



Regina Miracle

維珍妮國際(控股)有限公司
Regina Miracle International (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 2199

2018/19 ANNUAL REPORT
年度報告

ABOUT US

關於我們

Founded in Hong Kong in 1998, Regina Miracle International (Holdings) Limited (“**Regina Miracle**” or the “**Company**”) and its subsidiaries (collectively, the “**Group**”) is a global leader in the intimate wear manufacturing industry. Adopting the innovative design manufacturer (“**IDM**”) business model, Regina Miracle offers its world-renowned brand partners diverse intimate wear and functional sports products, including bras, sports bras, panties, shapewear, bra pads, functional sports apparel and footwear. The Group has two strategic strongholds – its research and development (“**R&D**”) and production base in Shenzhen, China and, since the Group expanded production capacity in 2016, Vietnam has become its important production base.

維珍妮國際(控股)有限公司(「維珍妮」或「本公司」)及其附屬公司(統稱「本集團」)於1998年在香港創立，是全球領先的貼身內衣製造商。透過採用創新設計製造(「**IDM**」)業務模式，維珍妮為國際知名品牌夥伴提供多種貼身內衣及功能運動類產品，包括胸圍、運動胸圍、內褲、塑身內衣、胸杯、功能運動服裝及鞋履產品等。本集團擁有兩大策略據點—中國深圳的研發(「**研發**」)及生產基地，以及越南自本集團於2016年擴產後成為重要的生產基地。

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CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Directors

Mr. HUNG Yau Lit (also known as YY Hung)
(Chairman and Chief Executive Officer)
Mr. YIU Kar Chun Antony (Chief Financial Officer)
Mr. LIU Zhenqiang
Mr. CHEN Zhiping (Chief Operating Officer)
Ms. SZE Shui Ling

Independent Non-executive Directors

Dr. OR Ching Fai
Mrs. TO WONG Wing Yue Annie
Ms. TAM Laiman

BOARD COMMITTEES

Audit Committee

Dr. OR Ching Fai (Chairman)
Mrs. TO WONG Wing Yue Annie
Ms. TAM Laiman

Remuneration Committee

Mrs. TO WONG Wing Yue Annie (Chairman)
Mr. HUNG Yau Lit (also known as YY Hung)
Ms. TAM Laiman

Nomination Committee

Mr. HUNG Yau Lit (also known as YY Hung) (Chairman)
Mrs. TO WONG Wing Yue Annie
Ms. TAM Laiman

AUTHORISED REPRESENTATIVES

Mr. YIU Kar Chun Antony
Mr. LAW Kwan Chuen

COMPANY SECRETARY

Mr. LAW Kwan Chuen

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
22/F, Prince's Building
Central
Hong Kong

REGISTERED OFFICE

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

董事會

執行董事

洪游歷(又名洪游奕)先生
(主席兼首席執行官)
姚嘉駿先生(首席財務官)
劉震強先生
陳志平先生(首席營運官)
施穗玲女士

獨立非執行董事

柯清輝博士
陶王永愉女士
譚麗文女士

董事委員會

審核委員會

柯清輝博士(主席)
陶王永愉女士
譚麗文女士

薪酬委員會

陶王永愉女士(主席)
洪游歷(又名洪游奕)先生
譚麗文女士

提名委員會

洪游歷(又名洪游奕)先生(主席)
陶王永愉女士
譚麗文女士

授權代表

姚嘉駿先生
羅鈞全先生

公司秘書

羅鈞全先生

核數師

羅兵咸永道會計師事務所
執業會計師
香港
中環
太子大廈22樓

註冊辦事處

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

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS AND HEAD OFFICE IN HONG KONG

10th Floor, Tower A
Regent Centre
63 Wo Yi Hop Road
Kwai Chung
Hong Kong

PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
China Construction Bank (Asia) Corporation Limited
Chong Hing Bank Limited

INVESTOR AND PRESS RELATIONS ADVISER

Strategic Financial Relations Limited
24/F, Admiralty Centre I
18 Harcourt Road
Hong Kong

COMPANY WEBSITE

www.reginamiracleholdings.com

STOCK CODE

2199

香港主要營業地點及總部

香港
葵涌
和宜合道63號
麗晶中心
A座10樓

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港證券登記分處

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1712–1716號舖

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司
渣打銀行(香港)有限公司
中國銀行(香港)有限公司
中國建設銀行(亞洲)股份有限公司
創興銀行有限公司

投資者及傳媒關係顧問

縱橫財經公關顧問有限公司
香港
夏慤道18號
海富中心一期24樓

公司網站

www.reginamiracleholdings.com

股份代號

2199

FINANCIAL HIGHLIGHTS

財務概要

The board of directors (the “**Board**”) of Regina Miracle International (Holdings) Limited (“**Regina Miracle**” or the “**Company**”) is pleased to announce the annual results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2019 (“**Fiscal 2019**”), together with the comparative figures for the corresponding year in 2018 (“**Fiscal 2018**”).

維珍妮國際(控股)有限公司(「**維珍妮**」或「**本公司**」)董事會(「**董事會**」)欣然宣佈本公司及其附屬公司(統稱「**本集團**」)截至2019年3月31日止年度(「**2019財年**」)的全年業績，連同2018年同期(「**2018財年**」)的比較數字。

COMPARISON OF KEY FINANCIAL INFORMATION AND FINANCIAL RATIOS

主要財務資料與財務比率的比較

		Year ended 31 March		
		截至3月31日止年度		
		2019	2018	
		2019年	2018年	
		HK\$'000	HK\$'000	Change
		港幣千元	港幣千元	變動
Revenue	收入	6,263,280	5,868,048	6.7%
Gross profit	毛利	1,341,945	1,233,923	8.8%
Profit attributable to owners of the Company	本公司擁有人應佔溢利	282,438	240,188	17.6%
Earnings before interest, taxes, depreciation and amortisation [#]	息稅折舊及攤銷前利潤 [#]	745,856	609,791	22.3%
Gross profit margin (%)	毛利率(%)	21.4%	21.0%	+0.4pp百分點
Net profit margin (%)	純利率(%)	4.5%	4.1%	+0.4pp百分點
Earnings before interest, taxes, depreciation and amortisation margin (%)	息稅折舊及攤銷前利潤率(%)	11.9%	10.4%	+1.5pp百分點
		HK cents	HK cents	
		港仙	港仙	
Earnings per share – basic and diluted	每股盈利 – 基本及攤薄	23.1	19.6	
Dividend per share	每股股息	7.6	6.3	
– Interim dividend	– 中期股息	3.6	2.5	
– Proposed final dividend	– 建議末期股息	4.0	3.8	

[#] Earnings before interest, taxes, depreciation and amortisation is not a measure of performance under Hong Kong Financial Reporting Standards (“**HKFRS**”), but is widely used by management for monitoring business performance of a company from operational perspective. It may not be comparable to similar measures presented by other companies.

[#] 息稅折舊及攤銷前利潤並非根據香港財務報告準則(「**香港財務報告準則**」)計量表現的方法，但由管理層從營運角度監管公司業務表現時廣泛應用。其未必可與其他公司呈列的類似方法比較。

CHAIRMAN'S STATEMENT

主席報告

CHAIRMAN'S

STATEMENT

主席報告

CHAIRMAN'S

STATEMENT



YY Hung *Chairman*
洪游奕 主席

On behalf of the Board of the Company and the Group, I hereby present to our shareholders the annual report of the Group for Fiscal Year 2019.

STRENGTHENING PRESENCE IN VIETNAM AND AN ENHANCED BRAND AND PRODUCT PORTFOLIO FOR LONG-TERM BUSINESS DEVELOPMENT

Looking back at the past year, the China-US trade negotiations have posed challenges to the global economic and trade landscape. However, the Group had begun to prepare for its strategic expansion in Vietnam a few years ago. Since our first facility was put into operation in 2016, the presence of Regina Miracle in Vietnam has gradually been strengthened following a three-year hardwork. It promoted a sound development of the Group's business and satisfied the strong demand from brand partners for orders from production bases outside China, despite the unstable macro-environment for global trade. Our third Vietnamese facility has officially commenced operation during the year, and has begun to contribute to the business growth of the Group.

本人謹代表本公司董事會及本集團，向股東提呈本集團2019財年的全年業績報告。

越南佈局日臻完善 優化品牌 及產品組合 推動長遠業務發展

回顧過去一年，中美貿易談判為環球經濟及貿易局勢帶來不少挑戰。然而，本集團早於數年前已籌劃在越南策略性地擴產，自2016年首間廠房開始營運，經過三年多的耕耘，維珍妮於越南的佈局逐漸完善，有助本集團於環球貿易局勢不穩的客觀大環境下，仍能推動業務穩健發展，並滿足品牌夥伴對中國以外生產基地的殷切訂單需求。越南的第三間廠房於年內正式投入營運，開始為本集團的業務增長帶來貢獻。

CHAIRMAN'S STATEMENT

主席報告

Although the production base in Vietnam has become one of our major competitive advantages for long-term development, the management understands the importance of full utilization and proper allocation of the Group's valuable capacity. Hence, we have optimized our brand and product portfolio since the second half of the fiscal year in order to reach an equilibrium between business growth and profit optimization profits. This strategy has allowed us to achieve a more balanced and healthier portfolio; better utilize our core technologies and resources to create unique products with higher added-value; and establish a win-win cooperation relationship with our brand partners. The optimization effort has largely been completed during the year, laying a solid foundation for the Group's long-term business development. Meanwhile, we have enhanced our production processes and supply chain management, and integrated and adopted raw materials more efficiently for better cost control as well as increased our profitability. We have also extended our leading advantages by standardizing the craftsmanship and automating production processes based on our seven major technologies.

Strong capability in innovative design and manufacturing (IDM) is another pillar of success of Regina Miracle. During the past year, we have continued to put relentless efforts in realizing technological breakthroughs and introduced our Seven Innovative Technologies by advancing our three core technologies of milling, molding and bonding. Thanks to such unique technologies, we have successfully developed a variety of comfortable products for different brand partners during the year that were well received by the market. It has not only contributed to a steady increase in the Group's sales, but has also consolidated and deepened our cooperation with certain new international brand partners secured in recent years, thus further diversifying our product mix and brand portfolio.

Through the concerted efforts of the Group, its adherence to the established business development strategy and the entrepreneurship of endless pursuit of innovation, the Group's revenue and profit saw steady growth during the year. To share the fruit of our achievements with shareholders, the Board has resolved to propose a final dividend of HK4.0 cents per share for the fiscal year ended 31 March 2019. Together with the interim dividend of HK3.6 cents per share, total dividend for the current fiscal year has amounted to HK7.6 cents, in line with the Group's policy of paying no less than 30% of its net profit as dividends each year.

縱然越南生產基地已成為本集團長遠發展之其中一大競爭優勢，管理層仍明白充分善用及適當配置本集團寶貴產能的重要性，因此我們自本財年下半年起優化品牌及產品組合，於推動業務發展及優化利潤之間取得合理平衡。此策略讓我們得以達致更均衡健康的組合，發揮核心技術及資源以創造出獨特的高增值產品，並與品牌夥伴建立雙贏的合作關係。優化已於年內大致完成，為本集團的長遠業務發展打穩根基。同時，我們優化生產流程及供應鏈管理，以更有效地整合及採用原材料，從而控制成本及改善利潤表現；並透過將以七大技術為基礎的工藝標準化以及生產流程自動化，擴大領先優勢。

維珍妮另一賴以成功的重要支柱為強大的創新設計製造(IDM)能力。過去一年，本集團繼續努力不懈在技術層面上尋求突破，透過深化銑床、製模及無縫拼接三大核心技術，推出七大創新技術；憑藉此等獨特技術，我們於年內成功為不同品牌夥伴開發出多款深受市場歡迎的舒適產品，帶動本集團的銷售穩步上揚，同時鞏固及加深我們與近年新增的一些國際品牌夥伴之合作，令本集團的產品及品牌組合更趨多元化。

憑藉本集團上下齊心努力，堅守既定的業務發展策略，以及不斷追求創新的企業精神，本集團年內收益及利潤穩步增長。為與股東分享成果，董事會已議決建議就截至2019年3月31日止財政年度派付末期股息每股4.0港仙，連同中期股息每股3.6港仙，本財年的總股息為7.6港仙，以貫徹本集團每年派發不少於純利30%作為股息的政策。

CHAIRMAN'S STATEMENT

主席報告

Looking ahead, we believe that the business environment for the coming year remains challenging, given the uncertainty of international trade and economic environment. With regard to our industry, in response to the rapid and ever-changing consumption pattern, the demand for rush orders from brand partners has been increasing significantly in recent years. Hence, the automation production model has become the general trend, and one of the key elements in industrial integration.

By leveraging our two strategic production bases in Shenzhen and Vietnam, as well as our innovative technologies which are well-recognized by internationally renowned brand partners, we will develop brand-new products that lead the industry with our brand partners, which in turn helps us consolidate the Group's leading position in the intimate wear industry while exploring new opportunities in functional sports products.

To seize more new opportunities, we will continue to speed up the improvement of our production layout in Vietnam, including optimizing the resources allocation for production, and enhancing the extent of automation in our Vietnam facilities to improve productivity. As Factory D and E, which are equipped with more automation facilities, are coming into full operation in June and September 2019, respectively, the economies of scale would be even more obvious.

To consolidate a leading position in the industry in terms of innovative craftsmanship, the Group is building a new facility operated with seamless knitting technology in Hung Yen Province, Vietnam, with a total gross floor area of approximately 60,000 square meters and a designed annual production capacity of approximately 10 million pieces expected to be put into operation in the second half of 2020.

As for our Shenzhen factory, it continues to serve as the Group's R&D and production base. In particular, it is responsible for the development and production of products with high technical content, as well as products that possess cross-industry capabilities. In addition, international brands see China as a key market with high growth potential for development, and has certain demand for products produced locally in China. To meet the demands from our brand partners, our Shenzhen factory will also focus on producing products that are sold in the domestic Chinese market for brand partners.

展望未來，國際經貿局勢未見明朗，因此相信來年經營環境仍存在不少挑戰。在行業方面，面對急速轉變及日新月異的消費模式，近年品牌夥伴對快速訂單的需求顯著增加，因此自動化生產模式已成為大勢所趨，並成為行業整合中的關鍵元素之一。

憑藉深圳及越南兩大策略生產據點，以及備受國際知名品牌夥伴青睞的創新技術，我們將與品牌夥伴攜手開創行業領先的嶄新產品，藉此鞏固本集團在貼身內衣行業的領先地位，同時在功能性運動類產品上拓展新機遇。

為捕捉更多新機遇，我們將繼續加快完善越南的生產佈局，包括優化生產資源配置，以及提升越南廠房的自動化程度，以提升生產效率。隨著擁有更多自動化設施的D廠及E廠分別於2019年6月及9月相繼投產，規模效益將更為明顯。

為加強在創新工藝上的領先行業地位，本集團正在越南興安省興建一間新廠房，該廠房將應用無縫針織機技術，總建築面積約60,000平方米，規劃年產能約1,000萬件，預計於2020年下半年投運。

至於深圳廠房繼續作為本集團的研發及生產基地，特別是負責開發及生產高技術含量的產品，以及跨行業產品。另外，各大國際品牌均視中國為擁有高增長潛力的重點發展市場，對中國本地生產的產品也有一定的需求。為配合品牌夥伴的需求，深圳廠房亦將專注為品牌夥伴生產內銷予中國本地市場的產品。

CHAIRMAN'S STATEMENT

主席報告

The Group's target in the coming three years is set to deepen the optimization of its overall management by enhancing the production capacity in its currently operating and upcoming facilities, and properly allocating the resources between Shenzhen and Vietnam, in order to focus on increasing overall production and operating efficiency, and ultimately, strengthen the Group's profitability. On this major premise, the Group does not foresee any additional funding to be invested in new facilities in 2019 and 2020, although we do have land reserve in the Vietnam Singapore Industrial Park ("VSIP") in Hai Phòng City which could cope with our long-term development. We shall closely monitor the development of the global political landscape and macroeconomic environment, and allocate the resources flexibly based on the cost competitiveness policy, technical requirements and the needs of brand partners, in Vietnam and Shenzhen. We shall explore new opportunities under challenges in order to drive the Group forward and create value for brand partners and shareholders.

SUSTAINABLE DEVELOPMENT

As always, the Group is committed to maintaining a high standard of corporate governance so as to promote a long-term and sustainable business development. Towards that end, Regina Miracle has been closely communicating with investors since its listing in 2015 in a bid to maintain high transparency for keeping investors informed of the latest development of the Group. We have garnered the "Best IR Company" for small cap company at the Hong Kong Investor Relations Association Investor Relations ("IR") Awards for two consecutive years, which has once again honored our dedication and IR efforts. We take this opportunity to thank the investment community for its recognition of the Group.

The Group has also won the Best in Reporting Awards – Mid Market Capitalization – Certificate of Merit at the BDO ESG Awards for two consecutive years, and was rewarded as the Most Valuable Company in Consumer and Service at the 2018 Golden Hong Kong Stocks Awards. These accolades have affirmed the Group's efforts in our meticulous preparation of the ESG report and recognized the leading position and outstanding business performance of Regina Miracle in the industry.

Regina Miracle International (Vietnam) Limited won the 2018 Outstanding Contribution Award of the Year by the National Social Security Bureau of Vietnam to commend our contributions to the implementation of work on social insurance, making us the only enterprise with such an exceptional honor in Hai Phong. Furthermore, the subsidiary also garnered the Outstanding Enterprise Award by the Vietnam Chamber of Commerce and Industry to commend its contributions to the collaboration of the enterprises in Vietnam in 2018.

本集團於未來三年的目標主要為深度優化整體管理，於現已運行及即將投產的生產設施的基礎上帶動集團產能提升，適當調整深圳越南兩地資源分配，以集中提升整體生產及營運效率，最終提升本集團的盈利能力。在此大前提下，本集團暫無計劃於2019及2020年投資額外生產設施，但我們於海防市越南新加坡工業園（「VSIP」）內擁有土地儲備，可應付長遠發展。我們會密切觀察全球政局及宏觀經濟環境的發展，並因應越南及深圳兩地的成本競爭力、政策、技術要求及品牌夥伴的需求等，靈活調配資源，於挑戰下尋找新機遇，推動本集團邁步向前，為品牌夥伴及股東創造價值。

可持續發展

一直以來，本集團致力維持高企業管治水平，以推動業務長遠可持續發展。為保持高透明度，維珍妮自2015年上市以來一直與投資者保持緊密溝通，從而讓投資者掌握本集團之最新發展。我們於投資者關係工作中的貢獻及表現再獲表揚，於香港投資者關係協會舉辦的投資者關係大獎中，蟬聯小型股組別的「最佳投資者關係公司」，我們在此感謝投資界對本集團的認同。

本集團亦連續兩年獲「BDO環境、社會及管治大獎」之「最佳ESG報告大獎—中型市值—優異獎」，並於「2018年金港股大獎」獲頒「最具價值大消費及服務股公司」獎項。該等獎項既肯定了本集團在精心編製環境、社會及管治報告的努力，亦是對維珍妮行業領先地位及傑出業務表現的認可。

維珍妮國際(越南)有限公司榮獲越南國家社保局頒發「2018年度突出貢獻獎」，以表彰我們對社保工作執行及落實的奉獻，是海防市唯一獲此殊榮的企業。此外，該子公司亦榮獲越南工商總會頒發「優秀企業獎」，以表彰其在2018年對越南企業共同發展的貢獻。

CHAIRMAN'S STATEMENT

主席報告

In the future, while setting industry trends, we will continue to monitor and manage the environmental and social impact of its manufacturing and operation activities aimed at attaining a synergistic development of economic, environmental and social benefits.

I would like to extend my heartfelt gratitude to our business partners, the Board, the management team, and our colleagues for their contributions to the development of the Group.

YY Hung

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 25 June 2019

未來，我們在領導行業潮流的同時，將繼續監察及管理生產與營運活動對環境和社會的影響，務求經濟、環境與社會效益協同發展。

本人謹向業務夥伴、董事會、管理團隊及同事們為推動本集團發展所作出的貢獻，致以衷心感謝！

主席、首席執行官兼執行董事

洪游奕

香港，2019年6月25日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論 及分析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MARKET REVIEW

Global economic growth began to weaken in the second half of 2018 amid trade tensions between the United States and China which led to an erosion in business confidence and tightening of financial conditions. Regina Miracle has nonetheless been able to perform stably by taking a holistic approach towards its development. This approach included optimizing both its customer and product portfolios; strategically allocating its production resources to reap maximum long-term benefits; and continuously striving to achieve technological advancement.

Since the second half of the fiscal year, the Group has optimized its brand and product portfolio in order to reach an equilibrium between business development and profit optimization, and hence to achieve a more balanced and healthier portfolio; better utilize its core technologies and resources to create unique products with higher added-value; and establish a win-win cooperation relationship with its brand partners. The optimization effort has largely been completed during the year, laying a solid foundation for its long-term and healthy development. This strategy has enabled the Group to concentrate resources to align with the product and business development of its key brand partners, thus strengthening the ties with existing brand partners.

As for technological breakthroughs, the adoption of comfortable products that leverage the Group's Seven Innovative Technologies were well-received by the market. The successful adoption of these innovative technologies has enhanced the Group's competitiveness and serves as foundation for the development of other advanced products going forward. It has also paved the way to greater automation and production efficiency. What is more, the progress achieved through all of the Group's core technologies has led to further bond building with existing brand partners while successfully adding several renowned brand partners to the fold during the review year, the ties of which have developed promisingly.

In addition, certain brand partners have adjusted their strategies in sourcing locations in response to the changes in the macro-environment and trade situation. The Group has strived to meet such needs during the year, and made adjustments between its two production bases in Shenzhen and Vietnam accordingly, and thereby mitigate the possible impact that such changes of situation would otherwise bring.

市場回顧

在中美貿易形勢緊張的情況下，全球經濟增長於2018年下半年開始轉弱，削弱商業信心，亦令財務狀況緊縮。然而，維珍妮仍能透過採取全方位的發展方針取得穩定的表現。此方針包括優化客戶及產品組合、策略性部署生產資源以獲取最大長期利益，且持續竭力達致技術提升。

自本財年下半年起，本集團優化品牌及產品組合，務求於推動業務發展及優化利潤之間取得合理平衡，以達致更均衡健康的組合，善用核心技術及資源創造獨特的高增值產品，並與品牌夥伴建立雙贏的合作關係。優化於年內已大致完成，為長遠健康發展奠下穩固基石。該策略讓本集團得以集中資源配合關鍵品牌夥伴之產品開發及業務發展，從而加強與現有品牌夥伴的合作關係。

就技術突破而言，本集團運用七大創新技術製造的舒適產品獲市場青睞。成功採用該等創新技術提升了本集團的競爭力，並成為未來開發其他先進產品的基石，亦為提升自動化程度及生產效率鋪墊好道路。此外，藉著本集團的核心技術取得的進展，加深了與現有品牌夥伴的連結，同時於回顧年度成功開拓幾個知名品牌夥伴，關係進展良好。

另外，部分品牌夥伴因應宏觀環境及貿易局勢變化而調整採購地區策略，本集團於年內盡力配合，於深圳及越南兩個產地之間作出相應調整，以減緩局勢變化帶來的潛在影響。

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BUSINESS REVIEW

Over the past year, Regina Miracle has been able to achieve satisfactory revenue growth, which amounted to HK\$6,263.3 million, or a year-on-year increase of 6.7% (Fiscal 2018: HK\$5,868.0 million). Gross profit increased by 8.8% to HK\$1,341.9 million (Fiscal 2018: HK\$1,233.9 million), with gross profit margin rising modestly to 21.4% (Fiscal 2018: 21.0%). Furthermore, net profit rose by 17.6% to HK\$282.4 million (Fiscal 2018: HK\$240.2 million), with a net profit margin of 4.5% (Fiscal 2018: 4.1%).

Consistent with the Group's objective to share its achievements with shareholders, the Board has resolved to declare a final dividend of HK4.0 cents per share for the Fiscal 2019. Together with an interim dividend of HK3.6 cents paid during the year, total dividend will amount to HK7.6 cents (Fiscal 2018: HK6.3 cents), which is in line with the Group's policy of paying no less than 30% of its net profit as dividends for a fiscal year. The proposed final dividend is subject to approval from shareholders of the Company at the annual general meeting to be held on Monday, 26 August 2019. If approved by the shareholders, the proposed final dividend is expected to be paid on or about Thursday, 12 September 2019 to shareholders whose name appears on the register of members of the Company on Tuesday, 3 September 2019.

Bras and intimate wear

The bras and intimate wear business continued to constitute Regina Miracle's primary revenue source, contributing HK\$4,874.6 million (Fiscal 2018: HK\$4,728.6 million) to the Group, up 3.1% year-on-year, and accounting for 77.8% of total revenue. Furthermore, a gross profit of HK\$1,070.3 million was recorded, with the gross profit margin at 22.0% (Fiscal 2018: HK\$1,008.9 million and 21.3%, respectively).

During the year, the bra and intimate wear segment was able to sustain stable growth due in part to contributions from a major brand partner which, in collaboration with the Group, introduced new product collections that were well-received by consumers. At the same time, the Group continuously strengthened its ties with several major international brand partners, with the partnerships becoming increasingly strong as reflected by the stable increase on order quantity.

業務回顧

過往一年，維珍妮能夠取得理想的收入增長，達致港幣6,263.3百萬元或按年增長6.7% (2018財年：港幣5,868.0百萬元)。毛利增加8.8%至港幣1,341.9百萬元 (2018財年：港幣1,233.9百萬元)，而毛利率則溫和提升至21.4% (2018財年：21.0%)。此外，純利提升17.6%至港幣282.4百萬元 (2018財年：港幣240.2百萬元)，純利率為4.5% (2018財年：4.1%)。

與本集團與股東分享成果的目標一致，董事會已議決就2019財年宣派末期股息每股4.0港仙，連同於年內派付中期股息每股3.6港仙，總股息為7.6港仙 (2018財年：6.3港仙)，貫徹本集團分派財政年度純利不少於30%的股息政策。建議末期股息須待本公司股東於2019年8月26日 (星期一)舉行的股東週年大會上批准後，方可作實。倘獲股東批准，預期建議末期股息將於2019年9月12日 (星期四)或前後向於2019年9月3日 (星期二)名列本公司股東名冊的股東派付。

胸圍及貼身內衣

胸圍及貼身內衣業務繼續構成維珍妮的主要收入來源，貢獻港幣4,874.6百萬元 (2018財年：港幣4,728.6百萬元)，按年增長3.1%，佔整體收入的77.8%。此外，毛利為港幣1,070.3百萬元，而毛利率為22.0% (2018財年：分別為港幣1,008.9百萬元及21.3%)。

年內，胸圍及貼身內衣分部得以維持穩定增長，部分貢獻來自一名主要品牌夥伴，與本集團合作引進的新產品系列獲得消費者好評。同時，本集團持續加強與數名主要國際品牌夥伴的合作關係，雙方關係日益牢固，反映在穩健增長的訂單上。

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The aforementioned outcomes highlight the Group's immense capacity to constantly develop technological and differentiated products that are underpinned by innovative capabilities, and to cope with its brand partners' marketing strategies and consumers' pursuit of innovative products. Such innovative products are not only able to meet the demands of consumers in terms of functionality, but also offer good value propositions that they pursue.

Bra pads and other molded products

Revenue generated from bra pads and other molded products sold to the Group's brand partners remained stable as it retained its strategy to reserve the majority of its bra pad capacity for in-house manufacturing of finished bras. Consequently, the segment generated a revenue of HK\$530.9 million during the year (Fiscal 2018: HK\$524.7 million), representing a year-on-year increase of 1.2%. The gross profit of the segment reached HK\$111.6 million, with the gross profit margin at 21.0% (Fiscal 2018: HK\$110.3 million and 21.0%, respectively).

Functional sports products

The business of functional sports products contributed a revenue of HK\$857.8 million (Fiscal 2018: HK\$614.8 million), representing a year-on-year increase of 39.5%, accounting for 13.7% of the Group's total revenue. Gross profit amounted to HK\$160.1 million, with the gross profit margin at 18.7% (Fiscal 2018: HK\$114.7 million and 18.7%, respectively). Both footwear and apparel sales were driven by orders from the Group's key brand partners.

In respect of footwear products, sales were driven by a young and casual footwear brand partner in the U.S. that Regina Miracle secured last year. This partnership has helped to offset a decline in orders resulting from the Group's strategic exit of the footwear business relationship with a customer during the review year.

Sales of sportswear products have achieved a strong double-digit year-on-year growth underpinned by the Group's unique seamless bonding technologies. The Group remains committed to observing a strategy that focuses more on cultivating business partnerships which can fully leverage the Group's production efficiency.

上述成果突顯本集團以創新技術為基石，配合品牌夥伴市場策略及迎合消費者對創新產品的追求，不斷開發出技術性及具差異化產品的雄厚實力。該等產品不僅在功能上符合消費者需求，亦提供消費者大為追求的價值主張。

胸杯及其他模壓產品

由於本集團維持保留大部分胸杯供越南廠房內部生產胸圍成品的策略，因此銷售胸杯及其他模壓產品予本集團品牌夥伴所獲得的收入維持穩定，年內該分部產生收入港幣530.9百萬元(2018財年：港幣524.7百萬元)，按年增加1.2%。該分部的毛利為港幣111.6百萬元，毛利率為21.0%(2018財年：分別為港幣110.3百萬元及21.0%)。

功能運動產品

功能運動產品業務貢獻收入港幣857.8百萬元(2018財年：港幣614.8百萬元)，按年增加39.5%，佔本集團總收入13.7%。毛利為港幣160.1百萬元，而毛利率為18.7%(2018財年：分別為港幣114.7百萬元及18.7%)。本集團關鍵品牌夥伴的訂單帶動鞋類及服裝銷售。

鞋履產品方面，維珍妮去年獲得一名美國年輕休閒鞋履品牌夥伴，帶動銷售額增長。該合作有助部分抵銷因本集團於回顧年內策略性終止與一名客戶的鞋履業務關係而導致的訂單減少。

至於運動服裝產品方面，本集團透過善用獨特的無縫粘合技術，使銷售錄得強勁的雙位數同比增長。本集團會堅守策略，更專注於發展可全面發揮生產效益的業務關係。

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Production capacity

During the year, the Group's Factory A, B and C, located in the Vietnam Singapore Industrial Park ("VSIP") in Hải Phòng City, Vietnam, were in operation. The Group had a combined workforce of approximately 30,000 in Vietnam as at the end of the fiscal year. With an increasing proportion being skilled workers, the operation of Factory A and B now has become increasingly mature over the past two to three years and the production efficiency began to show. Factory C, which commenced operation in the beginning of the fiscal year, has also been gradually ramped up, further driving the increase of the overall production scale.

In Fiscal 2019, production of the Vietnam factories accounted for approximately 60% of the Group's total revenue, a significant increase from around 40% in the last fiscal year, and is projected to further expand in the coming fiscal year. As capacity increases, the Group will at the same time continue to increase automation as part of its objective to develop a dynamic and efficient production hub in Vietnam. The subsequent rise in the production capacity in Vietnam can be attributed in part to the increasing efficiency of the three operating factories, and Factory D and E, which will house more automated machineries and are commencing production in June and September 2019, respectively. Worth noting as well that a factory operated with seamless knitting technology in Hung Yen Province, which will commence operation in the second half of 2020, will further increase the Group's production capacity of Vietnam.

As regards the Group's factory in Shenzhen serving as its R&D hub and production base, it will continue to play a central role in facilitating Regina Miracles' drive to innovate, and development and production of products with high technical content, as well as products that possess cross-industry capabilities. Furthermore, to align with brand partners' strategy to tap the market in China, the Shenzhen factory will also focus on locally producing products to be sold in the domestic Chinese market for its brand partners. As at 31 March 2019, the factory had a workforce of approximately 10,000.

產能

年內，本集團於越南海防市越南新加坡工業園(「VSIP」)內的A廠、B廠及C廠同時營運。於財年末，本集團於越南合共擁有約30,000名員工。當中A、B兩廠經過過去兩、三年運作已趨成熟，熟練員工的比例不斷擴，生產效益逐漸顯現。而於財年年初開始營運的C廠產能亦正逐漸提升，帶動整體生產規模增長。

於2019財年，越南廠房的產量已佔本集團總收入約60%，較上一個財年約40%顯著提升，並預計於接下來的財年進一步擴大。隨著產能增加，本集團同時將持續提高自動化程度，旨在將越南發展為兼具動力及效率的生產基地。越南產能的後續增幅部分除受惠於正在營運的三間廠房的效率提升之外，亦來自承載更多自動化設施的D廠及E廠(於2019年6月及9月開始投產)。另外值得一提的是，將於2020年下半年投產、應用無縫針織機技術的興安省廠房將進一步提高越南的產能。

至於深圳廠房作為本集團的研發中心及生產基地，將繼續扮演推動維珍妮創新的角色，開發及生產高技術含量的產品，以及跨行業產品。此外，為配合品牌夥伴致力開拓中國市場的發展策略，深圳廠房亦將專注為該等品牌生產內銷予中國本地市場的產品。於2019年3月31日，該廠約有10,000名員工。

MANAGEMENT DISCUSSION AND ANALYSIS

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THE GROUP'S OPERATING RESULTS

Revenue

We derive our revenue primarily from direct sales of our products. Our total revenue increased by 6.7% from HK\$5,868.0 million in Fiscal 2018 to HK\$6,263.3 million in Fiscal 2019. A comparison of the Group's revenue for Fiscal 2019 and Fiscal 2018 by product categories is as follows:

		For the year ended 31 March 截至3月31日止年度					
		2019 2019年		2018 2018年		Change 變動	
		HK\$'000	% of Revenue 佔收入的 百分比	HK\$'000	% of Revenue 佔收入的 百分比	HK\$'000	%
		港幣千元	百分比	港幣千元	百分比	港幣千元	百分比
Bras and intimate wear	胸圍及貼身內衣	4,874,609	77.8	4,728,567	80.6	146,042	3.1
Bra pads and other molded products	胸杯及其他模壓產品	530,890	8.5	524,670	8.9	6,220	1.2
Functional sports products	功能性運動類產品	857,781	13.7	614,811	10.5	242,970	39.5
		6,263,280	100.0	5,868,048	100.0	395,232	6.7

Revenue generated from sales of bras and intimate wear increased by HK\$146.0 million, or approximately 3.1%, from HK\$4,728.6 million in Fiscal 2018 to HK\$4,874.6 million in Fiscal 2019. The increase was primarily due to the increase in sales volume of our bras driven by an increased demand from our customers.

Revenue generated from sales of bra pads and other molded products remained relatively stable and amounted to HK\$530.9 million in Fiscal 2019, representing an increase of approximately HK\$6.2 million, or approximately 1.2%, as compared to Fiscal 2018.

Revenue generated from sales of functional sports products increased by HK\$243.0 million, or approximately 39.5%, from HK\$614.8 million in Fiscal 2018 to HK\$857.8 million in Fiscal 2019. The increase was primarily due to the increase in sales volume of our functional sportswear and sports footwear driven by an increased demand from our customers.

本集團的經營業績

收入

我們的收入主要源於我們產品的直接銷售。收入總額由2018財年的港幣5,868.0百萬元增加6.7%至2019財年的港幣6,263.3百萬元。本集團於2019財年及2018財年按產品類別劃分的收入比較如下：

銷售胸圍及貼身內衣所產生收入由2018財年的港幣4,728.6百萬元增加港幣146.0百萬元（或約3.1%）至2019財年的港幣4,874.6百萬元。該增加主要由於客戶需求增加帶動胸圍銷量增加。

2019財年銷售胸杯及其他模壓產品所產生收入維持相對穩定於港幣530.9百萬元，較2018財年增加約港幣6.2百萬元或約1.2%。

銷售功能性運動類產品所產生收入由2018財年的港幣614.8百萬元增加港幣243.0百萬元（或約39.5%）至2019財年的港幣857.8百萬元。該增加主要由於客戶需求增加帶動功能性運動服裝及運動鞋銷量增加。

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Cost of sales

Cost of sales primarily consists of costs of raw materials, employee benefit expenses for personnel directly involved in our production activities, depreciation of our production equipment and others.

銷售成本

銷售成本主要包括原材料成本、直接參與生產活動員工的僱員福利開支、生產設備折舊及其他。

		For the year ended 31 March					
		截至3月31日止年度				Change	
		2019		2018		變動	
		2019年		2018年			
		HK\$'000	% of Revenue	HK\$'000	% of Revenue	HK\$'000	%
		港幣千元	佔收入的百分比	港幣千元	佔收入的百分比	港幣千元	百分比
Costs of raw materials	原材料成本	2,320,360	37.0	2,165,994	36.9	154,366	7.1
Employee benefit expenses	僱員福利開支	1,892,003	30.2	1,867,199	31.8	24,804	1.3
Depreciation	折舊	245,063	3.9	199,823	3.4	45,240	22.6
Utilities	公用服務	112,973	1.8	113,969	2.0	(996)	(0.9)
Others	其他	350,936	5.7	287,140	4.9	63,796	22.2
		4,921,335	78.6	4,634,125	79.0	287,210	6.2

Cost of sales as a percentage of total revenue decreased from 79.0% in Fiscal 2018 to 78.6% in Fiscal 2019. This was primarily attributable to our continued efficiency improvement of the Vietnam factory, resulting in a reduction of employee benefit expenses as a percentage of our total revenue.

銷售成本佔收入總額的百分比由2018財年的79.0%下跌至2019財年的78.6%。此乃主要由於越南廠房效率持續改善，令僱員福利開支佔收入總額的百分比下跌。

Cost of sales increased from HK\$4,634.1 million in Fiscal 2018 to HK\$4,921.3 million in Fiscal 2019 primarily due to 1) increases in costs of raw materials and employee benefit expenses as a result of increase in revenue; and 2) increase in depreciation as a result of the Group's factories expansion in Vietnam.

銷售成本由2018財年的港幣4,634.1百萬元增加至2019財年的港幣4,921.3百萬元，主要由於1)原材料成本增加及收入增加致使僱員福利開支增加；及2)本集團的越南廠房擴充導致折舊增加。

Fiscal 2018's certain expenses in relation to production staff have been reclassified from Distribution and selling expenses to Cost of sales to conform to Fiscal 2019's presentation.

2018財年有關生產員工的若干開支自分銷及銷售開支重新分類至銷售成本以符合2019財年的呈列。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross profit and gross profit margin

毛利及毛利率

		For the year ended 31 March 截至3月31日止年度					
		2019 2019年		2018 2018年		Change 變動	
		Gross Profit 毛利	Gross Profit margin 毛利率	Gross Profit 毛利	Gross Profit margin 毛利率		
		HK\$'000 港幣千元	% 百分比	HK\$'000 港幣千元	% 百分比	HK\$'000 港幣千元	% 百分比
Bras and intimate wear	胸圍及貼身內衣	1,070,262	22.0	1,008,887	21.3	61,375	6.1
Bra pads and other molded products	胸杯及其他模壓	111,617	21.0	110,309	21.0	1,308	1.2
Functional sports products	功能性運動類產品	160,066	18.7	114,727	18.7	45,339	39.5
Gross profit	毛利	1,341,945	21.4	1,233,923	21.0	108,022	8.8
Gross profit (before depreciation)	毛利 (折舊前)	1,587,008	25.3	1,433,746	24.4	153,262	10.7

Our overall gross profit increased from HK\$1,233.9 million in Fiscal 2018 to HK\$1,341.9 million in Fiscal 2019. The gross profit margin in Fiscal 2019 was 21.4%, as compared to 21.0% in Fiscal 2018. Gross profit margin (before depreciation) in Fiscal 2019 increased by 0.9 percentage points to 25.3%, as compared to 24.4% in Fiscal 2018. Such increase was mainly driven by our continued efficiency improvement of the Vietnam factory.

The gross profit margin of bras and intimate wear increased from 21.3% in Fiscal 2018 to 22.0% in Fiscal 2019, primarily due to our continued efficiency improvement of the Vietnam Factory A and B, which was partially offset by the building in production efficiency of our Vietnam Factory C. While the gross profit margin of bra pads and other molded products have remained stable at 21.0% in both Fiscal 2018 and Fiscal 2019, the gross profit margin of functional sports products have also remained stable at 18.7% in both fiscal years.

我們的整體毛利由2018財年的港幣1,233.9百萬元增加至2019財年的港幣1,341.9百萬元。2019財年的毛利率為21.4%，而相較2018財年為21.0%。2019財年毛利率(折舊前)相較2018財年24.4%增加0.9%至25.3%。該增加主要由越南廠房效率持續改善所帶動。

胸圍及貼身內衣的毛利率由2018財年的21.3%上升至2019財年的22.0%，主要由於越南A及B廠效率持續改善，其部分被越南C廠的產能建立相抵銷。於2018財年及2019財年胸杯及其他模壓產品的毛利率均維持穩定於21.0%，而功能性運動類產品的毛利率亦於兩個財政年度維持穩定於18.7%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other Income and other gains, net

Our other income and other gains consist primarily of government grants. It increased from HK\$21.8 million in Fiscal 2018 to HK\$28.4 million in Fiscal 2019, primarily attributable to 1) increase in government grants subsidies, which depend on the government grant policies and criteria during different time periods; and 2) increase of scrap sales income.

Distribution and selling expenses

Distribution and selling expenses primarily consist of freight and transportation expenses, employee benefit expenses for our sales personnel, travelling expenses, declaration charges, marketing and promotion expenses and others. The Group's distribution and selling expenses have remained relatively stable in terms of absolute amount and percentage of total revenue, and represented 2.5% of its total revenue respectively for both Fiscal 2018 and Fiscal 2019.

General and administrative expenses

General and administrative expenses primarily consist of employee benefit expenses for our administrative personnel, depreciation and amortization, other taxes and surcharges, building management fee, insurance, operating lease rental of land and buildings, office and administrative expenses, bank charges, exchange loss or gain and others. General and administrative expenses as a percentage of total revenue have remained relatively stable at 9.9% for both Fiscal 2018 and Fiscal 2019.

General and administrative expenses increased by 7.0% from HK\$578.6 million in Fiscal 2018 to HK\$619.0 million in Fiscal 2019. The increase was primarily attributable to the Group's expansion in Vietnam, resulting in an increase in employee benefit expenses, depreciation and amortization, and office and administrative expenses.

其他收入及其他收益淨額

我們的其他收入及其他收益主要包括政府補助。其由2018財年的港幣21.8百萬元增加至2019財年的港幣28.4百萬元，主要由於1)根據不同時期政府補助政策及標準獲授的政府補助增加；及2)廢料銷售收入增加。

分銷及銷售開支

分銷及銷售開支主要包括我們銷售人員的貨運及運輸開支、僱員福利開支、差旅開支、報關費、市場推廣及宣傳費以及其他。2018財年及2019財年本集團的分銷及銷售開支就絕對金額及所佔收入總額百分比而言均維持相對穩定，分別佔收入總額2.5%。

一般及行政開支

一般及行政開支主要包括我們行政人員的僱員福利開支、折舊及攤銷、其他稅項及附加費、樓宇管理費用、保險、土地及樓宇的經營租賃租金、辦公室及行政開支、銀行費用、匯兌虧損或收益以及其他。一般及行政開支佔收入總額的百分比在2018財年及2019財年均維持相對穩定於9.9%。

一般及行政開支由2018財年的港幣578.6百萬元增加7.0%至2019財年的港幣619.0百萬元。該增加主要由於本集團在越南擴充業務，令僱員福利開支、折舊及攤銷以及辦公室及行政開支有所增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Research and development costs

Research and development costs consist of employee benefit expenses for our research and development personnel, raw materials and consumables used and others. For Fiscal 2018 and Fiscal 2019, the Group's research and development costs as a percentage of total revenue have remained stable at 3.3% for both fiscal years.

Research and development costs increased by 4.7% from HK\$195.9 million in Fiscal 2018 to HK\$205.1 million in Fiscal 2019, primarily due to an increase in employee benefit expenses of research and development personnel as a result of our strategic focus on research and development.

Finance Income

Finance income represents interest income on bank deposits.

Finance costs

Finance costs represent interest expense on borrowings, net of interest expenses capitalised. Our finance costs as a percentage of total revenue increased from 0.8% in Fiscal 2018 to 1.4% in Fiscal 2019, primarily due to 1) global trend of rising interest rate; and 2) increase in borrowings, as a result of Vietnam factories expansion and business growth in Fiscal 2019.

Finance costs increased from HK\$49.8 million in Fiscal 2018 to HK\$90.2 million in Fiscal 2019 was primarily attributable to the reasons mentioned above.

Income tax expense

Income tax expense represents our total current and deferred tax expenses under the relevant Hong Kong and PRC income tax rules and regulations.

For the year ended 31 March 2019, the Group is eligible to nominate one Hong Kong incorporated entity in the Group to be chargeable at the two tiered profits tax rates, whereby profits tax will be chargeable on the first HK\$2 million of assessable profits at 8.25% and assessable profits above this threshold will be subject to a rate of 16.5%. Hong Kong profits tax of other Hong Kong incorporated entities in the Group has been provided for at the rate of 16.5% on the estimated assessable profits. For the year ended 31 March 2018, Hong Kong profits tax has been provided for at the rate of 16.5% on the estimated assessable profits.

研發成本

研發成本包括我們研發人員的僱員福利開支、所使用原材料及耗材和其他。就2018財年及2019財年而言，本集團的研發成本佔收入總額的百分比均維持相對穩定於3.3%。

研發成本由2018財年的港幣195.9百萬元增加4.7%至2019財年的港幣205.1百萬元，主要由於我們的策略著重研發工作，令研發人員的僱員福利開支增加。

財務收入

財務收入指銀行存款的利息收入。

財務成本

財務成本指借款的利息開支，扣除已撥充資本的利息開支。我們的財務成本佔收入總額的百分比由2018財年的0.8%增加至2019財年的1.4%，主要由於1)息率不斷上升的全球趨勢；及2)2019財年越南廠房擴展及業務增長導致借款增加所致。

財務成本由2018財年的港幣49.8百萬元增加至2019財年的港幣90.2百萬元，主要歸因於上述理由。

所得稅開支

所得稅開支指根據香港及中國的相關所得稅規則及法規計算我們當期的所得稅及遞延所得稅開支總額。

截至2019年3月31日止年度，本集團可提名集團內其中一間於香港註冊成立實體按利得稅兩級制徵收，而首個港幣2百萬元的應課稅溢利須按8.25%稅率繳付利得稅，超過該款項的應課稅溢利將按16.5%稅率繳付。本集團內其他香港註冊成立實體的香港利得稅的估計應課稅溢利按16.5%稅率計提撥備。截至2018年3月31日止年度，香港利得稅按估計應課稅溢利的16.5%稅率計提撥備。

MANAGEMENT DISCUSSION AND ANALYSIS

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According to a policy promulgated by the State Tax Bureau of the PRC and effective from 2008 onwards, enterprises engaged in research and development activities are entitled to claim ranging from 150% to 175% of the research and development expenses so incurred in a period as tax deductible expenses in determining its tax assessable profits for that period (“**Super Deduction**”). Regina Miracle Intimate Apparel (Shenzhen) Co., Limited, a subsidiary of the Company, has applied such Super Deduction during the year.

The subsidiaries established and operated in Vietnam were subject to corporate income tax at a rate of 20% in Fiscal 2019 and Fiscal 2018. In accordance with the applicable tax regulations, a subsidiary is subject to a lower tax rate of 10% for fifteen consecutive years, commencing from the first year of making revenue. In addition, the subsidiary is entitled to full exemption from corporate income tax for the first four years from the earlier of (i) the year when profit is generated for the first time or (ii) the fourth year of making revenue; and a 50% reduction in corporate income tax for the next nine years.

The Group's income tax expense decreased from HK\$45.9 million in Fiscal 2018 to HK\$19.6 million in Fiscal 2019. Excluding the positive effect of Super Deduction amounted HK\$28.8 million (Fiscal 2018: HK\$10.3 million) during Fiscal 2019, the Group's effective tax rate decreased from 19.6% in Fiscal 2018 to 16.0% in Fiscal 2019, mainly attributed to tax holiday enjoyed by the Vietnam subsidiaries and increase in proportion of the Group's Vietnam production during the year.

Net profit

As a result of the cumulative effect of the above factors, our net profit for the year increased by 17.6% from HK\$240.2 million in Fiscal 2018 to HK\$282.4 million in Fiscal 2019. Our net profit margin increased from 4.1% in Fiscal 2018 to 4.5% in Fiscal 2019.

Liquidity, financial resources and bank borrowings

The Group's current ratios (calculated as current assets over current liabilities) were 1.2 times and 1.0 times as at 31 March 2019 and 31 March 2018 respectively. Net debt (represented by bank borrowings less the cash and cash equivalents) was HK\$2,557.7 million (31 March 2018: HK\$1,700.2 million). The increase of net debt was mainly due to capital expenditure for our production facilities in Vietnam. Gearing ratio as at 31 March 2019 was 87.5% (31 March 2018: 59.3%), which was calculated as net debt divided by total equity. Excluding the currencies depreciation impact on the net assets denominated in RMB and VND, the adjusted net gearing as at 31 March 2019 was 84.6% (31 March 2018: 59.9%).

根據中國國家稅務總局所頒佈自2008年起生效的政策，從事研發活動的企業有權在釐定其期間應課稅溢利時將該期間產生的研發開支的150%至175%範圍的申領作可扣稅開支（「**超額抵扣**」）。本公司附屬公司麗晶維珍妮內衣（深圳）有限公司已於年內使用該超額抵扣。

於2019財年及2018財年，於越南設立及運營的附屬公司須按20%的稅率繳納企業所得稅。根據適用稅項法規，附屬公司自獲得收入首年起連續十五年按較低稅率10%繳稅。此外，自(i)首次產生溢利年度或(ii)產生收入的第四年(以較早者為準)起計首四年內，該附屬公司有權全數豁免繳納企業所得稅；並於其後九年內享有50%企業所得稅減免。

本集團的所得稅開支由2018財年的港幣45.9百萬元減少至2019財年的港幣19.6百萬元。倘不計2019財年超額抵扣港幣28.8百萬元(2018財年：港幣10.3百萬元)的正面影響，本集團的實際稅率由2018財年的19.6%下降至2019財年的16.0%，主要由於越南附屬公司於年內享有的免稅期及本集團的越南生產比重提高所致。

純利

由於上述因素的累計影響，年內純利由2018財年的港幣240.2百萬元增加17.6%至2019財年的港幣282.4百萬元。純利率由2018財年的4.1%增加至2019財年的4.5%。

流動資金、財務資源及銀行借款

本集團的流動比率(以流動資產除以流動負債計算)於2019年3月31日及2018年3月31日分別為1.2倍及1.0倍。負債淨額(即銀行借款減現金及現金等價物)為港幣2,557.7百萬元(2018年3月31日：港幣1,700.2百萬元)。負債淨額增加主要由於我們越南生產設施的資本支出所致。於2019年3月31日，資產負債比率為87.5%(2018年3月31日：59.3%)，以負債淨額除以權益總額計算。撇除貨幣貶值對以人民幣及越南盾計值資產淨值的影響，於2019年3月31日的經調整淨資產負債比率為84.6%(2018年3月31日：59.9%)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Net cash generated from operating activities was HK\$563.2 million in Fiscal 2019 (Fiscal 2018: HK\$466.2 million). The increase was mainly attributed to increase in cash generated from operations in Fiscal 2019.

Net cash used in investing activities amounted to HK\$1,230.6 million in Fiscal 2019 as compared to HK\$979.7 million in Fiscal 2018. The Group invested approximately HK\$1,090.4 million in new property, plant and equipment mainly in connection with our production facilities in Vietnam.

During Fiscal 2019, net cash generated from financing activities amounted to HK\$693.0 million, as compared to HK\$539.2 million in Fiscal 2018. The positive cash inflow from financing activities was mainly due to proceeds from borrowings.

Working capital management

於2019財年，經營活動所得現金淨額為港幣563.2百萬元（2018財年：港幣466.2百萬元）。增加主要由於2019財年經營業務所得現金增加所致。

2019財年的投資活動所用現金淨額為港幣1,230.6百萬元，相較2018財年則為港幣979.7百萬元。本集團於新物業、廠房及設備投資約港幣1,090.4百萬元，主要與越南的生產設施有關。

於2019財年自融資活動產生的所得現金淨額為港幣693.0百萬元，相較2018財年則為港幣539.2百萬元。融資活動的正數現金流入主要由於借款所得款項所致。

營運資金管理

		As at 於	
		31 March 2019 2019年 3月31日 (days) (日數)	31 March 2018 2018年 3月31日 (days) (日數)
Inventory turnover days	存貨周轉日數	64	65
Receivables turnover days	應收款項周轉日數	48	47
Payables turnover days	應付款項周轉日數	29	30

Inventory, receivables and payables turnover days have been maintained at stable and healthy levels of 64 days, 48 days and 29 days respectively during Fiscal 2019.

2019財年的存貨、應收款項及應付款項周轉日數維持相對穩健水平，分別為64日、48日及29日。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Capital expenditures

For Fiscal 2019, total addition to property, plant and equipment, leasehold land and land use rights, and intangible assets amounted to approximately HK\$1,210.5 million (Fiscal 2018: HK\$1,140.0 million), and was mainly attributable additions of production lines for our Hai Phong Factory C and construction of our Hai Phong Factory D and E to cope with the Group's overall business expansion.

Pledged assets

As at 31 March 2018 and 31 March 2019, the Group did not have assets pledged for bank borrowings.

Foreign exchange risk

We mainly operate in Hong Kong, the PRC and Vietnam. Most of our operating expenses are denominated in RMB and VND, while most of our sales are denominated and settled in U.S. dollar. As the HK dollar is pegged to U.S. dollar, our foreign exchange exposure in respect of the HK dollar is considered minimal. Our management will continue to monitor foreign currency exchange exposure and will take prudent measures to minimize the currency translation risk.

Contingent liabilities

As at 31 March 2019, the Group did not have any significant contingent liabilities.

Material acquisitions and future plans for major investment

Save for the investment in the construction of the production facilities in Vietnam, during Fiscal 2019, the Group did not conduct any material investments, acquisitions or disposals. In addition, save for the expansion plans as disclosed in the sections headed "Business" and "Future Plans and Use of Proceeds" in the prospectus of the Company dated 24 September 2015 (the "**Prospectus**"), and the framework construction agreements disclosed in the announcements dated 24 July 2017 and 24 April 2018 respectively, the Group has no specific plan for major investment or acquisition for major capital assets or other businesses. However, the Group will continue to identify new opportunities for business development.

資本支出

於2019財年，物業、廠房及設備、租賃土地及土地使用權以及無形資產的添置總額約為港幣1,210.5百萬元(2018財年：港幣1,140.0百萬元)，主要由於我們為海防C廠添置生產線及建設海防D及E廠，以配合本集團的整體業務擴展。

已抵押資產

於2018年3月31日及2019年3月31日，本集團並無就銀行借款抵押資產。

外匯風險

我們主要在香港、中國及越南營運，且大部分營運開支以人民幣及越南盾計值，另大部分銷售則以美元計值及結算。由於港幣與美元掛鈎，因此，我們就港幣承受的外匯風險被視為微不足道。管理層將繼續監察外幣匯兌風險，並將採取審慎措施減少貨幣兌換風險。

或然負債

於2019年3月31日，本集團並無任何重大或然負債。

重大收購事項及未來主要投資計劃

除投資興建越南生產廠房外，於2019財年內，本集團並無進行任何重大投資、收購事項或出售事項。此外，除本公司日期為2015年9月24日的招股章程(「招股章程」)中「業務」及「未來計劃及所得款項用途」兩節所披露的擴展計劃及日期分別為2017年7月24日及2018年4月24日的公告所披露的框架建築協議外，本集團並無特定計劃進行重大投資或收購主要資本資產或其他業務。然而，本集團將繼續物色業務發展的新機遇。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Employees and remuneration policies

As at 31 March 2019, the Group employed a total of approximately 40,419 full-time staff (31 March 2018: 36,993). The total staff cost of the Group (including salaries, bonuses, social insurances, provident funds and share incentive schemes) amounted to HK\$2,420.7 million, representing 38.6% of the total revenue of the Group.

We believe our success depends heavily upon our employees' provision of consistent, quality and reliable services. In order to attract, retain and develop the knowledge, skill level and quality of our employees, we place a strong emphasis on training our employees. We provide on-site training periodically and across operational functions, including introductory training for new employees, technical training, professional and management training, team-building and communications training.

We enter into individual employment contracts with our employees to cover matters such as wages, employee benefits, safety and sanitary conditions in the workplace, and grounds for termination. We have designed an evaluation system to assess the performance of our employees. This system forms the basis of our determinations of whether an employee should receive salary raises, bonuses or promotions. Most of our technical personnel are trained and promoted internally, leading to greater employee stability and loyalty.

Events after the balance sheet date

The Group has no significant events after the reporting period and up to the date of this report.

Future Prospects and Strategies

Looking ahead, with macroeconomic environment remaining uncertain, it is expected that business environment will remain challenging. Even though Regina Miracle possesses strong innovative design manufacturing ("IDM") capabilities, and a production base in Vietnam that is steadily maturing, the management realizes that only by taking a prudent approach can the Group lay a solid foundation for achieving long-term steady business development.

僱員及薪酬政策

於2019年3月31日，本集團合共約有40,419名全職員工(2018年3月31日：36,993名)。本集團的員工成本(包括薪金、花紅、社會保險、公積金及股份獎勵計劃)總額為港幣2,420.7百萬元，佔本集團收入總額38.6%。

我們認為，本集團的成功在很大程度上有賴僱員提供一致、優質及可靠的服務。為吸引、挽留僱員以及提高僱員的知識、技能水平及質素，我們非常注重僱員培訓。我們定期為各營運職能提供實地培訓，包括新入職僱員的入門培訓、技術培訓、專業及管理培訓、團隊建立及溝通培訓。

我們與僱員訂立個別僱傭合約，涵蓋工資、僱員福利、工作地點的安全及衛生條件以及終止僱傭的理由等事宜。我們已設計一套評核制度以評估僱員的工作表現。此套制度作為我們決定僱員應否獲得加薪、花紅或晉升的依據。大部分技術人員均經內部培訓及晉升，從而帶來更高的僱員穩定性和忠誠度。

結算日後事項

於報告期後及直至本報告日期，本集團並無重大事項。

未來前景及策略

展望未來，宏觀經濟環境仍存在不確定因素，預期營商環境仍然充滿挑戰。縱使維珍妮擁有強大的創新設計製造(IDM)能力，並於越南坐擁逐漸成熟的生產基地，管理層明白到採取審慎方針，才能為業務長遠穩健發展打穩根基。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In respect of capacity planning, the Group's major target for the coming three years will be to deepen the optimization of its overall management by properly adjusting the resources allocation between Shenzhen and Vietnam, in order to concentrate on enhancing production and operating efficiency, and ultimately, strengthen its profitability. As the Group's five factories in Hải Phòng and a factory in Hung Yen will all be put into operation in the coming year, the management expects the operating and upcoming production facilities will be sufficient to stably drive its production capacity growth in the next two to three years. On this major premise, the Group does not foresee any additional capital to be invested in new facilities in 2019 and 2020, although it does have land reserves in the VSIP, Hải Phòng, which could cope with long-term development. The Group will continue to monitor market developments, and consider a number of factors, such as cost competitiveness, policy, technical requirements and the demand of brand partners when optimizing production capacities between its Vietnam and Shenzhen factories. The Group will also seek to right-scale the latter as appropriate.

In the year ahead, Regina Miracle's another principle objective will be to achieve a steady revenue growth and enhance the profitability, while at the same time raise the efficiency. To align with this objective, the Group will continue to observe the strategy of being selective about brand partners and product portfolios, and focus on its existing ones so as to maintain healthy orders.

It is worth noting that industry brand players are increasingly gravitating towards the "read and react" strategy and more stringent channel inventory management that require vendors to become more agile in order to timely and flexibly respond to the changes in the end market. In response, the Group has placed greater energies in the past two years, on top of constant efforts towards product innovation, in standardizing craftsmanship and automating production process. Consequently, the upcoming production equipment and technological developments will be led by automation concept, which will pave the way to greater production efficiency and agility. Externally, the Group will strengthen its supply chain management in order to create a healthy and competitive environment from which it can benefit.

The management will strive to execute the abovementioned strategies with a steady and prudent development approach to steer Regina Miracle towards a new milestone in business development, which will ultimately create value for our brand partners and shareholders.

於產能規劃方面，本集團於未來三年的主要目標為深度優化整體管理，適當調整深圳越南兩地資源分配，以集中提升生產及營運效率，最終提升盈利能力。本集團於過去幾年在越南佈局所建立的五間海防廠房及興安廠房將於來年全部落成，管理層預計現已運行及即將投產的生產設施將足以帶動產能未來兩、三年的穩健提升。在此大前提下，本集團暫無計劃於2019年及2020年投資額外生產設施，但我們於海防市VSIP內擁有土地儲備，可應付長遠發展。本集團將繼續留意市場發展，在優化越南及深圳廠房的產能時考慮各種因素，包括成本競爭力、政策、技術要求及品牌夥伴的要求，亦會適當調節後者的規模。

來年，維珍妮的另一主要目標是在達致收益穩步增長之餘加強盈利能力，同時提升效益。為配合此目標，本集團將延續慎選品牌夥伴及產品組合的策略，專注於現有組合，以維持健康的訂單。

值得一提的是，各大品牌愈趨向「解讀後反應」(read and react)的策略及更嚴格的渠道存貨管理，要求供應商對訂單更靈活，及時和彈性回應終端市場的轉變。為此，除了持續在產品創新上努力之外，本集團於過去兩年亦投放更多精力於工藝標準化以及生產流程自動化。未來的生產設備及技術開發將更著重以自動化概念為主導，為提升生產效率及靈活性鋪路。對外，本集團將加強供應鏈管理，以締造健康競爭的環境，藉此從中受惠。

管理層將致力執行以上策略，以穩健、審慎的發展方針，帶領維珍妮邁向業務發展的新里程碑，最終為品牌夥伴及股東創造價值。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

EXECUTIVE DIRECTORS

Mr. HUNG Yau Lit (洪游歷) (also known as YY Hung (洪游奕)), aged 56, is the founder of the Group and has been a Director of the Company since its incorporation on 21 September 2010. He is also the Chairman, the Chief Executive Officer, the chairman of the nomination committee and a member of the remuneration committee of the Company. He is primarily responsible for formulating the overall development strategies and business plans and overseeing the operation of the Group. With over 19 years of experience in the intimate wear manufacturing industry, Mr. Hung has been the key driver of our business strategies and achievements to date and continues to oversee the management of our operations and business. Mr. Hung is also a director of each of the BVI, PRC and Hong Kong subsidiaries of the Group.

Mr. Hung is currently the executive vice president of Shenzhen Underwear Association (深圳市內衣行業協會) since 2012, the president of Shenzhen Guangming New District Charity Association (深圳市光明新區慈善會) since January 2015 and council member of South China Athletic Association (南華體育會). Mr. Hung received the Young Industrialist Awards of Hong Kong 2007 from Federation of Hong Kong Industries.

Mr. Hung is the uncle of Ms. Sze Shui Ling, senior management and executive Director of the Company. Mr. Yiu Ka So, senior management of the Company, is a cousin of Mrs. Hung.

Mr. YIU Kar Chun Antony (姚嘉駿), aged 43, was appointed as an executive Director of the Company on 22 June 2015. Mr. Yiu joined the Group as a financial controller on 17 June 2002 and was promoted to the Chief Financial Officer of the Group in 2005. Mr. Yiu is primarily responsible for overseeing the overall financial management, internal control, legal and compliance matters of the Group. He also serves as a director in a number of the Company's subsidiaries. Mr. Yiu has over 20 years of experience in financial management. Prior to joining the Group, Mr. Yiu worked at PricewaterhouseCoopers Hong Kong in the tax department from August 1998 to June 2002 and held the position of senior consultant from July 2000 to June 2002. Mr. Yiu graduated from the Hong Kong Polytechnic University with a first class honors degree of bachelor of arts in accountancy in November 1998. He is a fellow of Association of Chartered Certified Accountants, a fellow of Hong Kong Institute of Certified Public Accountants and a fellow of the Hong Kong Institute of Directors. Mr. Yiu is a cousin of Mr. Yiu Ka So, senior management of the Company.

執行董事

洪游歷(又名洪游奕)先生，56歲，為本集團創始人，自本公司於2010年9月21日註冊成立起擔任本公司董事。彼亦為本公司主席、首席執行官、提名委員會主席兼薪酬委員會成員。彼主要負責制定整體發展策略及業務計劃以及監察本集團營運。洪先生於貼身內衣製造業擁有超過19年經驗，至今仍為推動我們的業務策略及成就的關鍵成員，並持續監察運作及業務管理。洪先生亦為本集團於英屬處女群島、中國及香港各附屬公司的董事。

洪先生自2012年起擔任深圳市內衣行業協會常務副會長，自2015年1月起擔任深圳市光明新區慈善會會長兼南華體育會董事。洪先生獲香港工業總會頒發2007年香港青年工業家獎。

洪先生為本公司高級管理層兼執行董事施穗玲女士的舅父。本公司高級管理層姚加甦先生為洪太太的表弟。

姚嘉駿先生，43歲，於2015年6月22日獲委任為本公司執行董事。姚先生於2002年6月17日加入本集團擔任財務總監，並於2005年晉升為本集團首席財務官。姚先生主要負責監察本集團的整體財務管理、內部監控、法律及合規事宜。彼亦於本公司多間附屬公司擔任董事職務。姚先生擁有超過20年財務管理經驗。於加入本集團前，彼自1998年8月至2002年6月期間在香港羅兵咸永道會計師事務所稅務部工作，並於2000年7月至2002年6月期間擔任高級顧問。姚先生於1998年11月畢業於香港理工大學，取得甲級榮譽會計學學士學位。彼為英國特許公認會計師公會資深會計師、香港會計師公會資深會計師及香港董事學會資深會員。姚先生為本公司高級管理層姚加甦先生的堂弟。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Mr. LIU Zhenqiang (劉震強), aged 44, was appointed as an executive Director of the Company on 22 June 2015 and has been the chief research and development and design officer of Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd (“**RMIA Shenzhen**”) since April 2008. He is primarily responsible for product design, research and development management of the Group. He also serves as a director in a number of the Company’s subsidiaries. Mr. Liu joined the previous bra processing facilities in February 1999 and held the positions as manager of the research and development department from February 1999 to September 2003 and chief research and development and design officer from September 2003 to April 2008. From August 1998 to February 1999, Mr. Liu served as a supervisor of quality assurance department at Shun Cheong Factory for shoulder pads manufacturing. He has over 19 years of experience in intimate wear design and research and development management and contributed in a number of utility model patents and invention patents on intimate wear design. Mr. Liu graduated from Wuxi College of Light Industry (無錫輕工大學) (later renamed as Jiangnan University (江南大學)) majoring in textile design in June 1998 and a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2013.

Mr. CHEN Zhiping (陳志平), aged 42, was appointed as an executive Director of the Company and the Chief Operating Officer of the Group on 22 June 2015 and 30 November 2015 respectively, and has been the general manager of RMIA Shenzhen since April 2008. He is primarily responsible for production management of the Group. He is also a director of both RMIA Shenzhen and Regina Miracle (Shenzhen) Co. Ltd (“**RM Shenzhen**”). Mr. Chen joined the previous bra processing facilities in October 2000 and held the following positions: production supervisor from October 2000 to June 2001, production manager from June 2001 to September 2003, senior production manager from September 2003 to June 2006 and general manager from June 2006 to April 2008. He has over 17 years of experience in intimate wear manufacture management. Mr. Chen obtained a bachelor degree in shipbuilding engineering from East China Shipbuilding Institute (華東船舶工業學院) (later renamed as Jiangsu University of Science and Technology (江蘇科技大學)) in July 1999 and a degree of executive master of business administration from Cheung Kong Graduate School of Business (長江商學院) in September 2013.

劉震強先生，44歲，於2015年6月22日獲委任為本公司執行董事，並自2008年4月起擔任麗晶維珍妮內衣(深圳)有限公司(「**RMIA Shenzhen**」)研發及設計總監。彼主要負責本集團產品設計及研發管理。彼亦於本公司多間附屬公司擔任董事職務。劉先生於1999年2月加入前胸圍加工廠，並自1999年2月至2003年9月期間擔任研發部經理，自2003年9月至2008年4月期間擔任研發及設計總監。自1998年8月至1999年2月期間，劉先生於製造墊肩的信昌廠擔任品質保證部主管。彼在貼身內衣設計及研發管理方面擁有超過19年經驗，為若干實用新型專利及貼身內衣設計發明專利作出貢獻。劉先生於1998年6月畢業於無錫輕工大學(後改名為江南大學)，主修紡織品設計專業，並於2013年9月獲長江商學院頒發行政人員工商管理碩士學位。

陳志平先生，42歲，分別於2015年6月22日及2015年11月30日獲委任為本公司執行董事及首席營運官，並自2008年4月起擔任RMIA Shenzhen總經理。彼主要負責本集團生產管理。彼亦為RMIA Shenzhen及維珍妮內衣(深圳)有限公司(「**RM Shenzhen**」)董事。陳先生於2000年10月加入前胸圍加工廠並擔任以下職位：於2000年10月至2001年6月期間擔任生產主管、於2001年6月至2003年9月期間擔任生產經理、於2003年9月至2006年6月期間擔任高級生產經理及於2006年6月至2008年4月期間擔任總經理。彼在貼身內衣製造管理方面擁有超過17年經驗。陳先生於1999年7月於華東船舶工業學院(後改名為江蘇科技大學)取得船舶工程學士學位，並於2013年9月獲長江商學院頒發行政人員工商管理碩士學位。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

Ms. SZE Shui Ling (施穗玲), aged 47, was appointed as an executive Director of the Company on 22 June 2015. She has been the sales and marketing director of Regina Miracle International Limited since 24 June 1999 and Regina Miracle International (Group) Limited since 18 September 2006. She is responsible for the sales and marketing affairs of the Group. Ms. Sze has over 20 years of experience in the sales and marketing of intimate wear. She is also a director of a number of the Company's subsidiaries. Ms. Sze holds a certificate in tourism management program in Camosun College in Canada in December 1996. Ms. Sze is the niece of Mr. Hung.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. OR Ching Fai (柯清輝), aged 69, was appointed as an independent non-executive Director of the Company on 11 September 2015 and is the chairman of the audit committee. Dr. Or is primarily responsible for providing strategic advice and guidance on the business development of the Group.

Dr. Or received a bachelor of social sciences degree in economics and psychology from the University of Hong Kong in July 1972 before joining The Hongkong and Shanghai Banking Corporation Limited as a management trainee. Dr. Or worked in a variety of positions in personnel, securities, retail and corporate banking divisions. Dr. Or was appointed as general manager and group general manager in 2000 and became an executive director in 2005. Dr. Or was then appointed as vice-chairman and chief executive of Hang Seng Bank Limited (恒生銀行有限公司), a banking company listed on The Stock Exchange of Hong Kong Limited ("**Hong Kong Stock Exchange**"), in 2005 and retired in May 2009.

Dr. Or holds the following positions in companies listed on the Hong Kong Stock Exchange.

施穗玲女士，47歲，於2015年6月22日獲委任為本公司執行董事，自1999年6月24日起擔任維珍妮國際有限公司的銷售及市場總監，並自2006年9月18日同時擔任維珍妮國際(集團)有限公司的銷售及市場總監。彼負責本集團的銷售及市場推廣事務。施女士於貼身內衣銷售及市場推廣累積超過20年經驗。彼亦為本公司多間附屬公司董事。施女士於1996年12月獲加拿大卡莫森學院頒發旅遊管理課程證書。施女士為洪先生的外甥女。

獨立非執行董事

柯清輝博士，69歲，於2015年9月11日獲委任為本公司獨立非執行董事，並擔任審核委員會主席。柯博士主要負責就本集團的業務發展提供策略性意見及指導。

柯博士於1972年7月自香港大學取得社會科學學士(經濟學與心理學)學位，其後加入香港上海滙豐銀行有限公司任管理見習生。柯博士於人事、證券、零售及企業銀行部門擔任不同職位。柯博士於2000年獲委任為總經理及集團總經理，並於2005年出任執行董事。柯博士隨後於2005年獲委任為恒生銀行有限公司(一間於香港聯合交易所有限公司(「**香港聯交所**」)上市的銀行公司)副主席兼行政總裁，並於2009年5月退休。

柯博士於香港聯交所上市的公司擔任下列職位。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Company and its Principal Business 公司及其主要業務	Stock Exchange 證券交易所	Position 職位
Television Broadcasts Limited (電視廣播有限公司), a television broadcast company 電視廣播有限公司，為一間電視廣播公司	Hong Kong Stock Exchange 香港聯交所	Independent non- executive director 獨立非執行董事
Chow Tai Fook Jewellery Group Limited (周大福珠寶集團有限公司), a jewellery company 周大福珠寶集團有限公司，為一間珠寶公司	Hong Kong Stock Exchange 香港聯交所	Independent non- executive director 獨立非執行董事
China Strategic Holdings Limited (中策集團有限公司), an investment and metal trading company 中策集團有限公司，為一間投資及金屬買賣公司	Hong Kong Stock Exchange 香港聯交所	Chairman and non- executive director 主席兼非執行董事
Esprit Holdings Limited (思捷環球控股有限公司), a fashion and living products company 思捷環球控股有限公司，為一間時尚生活用品公司	Hong Kong Stock Exchange 香港聯交所	Executive chairman and executive director 執行主席兼執行董事

Dr. Or has been appointed as independent non-executive director of Industrial and Commercial Bank of China (Asia) Limited in December 2018. He ceased to act as independent non-executive director of Industrial and Commercial Bank of China Limited on 31 October 2018. He was the vice-chairman and independent non-executive director of G-Resources Group Limited until his retirement on 30 June 2017. He was also an independent non-executive director of Hutchison Whampoa Limited (和記黃埔有限公司) and Cathay Pacific Airways Limited (國泰航空有限公司), from February 2000 to May 2009 respectively. All these companies are listed on The Hong Kong Stock Exchange. Dr. Or was the deputy chairman and non-executive director of Aquis Entertainment Limited, a company listed on the Australian Securities Exchange, until his retirement on 31 December 2017.

柯博士於2018年12月獲委任為中國工商銀行(亞洲)有限公司的獨立非執行董事。彼自2018年10月31日起不再擔任中國工商銀行股份有限公司的獨立非執行董事。彼曾擔任國際資源集團有限公司的副主席兼獨立非執行董事直至2017年6月30日退任。彼亦曾於2000年2月至2009年5月期間分別擔任和記黃埔有限公司及國泰航空有限公司的獨立非執行董事。該等公司均於香港聯交所上市。柯博士曾擔任Aquis Entertainment Limited(一間於澳洲證券交易所上市的娛樂公司)的副主席兼非執行董事直至2017年12月31日退任。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Dr. Or is a vice patron of the board of the Community Chest of Hong Kong. He was also the chairman of the Hong Kong Association of Banks in 2000 and 2003 and was vice chairman of the Hong Kong Association of Banks in 2001, 2002, 2004 and 2005. He was also the chairman of the Financial Services Advisory Committee and a member of the Services Promotion Programme Committee of the Hong Kong Trade Development Council. He was a member of the Risk Management Committee of the Hong Kong Exchanges and Clearing Limited, vice president and a council member of the Hong Kong Institute of Bankers, a member of the Aviation Development Advisory Committee, the chairman of Executive and Campaign Committee of the Community Chest of Hong Kong, the deputy council chairman of the Council of City University of Hong Kong, a council member of the University of Hong Kong, an adviser of the Employers' Federation of Hong Kong and a member of the Planning Committee of the 5th East Asian Games.

Dr. Or was awarded a Silver Bauhinia Star from the Hong Kong Special Administrative Region and Honorary University Fellow from the University of Hong Kong in 2009. He was conferred an Honorary Doctor of Social Science by the City University of Hong Kong and an Honorary Fellowship by Hang Seng Management College in November 2014 and May 2017 respectively. Dr. Or is a Justice of the Peace.

Mrs. TO WONG Wing Yue Annie (陶王永愉), aged 63, was appointed as an independent non-executive Director of the Company on 11 September 2015 and is primarily responsible for providing strategic advice and guidance on the business development of our Group. She is also a member of the audit committee, the nomination committee and the chairman of the remuneration committee of the Company. Mrs. To has extensive experience in the garments trading industry. Prior to joining the Group, Mrs. To was employed by Mast Industries (Far East) Limited, the sourcing arm of LBrands, as the president from January 2007 to May 2013 and the executive vice president from September 1996 to December 2006. From April 1995 to August 1996, she served as a director of Li & Fung (Trading) Ltd., a Hong Kong based global sourcing company. From January 1991 to February 1995, Mrs. To was the executive vice-president of Bonaventure Textiles Limited, a garment manufacturing company. From June 1979 to December 1990, Mrs. To held various positions from executive trainee to assistant managing director of Swire and MacLaine Limited, the trading division of John Swire & Sons Limited. Mrs. To obtained a bachelor degree of arts from the University of Hong Kong in November 1979.

柯博士現為香港公益金名譽副會長。此外，彼於2000年及2003年為香港銀行公會主席，於2001年、2002年、2004年及2005年為香港銀行公會副主席，亦為香港貿易發展局金融服務諮詢委員會主席和服務業拓展計劃委員會成員。柯博士曾為香港交易及結算有限公司風險管理委員會成員、香港銀行學會副會長及理事會成員、航空發展諮詢委員會成員、香港公益金執行及籌募委員會主席、香港城市大學校董會副主席、香港大學校務委員會成員、香港僱主聯合會諮詢顧問及第五屆東亞運動會籌備委員會成員。

柯博士於2009年獲香港特別行政區頒授銀紫荊星章及獲香港大學頒發榮譽院士。彼其後於2014年11月及2017年5月分別獲香港城市大學及恒生管理學院頒授榮譽社會科學博士學位及榮譽院士銜。柯博士現為太平紳士。

陶王永愉女士，63歲，於2015年9月11日獲委任為本公司獨立非執行董事，主要負責就本集團的業務發展提供策略性意見及指導。彼亦為本公司審核委員會及提名委員會成員兼薪酬委員會主席。陶女士於成衣貿易行業具豐富經驗。加入本集團前，陶女士分別於2007年1月至2013年5月期間及於1996年9月至2006年12月期間獲美國萬事達(遠東)有限公司(LBrands旗下採購部門)聘任為總裁及副行政總裁。由1995年4月至1996年8月期間，彼擔任利豐(貿易)有限公司(一間總部設於香港的全球性採購公司)董事。由1991年1月至1995年2月期間，陶女士為Bonaventure Textiles Limited(一間成衣製造公司)的副行政總裁。由1979年6月至1990年12月期間，陶女士於太古貿易有限公司(英國太古集團有限公司旗下貿易部門)擔任管理見習生至助理董事總經理等多個職位。陶女士於1979年11月取得香港大學文學士學位。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Ms. TAM Laiman (譚麗文), aged 65, was appointed as an independent non-executive Director of the Company on 11 September 2015 and is primarily responsible for providing strategic advice and guidance on the business development of our Group. She is also a member of the audit committee, the remuneration committee and the nomination committee of the Company. Ms. Tam has extensive management experience in the consumer products marketing, distribution and retailing industry. Ms. Tam retired from the office either as a manager or an executive director of the following six group companies in Swire Pacific Limited on 1 October 2018: SRM Holdings, Inc., a holding company of brands investment; United Sheen Limited, a holding company of brands investment; Columbia Sportswear Commercial (Shanghai) Co., Ltd. (哥倫比亞運動服裝商貿(上海)有限公司), a sales and distribution company of branded outdoor and sports clothing and footwear; SCCH Limited, a holding company of brands investment; Swire Brands Limited, a holding company of consumer brands investment, and Swire Industrial Limited, an investment holding company in cold storage, waste management, environmental services, painting and sugar businesses, and distribution and sales of motor vehicles in PRC and Hong Kong.

From January 1990 to July 2013, Ms. Tam served the positions as managing director, director and general manager of Swire Resources Limited, a marketing, distribution and retail company of branded clothing and footwear product, where she was primarily responsible for the company's overall development and operation. From October 1987 to December 1989, Ms. Tam was the general manager in charge of the overall operation of Reebok Hong Kong Ltd., a sports brand company of clothing and footwear. From December 1983 to May 1987, Ms. Tam worked at Plough Consumer Products (Asia) Ltd., a consumer products marketing and distribution company, as the regional marketing manager responsible for the Southeast Asia market. From May 1978 to November 1983, Ms. Tam worked at the group companies of Fung Ping Fan Group, a diversified company involving in consumer brands distribution and real estate businesses.

Ms. Tam obtained a bachelor degree in administration from University of Ottawa in May 1976. Ms. Tam has been an executive committee member of Benji's Centre (庭恩兒童中心) and the vice chairman of the supervisory board of Macao International Brand Enterprise Commercial Association (澳門國際品牌企業商會) since 2009.

譚麗文女士，65歲，於2015年9月11日獲委任為本公司獨立非執行董事，並主要負責就本集團的業務發展提供策略性意見及指導。彼亦為本公司審核委員會、薪酬委員會及提名委員會的成員。譚女士於消費產品市場推廣、分銷及零售行業內擁有廣泛管理經驗。譚女士於2018年10月1日退休，不再擔任下列太古股份有限公司的六間集團公司的經理或執行董事：SRM Holdings, Inc. (一間品牌投資控股公司)、United Sheen Limited (一間品牌投資控股公司)、哥倫比亞運動服裝商貿(上海)有限公司(一間品牌戶外及運動服裝及鞋類的銷售及分銷公司)、SCCH Limited (一間品牌投資控股公司)、太古品牌有限公司(一間消費品牌投資控股公司)及太古實業有限公司(一間投資控股公司，其投資業務包括冷藏倉庫、廢物管理、環境服務、漆油及糖業，並於中國內地及香港經銷及銷售汽車)。

由1990年1月至2013年7月期間，譚女士擔任太古資源有限公司(一間品牌服裝及鞋類產品的市場推廣、分銷及零售公司)的董事總經理、董事及總經理，主要負責公司的整體發展及營運工作。由1987年10月至1989年12月期間，譚女士為銳步香港有限公司(一間運動服裝及鞋類品牌公司)的總經理，負責整體營運。由1983年12月至1987年5月期間，譚女士於保雅消費品(亞洲)有限公司(一間消費產品市場推廣及分銷公司)擔任東南亞市場的區域營銷經理。由1978年5月至1983年11月期間，譚女士於Fung Ping Fan Group的集團公司(一間營運消費品牌分銷及房地產業務的多元化公司)工作。

譚女士於1976年5月取得渥太華大學行政管理學士學位。彼自2009年起為庭恩兒童中心的執行委員會成員及澳門國際品牌企業商會監事委員會副主席。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

SENIOR MANAGEMENT

Mr. HUANG Guoxian (黃國賢), aged 54, has been the general manager of technology development of RMIA Shenzhen since April 2008. He is responsible for technology, research and development and machinery improvement of the Group, and contributed in several utility model patents and invention patents on intimate wear design, including one-piece bra. Mr. Huang is also the vice chairman of RMIA Shenzhen and a Director of RM Shenzhen. He joined the previous bra processing facilities in February 1999 and held the positions as manager of the research and development department from February 1999 to March 2003 and chief technology officer from March 2003 to April 2008. From June 1988 to February 1999, Mr. Huang worked as supervisor of the research and development department at Shun Cheong Factory for shoulder pads manufacturing. Mr. Huang has over 19 years of experience in the intimate wear manufacturing industry. Mr. Huang obtained a high school diploma from Fuqing Jiangdou Huaqiao Middle School (福清江兜華僑中學) in July 1982.

Mr. YIU Ka So (姚加甦), aged 45, has been the general manager of operation of the Group since he joined the Group on 3 March 2004. He is primarily responsible for operations management of the Group. Mr. Yiu is also the vice chairman of RMIA Shenzhen, a director of RM Shenzhen, the legal representative and general director of Regina Miracle International (Vietnam) Co., Ltd and of Regina Miracle International Hung Yen Co., Ltd. Mr. Yiu has over 14 years of experience in enterprise and operations management. Mr. Yiu served at Panda Green Energy Group Limited (formerly known as Goldpoly New Energy Holdings Limited), a solar company listed on the Hong Kong Stock Exchange, as an executive director from October 2010 to December 2013. Mr. Yiu obtained a bachelor degree in engineering and a master degree of science in civil engineering, both from the University of Hong Kong, in December 1997 and November 2001, respectively. Mr. Yiu is a cousin of Mr. Yiu Kar Chun Antony and Mrs. Hung.

高級管理層

黃國賢先生，54歲，自2008年4月起擔任RMIA Shenzhen技術發展部總經理。彼負責本集團的技術、研究及開發以及機械改良，亦為若干實用新型專利及貼身內衣設計發明專利(包括一件式胸圍發明專利)作出貢獻。黃先生亦為RMIA Shenzhen的副董事長及RM Shenzhen的董事。彼於1999年2月加入前胸圍加工廠，曾擔任的職位包括由1999年2月至2003年3月期間擔任研發部經理及由2003年3月至2008年4月期間擔任技術總監。由1988年6月至1999年2月期間，黃先生於製造墊肩的信昌廠擔任研發部主管。黃先生於貼身內衣製造業累積超過19年經驗。黃先生於1982年7月取得福清江兜華僑中學高中文憑。

姚加甦先生，45歲，自2004年3月3日加入本集團起擔任本集團營運總經理。彼主要負責本集團的營運管理。姚先生亦擔任RMIA Shenzhen副董事長、RM Shenzhen董事、維珍妮國際(越南)有限公司及Regina Miracle International Hung Yen Co., Ltd法定代表兼總經理。姚先生於企業營運管理方面擁有超過14年經驗。姚先生由2010年10月至2013年12月期間於熊貓綠色能源集團有限公司(前稱為Goldpoly New Energy Holdings Limited，一間於香港聯交所上市的太陽能公司)擔任執行董事。姚先生分別由1997年12月及2001年11月期間獲得香港大學工程學士學位及土木工程理科碩士學位。姚先生為姚嘉駿先生的堂哥及洪太太的表弟。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY 董事、高級管理層及公司秘書的履歷

Ms. LEUNG, Mai Ling Connie (梁美玲), aged 53, has been the general manager of business division of the Group since she joined the Group on 3 September 2003. She is responsible for sales management of the Group. Ms. Leung has over 27 years of experience in the clothing industry, of which over 15 years in the intimate wear manufacturing industry. Prior to joining the Group, Ms. Leung worked at PLH Fashion Group, a trading company, as a divisional manager primarily responsible for merchandising and management from November 2002 to September 2003. From 1995 to 2002, Ms. Leung worked at Mast Industries (Far East) Limited, a garments and accessories trading company, as a merchandising manager and regional merchandising manager, where she was primarily responsible for the regional market management. From October 1993 to June 1995, she served as a sourcing manager in charge of material sourcing, purchasing and development in Lion-Redcliffe & Company Limited, an embroidery manufacturer. In addition, Ms. Leung served as an assistant merchandiser overseeing sample development, production and shipment in Texunion Garment Co., Ltd., a garment manufacturer, from July 1985 to June 1986.

Ms. Leung obtained a diploma in clothing in Hong Kong Vocational Training Council in July 1985, a national diploma in clothing in Hong Kong Business and Technical Education Council in March 1986, a diploma in clothing design and production management from the Clothing and Footwear Institute in 1993. Ms. Leung completed the modular post-graduate diplomas in textile and clothing and clothing studies in October 1995 and November 1996, respectively, and obtained a master of arts degree in clothing studies from the Hong Kong Polytechnic University in December 1999.

Mr. LIANG Changming (梁長明), aged 39, has been the sample development deputy general manager of shoe division of RMIA Shenzhen since February 2012. He is responsible for research and development of shoe products of the Group. He was also the senior manager of the research and development department of RMIA Shenzhen from April 2008 to February 2012. Mr. Liang joined the previous bra processing facilities in June 2003 and held the positions in the research and development department as supervisor from June 2003 to May 2006 and manager from May 2006 to April 2008. Mr. Liang has over 15 years of experience in intimate wear manufacturing industry, specializing in bra pads, bras and sports bras. Mr. Liang obtained a bachelor degree in textile examination and commerce from Donghua University (東華大學) in July 2003.

梁美玲女士，53歲，自2003年9月3日加入本集團起擔任本集團業務部總經理。彼負責本集團銷售管理。梁女士於服裝業累積超過27年經驗，當中超過15年從事貼身內衣製造業。加入本集團前，梁女士由2002年11月至2003年9月期間於貿易公司PLH Fashion Group擔任部門經理，主要負責採購管理。由1995年至2002年，梁女士於成衣及飾品貿易公司美國萬事達(遠東)有限公司擔任採購經理及區域採購經理，主要負責區域市場管理。彼由1993年10月至1995年6月期間於刺繡製造商Lion-Redcliffe & Company Limited擔任採購經理，負責材料採購、購買及開發。此外，梁女士由1985年7月至1986年6月期間於成衣製造商Texunion Garment有限公司擔任助理採購員，監督樣板開發、生產及貨運。

梁女士於1985年7月獲香港職業訓練局頒發服裝專業文憑，於1986年3月獲香港商業與技術教育委員會(Hong Kong Business and Technical Education Council)頒發服裝國家文憑，並於1993年獲製衣及鞋類學會頒發成衣設計及生產管理文憑。梁女士分別於1995年10月及1996年11月完成紡織與服裝及服裝研究深造文憑，並於1999年12月取得香港理工大學頒授的服裝研究文學碩士學位。

梁長明先生，39歲，自2012年2月起擔任RMIA Shenzhen運動鞋樣品研發部副總經理，彼負責本集團運動鞋產品的研發。彼亦由2008年4月至2012年2月期間為RMIA Shenzhen研發部的高級經理。梁先生於2003年6月加入前胸圍加工廠，並由2003年6月至2006年5月期間於研發部擔任主管及由2006年5月至2008年4月期間擔任經理。梁先生於貼身內衣(特別是胸杯、胸圍以及運動型胸圍)製造業累積超過15年經驗。梁先生於2003年7月獲東華大學頒發紡織品檢驗及貿易學士學位。

PROFILE OF DIRECTORS, SENIOR MANAGEMENT AND COMPANY SECRETARY

董事、高級管理層及公司秘書的履歷

Mr. ZHANG Wenbo (張文博), aged 39, has been the deputy general manager of the research and development department of RMIA Shenzhen since December 2017. He is responsible for coordinating and promoting intimate wear and product development of the Group. He was also the senior manager of the research and development department of RMIA Shenzhen from April 2008 to February 2012 and the sample development deputy general manager of the intimate wear division of RMIA Shenzhen from February 2012 to December 2016. He was the sample development deputy general manager of the sportswear division of RMIA Shenzhen from December 2016 to November 2017. Mr. Zhang joined the previous bra processing facilities in September 2002 and held the positions in the research and development department as supervisor from September 2002 to May 2004 and manager from May 2004 to April 2008. Mr. Zhang has over 15 years of experience in the research and development of intimate wear products. Mr. Zhang obtained a bachelor degree in thermal engineering from Jiamusi University (佳木斯大學) in June 2002.

COMPANY SECRETARY

Mr. LAW Kwan Chuen (羅鈞全), aged 40, joined the Group on 15 December 2011 as our group financial controller and was appointed as company secretary of the Company on 22 June 2015. He is primarily responsible for financial reporting, corporate finance and company secretarial matters of the Group. Mr. Law has approximately 18 years of experience in auditing, financial reporting and corporate finance. Prior to joining the Group, Mr. Law worked at PricewaterhouseCoopers from October 2004 to December 2011 with the last position as manager. From July 2001 to October 2004, he worked at Moore Stephens as an auditor. Mr. Law obtained a bachelor degree of business administration majoring in professional accountancy from The Chinese University of Hong Kong (香港中文大學) in November 2001. He has been an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom since February 2004 and the Hong Kong Institute of Chartered Secretaries since September 2004. Mr. Law has also been a Chartered Financial Analyst (“CFA”) charter holder of the CFA Institute since September 2006, a fellow member of ACCA since July 2009 and a fellow member of HKICPA since September 2014.

張文博先生，39歲，自2017年12月起擔任RMIA Shenzhen研發中心新開發部的副總經理，負責統籌和推動本集團內衣、產品研發。彼亦由2008年4月至2012年2月期間為RMIA Shenzhen研發部的高級經理，並由2012年2月至2016年12月期間為RMIA Shenzhen貼身內衣樣品研發部的副總經理，亦由2016年12月至2017年11月期間為運動服裝樣品研發部副總經理。張先生於2002年9月加入前胸圍加工廠，並由2002年9月至2004年5月期間於研發部擔任主管及由2004年5月至2008年4月期間擔任經理。張先生於貼身內衣產品研發擁有超過15年經驗。張先生於2002年6月獲佳木斯大學熱能工程學士學位。

公司秘書

羅鈞全先生，40歲，於2011年12月15日加入本集團，擔任本集團的財務總監，並於2015年6月22日獲委任為本公司的公司秘書。彼主要負責本集團的財務報告、企業融資及公司秘書事宜。羅先生在審計、財務報告以及企業融資方面累積約18年經驗。於加入本集團前，羅先生由2004年10月至2011年12月期間於羅兵咸永道會計師事務所任職，離職前職位為經理。由2001年7月至2004年10月期間，彼於馬施雲會計師事務所擔任核數師。羅先生於2001年11月取得香港中文大學的工商管理學士學位，主修專業會計。彼自2004年2月起成為英國特許秘書及行政人員公會的成員，以及自2004年9月起成為香港特許秘書公會的成員。羅先生自2006年9月起成為特許金融分析師協會(CFA Institute)的特許金融分析師(「CFA」)，由2009年7月開始為英國特許公認會計師公會的資深會員及由2014年9月開始為香港會計師公會的資深會員。

REPORTS OF THE DIRECTORS

董事會報告

The Board is pleased to present their report together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the “Group”) for the year ended 31 March 2019.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 10 to the consolidated financial statements.

An analysis of the Group’s performance for the year by operating segment is set out in note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2019 are set out in the consolidated financial statements on pages 140 to 141 of this annual report.

The Board has recommended to pay to the shareholders of the Company a final dividend of HK4.0 cents per share for the year ended 31 March 2019. Subject to the approval of the proposed final dividend by the shareholders of the Company at the forthcoming annual general meeting to be held on Monday, 26 August 2019, the final dividend is expected to be paid on or about Thursday, 12 September 2019.

CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO ATTEND AND VOTE AT ANNUAL GENERAL MEETING

For the purpose of determining the shareholders’ eligibility to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 20 August 2019 to Monday, 26 August 2019, both days inclusive. In order to qualify for attending and voting at the annual general meeting, shareholders should ensure that all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Monday, 19 August 2019. The annual general meeting of the Company will be held on Monday, 26 August 2019.

董事會欣然提呈本公司及其附屬公司(統稱「本集團」)截至2019年3月31日止年度的董事會報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股。其附屬公司的業務載列於綜合財務報表附註10。

按經營分部劃分的本集團年內表現分析載列於綜合財務報表附註5。

業績及分配

本集團截至2019年3月31日止年度的業績載於本年報綜合財務報表第140至141頁。

董事會建議就截至2019年3月31日止年度向本公司股東派付每股4.0港仙的末期股息。待本公司股東在即將於2019年8月26日(星期一)舉行的股東週年大會上批准建議末期股息後，預期末期股息將於2019年9月12日(星期四)或前後派付。

暫停辦理股東登記手續以享有出席股東週年大會並於會上投票的權利

為釐定股東出席股東週年大會並於會上投票的資格，本公司將由2019年8月20日(星期二)至2019年8月26日(星期一)(包括首尾兩天)期間暫停辦理股東登記手續。為符合資格出席股東週年大會並於會上投票，股東應確保所有填妥的過戶文件連同相關股票必須於香港時間2019年8月19日(星期一)下午4時30分前，送交本公司香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。本公司將於2019年8月26日(星期一)舉行股東週年大會。

CLOSURE OF REGISTER OF MEMBERS FOR ENTITLEMENT TO FINAL DIVIDEND

For the purpose of ascertaining shareholders' entitlement for the final dividend, the register of members of the Company will be closed from Friday, 30 August 2019 to Tuesday, 3 September 2019, both days inclusive. To qualify for the final dividend, shareholders should ensure that all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. (Hong Kong time) on Thursday, 29 August 2019.

BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group's future business development are set out in the Chairman's Statement as well as the Management Discussion and Analysis on pages 6 to 11 and pages 12 to 26 of this annual report respectively. Discussions on the Group's relationships with its key stakeholders are also set out in the Chairman's Statement on pages 6 to 11 of this annual report. An analysis of the Group's performance during the year using financial key performance indicators is set out in the Group's Financial Information Summary on page 232 of this annual report.

FINANCIAL SUMMARY

A summary of the published results and of the assets and liabilities of the Group for the last five years ended 31 March 2019 are set on page 232 of this annual report.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 21 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and note 22 to the consolidated financial statements.

暫停辦理股東登記手續以享有收取末期股息的權利

為確定股東享有收取末期股息的權利，本公司將由2019年8月30日(星期五)至2019年9月3日(星期二)(包括首尾兩天)期間暫停辦理股東登記手續。為符合資格收取末期股息，股東應確保所有填妥的過戶文件連同相關股票必須於香港時間2019年8月29日(星期四)下午4時30分前，送交本公司香港證券登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，以辦理登記手續。

業務回顧

本集團於年內的業務回顧及有關本集團未來業務發展的討論分別載於本年報第6至11頁及第12至26頁的主席報告以及管理層討論及分析。有關本集團與其重要利益相關者關係的討論亦載於本年報第6至11頁的主席報告。使用財務關鍵績效指標進行的本集團年內的表現分析載於本年報第232頁本集團的財務資料概要。

財務概要

本集團截至2019年3月31日止年度過去五年的已刊發業績以及資產及負債的摘要載於本年報第232頁。

股本

本公司股本變動詳情載於綜合財務報表附註21。

儲備

年內本集團與本公司的儲備變動詳情載於綜合權益變動表及綜合財務報表附註22。

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DISTRIBUTABLE RESERVES

As at 31 March 2019, the reserves of the Company available for distribution to the shareholders of the Company amounted to approximately HK\$1,755.8 million (2018: HK\$1,726.1 million).

DONATIONS

Charitable donations made by the Group during the year ended 31 March 2019 amounted to HK\$1.0 million (2018: HK\$1.1 million).

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the year ended 31 March 2019.

SHARE OPTION SCHEME

The shareholders of the Company approved and adopted a share option scheme on 11 September 2015 (the "**Share Option Scheme**") to enable the Company to grant options to eligible participants as incentives and rewards for their contribution to the Group. The Share Option Scheme took effect on 8 October 2015 (the listing date of the Company), and no option has been granted up to the date of this report.

可供分派儲備

於2019年3月31日，本公司可供分派予本公司股東的儲備約為港幣1,755.8百萬元(2018年：港幣1,726.1百萬元)。

捐款

本集團於截至2019年3月31日止年度作出的慈善捐款為港幣1.0百萬元(2018年：港幣1.1百萬元)。

優先購買權

本公司的組織章程細則或開曼群島法律並無有關優先購買權的條文，致使本公司須按比例向現有股東發售新股份。

購買、出售或贖回上市證券

截至2019年3月31日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

購股權計劃

於2015年9月11日，本公司股東批准及採納一項購股權計劃(「**購股權計劃**」)，使本公司可向合資格參與者授出購股權，作為彼等對本集團作出貢獻的激勵及獎勵。購股權計劃已於2015年10月8日(本公司的上市日期)生效，而截至本報告日期，概無授出任何購股權。

The following is a summary of the principal terms of the Share Option Scheme:

(a) Who may participate

Subject to the terms of Share Option Scheme, the Board (including any committee or delegate of the Board appointed by the Board to perform any of its functions pursuant to the rules of the Share Option Scheme) may, at its absolute discretion, offer to grant an option to subscribe for such number of shares of the Company (“**Shares**”) as the Board may determine to an employee (whether full time or parttime) or a director of a member of the Group (the “**Eligible Person**”).

(b) Maximum number of Shares in respect of which options maybe granted

The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any options granted under any other share option scheme must not in aggregate exceed 10% of the shares of the Company in issue as at the listing date of the Company unless the Company obtains a fresh approval.

(c) Maximum entitlement of each Eligible Person

Unless approved by the shareholders of the Company in the general meeting in the manner prescribed in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the maximum number of shares issued and to be issued upon exercise of the options granted and to be granted to each Eligible Person under the Share Option Scheme and any other share option scheme of the Company (including exercised, cancelled and outstanding options) in any 12-month period shall not at the time of grant exceed 1% of the shares in issue.

(d) Acceptance of an offer of options

An offer of options under the Share Option Scheme shall be open for acceptance for such period (not exceeding 30 days inclusive of, and from, the date of offer) as the Board may determine and notify to the Eligible Persons concerned provided that no such offer shall be open for acceptance after the expiry of the duration of the Share Option Scheme. An offer of options not accepted within this period shall lapse. An amount of HK\$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price.

購股權計劃的主要條款概要如下：

(a) 可參與人士

根據購股權計劃的條款，董事會（包括任何董事委員會或董事會根據購股權計劃規則委任履行其任何職責的代表）可全權酌情向本集團成員公司的僱員（不論全職或兼職）或本集團成員公司的董事（「**合資格人士**」）要約授出購股權，以認購經董事會可能釐定的有關本公司的股份（「**股份**」）數目。

(b) 可能授出購股權的最高股份數目

除非本公司取得新批准，否則行使購股權計劃項下所授出的所有購股權及任何其他購股權計劃項下所授出的任何購股權而可予發行的最高股份數目，不得超過本公司於其上市日期已發行股份總數的10%。

(c) 每名合資格人士可獲授權益上限

除非以香港聯合交易所有限公司證券上市規則（「**上市規則**」）所述方式獲本公司股東於股東大會批准，否則於任何12個月期間，行使根據購股權計劃及本公司任何其他購股權計劃向每名合資格人士授出或將予授出的購股權（包括已行使、已註銷及尚未行使的購股權）而發行及將予發行的最高股份數目，不得超過授出時已發行股份的1%。

(d) 接納購股權要約

購股權計劃項下的購股權要約於董事會可能釐定的有關期間（由要約日期（包括該日）起計30日內）可供接納，並須通知有關合資格人士，惟購股權計劃期限屆滿後有關要約將不獲接納。該期間內不獲接納的購股權要約將告失效。於接納所授出的每份購股權時須付港幣1.00元，而該款項將不予退還，且不應被視為行使價的部分款項。

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(e) Exercise Price

The exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the higher of: (i) the closing price of the Shares on the Hong Kong Stock Exchange as stated in the Hong Kong Stock Exchange's daily quotation sheets on the date of offer of the option; (ii) the average closing price of the Shares as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer of the option; and (iii) the nominal value of the Shares.

(f) Time for Exercise of options

An option may be exercised at any time during the period which is notified by the Board at the offer date when making an offer to an Eligible Person but such period not to exceed the period of 10 years from the offer date of such option.

(g) Duration of Share Option Scheme

The Share Option Scheme shall be valid and effective for a period of ten years commencing on the listing date of the Company, after which period no further options will be granted but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto which are at that time or become thereafter capable of exercise under the rules of the Share Option Scheme, or otherwise to the extent as may be required in accordance with the provisions of the Share Option Scheme.

(e) 行使價

行使價須為董事會釐定的價格，並須通知購股權持有人及不得低於以下最高者：(i) 股份於購股權要約日期在香港聯交所每日報價表所報的收市價；(ii) 股份於緊接購股權要約日期前五個交易日在香港聯交所每日報價表所報的平均收市價；及(iii) 股份面值。

(f) 行使購股權的期限

購股權可於董事會向合資格人士提出要約當天所通知的有關期間內隨時行使，惟該期間不得超過有關購股權要約日期起計10年。

(g) 購股權計劃的期限

購股權計劃應由本公司上市日期起十年期間內有效及生效，該期間後不得再授出購股權，但購股權計劃的條文仍具十足效力及效用，以致先前授出任何於當時或可於其後根據購股權計劃規則行使的購股權得以行使，或於其他方面以致根據購股權計劃的條文規定者有效。

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 March 2019 are set out in note 10 to the consolidated financial statements.

附屬公司

本公司於2019年3月31日的主要附屬公司詳情載於綜合財務報表附註10。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 March 2019, sales to the Group's five largest customers accounted for approximately 61.7% of the Group's total sales for the year (of which sales to the Group's largest customer accounted for approximately 24.2%). Purchases from the Group's five largest suppliers accounted for approximately 46.6% of the Group's total purchases for the year (of which purchases attributable to the largest supplier accounted for approximately 22.7%).

None of the Directors or any of their respective associates or any shareholder which to the best knowledge of the Directors, who own more than 5% of the Company's issued share capital, had any interest in any of the Group's five largest customers or suppliers during the year ended 31 March 2019.

RETIREMENT BENEFIT SCHEMES

The Group participated in various retirement benefit schemes in accordance with the relevant rules and regulations in PRC and Hong Kong. Particulars of the retirement benefit schemes are set out in note 8 to the consolidated financial statements.

DIRECTORS

The Directors during the year ended 31 March 2019 and up to the date of this annual report are:

Executive Directors

Mr. HUNG Yau Lit (also known as YY Hung)
(Chairman and Chief Executive Officer)
Mr. YIU Kar Chun Antony (Chief Financial Officer)
Mr. LIU Zhenqiang
Mr. CHEN Zhiping (Chief Operating Officer)
Ms. SZE Shui Ling

Independent Non-executive Directors

Dr. OR Ching Fai
Mrs. TO WONG Wing Yue Annie
Ms. TAM Laiman

In the forthcoming annual general meeting of the Company, Mr. Yiu Kar Chun Antony, Mr. Liu Zhenqiang and Mr. Chen Zhiping will retire as Directors in accordance with Article 84 of the Articles of Association of the Company ("Articles of Association") and, being eligible, will offer themselves for re-election.

主要客戶及供應商

截至2019年3月31日止年度，向本集團五大客戶作出的銷售額佔本集團年內總銷售額約61.7%（其中對本集團最大客戶作出的銷售額約佔24.2%）。向本集團五大供應商作出的採購額佔本集團年內總採購額約46.6%（其中最大供應商應佔採購額約22.7%）。

就董事所深知，概無董事或任何彼等各自的聯繫人或任何股東（彼等擁有本公司已發行股本5%以上）於截至2019年3月31日止年度於本集團任何五大客戶或供應商中擁有任何權益。

退休福利計劃

本集團根據中國及香港相關規則及法規參與各項退休福利計劃。退休福利計劃的資料載於綜合財務報表附註8。

董事

截至2019年3月31日止年度及直至本年報日期止的董事為：

執行董事

洪游歷（又名洪游奕）先生
(主席兼首席執行官)
姚嘉駿先生(首席財務官)
劉震強先生
陳志平先生(首席營運官)
施穗玲女士

獨立非執行董事

柯清輝博士
陶王永愉女士
譚麗文女士

於本公司即將舉行的股東週年大會上，姚嘉駿先生、劉震強先生及陳志平先生將根據本公司組織章程細則（「組織章程細則」）第84條退任董事，並符合資格且願意膺選連任。

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DIRECTORS', SENIOR MANAGEMENT'S AND COMPANY SECRETARY'S PROFILE

Profile details of the Directors of the Company, the senior management and company secretary of the Group are set out on pages 27 to 35 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years commencing from 11 September 2015 and the service contracts have been renewed for a further term of three years commencing from 11 September 2018.

Each of the independent non-executive Directors has signed a letter of appointment with the Company for an initial term of three years commencing from 11 September 2015 and these letters of appointment have been renewed for a further term of three years commencing from 11 September 2018.

These service contracts and letters of appointment are subject to termination in accordance with their respective terms. The terms of service contracts and the letters of appointment may be renewed in accordance with the Articles of Association and the applicable rules of the Listing Rules.

Save as disclosed above, 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.

EMOLUMENT POLICY

The Group remunerates its employees, including the Directors, on the basis of their merit, qualifications and competence. Our employees are subject to regular job performance reviews which determine their promotion prospects and compensation. Subject to the Group's profitability, the Group may also provide discretionary bonuses to its employees as an incentive for their contribution to the Group.

The Company has adopted share option scheme as an incentive to the Directors and eligible employees.

董事、高級管理層及公司秘書的履歷

本公司董事、本集團高級管理層及公司秘書的履歷詳情載於本年報第27至35頁。

董事的服務合約

各執行董事已與本公司訂立服務合約，初步年期為自2015年9月11日起三年，而該等服務合約自2018年9月11日起續期三年。

各獨立非執行董事已與本公司簽署委任函，初步年期為自2015年9月11日起三年，而該等委任函自2018年9月11日起續期三年。

該等服務合約及委任函可根據各自條款予以終止。服務合約及委任函的年期可根據組織章程細則及上市規則的適用規則予以續期。

除上文所披露者外，擬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須佔補償(法定賠償除外)方可於一年內終止之服務合約。

薪酬政策

本集團根據僱員(包括董事)的優點、資歷及能力為基準向彼等發放酬金。我們的僱員須定期接受工作表現評估，以釐定彼等的晉升前景及薪金。視乎本集團的盈利能力，本集團亦可能給予僱員酌情花紅，作為彼等對本集團所作貢獻的獎勵。

本公司已採納購股權計劃，作為對董事及合資格僱員的獎勵。

DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”), pursuant to which the Company may distribute dividends to its shareholders by way of cash or by other means that the Company considers appropriate. The recommendation of the payment of any dividend is subject to the absolute discretion of the Board, and any declaration of final dividend will be subject to the approval of the shareholders.

The Board will review the Dividend Policy from time to time in light of the following factors in determining whether dividends are to be declared and paid:

- Results of operations of the Company;
- Cash flows of the Company;
- Financial condition of the Company;
- Shareholders’ interests of the Company;
- General business conditions and strategies of the Company;
- Capital requirements of the Company;
- The payment by subsidiaries of the Company of cash dividends to the Company; and
- Other factors the Board may deem relevant.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of business of the Company were entered into or existed during the year ended 31 March 2019.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association, every Director shall be entitled to be indemnified out of assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto.

股息政策

本公司已採納股息政策(「**股息政策**」)，據此，本公司可以現金或本公司認為合適的其他方式向其股東派發股息。董事會可全權酌情決定派付任何股息的建議，而任何末期股息宣派均須經股東批准，方可作實。

董事會確定是否宣派及派付股息時將基於下列因素，不時審閱股息政策：

- 本公司經營業績；
- 本公司現金流量；
- 本公司財務狀況；
- 本公司股東的權益；
- 本公司的整體營商環境及策略；
- 本公司的資本需求；
- 本公司附屬公司向本公司派付現金股息；及
- 董事會可能視作相關的其他因素。

管理合約

截至2019年3月31日止年度，並無訂立或存續有關本公司全部或任何重要部份業務管理及行政的合約。

獲准許彌償條文

根據組織章程細則，各董事就其於履行職務或其他相關情況下可能蒙受或招致的一切損失或債務，均有權獲本公司以其資產作出彌償。

REPORTS OF THE DIRECTORS

董事會報告

DIRECTORS' MATERIAL INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as the related party transactions as disclosed in note 30 to the consolidated financial statements, no Director and/or any of his/her connected entity had a material interest, whether directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisted at the end of the year or at anytime during the year.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

- (1) Le Ying Trading (Hong Kong) Limited (“**Le Ying**”, together with its subsidiaries collectively, the “**Le Ying Group**”) is a company wholly-owned by Mr. Hung Yau Lit (also known as YY Hung), a controlling shareholder and an executive Director of the Company, and is therefore a connected person of the Company under the Listing Rules.

The Company entered into a new agreement with Le Ying on 9 May 2018 to regulate the sales of intimate wear and sport wear products of the Company to Le Ying Group (the “**New Le Ying Sales Agreement**”) in place of the previous agreement entered on 11 September 2015. Pursuant to the New Le Ying Sales Agreement, price of the sales of intimate wear and sport wear products by the Company to Le Ying Group shall be determined on an arm's length basis with reference to (1) the cost of production and the expected gross profit margin, (2) the average selling price of the products of comparable nature and scale and accepted by an independent third party in the twelve-month period prior to the relevant transaction, (3) where there is no such average selling price available, any most recent available sale price of products of comparable nature and scale offered by the Group and accepted by an independent third party, the latest available market data, and (4) the prevailing market price for the sale of products of comparable nature and scale, which should be in any event no less favorable to the Group than is available to independent third parties.

董事於與本公司業務有重大關係的交易、安排及合約中的重大權益

除綜合財務報表附註30所披露的關連方交易外，概無董事及／或其任何關連實體(無論直接或間接)於對本集團業務而言屬重大，且本公司、其控股公司或其任何附屬公司或同系附屬公司為訂約方，並於年末或年內任何時間仍然生效的任何交易、安排或合約中擁有重大權益。

關連交易及持續關連交易

- (1) 樂盈貿易(香港)有限公司(「**樂盈**」，連同其附屬公司統稱「**樂盈集團**」)為一間由本公司控股股東兼執行董事洪游歷(又名洪游奕)先生全資擁有的公司，因此，根據上市規則為本公司的關連人士。

於2018年5月9日，本公司與樂盈訂立新協議以規範本公司向樂盈集團銷售貼身內衣及運動服裝產品(「**新樂盈銷售協議**」)，取代先於2015年9月11日訂立的協議。根據新樂盈銷售協議，本公司向樂盈集團提供的貼身內衣及運動服裝產品的售價乃根據公平原則並經參考下列各項後釐定：(1)生產成本及預期的毛利率，(2)性質及規模相若且於相關交易前十二個月期間已獲獨立第三方接納的產品的平均售價，(3)若無法獲得平均售價，則採用本集團所提供性質及規模相若且已獲獨立第三方接納的產品的任何最近期可用售價，以及最新獲得的市場數據，及(4)銷售性質及規模相若的產品的現行市價，有關價格在任何情況下不遜於本集團向獨立第三方提供的價格。

The New Le Ying Sales Agreement became effective on 9 May 2018 and is valid until either (i) the expiry of a term on 31 March 2021 or (ii) the date on which Le Ying ceases to be the connected person of the Company, whichever comes earlier. The parties to the New Le Ying Sales Agreement may negotiate to extend the agreement for a further term of three years within two months before the expiry of the three-year term of the agreement unless the agreement is terminated due to Le Ying ceasing to be the connected person of the Company.

During the year, the annual cap for revenue from sales to Le Ying for Fiscal 2019 was HK\$80.0 million, the actual transaction amount for Fiscal 2019 with Le Ying was HK\$26.5 million and the annual cap has been kept.

The transactions contemplated under the New Le Ying Sales Agreement also constitute related party transaction of the Company under HKFRS, details of which are set out in note 30 to the consolidated financial statements.

- (2) Red Star Shun Cheong Shoulder Pad Factory (Shenzhen) Limited (“**Shun Cheong**”) is indirectly wholly-owned by Mr. Hung Yau Lit (also known as YY Hung), a controlling shareholder and an executive Director of the Company, and is therefore a connected person of the Company under the Listing Rules.

On 24 March 2017, Shun Cheong entered into a property leasing agreement (the “**Property Leasing Agreement**”) with Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. (麗晶維珍妮內衣(深圳)有限公司) (“**RMIA Shenzhen**”), a company incorporated under the laws of the People’s Republic of China and an indirectly wholly-owned subsidiary of the Company, pursuant to which Shun Cheong agreed to lease RMIA Shenzhen the Building located at Redstar Community, Gongming Subdistrict Office of Shenzhen Guangming District, Shenzhen, People’s Republic of China (the “**Premises**”) for a term of three years. Pursuant to the Property Leasing Agreement, the rent was determined on an arm’s length basis with reference to (i) the market rent of the Premises according to a fair rent letter issued by an independent property valuer (the “**Valuer**”); and (ii) various conditions of the Premises, including but not limited to the location of the Premises as well as the management services associated with the Premises. The Valuer assessed the market rent of the Premises, based on the prevailing market conditions and the rental level of similar properties in the vicinity.

新樂盈銷售協議已於2018年5月9日生效，及一直有效至(i) 2021年3月31日屆滿或(ii)樂盈不再為本公司的關連人士當日為止(以較早者為準)。新樂盈銷售協議訂約方可於協議三年年期屆滿前兩個月內進行磋商以將協議年期進一步延長三年，惟協議因樂盈不再為本公司的關連人士而終止則除外。

年內，就2019財年向樂盈作出銷售的收入年度上限為港幣80.0百萬元，2019財年與樂盈的實際交易金額為港幣26.5百萬元，已遵守年度上限。

新樂盈銷售協議項下擬進行的交易根據香港財務報告準則亦構成本公司的關連方交易，有關詳情載列於綜合財務報表附註30。

- (2) 紅星信昌膊棉廠(深圳)有限公司(「**信昌**」)為一間由本公司控股股東兼執行董事洪游歷(又名洪游奕)先生間接全資擁有的公司，因此，根據上市規則為本公司的關連人士。

於2017年3月24日，信昌與麗晶維珍妮內衣(深圳)有限公司(「**RMIA Shenzhen**」)(為一間根據中華人民共和國法律註冊成立的公司及為本公司的間接全資附屬公司)訂立物業租賃協議(「**物業租賃協議**」)，據此信昌同意向RMIA Shenzhen出租位於中華人民共和國深圳市光明新區公明辦事處紅星社區的樓宇(「**物業**」)，為期三年。根據物業租賃協議，租金乃經參考(i)根據獨立物業估值師(「**估值師**」)發出的公平租金函件釐定的物業市場租金；及(ii)物業的各項狀況(包括但不限於物業的位置及有關物業的管理服務)後公平磋商釐定。估值師根據現行市場狀況及鄰近類似物業的租金水平評估物業的市場租金。

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The Property Leasing Agreement became effective on 1 April 2017 and is valid until either (i) the expiry of a period of three years or (ii) RMIA Shenzhen may terminate the agreement before the expiry of its term by giving a six months' notice to Shun Cheong. RMIA Shenzhen may by giving Shun Cheong a three months' notice before the expiry of the agreement, request for the renewal of the lease.

The maximum annual aggregate amounts payable by RMIA Shenzhen to Shun Cheong under the Property Leasing Agreement for each of the years ending 31 March 2020 is RMB15.1 million (equivalent to approximately HK\$17.8 million).

The transactions contemplated under the Property Leasing Agreement also constitute related party transaction of the Company under HKFRS, details of which are set out in note 30 to the consolidated financial statements.

Annual Review of the Continuing Connected Transactions

The independent non-executive Directors have reviewed the above continuing connected transactions and confirmed that the transactions have been entered into:

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

Pursuant to Rule 14A.56 of the Listing Rules, the Company's auditor was engaged to perform certain procedures in respect of the continuing connected transactions set out above in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing its findings and conclusions in respect of the continuing connected transactions.

物業租賃協議已於2017年4月1日生效，及一直有效至(i)為期三年屆滿或(ii) RMIA Shenzhen可於協議期限屆滿前透過向信昌發出六個月通知終止協議。RMIA Shenzhen可於協議屆滿前透過向信昌發出三個月通知，要求續租。

截至2020年3月31日止各年度，RMIA Shenzhen根據物業租賃協議應付予信昌的最高年度總額為人民幣15.1百萬元(相當於約港幣17.8百萬元)。

物業租賃協議項下擬進行的交易根據香港財務報告準則亦構成本公司的關連方交易，有關詳情載列於綜合財務報表附註30。

持續關連交易的年度審閱

獨立非執行董事已審閱上述持續關連交易並確認該等交易：

- (a) 於本集團的日常一般業務過程中訂立；
- (b) 按一般或更好的商業條款訂立；及
- (c) 根據監管該等交易的協議，按公平合理及符合股東整體利益的條款訂立。

根據上市規則第14A.56條，本公司核數師已獲委聘，以根據香港核證委聘準則第3000號「審核或審閱過去財務資料以外的核證委聘」，並參照香港會計師公會頒佈的實務說明第740號「關於上市規則所述持續關連交易的核數師函件」就上文所載持續關連交易執行若干程序。核數師已就持續關連交易的審查結果及結論發出載有無保留意見的函件。

RELATED PARTY TRANSACTIONS

Details of the material related party transactions undertaken by the Group in its normal course of business are set out in note 30 to the consolidated financial statements. Those related party transactions/continuing connected transactions under the Listing Rules, which are set out in the paragraph headed “Connected Transactions and Continuing Connected Transactions” on pages 223 to 225, have complied with Chapter 14A of the Listing Rules.

DIRECTORS’ INTERESTS IN COMPETING BUSINESS

As at 31 March 2019, none of the Directors is interested in any business, apart from the Group’s businesses, which competes or is likely to compete, either directly or indirectly, with the businesses of the Group.

RIGHTS TO ACQUIRE THE COMPANY’S SECURITIES AND EQUITY-LINKED AGREEMENTS

Save as disclosed under the section headed “Share Option Scheme” above, at no time during the year was the Company, or any of its holding companies or subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined under the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the Securities and Futures Ordinance (“SFO”) or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, nor did the Company enter into any equity-linked agreement.

關連方交易

本集團於日常業務過程中進行的重大關連方交易的詳情載於綜合財務報表附註30。根據上市規則構成的該等關連方交易／持續關連交易(載於第223至225頁的「關連交易及持續關連交易」一段)已遵守上市規則第14A章的規定。

董事於競爭業務中的權益

於2019年3月31日，概無董事於任何直接或間接與本集團業務構成競爭或可能構成競爭的業務(本集團業務除外)中擁有權益。

收購本公司證券的權利及股票掛鈎協議

除上文「購股權計劃」一節所披露者外，於年內的任何時間，本公司或其任何控股公司或附屬公司或其任何同系附屬公司概無訂立任何安排，以使董事或本公司最高行政人員或彼等各自的聯繫人(定義見上市規則)擁有任何可認購本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」))證券的權利或以收購本公司或任何其他法人團體的股份或債權證的方式而獲得利益的權利，本公司亦無訂立任何股票掛鈎協議。

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DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2019, the Directors and the chief executives of the Company had the following interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules were as follows:

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉

於2019年3月31日，董事及本公司最高行政人員於本公司及其相聯法團(定義見證券及期貨條例第XV部)擁有根據證券及期貨條例第352條記錄於本公司須予存置的登記冊內；或根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則須另行知會本公司及香港聯交所的股份、相關股份及債權證中的權益及淡倉，詳情如下：

Name of Director	Nature of Interest	Number of Shares	Approximate percentage of shareholding in the Company (%)
董事姓名	權益性質	股份數目	佔本公司股權概約百分比(百分比)
Hung Yau Lit (also known as YY Hung) 洪游歷 (又名洪游奕)	Beneficial owner; Interest in controlled corporation 實益擁有人； 受控制法團權益	891,000,000 (long position) (好倉) (Note) (附註)	72.78%
Liu Zhenqiang 劉震強	Beneficial owner 實益擁有人	200,000 (Long position) (好倉)	0.01%
Yiu Kar Chun Antony 姚嘉駿	Beneficial owner 實益擁有人	192,000 (Long position) (好倉)	0.01%

Note: Amongst these 891,000,000 shares, 708,000,000 shares are beneficially owned by Regent Marvel Investment Holdings Limited which is wholly owned by Mr. Hung Yau Lit (also known as YY Hung). By virtue of the SFO, Mr. Hung is deemed to be interested in the shares held by Regent Marvel Investment Holdings Limited. Mr. Hung is also the beneficial owner of 183,000,000 shares.

附註：在該891,000,000股股份中，708,000,000股股份由Regent Marvel Investment Holdings Limited(由洪游歷(又名洪游奕)先生全資擁有)實益擁有。根據證券及期貨條例，洪先生被視為於Regent Marvel Investment Holdings Limited所持有的股份中擁有權益。洪先生亦為183,000,000股股份的實益擁有人。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

主要股東於本公司的股份及相關股份中的權益及淡倉

As at 31 March 2019, according to the register required to be kept by the Company under section 336 of the SFO and so far as is known to the Directors, the following persons or corporations (other than the Directors or the chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO:

於2019年3月31日，根據證券及期貨條例第336條本公司須予存置的登記冊，及至今為止就董事所知，下列人士或法團（本公司董事或最高行政人員除外）於本公司的股份或相關股份中擁有權益或淡倉而須根據證券及期貨條例第XV部第2及3分部作出披露：

Name of Shareholder 股東姓名／名稱	Nature of Interest 權益性質	Number of Shares 股份數目	Approximate percentage of shareholding in the Company (%) 佔本公司股權概約百分比 (百分比)
Regent Marvel Investment Holdings Limited	Beneficial owner 實益擁有人	708,000,000 (L) (Note 1) (附註1)	57.83%
Choy King Ngor 蔡琮娥	Interest of spouse 配偶權益	891,000,000 (L) (Note 2) (附註2)	72.78%
Hui Ching Lau 許清流	Interest in controlled corporation 受控制法團權益	78,696,000(L) (Note 3) (附註3)	6.43%
King Terrace Limited	Beneficial Owner 實益擁有人	78,696,000(L) (Note 3) (附註3)	6.43%
Yiheng Capital, LLC	Beneficial Owner 實益擁有人	99,056,280(L)	8.10%

L – Long Position
L – 好倉
S – Short Position
S – 淡倉

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Notes:

1. Regent Marvel Investment Holdings Limited is beneficially and wholly owned by Mr. Hung Yau Lit (also known as YY Hung). By virtue of the SFO, Mr. Hung is deemed to be interested in the shares held by Regent Marvel Investment Holdings Limited.
2. Ms. Choy King Ngor is the wife of Mr. Hung Yau Lit (also known as YY Hung) and is deemed to be interested in the shares which are interested by Mr. Hung under Part XV of the SFO.
3. King Terrace Limited is beneficially and wholly owned by Mr. Hui Ching Lau. By virtue of the SFO, Mr. Hui is deemed to be interested in the shares held by King Terrace Limited.

Save as disclosed above, as at 31 March 2019, the Directors were not aware that there is any other party (not being a Director or chief executive of the Company) who, as at the date of this annual report, had an interest or short positions in the shares and underlying shares of the Company, which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there has been sufficient public float of more than 25% of the Company's issued shares up to the date of this report as required under the Listing Rules.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the "Corporate Governance Report" section on pages 52 to 68 of this annual report.

附註：

1. Regent Marvel Investment Holdings Limited 由洪游歷(又名洪游奕)先生實益及全資擁有。根據證券及期貨條例，洪先生被視為於Regent Marvel Investment Holdings Limited所持有的股份中擁有權益。
2. 蔡琮娥女士為洪游歷(又名洪游奕)先生的妻子，根據證券及期貨條例第XV部，彼被視為於洪先生擁有權益的股份中擁有權益。
3. King Terrace Limited由許清流先生實益及全資擁有。根據證券及期貨條例，許先生被視為於King Terrace Limited所持有的股份中擁有權益。

除上文所披露者外，於2019年3月31日，董事並不知悉有任何其他人士(並非本公司董事或最高行政人員)於本年報日期於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露的權益或淡倉，或根據證券及期貨條例第336條規定本公司須予存置的登記冊所記錄的權益或淡倉。

公眾持股量充足

根據本公司可獲取的公開資料及就董事所知，直至本報告日期止，本公司已發行股份中超過25%由公眾持有，符合上市規則的規定。

企業管治

本公司採納的主要企業管治常規載於本年報的第52至68頁的「企業管治報告」一節。

SUBSEQUENT EVENTS AFTER BALANCE SHEET DATE

Save as disclosed in this annual report, there were no other significant events affecting the Company nor any of its subsidiaries after the balance sheet as at 31 March 2019 requiring disclosure in this annual report.

AUDITOR

The consolidated financial statements for the year ended 31 March 2019 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution for re-appointment of PricewaterhouseCoopers as the independent auditor of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board
Hung Yau Lit (also known as YY Hung)
Chairman and Chief Executive Officer

Hong Kong, 25 June 2019

結算日後其後事項

除本年報所披露者外，於2019年3月31日結算後，概無發生任何影響本公司或其任何附屬公司而須於本年報披露的其他重大事項。

核數師

截至2019年3月31日止年度的綜合財務報表經羅兵咸永道會計師事務所審核，其將於本公司即將舉行的股東週年大會上退任，並符合資格且願意接受續聘。有關續聘羅兵咸永道會計師事務所為本公司獨立核數師的決議案將於即將舉行的股東週年大會上提呈。

代表董事會
主席兼首席執行官
洪游歷(又名洪游奕)

香港，2019年6月25日

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board is pleased to present this corporate governance report (the “**Corporate Governance Report**”) in the Group’s annual report for the year ended 31 March 2019.

COMMITMENT TO CORPORATE GOVERNANCE

The Board and the management of the Group are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders’ value. The corporate governance principles of the Company emphasize a quality Board, sound internal controls, and transparency and accountability to all shareholders.

Corporate Governance Practices

The Board has reviewed the Company’s corporate governance practices and is satisfied that save as disclosed below, the Company has complied with all code provisions and, where applicable, the recommended best practices of the Corporate Governance Code and Corporate Governance Report (“**CG Code**”) contained in Appendix 14 of the Listing Rules for the year ended 31 March 2019.

According to code provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company has appointed Mr. Hung Yau Lit (also known as YY Hung) as both the Chairman and the Chief Executive Officer of the Company. The Board believes that vesting the roles of the Chairman and Chief Executive Officer in the same individual would enable the Company to achieve higher responsiveness, efficiency and effectiveness when formulating business strategies and executing business plans. The Board believes that the balance of power and authority is sufficiently maintained by the operation of the senior management and the Board, which comprises experienced and high-calibre individuals. The Board currently comprises five executive Directors (including Mr. Hung Yau Lit (also known as YY Hung)) and three independent non-executive Directors and therefore has a fairly strong independence element in its composition. The Board will nevertheless review the structure and composition of the Board from time to time in light of prevailing circumstances, in order to maintain a high standard of corporate governance practices of the Company.

董事會欣然於本集團截至2019年3月31日止年度的年報提呈本企業管治報告(「**企業管治報告**」)。

對企業管治的承擔

董事會及本集團管理層致力維持良好的企業管治常規及程序。本公司相信，良好的企業管治就有效管理、健康企業文化、成功業務發展及提升股東價值提供一個不可或缺的框架。本公司的企業管治原則著重高質素的董事會、健全的內部監控以及對全體股東具透明度及問責性。

企業管治常規

董事會已審閱本公司的企業管治常規，並信納除下文披露者外，本公司於截至2019年3月31日止年度已遵守上市規則附錄14所載所有守則條文以及(如適用)企業管治守則及企業管治報告(「**企業管治守則**」)的建議最佳常規。

根據守則條文A.2.1，主席及首席執行官的角色應有所區分，並不應由同一人兼任。本公司已委任洪游歷(又名洪游奕)先生為本公司主席兼首席執行官。董事會相信，主席及首席執行官的角色由同一人擔任將使本公司於制訂業務策略及執行業務計劃時更敏捷、有效率及更具效益。董事會相信，在由經驗豐富及優秀人才組成的高級管理層及董事會的管理下足以維持權力與權限平衡。董事會現時由五名執行董事(包括洪游歷(又名洪游奕)先生)及三名獨立非執行董事組成，因此其組成具有相當高的獨立性。然而，董事會仍將根據現況不時檢討董事會架構及組成，以保持本公司的高水平企業管治常規。

Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as its code of conduct regarding directors' securities transactions. Upon specific enquiries being made with all Directors, each of them confirmed that they have complied with the required standards set out in the Model Code for the year ended 31 March 2019.

THE BOARD

Roles and Responsibilities

The Board, led by the Chairman, Mr. Hung Yau Lit (also known as YY Hung), determines and monitors the overall strategy and policies, annual budgets and business plans, evaluates the performance of the Group, and supervises the management of the Company.

The Board is accountable to shareholders for the activities and performance of the Group and its primary functions cover, among other things, the formulation of overall strategy, the review of the corporate and financial policies, review and assessment of the Company's financial reporting, internal control and risk management systems and the oversight of the management of the Group's business and affairs. In addition, the Board has also established four Board committees, namely the audit committee, the nomination committee, the remuneration committee and the executive committee, and has delegated to these Board committees various responsibilities set out in their respective terms of reference.

Composition

The Board currently has eight Directors comprising five executive Directors and three independent non-executive Directors (the "INEDs"). The Directors for the year ended 31 March 2019 and up to the date of this report were:

Executive Directors

Mr. Hung Yau Lit (also known as YY Hung)
(Chairman and Chief Executive Officer)
Mr. Yiu Kar Chun Antony (Chief Financial Officer)
Mr. Liu Zhenqiang
Mr. Chen Zhiping (Chief Operating Officer)
Ms. Sze Shui Ling

Independent non-executive Directors

Dr. Or Ching Fai
Mrs. To Wong Wing Yue Annie
Ms. Tam Laiman

董事進行證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)，作為其有關董事進行證券交易的操守準則。經向全體董事作出具體查詢後，彼等各自確認於截至2019年3月31日止年度一直遵守標準守則所載的規定準則。

董事會

角色及職責

董事會在主席洪游歷(又名洪游奕)先生的領導下，決定及監察本集團的整體策略及政策、年度預算及業務計劃、評估本集團表現以及監察本公司的管理層。

董事會須就本集團的活動及表現向股東負責，其主要職能涵蓋(其中包括)制定整體策略、審閱企業及財務政策、審閱及評估本公司的財務報告、內部監控及風險管理系統，以及監察本集團業務及事務的管理。此外，董事會亦成立四個董事委員會，分別為審核委員會、提名委員會、薪酬委員會及執行委員會，並向該等董事委員會轉授其各自職權範圍所載的多項責任。

組成

董事會現時包括八名董事，當中五名為執行董事及三名為獨立非執行董事(「獨立非執行董事」)。於截至2019年3月31日止年度及截至本報告日期的董事為：

執行董事

洪游歷(又名洪游奕)先生
(主席兼首席執行官)
姚嘉駿先生(首席財務官)
劉震強先生
陳志平先生(首席營運官)
施穗玲女士

獨立非執行董事

柯清輝博士
陶王永愉女士
譚麗文女士

CORPORATE GOVERNANCE REPORT

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The members of the Board represent a wide background and rich industry experience with appropriate professional qualifications. Please refer to the section headed “Profile of Directors, Senior Management and Company Secretary” of this annual report for the profiles of the Directors. Save as disclosed in the section headed “Profile of Directors, Senior Management and Company Secretary”, the Directors have no other financial, family or other material/relevant relationships with one another.

Chairman and Chief Executive Officer

The roles of the Chairman and the Chief Executive Officer of the Company are served by Mr. Hung Yau Lit (also known as YY Hung) and have not been segregated as required under code provision A.2.1 of the CG Code. The Board is of the view that such arrangement provided the Group with strong and consistent leadership to the Company and allowed for more effective and efficient business planning and decisions as well as execution of long term business strategies.

Independence of INEDs

During the year ended 31 March 2019, the Board had three INEDs, representing more than one-third of the Board, and at least one of them has the appropriate professional qualification of accounting or related financial management expertise as required by Rule 3.10 of the Listing Rules.

The Company has received written annual confirmation from each of the three INEDs in respect of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the INEDs are independent parties in accordance with the independence guidelines set out in the Listing Rules and free of any relationship that could materially interfere with the exercise of their independence judgements.

董事會成員背景廣闊、行業經驗豐富，且具備適當的專業資格。有關各董事的履歷資料，請參閱本年報「董事、高級管理層及公司秘書的履歷」一節。除「董事、高級管理層及公司秘書的履歷」一節所披露者外，董事彼此間概無其他財務、家屬或其他重大／相關關係。

主席及首席執行官

本公司主席及首席執行官的角色由洪游歷(又名洪游奕)先生一人同時兼任，且並未根據企業管治守則的守則條文A.2.1的規定作出區分。董事會認為此安排為本集團提供本公司強勁及貫徹的領導，有助作出更有效及更具效益的業務規劃及決策以及實行長遠業務策略。

獨立非執行董事的獨立性

於截至2019年3月31日止年度，董事會有三名獨立非執行董事，佔董事會成員人數超過三分之一，而根據上市規則第3.10條的規定，最少一名獨立非執行董事擁有適當會計專業資格或相關財務管理專業技能。

本公司已收到三名獨立非執行董事各自根據上市規則第3.13條就其獨立性發出的年度確認書。本公司認為，根據上市規則所載獨立指引，全體獨立非執行董事均為獨立人士，且不受可嚴重干擾彼等行使其獨立判斷能力的任何關係所影響。

Appointment and Re-election of Directors

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to re-election. Each of the executive Directors has renewed the service contract with the Company for a further term of three years commencing on 11 September 2018. Each of the INEDs has renewed the letter of appointment with the Company for a further term of three years commencing from 11 September 2018.

In accordance with Article 84 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. Further, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Members after his appointment and shall be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In the forthcoming annual general meeting of the Company, Mr. Yiu Kar Chun Antony, Mr. Liu Zhenqiang and Mr. Chen Zhiping will retire as Directors in accordance with Article 84 of the Articles of Association and, being eligible, will offer themselves for re-election. Their biographical details will be set out in the circular to be dispatched to the Shareholders with the notice of annual general meeting.

董事委任及重選

企業管治守則的守則條文A.4.1條規定，非執行董事須以特定任期獲委任，並須接受重選。執行董事各自與本公司續訂服務合約，由2018年9月11日起續期三年。獨立非執行董事各自與本公司續訂委任函，由2018年9月11日起續期三年。

根據組織章程細則第84條，在每屆股東週年大會上，三分之一時任董事（或倘人數並非三的倍數，則最接近但不少於三分之一的人數）須輪值退任，惟每名董事須於股東週年大會上最少每三年輪值退任一次。退任董事將合資格膺選連任。此外，任何獲董事會委任以填補臨時空缺的董事，須任職至其獲委任後的首個股東大會為止，並須於該大會上接受重選，而為增補現時董事會席位而獲董事會委任的任何董事僅須任職至本公司下屆股東週年大會為止，屆時將合資格膺選連任。

於本公司即將舉行的股東週年大會上，姚嘉駿先生、劉震強先生及陳志平先生將根據組織章程細則第84條退任董事及符合資格且願意膺選連任。彼等的履歷詳情將載列於連同股東週年大會通告寄發予股東的通函內。

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Meetings

The Board meets on a regular basis, and on an ad hoc basis, as required by the business needs. During the year ended 31 March 2019, the Board convened 4 board meetings and one annual general meeting (the “**2018 AGM**”) to approve the final and interim results announcements and financial reports, and to discuss the overall strategy and monitor financial and operation performance of the Company.

Attendance of each individual Director at the Board meetings and the 2018 AGM during the year ended 31 March 2019 is set out in the following table:

會議

董事會定期及按業務所需不時舉行會議。於截至2019年3月31日止年度，董事會召開四次董事會會議以及一次股東週年大會（「**2018年股東週年大會**」），以批准末期及中期業績公告及財務報告，並討論整體策略及監察本公司的財務及營運表現。

下表載列各個別董事於截至2019年3月31日止年度出席董事會會議及2018年股東週年大會情況：

Name of Director	董事姓名	Number of Board meetings attended 出席董事會會議次數	Attendance rate 出席率	Attendance in the 2018 AGM 是否出席2018年股東週年大會	Attendance rate 出席率
Executive Director		執行董事			
Mr. Hung Yau Lit (also known as YY Hung) (Chairman and Chief Executive Officer)	洪游歷 (又名洪游奕)先生 (主席兼首席執行官)	4/4	100	Yes 是	100
Mr. Yiu Kar Chun Antony (Chief Financial Officer)	姚嘉駿先生 (首席財務官)	4/4	100	Yes 是	100
Mr. Liu Zhenqiang	劉震強先生	4/4	100	Yes 是	100
Mr. Chen Zhiping (Chief Operating Officer)	陳志平先生 (首席營運官)	4/4	100	Yes 是	100
Ms. Sze Shui Ling	施穗玲女士	4/4	100	Yes 是	100
Independent non-executive Director		獨立非執行董事			
Dr. Or Ching Fai	柯清輝博士	4/4	100	Yes 是	100
Mrs. To Wong Wing Yue Annie	陶王永愉女士	4/4	100	Yes 是	100
Ms. Tam Laiman	譚麗文女士	4/4	100	Yes 是	100

Board Diversity Policy

The Company has adopted a Board diversity policy (the “**Board Diversity Policy**”) setting out the approach to achieve diversity on the Board in order to enhance the effectiveness of the Board and to maintain the highest standards of corporate governance. The Company recognises and embraces the benefits of diversity at Board level and has commitment to diversity at all levels, including but not limited to gender, age, cultural and educational background, or profession experience.

All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, profession experience, skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

Having reviewed the Board Diversity Policy and the Board’s composition, the nomination committee of the Company is satisfied that the requirement set out in the Board Diversity Policy has been met.

Nomination Policy

The Company has adopted a nomination policy on 26 November 2018 which sets out the selection criteria and nomination procedures adopted to guide the nomination committee of the Company to select and recommend candidates for directorship so as to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

The factors listed below would be used as reference by the nomination committee of the Company in assessing the suitability of a proposed candidate:

- reputation for integrity;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company’s business and corporate strategy;

董事會多元化政策

本公司已採納董事會多元化政策(「**董事會多元化政策**」)，載有達致董事會多元化方針，以提升董事會的運作效率及保持高水準的企業管治標準。本公司認同並接受董事會層面多元化的好處，並致力實現全方位多元化的承諾，包括但不限於性別、年齡、文化及教育背景或專業經驗。

董事會所有委任均以用人唯才為基礎，以客觀準則考慮候選人並充分顧及董事會多元化的益處。

甄選候選人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、專業經驗、技能及知識。最終將按獲選人的長處及可為董事會作出的貢獻而作決定。

經審視董事會多元化政策及董事會之組成後，本公司提名委員會信納本公司已符合董事會多元化政策所載的規定。

提名政策

本公司於2018年11月26日採納提名政策，載有為本公司提名委員會甄選和推薦董事候選人的甄選準則及提名程序的指引，以確保董事會具備平衡且切合本公司業務需要的技能、經驗及多元化思維。

下文所列因素為本公司提名委員會評估建議候選人的適切性時作參考：

- 信譽；
- 與本公司業務及策略相關的資格，包括專業資格、技能、知識及經驗，以及董事會多元化政策下的多元化範疇；

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- (in case of independent non-executive Directors) requirement for the Board to have independent non-executive Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
 - any potential contributions that the candidate can bring to the Board;
 - commitment for responsibilities of the Board in respect of available time and relevant interest; and
 - any other perspectives that are appropriate to the Company's business operation and environment as well as the industry in which the Company operates.
- (就獨立非執行董事而言)根據上市規則董事會須具有獨立非執行董事的規定，以及有關候選人經參照上市規則所載的獨立指引是否被視為獨立；
 - 候選人可為董事會作出的任何潛在貢獻；
 - 就董事會職責的承諾可投入的時間及相關利益；及
 - 與本公司經營業務及環境以及經營所在行業相適合的任何其他方面。

The nomination committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the shareholders of the Company with due consideration given to the criteria which include but are limited to the above-mentioned.

提名委員會可能會為識別或甄選合適的候選人，諮詢其認為適當的任何來源，例如現任董事的轉介、廣告、第三方中介公司的推薦及本公司股東建議，並適當考慮(包括但不限於)上述準則。

The nomination committee or the company secretary of the Company shall convene a meeting upon receipt of any nominations of candidates to evaluate such candidates based on the selection criteria mentioned above to determine whether such candidate is qualified for directorship. The nomination committee should then recommend to the Board to appoint the appropriate candidate for directorship. For any person that is nominated by a shareholder of the Company for election as a Director at the general meeting, the nomination committee and/or the Board should make recommendation to the shareholders in respect of the proposed election of Director at the general meeting. The Board should have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting.

本公司提名委員會或本公司的公司秘書應於收到候選人的任何提名後召開會議，根據上述甄選標準對候選人進行評估，以釐定該候選人是否具備擔任董事的資格。提名委員會隨後應向董事會推薦委任合適的董事候選人。就由本公司股東提名於股東大會上選舉為董事的任何人士而言，提名委員會及／或董事會應於股東大會上就選舉董事的提案向股東提出推薦。董事會應就其推薦候選人於任何股東大會上參選的有關所有事宜，具有最終決定權。

Directors' Continuous Professional Development

All the Directors are encouraged to participate in continuous professional development so as to equip themselves with the latest developments of the Listing Rules and other applicable legal and regulatory requirements, industry knowledge and managerial skills in relation to the operation of the Group's business.

董事持續專業發展

本公司鼓勵全體董事參與持續專業發展，以瞭解上市規則及其他適用法例及監管要求的最新發展以及與營運本集團業務有關的行業知識及管理技能。

All Directors have provided to the Company with their training records and such records have been maintained by the Company for accurate and comprehensive record keeping.

全體董事已向本公司提供其培訓記錄，該等記錄由本公司保存，藉以保留準確及完備的培訓記錄。

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Directors' Liability Insurance and Indemnity

The Company has arranged for appropriate directors and officers liability insurance to indemnify its Directors against liabilities arising out of legal action on corporate activities. During the year ended 31 March 2019, no claim had been made against the Directors of the Company.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code. These include: to develop and review the Company's policies and practices on corporate governance; to review and monitor the training and continuous professional development of Directors and senior management; to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; to develop, review and monitor the code of conduct and compliance manual applicable to employees and Directors; and to review the Company's compliance with the CG Code as set out in Appendix 14 to the Listing Rules and disclosure in the Corporate Governance Report.

BOARD COMMITTEES

The Board has established various committees, including the audit committee, remuneration committee, nomination committee and executive committee, each of which has the defined written terms of reference that will be reviewed and updated, where necessary. Copies of minutes of all meetings are kept by the company secretary and open for inspection at any reasonable time on reasonable notice by any Director. Each committee is required to report to the Board on its decision and recommendations, where appropriate.

Audit Committee

The audit committee comprises three INEDs, namely Dr. Or Ching Fai, Mrs. To Wong Wing Yue Annie and Ms. Tam Laiman. The chairman of the audit committee is Dr. Or Ching Fai who has appropriate professional qualifications.

The audit committee is established to, without limitation, assist the Board in providing an independent review and supervision of the Group's financial and accounting policies, to review the financial controls, risk management and internal control systems of the Company, to oversee the audit process, and to perform other duties and responsibilities as delegated by the Board.

董事責任保險及彌償

本公司已安排購買適當的董事及高級職員責任保險，以彌償其董事因公司業務有關的法律訴訟產生的責任。於截至2019年3月31日止年度，概無本公司董事遭提出任何索償。

企業管治職能

董事會負責執行企業管治守則的守則條文第D.3.1條所載的職能。該等職能包括：制定及檢討本公司的企業管治政策及常規；檢討及監察董事及高級管理層的培訓及持續專業發展；檢討及監察本公司的政策及常規是否遵守法律及監管規定；制定、檢討及監察僱員及董事適用的操守準則及合規手冊；及檢討本公司就上市規則附錄14所載的企業管治守則及企業管治報告中披露的合規情況。

董事委員會

董事會已設立多個委員會，包括審核委員會、薪酬委員會、提名委員會及執行委員會，各委員會均訂有明確的書面職權範圍。如有需要，該等職權範圍將經審閱及更新。所有會議記錄的副本均由公司秘書備存，並可供任何董事於提出合理通知後任何合理時間內查閱。各委員會均須於適當情況下就其決定及建議向董事會報告。

審核委員會

審核委員會由三名獨立非執行董事組成，分別為柯清輝博士、陶王永愉女士及譚麗文女士。審核委員會主席為柯清輝博士，其具備合適的專業資格。

成立審核委員會旨在(但不限於)協助董事會獨立審閱及監督本集團的財務及會計政策、檢討本公司的財務監控、風險管理及內部監控系統、監管審核過程及履行董事會指定的其他職務及責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year ended 31 March 2019 and up to the date of this report, the audit committee members met two times with the Group's senior management and the external auditors to discuss and review, among other things, the following matters:

- the interim results for the six months ended 30 September 2018 and the annual results for the year ended 31 March 2019 to ensure full, complete and accurate disclosure in the aforesaid financial statements pursuant to the accounting standards and other legal requirement for presenting the same to the Board for approval;
- the terms and remuneration for the appointment of PricewaterhouseCoopers as external auditors to perform the agreed-upon procedures on the interim results for the six months ended 30 September 2018 and the audit of annual results for the year ended 31 March 2019;
- the independence of the external auditors especially for those non-audit services; and
- the overall effectiveness of the Company's internal control and risk management systems.

Attendance of each individual member at the committee meetings is set out in the following table:

於截至2019年3月31日止年度及直至本報告日期，審核委員會成員與本集團的高級管理層及外聘核數師舉行兩次會議，以討論及審閱(其中包括)以下事宜：

- 截至2018年9月30日止六個月的中期業績及截至2019年3月31日止年度的全年業績，以確保上述根據會計準則及其他法律規定呈列予董事會以供批准的財務報表作出全面、完整及準確披露；
- 委聘羅兵咸永道會計師事務所為外聘核數師的條款及酬金，以對截至2018年9月30日止六個月的中期業績進行協定程序，以及對截至2019年3月31日止年度的全年業績進行審核；
- 外聘核數師(尤其就非審核服務)的獨立性；及
- 本公司內部監控及風險管理系統的整體成效。

下表載列各個別成員出席委員會會議情況：

Name of Director	董事姓名	Number of meetings attended 出席會議次數	Attendance rate 出席率
Dr. Or Ching Fai	柯清輝博士	2/2	100
Mrs. To Wong Wing Yue Annie	陶王永愉女士	2/2	100
Ms. Tam Laiman	譚麗文女士	2/2	100

CORPORATE GOVERNANCE REPORT

企業管治報告

Remuneration Committee

The remuneration committee comprises three members, namely Mrs. To Wong Wing Yue Annie (the chairman of the committee), Mr. Hung Yau Lit (also known as YY Hung) and Ms. Tam Laiman.

The primary responsibilities of the remuneration committee include (but not limited to) making recommendations and proposals to the Board in respect of remuneration policies and structure for Directors and senior management's remuneration.

During the year ended 31 March 2019, the remuneration committee held two meetings, in which it reviewed the existing remuneration policies by reference with the market research and gave recommendation of the remuneration packages and performance-based bonus for executive Directors and senior management to the Board for approval.

Attendance of each individual member at the committee meetings is set out in the following table:

薪酬委員會

薪酬委員會由三名成員組成，分別為陶王永愉女士(委員會主席)、洪游歷(又名洪游奕)先生及譚麗文女士。

薪酬委員會的主要職責包括(但不限於)就董事及高級管理層薪酬的薪酬政策及架構向董事會提供推薦意見及建議。

於截至2019年3月31日止年度，薪酬委員會舉行兩次會議，於會上其參照市場研究審閱現有薪酬政策，並就提呈董事會批准執行董事及高級管理層的薪酬待遇及按表現釐定的花紅提供意見。

下表載列各個別成員出席委員會會議情況：

Name of Director	董事姓名	Number of meetings attended 出席會議次數	Attendance rate 出席率
Mrs. To Wong Wing Yue Annie	陶王永愉女士	2/2	100
Mr. Hung Yau Lit (also known as YY Hung)	洪游歷(又名洪游奕)先生	2/2	100
Ms. Tam Laiman	譚麗文女士	2/2	100

Details of the Directors' remuneration are set out in note 33 to the consolidated financial statements. In addition, pursuant to the code provision B.1.5 of the CG Code, the annual remuneration of other members of the senior management by bands for the year ended 31 March 2019 is set out below:

董事薪酬詳情載列於綜合財務報表附註33。此外，根據企業管治守則的守則條文B.1.5，截至2019年3月31日止年度其他高級管理層成員按等級劃分的年度薪酬載列如下：

Remuneration to the senior management by bands	高級管理層按等級劃分的薪酬	Number of senior management 高級管理層人數
HK\$1,000,001–HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	2
HK\$1,500,001–HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	3
HK\$2,000,001–HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Committee

The nomination committee comprises three members, namely, Mr. Hung Yau Lit (also known as YY Hung), Mrs. To Wong Wing Yue Annie and Ms. Tam Laiman. Mr. Hung Yau Lit (also known as YY Hung) is the chairman of the nomination committee.

The primary responsibilities of the nomination committee include (but not limited to) reviewing and making recommendations to the Board on structure, size composition and diversity of the Board, to oversee the identification and assessment of potential board candidates, to provide oversight and direction in respect of the succession planning for Directors and to determine the composition of Board committees.

During the year ended 31 March 2019 and up to the date of this report, the nomination committee held one meeting which dealt with the following matters:

- review of the Board composition and structure;
- review of independence of INEDs; and
- review of re-appointment of retiring Directors.

Attendance of each individual member at the committee meetings is set out in the following table:

Name of Director	董事姓名	Number of meetings attended 出席會議次數	Attendance rate 出席率
Mr. Hung Yau Lit (also known as YY Hung)	洪游歷(又名洪游奕)先生	1/1	100
Mrs. To Wong Wing Yue Annie	陶王永愉女士	1/1	100
Ms. Tam Laiman	譚麗文女士	1/1	100

Executive Committee

The Board has set up the executive committee on 30 November 2015. The executive committee comprises all executive Directors of the Company and the chairman of the Board shall be the chairman of the committee.

The primary responsibilities of the executive committee include, but not limited to, advising and assisting the Board in formulating policies, monitoring the performance of management in carrying out and implementing the policies laid down by the Board for the Group, and handling and dealing with the bank-related transactions and matters.

提名委員會

提名委員會由三名成員組成，分別為洪游歷(又名洪游奕)先生、陶王永愉女士及譚麗文女士。洪游歷(又名洪游奕)先生為提名委員會主席。

提名委員會的主要職責包括(但不限於)檢討董事會的架構、組成規模及多元化並就此向董事會提出推薦建議、監督物色及評核潛在董事會候選人、就董事的繼任計劃提供監督及指導，以及釐定董事委員會的組成。

於截至2019年3月31日止年度及直至本報告日期，提名委員會舉行一次會議以處理以下事宜：

- 檢討董事會的組成及架構；
- 檢討獨立非執行董事的獨立性；及
- 審核退任董事續任事宜。

下表載列各個別成員出席委員會會議情況：

執行委員會

董事會於2015年11月30日成立執行委員會。執行委員會由本公司全體執行董事組成，而董事會主席則為該委員會的主席。

執行委員會的主要職責包括(但不限於)就制訂政策向董事會提供意見並給予協助、監察管理層於執行及實行由董事會為本集團落實的政策表現，以及處理及辦理銀行相關交易及事宜。

EXTERNAL AUDITOR

The Company engages PricewaterhouseCoopers as external auditor. PricewaterhouseCoopers is responsible for auditing and forming an independent opinion on the Group's annual consolidated financial statements.

The audit committee reviews and monitors the external auditor's independence and objectivity and effectiveness of the audit process. It receives each year a planning report from the external auditor confirming its independence and objectivity and holds meetings with representatives of the external auditor to consider the scope of its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The audit committee also makes recommendations to the Board on the appointment and retention of the external auditor.

Auditor's Remuneration

During the year ended 31 March 2019, the total fees paid/payable in respect of services provided by PricewaterhouseCoopers, the external auditor of the Company, are set out below:

外聘核數師

本公司委聘羅兵咸永道會計師事務所為外聘核數師。羅兵咸永道會計師事務所負責審核本集團的年度綜合財務報表並就此提供獨立意見。

審核委員會審閱及監察外聘核數師的獨立性及客觀性，以及審核過程的有效性。委員會每年接獲由外聘核數師發出確認其獨立性及客觀性的規劃報告，並與外聘核數師的代表舉行會議，以考慮其收費範疇，以及將由其所提供的非審核服務(如有)的範疇及適當性。審核委員會亦就外聘核數師的委任與留聘事宜向董事會提交建議。

核數師薪酬

截至2019年3月31日止年度，就本公司外聘核數師羅兵咸永道會計師事務所提供的服務已付／應付費用總額載列如下：

Services rendered	所提供的服務	Fees paid/payable 已付／應付費用 HK\$'000 港幣千元
Audit services	審核服務	2,900
Non-audit services	非審核服務	1,055

CORPORATE GOVERNANCE REPORT

企業管治報告

ACCOUNTABILITY AND AUDIT

The Directors acknowledged their responsibility to present a balanced, clear and understandable assessment in the consolidated financial statements of the annual and interim reports, other price sensitive announcements and other financial disclosures required under the Listing Rules, and to report to regulators as well as to disclose information required pursuant to statutory requirements. When the Directors become aware of material uncertainties relating to events or conditions that might cast significant doubt upon the Company's ability to continue as a going concern, such uncertainties would be clearly and prominently set out and discussed in detail in this Corporate Governance Report.

The statement of the independent auditor of the Company about their reporting responsibilities and opinion of the consolidated financial statements of the Company for the year ended 31 March 2019 is set out in the Independent Auditor's Report on pages 133 to 139 of this annual report.

RISK MANAGEMENT AND INTERNAL AUDIT

Risk Management and Internal Control

To manage and monitor the various risk factors which the Company may be exposed, the Board is responsible for establishing and overseeing the Company's risk management and internal control systems on an ongoing basis, and ensuring the review of the effectiveness of the risk management and internal control systems has been properly conducted. The main features of this system, which continues to operate, were described in this Corporate Governance Report.

The Company has already reviewed its risk management framework and processes and has implemented relevant measures resulting from this exercise that aim to enhance its framework and processes. In particular, the Company has developed, approved and implemented a risk management system, which is defined and supported by its endorsed risk management policy. The terms of reference of the audit committee have included its responsibility for an effective system of internal control and risk management.

問責及審核

董事確認，彼等有責任在年度及中期報告的綜合財務報表、其他股價敏感公告及根據上市規則所規定的其他財務披露中提供持平、清晰及易明的評估，並向監管機構匯報及披露根據法定要求所規定的資料。倘董事知悉與可能嚴重影響本公司持續經營能力的事件或情況有關的重大不明朗因素，則須在本企業管治報告中清楚及顯著載述以及詳細討論該等不明朗因素。

本公司獨立核數師有關其申報職責及其對本公司截至2019年3月31日止年度的綜合財務報表意見的聲明，載列於本年報第133至139頁的獨立核數師報告。

風險管理及內部審核

風險管理及內部監控

為管理及監察本公司可能面對的多種風險因素，董事會肩負持續建立及監督本公司風險管理及內部監控系統的責任，並確保妥善檢討風險管理及內部監控系統的成效。此系統持續運作，其主要功能於本企業管治報告內闡述。

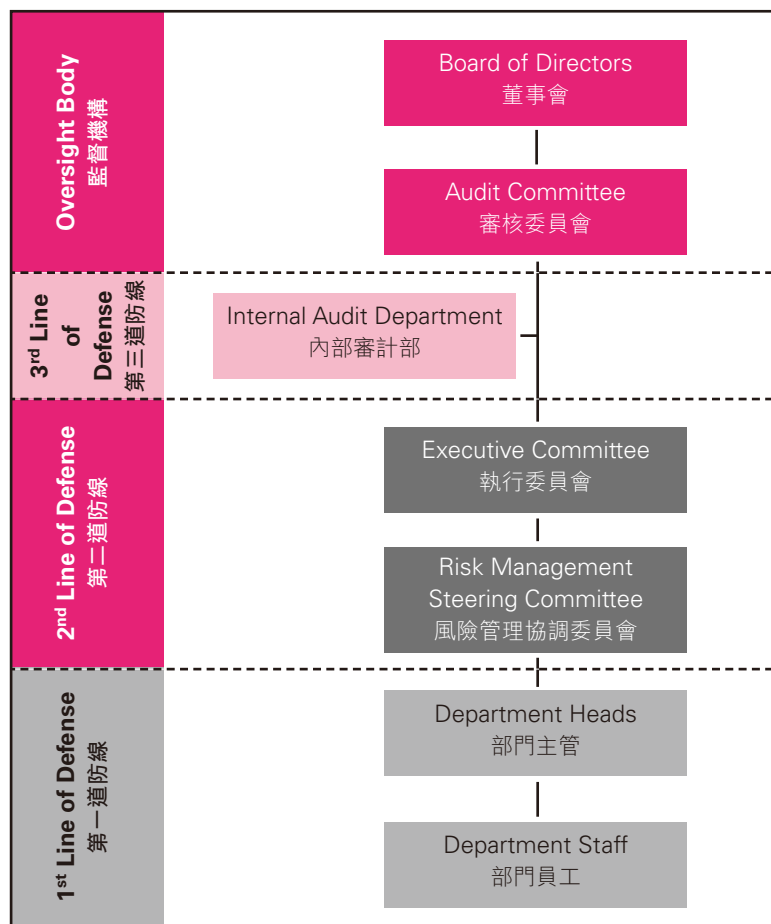
本公司已檢討其風險管理框架及程序並已實施旨在強化其框架及程序的相關措施。特別是，本公司已制定、批准及實施一套由其認可的風險管理政策所定義及支持的風險管理系統。審核委員會的職權範圍已包括其對有效內部監控及風險管理系統的職責。

Risk Governance Structure

The Company's governance structure for its risk management system is shown below. Each party has well defined and detailed roles and responsibilities.

風險管治架構

本公司風險管理系統的管治架構載列如下。各方已有明確及詳細的角色及職責。



CORPORATE GOVERNANCE REPORT

企業管治報告

Risk Assessment Methodology

The Company's methodology for its risk assessment comprises of four core stages (i.e. risk identification, assessment, monitoring and reporting). These processes are performed at least once a year to address changes in the Company's business environment.

Review on the Effectiveness of Risk Management and Internal Control Systems

The Board conducted an annual review on the effectiveness of risk management and internal control systems, covering all material controls such as financial, operational and compliance controls. In addition, the Board has appointed an international accountancy firm to review the internal control systems of the Company on an on-going basis. The review covered the expenditure, production management and fixed assets management of certain key subsidiaries of the Company.

Our Responsibility

Our Board has the overall responsibility to ensure that effective and sound risk management and internal control systems are maintained, while management is responsible to design and implement an internal controls system to manage risks. The Board is also responsible for reviewing the effectiveness of the Company's risk management and internal controls system.

The risk management and internal control systems can provide reasonable and not absolute assurance against material misstatement or loss, and are designed to manage rather than eliminate the risk of failure in the process of attaining business objectives. Based on the results of the annual review, the Board is satisfied and confident with the effectiveness of risk management and internal control systems currently put in place for the Company.

Communication of Risk Events

Where risk events arise, our communications, both within the Company and to external parties, are an integral part of the risk management system. To enable the Company to make the appropriate decisions and responses to mitigate or address any risk event, relevant information on the incident needs to be communicated by and to the right functions and individuals, completely and accurately, and in a timely manner.

To ensure inside information of the Company is to be disclosed to the public in a timely manner in accordance with the Listing Rules, applicable laws and regulatory requirement, a framework has been established to set out the procedures and internal controls for the handling and dissemination of inside information.

風險評估方法

本公司的風險評估方法由四個核心階段組成(即風險識別、風險評估、風險監察及風險報告)。該等程序每年最少進行一次,以就本公司業務環境的變化作出應對措施。

風險管理及內部監控系統的成效檢討

董事會已就風險管理及內部監控系統的成效進行年度檢討,涵蓋財務、運作及合規監控等所有重要監控。此外,董事會已委聘國際會計師事務所持續檢討本公司的內部監控系統。有關檢討涵蓋本公司若干主要附屬公司的開支、生產管理及固定資產管理。

我們的職責

董事會全權負責確保維持有效及健全的風險管理及內部監控系統,而管理層負責設計及實施內部監控系統以管理風險。董事會亦負責檢討本公司風險管理及內部監控系統的成效。

風險管理及內部監控系統可對重大錯誤陳述或損失提供合理而非絕對的保證,並旨在管理而非消除在達致業務目標的過程中出現的失敗風險。根據年度檢討的結果,董事會對本公司目前所實施的風險管理及內部監控系統的成效感到滿意及充滿信心。

風險事件的溝通

於出現風險事件時,本公司內部間的溝通及與外部各方的溝通為風險管理系統的組成部分。為使本公司作出明智決策及應對以減緩或處理任何風險事件,適當的職能部門及人士將會完全、準確且及時地傳遞及接收有關事件的相關資料。

為確保本公司內幕消息按照上市規則、適用法律及監管規定適時向公眾披露,本公司已建立架構載明處理及發佈內幕消息的程序及內部監控。

SHAREHOLDERS' RIGHTS

The Company aims to establish fair and transparent procedures to enable all shareholders an equal opportunity to exercise their rights in an informed manner and communicates efficiently with the Company. Under the Articles of Association and the relevant policies and procedures of the Company, the shareholders enjoy, among others, the following rights:

1. Convene an extraordinary general meeting/put forward proposals:

Any one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held with two months after the deposit of such requisition at the Company's Hong Kong office at 10th Floor, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong. If within twenty-one days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company. The Company would take appropriate actions and make necessary arrangements in accordance with the requirements under Article 58 of the Articles of Association once a valid requisition is received.

2. Propose a person for election as a Director:

As regards to the procedures for proposing a person for election as a Director, please refer to "Procedures for shareholders to propose a person for election as director" under the section headed "Shareholders rights" of the Company's website at www.reginamiracleholdings.com.

3. Put forth enquiries to the Company:

Specific enquiries by Shareholders requiring the Board's attention can be sent in writing to the company secretary at the Company's Hong Kong office at 10th Floor, Tower A, Regent Centre, 63 Wo Yi Hop Road, Kwai Chung, Hong Kong.

股東權利

本公司旨在建立公平及透明的程序，使所有股東獲平等機會在知情情況下行使其權利並與本公司有效溝通。根據組織章程細則以及本公司相關政策及程序，股東享有(其中包括)以下權利：

1. 召開股東特別大會／提呈建議：

任何一名或多名於遞呈要求日期持有不少於本公司繳足股本(附有於本公司股東大會上投票的權利)十分之一(10%)的股東，有權於任何時候透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項；且該大會須於遞呈該要求至本公司香港辦事處(地址為香港葵涌和宜合道63號麗晶中心A座10樓)後兩個月內舉行。倘遞呈後二十一日內，董事會未有著手召開該大會，則提請人可以相同方式召開股東特別大會，而提請人因董事會未能召開該會議而產生的一切合理費用，應由本公司付還提請人。於收到有效請求書後，本公司將按組織章程細則第58條的規定採取適當行動，並作出必要安排。

2. 提名人選參選董事：

有關提名人選參選董事的程序，請參閱本公司網站 www.reginamiracleholdings.com 「股東權利」一節內的「股東提名人選參選董事的程序」。

3. 向本公司提呈查詢：

股東提呈董事會垂注的具體查詢可以書面形式寄發至本公司香港辦事處的公司秘書收，地址為香港葵涌和宜合道63號麗晶中心A座10樓。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR AND SHAREHOLDER RELATIONS

In order to develop and maintain a continuing and constructive relationship with the shareholders, the Company has compiled a shareholders communication policy and established various channels of communication with the shareholders, such as publication of interim reports and annual reports, press releases and announcements of the latest development of the Company in a timely manner. The shareholders are also encouraged to attend the Company's annual general meetings where the Chairman and members of different Board committees are available to answer Shareholders' questions and exchange views with them.

Financial and other information in relation to the Group has been published on the Hong Kong Stock Exchange's website at www.hkexnews.hk and the Company's website at www.reginamiracleholdings.com.

COMPANY SECRETARY

Mr. Law Kwan Chuen is the company secretary of the Company. He is an employee of the Company and reports directly to the Board and is responsible for, inter alia, providing updated and timely information to all Directors from time to time.

During the year ended 31 March 2019, Mr. Law has complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

CORPORATE SOCIAL RESPONSIBILITY

The Group has also dedicated great effort towards protecting the environment and supporting society. For details, please refer to the "Management Discussion and Analysis" section of this annual report under the "Corporate Social Responsibility" subsection.

CONSTITUTIONAL DOCUMENTS

During the year ended 31 March 2019 and up to the date of this report, the Company has not made any changes to its Articles of Association. An up-to-date version of the Articles of Association is available on both the websites of the Hong Kong Stock Exchange and the Company.

投資者及股東關係

為與股東發展及維繫持續及具建設性的關係，本公司已制定股東通訊政策及建立多個渠道與股東溝通，如適時刊發中期報告及年報、就本公司的最新發展發出新聞稿及公告。本公司亦鼓勵股東出席本公司股東週年大會，主席及各董事委員會的成員將於會上解答股東的提問並與股東交換意見。

有關本集團的財務及其他資料已登載於香港聯交所網站www.hkexnews.hk及本公司網站www.reginamiracleholdings.com。

公司秘書

羅鈞全先生為本公司的公司秘書。羅先生為本公司僱員並直接向董事會報告，羅先生負責(其中包括)不時提供最新及適時資訊予全體董事。

截至2019年3月31日止年度，羅先生已遵守上市規則第3.29條，並參與不少於15小時的有關專業培訓。

企業社會責任

本集團於環保及社會支援上不遺餘力。詳情請參閱本年報「管理層討論及分析」一節的「企業社會責任」分節。

憲章文件

於截至2019年3月31日止年度及直至本報告日期，本公司的組織章程細則並無任何變動。組織章程細則的最新版本載於香港聯交所及本公司網站。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會
及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE REPORT

Introduction

The Group is pleased to issue its third environmental, social and governance (“ESG”) report (the “Report”), with an aim to disclose the Group’s policy system and performance in respect of fulfilling environmental and social responsibilities for Fiscal 2019. On the basis of the ESG report for Fiscal 2018, the Report has added the disclosure of three items of social performance data, in line with the expectation from stakeholders and the public for greater publicity of the ESG information of the Group.

Scope of Reporting

The Report covers the manufacturing and office business of the Group’s Shenzhen and Vietnamese factories in its general disclosure and the key performance indicators (“KPIs”) for social aspects, whereas the environmental KPIs encompasses the manufacturing and office business of the Shenzhen factory and Vietnamese factories A, B and C, to further align with the Group’s operating performance for Fiscal 2019.

The time frame of this report lasts from 1 April 2018 to 31 March 2019, with some content dating back to previous years as appropriate.

Basis of Preparation

The Report is prepared strictly according to the requirements of the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) of the Hong Kong Exchanges and Clearing Limited (the “Hong Kong Stock Exchange” or the “HKEx”), with disclosure priorities of the Report and the Group’s management objectives for sustainable development identified based on the degree of concern on each topic to the stakeholders.

Source of Information

The information disclosed in the Report comes from the Group’s official documents, statistical reports and relevant public information.

關於本報告

報告簡介

本集團欣然發布第三份環境、社會與管治報告(以下簡稱「本報告」)，旨在披露本集團在2019財年履行環境及社會責任方面的政策體系和績效表現。在2018財年環境、社會與管治報告的基礎上，本報告增加了三項社會績效數據的披露，以滿足權益人和社會公眾對本集團環境、社會及管治信息日益公開化的期望。

報告範圍

本報告一般披露內容及社會範疇關鍵績效指標涵蓋本集團在深圳和越南兩個廠區的生產及辦公業務，環境範疇關鍵績效指標則涵蓋深圳廠區和越南A廠、越南B廠、越南C廠的生產及辦公業務，以更貼近本集團在2019財年的營運實務表現。

本報告時間範圍為2018年4月1日至2019年3月31日，部分內容適當追溯至以往年份。

報告編製標準

本報告嚴格參照香港交易及結算所有限公司(「香港交易所」或「港交所」)《環境、社會及管治報告指引》(以下簡稱「ESG報告指引」)的規定編製，並根據權益人對各議題的關注程度確定本報告的披露重點以及本集團可持續發展管理的目標。

報告信息來源

報告披露信息來源於本集團正式文件、統計報告和有關公開資料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

SUSTAINABLE DEVELOPMENT GOVERNANCE

可持續發展治理

Sustainable Development Philosophy

As an advocate and practitioner of sustainable development philosophy, the Group actively manages the environmental and social impact of its manufacturing and operational activities while working to become a world-class enterprise. We save energy and reduce consumption to sustain a balanced ecological environment; we respect our staff and protect their legitimate rights and interests; we strive for superior manufacturing to produce high-quality products; we value coordination to procure our supplier to perform obligations; we comply with laws and regulations and observe business ethics; we give back to society and support community development. In Fiscal 2019, we regarded energy management and human rights management as the work focus of sustainable development, endeavoring to create long-term value for stakeholders, shoulder responsibility and achieve sustainable development in a responsible fashion.

可持續發展理念

本集團倡導並奉行可持續的發展理念，在勳力成為世界級優秀企業的同時，積極管理生產和運營活動對環境及社會的影響。我們節能降耗，平衡生態環境；我們尊重員工，保障合法工權；我們卓越製造，打造優質產品；我們重視協作，促進供應商履責；我們合法合規，謹守商業道德；我們回報社會，助力社區發展。2019財年，我們以能源管理和人權管理作為可持續發展工作的重點，致力於為權益人群體創造長遠價值，負責任、有擔當地實現可持續發展。



Vision
願景

Promoting sustainable development of the industry through innovation and technology, and becoming an outstanding cross-sector global enterprise

創新與科技促進行業持續發展，成為全球跨行業卓越企業



Mission
使命

Producing premium products, realize industry value and put social responsibilities to practice

創造一流產品，實現行業價值，踐行社會責任



Value
價值觀

Integrity and pragmatism, people-oriented, innovative development, cooperation

誠信務實，以人為本，創新發展，協同合作



Belief
信念

One company, one dream, one team

同一公司，同一理想，同一團隊



Emphases of sustainable development
可持續發展重點

Sustainable development on innovation, culture, system and core competitiveness

創新可持續發展，文化可持續發展，制度可持續發展，核心競爭力可持續發展

Structure of Sustainable Development Governance

The Group has established a robust ESG management structure. We have effectively carried out our sustainable development strategies with well-specified responsibilities for each level, to ensure that environmental and social responsibilities are incorporated into our management decision-making, daily operation and corporate culture.

可持續發展治理架構

本集團已建立健全的環境、社會及管治管理架構。通過由上至下層級分明的職責規劃，我們有效落實可持續發展策略，確保將環境及社會責任的履行融入我們的管理決策、日常運營及企業文化之中。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

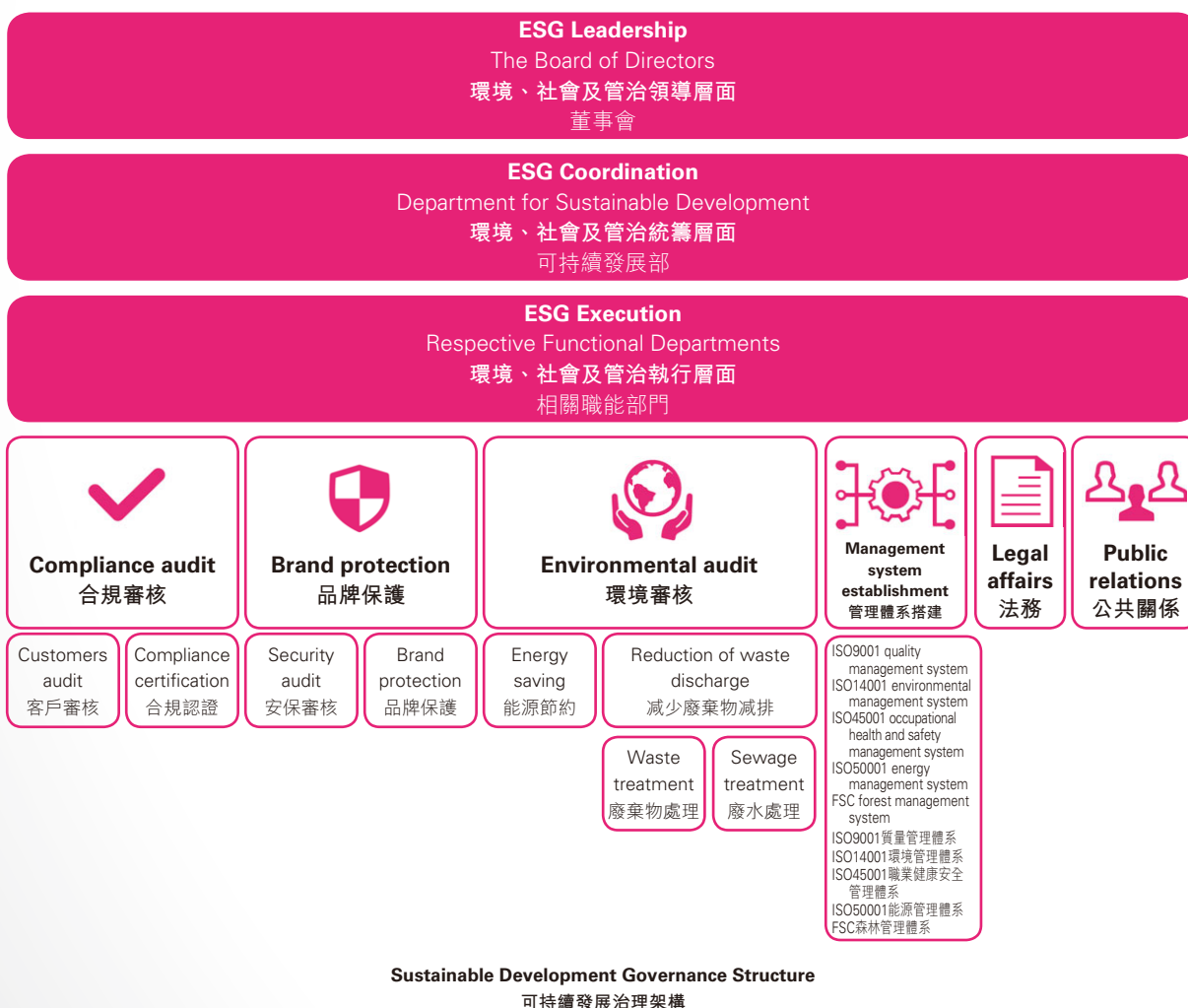
環境、社會及管治報告

The Board, as the highest decision-maker responsible for the Group's ESG affairs, provides guidance and suggestions on sustainable development management by timely reviewing and assessing the Group's strategies. As the central department on ESG affairs, the department for sustainable development coordinates and oversees all the departments in fulfilling sustainable development responsibilities, and organizes the preparation of the annual ESG report; respective functional departments, as the actual executors, are responsible for implementing sustainable development strategies and providing materials for information disclosure.

Under the robust support of our ESG management structure, our sustainable development strategies cover multiple subject areas, such as compliance audit, brand protection, environmental audit, system establishment, legal affairs and public relations, with comprehensive policies and systems in place to effectively guide our sustainable operation and our partners'.

董事會作為最高決策機構，對本集團環境、社會及管治負責，通過及時檢視和評估集團戰略，對可持續發展管理工作提出指導意見；可持續發展部作為環境、社會及管治事務的統籌部門，負責協調和監督各部門在可持續發展領域的履責情況，並組織編寫年度《環境、社會及管治報告》；各職能部門作為實際執行部門，負責落實可持續發展策略，並協助提供信息披露所需資料。

在環境、社會及管治管理架構的有力支撐下，我們制定的可持續發展策略涵蓋合規審核、品牌保護、環境審核、體系搭建、法務及公共關係多個範疇，並得以建立全面的政策及制度，以有效指引我們自身及合作夥伴的可持續運營。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

COMMUNICATION WITH STAKEHOLDERS

Stakeholder Communication Mechanism

The Group maintains continuous communication with its stakeholders in an open and prudent attitude, with stakeholder concerns and suggestions as our key reference for sustainable development. We have set up a normalized stakeholder communication mechanism to ensure that stakeholders are timely informed of the Group's operation status. We regularly review our environmental and social impact, and actively listen and respond to stakeholders' appeal and suggestions, all in an effort to safeguard and cement the relations of mutual help and trust with our stakeholders and jointly attain the vision of sustainable development.

權益人溝通

權益人溝通機制

本集團以開放審慎的態度保持與權益人的持續對話，並視權益人的關切事項及建議為我們可持續發展方向的重要參考。我們已搭建常態化的權益人溝通機制，以確保權益人能夠及時獲知本集團的運營情況。我們定期檢討我們對環境及社會產生的影響，積極傾聽並回應權益人的訴求及建議，以維護並鞏固與權益人的互助互信關係，攜手實現可持續發展願景。

Stakeholder Communication Mechanism		
權益人溝通機制		
Stakeholder 權益人	Expectation and Appeal 期望與訴求	Communication and Response 溝通與回應
Staff	Remuneration and benefits assurance Healthy working environment Career development and promotion Safeguard staff's legitimate rights and interests	Competitive remuneration in the market Staff care activities Optimize the staff development and promotion mechanism Set up barrier-free communication channels for staff
員工	薪酬及福利保障 健康的工作環境 職業發展與晉升 保護員工合法權益	有競爭力的市場薪資 員工關愛活動 優化員工發展與晉升機制 建立員工無障礙溝通渠道
Customers	Product quality Customer information protection Business integrity	Improve product quality and R&D Employ information technology methods Enhance internal control and risk management
客戶	產品品質 客戶信息保護 商業誠信	提升產品質量與研發 運用信息科技手段 優化內控與風險管理
Shareholders and investors	Financial results Corporate sustainable profit Corporate transparency Rights protection	Enhance profitability Enhance corporate sustainable profitability Disclose daily information Convene general meetings
股東與投資者	財務業績 公司可持續盈利 公司透明度 權益保障	提高盈利能力 提高公司可持續盈利能力 日常信息披露 召開股東大會

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Stakeholder Communication Mechanism 權益人溝通機制		
Stakeholder 權益人	Expectation and Appeal 期望與訴求	Communication and Response 溝通與回應
Government and regulatory authority 政府與監管機構	Compliance with laws Tax payment according to law Job creation 遵紀守法 依法納稅 促進就業	Operation in accordance with the law and compliance management Voluntary tax payment Creation of job opportunities 依法經營與合規管理 主動納稅 創造就業機會
Suppliers and partners 供應商與合作商	Cooperation and win-win Open and fair Achieve common growth 合作共贏 公開公正 實現共同成長	Optimize project management Improve the supplier management system Establish communication platforms for suppliers 優化項目管理 完善供應商管理機制 搭建供應商溝通平台
Industrial associations 行業協會	Exchange industrial experience Promote industrial progress 行業經驗交流 推動行業進步	Participate in industrial forums Enhance R&D ability 參與行業論壇 提升研發能力
Local communities 當地社區	Protect community environment Devote to social welfare Create harmonious community environment Facilitate community development 保護社區環境 投身社會公益 營造和諧社區環境 促進社區發展	Comprehensively practise green operation Undertake public welfare projects Actively engage in joint community construction Provide premium cultural resources 全面實踐綠色運營 開展公益項目 積極參與社區共建 提供優質的文化資源

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

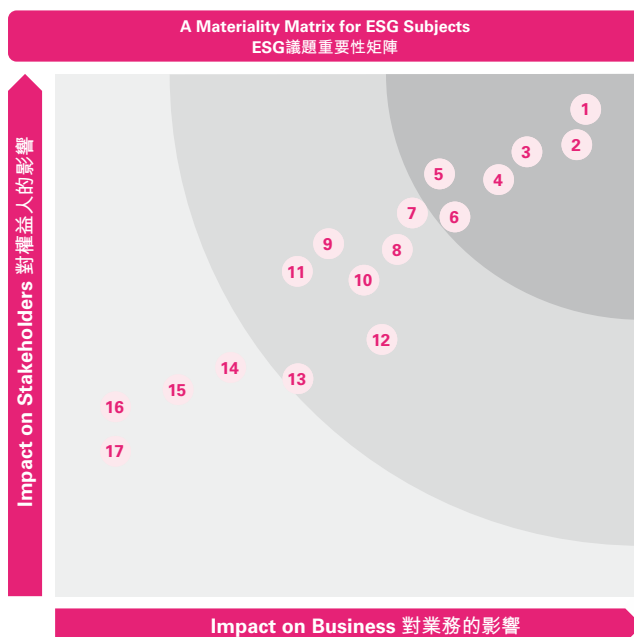
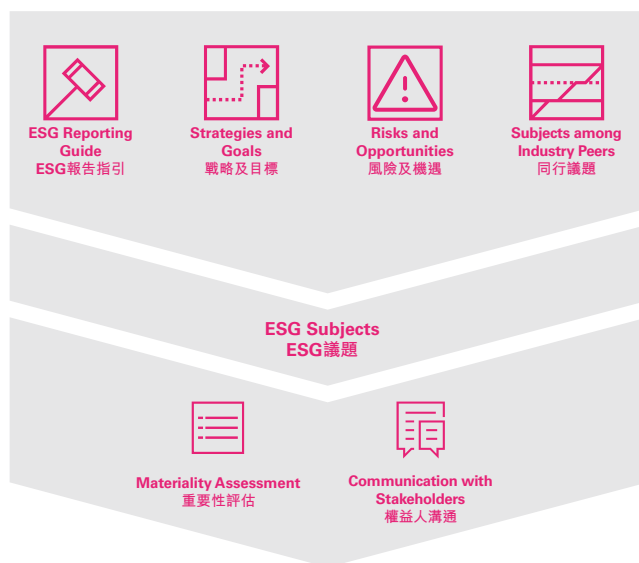
環境、社會及管治報告

Material Subjects

The Group believes that continuous communication can help us to keep abreast of the latest perspectives, and quickly respond to the risks and opportunities arising from the changing market. Therefore, based on the materiality assessment results from last financial year and taking into account the results from our communication with stakeholders in Fiscal 2019, we have determined the materiality sequence of subjects for the Report and elaborated on them in a targeted manner herein, so as to preserve the substance of our information disclosure in the Report.

重要性議題

本集團相信持續溝通能夠幫助我們始終掌握最時新的見解，並得以快速響應不斷轉變的市場帶來的風險及機遇。因此，基於上一財年開展的重要性評估結果，結合2019財年我們與權益人的溝通成果，我們釐定了本報告彙報議題的重要性排序，並有針對性地在本報告中作出闡述，以保障本報告披露信息的實質性。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Sequence of ESG Subjects Based on Materiality ESG議題重要性排序

Very Important 非常重要	1	Labour rights protection 勞工權益保護
	2	Product quality and safety 產品質量與安全
	3	R&D and innovation 研發與創新
	4	Customer satisfaction and information security 客戶滿意度與信息安全
	5	Occupational health and safety 職業健康與安全
	6	Staff training and development 員工培訓與發展
Important 重要	7	Preventing child and forced labour 防止童工及強迫勞動
	8	Management of energy consumption and carbon emissions 能耗與碳排放管理
	9	Water resources and sewage treatment 水資源與污水管理
	10	Energy saving, emissions reduction and green operation 節能減排與綠色運營
	11	Protection of intellectual property rights 知識產權保護
	12	Anti-corruption and compliance management 反貪污與合規管理
	13	Staff remuneration packages and benefits 員工薪酬待遇及福利
	14	Supplier admission and assessment 供應商准入與評估
Less Important 次重要	15	Anti-discrimination and equal opportunity 反歧視及平等機會
	16	Community investment 社區投資
	17	Waste disposal 廢棄物處理
	18	Environmental and labour management performance of suppliers 供應商環境與勞工管理表現

As shown in the results of materiality assessment, the subjects ranked higher in materiality include labour rights protection, product quality and safety, R&D and innovation, customer satisfaction and information security, etc. We will emphasize on the disclosure of such subjects in the Report and regard them as the significant reference for our ESG work planning for the year ahead.

根據重要性評估結果所示，本年度重要性排序較高的為勞工權益保護、產品質量與安全、研發與創新、客戶滿意度與信息安全等議題，我們將在本報告中重點加強相關議題的披露，並以此作為下一年ESG工作規劃的重要依據。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

GROWING ALONG WITH THE STAFF

Regarding talents as irreplaceable assets for the sustainable development of Regina Miracle, the Group proactively nurtures and develops its human resources under a sound talent management system and a robust people-oriented protection system. The Group, as a responsible employer, grows along with its staff to attain success.

Talent Management System

The Group strictly complies with the laws and regulations of the countries and regions where it operates, including the “Labor Law of the People’s Republic of China”, the “Labor Contract Law of the People’s Republic of China” and the “Labor Code of the Socialist Republic of Vietnam”. Besides, the Group has prepared and implemented policies and procedures covering the entire group and all job levels, including the “Recruitment Procedures”, the “Training Procedures”, the “Management Measures for Competitive Internal Recruitment, Promotion and Demotion”, as well as the “Staff Departure Procedures”. It has built a robust talent management system that features “Recruitment-Training-Retaining”, to establish and maintain a talent team for meeting our ongoing and fast development needs.

Talent Recruitment

The Group prepares human resources plans based on Regina Miracle’s strategies and objectives. It introduces excellent personnel through campus recruitment, internal recommendation and recruitment websites, all in the principle of “open recruitment, comprehensive appraisal and merit-based admission”. We roll out a number of recommendation incentive schemes to encourage our employees to recommend various outstanding talents, as a way of fully utilizing our existing human capital to continuously inject vitality into our talent teams.

As of 31 March 2019, the Group had a staff of 40,422, representing an increase of 9% over the previous fiscal year. The growth in the total number of staff was in line with our business growth, which brought stable support of human resources to us.

與員工共同成長

本集團將人才視為維珍妮可持續發展不可替代的寶貴財富，以完善的人才管理體系和健全的人文保障體系積極開發和培育人力資本，作為負責任的僱主陪伴員工成長和成功。

人才管理體系

本集團嚴格遵循《中華人民共和國勞動法》《中華人民共和國勞動合同法》《越南社會主義共和國勞動法》等運營所在國家和地區的法律法規，制定並實施《招聘程序》《培訓程序》《內部競聘及職級晉升、降職管理辦法》《員工離職流程》等覆蓋全集團、全職級的政策及流程，搭建起完善的「選聘－培訓－留任」人才管理體系制度保障，以組建並維護滿足我們持續、快速發展需要的人才隊伍。

人才選聘

本集團根據維珍妮戰略及目標制定人力資源計劃，以「公開招聘，全面考核，擇優錄取」為原則，通過校園招聘、內部推介及招聘網站等渠道引進優秀人才。我們採用多項推薦獎勵計劃鼓勵員工引薦各類優質人才，充分利用已有的人力資本為我們的人才隊伍持續注入活力。

截至2019年3月31日，本集團員工總人數為40,422人，較上一財年增長9%。員工總人數的增長與我們的業務增長相適配，為我們帶來了穩定的人力資源支撐。

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	Number of Staff 員工人數		Fiscal 2019 2019財年
	Unit 單位	Note 註釋	
Total number of staff 員工總人數	Person 人	1	40,422
Number of staff by gender 按性別劃分的員工人數			
Male 男性	Person 人		15,094
Female 女性	Person 人		25,328
Number of staff by employment type 按僱傭類型劃分的員工人數			
Full-time 全職	Person 人		40,419
Part-time 兼職	Person 人		3
Number of staff by rank 按職級劃分的員工人數			
General staff 普通員工	Person 人		36,617
Middle management 中層管理	Person 人		3,661
Senior management 高層管理	Person 人		144
Number of staff by age group 按年齡組別劃分的員工人數			
30 years old or below 30歲或以下	Person 人		23,096
31 to 40 years old 31-40歲	Person 人		13,139
41 to 50 years old 41-50歲	Person 人		3,998
Above 50 years old 50歲以上	Person 人		189
Number of staff by region 按地區劃分的員工人數			
Mainland 中國內地	Person 人		10,047
Hong Kong 香港地區	Person 人		289
Vietnam 越南	Person 人		30,086

1 The statistics about the number of staff encompasses the full-time, part-time employees of the Group's headquarters, Shenzhen factories, Vietnamese factories and functional departments in Hong Kong.

1 員工人數統計範圍為本集團總部、深圳廠區、越南廠區及香港職能部門的全職、兼職員工。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Training and Development

The Group is committed to growing along with its staff and provides rich training resources and smooth development paths for the staff, with a view to reserving talents for our steady development. Based on our strategic priorities of “innovation, speed and quality”, we have updated our annual strategic objectives for talent development:

培訓及發展

本集團以「與員工共同成長」為宗旨，為員工提供豐富的培訓資源和暢通的發展路線，為我們的穩健發展儲備梯隊人才。依照維珍妮「創新、速度、質量」的戰略重點，我們更新了年度人才發展戰略目標：



Annual Strategic Objectives for Talent Development

年度人才發展戰略目標

Rich Training Resources

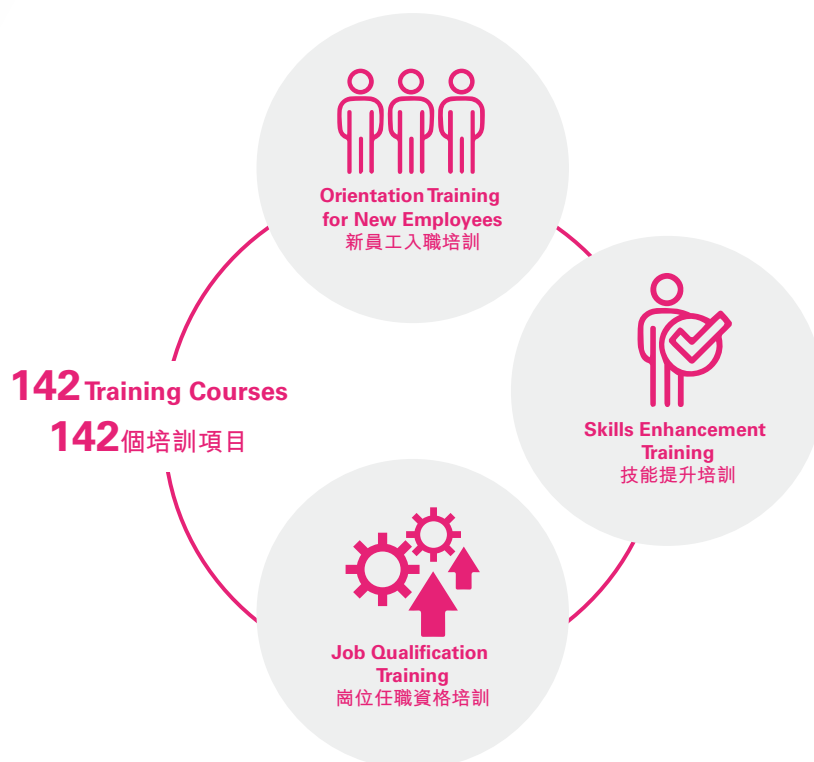
Our position-oriented training courses and full-year training schemes ensure that staff from different positions and ranks can receive appropriate training throughout their career and cycle. In addition, our free Chinese and Vietnamese classes help local Vietnamese staff and their Chinese counterparts based in Vietnam to overcome language barriers and adjust to a cross-cultural working environment in a better way. Our all-rounded and diverse training resources provide constant support for employees in their career development.

豐富的培訓資源

依崗而設的培訓課程和全年覆蓋的培訓計劃保證了每個崗位、每種職級的員工在其職業生涯全周期都能得到適宜的訓練；免費開設的中文班及越文班幫助越南本地員工和派駐越南的中國員工克服語言障礙，更好地適應跨文化工作環境。全方位多元化的培訓資源讓員工的事業發展之旅始終有我們的支持。

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Our Training System for Fiscal 2019
2019財年培訓體系

In Fiscal 2019, the Group provided a total of 538 training sessions for an aggregate of 37,710 employees, averaging 4.50 training hours for each employee, which was three times that of the last Fiscal year. With the expansion of our production capacity in Vietnam and the innovative transformation towards automated production models, we will continue to invest in training resources to ensure steady transition for our employees, effective enhancement of production efficiency and our long-term, healthy development.

2019財年，本集團開展培訓共計538次，共有員工37,710人次接受培訓，平均每人次受訓4.50小時，是上一財年平均受訓時數的3倍。隨著產能向越南的逐漸擴張和生產向自動化模式的創新變革，我們將持續投入培訓資源，以保障員工的平穩過渡、生產效率的有效提升及我們長遠健康的發展。

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Staff Training Data 員工受訓數據			
	Unit 單位	Note 註釋	Fiscal 2019 2019財年
Total number of staff trained 受訓員工總人次	person 人次	2	37,710
Number of staff trained by gender 按性別劃分的受訓員工人次			
Male 男性	person 人次		14,548
Female 女性	person 人次		23,162
Number of staff trained by rank 按職級劃分的受訓員工人次			
General staff 普通員工	person 人次		28,540
Middle management 中層管理	person 人次		9,042
Senior management 高層管理	person 人次		128
Training hours of staff 員工受訓時數	hour 小時	2	169,782
Training hours by gender 按性別劃分的員工受訓時數			
Male 男性	hour 小時		65,500
Female 女性	hour 小時		104,282
Training hours by rank 按職級劃分的員工受訓時數			
General staff 普通員工	hour 小時		133,682
Middle management 中層管理	hour 小時		35,680
Senior management 高層管理	hour 小時		420
Average training hours 員工平均受訓時數	hours/person 小時/人次	2	4.50

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Staff Training Data 員工受訓數據			
	Unit 單位	Note 註釋	Fiscal 2019 2019財年
Average training hours by gender 按性別劃分的員工平均受訓時數			
Male 男性	hours/person 小時／人次		5.84
Female 女性	hours/person 小時／人次		3.67
Average training hours by rank 按職級劃分的員工平均受訓時數			
General staff 普通員工	hours/person 小時／人次		4.68
Middle management 中層管理	hours/person 小時／人次		3.95
Senior management 高層管理	hours/person 小時／人次		3.28

2 The staff training statistics encompasses the full-time, part-time employees of the Group's headquarters, Shenzhen factories, Vietnam factories and the functional departments in Hong Kong.

• *Internal Lecturer Team*

The Group's Shenzhen factories started to develop its internal lecturer team in 2011, selecting and developing experienced key staff to work as lecturers via "RM Excellent Course Development" and "Top Lecturer Training Camp", supplemented by a targeted, professional core training system internally with systematic training courses. Our internal lecturers offer 32 courses in four fields, namely internal training, skills, emotion and psychology. In these courses, we fully tap into the effect of our human capital, and use the work practice and personal experience of our employees as the entry point to pass on transferrable and classic experience from generation to generation.

2 員工受訓數據統計範圍為本集團總部、深圳廠區、越南廠區及香港職能部門的全職、兼職員工。

• *內部講師團隊*

本集團深圳廠區自2011年起開始組建內部講師團隊，以「RM精品課程開發」及「金牌講師訓練營」選拔和培養經驗豐富的骨幹員工成為內部講師，配合系統化的培養課程構建起有針對性的專業化核心內部培訓體系。通過由內部講師教授的32項涵蓋內訓、技能、情感、心理四大領域的培訓課程，我們得以充分發揮人力資本效用，從員工的工作實務和親身體驗出發，將可借鑒的優秀經驗薪火相傳。



Internal Lecturer Team
內部講師團隊

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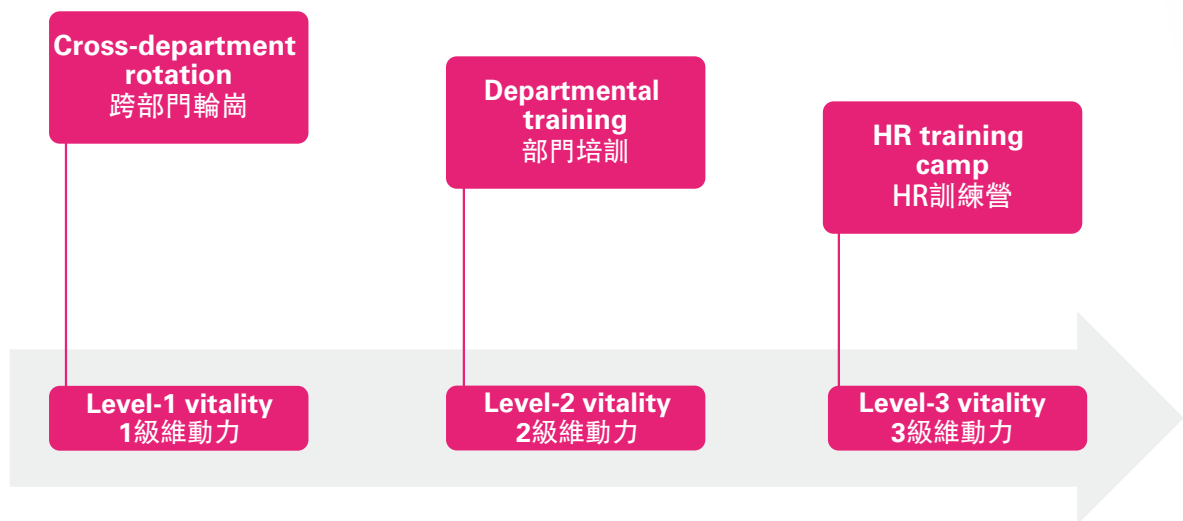
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- *Vitality Development Scheme*

The Group's Shenzhen factories have devised a Vitality Development Scheme for fresh graduates. The scheme is designed with three stages of training and practice to help our new recruits to quickly integrate into Regina Miracle's culture and acquire the skills for work. As we proceed with our business strategy, we will continue to optimize our training scheme for new recruits to boost our development with the most appropriate driving force.

- 「維動力」培養計劃

本集團深圳廠區專為統招應屆畢業生打造「維動力」培養計劃，旨在通過三個階段的訓練和實踐，幫助我們的職場新人快速融入維珍妮文化並掌握崗位技能。隨著我們業務戰略的推進，我們將持續優化新人培養方案，始終為我們的發展輸送最合適的原動力。



“Vitality” Development Scheme by Our Regina Miracle Shenzhen
維珍妮深圳「維動力」培養計劃

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- *Staff Skills Contest*

The annual staff skills contest is a brand activity for the Group to stimulate the vitality of its staff. We encourage our frontline staff to participate actively in the contest, select outstanding frontline staff and confer awards. The staff skills contest not only helps frontline workers improve work skills and expand growth path, but also assists our Group to enhance technological innovation and establish harmonious labor relations.



Staff Skills Contest
員工技能大賽

- 員工技能大賽

一年一度的員工技能大賽是本集團激發員工活力的品牌活動。我們鼓勵一線員工積極參賽，選拔出表現優異的一線員工並授予獎勵。員工技能大賽幫助一線員工提升工作技能，擴展成長通道；亦助力本集團提升技術創新力，構建融洽勞動關係。

- *On-the-job Continuing Education*

The Group joins hands with external training institutions to provide on-the-job continuing education programs to satisfy the staff's demand for improving their academic qualifications, help them to improve their educational level and open the channel for their career development. Since 2013, a total of 268 employees have joined such programs, and 78 of them have graduated and obtained a university degree.



On-the-job Continuing Education
在職繼續教育

- 在職繼續教育

為了滿足員工對於提高學歷水平的需求，同時幫助員工提升文化水平、打通職業發展通道，本集團與外部培訓機構合作，積極開展員工在職教育項目。自2013年以來，共有268名員工參與該項目，78名學員順利畢業並獲得大學文憑。

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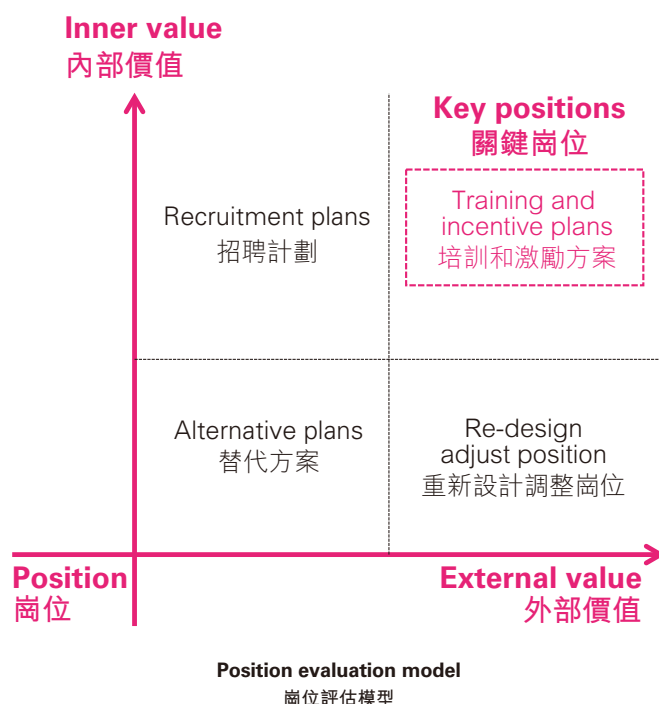
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Smooth Development Positions

The Group conducts scientific assessment and design for each position in respect of internal value and market value, based on which the remuneration incentive policies and measures are prepared. Staff's career development is supported by corresponding training system, and diversified promotion channels in management, professional and technical aspects are provided. For the purpose of narrowing the distance between superiors and subordinates and accelerating the flow of information, Shenzhen factories improve management efficiency, reduce management cost and intrigue staff's independence, initiative and satisfaction by streamlining organization structure.

暢通的發展路線

本集團從內部價值和市場價值兩個維度，對各崗位進行科學評估和設計，據此制定薪酬激勵政策和措施，為員工的職業發展設置對應的培訓體系，並提供覆蓋了管理序列、專業序列及技術序列的多元化晉升渠道。為了縮短上下級距離，加快信息流通速度，深圳廠區通過組織結構的扁平化提升管理效率，降低管理成本，調動員工的自主性、積極性和滿足感。



- *Developing a System of Key Positions*

We work on establishing a system of key positions taking into account the overall development need of the Group, with a view to building a systematic knowledge system and a position competency model through the well-honed skills of experts at key positions and providing strong support for fast talent training and recruitment. In Fiscal 2019, we completed the development of a system of 4 positions and its 17 supporting courses and 33 professional in-house trainers in Shenzhen factories. Based on the experience of business experts, we have formed a corresponding knowledge system to serve as a channel for new staff to grasp work knowledge and skills, which can effectively shorten the talent training cycle, improve training efficiency, save recruitment and training cost, and enhance the stability of our teams.

- *關鍵崗位體系建設*

結合本集團的整體發展需要，我們著手開展關鍵崗位體系建立工作，旨在通過關鍵崗位專家的技能沉澱，建立起系統的知識體系及崗位勝任模型，為人才的快速培養及招聘提供有力支持。2019財年，我們已經完成深圳廠區1個崗位體系4個崗位及其配套17門課程、33名專業內訓講師的開發，根據業務專家經驗萃取而成相應知識體系，為新入職員工創造出一個掌握工作知識和技能的通道，可有效縮短人才培養周期、提升培養效率，節約招聘和培養成本，增強團隊的穩定性。

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At the Site for the Discussion of the Key Position System
關鍵崗位體系討論現場

- **Internal Promotion**

The Group provides its staff with opportunities to compete for internal positions in a fair, just and open manner. Such competitive recruitment comprehensively assesses the skills and quality of staff members with qualification check, written test, practical operation and comprehensive quality appraisal, with an aim to optimize the allocation of talents. In Fiscal 2019, a total of 1,562 staff members were promoted through internal competitive examination and interview, with approximately 18% of them promoted to supervisor level or above.

In the future, we will continue to develop the work position system for key posts according to the strategic goals of talent development. Besides, offline and online training will be combined to improve the training experience and timeliness, coupled with increasing and intensifying input to allow our staff to adapt to the Group's development and social needs.

Retaining Talents

The Group values every talent and endeavors to retain talents. We have set up the "Long-term Service Award", with certificates and bonus awarded to staff every five years of service, as a gesture to thank and motivate staff members for their loyalty and contribution. In Fiscal 2019, we conferred the Long-term Service Award to 695 employees in total.

We timely arrange interviews with employees who have an inclination to leave. The interview is designed to learn about their work and living conditions, motives for departure, as well as the possibility and conditions for stay, so as to help employees address difficulties and retain outstanding personnel. Each month, the general manager's office of every business department would conduct a staff departure review, in which the department head reports on staff departure analysis to timely identify room for improvement and retain talents for the Group, with the regular internal audit also taken into account.

- **內部晉升**

本集團為員工提供公平、公正、公開的內部競聘機會，通過資格審查、筆試、實際操作、綜合素質測評等環節全面評估員工技能與素質，完善人才隊伍的優化配置。2019財年，共有1,562名員工通過內部競聘考試及面試得到晉升，其中約有18%的員工晉升到主管級及以上職位。

未來，我們將依照人才發展戰略目標，繼續針對關鍵崗位健全崗位體系建設，並將線下培訓與線上培訓相結合，改善培訓體驗和時效性，為員工適應集團發展和社會需要不斷加大和深化我們的投入。

人才留任

本集團珍視每一位人才，致力於吸納人才留任。我們設立「長期服務獎」，以感謝和鼓勵員工的忠誠和貢獻，員工服務每滿5年即被授予證書和獎金。2019財年，我們為共計695名員工頒發長期服務獎項。

對於有離職意向的員工，我們均組織面對面溝通，以瞭解其工作和生活情況、離職動機、留任的可能性及條件，從而幫助員工解決困難，爭取優秀人才的留任。各事業部總經理每月進行離職檢討，由部門負責人作離職分析報告，結合定期的內部審計，及時識別改進空間，為我們保留人才力量。

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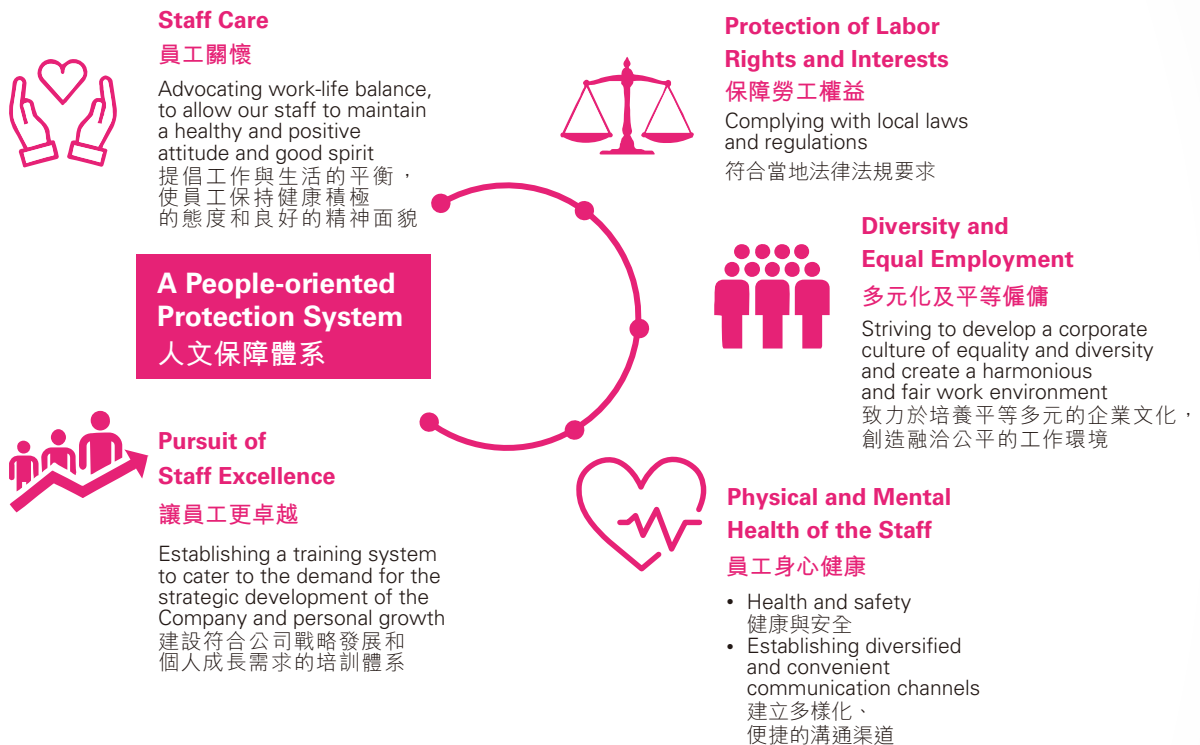
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People-oriented Protection System

"People-oriented" is part of the Group's value, on top of which we have established a people-oriented system. It aims to create a healthy work environment featuring respect, equality, mutual trust and sustainability for our staff in five aspects, from protecting labor rights and interests, diversity and equal employment, to physical and mental health, pursuit of staff excellence and care for staff.

人文保障體系

「以人為本」是本集團的價值觀，我們已經建立起以這一價值觀為根基的人文保障體系，從保障勞工權益、多元化及平等僱傭，到員工身心健康、讓員工更卓越及員工關懷的五個範疇，為我們的員工創造一個尊重、平等、互信、健康和可持續的工作環境。



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Protection of Labor Rights and Interests

The Group strictly complies with the laws and regulations of the countries and regions where the Group operates its business, such as the “Labor Law of the People’s Republic of China”, the “Law of the People’s Republic of China on the Protection of Minors”, the “Minimum Wage Regulations”, the “Provisions of the State Council on Staff Working Hours” and the “Labor Code of the Socialist Republic of Vietnam”, and operates in the principle of prohibition of forced and child labor, compliance with the remuneration, benefits and working hours regulations. Apart from that, we have prepared and implemented policies and systems such as the “Employment Procedures”, the “Procedures for Preventing Forced or Compulsory Labor”, the “Procedures for the Prohibition of Employing Child Labor”, the “Salary Payment System of the Company”, the “Working Hours System of the Company”, and the “Emergency Business Handling Agreement”, in an effort to protect the staff’s legitimate rights and interests in a practical manner. Meanwhile, the Group has set up staff representative union and labor union in Shenzhen and Vietnam factories for discussions on a regular basis to help staff members understand each other, share information and establish harmonious labor relations.

保障勞工權益

本集團嚴格遵守《中華人民共和國勞動法》《中華人民共和國未成年人保護法》《最低工資規定》《國務院關於職工工作時間的規定》《越南社會主義共和國勞動法》等運營所在國家和地區的法律法規，以禁止強制勞動、禁止聘用童工、符合薪酬與福利規定、符合工作時間規定為原則，制定並實施《招聘程序》《不使用被迫或強制勞動力程序》《禁止僱傭童工程序》《公司工資支付制度》《公司工時制度》《緊急業務處理協議》等政策及制度，以切實保障員工的合法權益。同時，本集團在深圳及越南廠區分別設立員工代表大會及工會，定期組織員工座談，幫助員工互相瞭解、分享信息及搭建融洽的勞動關係。



Regular Discussions and Face-to-Face Meetings with the Staff by the Labor Union
工會定期座談會和員工面談大會

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Prohibition of Forced Labor

The Group forbids involuntary or forced labor, including but not limited to pledging contracts and forcing others to work; and all personnel are forbidden to force staff in any manner or unnecessarily restrict staff's freedom to act. We adopt direct recruitment and direct salary payment to ensure that labor relations and capital transactions take place with no involvement of third parties. We specify both parties' intentions and obligations by entering into the "Employment contract for Factories Staff" on a voluntary and equitable basis at the start of the employment. We have also employed a variety of channels, such as special meetings, special training, posting factory regulations, email or broadcast to ensure that all members of the staff are properly informed of relevant policies, work on a voluntary basis, and enjoy freedom within the legal framework and stay free from any form of oppression. During the reporting period, the Group did not occur any case of forced labor.

Prohibition of Child Labor

The Group forbids recruiting child labor. All applicants shall hold their legal ID cards to go through relevant procedures to ensure that they have reached the legal working age. A photocopy of the staff's ID card and recent photo shall be kept in their archive. Management staff and average employees who breach this policy shall be subject to disciplinary action in accordance with relevant regulations. During the reporting period, the Group did not occur any case of child labor.

Compliance with Remuneration and Welfare Regulations

The Group provides the staff with reasonable remuneration and welfare under the law of the place where it operates its business, and adheres to the principle of distribution according to work. We manage our staff's working hours through a system, to ensure compliance with the Company's regulations and accurate recording. Salary is calculated under an integrated working hour system, with the basic salary not lower than the standard minimum wage in the place of our business operations to ensure that the staff's basic needs are met. Overtime pay and allowance are provided based on the actual working hours and performance of individual staff. We contribute to social insurance and provident fund for our staff in the place of business operations as required, and ensure that our staff are entitled leaves such as paid annual leave, martial leave, maternity leave, work-related injury leave and sick leave. When unexpected factors emerges which result in work suspension, we will pay salary for such work suspension based on the normal work standard of the day concerned.

禁止強制勞動

本集團禁止使用非自願或強制勞動，包括但不限於使用契約作為抵押、強迫他人勞動等情形；禁止所有人員以任何形式強迫員工或不必要地限制員工行為自由。我們通過直接招聘、直接支付工資等方式，保證勞動關係和資金往來不經由任何第三方處置；通過在員工入職時與其自願平等地簽訂《入廠員工公約》明確雙方意願和義務；通過專題會議、專題培訓、張貼廠規、郵件或廣播宣傳等方式確保全員知悉相關政策，保證所有員工自願工作並享有合法範圍內的所有自由，不受任何形式的強迫。本報告期內，集團未發生任何強制勞工的情況。

禁止聘用童工

本集團禁止聘用童工。所有申請職位的人員必須持本人合法身份證件辦理相關手續，確保其滿足法定工作年齡；員工本人身份證複印件和近照歸入個人檔案；對任何違反這一政策的管理人員和員工按照規定採取相應紀律處分。本報告期內，集團未發生任何僱傭童工的情況。

符合薪酬與福利規定

本集團向員工支付符合運營所在地法律規定的合理薪酬及福利，並堅持按勞分配原則。我們通過系統管理員工工作時間，以確保其符合公司規定並被準確記錄；實行綜合計時制計算工資，其中底薪不低於運營所在地最低工資標準，以保障員工基本生活需要，並根據員工實際工時和表現給予加班費和津貼；按照運營所在地要求為員工購買社會保險和公積金，並保證員工享有帶薪年休假、婚假、產假、工傷假、病假等假期，若因突發性因素而導致員工在正常工作時間停工情況發生時，還會按照該天正常工作標準發放停工工資。

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In Fiscal 2019, we made payroll structural adjustment of certain positions in accordance with position value assessment and industry payroll survey report to maintain our salary and welfare at a competitive level on the market, with the subsidy system optimized to standardize the subsidy types and review procedures. Additionally, Regina Miracle International (Vietnam) Limited won the 2018 Outstanding Contribution Award of the Year by the National Social Security Bureau of Vietnam to commend our contributions to the implementation of work on social insurance, making us the only enterprise with such an exceptional honor in Hai Phong.

2019財年，我們以崗位價值評估和行業薪酬調研報告為依據，對部分崗位進行了薪酬結構調整，使員工薪酬和福利保持在具有市場競爭力的水平，並通過優化補貼制度規範了補貼種類及審核程序。此外，維珍妮國際（越南）有限公司榮獲越南國家社保局頒發的2018年年度突出貢獻獎，以表彰我們對社保各項工作執行及落實作出的奉獻，是海防市唯一獲此殊榮的企業。



Regina Miracle Conferred with the 2018 Outstanding Contribution Award of the Year by the National Social Security Bureau of Vietnam, which is the only enterprise awarded with such an exceptional honour in Hai Phong
越南國家社保局為維珍妮頒發「2018年年度突出貢獻獎」，是海防市唯一獲此殊榮的企業

Diversity and Equal Employment

Under the principle of prohibiting discrimination, the Group has policies and regulations such as the “Recruitment Procedures” and the “Anti-Discrimination Procedures” in place, in an effort to develop a corporate culture of equality and diversity and to create a harmonious and fair work environment.

In Regina Miracle, staff employment, remuneration, promotion and dismissal are subject to work capability, regardless personal traits or beliefs such as gender, race, religion, political conviction as well as social or ethnic background. We provide open and equal employment opportunities and welfare, conduct recruitment and promotion appraisal with robust transparency in plans, requirements and positions as well as impartial standard, and observe the principle of avoiding conflict of interest. We adopt the policy of equal pay on equal work. Our Vietnam factory assesses the level of hourly rates on a quarter basis and monthly rates on

多元化及平等僱傭

本集團以禁止歧視為原則，制定並實施《招聘程序》《反歧視程序》等政策及制度，致力於培養平等多元的企業文化，創造融洽公平的工作環境。

在維珍妮，所有員工的任用、報酬、晉升和解僱均以工作能力為標準，而不受其性別、種族、宗教、政治信仰、社會或族裔背景等個人特徵或信念影響。我們開放平等的僱傭機會和福利待遇，在招聘及晉升考核中做到計劃公開、要求公開、崗位公開、標準公正，遵循利益衝突回避原則；我們施行同工同酬政策，越南廠區每季度開展時薪等級評估、每半年組織月薪等級評估；我們開設中越語言班，並定期為跨文化工作的員工進行

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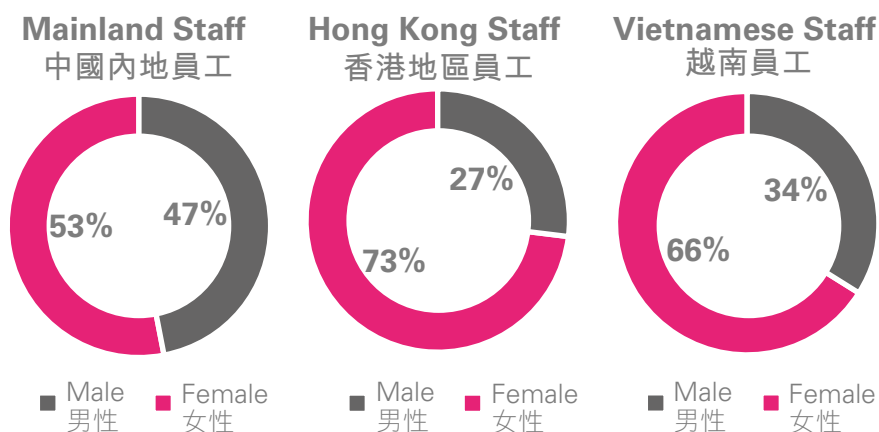
環境、社會及管治報告

a half-year basis. We also provides regular Chinese-Vietnamese culture training for our staff engaged in cross-cultural work, to promote cultural integration and understanding. All our policies are available in both Chinese and Vietnamese. Furthermore, we forbid imposing mandatory pregnancy tests as an employment term or infringing upon their rights by increasing the pregnant staff's workload or disapproving them from taking medical leave.

Our gender ratio stands at 4:6, with female staff accounting for 59% of our senior management.

中越文化培訓，促進文化交融和瞭解，各項制度均備有中越文雙語版本；我們禁止以強制驗孕作為僱傭條件或以增加懷孕員工工作量、禁止懷孕員工請假就醫等方式侵害其權利。

我們的員工男女比例達到4：6，其中女性員工在高層管理人員中佔比59%。



Physical and Mental Health of the Staff

The Group strictly abides by laws and regulations in the place of operation such as the "Constitution of the People's Republic of China", the "Law of the People's Republic of China on the Prevention and Control of Occupational Diseases", the "Fire Control Law of the People's Republic of China", the "Regulations on Factory Safety and Sanitation", the "Law of occupational safety and hygiene of the Socialist Republic of Vietnam", the "Vietnam's circular on national Technical Regulation on Microclimate" and the "Vietnam's circular on national Technical Regulation on Noise". We execute the principle of meeting health and safety standards, prohibiting harassment or abuse and ensuring freedom of association and collective negotiation, with policies and regulations in place such as the "Environmental Safety and Health Policies", the "Regulations on Staff Health Management", the "Procedures on Preventing Harassment and Abuse" and the "Staff Manual" to ensure that our staff work and live in a healthy and safe environment, receive care and respect and enjoy the freedom of association and labor negotiation.

員工身心健康

本集團嚴格遵守《中華人民共和國憲法》《中華人民共和國職業病防治法》《中華人民共和國消防法》《工廠安全衛生規程》《越南社會主義共和國勞動安全衛生法》《越南國家微氣候技術規程》《越南國家微氣候噪音規程》等運營所在國家和地區的法律法規，以符合健康與安全標準、禁止滋擾或虐待、保障結社自由及集體談判為原則，制定並實施《環境安全健康政策》《員工健康管理制度》《防止騷擾及虐待程序》《員工手冊》等政策及制度，保障員工在健康、安全的環境中工作和生活，受到關心和尊重，並享有結社及勞資談判的自由。

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Meeting Health and Safety Standards

The Group maintains the occupational health and safety principles of “safety first, compliance with disciplines and regulations, prevention-centered, all-staff engagement and ongoing improvement”, with the general goal of “zero major accidents such as severe injury, fatality, explosion, fire and leak of hazardous chemical substances; higher safety awareness among the staff, and safety training for all staff”.

In Fiscal 2019, no work-related fatality was recorded by in the Group, while 69 injured staff was recorded, accounting for 0.17% of the total number of employees, and the average number of working days lost per employee due to work-related injuries is 23 days. After the occurrence of work-related injury, we actively responded in strict accordance with the “Emergency Rescue Procedure” and the “Procedure for Handling Work-related Injuries” to ensure proper rescue and treatment was given to the injured staff; such work-related injuries were also identified and verified subsequently, to ensure the salary, benefits and time of recovery and protect their legitimate rights and interests of the injured staff. We will also strengthen staff safety training and enhance staff’s awareness of occupational safety so as to minimize the possibility of work-related accidents.

- Establishment of Safety Standardization**
 The Group has established a safety management system and conducts regular risk assessment to minimize potential risks as our responsibility to provide a healthy and safe environment for the staff. All factories in Shenzhen and Vietnam under the Group have been rewarded with the certification of OHSAS 18001 occupational health and safety management system, among which, Regina Miracle Intimate Apparel (Shenzhen) Co., Limited and Regina Miracle (Shenzhen) Limited have passed the national level-2 work safety standardization certification in 2018.

符合健康與安全標準

本集團秉持「安全第一、遵紀守法、預防為主、全員參與、持續改進」的職業健康安全方針，以「重傷、死亡、爆炸、火災、危化品泄露等重大事故零發生；加強員工安全意識，進行全員安全培訓」為總目標。

2019財年，本集團未出現因工死亡事故，同時，共記錄69名傷員，其在員工總人數佔比為0.17%，而人均因工傷損失工作日數平均為23天。工傷事件發生後，我們嚴格按照《急救程序》《工傷處理流程》的規定積極應對，確保受工傷員工得到妥善救治，同時安排後續工傷認定、鑒定的跟進事宜，保證受工傷員工的薪酬福利和休息恢復時間，維護其合法權益。我們亦將加強員工安全培訓，提高員工職業安全意識，以減低工傷事件發生的可能。

- 安全標準化建設**
 本集團已建立安全管理體系，定期進行風險評估以盡量減低潛在風險，並將此視作我們為員工提供健康、安全的環境應盡的責任。本集團下屬深圳及越南全部工廠均獲得OHSAS 18001職業健康安全管理體系認證，其中麗晶維珍妮內衣(深圳)有限公司和維珍妮內衣(深圳)有限公司於2018年通過中國國家二級安全標準化審核。



OHSAS 18001 and China National Level-2 Work Safety Standardization Certificate
 OHSAS 18001和中國國家二級安全標準化證書

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We have established a robust safety management structure which enables responsibility to be assumed from senior management to workshop teams level by level. Every factory branch has set up its own safety emergency team to cope with emergencies and perform safety inspection and management for the factory branch, and designated the security department to coordinate and oversee the operation of the safety management system. We actively implement the workshop safety responsibility system and the reward and punishment system for production safety, with safety production responsibility statements signed at every level across the functional units and safety appraisal strictly executed on a monthly, quarterly and yearly basis. We have also standardized safety warnings and operational environment where operation shall take place strictly according to regulations with no improper commands and operation or breach of labor disciplines. On top of that, we have promoted safety culture on a comprehensive scale. Specifically, we deliver safety culture information to the staff and grow their sense of production safety via an array of approaches such as three-level pre-work safety education training and appraisal, certification for special operation staff, "Production Safety Month", safety arts performance as well as online and offline promotion. In Fiscal 2019, the Group provided a total of 81,772 hours of health and safety training.

我們已建立完善的安全管理組織架構，從集團高級管理層至車間班組逐級落實安全責任，在各分廠設立安全應急管理隊伍負責各分廠的應急處理、安全管理和檢查，並指定安保部統籌和監督安全管理體系的運行；我們積極落實車間安全生產責任制和安全生產獎懲制度，橫向到邊、縱向到底，層層簽訂安全生產責任書，嚴格執行月度、季度、年度安全考核；我們已實現安全警示標準化和作業環境標準化，嚴格按規操作，杜絕違章指揮、違章作業、違反勞動紀律；我們全面推廣安全文化，通過崗前三級安全教育培訓及考核、特種作業人員持證把關、「安全生產月」活動、安全文藝演出、線上線下宣傳等方式將安全文化信息傳播給員工，樹立全員安全生產理念。2019財年，本集團開展健康安全培訓共計81,772小時。

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- *Protecting Occupational Health*

To protect the staff's occupational health, our Group conducts factory-wide testing on occupational hazards such as noise, dust and chemicals and announces its results every two years. In Fiscal 2019, our sanding room and ventilation system of Shenzhen factories underwent a comprehensive upgrade to reduce dust generation and ensure that our environment meets the production safety standards of the location where we operate. We provide our employees with personal protective equipment and conduct routine inspections each week on whether they wear it properly. We conduct regular occupational and hazardous risk assessment. In respect of positions with potential risks, occupational health examination is provided for employees before they enter, transfer or leave the positions to proactively prevent the occurrence of occupational disease.

- 職業健康保障

為保障員工的職業健康，本集團每兩年對噪音、粉塵、化學品等職業危害源進行全廠檢測和公示，並在2019財年全面升級了深圳廠區的打磨房及排風系統以降低粉塵的產生，確保我們的環境符合運營所在地的生產安全標準；我們向員工分發個人防護裝備，並對員工是否正確佩戴進行每周例行檢查；我們定期進行職業危害風險評估，對於有潛在風險的工作崗位，在員工入職、轉崗、離崗前均有提供職業健康體檢，積極防範職業病的發生。



Staff Health Examination
員工體檢

Great attention is paid to the sanitation of the staff canteen. We outsource the staff canteen to qualified suppliers, assign designated personnel to supervise and inspect the suppliers on aspects such as environment conditions, material supply channels, food supply and tableware disinfection, and provide pure water for all the factory staff free of charge.

我們非常注重員工食堂衛生。我們將員工食堂外包給合格供應商，指派專人對供應商的環境狀況、物資供應渠道、食品供應情況、餐具消毒等進行監督檢查，並為全廠員工免費提供純淨水。

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In December 2018, our Shenzhen factories saw the opening of its health service center, as part of the new initiatives to provide our employees with more convenient, faster and more affordable medical service.

2018年12月，深圳廠區健康服務中心開業，這是我們為員工提供更便捷、更快速、更實惠的醫療服務所做出的又一新舉措。



Health Service Center of Shenzhen Factory
深圳廠區健康服務中心

Furthermore, we have set up the “Window of Heart” studio in our Shenzhen factories where the working group of the Employee Assistance Program (“EAP”), which comprises our employees with national psychological consultant qualification, provides professional psychological consultation and training for other employees, helps them address the psychological problems caused by work pressure and interpersonal relationship, and improve their well-being.

此外，我們還在深圳廠區內設置了「心靈之窗」工作室，配備由具備國家心理諮詢師資格的員工組成的「員工幫助計劃(Employee Assistance Program, 「EAP」)」工作小組，為員工提供專業心理諮詢及培訓，幫助員工舒緩因工作壓力、人際關係緊張等造成的心理問題，提升員工的幸福指數。

In 2018, the labor union of our Vietnam factory and Hai Phong Military Hospital hosted 10 information sessions where over 2,000 female employees were trained on knowledge about female diseases and how to take care of their body.

2018年，越南廠區工會與海防市軍醫院聯合組織了10次宣講會，為2,000餘名女性員工培訓有關女性疾病及如何保養身體的知識。



Training on knowledge about Female Disease and Health Care
女性疾病及保健培訓

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- *Fire Safety and Emergency Response*

The Group takes factory safety seriously, especially the personal safety of employees. Our Shenzhen factories have 100 full-time security staff, one full-time fire brigade and two fire-fighting trucks, which ensures that we can respond to emergencies timely and provide all-rounded safety protection for our employees. In order to effectively prevent fire and safety accidents, we have prepared “The Emergency Plan on Fire Accidents and Natural Disasters” in which the emergency responsibility and procedure of each department are set out clearly. Each year, we organize emergency drills on fire safety, elevator accidents and industrial accidents to improve the emergency response capability of our employees. In Fiscal 2019, we organized a total of 4 fire drills for all the staff, in a bid to enhance our employees’ emergency response capability continuously. Vietnam factories also complied with the “Law on fire prevention and fighting of the Socialist Republic of Vietnam” and “Decree on compulsory fire and explosion insurance”, and organized 7 fire drills in Fiscal 2019.

- 消防與應急

本集團重視廠區安全，特別是員工的人身安全。我們的深圳廠區擁有100多名專職保安人員、1支專職消防隊及2輛消防車，確保我們能夠及時應對突發事件，為我們的員工提供全方位的安全保障。為有效防範火災及安全事故風險，我們制定了《消防事故和自然災害安全應急預案》，明確各部門應急職責與流程；每年定期開展消防、電梯事故、工傷事故應急演習，提升員工的應對能力。2019財年，我們共舉行4次全員消防演習，持續強化員工應急能力。越南廠區亦跟隨了《越南社會主義共和國消防安全法》及《消防保險制度規定》，並於2019財年舉行了7次消防演習。



Fire Engines
消防車

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Prohibiting Harassment or Abuse

Our Group is well aware that the employer must provide a work environment free of harassment, abuse or physical punishment in any form and respect the dignity of employees. Apart from stipulating in our policy and system that no one shall harass and insult others physically, mentally or orally, we also sign a statement with our management staff of all levels in special meetings and the special trainings for management personnel, to ensure that they understand this policy. All the staff can report any breach of the policy through complaint procedures, and upon verification, the personnel concerned shall receive corresponding disciplinary punishment.

In Fiscal 2019, Vietnam factories arranged labor union and staff representatives to attend a number of seminars on protecting women and preventing sexual harassment that are organized by the public institutions of locations where we operate. At such seminars, we actively discussed workplace sexual harassment and its impact on female employees, and helped them learn to protect themselves.

禁止滋擾或虐待

本集團深明僱主必須提供一個不存在任何形式滋擾、虐待或體罰措施的工作環境，尊重員工的尊嚴。我們除在政策及制度中規定任何人不得對他人進行身體、心理或口頭上的騷擾和侮辱外，我們還在專題會議和管理人員專題培訓中與各級管理人員簽署聲明，確保其瞭解這一政策。對任何有違反這一政策的行為，所有人員均可通過申訴程序申報，確認屬實的相關人員將受到相應的紀律處分。

2019財年，越南廠區多次派工會和員工代表參加運營所在地公共機構組織的女性保護及防止性騷擾相關座談會，積極探討工作場所性騷擾問題及其對女性員工的影響，並幫助女性員工學會保護自己。



**Labor Union of Vietnam Factory Attending the Seminars
on “Improving the Reputation of Women and Prohibiting Sexual Harassment” and “Preventing Sexual Harassment”**
越南廠區工會參加「增加婦女名聲及禁止性騷擾」和「防備性騷擾」座談會

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Protecting Freedom of Association and Collective Negotiation

Our Group recognizes and respects employees' freedom of association and collective labor negotiation, and actively promotes work with dignity. At the same time, we continue to improve the democratic management system for employees and open a variety of communication channels to fully stimulate employees' enthusiasm and engagement, and enhance employees' satisfaction by protecting their rights to know, to participate and to supervise through two-way communication.

保障結社自由及集體談判

本集團認可並尊重員工結社及進行勞資談判的自由，積極推動體面工作的實現。同時，我們持續完善員工民主管理體系，開放多樣的溝通渠道，以充分調動員工的積極性和參與度，通過雙向交流保障員工的知情權、參與權及監督權，提升員工滿意度。



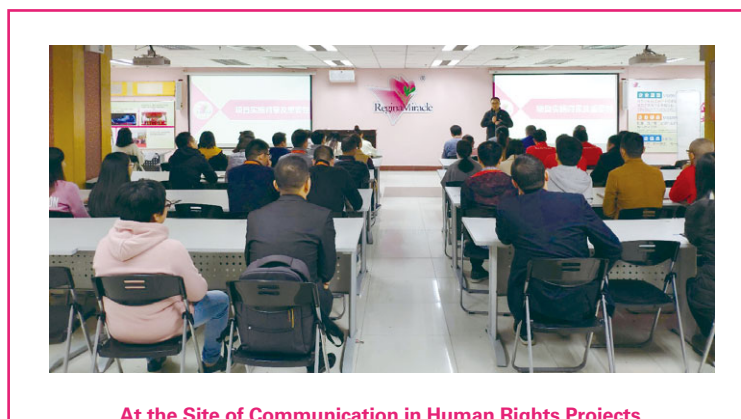
Various Communication Channels
多樣的溝通渠道

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In June 2018, we launched the preparation for a staff complaints platform and the staff satisfaction survey at the same time. Both human rights projects further reflect our great attention to staff satisfaction, as we seek to use the staff complaints platform to generate professional analysis reports to help us address the issues of concern to the staff and enhance their sense of belonging.

2018年6月，我們同時開啟員工申訴平台的籌備和員工滿意度調查。這兩個人權項目的開展進一步體現了我們對員工滿意度的高度關注，力求利用員工申訴平台生成專業分析報告，幫助我們從內而外地改善員工關心的問題，增強員工歸屬感。



At the Site of Communication in Human Rights Projects

人權項目溝通現場

Pursuing Staff Excellence

The Group has the “Performance Appraisal Management System” in place, to comprehensively assess the work performance of its staff in the principle of objectivity and fairness and based on performance targets. We stress on performance-related communication, and require department heads to arrange performance-related interviews to timely understand the staff’s difficulties at work and assist them to improve work approaches, performance and income.

In Fiscal 2019, we worked to upgrade our performance management system and improve pertinence of performance appraisal by optimizing personal KPIs. Meanwhile, we proceeded with our differentiated appraisal based on compulsory ratios and the combined appraisal of production, technology and quality management teams, to widen the bonus gap, bolster the application of performance results, and peg job promotion and salary adjustment to performance results and enhance the stimulation effect of appraisals. In addition, we made great efforts to advocate the concept of performance by posting articles about performance on our intranet, to further put the performance management system into practice.

讓員工更卓越

本集團制定並實施《績效考核管理制度》，秉持公平客觀的考核原則，依據績效目標綜合評估員工的工作表現。我們重視績效溝通，要求各部門負責人與員工開展績效面談，及時瞭解員工的工作困難，協助其改善工作方法，以提升其績效及收入水平。

2019財年，我們著力升級績效管理體系，通過優化個人關鍵績效指標，提升績效考核的針對性；同時，我們推進強制比例差異化考核及生產、技術與品管團隊捆綁考核，拉開獎金差距，加強績效結果應用，將晉升和調薪與績效結果掛鉤，提高考核的激勵性。此外，我們大力宣導績效理念，在內聯網上發布績效宣貫文章，進一步推動績效管理體系的落實。

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Staff Care

The Group advocates work-life balance and takes the initiative to help its staff maintain a healthy, positive attitude and good spirit.

- *Concerns for the Staff and Their Families*
The Group cares for female staff, and related decision and action are considered from the female perspective. The Group is committed to allowing all female staff to enjoy pregnancy and lactation benefits as provided by the local laws of the place where we operate our business. We provide breastfeeding rooms for female staff and supporting any activities related to staff health, especially those relating to the health of female staff.

員工關懷

本集團提倡工作與生活的平衡，積極行動以幫助員工保持健康積極的態度和良好的精神面貌。

- *關切員工及其家庭*
本集團重視女性員工，從女性角度斟酌我們的有關決策和行動。我們承諾所有女性員工均可享受運營所在地法律規定的妊娠和哺乳福利。我們為女性員工提供哺乳室，支持任何與員工健康、特別是女性員工健康相關的活動。



Breastfeeding Rooms
哺乳室

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We set up “Factory Open Days” in Shenzhen and Vietnam factories respectively and invite the family members of excellent employees to visit such that they understand our work environment and corporate development and the common development of two “families”.

我們在深圳及越南廠區分別設立「工廠開放日」，邀請優秀員工的家庭成員參觀廠區，讓他們瞭解我們的工作環境和企業發展，實現兩個「家庭」的共同發展。



Factory Open Day
工廠開放日

- *Staff Recreation Area*

The Group has set up recreation areas in Shenzhen factories for its staff where they can enjoy their spare time after work or relax through workouts. Our Regina Miracle Library also offers a wide range of books, creating the condition for staff members to learn and improve themselves.

- *員工康樂區*

本集團深圳廠區為員工專設了康樂區，讓員工能夠在工作之餘享受休閒時光，或通過體育鍛煉來放鬆身心。我們的維珍妮圖書館還為員工準備了豐富的藏書，為員工自我提升創造了條件。



Staff Recreation Area and Regina Miracle Library
員工康樂區和維珍妮圖書館

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- *Interest Classes*

In Fiscal 2019, the Group set up more interest classes in Shenzhen factories for employees. Every week, they can sign up for classes on Tai Chi, painting, flower arrangement and dancing. Our Vietnam factory, in particular, organized its staff to attend motorbike-driving classes at the local driving training center to satisfy their actual demand. By introducing such external resources, we have honored our commitment to ensuring work-life balance for employees.



Interest Classes
興趣班

- *興趣班*

2019財年，本集團深圳廠區為員工開設了更多興趣班，每周員工都可以報名參加太極、繪畫、插花、舞蹈等班級，越南廠區還特別為滿足員工的實際需求組織員工參加當地駕駛培訓中心的摩托車駕駛班。我們通過引入外部資源，兌現我們保障員工擁有平衡的工作和生活的承諾。



- *Competitions*

The Group organized various sports events and activities, such as basketball and table tennis matches as well as fun games to enrich the life of staff during their spare time.



Competitions
競技比賽

- *競技比賽*

本集團組織開展多種體育比賽和活動，如籃球比賽、乒乓球比賽、趣味運動會等，豐富員工的業餘生活。



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- *Education Subsidy for Children*

In order to help the children of our staff to receive better education, the Shenzhen factory provides children's education subsidies for long service employees. As long as an employee at any position work for 10 years in Regina Miracle, the children of the employee who are in high school or above are entitled to an annual subsidy of RMB2,500 to RMB15,000. Since its establishment in 2006, our education subsidies have supported a total of 1,908 children of our employees, with the accumulated subsidy exceeding RMB6.5 million.

Since 2016, Vietnam Factories have been offering annual bonuses to the children of employees who have achieved outstanding results. In Fiscal 2019, Vietnam Factory issued bonus, in an amount approximately equal to HK\$93,000 to 2,472 outstanding children of employees, among which 50 of them received county-level honors, 32 of them gained honors at municipal level and 2 won national-level honors.

- 子女教育津貼

為了幫助員工的子女得到更好的教育，深圳廠區為長期服務員工發放子女教育津貼。只要員工在維珍妮工作滿10年，無論其在何種職位，其就讀於高中或以上學校的子女每人每年均可獲得人民幣2,500元至人民幣15,000元不等的津貼資助。自2006年設立至今，我們通過教育津貼資助員工子女共計1,908人次，累計發放超過人民幣650萬元。

自2016年起，越南廠區每年為取得優秀成績的員工子女頒發獎金。2019財年，越南廠區為2,472名員工子女頒發獎金折合約港幣共計93,000元，其中獲縣級榮譽的有50名，獲市級榮譽的有32名，獲國家級榮譽的有2名。



Award Ceremony for Outstanding Children of Employees

優秀員工子女頒獎禮

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- Festival Greetings*

On every festival or joyous event, the Group will always organize a gathering for the staff, provide them with festival benefits, and celebrate the festivals with them.

- 節日問候

每逢佳節喜慶，本集團都為員工組織聚會，發放節日福利，陪伴員工歡度節日。



The Company and the Union distributed calendar to all employees in New Year.
 新曆節公司及工會給全廠人員送掛曆



The Company and the Union presented mooncakes to all factory employees on Mid-Autumn Festival.
 中秋節公司及工會給全廠人員送月餅



The Union presented gifts to the children of employees on Children's Day
 六一兒童節工會給公司人員的小孩送禮
Festival Benefits
 節日福利

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- *Poverty Alleviation*

We actively organized the staff to donate for co-workers who suffered from diseases or accidents, to help them get through difficulties. Representatives are also assigned to visit such employees with greetings and wishes, bringing care to them. In addition, we take the initiative to help the poor employees. In Fiscal 2019, we utilized our funds to build houses for 5 employees in extreme poverty, giving them stable residence for life and work.



The Employee who received support and his house
受資助員工和他的房子

- 扶貧濟困

我們積極組織員工為遭遇病痛或意外事故的同事捐款，幫助他們度過難關，並派代表探望和慰問，為員工送去溫暖。此外，我們主動幫扶貧困員工，2019財年動用經費協助5名特困越南員工蓋起了房屋，讓他們得以安居樂業。

JOINT SUCCESS WITH PARTNERS

As the world's largest intimate wear manufacturer, the Group leverages its leading seamless clothing technology as well as continuous innovation of production craftsmanship, to consistently gain recognition from international brands. Committed to our mission of "creating first-class products, delivering industry value and fulfilling social responsibility", the Group strictly controls product quality and safety, focuses on technical R&D and innovation, and pays attention to supply chain environment and social risks as well as obligation performance, all in a bid to deliver mutual benefit and joint success with its partners.

Creating Values for Customers

Creating value for customers is a constant pursuit of our Group. We keep ramping up our production capacity and efficiency to cope with the order demands from major brand partners. We are active in promoting information-based production automation models to boost production management and efficiency. Our years of commitment to design and manufacturing innovation and continuous research on high-tech innovative craftsmanship enabled us to forge solid relations with our existing and new brand partners that are famous around the globe. "Quality, Speed, Innovation, Sustainability" serve as our consistent strategies to attain steady business growth.

與合作夥伴攜手共贏

作為全球最大的貼身內衣製造商，本集團憑藉領先的無縫製衣技術和持續創新的生產工藝，不斷獲得國際品牌認可。我們以「創造一流產品，實現行業價值，踐行社會責任」為使命，嚴控產品質量與安全，重視技術研發與創新，關注供應鏈環境及社會的風險與履責情況，攜手合作夥伴實現互利共贏。

為客戶創造價值

為客戶創造價值是本集團矢志不渝的追求。我們持續提升產能的擴展及效率，以配合各大品牌合作夥伴的訂單需求；我們積極推動具備信息化的自動化生產模式，以加強生產管理及提升效率；我們多年來堅持創新設計製造，不斷鑽研高科技的創新工藝，令我們得以與全球知名的現有及新品牌合作夥伴建立牢固關係。「質量，速度，創新，可持續」是我們達至業務穩步發展所堅持踐行的戰略。

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Quality First

The Group strictly complies with the laws and regulations of the countries and regions where we operate our business, such as the “Product Quality Law of the People’s Republic of China”, the “Law of the People’s Republic of China on Protecting Consumer Rights and Interests”, the “Vietnam Law on product and goods quality” and the “Vietnam Law on protection of consumers’ rights”. In addition, we have established our quality management system and keep improving it, to fully guide and control product quality. We have prepared and implemented policies and mechanisms such as the “Determination Process of Material Plans”, the “Internal Flow and Control Procedure for Materials and Products”, the “Product Inspection Standard” and the “Management Standard for Product Inspection”, to provide multiple layers of assurance for the quality of materials and finished goods throughout the production process. Other than that, we have been active in applying for international quality management system certification. Our Regina Miracle (Shenzhen) Limited has obtained the ISO 9001 quality management system certification for its design and manufacturing processes of intimate wear mold cups and the textile parts for electronic products. In Fiscal 2019, we encouraged and helped over 20 employees to obtain certificates from third-party inspection institutions, which further intensified the penetration of quality control concepts.

質量為王

本集團嚴格遵循《中華人民共和國產品質量法》《中華人民共和國消費者權益保護法》《越南產品質量法》《越南消費者權益保護法》等運營所在國家和地區的法律法規，建立並不斷健全質量管理體系，以充分指導和把控產品質量。我們制定並實施《物料計劃制定流程》《物料、產品內部流動與控制程序》《產品檢驗標準》《產品檢驗管理程序》等政策和制度，在生產全流程對來料和成品的質量實施多重把關；我們積極開展國際化質量管理體系認證，集團旗下維珍妮內衣(深圳)有限公司的內衣模杯與電子產品紡織類部件的設計和生產過程已通過ISO 9001質量管理體系認證。2019財年，我們鼓勵並幫助20餘名員工考取第三方檢驗機構證書，進一步深化了質量管理理念的滲透。

ISO 9001:2015

Regina Miracle Intimate Apparel (Shenzhen) Co., Limited
維珍妮內衣(深圳)有限公司

**Intimate wear mold cups and the
textile parts for electronic products**
內衣模杯與電子產品紡織類部件



Quality Management System
質量管理體系

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- *Target-oriented Quality Supervision and Inspection*

The Group sets up and adjusts production goals according to the safe quality standard of the place where it operates its business as well as the specific requirements of its partners. For instance, for a specific brand partner, we set our 2019 quality goal as “Superior Quality”, based on which we established related quality KPIs covering the two major dimensions respectively, namely the factories and the market.

Guided by quality objectives, we conduct routine inspection on production lines to identify defective products and offer timely supervision for improvement. As for the manufacturing of new products, we strictly executes examination procedures to ensure that the quality and specifications of new products are in line with design and manufacturing standards. In Fiscal 2019, we introduced the RFID system (a packaging and scanning system). Its scanning and testing lead to 100% assurance of quality and safety of production package.

- *Quality risk assessment process*

The Group implements quality risk and safety review by defining the risk assessment mechanism and standardizing the risk assessment process. In the R&D stage, our technology and quality control team for bulk production participates in the feasibility assessment of product quality and safety, to avoid abnormalities during the production process. In the production stage, our R&D team keeps tracing to ensure that the initial goal of product design is smoothly achieved as well as materials are more effectively applied. After the delivery of finished goods, should any quality and safety issue arise, the departments and management concerned would immediately take measures, so as to ensure that the product issue is handled properly and customers’ rights and the Group’s reputation are protected.

- *目標導向的質量監督檢驗*

本集團根據運營所在地安全質量標準和合作夥伴的特定要求設置並調整生產目標。如針對某品牌合作夥伴，我們的2019年品質目標為「卓越品質」，並以此建立了覆蓋工廠和市場兩大維度的相關品質關鍵業績指標。

以品質目標為導向，我們對產品生產線例行巡檢，以發現瑕疵品並及時督促改善。對於新產品投產，我們嚴格執行檢驗程序，確保新產品的品質規格符合設計和生產標準。2019財年，我們引進包裝RFID捆包掃描系統，通過系統掃描檢測實現100%確保產品裝箱質量與安全。

- *質量風險評估程序*

本集團通過定義風險評估機制、規範風險評估流程落實質量風險與安全評審工作。在研發階段，大貨技術及質量管理團隊即參與產品質量與安全的可行性評估，以規避在生產過程中出現異常；在生產階段，研發團隊持續追蹤，保證產品設計的最初目標順利實現，更有效地運用材料；在成品出貨後，如出現質量與安全問題，相關部門及管理層立即採取措施，以確保妥善處理產品問題，維護客戶權益和集團聲譽。

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- *Internal Quality Appraisal*

The Group implements a comprehensive internal review system throughout the manufacturing process. Through a combination of monthly irregular internal review and cross review, the Group seeks to review the execution of each manufacturing process and each part, and promote the standardization of the production process. At the same time, we optimize our production process by identifying inadequacies during internal interview continuously, so as to keep improving product quality during the manufacturing process.

In Fiscal 2019, we convened the annual quality appraisal meeting where our conclusion and appraisal covered six aspects, namely attainment of quality goals, compliance of process results as well as product quality and safety, evaluation on customers satisfaction, effectiveness/suitability/adequacy of quality management, rectification and prevention measures and continuous improvement system, and the execution results of the internal review process. At the meeting, we also sorted out our performance and opportunities in relation to quality and safety management work, to assure the effective operation of our quality and safety management system.

Leading Speed

The changing trade conditions and market requirements have resulted in increasing demand for fast turnaround of orders on the part of brand partners, which presents a challenge for suppliers. However, since its listing, the Group has been working to expand its production facilities in Vietnam, proactively developing innovative craftsmanship during the technical R&D stage to realize automated production, and never cease to update its internal process arrangement system. As a result, we are able to plan a supply chain that satisfies customer demand to coordinate with and adapt to the changing industry trends and the rapid pace of our brand partners.

- *內部質量評審*

本集團實行全面的制程過程內部審查制度，通過每月不定期內審與交叉內審相結合的方式，著力審查各工序、各環節的流程執行情況，促進生產過程標準化和規範化；同時，通過內審不斷發現不足從而完善和優化生產流程，實現制程過程產品質量的持續改進。

2019財年，我們召開了年度質量評審會議，從質量目標達成情況、過程業績及產品質量安全符合性、顧客滿意度評價、質量管理有效性／適宜性／充分性、糾正和預防措施及持續改進系統、以及內部審查流程執行結果六個方面進行了總結和評審，梳理了質量與安全管理工作的表現和機會，以保障質量與安全管理體系的有效運行。

速度領先

貿易局勢的轉變和市場的要求使得品牌夥伴對快速訂單的需求越來越大，這對供應商而言是一種挑戰。然而，由於本集團上市後致力於越南擴充生產設施，並於技術研發階段已積極以自動化生產為目標開發創新工藝，再加上我們不斷更新的內部流程安排系統，令我們得以規劃出一個滿足客戶需求的供應鏈，以配合及適應行業趨勢的轉變與品牌夥伴的快速步伐。

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We adopt the IDM (Innovative Design and Manufacturing) model to build a complete supply chain service system starting from market demand survey and covering product development, production technology R&D and innovation, production organization, logistics and distribution. More than 55.4% of our 30,086 Vietnamese employees are skilled frontline workers with more than one year of work experience. This serves as robust assurance for production efficiency for us who have an absolute advantage in production capacity in Vietnam.

In the meantime, we are the earliest industry player to apply the SAP system. Based on SAP, we self-developed and introduced a number of support systems to integrate all business functions, which accelerates information flow, improves response speed and accuracy, and liberates labor force to enhance efficiency.

Innovation and Breakthrough

The Group is committed to developing multi-functional products so that they deliver the comfort, functionality and value proposition of intimate wear and functional sportswear. We have adopted emerging materials, introduced new equipment and developed innovative technologies independently to improve production models to meet the needs of quality and delivery of different order types.

Since 2018, we have been vigorously promoting the Manufacturing Excellence (ME) model, with designated departments responsible for planning, coordinating and promoting innovative measures to raise efficiency so that superior manufacturing can be delivered through craftsmanship and technical innovation. In Fiscal 2019, our priority is to promote on-site improvement projects, such as efficient mass production of R&D products, monitoring capacity of the FR system, operation simplification and efficiency improvement and the application and popularization of excellent methods.

我們採用 IDM 模式 (Innovative Design and Manufacturing)，構建了從市場需求調研開始，包含產品開發、生產技術研發創新、組織生產到物流分發在內的一整套供應鏈服務體系。在我們的30,086名越南員工中，逾55.4%是有1年以上工作經驗的熟練一線員工，這對於越南產能佔據絕對優勢的我們而言是生產效率的有力保障。

同時，我們是業內最早應用SAP系統的公司之一。以SAP為基礎，我們自主開發並引入多個支持系統，集成所有業務功能，實現了加快信息流轉、提升響應速度、改善準確度、解放勞動力從而提高效率的目標。

突破創新

本集團致力於開發多功能的產品，實現內衣及功能運動類產品舒適度、功能性及價值主張的三位一體。我們採用新型材料，引入新型設備，自主研發創新技術，改善生產模式，以適配不同訂單類型對於品質及交期的需求。

2018年起，我們開始大力推行ME模式 (Manufacturing Excellence)，由專職部門負責規劃、協調和推廣提高效率的創新措施，力求通過工藝和技術的創新實現變革式的卓越製造。2019財年，我們重點推動現場改善項目，如研發產品的高效量產、FR系統的可監控、操作簡化及效率提升、優秀方法的應用和普及等。

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Regina Miracle's seamless garment technology, composed of computer mold making, hot-pressed molding and seamless bonding, has shaped the core advantage for us to gain customers and expand product categories. Our approximately 3% sales spent on R&D each year in the past has enabled us to emerge from many outstanding manufacturers and demonstrate our strong support for continuous innovation.

We strictly comply with the laws and regulations of the countries and regions where we operate our business, including "GB/T 29490-2013 Management Standards for the Intellectual Property ('IP') of Enterprises", the "Patent Law of the People's Republic of China", and the "Vietnam Law on Intellectual Property" and has formulated and implemented our own policies and procedures such as the "IP Manual" and the "Brand Safety Manual". Committed to "scientific management, meticulous design, dedicated service, proactive innovation and continuous improvement", we implement the IP management system and strictly guard against brand safety accidents such as theft, loss, illegal entry and information leakage. The Group effectively operates and controls the acquisition, maintenance, application and protection of brand interests such as IP, trade secrets and technology secrets. We have a national laboratory and a R&D team of over 1,000 members. As of 31 March 2019, we had a total of 77 valid patents.

維珍妮主打的電腦開模、熱壓成型及無縫粘合三大技術組成的無縫製衣技術為我們構建起獲取客戶、拓展品類的核心優勢，過去每年佔銷售額3%左右的研發費用投入使我們在眾多優秀的生產型企業中處於較高水平，彰顯我們對於持續創新的大力支持。

我們嚴格遵循《GB/T 29490-2013企業知識產權管理規範》《中華人民共和國專利法》《越南知識產權法》等運營所在國家和地區法律法規，制定並實施《知識產權手冊》《品牌安全手冊》等政策及制度，以「科學管理、精心設計、用心服務、積極創新、不斷進取」為方針，落實知識產權管理體系，嚴格防範偷盜、遺失、非法進入、信息泄露等品牌安全事故，有效運行和控制知識產權、商業秘密、技術秘密等品牌利益的獲取、維護、運用和保護措施。我們擁有一個國家級實驗室和超過1,000人組成的研發隊伍；截至2019年3月31日，我們持有有效專利共計77項。



IP Management System
知識產權管理體系

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Protect the Legitimate Rights and Interests of Customers

The Group cherishes its business relationship with customers and strives to fulfill its commitments to protect the legitimate rights and interests of its customers. We pay special attention to the brands partners' requirements on the performance of environmental and social responsibilities of suppliers, practice the concepts of environmental protection, compliance operation and transparent disclosure, and actively cooperate with customers to inspect the factory and build a sustainable industrial chain with customers.

We are highly attentive to protecting the R&D results and brand information of our customers, endeavoring to protect their legitimate rights and interests and establish a good reputation for both the factory and the Company. In order to prevent leaking the R&D results of customers, we have imposed restrictions on access to important R&D workshops and prohibited our staff from carrying mobile phones to or taking pictures in such workshops. We would timely destroy the material that contains customer information and excessive production materials printed with the customer's brand logo. We also enter into confidentiality agreements with our staff, coupled with regular dissemination of knowledge on customer information security and protection. Such efforts aim to raise the awareness and vigilance of customer information protection among the staff and serve as concrete action to protect such information.

In order to improve customers' satisfaction, we continue to improve our R&D capabilities, delivery speed and rework ratio. We proactively respond to customers' KPI requirements for suppliers by providing targeted training on the operation of customer-specified systems, optimizing information systems and strengthening communication with suppliers. In Fiscal 2019, we won the title of Supplier Top Player from a well-known brand partner.

We have formulated and implemented policies and regulations such as the "Customer Service and Complaint Management", together with various channels such as phone call and email to timely collect and analyze customer suggestions and advice and provide feedback accordingly. All customer complaints are recorded by us, with statistical analysis carried out each month and rectification plans prepared and executed, all in a bid to meet customer demand and raise customer satisfaction.

客權保護

本集團珍視與客戶的業務合作關係，竭力履行承諾，保護客戶合法權益。我們尤其關注品牌合作夥伴對於供應商在環境及社會方面的履責要求，踐行環境保護、合規運營、透明化披露的理念，積極配合客戶驗廠，與客戶共同構建可持續發展的產業鏈。

我們高度重視對於客戶研發成果及品牌信息的保護，致力於保障客戶的正當權益，樹立良好的工廠口碑和公司聲譽。為有效防範客戶研發成果遭遇泄露，我們對重要研發車間設置權限限制，禁止員工攜帶手機或在車間拍照；我們及時銷毀包含客戶信息的資料和印有客戶品牌標識的生產餘料；我們與員工簽訂保密協議，定期宣導客戶信息安全保護知識，提升員工的客戶信息保護意識和警惕性，切實保障客戶的信息安全。

為了提升客戶對我們的滿意度，我們持續提升研發能力、供貨速度、返工比例等方面的表現。通過針對性地訓練客戶指定系統操作、優化信息系統、加強供應商溝通等方式，我們積極應對客戶對供應商的關鍵績效指標要求。2019財年，我們榮獲某知名品牌合作夥伴頒發供應商Top Player稱號。

我們制定並實施《客戶服務與投訴管理》等政策及制度，通過電話、郵件等多種渠道，及時收集、分析、反饋客戶建議及意見。我們將客戶投訴記錄在案，每月進行匯總分析，制定並落實整改計劃，務求服務於客戶需求，提升客戶滿意度。

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Strict Selection of Suppliers

The Group's suppliers principally provide us with fabrics, foam, production materials and supplementary packaging materials. To ensure product quality and safety, we have a strict supplier admission and assessment mechanism in place, coupled with a hierarchical management and renewal system for qualified suppliers. By enforcing clear and fair procedures and standards, we effectively control the potential risks arising from supply chains, and make progress with our suppliers while ensuring the quality of raw material.

Supplier Admission

The Group strictly complies with the laws and regulations of the countries and regions of its business operations, such as the "Law of the People's Republic of China on Tenders and Bids" and the "Bidding rules of the Socialist Republic of Vietnam" and has formulated and implemented the "Procurement and Suppliers Admission System and Work Guidelines", under which potential suppliers shall undergo comprehensive admission assessment in relation to operational qualification, product quality and price, innovation capability and integrated management. We require sample products from suppliers and test such samples to ensure that they meet our requirement on product quality. We check the documentation of such sample products, such as the quality inspection report, the Oeko-tex Standard 100 Certificate, the Restrict Substance Agreement and the Bluesign Standard, to ensure that the products comply with the qualification standards of the operation place, customers and Regina Miracle. Moreover, we started to extend our research to the study of price in the upstream market, to elevate our selection effect. Suppliers who pass the admission assessment become our qualified suppliers and obtain the qualification to supply subsequently.

Supplier Supervision

The procurement department of our Group regularly organizes the departments for R&D and quality management to assess the suppliers on a monthly and quarterly basis. Suppliers are scored in terms of quality, delivery punctuality, quantity reliability, service performance and R&D capability, which will be collated to form a supplier assessment report. Based on the score, excellent suppliers will receive more orders from us, whereas average performers will be placed under guidance and supervision and the unqualified ones will be eliminated.

Developing along with Suppliers

The Group actively maintains friendly partnership with its suppliers. We also regard ourselves as a transitional hub in the supply chain, explore new R&D directions with our suppliers according to clients' requirements, product market survey and industry trends, and guide the clients to align their production with customer demand to attain joint development and mutual benefits.

對供應商嚴格甄選

本集團供應商主要為我們提供布料、海綿、生產輔料及包裝輔料。為保證產品質量與安全，我們建立了嚴格的供應商准入及評估機制，實施合格供應商的分級管理，以清晰、公正的流程和標準有效管控供應商鏈潛在風險，守好原材料質量關卡的同時與供應商共同進步。

供應商准入

本集團嚴格遵循《中華人民共和國招投標法》《越南社會主義共和國招投標規則》等運營所在國家和地區的法律法規，制定並實施《採購與供應商准入制度與工作指引》，從供應商的運營資質、產品質量及價格、創新能力、綜合管理水平等維度對潛在供應商進行綜合准入評估。我們要求供應商提供樣品並對其進行測試，確保其滿足我們的生產品質要求；我們核查樣品的質檢報告、Oeko-tex Standard 100證書、Restrict Substance協議、Bluesign Standard等文件，確保其符合運營所在地、客戶及維珍妮的資質要求；此外，我們於2019財年開始向前延伸上游市場價格研究，以提升我們的甄選效果。通過准入評估的供應商即可成為我們的合格供應商，獲得後續供貨的准入資格。

供應商監察

本集團採購部門定期組織研發部門、品質管理部門等相關部門對供應商進行月度和季度考核。各部門根據供應商供貨的品質表現、按時交貨表現和數量可靠性、服務表現、研發能力進行打分，匯總形成供應商評估報告。按照得分，我們向優秀供應商增加訂單，引導和督促一般供應商改善，同時淘汰不合格供應商。

與供應商攜手發展

本集團積極維護與供應商的友好合作關係。我們將自身視為供應鏈中承前啟後的樞紐，根據客戶要求、產品市場調查及行業趨勢，與供應商共同探討研發新方向，指引其貼合消費者需求開展生產，攜手發展，互利互惠。

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Building a Clean Supply Chain with Partners

The Group strictly complies with the laws and regulations of the countries and regions of its operations, such as the “Company Law of the People’s Republic of China”, the “Anti-Money Laundering Law of the People’s Republic of China”, the “Anti-Unfair Competition Law of the People’s Republic of China”, the “Interim Provisions on Prohibiting Commercial Bribery” and the “Anti-Corruption Law of the Socialist Republic of Vietnam” and has formulated and implemented the “Anti-Corruption and Anti-Bribery Control Procedure”. With “law-abiding, honesty and quality service” as its core, the Group has adopted the principle of prevention and supervision to guard against bribery, extortion, fraud or money laundering. The “Anti-Corruption and Anti-Bribery Control Procedure” applies to the economic activities, such as material purchasing, outsourcing, facility engineering, business sales, equipment purchasing and maintenance, quality supervision and the management process of people, money and goods within the Group, as well as all clients, suppliers, service providers and contractors who have business dealings with the Group. We work to sign the “Anti-Bribery/Anti-Corruption Commitment Letter” with the above positions and units to ensure the governance of the commercial bribery commitment system, guide all parties to act according to law, be honest and trustworthy, strictly follow the principle of fair competition, and consciously resist any corruption in all its forms.

The Group has formed its discipline inspection team as the supervisory body in charge of operations compliance and anti-corruption, to exercise the duties of discipline inspection and supervision according to law, supervise and manage the clean practice of those who work at key positions and sections. The team is also responsible for the publicity and education of clean conduct among staff members, to boost their alertness to corruption incidents. These efforts aim to cultivate a good ethos of anti-corruption throughout the Group, to protect the good image of Regina Miracle.

In addition, the Group also has formulated the “Staff Complaint and Reporting Procedure”, which encourages employees and business partners to report and disclose corruption behaviors through such channels as mailbox, email and telephone, and maintain strict confidence during the processing of accusations and investigations. Upon reception of such reporting, the discipline inspection team shall launch an investigation and submit the investigation results to the management by writing within 30 days. If the alleged personnel are found with misconduct upon investigation, the management will impose on the personnel involved with public notification, demotion and termination of labor contract. Staff members who breach the law would be handed over to public security authorities.

In Fiscal 2019, there was no concluded corruption litigation against the Group or launched by its staff members.

與合作夥伴共建廉潔供應鏈

本集團嚴格遵守《中華人民共和國公司法》《中華人民共和國反洗錢法》《中華人民共和國反不正當競爭法》《關於禁止商業賄賂行為的暫行規定》《越南社會主義共和國反貪污腐敗法》等運營所在國家和地區的法律法規，制定並實施《反腐敗反賄賂控制程序》，以「守法誠信、優質服務」為核心，採取事前預防、事後監督的原則防範賄賂、勒索、欺詐或洗黑錢。《反腐敗反賄賂控制程序》適用於本集團內部從事物料採購、委外加工、設施工程、業務銷售、設備採購和維護、質量監督等經濟活動以及人、財、物的管理過程，以及所有與本集團有業務往來的客戶、供應商、服務商、承包商，力求通過與上述各崗位、各單位簽訂《反賄賂／反貪腐承諾書》，確保治理商業賄賂承諾制，引導各方依法辦事、誠實守信、嚴格遵循公平競爭原則，自覺抵制各種形式的腐敗現象。

我們組建紀檢組作為合規運營與反貪腐的監督管理機構，依法行使紀檢監察的職責，負責對重要部位、重要環節人員廉潔從業的監督與管理，以及對員工的廉潔宣傳和教育，從而提高員工對貪腐事件的警惕性，在集團上下樹立反腐倡廉的優良風氣，維護維珍妮的良好形象。

此外，我們亦制定並實施《員工投訴舉報程序》，設置了信函、電子郵箱、電話等舉報途徑，鼓勵員工及業務夥伴檢舉揭發腐敗行為，並在檢舉受理、調查等各個環節嚴格保密。在接到檢舉後，紀檢組著手開展調查，並在30日內將調查結果書面彙報管理層。如經調查發現被舉報人確有違規違紀行為，管理層將對事件涉事人員進行通報、降職、解除勞動合同等處理；對於違反法律的員工，將移交公安機關處理。

2019財年，未發生對本集團或本集團員工提出並已審結的貪污訴訟案件。

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HARMONIOUS COEXISTENCE WITH THE ENVIRONMENT

The Group remains committed to the new industrialization drive characteristic of high input in science and technology, low resource consumption and good environmental and economic benefits, striving to build a “resource-saving and environment-friendly” corporate brand. It resolutely implements the environmental protection laws and regulations in the countries and regions where it operates, continues to optimize production equipment and craftsmanship, actively carry out cleaner production, and develops circular economy. It also accepts environmental inspection, supervision and management, solidly work on the publicity of its corporate environmental information, and consciously accepts supervision from the public and media. As of Fiscal 2019, all factories in Shenzhen and Vietnam under the Group have passed the ISO14001 environmental management system certification, with Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. also passing the ISO50001 energy management system certification and the FSC certification. Regina Miracle International (Vietnam) Co., Ltd. has won the LEED (Leadership in Energy and Environmental Design) Silver Prize for some of its buildings and plans to apply for more green building certifications in the coming year.

Energy Consumption and Carbon Emissions Management

The Group attaches great importance to the management of energy conservation and emissions reduction. It strictly abides by the laws and regulations of the countries and regions where it operates, such as the “Law of the People’s Republic of China on Energy Conservation”, the “Management Measures for Industrial Energy Conservation”, the “Law of the People’s Republic of China on the Prevention and Control of Atmospheric Pollution”, the “Implementation Rules for the Carbon Emissions Quota Management of Guangdong Province”, the “Environmental Protection Law of the Socialist Republic of Vietnam” and the “Environmental Quality Standard of the Socialist Republic of Vietnam” and has formulated and implemented policies and systems such as the “Energy Management System Document”, the “Laboratory Operation Guidelines on Energy Conservation”, the “Management System for Energy Conservation and Environmental Protection” and the “Exhaust Management System”. Furthermore, our Group conscientiously implements the energy policy of “energy conservation, emissions reduction, green and environmental protection” to reduce energy consumption, improve energy efficiency, meet the auditing requirements from the government, customers and third parties, and achieve sustainable development.

與環境和諧相處

本集團堅持走科技含量高、資源消耗低、環境經濟效益好的新型工業化道路，全力打造「資源節約型和環境友好型」企業品牌，堅決貫徹落實運營所在國家和地區的環境保護法律法規，持續優化生產設備和工藝，積極實施清潔生產，發展循環經濟，主動接受環境執法檢查和監督管理，扎實推進企業環境信息公開工作，自覺接受社會公眾和新聞媒體監督。截至2019財年，本集團下屬深圳及越南所有工廠均已通過ISO14001環境管理體系認證，其中麗晶維珍妮內衣(深圳)有限公司還通過了ISO50001能源管理體系認證和FSC認證，維珍妮國際(越南)有限公司部分建築榮獲LEED(綠色能源與環境設計先鋒獎)銀獎，並計劃在未來年度申請更多的綠色建築認證。

能耗與碳排放管理

本集團重視節能減排管理工作，嚴格遵循《中華人民共和國節約能源法》《工業節能管理辦法》《中華人民共和國大氣污染防治法》《廣東省碳排放配額管理實施細則》《越南社會主義共和國環境保護法》《越南社會主義共和國環保質量標準》等運營所在國家和地區的法律法規，制定並實施《能源管理體系文件》《實驗室能源節約作業指導書》《節能環保管理制度》《廢氣管理制度》等政策及制度，認真貫徹「節能、減排、綠色、環保」的能源方針，以降低能源消耗、提高能源利用效率，滿足政府、客戶、第三方審核要求，實現可持續發展。

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Energy Policy

能源方針



Energy Conservation 節能

1. Given the constraint of the aggregate global energy capacity and the trend of global warming, sustainable development stands as our inevitable solution.

1. 全球能源總量制約及氣候暖化趨勢是眾所周知的問題，可持續發展是我們的必然的解決辦法。



Emissions Reduction 減排

2. We work to reduce energy consumption and artificial CO2 emission, increase energy efficiency and greening, and implement carbon sinks to maintain the balance of our ecological environment and alleviate the energy climate crisis of the mankind;

2. 降低能源消耗、提高能源利用效率、增加綠化、實施碳匯、減少人為二氧化碳排放，以維持和平衡生態環境、緩解人類能源氣候危機；

3. We adopt measures that are technically feasible, economically reasonable as well as environmentally and socially acceptable, to reduce energy consumption, losses and pollutant emissions and stop wastage in all aspects and utilize energy effectively and reasonably;

3. 採取技術上可行、經濟上合理、環境和社會可承受的措施，從能源生產到消費的各個環節降低消耗、減少損失和污染物排放、制止浪費，有效合理地利用能源；



Green 綠色

4. We comply with energy conservation laws, regulations and standards, improve energy conservation management systems, formulate energy conservation goals and policies, and implement target responsibilities;

4. 遵守節能法律法規和標準，健全節能管理制度，制定節能目標、方針，並落實目標責任；



Environmental Protection 環保

5. We implement ecological civilization and education on resources and the environment, stress on harmonious coexistence with nature, incorporate energy conservation, low carbon and green development into the publicity and education system for our core values, and enhance the practice of our staff's energy conservation and emissions reduction as well as their sense of responsibility.

5. 實施生態文明和資源環境教育，強調與自然和諧共處，把節能低碳、綠色發展納入公司核心價值觀宣傳教育體系，提升全員節能減排行為規範和責任意識。

Energy Conservation Design

During the construction stage of our Vietnam factories, we incorporated energy conservation and emissions reduction functions into our design. Energy conservation measures have been embedded in lighting, air conditioning, air ventilation system, boiler system, air compressor system, sewage treatment system and building insulation, which laid the hardware foundation for achieving economical and environmental benefits.

節能設計

在越南廠區的建設階段，我們便已將節能減排功能納入我們的設計中，在照明、空調、抽風系統、鍋爐系統、空壓機系統、污水處理系統以及建築隔熱等方面均嵌入了節能措施，為實現經濟效益與環境效益的齊頭並進奠定了硬件基礎。



Energy Conservation on Lighting 照明節能

- Staircase lights are set to turn on/off at regular intervals;
- Workshops can save 50% electricity by using LED lights instead of ordinary lights;
- The lighting hours of the peripheral spotlights of buildings are adjusted according to different seasons, with half of the lights turned off after midnight. At the same time, the adoption of LED lights saves 50% electricity compared with ordinary spotlights.
- 樓梯燈設定定時開／關；
- 車間使用LED燈代替普通照明燈，可節約50%用電；
- 建築外圍照明射燈按照不同季節調整開關時間，且零點後關閉一半燈光，同時採用LED燈，比普通射燈節約50%用電。

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Energy Conservation on the Ventilation System 抽風系統節能

- Across the factory, ventilation systems with a capacity of over 5 kilowatts are controlled by frequency converters, which can adjust the capacity according to demand and save 20% electricity.
- 全廠區超過5千瓦以上的抽風系統均採用變頻器控制，可跟據需求調整功率，可節約20%用電。

Energy Conservation on the Boiler System 鍋爐系統節能

- Our boilers use the programmable logic controller ("PLC") to adjust steam pressure control, which can save 20% diesel consumption.
- 鍋爐採用可編程邏輯控制器(「PLC」)來調整控制蒸汽壓力，可節省20%柴油耗量。

Energy Conservation on Air Compressors 空壓機節能

- Our air compressors use the percentage of frequency converters to adjust air pressure, which can save 20% electricity.
- 空壓機採用變頻器百分比調整空氣壓力，可節省20%用電。

Energy Conservation on the Sewage Treatment System 污水處理系統節能

- Vietnam Factory B uses a sewage treatment system to treat the sewage discharged from the mold washing room and the roller washing room, with a capacity of 5 cubic meters per day.
- 越南B廠採用污水處理系統處理洗模房和洗滾筒房排放的污水，功率為5立方米/天。

Energy Conservation on Heat Insulation for Buildings 建築隔熱節能

- The exterior walls of buildings are covered with insulating glass to regulate the indoor temperature and reduce the demand for electricity.
- 建築外牆使用隔熱膜覆蓋的玻璃，以調節室內溫度，減少用電需求。

Energy Conservation Design of Vietnam Factories 越南廠區節能設計

We aim to reduce energy consumption by 6% each year and continue to increase our input in energy conservation, emissions reduction and technological transformation. In Fiscal 2019, we installed electricity meters in our Vietnam factories by department, to implement our target appraisal system, improve the operation process of energy and related equipment to further the energy conservation effect. We have also installed and implemented the Coolnomix air-conditioning temperature balance system in our Shenzhen factories to strengthen the coordination between air-conditioning refrigeration and cold air usage, improve reaction efficiency, and reduce production loss and resources waste.

我們以能耗每年下降6%為目標，持續加強節能減排投入和技術改造力度。2019財年，我們在越南廠區按照部門安裝電錶以落實目標考核制，改進能源及相關設備運作流程以推進節能效果；我們在深圳廠區安裝實施Coolnomix空調溫度平衡系統，以加強空調製冷與用冷之間的協調並提升反應效率，減少生產損失及資源浪費。

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- Energy Conservation and Emissions Reduction by Vietnam Factories in Fiscal 2019

- 2019財年越南廠區的節能減排行動

35,942^{MJ} 兆焦耳	6,739^{KWh} 千瓦時	24,261^{MJ} 兆焦耳	14,876^{KWh} 千瓦時	53,553^{MJ} 兆焦耳
<p>By connecting air compressors and adjusting pressure settings, the machine can stop automatically when it is adequately pneumatic and save 35,942 MJ energy in one year.</p> <p>通過將數台空壓機連接起來並調整壓力設置，使機器在足夠氣動時自動停止，一年可節約35,942兆焦耳能源。</p>	<p>By fixing the distance between the air compressor and the exhaust duct, the inlet temperature of the air compressor can be reduced, which can save 6,739 kWh of electricity and 24,261 MJ of energy each year.</p> <p>通過固定空壓機與排氣風道之間的距離，降低空氣壓縮機的進氣溫度，實現一年6,739千瓦時的電量節省和24,261兆焦耳的能源節約。</p>	<p>By covering the steam valve for insulation and using insulating varnish on the dryer casing head, the heat released by the dryer drum is reduced, which can save 14,876 kWh of electricity and 53,553 MJ of energy each year.</p> <p>通過蓋上蒸汽閥保溫和在烘乾機外殼封頭採用絕緣漆，減少烘乾機滾筒釋放的熱量，實現一年14,876千瓦時的電量節省和53,553兆焦耳的能源節約。</p>		

- Energy Conservation and Emissions Reduction by Shenzhen Factories in Fiscal 2019

- 2019財年深圳廠區的節能減排行動

-23% 248^{MWh}
百萬瓦時



Central Air Conditioning Equipped with Temperature Balance Technology
中央空調安裝溫度平衡技術

In August 2018, the air conditioning temperature balance system (“temperature balance technology”) was installed in 22 water-cooled cabinet air-conditioners in Shenzhen Factory. Tested by the professional third party, the total average energy saving rate is 23% after the system is put into use, proving that the energy saving effect is remarkable. The range of ambient temperature fluctuation in each workshop is basically less than 0.5°C before improvement, indicating that the temperature in the workshop did not increase significantly while reducing the energy consumption of air-conditioning. The total annual electricity saving is expected to reach 248MWh, which is equal to 156 tons of carbon dioxide emissions. Measured at an average of RMB1 per kilowatt hour, It is expected to save around RMB248,000.

2018年8月，深圳廠區22台櫃式水冷中央空調完成空調溫度平衡系統（「溫度平衡技術」）的裝設。經專業第三方測試，該系統啟用後，總平均節能率為23%，節能效果顯著；較改善前各車間環境溫度波動範圍基本小於0.5°C，說明在減少空調能耗的同時車間溫度並沒有明顯升高。預計全年總節電將達到24.8萬千瓦時，即減少156噸二氧化碳排放量，以平均每度電人民幣1元計，預計可節省約人民幣24.8萬元。

In the future, we will continue to intensify our management of energy consumption and carbon emissions. At our Vietnam factories, we have prepared the “Power Improvement Scheme” to provide targeted solutions to the identified space to be improved, and strived to fully implement the scheme to improve power efficiency. In the Shenzhen factories, we have prepared the “Energy and Water Resource Investment Scheme” to upgrade the Italian hot-press molding machine, sewing machine servo

未來，我們將繼續能耗管控與碳排放管理措施的深化。在越南廠區，我們已制定《電力改善計劃》，對識別出的改善空間作出針對性解決方案，力求全面落实，提高電力使用效益。在深圳廠區，我們已制定《能源及水資源投資計劃》，將對意大利熱壓定型機、縫紉機伺服電機、中央空調冷凍水機組等設備進行升級改造，預計實現全年節約475,000千瓦

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motors, central air conditioning chillers and other equipment. It is expected to save 475,000 KWh of electricity and US\$58,200 of economic benefits for the whole year. We have also developed an exhaust transformation scheme, an audit scheme for greenhouse gas emissions and a solution for replacing the activated-carbon treatment equipment for exhaust, all in a bid to further optimize the effect of exhaust treatment.

Water Resources and Sewage Treatment

The Group pays attention to water resources protection and sewage treatment, and strictly abides by the laws and regulations of the countries and regions where it operates its business, such as the “Law of the People’s Republic of China on the Prevention and Control of Water Pollution”, the “Water Law of the People’s Republic of China”, the “Administrative Measures for the Licensing of Discharging Urban Sewage into the Drainage Network”, the “Water resources law of the Socialist Republic of Vietnam” and the “Waste Water Quality Control Rules”, Policies and systems, such as the “Sewage Management Policy” have also been formulated and implemented to save water, strengthen the operational management of pollution treatment equipment and ensure that the sewage discharged meets the standard. The emission and treatment of the sewage generated from the cleaning of mold and machine equipment is in line with the Grade 2 standard of “DB44/26-2001 Discharge Limits of Water Pollutants”, the “Industrial Air Emission Standards of Vietnam” and the “Waste Water Standard of Vietnam”. In our Shenzhen factories, the sewage produced during the silk printing process is treated by sewage recycling and treatment equipment. The treated sewage, of which the water quality can meet the requirements of “GB18920-2002 Regeneration and Reuse of Urban Sewage Standard”, will be reused for production processes and achieve the purpose of water recycling and reuse.

In Vietnam factories, we have a variety of measures in place to bolster water efficiency such as hydropower auditing, setting goals of water consumption reduction, and installing water meters by department to implement the target appraisal system. Meanwhile, the concept of saving water and improving efficiency is fully implemented through a number of water-used equipment renovation initiatives which are small but significant, such as replacement of pressed time-lapse faucet, lowering of the flush level of toilets, set-up of infrared water sensors for flushing and automatic stop timer of hand dryer. In Shenzhen Factories, we work with the local government to carry out the rain-sewage separation project, and invest in equipment and facilities upgrading to optimize the effect of water resources withdrawal and utilization.

時用電及58,200美元經濟效益；我們亦制定了廢氣改造方案、溫室氣體排放核查計劃及活性炭廢氣處理裝置更換方案，以進一步優化廢氣處理效果。

水資源及污水處理

本集團重視水資源保護及污水處理工作，嚴格遵循《中華人民共和國水污染防治法》《中華人民共和國水法》《城鎮污水排入排水管網許可管理辦法》《越南社會主義共和國水資源法》《廢水質量控制規則》等運營所在國家和地區的法律法規，制定並實施《廢水管理制度》等政策及制度，節約用水，加強污染治理設施的運行管理，確保廢水達標排放。我們針對清洗模具和機台設備產生的廢水依照《DB44/26-2001水污染物排放限值》二級標準、《越南工業大氣排放標準》《越南廢水國家標準》進行排放和處理；在深圳廠區，絲印工序產生的廢水由廢水處理回收設備處理，經處理的廢水水質能夠達到《GB18920-2002城鎮污水再生利用》標準要求，將被重複利用於生產工序中，達到水資源循環使用的目的。

在越南廠區，我們審計水能，設立用水減少目標，按照部門安裝水錶以落實目標考核制，採取多種措施改善用水效益；同時，通過多項用水設備的改進行動，更換按壓式延時水龍頭、下調馬桶沖水水位、安裝紅外線沖廁水感應器、設置乾手器自動停止時間等等，以小見大地貫徹節水提效理念。在深圳廠區，我們配合當地政府實施雨污分流工程，投入資金改造設備設施，優化水資源取用效果。

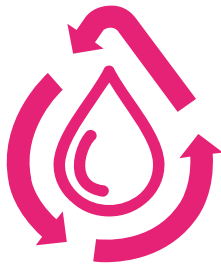
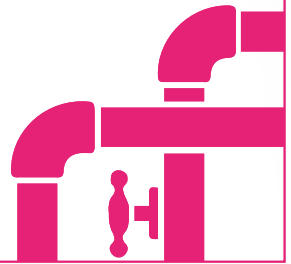
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10,000 Cubic Meters 立方米

Since July 2018, Shenzhen Factory D has started to gradually replace its galvanized steel pipes with PVC water pipes to solve the corrosion-caused leakage by the original pipes which have been in use for nearly ten years. Besides, Shenzhen Factory D has installed an additional water sub-meter to each plant and dormitory, which improved the inconvenience in monitoring the water consumption of each individual plant and dormitory with only one master water meter and supplied detailed monitoring data for water saving. After the replacement of all the water pipes in September 2018, the factory saved around 10,000 cubic meters of water per month in average compared with that before the pipe replacement.

2018年7月起，深圳D廠逐步將原鍍鋅鋼管生活水管更換為PVC水管，解決了原管道因使用近十年而出現銹蝕滲漏的問題。此外，深圳D廠還在每棟廠房及宿舍加裝了分水錶，改善了過去只有一個總水錶而無法監控每棟廠房及宿舍用水量的不便，為節約用水提供了細緻的監控數據。2018年9月水管全部更換完成後，平均每月與更換前相比節約10,000立方米左右用水。



10 m³/D 立方米/天

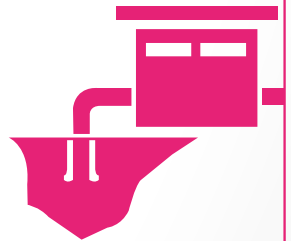
In July 2018, Shenzhen Factory D put into production of the 10m³/D circulating device for treating silk printing sewage, to further degrade or convert the toxic and harmful substances in silk printing sewage and ensure 100% recycling and reuse of the sewage produced, thus mitigating the environmental impact of its production.

2018年7月，深圳D廠投產10立方米/天絲印廢水處理循環裝置，以進一步降解或轉化絲印廢水中的有毒和有害物質，確保產生的廢水100%回收循環再利用，減低生產對環境的影響。

50 m³/D 立方米/天

In October 2018, Shenzhen Factory A put into production of the 50m³/D device for treating domestic sewage and continued to discharge domestic sewage after meeting the standard.

2018年10月，深圳A廠投產50立方米/天生活污水處理裝置，持續落實生活污水的達標排放。



Actions to Save Water and Improve Efficiency in Shenzhen Factory in Fiscal 2019
2019財年深圳廠區的節水提效行動

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In the future, we will continue to work on improving water efficiency. In our Vietnam factories, we have the “Water Consumption Improvement Plan” in place. In the year ahead, we will continue to work on replacing water faucets with pressing-type time-delay ones and standardizing the toilet flush water level, coupled with addressing the leakage of our cooling tower system and the monitoring of water meters. In our Shenzhen factory, we have the “Investment Plan of Energy and Water Resources” in place. We will implement the project for recycling the condensate water of our preshrinking machines for the preshrinking processes of some regions, and install additional water-saving devices for the faucets of all the floors, so as to prevent water wastage and reduce the treatment cost for water softening. This is expected to save around 12,790 tons of water and deliver economic benefits of US\$18,300.

Waste Treatment

The Group disposes of wastes in the principle of reduction, reuse and recycling. We strictly abide by the laws and regulations of the countries and regions where we operate, such as the “Rules of Guang Dong Province on the Prevention and Control of Environmental Pollution by Solid Waste”, the “Guidelines for Preparing Management Plans for Hazardous Waste Production Units”, the “New Measures for Environmental Management of Chemicals”, the “Hazardous Waste Management System of Vietnam” and the “Solid Waste Management System of Vietnam”. Our policies and systems such as the “Management System for EHS Waste” and the “Waste Treatment Policy” have been formulated and implemented to guide and standardize the classification and treatment process of waste, avoid wasting resources, prevent the risk of hazardous waste pollution and control the negative effect on the environment.

Our waste mainly includes defective goods, production waste, recyclable waste, domestic waste and a small amount of hazardous waste. Non-hazardous waste will be collected in categories, the recyclable part of which will be handed over to qualified resource regeneration companies for recycle and reuse and the unrecyclable part will be stored together and then cleared and treated collectively by municipal environmental and hygiene services. Hazardous waste will be collected in categories and then handed over to professional hazardous waste treatment companies for harmless disposal. Improper disposal must be eliminated so as not to cause pollution and harm.

Besides reducing environmental pollution by proper treatment of different types of wastes, we also work on the source of the issue, with a variety of measures to continuously improve the efficiency and economic benefits of materials and reduce waste emission.

未來，我們將繼續推進提升用水效益的工作。在越南廠區，我們已制定《用水改善計劃》，在未來一年將繼續落實按壓式延時水龍頭的更換和馬桶沖水水位的標準化，還將開展冷卻塔系統漏水和水平錶監控的改善工作。在深圳廠區，我們已制定《能源及水資源投資計劃》，將對部分區域預縮工序實施預縮機冷凝水回收工程以及在所有樓層水龍頭加裝節水器，以避免用水浪費、減少軟水處理成本，預計實現全年節約12,790噸用水及18,300美元經濟效益。

廢棄物處理

本集團採用「減量、再利用、再循環」的原則處置廢棄物。我們嚴格遵循《廣東省固體廢物污染環境防治條例》《危險廢物生產單位管理計劃制定指南》《新化學物質環境管理辦法》《越南危害垃圾管理制度》《越南固體垃圾管理制度》等運營所在國家和地區的法律法規，制定並實施《EHS廢物管理制度》《廢棄物處理政策》等政策及制度，對廢棄物的分類和處理流程做出指引和規範，避免資源浪費，防範有害廢棄物的污染風險，控制對環境產生的負面影響。

我們的廢棄物主要包括殘次品、生產廢料、可回收廢棄物、生活垃圾以及少量有害廢棄物。對於無害廢棄物，我們進行分類收集，其中可回收的部分交由有資質的資源再生公司回收再利用，不可回收的部分則集中堆放，統一由市政環衛機構進行清運處理。對於有害廢棄物，我們分類收集後交由專業的危險廢棄物處理公司進行無害化處理，杜絕不當處置而造成污染和危害。

除了正確處置不同類型的廢棄物以減低環境污染外，我們還從源頭把關，通過多種措施持續提高物料使用效益和經濟效益，減少廢棄物的排放。

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Waste classification takes place at the source, with trainings and publicity taking place to enhance people's awareness.

在使用位置源頭進行垃圾分類，並通過培訓宣傳強化意識。

Save toilet paper.

節約廁紙。

The use of rag paper is reduced in underwear production.

在內衣生產中減少棉漿紙的使用。

Paper cores are sent back to suppliers for reuse.

將紙芯退回給供應商重複利用。

Actions to Optimize the User Benefits of Materials in Vietnam Factories in Fiscal 2019

2019財年越南廠區的物料使用效益優化行動

In the future, we will continue to reduce waste of resources and reduce waste emissions. At Vietnam factories, we have the Waste Improvement Scheme in place, with reuse of white paper for packaging and reuse of semi-finished consignment cardboards to be promoted in the coming year. At Shenzhen factories, we plan to intensify the implementation of double-sided printing of office paper and the electronic signing of payroll, optimize material consumptions, and effectively reduce the material usage and the amount of waste generated through replacing cut-fabric cloth of products with a combined marker manufacturing method.

未來，我們將繼續開展減少資源浪費、降低廢棄物排放的工作。在越南廠區，我們已制定《廢棄物改善計劃》，在未來一年將推廣重複利用白紙進行包裝、重複利用半成品托運紙板等措施。在深圳廠區，我們計劃深化落實辦公用紙雙面打印及工資單電子化簽署工作，並進行優化物料使用，通過改進產品的裁片規格及面布改用合併排嘜方式製造，有效地節約物料，減少廢棄物的產生量。

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Environmental Protection and Natural Resources

With high ethical standards in place, the Group is committed to promoting the sustainable development of corporate economy and society by minimizing the impacts on the natural environment by its production and operation activities, in a bid to protect the existing environment and leave abundant social resources and beautiful earth scenery for future generations. We undertake to maintain our environmental credit, adhere to the concept of honesty and integrity throughout our production and operation activities, continue to strengthen environmental management and resolutely resist behaviors that may have a material adverse impact on the environment while pursuing business development. We firmly develop environmental awareness, carry out environmental publicity and education, advocate scientific development concept and strengthen corporate culture, earnestly shouldering the social responsibility for environmental protection.

In daily production and life, we post environmental labels to remind employees of saving energy and reducing emissions, creating a positive atmosphere for environmental protection in the work that needs only little effort. We regularly maintain and repair office supplies to extend their service life and avoid unnecessary wastes. We provide various training and “Clear Your Plate” campaign to boost our employees’ perception of green concept. We encourage employees to propose environmentally-friendly ideas and reward the person or department that have put forward viable solutions, in an effort to enhance their environmental interaction and participation. In our Vietnam factories, we have incorporated greening into the construction plan, and continuously amplify the greening effect of our office area and production area through greening maintenance.

保護環境及天然資源

本集團擁有高道德標準，致力於通過在生產經營活動中最小化對自然環境的影響來推動企業經濟及社會的可持續發展，以保護當代環境，給子孫後代留下豐富的社會資源和美好的地球風光。我們承諾恪守環保信用，將誠信理念貫穿於生產經營全過程，在追求業務發展的同時持續地加強環境管理，堅決抵制會對環境產生重大負面影響的行為。我們牢固樹立環保意識，深入開展環保宣傳教育，倡導科學發展理念，加強企業文化建設，切實肩負起環境保護的社會責任。

在日常的生產生活中，我們通過張貼環保標識，提示員工節能減排，在舉手之勞中營造良好的環保氛圍；我們通過定期保養維修辦公用品，延長其使用壽命，避免不必要的浪費；我們通過開展各類培訓和「光盤行動」等活動，加強員工對綠色理念的認知；我們通過鼓勵員工提出環保創想並對具備可行性方案的提出人或部門獎勵，提升員工的環保互動和參與。在越南廠區，我們將綠化納入建廠規劃，通過綠化保養不斷改善辦公區域和生產區域的綠化效果。



Tree Planting in VSIP Industry Zone Participated by Employees of Our Vietnam Factories
越南廠區員工參加VSIP工業區種樹活動

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Environmental KPIs

In Fiscal 2019, the Group's environmental KPIs were derived from the statistical conversion of relevant environmental data generated from 1 April 2018 to 31 March 2019, which covers the production and non-production areas of our Shenzhen factories and Vietnam factories (A, B and C factory). The specific performance is as follows:

環境關鍵績效指標

2019財年，本集團環境關鍵績效指標是由2018年4月1日至2019年3月31日產生的相關環境數據統計換算得出，覆蓋範圍包括深圳廠區及越南廠區(A廠、B廠、C廠)的生產和非生產區域。具體表現如下：

Environmental KPIs 環境關鍵績效指標			
	Unit 單位	Note 註釋	Fiscal 2019 2019財年
Sulfur oxide emissions 硫氧化物排放量	Kilogram 千克		1.62
Nitrogen oxides emissions 氮氧化物排放量	Kilogram 千克		367.74
Particles emissions 顆粒物排放量	Kilogram 千克		27.06
Total greenhouse gas emissions 溫室氣體總排放量	Tonne CO₂e 噸二氧化碳當量	5	120,359.71
Greenhouse gas emissions (Scope 1) 溫室氣體排放量(範圍1)	Tonne CO ₂ e 噸二氧化碳當量	6	2,337.26
Greenhouse gas emissions (Scope 2) 溫室氣體排放量(範圍2)	Tonne CO ₂ e 噸二氧化碳當量	7	118,022.45
Total hazardous wastes 有害廢棄物總量	Tonne 噸		141.91
Total non-hazardous wastes 無害廢棄物總量	Tonne 噸		11,574.15
Production wastes emissions 生產廢料排放量	Tonne 噸		11,317.53
Office wastes emissions 辦公垃圾排放量	Tonne 噸		3.56
Food wastes emissions 廚餘垃圾排放量	Tonne 噸		256.62
Total energy consumption 能源總耗量	GJ 吉焦	8	772,909.15

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		Environmental KPIs		
		環境關鍵績效指標		
	Unit	Note	Fiscal 2019	
	單位	註釋	2019財年	
Total energy intensity	GJ/HK\$'000			
能源總密度	吉焦／港幣千元		0.12	
Total direct energy consumption	GJ			
直接能源總耗量	吉焦		35,331.41	
Liquefied petroleum gas consumption	Kilogram			
液化石油氣耗量	千克		157,541.20	
Petrol consumption	Liter			
汽油耗量	升		92,863.46	
Diesel consumption	Liter			
柴油耗量	升		684,566.21	
Total indirect energy consumption	GJ			
間接能源總耗量	吉焦		737,577.74	
Electricity consumption	KWh			
耗電量	千瓦時		204,882,706.40	
Total water consumption	m³			
總耗水量	立方米		1,632,604.00	
Total water consumption intensity	m³/HK\$'000			
總耗水密度	立方米／港幣千元		0.26	
Water reuse	m³			
循環用水量	立方米		894.00	
Total packaging materials	Tonne			
包裝材料總量	噸		10,577.46	
5	Total greenhouse gas emissions = Greenhouse gas emissions (Scope 1) + Greenhouse gas emissions (Scope 2).	5	溫室氣體總排放量=溫室氣體排放量(範圍1)+溫室氣體排放量(範圍2)。	
6	Greenhouse gas emissions (Scope 1) mainly come from the consumption of fuel (diesel and unleaded petrol) by our business vehicles and the fuel consumption of stationary sources (diesel and liquefied petroleum gas).	6	溫室氣體排放量(範圍1)主要來自公務車輛燃油(柴油、無鉛汽油)的耗用和固定源燃料(柴油、液化石油氣)的耗用。	
7	Greenhouse gas emissions (Scope 2) are from electricity consumption. Greenhouse gas emission factors of our Shenzhen factories refer to the "2017 China Regional Power Grid Baseline Emission Factors" (《2017中國區域電網基線排放因子》) issued by the Ministry of Ecology and Environment of the People's Republic of China, whereas the greenhouse gas emission factors of our Vietnamese factories refer to the "2016 CO ₂ Emissions from Fuel Combustion" issued by the International Energy Agency.	7	溫室氣體排放量(範圍2)來自電力耗用。深圳廠區的溫室氣體排放因子參考中華人民共和國生態環境部《2017中國區域電網基線排放因子》，越南廠區溫室氣體排放因子參考國際能源署(International Energy Agency)《2016年度CO ₂ Emissions from Fuel Combustion》。	
8	Energy consumption comprises of business vehicle fuel (diesel and unleaded petrol), and the fuel consumption (diesel and liquefied petroleum gas) from stationary sources as well as purchased electricity. Energy consumption coefficient refers to "GB2589-2008T General Principles for the Calculation of Integrated Energy Consumption" (《GB2589-2008T綜合能源計算通則》) of the People's Republic of China.	8	能源消耗類型包括公務車輛燃油(柴油、無鉛汽油)、固定源燃料(柴油、液化石油氣)及外購電力。能耗系數參考中華人民共和國《GB2589-2008T綜合能源計算通則》。	

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As our new factories commence operations, we will expand the scope of disclosure of environmental KPIs year on year, in a bid to cater for our actual business operations and promote our environmental management.

COMMON PROSPERITY WITH COMMUNITIES

The Group performs its social responsibility as a corporate citizen and cares for disadvantaged groups. Enthusiastic about charitable causes, it is active in engaging in community sports and cultural activities and works towards building co-development, harmony and sharing to propel the sustainable development of local communities.

Caring for Disadvantaged Groups

The Group pays attention to the disadvantaged groups both within and outside the Group, working within its ability to help them meet their basic needs as well as demand in education, medical service, employment and social engagement to promote their all-rounded development.

- *Donation to Yulv Elementary School*
Yulv Elementary School is the only public school in Yulv Community where Shenzhen factories of the Group are located. It has provided great support in addressing the schooling problem for the children of our employees so that they can focus on work.

On 28 May 2018, we donated a batch of books worth nearly RMB30,000 to Regina Miracle Library in Yulv Elementary School on the occasion of the forthcoming "Children's Day" event. This is the third consecutive year of the Group to donate stationery and sporting goods in the hope of helping students receive all-rounded education.

隨著我們新工廠的投產和運營，我們將逐年擴大環境關鍵績效指標披露範圍，以貼合我們的業務實際，促進我們的環境管理工作。

與社區共同繁榮

本集團踐行企業公民社會責任，關注弱勢群體，熱心公益事業，積極參與社區體育文化活動，以構建共建、共融、共享為目標推動運營所在社區的可持續發展。

關注弱勢群體

本集團關注集團內外弱勢群體，致力於在能力範圍內幫助其基本生活需求、教育需求、醫療需求、就業需求乃至社會參與需求，促進其全面發展。

- *捐贈玉律小學*
玉律小學是本集團深圳廠區所在地玉律社區唯一一所公辦小學，在解決我們的員工子女就學問題上給予了很大支持，讓員工得以無後顧之憂地安心工作。

2018年5月28日，玉律小學開展「六一」活動之際，我們為玉律小學維珍妮書吧捐贈了一批價值近人民幣3萬元的圖書。這是本集團連續第三年向玉律小學捐贈學習和體育用品，希望能夠幫助孩子們全面發展。

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Donation to Yulv Elementary School
捐贈玉律小學

- *Shuguang Education Funding Activity*
In December 2018, Shenzhen Guangming New District Charity Association (光明新區慈善會) in China organized the 2018 Shuguang Education Funding Activity. As the president unit of the charity association, we provided a total of RMB46,000 in financial aid for 12 students (11 from junior high school and 1 from primary school) after a detailed understanding about their conditions. We received public recognition for leading the education funding activity in Guangming New District.
- *Underprivileged Groups in Hai Phong*
In September 2018, we successively visited the training school for the disabled, orphanages and underdeveloped areas in Hai Phong with Mid-Autumn Festival gifts, supplies and subsidies brought to those people who in need and sent warmth to them.
- *「曙光」助學行動*
2018年12月，中國深圳市光明新區慈善會開展2018年光明新區「曙光」助學行動。作為慈善會會長單位，我們經過對資助對象的詳細瞭解，成功與12名學生配對，其中初中生11名、小學生1名。我們為這12名學生提供了共計人民幣46,000元助學資金，帶頭支持光明新區的助學行動，受到光明新區各界人士的認可。
- *越南海防市弱勢社群*
2018年9月，我們先後造訪越南海防市殘疾人培訓學校、孤兒院及貧困地區，向當地需要幫助的人們派送中秋節禮物、物資和補助，為他們送去溫暖。

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Visiting Underprivileged Groups in Hai Phong
慰問越南海防市弱勢群體

Enthusiasm in Public Welfare

The Group is enthusiastic about public welfare and actively responds to the call from local charity organizations to make its contribution to the charitable cause.

- *Clothes Donation Activity*
On 14 September 2018, the Shenzhen Guangming New District Charity Association in China launched a clothes donation activity. In it, we donated 4,608 pieces of brand new clothes worth about RMB230,000 to poor areas. Having been categorized and packed, all the clothes were delivered to the Shenzhen Social Donation and Disaster Relief Materials Reserve Center, which will allocate and transport the clothes to domestic poverty alleviation areas and poverty-stricken mountainous areas to help the local people in need.

熱心公益事業

本集團熱心公益事業，積極響應運營所在地公益組織號召，身體力行地為慈善事業貢獻自己的一份力量。

- *愛心捐衣活動*
2018年9月14日，中國深圳市光明新區慈善會開展愛心捐衣活動。我們向貧困地區捐贈全新愛心衣物4,608件，價值約人民幣23萬元。該批衣物通過分類打包，全部裝車運送至深圳市社會捐助和救災物資儲備中心，將通過該中心統一調配運送至國內結對扶貧地區和貧困山區，用以幫助當地困難群眾。

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Clothes Donation Activity
愛心捐衣活動

- *Guangdong Poverty Alleviation Day*
Every year, we actively engage in “Guangdong Poverty Alleviation Day” at the call of Shenzhen Guangming New District Charity Association in China. We support the charitable causes through donating RMB500,000, and encouraging the designated poverty alleviation authorities and all walks of life to have deeper engagement in poverty-stricken areas.

- *廣東扶貧濟困日*
我們每年積極響應中國深圳市光明新區慈善會的號召，參與「廣東扶貧濟困日」，通過捐助人民幣50萬元支持慈善事業，鼓勵對口幫扶部門和社會各界深入貧困地區。

Participating in Community Culture and Sports Activities

The Group actively organizes and participates in the cultural and sports activities of the community where it operates, contributing to local cultural prosperity and enriching the spiritual life of the local people.

參與社區文化體育活動

本集團積極組織和參與運營所在社區的文化體育活動，助力當地的文化繁榮和人民的精神富足。

- *Football Match*
In July 2018, we participated in the football match organized by VSIP in Vietnam for the third consecutive year. At the event, we defeated other competitors and sustained our championship. During the same month, we organized Regina Miracle Football Cup in our Vietnamese factory, where 26 teams from Factories A, B and C joined the competition. During the two-month event, nearly 400 employees experienced Regina Miracle’s sportsmanship of “Solidarity, Loyalty, Nobility and Progress”.

- *足球比賽*
2018年7月，我們第三年參加越南VSIP組織的足球比賽，與VSIP其他企業同場競技，並蟬聯冠軍。同月，我們在越南廠區內部組織開展了維珍妮足球杯活動，吸引了來自A廠、B廠、C廠三個工廠的26支隊伍參賽，近400名員工在為期兩個月的賽事中暢享綠茵，感受維珍妮「團結、忠誠、高尚、進步」的體育精神。

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VSIP Football Match
VSIP 足球比賽



Regina Miracle Football Cup
維珍妮足球杯

On 5 August 2018, a frontline worker's football match was launched and participated by various industrial zones of Hai Phong, Vietnam. At the opening ceremony, the labor union representative of Regina Miracle's Vietnamese factories donated VND203,779,000 (equivalent to approximately HK\$68,500) from our employees to help Vietnamese compatriots in the typhoon-affected areas rebuild their homes.

2018年8月5日，越南海防市各工業區參與的一線員工足球比賽開幕。在開幕式上，維珍妮越南廠區工會代表捐出我們的員工募捐的203,779,000越盾愛心款，折合約港幣68,500元，用於幫助受颱風影響地區的越南同胞重建家園。

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Opening and Donation Ceremony of the Frontline Worker's Football Match of Hai Phong
海防市一綫員工足球比賽開幕捐贈儀式

- Workers' Month*

Every year, we actively participated in "Workers' Month", a culture and sports festival organized by VSIP in Vietnam, during which we will do exercise through various culture and sports activities and look towards a better future together with our peers from the industrial zone.
- 勞動者之月*

我們每年積極參與越南VSIP組織的「勞動者之月」文化體育節，通過各項文化體育活動強健身心，與工業區同僚一道共許美好未來。



Workers' Month
勞動者之月

- Mid-Autumn Evening Party of VSIP Industrial Zone*

In September 2018, we selected 3 programs to join the Mid-Autumn Evening Party of the VSIP Industrial Zone of Hai Phong, Vietnam, staging singing and dance performances to our local employees. In particular, the dance program won the first prize.
- VSIP工業區中秋晚會*

2018年9月，我們選派3個節目參與越南海防市VSIP工業區中秋晚會，為當地員工帶來歌舞表演，其中舞蹈節目榮獲一等獎。

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Mid-Autumn Evening Party of VSIP Industrial Zone
VSIP工業區中秋晚會

HONORS AND RECOGNITION

榮譽與認可

Number 序號	Award 獎項	Awarded by 頒獎單位	Recipient 獲獎公司	Date of Award 頒獎日期
1	National Outstanding Foreign-invested Enterprise for Promoting Harmonious Labor Relations (Year 2017-2018) 全國優秀外商投資企業和諧勞動關係促進(2017-2018年度)	China Association of Enterprises with Foreign Investment and Shenzhen Association of Enterprises with Foreign Investment 中國外商投資企業協會、深圳外商投資企業協會	Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. 麗晶維珍妮內衣(深圳)有限公司	2018 2018年
2	HKIRA 4th Best IR Company, Hong Kong Investor Best IRO and Best Investor Relations Association meeting HKIRA第四屆投資者關係大獎最佳投資者關係公司、最佳投資者關係專員、最佳投資者會議	Hong Kong Investor Relations Association 香港投資者關係協會	Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	May 2018 2018年5月
3	Certification of C-TPAT 「美國海關商貿反恐聯盟」認證	U.S. Customs and Border Protection 美國國土安全部海關邊境保護局	Regina Miracle International (Vietnam) Limited 維珍妮國際(越南)有限公司	June 2018 2018年6月
4	BDO ESG Awards (2018) – Best in Reporting Certificate of merit BDO環境、社會及管治大獎—(2018年)最佳ESG報告入圍獎	BDO Limited, South China Morning Post 香港立信德豪會計師事務所有限公司、南華早報	Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	February 2019 2019年2月
5	“Most Valuable Company in Consumer and Service Sector” at the Golden Hong Kong Stocks Awards 2018 2018年度金港股大獎—最具價值大消費及服務股公司	Zhitong Finance, Tonghuashun Finance 智通財經、同花順財經	Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	February 2019 2019年2月
6	Top 10 Import and Export Enterprise in Guangming New District, Shenzhen for 2018 深圳市光明新區2018年度進出口十強企業	People’s Government of Guangming New District, Shenzhen 深圳市光明區人民政府	Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. 麗晶維珍妮內衣(深圳)有限公司	March 2019 2019年3月

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Number 序號	Award 獎項	Awarded by 頒獎單位	Recipient 獲獎公司	Date of Award 頒獎日期
7	The Most Compassionate Company of Guangming New District Charity, Shenzhen for 2018 深圳市光明新區慈善會2018年度最具愛心企業	Guangming New District Charity, Shenzhen 深圳市光明區慈善會	Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. 麗晶維珍妮內衣(深圳)有限公司	April 2019 2019年4月
8	Devotion to the public welfare and sound in morality of 2018 Charity donation plan 2018年度「慈善定捐」計劃熱心公益厚德善舉	Guangming New District Charity, Shenzhen 深圳市光明區慈善會	Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. 麗晶維珍妮內衣(深圳)有限公司	April 2019 2019年4月
9	“Eager to help students education towards a bright future” of a dawn education assistance action in Guangming New District, Shenzhen for 2018 深圳市光明新區2018年度曙光助學行動 熱心助學情系光明	Shenzhen Guangming New District Charity 深圳市光明區慈善會	Regina Miracle Intimate Apparel (Shenzhen) Co., Ltd. 麗晶維珍妮內衣(深圳)有限公司	April 2019 2019年4月
10	HKIRA 5th Best IR Company HKIRA第五屆投資者關係大獎最佳投資者關係公司	Hong Kong Investor Relations Association 香港投資者關係協會	Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	May 2019 2019年5月
11	WRAP Gold Certificates WRAP黃金證書	Worldwide Responsible Accredited Production 國際社會責任認證組織	Regina Miracle International (Vietnam) Limited 維珍妮國際(越南)有限公司	May 2019 2019年5月
12	The 7th “Charm of the East, fashion steps” special host unit of China international underwear creative design competition 第七屆「魅力東方·時尚鹽步」 中國國際內衣創意設計大賽特約主辦單位	Organizing committee of China international underwear creative design competition of Shenzhen underwear association 深圳市內衣行業協會中國國際 內衣創意設計大賽組委會	Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	2019 2019年
13	“Most Valuable Company in Consumer and Service Sector” at the Golden Hong Kong Stocks 2018 2018金港股—最具價值大消費及服務股公司	Zhitong Finance, Tonghuashun Finance 智通財經、同花順財經	Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	2019 2019年
14	2018 Outstanding Contribution Award 2018年年度突出貢獻獎	Vietnam National Social Security Bureau 越南國家社保局	Regina Miracle International (Vietnam) Limited 維珍妮國際(越南)有限公司	2019 2019年

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



To the Shareholders of Regina Miracle International (Holdings) Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Regina Miracle International (Holdings) Limited (the "Company") and its subsidiaries (the "Group") set out on pages 140 to 231, which comprise:

- the consolidated balance sheet as at 31 March 2019;
- the consolidated income statement for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

羅兵咸永道

致維珍妮國際(控股)有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

維珍妮國際(控股)有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第140至231頁的綜合財務報表,包括:

- 於2019年3月31日的綜合資產負債表;
- 截至該日止年度的綜合利潤表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策概要。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OPINION (Continued)

Our Opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, 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 ("HSAs") 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matter identified in our audit is related to the provision for inventories.

意見(續)

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於2019年3月31日的綜合財務狀況及其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」部分中作進一步闡述。

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。

獨立性

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。

關鍵審計事項

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

我們在審計中識別的關鍵審計事項與存貨撥備有關。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Provision for inventories

存貨撥備

Refer to note 17 "Inventories" and note 4(a) "Critical accounting estimates and judgements" to the consolidated financial statements.

At 31 March 2019, the Group held inventories of HK\$893,896,000 and the provision for obsolete or slow moving inventories was HK\$2,604,000. Inventories are stated at the lower of cost and net realisable value in the consolidated financial statements.

Management assesses the provision for obsolete or slow moving inventories at each period end based on their consideration of obsolescence and the net realisable value of inventories. The determination of estimated selling price less cost to sell requires the use of significant judgement and estimates, including consideration of condition of products, latest selling price, expectation of future sales orders and market trends and customer demands.

請參閱綜合財務報表附註17「存貨」及附註4(a)「主要會計估計及判斷」。

於2019年3月31日，貴集團持有的存貨為港幣893,896,000元，陳舊或滯銷存貨撥備為港幣2,604,000元。存貨按成本及可變現淨值兩者的較低者於綜合財務報表列賬。

管理層基於對存貨陳舊程度及其可變現淨值的考慮，於各期末對陳舊或滯銷存貨的撥備進行評估。確定預計售價減銷售成本需要使用重大判斷和估計，包括對產品狀況、最近期售價、未來銷售訂單的預期、市場趨勢及客戶需求的考慮。

Our key procedures in relation to management's assessment of the provision for obsolete or slow moving inventory included:

- Understanding the key control procedures performed by management in estimating the net realisable value of the inventories and conducting periodic reviews on inventory obsolescence;
- Testing, on a sample basis, the net realisable value of selected inventory items, by comparing the carrying amount of the inventory items against their selling price subsequent to the year end or closest to year end;
- Testing, on a sample basis, the accuracy of the ageing profile of individual inventory items by checking to the underlying procurement correspondence and invoices; and
- Testing, on a sample basis, long aged inventory for subsequent sales or usage after year end and reperforming the calculation for the provision.

我們就管理層對陳舊或滯銷存貨撥備所作評估執行的關鍵程序包括：

- 瞭解管理層估計存貨的可變現淨值及定期審核存貨陳舊程度時採用的關鍵控制程序；
- 採用抽樣方式比較所選存貨項目的賬面值與其於年末後或最接近年末時的售價，對所選存貨項目的可變現淨值進行測試；
- 採用抽樣方式檢查相關採購資料和發票來測試個別存貨項目賬齡的準確性；及
- 採用抽樣方式對賬齡較長的存貨的年末後銷售或使用進行測試，並重新計算其撥備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項
<p>We focused on this area due to the significance of the balance, significant management judgement and estimates involved in determining the provision for obsolete or slow moving inventories.</p> <p>我們專注於此範疇乃由於結餘重大及確定陳舊或滯銷存貨撥備時涉及重大管理層判斷和估計。</p>	<p>In addition, we discussed with management regarding the latest sales pattern in relation to price and quantity for potential orders, and other factors, including the market trends and customer demands.</p> <p>We found that management's assessment of the provision for obsolete or slow moving inventory was supported by the available audit evidence.</p> <p>此外，我們與管理層就最近期銷售模式進行討論，內容有關潛在訂單的價格及數量以及其他因素，包括市場趨勢及客戶需求。</p> <p>我們發現管理層對陳舊或滯銷存貨撥備的評估有可得審計證據支持。</p>

OTHER INFORMATION

其他信息

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

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

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

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

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.

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

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.

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。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible 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. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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.

董事及審核委員會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佈的《香港財務報告準則》及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會須負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。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。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。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 judgment 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.

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。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及所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。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and 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 Chan Kam Chiu, Raymond.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 June 2019

核數師就審計綜合財務報表承 擔的責任(續)

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

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

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

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

出具本獨立核數師報告的審計項目合夥人是陳錦釗先生。

羅兵咸永道會計師事務所
執業會計師

香港，2019年6月25日

CONSOLIDATED INCOME STATEMENT

綜合收益表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Note	2019	2018
		附註	2019年	2018年
			HK\$'000	HK\$'000
			港幣千元	港幣千元
Revenue	收入	5	6,263,280	5,868,048
Cost of sales	銷售成本	7	(4,921,335)	(4,634,125)
Gross profit	毛利		1,341,945	1,233,923
Other income and other gains, net	其他收入及其他收益淨額	6	28,359	21,760
Distribution and selling expenses	分銷及銷售開支	7	(155,329)	(145,851)
General and administrative expenses	一般及行政開支	7	(619,006)	(578,594)
Research and development costs	研究及開發成本	7	(205,070)	(195,920)
			390,899	335,318
Finance income	財務收入	9	1,316	625
Finance costs	財務成本	9	(90,182)	(49,839)
Finance costs, net	財務成本淨額		(88,866)	(49,214)
Profit before income tax	除所得稅前溢利		302,033	286,104
Income tax expense	所得稅開支	11	(19,595)	(45,916)
Profit for the year attributable to owners of the Company	年內本公司擁有人應佔溢利		282,438	240,188
Earnings per share for profit attributable to owners of the Company (expressed in HK cents per share)	本公司擁有人應佔溢利的每股盈利 (以每股港仙呈列)			
– Basic and diluted	– 基本及攤薄	12	23.1	19.6

The above consolidated income statement should be read in conjunction with the accompanying notes.

上述綜合收益表應與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 March 2019 截至2019年3月31日止年度

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Profit for the year	年內溢利	282,438	240,188
Other comprehensive (loss)/income:	其他全面(虧損)/收入：		
<i>Items that have been reclassified or may be subsequently reclassified to profit or loss</i>	<i>已重新分類或可於其後重新分類至損益項目</i>		
Currency translation differences	貨幣換算差額	(133,151)	69,763
Fair value (loss)/gain on insurance policy investments	保單投資公平值(虧損)/收益	16 (1,228)	767
Reclassification adjustment upon disposal of insurance policy investments	出售保單投資時的重新分類調整	16 (44)	(16)
Fair value change on trade receivables carried at fair value through other comprehensive income ("FVOCI")	按公平值計入其他全面收入(「按公平值計入其他全面收入」)列賬的貿易應收賬款的公平值變動	29,694	-
Reclassification adjustment upon derecognition of trade receivables carried at FVOCI	終止確認按公平值計入其他全面收入列賬的貿易應收賬款時的重新分類調整	(29,531)	-
Other comprehensive (loss)/income for the year, net of tax	年內其他全面(虧損)/收入(已扣除稅項)	(134,260)	70,514
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收入總額	148,178	310,702

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述綜合全面收益表應與隨附附註一併閱讀。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2019 於2019年3月31日

		Note	2019	2018
		附註	2019年	2018年
			HK\$'000	HK\$'000
			港幣千元	港幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	4,174,055	3,414,878
Leasehold land and land use rights	租賃土地及土地使用權	14	252,289	301,554
Intangible assets	無形資產	15	49,670	44,752
Insurance policy investments	保單投資	16	76,130	66,631
Deposits and prepayments	按金及預付款項	19	144,878	17,167
			4,697,022	3,844,982
Current assets	流動資產			
Inventories	存貨	17	893,896	826,961
Trade and bills receivables	貿易應收賬款及應收票據	18	814,715	848,787
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	19	81,509	47,299
Tax recoverable	可收回稅項		927	6,056
Cash and cash equivalents	現金及現金等價物	20	466,436	450,125
			2,257,483	2,179,228
Total assets	資產總值		6,954,505	6,024,210
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	21	95,247	95,247
Reserves	儲備	22	2,828,926	2,774,335
Total equity	權益總額		2,924,173	2,869,582

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表須與隨附附註一併閱讀。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 March 2019 於2019年3月31日

		Note	2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
		附註		
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Other payables	其他應付款項	26	5,549	–
Borrowings	借款	23	2,166,533	985,854
Deferred income tax liabilities	遞延所得稅負債	24	5,927	5,690
			2,178,009	991,544
Current liabilities	流動負債			
Trade payables	貿易應付賬款	25	378,379	408,884
Accruals and other payables	應計費用及其他應付款項	26	606,994	555,920
Borrowings	借款	23	857,565	1,164,500
Current income tax liabilities	即期所得稅負債		9,385	33,780
			1,852,323	2,163,084
Total liabilities	負債總額		4,030,332	3,154,628
Total equity and liabilities	權益及負債總額		6,954,505	6,024,210

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表須與隨附附註一併閱讀。

The consolidated financial statements on pages 140 to 231 were approved by the Board of Directors on 25 June 2019 and were signed on its behalf.

第140至231頁的綜合財務報表已於2019年6月25日經董事會批准並代表簽署。

Hung Yau Lit
洪游歷
Chairman
主席

Antony Yiu
姚嘉駿
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔		
		Share capital 股本 HK\$'000 港幣千元	Reserves 儲備 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
As at 1 April 2017	於2017年4月1日	95,247	2,524,845	2,620,092
Total comprehensive income	全面收入總額	–	310,702	310,702
Transaction with owners	與擁有人交易			
Dividends (Note 27)	股息(附註27)	–	(61,212)	(61,212)
As at 31 March 2018	於2018年3月31日	95,247	2,774,335	2,869,582
Balance as at 1 April 2018 as originally presented	於2018年4月1日的結餘， 按原先所呈列	95,247	2,774,335	2,869,582
Change in accounting policy (Note 2.2)	會計政策變動(附註2.2)	–	(2,992)	(2,992)
As at 1 April 2018 as restated	於2018年4月1日經重列	95,247	2,771,343	2,866,590
Total comprehensive income	全面收入總額	–	148,178	148,178
Transaction with owners	與擁有人交易			
Dividends (Note 27)	股息(附註27)	–	(90,595)	(90,595)
As at 31 March 2019	於2019年3月31日	95,247	2,828,926	2,924,173

The consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

綜合權益變動表須與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Note	2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
		附註		
Cash flows from operating activities	經營活動所得現金流量			
Cash generated from operations	經營業務所得現金	28(a)	599,614	529,784
Profits tax paid	繳納利得稅		(36,436)	(63,630)
Net cash inflow from operating activities	經營活動所得現金流入淨額		563,178	466,154
Cash flows from investing activities	投資活動所得現金流量			
Purchase of property, plant and equipment	購買物業、廠房及設備		(1,090,396)	(948,414)
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項		(73,997)	(10,422)
Purchase of leasehold land and land use rights	購買租賃土地及土地使用權		(26,699)	(75,293)
(Payment)/return of deposits for purchase of land use rights	(支付)/退回購買土地使用權的按金		(60,601)	54,835
Purchase of intangible assets	購買無形資產		(14,704)	(6,873)
Purchase of insurance policy investments	購買保單投資	16	(12,321)	(9,434)
Proceeds from disposal of insurance policy investments	出售保單投資所得款項		1,704	380
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	28(b)	1,507	1,605
Proceeds from disposal of leasehold land	出售租賃土地所得款項	28(b)	43,559	13,255
Interest received	已收利息		1,316	625
Net cash outflow from investing activities	投資活動所得現金流出淨額		(1,230,632)	(979,736)

The consolidated statement of cash flows should be read in conjunction with the accompanying notes.

綜合現金流量表須與隨附附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2019 截至2019年3月31日止年度

		Note	2019	2018
		附註	2019年 HK\$'000 港幣千元	2018年 HK\$'000 港幣千元
Cash flows from financing activities	融資活動所得現金流量			
Proceeds from borrowings	借款所得款項		2,292,500	1,130,568
Repayments of borrowings	償還借款		(1,418,756)	(463,907)
Interest paid	已付利息		(90,182)	(66,218)
Dividend paid	已付股息		(90,595)	(61,212)
Net cash inflow from financing activities	融資活動所得現金流入淨額		692,967	539,231
Net increase in cash and cash equivalents	現金及現金等價物增加淨額		25,513	25,649
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		450,125	412,280
Currency translation differences	貨幣換算差額		(9,202)	12,196
Cash and cash equivalents at end of the year	年末現金及現金等價物	20	466,436	450,125

The consolidated statement of cash flows should be read in conjunction with the accompanying notes.

綜合現金流量表須與隨附附註一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Regina Miracle International (Holdings) Limited (the “Company”) was incorporated in the Cayman Islands on 21 September 2010 as an exempted company with limited liability under the Companies Law (2010 Revision) of the Cayman Islands. The Company has its primary listing on The Stock Exchange of Hong Kong Limited. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacturing and trading of bras, intimate wear, bra pads, other molded products and functional sports products.

These consolidated financial statements are presented in thousands of Hong Kong Dollar (“HK\$’000”), unless otherwise stated.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of trade receivables carried at FVOCI and insurance policy investments which are carried at fair values.

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

1 一般資料

維珍妮國際(控股)有限公司(「本公司」)於2010年9月21日根據開曼群島公司法(2010年修訂本)在開曼群島註冊成立為獲豁免有限公司。本公司的第一上市地為香港聯合交易所有限公司。本公司註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司為投資控股公司，而其附屬公司主要從事生產及買賣胸圍、貼身內衣、胸杯及其他模壓產品及功能性運動類產品。

除另有註明者外，該等綜合財務報表以港幣千元(「港幣千元」)列示。

2 重大會計政策摘要

編製該等綜合財務報表所用的主要會計政策載列如下。除另有註明者外，該等政策於各呈列年度貫徹應用。綜合財務報表乃就本集團(包括本公司及其附屬公司)編製。

2.1 編製基準

該等綜合財務報表已按照香港財務報告準則(「香港財務報告準則」)及香港法例第622章《公司條例》的披露要求編製。該等綜合財務報表按歷史成本常規編製，並已就重估按公平值計入其他全面收入列賬的貿易應收賬款及按公平值列賬的保單投資作出修訂。

編製符合香港財務報告準則的該等綜合財務報表需要使用若干重要會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及較多判斷或較為複雜的範疇，或涉及對綜合財務報表作出重大假設和估計的範疇，均在附註4披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(a) *New and amended standards, improvements and interpretation adopted by the Group*

The following new and amended standards, improvements and interpretation have been adopted by the Group for the first time for the financial year beginning on or after 1 April 2018:

Annual Improvements Project	Annual Improvements 2014–2016 Cycle
HKAS 40 (Amendments)	Transfers of Investment Property
HKFRS 2 (Amendments)	Classification and Measurement of Share-based Payment Transactions
HKFRS 4 (Amendments)	Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
HKFRS 9	Financial Instruments
HKFRS 15	Revenue from Contracts with Customers
HKFRS 15 (Amendments)	Clarifications to HKFRS 15
HK (IFRIC) – Int 22	Foreign Currency Transactions and Advance Consideration

Save as disclosed in Note 2.2, the adoption of these new and amended standards, improvements and interpretation did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 重大會計政策摘要(續)

2.1 編製基準(續)

(a) *本集團採納的新訂及經修訂準則、改進及詮釋*

下列新訂及經修訂準則、改進及詮釋已由本集團於2018年4月1日或之後開始的財政年度首次採納：

年度改進計劃	2014年至2016年週期的年度改進
香港會計準則第40號(修訂本)	轉讓投資物業
香港財務報告準則第2號(修訂本)	以股份為基礎的付款交易的分類及計量
香港財務報告準則第4號(修訂本)	同時應用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合約
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	客戶合約收入
香港財務報告準則第15號(修訂本)	對香港財務報告準則第15號的澄清
香港(國際財務報告詮釋委員會) – 詮釋第22號	外幣交易及預付代價

除附註2.2所披露者外，採納該等新訂及經修訂準則、改進及詮釋概無對於先前期間確認的款項有任何影響，且預期不會對本期間或未來期間有重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New and amended standards, improvements and interpretation that have been issued but are not yet effective*

The following new and amended standards, improvements and interpretation have been issued that are not mandatory for financial year ended 31 March 2019 and have not been early adopted by the Group:

2 重大會計政策摘要(續)

2.1 編製基準(續)

(b) *已頒佈但尚未生效的新訂及經修訂準則、改進及詮釋*

下列已頒佈新訂及經修訂準則、改進及詮釋毋須於截至2019年3月31日止財政年度強制應用，且本集團尚未提早採納：

		Effective for annual periods beginning on or after 於此日或之後開始 的年度期間生效
Annual Improvements Project 年度改進計劃	Annual Improvements 2015–2017 Cycle 2015年至2017年週期的年度改進	1 January 2019 2019年1月1日
HKAS 19 (Amendments) 香港會計準則第19號(修訂本)	Plan Amendment, Curtailment or Settlement 計劃修訂、縮減或結清	1 January 2019 2019年1月1日
HKAS 28 (Amendments) 香港會計準則第28號(修訂本)	Long-term Interests in Associates and Joint Ventures 於聯營公司及合營企業的長期權益	1 January 2019 2019年1月1日
HKFRS 9 (Amendments) 香港財務報告準則第9號(修訂本)	Prepayment Features with Negative Compensation 具有負補償的提前償付特徵	1 January 2019 2019年1月1日
HKFRS 16 香港財務報告準則第16號	Leases 租賃	1 January 2019 2019年1月1日
HK (IFRIC) – Int 23 香港(國際財務報告詮釋 委員會) – 詮釋第23號	Uncertainty over Income Tax Treatments 有關所得稅處理的不確定性	1 January 2019 2019年1月1日
Conceptual Framework for Financial Reporting 2018 2018年度財務報告概念框架	Revised Conceptual Framework for Financial Reporting 財務報告概念框架的修訂	1 January 2020 2020年1月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New and amended standards, improvements and interpretation that have been issued but are not yet effective* (Continued)

2 重大會計政策摘要(續)

2.1 編製基準(續)

(b) 已頒佈但尚未生效的新訂及經修訂準則、改進及詮釋(續)

		Effective for annual periods beginning on or after 於此日或之後開始 的年度期間生效
HKAS 1 (Revised)	Presentation of Financial Statement	1 January 2020
香港會計準則第1號(經修訂)	財務報表的呈報	2020年1月1日
HKAS 8 (Amendments)	Accounting Policies, Changes in Accounting Estimates and Errors	1 January 2020
香港會計準則第8號(修訂本)	會計政策、更改會計估計及差錯	2020年1月1日
HKFRS 3 (Amendments)	Definition of A Business	1 January 2020
香港財務報告準則第3號(修訂本)	業務的定義	2020年1月1日
HKFRS 17	Insurance Contracts	1 January 2021
香港財務報告準則第17號	保險合約	2021年1月1日
HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
香港財務報告準則第10號及 香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入	待釐定

The Group's assessment of the impact of these new and amended standards, improvements and interpretation is set out below.

本集團對該等新訂及經修訂準則、改進及詮釋的評估載於下文。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

(b) *New and amended standards, improvements and interpretation that have been issued but are not yet effective* (Continued) **HKFRS 16 “Leases”**

HKFRS 16 was issued in January 2016. It will result in almost all leases being recognised on the statement of financial position by lessees, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognised. The only exceptions are short-term and low-value leases.

The Group will apply the standard from its mandatory adoption date of 1 April 2019. The Group intends to apply the simplified transition approach and will not restate comparative amounts for the year prior to first adoption. HKFRS 16 will primarily affect the accounting for the Group’s operating leases. The accounting for lessors will not significantly change.

As at 31 March 2019, the Group had non-cancellable operating lease commitments of approximately HK\$249 million. Majority of these commitments will be recognised in the consolidated balance sheet as right-of-use assets and lease liabilities. Right-of-use assets will be amortised on a straight line basis during the lease terms while the lease liabilities will be measured at amortised cost subsequent to the adoption of this standard.

There are no other new and amended standards, improvements and interpretation that are not yet effective and that would be expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2 重大會計政策摘要(續)

2.1 編製基準(續)

(b) *已頒佈但尚未生效的新訂及經修訂準則、改進及詮釋(續)*

香港財務報告準則第16號「租賃」

香港財務報告準則第16號於2016年1月頒佈。此準則令承租人須於財務狀況表中確認絕大部分租賃，原因為經營租賃與融資租賃的劃分已被刪除。在新訂準則下，資產(使用租賃項目的權利)及支付租金的金融負債予以確認。唯一例外情況為短期及低價值租賃。

本集團將自2019年4月1日強制採納日期起採用該準則。本集團擬採用簡化過渡方法，並將不會重列於首次採納之前年度的可資比較金額。香港財務報告準則第16號將主要影響本集團經營租賃的會計處理。出租人會計處理將不會有重大變動。

於2019年3月31日，本集團的不可撤銷經營租賃承擔約為港幣249百萬元。大部分該等承擔將於綜合資產負債表中確認為使用權資產及租賃負債。使用權資產將以直線基準於租賃期內攤銷，而租賃負債將於採納該等標準後按攤銷成本計量。

概無其他新訂及經修訂準則、改進及詮釋尚未生效，且預期會對本集團於本報告期間或未來報告期間以及可見未來交易中產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Change of accounting policies

This note explains the impact of the adoption of HKFRS 9 “Financial Instruments” and HKFRS 15 “Revenue from Contracts with Customers” on the Group’s consolidated financial statements.

(a) Impact on the financial statements

The Group elects to adopt HKFRS 9 and HKFRS 15 without restating comparatives. The reclassifications and the adjustments arising from the adoption of HKFRS 9 and HKFRS 15 are therefore not reflected in the consolidated balance sheet as at 31 March 2018, but are recognised in the opening restated consolidated balance sheet on 1 April 2018.

(b) HKFRS 9 “Financial Instruments”

HKFRS 9 replaces the provisions of HKAS 39 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets and hedge accounting.

The adoption of HKFRS 9 Financial Instruments from 1 April 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. The new accounting policies are set out in notes 2.11 and note 2.14. In accordance with the transitional provisions in HKFRS 9, comparative figures have not been restated.

The following tables show the adjustments recognised for each individual line item. Line items that were not affected by the changes have not been included. As a result, sub-totals and totals disclosed cannot be recalculated from the numbers provided. The adjustments are explained in more details below.

2 重大會計政策摘要(續)

2.2 會計政策的變動

該附註解釋於本集團綜合財務報表採納香港財務報告準則第9號「金融工具」及香港財務報告準則第15號「客戶合約收入」的影響。

(a) 對財務報表的影響

本集團選擇採納香港財務報告準則第9號及香港財務報告準則第15號，而不重列比較數字。因此，採納香港財務報告準則第9號及香港財務報告準則第15號所產生的重新分類及調整並未於2018年3月31日的綜合資產負債表中反映，惟於2018年4月1日的年初經重列綜合資產負債表確認。

(b) 香港財務報告準則第9號「金融工具」

香港財務報告準則第9號取代香港會計準則第39號有關金融資產及金融負債的確認、分類及計量、金融工具的終止確認及金融資產減值以及對沖會計的條文。

自2018年4月1日起採納香港財務報告準則第9號金融工具已導致會計政策變動及於綜合財務報表確認的金額調整。新會計政策載於附註2.11及附註2.14。根據香港財務報告準則第9號的過渡條文，比較數字並無重列。

下表列示就每個個別項目確認的調整。沒有受變動影響的個別項目不包括在內。因此，不能以所提供的數字重新計算已披露小計及總計金額。有關調整於下文詳細說明。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Change of accounting policies (Continued) (b) HKFRS 9 "Financial Instruments" (Continued)

2 重大會計政策摘要(續)

2.2 會計政策的變動(續) (b) 香港財務報告準則第9號「金融工具」(續)

		31 March 2018 as originally presented 2018年 3月31日 (如先前呈列) HK\$'000 港幣千元	Effects of the adoption of HKFRS 9 採納香港財務 報告準則 第9號的影響 HK\$'000 港幣千元	1 April 2018 as restated 2018年 4月1日 (經重列) HK\$'000 港幣千元
Consolidated balance sheet (extract)	綜合資產負債表(摘要)			
Current assets	流動資產			
Trade and bills receivables	貿易應收賬款及應收票據			
– carried at amortised cost	– 按攤銷成本列賬	848,787	(410,156)	438,631
– carried at FVOCI	– 按公平值計入 其他全面收入列賬	–	407,164	407,164
Equity	權益			
Reserves	儲備			
– Retained earnings	– 保留盈利	977,700	(1,683)	976,017
– Trade receivables at FVOCI reserve	– 按公平值計入 其他全面收入的 貿易應收賬款儲備	–	(1,309)	(1,309)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Change of accounting policies (Continued)

(b) HKFRS 9 “Financial Instruments” (Continued)

(i) Classification and measurements

On 1 April 2018 (the date of initial application of HKFRS 9), the Group’s management has assessed which business models apply to the financial assets held by the Group and has classified its financial instruments into the appropriate HKFRS 9 categories.

Reclassification from trade receivables carried at amortised cost to trade receivables carried at FVOCI

Trade receivables from certain customers of the Group, whose contractual cash flows represent solely payments of principal and interest, were factored to reputable financial institutions under non-recourse factoring arrangement according to the Group’s daily fund management needs. These trade receivable’s business model is therefore achieved both by collecting contractual cash flows and selling of these assets. As a result, trade receivables carried at amortised cost of HK\$407,164,000 was reclassified to trade receivables carried at FVOCI on 1 April 2018. The impact on equity as at 1 April 2018 in this regard is HK\$1,309,000.

Other financial assets

Other financial assets currently held by the Group include financial instruments previously classified as loans and receivables which continue to be measured at amortised cost under HKFRS 9. Accordingly, there is no impact on the classification and measurement of its financial assets.

Financial liabilities

There will be no impact on the Group’s accounting for financial liabilities, as the HKFRS 9 only affect the accounting for financial liabilities that are designated at fair value through profit or loss and the Group does not have any such liabilities.

2 重大會計政策摘要(續)

2.2 會計政策的變動(續)

(b) 香港財務報告準則第9號「金融工具」(續)

(i) 分類及計量

於2018年4月1日(初次應用香港財務報告準則第9號的日期)，本集團管理層已就適用於本集團所持金融資產的業務模式進行評估，並將其金融工具分類至香港財務報告準則第9號的適當類別。

自按攤銷成本列賬的貿易應收賬款重新分類至按公平值計入其他全面收入列賬的貿易應收賬款

本集團若干客戶(該等客戶的合約現金流量僅為支付本金及利息的合約現金流量)的貿易應收賬款根據本集團日常資金管理需求於無追索權的保收安排項下由聲譽良好的金融機構保收。故此，該等貿易應收賬款的業務模式透過收取合約現金流量及出售該等資產實現。故此，按攤銷成本列賬的貿易應收賬款港幣407,164,000元於2018年4月1日獲重新分類至按公平值計入其他全面收入列賬的貿易應收賬款。於2018年4月1日與此相關的權益影響為港幣1,309,000元。

其他金融資產

目前由本集團持有的其他金融資產包括先前分類為貸款及應收賬款的金融工具，其將繼續根據香港財務報告準則第9號按攤銷成本計量。因此，概無對其金融資產的分類及計量造成影響。

金融負債

由於香港財務報告準則第9號僅影響指定為按公平值計入損益的金融負債的會計處理，而本集團概無任何該等負債，故不會對本集團金融負債的會計處理造成任何影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Change of accounting policies (Continued) (b) HKFRS 9 “Financial Instruments” (Continued)

(ii) Impairment of financial assets

The Group mainly has two types of financial assets that are subject to HKFRS 9’s expected credit loss model:

- Trade and bills receivables; and
- Other financial assets at amortised cost.

The Group was required to revise its impairment methodology under HKFRS 9 for each of these classes of assets.

While cash and cash equivalents and bill receivables are also subject to the impairment requirement of HKFRS 9, the identified impairment loss was immaterial.

Trade and bills receivables

The Group applies simplified approach to measuring expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade and bills receivables. To measure expected credit losses, trade and bills receivables have been grouped based on the shared credit risk characteristics.

The impairment loss for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the customers’ past settlement pattern, existing market conditions as well as forward looking estimates at the end of each reporting period.

On that basis, there was an increase of loss allowance on 1 April 2018 by HK\$1,683,000 for trade and bills receivables. Note 3.1 (c)(ii) provides for details about the calculation of the loss allowance.

2 重大會計政策摘要(續)

2.2 會計政策的變動(續)

(b) 香港財務報告準則第9號「金融工具」(續)

(ii) 金融資產減值

本集團主要有兩種金融資產受香港財務報告準則第9號預期信貸虧損模式影響：

- 貿易應收賬款及應收票據；及
- 按攤銷成本列賬的其他金融資產。

本集團須就該等類別資產根據香港財務報告準則第9號項下修訂其各自的減值方法。

儘管現金及現金等價物以及應收票據亦受香港財務報告準則第9號的減值規定規限，惟已識別的減值虧損屬不重大。

貿易應收賬款及應收票據

本集團採用簡化方法對香港財務報告準則第9號所規定的預期信貸虧損進行計量，其允許對所有貿易應收賬款及應收票據採用整個存續期的預期虧損撥備。為計量預期信貸虧損，貿易應收賬款及應收票據已根據共同的信貸風險特徵分類。

金融資產減值虧損基於對違約風險及預期虧損率的假設而作出。本集團在作出該等假設及選擇計算減值的輸入數據時根據客戶於各報告期末的過往結付模式、當時市況及前瞻性估計作出判斷。

按此基準，於2018年4月1日貿易應收賬款及應收票據的虧損撥備增加港幣1,683,000元。附註3.1(c)(ii)提供有關計算虧損撥備的詳情。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 Change of accounting policies (Continued)

(b) HKFRS 9 “Financial Instruments” (Continued)

(ii) Impairment of financial assets (Continued)

Other financial assets

Loss allowance on deposits and other receivables from third parties are measured as either 12-months expected credit losses or lifetime expected credit losses, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then loss allowance is measured as lifetime expected credit losses. The resulted loss allowance for deposits and other receivables on 1 April 2018 and during the year ended 31 March 2019 was considered immaterial.

(c) HKFRS 15 “Revenue from Contracts with Customers”

The Group has adopted HKFRS 15 “Revenue from Contracts with Customers” from 1 April 2018 which resulted in changes in accounting policies and adjustments to the amounts recognised in the consolidated financial statements. In accordance with the transition provisions in HKFRS 15, comparative figures have not been restated.

HKFRS 15 deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. Revenue is recognised when a customer obtains control of goods or services and thus has the ability to direct the use and obtain the benefits from the goods or services. The standard replaces HKAS 18 “Revenue” and HKAS 11 “Construction contract” and related interpretations. The new accounting policies are set out in Note 2.23 below.

Moreover, payments received from customers in advance related to unfulfilled performance obligations, which previously included in “accruals and other payable”, should be reclassified to “contract liabilities”. The management considers the amount is immaterial and no reclassification adjustment is made in the consolidated balance sheet.

The adoption of HKFRS 15 did not result in significant changes to the Group recognition policies.

(d) **Certain comparative figures have been re-presented to conform to current year’s presentation.**

2 重大會計政策摘要(續)

2.2 會計政策的變動(續)

(b) 香港財務報告準則第9號「金融工具」(續)

(ii) 金融資產減值(續)

其他金融資產

視乎信貸風險有否自初步確認以來顯著增加，來自第三方的按金及其他應收款項的虧損撥備按12個月預期信貸虧損或整個存續期的預期信貸虧損計量。倘應收款項信貸風險自初步確認以來顯著增加，則虧損撥備按整個存續期的預期信貸虧損計量。按金及其他應收款項於2018年4月1日及截至2019年3月31日止年度所導致的虧損被視為不重大。

(c) 香港財務報告準則第15號「客戶合約收入」

本集團已自2018年4月1日起採納香港財務報告準則第15號「客戶合約收入」，導致會計政策變動及於綜合財務報表所確認的金額調整。根據香港財務報告準則第15號的過渡條文，未重列比較數字。

香港財務報告準則第15號處理收益確認，並確立向財務報表使用者報告實體與客戶所訂立合約產生的收益及現金流量的性質、金額、時間及不確定性等有用資料的原則。收益在客戶取得貨品或服務的控制權，並因而有能力主導貨品或服務的用途及從中取得利益時確認。該準則取代香港會計準則第18號「收益」及香港會計準則第11號「建造合約」以及相關詮釋。新會計政策載於下文附註2.23。

此外，預收客戶款項與未履約責任有關(其先前計入「應計費用及其他應付賬款」)應重新分類為「合約負債」。管理層認為，有關金額屬不重大故於綜合資產負債表並無作出重新分類調整。

採納香港財務報告準則第15號並無引致本集團確認政策有重大變動。

(d) 若干比較數字已予重新呈列以符合現年度呈列方式。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Subsidiaries

2.3.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances, unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transactions provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Business combination

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

Disposal of subsidiaries

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

2 重大會計政策摘要(續)

2.3 附屬公司

2.3.1 綜合入賬

附屬公司為本集團對其有控制權的實體(包括結構性實體)。若本集團具有承擔或享有參與有關實體所得可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即表示本集團對該實體具有控制權。附屬公司由控制權轉至本集團之日起全面綜合入賬，控制權終止之日停止綜合入賬。

集團內公司間的交易、結餘及集團內公司間的交易未變現盈利予以對銷。除非交易提供轉讓資產減值的證據，否則未變現虧損亦會對銷。附屬公司的會計政策已於必要時作出改變，以確保與本集團所採納的政策一致。

業務合併

本集團採用購買法將業務合併入賬。收購一間附屬公司所轉讓的代價為所轉讓資產、對被收購方前擁有人產生的負債，及本集團所發行股本權益的公平值。所轉讓的代價包括或然代價安排產生的任何資產或負債的公平值。在業務合併中所收購可識別資產以及所承擔負債及或然負債乃按其於收購日期的公平值作初步計量。本集團按逐項收購基準，以公平值或按非控制性權益應佔被收購方可識別資產淨值的已確認金額的比例，確認被收購方的非控制性權益。

出售附屬公司

倘本集團失去控制權，於實體的任何保留權益按其失去控制權當日的公平值重新計量，有關賬面值變動在損益中確認。就其後入賬列作聯營公司、合資企業或金融資產的保留權益而言，公平值為初始賬面值。此外，將先前就該實體在其他全面收入中確認的任何金額入賬，猶如本集團已直接處置相關資產或負債。此可能意味先前在其他全面收入確認的金額重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Subsidiaries (Continued)

2.3.2 Separate financial statements

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

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

2.4 Segment reporting

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

2.5 Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

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

2 重大會計政策摘要(續)

2.3 附屬公司(續)

2.3.2 獨立財務報表

於附屬公司的投資按成本扣除減值列賬。成本包括投資直接應佔成本。附屬公司業績由本公司按已收及應收股息的基準入賬。

倘於附屬公司的投資產生的股息超過該等附屬公司於宣派股息期間的全面收入總額或倘投資於獨立財務報表內的賬面值超過投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值，則於收到股息時須對該等投資進行減值測試。

2.4 分部呈報

經營分部的呈報方式與向主要營運決策者提供的內部報告貫徹一致。主要營運決策者負責就經營分部分配資源及評估表現，並已識別為作出策略性決策的本公司執行董事。

2.5 外幣換算

(i) 功能及呈列貨幣

本集團各實體的財務報表所列的項目，按該實體的主要經營所在經濟環境所使用的貨幣(「功能貨幣」)計量。財務報表以本公司的功能呈列貨幣及本集團的呈列貨幣港幣呈列。

(ii) 交易及結餘

外幣交易按交易當日或重新計量項目的估值日的現行匯率換算為功能貨幣。因結算該等交易及因按年結日匯率換算以外幣為貨幣單位的貨幣資產及負債而產生的外匯損益，於綜合收益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(iii) Group companies

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

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

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to consolidated income statement, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 重大會計政策摘要(續)

2.5 外幣換算(續)

(iii) 集團公司

所有本集團實體的功能貨幣(當中沒有惡性通貨膨脹經濟的貨幣)如有別於呈列貨幣,其業績及財務狀況按以下方式換算為呈列貨幣:

- (i) 各資產負債表呈列的資產及負債按各資產負債表結算日的收市匯率換算;
- (ii) 各收益表的收支按平均匯率換算(除非該平均匯率並非有關交易當日的匯率的累計影響的合理估計數,在該情況下,收支會按有關交易當日的匯率換算);及
- (iii) 所有因而產生的匯兌差額確認為權益中的獨立部分。

於綜合入賬時,換算境外實體的任何投資淨額所產生的匯兌差額於其他全面收入內確認。倘境外業務被出售,則有關匯兌差額作為銷售收益或虧損的一部分重新分類至綜合收益表。

收購境外實體所產生的商譽及公平值調整作為境外業務的資產及負債處理,並按收市匯率換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

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

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

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

Building	5% or over the unexpired period of the lease
Leasehold improvements	5% or over the unexpired period of the lease
Plant and machinery	7% to 10%
Office furniture and fixtures	20% to 33%
Computer equipment	20% to 33%
Motor vehicles	20%

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

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

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are recognised within general and administrative expenses in the consolidated income statement.

2 重大會計政策摘要(續)

2.6 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損(如有)列賬。歷史成本包括購買該等項目直接應佔的開支。

其後成本僅在與該項目相關的未來經濟利益可能流向本集團及能可靠地計量項目成本的情況下，方會計入資產的賬面值或確認為獨立資產(按適用)。重置部分的賬面值已被終止確認。所有其他維修及保養於其產生的財政期間內於綜合收益表列作開支。

物業、廠房及設備的折舊使用直線法計算，以於其以下估計可使用年內分配其成本至其剩餘價值：

樓宇	5%或按租賃期的未屆滿期間
租賃物業裝修	5%或按租賃期的未屆滿期間
廠房及機器	7%–10%
辦公傢具及固定裝置	20%–33%
電腦設備	20%–33%
汽車	20%

於各報告期末，資產的剩餘價值和可使用年期已予檢討，並於適當情況下作出調整。

倘資產的賬面值高於其估計可收回金額，則即時將資產的賬面值撇減至其可收回金額。

出售收益及虧損按所得款項與賬面值的差額釐定，並於綜合收益表內一般及行政開支確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Construction in progress

Construction in progress represents buildings, plant and machinery under construction and pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings and the costs of plant and machinery, installation testing and other direct costs. No provision for depreciation is made on construction in progress until such time as the relevant assets are completed and are available for the intended use. When the assets concerned are brought into use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy as stated in Note 2.6 above.

2.8 Leasehold land and land use rights

Leasehold land and land use rights are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Cost represents upfront prepayments made for the rights to use the land over the lease term of 41 to 45 years. Amortisation of leasehold land is expensed in the consolidated income statement on a straight-line basis over the period of the lease.

2.9 Intangible assets

Computer Software

Acquired computer software license is capitalised on the basis of the costs incurred to acquire the specific software. The computer software acquired is carried at cost less accumulated amortisation and accumulated impairment losses if any. These costs are amortised over estimated useful lives of 5 to 10 years.

2.10 Impairment of non-financial assets

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

2 重大會計政策摘要(續)

2.7 在建工程

在建工程指興建中和待安裝的物業、廠房及機器，並按成本減累計減值虧損(如有)列賬。成本包括樓宇建築成本及廠房及機器成本、安裝測試及其他直接成本。在建工程於建設完成且處於可供擬定用途狀態時方計提折舊。當有關資產投入使用时，該等成本將轉入物業、廠房及設備項目內，並按上述附註2.6所載的政策折舊。

2.8 租賃土地及土地使用權

租賃土地及土地使用權乃按成本減累計攤銷及累計減值虧損(如有)入賬。成本指就使用土地的權利而一次性支付的預付款項，為期41至45年。租賃土地的攤銷於租賃期內按直線法計入綜合收益表。

2.9 無形資產

電腦軟件

購買的電腦軟件授權按購買特定軟件產生的成本予以資本化。購買的電腦軟件按成本減累計攤銷及累計減值(如有)入賬。該等成本於估計可使用年期5至10年期間攤銷。

2.10 非金融資產減值

於發生事件或情況有變顯示未必可收回賬面值時，會對非金融資產作出減值測試。減值虧損乃按資產賬面值超出其可收回金額的差額確認。可收回金額為資產公平值減出售成本與使用價值兩者的較高者。為評估減值，資產按可獨立識別現金流量的最小單位(現金產生單位)分類。非金融資產(除發生減值的商譽外)於各報告日期進行檢討以確定減值撥回的可能性。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial assets

2.11.1 Accounting policies applied since 1 April 2018

(i) Classification

From 1 April 2018, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at FVOCI or through profit or loss, and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment carried at FVOCI.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(iii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 重大會計政策摘要(續)

2.11 金融資產

2.11.1 自2018年4月1日起應用的會計政策

(i) 分類

自2018年4月1日起，本集團將其金融資產分類為以下計量類別：

- 其後按公平值計入其他全面收入或損益計量；及
- 按攤銷成本計量。

該分類取決於實體管理金融資產及現金流合約條款的業務模式。

就按公平值計量的資產而言，其收益及虧損將於損益或其他全面收入列賬。至於並非持作買賣的權益工具投資，則取決於本集團有否於初始確認時不可撤銷地選擇將股權投資按公平值計入其他全面收入列賬。

當且僅當管理該等資產的業務模式有變時，本集團方會重新分類債務投資。

(ii) 確認及終止確認

金融資產的一般買賣於交易日確認，即本集團承諾購買或出售資產的日期。當收取金融資產現金流量的權利屆滿或已轉讓且本集團已轉讓絕大部分擁有權的風險及回報時，則終止確認金融資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial assets (Continued)

2.11.1 Accounting policies applied since 1 April 2018 (Continued)

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset.

Debt instrument

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset.

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in consolidated income statement and presented in "other income and other gains, net" together with foreign exchange gains and losses, are included as in the consolidated income statement and presented in the notes to the consolidated financial statement.
- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "finance cost, net". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "other income and other gains, net".

2 重大會計政策摘要(續)

2.11 金融資產(續)

2.11.1 自2018年4月1日起應用的會計政策(續)

(iii) 計量

於初始確認時，本集團按金融資產的公平值加(倘並非按公平值計入損益(「按公平值計入損益」)的金融資產的情況下)直接歸屬於收購金融資產的交易成本計量。

債務工具

債務工具的后續計量取決於本集團管理資產的業務模式及該資產的現金流量特徵。

- 攤銷成本：倘持作收取合約現金流量的資產的現金流量僅為支付本金及利息，則按攤銷成本計量。該等金融資產的利息收入採用實際利率法計入財務收入。任何終止確認時產生的收益或虧損連同外匯收益及虧損直接於綜合收益表中確認及於「其他收入及其他收益淨額」呈列，計入綜合收益表及於綜合財務報表附註呈列。
- 按公平值計入其他全面收入：持作收取合約現金流量及出售金融資產的資產，倘該等資產現金流量僅為支付本金及利息，則按公平值計入其他全面收入計量。賬面值變動計入其他全面收入，惟於損益已確認的減值收益或虧損、利息收入及匯兌收益及虧損除外。在金融資產終止確認時，先前於其他全面收入確認的累計收益或虧損由權益重新分類至損益並於「財務成本淨額」確認。該等金融資產的利息收入按實際利率法計入財務收入。外匯收益及虧損於「其他收入及其他收益淨額」呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial assets (Continued)

2.11.1 Accounting policies applied since 1 April 2018 (Continued)

(iv) Impairment

From 1 April 2018, the Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of these financial assets, see note 3.1 (c)(ii) for further details.

2.11.2 Accounting policies applied until 31 March 2018

(i) Classification

The Group has applied HKFRS 9 retrospectively, but has elected not to restate comparative information.

As a result, the comparative information provided continues to be accounted for in accordance with the Group's previous accounting policy.

Until 31 March 2018, the Group classifies its financial assets as loans and receivables. The classification is determined on the purpose for which the investments were acquired. Management determined the classification of its investments at initial recognition.

2 重大會計政策摘要(續)

2.11 金融資產(續)

2.11.1 自2018年4月1日起應用的會計政策(續)

(iv) 減值

自2018年4月1日起，本集團按前瞻性基準評估以攤銷成本及按公平值計入其他全面收入列賬的債務工具的相關預期信貸虧損。所採用的減值方法視乎信貸風險是否有顯著增加而定。

就貿易應收賬款而言，本集團應用香港財務報告準則第9號允許的簡化方法，其要求於初始確認該等金融資產時確認預期整個存續期的虧損，進一步詳情請參考附註3.1 (c)(ii)。

2.11.2 於2018年3月31日前採納的會計政策

(i) 分類

本集團已追溯應用香港財務報告準則第9號，惟已選擇不重列比較資料。

因此，本集團將繼續按照之前的會計政策對提供的比較資料進行會計處理。

直至2018年3月31日，本集團將其金融資產分類為貸款及應收款項。分類根據所購投資目的而釐定。管理層於初始確認時確定其投資的類別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial assets (Continued)

2.11.2 Accounting policies applied until 31 March 2018 (Continued)

(i) Classification (Continued)

(a) Loans and receivables

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

(ii) Subsequent measurement

Regular way purchases and sales of investments are recognised on the trade-date being the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

Loans and receivables are carried at amortised cost using the effective interest method.

(iii) Impairment

(a) Assets carried at amortised cost

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

2 重大會計政策摘要(續)

2.11 金融資產(續)

2.11.2 於2018年3月31日前採納的會計政策(續)

(i) 分類(續)

(a) 貸款及應收款項

貸款及應收款項為有固定或可確定付款額且沒有在活躍市場上報價的非衍生金融資產。此等項目列於流動資產內，惟於結算日起計超過12個月到期者除外，在該情況下分類為非流動資產。本集團的貸款及應收款項由綜合資產負債表的貿易應收賬款及應收票據、存款及其他應收款項、短期銀行存款以及現金及現金等價物組成。

(ii) 後續計量

投資的常規買賣在交易日確認，交易日指本集團承諾購買或出售該資產之日。對於並非按公平值計入損益列賬的所有金融資產，其投資初步按公平值加交易成本確認。當從投資收取現金流量的權利已屆滿或已轉讓，而本集團已轉讓絕大部分擁有權的風險及回報，則將終止確認金融資產。

貸款及應收款項以實際利率法按攤銷成本列賬。

(iii) 減值

(a) 以攤銷成本列賬的資產

本集團於各報告期末評估是否存在客觀證據證明某一金融資產或某一金融資產組別出現減值。只有當存在客觀證據證明因初步確認資產後發生一宗或多宗事件導致出現減值(「虧損事件」)，而該宗(或該等)虧損事件對該項或該組金融資產估計未來現金流量構成的影響能可靠估計時，有關金融資產或金融資產組別方出現減值及產生減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Financial assets (Continued)

2.11.2 Accounting policies applied until 31 March 2018 (Continued)

(iii) Impairment (Continued)

(a) Assets carried at amortised cost (Continued)

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

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

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

2.12 Offsetting financial instruments

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

2 重大會計政策摘要(續)

2.11 金融資產(續)

2.11.2 於2018年3月31日前採納的會計政策(續)

(iii) 減值(續)

(a) 以攤銷成本列賬的資產(續)

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

對於貸款及應收款項類別，虧損金額根據資產賬面值與按金融資產原實際利率貼現而估計未來現金流量(不包括仍未產生的未來信用虧損)現值兩者之間的差額計量。資產賬面值予以削減，而虧損金額則在綜合收益表確認。如貸款有浮動利率，計量任何減值虧損的貼現率為按合約釐定的當前實際利率。在實際應用中，本集團可利用可觀察的市場價格，按工具的公平值計量減值。

如在隨後期間，減值虧損的數額減少，而此減少可客觀地聯繫至確認減值後發生的事件(例如債務人的信用評級有所改善)，則之前已確認減值虧損的撥回於綜合收益表確認。

2.12 金融工具抵銷

當有法定可執行權力可抵銷已確認金額，並有意按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在資產負債表列報其淨額。法定可執行權力應不依賴於未來事件，且須能夠於日常業務過程中在本公司或對手方違約、解散或破產時執行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Inventories

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

2.14 Trade and bills receivables

Trade and bills receivables are amounts due from customers for goods sold in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. Trade receivables with the objective to collect the contractual cash flows are measured subsequently at amortised cost using the effective interest method. If collection of trade and other receivables is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables from certain customers of the Group, whose contractual cash flows represent solely payments of principal and interest, were factored to reputable financial institutions under non-recourse factoring arrangement. The Group's business model is therefore achieved both by collecting contractual cash flows and selling of these assets. Such trade receivables was therefore classified as financial assets carried at FVOCI upon the adoption of HKFRS 9 on 1 April 2018.

For details of the accounting policies and impairment policies, please refer to note 2.2(b), note 2.11 and note 3.1(c).

2 重大會計政策摘要(續)

2.13 存貨

存貨按成本及可變現淨值兩者的較低者列賬。成本以加權平均法釐定。製成品及在製品的成本包括原材料、直接勞工、其他直接成本及相關間接生產費用(按正常經營能力計算)。此不包括借貸成本。可變現淨值為日常業務過程中的估計售價減銷售成本。

2.14 貿易應收賬款及應收票據

貿易應收賬款及應收票據為日常業務過程中就售出貨品應收客戶的款項。

貿易應收賬款初步按可無條件獲得的代價金額進行初始確認，除非其包含重大融資部分，則按公平值確認。貿易應收賬款目的為收取合約現金流量隨後使用實際利率法按攤銷成本計量。倘貿易應收賬款及其他應收款項預期可於一年或以內收款，則其分類為流動資產。否則，其呈列為非流動資產。

自本集團若干客戶(其合約現金流量僅為支付本金及利息)的貿易應收賬款在無追索權保收安排下保收予聲譽良好的金融機構。因此，本集團的業務模式通過收取合同現金流量及銷售該等資產得以實現。因此，自2018年4月1日起採納香港財務報告準則第9號，該等貿易應收賬款分類為按公平值計入其他全面收入列賬的金融資產。

有關會計政策及減值政策詳情，請參閱附註2.2(b)、附註2.11及附註3.1(c)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.15 Cash and cash equivalents

For the purpose of presentation in statement of cash flow, cash and cash equivalents include cash in hand, deposits held at call with banks with original maturity of three months or less and bank overdrafts.

2.16 Share capital

Ordinary shares are classified as equity.

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

2.17 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade payables are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

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

2.18 Borrowings

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

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

2 重大會計政策摘要(續)

2.15 現金及現金等價物

就於現金流量表呈列而言，現金及現金等價物包括手頭現金、銀行通知及原到期為三個月或以內的存款及銀行透支。

2.16 股本

普通股被分類為權益。

直接歸屬於發行新股的新增成本在權益中列為所得款項扣款(扣除稅項)。

2.17 貿易應付賬款及其他應付款項

該等款項為財政年度結束前本集團就獲提供的商品及服務未付的負債。如貿易應付賬款的支付日期為一年或以內，其將被分類為流動負債，否則分類為非流動負債。

貿易應付賬款及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量。

2.18 借款

借款初步按公平值減所產生交易成本確認。借款其後按攤銷成本列賬。所得款項(扣除交易成本)與贖回價值的任何差額以實際利率法於借款期間內在綜合收益表確認。

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Borrowing costs

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

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

2.20 Current and deferred income tax

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

Current and deferred tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重大會計政策摘要(續)

2.19 借貸成本

購建或生產合資格資產(即需經較長時間方能達至預定可使用或出售狀態的資產)直接應佔的一般及特定借貸成本,計入該等資產的成本,直至大致達至其預定可使用或出售狀況為止。

所有其他借貸成本於其產生期間在綜合收益表中確認。

2.20 即期及遞延所得稅

年內的稅項開支包括即期及遞延稅項。稅項在綜合收益表中確認,但與其他全面收入中或直接在權益中確認的項目有關者則除外。在該情況下,稅項亦分別在其他全面收入中或直接在權益中確認。

除與於其他全面收益或直接於權益確認的項目相關外,即期及遞延稅項於綜合收益表內確認。於此情況下,稅項亦分別於其他全面收益或直接於權益確認。

(i) 即期所得稅

即期所得稅支出根據本集團經營及產生應課稅收入所在國家於資產負債表日已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況,並在適用情況下按預期須向稅務機關支付的稅款計提撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Current and deferred income tax (Continued)

(iii) *Deferred income tax*

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

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 重大會計政策摘要(續)

2.20 即期及遞延所得稅(續)

(iii) *遞延所得稅*

遞延所得稅採用負債法就資產及負債的稅基與彼等於綜合財務報表中的賬面金額之間的暫時差額全面計提撥備。然而，倘遞延稅項負債因初步確認商譽而產生，則不會確認。如遞延所得稅乃源自業務合併以外交易中初步確認資產或負債，而在交易時並不影響會計或應課稅溢利或虧損，則亦不會入賬處理遞延所得稅按於報告期末前已頒佈或實質頒佈並預期於變現相關遞延所得稅資產或結算遞延所得稅負債時應用的稅率(及法律)釐定。

遞延稅項資產僅在將有未來應課稅金額可供動用該等暫時差額及虧損的情況下予以確認。

倘本公司能夠控制撥回暫時差額之時間，且該等差額可能不會於可見將來撥回，則不會就於境外營運之投資賬面值與稅基之間之暫時差額確認遞延稅項負債及資產。

倘有法定可強制執行權利抵銷即期稅項資產與負債，以及遞延稅項結餘與同一稅務機關相關，則抵銷遞延稅項資產與負債。倘實體擁有法定可強制執行權利抵銷及擬按淨額基準償付或變現資產及同時償付負債，則抵銷即期稅項資產與稅項負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

Group companies operate several defined contribution retirement schemes.

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior periods.

The Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(iii) Bonus entitlements

The Group recognises a liability and an expense for bonuses based on the key performance indicators for employees and the business performance of the Group. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 重大會計政策摘要(續)

2.21 僱員福利

(i) 僱員假期權利

僱員年假及長期服務假期權利於應計予僱員時確認。已就截至結算日因僱員提供服務而產生的年假估計負債作出撥備。

僱員病假及產假權利於休假時方予確認。

(ii) 退休金責任

集團公司營運多個定額供款退休計劃。

定額供款計劃是本集團向獨立實體支付固定供款的退休金計劃。倘有關基金並無足夠資產向所有僱員支付即期或過往期間的僱員服務福利，本集團亦無法定或推定責任支付任何進一步供款。

本集團按強制性、合約或自願原則向公營或私營管理的退休金保險計劃供款。一旦繳付供款，本集團即再沒有其他供款責任。供款於到期日確認為僱員福利開支。預付供款於可得現金退款或可削減未來供款時確認為資產。

(iii) 花紅權利

本集團根據計及本集團僱員的關鍵績效指標及業務表現確認花紅的負債及開支。本集團按合約規定或過往慣例所產生的推定性責任確認撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Provisions

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

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

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

2.23 Revenue recognition

The Group manufactures and sells bras, intimate wear, bra pads, other molded products and functional sports products in the wholesale market. Revenue is recognised when control of the products has transferred, being when the products are delivered to the wholesaler at a point in time, the wholesaler has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the wholesaler's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the wholesaler, and either the wholesaler has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

2 重大會計政策摘要(續)

2.22 撥備

本集團於過往事件產生現有法定或推定義務，且履行該義務預期很可能導致資源流出，並且金額已可靠估計時確認撥備。未來經營虧損不確認撥備。

如存在多項類似義務，則經考慮整體義務類別後釐定償付時導致資源流出的可能性。即使就同一義務類別所包含任何單個項目流出資源的可能性極低，仍須確認撥備。

撥備按履行義務預期所需支出的現值計量，而計算現值所使用稅前利率可反映當前市場對資金的時間價值及與有關義務相關的風險的評估。由時間推移引起撥備的增加確認為利息費用。

2.23 收入確認

本集團於批發市場生產及銷售胸圍、貼身內衣、胸杯、其他模壓產品及功能性運動類產品。收入於產品的控制權轉移時確認，即當產品於某一時間點交付予批發商，而批發商可全權決定產品的銷售渠道及價格，且並無尚未履行可影響批發商接受產品的責任。直至產品已運抵指定地點，陳舊及虧損風險已轉移至批發商，及批發商已根據銷售合約接收產品，接納條款已失效，或本集團有客觀證據顯示所有接納準則均已達成後，貨品交付方告完成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Revenue recognition (Continued)

Revenue from the sale of goods is based on the price specified in the sales contracts. No element of financing is deemed present as the sales are made with a short credit term, which is consistent with market practice. The Group's obligation to replace faulty products or refund customers under the standard warranties terms is recognised as a provision, see note 2.22.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

Contract liability is recognised when payments are received from customers in advance but the relevant performance obligation has not been performed.

2.24 Interest income

Interest income on financial assets at amortised cost (2017 – loans and receivables) calculated using the effective interest method is recognised in the consolidated income statement as part of finance cost, net. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset.

2.25 Government grants

Grants from the government are recognised at their fair values where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated income statement over the period necessary to match them with the costs that they are intended to compensate. Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated income statement on a straight-line basis over the expected lives of the related assets.

2 重大會計政策摘要(續)

2.23 收入確認(續)

銷售貨品的收入基於銷售合約規定的價格。由於銷售信貸期較短且符合市場慣例，故並不存在融資因素。本集團根據標準保用條款替換有瑕疵產品或退款予客戶的責任確認為撥備(見附註2.22)。

由於直至到期付款為止僅須待時間流逝，故當交付產品時，代價於此時間點成為無條件，故應收款項於交付產品時確認。

合約負債於收到客戶預付款項惟相關履約責任尚未履行時確認。

2.24 利息收入

採用實際利率法計算按攤銷成本列賬的金融資產(2017年：貸款及應收款項)的利息收入於綜合收益表確認，作為其財務成本淨額的一部分。利息收入透過對金融資產賬面總值應用實際利率計算。

2.25 政府補助

倘能夠合理確定本集團將收到政府補助及本集團符合所有附帶條件，則政府補助將按其公平值確認。

有關成本的政府補助予以遞延，並按其配合擬補償的成本所需期間於綜合收益表確認。與物業、廠房及設備有關的政府補助計入非流動負債，列作遞延政府補助，並按直線法於相關資產的預期年期內計入綜合收益表。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Research and development costs

Research costs are expensed as incurred. Costs incurred on development projects relating to the design and testing of new or improved products are recognised as an intangible asset when the technical feasibility and intention of completing the product under development has been demonstrated and the resources are available to do so, costs are identifiable and there is an ability to sell or use the asset that will generate probable future economic benefits. Such development costs are recognised as an asset and amortised on the straight-line basis to reflect the pattern in which the related economic benefits are recognised. Development costs that do not meet the above criteria are expensed as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

2.27 Operating leases

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

2.28 Dividend distribution

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

2 重大會計政策摘要(續)

2.26 研發成本

研究成本於產生時支銷。當能夠證明開發中產品的可行性及有意完成該產品，且有可動用資源，成本可予識別及有能力出售或使用將在未來產生經濟效益的資產，則將新產品或改良產品的設計及測試相關的開發計劃所涉及的成本確認為無形資產。該開發成本確認為資產及按直線法攤銷，以反映確認相關經濟效益的模式。不符合以上標準的開發成本於產生時支銷。先前確認為開支的開發成本於隨後期間不會確認為資產。

2.27 經營租賃

如租賃擁有權的重大部分風險和回報由出租人保留，租賃歸類為經營租賃。根據經營租賃支付的款項(扣除自出租人收取的任何優惠後)於租賃期內以直線法在綜合收益表扣除。

2.28 股息分派

向本公司股東分派的股息在本公司股東或董事(如適用)批准該等股息期間的本集團財務報表內確認為負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Insurance policy investments

Recognition and measurement

Insurance policy investments are non-derivative which measured at FVOCI. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the balance sheet date. When the investments are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement. The Group has renamed these insurance policy investments from “available-for-sale financial assets” to “insurance policy investments” during the year in order to clearly reflect its nature. The relevant accounting policy of these assets has been consistently applied.

Impairment

For insurance policy investments, if any such evidence exists, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. If, in a subsequent period, the fair value of insurance policy investments increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed through equity.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group’s major financial instruments include trade and bills receivables, refundable deposits and other receivables, cash and cash equivalents, trade and other payables and borrowings. Details of the financial instruments are disclosed in Note 31.

The Group’s activities expose it to a variety of financial risks, including cash flow interest rate risk, foreign exchange risk, credit risk and liquidity risk. The Group’s overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group’s financial performance. Risk management is regularly carried out by the senior management of the Company under policies approved by the executive directors of the Company.

2 重大會計政策摘要(續)

2.29 保單投資

確認及計量

保單投資為非衍生工具，其按公平值計入其他全面收入計量。除非投資到期或管理層有意在結算日起計12個月內處置該投資，否則此等資產列在非流動資產內。當投資已出售或減值，在權益中確認的累計公平值調整計入綜合收益表。於年內，本集團已將該等自「可供出售金融資產」的保單投資易名為「保單投資」，以清楚反映其性質。該等資產的相關會計政策已貫徹應用。

減值

就保單投資而言，如存在此等證據，累計虧損(按收購成本與當時公平值的差額，減該金融資產之前在損益確認的任何減值虧損計量)自權益中剔除並在損益中確認。如在隨後期間，保單投資的公平值增加，而增加可客觀地與減值虧損在損益確認後發生的事件有關，則在權益撥回減值虧損。

3 財務風險管理

3.1 財務風險因素

本集團的主要金融工具包括貿易應收賬款及應收票據、可退還按金及其他應收款項、現金及現金等價物、貿易及其他應付款項以及借款。有關金融工具詳情於附註31披露。

本集團業務承受多種財務風險，包括現金流量利率風險、外匯風險、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。本公司高級管理層根據本公司執行董事批准的政策定期進行風險管理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Cash flow interest rate risk

As the Group has no significant interest-bearing assets except for bank deposit, which earn low interest income. The Group's operating cash flows are substantially independent of changes in market interest rates. The Group's exposure to changes in interest rates is mainly attributable to its borrowings with floating interest rates. Borrowings issued at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. The Group has not hedged its cash flow interest rate risk. Details of the Group's borrowings have been disclosed in Note 23.

As at 31 March 2019, if interest rates had been increased/decreased by 100 basis points with all other variables held constant, profit for the year would decrease/increase by HK\$25,577,000 (2018: HK\$14,095,000), resulting from the changes in finance costs of net bank borrowings.

(b) Foreign exchange risk

The Group mainly operates in Hong Kong, the PRC and Vietnam. Most of its business transactions, assets and liabilities are principally denominated in HK\$, Renminbi ("RMB"), Vietnamese Dong ("VND") and US\$. The Group is exposed to foreign exchange risk primarily through its sales, purchases and borrowing transactions denominated in US\$. The Group is presently not using any forward exchange contract to hedge against foreign exchange risk. The Group manages its foreign exchange risks by performing regular reviews when considered necessary and ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time.

The directors considered the foreign exchange risk between HK\$ and US\$ is minimal as US\$ are reasonably stable with HK\$ under the Linked Exchange Rate System.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 現金流量利率風險

由於本集團除銀行存款外，並無重大計息資產，因此賺取的利息收入少。本集團經營現金流量絕大部分不受市場利率變化影響。本集團面臨的利率變動風險主要源自其浮動利率借款。按浮動利率發行的借款令本集團面臨現金流量利率風險，但部分由浮動利率現金所抵銷。本集團並無對沖其現金流量利率風險。有關本集團的借款詳情已於附註23披露。

於2019年3月31日，倘利率上升／下降100個基點，而所有其他變數保持不變，則銀行借款淨額的財務成本變動會導致年內溢利減少／增加港幣25,577,000元（2018年：港幣14,095,000元）。

(b) 外匯風險

本集團主要於香港、中國及越南經營業務，其大部分業務交易、資產及負債主要以港幣、人民幣（「人民幣」）、越南盾（「越南盾」）及美元計值。本集團主要因美元計值的銷售、採購及借貸交易而承受外匯風險。現時本集團並無使用任何遠期外匯合約對沖外匯風險。本集團於有必要時定期審閱外匯風險以管理外匯風險，並確保不時將外匯風險淨值保持於可接受水準。

董事認為港幣與美元之間的外匯風險為低，原因為在聯繫匯率制度下美元兌港幣相對穩定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Foreign exchange risk (Continued)

As at 31 March 2019, if RMB had strengthened/weakened by 5% against US\$ with all other variables held constant, profit for the year ended 31 March 2019 would have been approximately HK\$5,326,000 lower/higher (2018: HK\$5,235,000 higher/lower), mainly as a result of foreign exchange gains/losses on translation of US\$ denominated trade and other receivables and cash and cash equivalents held by the Group's entities in the PRC.

As at 31 March 2019, if VND had strengthened/weakened by 5% against US\$ with all other variables held constant, profit for the year ended 31 March 2019 would have been approximately HK\$71,365,000 lower/higher (2018: HK\$13,924,000 lower/higher), mainly as a result of foreign exchange gains/losses on translation of US\$ denominated trade and other receivables, cash and cash equivalents and trade and other payables held by the Group's entities in Vietnam.

(c) Credit risk

The credit risk of the Group mainly arises from trade and bills receivables, deposits and other receivables and bank deposits. Credit risk is managed on a group basis. Management has policies in place to monitor the exposures to these credit risks on an on-going basis. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 外匯風險(續)

於2019年3月31日，倘人民幣兌美元升值／貶值5%，而所有其他變數保持不變，則截至2019年3月31日止年度的溢利會減少／增加約港幣5,326,000元（2018年：增加／減少港幣5,235,000元），主要因換算本集團於中國實體所持有以美元計值的貿易應收賬款及其他應收款項以及現金及現金等價物所得的匯兌收益／虧損而產生。

於2019年3月31日，倘越南盾兌美元升值／貶值5%，而所有其他變數保持不變，則截至2019年3月31日止年度的溢利會減少／增加約港幣71,365,000元（2018年：減少／增加港幣13,924,000元），主要因換算本集團於越南的實體所持有以美元計值的貿易應收賬款及其他應收款項、現金及現金等價物及貿易應付賬款及其他應付款項所得的匯兌收益／虧損而產生。

(c) 信貸風險

本集團信貸風險主要產生自貿易應收賬款及應收票據、按金及其他應收款項以及銀行存款。信貸風險以集中形式管理。管理層已制定政策，持續監察面臨的該等信貸風險。該等結餘的賬面值指本集團有關金融資產承受的最大信貸風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(i) Risk management

As at 31 March 2019, majority of the bank deposits of the Group are held in major financial institutions located in Hong Kong, the PRC and Vietnam, which management believes are of high credit quality. Management does not expect any losses from non-performance by these financial institutions. The Group has no policy to limit the amount of credit exposure to any financial institutions.

As at 31 March 2019, the Group has concentration of credit risk as 42% (2018: 41%) of its trade and bills receivables were from the five largest customers (2018: five), which are mainly reputable corporations. Considering the track record of regular repayment of trade receivables based on the Group's experience with respect to the collection of these receivables, the directors are of the opinion that the risk of default by these customers is not significant.

The Group has policies in place to ensure that sales of products on credit terms are made to customers with appropriate credit history. The Group has not determined any credit limit for customers, however, the Group performs periodic credit evaluations of its customers. The major trade debtors have no history of default.

The Group also uses trade receivables factoring facilities to manage the credit risk of its trade debtors.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 信貸風險(續)

(i) 風險管理

於2019年3月31日，本集團的大多數銀行存款存放於管理層認為高信貸質素的香港、中國及越南的主要金融機構。管理層預期不會因該等金融機構不履約而產生任何虧損。本集團並無制定政策限制向任何金融機構作出的信貸風險金額。

於2019年3月31日，由於本集團的貿易應收賬款及應收票據42%(2018年：41%)來自主要為知名公司的五大客戶(2018年：五名)，故本集團面臨信貸集中風險。鑒於貿易應收賬款定期償還的往績記錄及根據本集團收回該等應收款項的經驗，董事認為該等客戶違約的風險不大。

本集團已制定政策，確保向信貸記錄良好客戶作出銷售。本集團並無為客戶釐定任何信貸額度，但會定期對客戶進行信貸評估。主要貿易債務人並無拖欠還款記錄。

本集團亦使用貿易應收賬款保收融資以管理其貿易債務人的信貸風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(ii) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- Trade and bills receivables; and
- Other financial assets carried at amortised cost

See Note 2.2 (b)(ii) for details of impairment of financial assets.

Trade and bill receivables

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 March 2018 and 2017 respectively and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the overall industry outlook in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 信貸風險(續)

(ii) 金融資產減值

本集團有兩類金融資產須遵守預期信貸虧損模型：

- 貿易應收賬款及應收票據；及
- 按攤銷成本列賬的其他金融資產

有關金融資產減值詳情，見附註2.2(b)(ii)。

貿易應收賬款及應收票據

預期虧損率分別基於2018年及2017年3月31日前24個月期間銷售的付款情況及本期間內出現的相應過往信貸虧損計算。過往虧損率作出調整以反映影響客戶結算應收款項能力的宏觀經濟因素的當前及前瞻性資料。本集團已將其銷售商品及服務的整體行業前景確定為最相關的因素，並根據該等因素的預期變化相應調整過往虧損率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade and bill receivables (Continued)

On that basis, the loss allowance as at 31 March 2019 and 1 April 2018 (on adoption of HKFRS 9) was determined as follows:

		Current	0-30 days	31-60 days	61-90 days	91-180 days	Over	Total
			past due	past due	past due	past due	180 days	
			逾期	逾期	逾期	逾期	逾期	
		即期	0至30日	31-60日	61-90日	91-180日	超過180日	總計
31 March 2019		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
2019年3月31日		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Gross carrying amount	賬面總值	659,270	119,998	32,034	1,005	2,603	3,247	818,157
Loss allowance	虧損撥備	(1,415)	(227)	(63)	(2)	(8)	(1,727)	(3,442)

		Current	0-30 days	31-60 days	61-90 days	91-180 days	Over	Total
			past due	past due	past due	past due	180 days	
			逾期	逾期	逾期	逾期	逾期	
		即期	0至30日	31-60日	61-90日	91-180日	超過180日	總計
1 April 2018		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
2018年4月1日		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Gross carrying amount	賬面總值	741,911	86,890	7,697	1,509	8,609	2,171	848,787
Loss allowance	虧損撥備	(686)	(48)	(5)	(1)	(4)	(939)	(1,683)

Information about the reconciliation of closing loss allowance for trade and bills receivables as at 31 March 2019 reconcile to the opening balance was included in Note 18(d).

有關2019年3月31日的貿易應收賬款及應收票據的年末虧損撥備與年初結餘的對賬資料載於附註18(d)。

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 信貸風險(續)

(ii) 金融資產減值(續)

貿易應收賬款及應收票據(續)

在此基準下，於2019年3月31日及2018年4月1日(於採納香港財務報告準則第9號當日)虧損撥備釐定如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Trade and bill receivables (Continued)

Trade and bills receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Loss allowance on trade and bills receivables are presented as net loss allowance in the consolidated income statement. Subsequent recoveries of amounts previously written off are credited against the same line item.

Previous accounting policy for impairment of trade and bills receivables is set out in Note 2.11.

Other financial assets at amortised cost

Other financial assets at amortised cost include deposits and certain other receivables. These financial assets are considered to be low credit risk primarily because historically they had no history of default and the debtors had a strong capacity to meet its contractual cash flow obligations in the near term. No loss allowance were provided as at 31 March 2019 and 1 April 2018.

(d) Liquidity risk

The Group finances its working capital requirements through a combination of funds generated from its operations and bank borrowings. The Group's policy is to maintain sufficient cash and cash equivalents and have sufficient available funding through committed credit facilities to meet its working capital requirements. The directors believe that the Group has maintained sufficient general banking facilities for financing capital commitment in the near future and for working capital purposes.

As at 31 March 2019, the Group held cash and cash equivalents of HK\$466,436,000 (2018: HK\$450,125,000) and trade and bills receivables of HK\$814,715,000 (2018: HK\$848,787,000), respectively, that are expected to readily generate cash inflows for managing liquidity risk.

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 信貸風險(續)

(ii) 金融資產減值(續)

貿易應收賬款及應收票據(續)

應收貿易賬款及應收票據於並無合理預期可收回時予以撇銷。並無可收回合理預期的指標其中包括債務人無法與本集團訂立償還計劃。

應收貿易賬款及應收票據的虧損撥備於綜合收益表分類為虧損撥備淨額。其後收回先前已撇銷金額計入同一項目。

有關貿易應收賬款及應收票據減值的過往會計政策載於附註2.11。

按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產包括存款及若干其他應收款項。該等金融資產被視為低信貸風險，主要由於其於過往並無違約歷史及債務人有足夠能力於短期內履行其合約現金流量責任。於2019年3月31日及2018年4月1日並無提供虧損撥備。

(d) 流動資金風險

本集團憑藉結合經營業務及銀行借款產生的資金達到其營運資金需求。本集團的政策是維持充裕現金及現金等價物，並透過承諾的信貸融通獲得充分撥款達到其營運資金的需求。董事認為，就短期內的資本融資承諾及營運資金目的而言，本集團已保持充分的一般銀行信貸融通。

於2019年3月31日，本集團分別持有現金及現金等價物港幣466,436,000元(2018年：港幣450,125,000元)以及貿易應收賬款及應收票據港幣814,715,000元(2018年：港幣848,787,000元)，預期可隨時產生現金流量以管理流動資金風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

The tables below analyse the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the tables are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

The analysis shows the cash outflow based on agreed scheduled repayments set out in the loan agreements, while interest payments are computed using contractual rates.

3 財務風險管理(續)

3.1 財務風險因素(續)

(d) 流動資金風險(續)

下表根據結算日至合約到期日的剩餘期限，按相關的到期組別分析本集團非衍生金融負債。下表披露金額為合約未貼現現金流量。12個月內到期的結餘相等於其賬面值，原因為其貼現影響並不重大。

該分析顯示按貸款協議所載協定還款期的現金流出，而利息款項以合約利率計算。

		Within 1 year 一年內 HK\$'000 港幣千元	Between 1 and 2 years 一至兩年 HK\$'000 港幣千元	Between 2 and 5 years 二至五年 HK\$'000 港幣千元	Over 5 years 超過五年 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
As at 31 March 2019	於2019年3月31日					
Trade payables	貿易應付賬款	378,379	-	-	-	378,379
Accruals and other payables	應計費用及其他應付款項	427,365	-	-	5,549	432,914
Borrowings	借款	857,565	1,065,368	1,101,165	-	3,024,098
Bank interest payables	應付銀行利息	80,414	63,758	32,720	-	176,892
		1,743,723	1,129,126	1,133,885	5,549	4,012,283
As at 31 March 2018	於2018年3月31日					
Trade payables	貿易應付賬款	408,884	-	-	-	408,884
Accruals and other payables	應計費用及其他應付款項	357,022	-	-	-	357,022
Borrowings	借款	1,164,500	521,848	464,006	-	2,150,354
Bank interest payables	應付銀行利息	33,751	21,394	8,317	-	63,462
		1,964,157	543,242	472,323	-	2,979,722

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The following table presents the fair value hierarchy of the Group's assets and liabilities that are measured at fair value:

		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
As at 31 March 2019	於2019年3月31日				
Assets	資產				
Insurance policy investments	保單投資	-	-	76,130	76,130
Trade receivables carried at FVOCI	按公平值計入其他全面收入列賬的貿易應收賬款	-	-	356,206	356,206
As at 31 March 2018	於2018年3月31日				
Assets	資產				
Insurance policy investments	保單投資	-	-	66,631	66,631

During the years ended 31 March 2019 and 2018, there were no transfers of financial assets and liabilities between level 1, level 2 and level 3.

3 財務風險管理(續)

3.2 公平值估計

下表根據估值方法分析按公平值列賬的金融工具。不同層級界定如下：

- 活躍市場對相同資產或負債所報的未調整報價(第一級)。
- 第一級報價外，可直接(即按價格)或間接(即從價格得出)觀察的資產或負債的輸入數據(第二級)。
- 並非根據可觀察市場數據的資產或負債的輸入數據(即不可觀察輸入數據)(第三級)。

下表呈列本集團按公平值計量的資產及負債的公平值層級：

於截至2019年及2018年3月31日止年度，第一級、第二級及第三級之間概無金融資產及負債轉撥。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Fair value estimation (Continued)

Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange or dealer, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Financial instruments in level 2

The fair values of derivative financial instruments that are not traded in an active market are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Financial instruments in level 3

If one or more of the significant inputs is not based on observable market data, the investment is included in level 3.

The fair value of insurance policy investments that is not traded in an active market and the Chief Financial Officer determined its fair value based on the higher of cash surrender value and fair value determined by discounted cash flow model. The significant unobservable inputs that determine the fair value is cash surrender value, which is contractually agreed upon entering into the insurance contract.

The fair value of trade receivables carried at FVOCI is determined using discounted cash flow. Future cash flow is estimated based on the contractual amount, discounted at quoted factoring rate with bank in Hong Kong.

As at 31 March 2019, if quoted factoring rate had been 50 basis points higher/lower with all other variables held constant, there would have been approximately HK\$540,000 unfavourably/favourably change on the fair value of the trade receivables, carried at FVOCI.

3 財務風險管理(續)

3.2 公平值估計(續)

第一級金融工具

在活躍市場買賣的金融工具的公平值根據於結算日的市場報價釐定。如能隨時及定期取得交易所或交易商報價，且該等價格代表按公平原則實際及定期進行的市場交易，則有關市場即被視為活躍市場。本集團所持金融資產所用市場報價為現行買入價。該等工具列入第一級。

第二級金融工具

並非於活躍市場買賣的衍生金融工具的公平值利用估值技術釐定。此等估值技術盡量利用可取得的可觀察市場數據，盡量少依賴實體特定估計。如工具公平值所需的全部重大輸入值為可觀察，該工具則列入第二級。

第三級金融工具

如一項或多項重大輸入值並非根據可觀察市場數據，則該投資列入第三級。

就並非於活躍市場買賣的保單投資而言，首席財務官根據較高的解約現金價值釐定其公平值而由折現現金流量模式釐定公平值。釐定公平值的重大非可觀察輸入數據為解約現金價值，其自訂立保險合同起生效。

按公平值計入其他全面收入列賬的貿易應收賬款公平值使用貼現現金流量而釐定。未來現金流量基於合約金額估計，按香港銀行的保收費率貼現。

於2019年3月31日，倘保收費率上升／下降50個基點，而所有其他變數保持不變，則按公平值計入其他全面收入列賬的貿易應收賬款公平值將出現約港幣540,000元的不利／有利變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Fair value estimation (Continued)

The following table presents the changes in level 3 instruments for the years ended 31 March 2019 and 2018.

Insurance policy investments

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
As at 1 April	於4月1日	66,631	56,796
Additions	添置	12,321	9,434
Disposal	出售	(1,550)	(350)
Reclassification adjustment upon disposal	出售後重新分類調整	(44)	(16)
Fair value gain recognised to other comprehensive income	於其他全面收入確認的公平值收益	(1,228)	767
As at 31 March	於3月31日	76,130	66,631

There is no realised or unrealised gains or losses for the year included in profit or loss for assets held at the end of the year

Trade receivables carried at FVOCI

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
As at 1 April	於4月1日	407,164	-
Additions	添置	4,461,994	-
Disposal	出售	(4,513,115)	-
Reclassification adjustment upon derecognition of trade receivables carried at FVOCI	終止確認按公平值計入其他全面收入列賬的貿易應收賬款的重新分類調整	(29,531)	-
Fair value change on trade receivables carried at FVOCI	按公平值計入其他全面收入的貿易應收賬款的公平值變動	29,694	-
As at 31 March	於3月31日	356,206	-

3 財務風險管理(續)

3.2 公平值估計(續)

下表呈列截至2019年及2018年3月31日止年度的第三級工具變動。

保單投資

概無已變現或尚未變現的於年末所持資產計入損益的年內收益或虧損

按公平值計入其他全面收入列賬的貿易應收賬款

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Capital risk management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern so that it can continue to provide returns for shareholder and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholder, return capital to shareholder, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. As at 31 March 2019 and 2018, the Group had a gearing ratio of 87% and 59%, respectively. This ratio is calculated as net debts (represented by bank borrowings less cash and cash equivalents) divided by total equity. The gearing ratios were as follows:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Total borrowings (Note 23)	借款總額(附註23)	3,024,098	2,150,354
Less:	減：		
Cash and cash equivalents (Note 20)	現金及現金等價物(附註20)	(466,436)	(450,125)
Net debt	淨債務	2,557,662	1,700,229
Total equity	權益總額	2,924,173	2,869,582
Gearing ratio	資產負債比率	87%	59%

The increase in gearing ratio from 59% as at 31 March 2018 to 87% as at 31 March 2019 was primarily due to the increase in net debt as a result of capital expenditure for production facilities in Vietnam.

The Group has complied with all the relevant covenants under the terms of borrowing facilities throughout the year (2018: same).

3.4 Offsetting financial assets and financial liabilities

No financial assets and financial liabilities were subject to offsetting, enforceable master netting arrangements or similar agreements as at 31 March 2019 (2018: same).

3 財務風險管理(續)

3.3 資本風險管理

本集團管理資本的目標為保障本集團持續營運的能力，從而繼續為股東提供回報及為其他利益相關者提供利益，並維持最佳資本架構以減低資本成本。為維持或調整基本架構，本集團可能調整派付股東的股息金額、向股東退還資本、發行新股或出售資產以減少債務。

本集團透過資產負債比率監察其資本。於2019年及2018年3月31日，本集團資產負債比率分別為87%及59%。該比率按淨債務(即銀行借款減現金及現金等價物)除權益總額計算。資產負債比率如下：

資產負債比率由2018年3月31日的59%增加至2019年3月31日的87%，主要由於越南生產廠房的資本開支導致淨債務增加。

本集團於年內遵守借款融資條款項下的所有有關契諾(2018年：相同)。

3.4 抵銷金融資產及金融負債

於2019年3月31日，概無金融資產及金融負債受限於抵銷、可強制執行總淨額結算安排或類似協議(2018年：相同)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less cost to sell. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. Write-downs of inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the period in which such estimate has been changed. Management reassesses these estimates at each balance sheet date.

(b) Impairment of trade receivables

The Group's management determines the loss allowances for trade receivables based on the assumptions about risk of default and expected loss rates. These assumptions and the selection of inputs to the impairment calculation is based on the customer's past settlement pattern, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in note 3.1(c)(ii).

4 主要會計估計及判斷

本集團根據過往經驗及其他因素(包括可能對實體產生財務影響及在某些情況下認為合理的未來事件預期)，持續評估編製財務報表所用的估計及判斷。

本集團對未來作出估計及假設。顧名思義，所產生會計估計極少與相關實際結果相同。很大機會導致下個財政年度資產與負債賬面值作出重大調整的估計及假設討論如下。

(a) 存貨可變現淨值

存貨可變現淨值為日常業務中估計售價減銷售成本。該等估計按現行市況以及類似性質產品的過往製造及銷售經驗作出。存貨撇減於事件或情況有變顯示結餘或未能變現時入賬。識別撇減須運用判斷及估計。倘預期有別於原先估計，該差額將影響存貨賬面值及該估計變動期間的存貨撇減金額。管理層於各結算日重新評估該等估計。

(b) 貿易應收賬款減值

本集團管理層按違約風險及預期信貸虧損假設，釐定貿易應收賬款的虧損撥備。該等假設及對減值計算輸入數據的選擇是基於各報告期間末客戶過往的結算模式、目前市場狀況以及前瞻性估計。有關主要假設及輸入數據的詳情於附註3.1(c)(ii)披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(c) Income tax and deferred tax

The Group is subject to income taxes in Hong Kong, the PRC and Vietnam. Significant judgement is required in determining the provision for income taxes. There are some transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated taxes based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences would impact the current tax and deferred tax provisions in the period in which such determination is made.

Deferred income tax assets relating to certain temporary differences and tax losses are recognised when management considers it is likely that future taxable profits will be available against which the temporary differences or tax losses can be utilised. When the expectations are different from the original estimates, such differences will impact the recognition of deferred income tax assets and income tax charges in the period in which such estimates have been changed.

(d) Useful lives and residual values of property, plant and equipment

The Group's management determines the estimated useful lives, residual values and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives and residual values are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

4 主要會計估計及判斷(續)

(c) 所得稅及遞延稅項

本集團須於香港、中國及越南繳納所得稅。在釐定所得稅撥備時，需要作出重大判斷。在日常業務過程中，部分交易和計算所涉及的最終稅項釐定均存在不確定因素。本集團根據估計是否須繳付額外稅款，就預計稅項確認負債。倘該等事宜的最終稅務結果有別於最初入賬金額，該差額將影響作出釐定期間的即期稅項及遞延稅項撥備。

當管理層認為很可能有未來應課稅溢利可用以抵銷暫時性差額或稅項虧損時，則會確認有關若干暫時性差額及稅項虧損的遞延所得稅資產。倘有關預期金額與最初估計不同，則有關差額將影響有關估計變動期間的遞延所得稅資產及所得稅支出的確認。

(d) 物業、廠房及設備的可使用年期及剩餘價值

本集團管理層釐定其物業、廠房及設備估計可使用年期、剩餘價值及有關折舊費用。該估計乃以相似性質及功能的物業、廠房及設備的實際可使用年期過往經驗為基準，並可能因科技創新及競爭對手為應對嚴峻行業周期的行動而大幅改變。倘可使用年期及剩餘價值較先前所估計的為短及少，則管理層將增加折舊費用，或撇銷或撤減已棄置或出售的技術過時或非策略性資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(e) Research and development costs

Research costs are expensed as incurred. Costs incurred on development projects relating to the design and testing of new or improved products are recognised as an intangible asset when the technical feasibility and intention of completing the product under development has been demonstrated and the resources are available to do so, costs are identifiable and there is an ability to sell or use the asset that will generate probable future economic benefits. Significant judgement is required in determining whether the capitalisation of development costs is necessary. Development costs that are recognised as assets are amortised on the straight-line basis to reflect the pattern in which the related economic benefits are recognised. Development costs that do not meet the above criteria are expensed as incurred.

5 SEGMENT INFORMATION

The executive directors of the Company (the “**Executive Directors**”) are the Group’s chief operating decision-makers. Management has determined the operating segments based on the information reviewed by the Executive Directors for the purposes of allocating resources and assessing performance.

The Executive Directors review the performance of the Group mainly from the product perspective. The Group is organised into three segments engaged in the manufacturing and trading of:

- (i) Bras and intimate wear;
- (ii) Bra pads and other molded products; and
- (iii) Functional sports products.

The Executive Directors assess the performance of the operating segments based on a measure of gross profit of each segment, which is consistent with that of the financial statements. Finance income and finance cost are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group. Other information, as noted below, is also provided to the Executive Directors. The revenue reported to the Executive Directors is measured in a manner consistent with that in the consolidated income statement.

The Company is domiciled in Hong Kong.

4 主要會計估計及判斷(續)

(e) 研發成本

研究成本於產生時支銷。當能夠證明開發中產品的可行性及有意完成該產品，且有可動用資源，成本可予識別及有能力出售或使用將在未來產生經濟效益的資產，則將新產品或改良產品的設計及測試相關的開發計劃所涉及的成本確認為無形資產。於釐定資本化開發成本是否必要時須作出重大判斷。該開發成本確認為資產及按直線法攤銷，以反映認確相關經濟效益的模式。不符合以上標準的開發成本於產生時支銷。

5 分部資料

本公司執行董事(「**執行董事**」)為本集團的主要營運決策者。管理層已根據執行董事就分配資源及評估表現所審閱的資料釐定經營分部。

執行董事主要從產品角度審閱本集團的表現。本集團分為三個分部，從事製造及買賣：

- (i) 胸圍及貼身內衣；
- (ii) 胸杯及其他模壓產品；及
- (iii) 功能性運動類產品。

執行董事按與財務報表相符的各分部毛利評估經營分部的表現。由於此類活動由負責管理本集團現金狀況的中央財務部門推動，故此財務收入及財務成本並無分配至分部。如下文所述，其他資料亦已提供予執行董事。向執行董事報告的收入按與綜合收益表貫徹一致的方式計量。

本公司位於香港。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

The segment results for the year ended 31 March 2019 are as follows:

5 分部資料(續)

截至2019年3月31日止年度的分部業績如下：

		Bras and intimate wear 胸圍及貼身內衣 HK\$'000 港幣千元	Bra pads and other molded products 胸杯及其他模壓產品 HK\$'000 港幣千元	Functional sports products 功能性運動類產品 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Total segment revenue (Recognised at a point in time)	分部總收入 (於某一時點確認)	4,874,609	530,890	857,781	6,263,280
Gross profit/segment results	毛利/分部業績	1,070,262	111,617	160,066	1,341,945
Other income and other gains, net	其他收入及其他收益淨額				28,359
Distribution and selling expenses	分銷及銷售開支				(155,329)
General and administrative expenses	一般及行政開支				(619,006)
Research and development costs	研發成本				(205,070)
Finance income	財務收入				1,316
Finance costs	財務成本				(90,182)
Profit before income tax	除所得稅前溢利				302,033
Income tax expense	所得稅開支				(19,595)
Profit for the year	年內溢利				282,438

Other segment item included in the consolidated income statement for the year ended 31 March 2019 is as follows:

列入截至2019年3月31日止年度綜合收益表的其他分部項目如下：

Depreciation included in cost of sales	計入銷售成本的折舊	173,345	40,449	31,269	245,063
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

The segment results for the year ended 31 March 2018 are as follows:

5 分部資料(續)

截至2018年3月31日止年度的分部業績如下：

		Bras and intimate wear 胸圍及貼身內衣 HK\$'000 港幣千元	Bra pads and other molded products 胸杯及其他模壓產品 HK\$'000 港幣千元	Functional sports products 功能性運動類產品 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Total segment revenue (Recognised at a point in time)	分部總收入 (於某一時點確認)	4,728,567	524,670	614,811	5,868,048
Gross profit/segment results	毛利/分部業績	1,008,887	110,309	114,727	1,233,923
Other income and other gains, net	其他收入及其他收益淨額				21,760
Distribution and selling expenses	分銷及銷售開支				(145,851)
General and administrative expenses	一般及行政開支				(578,594)
Research and development costs	研發成本				(195,920)
Finance income	財務收入				625
Finance costs	財務成本				(49,839)
Profit before income tax	除所得稅前溢利				286,104
Income tax expense	所得稅開支				(45,916)
Profit for the year	年內溢利				240,188
Other segment item included in the consolidated income statement for the year ended 31 March 2018 is as follows:		列入截至2018年3月31日止年度綜合收益表的其他分部項目如下：			
Depreciation included in cost of sales	計入銷售成本的折舊	144,375	40,035	15,413	199,823

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

Revenue from external customers based on the destination of the customers are as follows:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
United States	美國	3,040,918	3,163,539
The PRC	中國	786,826	612,704
Europe	歐洲	732,081	530,904
Hong Kong	香港	340,982	362,673
Japan	日本	568,945	488,643
Korea	韓國	140,001	110,141
South-east Asia (Note a)	東南亞(附註a)	261,009	195,858
South Asia (Note b)	南亞(附註b)	63,235	69,215
Others countries/regions (Note c)	其他國家/地區(附註c)	329,283	334,371
		6,263,280	5,868,048

Note a: Includes Malaysia, Indonesia, Singapore, Philippines, Vietnam and Thailand.

Note b: Includes Bangladesh, Sri Lanka and India.

Note c: Include Taiwan, Turkey, Australia, Colombia and others.

No analysis of segment assets or segment liabilities is presented as they are not regularly provided to the Executive Directors.

Non-current assets, other than financial instruments and insurance policy investments, of the Group are located in the following geographical areas:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
The PRC	中國	884,770	1,008,112
Hong Kong	香港	47,234	55,220
Vietnam	越南	3,688,888	2,715,019
		4,620,892	3,778,351

5 分部資料(續)

根據客戶目的地劃分的外部客戶收入如下：

附註a：包括馬來西亞、印度尼西亞、新加坡、菲律賓、越南及泰國。

附註b：包括孟加拉、斯里蘭卡及印度。

附註c：包括台灣、土耳其、澳洲、哥倫比亞及其他。

由於並無定期向執行董事提供分部資產或分部負債的資料，故並無呈列分部資產或分部負債的分析。

本集團的非流動資產(除金融工具及保單投資外)位於以下地理區域：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

An analysis of the Group's major customers, each of which accounts for 10% or more of the Group's external revenue, is as follows:

Customer 客戶	Location 位置	Segments 分部	2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Customer A	客戶A	United States 美國	1,516,448	1,791,182
Customer B	客戶B	Japan 日本		
		Bras and intimate wear 胸圍及貼身內衣		
		Bras and intimate wear, molded products and functional sports products 胸圍及貼身內衣、 模壓產品及 功能性運動類產品	1,289,564	915,185

As a practical expedient, no disclosure was made for the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied (or partially unsatisfied) as at 31 March 2019 (2018: same), because such performance obligations are part of contracts having an original expected duration of one year or less.

5 分部資料(續)

各自佔本集團10%或以上外部收入的本集團主要客戶分析如下：

在實際應用中，由於有關履約責任為原先預期時長一年或以下合約的一部分，故於2019年3月31日概無就分配至尚未履行(或部分尚未履行)履約責任的交易價格總額作出披露(2018年：相同)。

6 OTHER INCOME AND OTHER GAINS, NET

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Other income	其他收入		
Scrap sales income	廢料銷售收入	7,883	4,632
Government grants (Note)	政府補助(附註)	17,662	16,135
Others	其他	2,660	721
		28,205	21,488
Other gains, net	其他收益淨額		
Gain on disposal of insurance policy investments	出售保單投資收益	154	30
Gain on disposal of land use rights	出售土地使用權收益	—	242
		154	272
		28,359	21,760

Note:

The government grants obtained mainly represents technical innovation subsidies. There are no unfulfilled conditions or other contingencies attaching to these grants.

附註：

政府補助主要指科技創新資助。概無有關該等補助的未履行條件或其他突發事件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 EXPENSES BY NATURE

7 按性質劃分的開支

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Amortisation of leasehold land and land use rights (Note 14)	租賃土地及土地使用權攤銷(附註14)	6,943	6,071
Amortisation of intangible assets (Note 15)	無形資產攤銷(附註15)	8,772	7,759
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	2,900	2,700
– Non-audit services	– 非核數服務	1,055	735
Depreciation of property, plant and equipment (Note 13)	物業、廠房及設備折舊(附註13)	339,242	260,643
Bank charges	銀行費用	3,599	3,250
Consumables	耗材	217,324	150,526
Cost of inventories sold (Note 17)	已售存貨成本(附註17)	2,320,360	2,165,994
Loss allowance of trade receivables (Note 18)	貿易應收賬款虧損撥備(附註18)	1,759	–
Donations	捐款	1,036	1,108
Employee benefit expenses (Note 8)	僱員福利開支(附註8)	2,420,718	2,383,902
Freight and transportation expenses	貨運及運輸開支	70,609	53,266
(Gain)/loss on disposal of property, plant and equipment and land use rights	出售物業、廠房及設備以及土地使用權(收益)/虧損	(1,421)	13,357
Operating lease rental of land and buildings	土地及樓宇的經營租賃租金	98,174	96,514
Utilities	公用服務	141,149	136,327
Others	其他	268,521	272,338
Total cost of sales, distribution and selling expenses, general and administrative expenses and research and development costs	銷售成本、分銷及銷售開支、一般及行政開支以及研發成本總額	5,900,740	5,554,490

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

8 僱員福利開支(包括董事酬金)

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Wages, salaries, bonus and allowances	工資、薪金、花紅及津貼	2,092,286	2,098,895
Retirement benefit costs – defined contribution schemes (Note (a))	退休福利成本 – 定額供款計劃(附註(a))	235,025	212,787
Staff welfare and benefits	員工福利及利益	93,407	72,220
		2,420,718	2,383,902

(a) Retirement benefit costs – defined contribution schemes

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, the Group and its employees make monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. Both the Group’s and the employees’ contributions were subject to a cap of HK\$1,500 on monthly basis and thereafter contributions are voluntary.

The Company’s subsidiaries in the PRC and Vietnam are members of the state-managed retirement benefits scheme operated by the local governments. The Group contributes a certain percentage of the salaries of the subsidiaries’ employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-managed retirement plans are responsible for the entire pension obligations payable to the retired employees.

(a) 退休福利成本 – 定額供款計劃

本集團安排其香港僱員參加強制性公積金計劃(「強積金計劃」)，強積金計劃為由獨立受託人管理的定額供款計劃。根據強積金計劃，本集團及其僱員各自每月按僱員入息(定義見強制性公積金法例)5%向計劃作出供款。本集團及僱員各自的每月供款上限為港幣1,500元，超出該等金額的供款則另作自願性供款。

本公司於中國及越南的附屬公司均屬當地政府營運的國家管理退休福利計劃的成員。本集團按附屬公司僱員薪金的一定百分比供款，除年度供款外，概無就實際支付退休金或退休後福利負有進一步責任。國家管理退休計劃負責向退休僱員支付全部退休金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

(Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include five (2018: five) directors whose emoluments are reflected in the analysis shown in Note 33.

8 僱員福利開支(包括董事酬金)(續)

(b) 五名最高薪人士

年內本集團五名最高薪人士包括五名(2018年：五名)董事，其薪酬於附註33的分析中反映。

9 FINANCE COSTS, NET

9 財務成本淨額

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Finance income	財務收入		
– interest income on bank deposits	– 銀行存款利息收入	1,316	625
<hr/>			
Finance costs	財務成本		
– interest expense on borrowings	– 借款的利息開支	(85,526)	(44,706)
– factoring interests and charges	– 保理利息及費用	(29,531)	(21,512)
		(115,057)	(66,218)
Less: interest expenses capitalised on qualifying assets (Note)	減：合資格資產的資本化 利息開支(附註)	24,875	16,379
		(90,182)	(49,839)
<hr/>			
Finance costs, net	財務成本淨額	(88,866)	(49,214)

Note:

The capitalisation rate used to determine the amount of borrowing costs to be capitalised is the weighted average interest rate applicable to the Group's general borrowings during the year, which is 3.6% per annum (2018: 2.7%).

附註：

用作釐定將予資本化借款成本金額的資本化率為年內本集團一般借款適用的加權平均利率，為每年3.6%(2018年：2.7%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 SUBSIDIARIES

The following is a list of the principal subsidiaries as at 31 March 2019:

10 附屬公司

下表為於2019年3月31日的主要附屬公司：

Name	Place of incorporation and kind of legal entity	Issued and fully paid share capital/ registered capital	Effective interest held (%)	Principal activities and place of operation
名稱	註冊成立地點及法律實體類型	已發行及繳足股本／註冊資本	實際權益(百分比)	主要業務及營運地點
Directly held by the Company				
本公司直接持有				
Regina Miracle International (Holdings) Limited 維珍妮國際(控股)有限公司	British Virgin Islands, limited liability company 英屬處女群島，有限責任公司	US\$100 100美元	100% 100%	Investment holding in British Virgin Islands 於英屬處女群島進行投資控股
Indirectly held by the Company				
本公司間接持有				
Regina Miracle International (Group) Limited 維珍妮國際(集團)有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$5,000,000 港幣5,000,000元	100% 100%	Trading of brassieres and panties, and functional sports products in Hong Kong 於香港買賣胸圍及內褲以及功能性運動類產品
Regina Miracle International Limited 維珍妮國際有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$100 港幣100元	100% 100%	Trading of bra pads and other molded products in Hong Kong 於香港買賣胸杯及其他模壓產品
Regina Miracle Intimate Apparel (Shenzhen) Co., Limited 麗晶維珍妮內衣(深圳)有限公司	The People's Republic of China (the "PRC"), limited liability company 中華人民共和國(「中國」)，有限責任公司	HK\$300,000,000 港幣300,000,000元	100% 100%	Manufacturing of brassieres and panties, and functional sports products in the PRC 於中國生產胸圍及內褲以及功能性運動類產品
Honour First (Hong Kong) Limited 信悅(香港)有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$10,000 港幣10,000元	100% 100%	Provision of sales agency and information technology services in Hong Kong 於香港提供銷售代理及信息技術服務
Regina Miracle (Shenzhen) Limited 維珍妮內衣(深圳)有限公司	The PRC, limited liability company 中國，有限責任公司	HK\$20,000,000 港幣20,000,000元	100% 100%	Manufacturing of bra pads and other molded products in the PRC 於中國生產胸杯及其他模壓產品

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 SUBSIDIARIES (Continued)

10 附屬公司(續)

Name	Place of incorporation and kind of legal entity	Issued and fully paid share capital/ registered capital	Effective interest held (%)	Principal activities and place of operation
名稱	註冊成立地點及法律實體類型	已發行及繳足股本/註冊資本	所持實際權益(百分比)	主要業務及營運地點
Regina Miracle International (Vietnam) Limited 維珍妮國際(越南)有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限責任公司	US\$2 2美元	100% 100%	Investment holding in British Virgin Islands 於英屬處女群島進行投資控股
Regina Miracle International (Vietnam) Limited 維珍妮國際(越南)有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$10,000 港幣10,000元	100% 100%	Investment holding in Hong Kong 於香港進行投資控股
Regina Miracle International (Vietnam) Co., Ltd	Vietnam, limited liability company 越南, 有限責任公司	US\$625,600,176 625,600,176美元	100% 100%	Manufacturing of brassieres and panties in Vietnam 於越南生產胸圍及內褲
Regina Miracle International (Vinh Phuc) Co., Ltd	Vietnam, limited liability company 越南, 有限責任公司	US\$5,788,451 5,788,451美元	100% 100%	Manufacturing of brassieres and panties in Vietnam 於越南生產胸圍及內褲
Regina Miracle International Hung Yen Co., Ltd	Vietnam, limited liability company 越南, 有限責任公司	US\$11,100,566 11,100,566美元	100% 100%	Manufacturing of semi-finished goods in Vietnam 於越南生產半製成品
Regina Miracle International Group (Suzhou) Limited 維珍妮國際集團(蘇州)有限公司	British Virgin Islands, limited liability company 英屬處女群島, 有限責任公司	US\$2 2美元	100% 100%	Investment holding in British Virgin Islands 於英屬處女群島進行投資控股
Regina Miracle International Group (Suzhou) Limited 維珍妮國際集團(蘇州)有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$1 港幣1元	100% 100%	Investment holding in Hong Kong 於香港進行投資控股
Regina Miracle Management Limited 維珍妮管理有限公司	Hong Kong, limited liability company 香港, 有限責任公司	HK\$1 港幣1元	100% 100%	Investment holding in Hong Kong 於香港進行投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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11 INCOME TAX EXPENSE

For the year ended 31 March 2019, the Group is eligible to nominate one Hong Kong incorporated entity in the Group to be chargeable at the two tiered profits tax rates, whereby profits tax will be chargeable on the first HK\$2 million of assessable profits at 8.25% and assessable profits above this threshold will be subject to a rate of 16.5%. Hong Kong profits tax of other Hong Kong incorporated entities in the Group has been provided for at the rate of 16.5% on the estimated assessable profits. For the year ended 31 March 2018, Hong Kong profits tax has been provided for at the rate of 16.5% on the estimated assessable profits.

The applicable tax rate for the PRC subsidiaries of the Group is 25% (2018: 25%) for the year ended 31 March 2019.

According to a policy promulgated by the State Tax Bureau of the PRC and effective from 2008 onwards, enterprises engaged in research and development activities are entitled to claim ranging from 150% to 175% of the research and development expenses so incurred in a period as tax deductible expenses in determining its tax assessable profits for that period (“**Super Deduction**”). Regina Miracle Intimate Apparel (Shenzhen) Co., Limited, a subsidiary of the Company, has applied such Super Deduction during the year.

The subsidiaries established and operated in Vietnam were subject to corporate income tax at a rate of 20% (2018: 20%). In accordance with the applicable tax regulations, a subsidiary is subject to a lower tax rate of 10% for fifteen consecutive years, commencing from the first year of making revenue. In addition, the subsidiary is entitled to full exemption from corporate income tax for the first four years from the earlier of (i) the year when profit is generated for the first time or (ii) the fourth year of making revenue; and a 50% reduction in corporate income tax for the next nine years.

11 所得稅開支

截至2019年3月31日止年度，本集團可提名本集團內其中一間香港註冊成立實體按利得稅兩級制徵稅，而首港幣2百萬元的應課稅溢利須按8.25%稅率繳付利得稅，超過該水平的應課稅溢利將按16.5%稅率繳付。本集團內其他香港註冊成立實體的香港利得稅的估計應課稅溢利按16.5%稅率計提撥備。截至2018年3月31日止年度，香港利得稅按估計應課稅溢利的16.5%稅率計提撥備。

截至2019年3月31日止年度，本集團中國附屬公司的適用稅率為25%（2018年：25%）。

根據中國國家稅務總局所頒佈自2008年起生效的一項政策，從事研發活動的企業有權在釐定期間應課稅溢利時將該期間產生的研發開支介乎150%至175%範圍內的申報為可扣稅開支（「**超額抵扣**」）。本公司附屬公司麗晶維珍妮內衣（深圳）有限公司已於年內使用該超額抵扣。

於越南設立運營的附屬公司須按20%（2018年：20%）的稅率繳納企業所得稅。根據適用稅項法規，一間附屬公司自盈利首年起連續十五年按較低稅率10%繳稅。此外，自(i)產生溢利首年或(ii)產生收入的第四年（按較早者為準）起計首四年內，該附屬公司有權全數豁免繳納企業所得稅；並於其後九年內享有50%企業所得稅減免。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11 INCOME TAX EXPENSE (Continued)

The amount of taxation charged to the consolidated income statement represents:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	18,416	19,857
– PRC enterprise income tax	– 中國企業所得稅	1,249	27,391
Over-provision in prior years	於過往年度超額撥備	(307)	(1,171)
Deferred income tax (Note 24)	遞延所得稅(附註24)	237	(161)
Income tax expense	所得稅開支	19,595	45,916

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the group companies as follows:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Profit before income tax	除所得稅前溢利	302,033	286,104
Tax calculated at domestic tax rate applicable to profits in respective jurisdictions	按適用於相關司法權區溢利的國內稅率計算的稅項	38,283	48,876
Tax effects of:	稅務影響：		
Income not subject to tax	毋須課稅的收入	(712)	(1,073)
Super Deduction	超額抵扣	(28,797)	(10,285)
Expenses not deductible for taxation purpose	不可扣稅的開支	12,574	10,169
Utilisation of previously unrecognised tax losses	動用先前未確認的稅項虧損	(1,446)	(2,462)
Tax losses for which no deferred income tax asset was recognised	並無確認遞延所得稅資產的稅項虧損	–	1,862
Over-provision in prior years	於過往年度超額撥備	(307)	(1,171)
Income tax expense	所得稅開支	19,595	45,916

The weighted average applicable tax rate for the year ended 31 March 2019 was 12.7% (2018: 17.1%). The decrease is primarily due to change in the profitability of the Group's subsidiaries in Vietnam which entitled to preferential tax rate.

已於綜合收益表中扣除的稅項金額如下：

本集團除所得稅前溢利的稅項與採用適用於集團公司溢利的加權平均稅率得出的理論金額的差異如下：

截至2019年3月31日止年度，加權平均適用稅率為12.7%（2018年：17.1%）。該降幅主要由於本集團可享優惠稅率的越南附屬公司的盈利能力變動所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 EARNINGS PER SHARE

(a) Basic

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

		2019 2019年	2018 2018年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (港幣千元)	282,438	240,188
Weighted average number of ordinary shares in issue ('000)	已發行普通股加權平均數 (千股)	1,224,250	1,224,250
Basic earnings per share (expressed in HK cents per share)	每股基本盈利 (以每股港仙呈列)	23.1	19.6

(b) Diluted

Diluted earnings per share for the years ended 31 March 2019 and 2018 are the same as the basic earnings per share as there were no potentially dilutive ordinary shares issued.

12 每股盈利

(a) 基本

每股基本盈利按本公司擁有人應佔溢利除以年內已發行普通股加權平均數計算。

(b) 攤薄

截至2019年及2018年3月31日止年度，由於並無發行潛在攤薄普通股，故每股攤薄盈利等於每股基本盈利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Buildings	Leasehold improvements	Plant and machinery	Office furniture and fixtures 辦公傢俬及 固定裝置	Computer equipment 電腦設備	Motor vehicles 汽車	Construction in progress 在建工程	Total 總計
		建築 HK\$000 港幣千元	租賃物業裝修 HK\$000 港幣千元	廠房及機器 HK\$000 港幣千元	HK\$000 港幣千元	HK\$000 港幣千元	HK\$000 港幣千元	HK\$000 港幣千元	HK\$000 港幣千元
As at 1 April 2017	於2017年4月1日								
Cost	成本	342,893	1,102,014	1,186,409	172,919	123,937	31,083	720,039	3,679,294
Accumulated depreciation	累計折舊	(17,377)	(361,287)	(547,607)	(79,772)	(66,022)	(17,586)	-	(1,089,651)
Net book amount	賬面淨值	325,516	740,727	638,802	93,147	57,915	13,497	720,039	2,589,643
Year ended 31 March 2018	截至2018年3月31日止年度								
Opening net book amount	年初賬面淨值	325,516	740,727	638,802	93,147	57,915	13,497	720,039	2,589,643
Additions	添置	100,413	102,652	435,043	78,587	15,951	6,589	317,470	1,056,705
Disposals	出售	-	(12,868)	(1,911)	-	(47)	(136)	-	(14,962)
Transfer-in/(out)	轉入/(出)	402,585	168,960	2,526	36,923	10,768	-	(621,762)	-
Depreciation	折舊	(27,660)	(80,995)	(95,134)	(33,008)	(18,293)	(4,340)	(1,213)	(260,643)
Currency translation differences	貨幣換算差額	284	22,884	26,559	1,588	1,207	209	(8,596)	44,135
Closing net book amount	年末賬面淨值	801,138	941,360	1,005,885	177,237	67,501	15,819	405,938	3,414,878
As at 31 March 2018	於2018年3月31日								
Cost	成本	847,450	1,392,573	1,650,111	292,136	154,997	34,829	407,151	4,779,247
Accumulated depreciation	累計折舊	(46,312)	(451,213)	(644,226)	(114,899)	(87,496)	(19,010)	(1,213)	(1,364,369)
Net book amount	賬面淨值	801,138	941,360	1,005,885	177,237	67,501	15,819	405,938	3,414,878
Year ended 31 March 2019	截至2019年3月31日止年度								
Opening net book amount	年初賬面淨值	801,138	941,360	1,005,885	177,237	67,501	15,819	405,938	3,414,878
Additions	添置	40,370	131,107	372,581	33,353	16,772	5,030	591,636	1,190,849
Disposals	出售	-	-	(1,018)	(263)	(69)	(589)	-	(1,939)
Transfer-in/(out)	轉入/(出)	70,936	151,919	1,317	27,131	7,171	-	(258,474)	-
Depreciation	折舊	(37,890)	(96,713)	(117,581)	(55,925)	(26,228)	(4,905)	-	(339,242)
Currency translation differences	貨幣換算差額	(16,215)	(25,060)	(35,168)	(4,077)	(1,919)	(329)	(7,723)	(90,491)
Closing net book amount	年末賬面淨值	858,339	1,102,613	1,226,016	177,456	63,228	15,026	731,377	4,174,055
As at 31 March 2019	於2019年3月31日								
Cost	成本	942,140	1,637,228	1,958,831	345,320	169,861	37,192	731,377	5,821,949
Accumulated depreciation	累計折舊	(83,801)	(534,615)	(732,815)	(167,864)	(106,633)	(22,166)	-	(1,647,894)
Net book amount	賬面淨值	858,339	1,102,613	1,226,016	177,456	63,228	15,026	731,377	4,174,055

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT

(Continued)

Depreciation expense charged in consolidated income statement is as follows:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Cost of sales	銷售成本	245,063	199,823
General and administrative expenses	一般及行政開支	89,048	57,502
Research and development costs	研發成本	5,131	3,318
		339,242	260,643

13 物業、廠房及設備(續)

於綜合收益表扣除的折舊開支如下：

14 LEASEHOLD LAND AND LAND USE RIGHTS

The Group's interests in leasehold land and land use rights represent prepaid operating lease payments and their net book values are analysed as follows:

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Opening net book amount	年初賬面淨值	301,554	244,683
Additions	添置	5,153	77,109
Disposals	出售	(41,706)	(13,013)
Amortisation (Note 7)	攤銷(附註7)	(6,943)	(6,071)
Currency translation differences	貨幣換算差額	(5,769)	(1,154)
		252,289	301,554

本集團於租賃土地及土地使用權的權益(即預付經營租賃款項及其賬面淨值)分析如下：

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
As at 31 March	於3月31日		
Cost	成本	273,015	317,639
Accumulated amortisation	累計攤銷	(20,726)	(16,085)
		252,289	301,554

Amortisation of leasehold land and land use rights is included in cost of sales in the consolidated income statement.

租賃土地及土地使用權攤銷計入綜合收益表的銷售成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 INTANGIBLE ASSETS

15 無形資產

		Computer software 電腦軟件 HK\$'000 港幣千元
As at 1 April 2017	於2017年4月1日	
Cost	成本	70,275
Accumulated amortisation	累計攤銷	(25,193)
		45,082
Year ended 31 March 2018	截至2018年3月31日止年度	
Opening net book amount	年初賬面淨值	45,082
Additions	添置	6,276
Amortisation	攤銷	(7,759)
Currency translation differences	貨幣換算差額	1,153
		44,752
As at 31 March 2018	於2018年3月31日	
Cost	成本	78,304
Accumulated amortisation	累計攤銷	(33,552)
		44,752
Year ended 31 March 2019	截至2018年3月31日止年度	
Opening net book amount	年初賬面淨值	44,752
Additions	添置	14,506
Amortisation	攤銷	(8,772)
Currency translation differences	貨幣換算差額	(816)
		49,670
As at 31 March 2019	於2019年3月31日	
Cost	成本	91,547
Accumulated amortisation	累計攤銷	(41,877)
		49,670

Amortisation of intangible assets is included in general and administrative expenses in the consolidated income statement.

無形資產攤銷計入綜合收益表的一般及行政開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 INSURANCE POLICY INVESTMENTS

16 保單投資

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Non-current assets	非流動資產		
Insurance policy investments	保單投資	76,130	66,631

Movement of the insurance policy investments is as follows:

保單投資的變動如下：

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
At beginning of the year	於年初	66,631	56,796
Additions	添置	12,321	9,434
Disposals	出售	(1,550)	(350)
Reclassification adjustment upon disposal	出售時重新分類調整	(44)	(16)
Fair value (loss)/gain recognised to other comprehensive income	於其他全面收入確認的 公平值(虧損)/收益	(1,228)	767
End of the year	於年末	76,130	66,631

As at 31 March 2019 and 2018, the carrying amounts of the insurance policy investments represented the cash surrender value of the insurance policies which approximates their fair values (Note 3.2).

於2019年及2018年3月31日，保單投資賬面值指與其公平值(附註3.2)相若的退保現金價值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 INSURANCE POLICY INVESTMENTS

(Continued)

The insurance policy investments are denominated in the following currencies:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
US\$	美元	37,160	31,761
HK\$	港幣	38,970	34,870
		76,130	66,631

16 保單投資(續)

保單投資以下列貨幣列值：

17 INVENTORIES

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Raw materials	原材料	406,830	365,713
Work-in-progress	在製品	377,482	363,675
Finished goods	製成品	112,188	100,221
		896,500	829,609
Less: provision for impairment	減：減值撥備	(2,604)	(2,648)
Inventories, net	存貨淨額	893,896	826,961

17 存貨

The costs of raw materials recognised as expense and included in cost of sales amounted to approximately HK\$2,320,360,000 for the year ended 31 March 2019 (2018: HK\$2,165,994,000).

截至2019年3月31日止年度，確認為開支並計入銷售成本的原材料成本約為港幣2,320,360,000元(2018年：港幣2,165,994,000元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 TRADE AND BILLS RECEIVABLES

18 貿易應收賬款及應收票據

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Trade receivables	貿易應收賬款		
– carried at amortised cost	– 按攤銷成本列賬	461,951	848,084
– carried at FVOCI	– 按公平值計入其他 全面收入列賬	356,206	–
		818,157	848,084
Bills receivables	應收票據	–	703
		818,157	848,787
Less: loss allowance of trade receivables	減：貿易應收賬款的 虧損撥備	(3,442)	–
		814,715	848,787

The carrying amounts of trade and bills receivables approximate their fair values.

貿易應收賬款及應收票據的賬面值與其公平值相若。

(a) As at 31 March, the ageing analysis of trade and bills receivables based on invoice date were as follows:

(a) 於3月31日，貿易應收賬款及應收票據根據其發票日期計算的賬齡如下：

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
0–30 days	0至30日	424,158	556,359
31–60 days	31至60日	230,609	150,229
61–90 days	61至90日	119,813	110,292
Over 90 days	超過90日	43,577	31,907
		818,157	848,787

The credit period granted by the Group is generally 30 to 120 days. The Group does not hold any collateral as security.

本集團授出的信用期一般為30至120日。本集團並無持有任何抵押品作擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 TRADE AND BILLS RECEIVABLES (Continued)

(b) As at 31 March, the carrying amounts of trade and bills receivables are denominated in the following currencies:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
US\$	美元	677,562	680,533
HK\$	港幣	6,178	9,885
RMB	人民幣	130,940	158,329
EUR	歐元	35	40
		814,715	848,787

(c) As at 31 March 2019, included in the Group's trade receivables were amounts due from a related party of approximately HK\$7,857,000 (2018: HK\$4,799,000) (Note 30(c)).

(d) Impairment and risk exposure

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. Note 2.2 (b) (ii) and note 3.1 provides for details about the calculation of the expected credit loss and credit risk exposure.

The closing loss allowance for trade and bills receivables as a 31 March 2019 reconcile to the opening balance as follows:

		HK\$'000 港幣千元
As at 1 April 2017, 31 March 2018 and 1 April 2018 – calculated under HKAS 39	於2017年4月1日、2018年3月31日及2018年4月1日—根據香港會計準則第39號計算	—
Amount restated through opening retained earnings (Note 2.2)	透過年初保留盈利重列的款項(附註2.2)	1,683
Opening balance as at 1 April 2018 – calculated under HKFRS 9	於2018年4月1日年初結餘—根據香港財務報告準則第9號計算	1,683
Increase in loss allowance recognised in profit or loss during the year	年內於損益確認的虧損撥備增加	1,759
As at 31 March 2019	於2019年3月31日	3,442

18 貿易應收賬款及應收票據 (續)

(b) 於3月31日，貿易應收賬款及應收票據的賬面值以下列貨幣計值：

(c) 於2019年3月31日，已計入本集團的貿易應收賬款為應收一名關連方款項約港幣7,857,000元(2018年：港幣4,799,000元)(附註30(c))。

(d) 減值及風險

本集團應用香港財務報告準則第9號簡化法計量預期信貸虧損，其就所有貿易應收賬款使用存續期預期虧損撥備。附註2.2(b)(ii)及附註3.1提供有關計算預期信貸虧損及信貸風險的詳情。

於2019年3月31日的貿易應收賬款及應收票據的年末虧損撥備與年初結餘的對賬如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

19 按金、預付款項及其他應收款項

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Non-current portion	非流動部分		
Rental, utilities and other deposits	租金、公用服務及其他按金	9,024	6,224
Prepayments for purchase of property, plant and equipment	購買物業、廠房及設備的預付款項	73,997	10,422
Prepayments for purchase of leasehold land and land use rights	購買租賃土地及土地使用權的預付款項	60,601	–
Other prepayments	其他預付款項	1,256	521
		144,878	17,167
Current portion	流動部分		
Rental, utilities and other deposits	租金、公用服務及其他按金	3,819	4,268
Value-added tax recoverable	可收回增值稅	–	12,992
Other prepayments	其他預付款項	30,371	18,001
Other receivables	其他應收款項	47,319	12,038
		81,509	47,299
		226,387	64,466

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The carrying amounts of deposits and other receivables approximate their fair values.

Deposits, prepayments and other receivables do not contain impaired assets.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold collateral as security.

The carrying amounts of deposits, prepayment and other receivables are denominated in the following currencies:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
CHF	瑞士法郎	32,581	–
US\$	美元	30,486	631
HK\$	港幣	30,827	15,270
RMB	人民幣	10,670	29,468
VND	越南盾	121,823	19,097
		226,387	64,466

20 CASH AND CASH EQUIVALENTS

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Cash at bank	銀行現金	465,977	449,679
Cash on hand	手頭現金	459	446
Cash and cash equivalents	現金及現金等價物	466,436	450,125

19 按金、預付款項及其他應收款項(續)

按金及其他應收款項的賬面值與其公平值相若。

按金、預付款項及其他應收款項並不包括已減值資產。

於報告日期須承擔的最大信貸風險為上文提及的各類應收款項的賬面值。本集團並無持有任何抵押品作為擔保。

按金、預付款項及其他應收款項的賬面值以下列貨幣計值：

20 現金及現金等價物

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 CASH AND CASH EQUIVALENTS (Continued)

Cash and cash equivalents are denominated in the following currencies:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
RMB	人民幣	140,335	120,304
HK\$	港幣	98,822	185,295
US\$	美元	224,329	118,372
VND	越南盾	2,287	25,613
EUR	歐元	455	473
Others	其他	208	68
		466,436	450,125

Note:

Cash and cash equivalents of HK\$140,216,684 (2018: HK\$119,714,000) and HK\$8,532,074 (2018: HK\$44,851,000) are held in the PRC and Vietnam, respectively as at 31 March 2019. They are subject to local exchange control regulations. Those local exchange control regulations provide for restrictions on exporting capital from the country concerned, other than through normal dividends.

20 現金及現金等價物(續)

現金及現金等價物以下列貨幣計值：

附註：

現金及現金等價物港幣140,216,684元(2018年：港幣119,714,000元)及港幣8,532,074元(2018年：港幣44,851,000元)分別於2019年3月31日於中國及越南持有。該等款項均受當地外匯管理條例規管。該等當地外匯管理條例規定有關國家資本出口的限制，而非透過正當分紅限制。

21 SHARE CAPITAL

		Number of shares 股份數目 (thousands) (千股)	Share capital 股本 HK\$'000 港幣千元
Authorised	法定：		
As at 1 April 2017, 31 March 2018 and 2019	於2017年4月1日、2018年及2019年3月31日	50,000,000	3,875,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares at US\$0.01 each	每股面值0.01美元的普通股		
As at 1 April 2017, 31 March 2018 and 2019	於2017年4月1日、2018年及2019年3月31日	1,224,250	95,247

21 股本

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 RESERVES

22 儲備

		Share premium	Statutory surplus reserve (Note(i))	Insurance policy investments reserve	Trade receivables at FVOCI reserve 按公平值計入其他全面收入的貿易應收賬款儲備	Exchange reserve	Retained earnings	Total
		股份溢價 HK\$'000 港幣千元	法定盈餘儲備(附註(i)) HK\$'000 港幣千元	保單投資儲備 HK\$'000 港幣千元	貿易應收賬款儲備 HK\$'000 港幣千元	外匯儲備 HK\$'000 港幣千元	保留溢利 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
As at 1 April 2017	於2017年4月1日	1,705,969	43,861	2,240	-	(37,237)	810,012	2,524,845
Profit for the year	年內溢利	-	-	-	-	-	240,188	240,188
Currency translation differences	貨幣換算差額	-	-	-	-	69,763	-	69,763
Fair value gain on insurance policy investments	保單投資公平值收益	-	-	767	-	-	-	767
Reclassification adjustment upon disposal of insurance policy investments	出售保單投資時重新分類調整	-	-	(16)	-	-	-	(16)
Transfer to statutory reserve	轉撥至法定儲備	-	11,288	-	-	-	(11,288)	-
Dividends (Note 27)	股息(附註27)	-	-	-	-	-	(61,212)	(61,212)
As at 31 March 2018	於2018年3月31日	1,705,969	55,149	2,991	-	32,526	977,700	2,774,335
As at 1 April 2018 as originally presented	於2018年4月1日(原先呈列)	1,705,969	55,149	2,991	-	32,526	977,700	2,774,335
Change in accounting policy (Note 2.2)	會計政策變動(附註2.2)	-	-	-	(1,309)	-	(1,683)	(2,992)
As at 1 April 2018 as restated	於2018年4月1日(經重列)	1,705,969	55,149	2,991	(1,309)	32,526	976,017	2,771,343
Profit for the year	年內溢利	-	-	-	-	-	282,438	282,438
Currency translation differences	貨幣換算差額	-	-	-	-	(133,151)	-	(133,151)
Fair value loss on insurance policy investments	保單投資公平值虧損	-	-	(1,228)	-	-	-	(1,228)
Reclassification adjustment upon disposal of insurance policy investments	出售保單投資時重新分類調整	-	-	(44)	-	-	-	(44)
Fair value change on trade receivable carried at FVOCI	按公平值計入其他全面收入列賬的貿易應收賬款公平值變動	-	-	-	29,694	-	-	29,694
Reclassification adjustment upon derecognition of trade receivables carried at FVOCI	終止確認按公平值計入其他全面收入列賬的貿易應收賬款的重新分類調整	-	-	-	(29,531)	-	-	(29,531)
Transfer to statutory reserve	轉撥至法定儲備	-	9,837	-	-	-	(9,837)	-
Dividends (Note 27)	股息(附註27)	-	-	-	-	-	(90,595)	(90,595)
As at 31 March 2019	於2019年3月31日	1,705,969	64,986	1,719	(1,146)	(100,625)	1,158,023	2,828,926

Note:

(i) Statutory surplus reserve

The balance mainly represents statutory surplus reserve. In accordance with articles of association of certain subsidiaries incorporated in the PRC, the subsidiaries are required to transfer 10% of the profit after taxation prepared in accordance with PRC accounting standards to the statutory reserve until the balance reaches 50% of the registered share capital. Such reserve can be used to reduce any losses incurred and to increase share capital.

附註：

(i) 法定盈餘儲備

結餘主要指法定盈餘儲備。根據於中國註冊成立的若干附屬公司的組織章程細則，附屬公司須根據中國會計準則編製的除稅後溢利10%轉撥至法定儲備，直至結餘達註冊股本的50%為止。該儲備可用作減少任何所產生的虧損或用以增加股本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23 BORROWINGS

23 借款

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Bank borrowings	銀行借款		
Non-current	非流動	2,166,533	985,854
Current	流動	857,565	1,164,500
		3,024,098	2,150,354

Borrowings are analysed as follows:

借款分析如下：

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
<i>Non-current</i>			
Portion of term loans due for repayment between 1 and 2 years	於1至2年到期償還的定期貸款部分	1,065,368	521,848
Portion of term loans due for repayment between 2 and 5 years	於2至5年到期償還的定期貸款部分	1,101,165	464,006
		2,166,533	985,854
<i>Current</i>			
Portion of term loans due for repayment within 1 year	於1年內到期償還的定期貸款部分	66,667	361,264
Short-term bank loans	短期銀行貸款	790,898	803,236
		857,565	1,164,500
		3,024,098	2,150,354

As at 31 March 2018 and 2019, bank borrowings are secured by corporate guarantees given by the Company and certain subsidiaries of the Company.

於2018年及2019年3月31日，銀行借款由本公司及本公司若干附屬公司提供的公司擔保作抵押。

As at 31 March 2019, total undrawn bank facilities amounted to approximately HK\$1,731,532,000 (2018: HK\$2,406,528,000).

於2019年3月31日，未提取銀行信貸總額約為港幣1,731,532,000元（2018年：港幣2,406,528,000元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23 BORROWINGS (Continued)

The carrying amounts of bank borrowings are denominated in the following currencies:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
HK\$	港幣	2,675,655	1,545,670
US\$	美元	348,443	573,530
Japanese Yen ("JPY")	日圓(「日圓」)	–	31,154
		3,024,098	2,150,354

As at 31 March 2019, the Group's borrowings bore floating rates and the effective interest rate per annum was 3.6% (2018: 3.1%).

24 DEFERRED INCOME TAX

The movement on the deferred income tax assets/(liabilities) is as follows:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
At beginning of the year	於年初	(5,690)	(5,851)
(Charged)/credited to the consolidated income statement (Note 11)	(扣除)/計入綜合收益表(附註11)	(237)	161
At end of the year	於年末	(5,927)	(5,690)

23 借款(續)

銀行借款的賬面值按以下貨幣計值：

於2019年3月31日，本集團的借款按浮動利率計息，而實際年利率為3.6% (2018年：3.1%)。

24 遞延所得稅

遞延所得稅資產/(負債)變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 DEFERRED INCOME TAX (Continued)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Deferred tax assets	遞延稅項資產	–	–
Deferred tax liabilities	遞延稅項負債	(5,927)	(5,690)
		(5,927)	(5,690)

Deferred income tax assets and liabilities are to be settled after more than 12 months.

The movements in gross deferred income tax assets and liabilities during the year without taking into consideration of the offsetting of balances within the same tax jurisdiction are as follows:

Deferred income tax liabilities:

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 港幣千元
As at 1 April 2017	於2017年4月1日	9,959
Credited to the consolidated income statement	計入綜合收益表	(3,759)
As at 31 March 2018	於2018年3月31日	6,200
As at 1 April 2018	於2018年4月1日	6,200
Credited to the consolidated income statement	計入綜合收益表	(273)
As at 31 March 2019	於2019年3月31日	5,927

24 遞延所得稅(續)

遞延所得稅資產及負債於存在法定可強制執行權利以即期稅項資產抵銷即期稅項負債及當遞延所得稅涉及同一財政機關時抵銷。下列金額經適當抵銷後呈列於綜合資產負債表：

遞延所得稅資產及負債於超過12個月後償付。

年內，遞延所得稅資產及負債總額的變動(並未計及於同一稅收司法權區內將結餘抵銷)如下：

遞延所得稅負債：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 DEFERRED INCOME TAX (Continued)

24 遞延所得稅(續)

Deferred income tax assets:

遞延所得稅資產：

		Tax losses 稅項虧損 HK\$'000 港幣千元
As at 1 April 2017	於2017年4月1日	4,108
Charged to the consolidated income statement	計入綜合收益表	(3,598)
As at 31 March 2018	於2018年3月31日	510
As at 1 April 2018	於2018年4月1日	510
Charged to the consolidated income statement	計入綜合收益表	(510)
As at 31 March 2019	於2019年3月31日	-

Deferred income tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$6,473,000 (2018: 7,919,000) in respect of losses amounting to HK\$39,232,000 (2018: 47,993,000) that can be carried forward against future taxable income indefinitely.

就可能透過未來應課稅溢利變現有相關稅項利益而言，則會就結轉稅項虧損確認遞延所得稅資產。本集團並無就可無限期結轉以抵銷未來應課稅收入虧損港幣39,232,000元(2018年：港幣47,993,000元)確認遞延所得稅資產港幣6,473,000元(2018年：港幣7,919,000元)。

As at 31 March 2019, deferred income tax liabilities of approximately HK\$26,507,000 (2018: HK\$22,365,000) have not been established for the withholding taxation that would be payable on the unremitted earnings of subsidiaries in the PRC of approximately HK\$530,130,000 (2018: HK\$447,307,000), as the directors considered that the timing of the reversal of the related temporary differences can be controlled and the related temporary difference will not be reversed and will not be taxable in the foreseeable future.

於2019年3月31日，由於董事認為撥回相關暫時性差異的時間可予控制及相關暫時性差異將不會於可見將來撥回並不會課稅，遞延所得稅負債約港幣26,507,000元(2018年：港幣22,365,000元)並未就中國附屬公司未匯出盈利應付預扣稅項約港幣530,130,000元(2018年：港幣447,307,000元)而確立。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 TRADE PAYABLES

As at 31 March, the ageing analysis of trade payables based on invoice date were as follows:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
0–30 days	0至30日	202,472	242,922
31–60 days	31至60日	94,388	68,278
61–90 days	61至90日	80,965	92,083
Over 90 days	超過90日	554	5,601
		378,379	408,884

As at 31 March, the carrying amounts of trade payables are denominated in the following currencies:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
HK\$	港幣	90,372	142,003
US\$	美元	147,846	135,335
RMB	人民幣	44,405	52,014
VND	越南盾	85,212	78,531
EUR	歐元	10,536	991
Others	其他	8	10
		378,379	408,884

The carrying amounts of trade payables approximate their fair values.

25 貿易應付賬款

於3月31日，貿易應付賬款按發票日期計算的賬齡分析如下：

於3月31日，貿易應付賬款的賬面值以下列貨幣計值：

貿易應付賬款的賬面值與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 ACCRUALS AND OTHER PAYABLES

26 應計費用及其他應付款項

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Non-current portion			
Other payables	非即期部分 其他應付款項	5,549	–
		5,549	–
Current portion			
Accruals for wages, salaries, staff welfare and other related costs	即期部分 工資、薪金、員工福利及 其他相關成本的應計費用	167,651	180,878
Payable for factory rent	廠房租金應付款項	13,407	12,283
Payable for purchase of property, plant and equipment	購買物業、廠房及設備 應付款項	69,100	95,470
Payable for purchase of intangible assets	購買無形資產應付款項	–	198
Payable for construction in progress	在建工程應付款項	269,429	159,396
Payable for purchase of leasehold land and land use rights	購買租賃土地及土地使用權 應付款項	–	21,546
Other payables	其他應付款項	87,407	86,149
		606,994	555,920
		612,543	555,920

The carrying amounts of accruals and other payables are denominated in the following currencies:

應計費用及其他應付款項的賬面值按以下貨幣計值：

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
HK\$	港幣	72,207	86,151
RMB	人民幣	119,614	174,539
US\$	美元	48,618	75,795
VND	越南盾	372,104	219,435
		612,543	555,920

The carrying amounts of accruals and other payables approximate their fair values.

應計費用及其他應付款項的賬面值與其公平值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

27 DIVIDENDS

27 股息

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Interim dividend, paid of HK3.6 cents (2018: HK2.5 cents) per ordinary share	已付中期股息每股普通股 3.6港仙(2018年： 2.5港仙)	44,073	30,606
Final dividend, proposed, of HK4.0 cents (2018: HK3.8 cents) per ordinary share (Note (i))	建議末期股息每股普通股 4.0港仙(2018年： 3.8港仙)(附註(i))	48,970	46,522
		93,043	77,128

Note:

- (i) At a meeting held on 25 June 2019, a final dividend of HK4.0 cents (2018: HK3.8 cents) per ordinary share of the Company, totalling approximately HK\$48,970,000 (2018: HK\$46,522,000) for the year ended 31 March 2019 is to be proposed. These consolidated financial statements do not reflect this dividend payable.

附註：

- (i) 於2019年6月25日舉行的會議上，將建議派付截至2019年3月31日止年度的末期股息本公司每股普通股4.0港仙(2018年：3.8港仙)，合共約為港幣48,970,000元(2018年：港幣46,522,000元)。該等綜合財務報表內並無反映該應付股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 CASH GENERATED FROM OPERATIONS

28 經營業務所得現金

(a) Reconciliation of profit before income tax to net cash generated from operations

(a) 除所得稅前溢利與經營業務所得現金淨額的對賬

		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Profit before income tax	除所得稅前溢利	302,033	286,104
Adjustments for:	經調整：		
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	6,943	6,071
Amortisation of intangible assets	無形資產攤銷	8,772	7,759
Depreciation of property, plant and equipment	物業、廠房及設備折舊	339,242	260,643
(Gain)/loss on disposal of property, plant and equipment and land use rights	出售物業、廠房及設備以及土地使用權(收益)/虧損	(1,421)	13,115
Loss allowance of trade receivables	貿易應收賬款虧損撥備	1,759	-
Gain on disposal of insurance policy investments	出售保單投資收益	(154)	(30)
Finance income	財務收入	(1,316)	(625)
Finance costs	財務成本	90,182	49,839
		746,040	622,876
Changes in working capital:	營運資金變動：		
Inventories	存貨	(103,817)	(9,074)
Trade and bills receivables	貿易應收賬款及應收票據	20,448	(173,628)
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	(40,731)	(6,802)
Trade payables	貿易應付賬款	(26,334)	53,574
Accruals and other payables	應計費用及其他應付款項	4,008	42,838
Cash generated from operations	經營業務所得現金	599,614	529,784

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 CASH GENERATED FROM OPERATIONS

(Continued)

(b) Proceeds from disposal of property, plant and equipment and land use rights

In the consolidated statement of cash flows, proceeds from disposal of property, plant and equipment and land use rights comprise:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Net book amount	賬面淨值	43,645	27,975
Gain/(loss) on disposal of property, plant and equipment and land use rights	出售物業、廠房及設備以及土地使用權收益／(虧損)	1,421	(13,115)
Proceeds from disposal of property, plant and equipment and land use rights	出售物業、廠房及設備以及土地使用權的所得款項	45,066	14,860

28 經營業務所得現金(續)

(b) 出售物業、廠房及設備以及土地使用權的所得款項

於綜合現金流量表中，出售物業、廠房及設備以及土地使用權的所得款項由包括下列各項：

(c) Net debt reconciliation

(c) 淨債務對賬

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Cash and cash equivalents	現金及現金等價物	466,436	450,125
Bank borrowings with variable interest rates	按浮動利率計息的銀行借款		
– repayable within one year	– 須於1年內償還	(857,565)	(1,164,500)
– repayable after one year	– 於1年後償還	(2,166,533)	(985,854)
Net debt	淨債務	(2,557,662)	(1,700,229)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 CASH GENERATED FROM OPERATIONS

(Continued)

(c) Net debt reconciliation (Continued)

		Other assets – cash and cash equivalents 其他資產 – 現金及 現金等價物 HK\$'000 港幣千元	Bank borrowings due within 1 year 1年內到期的 銀行借款 HK\$'000 港幣千元	Bank borrowings due after 1 year 1年後到期的 銀行借款 HK\$'000 港幣千元
Net debt as at 1 April 2017	於2017年4月1日的淨債務	412,280	(877,289)	(606,404)
Cash flows	現金流量	25,649	(287,211)	(379,450)
Foreign exchange adjustment	外匯調整	12,196	–	–
Net debt as at 31 March 2018	於2018年3月31日的淨債務	450,125	(1,164,500)	(985,854)
Net debt as at 1 April 2018	於2018年4月1日的淨債務	450,125	(1,164,500)	(985,854)
Cash flows	現金流量	25,513	306,935	(1,180,679)
Foreign exchange adjustment	外匯調整	(9,202)	–	–
Net debt as at 31 March 2019	於2019年3月31日的淨債務	466,436	(857,565)	(2,166,533)

28 經營業務所得現金(續)

(c) 淨債務對賬(續)

29 COMMITMENTS

(a) Capital commitments

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Contracted but not provided for Property, plant and equipment	已訂約但並未就物業、廠房 及設備作出撥備	292,668	302,856
Leasehold land and land use rights	租賃土地及土地使用權	46,996	49,989

29 承擔

(a) 資本承擔

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 COMMITMENTS (Continued)

(b) Operating lease commitments

The Group had future aggregate minimum lease payments under non-cancellable operating leases of land and buildings in Hong Kong, the PRC and Vietnam as follows:

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Not later than one year	不超過一年	111,400	92,854
Later than one year and not later than five years	超過一年但不超過五年	138,032	170,723
		249,432	263,577

30 RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

Regent Marvel Investment Holdings Limited (incorporated in the British Virgin Islands) owns 57.78% of the Company's shares as at 31 March 2019 and is wholly owned and controlled by Mr. Hung Yau Lit. In addition, Mr. Hung Yau Lit directly holds 15.0% of the Company's shares as at 31 March 2019. The remaining shares are widely held. The ultimate controlling party of the Group is Mr. Hung Yau Lit.

29 承擔(續)

(b) 經營租賃承擔

本集團就香港、中國及越南土地及樓宇的不可撤銷經營租賃有未來最低租賃付款總額如下：

30 關連方交易

倘一方有能力直接或間接控制另一方或對另一方所作財務及營運決策具有重大影響力，則雙方均被視為有關連。倘雙方受共同控制，則雙方亦被視為有關連。

於2019年3月31日，Regent Marvel Investment Holdings Limited(於英屬處女群島註冊成立)擁有本公司57.78%權益，並由洪游歷先生全資擁有及控制。此外，於2019年3月31日，洪游歷先生直接持有本公司15.0%權益。餘下股份由多方人士持有。本集團最終控股方為洪游歷先生。

Name of related parties 關連方名稱	Relationship with the Company 與本公司關係
Le Ying Trading (Hong Kong) Limited 樂盈貿易(香港)有限公司	Common controlling shareholder 共同控股股東
Red Star Shun Cheong Shoulder Pad Factory (Shenzhen) Limited 紅星信昌膊棉廠(深圳)有限公司	Common controlling shareholder 共同控股股東

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 RELATED PARTY TRANSACTIONS (Continued)

30 關連方交易(續)

(a) In addition to those disclosed elsewhere in the financial statements, the Group has the following transactions with related parties:

(a) 除在財務報表其他章節所披露者外，本集團與關連方進行下列交易：

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Sales of goods to a related party – Le Ying Trading (Hong Kong) Limited (Note)	銷售貨物予一名關連方 – 樂盈貿易(香港)有限公司 (附註)	26,528	19,866
Royalty income from a related party – Le Ying Trading (Hong Kong) Limited (Note)	來自一名關連方的專利權 收入 – 樂盈貿易(香港)有限公司 (附註)	–	359
Rental expense paid to a related party – Red Star Shun Cheong Shoulder Pad Factory (Shenzhen) Limited (Note)	向一名關連方支付的 租金開支 – 紅星信昌膊棉廠(深圳) 有限公司(附註)	17,750	17,809

Note:

The pricing of these transactions was determined based on mutual negotiation and agreement between the Group and the related parties.

附註：

此等交易的定價乃按本集團與關連方相互磋商及協議釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 RELATED PARTY TRANSACTIONS

(Continued)

(b) Key management compensation

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Wages, salaries, bonus and allowances	工資、薪金、花紅及津貼	31,906	31,018
Retirement benefits costs – defined contribution scheme	退休福利成本 – 定額供款計劃	387	388
		32,293	31,406

30 關連方交易(續)

(b) 主要管理層薪酬

(c) Year-end balances with a related party

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
Name of a related party	一名關連方的名稱		
Trade receivables: – Le Ying Trading (Hong Kong) Limited (Note)	貿易應收賬款： – 樂盈貿易(香港)有限公司 (附註)	7,857	4,799

(c) 與一名關連方的年末結餘

Note:

The trade receivables due from a related party are unsecured, interest-free and with credit terms of 60 days.

附註：

應收一名關連方的貿易應收賬款為無抵押、免息及信貸期為60日。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 FINANCIAL INSTRUMENTS BY CATEGORY

As at 31 March 2019, the Group held the following financial instruments:

31 按類別分類的金融工具

於2019年3月31日，本集團持有下列金融工具：

	Note	2019	2018
	附註	2019年 HK\$'000 港幣千元	2018年 HK\$'000 港幣千元
Financial assets			
Financial assets carried at FVOCI			
– Trade receivables	18	354,707	–
Financial assets carried at amortised cost			
– Trade and bills receivables	18	460,008	848,787
– Deposits and other receivables	19	60,162	22,530
– Cash and cash equivalents	20	466,436	450,125
		1,341,313	1,321,442
Financial liabilities			
Financial liabilities at amortised cost			
– Borrowings	23	3,024,098	2,150,354
– Trade payables	25	378,379	408,884
– Accruals and other payables	26	432,914	357,022
		3,835,391	2,916,260

The Group's exposure to various risks associated with the financial instruments is discussed in Note 3.2. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

本集團就與金融工具相關須承擔的多項風險於附註3.2中討論。於報告期末須承擔的最大信貸風險為上述各類金融資產的賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

32 本公司資產負債表及儲備變動

Balance sheet of the Company

本公司資產負債表

		2019 2019年 HK\$'000 港幣千元	2018 2018年 HK\$'000 港幣千元
		Note 附註	
ASSETS	資產		
Non-current asset	非流動資產		
Interest in a subsidiary	於一間附屬公司的權益	510,724	510,724
<hr/>			
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	182	342
Amounts due from subsidiaries	應收附屬公司款項	1,342,509	1,312,550
Cash and cash equivalents	現金及現金等價物	383	217
		1,343,074	1,313,109
<hr/>			
Total assets	資產總值	1,853,798	1,823,833
<hr/>			
EQUITY	權益		
Equity attributable to owners of the Company	本公司擁有人應佔權益		
Share capital	股本	95,247	95,247
Reserves	儲備 (a)	1,755,780	1,726,055
Total equity		1,851,027	1,821,302
<hr/>			
LIABILITIES	負債		
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付款項	2,689	2,525
Current income tax liabilities	即期所得稅負債	82	6
		2,771	2,531
<hr/>			
Total liabilities	負債總額	2,771	2,531
<hr/>			
Total equity and liabilities	權益及負債總額	1,853,798	1,823,833

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

32 本公司資產負債表及儲備變動(續)

(a) Reserve movement of the Company

(a) 本公司儲備變動

		Share premium (Note) 股份溢價 (附註) HK\$'000 港幣千元	Retained earnings 保留溢利 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
As at 31 March 2017	於2017年3月31日	1,705,969	34,038	1,740,007
Profit for the year	年內溢利	–	47,260	47,260
Dividends (Note 27)	股息(附註27)	–	(61,212)	(61,212)
As at 31 March 2018	於2018年3月31日	1,705,969	20,086	1,726,055
Profit for the year	年內溢利	–	120,320	120,320
Dividends (Note 27)	股息(附註27)	–	(90,595)	(90,595)
As at 31 March 2019	於2019年3月31日	1,705,969	49,811	1,755,780

Note:

The share premium of the Company is available for distribution to the shareholders of the Company, provided that immediately following the date on which the dividend is proposed to be distributed the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

附註：

本公司股份溢價可向其股東作出分派，前提為於緊隨建議分派股息日期後，本公司可償還日常業務過程中到期的債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 BENEFITS AND INTERESTS OF DIRECTORS

33 董事利益及權益

The remuneration of every director and the chief executive for the year ended 31 March 2019 is set out below:

截至2019年3月31日止年度每名董事及高級行政人員的薪酬載列如下：

Name of Director 董事姓名	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就有關人士擔任董事(不論為本公司或其附屬公司業務)已付或應收的酬金						Total 總額
	Fees 袍金	Salaries 薪資	Discretionary bonuses 酌情花紅	Housing allowances 房屋津貼	Employer's contribution to retirement schemes 僱主退休 計劃供款		
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
Executive directors	執行董事						
Hung Yau Lit (also known as YY Hung) (Chief Executive Officer)	洪游歷(又名洪游奕) (首席執行官)						
	-	9,100	-	-	54	9,154	
Yiu Kar Chun Antony	姚嘉駿						
	-	2,981	200	-	36	3,217	
Sze Shui Ling	施穗玲						
	-	2,271	200	-	36	2,507	
Liu Zhenqiang	劉震強						
	-	3,035	200	-	35	3,270	
Chen Zhiping	陳志平						
	-	2,403	200	-	35	2,638	
Independent non-executive directors	獨立非執行董事						
Or Ching Fai	柯清輝						
	399	-	120	-	-	519	
Tam Lai Man	譚麗文						
	336	-	80	-	-	416	
To Wong Wing Yue Annie	陶王永愉						
	336	-	80	-	-	416	
	1,071	19,790	1,080	-	196	22,137	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

The remuneration of every director and the chief executive for the year ended 31 March 2018 is set out below:

33 董事利益及權益(續)

截至2018年3月31日止年度每名董事及高級行政人員的薪酬載列如下：

Name of Director 董事姓名	Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就有關人士擔任董事(不論為本公司或其附屬公司業務)已付或應收的酬金					Total 總額
	Fees 袍金	Salaries 薪資	Discretionary bonuses 酌情花紅	Housing allowances 房屋津貼	Employer's contribution to retirement schemes 僱主退休 計劃供款	
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Executive directors 執行董事						
Hung Yau Lit (also known as YY Hung) (Chief Executive Officer) 洪游歷(又名洪游奕) (首席執行官)	-	9,100	-	-	54	9,154
Yiu Kar Chun Antony 姚嘉駿	-	2,867	260	-	36	3,163
Sze Shui Ling 施穗玲	-	2,184	234	-	36	2,454
Liu Zhenqiang 劉震強	-	2,923	262	-	35	3,220
Chen Zhiping 陳志平	-	2,280	238	-	35	2,553
Independent non-executive directors 獨立非執行董事						
Or Ching Fai 柯清輝	380	-	120	-	-	500
Tam Lai Man 譚麗文	320	-	80	-	-	400
To Wong Wing Yue Annie 陶王永愉	320	-	80	-	-	400
	1,020	19,354	1,274	-	196	21,844

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

No remunerations were paid or receivable in respect of accepting office as directors during the year ended 31 March 2019 (2018: Nil).

No directors waived any emoluments during the year ended 31 March 2019 (2018: Nil).

No emoluments were paid or receivable in respect of directors' other services in connection with the management of affairs of the Company or its subsidiary undertaking during the year ended 31 March 2019 (2018: Nil). No consideration was provided to or receivable by third parties for making available directors' services (2018: Nil).

There are no loans, quasi-loans or other dealings in favour of the directors, their controlled bodies corporate and connected entities (2018: Nil).

During the year ended 31 March 2019, none of the directors received or will receive any retirement benefits or termination benefits during the financial year (2018: Nil).

Except disclosed elsewhere in the financial statements, no director of the Company had a material interest, directly or indirectly, in any significant transactions, arrangements and contracts in relation to the Company's business to which the Company was or is a party that subsisted at the end of the year or at any time during the year (2018: Nil).

33 董事利益及權益(續)

於截至2019年3月31日止年度，概無就接納董事職務已付或應收任何薪酬(2018年：無)。

於截至2019年3月31日止年度，概無董事放棄任何酬金(2018年：無)。

於截至2019年3月31日止年度，概無就董事提供與本公司或其附屬公司業務事務管理有關的其他服務已付或應收任何酬金(2018年：無)。概無就獲提供董事服務而給予第三方或第三方就提供董事服務而收取的代價(2018年：無)。

於2019年3月31日，概無以董事、彼等的受控制法人團體及關連實體為受益人的貸款、類似貸款或其他買賣(2018年：無)。

於截至2019年3月31日止年度，概無董事於本財政年度收取或將收取任何退休福利或離職福利(2018年：無)。

除於財務報表其他地方所披露者外，本公司董事概無於本公司就其業務所訂立而於年末或年內任何時間內仍然存續的任何重大交易、安排或合同中直接或間接擁有重大權益(2018年：無)。

FINANCIAL INFORMATION SUMMARY

財務資料概要

A summary of the published results, assets and liabilities of the Group for the last five financial years, prepared on the basis as set out herein, is set out below:

本集團按本報告所載基準編製的過往五個財政年度的已刊發業績、資產及負債概要載列如下：

		Year ended 31 March 截至3月31日止年度				
		2019	2018	2017	2016	2015
		2019年	2018年	2017年	2016年	2015年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Results	業績					
Revenue	收入	6,263,280	5,868,048	4,676,937	5,081,774	4,192,009
Gross profit	毛利	1,341,945	1,233,923	915,825	1,254,147	979,384
Profit attributable to owner of the Company	本公司擁有人應佔溢利	282,438	240,188	97,635	442,054	337,806
Adjusted net profit for the year ^{(1)&(2)}	年內經調整純利 ^{(1)&(2)}	282,438	240,188	98,005	475,477	341,343
Gross profit margin (%)	毛利率(%)	21.4%	21.0%	19.6%	24.7%	23.4%
Net profit margin (%)	純利率(%)	4.5%	4.1%	2.1%	8.7%	8.1%
Adjusted net profit margin (%) ^{(1)&(2)}	經調整純利率(%) ^{(1)&(2)}	4.5%	4.1%	2.1%	9.4%	8.1%
Assets and liabilities	資產及負債					
Total assets	資產總值	6,954,505	6,024,210	4,949,937	4,589,525	3,129,637
Total liabilities	負債總額	(4,030,332)	(3,154,628)	(2,329,845)	(1,922,573)	(1,998,353)
Total equity	權益總額	2,924,173	2,869,582	2,620,092	2,666,952	1,131,284

Notes:

附註：

- (1) Adjusted net profit for the year is derived by adding listing expenses and deducting (losses)/gains on derivative financial instruments, net and excluding the related tax impact from the net profit for the year.
- (2) This non-GAAP financial data is a supplemental financial measure that is not required by, or presented in accordance with HKFRSs and is therefore referred to as a "non-GAAP" financial measure. It is not a measurement of the Group's financial performance under HKFRSs and should not be considered as an alternative to profit from operations or any other performance measures derived in accordance with HKFRSs or as an alternative to cash flows from operating activities or as a measure of the Group's liquidity.

- (1) 年內經調整純利乃透過加入上市開支及扣減衍生金融工具(虧損)/收益淨額計算得出，當中不包括年內純利產生的相關稅務影響。
- (2) 此非公認會計原則的財務數據為補充財務衡量指標，香港財務報告準則並無要求，亦毋須按照香港財務報告準則呈列，因此，這些資料屬「非公認會計原則」的財務衡量指標。此亦非按照香港財務報告準則衡量本集團財務表現的方法，不應視作按照香港財務報告準則產生的經營溢利或衡量任何其他表現的替代指標，或經營活動現金流量的替代指標或衡量本集團流動資金的指標。

維 珍 妮 國 際 (控 股) 有 限 公 司
Regina Miracle International (Holdings) Limited