



MOISELLE

MOISELLE INTERNATIONAL HOLDINGS LIMITED 慕詩國際集團有限公司

ANNUAL REPORT 2017

二零一七年度年報



STOCK CODE 股份代號: 130



Rosamund
MOISELLE



目錄 Contents

2	公司資料 Corporate Information
4	主席報告 Chairman's Statement
9	管理層討論及分析 Management Discussion and Analysis
17	董事及高級管理人員簡介 Directors & Senior Management Profiles
21	企業管治報告 Corporate Governance Report
31	董事會報告書 Directors' Report
41	獨立核數師報告書 Independent Auditor's Report
56	綜合損益表 Consolidated Statement of Profit or Loss
57	綜合損益及其他全面收益表 Consolidated Statement of Profit or Loss and Other Comprehensive Income
58	綜合財務狀況表 Consolidated Statement of Financial Position
60	綜合權益變動表 Consolidated Statement of Changes in Equity
62	綜合現金流量表 Consolidated Cash Flow Statement
64	財務報表附註 Notes to the Financial Statements
165	持作投資物業 Properties Held for Investment
167	集團財務概要 Group Financial Summary

公司資料 Corporate Information

董事會

執行董事

陳欽杰先生(主席)
徐巧嬌女士
陳思俊先生

獨立非執行董事

余玉瑩女士
朱俊傑先生
黃淑英女士

審核委員會

余玉瑩女士
朱俊傑先生
黃淑英女士

薪酬委員會

余玉瑩女士
朱俊傑先生
陳思俊先生

提名委員會

余玉瑩女士
黃淑英女士
徐巧嬌女士

公司秘書

彭蓮女士

獨立核數師

畢馬威會計師事務所

主要往來銀行

香港上海滙豐銀行有限公司
南洋商業銀行有限公司
中國銀行(香港)有限公司
中國工商銀行(亞洲)有限公司

物業估值師

威格斯資產評估顧問有限公司

法律顧問

香港法律
盛德律師事務所
高露雲律師行
何文琪律師事務所

開曼群島法律

康德明律師事務所

BOARD OF DIRECTORS

Executive

Mr. CHAN Yum Kit (*Chairman*)
Ms. TSUI How Kiu, Shirley
Mr. CHAN Sze Chun

Independent Non-Executive

Ms. YU Yuk Ying, Vivian
Mr. CHU Chun Kit, Sidney
Ms. WONG Shuk Ying, Helen

AUDIT COMMITTEE

Ms. YU Yuk Ying, Vivian
Mr. CHU Chun Kit, Sidney
Ms. WONG Shuk Ying, Helen

REMUNERATION COMMITTEE

Ms. YU Yuk Ying, Vivian
Mr. CHU Chun Kit, Sidney
Mr. CHAN Sze Chun

NOMINATION COMMITTEE

Ms. YU Yuk Ying, Vivian
Ms. WONG Shuk Ying, Helen
Ms. TSUI How Kiu, Shirley

COMPANY SECRETARY

Ms. PANG Lin

INDEPENDENT AUDITOR

KPMG

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Nanyang Commercial Bank, Limited
Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

PROPERTY VALUER

Vigers Appraisal and Consulting Limited

LEGAL ADVISERS

as to Hong Kong law
Sidley Austin
Wilkinson & Grist
Angela Ho & Associates

as to the Cayman Islands law

Conyers Dill & Pearman

公司資料
Corporate Information

3

中國法律
廣東國暉律師事務所

as to PRC law
Guangdong Sun Law Firm

註冊辦事處
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

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

總辦事處及主要營業地點
香港
北角
健康東街39號
柯達大廈第二期
11樓1-5室

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
Units 1-5, 11th Floor
Kodak House 2
39 Healthy Street East
North Point
Hong Kong

網址
<http://www.moiselle.com.hk>

WEBSITE
<http://www.moiselle.com.hk>

股份過戶登記總處
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港股份過戶登記分處

香港證券登記有限公司
香港灣仔
皇后大道東一八三號
合和中心十七樓
1712-1716號舖

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

重要日期

暫停辦理股份過戶及登記：
就股東週年大會而言，為二零一七年九月七日至二零一七年九月十三日
就符合收取末期股息資格而言，為二零一七年九月二十日至二零一七年九月廿二日

KEY DATES

Closure of Register of Members:
7 September 2017 to 13 September 2017 for Annual General Meeting
20 September 2017 to 22 September 2017 for Final Dividend Entitlement

股東週年大會：
二零一七年九月十三日

Annual General Meeting:
13 September 2017

派發末期股息：
(須待股東於股東週年大會上批准)
二零一七年九月廿九日

Final Dividend Payment:
(subject to shareholders' approval at Annual General Meeting)
29 September 2017

主席報告 Chairman's Statement

致各股東：

本人謹此代表慕詩國際集團有限公司(「慕詩」或「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零一七年三月三十一日止年度(「本年度」)之業績。

市場概覽

於二零一六年，由於中國經濟持續放緩及貨幣貶值，導致中國內地訪港旅客人數持續減少，打擊香港零售市場。根據香港旅遊發展局之資料，於二零一六年，內地訪港旅客人次下跌6.7%至約42,780,000人，甚於二零一五年之3.0%跌幅。然而，二零一七年第一季之內地訪港旅客人次按年增加3.8%至約10,820,000人，顯示情況有所改善。

有關不利影響已蔓延至服裝零售。香港服裝零售店舖之銷售額由二零一五年約521.1億港元下跌約4.8%至二零一六年的約495.9億港元。有關銷售額由二零一六年第一季的約136.5億港元按年下跌約3.7%至二零一七年第一季的約131.4億港元，也較二零一六年全年的跌勢僅輕微減弱。此外，消費力較低的內地訪港旅客比例上升之趨勢、人民幣兌港元貶值及香港店舖租金持續高企均削弱了奢侈品零售商的盈利能力。雖然部份街舖業主已減租應對零售市道蕭條，但擁有或經營購物中心之大型房地產公司僅願輕微減租。

Dear Fellow Shareholders,

On behalf of the board of Directors (the "Board") of Moiselle International Holdings Limited ("Moiselle" or the "Company"), I present the results of the Company and its subsidiaries (which are collectively referred to as the "Group") for the year ended 31 March 2017 (the "Year").

MARKET OVERVIEW

Hong Kong's retail market has been plagued by the persistent decline in tourist arrivals from mainland China in 2016. The decrease was triggered off by the country's continued economic slowdown and the devaluation of its currency. The number of visits by the mainland Chinese tourists to Hong Kong fell by 6.7% to about 42.78 million in 2016, according to the Hong Kong Tourism Board. This was worse than the 3.0% decrease in 2015. However, the situation showed a sign of improvement with a 3.8% year-on-year increase in the first quarter of 2017 to about 10.82 million visits by the mainland Chinese tourists to the city.

The adverse effect spilled over into the clothing retail. Sales at wearing apparel retail outlets in Hong Kong decreased by about 4.8% to about HK\$49.59 billion in 2016 from about HK\$52.11 billion in 2015. In the first quarter of 2017, the figure fell by about 3.7% year on year to about HK\$13.14 billion from about HK\$13.65 billion in the first quarter of 2016, showing that the downtrend only abated slightly compared with that for the whole year of 2016. Moreover, the growing trend towards a higher proportion of the mainland Chinese tourists with lower spending power, a weaker Renminbi against the Hong Kong dollar and the persistently high rents in the city also sapped luxury goods retailers of their profitability. Although some landlords came to terms with the depressed retail market by cutting rents at shop spaces in the street, large real estate companies which owned or operated shopping malls were only willing to do so to a lesser extent.

主席報告 Chairman's Statement

於中國內地，服裝、鞋履、帽及針織產品之零售增長放緩，於二零一六年增長7.0%至約人民幣1.44萬億元，而二零一五年之增長則為9.8% (資料來源：中華人民共和國國家統計局)。

業績

本集團的主營業務—高檔及中高檔女性時尚服飾零售，受艱難的營商環境嚴重影響。於本年度來自香港的收益約佔本集團營業額的53.6%。於香港，本集團與大部份其他奢侈品零售商一樣受到中國內地旅客數目減少及租金高企的打擊，尤其是在名店林立的黃金地段及旅遊地點。於中國內地 (其銷售額約佔本集團收益的15.5%)，消費者情緒受到經濟放緩的影響，奢侈品零售業所受影響更為顯著。因此，本集團位於中國內地一線及二線城市的業務，銷售表現轉差。餘下30.9%收益則來自澳門、台灣及新加坡。

於本年度，本集團收益下跌14.5%至約280,000,000港元，錄得本公司權益股東應佔虧損約52,000,000港元，而於截至二零一六年三月三十一日止年度 (「上一個財政年度」) 則錄得虧損約56,500,000港元。本年度的毛利率由上一個財政年度的77.6%輕微上升至78.3%。

In mainland China, retail of apparel, shoes, headwear and knitted products rose by 7.0% to about RMB1.44 trillion in 2016, decelerating from the 9.8% growth in 2015 (source: National Bureau of Statistics of the People's Republic of China).

RESULTS

The Group's main business of retailing women's fashion apparel to high-end and upper-middle markets was considerably affected by the difficult operating environment as it derived about 53.6% of its revenue from Hong Kong during the Year. In the city, the Group, like most other deluxe goods retailers, was hit by the fall in the number of mainland Chinese tourists and the exorbitant rents, especially in the prime and tourist locations where luxury brands usually set up shops. In mainland China, where the Group generated 15.5% of its revenue from sales, consumer sentiment was undermined by a slowing economy, with the impact more pronounced on the retail of luxury goods. As a result, the Group's mainland China-based operations, which are located in the first- and second-tier cities, saw their sales performance worsen. The remaining 30.9% was contributed by sales in Macau, Taiwan and Singapore.

For the Year, the Group saw a 14.5% decrease in revenue to approximately HK\$280 million and recorded a loss of approximately HK\$52.0 million attributable to the equity shareholders of the Company, compared with the loss of approximately HK\$56.5 million for the year ended 31 March 2016 (the "Previous Financial Year"). Gross profit margin increased slightly to 78.3% for the Year from the 77.6% in the Previous Financial Year.

主席報告 Chairman's Statement

業務回顧

本集團致力以各種方法應付不利市況，包括關閉表現欠佳的店舖或搬遷以梳理其零售網絡、採取嚴謹成本管理、於香港推出具成本效益的銷售及營銷舉措，例如提供VIP會員服務（邀請會員參觀產品陳列室及選購貨品）及與中國內地網上購物網站運營商合作和利用社交媒體採取線上到線下的商業模式。於香港，租金高企削弱了零售商的競爭力及盈利能力，但本集團已成功就多間街舖獲得減租。就部份位於購物商場的店舖而言，本集團獲得業主支持，獲允許在同一店舖提供不同副線品牌產品。該等措施均旨在提高效益。

與此同時，本集團亦推進其多元化產品及多品牌策略，繼續於目標市場提升其自家品牌（例如 *MOISELLE*、*m.d.m.s.* 及 *GERMAIN*）及歐洲品牌（例如 *LANCASTER*）的形象，及引進不同價格的產品及新產品系列，以擴大客戶群。例如，本集團與名人關之琳小姐合作，於二零一六年秋冬季以新品牌 *Rosamund MOISELLE* 推出女士及男士豪華及時尚家居便服的新產品系列，亦推出迎合年青人品味的產品，將重點轉移至香港年青人市場。

BUSINESS REVIEW

The Group had been endeavouring to adapt itself to the unfavourable market conditions by various means, including the rationalisation of its retail network through the closure of underperforming stores or relocation; stringent cost management; cost-effective sales and marketing initiatives such as the provision of a VIP club membership service (organising the members' visits to its product showrooms for purchasing goods) in Hong Kong and the adoption of an online-to-offline business model through an alliance with a mainland Chinese online shopping website operator and by leveraging social media. In Hong Kong, where the high rents have been undercutting retailers' competitiveness and profitability, the Group had succeeded in negotiating for lower rents for some shop spaces in the streets. In some of its shops at malls where landlords were supportive to the Group, the Group had obtained permission to offer several diffusion lines under one roof. All these measures were aimed at raising efficiency.

Meanwhile, the Group was also pressing ahead with its diverse-product, multi-brand strategy. It continued to enhance the image of its house brands (such as *MOISELLE*, *m.d.m.s.* and *GERMAIN*) and the European brands (such as *LANCASTER*) in their target markets, and introduced products of a wider price range and new product series to the market so as to broaden its customer base. For instance, the Group launched a new product series of deluxe and fashionable loungewear for ladies and men under a new brand *Rosamund MOISELLE* in the fall/winter of 2016 through its cooperation with an iconic celebrity Ms. Rosamund Kwan. It also shifted its focus to the market of young customers in Hong Kong by gearing some of its product towards their tastes.

主席報告 Chairman's Statement

7

展望

女性豪華時尚服裝及配飾市場於二零一五年及二零一六年持續轉差，對行業造成沉重打擊。雖然服裝零售之跌勢於二零一七年第一季呈現輕微放緩跡象，但難以估計市場何時復甦。為應付不利市況，本集團將加強其多元化產品及多品牌策略，並繼續實施其成本管理措施及具成本效益之營銷及銷售舉措。

例如，於本年度，本公司與名人關之琳小姐加強合作，讓後者收購其間接附屬公司RK Moiselle Fashions Limited 之30%股權，該公司主要從事設計、製造、營銷、分銷及銷售「*Rosamund MOISELLE*」品牌之女士及男士日常上班及休閒服飾（包括家居便服）、時尚配飾及手袋。該品牌將加強女士及男士家居便服產品系列，推出戶外休閒服裝，及推出時尚配飾及手袋。就本集團現有品牌而言，將重點發展LANCASTER品牌手袋等配飾及推出迎合年青人喜好的女性豪華時尚服飾。此將有助於加強本集團之多元化產品及多品牌策略以及拓寬客戶群。

作為成本管理措施及具成本效益之營銷及銷售舉措，本集團將嘗試取得許可以於更多店舖同時提供不同副線品牌產品，並將進一步發展其線上到線下之商業模式，利用本集團於天貓之線上商店及社交媒體，藉著與名人進行促銷活動之網上視頻廣播及關鍵意見領袖之評論及推薦建議，以提升產品之曝光率。

OUTLOOK

The deteriorating market for women's luxury fashion apparel and accessories in 2015 and 2016 had dealt a heavy blow to the industry. Although the downtrend in apparel retail sales showed slight signs of abating in the first quarter of 2017, it is very hard to estimate when the market will bottom out. To cope with the adverse market conditions, the Group will step up its diverse-product, multi-brand strategy, and continue with its cost management measures and cost-effective marketing and sales initiatives.

For instance, during the Year, the Company furthered its cooperation with famous celebrity Ms. Rosamund Kwan by letting the latter acquire a 30% equity stake in its indirectly owned subsidiary RK Moiselle Fashions Limited, which is principally engaged in the business of designing, manufacturing, marketing, distributing and selling women's and men's formal and casual apparels (including loungewear), fashion accessories and handbags bearing the brand "*Rosamund MOISELLE*". The brand will enhance its product line of loungewear for both women and men, launch casual outdoor wear and diversify into fashion accessories and handbags. As to the Group's existing brands, emphasis will be placed on the development of accessories such as handbags under the brand LANCASTER and on the move to gear women's luxury fashion apparel towards the young people's preferences. This will reinforce the Group's diverse-product, multi-brand strategy and broaden the customer base.

As its cost management measures and cost-effective marketing and sales initiatives, the Group will try to obtain permission to offer several diffusion lines under one roof at more of its shops, and will also further develop its online-to-offline business model by leveraging its own online shop at the website of Tmall and the social media where it will try to gain more exposure for its products in the form of online video broadcast of promotional events with celebrities and commentaries or recommendations by key opinion leaders.

主席報告 Chairman's Statement

本集團藉著所有該等措施應付艱難市況，並提升本集團之長遠發展潛力。

本集團將密切留意市場之經濟環境及服裝潮流，並適當調整上述計劃以順應市況變化。

感謝

本人謹代表董事會對所有股東及業務夥伴於本年度對本集團的支持，以及管理層及員工於本年度對本集團所作出的努力及貢獻致以謝意。

主席
陳欽杰

香港，二零一七年六月二十八日

All these measures are aimed at coping with the difficulties in the market and at enhancing the Group's potential for long-term growth.

The Group will monitor closely the economic conditions and fashion trends in the markets and make appropriate adjustment to the above plans to keep abreast of changes in the market.

APPRECIATION

On behalf of the Board, I would like to thank all our shareholders and our fellow business partners for their support, and our management and staff for their hard work and dedication to the Group during the Year.

Chan Yum Kit
Chairman

Hong Kong, 28 June 2017

管理層討論及分析 Management Discussion and Analysis

經營概覽

本集團主要專攻豪華服飾市場，不僅經營自家品牌如 *MOISELLE*、*m.d.m.s.* 及 *GERMAIN*，亦分銷國際品牌，包括 *LANCASTER*、*COCCINELLE* 及 *SEQUOIA* (由本集團之合營公司經營)。本集團旗下各個品牌均擁有特定客戶群，並設有獨立的專業管理團隊及優秀設計團隊。本集團於黃金地段的店舖銷售不同品牌的產品。本集團於艱難之市況下梳理零售網絡，於香港、中國內地一線及二線城市、澳門、台灣及新加坡的零售店舖及專櫃數目由二零一六年三月三十一日的90間減至二零一七年三月三十一日的75間。

按地區劃分之業務回顧

香港業務

年內，中國經濟放緩及人民幣貶值，令中國內地訪港旅客數目減少，影響本集團於香港之業務。此外，消費力較低的中國內地訪港旅客比例上升之趨勢令情況更為嚴峻。店舖租金因過去對零售市場發展樂觀而被推高，於本年度仍然普遍高企，故繼續對業務造成沉重成本壓力。本集團繼續就舖位減租進行商討並成功就若干店舖獲得減租。本集團亦於黃金地段以合理租金開設店舖及關閉表現欠佳之店舖。本集團於二零一六年八月在銅鑼灣一個購物中心—時代廣場，及於二零一六年十月在中環之中建大廈地舖開設店舖。本集團表現最佳的店舖位於中環、九龍塘及尖沙咀。本集團於香港零售業務之收益減少17.2%至約150,379,000港元，佔本集團收益約53.6%。於二零一七年三月三十一日，本集團經營9間 *MOISELLE*、6間 *m.d.m.s.*、1間 *LANCASTER*、3間 *COCCINELLE* 及2間 *GERMAIN* 店舖以及2間特賣場 (於二零一六年三月三十一日：10間 *MOISELLE*、8間 *m.d.m.s.*、4間 *COCCINELLE* 及2間 *GERMAIN* 店舖以及1間特賣場)。

OVERVIEW OF OPERATIONS

Mainly targeting the markets for luxurious apparel, the Group operates such house brands as *MOISELLE*, *m.d.m.s.* and *GERMAIN*, while engaging in distributorship for international brands, including *LANCASTER*, *COCCINELLE* and *SEQUOIA* (which is operated by a joint venture of the Group). Each of the brands has its own distinctive consumer base, and is being managed separately by the Group's dedicated management teams and talented designer teams. The Group retails its products under the various brands at stores in prime locations. As at 31 March 2017, the Group had 75 stores and counters in Hong Kong, first- and second-tier cities of mainland China, Macau, Taiwan and Singapore, down from 90 as at 31 March 2016 because it rationalised its retail network in the difficult markets.

REVIEW OF OPERATIONS BY LOCATION

Operations in Hong Kong

During the year, the Group's operations in Hong Kong were adversely affected by the decline in the number of mainland Chinese visitors which, in turn, was caused by China's economic slowdown and depreciating Renminbi. Moreover, the situation was exacerbated by the growing trend towards a higher proportion of mainland Chinese tourists with lower spending power. Exorbitant rents for shop spaces, which had been determined based on previous optimism about the retail market, generally remained so during the year and continued to exert severe cost pressure on businesses. The Group continued to negotiate for lower rents for shop spaces and succeeded in some cases. It also opened shops at prime locations with reasonable rents and closed down shops which underperformed. The Group opened a store in Times Square, a shopping centre in Causeway Bay in August 2016 and a store at Central Building in the street in Central in October 2016. Its retail stores with the best performance are located in Central, Kowloon Tong and Tsim Sha Tsui. Revenue from its retail operations in Hong Kong decreased by 17.2% to approximately HK\$150,379,000, which was approximately 53.6% of the Group's revenue. As at 31 March 2017, the Group operated 9 *MOISELLE*, 6 *m.d.m.s.*, 1 *LANCASTER*, 3 *COCCINELLE* and 2 *GERMAIN* stores as well as 2 outlet retail stores. (As at 31 March 2016: 10 *MOISELLE*, 8 *m.d.m.s.*, 4 *COCCINELLE* and 2 *GERMAIN* stores and 1 outlet retail stores).

管理層討論及分析 Management Discussion and Analysis

本集團亦繼續實施具成本效益之營銷及銷售措施，包括邀請其VIP會員到香港的產品陳列室參觀和選購貨品，以及舉辦會員專享促銷活動及時裝展，旨在加強與長期客戶之聯繫，從而維持客戶忠誠度。本集團亦繼續執行其多元化產品及多品牌策略，推出Rosamund MOISELLE品牌之女士及男士奢華時尚家居便服產品系列。此品牌由本集團之合作夥伴名人關之琳小姐作為代言人及提供設計概念。品牌擬發展男士家居便服及休閒服，以及推出情侶及家庭配襯套裝，以吸引更多客戶。本集團分別於二零一六年九月在香港及十月在北京舉行的兩個時裝展及於二零一六年十二月在深圳舉行的大型營銷活動上曾展示上述的品牌系列。Rosamund MOISELLE亦在互聯網上爭取更多機會宣傳其產品，包括在本集團於中國最受歡迎之在線購物網站天貓之網上商店用視頻廣播其產品宣傳活動，及由藝人、模特兒、攝影師及化妝師在社交媒體展示其在工作時使用Rosamund MOISELLE產品的情況。關鍵意見領袖也在社交媒體評論或推薦有關產品。

The Group also continued with its cost-effective marketing and sales initiatives by organising shopping visits by customers of its VIP club membership to its showrooms in Hong Kong as well as private promotion and fashion shows. The moves were aimed at increasing engagement with the long-term customers and, thus, at maintaining the customer loyalty. The Group also pressed ahead with its diverse-product, multi-brand strategy by diversifying into a product series of deluxe and fashionable loungewear for women and men under the brand Rosamund MOISELLE. The brand featured an iconic celebrity Ms. Rosamund Kwan as both spokesperson and provider of the design concept of its products. The brand tried to attract more consumers by developing men's loungewear and casual wear and by launching matching outfits for couples and families. The collections under the brand were promoted in the Group's two fashion shows held in Hong Kong and Beijing in September and October 2016 respectively and in a large marketing event in Shenzhen in December 2016. Rosamund MOISELLE also sought to gain more exposure for its products on the internet, namely through online video broadcast of promotional events at the Group's online shop at Tmall, China's most popular online shopping website, and through the social media where artistes, models, photographers and make-up artists were shown at work with Rosamund MOISELLE products and key opinion leaders commented on or recommended such products.

管理層討論及分析 Management Discussion and Analysis

中國內地業務

中國內地經濟增長放緩及政府頒佈措施肅貪倡廉，抑制消費者對奢侈品之購買意慾，因此，本集團於國內業務之銷售額按年下跌27.5%至約43,591,000港元，佔本集團年內收益之15.5%。為應付不利市況，本集團梳理其零售網絡，關閉部份店舖及搬遷部份店舖至租金較低地點，並加強推廣電子商貿以把握中產及年輕人士於網上消費日益普及所帶來之機遇。例如，本集團繼續於天貓開設MOISELLE品牌之線上商店，此乃遵循於過往年度與多家中國內地線上購物網站運營商聯盟所採納之線上到線下之商業模式。為加強其線上營銷能力，本集團利用微信及微博等社交媒體，與若干關鍵意見領袖或網絡名人合作，他們於彼等之網誌或其他網絡文章上評論或推薦本集團之產品。此有助增加品牌知名度及吸引網站或社交媒體之消費者到本集團實體店舖購物。

於二零一七年三月三十一日，本集團於國內經營22間MOISELLE店舖及1間GERMAIN店舖（於二零一六年三月三十一日：29間MOISELLE、3間GERMAIN及3間m.d.m.s.店舖）。

Operations in mainland China

Mainland China's decelerating economic growth and the government measures to advocate frugality dampened consumers' appetite for luxury goods. As a result, sales at the Group's operations in the country fell by 27.5% to approximately HK\$43,591,000 and accounted for 15.5% of the Group's revenue for the year. To cope with the unfavourable market conditions, the Group rationalised its retail network by closing down some shops and relocating some others to spaces with lower rents. It also tapped the growing popularity with online consumption among the middle class and the young generation by stepping up its initiatives in e-commerce. For instance, it continued to operate its online store under the MOISELLE brand at Tmall. This followed its adoption of the online-to-offline business model through alliances with several mainland Chinese online shopping website operators in previous years. To reinforce its online marketing efforts, the Group leveraged the social media such as WeChat and Weibo by working with some key opinion leaders or internet celebrities who commented on or recommended the Group's products in their blogs or other online articles. The moves helped to enhance the brand recognition and entice the browsers of the websites or social media to shop at its offline stores.

As at 31 March 2017, the Group operated 22 MOISELLE stores and 1 GERMAIN store (As at 31 March 2016: 29 MOISELLE, 3 GERMAIN and 3 m.d.m.s. stores) in the country.

管理層討論及分析 Management Discussion and Analysis

澳門業務

中國內地經濟放緩及政府頒佈措施肅貪倡廉之影響已波及澳門之零售市場，影響本集團澳門業務於年內之銷售額。然而，由於經營成本低，本集團於澳門之業務仍錄得溢利。本集團於澳門威尼斯人度假村酒店、澳門喜來登金沙城中心酒店及澳門巴黎人酒店經營6間店舖，包括2間概念店*M CONCEPT*、2間*MOISELLE*店舖、1間*m.d.m.s.*店舖及1間*COCCINELLE*店舖（於二零一六年三月三十一日：1間*M CONCEPT*店舖、2間*MOISELLE*店舖、1間*m.d.m.s.*店舖及1間*COCCINELLE*店舖）。該等零售店舖產生合共收益約44,860,000港元，較二零一六年比較年度增加約8.3%。

台灣業務

於二零一七年三月三十一日，本集團於台灣經營10間*MOISELLE*、2間*m.d.m.s.*店舖、4間特賣場及專櫃以及1間*LANCASTER*店舖（於二零一六年三月三十一日：12間*MOISELLE*及4間*m.d.m.s.*店舖以及3間特賣場及專櫃）。於本年度，本集團在台灣之零售店舖產生合共收益約31,622,000港元，佔本集團總收益約11.3%。

新加坡業務

於本年度，本集團新加坡業務之銷售額輕微增加1.3%至約9,945,000港元。於二零一七年三月三十一日，本集團於新加坡經營2間*MOISELLE*店舖及1間*GERMAIN*店舖、1間*M CONCEPT*店舖、1間特賣場及1間*m.d.m.s.*店舖（於二零一六年三月三十一日：2間*MOISELLE*及2間*GERMAIN*店舖、1間*M CONCEPT*店舖及1間特賣場）。

Operations in Macau

The effect of mainland China's slowing economy and government measures to advocate frugality spilled over into Macau's retail market and depressed the Group's sales over the year. However, the Group's operations in Macau remained profitable because of the low operating cost. The Group operated 6 shops at the Venetian Macao Resort Hotel, Sands Cotai Central Hotel and the Parisian Macao Hotel, including 2 concept stores, *M CONCEPT*, 2 *MOISELLE* stores, 1 *m.d.m.s.* store and 1 *COCCINELLE* store. (As at 31 March 2016: 1 *M CONCEPT* store, 2 *MOISELLE* stores, 1 *m.d.m.s.* store and 1 *COCCINELLE* store) The retail stores generated a combined revenue of approximately HK\$44,860,000, which increased by approximately 8.3% compared with that in the comparative year of 2016.

Operations in Taiwan

The Group operated 10 *MOISELLE* and 2 *m.d.m.s.* stores, 4 outlets and counters and 1 *LANCASTER* store in Taiwan as at 31 March 2017 (As at 31 March 2016: 12 *MOISELLE* and 4 *m.d.m.s.* stores, and 3 outlets and counters). The retail stores in Taiwan generated a combined revenue of approximately HK\$31,622,000, accounting for approximately 11.3% of the Group's total revenue for the year.

Operations in Singapore

The Group's business in Singapore recorded a slight 1.3% increase in sales to approximately HK\$9,945,000 during the year. As at 31 March 2017, it ran 2 *MOISELLE* stores and 1 *GERMAIN* store, 1 *M CONCEPT* store, 1 outlet and 1 *m.d.m.s.* store in the country (As at 31 March 2016: 2 *MOISELLE* and 2 *GERMAIN* stores, 1 *M CONCEPT* store and 1 outlet).

管理層討論及分析 Management Discussion and Analysis

財務回顧

概覽

截至二零一七年三月三十一日止年度，本集團之收益較二零一六年減少約14.5%至約280,397,000港元（二零一六年：327,996,000港元）。由於中國內地市場表現轉差，導致香港境外分部於截至二零一七年三月三十一日止年度之收益減少約11.2%，至約130,018,000港元（二零一六年：146,372,000港元）。分部收益比率維持於約46.4%之相若水平，較截至二零一六年三月三十一日止年度上升2個百分點。

香港分部所賺取之收益減少約17.2%至約150,379,000港元（二零一六年：181,624,000港元），主要由於在回顧財政年度來自中國內地旅客之銷售進一步減少。

於回顧年度，本集團之毛利率約為78.3%，而去年同期則為77.6%。毛利率增加，但仍處本集團過往年度之正常毛利率水平。截至二零一七年三月三十一日止年度，營運開支合共約為286,843,000港元，而二零一六年則錄得約327,630,000港元，減少約12.4%。由於收益不足以支付銷售成本及經營開支（主要為員工成本及租金開支），本集團錄得經營虧損19.7%（二零一六年：19.0%）。

截至二零一七年三月三十一日止年度，普通股權益股東應佔虧損約為52,000,000港元（二零一六年：56,515,000港元），增加約4,515,000港元，8.0%。

FINANCIAL REVIEW

Overview

The Group's revenue decreased by approximately 14.5% to approximately HK\$280,397,000 (2016: HK\$327,996,000) during the year ended 31 March 2017 as compared with 2016. Due to the deterioration in performance of mainland China market, the revenue of the segment outside Hong Kong decreased by approximately 11.2% to approximately HK\$130,018,000 (2016: HK\$146,372,000) during the year ended 31 March 2017 as a result. The segment turnover ratio had maintained similar level at approximately 46.4% which was two percentage points higher as compared to the year ended 31 March 2016.

The revenue earned from Hong Kong segment decreased by approximately 17.2% to approximately HK\$150,379,000 (2016: HK\$181,624,000) which was mainly due to the further decrease in sales from the mainland Chinese tourists during the financial year under review.

During the year under review, the Group's gross profit margin was approximately 78.3%, as compared to 77.6% of the previous year. The gross profit margin was improved yet still remained in the normal range of gross margin of the Group during previous years. Operating expenses for the year ended 31 March 2017 totaled approximately HK\$286,843,000, compared to approximately HK\$327,630,000 for 2016, decreased by approximately 12.4%. Since the revenue was not sufficient to cover the cost of sales and the operating expenses, mainly staff costs and rental expenses, the Group suffered an operating loss of 19.7% (2016: 19.0%).

The loss attributable to the ordinary equity shareholders for the year ended 31 March 2017 was approximately HK\$52,000,000 (2016: HK\$56,515,000), improved by approximately HK\$4,515,000, 8.0%.

管理層討論及分析 Management Discussion and Analysis

流動資金及財務資源

截至二零一七年三月三十一日止年度，本集團以內部賺取之流動現金應付其業務資金所需。本集團採取審慎之財務政策，以備於到期時可履行財務責任和保持足夠之營運資金作為本集團業務發展之用。於年末，本集團之定期存款及現金結存合共約為83,000,000港元（二零一六年：139,000,000港元）。現金及銀行存款主要以港元及人民幣持有。本集團之海外業務及若干資產淨值須承受外幣匯率波動之風險。於年內，本集團之貨幣風險主要來自人民幣計值之現金及銀行存款。管理層定期監控集團之外幣匯率風險，並於需要時可能考慮對沖活動。

於二零一七年三月三十一日，本集團之經營附屬公司有已抵押銀行貸款約8,000,000港元（二零一六年：約8,000,000港元），為其提供營運資金。於二零一七年三月三十一日，本集團與多家銀行維持綜合銀行信貸額（擔保銀行貸款除外）約54,000,000港元（二零一六年：51,000,000港元），當中約5,000,000港元（二零一六年：2,000,000港元）已予以動用。

本集團繼續保持穩健之財務狀況。於二零一七年三月三十一日，流動比率（流動資產除以流動負債）約為2.7倍（二零一六年：3.4倍），而資本負債比率（銀行借貸總額及應付融資租賃除以股東權益）為1.3%（二零一六年：1.3%）。

資產抵押

於二零一七年三月三十一日，賬面值約23,000,000港元（二零一六年三月三十一日：23,000,000港元）之租賃土地及建築物已抵押作為本集團獲授銀行貸款的擔保。

Liquidity and financial resources

During the year ended 31 March 2017, the Group financed its operations with internal generated cash flows. The Group adopts a prudent financial policy such that it can meet the financial obligations when they fall due and maintain a sufficient operating fund for the development of the Group's business. At the end of the year, the Group's aggregate fixed deposits and cash balances amounted to approximately HK\$83 million (2016: HK\$139 million). Cash and bank deposits were held mainly in Hong Kong dollars and Renminbi. The Group has foreign operations and certain of its net assets are exposed to the risk of foreign currency exchange rate fluctuations. During the year, the Group's currency exposure mainly arises from the cash and bank deposits denominated in Renminbi. The management regularly monitors the foreign currency exchange risk of the Group and may consider hedging activities when necessary.

As at 31 March 2017, the Group maintained secured bank loans of approximately HK\$8 million (2016: approximately HK\$8 million) at operating subsidiary level financing its working capital. As at 31 March 2017, the Group maintained aggregate composite banking facilities other than secured bank loans of approximately HK\$54 million (2016: HK\$51 million) with various banks, of which approximately HK\$5 million (2016: HK\$2 million) were utilised.

The Group continues to enjoy healthy financial position. As at 31 March 2017, the current ratio (current assets divided by current liabilities) was approximately 2.7 times (2016: 3.4 times) and the gearing ratio (aggregate of bank borrowings and finance lease payables divided by shareholders' equity) was 1.3% (2016: 1.3%).

Charge on assets

As at 31 March 2017, leasehold land and buildings with a carrying value of approximately HK\$23 million (31 March 2016: HK\$23 million) were pledged to secure bank loan granted to the Group.

管理層討論及分析 Management Discussion and Analysis

僱員

於二零一七年三月三十一日，本集團主要在香港及中國大陸聘用562名(二零一六年：702名)員工。僱員薪酬維持具競爭力之水平，並酌情發放花紅。其他僱員福利包括強制性公積金、法定及醫療保險以及培訓課程。

保障持份者之權益、共襄公益及促進業務持續發展

本集團除了一直遵守其經營地點(包括香港、中國大陸、台灣、澳門及新加坡)之所有法例及法規外，亦致力保障其持份者(包括其股東、僱員及客戶)之權利及權益，乃至為社會福祉作出貢獻。

除了為股東爭取最大回報之業務目標外，本集團亦盡力履行其企業社會責任。例如，本集團在採購原材料、生產至零售的整個業務過程中，竭力保障環境及客戶免受有害物質影響。本集團亦採取措施確保其於深圳沙井之廠房遵守當地管制工業廢氣及廢水排放之環保法規。該廠房只縫製服裝，並無從事任何面料染色。

本集團堅信客戶享用優質安全產品之權利。為實現此目標，本集團與信譽良好的原材料供應商及加工廠維持良好的關係，並向深圳市計量質量檢測研究院交付每個產品型號的樣本做檢驗。此外，本集團亦要求所有業務夥伴、原材料供應商及生產商遵守有關產品安全之所有相關法例及監管之規定。

本集團現在與超過30家供應商有業務往來，並與彼等建立平均超過十年之業務關係。本集團以誠信及尊重合約的精神，與供應商建立良好穩固的業務關係。

EMPLOYEES

As at 31 March 2017, the Group employed 562 (2016: 702) employees mainly in Hong Kong and mainland China. Salaries of employees are maintained at competitive levels while bonuses are granted on a discretionary basis. Other employee benefits include mandatory provident fund, statutory and medical insurance cover and training programmes.

COMMITMENT TO STAKEHOLDERS' INTERESTS, SOCIETY'S WELL-BEING AND SUSTAINABLE DEVELOPMENT

The Group is committed to ensuring the rights and interests of its stakeholders (including its shareholders, employees and customers) and the well-being of society at large while complying with all the laws and regulations of the places where it has operations, including Hong Kong, mainland China, Taiwan, Macau and Singapore.

In addition to its business objective of maximizing returns to shareholders, the Group also tries its best to fulfil its corporate social responsibility. For instance, the Group ensures protection of both environment and consumers against hazardous substances throughout the process of conducting its business, from raw material procurement, production to retail. The Group also has taken measures to ensure that its factory in Shajing, Shenzhen, complies with the local environmental regulations on industrial emissions and effluents. The factory is only responsible for sewing and is not engaged in any dyeing of fabrics.

The Group believes in consumers' entitlement to quality and safe products. To attain this goal, the Group maintains well-established relationships with trustworthy raw material suppliers and processing factories, and delivers a sample of each model of its products to Shenzhen Academy of Metrology and Quality Inspection for inspection. Besides, the Group also requires all business partners, raw material suppliers and production vendors to fulfill all relevant legal and regulatory requirements on product safety.

The Group now has over 30 suppliers and has business relationship of more than a decade on average with each of them. Such well-established business relationships with the suppliers are attributable to the Group's success in building their trust in it with integrity and by honouring the contracts.

管理層討論及分析 Management Discussion and Analysis

本集團設立客戶忠誠惠顧計劃以提升客戶之滿意度及鼓勵客戶經常購物。該會員計劃為其VIP客戶提供特別折扣及定期舉辦會員活動。本集團亦藉著客戶服務熱線、售後服務支援及訂製服務以及透過郵件和電郵與會員通信以管理及維持良好客戶關係。

而僱員亦是對本集團成功至關重要的持份者。本集團向其僱員提供合理薪酬及福利並根據經營所在地之現行勞工法例保障彼等的權利。例如，本集團遵守有關僱員公積金退休計劃、就業保險及工作安全之相關法例及法規。本集團亦為僱員提供培訓以促進其事業及本集團業務的發展。

本集團亦致力積累和善用資源以確保業務持續發展，例如積極開拓新市場以提升自家品牌及所經銷歐洲品牌之價值，並調撥資源作為產品之設計、研究和開發及人才培訓之用，從而嘗試利用新材料或改良的材料生產出設計新穎、品質優良的產品及提升零售營運之效率，本集團亦盡力保護自身的知識產權和專利，並尊重他人的知識產權。

本集團亦深知須與市場及社會共同繁榮進步之理，因此贊助慈善活動共襄公益。例如，本集團於年內贊助美國愛滋病研究基金會amfAR。

所有該等舉措及措施可有助本集團業務持續發展。

The Group has established a customer loyalty program in order to enhance customer satisfaction as well as to encourage repeated purchase. Under the membership program, the VIP customers can enjoy special discounts and regular activities. It also manages and maintains good customer relations through customer service hotlines, after-sales supports as well as bespoke service and communication with members via mails and emails.

Another group of stakeholders who are also key to the Group's success are its employees. The Group offers its staff reasonable remuneration and benefits and protect their rights according to the labour laws of the places where it has operations. For instance, it complies with the relevant laws and regulations on the employees' provident fund pension scheme, employment insurance and safety at work. It also provides training for them that benefit the development of both their careers and the Group's business.

The Group aims to accumulate resources for business and use them effectively to ensure sustainable development. For instance, it has been enhancing the brand equity of its house brands and that of the European brands for which it is a distributor by actively exploring new markets. It has also allocated resources for the design, research and development of products and the training of staff. The move was aimed at manufacturing products of high quality and refreshing designs with new or improved materials. It also serves to raise the efficiency of the retail operations. The Group also tries its best to protect its intellectual property rights and patents and respects other parties' intellectual property rights.

The Group also understands that it is not an isolated functioning unit in the market and society so it has sponsored charitable work to contribute to the common good. For instance, the Group sponsored amfAR, the Foundation of AIDS Research during the year.

All these initiatives and measures can contribute to the sustainability of the Group's business.

董事及高級管理人員簡介 Directors and Senior Management Profiles

執行董事

陳欽杰先生，58歲，本公司之主席兼本集團共同創辦人之一，全權負責本集團之整體策略計劃、公司政策制定及市場推廣，於成衣製造與貿易等不同行業擁有逾四十年商業管理經驗。陳先生於二零零一年十一月獲香港工業總會頒發香港青年工業家獎，並於同年十二月榮獲二零零一年DHL南華早報香港商業獎之東主營運獎。彼榮獲世界華商投資基金會頒發二零零六年世界傑出華人獎。陳先生持有美國哈姆斯頓大學管理學博士榮譽學位。此外，彼於二零零四年一月榮獲香港工業專業評審局頒授二零零四年副院士證書。彼為亞洲知識管理協會院士。彼現時擔任創意香港旗下創意智優計劃審核委員會及設計業與商界合作計劃審核委員會委員。陳先生乃香港青年工業家協會會員及為經濟發展委員會轄下製造、高新科技及文化創意產業工作小組所成立之時裝業專家小組成員。彼乃香港廣西總商會副會長。彼乃徐巧嬌女士之丈夫及陳思俊先生及陳栢熹先生之父親。

Executive Directors

Mr. CHAN Yum Kit, aged 58, is the Chairman of the Company. Mr. Chan is one of the co-founders of the Group and has overall responsibility for the Group's overall strategic planning, formulation of corporate policies and marketing. He has over 40 years of experience in business administration in various industries including garment manufacturing and trading. Mr. Chan was awarded the Young Industrialist Awards of Hongkong by the Federation of Hong Kong Industries in November 2001 and was awarded with the DHL/SCMP Hong Kong Business Award in the Owner-Operator Award category in December 2001. He was awarded 2006 World Outstanding Chinese Award by the World Chinese Business Investment Foundation. Mr. Chan holds an honorary doctorate degree in management from Armstrong University in the United States. He was also awarded 2004 Associateship by The Professional Validation Council of Hong Kong Industries in January 2004. He is a fellow member of Asian Knowledge Management Association. He is currently a member of CreateSmart Initiative Vetting Committee and of the Design-Business Collaboration Scheme Assessment Panel under Create Hong Kong. Mr. Chan is a member of Hong Kong Young Industrialists Council and serves on the expert group on fashion industry under the working group on manufacturing industries, innovative technology, and cultural and creative industries of the Economic Development Commission. He is the vice-chairman of HK Guangxi Chamber of Commerce. He is the husband of Ms. Tsui How Kiu, Shirley and is the father of Mr. Chan Sze Chun and Mr. Chan Pak Hei.

董事及高級管理人員簡介 Directors and Senior Management Profiles

徐巧嬌女士，58歲，本公司之執行董事兼本集團共同創辦人之一，負責本集團之設計及開發工作，同時負責商品管理及零售業務管理。彼於不同行業擁有逾四十年商業管理經驗，包括成衣製造與貿易。彼於二零一六年十一月榮獲金紫荊女企業家非凡大獎。彼乃新界崇德社成員、香港各界婦女聯合協進會名譽會長及理事、香港天津婦女委員會副主席、香港婦協女企業家委員會委員、香港女工商及專業人員聯會成員、珠海市婦聯特邀代表及港區婦聯代表聯誼會名譽會長。徐女士乃本公司主席陳先生之妻子及陳思俊先生及陳栢熹先生之母親。

陳思俊先生，39歲，本公司之執行董事。彼於二零零零年十二月加入本集團，負責管理本集團之海外市場業務。陳思俊先生持有澳洲Monash University商業學士學位。彼為香港貿易發展局內地商貿諮詢委員會成員。彼乃本公司主席陳先生及徐巧嬌女士之子，及陳栢熹先生之兄。

Ms. TSUI How Kiu, Shirley, aged 58, is an executive director. She is one of the co-founders of the Group and is responsible for the Group's design and development functions, as well as merchandising management and retail operations management. She has over 40 years of experience in business administration in various industries including garment manufacturing and trading. She was awarded Golden Bauhinia Women Entrepreneur Excellence Award in November 2016. She is a member of Zonta Club of New Territories, an honorary president and council member of Hong Kong Federation of Women, a co-chairman of HK Tianjin Women's Federation, a member of HKFW Women Entrepreneurs Committee and of Hong Kong Women Professionals & Entrepreneurs Association, a delegate of All-China Women's Federation, Zhuhai and a honorary president of All-China Women's Federation Hong Kong Delegates Association Limited. Ms. Tsui is the wife of Mr. Chan, Chairman of the Company, and is the mother of Mr. Chan Sze Chun and Mr. Chan Pak Hei.

Mr. CHAN Sze Chun, aged 39, is an executive director. He joined the Group in December 2000. He is responsible for overseeing the Group's overseas market operations. Mr. Chan Sze Chun holds a bachelor's degree in commerce from Monash University of Australia. He is a member of the Mainland Business Advisory Committee of Hong Kong Trade Development Council. He is the son of Mr. Chan, Chairman of the Company, and Ms. Tsui How Kiu, Shirley, and is the brother of Mr. Chan Pak Hei.

董事及高級管理人員簡介 Directors and Senior Management Profiles

獨立非執行董事

余玉瑩女士，57歲，於二零零二年一月獲委任為獨立非執行董事。余女士為翁余阮律師行之律師兼合夥人，於香港累積逾二十九年執業經驗，專長於財產轉讓及商業活動方面。彼從威斯康辛洲麥迪遜大學取得首個理學士學位，及後通過Solicitors' Final Examination，取得律師資格。余女士於物業投資及管理方面擁有逾二十八年經驗。彼於二零零三年被委任為「中國委托公証人」及於二零零九年十二月獲委任為國際公證人。彼為華人永遠墳場管理委員會委員。

朱俊傑先生，56歲，於二零零三年十月獲委任為獨立非執行董事。朱先生現任Full Throttle Films Limited區域董事。彼於半導體及固體照明之國際市場推廣及高級管理工作擁有二十六年經驗。朱先生從University of Essex取得理學(電子工程)學士學位及從University of Westminster, London取得理學碩士學位。

黃淑英女士，63歲，於二零零四年九月獲委任為獨立非執行董事。黃女士目前為Kimeray Investment Limited之董事。彼於公營及私營機構之管理諮詢服務及系統建立方面擁有逾三十年經驗。黃女士為加拿大Chartered Professional Accountants之會員，並持有加拿大Queen's University之商業學士學位。

Independent Non-executive Directors

Ms. YU Yuk Ying, Vivian, aged 57, is an independent non-executive director appointed in January 2002. Ms. Yu is a solicitor and a partner with Yung, Yu, Yuen & Co., a firm of solicitors, and has been practising in Hong Kong for over 29 years with a focus in the conveyancing and commercial practice. She obtained a bachelor's degree in science from University of Wisconsin-Madison as her first degree and then passed the Solicitors' Final Examination and qualified as a solicitor. Ms. Yu has over 28 years' experience in property investment and management. She was appointed as China-appointed Attesting Officer in 2003 and was also appointed as notary public in December 2009. She is a member of the Board of Management of the Chinese Permanent Cemeteries.

Mr. CHU Chun Kit, Sidney, aged 56, is an independent non-executive director appointed in October 2003. Mr. Chu is currently a regional director of Full Throttle Films Limited. He has 26 years' experience in international marketing and senior management role in both the semiconductor and solid-state lighting industries. Mr. Chu graduated from University of Essex with a bachelor's degree in science (electronic engineering) and received a master's degree in science from University of Westminster, London.

Ms. WONG Shuk Ying, Helen, aged 63, is an independent non-executive director appointed in September 2004. Ms. Wong is currently the director of Kimeray Investment Limited. She has over 30 years' experience in management consulting and systems implementation in both the public and private sectors. Ms. Wong is a member of the Chartered Professional Accountants of Canada and holds a bachelor's degree in commerce from Queen's University in Canada.

董事及高級管理人員簡介 Directors and Senior Management Profiles

高級管理人員

彭蓮女士，47歲，本集團營運總監及本公司公司秘書。於二零零一年六月加入本集團前，彭女士乃一家香港聯合交易所有限公司主板上市公司之財務經理兼公司秘書，於審計、會計及財務、行政及公司秘書方面擁有逾二十六年經驗。彼持有香港理工大學會計學文學士學位及工商管理(時裝業)碩士學位、香港公開大學企業管治碩士學位及北京大學中國法律學士學位，為香港會計師公會、英國特許公認會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會資深會員及持有香港特許秘書公會之執業者認可證明。

陳栢熹先生，29歲，本集團形象總監。彼於二零零九年五月加入本集團，負責管理本集團之設計部門。同時，彼亦負責本集團品牌建立、市務和室內裝潢等事務。陳栢熹先生持有University of Arts London之時裝管理(時裝零售)文學士學位。彼為香港公益金籌募委員會旗下一般及特別籌款項目籌劃委員會委員、香港政協青年聯會會員、演藝學院友誼社籌款舞宴委員會副主席及愛滋病研究基金會香港慈善晚宴聯席主席。彼乃本公司主席陳先生及徐巧嬌女士之子，及陳思俊先生之弟。

Senior Management

Ms. PANG Lin, aged 47, is the chief operating officer of the Group and the company secretary of the Company. Prior to joining the Group in June 2001, Ms. Pang served as a finance manager and company secretary of a company listed on the main board of The Stock Exchange of Hong Kong Limited. She has over 26 years of experience in the audit, accounting and finance, administration and corporate secretarial fields. She holds a bachelor of arts degree in accountancy and a master's degree in business administration (fashion business) from Hong Kong Polytechnic University, a master's degree in corporate governance from the Open University of Hong Kong and a bachelor's degree in Chinese law from Peking University. She is a fellow of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants of the United Kingdom, the Hong Kong Institute of Chartered Secretaries ("HKICS") and the Institute of Chartered Secretaries & Administrators of the United Kingdom and a holder of the practitioner's endorsement of HKICS.

Mr. CHAN Pak Hei, aged 29, is the creative director of the Group. He joined the Group in May 2009. He is responsible for overseeing the Group's design department. In addition, he is also responsible for the Group's brand building, marketing and interior design affairs. Mr. Chan Pak Hei holds a bachelor of arts degree in fashion management (fashion retail) from University of Arts London. He is a member of the General Donations/Special Events Organising Committee under the Campaign Committee of The Community Chest of Hong Kong and of Hong Kong CPPCC Youth Association, the gala vice-chairperson of the academy ball organising committee of the Society of the Academy for Performing Arts and a co-chair of amfAR Gala Hong Kong. He is the son of Mr. Chan, Chairman of the Company, and Ms. Tsui How Kiu, Shirley, and is the brother of Mr. Chan Sze Chun.

企業管治報告 Corporate Governance Report

慕詩國際集團有限公司(「本公司」)及其附屬公司(「本集團」)致力於達致法定及監管規定要求，並時刻遵循注重透明度、獨立、問責、負責與公允之企業管治原則。

企業管治守則

除下文偏離守則條文第A.2.1條及第A.6.7條外，本公司於截至二零一七年三月三十一日止年度內一直遵守《香港聯合交易所有限公司證券上市規則》(「上市規則」)附錄14所載企業管治守則(「企業管治守則」)中之守則條文。

守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，主席及行政總裁之角色應分開，及不應由同一人士兼任。現時，陳欽杰先生為董事會(「董事會」)主席，亦兼任行政總裁。董事會認為現時之管理架構確保本公司之貫徹領導及令其業務表現達致最佳效率。然而，本公司將會持續檢討有關事項。

守則條文第A.6.7條

企業管治守則之守則條文第A.6.7條規定獨立非執行董事應出席本公司之股東大會。由於之前已安排本公司以外的業務活動，朱俊傑先生未能出席本公司於二零一六年八月三十日舉行之股東週年大會。

證券交易標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易之標準守則(「標準守則」)，作為董事買賣本公司證券之行為守則。經向本公司之董事具體查詢後，各董事於截至二零一七年三月三十一日止年度內均遵守標準守則所載之規定。

Moiselle International Holdings Limited (the “company”) and its subsidiaries (the “group”) is committed to meeting statutory and regulatory requirements and adherence to the principles of corporate governance emphasizing transparency, independence, accountability, responsibility and fairness.

CORPORATE GOVERNANCE CODE

Save for the deviation of the Code Provisions A.2.1 and A.6.7 as below, the company has complied with the code provisions listed in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) throughout the year ended 31 March 2017.

Code Provisions A.2.1

Under Code Provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Currently, Mr. Chan Yum Kit is the chairman of the board of directors (the “Board”) and also assumes the role of the chief executive officer. The Board considers that the current management structure ensures consistent leadership and optimal efficiency for the operation of the company. The company will however keep this matter under review.

Code Provisions A.6.7

Code Provisions A.6.7 of the CG Code provides that the independent non-executive directors should attend general meetings of the company. Due to prior business engagements external to the company, Mr. Chu Chun Kit, Sidney was unable to attend the annual general meeting of the company held on 30 August 2016.

MODEL CODE FOR SECURITIES TRANSACTIONS

The company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the company’s code of conduct for dealings in securities of the company by the directors. Based on specific enquiry of the company’s directors, the directors have complied with the required standard set out in the Model Code throughout the year ended 31 March 2017.

企業管治報告 Corporate Governance Report

董事會

董事會由六名董事組成，當中三名為執行董事，分別為陳欽杰先生（主席）、徐巧嬌女士及陳思俊先生，及三名為獨立非執行董事，分別為余玉瑩女士、朱俊傑先生及黃淑英女士。

截至二零一七年三月三十一日止年度，曾舉行五次董事會會議。其中一次會議乃根據上市規則附錄14第A.2.7段有關主席須與非執行董事舉行會議而當公司之執行董事須避席之規定而舉行。各董事之出席率載列如下：

董事

陳欽杰先生
徐巧嬌女士
陳思俊先生
余玉瑩女士
朱俊傑先生
黃淑英女士

截至二零一七年三月三十一日止年度，曾舉行一次股東大會，即股東週年大會。各董事之出席情況載列如下：

董事

陳欽杰先生
徐巧嬌女士
陳思俊先生
余玉瑩女士
朱俊傑先生
黃淑英女士

董事會負責制定本集團之業務策略，並指派管理層隊伍作出營運決策。

BOARD OF DIRECTORS

The Board comprises six directors, three of which are executive directors, namely Mr. Chan Yum Kit (Chairman), Ms. Tsui How Kiu, Shirley, and Mr. Chan Sze Chun, and three are independent non-executive directors, namely Ms. Yu Yuk Ying, Vivian, Mr. Chu Chun Kit, Sidney and Ms. Wong Shuk Ying, Helen.

During the year ended 31 March 2017, five board meetings were held. One of the meetings was held in accordance with paragraph A.2.7 of Appendix 14 to the Listing Rules which states that the Chairman should hold meeting with the non-executive directors without the executive directors of the company present. The attendance of each director is set out as follows:

Director	出席記錄 Attendance record
Mr. Chan Yum Kit	5/5
Ms. Tsui How Kiu, Shirley	4/4
Mr. Chan Sze Chun	4/4
Ms. Yu Yuk Ying, Vivian	5/5
Mr. Chu Chun Kit, Sidney	5/5
Ms. Wong Shuk Ying, Helen	5/5

During the year ended 31 March 2017, one general meeting, the annual general meeting, was held. The attendance of each director is set out as follows:

Director	出席記錄 Attendance record
Mr. Chan Yum Kit	1/1
Ms. Tsui How Kiu, Shirley	1/1
Mr. Chan Sze Chun	1/1
Ms. Yu Yuk Ying, Vivian	1/1
Mr. Chu Chun Kit, Sidney	0/1
Ms. Wong Shuk Ying, Helen	1/1

The board of directors is responsible for the formulation of business strategies for the group and the operational decision making is delegated to the management team.

企業管治報告 Corporate Governance Report

董事會成員之關係已分別於董事及高級管理人員簡介中披露。

The relationship among members of the Board is separately disclosed in the directors and senior management profiles.

董事培訓

全體董事已向本公司提供彼等曾接受培訓之記錄。各董事提供之培訓記錄之詳情載列如下：

DIRECTORS' TRAINING

The directors have provided records of the training they received to the company. The details of training records provided of each director are set out as follows:

董事 Director	所接受培訓及日期 Training received and date	培訓提供者 Training provider	所需時間 Time spent
陳欽杰先生 Mr. Chan Yum Kit	「振興老化組織：數碼心態鑰匙」 二零一七年二月十一日 Rejuvenating an Aging Organisation: Digital Mindset Key 11 February 2017	香港董事學會 The Hong Kong Institute of Directors	3小時 3 hours
徐巧嬌女士 Ms. Tsui How Kiu, Shirley	「振興老化組織：數碼心態鑰匙」 二零一七年二月十一日 Rejuvenating an Aging Organisation: Digital Mindset Key 11 February 2017	香港董事學會 The Hong Kong Institute of Directors	3小時 3 hours
陳思俊先生 Mr. Chan Sze Chun	What Role Should Hong Kong Play in the Global Green Finance Revolution? 二零一七年二月十六日 What Role Should Hong Kong Play in the Global Green Finance Revolution? 16 February 2017	香港證券及投資學會 The Hong Kong Securities and Investment Institute	1小時 1 hour

企業管治報告 Corporate Governance Report

董事 Director	所接受培訓及日期 Training received and date	培訓提供者 Training provider	所需時間 Time spent
朱俊傑先生 Mr. Chu Chun Kit, Sidney	2017年全球問題的影響 二零一七年二月十六日 Impact to Global Issue of 2017 16 February 2017	香港董事學會 The Hong Kong Institute of Directors	2小時 2 hours
黃淑英女士 Ms. Wong Shuk Ying, Helen	獨立非執行董事論壇 二零一六年六月十三日、 二零一六年九月五日及 二零一六年十二月五日 INED Forums 13 June 2016, 5 September 2016 & 5 December 2016	畢馬威會計師事務所 KPMG	6小時 6 hours
	Non-Executive Director Programme 二零一六年八月十八日 Non-Executive Director Programme 18 August 2016	羅兵咸永道會計師事務所 PricewaterhouseCoopers	1.5小時 1.5 hours

余玉瑩女士已提供於截至二零一七年三月三十一日止年度履行香港律師會所規定強制性持續專業發展之培訓記錄。

Ms. Yu Yuk Ying, Vivian had provided training record on her fulfillment of the mandatory continuing professional development requirements of The Law Society of Hong Kong during the year ended 31 March 2017.

非執行董事之任期

獨立非執行董事之任期為期兩年，並須根據本公司之組織章程細則輪值告退。

TERM OF NON-EXECUTIVE DIRECTORS

The independent non-executive directors were appointed for a term of two years and are subject to retirement by rotation in accordance with the articles of association of the company.

獨立非執行董事之獨立性

本公司已收取各獨立非執行董事根據上市規則第3.13條發出截至二零一七年三月三十一日止年度之獨立確認書，並認為各獨立非執行董事均屬獨立人士。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The company has received from each of the independent non-executive directors a confirmation of independence for the year ended 31 March 2017 pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

企業管治報告 Corporate Governance Report

提名委員會

本公司已遵守企業管治守則之規定成立提名委員會。提名委員會由本公司兩位獨立非執行董事余玉瑩女士(主席)及黃淑英女士，以及一位執行董事徐巧嬌女士組成。

提名委員會之主要角色及職責為制定及執行提名政策、檢討董事會之架構、人數及組成(包括技能、知識、經驗及多樣的觀點與角度)，以及就委任或重新委任董事及董事繼任計劃(特別是主席及行政總裁)等相關事宜向董事會提供建議。

董事會成員多元化

本公司已採納董事會成員多元化政策，當中包括下列主要事項：

- a. 根據董事會規模及整體董事會之非執行董事及執行董事數目檢討董事會組成；
- b. 要求成員擁有多元化的技能、知識及經驗，能夠提出不同的觀點，以及為董事會注入強大動力，以發揮董事會的效能；及
- c. 進行提名及委任以維持董事會適合的所需技能、經驗、專業知識及成員多元化因素。

提名委員會負責檢討董事會成員多元化政策及為執行有關政策而訂定的任何可計量目標，並檢討達標進度。

NOMINATION COMMITTEE

The company has a nomination committee which was established in compliance with the CG Code. The members of the nomination committee comprise two independent non-executive directors of the company, Ms. Yu Yuk Ying, Vivian (Chairperson) and Ms. Wong Shuk Ying, Helen, and one executive director, Ms. Tsui How Kiu, Shirley.

The main role and function of the nomination committee consist of formulation and implementation of the nomination policy, review of the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board, and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive.

BOARD DIVERSITY

The company has adopted a board diversity policy which consists of the following main aspects:

- a. Board composition to be reviewed in terms of the size of the Board, the number of non-executive directors and executive directors in relation to the overall Board,
- b. Board effectiveness which requires members to have diverse skills, knowledge and experiences that combine to provide different perspectives and effective board dynamics, and
- c. Nominations and appointments to be carried out in view of maintaining an appropriate mix of required skills, experience, expertise and diversity on the Board.

The nomination committee is responsible to review the policy on board diversity and any measurable objectives for its implementation and to review the progress on achieving the objectives.

企業管治報告 Corporate Governance Report

薪酬委員會

本公司已根據企業管治守則之規定成立薪酬委員會，薪酬委員會由本公司兩位獨立非執行董事余玉瑩女士（主席）及朱俊傑先生，以及一位執行董事陳思俊先生組成。

於截至二零一七年三月三十一日止年度，曾舉行一次薪酬委員會會議。各委員會成員之出席率載列如下：

董事

余玉瑩女士
朱俊傑先生
陳思俊先生

薪酬委員會之主要職責及職能為釐定董事及高級管理人員薪酬待遇及委任條款。年內，薪酬委員會已批核非執行董事之委任條款。

執行董事之酬金乃經參考董事之職能、職責及經驗以及現行市況而釐定。除服務協議所規定之基本薪金及實物福利外，執行董事之績效福利亦須取得薪酬委員會之事先審批。

非執行董事之酬金乃根據彼等就本公司事務估計所付出之時間而釐定。

REMUNERATION COMMITTEE

The company has a remuneration committee which was established in compliance with the CG Code. The members of the remuneration committee comprise two independent non-executive directors of the company, Ms. Yu Yuk Ying, Vivian (Chairperson) and Mr. Chu Chun Kit, Sidney, and one executive director, Mr. Chan Sze Chun.

During the year ended 31 March 2017, one remuneration committee meeting was held. The attendance of each committee member is set out as follows:

Director	出席記錄 Attendance record
Ms. Yu Yuk Ying, Vivian	1/1
Mr. Chu Chun Kit, Sidney	1/1
Mr. Chan Sze Chun	1/1

The main role and function of the remuneration committee consist of determining the remuneration packages and the terms of employment of the directors and senior management. During the year, the remuneration committee has approved the terms of non-executive director's appointment.

The emoluments of the executive directors are determined with reference to the duties, responsibilities and experience of the directors and prevailing market conditions. Besides the basic salaries and benefits-in-kind as stipulated in the service agreements, prior approval of the remuneration committee is also required for performance related benefits of the executive directors.

The emoluments of the non-executive directors are determined based on the estimated time spent by them on the company's matters.

企業管治報告 Corporate Governance Report

高級管理人員薪酬

截至二零一七年三月三十一日止年度，高級管理層成員之薪酬按組別載列如下：

港元	HK\$	人數 Number of person
1,000,001元-1,500,000元	1,000,001 – 1,500,000	2

根據上市規則附錄16須予披露有關董事薪酬及最高薪酬人士之進一步詳情分別載於財務報表附註7及8。

SENIOR MANAGEMENT'S EMOLUMENTS

The emoluments of the members of the senior management by band for the year ended 31 March 2017 are set out below:

港元	HK\$	人數 Number of person
1,000,001元-1,500,000元	1,000,001 – 1,500,000	2

Further particulars regarding directors' remuneration and individuals with highest emoluments as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 7 and 8 to the financial statements respectively.

核數師酬金

年內，已付外部核數師之酬金分析如下：

AUDITORS' REMUNERATION

During the year, the remuneration paid to external auditors is analysed as follows:

		港元 HK\$
審計服務	Audit services	1,689,000
非審計服務	Non-audit services	–
		<u>1,689,000</u>

審核委員會

本公司依照上市規則第3.21條成立審核委員會，旨在審核及監察本集團之財務申報過程以及風險管理及內部監控制度。審核委員會由本公司三位獨立非執行董事組成，分別為余玉瑩女士(主席)、朱俊傑先生及黃淑英女士，並向董事會匯報。

AUDIT COMMITTEE

The company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the group's financial reporting process and risk management and internal control systems. The audit committee comprises three independent non-executive directors of the company, Ms. Yu Yuk Ying, Vivian (Chairperson), Mr. Chu Chun Kit, Sidney and Ms. Wong Shuk Ying, Helen, and reports to the Board.

企業管治報告 Corporate Governance Report

於截至二零一七年三月三十一日止年度，曾舉行三次審核委員會會議。各委員會成員之出席率載列如下：

董事

余玉瑩女士
朱俊傑先生
黃淑英女士

年內，審核委員會已與管理層審閱本集團所採納之會計原則及慣例、本集團之中期及年度財務報表、與獨立核數師會面及商討、對本集團財務及業務監控程序相關之事宜向管理層提出疑問及聽取解釋。

風險管理及內部監控

董事會負責維持風險管理及內部監控制度，為本集團達致有效地及有效率地運作之基本需要，亦對全面及定期評估本集團所承擔風險之性質及程度十分重要。該等制度旨在管理而非消除未能達成業務目標的風險，且僅能合理保證而非絕對保證不會出現重大錯誤陳述或虧損。內部監控是指為達致以下目標而提供合理保證的程序：

- 營運的效益及效率；
- 財務匯報的可靠性；及
- 遵守適用的法律及規例

During the year ended 31 March 2017, three audit committee meetings were held. The attendance of each committee member is set out as follows:

Director

Ms. Yu Yuk Ying, Vivian
Mr. Chu Chun Kit, Sidney
Ms. Wong Shuk Ying, Helen

During the year, the audit committee has reviewed with the management the accounting principles and practices adopted by the group, the interim and annual financial statements of the group, met and discussed with the independent auditors, and raised queries and obtained explanations from the management on issues related to financial and operational control procedures of the group.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges their responsibilities on the maintenance of risk management and internal control systems which are essential for effective and efficient operations of the group and are fundamental in the thorough and regular evaluation of the nature and extent of the risks to which the group is exposed. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Internal control is defined as a process designed to provide reasonable assurance regarding the achievement of objectives in relation to the following:

- Effectiveness and efficiency of operations;
- Reliability of financial reporting; and
- Compliance with applicable laws and regulations

出席記錄

Attendance record

3/3

3/3

3/3

企業管治報告 Corporate Governance Report

截至二零一七年三月三十一日止年度，董事會在管理層協助下已根據COSO(美國反舞弊性財務報告委員會)框架就本集團三個主要業務流程進行年度審閱本集團風險管理及內部監控制度之有效性。董事會對該等制度之監控及評估風險之有效性及足夠性感到滿意。根據審閱結果，董事已實施多項措施，隨著本集團之持續業務發展進一步加強現有風險管理及內部監控制度。

年內，本集團以內部資源進行內部審計，並委聘外部顧問協助管理層物色、評估及管理本集團的重大風險。

本集團遵守證券及期貨事務監察委員會頒佈之內幕消息披露指引，以履行證券及期貨條例第XIVA部有關內幕消息披露之責任。

董事編製賬目之責任

本公司董事知悉，彼等須負責編製真實公允之財務報表。

獨立核數師聲明

本集團獨立核數師就彼等於財務報表之責任發表之聲明已載於第41至55頁之獨立核數師報告書。

For the year ended 31 March 2017, the Board, with the assistance of the management, had conducted an annual review on the effectiveness of the risk management and internal control systems of the group, focusing on three major business cycles of the group, under COSO (Committee of Sponsoring Organizations of the Treadway Commission) framework. The Board had been satisfied with the effectiveness and adequacy of these systems on monitoring and evaluating the risks. Based on the results, the directors were dedicated to implement various initiatives to further enhance the existing risk management and internal control systems alongside with the ongoing business development of the group.

During the year, the group has maintained an internal audit function with internal resources and engaged external consultants to assist the management in order to identify, evaluate and manage significant risks of the group.

The group complies with the Guidelines on Disclosure of Inside Information published by the Securities and Futures Commission in view of fulfilling its obligations to disclose inside information under Part XIVA of the Securities and Futures Ordinance.

DIRECTORS' RESPONSIBILITIES FOR PREPARING ACCOUNTS

The company's directors acknowledge that they are responsible for the preparation of financial statements which give a true and fair view.

STATEMENT BY THE INDEPENDENT AUDITOR

The statement of the independent auditor of the group regarding their responsibilities on the financial statements is set out in the independent auditor's report on pages 41 to 55.

企業管治報告 Corporate Governance Report

股東權利

根據本公司之章程細則第58條，任何於遞呈要求日期持有不少於本公司繳足股本（附有於本公司股東大會表決權利）十分之一名或多名股東，應於任何時候有權透過向董事會或本公司之公司秘書發出請求書，要求董事會召開股東特別大會，以處理請求書中指明的任何事項；且該大會應於遞呈該請求書後兩個月內舉行。倘遞呈後二十一日內，董事會未有採取步驟召開該大會，則請求人可自行以同樣方式召開，而請求人因董事會未有召開大會而合理產生的所有開支應由本公司向請求人作出償付。

倘公眾股東或股東擬向董事會提出查詢及／或於股東大會上提呈建議，彼須將書面通知（「通知書」）遞交予本公司之香港主要營業地點，地址為香港北角健康東街39號柯達大廈第2期11樓1-5室，或本公司之股份過戶登記分處香港證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17M樓，收件人為本公司之公司秘書。

如欲於股東大會上提呈建議以供考慮，通知書之提交期將由公司寄發將予舉行之股東大會通告後一日開始，並在不遲於有關股東大會日期前七日結束。倘通知書於股東大會前少於15日收到，公司將需要考慮延遲舉行股東大會以給予股東14日的提案通知期。

通知書將由公司股份過戶登記分處驗證，並於確認請求屬適當及符合議事規程後，本公司之公司秘書將請求本公司之相關委員會及董事會，以考慮將決議案列入將予舉行之股東大會的議程中。

SHAREHOLDERS' RIGHTS

According to article 58 of the company's articles of association, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the company carrying the right of voting at general meetings of the company shall at all times have the right, by written requisition to the Board or the company secretary of the company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist himself may do so in the same manner, and all reasonable expenses incurred by the requisitionist as a result of the failure of the Board shall be reimbursed to the requisitionist by the company.

If a member of the public or a shareholder wishes to put forward enquiries to the Board and/or put forward proposals at shareholders' meetings, he/she must deposit a written notice (the "Notice") to the principal place of business of the company in Hong Kong at Units 1-5, 11th Floor, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong, or the branch share registrar of the company, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the attention of the company secretary of the company.

In order for a proposal to be considered in general meetings, the period for lodgement of the Notice will commence no earlier than the day after the despatch of the notice by the company of the general meeting to be convened and end no later than seven days prior to the date of such general meeting. If the Notice is received less than 15 days prior to the general meeting, the company will need to consider the adjournment of the general meeting in order to give shareholders 14 days' notice of the proposal.

The Notice will be verified with the company's branch share registrar and upon their confirmation that the request is proper and in order, the company secretary of the company will ask the relevant committee of the company and the Board to consider to include the resolution in the agenda for the general meeting to be convened.

董事會報告書 Directors' Report

31

慕詩國際集團有限公司(「本公司」)董事謹此提交截至二零一七年三月三十一日止年度之年度報告連同本公司及其附屬公司(「本集團」)經審核綜合財務報表。

主要營業地點

本公司乃一家於開曼群島註冊成立及存冊之公司，其註冊辦事處及主要營業地點分別位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands及香港北角健康東街39號柯達大廈第二期11樓1-5室。

主要業務

本公司之主要業務為投資控股。本集團之主要業務為設計、製造、零售及批發時尚服飾及配飾。而附屬公司之主要業務及其他詳情載於財務報表附註12。

本集團於財政年度之業務按地區分析之詳情載列於財務報表附註3(b)。

業務審視

有關本集團於本年度之業務審視、本集團未來業務發展之討論及使用若干財務關鍵指標對本集團年度表現之分析載於本年報第4至8頁之主席報告及第9至16頁之管理層討論及分析。

The directors of Moiselle International Holdings Limited (“the company”) presented its annual report together with the audited consolidated financial statements of the company and its subsidiaries (the “group”) for the year ended 31 March 2017.

PRINCIPAL PLACE OF BUSINESS

The company is a company incorporated and domiciled in the Cayman Islands and has its registered office and principal place of business at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and Units 1-5, 11/F, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong respectively.

PRINCIPAL ACTIVITIES

The principal activity of the company is investment holding. The principal activities of the group are the design, manufacture, retail and wholesale of fashion apparel and accessories. The principal activities and other particulars of the subsidiaries are set out in note 12 to the financial statements.

The analysis of geographical location of the operations of the group during the financial year is set out in note 3(b) to the financial statements.

BUSINESS REVIEW

A review of the businesses of the group during the year, a discussion on the group’s future business development and an analysis of the group’s performance during the year using financial key performance indicators are provided in the Chairman’s Statement on pages 4 to 8 and the Management Discussion and Analysis on pages 9 to 16 of this annual report.

董事會報告書 Directors' Report

業務審視(續)

就主要風險及不確定性而言，董事知悉本集團面對風險及不確定性，包括針對集團及具有普遍影響的風險及不確定性。管理層密切監察集團經營所在地之營商環境，以確保可持續識別、匯報、監察及管理集團面對之機遇及威脅。有關若干風險及不確定性之相關討論載於本年報第4至8頁之主席報告及第9至16頁之管理層討論及分析以及財務報表附註25。

主要客戶

截至二零一七年三月三十一日止年度期間，五位最大客戶之合計百分比佔本集團總收益少於30%。

主要供應商

主要供應商於財政年度分別應佔本集團採購額之資料載列如下：

最大供應商

五大供應商合計

本年度期間任何時間，概無本公司董事、其聯繫人士或本公司任何股東(就董事所知持有本公司股本多於5%) 在該等主要客戶及供應商擁有任何權益。

五年概要

本集團於最近五個財政年度各年之業績及資產及負債概要已載於第167至168頁。

BUSINESS REVIEW (continued)

For principal risks and uncertainties, the directors are aware that the group is exposed to risks and uncertainties, including those specific to the group and those having generic impacts. The management closely monitors the business environment in which the group operates in order to have opportunities and threats the group faces identified, reported, monitored and managed on a continuous basis. Related discussion on certain risks and uncertainties is provided in the Chairman's Statement on pages 4 to 8 and the Management Discussion and Analysis on pages 9 to 16 of this annual report and note 25 to the financial statements.

MAJOR CUSTOMERS

During the year ended 31 March 2017, the percentage of the five largest customers combined were less than 30% of the group's total revenue.

MAJOR SUPPLIERS

The information in respect of the group's purchases attributable to the major suppliers respectively during the financial year is as follows:

本集團採購額合計百分比
Percentage of the group's
purchases total

The largest supplier	20%
Five largest suppliers in aggregate	42%

At no time during the year have the directors, their associates or any shareholder of the company (which to the best knowledge of the directors owns more than 5% of the company's share capital) had any interest in these major customers and suppliers.

FIVE YEAR SUMMARY

A summary of the results and of the assets and liabilities of the group for each of the last five financial years is set out on pages 167 and 168.

董事會報告書 Directors' Report

33

股息

本公司已於二零一七年一月十三日派付每股1港仙之中期股息(二零一六年:每股1港仙)。董事現建議向於二零一七年九月二十二日名列股東名冊之所有股東派付截至二零一七年三月三十一日止年度之末期股息每股2港仙(二零一六年:每股2港仙)。

慈善捐款

本集團於本年度之慈善捐款為495,000港元(二零一六年:29,000港元)。

股本

本公司之股本詳情已載於財務報表附註24(c)。

退休計劃

本集團根據香港《強制性公積金計劃條例》為受香港《僱傭條例》管轄下聘請之僱員實行強制性公積金計劃(「強積金計劃」)。強積金計劃乃一項由獨立受託人管理之界定供款退休計劃。根據強積金計劃,僱主及其僱員均須各自就僱員有關收入之5%為計劃作出供款,而每月有關收入之上限為30,000港元。

根據中華人民共和國(「中國」)規例之規定,本集團已為其中國僱員參與由有關機構管理之界定供款退休計劃。本集團須按若干指定比率,根據其中國僱員之薪金、花紅及若干津貼就退休計劃作出供款。除上述所指定之年度供款外,本集團毋須就該計劃之退休福利付款承擔其他重大責任。

DIVIDEND

An interim dividend of Hong Kong one cent per share (2016: Hong Kong one cent per share) was paid on 13 January 2017. The directors now recommend the payment of a final dividend of Hong Kong two cents per share (2016: Hong Kong two cents per share) in respect of the year ended 31 March 2017 to all shareholders whose names appear on the register of members on 22 September 2017.

CHARITABLE DONATIONS

Charitable donations made by the group during the year amounted to HK\$495,000 (2016: HK\$29,000).

SHARE CAPITAL

Details of the company's share capital are set out in note 24(c) to the financial statements.

RETIREMENT SCHEME

The group operates a Mandatory Provident Fund Scheme (the "MPF scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

As stipulated by the regulations of the People's Republic of China ("PRC"), the group participates in defined contribution retirement plans organised by the relevant authorities for its PRC employees. The group is required to make contributions to the retirement plans which are calculated based on certain prescribed rates on the salaries, bonuses and certain allowances of its PRC employees. The group has no other material obligation for the payment of pension benefits associated with such plans beyond the annual contributions described above.

董事會報告書 Directors' Report

退休計劃(續)

於台灣經營業務之附屬公司之僱員選擇參與由台灣勞工退休金條例監管之界定供款計劃。此附屬公司須就選擇參與界定供款計劃之僱員按其薪金總額之6%供款，並存放於台灣勞工保險局之個人退休金賬戶內。

於新加坡附屬公司之員工參與由新加坡政府組織之中央公積金計劃(「中央公積金」)。此附屬公司及員工需要將其薪酬之若干百分比向中央公積金供款，根據中央公積金條例，當供款成為支出時會計入損益表內。附屬公司在其供款後，對實質退休支付或退休後之福利並無進一步的責任承擔。

界定供款計劃之供款於產生時計入損益表內。

RETIREMENT SCHEME (continued)

Employees of the subsidiary carrying on business in Taiwan chose to participate in a defined contribution scheme governed by the Labour Pension Act of Taiwan. This subsidiary contributes at 6% of the total salaries of participating employees who have chosen to participate in the defined contribution scheme, deposited into individual pension accounts at the Bureau of Labour Insurance of Taiwan.

Employees of the subsidiary in Singapore participate in the Central Provident Fund scheme (the "CPF") organised by the government of Singapore. This subsidiary and its employees are required to contribute a certain percentage of their payroll to the CPF. The contributions are charged to profit or loss as they become payable in accordance with the rules of the CPF. The subsidiary has no further obligations for the actual pension payments or post-retirement benefits beyond its contributions.

Contributions to the defined contribution scheme are charged to profit or loss when incurred.

董事會報告書 Directors' Report

董事

於財政年度期間及直至本報告刊發之日，就任之董事如下：

執行董事

陳欽杰先生
徐巧嬌女士
陳思俊先生

獨立非執行董事

余玉瑩女士
朱俊傑先生
黃淑英女士

徐巧嬌女士及朱俊傑先生將根據本公司之組織章程細則第87條於應屆股東週年大會上告退，彼等符合資格並願膺選連任。

董事服務合約

獨立非執行董事之任期為期兩年，並須根據本公司之組織章程細則輪值告退。

擬於應屆股東週年大會上膺選連任之董事概無訂立本公司或其任何附屬公司不可於一年內終止而毋須支付賠償金（法定補償除外）之未到期服務合約。

DIRECTORS

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

Executive directors

Mr. Chan Yum Kit
Ms. Tsui How Kiu, Shirley
Mr. Chan Sze Chun

Independent non-executive directors

Ms. Yu Yuk Ying, Vivian
Mr. Chu Chun Kit, Sidney
Ms. Wong Shuk Ying, Helen

Ms. Tsui How Kiu, Shirley and Mr. Chu Chun Kit, Sidney will retire at the forthcoming annual general meeting in accordance with article 87 of the company's articles of association and, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

The independent non-executive directors were appointed for a term of two years and are subject to retirement by rotation in accordance with the articles of association of the company.

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract which is not determinable by the company or any of its subsidiaries within one year without payment of compensation, other than normal statutory obligations.

董事會報告書 Directors' Report

董事及主要行政人員於證券之權益

於二零一七年三月三十一日，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有本公司根據證券及期貨條例第352條之規定存置之登記冊所記錄，或須根據《香港聯合交易所有限公司（「聯交所」）證券上市規則》（「上市規則」）所載上市公司董事進行證券交易的標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES

As at 31 March 2017, the interests and short positions of the directors and the chief executive of the company in the shares, underlying shares and debentures of the company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the company under section 352 of the SFO, or as otherwise notified to the company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

董事姓名 Name of director	於股份之實益權益 Beneficial interest in shares	權益概約百分比 Approximate percentage of interests	權益性質 Nature of interest
陳欽杰先生 Mr. Chan Yum Kit	190,872,000	66.29%	公司／家族 Corporate/Family
	2,100,000	0.73%	家族 Family
	2,100,000	0.73%	個人 Personal (附註(1)及(2)) (Notes (1) and (2))
徐巧嬌女士 Ms. Tsui How Kiu, Shirley	190,872,000	66.29%	公司／家族 Corporate/Family
	2,100,000	0.73%	家族 Family
	2,100,000	0.73%	個人 Personal (附註(1)及(2)) (Notes (1) and (2))
陳思俊先生 Mr. Chan Sze Chun	900,000	0.31%	個人 Personal
黃淑英女士 Ms. Wong Shuk Ying, Helen	30,000	0.01%	個人 Personal

董事會報告書 Directors' Report

37

董事及主要行政人員於證券之權益 (續)

附註：

- (1) 190,000,000股該等股份乃由Super Result Consultants Limited (「Super Result」) 持有。Super Result之股本乃由陳欽杰先生 (「陳先生」) 及徐巧嬌女士 (「徐女士」) 分別實益擁有46.7%及46.7%。陳先生及徐女士因此各被視為於Super Result所持有之190,000,000股股份中擁有公司權益。

872,000股該等股份乃由New First Investments Limited (「New First」) 持有。New First之股本乃由陳先生及徐女士分別實益擁有50%。陳先生及徐女士因此各被視為於New First所持有之872,000股股份中擁有公司權益。

- (2) 由於陳先生及徐女士為夫婦，於徐女士被視為擁有權益之股份中，陳先生被視為擁有家族權益，反之亦然。

此外，一位董事於若干附屬公司以非實益個人股本權益方式為本集團持有股份。若干董事亦實益擁有無投票權遞延股份，該等股份實際上並不附有收取股息或任何股東大會通告或出席大會或投票或參與任何附屬公司之分派或清盤之權利。

除上述者外，於二零一七年三月三十一日，本公司任何董事或主要行政人員或彼等各自之聯繫人士概無於本公司或其任何相聯法團 (定義見證券及期貨條例第XV部) 之股份、相關股份或債券中，擁有本公司根據證券及期貨條例第352條之規定存置之登記冊所記錄，或須根據標準守則知會本公司及聯交所之權益或淡倉。

除上述者外，截至二零一七年三月三十一日止年度期間，本公司、或其任何控股公司、附屬公司或同系附屬公司概無作為任何一方參與任何安排，致使本公司董事或主要行政人員或彼等之配偶或未滿18歲之子女可藉購入本公司或任何其他法團之股份或債券而獲益。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES (continued)

Notes:

- (1) 190,000,000 of these shares are held by Super Result Consultants Limited ("Super Result"). The share capital of Super Result is beneficially owned by Mr. Chan Yum Kit ("Mr. Chan") and Ms. Tsui How Kiu, Shirley ("Ms. Tsui") as to 46.7% and 46.7% respectively. Each of Mr. Chan and Ms. Tsui will therefore be deemed interested in the 190,000,000 shares held by Super Result as corporate interest.

872,000 of these shares are held by New First Investments Limited ("New First"). The share capital of New First is beneficially owned by Mr. Chan and Ms. Tsui as to 50% and 50% respectively. Each of Mr. Chan and Ms. Tsui will therefore be deemed interested in the 872,000 shares held by New First as corporate interest.

- (2) Since Mr. Chan and Ms. Tsui are married to each other, Mr. Chan will be deemed interested in the shares which Ms. Tsui is deemed interested in as family interest, and vice versa.

In addition to the above, one director has non-beneficial personal equity interests in certain subsidiaries held for the benefit of the group. Certain director also has beneficial interest in non-voting deferred shares practically carrying no rights to dividends or to receive notice of or to attend or vote at any general meeting or to participate in any distribution or winding up in a subsidiary.

Apart from the foregoing, as at 31 March 2017, none of the directors or the chief executive of the company or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register kept by the company under section 352 of the SFO, or as otherwise notified to the company and the Stock Exchange pursuant to the Model Code.

Apart from the foregoing, at no time during the year ended 31 March 2017 was the company, or any of its holding company, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors or the chief executive of the company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the company or any other body corporate.

董事會報告書 Directors' Report

本公司股本之主要權益

於二零一七年三月三十一日，按照本公司根據證券及期貨條例第336條之規定存置之登記冊所記錄，除本公司董事及主要行政人員之外，以下股東於本公司股份或相關股份中擁有須根據證券及期貨條例第XV部知會本公司之權益或淡倉：

股東名稱 Name of shareholder	好倉股份總數 Aggregate long position in shares	權益總額佔全部已發行 股份之概約百分比 Approximate percentage of aggregate interests to total issued shares
Super Result	190,000,000	65.99% (附註) (Note)

附註：Super Result之股本乃由陳先生及徐女士分別實益擁有46.7%及46.7%。

SUBSTANTIAL INTERESTS IN THE SHARE CAPITAL OF THE COMPANY

As at 31 March 2017, the interests or short positions of the following shareholder, other than the directors and the chief executive of the company, in the shares or underlying shares of the company which have been disclosed to the company pursuant to Part XV of the SFO have been recorded in the register kept by the company under section 336 of the SFO:

Note: The share capital of Super Result is beneficially owned by Mr. Chan and Ms. Tsui as to 46.7% and 46.7% respectively.

除上述者及上文「董事及主要行政人員於證券之權益」一節所載本公司董事及主要行政人員之權益外，按照本公司根據證券及期貨條例第336條之規定存置之登記冊所記錄，於二零一七年三月三十一日，並無其他人士於本公司股份或相關股份中擁有權益或淡倉。

Apart from the foregoing, and other than the directors and the chief executive of the company whose interests are set out in the section "Directors' and chief executive's interests in securities" above, no person was recorded in the register kept by the company under section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the company as at 31 March 2017.

董事於交易、安排或合約之權益

於年末或本年度任何時間，由本公司、其控股公司、附屬公司或同系附屬公司作為一方所訂立之任何重要交易、安排或合約中，本公司董事概無擁有任何重大權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transaction, arrangement or contract of significance to which the company, or any of its holding company, subsidiaries or fellow subsidiaries was a party, in which a director of the company had a material interest, subsisted at the end of the year or at any time during the year.

持續關連交易

財務報表附註28(a)所載之若干重大關聯人士交易符合上市規則第14A章有關持續關連交易之定義。根據上市規則第14A.33(3)條，有關交易獲豁免遵守申報、年度審閱、公佈及獨立股東批准之規定。

優先購股權

本公司之組織章程或開曼群島法例並無有關優先購股權之條文，規定本公司須按比例向現有股東發售新股。

購買、出售或贖回本公司上市證券

於年內，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

充足之公眾持股量

於本報告日期，根據本公司可取得之公眾資料及就本公司董事所知悉，本公司一直維持上市規則所指定之公眾持股量。

董事彌償

基於本公司董事利益之經批准彌償條文(定義見香港公司條例第469條)現已生效且於本年度一直有效。

CONTINUING CONNECTED TRANSACTIONS

Certain material related party transactions as set out in note 28(a) to the financial statements fall under the definition of continuing connected transactions in Chapter 14A of the Listing Rules. The transactions are exempt from the reporting, annual review, announcement and independent shareholders' approval requirements pursuant to Rule 14A.33(3) of the Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the company's articles of association or the law in the Cayman Islands which would oblige the company to offer new shares on a pro rata basis to existing shareholders.

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

There were no purchases, sales or redemptions of the company's listed securities by the company or any of its subsidiaries during the year.

SUFFICIENCY OF PUBLIC FLOAT

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

INDEMNITY OF DIRECTORS

A permitted indemnity provision (as defined in section 469 of the Hong Kong Companies Ordinance) for the benefit of the directors of the company is currently in force and was in force throughout the year.

董事會報告書 Directors' Report

核數師

畢馬威會計師事務所即將告退，惟願膺選連任。由畢馬威會計師事務所連任本公司核數師之決議案，將於即將召開的股東週年大會上提呈。

承董事會命

主席
陳欽杰

香港，二零一七年六月二十八日

AUDITORS

KPMG retire and, being eligible, offer themselves for re-appointment. A resolution of the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming annual general meeting.

By order of the board

Chan Yum Kit
Chairman

Hong Kong, 28 June 2017

獨立核數師報告書 Independent Auditor's Report



獨立核數師報告書

致慕詩國際集團有限公司各股東

(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第56至164頁的慕詩國際集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零一七年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露要求妥為擬備。

Independent auditor's report to the shareholders of Moiselle International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Moiselle International Holdings Limited ("the company") and its subsidiaries ("the group") set out on pages 56 to 164, which comprise the consolidated statement of financial position as at 31 March 2017, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the group as at 31 March 2017 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

獨立核數師報告書 Independent Auditor's Report

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)以及與我們對開曼群島綜合財務報表的審計相關的道德要求，我們獨立於 貴集團，並已履行這些道德要求以及守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (“the Code”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

獨立核數師報告書
Independent Auditor's Report

Potential impairment of leasehold improvements in retail stores and provisions for onerous operating lease contracts	
<i>Refer to notes 2(a), 2(b), 11 and 23 to the consolidated financial statements and the accounting policies in notes 1(i)(ii) and 1(q)(ii).</i>	
The Key Audit Matter	How the matter was addressed in our audit
<p>The cost of renting retail store premises represents a significant portion of the group's operating costs. The majority of the non-cancellable operating leases for the rental of retail store premises run for an initial period of one to three years.</p> <p>Economic conditions impact consumer sentiment and spending power such that the sales performance of each retail store can fluctuate significantly during its lease term. There is a risk that the carrying value of leasehold improvements in some retail stores may not be recoverable in full through the future cash flows to be generated from operations of that retail store or from disposal of the leasehold improvements.</p> <p>The group sustained losses for the years ended 31 March 2016 and 2017 which management considered was an indicator of potential impairment of leasehold improvements in retail stores as at 31 March 2017.</p> <p>In addition, future cash flows generated from some retail stores could be lower than the unavoidable costs of meeting the financial obligations under the operating lease contracts of the respective stores.</p>	<p>Our audit procedures to assess the potential impairment of leasehold improvements in retail stores and provisions for onerous operating lease contracts included the following:</p> <ul style="list-style-type: none"> evaluating management's identification of cash-generating units ("CGUs"), the allocation of assets to each CGU identified and the impairment assessment methodology adopted by management with reference to the requirements of the prevailing accounting standards; considering whether the discounted cash flow forecast for each CGU supported the carrying value of the relevant assets or exceeded the value of the future financial obligations under the non-cancellable operating leases and whether management's impairment assessments indicated that a reversal of a previously recognised impairment provision or provision for onerous operating lease contracts was required; performing a retrospective review of the impairment assessments carried out by management in the previous year by comparing the forecasts of revenue and operating profit with the current year's performance to assess the reliability of management's forecasting process;

獨立核數師報告書 Independent Auditor's Report

零售店舖的租賃物業裝修的潛在減值及虧損經營租賃合約的撥備	
請參閱綜合財務報表附註2(a)、2(b)、11及23以及會計政策附註1(i)(ii)及1(q)(ii)。	
關鍵審計事項	我們的審計如何處理該事項
<p>租賃零售店舖物業之成本佔 貴集團經營成本的重大部份。租賃零售店舖物業之大部份不可撤銷經營租賃的初步年期為一年至三年。</p> <p>經濟狀況影響消費者情緒及消費能力，因此各零售店舖於租期內的銷售表現可出現重大波動，並存在部份零售店舖物業裝修之賬面值，或未能透過該零售店舖的經營業務或處置租賃物業裝修，將予產生的未來現金流全數收回的風險。</p> <p>貴集團於截至二零一六年及二零一七年三月三十一日止年度持續錄得虧損，而管理層認為是零售店舖的物業裝修於二零一七年三月三十一日的潛在減值跡象。</p> <p>此外，部份零售店舖所產生的未來現金流量，可能低於履行各店舖的經營租賃合約項下的財務責任所需的不可避免成本。</p>	<p>我們就零售店舖的租賃物業裝修的潛在減值及虧損經營租賃合約的撥備的審計程序包括下列程序：</p> <ul style="list-style-type: none"> • 參考當前會計準則的規定評估管理層對現金產生單位（「現金產生單位」）的識別、資產分配至各已識別現金產生單位的情況及管理層所採納的減值評估方法； • 考慮各現金產生單位的貼現現金流預測是否支持相關資產之賬面值或超過不可撤銷經營租賃項下未來財務責任的價值，及管理層的減值評估是否顯示撥回先前已確認之減值撥備或需要就虧損經營租賃合約作出撥備； • 透過比較本年度表現及收益和經營溢利預測，對管理層於去年的減值評估進行追溯審閱，以評估管理層預測程序的可靠性；

獨立核數師報告書
Independent Auditor's Report

Potential impairment of leasehold improvements in retail stores and provisions for onerous operating lease contracts

Refer to notes 2(a), 2(b), 11 and 23 to the consolidated financial statements and the accounting policies in notes 1(i)(ii) and 1(q)(ii).

The Key Audit Matter	How the matter was addressed in our audit
<p>Management performed impairment assessments of leasehold improvements in retail stores by determining their recoverable amounts using discounted cash flow forecasts which involved the exercise of significant management judgement, particularly in estimating future revenue, future margins, future staff costs, future rental expenses and the discount rates applied.</p> <p>We identified potential impairment of leasehold improvements in retail stores and potential provisions for onerous operating lease contracts to be a key audit matter because the future cash flows and profits of the retail stores are inherently uncertain and determining the level of provisions required, if any, involves a significant degree of management judgement which could be subject to potential bias.</p>	<ul style="list-style-type: none"> • comparing the most significant inputs used in the preparation of the discounted cash flow forecasts, including future revenue, future margins, future staff costs and future rental expenses, with the historical performance of these retail stores and the budgets and forecasts approved by directors, taking into account recent developments in the retail sector and the future operating plans for the group; • assessing the discount rates used in the cash flow forecasts by benchmarking against those of comparable retailers; • performing sensitivity analyses of key assumptions, including future revenue, future margins and the discount rates applied, and considering the resulting impact on the impairment charge and provisions for onerous operating lease contracts and whether there were any indicators of management bias; • enquiring of the Group Chief Operating Officer and senior members of the sales team about any plans for retail store downsizing or closures; and • considering the disclosures in the consolidated financial statements in respect of the impairment assessment of leasehold improvements in retail stores and provisions for onerous operating lease contracts with reference to the requirements of the prevailing accounting standards.

獨立核數師報告書 Independent Auditor's Report

零售店舖的租賃物業裝修的潛在減值及虧損經營租賃合約的撥備

請參閱綜合財務報表附註2(a)、2(b)、11及23以及會計政策附註1(i)(ii)及1(q)(ii)。

關鍵審計事項

管理層透過使用貼現現金流預測釐定零售店舖的可收回金額對零售店舖的租賃物業裝修進行減值評估，該評估中包含了重大管理層判斷，特別是對估計未來收益、未來利潤、未來員工成本、未來租金開支及所應用的貼現率。

我們確認零售店舖的租賃物業裝修的潛在減值及虧損經營租賃合約的潛在撥備為主要審計事項，是由於零售店舖的未來現金流量及溢利存在固有不確定因素及釐定所需撥備水平(如有)涉及重大程度的管理層判斷，當中可能存在偏見。

我們的審計如何處理該事項

- 考慮零售業的最近發展狀況及集團的未來經營計劃，將編製貼現現金流預測所使用的最重大輸入數據(包括未來收益、未來利潤、未來員工成本及未來租金開支)與該等零售店舖的過往表現以及董事所批准的預算及預測進行比較；
- 根據可資比較零售商的基準評估現金流預測所使用的貼現率；
- 對關鍵假設(包括未來收益、未來利潤及所使用的貼現率)進行敏感性分析，並考慮對減值撥備及虧損經營租賃合約撥備的影響，及是否存在管理層偏見；
- 向集團營運總監及銷售團隊的高級人員查詢有關縮減零售店舖規模或關閉零售店舖的任何計劃；及
- 參考當前會計準則的規定，考慮於綜合財務報表中有關零售店舖租賃物業裝修的減值評估及虧損經營租賃合約撥備所披露的資料。

獨立核數師報告書
Independent Auditor's Report

Valuation of inventories	
<i>Refer to notes 2(c) and 16 to the consolidated financial statements and the accounting policies in note 1(j).</i>	
The Key Audit Matter	How the matter was addressed in our audit
<p>Sales of inventories in the fashion industry can be volatile with consumer tastes and preferences changing according to the latest fashion trends.</p> <p>The group typically sells or disposes of off-season inventories at a markdown from the original price to make room for new season inventories in its retail stores. Accordingly, the actual future selling prices of some items of inventory may fall below their purchase costs.</p> <p>We identified the valuation of inventories as a key audit matter because the judgement exercised by management in determining an appropriate level of inventory provisions involves predicting the amount of inventories unsold at the end of each season and the markdowns necessary to sell such off-season inventories through outlets and other channels in the ensuing periods, both of which can be inherently uncertain.</p>	<p>Our audit procedures to assess the valuation of inventories included the following:</p> <ul style="list-style-type: none"> • assessing whether the inventory provisions at the reporting date were consistent with the group's inventory provisioning policy by recalculating the inventory provisions based on the percentages and other parameters specified in the group's inventory provisioning policy with reference to the requirements of the prevailing accounting standards; • assessing on a sample basis, whether items in the inventory ageing report were classified within the appropriate ageing brackets by comparing the individual items selected with underlying records which indicated the season of production of the item; • evaluating the group's inventory provisioning policy by comparing management's forecasts of the unsold amount of inventories at the end of each season and the corresponding forecast markdowns with the historical sales amounts and markdown data for the current and prior years; • comparing inventory balances by season against the respective balances in prior years and the movement by season against historical movements to identify inventories which are relatively slow moving; • comparing, on a sample basis, the carrying value of inventory items at the reporting date with actual sales prices achieved for those inventories subsequent to the reporting date; and • enquiring of the Group Chief Operating Officer and senior members of the sales team about any expected changes in plans for markdowns or disposals of off-season inventories and comparing their representations with actual sales transactions subsequent to the reporting date.

獨立核數師報告書 Independent Auditor's Report

存貨估值	
請參閱綜合財務報表附註2(c)及16以及會計政策附註1(j)。	
關鍵審計事項	我們的審計如何處理該事項
<p>時裝業的存貨銷售可隨著最新流行趨勢令消費者品味及喜好變化而波動。</p> <p>貴集團通常按原價作出折扣以出售或處置往季存貨以騰出零售店舖的空間放置新季存貨。因此，部份存貨項目的實際未來售價可能低於採購成本。</p> <p>我們確認存貨估值為關鍵審計項目乃由於管理層釐定合適水平的存貨撥備時須作出判斷，當中涉及預計於各季末的未售出存貨數量及通過特賣店及其他渠道於特定時間出售有關往季存貨所需的折扣，兩者可能存在固有不确定因素。</p>	<p>我們就存貨估值的審計程序包括下列程序：</p> <ul style="list-style-type: none"> • 透過根據集團存貨撥備政策指定的百分比及其他參數，並參考當前會計準則的規定重新計算存貨撥備，以評估於報告日期的存貨撥備與集團存貨撥備政策是否一致； • 按抽樣基準通過比較選定個別項目與顯示項目生產季度的相關記錄評估存貨賬齡報告的項目是按合適賬齡類別分類； • 通過比較管理層對各季末未售出存貨數量的預測及過往銷量的相關預測折扣以及本年度與過往年度的折扣數據，評估集團存貨撥備政策； • 按季度比較存貨結餘及過往年度各自的結餘，以及按季度比較存貨變動及過往的變動，以識別相對滯銷的存貨； • 按抽樣基準比較存貨項目於報告日期的賬面值與該等存貨於報告日期後的實際售價；及 • 向集團營運總監及銷售團隊的高級人員查詢有關往季存貨折扣或出售計劃的任何預期變動，及比較彼等的陳述與報告日期後的實際銷售交易。

獨立核數師報告書
Independent Auditor's Report

Valuation of investment properties and land and buildings held for own use	
<i>Refer to notes 2(d) and 11 to the consolidated financial statements and the accounting policies in notes 1(f) and 1(g).</i>	
The Key Audit Matter	How the matter was addressed in our audit
<p>The group holds several investment properties in Hong Kong and Mainland China, which comprise shops, offices and warehouses, for rental income and capital appreciation purposes which are stated at their fair values at each reporting date. The group also holds several land and buildings in Hong Kong and Mainland China for its own use, which comprise offices, warehouses and directors' quarter. These properties are stated at annually revalued amounts less any subsequent accumulated depreciation at each reporting date.</p> <p>The group's investment properties and land and buildings held for own use were valued at HK\$155,855,000 and HK\$383,904,000 as at 31 March 2017, respectively.</p> <p>The fair values of the investment properties and land and buildings held for own use were assessed by the directors based on independent valuations prepared by a professionally qualified independent firm of surveyors using the income capitalisation method (for investment properties) and the direct comparison method (for own use properties). The key estimates and assumptions adopted by the external property valuer included rental yields and the selection of comparable market transactions.</p> <p>We identified the valuation of investment properties and land and buildings held for own use as a key audit matter because the valuations of these properties requires the exercise of significant judgement and estimation which increases the risk of error or potential management bias.</p>	<p>Our audit procedures to assess the valuation of investment properties and land and buildings held for own use included the following:</p> <ul style="list-style-type: none"> obtaining and inspecting the valuation reports prepared by the external property valuer engaged by the Group and on which the directors' assessment of the fair values of investment properties and land and buildings held for own use was based; assessing the external property valuer's qualifications, experience and expertise in the properties being valued and considering their objectivity and independence; with the assistance of our internal property valuation specialists, discussing with the external property valuer, without the presence of management, and challenging the valuation methodology applied and the key estimates and assumptions adopted in their valuations by comparing the rental yields and comparable market transactions adopted by the external property valuer with available market data, on a sample basis, and utilising the industry knowledge and experience of our internal property valuation specialists; and undertaking an analysis of each property valuation, comparing the movements in capital values over the year by obtaining evidence of comparable sales in the neighbourhood of each property and assessing whether the external evidence was consistent with the values provided by the external property valuer.

獨立核數師報告書 Independent Auditor's Report

投資物業以及持作自用土地及建築物之估值

請參閱綜合財務報表附註2(d)及11以及會計政策附註1(f)及1(g)。

關鍵審計事項

集團於香港及中國內地持有多個投資物業，包括店舖、辦公室及倉庫，以賺取租金收入及資本增值，有關物業於各報告日期按公允值列賬。集團於香港及中國內地亦持有多個土地及建築物作自用，包括辦公室、倉庫及董事宿舍。該等物業於各報告日期按年度重估金額減任何其後累計折舊列賬。

於二零一七年三月三十一日，貴集團的投資物業及持作自用的土地及建築物的估值分別為155,855,000港元及383,904,000港元。

投資物業及持作自用的土地及建築物的公允值乃由董事根據專業合資格獨立測量師行使用收入資本化法(就投資物業而言)及直接比較法(就自用物業而言)所編製的獨立估值報告而評估。外聘物業估值師所採用的主要估計及假設包括租金收益率及所挑選的可資比較市場交易。

我們確定投資物業及持作自用的土地及建築物的估值為關鍵審計事項乃由於該等物業的估值需要進行重大判斷及估計，因此增加誤差或潛在管理層偏見的風險。

我們的審計如何處理該事項

我們就投資物業及持作自用的土地及建築物的審計程序包括下列程序：

- 取得及檢查集團所委聘的外聘物業估值師所編製及董事於評估投資物業及持作自用的土地及建築物的公允值所依據的估值報告；
- 評估外聘物業估值師就所評估物業的資格、經驗及專業知識，及考慮彼等的客觀性及獨立性；
- 在我們的內部物業估值專家協助下及在管理層缺席的情況下與外聘物業估值師討論，及透過抽樣基準比較外聘物業估值師所採用的租金收益率及可資比較市場交易與可取得的市場數據，及使用我們的內部物業估值專家的行業知識及經驗，質詢彼等的估值中所應用的估值方法及所採納的主要估計及假設；及
- 就各項物業估值進行分析、透過取得各項物業的鄰近物業的可供比較銷售證據比較資本價值於年內的變動，以及評估外部證據與外聘物業估值師所提供的估值是否一致。

獨立核數師報告書 Independent Auditor's Report

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

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

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors are responsible for assessing the group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or to cease operations, or have no realistic alternative but to do so.

獨立核數師報告書 Independent Auditor's Report

審核委員會協助董事履行監督 貴集團的財務報告過程的責任。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅向整體股東匯報。除此以外，我們的報告不可用作其他用途。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

獨立核數師報告書 Independent Auditor's Report

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group to cease to continue as a going concern.

獨立核數師報告書 Independent Auditor's Report

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出的內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

獨立核數師報告書 Independent Auditor's Report

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是許秀儀。

畢馬威會計師事務所
執業會計師

香港中環
遮打道10號
太子大廈8樓

二零一七年六月二十八日

From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Hui Sau Yee, Jenny.

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

28 June 2017

綜合損益表 Consolidated Statement of Profit or Loss

截至二零一七年三月三十一日止年度 (以港幣列示) For the year ended 31 March 2017 (Expressed in Hong Kong dollars)

		附註 Note	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
收益	Revenue	3	280,397	327,996
銷售成本	Cost of sales		(60,798)	(73,387)
毛利	Gross profit		219,599	254,609
其他收入	Other revenue	4	8,057	8,923
其他收益淨額	Other net gain	4	4,052	1,790
銷售及分銷成本	Selling and distribution costs		(214,400)	(255,918)
行政及其他經營開支	Administrative and other operating expenses		(72,443)	(71,712)
經營虧損	Loss from operations		(55,135)	(62,308)
融資成本	Finance costs	5(a)	(185)	(158)
投資物業之估值收益	Valuation gains on investment properties	11	9,440	14,420
持作自用土地及建築物之 估值收益	Valuation gains on land and buildings held for own use	11	612	1,138
應佔聯營公司之虧損	Share of loss of an associate	13	–	(419)
應佔合營公司之虧損	Share of loss of a joint venture	14	(2,632)	(4,087)
除稅前虧損	Loss before taxation	5	(47,900)	(51,414)
所得稅	Income tax	6(a)	(4,578)	(5,101)
年內虧損	Loss for the year		(52,478)	(56,515)
下列人士應佔：	Attributable to:			
本公司權益股東	Equity shareholders of the company		(52,000)	(56,515)
非控股權益	Non-controlling interests		(478)	–
年內虧損	Loss for the year		(52,478)	(56,515)
每股虧損	Loss per share	10		
基本及攤薄	Basic and diluted		\$(0.18)	\$(0.20)

第64至164頁之附註屬本財務報表之一部分。有關本公司權益股東應佔年內虧損之應付股息詳情載於附註24(b)。

The notes on pages 64 to 164 form part of these financial statements. Details of dividends payable to equity shareholders of the company attributable to the loss for the year are set out in note 24(b).

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零一七年三月三十一日止年度 (以港幣列示) For the year ended 31 March 2017 (Expressed in Hong Kong dollars)

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
		附註 Note	
年內虧損	Loss for the year		(52,478)
<hr/>			
年內其他全面收益 (扣除稅項)	Other comprehensive income for the year (after tax)	9	
於往後可能重新分類至 損益之項目：	<i>Item that may be reclassified subsequently to profit or loss:</i>		
換算香港境外附屬公司 財務報表之滙兌差額	Exchange differences on translation of financial statements of subsidiaries outside Hong Kong		(11,788)
於往後將不會重新分類至 損益之項目：	<i>Item that will not be reclassified to profit or loss:</i>		
持作自用土地及建築物之 重估盈餘	Surplus on revaluation of land and buildings held for own use		20,011
			8,223
<hr/>			
年內全面收益總額	Total comprehensive income for the year		(44,255)
<hr/>			
下列人士應佔：	Attributable to:		
本公司權益股東	Equity shareholders of the company		(43,777)
非控股權益	Non-controlling interests		(478)
			(55,893)
年內全面收益總額	Total comprehensive income for the year		(44,255)

第64至164頁之附註屬本財務報表之一部分。

The notes on pages 64 to 164 form part of these financial statements.

綜合財務狀況表 Consolidated Statement of Financial Position

於二零一七年三月三十一日 (以港幣列示) At 31 March 2017 (Expressed in Hong Kong dollars)

		二零一七年 2017		二零一六年 2016	
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
		附註 Note			
非流動資產	Non-current assets				
投資物業	Investment properties	11	155,855		146,415
物業、廠房及設備	Property, plant and equipment	11	398,617		390,375
於聯營公司之權益	Interest in an associate	13	–		851
於合營公司之權益	Interest in a joint venture	14	–		–
其他資產	Other assets	15	21,397		22,595
遞延所得稅資產	Deferred tax assets	21(b)	3,831		6,187
			579,700		566,423
流動資產	Current assets				
存貨	Inventories	16	53,635		57,700
應收賬款及其他應收款	Trade and other receivables	17	30,343		37,528
可發還稅項	Tax recoverable	21(a)	772		1,688
現金及銀行存款	Cash and bank deposits	18(a)	83,318		138,983
			168,068		235,899
流動負債	Current liabilities				
應付賬款及其他應付款	Trade and other payables	19	41,690		48,460
應付稅項	Tax payable	21(a)	968		1,286
有抵押銀行貸款	Secured bank loans	22	7,654		8,236
撥備	Provisions	23	13,014		12,149
			63,326		70,131

綜合財務狀況表 Consolidated Statement of Financial Position

於二零一七年三月三十一日 (以港幣列示) At 31 March 2017 (Expressed in Hong Kong dollars)

		附註 Note	二零一七年 2017		二零一六年 2016	
			千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
流動資產淨值	Net current assets			104,742		165,768
資產減流動負債總值	Total assets less current liabilities			684,442		732,191
非流動負債	Non-current liabilities					
遞延所得稅負債	Deferred tax liabilities	21(b)	77,947		73,403	
資產淨值	NET ASSETS			606,495		658,788
資本及儲備	CAPITAL AND RESERVES					
股本	Share capital	24(c)		2,880		2,880
儲備	Reserves			603,493		655,908
本公司權益股東 應佔總股東權益	Total equity attributable to equity shareholders of the company			606,373		658,788
非控股權益	Non-controlling interests			122		—
總股東權益	TOTAL EQUITY			606,495		658,788

董事會於二零一七年六月二十八日核准並許可發出。

Approved and authorised for issue by the board of directors on 28 June 2017.

陳欽杰
Chan Yum Kit

徐巧嬌
Tsui How Kiu, Shirley

)
)
) 董事 Directors

第64至164頁之附註屬本財務報表之一部分。

The notes on pages 64 to 164 form part of these financial statements.

綜合權益變動表 Consolidated Statement of Changes in Equity

截至二零一七年三月三十一日止年度（以港幣列示）For the year ended 31 March 2017 (Expressed in Hong Kong dollars)

		本公司權益股東應佔 Attributable to equity shareholders of the company								總股東 權益	
		股本	股份溢價	其他儲備	匯兌儲備	法定 盈餘公積	土地及 建築物 重估儲備	保留溢利	非控股權益	總股東 權益	
		Share capital	Share premium	Other reserve	Exchange reserve	Statutory reserve funds	Land and buildings revaluation reserve	Retained profits	總計 Total	Non-controlling interests	Total equity
附註	Note	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
於二零一五年	Balance as at 1 April 2015										
	四月一日之結餘	2,880	65,327	121	44,457	9,336	304,465	302,491	729,077	-	729,077
二零一五年／一六年 Changes in equity for 2015/16:											
之權益變動：											
年內虧損	Loss for the year	-	-	-	-	-	-	(56,515)	(56,515)	-	(56,515)
其他全面收益	Other comprehensive income	9	-	-	(14,362)	-	14,984	-	622	-	622
全面收益總額	Total comprehensive income	-	-	-	(14,362)	-	14,984	(56,515)	(55,893)	-	(55,893)
去年已核准之股息	Dividend approved in respect of the previous year	24(b)(ii)	-	-	-	-	-	(11,517)	(11,517)	-	(11,517)
本年度已宣派之股息	Dividend declared in respect of the current year	24(b)(i)	-	-	-	-	-	(2,879)	(2,879)	-	(2,879)
於二零一六年三月	Balance at 31 March 2016										
	三十一日之結餘	2,880	65,327	121	30,095	9,336	319,449	231,580	658,788	-	658,788

綜合權益變動表 Consolidated Statement of Changes in Equity

截至二零一七年三月三十一日止年度 (以港幣列示) For the year ended 31 March 2017 (Expressed in Hong Kong dollars)

		本公司權益股東應佔 Attributable to equity shareholders of the company									
		股本	股份溢價	其他儲備	匯兌儲備	法定 盈餘公積	土地及 建築物 重估儲備	保留溢利	總計	非控股權益	總股東 權益
		Share capital	Share premium	Other reserve	Exchange reserve	Statutory reserves funds	Land and buildings revaluation reserve	Retained profits	Total	Non-controlling interests	Total equity
附註		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Note		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
於二零一六年	Balance as at 1 April 2016										
	四月一日之結餘	2,880	65,327	121	30,095	9,336	319,449	231,580	658,788	-	658,788
二零一六年/一七年 Changes in equity for 2016/17:											
之權益變動:											
年內虧損	Loss for the year	-	-	-	-	-	-	(52,000)	(52,000)	(478)	(52,478)
其他全面收益	Other comprehensive income	-	-	-	(11,788)	-	20,011	-	8,223	-	8,223
9											
全面收益總額	Total comprehensive income	-	-	-	(11,788)	-	20,011	(52,000)	(43,777)	(478)	(44,255)
非控股股東注資	Contribution from a non-controlling shareholder	-	-	-	-	-	-	-	-	600	600
去年已核准之股息	Dividend approved in respect of the previous year	-	-	-	-	-	-	(5,759)	(5,759)	-	(5,759)
24(b)(ii)											
本年度已宣派之股息	Dividend declared in respect of the current year	-	-	-	-	-	-	(2,879)	(2,879)	-	(2,879)
24(b)(i)											
於二零一七年三月	Balance at 31 March 2017										
	三十一日之結餘	2,880	65,327	121	18,307	9,336	339,460	170,942	606,373	122	606,495

第64至164頁之附註屬本財務報表之一部分。

The notes on pages 64 to 164 form part of these financial statements.

綜合現金流量表 Consolidated Cash Flow Statement

截至二零一七年三月三十一日止年度 (以港幣列示) For the year ended 31 March 2017 (Expressed in Hong Kong dollars)

	附註 Note	二零一七年 2017		二零一六年 2016	
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
經營活動		Operating activities			
經營業務所用之現金	18(b)	(35,025)		(22,817)	
已付稅項					
— 退回香港利得稅		763		1,291	
— 香港境外已付 所得稅		(1,444)		(1,182)	
經營活動所用之 現金淨額			(35,706)		(22,708)
投資活動		Investing activities			
購入物業、廠房及 設備付款		(9,206)		(12,467)	
出售物業、廠房及 設備所得款項		—		251	
出售聯營公司所得 款項		650		—	
已收利息		1,103		2,464	
投資活動所用之 現金淨額			(7,453)		(9,752)

綜合現金流量表 Consolidated Cash Flow Statement

截至二零一七年三月三十一日止年度 (以港幣列示) For the year ended 31 March 2017 (Expressed in Hong Kong dollars)

	附註 Note	二零一七年 2017		二零一六年 2016	
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
融資活動		Financing activities			
已付利息		(185)		(158)	
已付本公司權益 股東之股息		(8,638)		(14,396)	
非控股股東之注資		600		–	
新增銀行貸款之 所得款項		–		8,720	
償還銀行貸款		(582)		(484)	
融資活動所用之 現金淨額			(8,805)		(6,318)
現金及現金等 價物減少淨額			(51,964)		(38,778)
於年初之現金及 現金等價物			138,983		183,892
滙率變動之影響			(3,701)		(6,131)
於年末之現金及 現金等價物	18(a)		83,318		138,983

第64至164頁之附註屬本財務報表之一部分。

The notes on pages 64 to 164 form part of these financial statements.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策

(a) 遵例聲明

該等財務報表已按照香港會計師公會頒佈所有適用之《香港財務報告準則》(此統稱包含所有適用之個別《香港財務報告準則》、《香港會計準則》及詮釋)、香港公認會計原則及香港《公司條例》之披露規定而編製。該等財務報表亦符合《香港聯合交易所有限公司證券上市規則》之適用披露規定。本集團採用的主要會計政策披露於下文。

香港會計師公會已頒佈若干新增及經修訂的《香港財務報告準則》，並於本集團及本公司之本會計期間首次生效或可供提早採納。於本會計期間及過往之會計期間，因初次應用該等與本集團相關之準則變動而導致會計政策變動之資料已反映在該等財務報表中，並載於附註1(c)。

(b) 財務報表之編製基準

截至二零一七年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)以及本集團於聯營公司及合營公司之權益。

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the group are disclosed below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the group and the company. Note 1(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the group for the current and prior accounting periods reflected in these financial statements.

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 March 2017 comprise the company and its subsidiaries (together referred to as the “group”) and the group’s interest in an associate and a joint venture.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(b) 財務報表之編製基準(續)

編製財務報表所採用之計算基準為歷史成本法，惟下列資產乃以公允值列賬(於下文之會計政策所闡釋)除外：

- 投資物業(見附註1(f))；及
- 其他租賃土地及建築物，該租賃土地按以融資租賃持有分類(見附註1(g)及1(h))。

編製此等符合《香港財務報告準則》之財務報表需要管理層作出判斷、估計及假設，而該等判斷、估計及假設會影響政策之應用及所申報之資產及負債、收入及開支等數額。該等估計及有關假設乃根據過往經驗及管理層相信於該等情況下乃屬合理之各項其他因素為基準而作出，所得結果構成管理層就目前未能從其他來源而得出之資產及負債之賬面值所作出估計之基準。實際數字或會有別於估計數字。

本集團持續就所作估計及相關假設作出評估。會計估計之修訂如只影響當期，則有關影響於估計修訂當期確認。如該項會計估計之修訂影響當期及以後期間，則有關影響於當期及以後期間確認。

有關管理層在應用《香港財務報告準則》時所作出對財務報表有重大影響之判斷，及主要不明朗因素估計來源資料，已於附註2詳述。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Basis of preparation of the financial statements (continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets are stated at their fair value as explained in the accounting policies set out below:

- investment properties (see note 1(f)); and
- other leasehold land and buildings, where the leasehold land is classified as being held under a finance lease (see notes 1(g) and 1(h)).

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have a significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(c) 會計政策之變動

香港會計師公會已頒佈多項於集團之本會計期間首次生效之《香港財務報告準則》修訂本。該等變動並無對集團於本期間或過往期間之業績及財務狀況的編製或呈列方式造成重大影響。

集團並無應用於本會計期間尚未生效之任何新訂準則或詮釋。

(d) 附屬公司及非控股權益

附屬公司是指受本集團控制的公司。本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即本集團對該實體具有控制權。當評估本集團是否具有該權力時，只會考慮(由本集團或其他人士持有之)實質權。

集團於附屬公司的投資均自控制開始日期起至控制終止日期止在綜合財務報表中綜合計算。集團內部往來的餘額、集團內部交易及現金流及其產生的任何未變現溢利，均在編製綜合財務報表時全數抵銷。集團內部交易所產生的未變現虧損的抵銷方法與未變現溢利相同，但抵銷額只限於沒有證據顯示已轉讓資產已出現減值。

非控股權益是指並非由本公司直接或間接於附屬公司應佔的權益，及本集團並未與該等權益的持有人達成任何額外條款，從而令本集團在總體上對該等權益產生符合金融負債的定義的合約性責任。就各業務合併而言，本集團可選擇按公允值或按非控股權益於附屬公司可識別淨資產之分佔比例計量任何非控股權益。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Changes in accounting policies

The HKICPA has issued a number of amendments to HKFRSs that are first effective for the current accounting period of the group. None of these developments have had a material effect on how the group's results and financial position for the current or prior periods have been prepared or presented.

The group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the group. The group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the group has power, only substantive rights (held by the group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the company, and in respect of which the group has not agreed any additional terms with the holders of those interests which would result in the group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(d) 附屬公司及非控股權益(續)

非控股權益計入綜合財務狀況表之股東權益內，與本公司權益股東應佔權益分開呈列。於本集團業績內，非控股權益於綜合損益表以及綜合損益及其他全面收益表呈列為非控股權益與本公司權益股東年內損益總額及全面收益總額分配。

本集團於附屬公司不構成失去控制權之權益變動乃以股權交易列賬，當中在綜合權益內控股權益及非控股權益之數額會被調整以反映相對權益之變動，惟商譽不予調整，損益亦不會被確認。

本公司財務狀況表(附註29)所示於附屬公司的投資，是按成本減去任何減值虧損(見附註1(i))後入賬。

(e) 聯營公司及合營公司

聯營公司乃指一家本集團或本公司對其管理(包括參與財務及營運政策之制定)有重大影響力(但非控制或共同控制其管理)之公司。

合營公司乃合約上之安排，由本集團或本公司與其他團體以合約形式分享對該項安排之控制權，並享有該項安排之資產淨值。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries and non-controlling interests (continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the company. Non-controlling interests in the results of the group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the company.

Changes in the group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

In the company's statement of financial position (note 29), an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)).

(e) Associates and joint ventures

An associate is an entity in which the group or company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

A joint venture is an arrangement whereby the group or company and other parties contractually agree to share control of the arrangement, and have rights to the net assets of the arrangement.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(e) 聯營公司及合營公司(續)

聯營公司或合營公司之投資是按權益法於綜合財務報表中列賬。根據權益法，投資先以成本入賬，並調整任何投資成本超越本集團於收購日應佔被投資企業可辨認淨資產的公允值(如有)。其後就本集團所佔被投資企業淨資產在收購後的變動及有關投資之任何減值虧損作出調整(見附註1(i))。任何於收購日之超越成本、本集團所佔被投資企業於收購後之除稅後年度業績及任何當年減值虧損會於綜合損益表中確認，而本集團所佔被投資企業於收購後之除稅後其他全面收益，則於綜合損益及其他全面收益表中確認。

倘若本集團應佔聯營公司或合營公司之虧損超越其所佔權益，則本集團的權益將減至零，並會停止確認進一步虧損，惟本集團所承擔的法律或推定責任或替被投資企業償付之承擔除外。就此目的而言，本集團持有之權益為按權益法計算之投資賬面值，連同實質上構成本集團於聯營公司或合營公司之投資淨值之其他長期權益。

本集團與聯營公司及合營公司之間交易所產生之未變現損益會按本集團在被投資企業所佔之權益比率抵銷，但假如未變現虧損證實是由已轉讓資產減值而產生，則這些未變現虧損會即時在損益表內確認。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Associates and joint ventures (continued)

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method. Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). Thereafter, the investment is adjusted for the post acquisition change in the group's share of the investee's net assets and any impairment loss relating to the investment (see note 1(i)). Any acquisition-date excess over cost, the group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the group's share of losses exceeds its interest in the associate or the joint venture, the group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the group's interest is the carrying amount of the investment under the equity method together with the group's long-term interests that in substance form part of the group's net investment in the associate or the joint venture.

Unrealised profits and losses resulting from transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(e) 聯營公司及合營公司(續)

倘於聯營公司之投資變為於合營公司之投資或出現相反情況，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。於其他情況下，當本集團失去了對聯營公司之重大影響力或對合營公司之控制權，於該被投資公司之全部權益會入帳列作出售，其導致之盈虧於損益表內確認。任何於失去重大影響力或控制權日保留於該前被投資公司之權益以公允值確認，而該金額被視為初始確認金融資產之公允值。

(f) 投資物業

投資物業是指為賺取租金收入及／或為資本增值而以租賃權益擁有或持有之土地及／或建築物(見附註1(h))，當中包括就尚未確定未來用途持有之土地。

投資物業按公允值列賬。投資物業公允值之變動，或報廢或出售投資物業所產生之任何收益或虧損均在損益表中確認。投資物業之租金收入是按照附註1(r)(ii)所述方式入賬。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Associates and joint ventures (continued)

If an investment in an associate becomes an investment in joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, when the group ceases to have significant influence over an associate or joint control over a joint venture, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence or joint control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset.

(f) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see note 1(h)) to earn rental income and/or for capital appreciation. These include land held for a currently undetermined future use.

Investment properties are stated at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in note 1(r)(ii).

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(f) 投資物業 (續)

如果本集團以經營租賃持有物業權益以賺取租金收入及／或為資本增值，有關之權益會按每項物業之基準分類為投資物業。分類為投資物業之任何物業權益之入賬方式與以融資租賃持有之權益（見附註1(h)）一樣，而其適用之會計政策亦與以融資租賃出租之其他投資物業相同。租賃付款之入賬方式載列於附註1(h)。

(g) 其他物業、廠房及設備

按融資租賃持有分類之持作自用之土地及其上建築物（見附註1(h)），以重估金額列賬，即於重估日期之公允值減其後之任何累計折舊。

重估會每相隔一段合適時間定期進行，確保該等資產之賬面金額與於報告期末採用公允值釐定之價值並無重大偏差。

物業、廠房及設備之其他項目按成本減累積折舊及減值虧損列賬（見附註1(i)）。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Investment properties (continued)

When the group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see note 1(h)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accounted for as described in note 1(h).

(g) Other property, plant and equipment

The land held for own use classified as being held under finance lease and buildings thereon (see note 1(h)) are stated at their revalued amount, being their fair value at the date of the revaluation less any subsequent accumulated depreciation.

Revaluations are performed with sufficient regularity to ensure that the carrying amount of these assets does not differ materially from that which would be determined using fair values at the end of the reporting period.

Other items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(i)).

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(g) 其他物業、廠房及設備(續)

重估持作自用的物業所產生的變動一般會撥入其他全面收益處理，並於股東權益之物業重估儲備中獨立累計，但下列情況例外：

- 如果出現重估虧絀，而且有關的虧絀額超過就該項資產在截至重估前計入儲備的數額，便會在損益表列支；及
- 如果以往曾將同一項資產的重估虧絀在損益表列支，則在出現重估盈餘時，便會撥入損益表計算。

報廢或出售物業、廠房及設備項目所產生的損益以出售所得淨額與項目的賬面金額之間的差額釐定，並於報廢或出售當日在損益表確認。任何相關的重估盈餘會由土地及建築物重估儲備轉入保留溢利，而不會重新分類至損益表。

物業、廠房及設備項目的折舊是使用直線法按其預計可用年限沖銷其成本或估值減估計剩餘價值(如有)，計算方法如下：

- 位於租賃土地上之建築物按租賃之未屆滿期限或預計可用年限(即落成日期起計五十年)之較短者計算折舊。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Other property, plant and equipment (continued)

Changes arising on the revaluation of properties held for own use are generally dealt with in other comprehensive income and are accumulated separately in equity in the property revaluation reserve. The only exceptions are as follows:

- when a deficit arises on revaluation, it will be charged to profit or loss to the extent that it exceeds the amount held in the reserve in respect of that same asset immediately prior to the revaluation; and
- when a surplus arises on revaluation, it will be credited to profit or loss to the extent that a deficit on revaluation in respect of that same asset had previously been charged to profit or loss.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the land and buildings revaluation reserve to retained profits and is not reclassified to profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Buildings situated on leasehold land are depreciated over the shorter of the unexpired terms of lease and their estimated useful lives, being 50 years from the date of completion.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(g) 其他物業、廠房及設備 (續)

- 租賃物業裝修 五年或按租賃期
(以較短者為準)
- 工業裝置及機械 十年
- 傢俬及固定裝置 五至十年
- 電腦及辦公室裝備 三至五年
- 汽車 五年

當物業、廠房及設備項目之不同部份有不同使用年期時，項目之成本或估值在不同部份之間按合理基準分配，每個部份分開計算折舊。資產之可使用年期及其剩餘價值(如有)須每年檢討。

(h) 租賃資產

租賃安排指本集團於一宗交易或一系列相關交易，被賦予權利可於同意的期間內透過付款或支付一系列款項而使用特定資產。釐定一項安排是租賃與否乃基於該安排之本質而不基於該安排之法律形式。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Other property, plant and equipment (continued)

- Leasehold improvements Over the shorter of 5 years and the period of the lease
- Plant and machinery 10 years
- Furniture and fixtures 5 to 10 years
- Computer and office equipment 3 to 5 years
- Motor vehicles 5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(h) 租賃資產(續)

(i) 租賃予本集團資產之分類

本集團根據租賃持有之資產，而其中絕大部份風險及擁有權利益均轉移至本集團之租賃乃分類為融資租賃。不會轉移絕大部份風險及擁有權利益之租賃乃分類為經營租賃，惟以下例外：

- 倘根據經營租賃持有之物業可另行符合投資物業之定義，則按個別物業之基準分類為投資物業，而倘分類為投資物業，則根據融資租賃持有入賬(見附註1(f))；及
- 根據經營租賃持作自用之土地，而其公允值無法與於其上蓋興建之建築物於租賃生效時之公允值分開計量，有關土地則根據融資租賃持有入賬，惟有關建築物已根據經營租賃持有則例外。就此而言，租賃生效之時間為本集團首次訂立租賃之時間，或從先前承租人接管租賃之時間。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leased assets (continued)

(i) Classification of assets leased to the group

Assets that are held by the group under leases which transfer to the group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (see note 1(f)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the group, or taken over from the previous lessee.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(h) 租賃資產 (續)

(ii) 經營租賃費用

如屬本集團透過經營租賃持有而使用之資產，則根據租賃作出的付款會在租賃期所涵蓋的會計期間內，以等額在損益表扣除；但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。所獲得之租賃優惠均在損益表中確認為租賃淨付款總額的組成部份。或有租金在其產生的會計期間內在損益表扣除。

收購根據經營租賃所持土地的成本將於租賃期間按直線法攤銷，惟若該物業已分類為投資物業 (見附註 1(f)) 則除外。

(i) 資產減值

(i) 股本證券投資及其他應收款之減值

按成本或攤銷成本入賬之股本證券投資及其他流動及非流動應收款於各報告期末審閱，以確定是否有客觀之減值證據。減值之客觀憑證包括本集團注意到以下一項或多項虧損事項之可觀察數據：

- 債務人有重大財務困難；
- 違反合約，例如拖欠或逾期償還利息或本金款項；

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leased assets (continued)

(ii) Operating lease charges

Where the group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see note 1(f)).

(i) Impairment of assets

(i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at each end of the reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(i) 資產減值(續)

(i) 股本證券投資及其他應收款之減值(續)

- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大之改變而對債務人有不利影響；及
- 一項權益工具投資之公允值出現大幅度或長時期貶值至低於其成本。

如有任何這類證據存在，便會釐定減值虧損並按以下方式確認：

- 對於投資於聯營公司及合營公司而採用權益法於綜合財務報表入賬(見附註1(e))，減值虧損是按附註1(i)(ii)以投資可收回金額與其賬面值之間之差額計量。倘若按附註1(i)(ii)用以決定可收回金額之估計有利好之變動，該減值虧損可撥回。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(i) Impairment of investments in equity securities and other receivables (continued)

- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in fair value of an investment in an equity instrument below its cost.

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For investments in associates and joint ventures accounted for under the equity method in the consolidated financial statements (see note 1(e)), the impairment loss is measured by comparing the recoverable amount of the investment with its carrying amount in accordance with note 1(i)(ii). The impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount in accordance with note 1(i)(ii).

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(i) 資產減值 (續)

(i) 股本證券投資及其他應收款之減值 (續)

- 對於按攤銷成本列賬之應收賬款及其他流動應收款及其他金融資產，減值虧損按該項資產賬面值與估計未來現金流量現值之差額計算，再按有關金融資產之原先的實際利率（即按最初確認該等資產計算出之實際利率）進行折現（倘折現影響屬重大）。金融資產若擁有類似風險性質（如相近的過期未付情況）和沒有被獨立評估減值，均按整體評估。金融資產的未來現金流量乃根據與被評估資產具有類似風險特徵資產的過往虧損情況一併評估減值。

倘若減值虧損在其後之期間減少，而且客觀上與減值虧損確認後發生之事件有關，則應通過損益表撥回減值虧損。減值虧損之撥回不應使資產之賬面金額超過其在以往年度沒有確認任何減值虧損而應已釐定之數額。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(i) Impairment of investments in equity securities and other receivables (continued)

- For trade and other current receivables and other financial assets carried at amortised cost, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where these financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(i) 資產減值(續)

(i) 股本證券投資及其他應收款之減值(續)

減值虧損應從相應的資產中直接撇銷，但包含在應收賬款及其他應收款中、可收回性存疑但並非無可能之貿易應收賬款之已確認減值虧損則除外。在此情況下，呆賬之減值虧損以撥備賬記錄。倘本集團確認能收回應收賬款之機會極微，則視為不可收回金額會直接從貿易應收賬款中撇銷，而在撥備賬中持有有關該債務之任何金額會被撥回。若之前計入撥備賬之款項在其後收回，則相關之撥備會被撥回。撥備賬之其他變動及先前直接撇銷之其後收回款項均於損益表確認。

(ii) 其他資產減值

本集團會在報告期末審閱內部和外來的信息，以確定下列資產有否出現減值跡象，或是以往確認的減值虧損不復存在或已經減少：

- 物業、廠房及設備(按重估數額列賬的物業除外)；
- 於聯營公司及合營公司之投資；及

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(i) Impairment of investments in equity securities and other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade debtors included within trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade debtors directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

(ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of the reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- Property, plant and equipment (other than properties carried at revaluated amounts);
- Interest in an associate and a joint venture; and

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(i) 資產減值 (續)

(ii) 其他資產減值 (續)

- 公司財務狀況表之於附屬公司之權益。

如果發現有減值跡象，便會估計該資產的可收回數額。

- 計算可收回數額

資產的可收回數額以其公允價值減出售成本和使用價值兩者中的較高數額為準。在評估使用價值時，會使用除稅前折讓率將估計未來現金流量折讓至現值。該折讓率應是反映市場當時所評估的貨幣時間價值和該資產的獨有風險。如果資產所產生的現金流入基本上不獨立於其他資產所產生的現金流入，則以能獨立產生現金流入的最小資產類別(即現金產生單位)來釐定可收回數額。

- 確認減值虧損

減值虧損是當資產或所附屬的現金產生單位的賬面金額高於可收回金額時，於損益表中確認。就現金產生單位確認之減值虧損，會按比例分配以減少該單位(或一組單位)中資產之賬面金額，惟個別資產賬面值不會減少至低於其本身的公允價值減出售成本(若能計量)或使用價值(若能釐定)。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

- Interest in subsidiaries in the company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

- Calculation of recoverable amount

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

- Recognition of impairment losses

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(i) 資產減值(續)

(ii) 其他資產減值(續)

– 減值虧損轉回

倘若用以釐定可收回數額的估計發生有利的變化，便會將資產減值虧損轉回。所轉回的減值虧損以假設沒有在往年確認減值虧損而應已釐定的資產賬面金額為限。所轉回的減值虧損在確認轉回的年度內計入損益表。

(iii) 中期財務報告及減值

根據《香港聯合交易所有限公司證券上市規則》，本集團須根據《香港會計準則》第34號「中期財務報告」就財政年度首六個月編製中期財務報告。於中期完結時，本集團採用於財務年度完結時應採用之同一減值測試、確認及撥回條件(見附註1(i)(i)及(ii))。

(j) 存貨

存貨以成本及可變現淨值兩者中的較低數額入賬。

成本以先進先出法計算，其中包括所有採購成本、加工成本及將存貨送達至目前地點和變成現狀的其他成本。

可變現淨值是以日常業務過程中的估計售價減去完成生產及銷售所需的估計成本後所得之數。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Impairment of assets (continued)

(ii) Impairment of other assets (continued)

– Reversals of impairment losses

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the group is required to prepare an interim financial report in compliance with HKAS 34, *Interim financial reporting*, in respect of the first six months of the financial year. At the end of the interim period, the group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year (see notes 1(i)(i) and (ii)).

(j) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the first-in-first-out formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(j) 存貨 (續)

所出售存貨的賬面金額在相關收入獲確認的期間內確認為支出。存貨數額撇銷至可變現淨值及存貨的所有虧損，均在出現撇銷或虧損的期間內確認為支出。存貨的任何撇銷轉回之數，均在出現轉回的期間內確認為已列作支出的存貨數額減少。

(k) 應收賬款及其他應收款

應收賬款及其他應收款最初按公允值列值，其後使用實際利率法按攤銷成本減呆賬之減值撥備列值(見附註1(i))，惟應收款為向關聯人士作出無固定還款期之免息貸款或折現之影響並不重大除外。在該等情況下，應收款項按成本減呆賬之減值撥備列值。

(l) 計息借貸

計息借貸最初按公允值減應佔交易成本確認。於初始確認後，計息借貸乃按攤銷成本及初始確認金額與按借貸期於損益內確認之贖回價值之間之任何差額(連同任何應付利息及費用)使用實際利息法列賬。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Inventories (continued)

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

(k) Trade and other receivables

Trade and other receivables are initially recognised at fair value and thereafter stated at amortised cost using the effective interest method, less allowance for impairment of doubtful debts (see note 1(i)), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less allowance for impairment of doubtful debts.

(l) Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in profit or loss over the period of the borrowings, together with any interest and fee payable, using the effective interest method.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(m) 應付賬款及其他應付款

應付賬款及其他應付款最初按公允值列值。除財務擔保負債根據附註1(q)(i)計量外，應付賬款及其他應付款其後按攤銷成本列值，除非折現之影響並不重大，在此情況下則按成本列值。

(n) 現金及現金等價物

現金及現金等價物包含銀行存款及現金、存放於銀行和其他財務機構之活期存款，以及短期和流動性極高的投資項目。這些項目可以容易地換算為已知之現金數額、所須承受之價值變動風險甚小，並在購入後三個月內到期。

(o) 僱員福利

(i) 短期僱員福利及界定供款退休計劃之供款

薪金、年度獎金、有薪年假、界定供款退休計劃之供款及各項非貨幣福利成本，均在僱員提供相關服務的年度內累計。如延遲付款或結算會構成重大的貨幣時間價值，則上述數額須按現值列賬。

(ii) 離職福利

離職福利乃於本集團無法撤銷該等福利及其確認涉及支付離職福利之重組成本，於兩者當中較早者發生時確認。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Trade and other payables

Trade and other payables are initially recognised at fair value. Except for financial guarantee liabilities measured in accordance with note 1(q)(i), trade and other payables are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

(o) Employee benefits

(i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(ii) Termination benefits

Termination benefits are recognised at the earlier of when the group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(p) 所得稅

本年度所得稅包括本期所得稅及遞延所得稅資產和負債的變動。本期所得稅及遞延所得稅資產和負債的變動均在損益表內確認，但與直接確認為其他全面收益或確認為股東權益項目相關的稅項，則分別於其他全面收益或直接於股東權益確認。

本期所得稅是按本年度應課稅收入根據已執行或在報告期末實質上已執行的稅率計算的預期應付稅項，加上以往年度應付稅項的任何調整。

遞延所得稅資產和負債分別由可抵扣和應課稅暫時差異產生。暫時差異是指資產和負債在財務報表上的賬面金額與這些資產和負債的計稅基礎的差異。遞延所得稅資產也可以由未利用所得稅虧損和未利用所得稅抵免產生。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(p) 所得稅(續)

除若干有限之例外情況外，所有遞延所得稅負債和遞延所得稅資產(只限於未來可能有應課稅溢利予以抵銷之資產)都會確認。支持確認由可抵扣暫時差異所產生遞延所得稅資產的未來應課稅溢利包括因轉回目前存在的應課稅暫時差異而產生的數額；但這些轉回的差異必須與同一稅務機關及同一應課稅實體有關，並預期在可抵扣暫時差異預計轉回的同一期間或遞延所得稅資產所產生可抵扣虧損可向後期或向前期結轉的期間內轉回。在決定目前存在的應課稅暫時差異是否足以支持確認由未利用所得稅虧損和抵免所產生的遞延所得稅資產時，亦會採用同一準則，即差異是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用未利用所得稅虧損和抵免撥回的同一期間內轉回。

確認遞延所得稅資產及負債之有限例外情況為初始確認不影響會計或應課稅溢利之資產或負債所產生之暫時性差異(屬於業務合併之一部份則除外)；以及有關投資附屬公司之暫時性差異(如屬應課稅差異，只限於本集團可以控制轉回之時間，而且在可預見將來不大可能轉回之暫時差異；或如屬可抵扣差異，則只限於很可能在將來轉回之差異)。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(p) 所得稅 (續)

就根據附註1(f)所列之會計政策以公允值入賬之投資物業而言，所確認之遞延所得稅金額乃按照假設於報告日期將該等資產以賬面值出售所適用之稅率進行計量，除非物業為可折舊及以一個商業模式所持有，而此模式的目的為並非透過出售形式使用物業包含之絕大部分經濟利益。對於所有其他情況，已確認的遞延所得稅金額是按照預期變現或清償資產和負債賬面金額之方式，按報告期末有效或基本上有效之稅率計算。遞延稅項資產和負債均不貼現計算。

本集團會在各報告期末評估遞延所得稅資產的賬面金額。如果本集團預期不再可能獲得足夠的應課稅溢利以抵扣相關的稅務利益，該遞延所得稅資產的賬面金額便會調低；但是如果日後又可能獲得足夠的應課稅溢利，有關減額便會轉回。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

Where investment properties are carried at their fair value in accordance with the accounting policy set out in note 1(f), the amount of deferred tax recognised is measured using the tax rates that would apply on sale of those assets at their carrying value at the reporting date unless the property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the property over time, rather than through sale. In all other cases, the amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(p) 所得稅(續)

本期所得稅和遞延所得稅結餘及其變動會分開列示，並且不予抵銷。倘若本公司或本集團有法定行使權以本期所得稅資產抵銷本期所得稅負債，並且符合以下附帶條件的情況下，則本期稅項資產可抵銷本期稅項負債，及遞延所得稅資產則可抵銷遞延所得稅負債：

- 就本期所得稅資產和負債而言，本公司或本集團計劃按淨額基準結算，或同時變現該資產和清償該負債；或
- 就遞延所得稅資產和負債而言，這些資產和負債必須與同一稅務機關就以下其中一項徵收的所得稅有關：
 - 同一應課稅實體；或
 - 不同的應課稅實體。這些實體計劃在日後每個預計有大額遞延所得稅負債需要清償或大額遞延所得稅資產可以收回的期間內，按淨額基準實現本期所得稅資產和清償本期所得稅負債，或同時變現該資產和清償該負債。

(q) 所發出之財務擔保、準備及或有負債

(i) 所發出之財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債項工具的條款於到期時付款而蒙受的損失，而向持有人支付特定款項的合約。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the company or the group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the company or the group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

(q) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(q) 所發出之財務擔保、準備及或有負債 (續)

(i) 所發出之財務擔保 (續)

倘本集團發出財務擔保，該擔保的公允值初步確認為應付賬款及其他應付款內的遞延收入。已發出財務擔保於發出時的公允值乃參照就類似服務的公平磋商交易中所收取費用(如可獲得該等資料)而釐定，或參照息差作出估計，方法為以放款人在獲提供擔保時實際徵收的利率與在不獲提供擔保時可能徵收的估計利率作比較(如該等資料能可靠估計)。倘在發出該擔保時收取或可收取報酬，該報酬則根據適用於該類資產的本集團政策而予確認。如沒有收取或可收取任何報酬，於初步確認任何遞延收入時，即時於損益內確認開支。

初步確認為遞延收入的擔保款額按擔保年期於損益表內攤銷為所發出財務擔保的收入。此外，倘(i)擔保持有人有可能要求本集團履行擔保；及(ii)向本集團申索的款額預期超過現時列於該擔保的應付賬款及其他應付款(即初步確認的金額)，減累計攤銷，則根據附註1(q)(ii)確認準備。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Financial guarantees issued, provisions and contingent liabilities (continued)

(i) Financial guarantees issued (continued)

Where the group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. The fair value of financial guarantees issued at the time of issuance is determined by reference to fees charged in an arm's length transaction for similar services, when such information is obtainable, or is otherwise estimated by reference to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with note 1(q)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the group under the guarantee, and (ii) the amount of that claim on the group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(q) 所發出之財務擔保、準備及或有負債 (續)

(ii) 其他準備及或有負債

倘若本集團或本公司須就已發生的事件承擔法律或推定義務，而履行該義務預期會導致含有經濟利益的外流，並可作出可靠的估計，便會就該時間或數額不定的其他負債計提準備。如果貨幣時間價值重大，則按預計履行義務所需開支的現值計列準備。

倘若經濟利益外流的可能性較低，或是無法對有關數額作出可靠的估計，便會將該義務披露為或有負債；但假如這類經濟利益外流的可能性極低則除外。須視乎某宗或多宗未來事件是否發生才能確定是否存在潛在義務，亦會披露為或有負債；但假如經濟利益外流的可能性極低則除外。

(r) 收入確認

收入乃按已收或應收代價之公允值計量。收入是在經濟利益可能會流入本集團，以及能夠可靠地計算收入和成本 (如適用) 時，根據下列方法在損益表內確認：

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Financial guarantees issued, provisions and contingent liabilities (continued)

(ii) Other provisions and contingent liabilities

Provisions are recognised for other liabilities of uncertain timing or amount when the group or the company has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(r) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(r) 收入確認 (續)

(i) 銷售貨品

收入在客戶接收貨品及擁有其所有相關的風險及回報時確認。收入不包括增值稅或其他銷售稅項，並已扣除任何營業折扣。

(ii) 經營租賃的租金收入

經營租賃的應收租金收入在租賃期所涵蓋期間內，以等額在損益表確認；但如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。所獲得之租賃優惠均在損益表中確認為應收租賃淨付款總額的組成部分。

(iii) 利息收入

利息收入於產生時按實際利率法確認。

(iv) 服務費收入

服務費收入於提供相關服務及應收金額能夠可靠計算時確認。

(s) 外幣換算

(i) 功能貨幣及呈報貨幣

本集團各附屬公司之財務報表所包括之項目，乃按該實體經營所在之主要經濟環境之貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，而港元為本公司之功能及呈報貨幣。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Revenue recognition (continued)

(i) Sale of goods

Revenue is recognised when the customers have accepted the goods and the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

(ii) Rental income from operating leases

Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease payments receivable.

(iii) Interest income

Interest income is recognised as it accrues using effective interest method.

(iv) Service fee income

Service fee income is recognised when the related services are rendered and the amount receivable can be measured reliably.

(s) Translation of foreign currencies

(i) Functional currency and presentation currency

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

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(s) 外幣換算(續)

- (ii) 年內的外幣交易按交易日的匯率換算。以外幣為單位的貨幣資產及負債則按報告期末的匯率換算。匯兌盈虧均撥入損益表確認。

按過往成本以外幣為單位之非貨幣性資產及負債，按交易日之匯率折算。以公允值列賬並以外幣為單位的非貨幣性資產及負債按計算其公允值當日適用之匯率折算。

海外企業之業績按進行交易當日之外幣匯率相約之匯率換算為港幣；財務狀況表項目則按報告期末之收市匯率換算為港幣。所產生之匯兌差額於其他全面收益確認，並於股東權益之匯兌儲備獨立累計。

在出售香港境外業務時，與該香港境外業務有關之累計匯兌差額會在確認出售之溢利或虧損時由股東權益重新分類至損益表。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Translation of foreign currencies (continued)

- (ii) Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of operations outside Hong Kong are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into Hong Kong dollars at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of an operation outside Hong Kong, the cumulative amount of the exchange differences relating to that operation outside Hong Kong is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(t) 借貸成本

凡直接與購置、建造或生產某項資產，該資產須一段長時間方可撥作其既定用途或銷售，所分佔的借貸成本，均資本化為該項資產的部分成本。其他借貸成本均於產生之期間支銷。

(u) 關聯人士

(1) 倘屬以下人士，即該人士或該人士之近親與集團有關連：

- (i) 控制或共同控制集團；
- (ii) 對集團有重大影響；或
- (iii) 為集團或集團母公司之主要管理層成員。

(2) 倘符合下列任何條件，即實體與集團有關連：

- (i) 該實體與集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體之聯營公司或合營公司(或為集團旗下成員公司之聯營公司或合營公司，而另一實體亦為集團旗下成員公司)。
- (iii) 兩間實體均為同一第三方之合營公司。
- (iv) 一間實體為第三方實體之合營公司，而另一實體為該第三方實體之聯營公司。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(u) Related parties

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

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

(2) An entity is related to the group if any of the following conditions applies:

- (i) The entity and the group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策(續)

(u) 關聯人士(續)

(2) 倘符合下列任何條件，即實體與集團有關連：(續)

(v) 實體為集團或與集團有關連之實體就僱員利益設立之離職福利計劃。

(vi) 實體受(1)所識別人土控制或受共同控制。

(vii) 於(1)(i)所識別人土對實體有重大影響力或屬該實體(或該實體之母公司)主要管理層成員。

(viii) 實體或其所屬集團的任何成員公司向本集團或本集團的母公司提供主要管理人員服務。

個別人士之近親家族成員指該等於處理實體事務上預期可影響該個別人士或受其影響之家族成員。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Related parties (continued)

(2) An entity is related to the group if any of the following conditions applies: (continued)

(v) The entity is a post-employment benefit plan for the benefit of employees of either the group or an entity related to the group.

(vi) The entity is controlled or jointly controlled by a person identified in (1).

(vii) A person identified in (1)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the group or to the group's parent.

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

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

1. 主要會計政策 (續)

(v) 分部報告

經營分部及財務報表所呈報各分部項目之金額自定期提供予本集團最高行政管理人員就資源分配及評估本集團不同地理位置之表現之財務資料中識別。

就財務呈報而言，除非分部具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務的方法及監管環境的性質方面相似，否則各個重大經營分部不會進行合算。個別非重大的經營分部，如果符合上述大部分標準，則可進行合算。

2. 會計判斷及估計

附註11(c)及25載有有關物業及金融工具估值之假設及彼等風險因素之資料。其他估計不明朗因素之主要來源如下：

(a) 物業、廠房及設備之減值

本集團每年均會根據有關的會計政策評估物業、廠房及設備有否減值跡象。倘出現有關跡象，資產之可收回金額將參考使用價值或公允值減出售成本釐訂。使用價值採用現金流貼現法釐訂。由於未來現金流量及公允值減出售成本的時間性及價值估算所固有的風險，資產的估計可收回金額或會有別於其實際可收回金額，而溢利或虧損仍會受估算的準確程度所影響。

1. SIGNIFICANT ACCOUNTING POLICIES (continued)

(v) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the group's various geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

2. ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 11(c) and 25 contains information about the assumptions and their risk factors relating to valuation of properties and financial instruments. Other key sources of estimation uncertainty are as follows:

(a) Impairment of property, plant and equipment

The group assesses annually whether property, plant and equipment have any indication of impairment in accordance with the relevant accounting policies. If such indication exists, the recoverable amounts of the assets would be determined by reference to value in use or fair value less costs of disposal. Value in use is determined using the discounted cash flow method. Due to inherent risk associated with estimations in the timing and magnitude of the future cash flows and fair value less costs of disposal, the estimated recoverable amount of the assets may be different from its actual recoverable amount and profit or loss could be affected by the accuracy of the estimations.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

2. 會計判斷及估計 (續)

(b) 虧損經營租賃合約撥備

本集團根據零售店舖符合所有租賃及其他責任下估計的不可避免成本，扣除預計將可從店舖收到的經濟利益(如有)確認虧損經營租賃合約撥備。本集團根據與業主因提早終止租約、未履行租賃義務、及履行租賃合約估計將獲得的經濟利益而議定的補償金額估計撥備。估計的差異視乎目前租金、位置、租賃終止條款，以及管理層評估租賃期限何時可提前終止及履行租約將收到的預期利益。除已經同意與業主終止合約的店舖外，解決此等合約可能會和本集團的估計有所不同，視乎與業主協商以及估計將可獲得的經濟效益而定。

(c) 撇銷存貨

本集團定期參考陳舊存貨分析、過往消費趨勢及管理層判斷審閱存貨之賬面值。根據此審閱，倘若存貨之賬面值減至低於估計可變現淨值，則會撇銷存貨。由於市場趨勢不斷轉變，實際之消費模式可能與估計有所差異，此估計之準確性可能影響損益。

2. ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

(b) Provision for onerous operating lease contract

The group recognises a provision for onerous operating lease contracts based on the estimated unavoidable costs of meeting all leases and other obligations under the retail stores, net of economic benefits expected to be received from the stores, if any. The group estimates the provision based on the amount of compensation payment agreed with the landlord as a result of early termination of leases, unfulfilled lease obligations, and economic benefits estimated to be received from fulfilling the lease contracts. Estimates differ depending on the current rent, location, lease exit terms and management's assessment of when the lease term can be terminated early and expected benefits to be received from fulfilling the leases. Except for stores which termination contracts have already been agreed with the landlords, the settlement of these contracts may be different from the group's estimation subject to the negotiation with the landlords and the economic benefits estimated to be received.

(c) Write-down of inventories

The group performs regular review of the carrying amounts of inventories with reference to aged inventories analysis, historical consumption trends and management judgement. Based on this review, write-down of inventories will be made when the carrying amounts of inventories decline below their estimated net realisable value. Due to changes in market trends, actual consumption may be different from estimation and profit or loss could be affected by accuracy of this estimation.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

2. 會計判斷及估計 (續)

(d) 投資物業及持作自用土地及建築物之估值

本集團之投資物業及持作自用土地及建築物之公允值乃由獨立測量師行參考租金收益率及可資比較市場交易後計算。物業估值師所採用的估值模型使用市場輸入數據。倘市場輸入數據發生變化，則投資物業及持作自用土地及建築物的估值亦將相應改變。

(e) 應收賬款之減值

倘若出現客觀憑證顯示應收賬款之賬面值可能無法收回時，資產可能列作「已減值」，而減值虧損可能被確認。減值之客觀憑證包括集團獲知虧損事件之可觀察數據，例如債務人面臨重大財政困難。倘債務人相關減值之客觀憑證出現變化，則實際減值虧損可能高於或低於已在財務報表確認之呆賬撥備。

(f) 遞延稅項資產

遞延稅項資產乃就未動用之稅項虧損及暫時扣減差額確認。由於該等遞延稅項資產的確認僅限於未來應課稅溢利將可用作抵銷未動用而可動用的稅項抵免，管理層須評估未來應課稅溢利之可能性。管理層對相關評估作出定期審閱，倘未來應課稅溢利將允許收回遞延稅項資產，則會確認額外遞延稅項資產。

2. ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

(d) Valuation of investment properties and land and buildings held for own use

The fair values of the Group's investment properties and land and buildings for own use are calculated by an independent firm of surveyors by making reference to the rental yields and comparable market transactions. The valuation models used by the property valuer make use of market inputs. Should changes be made to the market inputs, the corresponding investment properties and land and buildings held for own use valuations would change.

(e) Impairment of trade debtors

If objective evidence indicates that the carrying amount of trade debtors may not be recoverable, the assets may be considered "impaired" and an impairment loss may be recognised. Objective evidence of impairment includes observable data that comes to the attention of the group about loss events such as significant financial difficulty of the debtor. If there is a change in the objective evidence of impairment in relation to the debtors, the actual impairment loss would be higher or lower than the allowance for doubtful debts recognised in the financial statements.

(f) Deferred tax assets

Deferred tax assets are recognised for tax losses not yet used and temporary deductible differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profit will be available against which the unused tax credits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

2. 會計判斷及估計 (續)

(g) 稅項、間接稅及徵稅

釐定所得稅、間接稅及徵稅撥備時涉及判斷，包括就日後處理若干交易對稅務及其他規例的詮釋和應用。本集團會仔細評估交易的稅務及其他含義後才作出相應撥備。對有關交易的處理會定期重審以考慮各種變動，包括稅務及其他規例的詮釋的變動。倘該等交易的最後結果有異於初時錄得的金額，則此差額將會影響作出有關釐定的年度的撥備。

3. 收益及分部報告

(a) 收益

本集團之主要業務為設計、製造、零售及批發時尚服飾及配飾。

收益指已售貨品之發票值，不包括增值稅，並已扣除任何營業折扣。

(b) 分部報告

本集團按地區位置管理其業務。為與向本集團最高行政管理人員內部呈報以分配資源及評估表現之資料一致，本集團已呈報下列兩個須予呈報分部。並無經營分部綜合組成以下可呈報分部。

2. ACCOUNTING JUDGEMENTS AND ESTIMATES

(continued)

(g) Taxation, indirect taxes and duties

Determining the provision for income tax, indirect taxes and duties involves judgement, including the interpretation and application of tax and other legislation, on the future treatment of certain transactions. The group carefully evaluates the tax and other implications of transactions and, provisions are set up accordingly. The treatment of such transactions is reconsidered periodically to take into account all changes in, including interpretation of, tax and other legislation. Where the final outcome of these transactions is different from the amounts that were initially recorded, such differences will impact provisions in the year in which such determination is made.

3. REVENUE AND SEGMENT REPORTING

(a) Revenue

The principal activities of the group are the design, manufacture, retail and wholesale of fashion apparel and accessories.

Revenue represents the invoiced value of goods sold, excluding value added tax and net of trade discounts.

(b) Segment reporting

The group manages its businesses by geographical locations. In a manner consistent with the way in which information is reported internally to the group's most senior executive management for the purposes of resource allocation and performance assessment, the group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

3. 收益及分部報告 (續)

(b) 分部報告 (續)

- 香港業務指於香港銷售自家品牌及進口品牌。
- 香港境外業務指於中國內地製造自家品牌，以及於中國內地、澳門、台灣及新加坡銷售自家品牌及進口品牌。

(i) 分部業績

就評估分部表現及分配分部資源而言，本集團之最高行政管理人員乃按以下基準監察各須予呈報分部應佔之業績：

收益及開支乃參考該等分部所產生之銷售額及開支，或因該等分部應佔資產之折舊所產生而分配至須予呈報分部。然而，分部之間之支援，包括共用資產，則不會計量。

計算須予呈報分部虧損所採用之方法為經營虧損（不包括其他收入及收益淨額）。所得稅不會分配至須予呈報分部。

本集團之分部資產及負債並無定期向本集團最高行政管理人員匯報。因此，本財務報表並無呈列須予呈報分部資產及負債。

須予呈報分部之會計政策與附註1所載本集團之會計政策相同。

3. REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

- The Hong Kong operation represents the sales of house brands and imported brands in Hong Kong.
- The Outside Hong Kong operation represents the manufacture of house brands in Mainland China and sales of house brands and imported brands in Mainland China, Macau, Taiwan and Singapore.

(i) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the group's senior executive management monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments. However, assistance provided by one segment to another, including sharing of assets, is not measured.

The measure used for reportable segment loss is loss from operations with the exception of other revenue and net gain. Income tax is not allocated to reportable segments.

Segment assets and liabilities of the group are not reported to the group's most senior executive management regularly. As a result, reportable segment assets and liabilities have not been presented in these financial statements.

The accounting policies of the reportable segments are the same as the group's accounting policies described in note 1.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

3. 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 分部業績 (續)

截至二零一七年及二零一六年三月三十一日止年度，有關向本集團最高行政管理人員定期提供以分配資源及評估分部表現之本集團須予呈報分部之資料載列如下：

3. REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(i) Segment results (continued)

Information regarding the group's reportable segments as provided to the group's most senior executive management regularly for the purposes of resource allocation and assessment of segment performance for the years ended 31 March 2017 and 2016 is set out below:

		香港		香港境外		總計	
		Hong Kong		Outside Hong Kong		Total	
		二零一七年	二零一六年	二零一七年	二零一六年	二零一七年	二零一六年
		2017	2016	2017	2016	2017	2016
		千元	千元	千元	千元	千元	千元
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
外界客戶收益	Revenue from external customers	150,379	181,624	130,018	146,372	280,397	327,996
分部間收益	Inter-segment revenue	31,108	29,503	29,481	39,278	60,589	68,781
須予呈報分部收益	Reportable segment revenue	181,487	211,127	159,499	185,650	340,986	396,777
須予呈報分部虧損	Reportable segment loss	(34,086)	(25,222)	(33,158)	(47,799)	(67,244)	(73,021)
銀行存款之利息收入	Interest income from bank deposits	307	61	780	1,938	1,087	1,999
融資成本	Finance costs	(185)	(158)	-	-	(185)	(158)
年內折舊	Depreciation for the year	(9,929)	(10,255)	(9,056)	(10,912)	(18,985)	(21,167)
物業、廠房及設備之減值虧損	Impairment losses on property, plant and equipment	(1,263)	(1,776)	(1,564)	(5,303)	(2,827)	(7,079)
虧損經營租賃合約 (撥備) / 撥回淨額	Net (provision for)/reversal of onerous operating lease contracts	(1,958)	(2,884)	1,093	(4,620)	(865)	(7,504)
應收賬款之減值虧損撥回 / (撥備)	Reversal of/(provision for) impairment losses on trade debtors	-	-	490	(517)	490	(517)
按金、預付款項及其他應收款減值虧損撥備	Provision for impairment loss on deposits, prepayment and other receivables	(1,285)	-	-	-	(1,285)	-

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

3. 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 須予呈報分部收益及虧損之對賬

3. REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(ii) Reconciliation of reportable segment revenue and loss

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
收益	Revenue		
來自須予呈報分部之總收益	Total revenue from reportable segments	340,986	396,777
分部間收益對銷	Elimination of inter-segment revenue	(60,589)	(68,781)
綜合收益	Consolidated revenue	280,397	327,996
虧損	Loss		
須予呈報分部虧損	Reportable segment loss	(67,244)	(73,021)
其他收入及收益淨額	Other revenue and net gain	12,109	10,713
融資成本	Finance costs	(185)	(158)
投資物業之估值收益	Valuation gains on investment properties	9,440	14,420
持作自用土地及 建築物之估值收益	Valuation gains on land and buildings held for own use	612	1,138
應佔聯營公司之虧損	Share of loss of an associate	-	(419)
應佔合營公司之虧損	Share of loss of a joint venture	(2,632)	(4,087)
除稅前綜合虧損	Consolidated loss before taxation	(47,900)	(51,414)

3. 收益及分部報告 (續)

(b) 分部報告 (續)

(iii) 地區資料

下表載列有關(i)本集團外界客戶收益；及(ii)本集團投資物業、物業、廠房及設備、於聯營公司及合營公司之權益(「指定非流動資產」)之地理位置資料。客戶之地理位置乃根據提供服務或交付貨品之位置釐定。指定非流動資產之地理位置乃根據資產之實際位置(倘屬投資物業以及物業、廠房及設備)及經營地點(倘屬於聯營公司及合營公司之權益)而釐定。

3. REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(iii) Geographic information

The following table sets out information about the geographical location of (i) the group's revenue from external customers and (ii) the group's investment properties, property, plant and equipment, interest in an associate and a joint venture ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of investment properties and property, plant and equipment, and the location of operations, in the case of interest in an associate and a joint venture.

		外界客戶收益 Revenue from external customers		指定非流動資產 Specified non-current assets	
		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
香港	Hong Kong	150,379	181,624	388,874	377,125
中國內地	Mainland China	43,591	60,125	160,270	154,902
台灣	Taiwan	31,622	34,993	514	782
澳門	Macau	44,860	41,438	4,714	4,037
新加坡	Singapore	9,945	9,816	100	795
		130,018	146,372	165,598	160,516
		280,397	327,996	554,472	537,641

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

3. 收益及分部報告 (續)

(b) 分部報告 (續)

(iv) 有關主要客戶之資料

截至二零一七年及二零一六年三月三十一日止年度，概無來自單一外界客戶之收益佔本集團收益總額之10%或以上。

3. REVENUE AND SEGMENT REPORTING (continued)

(b) Segment reporting (continued)

(iv) Information about major customers

During the years ended 31 March 2017 and 2016, there was no single external customer that contributed 10% or more of the group's total revenue.

4. 其他收入及收益淨額

4. OTHER REVENUE AND NET GAIN

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
其他收入	Other revenue		
銀行存款之利息收入	Interest income from bank deposits	1,087	1,999
投資物業租金收入總額	Gross rental income from investment properties	5,076	4,931
服務費收入	Service fee income	950	951
其他	Others	944	1,042
		8,057	8,923
其他收益淨額	Other net gain		
出售物業、廠房及設備之 (虧損)/收益淨額	Net (loss)/gain on disposal of property, plant and equipment	(2)	122
出售聯營公司之收益淨額 (附註13)	Net gain on disposal of an associate (note 13)	949	–
匯兌收益淨額	Net exchange gain	3,105	1,668
		4,052	1,790

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

5. 除稅前虧損

除稅前虧損已扣除／(計入)：

5. LOSS BEFORE TAXATION

Loss before taxation is arrived at after charging/(crediting):

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
(a) 融資成本	(a) Finance costs		
銀行貸款及 銀行墊款之利息	Interest on bank loans and bank advances	185	158
(b) 員工成本(不包括 董事酬金(附註7))	(b) Staff costs (excluding directors' emoluments (note 7))		
界定供款退休計劃之供款	Contributions to defined contribution retirement plan	6,185	7,163
薪金、工資及其他福利	Salaries, wages and other benefits	83,732	92,375
		89,917	99,538
(c) 其他項目	(c) Other items		
核數師酬金	Auditors' remuneration		
– 核數服務	– audit services	1,689	2,054
– 其他服務	– other services	–	202
折舊	Depreciation	18,985	21,167
物業、廠房及設備 之減值虧損	Impairment losses on property, plant and equipment	2,827	7,079
應收賬款之減值虧損 (撥回)／撥備	(Reversal of)/provision for impairment losses on trade debtors	(490)	517
按金、預付款項及 其他應收款之 減值虧損撥備	Provision for impairment losses on deposits, prepayment and other receivables	1,285	–
虧損經營租賃合約 撥備淨額	Net provision for onerous operating lease contracts	865	7,504
土地及建築物之經營 租賃費用	Operating lease charges in respect of land and buildings		
– 最低租賃付款	– minimum lease payments	126,204	142,504
– 或有租金	– contingent rentals	7,892	9,427
應收投資物業租金扣除 直接開支206,000元 (二零一六年：317,000元)	Rentals receivable from investment properties less direct outgoings of \$206,000 (2016: \$317,000)	(4,870)	(4,614)
存貨成本 ^a (附註16(b))	Cost of inventories ^a (note 16(b))	60,798	73,387

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

5. 除稅前虧損(續)

(c) 其他項目(續)

- * 存貨成本中19,173,000元(二零一六年:23,844,000元),包括員工成本、折舊及經營租賃費用,有關數額亦已記入上表分別列示或附註5(b)的各類開支總額中。

6. 綜合損益表所示之所得稅

(a) 綜合損益表所示之所得稅為:

5. LOSS BEFORE TAXATION (continued)

(c) Other items (continued)

- * Cost of inventories includes \$19,173,000 (2016: \$23,844,000) relating to staff costs, depreciation and operating lease charges, which amount is also included in the respective total amounts disclosed separately above or in note 5(b) for each of these types of expenses.

6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(a) Income tax in the consolidated statement of profit or loss represents:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
本期稅項 – 香港利得稅		Current tax – Hong Kong Profits Tax	
本年度撥備	Provision for the year	71	998
過往年度撥備不足/ (超額撥備)	Under/(over)-provision in respect of prior years	56	(85)
		127	913
本期稅項 – 香港境外		Current tax – Outside Hong Kong	
本年度撥備	Provision for the year	1,210	2,333
過往年度超額撥備	Over-provision in respect of prior years	–	(280)
		1,210	2,053
遞延所得稅		Deferred tax	
暫時性差異之產生及轉回 (附註21(b))	Origination and reversal of temporary differences (note 21(b))	3,241	2,135
		4,578	5,101

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

6. 綜合損益表所示之所得稅 (續)

(a) 綜合損益表所示之所得稅為：(續)

於二零一七年之香港利得稅撥備乃根據年內之估計應課稅溢利(經計及由香港特別行政區政府授予就二零一六/一七年課稅年度之應付稅項享有之寬減75%(每項業務上限為20,000港元))按16.5%(二零一六年：16.5%)計算。中華人民共和國(「中國」)及海外附屬公司之稅項乃按相關稅項司法權區適用之現行稅率計算。

截至二零一七年三月三十一日止年度期間，位於中國、台灣及新加坡之附屬公司之適用稅率分別為25%(二零一六年：25%)、17%(二零一六年：17%)及17%(二零一六年：17%)。

澳門補充稅乃就高於32,000澳門元(相當於31,000港元)但低於300,000澳門元(相當於291,000港元)的應課稅收入按介乎3%至9%的累進稅率繳納，而更高金額則按固定稅率12%納稅。截至二零一七年及二零一六年三月三十一日止年度，澳門政府實行特別補充稅減免措施，應課稅收入的免稅額為600,000澳門元(相當於582,000港元)，超出600,000澳門元(相當於582,000港元)的應課稅溢利則按固定稅率12%納稅。

6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

(a) Income tax in the consolidated statement of profit or loss represents: (continued)

The provision for Hong Kong Profits Tax for 2017 is calculated at 16.5% (2016: 16.5%) of the estimated assessable profits for the year, taking into account a reduction granted by Government of the Hong Kong Special Administrative Region of 75% of the tax payable for the year of assessment 2016/17 subject to a maximum reduction of \$20,000 for each business. Taxation for the People's Republic of China ("the PRC") and overseas subsidiaries are charged at the appropriate current rates of taxation ruling in the relevant tax jurisdictions.

During the year ended 31 March 2017, the applicable tax rates for subsidiaries domiciled in the PRC, Taiwan and Singapore are 25% (2016: 25%), 17% (2016: 17%) and 17% (2016: 17%) respectively.

Macau complementary tax is levied at progressive rates ranging from 3% to 9% on the taxable income above MOP32,000 (equivalent to HK\$31,000) but below MOP300,000 (equivalent to HK\$291,000), and thereafter at a fixed rate of 12%. For the years ended 31 March 2017 and 2016, a special complementary tax incentive was provided to the effect that the tax free income threshold was MOP600,000 (equivalent to HK\$582,000) with profit above MOP600,000 (equivalent to HK\$582,000) being taxed at a fixed rate of 12%.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

6. 綜合損益表所示之所得稅 (續)

(a) 綜合損益表所示之所得稅為：(續)

除非獲條約減免，否則本集團須就本集團於中國之外資企業在二零零七年十二月三十一日之後產生之溢利作出之分派按10%稅率繳納預扣稅。由於本集團所有外資企業均由香港註冊成立之附屬公司直接全資擁有，故計算此預扣稅時所適用之經扣減稅率為5%。由於本集團無意在可見將來分派該等盈利，所以本集團並無就分派該等保留溢利應付之稅項確認遞延稅項負債10,899,000元(二零一六年：11,677,000元)。

(b) 稅項支出與會計虧損按適用稅率計算之對賬：

6. INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS (continued)

(a) Income tax in the consolidated statement of profit or loss represents: (continued)

The group is subject to withholding tax at a rate of 10% (unless reduced by treaty) on distribution of profits generated after 31 December 2007 from the group's foreign-invested enterprises in the PRC. As all of the group's foreign-invested enterprises are directly and wholly owned by Hong Kong incorporated subsidiaries, a reduced rate of 5% is applicable in the calculation of this withholding tax. Deferred tax liabilities of \$10,899,000 (2016: \$11,677,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits since these earnings are not intended to be distributed in the foreseeable future.

(b) Reconciliation between tax expense and accounting loss at applicable tax rates:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
除稅前虧損	Loss before taxation	(47,900)	(51,414)
按在相關稅務司法權區獲得虧損的適用稅率計算除稅前虧損之名義稅項	Notional tax on loss before taxation, calculated at the rates applicable to losses in the tax jurisdictions concerned	(7,732)	(7,984)
不可扣減支出之稅務影響	Tax effect of non-deductible expenses	3,223	4,101
毋須計稅收入之稅務影響	Tax effect of non-taxable revenue	(2,581)	(1,313)
未確認稅務虧損之稅務影響	Tax effect of tax losses not recognised, net of utilisation during the year	11,612	10,162
過往年度已確認之稅務虧損所產生之遞延稅項撥回	Reversal of deferred tax arising from tax losses recognised in prior years	-	500
過往年度撥備不足／(超額撥備)	Under/(over)-provision in respect of prior years	56	(365)
實際稅項支出	Actual tax expense	4,578	5,101

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

7. 董事酬金

根據香港《公司條例》第383(1)條及公司(披露董事利益資料)規例第二部披露之董事酬金如下：

7. DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

		董事袍金 Directors' fees 千元 \$'000	薪酬、 津貼及 實物福利 Salaries, allowances and benefits in kind 千元 \$'000	酌情花紅 Discretionary bonuses 千元 \$'000	退休 計劃供款 Retirement scheme contributions 千元 \$'000	總計 Total 千元 \$'000
二零一七年	2017					
<i>執行董事</i>	<i>Executive directors</i>					
陳欽杰	Chan Yum Kit	-	6,381	-	18	6,399
徐巧嬌	Tsui How Kiu, Shirley	-	4,575	-	18	4,593
陳思俊	Chan Sze Chun	-	798	-	18	816
<i>獨立非執行董事</i>	<i>Independent non-executive directors</i>					
余玉瑩	Yu Yuk Ying, Vivian	60	-	-	-	60
朱俊傑	Chu Chun Kit, Sidney	60	-	-	-	60
黃淑英	Wong Shuk Ying, Helen	60	-	-	-	60
		180	11,754	-	54	11,988
二零一六年	2016					
<i>執行董事</i>	<i>Executive directors</i>					
陳欽杰	Chan Yum Kit	-	5,391	-	18	5,409
徐巧嬌	Tsui How Kiu, Shirley	-	4,079	-	18	4,097
徐慶儀 (於二零一五年 九月二十九日 辭世)	Chui Hing Yee (passed away on 29 September 2015)	-	2,067	-	9	2,076
陳思俊	Chan Sze Chun	-	811	-	18	829
<i>獨立非執行董事</i>	<i>Independent non-executive directors</i>					
余玉瑩	Yu Yuk Ying, Vivian	60	-	-	-	60
朱俊傑	Chu Chun Kit, Sidney	60	-	-	-	60
黃淑英	Wong Shuk Ying, Helen	60	-	-	-	60
		180	12,348	-	63	12,591

薪金、津貼及實物福利包括向董事提供之自置土地及建築物之市值租金2,160,000元(二零一六年：2,527,000元)。

Salaries, allowances and benefits in kind include an amount of \$2,160,000 (2016: \$2,527,000) which represents the market rental value of own land and buildings provided to directors.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

8. 最高酬金人士

五位(二零一六年:五位)最高酬金人士中,兩位(二零一六年:三位)董事之酬金已於附註7作出披露。其餘三位(二零一六年:兩位)人士之酬金總額如下:

8. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five (2016: five) individuals with the highest emoluments, two (2016: three) are directors whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other three (2016: two) individuals are as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
薪金及其他酬金	Salaries and other emoluments	4,794	2,497
酌情花紅	Discretionary bonuses	83	33
退休計劃供款	Retirement scheme contributions	54	36
		4,931	2,566

該三位(二零一六年:兩位)酬金最高人士之酬金在下列範圍內:

The emoluments of the three (2016: two) individuals with the highest emoluments are within the following bands:

		人數 Number of individuals	
		二零一七年 2017	二零一六年 2016
1,000,001元-1,500,000元	\$1,000,001 - \$1,500,000	2	2
2,000,001元-2,500,000元	\$2,000,001 - \$2,500,000	1	-

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

9. 其他全面收益

其他全面收益各部份之稅務影響

9. OTHER COMPREHENSIVE INCOME

Tax effects relating to each component of other comprehensive income

		二零一七年			二零一六年		
		2017			2016		
		除稅前 金額	稅項開支	除稅後 金額	除稅前 金額	稅項開支	除稅後 金額
		Before tax amount	Tax expense	Net-of-tax amount	Before tax amount	Tax expense	Net-of-tax amount
		千元	千元	千元	千元	千元	千元
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
換算香港境外附屬公司 財務報表之匯兌差異	Exchange differences on translation of financial statements of subsidiaries outside Hong Kong	(11,788)	-	(11,788)	(14,362)	-	(14,362)
持作自用土地及建築物之 重估盈餘	Surplus on revaluation of land and buildings held for own use	23,670	(3,659)	20,011	18,573	(3,589)	14,984
其他全面收益	Other comprehensive income	11,882	(3,659)	8,223	4,211	(3,589)	622

10. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司普通股權益股東應佔虧損52,000,000元(二零一六年: 56,515,000元)及本年度已發行普通股加權平均數287,930,000股(二零一六年: 287,930,000股)計算。

(b) 每股攤薄虧損

由於截至二零一七年及二零一六年三月三十一日止年度並無具攤薄影響之潛在已發行普通股,因此截至二零一七年及二零一六年三月三十一日止年度之每股攤薄虧損與每股基本虧損相同。

10. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to ordinary equity shareholders of the company of \$52,000,000 (2016: \$56,515,000) and the weighted average number of 287,930,000 (2016: 287,930,000) ordinary shares in issue during the year.

(b) Diluted loss per share

Diluted loss per share is the same as basic loss per share for the years ended 31 March 2017 and 2016 as there were no dilutive potential ordinary shares in issue during the years ended 31 March 2017 and 2016.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業

(a) 賬面值對賬

		以公允價值列賬 持作自用之 土地及建築物 Land and buildings held for own use carried at fair value 千元 \$'000	工業裝置 及機械 Plant and machinery 千元 \$'000	傢俬、固定 裝置、電腦及 辦公室裝備 及汽車 Furniture, fixtures, computer and office equipment and motor vehicles 千元 \$'000	租賃物業 裝修 Leasehold improvements 千元 \$'000	小計 Sub-total 千元 \$'000	投資物業 Investment properties 千元 \$'000	總計 Total 千元 \$'000
成本或估值:	Cost or valuation:							
於二零一五年四月一日	At 1 April 2015	372,027	5,382	23,457	61,551	462,417	126,509	588,926
匯兌調整	Exchange adjustments	(3,019)	(207)	(231)	(637)	(4,094)	-	(4,094)
增置	Additions	-	-	1,846	10,621	12,467	-	12,467
出售	Disposals	-	(697)	(1,159)	(16,430)	(18,286)	-	(18,286)
重估盈餘	Surplus on revaluation	18,573	-	-	-	18,573	-	18,573
減：累計折舊對銷	Less: Elimination of accumulated depreciation	(10,128)	-	-	-	(10,128)	-	(10,128)
公允價值調整	Fair value adjustment	1,138	-	-	-	1,138	14,420	15,558
由土地及建築物轉撥至投資物業	Transfer from land and buildings to investment properties	(5,486)	-	-	-	(5,486)	5,486	-
於二零一六年三月三十一日	At 31 March 2016	373,105	4,478	23,913	55,105	456,601	146,415	603,016
代表:	Representing:							
成本	Cost	-	4,478	23,913	55,105	83,496	-	83,496
估值-二零一六年	Valuation - 2016	373,105	-	-	-	373,105	146,415	519,520
		373,105	4,478	23,913	55,105	456,601	146,415	603,016
於二零一六年四月一日	At 1 April 2016	373,105	4,478	23,913	55,105	456,601	146,415	603,016
匯兌調整	Exchange adjustments	(3,067)	(179)	(220)	(760)	(4,226)	-	(4,226)
增置	Additions	-	-	176	9,030	9,206	-	9,206
出售	Disposals	-	-	(7)	(14,984)	(14,991)	-	(14,991)
重估盈餘	Surplus on revaluation	23,670	-	-	-	23,670	-	23,670
減：累計折舊對銷	Less: Elimination of accumulated depreciation	(10,416)	-	-	-	(10,416)	-	(10,416)
公允價值調整	Fair value adjustment	612	-	-	-	612	9,440	10,052
於二零一七年三月三十一日	At 31 March 2017	383,904	4,299	23,862	48,391	460,456	155,855	616,311
代表:	Representing:							
成本	Cost	-	4,299	23,862	48,391	76,552	-	76,552
估值-二零一七年	Valuation - 2017	383,904	-	-	-	383,904	155,855	539,759
		383,904	4,299	23,862	48,391	460,456	155,855	616,311

11. 物業、廠房及設備以及投資物業 (續)

(a) 賬面值對賬 (續)

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(a) Reconciliation of carrying amount (continued)

		以公允列賬 持作自用之 土地及建築物 Land and buildings held for own use carried at fair value	工業裝置 及機械 Plant and machinery	傢俬、固定 裝置、電腦及 辦公室裝備 及汽車 Furniture, fixtures, computer and office equipment and motor vehicles	租賃物業 裝修 Leasehold improvements	小計 Sub-total	投資物業 Investment properties	總計 Total
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
累計折舊及減值：	Accumulated depreciation and impairment:							
於二零一五年四月一日	At 1 April 2015	-	4,135	18,291	44,424	66,850	-	66,850
匯兌調整	Exchange adjustments	-	(155)	(174)	(256)	(585)	-	(585)
本年度折舊	Charge for the year	10,128	217	1,915	8,907	21,167	-	21,167
減值虧損	Impairment losses	-	-	-	7,079	7,079	-	7,079
出售時撥回	Written back on disposals	-	(620)	(1,115)	(16,422)	(18,157)	-	(18,157)
重估時對銷	Elimination on revaluation	(10,128)	-	-	-	(10,128)	-	(10,128)
於二零一六年三月三十一日	At 31 March 2016	-	3,577	18,917	43,732	66,226	-	66,226
於二零一六年四月一日	At 1 April 2016	-	3,577	18,917	43,732	66,226	-	66,226
匯兌調整	Exchange adjustments	-	(142)	(173)	(479)	(794)	-	(794)
本年度折舊	Charge for the year	10,416	100	1,793	6,676	18,985	-	18,985
減值虧損	Impairment losses	-	-	-	2,827	2,827	-	2,827
出售時撥回	Written back on disposals	-	-	(5)	(14,984)	(14,989)	-	(14,989)
重估時對銷	Elimination on revaluation	(10,416)	-	-	-	(10,416)	-	(10,416)
於二零一七年三月三十一日	At 31 March 2017	-	3,535	20,532	37,772	61,839	-	61,839
賬面淨值：	Net book value:							
於二零一七年三月三十一日	At 31 March 2017	383,904	764	3,330	10,619	398,617	155,855	554,472
於二零一六年三月三十一日	At 31 March 2016	373,105	901	4,996	11,373	390,375	146,415	536,790

於二零一七年三月三十一日，賬面值為23,180,000元(二零一六年：22,500,000元)之土地及建築物已就銀行貸款作為抵押(見附註22)。

At 31 March 2017, land and buildings with carrying amounts of \$23,180,000 (2016: \$22,500,000) were pledged against bank loans (see note 22).

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(b) 減值虧損

於二零一七年，香港業務及香港境外業務若干現金產生單位錄得虧損，顯示相關物業、廠房及設備可能出現減值。因此，董事已審閱相關物業、廠房及設備之可收回款項，而有關資產之賬面值已撇減至彼等之可收回款項零元(二零一六年：602,000元)。減值虧損2,827,000元(二零一六年：7,079,000元)已於「銷售及分銷成本」內確認。可收回款項乃根據該等資產所歸屬之現金產生單位之使用價值按貼現率13.5%(二零一六年：13.5%)估計。

(c) 物業之公允值計量

(i) 公允值等級

下表呈列本集團物業於報告期末按經常性基準計量的公允值，並按照香港財務報告準則第13號，「公允值計量」的定義分為三個公允值等級。公允值計量等級乃參照估值技術所用數據的可觀察性和重要性分類如下：

- 第一級估值：僅使用第一級數據計量的公允值，即於計量日期在活躍市場對相同資產或負債未經調整的報價

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(b) Impairment losses

In 2017, certain cash-generating units of the Hong Kong operation and Outside Hong Kong operation recorded losses which indicate the related property, plant and equipment might have been impaired. As a result, the directors reviewed the recoverable amount of the relevant property, plant and equipment and the carrying amount of such assets was written down to their recoverable amount of \$Nil (2016: \$602,000). An impairment loss of \$2,827,000 (2016: \$7,079,000) was recognised in "selling and distribution costs". The estimates of recoverable amount were based on value in use of the cash-generating units to which these assets belong at a discount rate of 13.5% (2016: 13.5%).

(c) Fair value measurement of properties

(i) Fair value hierarchy

The following table presents the fair value of the group's properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date

11. 物業、廠房及設備以及投資物業 (續)

(c) 物業之公允值計量 (續)

(i) 公允值等級 (續)

- 第二級估值：使用第二級數據計量的公允值，即不符合第一級的可觀察數據及未有採用不可觀察的重要數據。不可觀察數據乃指無法取得市場資料的數據
- 第三級估值：使用不可觀察的重要數據計量的公允值

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(c) Fair value measurement of properties (continued)

(i) Fair value hierarchy (continued)

- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

	於二零一七年 三月三十一日 之公允值 Fair value at 31 March 2017 千元 \$'000	按二零一七年三月三十一日 之公允值計量分類為 Fair value measurements as at 31 March 2017 categorised into		
		第一級 Level 1 千元 \$'000	第二級 Level 2 千元 \$'000	第三級 Level 3 千元 \$'000
經常性公允值計量 <i>Recurring fair value measurement</i>				
投資物業： — 香港	Investment properties: — Hong Kong 67,939	—	—	67,939
— 中國內地	— Mainland China 87,916	—	—	87,916
持作自用之土地 及建築物：	Land and buildings held for own use:			
— 香港	— Hong Kong 315,481	—	—	315,481
— 中國內地	— Mainland China 68,423	—	—	68,423

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(c) 物業之公允值計量 (續)

(i) 公允值等級 (續)

		於二零一六年 三月三十一日 之公允值 Fair value at 31 March 2016 千元 \$'000	按二零一六年三月三十一日 之公允值計量分類為 Fair value measurements as at 31 March 2016 categorised into		
			第一級 Level 1 千元 \$'000	第二級 Level 2 千元 \$'000	第三級 Level 3 千元 \$'000
經常性公允值計量		Recurring fair value measurement			
投資物業：	Investment properties:				
– 香港	– Hong Kong	62,831	–	–	62,831
– 中國內地	– Mainland China	83,584	–	–	83,584
持作自用之土地 及建築物：	Land and buildings held for own use:				
– 香港	– Hong Kong	305,068	–	–	305,068
– 中國內地	– Mainland China	68,037	–	–	68,037

截至二零一七年三月三十一日止年度，第一級及第二級之間並無轉撥，亦未有第三級的轉入或轉出（二零一六年：無）。本集團政策為在報告期末確認公允值等級各級之間發生之轉撥。

本集團所有投資物業及持作自用之土地及建築物於二零一七年三月三十一日獲重新估值。估值工作由獨立測量師行威格斯資產評估顧問有限公司進行，該測量師行之員工之中有香港測量師學會會員，其近期的估值經驗包括與所估值物業屬於同一地點和類別的物業。本集團之最高級行政管理人員每年於各報告期末進行估值時就估值假設及估值結果與測量師進行討論。

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(c) Fair value measurement of properties (continued)

(i) Fair value hierarchy (continued)

		於二零一六年 三月三十一日 之公允值 Fair value at 31 March 2016 千元 \$'000	按二零一六年三月三十一日 之公允值計量分類為 Fair value measurements as at 31 March 2016 categorised into		
			第一級 Level 1 千元 \$'000	第二級 Level 2 千元 \$'000	第三級 Level 3 千元 \$'000
經常性公允值計量		Recurring fair value measurement			
投資物業：	Investment properties:				
– 香港	– Hong Kong	62,831	–	–	62,831
– 中國內地	– Mainland China	83,584	–	–	83,584
持作自用之土地 及建築物：	Land and buildings held for own use:				
– 香港	– Hong Kong	305,068	–	–	305,068
– 中國內地	– Mainland China	68,037	–	–	68,037

During the year ended 31 March 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2016: Nil). The group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

All of the group's investment properties and land and buildings held for own use were revalued as at 31 March 2017. The valuations were carried out by an independent firm of surveyors, Vigers Appraisal and Consulting Limited, who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued. The group's most senior executive management has discussion with the surveyors on the valuation assumptions and valuation results when the valuation is performed at each end of the reporting period annually.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(c) 物業之公允值計量 (續)

(ii) 有關第三級公允值計量之資料

	估值方法 Valuation techniques	不可觀察 輸入數據 Unobservable inputs	範圍 Range	加權平均 Weighted average
於香港之投資物業－工業 Investment properties in Hong Kong - Industrial	收入資本化法 Income capitalisation approach	資本化率 Capitalisation rate	3.1% - 3.4% (二零一六年： 3.1% - 3.4%) (2016: 3.1% - 3.4%)	3.2% (二零一六年： 3.2%) (2016: 3.2%)
於中國內地之投資物業－工業 Investment properties in Mainland China - Industrial	收入資本化法 Income capitalisation approach	資本化率 Capitalisation rate	4.0% - 6.5% (二零一六年： 4.0% - 6.5%) (2016: 4.0% - 6.5%)	6.5% (二零一六年： 6.5%) (2016: 6.5%)
於中國內地之投資物業－住宅 Investment properties in Mainland China - Residential	收入資本化法 Income capitalisation approach	資本化率 Capitalisation rate	4.0% (二零一六年： 4.0%) (2016: 4.0%)	4.0% (二零一六年： 4.0%) (2016: 4.0%)
於香港持作自用之土地及建築物－工業 Land and buildings held for own use in Hong Kong - Industrial	直接比較法 Direct comparison approach	就建築物質量 作出之(折讓)/ 溢價 (Discount)/premium on quality of the buildings	-32% - 31% (二零一六年： -36% - 13%) (2016: -36% - 13%)	-1.6% (二零一六年： -5.1%) (2016: -5.1%)
於香港持作自用之土地及建築物－住宅 Land and buildings held for own use in Hong Kong - Residential	直接比較法 Direct comparison approach	就建築物質量 作出之(折讓)/ 溢價 (Discount)/premium on quality of the buildings	-22% - 34% (二零一六年： -27% - 5%) (2016: -27% - 5%)	3.3% (二零一六年： -13.0%) (2016: -13.0%)
於中國內地持作自用之土地 及建築物－工業 Land and buildings held for own use in Mainland China - Industrial	直接比較法 Direct comparison approach	就建築物質量 作出之折讓 Discount on quality of the buildings	-9% - -2% (二零一六年： -4% - -2%) (2016: -4% - -2%)	-3.0% (二零一六年： -3.0%) (2016: -3.0%)
於中國內地持作自用之土地 及建築物－住宅 Land and buildings held for own use in Mainland China - Residential	直接比較法 Direct comparison approach	就建築物質量 作出之折讓 Discount on quality of the buildings	-32% - -5% (二零一六年： -31% - 0%) (2016: -31% - 0%)	-8.6% (二零一六年： -5.3%) (2016: -5.3%)

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(c) 物業之公允值計量 (續)

(ii) 有關第三級公允值計量之資料 (續)

位於香港及中國內地持作自用之土地及建築物之公允值乃參考相關地區可作比較的銷售數據，按公開市場價值基準釐定。

直接比較法所使用之溢價或折讓，乃特定建築物與近期銷售的比較。建築物質素較高，溢價亦會較高，將導致公允值計量上升。

投資物業之公允值乃將現有租賃所產生之租金及潛在復歸收入撥備資本化而釐定。

收益資本化法所使用的資本化率因應建築物的預期市場租金增長、佔用率以及質素及位置而作出調整。公允值計量與市場租金價值為正值關係，與資本化率為負值關係。

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(c) Fair value measurement of properties (continued)

(ii) Information about Level 3 fair value measurements (continued)

The fair value of land and buildings held for own use located in Hong Kong and the Mainland China is determined on an open market value basis, by making reference to the comparable sales evidence in the relevant locality.

The premium or discount used in direct comparison approach is specific to the building compared to the recent sales. Higher premium for higher quality buildings will result in a higher fair value measurement.

The fair value of investment properties is determined by capitalising the current rent derived from the existing tenancies with the provision for any revisionary income potential.

The capitalisation rate used in income capitalisation approach has been adjusted for the expected market rental growth, occupancy rate and quality and location of the building. The fair value measurement is positively correlated to the market rent at value and negatively correlated to the capitalisation rate.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(c) 物業之公允值計量 (續)

(ii) 有關第三級公允值計量之資料 (續)

年內，該等第三級公允值計量結餘之變動如下：

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(c) Fair value measurement of properties (continued)

(ii) Information about Level 3 fair value measurements (continued)

The movements during the year in the balance of these Level 3 fair value measurements are as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
投資物業 – 香港：			
於四月一日	At 1 April	62,831	63,104
公允值調整	Fair value adjustment	5,108	(273)
於三月三十一日	At 31 March	67,939	62,831
投資物業 – 中國內地：			
於四月一日	At 1 April	83,584	63,405
轉撥自持作自用土地 及建築物	Transfer from land and buildings held for own use	–	5,486
公允值調整	Fair value adjustment	4,332	14,693
於三月三十一日	At 31 March	87,916	83,584
持作自用之土地及 建築物 – 香港：			
於四月一日	At 1 April	305,068	306,926
年內折舊	Depreciation charged for the year	(8,508)	(8,333)
公允值調整	Fair value adjustment	612	1,138
重估盈餘	Surplus on revaluation	18,309	5,337
於三月三十一日	At 31 March	315,481	305,068

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(c) 物業之公允值計量 (續)

(ii) 有關第三級公允值計量之資料 (續)

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
持作自用之土地及建築物 – 中國內地：	Land and buildings held for own use – Mainland China:		
於四月一日	At 1 April	68,037	65,101
轉撥至投資物業	Transfer to investment properties	–	(5,486)
匯兌調整	Exchange adjustments	(3,067)	(3,019)
年內折舊	Depreciation charged for the year	(1,908)	(1,795)
重估盈餘	Surplus on revaluation	5,361	13,236
於三月三十一日	At 31 March	68,423	68,037

投資物業的公允值調整於綜合損益表「投資物業之估值收益」項下確認入賬。

重估盈餘23,670,000元(二零一六年: 18,573,000元)於其他全面收益之「土地及建築物重估儲備」內確認。倘上述之持作自用之土地及建築物按成本減累計折舊列值,於二零一七年三月三十一日之賬面值將為90,760,000元(二零一六年: 93,963,000元)。

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(c) Fair value measurement of properties (continued)

(ii) Information about Level 3 fair value measurements (continued)

Fair value adjustment of investment properties is recognised in the line item “valuation gains on investment properties” on the face of the consolidated statement of profit or loss.

Revaluation surplus of \$23,670,000 (2016: \$18,573,000) are recognised in other comprehensive income in “land and buildings revaluation reserve”. Had the above land and buildings held for own use been carried at cost less accumulated depreciation, the carrying amounts would have been \$90,760,000 (2016: \$93,963,000) at 31 March 2017.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(d) 物業之賬面淨值分析如下：

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(d) The analysis of net book value of properties is as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
於香港	In Hong Kong		
– 長期租賃	– Long leases	179,210	173,079
– 中期租賃	– Medium-term leases	198,050	188,480
– 短期租賃	– Short leases	6,160	6,340
香港境外	Outside Hong Kong		
– 長期租賃	– Long leases	23,913	22,569
– 中期租賃	– Medium-term leases	132,426	129,052
		539,759	519,520
代表：	Representing:		
以公允值列賬持作自用 之土地及建築物	Land and buildings held for own use carried at fair value	383,904	373,105
投資物業	Investment properties	155,855	146,415
		539,759	519,520

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

11. 物業、廠房及設備以及投資物業 (續)

(e) 根據經營租賃出租之資產

所有根據經營租賃持有並符合投資物業定義之物業歸類為投資物業。

本集團按經營租賃租出投資物業。此等租賃一般初步為期一年至三年，並可於約滿時重新商議所有條款續租。租賃付款額通常會逐年調整，以反映市值租金。各項經營租賃均不包含或有租金。

按不可解除的經營租賃在日後應收的最低租賃付款總額如下：

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
一年內	Within 1 year	2,432	5,090
一年後但五年內	After 1 year but within 5 years	1,476	917
		3,908	6,007

11. PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (continued)

(e) Assets leased out under operating leases

All properties held under operating leases that would otherwise meet the definition of investment property are classified as investment property.

The group leases out investment properties under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease after that date at which time all terms are renegotiated. Lease payments are usually adjusted annually to reflect market rentals. None of the leases includes contingent rentals.

Total future minimum lease payments under non-cancellable operating leases are receivable as follows:

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

12. 於附屬公司之權益

下表為主要影響本集團業績、資產及負債之附屬公司之詳情。除另有註明外，所持有之股份均為普通股。

12. INTEREST IN SUBSIDIARIES

The following list contains the particulars of subsidiaries which principally affected the results, assets or liabilities of the group. The class of shares held is ordinary unless otherwise stated.

公司名稱 Name of company	註冊成立 及經營地點 Place of incorporation and operation	已發行及繳足 股本／註冊 資本之詳情 Particulars of issued and fully paid-up share/registered capital	持有權益比例 Proportion of ownership interest			主要業務 Principal activity
			本集團 實際權益 The group's effective interest	本公司 持有 Held by the company	附屬公司 持有 Held by a subsidiary	
Moiselle (BVI) Limited	英屬維爾京群島 British Virgin Islands	2,000股 每股面值1美元 2,000 shares of US\$1 each	100%	100%	-	投資控股 Investment holding
Always Profit Holdings Limited	英屬維爾京群島 British Virgin Islands	1股面值1美元 1 share of US\$1	100%	-	100%	投資控股 Investment holding
麗富有限公司 Beautirich Limited	香港 Hong Kong	500,000股股份 500,000 shares	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
寶琪時裝批發有限公司 Boo Gie Garment Factory Limited	香港 Hong Kong	遞延無投票權 200,000股股份 普通股 1,800,001股股份 Deferred non-voting 200,000 shares Ordinary 1,800,001 shares	100%	-	100%	物料採購及物業持有 Sourcing of materials and property holding
寶琪集團有限公司 Boogie Holdings Limited	香港 Hong Kong	2股股份 2 shares	100%	-	100%	投資控股 Investment holding
輝星(香港)有限公司 Bright Star (HK) Limited	香港 Hong Kong	4股股份 4 shares	100%	-	100%	時尚服飾及配飾貿易 Trading of fashion apparel and accessories

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

12. 於附屬公司之權益 (續)

12. INTEREST IN SUBSIDIARIES (continued)

公司名稱 Name of company	註冊成立 及經營地點 Place of incorporation and operation	已發行及繳足 股本／註冊 資本之詳情 Particulars of issued and fully paid-up share/registered capital	持有權益比例 Proportion of ownership interest			主要業務 Principal activity
			本集團 實際權益 The group's effective interest	本公司 持有 Held by the company	附屬公司 持有 Held by a subsidiary	
旺貿國際有限公司 Busy Win International Limited	香港 Hong Kong	2股股份 2 shares	100%	–	100%	投資控股 Investment holding
Euro Legend Assets Limited	英屬維爾京群島 British Virgin Islands	1股面值1美元 1 share of US\$1	100%	–	100%	投資控股 Investment holding
承怡有限公司 Fortress Power Limited	香港 Hong Kong	100股股份 100 shares	100%	–	100%	投資控股 Investment holding
世橋國際有限公司 Grand Bridge International Limited	香港 Hong Kong	300,000股股份 300,000 shares	100%	–	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
艾蒙奈國際有限公司 iMaroon International Company Limited	香港 Hong Kong	2股股份 2 shares	100%	–	100%	投資控股 Investment holding
地運投資有限公司 Landwin Investments Limited	香港 Hong Kong	10,000股股份 10,000 shares	100%	–	100%	物業持有 Property holding
慕詩 (香港) 有限公司 Moiselle (Hong Kong) Limited	香港 Hong Kong	1,000,000股股份 1,000,000 shares	100%	–	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

12. 於附屬公司之權益 (續)

12. INTEREST IN SUBSIDIARIES (continued)

公司名稱 Name of company	註冊成立 及經營地點 Place of incorporation and operation	已發行及繳足 股本/註冊 資本之詳情 Particulars of issued and fully paid-up share/registered capital	持有權益比例 Proportion of ownership interest			主要業務 Principal activity
			本集團 實際權益 The group's effective interest	本公司 持有 Held by the company	附屬公司 持有 Held by a subsidiary	
慕詩國際有限公司 Moiselle International Limited	香港 Hong Kong	2股股份 2 shares	100%	-	100%	投資控股 Investment holding
Moiselle Singapore Pte. Ltd.	新加坡 Singapore	500,000股每股面值 1新加坡元 500,000 shares of SG\$1 each	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
安卓有限公司 Onexcel Limited	英屬維爾京群島 British Virgin Islands	1股面值1美元 1 share of US\$1	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
寶翠投資有限公司 Pearl Jade Investments Limited	香港 Hong Kong	500,000股股份 500,000 shares	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
駿賀國際有限公司 Perfect National International Limited	香港 Hong Kong	500,000股股份 500,000 shares	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
寶輝有限公司 Profair Limited	英屬維爾京群島 British Virgin Islands	1股面值1美元 1 share of US\$1	100%	-	100%	投資控股 Investment holding
雅龍發展有限公司 Regal Dragon Development Limited	香港 Hong Kong	300,000股股份 300,000 shares	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

12. 於附屬公司之權益 (續)

12. INTEREST IN SUBSIDIARIES (continued)

公司名稱 Name of company	註冊成立 及經營地點 Place of incorporation and operation	已發行及繳足 股本／註冊 資本之詳情 Particulars of issued and fully paid-up share/registered capital	持有權益比例 Proportion of ownership interest			主要業務 Principal activity
			本集團 實際權益 The group's effective interest	本公司 持有 Held by the company	附屬公司 持有 Held by a subsidiary	
RK Moiselle Fashions Limited (前稱東亞廣場有限公司) (formerly known as Eastasia Plaza Limited)	香港 Hong Kong	1,429股股份 1,429 shares	70%	–	70%	批發時尚服飾及配飾 Wholesale of fashion apparel and accessories
適麗投資有限公司 Shirley Investments Limited	香港 Hong Kong	1,000股股份 1,000 shares	100%	–	100%	物業持有 Property holding
億潤投資有限公司 Sky Well Investment Limited	香港 Hong Kong	4股股份 4 shares	100%	–	100%	投資控股 Investment holding
偌成有限公司 Sosuccess Limited	英屬維爾京群島 British Virgin Islands	10,000股 每股面值1美元 10,000 shares of US\$1 each	100%	–	100%	投資控股 Investment holding
保時國際有限公司 Timepro International Limited	英屬維爾京群島 British Virgin Islands	1股面值1美元 1 share of US\$1	100%	–	100%	投資控股 Investment holding
寶明時裝有限公司 Treasure Light Fashion Limited	澳門 Macau	註冊資本25,000 澳門元 Registered capital MOP25,000	100%	–	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

12. 於附屬公司之權益 (續)

12. INTEREST IN SUBSIDIARIES (continued)

公司名稱 Name of company	註冊成立 及經營地點 Place of incorporation and operation	已發行及繳足 股本/註冊 資本之詳情 Particulars of issued and fully paid-up share/registered capital	持有權益比例 Proportion of ownership interest			主要業務 Principal activity
			本集團 實際權益 The group's effective interest	本公司 持有 Held by the company	附屬公司 持有 Held by a subsidiary	
泛中投資有限公司 United Sino Investment Limited	香港 Hong Kong	1,000,000股股份 1,000,000 shares	100%	-	100%	零售時尚服飾及配飾 Retail of fashion apparel and accessories
耀佳海外有限公司 Viewgood Overseas Limited	香港 Hong Kong	500,000股股份 500,000 shares	100%	-	100%	投資控股 Investment holding
名峰製衣(深圳)有限公司* Ming Fung Garment Manufacturing (Shenzhen) Company Limited*	中國 The PRC	2,100,000元 \$2,100,000	100%	-	100%	製造成衣 Manufacturing of garments
裕寶時裝(深圳)有限公司* Yubao Fashionable Dress (Shenzhen) Co., Ltd.*	中國 The PRC	8,400,000元 \$8,400,000	100%	-	100%	製造成衣 Manufacturing of garments
深圳寶卓時裝批發有限公司* Shenzhen Baozhuo Fashion Wholesale Co., Ltd.*	中國 The PRC	人民幣500,000元 RMB500,000	70%	-	100%	批發時尚服飾及配飾 Wholesale of fashion apparel and accessories
深圳寶業時裝零售有限公司* Shen Zhen Graceful Fashion Retail Limited Company*	中國 The PRC	人民幣2,000,000元 RMB2,000,000	100%	-	100%	零售及批發時尚 服飾及配飾 Retail and wholesale of fashion apparel and accessories

* 根據中國法例註冊之外商獨資企業。

* These are wholly-owned foreign investment enterprises registered under the laws of the PRC.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

13. 於聯營公司之權益

13. INTEREST IN AN ASSOCIATE

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
應收聯營公司款項	Amount due from an associate	-	1,705
應佔負債淨額	Share of net liabilities	-	(854)
		-	851

本集團於二零一六年四月二十二日出售其於A Hidden Lab Limited之50%股權予本公司一名董事，代價為1,800,000元。截至二零一七年三月三十一日止年度，出售之收益淨額949,000元已於「其他收益淨額」確認。

The group disposed of its 50% equity interest of A Hidden Lab Limited to a director of the company on 22 April 2016 at a consideration of \$1,800,000. Net gain on disposal of \$949,000 was recognised in "other net gain" during the year ended 31 March 2017.

本集團於二零一六年三月三十一日於聯營公司之權益詳情如下：

Details of the group's interest in the associate as at 31 March 2016 are as follows:

聯營公司名稱 Name of associate	業務 架構形式 Form of business structure	註冊成立及 經營地點 Place of incorporation and operation	已發行及 繳足股本詳情 Particulars of issued and paid up capital	持有權益比例 Proportion of ownership interest		主要業務 Principal activity
				本集團 實際權益 The group's effective interest	附屬公司 持有 Held by a subsidiary	
A Hidden Lab Limited	註冊成立 Incorporated	香港 Hong Kong	2股股份 2 shares	50%	50%	零售時尚服飾 及配飾 Retail of fashion apparel and accessories

於綜合財務報表使用權益法列賬之A Hidden Lab Limited乃非上市公司，其並無市場報價。

A Hidden Lab Limited accounted for using the equity method in the consolidated financial statements is an unlisted corporate entity whose quoted market price is not available.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

13. 於聯營公司之權益 (續)

聯營公司之財務資料概要：

		資產 Assets	負債 Liabilities	負債淨額 Net liabilities	收益 Revenue	虧損 Loss
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
二零一六年	2016					
100%權益	100 per cent	1,752	(3,460)	(1,708)	46	(837)
本集團之實際權益	The group's effective interest	876	(1,730)	(854)	23	(419)

13. INTEREST IN AN ASSOCIATE (continued)

Summary of financial information on the associate:

14. 於合營公司之權益

14. INTEREST IN A JOINT VENTURE

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
應收合營公司款項	Amount due from a joint venture	7,574	4,942
應佔負債淨額	Share of net liabilities	(7,574)	(4,942)
		-	-

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

14. 於合營公司之權益 (續)

本集團於合營公司之權益(以權益法於綜合財務報表列賬)詳情如下:

合營公司名稱 Name of joint venture	業務 架構形式 Form of business structure	註冊成立及 經營地點 Place of incorporation and operation	已發行及 繳足股本詳情 Particulars of issued and paid up capital	持有權益比例 Proportion of ownership interest		主要業務 Principal activity
				本集團 實際權益 The group's effective interest	附屬公司 持有 Held by a subsidiary	
Sequoia HK, Limited	註冊成立 Incorporated	香港 Hong Kong	100股股份 100 shares	50%	50%	零售時尚 服飾及配飾 Retail of fashion apparel and accessories

本集團唯一參與之合營公司Sequoia HK, Limited乃非上市公司, 其並無市場報價。

14. INTEREST IN A JOINT VENTURE (continued)

Details of the group's interest in the joint venture, which is accounted for using the equity method in the consolidated financial statements, are as follows:

Sequoia HK, Limited, the only joint venture in which the group participates, is an unlisted corporate entity whose quoted market price is not available.

合營公司之財務資料概要—本集團實際權益:

Summary of financial information on the joint venture - the group's effective interest:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
非流動資產	Non-current assets	143	335
流動資產	Current assets	1,171	1,001
流動負債	Current liabilities	(8,888)	(6,278)
負債淨額	Net liabilities	(7,574)	(4,942)
收入	Income	3,704	6,544
開支	Expenses	(6,336)	(10,631)
年內虧損	Loss for the year	(2,632)	(4,087)

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

15. 其他資產

其他資產指租金、公共設施及其他按金，預期可於報告期末起計一年後收回。

15. OTHER ASSETS

Other assets represent rental, utility and other deposits which are expected to be recovered after one year from the end of the reporting period.

16. 存貨

(a) 於綜合財務狀況表之存貨包括：

16. INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
原材料	Raw materials	2,855	3,937
在製品	Work in progress	700	801
製成品	Finished goods	50,080	52,962
		53,635	57,700

(b) 確認為開支並計入損益之存貨金額之分析如下：

(b) The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
售貨賬面值	Carrying amount of inventories sold	56,320	74,370
撇銷／(撥回撇銷)存貨	Write-down/(reversal of write-down) of inventories	4,478	(983)
		60,798	73,387

撥回截至二零一六年三月三十一日止年度之撇銷存貨乃由於客戶喜好改變令若干往季服裝之估計可變現淨值增加。

The reversal of write-down of inventories made during the year ended 31 March 2016 arose due to an increase in the estimated net realisable value of certain off-season clothing as a result of change in consumer preferences.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

17. 應收賬款及其他應收款

17. TRADE AND OTHER RECEIVABLES

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
應收賬款	Trade debtors	8,592	11,897
減：呆賬撥備	Less: allowance for doubtful debts	(27)	(517)
		8,565	11,380
按金、預付款項及其他應收款	Deposits, prepayments and other receivables	21,778	26,148
		30,343	37,528

所有應收賬款及其他應收款預期將於一年內收回或確認為開支。

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

(a) 賬齡分析

於報告期末，按發票日期計算之應收賬款（已計入應收賬款及其他應收款內，並扣除呆賬撥備）之賬齡分析如下：

(a) Ageing analysis

As of the end of the reporting period, the ageing analysis of trade debtors (which are included in trade and other receivables and net of allowance for doubtful debts), based on invoice date, is as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
30日內	Within 30 days	6,631	9,508
31日至90日	Between 31 to 90 days	1,554	1,606
91日至180日	Between 91 to 180 days	261	157
181日至365日	Between 181 to 365 days	119	109
		8,565	11,380

應收賬款由發單日期起計30至90日到期。本集團信貸政策之進一步詳情載於附註25(a)。

Trade debtors are due within 30 to 90 days from the date of billing. Further details on the group's credit policy are set out in note 25(a).

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

17. 應收賬款及其他應收款 (續)

(b) 應收賬款之減值

應收賬款之減值虧損以撥備賬記錄，惟倘本集團認為收回有關數額之可能性極低，則減值虧損會直接從應收賬款內撇銷(見附註1(i)(i))。

年內之呆賬撥備變動載列如下：

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
於四月一日	At 1 April	517	-
已確認減值虧損	Impairment losses recognised	-	517
減值虧損撥回	Reversal of impairment losses	(490)	-
於三月三十一日	At 31 March	27	517

於二零一七年三月三十一日，應收賬款27,000元(二零一六年：517,000元)已按其個別情況釐定為已減值。個別釐定為減值之應收款項與面對財務困難之客戶相關，而按管理層評估，預期並無該等應收款項可予收回。因此，本集團已就呆賬27,000元(二零一六年：517,000元)確認特別撥備。

17. TRADE AND OTHER RECEIVABLES (continued)

(b) Impairment of trade debtors

Impairment losses in respect of trade debtors are recorded using an allowance account unless the group is satisfied that the recovery of the amount is remote, in which case the impairment loss is written off against trade debtors directly (see note 1(i)(i)).

The movement in the allowance for doubtful debts during the year are as follows:

At 31 March 2017, trade debtors of \$27,000 (2016: \$517,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that none of these receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of \$27,000 (2016: \$517,000) were recognised.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

17. 應收賬款及其他應收款 (續)

(c) 並無減值之應收賬款

並無個別或共同被視為減值之應收賬款之賬齡分析如下：

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
並無逾期或減值	Neither past due nor impaired	7,960	10,264
逾期不足30日	Less than 30 days past due	35	633
逾期31日至90日	31 to 90 days past due	265	217
逾期91日至180日	91 to 180 days past due	186	157
逾期180日以上	Over 180 days past due	119	109
		605	1,116
		8,565	11,380

並無逾期或減值之應收款僅涉及於近期並無違約記錄之廣大客戶。

已逾期但未減值之應收款乃與一批與本集團有良好交易記錄之獨立客戶有關。由於信貸質素並無重大變動及結餘仍然被視為可以完全收回，根據過往經驗，管理層相信並無必要就該等結餘作出減值撥備。本集團並無就該等結餘持有任何抵押品。

17. TRADE AND OTHER RECEIVABLES (continued)

(c) Trade debtors that are not impaired

The ageing analysis of trade debtors that are neither individually nor collectively considered to be impaired is as follows:

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

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, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The group does not hold any collateral over these balances.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

131

18. 現金及銀行存款

(a) 現金及銀行存款包括：

18. CASH AND BANK DEPOSITS

(a) Cash and bank deposits comprise:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
存放日起三個月內 到期之銀行存款	Deposits with banks within three months to maturity when placed	36,821	83,125
銀行存款及現金	Cash at bank and in hand	46,497	55,858
於綜合財務狀況表之現金及 銀行存款以及於綜合 現金流量表之現金及 現金等價物	Cash and bank deposits in the consolidated statement of financial position and cash and cash equivalents in the consolidated cash flow statement	83,318	138,983

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

18. 現金及銀行存款 (續)

(b) 除稅前虧損與經營業務所用之現金之對賬：

18. CASH AND BANK DEPOSITS (continued)

(b) Reconciliation of loss before taxation to cash used in operations:

			二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
		附註 Note		
除稅前虧損	Loss before taxation		(47,900)	(51,414)
就下列作出調整：	Adjustments for:			
投資物業之估值收益	Valuation gains on investment properties	11	(9,440)	(14,420)
持作自用之土地及建築物之估值收益	Valuation gains on land and buildings held for own use	11	(612)	(1,138)
折舊	Depreciation	5(c)	18,985	21,167
物業、廠房及設備之減值虧損	Impairment losses on property, plant and equipment	5(c)	2,827	7,079
應收賬款之減值虧損(撥回)/撥備	(Reversal of)/provision for impairment losses on trade debtors	5(c)	(490)	517
按金、預付款項及其他應收款之減值虧損撥備	Provision for impairment losses on deposits, prepayment and other receivables	5(c)	1,285	–
融資成本	Finance costs	5(a)	185	158
利息收入	Interest income	4	(1,087)	(1,999)
出售聯營公司之收益淨額	Net gain on disposal of an associate	4	(949)	–
出售物業、廠房及設備之虧損/(收益)淨額	Net loss/(gain) on disposal of property, plant and equipment	4	2	(122)
應佔聯營公司之虧損	Share of loss of an associate	13	–	419
應佔合營公司之虧損	Share of loss of a joint venture	14	2,632	4,087
匯率變動之影響	Effect of foreign exchange rates changes		(3,133)	(2,280)
營運資金變動：	Changes in working capital:			
其他資產減少/(增加)	Decrease/(increase) in other assets		788	(4,821)
存貨減少	Decrease in inventories		2,794	11,051
應收聯營公司款項增加	Increase in amount due from an associate		–	(305)
應收合營公司款項增加	Increase in amount due from a joint venture		(2,632)	(4,087)
應收賬款及其他應收款減少	Decrease in trade and other receivables		5,717	11,480
應付賬款及其他應付款減少	Decrease in trade and other payables		(4,862)	(5,693)
撥備增加	Increase in provisions		865	7,504
經營業務所用之現金	Cash used in operations		(35,025)	(22,817)

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

18. 現金及銀行存款 (續)

(c) 主要非現金交易

出售聯營公司之部份代價1,150,000港元
已由董事代表本集團支付之開支所抵銷。

18. CASH AND BANK DEPOSITS (continued)

(c) Major non-cash transaction

Part of the consideration for the disposal of an associate of HK\$1,150,000 was offset by expenses paid by the directors on behalf of the group.

19. 應付賬款及其他應付款

19. TRADE AND OTHER PAYABLES

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
應付賬款	Trade creditors	5,461	5,512
其他應付款項及應計費用	Other creditors and accrued charges	34,429	42,948
應付非控股股東款項	Amount due to a non-controlling shareholder	1,800	–
		41,690	48,460

預期所有應付賬款及其他應付款均將於一年內償還。

All of the trade and other payables are expected to be settled within one year.

應付關連人士款項為無抵押、免息及並無固定還款期。

The amount due to a related party is unsecured, interest free and has no fixed repayment terms.

於報告期末，按發票日期計算之應付賬款(已計入應付賬款及其他應付款內)之賬齡分析如下：

As of the end of the reporting period, the ageing analysis of trade creditors (which are included in trade and other payables), based on the invoice date, is as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
30日內	Within 30 days	4,970	1,328
31日至90日	Between 31 to 90 days	315	3,155
超過90日	Over 90 days	176	1,029
		5,461	5,512

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

20. 僱員退休福利

- (a) 本集團根據香港《強制性公積金計劃條例》對於香港《僱傭條例》管轄範圍內僱用之僱員執行強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立受託人管理之界定供款退休計劃。根據強積金計劃，僱主及僱員各須按僱員有關收入之5%向該計劃供款，且每月有關收入上限為30,000元。強積金計劃之供款乃即時歸屬。
- (b) 中國之附屬公司已參與由地方政府管理之界定供款計劃。此等附屬公司須按中國僱員有關薪金之若干指定比率向該計劃供款。供款乃即時歸屬。
- (c) 於台灣經營業務之附屬公司之僱員已選擇參與由台灣勞工退休金條例監管之界定供款計劃。此附屬公司須就參與界定供款計劃之僱員按其薪金總額之6%供款，有關供款存放於台灣勞工保險局之個人退休金賬戶內。
- (d) 於新加坡附屬公司之員工參與由新加坡政府組織之中央公積金計劃(「中央公積金」)。附屬公司及員工需要將其薪酬之若干百分比向中央公積金供款，根據中央公積金條例，當供款成為支出時會計入損益表內。附屬公司在其供款後，對實質退休支付或退休後之福利並無進一步的責任承擔。

20. EMPLOYEE RETIREMENT BENEFITS

- (a) The group operates a Mandatory Provident Fund scheme (the “MPF scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of \$30,000. Contributions to the MPF scheme vest immediately.
- (b) The subsidiaries in the PRC participate in a defined contribution scheme organised by the local government. These subsidiaries are required to make contributions at certain prescribed rates of the relevant PRC employees’ salaries to the scheme. Contributions to the scheme vest immediately.
- (c) Employees of the subsidiary carrying on business in Taiwan chose to participate in a defined contribution scheme governed by the Labour Pension Act of Taiwan. This subsidiary contributes at 6% of the total salaries of the participating employees who have chosen to participate in the defined contribution scheme, the contribution deposited into individual pension accounts at the Bureau of Labour Insurance of Taiwan.
- (d) Employees of the subsidiary in Singapore participate in the Central Provident Fund scheme (the “CPF”) organised by the government of Singapore. This subsidiary and its employees are required to contribute a certain percentage of their payroll to the CPF. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the CPF. The subsidiary has no further obligations for the actual pension payments or post-retirement benefits beyond its contributions.

財務報表附註
Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

20. 僱員退休福利(續)

除上述者外，本集團並無任何須就僱員退休福利付款之其他重大責任。

界定供款計劃之供款於產生時計入損益內。

21. 綜合財務狀況表所示之所得稅

(a) 綜合財務狀況表所示之本期稅項包括：

20. EMPLOYEE RETIREMENT BENEFITS (continued)

Save as set out above, the group has no other material obligations to make payments in respect of retirement benefits of the employees.

Contributions to the defined contribution scheme are charged to profit or loss when incurred.

21. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
本年度香港利得稅撥備	Provision for Hong Kong Profits Tax for the year	71	998
已付暫繳利得稅	Provisional Profits Tax paid	(101)	(2,649)
過往年度利得稅撥備結餘	Balance of Profits Tax provision relating to prior years	(30)	(1,651)
		(743)	(12)
香港境外稅項	Taxation outside Hong Kong	(773)	(1,663)
		969	1,261
		196	(402)
代表：	Representing:		
可發還稅項	Tax recoverable	(772)	(1,688)
應付稅項	Tax payable	968	1,286
		196	(402)

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

21. 綜合財務狀況表所示之所得稅(續)

- (b) 已確認遞延所得稅資產及負債：
於本年度在綜合財務狀況表確認之遞延所得稅負債／(資產)之組成部分及有關變動如下：

21. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

- (b) **Deferred tax assets and liabilities recognised:**
The components of deferred tax liabilities/(assets) recognised in the consolidated statement of financial position and the movements during the year are as follows:

		折舊多於相關 折舊免稅額 Depreciation in excess of the related depreciation allowances	重估物業 Revaluation of properties	未變現 存貨溢利 Unrealised profits on inventories	撇銷存貨 Write- down of inventories	稅務虧損之 未來利益 Future benefit of tax losses	總額 Total
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
於二零一五年四月一日	At 1 April 2015	(5,363)	73,771	(2,555)	(3,734)	(627)	61,492
損益表中(計入)/扣除	(Credited)/charged to profit or loss	(450)	3,861	(401)	292	(1,167)	2,135
儲備中扣除	Charged to reserves	-	3,589	-	-	-	3,589
於二零一六年三月三十一日	At 31 March 2016	(5,813)	81,221	(2,956)	(3,442)	(1,794)	67,216
於二零一六年四月一日	At 1 April 2016	(5,813)	81,221	(2,956)	(3,442)	(1,794)	67,216
損益表中扣除	Charged to profit or loss	45	1,184	643	1,369	-	3,241
儲備中扣除	Charged to reserves	-	3,659	-	-	-	3,659
於二零一七年三月三十一日	At 31 March 2017	(5,768)	86,064	(2,313)	(2,073)	(1,794)	74,116

財務報表附註
Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

21. 綜合財務狀況表所示之所得稅(續)

(b) 已確認遞延所得稅資產及負債：(續)

21. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(b) Deferred tax assets and liabilities recognised: (continued)

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
於綜合財務狀況表確認之 遞延所得稅資產淨額	Net deferred tax assets recognised in the consolidated statement of financial position	(3,831)	(6,187)
於綜合財務狀況表確認之 遞延所得稅負債淨額	Net deferred tax liabilities recognised in the consolidated statement of financial position	77,947	73,403
		74,116	67,216

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

21. 綜合財務狀況表所示之所得稅(續)

(c) 未確認遞延所得稅資產：

根據載於附註1(p)之會計政策，本集團並無就下列暫時性差異確認遞延所得稅資產：

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
稅務虧損	Tax losses	183,124	127,253
折舊多於相關折舊免稅額及物業、廠房及設備之減值虧損	Depreciation in excess of the related depreciation allowances and impairment losses on property, plant and equipment	7,593	5,970
虧損經營租賃合約撥備	Provision for onerous operating lease contracts	13,014	12,149
		203,731	145,372

未確認稅務虧損為可自產生虧損年度起之後最多三年內使用之款項6,703,000元(二零一六年：1,316,000元)、可自產生虧損年度起之後最多五年內使用之款項56,196,000元(二零一六年：54,336,000元)及可自產生虧損年度起之後最多十年內使用之款項1,116,000元(二零一六年：1,565,000元)。根據現有稅務規例，餘額119,109,000元(二零一六年：70,036,000元)並無屆滿期。

21. INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

(c) **Deferred tax assets not recognised:**

In accordance with the accounting policy set out in note 1(p), the group has not recognised deferred tax assets in respect of the following temporary differences:

Included in unrecognised tax losses is an amount of \$6,703,000 (2016: \$1,316,000) which can be carried forward up to three years from the year in which the loss was incurred, an amount of \$56,196,000 (2016: \$54,336,000) which can be carried forward up to five years from the year in which the loss was incurred and an amount of \$1,116,000 (2016: \$1,565,000) which can be carried forward up to ten years from the year in which the loss was incurred. The remaining balance of \$119,109,000 (2016: \$70,036,000) does not expire under the current tax legislation.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

22. 有抵押銀行貸款

於二零一七年三月三十一日，所有有抵押銀行貸款按下列情況償還：

22. SECURED BANK LOANS

At 31 March 2017, all the secured bank loans were repayable as follows:

	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
一年內到期償還之有期貸款部份 Portion of term loans due for repayment within one year	581	581
一年後到期償還之 有期貸款 (附註1) Term loans due for repayment after one year (note 1)		
一年後但兩年內 After 1 year but within 2 years	581	581
兩年後但五年內 After 2 years but within 5 years	1,744	1,744
五年後 After 5 years	4,748	5,330
	7,073	7,655
	7,654	8,236

附註1：應付款項乃根據貸款協議所載預定還款日期所計算，並無計入任何按要求償還條款之影響。

Note 1: The amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

於二零一七年三月三十一日，本集團之銀行貸款乃以賬面總值23,180,000元(二零一六年：22,500,000元)之土地及建築物之法定押記及本公司提供之擔保作為抵押。

At 31 March 2017, the bank loans of the group were secured by legal charges over land and buildings with an aggregate carrying value of \$23,180,000 (2016: \$22,500,000) and guaranteed by the company.

有抵押銀行貸款須符合若干與本公司附屬公司之財務狀況比率有關之契諾。倘集團違反有關契諾，則須按要求償還有抵押銀行貸款。本集團定期監控本身遵守該等契諾之情況。有關集團流動資金風險管理之進一步詳情載於附註25(b)。於二零一七年三月三十一日，並無違反有關有抵押銀行貸款之契諾(二零一六年：無)。

The secured bank loans are subject to the fulfilment of covenants relating to certain statement of financial position ratios of the company's subsidiaries. If the group were to breach the covenants the secured bank loans would become payable on demand. The group regularly monitors its compliance with these covenants. Further details of the group's management of liquidity risk are set out in note 25(b). As at 31 March 2017, none of the covenants relating to the secured bank loans had been breached (2016: Nil).

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

23. 撥備

虧損經營租賃合約撥備

		二零一七年	二零一六年
		2017	2016
		千元	千元
		\$'000	\$'000
於四月一日	At 1 April	12,149	4,645
額外撥備	Additional provisions made	10,037	9,789
已動用撥備	Provision utilised	(9,172)	(2,285)
於三月三十一日	At 31 March	13,014	12,149

本集團就香港業務及香港境外業務之若干店舖之虧損租賃合約作出撥備。根據該等合約，履行有關責任之不可避免成本超過該等店舖進行銷售預期將予產生之經濟效益。因此，虧損經營租賃合約撥備已於「銷售及分銷成本」中確認。

23. PROVISIONS

Provision for onerous operating lease contracts

The provision was made for onerous lease contracts for certain stores of the Hong Kong operation and Outside Hong Kong operation. Under these contracts, the unavoidable cost of meeting the obligations have exceeded the economic benefits expected to be derived from sales generated by these stores. Consequently, a provision for onerous operating lease contracts was recognised in "selling and distribution costs".

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

24. 資本、儲備及股息

(a) 權益部份之變動

本集團綜合權益各部份於年初及年結結餘之對賬載於綜合權益變動表。本公司權益各部份於年初及年末間之變動詳情載於下文。

本公司

24. CAPITAL, RESERVES AND DIVIDENDS

(a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the company's individual components of equity between the beginning and the end of the year are set out below.

The company

		股本 Share capital 千元 \$'000	股份溢價 Share premium 千元 \$'000	實繳盈餘 Contributed surplus 千元 \$'000	保留溢利 Retained profits 千元 \$'000	總股東權益 Total equity 千元 \$'000
於二零一五年四月一日之結餘	Balance at 1 April 2015	2,880	65,327	61,572	170,588	300,367
二零一五年／一六年之 權益變動：	Changes in equity in 2015/16:					
年內全面收益總額	Total comprehensive income for the year	-	-	-	10,982	10,982
去年已核准之股息 (附註24(b)(iii))	Dividend approved in respect of the previous year (note 24(b)(iii))	-	-	-	(11,517)	(11,517)
本年度已宣派之股息 (附註24(b)(i))	Dividend declared in respect of the current year (note 24(b)(i))	-	-	-	(2,879)	(2,879)
於二零一六年三月三十一日 之結餘	Balance at 31 March 2016	2,880	65,327	61,572	167,174	296,953
於二零一六年四月一日之結餘	Balance at 1 April 2016	2,880	65,327	61,572	167,174	296,953
二零一六年／一七年之 權益變動：	Changes in equity in 2016/17:					
年內全面收益總額	Total comprehensive income for the year	-	-	-	6,229	6,229
去年已核准之股息 (附註24(b)(iii))	Dividend approved in respect of the previous year (note 24(b)(iii))	-	-	-	(5,759)	(5,759)
本年度已宣派之股息 (附註24(b)(i))	Dividend declared in respect of the current year (note 24(b)(i))	-	-	-	(2,879)	(2,879)
於二零一七年三月三十一日 之結餘	Balance at 31 March 2017	2,880	65,327	61,572	164,765	294,544

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

24. 資本、儲備及股息 (續)

(b) 股息

(i) 應付本公司權益股東之本年度股息

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
已宣派及派付中期股息每股 普通股1仙(二零一六年： 每股普通股1仙)	Interim dividend declared and paid of 1 cent per ordinary share (2016: 1 cent per ordinary share)	2,879	2,879
於報告期末後建議分派 末期股息每股普通股2仙 (二零一六年： 每股普通股2仙)	Final dividend proposed after the end of the reporting period of 2 cents per ordinary share (2016: 2 cents per ordinary share)	5,759	5,759
		8,638	8,638

於報告期末後建議分派之末期股息
並未在報告期末確認為負債。

The final dividend proposed after the end of the
reporting period has not been recognised as a
liability at the end of the reporting period.

(ii) 應付本公司權益股東之上一個財政 年度股息，並於本年度已核准及派 付

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
屬於上一個財政年度， 並於本年度已核准及 派付末期股息每股 普通股2仙(二零一六年： 每股普通股4仙)	Final dividend in respect of the previous financial year, approved and paid during the year, of 2 cents per ordinary share (2016: 4 cents per ordinary share)	5,759	11,517

(ii) Dividends payable to equity shareholders of the company attributable to the previous financial year, approved and paid during the year

財務報表附註
Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

24. 資本、儲備及股息 (續)

(c) 股本

法定及已發行股本

		二零一七年 2017		二零一六年 2016	
		股份數目 No. of shares 千股 '000	金額 Amount 千元 \$'000	股份數目 No. of shares 千股 '000	金額 Amount 千元 \$'000
法定：	Authorised:				
每股面值0.01元之 普通股	Ordinary shares of \$0.01 each	1,000,000	10,000	1,000,000	10,000
已發行及繳足：	Issued and fully paid:				
於年度開始及於年度末	At beginning of the year and at end of the year	287,930	2,880	287,930	2,880

普通股持有人有權獲派不時宣派之股息，且在本公司會議上每股可獲一票投票權。所有普通股對本公司之剩餘資產享有同等權益。

(d) 儲備性質及目的

(i) 股份溢價

根據開曼群島公司法，股份溢價賬可分派予本公司之股東，惟緊接於擬分派股息日期後，本公司須仍有能力於到期日償還日常業務過程中產生之債務。股份溢價亦可以發行繳足紅利股份之方式作出分派。

24. CAPITAL, RESERVES AND DIVIDENDS (continued)

(c) Share capital

Authorised and issued share capital

		二零一七年 2017		二零一六年 2016	
		股份數目 No. of shares 千股 '000	金額 Amount 千元 \$'000	股份數目 No. of shares 千股 '000	金額 Amount 千元 \$'000
法定：	Authorised:				
每股面值0.01元之 普通股	Ordinary shares of \$0.01 each	1,000,000	10,000	1,000,000	10,000
已發行及繳足：	Issued and fully paid:				
於年度開始及於年度末	At beginning of the year and at end of the year	287,930	2,880	287,930	2,880

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.

(d) Nature and purpose of reserves

(i) Share premium

In accordance with the Companies Law of the Cayman Islands, the share premium account is distributable to shareholders of the company provided that immediately following the date on which the dividend is proposed to be distributed, the company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

24. 資本、儲備及股息 (續)

(d) 儲備性質及目的 (續)

(ii) 其他儲備

其他儲備指於二零零二年一月二十五日生效之本集團重組而收購之附屬公司之股本面值與就此作為代價之本公司已發行股本之面值之差額。

(iii) 匯兌儲備

匯兌儲備包含所有因換算香港境外業務財務報表產生之匯兌差額。該儲備按附註1(s)所載會計政策處理。

(iv) 法定盈餘公積

根據外商獨資企業適用之中國法律，本公司之中國附屬公司須設立兩個法定盈餘公積，分別為儲備基金及職工獎勵及福利基金。現時設立之儲備基金至少須將年度除稅後溢利(按中國法規計算)之10%轉撥往儲備基金內，直至該基金之結餘達至其註冊資本之50%為止。此項基金可用作彌補虧損或轉換為繳足資本用途。中國附屬公司之董事可酌情決定自保留溢利轉撥往職工獎勵及福利基金。於二零零五年十月二十七日修訂法例後，由二零零六年一月一日起，有關轉撥不再為法定責任。自此並無向職工獎勵及福利基金作出轉撥。

24. CAPITAL, RESERVES AND DIVIDENDS (continued)

(d) Nature and purpose of reserves (continued)

(ii) Other reserve

Other reserve represents the difference between the nominal value of the share capital of the subsidiaries acquired over the nominal value of the shares of the company issued in exchange thereof pursuant to a group reorganisation which became effective on 25 January 2002.

(iii) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in note 1(s).

(iv) Statutory reserve funds

According to the PRC laws applicable to wholly-owned foreign investment enterprises, the PRC subsidiaries of the company are required to set up two statutory reserve funds, general reserve fund and staff general fund. General reserve fund was set up by appropriating at least 10% of its annual profit after taxation, as determined under PRC regulations, until the balance of the fund reaches 50% of its registered capital. This fund can be used to make good losses or to convert into paid-in capital. Transfer from retained earnings to staff general fund was made at the discretion of the directors of the PRC subsidiaries. Starting from 1 January 2006, the transfer is no longer a statutory obligation upon the revision of the law on 27 October 2005 and no transfer to staff general fund has been made since.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

24. 資本、儲備及股息 (續)

(d) 儲備性質及目的 (續)

(v) 土地及建築物重估儲備

本集團已設立土地及建築物重估儲備，並將按就重估持作自用之土地及建築物所採納之會計政策 (附註1(g)) 處理。

(vi) 實繳盈餘

實繳盈餘指因根據於二零零二年一月二十五日生效之集團重組所收購之附屬公司當時之合併資產淨值與本公司就此作為代價之已發行股份之面值之差額，實繳盈餘之用途與股份溢價相同。

(e) 可供分派儲備

於二零一七年三月三十一日，可分派予本公司權益股東之儲備總額為291,664,000元 (二零一六年：294,073,000元)。於報告期末後，董事建議分派末期股息每股普通股2仙 (二零一六年：每股普通股2仙)，合共為5,759,000元 (二零一六年：5,759,000元) (附註24(b))。此項股息不會確認為報告期末之負債。

(f) 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續根據持續經營基準經營，從而透過與風險水準相對應之產品及服務定價及以合理成本獲得融資，繼續為股東創造回報及為其他持份者帶來利益。

24. CAPITAL, RESERVES AND DIVIDENDS (continued)

(d) Nature and purpose of reserves (continued)

(v) Land and buildings revaluation reserve

The land and buildings revaluation reserve has been set up and will be dealt with in accordance with the accounting policy adopted for the revaluation of land and buildings held for own use (note 1(g)).

(vi) Contributed surplus

The contributed surplus represents the difference between the then combined net asset value of the subsidiaries acquired over the nominal value of the shares of the company issued in exchange thereof pursuant to a group reorganisation which became effective on 25 January 2002. The application of contributed surplus is the same as the share premium.

(e) Distributability of reserves

At 31 March 2017, the aggregate amount of reserves available for distribution to equity shareholders of the company was \$291,664,000 (2016: \$294,073,000). After the end of the reporting period the directors proposed a final dividend of 2 cents per ordinary share (2016: 2 cents per ordinary share), amounting to \$5,759,000 (2016: \$5,759,000) (note 24(b)). This dividend has not been recognised as a liability at the end of the reporting period.

(f) Capital management

The group's primary objectives when managing capital are to safeguard the group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

24. 資本、儲備及股息 (續)

(f) 資本管理 (續)

本集團積極並定期審閱和管理其資本架構，以在高借貸、高股東回報與穩定資產保障帶來的資本狀況之間取得平衡，並因應經濟環境的變化對資本架構作出調整。

於二零一七年期間，本集團秉承二零一六年之策略，監察其股本架構以維持充裕現金水平應付流動資金所需。為維持或調整現金水平，本集團可調整派付予股東之股息金額、發行新股份、籌集新債務融資或出售資產以增加現金水平。

除財務報表附註22所披露有抵押銀行貸款須符合若干與本公司附屬公司之財務狀況比率有關之契諾外，本公司及其附屬公司毋須受外部實施之資本規定限制。

24. CAPITAL, RESERVES AND DIVIDENDS (continued)

(f) Capital management (continued)

The group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

During 2017, the group's strategy in monitoring its capital structure, which was unchanged from 2016, was to maintain a sufficient cash level to meet its liquidity requirements. In order to maintain or adjust the cash level, the group may adjust the amount of dividends payable to shareholders, issue new shares, raise new debt financing or sell assets to increase the cash level.

Except for the secured bank loans which require the fulfilment of covenants relating to certain statement of financial position ratios of the company's subsidiaries as disclosed in note 22 to the financial statements, neither the company nor any of its subsidiaries are subject to externally imposed capital requirements.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值

信貸、流動資金、利率及貨幣風險乃在本集團業務之正常業務過程中產生。本集團所承擔之該等風險及本集團管理該等風險所採用之財務管理及慣例載述於下文。

(a) 信貸風險

本集團之信貸風險主要由應收賬款及其他應收款產生。管理層已制定現成之信貸政策，並對該等信貸風險持續監控。

就應收賬款及其他應收款而言，將須對要求超出若干金額之信貸之客戶進行信貸評估。此等評估集中於客戶過往於到期時付款的記錄，以及現時付款的能力，並計及個別客戶特定的賬戶資料及參考客戶經營所處的經濟環境。該等應收款自發出賬單日起30至90日內償還。長久逾期未結清餘額之債務人須結清所有未償還餘額後方可授予進一步信貸。本集團定期審閱各項應收賬款及其他應收款之可收回金額，以確保就不可收回金額作出足夠之減值虧損。

銀行存款一般與信貸評級良好的對手方進行。因此，管理層並不預期投資對手方不能履行彼等之責任。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the group's business. The group's exposure to these risks and the financial risk management policies and practices used by the group to manage these risks are described below.

(a) Credit risk

The group's credit risk is primarily attributable to trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

In respect of trade and other receivables, credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. These receivables are due within 30 to 90 days from the date of billing. Debtors with long overdue balances are requested to settle all outstanding balances before any further credit is granted. The group reviews regularly the recoverable amount of each individual trade and other receivable to ensure that adequate impairment losses are made for irrecoverable amounts.

Bank deposits are placed normally with counterparties that have sound credit ratings. Therefore, management does not expect any investment counterparty to fail to meet its obligations.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(a) 信貸風險(續)

於報告期末，本集團之最大債務人及五大債務人分別佔應收賬款及其他應收款總額之9% (二零一六年：15%) 及34% (二零一六年：37%)。

最大信貸風險已透過綜合財務狀況表內各金融資產之賬面值列報。本集團並無提供任何使本集團須面對信貸風險的財務擔保。

有關本集團所面對由應收賬款及其他應收款引起之信貸風險之進一步定量披露載於附註17。

(b) 流動資金風險

本集團之政策為定期監察流動資金需要，以確保其維持足夠現金儲備，以應付其長短期之流動資金需要。

下表顯示本集團於報告期末金融負債之餘下訂約到期時間，並以訂約未折現現金流出(即包括按訂約息率計算之利息支出，或如屬浮息類別，按報告期末當日之息率計算之利息支出)作分析基準。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(a) Credit risk (continued)

At the end of the reporting period, 9% (2016: 15%) and 34% (2016: 37%) of the total trade and other receivables was due from the group's largest debtor and the five largest debtors respectively.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. The group has not provided any financial guarantee which would expose the group to credit risk.

Further quantitative disclosures in respect of the group's exposure to credit risk arising from trade and other receivables are set out in note 17.

(b) Liquidity risk

The group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of the reporting period of the group's financial liabilities, which are based on contractual undiscounted cash outflows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period).

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(b) 流動資金風險(續)

由於董事預期銀行將不會行使要求即時償還之權利，受即時償還條文規限之銀行貸款預期將按特定還款期償還。因此，就該等銀行貸款而言，下表顯示根據特定還款期之訂約未折現現金流出，以及倘貸款人行使其要求即時還款之無條件權利對現金流出時間之分別影響。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk (continued)

As the directors do not expect the banks would exercise the rights to demand repayment, the bank loans subject to repayment on demand clause are expected to be repayable based on the specific repayment terms. Hence, for these bank loans, the following tables show the contractual undiscounted cash outflows according to the specific repayment terms and, separately, the impact to the timing of the cash outflows if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

		二零一七年 2017 訂約未折現現金流出 Contractual undiscounted cash outflow						
		一年後 但兩年內 More than 1 year but less than 2 years		兩年後 但五年內 More than 2 years but less than 5 years		五年後 More than 5 years	總計 Total	賬面值 Carrying amount
接獲通知 時到期 On demand	千元 '000	一年內 Within 1 year	千元 '000	千元 '000	千元 '000	千元 '000	千元 '000	千元 '000
受按要求償還條文規限 之銀行貸款：	Bank loans subject to repayment on demand clauses:							
按預定還款期還款	scheduled repayment	-	758	744	2,149	4,766	8,417	7,654
應付賬款及其他應付款	Trade and other payables	-	41,690	-	-	-	41,690	41,690
		-	42,448	744	2,149	4,766	50,107	49,344
根據貸款人之要求 即時償還權利對銀行貸款 現金流量之披露調整	Adjustments to disclose cash flows on bank loans based on lender's right to demand repayment	7,654	(758)	(744)	(2,149)	(4,766)	(763)	-
		7,654	41,690	-	-	-	49,344	49,344

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(b) 流動資金風險(續)

		二零一六年 2016						
		訂約未折現現金流出 Contractual undiscounted cash outflow						
		一年後 但兩年內 More than 1 year but less than 2 years		兩年後 但五年內 More than 2 years but less than 5 years		五年後 More than 5 years	賬面值 Carrying amount	
接獲通知 時到期 On demand 千元 '000	一年內 Within 1 year 千元 '000	1 year but less than 2 years 千元 '000	2 years but less than 5 years 千元 '000	5 years More than 5 years 千元 '000	5 years More than 5 years 千元 '000	總計 Total 千元 '000	千元 '000	
受按要求償還條文規限 之銀行貸款：	Bank loans subject to repayment on demand clauses:							
按預定還款期還款	scheduled repayment	-	755	742	2,151	5,457	9,105	8,236
應付賬款及其他應付款	Trade and other payables	-	48,460	-	-	-	48,460	48,460
		-	49,215	742	2,151	5,457	57,565	56,696
根據貸款人之要求 即時償還權利對銀行貸款 現金流量之披露調整	Adjustments to disclose cash flows on bank loans based on lender's right to demand repayment	8,236	(755)	(742)	(2,151)	(5,457)	(869)	-
		8,236	48,460	-	-	-	56,696	56,696

(c) 利率風險

本集團之利率風險主要來自浮息金融負債。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(b) Liquidity risk (continued)

		二零一六年 2016						
		訂約未折現現金流出 Contractual undiscounted cash outflow						
		一年後 但兩年內 More than 1 year but less than 2 years		兩年後 但五年內 More than 2 years but less than 5 years		五年後 More than 5 years	賬面值 Carrying amount	
接獲通知 時到期 On demand 千元 '000	一年內 Within 1 year 千元 '000	1 year but less than 2 years 千元 '000	2 years but less than 5 years 千元 '000	5 years More than 5 years 千元 '000	5 years More than 5 years 千元 '000	總計 Total 千元 '000	千元 '000	
受按要求償還條文規限 之銀行貸款：	Bank loans subject to repayment on demand clauses:							
按預定還款期還款	scheduled repayment	-	755	742	2,151	5,457	9,105	8,236
應付賬款及其他應付款	Trade and other payables	-	48,460	-	-	-	48,460	48,460
		-	49,215	742	2,151	5,457	57,565	56,696
根據貸款人之要求 即時償還權利對銀行貸款 現金流量之披露調整	Adjustments to disclose cash flows on bank loans based on lender's right to demand repayment	8,236	(755)	(742)	(2,151)	(5,457)	(869)	-
		8,236	48,460	-	-	-	56,696	56,696

(c) Interest rate risk

The group's interest rate risk arises primarily from its variable rate financial liabilities.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值 (續)

(c) 利率風險 (續)

(i) 利率結構

下表為本集團於報告期末計息金融資產及金融負債之利率結構：

		二零一七年 2017		二零一六年 2016	
		實際利率 Effective interest rate	千元 \$'000	實際利率 Effective interest rate	千元 \$'000
固定利率金融資產：	Fixed rate financial assets:				
– 銀行存款	– Deposits with banks	1.29%	36,821	1.40%	83,125
浮動利率金融負債	Variable rate financial liabilities				
– 有抵押銀行貸款	– Secured bank loans	2.39%	(7,654)	2.18%	(8,236)

(ii) 敏感度分析

於二零一七年三月三十一日，估計利率整體增加／減少20個基點，而其他所有可變因素維持不變，則本集團之除稅後虧損將增加／減少及保留溢利將減少／增加約13,000元 (二零一六年：14,000元)。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk (continued)

(i) Interest rate profile

The following table details the interest rate profile of the group's interest-bearing financial assets and financial liabilities at the end of the reporting period:

		二零一七年 2017		二零一六年 2016	
		實際利率 Effective interest rate	千元 \$'000	實際利率 Effective interest rate	千元 \$'000
Fixed rate financial assets:					
– Deposits with banks		1.29%	36,821	1.40%	83,125
Variable rate financial liabilities					
– Secured bank loans		2.39%	(7,654)	2.18%	(8,236)

(ii) Sensitivity analysis

At 31 March 2017, it is estimated that a general increase/decrease of 20 basis points in interest rates, with all other variables held constant, would have increased/decreased the group's loss after tax and decreased/increased retained profits by approximately \$13,000 (2016: \$14,000).

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(c) 利率風險(續)

(ii) 敏感度分析(續)

上述敏感度分析顯示，假設利率變動於報告期末發生，並用於浮息工具，使本集團於該日面對現金流利率風險，則會對本集團的全年除稅後虧損(及保留溢利)造成影響。由於本集團並無持有於財務報表內以公允值計量之任何定息工具，故有關分析並無考慮定息工具所帶來的公允值利率風險。有關分析與二零一六年所採用之基準相同。

(d) 貨幣風險

本集團涉及之貨幣風險主要來自有關集團實體透過買賣、費用及集團之間的墊付產生以外幣(即就該交易而言並非相關業務之功能貨幣)為單位之應收款項、應付款項及現金結餘。引致此項風險之貨幣主要為美元、歐元、人民幣及港元。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(c) Interest rate risk (continued)

(ii) Sensitivity analysis (continued)

The sensitivity analysis above indicates the annualised impact on the group's loss after tax (and retained profits) that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to floating rate instruments which expose the group to cash flow interest rate risk at that date. The analysis does not take into account exposure to fair value interest rate risk arising from fixed rate instruments as the group does not hold any fixed rate instruments which are measured at fair value in the financial statements. The analysis is performed on the same basis as 2016.

(d) Currency risk

The group is exposed to currency risk primarily through sales, purchases, expenses and recharges amongst group entities which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The currencies giving rise to this risk are primarily United States dollars, Euros, Renminbi and Hong Kong dollars.

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值 (續)

(d) 貨幣風險 (續)

就以港元作為功能貨幣之集團實體而言，除若干貨品從歐洲進行採購外，所有銷貨及購貨均以港元、人民幣或美元計值。由於港元與美元掛鈎，管理層預期美元計值交易將不會造成重大貨幣風險。就以歐元計值之交易而言，由於該等交易額並不重大，管理層認為所承擔之貨幣風險不大。

就以人民幣作為功能貨幣之集團實體而言，除向以港元計值之集團實體借貸及進行交易外，其他交易大部份以人民幣計值。就向以港元計值之集團實體借貸及交易而言，管理層認為所承擔之貨幣風險不大。

本集團承受貨幣風險及其管理政策與二零一六年相同。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

For group entities whose functional currency is Hong Kong dollars, all sales and purchases are denominated in either Hong Kong dollars, Renminbi or United States dollars, except for certain purchases from Europe. Given that Hong Kong dollar is pegged to the United States dollar, management does not expect that there will be any significant currency risk associated with such United States dollars denominated transactions. For transactions denominated in Euros, since the volume of such transactions is not significant, management considers the exposure to currency risk to be low.

For group entities whose functional currency is Renminbi, except for certain borrowings from group entities and transactions amongst group entities that are denominated in Hong Kong dollars, most of other transactions are denominated in Renminbi. For borrowings and transactions amongst group entities denominated in Hong Kong dollars, the management considers that the exposure to currency risk is low.

The group's exposure to currency risk and its policies for managing such risk were unchanged from 2016.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(d) 貨幣風險(續)

(i) 所承擔之貨幣風險

下表就本集團於報告期末並非以相關實體功能貨幣計值的已確認資產或負債所承受之重大外匯風險作出詳細分析。下表不包括集團內因對附屬公司作出借款(該借款實際為組成對附屬公司的淨投資的一部份)而產生的風險。下表的金額乃按報告期末之匯率兌換為港幣作呈列之用。因匯兌香港境外附屬公司之財務報表為本集團的呈列貨幣而產生的差額並不包括在內。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

(i) Exposure to currency risk

The following table details the group's significant exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. The exposure arising from the borrowings from group entities that in substance form part of the net investment in subsidiaries is excluded. For presentation purposes, the amounts of the exposure are shown in Hong Kong dollars, translated using the spot rates ruling at the end of the reporting period. Differences resulting from the translation of financial statements of subsidiaries outside Hong Kong into the group's presentation currency are excluded.

所承擔之外幣風險(以港幣列示)

Exposure to foreign currencies (expressed in Hong Kong dollars)

	二零一七年			二零一六年		
	2017			2016		
	歐元	港元	人民幣	歐元	港元	人民幣
	Hong Kong			Hong Kong		
	Euros	dollars	Renminbi	Euros	dollars	Renminbi
	千元	千元	千元	千元	千元	千元
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
應收賬款及其他應收款	Trade and other receivables	-	85,972	-	79,718	-
現金及現金等價物	Cash and cash equivalents	-	41	-	41	-
應付賬款及其他應付款	Trade and other payables	(4,313)	(51,159)	(3,501)	(47,515)	-
已確認資產及負債	Net exposure arising from					
所產生之風險淨額	recognised assets and liabilities	(4,313)	34,854	(3,501)	32,244	-

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(d) 貨幣風險(續)

(ii) 敏感度分析

下表顯示本集團於報告期末時具重大風險之外幣匯率於當日變動對本集團之除稅後虧損及保留溢利之即時影響，已假設其他風險變數維持不變。就此而言，已假設港元及美元之間的聯繫匯率大致不受美元兌其他貨幣之價值變動所影響。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis

The following table indicates the instantaneous change in the group's loss after tax and retained profits that would arise if foreign exchange rates to which the group entities have significant exposure at the end of the reporting period had changed at that date, assuming all other risk variables remained constant. In this respect, it is assumed that the pegged rate between the Hong Kong dollar and the United States dollar would be materially unaffected by any changes in movement in value of the United States dollar against other currencies.

		二零一七年 2017			二零一六年 2016		
		匯率	除稅後虧損	保留溢利	匯率	除稅後虧損	保留溢利
		上升/ (下跌)	增加/ (減少)	減少/ (增加)	上升/ (下跌)	增加/ (減少)	減少/ (增加)
		Increase/ (decrease)	Increase/ (decrease)	Decrease/ (increase)	Increase/ (decrease)	Increase/ (decrease)	Decrease/ (increase)
		in foreign exchange rates	in loss after tax	in retained profits	in foreign exchange rates	in loss after tax	in retained profits
			千元 \$'000	千元 \$'000		千元 \$'000	千元 \$'000
歐元	Euros	10%	360	360	10%	292	292
		(10)%	(360)	(360)	(10)%	(292)	(292)
港元	Hong Kong dollars	5%	(1,111)	(1,111)	5%	(1,027)	(1,027)
		(5)%	1,111	1,111	(5)%	1,027	1,027
人民幣	Renminbi	5%	848	848	-	-	-
		(5)%	(848)	(848)	-	-	-

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

25. 金融風險管理及金融工具之公允值(續)

(d) 貨幣風險(續)

(ii) 敏感度分析(續)

上表所呈列之分析結果指本集團各個實體就呈列而言以個別功能貨幣計值的損益並按報告期末之匯率兌換為港元之即時合併影響。

敏感度分析已假設外幣匯率之變動已用於重新計量本集團所持有並於報告期末使本集團面臨外匯風險之金融工具，包括集團間以並非借方或貸方之功能貨幣作單位的應付及應收賬款。此分析不包括將香港境外附屬公司之財務報表換算成本集團之呈列貨幣所產生之差額。該項分析乃以二零一六年之同一基準進行。

(e) 公允值

所有金融工具均按與其於二零一七年及二零一六年三月三十一日之公允值不會有重大差異之數額列值。

25. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

(d) Currency risk (continued)

(ii) Sensitivity analysis (continued)

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the group entities' profit or loss measured in the respective functional currencies, translated into Hong Kong dollars at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the group which expose the group to currency risk at the end of the reporting period, including inter-company payables and receivables within the group which are denominated in a currency other than the functional currency of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of subsidiaries outside Hong Kong into the group's presentation currency. The analysis is performed on the same basis for 2016.

(e) Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 31 March 2017 and 2016.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

26. 承擔

- (a) 於二零一七年三月三十一日並無於財務報表作出撥備之尚未履行資本承擔如下：

	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
已訂約	-	499

- (b) 於二零一七年三月三十一日，根據不可解除經營租賃在日後應付之最低租賃付款總額如下：

	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
一年內	93,009	105,818
一年後但五年內	61,011	85,421
超過五年	-	1,060
	154,020	192,299

本集團按經營租賃租用若干物業。該等租約一般初步為期一至六年，並可於約滿時重新商議所有條款續約。租賃付款額通常於逐年調整，以反映市場租金。

除上文披露之最低租賃付款外，本集團須就若干租賃物業撥出一定收益百分比作為租金付款額之承擔。

26. COMMITMENTS

- (a) Capital commitments outstanding at 31 March 2017 not provided for in the financial statements were as follows:

	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
Contracted for	-	499

- (b) At 31 March 2017, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
Within 1 year	93,009	105,818
After 1 year but within 5 years	61,011	85,421
Over 5 years	-	1,060
	154,020	192,299

The group leases a number of properties under operating leases. These leases typically run for an initial period of one to six years, with an option to renew the leases when all terms are renegotiated. Lease payments are usually adjusted annually to reflect market rentals.

In addition to the minimum lease payments disclosed above, the group has commitments to make rental payments at a percentage of revenue for certain leased properties.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

27. 或有負債

於二零一五年十月，本集團於香港一家附屬公司（「香港附屬公司」）接獲通知，其正被一名布料製造商根據香港特別行政區高等法院頒佈之傳訊令狀就指稱侵犯版權提出起訴。基本上已背書之傳訊令狀其後已送達香港附屬公司，惟申索陳述書於截至該等財務報表刊發日期尚未送達，香港附屬公司繼續拒絕承擔上述申索之任何責任。本集團已委聘外界律師就有關索償提出抗辯，董事將繼續向本集團之外界律師尋求意見。因此於二零一七年三月三十一日並無就有關申索計提撥備。

28. 重大關聯人士交易

除該等財務報表其他地方所披露之交易及結餘外，本集團訂立下列重大關聯人士之交易：

(a) 與關聯公司之交易

投資物業之租金收入	Rental income from investment properties
董事宿舍之租金開支	Rental expense for director's quarters
員工宿舍之租金開支	Rental expense for staff quarter
零售店舖及辦公室之租金開支	Rental expense for a retail store and office space
服務費收入	Service fee income
服務費開支	Service fee expense
向合營公司購買時尚服飾及配飾	Purchase of fashion apparels and accessories from a joint venture
購買化妝品	Purchase of cosmetic goods
購買樣本	Purchase of samples
出售時尚服飾及配飾予合營公司	Sales of fashion apparels and accessories to a joint venture

27. CONTINGENT LIABILITIES

In October 2015, a subsidiary of the group in Hong Kong (the "Hong Kong Subsidiary") received a notice that it was being sued by a fabric manufacturer under a writ of summons in the High Court of the Hong Kong Special Administrative Region in respect of alleged infringement of copyright. The generally indorsed writ of summons was subsequently served on the Hong Kong Subsidiary but the statement of claim has not yet been served up to the date of issue of these financial statements and the Hong Kong Subsidiary continues to deny any liability in respect of the above claim. An external counsel has been engaged to defend the said claim and the directors will continue to seek advice from the group's external counsel. No provision has therefore been made in respect of this claim as at 31 March 2017.

28. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the group entered into the following material related party transactions:

(a) Transactions with related companies

	二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
	575	408
	–	532
	1,200	600
	506	572
	929	951
	68	42
	140	80
	79	341
	–	9
	1,797	564

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

28. 重大關聯人士交易 (續)

(a) 與關聯公司之交易 (續)

與關聯公司訂立之租金收入、租金開支、服務費收入、服務費開支以及買賣乃按訂約方相互同意之條款釐定。

(b) 主要管理人員酬金

主要管理人員酬金 (包括附註7所披露支付予本公司執行董事之數額) 如下：

28. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related companies (continued)

Rental income, rental expense, service fee income, service fee expense, purchase and sales with related companies were at terms mutually agreed by the parties concerned.

(b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the company's executive directors as disclosed in note 7, is as follows:

		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000
短期僱員福利	Short-term employee benefits	11,754	13,710
離職後僱員福利	Post-employment benefits	54	81
		11,808	13,791

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

29. 公司層面之財務狀況表

29. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

		二零一七年 2017		二零一六年 2016	
		千元 \$'000	千元 \$'000	千元 \$'000	千元 \$'000
非流動資產	Non-current assets				
於附屬公司之權益	Interest in subsidiaries		285,494		283,193
流動資產	Current assets				
其他應收款	Other receivables	10,166		14,749	
現金及銀行存款	Cash and bank deposits	245		465	
		10,411		15,214	
流動負債	Current liabilities				
其他應付款	Other payables	1,361		1,454	
流動資產淨值	Net current assets		9,050		13,760
資產淨值	NET ASSETS		294,544		296,953
資本及儲備	CAPITAL AND RESERVES				
股本	Share capital		2,880		2,880
儲備	Reserves		291,664		294,073
股東權益總額	TOTAL EQUITY		294,544		296,953

財務報表附註

Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

161

30. 報告期後事項

於二零一七年五月，本集團於香港一家附屬公司接獲通知，其被一名業主根據香港特別行政區地區法院頒佈之傳訊令狀就違反租賃協議提出起訴。業主提出索償約789,000元。於該等財務報表日期，並無就有關索償作出撥備。根據現時可取得之資料，本集團認為有關法律訴訟不可能對本集團構成任何重大經濟利益流出。

31. 直接及最終控股方

於二零一七年三月三十一日，董事認為本集團之直接母公司及最終控股方為Super Result Consultants Limited，一家於英屬維爾京群島註冊成立之公司。該公司並無編製可供公開發佈之財務報表。

30. EVENT AFTER THE END OF THE REPORTING PERIOD

In May 2017, a subsidiary of the group in Hong Kong received a notice that it was being sued by a landlord under a writ of summons in the District Court of the Hong Kong Special Administrative Region in respect of breaching a tenancy agreement. The landlord made a claim of approximately \$789,000. As at the date of these financial statements, no provision for this claim has been made. On the basis of currently available information, the group considered that the legal proceedings are unlikely to result in any material outflow of economic benefits from the group.

31. IMMEDIATE AND ULTIMATE CONTROLLING PARTIES

At 31 March 2017, the directors consider the immediate parent and ultimate controlling party of the group to be Super Result Consultants Limited, which is incorporated in the British Virgin Islands. This entity does not produce financial statements available for public use.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

32. 截至二零一七年三月三十一日止年度已頒佈但並未生效之修訂、新增準則及詮釋之可能影響

直至該等財務報表刊發日期，香港會計師公會已頒佈多項修訂及多項新增準則，該等修訂及新增準則於截至二零一七年三月三十一日止年度仍未生效，且仍未在該等財務報表採納。該等包括以下之修訂及新增準則可能與本集團有關：

32. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2017

Up to the date of issue of these financial statements, the HKICPA has issued a number of amendments and new standards which are not yet effective for the year ended 31 March 2017 and which have not been adopted in these financial statements. These include the following which may be relevant to the group:

於下列日期
或之後開始之
會計期間生效
Effective for
accounting periods
beginning on or after

《香港會計準則》第7號之修訂本「現金流量表：披露計劃」 Amendments to HKAS 7, <i>Statement of cash flows: Disclosure initiative</i>	二零一七年一月一日 1 January 2017
《香港會計準則》第12號之修訂本「所得稅：就未變現虧損確認遞延稅項資產」 Amendments to HKAS 12, <i>Income taxes: Recognition of deferred tax assets for unrealised losses</i>	二零一七年一月一日 1 January 2017
《香港財務報告準則》第9號「金融工具」 HKFRS 9, <i>Financial instruments</i>	二零一八年一月一日 1 January 2018
《香港財務報告準則》第15號「來自客戶合約之收益」 HKFRS 15, <i>Revenue from contracts with customers</i>	二零一八年一月一日 1 January 2018
《香港財務報告準則》第16號「租賃」 HKFRS 16, <i>Leases</i>	二零一九年一月一日 1 January 2019

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

32. 截至二零一七年三月三十一日止年度已頒佈但並未生效之修訂、新增準則及詮釋之可能影響 (續)

本集團正在評估該等修訂及新訂準則於初次應用期間預期產生之影響。迄今為止，本集團已發現新準則的部分方面可能對綜合財務報表造成重大影響。預期影響的進一步詳情討論如下。由於本集團尚未完成評估，可能適時發現進一步影響。在釐定是否於生效日期前採納任何該等新規定、採用何種過渡方法及新準則是否允許其他方法時，將考慮該等進一步影響。

《香港財務報告準則》第16號「租賃」

誠如附註1(h)所披露，本集團現時將租賃分類為融資租賃及經營租賃，並根據租賃分類對租賃分別進行列賬。本集團作為出租人訂立部分租約，並作為承租人訂立其他租約。

32. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2017

(continued)

The group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far the group has identified some aspects of the new standards which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below. As the group has not completed its assessment, further impacts may be identified in due course and will be taken into consideration when determining whether to adopt any of these new requirements before their effective date and which transitional approach to take, where there are alternative approaches allowed under the new standards.

HKFRS 16, *Leases*

As disclosed in note 1(h), currently the group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The group enters into some leases as the lessor and others as the lessee.

財務報表附註 Notes to the Financial Statements

(以港幣列示) (Expressed in Hong Kong dollars)

32. 截至二零一七年三月三十一日止年度已頒佈但並未生效之修訂、新增準則及詮釋之可能影響 (續)

《香港財務報告準則》第16號「租賃」(續)

預期香港財務報告準則第16號將不會大幅影響出租人根據租約將彼等權利及義務入賬的方式。然而，一旦採納香港財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受可行權宜方法的規限，承租人將按與現有融資租賃會計處理方法類似的方式將所有租約入賬，即於租約開始日期，承租人將按日後最低租賃付款的現值確認及計量租賃負債，及將確認相應的「使用權」資產。於初始確認該資產及負債後，承租人將確認租賃負債結餘所產生的利息開支及使用權資產折舊，而非根據現有政策於租期內按系統基準確認根據經營租賃所產生的租賃開支。作為一項可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃（即租期為12個月或以下）及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內按系統基準確認。

香港財務報告準則第16號主要將影響本集團作為承租人承租目前分類為經營租賃的物業、廠房及設備的會計處理方法。預計新會計模式的應用將導致資產及負債增加，並將於租賃期間影響於損益表確認開支的時間。誠如附註26(b)所披露，於二零一七年三月三十一日，本集團根據不可撤銷經營租賃就物業的未來最低租賃付款154,020,000元，大部分須於報告日期後一至五年期間付款。因此，一旦採納香港財務報告準則第16號，部分該等金額可能需確認為租賃負債，並確認相應的使用權資產。本集團將需要進行更加詳細的分析，以確定採納香港財務報告準則第16號後經營租賃承擔所產生的新資產及負債，當中須考慮可行權宜方法的適用性，並就現時與採納香港財務報告準則第16號時之間訂立或終止的任何租約以及貼現影響作出調整。

32. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2017

(continued)

HKFRS 16, *Leases* (continued)

HKFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once HKFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

HKFRS 16 will primarily affect the group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. As disclosed in note 26(b), at 31 March 2017 the group's future minimum lease payments under non-cancellable operating leases amount to \$154,020,000 for properties, a significant portion of which is payable between 1 and 5 years after the reporting date. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once HKFRS 16 is adopted. The group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of HKFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of HKFRS 16 and the effects of discounting.

持作投資物業
Properties Held for Investment

165

	地址 Address	現有用途 Existing use	租期 Lease term
(a)	香港 北角 天后廟道14號 寶明閣 地下D號舖	店舖	短期租賃
(a)	Shop D on G/F Bo Ming Court 14 Tin Hau Temple Road North Point Hong Kong	Shop	Short lease
(b)	香港 北角 健康東街39號 柯達大廈第二期 13樓6號室部份	辦公室	長期租賃
(b)	Part of Workshop No. 6, 13th Floor Kodak House II 39 Healthy Street East North Point Hong Kong	Office	Long lease
(c)	香港 香港仔 田灣海傍道7號 興偉中心 26樓部份	倉庫	中期租賃
(c)	Part of 26th Floor Hing Wai Centre No. 7 Tin Wan Praya Road Aberdeen Hong Kong	Warehouse	Medium-term lease

持作投資物業 Properties Held for Investment

	地址 Address	現有用途 Existing use	租期 Lease term
(d)	香港 九龍 大角咀 通州街81-87號 金堡工業大廈 8樓A及B室	倉庫	中期租賃
(d)	Factory Units A & B on 8th Floor, Island Industrial Building, Nos. 81-87 Tung Chau Street Tai Kok Tsui Kowloon Hong Kong	Warehouse	Medium-term lease
(e)	中國深圳市天安車公廟工業區 天發大廈F1.6座3樓3C及3D室	辦公室	中期租賃
(e)	Units 3C and 3D on 3rd Floor, Tianfa Building F1.6, Tian'an Chegongmiao Industrial Zone, Shenzhen, the PRC	Office	Medium-term lease
(f)	中國深圳市天安車公廟工業區久泰公寓 H2.8座5樓5A5及5A6室、6樓6A5、6A6、6A7及 6A8室以及7樓7A9、7A10、7A11、7A12、 7A13及7A14室	宿舍	中期租賃
(f)	Flats 5A5 and 5A6 on 5th Floor, Flats 6A5, 6A6, 6A7 and 6A8 on 6th Floor and Flats 7A9, 7A10, 7A11, 7A12, 7A13 and 7A14 on 7th Floor, Jiutai Apartment H2.8, Tian'an Chegongmiao Industrial Zone, Shenzhen, the PRC	Quarter	Medium-term lease

集團財務概要 Group Financial Summary

(以港幣列示) (Expressed in Hong Kong dollars)

以下為本集團截至二零一七年三月三十一日止五個年度各年已刊發業績及資產及負債之概要。

The following is a summary of the published results and assets and liabilities of the group for each of the five years ended 31 March 2017.

業績

RESULTS

		截至三月三十一日止年度 Year ended 31 March				
		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000	二零一五年 2015 千元 \$'000	二零一四年 2014 千元 \$'000	二零一三年 2013 千元 \$'000
收益	Revenue	280,397	327,996	419,965	458,677	418,895
經營(虧損)/溢利	(Loss)/profit from operations	(55,135)	(62,308)	6,642	33,054	24,749
融資成本	Finance costs	(185)	(158)	(1)	–	(3)
應佔聯營公司之虧損	Share of loss of an associate	–	(419)	(188)	(219)	(28)
應佔合營公司之(虧損)/溢利	Share of (loss)/profit of a joint venture	(2,632)	(4,087)	505	(1,019)	(327)
土地及建築物及投資物業之估值收益淨額	Net valuation gains on land and buildings and investment properties	10,052	15,558	9,682	1,244	2,360
除稅前(虧損)/溢利	(Loss)/profit before taxation	(47,900)	(51,414)	16,640	33,060	26,751
所得稅	Income tax	(4,578)	(5,101)	(5,309)	(5,137)	(6,722)
年內(虧損)/溢利	(Loss)/profit for the year	(52,478)	(56,515)	11,331	27,923	20,029
下列人士應佔： 本公司權益股東	Attributable to: Equity shareholders of the company	(52,000)	(56,515)	11,331	27,923	20,029
非控股權益	Non-controlling interests	(478)	–	–	–	–
年內(虧損)/溢利	(Loss)/profit for the year	(52,478)	(56,515)	11,331	27,923	20,029
每股(虧損)/盈利	(Loss)/earnings per share					
基本	Basic	\$(0.18)	\$(0.20)	\$0.04	\$0.10	\$0.07
攤薄	Diluted	\$(0.18)	\$(0.20)	\$0.04	\$0.10	\$0.07

集團財務概要 Group Financial Summary

(以港幣列示) (Expressed in Hong Kong dollars)

資產及負債		ASSETS AND LIABILITIES				
		三月三十一日 As at 31 March				
		二零一七年 2017 千元 \$'000	二零一六年 2016 千元 \$'000	二零一五年 2015 千元 \$'000	二零一四年 2014 千元 \$'000	二零一三年 2013 千元 \$'000
物業、廠房及設備	Property, plant and equipment	554,472	536,790	522,076	466,123	449,365
其他資產	Other assets	21,397	23,446	18,888	21,885	15,145
遞延所得稅資產	Deferred tax assets	3,831	6,187	8,375	9,238	7,166
流動資產淨值	Net current assets	104,742	165,768	249,605	295,339	288,857
資產減流動負債總值	Total assets less current liabilities	684,442	732,191	798,944	792,585	760,533
非流動負債	Non-current liabilities	(77,947)	(73,403)	(69,867)	(63,797)	(59,216)
		606,495	658,788	729,077	728,788	701,317
股本	Share capital	2,880	2,880	2,880	2,880	2,880
儲備	Reserves	603,493	655,908	726,197	725,908	698,437
本公司權益股東應佔 總股東權益	Total equity attributable to equity shareholder of the company	606,373	658,788	729,077	728,788	701,317
非控股權益	Non-controlling interests	122	-	-	-	-
總股東權益	TOTAL EQUITY	606,495	658,788	729,077	728,788	701,317

mdms





UNITS 1-5, 11/F, KODAK HOUSE 2,
39 HEALTHY STREET EAST, NORTH POINT, HONG KONG
香港北角健康東街39號柯達大廈二期11樓1-5室
www.moiselle.com.hk

