

GIORDANO

Giordano International Limited

佐丹奴國際有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

Annual Report 2019 年報

(Stock Code 股份代號 : 709)

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十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

(除特別註明外，以百萬港元為單位)

(In HK\$ million unless otherwise specified)

銷售額	Sales
毛利	Gross profit
毛利率	Gross margin
經營溢利(附註3及4)	Operating profit (Note 3 and 4)
經營溢利率(附註3及4)	Operating margin (Note 3 and 4)
EBITDA(附註3及4)	EBITDA (Note 3 and 4)
EBITDA溢利率(附註3及4)	EBITDA margin (Note 3 and 4)
本公司股東應佔溢利(附註3及4)	Profit attributable to shareholders of the Company (Note 3 and 4)
銷售回報率(附註3及4)	Return on sales (Note 3 and 4)
平均資產總額回報率(附註3及4)	Return on average total assets (Note 3 and 4)
平均本公司股東應佔權益回報率(附註3及4)	Return on average equity attributable to shareholders of the Company (Note 3 and 4)

現金及銀行結存減銀行貸款	Cash and bank balances less bank loans
營運資金(附註3及4)	Working capital (Note 3 and 4)
資產總額(附註3及4)	Total assets (Note 3 and 4)
負債總額(附註3及4)	Total liabilities (Note 3 and 4)
存貨對成本流轉日數(日)(附註1)	Inventory turnover on costs (days) (Note 1)
流動比率(倍數)(附註3及4)	Current ratio (times) (Note 3 and 4)

每股盈利 — 基本(港仙)	Earnings per share — Basic (HK cents)
每股股息(港仙)	Dividend per share (HK cents)
每股特別股息(港仙)	Special dividend per share (HK cents)
派息比率	Dividend payout ratio
市場流通股份數目(千股)	Number of shares outstanding (in thousands)
市值總額	Market capitalization

年末門市數目	Stores as at year end
本集團營運之直營店	Stores operated directly by the Group
加盟商營運之店鋪(附註2)	Stores operated by franchisees (Note 2)

全球門市總數	Total stores worldwide
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附註：

Notes:

- | | |
|---|---|
| 1. 年結日之存貨除全年銷售成本乘以年內日數 | 1. Inventory held at year end divided by cost of sales and multiplied by number of days in the year |
| 2. 由一間南韓合營公司、阿拉伯聯合酋長國及沙特阿拉伯(2011年及以前年度)、科威特及卡塔爾(2015年及以前年度)、越南(2017年及以前年度)及第三者加盟商所營運之市場門市 | 2. Stores in markets operated by a joint venture in South Korea, United Arab Emirates and Saudi Arabia (prior to year 2011), Kuwait and Qatar (prior to year 2015), Vietnam (prior to year 2017), and third-party franchisees |
| 3. 2013年及以前年度之數字並未因採納香港會計準則第19號僱員福利而作出調整 | 3. The adoption impact of Hong Kong Accounting Standards 19 Employee benefits are not reflected in the years in and prior to 2013 |
| 4. 2018年及以前年度之數字並未因採納香港財務報告準則第16號租賃而作出調整 | 4. The adoption impact of Hong Kong Financial Reporting Standards 16 Leases are not reflected in the years in and prior to 2018 |

十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
4,852	5,509	5,412	5,145	5,381	5,545	5,848	5,673	5,614	4,731
2,846	3,250	3,221	3,055	3,097	3,214	3,551	3,331	3,283	2,731
58.7%	59.0%	59.5%	59.4%	57.6%	58.0%	60.7%	58.7%	58.5%	57.7%
397	625	689	568	556	542	828	1,005	909	695
8.2%	11.3%	12.7%	11.0%	10.3%	9.8%	14.2%	17.7%	16.2%	14.7%
1,183	821	874	748	743	760	1,066	1,247	1,123	866
24.4%	14.9%	16.1%	14.5%	13.8%	13.7%	18.2%	22.0%	20.0%	18.3%
230	480	500	434	426	408	663	826	728	537
4.7%	8.7%	9.2%	8.4%	7.9%	7.4%	11.3%	14.6%	13.0%	11.4%
6.2%	12.8%	13.5%	12.2%	11.5%	11.0%	16.1%	21.1%	21.8%	18.5%
8.5%	16.8%	17.5%	15.2%	14.5%	13.8%	21.8%	28.8%	28.3%	23.7%
994	1,017	1,167	1,095	1,076	915	1,105	1,173	1,209	978
714	1,465	1,526	1,410	1,405	1,401	1,616	1,555	1,658	1,385
5,196	4,124	4,322	4,114	3,847	3,857	4,469	4,605	3,822	3,320
2,349	1,115	1,181	1,147	881	773	1,220	1,452	1,001	827
100	89	87	78	78	80	82	74	95	74
1.4	2.5	2.5	2.4	2.9	3.1	2.6	2.3	2.8	2.9
14.6	30.5	31.8	27.7	27.1	26.0	42.6	53.8	48.2	36.0
14.6	33.5	35.0	27.5	27.0	25.0	40.0	40.0	38.0	11.5
-	-	-	-	-	-	-	-	-	15.5
100.0%	109.8%	110.1%	99.3%	99.6%	96.2%	93.9%	74.3%	78.8%	75.0%
1,578,501	1,578,501	1,570,631	1,570,953	1,570,395	1,569,913	1,566,837	1,543,709	1,521,291	1,496,069
3,709	5,840	6,534	6,582	5,701	5,400	10,858	11,501	8,565	6,777
1,274	1,323	1,349	1,364	1,385	1,451	1,499	1,449	1,232	1,052
1,101	1,103	1,065	1,033	986	1,001	1,143	1,199	1,439	1,301
2,375	2,426	2,414	2,397	2,371	2,452	2,642	2,648	2,671	2,353

公司資料

CORPORATE INFORMATION

董事會

執行董事

劉國權
(主席兼行政總裁)
陳嘉緯
羅學文

非執行董事

鄭志剛^{JP}
陳世昌

獨立非執行董事

畢滌凡
鄭其志^{GBS, JP}
黃旭
Alison Elizabeth LLOYD

集團法律總監及公司秘書

羅學文

審核委員會

畢滌凡(主席)
鄭其志^{GBS, JP}
黃旭
Alison Elizabeth LLOYD

薪酬委員會

黃旭(主席)
劉國權
畢滌凡

提名委員會

劉國權(主席)
畢滌凡
黃旭
Alison Elizabeth LLOYD

管理委員會

劉國權(主席)
陳嘉緯
羅學文
Ishwar Bhagwandas CHUGANI

授權代表

劉國權
羅學文

BOARD OF DIRECTORS

Executive Directors

LAU Kwok Kuen, Peter
(Chairman and Chief Executive)
CHAN Ka Wai
Mark Alan LOYND

Non-Executive Directors

CHENG Chi Kong ^{JP}
CHAN Sai Cheong

Independent Non-Executive Directors

Barry John BUTTIFANT
KWONG Ki Chi ^{GBS, JP}
WONG Yuk (alias, HUANG Xu)
Alison Elizabeth LLOYD

GENERAL COUNSEL AND COMPANY SECRETARY

Mark Alan LOYND

AUDIT COMMITTEE

Barry John BUTTIFANT (Chairman)
KWONG Ki Chi ^{GBS, JP}
WONG Yuk (alias, HUANG Xu)
Alison Elizabeth LLOYD

REMUNERATION COMMITTEE

WONG Yuk (alias, HUANG Xu) (Chairman)
LAU Kwok Kuen, Peter
Barry John BUTTIFANT

NOMINATION COMMITTEE

LAU Kwok Kuen, Peter (Chairman)
Barry John BUTTIFANT
WONG Yuk (alias, HUANG Xu)
Alison Elizabeth LLOYD

MANAGEMENT COMMITTEE

LAU Kwok Kuen, Peter (Chairman)
CHAN Ka Wai
Mark Alan LOYND
Ishwar Bhagwandas CHUGANI

AUTHORIZED REPRESENTATIVES

LAU Kwok Kuen, Peter
Mark Alan LOYND

獨立核數師

執業會計師
羅兵咸永道會計師事務所

律師

香港律師
禮德齊伯禮律師行

中國律師
高信德律師事務所

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

香港主要營業地點

香港
九龍
長沙灣道777至779號
天安工業大廈5樓

股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th floor North, Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心54樓

主要往來銀行

交通銀行股份有限公司香港分行
恒生銀行有限公司
三菱日聯銀行株式會社
渣打銀行(香港)有限公司
香港上海匯豐銀行有限公司

網址

www.giordano.com

INDEPENDENT AUDITOR

Certified Public Accountants
PricewaterhouseCoopers

LAWYERS

Hong Kong lawyers
Reed Smith Richards Butler

PRC lawyers
GaoXinDe Law Firm

REGISTERED OFFICE

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

5th Floor, Tin On Industrial Building
777-779 Cheung Sha Wan Road
Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th floor North, Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL BANKERS

Bank of Communications Co., Ltd. Hong Kong Branch
Hang Seng Bank Limited
MUFG Bank Ltd.
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

WEBSITE

www.giordano.com

主席報告書

CHAIRMAN'S STATEMENT

致各位股東：

本人謹代表董事(「董事」)會(「董事會」)向閣下提呈佐丹奴國際有限公司(「本公司」)，連同其附屬公司(「本集團」)截至2019年12月31日止年度之全年業績。

全球經濟增長於2018年開始放緩，並於2019年迅速惡化。亞太地區經濟體遭受中美貿易關係所帶來的不利影響。大中華地區歷史上溫暖的冬天抑制了對厚外套的需求。香港特別行政區為一個重要消費市場，在本年度下半年均處於廣泛社會動盪之中。該等因素相加，嚴重損害上述市場的零售及酒店行業，並導致本公司2019年業績疲弱。本人亦謹此提述，於2019年財務報告中首次採用香港財務報告準則第16號，在報告的業績中增加了5,900萬港元的非現金會計費用。有關所報告2019年業績及管理層對2020年展望的全面及詳細分析，請參閱2019年年度報告內「管理層對本集團經營業績及財務狀況之論述及分析」一節。

於撰寫本報告書之時，新型冠狀病毒病大流行繼續在世界各地內迅速蔓延，其對全球商業的影響難以預測。大多數國家實施或將實施「封關」，而社會和商業活動已經停止。這對消費者支出影響仍不得而知。中美貿易爭端結果亦尚未清晰。儘管這些威脅是我們無法控制，但我們仍能及將會集中於業務的可控因素。

佐丹奴於營運資金管理方面一直嚴守紀律。在這段試煉期間，我們將持續加強對庫存、應收賬款及現金流出的控制。目前，本公司財務狀況良好。

我們早期採用的地區多元化計劃已幫助我們比眾多競爭對手更好地抵禦區域經濟衰退。2019年我們早前增加在中東市場業務的份額表現良好。我們成功地將佐丹奴品牌引進於較傳統的新興經濟和發展中的國家。在現有及新市場中，我們將繼續按照全球標準和靈活的策略滿足當地需求。

儘管便利的線上購物已得到各地消費者認可，但彼等對平台的選擇因地區及時間而異而有所改變。各市場須作出仔細評估制定多功能及可持續之線上計劃。除中國大陸外，整體線上銷售規模尚小，但有跡象顯示海外線上銷售勢頭正在加速。

Dear shareholders,

On behalf of the board of directors (the "Directors") (collectively, the "Board"), I present to you the annual results of Giordano International Limited (the "Company"), together with its subsidiaries (the "Group"), for the year ended December 31, 2019.

The slowdown in global economic growth, which commenced in 2018, rapidly deteriorated in 2019. The Asia Pacific regional economies suffered from the fallout in Sino-US trade relations. In the Greater China region, a historically warm winter dampened demand for heavy jackets. In the HKSAR, a significant consumer market in the area experienced widespread social unrest during the second half of the year. These combined forces wreaked havoc on the retail and hospitality industry in these markets, manifesting in the weak results of the Company for the year 2019. I should also mention that the first-time adoption of the Hong Kong Financial Reporting Standards 16 in the 2019 financial reports added HK\$59 million non-cash accounting charges to the reported results. I refer you to the Management Discussion and Analysis of Group Results of Operations and Financial Position section in the 2019 Annual Report for a full and detailed analysis of the reported 2019 results and management's outlook towards 2020.

At the time of writing, the COVID-19 pandemic continues its rapid spread across the world, and it is hard to predict its impact on global commerce. Most countries have implemented, or are due to announce, 'lockdowns', halting social and commercial activities. The aftermath impact on consumer spending is unknown. The outcome of the Sino-US trade conflict also remains unclear. While these threats are out of our control, we can and will focus on those operational factors we can control.

Giordano maintains a vigorous working capital management discipline. In these testing times, we will unrelentingly tighten control of inventory, account receivables and cash outflows. At this moment, your Company's financial condition is sound.

The early adoption of a geographical diversification program had helped us weather regional downturns better than many of our competitors. The Middle East, where we had previously increased our stake, performed well in 2019. We have successfully launched the Giordano brands in several new and developing economies, where traditionally we tend to thrive. In our existing and new markets alike, we will continue to satisfy local needs at global standards, and with flexible strategies.

Consumers everywhere have embraced the convenience of online shopping, but their choices of platforms vary geographically and change over time. It requires careful assessment to formulate a versatile and sustainable online plan for each market. Though our overall online sales are still small, except for mainland China, there is evidence that the overseas online sales momentum is accelerating.

主席報告書 CHAIRMAN'S STATEMENT

員工是本公司的最重要資產。我們堅定不移地招聘及培養「新血」，對其大膽賦權並委以重任。

面對新型冠狀病毒病危機，保障員工與客戶的健康乃我們的當務之急。我們已採取多項衛生及社交距離措施以及彈性的工作安排，亦趁機大幅度提升全公司的科技應用。對於工作環境的革命性變革，我們深有所感並欣然接受。

我們的品牌以產品和服務「物有所值」而聞名。儘管過去一年挑戰重重，但我們仍完成了多項品質提升計劃，旨在改善產品外觀及舒適度。

在危機中我們藉機審視業務流程。在全體員工的支持下，本公司改進多項業務流程，提高效率及產能，令其更加切合時宜。

挫折在所難免。學習型公司會從中汲取養料，作出必要調整，努力克服挫折。不論挫折如何莫測，學習型公司反而會愈挫愈勇，更加從容地應對未來挑戰。佐丹奴正朝著這一方向奮鬥。

本人謹此感謝我們員工在面對困難時所作的犧牲，其中不乏自願減薪，助公司度過難關。感謝供應商及業主與我們通力合作共度危機，感謝供應商對我們臨時通知取消採購訂單的理解，感謝業主在租金方面的幫助。感謝股東對我們管理層的信任。順祝大家身體健康，萬事如意。

劉國權
主席兼行政總裁

香港，2020年3月10日

People are the greatest asset of our Company. We have consciously and decisively recruited and developed 'new blood', whom we boldly empower with authority and delegate with accountability.

With the COVID-19 crisis, the health of our staff and customers is our priority. We have adopted various sanitation and social-distancing measures, as well as flexible work arrangements. We also take this time to leapfrog company-wide technology adoption. We feel strongly about, and are committed to embracing, revolutionary workplace changes.

Our brands are known for 'value for money' goods and services. Even though we had a challenging year, we completed several quality enhancement programs aimed at improving the looks and comfort of our products.

The crisis provides an opportunity to look hard at our business processes. With the support of all staff members, the Company has revamped many of its business processes to make them more efficient, more productive, and, most importantly, more in-tune with the times.

All businesses experience setbacks from time-to-time. A learning organization acquires new knowledge from these setbacks, makes the necessary adaptations, and perseveres to overcome these setbacks. A learning organization comes out of these setbacks more robust and apt to deal with future challenges, however unpredictable they might be. Giordano strives to be such a company.

To our staff, I acknowledge the difficulties you are enduring and the sacrifices you are making. Many of you have volunteered the reduction of pay to help the Company through the predicaments. To our vendors and landlords, I am grateful for your cooperation riding out the crisis together. I am indebted to your understanding of our short-notice cancellation of purchase orders, and your help with our rental payments. To our shareholders, I am appreciative of your trust in the management. I wish you all the best of health and good fortune.

LAU Kwok Kuen, Peter
Chairman and Chief Executive

Hong Kong, March 10, 2020

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層對本集團經營業績及財務狀況之論述及分析

除非另行說明，以下論述均指本集團截至2019年及2018年12月31日止年度之按年(「按年」)比較。

概覽

- 本集團為國際服裝零售商，擁有眾多品牌，包括Giordano及Giordano Junior、Giordano Ladies、BSX以及其他自有及授權經營之品牌。
 - 於2019年12月31日，我們透過2,375間門市(或2,280,000平方呎之零售空間)組成之網絡，提供優質、物有所值並易於穿搭的服裝，其中1,274間為獨立門市。絕大多數門市位於大中華地區、南韓、東南亞及中東。我們按地區及分銷渠道管理門市，如表1所示。
 - 本年度之本集團銷售額¹為48.52億港元，毛利率為58.7%。本集團可比較門市銷售額(「本集團可比較門市銷售額」)²及可比較門市毛利(「本集團可比較門市毛利」)²分別下滑10.1%及11.1%。表2提供了各個主要市場的詳情。
 - 本公司股東應佔除所得稅後溢利(「股東應佔溢利」)為2.30億港元，較2018年減少52.1%。倘採納之前關於租賃的會計準則，本公司該呈報2019年股東應佔溢利為2.89億港元，或較2018年減少39.8%。在下方的表3展示了截至2019年12月31日止年度，採納香港財務報告準則(「香港財務報告準則」)第16號與香港會計準則(「香港會計準則」)第17號相比之影響。
 - 於2019年12月31日，現金及銀行結存(扣除銀行貸款後)為9.94億港元。
1. 本集團銷售額指合併銷售額，包括直營店(「直營店」)產生之零售額及對所有海外/非合併加盟商之批發銷售額。
 2. 本集團可比較門市銷售額/可比較門市毛利指來自於上一相同期間已全面經營之現有直營店及加盟店所得出的合併附屬公司之佐丹奴品牌銷售額/毛利總額，按固定匯率計算。

MANAGEMENT DISCUSSION AND ANALYSIS OF GROUP RESULTS OF OPERATIONS AND FINANCIAL POSITION

The following commentaries refer to the year-on-year (“YOY”) comparison of the Group for the years ended December 31, 2019, and 2018 unless otherwise indicated.

OVERVIEW

- The Group is an international apparel retailer with a portfolio of brands, including *Giordano* and *Giordano Junior*, *Giordano Ladies*, *BSX*, as well as other owned and licensed brands.
 - We offer high-quality, value-for-money and easy-to-wear apparel through a network of 2,375 stores (or 2,280,000 sq. ft. of retail floor space) as of December 31, 2019, of which 1,274 were standalone stores. The majority of the stores were in Greater China, South Korea, Southeast Asia and the Middle East. We manage our stores by geographic regions and by distribution channels, as shown in Table 1.
 - Group sales¹ for the year were HK\$4,852 million at a gross margin of 58.7%. The Group’s comparable store sales (“Group CSS”)² and comparable store gross profit (“Group CSGP”)² were down by 10.1% and 11.1%, respectively. Table 2 provides details of significant markets.
 - Profit after income taxes attributable to shareholders of the Company (“PATS”) was HK\$230 million, a decrease of 52.1% from 2018. If applying the previous accounting standard for leases, the Group would have reported 2019 PATS of HK\$289 million, or 39.8% lower than 2018. Table 3 below shows the impact of adoption of Hong Kong Financial Reporting Standards (“HKFRS”) 16 for the year ended December 31, 2019, as compared to Hong Kong Accounting Standards (“HKAS”) 17.
 - Cash and bank balances, net of bank loan, were HK\$994 million on December 31, 2019.
1. *Group sales refer to consolidated sales and include retail sales from directly-operated stores (“DOS”) and wholesale sales to all overseas/non-consolidated franchisees.*
 2. *Group CSS/CSGP are total Giordano brand sales/gross profit of consolidated subsidiaries, at constant exchange rates, from existing DOS and franchised stores that have been fully operating in the same prior period.*

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

表1：門市組合

Table 1: Store portfolio

		門市數目 於12月31日 Store numbers at December 31		零售空間 (千平方呎) 於12月31日 Retail floor space (sq. ft. in thousands) at December 31	
		2019	2018	2019	2018
零售及分銷	Retail and Distribution				
中國大陸	Mainland China				
加盟店	Franchised stores	641	639	475	493
直營店	DOS	261	298	218	250
亞太其他地區	The rest of Asia Pacific	597	606	633	634
台灣	Taiwan	197	200	195	198
中東	The Middle East				
加盟店	Franchised stores	35	39	33	38
直營店	DOS	146	143	179	176
香港及澳門	Hong Kong and Macau	73	76	88	87
海外加盟商	Overseas franchisees	425	425	459	454
總數	Total	2,375	2,426	2,280	2,330

管理層之論述及分析

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經營業績

表2：本集團經營業績

RESULTS OF OPERATIONS

Table 2: Group results of operations

		已刊發 As published				僅供參考 For reference only		
		2019		2018		2019		
		根據香港 財務報告 準則第16號 呈報 ³		根據香港 會計準則 第17號 呈報 ³		根據香港 會計準則 第17號 呈報 ³		
		Reported under HKFRS 16 ³	佔銷售額 百分比 % to sales	Reported under HKAS 17 ³	佔銷售額 百分比 % to sales	變動 Change	Reported under HKAS 17 ³	變動 Change
(以百萬港元為單位)	(In HK\$ million)							
亞太其他地區	The rest of Asia Pacific	1,584	32.7%	1,623	29.5%	(2.4%)	1,584	(2.4%)
中國大陸	Mainland China	995	20.5%	1,293	23.5%	(23.0%)	995	(23.0%)
香港及澳門	Hong Kong and Macau	772	15.9%	959	17.4%	(19.5%)	772	(19.5%)
中東	The Middle East	662	13.6%	636	11.5%	4.1%	662	4.1%
台灣	Taiwan	587	12.1%	671	12.2%	(12.5%)	587	(12.5%)
對海外加盟商之 批發銷售額	Wholesale sales to overseas franchisees	252	5.2%	327	5.9%	(22.9%)	252	(22.9%)
本集團銷售額	Group sales	4,852	100.0%	5,509	100.0%	(11.9%)	4,852	(11.9%)
毛利	Gross profit	2,846	58.7%	3,250	59.0%	(12.4%)	2,846	(12.4%)
經營費用	Operating expense	(2,532)	(52.2%)	(2,711)	(49.2%)	(6.6%)	(2,521)	(7.0%)
經營溢利	Operating profit	397	8.2%	625	11.3%	(36.5%)	408	(34.7%)
融資費用	Finance expense	(55)	(1.1%)	(5)	(0.1%)	1,000.0%	(6)	20.0%
EBITDA	EBITDA	1,183	24.4%	821	14.9%	44.1%	594	(27.6%)
股東應佔溢利	PATS	230	4.7%	480	8.7%	(52.1%)	289	(39.8%)
全球品牌銷售額 ⁴	Global brand sales ⁴	6,166		6,778		(9.0%)		
全球品牌毛利 ⁴	Global brand gross profit ⁴	3,745		4,168		(10.1%)		
本集團可比較門市銷售額增長率	Group CSS growth	(10.1%)		(0.1%)				
本集團可比較門市毛利增長率	Group CSGP growth	(11.1%)		(1.4%)				
年末現金及銀行結存淨額	Net cash and bank balances at year end	994		1,017		(2.3%)		
年末存貨	Inventories at year end	548		552		(0.7%)		
存貨對成本流轉日數 (「存貨流轉日數」)(日) ⁵	Inventory turnover on costs ("ITOC") (days) ⁵	100		89		11		

- 於2019年1月1日採納香港財務報告準則第16號後，本集團截至2019年12月31日止年度之業績公佈的法定業績乃按香港財務報告準則第16號為基準（「根據香港財務報告準則第16號呈報」），而截至2018年12月31日的相應年度的法定業績乃按香港會計準則第17號為基準（「根據香港會計準則第17號呈報」），如前呈列。故將兩個呈報基準進行任何比較實無意義。本集團相信，按香港會計準則第17號為基準之呈報，並非旨在替代或優於按香港財務報告準則第16號之呈報，前者可與去年業績進行同類比較。因此，本集團已就2019年年度之租賃會計處理提供如根據香港會計準則第17號呈報而編製之集團財務表現的另一呈列方式（僅供參考）。
- 全球品牌銷售額／毛利乃按2019年匯率換算，其包括佐丹奴於直營店、加盟店及合營公司之門市之零售銷售額／毛利總額，因此高於本集團銷售額／毛利。
- 存貨流轉日數指年末持有之存貨除以銷售成本乘以該年度日數。

- Following the adoption of HKFRS 16 on January 1, 2019, the Group's statutory results for the year ended December 31, 2019 are on a HKFRS 16 basis ("Reported under HKFRS 16"), whereas the statutory results for the corresponding year ended December 31, 2018 are on a HKAS 17 basis ("Reported under HKAS 17") as previously reported. Hence, any comparison between the two bases of reporting would not be meaningful. The Group believes that the HKAS 17 based report, which is not intended to be a substitute for, or superior to, Reported under HKFRS 16, allows a like-with-like comparison with the prior year results. As a result, the Group has provided, for reference only, an alternative presentation of the Group's financial performance prepared as if Reported under HKAS 17 relating to the accounting for leases for the year 2019.
- Global brand sales/gross profit are at 2019 exchange rates, and are greater than Group sales/gross profit to include the total of Giordano retail sales/gross profit, in DOS, franchised stores and stores operated by a joint venture.
- ITOC refers to inventories held at year end divided by cost of sales and multiplied by number of days in the year.

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表3：採納香港財務報告準則第16號之影響

Table 3: Impact of the adoption of HKFRS 16

(以百萬港元為單位)	(In HK\$ million)	
土地及樓宇之經營租賃費用	Operating lease rentals in respect of land and building	598
折舊支出－使用權資產	Depreciation expenses – right-of-use assets	(589)
使用權資產減值	Impairment of right-of-use assets	(26)
租賃土地預付款項攤銷	Amortization of leasehold land prepayments	5
其他	Others	3
對分銷費用的影響	IMPACT ON DISTRIBUTION EXPENSE	(9)
土地及樓宇之經營租賃費用	Operating lease rentals in respect of land and building	14
折舊支出－使用權資產	Depreciation expenses – right-of-use assets	(16)
對行政費用的影響	IMPACT ON ADMINISTRATIVE EXPENSE	(2)
融資費用	FINANCE EXPENSE	(49)
所得稅	INCOME TAXES	(6)
非控制性權益	NON-CONTROLLING INTERESTS	7
股東應佔溢利	PATS	(59)

銷售額及毛利

本集團銷售額減少11.9%，若按固定匯率換算則減少11.1%。中美貿易糾紛，地區性社會事件以及異常暖冬等多種宏觀因素影響了零售環境和消費者信心。其影響我們在中國大陸和香港的銷售尤為顯著。

本集團電子商務產生的收入為2.67億港元，減少15.0%。下降主要原因是我們在中國大陸電子商務的表現不盡人意，乃已建立的第三方平台在中國經歷了激烈競爭所致。其他地區的電子商務則增長強勁。例如，隨著我們開始與一些本地第三方平台（如HKTV購物中心）開展合作，香港因此獲得大幅增長。管理層決心透過優化產品組合以及與新興的線上平台合作，進一步發展我們在所有地區的電子商務業務。

實體店銷售額錄得9.6%之跌幅。對加盟商之批發銷售額減退24.2%，部分原因是由於經濟狀況疲弱，我們收緊了信貸政策所致。話雖如此，本集團將繼續投放更多資源，以擴展我們在發展中市場的批發及加盟業務。本年度下半年，我們以特許經營模式在毛里求斯開設了四家門市。管理層預計在2020年將會於印度和肯尼亞開設門店。

Sales and gross profit

Group sales decreased by 11.9%, or by 11.1% if translated at constant exchange rates. Multiple macro factors, such as the Sino-US trade dispute, regional social events and unseasonably warm winter affected the retail environment and consumer sentiment. The impact was particularly significant to our sales in Mainland China and Hong Kong.

The Group's e-commerce generated HK\$267 million in sales revenue, representing a decrease of 15.0%. The decline was primarily due to the unsatisfactory performance of our Mainland China e-business, which endured ferocious competition on established third-party platforms in China. E-commerce in other regions recorded strong growth. For instance, Hong Kong enjoyed substantial growth as we kick-started our cooperation with some local third-party platforms such as HKTV Mall. Management is determined to further develop our e-commerce business in all regions by improving the product mix and collaboration with emerging online platforms.

Sales from physical stores fell by 9.6%. Wholesales to franchisees declined by 24.2%, partly due to the tightening of our credit policy in light of weakening economic conditions. That said, the Group will continue to deploy more resources to expand our wholesale and franchise businesses in developing markets. In the second half of the year, we opened four stores in Mauritius on a franchise basis. Management expects store openings in India and Kenya in 2020.

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核心佐丹奴產品佔全球品牌銷售額的87.3%。所有產品於動蕩的宏觀經濟環境中，都經歷了不同程度的銷售下降，儘管我們的中東和印尼業務按年錄得銷售增長，它們在不久之將來會成為我們業務擴展的重要市場。

Core Giordano lines contributed to 87.3% of global brand sales. All lines experienced different levels of sales decrease amidst turbulent macroeconomic conditions, although our Middle East and Indonesia businesses recorded YOY sales growth, making them our critical markets for business expansion in the immediate future.

表4：按渠道劃分之銷售額

Table 4: Sales by channels

(以百萬港元為單位)	(In HK\$ million)	2019		2018		變動 Change
		2019	貢獻 Contribution	2018	貢獻 Contribution	
實體店	Physical stores	4,013	82.7%	4,440	80.6%	(9.6%)
電子商務	E-business	267	5.5%	314	5.7%	(15.0%)
零售銷售額	Retail sales	4,280	88.2%	4,754	86.3%	(10.0%)
對加盟商之批發銷售額	Wholesale sales to franchisees	572	11.8%	755	13.7%	(24.2%)
本集團銷售額	Group sales	4,852	100.0%	5,509	100.0%	(11.9%)

面對各個市場激烈的價格競爭及折扣活動，本集團通過謹慎制定的定價策略及有紀律之採購，極力消減對利潤率的不利影響，按年相比僅有小幅下跌。受利於穩健的存貨水平，本集團得以將促銷優惠次數降至最低限度，因而毛利率只有小幅下降。本集團毛利下降12.4%，乃主要由於銷量下降及平均售價小幅下降所致。平均產品成本增加乃由於產品組合變動所致。

With carefully calibrated pricing tactics and disciplined merchandising, the Group managed to defend the adverse effect on profit margin, suffering only a marginal drop YOY in the face of intense price competition and discounting in various markets. On the back of healthy inventory levels, the Group was able to minimize the number of promotional offers, resulting in a minor decrease in gross margin. Group gross profit slid by 12.4%, driven mainly by a decline in volume and a small reduction in the average selling price. The average product cost increased because of the change in product mix.

其他收入及其他收益，淨額

其他收入及其他收益包括特許權收入、授權收入、利息收入、租金及分租收入及匯兌差額，於2019年減少300萬港元至8,300萬港元。我們在鐘錶和眼鏡類別的授權業務按年錄得小幅增長。管理層繼續拓展我們在產品類別、地區覆蓋範圍和整體績效方面的授權業務。

Other income and other gains, net

Other income and other gains, which comprise royalty income, licensing revenue, interest income, rental and sub-lease rental income, and exchange difference, decreased by HK\$3 million to HK\$83 million in 2019. Our licensing business in the timepiece and eyewear categories recorded a small YOY growth. Management continues expanding our licensing business, both in terms of product categories, geographical reach and overall performance.

管理層之論述及分析

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經營費用及經營溢利

經營費用佔銷售額比率高達52.2% (2018年：49.2%)，主要由於銷售下跌以及經營費用顯著減少所致。於採納香港財務報告準則第16號前，門市租金及員工成本按年分別下降6.5%及6.1%，此乃由於我們嚴格的成本控制措施所致。

本集團確認了3,700萬港元關於使用權資產和物業、機器及設備減值之非現金經營費用。儘管經營費用縮減1.79億港元，或6.6%，此仍不足以維持去年之經營費用率水平。此減幅亦不足以彌補毛利下跌的負面影響，導致經營溢利減少36.5%至3.97億港元。

表5：按地區劃分之銷售額及經營溢利貢獻

Operating expense and operating profit

The operating expense to sales ratio was up to 52.2% (2018: 49.2%), primarily due to a decrease in sales coupled with a significant reduction in operating expenses. Before the adoption of HKFRS 16, both shop occupancy charges and staff cost decreased by 6.5% and 6.1% YOY, respectively, attributable to our stringent cost control measures.

The Group also recognized the non-cash operating expense of impairment of right-of-use assets and property, plant and equipment of HK\$37 million. Although operating expenses shrunk by HK\$179 million, or 6.6%, it was not enough to maintain the same operating expense ratio as last year. The reduction was also insufficient to outweigh the negative impact of the decline in gross profit, resulting in a decrease in operating profit of 36.5% to HK\$397 million.

Table 5: Sales and operating profit contribution by region

截至2019年12月31日止年度	For the year ended December 31, 2019	按地區劃分之貢獻	
		銷售額	經營溢利
		Sales	Operating profit
亞太其他地區	The rest of Asia Pacific	32.7%	52.6%
中國大陸	Mainland China	20.5%	(8.2%)
香港及澳門	Hong Kong and Macau	15.9%	1.2%
中東	The Middle East	13.6%	31.0%
台灣	Taiwan	12.1%	11.1%
對海外加盟商之批發銷售額	Wholesale sales to overseas franchisees	5.2%	8.8%
對海外附屬公司之批發銷售額	Wholesale sales to overseas subsidiaries	-	13.5%
總部費用，扣除其他收入及收益	Headquarter expense, net of other income and gains	-	(10.0%)
		100.0%	100.0%

融資費用

融資費用為5,500萬港元(2018年：500萬港元)，其中包括銀行利息支出和租賃負債利息。租賃負債之利息為4,900萬港元，乃由於採納香港財務報告準則第16號，規定本集團(為眾多租賃協議之承租人)須確認未支付租賃負債之估算利息開支所致。倘撇除香港財務報告準則第16號之影響，該項開支應為600萬港元。

Finance expense

Finance expense was HK\$55 million (2018: HK\$5 million), which comprised of bank interest expense and interest on lease liabilities. Please note that the interest on lease liabilities of HK\$49 million was due to the adoption of HKFRS 16, under which the Group (as lessee in numerous tenancy agreements) recognizes the imputed interest expense accrued on the outstanding balance of the lease liabilities. If excluding the impact of HKFRS 16, the expense would have been HK\$6 million.

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EBITDA

EBITDA為11.83億港元(2018年：8.21億港元)，增長44.1%，主要由於採納香港財務報告準則第16號。根據香港財務報告準則第16號，使用權資產折舊及租賃負債的估算利息費用代替了先前於合併利潤表中記載的經營租賃費用。倘撇除香港財務報告準則第16號之影響，EBITDA則下降27.6%。

所得稅

所得稅為1.16億港元(2018年：1.42億港元)，實際稅率為28.6%(2018年：20.8%)。倘撇除採納香港財務報告準則第16號之影響，實際稅率則為23.7%。此增加主要由於本集團在各地的經營收益與損失與去年不同。

本公司股東應佔除所得稅後溢利

股東應佔溢利下跌52.1%，如表6所示。淨利潤率下降4.0個百分點至4.7%，倘撇除香港財務報告準則第16號之影響，淨利潤率則下降2.7個百分點。上文所述已列舉原因。

表6：股東應佔溢利變動分析

(以百萬港元為單位)

已報告2018年股東應佔溢利	Reported 2018 PATS	480
中東	The Middle East	37
南韓	South Korea	3
亞太其他地區	The rest of Asia Pacific	(27)
對海外加盟商／附屬公司之批發銷售額	Wholesale sales to overseas franchisees/subsidiaries	(30)
大中華	Greater China	(247)
所得稅、非控制性權益、 融資費用及總部費用	Income taxes, non-controlling interests, finance expense and headquarter expense	15
2019年末計貨幣換算差額之股東應佔溢利	2019 PATS without currency translation difference	231
貨幣換算差額	Currency translation difference	(1)
已報告2019年股東應佔溢利	Reported 2019 PATS	230

EBITDA

EBITDA was HK\$1,183 million (2018: HK\$821 million), an improvement of 44.1%, due to the adoption of HKFRS 16. Under HKFRS 16, depreciation on the right-of-use assets and imputed interest expense on lease liabilities replace the operating lease expense previously recorded in the consolidated income statement. If not for the impact of HKFRS 16, the EBITDA would have decreased by 27.6%.

Income taxes

Income taxes amounted to HK\$116 million (2018: HK\$142 million), representing an effective tax rate of 28.6% (2018: 20.8%). If excluding the impact on the adoption of HKFRS 16, the effective tax rate would be 23.7%. The increase is mainly due to a change in the distribution of profits and losses suffered by the Group's entities operating in various locations.

Profit after income taxes attributable to shareholders of the Company

PATS decreased by 52.1%, as shown in Table 6. Net margin was 4.7%, a decrease of 4.0 percentage points, but would have been down by 2.7 percentage points if excluding the impact of HKFRS 16. The preceding commentaries cite the reasons.

Table 6: Analysis of change in PATS

(In HK\$ million)

已報告2018年股東應佔溢利	Reported 2018 PATS	480
中東	The Middle East	37
南韓	South Korea	3
亞太其他地區	The rest of Asia Pacific	(27)
對海外加盟商／附屬公司之批發銷售額	Wholesale sales to overseas franchisees/subsidiaries	(30)
大中華	Greater China	(247)
所得稅、非控制性權益、 融資費用及總部費用	Income taxes, non-controlling interests, finance expense and headquarter expense	15
2019年末計貨幣換算差額之股東應佔溢利	2019 PATS without currency translation difference	231
貨幣換算差額	Currency translation difference	(1)
已報告2019年股東應佔溢利	Reported 2019 PATS	230

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市場分析

以下之具體市場意見以當地貨幣為單位，倘若是以港元為單位，則根據固定匯率，以撇除因換算財務報表所產生之扭曲。有關數字尚未撇除非當地貨幣進口產品成本之影響。

大中華

表7：大中華地區

		已刊發 As published				僅供參考 For reference only			
		2019		2018		2019			
(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	根據香港 財務報告 準則第16號 呈報 Reported under HKFRS 16	佔銷售額 百分比 % to sales	根據香港 會計準則 第17號 呈報 Reported under HKAS 17	佔銷售額 百分比 % to sales	變動 Change	根據香港 會計準則 第17號 呈報 Reported under HKAS 17	變動 Change	
總銷售額	Total sales	2,410	100.0%	2,923	100.0%	(17.6%)	2,410	(17.6%)	
毛利	Gross profit	1,403	58.2%	1,753	60.0%	(20.0%)	1,403	(20.0%)	
經營費用	Operating expense	(1,406)	(58.3%)	(1,514)	(51.8%)	(7.1%)	(1,381)	(8.8%)	
經營溢利	Operating profit	16	0.7%	263	9.0%	(93.9%)	40	(84.8%)	
融資費用	Finance expense	(17)	(0.7%)	-	-	不適用N/A	-	不適用N/A	
除所得稅前溢利	Profit before income tax	-	0.0%	263	9.0%	(100.0%)	40	(84.8%)	
可比較門市銷售額增長率	CSS growth	(14.6%)		0.8%					
可比較門市毛利增長率	CSGP growth	(16.4%)		0.1%					
年末門市數目	Stores at year end	1,172		1,213		(41)			

各種綜合因素影響了我們的大中華業務，尤其在中國大陸和香港。儘管中美貿易糾紛限制了經濟增長，但異常暖冬也嚴重阻礙了我們的厚外套銷售。而2019年下半年持續的社會事件，香港的零售額因此急劇下降。中國暫停赴台個人遊對當地的旅遊業務也產生了負面影響。從長遠來看，電子商務和特許經營將繼續是我們在大中華的兩個主要業務推動力。本集團將繼續向我們的網上渠道分配更多資源，這在一定程度上能緩解宏觀環境對實體店的負面影響。

ANALYSIS BY MARKET

The following comments are in local currencies or, if in HK\$, are at constant exchange rates to remove distortions from the translation of financial statements. These figures have not removed the impact on imported product costs contracted at non-local currencies.

Greater China

Table 7: Greater China region

		已刊發 As published				僅供參考 For reference only			
		2019		2018		2019			
(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	根據香港 財務報告 準則第16號 呈報 Reported under HKFRS 16	佔銷售額 百分比 % to sales	根據香港 會計準則 第17號 呈報 Reported under HKAS 17	佔銷售額 百分比 % to sales	變動 Change	根據香港 會計準則 第17號 呈報 Reported under HKAS 17	變動 Change	
總銷售額	Total sales	2,410	100.0%	2,923	100.0%	(17.6%)	2,410	(17.6%)	
毛利	Gross profit	1,403	58.2%	1,753	60.0%	(20.0%)	1,403	(20.0%)	
經營費用	Operating expense	(1,406)	(58.3%)	(1,514)	(51.8%)	(7.1%)	(1,381)	(8.8%)	
經營溢利	Operating profit	16	0.7%	263	9.0%	(93.9%)	40	(84.8%)	
融資費用	Finance expense	(17)	(0.7%)	-	-	不適用N/A	-	不適用N/A	
除所得稅前溢利	Profit before income tax	-	0.0%	263	9.0%	(100.0%)	40	(84.8%)	
可比較門市銷售額增長率	CSS growth	(14.6%)		0.8%					
可比較門市毛利增長率	CSGP growth	(16.4%)		0.1%					
年末門市數目	Stores at year end	1,172		1,213		(41)			

A combination of factors have significantly affected our Greater China business, especially in Mainland China and Hong Kong. While the Sino-US trade dispute curtailed economic growth, unseasonably warm weather also drastically hampered the sales of our heavy jackets. Retail sales in Hong Kong plummeted due to protracted social events in the second half of 2019. China's ban on solo travels to Taiwan negatively affected the local tourism business. In the long term, however, e-commerce and franchising will continue to be our two main business drivers for Greater China. The Group will continue to allocate more resources towards our online channels, which have partially cushioned the negative impact on physical stores due to the macro-environment.

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表8：大中華地區－按市場劃分

Table 8: Greater China region – by market

(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	銷售額			可比較門市 銷售額增長率		可比較門市 毛利增長率		年末門市數目	
		2019	2018	變動	2019	2018	2019	2018	2019	2018
中國大陸	Mainland China	1,038	1,293	(19.7%)	(15.1%)	(0.9%)	(19.5%)	(2.5%)	902	937
香港及澳門	Hong Kong and Macau	772	959	(19.5%)	(16.1%)	3.1%	(16.5%)	1.9%	73	76
台灣	Taiwan	600	671	(10.6%)	(11.3%)	1.2%	(11.1%)	1.7%	197	200
總數	Total	2,410	2,923	(17.6%)	(14.6%)	0.8%	(16.4%)	0.1%	1,172	1,213

亞太其他地區

The rest of Asia Pacific

表9：亞太其他地區

Table 9: The rest of Asia Pacific region

(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	已刊發				僅供參考			
		As published				For reference only			
		2019		2018		2019		2019	
		根據香港 財務報告 準則第16號 呈報		根據香港 會計準則 第17號 呈報		根據香港 會計準則 第17號 呈報			
		Reported under HKFRS 16	佔銷售額 百分比 % to sales	Reported under HKAS 17	佔銷售額 百分比 % to sales	變動 Change	Reported under HKAS 17	變動 Change	
總銷售額	Total sales	1,575	100.0%	1,623	100.0%	(3.0%)	1,575	(3.0%)	
毛利	Gross profit	932	59.2%	968	59.6%	(3.7%)	932	(3.7%)	
經營費用	Operating expense	(737)	(46.8%)	(744)	(45.8%)	(0.9%)	(744)	持平Flat	
經營溢利	Operating profit	206	13.1%	233	14.4%	(11.6%)	199	(14.6%)	
融資費用	Finance expense	(23)	(1.5%)	-	-	不適用N/A	-	不適用N/A	
除所得稅前溢利	Profit before income tax	184	11.7%	233	14.4%	(21.0%)	199	(14.6%)	
可比較門市銷售額增長率	CSS growth	(7.2%)		0.3%					
可比較門市毛利增長率	CSGP growth	(6.9%)		(0.2%)					
年末門市數目	Stores at year end	597		606		(9)			

中美貿易糾紛的餘波也影響了我們東南亞地區業務，尤其是在新加坡和馬來西亞。印尼的整體可比較門市銷售額和可比較門市毛利持續增長，這主要由於非Giordano品牌令人滿意之表現。

The repercussions of the Sino-US trade dispute also affected our businesses in the Southeast Asia region, especially in Singapore and Malaysia. Indonesia continued to record a growth in overall CSS and CSGP, mainly attributable to the satisfactory performance of our non-Giordano brands.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

表10：亞太其他地區－按市場劃分

Table 10: The rest of Asia Pacific region – by market

		銷售額 Sales			可比較門市 銷售額增長率 CSS growth		可比較門市 毛利增長率 CSGP growth		年末門市數目 Stores at year end	
		2019	2018	變動 Change	2019	2018	2019	2018	2019	2018
(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)									
印尼	Indonesia	625	585	6.8%	(3.0%)	3.6%	(1.9%)	0.8%	238	249
泰國	Thailand	345	360	(4.2%)	(6.9%)	1.1%	(5.4%)	2.7%	172	169
新加坡	Singapore	274	312	(12.2%)	(10.2%)	(2.2%)	(10.9%)	(4.3%)	42	43
馬來西亞	Malaysia	182	201	(9.5%)	(13.7%)	(5.2%)	(14.3%)	(1.7%)	95	93
越南	Vietnam	90	89	1.1%	(3.7%)	不適用N/A	(3.5%)	不適用N/A	41	39
澳洲	Australia	48	65	(26.2%)	3.3%	11.4%	(1.0%)	9.4%	7	11
柬埔寨	Cambodia	11	11	持平Flat	不適用N/A	(8.2%)	不適用N/A	(8.4%)	2	2
總數	Total	1,575	1,623	(3.0%)	(7.2%)	0.3%	(6.9%)	(0.2%)	597	606

中東

The Middle East

表11：中東

Table 11: The Middle East

		已刊發 As published				僅供參考 For reference only			
		2019		2018		2019			
		根據香港 財務報告 準則第16號 呈報 Reported under HKFRS 16		根據香港 會計準則 第17號 呈報 Reported under HKAS 17		根據香港 會計準則 第17號 呈報 Reported under HKAS 17			
(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	估銷售額 百分比 % to sales	估銷售額 百分比 % to sales	估銷售額 百分比 % to sales	估銷售額 百分比 % to sales	變動 Change	變動 Change	變動 Change	變動 Change
總銷售額	Total sales	662	100.0%	636	100.0%	4.1%	662	4.1%	
毛利	Gross profit	428	64.7%	393	61.8%	8.9%	428	8.9%	
經營費用	Operating expense	(307)	(46.4%)	(307)	(48.3%)	持平Flat	(313)	2.0%	
經營溢利	Operating profit	123	18.6%	86	13.5%	43.0%	118	37.2%	
融資費用	Finance expense	(10)	(1.5%)	-	-	不適用N/A	-	不適用N/A	
除所得稅前溢利	Profit before income tax	114	17.2%	86	13.5%	32.6%	118	37.2%	
可比較門市銷售額增長率	CSS growth	4.5%		(5.0%)					
可比較門市毛利增長率	CSGP growth	3.6%		(11.0%)					
年末門市數目	Stores at year end	181		182		(1)			

集團成功扭轉了中東業務，經營溢利增長了43%。這全賴改進的商品組合和嚴格的存貨管理，因此減少了促銷活動，從而扭轉局面。替代供應來源也有助於降低平均產品成本。通過加大營銷力度將進一步加強中東的積極勢頭。

The Group successfully turned around the Middle East business, with operating profit up by 43%. The turnaround was due to the improved merchandising mix and disciplined inventory management, leading to fewer promotional activities. Alternative supply sources also helped reduce the average product cost. The positive momentum in the Middle East will continue by further strengthening through heightened marketing efforts.

管理層之論述及分析

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南韓（一間由獨立管理團隊管理之擁有48.5%權益的合營公司）

South Korea (a 48.5% joint venture under an independent management team)

表12：南韓

Table 12: South Korea

(以百萬韓圓為單位)	(In Korean Won million)	佔銷售額百分比		佔銷售額百分比		變動 Change
		2019	% to sales	2018	% to sales	
總銷售額	Total sales	205,138	100.0%	205,582	100.0%	(0.2%)
毛利	Gross profit	118,482	57.8%	122,073	59.4%	(2.9%)
淨利潤	Net profit	19,394	9.5%	18,532	9.0%	4.7%
應佔溢利	Share of profit	9,406		8,988		4.7%
可比較門市銷售額增長率	CSS growth	2.3%		(1.6%)		
可比較門市毛利增長率	CSGP growth	0.9%		0.5%		
年末門市數目	Stores at year end	175		186		(11)

南韓的可比較門市銷售額和可比較門市毛利均有小幅增長，淨利潤增加乃受惠於更好的成本控制及關閉表現欠佳之門市。

South Korea reported a small growth in both CSS and CSGP, with net profit increase due to improved cost control and closure of non-performing stores.

對海外加盟商之批發銷售額

Wholesale sales to overseas franchisees

表13：海外加盟商之門市數目

Table 13: Store numbers of overseas franchisees

按市場劃分	By market	於12月31日 At December 31	
		2019	2018
南韓	South Korea	175	186
東南亞	Southeast Asia	229	224
其他市場	Other markets	21	15
門市總數	Total stores	425	425

對海外加盟商之批發銷售額減少22.9%至2.52億港元(2018年：3.27億港元)。全球市場的不確定因素影響了我們在不同地區的加盟商之銷售額，從而影響了我們的批發業績。儘管為了我們的長遠財務狀況，我們收緊對加盟商的信貸政策管理亦導致批發銷售額減少。管理層繼續堅持不懈地拓展我們在核心市場以外之加盟及批發業務之版圖。例如，我們在毛里求斯的加盟商已在本年度下半年開設了四家門市。雖然初始規模不大，惟該等新發展市場將會在中長期產生回報。

Wholesales to overseas franchisees decreased by 22.9% to HK\$252 million (2018: HK\$327 million). Uncertainties in the global economy have affected the sales of our franchisees in various regions, which in turn have affected our wholesales performance. The tightening of our credit policy towards franchisees has also led to lower wholesale sales, although this is for the sake of our long term financial position. Management continued to persevere in expanding our franchise and wholesale footprint outside of our core markets. For instance, our franchisee in Mauritius opened four stores in the second half of the year. Though initially small, these newly developed markets will reap rewards in the medium to long run.

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MANAGEMENT DISCUSSION AND ANALYSIS

財務狀況

流動資金及財務資源

儘管年內銷售下跌，本集團之財務狀況仍然穩健。於2019年12月31日，現金及銀行結存(扣除銀行貸款後)為9.94億港元(2018年：10.17億港元)，輕微減少2.3%。扣除銀行貸款後之現金及銀行結存的四個主要來源及用途為(i)從經營業務所得之10.68億港元現金流入；(ii)資本開支投資7,600萬港元；(iii)向股東及非控制性權益支付股息4.73億港元；及(iv)租賃支出之本金部分之付款5.07億港元。

短期銀行借貸為2.65億港元(2018年：2.98億港元)，及為旨在利用該地區銀行之間的利率差異來提高收益率之一項金融工具。本集團之槓桿比率(按借貸總額減去現金及銀行結存後與本公司股東應佔權益之比率計算)為-0.4(2018年：-0.4)。於2019年12月31日，本集團之流動比率為1.4(2018年：2.5)。

物業、機器及設備

於本年度，資本開支為7,600萬港元(2018年：8,400萬港元)，主要用於門市升級。管理層將繼續投資現有店舖環境升級，尤其是在香港及澳門，以提升我們的品牌形象。

商譽及授出認沽期權負債

商譽及授出認沽期權負債來自2012年及2015年收購中東業務。我們已進行年度減值測試並認為商譽於2019年財政年度並無減值。

年內，本集團已與Giordano Fashions L.L.C. (「Giordano UAE」)，Giordano Fashions Co. W.L.L. (「Giordano KW」)及GIO Fashions W.L.L. (「Giordano QA」)的非控股股東訂立協議，以收購該等公司的餘下權益。有關認沽期權負債6,200萬港元已於先前確認並相應地失效。

於合營公司之權益

於合營公司之權益包括48.5%於南韓合營公司之權益。結餘於年內變動1,400萬港元乃由於我們應佔溢利6,300萬港元被已收股息及貨幣換算差額抵銷所致。

FINANCIAL POSITION

Liquidity and financial resources

Despite the sales decline during the year, the Group's financial position remains strong. On December 31, 2019, the cash and bank balance net of bank loans was HK\$994 million (2018: HK\$1,017 million), representing a slight decrease of 2.3%. The four primary sources and uses of the cash and bank balances, net of bank loans, are (i) HK\$1,068 million cash inflow from operating activities; (ii) HK\$76 million investment in capital expenditure; (iii) HK\$473 million dividend payment to shareholders and non-controlling interests; and (iv) HK\$507 million payment for principal elements of lease payments.

The short-term bank borrowings amounted to HK\$265 million (2018: HK\$298 million) and was a financial instrument designed to leverage interest rate differentials among banks in the region for yield enhancement. The Group's gearing ratio, defined as the ratio of total borrowings less cash and bank balances to equity attributable to owners of the Company, was -0.4 (2018: -0.4). As of December 31, 2019, the Group's current ratio was 1.4 (2018: 2.5).

Property, plant and equipment

During the year, our capital expenditure was HK\$76 million (2018: HK\$84 million), mainly incurred to upgrade our stores. Management will continue to invest in our shop ambience to strengthen our brand image, especially in Hong Kong and Macau.

Goodwill and put option liability

The goodwill and put option liability stems from the acquisition of the Middle East operations in the years of 2012 and 2015. We have carried out annual impairment tests and concluded that there was no impairment to goodwill in the 2019 financial year.

During the year, the Group has entered into agreements with the non-controlling shareholders of Giordano Fashions L.L.C. ("Giordano UAE"), Giordano Fashions Co. W.L.L. ("Giordano KW") and GIO Fashions W.L.L. ("Giordano QA") to acquire the remaining interests in these companies. The associated put option liabilities of HK\$62 million which were previously recognized have, accordingly, lapsed.

Interests in joint ventures

Interest in joint ventures comprises a 48.5% interest in the South Korea joint venture. The change in HK\$14 million during the year derives from our share of profit in the sum of HK\$63 million, offset by dividends received and currency translation difference.

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存貨

本集團於2019年12月31日之存貨為5.48億港元(2018年：5.52億港元)。存貨流轉日數增加11日至100日。存貨流轉日數增加乃主要由於銷售下跌及提早收取農曆新年訂單。

在供應商及加盟商之存貨並非我們的法律責任。儘管如此，本集團有責任地跟進供應商及加盟商之存貨水平，以確保並無累積過多的「資產負債表外」存貨。南韓存貨增加旨在滿足近期銷售。中國大陸加盟商持有的存貨明顯減少乃由於有效的存貨管理。供應商之製成貨品顯著下跌55.6%。我們的系統存貨按年減少5.0%。

表14：系統存貨

		於12月31日	
		At December 31	
(以百萬港元為單位)	(In HK\$ million)	2019	2018
本集團持有之存貨	Inventories held by the Group	548	552
擁有48.5%權益的南韓合營公司	Inventories held by 48.5%		
持有之存貨	South Korea joint venture	196	200
中國大陸加盟商持有之存貨	Inventories held by franchisees		
	in Mainland China	73	94
供應商之製成貨品	Finished goods at suppliers		
(未付運)	(not yet shipped)	12	27
系統存貨總額	Total system inventories	829	873

應收及應付賬款

本集團監控應收賬款之可收回性，以降低壞賬風險。截至2019年12月31日止年度，應收賬款流轉日數為45日，與去年相比減少14日。減少的原因是我們對第三方收緊了信貸政策。於年內，應付賬款流轉日數增加5日至25日。此水平與我們供應商授予之信貸期相符，亦證明本集團協助供應商管理現金流狀況的良好意願。

Inventories

Group inventories on December 31, 2019, were HK\$548 million (2018: HK\$552 million). ITOC increased by 11 days to 100 days. The increase in ITOC is primarily due to a decline in sales and the early receipt of Chinese New Year orders.

Inventories at suppliers and franchisees are not our legal liabilities. Despite this, the Group responsibly tracks their levels to ensure that we do not build up excessive 'off-balance sheet' inventories. An increase in inventories in South Korea was to meet the recent sales. Stocks held by franchisees in Mainland China decreased significantly due to effective inventory management. Finished goods at suppliers significantly dropped by 55.6%. Our system inventories had reduced by 5.0% YOY.

Table 14: System inventories

Trade receivables and payables

The Group monitors the recoverability of trade receivables to mitigate bad debt risks. Trade receivable turnover days for the year ended December 31, 2019, were 45 days, a decrease of 14 days as compared to last year. The reduction stems from the tightening of our credit policy to third parties. Trade payable turnover days increased by 5 days to 25 days during the year. The result is in line with the credit period granted by our suppliers, but also demonstrates the Group's good faith in assisting our suppliers' cash flow situation.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

資產質押

於2019年及2018年12月31日，本集團並無質押任何資產。

或然負債

於2019年及2018年12月31日並無任何或然負債。

外匯風險

本集團主要面對向使用人民幣之供應鏈進行採購以及相關集團企業以本地貨幣列值之銷售收益所產生之外匯風險。已確認資產及負債產生之外匯風險數額較小。此乃由於本集團通常會盡快結算相關集團企業以功能貨幣以外貨幣列值之結餘，以令結算日期之未結算外幣款項降至最低。管理層定期監控本集團之外匯風險。本集團並無使用金融工具進行對沖。倘預期相關外幣會出現較大波動，本集團則可能會使用遠期外匯合約。

股息

於2018年11月8日，本公司採納股息政策（「股息政策」）。股息政策旨在為透過派付股息及股份回購向其股東回饋剩餘現金。根據股息政策，本公司一直將其大部分盈餘用於派付普通股息，至於派息金額則經考慮手頭現金、未來投資需要以及營運資金等因素而有所不同。

經考慮經濟前景、本集團之財務狀況、其未來擴展計劃及其他因素後，董事會建議截至2019年12月31日止年度之末期股息為每股4.4港仙（2018年：每股16.5港仙）。連同於2019年9月20日派付之中期股息每股10.2港仙（2018年：每股17.0港仙），2019年之股息總額為每股14.6港仙（2018年：每股33.5港仙），相當於2019年每股盈利之100%（2018年：110%）。待我們的股東於本公司應屆股東周年大會上批准後，末期股息將於2020年6月19日（星期五）向於2020年6月4日（星期四）名列於本公司股東名冊上之股東派付。

Pledge of assets

The Group did not pledge any assets as of December 31, 2019, and 2018.

Contingent liabilities

There were no contingent liabilities as of December 31, 2019 and 2018.

Foreign exchange risk

The Group faces foreign exchange risk mainly arising from purchases from a Renminbi-based supply chain and sales proceeds in local currencies of the relevant Group entities. Foreign exchange risk arising from recognized assets and liabilities is insignificant. The Group promptly settles balances denominated in currencies other than the functional currency of the relevant Group entity, leaving minimal outstanding foreign currency position at the balance sheet date. Management regularly monitors foreign exchange risks to the Group. The Group does not employ financial instruments for hedging purposes. The Group may use forward foreign exchange contracts if it anticipates fluctuations in the relevant foreign currencies.

Dividend

The Company has adopted a dividend policy on November 8, 2018 (the “Dividend Policy”). The Dividend Policy aims to return surplus cash to its shareholders through the payment of dividends and share repurchase. In line with the Dividend Policy, the Company has been paying a substantial portion of its earnings as an ordinary dividend, the amount of which may vary depending on cash on hand, future investment requirements and working capital considerations.

Having considered the economic outlook, the Group’s financial position, its future expansion plans and other factors, the Board has recommended a final dividend of 4.4 HK cents per share (2018: 16.5 HK cents per share) for the year ended December 31, 2019. Together with the interim dividend of 10.2 HK cents per share (2018: 17.0 HK cents per share) paid on September 20, 2019, total 2019 dividend would amount to 14.6 HK cents per share (2018: 33.5 HK cents per share), representing a payout of 100% of 2019 earnings per share (2018: 110%). Subject to the approval of our shareholders at the forthcoming annual general meeting of the Company, the final dividend will be payable on Friday, June 19, 2020 to shareholders whose names appear on the register of members of the Company on Thursday, June 4, 2020.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

展望

年初的新型冠狀病毒病大流行損害了上半年的區域零售業務，尤其是中國及香港。疫情爆發適逢傳統農曆新年購物潮，將令本集團年度業績雪上加霜。我們預期新型冠狀病毒大流行將於今年第一季度持續對我們的業務造成嚴重影響。中美貿易糾紛及地區社會事件等2019年的遺留問題，仍會嚴重影響2020年的前景。

然而，憑藉穩健的品牌定位及優質的商品，管理層有信心戰勝未來的挑戰。管理層將在策略與行動上雙管齊下，進一步加強本集團的財務狀況。現金流管理方面，管理層將追討逾期債務，收緊信貸政策，以達致減少應收賬款。存貨管理方面，本集團促進區域間現貨之調撥及重新分配，同時管理層亦削減或延遲採購以避免存貨過剩。嚴格把控成本對長期可持續性發展而言亦至關重要。因此，管理層及區域主管將積極爭取減租及優惠，削減其他間接成本。

本集團將對中國內地及香港採取更為謹慎的態度。與此相反，管理層準備更積極拓展海外市場，尤其是中東及東南亞地區的發展中市場，如印尼及越南。

地域方面，本集團將把握機會，於發展中國家擴展門市。近年來，本集團在尋求合適的特許經營合作夥伴方面已取得顯著成效。除蒙古、南非及法國外，我們目前已在毛里求斯、非洲大陸及印度獲得新的加盟商。

電子商務方面，管理層將與既有線上渠道合作，加快現有市場發展。過往經驗證明與當地第三方電子商務平台開展合作取得成功。

OUTLOOK

The spreading of the COVID-19 pandemic at the beginning of the year undermined regional retail businesses in the first half, especially in China and Hong Kong. The outbreak's proximity to the traditional Lunar New Year buying spree will exacerbate the negative impact on the Group's annual performance. We expect the coronavirus pandemic to continue affecting our business significantly in the first quarter of the year. The remnant issues of 2019, such as the Sino-US trade disputes and regional social events, are still material in affecting the outlook for 2020.

Nevertheless, with a secure brand position and quality merchandise, Management is confident of overcoming the challenges ahead. Management will further strengthen the Group's financial position through a combination of strategies and actions. In terms of cash flow management, Management targets to reduce account receivables by retrieving overdue debts and tightening our credit policy. On inventory management, the Group has been diverting and redistributing ready garments between regions, while Management has either cut or postponed purchases to avoid inventory glut. Stringent cost control is also critical for long term sustainability. Thus, Management and regional heads will aggressively pursue rental reductions and concessions, as well as reduce other overhead costs.

The Group will take a more cautious approach in Mainland China and Hong Kong. In contrast, Management is prepared to adopt a more aggressive approach towards overseas markets, especially in the Middle East and the developing markets in the Southeast Asia regions, such as Indonesia and Vietnam.

Geographically, the Group will seize opportunities for store expansion in developing countries. The Group made significant progress in search of compatible franchise partners in recent years. In addition to Mongolia, South Africa and France, we have now secured new franchises in Mauritius, Continental Africa and India.

On e-commerce, Management will expedite the development in our existing markets by partnering with established online channels. The cooperation with local third party e-platforms has proven successful in the past.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

人才管理仍為我們商業策略的一個重要層面。改革後的速成管理人員計劃取得成效，如今畢業生均在其各自崗位上各司其職。管理層將推行工作輪崗，讓畢業生全面接觸業務運作，累積更多經驗及責任感，為其晉升管理崗位鋪路。

危機與機遇並存。面對2020年的重重阻礙，管理層將堅定不移，積極振興公司業務，為股東創造更多價值。憑藉強勁的財務狀況及實施成本控制措施，管理層相信本集團定能乘風破浪，渡過難關。

其他資料

人力資源

於2019年12月31日，本集團約有7,900名僱員（2018年12月31日：8,200名）。本集團為各階層員工提供具競爭力之薪酬待遇，並發放按目標為本計算之優厚花紅。我們向高級管理人員提供與表現掛鉤之花紅計劃及購股權，以酬謝及保留優秀幹練之管理團隊。我們亦投放大量資源於銷售及客戶服務培訓、管理、規劃及領導才能發展，以保留具有技術且主動貢獻之工作團隊。

Talent management will remain an essential aspect of our business strategy. The restructured Fast-Track Management Scheme paid off as graduates now shine in respective executive positions. Management will devise various job rotations to expose graduates to all disciplines of business operations, paving the way for their promotion to management roles with greater exposure and responsibility.

Crisis creates opportunities. In the face of numerous obstacles in 2020, Management will take a decisive and positive approach to rejuvenate our operations to create more value for our shareholders. With a robust financial position and cost control measures in place, Management believes that the Group will persevere and weather the storm.

OTHER INFORMATION

Human Resources

At December 31, 2019, the Group had approximately 7,900 employees (December 31, 2018: 8,200). The Group offers competitive remuneration packages and generous, goal-oriented bonuses targeted to different levels of staff. We offer senior managers performance-based bonus schemes and share options to reward and retain a high calibre leadership team. We also invest heavily in training in sales and customer service, management, planning and leadership development to retain a skilled and motivated workforce.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

劉國權博士(主席兼行政總裁)，現年67歲，為本集團主席兼行政總裁。彼亦為本公司管理委員會及提名委員會主席及薪酬委員會成員。彼於1987年加入本集團，並於1994年2月8日成為行政總裁，同年8月10日獲選為本公司董事會主席。彼亦為本集團若干子公司之董事。

劉博士現出任Fairwood Holdings Limited大快活集團有限公司*之獨立非執行董事，該公司於香港聯合交易所有限公司(「聯交所」)上市。劉博士現為香港城市大學(「城大」)商學院兼任教授及香港浸會大學(「浸大」)商學院顧問委員會外部成員。他曾出任香港理工大學(「理大」)管理及市場學系顧問委員會之主席。

劉博士持有理大工商管理博士學位、加拿大卡加里大學工商管理碩士學位及香港大學佛學碩士學位。於加入本集團前，劉博士於加拿大之私營及公營機構有超過12年的管理及會計經驗。

陳嘉緯博士(執行董事)，現年43歲，於2000年1月加入本集團，並分別於2014年6月20日及2015年4月1日獲委任為本公司執行董事及首席營運官。彼為本公司管理委員會成員及本集團多間子公司及合營公司之董事。陳博士負責本集團中國大陸業務，同時指導本集團的營運，以達致預算和其他財務目標，並且制訂目標、調配資源和評估政策，以推動本集團的業務表現。陳博士在服裝零售經銷業務及市場推廣已累積超逾18年經驗。

陳博士為澳洲會計師公會會員。彼持有理大工商管理博士學位及、城大環球企業管理文學碩士學位及浸大會計碩士學位。

Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive), aged 67, is the Group's Chairman and Chief Executive. He is also chairman of the Management Committee and Nomination Committee and a member of the Remuneration Committee of the Company. He joined the Group in 1987, became the Chief Executive on February 8, 1994, and was elected Chairman of the Board of the Company on August 10 in the same year. He is also a director of certain subsidiaries of the Group.

Dr. LAU is also an independent non-executive director of Fairwood Holdings Limited, which is listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Dr. LAU is currently an adjunct professor of the College of Business at City University of Hong Kong ("CityU") and an external member of the School of Business Advisory Committee of Hong Kong Baptist University ("HKBU"). He was previously the chairman of the Advisory Committee on Management and marketing at the Hong Kong Polytechnic University ("PolyU").

Dr. LAU holds a Doctorate degree in Business Administration from PolyU, a MBA degree from the University of Calgary in Canada and a Master of Buddhist Studies from The University of Hong Kong. Dr. LAU had over 12 years of management and accounting experience in both the private and public sectors in Canada before joining the Group.

Dr. CHAN Ka Wai (Executive Director), aged 43, joined the Group in January 2000 and was appointed as an Executive Director and the Chief Operating Officer of the Company on June 20, 2014 and April 1, 2015, respectively. He is a member of the Management Committee of the Company and also a director of various subsidiaries and joint ventures of the Group. Dr. CHAN is responsible for the Group's Mainland China business while directing the Group's operations to meet budget and other financial goals, as well as establishing goals, allocating resources and assessing policies to drive the Group's performance. Dr. CHAN has over 18 years of experience in the apparel retailing and marketing business.

Dr. CHAN is a member of Certified Practicing Accountant Australia. He holds a Doctorate degree in Business Administration from PolyU, a Master of Arts in Global Business Management from CityU and a Master of Accountancy from HKBU.

* 僅供識別

* For identification purpose only

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

羅學文先生(執行董事)，現年41歲，自2013年9月加入本集團，並於2017年3月9日獲委任為執行董事。羅先生現為本公司之集團法律總監、公司秘書及集團人力資源總監。彼監督本集團法律、監管、合規、企業管治、人力資源及人材發展事宜。羅先生亦為本公司風險管理委員會主席及管理委員會成員，以及本集團多間附屬公司及合營公司之董事及公司秘書。目前，羅先生亦負責開拓新海外市場，以及品牌與產品的發展。

羅先生於2007年獲認許香港大律師資格，並為英國特許仲裁員協會會員。彼畢業於英國威爾斯亞伯里斯威斯大學，獲頒授法律學榮譽學士，並獲城大頒授仲裁及爭議解決學文學碩士(優異)及法學專業證書。彼為上市公司處理包括監管及合規事宜、收購合併、合資及其他商業法律事項，以至勞工及海商法等事項擁有18年以上之經驗。

鄭志剛博士JP(非執行董事)，現年40歲，於2012年5月22日獲委任為非執行董事。鄭博士曾擔任新世界發展有限公司(「新世界發展」)執行董事兼聯席總經理，並於2017年3月1日升任為執行副主席兼總經理。彼亦為新世界百貨中國有限公司、周大福珠寶集團有限公司及新創建集團有限公司之執行董事，以及為新世紀醫療控股有限公司之非執行董事，該等公司均為於聯交所上市。鄭博士曾為新世界中國地產有限公司之執行董事，並於2020年2月1日升任為行政主席，該公司曾為香港上市公眾公司，直至2016年8月4日除牌。彼曾為國際娛樂有限公司之執行董事、現代傳播控股有限公司之非執行董事兼副主席、有線寬頻通訊有限公司之非執行董事，分別直至2017年6月10日、2017年8月26日及2019年7月2日辭任，該等公司均為於聯交所上市。鄭博士為本公司主要股東周大福(控股)有限公司及其附屬公司周大福企業有限公司之董事。彼亦為新世界集團慈善基金有限公司主席。鄭博士於2006年9月加入新世界發展前，曾任職於某大國際銀行，具有豐富企業融資經驗。

Mr. Mark Alan LOYND (*Executive Director*), aged 41, has been with the Group since September 2013 and was appointed as an Executive Director on March 9, 2017. Mr. LOYND is currently the General Counsel, Company Secretary and Group Human Resources Director of the Company. He oversees legal, regulatory, compliance, corporate governance, human resources and talent development affairs of the Group. Mr. LOYND is also chairman of the Risk Management Committee and a member of the Management Committee of the Company as well as director and company secretary of various subsidiaries and joint ventures of the Group. Currently, Mr. LOYND is also responsible for the development of new overseas markets as well as brand and product development.

Mr. LOYND was called to the Bar in Hong Kong in 2007 and is a Member of the Chartered Institute of Arbitrators in London, the United Kingdom. He holds a Bachelor of Laws (Hons) from Aberystwyth University in the United Kingdom as well as a Master of Arts in Arbitration and Alternative Dispute Resolution (with distinction) and a Postgraduate Certificate in Laws, both from CityU. He possesses over 18 years of experience in handling regulatory and compliance matters for listed companies, mergers and acquisitions, joint ventures and other commercial law affairs, as well as labour and maritime law issues.

Dr. CHENG Chi Kong JP (*Non-executive Director*), aged 40, was appointed as a Non-executive Director on May 22, 2012. Dr. CHENG was executive director and joint general manager of New World Development Company Limited ("NWD") and has been re-designated to executive vice-chairman and general manager with effect from March 1, 2017. He is also an executive director of New World Department Store China Limited, Chow Tai Fook Jewellery Group Limited and NWS Holdings Limited, and a non-executive director of New Century Healthcare Holding Co. Limited, all of which are listed on the Stock Exchange. Dr. CHENG was an executive director of New World China Land Limited, and has been appointed as executive chairman since February 1, 2020, which was a listed public company in Hong Kong until its delisting on August 4, 2016. He was an executive director of International Entertainment Corporation, a non-executive director and vice chairman of Modern Media Holdings Limited and a non-executive director of i-CABLE Communications Limited, all of which are listed on the Stock Exchange, up to his resignation on June 10, 2017, August 26, 2017 and July 2, 2019, respectively. Dr. CHENG is a director of a substantial shareholder of the Company, Chow Tai Fook (Holding) Limited and its subsidiary, Chow Tai Fook Enterprises Limited. He is also the chairman of New World Group Charity Foundation Limited. Dr. CHENG worked in a major international bank prior to joining NWD in September 2006 and has substantial experience in corporate finance.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄭博士持有哈佛大學文學士學位(優等成績)，並獲薩凡納藝術設計學院頒授榮譽博士學位。

鄭博士目前擔任中華全國青年聯合會副主席、中國人民政治協商會議天津市委員會委員、中華青年精英基金會主席、K11 Art Foundation榮譽主席，並曾擔任西九文化區管理局董事局成員。

陳世昌先生(非執行董事)，現年57歲，於2012年5月22日獲委任為非執行董事。彼亦為周大福珠寶集團有限公司之執行董事，該公司於聯交所上市。陳先生已在珠寶行業從事38年。

陳先生現為中國珠寶玉石首飾行業協會高級諮事、全國首飾標準化技術委員會和全國珠寶玉石標準化技術委員會委員、中國黃金協會常務理事、廣東省金銀首飾商會常務副會長、深圳市黃金珠寶首飾行業協會副會長、廣東省黃金協會常務副會長、廣東省金銀珠寶玉器業廠商會副主席及中國地質大學(武漢)珠寶學院董事。他亦是中國人民政治協商會議遼寧省委員會委員。

畢滌凡博士(獨立非執行董事)，現年75歲，於1995年3月3日獲委任為獨立非執行董事，彼亦為本公司審核委員會主席、提名委員會及薪酬委員會成員。

畢滌凡博士於2017年1月獲續任為禮恒企業財務服務有限公司之董事總經理，並於同日獲委任為禮恒企業諮詢有限公司之董事總經理。

畢滌凡博士為特許公認會計師公會、香港會計師公會、英國特許管理學會、香港管理專業協會及香港董事學會之資深會員。彼於2013年2月獲授英國愛丁堡龍比亞大學工商管理榮譽博士學位。

Dr. CHENG holds a Bachelor of Arts Degree (*cum laude*) from Harvard University, and was conferred the Honorary Doctorate of Humanities by the Savannah College of Art and Design.

Dr. CHENG currently serves as the vice-chairman of All-China Youth Federation, a member of the Tianjin Municipal Committee of The Chinese People's Political Consultative Conference, the chairman of China Young Leaders Foundation, the honorary chairman of K11 Art Foundation and was a member of board of the West Kowloon Cultural District Authority.

Mr. CHAN Sai Cheong (Non-executive Director), aged 57, was appointed as a Non-executive Director on May 22, 2012. He is also as an executive director of Chow Tai Fook Jewellery Group Limited, a company listed on the Stock Exchange. Mr. CHAN has been in the jewellery industry for 38 years.

Mr. CHAN currently a senior adviser of the Gems & Jewelry Trade Association of China, a member of National Technical Committee 256 on Jewelry and National Technical Committee 298 on Jewelry and Jade of Standardization Administration of China, a member of the standing council of China Gold Association, an executive vice-chairman of the Guangdong Gold and Silver Jewellery Chamber of Commerce, a vice-chairman of the Shenzhen Gold & Jewellery Association, a general vice-chairman of Gold Association of Guangdong Province, a vice-chairman of the Guangdong Golden Jewellery and Jade Industry's Association and a director of the Gemmological Institute, China University of Geosciences (Wuhan). He is also a member of the Liaoning Province Committee of the Chinese People's Political Consultative Conference.

Dr. Barry John BUTTIFANT (Independent Non-executive Director), aged 75, was appointed as an Independent Non-executive Director on March 3, 1995. He is also chairman of the Audit Committee and a member of both the Nomination Committee and the Remuneration Committee of the Company.

Dr. BUTTIFANT was re-appointed as a managing director of KLC Transactions Limited in January 2017, and was also appointed as a managing director of KLC Corporate Advisory and Recovery Limited from the same date.

Dr. BUTTIFANT is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Chartered Management Institute, the Hong Kong Management Association and the Hong Kong Institute of Directors. He has been awarded an Honorary Doctorate of Business Administration (*Honoris Causa*) by Edinburgh Napier University, United Kingdom in February 2013.

董事及高級管理人員簡介 DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄺其志先生 *GBS, JP (獨立非執行董事)*，現年68歲，於2004年4月26日獲委任為獨立非執行董事，彼亦為本公司審核委員會成員。鄺先生現為另一間上市公司，進智公共交通控股有限公司之獨立非執行董事。鄺先生持有香港大學物理及數學理學士學位，亦在英國劍橋大學獲取經濟及政治發展哲學碩士學位。彼在香港政府服務27年，主要擔任經濟及金融事務之職位。彼於1995年至1998年擔任庫務司／庫務局局長，主要負責公共財政事務，及於1998年至2000年3月擔任資訊及廣播局局長，主要負責資訊科技、電信及廣播事務。隨著聯交所、香港期貨交易所有限公司及其相關結算所改革及合併，彼於2000年3月離開香港特別行政區政府加入香港交易及結算所有限公司擔任執行董事及首位行政總裁並於2003年4月卸任。其後，鄺先生於多間公司先後任職為董事總經理／執行董事／非執行董事，其中包括新昌國際集團有限公司、偉新(國際)有限公司、Macau Legend Development Ltd澳門勵駿創建有限公司*及Chenavari Investment Managers (HK) Limited(現稱智方資產管理有限公司)。

鄺先生為香港非官守太平紳士並曾獲香港特別行政區政府頒授金紫荊星章。

黃旭教授 *(獨立非執行董事)*，現年49歲，於2015年11月11日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。

黃教授獲頒荷蘭格羅寧根大學(University of Groningen)之哲學博士、英國蘭卡斯特大學(Lancaster University)之文學碩士及香港嶺南大學之榮譽文憑。目前，彼為浸大管理學系教授及系主任、工商管理學院(研究與研究生課程)副院長、工商管理學院工商管理碩士課程及商業管理學碩士課程策劃總監及人力資源策略及發展研究中心副主任。

* 僅供識別

Mr. KWONG Ki Chi *GBS, JP (Independent Non-executive Director)*, aged 68, was appointed as an Independent Non-executive Director on April 26, 2004 and is a member of the Audit Committee of the Company. Mr. KWONG is also an independent non-executive director of another listed company, AMS Public Transport Holdings Limited. Mr. KWONG graduated from The University of Hong Kong with a Bachelor of Science degree in Physics and Mathematics and was awarded a Master of Philosophy degree in Economics and Politics of Development by the University of Cambridge, England. He has served in the Government of Hong Kong for 27 years and held positions principally in the economic and financial fields. He was the Secretary for the Treasury from 1995 to 1998, with responsibility for public finances, and Secretary for Information Technology and Broadcasting from 1998 to March 2000, with responsibility for information technology, telecommunications and broadcasting. He left the Government of the Hong Kong Special Administrative Region in March 2000 to join The Hong Kong Exchanges and Clearing Limited as executive director and first Chief Executive, following the demutualization and merger of the Stock Exchange, The Hong Kong Futures Exchange Limited and their associated clearing houses and retired in April 2003. Since then, Mr. KWONG had served as the managing director/executive director/non-executive director of various companies, including Hsin Chong International Holdings Ltd, Hongkong Sales (Int'l) Ltd, Macau Legend Development Ltd and Chenavari Investment Managers (HK) Limited (now known as W2 Asset Management (HK) Limited).

Mr. KWONG is a non-official Justice of the Peace in Hong Kong and has been awarded the Gold Bauhinia Star by the Government of the Hong Kong Special Administrative Region.

Professor WONG Yuk (alias, HUANG Xu) *(Independent Non-executive Director)*, aged 49, was appointed as an Independent Non-executive Director on November 11, 2015. He is also chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company.

Professor HUANG received his PhD from the University of Groningen (The Netherlands), Master of Arts from Lancaster University (England), and Honours Diploma from Lingnan University (Hong Kong). Currently, he is the Professor and the Head of Department of Management, the Associate Dean of the School of Business (Research & Postgraduate Studies), the Programme Director of Master of Business Administration and Master of Science in Business Management and the Associate Director of Centre for Human Resources Strategy and Development of HKBU.

* For identification purpose only

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

自2010年起，彼出任Griffith University工作、組織及幸福中心(Centre for Work, Organization and Wellbeing)兼任教授。自2012年起，彼亦獲委任為上海財經大學客座教授。彼現為*Management and Organization Review*的副主編，以及*Academy of Management Journal and Human Relations*的編輯委員會成員。

黃教授之研究領域包括領導力、權力、主動和異常的工作行為、員工幸福感、跨文化心理，以及在中國之管理問題。彼曾於國際刊物包括*Academy of Management Journal*、*Journal of Applied Psychology*、*Journal of International Business Studies*、*Journal of Management*、*Leadership Quarterly*、*Journal of Organizational Behavior*、*Human Relations*等發表多於60篇文章。

Alison Elizabeth LLOYD博士(獨立非執行董事)，現年44歲，於2019年3月7日獲委任為獨立非執行董事。彼亦為本公司審核委員會及提名委員會成員。

LLOYD博士為理大國際事務總監，負責監督有關國際夥伴關係的策略發展及協調、國際招聘、學生交流機會及院校合作的事宜。同時，彼也擔任理大大學策劃總監，負責策略規劃、績效監控、大學排名、商業智能及分析。

在加入學術界前，她於香港的管理顧問公司工作，從事諮詢業務涵蓋香港及亞洲私營與公共部門的策略規劃、業務流程的審核及改進、企業績效管理框架和改革管理。LLOYD博士現正在多個國際高等教育顧問理事會及指導委員會中任職。

Since 2010, he has served as an Adjunct Professor in the Centre for Work, Organization and Wellbeing, Griffith University. He has also been appointed as a Visiting Chair Professor in Shanghai University of Finance and Economics since 2012. He is Deputy Editor of the *Management and Organization Review*, and a member of editorial board for *Academy of Management Journal and Human Relations*.

Professor HUANG's research interests include leadership, power, proactive and abnormal work behaviors, employees' well-being; cross-cultural psychology and management issues in China. He has published more than 60 papers in international journals including *Academy of Management Journal*, *Journal of Applied Psychology*, *Journal of International Business Studies*, *Journal of Management*, *Leadership Quarterly*, *Journal of Organizational Behavior*, *Human Relations* and so forth.

Dr. Alison Elizabeth LLOYD (*Independent Non-executive Director*), aged 44, was appointed as an Independent Non-executive Director on March 7, 2019. She is also a member of both the Audit Committee and the Nomination Committee of the Company.

As Director of International Affairs of PolyU, Dr. Lloyd oversees the strategic development and coordination of international partnerships, international recruitment, mobility opportunities, and institutional relations. As Director of Institutional Research and Planning of PolyU, she steers strategic planning, performance monitoring, university rankings, business intelligence, and analytics.

Prior to joining academia, she worked in management consultancy in Hong Kong. Her previously consulting engagements cover strategy, business process review and improvement, performance management frameworks and change management for both private and public sector organizations in Hong Kong and Asia. Currently, Dr. LLOYD serves on a number of advisory boards and steering committees pertaining to international higher education.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會致力在合理可行的架構中保持最高水平的企業管治。董事會堅信，透明、問責和獨立的原則對於保障全體持份者的利益及提升股東的價值至為重要。

董事會一直致力提高企業管治水平，其負責制定及檢討本公司的企業管治以及在遵守法律及監管規定方面的政策及常規。董事會已採納聯交所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）內的守則條文（「守則條文」）作為本公司之企業管治守則。

於2019年度內，除偏離守則條文第A.2.1條及A.4.2條外（於下文相關段落說明），本公司已全面遵從企業管治守則的守則條文。

董事會 角色及責任

董事會肩負有效率及盡責地領導本公司的職責。董事會訂立本集團之整體目標和策略、監管及評估其營運與財務上的表現，並檢討本公司之企業管治水平。董事會亦須就有關於全年及中期業績、須予公佈之交易、委任或重新委任董事、股息以及會計政策事宜作出決策。董事，無論個別或全體成員，都致力以誠，以本公司及其股東整體利益為最優先的考慮因素。除董事會或其他董事委員會所保留的職權外，董事會所訂立之策略及計劃，則由管理層負責執行。管理層就本集團的日常營運向董事會負上全責。

The Board is dedicated to maintaining the highest standard of corporate governance within a sensible and practical framework. The Board firmly believes that the principles of transparency, accountability and independence are essential towards upholding the interests of all stakeholders and maximizing shareholder value.

The Board is committed to excellence in corporate governance. It is responsible for developing and reviewing the Company's policies and practices on corporate governance as well as compliance with legal and regulatory requirements. The Board has adopted the code provisions (the "Code Provisions") as stated in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange as the Corporate Governance Code of the Company.

During the year of 2019, the Company fully complied with the Code Provisions in the CG Code save for the deviations from Code Provisions A.2.1 and A.4.2, which are explained in the relevant paragraphs below.

BOARD Roles and Responsibilities

The Board is charged with providing effective and responsible leadership for the Company. It sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standards of the Company. It also decides on matters relating to annual and interim results, notifiable transactions, appointments or re-appointments of Directors, dividends and accounting policies. The Directors, individually and collectively, are committed to act in good faith and in the best interests of the Company and its shareholders. Save for the power reserved by the Board or other Board committees, the strategies and plans as decided by the Board are implemented by Management. Management assumes full accountability to the Board for the day-to-day operation of the Group.

企業管治報告書

CORPORATE GOVERNANCE REPORT

企業管治職能

董事會是負責履行下列的企業管治職責，亦可將責任指派予一個或多個委員會：

- 制定、檢討及更新本公司之企業管治政策及常規及提出變動及更新之建議；
- 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊(如有)；
- 檢討本集團遵守企業管治守則之情況及本報告內之披露；及
- 檢討及監察本集團之披露程序，包括評估及核證股價敏感資料之準確性及重要性，並釐定任何須要作出披露之方式及內容。

於本年度內，董事會已檢討本公司的風險管理及內部監控系統之效能。

Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out below or it may delegate the responsibility to a committee or committees:

- Developing, reviewing and updating the Company's policies and practices on corporate governance and making recommendations on changes and updates;
- Reviewing and monitoring the training and continuous professional development of Directors and senior management;
- Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- Developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors;
- Reviewing the Group's compliance with the CG Code and disclosure in this report; and
- Reviewing and monitoring the Group's process of disclosure, including assessing and verifying the accuracy and materiality of price-sensitive information and determine the form and content of any required disclosure.

During the year, the Board has reviewed the effectiveness of the risk management and internal control systems of the Company.

組成

董事會現時由四位獨立非執行董事、兩位非執行董事，以及三位執行董事組成。

獨立非執行董事及非執行董事帶來多方面的專業知識、技能和經驗，為本集團提供有效指引，並為本集團面對的所有重大決策帶來局外的觀點。為協助其履行職責，董事可隨時與本公司之內部審計師及外聘核數師直接接觸，而且本公司亦已訂立有關程序，讓董事尋求獨立的專業意見，相關費用將由本公司支付。

基於董事會的整體組合及每位董事之獨特專業知識、技能和經驗，本集團相信董事會架構能提供適當及足夠之監察及制衡，以保障本公司及其股東的利益。董事會將定期檢討其組合，確保其於專業知識、技能及經驗方面維持適當的平衡及多元化，以繼續有效地領導及監管本公司之業務。董事之個人資料詳情載於本年報第24頁至第28頁。

遵照良好的企業管治原則，董事會成立了三個董事委員會：即審核委員會、提名委員會及薪酬委員會。此外，亦成立了管理委員會及風險管理委員會，為董事會及董事委員會提供支援。於2019年度內及直至本報告日期，董事會、審核委員會、提名委員會及薪酬委員會之組成載於下文，而管理委員會及風險管理委員會於本報告的相關部份論述。

Composition

The Board currently comprises four Independent Non-executive Directors, two Non-executive Directors and three Executive Directors.

The Independent Non-executive Directors and the Non-executive Directors bring a diverse range of expertise, skills and experience to provide effective guidance and an outside perspective to all major decisions of the Group. To assist in the discharge of their duties, the Directors have free and direct access to both the Company's internal and external auditors and procedures are in place to allow the Directors to obtain independent professional advice at the Company's expense.

Given the overall composition of the Board and the expertise, skills and experience that each Director brings individually, the Group believes that the Board is appropriately structured to provide sufficient checks and balances to protect the interests of the Company and its shareholders. The Board will regularly review its composition to maintain a proper balance and diversity of expertise, skills and experience to ensure continued effective leadership and oversight of the Company's businesses. Biographical details of the Directors are set out on pages 24 to 28 of this annual report.

In accordance with good corporate governance principles, the Board had established three Board Committees: the Audit Committee, the Nomination Committee and the Remuneration Committee. In addition, a Management Committee and a Risk Management Committee are also in place to support the Board and the Board Committees. During the year of 2019 and up to the date of this report, the composition of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee are set out below. The Management Committee and Risk Management Committee are discussed in the relevant sections of this report.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會成員	Members of the Board	審核委員會 Audit Committee	提名委員會 Nomination Committee	薪酬委員會 Remuneration Committee
執行董事	Executive Directors			
劉國權博士 (主席兼行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	—	C	M
陳嘉緯博士	Dr. CHAN Ka Wai	—	—	—
羅學文先生	Mr. Mark Alan LOYND	—	—	—
非執行董事	Non-executive Directors			
鄭志剛博士 JP	Dr. CHENG Chi Kong JP	—	—	—
陳世昌先生	Mr. CHAN Sai Cheong	—	—	—
獨立非執行董事	Independent Non-executive Directors			
畢滌凡博士	Dr. Barry John BUTTIFANT	C	M	M
鄭其志先生 GBS, JP	Mr. KWONG Ki Chi GBS, JP	M	—	—
黃旭教授	Professor WONG Yuk (alias, HUANG Xu)	M	M	C
Alison Elizabeth LLOYD 博士*	Dr. Alison Elizabeth LLOYD*	M	M	—

附註：

C 有關董事委員會的主席
M 有關董事委員會的成員
* 於2019年3月7日獲委任

Notes:

C Chairman of the relevant Board Committees
M Member of the relevant Board Committees
* Appointed on March 7, 2019

各董事會成員之間並沒有財務、業務、親屬或其他重大或相關之關係，惟鄭志剛博士在新世界集團及其附屬公司董事會中擔任執行董事及在周大福珠寶集團有限公司董事會中擔任執行董事；及陳世昌先生在周大福珠寶集團有限公司董事會中擔任執行董事。

The Board members have no financial, business, family or other material or relevant relationships with each other except that Dr. CHENG Chi Kong serves on the board of directors of New World Group and subsidiaries as executive director and serves on the board of directors of Chow Tai Fook Jewellery Group Limited as executive director; and Mr. CHAN Sai Cheong serves on the board of directors of Chow Tai Fook Jewellery Group Limited as executive director.

董事會認為，上述關係並不影響該等董事於執行其職務時之獨立判斷及個人誠信。

It is the Board's opinion that these relationships do not affect the Directors' independent judgment and integrity in executing their roles and responsibilities.

董事之委任、重選及罷免

董事會經聽取提名委員會之建議委任新任董事。提名委員會將按一系列多元化範疇，評估董事會候選董事。

Appointment, Re-election and Removal of Directors

The appointment of a new Director is made by the Board upon recommendation by the Nomination Committee. The Nomination Committee considers a range of diversity perspectives when assessing potential candidates for the Board.

^ 僅供識別

根據本公司於2019年5月24日採納之公司細則(「新公司細則」)，任何由董事會委任之新董事(主席或董事總經理除外)須於其獲委任後本公司舉行之下一次股東大會上(如屬填補臨時空缺)或本公司下一次股東周年大會(「股東周年大會」)上(如屬增加董事人數)退任及由股東重選。於每屆股東周年大會上，三分之一(或最接近但不超過三分之一)之董事(主席或董事總經理除外)須輪值告退，惟每位董事(主席或董事總經理除外)(包括有指定任期之董事)須最少每三年輪值告退一次。

新公司細則亦准許以一項普通決議案罷免董事。

守則條文第A.4.2條規定，每名董事(包括有指定任期之董事)應輪值告退，至少每三年一次。

非執行董事的初始任期均為三年，之後將繼續連任，直至非執行董事或本公司發出不少於一個月之事先書面通知終止。此外，所有非執行董事亦須遵守新公司細則及守則條文第A.4.2條之規定，每三年最少輪值告退一次及於股東周年大會上獲股東重選連任。

董事會認為，穩定性和持續性是成功實施業務計劃的關鍵因素。董事會相信，主席的角色具連續性是對本集團有利。因此，董事會認為目前主席應獲豁免遵守這項安排。

獨立非執行董事

於本回顧年度內，董事會一直遵守上市規則有關委任至少三名獨立非執行董事，而其中至少一名獨立非執行董事須具備合適的專業資格或會計或相關的財務管理專業知識的規定。

According to the Company's Bye-Laws adopted on May 24, 2019 (the "New Bye-Laws"), any new Director (other than the Chairman or the Managing Director) appointed by the Board is subject to retirement and re-election by shareholders at the next general meeting of the Company (in the case of filling a casual vacancy) or at the next annual general meeting of the Company (the "AGM") (in the case of an addition to their number) following their appointment. At each AGM, one-third (or the number nearest to, but not exceeding one-third) of the Directors (other than the Chairman or the Managing Director) will retire from office by rotation, and every Director (other than the Chairman or the Managing Director) including those appointed for a specific term is subject to retirement by rotation at least once every three years.

The New Bye-Laws also allow for removal of a Director by an ordinary resolution.

Code Provision A.4.2 provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Non-executive Directors have been appointed for an initial term of three years and will continue in office thereafter subject to termination by not less than one month's prior notice in writing by either the Non-executive Director or the Company. In addition, all Non-executive Directors are required to retire from office by rotation and are subject to re-election by shareholders at the AGM at least once every three years pursuant to the New Bye-Laws and Code Provision A.4.2.

In the opinion of the Board, stability and continuation are key factors to the successful implementation of business plans. The Board believes that it is beneficial to the Group that there is continuity in the role of the Chairman and, therefore, the Board is of the view that the Chairman should be exempt from this arrangement at the present time.

Independent Non-executive Directors

During the year under review, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors with at least one Independent Non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

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雖然兩位獨立非執行董事(即畢滌凡博士及鄺其志先生)已出任董事會成員超過九年，而其任期可能與釐定獨立性有關，惟我們非常明白個別人士的獨立性不能只靠特定時期來釐定。在評估獨立非執行董事的獨立性時，董事會及提名委員會考慮個別董事於服務年期內向董事會作出的貢獻所呈現出的個性及判斷，並會考慮其他相關因素。

儘管彼等，畢滌凡博士及鄺先生已擔任獨立非執行董事超過九年，我們相信彼等能提供寶貴的專業知識、經驗、持續性及穩定性予董事會及不影響他們行使獨立判斷能力。本公司更大大受惠於彼等因對本公司之深入了解，以及彼等在本公司以外的工作和經驗而對本公司作出的貢獻及寶貴的見解。在過去的多年，畢滌凡博士及鄺先生表達了客觀的觀點並為公司提供了獨立的指導。

本公司已按照上市規則第3.13條取得所有獨立非執行董事的年度獨立性確認書。董事會認為根據上市規則所有獨立非執行董事均為獨立人士。

守則條文第A.4.3條規定，倘獨立非執行董事在任已超過九年，其續任須由股東以獨立決議案批准。

鄺先生自2004年4月26日起擔任為獨立非執行董事已超過九年。為遵守守則條文第A.4.3條的規定，鄺先生自願退任，並於2017年5月26日舉行的股東周年大會上獲重選為董事。

畢滌凡博士自1995年3月3日起擔任為獨立非執行董事已超過九年。為遵守守則條文第A.4.3條的規定，畢滌凡博士自願退任，並於2019年5月24日舉行的股東周年大會上獲重選為董事。

董事會會議

董事會每年召開四次定期會議，亦會在有需要時召開更多會議。董事會的定期會議舉行日期會預先訂定，致使全體董事會成員能安排出席。

Although two of our Independent Non-executive Directors; namely, Dr. Barry John BUTTIFANT and Mr. KWONG Ki Chi, have served as our Board members for more than nine years and that may be relevant to the determination of independence, it is well-recognized that an individual's independence cannot be determined solely on the basis of a set period of time. In assessing the independence of Independent Non-executive Directors, the Board and the Nomination Committee consider the character and judgement demonstrated by the Directors' commitment and contribution to the Board during their years of service and other relevant factors.

We believe that the Independent Non-executive Directors who have served more than nine years; namely, Dr. BUTTIFANT and Mr. KWONG, provide invaluable expertise, experience, continuity and stability to the Board, despite their length of service, and does not affect their exercises of independent judgement. The Company has benefited from their contribution and the valuable insights derived from their in-depth knowledge of the Company and from their work and experience outside of the Company. Dr. BUTTIFANT and Mr. KWONG have expressed objective views and given independent guidance to the Company over the past years.

The Company has received annual confirmation of independence from all Independent Non-executive Directors in accordance with rule 3.13 of the Listing Rules. The Board is of the view that all Independent Non-executive Directors are independent in accordance with the Listing Rules.

Code Provision A.4.3 provides that if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by the shareholders.

Mr. KWONG has served as an Independent Non-executive Director for more than nine years since April 26, 2004. To comply with Code Provision A.4.3, Mr. KWONG retired voluntarily and was re-elected as Director at the AGM held on May 26, 2017.

Dr. BUTTIFANT has served as an Independent Non-executive Director for more than nine years since March 3, 1995. To comply with Code Provision A.4.3, Dr. BUTTIFANT retired voluntarily and was re-elected as Director at the AGM held on May 24, 2019.

Board meetings

The Board holds four regular meetings a year while additional meetings are held as and when required. Regular Board meetings are scheduled in advance to facilitate the fullest possible attendance.

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公司秘書協助主席擬訂董事會會議議程，而每位董事均獲邀提出任何擬在該會議中討論或動議的事項。董事會會議的通告均於會議舉行前至少14天前送交定期董事。至於其他董事會及委員會會議則於合理時間前發出通告。此外，全體董事可與公司秘書聯繫，要求公司秘書（其亦為集團法律總監）提供意見和服務，以確保董事會的程序和適用的法律、規則和規例得以遵守。董事會會議議程及文件在不少於董事會或委員會會議舉行前不少於三天送予全體董事及其他列席人士，以確保彼等可及時地獲得一切有關會議之資料。公司秘書備存所有董事會或委員會會議之會議紀錄，並可供全體董事查閱。

根據新公司細則，任何董事未能親身出席任何董事會會議可藉著電話會議或其他安排參與董事會會議。另按照新公司細則，若未能召開董事會會議，則可藉著傳閱有關緊急事宜之書面決議案而取得董事會批准。當傳閱書面決議案之同時，本公司亦會向董事提供足夠的資料和說明材料。

截至2019年12月31日止年度內，舉行了四次董事會會議以檢討季度業務最新資料和討論本集團之未來策略、政策及預算以及其他事務。此外，董事會通過了六套書面決議案。

The Company Secretary assists the Chairman in setting the agenda of the Board meetings and each Director is invited to present any business that they wish to discuss or propose at such meetings. Notices of regular Board meetings are served to the Directors at least 14 days before meetings. For other Board and committee meetings, reasonable notice is generally given. Furthermore, all Directors have access to the Company Secretary who is also the Group's General Council for advice and services to ensure that board procedures and applicable law, rules and regulations are adhered to. Agenda and accompanying Board papers are circulated to all Directors and other attendees not less than three days before the Board or committee meetings to ensure timely access to relevant information. Minutes of the Board meetings and committee meetings are kept by the Company Secretary and are open for inspection by all Directors.

Any Director who is unable to physically attend any Board meeting may participate electronically by conference call or via alternate arrangement in accordance with the New Bye-Laws. Moreover, pursuant to the New Bye-Laws, Board approval may also be obtained by way of circulation of a resolution in writing on urgent matters when convening a Board meeting is not practicable. Sufficient information and explanatory materials will be provided to the Directors at the same time when a resolution in writing is circulated.

During the year ended December 31, 2019, four Board meetings were held to review the quarterly operating updates and discuss the Group's strategies, policies and budgets going forward, as well as other business. In addition, six sets of resolutions in writing were passed.

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董事之出席率及所付出時間

各董事於截至2019年12月31日止年度的董事會、審核委員會、提名委員會、薪酬委員會會議及股東周年大會之出席率如下：

Directors' attendance and time commitment

Attendances of each Director at the meetings of the Board, Audit Committee, Nomination Committee, Remuneration Committee and the AGM during the year ended December 31, 2019 are as follows:

董事姓名	Name of Directors	出席率/會議次數				
		董事會會議	審核委員會會議	提名委員會會議	薪酬委員會會議	股東周年大會
		Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	AGM
執行董事	Executive Directors					
劉國權博士 (主席兼行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	4/4	不適用 N/A	2/2	0/1	1/1
陳嘉緯博士	Dr. CHAN Ka Wai	4/4	不適用 N/A	不適用 N/A	不適用 N/A	1/1
羅學文先生	Mr. Mark Alan LOYND	4/4	不適用 N/A	不適用 N/A	不適用 N/A	1/1
非執行董事	Non-executive Directors					
鄭志剛博士 JP	Dr. CHENG Chi Kong JP	4/4	不適用 N/A	不適用 N/A	不適用 N/A	1/1
陳世昌先生	Mr. CHAN Sai Cheong	3/4	不適用 N/A	不適用 N/A	不適用 N/A	1/1
獨立非執行董事	Independent Non-executive Directors					
畢滌凡博士	Dr. Barry John BUTTIFANT	3/4	2/2	2/2	1/1	1/1
鄭其志先生 GBS, JP	Mr. KWONG Ki Chi GBS, JP	4/4	2/2	不適用 N/A	不適用 N/A	1/1
黃旭教授	Professor WONG Yuk (alias, HUANG Xu)	3/4	2/2	2/2	1/1	0/1
Alison Elizabeth LLOYD博士	Dr. Alison Elizabeth LLOYD	2/3	1/1	0/1	不適用 N/A	1/1

為了促進坦誠及公開討論事務，獨立非執行董事可不時在沒有執行董事出席下會面討論。

In order to facilitate free and open discussion of issues, the Independent Non-executive Directors may also meet without the presence of the Executive Directors from time-to-time.

董事培訓

本公司鼓勵所有董事參與持續專業發展以發展並更新彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，確保該等董事充份知悉其作為董事的職責及責任。

Training for Directors

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company provides a comprehensive induction package to each newly appointed Director to ensure that they are sufficiently aware of their responsibilities and obligations as director.

本公司定期就有關本集團業務的變動及發展提供更新及簡報。公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度的最新變動及發展，並提供就董事職責及責任相關監管規定的最新發展閱讀資料。

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the Company Secretary reports from time-to-time the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime to the Directors with reading materials relating to the latest development of regulatory requirements related to director's duties and responsibilities.

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於2019年度內，所有董事參與下列培訓：

During the year of 2019, all Directors participated in the following trainings:

董事姓名	Name of Directors	閱讀監管方面的最新資料 Reading regulatory updates	出席有關業務或董事職責之簡報／研討會／會議 Attending expert briefings/seminars/conferences relevant to the business or directors' duties
執行董事			
Executive Directors			
劉國權博士 (主席兼行政總裁)	Dr. LAU Kwok Kuen, Peter (Chairman and Chief Executive)	✓	✓
陳嘉緯博士	Dr. CHAN Ka Wai	✓	✓
羅學文先生	Mr. Mark Alan LOYND	✓	✓
非執行董事			
Non-executive Directors			
鄭志剛博士 JP	Dr. CHENG Chi Kong JP	✓	✓
陳世昌先生	Mr. CHAN Sai Cheong	✓	✓
獨立非執行董事			
Independent Non-executive Directors			
畢滌凡博士	Dr. Barry John BUTTIFANT	✓	✓
鄭其志先生 GBS, JP	Mr. KWONG Ki Chi GBS, JP	✓	✓
黃旭教授	Professor WONG Yuk (alias, HUANG Xu)	✓	✓
Alison Elizabeth LLOYD博士	Dr. Alison Elizabeth LLOYD	✓	✓

董事及高級人員責任保險

本公司已安排合適之董事及高級人員責任保險，此舉符合企業管治守則。

Directors' and officers' liabilities insurance

The Company has arranged appropriate directors' and officers' liability insurance in line with the CG Code.

主席與行政總裁

現時劉國權博士同時出任主席兼行政總裁之職位。此做法偏離守則條文第A.2.1條，該條文列明主席與行政總裁之角色應有所區分，並不應由一人同時兼任。

CHAIRMAN AND CHIEF EXECUTIVE

Currently, Dr. LAU Kwok Kuen, Peter, holds the positions of Chairman and Chief Executive. Such practice deviates from Code Provision A.2.1 which stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

由於劉博士在業界具有豐富經驗及對本集團業務有深厚認識，董事會認為由劉博士同時兼任主席兼行政總裁之職位能為本集團提供強勢及貫徹之領導，並能更有效地策劃和推行長期商業策略，以及提高決策的效率。

In view of Dr. LAU's extensive experience in the industry and deep understanding of the Group's businesses, the Board believes that vesting the roles of both Chairman and Chief Executive in Dr. LAU provides the Group with strong leadership, allowing for more effective planning and execution of long term business strategies and enhances efficiency in decision-making.

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董事會亦相信本公司已擁有合適公司實際情況的強大企業管治架構，確保能有效地監管其管理層。該架構的主要元素包括：

- 董事會九位成員中有六位為非執行董事；
- 審核委員會成員包括全部獨立非執行董事；
- 確保全部獨立非執行董事可隨時與本公司之內部審計師及外聘核數師直接接觸，並在有需要時尋求獨立專業意見；及
- 設立「密函檢舉」機制，允許本集團員工以匿名和保密形式向內部審計部舉報高級管理人員（包括主席兼行政總裁）的欺詐或不當的行為。有關「密函檢舉」機制之詳情載於「風險管理及內部監控」一節。

董事會相信，上述措施能確保獨立非執行董事及非執行董事有效地督導本集團之管理層和就策略、風險和誠信等範疇提供有效的監管。董事會將不斷檢討本集團企業管治架構之成效，以評估是否需要作出任何修改。

董事委員會

審核委員會

審核委員會由全部獨立非執行董事組成，並由畢滌凡博士出任主席，彼為一位在財務匯報及監控方面具資深經驗的合資格會計師。

審核委員會主要負責委任、重新委任及罷免外聘核數師、審閱及監控外聘核數師之獨立客觀及審核程序之有效性，以及與外聘核數師討論審核之性質及範疇。該委員會同時負責審閱本集團之財務資料、監察本集團之財務匯報系統、風險管理及內部監控系統，並在評核本集團中期及末期業績後，向董事會作出建議批准相關業績。審核委員會可不受限制地與本公司之內部審計師及外聘核數師接觸。審核委員會之職權範圍已載於本公司及香港交易及結算所有有限公司（「香港交易所」）之網頁。

The Board also believes that the Company already has a strong corporate governance structure appropriate for its circumstances in place to ensure effective oversight of Management. The main elements of this structure include:

- Having Non-executive Directors comprise six of nine of the Board;
- Including all Independent Non-executive Directors as Audit Committee members;
- Ensuring that all Independent Non-executive Directors have free and direct access to both the Company's internal and external auditors and independent professional advice where necessary; and
- Having a "whistle-blowing" mechanism in place to allow the Group's staff members to anonymously and confidentially report to the Internal Audit Department any suspected acts of fraud or gross misconduct by senior management, including that of the Chairman and Chief Executive. Details about the "whistle-blowing" mechanism are discussed under the section "Risk Management and Internal Control".

The Board believes that these measures enable our Independent Non-executive Directors and Non-executive Directors to rigorously supervise the Group's management and effectively control key issues relating to strategy, risk and integrity. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

BOARD COMMITTEES

Audit Committee

The Audit Committee comprises all Independent Non-executive Directors and is chaired by Dr. Barry John BUTTIFANT, a qualified accountant with extensive experience in financial reporting and controls.

The Audit Committee is responsible for the appointment, re-appointment and removal of external auditor, reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process and discussing with the external auditor the nature and scope of the audit. It is also responsible for reviewing the Group's financial information, overseeing the Group's financial reporting system and risk management and internal control systems and reviewing the interim and final results of the Group prior to recommending them to the Board for approval. To this end, the Audit Committee has unrestricted access to both the Company's internal and external auditors. Its terms of reference are available on the websites of the Company and Hong Kong Exchange and Clearing Limited (the "HKEX").

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CORPORATE GOVERNANCE REPORT

審核委員會每年最少舉行兩次會議，以審閱財務匯報、檢討風險管理及內部監控事宜。集團財務董事、風險管理委員會主席、內部審計部連同內部審計顧問德勤諮詢(香港)有限公司(「德勤」)統稱「內部審計團隊」、公司秘書及本公司外聘核數師之代表應出席會議。委員會亦可酌情邀請其他管理層成員出席會議。

於2019年，審核委員會舉行了兩次會議。於會上，審核委員會與外聘核數師審閱審核策略摘要、截至2018年12月31日止末期業績和截至2019年6月30日止六個月中期業績。審核委員會亦有檢討內部審計團隊的工作及其內部審計報告，並且與管理層討論其報告關於本集團業務運作的調查結果及建議。此外，審核委員會更與管理層共同評估本集團的風險管理及內部監控系統，以確保其成效，尤其關注負責本集團的會計及財務報告之員工是否具備足夠資源、資格和經驗，及其訓練課程和預算是否充足。

審核委員會亦審閱本集團於本年度內進行的持續關連交易的條款及條件。

於回顧年度內，董事會與審核委員會在外聘核數師的選擇、委任、辭任或解僱方面並無意見分歧。

提名委員會

董事會成立提名委員會，由四位董事會成員(主要為獨立非執行董事)組成，並由董事會主席劉國權博士出任主席。

提名委員會之主要職責為定期檢討董事會架構、規模及組成(包括其技能、知識及經驗)，並物色合適人選加入董事會。其職責亦包括評核獨立非執行董事之獨立性及就委任或重新委任董事及董事之繼任計劃等相關事宜向董事會提供建議。提名委員會之建議其後將提呈董事會考慮及採納(如適用)。提名委員會的職權範圍已載於本公司及香港交易所之網頁。

The Audit Committee meets at least twice a year to review financial reporting and risk management and internal control matters. The Director of Group Finance, the chairman of the Risk Management Committee, the Internal Audit Department together with the Internal Audit Advisor, Deloitte Advisory (Hong Kong) Limited (“Deloitte”) (collectively the “IA team”), the Company Secretary and representatives of the external auditor of the Company are expected to attend the meetings. At the discretion of the Committee, other members of management may also be invited to attend its meetings.

In 2019, the Audit Committee held two meetings. During the meetings, the Audit Committee alongside the external auditor reviewed the audit strategy summary, the final results for the year ended December 31, 2018 and the interim results for the six months ended June 30, 2019. The Audit Committee also reviewed the activities of the IA team and its internal audit report, and discussed with Management the report’s findings and recommendations on the Group’s business operations. Furthermore, it also evaluated, together with Management, the Group’s risk management and internal control systems to ensure its effectiveness, with particular attention to the adequacy of resources, the qualifications and experience of the Group’s accounting and financial reporting staff, as well as their training programs and budget.

The Audit Committee also reviewed the terms and conditions of continuing connected transactions of the Group which took place during the year.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor during the year under review.

Nomination Committee

The Board established the Nomination Committee comprising of four Board members, the majority of which are Independent Non-executive Directors, and is chaired by Dr. LAU Kwok Kuen, Peter, the Chairman of the Board.

The main duties of the Nomination Committee are to review the structure, size and composition (including the skills, knowledge and experience) of the Board, on a regular basis, and to identify individuals qualified to become Board members. It is also responsible for assessing the independence of Independent Non-executive Directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors. The recommendations of the Nomination Committee are then put forward for consideration and where appropriate, adoption by the Board. Its terms of reference are available on the websites of the Company and the HKEX.

企業管治報告書

CORPORATE GOVERNANCE REPORT

於2019年，提名委員會舉行了兩次會議，檢討董事會多元化政策、檢討董事會的架構、規模、組成及技能組合、向董事會建議輪值告退董事名單、評核獨立非執行董事的獨立性、以及建議委任董事。

董事會多元化政策

本公司知悉董事會層面日益多元化將為達成本公司策略目標及可持續發展提供支持。本公司決定董事會最佳成員組合時，亦將不時考慮其本身業務模式及具體需要。有見及此，於2013年，董事會採納董事會多元化政策。提名委員會將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務任期及其他質素。最終將按人選的長處及可為董事會提供的貢獻而作決定。

提名政策

鑑於企業管治守則的修訂自2019年1月1日起生效，提名委員會於2018年11月8日採納了提名政策以訂立在考慮委任候選人或重選董事時的提名程序以及遴選準則。

按提名政策，提名委員會將遵循下列程序以及遴選及推薦準則：

- 至少每年檢討董事會的架構、規模及多元化，並就任何為配合本公司的策略目標而擬對董事會組成作出的變動提出建議；
- 物色具備合適資格可擔任董事會成員的人選時，應考慮有關人選的長處，並以客觀準則充分顧及董事會多元化的裨益。提名委員會根據上市規則、提名政策及董事會多元化政策以考慮該候選人士的合適性，以及該候選人士擔任獨立非執行董事的獨立性；及
- 因應本公司的企業策略及往後需要的技能、知識、經驗及多元化組合，挑選或就委任或重新委任董事會成員向董事會提出建議。

In 2019, the Nomination Committee held two meetings to review the board diversity policy, to review the structure, size, composition and skills matrix of the Board, to recommend the rotation list of Directors to the Board, to assess the independence of the Independent Non-executive Directors and to propose the appointment of Directors.

Board Diversity Policy

The Company recognizes that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company will also take into consideration its own business model and specific needs from time-to-time in determining the optimum composition of the Board. In view of this, a board diversity policy has been adopted by the Board in 2013, the Nomination Committee has set measurable objectives based on a range of diversity perspectives, including, but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and other qualities. The ultimate decision will be based on merit and contribution that the selected candidate(s) will bring to the Board.

Nomination Policy

In view of the amendments to the CG Code which took effect from January 1, 2019, on November 8, 2018, the Nomination Committee has adopted a nomination policy which sets out the selection criterias and nomination procedures and process when considering candidates to be appointed or re-appointed as Directors.

In the nomination policy, the Nomination Committee will follow the nomination procedures and the process and criteria as follows:

- Reviewing the structure, size and diversity of the Board at least annually and make recommendations on any proposed changes to the Board composition in line with the Company's strategic objectives;
- Identifying individuals suitably qualified to become Board members on merit and against the objective criteria, with due regard for the benefits of diversity on the Board. The Nomination Committee shall consider suitability of a candidate pursuant to the Listing Rules, the nomination policy and Board diversity policy, and the independence of an individual for the position of independent non-executive director; and
- Selecting or making recommendations to the Board on the appointment or re-appointment of the Board members taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

提名委員會將不時審閱提名政策，並可在相關時間採納適當的變更。

薪酬委員會

薪酬委員會由三位董事會成員(主要為獨立非執行董事)組成，並由黃旭教授出任主席。

本公司採納企業管治守則所建議之兩種模式其中之一守則條文第B.1.2(c)(i)條。薪酬委員會負責檢討及釐定董事及高級管理人員之薪酬、補償及福利。當審閱個別董事之薪酬待遇時，相關董事為免涉及任何利益衝突須放棄表決。薪酬委員會的職權範圍已載於本公司及香港交易所之網頁。

於2019年，薪酬委員會舉行了一次會議，以檢討及批准主席兼行政總裁之薪酬及花紅，以及檢討及批准支付予個別執行董事和高級管理人員的薪酬待遇。委員會亦通過一項書面決議案分別以批准向個別執行董事(不包括主席兼行政總裁)和高級管理人員的2019年度花紅。概無薪酬委員會成員參與訂定其本身的薪酬。

薪酬政策

本公司明白合理而全面的薪酬待遇是吸引、挽留及激勵高質素人才的重要因素。因此，本公司致力確保薪酬具競爭力，並且符合本公司之目標和表現。本公司於釐定薪酬政策時考慮多項相關因素，包括同類型公司所支付之薪金、職責、職務和職權、本集團之聘用條件、市場慣例，以及本公司的財務和非財務表現。

薪酬委員會會考慮多方面因素，包括同類型公司所支付的袍金、有關董事所付出的時間、肩負的職責、預計的工作量，以及本公司的其他聘用條件，以確保獨立非執行董事及非執行董事乃按彼等於本公司付出之時間及職責而取酬。

The Nomination Committee will review the nomination policy from time-to-time and may adopt changes as appropriate at the relevant time.

Remuneration Committee

The Remuneration Committee comprises of three Board members, the majority of which are Independent Non-executive Directors, and is chaired by Professor WONG Yuk (alias, HUANG Xu).

The Company adopted Code Provision B.1.2(c)(i) out of the two models suggested by the CG Code. The Remuneration Committee is responsible for reviewing and determining the remuneration, compensation and benefits of Directors and senior management. When the remuneration package of an individual Director is under review, the Director in question is required to abstain from voting to avoid any conflict of interest. The terms of reference of the Remuneration Committee are available on the websites of the Company and the HKEX.

In 2019, the Remuneration Committee held a meeting to review and approve the remuneration and bonus of the Chairman and Chief Executive and to review and approve the remuneration packages of individual Executive Directors and senior management. It also passed one written resolution approving the bonus of individual Executive Directors (excluding the Chairman and Chief Executive) and senior management for the year of 2019. No member of Remuneration Committee should be involved in deciding his own remuneration.

Remuneration Policy

The Company understands that a reasonable and comprehensive remuneration package is an important factor in attracting, retaining and motivating high quality personnel. As such, the Company works to ensure that remuneration is competitive and aligned with the Company's objectives and performance. The Company takes into consideration a number of relevant factors in determining its remuneration policy, including the salaries paid by comparable companies, job responsibilities, duties and scope, employment conditions in the Group, market practices and the financial and non-financial performance of the Company.

The Remuneration Committee considers factors such as the fees paid by comparable companies, time commitment, the responsibilities and likely workload of the relevant Directors and other employment conditions in the Company to ensure that the Independent Non-executive Directors and the Non-executive Directors are appropriately paid for their time and responsibilities to the Company.

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司為其僱員(包括主席兼行政總裁以及執行董事)在內之僱員訂出的薪酬組合,包括固定薪酬、現金績效花紅、浮動獎金、長期獎勵金以及退休計劃,詳情載於下文。

固定薪酬包括僱員的基本薪金、津貼及福利(例如醫療福利)。每個職位的基本薪金和津貼是考慮到本公司之薪酬政策、本公司業績和僱員的個人表現,以及市場情況和慣例後而訂出,並會每年作出檢討。本公司會定期檢討福利,並主要按照當地標準及慣例而釐定。

僱員亦會因應本集團、所屬業務單位及個人層面的表現而獲得該年度現金花紅。發放給主席兼行政總裁、執行董事以及高級管理人員的花紅乃由薪酬委員會檢討及批准。於2019年,主席兼行政總裁以及執行董事之現金績效花紅佔總薪酬的43.9%。詳情請參閱財務報表附註10(a)。此外,本公司設有銷售額及業務相關獎勵計劃,藉此激勵某些員工,例如前線銷售人員,以達致本公司訂出的銷售額或其他業務目標。

本公司亦設有購股權計劃以提供長期的獎勵,從而酬謝和挽留優秀幹練的管理團隊。該計劃詳情,以及董事和僱員於2019年12月31日已行使及尚未行使之購股權的資料,載於本年報「購股權資料」一節中。

根據強制性公積金計劃條例,本公司參與一項強積金計劃,該計劃已在強制性公積金計劃管理局登記。

董事及高級管理人員酬金之詳情已載列於本年報第128頁至第130頁之財務報表附註10內。

管理委員會

董事會已授權管理委員會負責執行其業務策略及管理本集團之日常業務運作。管理委員會對董事會全面負責,由主席兼行政總裁及執行董事以及一名高級管理人員代表組成。

The Company's remuneration structure for its employees, (including the Chairman and Chief Executive and the Executive Directors), is composed of fixed compensation, cash performance bonuses, variable cash incentives, long-term incentives and retirement schemes, as discussed below.

Fixed compensation includes an employee's basic salary, allowances and benefits (e.g. medical). Basic salary and allowances are set and reviewed annually for each position, taking into consideration the Company's remuneration policy, the Company's and the individual's performance as well as market conditions and practices. Benefits are regularly reviewed and determined largely on the basis of local standards and practices.

Employees are also eligible to receive an annual cash bonus based on their performance at the Group, business unit and individual levels. The bonuses awarded to the Chairman and Chief Executive, the Executive Directors and senior management are reviewed and approved by the Remuneration Committee. In 2019, the cash performance bonus component accounted for 43.9% of the total remuneration of the Chairman and Chief Executive and the Executive Directors. Please refer to Note 10(a) to the financial statements for details. In addition, the Company operates sales and business-related incentive schemes to motivate certain staff such as front-line sales associates to achieve specific sales or other business targets of the Company.

The Company also operates share option schemes to provide long-term incentives to reward and retain a high calibre management team. The details of the schemes, together with information on options exercised and outstanding in respect of the Directors and employees as at December 31, 2019 under the schemes, are set out in the Share Option Information section of this annual report.

Pursuant to the Mandatory Provident Fund Schemes Ordinance, the Company participates in a MPF scheme registered with the Mandatory Provident Fund Schemes Authority.

Details of Directors' and senior management's emoluments are set out in Note 10 to the financial statements on pages 128 to 130 of this annual report.

Management Committee

The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the Management Committee. The Management Committee is fully accountable to the Board and comprises the Chairman and Chief Executive and the Executive Directors together with one senior management representative.

風險管理及內部監控

董事會全面負責評估及釐定本集團達成策略目標時其願意接納的風險性質及程度，並適當及有效地控制本集團的風險管理及內部監控系統(尤其是財務、營運及合規監控及風險管理功能)，並持續監察其成效。

本公司已實行和制訂合適政策及程序，以保障資產不會於未獲授權下使用或處置；控制資本支出；備存妥善而準確之會計紀錄和提高財務報告之可靠性；以及確保營運效益及成效，並遵守適用之法律和法規。此等政策和程序旨在針對重大的失實報告、損失、錯誤或欺詐行為，以提供合理但並非絕對之保證，以及管理及減低而非完全消除本集團營運系統之失誤風險。

本集團之風險管理及內部監控框架由以下主要部份組成：

- 具界定責任、適當職責劃分及授權的組織及管治架構；
- 財務監控、風險管理及內部監控等系統及程序，以識別及衡量風險，以及每半年進行風險評估以監察風險減輕之進展；
- 營運及財務預算及預測制度，以衡量績效，包括定期分析偏離預算及計劃的情況，及訂定業績指標並作出合適行動以修正不足之處；
- 嚴謹的政策及程序以評核、檢討及審批重大的合約、主要資本及經常性開支；
- 設立「密函檢舉」機制，允許本集團員工以匿名形式向內部審計部舉報高級管理人員(包括主席兼行政總裁)的欺詐或不當行為。內部審計部將該等密函轉交予審核委員會主席，以作進一步行動；及
- 嚴謹的內部程序和監控措施以處理及發佈內幕消息。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective control of the Group's risk management and internal control systems, particularly in respect of financial, operational and compliance controls and risk management functions, and, as such, monitors the effectiveness on an ongoing basis.

Appropriate policies and procedures have been put in place to safeguard the assets against unauthorized use or disposition; control over capital expenditure; maintain proper and accurate accounting records and enhance the reliability of financial reporting; and to ensure efficiency and effectiveness of operations and compliance with the applicable laws and regulations. Such policies and procedures are designed to provide reasonable, but not absolute, assurance against material misstatement, loss, error or fraud, and to manage and minimize rather than eliminate the risk of failure in the Group's operational systems.

The Group's risk management and internal control framework includes the following major components:

- An organizational and governance structure with defined responsibility, proper segregation of duties and delegated authority;
- Systems and procedures of financial control, risk management and internal control to identify and measure risks and conduct bi-annual risk assessment to monitor the progress of risk mitigation;
- Operational and financial budgeting and forecasting systems for performance measurement, including regular variance analysis against budgets and plans, and setting key business performance targets with appropriate measures to rectify deficiencies;
- Stringent policies and procedures for the appraisal, review and approval of significant contracts, major capital and recurrent expenditures;
- A "whistle-blowing" mechanism to allow the Group's staff to anonymously report any suspected acts of fraud or gross misconduct by senior management, including that of the Chairman and Chief Executive, to the Internal Audit Department which will refer the report to the chairman of the Audit Committee for further action; and
- Strict internal procedures and controls for the handling and dissemination of inside information.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會已授權風險管理委員會負責本集團之風險管理及內部監控系統及檢討其效能。風險管理委員會現有四位成員，包括集團法律總監、集團財務董事、內部審計經理以及高級管理人員代表。年內，本公司已委任外聘專業顧問德勤作為我們的內部審計顧問，以協助本公司的內部審計職能。該委員會根據企業管治守則中有關風險管理及內部監控的守則條文檢討所有重要的監控，並每年向董事會作出兩次匯報。風險管理委員會在管理及監察風險管理及內部監控系統向董事會全面負責提供保證。該委員會已評估並滿意本集團的會計及財務報告職能之資源充足度、有關僱員之資格及經驗，以及彼等之培訓計劃和年度預算，並就本集團營運風險管理及內部監控系統向董事會匯報所有重要範疇均為充足及恰當，並且持續地有效運作。

透過與風險管理委員會緊密合作，內部審計團隊於監管本集團的風險管理及內部監控事宜上扮演著重要角色。

內部審計團隊之主要工作包括：

- 不受限制地檢討本集團主要活動、風險管理、監控及管治程序各個方面；
- 對業務及各支援單位及附屬公司之財務、營運及合規監控及風險管理功能進行獨立、全面及定期之審核，包括建議改善方法及監察各單位及附屬公司之糾正或補救措施，以盡量減低所承受之風險；
- 就管理層或審核委員會提出關注之範圍進行特別檢討；
- 調查商業道德、利益衝突及其他本集團政策之違規情況；及
- 監督「密函檢舉」機制。

The Board has delegated the authority and responsibility for the Group's risk management and internal control systems and the review of its effectiveness to the Risk Management Committee. The Risk Management Committee currently comprises four members, including the General Counsel, the Director of Group Finance, the Internal Audit manager and senior management representative. During the year, the Company has engaged Deloitte, an external professional firm, as our Internal Audit Advisor to assist the internal audit function of the Company. The Committee reviews all material controls in accordance with the Code Provisions on risk management and internal control systems of the CG Code, and reports to the Board twice a year. The Risk Management Committee is fully accountable to the Board for providing assurance on managing and monitoring the systems of risk management and internal controls. The Committee has evaluated and was satisfied with the adequacy of resources, qualifications and experience of the staff of the Group's accounting and financial reporting function as well as their training programmes and budget for the year, and reported to the Board that in all material respects the systems of risk management and internal control over risks associated with the Group's operations was sufficient, appropriate and operated effectively on a continuing basis.

Co-operating closely with the Risk Management Committee, the IA team plays a major role in monitoring the risk management and internal controls of the Group.

The keys tasks of IA team include:

- Unrestricted access to review all aspects of the Group's key activities, risk management, control and governance processes;
- Conduct independent, comprehensive and regular audits of financial, operational and compliance controls and risk management functions of business and support units and subsidiaries, including recommending improvements and monitoring corrective or remedial measures taken by the units and subsidiaries to minimize risk exposure;
- Conduct special reviews of areas of concern identified by Management or the Audit Committee;
- Investigation of business ethics, conflict of interest and other Group policy violations; and
- Oversee the "whistle-blowing" mechanism.

內部審計團隊採取以風險法，實施審核委員會及管理層已批准之審計計劃，此乃以風險評估法為依據。內部審計團隊以內部審計報告形式向管理層提交獨立而客觀之評估及建議。內部審計顧問每年兩次向審核委員會直接匯報主要調查結果、糾正措施及管理層回應。審核委員會可隨時直接接觸內部審計團隊，而毋須知會主席或管理層。

於2019年內，內部審計團隊和內部審計顧問向審核委員會及管理層提交了內部審計報告，涵蓋了本集團重大業務流程和活動。其與管理層合作制定有關行動計劃，以解決任何認定的監控弱點。而審計後進行的檢討，有助確保相關議定措施如期落實執行。

董事及僱員進行之證券交易

本公司已採納本身有關董事進行證券交易的行為守則（「進行證券交易的行為守則」）。該守則條款不遜於上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）之必守準則，並已不時更新。經向全體董事作出特定查詢後，全體董事均確認截至2019年12月31日止年度內已遵守標準守則及進行證券交易的行為守則所必守準則。

此外，本公司已採納了相關員工進行證券交易的標準守則，以監管該等擁有及得悉內幕消息的員工之證券交易。該守則涵蓋包括禁止和進行本公司證券之買賣、避免利益衝突，以及對本公司的資料保密等範疇。我們每六個月就相關員工進行證券交易的標準守則的合規要求向所有相關員工發出提示。

Adopting a risk-based approach, IA team implements the audit plan approved by the Audit Committee and Management, which is based on a risk assessment methodology. It furnishes independent and objective evaluations and recommendations in the form of an internal audit report to Management. The Internal Audit Advisor reports directly to the Audit Committee twice a year on major findings, corrective actions and responses from Management. The Audit Committee has free and direct access to IA team without reference from the Chairman or Management.

During the year of 2019, both IA team and Internal Audit Advisor issued the internal audit reports to the Audit Committee and Management, which covered significant business processes and activities of the Group. It worked with Management to establish action plans to address any identified control weaknesses. Post-audit reviews were performed to ensure those agreed actions have been implemented as intended.

SECURITIES TRANSACTIONS BY DIRECTORS AND EMPLOYEES

The Company has adopted its own Code of Conduct for Securities Transactions by Directors (the “Code of Conduct for Securities Transactions”). This is on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules, and has been updated from time-to-time. Having made specific enquiries to all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code and the Code of Conduct for Securities Transactions throughout the year ended December 31, 2019.

In addition, the Company has adopted a Code of Conduct for Securities Transactions by Specified Employees, which governs the securities transactions of those employees who may possess or have access to inside information. The said code covers areas such as prohibitions and conduct in the dealing of the Company’s securities, avoidance of conflict of interests and confidentiality of the Company’s information, etc. All the specified employees are reminded of the compliance of the Code of Conduct for Securities Transactions by Specified Employees every six months.

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董事及核數師就財務報表所承擔之責任

董事負責監督每個財政期間財務報表的編製，以確保該報表能夠真實和公平地反映該期間本集團之財務狀況、財務表現與現金流量。本集團合併財務報表之編製均符合所有有關之法定要求及適用的會計準則。董事有責任確保選擇及連貫地應用合適之會計政策，並作出審慎和合理的判決及估計。

本集團外聘核數師羅兵咸永道會計師事務所就本集團合併財務報表作出之申報責任聲明載於本年報第64頁至第72頁之獨立核數師報告書內。

核數師之酬金

本集團之外聘核數師羅兵咸永道會計師事務所和其關連機構就其非審核及法定審核服務收取之費用載列如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
非審核服務（包括有關稅務事宜、若干議定審核程序及其他申報服務）	Non-audit services (included tax-related matters, certain agreed-upon procedures work and other reporting services)	1	1
法定審核	Statutory audit	5	5
總數	Total	6	6

公司秘書

羅學文先生自2013年9月起擔任公司秘書。彼亦為本集團僱員及集團法律總監。羅先生負責透過主席兼行政總裁就管治事宜向董事會提供意見，並安排董事的就任須知及專業發展。

羅先生確認於2019年內遵守上市規則第3.29條並已接受不少於15小時之相關專業培訓。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for each financial period to ensure that they give a true and fair view of the financial position of the Group, its financial performance and cash flows for that period. The Group's consolidated financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently, and that where judgment has been applied and estimates made, they are prudent and reasonable.

The statement by the external auditor of the Group, PricewaterhouseCoopers, regarding their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor's Report on pages 64 to 72 of this annual report.

AUDITOR'S REMUNERATION

The remuneration charged by the Group's external auditor, PricewaterhouseCoopers and its affiliated firms for non-audit and statutory audit services is set out below:

COMPANY SECRETARY

Mr. Mark Alan LOYND has been the Company Secretary since September 2013. He is also an employee and the General Counsel of the Group. Mr. LOYND is responsible for advising the Board through the Chairman and Chief Executive on governance matters and facilitates induction and professional development of Directors.

Mr. LOYND confirmed that he has complied with rule 3.29 of the Listing Rules and received not less than 15 hours of relevant professional training in 2019.

憲章文件

截至2019年12月31日止年度，於2019年5月24日舉行的股東周年大會上批准採納了新公司細則。

根據規管本公司之相關法律，若需修訂公司細則，本公司將於本公司股東大會上提呈修訂案以供股東批准。

與投資者及股東之關係

爭取股東信任一直是本公司在投資者關係上的重點工作。本集團之高級管理人員透過公司專訪、電話會議、會議交流及參與大型投資者研討會，與投資界保持定期和公開的對話，以清晰地傳達本公司的業務策略、發展及前景。於2019年與機構投資者及研究分析員舉行之會議合共計約22次。

本公司的股東廣泛而多元化，成員包括機構和散戶投資者。本公司積極運用互聯網和其他電子通訊方式，適時和高透明地提供資訊。為了讓股東在掌握本公司表現之餘又不會過份看重短期業績，本公司決定不依照企業管治守則之建議最佳守則刊發季度財務業績。本公司改為於本公司及香港交易所網頁刊登其首三個月及九個月期間之最新業務資料。本公司網頁上亦載有年報、中期報告、向交易所提交的資料、新聞稿以及其他資料。

董事會已制訂股東通訊政策，並定期檢討及監察其有效推行，以鞏固本公司與股東之關係，並確保符合相關規則及企業管治守則。

董事會歡迎股東對影響本集團的事項提出意見，並鼓勵他們出席股東大會，藉以直接向董事會或管理層反映他們關注的事項。本公司之股東周年大會是尤其重要的平台。為了鼓勵及方便股東出席股東周年大會，本公司於大會舉行日期前最少足20個工作日發出通知。為確保清楚達意，各項獨立議題是以獨立的決議案提出。

CONSTITUTIONAL DOCUMENTS

For the year ended 31 December 2019, there was adoption of New Bye-Laws approved at the annual general meeting held on May 24, 2019.

If any amendment to the Bye-Laws is necessary, according to the relevant law governing the Company, the Company will propose the amendment for shareholders' approval at a general meeting of the Company.

INVESTOR AND SHAREHOLDER RELATIONS

Earning shareholders' trust and confidence has always been the major emphasis of the Company's efforts in investor relations. The Group's senior management keeps a constant and open dialogue with the investment community through company visits, conference calls, information sessions and participation in major investor conferences to communicate clearly the Company's business strategies, developments and prospects. About 22 meetings with institutional investors and research analysts were held in 2019.

The Company has a wide and diverse shareholder base of institutional and retail investors. To ensure all shareholders have equal and timely access to important company information, the Company proactively utilizes internet and other forms of electronic communication to deliver information in a timely and transparent manner. To strike a balance between keeping shareholders abreast of the Company's performance on one hand and avoiding an unhealthy focus on short-term results on the other, the Company decided against following the CG Code Recommended Best Practice of publishing quarterly financial results. Instead, the Company publishes operations updates for the first three and nine month periods on the websites of the Company and HKEX. Annual and interim reports, Stock Exchange filings, press releases and other materials are also accessible on the Company's website.

The Board has established a shareholders' communication policy and will regularly review this policy to ensure its effectiveness to enhance shareholders' relationship with the Company and to comply with the relevant rules and corporate governance code.

The Board welcomes shareholders' views on matters affecting the Group, and encourages their attendance at shareholders' meetings to communicate any concerns they may have with the Board or Management directly. The Company's AGM is an especially important forum. In order to encourage and facilitate shareholder attendance at its AGM, the Company gives at least 20 clear business days' prior notice. To ensure clear communication, each substantially separate issue is proposed under a separate resolution.

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投資者與股東如有意在股東大會上提出建議，又或向董事會提出查詢，可聯絡本公司之投資者關係部，其聯絡詳情載於本年報第172頁。

股息政策

根據守則條文第E.1.5條，本公司於2018年11月8日已採納有關宣派股息之政策。該政策旨在讓股東參與本公司的利潤，並為本公司保留足夠的儲備以作未來增長之用。

本公司擬透過派付股息向股東回饋剩餘現金。這視乎在宣派股息時本公司從累計和未來盈利、可用現金未來之承擔之派付能力。

除本年股息外，本公司亦會不時考慮宣派特別股息。

本公司之收入及其派發股息之能力乃根據(其中包括)，從本公司之附屬公司收取之股息，而這又根據該等附屬公司的可分配利潤、經營業績、財務狀況、資本開支計劃及其他因素。派付股息亦視乎任何根據百慕達法例及新公司細則之限制。

董事會可酌情決定是否派付股息惟在適當的情況下須經本公司股東批准。即使董事會決定建議並派付股息，其形式、次數和金額將根據營運及盈利、資本需要及盈餘、一般財務狀況、合約限制及其他影響本集團的因素而釐定。

股息政策反映了採納當時本公司對本集團財務及現金流量狀況的意見。董事會將不時審閱該政策，並可在相關時間採納適當的變更。

Investors and shareholders who wish to put forward proposals at shareholders' meetings or to make enquiries of the Board may do so by contacting our Investor Relations Department whose contact details are listed on page 172 of this annual report.

Dividend Policy

Pursuant to Code Provision E.1.5, the Company has adopted a policy with regard to the declaration of dividends on November 8, 2018. Such policy aims to allow shareholders to participate in the Company's profits and for the Company to retain adequate reserves for future growth.

The Company intends to return surplus cash to the shareholders through the payment of dividends, which is subject to the Company's capacity to pay from accumulated and future earnings, cash availability and future commitments at the time of declaration of dividend.

The Company may also consider declaring special dividends from time-to-time, in addition to the semi-annual dividends.

The Company's income and its ability to pay dividends are dependent upon, among other things, the dividends received from the Company's subsidiaries, which, in turn, would depend on such subsidiaries' distributable profits, operating results, financial condition, capital expenditure plans and other factors. The payment of dividend is also subject to any restrictions under the Bermuda law and the New Bye-Laws.

The Board has complete discretion on whether to pay dividends, subject to the approval of the shareholders of the Company, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group.

Dividend Policy reflects the Company's view on the financial and cash-flow position of the Group prevailing at the time of its adoption. The Board will review the policy from time-to-time and may adopt changes as appropriate at the relevant time.

股東權利

股東召開股東特別大會的程序

股東有權要求董事會召開本公司的股東特別大會。

根據新公司細則，於遞呈要求當日持有本公司已繳足股本(賦有於本公司股東大會上之投票權)不少於十分之一的股東有權透過向董事會或公司秘書或於本公司註冊辦事處發出書面要求，要求董事會根據百慕達1981年公司法(「公司法」)第74條召開股東特別大會，以處理有關要求中指明之任何事項。倘遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自發根據公司法第74(3)條之規定召開大會。

要求召開股東特別大會的書面要求可送達本年報「公司資料」一節所載的本公司註冊辦事處及其香港主要營業地點，收件人為公司秘書。

股東於股東大會提呈建議的程序

以下股東有權於本公司股東大會提呈建議(可於會議上正式提呈的建議)以供考慮：

- (a) 於請求日期佔本公司總投票權不少於二十分之一的任何股東；或
- (b) 不少於100位持有本公司股份的股東。

SHAREHOLDERS' RIGHTS

Procedures for Shareholder(s) to convene a special general meeting

Shareholders shall have the right to request the Board to convene a special general meeting of the Company.

In accordance with the New Bye-Laws, shareholders holding at the date of deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary or at the registered office of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition pursuant to Section 74 of the Companies Act 1981 of Bermuda (the "Companies Act"). If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Companies Act.

The written requisition requiring a special general meeting to be called can be sent to the Company's registered office and its principal place of business in Hong Kong as set out in the "Corporate Information" section of this annual report for the attention of the Company Secretary.

Procedures for Shareholders to make a proposal at general meeting

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any members representing not less than one-twentieth (1/20) of the total voting rights of the Company on the date of the requisition; or
- (b) not less than 100 members holding shares in the Company.

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有關股東簽妥並載列建議的請求書連同建議內的所述事宜須送交本公司香港主要營業地點。本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據公司法第79條及80條負責支付進行該等行動及安排所產生的開支。

如擬於股東大會上提名退任董事以外的人士參選董事，請查閱載於本公司網頁內之有關程序。

股東可隨時以書面方式透過公司秘書向董事會提出查詢及關注事宜，地址為香港九龍長沙灣道777至779號天安工業大廈5樓。

香港，2020年3月10日

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement with respect to the matter referred to in the proposal must be deposited at the Company's principal place of business in Hong Kong. The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

As regards proposing a person other than the retiring Director for election as a Director in a general meeting, please refer to the procedures available on the Company's website.

Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary at 5th Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong.

Hong Kong, March 10, 2020

董事欣然提呈本集團截至2019年12月31日止年度之經審核合併財務報表。

主要業務

本公司為一間投資控股公司。本集團之主要業務為經營零售及分銷Giordano及Giordano Junior、Giordano Ladies、BSX以及其他自有及授權經營之品牌。儘管該等品牌以不同市場分部為銷售目標，皆致力為消費者提供優良品質、物有所值的服裝及服務。

分部資料

本集團截至2019年12月31日止年度以地區及品牌之表現分析載於財務報表附註5。

業務回顧

有關本集團業務的審視載於本年報第8頁至第23頁的「管理層之論述及分析」章節內。關於本集團面對的主要風險及不明朗因素的敘述已於本年報的不同部份披露，於財務報表附註3尤其詳盡。於本回顧財政年度結束後，並無發生對本集團有影響的重大事件。本集團的業務前景則載於本年報第22頁至第23頁的「管理層之論述及分析」內探討。財務狀況相關的關鍵表現指標以完善及補充財務披露載於第73頁及第164頁，以及「管理層之論述及分析」章節內。本公司與主要持份者關係之闡述及本集團的環境政策及表現的探討載於本年報第ESG.1頁至ESG.40頁的「環境、社會及管治報告書」。

以上部分屬本董事會報告書的一部分。

遵守適用法律及法規

我們已訂立合規程序以確保遵從與本集團有關的相關法律及規例。在法律及公司秘書部的支援及協助下，董事會負責檢討及監察本集團有關遵守法律及監管規定的政策及常規。

The Directors are pleased to submit their report together with the audited consolidated financial statements of the Group for the year ended December 31, 2019.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal business of the Group is the retail and distribution of men's, women's and children's fashion apparel under *Giordano* and *Giordano Junior*, *Giordano Ladies*, *BSX* as well as other owned and licensed brands. Although targeting different market segments, the brands all strive to deliver excellent quality, value and service to consumers.

SEGMENT INFORMATION

An analysis of the Group's performance by geography and by brand for the year ended December 31, 2019 is set out in Note 5 to the financial statements.

BUSINESS REVIEW

A review of the Group's business is provided in the Management Discussion and Analysis section on pages 8 to 23 of this annual report. Description of the principal risks and uncertainties facing the Group can be found throughout this annual report, particularly in Note 3 to the financial statements. No important event affecting the Group has occurred since the end of the financial year under review. The outlook of the Group's business is discussed in the Management Discussion and Analysis section on pages 22 to 23 of this annual report. Certain financial key performance indicators which complement and supplement our financial disclosures are set out on pages 73 and 164 as well as in the Management Discussion and Analysis section. An account of the Company's relationships with its key stakeholders and discussions on the Group's environmental policies and performance are included in the Environmental, Social and Governance Report on pages ESG.1 to ESG.40 of this annual report.

The above sections form part of the Directors' Report.

Compliance with the applicable laws and regulations

We have in place compliance procedures to ensure adherence to the relevant laws and regulations that are relevant to the Group. The Board is responsible for reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements, with the support and assistance of the legal and company secretarial department.

董事會報告書

DIRECTORS' REPORT

上市規則、公司條例及證券及期貨條例(「證券及期貨條例」)及其附屬法例、守則及指引乃我們的合規責任的主要來源。其他司法權區的法律亦可能適用於我們的香港境外業務，而於香港及其他地區，我們均依賴外部律師事務所及專業顧問的協助，以管理我們的法律及合規風險。

我們向僱員傳達相關新法例或法律及規例的變動以確保合規，並定期提醒僱員須承擔合規責任。

業績

本集團截至2019年12月31日止年度之業績及本公司與本集團於該日之財務狀況載於本年報第73頁至第164頁之合併財務報表內。

股息

中期股息每股10.2港仙已於2019年9月20日向本公司股東派發。

董事會建議截至2019年12月31日止年度末期股息為每股4.4港仙。待本公司股東將於應屆股東周年大會上批准後，末期股息將於2020年6月19日向於2020年6月4日名列於本公司股東名冊上之股東派付。

可供分派儲備

於2019年12月31日，本公司之可供分派滾存溢利連同繳入盈餘為1.57億港元(2018年：3.16億港元)。

主要附屬公司

本公司於2019年12月31日之主要附屬公司之詳情載於財務報表附註38。

The Listing Rules, the Companies Ordinance and the Securities and Futures Ordinance (the "SFO") as well as their subsidiary legislation, codes and guidelines are the principal sources of our compliance obligations. Laws in other jurisdictions may also apply to our non-Hong Kong operations, and both in Hong Kong and elsewhere, we rely on the assistance of external law firms and professional advisers to manage our legal and compliance risks.

We communicate information on relevant new laws or changes in laws and regulations to our staff to ensure compliance, and also regularly remind our staff of their compliance obligations.

RESULTS

The results of the Group for the year ended December 31, 2019 and the financial position of the Company and of the Group as at that date are set out in the consolidated financial statements on pages 73 to 164 of this annual report.

DIVIDENDS

An interim dividend of 10.2 HK cents per share was paid to shareholders of the Company on September 20, 2019.

The Board has recommended a final dividend of 4.4 HK cents per share for the year ended December 31, 2019. Subject to the approval of the shareholders of the Company at the forthcoming AGM, the final dividend will be payable on June 19, 2020 to shareholders whose names appear on the register of members of the Company on June 4, 2020.

DISTRIBUTABLE RESERVES

As at December 31, 2019, the retained profits of the Company together with the contributed surplus available for distribution amounted to HK\$157 million (2018: HK\$316 million).

PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at December 31, 2019 are set out in Note 38 to the financial statements.

十年財務資料

本集團過去十個財政年度之業績、資產及負債摘要載於本年報第2頁及第3頁。

股本

本公司之股本於本年度內之變動詳情載於財務報表附註24。

股份優先購買權

公司細則中並無股份優先購買權之規定，惟百慕達法例則無限制該等權利。

股票掛鈎協議

除本年報「購股權資料」一節披露的本公司購股權計劃外，本公司概無於年內或年度結束時訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立任何協議將會或可導致本公司發行股份。

主要供應商及客戶

於本年度內，本集團主要供應商所佔的購買總額百分比如下：

購買額

最大供應商	43%
五大供應商總額合計	64%

於本年度內，本集團首五大客戶所佔的銷售額均低於10%。

概無董事或其任何緊密聯繫人或就董事所深知擁有本公司已發行股本超過5%之任何股東擁有本集團五大供應商及五大客戶之任何實益權益。

TEN-YEAR FINANCIAL INFORMATION

A summary of the results, assets and liabilities of the Group for the last ten fiscal years is set out on pages 2 and 3 of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are shown in Note 24 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the New Bye-Laws although there are no restrictions against having such rights under the laws of Bermuda.

EQUITY-LINKED AGREEMENTS

Other than the Company's share option schemes as disclosed under Share Option Information in this annual report, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

MAJOR SUPPLIERS AND CUSTOMERS

The aggregate percentages of purchases attributable to the Group's major suppliers during the year are as follows:

Purchases

The largest supplier	43%
Five largest suppliers combined	64%

The percentage of the sales attributable to the Group's five largest customers is less than 10% during the year.

None of the Directors, their close associates, or any shareholders, which to the knowledge of the Directors, own more than 5% of the issued share capital of the Company, had any beneficial interest in the Group's five largest suppliers and customers.

董事會報告書

DIRECTORS' REPORT

物業、機器及設備

本年度內物業、機器及設備之變動詳情載於財務報表附註14。

慈善捐款

本集團於本年度內之慈善捐款為244,366港元(2018年：28,000港元)。

銀行貸款

於2019年12月31日，本集團有2.65億港元銀行貸款須於一年內償還(2018年：2.98億港元)。

董事

於本年度內及截至本報告書之日期止，本公司之董事為：

執行董事

劉國權博士(主席兼行政總裁)
陳嘉緯博士
羅學文先生

非執行董事

鄭志剛博士JP
陳世昌先生

獨立非執行董事

畢滌凡博士
鄭其志先生GBS, JP
黃旭教授
Alison Elizabeth LLOYD博士*

根據新公司細則第84(2)條規定，鄭志剛博士JP、陳世昌先生及鄭其志先生GBS, JP須將於應屆股東周年大會上輪值告退，惟彼等符合資格，並願意膺選連任。

* 於2019年3月7日獲委任

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment during the year are set out in Note 14 to the financial statements.

CHARITABLE DONATIONS

Donations made for charitable purposes by the Group during the year amounted to HK\$244,366 (2018: HK\$28,000).

BANK LOANS

As at December 31, 2019, the Group had bank loans of HK\$265 million (2018: HK\$298 million) that were repayable within one year.

DIRECTORS

The Directors during the year and up to the date of this report are:

Executive Directors

Dr. LAU Kwok Kuen, Peter (*Chairman and Chief Executive*)
Dr. CHAN Ka Wai
Mr. Mark Alan LOYND

Non-executive Directors

Dr. CHENG Chi Kong JP
Mr. CHAN Sai Cheong

Independent Non-executive Directors

Dr. Barry John BUTTIFANT
Mr. KWONG Ki Chi GBS, JP
Professor WONG Yuk (alias, HUANG Xu)
Dr. Alison Elizabeth LLOYD*

In accordance with Bye-Law 84(2) of the New Bye-Laws, Dr. CHENG Chi Kong JP, Mr. CHAN Sai Cheong and Mr. KWONG Ki Chi GBS, JP shall retire by rotation at the forthcoming AGM and, being eligible, will offer themselves for re-election.

* Appointed on March 7, 2019

於本報告日，董事之個人資料詳情載於本年報第24頁至第28頁。

Biographical details of the Directors as at the date of this report are set out on pages 24 to 28 of this annual report.

董事資料變動

根據上市規則第13.51B(1)條，董事資料自本公司截至2019年6月30日止期間之中期報告日期起的變動載列如下：

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to rule 13.51(B)(1) of the Listing Rules, the changes in information of our Directors since the report date of the interim report of the Company for the period ended June 30, 2019 are set out below:

董事姓名 Name of Directors	資料變動 Changes in information
劉國權 LAU Kwok Kuen, Peter	<p>本公司主席兼行政總裁劉博士由2019年1月1日起出任城大商學院兼任教授。</p> <p>Dr. LAU, the Chairman and Chief Executive of the Company, has been an adjunct professor of College of Business at CityU with effect from January 1, 2019.</p> <p>劉博士由2019年9月1日起出任浸大商學院顧問委員會外部成員。</p> <p>Dr. LAU has been an external member of the School of Business Advisory Committee of HKBU with effect from September 1, 2019.</p>
鄭志剛 CHENG Chi Kong	<p>鄭博士於2019年10月11日起獲委任為新創建集團有限公司之執行董事。</p> <p>Dr. CHENG was appointed as an executive director of NWS Holdings Limited on October 11, 2019.</p> <p>鄭博士於2020年2月1日起獲委任為新世界中國地產有限公司之行政主席。</p> <p>Dr. CHENG was appointed as an executive chairman of New World China Land Limited on February 1, 2020.</p>

除上文所披露者外，自本公司之2019中期報告日期以來，根據上市規則第13.51B(1)條須予披露之董事履歷詳情並無其他更新。

Save as disclosed above, there is no other change in the Directors' biographical details which is required to be disclosed pursuant to rule 13.51B(1) of the Listing Rules since the date of 2019 interim report of the Company.

董事服務合約

擬將於應屆股東周年大會上膺選連任之董事，概無與本公司或其附屬公司訂立本集團不可於一年內毋須賠償(法定補償除外)而終止之服務合約。

DIRECTORS' SERVICE CONTRACTS

The Directors being proposed for re-election at the forthcoming AGM do not have any service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

獲准許的彌償條文

根據新公司細則，本公司每名董事或其他主要職員在其執行職責或在其他方面與此有關之情況下可能蒙受或產生之所有損失或責任，有權獲得從本公司之資產中撥付彌償。此外，本公司已就董事可能面對之有關法律行動安排適當的董事及主要職員責任保險。

PERMITTED INDEMNITY

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

董事會報告書

DIRECTORS' REPORT

董事及主要行政人員之股份、相關股份及債權證的權益及淡倉

於2019年12月31日，本公司董事及主要行政人員或彼等各自之緊密聯繫人本公司或其任何相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須記錄於證券及期貨條例第352條規定置存之登記冊內之權益或淡倉，或根據標準守則須知會本公司和聯交所之權益及淡倉如下：

於本公司股份及相關股份之好倉

Long positions in shares and underlying shares of the Company

董事姓名 Name of Directors	所持普通股數目 Number of ordinary shares held			概約持股百分比 Approximate percentage of shareholding (附註3)
	個人權益 (附註1) Personal interests (Note 1)	衍生工具權益 (購股權) (附註1及2) Derivative interests (share options) (Notes 1 & 2)	合計 Total	
劉國權 LAU Kwok Kuen, Peter	27,518,000	—	27,518,000	1.74%
陳嘉緯 CHAN Ka Wai	600,000	7,700,000	8,300,000	0.52%
羅學文 Mark Alan LOYND	236,000	6,064,000	6,300,000	0.39%

附註：

- (1) 該等權益乃指相關董事作為實益擁有人持有的權益。
- (2) 衍生工具權益之相關股份乃按本公司採納之購股權計劃而授予董事之購股權，有關資料載列於本年報第165頁至第171頁。
- (3) 按於2019年12月31日本公司已發行股份1,578,500,518股計算。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2019, the interests and short positions of the Directors and chief executive of the Company and their respective close associates in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

所持普通股數目

Number of ordinary shares held

董事姓名 Name of Directors	所持普通股數目 Number of ordinary shares held			概約持股百分比 Approximate percentage of shareholding (附註3)
	個人權益 (附註1) Personal interests (Note 1)	衍生工具權益 (購股權) (附註1及2) Derivative interests (share options) (Notes 1 & 2)	合計 Total	
劉國權 LAU Kwok Kuen, Peter	27,518,000	—	27,518,000	1.74%
陳嘉緯 CHAN Ka Wai	600,000	7,700,000	8,300,000	0.52%
羅學文 Mark Alan LOYND	236,000	6,064,000	6,300,000	0.39%

Notes:

- (1) This represents interests held by the relevant Directors as beneficial owners.
- (2) Derivative interests are share options granted to the Directors pursuant to the share option schemes of the Company and details of which are set out on pages 165 to 171 of this annual report.
- (3) Based on 1,578,500,518 shares of the Company in issue as at December 31, 2019.

除上述披露外，於2019年12月31日，本公司董事或主要行政人員或彼等各自之緊密聯繫人概無於本公司或其任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有須記錄於證券及期貨條例第352條規定置存之記錄冊內之權益或淡倉，或須根據標準守則知會本公司及聯交所之權益或淡倉。

Save as disclosed above, as at December 31, 2019, none of the Directors or chief executive of the Company or their close respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

董事於重要交易、安排及合約中的權益

持續關連交易及重大關聯人士交易的詳情，分別已於本年報第59頁至第62頁「持續關連交易」一節及財務報表附註36中披露。

除上述者外，並無其他重要交易、安排或合約與本集團業務有關，且本公司或其任何附屬公司為其中一方，而本公司董事或與其有關聯的實體直接或間接於其中擁有重大權益的交易、安排或合約於年度結束時或年內任何時間仍然有效。

董事購買股份或債權證之權利

除於本年報第165頁至第171頁「購股權之資料」一節所披露者外，於本回顧年度內任何時間，本公司或其任何控股公司、同系附屬公司或附屬公司概無參與訂立任何安排以使本公司董事(包括彼等配偶及未滿18歲的子女)可藉購入本公司或任何其他法團之股份或債權證而獲取利益。

管理合約

除僱員合約外，於本年度內，本公司並無訂立或進行任何與本公司全部或重要業務有關之管理及行政合約。

董事於競爭性業務中的權益

於本年度內，概無董事擁有與本集團業務上直接或間接構成競爭或可能構成競爭的任何業務權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Details of the continuing connected transactions and material related party transactions are respectively disclosed under section headed "Continuing Connected Transactions" on pages 59 to 62 and in Note 36 to the financial statements of this annual report.

Save for the above, no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any its subsidiaries was a party and in which a Director or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under Share Option Information section on pages 165 to 171 to this annual report, at no time during the year under review was the Company, or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors (including their spouses and children under 18 years of age) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, 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 Group's businesses.

董事會報告書

DIRECTORS' REPORT

主要股東之權益及淡倉

就本公司董事或主要行政人員所知，於2019年12月31日，下列人士(除本公司董事及主要行政人員外)於本公司之股份或相關股份中擁有須記錄於證券及期貨條例第336條規定存置之登記冊內之權益或淡倉如下：

於本公司股份及相關股份之好倉

Long positions in shares and underlying shares of the Company

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

So far as is known to the Directors or chief executive of the Company, as at December 31, 2019, the following persons (other than Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

主要股東名稱 Name of substantial shareholders	身份 Capacity	所持普通股數目 Number of ordinary shares held	概約持股百分比 (附註3) Approximate percentage of shareholding (Note 3)
BlackRock, Inc.	受控制法團之權益 Interest of controlled corporation	110,443,518 (附註 Note 2)	6.99%
Cheng Yu Tung Family (Holdings) Limited (附註 Note 1)	受控制法團之權益 Interest of controlled corporation	384,830,000	24.37%
Cheng Yu Tung Family (Holdings II) Limited (附註 Note 1)	受控制法團之權益 Interest of controlled corporation	384,830,000	24.37%
Chow Tai Fook Capital Limited (附註 Note 1)	受控制法團之權益 Interest of controlled corporation	384,830,000	24.37%
周大福(控股)有限公司(「周大福控股」) Chow Tai Fook (Holding) Limited (“CTF”) (附註 Note 1)	受控制法團之權益 Interest of controlled corporation	384,830,000	24.37%
周大福代理人有限公司(「周大福代理人」) Chow Tai Fook Nominee Limited (“CTFN”) (附註 Note 1)	受控制法團之權益 Interest of controlled corporation	384,830,000	24.37%
Sino Wealth International Limited (“Sino Wealth”)	實益擁有人 Beneficial owner	384,830,000	24.37%

附註：

Notes:

(1) 於2019年12月31日，Sino Wealth持有384,830,000股本公司股份，其由周大福代理人全資擁有，而周大福代理人則由周大福控股控制。Cheng Yu Tung Family (Holdings) Limited及Cheng Yu Tung Family (Holdings II) Limited於Chow Tai Fook Capital Limited分別持有約49.0%及46.7%權益，而Chow Tai Fook Capital Limited則於周大福控股持有約81.0%權益，因此Cheng Yu Tung Family (Holdings) Limited、Cheng Yu Tung Family (Holdings II) Limited、Chow Tai Fook Capital Limited、周大福控股及周大福代理人被視為於Sino Wealth所持本公司股份中擁有權益。

(1) As at December 31, 2019, 384,830,000 shares of the Company were held by Sino Wealth which is a wholly-owned by CTFN, which in turn controlled by CTF. Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited held approximately 49.0% and 46.7% interest in Chow Tai Fook Capital Limited respectively, which in turn held an approximately 81.0% interest in CTF and accordingly each of Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited, Chow Tai Fook Capital Limited, CTF and CTFN is deemed to have an interest in the shares of the Company held by Sino Wealth.

(2) BlackRock, Inc.持有之110,443,518股本公司股份中，有1,060,000股為以現金交收之非上市權益衍生工具。

(2) 110,443,518 shares of the Company were held by BlackRock, Inc. of which 1,060,000 shares were cash settled unlisted equity derivatives.

(3) 按於2019年12月31日本公司已發行股份1,578,500,518股計算。

(3) Based on 1,578,500,518 shares of the Company in issue as at December 31, 2019.

除上述披露者外，於2019年12月31日，本公司並無獲悉本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之任何權益或淡倉。

重大關聯人士交易

本集團於本年度內訂立的重大關聯人士交易(根據上市規則並不構成關連交易)，其詳情載於財務報表附註36。

持續關連交易

於本年度內，本集團訂立以下持續關連交易，根據上市規則第14A章，其須遵守公佈及申報之規定，惟獲豁免遵守通函及獨立股東批准之規定。

本公司已就以下持續關連交易遵守上市規則第14A章項下的披露規定。於本年度內進行持續關連交易時，本公司已遵守相關的內部租賃評估政策。

(1) 既有租賃協議

本集團旗下成員與新世界百貨中國有限公司(「新世界百貨」)及其附屬公司(統稱「新世界百貨集團」)旗下成員於過往曾就本集團旗下成員於中華人民共和國(「中國」)向新世界百貨集團旗下成員租用物業及／或專櫃訂立租賃協議，包括於曆年內已完成及於緊接簽訂綜合租賃協議(定義見下文)前仍然有效之租賃協議(「既有租賃協議」)。大部份既有租賃協議均為1年或以下之短期租賃，而由於所有既有租賃協議均遵守一般及市場租金條款按營業額租金計算(而營業額租金乃根據各月份營業額之百分比計算)，故本集團將支付予新世界百貨集團之每月金額將每月變動。

Save as disclosed above, as at December 31, 2019, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

MATERIAL RELATED PARTY TRANSACTIONS

Material related party transactions entered into by the Group during the year, which do not constitute connected transactions under the Listing Rules, are set out in Note 36 to the financial statements.

CONTINUING CONNECTED TRANSACTIONS

During the year, the Group conducted the following continuing connected transactions, which are subject to the announcement and reporting requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules in respect of the following continuing connected transactions. When conducting the continuing connected transactions during the year, the Company has followed the relevant internal leasing evaluation policy.

(1) Pre-existing Agreements

Members of the Group and members of New World Department Store China Limited ("NWDS") and its subsidiaries (collectively, the "NWDS Group") have in the past entered into leasing agreements which include those that completed during the calendar year and those that remain in force as immediately prior to the execution of the Master Leasing Agreement (as defined below) regarding the leasing of premises and/or concessionaire counters in the People's Republic of China (the "PRC") by members of the Group from members of the NWDS Group (the "Pre-existing Leasing Agreements"). Most of the Pre-existing Leasing Agreements comprise of short-term leases of one year or less, and as all of the Pre-existing Leasing Agreements are subject to ordinary and market rental terms based on calculation of turnover rent, (which in turn is based on a percentage of the respective monthly turnover), the monthly payable amount to be made by the Group to NWDS Group will vary month by month.

董事會報告書

DIRECTORS' REPORT

(2) 前海交易

於2018年12月6日，本集團旗下成員之一與深圳前海周大福港貨中心有限公司(「前海周大福」)就於中國重續租用物業訂立一份函件協議(「前海重續函件」)，年期由2018年12月7日起至2021年4月6日止。前海重續函件均遵守一般及市場租金條款按月租、管理費及／或每月總銷售營業額的15%計算(統稱「前海交易」)。前海重續函件已於2019年8月31日結束。

(3) 綜合租賃協議

- (i) 於2017年12月29日，本公司與新世界百貨訂立一份綜合租賃協議(「綜合租賃協議」)，據此，訂約方(i)記錄彼等就向新世界百貨集團旗下成員於中國租用物業及專櫃訂立未來租賃協議之互相共識；及(ii)載列該等未來租賃之基本原則，年期由綜合租賃協議日期起至2019年12月31日止。綜合租賃協議已於2019年12月31日屆滿。
- (ii) 於2019年12月31日，本公司與新世界百貨訂立一份重續綜合租賃協議(「重續綜合租賃協議」)，據此，訂約方(i)記錄彼等就向新世界百貨集團旗下成員於中國租用物業及專櫃訂立未來租賃協議之互相共識；及(ii)載列該等未來租賃之基本原則，年期由2020年1月1日至2022年12月31日止。

(2) Qianhai Transactions

On December 6, 2018, a member of the Group and Shenzhen Qianhai Chow Tai Fook Hong Kong Goods Centre Co., Ltd. ("Qianhai CTF") have entered into a letter agreement (the "Qianhai Renewal Letter") for the renewal of leasing of premises in the PRC for a term commencing from December 7, 2018 to April 6, 2021. The Qianhai Renewal Letter is subject to ordinary and market rental terms based on calculation of the monthly rental, the management fee and/or 15% of the monthly gross sales turnover (collectively, the "Qianhai Transactions"). The Qianhai Renewal Letter was terminated on August 31, 2019.

(3) Master Leasing Agreement

- (i) On December 29, 2017, the Company and NWDS entered into a master leasing agreement (the "Master Leasing Agreement") pursuant to which the parties (i) recorded their mutual understanding to enter into future lease agreements with respect to the lease of premises and concessionaire counters in the PRC from members of the NWDS Group; and (ii) set out the underlying principles of such future leases for a term commencing from the date of the Master Leasing Agreement up to December 31, 2019. The Master Leasing Agreement was expired on December 31, 2019.
- (ii) On December 31, 2019, the Company and NWDS entered into a renewed master leasing agreement (the "Renewed Master Leasing Agreement") pursuant to which the parties (i) recorded their mutual understanding to enter into future lease agreements with respect to the lease of premises and concessionaire counters in the PRC from members of the NWDS Group; and (ii) set out the underlying principles of such future leases for a term commencing from January 1, 2020 to December 31, 2022.

重續綜合租賃協議將於2022年12月31日屆滿，除非根據重續綜合租賃協議提前終止，否則在(其中包括)上市規則之規限下於其後自動重續3年。

由於(i)Sino Wealth為本公司之主要股東，其持有本公司約24.37%權益，Sino Wealth由周大福代理人全資擁有，而該公司由周大福控股控制。此外，新世界百貨為新世界發展有限公司(「新世界發展」)之附屬公司，而周大福企業有限公司為新世界發展之控股股東以及周大福控股之全資附屬公司；及(ii)前海周大福分別由周大福企業有限公司、周大福珠寶集團有限公司及新世界發展持有約50%、30%及20%權益，而周大福珠寶集團有限公司為周大福控股之附屬公司；因此，根據上市規則第14A章，新世界百貨集團及前海周大福均為本公司之關連人士，既有租賃協議項下之所有交易、綜合租賃協議及重續綜合租賃協議項下的全部未來交易及現有租賃協議的重續，以及前海交易均構成本公司之持續關連交易。

有關既有租賃協議、前海協議及綜合租賃協議的詳情，請參閱本公司日期為2017年12月29日之公佈。

有關前海重續函件的詳情，請參閱本公司日期為2018年12月6日之公佈。

有關重續綜合租賃協議函件的詳情，請參閱本公司日期為2019年12月31日之公佈。

持續關連交易截至2017年、2018年及2019年12月31日止各年的年度上限分別為600萬港元、1,000萬港元及1,500萬港元。

截至2019年12月31日止年度，本集團已支付或將支付予新世界百貨集團及前海周大福的營業額租金約達273萬港元，低於1,500萬港元的年度上限。

The Renewed Master Leasing Agreement will expire on December 31, 2022 and will be automatically renewed for successive periods of 3 years thereafter, subject to, among others, the Listing Rules, unless terminated earlier in accordance with the Renewed Master Leasing Agreement.

As (i) Sino Wealth, a substantial shareholder of the Company, held approximately 24.37% interest in the Company. Sino Wealth is wholly-owned by CTFN, which is in turn controlled by CTF. Also, NWDS is a subsidiary of New World Development Company Limited ("NWD") and Chow Tai Fook Enterprises Limited is a controlling shareholder of NWD as well as a wholly-owned subsidiary of CTF; and (ii) Qianhai CTF is owned as to approximately 50%, 30% and 20% by Chow Tai Fook Enterprises Limited, Chow Tai Fook Jewellery Group Limited and NWD, respectively and Chow Tai Fook Jewellery Group Limited is a subsidiary of CTF; accordingly, each of the NWDS Group and Qianhai CTF is a connected person of the Company and the transactions under the Pre-existing Leasing Agreements, all future and renewals of the existing leasing agreements contemplated under the Master Leasing Agreement and the Renewal of Master Leasing Agreement and the Qianhai Transactions constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

For details of the Pre-existing Agreements, Qianhai Agreement and Master Leasing Agreement, please refer to the Company's announcement dated December 29, 2017.

For details of the Qianhai Renewal Letter, please refer to the Company's announcement dated December 6, 2018.

For details of the Renewed Master Leasing Agreement, please refer to the Company's announcement dated December 31, 2019.

The annual caps in respect of the continuing connected transactions for the years ending December 31, 2017, 2018 and 2019 are HK\$6 million, HK\$10 million and HK\$15 million, respectively.

For the year ended December 31, 2019, the turnover rent paid or payable to NWDS Group and Qianhai CTF by the Group amounted to approximately HK\$2.73 million, which is within the annual cap of HK\$15 million.

董事會報告書

DIRECTORS' REPORT

獨立非執行董事已審閱上述持續關連交易，並確認該等持續關連交易乃：

- (a) 在本集團之日常及一般業務過程中進行；
- (b) 按一般商業條款或更佳條款進行；及
- (c) 根據規管此等交易的相關協議訂立，其條款公平合理且符合本公司股東的整體利益。

本公司之獨立核數師羅兵咸永道會計師事務所已獲委聘根據香港會計師公會頒佈之香港核證委聘準則第3000號(經修訂)《歷史財務資料審核或審閱以外之核證委聘》，以及參考應用指引第740號《核數師根據香港上市規則發出有關持續關連交易之函件》就上文所述之持續關連交易作出報告。核數師已根據上市規則第14A.56條的規定就關連交易之核證結果及結論作出其無保留意見函件。本公司亦已向聯交所提供該核數師函件之副本。

除上文披露者外，於本年度內，本集團並無任何關連交易須根據上市規則第14A章作出申報之規定。

購股權資料

購股權計劃之摘要及本公司購股權於本年度內之變動詳情載於本年報第165頁至第171頁。

購買、出售或贖回本公司之上市證券

截至2019年12月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

公眾持股量

於本報告日，根據本公司可以得悉之公開資料及董事知悉之情況下，本公司已按上市規則之要求，維持足夠公眾持股量。

Independent Non-executive Directors have reviewed the above continuing connected transactions and confirmed that these continuing connected transactions were entered into:

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

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

Save as disclosed above, the Group did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules during the year.

SHARE OPTION INFORMATION

A summary of the Company's share option schemes and details of the movement in share options of the Company during the year are set out on pages 165 to 171 of this annual report.

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

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

PUBLIC FLOAT

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

企業管治

本公司致力維持高水平之企業管治，以確保提高透明度及更有效地保障股東權益。有關本公司企業管治常規的資料，載於本年報第29頁至第50頁「企業管治報告書」。

薪酬政策

本集團僱員乃按其表現、資格及能力獲甄選、訂定薪酬及晉升。本集團僱員退休福利的詳情載於財務報表附註2。

董事酬金由本公司薪酬委員會經考慮本公司經營業績、個人表現及可比較市場標準後釐定。董事之本年度酬金詳情以具名方式載於財務報表附註10。

獨立核數師

本年度之合併財務報表已由羅兵咸永道會計師事務所審核，其將退任，惟符合資格並願意應聘連任。本公司將於應屆股東周年大會上提呈一項決議案，以續聘羅兵咸永道會計師事務所為本公司之獨立核數師並授權董事釐定其酬金。

承董事會命
劉國權
主席兼行政總裁

香港，2020年3月10日

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance so as to ensure better transparency and protection of shareholders' interests. Information on the Company's corporate governance practices is set out in the Corporate Governance Report on pages 29 to 50 of this annual report.

EMOLUMENT POLICY

The employees of the Group are selected, remunerated and promoted on the basis of their merit, qualifications and competence. Please refer to Note 2 to the financial statements for details of the retirement benefits provided to employees of the Group.

The emoluments of the Directors are decided by the Remuneration Committee of the Company, having regard to the Company's operating results, individual performance and comparable market standards. Particulars of the emoluments of Directors on a named basis for the year are set out in Note 10 to the financial statements.

INDEPENDENT AUDITOR

The consolidated financial statements for the year have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment. A resolution to re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorize the Directors to fix its remuneration will be proposed for approval at the forthcoming AGM.

On behalf of the Board
LAU Kwok Kuen, Peter
Chairman and Chief Executive

Hong Kong, March 10, 2020

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

致佐丹奴國際有限公司成員

(於百慕達註冊成立的有限公司)

意見

我們已審計的內容

佐丹奴國際有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第73至164頁的合併財務報表，包括：

- 於2019年12月31日的合併資產負債表；
- 截至該日止年度的合併利潤表；
- 截至該日止年度的合併綜合收益表；
- 截至該日止年度的合併權益變動表；
- 截至該日止年度的合併現金流量表；及
- 合併財務報表附註，包括主要會計政策概要。

我們的意見

我們認為，該等合併財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2019年12月31日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露要求妥為擬備。

TO THE MEMBERS OF GIORDANO INTERNATIONAL LIMITED

(incorporated in Bermuda with limited liability)

OPINION

What we have audited

The consolidated financial statements of Giordano International Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 73 to 164, which comprise:

- the consolidated balance sheet as at 31 December 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 cash flow statement for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

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 December 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 accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

意見的基礎

我們已根據香港會計師公會頒布的《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「核數師就審計合併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布的《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，認為對本期合併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合併財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 採納《香港財務報告準則第16號－租賃》
- 商譽減值及授出認沽期權負債的估值
- 存貨估值

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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 year. 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 matters identified in our audit are summarised as follows:

- Adoption of HKFRS 16 – Leases
- Goodwill impairment and valuation of put option liability
- Valuation of inventory

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審計事項 Key Audit Matter

我們的審計如何處理關鍵審計事項 How our audit addressed the Key Audit Matter

採納《香港財務報告準則第16號 – 租賃》 Adoption of HKFRS 16 – Leases

請參閱合併財務報表附註15「使用權資產和租賃負債」，會計政策中的附註2(z)及重要會計估計及判斷中的附註4(vii)。

Refer to note 15 "Right-of-use Assets and Lease Liabilities" and Accounting Policies note 2(z) and Critical Accounting Estimates and Judgements in note 4(vii) to the consolidated financial statements.

貴集團於2019年1月1日採納《香港財務報告準則第16號 – 租賃》(「香港財務報告準則第16號」)，並選擇追溯採用新準則，而無須重述比較數字。新租賃準則產生的重分類及調整於2019年1月1日在期初合併資產負債表內確認。於2019年1月1日，貴集團確認的租賃負債為11.1億港元與相應的使用權資產為13.74億港元。

The Group adopted HKFRS 16 – Leases ("HKFRS 16") on 1 January 2019 and elected to apply the new standard under the modified retrospective method, which does not require restatement of comparatives. The reclassifications and the adjustments arising from the new leasing standard are recognized in the opening consolidated balance sheet on 1 January 2019. Lease liabilities of HK\$1,110 million were recognized on 1 January 2019 together with corresponding right of use assets of HK\$1,374 million.

採用《香港財務報告準則第16號》對合併財務報表的影響重大，原因是租賃數量極大，以及釐定適當貼現率及租約年期時需作出重要判斷及估計。

The impact to the consolidated financial statements of adopting HKFRS 16 is significant due to the large volume of leases amount. Significant judgements and estimates are involved in determining the appropriate discount rates and lease terms.

我們已經了解管理層對新準則應用的監控，以及核對識別及確認租賃的關鍵監控。

We obtained an understanding of management's assessment of the application of the new standard, including validating key controls in place over the identification and recognition of leases.

我們根據合約協議及我們對業務的知識，評估了管理層評估租賃識別是否適當，包括具有續租選擇權和終止選擇權。

We assessed the appropriateness of management's assessments of the identification of leases, including those with renewal and termination options, based on the contractual agreements and our knowledge of the business.

我們從管理層獲得了租賃摘要，並以抽樣方式，測試了每個租賃的關鍵條款(包括租約年期及租賃付款)並追溯到相關租賃合約。

We obtained a summary of leases from management, and tested, on a sample basis, the key terms of each lease including lease terms and lease payments by tracing such information to the underlying lease contracts.

我們根據合約條款、資產的性質及情況，以及我們對業務的知識，評估了釐定貼現率及租約年期所作的判斷及估計的合理性。

We assessed the judgements and estimates involved in determining the discount rates and the lease terms based on the contractual terms, nature and condition of the assets and our knowledge of the business.

我們以抽樣方式，測試了根據租賃付款、貼現率及預期租約年期計算的租賃負債。

We tested, on a sample basis, the mathematical calculation of the lease liabilities based on lease payments, the discount rates and the expected lease terms.

我們認為，管理層於採納《香港財務報告準則第16號》時採用的關鍵假設獲現有證據支持。

We found the key assumptions made by management in respect of the adoption of HKFRS 16 were supportable based on the available evidence.

關鍵審計事項
Key Audit Matter

我們的審計如何處理關鍵審計事項
How our audit addressed the Key Audit Matter

商譽減值及授出認沽期權負債的估值
Goodwill impairment and valuation of put option liability

請參閱合併財務報表附註17「商譽」，附註28「授出認沽期權負債」，會計政策中的附註2(k)及2(t)及重要會計估計及判斷中的附註4(ii)及4(v)。

Refer to note 17 "Goodwill", note 28 "Put Option Liabilities", Accounting Policies notes 2(k) and 2(t) and Critical Accounting Estimates and Judgements in notes 4(ii) and 4(v) to the consolidated financial statements.

列示於合併資產負債表的商譽共計5.46億港元，其中5.41億港元來自於收購佐丹奴中東業務（以下簡稱「中東業務」）。此部分商譽已被分攤至現金產生單元（以下簡稱「現金產生單元」），以進行商譽減值測試。另外，授出認沽期權存在於中東業務的非控制性股東所持有的剩餘權益中。認沽期權負債於每個資產負債表日以贖回價值計量。於2019年12月31日，貴集團的認沽期權負債為0.59億港元。

Of the HK\$546 million goodwill on the consolidated balance sheet, HK\$541 million arose from the acquisitions of the Giordano Middle East businesses (the "Middle East Business"), which has been allocated to a group of cash generating units ("CGUs") for the purpose of goodwill impairment testing. In addition, put options exist over the remaining interests held by the non-controlling shareholders of the Middle East Business. The put option liability is measured at value of the redemption amounts at each balance sheet date, and as at 31 December 2019, amounted to HK\$59 million.

收購中東業務所得商譽的可收回金額評估與認沽期權負債的估值均以管理層編製的現金流預測為基礎，並按公允價值減去銷售成本來計算。

The assessments of the recoverable amount of the goodwill and the put option liability valuation for the Middle East Business were based on the same cash flow projections prepared by management, using fair value less costs to sell calculations.

我們關注該等餘額是因為估值模型涉及管理層就中東業務的未來業績所作的重要判斷。

We focussed on these balances because the valuation models involve significant judgements made by management about the future results of the Middle East Business.

我們通過評估管理層制定估值模型時所採用的估值方法、估值流程與估值控制的適當性來評估其估值模型，並將相關輸入與董事會批准的最新預算進行比較。同時，我們還將歷史實際結果與其之前的預算進行比較，以評估管理層的預測質量。

We evaluated management's valuation models by assessing the appropriateness of the valuation methodology, the process and controls by which the models were drawn up and compared the underlying inputs to the latest Board approved budget. We also compared historic actual results to those budgeted to assess the quality of management's forecasting.

我們著重關注計算中採用的關鍵假設與輸入，特別是：

We have focussed on the key assumptions and inputs used in the calculations, particularly:

- 採用的風險調整折現率，並根據相關公司和行業及國家特定的可比實體的資本成本對該等折現率進行評估；
the risk adjusted discount rates used, and assessed these against the cost of capital of the relevant companies and industry and country specific comparable entities;
- 預計年度銷售增長率與現金產生單元的最終增長率，因為這些因素被視為中東業務估值的核心部分。我們從各個方面將管理層所作的上述假設與外部零售行業前景報告和國家具體經濟增長預測進行了比較。
the projected annual sales growth rates and the terminal growth rates for the CGUs, as these were considered to be the key drivers of the valuation of the Middle East Business. We compared management's assumptions of these against external retail industry outlook reports and country specific economic growth forecasts from different sources.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審計事項 Key Audit Matter

我們的審計如何處理關鍵審計事項 How our audit addressed the Key Audit Matter

存貨估值 Valuation of inventory

請參閱合併財務報表附註22「存貨」，會計政策中的附註2(n)及重要會計估計及判斷中的附註4(iv)。
Refer to note 22 "Inventories" and Accounting Policies note 2(n) and Critical Accounting Estimates and Judgements in note 4(iv) to the consolidated financial statements.

於2019年12月31日，貴集團的淨存貨餘額為5.48億港元。存貨按成本與可變現淨值的較低者列示於合併財務報表。服裝行業存貨的可變現淨值難以估計，且可能受貴集團經營所在地的經濟狀況變化以及受客戶品味和競爭對手應對不同市場條件時所採取的行動的變化所影響。

The net inventory balance at 31 December 2019 was HK\$548 million. Inventory is carried in the consolidated financial statements at the lower of cost and net realisable value. The net realisable value of inventory in the apparel industry is difficult to estimate and could be impacted by changes in economic conditions in places where the Group operates, as well as changes in customer taste and competitor actions in response to changes in market conditions.

我們關注該領域是因為估計所需存貨準備金額時存在固有的複雜性並且需要作出判斷。
We focused on this area due to the inherent complexity and judgement in estimating the amount of inventory provisions required.

我們審查了管理層的敏感性測試並執行了自己的敏感性測試，在此過程中我們對關鍵假設定了一個彈性的合理範圍，以確定在何種層次估值模型中的差異將被消除。

We reviewed management's sensitivity analysis and performed our own sensitivities, where we flexed the key assumptions within a reasonable range, to determine at what level the headroom in the model would be eliminated.

基於現有證據，我們認為管理層於估值時採用的判斷和假設獲現有理據支持。

We were satisfied that management's judgements and assumptions used in the valuation were supportable, based on the available evidence obtained.

我們已經了解管理層在估計存貨可變現淨值及定期審查過時庫存時所實施的關鍵程序。

We have obtained an understanding of the key procedures implemented by management in estimating the net realisable value of inventories and periodic reviews of inventory obsolescence.

我們測試了該年度按照不同季節分類的存貨樣本，以獲取存貨分類與賬齡的合理性，並且根據各樣本重新計算了所應用的準備比例的準確性。
We tested a sample of inventory items categorised into different seasons of the year to gain comfort over the categorisation and ageing of inventory and recalculated, on a sample basis, the mathematical accuracy of the provision percentage applied.

通過參考歷史銷售經驗，我們對管理層對當前趨勢與剩餘存貨需求的預測提出質疑，以評估上述存貨準備的合理性。我們還將淨存貨項目樣本與期末後實際銷售額進行比較，以評估存貨準備的合理性。

We assessed the reasonableness of the provisions by challenging management's projections on current trends and demands for the remaining inventories, with reference to historic sales experience. We also assessed the reasonableness of the inventory provisions by comparing a sample of inventory items to actual post year end sales.

基於現有證據，我們認為管理層於估值時採用的假設獲現有理據支持。
We found the assumptions made by management in respect of the inventory provisions were supportable based on the available evidence.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

其他信息

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。

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

結合我們對合併財務報表的審計，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合併財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

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

董事及治理層就合併財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》中的披露要求擬備真實而中肯的合併財務報表，並對其認為為使合併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。

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

治理層須負責監督 貴集團的財務報告過程。

OTHER INFORMATION

The directors 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.

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

核數師就審計合併財務報表承擔的責任

我們的目標，是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)按照百慕達1981年《公司法》第90條報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響合併財務報表使用者依賴合併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。

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合併財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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, in accordance with section 90 of the Companies Act 1981 of Bermuda 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 HKSAs 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.

As part of an audit in accordance with HKSAs, 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.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

- 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合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併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，以便對合併財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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.

除其他事項外，我們與治理層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。

我們還向治理層提交聲明，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。

從與治理層溝通的事項中，我們確定哪些事項對本期合併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。

We communicate with those charged with governance 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 those charged with governance 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 those charged with governance, 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.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

出具本獨立核數師報告的審計項目合夥人是謝明儀。

The engagement partner on the audit resulting in this independent auditor's report is Tse Ming Yee.

羅兵咸永道會計師事務所
執業會計師

PricewaterhouseCoopers
Certified Public Accountants

香港，2020年3月10日

Hong Kong, March 10, 2020

合併利潤表

CONSOLIDATED INCOME STATEMENT

截至2019年12月31日止年度
For the year ended December 31, 2019

(除每股盈利外， 以百萬港元為單位)	(In HK\$ million, except earnings per share)	附註 Note	2019	2018
銷售額	Sales	5	4,852	5,509
銷售成本	Cost of sales	7	(2,006)	(2,259)
毛利	Gross profit		2,846	3,250
其他收入及其他收益，淨額	Other income and other gains, net	6	83	86
分銷費用	Distribution expense	7	(2,300)	(2,440)
行政費用	Administrative expense	7	(232)	(271)
經營溢利	Operating profit	7	397	625
融資費用	Finance expense	8	(55)	(5)
應佔合營公司溢利	Share of profit of joint ventures	18	63	64
除所得稅前溢利	Profit before income taxes	5	405	684
所得稅	Income taxes	11	(116)	(142)
本年度除所得稅後溢利	Profit after income taxes for the year		289	542
應佔：	Attributable to:			
本公司股東	Shareholders of the Company		230	480
非控制性權益	Non-controlling interests		59	62
			289	542
本公司股東應佔之 每股盈利	Earnings per share attributable to shareholders of the Company	12		
基本(港仙)	Basic (HK cents)		14.6	30.5
攤薄(港仙)	Diluted (HK cents)		14.6	30.4

合併綜合收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2019年12月31日止年度

For the year ended December 31, 2019

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2019	2018
本年度除所得稅後溢利	Profit after income taxes for the year		289	542
其他綜合收益：	Other comprehensive income:			
或可重新分類至損益賬之項目	<u>Items that may be reclassified to profit or loss</u>			
於其他綜合收益按公允價值處理之 金融資產公允價值變動	Fair value change on financial asset at fair value through other comprehensive income	19	(1)	(10)
海外附屬公司、合營公司及 分公司換算之匯兌調整	Exchange adjustments on translation of overseas subsidiaries, joint ventures and branches		(6)	(65)
本年度總綜合收益	Total comprehensive income for the year		282	467
應佔：	Attributable to:			
本公司股東	Shareholders of the Company		217	414
非控制性權益	Non-controlling interests		65	53
			282	467

合併資產負債表

CONSOLIDATED BALANCE SHEET

2019年12月31日
December 31, 2019

(以百萬港元為單位)	(In HK\$ million)	附註 Note	截至12月31日 As at 31 December	
			2019	2018
資產	ASSETS			
非流動資產	Non-current assets			
物業、機器及設備	Property, plant and equipment	14	171	207
使用權資產	Right-of-use assets	15	1,279	-
投資物業	Investment properties	16	23	25
商譽	Goodwill	17	546	546
合營公司權益	Interest in joint ventures	18	538	552
於其他綜合收益按公允值處理之金融資產	Financial asset at fair value through other comprehensive income	19	5	6
於損益賬按公允值處理之金融資產	Financial asset at fair value through profit or loss	20	28	28
租賃土地及租金預付款項	Leasehold land and rental prepayments	21	5	134
租賃按金	Rental deposits		181	122
遞延稅項資產	Deferred tax assets	29	54	47
			2,830	1,667
流動資產	Current assets			
存貨	Inventories	22	548	552
租賃土地及租金預付款項	Leasehold land and rental prepayments	21	6	62
於損益賬按公允值處理之金融資產	Financial asset at fair value through profit or loss	20	200	-
應收賬款及其他應收款	Trade and other receivables	23	353	528
現金及銀行結存	Cash and bank balances	31	1,259	1,315
			2,366	2,457
資產總額	Total assets		5,196	4,124
權益及負債	EQUITY AND LIABILITIES			
股本及儲備	Capital and reserves			
股本	Share capital	24	79	79
儲備	Reserves	27	2,492	2,450
擬派股息	Proposed dividends	13	69	260
本公司股東應佔權益	Equity attributable to shareholders of the Company		2,640	2,789
非控制性權益	Non-controlling interests	25	207	220
權益總額	Total equity		2,847	3,009

合併資產負債表(續)

CONSOLIDATED BALANCE SHEET (continued)

2019年12月31日
December 31, 2019

(以百萬港元為單位)	(In HK\$ million)	附註 Note	截至12月31日 As at 31 December	
			2019	2018
非流動負債	Non-current liabilities			
租賃負債	Lease liabilities	15	572	–
遞延稅項負債	Deferred tax liabilities	29	125	123
			697	123
流動負債	Current liabilities			
應付賬款及其他應付款	Trade and other payables	30	692	476
租賃負債	Lease liabilities	15	536	–
授出認沽期權負債	Put option liabilities	28	59	121
銀行貸款	Bank loans	32	265	298
應付所得稅	Income tax payables		100	97
			1,652	992
負債總額	Total liabilities		2,349	1,115
權益及負債總額	Total equity and liabilities		5,196	4,124
淨流動資產	Net current assets		714	1,465
資產總額減流動負債	Total assets less current liabilities		3,544	3,132

劉國權
LAU Kwok Kuen, Peter
董事
Director

陳嘉緯
CHAN Ka Wai
董事
Director

合併現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至2019年12月31日止年度
For the year ended December 31, 2019

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2019	2018
經營業務：	Operating activities:			
除所得稅前溢利	Profit before income taxes		405	684
調整：	Adjustments for:			
應佔合營公司溢利	Share of profit of joint ventures	18	(63)	(64)
於損益賬按公允值處理之 金融資產之公允值虧損	Fair value loss on financial asset at fair value through profit or loss	6	1	-
租賃土地及 租金預付款項攤銷	Amortization of leasehold land and rental prepayments	21	9	72
利息收入	Interest income	6	(21)	(20)
物業、機器及設備及 投資物業折舊	Depreciation of property, plant and equipment and investment properties	7, 14, 16	97	107
使用權資產折舊	Depreciation of right-of-use assets	7, 15	605	-
出售物業、機器及 設備之淨虧損	Net loss on disposal of property, plant and equipment	6	1	2
物業、機器及設備之減值虧損	Impairment of property, plant and equipment	7, 14	11	-
使用權資產之減值虧損	Impairment of right-of-use assets	7, 15	26	-
陳舊存貨撥備及存貨撇銷	Provision for obsolete stock and stock written off	7	6	9
壞賬撥備	Provision for doubtful debts	23	17	9
本年內不可收回應收賬款 部份之撇銷	Receivables written off during the year as uncollectible	23	(4)	(2)
購股權費用	Share option expense	9	1	3
融資費用	Finance expense	8	55	5
匯兌調整	Exchange difference		3	(26)
營運資金、利息及 所得稅變動前之經營現金流入	Operating cash inflow before changes in working capital, interest and income taxes		1,149	779
存貨之增加	Increase in inventories		(2)	(37)
應收賬款及其他應收款之 減少／(增加)	Decrease/(increase) in trade and other receivables		93	(8)
應付賬款及其他應付款之 減少	Decrease in trade and other payables		(2)	(10)
經營活動所產生之現金	Cash generated from operations		1,238	724
已付利息	Interest paid		(55)	(5)
已付香港利得稅	Hong Kong profits tax paid		(1)	(47)
已付海外稅項	Overseas tax paid		(114)	(133)
經營業務之現金流入淨額	Net cash inflow from operating activities		1,068	539

合併現金流量表(續)

CONSOLIDATED CASH FLOW STATEMENT (continued)

截至2019年12月31日止年度

For the year ended December 31, 2019

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2019	2018
投資業務：	Investing activities:			
購買物業、機器及設備	Purchase of property, plant and equipment	14	(76)	(84)
出售物業、機器及設備之 所得款項	Proceeds from disposal of property, plant and equipment		1	-
租賃土地及租金預付款項之增加	Increase in leasehold land and rental prepayments	21	(4)	(68)
銀行定期存款之(增加)/減少	(Increase)/decrease in bank time deposits	31	(116)	142
已收利息	Interest received		21	20
已收合營公司股息	Dividends received from joint ventures	18	54	52
投資業務之現金(流出)/流入 淨額	Net cash (outflow)/inflow from investing activities		(120)	62
融資業務：	Financing activities:			
發行股本所得款項	Proceeds from issue of shares		-	33
租賃按金之(增加)/減少	(Increase)/decrease in rental deposits		(59)	13
使用權資產之租賃付款	Leases payment for right-of-use assets		(11)	-
租賃支出之本金部分之付款	Payment for principal elements of lease payments		(507)	-
購入附屬公司部份 權益之款項	Payment for acquisition of partial interest of subsidiaries		(37)	(6)
股份回購	Share repurchase		-	(1)
已付非控制性權益股息	Dividends paid to non-controlling interests		(52)	(49)
已付股息	Dividends paid		(421)	(583)
新增銀行貸款	Addition of bank loans		299	-
償還銀行貸款	Repayment of bank loans		(332)	-
融資業務之現金流出淨額	Net cash outflow from financing activities		(1,120)	(593)
現金及現金等值之(減少)/增加	(Decrease)/increase in cash and cash equivalents		(172)	8
年初現金及 現金等值項目	Cash and cash equivalents at the beginning of the year		1,142	1,150
現金及現金等值外幣匯率 變動之影響	Effect of foreign exchange rate changes on cash and cash equivalents		-	(16)
年終現金及 現金等值項目	Cash and cash equivalents at the end of the year		970	1,142
現金及現金等值結存之分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及銀行結存	Cash and bank balances	31	1,259	1,315
減：存款日起三個月以上 到期之銀行存款	Less: Bank deposits with maturity over three months, from date of deposit		(289)	(173)
			970	1,142

合併權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2019年12月31日止年度
For the year ended December 31, 2019

本公司股東應佔權益
Attributable to shareholders of the Company

(以百萬港元為單位) (In HK\$ million)	股本 Share capital	撥入盈餘 Contributed surplus	資本贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	於其他綜合收益按公允價值處理之金融資產儲備 Financial asset at fair value through other comprehensive income reserve	滾存溢利 Retained profits	合計 Total	非控制性權益 Non-controlling interests	權益總額 Total equity
於2018年12月31日 At December 31, 2018	79	383	3	978	20	(10)	72	(3)	1,267	2,789	220	3,009
會計政策變更 Change in accounting policy 採納香港財務報告準則第16號的調整 Adjustment on adoption of HKFRS 16	-	-	-	-	-	-	-	-	7	7	-	7
於2019年1月1日 At January 1, 2019	79	383	3	978	20	(10)	72	(3)	1,274	2,796	220	3,016
本年度除所得稅後溢利 Profit after income taxes for the year	-	-	-	-	-	-	-	-	230	230	59	289
其他綜合收益： Other comprehensive income:												
— 於其他綜合收益按公允價值處理之金融資產公允價值的變動 Fair value change on financial asset at fair value through other comprehensive income	-	-	-	-	-	-	-	(1)	-	(1)	-	(1)
— 海外附屬公司、合營公司及分公司換算之匯兌調整 Exchange adjustment on translation of overseas subsidiaries, joint ventures and branches	-	-	-	-	-	(12)	-	-	-	(12)	6	(6)
總綜合收益 Total comprehensive income	-	-	-	-	-	(12)	-	(1)	230	217	65	282
與股東交易： Transactions with shareholders:												
儲備間撥轉 Transfer among reserves	-	-	-	-	(1)	-	(3)	-	4	-	-	-
購股權計劃 Share option scheme												
— 購股權費用 Share option expense	-	-	-	-	1	-	-	-	-	1	-	1
非控制性權益股息 Dividends to non-controlling interests	-	-	-	-	-	-	-	-	2	2	(54)	(52)
因進一步收購附屬公司部份權益而失效之 授出認沽期權負債 Put option liabilities lapse from further acquisition of partial interest of subsidiaries	-	-	-	-	-	-	62	-	-	62	-	62
因進一步收購附屬公司部份權益而產生之變動 Recognition arising from further acquisition of partial interest of subsidiaries	-	-	-	-	-	-	(17)	-	-	(17)	(24)	(41)
2018年末期股息(附註13(b)) 2018 final dividend (Note 13(b))	-	-	-	-	-	-	-	-	(260)	(260)	-	(260)
2019年中期股息(附註13(a)) 2019 interim dividend (Note 13(a))	-	-	-	-	-	-	-	-	(161)	(161)	-	(161)
本公司股東出資及向本公司股東分派總額 Total contributions by and distributions to shareholders of the Company	-	-	-	-	-	-	42	-	(415)	(373)	(78)	(451)
與股東總交易 Total transactions with shareholders	-	-	-	-	-	-	42	-	(415)	(373)	(78)	(451)
於2019年12月31日 At December 31, 2019	79	383	3	978	20	(22)	114	(4)	1,089	2,640	207	2,847

合併權益變動表(續)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

截至2019年12月31日止年度

For the year ended December 31, 2019

本公司股東應佔權益
Attributable to shareholders of the Company

(以百萬港元為單位) (In HK\$ million)	股本 Share capital	撥入盈餘 Contributed surplus	資本贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	可供出售 金融資產儲備 Available-for-sale financial asset reserve	於其他綜合收益 按公允價值處理之 金融資產儲備 Financial asset at fair value through other comprehensive income reserve	滾存溢利 Retained profits	合計 Total	非控制性 權益 Non-controlling interests	權益總額 Total equity
於2017年12月31日 At December 31, 2017	79	383	3	945	19	46	70	7	-	1,369	2,921	220	3,141
會計政策變更 Change in accounting policy	-	-	-	-	-	-	-	(7)	7	-	-	-	-
於2018年1月1日 At January 1, 2018	79	383	3	945	19	46	70	-	7	1,369	2,921	220	3,141
本年度除所得稅後溢利 Profit after income taxes for the year	-	-	-	-	-	-	-	-	-	480	480	62	542
其他綜合收益： Other comprehensive income:													
— 於其他綜合收益按公允價值處理之 金融資產公允價值的變動 Fair value change on financial asset at fair value through other comprehensive income	-	-	-	-	-	-	-	-	(10)	-	(10)	-	(10)
— 海外附屬公司、合營公司及分公司 換算之匯兌調整 Exchange adjustment on translation of overseas subsidiaries, joint ventures and branches	-	-	-	-	-	(56)	-	-	-	-	(56)	(9)	(65)
總綜合收益 Total comprehensive income	-	-	-	-	-	(56)	-	-	(10)	480	414	53	467
與股東交易： Transactions with shareholders:													
儲備間撥轉 Transfer among reserves	-	-	-	-	(2)	-	(2)	-	-	2	(2)	-	(2)
購股權計劃 Share option scheme													
— 行使購股權 Exercise of share options	-	-	-	33	-	-	-	-	-	-	33	-	33
— 購股權費用 Share option expense	-	-	-	-	3	-	-	-	-	-	3	-	3
非控制性權益股息 Dividends to non-controlling interests	-	-	-	-	-	-	3	-	-	-	3	(52)	(49)
因購回一間附屬公司部份權益而失效之 撥出認沽期權負債 Recognition of put option liability lapse from repurchase of partial interest of a subsidiary	-	-	-	-	-	-	6	-	-	-	6	-	6
因購回一間附屬公司部份權益而產生之變動 Recognition arising from repurchase of partial interest of a subsidiary	-	-	-	-	-	-	(5)	-	-	-	(5)	(1)	(6)
2017年末期股息(附註13(b)) 2017 final dividend (Note 13(b))	-	-	-	-	-	-	-	-	-	(315)	(315)	-	(315)
2018年中期股息(附註13(a)) 2018 interim dividend (Note 13(a))	-	-	-	-	-	-	-	-	-	(268)	(268)	-	(268)
購回及註銷之股份(附註24(c)) Shares repurchased and cancelled (Note 24(c))	-	-	-	-	-	-	-	-	-	(1)	(1)	-	(1)
本公司股東出資及向本公司股東分派總額 Total contributions by and distributions to shareholders of the Company	-	-	-	33	1	-	2	-	-	(582)	(546)	(53)	(599)
與股東總交易 Total transactions with shareholders	-	-	-	33	1	-	2	-	-	(582)	(546)	(53)	(599)
於2018年12月31日 At December 31, 2018	79	383	3	978	20	(10)	72	-	(3)	1,267	2,789	220	3,009

1. 一般資料

佐丹奴國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)透過一個擁有約2,400間店舖並遍布30多個國家及地區之零售網絡分銷及銷售 *Giordano* 及 *Giordano Junior*、*Giordano Ladies*、*BSX* 及其他自有及授權經營之品牌。

本公司於1995年3月3日根據百慕達1981年公司法在百慕達註冊成立之獲豁免有限責任公司。其註冊辦事處位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。其香港主要營業地點位於香港九龍長沙灣道777至779號天安工業大廈5樓。本公司之股份主要於香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：709)。

除特別註明外，本合併財務報表以百萬港元為單位。此合併財務報表已於2020年3月10日獲董事會(「董事會」)批准刊發。

2. 主要會計政策

編製本合併財務報表採用的主要會計政策載於下文。除另有說明外，此等政策在所列報的所有年度內貫徹應用。

(a) 編製基準

本合併財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)編製。此外，合併財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例規定的適用披露資料。本合併財務報表按照歷史成本法編製，惟若干金融資產及負債(包括衍生工具)按公允值計量。

1. GENERAL INFORMATION

Giordano International Limited (the “Company”) and its subsidiaries (together the “Group”) distribute and sell fashion apparel under the brand names of *Giordano* and *Giordano Junior*, *Giordano Ladies*, *BSX* as well as other owned and licensed brands through an extensive network with approximately 2,400 shops spanning over 30 countries and regions.

The Company was incorporated in Bermuda on March 3, 1995 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda. The address of its principal place of business in Hong Kong is 5th Floor, Tin On Industrial Building, 777–779 Cheung Sha Wan Road, Kowloon, Hong Kong. The Company has its primary listing on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 709).

The consolidated financial statements have been presented in million of units of Hong Kong dollars (HK\$ million) unless otherwise stated. These consolidated financial statements have been approved for issue by the board of directors (the “Board”) on March 10, 2020.

2. PRINCIPAL 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.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the “Listing Rules”) of the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets and liabilities (including derivative instruments) measured at fair value.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(a) 編製基準(續)

在遵照香港財務報告準則編製財務報表時需運用一些重要會計估計。管理層亦需要在應用本集團之會計政策時作出判斷。一些需要高度判斷或涉及複雜範疇，或對合併財務報表有重大影響之假設和估計於附註4披露。

(b) 新增及經修改之準則的影響

本集團應用以下香港會計師公會頒佈之新增及經修改之香港財務報告準則，並於2019年1月1日或之後開始之本集團財政年度生效：

- 香港財務報告準則第16號租賃；
- 香港財務報告準則第9號之修訂具負值補償之預付特徵；
- 香港會計準則(「香港會計準則」)第28號之修訂聯營及合營企業之長期權益；
- 香港財務報告準則之2015-2017周期年度改進；
- 香港會計準則第19號之修訂計劃修訂、縮減或結算；及
- 香港(國際財務報告詮釋委員會)－詮釋第23號有關所得稅處理之不確定性。

本集團於採納香港財務報告準則第16號後須改變其會計政策。主要會計政策的變動載於下文附註2(d)。對採納上文其他新生效的詮釋及現有準則的修改不會導致本集團的會計政策或財務業績出現重大變動。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(a) Basis of preparation (continued)

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

(b) Impact of new and amended standards

The Group has applied the following new and amendments to HKFRS issued by the HKICPA which were effective for the Group's financial year beginning on or after January 1, 2019:

- HKFRS 16 Leases;
- Amendments to HKFRS 9 Prepayment Features with Negative Compensation;
- Amendments to Hong Kong Accounting Standards ("HKAS") 28 Long-term Interests in Associates and Joint Ventures;
- Amendments to Annual Improvements to HKFRS Standards 2015-2017 Cycle;
- Amendments to HKAS 19 Plan Amendment, Curtailment or Settlement; and
- Hong Kong (IFRIC)-Interpretation 23 Uncertainty over Income Tax Treatments.

The Group had to change its accounting policies as a result of adoption HKFRS 16. Changes in principal accounting policies are set out in Note 2(d) below. The adoption of other above new effective interpretation and the amendments to existing standards did not result in substantial changes to the Group's accounting policies or financial results.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(c) 已頒佈但尚未生效的新訂及經修訂之香港財務報告準則

本集團並無提前應用該等已頒佈但尚未生效的新訂及經修訂之準則及詮釋。採納該等準則預期不會對本集團的財務業績構成重大影響。

(d) 主要會計政策的變動

本附註說明採納香港財務報告準則第16號租賃對本集團財務報表之影響。

如上文附註2(b)所述，本集團自2019年1月1日起追溯採納香港財務報告準則第16號租賃，根據特定過渡條款允許，並無重列2018年的匯報期比較數字。因此，新租賃規則產生的重新分類和調整在2019年1月1日的期初資產負債表中確認。新的會計政策在附註2(z)中披露。

於採納香港財務報告準則第16號時，本集團已就先前根據香港會計準則第17號租賃之準則分類為「經營租賃」的租賃確認租賃負債。該等負債按租賃付款餘額的現值計量，並按本集團截至2019年1月1日的遞增借款利率進行貼現。本集團於2019年1月1日應用於租賃負債的遞增借款利率範圍為1.3%至10.0%。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(c) New and amended HKFRSs issued but not yet effective

The Group has not early applied the new and amended standards and interpretations that have been issued but not yet effective. The adoption of these are not expected to have a material impact on the financial results of the Group.

(d) Change in principal accounting policies

This Note explains the impact of the adoption of HKFRS 16 *Leases* on the Group's financial statements.

As indicated in Note 2(b) above, the Group has adopted HKFRS 16 *Leases* retrospectively from January 1, 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transition provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognized in the opening balance sheet on January 1, 2019. The new accounting policies are disclosed in Note 2(z).

On adoption of HKFRS 16, the Group recognized lease liabilities in relation to leases which had previously been classified as 'operating leases' under the principles of HKAS 17 *Leases*. These liabilities were measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rates as of January 1, 2019. The Group's incremental borrowing rates applied to the lease liabilities on January 1, 2019 ranged from 1.3% to 10.0%.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(d) 主要會計政策的變動(續)

(i) 所應用的可行權宜方法

於初次應用香港財務報告準則第16號時，本集團使用了該準則所允許在下列的可行權宜方法：

- 對具有合理相似特徵的租賃組合採納單一貼現率；
- 依靠之前的評估來確定租賃是否虧損性，以替代進行減值評估 – 截至2019年1月1日，沒有虧損性的合同；
- 於2019年1月1日之餘下租賃期少於12個月的經營租賃列為短期租賃處理；
- 於初次適用日期計量使用權資產時撇除的初始直接成本；及
- 如合同包含延展或終止租賃的選擇權，以事後分析結果確定租期。

本集團亦已選擇不重新評估合同在初次適用日期是否為租賃或包含租賃。相反，對於在過渡期之前簽訂的合同，本集團依據其應用香港會計準則第17號和第4號詮釋「決定一項安排是否包含租賃」作出評估。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Change in principal accounting policy (continued)

(i) Practical expedients applied

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- applying a single discount rate to a portfolio of leases with reasonably similar characteristics;
- relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at January 1, 2019;
- accounting for operating leases with a remaining lease term of less than 12 months as at January 1, 2019 as short-term leases;
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application; and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and Interpretation 4 *Determining whether an Arrangement contains a Lease*.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

2. PRINCIPAL ACCOUNTING POLICIES
(continued)

(d) 主要會計政策的變動(續)

(d) Change in principal accounting policy
(continued)

(ii) 租賃負債的計算

(ii) Measurement of lease liabilities

(以百萬港元為單位)	(In HK\$ million)	
於2018年12月31日披露之經營租賃承擔	Operating lease commitments disclosed as at December 31, 2018	1,247
按本集團遞增借款利率1.3%–10.0%進行貼現	Discounted using the Group's incremental borrowing rate of 1.3 – 10.0%	(104)
減少：短期租賃以直線法確認為費用	Less: Short-term leases recognized on a straight-line basis as expenses	(180)
增加：與租賃付款變動相關之調整	Add: Adjustments relating to changes in the lease payments	147
於2019年1月1日確認之租賃負債	Lease liabilities recognized as at January 1, 2019	1,110
其中：	Of which are:	
流動租賃負債	Current lease liabilities	391
非流動租賃負債	Non-current lease liabilities	719
		1,110

(iii) 使用權資產的計算

(iii) Measurement of right-of-use assets

使用權資產是按相等於租賃負債的金額計量，並根據截至2018年12月31日在資產負債表中確認的與該租賃有關的任何預付款或應計租賃付款額進行調整。

The right-of-use assets were measured at the amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the balance sheet as at December 31, 2018.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(d) 主要會計政策的變動(續)

(iv) 於2019年1月1日在資產負債表中確認的調整

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Change in principal accounting policy (continued)

(iv) Adjustments recognized in the balance sheet on January 1, 2019

(以百萬港元為單位)	(In HK\$ million)	於2018年 12月31日原列 As at December 31, 2018 As originally presented	首次採納 香港財務 報告準則 第16號的影響 Impact on initial adoption of HKFRS 16	於2019年 1月1日重列 As at January 1, 2019 Restated
合併資產負債表(摘錄)	Consolidated Balance Sheet (extract)			
非流動資產	Non-current assets			
物業、機器及設備	Property, plant and equipment	207	(7)	200
使用權資產	Right-of-use assets	-	1,374	1,374
租賃土地及租金預付款項	Leasehold land and rental prepayments	134	(128)	6
流動資產	Current assets			
租賃土地及租金預付款項	Leasehold land and rental prepayments	62	(53)	9
應收賬款及其他應收款	Trade and other receivables	528	(59)	469
資產總額*	Total assets*	4,124	1,127	5,251
股本及儲備	Capital and reserves			
儲備	Reserves	2,450	7	2,457
權益總額*	Total equity*	3,009	7	3,016
非流動負債	Non-current liabilities			
租賃負債	Lease liabilities	-	719	719
流動負債	Current liabilities			
應付賬款及其他應付款	Trade and other payables	476	10	486
租賃負債	Lease liabilities	-	391	391
負債總額*	Total liabilities*	1,115	1,120	2,235
權益及負債總額*	Total equity and liabilities*	4,124	1,127	5,251
淨流動資產*	Net current assets*	1,465	(513)	952
資產總額減流動負債*	Total assets less current liabilities*	3,132	726	3,858

* 上表載列對各個別項目之影響。概無包括不受變動影響的項目。

* The above table shows the impact on each individual line item. Line items were not affected by the changes that have not been included.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(d) 主要會計政策的變動(續)

(v) 出租人會計

由於採納香港財務報告準則第16號，本集團無需對經營租賃作為出租人持有的資產進行任何會計調整。

(e) 附屬公司

(i) 合併

附屬公司為本集團控制之實體(包括結構性實體)。當本集團對參與實體業務之浮動回報承擔風險或享有權利以及能透過對實體之權力影響該等回報時，即取得控制權。附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止合併入賬。

業務合併

本集團應用購買法將業務合併入賬。購買附屬公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允值計量。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(d) Change in principal accounting policy (continued)

(v) Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of HKFRS 16.

(e) Subsidiaries

(i) 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 de-consolidated from the date that control ceases.

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 asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(e) 附屬公司(續)

(i) 合併(續)

業務合併(續)

本集團按個別收購基準，確認在被購買方的任何非控制性權益。被購買方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔主體的淨資產，可按公允值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公允值計量，除非香港財務報告準則規定必須以其他計量基準計算。

收購相關成本於產生時列為開支。

倘業務合併分階段進行，收購方過往於被收購方持有之股權按於收購日期之公允值價透過損益重新計量。上述重新計量時出現之收益及虧損均於損益賬內確認。

所轉讓對價、被收購方任何非控制性權益及被收購方任何過往股權於收購日期之公允值超出所收購資產淨值公允值之差額乃作為商譽列賬。若在折扣收購之情況下，所轉讓對價、已確認非控制性權益及已計量之過往持有權益少於所收購附屬公司之資產淨值公允值，差額直接於合併利潤表內確認。

集團內公司之間的交易、結餘及交易之未變現利得予以對銷。未變現損失亦予以對銷，除非該交易為所交易資產之減值提供憑據。附屬公司之會計政策在需要情況下已作修訂，以確保與本集團所採納之政策一致。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(e) Subsidiaries (continued)

(i) Consolidation (continued)

Business combination (continued)

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

Acquisition related costs are expensed as incurred.

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

The excess of the consideration transferred, the amount of any non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interests in the acquiree over the fair value of the identifiable net assets acquired are recorded as goodwill. If the total of consideration transferred, non-controlling interests recognized and previously held interests measured are less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognized directly in the consolidated income statement.

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

2. 主要會計政策(續)

(e) 附屬公司(續)

(i) 合併(續)

**不導致失去控制權的附屬公司
權益變動**

本集團將其與非控制性權益進行不導致失去控制權的交易入賬為權益交易—即與所有者以其作為所有者身份進行的交易。所支付任何對價的公允值與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。處置非控制性權益的盈虧亦記錄在權益中。

出售附屬公司

當本集團不再持有控制權，在實體的任何保留權益重新計量至公允值，賬面值的變動在損益賬中確認。公允值為就保留權益的後續入賬而言為聯營公司、合營公司或金融資產的初始賬面值。此外，之前在其他綜合收入中確認與該實體有關的任何金額猶如本集團已直接出售相關資產和負債般入賬。這可能表示之前在其他綜合收入中確認的數額重新分類至損益賬。

(ii) 獨立財務報表

附屬公司投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期內附屬公司的總綜合收益，或如在獨立財務報表的投資帳面值超過合併財務報表中被投資公司淨資產(包括商譽)的帳面值，則必須對附屬公司投資作減值測試。

2. PRINCIPAL ACCOUNTING POLICIES
(continued)

(e) Subsidiaries (continued)

(i) Consolidation (continued)

**Change in ownership interests in subsidiaries
without change of control**

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions — that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposal to non-controlling interests are also recorded in equity.

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 recognized 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 recognized 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 recognized in other comprehensive income are reclassified to profit or loss.

(ii) Separate financial statements

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

Impairment testing of the investments in subsidiaries is required upon receiving dividends 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.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(f) 合營安排

本集團應用香港財務報告準則第11號於所有合營安排。根據香港財務報告準則第11號，在合營安排的投資分類為共同經營或合營公司，視乎每名投資者擁有的合同權利和義務。本集團已評估其合營安排的性質，並釐定其為合營公司。合營公司使用權益法入賬。

根據權益法，合營公司權益初步以成本確認，其後經調整在其他綜合收益中確認本集團享有利潤或虧損的收購後份額和變動。當本集團享有某一合營公司的虧損超過或相等於在該合營公司的權益(包括任何實質上構成本集團在該合營公司的淨投資的長期權益)，則本集團不確認進一步虧損，除非本集團已產生義務或已代合營公司付款。

本集團與其合營公司之間的未變現交易收益按集團在該等合營公司的權益予以對銷。未變現虧損也予以對銷，除非交易提供證據證明所轉讓的資產出現減值。合營公司的會計政策如有需要已改變以符合本集團採納的政策。

(g) 分部報表

營運分部報告要與向高級決策者匯報之內部報告一致。高級決策者是負責營運分部的資源分配及表現評估，被甄選為董事及高級管理層，以作出策略的決定。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(f) Joint arrangements

The Group has applied HKFRS 11 to all joint arrangements. Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor have. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealized gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

(g) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the senior decision-makers. The senior decision-makers, who are responsible for allocating resources and assessing performance of the operating segments, have been identified as the directors and senior management that make strategic decisions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(h) 外幣換算

(i) 功能性及呈列貨幣

本集團內各企業的財務報表內的項目均以該企業經營之主要經濟環境之通行貨幣(「功能性貨幣」)計量。合併財務報表以港元(HK\$)呈列，而該貨幣為本公司的功能性及本集團的呈列貨幣。

(ii) 交易及結餘

外幣交易採用交易或項目重新計量的估值日期的匯率換算為功能貨幣。上述交易結算過程中以及按年終兌換匯率換算以外幣為單位之貨幣性資產和負債時出現的匯兌收益及虧損均於合併利潤表中確認。

非貨幣性金融資產及負債(例如以公允值計量且其變動計入損益賬的權益)的折算差額列報為公允值收益和虧損的一部份，並於損益賬中確認。非貨幣性金融資產(例如分類為可供出售的權益)的折算差額包括在其他綜合收益中。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's companies are measured using the currency of the primary economic environment in which the company operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars (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 transaction dates 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 recognized in the consolidated income statement.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognized in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(h) 外幣換算(續)

(iii) 集團公司

所有本集團之公司若其功能性貨幣與呈列貨幣不同(各公司均無極高通脹經濟之貨幣)，其業績及財務狀況均按以下方法換算為呈列貨幣：

- 每份呈列於資產負債表之資產及負債均以該資產負債表結算日之收市匯率換算；
- 每份利潤表之收入及支出項目乃按平均匯率換算(除非該平均匯率對交易日通行匯率之累計影響並非一個合理的接近匯率；在此情況下，收入及支出乃按交易當日的匯率換算)；及
- 所有兌換差異乃於其他綜合收益中確認。

購買境外主體產生的商譽及公允價值調整視為該境外主體的資產和負債，並按期末匯率換算。產生的匯兌差額在其他綜合收益中入賬。

(iv) 境外經營的處置

對於境外經營的處置(即處置本集團在境外經營中的全部權益，或者處置涉及喪失對擁有境外經營的附屬公司的控制權，或涉及喪失對擁有境外經營的合營公司的合營權，或涉及喪失對擁有境外經營的聯營企業的控制權)，就該項經營累計計入權益的歸屬於公司權益持有者的所有匯兌差額均轉列至損益賬。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(h) Foreign currency translation (continued)

(iii) Group companies

The results and financial position of all the Group companies (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:

- assets and liabilities for each balance sheet presented are translated at the closing rate at balance sheet date;
- income and expenses for each income statement are translated at average exchange rates (unless this average rate 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 exchange rate on transaction dates); and
- all resulting exchange differences are recognized in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entities and translated at the closing rate. Exchange differences arising are recognized in other comprehensive income.

(iv) Disposal of foreign operation

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the company are reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(i) 物業、機器及設備

樓宇、租賃物業裝修及其他固定資產以成本值扣除累積折舊及累積減值虧損列賬。成本值指資產之購買價及將資產達至現行用途之其他有關費用。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出該項目成本之情況下，其後之成本才會包括於資產賬面值或確認為獨立之資產(如適用)。已更換部件的賬面值已被終止確認。所有其他維修及保養支出於其產生之財務期內計入合併利潤表。

物業、機器及設備之折舊乃以資產成本值按其估計於本集團可使用年期或租賃期限以直線方式撇銷如下：

- 永久業權之土地不作攤銷。
- 位於永久業權土地上之樓宇是按估計可使用年期，以其完成日不多於50年計算折舊。
- 租賃物業裝修是按估計可使用年限或租賃期限，兩者之較短者計算折舊。
- 位於租賃土地上之樓宇是按估計剩餘租賃年期或其估計可使用年期，以完成日不多於50年計算，兩者之較短者折舊。
- 廠房及機器 5年
- 其他物業及設備 3至5年

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Property, plant and equipment

Buildings, leasehold improvements and other fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its existing use.

Subsequent costs are included in the asset's carrying amount or recognized 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 derecognized. All other repairs and maintenance costs 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 cost over their estimated useful lives or lease term, as follows:

- Freehold land is not amortized.
- Buildings situated on freehold land are depreciated over their estimated useful lives, being no more than 50 years after the date of completion.
- Leasehold improvements are depreciated over the shorter of their estimated useful lives or lease term.
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease or their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and equipment 5 years
- Other property and equipment 3 - 5 years

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(i) 物業、機器及設備(續)

於每個結算日，資產之剩餘價值及可使用年期，會於適當情況重新審閱及作出調整。若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額。

出售物業、機器及設備之收益或虧損是指出售淨收益與有關資產賬面金額之差額，並於合併利潤表內列賬。

(j) 投資物業

投資物業是指持有以長期收租或資本增值或同時達成上述兩者之物業。投資物業包括按融資租賃持有之樓宇，以成本值扣除累積折舊及累積減值虧損列賬。成本值是指投資物業之購買價及將物業達至現行用途之其他有關費用。投資物業之折舊是按剩餘租賃年期將其成本值用直線折舊法撇銷計算。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出項目成本之情況下，其後的支出方會從資產賬面值中支銷。所有其他維修及保養支出於其產生之財務期內計入合併利潤表。

投資物業於其被出售或永久不再予使用且預期不會就其出售產生未來經濟利益時終止確認。終止確認該物業所產生之收益或損失(按出售收益淨額及資產賬面值之差額計算)於該物業終止確認之期間計入損益賬中。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(i) Property, plant and equipment (continued)

Assets' residual values and useful lives are reviewed and adjusted if appropriate, at each balance sheet date. 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.

Gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognized in the consolidated income statement.

(j) Investment property

An investment property is a property which is held for long term rental yield or for capital appreciation, or both. Investment property comprises buildings held under finance leases. It is stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the investment property and other costs incurred to bring the property into its existing use. Depreciation of investment property is calculated using straight-line method to write off its cost over the unexpired period of the lease.

Subsequent expenditure is charged to the asset's carrying amount 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. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

Investment properties are derecognized either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss arising from derecognized of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognized.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(k) 商譽

商譽產生自收購附屬公司、聯營公司及合營公司，並相當於所轉讓對價，被收購方的非控制性權益金額以及享有的被收購方過往的權益在收購日的公允值超過本集團獲得的被收購方的可辨認淨資產公允值的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元(「現金產出單元」)或現金產出單元組(預期可從合併中獲取協同利益)。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層次進行監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額(使用價值與公允值減出售成本較高者)比較。任何減值須即時確認及不得在之後期間撥回。

(l) 非金融資產減值

使用壽命不限定的無形資產無需攤銷，但每年須就減值進行測試。須作攤銷的資產，當有事件出現或情況改變顯示賬面值可能無法收回時就進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公允值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開辨認現金流量(現金產出單元)的最低層次組合。除商譽外，已蒙受減值的非金融資產在每個報告日期均就減值是否可以轉回進行檢討。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(k) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred, the amount of non-controlling interests in the acquire and the acquisition-date fair value of any previous equity interest in the acquire over the fair value of the net identifiable assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognized immediately as an expense and is not subsequently reversed.

(l) Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized 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 of disposal and value-in-use. For the purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(m) 金融資產

(i) 分類

本集團按以下的計量類別將其金融資產分類：

- 其後按公允值計量(不論計入其他綜合收益或計入損益賬)；及
- 按攤銷成本計量。

分類取決於實體管理金融資產的業務模式及現金流量的合約條款。

就按公允值計量的資產而言，收益及虧損將於損益賬或其他綜合收益列賬。就並非持作買賣的股本工具投資而言，將取決於本集團是否於初始確認時作出不可撤回選擇，將股本投資以於其他綜合收益按公允值處理入賬。

本集團只限於當管理該等資產的業務模式改變時重新分類債務投資。

(ii) 確認及取消確認

金融資產常規買賣乃於交易日確認，即本集團承諾購買或出售資產當日。當收取投資現金流量的權利已屆滿或轉讓，且本集團已轉讓所有權的絕大部分風險及回報時，則會終止確認金融資產。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss), and
- those to be measured at amortized 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 at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(m) 金融資產(續)

(iii) 計量

於初步確認時，本集團按公允值計量金融資產。倘金融資產並非於損益賬按公允值處理(「於損益賬按公允值處理」)，則加上收購該金融資產直接應佔的交易成本。於損益賬按公允值處理的金融資產的交易成本於損益賬中列作開支。

在確定具有嵌入衍生工具的金融資產的現金流是否純粹為本金和利息付款時，需從金融資產的整體考慮。

債務工具

債務工具的後續計量取決於本集團管理資產之業務模式及該等資產的現金流量特徵。本集團將其債務工具分類為三種計量類別：

- 攤銷成本：倘持有資產旨在收取合約現金流量，而該等資產的現金流量純粹為本金及利息付款，該等資產按攤銷成本計量。該等金融資產的利息收入以實際利率法計入財務收入。終止確認產生任何收益或虧損直接於損益賬中確認並連同匯兌收益及虧損於其他收益／(虧損)中呈列。減值虧損於合併利潤表中呈列為獨立項目。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Financial assets (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. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortized 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 amortized 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 recognized directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(m) 金融資產(續)

(iii) 計量(續)

債務工具(續)

- 於其他綜合收益按公允值處理：倘持有資產目的為收取合約現金流量及銷售金融資產，且資產的現金流量純粹為本金及利息付款，則於其他綜合收益按公允值處理。賬面值變動計入其他綜合收益，惟減值損益、利息收入及匯兌損益於損益賬中確認。於終止確認金融資產時，先前於其他綜合收益確認的累計收益或虧損由權益重新分類至損益賬並於其他收益／(虧損)確認。該等金融資產所產生利息收入乃使用實際利率法計入財務收入。匯兌收益及虧損於其他收益／(虧損)呈列，而減值開支在利潤表中呈列為獨立項目。
- 於損益賬按公允值處理：不符合攤銷成本或於其他綜合收益按公允值處理標準的資產乃以於損益賬按公允值處理。隨後於損益賬按公允值處理的債務投資的收益於其產生期間在損益賬中確認並在其他收益／(虧損)中呈列為淨值。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Financial assets (continued)

(iii) Measurement (continued)

Debt instruments (continued)

- 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 recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/(losses). 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 gains/(losses) and impairment expenses are presented as separate line item in the income statement.
- FVPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized in profit or loss and presented net within other gains/(losses) in the period in which it arises.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(m) 金融資產(續)

(iii) 計量(續)

股本工具

本集團隨後就所有股本投資按公允值計量。當本集團管理層已選擇於其他綜合收益呈列股本投資的公允值收益及虧損，公允值收益及虧損於終止確認投資後不會重新分類至損益賬。該等投資的股息於本集團收取款項的權利確立時繼續於損益賬確認為其他收入。

於損益賬按公允值處理之金融資產公允值變動於利潤表確認為其他收益／(虧損)(按適用情況)。於其他綜合收益按公允值處理的股本投資的減值虧損(及減值虧損撥回)不會因公允值其他變動而分開列報。

(iv) 減值

本集團對有關其按攤銷成本列賬及於其他綜合收益按公允值處理之債務工具的預期信貸虧損進行前瞻性評估。所應用的減值方法取決於信貸風險是否大幅增加。

就應收貿易款項而言，本集團應用香港財務報告準則第9號允許的簡化方法，其中要求全期預期虧損須自首次確認應收款項時確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(m) Financial assets (continued)

(iii) Measurement (continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognized in other gains/(losses) in the income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortized 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 recognized from initial recognition of the receivables.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(n) 存貨

存貨按成本值與可變現淨值兩者中之較低者入賬。成本值乃按加權平均之基準。購入貨品成本發票價加採購成本計算。

可變現淨值乃存貨在正常業務情況下之預計售價扣除變賣費用。

(o) 應收賬款及其他應收款

應收賬款為在日常經營活動中就商品銷售或服務執行而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營周期中,則可較長時間),其被分類為流動資產;否則分類為非流動資產。

應收賬款及其他應收款以公允值為初始確認,其後利用實際利率法按攤銷成本扣除虧損撥備計量。

(p) 現金及現金等值

於合併現金流量表,現金及現金等值包括手頭現金、銀行通知存款、其他短期高度流通和於三個月內到期之投資及銀行透支。銀行透支於合併資產負債表流動負債之銀行貸款內呈列。

(q) 股本

普通股被分類為權益。直接歸屬於發行新股或期權的新增成本在權益中列為所得款的減少(扣除稅項)。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(n) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis. Cost of purchased goods is invoiced prices plus procurement costs.

Net realizable value is the estimated selling price at which inventories can be sold in the normal course of business, less applicable variable selling expenses.

(o) Trade and other receivables

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

Trade and other receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less loss allowance.

(p) Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within bank loans in current liabilities on the consolidated balance sheet.

(q) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(r) 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的債務。如應付款的支付日期在一年或以內(如仍在正常經營周期中,則可較長時間),其被分類為流動負債;否則分類為非流動負債。

應付賬款以公允值為初始確認,其後利用實際利率法按攤銷成本計量。

(s) 銀行貸款

銀行貸款按公允值並扣除產生的交易費用為初始確認,其後按攤銷成本列賬;所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內在合併利潤表確認。

除非本集團可無條件將負債的結算遞延至結算日後最少12個月,否則借款分類為流動負債。

(t) 授出認沽期權安排

與本集團就附屬公司的權益而發行的授出認沽期權,當該等期權或只可以固定現金款額或按被投資者權益之公允市場價值作為結算時,其有關的潛在現金付款列為金融負債。根據該期權或須支付的應付款,初步按攤銷成本確認,而相應數額則直接在權益中扣除。

本集團確認此等授出認沽期權的發出成本,釐定為期權的公允值超過任何收取對價的數額作為融資成本。隨後於各結算日,因預期結算金額之改變,簽出授出認沽期權負債將重新計量至公允值,所產生的任何變動將於權益中確認。如期權未經行使而到期,負債剔除確認,相應金額在權益中調整。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(r) Trade payables

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

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

(s) Bank loans

Bank loans are initially recognized at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the consolidated income statement over the period of the bank loans using the effective interest method.

Bank loans 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.

(t) Put option arrangements

The potential cash payments related to put options issued by the Group over the equity of subsidiary companies are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or at the fair market value of the equity interest of the investees. The amount that may become payable under the option on exercise is initially recognized at amortized costs with a corresponding charge directly to equity.

The Group recognizes the cost of writing such put options, determined as the excess of the fair value of the option over any consideration received, as a financing cost. Such options are subsequently re-measured at fair value as a result of the change in the expected settlement amount at each balance sheet date, with any resulting changes recognized in the equity. In the event that the option expires unexercised, the liability is derecognized with a corresponding adjustment to equity.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

2. 主要會計政策(續)

(u) 借貸成本

所有借貸成本於發生期間內於合併利潤表支銷，除非此等成本直接歸屬於收購、建造或生產資產，而該資產需要長時間達至其預設用途或用作出售，才可作資本化。

(v) 當期及遞延稅項

(i) 當期稅項

本期間的稅項支出包括當期和遞延稅項。稅項在合併利潤表中確認，但與在其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。

當期所得稅支出根據本公司的附屬公司及產生應課稅收入的國家及地區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解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定準備。

(ii) 遞延稅項

內在差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在合併財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延所得稅負債來自對商譽的初始確認，以及若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益賬或應課稅損益賬，則不作記賬。遞延所得稅採用在資產負債表日前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(u) Borrowing costs

Borrowing costs are expensed in the consolidated income statement in the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

(v) Current and deferred tax

(i) Current tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries and regions where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Inside basis differences

Deferred income tax is recognized, 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 recognized if they arise from the initial recognition of goodwill, the deferred income tax is 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 substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(v) 當期及遞延稅項(續)

(ii) 遞延稅項(續)

內在差異(續)

遞延所得稅資產是就很可能有未來應課稅利潤而就此可使用暫時性差異而確認。

外在差異

遞延稅項就附屬公司、聯營公司及共同控制實體之權益產生的暫時性差異而準備，但假若本集團可以控制暫時性差異的轉回時間，而暫時性差異在可預見將來很可能不會轉回則除外。

遞延所得稅資產於附屬公司、聯營公司及共同安排所產生之可扣減暫時性差異中確認，惟該暫時性差異須將有可能在日後撥回，且有足夠應課稅溢利供有關暫時性差異所用。

(iii) 抵銷

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(v) Current and deferred tax (continued)

(ii) Deferred tax (continued)

Inside basis differences (continued)

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

Outside basis differences

Deferred income tax is provided on temporary differences arising on interests in subsidiaries, associates and joint ventures, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(w) 僱員福利

(i) 退休金責任

除台灣之退休計劃安排外，本集團為所有合資格的僱員實行界定供款計劃及(如適用)參與中央界定供款公積金計劃。界定供款計劃之資產與本集團之資產分開持有，並由獨立基金管理。僱主與僱員雙方均須就該等計劃作供款，而供款額乃取決於僱員薪金之百分比，最高為20%。

本集團就該界定供款計劃及強制性公積金計劃所作出之供款在發生時作為費用支銷，而員工在取得全數既得之利益前退出計劃而被沒收之僱主供款將會用作扣減此供款。本集團於作出供款後，便再無其他付款的責任。

本集團全資附屬公司之台灣分公司依據台灣勞動基準法條例參與之退休金計劃(「舊制」)；同時，自2005年7月1日起，依據台灣勞工退休金條例參與之退休金計劃(「新制」)。

在舊制下，本集團有責任確保有足夠的資金支付員工之退休金包含在新制實施前舊年資應保留之退休金及選擇繼續參與舊制的員工之隨後年資。台灣分公司現行按參與員工薪金總額之2%提撥退休金，此提撥比率是經相關政府單位批准的。舊制的退休金資產乃是由台灣銀行投資。

在新制下，台灣分公司依據參與新制的員工之每月薪金，按月提撥6%的退休金，最高提撥上限為9,000元新台幣，並存入員工於勞工保險局之個人賬戶內。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(w) Employee benefits

(i) Pension obligations

Except for the pension scheme arrangements in Taiwan, the Group operates defined contributions schemes and, if applicable, participates in central defined contribution provident fund schemes for all qualified employees. The assets of the said schemes are held by independently administered funds separated from those of the Group. Contributions to these schemes are made by both the employers and employees at rates up to 20% on the employees' salaries.

The Group's contributions to the defined contribution plans and mandatory provident fund scheme are expensed as incurred and, if applicable, are reduced by contributions forfeited by those employees who leave the scheme or the plan prior to vesting fully in the contributions. The Group has no further payment obligations once the contributions have been made.

The branch of wholly-owned subsidiary of the Group in Taiwan has a defined benefit scheme ("Old Scheme") governed by the Labor Standard Law and a defined contribution scheme ("New Scheme") governed by the Labor Pension Act which became effective on July 1, 2005.

Under the Old Scheme, the Group has an obligation to ensure that there are sufficient funds in the scheme to pay the benefits earned for the service years of all employees before the New Scheme was effective and the subsequent service years of employees who chose to continue to participate in the Old Scheme. The branch currently contributes at 2% of the total salaries of participating employees as determined and approved by the relevant government authorities. The assets of the Old Scheme are invested by the Bank of Taiwan.

Under the New Scheme, the branch contributes each month at 6% of the salary of employees, with a cap of NTD9,000 who choose to participate in the New Scheme into individual pension accounts at the Bureau of Labor Insurance.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(w) 僱員福利(續)

(ii) 以股份支付的補償

本集團設有一項以股權結算、以股份支付之補償計劃。本集團就授出購股權而取得僱員服務之公允值被確認並列作開支。購股權歸屬期間之支銷總額乃參考已授出購股權之公允值而釐定，惟不計及任何非市場歸屬情況之影響(例如盈利能力及銷售增長目標)。非市場歸屬情況包括於預期可予行使之購股權數目之假設內。於各結算日，本集團均會修訂其估計預期可予行使之購股權之數目。修訂原來估計數字如有影響，則於合併利潤表內確認，以及在餘下歸屬期間對股東權益作相應調整。

當購股權獲行使時，已收取所得款項於扣除任何直接交易成本後均列入股本(面值)及股份溢價中。

(x) 撥備

當本集團對已發生的事件須承擔法律性或推定性的責任，則會確認撥備，而解除該責任時可能有資源之流出，並可確實地估計該數額。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(w) Employee benefits (continued)

(ii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision to original estimates, if any, in the consolidated income statement and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

(x) Provisions

Provisions are recognized 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 a reliable estimate of the amount can be made.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(y) 收入確認

收入按已收或應收對價的公允值計量，並相當於供應貨品的應收款項，扣除折扣、回扣、退貨和增值稅後列帳。當收入的金額能夠可靠計量；當未來經濟利益很可能流入有關主體；及當本集團每項活動均符合具體條件時(如下文所述)，本集團便會將收入確認。本集團會根據退貨往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

(i) 產品銷售－零售

貨品之銷售於出售產品予客戶時確認。零售銷售通常以現金或信用卡結算；而紀錄之收益為銷售總額，其中未扣減交易中應付的信用卡費用；此等費用包括在分銷成本中。銷售是已減去退貨，回扣及折扣。

(ii) 銷售貨品－客戶忠誠計劃(遞延收益)

本集團設立一項忠誠計劃，讓顧客能夠於購物時累積積分，以便在日後購物時享用折扣。獎賞積分於銷售時確認為合約負債。收益於積分兌換或於初始銷售後24個月失效時確認。

合約負債被確認直至積分兌換或失效。

(iii) 產品銷售－分銷

貨品之銷售收益在貨品付運予客戶，而客戶已接納該貨品及有關應收款項已合理地確定收到時確認。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(y) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, rebates, returns and value added taxes. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Sales of goods – retail

Sales of goods are recognized when products are sold to the customer. Retail sales are usually in cash or by credit card. The recorded revenue is the gross amount of sales, before netting off credit card fees payable for the transactions. Such fees are included in distribution costs. Revenue is shown net of returns, rebates and discounts.

(ii) Sales of goods – customer loyalty programme (deferred revenue)

The Group operates a loyalty programme where customers accumulate points for purchases made which entitle them to discounts on future purchases. A contract liability for the award points is recognized at the time of sale. Revenue is recognized when the points are redeemed or when they expire 24 months after the initial sale.

A contract liability is recognized until the points are redeemed or expired.

(iii) Sales of goods – wholesale

Sales of goods are recognized when products are delivered to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(y) 收入確認(續)

(iv) 利息收入

利息收入根據尚未償還之本金及適用之利率，按時間比例使用實際利率法確認。

(v) 特許權收入

特許權收入按照相關協議之實質以應計基準確認。

(vi) 股息收入

股息收入於擁有權利收取股息時確認。

(vii) 租金及分租收入

租金及分租收入乃按租賃年期以直線法入賬。

(z) 租賃

本集團已變更作為承租人的租賃會計政策。新政策見下文所述，關於此項會計政策變更的影響請參見附註2(d)。

與所有權有關的風險和回報中的很大比例未轉移至作為承租人的本集團之租賃被分類為經營租賃(附註33)。經營租賃付款額(扣除出租人給予的任何優惠)在租賃期內按直線法計入損益賬。

自2019年1月1日起，本集團在租賃資產可供其使用的當日將租賃確認為使用權資產和相應的負債。

合同可能包含租賃組成部分和非租賃組成部分。本集團基於各租賃組成部分與非租賃組成部分的單獨價格相對比例分攤合同對價。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(y) Revenue recognition (continued)

(iv) Interest income

Interest income is recognized on a time-proportion basis using the effective interest method, taking into account the principal amount outstanding and the interest rates applicable.

(v) Royalty income

Royalty income is recognized on an accrual basis in accordance with the substance of the relevant agreements.

(vi) Dividend income

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

(vii) Rental and sub-lease rental income

Rental and sub-lease rental income is recognized on a straight-line basis over the lease term.

(z) Leases

The Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change as explained in Note 2(d).

Leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases (Note 33). Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From January 1, 2019, leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(z) 租賃(續)

租賃產生的資產和負債按現值進行初始計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)，扣除任何應收的租賃優惠；
- 基於指數或比率確定的可變租賃付款，採用租賃期開始日的指數或比率進行初始計量；
- 本集團根據餘值擔保預計應付的金額；
- 本集團合理確定將行使的購買選擇權的行權價格；及
- 在租賃期反映出本集團將行使選擇權的情況下終止租賃的罰款金額。

當合理確定將行使續租選擇權時，租賃付款也納入負債的計量中。

租賃付款按租賃內含利率貼現。本集團的租賃內含利率通常無法直接確定，在此情況下，應採用承租人的遞增借款利率，即承租人在類似經濟環境下獲得與使用權資產價值接近的資產，在類似期間以類似抵押條件借入資金而必須支付的利率。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(z) Leases (continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(z) 租賃(續)

為確定遞增借款利率，本集團應：

- 在可能的情況下，以承租人最近收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化；
- 對於近期未獲得第三方融資的本集團持有的租賃，採用以無風險利率為起點的累加法，並按照租賃的信用風險進行調整；並
- 針對租賃作出特定調整，如租賃期、國家、貨幣及抵押。

本集團未來可能會面臨基於指數或比率確定的可變租賃付款增加的風險，並只會在實際發生時才納入租賃負債中。當基於指數或比率對租賃付款進行調整時，租賃負債應予以重估並根據使用權資產調整。

租賃付款在本金和融資費用之間進行分攤。融資費用在租賃期內計入損益賬，以按照固定的週期性利率對各期間負債餘額計算利息。

使用權資產按成本計量，包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的租賃付款扣除收到的租賃優惠；
- 初始直接費用；及
- 復原成本。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(z) Leases (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

2. 主要會計政策(續)

(z) 租賃(續)

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，該使用權資產則按其使用壽命計提折舊。

與短期設備和汽車租賃及所有低價值資產租賃相關的付款按直線法確認為費用並計入損益賬。短期租賃是指租賃期為12個月或更短的租賃。

本集團作為出租人收到的經營租賃收入在租賃期內按直線法確認為收入(附註6)。為獲取經營租賃所發生的初始直接費用計入該資產的帳面金額，並在租賃期內按照與租賃收入相同的基礎確認為費用。租賃資產按其性質在資產負債表中列示。本集團無需因採用了新的租賃準則而對作為出租人持有的資產的會計處理作出任何調整。

(aa) 派息

向本公司股東派發之股息，於批准派息的財務期間被確認為本集團財務報表中的一項負債。

2. PRINCIPAL ACCOUNTING POLICIES (continued)

(z) Leases (continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognized on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term (Note 6). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognized as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

(aa) Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved.

3. 財務風險管理及公允價值

本集團的業務承受多種的財務風險：(a)(i)匯兌風險、(a)(ii)信貸風險、(a)(iii)流動資金風險、(a)(iv)現金流量利率風險、(b)資金管理風險及(c)公允價值估計。本集團整體風險管理計劃尋求將對本集團財務表現有不良影響之潛在風險減至最低。如需要時，本集團會使用金融衍生工具管理若干所面對的風險。

(a) 財務風險因素**(i) 匯兌風險**

本集團國際營運業務面對之匯兌風險來自商業交易、已確認之資產及負債和海外業務投資淨額。匯兌風險主要來自未來商業交易及以本集團實體的功能性貨幣以外的貨幣計值的已確認貨幣資產及負債。

於年結時，本集團的匯兌風險來自以人民幣計價的採購但以有關實體在當地貨幣作銷售價格。已確認之資產及負債之匯兌風險對本集團之影響不大，因本集團之各有關實體一般皆準時結算以非功能貨幣作交易單位之結餘，而使於結算日時未償付的外幣結餘極少。

為管理來自商業交易和已確認之資產及負債的匯兌風險影響，當預期有關貨幣會有重大浮動時，本集團之公司將可能訂立遠期外匯兌換合約。

本集團擁有若干海外業務投資，其淨資產易受外匯換算風險。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE

The Group's activities exposed it to a variety of financial risks: (a)(i) foreign exchange risk, (a)(ii) credit risk, (a)(iii) liquidity risk, (a)(iv) cash flow interest rate risk, (b) capital risk management and (c) fair value estimation. The Group's overall risk management program seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to manage certain risk exposure when necessary.

(a) Financial risk factors**(i) Foreign exchange risk**

The Group operates internationally and is exposed to foreign exchange risk arising from commercial transactions, recognized assets and liabilities and net investments in foreign operations. Foreign exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the entity's functional currency.

As at year end, the foreign exchange risk of the Group mainly arises from purchases from a Renminbi-based supply chain and sales proceeds in local currencies of the relevant group entities. Foreign exchange risk arising from recognized assets and liabilities is considered to be insignificant. This is due to the balances denominated in currencies other than the functional currency of the relevant group entity are generally settled promptly leaving minimal outstanding foreign currency position as at the balance sheet date.

To manage foreign exchange risk arising from commercial transactions, recognized assets and liabilities, companies in the Group may use forward foreign exchange contracts when major fluctuation in the relevant foreign currency is anticipated.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(ii) 信貸風險

本集團之信貸風險主要來自銀行存款、應收賬款及其他應收款及租賃按金。該等結餘之賬面值為本集團就金融資產所面對的最高信貸風險。由於本集團的存款一般存於高信貸評級的銀行，故銀行存款的信貸風險有限。

零售銷售一般透過現金、銀行轉賬、信用卡或有信譽及分散之百貨公司付款。本集團僅與具備良好信貸記錄之批發及加盟客戶進行信貸銷售，信貸期為30至90日。此外，應收款結餘已予持續監察，故本集團所面對的壞賬風險並不重大。

下表呈列於2019年及2018年12月31日之本集團主要債務人。

(以百萬港元為單位)

訂約方：
百貨公司
加盟商
應收信用卡賬款
其他

應收賬款(附註23)

業主

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(ii) Credit risk

The credit risk of the Group is primarily attributable to balances with bank, trade and other receivables and rental deposits. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. The credit risk on deposits with banks is limited as the Group mainly places the deposits in banks with high credit rating.

Retail sales are usually made in cash, bank transfer, through credit cards or through reputable and dispersed department stores. The Group's credit sales are only made to wholesale and franchise customers, with an appropriate credit history and on credit terms of 30 to 90 days. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The table below shows the major types of debtors of the Group as at December 31, 2019 and 2018.

	(In HK\$ million)	2019	2018
訂約方：	Counterpart:		
百貨公司	Department stores	141	182
加盟商	Franchisees	69	112
應收信用卡賬款	Credit card receivables	9	19
其他	Others	20	17
應收賬款(附註23)	Trade receivables (Note 23)	239	330
業主	Landlords	213	210
		452	540

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

應收賬款

本集團應用香港財務報告準則第9號批准之簡化方法，其允許對所有貿易應收賬款使用預計使用年期虧損撥備。為計量預期信貸虧損，應收賬款已按共同信貸風險特性而分組。

至於應收賬款，對手方主要為大型公司及擁有穩健財務狀況，而管理層認為信貸風險不高。本集團與該等對手方維持頻繁溝通。管理層密切監察該等應收賬款的信貸質素及收回機會，並認為其預期信貸風險屬微小，此乃考慮到與彼等的過往合作及前瞻性資料。

其他應收賬款

本集團董事於資產初始確認時考慮違約的可能性，及評估本年度信貸風險是否持續顯著增加。在評估信貸風險是否顯著增加時本集團將年結日時資產發生違約的風險與初始確認日期的違約風險進行比較。特別是結合了以下指標：

- 營業、財務及經濟狀況的實際或預期發生重大不利變化預期導致公司履行責任的能力產生重大變化；
- 公司經營業績實際或預期發生重大變化；
- 公司預期表現及行為發生重大變化，包括第三方付款情況的變化。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

Trade receivables

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on share credit risk characteristics.

For the trade receivables, the counterparties primarily are large corporation and have strong financial position and management considers the credit risk is not high. The Group maintains frequent communications with these counterparties. Management has closely monitored the credit qualities and the collectability of these receivables and consider that the expected credit risks of them are minimal in view of the history of cooperation with them and forward looking information.

Other receivables

The directors of the Group consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis during the year. To assess whether there is a significant increase in credit risk the Group compares risk of a default occurring on the assets as at year end date with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated.

- Actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the company's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the company;
- Significant changes in the expected performance and behavior of the company, including changes in the payment status of the third party.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

其他應收賬款(續)

不論上述分析如何，倘涉及合約付款／按要求償還的債務人逾期超過30日，則假定信貸風險大幅增加。

當交易對手方無法於到期365日內作出合約付款／按要求償還，則金融資產出現違約。

本集團定期審閱每項個別應收款項的可收回金額，以確保就無法收回金額作出足夠的減值虧損。至於金融資產的條款，本集團通過及時計提適當預期信貸虧損來說明其信貸風險。於計算預期信貸虧損率時，本集團考慮各類債務人的過往虧損率，並調整前瞻的宏觀經濟資料。

於2018年及2019年12月31日，管理層認為其他應收款項的信貸風險屬於低風險，因為交易對手方擁有雄厚實力應付短期內的合約現金流責任。本集團已評估其他應收款項的預期信貸虧損，本年度就該等結餘確認的虧損撥備並不重大。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

Other receivables (continued)

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment/repayable demand.

A default on a financial asset when the counterparty fails to make contractual payments/repayable demanded within 365 days of when they fail due.

The Group reviews regularly the recoverable amount of each individual receivable to ensure that adequate impairment losses are made for irrecoverable amounts. Over the term of the financial assets, the Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of debtors, and adjusts for forward looking macroeconomic data.

As at December 31, 2018 and 2019, management consider other receivables as low credit risk as counterparties have a strong capacity to meet its contractual cash flow obligations in the near term. The Group has assessed that the expected credit losses for other receivables and the loss allowance provision recognized during the year for these balances is not material.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(iii) 流動資金風險

本集團透過維持充裕銀行融資以及來自經營現金流量及融資現金流量的現金及現金等值物，來控制流動資金風險。

本集團及本公司於2019年12月31日及2018年12月31日之全部財務負債均於一年內到期，惟需注意下文所列者：

金融負債之合同到期日	Contractual maturities of financial liabilities	1年後 但5年內 After one year but within			5年以上 Over five years	總合同 現金流量 Total contractual cash flows	賬面值 Carrying amount
		1年內 Within one year	5年內 within five years	5年以上 Over five years			
租賃負債	Lease liabilities						
於2019年12月31日	As at December 31, 2019	570	585	10	1,165	1,108	
於2019年1月1日	As at January 1, 2019	574	1,167	24	1,765	1,110	

(iv) 現金流量利率風險

除銀行存款12.59億港元(2018年：13.15億港元)及短期銀行貸款2.65億港元(2018年：2.98億港元)，本集團並無其他重大計息資產及負債。以浮動息率計息之銀行存款及短期銀行借貸令本集團面對現金流量利率風險，惟該等風險對本集團之影響並不重大。本集團之收入及經營現金流量大致上不受市場利率變動影響。管理層預期來自利率變動的影響並不重大。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

The liquidity risk of the Group is controlled by maintaining sufficient banking facilities and cash and cash equivalents, which is generated from the operating cash flow and financing cash flow.

As at December 31, 2019 and December 31, 2018, all of the Group's and Company's financial liabilities are due within one year, except to note following:

(iv) Cash flow interest rate risk

Except for the bank balance of HK\$1,259 million (2018: HK\$1,315 million) and short-term bank loan of HK\$265 million (2018: HK\$298 million); the Group has no other significant interest-bearing assets and liabilities. The bank balance and short-term bank borrowings at floating rate expose the Group to cash flow interest rate risk which is insignificant to the Group. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact resulted from the changes in interest rates.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

3. 財務風險管理及公允價值(續)

(b) 資金管理風險

本集團的資金管理目標，是保障本集團能持續營運之能力，以及為股東提供最大回報及令其他持份人獲益。

按合併財務狀況表所顯示，本集團的資本架構包括股本、現金及銀行結存以及銀行貸款。

為優化資本結構，本集團可能會增加長期借貸、調整派付予股東的股息金額、向股東發還資本及發行新股。

本集團在年內透過保持淨現金狀態監察資本。淨現金狀態乃以現金及銀行結存減計息銀行貸款計算得出。於2019年12月31日，本集團保持9.94億港元(2018年：10.17億港元)的淨現金狀態。

(c) 公允價值估計

按公允價值計量之金融工具乃按下列公允價值計量層級分級：

第一級 - 相同資產或負債於活躍市場的報價(未經調整)。

第二級 - 除了第一級所包括的報價外，該資產或負債的其他可觀察輸入數據，可為直接(即例如價格)或間接(即源自價格)。

第三級 - 資產或負債並非依據可觀察市場資料得出的輸入數據(即非可觀察輸入數據)。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(b) Capital risk management

The Group's objectives on managing capital are to safeguard the Group's ability to continue as a going concern as well as maximizing returns for shareholders and benefits for other stakeholders.

The Group's capital structure consists of equity, cash and bank balances and bank loans as shown in the consolidated statement of financial position.

In order to improve the capital structure, the Group may raise long term debts, adjust the amount of dividends paid to shareholders, return capital to shareholders and issue new shares.

The Group monitors capital by maintaining a net cash position throughout the year. Net cash positions is calculated by cash and bank balances net of interest bearing bank loans. As at December 31, 2019, the Group maintained a net cash position of HK\$994 million (2018: HK\$1,017million).

(c) Fair value estimation

Financial instruments that are measured at fair value are disclosed by the level of the following fair value measurement hierarchy:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

3. 財務風險管理及公允價值(續)

(c) 公允價值估計(續)

於活躍市場交易的金融工具的公允價值乃按財務狀況表日期之市場報價得出。倘報價可即時且定期自交易所、交易商、經紀、同業團體、報價服務或監管機構取得，且該等價格代表按公平基準實際及定期發生的市場交易，則市場會被視為活躍。本集團所持金融資產的市場報價為現行買入價。該等工具乃包括在第一級內。本集團的於其他綜合收益按公允價值處理之金融資產和於損益賬按公允價值處理之金融資產乃按公允價值計量，故屬公允價值計量層級中的第一級(附註19和20)。

於2019年12月31日，倘於其他綜合收益按公允價值處理之金融資產及於損益賬按公允價值處理之金融資產的公允價值各自有5%的改變，而其他可變因素均維持不變，則本集團之權益將增加／減少30萬港元(2018年：30萬港元)及淨溢利將增加／減少1,140萬港元(2018年：140萬港元)。

並非於活躍市場交易的金融工具的公允價值乃使用估值技術釐定。估值技術盡量利用可觀察市場數據(如有)，盡量少依賴主體的特定估計。如計算金融工具的公允價值所需的全部重大輸入數據均可予觀察，則該金融工具乃列入第二級。於2019年及2018年12月31日，概無金融工具獲列入第二級。

倘一項或多項重大輸入數據並非根據可觀察市場資料得出，則該金融工具乃列入第三級。本集團的於損益賬按公允價值處理之金融資產已獲列為公允價值計量層級中的第三級(附註20)。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(c) Fair value estimation (Continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the date of the statement of financial position. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, 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. The Group's financial asset at FVOCI and FVPL measured at fair value are included in Level 1 of the fair value measurement hierarchy (Note 19 and 20).

As at December 31, 2019, if there had been a 5% change in the fair value of financial asset at FVOCI and financial asset at FVPL with all other variables held constant, the Group's equity would have increased/decreased by HK\$0.3 million (2018: HK\$0.3 million) and net profit would have increased/decreased by HK\$11.4 million (2018: HK\$1.4 million).

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize 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. No financial instrument is included in Level 2 as at December 31, 2019 and 2018.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3. The Group's financial asset at FVPL are included in Level 3 of the fair value measurement hierarchy (Note 20).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

4. 重要會計估計及判斷

估計及判斷之評估會持續地進行，並以過往使用經驗及其他因素作為基礎，包括在目前情況下對未來事件的合理預期。

重要會計估計及假設

本集團對未來作出推算及假設。所得之會計估計理論上難以與相關的實際結果相同。以下所論述之估計及假設有相當風險引致須於下個財政年度對資產和負債之賬面值作重大調整。

(i) 評估非流動金融資產減值

每當有事件或情況之改變顯示須作折舊及攤銷之非流動資產之入賬值可能不可收回時，本集團便對該等資產進行減值審閱。管理層評估各非流動資產之可回收金額時，乃按預期未來使用該等資產之計劃，根據其使用價值或其公允值減處置成本(參照市場價格)進行評估。該等計算須使用判斷及估算。

(ii) 簽出授出認沽期權負債的公允值

若干本集團的業務合併交易涉及由本集團所發出對附屬公司權益之授出認沽期權。本集團的相關簽出授出認沽期權負債按公允值確認，該等公允值乃根據相關協議的條款及參考該等已收購之附屬公司預期收購後之表現而釐定。釐定用作估計所收購附屬公司的收購後表現所採納的主要假設(如增長率、利潤率及貼現率)時，須作出判斷。主要假設的變動可對未來負債的金額造成重大影響。於收購日期後所發生的事項或因素導致授出認沽期權負債需要重新計量公允值時，所產生的任何收益或虧損將於合併利潤表中確認。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

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.

(i) Assessment of impairment of non-current financial assets

The Group conducts impairment reviews of non-current assets that are subject to depreciation and amortization whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. Management assesses the recoverable amount of each non-current asset based on its value in use or on its fair value less costs of disposal (by reference to market prices), depending upon the anticipated future plans for the assets. These calculations require the use of judgments and estimates.

(ii) Fair value of written put option liabilities

Certain of the Group's business combination activities involved put options issued by the Group over the equity of subsidiary companies. The Group recorded such written put option liabilities at their fair values which are determined in accordance with the terms under those relevant agreements and with reference to the estimated post-acquisition performance of the acquired subsidiaries. Judgement is required to determine key assumptions (such as growth rate, margins and discount rate) adopted in the estimation of post-acquisition performance of the acquired subsidiaries. Changes to key assumptions can significantly affect the amounts of future liabilities. Put option liabilities shall be re-measured at their fair value resulting from events or factors emerging after the acquisition date, with any resulting gain or loss recognized in the consolidated income statement.

4. 重要會計估計及判斷(續)

(iii) 物業、機器及設備之折舊

物業、機器及設備乃按其預計使用年期以直線法折舊。本集團定期審閱該等資產之預計使用年期以釐定於任何報告期內支出之數額。使用年期乃根據本集團對相類似之資產之過往經驗而釐定。如過往之估計有重大改變，則調整在將來期間之折舊支出。

(iv) 存貨可變現淨值

存貨可變現淨值指日常業務估計售價扣除估計銷售開支。有關估計根據現行市況及過往出售類似產品之經驗而作出。相關估計可能因本集團經營地點之經濟狀況出現變動以及客戶口味及競爭對手就回應市況變動所採取措施而出現重大變動。管理層於各結算日重新評估此等估計。

(v) 資產減值(債務工具投資以及應收營業賬款及其他應收賬款除外)

於各個報告期末，本集團審閱內部及外來資料來源以識別下列資產可能減值或(除商譽外)先已確認的減值虧損不再存在或可能已經減少的跡象：

- 物業、機器及設備；
- 使用權資產；
- 於合營公司的權益；及
- 商譽。

用以識別減值跡象的有關資料通常具有主觀性質，故本集團就其業務採用有關資料時須作出判斷。本集團對此等資料的詮釋會直接影響是否於任何指定報告期末進行減值評估。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(iii) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation for future periods is adjusted if there are material changes from previous estimates.

(iv) Net realizable value of inventories

Net realizable value of inventories is the estimated selling prices in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in economic conditions in places where the Group operates and changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each balance sheet date.

(v) Impairment of assets (other than investments in debt instruments and trade and other receivables)

At the end of each reporting period, the Group reviews internal and external sources of information to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

- Property, plant and equipment;
- Right-of-use assets;
- Interests in joint ventures; and
- Goodwill.

The sources utilized to identify indications of impairment are often subjective in nature and the Group is required to use judgement in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at the end of any given reporting period.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

4. 重要會計估計及判斷(續)

(v) 資產減值(債務工具投資以及應收營業賬款及其他應收賬款除外)(續)

倘確定出現減值跡象，本集團會就有關資料進一步估計可收回金額，即資產的公允價值減出售成本或使用價值兩者的較高值。視乎本集團對檢討資產的整體重要性的評估及合理估算可收回金額的複雜性，本集團可能會利用內部資源進行有關評估或委聘外部顧問向本集團提供意見。無論利用何種資源，本集團於評估時均須作出眾多假設，包括有關資產的使用情況、將產生的現金流、適當的市場貼現率及預計市場及監管情況。該等假設如出現任何變動，可能會導致日後對任何資產可收回金額的估算出現重大變動。

(vi) 所得稅

本集團須於多個司法權區繳納所得稅。在為所得稅釐定全球準備時需要運用相當程度的判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出釐定之期間內的所得稅及遞延稅項準備。

(vii) 釐定租賃租期及貼現率

在決定租賃租期時，管理層會考慮所有構成經濟誘因的動機，以行使延期選擇權或不行使終止選擇權。僅當本集團具有延展租賃期限的可執行權且合理確定租賃將被延期(或未終止)時，延期選擇權(或終止期權後的期間)才包括在租賃期限內。潛在的未來現金流出未計入租賃負債，因為無法合理確定租賃將被延長(或未終止)。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(v) Impairment of assets (other than investments in debt instruments and trade and other receivables) (Continued)

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the greater of the asset's fair value less costs of disposal or its value in use. Depending on the Group's assessment of the overall materiality of the asset under review and complexity of deriving a reasonable estimate of the recoverable amount, the Group may perform such assessments utilizing internal resources or the Group may engage external advisors to counsel the Group. Regardless of the resources utilized, the Group is required to make many assumptions to make these assessments, including the utilization of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of any asset.

(vi) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues 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 will impact the income tax and deferred tax provisions in the period in which such determination is made.

(vii) Determination of lease term and discount rate

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the Group has enforceable rights to extend the lease term and the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

4. 重要會計估計及判斷(續)

(vii) 釐定租賃租期及貼現率(續)

如果發生重大事件或重大變化，而此影響在承租人的控制範圍內，此評估會進行複核。

無論在租賃開始日和租賃修改生效日決定貼現率時，本集團需要作出重要的判斷去考慮基礎資產的性質以及租賃的條款和條件。

5. 銷售額及營運分部

本集團按發展策略以及營運控制以釐定其營運分部。主要分為兩個營運分部：零售及分銷分部及對海外加盟商之批發業務。管理層以地區及品牌之角度來管理零售及分銷之營運分部。

按照地區，零售及分銷營運分部於中國大陸及中東包含直營店(「直營店」)及加盟店。香港及澳門、台灣及亞太其他地區市場並沒有重大之當地加盟店。本集團門市遍佈在大部份亞太地區以及中東。

品牌方面，本集團現時經營 *Giordano* 及 *Giordano Junior*、*Giordano Ladies*、*BSX* 以及其他自有及授權經營之品牌。

經調整 EBITDA 乃指未扣除融資費用、所得稅、使用權資產與物業、機器及設備之減值、折舊及攤薄、應佔合營公司溢利以及未分配之總部職能項目的溢利。分部業績乃未扣除融資費用、應佔合營公司溢利、所得稅及未分配之總部職能項目。此乃向管理層及高級決策者匯報以作資源分配及評估分部表現的計量基準。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(vii) Determination of lease term and discount rate (Continued)

The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

In determining the discount rates, the Group is required to exercise considerable judgement in relation to determine the discount rates by taking into account the nature of the underlying assets and the terms and conditions of the leases, at both the commencement date and the effective dates of the modification.

5. SALES AND OPERATING SEGMENTS

The Group determines its operating segments based on its development strategies and operational control. There are two major operating segments: Retail and Distribution and Wholesales to Overseas Franchisees. Management manages the Retail and Distribution operating segment geographically and by brand.

Geographically, the Retail and Distribution operating segment in Mainland China and the Middle East comprise directly operated stores (“DOS”) and franchised stores. Hong Kong and Macau, Taiwan and the rest of Asia Pacific do not have material local franchised stores. Group stores span most of Asia Pacific and the Middle East.

As for brands, the Group presently operates *Giordano* and *Giordano Junior*, *Giordano Ladies*, *BSX* as well as other owned and licensed brands.

Adjusted EBITDA is profit before finance expense, income taxes, impairment of right-of-use assets and property, plant and equipment, depreciation and amortization, share of profit of joint ventures and unallocated corporate items. Segment results are before finance expense, share of profit of joint ventures, income taxes and unallocated corporate items. This is the measurement basis reported to management and the senior decision-makers for the purpose of resources allocation and assessment of segment performance.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

5. 銷售額及營運分部(續)

本集團之營運分部銷售額及經營溢利按地區之分析如下。

5. SALES AND OPERATING SEGMENTS (continued)

Analysis of sales and operating profit of the Group's operating segment by geographic regions is as follows.

		2019						合計 Total
		中國大陸 Mainland China	香港及 澳門 Hong Kong and Macau	台灣 Taiwan	亞太其他 地區 The rest of Asia Pacific	中東 The Middle East	對海外 加盟商之 批發 Wholesales to Overseas Franchisees	
(以百萬港元為單位)	(In HK\$ million)							
銷售額	Sales	995	772	587	1,584	662	252	4,852
經調整EBITDA	Adjusted EBITDA	72	201	119	465	231	35	1,123
折舊及攤銷	Depreciation and amortization							
- 使用權資產	- Right-of-use assets	(71)	(173)	(59)	(208)	(94)	-	(605)
- 物業、機器 及設備和 投資物業	- Property, plant and equipment and investment properties	(18)	(12)	(15)	(38)	(14)	-	(97)
- 租賃土地 預付款項	- Leasehold land prepayments	(1)	-	-	-	-	-	(1)
減值	Impairment							
- 使用權資產	- Right-of-use assets	(11)	(9)	-	(6)	-	-	(26)
- 物業、機器及設備	- Property, plant and equipment	(4)	(2)	(1)	(4)	-	-	(11)
分部業績	Segment results	(33)	5	44	209	123	35	383
總部職能	Corporate functions							14
融資費用	Finance expense							(55)
應佔合營公司溢利	Share of profit of joint ventures							63
除所得稅前溢利	Profit before income taxes							405

NOTES TO THE FINANCIAL STATEMENTS (continued)

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5. 銷售額及營運分部(續)

5. SALES AND OPERATING SEGMENTS
(continued)

(以百萬港元為單位)	(In HK\$ million)	2018						合計 Total
		中國大陸 Mainland China	香港及 澳門 Hong Kong and Macau	台灣 Taiwan	亞太其他 地區 The rest of Asia Pacific	中東 The Middle East	對海外 加盟商之 批發 Wholesales to Overseas Franchisees	
銷售額	Sales	1,293	959	671	1,623	636	327	5,509
經調整EBITDA	Adjusted EBITDA	111	126	83	273	102	49	744
折舊及攤銷	Depreciation and amortization							
- 物業、機器 及設備和 投資物業	- Property, plant and equipment and investment properties	(21)	(13)	(17)	(40)	(16)	-	(107)
- 租賃土地 預付款項	- Leasehold land prepayments	(1)	(5)	-	-	-	-	(6)
分部業績	Segment results	89	108	66	233	86	49	631
總部職能	Corporate functions							(6)
融資費用	Finance expense							(5)
應佔合營公司溢利	Share of profit of joint ventures							64
除所得稅前溢利	Profit before income taxes							684

以品牌劃分之零售及分銷營運分部之進一步
分析如下。

Further analysis of the Retail and Distribution operating segment by
brand is as follows.

(以百萬港元為單位)	(In HK\$ million)	2019		2018	
		銷售額 Sales	經營溢利 Operating profit	銷售額 Sales	經營溢利 Operating profit
零售及分銷	Retail and Distribution				
Giordano及 Giordano Junior	Giordano and Giordano Junior	3,831	307	4,362	483
Giordano Ladies	Giordano Ladies	395	34	452	72
BSX	BSX	101	(3)	137	6
其他	Others	273	10	231	21
		4,600	348	5,182	582

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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5. 銷售額及營運分部(續)

本公司駐於香港。其於香港及澳門(包括零售及批發銷售)錄得對外客戶之銷售額為10.24億港元(2018年:12.86億港元);於中國大陸為9.95億港元(2018年:12.93億港元);而於其他市場對外客戶之銷售額為28.33億港元(2018年:29.30億港元)。

分部之間之銷售額為11.60億港元(2018年:12.08億港元)已予合併對銷。

中國大陸之所得稅費用為500萬港元(2018年:1,800萬港元),香港及澳門為300萬港元(2018年:1,100萬港元),台灣為1,000萬港元(2018年:1,200萬港元),亞太其他地區為6,000萬港元(2018年:6,700萬港元),而中東為900萬港元(2018年:600萬港元)。

本集團之資產按地區劃分之分析如下。

5. SALES AND OPERATING SEGMENTS (continued)

The Company has its domicile in Hong Kong. Sales to external customers recorded in Hong Kong and Macau (including retail and wholesale sales) are HK\$1,024 million (2018: HK\$1,286 million), Mainland China HK\$995 million (2018: HK\$1,293 million) and external customers from other markets HK\$2,833 million (2018: HK\$2,930 million).

Inter-segment sales of HK\$1,160 million (2018: HK\$1,208 million) have been eliminated upon consolidation.

Income taxes charged relating to Mainland China was HK\$5 million (2018: HK\$18 million), Hong Kong and Macau HK\$3 million (2018: HK\$11 million), Taiwan HK\$10 million (2018: HK\$12 million), the rest of Asia Pacific HK\$60 million (2018: HK\$67 million) and the Middle East HK\$9 million (2018: HK\$6 million).

Analysis of the Group's assets by geographic regions is as follows.

(以百萬港元為單位)	(In HK\$ million)	分部資產	
		Segment assets	
		2019	2018
分部資產	Segment assets		
香港及澳門	Hong Kong and Macau	1,174	973
亞太其他地區	The rest of Asia Pacific	1,159	750
中東	The Middle East	1,044	832
中國大陸	Mainland China	704	740
台灣	Taiwan	290	196
		4,371	3,491
合營公司權益	Interest in joint ventures	538	552
於其他綜合收益按公允值處理之金融資產	Financial asset at fair value through other comprehensive income	5	6
於損益賬按公允值處理之金融資產	Financial asset at fair value through profit or loss	228	28
遞延稅項資產	Deferred tax assets	54	47
資產總額	Total assets	5,196	4,124

NOTES TO THE FINANCIAL STATEMENTS (continued)

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5. 銷售額及營運分部(續)

除金融工具及遞延稅項資產外，於香港及澳門之非流動資產總額為4.77億港元(2018年：1.67億港元)，於中國大陸為1.76億港元(2018年：0.66億港元)；及於其他市場為20.90億港元(2018年：13.53億港元)。

5. SALES AND OPERATING SEGMENTS (continued)

The total of non-current assets other than financial instruments and deferred tax assets located in Hong Kong and Macau was HK\$477 million (2018: HK\$167 million); Mainland China, HK\$176 million (2018: HK\$66 million); and other markets, HK\$2,090 million (2018: HK\$1,353 million).

6. 其他收入及其他收益，淨額

6. OTHER INCOME AND OTHER GAINS, NET

(以百萬港元為單位)	(In HK\$ million)	2019	2018
特許權收入	Royalty income	31	31
利息收入	Interest income	21	20
租金及分租收入	Rental and sub-lease rental income	12	13
匯兌收益淨額	Net exchange gain	5	1
股息收入	Dividend income	3	3
出售物業、機器及設備之淨虧損	Net loss on disposal of property, plant and equipment	(1)	(2)
於損益賬按公允值處理之金融資產之公允值虧損	Fair value loss on financial asset at fair value through profit or loss	(1)	-
其他	Others	13	20
		83	86

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NOTES TO THE FINANCIAL STATEMENTS (continued)

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7. 經營溢利

經營溢利已扣除：

(以百萬港元為單位)

銷售成本

存貨銷售成本
陳舊存貨撥備及
存貨撇銷

分銷費用

員工成本
折舊支出
– 使用權資產
– 物業、機器及設備
土地及樓宇之經營租賃費用
– 最低租金支出
– 或然租金費用
物業管理費、
政府地租及差餉
及公用事業費用
廣告宣傳、推廣及
激勵措施
包裝及運輸
銀行及信用卡收費
減值
– 使用權資產
– 物業、機器及設備
租賃土地預付款項攤銷
其他

行政費用

員工成本
折舊支出
– 使用權資產
– 物業、機器及設備
和投資物業
法律及專業費用
核數師酬金
電腦及通訊
差旅費
土地及樓宇之經營租賃費用
– 最低租金支出
營業及其他稅項
其他

7. OPERATING PROFIT

Operating profit is after charging:

(In HK\$ million)

Cost of sales

Cost of inventories sold
Provision for obsolete stock and
stock written off

Distribution expense

Staff cost
Depreciation expenses
– Right-of-use assets
– Property, plant and equipment
Operating lease rentals in respect
of land and building
– Minimum lease payments
– Contingent rent
Building management fee,
government rent and rates
and utilities
Advertising, promotion and
incentives
Packaging and deliveries
Bank and credit card charges
Impairment
– Right-of-use assets
– Property, plant and equipment
Amortization of leasehold land
prepayments
Others

Administrative expense

Staff cost
Depreciation expenses
– Right-of-use assets
– Property, plant and equipment
and investment properties
Legal and professional fee
Auditor's remuneration
Computer and telecommunication
Travelling
Operating lease rentals in respect
of land and building
– Minimum lease payments
Business and other taxes
Others

	2019	2018
Cost of sales		
Cost of inventories sold	2,000	2,250
Provision for obsolete stock and stock written off	6	9
	2,006	2,259
Distribution expense		
Staff cost	763	811
Depreciation expenses		
– Right-of-use assets	589	–
– Property, plant and equipment	90	100
Operating lease rentals in respect of land and building		
– Minimum lease payments	183	808
– Contingent rent	189	237
Building management fee, government rent and rates and utilities	122	132
Advertising, promotion and incentives	107	129
Packaging and deliveries	58	56
Bank and credit card charges	33	35
Impairment		
– Right-of-use assets	26	–
– Property, plant and equipment	11	–
Amortization of leasehold land prepayments	1	6
Others	128	126
	2,300	2,440
Administrative expense		
Staff cost	145	157
Depreciation expenses		
– Right-of-use assets	16	–
– Property, plant and equipment and investment properties	7	7
Legal and professional fee	15	40
Auditor's remuneration	6	7
Computer and telecommunication	6	7
Travelling	4	5
Operating lease rentals in respect of land and building		
– Minimum lease payments	3	17
Business and other taxes	1	1
Others	29	30
	232	271

NOTES TO THE FINANCIAL STATEMENTS (continued)

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8. 融資費用

8. FINANCE EXPENSE

(以百萬港元為單位)	(In HK\$ million)	2019	2018
租賃負債利息	Interest on lease liabilities	49	–
銀行貸款利息	Interest on bank loans	6	5
		55	5

9. 員工成本

9. STAFF COSTS

(以百萬港元為單位)	(In HK\$ million)	2019	2018
薪金及工資(包括董事酬金)	Salaries and wages (including Directors' emoluments)	828	881
購股權費用	Share option expense	1	3
退休金— 界定供款計劃	Pension cost — defined contribution plans	79	84
		908	968

本年度內，本集團沒有運用未能領取之供款(2018年：無)以減低供款水平。於2019年及2018年12月31日，沒有可供來年使用之未能領取供款。

During the year, no unvested benefits were utilized by the Group to reduce the level of contributions (2018: Nil). As at December 31, 2019 and 2018, no unvested benefits were available to be utilized in future years.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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10. 董事的利益和權益 (a) 董事酬金

10. BENEFITS AND INTERESTS OF DIRECTORS (a) Directors' emoluments

董事姓名	Name of Directors	袍金 Fees 港幣千元 HK\$'000	薪金 Salaries 港幣千元 HK\$'000	酌情性花紅** Discretionary bonuses** 港幣千元 HK\$'000	其他收益# Other benefits# 港幣千元 HK\$'000	僱主	合計 Total 港幣千元 HK\$'000
						退休金供款 Employer's contribution to pension schemes 港幣千元 HK\$'000	
2019							
劉國權 [†]	LAU Kwok Kuen, Peter [†]	-	3,676	6,494	1,820	-	11,990
陳嘉緯 [△]	CHAN Ka Wai [△]	-	2,343	860	160	18	3,381
羅學文 [△]	Mark Alan LOYND [△]	-	2,153	750	151	18	3,072
鄭志剛 [^]	CHENG Chi Kong [^]	200	-	-	-	-	200
陳世昌 [^]	CHAN Sai Cheong [^]	200	-	-	-	-	200
畢滌凡 [*]	Barry John BUTTIFANT [*]	420	-	-	-	-	420
鄺其志 [*]	KWONG Ki Chi [*]	360	-	-	-	-	360
黃旭 [*]	WONG Yuk (alias, HUANG Xu) [*]	390	-	-	-	-	390
Alison Elizabeth LLOYD [†]	Alison Elizabeth LLOYD [†]	308	-	-	-	-	308
		1,878	8,172	8,104	2,131	36	20,321
2018							
劉國權 [†]	LAU Kwok Kuen, Peter [†]	-	3,597	16,032	1,824	-	21,453
陳嘉緯 [△]	CHAN Ka Wai [△]	-	2,297	1,375	277	18	3,967
羅學文 [△]	Mark Alan LOYND [△]	-	2,110	1,150	247	18	3,525
鄭志剛 [^]	CHENG Chi Kong [^]	200	-	-	-	-	200
陳世昌 [^]	CHAN Sai Cheong [^]	200	-	-	-	-	200
畢滌凡 [*]	Barry John BUTTIFANT [*]	400	-	-	-	-	400
鄺其志 [*]	KWONG Ki Chi [*]	350	-	-	-	-	350
黃旭 [*]	WONG Yuk (alias, HUANG Xu) [*]	350	-	-	-	-	350
		1,500	8,004	18,557	2,348	36	30,445

[†] 主席及行政總裁

[△] 執行董事

[^] 非執行董事

^{*} 獨立非執行董事

[#] 其他收益包括保險供款、購股權、房屋津貼、其他津貼及實物收益(「其他收益」)

^{**} 酌情性花紅按溢利分配比率或預先決定之溢利目標達成率所決定

[†] 於2019年3月7日獲委任為獨立非執行董事

[†] Chairman and Chief Executive

[△] Executive directors

[^] Non-executive directors

^{*} Independent non-executive directors

[#] Other benefits include insurance premium, share options, housing allowances, other allowances and benefits in kind ("Other Benefits")

^{**} Discretionary bonus is determined based on profit sharing ratio or pre-determined achievement rate of profit targets.

[†] Appointed as Independent Non-Executive Director on March 7, 2019

年內，劉國權放棄並同意放棄2019年的240萬港元獎金。

During the year, Lau Kwok Kuen, Peter, waived and has agreed to waive 2019 bonus of HK\$2.4million.

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10. 董事的利益和權益(續)

(a) 董事酬金(續)

於本年度內，向董事支付之酬金總額如下：

(以港幣千元為單位)

	(In HK\$'000)	2019	2018
袍金	Fees	1,878	1,500
其他酬金：	Other emoluments:		
基本薪金及	Basic salaries and		
其他收益	Other Benefits	10,303	10,352
退休金計劃供款	Contribution to pension schemes	36	36
酌情性花紅	Discretionary bonuses	8,104	18,557
		20,321	30,445

(b) 五位最高薪職員

於本年度內，本集團五位最高薪職員中包括3位(2018年：3位)董事，其酬金之詳情已於上文披露。本年度內，餘下2位(2018年：2位)最高薪職員之應付酬金如下：

(以港幣千元為單位)

	(In HK\$'000)	2019	2018
基本薪金及	Basic salaries and		
其他收益	Other Benefits	4,955	4,933
退休金計劃供款	Contribution to pension schemes	90	92
酌情性花紅	Discretionary bonuses	4,036	3,593
		9,081	8,618

10. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

The aggregate amount of emoluments payable to Directors of the Company during the year is as follows:

(In HK\$'000)

	(In HK\$'000)	2019	2018
Fees	Fees	1,878	1,500
Other emoluments:	Other emoluments:		
Basic salaries and	Basic salaries and		
Other Benefits	Other Benefits	10,303	10,352
Contribution to pension schemes	Contribution to pension schemes	36	36
Discretionary bonuses	Discretionary bonuses	8,104	18,557
		20,321	30,445

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include 3 (2018: 3) Directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 2 (2018: 2) individuals during the year are as follows:

(In HK\$'000)

	(In HK\$'000)	2019	2018
Basic salaries and	Basic salaries and		
Other Benefits	Other Benefits	4,955	4,933
Contribution to pension schemes	Contribution to pension schemes	90	92
Discretionary bonuses	Discretionary bonuses	4,036	3,593
		9,081	8,618

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NOTES TO THE FINANCIAL STATEMENTS (continued)

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10. 董事的利益和權益(續)

(b) 五位最高薪職員(續)

酬金組別 Emolument bands	人數 Number of individuals	
	2019	2018
港幣 HK\$		
2,000,001–3,000,000	–	–
3,000,001–4,000,000	–	1
4,000,001–5,000,000	2	1
5,000,001–6,000,000	–	–

(c) 向董事、受該等董事控制的法人團體及該董事的關連主體提供的貸款、準貸款和其他交易的資料

本公司概無訂立或存在以本公司董事、或由該等董事控制的法人團體或與該等董事有關連的主體為受益人之貸款、準貸款及其他交易，無需根據香港公司條例第383(1)(d)條及第622G章第三部分作出披露(2018年：無)。

10. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(b) Five highest paid individuals (continued)

(c) Information about loans, quasi-loans and other dealings in favour of Directors, controlled bodies corporate by and connected entities with such Directors

There are no loans, quasi-loans or other dealings in favour of the Directors, their controlled bodies corporate and connected entities for disclosure pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of 622G (2018: Nil).

11. 所得稅

香港利得稅是根據本年度之估計應課稅溢利按16.5%(2018年：16.5%)之稅率計算。香港以外溢利之應繳所得稅乃按個別司法地區適用之稅率計算。

(以百萬港元為單位)

本年度所得稅
香港
香港以外
過往年度超額撥備
扣繳稅項

11. INCOME TAXES

Hong Kong profits tax is calculated at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits for the year. Income taxes on profits assessable outside Hong Kong are calculated at the rates applicable in the respective jurisdictions.

(In HK\$ million)

Current income taxes
Hong Kong
Outside Hong Kong
Over provision in prior years
Withholding taxes

遞延所得稅
短暫性差異之衍生及撥回

Deferred income taxes
Origination and reversal of temporary differences

	2019	2018
	118	137
	(2)	5
	116	142

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11. 所得稅(續)

此支出不包括本年度應佔合營公司之所得稅2,000萬港元(2018年:1,900萬港元)。於合併利潤表中之應佔合營公司溢利乃扣除該司法地區適當之所得稅計提。

按香港稅率而計算之本集團除所得稅前溢利與所得稅支出之調節表如下。

(以百萬港元為單位)

	(In HK\$ million)	2019	2018
除所得稅前溢利 (不包括應佔合營公司溢利)	Profit before income taxes (before share of profit of joint ventures)	342	620
按所得稅率16.5% (2018年:16.5%)計算 其他國家不同稅率之影響	Calculated at an income tax rate of 16.5% (2018: 16.5%) Effect of different tax rates in other regions	56	102
不可扣稅之支出	Expenses not deductible for tax purposes	39	31
未確認之遞延稅項資產	Deferred tax assets not recognized	8	8
毋須課稅之收入	Income not subject to tax	(7)	(35)
使用早前 未有確認之稅損	Utilization of previously unrecognized tax losses	(13)	(7)
扣繳稅項	Withholding tax	34	33
過往年度超額撥備	Over-provision in prior years	(1)	(3)
所得稅支出	Income tax charges	116	142

11. INCOME TAXES (continued)

This charge excludes the share of joint ventures' income taxes of HK\$20 million (2018: HK\$19 million) for the year. The share of profit of joint ventures in the consolidated income statement is after income taxes accrued in the appropriate income tax jurisdictions.

Reconciliation of the Group's profit before income taxes at the tax rate of Hong Kong to the income tax charges is as follows.

12. 每股盈利

每股基本及攤薄盈利乃按本年度公司股東應佔除所得稅後溢利2.3億港元(2018年:4.8億港元)計算。

每股基本盈利乃按本年度內已發行股份之加權平均股數1,578,500,518股(2018年:1,575,281,071股)計算。

由於購股權具有反攤薄作用,截至2019年12月31日止年度的每股攤薄盈利與每股基本盈利相同。

截至2018年12月31日止年度的每股攤薄盈利乃按年內已發行股份之加權平均股數1,575,281,071股加上假設根據本公司購股權計劃授出之所有尚未行使購股權皆獲行使而發行之股份之加權平均股數2,922,810股計算。

12. EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on the profit after income taxes attributable to shareholders of the Company for the year of HK\$230 million (2018: HK\$480 million).

The basic earnings per share is based on the weighted average of 1,578,500,518 shares (2018: 1,575,281,071 shares) in issue during the year.

Diluted earnings per share for the year ended December 31, 2019 was the same as the basic earnings per share since the share options had anti-dilutive effect.

The diluted earnings per share is calculated by adjusting the weighted average of 1,575,281,071 shares in issue during the year ended December 31, 2018 by the weighted average of 2,922,810 shares deemed to be issued if all outstanding share options granted under the share option schemes of the Company had been exercised.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

13. 股息

(a) 本年度股息如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
已宣派之中期股息為每股10.2港仙 (2018年：每股17.0港仙)	Interim dividend declared and paid of 10.2 HK cents per share (2018: 17.0 HK cents per share)	161	268
於結算日後建議之末期股息為每股4.4港仙 (2018年：每股16.5港仙)	Final dividend proposed after the balance sheet date of 4.4 HK cents per share (2018: 16.5 HK cents per share)	69	260
		230	528

於2020年3月10日，董事會建議末期股息為每股4.4港仙，須待於應屆本公司股東周年大會上取得股東批准。此項擬派股息在結算當日並無確認為負債。擬派股息之金額乃基於報告日之本公司已發行股份數目計算。

On March 10, 2020, the Board has recommended a final dividend of 4.4 HK cents per share and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. The proposed dividend has not been recognized as a liability at the balance sheet date. The amount of proposed dividend was based on the shares of the Company in issue as at the reporting date.

(b) 屬於上一年度，並於本年度內已批准及派發的股息：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
已批准及派發2018年末期股息為每股16.5港仙 (2017年：每股20.0港仙)	2018 final dividend approved and paid of 16.5 HK cents per share (2017: 20.0 HK cents per share)	260	315

2018年末期股息乃按本公司於2019年6月6日之已發行股份總數派付。

The payment for 2018 final dividend was based on the total number of issued shares of the Company on June 6, 2019.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

14. 物業、機器及設備

14. PROPERTY, PLANT AND EQUIPMENT

(以百萬港元為單位)	(In HK\$ million)	永久業權之 土地及樓宇 Freehold land & buildings	樓宇 Buildings	機器及設備 Plant & equipment	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
成本值	Cost						
於2018年12月31日	At December 31, 2018	55	23	50	1,115	21	1,264
會計政策變更	Change in accounting policy						
採納香港財務報告準則 第16號的調整	Adjustment on adoption of HKFRS 16	-	(11)	-	(5)	-	(16)
於2019年1月1日	At January 1, 2019	55	12	50	1,110	21	1,248
換算差額	Translation difference	1	-	-	6	-	7
添置	Additions	-	-	-	74	2	76
轉出	Transfer out	-	-	-	(4)	-	(4)
出售	Disposals	-	-	-	(73)	(2)	(75)
於2019年12月31日	At December 31, 2019	56	12	50	1,113	21	1,252
累積折舊 及減值	Accumulated depreciation and impairment						
於2018年12月31日	At December 31, 2018	15	8	49	968	17	1,057
會計政策變更	Change in accounting policy						
採納香港財務報告準則 第16號的調整	Adjustment on adoption of HKFRS 16	-	(5)	-	(4)	-	(9)
於2019年1月1日	At January 1, 2019	15	3	49	964	17	1,048
換算差額	Translation difference	-	-	-	3	-	3
減值	Impairment	-	-	-	11	-	11
本年度折舊	Depreciation charge for the year	1	-	-	92	2	95
轉出	Transfer out	-	-	-	(3)	-	(3)
出售	Disposals	-	-	-	(71)	(2)	(73)
於2019年12月31日	At December 31, 2019	16	3	49	996	17	1,081
於2019年12月31日 之賬面淨值	Net book value at December 31, 2019	40	9	1	117	4	171

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

14. 物業、機器及設備(續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

		永久業權之 土地及樓宇 Freehold land & buildings	樓宇 Buildings	機器及設備 Plant & equipment	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
(以百萬港元為單位)	(In HK\$ million)						
成本值	Cost						
於2018年1月1日	At January 1, 2018	56	23	51	1,157	22	1,309
換算差額	Translation difference	(1)	–	(1)	(77)	(1)	(80)
添置	Additions	–	–	–	83	1	84
出售	Disposals	–	–	–	(48)	(1)	(49)
於2018年12月31日	At December 31, 2018	55	23	50	1,115	21	1,264
累積折舊 及減值	Accumulated depreciation and impairment						
於2018年1月1日	At January 1, 2018	15	8	50	985	17	1,075
換算差額	Translation difference	(1)	(1)	(1)	(73)	–	(76)
本年度折舊	Depreciation charge for the year	1	1	–	102	1	105
出售	Disposals	–	–	–	(46)	(1)	(47)
於2018年12月31日	At December 31, 2018	15	8	49	968	17	1,057
於2018年12月31日 之賬面淨值	Net book value at December 31, 2018	40	15	1	147	4	207

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

15. 使用權資產及租賃負債

資產負債表呈列以下對租賃相關的金額：

使用權資產：
(以百萬港元為單位)

成本值
於2018年12月31日
會計政策變更
採納香港財務報告準則第16號的調整

於2019年1月1日*
換算差額
增加
租賃修改
出售

於2019年12月31日

累積折舊
及減值

於2019年1月1日
換算差額
減值
本年度折舊
出售

於2019年12月31日

於2019年12月31日之賬面淨值

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The balance sheet shows the following amounts relating to leases:

Right-of-use assets
(In HK\$ million)

Cost
At December 31, 2018
Change in accounting policy
Adjustment on adoption of
HKFRS 16

At January 1, 2019*
Translation difference
Additions
Lease modifications
Disposals

At December 31, 2019

Accumulated depreciation
and impairment

At January 1, 2019
Translation difference
Impairment
Depreciation charge for the year
Disposals

At December 31, 2019

Net book value at
December 31, 2019

合計
Total

–

1,374

1,374
11
524
3
(4)

1,908

–
2
26
605
(4)

629**1,279**

		12月31日 December 31, 2019	1月1日 January 1, 2019*
租賃負債：	Lease liabilities:		
流動	Current	536	391
非流動	Non-current	572	719
		1,108	1,110

2019年租賃的現金流出總額為9.42億港元。

The total cash outflow for leases in 2019 was HK\$942 million.

* 關於2019年1月1日採納香港財務報告準則第16號之已確認調整，請參閱附註2(d)(iv)。

* For adjustments recognized on adoption of HKFRS 16 on January 1, 2019, please refer to Note 2(d)(iv).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

15. 使用權資產及租賃負債(續)

本集團租賃各種物業，包括辦公室、倉庫和零售商舖。租賃合同為1年至20年。

租賃租期是根據個別情況協商確定的，當中包含不同的條款和條件。除了出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他條款。租賃資產不得用作借貸擔保。

部分物業租賃包含與門市所產生銷售額掛勾之可變付款條款。對於個別門市，最高可為100%的租賃付款是基於可變租賃付款條款釐定，百分比範圍為銷售額的8.0%-30.5%。使用可變付款條款的原因有多種，包括可減低新設門市的固定成本。根據銷售額釐定的可變租賃付款，若符合該等付款條件將於期內在損益賬予以確認。

本集團有大量物業租賃包含續租選擇權和終止租賃選擇權。這將最大化本集團在管理營運上所使用之資產靈活性。本集團持有的大部分續租選擇權和終止租賃選擇權僅由本集團行使，而非由相應的出租人行使。

15. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group leases various properties, including offices, warehouses and retail stores. Rental contracts are made for periods of 1 to 20 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Some property leases contain variable payment terms that are linked to sales generated from a store. For individual stores, up to 100% of lease payments are on the basis of variable payment terms with percentages ranging from 8.0% to 30.5% of sales. Variable payment terms are used for a variety of reasons, including minimizing the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs.

Extension and termination options are included in a number of property leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

16. 投資物業

本集團持有物業作長期收租。

(以百萬港元為單位)

成本值

於1月1日

換算差額

於12月31日

累積折舊

於1月1日

換算差額

折舊

於12月31日

於12月31日之賬面淨值

16. INVESTMENT PROPERTIES

The Group's properties which are held for long-term rental yields.

(In HK\$ million)

2019

2018

Cost

At January 1

Translation difference

At December 31

Accumulated depreciation

At January 1

Translation difference

Depreciation

At December 31

Net book value at December 31

61

(1)

60

36

(1)

2

37

23

64

(3)

61

36

(2)

2

36

25

該投資物業於2019年12月31日之公允值由獨立專業之估值公司評估。估值乃根據收益資本化方法，透過利用從分析銷售交易及估值師對現行投資者的需求和期望而得出的合適資本化比率，對淨收入及發展潛力予以資本化。估值所採用的現行市場租金已參考有關物業和其他可類比的物業近期的租務狀況。於2019年12月31日，該物業(包括租賃土地及樓宇部分)之總公允值為3,700萬港元。在合併利潤表中已包括投資物業之租金收入為340萬港元。

The fair value of the investment properties at December 31, 2019 was assessed by an independent professional valuation firm. Valuation was based on income capitalization method which is based on the capitalization of the net income and reversionary income potential by adopting appropriate capitalization rates, which are derived from analysis of sale transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have reference to recent lettings, within the subject properties and other comparable properties. The total fair value of the properties, including leasehold land and the building portion, was HK\$37 million as at December 31, 2019. In the consolidated income statement, rental income relating to investment properties of HK\$3.4 million was included.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

16. 投資物業(續)

於估計物業之公允值時，以物業之最高及最佳用途作為其現時用途。

上述投資物業按直線法按以下年率折舊：

租賃土地	租賃期限
樓宇	租賃期限或不多於50年 (以較短者為準)

投資物業之賬面淨值分析如下：

(以百萬港元為單位)

在香港以外持有
10年至50年租約

16. INVESTMENT PROPERTIES (continued)

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Leasehold Land	Over the term of the lease
Buildings	Over the shorter of the term of the lease or no more than 50 years.

The net book value of the investment properties are analyzed as follows:

(In HK\$ million)

Outside Hong Kong, held on lease
of between 10 and 50 years

2019	2018
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23	25
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投資物業的公允值所根據的數據乃基於不可觀察市場上取得的資料(不可觀察輸入)，根據香港財務報告準則第13號的公允值的層級分類為第三級。

The fair value of the investment properties was based on inputs that are not based on observable market data (unobservable inputs), which is categorized as Level 3 under the fair value hierarchy pursuant to HKFRS 13.

17. 商譽

(以百萬港元為單位)

於1月1日及於12月31日

商譽已根據業務所在地點及業務分部分配至本集團之已識別現金產生單元。商譽按經營分部分分析如下：

(以百萬港元為單位)

零售及分銷
- 亞太其他地區
- 中東

17. GOODWILL

(In HK\$ million)

At January 1 and December 31

Goodwill is allocated to the Group's CGUs identified according to the locations of operation and business segment. The goodwill analyzed by operating segment is as follows:

(In HK\$ million)

Retail and Distribution
- The rest of Asia Pacific
- The Middle East

2019	2018
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546	546
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5	5
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541	541
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546	546
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NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

17. 商譽(續)

商譽減值測試

中東地區的商譽已分配至中東營運分部，單元乃指在主體內商譽被監控作內部管理用途的最底層次商譽。商譽之可收回金額乃按使用公允價值減出售成本，所使用公允價值估計的輸入可能包括非可觀察的市場數據(第三級一見附註3(c))。該項計算方法以管理層批准之5年財務預算以計算稅前現金流量。管理層根據過往中東業務及其對市場發展之預期來釐定預算。於中東，在預估期間，預估加權平均年銷售增長率為3.5%。5年期間以後之現金流量，按估計終端增長率每年3.0%估算。於阿拉伯聯合酋長國(「阿聯酋」)，作為免稅區所使用之稅前貼現率為10.4%，其他中東地區所使用之稅前貼現率範圍為11.5%至13.0%及已反映有關經營分部之特定風險。

董事認為於2019年及2018年12月31日止並無商譽減值。

本集團履行對商譽年度減值測試的關鍵假設進行敏感性分析。用於商譽減值測試之關鍵假設的適度變動將不會使中東地區之現金產出單元之賬面金額超過其可收回金額。假若中東地區的預估年銷售增長率降低1%，則可收回金額將減少1.49億港元。假若稅前貼現率提高1%，則可收回金額將減少1.26億港元。

17. GOODWILL (continued)

Impairment test for goodwill

The Middle East goodwill has been allocated to the Middle East operating segment, which represents the lowest level at which goodwill is monitored internally. The recoverable amount of goodwill is determined based on fair value less costs of disposal, using inputs for the fair value estimation that may include unobservable market data (Level 3 — see Note 3(c)). These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Management determines the financial budgets of Middle East based on past performance and its expectations of market development. The weighted average annual sales growth rate in the forecast period is estimated to be 3.5%. Cash flows beyond the five-year period are extrapolated using the estimated terminal growth rate of 3.0% per annum. The pre-tax discount rate used for United Arab Emirates (“UAE”) as a tax-free zone is 10.4% while other Middle East Regions use pre-tax discount rates ranging from 11.5% to 13.0% which reflect specific risks relating to the current market assessment of risks specific to such assets.

The Directors are of the opinion that there was no impairment of goodwill as at December 31, 2019 and 2018.

The Group has performed a sensitivity analysis on key assumptions used for the annual impairment test for goodwill. A reasonably possible change in key assumptions used in the impairment test for goodwill would not cause any of the carrying amount of the Middle East CGUs to exceed its respective recoverable amount. If the Middle East’s forecasted annual sales growth rate had been lower by 1%, the recoverable amount would decrease by HK\$149 million. If the pre-tax discount rate had been higher by 1%, the recoverable amount would decrease by HK\$126 million.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

18. 合營公司權益

下文載列之合營公司之股本全為普通股股份，非上市合營公司之資料如下：

18. INTEREST IN JOINT VENTURES

The joint ventures listed below have share capital consisting solely of ordinary shares, particulars of the unlisted joint ventures are as follows:

合營公司名稱 Name of joint ventures	成立及經營地點 Place of incorporation and operation	持有股份百分比率 Percentage of equity holding		已發行及全數繳足股本 或註冊資本 Issued and fully paid share capital or registered capital	主要業務 Principal activities
		2019	2018		
Giordano Corporation Limited*	大韓民國 Republic of Korea	48.5	48.5	5,150,000,000韓圓 KRW5,150,000,000	經營零售服裝及配襯用品 Retail of apparel and accessories
昌耀企業有限公司* Cheong Yiu Enterprises Limited*	香港 Hong Kong	49.0	49.0	200,000港元 HK\$200,000	經營包裝物料貿易 Trading of packaging products

* 間接持有之合營公司

* joint ventures held indirectly

(以百萬港元為單位)	(In HK\$ million)	2019	2018
於1月1日	At January 1	552	563
應佔溢利	Share of profit	63	64
已收合營公司股息	Dividends received from joint ventures	(54)	(52)
換算差額	Translation difference	(23)	(23)
於12月31日	At December 31	538	552

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

18. 合營公司權益(續)

合營公司之財務資料摘錄

下文載列合營公司之財務資料摘錄。

資產負債表摘錄

(以百萬港元為單位)

	(In HK\$ million)	2019	2018
流動	Current		
現金及現金等值結存	Cash and cash equivalents	648	675
其他流動資產	Other current assets	514	516
流動資產總額	Total current assets	1,162	1,191
其他流動負債	Other current liabilities	(208)	(123)
流動負債總額	Total current liabilities	(208)	(123)
非流動	Non-current		
資產	Assets	337	75
負債	Liabilities	(183)	(4)
資產淨值	Net assets	1,108	1,139

利潤表摘錄

(以百萬港元為單位)

	(In HK\$ million)	2019	2018
收益	Revenue	1,385	1,474
折舊及攤銷	Depreciation and amortization	(121)	(27)
費用	Expense	(1,092)	(1,277)
除所得稅前溢利	Profit before income taxes	172	170
所得稅	Income taxes	(42)	(38)
除所得稅後溢利及 總綜合收益	Profit after income taxes and total comprehensive income	130	132

18. INTEREST IN JOINT VENTURES (continued)

Summarized financial information for joint ventures

Set out below is the summarized financial information for joint ventures.

Summarized balance sheet

(In HK\$ million)

	(In HK\$ million)	2019	2018
Current			
Cash and cash equivalents		648	675
Other current assets		514	516
Total current assets		1,162	1,191
Other current liabilities		(208)	(123)
Total current liabilities		(208)	(123)
Non-current			
Assets		337	75
Liabilities		(183)	(4)
Net assets		1,108	1,139

Summarized income statement

(In HK\$ million)

	(In HK\$ million)	2019	2018
Revenue		1,385	1,474
Depreciation and amortization		(121)	(27)
Expense		(1,092)	(1,277)
Profit before income taxes		172	170
Income taxes		(42)	(38)
Profit after income taxes and total comprehensive income		130	132

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
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18. 合營公司權益(續)

財務資料摘錄調節表

合營公司賬面價值之財務資料摘錄調節表。

(以百萬港元為單位)

	(In HK\$ million)	2019	2018
1月1日資產淨值	Opening net assets at January 1	1,137	1,160
本年度溢利	Profit for the year	130	132
股息	Dividends	(110)	(107)
換算差額	Translation difference	(49)	(46)
12月31日資產淨值	Closing net assets at December 31	1,108	1,139
應佔合營公司權益	Share of interest in joint ventures	538	552
租賃承擔	Leases commitments	399	462

本集團所持有之合營公司之權益並沒有涉及任何或然負債及資本承擔，而該等合營公司本身亦無重大或然負債及資本承擔。

18. INTEREST IN JOINT VENTURES (continued)

Reconciliation of summarized financial information

Reconciliation of the summarized financial information presented to the carrying amount of the interest in the joint ventures.

There are no material contingent liabilities and capital commitments relating to the Group's interest in the joint ventures, and the joint ventures have no contingent liabilities and capital commitments themselves.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
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19. 於其他綜合收益按公允值處理之金融資產

19. FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(以百萬港元為單位)	(In HK\$ million)	2019	2018
期初之公允值	Opening fair value	6	-
轉入	Transfer in	-	16
公允值之變動轉入 於其他綜合收益按公允值處理之 金融資產儲備	Change in fair value transferred to financial asset at FVOCI reserve	(1)	(10)
期末之公允值	Closing fair value	5	6

於2019年12月31日及2018年12月31日，於其他綜合收益按公允值處理之金融資產指於迅捷環球控股有限公司(「迅捷環球」)3.21%之權益，於2018年1月1日由可供出售金融資產轉撥。該資產是以港元計值。迅捷環球從事成衣製造業務，是本集團的主要供應商之一。

As at December 31, 2019 and December 31, 2018, financial asset at FVOCI represented 3.21% interests in Speedy Global Holdings Limited (“Speedy”), which had been transferred from available-for-sale financial asset as at January 1, 2018 and are denominated in Hong Kong dollars. Speedy is engaged in garment manufacturing business and is one of the key suppliers of the Group.

於2019年12月31日，於其他綜合收益按公允值處理之金融資產之公允值是根據聯交所所載之股價釐定，根據香港財務報告準則第13號之公允值層級分類為第一級。

As at December 31, 2019, the fair value of the financial asset at FVOCI is determined using its quoted price on the Stock Exchange, which is categorized as Level 1 under the fair value hierarchy pursuant to HKFRS 13.

20. 於損益賬按公允值處理之金融資產

20. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

(以百萬港元為單位)	(In HK\$ million)	優先股 Preference Shares 2019	遠期合約 Forward contract 2019	合計 Total 2019	2018
於1月1日之期初之公允值	Opening fair value at January 1	28	-	28	28
增加	Additions	-	200	200	-
於12月31日之期末公允值	Closing fair value at December 31	28	200	228	28
短期部分	Current portion	-	(200)	(200)	-
長期部分	Non-current portion	28	-	28	28

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

20. 於損益賬按公允值處理之金融資產 (續)

於2008年6月27日，本集團訂立買賣協議出售Placita Holdings Limited (「Placita」)21.0%權益。根據該協議，6,055,440股普通股代表本集團持有餘下30.0%已發行之股本總數被重新分類為6,055,440股Placita之優先股(「優先股」)。此外，本集團亦被授予優先股之認沽期權。

該優先股連同有關期權會於損益賬以公允值估量。公允值已於去年末估值，及將於其後之每年年末由獨立專業估值公司重新評估。

年內，本集團與一間主要往來銀行訂立一份遠期合約，金額約為2,600萬美元。該合同已於2020年1月7日結清。

於損益賬按公允值處理之金融資產之公允值變動會於合併利潤表記錄為其他收入。

有關優先股的於損益賬按公允值處理之金融資產公允值是根據貼現現金流，決定於對該投資的各項於不可觀察市場上取得的資料(不可觀察輸入)，根據香港財務報告準則第13號的公允值的層級分類為第三級。

有關遠期合約的於損益賬按公允值處理之金融資產之公允值是根據市場所載之匯率釐定，根據香港財務報告準則第13號之公允值層級分類為第一級。

20. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

On June 27, 2008, the Group entered into a sale and purchase agreement to dispose of its 21.0% interest in Placita Holdings Limited ("Placita"). As part of the agreement, 6,055,440 ordinary shares representing the Group's remaining 30.0% of the total issued share capital of Placita were redesignated into 6,055,440 preference shares of Placita (the "Preference Shares"). Furthermore, the Group was granted a put option on the Preference Shares.

The Preference Shares and the related options are measured at fair value through profit or loss. The fair value has been and will be re-assessed by an independent professional valuation firm at year end and the end of each subsequent period.

During the year, the Group entered into a forward contract with a principal banker approximately USD26 million. The contract had been settled on January 7, 2020.

Changes in the fair values of financial asset at FVPL are recorded in other income in the consolidated income statement.

The fair value of the financial asset at FVPL in respect of Preference Shares is determined based on discounted cash flow, using inputs that are not based on observable market data (unobservable inputs), which is categorized as Level 3 under the fair value hierarchy pursuant to HKFRS 13.

The fair value of the financial asset at FVPL in respect of forward contract is determined using its market exchange rate, which is categorized as Level 1 under the fair value hierarchy pursuant to HKFRS 13.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
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21. 租賃土地及租金預付款項

21. LEASEHOLD LAND AND RENTAL PREPAYMENTS

(以百萬港元為單位)	(In HK\$ million)	租賃土地 預付款項 Leasehold land prepayments 2019	租金預付 款項 Rental prepayments 2019	合計 Total 2019	2018
於2018年12月31日之賬面淨值	Net book value at December 31, 2018	114	82	196	205
對最初採納香港財務報告準則 第16號的影響	Impact on the initial adoption of HKFRS 16	(108)	(73)	(181)	-
於1月1日之賬面淨值	Net book value at January 1	6	9	15	205
換算差額	Translation difference	-	1	1	(5)
添置	Additions	-	4	4	68
本年度攤銷	Amortization for the year	(1)	(8)	(9)	(72)
於12月31日之賬面淨值	Net book value at December 31	5	6	11	196
短期部分	Current portion	-	(6)	(6)	(62)
長期部分	Non-current portion	5	-	5	134

22. 存貨

22. INVENTORIES

(以百萬港元為單位)	(In HK\$ million)	2019	2018
製成品	Finished goods	548	552

存貨值已確認為費用並記賬在銷售成本中為20.00億港元(2018年: 22.50億港元)。

The cost of inventories recognized as expense and included in cost of goods sold amounted to HK\$2,000 million (2018: HK\$2,250 million).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

23. 應收賬款及其他應收款

23. TRADE AND OTHER RECEIVABLES

(以百萬港元為單位)	(In HK\$ million)	2019	2018
應收賬款	Trade receivables	239	330
減：虧損撥備	Less: Loss allowance	(27)	(14)
應收賬款淨值	Trade receivables, net	212	316
其他應收款，包括訂金及 預付款項	Other receivables, including deposits and prepayments	141	212
		353	528

應收賬款主要來自加盟商、授權經營商及百貨公司之零售收入。本集團在正常情況下給予30至90日信貸期。應收賬款及其他應收款之賬面值與其公允值相若。

Trade receivables mainly comprise amounts due from franchisees, licensees and retail proceeds due from department stores. The Group normally allows a credit period of 30–90 days. The carrying amounts of trade and other receivables are stated approximately at their fair values.

應收賬款及其他應收款內的其他類別沒有包含已減值資產。

The other classes within trade and other receivables do not contain impaired assets.

(a) 賬齡分析

從發票日計已扣除虧損撥備之賬齡分析如下：

(a) Ageing analysis

Ageing analysis from the invoice date net of loss allowance is as follows:

(以百萬港元為單位)	(In HK\$ million)	2019	2018
0至30日	0–30 days	165	203
31至60日	31–60 days	31	66
61至90日	61–90 days	13	28
逾90日	Over 90 days	3	19
		212	316

因本集團之顧客分散於世界各地，故有關應收賬款並無集中性之信貸風險。

There is no concentration of credit risk with respect to trade receivables as the Group has a large number of internationally dispersed customers.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

23. 應收賬款及其他應收款(續)

(a) 賬齡分析(續)

於2019年12月31日，逾期但並無減值之應收賬款為3,000萬港元(2018年：6,800萬港元)。而若干有關客戶在最近並無壞賬記錄。根據到期日劃分之賬齡分析如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
0至30日	0-30 days	23	45
逾30日	Over 30 days	7	23
		30	68

(b) 應收賬款的虧損撥備

應收賬款的虧損撥備，乃以撥備賬戶入賬，除非本集團認為收回賬款的機會極微，在此情況下，虧損撥備將直接在應收賬款中撇銷。

本年內壞賬撥備之變動(包括特定及整體虧損部分)如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
於1月1日	At January 1	14	7
壞賬沖銷	Reversal of provision for doubtful debts	-	-
本年內不可收回應收賬款部份之撇銷	Receivables written off during the year as uncollectible	(4)	(2)
本年撥備	Provision for the year	17	9
於12月31日	At December 31	27	14

個別應收賬款之虧損撥備涉及出現財政困難的客戶，經管理層評估預期只可收回部份應收賬款，因此確認為特定壞賬撥備。本集團就欠款持有約1.21億港元(2018年：900萬港元)抵押品。

23. TRADE AND OTHER RECEIVABLES (continued)

(a) Ageing analysis (continued)

As at December 31, 2019, trade receivables of HK\$30 million (2018: HK\$68 million) were past due but not impaired. These relate to a number of customers for whom there has been no recent history of default. Their ageing analysis from the due date is as follows:

(b) Loss allowance of trade receivables

Loss allowance in respect of trade receivables is recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the loss allowance is written off against trade receivables directly.

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

The individually loss allowance for receivables relate to customers that are in financial difficulties and management assesses that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts were recognized. The Group holds a collateral amounted approximately of HK\$121 million (2018: HK\$9 million) over the balances.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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December 31, 2019

24. 股本

24. SHARE CAPITAL

(除股份數目外，以百萬港元為單位)	(In HK\$ million, except number of shares)	股份數目 Number of shares	股本 Share capital
法定每股面值5港仙之普通股：	Authorized ordinary shares of HK\$0.05 each:		
於2018年1月1日、 2018年12月31日、 2019年1月1日及 2019年12月31日	At January 1, 2018, December 31, 2018, January 1, 2019, December 31, 2019	2,000,000,000	100
已發行及全數繳足：	Issued and fully paid:		
於2018年1月1日	At January 1, 2018	1,570,630,518	79
行使購股權	Exercise of share options	8,378,000	-
年內註銷之股份	Shares cancelled during the year	(508,000)	-
於2018年12月31日及2019年12月31日	At December 31, 2018 and December 31, 2019	1,578,500,518	79

(a) 發行股份

根據本公司之購股權計劃，截至2018年12月31日止年度，本公司已向購股權持有人(已於年內行使其購股權之權利)發行8,378,000股新普通股，每股面值5港仙。於本年內並無發行新普通股。年內未獲行使其購股權數目變動載於本年報第165頁至171頁標題為「購股權計劃」內。

本公司發行之所有新普通股與本公司當時之現有股份在各方面均享有同等權益。

(b) 購股權資料

「購股權計劃」之摘要及本公司購股權於本年度內之變動詳情載於本年報第165頁至171頁。

(a) Issue of shares

Pursuant to the share option schemes of the Company, the Company issued 8,378,000 new ordinary shares of HK\$0.05 each in the capital of the Company to option-holders who exercised their rights attached to share options during the year ended December 31, 2018. No new ordinary share was issued during the current year. Movements in the number of the outstanding share options during the year is set out on pages 165 to 171 under the heading "SHARE OPTION SCHEMES" of this annual report.

All the new ordinary shares issued by the Company ranked *pari passu* with the then existing shares of the Company in all respects.

(b) Share option information

Summary of the "SHARE OPTION SCHEMES" and details of the movement in share options of the Company during the year are set out on pages 165 to 171 of this annual report.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
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24. 股本(續)

(c) 購回及註銷股份

截至2018年12月31日止年度內，根據本公司股東向董事會授出的一般授權，本公司已於聯交所購回合共240,000股本公司普通股股份，總代價為100萬港元，當中240,000已購回股份其後已註銷及本公司已發行股本已按該等股份之面值削減。

而2017年餘下268,000股購回股份其後於2018年1月註銷。該等268,000股股份於2017年12月31日被確認為庫存股。就購回已付及應付之溢價已計入本公司之滾存溢利。相同於已註銷股份面值之款額已由滾存溢利轉撥至資本贖回儲備。

自2019年1月1日至本年報之核准日，本公司沒有於聯交所購回其普通股股份。

(d) 一間合營公司所持有的股份

於2019年12月31日，一間合營公司持有本公司1,800,000普通股股份(2018年：1,800,000普通股股份)。

24. SHARE CAPITAL (continued)

(c) Repurchase and cancellation of shares

During the year ended December 31, 2018, pursuant to the general mandate granted by the shareholders of the Company to the Board, the Company repurchased a total of 240,000 of its ordinary shares on the Stock Exchange at a total consideration of HK\$1 million, in which 240,000 repurchased shares were subsequently cancelled and the issued share capital of the Company was reduced by the nominal value of the cancelled shares accordingly.

The remaining 268,000 repurchased shares in 2017 were subsequently cancelled in January 2018. These 268,000 shares were recognized as treasury shares at December 31, 2017. The premium paid and payable on repurchase was charged against the retained profits of the Company. An amount equivalent to the nominal value of the shares cancelled was transferred from retained profits to the capital redemption reserve.

From January 1, 2019 up to the approval date of this annual report, the Company did not repurchase its ordinary shares on the Stock Exchange.

(d) Shares held by a joint venture

As at December 31, 2019, 1,800,000 ordinary shares (2018: 1,800,000 ordinary shares) were held by a joint venture.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
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25. 重大非控制性權益

截至2019年12月31日止之非控股權益總額為2.07億港元(2018年: 2.20億港元), 其中PT. Giordano Indonesia (「Giordano Indonesia」) 佔1.85億港元(2018年: 1.7億港元), Giordano Fashions L.L.C. (「Giordano UAE」) 無(2018年: 1,700萬港元), 而Textile and Ready Garments Co. Ltd. (「Giordano KSA」) 佔1,700萬港元(2018年: 1,700萬港元)。其他公司之非控股權益不重大。

於2019年8月22日, 本集團與Giordano UAE的非控股股東訂立協議, 收購Giordano UAE餘下的20%經濟權益。

該次收購被視作已於2019年5月31日完成交易。

資產負債表摘錄

(以百萬港元為單位) / (In HK\$ million)		Giordano Indonesia		Giordano UAE		Giordano KSA	
		2019	2018	2019	2018	2019	2018
流動	Current						
資產	Assets	235	253	-	80	99	93
負債	Liabilities	(86)	(35)	-	(45)	(51)	(17)
流動淨資產總額	Total current net assets	149	218	-	35	48	76
非流動	Non-current						
資產	Assets	222	66	-	21	66	22
負債	Liabilities	(64)	-	-	-	(13)	-
非流動淨資產總額	Total non-current net assets	158	66	-	21	53	22
淨資產	Net assets	307	284	-	56	101	98

25. MATERIAL NON-CONTROLLING INTEREST

The total non-controlling interests as at December 31, 2019 are HK\$207 million (2018: HK\$220 million), of which HK\$185 million (2018: HK\$170 million) is for PT. Giordano Indonesia ("Giordano Indonesia"), HK\$ nil (2018: HK\$17 million) is for Giordano Fashions L.L.C. ("Giordano UAE") and HK\$17 million (2018: HK\$17 million) is for Textile and Ready Garments Co. Ltd. ("Giordano KSA"). The non-controlling interests in respect of the rest of the companies are not material.

On August 22, 2019, the Group entered into agreements with the non-controlling shareholder of Giordano UAE to acquire all remaining 20% economic interests in Giordano UAE.

The acquisition is deemed to have been completed on May 31, 2019.

Summarized balance sheet

NOTES TO THE FINANCIAL STATEMENTS (continued)

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25. 重大非控制性權益(續)

25. MATERIAL NON-CONTROLLING INTEREST
(continued)

利潤表摘錄

Summarized income statement

(以百萬港元為單位)	(In HK\$ million)	Giordano Indonesia		Giordano UAE		Giordano KSA	
		2019	2018	2019	2018	2019	2018
收入	Revenue	630	585	–	225	342	320
除所得稅前溢利	Profit before income taxes	102	103	–	14	46	39
所得稅	Income taxes	(28)	(26)	–	–	(8)	(5)
除所得稅後溢利	Profit after income taxes	74	77	–	14	38	34
其他綜合收益	Other comprehensive income	10	(16)	–	–	(1)	1
總綜合收益	Total comprehensive income	84	61	–	14	37	35
非控制性權益總綜合收益	Total comprehensive income allocated to non-controlling interests	38	42	–	3	9	9
非控制性權益已付股息	Dividends paid to non-controlling interests	29	23	–	3	9	12

現金流量表摘錄

Summarized cash flows

(以百萬港元為單位)	(In HK\$ million)	Giordano Indonesia		Giordano UAE		Giordano KSA	
		2019	2018	2019	2018	2019	2018
經營業務之現金流入淨額	Net cash inflow from operating activities	126	99	–	33	82	29
投資業務之現金流出淨額	Net cash outflow from investing activities	(8)	(20)	–	(4)	(49)	(6)
融資業務之現金流出淨額	Net cash outflow from financing activities	(101)	(46)	–	(15)	(29)	(40)
現金及現金等值之增加／(減少)	Increase/(decrease) in cash and cash equivalents	17	33	–	14	4	(17)
於1月1日之現金及現金等值結存	Cash and cash equivalents at January 1	72	44	–	23	43	60
外幣匯率變動之影響	Effect of foreign exchange rate changes	2	(5)	–	–	(1)	–
於12月31日之現金及現金等值結存	Cash and cash equivalents at December 31	91	72	–	37	46	43

上述資料為未計集團公司之間對銷前的金額。

The information above is the amount before inter-company eliminations.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

26. 公司資產負債表及權益變動表

公司資產負債表

(以百萬港元為單位)

資產
非流動資產
物業、機器及設備
使用權資產
附屬公司權益
租賃土地及
租金預付款項
租賃按金
於損益賬按公允值處理之
金融資產
應收附屬公司款項

流動資產
租賃土地及
租金預付款項
應收賬款及其他應收款
應收附屬公司款項
現金及銀行結存

資產總額

權益及負債

股本及儲備
股本
儲備
擬派股息

權益總額

流動負債
應付賬款及其他應付款
租賃負債
應付附屬公司款項
應付所得稅

負債總額

權益及負債總額

淨流動資產

資產總額減流動負債

劉國權
LAU Kwok Kuen, Peter
董事
Director

26. BALANCE SHEET AND EQUITY MOVEMENTS OF THE COMPANY

Balance sheet of the Company

截至12月31日
As at 31 December

(In HK\$ million)

ASSETS
Non-current assets
Property, plant and equipment
Right-of-use assets
Interest in subsidiaries
Leasehold land and
rental prepayments
Rental deposits
Financial asset at fair value
through profit or loss
Amounts due from subsidiaries

Current assets
Leasehold land and
rental prepayments
Trade and other receivables
Amounts due from subsidiaries
Cash and bank balances

Total assets

EQUITY AND LIABILITIES

Capital and reserves
Share capital
Reserves
Proposed dividends

Total equity

Current liabilities
Trade and other payables
Lease liabilities
Amounts due to subsidiaries
Income tax payable

Total liabilities

Total equity and liabilities

Net current assets

Total assets less current liabilities

陳嘉緯
CHAN Ka Wai
董事
Director

2019

2018

1,134

1,130

1,571

1,803

2,705

2,933

1,237

1,396

4

4

2

-

1,459

1,532

3

1

1,468

1,537

2,705

2,933

103

266

1,237

1,396

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

26. 公司資產負債表及權益變動表(續) 26. BALANCE SHEET AND EQUITY MOVEMENTS OF THE COMPANY (continued)

公司權益變動表

Equity movements of the Company

(以百萬港元為單位)	(In HK\$ million)	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	滾存溢利 Retained profits	權益總額 Total equity
於2019年1月1日	At January 1, 2019	79	540	3	978	20	(224)	1,396
本年度溢利	Profit for the year	-	-	-	-	-	261	261
總綜合收益	Total comprehensive income	-	-	-	-	-	261	261
儲備間撥轉	Transfer among reserves	-	-	-	-	(1)	1	-
購股權計劃	Share option schemes	-	-	-	-	1	-	1
— 購股權費用	— Share option expense	-	-	-	-	-	-	-
2018年末期股息(附註 13(b))	2018 final dividend (Note 13(b))	-	-	-	-	-	(260)	(260)
2019年中期股息(附註 13(a))	2019 interim dividend (Note 13(a))	-	-	-	-	-	(161)	(161)
		-	-	-	-	-	(420)	(420)
於2019年12月31日	At December 31, 2019	79	540	3	978	20	(383)	1,237

2018年之比較數字如下：

The comparative figures for 2018 are set out as follows:

(以百萬港元為單位)	(In HK\$ million)	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	滾存溢利 Retained profits	權益總額 Total equity
於2018年1月1日	At January 1, 2018	79	540	3	945	19	(149)	1,437
本年度溢利	Profit for the year	-	-	-	-	-	507	507
總綜合收益	Total comprehensive income	-	-	-	-	-	507	507
儲備間撥轉	Transfer among reserves	-	-	-	-	(2)	2	-
購股權計劃	Share option schemes	-	-	-	-	-	-	-
— 行使購股權	— Exercise of share options	-	-	-	33	-	-	33
— 購股權費用	— Share option expense	-	-	-	-	3	-	3
2017年末期股息(附註 13(b))	2017 final dividend (Note 13(b))	-	-	-	-	-	(315)	(315)
2018年中期股息(附註 13(a))	2018 interim dividend (Note 13(a))	-	-	-	-	-	(268)	(268)
購回及註銷之股份	Shares repurchased and cancelled	-	-	-	-	-	(1)	(1)
		-	-	-	33	1	(582)	(548)
於2018年12月31日	At December 31, 2018	79	540	3	978	20	(224)	1,396

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

27. 儲備

於2019年12月31日，本集團之儲備分析如下：

(以百萬港元為單位)

繳入盈餘
資本贖回儲備
股份溢價
購股權儲備
匯兌儲備
其他儲備
於其他綜合收益按公允值處理
之金融資產儲備
滾存溢利

擬派末期股息(附註13(a))

儲備總額

27. RESERVES

The reserves of the Group as at December 31, 2019 are analyzed as follows:

(In HK\$ million)

Contributed surplus
Capital redemption reserve
Share premium
Share options reserve
Exchange reserve
Other reserves
Financial asset at fair value
through other comprehensive
income reserve
Retained profits

Proposed final dividends
(Note 13(a))

Total reserves

2019

2018

383
3
978
20
(22)
114
(4)
1,089

2,561

(69)

2,492

383
3
978
20
(10)
72
(3)
1,267

2,710

(260)

2,450

本集團之繳入盈餘乃指因集團重組而產生之進賬額，而集團重組乃根據於1995年5月29日完成之協議計劃而進行。根據百慕達1981年公司法(經修訂)，繳入盈餘可分派予股東。

The contributed surplus of the Group represents a credit arising from a group reorganization pursuant to a scheme of arrangement which was completed on May 29, 1995. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders.

其他儲備之主要項目詳情如下：

Details of the main items in other reserves are as follows:

- (a) 根據中國大陸有關法律及財務法規，中國大陸之附屬公司之法定儲備基金可用於彌補往年虧損(如有)及用以增加該等附屬公司之資本額。
- (b) 根據韓國稅務獎勵限制法例及韓國商業準則，大韓民國之合營公司之法定儲備基金及其他儲備只可以用作抵銷未來虧損或轉作資本，而不可用作現金股息派發。
- (c) 根據阿聯酋商業公司法例，阿聯酋之附屬公司之法定儲備基金，除聯邦法規定外，不可作分配之用。
- (d) 授出認沽期權之確認財務負債5,900萬港元(2018年：1.21億港元)(附註28)。

- (a) According to the relevant laws and financial regulations, the statutory reserve funds of the subsidiaries in Mainland China are used to make up prior years' losses, if any, and to increase the capital of the subsidiaries.
- (b) In accordance with the Korean Tax Incentive Limitation Law and Korean Commercial Code, the statutory reserve fund and other reserves of the joint venture in the Republic of Korea may only be used to offset a future deficit or be transferred to capital stock, but not for cash dividends.
- (c) According to the UAE Commercial Companies Law, the statutory reserve fund of the subsidiary in the UAE is not available for distribution except as provided in the Federal Law.
- (d) Put option financial liability recognized of HK\$59 million (2018: HK\$121 million) (Note 28).

28. 授出認沽期權負債

於2012年，本集團就向Giordano UAE及Giordano KSA之非控股股東授出認沽期權，以供其出售於此等公司之餘下權益予本集團所產生的財務負債而確認負債約1.02億港元。該授出認沽期權於本集團完成收購Giordano UAE及Giordano KSA之股份3年後隨時可行使，而且無到期日期。該等財務負債初步按其攤銷成本確認，即估計贖回金額的現值計量。授出認沽期權負債以美元(「美元」)計值及列為流動負債。

於2015年，本集團就向Giordano Fashions Co. W.L. L.(「Giordano KW」)及GIO Fashions W.L.L.(「Giordano QA」)之非控股股東授出認沽期權，以供其出售於此等公司之餘下權益予本集團所產生的財務負債而確認負債約1,900萬港元。該授出認沽期權於本集團完成收購Giordano KW及Giordano QA之股份3年後隨時可行使，而且無到期日期。該等財務負債初步按其攤銷成本確認，即估計贖回金額的現值。授出認沽期權負債以美元計值及列為流動負債。

於2017年，本集團就向Giordano Middle East FZE(「Giordano MEF」)之非控股股東授出認沽期權，以供其出售Giordano MEF之2%權益予本集團所產生的財務負債而確認負債約600萬港元。該授出認沽期權於本集團完成出售Giordano MEF之股份3年後隨時可行使，而且無到期日期。該等財務負債初步按其公允值確認，即估計贖回金額的現值。授出認沽期權負債以美元計值及列為非流動負債。

於2018年，本集團與Giordano MEF非控股股東訂立安排及行使一項認購期權以約600萬港元為代價購回該Giordano MEF之2%權益。該相關認沽期權已自動失效。

28. PUT OPTION LIABILITIES

In 2012, the Group recognized financial liabilities of approximately HK\$102 million in relation to the financial liabilities arising from the put option granted to the non-controlling shareholders of Giordano UAE and Giordano KSA to sell their remaining interests in these companies to the Group. Such put option is exercisable any time after 3 years from completion of the Group's acquisition of the shares in Giordano UAE and Giordano KSA and has no expiry date. Such financial liabilities are initially recognized at their amortized costs, which is measure at the present value of the estimated redemption amount. The put option liabilities are denominated in United States dollars ("US\$") and are classified under current liabilities.

In 2015, the Group recognized financial liabilities of approximately HK\$19 million in relation to the financial liabilities arising from the put option granted to the non-controlling shareholders of Giordano Fashions Co. W.L.L. ("Giordano KW") and GIO Fashions W.L.L. ("Giordano QA") to sell their remaining interests in these companies to the Group. Such put option is exercisable any time after 3 years from completion of the Group's acquisition of the shares in Giordano KW and Giordano QA and has no expiry date. Such financial liabilities are initially recognized at their amortized costs, which is the present value of the estimated redemption amount. The put option liabilities are denominated in U.S. dollars and are classified under current liabilities.

In 2017, the Group recognized financial liabilities of approximately HK\$6 million in relation to the financial liabilities arising from the put option granted to the non-controlling shareholder of Giordano Middle East FZE ("Giordano MEF") to sell 2% interests in Giordano MEF to the Group. Such put option is exercisable any time after 3 years from the completion of the Group's disposal of the shares in Giordano MEF and has no expiry date. Such financial liabilities are initially recognized at their fair value, which is the present value of the estimated redemption amount. The put option liabilities are denominated in U.S. dollars and are classified under non-current liabilities.

In 2018, the Group entered into an arrangement with the non-controlling shareholder of Giordano MEF and exercised a call option to purchase back these 2% interest in Giordano MEF at a consideration of approximately HK\$6 million. The related put option had been lapsed automatically.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日

December 31, 2019

28. 授出認沽期權負債(續)

年內，本集團與Giordano UAE，Giordano KW及Giordano QA的非控股股東訂立協議，其行使認沽期權，以代價分別約2,100萬港元、1,100萬港元及500萬港元出售Giordano UAE的20%經濟權益、Giordano KW的31%的經濟權益及Giordano QA的41%的經濟權益。而在進一步收購Giordano UAE、Giordano KW及Giordano QA經濟權益的同時，因所授出的認沽期權而確認的相關認沽期權負債已相應地失效。

該授出認沽期權贖回金額是以固定現金金額或根據貼現現金流的權益投資公允值之孰高而釐定，決定於對該投資的各項於不可觀察市場上取得的資料(不可觀察輸入)，根據香港財務報告準則第13號之公允值的層級分類為第三級。

29. 遞延稅項負債

遞延稅項負債採用負債法就短暫性差異按適用於各司法權區之稅率而作全數撥備。

本集團於年內之遞延稅項資產及負債之變動(在同一徵稅地區之結餘抵銷前)如下：

遞延稅項(資產)/負債

(以百萬港元為單位)	(In HK\$ million)	加速會計折舊 Accelerated accounting depreciation	未分派之 滾存溢利 Unremitted profits	其他 Others	合計 Total
於2019年1月1日	At January 1, 2019	(6)	121	(39)	76
換算差額	Translation difference	-	(3)	-	(3)
於利潤表中(計入)/列支 (附註11)	(Credited)/charged to income statement (Note 11)	6	(1)	(7)	(2)
於2019年12月31日	At December 31, 2019	-	117	(46)	71
於2018年1月1日	At January 1, 2018	(5)	127	(46)	76
換算差額	Translation difference	(1)	(8)	4	(5)
於利潤表中列支 (附註11)	Charged to income statement (Note 11)	-	2	3	5
於2018年12月31日	At December 31, 2018	(6)	121	(39)	76

28. PUT OPTION LIABILITIES (continued)

During the year, the Group entered into agreements with the non-controlling shareholder of Giordano UAE, Giordano KW and Giordano QA who exercised the put option to sell 20% economic interests in Giordano UAE, 31% economic interest in Giordano KW and 41% economic interest in Giordano QA at considerations of approximately HK\$21 million, HK\$11 million and HK\$5 million respectively. The associated put option liabilities recognized arising from the put option granted had been lapsed accordingly at the time of the further acquisition of Giordano UAE, Giordano KW and Giordano QA economic interest.

The redemption amount of the put option liabilities is determined at higher of fixed amount of cash or fair value of the equity investment based on discounted cash flows, using inputs that are not based on observable market data (unobservable inputs), which is categorized as Level 3 under the fair value hierarchy pursuant to HKFRS 13.

29. DEFERRED TAX LIABILITIES

Deferred tax liabilities are calculated in full on temporary differences under the liability method at the rates applicable in the respective jurisdictions.

The movement in the Group's deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax (assets)/liabilities

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

29. 遞延稅項負債(續)

遞延稅項(資產)/負債(續)

本集團有未確認遞延稅項資產6,200萬港元(2018年:7,300萬港元)主要源於稅損。此等未確認遞延稅項資產當中2,700萬港元(2018年:3,800萬港元)將於2019年12月31日起5年內屆滿。餘下部分主要由澳洲及德國附屬公司之無限期稅損引致。

在法定權利許可下,若遞延所得稅涉及同一財政機關,遞延稅項資產可與遞延稅項負債互相抵銷。下列金額在計入適當抵銷後,於合併資產負債表內列賬。

(以百萬港元為單位)	(In HK\$ million)	2019	2018
遞延稅項資產	Deferred tax assets	(54)	(47)
遞延稅項負債	Deferred tax liabilities	125	123
		71	76

29. DEFERRED TAX LIABILITIES (continued)

Deferred tax (assets)/liabilities (continued)

The Group has unrecognized deferred tax assets of HK\$62 million (2018: HK\$73 million) arising mainly from tax losses. These unrecognized deferred tax assets to the extent of HK\$27 million (2018: HK\$38 million) will expire within 5 years from December 31, 2019. The remaining portion is mainly related to the losses of subsidiaries in Australia and Germany which have no expiry date.

Deferred 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.

30. 應付賬款及其他應付款

(以百萬港元為單位)

應付賬款
其他應付款及
應付費用

30. TRADE AND OTHER PAYABLES

(In HK\$ million)

Trade payables
Other payables and accrued
expense

(以百萬港元為單位)	(In HK\$ million)	2019	2018
應付賬款	Trade payables	139	124
其他應付款及 應付費用	Other payables and accrued expense	553	352
		692	476

以下為應付賬款之賬齡分析:

The ageing analysis of trade payables is as follows:

(以百萬港元為單位)

0至30日
31至60日
61至90日
逾90日

(In HK\$ million)

0-30 days
31-60 days
61-90 days
Over 90 days

(以百萬港元為單位)	(In HK\$ million)	2019	2018
0至30日	0-30 days	111	93
31至60日	31-60 days	15	17
61至90日	61-90 days	1	4
逾90日	Over 90 days	12	10
		139	124

應付賬款及其他應付款之賬面值與其公允值相若。

The carrying amounts of trade payables and other payables are stated approximately at their fair values.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

31. 現金及銀行結存

31. CASH AND BANK BALANCES

(以百萬港元為單位)	(In HK\$ million)	2019	2018
現金及現金等值	Cash and cash equivalents	970	1,142
存款日起三個月以上到期 之銀行存款	Bank deposits with maturity over three months from date of deposits	289	173
		1,259	1,315

本集團以上之現金及銀行結存包括等值2.50億港元(2018年: 3.54億港元)之人民幣現金及銀行結存。

Included in the cash and bank balances of the Group were cash and bank balances totaling HK\$250 million (2018: HK\$354 million) denominated in Renminbi.

本集團定期存款的實際利率為每年2.5%(2018年: 2.6%)，年末該等存款之平均到期期限為多於一個月。

The effective interest rate on bank deposits of the Group was 2.5% (2018: 2.6%) per annum; these deposits have an average maturity of more than 1 month as at year end.

32. 銀行貸款

32. BANK LOANS

(以百萬港元為單位)	(In HK\$ million)	2019	2018
短期銀行貸款，無抵押及以 以下貨幣計值	Short-term bank loans, unsecured and denominated in		
- 美元	- United States dollar	199	-
- 港元	- Hong Kong dollar	40	298
- 新台幣	- New Taiwan dollar	26	-
		265	298

於2019年12月31日，本集團之短期銀行貸款的實際利率為2.4%(2018年: 1.8%)。該等銀行貸款於一年內到期。

The effective interest rate of the Group's short-term bank loans as at December 31, 2019 was 2.4% (2018: 1.8%); these bank loans are repayable within one year.

短期銀行貸款的賬面值與其公允值相若。

The carrying amounts of short-term bank loans are stated approximately at their fair values.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

33. 租賃承擔

- (a) 於2019年12月31日，本集團就零售店舖、辦公室及貨倉之不可於未來撤銷之租賃的最低應付租賃費用如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
1年內	Within one year	32	634
1年後但5年內	After one year but within five years	-	603
5年以上	Over five years	-	10
		32	1,247

租賃合約包含不同種類條款，租金遞升協定及續租權。若干門市之租賃租金乃根據最低保證租金或以銷售額計算之租金(以較高者為準)。上述承擔乃按最低保證租金計算。

自2019年1月1日起，除短期租賃外，本集團已將該等租賃確認為使用權資產，進一步資料請參閱附註15。

- (b) 於2019年12月31日，本集團作為出租人就零售店舖及辦公室之不可於未來撤銷之經營租賃的最低應收租賃收入如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
1年內	Within one year	17	15
1年後但5年內	After one year but within five years	24	28
5年以上	Over five years	-	3
		41	46

34. 資本承擔

於2019年及2018年12月31日，本集團並無重大關於租賃物業裝修、傢俬及辦公室設備之資本承擔。

33. LEASES COMMITMENTS

- (a) As at December 31, 2019, the Group had future aggregate minimum lease charges payable under non-cancellable leases in respect of retail shops, office premises and warehouses as set out below:

The leases contracts have varying terms, escalation clauses and renewal rights. The lease rentals of certain outlets are based on the higher of a minimum guaranteed rental or a sales level based rental. The minimum guaranteed rental has been used to arrive at the above commitments.

From January 1, 2019, the Group has recognized right-of-use assets for these leases, except for short-term leases, see Note 15 for further information.

- (b) As at December 31, 2019, the Group as lessor had future aggregate minimum lease income receivable under non-cancellable operating leases in respect of retail shops and office premises as set out below:

34. CAPITAL COMMITMENTS

As at December 31, 2019 and 2018, the Group had no material capital commitments in respect of leasehold improvement, furniture and fixtures.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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35. 融資活動產生之負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動所產生的負債乃為現金流量所致，或未來現金流量將本集團綜合財務報表中分類為融資活動所產生的現金流量。

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below shows details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

(以百萬港元為單位)	(In HK\$ million)	融資業務之負債	
		租賃負債 Lease liabilities	還款期少於一年之銀行貸款 Bank loans due within 1 year
於2018年1月1日之淨債務	Net debt as at 1 January 2018	-	298
現金流量	Cash flows	-	-
於2018年12月31日之淨債務	Net debt as at 31 December 2018	-	298
會計政策變更 採納香港財務報告準則 第16號的調整	Change in accounting policy adjustment on adoption of HKFRS 16	1,110	-
於2019年1月1日之淨債務	Net debt as at 1 January 2019	1,110	298
償還銀行貸款	Repayment of bank loans	-	(332)
新增銀行貸款	Addition of bank loans	-	299
支付租賃負債 (包括利息)	Payment for lease liabilities (including interest)	(556)	-
非現金變動	Non-cash movements	554	-
於2019年12月31日之淨債務	Net debt as at 31 December 2019	1,108	265

非現金變動包括本年度訂立的新租賃產生的金融負債和相應的利息費用。

Non-cash movements include financial liabilities arising from new leases entered during the year and the corresponding interest expenses.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
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36. 重要關聯人士交易

關聯人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響力之人士亦視為有關聯人士。

(a) 與關聯人士之交易

於本年度內，若干附屬公司按一般及日常業務過程與合營公司進行正常商業條款交易。有關該等交易詳述如下：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
銷售予一間合營公司	Sales to a joint venture	160	156
採購自合營公司	Purchases from joint ventures	1	1
特許權收入 自一間合營公司	Royalty income from a joint venture	26	27

(b) 與關聯人士之結餘

於12月31日應收關聯人士款項：

(以百萬港元為單位)	(In HK\$ million)	2019	2018
應收合營公司款項	Amounts due from joint ventures	8	14

於2019年12月31日，上述應收關聯人士款項已反映在應收賬款及其他應收款。應收款項均為無抵押、免息及須於要求時還款。

(c) 主要管理層報酬

所有執行董事均被視為主要管理層，彼等的酬金已於財務報表附註10內披露。其他主要管理層應付的酬金如下：

(以港幣千元為單位)	(In HK\$'000)	2019	2018
基本薪金及 其他收益	Basic salaries and Other Benefits	10,595	10,459
退休金計劃供款	Contribution to pension schemes	144	146
酌情性花紅	Discretionary bonuses	4,526	5,193
		15,265	15,798

36. MATERIAL 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 or common significant influence.

(a) Transactions with related parties

During the year, certain subsidiaries traded with joint ventures in the ordinary and usual course of business on normal commercial terms. Details relating to these transactions are as follows:

(b) Balances with related parties

Amounts due from these related parties at December 31 are:

As at December 31, 2019, the above amounts due from related parties are reflected in trade and other receivables. The receivables are unsecured in nature, bear no interest and are repayable on demand.

(c) Key management compensation

Executive Directors are considered as key management and their emoluments have been disclosed in Note 10 to the financial statements. The emoluments payable to other key management are as follows:

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2019年12月31日
December 31, 2019

37. 或然負債

於2019年及2018年12月31日，本集團並無任何重大或然負債。

38. 主要附屬公司

本公司於2019年12月31日之主要附屬公司如下：

37. CONTINGENT LIABILITIES

As at December 31, 2019 and 2018, the Group did not have any significant contingent liabilities.

38. PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries of the Company as at December 31, 2019:

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足股本/ 註冊資本/份額資本 Issued and fully paid share capital/registered capital/quota capital	主要業務/經營地區 Principal activities/ place of operation
		2019	2018		
寶斯特有限公司* Bluestar Exchange Limited*	香港 Hong Kong	100	100	3,000,000 港元 HK\$3,000,000	經營零售及分銷服裝及 配襯用品/香港 Retail and distribution of apparel and accessories/ Hong Kong
East Jean Limited*	香港 Hong Kong	100	100	1,000,000 港元 HK\$1,000,000	經營零售服裝及配襯用品/台灣 Retail of apparel and accessories/Taiwan
GIO Fashions W.L.L.*	卡塔爾 State of Qatar	49	40	200,000 卡塔爾里亞爾 QAR200,000	經營零售服裝及配襯用品/ 卡塔爾 Retail of apparel and accessories/State of Qatar
GIOR Fashion Company Limited*	越南 Vietnam	60	60	26,000,000,000 越南盾 VND\$26,000,000,000	經營零售服裝及配襯用品/越南 Retail of apparel and accessories/Vietnam
Giordano (Australia) Pty. Limited*	澳洲 Australia	92.8	92.8	700,000 澳元 AUD700,000	經營零售服裝及配襯用品/澳洲 Retail of apparel and accessories/Australia
Giordano Fashions L.L.C.*	阿聯酋 UAE	49	49	3,000,000 阿聯酋迪拉姆 AED 3,000,000	經營零售服裝及配襯用品/ 阿聯酋 Retail of apparel and accessories/UAE
Giordano Fashions W.L.L.*	科威特 State of Kuwait	49	40	300,000 科威特第納爾 KWD300,000	經營零售服裝及配襯用品/ 科威特 Retail of apparel and accessories/State of Kuwait
佐丹奴有限公司* Giordano Limited*	香港 Hong Kong	100	100	5,000,000 港元 HK\$5,000,000	經營零售及分銷服裝及 配襯用品/香港 Retail and distribution of apparel and accessories/ Hong Kong

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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38. 主要附屬公司(續)

38. PRINCIPAL SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding	已發行及全數繳足股本/ 註冊資本/份額資本 Issued and fully paid share capital/registered capital/quota capital	主要業務/經營地區 Principal activities/ place of operation	
		2019	2018		
Giordano (Thai) Co., Ltd.*	泰國 Thailand	100	100	10,000,000泰銖 Baht10,000,000	經營零售服裝及配襯用品/泰國 Retail of apparel and accessories/Thailand
Giordano (M) Sdn. Bhd.	馬來西亞 Malaysia	100	100	500,000馬來西亞令吉 RM500,000	經營零售服裝及配襯用品/ 馬來西亞 Retail of apparel and accessories/Malaysia
佐丹奴澳門有限公司* Giordano (Macau) Limited*	澳門 Macau	100	100	50,000澳門幣 MOP50,000	經營零售服裝及配襯用品/澳門 Retail of apparel and accessories/Macau
Giordano Middle East FZE*	阿聯酋-杜拜 Dubai - UAE	100	100	1,000,000阿聯酋迪拉姆 AED1,000,000	經營分銷服裝及配襯用品/ 阿聯酋-杜拜 Distribution of apparel and accessories/Dubai - UAE
Giordano Originals (Singapore) Private Limited	新加坡 Singapore	100	100	1,900,002 新加坡元 SGD1,900,002	經營零售及貿易服裝及 配襯用品/新加坡 Retailing and trading of apparel and accessories/Singapore
Giordano Vietnam Limited*	香港 Hong Kong	60	60	802,000 美元 USD802,000	投資控股/香港 Investment holding/Hong Kong
Giordano (Cambodia) Enterprises Limited*	柬埔寨 Cambodia	80	80	4,000,000柬埔寨里爾 KHR\$4,000,000	經營零售服裝及配襯用品/ 柬埔寨 Retail of apparel and accessories/ Cambodia
PT. Giordano Indonesia*	印尼 Indonesia	40	40	2,500,000,000印尼盾 IDR2,500,000,000	經營零售服裝、配襯用品及 其有關產品/印尼 Retail of apparel, accessories and related products/Indonesia
深圳虎威製衣有限公司* # Shenzhen Tiger Garment Ltd.* #	中華人民共和國 People's Republic of China	100	100	210,100,000元人民幣 RMB210,100,000	投資控股、製造及銷售服裝及 配襯用品/中國大陸 Investment holding, manufacturing and retailing of apparel and accessories/ Mainland China
虎威企業有限公司 Tiger Enterprises Limited	香港 Hong Kong	100	100	60,001,000港元 HK\$60,001,000	投資控股、成衣貿易及 提供管理服務/中國大陸 Investment holding, trading of garment products and provision of management services/Mainland China

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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38. 主要附屬公司(續)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation
Textile and Ready Garments Co. Ltd.*	沙特阿拉伯王國 Kingdom of Saudi Arabia
Walton International Ltd.*	開曼群島 Cayman Islands

附註：

- # 外商獨資企業
- * 間接持有之附屬公司

38. PRINCIPAL SUBSIDIARIES (continued)

持有股份之 實際百分率 Effective percentage of equity holding	已發行及全數繳足股本/ 註冊資本/份額資本 Issued and fully paid share capital/registered capital/quota capital	主要業務/經營地區 Principal activities/ place of operation
2019	2018	
75	75	27,000,000 沙特里亞 SR27,000,000 經營零售服裝及配襯用品/ 沙特阿拉伯王國 Retail of apparel and accessories/Kingdom of Saudi Arabia
100	100	102 美元 USD102 批授商標專利權/香港 Licensing of trademarks/ Hong Kong

Notes:

- # A foreign owned enterprise
- * Subsidiaries held indirectly

39. 期後事項

自2020年1月新型冠狀病毒病大流行(「大流行」)爆發以來，中國大陸多個省份及直轄市啟動最高級別的重大突發公共衛生事件一級響應，採取各項嚴格措施遏制大流行蔓延。

於1月下旬，本集團收到來自中國大陸地方政府部門以及各個百貨公司和購物中心管理處通知，據此，按要求須臨時性暫停若干城市的業務營運，以便配合大流行防控工作，確保公眾健康和 safety。根據措施，為確保顧客和員工的健康和 safety，自1月下旬起，本集團臨時性暫停於中國大陸多間直營店之營運；於2020年3月10日即本報告日期(統稱為「期後時期」)，仍有54間直營店(包括28間位於武漢的直營店)仍然停業。於期後時期最高峰時共174間直營店暫停營運。在2020年首兩個月，連同在中國大陸的停業門市，新型冠狀病毒病的蔓延也對包括但不限於香港、澳門、台灣和新加坡等大多數亞洲地區之門市表現產生了不利影響。管理層將繼續密切監察新型冠狀病毒病之發展，並持續評估其對本集團的財務狀況及經營業績的影響。

40. 財務報表之批准

本財務報表已於2020年3月10日獲董事會批准。

39. SUBSEQUENT EVENT

Since the outbreak of the COVID-19 pandemic (the "Pandemic") in January 2020, a number of provinces and municipalities in Mainland China have activated level I – the highest-level response to major public health emergencies and adopted various strict measures to curb the spread of the Pandemic.

In late January, the Group received notices from local governmental authorities, as well as management offices of various department stores and shopping malls in Mainland China, under which it was required to temporarily suspend business operations in certain cities to facilitate the prevention and control of the Pandemic and ensure the health and safety of the public. In accordance with the measures, and to ensure the health and safety of our customers and employees, the Group has temporarily suspended the operations of certain DOS situated in Mainland China since late January, with 54 DOS (including 28 DOS in Wuhan) still closed as at the date of this report on March 10, 2020 (collectively, the "Subsequent Period"). The operation of a maximum of 174 DOS was suspended during the Subsequent Period. Together with the closed stores in Mainland China, the spread of COVID-19 has also adversely impacted the performance of stores in most Asian regions including, but not limited to Hong Kong, Macau, Taiwan and Singapore during the first two months of 2020. Management will pay close attention to the development of COVID-19 and will continue to evaluate its impact on the financial position and operating results of the Group.

40. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board on March 10, 2020.

購股權計劃

於2011年6月9日，本公司終止其於2002年1月24日採納之購股權計劃（「2002年購股權計劃」），並於同日採納新購股權計劃（於2012年5月22日經修訂）（「2011年購股權計劃」）。於屆滿日期後，不得亦並無購股權根據2002年購股權計劃而授出。根據2011年購股權計劃，董事可酌情向任何合資格參與者（定義見下文）授出購股權，以根據該購股權計劃的條文及條款認購本公司股份。儘管2002年購股權計劃已告屆滿，惟於該購股權計劃期內已授出之購股權，根據發行條款繼續有效及可予行使，並在各方面仍然具備十足效力及作用。

2002年購股權計劃及2011年購股權計劃之主要條款摘錄如下：

(1) 目的

該計劃旨在鼓勵及獎勵對本集團作出貢獻或將可作出貢獻之選定合資格參與者。

(2) 合資格參與者

- (i) (a) 任何董事或擬委任董事（不論是執行或非執行，包括任何獨立非執行董事）、僱員或擬聘請之僱員（不論是全職或兼職），或
- (b) 其時借調之任何人；

而屬於本集團任何成員或任何控股股東或由控股股東控制之任何公司；或
- (ii) 持有本集團任何成員或任何控股股東或任何控股股東控制公司所發行之任何證券之持有人；或

SHARE OPTION SCHEMES

On June 9, 2011, the Company terminated its share option scheme adopted on January 24, 2002 (the “2002 Share Option Scheme”) and adopted a new share option scheme (as amended on May 22, 2012) (the “2011 Share Option Scheme”) on the same date. No options may be and have been granted under the 2002 Share Option Scheme after the expiry date. Under the 2011 Share Option Scheme, the Directors may, at their discretion, grant to any eligible participants (as defined below) share options to subscribe for the Company’s shares, subject to the terms and conditions stipulated therein. Notwithstanding the expiry of the 2002 Share Option Scheme, the share options which had been granted during the life of the scheme shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects its provisions shall remain in full force and effect.

A summary of the principal terms of the 2002 Share Option Scheme and 2011 Share Option Scheme is as follows:

(1) Purpose

As incentives or rewards for the contribution or potential contribution to the Group from the selected eligible participants.

(2) Eligible participants

- (i) (a) any Director or proposed Director (whether executive or non-executive, including any independent non-executive Director), employee or proposed employee (whether full time or part time) of, or
- (b) any individual for the time being seconded to work for;

any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or
- (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

購股權資料

SHARE OPTION INFORMATION

(iii) 本集團任何成員或任何控股股東或由控股股東控制之任何公司的：

- (a) 任何業務或合作伙伴、加盟商、承包商、代理或代表，
- (b) 任何人士或個體提供研究、發展或其他技術支援或任何諮詢、顧問、專業或其他服務，
- (c) 任何貨品或服務供應商，
- (d) 任何客戶，或
- (e) 任何業主及租客(包括分租租客)；

及，就2002年購股權計劃及2011年購股權計劃而言，將包括由一位或多位隸屬以上任何合資格參與者所控制之任何公司。

(3) 根據該等計劃可予發行之股份總數

因行使根據2002年購股權計劃及2011年購股權計劃授出的所有購股權時合共可發行的股份數目不得超過於各計劃獲批准當日本公司已發行股份之10%。該10%限額可經本公司股東批准而更新。自2002年購股權計劃屆滿後，不得再根據該計劃進一步授出購股權。

於行使根據2011年購股權計劃及本公司其他購股權計劃授出的尚未行使的所有購股權時，合共可發行的股份數目不得超過本公司不時已發行股份總數的30%。

於2020年3月10日，根據2011年購股權計劃可發行的股份總數為140,442,000股(約相等於本公司已發行股份之8.90%)，而根據2002年購股權計劃及2011年購股權計劃已授出而尚未行使的所有購股權獲行使而可發行的股份總數分別為2,724,000股及140,442,000股(相等於本公司已發行股份之約0.17%及約8.90%)。

(iii) any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder;

- (a) any business or joint venture partner, franchisee, contractor, agent or representative of,
- (b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to,
- (c) any supplier of goods or services to,
- (d) any customer of, or
- (e) any landlord or tenant (including any sub-tenant) of;

and, for the purposes of the 2002 Share Option Scheme and 2011 Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of eligible participants.

(3) TOTAL NUMBER OF SHARES AVAILABLE FOR ISSUE UNDER THE SCHEMES

The total number of shares which may be issued upon exercise of all share options to be granted under the 2002 Share Option Scheme and 2011 Share Option Scheme must not in aggregate exceed 10% of the shares in issue on the respective dates of approval of each of the schemes. The 10% limit may be refreshed with the approval of the Company's shareholders. Following the expiry of the 2002 Share Option Scheme, no further share options can be granted thereunder.

The maximum number of shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the 2011 Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time-to-time.

As at March 10, 2020, the total number of shares available for issue under the 2011 Share Option Scheme is 140,442,000 shares (representing approximately 8.90% of the shares in issue) and a total of 2,724,000 and 140,442,000 shares (representing approximately 0.17% and 8.90%, respectively, of the shares in issue) may be issued upon exercise of all options which had been granted and yet to be exercised under the 2002 Share Option Scheme and 2011 Share Option Scheme, respectively.

(4) 每名合資格參與者可獲授權益上限

除非獲本公司股東在股東大會上批准，每名合資格參與者在任何12個月內獲授或將獲授之購股權（包括已行使、已註銷及尚未行使之購股權）予以行使時，所發行及將予發行之股份數目上限不得超過本公司已發行股份之1%。

此外，授予本公司主要股東及／或獨立非執行董事或彼等其各自之任何聯繫人以及倘導致在任何12個月內因行使已授予或將授予該等人士之所有購股權而發行或將予發行的股份超過本公司已發行股份之0.1%（按授出日期之股份價格計算）總值超過500萬港元之購股權，須待本公司股東於股東大會上批准後，方可作實。

(5) 購股權行使期

根據2002年購股權計劃及2011年購股權計劃授出之購股權，可於授出購股權當日或董事釐定的其後日子開始行使，直至董事授出購股權時釐定之日期營業時間結束時屆滿；惟於任何情況下，由授出購股權當日起計不可超過10年。

(6) 於行使購股權前必須持有的最短期限

由董事會於授出購股權時釐定。

(7) 接受授出購股權之要約

授出購股權之要約必須於提出要約之日起30日內（包括提出要約當日）接納。於接納授出購股權之要約時，須支付1港元。

(4) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANTS

The maximum number of shares issued and to be issued upon exercise of the share options granted or to be granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the Company's shares in issue unless the same is approved by the Company's shareholders in general meeting.

In addition, any share options to a substantial shareholder and/or an Independent Non-executive Director of the Company or any of their respective associates, and where the total number of shares issued and to be issued upon exercise of all options granted or to be granted to such person in any 12-month period exceed 0.1% of the Company's shares in issue and with an aggregate value (based on the price of the shares on the date of grant) in excess of HK\$5 million, are subject to the Company's shareholders' approval in general meeting.

(5) TIME OF EXERCISE OF OPTION

An option may be exercised under the terms of the 2002 Share Option Scheme and 2011 Share Option Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Board may determine in granting the option and expiring at the close of business on such date as the directors may determine in granting the option but in any event shall not exceed 10 years from the date of grant.

(6) THE MINIMUM PERIOD FOR WHICH AN OPTION MUST BE HELD BEFORE IT CAN BE EXERCISED

As determined by the Board upon the grant of an option.

(7) ACCEPTANCE OF OFFERS

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.

購股權資料

SHARE OPTION INFORMATION

(8) 釐定行使價之基準

行使價由董事會釐定，惟須以下列較高者釐定：

- (i) 股份於提出授予購股權要約當日在聯交所日報表所報的股份收市價；
- (ii) 股份於緊接提出授予購股權要約當日前五個營業日在聯交所日報表的平均收市價；及
- (iii) 每股股份之面值。

(9) 該等計劃餘下之有效期

2002年購股權計劃已於2011年6月9日終止。其後不得再根據2002年購股權計劃授出任何購股權，惟於有關期內已授出之購股權，根據其發行條款繼續有效及可予行使，而2002年購股權計劃之條文在所有其他方面仍然具備十足效力及作用。

2011年購股權計劃自採納後日期起計10年內有效，直至2021年6月8日為止。

(8) BASIS OF DETERMINING THE EXERCISE PRICE

The exercise price is determined by the Board which shall be at least the highest of:

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date when an option is offered;
- (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which an option is offered; and
- (iii) the nominal amount of a share.

(9) THE REMAINING LIFE OF THE SCHEMES

The 2002 Share Option Scheme was terminated on June 9, 2011. No further options shall thereafter be offered under the 2002 Share Option Scheme but the options which had been granted during its life shall continue to be valid and exercisable in accordance with their terms of issue and in all other respects the provisions of the 2002 Share Option Scheme shall remain in full force and effect.

The 2011 Share Option Scheme shall be valid for a period of 10 years from the date of adoption until June 8, 2021.

購股權資料

SHARE OPTION INFORMATION

購股權之變動

根據2002購股權計劃及2011年購股權計劃之購股權於截至2019年12月31日止年度內之變動載列如下：

MOVEMENT OF SHARE OPTIONS

Movements of share options under the 2002 Share Option Scheme and 2011 Share Option Scheme during the year ended December 31, 2019 are set out below:

2002年購股權計劃 2002 Share Option Scheme

	購股權數目 Number of share options					於2019年 12月31日 As at 12/31/2019	每股 行使價 Exercise price per share 港元 HK\$	授出日期 Date of grant (月/日/年) (MM/DD/YYYY)	行使期限 Exercisable period (月/日/年) (MM/DD/YYYY)
	於2019年 1月1日 As at 1/1/2019	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於年內註銷 Cancelled during the year				
合資格參與者 Eligible participants									
連續合約僱員 Continuous Contract Employees	200,000 2,524,000	— —	— —	— —	— —	200,000 2,524,000	3.340 3.340	07/07/2010 07/07/2010	03/22/2012 – 06/30/2020 03/01/2013 – 06/30/2020
合計 Total	2,724,000	—	—	—	—	2,724,000			

2011年購股權計劃 2011 Share Option Scheme

	購股權數目 Number of share options					於2019年 12月31日 As at 12/31/2019	每股 行使價 Exercise price per share 港元 HK\$	授出日期 Date of grant (月/日/年) (MM/DD/YYYY)	行使期限 Exercisable period (月/日/年) (MM/DD/YYYY)
	於2019年 1月1日 As at 1/1/2019	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於年內註銷 Cancelled during the year				
合資格參與者 Eligible participants									
董事 Directors									
陳嘉緯 CHAN Ka Wai	400,000 600,000 1,000,000 100,000 150,000 200,000 250,000 300,000 1,366,000 1,666,000 1,668,000	— — — — — — — — — — —	— — — — — — — — — — —	— — — — — — — — — — —	— — — — — — — — — — —	400,000 600,000 1,000,000 100,000 150,000 200,000 250,000 300,000 1,366,000 1,666,000 1,668,000	5.200 5.200 5.200 5.000 5.000 5.000 5.000 5.000 4.180 4.180 4.180	10/07/2011 10/07/2011 10/07/2011 03/24/2014 03/24/2014 03/24/2014 03/24/2014 03/24/2014 01/06/2017 01/06/2017 01/06/2017	03/22/2012 – 09/30/2021 03/01/2013 – 09/30/2021 02/28/2014 – 09/30/2021 03/04/2015 – 03/23/2024 03/04/2016 – 03/23/2024 03/10/2017 – 03/23/2024 03/09/2018 – 03/23/2024 03/08/2019 – 03/23/2024 08/11/2017 – 12/31/2025 03/09/2018 – 12/31/2025 08/10/2018 – 12/31/2025
	7,700,000	—	—	—	—	7,700,000			

購股權資料

SHARE OPTION INFORMATION

購股權之變動(續)

MOVEMENT OF SHARE OPTIONS (continued)

2011年購股權計劃(續)

2011 Share Option Scheme (Continued)

合資格參與者 Eligible participants	購股權數目 Number of share options					於2019年 12月31日 As at 12/31/2019	每股 行使價 Exercise price per share 港元 HK\$	授出日期 Date of grant (月/日/年) (MM/DD/YYYY)	行使期限 Exercisable period (月/日/年) (MM/DD/YYYY)
	於2019年 1月1日 As at 1/1/2019	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於年內註銷 Cancelled during the year				
董事(續) Directors (Continued)									
羅學文	200,000	—	—	—	—	200,000	5.000	03/24/2014	03/04/2015 – 03/23/2024
Mark Alan LOYND	300,000	—	—	—	—	300,000	5.000	03/24/2014	03/04/2016 – 03/23/2024
	400,000	—	—	—	—	400,000	5.000	03/24/2014	03/10/2017 – 03/23/2024
	500,000	—	—	—	—	500,000	5.000	03/24/2014	03/09/2018 – 03/23/2024
	600,000	—	—	—	—	600,000	5.000	03/24/2014	03/08/2019 – 03/23/2024
	64,000	—	—	—	—	64,000	3.792	04/09/2015	03/10/2017 – 03/31/2025
	1,332,000	—	—	—	—	1,332,000	4.180	01/06/2017	08/11/2017 – 12/31/2025
	1,332,000	—	—	—	—	1,332,000	4.180	01/06/2017	03/09/2018 – 12/31/2025
	1,336,000	—	—	—	—	1,336,000	4.180	01/06/2017	08/10/2018 – 12/31/2025
	6,064,000	—	—	—	—	6,064,000			
連續合約僱員 Continuous Contract Employees	2,600,000	—	—	—	—	2,600,000	5.200	10/07/2011	03/22/2012 – 09/30/2021
	4,740,000	—	—	—	—	4,740,000	5.200	10/07/2011	03/01/2013 – 09/30/2021
	11,850,000	—	—	600,000	—	11,250,000	5.200	10/07/2011	02/28/2014 – 09/30/2021
	402,000	—	—	10,000	—	392,000	5.380	06/12/2012	03/01/2013 – 12/31/2021
	2,320,000	—	—	80,000	—	2,240,000	7.650	04/10/2013	02/28/2014 – 03/31/2022
	4,206,000	—	—	280,000	—	3,926,000	5.000	03/24/2014	03/04/2015 – 03/23/2024
	6,278,000	—	—	418,000	—	5,860,000	5.000	03/24/2014	03/04/2016 – 03/23/2024
	8,436,000	—	—	560,000	—	7,876,000	5.000	03/24/2014	03/10/2017 – 03/23/2024
	10,594,000	—	—	702,000	—	9,892,000	5.000	03/24/2014	03/09/2018 – 03/23/2024
	12,666,000	—	—	630,000	210,000	11,826,000	5.000	03/24/2014	03/08/2019 – 03/23/2024
	3,882,000	—	—	398,000	—	3,484,000	3.792	04/09/2015	03/04/2016 – 03/31/2025
	4,644,000	—	—	618,000	—	4,026,000	3.792	04/09/2015	03/10/2017 – 03/31/2025
	250,000	—	—	—	—	250,000	4.090	07/10/2015	03/04/2016 – 06/30/2025
	250,000	—	—	—	—	250,000	4.090	07/10/2015	03/10/2017 – 06/30/2025
	942,000	—	—	—	—	942,000	4.340	09/19/2016	03/10/2017 – 06/30/2026
	946,000	—	—	—	—	946,000	4.340	09/19/2016	03/09/2018 – 06/30/2026
	11,970,000	—	—	1,148,000	—	10,822,000	4.180	01/06/2017	08/11/2017 – 12/31/2025
	13,128,000	—	—	1,148,000	—	11,980,000	4.180	01/06/2017	03/09/2018 – 12/31/2025
	16,510,000	—	—	1,496,000	—	15,014,000	4.180	01/06/2017	08/10/2018 – 12/31/2025
	2,824,000	—	—	66,000	—	2,758,000	4.050	06/09/2017	08/11/2017 – 12/31/2025
	2,824,000	—	—	66,000	—	2,758,000	4.050	06/09/2017	03/09/2018 – 12/31/2025
	2,852,000	—	—	68,000	—	2,784,000	4.050	06/09/2017	08/10/2018 – 12/31/2025
	125,114,000	—	—	8,288,000	210,000	116,616,000			

購股權資料

SHARE OPTION INFORMATION

購股權之變動(續)

MOVEMENT OF SHARE OPTIONS (continued)

2011年購股權計劃(續)

2011 Share Option Scheme (Continued)

合資格參與者 Eligible participants	購股權數目 Number of share options					於2019年 12月31日 As at 12/31/2019	每股 行使價 Exercise price per share 港元 HK\$	授出日期 Date of grant (月/日/年) (MM/DD/YYYY)	行使期限 Exercisable period (月/日/年) (MM/DD/YYYY)
	於2019年 1月1日 As at 1/1/2019	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於年內註銷 Cancelled during the year				
其他	340,000	—	—	—	—	340,000	5.200	10/07/2011	03/22/2012 – 09/30/2021
Others	720,000	—	—	—	—	720,000	5.200	10/07/2011	03/01/2013 – 09/30/2021
	3,000,000	—	—	—	—	3,000,000	5.200	10/07/2011	02/28/2014 – 09/30/2021
	510,000	—	—	—	—	510,000	5.000	03/24/2014	03/04/2015 – 03/23/2024
	758,000	—	—	—	—	758,000	5.000	03/24/2014	03/04/2016 – 03/23/2024
	1,020,000	—	—	—	—	1,020,000	5.000	03/24/2014	03/10/2017 – 03/23/2024
	1,282,000	—	—	—	—	1,282,000	5.000	03/24/2014	03/09/2018 – 03/23/2024
	1,530,000	—	—	—	—	1,530,000	5.000	03/24/2014	03/08/2019 – 03/23/2024
	200,000	—	—	—	—	200,000	4.180	01/06/2017	08/11/2017 – 12/31/2025
	266,000	—	—	—	—	266,000	4.180	01/06/2017	03/09/2018 – 12/31/2025
	436,000	—	—	—	—	436,000	4.180	01/06/2017	08/10/2018 – 12/31/2025
	10,062,000	—	—	—	—	10,062,000			
合計 Total	148,940,000	—	—	8,288,000	210,000	140,442,000			

投資者參考資料

INFORMATION FOR INVESTORS

重要日期

暫停辦理股東登記手續

股東周年大會	:	2020年5月18日至 2020年5月22日 (首尾兩天包括在內)
末期股息	:	2020年6月2日至 2020年6月4日 (首尾兩天包括在內)

股東周年大會

2020年5月22日

股息

中期股息	:	每股10.2港仙
已派付日期	:	2019年9月20日
建議末期股息	:	每股4.4港仙
派發日期	:	2020年6月19日

股份代號

香港聯合交易所	:	709
彭博	:	709 HK
路透社	:	0709.HK

投資者聯絡

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IMPORTANT DATES

Closure of Register of Members

Annual General Meeting	:	May 18, 2020 to May 22, 2020 (both days inclusive)
Final Dividend	:	June 2, 2020 to June 4, 2020 (both days inclusive)

Annual General Meeting

May 22, 2020

Dividends

Interim Dividend	:	10.2 HK cents per share
Paid on	:	September 20, 2019
Proposed Final Dividend	:	4.4 HK cents per share
Payable on	:	June 19, 2020

STOCK CODE

Stock Exchange	:	709
Bloomberg	:	709 HK
Reuters	:	0709.HK

INVESTOR RELATIONS CONTACT

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GIORDANO

World without Strangers

2019年環境、社會及管治報告書
Environmental, Social and
Governance Report



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References to “Stock Exchange’s ESG Reporting Guide”**

關於本報告 ABOUT THIS REPORT

歡迎閱覽佐丹奴國際有限公司（「佐丹奴」）的2019年環境、社會及管治報告，本報告闡述我們在可持續性方面的最新措施和業績。您也許知道，在佐丹奴成立之初，我們就以「沒有陌生人的世界」為經營理念，我們的願景是希望世界沒有種族、國籍及文化之分，彼此可以生活在一個大同的世界中，此願景貫徹於我們的管理和業務運作層面之中。

佐丹奴一直以來致力於成為一個負責任的企業公民，並於2005年正式採納企業社會責任政策聲明。自此，我們一直恪守「為善者諸事順」的原則，於我們經營的社區發放正能量，特別關注與持分者的關係、社區參與和環境保護這些範疇。

隨著香港聯合交易所有限公司（「聯交所」）提高對此報告的合規要求，以及普遍持分者對增加公司透明度有殷切需求，本報告主要涵蓋了我們對環境、社會及管治的政策及表現，包括我們對環境和社區所造成的影響、我們如何以公平及透明的方式為客戶提供優質產品及卓越服務、如何投放資源於員工的發展及致力營造融洽及樂於支援員工的工作環境。與此同時，如何發展強健的管治、有效的風險管理系統以及嚴密的監控亦是我們重點關注的項目。

報告標準和範圍

本報告是根據聯交所的「環境、社會及管治報告指引」編制，將佐丹奴在2019年於環境、社會及管治方面的表現展現出來。報告內容覆蓋了我們在中國內地、香港、澳門、台灣和新加坡的業務（統稱「匯報市場」），佔佐丹奴在2019年超過54.1%的銷售額，但不包括我們的特許經營商和授權商所經營的店舖。本報告匯報範疇與2018年的環境、社會及管治報告相若，符合聯交所的『環境、社會及管治報告指引』有關“遵守或解釋”規定，並附加報告了一些選擇性的“建議披露”。詳細的內容索引已在本報告的最後部份列明，讓讀者可清晰了解，增加報告的透明度。

無可置疑，持分者的參與是佐丹奴業務發展和對全球可持續發展承諾的重要部分。因此，在編寫本報告時，我們繼續主動地邀請在我們業務發展中發揮關鍵作用的持分者參與其中，包括我們的員工代表、主要供應商及我們的顧客。他們在問卷中的回應，為我們提供了有關環境、社會及管治的關鍵績效指標（「KPI」）的全面評估，幫助我們確定關鍵持分者的關注所在，以完善本報告的覆蓋面。

Welcome to the 2019 Environmental, Social and Governance (the “ESG”) Report of Giordano International Limited (“Giordano”), which updates our latest initiatives and achievements with respect to sustainability. As you may be aware, ‘World Without Strangers’ has been Giordano’s credo since inception and reflects our vision to create a sense of familiarity, regardless of ethnicity, nationality or culture, which transcends throughout our operations and management.

Giordano has long been committed to being a responsible corporate citizen, and formally adopted its Corporate Social Responsibility policy statement in 2005. Since then, we have continued to focus on “doing well by doing good” in order to make a positive impact in the communities where we do business, paying particular attention to stakeholder relations, community involvement and environmental protection.

With the onset of enhanced compliance requirements set by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on ESG Reports and growing demand for corporate disclosure from stakeholders in general, this Report primarily addresses our approach and performance against ESG metrics, including the impact that we are making on the environment and the communities, the way we deliver responsible products and exceptional service to our customers in a fair and transparent manner, how we invest in our employees’ development and foster an inclusive and supportive working environment, as well as our framework to develop strong governance, effective risk management systems and robust controls.

Reporting Standard and Scope

Prepared in accordance with the ESG Reporting Guide of the Stock Exchange, this Report provides an annual update of Giordano’s ESG performance for the year of 2019, which covers our operations in Mainland China, Hong Kong, Macau, Taiwan and Singapore (collectively, the “Reporting Markets”), which contributed towards 54.1% of Giordano’s sales in 2019 excluding shops operated by our franchisees and licensees. There are no significant changes in the reporting scope of this Report from that of the last one in 2018. This Report is in compliance with the “comply or explain” provisions, which also reports on selected “recommended disclosures” of the Stock Exchange’s ESG Reporting Guide. A detailed References to “Stock Exchange’s ESG Reporting Guide” has been included at the back of this Report to aid readers and facilitate greater transparency.

Undoubtedly, stakeholders’ engagement is an integral part of Giordano’s business development and commitment to global sustainable development. Thus, in the preparation of this Report, we have continued to proactively engage our key stakeholders (including our staff representatives, our core suppliers as well as our customers) who play a critical role in our business development. Stakeholders’ input, obtained via questionnaires, has provided us with a comprehensive assessment of the key performance indicators (the “KPIs”) with respect to ESG issues and helped us to identify the priorities of our key stakeholders, which consequently strengthens the coverage of this Report.

佐丹奴 GIORDANO

關顧著我們的環境

CARING FOR OUR ENVIRONMENT

環境層面 A1 : 致力環保的營運以減少排放

Environmental Aspect A1 : Minimized Emissions through Green-Minded Operations

- | | |
|---|--|
| <p>(1) 在佐丹奴，我們致力確保營運結合環保理念。我們商務活動中的每一環節，由供應商的生產至我們的營運，都會盡一切努力減少產生廢物及排放。</p> <p>(2) 我們相信，有關的商業活動和整體營運設施均符合相關的環保法規。</p> | <p>(1) At Giordano, we seek to ensure that our business operations are environmentally friendly, making every effort to reduce waste and emissions from every aspect of our business activities, from production at our suppliers through to our own business operations.</p> <p>(2) We believe that our business activities and the facilities of our overall operations comply with the relevant laws and regulations on environmental protection.</p> |
|---|--|

環境層面 A2 : 節約資源

Environmental Aspect A2 : Conserving Resources

- | | |
|--|---|
| <p>(1) 為積極響應香港政府推行的減少「碳足跡」政策，我們致力高效地善用資源和減少消耗能源、水資源、紙張及原材料，以減少碳排放、保護及保育環境。如：</p> <ul style="list-style-type: none">• 在業務方針上納入可持續的環保措施；• 明智和有效地使用資源，例如減少使用原材料和包裝；• 在業務範圍內減少廢物的產生；• 藉著供應鏈管理和智慧型店舖營運，以促進環保；及• 提升客戶和業務夥伴的環保意識。 | <p>(1) In active alignment with the Hong Kong governmental policy of reducing “carbon footprint”, we are committed to reducing carbon emissions and protecting and sustaining the environment through efficient use of resources and reduced consumption of electrical power, water, paper and raw materials by:</p> <ul style="list-style-type: none">• incorporating sustainable environmental practices into our business principles;• using resources wisely and efficiently, such as cutting the volume of raw materials and packaging consumed;• reducing waste generation within our operations;• promoting environmental protection, via supply chain management and smart shop operations; and• promoting environmental awareness among our customers and business associates. |
|--|---|

節約能源

由於電力消耗是佐丹奴產生溫室氣體的主因，我們在大部份的辦公室和店舖已採取了以下各種節約能源和提高能源效益的措施：

Saving Energy

As electricity consumption is the biggest contributor to our greenhouse gas ("GHG") emissions, various energy saving and efficiency measures have been undertaken in most of our office premises and shops:

節約能源措施 Energy-Saving Initiatives

照明系統 Lighting	自 2008 年起，集團倡議為旗下店舖轉用節能燈 A group-wide initiative to convert lighting in all shops to energy-saving lights commenced since 2008
空調系統 Air-conditioning	以更省電的分體式空調取代水冷空調系統 Replace chilled water air-conditioning with more efficient split-type air-conditioners 縮減空調系統的操作時間 Shorten the operating time of air-conditioning 維持室內平均溫度在 25 - 26℃ Maintain an average indoor temperature of 25 - 26℃ 定期維護空調，令系統維持高效率運轉 Maintain and repair air-conditioners regularly for better performance

(2) 為股東創造價值的同時，我們也關注生態資源的保育及推動環保。建基於 5Rs 原則 — 取代、減少使用、物盡其用、恢復再用和循環再用，佐丹奴透過在內部推行不同的措施，力求減少資源消耗、回收物料，以及減少廢物的產生：

- 在辦公室和店舖張貼節約用水告示和海報；
- 定期檢查水龍頭，並盡快處理任何滴水情況；
- 提倡「無紙化會議」，使用電子文檔；
- 將印表機預設成雙面及黑白列印的模式；
- 回收廢棄的紙張；
- 循環再用及回收紙箱；
- 循環再用店舖的傢俱；及
- 將塑料包裝袋循環再用為垃圾袋。

(2) Striving to create shareholders' value, we are also concerned with the conservation of ecological resources and driving environmental protection. Based on the 5Rs principle - to Replace, Reduce, Reuse, Recover and Recycle – Giordano spares no effort to cut down on the use of resources, recycle materials, as well as to reduce the generation of waste by implementing different practices internally:

- displaying notices and posters of water conservation at offices and shops;
- inspecting taps regularly and repairing any dripping promptly;
- promoting the concept of "paperless meetings" with the use of electronic copies of documents;
- pre-setting printers for double-sided and black-and-white printing;
- recycling used paper;
- reusing and recycling carton boxes;
- reusing shop furniture; and
- reusing plastic packaging bags as bin bags.

(3) 綠色辦公

地球面對的威脅正在逐年地增加，為了我們和下一代著想，無疑我們實有責任和義務使地球可以成為一個更潔淨和更安全的家。佐丹奴集團深信，社區參與和保護環境並不只是法律上的責任，我們且要鼓勵員工為環境出多一分力，並在工作間推廣環保訊息。2010年我們在香港總部成立的「綠色團隊」便是其中一個很好的例子，她聚集不同部門的代表，共同組織活動項目，致力提倡低碳生活。此外，集團亦推行以下措施，以啟發和鼓勵員工參與綠色行動：

- (i) 在工作間及公司內聯網張貼「綠色工作間秘訣」及綠色生活資訊
 - 指引員工如何塑造一個環保低碳的工作環境。

(3) Going Green at Work

Faced with the increasing threat to the environment over the years, all of us undoubtedly owe a duty and responsibility to make Mother Earth a cleaner and safer place to live in for ourselves and for future generations. Acting in a socially and environmentally responsible way is more than just a legal duty, and here at Giordano, we encourage our staff to adopt environmentally responsible behavior and promote environmental protection in the workplace. The "Green Team" set up in our Hong Kong Headquarters in 2010 is a vivid example, which brings together representatives from different departments to initiate programs for promoting low carbon living. Moreover, to inspire and encourage staff's green actions, we have also launched the following initiatives:

- (i) "Tips for greening our workplace" and GREEN news posted at office and Company's Intranet
 - guiding staff to create a low-carbon working environment.

為增強綠色環保意識，我們的 G.Link 會由 2018 年 12 月起開始分享綠色生活資訊
To strengthen green awareness, our G.Link Club started sharing GREEN news from December 2018

『垃圾徵費』最快於2020年落實

近年垃圾量上升，香港人均棄置量達每日1.41公斤，較其他大城市為高。

揀心啲慳多啲
Dump Less Save More

例子：15公升專用垃圾袋只可容納15個500ml膠樽

法例生效後，市民須以指定垃圾袋丟棄垃圾，每個垃圾袋均附有防偽標籤及分為九種容量。(見左圖)

在徵費實施頭三年，指定垃圾袋收費定為每公升容量\$0.11。以一個3人家庭為例，每天使用一個15公升的專用垃圾袋，每月垃圾費為 HK\$51。

立法初期將有六個月的適應期，違例者將罰款\$1500。

資料來源：東方日報、星島日報

容量	售價
3公升	\$0.3
5公升	\$0.6
10公升	\$1.1
15公升	\$1.7
20公升	\$2.2
35公升	\$3.9
50公升	\$5.5
75公升	\$8.5
100公升	\$11

Giordano Club為您提供是項活動資訊。如欲報名，請直接聯絡主辦機構。

著綠狂奔2019 GREEN RUN

「著綠狂奔」由環保促進會於2016年首次舉辦，旨在提升公眾環保意識，鼓勵公眾身體力行投入節能減廢的公民責任，並且宣揚香港成為綠色永續城市。藉著舉辦「著綠狂奔2019」慈善長跑賽，環保促進會希望燃起香港市民的鬥心與永不言敗的體育精神，鼓勵更多公眾於日常生活中支持環保。活動強調「著綠措施，環保為先」的統籌原則，希望成功舉辦活動之餘，同時減少對環境的衝擊，實踐綠色生活。

保護消失中的森林！
3000張A4紙要一棵二十歲的樹木製造。

善用紙張，雙面列印

THINK before you PRINT

(ii) 「書出愛心」予宣明會 (2019)

保持員工的良好習慣，不要浪費，並將未使用的書籍捐贈給慈善機構或其他有需要人士



(ii) "Donate books" to World Vision (2019)

maintain staffs' good habits not to waste and to donate the non-use books to charities or other groups of people



(iii) 「利是封回收重用大行動」2019



(iii) "Red Packet Reuse & Recycle" 2019



綠色成效概覽

圖 1

下圖總結佐丹奴在環保節能方面的表現，涵蓋了匯報市場在店舖、辦公室和倉庫的運作：

Green Performance Overview

Graph 1

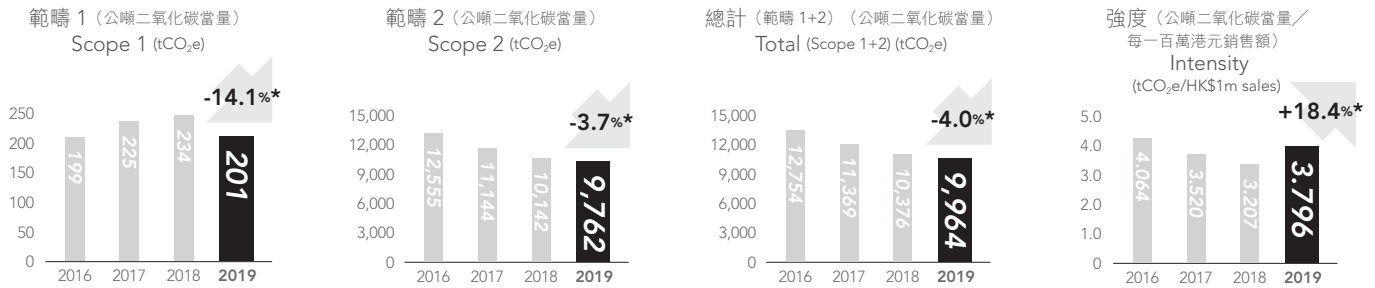
Below is a summary of our environmental performance with respect to our operations in shops, offices and warehouses in the Reporting Markets:



溫室氣體排放量 Greenhouse Gas (GHG) Emissions



* 2019 比對 2018 百分比變動
2019 vs 2018 % Change



按來源劃分的溫室氣體排放總量 (單位：公噸二氧化碳當量) Total GHG Emissions by Category (Unit: tCO₂e)

相關消耗佔佐丹奴 2019 年度溫室氣體排放總量的百分比
Percentage contribution of the subject consumption towards our total GHG emissions in 2019



9,762 (98%#)
用電量
Electricity Consumption



201 (2%#)
公司車輛燃油消耗量
Corporate Vehicle Fuel Consumption



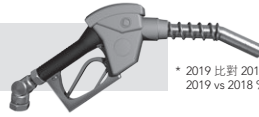
耗水量 Water Use

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change



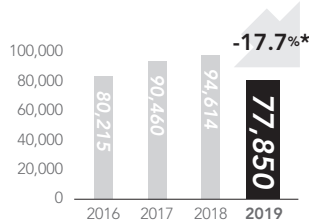


車輛燃油消耗量 Vehicle Fuel Consumption

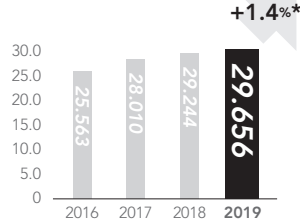


* 2019 比對 2018 百分比變動
2019 vs 2018 % Change

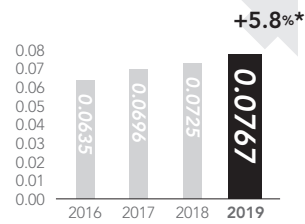
總計 (公升)
Total (Litre)



強度 (公升/每一百萬港元銷售額)
Intensity (Litre/HK\$1m sales)



強度 (公噸二氧化碳當量/每一百萬港元銷售額)
Intensity (tCO₂e/HK\$1m sales)



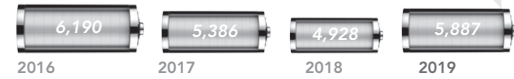
耗電量 Electricity Consumption

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change

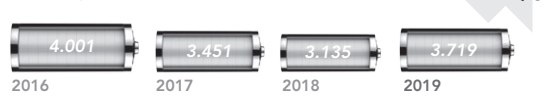
總計 (千個千瓦時)
Total (kWh in '000s)



強度 (千瓦時/每一百萬港元銷售額)
Intensity (kWh/HK\$1m sales)



強度 (公噸二氧化碳當量/每一百萬港元銷售額)
Intensity (tCO₂e/HK\$1m sales)



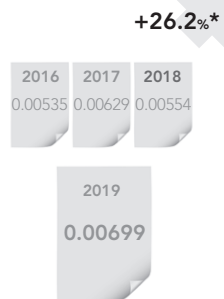
紙張消耗量 Paper Use

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change

總計 (公噸)
Total (Tonne)



強度 (公噸/每一百萬港元銷售額)
Intensity (Tonne/HK\$1m sales)

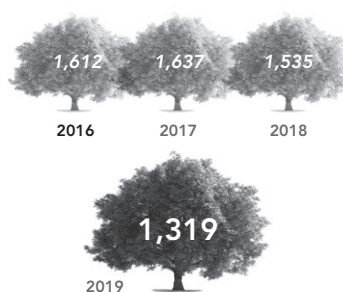


無害廢棄物排放量 (紙張 + 購物袋 + 包裝物料)

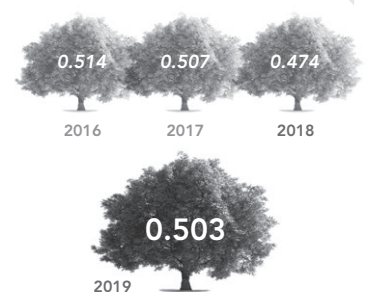
Non-Hazardous Waste Generation (Paper + Shopping Bags + Packaging Material)

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change

總計 (公噸)
Total (Tonne)



強度 (公噸/每一百萬港元銷售額)
Intensity (Tonne/HK\$1m sales)





包裝物料消耗量 Packaging Material Consumption

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change

價格標籤 (公噸) Price Tag (Tonne)	塑料包裝袋 (公噸) Plastic Packaging Bag (Tonne)	紙箱 (公噸) Carton Box (Tonne)
2016 50	2016 309	2016 837
2017 52	2017 319	2017 898
2018 49	2018 302	2018 853
2019 45	2019 254	2019 745
-8.2%*	-15.9%*	-12.7%*

總計 (公噸) Total (Tonne)	百分比變動 % Change
2016 1,196 2017 1,268 2018 1,204 2019 1,044	-13.3%*

強度 (公噸 / 每件製成品) Intensity (Tonne/Piece of Finished Product)	持平 Flat 百分比變動 % Change
2016 0.00004 2017 0.00004 2018 0.00004 2019 0.00004	



購物袋消耗量 Shopping Bag Consumption

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change



附註:

- 溫室氣體排放
 - 基於業務性質，匯報市場的氣體排放以溫室氣體為主，主要源自使用由化石燃料轉化而成的電力及燃料。
 - 溫室氣體排放的數據是按二氧化碳當量的方式呈列（以公噸為單位），並根據：
 - 政府間氣候變化專門委員會（「IPCC」）發布的《2006年IPCC 國家溫室氣體清單指南》；
 - 世界資源研究所及世界可持續發展工商理事會刊發在《溫室氣體議定書：企業核算與報告準則》的國際報告框架；
 - 香港特別行政區政府機電工程署及環境保護署刊發的《香港建築物（商業、住宅或公共用途）的溫室氣體排放及減除的核算和報告指引（2010年版）》；
 - 香港電燈有限公司、中華電力有限公司及澳門電力有限公司的年度報告；及
 - 國際能源署發布的數值計算。
 - 為了更全面展示佐丹奴溫室氣體排放的情況，我們根據世界資源研究所及世界可持續發展工商理事會刊發在《溫室氣體議定書：企業核算與報告準則》的國際報告框架，進一步將佐丹奴的溫室氣體排放劃分為以下兩個範疇：
 - 「範疇 1」涵蓋由匯報市場擁有或監控的業務直接產生的溫室氣體排放，主要源自公司車輛的燃油消耗（不包括我們承包商的車隊）；
 - 「範疇 2」涵蓋因在匯報市場內消耗的外購電力而引致的「間接溫室氣體」排放（不包括部分在百貨公司和 / 或商場內的零售點，其電費並非單獨收取）。
- 鑑於業務性質，佐丹奴沒有察覺產生任何重要的有害廢棄物。
- 一些零售點在百貨公司和 / 或商場經營，該處的用水供應及排放由大廈管理處控制，故收集有關資料是不可行。
- 佐丹奴在匯報市場的日常營運中，並無尋求適用水源的問題。
- 紙張消耗量等同於匯報市場日常營運中購買的紙張量（不包括紙質購物袋和包裝物料）。
- 購物袋消耗量等同在匯報市場購買供店舖使用的紙質和塑料購物袋用量。

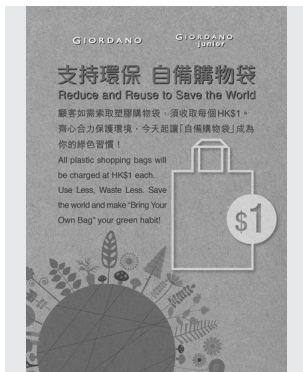
Notes:

- GHG Emissions
 - Due to our business nature, the significant air emissions of the Reporting Markets are the GHG emissions arising mainly from the use of electricity and fuels derived from fossil fuels.
 - GHG emissions data is presented in carbon dioxide equivalent (in tonnes) and is computed with reference to:
 - the "2006 IPCC Guidelines for National Greenhouse Gas Inventories" issued by the Intergovernmental Panel on Climate Change ("IPCC");
 - the international reporting framework published by the World Resources Institute and the World Business Council for Sustainable Development, as reported in "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard";
 - the "Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong (2010 Edition)" issued by the Electrical and Mechanical Services Department and the Environmental Protection Department in Hong Kong;
 - the sustainability reports of the Hong Kong Electric Company Ltd, the China Light and Power Company Ltd and the Companhia de Electricidade de Macau; and
 - the data published by the International Energy Agency.
 - In order to provide a more comprehensive view of our GHG impact, we have further classified the GHG emissions of Giordano into 2 scopes (as below), which are defined in accordance with the international reporting framework published by the World Resources Institute and the World Business Council for Sustainable Development, as reported in "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard":
 - "Scope 1" covers direct emissions from operations that are owned or controlled by the Reporting Markets, arising mainly from fuel used by our own corporate vehicles (excluding the vehicle fleets of our contractors);
 - "Scope 2" covers "energy indirect" emissions resulting from the generation of purchased electricity consumed within the Reporting Markets (excluding electricity consumed in some retail outlets in departmental stores and/or shopping malls where electricity is not separately charged).
- In view of our business nature, Giordano is not aware of any significant generation of hazardous waste.
- Some retail stores operate in shopping malls and/or departmental stores where water supply and discharge are controlled by the building management. Thus, the retrieval of the relevant data is not feasible.
- There is no issue in sourcing water that is fit for the purpose during the daily operations of the Reporting Markets.
- The amount of paper use is the amount of paper purchased to support the daily operation of the Reporting Markets (excluding those of paper shopping bags and packaging material).
- The amount of shopping bags consumed is the amount of paper and plastic shopping bags purchased for store use in the Reporting Markets.

環境層面 A3：減少對環境與自然資源的影響，以促進可持續發展

Environmental Aspect A3 : Minimizing Impact on the Environment and Natural Resources for Sustainable Development

- (1) 佐丹奴十分關注保護環境與自然資源。我們竭力提高技術訣竅，減少在生產和營運過程中對環境帶來負面影響。我們：
 - 在營運和決策時，會考慮對環境所帶來的影響；
 - 不斷改善環保措施，加強對目標和責任的評估以及對環保的監督和管理；及
 - 嚴格地控制對環境帶來的風險。
- (2) 佐丹奴在整個營運過程中依循嚴格的可持續發展措施，並把環保作為供應鏈管理的首要任務之一。我們十分關注生產過程中對環境帶來的風險因素，如廢料的排放等。因此，在揀選我們的供應商時，他們如何維護周遭環境是我們重要的考慮因素之一。
- (3) 此外，我們引入綠色元素於我們的產品中，其中一個例子是使用丙綸作為我們 G-Warmer 系列極暖衣的其中一種主要成分，丙綸會在熱能和紫外光照射下氧化降解，而且可完全回收、循環再用。我們與戶外穿著品牌 Silvermark by G-Motion 合作的聯乘系列於 2017 年開始在布料使用 Teflon-EcoElite 防潑水劑，這種化學劑能令布料防潑水的功效更持久，卻不含有毒的氟，而且百分之六十的原材料是可再生的。
- (4) 與此同時，為支持環保、減少使用塑膠袋及鼓勵客人自備購物袋，由 2016 年 1 月 1 日起，我們的店舖收取塑膠購物袋徵費超過香港特別行政區政府的「塑膠購物袋徵費計劃」所規定，由每個 HK\$0.5 增加至 HK\$1。
- (1) Giordano places great emphasis on protecting the environment and natural resources. We strive to improve our technical know-how to minimize negative impact on the environment during production and operations. We:
 - take into account the environmental impact of our activities and decisions;
 - continuously improve the environmental protection initiatives and strengthen target and responsibility assessments, environmental protection supervision and management; and
 - strictly control environmental risks.
- (2) Giordano follows strict sustainable development practices throughout its operations, and places environmental protection as one of its top priorities in the process of supply chain management. We are concerned with the environmental risk factors in production, such as emissions and waste discharge. Thus, in the selection of our suppliers, their measure of protecting the surrounding environment is one of our key selection criteria.
- (3) Moreover, we introduce green elements into our products. For example, we use polypropylene as one of the major components of our G-Warmer thermal base layer collection. Polypropylene is degradable when exposed to heat and UV radiation, and is also fully recyclable. For our premium crossover collection with the outdoor wear brand, Silvermark by G-Motion, we, starting from 2017, used fabrics applied with Teflon-EcoElite finish, which is a non-fluorinated fabric treatment for durable water repellency with 60% of its raw materials being renewably sourced.
- (4) Furthermore, in support of environmental protection, we opted to charge more per plastic shopping bag than that requested under the Environmental Levy Scheme on Plastic Shopping Bags of the Government of the HKSAR; that is, from HK\$0.5 to HK\$1, effective from January 1, 2016, to discourage the use of plastic bags and to encourage customers to bring their own bags.



關顧著我們的員工

CARING FOR OUR EMPLOYEES

社會層面 B1：僱傭

Social Aspect B1 : Employment

(1) 作為國際性的服裝零售商，佐丹奴的零售網絡遍佈世界五大洲。截至2019年12月31日，我們共有2,375間店舖，讓我們能夠在世界各地宣揚「沒有陌生人的世界」的信念。截至2019年12月31日，我們在匯報市場內的員工人數已達到4,272人，比2018年下跌9.6%：

(1) As an international apparel retailer, Giordano's retail network spreads across five continents of the world operating a total of 2,375 shops as at December 31, 2019, which enables us to deliver our 'World Without Strangers' credo globally. For the Reporting Markets, our headcount reached 4,272 talents as at December 31, 2019, with a 9.6% decrease from 2018:

圖 2

Graph 2

匯報市場的員工分布 Talent Distribution by the Reporting Markets



(2) 佐丹奴相信，要獲得長遠成功，全賴機構內每一位成員的貢獻。因此，佐丹奴以公平及尊重的態度對待員工。我們相信，通力合作、上下一心和互相信賴是佐丹奴之根基所在。我們在評選應徵者時會考慮其能力和長處，並按照員工的個人表現決定酬報和擢升。

(2) Giordano believes that its long-term success depends on the contribution of each and every individual in the organization. As such, Giordano is committed towards treating its staff with fairness and respect. We believe in co-operation, teamwork and trust as the foundation of Giordano. We hire on the basis of ability and merit, reward and promote on the basis of performance.



尊重和落實多元化

我們認同並致力維護一個多元化的工作環境，可見於下圖我們的員工組合：

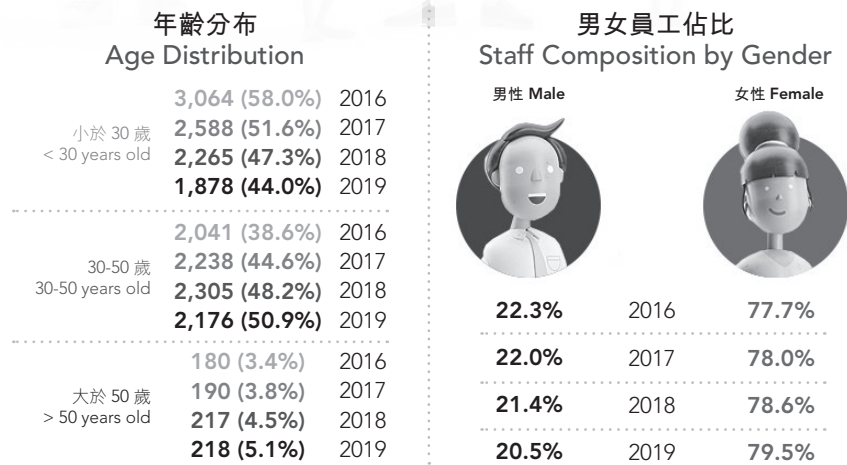
圖 3

僱傭類別分布 Employment Type Distribution			
全職 Full-time			
2016	2017	2018	2019
3,800	3,598	3,391	3,011
(71.9%)	(71.7%)	(70.8%)	(70.5%)
兼職 / 合約 Part-time / Contract			
2016	2017	2018	2019
1,485	1,418	1,396	1,261
(28.1%)	(28.3%)	(29.2%)	(29.5%)

Respecting and Reflecting Diversity

We believe in diversity and endeavor to safeguard a diverse working environment, which is reflected in the composition of our staff as demonstrated below:

Graph 3



(3) 佐丹奴有一系列僱傭政策、員工手冊和守則，以確保我們的員工可以在一個公平及公正的環境下工作，讓他們的權利和利益受到保障，包括：

(i) 員工手冊

佐丹奴嚴格遵守相關勞工法規，對待所有員工都會一視同仁。他們的受聘、薪酬和晉升不受他們的社會身份，如種族、國籍、性別、宗教、年齡、性取向、政治黨派或婚姻狀況所影響。

(ii) 紀律守則

佐丹奴相信誠信、正直和公平是重要的資產，亦是我們賴以長遠發展及成功的基石。因此，紀律守則的建立旨在向員工傳達我們對其職業操守的準則，從而要求他們堅守最高的業務和專業道德標準，以贏取業務夥伴和客戶的信任，使業務持續增長。

(iii) 密函檢舉政策

為創建一個公開、透明和安全的工作環境，讓員工覺得能夠坦言，我們一直設有密函檢舉的政策，容許員工提出任何疑慮，並使佐丹奴能有系統地在保密的環境下跟進事情。

(3) A series of policies, handbooks and protocols are in place in Giordano to help build a workplace where our staff are treated fairly and equally, with their rights and interests being protected. These include:

(i) Staff Handbook

Giordano strictly complies with relevant labour laws and regulations. All staff are treated equally, and their employment, remuneration and promotion will not be affected by their social identities such as ethnicity, race, nationality, gender, religion, age, sexual orientation, political faction or marital status.

(ii) Code of Conduct

Giordano believes that honesty, integrity and fairness are important values, and are crucial to our long-term development and success. Thus, the Code of Conduct has been established to convey our expected standards of conduct and practices to all staff, who are required to adhere to the highest standards of business and professional ethics so that we can earn the trust of our business partners and customers and grow our business.

(iii) Whistle Blowing Policy

To create an open, transparent and safe working environment where staff are able to speak up, we have a longstanding whistleblowing policy in place that allows them to raise concerns and for Giordano to follow up cases in a systematic yet protective setting.

(4) 佐丹奴有一系列的人力資源管理措施，為我們員工提供更佳的工作環境。

(i) 報酬

佐丹奴給予各職級員工具競爭力的薪酬待遇、購股權和以業績或表現為基礎的優厚獎金，以獎勵和留住高質素的領導團隊。

(ii) 增加有薪年假

2017年，我們大幅增加了港澳區員工的有薪年假日數，這不僅使他們有更均衡的工作和生活模式以及提升他們的工作表現，也幫助留住和招聘人才，從而最終提高佐丹奴的競爭力。

(iii) 家庭友善僱傭措施

(a) 彈性上班時間

我們希望員工可以同時兼顧工作及家庭，這是留住高質素員工並讓他們茁壯成長的關鍵。因此，我們致力營造一個能滿足員工及其家人需要的工作環境，並自2016年起率先在香港及台灣的辦公室實施彈性上班時間。與此同時，就店舖營運而言，我們亦調整了前線員工的工作時間，更針對性地吸引某類人士加入，例如：家庭主婦和退休人士。

(b) 支持母乳喂養

為令我們的在職母親能在工作間抽取母乳，我們在香港總部的辦公室特別為她們開闢了一個指定的私人空間，以便抽取母乳。

(c) 率先推行延長至14周產假

早於政府實施之前，我們香港總部由2018年10月23日起，率先實施延長至14周有薪產假政策，以便香港寫字樓及前線同事照顧新生嬰兒的需要。

(d) 率先推行5天侍產假

與此同時，由2018年11月13日起，我們也領先地為香港的男性員工提供為期5天的侍產假，遠遠早於本地立法。

(e) 縮短每天工作時間(辦公室)

為使員工進一步達致工作與生活的平衡，我們香港總部於2018年8月推出辦公室每天工作時間縮短一小時(即9:00 a.m. to 5:00 p.m.)的試驗計劃後，已於2018年10月轉為永久性的措施，以滿足員工個人及專業目標。

(4) The following people management arrangements are in place in Giordano to provide our staff with a better environment to work.

(i) Remuneration

Giordano offers competitive remuneration packages, share options and generous goal-oriented or performance-based bonuses tailored to different levels of staff, in order to reward and retain a high-caliber leadership team.

(ii) Increasing Annual Leave Entitlement

In 2017, we largely increased the annual leave entitlement of staff in Hong Kong and Macau markets. This not only allows them to have a better work-life balance and work performance, but also helps retain and recruit talents and finally enhance Giordano's competitiveness.

(iii) Family-Friendly Employment Practices

(a) Flexi-Time Arrangement at Work

We want our staff to both enjoy and succeed at work and at home. This is one of the keys to both retaining high quality staff and allowing them to thrive. That is why we strive to create a working environment which caters for the needs of our staff and their families, with the introduction of flexi-time work arrangements for office staff in Hong Kong and Taiwan from 2016. Concurrently, for our shop operations, we also adjust the front-line staff's working hours to attract certain targeted manpower, e.g. homemakers and retirees.

(b) Supporting Breastfeeding

In support of our working mothers' needs of pumping milk in the workplace, we have specially designated a private space in the office of our Hong Kong Headquarters for expressing milk.

(c) Early Introduction of 14-Week Extended Maternity Leave

In advance of government enforcement, our Hong Kong Headquarters implemented an extended 14-week paid maternity leave policy from October 23, 2018, taking care of the needs of parents working in our Hong Kong offices and on the front-line to look after their newborn babies.

(d) Early Introduction of 5-Day Paternity Leave

Meanwhile, effective from November 13, 2018, we also took an early lead in introducing the 5-day paternity leave for our male staff in Hong Kong, which is far ahead of the local legislation.

(e) Shortened Daily Working Hours (Office)

To further address staff's work-life balance needs, a trial program first introduced in August 2018 to reduce working hours in the office of Hong Kong Headquarters by 1-hour per working day (i.e. from 9:00 a.m. to 5:00 p.m.) has been made permanent to fulfill individual employees' personal and professional goals, effective from October 2018.

【傑出僱主獎 Excellent Employer Award】(9/2019) (Malaysia Market 馬來西亞市場)

在504,090馬來西亞名僱主中，佐丹奴馬來西亞贏取馬來西亞僱員公積金(「EPF」)頒發的「2019年度傑出僱主獎」。EPF是世界上最歷史悠久的公積金之一，可幫助勞工準備退休事宜。該獎項是對2019年傑出僱主在以下範疇之成就的認可：-

- 沒有延遲薪金支付
- 沒有投訴的情況
- 沒有不誠實的情況
- 從未犯過民事罪行
- 使用電子系統進行提交和支付

此獎項是肯定了馬來西亞市場一直以來高效和實際的服務水準。

Giordano Malaysia won an "Excellent Employer Award" for the year 2019 by Employees Provident Fund ("EPF") out of total 504,090 employers. The EPF is one of the world's oldest provident funds who help workforce to prepare for their retirement. The award was in recognition of an excellent employer of 2019 that achieve:-

- No delay in salary payment
- No case of compliant
- No case of dishonesty
- Has never been convicted of a civil crime
- using e-portal for submission and payment

The award recognizes Malaysia Market's efficient and effective service standard.



(iv) 嘉許員工

(a) 員工嘉許獎勵計劃

• 讚揚個案

除了傳閱客戶讚揚員工的個案外，我們香港總部自2016年9月起增設「員工嘉許獎勵計劃」，以鼓勵及表揚在工作上卓越表現及/或顯著貢獻的員工。每季部門主管及店舖主任會提名傑出表現的員工，經審核後員工會獲頒贈嘉許證書及現金券，以示鼓勵。



(b) 長期服務獎

為了表揚在香港總部長期服務的忠誠員工，我們每年均會頒發長期服務獎予在公司服務滿五年、十年及三十年之員工。



(iv) Acknowledging Our Staff

(a) Staff Commendation Award Scheme

• Commended cases :

Not only do we circulate commendations from our customers who acknowledged our staff's good performance, our Hong Kong Headquarters has additionally implemented a "Staff Commendation Award Scheme" since September 2016 to encourage and award staff with outstanding performance and/or significant contributions. Outstanding staff will be nominated every quarter and the winners will be awarded with a Staff Commendation Certificate and a cash coupon as a token of our appreciation.

(b) Long Service Award

In recognition of the faithfulness of our long-serving staff at Hong Kong Headquarters, we present Long Service Awards annually to staff who have served the Company for 5 years, 10 years and 30 years, respectively.



(v) 員工活動

為加強員工對佐丹奴的歸屬感及讓他們擁有健康均衡的工作和生活模式，我們每年都安排了一系列員工活動。今年，我們組織了各種興趣小組活動，讓員工參加。

(v) Staff Activities

To reinforce staff's sense of belonging to Giordano with a healthy work-life balance, we arrange a wide range of staff activities every year. This year, we organized various interest group activities for staff to participate.

中國市場 China Market



北京五公里馬拉松活動
Beijing 5 Miles Marathon

香港市場 Hong Kong Market



捐血日
Blood Donation Day



賣旗日
Flag Day

台灣市場 Taiwan Market



健康講座與鮮花製作
Health Talk and Flower Making

印尼市場 Indonesia Market



獨立日運動日
Sports Day at Independence Day

(vi) 員工滿意度調查

每年，佐丹奴均會進行員工滿意度調查，以取得有用的回應，作為制訂公司政策時的參考。

(vi) Staff Satisfaction Surveys

Each year, Giordano conducts staff satisfaction surveys to collect useful feedback as reference for improving our policies.

社會層面 B2：職業健康與安全（職安健）

Social Aspect B2 : Occupational Health and Safety (OHS)

- (1) 職安健是佐丹奴整體安全框架的重要部分，故在工作場所減少健康和 safety 風險是一項重要和長期的目標。除了歷史悠久的無吸煙政策外，我們在 2019 年繼續加強領導、管理系統和培訓，以強化安全文化和提升整體的職安健表現。回顧過去一年，佐丹奴沒有發現任何與職安健有關的違規事件。
- (2) 為確保一個安全的工作環境，我們：
- (i) 提供密集培訓，以提高員工的安全意識；
 - (ii) 定期監察工作場所的安全，特別是分派區域主任指導和監督店舖及倉庫營運，並提供所需的器具和安全的工作環境，以確保每個階段都操作安全；和
 - (iii) 在辦公室、倉庫和店舖執行工作場所整潔大行動，以減少工作場所的潛在風險。
- (a) 辦公室巡查報告
- 定時檢查辦公室工作環境以提高清潔，防火安全及職業安全。
- (1) OHS is a crucial component of Giordano's overall safety framework, and reducing health and safety risks in the workplace is our important and constant objective. In addition to a long history of no-smoking policy at workplace, we continued to reinforce our strong leadership, management system and training programs in 2019, so as to strengthen our safety culture and enhance our overall OHS performance. In review of last year, Giordano is not aware of any non-compliant cases relating to OSH.
- (2) To ensure a safe working environment, we:
- (i) provide intensive training programs for our staff to improve their safety awareness;
 - (ii) regularly monitor workplace safety, particularly with District Supervisors allocated to supervise and monitor shop and warehouse operations, to ensure each phase of which operates safely by facilitating necessary tools with safe working environment; and
 - (iii) carry out workplace tidiness at our offices, warehouses and shops to reduce workplace hazards.
- (a) Office Inspection Report
- Conduct regular office working environment inspection to promote cleanliness, fire safety and work safety.



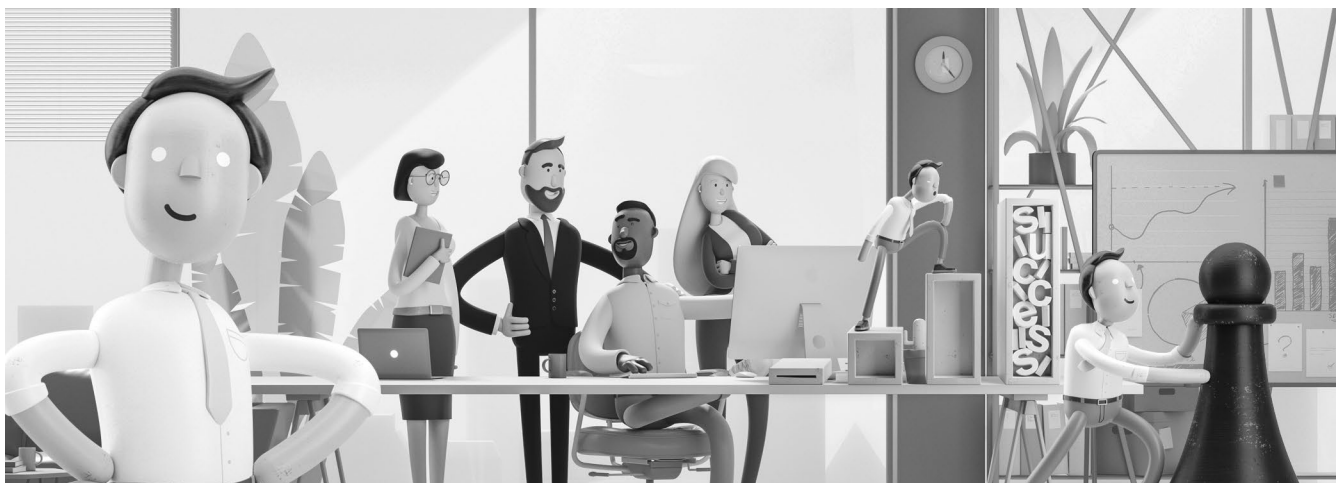
- (b) 公司內聯網上設有『職業安全及健康小百科』的專頁

- (b) Hosting the webpage "Tips on Occupational Health & Safety" on Company's Intranet

社會層面 B3：人才發展及挽留戰略

Social Aspect B3 : Talent Development and Retention Strategy

- (1) 佐丹奴鼓勵員工學習一向不遺餘力，我們認為價值觀、公平、持續的專業及個人發展機會是成功者致勝的關鍵。因此，我們不僅著重員工在銷售和客戶服務方面的全面培訓和發展，也在管理、規劃和領導才能方面提供訓練，以迎合員工的職業和個人發展需要，並挽留有經驗及積極進取的工作團隊。
 - (2) 配合 3E（即經濟、效率和果效）政策，佐丹奴於 2016 年展開了由部門主管進行的團隊檢視，以識別人才作來年重點培育發展。
 - (3) 佐丹奴非常重視培育人才，使其具備國際視野、洞察國際慣例和具有強勁的競爭力。
 - (i) 自九零年代起，佐丹奴透過管理實習生（“MT”）計劃，積極培育零售人才，成果令人滿意。
 - (ii) 在 2014 年，我們在香港總部恢復 MT 計劃，並大幅度修改及提升課程內容，以確保參與者得到一個整全的培訓經驗，令畢業生能直接被委任至中層管理角色。隨著改稱實習生為速成者（“FTs”），這次改革包括提高速成者在學術水平的要求及調整培訓大綱，以涵蓋公司內各部門和職能的實際職務。這批成功畢業的速成者現已擔任一些重要的角色，包括產品開發和管理以及品牌管理，且有些已進駐海外。
 - (iii) 於 2017 年，我們也將這個香港模式的速成者課程擴展至中國內地，為我們未來的發展培養更多的零售人才。
- (1) Giordano encourages learning and recognizes that values and fairness as well as opportunities for continuous professional and personal development are equally important drivers for high achievers. As such, we invest heavily not only in comprehensive staff training and development programs in sales and service, but also in management, planning and leadership programs, to address staff's professional and personal development needs and to retain a skilled and motivated workforce.
 - (2) Pursuant to our 3E (i.e. Economy, Efficiency and Effectiveness) policy, Giordano conducted a review of the team structure by department heads in 2016 and identified talents for focused development in the coming years.
 - (3) Giordano has always placed a strong focus on cultivating talents with international perspective, insight into international practices and strong competitiveness.
 - (i) Ever since the 1990's, Giordano has operated a Management Trainee (the “MT”) program to nurture retailing talents, with satisfactory results.
 - (ii) In 2014, we modified and upgraded our MT Scheme in Hong Kong Headquarters to ensure that participants received a holistic and comprehensive training experience, such that upon graduation, successful graduates could be placed directly into mid-management roles. With the renaming of MTs as Fast-Trackers (the “FTs”), this reform included a tightening in our admission requirements in terms of academic results and a restructuring of the syllabus to include real business tasks in various departments and functions within Giordano. Successful graduates have now taken on a number of important roles, including product development and management as well as brand management. Some of them have even been stationed to overseas regions.
 - (iii) In 2017, we also extended this Hong Kong style FT program to our Mainland China market to cultivate more retailing talents for our future growth.



(4) 全球人才發展與人才留任計劃是我們未來幾年的主要戰略投資之一。我們除了從外部聘請 FT，現在還在所有子公司區域內選定集團業務中現有的人才，重點培訓他們。

區域總經理會提名選出 1 至 3 名人才，他們必需是 (i) 對業務有所貢獻；及 (ii) 有潛質於日後成為高級管理層。他們會加入為他們量身訂造，為期一年的發展計劃，計劃包含參與海外活動和執行短期任務。

(4) Global Talent Development & Retention Initiative ("TDRI") is one of our key strategic investments in coming years. Apart from hiring FTs from outside, we have turned to pinpoint and groom our existing talents within the Group's business across all subsidiary regions.

Further to the nomination by regional General Managers of between 1 to 3 talents with (i) proven contribution towards their business; and (ii) potential to become a future member of senior management, bespoke and role-specific 1-year development program involving overseas events and short-term postings have been devised and executed.



(5) 佐丹奴一向致力投資於員工學習和發展，以維持其競爭優勢。我們相信「持續更新專業才能，不斷分享新知」才能與時並進。我們投放了很多資源在員工的培訓和發展上，來維持一個能幹、專業和具職業操守的工作團隊，以助公司邁向成功。於 2019 年，我們為匯報市場的前線員工和非前線員工分別提供了超過 20,000 小時及 2,900 小時的內部培訓。今年匯報市場的員工培訓總時數超過 23,000 小時。

(5) Giordano invests heavily in learning and development to maintain its competitive edge. We believe that continual updating of professional skills and the sharing of knowledge will allow the Company to grow with the times. We therefore allocate ample resources to staff training and development with the aim of sustaining a competent, professional and ethical staff force that will contribute to the success of the Company. In 2019, we have provided in-house training to our frontline staff and non-frontline staff of the Reporting Markets for over 20,000 hours and 2,900 hours, respectively. The total number of training hours delivered in this year is over 23,000 hours.

圖 4

Graph 4

員工接受內部培訓的總時數

Total In-House Training Hours Received by Staff

* 2019 比對 2018 百分比變動
2019 vs 2018 % Change

前線員工
Frontline Staff

非前線員工
Non-Frontline Staff

員工接受培訓的總時數
Total in-house Training Hours Received

2016 29,288 小時 Hours

2016 4,369 小時 Hours

2016 33,657 小時 Hours

2017 48,774 小時 Hours

2017 9,289 小時 Hours

2017 58,063 小時 Hours

2018 35,608 小時 Hours

2018 7,909 小時 Hours

2018 43,516 小時 Hours

2019 **20,137** 小時 Hours

2019 **2,999** 小時 Hours

2019 **23,136** 小時 Hours

-43.4%*

-62.1%*

-46.8%*



(i) 以人為本、培育成功特質

我們針對不同的工作需要，定期為各個崗位的員工舉辦內部培訓及在職進修課程，務求提升員工工作表現外，亦藉此讓他們自我增值，迎接新挑戰。

(i) People-Oriented Staff Development

Based on our staff's different needs, we regularly organize internal training and on-job training for staff in different roles – this not only improves our staff's work performance, but also helps equip them with new skills to face new challenges.

(a) 員工入職講座
Induction Talk for New Staff



迎新課程 – 後勤同事

WELCOME! to **GIORDANO** 

為了讓新入職同事更了解公司資訊，令佐丹奴文化薪火相傳，現誠邀以下同事出席迎新課程，加深彼此認識及提升投入度。

(b) Refresher Training 複修培訓

除了鞏固員工的基本技能外，複修培訓也使員工具備最新的資訊和知識，以便履行職責時達致最高水平。

In addition to strengthening the basic skills, we equip staff with the latest information and knowledge, so that they could carry out their duties to the highest standards.

佐記 

1. 個人形象
2. 服務長的禮儀
3. 行禮時/敬語
4. 主動性
5. 服務技巧
6. 左方位禮儀

Remark: SES=Service Excellence Star

佐記 

「品質鑑定」層次

Excellent 令人喜出望外
能超越身邊的同事，營造熱心的工作氣氛

Good 表現良好
能與身邊的同事合作愉快，營造良好的工作氣氛

Pass 合格座線
自己對對都表現精神奕奕

QUALITY 品質



(ii) 內部培訓

其他內部培訓課程旨在協助員工發揮潛力、發展事業和提高他們的管理和人際技巧。

(ii) Internal Training

Other internal training programs are designed to help staff develop their capabilities, advance their careers and enhance their management and interpersonal skills.

中國內地市場 Mainland China Market

東莞 SD 高效人士七個習慣
7 Habits of Most Efficient & Effective Person



變革管理工作坊
Workshop on Change Management



新星成長計劃
New Staff Development Plan



香港市場 Hong Kong Market

加強員工歸屬感
Strengthening Staff Engagement



團隊建立活動
Team Building



魅力早會(香港2019)
Charisma Meeting (Hong Kong 2019)



所有香港員工為魅力大使候選人們奉上「服務」，「團隊力量」，「關懷」，「認可」，「挑戰」和「機會」的六項原則的投票。早會期間，還邀請了特別嘉賓分享他們的經驗。

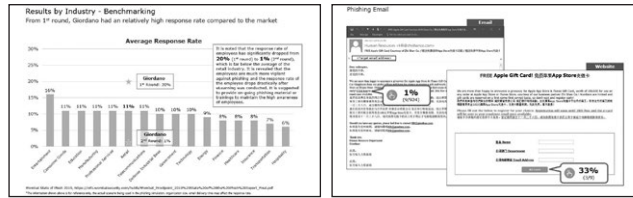
All Hong Kong staff participated to vote for their colleagues for the six principles of Charisma, "Service", "Team Power", "Caring", "Recognition", "Challenge" and "Opportunity". During the meeting, special guests are also invited to share their experiences.



Giordano 防範網絡釣魚意識培訓網上課程
e-Learning course "Awareness Training on Phishing – Giordano"

為提高各員工的保安意識，我們聘請服務供應商於本年度下半年向員工提供防範網絡釣魚意識培訓網上課程。由於網絡釣魚攻擊是現時最流行的其中一種網絡攻擊手法，根據國際保安機構所公開的數據顯示，針對企業的入侵往往也是由發出釣魚電郵開始，如能夠增強防範網絡釣魚攻擊將可大大減少發生其餘的保安事故。值得注意是在完成網上課程後，我們的員工對可能的網絡釣魚攻擊電子郵件更加警惕。網絡釣魚電子郵件的點擊百分比已從20%（第一輪網絡釣魚模擬）顯著下降到1%（第二輪網絡釣魚模擬），遠遠低於零售行業的平均水準。

In order to improve the cybersecurity awareness of all our staff, we have engaged a service provider to launch an e-Learning course "Awareness Training on Phishing – Giordano" to our staff in the second half of the year. Phishing is one of the most popular cybersecurity attacks. According to the data provided by the International Security Institution, corporate intrusion is often initiated by phishing emails. Strengthening our defense against phishing attacks can greatly reduce the likelihood of security incidents. It is noticed that our staff are more vigilant about the potential phishing email after the e-Learning period. The percentage of click on phishing emails has been significantly dropped from 20% (1st round phishing simulation) to 1% (2nd round phishing simulation), which is far below the average of the retail industry.



新加坡市場 Singapore Market

產品培訓

Trainings on Product Knowledge



(iii) 佐丹奴企業管理筆記簿

植根於佐丹奴多年的核心價值，企業文化和豐富經驗是我們成功的要素。在主席兼行政總裁劉國權博士帶領下，佐丹奴集合不同部門同事的力量，將這些寶貴的資料輯錄成四冊筆記簿，供員工隨時參考。我們希望將經驗、才能和專業知識揉合而成的寶貴知識，由口耳相傳轉為淺白的文字，讓我們的員工能長遠地得益。

(iii) Giordano Corporate Management Guide

Giordano's core values, corporate culture and accumulated experience are parts of our success story. Led by our Chairman and Chief Executive Officer, Dr. Lau Kwok Kuen, Peter, together with the contribution from staff members from various departments, we have summarized this information into four guide books for staff's handy reference. It is hoped that, by turning tacit knowledge built on experiences, aptitudes and know-how into explicit knowledge, our staff could benefit in the long term.

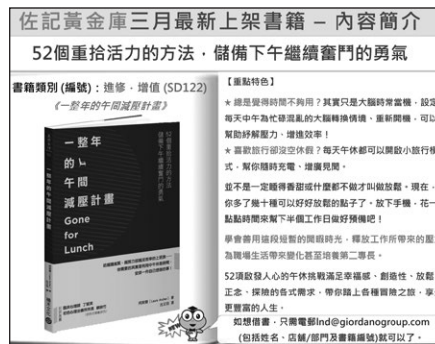


(iv) 「學習天地」專頁的網上學習資源

(iv) Online Learning Resources on the "Knowledge is Golden" Webpage

(a) 「佐記黃金庫」
Giordano Library

(b) 「Professor G 網誌」
Professor G Blog



(v) 自導學習計劃

自 1999 年起，香港總部透過「自導學習計劃」，營造持續學習氣氛，引導每位員工自我鞭策、自我增值。

(v) Self-Learning Scheme

Through the Self-Learning Scheme adopted since 1999 in Hong Kong Headquarters, we foster a continuous learning atmosphere to promote staff's individual initiative and responsibility for development by self-learning.

(vi) 培訓需求問卷調查

我們每年都進行培訓需求問卷調查，以了解各職級員工的培訓期望和需要，從而於來年為他們設計合適的課程，提高課程的實用性。

(vii) 進修津貼

為進一步激勵員工持續發展他們的技能和增加知識，佐丹奴設有不同的津貼計劃：

(a) 「進修津貼計劃」

為鼓勵員工增進知識及技能，促進個人成長，使其在工作表現及未來事業發展上均獲得裨益，香港總部設立了「進修津貼計劃」，以資助員工報讀與工作相關的外間訓練課程。

(b) 「學術進修資助計劃」

「學術進修資助計劃」已於 2016 年 9 月實施，為香港總部合資格及有志於進修的現任管理人員及有潛質的未來管理人才提供資助，以修讀更高學歷，如學位課程、碩士學位課程或其他專業資格課程等。

(viii) 為門市員工而設的「職業發展計劃」

為使店舖員工有更多發展機會及加強員工對工作的滿足感，香港總部推行「職業發展計劃」。此計劃適用於各門市員工，由他們的主管提名員工參與，旨在培訓員工所需的職業技能以助職業發展。

(vi) Survey on Training Needs

Each year, we conduct a survey to understand our staff's expectations and needs for training, which aids in designing the useful and practical training programs for them in the following year.

(vii) Training Subsidies

To further motivate our staff to continue developing their skills and enhancing their knowledge, Giordano has different subsidy schemes in place:

(a) Study Allowance Scheme

To encourage our staff to enhance their knowledge and skills for personal growth, which benefits their work performance and future career development, Hong Kong Headquarters has set up a "Study Allowance Scheme" to subsidize our staff in taking external work-related training courses.

(b) Management Academic Assistance Scheme

The "Management Academic Assistance Scheme" has been implemented since September 2016, which is designed to develop existing and potential management talent at Hong Kong Headquarters through financial support to successful applicants who wish to pursue higher education, such as studying in undergraduate, or postgraduate degrees or attainment of professional qualifications or accreditation.

(viii) "Career Development Program" for Shop Staff

To provide our shop staff with more opportunities for development and enhance their job satisfaction, Hong Kong Headquarters has launched a "Career Development Program". It is tailored for those shop staff nominated by their supervisors, aiming to equip staff with the skills they require to develop their careers through additional training.

社會層面 B4：勞工標準和人權政策

Social Aspect B4 : Policies on Labour Standards and Human Rights

在營運的過程中，包括我們供應商的生產設施，佐丹奴禁止僱用童工、強迫或強制勞動。在 2019 年，我們沒有發現任何營運過程或供應商有僱用童工、迫使工人執行危險工作、強迫或強制勞動。

Giordano prohibits the employment of child, forced or compulsory labour in any of its operations, including at suppliers' production facilities. In 2019, we did not identify any operation or suppliers having significant risks of child labour, workers exposed to hazardous works, or forced or compulsory labour.

佐丹奴 GIORDANO

關顧著我們的供應商

CARING FOR OUR SUPPLIERS

社會層面 B5 : 高效的供應鏈管理

Social Aspect B5 : Efficient Supply Chain Management

佐丹奴的供應鏈管理是以滿足顧客需要為大前提，藉著完善的計劃和信息共享，充分地協調供應、製造、倉儲、配送等各環節。當資源能更有效地整合起來時，我們就能降低成本，使效益最大化。

At Giordano, supply chain management is based on the premise of satisfying customers' needs, and better coordination among the various functions of our business, such as the supplies, manufacturing, warehousing and distribution by better planning and through information sharing. With more effective integration of resources, we thus reduce costs and maximize efficiency.

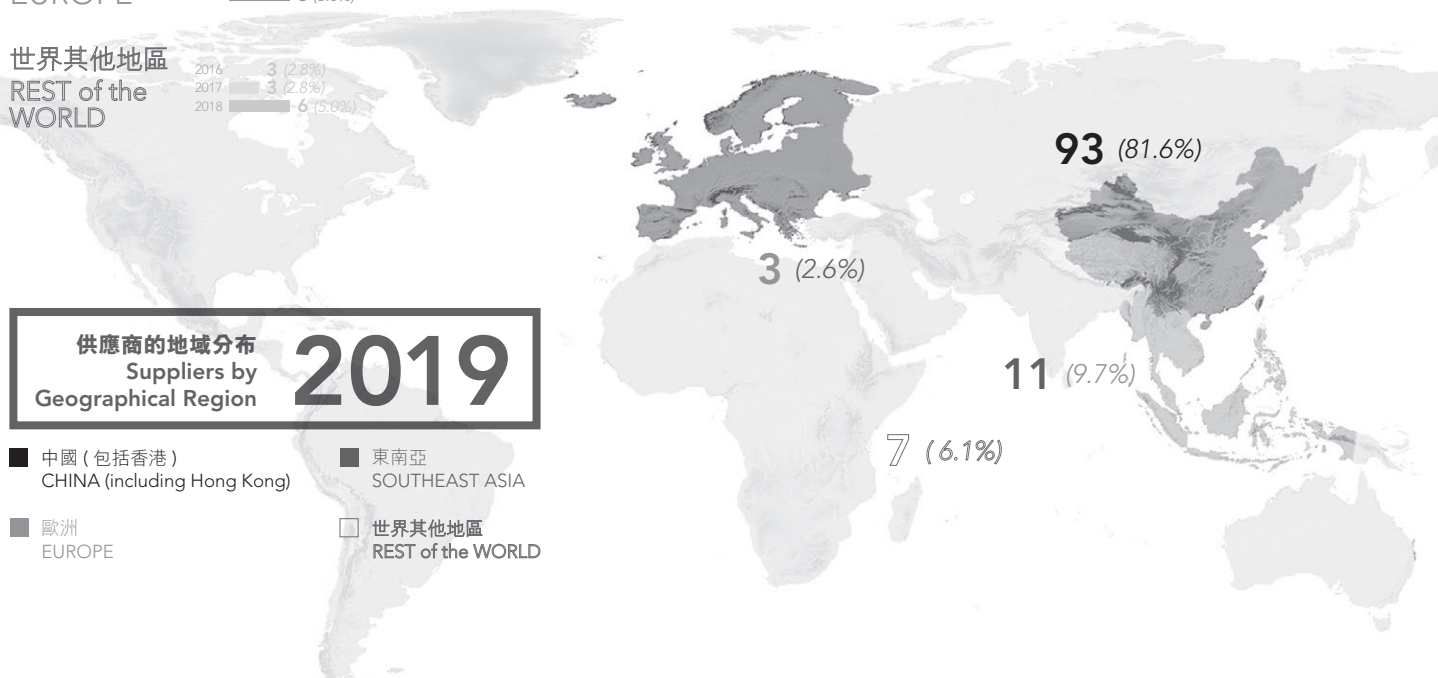
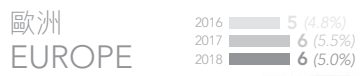
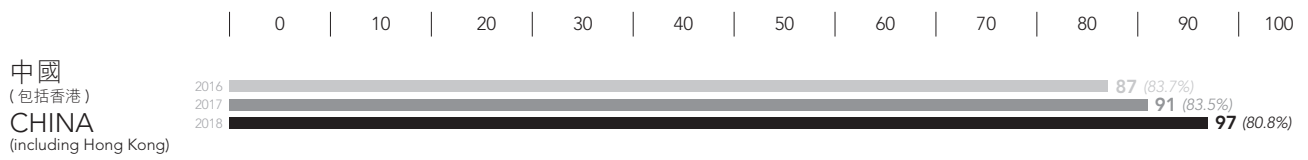
截至 2019 年 12 月 31 日，佐丹奴共有 114 家供應商，分布在世界各地：

As at December 31, 2019, Giordano has a total of 114 suppliers, located in different parts of the world:

圖 5

Graph 5

供應商的地域分布 Suppliers by Geographical Region



供應商的地域分布 Suppliers by Geographical Region 2019

- 中國 (包括香港) / CHINA (including Hong Kong)
- 東南亞 / SOUTHEAST ASIA
- 歐洲 / EUROPE
- 世界其他地區 / REST of the WORLD



附註：

- 「供應商」是指與佐丹奴集團有直接業務往來的服裝和配襯用品的生產商。
- 供應商的位置是根據其生產單位及總部的位罝而釐定。
- 由於四捨五入的原因，個別數字相加起來可能不等於其總計100%。

Notes:

- "Supplier" refers to the manufacturers of apparel and accessories which are directly engaged by Giordano.
- The geographical location of a Supplier is based on the location of its production facilities and its headquarters.
- The respective figure may not add up to 100%, due to rounding.



我們已建立完整的供應商品質監控機制，包括對供應商的審核和評估、品質檢驗及監督、針對供應商發展的戰略性計劃和物料採購。

我們亦積極促進供應鏈的可持續發展，並與我們的合作夥伴聯合履行企業社會責任，為公眾提供高品質的產品和服務。因此，供應鏈管理在佐丹奴的品質監控系統中是其中一個關鍵環節。

(1) 道德採購

供應鏈管理是佐丹奴的成功關鍵，因此我們與供應商緊密合作，確保他們符合我們對品質、表現及勞工準則的要求。我們更特別要求他們遵守以下「核心道德採購規定」：

- 聘用的員工必須符合當地法定的最低工作年齡；
- 不會在其生產設施的任何部份或任何方面強迫或禁錮勞工；
- 不得虐待或威嚇員工；
- 不得抵觸當地環保法律和法規；
- 須為員工提供安全健康的工作環境；及
- 需符合我們的各種標準，並致力於跟進糾正。

我們旨在與持有相似價值觀和原則之供應商合作。只有那些能遵守我們「核心道德採購規定」之供應商，同時亦致力改善其勞務、職業健康與安全以及環境措施，我們才會向他們採購。因此，在聘用前，新供應商必須完成並通過我們的「道德審計問卷」。

(2) 品質監控機制

(i) 佐丹奴一直以嚴謹的審查系統來揀選供應商。我們的品質監控團隊將會評估供應商的資格，並會即場測試和審查產品品質、適用性和品質一致性。當他們通過我們的審查和評估後，方被納入「合格供應商名單」，以便日後採購。而且，為了保障產品的質素，我們也會長期監察和定期審查所有供應商的質素。若供應商的資格有重大變化或有嚴重的品質問題，我們或會立即暫停接收供應商的交貨；如有需要，甚至取消其供應商的資格。此外，我們會不時進行突擊審查，以確保供應商符合我們各方面的標準。

(ii) 為了減輕供應鏈對環境和社會帶來的風險，以及推動供應商的可持續發展，我們會向主要的供應商派發「品質手冊」，包括以下的指導性文件：

- 「供應商行為守則」；
- 「工作場所標準」；
- 「產品安全和管制物料規管」；及
- 「接受和饋贈政策」。

We have established a complete supplier quality assurance mechanism, which covers the approval and evaluation of suppliers, quality inspection and supervision, strategic supplier development and materials procurement.

Furthermore, we actively promote the sustainable development of our supply chain and the joint fulfillment of corporate social responsibility with our partners to provide the public with high quality products and services. As such, supply chain management is always one of the key links in Giordano's quality control system.

(1) Ethical Sourcing

As supply chain management is critical for Giordano's success, we work closely with suppliers to ensure that they comply with our quality, performance and not least labour standards. In particular, we expect them to comply with the below "Core Ethical Sourcing Requirements":

- only employs workers that are above the local legal minimum age;
- does not use forced or prison labour in any part or aspects of its facilities;
- does not, or threaten to, physically abuse its workers;
- does not contravene local environmental laws and regulations;
- provides a safe and healthy work environment for its workers; and
- is compliant with our various standards and committed to following up corrective actions.

We aim to do business with those suppliers sharing similar values and principles, and intend to purchase from those who meet our above "Core Ethical Sourcing Requirements" and have demonstrated a commitment to improving their standards on labour, health and safety, and environmental practices. Thus, prior to engagement, new suppliers are required to complete and pass our "Ethical Audit Questionnaire".

(2) Quality Assurance Mechanism

(i) Giordano exercises a high level of scrutiny over the selection of suppliers. Apart from eligibility checking, suppliers are also subject to assessment and on-site audits on product quality as well as suitability and quality consistency tests conducted by our Quality Assurance Team. Only those pass our audits and assessments will be included into the "Qualified Supplier List" for bulk purchases. Also, to ensure our product quality, we carry out long-term quality monitoring and regular audits/reviews on all suppliers. Should there be any significant change in a supplier's eligibility or any serious quality issue, we may suspend its deliveries immediately and, if necessary, cancel its status as our qualified supplier. Moreover, our unannounced inspections from time-to-time will ensure our suppliers comply with our various standards.

(ii) In order to mitigate environmental and social risks within our supply chain, and to promote the sustainable development of our suppliers, a "Quality Manual" which covers below guiding documents is also distributed to our key suppliers:

- "Suppliers Code of Conduct";
- "Workplace Standards";
- "Product Safety and Regulated Substances Specification"; and
- "Accepting and Offering Policy".

(iii) 我們已建立一個供應商的資料庫，通過線上交易，為供應商提供公平、透明和容許競爭的機會。我們以“開放業務、監控流程、完備記錄、持續可追溯性”作為格言，從而確保採購回來的產品和服務的質素符合我們的標準。

(3) 創新技術提高競爭力

佐丹奴會用心檢視生產過程中的每個環節，提出當中可能出現的問題，旨在與供應商共同找出可以進一步改善的地方。透過優化過程、提升技術、精進工藝，供應商不但大大提高自身的生產效率及產品質素，亦有助他們提升自身能力，以面對更具挑戰的市場環境，並加強競爭力。雙方在這緊密的合作關係之下，彼此關係更穩固且互惠互利。

(4) 庫存管理

(i) 庫存管理是促銷效率的關鍵指標，亦是佐丹奴的核心競爭力。「零倉存」是佐丹奴對存貨管理的另一個核心價值，我們將繼續謹慎地調整我們的庫存組合，減少囤積存貨，提升盈利率和盈利能力。由於有效的庫存管理，我們庫存量仍然維持在健康的水平，截至 2019 年 12 月 31 日的庫存周轉天數為 100 天。

(ii) 除了統籌自己的庫存，佐丹奴也負責任地監控供應商及中國內地加盟商的庫存，以確保不會囤積帳外庫存而危及我們銷售規劃的靈活性和未來的批發業務。

(5) 基於交貨期的線上限額採購系統(「DBOTB」)

佐丹奴自 2016 年起實施線上 DBOTB，以：

- (i) 有系統地管理和調整採購訂單和交貨期表；
- (ii) 增加買手、子公司及總部在線上的溝通；
- (iii) 簡化採購計劃和流程；
- (iv) 迅速回應市場動態；和
- (v) 提高總部在貨物分配時的視野，繼而提升銷售機會。

(iii) A supplier database has been established, and through on-line transactions, we provide suppliers with fair, transparent and competitive opportunities. With “open business, controlled processes, fully documented and permanently traceable” as our watchwords, we thus ensure the quality of procured products and services compliant with our standards.

(3) Enhancing Competitiveness by Technological Innovation

Giordano will carefully examine every detail of the production process and raise any issues that may be discovered, with the aim of working with its suppliers to identify possible areas for further improvement. By optimizing the process, upgrading the technology and improving the workmanship, our suppliers not only greatly improve their production efficiency and product quality, but also help upgrade their capabilities in response to more challenging markets and enhance their competitiveness. This close-knit working relationship between both sides allows the parties to maintain a more stable and mutually benefit cooperation.

(4) Inventory Control

(i) Inventory control is a key indicator of merchandising efficiency and remains a core competence of Giordano. “ZERO STORAGE” is another core value of Giordano’s inventory control. We will continue to cautiously adjust our inventory portfolio and, once the resultant overstock depletes, our margins and profitability further recover. As a result of effective inventory control, our inventory remained healthy, with inventory turnover days on cost for the year ended December 31, 2019 was 100 days.

(ii) In addition to our own consolidated inventory, Giordano responsibly monitors inventory held at our suppliers and the franchisees in Mainland China to ensure that we do not build up off-balance sheet inventory that would jeopardize our merchandising flexibility and wholesale business in future.

(5) On-line Delivery Based Open-to-Buy Application (“DBOTB”)

Giordano started implementing an on-line DBOTB from 2016, which:

- (i) systematically controls and adjusts purchase orders and delivery schedules;
- (ii) improves communication among our buyers, subsidiaries and the Headquarters on-line;
- (iii) simplifies the planning and buying process;
- (iv) allows prompt response to dynamic market conditions; and
- (v) enhances the Headquarters’ visibility when performing stock allocation and hence maximizing sales opportunities.

佐丹奴 GIORDANO

關顧著我們的客戶

CARING FOR OUR CUSTOMERS

社會層面 B6 : 服務和產品責任

Social Aspect B6 : Service and Product Liability

佐丹奴不斷努力為客戶提供最意想不到的購物體驗。我們「以優質舒適服飾展現顧客個人風采」這個使命，已直接充分展示了我們對提供卓越服務和高品質的承諾。

At Giordano, we continuously strive to provide our customers with the most enlightening shopping experience. Giordano's straight-forward mission, 'To Make People FEEL GOOD and LOOK GREAT', fully illustrates our total commitment to superior service and outstanding quality.

(1)「佐丹奴就是服務」承諾

佐丹奴對提供卓越服務的承諾源於 1989 年首次推出的「佐丹奴就是服務」承諾，當時每位員工都配戴印有「佐丹奴就是服務」的黃色徽章。從那時起，提供優質服務就成為佐丹奴的宗旨之一。

為了確保每位員工提供優質的客戶服務，我們邀請神秘顧客來評核各店舖整體的表現以及個別前線員工的服務水平。我們致力為客戶提供優質服務，成績有目共睹，多年來獲得多項與服務相關的獎項，包括香港零售管理協會頒發的「2019 年度傑出服務獎」。

(1) "Giordano Means Service" Campaign

Giordano's commitment to superior service stems from the "Giordano Means Service" campaign which was first launched in 1989, at which time every staff wore yellow badge bearing the words "Giordano Means Service". Since then, quality service has become one of the tenets of Giordano.

To ensure every shop staff offers excellent customer service, we conduct performance evaluations frequently at the store level, as well as for frontline staff by mystery shoppers. Our efforts to provide excellent customer service have been recognized by a long list of service-related awards we have received over the years, including the "2019 Service & Courtesy Award" presented by the Hong Kong Retail Management Association ("HKRMA").



香港零售管理協會頒發的
「2019 年度傑出服務獎」
"2019 Service & Courtesy Award"
presented by HKRMA

「超越顧客期望」是多年來佐丹奴秉承的一個簡單宗旨，至於如何「超越」顧客期望，具體可透過「為顧客多想一步」、「度身訂造的服務」來達成。我們的店員能提供專業意見、靈活而迅速地回應顧客，幫助客人選購他們需要的貨品。與此同時，為方便客戶，我們也允許售後退換產品。

"Exceeding customers' expectations" is a simple objective that Giordano has upheld for many years, which we achieve through "thinking one step ahead for customers' needs" and "providing tailor-made services". Our frontline staff provide professional advice and flexible and rapid response to customers, helping them choose the right products in need. Meanwhile, to satisfy our customers, we also allow them to return and exchange products after purchases.



榮獲 2019 傑出優質商戶獎

由香港旅遊發展局舉辦「傑出優質商戶獎項」，旨在嘉許有持續傑出表現的零售商戶。Giordano 榮獲 2019 傑出優質商戶獎 (成衣及配飾組別) 銀獎。此外，佐丹奴已連續 15 年獲得香港旅遊發展局「優質旅遊服務」計劃的認證。

2019 Outstanding QTS Merchant & Service Staff Awards

Hosted by Hong Kong Tourism Board, to award the retailers for their outstanding services and Giordano won a silver award. Also, Giordano has continuously recognized as a Quality Merchant by the Hong Kong Tourism Board for 15 years.



獎項及肯定

- 佐丹奴網站榮獲十大電子商務網站大獎

佐丹奴電商網站榮獲亞洲零售博覽會選為 2018 年度十大電子商務網站之一。這十大電子商務網站大獎(以表揚和嘉許提升顧客購物體驗、促進業務發展的電子商務網站)，認可了佐丹奴電商網站致力推動及提供最佳電子商貿水準，為顧客提供優秀的購物網站，提升顧客購物體驗。

- Powerlist 佐丹奴香港總部的法律團隊名列 GC Powerlist

與此同時，我們也欣然宣布，佐丹奴香港總部的法律團隊名列香港 GC Powerlist 的「Team Powerlist」類別。香港 GC Powerlist 由 The Legal 500 出版，The Legal 500 亦負責核實和確認我們的資格。香港 GC Powerlist 表彰我們的內部法律團隊：

1. 能於公司或同行中有所貢獻；
2. 能為複雜的問題制定技術解決方案；
3. 能創建創新結構，確保內部職能推動業務發展；及
4. 能成為其他公司法律顧問的榜樣，實踐應遵循的商業工作模式。

Awards and Recognition

- Giordano Website won Top 10 eCommerce Website Award

The Retail Asia Expo has awarded Giordano's eCommerce website as one of the "Top 10 eCommerce websites" for 2018. This "Top 10 eCommerce Website Award", which recognized and awarded websites that have raised the bar for user experience and achieved outstanding operation growth, has acknowledged Giordano's eCommerce website for fostering and delivering continuous and exemplary e-commerce standards as well as enhancing user experience with an outstanding shopping platform.

- Giordano's Legal Team at Hong Kong Headquarters named in the GC Powerlist

Meanwhile, we are also delighted to announce that Giordano's Legal Team at Hong Kong Headquarters has been named in the "Team Powerlist" category of the GC Powerlist Hong Kong, published by The Legal 500 - which carried out the research to corroborate and validate our inclusion, in recognition of our in-house legal team:

1. being instrumental in changing or forming opinions within the company or industry;
2. developing technical solutions to complex issues;
3. creating innovative structures to ensure that the in-house function is driving the business forward; and
4. providing a business working model that other corporate counsel should follow.



Giordano is a global fashion brand and clothing retailer with locations across 30 countries and 2,400 stores across Asia, Australasia and the Middle East. It operates the brands Giordano, Giordano Ladies, Giordano Junior, BSX and Beau Monde and is moving to expand into Europe and the Americas. Leading the legal team at the company is Mark Loynd, who in his role of general counsel, company secretary and director of human resources, has been responsible for the company's legal, compliance and regulatory affairs globally since 2013. The legal team under Loynd's direction has facilitated the company's recent rapid expansion and development which resulted in some of its highest growth since thanks to work managed and completed by the legal team in the last five years. The team manages all of the legal affairs of the company including its regulatory affairs relating to import and export tariffs, supply chain regulations, privacy and IP, as well as employment matters. A truly multijurisdictional team, the Giordano legal department has recently overseen the opening of another flagship store in Hong Kong, as well as the company's completion of a business acquisition in Vietnam and the opening of the first location in Mongolia.

- Giordano Junior 榮獲「2018 父母最愛信心家庭品牌獎」

在 2018 年，Giordano Junior 榮獲「2018 父母最愛信心家庭品牌獎」的幼兒服裝組別，該獎項由香港的重量級親子平台 Baby Kingdom 頒發。經過 Baby Kingdom 會員以及專業評審的投票，Giordano Junior 在四大入選品牌中突圍而出，證明 Giordano Junior 一直以來充滿創意的設計、高質量的服裝產品均獲得本地家庭及專業評審的認同。

(2) 安全與健康

- (i) 除了專業的顧客服務外，一個舒適及安全的購物環境也是愉快購物體驗所必需的。因此，我們致力 (a) 為員工和顧客提供安全及健康的環境，以及 (b) 在營商場所排除可避免的意外及危害健康的事故。
- (ii) 如前述社會層面 B5(2)(ii)，我們為供應商提供一份「品質手冊」作參考，說明對產品品質和安全的標準及要求。
- (iii) 我們要求供應商遵守有關產品安全的適用法規，並定期更新佐丹奴禁用的有害物質和不人道生產過程，例如「噴砂」和「生拔鵝毛」。
- (iv) 我們也聘請獨立和認可的第三方實驗室測試我們的物料和產品，以確保符合國際安全標準。
- (v) 「我們在意，只因您在意」

我們為確保產品安全而努力不懈，這是我們的核心價值之一。例如 Giordano Junior 服裝中的所有拉繩，我們均會確保拉繩完全固定在腰帶上，以免兒童意外拉出。我們也不會使用金屬拉鍊，即使金屬拉鍊的使用在業內十分普遍。

(3) 「保護知識產權」

- (i) 「知識產權管理人員培訓課程」

現今，知識產權被視為業務發展的關鍵因素。在佐丹奴，保護知識產權是我們的首要任務之一。為了提高知識產權的意識及積極保護集團的知識產權免受侵犯，我們兩家子公司於 2017 年參加了香港知識產權署的「知識產權管理人員計劃」。在員工完成知識產權署的「知識產權管理人員培訓課程」後，我們獲發嘉許狀。



- Giordano Junior was awarded with "2018 Parents' Favorite Family Brand"

Giordano Junior was awarded with "2018 Parents' Favorite Family Brand" under the "Children Clothing" category in 2018. This Award was presented by Baby Kingdom, a popular online parent-child platform at Hong Kong. Further to the assessment by the members of Baby Kingdom and a panel of professional judges, Giordano Junior stood out from the other 3 finalists, being in recognition of its creative designs and high-quality products.

(2) Safety and Health

- (i) In addition to the professional customer service, a pleasant shopping experience also requires a comfortable and safe shopping environment. We are committed to (a) ensuring a safe and healthy environment for our staff and customers, and (b) eliminating preventable accidents and health hazards in our business locations.
- (ii) As mentioned in earlier Social Aspect B5(2)(ii), we have a Quality Manual setting forth our standards and specification regarding product quality and safety for our suppliers' compliance.
- (iii) We demand our suppliers to comply with all applicable laws and regulations on product safety, and regularly update them of the hazardous substance and inhumane production processes banned by Giordano, such as the "sandblasting" process and the "live-plucking" goose down process.
- (iv) We also engage independent and accredited third party laboratories to test our materials and products, to ensure compliance with the international safety standards.
- (v) "We care because you care"

Much effort has been spent on product safety, which is one of our core values. For instance, we make sure that all drawstrings in our Giordano Junior clothing are fixed to the waistband to avoid pulling out by children accidentally. We also will not use metal zippers, which are however commonly used by our counterparts.

(3) Protecting intellectual property rights

- (i) "IP Manager Training Program"

Nowadays, intellectual property ("IP") is recognized as a key element in business development and, here at Giordano, protecting IP rights is one of our top priorities. To enhance awareness of IP protection within Giordano and to proactively protect our IP from infringement, two of our subsidiaries participated in the IP Manager Scheme organized by Intellectual Property Department of Hong Kong in 2017. After completion of its "IP Manager Training Program" by our staff, we were awarded a Certificate of Commendation.

(ii) 「知識產權及設計 / POP 審查工作坊」

於此同時，兩個知識產權及設計 / POP 審查工作坊分別於 2018 年 12 月和 2019 年 1 月在東莞設計中心和香港總部舉行。我們不遺餘力去培訓員工，讓他們知道保護知識產權和避免侵權的重要性。



(ii) Intellectual Property Rights & Design/POP Vetting Workshop

Meanwhile, two rounds of the Intellectual Property Rights & Design/POP Vetting Workshop were held in our Dongguan Design Centre and Hong Kong Headquarters office separately in December 2018 and January 2019 – striving every effort to train up our staff with knowledge of protecting the IP rights and avoiding infringements.



(4) 消費者資料保障及私隱政策

客戶私隱的議題一直是城中熱話，不容忽視。為遵守本地法規及歐盟的通用數據保障條例（2018 年 5 月 25 日生效，「GDPR」），我們已修訂本集團的「隱私政策及收集個人資料聲明」及私隱聲明（中英文版本），並上載至我們的官方網站及 / 或網店（如適用），供公眾及客戶參考。除此之外，我們也邀請了一所國際律師行為獨立第三方，審查並最終確認我們已經符合 GDPR 的要求。我們亦不時提醒員工遵守政策要求。

(4) Consumer Data Protection and Privacy Policies

Customer privacy has become a hot topic that we cannot overlook. In compliance with the local laws and the European Union's General Data Protection Regulations (effective from May 25, 2018, "GDPR"), we have updated our Group-wide "Privacy Policy and Personal Information Collection Statement" and "Privacy Notice" (both in English and Chinese, as uploaded onto our official websites and/or e-shops, where appropriate) for the public and customers' reference. We invited an independent third party global law firm to audit our practices and confirmed our compliance with the GDPR. Furthermore, staff are kept reminded to fully observe the policy from time to time.

社會層面 B7 : 反貪污 Social Aspect B7 : Anti-Corruption

- (1) 我們絕對不容忍賄賂和貪污，而我們的「員工手冊」及「紀律守則」（已上載於公司的內聯網）讓員工明確瞭解到佐丹奴嚴格的反貪污、反賄賂和利益衝突的標準、饋贈政策、採購和密函檢舉政策，以及如何處理佐丹奴股份之交易及投資的政策。
- (2) 為了確保員工恪守我們的嚴格要求及保持高道德水平，所有員工均須每年至少填報一次「利益申報書」。如遇有任何利益衝突的情況，有關員工須立即更新此「利益申報書」。
- (3) 為提升員工的商業誠信和道德操守，我們恆常舉辦有關反貪污的研討會。此類研討會是強制性的，每位香港總部員工必須最少出席一次。
- (4) 此外，我們與供應商的合同要求他們完全遵守我們的「品質手冊」，包括前述社會層面 B5(2)(ii)中提及的「收受及提供利益政策」。此外，我們亦會恆常地致函予所有相關員工、業務夥伴及供應商，提醒他們有關的集團政策（每年兩次，分別在中秋節前及中國農曆新年前）。佐丹奴於 2019 年沒有發現任何有關反貪污法規的違例情況。

- (1) We adopt a zero-tolerance approach towards bribery and corruption, and our Staff Handbook and Code of Conduct (as uploaded onto the Company's Intranet) clearly inform our staff of Giordano's strict standards regarding anti-corruption, anti-bribery, conflicts of interest, gift, procurement and whistle-blowing policies, as well as our policies on dealings and investment in Giordano's shares.
- (2) To ensure that our staff comply with the requirements imposed and uphold high ethical standards, all staff are required to complete and submit a "Declaration of Interests" at least once a year. If there are any cases of conflict of interest, the relevant staff are required to update their declaration immediately.
- (3) We also proactively promote business integrity and ethics among our staff by organizing seminars on anti-corruption regularly. This kind of seminars is compulsory as to be attended at least once by each Hong Kong Headquarters staff.
- (4) Furthermore, our contracts with suppliers require their full compliance with our Quality Manual, including "Advantage Solicitation and Acceptance" as quoted in earlier Social Aspect B5(2)(ii). In addition, we regularly issue reminders to all relevant staff, business associates and suppliers reminding them of our Group Policy on Accepting and Offering Advantages (i.e. twice a year, before Mid-Autumn Festival and Chinese Lunar New Year). We are not aware of any incidents of non-compliance in relation to anti-corruption in 2019.

佐丹奴 GIORDANO

關顧著我們的社區

CARING FOR OUR COMMUNITY



社會層面 B8 : 社區參與

Social Aspect B8 : Community Involvement

「回饋社會」是佐丹奴非常重要的經營宗旨。秉承「沒有陌生人的世界」這個信念，佐丹奴積極支持各慈善機構及慈善活動，特別關注與教育、兒童及弱勢社群有關的項目。

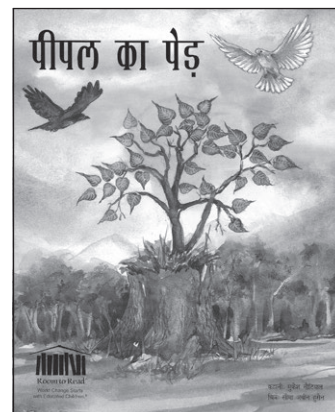
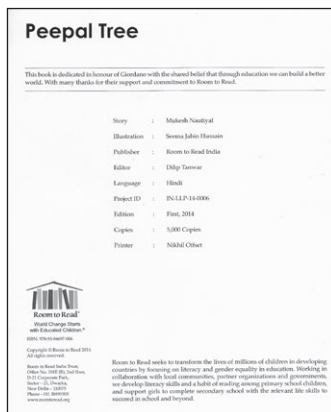
Contributing to our communities is a very important part of Giordano's ethos. Acting on our belief in a 'World Without Strangers', Giordano actively supports various charitable organizations and causes, especially those associated with education, children and the underprivileged.

佐丹奴參與了一些持續性的教育項目：

Giordano has engaged in a number of ongoing educational projects:

- (1) 於 2014 年，我們與 Room to Read 聯合推出了「Do Not Read This」活動，通過在佐丹奴店舖銷售限量版 T 恤，為這個非牟利組織籌集資金。利用佐丹奴的捐贈，Room to Read 為貧困兒童出版了兩本兒童書籍共 15,000 本，分別以兩種印度語言印刷。
- (2) 佐丹奴對弱勢兒童教育的關注，也見諸於參與另一項項目－「希望工程」。這是由中國青少年發展基金會籌劃的公共服務項目，佐丹奴為此項目的長期支持者，透過捐助興建佐丹奴希望小學，為內地貧困農村的兒童提供小學教育之機會。截至 2019 年底，佐丹奴已捐助了 22 所佐丹奴希望小學。
- (3) 此外，我們亦捐助福幼基金會，表達對中國內地兒童福利的支持。

- (1) In 2014, we launched the "Do Not Read This" campaign in conjunction with Room to Read, which raised funds for the non-profit organization through selling limited edition T-shirts in Giordano's shops. With Giordano's donations, Room to Read published 15,000 copies of two children's books in two Indian languages for underprivileged children.
- (2) This focus on education for underprivileged children is also evident in another Giordano's ongoing project, Project Hope, a public service project organized by the China Youth Development Foundation. Giordano has been a long-standing supporter of the project's work in providing children in poverty-stricken rural areas of Mainland China with access to primary school education by funding the construction of a number of Giordano Hope primary schools. As at the end of 2019, 22 Giordano primary schools of Hope have been completed.
- (3) We also donated to the Caring for Children Foundation in support of children's welfare in Mainland China.



新報 (11/9/2014)
Hong Kong Daily News

其中一本以印地語撰寫的兒童書籍，由佐丹奴資助 Room to Read 出版。
One of the children books, in Hindi, published by Room to Read with Giordano's donation.

2019 ESG REPORT 環境、社會及管治報告書

(4) 在 2019 年，我們在台灣舉辦了幾項社區活動，包括舊衣捐贈和海灘清潔活動。

(4) In 2019, we have several community activities in Taiwan, including second-hand clothing donations and beach cleaning activities.

二手衣募集
Second-Hand Clothing Recruitment



淨灘活動
Beach Cleaning Activity



2019 中區舊衣捐助計畫
2019 Central District Old Clothes Donation Project



層面、一般披露及 關鍵績效指標 Aspects, General Disclosures & KPIs	描述 Description	《2019年環境、 社會及管治報告》 2019 ESG Report
環境層面A3：環境及天然資源 Environmental Aspect A3: The Environment and Natural Resources		
一般披露 General Disclosure	減低發行人對環境及天然資源造成重大影響的政策 Policies on minimizing the issuer's significant impact on the environment and natural resources.	A3
關鍵績效指標A3.1 KPI A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動 Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them.	A3
社會層面B1：僱傭 Social Aspect B1: Employment		
一般披露 General Disclosure	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料 Information on: (a) the policies, and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	B1
關鍵績效指標B1.1 KPI B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數 Total workforce by gender, employment type, age group and geographical region.	B1 圖2及3 Graph 2 & 3
關鍵績效指標B1.2 KPI B1.2	按性別、年齡組別及地區劃分的僱員流失比率 Employee turnover rate by gender, age group and geographical region.	
社會層面B2：健康與安全 Social Aspect B2: Health and Safety		
一般披露 General Disclosure	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	B2
關鍵績效指標B2.1 KPI B2.1	因工作關係而死亡的人數及比率 Number and rate of work-related fatalities.	
關鍵績效指標B2.2 KPI B2.2	因工傷損失工作日數 Lost days due to work injury.	
關鍵績效指標B2.3 KPI B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法 Description of occupation health and safety measures adopted, how they are implemented and monitored.	B2
社會層面B3：發展及培訓 Social Aspect B3: Development and Training		
一般披露 General Disclosure	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	B3
關鍵績效指標B3.1 KPI B3.1	按性別及僱員類別劃分的受訓僱員百分比 The percentage of employees trained by gender and employee category.	
關鍵績效指標B3.2 KPI B3.2	按性別及僱員類別劃分、每名僱員完成受訓的平均時數 The average training hours completed per employee by gender and employee category.	

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社會層面B4：勞工準則 Social Aspect B4: Labour Standards		
一般披露 General Disclosure	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	B4
關鍵績效指標B4.1 KPI B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工 Description of measures to review employment practices to avoid child and forced labour.	B4, B5(1)
關鍵績效指標B4.2 KPI B4.2	描述在發現違規情況時消除童工及強制勞工情況所採取的步驟 Description of steps taken to eliminate child and forced labour practices when discovered.	
社會層面B5：供應鏈管理 Social Aspect B5: Supply Chain Management		
一般披露 General Disclosure	管理供應鏈的環境及社會風險政策 Policies on managing environment and social risks of the supply chain.	B5
關鍵績效指標B5.1 KPI B5.1	按地區劃分的供應商數目 Number of suppliers by geographical region.	B5 圖5 Graph 5
關鍵績效指標B5.2 KPI B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行監察方法 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	B5
社會層面B6：產品責任 Social Aspect B6: Product Responsibility		
一般披露 General Disclosure	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	B6
關鍵績效指標B6.1 KPI B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	
關鍵績效指標B6.2 KPI B6.2	接獲關於產品及服務的投訴數目以及應對方法 Number of products and service related complaints received and how they are dealt with.	
關鍵績效指標B6.3 KPI B6.3	描述與維護及保障知識產權有關的慣例 Description of practices relating to observing and protecting intellectual property rights.	B6(3)
關鍵績效指標B6.4 KPI B6.4	描述質量檢定過程及產品回收程序 Description of quality assurance process and recall procedures.	
關鍵績效指標B6.5 KPI B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法 Description of consumer data protection and privacy policies, how they are implemented and monitored.	B6(4)

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社會層面B7：反貪污 Social Aspect B7: Anti-corruption		
一般披露 General Disclosure	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	B7
關鍵績效指標B7.1 KPI B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	
關鍵績效指標B7.2 KPI B7.2	描述防範措施及舉報程序，以及相關執行及監察方法 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	B1(3), B7
社會層面B8：社區投資 Social Aspect B8: Community Investment		
一般披露 General Disclosure	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策 Policies on community engagement to understand the needs of the community where the issuer operates and to ensure its activities take into consideration the community's interests.	B8
關鍵績效指標B8.1 KPI B8.1	專注貢獻範疇 Focus areas of contribution.	B8
關鍵績效指標B8.2 KPI B8.2	在專注範疇所動用資源 Resources contributed to the focus areas.	

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