

ANNUAL

REPORT

2017/18 年報

Bossini International Holdings Limited  
堡獅龍國際集團有限公司

# Financial and operational highlights 財務及營運摘要

## Financial performance 財務表現

	In HK\$m 港幣百萬元 Year ended 30 June 2018 截至二零一八年 六月三十日止年度	In HK\$m 港幣百萬元 Year ended 30 June 2017 截至二零一七年 六月三十日止年度	Change 轉變
Revenue 收益	1,958	2,020	↓ 3%
Gross profit 毛利	1,036	1,023	↑ 1%
Profit/(loss) from operating activities 營運業務溢利/(虧損)	(21)	10	↓ 320%
Profit/(loss) for the year attributable to owners 擁有人應佔年內溢利/(虧損)	(29)	5	↓ 693%
Basic earnings/(loss) per share (in HK cents) 每股基本盈利/(虧損) (港仙)	(1.77)	0.30	↓ 690%
Interim dividend per share (in HK cents) 每股中期股息 (港仙)	1.22	-	n/a 不適用
Special interim dividend per share (in HK cents) 每股特別中期股息 (港仙)	-	1.22	↓ 100%
Final dividend per share (in HK cents) 每股末期股息 (港仙)	1.22	1.22	0%
Special final dividend per share (in HK cents) 每股特別末期股息 (港仙)	-	0.61	↓ 100%
Gross margin (%) 毛利率 (%)	53%	51%	↑ 2% pts 個百分點
Operating margin (%) 營運溢利率 (%)	-1%	0%	↓ 1% pt 個百分點
Net margin (%) 淨溢利率 (%)	-1%	0%	↓ 1% pt 個百分點
EBITDA 未計利息、稅項、折舊及攤銷前盈利	(2)	42	↓ 104%
EBITDA margin (%) 未計利息、稅項、折舊及攤銷前盈利率 (%)	0%	2%	↓ 2% pts 個百分點
Capital expenditure 資本開支	26	17	↑ 53%

## Key financial indicators 主要財務指標

	30 June 2018 二零一八年 六月三十日	30 June 2017 二零一七年 六月三十日	Change 轉變
Inventory turnover* (days) 存貨周轉期* (天)	80	87	↓ 7 days 天
Inventory level (in HK\$m) 存貨水平 (港幣百萬元)	203	239	↓ 15%
Return on equity (%) 股東權益回報率 (%)	-3%	1%	↓ 4% pts 個百分點
Current ratio (times) 流動比率 (倍)	3.10	3.15	↓ 2%
Net cash <sup>†</sup> (in HK\$m) 現金淨額 <sup>†</sup> (港幣百萬元)	341	396	↓ 14%
Total liabilities to equity ratio (%) 總負債對股東權益比率 (%)	29%	29%	0% pt 個百分點

\* Inventory held at year end divided by cost of sales times 365 days 年結日之存貨除以銷售成本乘365天

<sup>†</sup> Time deposits, cash and bank balances less bank borrowings 定期存款和現金及銀行結餘減銀行貸款

## Revenue by geographical market 按區域分類之收益

For the year ended 30 June 2018 截至二零一八年六月三十日止年度



( ) Figures for the year ended 30 June 2017 are shown in brackets 截至二零一七年六月三十日止年度之數字以括號表示

## Global distribution network 全球分銷網絡

	30 June 2018 二零一八年 六月三十日	30 June 2017 二零一七年 六月三十日	Change 轉變
<b>Hong Kong and Macau 香港及澳門</b>			
Directly managed stores 直接管理店舖	40	40	0
<b>Mainland China 中國大陸</b>			
Directly managed stores 直接管理店舖	164	163	↑ 1
Franchised stores 特許經營店舖	0	5	↓ 5
Sub-total 小計	164	168	↓ 4
<b>Taiwan 台灣</b>			
Directly managed stores 直接管理店舖	64	63	↑ 1
<b>Singapore 新加坡</b>			
Directly managed stores 直接管理店舖	16	18	↓ 2
<b>Other countries 其他國家</b>			
Export franchised stores 出口特許經營店舖	654	651	↑ 3
<b>Total 合共</b>			
Directly managed stores 直接管理店舖	284	284	0
Franchised stores 特許經營店舖	654	656	↓ 2
	938	940	↓ 2

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## Our vision is to be the most preferred **EVERYDAY WEAR BRAND**

### 我們的願景 — 成為顧客首選的 日常服飾品牌

Bossini International Holdings Limited (the “Company”; stock code on The Stock Exchange of Hong Kong Limited (“stock code”): 592) and its subsidiaries (the “Group” or “Bossini”) is a renowned apparel brand owner, retailer and franchiser in the region.

Headquartered in Hong Kong, Bossini launched its first retail store in 1987. Over the past three decades, it rapidly established an extensive international operating platform and distribution network that extended to a total of 938 stores worldwide. Among these, the Group operated 284 directly managed stores in Hong Kong and Macau, mainland China, Taiwan and Singapore. As for other overseas markets, the Group cooperated with its business partners to establish a total of 654 export franchised stores in 25 countries, spanning from Southeast Asia, the Middle East, Europe to as far as Central America.

Renowned for its comfortable, easy to mix-and-match, colourful and energetic style, Bossini offers good value for money, casual wear apparel products including men’s, ladies’ and kids’ wear, which are designed to fit a wide range of customer needs.

堡獅龍國際集團有限公司(「本公司」; 香港聯合交易所有限公司之股份代號(「股份代號」): 592)及其附屬公司(「本集團」或「堡獅龍」)是區內馳名的服裝品牌擁有人、零售商和特許經營商。

堡獅龍總部設於香港，自一九八七年開設首間零售店舖以來，經過三十年的迅速發展，已建立了一個龐大的國際營運平台及分銷網絡。本集團全球共設有938間店舖，其中284間位於香港及澳門、中國大陸、台灣及新加坡的零售店舖由本集團直接管理。海外市場方面，本集團與商業夥伴結盟，設有654間出口特許經營店舖，分佈於東南亞、中東、歐洲及遠至中美洲等25個國家。

堡獅龍供應的休閒服產品包括男士、女士及兒童系列，所有產品皆物有所值，產品設計緊貼不同顧客需要，並因其舒適、易於配襯、色彩豐富又充滿活力而享譽各地市場。

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Corporate governance report  
企業管治報告

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Global distribution network  
全球分銷網絡

**Executive directors**

Ms. TSIN Man Kuen Bess (Chairman)  
Mr. MAK Tak Cheong Edmund  
Mr. CHAN Cheuk Him Paul

**執行董事**

錢曼娟女士 (主席)  
麥德昌先生  
陳卓謙先生

**Independent non-executive directors**

Mr. CHEONG Shin Keong  
Ms. LEUNG Mei Han  
Prof. SIN Yat Ming

**獨立非執行董事**

鄭善強先生  
梁美嫻女士  
冼日明教授

**Company secretary**

Ms. WONG Suk May

**公司秘書**

王淑薇女士

**Principal bankers**

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

**主要往來銀行**

中國銀行(香港)有限公司  
花旗銀行(香港)有限公司  
渣打銀行(香港)有限公司  
香港上海滙豐銀行有限公司

**Auditor**

Ernst & Young

**核數師**

安永會計師事務所

**Principal solicitor**

Deacons

**主要律師**

的近律師行

**Principal share registrar and transfer office**

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

**主要股份過戶登記處**

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

**Hong Kong branch share registrar**

Computershare Hong Kong Investor Services Limited  
Shops 1712-6, 17th Floor  
Hopewell Centre  
183 Queen's Road East, Wanchai  
Hong Kong

**香港股份過戶登記分處**

香港中央證券登記有限公司  
香港灣仔皇后大道東183號  
合和中心17樓  
1712-6室

**Registered office**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

**註冊辦事處**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

**Principal office**

2/F, PopOffice  
9 Tong Yin Street  
Tseung Kwan O  
Kowloon  
Hong Kong

**總辦事處**

香港九龍將軍澳  
唐賢街9號  
PopOffice 2樓

**Website**

www.bossini.com

**網址**

www.bossini.com

Dear Shareholders,

The 2017/18 financial year saw a continuation of the gradual strengthening of the global economy that began the previous year, with most major markets making positive progress. Asia in particular reaped the benefits of the global upsurge, with all key markets experiencing increased consumer demand, while the Middle East's improved oil revenue flowed through into stronger consumer spending. Typifying the positive atmosphere, mainland China's healthy economy lifted retail sales and generated an upsurge in mainland China visitors to Hong Kong and Macau, which were also benefitted from better-than-expected growth on mainland China, aided and abetted by solid local employment numbers, income and asset markets, which in turn generated a high level of consumer confidence. Coupled with increased local consumer confidence, this produced a significant lift in consumer spending throughout the Hong Kong and Macau retail business.

The Group's gross profit lifted 1% to HK\$1,036 million in the year under review and gross profit margin climbed 2% points to 53%, although revenue slipped 3% to HK\$1,958 million; the Group's same-store gross profit also recorded 1% growth, with improvement from 3% decline in first half to 5% growth in second half of the financial year. Inventory turnover days was reduced from 87 days to 80 days. Same-store sales slipped across the board with the exception of mainland China and Taiwan, where they grew 6% and 3% respectively. The Group enhanced slightly its international presence for export franchising business with the addition of 3 stores with its geographical footprint across 25 countries. Loss for the year attributable to owners was HK\$29 million, resulting in basic loss per share of HK1.77 cents. Cash and bank balances totalled HK\$341 million as of 30 June 2018. Also, the Group held an investment fund of HK\$230 million and a note receivable of HK\$39 million, leaving the Group well placed to maximise competitive opportunities in the year ahead. The board recommended a final dividend of HK1.22 cents per share.

The Group maintained its long-term focus on brand value, broadening its product offerings by instituting several successful new collections with regional and international licensing partners through the year under review. These included *bossini x Emoji* 《A Day with Emoji》, which included many emojis widely used around the globe on denim jackets, sweatshirts, tunics and pants. A similar collaboration with the popular messaging app LINE resulted in the *bossini x LINE FRIENDS* 《Happy Time with LINE FRIENDS》. LINE FRIENDS characters Brown, Cony and Choco featured on apparel and merchandise designed for men, women and kids. Year of the Dog were celebrated in the *bossini x PEANUT* 《Live Bright》 collection partnered with the PEANUTS. The "Live Bright" Spring 18 collection for men, women and kids featured the cartoon's iconic characters such as Snoopy and the rest of the PEANUTS family. Furthermore, an equally successful initiative saw the Group joined forces with Rilakkuma to launch the perfect summer collection, *bossini x Rilakkuma* 《Relaxing Time with Rilakkuma》, highlighted the bear's lazy, leisure lifestyle along with his friends Korilakkuma, Kiiroitori and Chairaikoguma.

致各位股東：

在二零一七／一八年財政年度，環球經濟延續去年開始的升勢，大部分主要市場的經濟表現正面向好。受惠於環球經濟向上，亞洲地區主要市場的消費需求均有所增加，同時中東地區石油相關收益增加，轉化為較大的消費開支。中國大陸經濟形勢穩健，市場景氣樂觀，零售市道向好，帶動訪港澳旅客人數上升。香港及澳門受惠於中國大陸經濟表現較預期理想，當地就業人數、收入及資產市場表現穩定，提高內地消費者的信心，加上香港及澳門消費者信心上升，帶動其零售業務銷售額大幅上升。

本集團於回顧年內的毛利上升1%至港幣10.36億元，毛利率增加2個百分點至53%，然而收益下跌3%至港幣19.58億元，本集團的同店毛利亦錄得1%增幅，由上半年的3%跌幅改善至財政年度下半年的5%增長，存貨周轉期由87天減少至80天。除中國大陸和台灣同店銷售額分別有6%和3%的升幅外，整體同店銷售額均下跌。本集團進一步拓展出口特許經營業務的國際版圖，新增3家店舖，足跡遍佈25個國家。擁有人應佔年內虧損為港幣2.9千萬元，每股基本虧損為1.77港仙。於二零一八年六月三十日，本集團現金及銀行結餘為港幣3.41億元。同時，本集團持有一項投資基金港幣2.30億元及一項票據為港幣3.9千萬元，令集團處於有利位置以充份把握來年的發展機遇。董事會建議派發末期股息每股1.22港仙。

本集團維持其一貫專注於發展品牌價值的策略，於回顧年內與不同地區及國際授權夥伴合作推出多個成功的全新系列，擴大我們的產品組合。當中包括*bossini x Emoji* 《A Day with Emoji》, 以多個在全球廣泛使用的表情符號為主題，推出牛仔外套、運動衛衣、長身T恤和長褲。本集團亦聯同人氣手機短訊應用程式LINE推出*bossini x LINE FRIENDS* 《Happy Time with LINE FRIENDS》系列，並以LINE FRIENDS的角色包括Brown、Cony及Choco為主題，推出適合男士、女士和兒童的服飾。為慶祝狗年，本集團更特意影拍PEANUTS推出*bossini x PEANUTS* 《Live Bright》系列，將標誌性的史努比及PEANUTS家族成員融入「Live Bright」2018春季系列的男裝、女裝及童裝。此外，本集團亦成功與輕鬆小熊合作，推出*bossini x Rilakkuma* 《Relaxing Time with Rilakkuma》夏季系列，突顯輕鬆小熊的懶洋洋、悠然自在的生活模式，及他的好友小白熊、小雞及茶小熊。

All these co-branded and licensing programmes exemplified and promoted the Group's "be happy" core brand value. The Group will continue to identify and develop similar opportunities for licensed and co-branded collections in order to expand its product line and meet changing consumer demands.

The international outlook remains positive, with most commentators predicting continuing expansion over the next couple of years, albeit at a slower pace. The United States-mainland China trade war are expected to be a threat to the global economy. Anticipated interest rate raises could further curb global growth, but the Asia-Pacific region is expected to maintain its economic vigour. However, growth in mainland China is predicted to ease slightly as the property market cools. The infrastructure investment that has been a major growth driver in mainland China in recent years is also projected to slow further amid tightening monetary conditions and a more rigorous approval process for local government investment. Hong Kong is expected to continue to benefit from continuing asset growth and the full employment that spurs sales. Solid domestic fundamentals should ensure the economy remains in good health, but monetary policy normalisation in the United States may tighten domestic financial conditions. This will be offset to a certain extent by ongoing infrastructure projects that should provide further economic growth.

The Group remains confident, therefore, that it is well placed to maximise its opportunities regardless of the economic climate. We will introduce more functional products to serve a growing number of young adults. We will continue to develop and expand our presence in new markets that offer potential to grow. We will also constantly refine our product fit and grading system to meet the needs and demands of a wider customer segment. Together with the co-branded and licensing programmes, we will constantly review our stores to ensure we maintain the strong market profile that results in increased revenue and profitability. In addition, strengthen ongoing operational efficiencies such as further refinement of the supply chain will provide the foundation for the Group's continued growth and profitability in the year ahead.

We rely on the dedication, commitment and enthusiasm of our professional management and staff, who are the heart and backbone of our business, to thrive and prosper during challenging economic times. They epitomise and display the Group's "be happy" core brand value and culture each and every day in their interactions with our suppliers, partners and customers. We will continue to attract, develop and nurture talented employees, helping them to maximise both their own potential and that of the Group which they represent.

I would also like to take this opportunity to thank all our customers, business partners, and shareholders. They have made Bossini the outstanding organisation that it is today and I look forward to working with you to make a prosperous future.

**TSIN Man Kuen Bess**  
Chairman

Hong Kong  
19 September 2018

集團的所有跨品牌及授權項目有助體現及宣揚本集團「就是快樂」的核心品牌價值。本集團將繼續發掘及拓展跨品牌及授權產品系列的機會，以擴展集團的產品系列及滿足消費者不斷變化的需求。

國際經濟前景仍然樂觀，大多數評論員預計其未來數年將繼續增長，惟增速放緩。預計美國與中國大陸的貿易戰將會威脅全球經濟。預期加息可能進一步抑制全球增長，但亞太地區將保持其經濟活力。然而，隨著房地產市場的降溫，預計中國大陸的經濟增長將略為放緩。由於貨幣政策收緊及地方政府投資的審批程序更為嚴格，預計近年來作為中國大陸主要增長動力的基礎建設投資，亦將進一步放緩。香港預計將繼續受惠於持續的資產增長和充分就業以刺激銷售。穩定的本土基礎因素能確保經濟穩健，然而，美國的貨幣政策正常化可能會收緊國內金融狀況，因而在一定程度上抵銷由基礎設施項目帶動的經濟增長。

本集團仍然有信心於不同的經濟景氣下，把握我們的發展機遇。我們將引入更多功能性產品以攻佔上升的青壯年市場。本集團將繼續發展和擴大具發展潛力的新興市場。為擴闊顧客群，我們定期優化產品尺寸及跳碼系統。除了持續發展跨品牌及授權產品項目，我們亦會不斷檢討店舖表現，以維持集團優越的市場定位，從而增加收益和利潤。此外，為進一步提升營運效率，我們會繼續優化供應鏈，為本集團的未來一年的持續增長和盈利表現奠定基礎。

在充滿挑戰的經濟環境下，業務發展實有賴公司核心骨幹的專業管理層及全體員工的努力和貢獻。他們與供應商、合作夥伴及客戶的互動中，展現「就是快樂」的核心品牌價值及企業文化。我們將會繼續吸納、發展和栽培優秀人才，並幫助他們在個人及集團發展方面取得成功。

本人藉此向各位顧客、業務夥伴及股東表達摯誠謝意，感謝各位令堡獅龍成為傑出的企業，我期待與各位攜手共創更好的未來。

主席  
錢曼娟

香港  
二零一八年九月十九日



## Overview

The global economy continued to strengthen in the first half of 2018, increasing at the fastest rate since 2011. Global economy is expected to grow, largely due to the upward revision of expectations for some of the world's economies. The Asia-Pacific region benefitted from the positive international environment, with steady expansion throughout the region. Mainland China led the charge, with higher-than-expected steady economic growth, helped boost neighbouring economies in Eastern and Southern Asia. The Middle East is looking equally reassuring, with growth predictions revised upwards. The economies of the Middle East are expected to see a recovery in Gross Domestic Product in 2018, following a challenging 2017. Bahrain, Kuwait, Oman, Qatar, Saudi Arabia and the United Arab Emirates are also expanding at a faster pace due to improved oil revenue.

The Hong Kong economy grew in tandem with mainland China. The sustained upturn that began in 2017, driven by increasing external demand as the global economy picked up pace, was mirrored by equally solid domestic demand. Local private consumption expenditure climbed as consumers took advantage of favourable employment, income and asset market conditions. The strong recovery in inbound tourism bolstered by a strengthening global economy offered further impetus.

Downside risks remained, however, notably the protectionist policies espoused by the current United States government is escalating United States-mainland China trade war. Mainland China would be particularly hard hit in this scenario, and the recent fall in the value of Renminbi against the United States dollar and Hong Kong dollar is resulting to make Hong Kong less attractive for mainland China shoppers. These may pose threat to the recovery and negatively affecting Hong Kong's retail industry.

The Group saw mixed fortunes in the year under review. Overall the Group's revenue decreased 3% mainly due to a decrease in sales from the export franchising business and yet gross profit increased 1% and the gross margin climbed 2% points to 53%. The Group's same-store gross profit recorded 1% growth for the year under review, with an improvement from the 3% decline experienced in the first half of the financial year to 5% growth in the second half of the financial year. Mainland China and Taiwan were standout performers in same-store sales, recording 6% and 3% growth for the year respectively. In addition, during the year under review, the Hong Kong export franchising portfolio added 3 new countries in Czech Republic, Laos and Rwanda, with footprint across 25 countries.

## 概覽

二零一八年上半年，環球經濟保持強勢，並錄得自二零一一年以來最快的增速。在部分經濟體的經濟指標獲得上調的支持下，預期環球經濟將會持續增長。受惠於環球經濟的樂觀氣氛，亞太地區的經濟普遍穩定增長。中國大陸經濟穩步增長並高於預期，繼續處於領先地位，有助推動鄰近東南亞國家的經濟增長，中東市場同樣漸見好轉，區內增長預測上調。經歷了充滿挑戰的二零一七年後，預計二零一八年中東地區的國內生產總值將見復蘇。在石油相關收益增加的帶動下，預期巴林、科威特、阿曼、卡塔爾、沙特阿拉伯及阿拉伯聯合酋長國的經濟擴張速度將會加快。

本港經濟伴隨中國大陸一同增長，自二零一七年起本港經濟持續向好，全球經濟改善，帶動本港外需增長，同時刺激本土需求同步增長。受惠於利好的就業環境、收入及資產市場環境，本地個人消費開支攀升。同時，全球經濟增長亦進一步帶動訪港旅遊業的強勁復蘇。

然而，經濟下行的風險仍然存在。當前美國政府內保護主義抬頭，令美國與中國大陸的貿易戰進一步升溫，並將對中國大陸市場造成嚴重打擊，加上近期人民幣兌美元及港元匯率下跌，導致中國大陸旅客訪港的吸引力下降，窒礙本港經濟復蘇的勢頭，對零售市場帶來負面影響。

在回顧年內，集團的表現好壞參半。本集團整體收益下跌3%，主要由於出口特許經營業務銷售額減少所致，毛利則增長1%，毛利率增加2個百分點至53%。集團同店毛利在財政年度上半年錄得3%跌幅後有所改善，並在財政年度下半年錄得5%的增長，回顧年內錄得1%的增幅。當中以中國大陸及台灣市場的同店銷售額表現較為突出，分別錄得年內6%及3%的增長。此外，回顧年內香港出口特許經營業務的版圖增加了捷克共和國、老撾及盧旺達3個國家，令集團足跡遍佈25個國家。

## Financial Performance

During the year under review, the Group recorded revenue of HK\$1,958 million (2017: HK\$2,020 million), which fell by 3%. Gross profit increased by 1% to HK\$1,036 million (2017: HK\$1,023 million), with gross margin rising 2% points to 53% (2017: 51%).

The Group's operating loss for the year under review was HK\$21 million (2017: profit of HK\$10 million), with an operating margin of negative 1% (2017: 0%). Loss attributable to owners was HK\$29 million (2017: profit of HK\$5 million). Basic loss per share amounted to HK1.77 cents (2017: basic earnings per share of HK0.30 cent).

The operating profit from retail business in Hong Kong and Macau, mainland China, Taiwan and Singapore markets recorded improvements during the year under review. Nevertheless, the Group's profit attributable to owners posted a decline mainly due to the foreign exchange fluctuation arising from Renminbi. The decrease in the profit derived from the export franchising business, as a result of the continuously weak and competitive apparel retailing environment, was another reason for the drop.

As of 30 June 2018, the Group's cash and bank balances stood at HK\$341 million (2017: HK\$396 million), with a healthy net cash position of HK\$341 million (2017: HK\$396 million). Also, the Group held an investment fund of HK\$230 million (2017: HK\$233 million) and a note receivable of HK\$39 million (2017: HK\$39 million). The inventory turnover days improved to 80 days (2017: 87 days).

## 財務表現

回顧年內，本集團錄得收益港幣19.58億元（二零一七年：港幣20.20億元），下跌3%。毛利上升1%至港幣10.36億元（二零一七年：港幣10.23億元），毛利率則增加2個百分點至53%（二零一七年：51%）。

本集團於回顧年內的營運虧損為港幣2.1千萬元（二零一七年：港幣1.0千萬元溢利），營運溢利率為負1%（二零一七年：0%）。擁有人應佔虧損為港幣2.9千萬元（二零一七年：港幣5百萬元溢利）。每股基本虧損為1.77港仙（二零一七年：每股基本盈利0.30港仙）。

回顧年內，來自香港及澳門的零售業務、中國大陸、台灣和新加坡市場的營運溢利均錄得改善。雖然如此，集團的擁有人應佔溢利錄得跌幅，主要由於人民幣所帶來的外匯兌換波動。而持續疲弱及競爭激烈的服裝零售市場使出口特許經營業務的溢利減少也是下跌的另一個原因。

於二零一八年六月三十日，本集團現金及銀行結餘為港幣3.41億元（二零一七年：港幣3.96億元），維持穩健的現金淨額港幣3.41億元（二零一七年：港幣3.96億元）。此外，本集團持有一項投資基金港幣2.30億元（二零一七年：港幣2.33億元）及一項票據港幣3.9千萬元（二零一七年：港幣3.9千萬元）。存貨周轉期改善至80天（二零一七年：87天）。



### Operating Efficiencies

During the year under review, the Group has recovered somewhat from the effects of the mainland China government's "one trip per week" policy, which had severely impacted the number of visitors to Hong Kong and Macau market that accounted for more than 50% of the Group's total revenue.

Same-store sales in Hong Kong and Macau and Singapore declined by 2% (2017: 9% decline) and 5% (2017: 11% decline), respectively. Same-store sales in mainland China and Taiwan recorded 6% growth (2017: 5% decline) and 3% growth (2017: 7% decline), respectively. The Group's overall same-store sales slipped by 1% (2017: 8% decline).

Same-store gross profit in Hong Kong and Macau, mainland China and Taiwan grew by 2% (2017: 4% decline), 4% (2017: 4% decline) and 6% (2017: 5% decline), respectively. Singapore recorded 9% decline (2017: 8% decline) for the year under review. The overall same-store gross profit grew by 1% (2017: 5% decline).

As of 30 June 2018, the total net retail floor area for directly managed stores declined slightly to 359,100 sq. ft. (2017: 367,100 sq. ft.). Sales per sq. ft. remained flat at HK\$4,200 (2017: HK\$4,200). The Group's operating expenses for the year under review accounted for 57% (2017: 53%) of the total revenue.

### 營運效益

香港及澳門市場佔本集團的總收益50%以上，中國大陸政府實施的「一週一行」政策一度嚴重影響港澳市場的訪客人數，但本集團於回顧年內已逐漸走出此政策的影響。

香港及澳門和新加坡的同店銷售額分別下降2%（二零一七年：9%跌幅）及5%（二零一七年：11%跌幅）。中國大陸及台灣的同店銷售額分別錄得6%增長（二零一七年：5%跌幅）及3%增長（二零一七年：7%跌幅）。本集團整體同店銷售額下跌1%（二零一七年：8%跌幅）。

於回顧年內，香港及澳門、中國大陸以及台灣的同店毛利分別增長2%（二零一七年：4%跌幅）、4%（二零一七年：4%跌幅）及6%（二零一七年：5%跌幅），新加坡則錄得9%跌幅（二零一七年：8%跌幅）。本集團整體同店毛利增長1%（二零一七年：5%跌幅）。

於二零一八年六月三十日，本集團直接管理店舖的淨零售樓面總面積略減至359,100平方呎（二零一七年：367,100平方呎）。每平方呎銷售額維持港幣4,200元（二零一七年：港幣4,200元）。回顧年內，本集團營運開支佔總收益57%（二零一七年：53%）。

The following table provides a breakdown of the operating expenses of the Group:

下表為本集團營運開支的詳細情況：

### Operating Expenses Analysis

### 營運開支分析

For the year ended 30 June 截至六月三十日止年度					
	2018 二零一八年		2017 二零一七年		Change (%) 轉變(%)
	HK\$ million 港幣百萬元	% of revenue 佔收益百分比	HK\$ million 港幣百萬元	% of revenue 佔收益百分比	
Revenue 收益	1,958	100%	2,020	100%	-3%
Selling and distribution expenses 銷售及分銷開支	801	41%	806	40%	-1%
Administrative expenses 行政開支	238	12%	231	11%	+3%
Other operating expenses 其他營運開支	75	4%	35	2%	+114%
<b>Total operating expenses 總營運開支</b>	<b>1,114</b>	<b>57%</b>	<b>1,072</b>	<b>53%</b>	<b>+4%</b>

## Business Review

### Distribution Network

As of 30 June 2018, the Group had a presence in 29 countries and regions around the world, and had 938 stores (2017: 940) comprised of 284 (2017: 284) directly managed stores and 654 (2017: 656) franchised stores.

The Hong Kong and Macau market remained the Group's core market and major contributor to the Group's total revenue, the number of stores holding steady at 40 (2017: 40).

The export franchising business maintained the Group's focus on developing international markets, with footprint across 25 countries with the addition of operations in Czech Republic, Laos and Rwanda. The total number of stores increased to 654 (2017: 651).

The number of stores in mainland China was 164 (2017: 168), all (2017: 163) of which were directly managed stores with no more (2017: 5) franchised stores. They were strategically located throughout key cities with solid, affluent demographics. During the year under review, the Group continued to refine its market exposure in Taiwan and Singapore, bringing the shop numbers to 64 (2017: 63) and 16 (2017: 18) respectively.

## 業務回顧

### 分銷網絡

於二零一八年六月三十日，本集團業務遍佈全球29個國家和地區，店舖數目為938間(二零一七年：940間)，包括284間(二零一七年：284間)直接管理店舖及654間(二零一七年：656間)特許經營店舖。

香港及澳門市場繼續為本集團的核心市場及主要收益來源。店舖數目維持40間(二零一七年：40間)。

本集團持續拓展國際市場，重點發展出口特許經營業務，足跡遍及25個國家，包括在捷克共和國、老撾及盧旺達新增業務，使店舖總數增至654間(二零一七年：651間)。

中國大陸店舖數目為164間(二零一七年：168間)，當中全部(二零一七年：163間)為直接管理店舖，並無(二零一七年：5間)特許經營店舖。店舖策略性地分佈於人口結構穩定及富裕的主要城市。回顧年內，本集團繼續調整於台灣及新加坡的市場曝光率，店舖數目分別為64間(二零一七：63間)及16間(二零一七年：18間)。

The following is a breakdown of stores by geographical location and store type:

按地域和店舖類型劃分之分佈如下：

	30 June 2018		30 June 2017	
	二零一八年六月三十日		二零一七年六月三十日	
	Directly managed stores 直接管理店舖	Franchised stores 特許經營店舖	Directly managed stores 直接管理店舖	Franchised stores 特許經營店舖
Hong Kong and Macau 香港及澳門	40	–	40	–
Mainland China 中國大陸	164	–	163	5
Taiwan 台灣	64	–	63	–
Singapore 新加坡	16	–	18	–
Other countries and regions 其他國家及地區	–	654	–	651
<b>Total 總計</b>	<b>284</b>	<b>654</b>	<b>284</b>	<b>656</b>

### Marketing and Branding

Marketing and branding are vital to maintain the market profile and the Group continued to concentrate its efforts in this area.

The Group maintained a firm focus on its “be happy” core brand value by continuing to provide quality everyday apparels and associated accessories, while simultaneously developing and organising various initiatives to share the “be happy” brand philosophy with its customers and business partners.

The “be happy” core brand value continued to exemplify the Group’s philosophy, namely to work with its business partners to create and offer quality fashion apparel and related accessories that reflect the lifestyles, aims and aspirations of its customers.

### 市場及品牌推廣

本集團將繼續專注市場及品牌推廣，以維持市場定位。

本集團仍然專注於我們「就是快樂」的核心品牌價值，繼續為顧客提供優質舒適的日常服飾，同時舉辦多項推廣活動，與客戶和業務夥伴分享「就是快樂」的品牌理念。

「就是快樂」的核心品牌價值持續體現本集團的理念，包括與業務夥伴合作創造和提供優質時尚服飾及相關配飾，充分演繹客戶的生活方式、目標及願望。

### Co-branded and Licensed Products

The Group strives to meet the needs and demands of its customers and accordingly develops and regularly releases a wide variety of colourful and exciting co-branded and licensed products. During the year under review, 4 new licensing programmes were launched, namely *bossini x Emoji* 《A Day with Emoji》, *bossini x LINE FRIENDS* 《Happy Time with LINE FRIENDS》, *bossini x PEANUTS* 《Live Bright》 and *bossini x Rilakkuma* 《Relaxing Time with Rilakkuma》.

This year's apparel initiatives included *bossini x Emoji* 《A Day with Emoji》, a comical and whimsical collection found on denim jackets, sweatshirts, tunics and pants that included many emojis widely used around the globe.

The Group also collaborated with LINE to launch *bossini x LINE FRIENDS* 《Happy Time with LINE FRIENDS》 collection. This collection took its inspiration from the popular messaging app LINE. LINE FRIENDS characters including Brown, Cony and Choco featured on apparel and merchandise designed for men, women and kids.

The Group marked the Year of the Dog by partnering with PEANUTS to launch *bossini x PEANUTS* 《Live Bright》 collection that saw the iconic Snoopy character and the rest of the PEANUTS family adorned the "Live Bright" Spring 18 collection for men, women and kids.

Lastly, Bossini collaborated with Rilakkuma to present the *bossini x Rilakkuma* 《Relaxing Time with Rilakkuma》 summer collection that highlighted the bear's lazy, leisure lifestyle and his friends Korilakkuma, Kiiroitori and Chairaikoguma in a colourful array of items for women and little ones.

The Group has become well known for the co-branded and licensed products that set it apart from its competitors and will continue to work closely with successful, high profile characters such as these in order to maintain the strong market visibility that boost the "be happy" core brand value.

### 品牌合作及授權產品

致力為滿足客戶的需求，本集團開發及定期推出多種色彩繽紛且賞心悅目的跨品牌及授權產品。於回顧年內，本集團推出4個新的授權項目，分別為*bossini x Emoji* 《A Day with Emoji》、*bossini x LINE FRIENDS* 《Happy Time with LINE FRIENDS》、*bossini x PEANUTS* 《Live Bright》及*bossini x Rilakkuma* 《Relaxing Time with Rilakkuma》。

今年的服飾系列包括幽默詼諧和異想天開的*bossini x Emoji* 《A Day with Emoji》，以多個在全球廣泛使用的表情符號為主題，推出牛仔外套、運動衛衣、長外套和長褲。

本集團亦聯同LINE推出*bossini x LINE FRIENDS* 《Happy Time with LINE FRIENDS》系列，靈感源於人氣手機短訊應用程式LINE，並以LINE FRIENDS的角色包括Brown、Cony及Choco為主題，推出適合男士、女士和兒童的服飾。

本集團亦因今年為狗年而特意夥拍PEANUTS推出*bossini x PEANUTS* 《Live Bright》系列，將標誌性的史努比及PEANUTS家族成員融入「Live Bright」2018春季系列的男裝、女裝及童裝。

最後，Bossini與輕鬆小熊攜手合作推出*bossini x Rilakkuma* 《Relaxing Time with Rilakkuma》夏季系列，將輕鬆小熊的懶洋洋、悠然自在的生活模式，及他的好友小白熊、小雞及茶小熊，融入色彩豐富專為女士及小朋友而設的產品當中。

本集團以跨品牌及授權產品而馳名，是本集團產品與競爭者有所區別的地方。我們及後將會繼續與成功、高人氣的卡通角色密切合作，以維持本集團於市場上的知名度，從而宣揚「就是快樂」的核心品牌價值。

## Operational Performance by Market

During the year under review, the Group's Hong Kong and Macau segment remained the major source of revenue. The retail and export franchising businesses in Hong Kong and Macau contributed 67% (2017: 69%) of the total revenue. Mainland China contributed 17% (2017: 15%), while Taiwan and Singapore provided 9% (2017: 8%) and 7% (2017: 8%) of the total revenue respectively.

## Hong Kong and Macau

Retail sales value in Hong Kong sustained double-digit growth over a year earlier in June 2018, the value of sales of wearing apparel grew, indicating the rebound of the local apparel retailing sector, as local consumer sentiment stayed favourable amid a tight labour market while visitor arrivals continued to record solid growth.

However, the escalating United States-mainland China trade war and the recent fall in the value of Renminbi against United States dollar and Hong Kong dollar may pose threat to the recovery of Hong Kong retail industry by lowering the revenue generated from mainland China visitors.

During the year under review, revenue in Hong Kong and Macau including the retail and export franchising businesses was HK\$1,304 million (2017: HK\$1,394 million), representing a 6% decline. Same-store sales for directly managed stores fell 2% (2017: 9% decline) while same-store gross profit grew 2% (2017: 4% decline). Total net retail floor area was similar to the previous year at 125,000 sq. ft. (2017: 125,200 sq. ft.), and sales per sq. ft. declined 3% to HK\$7,700 (2017: HK\$7,900). The number of directly managed stores remained constant at 40 (2017: 40). Operating profit was HK\$24 million (2017: HK\$69 million) and the operating margin was 2% (2017: 5%).

The export franchising business added 3 stores in the year under review, boosting the total number of stores to 654 (2017: 651) with footprint across 25 countries as the Group maintained its cautious international expansion programme.

## 按市場劃分之營運表現

於回顧年內，香港及澳門地區市場仍然是本集團主要的收益來源。香港及澳門地區零售及出口特許經營業務佔本集團總收益的67%（二零一七年：69%）；中國大陸市場佔總收益的17%（二零一七年：15%）；台灣及新加坡市場則分別佔總收益的9%（二零一七年：8%）及7%（二零一七年：8%）。

## 香港及澳門

香港勞工市場緊張，本地消費意欲良好，同時訪港旅客人次繼續錄得穩健增長，因此零售業銷貨價值在二零一八年六月份持續有雙位數的按年增長，當中服裝的銷貨價值增長，反映本港服裝零售業正在復蘇。

然而，由於中美貿易戰不斷升級及近期人民幣兌美元及港元價格下跌，來自中國大陸訪港旅客的收益會因而降低，可能對香港零售業的復蘇構成威脅。

於回顧年內，香港及澳門包括零售及出口特許經營業務的收益為港幣13.04億元（二零一七年：港幣13.94億元），跌幅為6%；直接管理店舖的同店銷售額下跌2%（二零一七年：9%跌幅），同店毛利則上升2%（二零一七年：4%跌幅）。淨零售樓面總面積為125,000平方呎（二零一七年：125,200平方呎），與去年相約，每平方呎銷售額下降3%至港幣7,700元（二零一七年：港幣7,900元）。直接管理店舖數目則維持40間（二零一七年：40間）。營運溢利為港幣2.4千萬元（二零一七年：港幣6.9千萬元，營運溢利率則為2%（二零一七年：5%）。

回顧年內，本集團仍會謹慎地拓展國際市場，出口特許經營店舖數目增加3間，總數達654間（二零一七年：651間），足跡遍及25個國家。



## Mainland China

The favourable economic conditions in mainland China resulted in a solid increase in retail sales of consumer goods that looks set to continue as the global economy continues to expand. However, a trade war between mainland China and the United States remains the key risk to deflate economic growth forecast. Growth is expected to slacken slightly as exports ease and infrastructure investment slows amid tightening monetary conditions and more rigorous assessment of local government investment policies.

Revenue in mainland China increased notably during the year under review, rising 11% to HK\$340 million (2017: HK\$307 million). Same-store sales climbed 6% (2017: 5% decline) and same-store gross profit registered a 4% growth (2017: 4% decline). Sales per sq. ft. lifted by 5% to HK\$2,000 (2017: HK\$1,900) while total net retail floor area declined by 2% to 140,700 sq. ft. (2017: 144,300 sq. ft.). There was a total of 164 (2017: 168) stores in mainland China, all (2017: 163) of which were directly managed stores with no more (2017: 5) franchised stores. Operating loss was HK\$30 million (2017: HK\$31 million), and the operating margin was negative 9% (2017: negative 10%).

## Taiwan

During the year under review, the Group's Taiwan operations posted a 3% growth (2017: 7% decline) in same-store sales, with same-store gross profit climbing 6% (2017: 5% decline). Total revenue moved up 5% to HK\$176 million (2017: HK\$167 million). Total net retail floor area slipped 3% to 68,800 sq. ft. (2017: 70,600 sq. ft.) but sales per sq. ft. increased 16% to HK\$2,200 (2017: HK\$1,900). The number of directly managed stores increased to 64 (2017: 63). Operating loss was HK\$12 million (2017: HK\$16 million), and the operating margin was negative 7% (2017: negative 10%).

## 中國大陸

中國大陸良好的經濟條件使消費品零售銷售額穩步上揚，並將在全球經濟持續擴張帶動下延續升勢。然而，中國大陸與美國之間的貿易戰仍然是拖低經濟增長預測的主要風險。由於出口放緩，加上貨幣政策緊縮及地方政府收緊投資政策拖慢了基礎設施投資，預計經濟增長將略為放緩。

在回顧年內，中國大陸市場的收益顯著增長，錄得港幣3.40億元（二零一七年：港幣3.07億元），增幅達11%。同店銷售額上升6%（二零一七年：5%跌幅），同店毛利錄得4%增長（二零一七年：4%跌幅）。每平方呎銷售額提升5%至港幣2,000元（二零一七年：港幣1,900元）。淨零售樓面總面積下降2%至140,700平方呎（二零一七年：144,300平方呎）。中國大陸市場的店舖總數為164間（二零一七年：168間），當中全部（二零一七年：163間）為直接管理店舖，並無（二零一七年：5間）特許經營店舖。營運虧損為港幣3.0千萬元（二零一七年：港幣3.1千萬元），營運溢利率則為負9%（二零一七年：負10%）。

## 台灣

回顧年內，本集團台灣業務的同店銷售額錄得3%升幅（二零一七年：7%跌幅），同店毛利則錄得6%增長（二零一七年：5%跌幅）。總收益上升5%至港幣1.76億元（二零一七年：港幣1.67億元）。淨零售樓面總面積為68,800平方呎（二零一七年：70,600平方呎），下跌3%；然而，每平方呎銷售額增長16%至港幣2,200元（二零一七年：港幣1,900元）。直接管理店舖數目增至64間（二零一七年：63間）。營運虧損為港幣1.2千萬元（二零一七年：港幣1.6千萬元），營運溢利率則為負7%（二零一七年：負10%）。

## Singapore

The revenue of Singapore operations dropped 9% to HK\$138 million (2017: HK\$152 million) during the year under review. Same-store sales registered a 5% decline (2017: 11% decline) compared to last year. Same-store gross profit recorded a 9% decline (2017: 8% decline). Total net retail floor area declined 9% to 24,600 sq. ft. (2017: 27,000 sq. ft.). Sales per sq. ft. increased 2% to HK\$5,500 (2017: HK\$5,400) despite the number of directly managed stores decreased to 16 (2017: 18) in the year under review. The operating loss was HK\$3 million (2017: HK\$12 million) and the operating margin was negative 2% (2017: negative 8%).

## Liquidity and Financial Resources

As of 30 June 2018, the Group remained in a solid financial position with cash and bank balances stood at HK\$341 million (2017: HK\$396 million), resulting in a healthy net cash position of HK\$341 million (2017: HK\$396 million). The current ratio stood at 3.10 times (2017: 3.15 times) with a total liabilities to equity ratio of 29% (2017: 29%). No bank borrowings were recorded (2017: nil) as of 30 June 2018 and the gearing ratio determined by bank borrowings divided by total equity was nil (2017: nil), reflecting a prudent financial strategy and also conscientious risk management. The Group had banking facilities of HK\$498 million (2017: HK\$459 million) of which HK\$20 million (2017: HK\$29 million) had been utilised.

The Group has investments and operations in countries that use currencies other than United States dollar and Hong Kong dollar. As such, the Group is exposed, to a certain extent, to foreign currency risk, which it mitigates by entering into forward currency contracts to reduce exposure to exchange rate fluctuations in material transactions denominated in currencies other than United States dollar and Hong Kong dollar.

As of 30 June 2018, the Group's inventory turnover days<sup>#</sup> was 80 days, compared to 87 days in 2017. The return on equity ratio for the year under review was negative 3% (2017: positive 1%).

<sup>#</sup> *Inventory held at year end divided by cost of sales times 365 days*

## 新加坡

回顧年內，新加坡的收益為港幣1.38億元（二零一七年：港幣1.52億元），下跌9%。同店銷售額按年下跌5%（二零一七年：11%跌幅），同店毛利下跌9%（二零一七年：8%跌幅）。淨零售樓面總面積減少9%至24,600平方呎（二零一七年：27,000平方呎）。儘管直接管理店舖的數目在回顧年內減少至16間（二零一七年：18間），每平方呎銷售額仍上升2%至港幣5,500元（二零一七年：港幣5,400元）。營運虧損為港幣3百萬元（二零一七年：港幣1.2千萬元），營運溢利率為負2%（二零一七年：負8%）。

## 流動資金及財政資源

於二零一八年六月三十日，本集團維持穩健的財務狀況，現金及銀行結餘錄得港幣3.41億元（二零一七年：港幣3.96億元），而現金淨額為港幣3.41億元（二零一七年：港幣3.96億元）。本集團流動比率為3.10倍（二零一七年：3.15倍），總負債對股東權益比率為29%（二零一七年：29%）。於二零一八年六月三十日，本集團並無銀行貸款（二零一七年：無）。資產負債比率為零（二零一七年：零），計算基準為銀行貸款除以總權益，由此反映本集團的審慎財務策略及風險管理。本集團之銀行信貸額為港幣4.98億元（二零一七年：港幣4.59億元），當中港幣2.0千萬元（二零一七年：港幣2.9千萬元）經已動用。

本集團有若干以美元及港幣以外貨幣進行投資及營運。因此本集團在一定程度上承受外幣風險，本集團訂立遠期貨幣合同以減低非美元及港幣計值之重大交易所產生之外匯風險。

於二零一八年六月三十日，本集團存貨周轉期<sup>#</sup>為80天，對比二零一七年的87天。在回顧年內，本集團的股東權益回報率為負3%（二零一七年：正1%）。

<sup>#</sup> *年結日之存貨除以銷售成本乘365天*

### Significant Investment

The Group held an investment fund with an aggregate principal amount of HK\$230 million (2017: HK\$233 million) as of 30 June 2018. Interest income of HK\$7 million (2017: HK\$7 million) and a change in fair value of the investment fund of approximately HK\$4 million loss (2017: approximately HK\$1 million gain) have been included in the consolidated statement of profit or loss and other comprehensive income.

The management intends to hold the investment fund till the date of maturity but global economy volatility, the return of the underlying bonds, depending on the performance of the business sectors, issuers and countries to which the underlying bonds belong to and other external factors may affect their values before maturity.

### Contingent Liabilities

	30 June 2018 二零一八年六月三十日	30 June 2017 二零一七年六月三十日
	HK\$'000 港幣千元	HK\$'000 港幣千元
Bank guarantees given in lieu of utility and property rental deposits 代替水電及租用物業按金之銀行擔保	3,606	3,289

### Human Capital

As of 30 June, 2018, the Group employed 2,100 (2017: 2,100) full-time equivalent employees in Hong Kong and Macau, mainland China, Taiwan and Singapore.

The Group continues to implement its proven policy of recruiting, training and retaining talented employees and providing rewarding careers in a positive and stimulating working environment. All employees benefit from regular training programmes that impart and reinforce the Group's vision, mission and core values, such as the "7 Habits®" courses that reflect the "bossini way" that lies at the heart of our corporate culture.

Employees are also remunerated based on performance and enjoy a wide range of benefits including discretionary bonuses, share options, insurance and retirement schemes.

### 重大投資

於二零一八年六月三十日，本集團持有一項本金總額為港幣2.30億元（二零一七年：港幣2.33億元）的投資基金。回顧年內，本集團於綜合損益及其他全面收益表確認一項港幣7百萬元（二零一七年：港幣7百萬元）利息收入及一項約港幣4百萬元虧損（二零一七年：約港幣1百萬元收益）的投資基金之公平值變動。

本集團之管理層有意持有該項投資基金直至到期日，惟環球經濟波動及相關債券的回報取決於相關債券所屬的業務行業、發行人和國家的表現，其到期前之價值亦可能受到其他外在因素影響。

### 或然負債

### 人力資源

於二零一八年六月三十日，本集團於香港及澳門、中國大陸、台灣及新加坡共聘用相當於2,100名（二零一七年：2,100名）全職員工。

本集團繼續實行之有效的的招聘政策，致力於培育和保留優秀員工，並為他們提供令人愉快的工作環境。所有員工於定期培訓計劃中受益，此等培訓計劃傳授及加強推動本集團的願景、使命和核心價值，如「七個習慣®」課程，該等課程反映了「堡獅龍之道」之企業文化。

我們亦會採用與工作表現掛鉤之薪酬機制，及一系列員工福利包括花紅、購股權計劃、保險及退休計劃。

## Outlook

Global growth is expected to edge down over the next two years, as trade and investment moderate, and financing conditions tighten. Several factors are likely to drag on growth, including rising protectionism, escalating political and trade tensions and waning popular support for global economic integration. The United States-mainland China trade war are expected to be a threat to the global economy.

Economic activity in mainland China remains resilient, although GDP growth is predicted to be moderate as exports ease and investment slows. The infrastructure investment that has been a major growth driver in recent years is projected to moderate further amid tightening financial, housing and fiscal measures. Consumption is currently driving growth on the back of rising real incomes and a low unemployment rate, buoyed by moderating producer price inflation and subdued consumer price inflation. However, the threat of the trade war with the United States, mainland China's growth rate is grinding to a slower pace, as mainland China's export reliance on the United States market is much greater than American dependence on mainland China. Annual gross domestic product growth of mainland China is likely to slow sharply in the next few years.

The Hong Kong economy remains in good health, buoyed by strong domestic fundamentals including steady asset growth, full employment and overall consumer confidence. Growth is expected, with general retail sales continuing to rise. Much of the anticipated growth in retail sales is due to the resurgence in tourist numbers, with visitors from the mainland China comprising majority of the total.

Management remains hopeful on future prospects, but the possibility of definite growth remains unclear given the worsening economic relations between the United States and mainland China that will impact not only the two countries but the rest of the world.

The Group plans to maximise its opportunities in order to expand its market share for young adults by developing and introducing more products with a focus on functionality. Product fit and the grading system will be refined to target a wider customer segment, while the kids' line will be developed further. Supply chain management will also be strengthened to increase operational efficiencies while further expanding the export franchising business which offers potential for future growth. The Group will continue to launch the co-branded and licensing programmes that have proven successful to date, while also implementing cost control initiatives including negotiations for rent reductions and simplifying shop renovations, furniture and fixtures. Finally, the Group is confident that maintaining and increasing the focus on core business while continuing to implement the proven strategy of developing existing and new markets will further enhance the Group's potential and profitability in the years to come.

## 未來展望

隨著貿易與投資放緩及融資條件收緊，預計全球經濟增長將於未來兩年放緩。保護主義抬頭、政治與貿易緊張局勢升級，以及民眾對全球經濟一體化的支持逐漸減弱等因素可能拖慢經濟增長。預期美國與中國大陸的貿易戰將會威脅全球經濟。

中國大陸的國內生產總值在出口及投資放緩下將見平穩增長，但經濟活動仍保持彈性。基礎設施投資近年來雖為主要增長動力，但在金融、房屋及財政措施收緊的影響下，預計將進一步放緩。消費動力則在實際收入增加、失業率下跌、生產者物價通脹放緩及消費者物價通脹疲弱的情況下有所增長。然而，由於中國大陸對美國市場的出口依賴程度大於美國對中國大陸的依賴程度，因此受中美貿易戰威脅下，中國大陸的經濟增長速度有所減慢，未來數年，年度國內生產總值增長可能會大幅放緩。

穩健的本地經濟基礎，包括穩定資產增長、就業情況及整體消費者信心，帶動香港經濟穩健發展。隨著零售銷售額持續上升，預期經濟會有所增長，而零售銷售額增長絕大部分源於訪港旅客人數上升，當中主要為中國大陸的遊客。

管理層對未來前景仍然樂觀，惟鑑於美國與中國大陸經濟關係轉差，除了影響兩國經濟外，更會波及全球其他國家，未來增長增添不明朗因素。

本集團計劃透過研發及引入更多功能性產品，藉此把握商機以擴大青壯年市場份額。我們亦會優化產品尺寸及跳碼系統，以擴闊顧客群，同時亦會進一步拓展童裝市場。我們將致力完善供應鏈管理以提升營運效率。本集團將進一步擴大大具發展潛力的出口特許經營市場。我們亦將繼續推出一貫成績斐然的跨品牌及授權項目，同時實行多項成本控制措施，如協商減低租金、簡化店舖裝修和傢俬及裝置。最後，本集團有信心透過繼續專注於核心業務，同時不斷實施有效策略以發展現有及新興市場，進一步提升本集團於未來數年的發展潛力及利潤。

The Board is committed to maintain a solid and transparent framework of corporate governance for the Company and its subsidiaries and will continue to review its effectiveness.

The Company has adopted the Code Provisions (“Code Provisions”) as stated in the Corporate Governance Code and Corporate Governance Report (“CG Code”) contained in Appendix 14 to the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) as the Corporate Governance Code (“Code”) of the Company. The Board is committed to complying with the Code Provisions as stated in the CG Code to the extent that the directors of the Company (“Directors”) consider it is applicable and practical to the Company.

During the year under review, the Company has complied with the Code Provisions in the CG Code, except for the following deviations:

- The Chairman of the Company is not subject to retirement by rotation. The Board considers that the continuity of the Chairman of the Company and her leadership are crucial in maintaining the stability of the Group’s business operations.

## Board of Directors

### Responsibilities

The overall management of the Company’s business is vested in the Board, which assumes the responsibility for the leadership and control of the Group and is collectively responsible for promoting the business of the Group by directing and supervising the Group’s affairs. All the Directors should make decisions objectively in the best interests of the Company.

The functions of the Board are carried out either directly or through the Board committees. To ensure the Board is in a position to exercise its powers in an informed manner, management provides monthly management accounts and updates to the Directors who also have full and timely access to all relevant information and may take independent professional advice if necessary.

The authorities reserved to the Audit Committee, Remuneration Committee, Nomination Committee and Management Committee are more particularly discussed below.

董事局致力為本公司及其附屬公司維持穩健及具透明度之企業管治框架，並將繼續評估其成效。

本公司已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所列載企業管治守則及企業管治報告（「企業管治守則」）內的守則條文（「守則條文」），作為本公司的公司管治守則（「守則」）。董事局承諾，在本公司董事（「董事」）認為適用於本公司及切實可行的前提下，嚴格遵從企業管治守則所載的守則條文行事。

於回顧年度內，本公司已遵守企業管治守則內的守則條文，惟下列之偏離事項除外：

- 本公司之主席並不受輪值退任的規定所規限。董事局認為本公司主席的持續性及彼之領導，乃維持本集團業務穩定的關鍵要素。

## 董事局

### 責任

董事局負責整體管理本公司的業務，其中肩負著領導及監控本集團的責任，並共同承擔指導及監督本集團事務的責任，推動本集團之業務。全體董事應以本公司的最佳利益為依歸，客觀地作出決策。

董事局直接或透過董事委員會履行職務。為確保董事局在知情的情況下行使其職權，管理層每月向董事提供管理賬目及更新資料，而董事亦獲提供所有全面及適時的相關資料，並可於有需要時諮詢獨立專業意見。

審核委員會、薪酬委員會、提名委員會及管理委員會的權力於下文詳述。

## Board composition

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

The Board currently comprises 6 Directors in total, with 3 Executive Directors and 3 Independent Non-executive Directors (“INED”) whose biographical details are set out in “Directors’ profiles” section on pages 38 to 39 and are posted on the Company’s website at [www.bossini.com](http://www.bossini.com). The Directors during the year under review and up to the date of this report were as follows:

### Executive Directors

Ms. TSIN Man Kuen Bess (Chairman)  
Mr. MAK Tak Cheong Edmund (Chief Executive Officer)  
Mr. CHAN Cheuk Him Paul

### Independent Non-executive Directors

Mr. CHEONG Shin Keong (appointed on 20 September 2017)  
Dr. LEE Man Chun Raymond (retired on 14 November 2017)  
Ms. LEUNG Mei Han  
Prof. SIN Yat Ming

## 董事局組成

董事局的組成體現本公司有效領導及獨立決策所需適當之技巧及經驗。

董事局目前合共由六位董事組成，包括三位執行董事及三位獨立非執行董事（「獨立非執行董事」），各董事之簡歷已詳載於第38至39頁之「董事簡介」及公司網站[www.bossini.com](http://www.bossini.com)。以下為於回顧年度內並截至本報告日期止的董事：

### 執行董事

錢曼娟女士（主席）  
麥德昌先生（行政總裁）  
陳卓謙先生

### 獨立非執行董事

鄭善強先生（於二零一七年九月二十日獲委任）  
李文俊博士（於二零一七年十一月十四日退任）  
梁美嫻女士  
冼日明教授



For the year ended 30 June 2018, the Company had 4 Board committees. The table below provides membership information of these committees on which each Director serves.

截至二零一八年六月三十日止年度，本公司設有四個董事委員會。下表提供各董事局成員在這些委員會中所擔任的職位。

Name of Directors 董事姓名	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Management Committee 管理委員會
Ms. TSIN Man Kuen Bess 錢曼娟女士	–	M	C	C
Mr. MAK Tak Cheong Edmund 麥德昌先生	–	–	M	M
Mr. CHAN Cheuk Him Paul 陳卓謙先生	–	–	–	M
Mr. CHEONG Shin Keong 鄭善強先生	M	M	M	–
Ms. LEUNG Mei Han 梁美嫻女士	C	C	M	–
Prof. SIN Yat Ming 冼日明教授	M	M	M	–

Notes:

C Chairman of the relevant Board committees

M Member of the relevant Board committees

附註：

C 有關董事委員會的主席

M 有關董事委員會的成員

The Directors had no financial, business, family or other material or relevant relationship with each other at 30 June 2018.

於二零一八年六月三十日，董事之間並無財政、業務、家屬或其他重要或相關之關係。

### Independent Non-executive Directors

During the year under review, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least 3 INEDs with at least 1 INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

### 獨立非執行董事

於回顧年度內，有關委任最少三位獨立非執行董事，而其中最少一位獨立非執行董事須具備合適的專業資格，或會計或相關的財務管理專業知識之上市規則，董事局於任何時間均符合此規則之要求。

The Company has received written annual confirmation from each INED of his independence pursuant to Rule 3.13 of the Listing Rules. All INEDs are also members of the Company's Audit Committee, Remuneration Committee and Nomination Committee. These INEDs are high calibre executives who bring a diversified range of expertise and serve the crucial function of providing checks and balances for safeguarding the interests of shareholders of the Company (the "Shareholders") and the Group as a whole.

本公司已接到各獨立非執行董事的書面年度確認書，確認彼等均符合上市規則第3.13條所述之獨立性。全體獨立非執行董事同時亦為本公司審核委員會、薪酬委員會及提名委員會成員。這些獨立非執行董事皆為優秀的行政人員，他們具備多方面的專業知識，可為本集團提供足夠的審核和制衡，以維護本公司股東（「股東」）及本集團的整體利益。

All INEDs of the Company are appointed for specific terms, their length of service with the Company is 1 year from the dates of their appointments which will be automatically renewed unless early termination by either party serving not less than 3 months prior written notice or upon mutual consent on short notice. They are subject to retirement by rotation and re-election at annual general meetings of the Company (“AGM”) in accordance with the Bye-Laws of the Company.

### Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer are separated. Currently, Ms. TSIN Man Kuen Bess is the Chairman and Mr. MAK Tak Cheong Edmund is the Chief Executive Officer. The positions of Chairman and the Chief Executive Officer are held by separate individuals in order to preserve independence and a balance of views and judgement.

The responsibilities of the Chairman and the Chief Executive Officer are clearly defined and set out in writing. The Chairman is responsible for the overall direction of the Group. Supported by the other Executive Director and senior management, the Chief Executive Officer is responsible for the overall management and strategic planning of the Group.

### Appointment and Re-election of Directors

The Company has established the Nomination Committee with specific written terms of reference. For appointment of a new Director, the background, experience, professional skills, availability to commit to the affairs of the Company and, in case of INED, the independence requirements set out in the Listing Rules, of the potential appointee will be taken into consideration.

本公司所有獨立非執行董事均有指定委任年期，他們的服務年期均由他們獲委任日期起計為期一年，除非任何一方給予不少於三個月的事先書面通知或經雙方同意提早終止，否則將自動續期。根據本公司的章程細則，他們須於本公司的股東週年大會（「股東週年大會」）上輪值退任及膺選連任。

### 主席及行政總裁

主席及行政總裁為獨立之職務。目前，錢曼娟女士為主席而麥德昌先生為行政總裁。主席及行政總裁乃由不同人士擔任，以保持獨立性，並使觀點與判斷得以平衡。

本公司已明確界定主席與行政總裁各自的責任並已書面載列。主席負責本集團之整體方向，行政總裁在其他執行董事及高級管理層的支持下，負責本集團之整體管理及策略規劃工作。

### 董事的委任及重選

本公司已成立提名委員會，並書面制定其職權範圍。在挑選一個合適的新董事時，會考慮其背景、經驗、專業技巧及於本公司之供職時間，至於獨立非執行董事，則需符合於上市規則內所轉載之獨立性要求。

Pursuant to the Bye-Laws of the Company, all newly appointed Directors shall hold office until the next AGM and shall then be eligible for re-election. At each AGM, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director, save any Director holding office as Chairman or Managing Director, including those appointed for a specific term shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall be determined by lot, unless they otherwise agree between themselves. The retiring Directors shall be eligible for re-election.

The Chairman of the Company is not subject to retirement by rotation. The Board considers that the continuity of the Chairman of the Company and her leadership is crucial in maintaining the stability of the Group's business operations.

The Company's circular to be dispatched to Shareholders on or about 10 October 2018 will contain detailed information of the Directors standing for re-election.

### Training for Directors

Each newly appointed Director receives comprehensive, formal and tailored induction on his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expense whenever necessary.

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the legislative and regulatory environments to the Directors at regular Board meetings.

The Directors are committed to complying with Code Provision A.6.5 of the CG Code on Directors' training. All Directors have participated in continuous professional development to develop and refresh their knowledge and skills and provided a record of training they received for the year ended 30 June 2018 to the Company.

根據本公司的章程細則，每名獲董事局委任的新董事，他們的任期將直至下屆股東週年大會為止，並符合資格膺選連任。於每屆股東週年大會上，當時三分之一或如董事局人數並非三或三的倍數，則最接近但不超過三分之一的董事（擔任主席或董事總經理之董事除外）須輪值退任，惟每位董事包括有指定任期之董事須最少每三年輪值退任一次。每年須告退之董事應包括自上次獲推選或獲委任以來任期最長之董事，惟倘超過一名董事乃於同日成為董事，則以抽籤決定須退任之董事（彼等另行達成協議則另當別論）。退任董事可獲重選連任。

本公司的主席並不受輪值退任的規定所規限。董事局認為本公司主席的持續性及其領導，乃維持本集團業務穩定的關鍵要素。

本公司將於二零一八年十月十日或該日前後寄發予股東的通函將載有關膺選連任董事的詳情。

### 董事培訓

各新委任董事獲委任時均會獲得一項全面、正規及切合個人需要的入職指引，以確保彼對本集團業務及運作有恰當的了解，並全面知悉其根據上市規則及有關法例規定下之職責及責任。在有需要時，本公司亦會安排向董事提供持續簡介及專業發展，費用由本公司承擔。

本公司就本集團業務發展及立法及監管環境之變動，於定期的董事局會議內向董事提供定期更新及呈列。

董事承諾遵守企業管治守則有關董事培訓之守則條文第A.6.5條，截至二零一八年六月三十日止年度，全體董事均有參與發展及更新彼等知識及技能之持續專業發展，並已向本公司提供彼等所接受培訓之記錄。

The individual training record of each Director received for the year ended 30 June 2018 is summarised below:

各董事於截至二零一八年六月三十日止年度所接受培訓之個別記錄概述如下：

Name of Directors 董事姓名	Reading regulatory updates 閱讀監管規定的更新資料	Visiting senior management of other companies/institutions and company's facilities 探訪其他公司／機構的 高級管理層及公司設施	Attending internal briefing sessions (including delivery of speeches) 出席內部的簡報會(包括提供演說)	Attending seminars/forums/ workshops/conferences relevant to the business or directors' duties 出席有關業務或董事職責的 研討會／論壇／工作坊／會議
Ms. TSIN Man Kuen Bess 錢曼娟女士	✓	-	✓	-
Mr. MAK Tak Cheong Edmund 麥德昌先生	✓	✓	✓	✓
Mr. CHAN Cheuk Him Paul 陳卓謙先生	✓	✓	✓	✓
Mr. CHEONG Shin Keong 鄭善強先生	✓	-	✓	-
Ms. LEUNG Mei Han 梁美嫻女士	✓	-	✓	✓
Prof. SIN Yat Ming 冼日明教授	✓	-	✓	-

### Directors' Attendance and Time Commitments

For the year ended 30 June 2018, the Board met 8 times including for considering and approving the audited annual results for the year ended 30 June 2017, unaudited results for the 6 months ended 31 December 2017, continuing connected transactions, and budget of the Group for the year ending 30 June 2019. At these board meetings, the Board also reviewed and discussed the Group's business updates and strategies.

### 董事之出席率及所付出時間

截至二零一八年六月三十日止年度，董事局已舉行八次會議，主要考慮及批准截至二零一七年六月三十日止年度的經審核全年業績、截至二零一七年十二月三十一日止六個月的未經審核業績、持續關連交易及本集團截至二零一九年六月三十日止年度的財務預算。於該等董事局會議上，董事局亦檢討及討論本集團的業務進展及策略。

The individual attendance record of each Director at the meetings of the Board, Audit Committee, Remuneration Committee, Nomination Committee and Annual General Meeting for the year ended 30 June 2018 is set out below:

各董事於截至二零一八年六月三十日止年度的董事局、審核委員會、薪酬委員會、提名委員會會議及股東週年大會之出席率載列如下：

Name of Directors 董事姓名	Number of meetings attended/held 出席率／會議次數				
	Board Meeting 董事局會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	Annual General Meeting 股東週年大會
<b>Executive Directors 執行董事</b>					
Ms. TSIN Man Kuen Bess 錢曼娟女士	8/8	N/A	2/2	1/1	1/1
Mr. MAK Tak Cheong Edmund 麥德昌先生	8/8	N/A	N/A	1/1	1/1
Mr. CHAN Cheuk Him Paul 陳卓謙先生	8/8	N/A	N/A	N/A	1/1
<b>Independent Non-executive Directors 獨立非執行董事</b>					
Mr. CHEONG Shin Keong (appointed on 20 September 2017) 鄭善強先生(於二零一七年九月二十日獲委任)	4/5	1/1	1/1	0/0	1/1
Dr. LEE Man Chun Raymond (retired on 14 November 2017) 李文俊博士(於二零一七年十一月十四日退任)	2/3	0/1	1/1	0/1	1/1
Ms. LEUNG Mei Han 梁美嫻女士	8/8	2/2	2/2	1/1	1/1
Prof. SIN Yat Ming 冼日明教授	8/8	2/2	2/2	1/1	1/1

The Chairman of the Board, Chairman of the Audit Committee, Chairman of the Remuneration Committee, Chairman of the Nomination Committee and the Company's external auditor attended the 2017 annual general meeting and were available to answer questions.

董事局主席、審核委員會主席、薪酬委員會主席、提名委員會主席及本公司外聘核數師均有出席二零一七年股東週年大會回答提問。

### Practices and conduct of meetings

Notices of regular Board meetings are served to all Directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

### 會議常規及守則

董事局定期會議的通告均在會議舉行前至少十四天向全體董事發出。至於其他董事局及委員會會議通告，則一般於合理的時間內發出。

Board papers together with all appropriate, complete and reliable information are generally sent to all Directors at least 3 days before each Board meeting or committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

董事局文件連同所有適當、完整及可靠的資料一般於各董事局或委員會會議舉行前至少三天向全體董事發出，致使董事能了解本公司最近期的發展及財務狀況，因而在知情下作出決定。

The Board meets regularly at least 4 times every year. The Directors participated in person or through electronic means of communication. Regular Board meetings are scheduled in the prior year to provide sufficient notice to the Directors and facilitate the maximum attendance of the Directors. The Board members are given an opportunity to include additional matters for discussion and are supplied with relevant information by the senior management and reports relating to the Group's operational and financial performance before the scheduled Board meetings in a timely manner.

Draft and final versions of minutes of Board and Committee meetings will be sent to all Directors or Committee members for their comments and records respectively. The Board members can seek independent professional advice in performing their duties at the Group's expense, if necessary.

If a Director has a conflict of interest in a transaction to be considered by the Board and the Board has determined this interest to be material, the individual is required to declare his interest and to abstain from voting. At least 1 INED who has no material interest in the transaction shall be present at the full Board meeting approving such transaction.

## Board Committees

The Company currently have 4 committees, namely, the Audit Committee, Remuneration Committee, Nomination Committee and Management Committee, for overseeing particular aspects of the Company's affairs. Terms of reference of the Audit Committee, Remuneration Committee and Nomination Committee are available on the Stock Exchange's website and the Company's website at [www.bossini.com](http://www.bossini.com). The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense. The attendance of individual committee members is set out hereinabove.

## Audit Committee

The Audit Committee plays a vital role in corporate governance of the Group. For the year ended 30 June 2018, it comprised 3 INEDs, namely Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming. Ms. Leung, who has professional qualifications in accounting and financial management expertise, is the Chairman of the Audit Committee. No member of the Audit Committee is a former partner of the Company's existing external auditors. The Audit Committee is provided with sufficient resources, including the advice of external auditors and Internal Audit Department to discharge its duties. The Audit Committee has reviewed the consolidated financial results for the year ended 30 June 2018.

董事局一年最少召開四次全體會議，董事皆親身出席或透過電子通訊方式參與。定期董事局會議的時間表於上個年度已經制訂，務求向董事提供足夠的通知，以達致最高的出席率。在召開定期董事局會議前，各董事均有機會提出商討事項列入會議議程並適時獲發由高級管理層提供的有關資料和本集團營運及財務表現的報告。

董事局會議及董事局委員會會議紀錄之初稿及最後定稿分別發送予董事或委員會會員，以表達意見及紀錄之用。在有需要時，董事局成員可諮詢獨立專業意見以履行他們的職務，費用由本集團支付。

若有董事在董事局將予考慮的交易或建議中存有利益衝突，而董事局認為屬重大的利益衝突，涉及的董事須申報利益，並須放棄投票。有關事項須經董事局全體會議考慮，會上必須有最少一位於交易中不存在重大利益的獨立非執行董事出席。

## 董事委員會

為監督本公司個別方面的事務，本公司現時設有四個委員會，即審核委員會、薪酬委員會、提名委員會及管理委員會。審核委員會、薪酬委員會及提名委員會的職權範圍登載於聯交所網站及本公司網站 [www.bossini.com](http://www.bossini.com)，以供參考。董事委員會具備充足的資源履行其職責，並在恰當的情況下，可應合理的情況下尋求獨立專業的意見，費用由本公司支付。各委員會成員的出席情況已載於上文。

## 審核委員會

審核委員會在本集團企業管治方面的工作中扮演一個非常重要的角色。截至二零一八年六月三十日止年度由三名獨立非執行董事鄭善強先生、梁美嫻女士及冼日明教授所組成。梁女士是審核委員會的主席，她在會計及財務管理方面具有專業資格及知識。概無審核委員會的成員為本公司現時外聘核數師的前任合夥人。本公司已提供充足資源，包括外聘核數師和內部審計部的意見予審核委員會，使委員會能履行其職責。審核委員會已審閱截至二零一八年六月三十日止年度之綜合財務業績。



The major roles and functions of the Audit Committee are set out clearly in the terms of reference which are of no less exacting terms than those set out in the CG Code and are available on the Company's website. The terms of reference for the Audit Committee are also aligned with the guidelines issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

The Audit Committee met 2 times during the year to review the accounting policies and practices adopted by the Group with an Executive Director, senior management and the Company's internal and external auditors. It also discuss matters related to financial reporting, internal controls, risk management, appointment of external auditors and corporate governance. The Audit Committee is also responsible for reviewing the interim and annual results of the Group. The attendance of individual committee members is set out hereinabove.

The major works of the Audit Committee during the year were as follows:

- (a) reviewed the financial results for the year ended 30 June 2017 and interim financial results for the 6 months ended 31 December 2017;
- (b) reviewed the progress report and report on internal audit results and internal controls for the year ended 30 June 2017 and 6 months ended 31 December 2017 prepared by Internal Audit Department respectively; and
- (c) approved and confirmed the annual audit plan for the year ending 30 June 2019 of Internal Audit Department.

The Audit Committee received written confirmation from the external auditor on its independence and objectivity as required by the HKICPA.

審核委員會的主要職責及功能已於職權範圍內明確載列，其內容不比企業管治守則的規定寬鬆，並已於本公司網站上載。審核委員會的職權範圍與香港會計師公會（「香港會計師公會」）頒佈的指引的建議一致。

年內，審核委員會曾召開兩次會議，與執行董事、高級管理人員及公司的內部及外聘核數師一同檢討本集團的會計政策及實務準則，以及討論有關財務報告、內部監控、風險管理、委任外聘核數師及企業管治，審核委員會亦負責審閱本集團的中期及全年業績。各委員會成員的出席情況已載於上文。

審核委員會於年內已完成下列主要工作：

- (a) 審閱截至二零一七年六月三十日止年度的財務業績及截至二零一七年十二月三十一日止六個月的中期財務業績；
- (b) 審閱內部審計部所編製分別截至二零一七年六月三十日止年度及二零一七年十二月三十一日止六個月的進度報告及內部審計結果及內部監控報告；及
- (c) 批准及確認內部審計部截至二零一九年六月三十日止年度的年度審計計劃。

審核委員會已按照香港會計師公會的要求接獲外聘核數師就其獨立性及客觀性而發出的書面確認。

## Remuneration Committee

The Company has established the Remuneration Committee with specific written terms of reference. For the year ended 30 June 2018, the Remuneration Committee consisted of 1 Executive Director and 3 INEDs, namely Ms. TSIN Man Kuen Bess, Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming. Ms. Leung is the Chairman for the Remuneration Committee. The Remuneration Committee is provided with sufficient resources to discharge its duties. The major roles and functions of the Remuneration Committee are set out clearly in the terms of reference which included the duties specified in the CG Code and are available on the Company's website. The attendance of individual committee members is set out hereinabove.

No Director is involved in any decisions as to his own remuneration. The Group's remuneration policy seeks to provide a fair market remuneration so as to attract, retain and motivate high quality staff. The Company adopted Code Provision B.1.2(c)(ii) of the CG Code.

During the year under review, the Remuneration Committee held 2 meetings. The major works of the Remuneration Committee during the year were as follows:

- recommended the proposed adjustments to the remuneration of Executive Directors and their proposed performance bonus;
- recommended the proposed changes to the remuneration packages of INEDs; and
- recommended the remuneration of the new Director.

## Remuneration of Senior Management

The remuneration of the members of the senior management by band for the year ended 30 June 2018 is set out below:

Emolument bands (HK\$)	Number of persons 人數	薪酬組別 (港幣元)
Below \$2,000,000	5	2,000,000元以下
\$2,000,001 to \$2,500,000	2	2,000,001元至2,500,000元
\$2,500,001 to \$3,000,000	1	2,500,001元至3,000,000元

## 薪酬委員會

本公司已成立薪酬委員會，並以書面制定其職權範圍。截至二零一八年六月三十日止年度薪酬委員會由一名執行董事及三名獨立非執行董事組成，分別為錢曼娟女士、鄭善強先生、梁美嫻女士及冼日明教授。梁女士為薪酬委員會主席。薪酬委員會已獲提供足夠資源以履行其職務。薪酬委員會的主要職責及功能已於職權範圍內明確載列，當中包括企業管治守則所特定的職責，並已刊載於本公司網站內。各委員會成員的出席情況已載於上文。

概無董事涉及有關其本身薪酬之任何決定。本集團之薪酬政策致力提供公平之市場薪酬，以吸引、挽留及推動高質素員工。本公司採納企業管治守則所載之守則條文第B.1.2(c)(ii)條。

於回顧年度內，薪酬委員會舉行了兩次會議，薪酬委員會於年內已完成下列主要工作：

- 建議調整執行董事之薪酬及發放其表現花紅；
- 建議調整獨立非執行董事的薪酬待遇；及
- 建議新董事的薪酬。

## 高級管理層薪酬

截至二零一八年六月三十日止年度高級管理層之薪酬組別如下：

Further particulars regarding Directors' remuneration and the five highest paid employees as required to be disclosed pursuant to Appendix 16 to the Listing Rules are set out in notes 8 and 9 to the consolidated financial statements, respectively.

## Nomination Committee

For the year ended 30 June 2018, the Nomination Committee comprised 5 members, the majority of which were INEDs, namely Ms. TSIN Man Kuen Bess (Chairman of the committee), Mr. MAK Tak Cheong Edmund, Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming. The attendance of individual committee members is set out hereinabove.

The main duties of the Nomination Committee include the following:

- (a) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
- (c) review the Board Diversity Policy, as appropriate; and review the objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually;
- (d) assess the independence of INEDs; and
- (e) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate.

根據上市規則附錄16須就董事酬金以及五名最高薪僱員披露之進一步詳情，分別載於綜合財務報表附註8及9。

## 提名委員會

截至二零一八年六月三十日止年度，提名委員會由五位成員組成，分別為錢曼娟女士（委員會主席）、麥德昌先生、鄭善強先生、梁美嫻女士及冼日明教授，大部份成員為獨立非執行董事。各委員會成員的出席情況已載於上文。

提名委員會主要職責包括下列各項：

- (a) 至少每年一次檢討董事局的架構、人數及成員多元化（包括但不限於性別、年齡、文化及教育背景或專業經驗），並就任何為配合本公司的企業策略而擬對董事局作出的變動提出建議；
- (b) 物色具備合適資格可擔任董事局成員的人士，並甄選提名有關人士出任董事或就此向董事局提供意見。委員會物色合適人選時，應考慮有關人選的長處，並以客觀條件充分顧及董事局成員多元化的裨益；
- (c) 在適當情況下檢討董事局成員多元化政策；及檢討董事局為執行董事局成員多元化政策而制定的目標和達標進度；以及每年在企業管治報告內披露檢討結果；
- (d) 評核獨立非執行董事的獨立性；及
- (e) 因應本公司的企業策略及日後需要的技能、知識、經驗及多元化組合，在適當情況下就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事局提出建議。

During the year under review, the Nomination Committee held 1 meeting to review the structure, size and composition of the Board, to assess the independence of the Independent Non-executive Directors and to review the re-appointment of Directors.

### Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

### Management Committee

The Board has delegated to the Management Committee the authority of dealing with the operational matters of the Group, save for those matters which are reserved for the Board's decision and approval pursuant to the written terms of reference, which includes taking in charge of major decision making in relation to the day-to-day business operations of the Company, administering the Company's routine resolutions and dealing with adhoc matters, ensuring adequate funding and reporting periodically to the Board. The Management Committee consists of 3 Executive Directors and assumes full accountability to the Board for all operation of the Group.

### Directors' and Officers' Liabilities Insurance

Appropriate insurance cover for Directors' and officers' liabilities in respect of legal actions against the Directors and officers of the Company and its subsidiaries arising out of corporate activities of the Group has been arranged by the Company.

於回顧年內，提名委員會舉行一次會議，以檢討董事局之架構、人數及組成，檢討獨立非執行董事之獨立性及檢討重新委任董事。

### 董事局成員多元化政策

本公司明白並深信董事局成員多元化對提升公司的表現素質裨益良多。甄選人選時將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。最終將按人選的長處及可為董事局作出的貢獻而作決定。

### 管理委員會

除根據書面職權範圍由董事局決定及批准的事項外，管理委員會獲董事局授予整體權限以處理本集團的營運事宜，包括負責有關本公司日常業務運作的重大決定、管理本公司的例行決議案及處理特殊事項、確保有足夠的資金及定期向董事局匯報。管理委員會由三名執行董事組成並須就本集團之所有經營業務向董事局負全責。

### 董事及高級職員的責任保險

本公司已為董事及高級職員安排適當之責任保險，就本公司及其附屬公司的董事及高級職員因本集團企業活動而引致對其展開的法律訴訟提供保障。

## Corporate Governance Functions

The Board is also responsible for performing the corporate governance duties with its written terms of reference as set out below:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the corporate governance code and disclosure in the Corporate Governance Report.

During the year under review, the Board has reviewed the Company's corporate governance practices and the compliance with the CG Code and disclosure in the Corporate Governance Report in the board meeting held in September 2017.

## Company Secretary

Ms. WONG Suk May joined the Group in 2004 and has been the Company Secretary of the Company since 2007. She is an employee of a subsidiary of the Company and has day-to-day knowledge of the Company's affairs. As the Company Secretary, Ms. Wong supports the Board by ensuring board procedures and all applicable law, rules and regulations are followed. She is responsible for advising the Board on governance matters and facilitates induction and professional development of the Directors. The appointment and dismissal of the company secretary are subject to the Board approval in accordance with the Bye-Laws. Whilst the Company Secretary reports to the Chief Executive Officer on the Group's company secretarial and corporate governance matters, all Directors have access to the advice and services of the Company Secretary. Pursuant to Rule 3.29 of the Listing Rules, the Company Secretary has taken no less than 15 hours of relevant professional training in the year under review.

## 企業管治職能

董事局亦負責履行下文的書面職權範圍所載企業管治職責：

- (a) 制訂及檢討本公司之企業管治政策及常規；
- (b) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (c) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (d) 制訂、檢討及監察僱員及董事之操守準則及合規手冊（如有）；及
- (e) 檢討本集團遵守企業管治守則之情況及於公司管治報告內披露之內容。

於回顧年內，董事局於二零一七年九月舉行之董事會檢討本公司之企業管治常規，並遵守企業管治守則及在企業管治報告內的披露。

## 公司秘書

王淑薇女士於二零零四年加入本集團，自二零零七年起擔任本公司的公司秘書一職。彼為本公司附屬公司之僱員，並對本公司之日常事務有所認識。作為公司秘書，王女士協助董事局確保遵循董事局程序及所有適用法律、規則及法規。彼負責就管治事宜向董事局提供意見，並安排董事的入職培訓及專業發展。公司秘書的委任及撤職須經董事局根據公司細則批准。公司秘書就本集團之公司秘書及企業管治事宜向行政總裁匯報，全體董事局成員均可取得公司秘書的意見及服務。於回顧年度內，根據上市規則第3.29條，公司秘書已接受不少於十五個小時之相關專業培訓。

## Risk Management and Internal Controls

The Board is responsible for evaluating and determining the nature and extent of the material risks the Group is willing to take in achieving its strategic objectives. It ensures the Group establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. Such 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 of the following:

- compliance with applicable laws, regulations, contracts, policies and procedures;
- reliability and integrity of financial reporting;
- effectiveness and efficiency of operations; and
- prevention and detection of fraud and irregularities.

The Bossini Group Policy, which was first issued in 2004 and subject to annual review and renewal by the designated Group Policy Committee, sets forth a set of standards to govern the operations of the Group in corporate governance, public relationship, legal, finance, procurement and human resources spheres. It facilitates the ongoing examination and evaluation of the Group's compliance with relevant rules and regulations and of the effectiveness of risk management and internal controls. Employees are required to strictly adhere to the Bossini Group Policy and encouraged to alert senior management of potential cases of misconduct without fear of retribution.

## 風險管理及內部監控

董事局負責評估及釐定本集團達成策略目標時所願意接納的重大風險性質及程度，並確保本集團設立及維持合適及有效的風險管理及內部監控系統。董事局監督管理層對風險管理及內部監控系統的設計、實施及監察。該系統旨在管理而非消除未能實現業務目標的風險，而且只能就下列各項提供合理但非絕對保證：

- 遵守適用之法律、法規、合約、政策及程序；
- 財務匯報之可靠性及真實性；
- 營運之效益及效率；及
- 防止及查察欺詐及違規事項。

堡獅龍集團政策於二零零四年首次推行，由指定的集團政策委員會每年檢討及更新。堡獅龍集團政策制定劃一標準，以監督本集團在企業管治、公共關係、法律、財務、採購及人力資源等方面的運作。其有助持續檢閱及評估本集團有否遵守有關規則及規例，以及風險管理及內部監控的有效性。堡獅龍集團政策要求各員工嚴格遵守各項守則及鼓勵員工如發現集團內有任何不當行為時需即時向相關高級管理層匯報，而毋須憂慮遭受處分。



The Group has established policy and procedures for handling and disseminating inside information to ensure such information is disseminated to the public in a fair and timely manner in accordance with applicable laws and regulations. Access to inside information is strictly confined to relevant senior management and on “as needed” basis. Relevant parties are reminded to preserve the confidentiality of the inside information until it is publicly disclosed.

The Board reviews the effectiveness of the Group’s risk management and internal control systems through the Audit Committee annually. The review covers all material financial, operational and compliance controls. The review also covers the adequacy of resources, staff qualifications, experience, training programmes and budget of the Group’s accounting, internal audit and financial reporting functions.

The Board has delegated to the Risk Management Committee the overall responsibility for leading the management in the establishment of the appropriate and effective risk management and internal control systems.

### Risk Management Committee

The Group formed the Risk Management Committee in 2016, comprising 2 Executive Directors. Senior management, heads of risks and external advisors may be invited to attend the meetings as and when appropriate. The responsibilities of the Risk Management Committee include, amongst other things, the following:

- determine and review the methodologies employed by management to identify, analyse, evaluate, mitigate, monitor and report significant risks that may have a material impact on the financial performance or condition;
- assess and review the nature and extent of the material risks the Group is willing to take in achieving its strategic objectives;
- determine and review the Group’s risk profiles; and
- review the effectiveness of the Group’s risk management functions.

本集團已制定政策及程序處理及發佈內幕消息，以確保有關消息已根據適用法例及規例公平及適時地向公眾發佈。內幕消息嚴格限於相關高級管理層及按「需要」基準取得。相關人士須將內幕消息保持高度機密直至公開披露為止。

董事局每年透過審核委員會檢討本集團風險管理及內部監控系統之成效，其涵蓋所有重大財務、營運及合規監控。檢討工作亦涵蓋本集團於會計、內部審計及財務匯報職能方面之資源、員工資歷、經驗、培訓課程及預算之足夠性。

董事局已指派風險管理委員會全權負責領導管理層設立合適及有效的風險管理及內部監控系統。

### 風險管理委員會

本集團已於二零一六年成立風險管理委員會，由兩名執行董事組成。高級管理層、風險主管及外聘顧問可能會於適當時候獲邀請出席會議。風險管理委員會之職責包括（其中包括）下列各項：

- 釐定及檢討管理層就物色、分析、評估、減輕、監控及匯報可能對財務表現或狀況產生重大影響之重大風險所採用的方法；
- 評估及檢討本集團達成其策略目標時所願意接納的重大風險性質及程度；
- 釐定及檢討本集團的風險狀況；及
- 檢討本集團風險管理職能之效益。

## Internal Audit Function

The Internal Audit Department is an independent and objective function that reports directly to the Audit Committee twice each year and the Head of Internal Audit has direct access to the Chairman of the Audit Committee. The Internal Audit Charter was approved by the Audit Committee and adopted by the Board. Internal Audit staff is authorised for audit purposes with unrestricted access to review any information relating to the Group and to make enquiries to staff concerned.

## Internal Audit Activities

The Internal Audit Department adopts a risk-based approach to develop the annual audit plan, which is reviewed and approved by the Audit Committee. The Internal Audit Department independently evaluates the Group's internal control systems and risk management process on an ongoing basis, which covers the major operations of the Group. The key tasks include:

- reviewing material aspects of the Group's key activities and corresponding risk management and internal controls with unrestricted access;
- conducting regular audits on the work practices, procedures, risk management and internal controls established by the business units of the Group to evaluate the adequacy and effectiveness of the risk management and internal control systems established;
- conducting special reviews and investigations into areas of concern identified by management; and
- conducting post-audit reviews to monitor the corrective and/or remedial actions taken against significant control failings or weaknesses by relevant business units.

For each audit engagement, Internal Audit Department furnishes objective evaluations and recommendations in the form of an audit report to management. The Head of Internal Audit directly reports to the Audit Committee on major audit findings, recommendations for improvement and management responses.

## 內部審計職能

內部審計部是一個獨立及客觀部門，每年直接向審核委員會匯報兩次，而內部審計主管可與審核委員會主席直接聯繫。審核委員會已批核及董事局已採用內部審計規章。內部審計職員有權就審計事宜不受限制審查任何有關本集團的資料，及向有關職員作出查詢。

## 內部審計工作

內部審計部採用以風險為基準的方法來制定年度審計計劃，該計劃會由審核委員會審閱及批核。內部審計部獨立進行持續評估本集團之內部監控系統及風險管理程序，其涵蓋本集團的主要營運業務，其主要職責包括：

- 獲給予不受限制之職權以檢討本集團主要運作及相應風險管理及內部監控的重要事項；
- 定期審核本集團業務單位所建立的工作慣例、程序以及風險管理及內部監控措施來評估風險管理及內部監控系統的完整性及有效性；
- 就管理層所關注的事項進行特別檢討及調查；及
- 進行審計後檢討以監控相關業務單位就重大監控失敗或弱點所採取的改進及／或補救措施。

就各項審計工作而言，內部審計部向管理層發出審計報告以提供客觀的評估及審計建議。內部審計部主管就重大審計結果、改善建議及管理層回應直接向審核委員會匯報。

## Review of Risk Management and Internal Control Effectiveness

Based on the reports from the Audit Committee and the Risk Management Committee, the Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems, covering all material financial, operational and compliance controls, and it has considered the Group's risk management and internal control systems to be effective and adequate. There were no suspected material irregularities found or significant areas of concern identified during the year that might affect shareholders.

The Audit Committee has assisted the Board to review the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions and that all staff are of sufficient competence to carry out their roles and responsibilities.

## 審閱風險管理及內部監控的成效

董事局已根據審核委員會及風險管理委員會之報告就本集團風險管理及內部監控系統之成效作年度檢討，其涵蓋所有重大財務、營運及合規監控，並認為集團之風險管理及內部監控系統有效及完善。於年內，並無發現可能對股東造成影響之涉嫌重大違規情況或重大關注事項。

審核委員會協助董事局檢討本集團於會計、內部審計及財務匯報職能方面之資源、員工資歷及經驗、培訓課程及預算是否足夠，並認為所有員工足以勝任其職務及履行職責。

## Model Code for Securities Transactions by Directors

The Bossini Group Policy laid down a code of conduct regarding the director's securities transactions in terms as stringent as those set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules. Based on the specific enquiry made, all Directors have confirmed that they have complied with the Bossini Group Policy throughout the year. Employees are not encouraged to deal in the securities of the Company within 30 days and 60 days before the interim and the annual results announcements respectively and prohibited to make use of inside information to deal in the securities of the Company.

Directors' interest at 30 June 2018 in the shares and underlying shares of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") are set out on pages 45 to 46.

## Financial Reporting and External Auditors' Remuneration

The Directors acknowledge the responsibility for preparing the financial statements which give a true and fair view of the financial position and of the financial performance and cash flows of the Group on a going concern basis with the support from the Finance Department. The responsibilities of the Group's external auditor with respect to the financial statements are set out in the Independent Auditor's Report on pages 63 to 68.

For the year ended 30 June 2018, the auditors' remuneration in relation to statutory audit work of the Group amounted to HK\$2.47 million, of which a sum of HK\$2.09 million was paid to the Group's principal external auditor, Ernst & Young ("EY"). The remuneration for EY in respect of audit services and non-audit services amounted to approximately HK\$2.09 million and HK\$0.58 million respectively.

## 董事進行證券交易的標準守則

堡獅龍集團政策載有董事進行證券交易的操守守則，其嚴謹程度與上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）一樣。根據向各董事所作的具體諮詢，全體董事確認於年內一直遵守標準守則所載的有關買賣標準。本集團不鼓勵員工分別於中期及全年業績公佈前三十日內及六十日內買賣本公司證券，亦禁止利用內幕消息資料買賣本公司證券。

於二零一八年六月三十日，董事於本公司或其相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股份及相關股份之權益刊載於第45至46頁。

## 財務匯報及外聘核數師酬金

董事承認他們在財務部協助下須按持續經營基準編製可真實公平地反映本集團之財務狀況、財務表現及現金流量的責任。本集團之外聘核數師發表有關其申報財務報表的責任之聲明已載列於本年報第63至68頁的獨立核數師報告內。

截至二零一八年六月三十日止年度內，本集團就法定審計工作而付予的核數師酬金為港幣2.47百萬元，當中港幣2.09百萬元已支付予本集團的主要外聘核數師安永會計師事務所（「安永」）。就安永所提供的審核服務及非審核服務之有關酬金分別約港幣2.09百萬元及港幣0.58百萬元。

## Responsibilities in respect of the Financial Statements

The Board is responsible for presenting a balanced, clear and understandable assessment in annual and interim reports and other financial disclosures required under the Listing Rules and other regulatory requirements. The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 30 June 2018. The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the “Independent Auditor’s Report” contained in this annual report.

## Shareholders’ Rights

The Company has only one class of shares. All shares have the same voting rights and are entitled to the dividend declared. The rights of the Shareholders are set out in, among other things, the Bye-Laws and the Companies Act 1981 of Bermuda (“Company Act”).

## Convening special general meeting on requisition

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 have the right, by written requisition to the Board or the secretary of the Company or at the registered office of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition pursuant to Section 74 of the Companies Act. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Companies Act.

The written requisition requiring a special general meeting to be called can be sent to the principal place of business of the Company as set out in the “Company Information” section of this annual report for the attention of the Company Secretary.

## 有關財務報表之責任

董事局負責就本公司年報及中期報告及其他根據上市規則及其他監管規定須作出之財務披露呈報一個持平、清晰及易於理解之評估。董事確認彼等負責編製本公司截至二零一八年六月三十日止年度之財務報表。本公司外聘核數師就財務報表之申報責任作出之聲明載於本年報內之「獨立核數師報告」。

## 股東權利

本公司僅擁有一類股份，所有股份均擁有相同的投票權並可獲派已宣派之股息。股東的權利載於（其中包括）公司細則及百慕達一九八一年公司法（「公司法」）。

## 要求召開股東特別大會

於遞呈要求日期持有本公司繳足股本不少於（賦有於本公司股東大會上之投票權）十分之一的股東有權透過向本公司董事局或秘書或本公司註冊辦事處發出書面要求，要求董事局根據公司法第74條召開股東特別大會，以處理有關要求中指明之任何事項。倘遞呈後二十一日內，董事局未有召開該大會，則遞呈要求人士可自發根據公司法第74(3)條之規定召開大會。

要求召開股東特別大會的書面要求可送達本年報「公司資料」一節所載的本公司主要營業地點，收件人為公司秘書。

### Proposing resolution at general meeting

Shareholders may by written requisition request for including a resolution relating to matters in a general meeting by following the requirements and procedures as set out in Sections 79 and 80 of the Companies Act.

Subject to the provisions of the above-mentioned sections of the Companies Act, on the written requisition of members representing not less than one-twentieth of the total voting rights or 100 members, at the expense of the requisitionists unless the Company otherwise resolves, the Company shall give Shareholders notice of any resolution which may properly be moved and is intended to be moved at that meeting and a relevant statement.

### Procedures for nomination of Directors for election

Under Bye-Law 102(A) of the Bye-Laws, Shareholders are entitled to elect any person to be a Director at the annual general meeting or at any special general meeting by following the requirement set out in Bye-Law 103 of the Bye-Laws. Details of the procedures for nomination of Directors for election are available on the Company's website at [www.bossini.com](http://www.bossini.com).

### Notice of general meetings and “bundling” resolutions

Pursuant to Code Provision E.1.3, the Company will arrange for the notice to Shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings. Separate resolutions are proposed at general meetings on each substantial issue, including the election of individual Directors. Where bundling the resolutions cannot be avoided, the Company shall explain the reasons and material implications in the notice of the meeting.

### Voting by poll

The rights of Shareholders and the procedures for demanding a poll on resolutions at general meetings are contained in the Bye-Laws. In accordance with Rule 13.39(4) of the Listing Rules, all resolutions put to vote at general meetings of the Company are taken by way of poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Details of the poll voting procedures will be set out in the circular sent to Shareholders prior to each meeting. The chairman of a meeting shall ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll. After each general meeting, the poll results will be published on the websites of the Stock Exchange and the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### 於股東大會提呈決議案

股東可以書面要求方式要求將相關事宜之決議案納入股東大會議程，惟須遵守公司法第79及80條所載規定及程序。

在上述公司法條文之規限下，在佔總投票權不少於二十分之一之股東或一百名股東提出書面要求時（除本公司另有議決者外，費用由遞呈要求人士承擔），本公司須向股東發出可能於該次會議上適當動議或擬於該次會議上動議之任何決議案之通告及相關聲明。

### 提名候選董事之程序

根據公司細則第102(A)條，股東有權於股東週年大會上或按照公司細則第103條所載之規定於任何股東特別大會上選舉任何人士為董事。提名候選董事之程序詳情可於本公司網站[www.bossini.com](http://www.bossini.com)查閱。

### 股東大會通告及「捆綁式」決議案

根據守則條文第E.1.3條，本公司將於股東週年大會召開前至少足二十個營業日向股東發送會議通告及於所有其他股東大會召開前至少足十個營業日向股東發送會議通告。每項重大事項（包括選舉個人董事）將於股東大會上以獨立決議案提呈。倘捆綁式決議案不可避免，本公司須於會議通告中解釋原因及實質意涵。

### 投票表決

股東於股東大會上之權利及要求以投票方式表決之決議案之程序載於公司細則。根據上市規則第13.39(4)條，提呈本公司股東大會上表決之所有決議案均以投票方式進行，惟大會主席真誠決定容許以舉手方式表決純粹與程序性或行政事項相關之決議案除外。投票表決程序之詳情將載於各次會議召開前發送予股東之通函內。大會主席須確保就進行投票之詳細程序提供說明並解答股東有關投票表決之任何疑問。每次股東大會後，投票結果將以上市規則第13.39(5)條所規定之方式於聯交所及本公司網站刊登。



## Shareholders' Communication Policy

The Board is committed to providing clear and full information on the Group to Shareholders through the publication of notices, announcements, circulars, interim and annual reports. Moreover, additional information is also available to Shareholders through the Investor Relations section on the Company's website. The Board also welcomes the views of Shareholders on matters affecting the Group and encourages them to attend Shareholder's meetings to communicate any concerns they might have with the Board or management directly. Shareholders could also send email directly at IR@bossini.com for any enquiries.

## Corporate Transparency and Investor Relations

The Group disseminates information on business development on a timely basis through various channels to maintain transparency of its operation. The Company meets individually with analysts and institutional investors from time to time to facilitate their analysis on the Group. The Company also holds group meetings with them in which the Company's management directly distributes relevant information and addresses to their queries.

There was no significant change in the Company's constitutional documents for the year ended 30 June 2018.

## 股東之通訊政策

董事局透過刊印通告、公佈、通函、中期與全年業績報告，致力為股東提供清晰及全面的集團業績資料。此外，股東亦可登入本公司網站投資者關係分頁取得更多資料。董事局亦歡迎股東對影響本集團的事務提出意見以及鼓勵他們出席股東大會與董事局及管理層直接溝通他們關心的事項。股東亦可直接電郵本公司電郵信箱IR@bossini.com作出任何查詢。

## 企業透明度及投資者關係

本集團通過不同的渠道適時傳達業務發展信息，以提高企業運作的透明度，本公司不時與分析員和機構投資者進行單獨會議，協助他們分析本集團狀況。本公司亦與他們舉行小組會議，公司管理層於會上直接提供有關資料及解答他們的查詢。

本公司之組織章程文件於截至二零一八年六月三十日止年度並無重大變動。

## Executive Directors

**Ms. TSIN Man Kuen Bess** *MH*, aged 64, was appointed as the Executive Chairman of the Company in October 2010, is also the Chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Ms. Tsin joined the Group in November 2009 as the Non-executive Chairman of the Company. She received the “Medal of Honour” (MH) from the Government of the Hong Kong Special Administrative Region in 2008. Ms. Tsin is currently the permanent advisor of the board of directors of Yan Chai Hospital. She was the chairman of the board of directors of Yan Chai Hospital from 2007 to 2008, the vice-chairman of the board of directors of Yan Chai Hospital from 2002 to 2007 and the director of Yan Chai Hospital from 1997 to 2002. She has over 17 years’ experience in serving as the school supervisor of Yan Chai Hospital Ming Tak Kindergarten. She is responsible for the overall direction of the Group.

**Mr. MAK Tak Cheong Edmund**, aged 54, was appointed as the Chief Executive Officer of the Group in October 2010, he is also a member of the Nomination Committee of the Company. Mr. Mak graduated from the University of Windsor, Canada with two Bachelor’s Degrees in Computer Science and Commerce. He is also a member of the American Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Mak joined the Group in February 2007 as the Director of Finance. He has over 28 years’ experience in auditing, financial management and corporate finance in audit firm, consumer electronics and communications products, real estate service, food retail chain and internet service industries. Mr. Mak is responsible for the overall management and strategic planning of the Group.

**Mr. CHAN Cheuk Him Paul**, aged 47, was appointed as the Executive Director and the Director of Finance of the Group in August 2010. Mr. Chan graduated from the University of Toronto, Canada and the Hong Kong University of Science and Technology with a Master’s Degree in Business Administration. He is also a member of the American Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He has over 24 years’ experience in auditing and financial management with audit firm and various listed companies in Hong Kong. Mr. Chan is responsible for the overall financial management, legal, internal audit, investor relation, project and visual merchandising of the Group.

## 執行董事

**錢曼娟女士**榮譽勳章，現年64歲，於二零一零年十月獲委任為本公司執行主席，亦為本公司提名委員會主席及薪酬委員會成員，錢女士於二零零九年十一月加盟本集團出任本公司之非執行主席。彼於二零零八年獲香港特別行政區政府頒發榮譽勳章。錢女士現為仁濟醫院永遠顧問，彼曾於二零零七至二零零八年擔任仁濟醫院董事局主席，於二零零二年至二零零七年擔任仁濟醫院董事局副主席，及於一九九七年至二零零二年出任仁濟醫院總理，並在仁濟醫院明德幼稚園出任校監，已積累逾十七年管理經驗。錢女士現負責本集團之整體方向。

**麥德昌先生**，現年54歲，於二零一零年十月獲委任為本集團行政總裁，亦為本公司提名委員會成員。麥先生畢業於加拿大溫莎大學，分別持有電腦科學學士及商科學士學位。彼亦為美國會計師公會及香港會計師公會會員。麥先生於二零零七年二月加盟本集團出任財務董事，於審計師樓、消費類電子及通訊產品、地產服務、食品零售連鎖集團及互聯網服務行業等之審計、財務管理及企業財務方面，已積累逾二十八年經驗。麥先生現負責本集團之整體管理及策略規劃工作。

**陳卓謙先生**，現年47歲，於二零一零年八月獲委任為本集團之執行董事及財務董事。陳先生畢業於加拿大多倫多大學及香港科技大學，持有工商管理碩士學位。彼亦為美國會計師公會及香港會計師公會會員。陳先生於審計師樓及香港多間上市公司，已積累逾二十四年審計和財務管理的經驗。陳先生現負責本集團之整體財務管理、法律、內部審計、投資者關係、工程及商品展示設計等工作。

## Independent Non-executive Directors

**Mr. CHEONG Shin Keong**, aged 62, was appointed in September 2017, is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Cheong is currently the General Manager and an executive director of Television Broadcasts Limited, a company listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 511). Mr. Cheong has extensive experience in the advertising and marketing industry and contributes actively to the professional development of marketing in Hong Kong through leading marketing industry bodies. He is a Fellow and Executive Committee Member of the Hong Kong Management Association as well as a Fellow and Hong Kong Regional Board President of the Chartered Institute of Marketing.

**Ms. LEUNG Mei Han**, aged 60, was appointed in September 2004, is also the Chairman of the Audit Committee and the Remuneration Committee and a member of Nomination Committee of the Company. Ms. Leung holds a Bachelor's Degree in Commerce from the University of Queensland, Australia and is a fellow member of CPA Australia. She has over 33 years' experience in accounting, securities, corporate finance and related areas. Ms. Leung is currently an independent non-executive director of Four Seas Mercantile Holdings Limited (stock code: 374) listed on the Stock Exchange. She was also an executive director of AMCO United Holding Limited (stock code: 630) from January 2012 to November 2015, listed on the Stock Exchange.

**Prof. SIN Yat Ming**, aged 63, was appointed in October 2005, is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Prof. Sin holds a Doctor of Philosophy in Business Administration from the University of British Columbia, Canada, a Master of Business Administration from the University of Texas at Arlington and a Bachelor of Business Administration from The Chinese University of Hong Kong ("CUHK"). Prof. Sin had been a member of the Faculty of Business Administration of CUHK for over 31 years. He had also been a professor of Department of Marketing of CUHK and an associate director of CUHK's Center for Hospitality and Real Estate Research until July 2016 on his retirement. He is serving as the advisor for the Hong Kong Institute of Marketing. He is an independent non-executive director of Hung Fook Tong Group Holdings Limited (stock code: 1446) listed on the Stock Exchange.

## 獨立非執行董事

**鄭善強先生**，現年62歲，於二零一七年九月獲委任，亦為本公司審核委員會、薪酬委員會及提名委員會成員。鄭先生現為電視廣播有限公司（於香港聯合交易所有限公司（「聯交所」）上市之公司）（股份代號：511）之總經理及執行董事。鄭先生對廣告及市場推廣素有經驗，亦透過主要市場業務團體積極拓展本港市場推廣行業的專業發展。彼為香港管理專業協會會士和執行委員會委員，以及英國特許市務學會資深會員及香港分會主席。

**梁美嫻女士**，現年60歲，於二零零四年九月獲委任，亦為本公司審核委員會及薪酬委員會主席及提名委員會成員。梁女士持有澳洲昆士蘭大學商科學士學位，為澳洲會計師公會資深會員。彼於會計、證券、公司財務及相關業務擁有逾三十三年經驗。梁女士現為四洲集團有限公司（股份代號：374）（於聯交所上市之公司）之獨立非執行董事。彼於二零一二年一月至二零一五年十一月曾擔任雋泰控股有限公司（股份代號：630）（於聯交所上市之公司）之執行董事。

**冼日明教授**，現年63歲，於二零零五年十月獲委任，亦為本公司審核委員會、薪酬委員會及提名委員會成員。冼教授持有加拿大英屬哥倫比亞大學工商管理哲學博士學位、德州大學阿靈頓分校工商管理碩士學位及香港中文大學（「中大」）工商管理學士學位。冼教授於中大工商管理學院工作超過三十一年，曾為中大市場學系教授及中大酒店、旅遊及不動產研究中心副主任直至二零一六年七月退休。彼為香港市務學會顧問。冼教授現為鴻福堂集團控股有限公司（股份代號：1446）（於聯交所上市之公司）之獨立非執行董事。

The directors present their report and the audited consolidated financial statements for the year ended 30 June 2018.

### Principal activities

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries are set out in note 1 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

### Business review

A fair review of the business of the Group for the year ended 30 June 2018, including the discussion of the principal risks and uncertainties facing the Group, material events that have occurred and an indication of likely future developments in the Group's business are provided in the Chairman's Letter to Shareholders, the Management Discussion and Analysis and the Corporate Governance Report on pages 3 to 4, pages 5 to 16 and pages 17 to 37 of this annual report respectively. An analysis of the Group's performance for the year ended 30 June 2018 by key financial indicators is set out under the section headed "Financial and operational highlights" on the inside front cover. These discussions form part of this Report of the Directors.

In addition, the financial risk management objectives and policies of the Group are shown in note 39 to the consolidated financial statements.

Details of the Group's environmental protection, compliance with laws and regulations and relationships with key stakeholders are discussed below:

### Environmental protection

The Group is committed to long term environmental sustainability. We strive to encourage higher environmental protection awareness at our headquarters, retail stores and warehouses by saving electricity and encouraging recycling of materials. Energy saving lighting system has been installing in our stores and headquarters to conserve energy. We shall review our environmental practices from time to time and consider implementing further eco-friendly measures, sustainability targets and practices in the business operation of the Group to embrace the principle of reduce, recycle and reuse. Relevant details of the Group's environmental policies and performance will be reported in the Environmental, Social and Governance Report of the Company to be published on the websites of the Company and the Stock Exchange.

董事局謹此提呈截至二零一八年六月三十日止年度之董事局報告書及經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股。其主要附屬公司之主要業務詳情載列於綜合財務報表附註1。本集團之主要業務性質於本年度並無重大變更。

### 業務回顧

本集團截至二零一八年六月三十日止年度業務的公平回顧分別載於本年報第3至4頁的主席致股東函件、第5至16頁的管理層討論及分析及第17至37頁的企業管治報告，當中包括討論本集團所面對的主要風險及不明朗因素、所發生的重要事項及本集團的未來業務發展情況。本集團截至二零一八年六月三十日止年度的表現以主要財務指標作出的分析則載於封面內頁「財務及營運摘要」一節。該等討論構成本董事局報告書的部份。

此外，本集團的財務風險管理目標及政策載於綜合財務報表附註39。

有關本集團的環境保護、遵守法例及法規以及與主要持份者的關係的詳情討論如下：

### 環境保護

本集團關注長遠環境可持續性。我們於總部、零售店舖及倉庫透過節約用電及鼓勵回收物料，致力提高環保意識。本集團的店舖及總部已安裝節能照明系統以節約能源。我們將不時檢討環保常規，並考慮在本集團的業務營運中實施進一步的生態友好措施、可持續目標及常規，以倡導節約、回收及再用的原則。有關本集團之環境政策及表現之詳情，將於本公司之環境、社會及管治報告內匯報，該報告將刊登於本公司及聯交所網站。

### Compliance with laws and regulations

The Group has complied in material respects with the relevant laws and regulations that have a significant impact on the operations of the Group for the year ended 30 June 2018.

### Relationships with key stakeholders

#### (a) Employees

The Group believes that employees are essential to the success of its business. The Group is passionately committed to developing and training the staff and provides the employees with rewarding career paths and people-friendly working environments. The Group has continued to offer regular and substantial training programmes, such as the “7 Habits®” courses. These programmes not only crystallise the “bossini way” and exemplify the Group’s investment in the talent, but also motivate the Group’s employees as well.

#### (b) Customers

We strive to achieve corporate sustainability in providing quality products and services to our customers. To ensure continuous improvement of the quality of products and services, the Group regularly conducts internal and external market surveys to gain market insights and feedback.

#### (c) Suppliers

We understand the importance to work closely with our suppliers to ensure the sustainability of our business. The Group has established long standing relationships with a number of suppliers and to ensure they share our commitment to quality and ethics. The Group has established an internal anti-bribery policy of which our suppliers are also aware.

#### (d) Shareholders and investors

We believe that effective communication and accurate and timely information disclosure facilitate the flow of constructive feedback and ideas that are beneficial to investor relations and future corporate development.

### 遵守法例及法規

本集團於截至二零一八年六月三十日止年度一直遵守對本集團之營運構成重大影響的相關法例及法規。

### 與主要持份者的關係

#### (a) 僱員

本集團相信僱員是其業務成功的關鍵。本集團致力發展和培訓員工，為他們提供良好晉升機會及以人為本的工作環境。本集團定期舉辦重要的培訓課程，如「七個習慣®」。這些培訓課程不僅闡釋「堡獅龍之道」的真諦及彰顯本集團對人才的悉心栽培，亦推動員工不斷進步。

#### (b) 客戶

我們致力透過為客戶提供優質產品及服務以實現企業可持續發展。為確保持續提升產品及服務質素，本集團定期進行內部及外部市場調查，以加深對市場行情的了解及取得反饋。

#### (c) 供應商

我們深知與供應商緊密合作以確保業務可持續發展的重要性。本集團與多名供應商建立長期合作關係，並確保彼等遵守我們對質素及道德的承諾。本集團已制定內部防止賄賂政策，而我們的供應商亦得悉有關政策。

#### (d) 股東及投資者

我們相信，有效的溝通以及準確和適時的資料披露有助取得具建設性的反饋及意見，促進與投資者的關係及未來企業發展。

**Results and dividends**

The Group's loss for the year ended 30 June 2018 and the Group's financial position at 30 June 2018 are set out in the consolidated financial statements on pages 69 to 179.

An interim dividend of HK1.22 cents per ordinary share was paid by the Company on 4 April 2018. The directors recommend the payment of a final dividend of HK1.22 cents per ordinary share in respect of the year to shareholders whose names appear on the principal or branch register of members of the Company in Bermuda or Hong Kong respectively on 21 November 2018.

**Summary of financial information**

A summary of the published results and assets and liabilities of the Group for the five years ended 30 June 2014, 2015, 2016, 2017 and 2018, as extracted from the published audited consolidated financial statements, is set out on page 61. This summary does not form part of the audited consolidated financial statements.

**Share capital and share options**

There was no movement in the Company's authorised share capital during the year.

Details of movements in the Company's issued share capital and share options during the year are set out in notes 29 and 30, respectively, to the consolidated financial statements.

**Pre-emptive rights**

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

**Distributable reserves**

At 30 June 2018, the Company's reserves available for distribution, calculated in accordance with the provisions of the Companies Act 1981 of Bermuda, amounted to HK\$178,699,000, of which HK\$19,995,000 has been proposed as a final dividend for the year. Under the laws of Bermuda, the Company's share premium account, in the amount of HK\$28,758,000, may be distributed in the form of fully paid bonus shares.

**業績及股息**

本集團截至二零一八年六月三十日止年度之虧損及本集團於二零一八年六月三十日之財務狀況載列於第69至179頁之綜合財務報表內。

本公司已於二零一八年四月四日派發中期股息每股普通股1.22港仙。董事建議向於二零一八年十一月二十一日分別名列本公司百慕達或香港股東名冊主冊或分冊之股東派付本年度之末期股息每股普通股1.22港仙。

**財務資料摘要**

本集團截至二零一四年、二零一五年、二零一六年、二零一七年及二零一八年六月三十日止五個年度之已公佈業績、資產及負債摘要載列於第61頁。此摘要節錄自已刊發經審核之綜合財務報表。此摘要並不構成經審核綜合財務報表之一部份。

**股本及購股權**

本公司法定股本於本年度並無任何變動。

本公司已發行股本及購股權於本年度之變動詳情分別載列於綜合財務報表附註29及30。

**優先購股權**

本公司之公司章程細則或百慕達法例概無優先購股權條款，規定本公司必須向現有股東按其持股量比例發售新股。

**可供派發儲備**

於二零一八年六月三十日，本公司根據百慕達一九八一年公司法條文計算之可供派發儲備為港幣178,699,000元，當中港幣19,995,000元為本年度擬派末期股息。根據百慕達法例，本公司股份溢價賬中為數港幣28,758,000元之金額可以繳足股款之紅股形式派發。



**Major customers and suppliers**

In the year under review, sales to the Group's largest customer and 5 largest customers accounted for 11% and 19% of the total sales for the year, respectively.

Purchases from the Group's largest supplier and 5 largest suppliers accounted for 12% and 33% of the total purchases for the year, respectively.

Save as disclosed in note 36(a)(i) to the consolidated financial statements, none of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's 5 largest suppliers.

**Directors**

The directors of the Company during the year were:

**Executive directors:**

Ms. TSIN Man Kuen Bess  
Mr. MAK Tak Cheong Edmund  
Mr. CHAN Cheuk Him Paul

**Independent non-executive directors:**

Mr. CHEONG Shin Keong (appointed on 20 September 2017)  
Dr. LEE Man Chun Raymond (retired on 14 November 2017)  
Ms. LEUNG Mei Han  
Prof. SIN Yat Ming

**主要客戶及供應商**

於回顧年內，銷貨予本集團最大及首五大客戶之數額分別佔本年度總銷售額11%及19%。

向本集團最大及首五大供應商購貨之數額分別佔本年度總購貨額12%及33%。

除於綜合財務報表附註36(a)(i)所披露者外，概無本公司董事或彼等之聯繫人士或任何據董事所深知擁有超過5%本公司已發行股本之股東在本集團首五大供應商中擁有任何實益權益。

**董事**

本年度，本公司之董事如下：

**執行董事：**

錢曼娟女士  
麥德昌先生  
陳卓謙先生

**獨立非執行董事：**

鄭善強先生(於二零一七年九月二十日獲委任)  
李文俊博士(於二零一七年十一月十四日退任)  
梁美嫻女士  
冼日明教授

**Directors (continued)**

In accordance with the Company's Bye-Laws, Mr. MAK Tak Cheong Edmund and Prof. SIN Yat Ming, will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming, and considers them to be independent.

**Directors' biographies**

Biographical details of the directors of the Company are set out on pages 38 to 39 of the annual report.

**Directors' service contracts**

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

**Directors' remuneration**

The emolument policy of the employees of the Group has been set up by the board of directors or executive directors on the basis of their merits, qualifications and competence.

The emoluments payable to the directors of the Company will be decided by the board of directors on the recommendation of the Remuneration Committee, having regard to the directors' duties, responsibilities and performance and the results of the Group.

**董事 (續)**

根據本公司之章程細則，麥德昌先生及冼日明教授將於應屆股東週年大會上輪值退任，而彼等具資格且願意於應屆股東週年大會上膺選連任。

本公司已接獲鄭善強先生、梁美嫻女士及冼日明教授之年度獨立身份確認書，並認為彼等屬獨立人士。

**董事簡歷**

本公司董事簡歷詳情載列於年報第38至39頁。

**董事服務合約**

於應屆股東週年大會上膺選連任之董事，概無與本公司訂立本公司不可於一年內終止而毋須支付賠償(法定補償除外)之服務合約。

**董事酬金**

本集團僱員之酬金政策由董事局或執行董事按彼等之貢獻、資歷及能力而訂立。

本公司董事之酬金將由董事局按薪酬委員會之建議就董事之職務、職責及表現以及本集團之業績而釐定。

**Directors' interests in shares and underlying shares**

At 30 June 2018, the interests of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to 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"), were as follows:

*Long positions in ordinary shares of the Company*

Name of director	Note	Number of shares held, capacity and nature of interest 持股數目、身份及權益性質		Percentage of the Company's issued shares 佔本公司 已發行股份百分比	Director's name 董事姓名
		Directly beneficially owned 直接實益擁有	Total 合計		
Ms. TSIN Man Kuen Bess	(a)	1,093,091,098	1,093,091,098	66.70	錢曼娟女士

**董事於股份及相關股份之權益**

於二零一八年六月三十日，董事於本公司或其相聯法團（具有證券及期貨條例（「證券及期貨條例」）第XV部所賦予之涵義）之股本及相關股份中，擁有本公司遵照證券及期貨條例第352條存置之登記冊所記錄之權益，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益如下：

*於本公司普通股之好倉*

**Directors' interests in shares and underlying shares (continued)***Long positions in share options of the Company*

Name of directors	Number of share options directly beneficially owned 直接實益擁有之購股權數目
Ms. TSIN Man Kuen Bess	8,750,000
Mr. MAK Tak Cheong Edmund	23,178,000
Mr. CHAN Cheuk Him Paul	7,760,000
	39,688,000

Note:

- (a) Such interests arose by attribution through her spouse, Mr. LAW Ka Sing, whose interests have been mentioned in the section headed "Substantial shareholders' interests in shares and underlying shares" below.

Save as disclosed above, as at 30 June 2018, none of the directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

**Directors' rights to acquire shares or debentures**

Save as disclosed in the section "Directors' interests in shares and underlying shares" above and in the section "Share option scheme" below, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

**董事於股份及相關股份之權益(續)***於本公司購股權之好倉*

Name of directors	Number of share options directly beneficially owned 直接實益擁有之購股權數目	Director's name
Ms. TSIN Man Kuen Bess	8,750,000	錢曼娟女士
Mr. MAK Tak Cheong Edmund	23,178,000	麥德昌先生
Mr. CHAN Cheuk Him Paul	7,760,000	陳卓謙先生
	39,688,000	

附註：

- (a) 有關權益乃透過其配偶羅家聖先生持有，其權益載於下文「主要股東於股份及相關股份之權益」一節。

除上文所披露者外，於二零一八年六月三十日，董事概無於本公司或其任何相聯法團之股份、相關股份或債券中，擁有須遵照證券及期貨條例第352條予以記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所之權益或淡倉。

**董事購買股份或債券之權利**

除上文「董事於股份及相關股份之權益」一節及下文「購股權計劃」一節所披露者外，本公司於本年度內任何時間概無授予任何董事或彼等各自之配偶或未成年子女藉收購本公司之股份或債券而取得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司於年內概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

### Share option scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details of the Scheme are disclosed in note 30 to the consolidated financial statements.

The following table discloses movements in the Company's share options outstanding during the year:

Name or category of participants 參與人士姓名或類別	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年六月三十日			
<b>Directors 董事</b>								
Ms. TSIN Man Kuen Bess 錢曼娟女士	800,000	-	-	-	800,000	12 October 2010 二零一零年十月十二日	12 October 2011 to 11 October 2020 二零一一年十月十二日至二零二零年十月十一日	0.780
	1,200,000	-	-	-	1,200,000	12 October 2010 二零一零年十月十二日	12 October 2013 to 11 October 2020 二零一三年十月十二日至二零二零年十月十一日	0.780
	2,000,000	-	-	-	2,000,000	12 October 2010 二零一零年十月十二日	12 October 2015 to 11 October 2020 二零一五年十月十二日至二零二零年十月十一日	0.780
	1,750,000	-	-	-	1,750,000	2 December 2013 二零一三年十二月二日	(note d(i)) (附註d(i))	0.570
	3,000,000	-	-	-	3,000,000	4 October 2016 二零一六年十月四日	4 October 2019 to 3 October 2026 二零一九年十月四日至二零二六年十月三日	0.495
	8,750,000	-	-	-	8,750,000			

### 購股權計劃

本公司設立購股權計劃(「該計劃」)旨在激發及獎勵對本集團業績作出貢獻之合資格參與者。該計劃之詳情於綜合財務報表附註30披露。

下表披露年內本公司尚未行使購股權之變動：

## Share option scheme (continued)

The following table discloses movements in the Company's share options outstanding during the year: (continued)

## 購股權計劃(續)

下表披露年內本公司尚未行使購股權之變動：(續)

Name or category of participants 參與人士姓名或類別	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年六月三十日			
<b>Directors 董事</b>								
Mr. MAK Tak Cheong Edmund 麥德昌先生	678,000	-	-	-	678,000	5 July 2010 二零一零年七月五日	(note c(i)) (附註c(i))	0.503
	2,800,000	-	-	-	2,800,000	12 October 2010 二零一零年十月十二日	12 October 2011 to 11 October 2020 二零一一年十月十二日至二零二零年十月十一日	0.780
	4,200,000	-	-	-	4,200,000	12 October 2010 二零一零年十月十二日	12 October 2013 to 11 October 2020 二零一三年十月十二日至二零二零年十月十一日	0.780
	7,000,000	-	-	-	7,000,000	12 October 2010 二零一零年十月十二日	12 October 2015 to 11 October 2020 二零一五年十月十二日至二零二零年十月十一日	0.780
	3,500,000	-	-	-	3,500,000	2 December 2013 二零一三年十二月二日	(note d(i)) (附註d(i))	0.570
	5,000,000	-	-	-	5,000,000	4 October 2016 二零一六年十月四日	4 October 2019 to 3 October 2026 二零一九年十月四日至二零二六年十月三日	0.495
	23,178,000	-	-	-	23,178,000			



**Share option scheme (continued)**

The following table discloses movements in the Company's share options outstanding during the year:  
(continued)

**購股權計劃(續)**

下表披露年內本公司尚未行使購股權之變動：(續)

Name or category of participants	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年 七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年 六月三十日			
<b>Directors 董事</b>								
Mr. CHAN Cheuk Him Paul 陳卓謙先生	210,000	-	-	-	210,000	5 July 2010 二零一零年七月五日	(note c(i)) (附註c(i))	0.503
	560,000	-	-	-	560,000	12 October 2010 二零一零年十月十二日	12 October 2011 to 11 October 2020 二零一一年十月十二日至二零二零年十月十一日	0.780
	840,000	-	-	-	840,000	12 October 2010 二零一零年十月十二日	12 October 2013 to 11 October 2020 二零一三年十月十二日至二零二零年十月十一日	0.780
	1,400,000	-	-	-	1,400,000	12 October 2010 二零一零年十月十二日	12 October 2015 to 11 October 2020 二零一五年十月十二日至二零二零年十月十一日	0.780
	1,750,000	-	-	-	1,750,000	2 December 2013 二零一三年十二月二日	(note d(i)) (附註d(i))	0.570
	3,000,000	-	-	-	3,000,000	4 October 2016 二零一六年十月四日	4 October 2019 to 3 October 2026 二零一九年十月四日至二零二六年十月三日	0.495
	7,760,000	-	-	-	7,760,000			

## Share option scheme (continued)

The following table discloses movements in the Company's share options outstanding during the year: (continued)

## 購股權計劃(續)

下表披露年內本公司尚未行使購股權之變動：(續)

Name or category of participants 參與人士姓名或類別	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年六月三十日			
<b>Other employees 其他僱員</b>								
In aggregate 合共	600,000	-	-	(600,000)	-	4 July 2007 二零零七年七月四日	4 July 2008 to 3 July 2017 二零零八年七月四日至二零一七年七月三日	0.530
	900,000	-	-	(900,000)	-	4 July 2007 二零零七年七月四日	4 July 2010 to 3 July 2017 二零一零年七月四日至二零一七年七月三日	0.530
	3,500,000	-	-	(3,500,000)	-	4 July 2007 二零零七年七月四日	4 July 2012 to 3 July 2017 二零一二年七月四日至二零一七年七月三日	0.530
	240,000	-	(240,000)	-	-	19 November 2007 二零零七年十一月十九日	19 November 2008 to 18 November 2017 二零零八年十一月十九日至二零一七年十一月十八日	0.370
	360,000	-	(360,000)	-	-	19 November 2007 二零零七年十一月十九日	19 November 2009 to 18 November 2017 二零零九年十一月十九日至二零一七年十一月十八日	0.370
	600,000	-	(600,000)	-	-	19 November 2007 二零零七年十一月十九日	19 November 2010 to 18 November 2017 二零一零年十一月十九日至二零一七年十一月十八日	0.370

**Share option scheme (continued)**

The following table discloses movements in the Company's share options outstanding during the year:  
(continued)

Name or category of participants	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年 七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年 六月三十日			
<b>Other employees 其他僱員</b>								
In aggregate 合共	600,000	-	-	-	600,000	31 October 2008 二零零八年十月三十一日	31 October 2009 to 30 October 2018 二零零九年十月三十一日至二零一八年十月三十日	0.160
	900,000	-	-	-	900,000	31 October 2008 二零零八年十月三十一日	31 October 2011 to 30 October 2018 二零一一年十月三十一日至二零一八年十月三十日	0.160
	1,500,000	-	-	-	1,500,000	31 October 2008 二零零八年十月三十一日	31 October 2013 to 30 October 2018 二零一三年十月三十一日至二零一八年十月三十日	0.160
	480,000	-	-	-	480,000	4 February 2010 二零一零年二月四日	4 February 2011 to 3 February 2020 二零一一年二月四日至二零二零年二月三日	0.456
	720,000	-	-	-	720,000	4 February 2010 二零一零年二月四日	4 February 2012 to 3 February 2020 二零一二年二月四日至二零二零年二月三日	0.456
	1,200,000	-	-	-	1,200,000	4 February 2010 二零一零年二月四日	4 February 2013 to 3 February 2020 二零一三年二月四日至二零二零年二月三日	0.456
	2,368,000	-	-	(118,000)	2,250,000	5 July 2010 二零一零年七月五日	(note c(i)) (附註c(i))	0.503
	992,000	-	-	-	992,000	12 October 2010 二零一零年十月十二日	12 October 2011 to 11 October 2020 二零一一年十月十二日至二零二零年十月十一日	0.780

**購股權計劃(續)**

下表披露年內本公司尚未行使購股權之變動：(續)

## Share option scheme (continued)

The following table discloses movements in the Company's share options outstanding during the year:  
(continued)

## 購股權計劃(續)

下表披露年內本公司尚未行使購股權之變動：(續)

Name or category of participants 參與人士姓名或類別	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年六月三十日			
<b>Other employees 其他僱員</b>								
In aggregate 合共	648,000	-	-	-	648,000	12 October 2010 二零一零年十月十二日	12 October 2012 to 11 October 2020 二零一二年十月十二日至二零二零年十月十一日	0.780
	1,920,000	-	-	-	1,920,000	12 October 2010 二零一零年十月十二日	12 October 2013 to 11 October 2020 二零一三年十月十二日至二零二零年十月十一日	0.780
	1,400,000	-	-	-	1,400,000	12 October 2010 二零一零年十月十二日	12 October 2015 to 11 October 2020 二零一五年十月十二日至二零二零年十月十一日	0.780
	82,000	-	-	-	82,000	3 January 2011 二零一一年一月三日	(note c(ii)) (附註c(ii))	0.922
	54,000	-	-	-	54,000	4 July 2011 二零一一年七月四日	(note c(iii)) (附註c(iii))	0.880
	240,000	-	-	(240,000)	-	3 July 2012 二零一二年七月三日	3 July 2013 to 2 July 2022 二零一三年七月三日至二零二零年七月二日	0.490

**Share option scheme (continued)**

The following table discloses movements in the Company's share options outstanding during the year:  
(continued)

**購股權計劃(續)**

下表披露年內本公司尚未行使購股權之變動：(續)

Name or category of participants 參與人士姓名或類別	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年六月三十日			
<b>Other employees 其他僱員</b>								
In aggregate 合共	360,000	-	-	(360,000)	-	3 July 2012 二零一二年七月三日	3 July 2014 to 2 July 2022 二零一四年七月三日至二零二二年七月二日	0.490
	600,000	-	-	(600,000)	-	3 July 2012 二零一二年七月三日	3 July 2015 to 2 July 2022 二零一五年七月三日至二零二二年七月二日	0.490
	90,000	-	-	(54,000)	36,000	3 July 2012 二零一二年七月三日	(note c(iv)) (附註c(iv))	0.490
	240,000	-	-	-	240,000	2 January 2013 二零一三年一月二日	2 January 2014 to 1 January 2023 二零一四年一月二日至二零二三年一月一日	0.425
	360,000	-	-	-	360,000	2 January 2013 二零一三年一月二日	2 January 2015 to 1 January 2023 二零一五年一月二日至二零二三年一月一日	0.425
	600,000	-	-	-	600,000	2 January 2013 二零一三年一月二日	2 January 2016 to 1 January 2023 二零一六年一月二日至二零二三年一月一日	0.425
	22,386,000	-	-	(1,198,000)	21,188,000	2 December 2013 二零一三年十二月二日	(note d(i)) (附註d(i))	0.570
	248,000	-	-	-	248,000	2 January 2014 二零一四年一月二日	(note d(ii)) (附註d(ii))	0.570

## Share option scheme (continued)

The following table discloses movements in the Company's share options outstanding during the year: (continued)

## 購股權計劃(續)

下表披露年內本公司尚未行使購股權之變動：(續)

Name or category of participants 參與人士姓名或類別	Number of share options 購股權數目					Date of grant of share options (note a) 授出購股權日期 (附註a)	Exercise period of share options 購股權行使期	Exercise price of share options (note b) 購股權行使價 (附註b) HK\$ per share 每股港幣元
	At 1 July 2017 於二零一七年七月一日	Granted during the year 年內授出	Exercised during the year 年內行使	Forfeited during the year 年內沒收	At 30 June 2018 於二零一八年六月三十日			
<b>Other employees 其他僱員</b>								
In aggregate 合共	398,000	-	-	-	398,000	2 July 2015 二零一五年七月二日	(note d(iii)) (附註d(iii))	0.740
	28,000	-	-	-	28,000	4 January 2016 二零一六年一月四日	(note d(iv)) (附註d(iv))	0.590
	22,000	-	-	(22,000)	-	3 October 2016 二零一六年十月三日	(note d(v)) (附註d(v))	0.496
	44,480,000	-	-	(2,500,000)	41,980,000	4 October 2016 二零一六年十月四日	4 October 2019 to 3 October 2026 二零一九年十月四日至二零二六年十月三日	0.495
	620,000	-	-	-	620,000	1 June 2017 二零一七年六月一日	28 November 2019 to 31 May 2027 二零一九年十一月二十八日至二零二七年五月三十一日	0.460
	-	816,000	-	-	816,000	3 October 2017 二零一七年十月三日	4 October 2019 to 2 October 2027 二零一九年十月四日至二零二七年十月二日	0.455
	-	780,000	-	-	780,000	1 December 2017 二零一七年十二月一日	22 May 2020 to 30 November 2027 二零二零年五月二十二日至二零二七年十一月三十日	0.425
	89,736,000	1,596,000	(1,200,000)	(10,092,000)	80,040,000			
	129,424,000	1,596,000	(1,200,000)	(10,092,000)	119,728,000			



**Share option scheme (continued)**

Notes to the table of share options outstanding during the year:

- (a) The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- (b) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- (c) Vesting of the share options is conditional, subject to the individual performance of respective grantees and the achievement of 3-year corporate goals for the 3-year performance period ended 30 June 2013, including but not limited to the achievement of strategic goals, financial and operational performance targets. The share options or any portion thereof shall be forfeited if the relevant 3-year corporate goals cannot be achieved.

The exercise periods of share options are as follows:

- (i) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 4 July 2020.
- (ii) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 2 January 2021.
- (iii) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 3 July 2021.
- (iv) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 2 July 2022.

**購股權計劃(續)**

年內尚未行使購股權列表附註：

- (a) 購股權歸屬期為自授出日期起計直至行使期間開始為止。
- (b) 購股權之行使價可根據供股或發行紅股、或本公司股本之其他類似變動而予以調整。
- (c) 購股權的歸屬受個別承授人的表現及截至二零一三年六月三十日止三年期間，本集團達到三年集團目標(包括但不限於達致策略目標、財務及營運表現目標)等條件規限。倘未能達成有關三年集團目標，相關購股權或其任何部份將會被沒收。

購股權行使期如下：

- (i) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二零年七月四日。
- (ii) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二一年一月二日。
- (iii) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二一年七月三日。
- (iv) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二二年七月二日。

**Share option scheme (continued)**

Notes to the table of share options outstanding during the year: (continued)

- (d) Vesting of the share options is conditional, subject to the individual performance of respective grantees and the achievement of 3-year corporate goals for the 3-year performance period ended 30 June 2016, including but not limited to the achievement of strategic goals, financial and operational performance targets. The share options or any portion thereof shall be forfeited if the relevant 3-year corporate goals cannot be achieved.

The exercise periods of share options are as follows:

- (i) From 1 November 2016 to 1 December 2023.
- (ii) From 1 November 2016 to 1 January 2024.
- (iii) From 1 November 2016 to 1 July 2025.
- (iv) From 1 November 2016 to 3 January 2026.
- (v) From 1 November 2016 to 2 October 2026.

Subsequent to the end of the reporting period, on 3 July 2018, 620,000 share options were granted to an employee with an exercise price of HK\$0.352 per share in respect of her service to the Group in the forthcoming years. Vesting of these share options is subject to certain conditions, details of which are disclosed in note 30 to the consolidated financial statements.

The weighted average closing price of the Company's shares immediately before the exercise date of the share options was HK\$0.464 per share. The closing prices of the Company's shares immediately before the dates on which the options were granted on 3 October 2017 and 1 December 2017 were HK\$0.449 per share and HK\$0.420 per share respectively.

**購股權計劃(續)**

年內尚未行使購股權列表附註：(續)

- (d) 購股權的歸屬受個別承授人的表現及截至二零一六年六月三十日止三年期間，本集團達到三年集團目標(包括但不限於達致策略目標、財務及營運表現目標)等條件規限。倘未能達成有關三年集團目標，相關購股權或其任何部份將會被沒收。

購股權行使期如下：

- (i) 由二零一六年十一月一日起至二零二三年十二月一日。
- (ii) 由二零一六年十一月一日起至二零二四年一月一日。
- (iii) 由二零一六年十一月一日起至二零二五年七月一日。
- (iv) 由二零一六年十一月一日起至二零二六年一月三日。
- (v) 由二零一六年十一月一日起至二零二六年十月二日。

於報告期末後，於二零一八年七月三日，本集團一名僱員就彼於未來年度為本集團提供服務而獲授620,000份購股權，行使價為每股港幣0.352元。該等購股權的歸屬受到若干條件所規限，詳情於綜合財務報表附註30披露。

本公司股份於緊接購股權行使日期前之加權平均收市價為每股港幣0.464元。本公司股份於緊接購股權在二零一七年十月三日及二零一七年十二月一日授出日期前之收市價分別為每股港幣0.449元及每股港幣0.420元。

**Share option scheme (continued)**

The directors have estimated the values of the share options granted during the year, calculated using the trinomial option pricing model as at the date of grant of the options:

Grantees	Number of share options granted during the year 年內已授出購股權數目	Theoretical value of share options 購股權之理論價值 HK\$'000 港幣千元
Other employees	1,596,000	194

The trinomial model is a generally accepted method of valuing options, taking into account the terms and conditions upon which the options were granted. The significant assumptions used in the calculation of the values of the share options were the risk-free interest rate, expected life of options, expected volatility and expected dividend. The expected life of the options is based on the historical data over the past 10 years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The measurement dates used in the valuation calculations were the dates on which the options were granted.

The values of share options calculated using the trinomial model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

**Directors' interests in transactions, arrangements or contracts**

No director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which any of the Company's subsidiaries was a party during the year.

**購股權計劃(續)**

董事採用三項式期權定價模式估計年內已授出購股權於授出日期之價值：

承授人	Number of share options granted during the year 年內已授出購股權數目	Theoretical value of share options 購股權之理論價值 HK\$'000 港幣千元
其他僱員	1,596,000	194

三項式模式乃普遍被採納之購股權估值法，在計算過程中考慮了授出購股權之各項條款及條件。於計算購股權價值時所採用之重大假設為無風險利率、購股權預計年期、預期波動及預期股息。購股權之預計年期乃根據過往十年之歷史數據釐定，未必能反映可能出現之購股權行使模式。預期波動乃根據歷史波動去推演未來趨勢，故未必能顯示實際狀況。估值所使用之計算日期為購股權授出日期。

以三項式模式計算之購股權價值之準確性乃受制於若干因素，當中包括為預測未來表現而作的多項假設所涉及之主觀判斷及不肯定因素，以及計算模式的內在限制。

購股權價值會跟隨若干主觀假設之不同變數而變動。有關變數之任何變動或會對購股權之公平估值造成重大影響。

**董事於交易、安排或合約中之權益**

本年度概無董事或董事之關連實體在本公司任何附屬公司簽訂而對本集團業務有重大影響之任何交易、安排或合約中直接或間接擁有重大權益。

**Permitted indemnity provision**

The Bye-laws provides that each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto. In addition, the Company has maintained appropriate directors' and officers' liability insurance in respect of relevant legal actions against the Directors.

**Substantial shareholders' interests in shares and underlying shares**

At 30 June 2018, the following interests of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

*Long positions*

Name	Capacity and nature of interest			
姓名	身份及權益性質			
Mr. LAW Ka Sing 羅家聖先生	Directly beneficially owned 直接實益擁有 Family interest 家族權益			
	Total 總額			

Save as disclosed above, as at 30 June 2018, no person, other than the directors of the Company, whose interests are also set out in the section "Directors' interests in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

**獲准許彌償條文**

公司章程細則規定，本公司各董事或其他高級職員將有權就彼等於執行職務時或就此而可能承擔或引致之所有損失或債務，從本公司的資產中獲得彌償。此外，本公司已就董事面臨的相關法律行動投購適合的董事及高級職員責任的保險。

**主要股東於股份及相關股份之權益**

於二零一八年六月三十日，本公司遵照證券及期貨條例第336條存置之權益登記冊顯示，下列人士於本公司已發行股本及購股權中擁有5%或以上權益：

*好倉*

	Number of ordinary shares held	Number of share options held	Percentage of the Company's issued shares
	所持普通股數目	所持購股權數目	佔本公司已發行股份百分比
	1,093,091,098	–	66.70
	–	8,750,000	0.53
	1,093,091,098	8,750,000	67.23

除上文所披露者及在上文「董事於股份及相關股份之權益」一節所載本公司董事之權益外，於二零一八年六月三十日，概無人士於本公司之股份或相關股份中，擁有須遵照證券及期貨條例第336條予以記錄之權益或淡倉。

**Sufficiency of public float**

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

**Purchase, redemption or sale of listed securities of the Company**

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

**Connected transactions and continuing connected transactions**

During the year, the Group had the following continuing connected transactions, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). Further details of the transactions are included in note 36 to the consolidated financial statements.

**Purchase of garments**

On 5 May 2015, the Group renewed the Purchase Agreement (the "Purchase Agreement") with Laws International Group Limited ("Laws International"), for purchase of garments for the period from 1 July 2015 to 30 June 2018. Laws International is wholly owned by a trustee of a discretionary trust set up by a relative of Mr. LAW Ka Sing ("Mr. Law") of which such relative and his family members are eligible discretionary objects of the trust. Mr. Law is a substantial shareholder of the Company and the spouse of Ms. TSIN Man Kuen Bess, a director of the Company. According to the Purchase Agreement, the annual values of the purchases of garments from Laws International and its subsidiaries by the Group for the years ended 30 June 2016, 2017 and 2018 would not exceed HK\$217,500,000, HK\$261,000,000 and HK\$313,000,000, respectively. The prices of the products are to be determined by reference to the prevailing market prices. On 15 May 2018, the Group renewed the Purchase Agreement with Laws International, for purchase of garments for the period from 1 July 2018 to 30 June 2021. According to the renewed Purchase Agreement, the annual values of the purchases of garments from Laws International and its subsidiaries by the Group for each of the three financial years ending 30 June 2019, 2020 and 2021 will not exceed HK\$28,000,000. The prices of the products are to be determined by reference to the prevailing market prices.

**公眾持股量之足夠性**

根據本公司可以得悉之公開資料及就董事所知悉，於本報告日期，公眾人士最少持有本公司已發行股份總數的25%。

**購買、贖回或出售本公司上市證券**

本公司或其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

**關連交易及持續關連交易**

於年內，本集團進行了下列持續關連交易，若干資料已遵照聯交所證券上市規則（「上市規則」）第14A章之規定作出披露。該等交易之詳情已載於綜合財務報表附註36。

**採購成衣**

於二零一五年五月五日，本集團與羅氏國際集團有限公司（「羅氏國際」）就採購成衣而續訂採購協議（「採購協議」），由二零一五年七月一日起至二零一八年六月三十日止期間生效。羅氏國際乃由羅家聖先生（「羅先生」）之親屬所設立之全權信託之受託人全資擁有，而有關親屬及其家族成員均為信託之合資格受益人，羅先生為本公司之主要股東及本公司董事錢曼娟女士之配偶。根據採購協議，本集團於截至二零一六年、二零一七年及二零一八年六月三十日止年度向羅氏國際及其附屬公司採購成衣之年度總值將分別不會超過港幣217,500,000元、港幣261,000,000元及港幣313,000,000元。產品價格乃參考當時市價釐定。於二零一八年五月十五日，本集團與羅氏國際就採購成衣而續訂採購協議，由二零一八年七月一日至二零二一年六月三十日止期間生效。根據續訂採購協議，本集團於截至二零一九年、二零二零年及二零二一年六月三十日止三個財政年度向羅氏國際及其附屬公司採購成衣之年度總值每年將不會超過港幣28,000,000元。產品價格乃參考當時市價釐定。

**Connected transactions and continuing connected transactions (continued)****Purchase of garments (continued)**

The independent non-executive directors of the Company have reviewed the continuing connected transactions in relation to the purchase of garments set out above and have confirmed that these continuing connected transactions have been entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms or better; and (iii) in accordance with the relevant Purchase Agreement and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. The independent non-executive directors of the Company have further confirmed that the values of purchases of garments from Laws International and its subsidiaries by the Group for the year ended 30 June 2018 did not exceed HK\$313,000,000.

Ernst & Young, the Company's auditors, were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and with reference to Practice Note 740 *Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules* issued by the Hong Kong Institute of Certified Public Accountants. Ernst & Young have issued their unqualified letter containing the findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

**Auditors**

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

**TSIN Man Kuen Bess**

Chairman

Hong Kong

19 September 2018

**關連交易及持續關連交易 (續)****採購成衣 (續)**

本公司之獨立非執行董事已審閱上文所述有關採購成衣之持續關連交易，並已確認該等持續關連交易乃(i)於本集團之正常及日常業務過程中；(ii)按照一般商務條款或更佳條款進行；及(iii)根據有關採購協議及按公平合理，並符合本公司股東整體利益之條款訂立。本公司之獨立非執行董事已進一步確認，截至二零一八年六月三十日止年度，本集團向羅氏國際及其附屬公司採購成衣之總值並無超過港幣313,000,000元。

本公司核數師安永會計師事務所已獲聘請根據香港會計師公會發出的香港核證準則第3000號(經修訂) *審計或審閱過往財務數據以外的核證委聘*以及參考應用指引第740號 *核數師根據香港上市規則就持續關連交易發出的信函*以匯報本集團的持續關連交易。安永會計師事務所已根據上市規則第14A.56條，對本集團於上文披露的持續關連交易出具無保留意見函件，當中載有持續關連交易的調查結果及總結。本公司已將核數師函件副本送呈聯交所。

**核數師**

安永會計師事務所任滿告退，重聘其為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事局

主席

錢曼娟

香港

二零一八年九月十九日

A summary of the results, assets and liabilities of the Group for the five years ended 30 June 2014, 2015, 2016, 2017 and 2018, as extracted from the published audited consolidated financial statements, is set out below.

以下為本集團截至二零一四年、二零一五年、二零一六年、二零一七年及二零一八年六月三十日止五個年度之業績、資產及負債摘要，乃節錄自己刊發經審核綜合財務報表。

## Results 業績

	Year ended 30 June 截至六月三十日止年度				
	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元
<b>REVENUE 收益</b>	<b>1,958,043</b>	2,019,890	2,319,265	2,523,369	2,548,040
<b>PROFIT/(LOSS) FROM OPERATING ACTIVITIES 營運業務溢利／(虧損)</b>	<b>(21,474)</b>	9,764	304,306	132,437	154,994
Finance cost 融資成本	(40)	—	—	—	—
<b>PROFIT/(LOSS) BEFORE TAX 除稅前溢利／(虧損)</b>	<b>(21,514)</b>	9,764	304,306	132,437	154,994
Income tax expense 所得稅開支	(7,458)	(4,878)	(12,185)	(17,078)	(27,898)
<b>PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人應佔年內溢利／(虧損)</b>	<b>(28,972)</b>	4,886	292,121	115,359	127,096

## Assets and Liabilities 資產及負債

	At 30 June 於六月三十日				
	2018 二零一八年 HK\$'000 港幣千元	2017 二零一七年 HK\$'000 港幣千元	2016 二零一六年 HK\$'000 港幣千元	2015 二零一五年 HK\$'000 港幣千元	2014 二零一四年 HK\$'000 港幣千元
<b>TOTAL ASSETS 資產總值</b>	<b>1,129,175</b>	1,232,745	1,323,912	1,149,108	1,154,253
<b>TOTAL LIABILITIES 負債總值</b>	<b>(253,350)</b>	(277,377)	(332,174)	(346,892)	(352,004)
	<b>875,825</b>	955,368	991,738	802,216	802,249



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### To the shareholders of Bossini International Holdings Limited

(Incorporated in Bermuda with limited liability)

#### Opinion

We have audited the consolidated financial statements of Bossini International Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 69 to 179, which comprise the consolidated statement of financial position as at 30 June 2018, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows 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 30 June 2018, 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.

#### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") 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"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 致堡獅龍國際集團有限公司全體股東

(於百慕達註冊成立的有限公司)

#### 意見

我們已審計列載於第69至179頁的堡獅龍國際集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一八年六月三十日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動報表和綜合現金流量表，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匯報準則真實而中肯地反映了 貴集團於二零一八年六月三十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規定妥為擬備。

#### 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份中作進一步闡述。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」)，我們獨立於 貴集團，並已履行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。

**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. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

**Key audit matter***Inventory provision*

As at 30 June 2018, the Group had inventories of HK\$202,781,000, which represented 18% of the Group's total assets. The Group is principally engaged in retailing, distribution and wholesaling of garments. The apparel industry is highly correlated to seasonal factors, economic environments, customers' preferences and competitor actions which affect the amount of inventory provision to be provided. The Group has an inventory provision policy and such provision is made for obsolete, damaged, slow-moving, excess and other inventory items whose costs may not be fully recoverable. Such inventory provision is estimated by management through the application of subjective judgement and assumptions with reference to data such as historical sales pattern and expected subsequent sales based on internal budget and certain market factors.

The accounting judgements and estimates and disclosures of the amount of inventory provision are included in notes 3 and 7 to the consolidated financial statements.

**How our audit addressed the key audit matter**

Our audit procedures over identifying and valuing obsolete, damaged, slow-moving, excess and other inventory items whose costs may not be fully recoverable included the performance of physical counts on inventories and reviewing the inventories ageing report. We also evaluated the Group's inventory policy and the inputs and assumptions used by the Group in calculating the impairment by comparing management's calculations for consistency against those used in the prior year and assessing the percentage used for provision by comparing to the historical consumption. Also, we assessed the amount of the impairment recorded by reviewing sales record throughout the year as well as sales after the year end and comparing the subsequent sales pattern with historical sales record.

**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。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審計綜合財務報表承擔的責任部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。

**關鍵審計事項***存貨撥備*

於二零一八年六月三十日，貴集團擁有的存貨價值為港幣202,781,000元，佔貴集團資產總值的18%。貴集團主要從事成衣零售、分銷及批發業務。服裝行業與季節性因素、經濟環境、客戶喜好及競爭對手活動息息相關，並會影響集團作存貨撥備的計提金額。貴集團已制定存貨撥備政策，有關撥備乃就陳舊、損毀、滯銷、超額及其他存貨項目（其成本未必可全數收回）作出。該等存貨撥備由管理層透過參考內部預算及若干市場因素作出主觀判斷及假設估計，其中的數據包括過往銷售模式及預期往後的銷售數據。

有關存貨撥備金額的會計判斷及估計及披露載於綜合財務報表附註3及7。

**我們的審計如何處理關鍵審計事項**

我們的審計程序就識別陳舊、損毀、滯銷、超額及其他存貨項目（其成本未必可全數收回）並對其進行估值包括：進行存貨盤點及檢視存貨賬齡分析表。我們亦已評估貴集團之存貨政策及貴集團於計算減值時所採用的輸入數據及假設，包括比較管理層所採用的計算與去年是否一致；及與過往消耗量相比，評估用於撥備的百分比。我們亦透過檢視全年銷售記錄及年度結算日後的銷售，並將其後銷售模式與過往銷售記錄相比較，評估所錄的減值是否充足。

**Key audit matters (continued)****Key audit matter***Property, plant and equipment impairment assessment*

At 30 June 2018, the Group had property, plant and equipment of HK\$47,893,000 which represented approximately 4% of the Group's total assets. Impairment assessment was conducted for property, plant and equipment of each individual cash-generating unit which generates independent cash flows. The Group determines impairment provision based on the cashflow forecast of each cash-generating unit. The evaluation process is inherently subjective, and dependent on a number of estimates, which include, among others, estimated future store performance, economic environment, sales growth rate and discount rate applied.

The accounting judgements and estimates and the disclosures about impairment of property, plant and equipment are included in notes 3 and 14 to the consolidated financial statements.

**Other information included in the Annual Report**

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

**How our audit addressed the key audit matter**

Our procedures in relation to management's impairment assessment of property, plant and equipment included, among others, evaluation of the bases and key assumptions adopted in estimating the value in use of the cash-generating units. We assessed the assumptions about growth rate, discount rate, overall market and economic conditions and the respective effect to each cash-generating unit by comparing the recent historical financial performance with the cash flow forecasts, discussing business plans with senior management and comparing the growth rate and discount rate with economic data and our industry knowledge. Also, we checked the reasonableness and relevancy of the input data used.

**關鍵審計事項(續)****關鍵審計事項***物業、廠房及設備減值評估*

於二零一八年六月三十日，貴集團擁有的物業、廠房及設備的價值為港幣47,893,000元，佔貴集團資產總值約4%。減值評估就產生獨立現金流量之各獨立現金產生單位的物業、廠房及設備所作出。貴集團根據各現金產生單位的現金流量預測釐定減值撥備。該評估過程本身屬主觀性質，且依賴多項估計所作出，其中包括估計未來店舖表現、經濟環境、銷售增長率及所應用之貼現率。

有關物業、廠房及設備之減值的會計判斷及估計及披露載於綜合財務報表附註3及14。

**刊載於年報內其他信息**

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

**我們的審計如何處理關鍵審計事項**

因應管理層就有關物業、廠房及設備所進行的減值評估，我們的程序其中包括評估用於計算現金產生單位的使用價值所採用之基準及主要假設。我們透過將最近之過往財務表現與現金流量預測進行比較、與高級管理層討論業務計劃及藉著經濟數據和我們的行業知識比較增長率及貼現率，以評估有關增長率、貼現率、整體市場及經濟狀況以及對各現金產生單位產生影響之假設。我們亦檢查所用的輸入數據是否合理及相關。

**Other information included in the Annual Report (continued)**

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 of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company 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. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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 HKSAAs 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.

**刊載於年報內其他信息 (續)**

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鑑證結論。

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瞭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**

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

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 貴公司董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助 貴公司董事履行職責，監督 貴集團的財務報告過程。

**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。我們遵照百慕達一九八一年公司法第90條僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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滙總起來可能影響綜合財務報表使用者依賴綜合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。



### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

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.
- 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.

### 核數師就審計綜合財務報表承擔的責任(續)

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。
- 瞭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。
- 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。

### Auditor's responsibilities for the audit of the consolidated financial statements (continued)

- 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 to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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 Ki Wing Yee, Winnie.

### Ernst & Young Certified Public Accountants

22/F, CITIC Tower  
1 Tim Mei Avenue, Central  
Hong Kong

19 September 2018

### 核數師就審計綜合財務報表承擔的責任(續)

- 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、時間安排及重大審計發現等，包括我們在審計中識別出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，以及在適用情況下，相關的防範措施。

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為祁詠儀。

### 安永會計師事務所 執業會計師

香港中環  
添美道1號  
中信大廈22樓

二零一八年九月十九日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

in HK\$ thousand	Notes 附註	2018 二零一八年	2017 二零一七年	港幣千元
<b>REVENUE</b>	5	<b>1,958,043</b>	2,019,890	<b>收益</b>
Cost of sales		<b>(921,550)</b>	(996,471)	銷售成本
<b>GROSS PROFIT</b>		<b>1,036,493</b>	1,023,419	<b>毛利</b>
Other income and gain	5	<b>55,831</b>	57,918	其他收入及收益
Selling and distribution expenses		<b>(800,806)</b>	(805,883)	銷售及分銷開支
Administrative expenses		<b>(238,071)</b>	(230,735)	行政開支
Other operating expenses		<b>(74,921)</b>	(34,955)	其他營運開支
<b>PROFIT/(LOSS) FROM OPERATING ACTIVITIES</b>		<b>(21,474)</b>	9,764	<b>營運業務溢利/(虧損)</b>
Finance cost	6	<b>(40)</b>	-	融資成本
<b>PROFIT/(LOSS) BEFORE TAX</b>	7	<b>(21,514)</b>	9,764	<b>除稅前溢利/(虧損)</b>
Income tax expense	11	<b>(7,458)</b>	(4,878)	所得稅開支
<b>PROFIT/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		<b>(28,972)</b>	4,886	<b>本公司擁有人應佔 年內溢利/(虧損)</b>
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>				<b>其他全面收益/(虧損)</b>
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:				於往後期間將重新分類至損益之
Change in fair value of an available-for-sale investment	17	<b>(3,615)</b>	609	其他全面收益/(虧損):
Reclassification adjustments for foreign operations deregistered during the year		<b>(3,783)</b>	129	可供出售投資之公平值變動
Exchange differences on translation of foreign operations		<b>3,776</b>	(4,365)	年內取消註冊海外業務之 重新分類調整
				換算海外業務之兌換差額
<b>NET OTHER COMPREHENSIVE LOSS TO BE RECLASSIFIED TO PROFIT OR LOSS IN SUBSEQUENT PERIODS</b>		<b>(3,622)</b>	(3,627)	<b>於往後期間將重新分類至損益之 其他全面淨虧損</b>
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>		<b>(32,594)</b>	1,259	<b>本公司擁有人應佔年內 全面收益/(虧損)總額</b>
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>	13			<b>本公司普通權益持有人 應佔每股盈利/(虧損)</b>
Basic		<b>(HK1.77 cents港仙)</b>	HK0.30 cent港仙	基本
Diluted		<b>(HK1.77 cents港仙)</b>	HK0.30 cent港仙	攤薄

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# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

30 June 2018 二零一八年六月三十日

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in HK\$ thousand	Notes 附註	2018 二零一八年	2017 二零一七年	港幣千元
<b>NON-CURRENT ASSETS</b>				
Property, plant and equipment	14	<b>47,893</b>	52,026	非流動資產 物業、廠房及設備
Investment property	15	<b>20,311</b>	22,079	投資物業
Trademark	16	<b>1,164</b>	1,164	商標
Available-for-sale investment	17	<b>229,562</b>	233,177	可供出售投資
Note receivable	18	–	38,775	票據
Deferred tax assets	28	<b>11,600</b>	10,571	遞延稅項資產
Deposits paid	21	<b>45,902</b>	78,035	已付按金
Total non-current assets		<b>356,432</b>	435,827	非流動資產總值
<b>CURRENT ASSETS</b>				
Inventories	19	<b>202,781</b>	238,587	流動資產 存貨
Debtors	20	<b>57,664</b>	58,956	應收賬款
Bills receivable		<b>30,397</b>	31,031	應收票據
Deposits paid	21	<b>61,483</b>	28,532	已付按金
Tax recoverable		<b>4,616</b>	6,189	可收回稅項
Prepayments and other receivables	22	<b>35,055</b>	37,389	預付款項及其他應收賬項
Derivative financial instruments	26	<b>1,188</b>	–	衍生金融工具
Note receivable	18	<b>38,775</b>	–	票據
Pledged bank deposit	23	<b>824</b>	770	有抵押銀行存款
Cash and cash equivalents	23	<b>339,960</b>	395,464	現金及現金等值項目
Total current assets		<b>772,743</b>	796,918	流動資產總值
<b>CURRENT LIABILITIES</b>				
Deferred gain	10	<b>20,888</b>	23,333	流動負債 遞延收益
Trade creditors, other payables and accruals	24	<b>193,760</b>	190,611	應付賬款、其他應付款項及應計賬項
Bills payable		<b>18,649</b>	25,878	應付票據
Tax payable		<b>6,979</b>	7,287	應繳稅項
Due to related companies	25	<b>1,879</b>	2,311	應付關連公司款項
Derivative financial instruments	26	<b>7,224</b>	3,294	衍生金融工具
Total current liabilities		<b>249,379</b>	252,714	流動負債總值
<b>NET CURRENT ASSETS</b>		<b>523,364</b>	544,204	<b>流動資產淨值</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>879,796</b>	980,031	<b>除流動負債後資產總值</b>

in HK\$ thousand	Notes 附註	2018 二零一八年	2017 二零一七年	港幣千元
<b>NON-CURRENT LIABILITIES</b>				<b>非流動負債</b>
Deferred gain	10	–	20,888	遞延收益
Deferred tax liabilities	28	<b>1,461</b>	1,403	遞延稅項負債
Other payables	24	<b>2,510</b>	2,372	其他應付款項
Total non-current liabilities		<b>3,971</b>	24,663	非流動負債總值
Net assets		<b>875,825</b>	955,368	資產淨值
<b>EQUITY</b>				<b>權益</b>
Issued capital	29	<b>163,894</b>	163,774	已發行股本
Reserves	31	<b>711,931</b>	791,594	儲備
Total equity		<b>875,825</b>	955,368	權益總值

**MAK Tak Cheong Edmund 麥德昌**  
Director 董事

**CHAN Cheuk Him Paul 陳卓謙**  
Director 董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動報表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

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Notes	Issued capital	Share premium account	Share option reserve	Capital reserve	Contributed surplus	Available-for-sale investment reserve	Asset revaluation reserve	Exchange fluctuation reserve	Reserve funds	Retained profits	Total equity
附註	已發行股本	股份溢價賬	購股權儲備	(note a) 資本儲備 (附註a)	(note b) 繳入盈餘 (附註b)	可供出售 投資儲備	資產 重估儲備	外匯波動 儲備	(note c) 儲備基金 (附註c)	保留溢利	權益總值
in HK\$ thousand 港幣千元											
At 1 July 2017 於二零一七年七月一日	163,774	28,223	24,757	(3,292)	90,258	182	9,395	(1,161)	1,810	641,422	955,368
Loss for the year 本年度虧損	-	-	-	-	-	-	-	-	-	(28,972)	(28,972)
Other comprehensive income/(loss) for the year: 本年度其他全面收益/(虧損):											
Change in fair value of an available-for-sale investment 可供出售投資之公平值變動	-	-	-	-	-	(3,615)	-	-	-	-	(3,615)
Reclassification adjustments for foreign operations deregistered during the year 年內取消註冊海外業務之重新分類調整	-	-	-	-	-	-	-	(3,783)	-	-	(3,783)
Exchange differences on translation of foreign operations 換算海外業務之兌換差額	-	-	-	-	-	-	-	3,776	-	-	3,776
Total comprehensive loss for the year 年內全面虧損總額	-	-	-	-	-	(3,615)	-	(7)	-	(28,972)	(32,594)
Final 2017 dividend declared 已宣派二零一七年末期股息	-	-	-	-	-	-	-	-	-	(19,995)	(19,995)
Special final 2017 dividend declared 已宣派二零一七年特別末期股息	-	-	-	-	-	-	-	-	-	(9,997)	(9,997)
Interim 2018 dividend 二零一八年中中期股息	12	-	-	-	-	-	-	-	-	(19,995)	(19,995)
Exercise of share options 行使購股權	29	120	535	(211)	-	-	-	-	-	-	444
Equity-settled share option arrangements 權益結算購股權安排	30	-	-	2,594	-	-	-	-	-	-	2,594
At 30 June 2018 於二零一八年六月三十日	163,894	28,758*	27,140*	(3,292)*	90,258*	(3,433)*	9,395*	(1,168)*	1,810*	562,463*	875,825

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動報表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

Notes	Issued capital	Share premium account	Share option reserve	Capital reserve (note a)	Contributed surplus (note b)	Available-for-sale investment reserve	Asset revaluation reserve	Exchange fluctuation reserve	Reserve funds (note c)	Retained profits	Total equity	
附註	已發行股本	股份溢價賬	購股權儲備	資本儲備 (附註a)	繳入盈餘 (附註b)	可供出售投資儲備	資產重估儲備	外匯波動儲備	儲備基金 (附註c)	保留溢利	權益總值	
in HK\$ thousand 港幣千元												
At 1 July 2016 於二零一六年七月一日		163,654	27,688	23,095	(3,292)	90,258	(427)	9,395	3,075	1,810	676,482	991,738
Profit for the year 本年度溢利		-	-	-	-	-	-	-	-	-	4,886	4,886
Other comprehensive income/(loss) for the year: 本年度其他全面收益/(虧損):												
Change in fair value of an available-for-sale investment 可供出售投資之公平值變動		-	-	-	-	-	609	-	-	-	-	609
Reclassification adjustment for a foreign operation deregistered during the year 年內取消註冊海外業務之重新分類調整		-	-	-	-	-	-	129	-	-	-	129
Exchange differences on translation of foreign operations 換算海外業務之兌換差額		-	-	-	-	-	-	(4,365)	-	-	-	(4,365)
Total comprehensive income for the year 年內全面收益總額		-	-	-	-	-	609	(4,236)	-	4,886	1,259	1,259
Special final 2016 dividend declared 已宣派二零一六年特別末期股息		-	-	-	-	-	-	-	-	(19,966)	(19,966)	(19,966)
Special interim 2017 dividend 二零一七年特別中期股息	12	-	-	-	-	-	-	-	-	(19,980)	(19,980)	(19,980)
Exercise of share options 行使購股權	29	120	535	(211)	-	-	-	-	-	-	-	444
Equity-settled share option arrangements 權益結算購股權安排	30	-	-	1,873	-	-	-	-	-	-	-	1,873
At 30 June 2017 於二零一七年六月三十日		163,774	28,223*	24,757*	(3,292)*	90,258*	182*	9,395*	(1,161)*	1,810*	641,422*	955,368

\* These reserve accounts comprise the consolidated reserves of HK\$711,931,000 (2017: HK\$791,594,000) in the consolidated statement of financial position.

\* 此等儲備賬項包含列於綜合財務狀況表內之綜合儲備港幣711,931,000元(二零一七年:港幣791,594,000元)。

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### 綜合權益變動報表

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#### Notes:

- (a) The capital reserve of the Group represents goodwill arising on the acquisition of subsidiaries in prior years.
- (b) The contributed surplus of the Group represents the difference between the nominal value of the share capital issued by the Company and the aggregate of the share capital and the share premium account of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares in 1993.
- (c) In accordance with the financial regulations applicable in mainland China, a portion of the profit of a subsidiary in mainland China has been transferred to the reserve funds which are restricted as to use.

#### 附註：

- (a) 本集團之資本儲備為過往年度收購附屬公司所產生之商譽。
- (b) 本集團之繳入盈餘為本公司已發行股本之面值及本公司股份於一九九三年上市前根據集團重組所收購之附屬公司之股本及股份溢價賬總額之差額。
- (c) 根據適用於中國大陸之財務規例，中國大陸一間附屬公司之部份溢利已轉移至有限制用途之儲備基金。

in HK\$ thousand	Notes 附註	2018 二零一八年	2017 二零一七年	港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit/(loss) before tax		<b>(21,514)</b>	9,764	營運業務之現金流量
Adjustments for:				除稅前溢利/(虧損)
Finance cost	6	<b>40</b>	-	經調整：
Interest income	5	<b>(11,417)</b>	(11,822)	融資成本
Amortisation of deferred gain	5	<b>(23,333)</b>	(23,333)	利息收入
Provision/(write-back of provision) for inventories	7	<b>(14,742)</b>	8,080	攤銷遞延收益
Loss on disposal/write-off of items of property, plant and equipment, net	7	<b>591</b>	93	存貨撥備/(撥備撥回)
Impairment of items of property, plant and equipment	7	<b>119</b>	224	出售/撤銷物業、廠房及設備項目之淨虧損
Fair value losses, net on derivative financial instruments				物業、廠房及設備項目之減值
- transactions not qualifying as hedges	7	<b>2,742</b>	3,424	衍生金融工具之公平值淨虧損
Depreciation	7	<b>31,248</b>	43,608	- 不符合作為對沖活動的交易
Equity-settled share option expense	7	<b>2,594</b>	1,873	折舊
Write-back of impairment of debtors	7	<b>(78)</b>	(251)	權益結算購股權開支
		<b>(33,750)</b>	31,660	應收賬款之減值撥回
Decrease in inventories		<b>49,363</b>	9,594	存貨減少
Decrease/(increase) in debtors		<b>872</b>	(9,391)	應收賬款減少/(增加)
Decrease/(increase) in bills receivable		<b>634</b>	(18,680)	應收票據減少/(增加)
Decrease/(increase) in deposits paid		<b>(1,065)</b>	1,263	已付按金減少/(增加)
Decrease/(increase) in prepayments and other receivables		<b>2,109</b>	(5,615)	預付款項及其他應收賬項減少/(增加)
Increase/(decrease) in trade creditors, other payables and accruals	32(b)	<b>2,414</b>	(20,546)	應付賬款、其他應付款項及應計賬項增加/(減少)
Decrease in bills payable		<b>(7,222)</b>	(4,866)	應付票據減少
Decrease in amounts due to related companies		<b>(432)</b>	(5,554)	應付關連公司款項減少
Movements in derivative financial instruments		<b>-</b>	(263)	衍生金融工具之變動
Cash generated from/(used in) operations		<b>12,923</b>	(22,398)	營運業務所得/(所耗)之現金
Interest paid		<b>(40)</b>	-	已付利息
Hong Kong profits tax paid		<b>(4,587)</b>	(7,884)	已付香港利得稅
Overseas taxes paid		<b>(2,577)</b>	(2,006)	已付海外稅項
Net cash flows from/(used in) operating activities		<b>5,719</b>	(32,288)	營運業務之所得/(所耗)現金流量淨額



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 30 June 2018 截至二零一八年六月三十日止年度

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in HK\$ thousand	Notes 附註	2018 二零一八年	2017 二零一七年	港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Interest received		<b>11,417</b>	11,822	投資活動之現金流量 已收利息
Purchases of items of property, plant and equipment	32(b)	<b>(24,009)</b>	(15,978)	購買物業、廠房及設備項目
Purchase of a note receivable	18	–	(38,775)	購買票據
Proceeds from disposal of items of property, plant and equipment		<b>1</b>	1	出售物業、廠房及設備項目 所得款項
Increase in a pledged bank deposit with original maturity of more than three months when acquired		<b>(54)</b>	(48)	取得時原定到期日超過三個月之 有抵押銀行存款增加
Decrease/(increase) in non-pledged bank deposits with original maturity of more than three months when acquired		<b>1,344</b>	(119,035)	取得時原定到期日超過三個月之 無抵押銀行存款減少/(增加)
Net cash flows used in investing activities		<b>(11,301)</b>	(162,013)	投資活動之所耗現金流量淨額
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Addition of bank loan	32(a)	<b>38,000</b>	–	融資活動之現金流量 新增銀行貸款
Repayment of bank loan	32(a)	<b>(38,000)</b>	–	償還銀行貸款
Proceeds from issue of shares upon exercise of share options	29(a)	<b>444</b>	444	因行使購股權而發行股份之 所得款項
Dividends paid		<b>(49,987)</b>	(39,946)	已付股息
Net cash flows used in financing activities		<b>(49,543)</b>	(39,502)	融資活動之所耗現金流量淨額
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>				
Cash and cash equivalents at beginning of year		<b>276,429</b>	510,866	現金及現金等值項目之淨減少 年初之現金及現金等值項目
Effect of foreign exchange rate changes, net		<b>965</b>	(634)	外匯兌換率變動之影響，淨額
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>		<b>222,269</b>	276,429	年終之現金及現金等值項目
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>				
Cash and bank balances	23	<b>164,269</b>	185,763	現金及現金等值項目 結餘分析 現金及銀行結餘
Non-pledged bank deposits with original maturity of less than three months when acquired	23	<b>58,000</b>	90,666	取得時原定到期日少於三個月之 無抵押銀行存款
Cash and cash equivalents as stated in the consolidated statement of cash flows		<b>222,269</b>	276,429	綜合現金流量表所示之 現金及現金等值項目

**1. CORPORATE AND GROUP INFORMATION**

Bossini International Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

During the year, the Group was principally engaged in investment holding and the retailing, distribution and wholesaling of garments.

**Information about the subsidiaries**

Particulars of the Company's principal subsidiaries are as follows:

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 成立/註冊及業務地區	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Active Link Limited (note a) 弘譽有限公司(附註a)	Hong Kong 香港	HK\$港幣5,000,000元	—	100	Retailing and distribution of garments 成衣零售及分銷
Bossini Clothing Limited	Hong Kong 香港	HK\$港幣2元	—	100	Retailing and distribution of garments 成衣零售及分銷
Bossini Distribution Limited 堡獅龍分銷有限公司	Hong Kong 香港	HK\$港幣1元	—	100	Retailing and distribution of garments 成衣零售及分銷
Bossini Enterprises Limited 堡獅龍企業有限公司	Hong Kong 香港	HK\$港幣2元	—	100	Retailing and distribution of garments 成衣零售及分銷
Bossini Garment Limited	Hong Kong 香港	HK\$港幣2元	—	100	Distribution of garments 成衣分銷
Bossini Idea Limited	Hong Kong 香港	HK\$港幣1元	—	100	Dormant 暫無業務

**1. 企業及集團資料**

堡獅龍國際集團有限公司乃於百慕達註冊成立之有限公司。本公司之註冊辦事處位於Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本集團於年內主要從事投資控股和成衣零售、分銷及批發業務。

**有關附屬公司之資料**

本公司之主要附屬公司之詳情如下：

**1. CORPORATE AND GROUP INFORMATION (continued)****Information about the subsidiaries (continued)**

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 成立/註冊及業務地區	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Bossini Investment Limited (note d) (附註d)	British Virgin Islands 英屬維爾京群島	US\$11,928美元	100	–	Investment holding 投資控股
Bossini Onmay International Limited 堡獅龍上美國際有限公司	Hong Kong 香港	HK\$港幣2元	–	100	Retailing and distribution of garments 成衣零售及分銷
Bossini Retail Limited	Hong Kong 香港	HK\$港幣2元	–	100	Retailing and distribution of garments 成衣零售及分銷
Bright Star Fashion Limited (note d) 耀星服裝有限公司(附註d)	Macau 澳門	MOP\$25,000澳門元	–	100	Retailing and distribution of garments 成衣零售及分銷
Burling Limited	British Virgin Islands 英屬維爾京群島	US\$100美元	–	100	Licensing of trademarks 商標特許
廣州市堡獅龍實業有限公司 (notes b and d) (附註b及d)	People's Republic of China ("PRC")/mainland China 中華人民共和國 (「中國」)/中國大陸	RMB人民幣1,010,000元	–	100	Retailing and distribution of garments 成衣零售及分銷
廣州富祿龍貿易有限公司 (notes c and d) (附註c及d)	PRC/mainland China 中國/中國大陸	RMB人民幣148,000,000元	–	100	Retailing and distribution of garments 成衣零售及分銷

**1. 企業及集團資料(續)****有關附屬公司之資料(續)**

本公司之主要附屬公司之詳情如下:(續)

**1. CORPORATE AND GROUP INFORMATION (continued)****Information about the subsidiaries (continued)**

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name of subsidiaries 附屬公司名稱	Place of incorporation/ registration and business 成立/註冊及業務地區	Issued ordinary/ registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
J & R Bossini Fashion Pte. Ltd. (note d) (附註d)	Singapore 新加坡	SG\$2,000,000新加坡元	–	100	Retailing and distribution of garments 成衣零售及分銷
J & R Bossini Holdings Limited 堡獅龍集團有限公司	Hong Kong 香港	HK\$港幣2元	–	100	Investment holding 投資控股
Kaono Trading Limited (note d) (附註d)	British Virgin Islands 英屬維爾京群島	HK\$港幣2,000元	–	100	Investment holding 投資控股
Key Value Trading Limited (note d) (附註d)	British Virgin Islands 英屬維爾京群島	US\$100美元	–	100	Investment holding 投資控股
Land Challenger Limited 朗志有限公司	Hong Kong 香港	HK\$港幣2元	–	100	Investment holding 投資控股
Lead Commence Limited 立啟興業有限公司	Hong Kong 香港	HK\$港幣2元	–	100	Retailing and distribution of garments 成衣零售及分銷
Rapid City Limited 捷利城有限公司	Hong Kong 香港	HK\$港幣2元	–	100	Property holding and letting 物業持有及租賃
Sun View Properties Limited 日景置業有限公司	Hong Kong 香港	HK\$港幣2元	–	100	Dormant 暫無業務

**1. 企業及集團資料 (續)****有關附屬公司之資料 (續)**

本公司之主要附屬公司之詳情如下：(續)

**1. CORPORATE AND GROUP INFORMATION (continued)****Information about the subsidiaries (continued)**

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Notes:

- (a) The branch of this subsidiary in Taiwan was not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.
- (b) 廣州市堡獅龍實業有限公司 is a limited liability enterprise established in the PRC, which obtained its business registration certificate on 14 July 1993.
- (c) 廣州富祿龍貿易有限公司 is a limited liability enterprise established in the PRC, which obtained its business registration certificate on 5 November 2010.
- (d) These subsidiaries were not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

**2.1 BASIS OF PREPARATION AND ACCOUNTING POLICIES**

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and the available-for-sale investment which have been measured at fair value. These financial statements are presented in Hong Kong dollar (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

**Basis of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 30 June 2018. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

**1. 企業及集團資料(續)****有關附屬公司之資料(續)**

上表僅列出董事認為對本集團年內業績有主要影響或構成本集團淨資產重要部份之本公司附屬公司。董事認為若將其他附屬公司之詳情載列於此，篇幅將過於冗長。

附註：

- (a) 該附屬公司於台灣分公司之賬目，並非由香港安永會計師事務所或安永會計師事務所之環球網絡審核。
- (b) 廣州市堡獅龍實業有限公司為一間於中國成立之有限責任企業，其於一九九三年七月十四日取得營業執照。
- (c) 廣州富祿龍貿易有限公司為一間於中國成立之有限責任企業，其於二零一零年十一月五日取得營業執照。
- (d) 此等附屬公司之賬目，並非由香港安永會計師事務所或安永會計師事務所之環球網絡審核。

**2.1 編製基準及會計政策**

該等財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務匯報準則(「香港財務匯報準則」)(包括所有香港財務匯報準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定所編製。此乃根據歷史成本常規法編製，惟衍生金融工具及可供出售投資以公平值計算。該等財務報表以港元(「港元」)計算，除特別列明外，所有價值均約數至港幣千元計算。

**綜合賬目基準**

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零一八年六月三十日止年度之財務報表。附屬公司是本公司直接或間接控制的實體(包括結構實體)。當本集團擁有或有權獲得所參與的被投資公司之變動回報以及能夠對被投資公司行使其權力以影響其回報(即現有權利賦予本集團目前指示被投資公司相關活動之能力)時，即屬於擁有控制權。

**2.1 BASIS OF PREPARATION AND ACCOUNTING POLICIES (continued)****Basis of consolidation (continued)**

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

**2.1 編製基準及會計政策(續)****綜合賬目基準(續)**

當本公司並未直接或間接擁有被投資公司大多數投票權或類似的權力時，本集團會考慮所有相關因素及情況以評估其是否對被投資公司具有控制權，包括：

- (a) 與被投資公司之其他投票權持有者之間的合約式安排；
- (b) 從其他合約式安排中獲取的權力；及
- (c) 本集團的投票權和潛在投票權。

附屬公司之財務報表乃按與本公司相同之報告期間採用一致之會計政策編製。任何可能存在之相異會計政策已相應作出調整以使之貫徹一致。附屬公司業績分別自本集團取得控制權之日起綜合計算，直至上述控制權終止之日為止。

損益及其他全面收益之各個組成部份歸屬於本集團母公司之擁有人及非控股權益，即使此舉會導致非控股權益結餘為負數。所有有關本集團各成員公司間之交易之集團內部公司間資產及負債、權益、收入、開支及現金流量會於綜合入賬時全數抵銷。

倘事實及情況顯示上文所述三項控制因素之一項或多項出現變化，本集團會重新評估其是否控制被投資方。一間附屬公司之擁有權權益發生變動而並未失去控制權，則按權益交易入賬。

倘本集團失去對一間附屬公司之控制權，則其撤銷確認(i)該附屬公司之資產(包括商譽)及負債、(ii)任何非控股權益之賬面值及(iii)於權益內記錄之累計兌換差額；及確認(i)所收代價之公平值、(ii)所保留任何投資之公平值及(iii)任何因此產生之盈餘或虧損於損益賬中。早前於其他全面收益內確認之本集團應佔部份重新分類於損益賬中或保留溢利(如適用)，基準與本集團直接出售相關資產或負債所需使用之基準相同。



**2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

The Group has adopted the following revised HKFRSs for the first time for the current year's financial statements.

HKAS 7 Amendments	Amendments to HKAS 7 – <i>Statement of Cash Flows – Disclosure Initiative</i>
HKAS 12 Amendments	Amendments to HKAS 12 – <i>Income Taxes – Recognition of Deferred Tax Assets for Unrealised Losses</i>
HKFRS 12 Amendments included in Annual Improvements to HKFRSs 2014-2016 Cycle	Amendments to HKFRS 12 – <i>Disclosure of Interests in Other Entities: Clarification of the Scope of HKFRS 12</i>

The nature and the impact of the amendments are described below:

- HKAS 7 Amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. Disclosure of the changes in liabilities arising from financing activities is provided in note 32(a) to the consolidated financial statements.
- HKAS 12 Amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The amendments have had no impact on the financial position or performance of the Group as the Group has no deductible temporary differences or assets that are in the scope of the amendments.
- HKFRS 12 Amendments clarify that the disclosure requirements in HKFRS 12, other than those disclosure requirements in paragraphs B10 to B16 of HKFRS 12, apply to an entity's interest in a subsidiary, a joint venture or an associate, or a portion of its interest in a joint venture or an associate that is classified as held for sale or included in a disposal group classified as held for sale. The amendments have had no impact on the Group's financial statements as there is no subsidiary was classified as a disposal group held for sale as at 30 June 2018 and so no additional information is required to be disclosed.

**2.2 會計政策之變動及披露**

本集團已於本年度財務報表首次採納下列經修訂香港財務匯報準則。

香港會計準則第7號(經修訂)	香港會計準則第7號之修訂—現金流量表—披露計劃
香港會計準則第12號(經修訂)	香港會計準則第12號之修訂—所得稅—就未變現虧損而確認遞延稅項資產
包括在二零一四年至二零一六年期間之年度改進之香港財務匯報準則第12號(經修訂)	香港財務匯報準則第12號之修訂—於其他實體之權益之披露：澄清香港財務匯報準則第12號之範疇

該等修訂的性質及影響描述如下：

- 香港會計準則第7號(經修訂)規定，實體須提供披露以讓財務報表使用者可評估融資活動產生之負債變動，包括因現金流量及非現金變動而產生之變動。有關融資活動所產生之負債變動之披露已載於綜合財務報表附註32(a)。
- 香港會計準則第12號(經修訂)釐清，實體於評估是否有可用作扣減暫時性差額的應課稅溢利時，須考慮稅法是否對於該可扣減暫時性差額轉回時可用作抵扣的應課稅溢利的來源有所限制。此外，該等修訂就實體應如何釐定未來應課稅溢利提供指引，並說明應課稅溢利可包括收回超過其賬面值的部分資產的情況。由於本集團並無任何可扣減暫時性差額或屬修訂範圍的資產，故該等修訂對本集團的財務狀況或表現並無任何影響。
- 香港財務匯報準則第12號(經修訂)釐清，香港財務匯報準則第12號之披露規定(香港財務匯報準則第12號第B10至B16段之披露規定除外)適用於實體於附屬公司、合營企業或聯營公司的權益，或其於合營企業或聯營公司分類為持作出售或列於分類為持作出售的出售組別的部分權益。由於本集團於二零一八年六月三十日並無分類為持作出售的出售組別的附屬公司，因此毋須披露額外資料，故該等修訂對本集團的財務報表並無影響。



**2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS**

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKAS 19 Amendments	Amendments to HKAS 19 – <i>Employee Benefits – Plan Amendment, Curtailment or Settlement</i> <sup>2</sup>
HKAS 28 Amendments	Amendments to HKAS 28 – <i>Investments in Associates and Joint Ventures – Long-term Interests in Associates and Joint Ventures</i> <sup>2</sup>
HKAS 28 (2011) and HKFRS 10 Amendments	Amendments to HKAS 28 (2011) and HKFRS 10 – <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
HKAS 40 Amendments	Amendments to HKAS 40 – <i>Investment Property – Transfers of Investment Property</i> <sup>1</sup>
HKFRS 2 Amendments	Amendments to HKFRS 2 – <i>Classification and Measurement of Share-based Payment Transactions</i> <sup>1</sup>
HKFRS 4 Amendments	Amendments to HKFRS 4 – <i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i> <sup>1</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>1</sup>
HKFRS 9 Amendments	Amendments to HKFRS 9 – <i>Prepayment Features with Negative Compensation</i> <sup>2</sup>
HKFRS 15	<i>Revenue from Contracts with Customers</i> <sup>1</sup>
HKFRS 15 Amendments	Amendments to HKFRS 15 – <i>Revenue from Contracts with Customers</i> <sup>1</sup>
HKFRS 16	<i>Leases</i> <sup>2</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>3</sup>
HK(IFRIC)-Interpretation 22	<i>Foreign Currency Transactions and Advance Consideration</i> <sup>1</sup>
HK(IFRIC)-Interpretation 23	<i>Uncertainty over Income Tax Treatments</i> <sup>2</sup>
Annual Improvements 2014-2016 Cycle	Amendments to HKAS 28 and HKFRS 1 <sup>1</sup>
Annual Improvements 2015-2017 Cycle	Amendments to HKAS 12, HKAS 23, HKFRS 3 and HKFRS 11 <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> No mandatory effective date yet determined but available for adoption

**2.3 已頒佈但尚未生效之香港財務匯報準則**

本集團於該等財務報表並無應用以下已頒佈但尚未生效的新頒佈及經修訂香港財務匯報準則。

香港會計準則第19號(經修訂)	香港會計準則第19號之修訂—僱員福利—計劃修訂、縮減或結算 <sup>2</sup>
香港會計準則第28號(經修訂)	香港會計準則第28號之修訂—於聯營公司及合營企業之投資—於聯營公司及合營企業之長期權益 <sup>2</sup>
香港會計準則第28號(二零一一年)及香港財務匯報準則第10號(經修訂)	香港會計準則第28號(二零一一年)及香港財務匯報準則第10號之修訂—投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>4</sup>
香港會計準則第40號(經修訂)	香港會計準則第40號之修訂—投資物業—轉撥投資物業 <sup>1</sup>
香港財務匯報準則第2號(經修訂)	香港財務匯報準則第2號之修訂—股份支付款項交易之分類及計量 <sup>1</sup>
香港財務匯報準則第4號(經修訂)	香港財務匯報準則第4號之修訂—採用香港財務匯報準則第4號保險合同時一併應用香港財務匯報準則第9號金融工具 <sup>1</sup>
香港財務匯報準則第9號	金融工具 <sup>1</sup>
香港財務匯報準則第9號(經修訂)	香港財務匯報準則第9號之修訂—具有負補償之預付款項特點 <sup>2</sup>
香港財務匯報準則第15號	客戶合約收益 <sup>1</sup>
香港財務匯報準則第15號(經修訂)	香港財務匯報準則第15號之修訂—客戶合約收益 <sup>1</sup>
香港財務匯報準則第16號	租賃 <sup>2</sup>
香港財務匯報準則第17號	保險合約 <sup>3</sup>
香港(國際財務匯報詮釋委員會)—詮釋第22號	外幣交易及預付代價 <sup>1</sup>
香港(國際財務匯報詮釋委員會)—詮釋第23號	所得稅處理之不確定性 <sup>2</sup>
二零一四年至二零一六年期間之年度改進	香港會計準則第28號及香港財務匯報準則第1號之修訂 <sup>1</sup>
二零一五年至二零一七年期間之年度改進	香港會計準則第12號、香港會計準則第23號、香港財務匯報準則第3號及香港財務匯報準則第11號之修訂 <sup>2</sup>

- <sup>1</sup> 於二零一八年一月一日或其後開始之年度期間生效
- <sup>2</sup> 於二零一九年一月一日或其後開始之年度期間生效
- <sup>3</sup> 於二零二一年一月一日或其後開始之年度期間生效
- <sup>4</sup> 尚未釐定強制生效日期惟可供採納

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described as below:

HKAS 28 Amendments, issued in January 2018, clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 July 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 July 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.

HKAS 28 (2011) and HKFRS 10 Amendments address an inconsistency between the requirements in HKAS 28 (2011) and in HKFRS 10 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of HKAS 28 (2011) and HKFRS 10 Amendments was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

### 2.3 已頒佈但尚未生效之香港財務匯報準則(續)

預期將適用於本集團之該等香港財務匯報準則之進一步資料載列如下：

香港會計準則第28號(經修訂)於二零一八年一月頒佈，釐清香港財務匯報準則第9號的範圍豁免僅包括應用權益法的聯營公司或合營企業之權益，且不包括實質上構成聯營公司或合營企業投資淨額一部分的長期權益(其中尚未實施權益法)。因此，計算此類長期權益時，實體應用香港財務匯報準則第9號(包括香港財務匯報準則第9號下的減值要求)而非香港會計準則第28號。只有在確認聯營公司或合營企業的虧損及聯營公司或合營企業淨投資減值的情況下，香港會計準則第28號才應用於淨投資(包括長期權益)。本集團預期於二零一九年七月一日採納該等修訂，並使用該修訂的過渡性規定，根據二零一九年七月一日所存在的事實及情況評估其業務模式以符合該等長期權益。本集團亦有意於採納該等修訂後，採用重列過往期間之比較資料的寬免。

香港會計準則第28號(二零一一年)及香港財務匯報準則第10號(經修訂)處理香港會計準則第28號(二零一一年)及香港財務匯報準則第10號之間有關投資者與其聯營公司或合營企業之間的資產出售或投入方面之規定之不一致情況。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或投入構成一項業務時，須全數確認收益或虧損。對於並無涉及構成一項業務之資產交易時，由該交易產生的收益或虧損於該投資者的損益中確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂須按前瞻基準應用。於二零一六年一月，香港會計師公會取消了之前香港會計準則第28號(二零一一年)及香港財務匯報準則第10號(經修訂)的強制生效日期，並將在完成對聯營公司及合營企業的會計處理的覆核後決定新的強制生效日期。然而，該修訂可於現時採用。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described as below: (continued)

HKAS 40 Amendments, issued in April 2017, clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments should be applied prospectively to the changes in use that occur on or after the beginning of the annual reporting period in which the entity first applies the amendments. An entity should reassess the classification of property held at the date that it first applies the amendments and, if applicable, reclassify property to reflect the conditions that exist at that date. Retrospective application is only permitted if it is possible without the use of hindsight. The Group expects to adopt the amendments prospectively from 1 July 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

The HKICPA issued HKFRS 2 Amendments in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet an employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. On adoption, entities are required to apply the amendments without restating prior periods, but retrospective application is permitted if they elect to adopt for all three amendments and other criteria are met. The Group will adopt the amendments from 1 July 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒佈但尚未生效之香港財務匯報準則(續)

預期將適用於本集團之該等香港財務匯報準則之進一步資料載列如下：(續)

香港會計準則第40號(經修訂)於二零一七年四月頒佈，釐清實體應何時將物業(包括在建或開發中之物業)轉入或轉出投資物業。該等修訂指出當物業符合或不再符合投資物業之定義，並且有證據顯示更改該物業的使用用途時，該物業的使用用途就發生變更。僅僅是管理層對物業使用用途之意圖有轉變並不能構成使用用途變更之證據。該等修訂應按前瞻基準應用於實體首次採納該等修訂之年度報告期開始時或之後期間後發生之使用用途變更。實體於首次應用該等修訂時應重新評估所持有物業之分類，並在實際可行時重新將物業分類以反映物業於該日存在之情況。追溯應用法只有在不使用事後證明之情況下才被准許。本集團預期將於二零一八年七月一日起按前瞻基準採納該等修訂。該等修訂預期不會對本集團之財務報表產生任何重大影響。

香港會計師公會於二零一六年八月頒佈香港財務匯報準則第2號(經修訂)，闡述三大範疇：歸屬條件對計量以現金結算的股份付款交易之影響；為僱員履行與以股份付款有關之稅務責任而預扣若干金額之以股份付款交易(附有淨額結算特質)之分類；以及對以股份付款交易之條款及條件作出令其分類由以現金結算變為以權益結算之修訂時之會計處理方法。該等修訂釐清計量以權益結算以股份付款時歸屬條件之入賬方法亦適用於以現金結算以股份付款。該等修訂引入一個例外情況，在符合若干條件時，為僱員履行稅務責任而預扣若干金額之以股份付款交易(附有淨額結算特質)，將整項分類為以權益結算的股份付款交易。此外，該等修訂釐清，倘若以現金結算以股份付款交易之條款及條件有所修訂，導致其成為以權益結算的股份付款交易，該交易則自修訂日期起作為以權益結算之交易入賬。採納後，實體在無需重列過往期間的情況下可應用該等修訂，惟倘實體選擇採納所有上述三個主要範疇之修訂並符合其他標準，則可以進行追溯應用法。本集團將自二零一八年七月一日起採納該等修訂。該等修訂預期不會對本集團之財務報表產生任何重大影響。

## 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described as below: (continued)

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group will adopt HKFRS 9 from 1 July 2018. The Group will not restate comparative information and will recognise any transition adjustments against the opening balance of equity at 1 July 2018. During the year, The Group has performed a detailed assessment of the impact of the adoption of HKFRS 9. The expected impacts relate to the classification and measurement and the impairment requirements and are summarised as follows:

### (a) Classification and measurement

The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the classification and measurement of its financial assets. It expects to continue measuring at fair value all financial assets currently held at fair value. The available-for-sale investment will be measured at fair value through other comprehensive income as the investment is intended to be held for the foreseeable future and the Group expects to apply the option to present fair value changes in other comprehensive income. Gains and losses recorded in other comprehensive income for the available-for-sale investment cannot be recycled to profit or loss when the investment is derecognised.

### (b) Impairment

HKFRS 9 requires an impairment on debt instruments recorded at amortised cost or at fair value through other comprehensive income, lease receivables, loan commitments and financial guarantee contracts that are not accounted for at fair value through profit or loss under HKFRS 9, to be recorded based on an expected credit loss model either on a twelve-month basis or a lifetime basis. The Group will apply the simplified approach and record lifetime expected losses that are estimated based on the present values of all cash shortfalls over the remaining life of all of its trade and bills receivables. Furthermore, the Group will apply the general approach and record twelve-month expected credit losses that are estimated based on the possible default events on its other receivables within the next twelve months. The Group does not expect that the adoption of HKFRS 9 will have a significant impact on the impairment assessment of its financial assets.

## 2.3 已頒佈但尚未生效之香港財務匯報準則(續)

預期將適用於本集團之該等香港財務匯報準則之進一步資料載列如下：(續)

於二零一四年九月，香港會計師公會頒佈香港財務匯報準則第9號的最終版本，彙集金融工具項目的所有階段，以取代香港會計準則第39號及所有香港財務匯報準則第9號的先前版本。該項準則引入分類及計量、減值及對沖會計的新規定。本集團將自二零一八年七月一日起採納香港財務匯報準則第9號。本集團將不會重列比較資料並且將確認會影響二零一八年七月一日期初權益結餘的任何過渡性調整。年內，本集團已詳細評估採納香港財務匯報準則第9號之影響。涉及分類及計量以及減值規定的預期影響概述如下：

### (a) 分類及計量

本集團預期採納香港財務匯報準則第9號並不會對其金融資產的分類及計量造成重大影響。本集團預期繼續按公平值計量現時按公平值持有的所有金融資產。由於投資擬於可見將來持有，且本集團預期將應用在其他全面收益內呈列公平值變動之選擇權，因此可供出售投資將透過其他全面收益按公平值計量。於投資終止確認時，可供出售投資於其他全面收益所記錄之收益或虧損不得重新分類至損益。

### (b) 減值

香港財務匯報準則第9號規定，按攤銷成本或公平值計入其他全面收益的債務工具、應收租賃款項、貸款承諾及並非根據香港財務匯報準則第9號按公平值計入損益的財務擔保合約的減值，須按十二個月基準或可使用年期基準以預期信貸虧損模式入賬。本集團將應用簡化方法，並將根據所有其應收貿易賬款及票據的投資餘下年期內的所有現金差額現值而估計的可使用年期預期虧損入賬。此外，本集團將採用一般方法，並將根據其他應收賬項於未來十二個月內可能發生的違約事件估計的十二個月預期信貸虧損入賬。本集團預期採納香港財務匯報準則第9號將不會對其金融資產之減值評估產生重大影響。



### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described as below: (continued)

HKFRS 15, issued in July 2014, establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. Either a full retrospective application or a modified retrospective adoption is required on the initial application of the standard. In June 2016, the HKICPA issued HKFRS 15 Amendments to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group has assessed the impact of the adoption of HKFRS 15 and does not expect the adoption to have a significant impact on the Group's results of operations and financial position.

### 2.3 已頒佈但尚未生效之香港財務匯報準則(續)

預期將適用於本集團之該等香港財務匯報準則之進一步資料載列如下：(續)

香港財務匯報準則第15號於二零一四年七月頒佈，制定全新五步模式，以計算源自客戶合約的收益。根據香港財務匯報準則第15號，收益確認之金額為能反映實體預期向客戶轉讓商品或服務而有權換取的代價。香港財務匯報準則第15號的原則提供更具體的計量及確認收益方法。該準則亦引入廣泛的定性及定量披露規定，包括劃分收益總額、關於履行責任之資料、各期間之合約資產及負債賬目結餘變動以及主要判斷及估計。該準則將取代香港財務匯報準則項下所有現時收益確認規定。初始應用該準則需採用全面追溯應用或修訂追溯應用法。於二零一六年六月，香港會計師公會頒佈香港財務匯報準則第15號(經修訂)闡述採納該準則之各項實施時所出現的問題，包括識別履約責任、主事人與代理人之間及知識產權許可有關之應用指引，以及採納該準則之過渡期。該等修訂亦擬協助確保實體於採納香港財務匯報準則第15號時能更加一致地應用有關準則及降低應用有關準則之成本及複雜性。本集團已評估採納香港財務匯報準則第15號之影響，並預期有關採納不會對本集團之經營業績及財務狀況產生重大影響。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described as below: (continued)

HKFRS 16, issued in May 2016, replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases – Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases. HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group expects to adopt HKFRS 16 from 1 July 2019. The Group is currently assessing the impact of HKFRS 16 upon adoption and is considering whether it will choose to take advantage of the practical expedients available and which transition approach and reliefs will be adopted. As disclosed in note 33(b) to the consolidated financial statements, at 30 June 2018, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$470,350,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. Further analysis, however, will be needed to determine the amount of new right-of-use assets and lease liabilities to be recognised, including, but not limited to, any amounts relating to leases of low-value assets and short-term leases, other practical expedients and reliefs chosen, and new leases entered into before the date of adoption.

### 2.3 已頒佈但尚未生效之香港財務匯報準則(續)

預期將適用於本集團之該等香港財務匯報準則之進一步資料載列如下：(續)

香港財務匯報準則第16號於二零一六年五月頒佈，取代香港會計準則第17號租賃、香港(國際財務匯報詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(常務詮釋委員會)–詮釋第15號經營租賃–優惠及香港(常務詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易之內容。該準則載列確認、計量、呈列及披露租賃之原則，並要求承租人就大多數租賃確認為資產及負債。該準則包括給予承租人兩項可選擇的租賃確認豁免–低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可於租賃期使用相關資產之權利為資產(即使用權資產)。除非使用權資產符合香港會計準則第40號對投資物業之定義，或屬於應用重估模式之物業、廠房及設備類別，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及就租賃付款而減少。承租人將須分別確認租賃負債之利息開支及使用權資產之折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款之一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債之數額確認為使用權資產之調整。香港財務匯報準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則對所有租賃進行分類，分為經營租賃及融資租賃。香港財務匯報準則第16號要求承租人及出租人作出較香港會計準則第17號更廣泛之披露。承租人可選擇採用全面追溯或修訂追溯方法應用該準則。本集團預期自二零一九年七月一日起採納香港財務匯報準則第16號。本集團正評估採納香港財務匯報準則第16號之影響，並正考慮會否選用提供之可行簡化方案及採納何種過渡方式與寬免措施。誠如綜合財務報表附註33(b)披露，於二零一八年六月三十日，本集團根據不可撤銷經營租賃而須於日後支付之最低租賃付款總數約為港幣470,350,000元。採納香港財務匯報準則第16號時，其中若干款項或需確認為新使用權資產及租賃負債。然而，需要進行進一步分析以確定新使用權資產和租賃負債之金額，包括但不限於與低價值資產之租賃及短期租賃相關之任何數額、其他可行簡化方案與寬免措施之選用，以及於採納前訂立之新租賃。

### 2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described as below: (continued)

HK(IFRIC)-Int 22, issued in June 2017, provides guidance on how to determine the date of the transaction when applying HKAS 21 to the situation where an entity receives or pays advance consideration in a foreign currency and recognises a non-monetary asset or liability. The interpretation clarifies that the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part of it) is the date on which an entity initially recognises the non-monetary asset (such as a prepayment) or non-monetary liability (such as deferred income) arising from the payment or receipt of the advance consideration. If there are multiple payments or receipts in advance of recognising the related item, the entity must determine the transaction date for each payment or receipt of the advance consideration. Entities may apply the interpretation on a full retrospective basis or on a prospective basis, either from the beginning of the reporting period in which the entity first applies the interpretation or the beginning of the prior reporting period presented as comparative information in the financial statements of the reporting period in which the entity first applies the interpretation. The Group expects to adopt the interpretation prospectively from 1 July 2018. The interpretation is not expected to have any significant impact on the Group's financial statements.

HK(IFRIC)-Int 23, issued in July 2017, addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as "uncertain tax positions"). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 July 2019. The interpretation is not expected to have any significant impact on the Group's financial statements.

### 2.3 已頒佈但尚未生效之香港財務匯報準則(續)

預期將適用於本集團之該等香港財務匯報準則之進一步資料載列如下：(續)

香港(國際財務匯報詮釋委員會)－詮釋第22號於二零一七年六月頒佈，就應用香港會計準則第21號對實體預收或預付外幣款項及確認非貨幣資產或負債時如何釐定交易日期提供指引。該詮釋澄清釐定用於初始確認相關資產、開支或收入(或其部份)時使用之匯率之交易日期為實體初步確認因預付款或預收款代價而產生之非貨幣資產(如預付款項)或非貨幣負債(如遞延收入)之日期。若確認之相關項目有多筆預付款或預收款，則實體必須確定每筆預付或預收款之交易日期。實體可按全面追溯基準或按前瞻基準應用該詮釋，於實體首次採納該詮釋之報告期間，或於實體首次應用該詮釋之報告期間之前一報告期間(作為比較資訊呈列)開始時起應用。本集團預期將於二零一八年七月一日起按前瞻基準採納該詮釋。該等詮釋預期不會對本集團之財務報表產生任何重大影響。

香港(國際財務匯報詮釋委員會)－詮釋第23號於二零一七年七月頒佈，針對稅務處理涉及影響香港會計準則第12號應用之不確定性(通常稱為「不確定稅務狀況」)時之所得稅(即期及遞延)之處理。該詮釋不適用於香港會計準則第12號範圍以外之稅項或徵費，亦無具體包括與不確定稅務處理相關利息及罰款之規定。該詮釋特別針對(i)實體有否分開考慮不確定稅務處理；(ii)實體就稅務機關審查稅務處理作出之假設；(iii)實體如何確定應課稅溢利或稅項虧損、稅基、未使用稅項虧損、未使用稅收抵免及稅率；以及(iv)實體如何考慮事實與情況之變化。該詮釋將追溯應用，可按全面追溯或將應用之累計影響調整首次應用當日之期初權益而沒有重列比較資訊之追溯。本集團預計自二零一九年七月一日起採納該詮釋。該等詮釋預期不會對本集團之財務報表產生任何重大影響。



## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

## 2.4 主要會計政策概要

### 業務合併及商譽

業務合併乃以收購法入賬。轉讓之代價乃以收購日期的公平值計算，該公平值為本集團轉讓的資產及本集團承擔被收購方之前度擁有人的負債，以及本集團發行以換取被收購方控制權的股本權益於收購日期的公平值的總和。於各業務合併中，本集團選擇是否以公平值或被收購方可識別資產淨值的應佔比例，計算於被收購方屬現時擁有人權益並賦予擁有人權利於清盤時按比例分佔實體的淨資產的非控股權益。非控股權益的所有其他部分乃按公平值計量。收購相關成本於產生時列開支。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關狀況，評估所承接的金融資產及負債，以作出適合的分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。

倘企業合併分階段進行，先前持有的股權於收購日期的公平值重新計量，任何收益或虧損於損益賬確認。

由收購方將予轉讓的任何或然代價將於收購日期按公平值確認。分類為資產或負債之或然代價乃按公平值計量，公平值變動則於損益中確認。分類為權益之或然代價並不會重新計量，而其後之結算乃於權益內列賬。

商譽初步按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有的被收購方股權的公平值總額，超逾與所收購可識別資產淨值及所承擔負債的差額。如總代價及其他項目低於所收購資產淨值的公平值，於評估後其差額將於損益內確認為議價收購收益。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Business combinations and goodwill (continued)**

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 30 June. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

**2.4 主要會計政策概要 (續)****業務合併及商譽 (續)**

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行測試。本集團於六月三十日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入的商譽自收購日期被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組合，不論本集團其他資產或負債是否已分配予該等單位或單位組合。

減值乃透過評估與商譽有關的現金產生單位(現金產生單位組合)之可收回金額而釐定。倘現金產生單位(現金產生單位組合)的可收回金額低於賬面值，則確認減值虧損。就商譽確認之減值虧損不會於往後期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組合)的一部份，且屬於出售單位之業務的一部份，則於釐定出售之收益或虧損時，與出售業務有關的商譽需計入該業務的賬面值。在該等情況下出售的商譽以相關出售之業務及現金產生單位的保留部份的相對價值為基礎計算。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Fair value measurement**

The Group measures its derivative financial instruments and available-for-sale investment at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

**2.4 主要會計政策概要(續)****公平值計量**

本集團於各報告期末按公平值計量其衍生金融工具及可供出售投資。公平值乃市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。公平值計量乃基於假設出售資產或轉移負債的交易於資產或負債的主要市場進行；或於未有主要市場的情況，則於資產或負債的最有利市場進行。主要或最有利市場必須屬本集團能取用者。資產或負債的公平值乃基於市場參與者為資產或負債定價所用的假設計量（假設市場參與者依照彼等的最佳經濟利益行事）。

非金融資產的公平值計量須計及市場參與者能以最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者所產生的經濟效益。

本集團使用適用於不同情況的估值方法，而其有足夠資料計量公平值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

以公平值於財務報表內計量或披露的所有資產及負債，根據對公平值計量整體有重大影響的最低輸入數據水平按如下所述在公平值層級中分類：

- 第一層 — 根據已識別資產或負債於活躍市場中所報之未調整價格
- 第二層 — 根據對公平值計量有重大影響之最低輸入數據水平為可直接或間接地觀察之估值方法
- 第三層 — 根據對不可觀察之公平值計量有重大影響之最低輸入數據水平之估值方法

對於在財務報表以經常基準確認之資產及負債，本集團於各報告期末根據對於公平值計量整體有重大影響之最低輸入數據水平，通過重新評估分類以確定各層級之間是否出現轉移。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, deferred tax assets, financial assets and investment property), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises, in those expense categories consistent with the function of the impaired asset.

**2.4 主要會計政策概要(續)****非金融資產減值**

倘若出現任何減值跡象，或當有需要為資產進行每年減值測試(除了存貨、遞延稅項資產、金融資產及投資物業)，則會估計該資產之可回收金額。除非某類資產產生之現金流量不能獨立於其他資產或多項資產所產生之現金流量(在此情況下，可回收金額按資產所屬之現金產生單位釐定)，否則資產之可回收金額按資產或現金產生單位之使用價值與其公平值減銷售成本售價淨額較高者計算，並按個別資產釐定。

減值虧損僅會在資產之賬面值高於其可收回金額時予以確認。評估使用價值時是以除稅前之折扣率計算預計未來之現金流量之現值，而該折扣率反映當時市場對金錢的時間價值之評估及該項資產之特有風險。減值虧損於出現期間在損益內與減值資產功能一致之支出類別中列支，除非該資產以重估金額列賬，減值虧損則根據該重估資產有關會計政策列賬。

本集團於每個報告期末均會作出評估，以確定是否有跡象顯示於過往年度確認之減值虧損不再存在或可能已經減少。如有任何上述跡象，則會估計可收回之金額。先前就某項資產(商譽及若干金融資產除外)已確認之減值虧損僅會在用作釐定資產可收回金額之估計出現變動時予以撥回，惟撥回之數額不得超出倘於過往年度並無就有關資產確認減值虧損而可能已釐定之賬面值(扣除任何折舊/攤銷)。減值虧損之撥回於該期間在損益內與減值資產功能一致之開支類別中計入。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Related parties**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of 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 (a);
  - (vii) a person identified in (a)(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); and
  - (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 parent of the Group.

**2.4 主要會計政策概要(續)****關連人士**

在下列情況下，一方將被視為本集團之關連人士：

- (a) 該方為一名人士或其關係密切的家庭成員，而該人士
- (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司的主要管理人員的其中一名成員；
- 或
- (b) 該方為符合下列任何一項條件的實體：
- (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 一個實體是另一實體的聯營公司或合營企業（或另一實體之母公司、附屬公司或同系附屬公司）；
  - (iii) 該實體與本集團皆為相同第三方之合營企業；
  - (iv) 一個實體為第三實體之合營企業及另一實體為第三實體之聯營公司；
  - (v) 該實體為本集團或一家與本集團有關連之實體就僱員的福利而設的離職福利計劃；
  - (vi) 該實體受(a)所識別人士控制或受共同控制；
  - (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體（或該實體母公司）主要管理人員的其中一名成員；及
  - (viii) 該實體或其所屬集團的任何集團成員公司向本集團或本集團母公司提供主要管理人員服務。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Property, plant and equipment and depreciation**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

The asset revaluation reserve arising from the revaluation of property, plant and equipment is realised and transferred directly to retained profits on a systematic basis, when the corresponding asset is used by the Group. The amount realised is the difference between the depreciation based on the revalued carrying amount of the asset and the depreciation based on the asset's original cost. If the total of this reserve is insufficient to cover an impairment loss, on an individual asset basis, the excess of the deficit is charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations may be transferred to retained profits as a movement in reserves.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	15% to 33% or over the lease terms, whichever is shorter
Plant and machinery	9% to 25%
Furniture, fixtures and office equipment	15% to 33% or over the lease terms, whichever is shorter
Motor vehicles	15% to 33%

**2.4 主要會計政策概要 (續)****物業、廠房及設備和折舊**

物業、廠房及設備乃按成本值減除累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括其購買價及任何令該項資產達至運作狀況及將之運至擬定用途地點之直接應計成本。物業、廠房及設備項目投入運作後產生之開支，例如維修及保養費用，一般於該等開支產生之期間於損益內扣除。若能符合確認條件，則重大檢查開支會於資產賬面值中資本化為替換。倘須定期替換大部份物業、廠房及設備，則本集團會將該等部份相應確認為有特定可使用年期之資產，並以之作折舊。

重估物業、廠房及設備所產生之資產重估儲備，當本集團使用有關資產時有系統地直接調撥往保留溢利。所調撥之數額，乃按該項資產重估賬面值計算之折舊與按其原來成本值計算之折舊的差額。按個別資產基準，若儲備總額不足以填補減值虧損，超出之虧損將在損益內扣除。其後，任何重估盈餘會計入損益，計入之數額以早前扣除之虧損為限。於出售經重估之資產時，因早前估值而產生的相關資產重估儲備部份乃當作一項儲備變動，可調撥往保留溢利。

每項物業、廠房及設備項目之折舊以直線法按其成本值以估計可用年期撇銷至其剩餘價值。就此目的而採用之主要年率如下：

租賃物業裝修	15%至33%或按租約期攤銷，以較短者為準
設備及機器	9%至25%
傢俬、裝置及辦公室設備	15%至33%或按租約期攤銷，以較短者為準
汽車	15%至33%



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Property, plant and equipment and depreciation (continued)**

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

**Investment property**

Investment property is interest in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. The Group has adopted the cost model under HKAS 40 to account for its investment property and such property is stated at cost less depreciation and any impairment losses.

Depreciation is calculated on the straight-line basis to write off the cost of the investment property to its residual value over its estimated useful life. The annual depreciation rate used for this purpose is 3%.

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year of the retirement or disposal.

**2.4 主要會計政策概要(續)****物業、廠房及設備和折舊(續)**

倘一項物業、廠房及設備各部分之可使用年期並不相同，該項目各部分之成本將按合理基礎分配，而每部分將作個別折舊。

剩餘價值、可用年期及折舊方法於最少每屆財政年度結算日予以複議，在適當情況下加以調整。

一項物業、廠房及設備(包括初步確認之任何重大部份)於出售或估計其使用或出售不再產生經濟利益時，將終止確認。於資產終止確認年度因其出售或報廢並在損益確認之任何盈虧乃有關資產之出售所得款項淨額與賬面值之差額。

**投資物業**

投資物業指持作賺取租金收入及／或資本增值用途，而非用於生產或供應貨品或服務或作行政用途；或作日常業務過程中出售用途之土地及樓宇權益。本集團已根據香港會計準則第40號採納成本模式以處理其投資物業，而有關物業乃按成本減折舊及任何減值虧損列賬。

投資物業乃按直線法就其估計可使用年期撇銷成本以計算折舊至其剩餘值，就此採用之年度折舊率為3%。

投資物業報廢或出售產生之收益或虧損於其報廢或出售年度於損益確認。



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Intangible assets**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

**Operating leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to profit or loss on the straight-line basis over the lease terms.

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

**2.4 主要會計政策概要 (續)****無形資產**

獨立購入之無形資產於初步確認時按成本值計量。於業務合併中購入之無形資產成本為於收購日期之公平值。無形資產之可使用年期乃評估為有限或無限。具有有限年期之無形資產其後按可使用經濟年期攤銷，並於該無形資產出現減值跡象時作減值評估。具有有限可使用年期之無形資產之攤銷年期及攤銷方法須至少於每個財政年度結算日作檢討。

無限可使用年期之無形資產於每年按個別或現金產生單位作減值測試。該等無形資產並不予以攤銷。無限年期之無形資產可使用年期於每年評估，以釐定無限可使用年期之評估是否持續可靠。如否定，則可使用年期之評估自此由按無限年期更改為有限年期計值。

**經營租賃**

凡資產擁有權之絕大部份回報及風險屬於出租人之租約，均列為經營租賃。當本集團為出租人時，本集團根據經營租賃出租之資產被列作非流動資產，在經營租賃下應收之租金於租約期內以直線法計入損益內。當本集團為承租人時，在經營租賃下應繳付之租金（扣除已收出租人任何獎勵）於租約期內以直線法在損益內扣除。

經營租賃之預付土地租賃付款最初按成本列賬，並其後以直線法在租約期確認。當租賃金額無法可靠地分配為土地部分及樓宇部分時，租賃租金全額乃計入土地及樓宇成本，列作物業、廠房及設備之融資租賃。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Sale and leaseback transaction**

A sale and leaseback transaction involves the sale of an asset and the leasing back of the same asset. The lease payment and the sale price are usually interdependent because they are negotiated as a package. The accounting treatment of a sale and leaseback transaction depends upon the type of lease involved.

If a sale and leaseback transaction results in a finance lease, any excess of sales proceeds over the carrying amount is deferred and amortised over the lease term. If a sale and leaseback transaction results in an operating lease, and it is clear that the transaction is established at fair value, any profit or loss is recognised immediately. If the sale price is below fair value, any profit or loss is recognised immediately except that, if the loss is compensated for by future lease payments at a below market price, it is deferred and amortised in proportion to the lease payments over the period for which the asset is expected to be used. If the sale price is above fair value, the excess over fair value is deferred and amortised over the period for which the asset is expected to be used.

**Investments and other financial assets***Initial recognition and measurement*

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, available-for-sale investment, and loans and receivables, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

**2.4 主要會計政策概要(續)****售後租回交易**

售後租回交易涉及出售一項資產並租回相同資產。由於出售及租回乃一併磋商，故租賃付款及出售價格通常互相關連。售後租回交易之會計處理方法取決於所涉及之租賃種類。

倘若售後租回交易屬融資租賃，則任何超過賬面值之出售所得款項予以遞延，並在租賃期內攤銷。倘若售後租回交易屬經營租賃，且該交易明確地建立在公平值基礎上，任何損益須立即確認。倘若出售價格低於公平值，任何損益須即時確認，除非該損失將以低於市價之未來租賃付款進行補償，則損失應予以遞延，並以租賃付款在該資產預計使用期間內按比例攤銷。倘若出售價格高於公平值，超過公平值之部分應予以遞延，並在該資產預計可使用期間內攤銷。

**投資及其他金融資產***初步確認及計量*

金融資產於初步確認時會分類為按公平值於損益賬列賬之金融資產、可供出售投資及貸款和應收賬款(如適用)。當金融資產初始確認時，按公平值加上收購金融資產之交易費用計值，惟按公平值於損益賬列賬之金融資產除外。

以常規方式購買及出售金融資產，均按交易日進行確認，交易日即本集團承諾購買或出售資產之日期。以常規方式購買或出售是指規定在相關市場中之規則或慣例通常約定之期間內交付資產之金融資產買賣。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Investments and other financial assets (continued)***Subsequent measurement*

The subsequent measurement of financial assets depends on their classification as follows:

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by HKAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss. These net fair value changes do not include any interest earned on these financial assets.

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

*Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in profit or loss. The loss arising from impairment is recognised in profit or loss in finance costs for loans and in other operating expenses for receivables.

**2.4 主要會計政策概要 (續)****投資及其他金融資產 (續)***其後計量*

金融資產根據其分類之其後計量如下：

*按公平值於損益賬列賬之金融資產*

按公平值於損益賬列賬之金融資產包括持作買賣之金融資產及於初步確認時指定為按公平值於損益賬列賬之金融資產。如購買的金融資產是以短期銷售為目的，則分類為持作買賣。衍生工具（包括獨立嵌入式衍生工具）亦歸類為持作買賣，除非該等工具指定為有效對沖工具（定義見香港會計準則第39號）。

按公平值於損益賬列賬之金融資產於財務狀況表按公平值列賬，而公平值之變動則於損益賬中確認。該等公平淨值之變動並未包括此等財務資產所賺取之利息。

於初步確認時指定為按公平值於損益賬列賬之金融資產在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。

*貸款及應收賬款*

貸款及應收賬款為在活躍之市場上並無報價而付款額固定或可以釐定之非衍生金融資產。於初步計量後，有關資產其後運用實際利率法，以攤銷成本減任何減值撥備計值。攤銷成本乃經計及任何收購折讓或溢價後計算，並包括組成實際利率之一部分費用及成本。實際利率攤銷會計入損益內。減值虧損會於損益就貸款在融資成本及就應收賬款在其他營運開支中確認。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Investments and other financial assets (continued)***Subsequent measurement (continued)*

The subsequent measurement of financial assets depends on their classification as follows: (continued)

*Available-for-sale investment*

Available-for-sale investment is a non-derivative financial asset in an investment fund. The investment fund is intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale investment is subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in profit or loss, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment reserve to profit or loss. Investment income earned whilst holding the available-for-sale investment is reported as investment income, and is recognised in profit or loss as other income in accordance with the policies set out for “Revenue recognition” below.

The Group evaluates whether the ability and intention to sell its available-for-sale investment in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade this financial asset due to inactive markets, the Group may elect to reclassify this financial asset if management has the ability and intention to hold the asset for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to profit or loss.

**2.4 主要會計政策概要(續)****投資及其他金融資產(續)***其後計量(續)*

金融資產根據其分類之其後計量如下：(續)

*可供出售投資*

可供出售投資指投資基金中的非衍生金融資產。該投資基金擬持有一段不確定時間，並可能因應流動資金需要或市場狀況變動而出售。

初步確認後，可供出售投資其後按公平值計量，未變現收益或虧損於其他全面收益確認為可供出售投資儲備，直至終止確認有關投資（累計收益或虧損於損益確認）或釐定投資為已減值（累計收益或虧損自可供出售投資儲備重新分類至損益）為止。持有可供出售投資所賺取投資收入呈報為投資收入，並根據下文「收益確認」所載政策於損益確認為其他收入。

本集團評估近期是否有能力及計劃出售可供出售投資是否仍適宜。在罕見情況下，本集團因市場不活躍而無法買賣此金融資產時，本集團可選擇重新分類此金融資產（倘管理層有能力及計劃在可見將來持有該等資產或持有至到期）。

倘金融資產自可供出售類別重新分類，則於重新分類當日的公平賬面值為其新攤銷成本，先前於權益內確認該資產的任何收益或虧損採用實際利率法按剩餘投資年期在損益內攤銷。新攤銷成本與到期金額的任何差額亦採用實際利率法按資產剩餘年期內攤銷。倘資產其後釐定為已減值，則計入權益的金額重新分類至損益。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

**2.4 主要會計政策概要 (續)****終止確認金融資產**

金融資產(或金融資產之一部分或同類金融資產之一部分,如適用)於下列情況下將大致上終止確認(即從本集團之綜合財務狀況表中剔除):

- 收取該項資產所得現金流量之權利已經屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量之權利,或須根據「轉付」安排,在未有對第三方造成嚴重延緩之情況下,已承擔全數支付已收現金流量之責任;及(a)本集團已轉讓該項資產之絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產之絕大部分風險及回報,但已轉讓該項資產之控制權。

本集團凡已轉讓其收取資產所得現金流量之權利或訂立轉付安排,評估其是否保留該項資產之擁有權的風險及回報以及保留之程度。倘其並無轉讓或保留該項資產之絕大部分風險及回報,且並無轉讓該項資產之控制權,本集團按本集團繼續參與之幅度而繼續確認已轉讓之資產。在該情況下,本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團已保留之權利及責任之基準計量。

持續參與以擔保方式之已轉讓資產按資產原賬面值與本集團可能被要求償還之最高金額兩者中較低者計量。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Impairment of financial assets**

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

*Financial assets carried at amortised cost*

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

The carrying amount of the asset is reduced either directly or through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

**2.4 主要會計政策概要(續)****金融資產減值**

本集團於各報告期末評估是否存在客觀證據顯示一項或一組金融資產已出現減值。倘若首次確認資產後發生的一宗或多宗事件對該項金融資產或該組金融資產的估計未來現金流量造成影響而有關影響能可靠地估計，則存在減值。減值之證據可包括一名或一組債務人出現重大財政困難、拖欠或不依約支付利息或本金、彼等可能面臨破產或其他財務重組，以及有可觀察數據顯示估計未來現金流量出現可計量之減少，例如欠款之變動或與拖欠有關之經濟狀況。

*按攤銷成本列賬之金融資產*

就按攤銷成本列賬之金融資產而言，本集團首先會按個別基準就個別重大金融資產或按組合基準就個別非重大金融資產，評估是否存在減值。倘本集團認定按個別基準經評估之金融資產（無論重大與否）並無客觀證據顯示存在減值，則該項資產會歸入一組具有相似信貸風險特性之金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值且其減值虧損已予確認或繼續確認入賬之資產不會納入集體減值評估之內。

已識別減值虧損之金額按該項資產賬面值與估計未來現金流量（不包括尚未產生之未來信貸虧損）現值之差額計算。估計未來現金流量之現值以金融資產之原始實際利率（即初步確認時計算之實際利率）貼現。

資產之賬面值可直接減少或通過使用備抵賬目作出抵減，而減值虧損於損益確認。利息收入按經沖減之賬面值，且採用計量減值虧損時用以貼現未來現金流量之利率持續累計。當預期將來並不可能收回，及所有抵押品已變現或已轉撥予本集團，貸款及應收賬款連同任何相關之撥備應被撇銷。



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Impairment of financial assets (continued)***Financial assets carried at amortised cost (continued)*

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to profit or loss.

*Available-for-sale investment*

For an available-for-sale investment, the Group assesses at the end of each reporting period whether there is objective evidence that the investment is impaired.

If an available-for-sale investment is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment previously recognised in profit or loss, is removed from other comprehensive income and recognised in profit or loss.

Objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment on that investment previously recognised in profit or loss – is removed from other comprehensive income and recognised in profit or loss. Such impairment is not reversed through profit or loss. Increase in its fair value after impairment is recognised directly in other comprehensive income.

The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

**2.4 主要會計政策概要 (續)****金融資產減值 (續)***按攤銷成本列賬之金融資產 (續)*

倘於往後期間，估計減值虧損之金額因減值確認後發生之事項而增加或減少，則早前確認之減值虧損可通過調整備抵賬而增減。倘撇銷之款項稍後可收回，則收回之款項會計入損益。

*可供出售投資*

就可供出售投資而言，本集團於每個報告期末評估是否有客觀證據顯示該項投資出現減值。

若可供出售投資出現減值，其成本(扣除任何本金還款及攤銷)與當期公平值之差額扣減先前於損益內確認之任何減值後所得金額，將自其他全面收益剔除，並於損益中確認。

客觀證據將包括該項投資之公平值重大或持續跌至低於其成本值。「重大」是相對於投資之原始成本值評估，而「持續」則相對於公平值低於原始成本值之期間而評估。倘出現減值證據，則累計虧損(按收購成本與現時公平值之差額減該項投資先前在損益內確認之任何減值)將從其他全面收益中移除，並於損益內確認。該減值不可透過損益撥回，而其公平值於減值後的增加部份會直接於其他全面收益中確認。

確定是否屬「重大」或「持續」時須作出判斷。在作出判斷時，本集團會評估(其中包括)一項投資的公平值少於其成本值的持續時間或程度。



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Financial liabilities***Initial recognition and measurement*

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade creditors, bills and other payables, certain accruals, amounts due to related companies and derivative financial instruments.

*Subsequent measurement*

The subsequent measurement of financial liabilities depends on their classification as follows:

*Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in HKAS 39 are satisfied.

**2.4 主要會計政策概要(續)****金融負債***初步確認及計量*

金融負債於初步確認時分類為按公平值於損益賬列賬之金融負債、貸款及借貸、或作為在實際對沖中指定為對沖工具之衍生工具(如適用)。

所有金融負債於初步確認時以公平值確認，而貸款及借貸則扣除直接應佔交易費用。

本集團之金融負債包括應付賬款、票據及其他應付款項、若干應計賬項、應付關連公司款項及衍生金融工具。

*其後計量*

金融負債根據其分類之其後計量如下：

*按公平值於損益賬列賬之金融負債*

按公平值於損益賬列賬之金融負債包括持作買賣金融負債及於初步確認時指定為按公平值於損益賬列賬之金融負債。

金融負債如以短期購回為目的而購買，則分類為持作買賣。此類別包括本集團所訂立並未指定為對沖關係(定義見香港會計準則第39號)中之對沖工具之衍生金融工具。獨立嵌入式衍生工具亦歸類為持作買賣投資，除非該等工具指定為有效對沖工具則另作別論。持作買賣之負債之收益或虧損於損益內確認。於損益確認之公平值收益或虧損淨額並不包括此等金融負債之任何利息。

於初步確認時指定為按公平值於損益賬列賬之金融負債在初步確認日期且僅在符合香港會計準則第39號項下標準時指定。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Financial liabilities (continued)***Subsequent measurement (continued)*

The subsequent measurement of financial liabilities depends on their classification as follows: (continued)

*Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in profit or loss.

*Financial guarantee contracts*

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

**Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

**2.4 主要會計政策概要 (續)****金融負債 (續)***其後計量 (續)*

金融負債根據其分類之其後計量如下：(續)

*貸款及借貸*

於初步確認後，計息銀行貸款及借貸其後以實際利率法按攤銷成本計量，倘貼現之影響並不重大，在此情況下則按成本列賬。終止確認負債及透過實際利率法攤銷過程中產生之收益或虧損於損益中確認。

計算攤銷成本時會考慮收購所產生之任何折讓或溢價，亦包括構成實際利率不可或缺之部分之費用或成本。實際利率攤銷計入損益中。

*金融擔保合約*

本集團所發出之金融擔保合約為由於特定債務人未能按債務工具之條款於到期時付款，而須支付款項以補償擔保持有人所承擔損失之合約。金融擔保合約初步按其公平值確認為負債，並就發出該等擔保直接應佔之交易費用作出調整。於初步確認後，本集團按以下兩者之較高者計量金融擔保合約：(i) 清償報告期末之現有責任所需開支之最佳估計金額；及(ii) 初步確認之金額減(如適用) 累計攤銷。

**終止確認金融負債**

金融負債於該負債之責任解除或取消或屆滿時終止確認。

當現有金融負債被另一項來自相同借貸人按相當不同條款之金融負債所取代，或現有負債之條款被重大修訂時，該等交換或修訂被視為終止確認原來負債，並確認為一項新負債處理，兩者賬面值之差異於損益內確認。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments***Initial recognition and subsequent measurement*

The Group uses derivative financial instruments, such as forward currency contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

**Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and includes all costs of purchase and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs necessary to make the sale.

**Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

**2.4 主要會計政策概要(續)****金融工具之抵銷**

當目前有強制執行之法律權利要求抵銷已確認金額並有意以淨額基準結算或同時變現資產及償還負債時，金融資產和金融負債可抵銷並按淨額列報於財務狀況表內。

**衍生金融工具***初步確認及其後計量*

本集團使用遠期外幣合約等衍生金融工具對沖其外幣風險。該等衍生金融工具初步按訂立衍生合約當日之公平值確認，其後再按公平值計量。衍生工具在公平值為正數時以資產列賬，為負數時以負債列賬。

除現金流量對沖之有效部分於其他全面收益確認及其後於對沖項目影響損益時重新分類至損益外，衍生工具公平值變動產生之任何收益或虧損均直接列入損益內。

**存貨**

存貨乃按成本值及可變現淨值兩者中較低者列賬。成本值按先入先出法計算，並包括所有購貨成本及將存貨運往現存地點及變成現狀所產生之其他成本。可變現淨值乃根據估計銷售價減除任何達成銷售所需之估計成本計算。

**所得稅**

所得稅包括即期及遞延稅項。與於損益外確認項目有關之所得稅於損益外確認，分別於其他全面收益或直接於權益確認。

即期稅項資產和負債是根據於報告期末前已頒佈或實質頒佈之稅率（及税法），並考慮到本集團業務所在國家之現行詮釋及慣例後計算之預計從稅務機關退回或向稅務機關支付之金額計量。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Income tax (continued)**

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

**2.4 主要會計政策概要 (續)****所得稅 (續)**

就於報告期末資產及負債之稅基與彼等就財務申報而言之賬面值間之所有暫時性差額，乃以負債法提撥遞延稅項準備。

遞延稅項負債乃就所有應課稅暫時性差額確認入賬，除非：

- 遞延稅項負債乃因初步確認之商譽或進行非業務合併之交易之資產或負債而產生，且不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司投資有關之應課稅暫時性差額而言，倘暫時性差額之撥回時間可予控制及暫時性差額可能不會在可見將來撥回。

遞延稅項資產乃就所有可扣稅暫時性差額、結轉之未動用稅項資產及任何未動用稅項虧損予以確認。所確認之遞延稅項資產以可能出現日後應課稅溢利以動用可扣稅暫時性差額、結轉之未動用稅項資產及未動用稅項虧損為限，除非：

- 遞延稅項資產乃關於進行非業務合併之交易之時初步確認交易之資產或負債而產生之可扣稅暫時性差額，且不影響會計溢利或應課稅溢利或虧損；及
- 就與於附屬公司投資有關之可扣稅暫時性差額而言，遞延稅項資產僅於可能在可見將來撥回暫時性差額及將產生應課稅溢利以動用暫時性差額時，方予確認。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Income tax (continued)**

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

**Revenue recognition**

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset;
- rental income, on a time proportion basis over the lease terms; and
- royalty income, on a time proportion basis in accordance with the substance of the relevant agreements.

**2.4 主要會計政策概要(續)****所得稅(續)**

遞延稅項資產之賬面值將於每個報告期末審閱，並減值至不再可能有足夠日後應課稅溢利以動用全部或部份遞延稅項資產之水平。未確認之遞延稅項資產乃於各報告期末重估，並於可能有足夠日後應課稅溢利以彌補全部或部份遞延稅項資產為限，予以確認。

遞延稅項資產及負債乃根據報告期末前已實施或實質上已實施或大致上已生效之稅率(及稅務法例)，按預期適用於資產變現或負債清償當時之稅率計算。

僅當本集團有可依法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同應稅實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

**收益確認**

倘收益會為本集團帶來經濟利益並能可靠計算時，方會按下列基準予以確認：

- 從貨物銷售取得之收入，在貨物重大風險及回報之擁有權已轉予買家，惟本集團對其再無參與和擁有權相關之管理，亦對已售出貨物再無實際控制權之時確認；
- 利息收入，採用實質利率方法，以有關利率在金融工具之預計年期或較短期間(如適用)內實際折現估計未來可收取現金至金融資產之賬面淨值；
- 租金收入，於租約期內按時間比例基準確認；及
- 專利費，根據有關協議實質內容按時間比例基準確認。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Dividends**

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum, articles of association and Bye-Laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

**Employee benefits***Share-based payment transactions*

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair values are determined using an appropriate option pricing model, further details of which are given in note 30 to the consolidated financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

**2.4 主要會計政策概要(續)****股息**

末期股息於股東大會上獲股東批准時被確認為負債。

中期股息於建議時同時宣派，原因是本公司之組織大綱、章程及章程細則授予董事宣派中期股息之權力。因此，中期股息乃於建議及宣派時即時確認為負債。

**僱員福利***以股份支付款項之交易*

本公司設立購股權計劃，旨在激發及獎勵對本集團業績作出貢獻之合資格參與者。本集團僱員(包括董事)以股份支付款項之交易之方式收取報酬，僱員提供服務作為收取權益工具之代價(「以權益結算交易」)。

於二零零二年十一月七日後與僱員進行以權益結算交易之成本，乃參照授出日期之公平值而計量。公平值乃採用合適期權定價模式確定，詳情載於綜合財務報表附註30。

以權益結算交易之成本，連同權益相應增加部分，在績效及／或服務條件獲得履行之期間內於僱員福利開支確認。在歸屬日期前，每屆報告期末確認之以權益結算交易之累積開支，反映歸屬期已到期部分及本集團對最終將會歸屬之股權工具數目之最佳估計。在某一期間內在損益內扣除或計入，乃反映累積開支於期初與期終確認時之變動。



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Employee benefits (continued)***Share-based payment transactions (continued)*

Service and non-market performance conditions are not taken into account when determining the fair value of awards at the grant date, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the fair value at the grant date. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

**2.4 主要會計政策概要(續)****僱員福利(續)***以股份支付款項之交易(續)*

釐定回報於授出日期之公平值時，不會計及服務及非市場表現條件，但會評估達成該等條件的可能性，作為本集團對最終將歸屬的權益工具數量的最佳估計。市場表現條件反映於授出日期之公平值內。回報所附帶但並無相關服務要求的任何其他條件視為非歸屬條件。除非有另外的服務及／或表現條件，否則非歸屬條件反映於回報的公平值內，並將即時列作開支。

因非市場表現及／或服務條件未能達成而最終無歸屬之獎勵並不確認為開支。凡獎勵包含市場或非歸屬條件，無論市場條件或非歸屬條件是否獲達成，而所有其他表現及／或服務條件均獲達成，則交易仍被視為歸屬。

倘若權益結算獎勵之條款被修訂而達成獎勵之原有條款，所確認之開支最少須達到猶如條款並無任何變更之水平。此外，倘若按變更日期之計量，任何變更導致以股份支付之交易之總公平值有所增加，或對僱員帶來其他利益，則應就該等變更確認開支。

倘若權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認之授予購股權之開支，均應立刻確認。這包括本集團或僱員可控制之非歸屬條件未能達成的獎勵。然而，若授予新購股權代替已註銷之購股權，並於授出日期指定為替代購股權，則已註銷之購股權及新購股權，均應被視為原購股權之變更，一如前段所述。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。



**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Employee benefits (continued)***Paid leave carried forward*

The Group provides paid annual leave to its employees under their employment contracts on a calendar year basis. Under certain circumstances, such leave which remains untaken as at the end of the reporting period is permitted to be carried forward and utilised by the respective employees in the following year. An accrual is made at the end of the reporting period for the expected future cost of such paid leave earned during the year by the employees and carried forward.

*Pension schemes*

The Group operates two pension schemes in Hong Kong, namely the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance and a defined contribution retirement benefit scheme as defined in the Occupational Retirement Schemes Ordinance (the "ORSO Scheme"), for all of its employees in Hong Kong.

Under the MPF Scheme, contributions of 5% of the employees' relevant income with a maximum monthly contribution of HK\$1,500 per employee, are made by each of the employer and the employees. The employer contributions are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

Under the ORSO Scheme, contributions of 5% of the employees' basic salaries are made by the employer and are charged to profit or loss as they become payable in accordance with the rules of the ORSO Scheme. The rates of contributions made by the employees are either 0% or 5% of the salary of each employee at the discretion of the employee. When an employee leaves the ORSO Scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

The assets of the MPF and ORSO Schemes are held separately from those of the Group in independently administered funds.

**2.4 主要會計政策概要 (續)****僱員福利 (續)***有薪假期結轉*

本集團根據僱傭合約按曆年基準給予其僱員有薪年假。在若干情況下，於報告期末未支取之年假准予結轉，留待有關僱員於來年享用。於報告期末，已就僱員於年內獲取並予結轉之有薪年假之預期未來成本作出累算。

*退休金計劃*

本集團於香港為所有在香港受僱之員工設立兩項退休福利計劃，即根據強制性公積金計劃條例訂立之強制性公積金退休福利計劃（「強積金計劃」）及根據職業退休計劃條例所界定之定額供款退休福利計劃（「職業退休計劃」）。

在強積金計劃下，僱主及僱員各自按僱員有關入息5%之比率供款，供款額最高為每名僱員港幣1,500元。根據強積金計劃條款，僱主之供款於應繳付時在損益內扣除。本集團之僱主供款於繳入強積金計劃後全數歸僱員所有。

在職業退休計劃下，僱主按僱員底薪5%之比率供款，並根據職業退休計劃的規定，供款於應繳付時在損益內扣除。而僱員則可選擇按其薪金0%或5%之比率供款。當僱員在取得本集團僱主之全數供款前退出職業退休計劃，本集團可用沒收供款之數額減低其往後應付之供款。

強積金計劃及職業退休計劃之資產，與本集團之資產分開，並由獨立管理之基金持有。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Employee benefits (continued)***Pension schemes (continued)*

The employees of the Company's subsidiaries which operate in mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

The Company's subsidiaries in Singapore participate in a Central Provident Fund Scheme, which is a contribution plan established by the Central Provident Fund Board in Singapore.

The Group operates two pension schemes in Taiwan under the Labour Standards Law (the "Old Scheme") and under the Labour Pension Act which became effective on 1 July 2005 (the "New Scheme"). Under the Old Scheme, the Taiwan Branch of one of the Company's subsidiaries makes regular contributions to the Old Scheme to meet its employees' retirement and termination benefits. Currently, the contributions have been approved to be made at 2% of the employees' total salaries. The fund is administered by a committee and is deposited in the committee's name with a government approved financial institution, Bank of Taiwan, which acts as the trustee. Under the New Scheme, the Taiwan Branch contributes each month 6% of the salaries of the employees who choose to participate in the New Scheme, and deposit these amounts into individual pension accounts at the Bureau of Labour Insurance.

**Cash and cash equivalents**

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

**2.4 主要會計政策概要(續)****僱員福利(續)***退休金計劃(續)*

本公司於中國大陸營運之附屬公司的僱員均須參加由地方市政府設立之中央退休保障計劃。該等附屬公司須按其工資成本之若干百分比向該中央退休保障計劃作出供款。根據該中央退休保障計劃的規定，供款於應付時在損益內扣除。

本公司在新加坡之附屬公司參與公積金計劃，此乃一項由新加坡公積金局設立之供款計劃。

本集團於台灣分別根據勞動基準法(「舊計劃」)及於二零零五年七月一日生效之勞工退休金條例(「新計劃」)設立兩個退休福利計劃。根據舊計劃，本公司附屬公司之台灣分公司定期向舊計劃供款，為其僱員提供退休及離職福利。現時，已獲批准之供款額為僱員總薪酬之2%。該基金由一個委員會管理，並以該委員會名義存放於一間作為基金信託人之政府認可財務機構台灣銀行。根據新計劃，台灣分公司每月為選擇新計劃之僱員按彼等薪酬之6%供款，並存放於勞工保險局之個人退休賬戶內。

**現金及現金等值項目**

就綜合現金流量報表而言，現金及現金等值項目乃指現金、定期存款及高度流通性之短期投資(可隨時套現為已知數額之現金，而其低風險價值變更，且購入時之到期日較短，一般而言為三個月內)，該等金額扣除要求付還之銀行透支及佔本集團現金管理之主要部份。

就綜合財務狀況表而言，現金及現金等值項目包括現金及銀行存款(包括定期存款)以及性質類似現金及無用途限制之資產。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Loyalty programmes**

The Group operates loyalty programmes which allow customers to accumulate points when they purchase products from the Group.

The consideration received is allocated between the products sold and the points issued, with the consideration allocated to the points being equal to their fair value. Fair value is determined by applying statistical techniques.

The fair value of the points issued is deferred and recognised as revenue when the points are redeemed.

**Foreign currencies**

These consolidated financial statements are presented in Hong Kong dollar, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation differences on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

**2.4 主要會計政策概要 (續)****忠誠獎勵計劃**

本集團設立忠誠獎勵計劃，讓客戶於本集團購買產品時累積得分。

所收取的代價於所出售產品及所發出分數間分配，而分配至得分的代價與其公平值相等。得分的公平值乃採用統計性分析釐定。

所發出得分的公平值予以遞延，並於以得分換領產品時確認為收益。

**外幣**

該等綜合財務報表以港元呈報，即本公司之功能貨幣。本集團內之實體各自決定其功能貨幣，各實體之財務報表項目均以所訂功能貨幣計量。本集團內之實體確認之外幣交易初步按交易日彼等各自之功能貨幣之當前匯率換算入賬。以外幣為計價單位之貨幣資產及負債，按有關功能貨幣於報告期末之匯率換算。結算或兌換貨幣項目所產生之差額撥入損益賬處理。

按歷史成本列賬、以外幣計量之非貨幣項目，採用初步交易日期之匯率換算。按公平值列賬、以外幣計量之非貨幣項目，採用計量公平值日期之匯率換算。兌換按公平值計量之非貨幣項目產生之收益或虧損按與確認項目公平值變動之收益或虧損一致之方式處理（即公平值收益或虧損於其他全面收益或損益賬中確認之項目的兌換差額亦分別於其他全面收益或損益賬中確認）。

**2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)****Foreign currencies (continued)**

The functional currencies of certain overseas subsidiaries are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollar at exchange rates prevailing at the end of the reporting period and their statements of profit or loss and other comprehensive income are translated into Hong Kong dollar at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollar at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollar at the weighted average exchange rates for the year.

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

**Judgements**

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

**2.4 主要會計政策概要(續)****外幣(續)**

若干海外附屬公司之功能貨幣並非港元。於報告期末，有關實體之資產與負債，按報告期末之當前匯率換算為港元，其損益及其他全面收益表則按該年度之加權平均匯率換算為港元。因此而產生之兌換差額於其他全面收益確認，並於外匯波動儲備累計。出售海外業務時，就該項外國業務之其他全面收益部份在損益中確認。

於編製綜合現金流量表時，海外附屬公司之現金流量按現金流量日期之匯率換算為港元。海外附屬公司於年內經常產生之現金流量則按該年度之加權平均匯率換算為港元。

**3. 重大會計判斷及估計**

本集團綜合財務報表之編製，需要管理層作出會影響所呈報收益、開支、資產及負債之金額及彼等之相關披露以及或然負債披露之判斷、估計及假設。有關該等假設及估計之不確定因素，可能導致須就日後受影響之資產或負債之賬面值作出重大調整。

**判斷**

於應用本集團之會計政策時，除下文所討論涉及估計者外，管理層曾作出下列對綜合財務報表已確認金額影響最重大之判斷：

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)****Judgements (continued)***Impairment of assets*

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

**Estimation uncertainty**

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

*Provision for inventories*

Management reviews the aged analysis of inventories of the Group at the end of each reporting period, and makes provision for obsolete and slow-moving inventory items identified that are no longer suitable for sale. The assessment of the provision amount involves management judgements and estimates by considering historical sales pattern and expected subsequent sales based on internal budget and certain market factors. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and provision charge/write-back in the period in which such estimate has been changed. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether provision needs to be made in respect of any obsolete inventories identified. Management reassesses the estimation at the end of each reporting period and is satisfied that sufficient provision for obsolete and slow-moving inventories has been made in the consolidated financial statements. The carrying amount of the Group's inventories as at 30 June 2018 was HK\$202,781,000 (2017: HK\$238,587,000).

**3. 重大會計判斷及估計(續)****判斷(續)***資產減值*

在釐定資產是否出現減值或早前導致減值之事項不再存在時，本集團需在資產減值之範疇上作出判斷，尤其在評估：(1)有否發生可能影響資產值之事件或有關事件可導致資產值不再存在；(2)按持續使用資產或直至終止確認之基準估計之未來現金流量之貼現值能否支持資產之賬面值；及(3)編製現金流量預測所使用之適當主要假設，包括此等現金流量預測是否使用適當貼現率貼現。更改管理層就確定減值水平而選定之假設，包括現金流量預測中之貼現率或增長率假設，或會對減值檢測所用之淨現值產生重大影響。

**估計不明朗因素**

很大可能導致下一個財政年度資產及負債賬面值須作出重大調整之未來主要假設及於報告期末之估計不明朗因素之其他主要來源於下文討論。

*存貨撥備*

管理層於各報告期末檢討本集團之存貨賬齡分析，並就已認為不再適合出售之陳舊及滯銷存貨項目作出撥備。該撥備之評估涉及管理層根據內部預算及若干市場因素考慮過往銷售模式及預期往後的銷售而判斷及估計。倘實際結果或未來之預期與原定估計不同，則該等差額將於該估計已變更期間內影響該存貨之賬面值及撥備費用／撥回。此外，所有存貨均定期進行實物盤點，以決定是否需要對所識別的陳舊及滯銷存貨作出撥備。管理層於各報告期末重新評估有關估計及認為綜合財務報表已就陳舊及滯銷存貨作充足撥備。於二零一八年六月三十日，本集團存貨之賬面值為港幣202,781,000元(二零一七年：港幣238,587,000元)。



**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)****Estimation uncertainty (continued)***Impairment of property, plant and equipment and investment property*

The Group determines whether an asset is impaired at least on an annual basis. This requires an estimation of the value in use and fair value less cost of disposal of the asset. Estimating the value in use adopted for the impairment assessment of property, plant and equipment requires the Group to make an estimate of the expected future cash flows from the asset using key assumptions such as estimated future store performance, economic environment and the sales growth rate and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The fair value less cost of disposal adopted for the impairment assessment of investment property is estimated based on current prices in an active market and by reference to external valuation reports. The carrying amounts of the Group's property, plant and equipment and investment property as at 30 June 2018 were HK\$47,893,000 (2017: HK\$52,026,000) and HK\$20,311,000 (2017: HK\$22,079,000), respectively.

*Deferred tax assets*

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses as at 30 June 2018 was HK\$515,562,000 (2017: HK\$406,800,000). Further details are contained in note 28 to the consolidated financial statements.

*Impairment of debtors and other receivables*

The Group conducts impairment reviews of financial assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable in accordance with the relevant accounting standards. Determining whether an asset is impaired requires an estimation of the future cash flows and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected. As at 30 June 2018, no provisions for impairment of debtors (2017: HK\$366,000) were made and the carrying amount of debtors was HK\$57,664,000 (2017: HK\$58,956,000). As at 30 June 2018, the carrying amount of other receivables was HK\$23,549,000 (2017: HK\$22,466,000).

**3. 重大會計判斷及估計(續)****估計不明朗因素(續)***物業、廠房及設備及投資物業之減值*

本集團至少每年釐定資產是否減值。釐定資產是否出現減值須對資產之使用價值及公平值減出售成本作出估計。就評估物業、廠房及設備之減值所採用之估計使用價值須本集團對來自資產之預期未來現金流量以主要假設如估計未來店舖表現、經濟環境及銷售增長率作出估計，亦要選擇合適貼現率計算該等現金流量之現值。就評估投資物業之減值所採用之公平值減出售成本乃根據活躍市場之現行價格及參考外界估值報告估算。於二零一八年六月三十日，本集團物業、廠房及設備以及投資物業之賬面值分別為港幣47,893,000元(二零一七年：港幣52,026,000元)及港幣20,311,000元(二零一七年：港幣22,079,000元)。

*遞延稅項資產*

所有未用稅項虧損，如日後有可能出現應課稅溢利可用作抵銷該等虧損，則確認為遞延稅項資產。釐定可確認之遞延稅項資產金額時，管理層須根據未來應課稅溢利之可能時間及水平以及未來稅務規劃策略作出重大判斷。於二零一八年六月三十日，未確認稅項虧損為港幣515,562,000元(二零一七年：港幣406,800,000元)。詳情載於綜合財務報表附註28。

*應收賬款及其他應收賬項之減值*

本集團會對金融資產進行減值審閱，以了解是否有事件或情況變動顯示金融資產之賬面值按照相關會計準則為不可收回。釐定資產有否減值，需要對未來現金流量作出估計並使用適當貼現率以計算現值。倘實際未來現金流量少於預期，本集團將須修改撥備基準，而其未來業績亦會受到影響。於二零一八年六月三十日，應收賬款並無減值撥備(二零一七年：港幣366,000元)，而應收賬款之賬面值為港幣57,664,000元(二零一七年：港幣58,956,000元)。於二零一八年六月三十日，其他應收賬項之賬面值為港幣23,549,000元(二零一七年：港幣22,466,000元)。

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)****Estimation uncertainty (continued)***Share option valuation*

The significant assumptions used in the calculation of the values of the share options are the risk-free interest rate, expected life of options, expected volatility and expected dividend. The expected life of the options is based on the historical data over the past 10 years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. The measurement dates used in the valuation calculations were the dates on which the options were granted.

The values of share options calculated using the trinomial model are subject to certain fundamental limitations, due to the subjective nature of and uncertainty relating to a number of assumptions of the expected future performance input to the model, and certain inherent limitations of the model itself.

The value of an option varies with different variables of certain subjective assumptions. Any change to the variables used may materially affect the estimation of the fair value of an option.

**4. OPERATING SEGMENT INFORMATION**

For management purposes, the Group is organised into business units that offer products to customers located in different geographical areas and has four reportable operating segments as follows:

- (a) Hong Kong and Macau
- (b) Mainland China
- (c) Taiwan
- (d) Singapore

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that interest income and finance cost are excluded from such measurement.

Segment assets exclude deferred tax assets and tax recoverable as these assets are managed on a group basis.

Segment liabilities exclude deferred tax liabilities and tax payable as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

**3. 重大會計判斷及估計(續)****估計不明朗因素(續)***購股權估值*

於計算購股權價值時所採用之重大假設為無風險利率、購股權預計年期、預期波動及預期股息。購股權之預計年期乃根據過往十年之歷史數據釐定，未必能反映可能出現之購股權行使模式。預期波動乃根據歷史波動去推演未來趨勢，故未必能顯示實際狀況。估值所使用之計算日期為購股權授出日期。

以三項式模式計算之購股權價值之準確性乃受制於若干因素，當中包括為預測未來表現而作的多項假設，所涉及之主觀判斷及不肯定因素，以及計算模式的內在限制。

購股權價值會跟隨若干主觀假設之不同變數而變動。有關變數之任何變動或會對購股權之公平估值造成重大影響。

**4. 經營分類資料**

就管理而言，本集團業務單位之組成乃根據向不同地域客戶提供產品作分類，據此有以下四類可申報經營分類：

- (a) 香港及澳門
- (b) 中國大陸
- (c) 台灣
- (d) 新加坡

管理層個別獨立監察本集團各經營分類之業績，以作出有關資源分配及表現評估之決定。分類表現乃根據可申報分類溢利／虧損評估，即計量經調整除稅前溢利／虧損。經調整除稅前溢利／虧損乃與本集團之除稅前溢利／虧損貫徹計量，惟有關計量不包括利息收入及融資成本。

分類資產不包括遞延稅項資產及可收回稅項，此乃由於該等資產作為整體資產進行管理。

分類負債不包括遞延稅項負債及應繳稅項，此乃由於該等負債作為整體負債進行管理。

分類間之銷售及轉讓乃按照當時市場價格銷售予第三方之銷售價而進行交易。



**4. OPERATING SEGMENT INFORMATION (continued)**

Certain comparative amounts have been re-presented to conform with the current year's presentation.

**Geographical segments**

The following tables present revenue, profit/(loss) and certain assets, liabilities and expenditures information for the Group's geographical segments for the years ended 30 June 2018 and 2017.

in HK\$ thousand 港幣千元	Hong Kong and Macau 香港及澳門		Mainland China 中國大陸		Taiwan 台灣		Singapore 新加坡		Consolidated 綜合	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
<b>Segment revenue:</b> 分類收益：										
Sales to external customers 銷售予外間顧客	<b>1,304,091</b>	1,394,517	<b>340,454</b>	306,999	<b>175,512</b>	166,763	<b>137,986</b>	151,611	<b>1,958,043</b>	2,019,890
Other income and gain 其他收入及收益	<b>41,848</b>	41,947	<b>1,563</b>	2,015	<b>337</b>	917	<b>666</b>	1,217	<b>44,414</b>	46,096
Total 總計	<b>1,345,939</b>	1,436,464	<b>342,017</b>	309,014	<b>175,849</b>	167,680	<b>138,652</b>	152,828	<b>2,002,457</b>	2,065,986
<b>Segment results</b> 分類業績	<b>13,113</b>	58,065	<b>(30,840)</b>	(31,772)	<b>(12,037)</b>	(16,197)	<b>(3,127)</b>	(12,154)	<b>(32,891)</b>	(2,058)
Interest income 利息收入									<b>11,417</b>	11,822
Profit/(loss) from operating activities 營運業務溢利/(虧損)									<b>(21,474)</b>	9,764
Finance cost 融資成本									<b>(40)</b>	-
Profit/(loss) before tax 除稅前溢利/(虧損)									<b>(21,514)</b>	9,764
Income tax expense 所得稅開支									<b>(7,458)</b>	(4,878)
Profit/(loss) for the year 年內溢利/(虧損)									<b>(28,972)</b>	4,886

The revenue information above is based on the locations in which the sales originated.

**4. 經營分類資料 (續)**

若干比較金額已重新呈列，以符合本年度的呈列方式。

**地域分類**

下表呈列本集團截至二零一八年及二零一七年六月三十日止年度按地域分類之收益、溢利/(虧損)及若干資產、負債及開支資料。

上述收益資料乃根據銷售產生所在地劃分。

**4. OPERATING SEGMENT INFORMATION (continued)**  
**Geographical segments (continued)**

**4. 經營分類資料(續)**  
**地域分類(續)**

	Hong Kong and Macau 香港及澳門		Mainland China 中國大陸		Taiwan 台灣		Singapore 新加坡		Consolidated 綜合	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
in HK\$ thousand 港幣千元										
<b>Segment assets</b> 分類資產	<b>853,946</b>	932,656	<b>156,202</b>	174,442	<b>52,421</b>	56,191	<b>50,390</b>	52,696	<b>1,112,959</b>	1,215,985
Unallocated assets 未分配資產									<b>16,216</b>	16,760
Total assets 總資產									<b>1,129,175</b>	1,232,745
<b>Segment liabilities</b> 分類負債	<b>174,399</b>	212,768	<b>45,512</b>	32,267	<b>15,188</b>	14,437	<b>9,811</b>	9,215	<b>244,910</b>	268,687
Unallocated liabilities 未分配負債									<b>8,440</b>	8,690
Total liabilities 總負債									<b>253,350</b>	277,377

#### 4. OPERATING SEGMENT INFORMATION (continued)

##### Geographical segments (continued)

#### 4. 經營分類資料 (續)

##### 地域分類 (續)

in HK\$ thousand 港幣千元	Hong Kong and Macau 香港及澳門		Mainland China 中國大陸		Taiwan 台灣		Singapore 新加坡		Consolidated 綜合	
	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年	2018 二零一八年	2017 二零一七年
<b>Other segment information:</b>										
<b>其他分類資料：</b>										
Capital expenditure*	12,011	10,997	7,245	3,852	3,835	1,193	2,436	1,095	25,527	17,137
Depreciation	22,899	32,288	4,262	5,532	2,708	3,357	1,379	2,431	31,248	43,608
Impairment of items of property, plant and equipment										
物業、廠房及設備項目之減值	-	-	-	-	119	-	-	224	119	224
Loss/(gain) on disposal/write-off of items of property, plant and equipment, net										
出售／撤銷物業、廠房及設備 項目之淨虧損／(收益)	527	35	19	18	18	(1)	27	41	591	93
Provision/(write-back of provision) for inventories										
存貨撥備／(撥備撥回)	(11,475)	2,087	(1,089)	4,487	(409)	2,141	(1,769)	(635)	(14,742)	8,080
Impairment/(write-back of impairment) of debtors										
應收賬款之減值／(減值撥回)	288	3	(366)	(254)	-	-	-	-	(78)	(251)
Non-current assets**										
非流動資產**	59,211	69,471	3,097	693	4,142	3,211	2,918	1,894	69,368	75,269

\* Capital expenditure consists of additions of property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備。

\*\* The non-current asset information above is based on the locations of assets and excludes deferred tax assets and financial instruments.

\*\* 上述有關非流動資產之資料乃根據資產所在地計算，不包括遞延稅項資產及金融工具。

**4. OPERATING SEGMENT INFORMATION (continued)****Information about a major customer**

Revenue of approximately HK\$218,614,000 (2017: HK\$247,979,000) was derived from sales by the Hong Kong and Macau segment to a single customer.

**5. REVENUE, OTHER INCOME AND GAIN**

Revenue represents the aggregate of the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue, other income and gain is as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Revenue:		
Retailing and distribution of garments	<b>1,958,043</b>	2,019,890
Other income and gain:		
Interest income	<b>11,417</b>	11,822
Royalty income	<b>8,158</b>	8,089
Gross rental income	<b>8,371</b>	8,188
Amortisation of deferred gain (note 10)	<b>23,333</b>	23,333
Others	<b>4,552</b>	6,486
	<b>55,831</b>	57,918
	<b>2,013,874</b>	2,077,808

**6. FINANCE COST**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Interest on a bank loan	<b>40</b>	-

**4. 經營分類資料(續)****有關一名主要客戶之資料**

收益約港幣218,614,000元(二零一七年:港幣247,979,000元)乃來自香港及澳門分類向一名單一客戶之銷售。

**5. 收益、其他收入及收益**

收益乃扣除退貨及商品折扣後之售貨發票數額淨值。

收益、其他收入及收益之分析如下:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Revenue:		
Retailing and distribution of garments	<b>1,958,043</b>	2,019,890
Other income and gain:		
Interest income	<b>11,417</b>	11,822
Royalty income	<b>8,158</b>	8,089
Gross rental income	<b>8,371</b>	8,188
Amortisation of deferred gain (note 10)	<b>23,333</b>	23,333
Others	<b>4,552</b>	6,486
	<b>55,831</b>	57,918
	<b>2,013,874</b>	2,077,808

**6. 融資成本**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Interest on a bank loan	<b>40</b>	-

**7. PROFIT/(LOSS) BEFORE TAX**

The Group's profit/(loss) before tax is arrived at after charging/(crediting):

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Cost of sales:		
Cost of inventories sold	<b>936,292</b>	988,391
Provision/(write-back of provision) for inventories	<b>(14,742)</b>	8,080
	<b>921,550</b>	996,471
Staff costs (including directors' remuneration – note 8):		
Salaries and wages	<b>348,352</b>	337,817
Equity-settled share option expense	<b>2,594</b>	1,873
Pension scheme contributions (note a)	<b>29,364</b>	27,887
	<b>380,310</b>	367,577
Depreciation (notes 14 and 15)	<b>31,248</b>	43,608
Minimum lease payments under operating leases:		
Land and buildings (note b)	<b>382,547</b>	384,106
Contingent rents of retail stores	<b>105,489</b>	93,437
Plant and machinery	<b>879</b>	868
	<b>488,915</b>	478,411
Auditor's remuneration	<b>2,398</b>	2,678
Loss on disposal/write-off of items of property, plant and equipment, net	<b>591</b>	93
Impairment of items of property, plant and equipment (note c)	<b>119</b>	224
Write-back of impairment of debtors (note 20)	<b>(78)</b>	(251)
Foreign exchange differences, net	<b>19,146</b>	(17,221)
Net rental income	<b>(8,340)</b>	(8,160)
Fair value losses, net on derivative financial instruments – transactions not qualifying as hedges (note d)	<b>2,742</b>	3,424

**7. 除稅前溢利／(虧損)**

本集團除稅前溢利／(虧損)已扣除／(計入)下列項目：

港幣千元
銷售成本：
售出存貨之成本
存貨撥備／(撥備撥回)
員工成本(包括董事酬金－附註8)：
薪金及工資
權益結算購股權開支
退休金計劃供款(附註a)
折舊(附註14及15)
經營租賃下最低租賃付款：
土地及樓宇(附註b)
零售店舖之或然租金
設備及機器
核數師酬金
出售／撤銷物業、廠房及設備項目 之淨虧損
物業、廠房及設備項目之減值(附註c)
應收賬款之減值撥回(附註20)
外匯兌換差額，淨值
租金收入淨額
衍生金融工具之公平值淨虧損
– 不符合作為對沖活動的交易(附註d)

**7. PROFIT/(LOSS) BEFORE TAX (continued)**

Notes:

- (a) As at 30 June 2018, forfeited contributions available to the Group to reduce its contributions to the ORSO Scheme in future years amounted to HK\$53,000 (2017: HK\$53,000).
- (b) The minimum lease payments of land and buildings under operating leases include the management fee of a shop.
- (c) Impairment of items of property, plant and equipment is included in "other operating expenses" on the face of the consolidated statement of profit or loss and other comprehensive income.
- (d) The fair value losses, net on derivative financial instruments – transactions not qualifying as hedges are included in "other operating expenses" on the face of the consolidated statement of profit or loss and other comprehensive income.

**8. DIRECTORS' REMUNERATION**

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Executive directors:		
Fees	–	–
Salaries, allowances and benefits in kind	<b>8,571</b>	8,405
Equity-settled share option expense	<b>538</b>	602
Pension scheme contributions	<b>54</b>	54
	<b>9,163</b>	9,061
Independent non-executive directors:		
Fees	<b>800</b>	749
	<b>9,963</b>	9,810

**7. 除稅前溢利／(虧損)(續)**

附註：

- (a) 於二零一八年六月三十日，本集團可用作減低來年職業退休計劃供款之沒收供款為港幣53,000元(二零一七年：港幣53,000元)。
- (b) 經營租賃下土地及樓宇之最低租賃付款包括一間店舖之管理費用。
- (c) 物業、廠房及設備項目之減值已包括在綜合損益及其他全面收益表之「其他營運開支」。
- (d) 衍生金融工具之公平值淨虧損－不符合作為對沖活動的交易已包括在綜合損益及其他全面收益表之「其他營運開支」。

**8. 董事酬金**

根據上市規則及香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第2部披露，本年度的董事酬金如下：

執行董事：

袍金  
薪金、津貼及實物收益  
權益結算購股權開支  
退休金計劃供款

獨立非執行董事：

袍金



**8. DIRECTORS' REMUNERATION (continued)**

Share options were granted to the directors in respect of their services to the Group under the share option scheme of the Company, further details of which are set out in note 30 to the consolidated financial statements. The fair value of such share options, which has been recognised in profit or loss over the vesting period, was determined as at the date of grant and the amount included in the consolidated financial statements for the current year is included in the above directors' remuneration disclosures.

**(a) Independent non-executive directors**

The fees paid to independent non-executive directors during the year were as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Mr. CHEONG Shin Keong (appointed on 20 September 2017)	<b>183</b>	–
Ms. LEUNG Mei Han	<b>294</b>	289
Prof. SIN Yat Ming	<b>235</b>	230
Dr. LEE Man Chun Raymond (retired on 14 November 2017)	<b>88</b>	230
	<b>800</b>	749

There were no other emoluments payable to the independent non-executive directors during the year (2017: Nil). None of the independent non-executive directors waived remuneration during the year and the prior year.

**8. 董事酬金(續)**

本公司就董事向本集團提供服務而向彼等授出本公司購股權計劃下之購股權，詳情載於綜合財務報表附註30。有關購股權之公平值乃於授出日期釐定，並已於歸屬期間在損益確認，於本年度計入綜合財務報表之金額已計入上述董事酬金之披露內。

**(a) 獨立非執行董事**

於年內已支付予獨立非執行董事之袍金如下：

港幣千元
鄭善強先生 (於二零一七年九月二十日獲委任)
梁美嫻女士
冼日明教授
李文俊博士 (於二零一七年十一月十四日退任)

年內並無應付獨立非執行董事之其他酬金(二零一七年：無)。年內及於去年，概無獨立非執行董事放棄酬金。

**8. DIRECTORS' REMUNERATION (continued)**  
**(b) Executive directors**

**8. 董事酬金(續)**  
**(b) 執行董事**

	Fees	Salaries, allowances and benefits in kind	Equity-settled share option expense	Pension scheme contributions	Total remuneration	
in HK\$ thousand	袍金	薪金、津貼及實物收益	權益結算購股權開支	退休金計劃供款	酬金總額	港幣千元
<b>2018</b>						<b>二零一八年</b>
Ms. TSIN Man Kuen Bess	–	1,881	147	18	2,046	錢曼娟女士
Mr. MAK Tak Cheong Edmund	–	4,498	244	18	4,760	麥德昌先生
Mr. CHAN Cheuk Him Paul	–	2,192	147	18	2,357	陳卓謙先生
	–	8,571	538	54	9,163	
<b>2017</b>						<b>二零一七年</b>
Ms. TSIN Man Kuen Bess	–	1,847	159	18	2,024	錢曼娟女士
Mr. MAK Tak Cheong Edmund	–	4,420	284	18	4,722	麥德昌先生
Mr. CHAN Cheuk Him Paul	–	2,138	159	18	2,315	陳卓謙先生
	–	8,405	602	54	9,061	

There was no arrangement under which an executive director waived or agreed to waive any remuneration during the year and the prior year.

年內及於去年，並無執行董事放棄或同意放棄任何酬金之安排。

**9. FIVE HIGHEST PAID EMPLOYEES**

The five highest paid employees during the year included 2 (2017: 3) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining 3 (2017: 2) highest paid employees who are not directors of the Company are as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年	港幣千元
Salaries, allowances and benefits in kind	<b>7,115</b>	5,037	薪金、津貼及實物收益
Equity-settled share option expense	<b>387</b>	157	權益結算購股權開支
Pension scheme contributions	<b>54</b>	36	退休金計劃供款
	<b>7,556</b>	5,230	

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees 僱員數目		
	2018 二零一八年	2017 二零一七年	
HK\$2,000,001 to HK\$2,500,000	<b>2</b>	1	港幣2,000,001元至港幣2,500,000元
HK\$2,500,001 to HK\$3,000,000	<b>1</b>	1	港幣2,500,001元至港幣3,000,000元
	<b>3</b>	2	

**9. 五名最高薪僱員**

年內五名最高薪僱員包括兩名(二零一七年：三名)董事，其酬金詳情已載列於上文附註8。其餘三名(二零一七年：兩名)本公司最高薪非董事僱員之酬金詳情如下：

酬金介乎下列範圍之最高薪非董事僱員數目如下：

**10. GAIN ON SALE AND LEASEBACK ARRANGEMENT AND DEFERRED GAIN**

In March 2016, the Group entered into a provisional sale and purchase agreement with an independent third party, Deep Thought Investments Limited (the “Purchaser”), for the disposal of a self-occupied property in Macau with a carrying value of HK\$10,908,000, for a consideration of HK\$350,000,000. The transaction was completed on 23 May 2016 (the “Completion Date”).

Upon completion of the disposal, the Group and the Purchaser entered into a tenancy agreement, whereby the Group leased the aforesaid self-occupied property from the Purchaser for its own use for 3 years commencing on the Completion Date. The fair value of the self-occupied property near the Completion Date was determined by RHL Appraisal Limited, independent professionally qualified valuer. The excess of the consideration over the fair value has been deferred and amortised over the lease period, resulting in the recognition of a “deferred gain” amounting to HK\$20,888,000 (2017: HK\$44,221,000) in the consolidated statement of financial position as at 30 June 2018 and amortisation of the deferred gain amounting to HK\$23,333,000 (2017: HK\$23,333,000) in the consolidated statement of profit or loss and other comprehensive income for the current year.

**10. 售後租回安排之收益及遞延收益**

於二零一六年三月，本集團與一名獨立第三方奧思投資有限公司（「買方」）訂立臨時買賣協議，以出售位於澳門賬面值為港幣10,908,000元之自用物業，代價為港幣350,000,000元。有關交易已於二零一六年五月二十三日（「完成日期」）完成。

於完成出售後，本集團與買方訂立租賃協議，據此，本集團向買方租用上述自用物業作自用，由完成日期起計為期三年。自用物業於完成日期前後之公平值乃由獨立專業合資格估值師永利行評值顧問有限公司釐定。超出公平值之代價已遞延並於租賃期內攤銷，導致於二零一八年六月三十日之綜合財務狀況表內確認「遞延收益」港幣20,888,000元（二零一七年：港幣44,221,000元）及於本年度綜合損益及其他全面收益表內攤銷遞延收益港幣23,333,000元（二零一七年：港幣23,333,000元）。

**11. INCOME TAX EXPENSE**

Hong Kong profits tax has been provided at the rate of 16.5% (2017: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdiction in which the Group operates.

in HK\$ thousand	2018 二零一八年	2017 二零一七年	港幣千元
Current – Hong Kong			即期 – 香港
Charge for the year	<b>7,476</b>	5,216	年內支出
Overprovision in prior years	<b>(70)</b>	(122)	過往年度超額撥備
Current – Elsewhere			即期 – 其他地區
Charge for the year	<b>1,023</b>	1,694	年內支出
Overprovision in prior years	–	(6)	過往年度超額撥備
Deferred (note 28)	<b>(971)</b>	(1,904)	遞延(附註28)
<b>Total tax charge for the year</b>	<b>7,458</b>	4,878	年內稅項支出總額

**11. 所得稅開支**

香港利得稅已按年內於香港賺取之估計應課稅溢利以稅率16.5% (二零一七年：16.5%) 提撥準備。在其他地區所得應課稅溢利之稅項，乃根據本集團業務經營所在國家／司法權區之現行稅率計算。

**11. INCOME TAX EXPENSE (continued)**

A reconciliation of the tax expense applicable to profit/loss before tax at the statutory rates for the countries/jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax charge at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

in HK\$ thousand	2018 二零一八年	%	2017 二零一七年	%	港幣千元
Profit/(loss) before tax	<b>(21,514)</b>		9,764		除稅前溢利／(虧損)
Tax at the statutory tax rate	<b>(4,669)</b>	<b>21.7</b>	666	6.8	按法定稅率計算之稅項
Adjustments in respect of current tax of previous periods	<b>(70)</b>	<b>0.3</b>	(128)	(1.3)	就過往期間即期稅項作出調整
Income not subject to tax	<b>(13,856)</b>	<b>64.4</b>	(9,122)	(93.4)	毋須繳稅之收入
Expenses not deductible for tax	<b>10,161</b>	<b>(47.2)</b>	11,284	115.6	不可作稅項扣減之開支
Unrecognised tax losses and temporary differences	<b>16,786</b>	<b>(78.0)</b>	3,285	33.6	未確認稅項虧損及暫時性差額
Tax losses utilised from previous periods	<b>(1,107)</b>	<b>5.1</b>	(1,930)	(19.8)	過往期間已動用稅項虧損
Others	<b>213</b>	<b>(1.0)</b>	823	8.5	其他
Tax charge at the Group's effective tax rate	<b>7,458</b>	<b>(34.7)</b>	4,878	50.0	按本集團實際稅率計算之稅項支出

**11. 所得稅開支(續)**

按採用本公司及其大部份附屬公司所在國家／司法權區之法定稅率計算且適用於除稅前溢利／虧損之稅項開支與按實際稅率計算之稅項支出對賬，以及適用稅率（即法定稅率）與實際稅率之對賬如下：



**12. DIVIDENDS**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Interim – HK1.22 cents per ordinary share (2017: Nil)	<b>19,995</b>	–
Special interim – Nil (2017: HK1.22 cents per ordinary share)	–	19,980
Proposed final – HK1.22 cents (2017: HK1.22 cents) per ordinary share	<b>19,995</b>	19,980
Proposed special final – Nil (2017: HK0.61 cent per ordinary share)	–	9,990
	<b>39,990</b>	49,950

The proposed final dividend of HK\$19,995,000 (2017: proposed final dividend of HK\$19,980,000 and proposed special final dividend of HK\$9,990,000) for the year is calculated based on 1,638,935,394 (2017: 1,637,735,394) shares of the Company in issue and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

**13. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY**

The calculation of basic earnings/loss per share is based on the loss for the year attributable to ordinary equity holders of the Company of HK\$28,972,000 (2017: profit of HK\$4,886,000), and the weighted average number of ordinary shares of 1,638,514,572 (2017: 1,636,870,736) in issue during the year.

The calculation of diluted earnings/loss per share is based on the loss for the year attributable to ordinary equity holders of the Company of HK\$28,972,000 (2017: profit of HK\$4,886,000). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue of 1,638,514,572 (2017: 1,636,870,736) during the year, as used in the basic earnings/loss per share calculation, and the weighted average number of ordinary shares of 1,852,369 (2017: 2,740,446) assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares from share options into ordinary shares. The share options of the Company had an anti-dilutive effect on the basic loss per share for the year and were ignored in the calculation of diluted loss per share.

**12. 股息**

港幣千元
中期 – 每股普通股1.22港仙(二零一七年：無)
特別中期 – 無(二零一七年：每股普通股1.22港仙)
擬派末期 – 每股普通股1.22港仙(二零一七年：1.22港仙)
擬派特別末期 – 無(二零一七年：每股普通股0.61港仙)

年內擬派末期股息港幣19,995,000元(二零一七年：擬派末期股息港幣19,980,000元及擬派特別末期股息港幣9,990,000元)乃根據本公司已發行股份1,638,935,394股(二零一七年：1,637,735,394股)計算，並須待於應屆股東週年大會上獲本公司股東批准。

**13. 本公司普通權益持有人應佔每股盈利／(虧損)**

每股基本盈利／虧損乃根據本公司普通權益持有人應佔年內虧損港幣28,972,000元(二零一七年：港幣4,886,000元溢利)及年內已發行普通股加權平均數1,638,514,572股(二零一七年：1,636,870,736股)計算。

每股攤薄盈利／虧損乃根據本公司普通權益持有人應佔年內虧損港幣28,972,000元(二零一七年：港幣4,886,000元溢利)計算。計算所用之普通股加權平均數目為用於計算每股基本盈利／虧損之年內已發行普通股1,638,514,572股(二零一七年：1,636,870,736股)，及假設被視作悉數行使或轉換所有來自購股權具攤薄潛力普通股為普通股而按零代價發行之普通股加權平均數1,852,369股(二零一七年：2,740,446股)。本公司之購股權對本年度之每股基本虧損具反攤薄影響，於計算每股攤薄虧損時並無計算在內。

## 14. PROPERTY, PLANT AND EQUIPMENT

## 14. 物業、廠房及設備

in HK\$ thousand	Leasehold improvements 租賃 物業裝修	Plant and machinery 設備及 機器	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備	Motor vehicles 汽車	Total 總值	港幣千元
<b>2018</b>						<b>二零一八年</b>
At 30 June 2017 and at 1 July 2017:						於二零一七年六月三十日及 二零一七年七月一日：
Cost	310,622	7	209,724	2,402	522,755	成本值
Accumulated depreciation and impairment	(277,703)	(7)	(190,690)	(2,329)	(470,729)	累計折舊及減值
Net carrying amount	32,919	-	19,034	73	52,026	賬面淨值
At 1 July 2017, net of accumulated depreciation and impairment	32,919	-	19,034	73	52,026	於二零一七年七月一日， 扣除累計折舊及減值
Additions	19,443	-	6,084	-	25,527	添置
Disposals/write-off	(577)	-	(15)	-	(592)	出售／撇銷
Impairment	(119)	-	-	-	(119)	減值
Depreciation provided during the year	(20,752)	-	(8,707)	(21)	(29,480)	年內折舊撥備
Exchange realignment	471	-	59	1	531	兌換調整
At 30 June 2018, net of accumulated depreciation and impairment	31,385	-	16,455	53	47,893	於二零一八年六月三十日， 扣除累計折舊及減值
At 30 June 2018:						於二零一八年六月三十日：
Cost	316,342	-	212,348	2,404	531,094	成本值
Accumulated depreciation and impairment	(284,957)	-	(195,893)	(2,351)	(483,201)	累計折舊及減值
Net carrying amount	31,385	-	16,455	53	47,893	賬面淨值

## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

## 14. 物業、廠房及設備(續)

in HK\$ thousand	Leasehold improvements 租賃物業裝修	Plant and machinery 設備及機器	Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備	Motor vehicles 汽車	Total 總值	港幣千元
<b>2017</b>						<b>二零一七年</b>
At 1 July 2016:						於二零一六年七月一日：
Cost	317,509	7	202,606	2,404	522,526	成本值
Accumulated depreciation and impairment	(264,895)	(7)	(179,315)	(2,191)	(446,408)	累計折舊及減值
Net carrying amount	52,614	–	23,291	213	76,118	賬面淨值
At 1 July 2016, net of accumulated depreciation and impairment	52,614	–	23,291	213	76,118	於二零一六年七月一日， 扣除累計折舊及減值
Additions	8,921	–	8,216	–	17,137	添置
Disposals/write-off	(70)	–	(24)	–	(94)	出售／撇銷
Impairment	–	–	(224)	–	(224)	減值
Depreciation provided during the year	(29,404)	–	(12,297)	(139)	(41,840)	年內折舊撥備
Exchange realignment	858	–	72	(1)	929	兌換調整
At 30 June 2017, net of accumulated depreciation and impairment	32,919	–	19,034	73	52,026	於二零一七年六月三十日， 扣除累計折舊及減值
At 30 June 2017:						於二零一七年六月三十日：
Cost	310,622	7	209,724	2,402	522,755	成本值
Accumulated depreciation and impairment	(277,703)	(7)	(190,690)	(2,329)	(470,729)	累計折舊及減值
Net carrying amount	32,919	–	19,034	73	52,026	賬面淨值

**14. PROPERTY, PLANT AND EQUIPMENT (continued)**

For the years ended 30 June 2018 and 30 June 2017, the directors considered that certain leasehold improvements of the Group were subject to impairment because of the poor outlook of the retail market and the non-performing cash-generating units of those leasehold improvements.

The directors estimated the recoverable amounts of the cash-generating unit as follows:

*“bossini” products cash-generating units*

The respective recoverable amounts of HK\$47,893,000 of the “bossini” products cash-generating units have been determined based on a value in use calculation which was approved by senior management using cash flow projections based on financial budgets covering the remaining useful lives of the respective items of property, plant and equipment. Key assumptions used for the value in use calculation as at 30 June 2018 and 30 June 2017 were as follows:

	2018 二零一八年	2017 二零一七年
Sales growth rate	<b>0%</b>	0%
Gross margin rate	<b>56% – 63%</b>	48% – 58%
Discount rate	<b>11% – 17%</b>	6% – 12%

The directors determined the above sales growth rate and gross margin rate based on the expectation of future market development.

An impairment provision of HK\$119,000 (2017: HK\$224,000) was recognised in profit or loss during the year ended 30 June 2018.

**14. 物業、廠房及設備(續)**

截至二零一八年六月三十日及二零一七年六月三十日止年度，董事認為本集團部份租賃物業裝修出現減值，乃由於零售市場前景不明朗及該等租賃物業裝修之現金產生單位表現欠佳。

董事估計現金產生單位之可收回金額如下：

*「bossini」產品現金產生單位*

「bossini」產品現金產生單位各可收回金額港幣47,893,000元使用現金流量預測計算獲高級管理層批准之使用價值進行，現金流量預測基於涵蓋各物業、廠房及設備項目餘下可使用年期之財務預算計算。於二零一八年六月三十日及二零一七年六月三十日計算使用價值所採用之主要假設如下：

銷售增長率

毛利率

貼現率

董事根據預期未來市況發展釐定上述銷售增長率及毛利率。

截至二零一八年六月三十日止年度，於損益賬已確認之減值撥備為港幣119,000元（二零一七年：港幣224,000元）。

**15. INVESTMENT PROPERTY**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Carrying amount at beginning of year	<b>22,079</b>	23,847
Depreciation provided during the year	<b>(1,768)</b>	(1,768)
Carrying amount at end of year	<b>20,311</b>	22,079

The directors of the Company have determined that the investment property is industrial, based on the nature, characteristics and risk of the property. The Group's investment property was valued as at the end of the reporting period by Roma Appraisals Limited, independent professionally qualified valuer, at HK\$205,100,000 (2017: HK\$168,600,000). Each year, the Group's management decide to appoint which external valuer to be responsible for the external valuation of the Group's property. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management have discussions with the valuer on the valuation assumptions and valuation result once a year when the valuation is performed for annual financial reporting. The investment property is leased to third parties under operating leases, further summary details of which are included in note 33(a) to the consolidated financial statements.

Further particulars of the Group's investment property are included on page 180.

**15. 投資物業**

港幣千元

於年初賬面值  
年內折舊撥備

於年終賬面值

根據物業之性質、特點及風險，本公司董事已釐定投資物業為工業物業。本集團之投資物業由獨立專業合資格估值師羅馬國際評估有限公司於報告期末之估值為港幣205,100,000元（二零一七年：港幣168,600,000元）。本集團之管理層於每年決定委任外聘估值師，負責對本集團物業進行外部估值。甄選標準包括市場知識、聲譽、獨立性及是否維持專業水準。本集團之管理層每年於年度財務報告進行估值時就估值假設及估值結果與估值師進行討論。投資物業乃根據經營租賃租予第三方，有關進一步概要資料載於綜合財務報表附註33(a)。

有關本集團投資物業之進一步詳情載於第180頁。

**15. INVESTMENT PROPERTY (continued)****Fair value hierarchy**

The following table illustrates the fair value measurement hierarchy of the Group's investment property:

**2018**

	Fair value measurement using 採用之公平值計量			Total 總計
	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第三層)	
in HK\$ thousand				
Recurring fair value measurement for: Industrial property	-	-	205,100	205,100

**2017**

	Fair value measurement using 採用之公平值計量			Total 總計
	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第三層)	
in HK\$ thousand				
Recurring fair value measurement for: Industrial property	-	-	168,600	168,600

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

**15. 投資物業(續)****公平值架構**

下表說明本集團之投資物業之公平值計量架構：

**二零一八年**

	Fair value measurement using 採用之公平值計量			Total 總計
	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第三層)	
in HK\$ thousand				
Recurring fair value measurement for: Industrial property	-	-	205,100	205,100

**二零一七年**

	Fair value measurement using 採用之公平值計量			Total 總計
	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第三層)	
in HK\$ thousand				
Recurring fair value measurement for: Industrial property	-	-	168,600	168,600

於年內，第一層與第二層之間並無公平值計量之轉撥，亦無轉入或轉出第三層之情況。



**15. INVESTMENT PROPERTY (continued)****Fair value hierarchy (continued)**

As the investment property is measured initially at cost less accumulated depreciation and provision for any impairment in value, there is no movement of fair value measurements categorised within Level 3 of the fair value hierarchy.

The fair value is estimated using a direct comparison approach. Under the direct comparison approach, fair value is estimated by using the direct comparison method on the assumption of the sale of the property interest with the benefit of vacant possession and by making reference to comparable sales transactions as available in the market.

The valuation takes into account the characteristics of the investment property, which include the location, size, shape, view, floor level, year of completion and other factors collectively, to arrive at the unit market price. The fair value measurement is based on the above property's highest and best use, which does not differ from the actual use.

The key input is the unit market price. A significant increase/decrease in the market price will result in a significant increase/decrease in the fair value of the investment property.

**15. 投資物業(續)****公平值架構(續)**

由於投資物業按成本減累計折舊及價值減值之撥備作初始計量，故屬公平值架構第三層範疇內之公平值計量並無變動。

公平值乃使用直接比較法估計。根據直接比較法，公平值乃以直接比較法，假設物業權益可交吉出售並經參考有關市場之可比較銷售交易而作估計。

進行估值時會考慮投資物業之特性，包括位置、大小、形狀、景觀、樓層、落成年份及其他因素，以得出單位市場價格。公平值計量是按照上述物業與實際用途無異的最高及最佳用途得出。

主要輸入數據為單位市場價格。當市場價格大幅上升／下跌時，會導致投資物業公平值大幅上升／下跌。

**16. TRADEMARK**

in HK\$ thousand

**2018**Cost at 1 July 2017 and at 30 June 2018,  
net of accumulated impairment1,164

At 30 June 2018:

Cost

1,164

Accumulated impairment

-

Net carrying amount

1,164**2017**Cost at 1 July 2016 and at 30 June 2017,  
net of accumulated impairment1,164

At 30 June 2017:

Cost

1,164

Accumulated impairment

-

Net carrying amount

1,164**Indefinite useful life**

The Group classified the acquired "bossini" trademark in Indonesia as an intangible asset with an indefinite life in Indonesia in accordance with HKAS 38 *Intangible Assets*. This is supported by the fact that the "bossini" trademark has been a well-known and long-established fashion brand since 1987, its legal rights are capable of being renewed indefinitely at insignificant cost and therefore are perpetual in duration, and based on future financial performance of the Group, they are expected to generate positive cash flows indefinitely. The Group re-evaluates the useful life of the "bossini" trademark each year to determine whether events or circumstances continue to support the view of the indefinite useful life of the asset.

**16. 商標**

港幣千元

**二零一八年**於二零一七年七月一日及於二零一八年六月三十日  
之成本，扣除累計減值

於二零一八年六月三十日：

成本

累計減值

賬面淨值

**二零一七年**於二零一六年七月一日及於二零一七年六月三十日  
之成本，扣除累計減值

於二零一七年六月三十日：

成本

累計減值

賬面淨值

**無限使用年期之商標**

本集團根據香港會計準則第38號無形資產，將印尼之「bossini」商標分類為一項印尼之無限期無形資產。該結論乃基於「bossini」商標自一九八七年起已是具知名度及歷史悠久之服裝品牌，其法律權利可以於不需支付重大之成本下無限重續，因此享有永久年期，而基於本集團之未來財務表現，預期商標可無限期產生現金流入。本集團每年重估「bossini」商標之可使用年期，以釐定是否存在事件或情況繼續支持資產屬無限使用年期之觀點。

**17. AVAILABLE-FOR-SALE INVESTMENT**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Quoted investment fund, at fair value	<b>229,562</b>	233,177

During the year, the fair value loss in respect of the Group's available-for-sale investment recognised in other comprehensive income amounted to HK\$3,615,000 (2017: fair value gain of HK\$609,000).

**18. NOTE RECEIVABLE**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Note receivable, at amortised cost	<b>38,775</b>	38,775

The Group held a fixed rate note receivable with a principal amount of US\$5,000,000 (equivalent to HK\$38,775,000) which was issued by a creditworthy financial institution.

The fixed rate note receivable is unlisted, interest-bearing at 1.75% per annum and issued for a maturity term of 2 years from 13 October 2016 to 12 October 2018.

The fixed rate note receivable was designated as a loan and receivable which was stated at amortised cost because it is a non-derivative financial asset with fixed or determinable payments that is not quoted in an active market.

**19. INVENTORIES**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Raw materials	<b>791</b>	1,045
Finished goods	<b>201,990</b>	237,542
	<b>202,781</b>	238,587

**17. 可供出售投資**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Quoted investment fund, at fair value	<b>229,562</b>	233,177

於年內，已於其他全面收益確認之本集團可供出售投資之公平值虧損為港幣3,615,000元(二零一七年：公平值收益港幣609,000元)。

**18. 票據**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Note receivable, at amortised cost	<b>38,775</b>	38,775

本集團持有由信譽良好的金融機構發行本金額為5,000,000美元(相當於港幣38,775,000元)之定息票據。

定息票據並無上市，按年利率1.75%計息及期限由二零一六年十月十三日起至二零一八年十月十二日止，為期兩年。

定息票據指定為貸款及應收賬款，並按攤銷成本列賬，乃由於其屬於在活躍市場中並無報價而付款額固定或可以釐定之非衍生金融資產。

**19. 存貨**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Raw materials	<b>791</b>	1,045
Finished goods	<b>201,990</b>	237,542
	<b>202,781</b>	238,587

## 20. DEBTORS

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Debtors	<b>57,664</b>	59,322
Impairment	-	(366)
	<b>57,664</b>	58,956

Other than cash and credit card sales, the Group normally grants credit periods of up to 60 days to its trade customers. Each trade customer has a maximum credit limit, except for new trade customers, where payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade customers relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade debtor balances. Trade debtors are non-interest-bearing.

An aged analysis of debtors as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Within 1 month	<b>48,582</b>	54,250
1 to 2 months	<b>5,326</b>	2,672
2 to 3 months	<b>613</b>	741
Over 3 months	<b>3,143</b>	1,293
	<b>57,664</b>	58,956

## 20. 應收賬款

港幣千元
應收賬款
減值

除現金及信用卡銷售外，本集團在一般情況下授予其貿易客戶最高六十天信貸期。除新貿易客戶一般須預付款項外，各貿易客戶均設有最高信貸限額。本集團致力對未收回之應收賬款維持嚴謹控制。逾期欠款由高級管理層定期作出審閱。鑑於以上所述以及本集團之應收賬款分散於眾多不同客戶，故本集團並無高度集中之信貸風險。本集團並未就其應收賬款結餘持有任何抵押品或其他信用提升產品。應收賬款均免息。

以下為按發票日期扣除撥備後計應收賬款於報告期末之賬齡分析：

港幣千元
於一個月內
一至兩個月
兩至三個月
超過三個月

**20. DEBTORS (continued)**

The movements in provision for impairment of debtors are as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
At beginning of year	<b>366</b>	1,642
Write-back of impairment (note 7)	<b>(78)</b>	(251)
Amount written off as uncollectible	<b>(288)</b>	(981)
Exchange realignment	-	(44)
	<hr/>	<hr/>
At end of year	-	366

In the prior year, included in the above provision for impairment of debtors was a provision for individually impaired debtors of HK\$366,000 with an aggregate carrying amount before provision of HK\$366,000. The individually impaired debtors related to customers with outstanding balances which were not expected to be recovered.

An aged analysis of the debtors that are not individually nor collectively considered to be impaired is as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Neither past due nor impaired	<b>50,196</b>	55,638
Less than 1 month past due	<b>3,767</b>	1,274
1 to 2 months past due	<b>1,857</b>	794
2 to 3 months past due	<b>134</b>	1,061
Over 3 months past due	<b>1,710</b>	189
	<hr/>	<hr/>
	<b>57,664</b>	58,956

**20. 應收賬款(續)**

應收賬款之減值撥備變動如下：

港幣千元
於年初
減值撥回(附註7)
不可收回之款項撇銷
兌換調整
於年終

於去年，計入上述應收賬款之減值撥備是就應收賬款之個別減值港幣366,000元作撥備，其撥備前賬面總值為港幣366,000元。應收賬款之個別減值與預期不可收回之客戶未償還結餘有關。

並無個別或共同被視為減值之應收賬款之賬齡分析如下：

港幣千元
未逾期及未減值
逾期少於一個月
逾期一至兩個月
逾期兩至三個月
逾期超過三個月

**20. DEBTORS (continued)**

Debtors that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Debtors that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment 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.

**21. DEPOSITS PAID**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Rental deposits	<b>107,385</b>	106,567
Less: Non-current portion	<b>(45,902)</b>	(78,035)
	<b>61,483</b>	28,532

The rental deposits are paid for operating leases in respect of land and buildings, and are negotiated for terms ranging from 1 to 15 years.

**22. PREPAYMENTS AND OTHER RECEIVABLES**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Prepayments	<b>11,506</b>	14,923
Other receivables	<b>23,549</b>	22,466
	<b>35,055</b>	37,389

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

**20. 應收賬款(續)**

未逾期及未減值之應收賬款與眾多不同客戶有關，該類客戶最近並無違約歷史。

已逾期惟尚未減值之應收賬款與眾多與本集團擁有良好過往記錄之獨立客戶有關。本公司董事認為，根據過往經驗，概無須就該些結餘作出任何減值撥備，因信貸質量尚無重大變動及結餘現仍被視為可全部收回。

**21. 已付按金**

港幣千元
租賃按金
減：非即期部份
即期部份

本集團根據土地及樓宇之經營租約支付租賃按金，議定之租期介乎一至十五年不等。

**22. 預付款項及其他應收賬項**

港幣千元
預付款項
其他應收賬項

上述資產並無逾期及減值。包括在上述關於應收賬項之結餘內的金融資產最近無違約歷史。

**23. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSIT**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Cash and bank balances	<b>164,269</b>	185,763
Non-pledged bank deposits with original maturity of less than three months when acquired	<b>58,000</b>	90,666
Non-pledged bank deposits with original maturity of more than three months when acquired	<b>117,691</b>	119,035
	<b>339,960</b>	395,464
Pledged bank deposit with original maturity of more than three months when acquired	<b>824</b>	770
Total	<b>340,784</b>	396,234

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi amounted to HK\$41,601,000 (2017: HK\$57,623,000). Renminbi is not freely convertible into other currencies, however, under mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Renminbi for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term bank deposits are made for varying periods of between 1 week and 1 year depending on the immediate cash requirements of the Group, and earn interest at the respective short term bank deposit rates.

The pledged bank deposit of HK\$824,000 (2017: HK\$770,000) was pledged to a bank as security for a bank guarantee for an overseas subsidiary of the Group as at 30 June 2018.

The cash and bank balances, non-pledged bank deposits and pledged bank deposit are deposited with creditworthy financial institutions with no recent history of default.

**23. 現金及現金等值項目及有抵押銀行存款**

港幣千元
現金及銀行結餘
取得時原定到期日
少於三個月之無抵押銀行存款
取得時原定到期日
超過三個月之無抵押銀行存款
取得時原定到期日
超過三個月之有抵押銀行存款
總計

於報告期末，本集團以人民幣定值之現金及現金等值項目為港幣41,601,000元(二零一七年：港幣57,623,000元)。人民幣不能自由兌換其他貨幣，惟根據中國大陸外匯管制法條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權經營外匯業務之銀行將人民幣兌換為外幣。

銀行存款每日按銀行存款利率釐定之浮動利率計息。短期銀行存款期間介乎一星期至一年，乃視乎本集團之即時現金需要而定，及按相關之短期銀行存款利率計息。

於二零一八年六月三十日，有抵押銀行存款港幣824,000元(二零一七年：港幣770,000元)已抵押予銀行作為本集團海外附屬公司取得銀行擔保之抵押。

現金及銀行結餘、無抵押銀行存款及有抵押銀行存款已存放於近期並無違約記錄而具信譽之金融機構。



## 24. TRADE CREDITORS, OTHER PAYABLES AND ACCRUALS

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Trade creditors	<b>59,829</b>	54,680
Other payables	<b>21,252</b>	23,560
Less: Non-current portion	<b>(2,510)</b>	(2,372)
Current portion	<b>18,742</b>	21,188
Accruals	<b>115,189</b>	114,743
	<b>193,760</b>	190,611

An aged analysis of the trade creditors as at the end of the reporting period, based on the invoice date, is as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Within 1 month	<b>45,150</b>	33,318
1 to 2 months	<b>12,986</b>	18,433
2 to 3 months	<b>1,129</b>	1,325
Over 3 months	<b>564</b>	1,604
	<b>59,829</b>	54,680

The trade creditors are non-interest-bearing and are normally settled on terms of 30 to 60 days.

The other payables are non-interest-bearing and have an average term of 1 month, except for other payables of HK\$2,510,000 (2017: HK\$2,372,000) as at 30 June 2018, which are not payable within 1 year.

## 24. 應付賬款、其他應付款項及應計賬項

港幣千元
應付賬款
其他應付款項
減：非即期部份
即期部份
應計賬項

以下為按發票日期計應付賬款於報告期末之賬齡分析：

港幣千元
於一個月內
一至兩個月
兩至三個月
超過三個月

應付賬款為免息及一般於三十天至六十天內支付。

其他應付款項為免息，除於二零一八年六月三十日一筆毋須於一年內償還之其他應付款項港幣2,510,000元（二零一七年：港幣2,372,000元）外，其餘之平均期限為一個月。

**25. DUE TO RELATED COMPANIES**

The Group's amounts due to related companies are unsecured, interest-free and repayable within 45 days from the invoice date. Certain directors of the Group's related companies, who have beneficial equity interests therein, are relatives of Mr. LAW Ka Sing, a substantial shareholder of the Company, and Ms. TSIN Man Kuen Bess, a director of the Company.

**26. DERIVATIVE FINANCIAL INSTRUMENTS**

in HK\$ thousand	2018 二零一八年		2017 二零一七年	
	Assets 資產	Liabilities 負債	Assets 資產	Liabilities 負債
Forward currency contracts	1,188	7,224	–	3,294

The carrying amounts of the forward currency contracts are the same as their fair values. The above transactions involving derivative financial instruments are conducted with creditworthy financial institutions with credit ratings from A-1 to A-1+.

During the year, the Group entered into various forward currency contracts to manage its exchange rate exposures. These forward currency contracts are not designated for hedge purposes and are measured at fair value through profit or loss. The net losses in the fair value of these non-hedging foreign currency contracts amounting to HK\$2,742,000 (2017: HK\$3,424,000) (note 7) were charged to profit or loss during the year.

**27. BANKING FACILITIES**

As at 30 June 2018, the Group had total banking facilities of approximately HK\$498,338,000 (2017: HK\$458,716,000), which were secured by corporate guarantees given by the Company. These facilities were utilised to the extent of HK\$19,691,000 (2017: HK\$29,327,000) as at 30 June 2018.

**25. 應付關連公司款項**

本集團之應付關連公司款項乃無抵押、免息及須於發票日期起計四十五天內償還。本集團之關連公司之若干擁有實益權益之董事乃本公司主要股東羅家聖先生及本公司董事錢曼娟女士之親屬。

**26. 衍生金融工具**

港幣千元

遠期貨幣合同

遠期貨幣合同之賬面值與彼等之公平值相同。上述涉及衍生金融工具之交易乃與信貸評級為A-1至A-1+之信譽良好金融機構進行。

年內，本集團訂立多項遠期貨幣合同以管理其匯率風險。該等遠期貨幣合同並非指定作對沖用途，並按公平值於損益賬計值。年內，該等非對沖外幣合同公平值淨虧損金額港幣2,742,000元(二零一七年：港幣3,424,000元)(附註7)已在損益扣除。

**27. 銀行信貸**

於二零一八年六月三十日，本集團的銀行信貸總額約為港幣498,338,000元(二零一七年：港幣458,716,000元)，由本公司提供的公司擔保作為抵押。於二零一八年六月三十日已動用之信貸額為港幣19,691,000元(二零一七年：港幣29,327,000元)。

**28. DEFERRED TAX**

The movements in deferred tax liabilities and assets during the year are as follows:

**Deferred tax liabilities – 2018**

in HK\$ thousand	Revaluation of property 物業重估	港幣千元
At 1 July 2017	<b>1,403</b>	於二零一七年七月一日
Deferred tax charged to profit or loss during the year (note 11)	<b>58</b>	年內在損益扣除之遞延稅項(附註11)
Gross deferred tax liabilities recognised in the consolidated statement of financial position at 30 June 2018	<b>1,461</b>	於二零一八年六月三十日在綜合財務狀況表 確認之遞延稅項負債毛額

**Deferred tax assets – 2018**

in HK\$ thousand	Depreciation in excess of related depreciation allowance 折舊超過相關 折舊免稅額	Others 其他	Total 總值	港幣千元
At 1 July 2017	<b>5,323</b>	<b>5,248</b>	<b>10,571</b>	於二零一七年七月一日
Deferred tax credited to profit or loss during the year (note 11)	<b>723</b>	<b>306</b>	<b>1,029</b>	年內在損益計入之遞延稅項(附註11)
Gross deferred tax assets recognised in the consolidated statement of financial position at 30 June 2018	<b>6,046</b>	<b>5,554</b>	<b>11,600</b>	於二零一八年六月三十日在綜合財務狀況表 確認之遞延稅項資產毛額

**28. 遞延稅項**

年內之遞延稅項負債及資產變動如下：

**遞延稅項負債—二零一八年**

港幣千元

於二零一七年七月一日

年內在損益扣除之遞延稅項(附註11)

於二零一八年六月三十日在綜合財務狀況表  
確認之遞延稅項負債毛額

**遞延稅項資產—二零一八年**

港幣千元

於二零一七年七月一日

年內在損益計入之遞延稅項(附註11)

於二零一八年六月三十日在綜合財務狀況表  
確認之遞延稅項資產毛額

**28. DEFERRED TAX (continued)****Deferred tax liabilities – 2017**

in HK\$ thousand	Depreciation allowance in excess of related depreciation 折舊免稅額超過相關折舊	Revaluation of property 物業重估	Total 總值	
At 1 July 2016	517	1,857	2,374	於二零一六年七月一日
Deferred tax credited to profit or loss during the year (note 11)	(517)	(454)	(971)	年內在損益計入之遞延稅項(附註11)
Gross deferred tax liabilities recognised in the consolidated statement of financial position at 30 June 2017	–	1,403	1,403	於二零一七年六月三十日在綜合財務狀況表確認之遞延稅項負債毛額

**28. 遞延稅項(續)****遞延稅項負債—二零一七年**

**28. DEFERRED TAX (continued)****Deferred tax assets – 2017**

in HK\$ thousand	Depreciation in excess of related depreciation allowance 折舊超過相關 折舊免稅額	Others 其他	Total 總值
At 1 July 2016	3,734	5,904	9,638
Deferred tax credited/(charged) to profit or loss during the year (note 11)	1,589	(656)	933
Gross deferred tax assets recognised in the consolidated statement of financial position at 30 June 2017	5,323	5,248	10,571

**28. 遞延稅項(續)****遞延稅項資產—二零一七年**

港幣千元
於二零一六年七月一日
年內在損益計入/(扣除)之遞延稅項(附註11)
於二零一七年六月三十日在綜合財務狀況表 確認之遞延稅項資產毛額

**28. DEFERRED TAX (continued)**

At the end of the reporting period, the Group had estimated tax losses of HK\$136,855,000 (2017: HK\$51,317,000) arising in Hong Kong that were available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group had estimated tax losses arising in mainland China of HK\$201,523,000 (2017: HK\$168,037,000) and in Taiwan of HK\$118,216,000 (2017: HK\$130,988,000) that can be used to offset against future taxable profits of the companies in which the losses arose for a maximum of 5 years and 10 years, respectively. The Group had estimated tax losses arising in Singapore of HK\$53,424,000 (2017: HK\$50,182,000) and in Malaysia of HK\$5,544,000 (2017: HK\$6,276,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also had deductible temporary differences of approximately HK\$2,600,000 (2017: HK\$2,754,000) and HK\$7,766,000 (2017: HK\$7,281,000) in Singapore and Malaysia, respectively, at the end of the reporting period. Deferred tax assets have not been recognised in respect of these losses as in the opinion of the directors, it is uncertain whether sufficient future taxable profits will be generated against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in mainland China in respect of earnings generated from 1 January 2008. As at 30 June 2018, no deferred tax has been recognised for withholding tax that would be payable on the unremitted earnings that is subject to withholding tax of a subsidiary of the Group established in mainland China. In the opinion of the directors, it is not probable that the subsidiary will distribute such earnings in the foreseeable future. No temporary differences (2017: HK\$6,155,000) associated with an investment in the subsidiary in mainland China for which deferred tax liability has not been recognised at 30 June 2018.

**28. 遞延稅項(續)**

於報告期末，本集團於香港產生之估計稅項虧損為港幣136,855,000元(二零一七年：港幣51,317,000元)，可無限期用作抵銷產生虧損的公司日後之應課稅溢利。本集團於中國大陸及台灣產生之估計稅項虧損分別為港幣201,523,000元(二零一七年：港幣168,037,000元)及港幣118,216,000元(二零一七年：港幣130,988,000元)，所產生的虧損可用作抵銷公司日後之應課稅溢利最多分別五年及十年。本集團於新加坡及馬來西亞產生之估計稅項虧損分別為港幣53,424,000元(二零一七年：港幣50,182,000元)及港幣5,544,000元(二零一七年：港幣6,276,000元)，可無限期用作抵銷產生虧損公司日後之應課稅溢利。於報告期末，本集團於新加坡及馬來西亞亦有可扣減暫時性差額分別約港幣2,600,000元(二零一七年：港幣2,754,000元)及港幣7,766,000元(二零一七年：港幣7,281,000元)。董事認為，由於未能確定日後是否能獲得足夠應課稅溢利以抵銷可動用稅項虧損，遞延稅項資產並無就該等虧損進行確認。

根據中國企業所得稅法，於中國大陸成立的外商投資企業向外國投資者宣派股息須繳納10%預扣稅。有關規定於二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘若中國大陸與外國投資者的司法權區訂立稅務契約，則可能繳納較低的預扣稅。就本集團而言，適用稅率為10%。因此，本集團須就於中國大陸成立的該等附屬公司就二零零八年一月一日起賺取的盈利派付股息而繳納預扣稅。於二零一八年六月三十日，本集團就設於中國大陸之附屬公司應課稅而未匯出盈利之應付預扣稅而言，並未確認任何遞延稅項。董事認為，該附屬公司將於可見未來分派有關盈利之可能性不大。於二零一八年六月三十日，本集團並無(二零一七年：港幣6,155,000元)於中國大陸附屬公司投資而出現未確認遞延稅項負債之相關暫時性差額。

## 29. SHARE CAPITAL

### Shares

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Authorised:		
2,000,000,000 ordinary shares of HK\$0.10 each	<b>200,000</b>	200,000
Issued and fully paid:		
1,638,935,394 (2017: 1,637,735,394) ordinary shares of HK\$0.10 each	<b>163,894</b>	163,774

During the year, the movement in share capital was as follows:

	Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 港幣千元	Share premium account 股份溢價賬 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 July 2016	1,636,535,394	163,654	27,688	191,342
Exercise of share options (note a)	1,200,000	120	535	655
At 30 June 2017 and 1 July 2017	1,637,735,394	163,774	28,223	191,997
Exercise of share options (note a)	1,200,000	120	535	655
At 30 June 2018	1,638,935,394	163,894	28,758	192,652

## 29. 股本

### 股份

港幣千元
法定股本：
2,000,000,000股每股面值港幣0.10元之普通股
已發行及繳足股本：
1,638,935,394股(二零一七年：1,637,735,394股) 每股面值港幣0.10元之普通股

年內之股本變動載列如下：

於二零一六年七月一日
行使購股權(附註a)
於二零一七年六月三十日及二零一七年七月一日
行使購股權(附註a)
於二零一八年六月三十日



**29. SHARE CAPITAL (continued)**

Note:

- (a) For the years ended 30 June 2018 and 2017, the subscription rights attaching to 1,200,000 share options were exercised at the subscription price of HK\$0.370 per share (note 30), resulting in the issue of 1,200,000 shares of HK\$0.10 each for a total cash consideration, before expenses, of HK\$444,000, and the related share option reserve of HK\$211,000 was transferred to the share premium account upon the exercise of these share options.

**Share options**

Details of the Company's share option scheme and the share options issued under the scheme are included in note 30 to the consolidated financial statements.

**30. SHARE OPTION SCHEME**

The Company operates a share option scheme (the "Scheme") for the purpose of motivating and providing incentives to eligible participants who contribute to the success of the Group's operations, and to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

Eligible participants of the Scheme include executive directors, non-executive directors (including independent non-executive directors), and other full-time or part-time employees of the Company, and its subsidiaries. The Scheme became effective on 12 November 2013 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

**29. 股本 (續)**

附註：

- (a) 截至二零一八年及二零一七年六月三十日止年度，1,200,000份購股權隨附之認購權按認購價每股港幣0.370元獲行使(附註30)，致使發行1,200,000股每股面值港幣0.10元之股份，總現金代價為港幣444,000元(未計開支)，於該等購股權獲行使時，相關購股權儲備港幣211,000元已轉撥至股份溢價賬內。

**購股權**

本公司購股權計劃及根據計劃發行購股權之詳情載列於綜合財務報表附註30。

**30. 購股權計劃**

本公司設立購股權計劃(「該計劃」)，旨在激發及獎勵對本集團業績作出貢獻之合資格參與者，協助本集團聘請及挽留能幹僱員，並吸納對本集團有價值之人力資源。

該計劃之合資格參與人士包括本公司及本公司附屬公司之執行董事、非執行董事(包括獨立非執行董事)及其他全職或兼職僱員。該計劃於二零一三年十一月十二日生效，除非該計劃以其他方式註銷或修訂，否則自該日起計有效期為十年。

**30. SHARE OPTION SCHEME (continued)**

The maximum number of shares which may be issued upon exercise of all share options to be granted under the Scheme and any other future share option schemes of the Company (excluding share options forfeited in accordance with the terms of the Scheme or any other future share option schemes of the Company) shall not exceed 10% of the total number of shares in issue on 12 November 2013, the date of the annual general meeting that the Company sought the approval of the shareholders of the Company for the adoption of the Scheme. The number of shares issuable under the Scheme was 162,077,939, which represented 10% of the Company's shares in issue at 12 November 2013. The maximum number of shares issuable under share options to each participant in the Scheme within any 12-month period is limited to 1% of the total number of shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting with such participant and his associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors (excluding any independent non-executive director who is a grantee of the share options). In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options. Share options granted during the term of the Scheme and remain unexercised immediately prior to the end of the 10-year period of the Scheme shall continue to be exercisable in accordance with their terms of grant within the exercise period for which such options are granted, notwithstanding the expiry of the Scheme.

**30. 購股權計劃(續)**

根據該計劃及本公司任何將來之其他購股權計劃將予授出之所有購股權獲行使時可予發行之股份的最高數目(不包括根據該計劃或本公司任何將來其他購股權計劃條款沒收之購股權),不得超過本公司於二零一三年十一月十二日(即本公司尋求股東批准採納該計劃之股東週年大會日期)之已發行股份總數之10%。根據該計劃可發行之股份數目為162,077,939股,佔本公司於二零一三年十一月十二日已發行股份之10%。於任何十二個月期間內,根據購股權可向該計劃各參與人士發行之股份最高數目,以本公司於任何時間已發行股份總數之1%為限。進一步授出超過該上限之購股權,須待股東於股東大會批准,方為有效,惟有關參與人士及其聯繫人士須就此放棄投票。

向本公司董事、最高行政人員或主要股東或彼等各自之聯繫人士授出之購股權,須事先獲獨立非執行董事(不包括同時為購股權承授人之獨立非執行董事)批准。此外,於任何十二個月期間向本公司主要股東或獨立非執行董事或彼等各自之聯繫人士授出之任何購股權,倘超過本公司任何時間已發行股份0.1%或總值(按授出日期本公司股份收市價計算)超過港幣5百萬元,則須獲股東於股東大會事先批准。

授出之購股權可於授出日期起計二十八日內在承授人支付合共港幣1元象徵式代價後被接納。已授出購股權之行使期由董事局釐訂,並自若干歸屬期間後開始及於購股權授出日期起計十年內屆滿。於該計劃期間授出及於緊接該計劃十年期間屆滿前尚未行使之購股權,儘管該計劃已期滿,仍可根據其授出條款於授出購股權行使期間內繼續予以行使。

**30. SHARE OPTION SCHEME (continued)**

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of grant of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the 5 trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

The following share options were outstanding under the Scheme during the year:

	2018 二零一八年		2017 二零一七年		
	Weighted average exercise price 加權平均行使價 HK\$ 每股港幣元	Number of share options 購股權數目 '000 千份	Weighted average exercise price 加權平均行使價 HK\$ 每股港幣元	Number of share options 購股權數目 '000 千份	
At beginning of year	<b>0.561</b>	<b>129,424</b>	0.600	94,612	於年初
Granted during the year	<b>0.440</b>	<b>1,596</b>	0.495	56,742	年內授出
Forfeited during the year	<b>0.521</b>	<b>(10,092)</b>	0.569	(20,730)	年內沒收
Exercised during the year	<b>0.370</b>	<b>(1,200)</b>	0.370	(1,200)	年內行使
At end of year	<b>0.565</b>	<b>119,728</b>	0.561	129,424	於年終

The share price at the date of exercise of share options exercised during the year was HK\$0.470 (2017: HK\$0.470) per share.

**30. 購股權計劃 (續)**

購股權之行使價由董事釐訂，惟不得低於以下之最高者：(i)於購股權授出日期本公司股份於聯交所之收市價；(ii)緊接授出日期前五個交易日本公司股份於聯交所之平均收市價；及(iii)本公司股份面值。

購股權並無賦予持有人獲派股息或於股東大會上投票之權利。

年內該計劃下尚未行使之購股權如下：

於年初  
年內授出  
年內沒收  
年內行使

於年終

年內已行使購股權於行使日期之股價為每股港幣0.470元(二零一七年：港幣0.470元)。

**30. SHARE OPTION SCHEME (continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2018 Number of share options 購股權數目	Exercise price * 行使價* HK\$ per share 每股港幣元	Exercise period 行使期	二零一八年
600,000	0.160	31 October 2009 to 30 October 2018	二零零九年十月三十一日至二零一八年十月三十日
900,000	0.160	31 October 2011 to 30 October 2018	二零一一年十月三十一日至二零一八年十月三十日
1,500,000	0.160	31 October 2013 to 30 October 2018	二零一三年十月三十一日至二零一八年十月三十日
480,000	0.456	4 February 2011 to 3 February 2020	二零一一年二月四日至二零二零年二月三日
720,000	0.456	4 February 2012 to 3 February 2020	二零一二年二月四日至二零二零年二月三日
1,200,000	0.456	4 February 2013 to 3 February 2020	二零一三年二月四日至二零二零年二月三日
3,138,000	0.503	note (a(i))	附註 (a(i))
5,152,000	0.780	12 October 2011 to 11 October 2020	二零一一年十月十二日至二零二零年十月十一日
648,000	0.780	12 October 2012 to 11 October 2020	二零一二年十月十二日至二零二零年十月十一日
8,160,000	0.780	12 October 2013 to 11 October 2020	二零一三年十月十二日至二零二零年十月十一日
11,800,000	0.780	12 October 2015 to 11 October 2020	二零一五年十月十二日至二零二零年十月十一日
82,000	0.922	note (a(ii))	附註 (a(ii))
54,000	0.880	note (a(iii))	附註 (a(iii))
36,000	0.490	note (a(iv))	附註 (a(iv))
240,000	0.425	2 January 2014 to 1 January 2023	二零一四年一月二日至二零二三年一月一日
360,000	0.425	2 January 2015 to 1 January 2023	二零一五年一月二日至二零二三年一月一日
600,000	0.425	2 January 2016 to 1 January 2023	二零一六年一月二日至二零二三年一月一日

**30. 購股權計劃(續)**

於報告期末尚未行使購股權之行使價及行使期如下：

**二零一八年**

**30. SHARE OPTION SCHEME (continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows: (continued)

2018		二零一八年		
Number of share options 購股權數目	Exercise price * 行使價* HK\$ per share 每股港幣元	Exercise period 行使期		
28,188,000	0.570	note (b(i))	附註 (b(i))	
248,000	0.570	note (b(ii))	附註 (b(ii))	
398,000	0.740	note (b(iii))	附註 (b(iii))	
28,000	0.590	note (b(iv))	附註 (b(iv))	
52,980,000	0.495	4 October 2019 to 3 October 2026	二零一九年十月四日至二零二六年十月三日	
620,000	0.460	28 November 2019 to 31 May 2027	二零一九年十一月二十八日至二零二七年五月三十一日	
816,000	0.455	4 October 2019 to 2 October 2027	二零一九年十月四日至二零二七年十月二日	
780,000	0.425	22 May 2020 to 30 November 2027	二零二零年五月二十二日至二零二七年十一月三十日	
<b>119,728,000</b>				

**30. 購股權計劃 (續)**

於報告期末尚未行使購股權之行使價及行使期如下：(續)

二零一八年	
Exercise price * 行使價* HK\$ per share 每股港幣元	Exercise period 行使期
0.570	note (b(i))
0.570	note (b(ii))
0.740	note (b(iii))
0.590	note (b(iv))
0.495	4 October 2019 to 3 October 2026
0.460	28 November 2019 to 31 May 2027
0.455	4 October 2019 to 2 October 2027
0.425	22 May 2020 to 30 November 2027

**30. SHARE OPTION SCHEME (continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows: (continued)

2017 Number of share options 購股權數目	Exercise price * 行使價* HK\$ per share 每股港幣元	Exercise period 行使期	二零一七年
600,000	0.530	4 July 2008 to 3 July 2017	二零零八年七月四日至二零一七年七月三日
900,000	0.530	4 July 2010 to 3 July 2017	二零一零年七月四日至二零一七年七月三日
3,500,000	0.530	4 July 2012 to 3 July 2017	二零一二年七月四日至二零一七年七月三日
240,000	0.370	19 November 2008 to 18 November 2017	二零零八年十一月十九日至二零一七年十一月十八日
360,000	0.370	19 November 2009 to 18 November 2017	二零零九年十一月十九日至二零一七年十一月十八日
600,000	0.370	19 November 2010 to 18 November 2017	二零一零年十一月十九日至二零一七年十一月十八日
600,000	0.160	31 October 2009 to 30 October 2018	二零零九年十月三十一日至二零一八年十月三十日
900,000	0.160	31 October 2011 to 30 October 2018	二零一一年十月三十一日至二零一八年十月三十日
1,500,000	0.160	31 October 2013 to 30 October 2018	二零一三年十月三十一日至二零一八年十月三十日
480,000	0.456	4 February 2011 to 3 February 2020	二零一一年二月四日至二零二零年二月三日
720,000	0.456	4 February 2012 to 3 February 2020	二零一二年二月四日至二零二零年二月三日
1,200,000	0.456	4 February 2013 to 3 February 2020	二零一三年二月四日至二零二零年二月三日
3,256,000	0.503	note (a(i))	附註(a(i))
5,152,000	0.780	12 October 2011 to 11 October 2020	二零一一年十月十二日至二零二零年十月十一日
648,000	0.780	12 October 2012 to 11 October 2020	二零一二年十月十二日至二零二零年十月十一日
8,160,000	0.780	12 October 2013 to 11 October 2020	二零一三年十月十二日至二零二零年十月十一日
11,800,000	0.780	12 October 2015 to 11 October 2020	二零一五年十月十二日至二零二零年十月十一日
82,000	0.922	note (a(ii))	附註(a(ii))
54,000	0.880	note (a(iii))	附註(a(iii))
240,000	0.490	3 July 2013 to 2 July 2022	二零一三年七月三日至二零二零年七月二日
360,000	0.490	3 July 2014 to 2 July 2022	二零一四年七月三日至二零二零年七月二日
600,000	0.490	3 July 2015 to 2 July 2022	二零一五年七月三日至二零二零年七月二日
90,000	0.490	note (a(iv))	附註(a(iv))

**30. 購股權計劃(續)**

於報告期末尚未行使購股權之行使價及行使期如下：(續)

二零一七年

**30. SHARE OPTION SCHEME (continued)**

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows: (continued)

2017		二零一七年	
Number of share options 購股權數目	Exercise price * 行使價* HK\$ per share 每股港幣元	Exercise period 行使期	
240,000	0.425	2 January 2014 to 1 January 2023	二零一四年一月二日至二零二三年一月一日
360,000	0.425	2 January 2015 to 1 January 2023	二零一五年一月二日至二零二三年一月一日
600,000	0.425	2 January 2016 to 1 January 2023	二零一六年一月二日至二零二三年一月一日
29,386,000	0.570	note (b(i))	附註 (b(i))
248,000	0.570	note (b(ii))	附註 (b(ii))
398,000	0.740	note (b(iii))	附註 (b(iii))
28,000	0.590	note (b(iv))	附註 (b(iv))
22,000	0.496	note (b(v))	附註 (b(v))
55,480,000	0.495	4 October 2019 to 3 October 2026	二零一九年十月四日至二零二六年十月三日
620,000	0.460	28 November 2019 to 31 May 2027	二零一九年十一月二十八日至二零二七年五月三十一日
<b>129,424,000</b>			

\* The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.

\* 購股權之行使價可根據供股或發行紅股、或本公司股本之其他類似變動而予以調整。



**30. SHARE OPTION SCHEME (continued)**

Notes:

- (a) Vesting of the share options is conditional, subject to the individual performance of respective grantees and the achievement of 3-year corporate goals for the 3-year performance period ended 30 June 2013, including but not limited to the achievement of strategic goals, financial and operational performance targets. The share options or any portion thereof shall be forfeited if the relevant 3-year corporate goals cannot be achieved.

The exercise periods of share options are as follows:

- (i) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 4 July 2020.
- (ii) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 2 January 2021.
- (iii) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 3 July 2021.
- (iv) From the next business day of publication of the announcement of the audited consolidated results of the Group for the year ended 30 June 2013 to 2 July 2022.

**30. 購股權計劃(續)**

附註：

- (a) 購股權的歸屬受個別承授人的表現及截至二零一三年六月三十日止三年期間，本集團達到三年集團目標(包括但不限於達致策略目標、財務及營運表現目標)等條件規限。倘未能達成有關三年集團目標，相關購股權或其任何部份將會被沒收。

購股權行使期如下：

- (i) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二零年七月四日。
- (ii) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二一年一月二日。
- (iii) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二一年七月三日。
- (iv) 由刊登本集團截至二零一三年六月三十日止年度之經審核綜合業績公佈後緊接的營業日開始行使，至二零二二年七月二日。

**30. SHARE OPTION SCHEME (continued)**

Notes: (continued)

- (b) Vesting of the share options is conditional, subject to the individual performance of respective grantees and the achievement of 3-year corporate goals for the 3-year performance period ended 30 June 2016, including but not limited to the achievement of strategic goals, financial and operational performance targets. The share options or any portion thereof shall be forfeited if the relevant 3-year corporate goals cannot be achieved.

The exercise periods of share options are as follows:

- (i) From 1 November 2016 to 1 December 2023.
- (ii) From 1 November 2016 to 1 January 2024.
- (iii) From 1 November 2016 to 1 July 2025.
- (iv) From 1 November 2016 to 3 January 2026.
- (v) From 1 November 2016 to 2 October 2026.

On 3 October 2017 and 1 December 2017, the Company granted share options of 816,000 and 780,000, respectively, to its employees. The fair value of the share options granted during the year was HK\$194,000 (HK\$0.12 each), of which the Group recognised a share option expense of HK\$59,000 in the current year. The Group recognised an aggregate share option expense of HK\$2,594,000 in the current year for the 119,728,000 share options outstanding as at the end of the reporting period.

**30. 購股權計劃 (續)**

附註：(續)

- (b) 購股權的歸屬受個別承授人的表現及截至二零一六年六月三十日止三年期間，本集團達到三年集團目標(包括但不限於達致策略目標、財務及營運表現目標)等條件規限。倘未能達成有關三年集團目標，相關購股權或其任何部份將會被沒收。

購股權行使期如下：

- (i) 由二零一六年十一月一日起至二零二三年十二月一日。
- (ii) 由二零一六年十一月一日起至二零二四年一月一日。
- (iii) 由二零一六年十一月一日起至二零二五年七月一日。
- (iv) 由二零一六年十一月一日起至二零二六年一月三日。
- (v) 由二零一六年十一月一日起至二零二六年十月二日。

於二零一七年十月三日及二零一七年十二月一日，本公司向其僱員分別授出816,000份及780,000份購股權。年內已授出購股權之公平值為港幣194,000元(每份港幣0.12元)，當中本集團於本年度已確認購股權開支港幣59,000元。本集團就於報告期末尚未行使之119,728,000份購股權於本年度確認購股權開支合共港幣2,594,000元。

**30. SHARE OPTION SCHEME (continued)**

The fair value of equity-settled share options granted during the year was estimated as at the date of grant, using a trinomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

	2018 二零一八年	2017 二零一七年	
Weighted average dividend yield (%)	<b>6.47</b>	5.71	加權平均股息率(%)
Weighted average expected volatility (%)	<b>45.44</b>	47.18	加權平均預期波動(%)
Weighted average historical volatility (%)	<b>45.44</b>	47.18	加權平均歷史波動(%)
Weighted average risk-free interest rate (%)	<b>1.76</b>	1.01	加權平均無風險利率(%)
Expected life of share options (year)	<b>10</b>	10	購股權預計年期(年)
Weighted average share price (HK\$ per share)	<b>0.440</b>	0.485	加權平均股價(每股港幣元)

The expected life of the share options is based on the historical data over the past 10 years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the share options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 119,728,000 share options outstanding under the Scheme, which represented approximately 7.31% of the Company's shares in issue as at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 119,728,000 additional ordinary shares of the Company and additional share capital of approximately HK\$11,972,800 and share premium of approximately HK\$82,110,000 (before issue expenses).

**30. 購股權計劃(續)**

年內所授出之權益結算購股權之公平值乃於授出日期估計，並利用三項式期權定價模式，經考慮所授出購股權之條款及條件後而計算。下表載列所採用模式之計入項目：

加權平均股息率(%)
加權平均預期波動(%)
加權平均歷史波動(%)
加權平均無風險利率(%)
購股權預計年期(年)
加權平均股價(每股港幣元)

購股權之預計年期乃根據過往十年之歷史數據釐定，未必能反映可能出現之購股權行使模式。預期波動乃根據歷史波動去推演未來趨勢，故未必能顯示實際狀況。

於計算公平值時並無計及所授購股權之任何其他特性。

於報告期末，本公司在該計劃下有119,728,000份尚未行使之購股權，相當於該日本公司已發行股份約7.31%。按本公司現有股本結構悉數行使尚未行使之購股權，將導致本公司發行119,728,000股額外普通股股份，而股本及股份溢價將分別增加約港幣11,972,800元及約港幣82,110,000元(未扣除發行開支)。

**30. SHARE OPTION SCHEME (continued)**

The 1,200,000 share options exercised during the year resulted in the issue of 1,200,000 ordinary shares of the Company, as further detailed in note 29 to the consolidated financial statements.

Subsequent to the end of the reporting period, on 3 July 2018, a total of 620,000 share options were granted to an employee of the Company in respect of her service to the Group in the forthcoming years. The share options have an exercise price of HK\$0.352 per share and an exercise period ranging from 26 December 2020 to 2 July 2028. The price of the Company's shares at the date of grant was HK\$0.350 per share, which was the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options.

At the date of approval of these consolidated financial statements, the Company had 120,348,000 share options outstanding under the Scheme, which represented approximately 7.34% of the Company's shares in issue as at that date.

**30. 購股權計劃 (續)**

年內，1,200,000份購股權獲行使致使發行1,200,000股本公司普通股股份，詳情載於綜合財務報表附註29。

於報告期末後，於二零一八年七月三日，本公司一名僱員就彼於未來年度為本集團服務而獲授合共620,000份購股權。購股權之行使價為每股港幣0.352元，行使期由二零二零年十二月二十六日起至二零二八年七月二日止。本公司股份於授出日期之價格為每股港幣0.350元，即緊接購股權授出日期前交易日在聯交所之收市價。

於該等綜合財務報表批准日期，本公司在該計劃下有120,348,000份尚未行使之購股權，相當於本公司於該日之已發行股份約7.34%。

**31. RESERVES**

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements. The amounts of goodwill arising from the acquisition of subsidiaries prior to the adoption of Statement of Standard Accounting Practice 30 in 2001, remaining in the consolidated capital reserve and consolidated retained profits amounted to HK\$3,292,000 and HK\$20,982,000, respectively, as at 30 June 2018.

The share option reserve of the Group comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the consolidated financial statements. The amount will either be transferred to the share premium account when the related options are exercised, or be transferred to retained profits should the related share options expire or be forfeited.

**32. NOTE TO THE CONSOLIDATED STATEMENT OF CASH FLOWS****(a) Changes in liabilities arising from financing activities**

in HK\$ thousand	Interest-bearing bank borrowing 計息銀行貸款
At 1 July 2017	–
Changes from financing cash flows:	
Addition of bank loan	<b>38,000</b>
Repayment of bank loan	<b>(38,000)</b>
At 30 June 2018	–

**(b) Major non-cash transaction**

Certain additions of property, plant and equipment of HK\$1,518,000 (2017: HK\$1,159,000) were not paid at the end of the reporting period and were recorded as accruals.

**31. 儲備**

本年度及過往年度本集團儲備及其中變動之數額呈列於財務報表之綜合權益變動報表內。於二零零一年採納會計實務準則第30號前因收購附屬公司所產生而於二零一八年六月三十日仍存於綜合資本儲備及綜合保留溢利內之商譽金額分別為港幣3,292,000元及港幣20,982,000元。

本集團之購股權儲備包括已授出但尚未行使購股權之公平值，詳情載於綜合財務報表附註2.4有關以股份支付款項之交易之會計政策內。有關款項將於相關購股權獲行使時轉撥至股份溢價賬，或倘相關購股權屆滿或被沒收時轉撥至保留溢利。

**32. 綜合現金流量表附註****(a) 融資活動所產生負債之變動**

港幣千元

於二零一七年七月一日  
融資現金流量之變動：  
    新增銀行貸款  
    償還銀行貸款

於二零一八年六月三十日

**(b) 主要非現金交易**

為數港幣1,518,000元(二零一七年：港幣1,159,000元)之若干物業、廠房及設備添置於報告期末並未支付並已列作應計賬項。

**33. OPERATING LEASE ARRANGEMENTS****(a) As lessor**

The Group leases its investment property and sub-leases certain of its retail properties under operating lease arrangements, with leases negotiated for terms ranging from 2 to 3 years. The terms of the leases also require the tenants to pay security deposits.

At 30 June 2018, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Within one year	<b>8,791</b>	8,345
In the second to fifth years, inclusive	<b>14,229</b>	4,957
	<b>23,020</b>	13,302

**(b) As lessee**

The Group leases certain of its offices, retail stores and warehouse properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from 1 to 15 years.

At 30 June 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Within one year	<b>248,375</b>	326,738
In the second to fifth years, inclusive	<b>221,975</b>	286,166
	<b>470,350</b>	612,904

**33. 經營租賃之安排****(a) 作為出租人**

本集團在經營租賃之安排下，租出其投資物業及分租其若干零售物業，議定之租期為兩至三年不等。該等租約之條款亦規定租客須繳付保證按金。

於二零一八年六月三十日，本集團在與租戶簽訂之不可撤銷之經營租賃下，日後最低租賃應收賬款總額於到期日如下：

港幣千元
於一年內
於第二年至第五年，包括首尾兩年

**(b) 作為承租人**

本集團在經營租賃之安排下，租用若干辦公室、零售店舖及貨倉物業。該等物業議定之租期由一至十五年不等。

於二零一八年六月三十日，本集團在不可撤銷之經營租賃下，日後最低租賃付款總額於到期日如下：

港幣千元
於一年內
於第二年至第五年，包括首尾兩年

**33. OPERATING LEASE ARRANGEMENTS (continued)****(b) As lessee (continued)**

The operating lease rentals of certain retail stores are based solely on the sales of those stores or on the higher of a fixed rental and contingent rent based on the sales of those stores. In the opinion of the directors, as the future sales of those retail stores could not be accurately estimated, the relevant rental commitments have not been included above. The total future minimum lease payments included the management fee of a shop.

**34. COMMITMENTS**

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

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Contracted, but not provided for:		
Leasehold improvements	229	815
Furniture, fixtures and office equipment	716	613
	945	1,428

**35. CONTINGENT LIABILITIES**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Bank guarantees given in lieu of utility and property rental deposits	3,606	3,289

**33. 經營租賃之安排 (續)****(b) 作為承租人(續)**

若干零售店舖之經營租賃租金僅按該等店舖之銷售額計算或按固定租金及按該等店舖銷售額而釐定之或然租金兩者中之較高者作準。董事認為，由於難以準確估計該等零售店舖日後之銷售額，故以上並無包括有關租金承擔。日後最低租賃付款總額包括一間店舖之管理費用。

**34. 承擔**

除於上文附註33(b)詳述之經營租賃承擔外，本集團於報告期末之資本承擔如下：

港幣千元
已訂約但未撥備：
租賃物業裝修
傢俬、裝置及辦公室設備

**35. 或然負債**

港幣千元
代替水電及租用物業按金之銀行擔保



**36. RELATED PARTY TRANSACTIONS****(a) Material transactions with related parties**

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

in HK\$ thousand	Note 附註	2018 二零一八年	2017 二零一七年
Purchases of garments	(i)	<b>8,079</b>	16,677

Note:

- (i) During the year, garments totalling HK\$8,079,000 (2017: HK\$16,677,000) were purchased from certain wholly-owned subsidiaries of Laws International Group Limited ("Laws International"). The purchases were determined by reference to the prevailing market prices. Laws International is wholly owned by a trustee of a discretionary trust set up by a relative of Mr. Law Ka Sing ("Mr. Law") of which such relative and his family members are eligible discretionary objects of the trust. Mr. Law is a substantial shareholder of the Company and the spouse of Ms. TSIN Man Kuen Bess, a director of the Company. The balance owing to these suppliers as at 30 June 2018 was HK\$1,879,000 (2017: HK\$2,311,000).

The related party transactions above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

**(b) Outstanding balances with related parties**

Details of the Group's balances with related companies as at the end of the reporting period are included in note 25 to the consolidated financial statements.

**36. 關連人士交易****(a) 與關連人士之重大交易**

除綜合財務報表所詳述之交易外，本集團於年內與關連人士進行之重大交易如下：

港幣千元

採購成衣

附註：

- (i) 年內，本公司向若干羅氏國際集團有限公司（「羅氏國際」）全資附屬公司採購合共港幣8,079,000元（二零一七年：港幣16,677,000元）之成衣。採購乃參照當時之市價釐訂。羅氏國際乃由羅家聖先生（「羅先生」）之親屬所設立之全權信託之受託人全資擁有，而有關親屬及其家族成員均為信託之合資格受益人，羅先生為本公司之主要股東及本公司董事錢曼娟女士之配偶。於二零一八年六月三十日尚欠該等供應商之餘額為港幣1,879,000元（二零一七年：港幣2,311,000元）。

上述之關連人士交易亦構成上市規則第14A章所界定之持續關連交易。

**(b) 與關連人士之未償還款項結餘**

於報告期末，本集團與關連公司之結餘詳情載於綜合財務報表附註25。

**36. RELATED PARTY TRANSACTIONS (continued)****(c) Compensation of key management personnel**

in HK\$ thousand	2018 二零一八年	2017 二零一七年
Short term employee benefits	<b>21,956</b>	20,340
Equity-settled share option expense	<b>1,350</b>	810
Pension scheme contributions	<b>239</b>	223
	<hr/>	<hr/>
Total compensation paid to key management personnel	<b>23,545</b>	21,373

Further details of directors' emoluments are included in note 8 to the consolidated financial statements.

**36. 關連人士交易(續)****(c) 主要管理人員之補償**

港幣千元

短期僱員福利  
權益結算購股權開支  
退休金計劃供款

支付予主要管理人員之補償總額

董事酬金之進一步詳情已載於綜合財務報表附註8。

**37. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**Financial assets – 2018**

in HK\$ thousand	Financial assets at fair value through profit or loss 按公平值於損益賬 列賬之金融資產	Loans and receivables 貸款及 應收賬款	Available- for-sale financial asset 可供出售 金融資產	Total 總計
Deposits paid	–	<b>107,385</b>	–	<b>107,385</b>
Debtors	–	<b>57,664</b>	–	<b>57,664</b>
Bills receivable	–	<b>30,397</b>	–	<b>30,397</b>
Financial assets included in prepayments and other receivables (note 22)	–	<b>23,549</b>	–	<b>23,549</b>
Available-for-sale investment	–	–	<b>229,562</b>	<b>229,562</b>
Derivative financial instruments	<b>1,188</b>	–	–	<b>1,188</b>
Note receivable	–	<b>38,775</b>	–	<b>38,775</b>
Pledged bank deposit	–	<b>824</b>	–	<b>824</b>
Cash and cash equivalents	–	<b>339,960</b>	–	<b>339,960</b>
	<b>1,188</b>	<b>598,554</b>	<b>229,562</b>	<b>829,304</b>

**37. 金融工具分類**

於報告期末，各類金融工具賬面值如下：

**金融資產—二零一八年**

港幣千元
已付按金
應收賬款
應收票據
已計入預付款項及其他應收賬項 之金融資產(附註22)
可供出售投資
衍生金融工具
票據
有抵押銀行存款
現金及現金等值項目

**37. FINANCIAL INSTRUMENTS BY CATEGORY (continued)**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

**Financial liabilities – 2018**

in HK\$ thousand	Financial liabilities at fair value through profit or loss 按公平值於損益賬列賬之金融負債	Financial liabilities at amortised cost 按攤銷成本列值之金融負債	Total 總計
Financial liabilities included in trade creditors, other payables and accruals	–	167,768	167,768
Bills payable	–	18,649	18,649
Due to related companies	–	1,879	1,879
Derivative financial instruments	7,224	–	7,224
	<b>7,224</b>	<b>188,296</b>	<b>195,520</b>

**37. 金融工具分類 (續)**

於報告期末，各類金融工具賬面值如下：(續)

**金融負債 – 二零一八年**

港幣千元

已計入應付賬款、其他應付款項及應計賬項之金融負債  
應付票據  
應付關連公司款項  
衍生金融工具

**37. FINANCIAL INSTRUMENTS BY CATEGORY (continued)**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

**Financial assets – 2017**

in HK\$ thousand	Loans and receivables 貸款及 應收賬款	Available-for-sale financial asset 可供出售 金融資產	Total 總計
Deposits paid	106,567	–	106,567
Debtors	58,956	–	58,956
Bills receivable	31,031	–	31,031
Financial assets included in prepayments and other receivables (note 22)	22,466	–	22,466
Available-for-sale investment	–	233,177	233,177
Note receivable	38,775	–	38,775
Pledged bank deposit	770	–	770
Cash and cash equivalents	395,464	–	395,464
	<u>654,029</u>	<u>233,177</u>	<u>887,206</u>

**37. 金融工具分類 (續)**

於報告期末，各類金融工具賬面值如下：(續)

**金融資產—二零一七年**

港幣千元
已付按金
應收賬款
應收票據
已計入預付款項及其他應收賬項之金融資產(附註22)
可供出售投資
票據
有抵押銀行存款
現金及現金等值項目
<u>887,206</u>

**37. FINANCIAL INSTRUMENTS BY CATEGORY (continued)**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

**Financial liabilities – 2017**

in HK\$ thousand	Financial liabilities at fair value through profit or loss 按公平值於損益賬列賬之金融負債	Financial liabilities at amortised cost 按攤銷成本列值之金融負債	Total 總計
Financial liabilities included in trade creditors, other payables and accruals	–	168,514	168,514
Bills payable	–	25,878	25,878
Due to related companies	–	2,311	2,311
Derivative financial instruments	3,294	–	3,294
	3,294	196,703	199,997

**37. 金融工具分類 (續)**

於報告期末，各類金融工具賬面值如下：(續)

**金融負債 – 二零一七年**

港幣千元
已計入應付賬款、其他應付款項及應計賬項之金融負債
應付票據
應付關連公司款項
衍生金融工具

**38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS**

The derivative financial instruments and available-for-sale investment were carried at fair values at 30 June 2018 and 2017. Management has assessed that the fair values of the cash and cash equivalents, pledged bank deposit, debtors, bills receivable, deposits paid, note receivable, financial assets included in prepayments and other receivables, financial liabilities included in trade creditors, other payables and accruals, bills payable and amounts due to related companies approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance team headed by the Director of Finance is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by senior management.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of non-current deposits paid and the non-current portion of other payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for other payables as at 30 June 2018 was assessed to be insignificant.

The Group enters into derivative financial instruments (i.e., forward currency contracts) with creditworthy financial institutions with credit ratings from A-1 to A-1+. Derivative financial instruments, including forward currency contracts, are measured using valuation techniques similar to forward pricing, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts are the same as their fair values.

The fair value of the investment fund is based on quoted market price.

**38. 金融工具之公平值及公平值架構**

於二零一八年及二零一七年六月三十日之衍生金融工具及可供出售投資乃按公平值列賬。管理層已評估現金及現金等值項目、有抵押銀行存款、應收賬款、應收票據、已付按金、票據、已計入預付款項及其他應收賬項之金融資產、已計入應付賬款、其他應付款項及應計賬項之金融負債、應付票據及應付關連公司款項之公平值與彼等之賬面值為相若，主要由於該等工具乃於短期內到期。

本集團由財務董事帶領之財務團隊負責制定金融工具公平值計量之政策及程序。於各報告日期，財務團隊分析金融工具之價值變動，並釐定用以估值之主要輸入數據。估值由高級管理層審閱及批准。

金融資產及負債之公平值按當前交易中雙方自願進行有關工具之交換之金額入賬，強制或清盤出售除外。用來估計公平值之方法及假設如下：

非即期已付按金及其他應付款項非即期部份之公平值按具有類似條款、信貸風險及剩餘年期之工具之現行利率折現預期未來現金流量計算。本集團就於二零一八年六月三十日的其他應付款項之不履約風險被評定為不重大。

本集團與信貸評級為A-1至A-1+之信譽良好金融機構訂立衍生金融工具(即遠期貨幣合同)。衍生金融工具，包括遠期貨幣合同，均採用與遠期定價相似的估值技術，採用現值計算法計量。該等模型包含多項市場可觀察的輸入數據，包括交易對方的信貸質素、外匯的即期及遠期利率及利率曲線。遠期貨幣合同的賬面值與彼等的公平值相同。

投資基金之公平值乃根據所報市價計算。



**38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)****Fair value hierarchy**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

*Assets measured at fair value***2018**

Fair value measurement using  
採用之公平值計量

	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層)	Total 總計
in HK\$ thousand				
Available-for-sale investment	229,562	–	–	229,562
Derivative financial instruments	–	1,188	–	1,188
	<b>229,562</b>	<b>1,188</b>	<b>–</b>	<b>230,750</b>

**2017**

Fair value measurement using  
採用之公平值計量

	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層)	Total 總計
in HK\$ thousand				
Available-for-sale investment	233,177	–	–	233,177

**38. 金融工具之公平值及公平值架構(續)****公平值架構**

下表說明本集團金融工具之公平值計量架構：

*按公平值計量之資產***二零一八年**

港幣千元

可供出售投資  
衍生金融工具

**二零一七年**

港幣千元

可供出售投資

**38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)****Fair value hierarchy (continued)**

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:  
(continued)

*Liabilities measured at fair value***2018**

	Fair value measurement using 採用之公平值計量			Total 總計	
	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層)		
in HK\$ thousand					港幣千元
Derivative financial instruments	–	<b>7,224</b>	–	<b>7,224</b>	衍生金融工具

**2017**

	Fair value measurement using 採用之公平值計量			Total 總計	
	Quoted prices in active markets 活躍市場報價 (Level 1) (第一層)	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層)	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層)		
in HK\$ thousand					港幣千元
Derivative financial instruments	–	3,294	–	3,294	衍生金融工具

**38. 金融工具之公平值及公平值架構(續)****公平值架構(續)**

下表說明本集團金融工具之公平值計量架構：(續)

*按公平值計量之負債***二零一八年****二零一七年**

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial instruments, other than its derivative financial instruments, available-for-sale investment and note receivable, comprise cash and bank balances, time deposits, bills receivable and bills payable. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as debtors, deposits paid and trade creditors, which arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts. The purpose is to manage the foreign currency risk arising from the Group's operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. Senior management reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the consolidated financial statements.

**Foreign currency risk**

The Group has transactional currency exposures. Such exposures arise from the sales and purchases in foreign operations in currencies other than United States dollar and Hong Kong dollar. Approximately 33% (2017: 31%) of the Group's sales were denominated in currencies other than United States dollar and Hong Kong dollar. It is the Group's policy to enter into forward currency contracts to mitigate foreign currency risk arising from material transactions denominated in currencies other than United States dollar and Hong Kong dollar.

At 30 June 2018, the Group had forward currency contracts with an aggregate nominal amount of HK\$245 million (2017: HK\$72 million) to manage its foreign currency risk in Renminbi, Singapore dollar and Taiwan dollar.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in Renminbi, Singapore dollar and Taiwan dollar exchange rates, with all other variables held constant, of the Group's profit/loss after tax and equity (due to changes in the fair value of monetary assets and liabilities and forward currency contracts).

**39. 財務風險管理目標及政策**

本集團之主要金融工具(衍生金融工具、可供出售投資及票據除外)包括現金及銀行結餘、定期存款、應收票據及應付票據。該等金融工具之主要目的為籌集資金作本集團經營所需。本集團有其他不同金融資產及負債，例如應收賬款、已付按金及應付賬款，均直接來自其經營業務。

本集團亦訂立多項衍生交易，主要包括遠期貨幣合同，其目的為管理從本集團業務所產生之外幣風險。

本集團金融工具之主要風險為外幣風險、信貸風險及流動資金風險。高級管理層檢討及協定管理有關風險之政策，並概述如下。本集團有關衍生產品之會計政策載於綜合財務報表附註2.4。

**外幣風險**

本集團有交易貨幣風險。有關風險來自以美元及港幣以外貨幣進行銷售及採購之海外業務。本集團約33%(二零一七年:31%)之銷售乃以美元及港幣以外之貨幣計值。本集團之政策為訂立遠期貨幣合同以減低以美元及港幣以外貨幣計值之重大交易所產生之外幣風險。

於二零一八年六月三十日，本集團擁有面值合共港幣2.45億元(二零一七年:港幣7.2千萬元)之遠期貨幣合同以管理其人民幣、新加坡元及台幣之外幣風險。

下表顯示在其他可變因素不變的情況下，人民幣、新加坡元及台幣匯率之合理可能變動於報告期末對本集團除稅後溢利/虧損及權益的敏感性(由於貨幣資產及負債及遠期貨幣合同之公平值變動)。

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Foreign currency risk (continued)**

	HK\$ weakens against	Decrease in loss after tax and increase in equity 除稅後虧損 減少及 權益增加	Increase/ (decrease) in profit after tax and equity 除稅後溢利 及權益 增加/(減少)	HK\$ strengthens against	Increase in loss after tax and decrease in equity 除稅後虧損 增加及 權益減少	Increase/ (decrease) in profit after tax and equity 除稅後溢利 及權益 增加/(減少)	
	%	2018	2017	%	2018	2017	
in HK\$ thousand		二零一八年	二零一七年		二零一八年	二零一七年	港幣千元
Renminbi	5	<b>8,489</b>	(2,416)	5	<b>(8,489)</b>	2,416	人民幣
Singapore dollar	5	<b>4,796</b>	3,541	5	<b>(4,796)</b>	(3,541)	新加坡元
Taiwan dollar	5	<b>3,400</b>	4,497	5	<b>(3,400)</b>	(4,497)	台幣

**Credit risk**

The Group trades primarily in cash and credit cards, and it is the Group's policy to trade on credit terms with recognised and creditworthy third parties only. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The Group places cash and cash equivalents with reputable banks to minimise the credit risk thereof.

The credit risk of the Group's other financial assets arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. Concentrations of credit risk are managed by customer/counterparty and by geographical region. There are no significant concentrations of credit risk within the Group.

Further quantitative data in respect of the Group's exposure to credit risk arising from debtors are disclosed in note 20 to the consolidated financial statements.

**39. 財務風險管理目標及政策(續)****外幣風險(續)****信貸風險**

本集團之貿易主要以現金及信用卡支付。本集團之政策為僅與認可及信譽良好之第三方進行交易。此外，本集團會不斷監察應收賬款結餘，而本集團所承受之壞賬風險極微。

本集團將現金及現金等值項目存放於聲譽良好之銀行，以將信貸風險減至最低。

本集團其他金融資產之信貸風險來自交易對方之失責，而最大之風險相等於該等工具之賬面值。集中信貸風險透過客戶/交易對方管理及按地區分類。集團內並無重大集中信貸風險。

有關本集團所承擔來自應收賬款之信貸風險之更多量化數據已於綜合財務報表附註20披露。

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Liquidity risk**

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., debtors) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility by keeping adequate credit facilities from banks. The Group had credit facilities from banks of HK\$498,338,000 and approximately HK\$19,691,000 was utilised as at 30 June 2018.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

**2018**

in HK\$ thousand	On demand or less than 12 months 按要求或 少於十二個月	1 to 5 years 一至五年	Total 總計
Financial liabilities included in trade creditors, other payables and accruals	<b>165,258</b>	<b>2,510</b>	<b>167,768</b>
Bills payable	<b>18,649</b>	–	<b>18,649</b>
Due to related companies	<b>1,879</b>	–	<b>1,879</b>
Derivative financial instruments	<b>7,224</b>	–	<b>7,224</b>
	<b>193,010</b>	<b>2,510</b>	<b>195,520</b>

**39. 財務風險管理目標及政策(續)****流動資金風險**

本集團利用經常性流動規劃工具監控資金短缺風險。該工具衡量金融工具及金融資產(如應收賬款)的到期日期及預測營運產生的現金流。

本集團之目標為在集資之持續性與透過銀行保持充裕信貸額之靈活度兩者取得平衡。於二零一八年六月三十日，本集團取得之銀行信貸額為港幣498,338,000元，當中約港幣19,691,000元經已動用。

於報告期末，本集團基於已訂約但未貼現付款之金融負債到期情況如下：

**二零一八年**

港幣千元

已計入應付賬款、其他應付款項  
及應計賬項之金融負債  
應付票據  
應付關連公司款項  
衍生金融工具

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Liquidity risk (continued)**

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows: (continued)

**2017**

in HK\$ thousand	On demand or less than 12 months 按要求或 少於十二個月	1 to 5 years 一至五年	Total 總計
Financial liabilities included in trade creditors, other payables and accruals	166,142	2,372	168,514
Bills payable	25,878	–	25,878
Due to related companies	2,311	–	2,311
Derivative financial instruments	3,294	–	3,294
	197,625	2,372	199,997

**39. 財務風險管理目標及政策(續)****流動資金風險(續)**

於報告期末，本集團基於已訂約但未貼現付款之金融負債到期情況如下：(續)

**二零一七年**

港幣千元

已計入應付賬款、其他應付款項  
及應計賬項之金融負債  
應付票據  
應付關連公司款項  
衍生金融工具

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 30 June 2018 and 30 June 2017.

The Group monitors capital using a gearing ratio calculated on the basis of interest-bearing bank borrowings over total equity. The Group targets to maintain a gearing ratio of 70% or below.

The gearing ratio is regularly reviewed by senior management. The gearing ratios as at the end of the reporting periods are as follows:

in HK\$ thousand	<b>2018</b> 二零一八年	2017 二零一七年
Interest-bearing bank borrowings	—	—
Total equity	<b>875,825</b>	955,368
Gearing ratio	<b>N/A不適用*</b>	N/A不適用*

\* As at 30 June 2018 and 30 June 2017, the Group had no interest-bearing bank borrowings.

**39. 財務風險管理目標及政策(續)****資本管理**

本集團資本管理的首要目標，為確保本集團具備持續發展的能力，且維持穩健的資本比率，以支持其業務運作，爭取最大的股東價值。

本集團根據經濟情況的變動及相關資產的風險特徵，管理其資本結構並作出調整。為維持或調整資本結構，本集團可能會調整向股東派發之股息、向股東派回資本或發行新股。截至二零一八年六月三十日及二零一七年六月三十日止年度，並無更改管理資本的目標、政策或程序。

本集團採用計息銀行貸款除總權益計算之資產負債比率監控資本狀況。本集團之目標是維持資產負債比率為70%或以下。

高級管理層定期審閱資產負債比率。於報告期末的資產負債比率如下：

港幣千元
計息銀行貸款
總權益
資產負債比率

\* 於二零一八年六月三十日及二零一七年六月三十日，本集團並無計息銀行貸款。



**40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

in HK\$ thousand	2018 二零一八年	2017 二零一七年	港幣千元
<b>NON-CURRENT ASSETS</b>			<b>非流動資產</b>
Investments in subsidiaries	<b>143,162</b>	143,162	附屬公司投資
<b>CURRENT ASSETS</b>			<b>流動資產</b>
Due from subsidiaries	<b>256,182</b>	261,355	應收附屬公司款項
Prepayments	<b>112</b>	122	預付款項
Cash and cash equivalents	<b>649</b>	1,220	現金及現金等值項目
Total current assets	<b>256,943</b>	262,697	流動資產總值
<b>CURRENT LIABILITIES</b>			<b>流動負債</b>
Other payables and accruals	<b>1,369</b>	1,187	其他應付款項及應計賬項
Tax payable	<b>245</b>	262	應繳稅項
Total current liabilities	<b>1,614</b>	1,449	流動負債總值
<b>NET CURRENT ASSETS</b>	<b>255,329</b>	261,248	<b>流動資產淨值</b>
Net assets	<b>398,491</b>	404,410	資產淨值
<b>EQUITY</b>			<b>權益</b>
Issued capital	<b>163,894</b>	163,774	已發行股本
Reserves (note)	<b>234,597</b>	240,636	儲備(附註)
Total equity	<b>398,491</b>	404,410	權益總值

**40. 本公司之財務狀況表**

於報告期末，有關本公司財務狀況表之資料如下：

**40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)**

Note:

A summary of the Company's reserves is as follows:

in HK\$ thousand	Share premium account 股份溢價賬	Contributed surplus 繳入盈餘	Share option reserve 購股權儲備	Retained profits 保留溢利	Total 總值
At 1 July 2016	27,688	157,616	23,095	19,966	228,365
Total comprehensive income for the year	–	–	–	50,020	50,020
Exercise of share options	535	–	(211)	–	324
Equity-settled share option arrangements	–	–	1,873	–	1,873
Special final 2016 dividend declared	–	–	–	(19,966)	(19,966)
Special interim 2017 dividend	–	–	–	(19,980)	(19,980)
At 30 June 2017 and 1 July 2017	28,223	157,616	24,757	30,040	240,636
Total comprehensive income for the year	–	–	–	41,030	41,030
Exercise of share options	535	–	(211)	–	324
Equity-settled share option arrangements	–	–	2,594	–	2,594
Final 2017 dividend declared	–	–	–	(19,995)	(19,995)
Special final 2017 dividend declared	–	–	–	(9,997)	(9,997)
Interim 2018 dividend	–	–	–	(19,995)	(19,995)
At 30 June 2018	28,758	157,616	27,140	21,083	234,597

**41. APPROVAL OF THE FINANCIAL STATEMENTS**

The financial statements were approved and authorised for issue by the board of directors on 19 September 2018.

**40. 本公司之財務狀況表(續)**

附註：

本公司儲備之概要如下：

港幣千元
於二零一六年七月一日
年內全面收益總額
行使購股權
權益結算購股權安排
已宣派二零一六年特別末期股息
二零一七年特別中期股息
於二零一七年六月三十日及二零一七年七月一日
年內全面收益總額
行使購股權
權益結算購股權安排
已宣派二零一七年末期股息
已宣派二零一七年特別末期股息
二零一八年中期股息
於二零一八年六月三十日

**41. 財務報表之批准**

董事局已於二零一八年九月十九日批准及授權發佈本財務報表。

## 物業詳情

30 June 2018 二零一八年六月三十日

## INVESTMENT PROPERTY

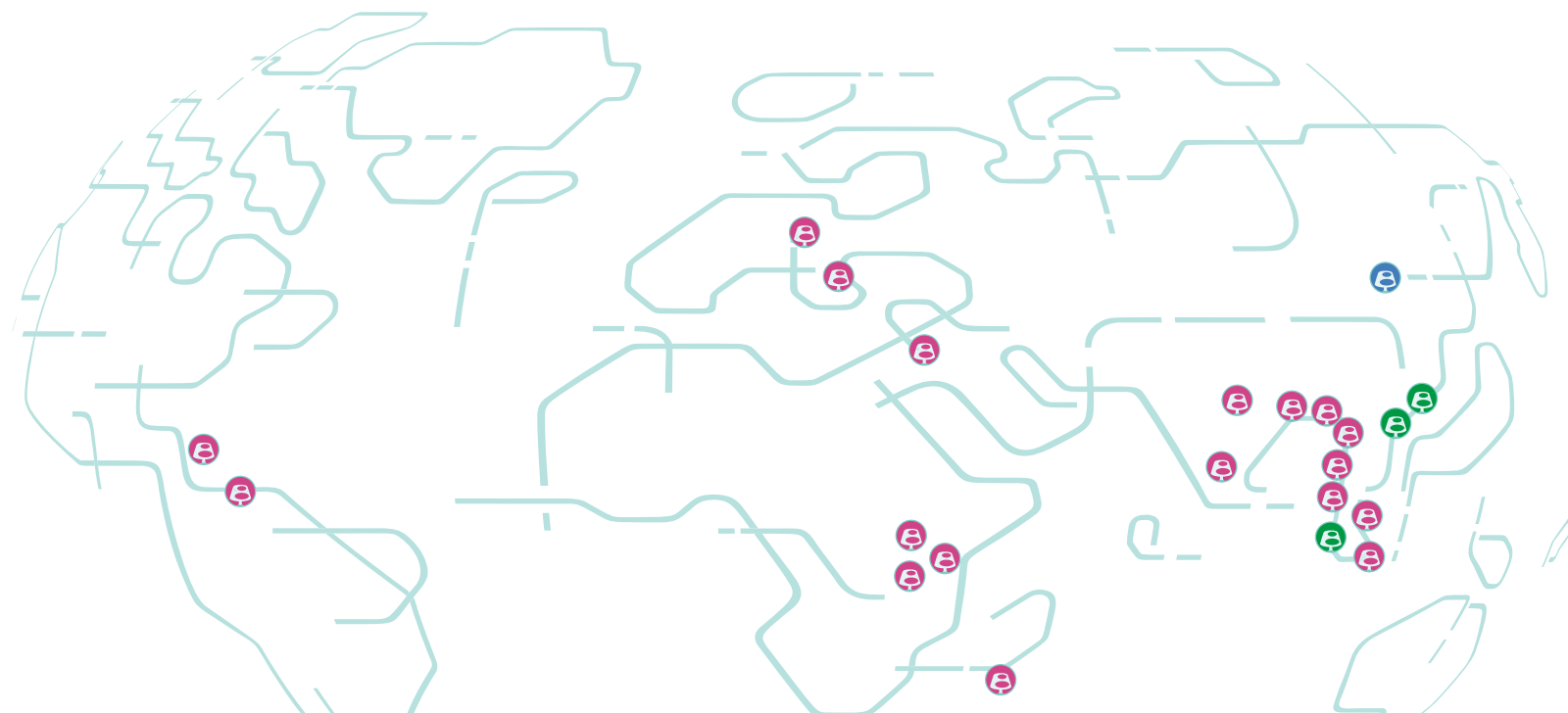
## 投資物業

Location 地點	Use 用途	Tenure 年期	Attributable interest of the Group 本集團應佔權益
Units 1 and 2 on 8th Floor, Unit 1 on 9th Floor Car Park No. L12 on 1st Floor Cheung Fung Industrial Building No. 23-39 Pak Tin Par Street Tsuen Wan, New Territories 新界荃灣白田壩街23-39號 長豐工業大廈8樓1及2室、 9樓1室及1樓L12號泊車位	Industrial      工業	Medium term lease      中期租賃	100%

# Global distribution network

## 全球分銷網絡

Mainland China 中國大陸	
Directly managed 直接管理	164 (163)
Franchised 特許經營	0 (5)
Hong Kong and Macau 香港及澳門	
	40 (40)
Singapore 新加坡	
	16 (18)
Taiwan 台灣	
	64 (63)
Bangladesh 孟加拉	
	1 (1)
Brunei 汶萊	
	1 (1)
Czech Republic 捷克共和國	
	4 (0)
Dominican Republic 多明尼加共和國	
	4 (4)
India 印度	
	198 (180)
Indonesia 印尼	
	11 (14)
Kenya 肯尼亞	
	5 (5)
Laos 老撾	
	1 (0)
Malaysia 馬來西亞	
	0 (1)
Middle East* 中東*	
	308 (316)
Myanmar 緬甸	
	17 (17)
Nepal 尼泊爾	
	3 (2)
Reunion Island 留尼旺島	
	1 (1)
Romania 羅馬尼亞	
	6 (7)
Rwanda 盧旺達	
	1 (0)
Thailand 泰國	
	81 (87)
Uganda 烏干達	
	1 (1)
Venezuela 委內瑞拉	
	6 (6)
Vietnam 越南	
	5 (8)



**164** (168)

directly managed and franchised stores in mainland China  
位於中國大陸的直接管理及特許經營店舖

**120** (121)

directly managed stores in Hong Kong and Macau, Taiwan and Singapore  
位於香港及澳門、台灣及新加坡的直接管理店舖

**654** (651)

export franchised stores  
出口特許經營店舖

**938** (940)

stores in about 29 countries and regions  
店舖位於約29個國家及地區

\* The Middle East includes Armenia, Bahrain, Jordan, Kuwait, Lebanon, Oman, Palestine, Qatar, Saudi Arabia and UAE  
中東包括亞美尼亞、巴林、約旦、科威特、黎巴嫩、阿曼、巴勒斯坦、卡塔爾、沙特阿拉伯及阿拉伯聯合酋長國

() Figures at 30 June 2017 are shown in brackets  
於二零一七年六月三十日之數字以括號表示

## Regional retail performance indicators 地區零售銷售表現指標

	Same-store sales growth (%)*		Sales per sq. ft. (in HK\$)			Net retail floor area (sq.ft.)		
	同店銷售額增長 (%)*		每平方呎銷售額 (港幣)			淨零售樓面面積 (平方呎)		
	Year ended 30 June 2018 截至二零一八年 六月三十日止年度	Year ended 30 June 2017 截至二零一七年 六月三十日止年度	Year ended 30 June 2018 截至二零一八年 六月三十日止年度	Year ended 30 June 2017 截至二零一七年 六月三十日止年度	Change 轉變	30 June 2018 二零一八年 六月三十日	30 June 2017 二零一七年 六月三十日	Change 轉變
Hong Kong and Macau 香港及澳門	-2%	-9%	7,700	7,900	↓3%	125,000	125,200	0%
Mainland China 中國大陸	6%	-5%	2,000	1,900	↑5%	140,700	144,300	↓2%
Taiwan 台灣	3%	-7%	2,200	1,900	↑16%	68,800	70,600	↓3%
Singapore 新加坡	-5%	-11%	5,500	5,400	↑2%	24,600	27,000	↓9%
Total 合共	-1%	-8%	4,200	4,200	0%	359,100	367,100	↓2%

\* Same-store sales growth is the comparison of sales of the same stores having full month operations in comparable periods  
同店銷售額增長為相同店舖於比較期內完整月份之銷售額比較



**Bossini International Holdings Limited**

**堡獅龍國際集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(於百慕達註冊成立之有限公司)

(Stock code 股份代號: 592)

**www.bossini.com**

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