於二零一五年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他附註解釋資料。

We have audited the consolidated financial statements of Speedy Global Holdings Limited (the "Company") and its subsidiaries set out on pages 56 to 128, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所必需的內部控制負責。

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綜合財務報表發表意見，並僅向閣下(作為整體)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, 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布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對綜合財務報表是否存在任何重大錯誤陳述獲取合理保證。

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

INDEPENDENT AUDITOR'S REPORT

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選擇的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存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擬備真實而中肯的綜合財務報表相關的內部控制，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恰當性及作出會計估計的合理性，以及評價綜合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，該等綜合財務報表已根據香港財務報告準則真實而中肯地反映貴公司及其附屬公司於二零一五年十二月三十一日的財務狀況及彼等截至該日止年度的財務表現及現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

羅兵咸永道會計師事務所
執業會計師

香港，二零一六年三月二十一日

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 financial position of the Company and its subsidiaries as at 31 December 2015, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 March 2016

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		於十二月三十一日	
		As at 31 December	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
		HK\$'000	HK\$'000
	附註		
	Notes		
資產	ASSETS		
非流動資產	Non-current assets		
物業、廠房及設備	Property, plant and equipment	6 53,224	26,635
土地使用權	Land use rights	8 73,217	–
無形資產	Intangible assets	7 1,444	1,782
遞延所得稅資產	Deferred income tax assets	18 3,260	1,831
預付款項	Prepayments	12 –	2,368
		131,145	32,616
流動資產	Current assets		
存貨	Inventories	9 91,599	125,820
發展中物業	Properties under development	10 153,687	–
應收賬款及其他應收款項	Trade and other receivables	11 228,364	196,162
預付款項	Prepayments	12 28,571	26,425
初步期限超過三個月的定期存款	Term deposits with initial term of over three months	13 –	25,352
現金及現金等價物	Cash and cash equivalents	13 309,069	413,185
		811,290	786,944
資產總值	Total assets	942,435	819,560

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		於十二月三十一日	
		As at 31 December	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
		HK\$'000	HK\$'000
	附註		
	Notes		
權益	EQUITY		
本公司權益持有人應佔權益	Equity attributable to equity holders of the Company		
股本	Share capital	14	60,000
股份溢價	Share premium	14	53,441
其他儲備	Other reserves	15	10,904
保留盈利	Retained earnings		79,583
權益總額	Total equity		203,928
			209,130
負債	LIABILITIES		
非流動負債	Non-current liability		
借貸	Borrowings	17	293,277
			596
流動負債	Current liabilities		
應付賬款及其他應付款項	Trade and other payables	16	329,580
即期所得稅負債	Current income tax liabilities		8,293
借貸	Borrowings	17	107,357
			445,230
			609,834
負債總額	Total liabilities		738,507
			610,430
權益及負債總額	Total equity and liabilities		942,435
			819,560

第61至128頁之附註為該等綜合財務報表的組成部分。

The notes on pages 61 to 128 are an integral part of these consolidated financial statements.

第56至128頁之財務報表獲本公司董事(「董事」)會(「董事會」)於二零一六年三月二十一日批准，並由以下代表簽署

The financial statements on pages 56 to 128 were approved by the board (the "Board") of the directors (the "Directors") of the Company on 21 March 2016 and were signed on its behalf

黃志深
Huang Chih Shen
董事姓名
Name of Director

鄧惠珊
Tang Wai Shan
董事姓名
Name of Director

綜合全面收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		截至十二月三十一日止年度		
		Year ended 31 December		
		二零一五年	二零一四年	
		2015	2014	
		千港元	千港元	
		HK\$'000	HK\$'000	
	附註			
	Notes			
收益	Revenue	5	1,223,831	1,263,600
銷售成本	Cost of sales	21	(1,088,932)	(1,102,689)
毛利	Gross profit		134,899	160,911
銷售開支	Selling expenses	21	(19,055)	(42,123)
行政開支	Administrative expenses	21	(77,834)	(76,799)
其他收入	Other income	19	945	1,276
其他收益／(虧損) — 淨額	Other gains/(losses) — net	20	1,016	(2,266)
經營溢利	Operating profit		39,971	40,999
財務收入	Finance income	23	6,126	5,837
融資成本	Finance costs	23	(10,862)	(7,199)
融資成本淨額	Net finance costs	23	(4,736)	(1,362)
除所得稅前溢利	Profit before income tax		35,235	39,637
所得稅開支	Income tax expense	24	(10,405)	(15,540)
本公司權益持有人應佔 年內溢利	Profit for the year attributable to equity holders of the Company		24,830	24,097
其他全面收益	Other comprehensive income			
可能重新分類至 損益表的項目	Items that may be reclassified to profit or loss			
匯兌差額	Currency translation differences		(22,832)	(904)
本公司權益持有人應佔 年內全面收益總額	Total comprehensive income for the year attributable to equity holders of the Company		1,998	23,193
本公司權益持有人應佔年內 溢利的每股基本及攤薄盈利 (以每股港元列示)	Basic and diluted earnings per share for profit attributable to equity holders of the Company for the year (expressed in HK\$ per share)	25	0.0414	0.0402

第61至128頁之附註為該等綜合財務報表的組成部分。

The notes on pages 61 to 128 are an integral part of these consolidated financial statements.

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	附註 Note	股本 Share capital 千港元 HK\$'000 (附註14) (Note 14)	股份溢價 Share premium 千港元 HK\$'000 (附註14) (Note 14)	其他儲備 Other reserves 千港元 HK\$'000 (附註15) (Note 15)	保留盈利 Retained earnings 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一四年一月一日		60,000	53,441	30,993	41,503	185,937
全面收益						
年內溢利		-	-	-	24,097	24,097
其他全面收益						
匯兌差額		-	-	(904)	-	(904)
全面收益總額		-	-	(904)	24,097	23,193
與擁有人的交易						
提取法定儲備		-	-	2,309	(2,309)	-
於二零一四年 十二月三十一日		60,000	53,441	32,398	63,291	209,130
全面收益						
年內溢利		-	-	-	24,830	24,830
其他全面收益						
匯兌差額		-	-	(22,832)	-	(22,832)
全面收益總額		-	-	(22,832)	24,830	1,998
與擁有人的交易						
提取法定儲備		-	-	1,338	(1,338)	-
已派股息	26	-	-	-	(7,200)	(7,200)
與擁有人的交易總額		-	-	1,338	(8,538)	(7,200)
於二零一五年 十二月三十一日		60,000	53,441	10,904	79,583	203,928

第61至128頁之附註為該等綜合財務報表的組成部分。

The notes on pages 61 to 128 are an integral part of these consolidated financial statements.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

		截至十二月三十一日止年度 Year ended 31 December		
		二零一五年 2015	二零一四年 2014	
		千港元 HK\$'000	千港元 HK\$'000	
	附註 Notes			
經營活動的現金流量	Cash flows from operating activities			
經營活動(所用)/所得現金	Cash (used in)/generated from operations	28(a)	(86,013)	24,035
已付利息	Interest paid		(9,092)	(7,199)
已付所得稅	Income tax paid		(9,853)	(10,376)
經營活動(所用)/所得現金淨額	Net cash (used in)/generated from operating activities		(104,958)	6,460
投資活動的現金流量	Cash flows from investing activities			
購買物業、廠房及設備	Purchase of property, plant and equipment		(34,823)	(7,951)
出售物業、廠房及設備所得款項	Proceeds from disposal of property, plant and equipment	28(b)	152	151
購買土地使用權	Purchase of land use rights		(74,972)	–
購買無形資產	Purchase of intangible assets		(10)	(911)
收回/(支付)初始期限超過三個月的定期存款	Term deposits with initial term of over three months collected/(paid)		24,779	(12,412)
已收利息	Interest received		6,126	5,818
投資活動所用現金淨額	Net cash used in investing activities		(78,748)	(15,305)
融資活動的現金流量	Cash flows from financing activities			
借貸所得款項	Proceeds from borrowings		291,963	201,118
償還借貸	Repayments of borrowings		(200,113)	(26,815)
已付股息	Dividends paid	26	(7,200)	–
融資活動所得現金淨額	Net cash generated from financing activities		84,650	174,303
現金及現金等價物(減少)/增加淨額	Net (decrease)/increase in cash and cash equivalents		(99,056)	165,458
年初現金及現金等價物	Cash and cash equivalents at beginning of the year		413,185	250,175
現金及現金等價物匯兌虧損	Exchange loss on cash and cash equivalents		(5,060)	(2,448)
年終現金及現金等價物	Cash and cash equivalents at end of the year		309,069	413,185

第61至128頁之附註為該等綜合財務報表的組成部分。

The notes on pages 61 to 128 are an integral part of these consolidated financial statements.

1 一般資料

迅捷環球控股有限公司(「本公司」)於二零一一年九月二十八日根據開曼群島公司法(二零一零年修訂本)在開曼群島註冊成立為獲豁免有限公司。註冊辦事處地址為Offshore Incorporation (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, Cayman Islands。本集團的直屬及最終控股公司為皓天控股有限公司。

本公司及其附屬公司(統稱「本集團」)主要從事(i)向多家全球知名品牌擁有人或代理提供廣泛的梭織衣服及剪裁針織產品的服裝供應鏈服務業務(「服裝供應鏈服務業務」)、(ii)於中華人民共和國(「中國」)經營服裝零售業務(「服裝零售業務」);及(iii)物業發展及投資(「物業投資及發展業務」)。

本公司於二零一三年一月十五日在香港聯合交易所有限公司(「聯交所」)上市(「上市」)。

除另有所指外，綜合財務報表乃以港元(「港元」)呈列。綜合財務報表已於二零一六年三月二十一日獲董事會批准刊發。

2 主要會計政策概要

編製該等綜合財務報表所採用主要會計政策於下文載列。除另有指明外，該等政策已於所有呈報年度貫徹應用。

1 GENERAL INFORMATION

Speedy Global Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 28 September 2011 as an exempted Company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The address of its registered office is at the office of Offshore Incorporation (Cayman) Limited, Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman KY1-1112, Cayman Islands. The immediate and ultimate holding company of the Group is Sky Halo Holdings Limited.

The Company and its subsidiaries (together the “Group”) are principally engaged in: (i) the apparel supply chain servicing business which offers a wide range of woven wear and cut-and-sewn knitwear products to a number of owners or agents of global reputable brands (the “Apparel Supply Chain Servicing Business”); (ii) the apparel retail business operating in the People’s Republic of China (the “PRC”) (the “Apparel Retail Business”); and (iii) the property development and investment (the “Property Investment and Development Business”).

The Company has been listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 15 January 2013 (the “Listing”).

The consolidated financial statements are presented in Hong Kong dollar (“HK\$”), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 21 March 2016.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2 主要會計政策概要(續)

2.1 編製基準

本公司綜合財務報表已根據所有適用的香港財務報告準則(「香港財務報告準則」)編製。綜合財務報表乃按歷史成本法編製。

編製符合香港財務報告準則的財務報表須使用若干重大會計估計，而管理層在應用本集團的會計政策時亦須作出判斷。涉及高度判斷或複雜性的範圍，或假設及估計對綜合財務報表資料而言屬重大的範圍在附註4內披露。

(a) 本集團採納的新訂準則及修訂

本集團已採納下列於本集團自二零一五年一月一日開始之財政年度生效的新訂準則及修訂：

香港會計準則第19號	定額福利計劃：
(修訂本)	僱員供款
香港財務報告準則	二零一零年至
的修訂	二零一二年及
	二零一一年至
	二零一三年週期
	的年度改進

採納上述新訂準則及修訂對本集團的綜合財務報表並無重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS"). The consolidated financial statements have been prepared under the historical cost convention.

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.

(a) New standards and amendments adopted by the Group

The Group had adopted the following new standards and amendments which are effective for the Group's financial year beginning on 1 January 2015:

HKAS 19 (Amendment)	Defined Benefit Plans: Employee Contribution
Amendment to HKFRS	Annual Improvements 2010–2012 cycle and 2011–2013 cycle

The adoptions of the above new standards and amendments have no material impact to the Group's consolidated financial statements.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2 主要會計政策概要 (續)

2.1 編製基準 (續)

(b) 尚未採納之新訂準則及詮釋

編製此等綜合財務報表時並無應用下列於二零一五年一月一日後開始之年度期間生效的新訂準則及準則修訂以及詮釋：

香港財務報告準則第14號
HKFRS 14
香港財務報告準則第11號(修訂本)
HKFRS 11 (Amendment)
香港會計準則第16號及香港會計準則第38號(修訂本)
HKAS 16 and HKAS 38
(Amendment)
香港會計準則第27號(修訂本)
HKAS 27 (Amendment)

香港財務報告準則的修訂
Amendment to HKFRS
香港財務報告準則第10號、
香港財務報告準則第12號及
香港會計準則第28號(修訂本)
HKFRS 10, HKFRS 12 and
HKAS 28 (Amendment)
香港會計準則第1號(修訂本)
HKAS 1 (Amendment)
香港財務報告準則第15號
HKFRS 15
香港財務報告準則第9號
HKFRS 9
香港財務報告準則第10號及
香港會計準則第28號(修訂本)
HKFRS 10 and HKAS 28 (Amendment)

管理層目前正在評估該等準則、修訂及詮釋對本集團綜合財務報表的影響。預期採納上述準則、修訂及詮釋不會對本集團的綜合財務報表構成重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) New standards and interpretations not yet adopted

The following new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 January 2015, and have not been applied in preparing these consolidated financial statements:

	於以下日期或 之後開始的 年度期間生效 Effective for annual periods beginning on or after
規管遞延賬目 Regulatory Deferral Accounts	二零一六年一月一日 1 January 2016
收購聯合經營權益 Acquisitions of Interests in Joint Operations	二零一六年一月一日 1 January 2016
澄清可接受的折舊及攤銷方法 Clarification of Acceptable Methods of Depreciation and Amortisation	二零一六年一月一日 1 January 2016
獨立財務報表之權益法 Equity Method in Separate Financial Statements	二零一六年一月一日 1 January 2016
二零一二年至二零一四年週期的年度改進 Annual Improvements 2012-2014 cycle	二零一六年一月一日 1 January 2016
投資實體：應用綜合賬目的例外情況 Investment Entities: Applying the Consolidation Exception	二零一六年一月一日 1 January 2016
披露計劃 Disclosure Initiative	二零一六年一月一日 1 January 2016
來自客戶合約收益 Revenue from Contracts with Customers	二零一八年一月一日 1 January 2018
財務工具 Financial Instruments	二零一八年一月一日 1 January 2018
投資者與其聯營公司或合營企業間 資產出售或投入 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	待定 To be determined

The management is in the process of assessing the impact of these standards, amendments and interpretations on the consolidated financial statements of the Group. The adoption of the above is not expected to have a material impact on the consolidated financial statements of the Group.

2 主要會計政策概要 (續)**2.1 編製基準 (續)****(c) 新香港公司條例 (第 622 章)**

此外，新香港公司條例 (第 622 章) 第 9 部「賬目及審計」之規定於財政年度內生效，因此，綜合財務報表若干資料的呈列及披露有所變動。

2.2 附屬公司**2.2.1 綜合**

附屬公司指本集團擁有控制權的實體 (包括結構性實體)。當本集團因參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即控制該實體。附屬公司在控制權轉移至本集團之日起綜合入賬。附屬公司在控制權終止之日起不再綜合入賬。

本集團以收購會計法而非共同控制下的業務合併入賬。收購一家附屬公司所轉讓代價為所轉讓資產、收購對象前擁有人所產生負債及本集團所發行股本權益的公平值。所轉讓代價包括或然代價安排產生的任何資產或負債的公平值。在業務合併中所收購可識別資產以及所承擔負債及或然負債，均初步按其收購當日公平值計量。

本集團以逐項收購為基礎，確認於收購對象的任何非控股權益。收購對象的非控股權益為現時擁有權權益，並於清盤時賦予其持有人按比例分佔實體的資產淨值，有關權益可按公平值或按現時擁有權權益分佔收購對象可識別淨資產的已確認金額比例計量。非控股權益的所有其他組成部分按其收購日期的公平值計量，除非香港財務報告準則規定必須以其他計量基準計量則另當別論。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.1 Basis of preparation (Continued)****(c) New Hong Kong Companies Ordinance (Cap. 622)**

In addition, the requirements of Part 9 "Accounts and Audit" of the new Hong Kong Companies Ordinance (Cap. 622) come into operation during the financial year, as a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

2.2 Subsidiaries**2.2.1 Consolidation**

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 consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations not under common control. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合 (續)

收購相關成本於產生時列為開支。

倘業務合併分階段完成，收購方過往於收購對象持有的股本權益按收購日期的賬面值，於收購日期公平值重新計量，由此產生的任何收益或虧損於損益確認。

本集團將予轉讓的任何或然代價於收購日期按公平值確認。或然代價(被視為一項資產或負債)公平值的其後變動，根據香港會計準則第39號確認為損益或其他全面收入的變動。分類為權益的或然代價並無重新計量，其後於權益中結算。

所轉讓代價、收購對象的任何非控制性權益數額，及在收購對象先前的任何股本權益在收購日期的公平值，超出購入可識別資產淨值公平值的數額記錄為商譽。如屬議價購買，而所轉讓代價、已確認的非控制性權益及先前持有的權益總額，低於購入附屬公司資產淨值公平值，則將該差額直接在綜合全面收益表中確認。

集團內公司間交易、結餘及未變現交易收益均會對銷。除非交易提供所轉讓資產減值的證據，否則未變現虧損亦會對銷。附屬公司呈報的金額已按需要作出調整，以確保與本集團會計政策一致。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

Acquisition-related costs are expensed as incurred.

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

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

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 statement of comprehensive income.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the group's accounting policies.

2 主要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.2 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本亦包括直接應佔投資成本。附屬公司的業績乃由本公司按股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收入總額，或倘獨立財務報表中投資賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）的賬面值，則須於自該等投資收取股息時，對於附屬公司的投資進行減值測試。

2.3 分部報告

營運分部按照與向主要營運決策者提供的內部報告一致的方式報告。董事會主席已確認為主要營運決策者，負責分配資源及評估營運分部的表現。

2.4 外幣換算

(a) 功能與呈列貨幣

本集團各實體的財務報表內的項目，乃以該實體營運所在主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元列報，港元為本公司的功能貨幣及本集團的列報貨幣。

(b) 交易與結餘

外幣交易按交易當日的匯率或重新計量項目的估值換算為功能貨幣。結算該等交易以及將外幣計值的貨幣資產和負債按年終匯率換算產生的匯兌收益及虧損，在綜合全面收益表確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements

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

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

2.3 Segment reporting

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

2.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

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

2 主要會計政策概要 (續)

2.4 外幣換算 (續)

(b) 交易與結餘 (續)

有關借貸以及現金及現金等價物的匯兌收益及虧損計入綜合全面收益表「財務收入或融資成本」內。所有其他匯兌收益及虧損計入綜合全面收益表「其他收益／(虧損) — 淨額」內。

(c) 集團公司

所有集團實體(各實體貨幣並非極高通脹經濟地區者)的功能貨幣倘與呈列貨幣不同,其業績及財務狀況均按以下方法換算為呈列貨幣:

- (a) 每份呈列的資產負債表的資產與負債均以該資產負債表日期的收市匯率換算;
- (b) 每份收益表的收入及開支按平均匯率換算(除非該平均匯率並不代表交易日期匯率累計影響的合理約數;在此情況下,收入及開支則按交易日期的匯率換算);及
- (c) 所有因此產生的匯兌差額在其他全面收益中確認。

2.5 土地使用權

土地使用權指獲得土地使用權而預付的款項,按歷史成本計,並按租賃期以直線法在綜合全面收益表支銷。倘出現減值,減值將於綜合全面收益表中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

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

(c) Group companies

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

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

2.5 Land use rights

Land use rights represent upfront prepayments made for the land use rights at historical cost, and are expensed in the consolidated statement of comprehensive income on a straight-line basis over the terms of the leases. Whenever there is impairment, the impairment is recognised in the consolidated statement of comprehensive income.

2 主要會計政策概要 (續)

2.6 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及累計減值虧損(如有)入賬。歷史成本包括直接因購買該等項目而產生的開支。

只有有關項目的未來經濟利益可能流入本集團，且該項目成本能可靠計算時，其後續成本方可計入資產賬面值或確認為個別資產(視適用情況而定)。已更換部分的賬面值會終止確認。所有其他維修及保養開支均於產生該等開支的財政期間自綜合全面收益表扣除。

物業、廠房及設備折舊乃按以下估計可使用年期以直線法計算，以將其成本分配至其餘值：

樓宇	20年
租賃裝修	2至10年
傢俬及固定裝置	5至10年
辦公室設備	3至5年
機器	7至10年
汽車	4至5年

餘值介乎零至10%。

資產的餘值及可使用年期於各報告期末審閱，並作適當調整。

倘資產賬面值高於估計可收回金額(附註2.8)，則該資產的賬面值即時撇減至其可收回金額。

出售收益及虧損乃經比較所得款項與賬面值後釐定，並於綜合全面收益表「其他收益/(虧損) — 淨額」項下確認。

在建工程指正在興建的廠房及樓宇，按成本減去減值虧損入賬。工程直接應佔歷史開支包括建築成本、開支以及於建築期內產生的適用借貸成本。於有關資產落成並可作擬定用途前，不會就在建工程作出折舊撥備。當有關資產投入使用时，成本將轉撥至物業、廠房及設備下樓宇一項，並根據上述政策予以折舊。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation on property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	20 years
Leasehold improvements	2–10 years
Furniture and fixtures	5–10 years
Office equipment	3–5 years
Machinery	7–10 years
Motor vehicles	4–5 years

Residual values range from nil to 10%.

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gains/(losses) — net' in the consolidated statement of comprehensive income.

Construction in progress represents plant and buildings under construction and is stated at cost less impairment losses. Historical expenditure that is directly attributable to the construction comprises construction costs, expenditure and applicable borrowing costs incurred during the construction period. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to buildings under property, plant and equipment categories and depreciated in accordance with the policy mentioned above.

2 主要會計政策概要(續)

2.7 無形資產

購入的電腦軟件特許權按購入及使該特定軟件可供使用時所產生成本作資本化處理。此等成本按其估計可使用年期3至5年攤銷。

2.8 非財務資產減值

無限使用年期的無形資產或尚未可供使用的無形資產均毋須進行攤銷，惟每年須進行減值測試。每當有事件或情況變動顯示賬面值或不可收回，則會就攤銷資產作出減值檢討。資產賬面值高於其可收回金額的數額會確認為減值虧損。可收回金額為資產公平值減銷售成本與使用價值兩者的較高者。就評估減值而言，資產按可分開識別現金流量(現金產生單位)的最低級別分組。倘非財務資產(商譽除外)出現減值，則會於各報告日檢討減值是否可予撥回。

2.9 財務資產

2.9.1 分類

本集團的財務資產分為貸款及應收款項。分類乃按購入財務資產之目的劃分。管理層於首次確認時釐定財務資產的分類。

貸款及應收款項為沒有在活躍市場報價且具備固定或可釐定付款的非衍生財務資產。此等款項計入流動資產，惟不包括現時或預期於報告期末後超過十二個月結算者。該等款項會列作非流動資產。本集團的貸款及應收款項由財務狀況表中「應收賬款及其他應收款項」、「初步期限超過三個月的定期存款」及「現金及現金等價物」(附註2.14及2.15)組成。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 3 to 5 years.

2.8 Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (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.

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for the amounts that are settled or expected to be settled more than 12 months after the end of the reporting period. These are classified as non-current assets. The Group's loans and receivables comprise 'trade and other receivables', 'term deposits with initial term of over three months' and 'cash and cash equivalents' in the statement of financial position (Notes 2.14 and 2.15).

2 主要會計政策概要 (續)**2.9 財務資產 (續)****2.9.2 確認及計量**

按一般方式買賣的財務資產於交易日(本集團承諾買賣資產的日期)確認。從該等投資收取現金流量的權利已到期或已轉讓，且本集團已轉移與擁有權相關的絕大部分風險及回報時，則會終止確認財務資產。貸款及應收款項乃其後使用實際利率法按攤銷成本列賬。

2.10 抵銷財務工具

當有法定可執行權力可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，財務資產與負債可互相抵銷，並在資產負債表報告其淨額。法定可執行權力不得依賴未來事件而定，而必須在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時可強制執行。

2.11 財務資產減值

就按攤銷成本列賬的財務資產而言，本集團於每個報告期末評估是否存在客觀證據證明某項財務資產或某組財務資產出現減值。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(「虧損事項」)，而該宗(或該等)虧損事項對該項或該組財務資產的估計未來現金流量構成的影響可以合理估計，有關的財務資產或該組財務資產才會出現減值及產生減值虧損。

減值跡象可包括一名或一組債務人正面臨重大財務困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到的數據顯示估計未來現金流量出現可計量的減少，例如欠款數目或出現與違約相關的經濟狀況變動。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.9 Financial assets (Continued)****2.9.2 Recognition and measurement**

Regular way purchases and sales of financial assets are recognised on the trade-date — the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.11 Impairment of financial assets

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

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

2 主要會計政策概要 (續)**2.11 財務資產減值 (續)**

就貸款及應收款項類別而言，虧損金額乃按資產賬面值與按財務資產原實際利率貼現的估計未來現金流量（不包括尚未產生的未來信貸虧損）現值間差額計量。資產的賬面值予以削減，而虧損金額則於綜合全面收益表內確認。在實際應用中，本集團可利用觀察所得的市場價格，按工具的公平值計量減值。

倘在往後期間減值虧損的數額減少，而此減少可客觀地聯繫至減值確認後才發生的事件（例如債務人的信貸評級有所改善），則之前已確認的減值虧損可在綜合全面收益表撥回。

2.12 存貨

存貨按成本與可變現淨值的較低者列賬。成本以加權平均法釐定。製成品及在製品的成本包括原材料、直接工資、其他直接成本及相關生產開支（根據正常營運產能），惟不包括借貸成本。可變現淨值指日常業務過程中的估計售價，減適用可變銷售開支。

2.13 發展中物業

發展中物業按成本與可變現淨值兩者的較低者入賬。可變現淨值乃參考日常業務中出售物業的銷售所得款項減相關可變銷售開支及完成估計開支，或由管理層基於當時市況估計而定。

物業發展成本包括土地使用權成本、建築成本、資本化融資成本及發展期間產生的相關開支。竣工後，有關物業轉撥至持作出售已竣工物業。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.11 Impairment of financial assets (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 recognised in the consolidated statement of comprehensive income. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

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

2.12 Inventories

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

2.13 Properties under development

Properties under development are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the sale proceeds of properties in the ordinary course of business, less applicable variable selling expenses and the anticipated costs to completion, or by management estimates based on prevailing marketing conditions.

Development cost of property comprises costs of land use rights, construction costs, capitalised finance costs and related expenses incurred during the development period. On completion, the properties are transferred to completed properties held for sale.

2 主要會計政策概要 (續)

2.13 發展中物業 (續)

發展中物業歸類為流動資產，除非有關物業開發項目的建築工程預期需要超過正常營運週期方可完成，則作別論。

2.14 應收賬款及其他應收款項

應收賬款為在日常業務中就所售出貨品應收客戶的款項。應收賬款及其他應收款項倘預期在一年或以內收回，將被分類為流動資產；否則分類為非流動資產。

應收賬款及其他應收款項初步按公平值確認，其後利用實際利率法按攤銷成本扣除減值撥備計量。

2.15 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金及銀行活期存款。

2.16 股本

普通股分類為權益。直接歸屬於發行新股份或期權的新增成本，在權益中列為所得款項減少(扣除稅項)。

2.17 應付賬款及其他應付款項

應付賬款為於日常業務過程中向供應商購入貨品或服務產生的付款責任。倘應付賬款的支付日期在一年或以內，則有關應付賬款會分類為流動負債，否則分類為非流動負債。

應付賬款初步按公平值確認，其後利用實際利率法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Properties under development (Continued)

Properties under development are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle.

2.14 Trade and other receivables

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

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

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand and deposits held at call with banks.

2.16 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.

2.17 Trade and other payables

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

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

2 主要會計政策概要 (續)

2.18 借貸

借貸初步按公平值並扣除產生的交易成本確認。借貸其後按攤銷成本列賬；所得款項(扣除交易成本)與贖回價值的任何差額採用實際利率法，於借貸期間在綜合全面收益表確認。

除非本集團有無條件權利將負債的結算遞延至報告期末後最少12個月，否則借貸分類為流動負債。

2.19 借貸成本

直接歸屬於收購、建造或生產合資格資產(指需經一段較長時間籌備方能作預定用途或出售的資產)的一般及專用借貸成本，計入該等資產之成本內，直至該等資產大致作其預定用途或出售為止。

在專用借貸撥作合資格資產支出前之暫時投資所賺取投資收入，應自合資格撥充資本的借貸成本中扣除。

所有其他借貸成本於其產生期間於綜合全面收益表中確認。

2.20 即期及遞延所得稅

期內的稅項支出包括即期及遞延稅項。稅項於綜合全面收益表內確認，惟與直接於權益中確認的項目有關者則除外。在此情況下，稅項亦直接於權益中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Borrowings

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

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

2.19 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the consolidated statement of comprehensive income in the period in which they are incurred.

2.20 Current and deferred income tax

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

2 主要會計政策概要 (續)

2.20 即期及遞延所得稅 (續)

(a) 即期所得稅

即期所得稅支出，根據本公司的附屬公司營運及產生應課稅收入所在國家於結算日已生效或實質生效的稅務法例計算。管理層就適用稅務規例有待詮釋的情況定期評估稅務申報的狀況，並在適用情況下根據預期須向有關稅務機關支付的稅款設定撥備。

(b) 遞延所得稅

內在基準差異

遞延所得稅乃採用負債法，就資產和負債的稅基與其在綜合財務狀況表賬面值間暫時差額予以確認。遞延所得稅乃以於結算日前已生效或實際生效的稅率（及稅法）並以預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用稅率釐定。

確認遞延所得稅資產以預期日後可能出現應課稅溢利用作抵銷暫時差額為限。

外在基準差異

本集團就於附屬公司的投資所產生暫時差額作出遞延所得稅撥備，惟本集團可控制撥回暫時差額的時間且暫時差額不大可能於可預見將來撥回的遞延所得稅負債除外。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Current and deferred income tax (Continued)

(a) Current income tax

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 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.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated statement of financial position. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

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

Outside basis differences

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, 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.

2 主要會計政策概要 (續)**2.20 即期及遞延所得稅 (續)****(c) 抵銷**

當有法定可執行權利將流動稅項資產與流動稅項負債抵銷，且遞延所得稅資產與負債涉及由同一稅務機關對有意以淨額基準結算所得稅結餘的應課稅實體或不同應課稅實體徵收的所得稅時，則遞延所得稅資產與負債可互相抵銷。

2.21 僱員福利 — 退休金責任

本集團為其所有香港僱員運作根據強制性公積金計劃條例設立的定額供款強制性公積金退休計劃（「退休金計劃」）。退休金計劃的供款按僱員基本薪金的特定百分比計算，並於根據退休金計劃規定應支付供款時，在綜合全面收益表扣除。退休金計劃的資產與本集團的資產分開持有，由獨立管理基金保管。本集團於支付供款後即無其他付款責任。

此外，根據中國的政府規例，本集團須按中國員工該年度的工資約7%至20%，就若干退休福利計劃供款，由地方市政府承擔本集團該等僱員的退休福利責任。就該等退休福利計劃作出的供款，於產生時在綜合全面收益表扣除。

2.22 撥備

當本集團因過往已發生的事件而產生現有法定或推定責任；很可能需要資源流出以償付責任，且金額已可靠估計時便會確認撥備。概不會就日後經營虧損確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.20 Current and deferred income tax (Continued)****(c) 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.

2.21 Employee benefits — pension obligation

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “Pension Scheme”) set up pursuant to the Mandatory Provident Fund Schemes Ordinance, for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the consolidated statement of comprehensive income as they become payable in accordance with the rules of the Pension Scheme. The assets of the Pension Scheme are held separately from those of the Group in an independently administrated fund. The Group has no further payment obligations once the contributions have been paid.

In addition, pursuant to the government regulations in the PRC, the Group is required to contribute an amount to certain retirement benefit schemes based on approximately 7% to 20% of the wages for the year of those employees in the PRC. The local municipal government undertakes to assume the retirement benefits obligations of those employees of the Group. Contributions to these retirement benefits schemes are charged to the consolidated statement of comprehensive income as incurred.

2.22 Provisions

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

2 主要會計政策概要 (續)**2.22 撥備 (續)**

倘有多項類似責任，則釐定需要流出資源償付的可能性時，整體考慮責任的類別。即使就同一責任類別所包含任何一個項目流出資源的可能性極低，仍須確認撥備。

撥備按照預期須償付有關責任開支的現值，採用稅前利率計量，該利率反映當時市場對金錢時間值及有關責任固有風險的評估。隨著時間過去而增加的撥備確認為利息開支。

2.23 收益確認

收益按已收或應收代價公平值計量，指所供應貨品的應收金額，扣除折扣、退貨及增值稅後列賬。本集團於收益金額能可靠計量；且日後經濟利益可能會流入實體；及下文所述本集團各項活動的特定準則獲達致時確認收益。本集團根據過往業績估計回報，並已計及客戶類別、交易類別及各項安排的細節。

(i) 貨品銷售 — 服裝供應鏈服務業務

本集團向多個全球知名品牌擁有人或代理提供廣泛的梭織衣服及針織產品。於貨品的風險及回報轉讓予批發商後，即通常於本集團的實體將產品交付予批發商，而批發商接納該等產品且並無可影響批發商接納該等產品的未履行責任的日期，即確認貨品銷售的收益。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**2.22 Provisions (Continued)**

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

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.

2.23 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 returns and value added taxes. The Group recognises 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 — Apparel Supply Chain Servicing Business

The Group manufactures and sells a wide range of woven wear and knitwear products to a number of owners or agents of global reputable brands. Revenue from the sales of goods is recognised when the risks and rewards of the goods have been transferred to the wholesaler, which is usually at the date when an entity of the Group has delivered products to the wholesaler, the wholesaler has accepted the products, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products.

2 主要會計政策概要 (續)

2.23 收益確認 (續)

(ii) 貨品銷售 — 服裝零售業務

本集團經營一連串銷售梭織衣服及針織產品的零售門店。貨品銷售於集團實體向自營零售門店客戶售出貨品時確認。本集團並無運作任何積分計劃。

(iii) 租金收入

租金收入乃按直線法於各租期內確認。

(iv) 利息收入

利息收入使用實際利率法確認。倘一項貸款及應收款項出現減值，本集團會將賬面值減至其可收回金額，即按該財務工具原實際利率貼現的估計日後現金流量，並持續轉回貼現為利息收入。已減值貸款及應收款項的利息收入，採用原實際利率確認。

(v) 股息收入

股息收入於收取付款的權利確立時確認。

2.24 租賃

凡擁有權的大部分風險及回報仍歸出租人所有的租賃，皆分類為經營租賃。根據經營租賃支付的款項(扣除出租人給予的任何優惠)，於租期內以直線法在綜合全面收益表確認。

本集團租賃若干物業、廠房及設備。凡本集團持有擁有權的絕大部分風險及回報的物業、廠房及設備租約，均分類為融資租賃。融資租賃在租約開始時按租賃物業的公平值及最低租賃付款現值兩者的較低者入賬。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition (Continued)

(ii) Sales of goods — Apparel Retail Business

The Group operates a chain of retail outlets for selling woven wear and knitwear products. Sales of goods are recognised when a Group entity sells a product to the customers of self-operated retail outlets. The Group does not operate any loyalty programmes.

(iii) Rental income

Rental income is recognised on a straight-line basis over the terms of the respective leases.

(iv) Interest income

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

(v) Dividend income

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

2.24 Leases

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

The Group leases certain property, plant and equipment. Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lease's commencement at the lower of the fair value of the leased property and the present value of the minimum lease payments.

2 主要會計政策概要 (續)

2.24 租賃 (續)

每項租金均分攤為負債及融資費用。相應租賃責任在扣除融資開支後計入其他長期應付款項內。財務成本的利息部分於租期內於綜合全面收益表扣除，使融資成本與每個期間的負債餘額達致常數定期利率。根據融資租賃取得的物業、廠房及設備於資產可使用年期及租期兩者的較短者內折舊。

2.25 股息分派

向本公司股東分派的股息，於股息獲本公司股東或董事批准（視適用情況而定）的期間內，於本集團及本公司的財務報表內確認為負債。

3 財務風險管理

(a) 財務風險因素

本集團經營活動面對各種財務風險：市場風險（包括貨幣風險、現金流量利率風險及公平值利率風險）、信貸風險及流動資金風險。本集團整體風險管理政策針對難以預測的金融市場，務求盡可能減低對本集團財務表現的潛在不利影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Leases (Continued)

Each lease payment is allocated between the liability and finance charges. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the consolidated statement of comprehensive income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease term.

2.25 Dividend distribution

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

3 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, cash flow interest rate risk and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3 財務風險管理(續)

(a) 財務風險因素(續)

(1) 市場風險

(i) 外匯風險

外匯風險來自未來的商業交易、已確認資產及負債以及海外業務淨投資。

如未來商業交易或已確認資產或負債並非以本集團實體的功能貨幣計值，即產生外匯風險。以人民幣(「人民幣」)作為其功能貨幣的集團公司所面臨外匯風險主要與港元有關。以港元作為其功能貨幣的集團公司所面臨外匯風險主要與人民幣有關。本集團透過密切監察外幣匯率變動以管理其外匯風險。

本集團於中國進行投資，該等投資的資產淨值面臨外幣換算風險。本集團投資資產淨值產生的貨幣風險主要透過中國境外派付股息管理。

於二零一五年十二月三十一日，倘人民幣兌港元貶值／升值1%，而所有其他變數維持不變，則年內除稅後溢利應減少／增加541,000港元(二零一四年：2,778,000港元)，主要由並非以實體功能貨幣計值的現金及現金等價物、應收賬款及其他應收款項以及應付賬款及其他應付款項的匯兌收益／虧損所致。同樣，對其他儲備權益造成的影響為減少／增加3,891,000港元(二零一四年：1,682,000港元)，主要由於以外幣換算中國資產淨值所致。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(1) Market risk

(i) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency. For group companies with Renminbi ("RMB") as their functional currency, foreign exchange risk arises primarily with respect of HK\$. For group companies with HK\$ as their functional currency, foreign exchange risk arises primarily with respect to RMB. The Group manages its foreign exchange risk by closely monitoring the movement of the foreign currency rates.

The Group has investments in the PRC, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's investments in the PRC is managed primarily through dividends paid outside the PRC.

At 31 December 2015, if RMB had weakened/strengthened by 1% against HK\$ with all other variables held constant, post-tax profit for the year would have been HK\$541,000 (2014: HK\$2,778,000) lower/higher, mainly as a result of foreign exchange gains/losses on translation of cash and cash equivalents, trade and other receivables and trade and other payables that are not denominated in the entity's functional currency. Similarly, the impact on equity of other reserves would have been HK\$3,891,000 (2014: HK\$1,682,000) lower/higher, mainly as a result of foreign currency translation on net assets in the PRC.

3 財務風險管理(續)

(a) 財務風險因素(續)

(1) 市場風險(續)

(ii) 現金流量及公平值利率風險

本集團面對的利率風險主要源自現金及銀行結餘以及借貸。固定利率現金及銀行結餘以及借貸導致本集團面臨公平值利率風險。浮動利率現金及銀行結餘以及借貸導致本集團面對現金流量利率風險。

於二零一五年及二零一四年十二月三十一日，本集團的現金及銀行結餘以及借貸按浮動利率持有。

本集團的借貸的利率及到期日於附註17披露。

管理層監察利率變動，以確保所承受利率風險處於可接受水平範圍內。

於二零一五年十二月三十一日，倘以港元計值借貸之利率上升／下降2.5個基點，而所有其他變數維持不變，則年內除稅後溢利會減少／增加223,000港元（二零一四年：640,000港元），主要由於浮息借貸之較高／較低利息開支所致。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(1) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk

The Group's exposure to interest rate risk arises mainly from cash and bank balances and borrowings. Cash and bank balances and borrowings at fixed rates expose the Group to fair value interest rate risk. Cash and bank balances and borrowings at variable rates expose the Group to cash flow interest rate risk.

As at 31 December 2015 and 2014, the Group's cash and bank balances and borrowings were held at variable rates.

The interest rates and maturities of the Group's borrowings are disclosed in Note 17.

Management monitors interest rate fluctuations to ensure that exposure to interest rate risk is within an acceptable level.

At 31 December 2015, if interest rates on Hong Kong dollar-denominated borrowings had been 2.5 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been HK\$223,000 (2014: HK\$640,000) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(2) 信貸風險

信貸風險來自現金及現金等價物、初步期限超過三個月的定期存款以及應收賬款及其他應收款項。上述各類財務資產的賬面值或未貼現面值(視適用情況而定)代表本集團就相應類別財務資產所承受最高信貸風險。

為管理此風險，存款均存入信譽良好的財務機構或由政府控制的財務機構。就服裝零售業務而言，向自營零售門店客戶作出的銷售，一般以現金或信用卡結算。就服裝供應鏈服務業務而言，本集團已定下政策確保貨品均售予知名及在財政實力、信用記錄方面均值得信賴的客戶，並在收取適當百分比的訂金後開始發貨。本集團亦設有其他監察程序，確保採取跟進行動追收逾期欠款。此外，本集團定期檢討向個別客戶授出的信貸限額及個別應收賬款的可收回金額，確保就無法收回的款項作出充足減值虧損撥備。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(2) Credit risk

Credit risk arises from cash and cash equivalents, term deposits with initial term of over three months and trade and other receivables. The carrying amounts or the undiscounted nominal amounts, where applicable, of each class of these financial assets represent the Group's maximum exposure to credit risk in relation to the corresponding class of financial assets.

To manage this risk, deposits are mainly placed with reputable financial institutions or with financial institutions which are controlled by the government. For Apparel Retail Business, sales made to customers of self-operated retail outlets are usually settled by cash or credit cards. For Apparel Supply Chain Servicing Business, the Group has policies in place to ensure that sales are made to reputable and credit-worthy customers with an appropriate financial strength, credit history and after receiving an appropriate percentage of down payments. It also has other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition the Group reviews regularly the authorisation of credit limits to individual customers and recoverable amount of individual trade receivables to ensure that adequate impairment losses are made for non-recoverable amounts.

3 財務風險管理(續)

(a) 財務風險因素(續)

(2) 信貸風險(續)

下表載列於二零一五年十二月三十一日具有或並無外界信貸評級的主要交易對方之銀行存款結餘：

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(2) Credit risk (Continued)

The table below shows the bank deposit balances of the major counterparties with or without external credit ratings as at 31 December 2015 as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
具有外界信貸評級的交易 對方*	Counterparties with external credit rating*		
A1	A1	31,017	38,812
A2	A2	63,652	45,150
Aa2	Aa2	165,099	281,841
Aa3	Aa3	2,408	2,684
Baa1	Baa1	5,764	55,163
Baa3	Baa3	27,247	10,272
		295,187	433,922
並無外界信貸評級的交易 對方	Counterparties without external credit rating		
鄉村地區的商業銀行	Commercial banks in rural areas	13,515	4,303
手頭現金	Cash on hand	367	312
初步期限超過三個月的 定期存款以及 現金及現金等價物	Term deposits with initial term of over three months and cash and cash equivalents	309,069	438,537

* 信貸評級的資料來源為穆迪

* This is sourced from Moody's

3 財務風險管理(續)

(a) 財務風險因素(續)

(2) 信貸風險(續)

本集團存在信貸風險集中的情況。五大客戶所佔銷貨額為1,175,690,000港元(二零一四年: 1,102,814,000港元)，佔本集團截至二零一五年十二月三十一日止年度的收益96.1%(二零一四年: 佔87.3%)，五大應收賬款結餘約為190,993,000港元(二零一四年: 141,807,000港元)，佔二零一五年十二月三十一日的應收賬款結餘總額92.5%(二零一四年: 佔88.6%)。本集團不斷密切監察尚欠應收款項結餘的收賬情況，盡量降低該信貸風險。

(3) 流動資金風險

審慎的流動資金風險管理意味需要維持充足現金及現金等價物以及透過足夠的信貸融資額度獲得備用資金。本集團以經營業務所得資金及銀行借貸提供所需營運資金。

下表根據綜合財務狀況表日期至合約到期日餘下期間劃分本集團之非衍生財務負債的有關到期組別分析。表中所披露金額均為合約未貼現現金流量。

具體而言，對於銀行可全權酌情隨時要求還款的銀行借貸，該分析乃根據實體須作出付款的最早期限(即倘貸款人行使其無條件權利即時催收借貸)列示現金流出。其他借貸之到期日分析乃根據計劃償還日期而編製。

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(2) Credit risk (Continued)

The Group has concentration of credit risk. Sales of goods to the top five customers constituted HK\$1,175,690,000, representing 96.1% of the Group's revenue for the year ended 31 December 2015 (2014: HK\$1,102,814,000, representing 87.3%). The top five trade receivable balances accounted for approximately HK\$190,993,000, representing 92.5% of the gross trade receivable balances as at 31 December 2015 (2014: HK\$141,807,000, representing 88.6%). Collections of outstanding receivable balances are closely monitored on an ongoing basis to minimise such credit risk.

(3) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities. The Group finances its working capital requirements through a combination of funds generated from operations and bank borrowings.

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period from the consolidated statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

Specifically, for bank borrowings which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the borrowings with immediate effect. The maturity analysis for other borrowings is prepared based on the scheduled repayment dates.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

3 財務風險管理(續)

(a) 財務風險因素(續)

(3) 流動資金風險(續)

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(3) Liquidity risk (Continued)

		可隨時 要求還款	少於一年	一年至兩年內	兩年至五年內	總計
		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一五年 十二月三十一日	At 31 December 2015					
銀行借貸	Bank borrowings	-	106,991	65,813	226,690	399,494
融資租賃負債	Finance lease liabilities	-	400	354	459	1,213
借貸利息款項 (附註)	Interest payments on borrowings (Note)	-	9,592	6,318	7,254	23,164
應付賬款及其他 應付款項*	Trade and other payables*	-	315,404	-	-	315,404
總計	Total	-	432,387	72,485	234,403	739,275
於二零一四年 十二月三十一日	At 31 December 2014					
可隨時要求還款的 銀行借貸	Bank borrowings subject to a repayment on demand clause	25,805	-	-	-	25,805
其他銀行借貸	Other bank borrowings	-	281,000	-	-	281,000
融資租賃負債	Finance lease liabilities	-	268	268	350	886
借貸利息款項 (附註)	Interest payments on borrowings (Note)	-	3,637	-	-	3,637
應付賬款及其他 應付款項*	Trade and other payables*	-	281,005	-	-	281,005
總計	Total	25,805	565,910	268	350	592,333

* 不包括客戶墊款、其他應付稅項及應付工資。

附註：銀行借貸利息乃根據於二零一五年及二零一四年十二月三十一日結欠的銀行借貸按適用利率計算至其各自的到期日止期間。

* Excluding advances from customers, other taxes payable and accrued payroll.

Note: The interest on bank borrowings is calculated by applying the applicable interest rates on borrowings held as at 31 December 2015 and 2014 over the period up to their respective maturity dates.

3 財務風險管理(續)

(b) 資本風險管理

本集團的資本管理政策旨在保障本集團按持續經營基準繼續營運的能力，以為股東帶來回報，並維持最佳的資本結構以減低資金成本。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東發還資本、發行新股或出售資產以減低債務。

本集團根據負債比率監察其資本，與行業慣例一致。此比率按照債務淨額除權益總額計算。債務淨額按綜合財務狀況表所示的借貸總額減現金及銀行結餘計算。

負債比率乃按下列方式計算：

3 FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated at net debt divided by total equity. Net debt is calculated as total borrowings as shown in the consolidated statement of financial position, less cash and bank balances.

The gearing ratio is calculated as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
借貸總額(附註17)	Total borrowings (Note 17)	400,634	307,645
減：現金及銀行結餘(附註13)	Less: cash and bank balances (Note 13)	(309,069)	(438,537)
債務淨額	Net debt	91,565	(130,892)
權益總額	Total equity	203,928	209,130
負債比率	Gearing ratio	44.9%	N/A

二零一五年負債比率上升主要由於就物業投資及發展業務融資作出額外借款所致。

The increase in the gearing ratio during 2015 resulted primarily from the additional borrowings to finance the Property Investment and Development Business.

3 財務風險管理(續)

(c) 公平值估計

本集團財務資產(包括應收賬款及其他應收款項、初步期限超過三個月的定期存款以及現金及現金等價物)及短期負債(包括應付賬款及其他應付款項及即期借貸)屬於短期性質，故賬面值與其公平值相若。

就披露而言之財務負債公平值乃透過按現行市場利率貼現未來合約現金流量估計，市場利率為本集團可就類似工具取得者。

4 主要會計估計及判斷

估計及判斷乃根據歷史經驗及其他因素(包括在該等情況合理相信會出現之日後事件)持續評估。

本集團對未來作出估計及假設。根據定義，所得會計估算極少與相關實際結果相同。可能導致下一個財政年度的資產及負債賬面值作出大幅調整的重大風險的估計及假設載列如下。

(i) 即期及遞延所得稅

釐定所得稅撥備時，需要作出重大判斷。日常業務中，可能出現多項涉及未能確切釐定最終稅項之交易及計算。倘該等事項之最終稅務結果有別於最初記錄，有關差額將影響作出決定期間之所得稅及遞延稅項撥備。

管理層認為可能有臨時差額或稅務虧損而可用以抵銷未來應課稅溢利時，則會確認有關該等臨時差額或稅務虧損的遞延稅項撥備。實際應用結果或有不同。

3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation

The carrying amount of the Group's financial assets, including trade and other receivables, term deposits with initial term of over three months and cash and cash equivalents, and short-term liabilities, including trade and other payables and current borrowings, approximate their fair values due to their short-term maturities.

The fair value of financial liabilities for disclosure purpose is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

4 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.

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 addressed below.

(i) Current and deferred income taxes

Significant judgment is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such difference will impact the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

4 主要會計估計及判斷 (續)

(ii) 存貨之可變現淨值

存貨之可變現淨值乃指日常業務中作出之估計售價減估計銷售開支。此等估計乃根據現行市況及銷售類似性質產品之過往經驗作出，可因本集團經營所在地之經濟狀況轉變、客戶喜好轉變及競爭對手對市況轉變作出之應對而出現重大變化。管理層於各報告日期重新評估此等估計。

(iii) 應收款項減值

本集團根據應收款項之可收回情況作出之評估，就應收款項減值作出撥備。倘出現顯示有關結餘可能無法收回之事件或情況變動，會就應收款項作出撥備。識別減值須運用判斷及估計。倘預算金額有別於原先估計，則有關差額將影響該估值出現變動期間應收款項之賬面值及應收款項減值撥備。

(iv) 非流動資產減值

倘出現顯示賬面值可能無法收回之事件或情況變動，本集團會就面對減值及攤銷之非流動資產進行減值檢討。管理層根據使用價值或售價淨額(參考市價)評估各項非流動資產之可收回金額，惟結果取決於資產之估計未來計劃而定。該等計算需要作出判斷及估計。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

(ii) Net realisable value of inventories

Net realisable 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 reporting date.

(iii) Impairment of receivables

The Group makes allowance for impairment of receivables based on an assessment of the recoverability of the receivables. Provisions are applied to the receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of the receivables and provision for impaired receivables in the period in which such estimate has been changed.

(iv) Impairment of non-current assets

The Group conducts impairment reviews of non-current assets that are subject to depreciation and amortisation 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.

5 收益及分部資料

(a) 收益

截至二零一五年及二零一四年十二月三十一日止年度的已確認收益如下：

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
服裝供應鏈服務業務	Apparel Supply Chain Servicing Business	1,215,943	1,211,987
服裝零售業務	Apparel Retail Business	7,888	51,613
物業投資及發展業務	Property Investment and Development Business	—	—
		1,223,831	1,263,600

(b) 分部資料

管理層審閱本集團內部報告以評估表現並分配資源。管理層根據由董事會主席審閱用以作出策略決定的內部報告而釐定經營分部。

管理層從產品及服務角度(包括服裝產品及投資開發物業)評估本集團的表現。就服裝產品而言，管理層分開考慮服裝供應鏈服務業務及服裝零售業務。管理層根據對經調整營運損益的計算評估營運分部的表現，誠如下表說明，經調整營運損益的計量方式於若干方面有別於綜合財務報表經營損益。其他收益／虧損 — 淨額、融資成本淨額及所得稅開支以集團形式管理，並未分配至經營分部。

5 REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue recognised during the year ended 31 December 2015 and 2014 is as follows:

(b) Segment information

Management reviews the Group's internal reporting in order to assess performance and allocate resource. Management has determined the operating segments based on the internal reports reviewed by the chairman of the Board that are used to make strategic decisions.

Management assesses the performance of the Group from a product and service perspective which included apparel products and property investment and development. For apparel products, management separately considered the Apparel Supply Chain Servicing Business and Apparel Retail Business. Management assesses the performance of the operating segments based on a measure of adjusted operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Other gains/losses — net, net finance costs and income tax expense are managed on a group basis and are not allocated to operating segments.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 收益及分部資料(續)

(b) 分部資料(續)

分部資產主要包括物業、廠房及設備、土地使用權、無形資產、存貨、發展中物業、應收賬款及其他應收款項、預付款項、現金及現金等價物以及初步期限超過三個月的定期存款，並不包括遞延所得稅資產。

分部負債包括經營負債，並不包括所得稅負債及未分配借貸。

截至二零一五年十二月三十一日止年度的分部業績：

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment information (Continued)

Segment assets consist primarily of property, plant and equipment, land use rights, intangible assets, inventories, properties under development, trade and other receivables, prepayments and cash and cash equivalents and term deposits with initial term of over three months. They exclude deferred income tax assets.

Segment liabilities comprise operating liabilities. They exclude income tax liability and unallocated borrowings.

The segment results for the year ended 31 December 2015:

		服裝供應鏈 服務業務 Apparel Supply Chain Servicing Business 千港元 HK\$'000	服裝 零售業務 Apparel Retail Business 千港元 HK\$'000	物業投資及 發展業務 Property Investment and Development Business 千港元 HK\$'000	總計 Total 千港元 HK\$'000
分部收益及來自外部 客戶的收益	Segment revenue and revenue from external customers	1,215,943	7,888	-	1,223,831
分部業績	Segment results	61,573	(18,392)	(4,226)	38,955
其他收益—淨額 融資成本淨額	Other gains—net Net finance costs				1,016 (4,736)
除所得稅前溢利 所得稅開支	Profit before income tax Income tax expense				35,235 (10,405)
年內溢利	Profit for the year				24,830

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 收益及分部資料(續)

(b) 分部資料(續)

計入綜合全面收益表的其他分部項目：

	服裝供應鏈 服務業務	服裝 零售業務	物業投資及 發展業務	總計	
	Apparel Supply Chain Servicing Business	Apparel Retail Business	Property Investment and Development Business	Total	
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
物業、廠房及設備折舊	Depreciation of property, plant and equipment	4,600	1,965	61	6,626
無形資產攤銷	Amortisation of intangible assets	244	11	-	255
土地使用權攤銷	Amortisation of land used rights	-	-	970	970
存貨減值撥回	Reversal for inventory impairment	(264)	-	-	(264)
呆賬撥備	Allowance for doubtful debts	2,797	1,158	-	3,955

於二零一五年十二月三十一日的分部資產及負債如下：

The segment assets and liabilities as at 31 December 2015 are as follows:

	服裝供應鏈 服務業務	服裝 零售業務	物業投資及 發展業務	未分配	總計	
	Apparel Supply Chain Servicing Business	Apparel Retail Business	Property Investment and Development Business	Unallocated	Total	
	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	
資產總值	Total assets	650,259	3,505	285,411	3,260	942,435
負債總額	Total liabilities	318,484	796	302,803	116,424	738,507

5 收益及分部資料(續)

(b) 分部資料(續)

截至二零一四年十二月三十一日止
年度的分部業績：

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(b) Segment information (Continued)

The segment results for the year ended 31 December 2014:

		服裝供應鏈 服務業務 Apparel Supply Chain Servicing Business 千港元 HK\$'000	服裝 零售業務 Apparel Retail Business 千港元 HK\$'000	物業投資及 發展業務 Property Investment and Development Business 千港元 HK\$'000	總計 Total 千港元 HK\$'000
分部收益	Segment revenue	1,212,000	51,613	–	1,263,613
分部間收益	Inter-segment revenue	(13)	–	–	(13)
來自外部客戶的收益	Revenue from external customers	1,211,987	51,613	–	1,263,600
分部業績	Segment results	64,773	(20,164)	(1,344)	43,265
其他虧損 — 淨額	Other losses — net				(2,266)
融資成本淨額	Net finance costs				(1,362)
除所得稅前溢利	Profit before income tax				39,637
所得稅開支	Income tax expense				(15,540)
年內溢利	Profit for the year				24,097

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5 收益及分部資料(續)

(b) 分部資料(續)

計入綜合全面收益表的其他分部項目：

		服裝供應鏈 服務業務	服裝 零售業務	物業投資及 發展業務	總計
		Apparel Supply Chain Servicing Business	Apparel Retail Business	Property Investment and Development Business	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
物業、廠房及設備折舊	Depreciation of property, plant and equipment	6,437	4,455	15	10,907
物業、廠房及設備減值	Impairment of property, plant and equipment	-	1,431	-	1,431
無形資產攤銷	Amortisation of intangible assets	288	622	-	910
無形資產減值	Impairment of an intangible asset	-	1,623	-	1,623
存貨減值撥備	Allowance for inventory impairment	2,774	-	-	2,774
呆賬撥備	Allowance for doubtful debts	-	620	-	620

於二零一四年十二月三十一日的分部資產及負債如下：

The segment assets and liabilities as at 31 December 2014 were as follows:

		服裝供應鏈 服務業務	服裝 零售業務	物業投資及 發展業務	未分配	總計
		Apparel Supply Chain Servicing Business	Apparel Retail Business	Property Investment and Development Business	Unallocated	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
資產總值	Total assets	780,150	28,545	9,034	1,831	819,560
負債總額	Total liabilities	286,918	9,555	-	313,957	610,430

5 收益及分部資料(續)

(c) 主要客戶資料

來自佔本集團收益10%或以上的主要客戶的收益載列如下：

5 REVENUE AND SEGMENT INFORMATION

(Continued)

(c) Information about major customers

Revenue from the major customers, whom amounted to 10% or more of the Group's revenue, is set out below:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
客戶A	Customer A	812,795	861,401
客戶B	Customer B	220,518	90,891

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6 物業、廠房及設備

6 PROPERTY, PLANT AND EQUIPMENT

		樓宇	租賃裝修	傢具及裝置	辦公室設備	機器	汽車	在建工程	總計
		Buildings	Leasehold improvements	Furniture and fixtures	Office equipment	Machinery	Motor vehicles	Construction work in progress	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
於二零一四年一月一日	At 1 January 2014								
成本	Cost	-	34,364	14,955	9,400	34,230	6,440	-	99,389
累計折舊	Accumulated depreciation	-	(20,269)	(9,505)	(7,890)	(22,162)	(5,309)	-	(65,135)
賬面淨值	Net book amount	-	14,095	5,450	1,510	12,068	1,131	-	34,254
截至二零一四年十二月三十一日止年度	Year ended 31 December 2014								
年初賬面淨值	Opening net book amount	-	14,095	5,450	1,510	12,068	1,131	-	34,254
添置	Additions	1,437	250	1,051	850	27	1,968	-	5,583
處置(附註28(b))	Disposals (Note 28(b))	-	(667)	(116)	(7)	-	(74)	-	(864)
折舊開支(附註28(a))	Depreciation charge (Notes 28(a))	(5)	(5,208)	(1,346)	(505)	(2,862)	(981)	-	(10,907)
減值(附註21及28(a))	Impairment (Notes 21 and 28(a))	-	(1,431)	-	-	-	-	-	(1,431)
年終賬面淨值	Closing net book amount	1,432	7,039	5,039	1,848	9,233	2,044	-	26,635
於二零一四年十二月三十一日	At 31 December 2014								
成本	Cost	1,437	24,458	8,865	8,414	33,683	6,646	-	83,503
累計折舊	Accumulated depreciation	(5)	(15,988)	(3,826)	(6,566)	(24,450)	(4,602)	-	(55,437)
累計減值	Accumulated impairment	-	(1,431)	-	-	-	-	-	(1,431)
賬面淨值	Net book amount	1,432	7,039	5,039	1,848	9,233	2,044	-	26,635
截至二零一五年十二月三十一日止年度	Year ended 31 December 2015								
年初賬面淨值	Opening net book amount	1,432	7,039	5,039	1,848	9,233	2,044	-	26,635
匯兌差額	Exchange differences	(82)	(351)	(222)	(89)	(472)	(79)	(1,332)	(2,627)
添置	Additions	-	306	-	496	325	1,768	33,067	35,962
處置(附註28(b))	Disposals (Note 28(b))	-	-	-	(24)	(2)	(94)	-	(120)
折舊開支(附註28(a))	Depreciation charge (Notes 28(a))	(64)	(1,696)	(1,653)	(619)	(1,889)	(705)	-	(6,626)
年終賬面淨值	Closing net book amount	1,286	5,298	3,164	1,612	7,195	2,934	31,735	53,224
於二零一五年十二月三十一日	At 31 December 2015								
成本	Cost	1,353	17,383	8,401	7,793	32,270	7,758	31,735	106,693
累計折舊	Accumulated depreciation	(67)	(12,085)	(5,237)	(6,181)	(25,075)	(4,824)	-	(53,469)
賬面淨值	Net book amount	1,286	5,298	3,164	1,612	7,195	2,934	31,735	53,224

6 物業、廠房及設備(續)

- (a) 於綜合全面收益表扣除的折舊開支如下：

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
銷售成本	Cost of sales	3,268	4,764
銷售開支	Selling expenses	2,287	3,680
行政開支	Administrative expenses	1,071	2,463
		6,626	10,907

- (b) 於二零一五年十二月三十一日的在建工程包括於中國建築的辦公大樓。於年內，本集團將合資格資產的借貸成本約775,000港元(二零一四年：無)資本化。借貸成本按其專用借貸的加權平均利率4.02%撥充資本。

- (c) 汽車包括下列本集團作為融資租賃之承租人有關之金額：

6 PROPERTY, PLANT AND EQUIPMENT (Continued)

- (a) Depreciation expense has been charged to the consolidated statement of comprehensive income as follows:

- (b) Construction work in progress as at 31 December 2015 comprises office buildings being constructed in the PRC. During the year, the Group capitalised borrowing costs amounting to approximately HK\$775,000 (2014: Nil) on qualifying assets. Borrowing costs were capitalised at the weighted average rate of its specific borrowings of 4.02%.

- (c) Motor vehicles include the following amounts where the Group is a lessee under a finance lease:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
成本 — 融資租賃資本化	Cost — capitalised finance leases	1,751	1,118
累計折舊	Accumulated depreciation	(388)	(164)
		1,363	954

本集團根據不可撤銷經營租賃協議租用多部汽車。租期介乎四至五年。租期屆滿後，資產擁有權歸於本集團。

The Group leases various motor vehicles under non-cancellable finance lease agreements. The lease terms are between 4 and 5 years. After the lease term, the ownership of the assets lies within the Group.

7 無形資產

7 INTANGIBLE ASSETS

		電腦軟件 Computer software 千港元 HK\$'000	分銷權 Distribution right 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一四年一月一日	At 1 January 2014			
成本	Cost	1,622	2,060	3,682
累計攤銷	Accumulated amortisation	(253)	(25)	(278)
賬面淨值	Net book amount	1,369	2,035	3,404
截至二零一四年十二月三十一日止年度	Year ended 31 December 2014			
年初賬面淨值	Opening net book amount	1,369	2,035	3,404
添置	Addition	911	–	911
攤銷	Amortisation	(498)	(412)	(910)
減值(附註21及28(a))	Impairment (Notes 21 and 28(a))	–	(1,623)	(1,623)
年終賬面淨值	Closing net book amount	1,782	–	1,782
於二零一四年十二月三十一日	At 31 December 2014			
成本	Cost	2,533	2,060	4,593
累計攤銷	Accumulated amortisation	(751)	(437)	(1,188)
累計減值	Accumulated impairment	–	(1,623)	(1,623)
賬面淨值	Net book amount	1,782	–	1,782
截至二零一五年十二月三十一日止年度	Year ended 31 December 2015			
年初賬面淨值	Opening net book amount	1,782	–	1,782
匯兌差額	Exchange difference	(93)	–	(93)
添置	Addition	10	–	10
攤銷	Amortisation	(255)	–	(255)
年終賬面淨值	Closing net book amount	1,444	–	1,444
於二零一五年十二月三十一日	At 31 December 2015			
成本	Cost	2,384	–	2,384
累計攤銷	Accumulated amortisation	(940)	–	(940)
賬面淨值	Net book amount	1,444	–	1,444

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8 土地使用權

8 LAND USE RIGHTS

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
年初	At beginning of year	-	-
添置	Additions	105,302	-
轉撥至發展中物業	Transfer to properties under development	(27,962)	-
匯兌差額	Exchange difference	(3,153)	-
攤銷	Amortisation	(970)	-
年終的賬面淨值	Net book amount at ending of year	73,217	-

9 存貨

9 INVENTORIES

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
原材料	Raw materials	28,177	32,014
在製品	Work in progress	18,407	40,409
製成品	Finished goods	48,796	59,057
		95,380	131,480
減：存貨減值撥備	Less: provision for impairment of inventories	(3,781)	(5,660)
		91,599	125,820

已確認為開支並計入「銷售成本」的存貨成本為1,046,106,000港元(二零一四年：1,102,689,000港元)。

The cost of inventories recognised as expense and included in "cost of sales" amounted to HK\$1,046,106,000 (2014: HK\$1,102,689,000).

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10 發展中物業

10 PROPERTIES UNDER DEVELOPMENT

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
建築成本及已資本化開支	Construction costs and capitalised expenditures	123,781	—
土地使用權	Land use rights	26,807	—
已資本化的融資成本	Financed costs capitalised	3,099	—
		153,687	—

截至二零一五年十二月三十一日止年度，
借貸成本的資本化比率為4.02%。

The capitalisation rate of borrowing costs for the year ended 31
December 2015 is 4.02% .

11 應收賬款及其他應收款項

11 TRADE AND OTHER RECEIVABLES

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
應收賬款	Trade receivables		
— 應收第三方款項	— due from third parties	206,546	159,982
其他應收款項	Other receivables		
— 應收第三方款項	— due from third parties	23,596	36,800
		230,142	196,782
減：減值撥備	Less: provision for impairment		
— 應收賬款	— Trade receivables	(1,414)	(620)
— 其他應收款項	— Other receivables	(364)	—
		228,364	196,162

11 應收賬款及其他應收款項 (續)

本集團一般向供應鏈服務業務的客戶提供30至90日的信貸期。就服裝零售業務而言，於自營零售門店購物的客戶一般於購物時以現金或信用卡付款；合作夥伴須每月透過銀行轉賬結清其付款。於二零一五年及二零一四年十二月三十一日應收賬款按發票日期的賬齡分析如下：

11 TRADE AND OTHER RECEIVABLES (Continued)

For Supply Chain Servicing Business: credit terms granted to customers by the Group are usually 30 to 90 days. For Apparel Retail Business: consumers who purchase from self-operated retail outlets usually pay at the time of purchase by cash or credit card. Cooperative partners are required to settle payment through bank transfer on a monthly basis. The aging analysis of trade receivables as at 31 December 2015 and 2014 based on invoice date is as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
零至30日	0-30 days	138,016	106,010
31至90日	31-90 days	58,491	44,599
91至180日	91-180 days	7,888	5,176
超過180日	Over 180 days	2,151	4,197
		206,546	159,982

於二零一五年及二零一四年十二月三十一日，本集團的應收賬款主要來自信貸記錄良好及拖欠比率較低的客戶。

As at 31 December 2015 and 2014, the Group's trade receivables were mainly due from customers with good credit history and low default rate.

於二零一五年十二月三十一日，已逾期但並無減值的應收賬款為8,625,000港元(二零一四年十二月三十一日：8,917,000港元)。此等應收賬款涉及多個近期並無拖欠記錄的獨立客戶。此等應收賬款的賬齡分析如下：

As at 31 December 2015, trade receivables of HK\$8,625,000 (31 December 2014: HK\$8,917,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The aging analysis of these trade receivables is as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
91至180日	91-180 days	7,888	5,016
超過180日	Over 180 days	737	3,901
		8,625	8,917

11 應收賬款及其他應收款項 (續)

於二零一五年十二月三十一日，已減值的應收賬款為1,414,000港元(二零一四年十二月三十一日：620,000港元)。於二零一五年十二月三十一日的撥備金額為1,414,000港元(二零一四年十二月三十一日：620,000港元)。此等應收款項的賬齡分析如下：

11 TRADE AND OTHER RECEIVABLES (Continued)

As at 31 December 2015, trade receivables of HK\$1,414,000 (31 December 2014: HK\$620,000) were impaired. The amount of the provision was HK\$1,414,000 as at 31 December 2015 (31 December 2014: HK\$620,000). The aging of these receivables is as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
31至90日	31-90 days	-	164
91至180日	91-180 days	-	160
超過180日	Over 180 days	1,414	296
總計	Total	1,414	620

於二零一五年十二月三十一日，就租用若干自營零售門店的按金364,000港元(二零一四年十二月三十一日：無)預期無法收回。已於二零一五年十二月三十一日作出其他應收款項撥備364,000港元(二零一四年十二月三十一日：無)。該等應收款項的賬齡超過180日。

As at 31 December 2015, deposits for rental of certain self-operated retail outlets of HK\$364,000 (31 December 2014: Nil) were not expected to be collected. The amount of provision for other receivables of HK\$364,000 was provided as at 31 December 2015 (31 December 2014: Nil). The aging of these receivables is over 180 days.

本集團的應收賬款及其他應收款項賬面值以下列貨幣計值：

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
人民幣	RMB	169,795	135,844
港元	HK\$	59,823	46,605
其他貨幣	Other currencies	524	14,333
		230,142	196,782

11 應收賬款及其他應收款項 (續)

應收款項減值撥備的變動如下：

11 TRADE AND OTHER RECEIVABLES (Continued)

Movements of the provision for impairment of receivables are as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
年初	Beginning of year	620	2,268
呆賬撥備 (附註21)	Allowance for doubtful debts (Note 21)	3,955	620
年內撇銷不可收回之應收款項	Receivables written-off during the year as uncollectible	(2,797)	(2,268)
年終	End of year	1,778	620

12 預付款項

12 PREPAYMENTS

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
非流動	Non-current		
預付物業、廠房及設備	Prepayments for property, plant and equipment	-	2,368
流動	Current		
預付原材料採購、加工費、消耗品及保險	Prepayments for purchases of raw materials, processing fee, consumables and insurance	28,571	26,425
		28,571	28,793

13 銀行及現金結餘

13 BANK AND CASH BALANCES

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
現金及現金等價物	Cash and cash equivalents	309,069	413,185
初始期限超過三個月的定期存款	Term deposits with initial term of over three months	-	25,352
		309,069	438,537

本集團的銀行及現金結餘以下列貨幣計值：

The Group's bank and cash balances are denominated in the following currencies:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
港元	HK\$	192,868	128,480
人民幣	RMB	113,430	304,629
美元(「美元」)	United States dollar ("USD")	2,713	5,357
其他貨幣	Other currencies	58	71
		309,069	438,537

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14 股本及股份溢價

發行及繳足的普通股如下：

		普通股數目 Number of ordinary shares	普通股 Ordinary shares 千港元 HK\$'000	股份溢價 Share premium 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零一四年十二月三十一日	At 31 December 2014	600,000,000	60,000	53,441	113,441
於二零一五年十二月三十一日	At 31 December 2015	600,000,000	60,000	53,441	113,441

附註：於二零一五年十二月三十一日，法定普通股總數為1,200,000,000股（二零一四年：1,200,000,000股），每股面值為0.1港元（二零一四年：每股0.1港元）。

14 SHARE CAPITAL AND SHARE PREMIUM

Ordinary share issued and fully paid, are as follows:

Note: The total authorised number of ordinary shares as at 31 December 2015 is 1,200,000,000 shares (2014: 1,200,000,000 shares) with a par value of HK\$0.1 per share (2014: HK\$0.1 per share).

15 其他儲備

		匯兌儲備 Exchange reserves 千港元 HK\$'000	法定儲備 Statutory reserves 千港元 HK\$'000 (附註(a)) (Note (a))	合併儲備 Merger Reserves 千港元 HK\$'000 (附註(b)) (Note (b))	資本儲備 Capital reserves 千港元 HK\$'000	儲備總額 Total reserves 千港元 HK\$'000
於二零一四年一月一日	At 1 January 2014	20,174	7,950	2,957	(88)	30,993
匯兌差額	Currency translation difference	(904)	-	-	-	(904)
提存法定儲備	Appropriation to statutory reserves	-	2,309	-	-	2,309
於二零一四年十二月三十一日	At 31 December 2014	19,270	10,259	2,957	(88)	32,398
匯兌差額	Currency translation difference	(22,832)	-	-	-	(22,832)
提存法定儲備	Appropriation to statutory reserves	-	1,338	-	-	1,338
於二零一五年十二月三十一日	At 31 December 2015	(3,562)	11,597	2,957	(88)	10,904

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15 其他儲備(續)

附註：

(a) 法定儲備

根據中國規例及中國公司的組織章程細則，本集團的中國公司須於抵銷往年的累計虧損後及向股東作出溢利分派前，將純利分配至法定儲備金。分配至上述基金的溢利百分比由中國公司的董事會釐定。

本集團主要中國附屬公司將根據中國公認會計原則編製的賬目所示純利10%撥至法定儲備金，直至該儲備金達到註冊資本50%。法定儲備提撥須於向權益持有人分派股息前作出。

(b) 合併儲備

本集團的合併儲備為根據重組所收購附屬公司股本與就換取上述股本所發行本公司股本面值的差額。

15 OTHER RESERVES (Continued)

Notes:

(a) Statutory reserves

In accordance with PRC regulations and the Articles of Association of the PRC companies, the PRC companies in the Group are required to make appropriations from net profits to the statutory reserves, after offsetting accumulated losses from prior years, and before profit distributions are made to shareholders. The percentages of profits to be appropriated to the above funds are determined by the board of directors of the PRC companies.

The principal PRC subsidiaries of the Group appropriates 10% of their net profit as shown in the accounts prepared under PRC generally accepted accounting principles to statutory reserves, until the reserves reach 50% of the registered capital. Appropriation of the statutory reserves must be made before distribution of dividends to equity holders.

(b) Merger reserve

Merger reserves of the Group represented the difference between the share capital of the subsidiaries acquired pursuant to the reorganisation over the nominal value of the share capital of the Company issued in exchange thereof.

16 應付賬款及其他應付款項

16 TRADE AND OTHER PAYABLES

		於十二月三十一日	
		As at 31 December	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
		HK\$'000	HK\$'000
應付賬款 — 應付第三方款項	Trade payables — due to third parties	215,509	182,270
應付工程款項	Construction payables	10,158	—
客戶墊款	Advances from customers	553	186
其他應付稅項	Other taxes payable	3,327	4,685
已收訂金	Deposits received	—	1,083
應付票據(附註(i))	Bill payables (note (i))	81,515	88,325
其他應付款項	Other payables	7,355	9,247
應計工資	Accrued payroll	10,296	10,597
應付關連方款項(附註30(b))	Due to related parties (Note 30(b))	867	80
		329,580	296,473

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16 應付賬款及其他應付款項 (續)

附註：

- (i) 應付票據由本集團內之公司作擔保。應付票據一般需自發行日期起計三個月內償還。
- (ii) 本集團主要供應商授出的信貸期介乎30至90日。應付賬款的賬齡分析如下：

16 TRADE AND OTHER PAYABLES (Continued)

Notes:

- (i) The bill payables were guaranteed by companies within the Group. The bill payables are usually settled within three months from the date of issue.
- (ii) The credit period granted by the Group's principal suppliers ranges from 30 to 90 days. Aging analysis of trade payables is as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
零至30日	0-30 days	142,179	129,919
31至90日	31-90 days	65,688	40,203
91至180日	91-180 days	3,415	5,893
超過180日	Over 180 days	4,227	6,255
		215,509	182,270

- (iii) 應付賬款及其他應付款項的賬面值與其公平值相若，並以下列貨幣列值：

- (iii) The carrying amounts of trade and other payables approximated their fair values and are denominated in the following currencies:

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
人民幣	RMB	206,858	169,920
港元	HK\$	121,517	117,724
其他貨幣	Other currencies	1,205	8,829
		329,580	296,473

17 借貸

17 BORROWINGS

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
非流動	Non-current		
銀行借貸	Bank borrowings	292,503	–
融資租賃負債	Finance lease liabilities	774	596
		293,277	596
流動	Current		
於一年內到期償還之 部分銀行借貸	Portion of borrowings from banks due for repayment within one year	106,991	300,814
於一年後到期償還之部分銀行 借貸(當中包含須按要求償還 之條款)	Portion of borrowings from banks due for repayment after one year which contain a repayment on demand clause	–	5,991
銀行借貸	Bank borrowings	106,991	306,805
融資租賃負債	Finance lease liabilities	366	244
		107,357	307,049
借貸總額	Total borrowings	400,634	307,645
指：	Representing:		
銀行借貸(附註(a))	Bank borrowings (Note (a))	399,494	306,805
融資租賃負債(附註(b))	Finance lease liabilities (Note (b))	1,140	840
借貸總額	Total borrowings	400,634	307,645

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17 借貸(續)

附註：

(a) 銀行借貸

- (i) 於二零一五年十二月三十一日，本集團借貸須按以下年期還款：

		於十二月三十一日	
		As at 31 December	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
		HK\$'000	HK\$'000
於一年內到期	Within one year	106,991	300,814
於一年後到期償還之銀行借貸(*)	Bank borrowings due for repayment after one year (*)		
一年以上但不超過兩年	More than 1 year but not exceeding 2 years	65,813	5,991
兩年以上但不超過五年	More than 2 years but not exceeding 5 years	226,690	-
		399,494	306,805

* 於二零一四年十二月三十一日該借貸乃根據貸款協議所載預訂還款日期所計算，並無計入任何可隨時要求還款條款之影響。

- (ii) 於二零一五年十二月三十一日的加權平均實際年利率為3.57%(二零一四年：1.95%)。
- (iii) 銀行借貸由本集團內之公司作擔保。
- (iv) 本集團銀行借貸的利率變動風險以及合約重新定價日均為一年內。
- (v) 本集團的銀行借貸賬面值全部均以港元列值。
- (vi) 所有借貸乃按浮動利率計息。

17 BORROWINGS (Continued)

Notes:

(a) Bank borrowings

- (i) As at 31 December 2015, the Group's borrowings were repayable as follows:

* The amounts as at 31 December 2014 due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

- (ii) The weighted average effective interest rate (per annum) at 31 December 2015 was 3.57% (2014: 1.95%).
- (iii) The bank borrowings were guaranteed by companies within the Group.
- (iv) The exposure of the Group's bank borrowings to interest rate changes and the contractual repricing dates were all within one year.
- (v) The carrying amounts of the Group's bank borrowings were all denominated in HK\$.
- (vi) All the borrowings are at variable interest.

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17 借貸(續)

附註：(續)

(b) 融資租賃負債

由於租賃資產的權利將於出現違約事件時退還予出租人，故租賃負債已獲有效擔保。

17 BORROWINGS (Continued)

Notes: (Continued)

(b) Finance lease liabilities

Lease liabilities are effectively secured as the rights to the leased asset would be reverted to the lessor in the event of default.

		於十二月三十一日	
		As at 31 December	
		二零一五年	二零一四年
		2015	2014
		千港元	千港元
		HK\$'000	HK\$'000
融資租賃負債總額	Gross finance lease liabilities		
— 最低租賃付款	— minimum lease payments		
一年內	No later than 1 year	400	268
一年以上但不超過五年	Later than 1 year and no later than 5 years	813	618
		1,213	886
融資租賃的未來租賃開支	Future finance charges on finance leases	(73)	(46)
融資租賃負債之現值	Present value of finance lease liabilities	1,140	840
融資租賃負債之現值如下：	The present value of finance lease liabilities is as follows:		
一年內	No later than 1 year	366	244
一年以上但不超過五年	Later than 1 year and no later than 5 years	774	596
		1,140	840

18 遞延所得稅資產

遞延稅項資產的分析如下：

18 DEFERRED INCOME TAX ASSETS

The analysis of deferred tax assets is as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
遞延稅項資產：	Deferred tax assets:		
— 12個月內收回的遞延稅項資產	— deferred tax assets to be recovered within 12 months	2,253	1,577
— 12個月後收回的遞延稅項資產	— deferred tax assets to be recovered after 12 months	1,007	254
		3,260	1,831

遞延所得稅賬目的變動如下：

The movement on the deferred income tax account is as follows:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
年初	At beginning of year	1,831	4,527
於綜合全面收益表計入／(扣除) (附註24)	Credited/(charged) to the consolidated statement of comprehensive income (Note 24)	1,429	(2,696)
年終	At ending of year	3,260	1,831

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18 遞延所得稅資產 (續)

遞延所得稅資產的變動如下：

18 DEFERRED INCOME TAX ASSETS (Continued)

The movements in deferred income tax assets are as follows:

遞延稅項資產	Deferred tax assets	壞賬撥備 Bad debt allowance	存貨減值撥備 Inventory impairment allowance	稅項虧損 Tax losses	其他撥備 Other provisions	減速稅項 拆舊 Decelerated tax depreciation	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一四年一月一日	At 1 January 2014	111	250	3,125	757	284	4,527
於綜合全面收益表 (扣除)/計入	(Charged)/credited to the consolidated statement of comprehensive income	(111)	694	(3,125)	(124)	(30)	(2,696)
於二零一四年十二月 三十一日	At 31 December 2014	-	944	-	633	254	1,831
於二零一五年一月一日	At 1 January 2015	-	944	-	633	254	1,831
於綜合全面收益表 (扣除)/計入	(Charged)/credited to the consolidated statement of comprehensive income	-	(63)	1,552	(37)	(23)	1,429
於二零一五年十二月 三十一日	At 31 December 2015	-	881	1,552	596	231	3,260

倘可能透過未來應課稅溢利變現相關稅務優惠，則可就結轉稅務虧損確認遞延所得稅資產。本集團並無就可結轉以抵銷未來稅務收入的稅項虧損70,148,000港元(二零一四年：62,903,000港元)確認遞延所得稅資產17,476,000港元(二零一四年：16,234,000港元)。稅務虧損69,428,000港元(二零一四年：62,203,000港元)將於自二零一五年十二月三十一日起五年內到期，而剩餘稅務虧損則可無限期結轉。

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$17,476,000 (2014: HK\$16,234,000) in respect of tax losses amounting to HK\$70,148,000 (2014: HK\$62,903,000) that can be carried forward to offset against future taxable income. Tax losses amounting to HK\$69,428,000 (2014: HK\$62,203,000) will expire within 5 years from 31 December 2015, and the remaining tax losses can be carried forward indefinitely.

19 其他收入

19 OTHER INCOME

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
來自承包商的租金收入	Rental income from subcontractors	945	1,276

20 其他收益／(虧損) — 淨額

20 OTHER GAINS/(LOSSES) — NET

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
出售物業、廠房及設備的 收益／(虧損)(附註28(a)及(b))	Gain/(loss) on disposal of property, plant and equipment (Notes 28(a) and (b))	32	(713)
外匯虧損淨額(附註28(a))	Net foreign exchange loss (Note 28(a))	(326)	(1,544)
撇銷應付賬款	Written off of trade payables	1,246	—
其他	Others	64	(9)
		1,016	(2,266)

21 按性質劃分開支

包括在銷售成本、銷售開支及行政開支內的開支分析如下：

21 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses and administrative expenses were analysed as follows:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
製成品及在製品存貨變動	Changes in inventories of finished goods and work in progress	32,263	(204)
所用原材料及消耗品、 已付加工費及採購商品	Raw materials and consumables used, processing fee paid and merchandise purchased	1,013,843	1,042,466
僱員福利開支(附註22)	Employee benefit expenses (Note 22)	65,540	75,011
租金開支	Rental expenses	11,307	28,269
運輸開支	Transportation expenses	9,275	17,543
折舊及攤銷	Depreciation and amortisation	7,851	11,817
出差開支	Travelling expenses	6,265	7,060
宣傳開支	Promotion expenses	1,874	1,014
存貨減值(撥回)/撥備	(Reversal)/allowance for inventory impairment	(264)	2,774
維修及保養開支	Repairs and maintenance expenses	540	1,152
核數師酬金	Auditors' remuneration		
— 審核服務	— Audit service	1,907	1,848
— 非審核服務	— Non-audit service	839	—
水電費	Utilities	3,316	3,662
應酬開支	Entertainment expenses	5,207	4,805
呆賬撥備(附註11)	Allowance for doubtful debts (Note 11)	3,955	620
專業服務費	Professional service fees	5,136	4,345
銀行收費	Bank charges	965	1,631
物業、廠房及設備減值 (附註6)	Impairment of property, plant and equipment (Note 6)	—	1,431
無形資產減值(附註7)	Impairment of an intangible asset (Note 7)	—	1,623
提早終止租賃協議的罰款	Penalty for early termination of the rental agreements	5,283	—
其他	Others	10,719	14,744
銷售成本、銷售開支及 行政開支總額	Total cost of sales, selling expenses and administrative expenses	1,185,821	1,221,611

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22 僱員福利開支

22 EMPLOYEE BENEFIT EXPENSES

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
工資、薪金及花紅	Wages, salaries and bonuses	44,556	52,104
董事及高級管理層薪酬	Directors' and senior management's emoluments	14,901	16,567
社會保障成本	Social security costs	2,302	3,389
福利及津貼	Welfare and allowances	3,781	2,951
		65,540	75,011

截至二零一五年十二月三十一日止年度，本集團五名最高薪人士包括四名董事（二零一四年：四名），其酬金已載於附註32呈列的分析。於截至二零一五年及二零一四年十二月三十一日止年度支付其餘一名（二零一四年：一名）人士的酬金如下：

During the year ended 31 December 2015, the five individuals whose emoluments were the highest in the Group included 4 directors (2014: 4), whose emoluments were reflected in the analysis presented in Note 32. The emoluments payable to the remaining 1 individual (2014: 1) during the year ended 31 December 2015 and 2014 were as follows:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
基本薪金、其他津貼 以及實物福利	Basic salaries, other allowances and benefits in kind	1,005	800
僱主向退休計劃供款	Employer's contribution to pension scheme	18	17
		1,023	817

截至二零一五年十二月三十一日止年度，本集團概無亦毋須向上述人士支付任何款項，作為吸引彼等加入本集團或加入本集團時的獎勵，或作為離職補償（二零一四年：無）。

No amount was paid during the year ended 31 December 2015 or payable by the Group to the above individual as an inducement to join or upon joining the Group or as compensation for loss of office (2014: Nil).

22 僱員福利開支(續)

上述人士的酬金介乎以下範圍：

22 EMPLOYEE BENEFIT EXPENSES (Continued)

The emoluments of the above individual fell within the following bands:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		人數 Number	人數 Number
酬金範圍	Emolument bands		
零至 1,000,000 港元	Nil-HK\$1,000,000	-	1
1,000,001 港元至 1,500,000 港元	HK\$1,000,001-HK\$1,500,000	1	-

23 財務收入及成本

23 FINANCE INCOME AND COSTS

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
融資成本	Finance costs		
— 銀行借貸的利息開支	— Interest expense on bank borrowings	(12,933)	(7,162)
減：合資格資產資本化 金額	Less: amounts capitalised on qualifying assets	3,874	-
		(9,059)	(7,162)
— 融資租賃	— Finance leases	(33)	(37)
— 匯兌虧損	— Exchange loss	(1,770)	-
總計(附註28(a))	Total (Note 28(a))	(10,862)	(7,199)
財務收入	Finance income		
— 短期銀行存款的利息收入 (附註28(a))	— Interest income on short-term bank deposits (Note 28(a))	6,126	5,818
— 匯兌收益	— Exchange gain	-	19
總計	Total	6,126	5,837
融資成本淨額	Net finance costs	(4,736)	(1,362)

24 所得稅開支

24 INCOME TAX EXPENSE

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
即期所得稅	Current income tax		
— 中國企業所得稅	— PRC corporate income tax	6,694	6,037
— 香港利得稅	— Hong Kong profits tax	4,269	6,236
		10,963	12,273
遞延稅項(附註18)	Deferred tax (Note 18)	(1,429)	2,696
企業所得稅	Corporate income tax	9,534	14,969
預扣稅	Withholding tax	871	571
所得稅開支	Income tax expense	10,405	15,540

本集團除稅前溢利的稅項有別於採用適用於各司法權區的集團實體溢利的加權平均稅率計算的理論金額，詳情如下：

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the Group's entities in the respective jurisdictions as follows:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
除所得稅前溢利	Profit before income tax	35,235	39,637
按適用於各司法權區的集團 實體溢利的稅率計算的稅項	Tax calculated at rates applicable to profits of the Group's entities in the respective jurisdictions	5,597	6,990
並無確認遞延所得稅資產 的稅項虧損	Tax loss for which no deferred income tax asset was recognised	3,411	8,393
毋須納稅的收入	Income not subject to tax	(890)	(759)
不可扣稅開支	Expenses not deductible for tax purposes	1,416	345
預扣稅	Withholding tax	871	571
稅項開支	Tax charge	10,405	15,540

24 所得稅開支(續)

- (i) 開曼群島利得稅**
本公司毋須繳納任何開曼群島稅項。
- (ii) 香港利得稅**
截至二零一五年十二月三十一日止年度，香港利得稅乃就估計應課稅溢利按稅率16.5%(二零一四年：16.5%)撥備。
- (iii) 中國企業所得稅(「企業所得稅」)**
本集團旗下於中國註冊成立的實體企業所得稅乃就應課稅溢利按稅率25%撥備。
- (iv) 中國預扣所得稅**
根據企業所得稅法，中國與本集團海外直接控股公司所處的香港設有稅務條約安排，本集團於本年度按稅率5%(二零一四年：5%)對從其中國附屬公司賺取的股息撥備預扣稅。

24 INCOME TAX EXPENSE (Continued)

- (i) Cayman Islands profits tax**
The Company has not been subject to any taxation in the Cayman Islands.
- (ii) Hong Kong profits tax**
Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the year ended 31 December 2015 (2014: 16.5%).
- (iii) PRC enterprise income tax ("EIT")**
EIT is provided at the rate of 25% on the assessable profit of entities within the Group incorporated in the PRC.
- (iv) PRC withholding income tax**
According to the EIT Law, as there is a tax treaty arrangement between PRC and Hong Kong where the Group's foreign immediate holding companies are located, a withholding tax on dividends from subsidiaries in the PRC has been provided at a rate of 5% during the year (2014: 5%).

25 每股基本及攤薄盈利

每股基本盈利按本公司權益持有人應佔溢利除年內已發行普通股加權平均數計算。

25 BASIC AND DILUTED EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
本公司權益持有人應佔溢利 (千港元)	Profit attributable to equity holders of the Company (HK\$'000)	24,830	24,097
已發行普通股加權平均數	Weighted average number of ordinary shares in issue	600,000,000	600,000,000
每股基本盈利(港元)	Basic earnings per share (HK\$)	0.0414	0.0402

本公司於二零一五年及二零一四年十二月三十一日並無任何尚未行使的潛在攤薄普通股。每股攤薄盈利與每股基本盈利相同。

The Company did not have any potential dilutive ordinary shares outstanding as at 31 December 2015 and 2014. Diluted earnings per share is equal to basic earnings per share.

26 股息

於二零一五年派付的股息為7,200,000港元(每股0.012港元)(二零一四年：無)。本公司將二零一六年五月二十三日舉行的股東週年大會建議派發截至二零一五年十二月三十一日止年度的股息每股0.0123港元，股息總額為7,400,000港元。本財務報表並無反映此應付之股息。

26 DIVIDEND

The dividends paid in 2015 were HK\$7,200,000 (HK\$0.012 per share) (2014: Nil). A dividend in respect of the year ended 31 December 2015 of HK\$0.0123 per share, amounting to a total dividend of HK\$7,400,000 is to be proposed at the annual general meeting on 23 May 2016. These financial statements do not reflect this dividend payable.

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
擬派末期一每股普通股 0.0123港元(二零一四年： 0.012港元)	Proposed final — HK\$0.0123 (2014: HK\$0.012) per ordinary share	7,400	7,200

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27 附屬公司

於二零一五年十二月三十一日的附屬公司如下：

27 SUBSIDIARIES

The following is a list of subsidiaries at 31 December 2015:

公司名稱	法律地位類別	主要業務	已發行及 繳足／註冊股本 Issued and paid up/registered capital	所持權益 實際百分比 Effective percentage of equity holding
Name of company	Type of legal status	Principal activities		二零一五年 2015

附屬公司 — 於英屬處女群島(「英屬處女群島」)註冊成立及直接擁有

Subsidiaries — incorporated in the British Virgin Islands ("BVI") and directly owned

Higrowth Ventures Limited	有限責任	投資控股	1,000 美元	100%	100%
Higrowth Ventures Limited	Limited liability	Investment holding	USD1,000	100%	100%
駿發國際有限公司	有限責任	投資控股	1,001 美元	100%	100%
Rich Vast International Limited	Limited liability	Investment holding	USD1,001	100%	100%
浩元投資有限公司	有限責任	投資控股	1,001 美元	100%	100%
Mega Dollar Investment Limited	Limited liability	Investment holding	USD1,001	100%	100%
名栢投資有限公司	有限責任	投資控股	1,001 美元	100%	100%
Halo Cypress Investment Limited	Limited liability	Investment holding	USD1,001	100%	100%
迅捷環球商業有限公司	有限責任	投資控股	1 美元	100%	100%
Speedy Global Commercial Limited	Limited liability	Investment holding	USD1	100%	100%
迅捷環球發展有限公司(附註)	有限責任	投資控股	1 美元	100%	100%
Speedy Global Development Limited (Note)	Limited liability	Investment holding	USD1	100%	100%

附屬公司 — 於中國註冊成立及營運及間接擁有

Subsidiaries — incorporated and operated in the PRC and indirectly owned

東莞迅捷環球製衣有限公司	外商獨資企業	服裝供應鏈服務業務	40,000,000 港元	100%	100%
Dongguan Speedy Garment Manufacturing Company Limited	Wholly-foreign owned enterprise	Apparel Supply Chain Servicing Business	HK\$ 40,000,000	100%	100%
高業製衣(惠州)有限公司	外商獨資企業	服裝供應鏈服務業務	10,000,000 港元	100%	100%
Koyip Garment (Huizhou) Manufactory Ltd.	Wholly-foreign owned enterprise	Apparel Supply Chain Servicing Business	HK\$ 10,000,000	100%	100%
優捷思貿易(惠州)有限公司	外商獨資企業	服裝零售業務	1,000,000 美元	100%	100%
Unisex Trading (Huizhou) Company Limited	Wholly-foreign owned enterprise	Apparel Retail Business	USD 1,000,000	100%	100%
上海耀中貿易有限公司	有限責任	服裝零售業務	人民幣 1,000,000 元	100%	100%
Shanghai Shining China Trading Company Limited	Limited liability	Apparel Retail Business	RMB 1,000,000	100%	100%
高迅(上海)服飾商貿有限公司	外商獨資企業	服裝零售業務	8,100,000 美元	100%	100%
Gaoxun (Shanghai) Apparel Trading Company Limited	Wholly-foreign owned enterprise	Apparel Retail Business	USD 8,100,000	100%	100%
高迅(北京)服飾商貿有限公司	外商獨資企業	服裝零售業務	1,150,000 美元	100%	100%
Gaoxun (Beijing) Apparel Trading Company Limited	Wholly-foreign owned enterprise	Apparel Retail Business	USD 1,150,000	100%	100%

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27 附屬公司(續)

27 SUBSIDIARIES (Continued)

公司名稱	法律地位類別	主要業務	已發行及 繳足／註冊股本 Issued and paid up/registered capital	所持權益 實際百分比	
				二零一五年 2015	二零一四年 2014
Name of company	Type of legal status	Principal activities		Effective percentage of equity holding	
附屬公司 — 於中國註冊成立及營運及間接擁有(續)					
Subsidiaries — incorporated and operated in the PRC and indirectly owned (Continued)					
鄭州迅宏置業有限公司	外商獨資企業	物業投資及發展業務	人民幣 100,000,000元	100%	100%
Zhengzhou Xun Wang Development Limited	Wholly-foreign owned enterprise	Property Investment and Development Business	RMB100,000,000	100%	100%
附屬公司 — 於香港註冊成立及營運及間接擁有					
Subsidiaries — incorporated and operated in Hong Kong and indirectly owned					
迅捷環球製衣	有限責任	服裝供應鏈服務業務	10,000港元	100%	100%
Speedy Garment Manufacturing (Hong Kong) Limited	Limited liability	Apparel Supply Chain Servicing Business	HK\$10,000	100%	100%
駿達實業(製衣)有限公司	有限責任	服裝供應鏈服務業務	1,000,000港元	100%	100%
Jointex Garment Manufactory Limited	Limited liability	Apparel Supply Chain Servicing Business	HK\$ 1,000,000	100%	100%
高業制衣有限公司	有限責任	服裝供應鏈服務業務	10,000港元	100%	100%
Goalwill Garment Manufactory Limited	Limited liability	Apparel Supply Chain Servicing Business	HK\$10,000	100%	100%
耀中中國投資控股有限公司	有限責任	投資控股	1,000,000港元	100%	100%
Shining China Investment Holding Company Limited	Limited liability	Investment holding	HK\$ 1,000,000	100%	100%
明治國際控股有限公司	有限責任	投資控股	10,000港元	100%	100%
Bright Master International Holdings Co., Limited	Limited liability	Investment holding	HK\$10,000	100%	100%
迅捷環球發展有限公司(前稱迅捷環球發展 (香港)有限公司)	有限責任	物業投資及發展業務	10,000港元	100%	100%
Speedy Global Development Limited (formerly known as Speedy Global Development (Hong Kong) Limited)	Limited liability	Property Investment and Development Business	HK\$10,000	100%	100%
迅捷環球服裝產業園(香港)有限公司	有限責任	投資控股	10,000港元	100%	100%
Speedy Global Clothing Industry (Hong Kong) Limited	Limited liability	Investment holding	HK\$10,000	100%	100%
迅捷環球實業(香港)有限公司	有限責任	物業投資及發展業務	10,000港元	100%	100%
Speedy Global Industrial (Hong Kong) Limited	Limited liability	Investment holding	HK\$10,000	100%	100%
迅捷環球創建(香港)有限公司	有限責任	投資控股	10,000港元	100%	100%
Speedy Global Creation (Hong Kong) Limited	Limited liability	Investment holding	HK\$10,000	100%	100%
迅捷環球創富(香港)有限公司	有限責任	投資控股	10,000港元	100%	100%
Speedy Global Capital Investment (Hong Kong) Limited	Limited liability	Investment holding	HK\$10,000	100%	100%

27 附屬公司(續)

附註：

於二零一五年十二月七日，本公司與一名獨立第三方(「認購方」)訂立協議，據此，認購方將以代價1美元收購迅捷環球發展有限公司(「目標公司」)發行的一股新股份。完成後，目標公司將由本公司及認購方分別持有50%權益。根據協議，本公司有權提名2名董事而認購方有權提名1名董事加入目標公司董事會。由於本公司將透過控制其董事會控制目標公司，故協議完成後目標公司將仍屬本公司的附屬公司，而目標公司及其附屬公司的財務業績及狀況將繼續於本集團的財務報表綜合入賬。

截至本財務報表日期，認購尚未完成。

27 SUBSIDIARIES (Continued)

Note:

On 7 December 2015, the Company entered into an agreement with an independent third party (the "Subscriber"), pursuant to which the Subscriber will subscribe one share newly issued by Speedy Global Development Limited (the "Target") at the consideration of US\$1. After completion, the Target will be held as to 50% by the Company and 50% by the Subscriber. According to the agreement, the Company shall be entitled to nominate 2 directors and the Subscriber shall be entitled to nominate 1 director to the board of directors of the Target. The Target will remain as a subsidiary of the Company after completion of the agreement as the Company will control the Target through controlling its board of directors and the financial results and position of the Target and its subsidiaries will continue to be consolidated into the financial statements of the Group.

Up to the date of these financial statements, the subscription has not yet been completed.

28 經營所得現金

(a) 年內溢利與經營所得現金對賬如下：

28 CASH GENERATED FROM OPERATIONS

(a) Reconciliation of profit for the year to cash generated from operations is as follows:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
年內溢利	Profit for the year	24,830	24,097
就下列各項作出調整：	Adjustments for:		
— 所得稅開支(附註24)	— Income tax expenses (Note 24)	10,405	15,540
— 折舊(附註6)	— Depreciation (Note 6)	6,626	10,907
— 攤銷	— Amortisation	1,225	910
— 銷售物業、廠房及 設備(收益)/虧損(附註20)	— (Gain)/loss on sale of property, plant and equipment (Note 20)	(32)	713
— 財務收入(附註23)	— Finance income (Note 23)	(6,126)	(5,818)
— 融資成本(附註23)	— Finance costs (Note 23)	10,862	7,199
— 匯兌虧損淨額(附註20)	— Net foreign exchange loss (Note 20)	326	1,544
— 物業、廠房及設備減值 (附註6)	— Impairment of property, plant and equipment (Note 6)	—	1,431
— 無形資產減值(附註7)	— Impairment of an intangible asset (Note 7)	—	1,623
營運資金變動前的經營溢利：	Operating profit before working capital changes:	48,116	58,146
— 存貨	— Inventories	25,270	(8,613)
— 發展中物業	— Properties under development	(158,767)	—
— 應收賬款及其他應收款項	— Trade and other receivables	(44,000)	(40,054)
— 預付款項	— Prepayments	(4,212)	(8,735)
— 應付賬款及其他應付款項	— Trade and other payables	47,580	23,291
經營(所用)/所得現金	Cash (used in)/generated from operations	(86,013)	24,035

28 經營所得現金(續)

- (b) 在綜合現金流量表中，銷售物業、廠房及設備所得款項包括：

28 CASH GENERATED FROM OPERATIONS (Continued)

- (b) In the consolidated statement of cash flows, proceeds from sale of property, plant and equipment comprise:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
賬面淨值(附註6)	Net book amount (Note 6)	120	864
銷售物業、廠房及設備 收益/(虧損)(附註20)	Gain/(loss) on sale of property, plant and equipment (Note 20)	32	(713)
出售物業、廠房及設備 所得款項	Proceeds from disposal of property, plant and equipment	152	151

29 承擔

(a) 資本承擔

於年終已訂約但尚未產生的資本承擔如下：

29 COMMITMENTS

(a) Capital commitments

Capital expenditure contracted for at the end of the year but not yet incurred is as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
物業投資及發展業務	Property Investment and Development Business	51,620	—

(b) 經營租賃承擔

根據不可撤銷經營租賃本集團未來最低租賃款項總額如下：

(b) Operating lease commitments

The Group's future aggregate minimum lease payments under non-cancellable operating leases were as follows:

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
一年內	Not later than 1 year	5,107	17,107
一年後但五年內	Later than 1 year and not later than 5 years	4,764	23,424
五年後	Later than 5 years	—	144
		9,871	40,675

30 重大關連方交易

本集團的直屬及最終控股公司為皓天控股有限公司(於英屬處女群島註冊成立)，其持有本公司54.54%股份。本集團的最終控制方為黃志深先生(「黃先生」)。黃先生為本集團主席兼行政總裁。

倘其中一方有能力直接或間接控制其他訂約方或在其他訂約方作出財務及經營決策時對其施加重大影響力，則該方被視為有關連。

本公司董事認為，以下公司為於年內曾與本集團進行重大交易或有結餘的關連方：

30 SIGNIFICANT RELATED PARTY TRANSACTIONS

The immediate and ultimate holding company of the Group is Sky Halo Holdings Limited (incorporated in the British Virgin Islands), which owns 54.54% of the Company's shares. The ultimate controlling party of the Group is Mr. Huang Chih Shen ("Mr. Huang"). Mr. Huang is the chairman and the executive officer of the Group.

Parties are considered to be related if one party has, directly or indirectly, the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions.

The directors of the Company are of the view that the following companies were related parties that had significant transactions or balances with the Group during the year:

公司／個人 Company/Individual	與本集團的關係 Relationship with the Group
勝豐國際實業有限公司(「勝豐國際」) Shing Fun International Industrial Limited ("Shing Fun International")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother
勝豐織造制衣(惠州)有限公司(「勝豐惠州」) (Shingfeng Weaving Garment (Huizhou) Company Limited) ("Shingfeng Huizhou")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother
金豐制衣(惠州)有限公司(「金豐惠州」) (Jinfeng Garment (Huizhou) Company Limited) ("Jinfeng Huizhou")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother
億城織造制衣(惠州)有限公司(「億城惠州」) (Yicheng Weaving Garment (Huizhou) Company Limited) ("Yicheng Huizhou")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother
東莞知榮製衣有限公司(「東莞知榮」) (Dongguan Zhirong Garment Company Limited) ("Dongguan Zhirong")	由黃先生及其兄長控制 Controlled by Mr. Huang and his brother

30 重大關連方交易 (續)

(a) 關連方交易

除其他章節披露者外，於截至二零一五年十二月三十一日止年度，本集團曾與關連方進行以下交易。本公司董事認為，關連方交易乃於日常業務中進行，有關條款乃由本集團與各關連方協商。

30 SIGNIFICANT RELATED PARTY TRANSACTIONS

(Continued)

(a) Related party transactions

Saved as disclosed in elsewhere, during the year ended 31 December 2015, the following transactions were carried out between the Group and related parties. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
應付或已付租金開支	Rental expenses payable or paid to		
金豐惠州	Jinfeng Huizhou	493	505
勝豐國際	Shing Fun International	792	792
東莞知榮	Dongguan Zhirong	3,486	3,539
億城惠州	Yicheng Huizhou	164	167
		4,935	5,003

(b) 與關連方結餘

(b) Balances with related parties

		於十二月三十一日 As at 31 December	
		二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
其他應付款項	Other payables		
— 金豐惠州	— Jinfeng Huizhou	1	10
— 勝豐惠州	— Shingfeng Huizhou	17	14
— 億城惠州	— Yicheng Huizhou	13	14
— 勝豐國際	— Shing Fun International	—	42
— 東莞知榮	— Dongguan Zhirong	836	—
		867	80

上述應付關連方結餘為免息、無抵押及須應要求償還。

The above balances due to related parties were interest free, unsecured and are repayment on demand.

30 重大關連方交易 (續)

(c) 高級管理層薪酬

高級管理層薪酬(不包括附註32所披露董事酬金)如下:

30 SIGNIFICANT RELATED PARTY TRANSACTIONS

(Continued)

(c) Senior management's emoluments

Senior management compensation (excluded directors' emoluments which have been disclosed in Note 32) is as follows:

		截至十二月三十一日止年度 Year ended 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
工資及薪金以及 其他實物福利	Wages and salaries and other benefits in kind	1,403	2,373
社會保障成本	Social security costs	36	47
		1,439	2,420

31 本公司財務狀況表及儲備變動

31 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

		於十二月三十一日 As at 31 December	
		二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000
	附註 Notes		
資產	ASSETS		
非流動資產	Non-current asset		
於附屬公司之投資	Investments in subsidiaries	46,868	46,868
流動資產	Current assets		
預付款項	Prepayments	260	260
應收股息	Dividend receivable	8,000	8,000
其他應收款項	Other receivables	113,896	79,046
現金及現金等價物	Cash and cash equivalents	1,040	38,115
		123,196	125,421
資產總值	Total assets	170,064	172,289
權益	EQUITY		
本公司權益持有人應佔權益	Equity attributable to equity holders of the Company		
股本	Share capital	60,000	60,000
股份溢價	Share premium	53,441	53,441
其他儲備	Other reserve (a)	46,836	46,836
保留盈利	Retained earnings (b)	9,570	11,847
		169,847	172,124
負債	LIABILITY		
流動負債	Current liability		
其他應付款項	Other payables	217	165
權益及負債總額	Total equity and liabilities	170,064	172,289

本公司財務狀況表已於二零一六年三月二十一日由董事會批准並由以下代表簽署。

The statement of financial position of the Company was approved by the Board on 21 March 2016 and was signed on its behalf.

黃志深
Huang Chih Shen
董事姓名
Name of Director

鄧惠珊
Tang Wai Shan
董事姓名
Name of Director

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

31 本公司財務狀況表及儲備變動(續)

附註：

- (a) **其他儲備**
本公司其他儲備指根據重組所收購附屬公司於上市時的投資成本與發行作為交換的本公司股本面值的差額。
- (b) **本公司的儲備變動**

31 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

Notes:

- (a) **Other reserve**
Other reserve of the Company represented the difference between the investment cost in the subsidiaries acquired pursuant to the reorganisation upon listing over the nominal value of the share capital of the Company issued in exchange thereof.
- (b) **Reserve movement of the Company**

		HK\$'000 千港元
於二零一四年一月一日	As at 1 January 2014	3,968
年內溢利	Profit for the year	7,879
於二零一四年十二月三十一日	As at 31 December 2014	11,847
年內溢利	Profit for the year	4,923
已付股息	Dividend paid	(7,200)
於二零一五年十二月三十一日	As at 31 December 2015	9,570

32 董事及主要行政人員酬金

32 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

姓名	Name	薪金 Salary 千港元 HK\$'000	酌情花紅 Discretionary bonus 千港元 HK\$'000	僱主向 退休計劃供款 Employer's contribution to a retirement benefit scheme 千港元 HK\$'000	房屋津貼 Housing allowance 千港元 HK\$'000	總計 Total 千港元 HK\$'000
截至二零一五年十二月三十一日止年度 Year ended 31 December 2015						
<i>執行董事 Executive directors</i>						
黃先生	Mr. Huang	3,399	1,200	18	-	4,617
陳洪光先生	Mr. Chan Hung Kwong, Patrick	1,080	1,200	18	504	2,802
鄧惠珊女士	Ms. Tang Wai Shan	1,589	1,200	18	-	2,807
區維勝先生	Mr. Au Wai Shing	1,160	1,200	18	138	2,516
<i>獨立非執行董事 Independent non-executive directors</i>						
黃定幹先生	Mr. Wong Ting Kon	180	-	-	-	180
彭婉珊女士	Ms. Pang Yuen Shan, Christina	180	-	-	-	180
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	180	-	-	-	180
陳振彬博士	Dr. Chan Chung Bun, Bunny	180	-	-	-	180
		7,948	4,800	72	642	13,462
截至二零一四年十二月三十一日止年度 Year ended 31 December 2014						
<i>執行董事 Executive directors</i>						
黃先生	Mr. Huang	3,841	1,000	17	-	4,858
陳洪光先生	Mr. Chan Hung Kwong, Patrick	1,083	1,346	17	504	2,950
鄧惠珊女士	Ms. Tang Wai Shan	1,592	1,346	17	-	2,955
區維勝先生	Mr. Au Wai Shing	1,025	1,346	17	276	2,664
<i>獨立非執行董事 Independent non-executive directors</i>						
黃定幹先生	Mr. Wong Ting Kon	180	-	-	-	180
彭婉珊女士	Ms. Pang Yuen Shan, Christina	180	-	-	-	180
張灼祥先生	Mr. Chang Cheuk Cheung, Terence	180	-	-	-	180
陳振彬博士	Dr. Chan Chung Bun, Bunny	180	-	-	-	180
		8,261	5,038	68	780	14,147

黃先生為本集團行政總裁。概無董事於截至二零一五年十二月三十一日止年度放棄或同意放棄任何酬金(二零一四年：無)。

截至二零一五年十二月三十一日止年度，本集團概無亦毋須向董事支付任何酬金，作為吸引彼等加入或加入本集團時的獎勵，或作為離職補償(二零一四年：無)。

Mr. Huang is the chief executive officer of the Group. No director has waived or agreed to waive any emoluments during the year ended 31 December 2015 (2014: Nil).

No emoluments were paid during the year ended 31 December 2015 or payable by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2014: Nil).

32 董事及主要行政人員酬金(續)

(a) 董事退休利益

本年度內並無已付或應付董事作為其管理該公司(或其附屬企業)的事務有關連的情況下提供的其他服務之退休利益(二零一四年:無)。

(b) 董事終止服務的付款或利益

本年度內並無向董事支付任何款項或利益,作為董事提前辭任或其終止服務的補償(二零一四年:無)。

(c) 就獲提供董事服務而給予第三方的代價

概無就獲一名人士提供的公司董事服務(或是在擔任董事期間以其他身分服務)而已付或應付任何第三方的代價(二零一四年:無)。

(d) 董事、董事的受控制的法人團體、董事的有關連實體之貸款、類似貸款以及惠及該等人士的其他交易的資料

本年度內並無董事、董事的受控制的法人團體、董事的有關連實體之貸款、類似貸款以及惠及該等人士的其他交易相關信息(二零一四年:無)。

(e) 董事在交易、安排或合約中的重大權益

年結時或本年度內,本集團概無簽於訂任何涉及本集團之業務而本公司之董事直接或間接在其中擁有重大權益之重要交易、安排或合約(二零一四年:無)。

33 報告期後重要事項

本公司於二零一五年宣佈,本公司與一名第三方就可能收購有關於中國主要從事批發及零售服裝產品的目標集團訂立諒解備忘錄。由於代價問題,雙方最終並無訂立正式買賣協議,諒解備忘錄於二零一六年二月終止及屆滿。

32 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

(a) Directors' retirement benefits

No retirement benefits were paid to or receivable by any directors in respect of their other services in connection with the management of the affairs of the Company or its subsidiary undertaking (2014: Nil).

(b) Directors' termination payments or benefits

No payment was made or benefit provided to directors as compensation for the early termination of the appointment, or in respect of termination of the services of directors, during the year (2014: Nil).

(c) Consideration provided to third parties for making available directors' services

No consideration was provided to or receivable by any third party for making available the services of a person as a director of a company, or in any other capacity while as a director (2014: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There are no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the year (2014: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2014: Nil).

33 IMPORTANT EVENTS AFTER THE REPORTING PERIOD

The Company announced during the year 2015 that the Company has entered into a memorandum of understanding with a third party relating to the possible acquisition of a target group principally engaged in wholesale and retail of apparel products in the PRC. Due to the consideration issue, no formal sale and purchase agreement between the parties was entered finally and the memorandum of understanding was terminated and expired in February 2016.



迅捷環球控股有限公司

SPEEDY GLOBAL HOLDINGS LIMITED