

CROCODILE

2015-2016

Crocodile Garments Limited Annual Report | 鱷魚恤有限公司年報



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Crocodile Garments Limited

(Incorporated in Hong Kong with limited liability)

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Stock Code on the Hong Kong Stock Exchange: 122

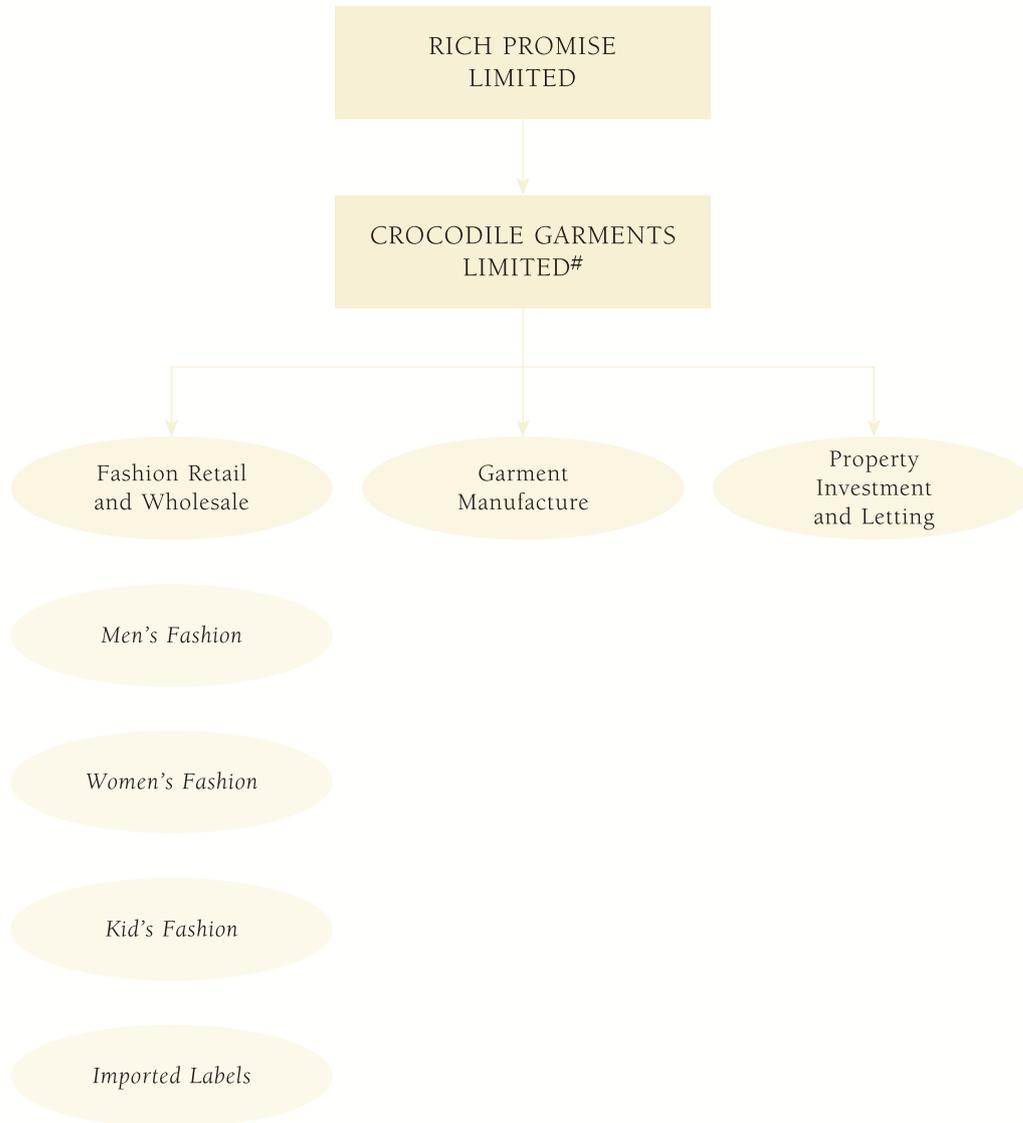


CROCODILE



Corporate Profile

Crocodile Garments Limited was first listed on the Hong Kong Stock Exchange in 1971. It owns several fashion labels and is engaged in the manufacture, retail and wholesale of fashions in Hong Kong, Macau and Mainland China, as well as property investment and letting in Hong Kong and Mainland China.



Corporate Information

Place of Incorporation

Hong Kong

Board of Directors

Executive Directors

Lam Kin Ming

(Chairman and Chief Executive Officer)

Lam Wai Shan, Vanessa

(Deputy Chief Executive Officer)

Lam Kin Ngok, Peter

Lam Kin Hong, Matthew

Wan Edward Yee Hwa

Non-executive Director

Lam Suk Ying, Diana

Independent Non-executive Directors

Chow Bing Chiu

Leung Shu Yin, William

Yeung Sui Sang

Audit Committee

Leung Shu Yin, William *(Chairman)*

Chow Bing Chiu

Yeung Sui Sang

Remuneration Committee

Leung Shu Yin, William *(Chairman)*

Chow Bing Chiu

Yeung Sui Sang

Wan Edward Yee Hwa

Company Secretary

Ko Ming Kin

Authorised Representatives

Lam Kin Ming

Lam Wai Shan, Vanessa

Shares Listing

Place

The Main Board of The Stock Exchange of
Hong Kong Limited

Stock Code

122

Board Lot

1,000 shares

Share Registrar and Transfer Office

Tricor Tengis Limited

Level 22

Hopewell Centre

183 Queen's Road East

Hong Kong

Independent Auditor

Deloitte Touche Tohmatsu

Certified Public Accountants

Solicitors

Deacons

Reed Smith Richards Butler

Vincent T.K. Cheung, Yap & Co.

Principal Bankers

Bank of China (Hong Kong) Limited

Chong Hing Bank Limited

DBS Bank (Hong Kong) Limited

Fubon Bank (Hong Kong) Limited

Hang Seng Bank Limited

Industrial and Commercial Bank of China (Asia) Limited

Registered Office

11th Floor

Lai Sun Commercial Centre

680 Cheung Sha Wan Road

Kowloon, Hong Kong

Principal Place of Business

12th Floor, Wing Tai Centre

12 Hing Yip Street

Kwun Tong

Kowloon, Hong Kong

Website

www.crocodile.com.hk





LIFE IS A BEAUTIFUL SPORT **LACOSTE** 

Chairman's Statement



Dr. Lam Kin Ming
 Chairman, Executive Director and Chief Executive Officer

FINANCIAL PERFORMANCE

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The revenue of the Company and its subsidiaries (collectively “**Group**”) for the year ended 31 July 2016 was HK\$313,217,000 (2015: HK\$405,325,000) and the gross profit of the Group was HK\$186,834,000 (2015: HK\$251,908,000).

The business ambience of the “Garment and Related Accessories Business” segment was fraught with challenges in the year ended 31 July 2016. The segment revenue skidded by 27% to HK\$259,438,000 (2015: HK\$354,162,000) with a loss of HK\$49,560,000 (2015: HK\$43,981,000).

The rental revenue generated by the “Property Investment and Letting Business” segment was HK\$53,779,000 for the year ended 31 July 2016 (2015: HK\$51,163,000). The fair value gains on investment properties slumped to HK\$39,444,000 as at 31 July 2016 (2015: HK\$97,493,000), attributed to the property cooling down measures implemented by the Hong Kong SAR Government and potential rise in interest rate.

Integrating the results of the two business segments above with the share of profit of an associate of HK\$2,843,000 (2015: HK\$6,829,000) and the exchange loss arising on translation of foreign operations of HK\$11,388,000 (2015: HK\$1,696,000), the total comprehensive expense attributable to the owners of the Company was HK\$10,933,000 for the year ended 31 July 2016 (2015: income of HK\$49,449,000).

FINAL DIVIDEND

The board of directors of the Company (“**Board**”) has resolved not to recommend the payment of a final dividend for the year ended 31 July 2016 (2015: Nil).

Chairman's Statement

OPERATIONS IN HONG KONG AND MACAU

The “Garment and Related Accessories Business” segment was still in an embattled situation. The market conditions festered as indicated by the governmental statistics reporting a drop of about 8% in sales value of apparel in Hong Kong in the first half of 2016. The deteriorating competitiveness of Hong Kong as a consumer paradise on its relative currency appreciation, the changes in spending appetite of the tourists of the Mainland of China (“**Mainland**”), the unseasonable weather during the Christmas and New Year period and the social yawning gap made the whole fashion sector sunk in mire in Hong Kong. Stunning sales discounts spilled over into every level of garment retailers, even at the roll out of new season. In view of the above adversities, the Group has pursued stringent cost controls, especially on shop rental expenses by negotiations with landlords and by reorganisation of its shop portfolio in order to optimise the operational scale at reasonable costs. As at 31 July 2016, the Group operated 21 (2015: 20) shops for Crocodile line and 6 (2015: 6) shops for Lacoste line. The Group has curtailed the operating and administrative expenses by computerising and streamlining the management and clerical flows among different departments.

The performance of the “Property Investment and Letting Business” segment was steady with the rental revenue of HK\$53,779,000 in the year ended 31 July 2016 and the fair value gains on investment properties of HK\$39,444,000 as at 31 July 2016.

OPERATIONS IN THE MAINLAND

The “Garment and Related Accessories Business” segment was facing a gloomy market in the Mainland. The goldilocks economy, the devaluation of Renminbi (“**RMB**”) and the volatile stock markets collectively dampened the consumption power. The process of the transformation of economy to domestic demand and the curb of overcapacity was twisting and turning. The governmental fiscal and monetary policies were consequentially flip-flopping. It further magnified the market uncertainties and hence, the difficulties for investment planning. Accordingly, the Group adopted a pragmatic approach in running the “Garment and Related Accessories Business” segment by restructuring of its overall sales network through closures of non-performing shops and realignment of sales force. The Group has consolidated the supply chains to rein the procurement costs. Simplifying product design and strict inventory discipline have been implemented to shorten the stock turnover period. As at 31 July 2016, there were a total of 41 (2015: 87) shops in the Mainland, including self-operated shops of 7 (2015: 21) and those operated by the Group's franchisees of 34 (2015: 66).

As a major other income, the royalty income from licensees provided a steady contribution to the Group of HK\$35,045,000 for the year ended 31 July 2016.

PROSPECTS

The global environment ahead is full of uncertainties. Being elephant in the room at present, Brexit can cause an unpredictable disturbance in political, economic and financial aspects within a short period of time, especially when the Brexit procedures officially commence in early 2017 and becoming a “hard Brexit”. Besides, the mounting legal penalties imposed on Deutsche Bank could shake the banking stability in Europe.

On the other side of the world, though the United States Federal Reserve has held its interest rate steady recently, the near-term interest rate hike, either in November or December 2016, and the market speculation on its timing, can divert some of the massive liquidity that has drenched global markets.

Chairman's Statement

The volatilities of the above advance economies will ripple through to Asia and weaken Asia's contribution to the worldwide economic growth. These factors will not only overshadow the Hong Kong domestic spending sentiment, but also dilute Hong Kong efforts for attracting tourists from Asia and Europe as mitigation for its retail sector amid the decrease in the Mainland tourists. With Hong Kong as its core business base, the Group's "Garment and Related Accessories Business" segment is in turn vulnerable.

Compounding the aforesaid woes with the Mainland's situation, the Group's operation in the Mainland is even more intricate. Building on the current progress, the Mainland is to deepen its supply-side structural reforms with a comprehensive strategy, including state-owned enterprise reform, giving more room to the market and legal mechanisms and to reduce corporate debts. In the private sector, the runaway home-price growth in major cities is stoking the threat of a housing bubble which could destabilise the economy. However, the market presently forecasts another interest rate cut by the People's Bank of China before the year-end to boost domestic consumption. Such further monetary easing may complicate measures to curb asset bubbles. The complex environment will consequentially slow down the Mainland's economic growth, heighten the expectation on further devaluation of RMB and pent-up consumer spending. All of these are harmful to the Group's "Garment and Related Accessories Business" segment.

To grapple with the problems faced by the Group's "Garment and Related Accessories Business" segment, the Group will continue to bolster "Crocodile" as a renowned brand by developing quality merchandises of distinct functionalities and personalities, reinforcing the sales network and supply chain.

The hefty global uncertainties can result in turbulent flows of hot money among different markets internationally. It will intensify the absurd fluctuations in the values of the investment properties and financial assets held by the Group and hence the performances of the Group's segments, namely "Property Investment and Letting Business" and "Others". The Group will cautiously monitor its investment portfolio to contain the risk exposure of its assets on hand. Furthermore, the Group will continue to explore any feasible means of cementing its financial base and fortify the Group's responsiveness in the coming ramifications.

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CONTINGENT LIABILITIES

As at 31 July 2016, the Group had no material contingent liabilities.

LIQUIDITY, FINANCIAL RESOURCES, FOREIGN EXCHANGE RISK EXPOSURE, GEARING, CHARGES ON ASSETS AND CAPITAL COMMITMENTS

The Group's financing and treasury activities are centrally managed and controlled at the corporate level. The main objective is to utilise the funding efficiently and to manage the financial risks effectively.

The Group maintains a conservative approach in treasury management by constantly monitoring its interest rates and foreign exchange exposure. Except for financial assets at fair value through profit or loss, available for sale financial assets, letters of credit and trust receipt loans, the Group has not employed other financial instruments for the year ended 31 July 2016.

The Group mainly earns revenue and incurs cost in Hong Kong dollars, RMB and United States dollars. The Group considers that the impact of foreign exchange risks is not significant as the Group will consider the foreign exchange effect of the terms of purchase and sale contracts dealt with foreign enterprises and will not bear unforeseeable foreign currency exchange risks.

Chairman's Statement

Cash and cash equivalents held by the Group amounted to HK\$152,787,000 as at 31 July 2016 (2015: HK\$72,143,000) and were mainly denominated in Hong Kong dollars and RMB. The pledged bank deposits of approximately HK\$4,367,000 (2015: HK\$1,819,000) represent deposits pledged to banks to secure margin loans and are therefore classified as current assets. The cash and cash equivalent denominated in RMB as at 31 July 2016 were equivalent to HK\$33,839,000 (2015: HK\$39,857,000) which is not freely convertible into other currencies. However, under the Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies in respect of approved transactions through banks authorised to conduct foreign exchange business.

As at 31 July 2016, the total outstanding borrowings including margin loans of the Group amounted to HK\$595,326,000. The total outstanding borrowings comprised secured short-term bank trust receipt loans of HK\$11,089,000, secured bank mortgage loan of HK\$26,047,000, secured margin loans of HK\$22,990,000, secured long-term bank loan of HK\$264,000,000 and secured short-term bank revolving loans of HK\$271,200,000. Short-term bank loans were repayable within a period not exceeding one year. The secured bank mortgage loan above was repayable by instalments with its current portion of HK\$2,603,000 repayable within one year and long-term portion of HK\$23,444,000 repayable in the second to twelfth years.

Interest on bank borrowings is charged at floating rates. All the bank borrowings of the Group are denominated in Hong Kong dollars. No financial instruments for hedging purposes were employed by the Group for the year ended 31 July 2016.

As at 31 July 2016, the Group had mortgaged certain of its investment properties with carrying values of approximately HK\$1,570,200,000 and created floating charges on its certain assets to its bankers to secure banking facilities granted to the Group.

The Group's gearing revealed by the debt to equity ratio at 31 July 2016 was 38.4%, expressed as a percentage of total bank borrowings and margin loans payable to total net assets. To cater for any possible rises in interest rates, the Group will actively consider any fund-raising means in order to keep its gearing at a reasonable level for controlling its interest expenses while further developing its business.

As at 31 July 2016, the Group had the capital commitments, contracted but not provided for, in respect of the land lease payments in the Mainland of HK\$4,043,000 and acquisition and construction of property, plant and equipment in the Mainland of HK\$2,106,000.

MAJOR INVESTMENTS, ACQUISITIONS AND DISPOSALS

The Group had no significant investments, material acquisitions or disposals in the year ended 31 July 2016.

EMPLOYEES AND REMUNERATION POLICIES

The total number of employees of the Group, including part-time sales staff, was 300 as at 31 July 2016 (2015: 430). Pay rates of the employees are largely based on industry practice and the performance of individual employee. In addition to salary and bonus payments, other staff benefits include share options scheme, subsidised medical care, free hospitalisation insurance plans, provident fund benefits, subsidised meals, staff discount on purchases, internal training for sales staff and external training programme subsidies.

Chairman's Statement

APPRECIATION

On behalf of the Board, I would like to thank all members of staff and management for their dedication and continuous support and look forward to sharing the prosperous future of Crocodile with them and all the shareholders and customers.

Lam Kin Ming

Chairman, Executive Director and Chief Executive Officer

Hong Kong

28 October 2016

Report of the Directors

The directors of the Company (“**Directors**”) present their report and the audited consolidated financial statements (“**Consolidated Financial Statements**”) of the Company and its subsidiaries (together, “**Group**”) for the year ended 31 July 2016 (“**Year**”).

PRINCIPAL ACTIVITIES

During the Year, the principal activities of the Group included the manufacture, retail and wholesale of fashions in Hong Kong, Macau and Mainland China, as well as property investment and letting in Hong Kong and Mainland China. There were no significant changes in the nature of the Group’s principal activities during the Year and up to the date of this Report.

Particulars of the Company’s principal subsidiaries as at 31 July 2016 are set out in Note 18 to the Consolidated Financial Statements.

BUSINESS REVIEW

A fair review of the businesses of the Company as well as a discussion and analysis of the Group’s performance during the Year and the material factors underlying its financial performance and financial position as required by section 388(2) and Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“**Companies Ordinance**”) can be found in the “*Chairman’s Statement*” set out on pages 8 to 12 of this Annual Report. The financial risk management objectives and policies of the Group are set out in Note 38 to the Consolidated Financial Statements. These discussions form part of this Report.

RESULTS AND DIVIDENDS

Details of the consolidated profit of the Group for the Year and the Group’s financial position as at 31 July 2016 are set out in the Consolidated Financial Statements and their accompanying notes on pages 45 to 114.

The board of Directors (“**Board**”) does not recommend the payment of a final dividend in respect of the Year (2015: Nil). No interim dividend was paid or declared in respect of the Year (2015: Nil).

DIRECTORS

The Directors who were in office during the Year and as at the date of this Report are as follows:

Executive Directors (“**Executive Directors**”)

Lam Kin Ming (*Chairman and Chief Executive Officer*)

Lam Wai Shan, Vanessa (*Deputy Chief Executive Officer*)

Lam Kin Ngok, Peter

Lam Kin Hong, Matthew

Wan Edward Yee Hwa

Non-executive Director (“**NED**”)

Lam Suk Ying, Diana

Independent Non-executive Directors (“**INEDs**”)

Chow Bing Chiu

Leung Shu Yin, William

Yeung Sui Sang

Report of the Directors

DIRECTORS (continued)

In accordance with Article 100 of the Articles of Association of the Company (“**Articles of Association**”), Mr. Wan Edward Yee Hwa (an Executive Director), Ms. Lam Suk Ying, Diana (a NED), Mr. Chow Bing Chiu and Mr. Yeung Sui Sang (both INEDs) will retire from office by rotation at the forthcoming annual general meeting of the Company (“**AGM**”) and, being eligible, will offer themselves for re-election.

Details of the retiring Directors proposed for re-election at the forthcoming AGM, required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) are set out in the sections headed “*Biographical Details of Directors*” and “*Directors’ Interests*” of this Report below and the Company’s circular dated 18 November 2016.

All retiring Directors have confirmed that there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company (“**Shareholders**”).

DIRECTORS’ SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming AGM has an unexpired service contract with the Company and/or any of its subsidiaries, which is not determinable by the employing company within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION AND DIRECTORS’ AND OFFICERS’ LIABILITY INSURANCE

Pursuant to the Articles of Association and subject to the provisions of the Companies Ordinance, every Director or other officer of the Company shall be indemnified out of the assets of the Company against all loss and liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, provided that such Article shall only have effect in so far as its provisions are not avoided by the Companies Ordinance. The Company has arranged appropriate Directors’ and officers’ liability insurance coverage for the Directors and officers of the Company during the Year.

DIRECTORS’ INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in Note 35 to the Consolidated Financial Statements headed “*Related Party Transactions*” and the section headed “*Continuing Connected Transaction*” of this Report below, no Director nor a connected entity of a Director had a material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the Year.

MANAGEMENT CONTRACTS

No contract of significance concerning the management and administration of the whole or any substantial part of business of the Company or any of its subsidiaries was entered into or subsisted during the Year.

Report of the Directors

ARRANGEMENT FOR DIRECTORS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in the sections headed “*Share Option Schemes*” and “*Directors’ Interests*” in this Report below and in Note 31 to the Consolidated Financial Statements, at no time during the Year was the Company or any of its subsidiaries, the holding company a party to any arrangement to enable a Director to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

BIOGRAPHICAL DETAILS OF DIRECTORS

Brief biographical particulars of the existing Directors are set out below:

Executive Directors

Each of the current Executive Directors named below holds directorships in a number or certain of the subsidiaries of the Company.

Dr. Lam Kin Ming, Chairman, Executive Director and Chief Executive Officer, aged 79, was appointed an Executive Director in December 1993 and is currently a member of the Executive Committee of the Company. He is also the chairman and an executive director of Lai Sun Garment (International) Limited (“**LSG**”), a non-executive director of Lai Sun Development Company Limited (“**LSD**”) as well as the deputy chairman and an executive director of Lai Fung Holdings Limited (“**Lai Fung**”). The issued shares of the aforesaid companies are listed and traded on the Main Board of the Stock Exchange. In addition, Dr. Lam is the sole director and sole shareholder of Rich Promise Limited (a substantial shareholder of the Company). He received an honorary doctoral degree from the International American University in the United States of America in 2009 and was admitted as Honorary Doctorate of Management of the Lincoln University in the United States of America in February 2014. Dr. Lam has been involved in day-to-day management in the garment business since 1958.

Dr. Lam is the elder brother of Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew (both Executive Directors) and Ms. Lam Suk Ying, Diana (NED). He is also the father of Ms. Lam Wai Shan, Vanessa (Executive Director and Deputy Chief Executive Officer of the Company).

Ms. Lam Wai Shan, Vanessa, M.H., Executive Director and Deputy Chief Executive Officer, aged 45, was appointed an Executive Director in February 2006 and is currently a member of the Executive Committee of the Company. Ms. Lam holds a Bachelor of Arts Degree from Scripps College in California, United States of America and graduated from the Fashion Institute of Design and Merchandising in Los Angeles. Ms. Lam has over 18 years of experience in the fashion industry. Prior to joining the Group in March 1998 as Vice-President, she worked for two famous London-based design houses, namely Alexander McQueen and Julien MacDonald. Ms. Lam has received numerous awards for her work in the industry and charity work and received the Medal of Honour awarded from the Government of the HKSAR on 1 July 2016.

Ms. Lam is currently a member of Advisory Board of Yan Chai Hospital and was the chairman of its board of directors (2015-2016). She is also a member of each of Guangdong Provincial Committee and Beijing Haidian Qu Committee of Chinese People’s Political Consultative Conference.

Ms. Lam is a daughter of Dr. Lam Kin Ming (Chairman, Executive Director and Chief Executive Officer of the Company), and a niece of Ms. Lam Suk Ying, Diana (NED), Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew (both Executive Directors).

Report of the Directors

BIOGRAPHICAL DETAILS OF DIRECTORS (continued)

Executive Directors (continued)

Dr. Lam Kin Ngok, Peter, G.B.S, aged 59, was appointed an Executive Director in October 1987. Dr. Lam is the deputy chairman and an executive director of LSG as well as the chairman and an executive director of LSD and Media Asia Group Holdings Limited (“**MAGHL**”). Dr. Lam was the chairman and an executive director of Lai Fung (from 25 November 1993 to 31 October 2012) as well as an executive director of eSun Holdings Limited (“**eSun**”) (from 15 October 1996 to 13 February 2014). The issued shares of LSG, LSD, Lai Fung and eSun are listed and traded on the Main Board of the Stock Exchange while MAGHL’s issued shares are listed and traded on the Growth Enterprise Market of the Stock Exchange. He has extensive experience in property development and investment, hospitality as well as media and entertainment businesses. Dr. Lam holds an Honorary Doctorate from The Hong Kong Academy for Performing Arts and received the Gold Bauhinia Star awarded from the Government of the HKSAR on 1 July 2015.

Currently, Dr. Lam is the chairman of the Hong Kong Tourism Board and an ex officio member of the Hong Kong Trade Development Council. He is also a member of the 12th National Committee of the Chinese People’s Political Consultative Conference and the vice chairman of the Committee for Liaison with Hong Kong, Macau, Taiwan and Overseas Chinese. In addition, Dr. Lam is the chairman of Hong Kong Chamber of Films Limited, honorary chairman of Hong Kong Motion Picture Industry Association Limited, a director of The Real Estate Developers Association of Hong Kong, a trustee of The Better Hong Kong Foundation, a member of Friends of Hong Kong Association Limited, a director of Hong Kong-Vietnam Chamber of Commerce Limited, a non-official member of the Consultative Committee on Economic and Trade Co-operation between Hong Kong and the Mainland, a non-official member of the Lantau Development Advisory Committee, a member of Aviation Development and Three-runway System Advisory Committee and the honorary chairman of Federation of HK Jiangsu Community Organisation.

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Dr. Lam is a younger brother of Dr. Lam Kin Ming (Chairman, Executive Director and Chief Executive Officer of the Company) and Ms. Lam Suk Ying, Diana (NED), an elder brother of Mr. Lam Kin Hong, Matthew (Executive Director), and an uncle of Ms. Lam Wai Shan, Vanessa (Executive Director and Deputy Chief Executive Officer of the Company).

Mr. Lam Kin Hong, Matthew, aged 48, was appointed an Executive Director in July 1999. Mr. Lam is also an executive director of LSG and an executive director and the executive deputy chairman of Lai Fung. He graduated from University College London in the United Kingdom with a Bachelor of Science Degree and underwent his training as a lawyer with an international law firm, Messrs. Reed Smith Richards Butler. Mr. Lam is a co-founding partner and managing partner of a Hong Kong law firm, Nixon Peabody CWL and a member of The Law Society of Hong Kong and The Law Society of England and Wales.

Mr. Lam has considerable experience in property development and corporate finance in Hong Kong and Mainland China. He is the vice president cum chairman of The Hong Kong Real Property Federation Cum Yangtze River Delta Region, a standing committee member of the Chinese People’s Political Consultative Conference in Shanghai and in Shantou, Guangdong Province. Mr. Lam also serves as the honorary consul of the Consulate of The Republic of Estonia in Hong Kong. He is a Council Member of the Business Advisory Council of the United Nations Economic and Social Commission for Asia and the Pacific (ESCAP) and a permanent adviser/member of the Hospital Governing Committee of Pok Oi Hospital.

Mr. Lam is the younger brother of Dr. Lam Kin Ming (Chairman, Executive Director and Chief Executive Officer of the Company), Ms. Lam Suk Ying, Diana (NED) and Dr. Lam Kin Ngok, Peter (Executive Director), and an uncle of Ms. Lam Wai Shan, Vanessa (Executive Director and Deputy Chief Executive Officer of the Company).

Report of the Directors

BIOGRAPHICAL DETAILS OF DIRECTORS (continued)

Executive Directors (continued)

Mr. Wan Edward Yee Hwa, aged 80, is an Executive Director and a member of both of the Company's Executive Committee and Remuneration Committee. Mr. Wan first joined the Board as an INED in December 1993 and was re-designated as an Executive Director on 1 February 2011. Mr. Wan was the chairman of the Audit Committee and the Remuneration Committee of the Company until 31 January 2011. He was also a non-executive director of each of LSG and LSD from 1 February 2011 to 18 December 2012. Mr. Wan is a fellow of the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and has been a certified public accountant in Hong Kong since 1961.

Non-executive Director

Ms. Lam Suk Ying, Diana, aged 61, was appointed a NED in December 2006. Ms. Lam graduated from the Loyola University in California, United States of America with a Bachelor of Business Administration Degree. She also holds a Master's Degree in Public Administration from the Pepperdine University in California. Ms. Lam had worked for Metropolitan Life Insurance Company in California, United States of America for two years and has been managing her personal investments continuously to date. She is a younger sister of Dr. Lam Kin Ming (Chairman, Executive Director and Chief Executive Officer of the Company), an elder sister of Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew (both Executive Directors), and an aunt of Ms. Lam Wai Shan, Vanessa (Executive Director and Deputy Chief Executive Officer of the Company).

Independent Non-executive Directors

Mr. Chow Bing Chiu, aged 65, was appointed an INED in September 2004 and is currently a member of the Audit Committee and the Remuneration Committee of the Company. He is also an independent non-executive director of LSG. Mr. Chow obtained his Bachelor of Laws Degree in 1980 and qualified as a solicitor in Hong Kong in 1983. He is the senior partner of B.C. Chow & Co., Solicitors, in Hong Kong and a China-appointed attesting officer.

Mr. Leung Shu Yin, William, aged 67, was appointed an INED as well as the chairman of both the Audit Committee and the Remuneration Committee of the Company on 1 February 2011. Mr. Leung is also an independent non-executive director of LSG, LSD and Mainland Headwear Holdings Limited. The issued shares of all the aforesaid companies are listed and traded on the Main Board of the Stock Exchange. He is a certified public accountant, a member of the Hong Kong Securities and Investment Institute and a Fellow of both the Association of Chartered Certified Accountants in the United Kingdom and the HKICPA. Mr. Leung is a practising director of two certified public accountants' firms in Hong Kong.

Mr. Yeung Sui Sang, aged 78, was appointed an INED in October 2001 and is currently a member of the Audit Committee and the Remuneration Committee of the Company. Before joining the Lai Sun Group in March 1988, he had worked in the Hong Kong civil service for over 30 years. Mr. Yeung first joined LSG as administration manager and was later appointed administration controller of the Lai Sun Group. He was also appointed to the boards of LSG, Asia Television Limited and later eSun. Mr. Yeung retired from the Lai Sun Group in June 1998 including his directorship in various members of such Group.

Report of the Directors

DIRECTORS OF SUBSIDIARIES

Other than the Directors named in the above section headed “*Biographical Details of Directors*”, the persons who have served on the boards of the subsidiaries of the Company during the Year and up to the date of this Report included Ms. Lam Wai Kei, Vicky and Mr. Wong Muk Yeung.

DIRECTORS’ INTERESTS IN COMPETING BUSINESSES

During the Year and up to the date of this Report, the following Directors (together, “**Interested Directors**”) are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules:

Four Executive Directors including Dr. Lam Kin Ming, Ms. Lam Wai Shan, Vanessa, Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew held shareholding interests and/or other interests and/or directorships in companies/entities engaged in the businesses of manufacture, retail and wholesale of fashions in Hong Kong, Macau and/or Mainland China, and/or property investment and letting in Hong Kong and/or Mainland China.

However, the Board is independent from the boards of directors/governing committees of the aforesaid companies/entities and none of the Interested Directors can personally control the Board. Further, each of the Interested Directors is fully aware of, and has been discharging, his/her fiduciary duty to the Company and has acted and will continue to act in the best interest of the Company and the Shareholders as a whole. Therefore, the Group is capable of carrying on its businesses independent of, and at arm’s length from, the businesses of such companies/entities.

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SHARE OPTION SCHEMES

On 15 December 2015, the Shareholders approved the adoption of a new share option scheme (“**2015 Scheme**”) and the termination of the share option scheme which was adopted by the Company on 22 December 2006 (“**2006 Scheme**”) to the effect that no more share options will be granted under the 2006 Scheme. As at 31 July 2016 and the date of this Report, no share option is valid and outstanding under the 2006 Scheme.

The 2015 Scheme which became effective on 18 December 2015 remains in force for a period of 10 years commencing on its adoption date. The maximum number of the Company’s shares (“**Shares**”) issuable pursuant to the 2015 Scheme is 94,754,369 Shares, being 10% of the total issued Shares on the date of approval of the 2015 Scheme. The details of the 2015 Scheme are set out in the circular of the Company dated 13 November 2015.

No share options have been granted under the 2015 Scheme since its adoption on 15 December 2015 and there are no outstanding share options as at 31 July 2016 and the date of this Report. Further details of the 2006 Scheme and the 2015 Scheme are disclosed in Note 31 to the Consolidated Financial Statements.

Report of the Directors

DIRECTORS' INTERESTS

The following Directors and chief executive of the Company who held office on 31 July 2016 and their respective close associates (as defined in the Listing Rules) were interested, or were deemed to be interested, in the following long or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) on that date (a) as required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions, if any, which they were taken or deemed to have under such provisions of the SFO); or (b) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO (“**Register of Directors and Chief Executive**”); or (c) as notified to the Company and the Stock Exchange pursuant to the Code of Practice for Securities Transactions by Directors and Designated Employees adopted by the Company (“**Securities Code**”); or (d) as otherwise known by the Directors:

(1) Interests in the Company

Long positions in the Shares and underlying Shares

Name of Directors	Capacity	Number of Shares		Share options	Total interests	Approximate percentage of total issued Shares <i>(Note 1)</i>
		Personal interests	Corporate interests	Personal interests		
Lam Kin Ming (“ Dr. KM Lam ”)	Beneficial owner and owner of controlled corporation	5,534,000 <i>(Note 2)</i>	472,200,000 <i>(Note 3)</i>	Nil	477,734,000	50.42%
Lam Wai Shan, Vanessa (“ Ms. Lam ”)	Beneficial owner	6,227,500 <i>(Note 4)</i>	Nil	Nil	6,227,500	0.66%
Wan Edward Yee Hwa (“ Mr. Wan ”)	Beneficial owner	2,410,000 <i>(Note 5)</i>	Nil	Nil	2,410,000	0.25%

Notes:

- The total number of issued Shares as at 31 July 2016 (947,543,695 Shares) has been used in the calculation of the approximate percentage.
- Dr. KM Lam (the Chairman, an Executive Director and the Chief Executive Officer of the Company) has bought an aggregate of 575,000 Shares during the Year and exercised in full the share option granted to him on 20 July 2015 to subscribe for 900,000 Shares at HK\$0.85 per Share on 11 September 2015. Subsequent to the Year end and up to the date of this Report, he has bought an aggregate of 705,000 Shares, thereby increasing his holding from 5,534,000 Shares to 6,239,000 Shares (representing approximately 0.66% of the total issued Shares).
- Rich Promise Limited (“**RPL**”) beneficially owned 472,200,000 Shares, representing approximately 49.83% of the total issued Shares. Dr. KM Lam was deemed to be interested in the same 472,200,000 Shares by virtue of his 100% shareholding interest in RPL.
- Ms. Lam (an Executive Director and the Deputy Chief Executive Officer of the Company) exercised in full the share option granted to her on 20 July 2015 to subscribe for 900,000 Shares at HK\$0.85 per Share on 11 September 2015.
- Mr. Wan (an Executive Director) has disposed of an aggregate of 90,000 Shares during the Year. Subsequent to the Year end and up to the date of this Report, he has disposed of an aggregate of 200,000 Shares, thereby decreasing his holding from 2,410,000 Shares to 2,210,000 Shares (representing approximately 0.23% of the total issued Shares).

Report of the Directors

DIRECTORS' INTERESTS (continued)

(2) Interests in Associated Corporation

RPL — the parent and ultimate holding company of the Company

Long position in the ordinary shares of RPL

Name of Director	Capacity	Personal interests	Corporate interests	Total interests	Percentage of total issued shares
Lam Kin Ming	Beneficial owner	1	Nil	1	100%

Save as disclosed above, as at 31 July 2016, none of the Directors and the chief executive of the Company and their respective close associates was interested, or was deemed to be interested, in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations which were required to be notified to the Company and the Stock Exchange under the SFO, recorded in the Register of Directors and Chief Executive, notified under the Securities Code or otherwise known by the Directors.

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31 July 2016, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals (being an Executive Director and the Chief Executive Officer of the Company), who had 5% or more interests in the following long positions in the Shares as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO (“**Register of Shareholders**”) or were entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company (“**Voting Entitlements**”) (i.e. within the meaning of substantial shareholders of the Listing Rules) were as follows:

Report of the Directors

SUBSTANTIAL SHAREHOLDERS' INTERESTS (continued)

Long positions in the Shares

Name	Capacity	Nature of interests	Number of Shares held	Approximate percentage of total issued Shares <i>(Note 1)</i>
Rich Promise Limited	Beneficial owner	Corporate	472,200,000 <i>(Note 2)</i>	49.83%
Lam Kin Ming	Beneficial owner and owner of controlled corporation	Personal and corporate	477,734,000 <i>(Notes 2 and 3)</i>	50.42%

Notes:

1. The total number of issued Shares as at 31 July 2016 (947,543,695 Shares) has been used in the calculation of the approximate percentage.
2. Dr. KM Lam was deemed to be interested in the 472,200,000 Shares owned by RPL by virtue of his 100% shareholding interest in RPL. Please also refer to "Directors' Interests" section above for further details.
3. Dr. KM Lam was personally interested in 5,534,000 Shares.

Save as disclosed above, the Directors are not aware of any other corporation or individual (other than a Director or the chief executive of the Company) which/who, as at 31 July 2016, had the Voting Entitlements or 5% or more interests or short positions in the Shares as recorded in the Register of Shareholders.

CONTROLLING SHAREHOLDER'S INTERESTS IN SIGNIFICANT CONTRACTS

Save as disclosed in Note 35 to the Consolidated Financial Statements headed "Related Party Transactions" and the section headed "Continuing Connected Transaction" of this Report below, at no time during the Year had the Company or any of its subsidiaries, and the controlling shareholder (as defined in the Listing Rules) or any of its subsidiaries entered into any contract of significance or any contract of significance for the provision of services by the controlling shareholder or any of its subsidiaries to the Company or any of its subsidiaries.

Report of the Directors

CONTINUING CONNECTED TRANSACTION

The Company had a continuing connected transaction (“CCT”) (as defined by the Listing Rules) during the Year, brief particulars of which are as follows:

Crocodile Centre Office Lease

The Company announced on 27 March 2013 that Crocodile KT Investment Limited (“**Crocodile KT**”, a wholly-owned subsidiary of the Company), as landlord entered into a tenancy agreement with Big Honor Asia Limited (“**Big Honor**”) as tenant, pursuant to which Crocodile KT agreed to lease office unit 2501 of Crocodile Center at No. 79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong to Big Honor for a term of 36 months from 1 April 2013 to 31 March 2016 at a monthly rental and management fee of HK\$153,720 and HK\$20,862, respectively (“**Tenancy Agreement**”).

Dr. KM Lam (the Chairman, an Executive Director and the Chief Executive Officer of the Company who had approximately 50.77% shareholding interest in the Company as at the date of entering into the Tenancy Agreement) has been a director and a controlling shareholder of Big Honor. Accordingly, Big Honor was an associate of Dr. KM Lam and a connected person of the Company, rendering the entering into of the Tenancy Agreement a CCT for the Company under Chapter 14A of the Listing Rules.

The rental income and management fee for the Tenancy Agreement for the period from 1 August 2015 to 31 March 2016 was HK\$1,396,656.

The CCT listed above has been reviewed by all the INEDs who have confirmed that this transaction had been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong (“**Deloitte**”), the Company’s independent auditor (“**Independent Auditor**”), was engaged to report on the Group’s CCT in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “*Assurance Engagements Other Than Audits or Reviews of Historical Financial Information*” and with reference to Practice Note 740 “*Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules*” issued by the HKICPA. Deloitte has issued a letter containing its findings and conclusion in respect of the CCT disclosed above to the Board in accordance with Rule 14A.56 of the Listing Rules confirming that nothing has come to their attention that causes them to believe the CCT:

- (i) has not been approved by the Board;
- (ii) was not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (iii) has exceeded the maximum aggregate annual value disclosed in previous announcement.

Report of the Directors

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business of the Group are provided under Note 35 to the Consolidated Financial Statements.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Other than financial performance, the Group believes that a high standard of corporate social responsibility is essential for building up a good corporate and social relationship and motivating staff and creating a sustainable return to the Group. We are committed to contributing to the sustainability of the environment and community in which we conduct businesses and where our stakeholders live.

Environmental Protection

As a responsible garment business participant, the Group has strictly endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental technologies to ensure its merchandises meet the material standards and ethics in respect of environmental protection.

The Group has actively promoted material-saving and the extensive use of environmentally friendly clothing materials so as to protect the environment and improve air quality within the community.

In the property investment sector, several measures have been implemented in order to mitigate emissions produced by the Group's properties, such as controlled use of chiller units during night-time, using more LED lamps, switching off some passenger lifts after office hours, etc.

In addition, the Group has joined and supported various environmental protection programmes organised by reputable institutions and has been recognised with awards.

Compliance with Laws and Regulations

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. Our Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

To protect the Group's intellectual property rights, the Group has registered its domain name and various trademarks have been applied for or registered in various classes in Hong Kong, Macau, Mainland China and other relevant jurisdictions and takes all appropriate actions to enforce its intellectual property rights.

Report of the Directors

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (continued)

Workplace Quality

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behavior, employees' rights and benefits. We establish and implement policies that promote a harmony and respectful workplace.

The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. We provide on-the-job training and development opportunities to enhance our employees' career progression. Through different training, staff's professional knowledge in corporate operations, occupational and management skills are enhanced.

Health and Safety

The Group prides itself on providing a safe, effective and congenial work environment. Adequate arrangements, training and guidelines are implemented to ensure the working environment is healthy and safe. The Group provides health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

The Group values the health and well-being of staff. In order to provide employees with health coverage, staff are entitled to medical insurance benefits as well as other health awareness programmes.

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Community Involvement

The Group is committed to participate in the community events and made donations to a number of charitable organisations to the improvement of community well-being and social services. The Group believes that by encouraging staff to participate in a wide range of charitable events, concern for the community will be raised and boosted, which would inspire more people to take part in serving the community.

SEGMENT INFORMATION

An analysis of the Group's revenue and contribution to results by business and geographical areas of the operations for the Year is set out in Note 7 to the Consolidated Financial Statements.

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of the movements in the property, plant and equipment and investment properties of the Group during the Year are set out in Notes 15 and 16 to the Consolidated Financial Statements, respectively. Further details of the Group's investment properties are set out in "*Particulars of Investment Properties*" section in this Annual Report.

Report of the Directors

SHARE ISSUED IN THE YEAR

Details of the ordinary shares issued by the Company during the Year are set out in Note 30 to the Consolidated Financial Statements.

DISTRIBUTABLE RESERVES

As at 31 July 2016, the Company had reserves available for distribution to the Shareholders, in accordance with the provision of Section 297 of the Companies Ordinance, amounted to approximately to HK\$1,086,247,000.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the total issued Shares was held by the public (i.e. the prescribed public float applicable to the Company under the Listing Rules) during the Year and up to the date of this Report.

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

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the Laws of Hong Kong which would oblige the Company to offer new shares on a pro-rata basis to its existing Shareholders.

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BANK BORROWINGS

Details of the bank borrowings of the Group as at 31 July 2016 are set out in Note 26 to the Consolidated Financial Statements.

CHARITABLE CONTRIBUTIONS

During the Year, the Group made charitable contributions totalling HK\$12,000 (2015: HK\$718,000).

MAJOR CUSTOMERS AND SUPPLIERS

The turnover attributable to the Group's five largest customers accounted for less than 30% of the Group's total turnover for the Year.

Purchases attributable to the Group's five largest suppliers and the largest supplier accounted for 27.3% and 7.9%, respectively of the Group's total purchases for the Year.

None of the Directors or any of their close associates (as defined in the Listing Rules) or any Shareholders (whom to the best knowledge and belief of the Directors, own more than 5% of the total issued Shares) had any beneficial interest in the Group's five largest suppliers and customers for the Year.

Report of the Directors

SUMMARY OF FINANCIAL INFORMATION

A summary of the published consolidated results, assets and liabilities of the Group for the last five financial years from 2012 to 2016 is set out below:

	Year ended 31 July				
	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000	2012 HK\$'000
Revenue	<u>313,217</u>	<u>405,325</u>	<u>501,813</u>	<u>499,451</u>	<u>505,640</u>
Profit for the year attributable to owners of the Company	<u>455</u>	<u>51,145</u>	<u>106,032</u>	<u>236,883</u>	<u>84,674</u>
	As at 31 July				
	2016 HK\$'000	2015 HK\$'000	2014 HK\$'000	2013 HK\$'000 (Restated)	2012 HK\$'000
Total assets	<u>2,293,167</u>	<u>2,261,596</u>	<u>2,146,304</u>	<u>2,021,113</u>	<u>1,532,507</u>
Total liabilities	<u>741,783</u>	<u>700,810</u>	<u>640,220</u>	<u>621,945</u>	<u>378,174</u>
Total equity	<u>1,551,384</u>	<u>1,560,786</u>	<u>1,506,084</u>	<u>1,399,168</u>	<u>1,154,333</u>
	<u>2,293,167</u>	<u>2,261,596</u>	<u>2,146,304</u>	<u>2,021,113</u>	<u>1,532,507</u>

CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 28 to 42 of this Annual Report.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its INEDs in writing an annual confirmation of his independence for the Year pursuant to Rule 3.13 of the Listing Rules and the Company considers all of the INEDs to be independent.

EQUITY-LINK AGREEMENT

For the Year, the Company has not entered into any equity-link agreement, save for options to be granted under the above section of "Share Option Schemes" of this Report.

Report of the Directors

REVIEW BY AUDIT COMMITTEE

The Audit Committee of the Company currently comprises three INEDs, namely Messrs. Leung Shu Yin, William (Chairman), Chow Bing Chiu and Yeung Sui Sang. The Audit Committee has reviewed with the management of the Company the audited Consolidated Financial Statements for the Year.

INDEPENDENT AUDITOR

The Consolidated Financial Statements for the Year have been audited by Deloitte who will retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. Having approved by the Board upon the Audit Committee's recommendation, a resolution for the re-appointment of Deloitte as the Independent Auditor for the ensuing year will be put to the forthcoming AGM for the Shareholders' approval.

On Behalf of the Board

Lam Kin Ming

Chairman, Executive Director and Chief Executive Officer

Hong Kong

28 October 2016

Corporate Governance Report

The Company is committed to achieving and maintaining high standards of corporate governance and has established policies and procedures for compliance with the principles and code provisions set out from time to time in the Corporate Governance Code (“**CG Code**”) contained in Appendix 14 to the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”).

(1) CORPORATE GOVERNANCE PRACTICES

The Company has complied with all applicable code provisions set out in the CG Code throughout the year ended 31 July 2016 (“**Year**”) save for the deviations from code provisions A.2.1, A.4.1 and A.5.1 as follows:

Under code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual.

In view of the present composition of the board of directors of the Company (“**Board**” and “**Directors**” respectively), the in-depth knowledge of the Chairman (who is also the Chief Executive Officer) of the Company’s operations and the garment and fashion industry in general, his extensive business network and connections, and the scope of operations of the Company, the Board believes that it is in the best interest of the Company for Dr. Lam Kin Ming to assume the roles of both the Chairman and the Chief Executive Officer.

Under code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term and subject to re-election.

None of the existing non-executive Directors (“**NEDs**”, including the independent non-executive Directors (“**INEDs**”)) is appointed for a specific term. However, all Directors are subject to the retirement provisions of the Articles of Association of the Company (“**Articles of Association**”), which require that the Directors for the time being shall retire from office by rotation once every three years since their last election by shareholders of the Company (“**Shareholders**”) and the retiring Directors are eligible for re-election. In addition, any person appointed by the Board (including a NED) will hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (“**AGM**”) (in the case of an addition to the Board) and will then be eligible for re-election at that meeting. Further, in line with the relevant code provision of the CG Code, each of the Directors appointed to fill a casual vacancy has been/will be subject to election by the Shareholders at the first general meeting after his/her appointment. In view of these, the Board considers that such requirements are sufficient to meet the underlying objective of the said code provision A.4.1 and therefore, does not intend to take any remedial steps in this regard.

Corporate Governance Report

(1) CORPORATE GOVERNANCE PRACTICES (continued)

Under code provision A.5.1 of the CG Code, a nomination committee comprising a majority of the independent non-executive directors should be established and chaired by the chairman of the board or an independent non-executive director.

The Company has not established a nomination committee whose functions are assumed by the full Board. Potential new Directors will be recruited based on their knowledge, skills, experience and expertise and the requirements of the Company at the relevant time and candidates for the INEDs must meet the independence criterion set out in Rule 3.13 of the Listing Rules. The process of identifying and selecting appropriate candidates for consideration and approval by the Board has been, and will continue to be, carried out by the executive Directors (“**Executive Directors**”). As the above selection and nomination policies and procedures have already been in place and the other duties of the nomination committee as set out in the CG Code have long been performed by the full Board effectively, the Board does not consider it necessary to establish a nomination committee at the current stage.

(2) BOARD OF DIRECTORS

(2.1) Responsibilities and Delegation

The Board oversees the overall management of the Company’s businesses and affairs. The Board’s primary duty is to ensure the viability of the Company and to ascertain that it is managed in the best interests of its Shareholders as a whole while taking into account the interests of other stakeholders.

The Board has established specific committees with written terms of reference to assist it in the efficient implementation of its functions, namely the Executive Committee, the Audit Committee and the Remuneration Committee. Specific responsibilities have been delegated to the above Committees.

The Board has delegated the day-to-day management of the Company’s businesses to the management and the Executive Committee, and focuses its attention on matters affecting the Company’s long-term objectives and plans for achieving these objectives, the overall business and commercial strategy of the Company and its subsidiaries (“**Group**”) as well as overall policies and guidelines.

Decisions relating to the aforesaid matters and any acquisition or disposal of businesses, investments, or transactions or commitments of any kind where the actual or potential liability or value exceeds the threshold for discloseable transactions for the Company (as defined in the Listing Rules from time to time) are reserved for the Board; whereas decisions regarding matters set out in the terms of reference of the Executive Committee and those not specifically reserved for the Board are delegated to the Executive Committee and the management.

From April 2012 onwards, all Directors have been provided, on a monthly basis, with the Group’s management information updates, giving a balanced and understandable assessment of the Group’s performance, position, recent developments and prospects in sufficient detail to keep them abreast of the Group’s affairs and facilitate them to discharge their duties under the relevant requirements of the Listing Rules.

Corporate Governance Report

(2) BOARD OF DIRECTORS (continued)

(2.2) Composition of the Board

The Board currently comprises nine members, of whom five are Executive Directors, one is NED and the remaining three are INEDs, in compliance with the minimum number of INEDs required under Rule 3.10(1) of the Listing Rules. The Company has also complied with Rule 3.10A of the Listing Rules with INEDs representing at least one-third of the Board. The Board will review the management structure regularly to ensure that it continues to meet the Group's objectives and is in line with the industry practices.

The Directors who served the Board during the Year and up to the date of this Report are as follows:

Executive Directors

Dr. Lam Kin Ming (*Chairman and Chief Executive Officer*)

Ms. Lam Wai Shan, Vanessa (*Deputy Chief Executive Officer*)

Dr. Lam Kin Ngok, Peter

Mr. Lam Kin Hong, Matthew

Mr. Wan Edward Yee Hwa

Non-executive Director

Ms. Lam Suk Ying, Diana

Independent Non-executive Directors

Mr. Chow Bing Chiu

Mr. Leung Shu Yin, William

Mr. Yeung Sui Sang

The brief biographical particulars of the existing Directors are set out in the section headed “*Biographical Details of Directors*” of the Report of the Directors on pages 15 to 17.

Dr. Lam Kin Ming (Chairman, Executive Director and Chief Executive Officer) is the father of Ms. Lam Wai Shan, Vanessa (Executive Director and Deputy Chief Executive Officer) and the elder brother of Ms. Lam Suk Ying, Diana (NED), Dr. Lam Kin Ngok, Peter and Mr. Lam Kin Hong, Matthew (both Executive Directors).

Save as aforesaid and as disclosed in the “*Biographical Details of Directors*” section of the Report of the Directors, none of the Directors has any financial, business, family or other material/relevant relationships with one another.

Corporate Governance Report

(2) BOARD OF DIRECTORS (continued)

(2.3) Independent Non-executive Directors

The Company has complied with the requirements under Rules 3.10(1) and (2) of the Listing Rules. The former Rule requires that every board of directors of a listed issuer must include at least three INEDs and the latter Rule requires that at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise. The Company has received from each of the INEDs a written annual confirmation of his independence for the Year pursuant to Rule 3.13 of the Listing Rules. The Board considers that all INEDs are independent. Further, up to the date of this Report, the Board has not been aware of the occurrence of any events which would cause it to believe that their independence has been impaired.

Mr. Chow Bing Chiu (“**Mr. Chow**”) and Mr. Yeung Sui Sang (“**Mr. Yeung**”) (both INEDs) will retire by rotation as Directors at the forthcoming AGM and, being eligible, offer themselves for re-election. Mr. Chow has served on the Board for 12 years since September 2004 and Mr. Yeung has served on the Board for 15 years since October 2001. Being long-serving Directors, both of them have developed an in-depth understanding of the Company over the years.

There is no empirical evidence that the long services of Mr. Chow and Mr. Yeung would impair their independent judgements. The Board is satisfied that each of Mr. Chow and Mr. Yeung will continue to have the required character and experience to fulfill the role of an INED and considers that the re-election of each of Mr. Chow and Mr. Yeung as an INED at the forthcoming AGM is in the best interest of the Company and the Shareholders as a whole.

(2.4) Directors’ and Officers’ Liabilities Insurance

The Company has arranged appropriate directors’ and officers’ liabilities insurance coverage for the Directors and officers of the Company.

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(3) DIRECTORS’ INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

On appointment to the Board, each Director receives a comprehensive induction package covering business operations, policy and procedures of the Company as well as the general, statutory and regulatory obligations of being a Director to ensure that he/she is sufficiently aware of his/her responsibilities under the Listing Rules and other relevant regulatory requirements.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, the Company has been encouraging the Directors and senior executives to enroll in a wide range of professional development courses and seminars relating to the Listing Rules, companies ordinance/act and corporate governance practices organised by professional bodies, independent auditors and/or law firms in Hong Kong so that they can continuously update and further improve their relevant knowledge and skills.

From time to time, Directors are provided with written training materials to develop and refresh their professional skills; and seminars on the latest development of applicable laws, rules and regulations are also organised and arranged for the Directors to assist them in discharging their duties. Directors are requested to provide records of training they received to the Company Secretary of the Company (“**Company Secretary**”). During the Year, the Company has arranged for the INEDs to attend a seminar organised by an external auditor.

Corporate Governance Report

(3) DIRECTORS' INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

(continued)

According to the records maintained by the Company, the current Directors received the following training with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the CG Code's requirement on continuous professional development during the Year:

Directors	Corporate Governance/ Updates on Laws, Rules & Regulations		Accounting/Financial/ Management or Other Professional Skills	
	Read Materials	Attend Seminars/ Briefings	Read Materials	Attend Seminars/ Briefings
<i>Executive Directors</i>				
Dr. Lam Kin Ming (Chairman and Chief Executive Officer)	✓	✓	✓	—
Ms. Lam Wai Shan, Vanessa (Deputy Chief Executive Officer)	✓	✓	✓	—
Dr. Lam Kin Ngok, Peter	✓	✓	✓	—
Mr. Lam Kin Hong, Matthew	✓	✓	✓	✓
Mr. Wan Edward Yee Hwa	✓	✓	✓	✓
<i>Non-executive Director</i>				
Ms. Lam Suk Ying, Diana	✓	✓	✓	—
<i>Independent Non-executive Directors</i>				
Mr. Chow Bing Chiu	✓	✓	✓	✓
Mr. Leung Shu Yin, William	✓	✓	✓	✓
Mr. Yeung Sui Sang	✓	✓	✓	✓

(4) BOARD COMMITTEES

The Executive Committee comprising members appointed by the Board amongst the Executive Directors was established on 18 November 2005 with written terms of reference to assist the Board in monitoring the on-going management of the Company's businesses and in implementing the Company's objectives in accordance with the strategy and policies approved by the Board. The Board has also delegated its authority to the following Committees to assist it in the implementation of its functions:

(4.1) Remuneration Committee

On 18 November 2005, the Board established a Remuneration Committee which currently comprises four members, including three INEDs, namely Messrs. Leung Shu Yin, William (Chairman), Chow Bing Chiu and Yeung Sui Sang and an Executive Director, Mr. Wan Edward Yee Hwa.

Corporate Governance Report

(4) BOARD COMMITTEES (continued)

(4.1) Remuneration Committee (continued)

The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of Directors and senior management. The terms of reference of the Remuneration Committee setting out its authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange.

(a) Duties of the Remuneration Committee

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board, in consultation with the Chairman of the Board, on an appropriate policy and framework for all aspects of remuneration of all Directors and senior management, including but not limited to Directors' fees, salaries, allowances, bonuses, share options, benefits in kind and pension rights, to ensure that the level of remuneration offered by the Company is competitive and sufficient to attract, retain and motivate personnel of the required quality to manage the Company successfully.

(b) Work Performed by the Remuneration Committee

The Remuneration Committee held a meeting during the Year to discuss the Company's remuneration-related matters. All members of the Remuneration Committee had also deliberated on matters relating to the payment of bonuses to senior management of the Company by way of circular resolutions during the Year.

(4.2) Audit Committee

On 31 March 2000, the Board established an Audit Committee which currently comprises three INEDs, namely Messrs. Leung Shu Yin, William (Chairman), Chow Bing Chiu and Yeung Sui Sang. The Company has complied with Rule 3.21 of the Listing Rules, which requires that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive director) is an INED who possesses appropriate professional qualifications or accounting or related financial management expertise. All members of the Audit Committee have appropriate skills and experience in reviewing financial statements as well as addressing significant control and financial issues of the Company.

Corporate Governance Report

(4) BOARD COMMITTEES (continued)

(4.2) Audit Committee (continued)

(a) Duties of the Audit Committee

The Board believes that good corporate governance is essential to the success of the Group and the enhancement of Shareholders' value. While recognising corporate governance is the collective responsibility of all of its members, the Board has delegated the corporate governance functions to the members of Audit Committee who are considered to be better positioned to provide an objective and independent guidance on governance-related matters.

On 27 March 2012, the Board formalised the governance-related policies and procedures, established on the foundations of accountability, transparency, fairness and integrity and adopted by the Group for years, into a set of corporate governance policy ("CG Policy"). The Audit Committee has been delegated with the responsibilities to develop, review, monitor, and make recommendations to the Board (as appropriate) in respect of the Company's policies and practices of corporate governance (including the compliance with the CG Code and the relevant disclosures in the Company's interim and annual reports), the practices in compliance with legal and regulatory requirements, and the training and continuous professional development of the Directors and senior management.

Apart from performing the corporate governance functions, the Audit Committee is principally responsible for the monitoring of the integrity of periodical financial statements of the Company, the review of significant financial reporting judgements contained in them before submission to the Board for approval, and the review and monitoring of the auditors' independence and objectivity as well as the effectiveness of the audit process.

In compliance with new requirements relating to risk management and internal controls stipulated in the CG Code, which came into effect for accounting periods beginning on 1 January 2016, the Board has delegated the duties of overseeing and reviewing the Company's risk management and internal control systems to the Audit Committee in March 2016. The revised terms of reference setting out the Audit Committee's authority, duties and responsibilities are available on both the websites of the Company and the Stock Exchange.

Corporate Governance Report

(4) BOARD COMMITTEES (continued)

(4.2) Audit Committee (continued)

(b) Work Performed by the Audit Committee

The Audit Committee held three meetings during the Year. It has reviewed the audited final results of the Group for the year ended 31 July 2015, the unaudited interim results of the Group for the six months ended 31 January 2016 and other matters related to the financial and accounting policies and practices of the Company as well as the nature and scope of the audit for the Year. Further, it has reviewed the internal control review report on the Company and the enterprise risk management proposal prepared by Annie Chiu & Co., Certified Public Accountants (Practising), an independent external risk advisory firm (“ACC” or “**Independent Advisor**”) and put forward relevant recommendations to the Board for approval.

On 28 October 2016, the Audit Committee reviewed the draft audited consolidated financial statements of the Group as well as the accounting principles and policies for the Year with the Company’s management in the presence of the representatives of Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong and the Company’s independent auditor (“**Deloitte**” or “**Independent Auditor**”). It also reviewed this Corporate Governance Report and an internal control review report on the Company prepared by the Independent Advisor.

(5) CHAIRMAN AND CHIEF EXECUTIVE

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The CG Code provides that the roles of the chairman and the chief executive should be separate and performed by different individuals.

During the Year and up to the date of this Report, as explained in Paragraph (1) above, Dr. Lam Kin Ming assumed the roles of the Chairman and the Chief Executive Officer of the Company simultaneously.

(6) NON-EXECUTIVE DIRECTORS

As explained in Paragraph (1) above, none of the existing NEDs (including INEDs) was appointed for a specific term.

(7) NOMINATION OF DIRECTORS

As explained in Paragraph (1) above, the Company does not establish a nomination committee. The policies and procedures for the selection and nomination of Directors, and arrangements for the performance of other duties of the nomination committee have also been disclosed therein. No candidate has been proposed for appointment as a Director during the Year.

Corporate Governance Report

(8) BOARD DIVERSITY POLICY

The Company has adopted a board diversity policy (“**Policy**”) in July 2013 which sets out its approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company recognises the benefits of Board diversity and endeavours to ensure that the Board has the appropriate balance and level of skills, experience and perspectives required to support the execution of its business strategies. The Company seeks to achieve Board diversity through the consideration of a number of factors, including professional qualifications and experience, cultural and educational background, race and ethnicity, gender, age and length of service. The Company will also take into consideration factors based on its own business model and specific needs from time to time in determining the optimum composition of the Board.

On recommendation from the Executive Directors, the Board has set measurable objectives (in terms of gender, skills and experience) to implement the Policy and review such objects from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Executive Directors will review the Policy, as appropriate, to ensure its continued effectiveness from time to time.

A copy of the Policy has been published on the Company’s website for public information.

The Company considers that the current composition of the Board, two out of its nine members being women, is characterised by diversity, whether considered in terms of gender, professional background and skills.

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(9) SECURITIES TRANSACTIONS BY DIRECTORS AND DESIGNATED EMPLOYEES

The Company has adopted a Code of Practice for Securities Transactions by Directors and Designated Employees (“**Securities Code**”) on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules. The Company has made specific enquiry of all Directors and they have confirmed in writing their compliance with the required standard set out in the Securities Code throughout the Year, save for the below.

On 2 September 2016, Mr. Wan Edward Yee Hwa (“**Mr. Wan**”) (an Executive Director) notified the Company that he has made certain securities transactions during the period between June and August 2016 to dispose of an aggregate of 290,000 shares of the Company (“**Shares**”) without having first notified in writing and received a dated written acknowledgement from the designated Director in accordance with the Securities Code. The transactions were made by his authorised person before the commencement of the black out period for the publication date of the Company’s annual results for the year ended 31 July 2016. Mr. Wan had not possessed or made use of any unpublished inside information of the Company and confirmed that he had no intention of not complying with the relevant provisions of the Securities Code.

With a view to avoiding such recurrence, Mr. Wan has been reminded by the Company his obligation under the Securities Code.

Corporate Governance Report

(10) INDEPENDENT AUDITOR'S REMUNERATION

The fees in respect of the audit and non-audit services provided to the Group by the Independent Auditor for the Year amounted to approximately HK\$825,000 and HK\$55,000, respectively. The non-audit services mainly consisted of the reporting on the agreement with the preliminary announcement of results of the Group for the Year, agreed-upon-procedures for the monthly gross sale turnover of shops of the Group for the Year and the issue of a comfort letter on continuing connected transaction of the Group for the Year.

(11) DIRECTORS' RESPONSIBILITY FOR PREPARING FINANCIAL STATEMENTS

The Directors acknowledge that they are responsible for overseeing the preparation of the financial statements which give a true and fair view of the financial position of the Group and of the financial performance and cash flows for such reporting period. In doing so, the Directors select suitable accounting policies and apply them consistently and make accounting estimates that are appropriate in the circumstances. With the assistance of the accounting and finance staff, the Directors ensure that the financial statements of the Group are prepared in accordance with statutory requirements and appropriate financial reporting standards. The Directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

More detailed descriptions of the changes in accounting policies and the related financial impacts are included in the audited consolidated financial statements of the Group for the Year.

(12) INDEPENDENT AUDITOR'S REPORTING RESPONSIBILITY

The statement by the Independent Auditor about its reporting and auditing responsibilities for the financial statements is set out in the Independent Auditor's Report contained in this Annual Report.

Corporate Governance Report

(13) ATTENDANCE RECORD AT MEETINGS

The attendance record of each Director at the Board meetings, Audit Committee meetings, Remuneration Committee meeting and the AGM of the Company held during the Year is set out in the following table:

Meetings held during the Year

Directors	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Annual General Meeting
Number of Meetings Held	4	3	1	1
	Number of Meetings Attended/ Number of Meetings Held			
Executive Directors				
Dr. Lam Kin Ming (Chairman and Chief Executive Officer)	4/4	—	—	1/1
Ms. Lam Wai Shan, Vanessa (Deputy Chief Executive Officer)	4/4	—	—	1/1
Dr. Lam Kin Ngok, Peter	4/4	—	—	0/1
Mr. Lam Kin Hong, Matthew	3/4	—	—	0/1
Mr. Wan Edward Yee Hwa	4/4	—	1/1	1/1
Non-executive Director				
Ms. Lam Suk Ying, Diana	3/4	—	—	0/1
Independent Non-executive Directors				
Mr. Chow Bing Chiu	3/4	3/3	1/1	1/1
Mr. Leung Shu Yin, William	4/4	3/3	1/1	1/1
Mr. Yeung Sui Sang	4/4	3/3	1/1	1/1

(14) RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the risk management and internal control systems of the Group, and the effective risk management and internal control systems enhance the Group's ability in achieving business objectives, safeguarding assets, complying with applicable laws and regulations, and contribute to the effectiveness and efficiency of its operations. As such, the Group's internal control procedures include a comprehensive budgeting, information reporting and performance monitoring system. The periodic reviews have covered all material controls, including financial, operational and compliance controls and risk management functions of the Group.

Corporate Governance Report

(14) RISK MANAGEMENT AND INTERNAL CONTROLS (continued)

During the Year, ACC has been engaged to assist the Board in evaluating (i) the various components of the internal control system of the Group under the framework of control environment, risk assessment, control activities, information and communication, and monitoring; and (ii) the sales and purchases and payroll cycles of the Group. Appropriate recommendations for further enhancing the internal control system have been adopted. The Board considers that the Group's internal control system for the Year was effective and adequate.

During the Year, as the Audit Committee has been delegated with the responsibilities to review the effectiveness of the Company's risk management system annually in compliance with code provision C.2.1 of the CG Code, ACC has been engaged to expend its engagement to include risk management services and the matters incidental thereto in order to facilitate the Audit Committee in the discharge of its aforesaid duties and responsibilities.

(15) COMPANY SECRETARY

The Company Secretary is an employee of the Company appointed by the Board. During the Year, the Company Secretary has complied with the relevant professional training requirement under Rule 3.29 of the Listing Rules.

(16) COMMUNICATION WITH SHAREHOLDERS

(16.1) Shareholders' Communication Policy

On 27 March 2012, the Board adopted a Shareholders' Communication Policy reflecting mostly the current practices of the Company for communication with its Shareholders. Such policy aims at providing the Shareholders and potential investors with ready and timely access to balanced and understandable information of the Company. It will be reviewed regularly to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

- (i) corporate communications such as annual reports, interim reports and circulars are issued in printed form and are available on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.crocodile.com.hk;
- (ii) periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iii) corporate information is made available on the Company's website and the Articles of Association of the Company is made available on the respective websites of the Stock Exchange and the Company;

Corporate Governance Report

(16) COMMUNICATION WITH SHAREHOLDERS (continued)

(16.1) Shareholders' Communication Policy (continued)

- (iv) AGMs and general meetings of the Company (“GMs”) provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (v) the Company’s share registrar (“Share Registrar”) serves the Shareholders in respect of share registration, dividend payment, change of Shareholders’ particulars and related matters.

(16.2) Details of the Last General Meeting

The last GM, being the AGM for 2015 (“2015 AGM”), was held at 10:00 a.m. on 15 December 2015 at Luxembourg Rooms I-III, 3/F, Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong. At the 2015 AGM, Shareholders approved by a vast majority of votes (i) the adoption of the audited financial statements of the Company for the year ended 31 July 2015 and the reports of the directors and the independent auditor thereon; (ii) the re-election of Ms. Lam Wai Shan, Vanessa as an Executive Director; (iii) the authorisation of the Board to fix the Directors’ remuneration; (iv) the re-appointment of Deloitte as the Independent Auditor for the ensuing year and the authorisation of the Board to fix its remuneration; (v) the granting to the Directors the general mandates to buy back the Shares; to issue, allot and deal with additional Shares; and to extend the general mandate granted to the Directors to issue Shares by adding the number of Shares bought back; and (vi) the adoption of new share option scheme and termination of its share option scheme adopted on 22 December 2006.

The 2015 AGM notice and the relevant poll results announcement were published on both the websites of the Stock Exchange and the Company on 12 November 2015 and 15 December 2015, respectively.

(17) SHAREHOLDERS’ RIGHTS

(17.1) Procedures for Shareholders to Call a GM

Pursuant to the Articles of Association and Section 566 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (“Companies Ordinance”), registered Shareholders representing at least 5% of the total voting rights of all Shareholders having a right to vote at GMs (“GM Requisitionists”) can deposit a written request to call a GM at the registered office of the Company (“Registered Office”), which is presently situated at the 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong for the attention of the Company Secretary.

Corporate Governance Report

(17) SHAREHOLDERS' RIGHTS (continued)

(17.1) Procedures for Shareholders to Call a GM (continued)

The GM Requisitionists must state in their request(s) the general nature of the business to be dealt with at the GM and such request(s) must be authenticated by all the GM Requisitionists and may consist of several documents in like form.

The Registrar will verify the GM Requisitionists' particulars in the GM Requisitionists' request. Promptly after confirmation from the Registrar that the GM Requisitionists' request is in order, the Company Secretary will arrange with the Board to call a GM by serving sufficient notice to all the registered Shareholders in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the GM Requisitionists' request is verified not in order, the GM Requisitionists will be advised of the outcome and accordingly, a GM will not be called as requested.

The GM Requisitionists, or any of them representing more than one-half (50%) of the total voting rights of all of them, may themselves call a GM if within twenty-one (21) days of the deposit of the GM Requisitionists' request, the Board does not proceed duly to call a GM for a day not more than twenty-eight (28) days after the date on which the notice calling the GM is given, provided that any GM so called is held within three (3) months from the date of the original GM Requisitionists' request. Any reasonable expenses incurred by the GM Requisitionists by reason of the Board's failure to duly call a GM shall be repaid to the GM Requisitionists by the Company.

(17.2) Procedures for Putting Forward Proposals at AGM

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Pursuant to Sections 615 and 580 of the Companies Ordinance, either any number of the registered Shareholders representing at least 2.5% of the total voting rights of all Shareholders who have a right to vote on the resolution at the AGM or at least 50 registered Shareholders who have a right to vote on the resolution at the AGM ("**Requisitionists**") can request the Company in writing to (a) give to the Shareholders entitled to receive notice of the AGM notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to the Shareholders entitled to receive notice of any GM any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

The requisition duly signed by the Requisitionists must be authenticated by the person or persons making it and sent to the Company at its Registered Office stated in paragraph (17.1) above no later than six (6) weeks before the AGM in case of a requisition requiring notice of a resolution or not less than one (1) week before the GM in case of a requisition requiring circulation of statement.

Pursuant to the Companies Ordinance, the Company that is required under Sections 615 and 580 of the Companies Ordinance to give notice of a resolution/circulate a statement (as the case may be) must send a copy of it at the Company's own expense to each Shareholder entitled to receive notice of the AGM in the same manner as the notice of the meeting; and at the same time as, or as soon as reasonably practicable after, it gives notice of the meeting.

Corporate Governance Report

(17) SHAREHOLDERS' RIGHTS (continued)

(17.3) Procedures for Proposing a Person for Election as a Director

As regards the procedures for proposing a person for election as a Director, please refer to the procedures made available under the Corporate Information section (Corporate Governance sub-section) of the Company's website at www.crocodile.com.hk.

(17.4) Procedures for Directing Shareholders' Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

11/F, Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Fax: (852) 2743 8459
E-mail: corpadmin@crocodile.com.hk

Shareholders may also make enquiries with the Board at the GMs.

(18) CONSTITUTIONAL DOCUMENTS

During the Year, there was no significant change in the Articles of Association of the Company which are available on both the websites of the Company at www.crocodile.com.hk and the Stock Exchange at www.hkexnews.hk.

(19) INVESTOR RELATIONS

The Company keeps on promoting good investor relations and enhancing communication with the Shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public who may contact the Company by phone on (852) 2785 3898 during normal business hours, by fax at (852) 2786 0190 or by e-mail at corpadmin@crocodile.com.hk.

Independent Auditor's Report



TO THE MEMBERS OF CROCODILE GARMENTS LIMITED

(incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of Crocodile Garments Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 45 to 114, which comprise the consolidated statements of financial position as at 31 July 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 405 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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.

Independent Auditor's Report

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as at 31 July 2016, and of its 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 Hong Kong Companies Ordinance.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
28 October 2016

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 July 2016

	NOTES	2016 HK\$'000	2015 HK\$'000
Revenue	6	313,217	405,325
Cost of sales		<u>(126,383)</u>	<u>(153,417)</u>
Gross profit		186,834	251,908
Fair value gains on investment properties	16	39,444	97,493
Other income	6	47,179	53,827
Selling and distribution expenses		(197,661)	(264,087)
Administrative expenses		(65,167)	(63,148)
Other operating expenses, net	10	(1,933)	(17,226)
Finance costs	8	(12,105)	(11,188)
Share of profit of an associate	19	<u>2,843</u>	<u>6,829</u>
(Loss) profit before tax	10	(566)	54,408
Income tax credit (expense)	9	<u>1,021</u>	<u>(3,263)</u>
Profit for the year attributable to owners of the Company		<u>455</u>	<u>51,145</u>
Other comprehensive expense			
<i>Item that may be subsequently reclassified to profit or loss:</i>			
Exchange differences arising on translation of foreign operations		<u>(11,388)</u>	<u>(1,696)</u>
Other comprehensive expense for the year		<u>(11,388)</u>	<u>(1,696)</u>
Total comprehensive (expense) income for the year attributable to owners of the Company		<u>(10,933)</u>	<u>49,449</u>
		HK Cents	HK Cents
Earnings per share	14		
— Basic		<u>0.05</u>	<u>5.47</u>
— Diluted		<u>0.05</u>	<u>5.44</u>

Consolidated Statement of Financial Position

As at 31 July 2016

	NOTES	2016 HK\$'000	2015 HK\$'000
Non-current assets			
Property, plant and equipment	15	138,924	154,667
Investment properties	16	1,632,793	1,595,050
Land lease prepayments	17	13,318	14,578
Interest in an associate	19	42,482	39,065
Rental and utility deposits	23	11,102	11,131
Deposits for land lease prepayments	20	16,172	17,278
Available-for-sale financial asset	21	—	26,366
		<u>1,854,791</u>	<u>1,858,135</u>
Current assets			
Inventories	22	73,336	102,407
Trade and other receivables, deposits and prepayments	23	67,587	85,552
Financial assets at fair value through profit or loss	24	140,299	141,540
Pledged bank deposits	25	4,367	1,819
Bank balances and cash	25	152,787	72,143
		<u>438,376</u>	<u>403,461</u>
Current liabilities			
Bank borrowings	26	295,572	495,241
Margin loans payable	27	22,990	21,824
Trade and other payables and deposits received	28(a)	61,004	69,355
Perpetual loan	28(b)	15,000	15,000
Amounts due to related companies	35(b)	42,412	42,991
Tax payable		20,436	21,834
		<u>457,414</u>	<u>666,245</u>
Net current liabilities		<u>(19,038)</u>	<u>(262,784)</u>
Total assets less current liabilities		<u>1,835,753</u>	<u>1,595,351</u>

Consolidated Statement of Financial Position

As at 31 July 2016

	NOTES	2016 HK\$'000	2015 HK\$'000
Non-current liabilities			
Bank borrowings	26	276,764	26,047
Provision for long service payments		2,882	2,774
Deferred tax liabilities	29	4,723	5,744
		<u>284,369</u>	<u>34,565</u>
Net assets		<u>1,551,384</u>	<u>1,560,786</u>
Capital and reserves			
Share capital	30	332,323	330,214
Reserves		1,219,061	1,230,572
		<u>1,551,384</u>	<u>1,560,786</u>
Total equity		<u>1,551,384</u>	<u>1,560,786</u>

The consolidated financial statements on pages 45 to 114 were approved and authorised for issue by the board of directors of the Company on 28 October 2016 and are signed on its behalf by:

Lam Kin Ming
DIRECTOR

Lam Wai Shan, Vanessa
DIRECTOR

Consolidated Statement of Changes in Equity

For the year ended 31 July 2016

	Attributable to owners of the Company					Total equity HK\$'000
	Share capital HK\$'000	Translation reserve HK\$'000	Asset revaluation reserve HK\$'000	Retained profits HK\$'000	Share option reserve HK\$'000	
At 1 August 2014	324,685	36,209	109,689	1,034,647	854	1,506,084
Profit for the year	—	—	—	51,145	—	51,145
Other comprehensive expense						
<i>Item that may be subsequently reclassified to profit or loss:</i>						
Exchange differences arising on translation of foreign operations	—	(1,696)	—	—	—	(1,696)
Total comprehensive (expense) income for the year	—	(1,696)	—	51,145	—	49,449
Issue of ordinary shares pursuant to exercise of options under share option scheme	5,529	—	—	—	(854)	4,675
Recognition of equity-settled share-based payments	—	—	—	—	578	578
At 31 July 2015	<u>330,214</u>	<u>34,513</u>	<u>109,689</u>	<u>1,085,792</u>	<u>578</u>	<u>1,560,786</u>
Profit for the year	—	—	—	455	—	455
Other comprehensive expense						
<i>Item that may be subsequently reclassified to profit or loss:</i>						
Exchange differences arising on translation of foreign operations	—	(11,388)	—	—	—	(11,388)
Total comprehensive (expense) income for the year	—	(11,388)	—	455	—	(10,933)
Issue of ordinary shares pursuant to exercise of options under share option scheme	2,109	—	—	—	(578)	1,531
At 31 July 2016	<u>332,323</u>	<u>23,125</u>	<u>109,689</u>	<u>1,086,247</u>	<u>—</u>	<u>1,551,384</u>

Consolidated Statement of Cash Flows

For the year ended 31 July 2016

	2016 HK\$'000	2015 HK\$'000
OPERATING ACTIVITIES		
(Loss) profit before tax	(566)	54,408
Adjustments for:		
Finance costs	12,105	11,188
Bank interest income	(317)	(397)
Interest income from an associate	(574)	(546)
Share of profit of an associate	(2,843)	(6,829)
Depreciation of property, plant and equipment	15,449	16,300
Amortisation of land lease prepayments	335	349
Loss on disposal/write-off of property, plant and equipment	48	38
Provision for bad and doubtful debts	1,977	15,879
Bad debts write-off	—	10
Provision for (reversal of provision for) slow-moving inventories	1,589	(1,317)
Write-off of long outstanding trade payables	(536)	(67)
Net gain on financial assets at fair value through profit or loss	(8,935)	(748)
Share-based payment expense	—	578
Gain on fair value change of investment properties	(39,444)	(97,493)
Operating cash flows before movements in working capital	(21,712)	(8,647)
Decrease in inventories	25,499	32,072
Decrease in financial assets at fair value through profit or loss	10,176	2,214
(Decrease) increase in trade and other payables and deposits received	(5,898)	1,040
Decrease (increase) in trade and other receivables, deposits and prepayments	12,924	(4,955)
Increase (decrease) in amounts due to related companies	290	(181)
Increase in provision for long service payments	108	102
Cash from operations	21,387	21,645
Income taxes refund (paid)	3	(509)
Interest paid	(10,175)	(9,127)
NET CASH FROM OPERATING ACTIVITIES	11,215	12,009

Consolidated Statement of Cash Flows

For the year ended 31 July 2016

	2016 HK\$'000	2015 HK\$'000
INVESTING ACTIVITIES		
Capital return from available-for-sale financial asset	28,160	—
Interest received	317	397
Purchase of property, plant and equipment	(5,495)	(9,780)
Placement of pledged bank deposits	(2,548)	(1,089)
Purchase of available-for-sale financial asset	(1,794)	(1,326)
Proceeds from disposal of property, plant and equipment	—	432
Purchase of investment properties	—	(44,844)
	<u>18,640</u>	<u>(56,210)</u>
NET CASH FROM (USED IN) INVESTING ACTIVITIES		
FINANCING ACTIVITIES		
New bank loans raised	330,200	135,000
Proceeds from issue of shares	1,531	4,675
New margin loans raised	1,166	—
Repayments of bank loans	(275,547)	(79,760)
Increase (decrease) in trust receipt loans	(3,605)	4,399
Repayments of margin loans	—	(4,251)
	<u>53,745</u>	<u>60,063</u>
NET CASH FROM FINANCING ACTIVITIES		
NET INCREASE IN CASH AND CASH EQUIVALENTS		
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	72,143	57,233
Effect of foreign exchange rate changes	(2,956)	(952)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
represented by bank balances and cash	<u>152,787</u>	<u>72,143</u>

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

1. GENERAL

Crocodile Garments Limited (the “**Company**”) is a company incorporated in Hong Kong with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section to this Annual Report.

The Company and its subsidiaries (collectively referred to as the “**Group**”) were principally engaged in the sale of garments and property investment and letting.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”). Other than the Group’s subsidiaries established in the People’s Republic of China (the “**PRC**”) whose functional currencies are Renminbi (“**RMB**”), the functional currencies of the Company and its subsidiaries are HK\$.

In the opinion of the directors of the Company (the “**Directors**”), Rich Promise Limited, a company incorporated in the British Virgin Islands, is considered as the parent and ultimate parent company of the Company. Its sole shareholder is Dr. Lam Kin Ming, who is also the Chairman, an Executive Director and Chief Executive of the Company and the ultimate controlling shareholder of the Company.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

In preparing the consolidated financial statements of the Company, the Directors have given careful consideration to the future liquidity of the Group in light of the fact that the Group’s current liabilities exceeded its current assets by approximately HK\$19,038,000 as at 31 July 2016.

In the opinion of the Directors, the Group will be able to continue as a going concern at least in the coming twelve months taking into consideration that the Group is able to renew banking facilities from various banks in full upon their maturity for the operation requirements of the Group based on the fair value of the related investment properties being pledged as security for the banking facilities, the past history of renewal and the good relationships of the Group with the banks.

Based on the aforesaid factors, the Directors are satisfied that the Group will have sufficient financial resources to meet in full its financial obligations as and when they fall due for the foreseeable future. Accordingly, the consolidated financial statements have been prepared on a going concern basis.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) but are not yet effective:

HKFRS 9	Financial Instruments ¹
HKFRS 15	Revenue from Contracts with Customers ¹
HKFRS 16	Leases ⁴
Amendments to HKFRS 2	Classification and Measurement of Share-based, Payment Transactions ¹
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations ²
Amendments to HKFRS 15	Clarifications to HKFRS 15 Revenue from Contracts with Customers ¹
Amendments to HKAS 1	Disclosure Initiative ²
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation ²
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 — 2014 Cycle ²
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants ²
Amendments to HKAS 27	Equity Method in Separate Financial Statements ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception ²
Amendments to HKAS 7	Disclosure Initiative ⁵
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ⁵

¹ Effective for annual periods beginning on or after 1 January 2018

² Effective for annual periods beginning on or after 1 January 2016

³ Effective for annual periods beginning on or after a date to be determined

⁴ Effective for annual periods beginning on or after 1 January 2019

⁵ Effective for annual periods beginning on or after 1 January 2017

HKFRS 15 Revenue from Contracts with Customers

HKFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 “Revenue”, HKAS 11 “Construction Contracts” and the related Interpretations when it becomes effective.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 15 Revenue from Contracts with Customers (continued)

The core principle of HKFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

The directors of the Group are still in the process of assessing the impact of HKFRS 15 on the amounts reported and disclosures made in the Group’s consolidated financial statements at the moment. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

HKFRS 16 Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases”, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liabilities, and also classifies cash payments of the lease liability into a principal portion and an interest portion and presents them in the consolidated statement of cash flows. Also, the right-of-use asset and these lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or not to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for these two types of leases differently.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

3. APPLICATION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (continued)

HKFRS 16 Leases (continued)

The directors of the Group will assess the impact of application of HKFRS 16. For the moment, it is not practicable to provide a reasonable estimate of the effect of the application of HKFRS 16 until the Group performs a detailed review.

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

4. SIGNIFICANT ACCOUNTING POLICIES

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

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

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

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefit by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

The principal accounting policies are set out below.

Basis of consolidation

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

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

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

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

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment in an associate

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of an associate are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of the associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investment in an associate is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the investment in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Where a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of the interests in the associate that are not related to the Group.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

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

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

Rental income from operating leases is recognised in the profit or loss on a straight-line basis over the terms of the relevant leases.

Royalty income is recognised when the right to receive the income has been established and on a straight-line basis over the terms of the relevant agreements.

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

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Property, plant and equipment

Property, plant and equipment including buildings held for use in the supply of goods or for administrative purposes, other than construction in progress as described below, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group’s accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment (continued)

If a property (including the related prepaid lease payments) becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in asset revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

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

Investment properties

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

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

For a transfer from investment properties to owner-occupied properties, the deemed cost of property for subsequent accounting is its fair value at the date of change in use.

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

Leasing

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

The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. Contingent rentals arising under operating leases are recognised as an expense in the period in which they are incurred.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Leasehold land and building

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

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “land lease prepayments “ in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

Foreign currencies

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

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

Borrowing costs

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Retirement benefits costs

Payments to defined contribution retirement benefit plans and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered services entitling them to the contributions.

Share-based payment arrangements

Equity-settled share-based payment transactions

Share options granted to directors, employees and other providing similar services rendered by employee

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

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

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

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Taxation

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

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation (continued)

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

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

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

For the purposes of measuring deferred tax liabilities or deferred tax assets for investment properties that are measured using the fair value model, the carrying amounts of such properties are presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

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Inventories

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

Financial instruments

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

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

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets

The Group's financial assets are classified into the following specified categories: financial assets at FVTPL, available-for-sale financial asset and loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL, of which interest income is included in net gains or losses.

Financial assets at FVTPL

Financial assets at FVTPL of the Group are financial assets held for trading.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial assets and is included in the "other income" line item. Fair value is determined in the manner described in note 38(c).

Available-for-sale financial asset

Available-for-sale financial asset is non-derivative that is either designated or not classified as financial asset at FVTPL, loans and receivables or held-to-maturity investments.

Available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity investments are measured at cost less any identified impairment losses at the end of each reporting period (see the accounting policy in respect of impairment loss on financial assets below).

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Loans and receivables

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

Interest income is recognised by applying the effective interest rate, except for short-term receivables where the recognition of interest would be immaterial.

Impairment of financial assets

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

For all other financial assets, objective evidence of impairment could include:

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

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

Impairment of financial assets

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

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

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

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

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Perpetual instruments that will be settled in cash upon the occurrence of future events which are not wholly within the control of the Group, are classified as financial liabilities.

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Equity instruments

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

Effective interest method

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

Interest expense is recognised on an effective interest basis.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liabilities are designated as at FVTPL on initial recognition.

A financial liability may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on remeasurement recognised in profit or loss and included in the 'other income' line item. Fair value is determined in the manner described in note 38(c).

Other financial liabilities

The Group's and the Company's other financial liabilities including margin loans payable, trade and other payables and deposits received, amounts due to related companies and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Group are initially measured at their fair values and, if not designated as at FVTPL, are subsequently measured the higher of: (i) the amount of obligation under the contract, as determined in accordance with HKAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the revenue recognition policies.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

4. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Derecognition

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

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

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

Impairment losses on tangible assets

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

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

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under the standard.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies which are described in note 4, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgement in applying the entity's accounting policies

Withholding tax arising from the distribution of dividends

The Group's determination as to whether to accrue for withholding taxes arising from the distributions of dividends from certain subsidiaries according to the relevant tax jurisdictions is subject to judgement on the timing of the payment of the dividends in the future. The management exercise full control over the dividend policy of the Group. The Directors considered that such temporary differences will not reverse in the foreseeable future. Thus, no deferred tax for withholding taxes on undistributed profits has been recognised.

Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimation of fair value of investment properties

As disclosed in note 16, the fair value of the investment properties was determined based on the income approach, where the market rentals of all lettable units of the properties under current leases are assessed and discounted at the market yield expected by investors and provision for the reversionary potential for this type of properties. As at 31 July 2016, the fair values of investment properties were approximately HK\$1,632,793,000 (2015: HK\$1,595,050,000).

Provision for obsolete and slow-moving inventories

The Group's inventories are stated at the lower of cost and net realisable value. The Group makes provisions based on estimates of the realisable value with reference to the age and conditions of the inventories, together with the economic circumstances on the marketability of such inventories. Inventories are reviewed annually for obsolete and slow-moving inventory items, if appropriate. For the year ended 31 July 2016, the carrying amount of inventories of the Group was approximately HK\$73,336,000 (2015: HK\$102,407,000), net of allowance for inventories of approximately HK\$25,335,000 (2015: HK\$24,522,000).

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment loss on property, plant and equipment and land lease prepayments

The impairment loss on property, plant and equipment and land lease prepayments are recognised for the amounts by which the carrying amounts exceed their recoverable amounts, in accordance with the Group's accounting policy. The recoverable amounts of property, plant and equipment and land lease prepayments have been determined based on value-in-use calculations. These calculations require the use of estimates such as the future revenue and discount rates. No impairment loss was provided for both years.

Impairment loss on deposits for land lease prepayments

In determining the recoverability and possible write-back of the deposits for land lease prepayments, as appropriate, the directors of the Company have taken into account the likelihood of the Group to obtain the land use right certificate and the ability of the Group to collect the refund as detailed in note 20. Where the outcomes of whether the Group could obtain the land use right certificate and/or the creditworthiness to the counterparty change from that expected, a material impairment loss or reversal of impairment loss may arise.

As at 31 July 2016, the carrying amount of deposits for land lease prepayments was approximately HK\$16,172,000 (2015: HK\$17,278,000), net of impairment of approximately HK\$17,224,000 (2015: HK\$18,401,000).

Estimated impairment of trade and other receivables

The Group makes impairment based on assessment of the recoverability of trade and other receivables. The Group makes estimates based on the aging of trade and other receivables balances, debtors' creditworthiness, and historical write-off experience. If the financial condition of debtors was deteriorated, and resulted in an impairment of their ability to make payments, additional impairment loss may be required. As at 31 July 2016, the carrying amounts of trade receivables of the Group was approximately HK\$7,431,000 (2015: HK\$9,090,000), net of allowance for bad and doubtful debts of approximately HK\$7,394,000 (2015: HK\$8,562,000).

As at 31 July 2016, the carrying amounts of other receivables of the Group was approximately HK\$40,893,000 (2015: HK\$44,295,000), and net of allowance for doubtful debts of the Group of approximately HK\$21,871,000 (2015: HK\$20,613,000). During the year ended 31 July 2016 and 31 July 2015, no other receivables had been written off.

Income tax

As at 31 July 2016, deferred tax asset in relation to unused tax losses of HK\$415,273,000 (2015: HK\$372,570,000) (see note 29) were not recognised in the consolidated statement of financial position due to the unpredictability of future profit streams. The reliability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the expectation for future profit streams changes, recognition of deferred tax assets may arise, which would be recognised in the profit or loss for the period in which such recognition takes place.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

6. REVENUE AND OTHER INCOME

Revenue represents sales of garments and related accessories and rental income.

	2016 HK\$'000	2015 HK\$'000
An analysis of revenue and other income is as follows:		
Revenue		
Sale of goods	259,438	354,162
Gross rental income	<u>53,779</u>	<u>51,163</u>
	<u>313,217</u>	<u>405,325</u>
Other income		
Royalty income	35,045	50,615
Bank interest income	317	397
Interest income on amount due from an associate	574	546
Net gain on financial assets at FVTPL	8,935	748
Others	<u>2,308</u>	<u>1,521</u>
	<u>47,179</u>	<u>53,827</u>

7. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision maker, for the purposes of resources allocation and assessment of segment performance focuses in types of goods or services delivered or provided and nature of operations.

The Group has three operating segments, namely i) garment and related accessories business, ii) property investment and letting business, and iii) trading of securities, of which the former two are also reportable segments. The operating segments are managed separately as each business line offers different products and services and requires different business strategies.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

7. SEGMENT INFORMATION (continued)

Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment.

For the year ended 31 July

	Garment and related accessories business		Property investment and letting business		Others		Total	
	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000	2016 HK\$'000	2015 HK\$'000
Revenue from external customers	259,438	354,162	53,779	51,163	—	—	313,217	405,325
Other income from external customers (Note)	35,356	51,011	2,571	1,671	8,935	748	46,862	53,430
Group's total revenue and other income (Note)	294,794	405,173	56,350	52,834	8,935	748	360,079	458,755
Reportable segment (loss) profit	(49,560)	(43,981)	93,173	149,369	8,935	748	52,548	106,136
Unallocated corporate income							317	397
Unallocated corporate expenses							(41,326)	(40,937)
Finance costs							(12,105)	(11,188)
(Loss) profit before tax							(566)	54,408

Note: The income excludes bank interest income.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment (loss) profit represents the (loss from) profit earned by each segment without allocation of bank interest income, finance costs and corporate expenses. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

7. SEGMENT INFORMATION (continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segment:

As at 31 July

	Garment and related accessories business		Property investment and letting business		Others		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
ASSETS								
Segment assets	316,342	381,277	1,679,372	1,638,450	140,299	141,541	2,136,013	2,161,268
Unallocated corporate assets							157,154	100,328
Total consolidated assets							2,293,167	2,261,596
LIABILITIES								
Segment liabilities	89,892	100,299	16,406	14,821	22,990	21,824	129,288	136,944
Unallocated corporate liabilities							612,495	563,866
Total consolidated liabilities							741,783	700,810

For the purpose of monitoring segment performances and allocating resources between segments:

- all assets are allocated to reportable and operating segments, other than available-for-sale financial asset, pledged bank deposits and bank balances and cash.
- all liabilities are allocated to reportable and operating segments, other than short-term and long-term borrowings, perpetual loan, tax payable and deferred tax liabilities.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

7. SEGMENT INFORMATION (continued)

Other segment information

For the year ended 31 July

	Garment and related accessories business		Property investment and letting business		Other		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Amounts included in the measure of segment profit or loss or segment assets:								
Interest in an associate	—	—	42,482	39,065	—	—	42,482	39,065
Additions and transfer to non-current assets (Note)	5,495	9,706	—	44,918	—	—	5,495	54,624
Depreciation and amortisation	15,496	16,350	288	299	—	—	15,784	16,649
Provision for doubtful debts	1,977	15,879	—	—	—	—	1,977	15,879
Provision for (reversal of provision for) slow-moving inventories	1,589	(1,317)	—	—	—	—	1,589	(1,317)
Loss on disposal/write-off of property, plant and equipment	48	38	—	—	—	—	48	38
Bad debts write-off	—	10	—	—	—	—	—	10
Write-off of long outstanding trade payables	(536)	(67)	—	—	—	—	(536)	(67)
Fair value gains on investment properties	—	—	(39,444)	(97,493)	—	—	(39,444)	(97,493)
Net gain on financial assets at FVTPL	—	—	—	—	(8,935)	(748)	(8,935)	(748)
Share of profit of an associate	—	—	(2,843)	(6,829)	—	—	(2,843)	(6,829)
Interest income from an associate	—	—	(574)	(546)	—	—	(574)	(546)

Note: Non-current assets include property, plant and equipment, investment properties and land lease prepayments.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

7. SEGMENT INFORMATION (continued)

Geographical information

The following table provides an analysis of the Group's revenue from external customers and information about its non-current assets based on geographical location of the assets:

	Revenue from external customers	
	Year ended 31 July	
	2016	2015
	HK\$'000	HK\$'000
Hong Kong	271,970	331,302
The PRC	41,247	74,023
	<u>313,217</u>	<u>405,325</u>
	Non-current assets	
	As at 31 July	
	2016	2015
	HK\$'000	HK\$'000
Hong Kong	1,697,292	1,658,602
The PRC	134,359	150,573
	<u>1,831,651</u>	<u>1,809,175</u>

Note: Non-current assets exclude financial instruments and deferred tax assets.

Information about major customers

None of the Group's customers contributed 10% or more of the Group's total revenue in both years.

8. FINANCE COSTS

	2016	2015
	HK\$'000	HK\$'000
Interest on:		
Bank borrowings	10,175	9,127
Amount due to a related company	1,930	2,061
	<u>12,105</u>	<u>11,188</u>

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

9. INCOME TAX (CREDIT) EXPENSE

	2016 HK\$'000	2015 HK\$'000
Current tax	—	—
Deferred tax (Note 29)	<u>(1,021)</u>	<u>3,263</u>
Income tax (credit) expense	<u>(1,021)</u>	<u>3,263</u>

No current tax has been provided for the years ended 31 July 2016 and 2015 as the Group either has unused tax loss available to offset against assessable profits or there was no estimated assessable profit for the year.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the Group’s PRC subsidiaries is 25% from 1 January 2008 onwards.

The tax (credit) charge for the years can be reconciled to the (loss) profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

For the year ended 31 July 2016

	Hong Kong		The PRC		Total	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Profit (loss) before tax	<u>18,367</u>		<u>(18,933)</u>		<u>(566)</u>	
Tax at the domestic income tax rate	3,031	16.5	(4,733)	25.0	(1,702)	300.7
Tax effect of income not taxable for tax purpose	(7,199)	(39.2)	(4,524)	23.9	(11,723)	2,071.2
Tax effect of expenses not deductible for tax purposes	1,239	6.7	1,441	(7.6)	2,680	(473.5)
Tax effect of share of result of an associate	(469)	(2.6)	—	—	(469)	82.9
Tax effect of tax losses not recognised	<u>2,377</u>	<u>13.0</u>	<u>7,816</u>	<u>(41.3)</u>	<u>10,193</u>	<u>(1,800.9)</u>
	<u>(1,021)</u>	<u>(5.6)</u>	<u>—</u>	<u>—</u>	<u>(1,021)</u>	<u>180.4</u>

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

9. INCOME TAX (CREDIT) EXPENSE (continued)

For the year ended 31 July 2015

	Hong Kong		The PRC		Total	
	HK\$'000	%	HK\$'000	%	HK\$'000	%
Profit (loss) before tax	<u>78,542</u>		<u>(24,134)</u>		<u>54,408</u>	
Tax at the domestic income tax rate	12,959	16.5	(6,034)	25.0	6,925	12.7
Tax effect of income not taxable for tax purpose	(19,489)	(24.8)	(1,066)	4.4	(20,555)	(37.7)
Tax effect of expenses not deductible for tax purposes	4,256	5.4	3,960	(16.4)	8,216	15.1
Tax effect of share of result of an associate	(1,127)	(1.4)	—	—	(1,127)	(2.1)
Tax effect of tax losses not recognised	6,679	8.5	3,920	(16.2)	10,599	19.5
Utilisation of tax losses previously not recognised	<u>(15)</u>	<u>—</u>	<u>(780)</u>	<u>3.2</u>	<u>(795)</u>	<u>(1.5)</u>
	<u>3,263</u>	<u>4.2</u>	<u>—</u>	<u>—</u>	<u>3,263</u>	<u>6.0</u>

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

10. (LOSS) PROFIT BEFORE TAX/OTHER OPERATING EXPENSES, NET

	2016 HK\$'000	2015 HK\$'000
The Group's (loss) profit before tax has been arrived at after charging (crediting):		
Staff costs, including directors' remuneration (Note 11):		
Wages and salaries	68,591	72,602
Retirement benefits schemes	2,223	2,440
Share-based payments	—	578
Others	483	1,248
	<u>71,297</u>	<u>76,868</u>
Cost of inventories recognised as an expense (including provision for slow-moving inventories of HK\$1,589,000 (2015: reversal of provision for slow-moving inventories of HK\$1,317,000)) (Note)	125,788	152,889
Depreciation of property, plant and equipment	15,449	16,300
Amortisation of land lease prepayments (included in administrative expenses)	335	349
Auditor's remuneration		
— Audit services	825	775
— Non-audit services	136	159
Operating lease payments in respect of rented land and buildings:		
Minimum lease payments under operating leases	71,180	93,824
Contingent rents	9,017	8,141
	<u>80,197</u>	<u>101,965</u>
Gross rental income	(53,779)	(51,163)
Less: outgoings	595	528
	<u>(53,184)</u>	<u>(50,635)</u>
Other operating expenses, net:		
Provision for doubtful debts on trade and other receivables	1,977	15,879
Account receivable write off	—	10
Loss on disposal/write-off of property, plant and equipment	48	38
Write-off of long outstanding trade payables	(536)	(67)
Exchange (gain) loss, net	(39)	117
Others	483	1,249
	<u>1,933</u>	<u>17,226</u>

Note: During the year ended 31 July 2015, an amount of approximately HK\$1,317,000 (2016: Nil) has been recognised as a reversal of provision for slow-moving inventories upon disposal/utilisation of these inventories.

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For the year ended 31 July 2016

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

The remunerations of each of the nine (2015: nine) Directors and chief executive are as follows:

	2016					Total HK\$'000
	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related incentive payments HK\$'000	Retirement benefits schemes HK\$'000	Share-based payment HK\$'000	
<i>Executive directors</i>						
Lam Kin Ming	10	5,665	1,379	—	—	7,054
Lam Wai Shan, Vanessa	10	2,824	661	18	—	3,513
Lam Kin Ngok, Peter	10	—	—	—	—	10
Lam Kin Hong, Matthew	10	—	—	—	—	10
Wan Edward Yee Hwa	10	600	—	—	—	610
<i>Non-executive director</i>						
Lam Suk Ying, Diana	96	—	—	—	—	96
<i>Independent non-executive directors</i>						
Yeung Sui Sang	96	—	—	—	—	96
Chow Bing Chiu	96	—	—	—	—	96
Leung Shu Yin, William	96	—	—	—	—	96
	<u>434</u>	<u>9,089</u>	<u>2,040</u>	<u>18</u>	<u>—</u>	<u>11,581</u>

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

	2015					Total HK\$'000
	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Performance related incentive payments HK\$'000	Retirement benefits schemes HK\$'000	Share-based payment HK\$'000	
<i>Executive directors</i>						
Lam Kin Ming	10	5,585	1,379	—	289	7,263
Lam Wai Shan, Vanessa	10	2,703	661	18	289	3,681
Lam Kin Ngok, Peter	10	—	—	—	—	10
Lam Kin Hong, Matthew	10	—	—	—	—	10
Wan Edward Yee Hwa	10	600	—	—	—	610
<i>Non-executive director</i>						
Lam Suk Ying, Diana	96	—	—	—	—	96
<i>Independent non-executive directors</i>						
Yeung Sui Sang	96	—	—	—	—	96
Chow Bing Chiu	96	—	—	—	—	96
Leung Shu Yin, William	96	—	—	—	—	96
	<u>434</u>	<u>8,888</u>	<u>2,040</u>	<u>18</u>	<u>578</u>	<u>11,958</u>

Notes:

- (a) The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.
- (b) The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Dr. Lam Kin Ming is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

During each of the two years ended 31 July 2016 and 2015, (i) no emoluments were paid by the Group to the Directors as an inducement to join or upon joining the Group or as compensation for loss of office, (ii) none of the Directors waived any emoluments and (iii) no non-cash benefit was provided to the Directors by the Group.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

12. FIVE HIGHEST PAID EMPLOYEES' REMUNERATION

The five highest paid employees during the year included two (2015: two) directors, details of whose remuneration are set out in note 11. The remunerations of the remaining three (2015: three), highest paid employees are as follows:

	2016 HK\$'000	2015 HK\$'000
Salaries and allowances	3,607	3,231
Retirement benefits schemes	54	54
	<u>3,661</u>	<u>3,285</u>

Their remunerations are within the following bands:

	Number of employees	
	2016	2015
Nil to HK\$1,000,000	1	2
HK\$1,000,001 to HK\$1,500,000	2	1
	<u>3</u>	<u>3</u>

During each of the two years ended 31 July 2016 and 2015, no remuneration was paid by the Group to the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

13. DIVIDEND

No dividend was paid or declared during the year ended 31 July 2016 (2015: Nil) nor has any dividend been proposed by the Company since the end of the reporting period (2015: Nil).

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company for the year is based on the following data:

	2016	2015
	HK\$'000	HK\$'000
Earnings		
Profit for the year attributable to owners of the Company for the purpose of basic and diluted earnings per share	<u>455</u>	<u>51,145</u>
	2016	2015
Number of shares		
Weighted average number of ordinary shares for the purposes of basic earnings per share	947,342,056	935,798,490
Effect of dilutive potential ordinary shares:		
— Options	<u>36,838</u>	<u>4,671,945</u>
Weighted average number of ordinary shares for the purposes of diluted earnings per share	<u>947,378,894</u>	<u>940,470,435</u>

Notes to the Consolidated Financial Statements

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15. PROPERTY, PLANT AND EQUIPMENT

	Leasehold land HK\$'000	Leasehold buildings HK\$'000	Plant and machinery HK\$'000	Furniture and fixtures, leasehold improvements HK\$'000	Computer equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
COST							
At 1 August 2014	42,900	105,016	4,719	87,739	17,769	9,119	267,262
Additions	—	565	4	5,592	2,127	1,492	9,780
Disposals/write-off	—	—	—	(1,785)	(5)	(801)	(2,591)
Exchange realignment	—	(777)	(32)	(174)	(74)	(20)	(1,077)
At 31 July 2015	42,900	104,804	4,691	91,372	19,817	9,790	273,374
Additions	—	—	—	4,975	520	—	5,495
Disposals/write-off	—	—	—	(294)	—	(230)	(524)
Exchange realignment	—	(6,253)	(258)	(1,451)	(593)	(156)	(8,711)
At 31 July 2016	42,900	98,551	4,433	94,602	19,744	9,404	269,634
ACCUMULATED DEPRECIATION							
At 1 August 2014	1,870	5,465	4,574	69,807	14,924	8,180	104,820
Provided for the year	1,246	4,551	37	8,533	1,464	469	16,300
Eliminated on disposals/write-off	—	—	—	(1,334)	(5)	(782)	(2,121)
Exchange realignment	—	(41)	(31)	(147)	(57)	(16)	(292)
At 31 July 2015	3,116	9,975	4,580	76,859	16,326	7,851	118,707
Provided for the year	1,246	4,395	30	7,980	1,290	508	15,449
Eliminated on disposals/write-off	—	—	—	(246)	—	(230)	(476)
Exchange realignment	—	(707)	(254)	(1,344)	(524)	(141)	(2,970)
At 31 July 2016	4,362	13,663	4,356	83,249	17,092	7,988	130,710
CARRYING VALUES							
At 31 July 2016	38,538	84,888	77	11,353	2,652	1,416	138,924
At 31 July 2015	39,784	94,829	111	14,513	3,491	1,939	154,667

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For the year ended 31 July 2016

15. PROPERTY, PLANT AND EQUIPMENT (continued)

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

Leasehold land	Over the term of the lease
Leasehold buildings	2% to 4.5% or over the lease terms, whichever is shorter
Plant and machinery	10%
Furniture and fixtures, including leasehold improvements	10% to 20% or over the lease terms, whichever is shorter
Computer equipment	20%
Motor vehicles	20%

The Group has pledged leasehold land and buildings with a carrying value of approximately HK\$44,915,000 (2015: HK\$46,368,000) to secure general banking facilities granted to the Group (note 32).

16. INVESTMENT PROPERTIES

	2016 HK\$'000	2015 HK\$'000
FAIR VALUE		
At the beginning of the year	1,595,050	1,452,922
Additions	—	44,844
Increase in fair value recognised in profit or loss	39,444	97,493
Exchange realignment	(1,701)	(209)
At the end of the year	<u>1,632,793</u>	<u>1,595,050</u>

All of the Group's properties interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties. On 28 February 2006, the Company, Lai Sun Garment (International) Limited ("LSG") and Unipress Investments Limited ("Unipress"), a wholly-owned subsidiary of LSG, entered into a conditional development agreement (the "Development Agreement") in connection with the redevelopment of an investment property situated at 79 Hoi Yuen Road, Kwun Tong, Kowloon (the "KT Property"). Further details of the redevelopment were included in the Company's circular dated 29 April 2006. LSG is a related company to the Group as Dr. Lam Kin Ming, the Chairman, an Executive Director and Chief Executive Officer of the Company, is also the Chairman of LSG.

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For the year ended 31 July 2016

16. INVESTMENT PROPERTIES (continued)

Unipress started in 2007 to redevelop the KT Property and the redevelopment was completed in September 2009. The KT Property was renamed as Crocodile Center upon the completion of the redevelopment. Pursuant to the Development Agreement, upon the completion of the redevelopment, the Group assigned the retail and restaurant portions of the Crocodile Center to Unipress and all the car parking space to Mass Energy Limited, in which the Group holds 50% equity interest and accounted for it as an associate (note 19).

The fair value of the Group's investment properties as at 31 July 2016 and 31 July 2015 has been arrived at on the basis of a valuation carried out on the respective dates by Messrs Savills Valuation and Professional Services Limited, independent qualified professional valuers not connected to the Group.

The fair value of the investment properties of the Group were determined either based on income approach or direct comparison approach. For those determined based on the income approach, the market rentals of all lettable units of the properties under current leases are assessed and discounted at the market yield expected by investors and provision for the reversionary potential for this type of properties. The market rentals for reversionary potential purposes are assessed by reference to the market rentals achieved in the lettable units of the properties as well as other lettings of similar properties in the neighbourhood. The discount rate is determined by reference to the yields derived from analysing the sales transactions of similar respective retail, office and industrial properties in Hong Kong and the PRC and adjusted transaction price to reflect location, size, age and maintenance to the Group's investment properties. For those determined based on direct comparison approach, the fair value of the investment properties were determined by reference the market transaction prices of similar properties in the neighbourhood, and adjusted based on the location, age and maintenance of the property. There has been no change from the valuation technique used in the prior year.

In estimating the fair value of the properties, the highest and best use of the properties is their current use. The chief financial officer of the Group determines the appropriate valuation techniques and inputs for fair value measurements. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

All of the fair value measurements of the Group's investment properties were categorised into Level 3. There were no transfers into or out of Level 3 during the year.

At 31 July 2016, certain investment properties of approximately HK\$1,570,200,000 (2015: HK\$1,488,300,000) of the Group were pledged to banks to secure the bank loans granted to the Group, details of which are set out in note 32.

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16. INVESTMENT PROPERTIES (continued)

Information about fair value measurements using significant unobservable inputs (Level 3)

The following table shows the valuation techniques used in the determination of fair values for investment properties and unobservable inputs used in the valuation models.

Description	Fair value as at 31 July 2016 HK\$'000	Valuation techniques	Unobservable inputs	Weighted average of unobservable inputs	Relationship of unobservable inputs to fair value
Properties located in Hong Kong					
Retail	43,000	Income capitalisation approach	(i) Capitalisation rate and reversionary yield (derived from monthly market rent)	2.50% (2015: 2.50%)	The higher the reversionary yield, the lower the fair value.
			(ii) Reversionary rent	HK\$110 (2015: HK\$110) per square foot	The higher the market rent, the higher the fair value.
Office	1,456,500	Direct comparison/ Income capitalisation approach	Adjusted transaction price (to reflect location, size, age and maintenance)	N/A	N/A
			(i) Capitalisation rate and reversionary yield (derived from monthly market rent)	3.70% (2015: 3.70%)	The higher the reversionary yield, the lower the fair value.
			(ii) Reversionary rent	HK\$30 (2015: HK\$30) per square foot	The higher the market rent, the higher the fair value.
Industrial	108,700	Direct comparison/ Income capitalisation approach	Adjusted transaction price (to reflect location, size, age and maintenance)	N/A	N/A
			(i) Capitalisation rate and Reversionary yield (derived from monthly market rent)	1.90% (2015: 1.90%)	The higher the reversionary yield, the lower the fair value.
			(ii) Reversionary rent	HK\$11 (2015: HK\$12) per square foot	The higher the market rent, the higher the fair value.

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16. INVESTMENT PROPERTIES (continued)

Description	Fair value as at 31 July 2016 HK\$'000	Valuation techniques	Unobservable inputs	Weighted average of unobservable inputs	Relationship of unobservable inputs to fair value
Properties located in the PRC					
Retail	13,935	Income capitalisation approach	(i) Capitalisation rate and reversionary yield (derived from monthly market rent)	4.65% (2015: 5.50%)	The higher the reversionary yield, the lower the fair value.
			(ii) Reversionary rent	RMB222 (2015: RMB264) per square metre	The higher the market rent, the higher the fair value.
Office	8,892	Income capitalisation approach (2015: Direct comparison approach)	(i) Capitalisation rate and reversionary yield (derived from monthly market rent)	5.00% (2015: N/A)	The higher the reversionary yield, the lower the fair value. (2015: N/A)
			(ii) Reversionary rent	RMB68 per square metre (2015: N/A)	The higher the market rent, the higher the fair value. (2015: N/A)
Residential	1,766	Direct comparison approach	Adjusted transaction price (to reflect location, size, age and maintenance)	N/A	N/A

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17. LAND LEASE PREPAYMENTS

	2016 HK\$'000	2015 HK\$'000
Analysed for reporting purposes as:		
Current asset (included in trade and other receivables, deposits and prepayments)	327	349
Non-current asset	<u>13,318</u>	<u>14,578</u>
	<u>13,645</u>	<u>14,927</u>

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18. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Particulars of the principal subsidiaries of the Company at the end of the reporting period are as follows:

Name of subsidiaries	Place of incorporation/ registration and operations	Issued ordinary share capital/ registered capital	Percentage of equity attributable to the Company		Principal activities
			2016	2015	
Crocodile (China) Limited	Hong Kong	HK\$4	100	100	Investment holding
Crocodile KT Investment Limited	Hong Kong	HK\$1	100	100	Property investment
Dackart Trading Company Limited	Hong Kong	HK\$20	100	100	Property investment
Crocodile Garments (Hong Kong) Limited	Hong Kong	HK\$1	100	100	Garment trading
Zhong Shan Crocodile Garments Limited* (中山鱷魚恤服飾有限公司)	The PRC	HK\$8,000,000	100	100	Property investment
Crocodile Garments (Zhong Shan) Limited* ("Crocodile Zhong Shan") (鱷魚恤(中山)有限公司)	The PRC	HK\$17,200,000	100	100	Garment trading
Guangzhou Crocodile Garments Commercial Limited* (廣州鱷魚恤商業有限公司)	The PRC	HK\$5,000,000	100	100	Garment trading
Stargem Limited	Hong Kong	HK\$1	100	100	Property investment
Public Global Investments Limited	Hong Kong	HK\$1	100	100	Property investment
Pure Goal Limited	British Virgin Islands	US\$1	100	100	Investment holding
Purewell Limited	Hong Kong	HK\$1	100	100	Property Investment
Keepower Limited	Hong Kong	HK\$1	100	100	Property Investment

* These subsidiaries are wholly foreign-owned enterprises established in the PRC. The English name is for identification purpose only.

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18. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued)

Except for Crocodile (China) Limited and Pure Goal Limited which are directly held by the Company, all other principal subsidiaries are indirectly held.

None of the subsidiaries had issued any debt securities subsisting at the end of both years or at any time during both years. The above summary lists the principal subsidiaries of the Group which, in the opinion of the Directors, principally affected the results for the year or formed a substantial portion of the net assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

19. INTEREST IN AN ASSOCIATE

Included in interest in an associate is amounting to HK\$12,038,000 (2015: HK\$11,464,000) is amount due from an associate which is unsecured, interest bearing at 5% per annum and not repayable within 12 months.

Details of the associate as at 31 July 2016 and 2015 are as follows:

Name	Form of business structure	Place of incorporation/ operation	Class of shares held	Principal activity	Percentage of ownership interests/ voting rights/ profit share
Mass Energy Limited	Corporation	Hong Kong	Ordinary	Investment holding of car parking spaces	50% (Note)

Note: The Group holds 50% of the issued share capital of Mass Energy Limited, however, the Group does not have joint control or control over Mass Energy Limited as decisions are made by LSG. The Directors consider that the Group exercises significant influence over Mass Energy Limited and it is therefore classified as an associate of the Group.

According to the Development Agreement as disclosed in note 16, all car parking spaces of Crocodile Center were assigned to Mass Energy Limited, a company which is owned in equal proportions by LSG and the Group. In the opinion of the Directors, the investment is strategically beneficial to the Group.

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19. INTEREST IN AN ASSOCIATE (continued)

Summarised financial information of the associate

Summarised financial information in respect of the Group's associate is set out below. The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

The associate is accounted for using the equity method in these consolidated financial statements.

	2016 HK\$'000	2015 HK\$'000
Current assets	<u>10,962</u>	<u>9,137</u>
Non-current assets — representing investment properties	<u>75,000</u>	<u>70,000</u>
Current liabilities	<u>(169)</u>	<u>(219)</u>
Non-current liabilities	<u>(24,906)</u>	<u>(23,716)</u>
Net assets	<u>60,887</u>	<u>55,202</u>
88 Proportion of the Group's ownership in Mass Energy Limited	<u>50%</u>	<u>50%</u>
Carrying amount of the Group's interest in Mass Energy Limited	<u>30,444</u>	<u>27,601</u>
Total revenue	<u>2,087</u>	<u>1,991</u>
Profit and total comprehensive income for the year	<u>5,685</u>	<u>13,657</u>
Group's share of profit of an associate for the year	<u>2,843</u>	<u>6,829</u>

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20. DEPOSITS FOR LAND LEASE PREPAYMENTS

In accordance with the agreements dated 22 June 2006 (the “**Agreements**”) entered into by the Group, Zhongshan Hong Feng Real Property Consultancy Company Limited (中山市宏豐房地產諮詢服務有限公司) (the “**Vendor**”) and Zhongshan Sanxiang Town Local Government (the “**Local Government**”), the Group paid RMB14,721,000 (equivalent to HK\$17,224,000 (2015: HK\$18,401,000)) to the Vendor (the “**Vendor Deposit**”) and RMB13,822,000 (equivalent to HK\$16,172,000 (2015: HK\$17,278,000)) to a company owned by the Local Government (the “**Government Deposit**”) as deposits for land lease prepayments (the “**Land Lease Prepayments**”) to acquire the land use rights of a piece of land in the PRC (the “**Land**”).

In October 2010, April 2011 and October 2011, various letters had been issued by the Local Government which acknowledged (i) the receipt of the Government Deposit; (ii) the progress of the application for the issuance of the land use rights certificate; and (iii) the undertaking by the Local Government to compensate and refund the deposits (including the Vendor Deposit and the Government Deposit) to the Group in case the land use rights certificate cannot be obtained by the Group (the “**Undertaking**”).

In October 2012, the Vendor and the Local Government each issued a letter to the Group respectively which acknowledged (i) their respective receipt of the deposit from the Group; (ii) their respective responsibility to assist the Group in obtaining the land use rights certificate of the Land; and (iii) their respective obligation to refund the respective deposit received with interest to the Group upon the request from the Group in the event that the Group fails to obtain the land use rights certificate of the Land. However, the letter issued by the Local Government in October 2012 did not undertake the refund of the Vendor Deposit.

In October 2012, the Group obtained legal opinion from an independent PRC law firm (the “**Lawyer**”) and received the legal advice that whilst the other letters had not specified or confirmed the amount of the Land Lease Prepayments (i.e. the Government Deposit together with the Vendor Deposit) or the timing of commitment by the Local Government to refund, however, based on the Undertaking, the Group would have reasonable grounds to recover the amount of the Land Lease Prepayments paid with interest from the Local Government, regardless of whether the Vendor is able to refund the Vendor Deposit or not, despite the associated risk and uncertainty which may exist during the course of legal action taken. The Lawyer further advised that appropriate legal action should be taken within a valid time bar under the PRC law and regulations, which was before the end of February 2013, in order to secure and support the Group’s right to recover the amount of the Land Lease Prepayments from the Local Government.

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20. DEPOSITS FOR LAND LEASE PREPAYMENTS (continued)

On 26 October 2012, the date on which the consolidated financial statements of the Group for the year ended 31 July 2012 were approved by the Directors, the Directors resolved not to take immediate legal action but to further negotiate with the Local Government and the Vendor with a view to obtain the land use rights certificate of the Land in near future, as the Directors believed that there had been appreciation in the value of the Land, though that it may exceed the valid time bar to recover the amount of the Land Lease Prepayments with interest from the Local Government if legal action was to be taken later on. The Directors believed that the Group would either be able to recover such amount of the Land Lease Prepayments or to obtain the relevant land use rights certificate in the near future. No impairment loss on the deposits paid was then considered necessary by the Directors for the year ended 31 July 2012.

Up to 25 October 2013, the date of approval of the consolidated financial statements for the year ended 31 July 2013, no legal action was taken by the Group against the Local Government and the Vendor because the negotiation with the Local Government and the Vendor to obtain the land use rights certificate of the Land was still in progress.

In September 2013, the Local Government further issued a letter to the Group which acknowledged (i) its receipt of the Government Deposit from the Group; (ii) its responsibility to assist the Group in obtaining the land use rights certificate of the Land; and (iii) its obligation to refund the Government Deposit received with interest to the Group upon the request from the Group in the event that the Group fails to obtain the land use rights certificate of the Land. The Vendor had not issued any letter to the Group to acknowledge the receipt of the Vendor Deposit subsequent to the October 2012 letter.

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Since the valid time bar under the PRC law and regulations to take legal action to recover the Vendor Deposit from the Local Government has expired during the year of 31 July 2013 and the Group had not received any acknowledgement from the Vendor in 2013, the Directors have performed a detailed assessment on the recoverability of the carrying amount of the Vendor Deposit as at 31 July 2013. On the basis of the assessment, an impairment loss on the Vendor Deposit had been recognised and charged to the consolidated statement of profit or loss and other comprehensive income for the year ended 31 July 2013 as the management opined that the impairment loss was incurred in the year ended 31 July 2013 due to the Group's option to recover the Vendor Deposit from the Local Government was legally expired at the end of February 2013 and as a result of the assessment of the financial position of the Vendor.

The Group assessed the recoverability of the Government Deposit and no impairment loss is considered necessary by the Directors for the years ended 31 July 2016 and 31 July 2015.

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21. AVAILABLE-FOR-SALE FINANCIAL ASSET

	2016 HK\$'000	2015 HK\$'000
Unlisted equity investment in Hong Kong, at cost	—	26,366

The above unlisted equity investment represents investment in unlisted equity interest in a private limited partnership established in Hong Kong. The investment is measured at cost less impairment at the end of the reporting period since in the opinion of the Directors, the range of reasonable fair value estimates is so significant that fair value of the investment cannot be reliably measured.

During the year ended 31 July 2016, the Group additionally invested approximately HK\$1,794,000 into this private limited partnership. This private limited partnership has fully disposed of its underlying investment and a return of capital of approximately HK\$28,160,000 was received from this private limited partnership by the Group during the year. Further return of profit distribution was received by the Group subsequent to the end of the reporting period, and it is expected that no further committed capital contribution required to be made by the Group (2015: HK\$4,834,000) as set out in note 34.

22. INVENTORIES

	2016 HK\$'000	2015 HK\$'000
Raw materials	402	835
Finished goods	72,934	101,572
	<u>73,336</u>	<u>102,407</u>

During the year ended 31 July 2016, provision for slow-moving inventories of approximately HK\$1,589,000 (2015: reversal of provision of approximately HK\$1,317,000) has been recognised and included in cost of sales.

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23. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	2016 HK\$'000	2015 HK\$'000
Trade receivables	14,825	17,652
Less: Allowance for doubtful debts	<u>(7,394)</u>	<u>(8,562)</u>
	7,431	9,090
Other receivables (Note (a))	62,764	64,908
Less: Allowance for doubtful debts	<u>(21,871)</u>	<u>(20,613)</u>
	40,893	44,295
Deposits and prepayments (Note (b))	<u>30,365</u>	<u>43,298</u>
	78,689	96,683
Less: Rental and utility deposits shown under non-current assets	<u>(11,102)</u>	<u>(11,131)</u>
	<u>67,587</u>	<u>85,552</u>

Notes:

- (a) As at 31 July 2016, royalty receivables of the Group of approximately HK\$37,076,000 (2015: HK\$40,934,000) is included in the other receivables, where payments are required semi-annually.
- (b) As at 31 July 2016, land lease prepayments of the Group of approximately HK\$327,000 (2015: HK\$349,000) are included in the current portion of deposits and prepayments.

Other than cash sales made at retail outlets of the Group, trading terms with wholesale customers are largely on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 30 days of issuance, except for certain well-established customers, where the term is extended to 90 days. Each customer has been set with a maximum credit limit. The Group does not hold any collateral over these balances.

The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are regularly reviewed by senior management.

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23. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

The following is an aging analysis of trade receivables (net of allowance for doubtful debts), presented based on the invoice date which approximated the respective revenue recognition date as at the end of the reporting period:

	2016 HK\$'000	2015 HK\$'000
0 to 90 days	4,173	8,540
91 to 180 days	2,114	332
181 to 365 days	1,144	218
	<u>7,431</u>	<u>9,090</u>

The movements in the allowance for doubtful debts for trade and other receivables during the year, including both specific and collective loss components, are as follows:

	2016 HK\$'000	2015 HK\$'000
At the beginning of the year	29,175	13,398
Allowance provided	1,977	15,879
Exchange realignment	(1,887)	(102)
At the end of the year	<u>29,265</u>	<u>29,175</u>

Included in allowance for doubtful debts of the Group are individually impaired trade receivables with an aggregate balance of approximately HK\$29,265,000 (2015: HK\$29,175,000). The impaired trade receivables related to customers that were in financial difficulties and consequently, specific allowance for doubtful debts was fully recognised.

An aging analysis of trade receivables based on payment due date that is past due but not impaired as at the end of the reporting period is as follows:

	2016 HK\$'000	2015 HK\$'000
Past due but not impaired		
Within 60 days	3,240	7,119
61 days to 150 days	2,114	332
Over 150 days	1,144	218
	<u>6,498</u>	<u>7,669</u>

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23. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the Directors believe that no allowance for doubtful debts is necessary in respect of these balances as there has not been a significant change in the credit quality and the balances are still considered fully recoverable.

Trade receivables that were neither past due nor impaired related to a wide range of customers that have no recent history of default payment.

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2016 HK\$'000	2015 HK\$'000
Listed investments		
Equity securities listed in Hong Kong	1,370	11,278
Equity securities listed outside Hong Kong	17,324	9,604
Debt securities listed in Hong Kong	21,813	29,368
Debt securities listed outside Hong Kong	16,658	6,631
Perpetual securities listed in Hong Kong	10,465	9,420
Perpetual securities listed outside Hong Kong	9,987	10,772
	<u>77,617</u>	<u>77,073</u>
Unlisted investments		
Equity securities	3,964	27,714
Debt securities	53,661	35,129
Perpetual securities	5,057	1,624
	<u>62,682</u>	<u>64,467</u>
Total	<u>140,299</u>	<u>141,540</u>

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24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Key terms of debt securities are summarised as below:

	2016	2015
Coupon interest rate	3.25% to 16.85%	3.25% to 12.00%
Maturity	2016 to 2021/ perpetual	2016 to 2021/ perpetual

The above financial assets at FVTPL are classified as held for trading. The fair values of the Group's investments in listed securities have been determined by reference to their quoted bid prices at the reporting date. The fair value of unlisted equity securities was based on the value quoted based on underlying investment value by the brokers at the end of the reporting period. The fair value of the unlisted debt securities was determined by the brokers, using discounted cash flow of estimated future cash flows arising from fixed incomes of debts and using quoted bid prices in an active market at the end of the reporting period.

Changes in fair value of financial assets at FVTPL are recognised in other income in the consolidated statement of profit or loss and other comprehensive income.

At 31 July 2016, certain financial assets at FVTPL of approximately HK\$119,419,000 (2015: HK\$114,692,000) of the Group were pledged to banks to secure the margin loans payable of approximately HK\$22,990,000 (2015: HK\$21,824,000), details of which are set out in note 27.

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25. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

	2016 HK\$'000	2015 HK\$'000
Bank balances and cash	148,946	68,166
Short-term time deposits	3,841	3,977
	152,787	72,143
Pledged bank deposits	4,367	1,819

The RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB to other currencies in respect of approved transactions through banks authorised to conduct foreign exchange business.

The pledged bank deposits of the Group carry interest at market rates and are therefore exposed to cash flow interest rate risk. There was no fixed rate pledged bank deposit of the Group as at 31 July 2016 and 31 July 2015.

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25. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH (continued)

Pledged bank deposits amounting to approximately HK\$4,367,000 (2015: HK\$1,819,000) have been pledged to secure margin loans payable and are therefore classified as current assets.

Cash at banks earn interest at floating rates based on daily bank deposit rates. Short-term time deposits were made for varying terms between one week and three months depending on the immediate cash requirements of the Group, and earned interest at the respective short-term time deposit rates.

26. BANK BORROWINGS

	2016		2015	
	HK\$'000	Effective interest rates (%) p.a.	HK\$'000	Effective interest rates (%) p.a.
Bank loans, secured	561,247	1.49-2.30	506,594	1.49-2.30
Trust receipt loans, secured	11,089	2.13-2.17	14,694	1.93-1.94
	<u>572,336</u>		<u>521,288</u>	
			2016	2015
			HK\$'000	HK\$'000
Carrying amount repayable (Note):				
Within one year			295,572	495,241
Beyond one year, but not exceeding two years			13,338	2,603
Beyond two years, but not exceeding five years			250,416	8,141
Beyond five years			13,010	15,303
			<u>572,336</u>	<u>521,288</u>
Less: Amounts shown under current liabilities			<u>(295,572)</u>	<u>(495,241)</u>
Amounts shown under non-current liabilities			<u>276,764</u>	<u>26,047</u>

Note: The amounts due are based scheduled repayment dates set out in the loan agreements.

The borrowings of the Group bore interest at floating interest rates and were denominated in HK\$.

The Group's variable-rate borrowings are mainly subject to interest at Hong Kong Interbank Offered Rate ("HIBOR") plus 1.30% to 1.75% (2015: HIBOR plus 1.25% to 1.75%).

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26. BANK BORROWINGS (continued)

During the reporting year, in respect of a bank loan with a carrying amount of approximately HK\$433,394,000 as at 31 July 2016 (“**Bank Loan**”), the Group complied with the terms of the Bank Loan except for certain terms which are primarily related to the current ratio and quick ratio of the Group. The Group had informed the relevant bank and obtained an one-off waiver of the above mentioned exceptions.

27. MARGIN LOANS PAYABLE

For the year ended 31 July 2016, the margin loans payable was secured by the debt and equity securities held under the margin accounts, with a total market value of approximately HK\$119,419,000 (2015: HK\$114,692,000) (note 24) and pledged bank deposits of approximately HK\$4,367,000 (2015: HK\$1,819,000) (note 25).

	2016		2015	
	Effective interest rates (%)		Effective interest rates (%)	
	p.a.		p.a.	
	HK\$'000		HK\$'000	
Within one year	<u>22,990</u>	1.42-1.85	<u>21,824</u>	1.44-1.94

The Group's variable-rate margin loans payable are mainly subject to interest at bank's cost of fund plus 1% (2015: 1%). The range of effective interest rates are equal to contractual interest rates.

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For the year ended 31 July 2016

28. TRADE AND OTHER PAYABLES AND DEPOSITS RECEIVED AND PERPETUAL LOAN

a. Trade and other payables and deposits received

The following is an aging analysis of trade payables as at the end of the reporting period, based on the date of receipt of goods, and the details of balances of advance from customers, deposits received, other payables and accruals:

	2016 HK\$'000	2015 HK\$'000
Trade payables:		
0 to 90 days	6,180	10,966
91 to 180 days	—	1,163
181 to 365 days	431	1,998
Over 365 days	2,236	928
	8,847	15,055
Advance from customers	6,511	7,171
Deposits received	13,141	12,681
Other payables and accruals	32,505	34,448
	61,004	69,355

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The credit period for purchase of goods is between 30 and 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

b. Perpetual loan

During the year ended 31 July 2013, the Group entered into a loan agreement with an independent third party (the "Investor"). Pursuant to the agreement, the Investor agreed to lend HK\$15,000,000 to the Group and the loan is interest-free, unsecured and shall not be repayable or become due for repayment until the date when the Group disposed of one of its investment properties, which is located at Ground Floor, Hennessy Road Court, 219 Hennessy Road, Wan Chai, Hong Kong. Upon disposal of the said investment property, 50% on disposal gain or loss will be shared with the Investor and will be added to or subtracted from the principal amount of the loan to be repaid. The loan is designated and measured as financial liability at FVTPL with any gains or losses arising on remeasurement recognised in profit of loss.

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29. DEFERRED TAX

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset.

	2016 HK\$'000	2015 HK\$'000
Deferred tax assets	5,844	3,426
Deferred tax liabilities	<u>(10,567)</u>	<u>(9,170)</u>
	<u>(4,723)</u>	<u>(5,744)</u>

The following are the major deferred tax (liabilities) assets recognised and movements thereon during the current and prior years:

	Losses available for offsetting against future taxable profits HK\$'000	Accelerated tax depreciation HK\$'000	Total HK\$'000
At 1 August 2014	5,260	(7,741)	(2,481)
Charge to profit or loss	<u>(1,834)</u>	<u>(1,429)</u>	<u>(3,263)</u>
At 31 July 2015	3,426	(9,170)	(5,744)
Credit (charge) to profit or loss	<u>2,418</u>	<u>(1,397)</u>	<u>1,021</u>
At 31 July 2016	<u>5,844</u>	<u>(10,567)</u>	<u>(4,723)</u>

As at 31 July 2016, the Group has unutilised Hong Kong and PRC tax losses of approximately HK\$450,696,000 (2015: HK\$393,339,000). Tax losses in Hong Kong are available for offsetting against future taxable profits of the companies in which the losses arose for an indefinite period. The PRC tax loss unutilised of approximately HK\$94,652,000 (2015: HK\$63,387,000) may be carried forward for maximum five years.

Deferred tax asset has been recognised in respect of approximately HK\$35,423,000 (2015: HK\$20,769,000) of such losses arising from Hong Kong. No deferred tax asset has been recognised in respect of the remaining Hong Kong and PRC tax losses of approximately HK\$415,273,000 (2015: HK\$372,570,000) in aggregate due to the unpredictability of future profit streams.

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation had not been provided for in the consolidated financial statements in respect of the temporary difference attributable to retained profits of the PRC subsidiaries amounting to approximately HK\$nil (2015: HK\$nil) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

30. CAPITAL AND RESERVE

Share capital

	No. of shares	HK\$'000
Issued and fully paid:		
At 1 August 2014	935,743,695	324,685
Issue of ordinary shares pursuant to exercise of options under share option scheme	<u>10,000,000</u>	<u>5,529</u>
At 31 July 2015	945,743,695	330,214
Issue of ordinary shares pursuant to exercise of options under share option scheme	<u>1,800,000</u>	<u>2,109</u>
At 31 July 2016	<u>947,543,695</u>	<u>332,323</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

31. SHARE-BASED PAYMENT TRANSACTIONS

(a) Share option scheme adopted on 22 December 2006 (the "2006 Scheme")

The Company's 2006 Scheme was adopted pursuant to a resolution passed on 22 December 2006 for the primary purpose of providing incentives to directors, eligible employees, agents or consultants of any member of the Group and any employee of the shareholder or any member of the Group or any holder of any securities issued by any member of the Group. Under the 2006 Scheme, the Board of Directors may grant options to eligible Participants for their contribution or would-be contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group.

At 31 July 2016, the number of shares in respect of which options had been granted and remained outstanding under the 2006 Scheme was nil (31 July 2015: 1,800,000, representing 0.19% of the shares of the Company in issue at that date). The total number of shares in respect of which options may be granted under the 2006 Scheme is not permitted to exceed 10% of the shares of the Company in issue on 22 December 2006 and the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any share option schemes of the Company must not exceed 30% of the number of shares of the Company in issue from time to time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Notes to the Consolidated Financial Statements

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31. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Options granted under the 2006 Scheme must be taken up within 28 days from the date of grant, upon payment of HK\$1 per option. Options may be exercised at any time within a period from the date of grant of the share option to the expiry date of the Scheme. The exercise price is determined by the Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

Details of the Company's share options are granted under 2006 Scheme as follows:

Category	Date of grant	Exercise price HK\$	Exercisable period	Number of option shares					
				Outstanding at 1 August 2014	Granted during the year	Exercised during the year	Outstanding at 31 July 2015	Exercised during the year	Outstanding at 31 July 2016
<i>Directors</i>									
Dr. Lam Kin Ming	20 July 2015	0.8500	20.7.2015-19.7.2018	—	900,000	—	900,000	(900,000)	—
Ms. Lam Wai Shan, Vanessa	21 August 2013	0.4675	21.8.2013-20.8.2016	2,500,000	—	(2,500,000)	—	—	—
	20 July 2015	0.8500	20.7.2015-19.7.2018	—	900,000	—	900,000	(900,000)	—
Mr. Wan Edward Yee Hwa	21 August 2013	0.4675	21.8.2013-20.8.2016	2,500,000	—	(2,500,000)	—	—	—
Employees (In aggregate)	21 August 2013	0.4675	21.8.2013-20.8.2016	5,000,000	—	(5,000,000)	—	—	—
				<u>10,000,000</u>	<u>1,800,000</u>	<u>(10,000,000)</u>	<u>1,800,000</u>	<u>(1,800,000)</u>	<u>—</u>
Exercisable at the end of the year						<u>1,800,000</u>			<u>—</u>
Weighted average exercise price (HK\$)				<u>0.4675</u>	<u>0.8500</u>	<u>0.4675</u>	<u>0.8500</u>	<u>0.8500</u>	<u>—</u>

During the year ended 31 July 2015, options were granted on 20 July 2015. The estimated fair value of the options granted was HK\$854,000. The options vested immediately. No share options was granted during the year ended 31 July 2016.

The fair value was calculated using the Black-Scholes pricing model. The inputs into the model were as follows:

	Granted on 20 July 2015
Grant date share price	HK\$0.800
Exercise price	HK\$0.850
Expected volatility	62.75%
Expected life	3 years
Expected dividend yield	0%
Risk free rate	0.717%

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

31. SHARE-BASED PAYMENT TRANSACTIONS (continued)

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 3 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

(b) Share Option Scheme adopted on 15 December 2015 (the "2015 Scheme")

The Company terminated the 2006 Scheme and adopted a new share option scheme pursuant to a resolution passed by its shareholders on 15 December 2015 for the purpose of providing incentives or rewards to any employee of the Group, any director, officer or consultant of the Group and any other group or classes of participants which the Directors (hereinafter collectively referred as the "**Eligible Participants**"), in its absolute discretion, considers to have contributed or will contribute, whether by way of business alliance or other business arrangement, to the development and growth of the Group. Under the 2015 Scheme, the Board of Directors may grant options to the Eligible Participants as defined in the 2015 Scheme to subscribe for shares in the Company. Since the adoption of the 2015 Scheme, no more share options will be granted under the 2006 Scheme.

Under the 2015 Scheme, the Board of Directors may grant options to the Eligible Participants for their contribution or would-be contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group.

The total number of shares in respect of which options may be granted under the 2015 Scheme is not permitted to exceed 10% of the shares of the Company in issue on 15 December 2015 and the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2015 Scheme and any share option schemes of the Company must not exceed 30% of the number of shares of the Company in issue from time to time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

Options granted under the 2015 Scheme must be taken up within 30 days from the date of grant respectively, upon payment of HK\$1 per option. Options may be exercised at any time within a period from the date of grant of the share option to the expiry date of the Scheme. The exercise price is determined by the Directors, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant and (ii) the average closing price of the shares for the five business days immediately preceding the date of grant.

No share options have been granted under the 2015 Scheme since its adoption on 15 December 2015 and there are no outstanding share options as at 31 July 2016.

The Group recognised total expenses of HK\$578,000 for the year ended 31 July 2015 (2016: nil) in relation to share options granted by the Company.

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For the year ended 31 July 2016

32. PLEDGE OF ASSETS

The Group and the Company have pledged the assets with the following carrying amounts to secure the borrowings, margin loans payable and banking facilities granted to the Group and the Company:

	2016 HK\$'000	2015 HK\$'000
Leasehold land and building	44,915	46,368
Investment properties	1,570,200	1,488,300
Financial assets at FVTPL	119,419	114,692
Pledged bank deposits	4,367	1,819
	<u>1,738,901</u>	<u>1,651,179</u>

33. OPERATING LEASE ARRANGEMENTS

As lessor

Gross property rental income earned during the year was approximately HK\$53,779,000 (2015: HK\$51,163,000). The Group leases out its investment properties (note 16) under operating lease arrangements, with leases negotiated for terms ranging from three to four years. The terms of the leases generally require the tenants to pay security deposits. During the year, the investment properties generated rental yields of 3.3% (2015: 3.2%).

At the end of the reporting period, the Group had future minimum lease receivables under non-cancellable operating leases contracted with tenants as follows:

	2016 HK\$'000	2015 HK\$'000
Within one year	35,991	47,427
In the second to fifth years, inclusive	41,124	14,951
	<u>77,115</u>	<u>62,378</u>

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33. OPERATING LEASE ARRANGEMENTS (continued)

As lessee

The Group leases its office properties, warehouses and retail outlets under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years.

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

	2016 HK\$'000	2015 HK\$'000
Within one year	66,713	62,651
In the second to fifth years, inclusive	42,367	50,571
	109,080	113,222

The operating lease rentals of certain retail shops are charged on the higher of fixed rental or contingent rent based on sales of the retail shops pursuant to the terms and conditions as set out in the respective rental agreements. As the future sales in these retail shops could not be accurately determined at this stage, the relevant contingent rent has not been estimated and included in the analysis above in which only the minimum lease commitments are included.

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34. COMMITMENTS

In addition to the operating lease commitments disclosed in note 33 above, the Group had the following capital commitments at the end of the reporting period:

	2016 HK\$'000	2015 HK\$'000
Contracted, but not provided for:		
Land lease prepayments in the PRC	4,043	4,320
Acquisition and construction of property, plant and equipment in the PRC	2,106	2,250
	6,149	6,570

As at 31 July 2015, the Group was committed to further contribute HK\$4,834,000 (2016: Nil) to the available-for-sale financial asset, details of which are set out in note 21.

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For the year ended 31 July 2016

35. RELATED PARTY TRANSACTIONS

(a) Transactions with related parties

In addition to the transactions and balances as detailed elsewhere in these consolidated financial statements, the Group had the following material transactions with related parties during the year:

	Notes	2016 HK\$'000	2015 HK\$'000
Rental expenses and building management fees:			
— Lai Sun Textiles Company Limited	(i)	3,055	3,005
Rental expenses:			
— Guangzhou Tianhe Baitao Culture and Entertainment Square Company Limited	(ii)	1,014	977
— Honor Lamp Investments Limited	(iii)	677	677
— Guangzhou Besto Real Estate Development Company Limited	(iv)	1,151	1,239
Interest expense:			
— Guangzhou Besto Real Estate Development Company Limited	(v)	1,930	2,061
Company secretarial fee:			
— Lai Sun Development Company Limited	(vi)	986	904
Royalty income:			
— Guangzhou Beautifirm Cosmetic Ltd.	(vii)	884	849
Rental income and building management fee:			
— Big Honor Asia Limited	(viii)	2,115	2,095
Interest income:			
— Mass Energy Limited	(ix)	574	546

Notes:

- (i) *Lai Sun Textiles Company Limited is a company of which certain executive directors of the Company are the beneficial shareholders. The rental expenses and building management fee were charged by this related company pursuant to the terms of the respective lease agreements.*
- (ii) *Guangzhou Tianhe Baitao Culture and Entertainment Square Company Limited is a company of which certain executive directors of the Company are its beneficial shareholders. The rental expenses were charged by this related company pursuant to the terms of the respective lease agreements.*

Notes to the Consolidated Financial Statements

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35. RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties (continued)

Notes: (continued)

- (iii) Honor Lamp Investments Limited is a company of which certain executive directors of the Company are also its beneficial shareholders and directors. The rental expenses were charged by this related company pursuant to the terms of the respective lease agreements.
- (iv) Guangzhou Besto Real Estate Development Company Limited is a company of which certain executive directors of the Company are also its directors. The rental expenses were charged by this related company pursuant to the terms of the respective lease agreements.
- (v) Guangzhou Besto Real Estate Development Company Limited is a company of which certain executive directors of the Company are its beneficial shareholders. The interest expense was charged by this related company pursuant to the terms of the respective loan agreement.
- (vi) Lai Sun Development Company Limited is a company of which certain executive directors of the Company are also its directors. The company secretarial fee was charged by Lai Sun Development Company Limited.
- (vii) The royalty income was received from a related company of which an executive directors of the Company is also its directors.
- (viii) Pursuant to the respective lease agreements, the rental income and management fee received or receivable by the Group from Big Honor Asia Limited for the period from 1 April 2013 to 31 March 2016 constituted continuing connected transaction as defined in Chapter 14A of the Listing Rules. The details of this continuing connected transaction, which were subject to the reporting requirement set out in Chapter 14A of the Listing Rules, were disclosed under the section of continuing connected transaction of the Report of the Directors.
- (ix) The interest income was received from an associate which was charged based on an interest rate of 5.0% per annum (2015: 5.0%).

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The Directors consider that the above transactions are conducted in the ordinary and usual course of the Group's businesses.

(b) Outstanding balances with related parties

Except for the amounts due to Guangzhou Besto Real Estate Development Company Limited of approximately HK\$35,100,000 (2015: HK\$37,500,000) as at 31 July 2016 which are unsecured, interest bearing at 5.35% (2015: 5.60%) per annum and repayable on demand, the remaining balances of the Group were derived from normal business activities and are unsecured, interest-free and repayable on demand.

(c) Compensation of key management personnel of the Group

	2016 HK\$'000	2015 HK\$'000
Short-term employee benefits	15,170	15,172
Post-employment benefits	72	72
	<u>15,242</u>	<u>15,244</u>

Further details of directors' remuneration are included in note 11.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

36. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of the relevant payroll costs and up to maximum of HK\$1,250 before 1 June 2015 or HK\$1,500 starting from 1 June 2015 per month for each employee to the scheme, to which the same amount of contribution is matched by employees.

As stipulated by the rules and regulations in the PRC, the Group contributes to the retirement funds scheme managed by local social security bureau in the PRC. The Group contributes certain percentage of the basic salaries of its employees to the retirement fund in accordance with the rule and regulations in the PRC.

The only obligation of the Group with respect to the retirement benefit plans is to make the statutory specified contributions. During the year ended 31 July 2016, the total retirement benefits scheme contributions charged to the consolidated statement of profit or loss and other comprehensive income amounted to approximately HK\$2,223,000 (2015: HK\$2,440,000).

37. CAPITAL RISK MANAGEMENT

The Group manages the capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The overall strategy of the Group and the Company remained unchanged from the prior year.

The capital structure of the Group consists of bank borrowings, margin loans payable and amounts due to related companies disclosed in notes 26, 27 and 35 respectively and equity attributable to owners of the Company, comprising issued share capital and reserves.

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the Directors, the Group expects to maintain a suitable capital structure through the issue of new shares as well as the undertaking of new debts or the redemption of existing debts.

The gearing ratio at the end of the reporting period was as follows:

	2016 HK\$'000	2015 HK\$'000
Debts (i)	<u>595,326</u>	<u>543,112</u>
Equity (ii)	<u>1,551,384</u>	<u>1,560,786</u>
Debt to equity ratio	<u>38.4%</u>	<u>34.8%</u>

(i) Debt is defined as bank borrowings and margin loans payable as detailed in notes 26 and 27.

(ii) Equity includes all capital and reserves of the Group.

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38. FINANCIAL RISK MANAGEMENT

a. Categories of financial instruments

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 July 2016 and 2015 are categorised as follows:

	2016 HK\$'000	2015 HK\$'000
Financial assets		
FVTPL — Held for trading	140,299	141,540
Available-for-sale financial asset	—	26,366
Loans and receivables (including pledged bank deposits and bank balances and cash)	<u>258,304</u>	<u>190,661</u>
	<u>398,603</u>	<u>358,567</u>
Financial liabilities		
Designated at FVTPL	15,000	15,000
Amortised cost	<u>678,819</u>	<u>631,230</u>
	<u>693,819</u>	<u>646,230</u>

b. Financial risk management objectives and policies

The Group's major financial instruments include financial assets at FVTPL, available-for-sale financial asset, rental and utility deposits, trade and other receivables and deposits, amount due from an associate, pledged bank deposits, bank balances and cash, trade and other payables and deposits received, perpetual loan, bank borrowings, margin loans payable and amounts due to related companies. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

Foreign currency risk

The Group was exposed to foreign currency risk in relation to financial assets at FVTPL, pledged bank deposits and bank balances and cash and margin loans payable as disclosed in notes 24, 25 and 27 respectively, the Directors consider the Group did not have significant exposure to risk resulting from changes in foreign currency exchange rates.

Notes to the Consolidated Financial Statements

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38. FINANCIAL RISK MANAGEMENT (continued)

b. Financial risk management objectives and policies (continued)

Market risk (continued)

Interest rate risk

The Group was exposed to cash flow interest rate risk in relation to variable-rate bank borrowings, margin loans payable, bank balances and pledged bank deposits. Details of bank balances and pledged bank deposits, bank borrowings and margin loans payable are disclosed in notes 25, 26 and 27 respectively. It is the Group's policy to keep its bank balances and pledged bank deposits, bank borrowings and margin loans payable at floating rate of interests so as to minimise the fair value interest rate risk. Debt securities included in the financial assets at FVTPL, amounts due to related companies, amount due from an associate and short-term time deposits carried at fixed rates expose the Group to fair value interest rate risk.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the HIBOR arising from the Group's Hong Kong dollar denominated bank borrowings.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2015: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 (2015: 100) basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 July 2016 would decrease/increase by HK\$3,952,000 (2015: HK\$3,991,000).

Other price risk

The Group is exposed to price risk mainly through its investment in listed and unlisted securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. The Group's price risk is mainly concentrated on equity securities operating in real estate and energy sectors quoted in The Stock Exchange of Hong Kong Limited and resources sector quoted in Singapore Exchange Limited and the New York Stock Exchange.

Price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to price risk at the end of the reporting period.

If the prices had been 10% higher/lower while holding all other variables constant:

Post-tax profit for the year ended 31 July 2016 would increase/decrease by approximately HK\$1,892,000 (2015: increase/decrease by HK\$4,058,000). This is mainly due to the change in fair value of held-for-trading investments.

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38. FINANCIAL RISK MANAGEMENT (continued)

b. Financial risk management objectives and policies (continued)

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position. There are policies in place to ensure that goods are sold to customers with appropriate credit history and the Group performs credit evaluation of its customers. The Group also has policies that limit the amount of credit exposure to any financial institution.

In respect of trade receivables, individual credit evaluation is performed on all customers requiring credit over a certain amount. This evaluation focuses on the customer's past history of making payments when due and its current ability to pay, and take into account information specific to the customer as well as the economic environment in which it operates. Trade receivables are due within 30 to 90 days from the date of billing. Debtors with balances that are more than 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from the customer.

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 60.2% (2015: 41.6%) of the total trade receivables as at 31 July 2016.

The Group has no significant concentration of credit risk, as the exposure spread over a number of counterparties.

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Credit risk arising on debt securities mitigated by investing primarily in high credit rating instruments, any exception to which shall be approved by the management of the Group.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowings exceed certain predetermined levels of authority.

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38. FINANCIAL RISK MANAGEMENT (continued)

b. Financial risk management objectives and policies (continued)

Liquidity risk(continued)

The following table details the Group's contractual maturity for its financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities at the earliest date on which the Group can be required to pay. The maturity dates for other financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period.

31 July 2016

	Weighted average effective interest rate	Less than 1 year HK\$'000	Between 1 to 2 years HK\$'000	Between 2 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount 31 July 2016 HK\$'000
Bank borrowings	1.81%	300,879	18,138	258,974	14,060	592,051	572,336
Margin loans payable	1.66%	22,999	—	—	—	22,999	22,990
Trade and other payables and deposits received	—	41,081	—	—	—	41,081	41,081
Perpetual loan	—	15,000	—	—	—	15,000	15,000
Amounts due to related companies	5.35%	44,290	—	—	—	44,290	42,412
		<u>424,249</u>	<u>18,138</u>	<u>258,974</u>	<u>14,060</u>	<u>715,421</u>	<u>693,819</u>

31 July 2015

	Weighted average effective interest rate	Less than 1 year HK\$'000	Between 1 to 2 years HK\$'000	Between 2 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Carrying amount 31 July 2015 HK\$'000
Bank borrowings	1.81%	499,592	3,151	9,454	16,677	528,874	521,288
Margin loans payable	1.62%	21,848	—	—	—	21,848	21,824
Trade and other payables and deposits received	—	45,127	—	—	—	45,127	45,127
Perpetual loan	—	15,000	—	—	—	15,000	15,000
Amounts due to related companies	5.60%	45,091	—	—	—	45,091	42,991
		<u>626,658</u>	<u>3,151</u>	<u>9,454</u>	<u>16,677</u>	<u>655,940</u>	<u>646,230</u>

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

38. FINANCIAL RISK MANAGEMENT (continued)

c. Fair values

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

The Group's financial assets at fair value through profit or loss are measured at fair value at the end of each reporting period. The fair values of the Group's investments in listed securities have been determined by reference to their quoted bid prices at the end of the reporting period. The fair value of unlisted investments was based on the value quoted by the brokers at the end of the reporting period (see note 24 for details). The fair value of the Group's financial liability at FVTPL, being the perpetual loan, is disclosed in note 28(b).

There were no transfers between the three levels during both years.

Fair value hierarchy as at 31 July 2016 and 2015

	31 July 2016			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial assets at FVTPL	77,617	62,682	—	140,299
Financial liabilities at FVTPL	—	—	15,000	15,000
	<u>77,617</u>	<u>62,682</u>	<u>15,000</u>	<u>155,301</u>
	31 July 2015			
	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Financial assets at FVTPL	77,073	64,467	—	141,540
Financial liabilities at FVTPL	—	—	15,000	15,000
	<u>77,073</u>	<u>64,467</u>	<u>15,000</u>	<u>156,540</u>

The directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

39. STATEMENT OF FINANCIAL POSITION

	Note	2016 HK\$'000	2015 HK\$'000
Non-current assets			
Property, plant and equipment		7,966	8,747
Interests in subsidiaries		4,050	4,050
Amounts due from subsidiaries		600,231	550,388
Rental and utility deposits		11,071	11,019
		<u>623,318</u>	<u>574,204</u>
Current assets			
Inventories		49,377	68,326
Trade and other receivables, deposits and prepayments		24,063	31,229
Amounts due from subsidiaries		179,920	262,418
Financial assets at fair value through profit or loss		140,299	141,541
Pledged bank deposits		4,367	1,819
Bank balances and cash		48,749	22,740
		<u>446,775</u>	<u>528,073</u>
Current liabilities			
Bank borrowings		292,969	492,694
Margin loans payable		22,990	21,824
Trade and other payables and deposits received		17,804	23,887
Perpetual loan		15,000	15,000
Amounts due to subsidiaries		33,229	14,111
Amount due to a related company		227	—
		<u>382,219</u>	<u>567,516</u>
Net current assets (liabilities)		<u>64,556</u>	<u>(39,443)</u>
Total assets less current liabilities		<u>687,874</u>	<u>534,761</u>
Non-current liabilities			
Bank borrowings		253,320	—
Provision for long service payments		2,838	2,727
		<u>256,158</u>	<u>2,727</u>
Net assets		<u>431,716</u>	<u>532,034</u>
Capital and reserves			
Share capital		332,323	330,214
Reserves	(a)	99,393	201,820
Total equity		<u>431,716</u>	<u>532,034</u>

The statements of financial position of the Company was approved and authorised for issue by the Board of Directors of the Company on 28 October 2016 and are signed on its behalf by:

Lam Kin Ming
DIRECTOR

Lam Wai Shan, Vanessa
DIRECTOR

Notes to the Consolidated Financial Statements

For the year ended 31 July 2016

39. STATEMENT OF FINANCIAL POSITION (continued)

Note:

(a) *The reserves of the Company as at 31 July 2016 and 31 July 2015 are as follows:*

	Retained profits HK\$'000	Share option reserve HK\$'000	Total HK\$'000
At 1 August 2014	239,299	854	240,153
Loss for the year	(38,057)	—	(38,057)
Issue of ordinary shares pursuant to exercise of options under Share Option Scheme	—	(854)	(854)
Recognition of equity-settled share-based payments	—	578	578
At 31 July 2015	201,242	578	201,820
Loss for the year	(101,849)	—	(101,849)
Issue of ordinary shares pursuant to exercise of options under Share Option Scheme	—	(578)	(578)
At 31 July 2016	99,393	—	99,393

Particulars of Investment Properties

At 31 July 2016

Details of the Group's investment properties are disclosed as follows:

Location	Use	Lease Term	Attributable Interests of the Group
Offices on 11th Floor to 25th Floor and the Office External Walls, Crocodile Center, No. 79 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong	Property letting	Medium	100%
Unit 1001 on 10th Floor, China Insurance Group Building, 141 Des Voeux Road Central, 73 Connaught Road Central and 61-65 Gilman Street, Central, Hong Kong	Property letting	Long	100%
Unit E on 2nd Floor, Yip Fat Factory Building Phase 2, 75 (formerly 73 and 75) Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong	Property letting	Medium	100%
Unit A on 11th Floor, Wing Tai Centre (Front Block), 12 Hing Yip Street, Kwun Tong, Kowloon, Hong Kong	Property letting	Medium	100%
Ground Floor, Hennessy Road Court, 219 Hennessy Road, Wan Chai, Hong Kong	Property letting	Medium	100%
Workshop Nos. 1, 2, 3, 5, 6, 7, 8, 9 and Store Room on 20th Floor, Lemmi Centre, 50 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong	Property letting	Medium	100%
Unit 2005 on Level 20, Times 8, No. 68 Zhiquanduan, Dongda Street, Jinjiang District, Chengdu, the People's Republic of China ("PRC")	Property letting	Medium	100%
Shop No. 129, No. 103 Cheng Han Zhong Road, Gao Xin District, Chengdu, the PRC	Property letting	Medium	100%

Particulars of Investment Properties

At 31 July 2016

Location	Use	Lease Term	Attributable Interests of the Group
Shop No. 130, No. 105 Cheng Han Zhong Road, Gao Xin District, Chengdu, the PRC	Property letting	Medium	100%
Unit 2902 on Level 29, Building 5, Tai Yue Bay, Junction of Hongxing Road South Extension Line and Jincheng Avenue, Gao Xiu District, Chengdu, the PRC	Property letting	Medium	100%

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT an annual general meeting of the members (“**Members**”) of Crocodile Garments Limited (“**Company**”) will be held at Luxembourg Rooms I-III, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 19 December 2016 at 11:00 a.m. (“**2016 AGM**”) for the following purposes:

1. To consider and adopt the audited financial statement of the Company for the year ended 31 July 2016 and the reports of the directors and the independent auditor thereon.
2. To re-elect the retiring directors of the Company (“**Directors**”) and to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu, Certified Public Accountants of Hong Kong (“**Deloitte**”), as the independent auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration.
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) “**THAT**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange under the Code on Share Buy-backs issued by the SFC for this purpose, subject to and in accordance with all applicable laws in Hong Kong and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company (“**AGM**”); or
 - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company (“**Members**”) in a general meeting; or
 - (iii) the expiration of the period within which the next AGM is required by law or the Articles of Association of the Company (“**Articles of Association**”) to be held.”

Notice of Annual General Meeting

(B) “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or
 - (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association from time to time; or
 - (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares,

shall not exceed 20% of the total issued Shares as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

Notice of Annual General Meeting

(d) for the purposes of this Resolution,

“Relevant Period” means the period from the date of passing this Resolution until whichever is the earliest of:

- (i) the conclusion of the next AGM; or
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in a general meeting; or
- (iii) the expiration of the period within which the next AGM is required by law or the Articles of Association to be held; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (C) “**THAT** subject to the passing of the Ordinary Resolutions Nos. 4(A) and 4(B) in the notice convening this meeting above, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of such number of Shares which has been bought back by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to buy back such Shares, provided that such number of Shares shall not exceed 10% of the total issued Shares as at the date of passing this Resolution.”

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By Order of the Board
Crocodile Garments Limited
Ko Ming Kin
Chief Financial Officer and
Company Secretary

Hong Kong, 18 November 2016

Notice of Annual General Meeting

Notes:

- (1) A Member entitled to attend and vote at the 2016 AGM convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend the 2016 AGM and, on a poll, vote on his/her/its behalf in accordance with the Articles of Association. A proxy need not be a Member.
- (2) To be valid, a form of proxy, duly signed and completed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be lodged with the share registrar of the Company, Tricor Tengis Limited (“**Registrar**”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the 2016 AGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the 2016 AGM or its adjourned meeting (as the case may be) should they so wish. In that case, the said form(s) of proxy shall be deemed to be revoked.

The contact phone number of the Registrar is (852) 2980 1333.

- (3) To ascertain the entitlements to attend and vote at the 2016 AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar not later than 4:30 p.m. on Wednesday, 14 December 2016 for registration.
- (4) Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the 2016 AGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto. However, if more than one of such joint holders are present at the 2016 AGM or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the Register of Members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
- (5) Concerning agenda item 2 of the Notice,
 - (i) in accordance with Article 100 of the Articles of Association, Mr. Wan Edward Yee Hwa (an Executive Director), Ms. Lam Suk Ying, Diana (a Non-executive Director), Mr. Chow Bing Chiu and Mr. Yeung Sui Sang (both Independent Non-executive Directors) will retire from office as Directors by rotation at the 2016 AGM and, being eligible, offer themselves for re-election; and
 - (ii) in accordance with Rule 13.74 of the Listing Rules, the requisite details of the aforesaid Directors are set out in the section headed “Biographical Details of Directors” of the Report of the Directors of the 2015-2016 Annual Report of the Company (“**Annual Report**”) and Appendix II to the circular of the Company date 18 November 2016 (“**Circular**”).
- (6) Concerning agenda item 3 of the Notice, the Board (which concurs with the audit committee of the Company) has recommended that subject to the approval of Members at the 2016 AGM, Deloitte will be re-appointed the independent auditor of the Company for the year ending 31 July 2017 (“**Year 2017**”). Members should note that in practice, independent auditor’s remuneration for the Year 2017 cannot be fixed at the 2016 AGM because such remuneration varies by reference to the scope and extent of the audit and other works which the independent auditor is being called upon to undertake in any given year. To enable the Company to charge the amount of such independent auditor’s remuneration as operating expenses for the Year 2017, Members’ approval to delegate the authority to the Board to fix the independent auditor’s remuneration for the Year 2017 is required, and is hereby sought, at the 2016 AGM.
- (7) Details of the proposed Resolutions under agenda item 4 of the Notice are set out in the Circular will be despatched to Members together with the Annual Report.
- (8) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in the Notice shall be decided by way of a poll at the 2016 AGM.
- (9) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a “black” rainstorm warning signal is expected to be in force at any time after 9:00 a.m. on the date of the 2016 AGM, the 2016 AGM will be postponed. The Company will post an announcement on the respective websites of the Company (www.crocodile.com.hk) and the Stock Exchange (www.hkexnews.hk) to notify Members of the date, time and venue of the rescheduled 2016 AGM.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 9:00 a.m. on the date of the 2016 AGM and where conditions permit, the 2016 AGM will be held as scheduled. The 2016 AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Having considered their own situations, Members should decide on their own whether they would attend the 2016 AGM under a bad weather condition and if they do so, they are advised to exercise care and caution.

