

**TEXWINCA** holdings limited

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ANNUAL REPORT 2019 年報

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# Corporate Information 公司資料

## DIRECTORS

Poon Bun Chak (*Executive Chairman*)  
Ting Kit Chung (*Chief Executive Officer*)  
Poon Ho Tak  
Au Son Yiu\*  
Cheng Shu Wing\*  
Law Brian Chung Nin\*

\* *Independent Non-executive Directors*

## NOMINATION COMMITTEE

Cheng Shu Wing (*Chairman*)  
Au Son Yiu  
Law Brian Chung Nin  
Ting Kit Chung

## REMUNERATION COMMITTEE

Au Son Yiu (*Chairman*)  
Cheng Shu Wing  
Law Brian Chung Nin  
Ting Kit Chung

## AUDIT COMMITTEE

Law Brian Chung Nin (*Chairman*)  
Au Son Yiu  
Cheng Shu Wing

## COMPANY SECRETARY

Chan Chi Hon

## REGISTERED OFFICE

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor, Metroplaza Tower II,  
223 Hing Fong Road, Kwai Chung,  
New Territories, Hong Kong

## 董事

潘彬澤(*執行主席*)  
丁傑忠(*行政總裁*)  
潘浩德  
區樂耀\*  
鄭樹榮\*  
羅仲年\*

\* *獨立非執行董事*

## 提名委員會

鄭樹榮(*主席*)  
區樂耀  
羅仲年  
丁傑忠

## 薪酬委員會

區樂耀(*主席*)  
鄭樹榮  
羅仲年  
丁傑忠

## 審核委員會

羅仲年(*主席*)  
區樂耀  
鄭樹榮

## 公司秘書

陳志漢

## 註冊辦事處

Clarendon House,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

## 總辦事處及主要營業地點

香港新界  
葵涌興芳路223號  
新都會廣場第2座16樓

# Corporate Information 公司資料

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

## 主要股份過戶登記處

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

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited  
Level 22, Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong\*

## 香港股份過戶登記分處

卓佳登捷時有限公司  
香港灣仔  
皇后大道東183號  
合和中心22樓\*

## AUDITOR

Ernst & Young  
*Certified Public Accountants*

## 核數師

安永會計師事務所  
*執業會計師*

## LEGAL ADVISORS

Jennifer Cheung & Co.  
Wilkinson & Grist

## 法律顧問

張美霞律師行  
高露雲律師行

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited  
BNP Paribas  
Citibank, N.A.  
The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank  
Mizuho Bank Limited

## 主要往來銀行

中國銀行(香港)有限公司  
法國巴黎銀行  
花旗銀行  
香港上海匯豐銀行有限公司  
恒生銀行  
瑞穗銀行

## WEBSITES

<http://www.texwinca.com/>  
<http://www.irasia.com/listco/hk/texwinca/>

## 網址

<http://www.texwinca.com/>  
<http://www.irasia.com/listco/hk/texwinca/>

\* will be changed to Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong with effect from 11 July 2019

\* 自二零一九年七月十一日起，更改為香港灣仔皇后大道東183號合和中心54樓

# Financial and Operational Highlights 財務與業務摘要

(Amounts expressed in HK\$' million, unless specified) (以港幣百萬元為單位，除特別註明外)		Notes 附註	2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
Turnover	營業額		8,210	8,531	7,858	9,343	9,322
Profit for the year attributable to ordinary equity holders of the Company	本公司普通權益所有者應佔本年度溢利		325	304	479	1,051	773
Total equity	總權益		5,378	5,725	5,897	6,561	6,320
Total assets	總資產		8,579	9,220	9,975	9,325	9,999
Total liabilities to total equity ratio (times)	總負債與總權益比率(倍數)		0.6	0.6	0.7	0.4	0.6
Total interest-bearing debts to total equity ratio (times)	總付息債務與總權益比率(倍數)		0.3	0.3	0.4	0.1	0.3
Current ratio (times)	流動比率(倍數)		2.0	2.0	2.0	2.9	2.3
Trade and bills receivables to turnover (days)	應收賬款及票據比營業額(日)		42	45	37	27	36
Inventories to turnover (days)	存貨比營業額(日)		97	96	95	80	73
Net assets per share (HK cents)	每股資產淨額(港幣仙)		389	380	394	444	440
Return on total assets (%)	總資產回報率(%)		3.8	3.3	4.8	11.3	7.7
Return on turnover (%)	營業額回報率(%)		4.0	3.6	6.1	11.2	8.3
Interest cover (times)	利息保障比率(倍數)	1	12	12	20	91	37
EBITDA	息、稅、折舊及攤銷前利潤	2	693	769	802	1,637	1,163
EBITDA on turnover (%)	息、稅、折舊及攤銷前利潤比營業額(%)		8.4	9.0	10.2	17.5	12.5
Basic earnings per share (HK cents)	基本每股盈利(港幣仙)	3	23.5	22.0	34.6	76.0	56.0
Dividends per share (HK cents)	每股股息(港幣仙)		30.0	35.0	62.0	62.0	56.0
Dividend yield (%)	股息回報率(%)	4	10.2	8.5	11.9	8.2	7.9
Number of issued shares (million)	已發行股份數目(百萬)		1,382	1,382	1,382	1,382	1,382
Number of employees:	僱員人數：						
Hong Kong and Macau	香港及澳門		769	697	601	622	648
Taiwan	台灣		9	10	10	9	10
Mainland China	中國大陸		11,879	12,638	13,368	14,722	15,740
Total	總數		12,657	13,345	13,979	15,353	16,398

## Financial and Operational Highlights 財務與業務摘要

### Notes:

1. Interest cover was calculated by dividing the profit before interest and tax by the interest expenses.
2. EBITDA is the earnings before interest, tax, depreciation and amortisation expenses.
3. Number of shares was on weighted average basis.
4. Dividend yield was calculated by dividing the dividends per share by the closing market price per share as at the end of the respective reporting period.
5. The financial results of the above refer to the results of the Group for each financial year. And, the other figures used were the position of the Group as at the end of the respective reporting period.

### 附註：

1. 利息保障比率之計算為利息及稅項前之溢利與利息費用之比率。
2. 息、稅、折舊及攤銷前利潤為未計利息、稅項、折舊及攤銷費用前利潤。
3. 股份數目按加權平均基準計算。
4. 股息回報率之計算為每股股息與於相關報告期末每股收市價之比率。
5. 以上業績乃指本集團於每個財政年度的業績，而其他數字則指本集團於於相關報告期末之情況。

# Chairman's Statement 主席報告書

On behalf of the Board, I am pleased to present the Group's consolidated financial results for the financial year ended 31 March 2019 and provide an overview of the Group's strategy and prospect.

For last year, the Group's profit attributable to shareholders of the Company was HK\$325 million, compared with HK\$304 million reported for 2018. Gross margin was slightly higher at 31.7%. The Board has declared a final dividend of HK15.0 cents per share.

The textile business was full of challenges in the year. We saw rising prices of raw materials, dyes and chemicals which led to rapid increase in production cost. The Sino-U.S. trade dispute has no direct business impact as the Group does not export fabric directly from China to the U.S. However, in view of further uncertainty, many customers reduced their sourcing orders in China. Despite these adverse factors, the Group managed to increase revenue and gross margin.

The retail business experienced a difficult year. In Mainland China, the economy was slow down in the shadow of the Sino-US trade tensions. The business performance of the Group was facing downward pressure mainly due to the weak China consumer sentiment and the unpredictable warm winter weather.

Looking ahead, global economy is full of uncertainties and the Group will be facing a challenging operating environment. However, the Group remains optimistic about future prospects. The Group has solid financial position, which is strong enough to overcome potential difficulties.

On behalf of the board, I would like to thank our shareholders, business partners and bankers for their ongoing support to the Group. My gratitude is also extended to our colleagues for their dedication and hard working.

**Poon Bun Chak**  
*Executive Chairman*

Hong Kong, 19 June 2019

本人謹代表董事會欣然提呈本集團截至二零一九年三月三十一日止財政年度之綜合業績，並概觀本集團之策略及前景。

去年，本公司股東應佔本集團溢利為325百萬港元，而二零一八年所報告為304百萬港元。毛利率輕微上升至31.7%。董事會已宣派末期股息每股15.0港仙。

紡織業務於年內充滿挑戰。受原料、顏料及化工原料價格上升影響，生產成本急速上升。中美貿易爭議對業務沒有直接影響，由於本集團並沒有產品直接由中國出口到美國。然而，由於前景不確定，不少客戶減少了中國之採購訂單。儘管在多項不利因素下，本集團收入及毛利率仍有增長。

零售業務經歷了艱苦的一年。在中美貿易角力陰影下，中國大陸經濟逐步放緩。本集團業務表現面對下行壓力主要由於中國消費信心疲弱及不可預知之暖冬氣候所致。

展望前景，全球經濟仍充滿不確定而本集團之經營環境將具挑戰性。然而，本集團對前景仍然樂觀。本集團具穩固之財務狀況，有足夠能力克服潛在困難。

本人謹代表董事會感謝股東、生意夥伴及往來銀行之不斷支持。本人亦對同事們之貢獻及辛勤，深表謝意。

**潘彬澤**  
*執行主席*

香港，二零一九年六月十九日

# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

For this fiscal year ended 31 March 2019, the Group's total turnover decreased by 3.8% to HK\$8,210 million (2018: HK\$8,531 million). Profit for the year attributable to the ordinary equity holders of the Company amounted to HK\$325 million (2018: HK\$304 million), a growth of 6.9%. The Group's gross profit margin was 31.7% (2018: 30.7%), an increase of 1.0 percentage point from last year.

Net profit contributed by an associate increased by HK\$58 million. The Board has recommended a final dividend of HK15.0 cents (2018: HK15.0 cents) per ordinary share. Including interim dividend, total dividend per ordinary share would be HK30.0 cents, a drop of 14.3% from last year.

### Textile business

Turnover of the textile business rose by 4.9% to HK\$4,759 million (2018: HK\$4,535 million). The amount represented 58.0% (2018: 53.2%) of the Group's total turnover. In the year, the Group experienced many unfavourable operational factors. Rising prices of raw materials, dyes and chemicals created a pressure on earnings. Labour and energy costs also went up substantially. The Sino-U.S. tussle has no direct business effect as the Group does not export finished products directly from the PRC to the U.S.. However, in view of the uncertainty ahead, some customers either delayed or reduced their purchasing orders. Despite a tough business environment, the Group managed to maintain overall operational stability. Revenue and gross profit margin increased by 4.9% and 2.4 percentage points respectively. The performance and the key financial ratios of the business were as below:

(Amounts expressed in HK\$'million, unless specified) (以港幣百萬元為單位，除特別註明外)		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
Net sales	銷售淨額	4,759	4,535	3,807	4,741	4,718
Gross profit margin (%)	毛利率(%)	18.3	15.9	16.9	21.7	21.7
Operating profit (note 1)	營業利潤(附註1)	354	241	350	666	622
EBITDA (note 1)	息、稅、折舊及攤銷前利潤(附註1)	526	410	518	842	802
Return on total assets (%) (note 2)	總資產收益率(%) (附註2)	4.2	1.9	4.9	9.6	8.5
Return on sales (%) (note 2)	銷售收益率(%) (附註2)	5.9	2.9	10.2	14.2	15.3
Return on equity (%) (note 2)	權益收益率(%) (附註2)	6.8	3.0	8.4	12.5	12.8
Capital expenditure	資本性支出	160	162	143	111	56

#### Notes:

- (1) Exclude interest income and rental income.  
(2) Exclude rental income.

## 業務回顧及未來發展

截至二零一九年三月三十一日止本財政年度，本集團之總營業額減少3.8%至港幣8,210百萬元(二零一八年：港幣8,531百萬元)。本公司普通權益所有者應佔本年度溢利為港幣325百萬元(二零一八年：港幣304百萬元)，上升6.9%。本集團之毛利率為31.7%(二零一八年：30.7%)，較去年增加1.0個百分點。

應佔聯營公司溢利淨額增加港幣58百萬元。董事會建議派發末期股息每普通股港幣15.0仙(二零一八年：港幣15.0仙)。連同中期股息，每普通股股息總額為港幣30.0仙，較去年下跌14.3%。

### 紡織業務

紡織業務之營業額上升4.9%至港幣4,759百萬元(二零一八年：港幣4,535百萬元)。此數目為本集團總營業額之58.0%(二零一八年：53.2%)。年內，本集團經歷許多不利營運情況。原料，顏料及化工原料價格上升對盈利帶來壓力。工資及能源成本亦陡升。中美貿易爭執並沒有帶來業務上直接影響，因本集團產品並沒有由中國直接出口到美國。然而，由於前景不確定，部份客戶訂單有減少或延遲。雖然業務環境嚴峻，本集團仍能維持整體營運穩定。收入及毛利率分別上升4.9%及2.4個百分點。此業務之表現及主要財務比率現列於下：

#### 附註：

- (1) 不包括利息收入及租金收入。  
(2) 不包括租金收入。



# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT

(continued)

### Retail and distribution business

Sales of the retail and distribution business amounted to HK\$3,448 million (2018: HK\$3,989 million), a decrease of 13.6%. The amount was 42.0% (2018: 46.8%) of the Group's total turnover. In the year, global consumer confidence appeared to have hurt by the trade tensions between China and the U.S.. In Mainland China, the consumption sentiment was weak. The business was also affected by the extremely warm winter weather. The performance and the key financial ratios of the business were as below:

(a) the business performance and the key financial ratios were as follows:

(Amounts expressed in HK\$ million, unless specified) (以港幣百萬元為單位，除特別註明外)		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
Net sales	銷售淨額	3,448	3,989	4,044	4,592	4,591
Gross profit margin (%)	毛利率(%)	50.1	47.4	45.5	46.6	46.8
Sales growth of comparable shops (%) (note 1)	可比店舖銷售增長比率(%) (附註1)	(12.8)	(6.9)	(7.8)	7.3	6.0
Operating profit/(loss) (note 2)	營業利潤/(虧損) (附註2)	(110)	14	(96)	(93)	13
EBITDA (note 2)	息、稅、折舊及攤銷前利潤(附註2)	(24)	102	(11)	8	113
Return on total assets (%) (note 3)	總資產收益率(%) (附註3)	(4.3)	0.4	(4.8)	(4.3)	(0.7)
Return on sales (%) (note 3)	銷售收益率(%) (附註3)	(2.9)	0.2	(2.3)	(2.4)	(0.3)
Return on equity (%) (note 3)	權益收益率(%) (附註3)	(8.8)	0.7	(15.9)	(9.5)	(2.1)
Capital expenditure	資本性支出	76	94	73	96	72

Notes:

- (1) Comparable shops include shops with full year operation during the year and the preceding year.
- (2) Exclude interest income and rental income.
- (3) Exclude rental income.

## 業務回顧及未來發展(續)

### 零售及分銷業務

此零售及分銷業務銷售額為港幣3,448百萬元(二零一八年：港幣3,989百萬元)，減少13.6%。此數目為本集團總營業額之42.0%(二零一八年：46.8%)。年內，全球消費信心因中美貿易關係緊張而受損。在中國大陸，消費情緒疲弱。此業務亦受到極端溫暖冬氣候所影響。此業務之表現及主要財務比率現列於下：

(a) 業務表現及主要財務比率現列如下：

附註：

- (1) 可比店舖指於該年及其前一年均有全年營運的店舖。
- (2) 不包括利息收入及租金收入。
- (3) 不包括租金收入。

(b) the analysis of turnover by major brand was as follows:

(b) 按主要品牌銷售分析如下：

(HK\$ million) (港幣百萬元)		2019 二零一九年	2018 二零一八年	2017 二零一七年	2016 二零一六年	2015 二零一五年
Baleno	班尼路	3,073	3,274	3,144	3,260	2,821
S&K	S&K	136	238	293	415	476
I.P. Zone	I.P. Zone	12	109	215	304	320
ebase	ebase	-	-	5	98	336
Others	其他	227	368	387	515	638
Total	合計	3,448	3,989	4,044	4,592	4,591

# Management's Discussion and Analysis 管理層之論述及分析

## REVIEW OF BUSINESS AND FUTURE DEVELOPMENT 業務回顧及未來發展(續)

(continued)

### Retail and distribution business (continued)

(c) the development in different markets was as follows:

零售及分銷業務(續)

(c) 各地市場發展情況如下：

#### Mainland China

中國大陸

		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
Net sales (HK\$' million)	銷售淨額(港幣百萬元)	2,767	3,414	3,476	4,013	4,014
Decrease in net sales (%)	銷售淨額之減少(%)	(19)	(2)	(13)	-	(2)
Retail floor area (sq. ft.)**	零售樓面面積(平方呎)**	1,626,047	1,781,314	1,723,190	1,779,340	1,700,135
Number of sales associates**	營業員數目**	4,182	4,946	5,493	6,425	6,971
Number of outlets* <sup>△</sup>	門市數目* <sup>△</sup>	2,183	2,499	2,326	2,770	2,865

#### Hong Kong

香港

		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
Net sales (HK\$' million)	銷售淨額(港幣百萬元)	681	575	568	579	486
Increase/(decrease) in net sales (%)	銷售淨額之增加/(減少)(%)	18	1	(2)	19	9
Retail floor area (sq. ft.)**	零售樓面面積(平方呎)**	87,752	79,822	65,515	64,543	62,440
Number of sales associates**	營業員數目**	571	484	385	395	393
Number of outlets**	門市數目**	78	73	60	64	59

\* As at the end of the reporting period

# For self-managed stores

<sup>△</sup> Including self-managed stores, consignment stores and franchise stores

\* 於報告期末

# 自營店

<sup>△</sup> 包括自營店、聯銷店及特許經營店

### Garment manufacturing business

Revenue of this associate decreased by 37.4% to HK\$196 million (2018: HK\$313 million). Net profit contribution to the Group amounted to HK\$55 million (2018: loss HK\$3 million). The profit contribution was mainly due to the written back of some tax provisions. In the year, 0.0% (2018: 3.3%) of the fabric consumed was supplied by the textile division and sales to retail division represented 0.0% (2018: 10.0%) of its revenue. The operation was ceased already and the Group is planning to establish a new self-owned garment factory.

### 製衣業務

此聯營公司收入減少37.4%至港幣196百萬元(二零一八年：港幣313百萬元)。對本集團淨溢利貢獻為港幣55百萬元(二零一八年：虧損港幣3百萬元)。溢利貢獻主要由於一些稅項準備回撥所致。年內，0.0%(二零一八年：3.3%)耗用布料由本集團紡織部門供應，而銷售予本集團零售部門則佔其收入0.0%(二零一八年：10.0%)。此業務已停止運作，而本集團正計劃新設一全資擁有製衣廠。

# Management's Discussion and Analysis 管理層之論述及分析

## FINANCIAL CONDITION

### Liquidity and financial resources

The Group continued to maintain a sound financial position. The current ratio, the total bank borrowings and the gearing ratio as at the year end were 2.0, HK\$1,529 million and -0.1 (2018: 2.0, HK\$1,578 million and -0.2) respectively. The gearing ratio refers to the ratio of the total interest-bearing debts, net of cash and cash equivalents, to the total equity.

During the year, the interest cover, the trade and bills receivables to turnover and the inventories to turnover were 12 times, 42 days and 97 days (2018: 12 times, 45 days and 96 days), respectively. The Group mainly satisfied its funding requirements with cash inflow from its operating activities and bank borrowings. At the year end, the cash and cash equivalents, the equity attributable to ordinary equity holders of the Company and the unutilized banking facilities were HK\$2,080 million, HK\$5,378 million and HK\$5,586 million (2018: HK\$2,445 million, HK\$5,249 million and HK\$6,049 million), respectively. The decrease in cash and cash equivalents compared with last year was mainly due to the purchase of tax reserve certificates of HK\$416 million during the year. The payment of additional tax reserve certificates of HK\$416 million also led to the increase in prepayments, deposits and other receivables during the year.

### Capital expenditure

The capital expenditure incurred by the Group during the year was HK\$236 million (2018: HK\$256 million). The capital expenditure incurred by the textile business for the year was HK\$160 million (2018: HK\$162 million) mainly for the addition of plant and machinery for the dyeing and knitting factory and the seamless garment factory. For the retail and distribution business, our capital expenditure incurred for the year mainly for the leasehold improvements of shops amounted to HK\$76 million (2018: HK\$94 million).

### Pledge of assets

No significant assets were pledged as at 31 March 2019 and 31 March 2018.

### Contingent liabilities

Details of the contingent liabilities as at 31 March 2019 and 31 March 2018 have been set out in note 35 to the financial statements.

## 財務狀況

### 流動資金及財務資源

本集團繼續維持良好的財務狀況。於本年末，流動比率、銀行貸款總額及資本負債比率分別為2.0倍、港幣1,529百萬元及-0.1倍(二零一八年：2.0倍、港幣1,578百萬元及-0.2倍)。資本負債比率乃指扣除現金及現金等價物的總附息債務除以總權益。

於本年，利息保障比率、應收賬款及票據比營業額周轉天數及存貨比營業額周轉天數分別為12倍、42天及97天(二零一八年：12倍、45天及96天)。本集團主要以經營所得現金流入及銀行貸款滿足其營運資金的需求。於本年末，現金及現金等價物、本公司普通股權益所有者應佔權益及未動用銀行信貸額分別為港幣2,080百萬元、港幣5,378百萬元及港幣5,586百萬元(二零一八年：港幣2,445百萬元、港幣5,249百萬元及港幣6,049百萬元)。現金及現金等價物較去年末減少，由於年內購買儲稅券港幣416百萬元。於本年年內，支付額外的儲稅券港幣416百萬元亦引致年內預付款項、訂金及其他應收賬款上升。

### 資本性支出

本集團於本年年內資本性支出為港幣236百萬元(二零一八年：港幣256百萬元)。紡織業務本年度資本性支出為港幣160百萬元(二零一八年：港幣162百萬元)，主要用作為織染廠及無縫製衣廠添置廠房及機器設備。零售及分銷業務方面，本年度資本性支出為港幣76百萬元(二零一八年：港幣94百萬元)，主要用於零售店舖的租賃改良。

### 資產抵押

於二零一九年三月三十一日及二零一八年三月三十一日，並無重大資產已作抵押。

### 或有負債

於二零一九年三月三十一日及二零一八年三月三十一日的或有負債明細已載於本財務報表附註35內。

# Management's Discussion and Analysis 管理層之論述及分析

## FINANCIAL CONDITION (continued)

### Foreign exchange and interest rate risks

The Group continued to adopt a strict and prudent policy in managing its interest rate and currency exchange risks. The major interest-bearing bank borrowings of the Group were HKD, USD and RMB fixed or floating rate borrowings with maturity due within two years (2018: within three years). At the year end, the cash and cash equivalents, debt instruments at amortised cost and other financial assets at fair value through profit or loss (2018: cash and cash equivalents, held-to-maturity investments and available-for-sale investments) were mainly denominated in HKD, RMB and USD. The cash and cash equivalents were placed as fixed deposits with well established financial institutions at fixed interest rate with maturity due within one year (2018: within one year). And, the debt instruments at amortised cost and other financial assets at fair value through profit or loss were mainly fixed rate investments with maturity due within six years or at perpetuity (2018: within seven years or at perpetuity). As affected by the trade war between US and China, the economic condition became more uncertain. We expect the interest rate will stay at the low level for a much longer term. The Group will continue to monitor the interest rate risk and arrange appropriate financial instruments to reduce its risk whenever appropriate.

During the year, the major assets, liabilities, revenue, expenses and procurements of the Group were denominated in HKD, USD, RMB, YEN and NTD and the Group had arranged foreign exchange forward contracts to reduce its currency exchange risk.

## HUMAN RESOURCES

At the year end, the Group had about 12,657 (2018: 13,345) employees in the Greater China. The remuneration of the employees was largely based on industry practice and the performance of individual employee.

## 財務狀況(續)

### 匯兌及利率風險

本集團維持嚴格及審慎政策管理其利率與匯率風險。本集團主要附息銀行貸款為定息或浮息的港元、美元及人民幣貸款，並於兩年內(二零一八年：三年內)到期。於本年末，現金及現金等價物、按已攤銷成本的債務工具及其他按公允值計入損益的金融資產(二零一八年：現金及現金等價物、持至到期的投資及可供出售投資)主要為港元、人民幣及美元。現金及現金等價物為存於有良好基礎的金融機構作一年內(二零一八年：一年內)到期的固定利率定期存款。按已攤銷成本的債務工具及其他按公允值計入損益的金融資產主要乃固定息率投資，到期日為六年內或永續(二零一八年：七年內或永續)。由於中美貿易戰，經濟情況變得更不明朗。我們預期利息將在較長時間保持於低水平。本集團將繼續監察利率風險，並於合適時間安排財務工具以減低該風險。

於本年內，本集團主要資產、負債、收入、支出及採購皆為港元、美元、人民幣、日元及新台幣，本集團已安排遠期外匯合約以減低其匯率風險。

## 人力資源

於本期末，本集團約有僱員12,657人(二零一八年：13,345人)於大中華。員工薪酬之釐定主要基於行業之情況及員工個人之表現。

# Management's Discussion and Analysis 管理層之論述及分析

## ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to promoting the long term sustainability of the environment and communities in which it operates. The Group has established environmental management system and energy management system in the textile manufacturing operations in accordance with international standards ISO 14001:2015 and ISO 50001:2011 respectively. The environmental management system will be reviewed from time to time in order to reduce risks related to environmental issues. While the energy management system will enable the Group to achieve continually improvement of energy performance, and therefore reduce energy cost and greenhouse gas emissions in long term.

During the year ended 31 March 2019, the Group was in compliance with the applicable environmental protection laws and regulations in connection with waste water, greenhouse gas emission, as well as solid waste generated from its textile manufacturing operations.

Relevant details of the Group's environmental policies and performance will be reported in the Environmental, Social and Governance Report of the Company to be published on the websites of the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

## COMPLIANCE WITH THE APPLICABLE LAWS AND REGULATIONS

The Group has ensured and continues to ensure full compliance with the applicable laws and regulations that have significant impact on its operations, including but not limited to laws and regulations in relation to environmental protection, product safety and liabilities, customer rights protection, employment and occupational safety.

The management will monitor the impact for any changes in the relevant laws and regulations from time to time and seek external advice if considered necessary.

## 環境政策及表現

本集團致力於促進環境和其營運所在的社區的長遠可持續發展。本集團紡織生產營運已分別根據國際標準 ISO 14001 : 2015 及 ISO 50001 : 2011 建立環境管理體系及能源管理體系。該環境管理體系將不時檢討以降低環境相關事宜的風險。而該能源管理體系使本集團能夠持續改善能源績效，從而長遠降低能源成本和溫室氣體排放。

於截至二零一九年三月三十一日止年度內，關於紡織生產營運產生之廢水、溫室氣體排放及固體廢物，本集團已遵守適用之環境保護法律及規例。

有關本集團之環境政策及表現之詳情，將於本公司環境、社會及管治報告內匯報，該報告將刊登於本公司及香港聯合交易所有限公司（「聯交所」）網站。

## 遵守適用法律及規例

本集團已確保及繼續確保完全遵守對集團營運有重要影響的適用法律及法規，包括但不限於有關環境保護、貨品安全及責任、保障顧客權利、僱傭以及職業安全的法律及規例。

管理層將不時監控任何有關法律及規例的變更所產生之影響，及於需要時尋求外界意見。

# Management's Discussion and Analysis 管理層之論述及分析

## CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporate citizen, the Group has been active in participating in charitable donation, caring for the needy people and supporting and sponsoring educational and environmental protection activities. In addition, we also encourage our employees, customers and business partners to partake in the aforesaid activities with a view to developing a better future for our community.

During the year, some of the activities/organisations the Group participated in/donated or sponsored to were:

- (1) World Wide Fund For Nature Hong Kong;
- (2) The Community Chest of Hong Kong "Love Teeth Day";
- (3) The Community Chest of Hong Kong "The Community Chest Green Day";
- (4) Evangelical Lutheran Church Social Service – Hong Kong;
- (5) Sowers Action;
- (6) St. James' Settlement; and
- (7) The Hong Kong Council of Social Service "Caring Company".

The Group believes that the development of a better future for our community relies on the participation of people, corporations and the government. Therefore, we will continue to invest resources in all major social, educational and environmental protection activities to strive for a better future for our community.

## OUTLOOK

Looking forward, the textile industry will face another challenging year under the U.S.-China trade turbulence. The Group will keep on controlling operating cost and enhancing production efficiency. With a strong research and development team, the Group will introduce more new and value-added products to improve business performance.

For the retail sector, stringent measure in cost control will be taken to reduce operational expenses. The Group will further develop kids products to broaden the customer base. To expand the overseas franchising business is also a core focus of the Group.

With a solid foundation and a healthy financial position, the Group is capable of facing potential difficulties. Despite the challenges ahead, the Group remains cautiously optimistic about future prospects.

## 企業社會責任

作為一個負責任的企業公民，本集團一向熱心參與慈善公益事務、關心有需要的人士、支持及贊助教育及環保活動。此外，我們亦鼓勵員工、客戶及商業夥伴共同參與上述活動，為社會創造一個更好的未來。

於年內，部份本集團曾參與／捐助或贊助的活動／團體包括：

- (1) 世界自然(香港)基金會；
- (2) 香港公益金「公益愛牙日」；
- (3) 香港公益金「公益綠識日」；
- (4) 基督教香港信義會社會服務部；
- (5) 苗圃行動；
- (6) 聖雅各福群會；及
- (7) 香港社會服務聯會「商界展關懷」。

本集團相信為社會創造一個更好的未來，有賴市民、企業及政府的參與。因此，我們將繼續不斷投入資源於主要社會、教育及環保活動，為社會創造一個更好的未來而努力。

## 展望

展望未來，紡織業務在中美貿易摩擦下將面對另一年之挑戰。本集團將繼續控制經營成本及提升生產效率。由於擁有強大開發團隊，本集團將推出更多創新及增值產品以提升業務表現。

零售業務方面，將嚴謹控制成本以減低營運支出。本集團將加強開發兒童產品以擴闊顧客層面。擴大海外特許經營業務亦為本集團核心重點。

在穩固基礎及健康財務狀況下，本集團具有能力面對潛在困難。雖然未來充滿挑戰，本集團對前景仍審慎樂觀。



# Report of the Directors 董事會報告

The board of directors (the “Board”) has pleasure in presenting the report and the audited financial statements of Texwinca Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2019.

## PRINCIPAL ACTIVITIES

The Group’s principal activities during the year consisted of the production, dyeing and sale of knitted fabric, yarn and seamless garments; the retailing and distribution of casual apparel and accessories; the provision of franchise services and properties investment. There were no significant changes in the nature of the Group’s principal activities during the year.

The principal activity of the Company is investment holding.

## BUSINESS REVIEW

Further discussion and review on the business activities of the Group as required by Schedule 5 to the Companies Ordinance (Cap. 622) of Hong Kong, including a description of the principal risks and uncertainties facing the Group; material events that have occurred since the end of the financial year; an indication of likely future development in the Group’s business; an analysis of the Group’s performance during the year using financial key performance indicators; a discussion on compliance with relevant laws and regulations; and a description of the Group’s environmental policies and performance and corporate social responsibility are contained in the preceding Chairman’s Statement and Management’s Discussion and Analysis set out on page 6 and pages 7 to 13, respectively, of this Annual Report. Those discussions form part of this Report of the Directors.

In addition, details of the Group’s financial risk management are disclosed in note 41 to the financial statements.

## RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 March 2019 and the Group’s financial position at that date are set out in the financial statements on pages 46 to 49.

The Board adopted a dividend policy (the “Dividend Policy”) on 19 December 2018 in order to allow shareholders of the Group to participate in the Group’s profits whilst retain adequate reserves for the Group’s future growth. The Group intends to make semiannual distributions which will depend upon the anticipated consolidated annual profits of the Group, having taken into consideration certain criteria set out in the Dividend Policy, including the Group’s financial performance, retained profits, distributable reserves, expected working capital requirements, capital expenditure requirements, future expansion plans and any other factors which the Board deems relevant.

An interim dividend of HK15.0 cents per ordinary share was paid on 4 January 2019. The Board recommends the payment of a final dividend of HK15.0 cents per ordinary share in respect of the year to shareholders on the Register of Members on 21 August 2019.

董事會欣然呈奉截至二零一九年三月三十一日止年度之報告及德永佳集團有限公司(「本公司」)與其附屬公司(合稱「本集團」)之經審核財務報表。

## 主要業務

本年度本集團之主要業務包括針織布、棉紗及無縫成衣之產銷及整染、便服及飾物之零售及分銷、提供特許經營服務及物業投資。本集團之主要業務性質在本年度並無重大轉變。

本公司之主要業務為投資控股。

## 業務回顧

本集團業務的討論及回顧，包括本集團面對的主要風險及不明朗因素的描述；財政年度後之重大事項；本集團業務相當可能有的未來發展的揭示；以財務關鍵績效指標進行的集團年內表現分析；遵守適用法律及規例之討論；及本集團環境政策及表現和企業社會責任的描述，已按照香港公司條例(第622章)附表5分別載於本年報第6頁之主席報告書及第7頁至第13頁之管理層之論述及分析內。當中之討論亦構成本董事會報告書之一部分。

此外，本集團財務風險管理之資料已載於財務報表附註41內。

## 業績與股息

本集團於截至二零一九年三月三十一日止年度之溢利及本集團截至該日期之財務狀況列載於財務報表第46至49頁。

董事會於二零一八年十二月十九日採納股息政策(「股息政策」)是讓本集團股東分享本集團溢利，同時預留足夠儲備以供本集團日後發展之用。本集團擬每半年向股東派發一次股息，每年股息將取決於本集團預計綜合年度溢利，惟須視乎股息政策所載若干準則而定，包括本集團的財務表現、保留溢利、可分派儲備、預期營運資金要求、資金開支要求及日後擴展計劃和董事會認為相關的任何其他因素。

中期股息每股普通股港幣15.0仙已於二零一九年一月四日派發。董事會茲建議派發本年度末期股息每股普通股港幣15.0仙予二零一九年八月二十一日名列本公司股東名冊之股東。

# Report of the Directors 董事會報告

## SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements and restated/reclassified as appropriate, is set out below. This summary does not form part of the audited financial statements.

## 財務資料概要

下表為本集團於過往五個財政年度公佈之業績及資產、負債與非控股權益之概要，乃摘自經審核財務報表及按需要重新修訂／分類。此概要並不構成經審核財務報表之部分。

## RESULTS

## 業績

		Year ended 31 March 截至三月三十一日止年度				
		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
REVENUE	收入	8,210,053	8,530,806	7,858,476	9,343,282	9,322,316
PROFIT BEFORE TAX	除稅前溢利	397,753	467,858	520,057	1,344,536	858,248
Income tax expense	稅項	(77,336)	(151,108)	(13,521)	(87,416)	(85,717)
PROFIT FOR THE YEAR	本年度溢利	320,417	316,750	506,536	1,257,120	772,531
Attributable to:	歸屬：					
Ordinary equity holders of the Company	本公司普通權益所有者	325,246	304,328	478,525	1,050,655	773,293
Non-controlling interests	非控股權益	(4,829)	12,422	28,011	206,465	(762)
		320,417	316,750	506,536	1,257,120	772,531

## ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

## 資產、負債與非控股權益

		As at 31 March 三月三十一日				
		2019	2018	2017	2016	2015
		二零一九年	二零一八年	二零一七年	二零一六年	二零一五年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
TOTAL ASSETS	總資產	8,578,956	9,219,807	9,975,465	9,324,808	9,999,169
TOTAL LIABILITIES	總負債	(3,201,402)	(3,494,818)	(4,078,062)	(2,764,179)	(3,679,337)
NON-CONTROLLING INTERESTS	非控股權益	-	(475,671)	(447,770)	(428,618)	(233,616)
		5,377,554	5,249,318	5,449,633	6,132,011	6,086,216



# Report of the Directors 董事會報告

## PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND CONSTRUCTION IN PROGRESS

Details of movements in the property, plant and equipment, investment properties and construction in progress of the Group during the year are set out in notes 12, 13 and 15 to the financial statements, respectively.

## SHARE CAPITAL

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

## PRE-EMPTIVE RIGHTS

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

## PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

## RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 30 to the financial statements and in the consolidated statement of changes in equity, respectively.

## DISTRIBUTABLE RESERVES

At 31 March 2019, the Company's reserves available for distribution and/or distribution in specie amounted to HK\$1,837,940 of which HK\$207,254,000 has been proposed as a final dividend for the year. In addition, the Company's share premium account and capital redemption reserve, in the total amount of HK\$705,060,000, may be distributed in the form of fully paid bonus shares.

## CHARITABLE CONTRIBUTIONS

During the year, the Group made charitable contributions totaling HK\$684,000 (2018: HK\$1,166,000).

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the total sales for the year. Purchases from the Group's five largest suppliers accounted for less than 30% of the total purchases for the year.

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

## 物業、廠房及設備、投資物業及在建工程

本集團年內的物業、廠房及設備、投資物業及在建工程的變動詳情分別詳載於財務報表附註12、13及15。

## 股本

本公司於年內並無股本變動。

## 優先認購權

本公司之公司細則及百慕達之法律概無優先認購權條文要求本公司須按比例向現有股東發行新股。

## 購入、贖回或出售本公司上市證券

於年內，本公司及其任何附屬公司並無購入、贖回或出售本公司任何上市證券。

## 儲備

本公司及本集團年內儲備的變動詳情分別載於財務報表附註30及綜合權益變動表。

## 可供分派儲備

於二零一九年三月三十一日，本公司可供作現金及／或實物分派之儲備為港幣1,837,940元，其中擬派發本年度末期股息為港幣207,254,000元。此外，本公司股本溢價賬及股本贖回儲備合共港幣705,060,000元亦可以繳足紅股方式予以分派。

## 慈善捐款

於年內，本集團的慈善捐款合共港幣684,000元（二零一八年：港幣1,166,000元）。

## 主要客戶及供應商

於本年度，售予本集團最大五個客戶之金額佔全年總銷售少於30%。本集團從最大五個供應商之採購佔全年之總採購少於30%。

概無本公司董事、任何其聯繫人士或任何股東（據董事所知擁有本公司已發行股本5%以上）於本集團首五大客戶及供應商佔有任何實際權益。

# Report of the Directors 董事會報告

## DIRECTORS

The directors of the Company during the year were:

### Executive directors:

Poon Bun Chak (*Executive Chairman*)  
Ting Kit Chung (*Chief Executive Officer*)  
Poon Ho Tak

### Independent non-executive directors:

Au Son Yiu  
Cheng Shu Wing  
Law Brian Chung Nin

In accordance with the Company's bye-laws, all the existing directors will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin, and still considers them to be independent as at the date of this report.

## DIRECTORS' SERVICE CONTRACTS

The service contracts entered into between the Company and each of the executive directors as listed above may be terminated by either party by giving not less than three months' written notice or compensation in lieu.

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

## DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group.

## DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in note 38 to the financial statements, no director nor a connected entity of a director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company, or any of the Company's subsidiaries was a party during the year.

## 董事

本年內本公司董事如下：

### 執行董事：

潘彬澤(執行主席)  
丁傑忠(行政總裁)  
潘浩德

### 獨立非執行董事：

區樂耀  
鄭樹榮  
羅仲年

根據本公司之公司細則，所有現任董事將於即將舉行之股東週年大會上退任，惟彼等符合資格者可膺選連任。

本公司已接獲區樂耀先生、鄭樹榮先生及羅仲年先生之年度獨立確認書，於本報告日期，仍然視彼等為獨立人士。

## 董事服務合約

本公司與上列每位執行董事簽訂之服務合約，可於其中一方給予不少於三個月之書面通知或代通知補償時終止。

除上文所披露者外，本公司並無與擬於即將舉行之股東週年大會上膺選連任之董事簽訂本公司於一年內不作補償(法定賠償除外)則不可終止之服務合約。

## 董事酬金

董事袍金須待股東於股東大會上通過。其他酬金則由公司之董事會根據董事之職務、責任及表現與本集團之業績而釐定。

## 董事於交易、安排或合約上之權益

除於財務報表附註38披露外，各董事或董事之關連實體於年內概無在本公司或任何其附屬公司所簽訂之任何本集團業務上重大交易、安排或合約中直接或間接佔有重大權益。

# Report of the Directors 董事會報告

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

### Executive directors

Mr. Poon Bun Chak, aged 70, is the executive chairman of the Company overseeing the planning and development of the Group. He founded the Group in 1975 and has more than 47 years' experience in the textile field. He is the father of Mr. Poon Ho Tak, an executive director of the Group, and the father-in-law of Mr. Wu Chi Hang, a senior management of the Group.

Mr. Ting Kit Chung, aged 63, is the chief executive officer of the Company. He is responsible for the general administration and financial management of the Group. He joined the Group in 1991 and has more than 10 years' banking experience. He holds a Bachelor of Arts degree from The University of Hong Kong.

Mr. Poon Ho Tak, aged 42, is an executive director of the Company. After his studies at The University of New South Wales, Australia, he joined the Group as a management trainee in 2003. In October 2017, he was appointed as the executive director of the Group overseeing the overall general management of the textile business. He is a son of Mr. Poon Bun Chak and a brother-in-law of Mr. Wu Chi Hang, a senior management of the Group.

### Independent non-executive directors

Mr. Au Son Yiu, aged 73, has extensive experience in the securities industry. He is a director of The Association of Former Council Members of The Stock Exchange of Hong Kong Limited. He is also an independent non-executive director of CEC International Holdings Limited, a company listed on the Stock Exchange. In addition, he was a consultant to Dao Heng Securities Limited (1989–2008), a member of the Election Committee for the financial services subsector election for the 1998 Legislative Council, a former deputy chairman of The Hong Kong Securities Clearing Company Limited (1992–1994) and a former council member of the Stock Exchange (1988–1994). He was appointed as an independent non-executive director of the Company in July 1995.

Mr. Cheng Shu Wing, aged 69, is a director of Techlux Investments Limited. He holds a Bachelor of Business Administration degree from The Chinese University of Hong Kong and has more than 30 years' experience in the banking and securities industries in Hong Kong. He was appointed as an independent non-executive director of the Company in July 1992.

Mr. Law Brian Chung Nin, aged 61, has worked for several major international accounting and financial institutions. Besides, he possesses extensive experience in auditing, corporate finance and private equity. Mr. Law graduated from University of Toronto in 1980 with a degree in Bachelor of Commerce. He has been a member of the Chartered Professional Accountants of Ontario, Canada since 1983. He was appointed as an independent non-executive director of the Company in April 2011.

## 董事及高級管理人員履歷

### 執行董事

潘彬澤先生，七十歲，本公司執行主席，負責監督本集團之規劃及發展。彼於一九七五年創辦本集團，並擁有逾四十七年紡織業經驗。彼為本集團執行董事潘浩德先生之父親，及本集團高級管理人員胡智恒先生之外父。

丁傑忠先生，六十三歲，本公司行政總裁。彼負責本集團行政及財務管理。彼於一九九一年加入本集團，擁有逾十年銀行業經驗。彼持有香港大學文學士學位。

潘浩德先生，四十二歲，本公司執行董事。彼完成其在澳洲新南威爾斯大學的學業後，於二零零三年加入本集團作為管理培訓生。彼於二零一七年十月獲委任為本集團執行董事，全面負責紡織業務的管理工作。彼為潘彬澤先生之兒子，及本集團高級管理人員胡智恒先生之大舅。

### 獨立非執行董事

區榮耀先生，七十三歲，於證券界積累廣泛經驗。彼為香港聯合交易所歷屆理事聯誼會有限公司董事。彼亦為CEC國際控股有限公司之獨立非執行董事，該公司於聯交所上市。此外，彼為道亨證券有限公司顧問（一九八九年至二零零八年）、一九九八年立法會選舉委員會金融服務界別分組之選舉委員、香港中央結算有限公司前任副主席（一九九二年至一九九四年）及聯交所前任理事會成員（一九八八年至一九九四年）。彼於一九九五年七月獲委任為本公司之獨立非執行董事。

鄭樹榮先生，六十九歲，統立投資有限公司董事。彼持有香港中文大學工商管理學士學位，並擁有逾三十年香港銀行業及證券業經驗。彼於一九九二年七月獲委任為本公司之獨立非執行董事。

羅仲年先生，六十一歲，曾任職於多間主要國際性會計師事務所及金融機構。另外，彼於核數、企業融資及私募基金擁有豐富經驗。羅先生於一九八零年畢業於多倫多大學，並取得商學士學位。彼自一九八三年起成為加拿大安大略省特許專業會計師公會會員。彼於二零一一年四月獲委任為本公司之獨立非執行董事。

# Report of the Directors 董事會報告

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (continued)

### Senior management

Mr. Chan Chi Hon, aged 56, joined the Group in 1997 and is the Group's financial controller and company secretary. Mr. Chan holds a Master's degree in commerce from The University of New South Wales, Australia, and is a fellow member of the Hong Kong Institute of Certified Public Accountants and a certified practising accountant of the CPA Australia. He has more than 32 years' experience in auditing and accounting.

Mr. Ng Mo Ping, aged 53, is the director and general manager of a major subsidiary of the Group's textile business. He joined the Group in 1988 and has more than 31 years' experience in the textile industry.

Mr. Wu Chi Hang, aged 35, joined the Group in 2013 and is a director of the Group's retail operations. Mr. Wu holds a Master of Science in Engineering Business Management from University of Warwick in the United Kingdom. He has more than 11 years' experience in apparel retailing and textile field. He is a son-in-law of Mr. Poon Bun Chak and a brother-in-law of Mr. Poon Ho Tak.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 March 2019, the interests and short positions of the directors in the shares and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

Long positions in ordinary shares of the Company:

Name of director 董事姓名	Capacity 身份	Note 附註	Number of ordinary shares held 持有普通股 數目	Percentage of the Company's issued share capital 佔本公司已發行 股本百分率
Executive directors: 執行董事：				
Poon Bun Chak 潘彬澤	Founder of a family trust 家族信託之創辦人	1	664,758,104	48.1
Ting Kit Chung 丁傑忠	Beneficial owner 實益擁有		6,100,000	0.4

## 董事及高級管理人員履歷(續)

### 高級管理人員

陳志漢先生，五十六歲，本集團財務總監兼公司秘書。彼於一九九七年加入本集團。陳先生持有澳洲新南威爾斯大學商科碩士學位，並為香港會計師公會資深會員及澳洲會計師公會會員。彼具有逾三十二年的審計與會計經驗。

吳武平先生，五十三歲，本集團之紡織業務主要附屬公司之董事兼總經理。彼於一九八八年加入本集團，擁有逾三十一年紡織業經驗。

胡智恒先生，三十五歲，本集團零售業務董事，彼於二零一三年加入本集團。胡先生持有英國華威大學工程商業管理碩士學位。彼擁有逾十一年的服飾零售及紡織業經驗。彼為潘彬澤先生之女婿及潘浩德先生之妹夫。

## 董事於股份及相關股份之權益及淡倉

於二零一九年三月三十一日，本公司根據《證券及期貨條例》第352條而備存的登記冊，或根據《聯交所證券上市規則》(「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」)通知本公司及聯交所，各董事在本公司及其聯繫法團(定義見《證券及期貨條例》第XV部)的股份及相關股份之權益及淡倉如下：

於本公司普通股之好倉：

# Report of the Directors 董事會報告

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Note:

1. Mr. Poon Bun Chak is a founder of a family trust and is deemed to be interested in 664,758,104 Shares held under the family trust. For details, please refer to the "Substantial shareholders' and other person's interests in shares and underlying shares" under the Report of the Directors.

Save as disclosed above, as at 31 March 2019, none of the directors had registered an interest or short position in the shares, underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 March 2019, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

## 董事於股份及相關股份之權益及淡倉(續)

附註：

1. 潘彬澤先生是家族信託之創辦人及被視為擁有家族信託所持有的664,758,104股股份的權益。有關詳情，請參閱本董事會報告內「主要股東及其他人士於股份及相關股份權益」一節。

除上文所披露者外，於二零一九年三月三十一日，董事概無於本公司或其任何聯繫法團之股份、相關股份中，擁有須遵照《證券及期貨條例》第352條予以記錄之權益或淡倉，或根據標準守則須知會本公司及聯交所。

## 董事之購股權利

於年內任何時間，概無任何董事或彼等各自的配偶或未成年子女獲授可藉購入本公司的股份而獲益的權利，或彼等概無行使此等權利；或本公司或其任何附屬公司概無參與任何安排，致令董事可於任何其他法人團體獲得此等權利。

## 主要股東及其他人士於股份及相關股份權益

於二零一九年三月三十一日，以下擁有本公司已發行股本5%或以上之權益，已根據《證券及期貨條例》第336條規定記載於本公司須保存的權益登記冊內：

# Report of the Directors 董事會報告

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES

(continued)

Long positions in ordinary shares of the Company:

## 主要股東及其他人士於股份及相關股份權益(續)

於本公司普通股之好倉：

Name	Capacity	Note	Number of ordinary shares held	Percentage of the Company's issued share capital
名稱	身份	附註	持有普通股數目	佔本公司已發行股本百分率
UBS Trustees (B.V.I.) Limited	Trustee 受託人	1	664,758,104	48.1
Poon's Holdings Limited 潘氏控股有限公司	Through controlled corporation 藉受控制公司	1	664,758,104	48.1
Farrow Star Limited	Directly owned 直接擁有	1	664,758,104	48.1
Edgbaston Investment Partners LLP	Investment manager 投資經理		96,821,000	7.0
Edgbaston Asian Equity Trust	Directly owned 直接擁有		69,181,000	5.0

Note:

- UBS Trustees (B.V.I.) Limited, as a trustee of a family trust found by Mr. Poon Bun Chak, holds the entire issued share capital of Poon's Holdings Limited through its nominee, UBS Nominee Limited. Poon's Holdings Limited holds the entire issued share capital of Farrow Star Limited. Farrow Star Limited in turn holds 664,758,104 shares of the Company. Therefore, each of Mr. Poon Bun Chak, UBS Trustees (B.V.I.) Limited, Poon's Holdings Limited and Farrow Star Limited is deemed to be interested in 664,758,104 Shares held by Farrow Star Limited.

附註：

- UBS Trustees (B.V.I.) Limited (作為家族信託的受託人，該信託由潘彬澤先生成立)通過其代名人UBS Nominee Limited持有潘氏控股有限公司的全部已發行股本。潘氏控股有限公司持有Farrow Star Limited的全部已發行股本。Farrow Star Limited繼而持有本公司664,758,104股股份。因此，潘彬澤先生、UBS Trustees (B.V.I.) Limited、潘氏控股有限公司及Farrow Star Limited均被視為擁有Farrow Star Limited所持有的664,758,104股股份的權益。

Save as disclosed above, as at 31 March 2019, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest and short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上文所披露者外，於二零一九年三月三十一日，概無人士(除本公司董事其權益已詳述於「董事於股份及相關股份之權益及淡倉」外)於本公司股份或相關股份中，擁有須遵照《證券及期貨條例》第336條予以記錄之權益及淡倉。



# Report of the Directors 董事會報告

## CONTINUING CONNECTED TRANSACTIONS

The independent non-executive directors of the Company have reviewed the continuing connected transactions set out below, disclosed in compliance with the requirements of Chapter 14A of the Listing Rules, and have confirmed that these continuing connected transactions were entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (iii) 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.

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

### Details of non-exempt continuing connected transactions:

In accordance with Rules 14A.49 of the Listing Rules, the Group is required to disclose certain details of its non-exempt continuing connected transactions in compliance with Rule 14A.71 and 14A.72.

- (1) *Lease of a property as a retail outlet from a connected person*  
On 13 February 2018, the Group entered into a lease agreement with Mountain Rich Limited ("MRL"), a company controlled and owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Tianjin Bin Jiang Fu Shi Commercial Building at Tianjin City, Bin Jiang Road 282-286, He Ping Qu, Tianjin, China from MRL as a retail outlet for the retail and distribution business of the Group for a term of two years commencing from 1 April 2018 at the monthly rents of RMB1,329,900.

## 持續關連交易

本公司之獨立非執行董事已按上市規則第14A章披露要求審閱載於下述的持續關連交易，並確認該等持續關連交易按以下進行：

- (i) 屬本集團的日常業務；
- (ii) 按照一般商業條款進行，或對本集團而言，該等交易的條款不遜於給予或取得自獨立第三者的條款；及
- (iii) 該等交易是根據有關交易的協議條款進行，交易條款公平合理，並且符合本公司股東的整體利益。

本公司之獨立核數師安永會計師事務所已獲委聘就本集團之持續關連交易根據由香港會計師公會頒佈之香港核證委聘準則第3000號對過往財務資料進行審核或審閱以外的核證委聘以及參照應用指引第740號根據香港上市規則之持續關連交易之核數師函件而作出報告。安永會計師事務所已就本集團根據上市規則第14A.56條相關條文對以下持續關連交易所作出之披露，發出載有彼等調查發現及結論之無保留意見函件。

### 不獲豁免的持續關連交易詳情：

按上市規則第14A.49條規定，本集團須符合第14A.71及14A.72條披露不獲豁免的持續關連交易的部份細節。

- (1) *向一關連人士承租一物業作為零售門市*  
於二零一八年二月十三日，本集團與山富國際有限公司（「山富」）（由本公司的執行董事及控股股東潘彬澤先生控制及擁有）簽訂合約，向山富承租位於中國天津市和平區濱江道282號-286號的天津濱江服飾商廈，作為本集團零售及分銷業務的零售門市，由二零一八年四月一日起為期兩年，每月租金為人民幣1,329,900元。

# Report of the Directors 董事會報告

## CONTINUING CONNECTED TRANSACTIONS (continued)

### Details of non-exempt continuing connected transactions: (continued)

(2) *Lease of a property as a director's quarter from a connected person*

On 13 February 2018, the Group entered into a lease agreement with Latex (Hong Kong) Limited ("Latex"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease 22 Perkins Road, Jardine's Lookout, Hong Kong from Latex as a director's quarter of the Group for a term of two years commencing from 1 April 2018 at the monthly rent of HK\$400,000.

(3) *Lease of a property as a training center from a connected person*

On 13 February 2018, the Group entered into a lease agreement with Winson Link Enterprises Limited ("WLEL"), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Room 4207B, 42nd Floor, Metroplaza Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong and a car parking space from WLEL as a training center of the Group for a term of two years commencing from 1 April 2018 at the monthly rent of HK\$63,200.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Board, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

## AUDITOR

Ernst & Young retire and a resolution for their re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

**Poon Bun Chak**  
*Executive Chairman*

Hong Kong, 19 June 2019

## 持續關連交易(續)

### 不獲豁免的持續關連交易詳情：(續)

(2) *向一關連人士承租一物業作為董事宿舍*

於二零一八年二月十三日，本集團與立德(香港)有限公司(「立德」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向立德承租香港渣甸山白建時道22號，作為本集團一董事宿舍之用。由二零一八年四月一日起為期兩年，每月租金為港幣400,000元。

(3) *向一關連人士承租一物業作為培訓中心*

於二零一八年二月十三日，本集團與永信興企業有限公司(「永信興」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向永信興承租香港新界葵涌興芳路223號新都會廣場第2座42樓4207B室及一個停車位，作為本集團的培訓中心。由二零一八年四月一日起為期兩年，每月租金為港幣63,200元。

## 足夠之公眾持股量

按本公司獲得之公開資料及董事會之理解，於本報告日期，公眾已持有本公司不少於合計已發行股本之25%。

## 核數師

安永會計師事務所任滿告退，惟本公司將於即將舉行之股東週年大會上提呈續聘該核數師之決議案。

代表董事會

**執行主席**  
**潘彬澤**

香港，二零一九年六月十九日



# Corporate Governance Report 企業管治報告

The Group is committed to maintaining high standards of corporate governance and enhancing corporate value and accountability. The principles as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules have been adopted to shape our corporate governance structure. This report describes how the principles of the CG Code have been applied during the year ended 31 March 2019 under different aspects.

## BOARD OF DIRECTORS

### Board composition

As at 31 March 2019, the Board comprised of six members. The three executive directors included Mr. Poon Bun Chak, Mr. Ting Kit Chung and Mr. Poon Ho Tak. The three independent non-executive directors (“INEDs”) included Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Law Brian Chung Nin. Mr. Poon Ho Tak is a son of Mr. Poon Bun Chak.

All the existing independent non-executive directors of the Company have a term of one year, and they are subject to retirement and re-election at the Company’s annual general meeting in accordance with Clause 87 of the Company’s bye-laws.

### Executive chairman and chief executive officer

The executive chairman and the chief executive officer are Mr. Poon Bun Chak and Mr. Ting Kit Chung respectively; therefore the roles of the executive chairman and the chief executive officer are segregated. The primary role of the executive chairman is to provide leadership for the Board and to ensure that it works effectively in discharging its responsibilities. The chief executive officer is responsible for the day-to-day management of the Group’s business.

本集團積極維持高標準的企業管治及提升企業價值和問責性。本公司採納上市規則附錄14所載之《企業管治守則》(「企業管治守則」)各項原則以制定其企業管治架構。本報告載述本公司截至二零一九年三月三十一日止年度內如何在各個不同範疇應用企業管治守則所載各項原則。

## 董事會

### 董事會組成

於二零一九年三月三十一日，董事會包括六名成員。三位執行董事包括潘彬澤先生、丁傑忠先生及潘浩德先生。三位獨立非執行董事包括區燦耀先生、鄭樹榮先生及羅仲年先生。潘浩德先生是潘彬澤先生之兒子。

本公司所有獨立非執行董事任期為一年，並根據本公司之公司細則第87條退任及於本公司之股東週年大會上膺選連任。

### 執行主席及行政總裁

執行主席及行政總裁分別由潘彬澤先生及丁傑忠先生擔任，因此，執行主席及行政總裁的職責有清楚劃分。執行主席之角色主要為肩負領導董事會之責，確保其有效履行職責。行政總裁則負責本集團日常業務的管理。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (continued)

### Independence and qualification of independent non-executive directors

The Company has three INEDs representing more than one third of its Board, which is in compliance with Rule 3.10(1) and Rule 3.10A of the Listing Rules. All the INEDs possess a wide range of business and financial experience. One of the INEDs, Mr. Law Brian Chung Nin, possesses professional accounting qualification in full compliance with Rule 3.10(2) of the Listing Rules. In accordance with Rule 3.13 of the Listing Rules, all the INEDs have confirmed their independence for the year ended 31 March 2019.

### Role of the Board

The overall management of the Group is vested with the Board and the day-to-day management of the business is delegated to the executive management.

The principal roles of the Board are:

- (1) to lay down the Group's objectives, strategies, policies and business plan;
- (2) to monitor the performance of each operating segment;
- (3) to set appropriate policies to manage risks in pursuit of the Group's strategic objectives;
- (4) to authorise material borrowings and expenditures;
- (5) to prepare and approve financial statements, annual and interim reports, and make judgments that are fair and reasonable in the preparation of the Company's disclosure statements;
- (6) to perform corporate governance functions in accordance with the CG Code, including the determination of the Group's corporate governance policies, and the review and monitoring of the corporate governance practices of the Group; and
- (7) to oversee and review the effectiveness of the risk management and internal control systems of the Group through review of the reports from Audit Committee.

### Directors' insurance

The Company has arranged appropriate insurance cover for the directors in connection with the discharge of their responsibilities.

## 董事會(續)

### 獨立非執行董事的獨立性及資歷

本公司符合上市規則第3.10(1)條及3.10A條的要求，其董事會現有三名獨立非執行董事，佔董事會成員人數多於三分之一。所有獨立非執行董事皆擁有廣泛的業務及財務經驗。其中一位獨立非執行董事羅仲年先生擁有專業會計資格，並完全符合上市規則第3.10(2)條的要求。於截至二零一九年三月三十一日止年度，所有獨立非執行董事已按上市規則第3.13條確認其獨立性。

### 董事會的職責

董事會負責本集團整體的管理，負責執行的管理層則獲授權負責日常業務上的管理。

董事會的主要職能：

- (1) 釐定本集團目標、策略、制度及業務計劃；
- (2) 監察每個營運分類的表現；
- (3) 按本集團策略性目標制訂合適的政策以管理風險；
- (4) 授權重大借貸及開支；
- (5) 編製及審批財務報表、年報及中期報告，並就本公司披露聲明的編製作出公平而合理的判斷；
- (6) 根據企業管治守則履行企業管治職能，包括釐定本集團企業管治政策以及檢討及監察本集團的企業管治常規；及
- (7) 通過審閱審核委員會的報告，監管及檢討本集團風險管理及內部監控系統的效能。

### 董事保險

本公司已就董事履行其職責為彼等作出適當的保險安排。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (continued)

### Induction and continuous professional development

Newly appointed directors will receive a comprehensive, formal and tailored induction on the first occasion of their appointment so as to ensure that they have appropriate understanding of the business and operations of the Company as well as the obligation and responsibility of being a director under the Listing Rules and relevant regulatory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. Reading materials on the latest development of applicable laws, rules and regulations will be provided to directors where appropriate. All directors are also encouraged to attend relevant training courses at the Company's expense.

According to the records maintained by the Company, the directors received the following training during the financial year:

## 董事會(續)

### 就職培訓及持續專業發展

獲新委聘的董事，在委聘初期，也會接受一全面性的、正規的及特別制訂的就職培訓，以確保彼等對本公司的營運及業務，以及對上市規則和其他相關監管規定下作為一個董事的責任和義務有適當的了解。

董事應參與適當的持續專業發展，以發展及更新彼等之知識及技術，確保彼等繼續對董事會作出知情及相關之貢獻。適用法例、規則和條例最新發展之閱讀資料會適時提供予董事。本公司鼓勵各董事以公費參加相關培訓課程。

根據本公司存置的記錄，董事於本財政年度接受下列培訓：

Directors 董事		Type of trainings 培訓種類
<b>Executive directors</b> 執行董事		
Poon Bun Chak	潘彬澤	A
Ting Kit Chung	丁傑忠	A
Poon Ho Tak	潘浩德	A
<b>Independent non-executive directors</b> 獨立非執行董事		
Au Son Yiu	區燦耀	A
Cheng Shu Wing	鄭樹榮	A
Law Brian Chung Nin	羅仲年	A, B

A: reading materials relating to the Group, general business or director's duties and responsibilities, etc.

A: 閱覽有關本集團、日常業務或董事職責等的材料

B: attending seminars and/or conferences and/or forums

B: 出席座談會及/或會議及/或論壇

### Board process

The Company has in place clear board process. Regular board meetings are scheduled at least four times per year. Agendas and accompanying board papers are served to all directors at least five business days in advance of each board meeting to facilitate informed discussion and decision making. Directors may include any matters they wish to discuss in the agendas. Minutes of the Board and committee meetings are prepared and kept by the company secretary of the Company, and are open for inspection by directors upon request. All directors have access to the advice and services of the company secretary, and are allowed to seek external professional advice if needed.

### 董事會會議程序

本公司已有清晰的董事會會議程序。每年董事會常規會議不少於四次。為促進深入討論及進行決議，每次董事會舉行前不少於五個營業日所有董事皆收到會議議程及會議資料。董事亦可要求於會議議程中增加任何他希望討論的事項。本公司公司秘書負責草擬及存放董事會及委員會的會議記錄，董事有權要求審閱有關的董事會及委員會會議記錄。所有董事有權要求公司秘書提供意見及服務，並在有需要時可要求獲得外界的專業意見。

# Corporate Governance Report 企業管治報告

## BOARD OF DIRECTORS (continued)

### Annual general meeting and board meetings

The Company held an annual general meeting and five regular board meetings during the year ended 31 March 2019. Attendance of individual Board members at the meetings is set out below:

## 董事會(續)

### 股東週年大會及董事會會議

截至二零一九年三月三十一日止年度內，本公司舉行一次股東週年大會及五次董事會常規會議。每位董事會成員之會議出席記錄載列如下：

Directors 董事		Attended/Number of meetings held during the tenure of office 於任期內出席／舉行會議次數	
		Regular Board Meeting 董事會常規會議	Annual General Meeting 股東週年大會
<b>Executive directors</b>	<b>執行董事</b>		
Poon Bun Chak	潘彬澤	5/5	0/1
Ting Kit Chung	丁傑忠	5/5	1/1
Poon Ho Tak	潘浩德	5/5	1/1
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>		
Au Son Yiu	區樂耀	5/5	1/1
Cheng Shu Wing	鄭樹榮	5/5	1/1
Law Brian Chung Nin	羅仲年	5/5	1/1

## BOARD COMMITTEES

The Board has established three board committees to oversee certain aspects of the Company's affairs. Each board committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each board committee are available on the websites of the Company and the Stock Exchange.

### Audit committee

The Company has established an audit committee (the "Audit Committee") in compliance with Rule 3.21 of the Listing Rules. The Audit Committee consists of three INEDs, namely Mr. Law Brian Chung Nin, Mr. Au Son Yiu, and Mr. Cheng Shu Wing. The Audit Committee is chaired by Mr. Law Brian Chung Nin, a qualified accounting professional.

## 董事委員會

董事會已成立三個董事委員會以監察本公司個別方面事項。各董事委員會備有參考條文載列其權限及職責，該等參考條文由董事會授予並定時審視。各董事委員會之參考條文已刊登於本公司及聯交所網站。

### 審核委員會

本公司已按上市規則第3.21條，成立一審核委員會（「審核委員會」）。審核委員會的成員包括三位獨立非執行董事，分別為羅仲年先生、區樂耀先生及鄭樹榮先生。羅仲年先生為審核委員會主席，並擁有專業會計資格。

# Corporate Governance Report 企業管治報告

## BOARD COMMITTEES (continued)

### Audit committee (continued)

The principal duties of the Audit Committee include:

- (a) monitoring the preparation of the financial statements;
- (b) monitoring and assessing the risk management and internal control systems of the Group;
- (c) monitoring the performance of the Group's internal audit team;
- (d) considering the appointment and removal of the external auditor, the audit fee and the terms of engagement; and
- (e) reviewing and commenting on the connected transactions of the Group.

The Audit Committee held six meetings during the year ended 31 March 2019 to review the followings:

- (a) the risk management and internal control of the Group;
- (b) the effectiveness of internal audit function;
- (c) the financial reporting process and the financial statements of the Group; and
- (d) the continuing connected transactions pursuant to the Listing Rules.

The attendance of Audit Committee meetings during the year ended 31 March 2019 is set out below:

## 董事委員會(續)

### 審核委員會(續)

審核委員會主要職責包括：

- (a) 監察財務報表的編製；
- (b) 監察及評估本集團風險管理及內部監控系統；
- (c) 監察本集團內部審計組之表現；
- (d) 考慮外部核數師的聘用及辭退、審計費用及委聘條款；及
- (e) 審閱本集團之關連交易，並提出意見。

於截至二零一九年三月三十一日止年度內，審核委員會曾舉行六次會議以審閱以下：

- (a) 本集團的風險管理及內部監控；
- (b) 內部監控職能之成效；
- (c) 本集團的財務匯報程序及財務報表；及
- (d) 根據上市規則項下的持續關連交易。

審核委員會於截至二零一九年三月三十一日止年度內之會議出席記錄載列如下：

Members of the Audit Committee 審核委員會成員		Attended/Number of meetings held during the tenure of office 於任期內出席／舉行會議次數
Law Brian Chung Nin	羅仲年	6/6
Au Son Yiu	區樂耀	6/6
Cheng Shu Wing	鄭樹榮	6/6

# Corporate Governance Report 企業管治報告

## BOARD COMMITTEES (continued)

### Remuneration committee

The Company has established a remuneration committee (the "Remuneration Committee") in compliance with Rule 3.25 of the Listing Rules. The Remuneration Committee consists of three INEDs and one executive director, namely Mr. Au Son Yiu, Mr. Cheng Shu Wing, Mr. Law Brian Chung Nin and Mr. Ting Kit Chung, respectively. The Remuneration Committee is chaired by Mr. Au Son Yiu.

The Remuneration Committee is responsible for making recommendation to the Board on the Company's policy and structure for the remuneration of directors and senior management as well as the compensations payable to directors. The remuneration of the directors and senior management is determined with reference to the performance of each individual and the Company, the market conditions and the industry practice. Besides, the Remuneration Committee will ensure that no director or any of his associate will be involved in the determination of his own remuneration.

During the year ended 31 March 2019, the Remuneration Committee held three meetings to make recommendations to the Board on the terms of executive directors' contracts, directors' fee as well as the remuneration and performance bonus of executive directors and senior management.

The attendance of Remuneration Committee meetings during the year ended 31 March 2019 is set out below:

### 董事委員會(續)

#### 薪酬委員會

本公司已按上市規則第3.25條，成立一薪酬委員會(「薪酬委員會」)。薪酬委員會的成員包括三位獨立非執行董事及一位執行董事，分別為區樂耀先生、鄭樹榮先生、羅仲年先生及丁傑忠先生。區樂耀先生為薪酬委員會的主席。

薪酬委員會主要負責就本公司董事及高級管理人員的薪酬制度及架構和應付予董事的補償向董事會提供意見。於釐訂董事及高級管理人員的薪酬時，薪酬委員會參考該人員及本公司的表現、市場情況及行業的慣例。此外，薪酬委員會亦會確保並無董事及任何其聯繫人士參與釐訂該董事的薪酬。

於截至二零一九年三月三十一日止年度內，薪酬委員會曾舉行三次會議，就執行董事服務合約條款、董事袍金和執行董事及高級管理人員的薪酬及按表現發放的花紅向董事會提供意見。

薪酬委員會於截至二零一九年三月三十一日止年度內之會議出席記錄載列如下：

Members of the Remuneration Committee 薪酬委員會成員		Attended/Number of meetings held during the tenure of office 於任期內出席／舉行會議次數
Au Son Yiu	區樂耀	3/3
Cheng Shu Wing	鄭樹榮	3/3
Law Brian Chung Nin	羅仲年	3/3
Ting Kit Chung	丁傑忠	3/3

# Corporate Governance Report 企業管治報告

## BOARD COMMITTEES (continued)

### Remuneration committee (continued)

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 March 2019 is set out in note 7 to the financial statements contained in this Annual Report.

Further details of the directors' remuneration for the year ended 31 March 2019 are disclosed in note 7 to the financial statements contained in this Annual Report.

### Nomination committee

The nomination committee of the Company (the "Nomination Committee") consists of three INEDs and one executive director, namely Mr. Cheng Shu Wing, Mr. Au Son Yiu, Mr. Law Brian Chung Nin and Mr. Ting Kit Chung, respectively. The Nomination Committee is chaired by Mr. Cheng Shu Wing.

The Nomination Committee is responsible for making recommendation of candidates with appropriate experience and qualification to the Board; reviewing the structure, size and composition of the Board; reviewing nomination policy for directors and Board diversity policy; and assessing independence of INEDs.

During the year ended 31 March 2019, the Nomination Committee held one meetings to review the structure, size and composition of the Board ensuring that the Board has a balance of expertise, skills and experience; to review nomination policy for directors and Board diversity policy; to review and recommend the re-appointment of directors standing for re-election at the Company's 2018 annual general meeting; and to assess independence of the INEDs.

The attendance of Nomination Committee meeting during the year ended 31 March 2019 is set out below:

## 董事委員會(續)

### 薪酬委員會(續)

根據企業管治守則守則條文第B.1.5條，於截至二零一九年三月三十一日止年度按薪酬組別劃分之高級管理人員薪酬載列於本年報所載之財務報表附註7內。

截至二零一九年三月三十一日止年度之董事薪酬之進一步詳情於本年報所載之財務報表附註7內披露。

### 提名委員會

本公司提名委員會(「提名委員會」)的成員包括三位獨立非執行董事及一位執行董事，分別為鄭樹榮先生、區樂耀先生、羅仲年先生及丁傑忠先生。鄭樹榮先生為提名委員會的主席。

提名委員會負責向董事會就合適經驗及資格之候選人提供意見、審閱董事會的架構、人數和組成、審閱董事提名政策及董事會成員多元化政策以及評估獨立非執行董事的獨立性。

於截至二零一九年三月三十一日止年度內，提名委員會曾舉行一次會議，以審閱董事會的架構、人數和組成，確保董事會專業知識、技能及經驗並重、審閱董事提名政策及董事會成員多元化政策、審閱及建議重新委任於本公司二零一八年股東週年大會上膺選連任之董事及評估獨立非執行董事的獨立性。

提名委員會於截至二零一九年三月三十一日止年度內之會議出席記錄載列如下：

Members of the Nomination Committee		Attended/Number of meetings held
提名委員會成員		during the tenure of office
		於任期內出席／舉行會議次數
Cheng Shu Wing	鄭樹榮	1/1
Au Son Yiu	區樂耀	1/1
Law Brian Chung Nin	羅仲年	1/1
Ting Kit Chung	丁傑忠	1/1



# Corporate Governance Report 企業管治報告

## CORPORATE GOVERNANCE FUNCTIONS

The Board has undertaken the corporate governance function to maintain effective corporate governance within the Group. The corporate governance duties of the Board have been set out in the terms of reference of the Board on corporate governance functions which are available on the website of the Company.

During the year ended 31 March 2019, the Board reviewed and monitored the Company's policies and practices on corporate governance, training and continuous professional development of directors; approved the adoption of dividend policy; and reviewed the Company's compliance with the CG Code and disclosure in this report.

## COMPLIANCE WITH THE CODE PROVISIONS SET OUT IN THE CG CODE

In the opinion of the directors, the Company complied with all the code provisions of the CG Code as set out in appendix 14 of the Listing Rules throughout the financial year, except for the following deviations:

Under code provision E.1.2 of the CG Code, the chairman of the Board should attend the annual general meeting of the Company.

The chairman of the Board has delegated the duty of attending the annual general meeting to the chief executive officer of the Company. The chairman considers the chief executive officer a suitable person for taking up such duty as the chief executive officer has been serving for similar duties for many years and he has good understanding of each operating segment of the Group.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, they have all complied with the required standard set out in the Model Code throughout the financial year.

## 企業管治職能

董事會負責履行企業管治職能，使本集團維持有效的企業管治。董事會企業管治的職責已載於董事會有關企業管治職能之參考條文，該參考條文亦已刊登於本公司網站。

於截至二零一九年三月三十一日止年度內，董事會審閱及監察本公司於企業管治上的政策及慣例、董事的培訓及持續專業發展、批准採納股息政策及審閱本公司於本報告內遵守企業管治守則及披露事項的情況。

## 符合企業管治守則所載之守則條文

按董事的意見，本公司於本財政年度一直符合上市規則附錄十四所載之企業管治守則所有守則條文，惟下列條文除外：

企業管治守則E.1.2條規定董事會之主席須出席本公司之股東週年大會。

董事會主席將出席股東週年大會之職務委任本公司行政總裁執行。主席認為該行政總裁處理該職務是合適人選，因該行政總裁已有多年執行同類職務的經驗，並對本集團各營運分類也十分瞭解。

## 董事的證券交易

本公司已採納標準守則作為本公司董事進行本公司證券交易之守則。按本公司向各董事之查詢，各董事均於本財政年度遵守標準守則之規定。



# Corporate Governance Report 企業管治報告

## COMPANY SECRETARY

The Company Secretary, Mr. Chan Chi Hon, is responsible for facilitating the board process, as well as communications among directors, with shareholders and management. The Company Secretary's biography has been set out in the "Biographical details of Directors and Senior Management" section of the Report of the Directors. During the year ended 31 March 2019, the Company Secretary undertook over 15 hours of professional training to upgrade his skills and knowledge.

## AUDITOR'S REMUNERATION

During the year ended 31 March 2019, fees paid/payable for audit and non-audit services by the Company to its principal external auditor were as follows:

Services 服務		Fee paid/payable 已付／應付費用 HK\$'000 港幣千元
Audit services rendered	已提供審計服務	2,800
Tax services rendered	已提供稅務服務	784
Review of continuing connected transactions	審閱持續關連交易	9
		<hr/> <b>3,593</b> <hr/>

## DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board is responsible for preparing the financial statements of the Company. The statement from the external auditor of the Company about their responsibilities has been set out in the Independent Auditor's Report on page 38 to 45.

The directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

## 公司秘書

公司秘書陳志漢先生負責促進董事會程序，以及董事之間及董事與股東及管理層之間的溝通。公司秘書的履歷已載於董事會報告內的「董事及高級管理人員履歷」一節。於截至二零一九年三月三十一日止年度內，公司秘書共接受超過15小時提升其技能及知識的專業培訓。

## 核數師酬金

於截至二零一九年三月三十一日止年度內，本公司已付／應付其主要外部核數師的審計與非審計服務費為：

## 董事會及核數師對財務報表之責任

董事會負責編製本公司財務報表。本公司外部核數師有關其責任之聲明已載於第38至45頁之獨立核數師報告。

董事並不察覺有任何重大不明朗事件或情況可能會嚴重影響本公司持續經營能力。

# Corporate Governance Report 企業管治報告

## RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for the Group's risk management and internal control systems. Such systems are designed to mitigating risks inherent in our business faced by the Group to an acceptable level, but not eliminating all risks. Hence, such systems can only provide reasonable and not absolute assurance against material misstatement in financial information or financial loss.

Through the Audit Committee, the Board reviews the effectiveness and efficiency of risk management and internal control systems annually. To achieve this, the Audit Committee, acting on behalf of the Board, oversees the following process:

- (1) regular reviews of the principal business risks and the control measures to mitigate, reduce or transfer such risks;
- (2) risk-based audits on the major operating activities by the internal audit team; and
- (3) discussion with the external auditor matters on auditing, internal control and financial report.

For the risk assessment and control activities, "top-down" approach is complemented by the "bottom-up" aspects and the involvement of operating units in identifying operation risks. Management conducts an internal control self-assessment annually. Department heads have to complete relevant control self-assessment questionnaires and confirm to the management that appropriate internal control policies and procedures have been established and properly complied with.

## 風險管理及內部監控

董事會全權負責維持本集團的風險管理及內部監控系統。該等系統目的是減少本集團營運固有的風險以達至可接受程度，但非消除所有風險。因此，該等系統只能就重大的財務資料失實陳述，或財務損失作出合理而非絕對的保證。

董事會透過審核委員會，每年審閱風險管理及內部監控系統之成效及效率。為此，審核委員會代表董事會監督以下程序：

- (1) 定期評估主要業務風險和旨在紓緩、減少或轉移該等風險的監控措施；
- (2) 內部審計組對主要營運活動進行以風險為本之審計；及
- (3) 與外聘核數師討論審計、內部監控及財務報表等事宜。

關於風險評估及監控工作，我們以「由下而上」補充「由上而下」的方式，要求營運單位參與識別營運風險。管理層每年對內部監控進行一次自我評估。部門主管須填寫有關內部監控的自我評估問卷，並向管理層確認已制訂及妥善遵守適當的內部監控政策及程序。

# Corporate Governance Report 企業管治報告

## RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Risk Management and Internal Control Framework Diagram:

## 風險管理及內部監控(續)

風險管理及內部監控架構圖：

<b>Top-down</b> Oversight, identification, assessment and mitigation of risk at corporate level  由上而下 監督、識別、評估及紓緩企業層面的風險	<b>The Board</b> 董事會			<b>External Auditor</b> 外聘審核師  Report on any control weakness to the Audit Committee 向審核委員會匯報任何監控弱點
	Responsible for the Group's risk management and internal controls system 負責本集團的風險管理及內部監控系統	Sets the Group's objectives, strategies, polices and business plan 訂立本集團的目標、策略、政策及業務計劃	Reviews the effectiveness and efficiency of the risk management and internal control systems 檢討風險管理及內部監控系統的成效及效率	
<b>Management</b> 管理層	<b>Audit Committee</b> 審核委員會	<b>Internal Audit</b> 內部審計		
<b>Bottom-up</b> Identification, assessment and mitigation of risk at operation level  由下而上 識別、評估及紓緩營運層面的風險	Design, implements and monitors risk management and internal control systems 設計、執行及監察風險管理及內部監控系統	Supports the Board in monitoring risk exposure, design and operating effectiveness and efficiency of the underlying risk management and internal control systems 協助董事會監察風險水平、相關風險管理及內部監控系統的設計和運作成效及效率	Supports the Audit Committee in reviewing the effectiveness and efficiency of the Group's risk management and internal control systems 協助審核委員會檢討本集團風險管理及內部監控系統的成效及效率	
	<b>Operational Level (business owner)</b> 營運層面 (業務主管)			
	Risk identification, assessment and mitigation 識別、評估及紓緩風險	Internal controls embedded within the operational processes 融入於營運程序內部監控措施		

During the year, the internal audit team, which reports directly to the Audit Committee, has reviewed the risk management and internal controls of each major operating segment of the Group and has reported its findings to the Audit Committee. The Board and the Audit Committee are satisfied with the effectiveness and efficiency of the risk management and internal control systems of the Group.

於年內，直接向審核委員會匯報的內部審計組，已審閱本集團每個主要營運分類的風險管理及內部監控，並將其結果向審核委員會匯報。董事會及審核委員會滿意本集團風險管理及內部監控系統的成效及效率。

## INSIDE INFORMATION POLICY

The Company has established policy for ensuring that inside information is disseminated to the public in an equal and timely manner in accordance with applicable laws and regulations. Senior management of the corporate affairs and financial control functions of the Group are delegated with responsibilities to control and monitor the proper procedures to be observed on the disclosure of inside information. Access to inside information is at all times confined to relevant senior management and on "as needed" basis, until proper disclosure or dissemination of inside information in accordance with applicable laws and regulations. Relevant persons and other professional parties involved are reminded to preserve confidentiality of the inside information until it is publicly disclosed.

## 內幕消息政策

本公司已制定政策，以確保內幕消息根據適用法律及規例公平及適時地向公眾發佈。本集團的企業事務及財務管理職能之高級管理人員獲授權負責控制及監察依照適當程序披露內幕消息。在任何時候，只限於相關高級管理人員並在「有需要」的情況下方能獲取內幕消息，直至內幕消息根據適用法律及規例予以披露或發佈。並提醒相關負責之員工及其他專業人士須將內幕消息保密直至已公開披露。

# Corporate Governance Report 企業管治報告

## WHISTLEBLOWING POLICY

The Group has adopted a whistleblowing policy to facilitate employees and other stakeholders reporting on any suspected misconduct or malpractice within the Group in confidence and without fear of reprisal or victimisation. The policy is available on the website of the Company.

## BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (the “Board Diversity Policy”) setting out the approach to achieve diversity on the Board. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. In designing the Board’s composition, Board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

## NOMINATION POLICY FOR DIRECTORS

The nomination policy sets out the nomination procedures and the process and criteria to select and recommend candidates for directorship. The policy is included in the term of reference of the Nomination Committee.

According to the nomination policy, the Nomination Committee would select the candidates based on the objective criteria, including without limitation, age, skills, knowledge, experience, expertise, professional and educational qualifications, background and the benefit of diversity as set out under the Board Diversity Policy. The Nomination Committee would also take into account whether the candidate can devote sufficient time to the Company, and in case of INEDs, would also consider the independence requirements under the Listing Rules. The Nomination Committee monitors the implementation of the nomination policy and will review and recommend any revisions to the Board for consideration and approval, when necessary, to enhance effectiveness.

## SHAREHOLDERS’ RIGHTS

### Convening of special general meetings on requisition by shareholders

According to clause 58 of Company’s bye-laws, shareholders holding, at the date of deposit of the requisition, not less than one-tenth (10%) of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act 1981 of Bermuda (as amended) (the “Companies Act”).

## 舉報政策

本集團已實施舉報政策，讓僱員及其他持份者在機密情況下舉報本集團內任何涉嫌失當或違規行為，以免遭受報復或迫害。該政策已刊登於本公司網站。

## 董事會成員多元化政策

董事會已採納董事會成員多元化政策（「董事會成員多元化政策」），該政策採取方針以達致董事會成員多元化。本公司明白並深信董事會成員多元化對提升公司之表現素質裨益良多。本公司在設定董事會成員組合時，會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

## 董事提名政策

提名政策制定遴選及推薦董事候選人的提名程序及流程和準則。該政策載於提名委員會參考之條文內。

根據提名政策，提名委員會將根據客觀標準挑選候選人，包括但不限於年齡、技能、知識、經驗、專長、專業及學歷資格、背景以及董事會成員多元化政策下多元化的益處。提名委員會亦會考慮候選人是否可為本公司投入充足的時間。倘為膺選獨立非執行董事，則還考慮上市規則所載之獨立性規定。提名委員會監察提名政策之實施情況，為提升其成效，將檢討並於必要時提出任何修訂建議，以供董事會考慮及批准。

## 股東權利

### 應股東要求召開股東特別大會

根據本公司之公司細則第58條，任何於遞呈要求之日期持有不少於十分之一（10%）附帶於本公司股東大會表決權之本公司繳足股本之股東，於任何時候均有權透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自行根據百慕達一九八一年公司法（經修改）（「公司法」）第74(3)條之條文召開大會。

# Corporate Governance Report 企業管治報告

## SHAREHOLDERS' RIGHTS (continued)

### Procedures for putting forward proposals at general meetings by shareholders

Shareholder(s) is/are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company when (i) the shareholder(s) representing not less than one-twentieth (5%) of the total voting rights of the Company on the date of the requisition; or (ii) the requisition is made by not less than 100 members holding shares in the Company.

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 registered office of the Company. 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.

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

We strive to provide quality information to shareholders as well as our many stakeholders regarding the latest developments whilst ensuring that relevant information is equally and simultaneously provided and accessible to all interested parties. The Company has adopted a Shareholder Communication Policy which provides the below communication channels to shareholders so as to enable them to engage actively with the Company and exercise their right as shareholders in an informed manner.

- (1) Meeting shareholders in annual general meetings ("AGM") to explain results of the Company and answer questions of shareholders;
- (2) Disseminating corporate information to shareholders according to the rules and regulations;
- (3) Meeting fund managers to promote the business of the Company; and
- (4) Publishing the background, the latest development and the results of the Group on the Company's website.

The Company ensures that shareholders' views are communicated to the Board. The chairman of the AGM proposes separate resolutions for each issue to be considered. Members of the Audit Committee, Remuneration Committee and Nomination Committee also attend the AGM to answer questions from shareholders.

## 股東權利(續)

### 股東於股東大會提呈建議的程序

當(i)股東於提呈日期佔本公司總投票權不少於二十份之一(5%)或(ii)不少於100位持有本公司股份的股東要求，該等股東有權於本公司股東大會提呈議案(可於會議上正式提呈的議案)以供考慮。

經有關股東簽妥並載列議案的請求書連同議案內的所述事宜須送交本公司註冊辦事處。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及80條負責支付進行該等行動及安排所產生的開支。

## 投資者關係及與股東溝通

我們致力向股東以及眾多持份者權益人提供有關本公司最新發展的優質資訊，同時確保有關資訊是平等及同步提供給所有有關人士。本公司已採納與股東溝通的政策給予股東以下溝通渠道，以便其積極參與本公司事務，並在知情的情況下行使股東權利。

- (1) 於股東週年大會與股東會面，向其解釋本公司業績及解答股東的問題；
- (2) 按有關規則及規例，向股東發放公司資料；
- (3) 與基金經理會面，並推廣本公司業務；及
- (4) 於本公司網站公佈本集團背景、最新發展及業績資料。

本公司亦會確保股東意見可傳送到董事局。股東週年大會之主席就每項需考慮的事宜提出個別決議案。審核委員會、薪酬委員會及提名委員會的成員亦會出席股東週年大會以回答股東之提問。

# Corporate Governance Report 企業管治報告

## INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS *(continued)*

AGM proceedings are reviewed from time to time to ensure that the Company follows the best corporate governance practices. The notice of AGM is distributed to all shareholders at least 20 clear business days prior to the AGM and the accompanying circular also sets out details of each proposed resolution and other relevant information as required under the Listing Rules. The chairman of the AGM exercises his power under the Company's bye-laws to put each proposed resolution to the vote by way of a poll. The procedures for conducting a poll are explained at the meeting prior to the polls being taken. Voting results are posted on the websites of the Company and the Stock Exchange on the day of the AGM.

### Changes to constitutional documents

During the year ended 31 March 2019, there was no significant change in the Company's constitutional documents, and these documents are posted on the websites of the Company and the Stock Exchange.

### Making enquiries to the Board

The Group values feedback from shareholders on its efforts to promote transparency and foster investor relationships. Comments and suggestions to the Board or to the Company are welcome to contact the Company Secretary.

#### *Designated contact information*

Texwinca Holdings Limited  
Address : 16th Floor, Metroplaza Tower II, 223 Hing Fong Road,  
Kwai Chung, New Territories, Hong Kong  
Telephone : (852) 2610 7116 / (852) 2610 7257  
Fax : (852) 2233 1116 / (852) 2233 1257  
Email : IR@texwinca.com

## 投資者關係及與股東溝通(續)

股東週年大會之程序不時檢討，以確保本公司遵從最佳之企業管治常規。股東週年大會通告會於股東週年大會舉行的20個營業日前派送予所有股東；而隨附之通函亦列明每項提呈之決議案之詳情及按上市規則要求之其他有關資料。股東週年大會之主席行使本公司之公司細則所賦予之權力，就各項提呈之決議案按投票方式進行表決。在開始投票前，大會上會解釋投票之程序。表決之結果於同日在本公司及聯交所之網站上公佈。

### 組織章程的修訂

於截至二零一九年三月三十一日止年度內，本公司的組織章程文件並無重大的修訂，該文件已於本公司及聯交所網站上公佈。

### 向董事會提出查詢

本集團努力提高透明度與促進投資者關係，並且十分重視股東的回應。歡迎聯絡公司秘書就董事會或本公司提出意見與建議。

#### *指定聯絡資料*

德永佳集團有限公司  
地址 : 香港新界葵涌興芳路223號  
新都會廣場第2座16樓  
電話 : (852) 2610 7116 / (852) 2610 7257  
傳真 : (852) 2233 1116 / (852) 2233 1257  
電郵 : IR@texwinca.com



# Independent Auditor's Report 獨立核數師報告



To the shareholders of  
**Texwinca Holdings Limited**  
(Incorporated in Bermuda with limited liability)

## OPINION

We have audited the consolidated financial statements of Texwinca Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 46 to 168, which comprise the consolidated statement of financial position as at 31 March 2019, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## BASIS OF OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's *Code of Ethics for Professional Accountants* (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致德永佳集團有限公司  
(於百慕達註冊成立之有限公司)  
列位股東

## 意見

我們已審計列載於第46至第168頁德永佳集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，當中包括於二零一九年三月三十一日之綜合財務狀況表，及截至該日止年度之綜合損益表、綜合全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則真實而公允地反映 貴集團於二零一九年三月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定而妥為編製。

## 意見的基礎

我們已根據香港會計師公會頒佈的香港審核準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

# Independent Auditor's Report 獨立核數師報告

## KEY AUDIT MATTERS

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

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

## 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

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

### Key audit matter

#### 關鍵審計事項

##### *Provision for inventories*

##### 存貨準備

As at 31 March 2019, the Group had inventories, net of provision, of HK\$2,171,758,000, which comprised of textile and apparel products. The consumption of inventories is subject to changing consumer demands and market trends which increased the level of judgement involved in estimating inventory provisions. Judgement was required to assess the appropriate level of provision for items which may be ultimately obsoleted or sold below cost as a result of a reduction in customers' demand. Such judgements included management's expectations for future sales net of estimated selling expenses.

於二零一九年三月三十一日，貴集團有扣除準備後存貨港幣2,171,758,000元，當中包括紡織及服裝產品。存貨的消耗受制於客戶需求及市場趨勢的改變，這些因素令估計存貨準備所涉及的判斷層級提高。評估可能因客戶需求減少而引致最終過時或以低於成本出售的存貨準備合適程度需要判斷。該等判斷包括管理層對扣除銷售費用後的未來銷售預期。

### How our audit addressed the key audit matter

#### 我們審計時如何處理關鍵審計事項

We obtained an understanding of the inventory provision policy adopted by management. We also evaluated whether the inventory provision was made in accordance with the policy. We have examined management's estimation regarding the obsolescence percentage applied based on past experience, subsequent sales and usage status, and market-specific considerations.

我們已就管理層採納的存貨準備政策獲得了解。我們亦就存貨準備是否按照該政策提撥進行評估。按照以往經驗、期後銷售及使用狀態及特定市場的考慮，我們檢查了管理層對報廢百分率的估計。



# Independent Auditor's Report 獨立核數師報告

## KEY AUDIT MATTERS (continued)

## 關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們審計時如何處理關鍵審計事項
<p>Relevant disclosures about the significant accounting judgement and estimates, the write-down of inventories and the balance of inventories are included in notes 3, 6 and 21 to the consolidated financial statements.</p> <p>存貨的主要會計判斷及估計、存貨撇減及結餘的相關披露列載於綜合財務報表附註3、6及21。</p>	<p>We tested the reliability of the underlying data used by management to calculate the inventory obsolescence provisions by reviewing the inventory ageing analysis and checking, on a sample basis, the subsequent sales and usage.</p> <p>我們審閱存貨賬齡分析及抽查期後銷售及使用，以測試管理層用以計算存貨報廢準備的基礎數據可靠性。</p> <p>We also tested the resultant calculation by assessing the calculation criteria and recalculating the provision for the inventories based on those criteria.</p> <p>我們以評估存貨準備的計算準則並以該等準則重新計算以測試計算結果。</p> <p>For those items which were identified as slow-moving, excess or obsolete, we assessed management's calculation of net realisable value by checking to the latest or subsequent selling prices.</p> <p>就介定為呆貨、過多或過時的項目，我們檢查最近或期後售價，以評估管理層就可變現淨值的計算。</p>
<p><i>Recoverability of trade receivables</i> 應收賬款的可收回性</p> <p>As at 31 March 2019, the carrying amount of trade receivables before loss allowance for impairment of trade receivables amounted to HK\$777,498,000 and the loss allowance for impairment of trade receivables amounted to HK\$13,499,000.</p> <p>於二零一九年三月三十一日，應收賬款於應收賬款減值損失撥備前的賬面值為港幣777,498,000元，而應收賬款減值損失撥備為港幣13,499,000元。</p>	<p>We tested the controls over the Group's collection procedures and the Group's estimation of expected credit losses. We evaluated the allowance of doubtful debts recognised taking into account the historical cash collection trend, subsequent settlements, ageing analysis of the trade receivables and adjustments to the historical loss rates based on current local economic environment and forward-looking information. We also considered the adequacy of the Group's disclosure about the degree of estimation involved in arriving at the allowance amount.</p> <p>我們對 貴集團收集程序的監控以及 貴集團對預期信貸虧損的估計進行測試。我們對已確認呆賬撥備進行評估，當中經計及過往現金收回趨勢、其後償付、應收賬款的賬齡分析及根據當前地方經濟環境及前瞻性資料對歷史虧損率作出調整。我們亦已考慮 貴集團就達致撥備金額所涉及估計程度的披露是否充足。</p>

# Independent Auditor's Report 獨立核數師報告

## KEY AUDIT MATTERS (continued)

## 關鍵審計事項(續)

### Key audit matter

#### 關鍵審計事項

During the year, due to the adoption of a new accounting standard, a change in accounting policy on impairment assessment of trade receivables was noted. The new accounting policy for impairment assessment of trade receivables was detailed in note 3 to the consolidated financial statements. Management used a provision matrix to calculate expected credit losses ("ECLs") for trade receivables. The matrix was initially based on the Group's historical default rates, and specific factors that management considered in the estimation of the rates including the type of customers, ageing of the balances and recent historical payment patterns. Management then calibrated the matrix to adjust the historical credit loss experience with forward-looking information, such as forecasted economic conditions. We focused on this area because it requires a high level of management's judgement and due to the materiality of the amounts involved.

本年度，由於採納新會計準則，故我們注意到應收賬款減值評估的會計政策有所變動。有關應收賬款減值評估的新會計政策於綜合財務報表附註3詳述。管理層使用撥備矩陣以計算應收賬款的預期信貸虧損。該矩陣初步根據 貴集團的歷史違約率得出，而管理層於估計該比率時考慮的特定因素包括顧客類型、結餘的賬齡及近期的歷史付款模式。管理層其後就預測經濟狀況等前瞻性資料調校該矩陣以調整歷史信貸虧損。由於涉及管理層須作出高水平的判斷及龐大金額，故我們專注於此範疇。

Relevant disclosures about the significant accounting judgement and estimates and the provision for impairment of trade receivables are included in notes 3 and 22 to the consolidated financial statements.

應收賬款的主要會計判斷及估計及減值準備的相關披露列載於財務報表附註3及22。

### How our audit addressed the key audit matter

#### 我們審計時如何處理關鍵審計事項

# Independent Auditor's Report 獨立核數師報告

## KEY AUDIT MATTERS (continued)

## 關鍵審計事項(續)

### Key audit matter

#### 關鍵審計事項

#### Tax provisions and contingencies

#### 稅項撥備及或然稅項

The Hong Kong Inland Revenue Department (the "IRD") initiated a review on the tax affairs of certain subsidiaries of the Group for the years of assessment of 2005/2006 to 2016/2017. Estimating the outcome of the final tax position and the assessment as to whether a provision and the amount of such provision should be recognised are complex and judgmental, and the amounts involved would be material to the consolidated financial statements.

香港稅務局(「稅局」)向 貴集團部份附屬公司提出自二零零五／二零零六至二零一六／二零一七課稅年度的稅務事項進行覆核。估計最終稅務狀況的結果以及評估是否應該確認準備和該準備金額是複雜和判斷性的，而涉及的金額對綜合財務報表來說可能是重大的。

Relevant disclosures about the significant accounting judgement and estimates and the details about the tax review are included in notes 3 and 35(b) to the consolidated financial statements.

該稅務覆核的主要會計判斷及估計及詳情的相關披露列載於綜合財務報表附註3及35(b)。

## OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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.

### How our audit addressed the key audit matter

#### 我們審計時如何處理關鍵審計事項

Our audit procedures included making enquires of the Directors to obtain their view on the status of the review conducted by the IRD and understanding the process followed by management to assess the impact of such review. Our internal tax specialists analysed the Group's correspondence with the IRD and considered management's assessments of the probability and outcome of the objections to the estimated assessments or additional assessments issued by the IRD with reference to other similar cases. We also assessed whether the Group's disclosures detailing the review conducted by the IRD adequately disclosed the potential liabilities of the Group.

我們的審計程序包括透過詢問董事獲得其對稅局進行覆核情況的見解及了解管理層評估該覆核的影響所遵循的程序。我們內部稅務專家分析了 貴集團與稅局的通信，並參考其他類似個案以考慮管理層就稅局發出的估計評稅或補加評稅提出反對的可能性及結果的評估。我們亦評估了 貴集團就稅局進行的覆核的披露詳情是否充份披露 貴集團的潛在負債。

## 刊載於年報內其他資料

貴公司董事須對其他資料負責。其他信息包括刊載於年度報告內的資料，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

# Independent Auditor's Report 獨立核數師報告

## RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

## 董事就綜合財務報表須承擔的責任

貴公司之董事須負責根據由香港會計師公會頒佈之香港財務報告準則及香港公司條例的披露要求編製真實及公允的綜合財務報表，以及負責釐定董事認為必要的內部監控，以確保綜合財務報表的編製並無存有重大錯誤陳述（不論其由欺詐或錯誤引起）。

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

審核委員會協助貴公司董事履行職責，監督貴集團的財務報告過程。

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告依據百慕達公司法1981年第90條僅對全體股東編製，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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

# Independent Auditor's Report 獨立核數師報告

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

We also:

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

## 核數師就審計綜合財務報表承擔的責任 (續)

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

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

# Independent Auditor's Report 獨立核數師報告

## AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ip Hing Lam.

**Ernst & Young**  
Certified Public Accountants  
22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong  
19 June 2019

## 核數師就審計綜合財務報表承擔的責任 (續)

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

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

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

出具本獨立核數師報告的審計項目合夥人是葉慶霖。

安永會計師事務所  
執業會計師  
香港中環  
添美道1號  
中信大廈22樓  
二零一九年六月十九日

# Consolidated Statement of Profit or Loss 綜合損益表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
REVENUE	收入	5	8,210,053	8,530,806
Cost of sales	銷售成本		(5,607,619)	(5,912,886)
Gross profit	毛利		2,602,434	2,617,920
Other income and gains	其他收入及收益	5	207,480	317,344
Gain on disposal of subsidiaries	出售附屬公司收益	33	–	57,254
Selling and distribution expenses	銷售及分銷費用		(1,596,955)	(1,701,581)
Administrative expenses	行政費用		(790,423)	(758,950)
Other operating expenses, net	其他營運費用，淨額		(42,811)	(18,198)
Finance costs	財務費用	8	(36,946)	(42,810)
Share of profit/(loss) of an associate	應佔聯營公司溢利／(虧損)		54,974	(3,121)
PROFIT BEFORE TAX	除稅前溢利	6	397,753	467,858
Income tax expense	稅項	9	(77,336)	(151,108)
PROFIT FOR THE YEAR	本年度溢利		320,417	316,750
Attributable to:	歸屬：			
Ordinary equity holders of the Company	本公司普通權益所有者		325,246	304,328
Non-controlling interests	非控股權益		(4,829)	12,422
			320,417	316,750
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	歸屬本公司普通權益 所有者每股盈利			
Basic and diluted (HK cents)	基本及攤薄後(港幣仙)	11	23.5	22.0



# Consolidated Statement of Comprehensive Income 綜合全面收入表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Note 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
PROFIT FOR THE YEAR	本年度溢利	320,417	316,750
OTHER COMPREHENSIVE INCOME/(LOSS) Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods:	其他全面收入/(虧損) 於其後期間可重新分類至損益的其他全面收入/(虧損):		
Exchange differences on translation of foreign operations	換算海外經營業務產生之匯兌差額	(183,312)	233,122
Reclassification adjustments for foreign operations disposed of during the year	年內出售海外經營業務產生之分類調整	33	(3,804)
Net other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods	於其後期間可重新分類至損益的其他全面收入/(虧損)淨額	(183,312)	229,318
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX	本年度其他全面收入/(虧損)，除稅後淨額	(183,312)	229,318
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度全面收入總額	137,105	546,068
Attributable to:	歸屬:		
Ordinary equity holders of the Company	本公司普通權益所有者	167,564	518,167
Non-controlling interests	非控股權益	(30,459)	27,901
		137,105	546,068

# Consolidated Statement of Financial Position 綜合財務狀況表

31 March 2019 二零一九年三月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	1,355,312	1,386,473
Investment properties	投資物業	13	565,250	524,400
Prepaid land lease payments	預付土地租賃款	14	12,215	13,068
Construction in progress	在建工程	15	528	88,475
Trademarks	商標	16	33,293	33,293
Investment in an associate	於聯營公司之投資	17	25,556	70,582
Prepayments	預付款項	22	31,428	119,870
Long term rental deposits	長期租金按金	22	86,720	87,183
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	19	88,352	–
Long term debt instruments at amortised cost	長期按已攤銷成本的債務工具	20	164,239	–
Long term held-to-maturity investments	長期持至到期的投資	20	–	156,902
Available-for-sale investments	可供出售投資	19	–	152,061
Deferred tax assets	遞延稅項資產	28	18,099	32,809
<b>Total non-current assets</b>	<b>總非流動資產</b>		<b>2,380,992</b>	<b>2,665,116</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	21	2,171,758	2,237,568
Trade receivables	應收賬款	22	763,999	941,418
Bills receivable	應收票據	22	186,501	108,931
Prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款	22	863,185	566,776
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	19	56,946	–
Debt instruments at amortised cost	按已攤銷成本的債務工具	20	68,536	–
Held-to-maturity investments	持至到期的投資	20	–	211,421
Derivative financial assets	衍生金融資產	23	7,057	43,549
Cash and cash equivalents	現金及現金等價物	24	2,079,982	2,445,028
<b>Total current assets</b>	<b>總流動資產</b>		<b>6,197,964</b>	<b>6,554,691</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	25	824,564	1,019,340
Bills payable	應付票據		21,443	19,232
Other payables and accrued liabilities	其他應付賬款及應計負債	26	532,849	499,026
Due to an associate	應付聯營公司	18	–	20
Derivative financial liabilities	衍生金融負債	23	3,334	44,160
Interest-bearing bank borrowings	附息銀行貸款	27	1,491,113	1,390,804
Tax payable	應付稅項		192,244	234,183
<b>Total current liabilities</b>	<b>總流動負債</b>		<b>3,065,547</b>	<b>3,206,765</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>		<b>3,132,417</b>	<b>3,347,926</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>5,513,409</b>	<b>6,013,042</b>

# Consolidated Statement of Financial Position 綜合財務狀況表

31 March 2019 二零一九年三月三十一日

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>NON-CURRENT LIABILITIES</b>				
Deposit received	非流動負債 已收訂金	26	4,000	–
Interest-bearing bank borrowings	附息銀行貸款	27	37,500	187,500
Deferred tax liabilities	遞延稅項負債	28	94,355	100,553
Total non-current liabilities	總非流動負債		135,855	288,053
<b>Net assets</b>	<b>資產淨額</b>		<b>5,377,554</b>	<b>5,724,989</b>
<b>EQUITY</b>				
<b>Equity attributable to ordinary equity holders of the Company</b>				
	權益 歸屬本公司普通權益 所有者權益			
Issued capital	已發行股本	29	69,085	69,085
Reserves	儲備	30	5,101,215	4,972,979
Proposed final dividend	擬派末期股息	10	207,254	207,254
			5,377,554	5,249,318
Non-controlling interests	非控股權益		–	475,671
Total equity	總權益		5,377,554	5,724,989

Poon Bun Chak  
Director

Ting Kit Chung  
Director

董事  
潘彬澤

董事  
丁傑忠

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

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Attributable to ordinary equity holders of the Company 本公司普通股益所有者應佔												
	Issued capital	Share premium account*	Capital redemption surplus*	Contributed reserve*	Exchange fluctuation reserve*	Asset revaluation reserve*	Legal reserve*	Capital reserve*	Retained profits*	Proposed final dividend	Total	Non-controlling interests	Total equity
	已發行股本	股本溢價*	資本贖回儲備*	實繳盈餘*	外匯變動儲備*	重估儲備*	法定儲備*	股本儲備*	保留溢利*	撥派末期股息	總額	非控股權益	總權益
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 April 2018	69,085	703,365	1,695	3,986	212,350	99,246	49	-	3,952,288	207,254	5,249,318	475,671	5,724,989
Profit for the year	-	-	-	-	-	-	-	-	325,246	-	325,246	(4,829)	320,417
Other comprehensive loss for the year:													
Exchange differences on translation of foreign operations	-	-	-	-	(157,682)	-	-	-	-	-	(157,682)	(25,630)	(183,312)
Total comprehensive income/(loss) for the year	-	-	-	-	(157,682)	-	-	-	325,246	-	167,564	(30,459)	137,105
2017/2018 final dividend declared	-	-	-	-	-	-	-	-	-	(207,254)	(207,254)	-	(207,254)
2018/2019 interim dividend (note 10)	-	-	-	-	-	-	-	-	(207,254)	-	(207,254)	-	(207,254)
2018/2019 proposed final dividend (note 10)	-	-	-	-	-	-	-	-	(207,254)	207,254	-	-	-
Acquisition of non-controlling interest (note 32)	-	-	-	-	-	-	(49)	375,180	-	-	375,180	(445,212)	(70,032)
Transfer to retained profits	-	-	-	-	-	-	-	-	49	-	-	-	-
At 31 March 2019	69,085	703,365	1,695	3,986	54,668	99,246	-	375,180	3,863,075	207,254	5,377,554	-	5,377,554

\* These reserve accounts comprise the consolidated reserves of HK\$5,101,215,000 (2018: HK\$4,972,979,000) in the consolidated statement of financial position. 此等儲備賬項構成列於綜合財務狀況表內之綜合儲備港幣5,101,215,000元(二零一八年:港幣4,972,979,000元)。

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

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Attributable to ordinary equity holders of the Company 本公司普通股權益所有者應佔	Issued capital 已發行股本	Share premium account* 股本溢價賬	Capital redemption reserve* 股本贖回儲備	Contributed surplus* 實收盈餘	Exchange fluctuation reserve* 外匯變動儲備	Asset revaluation reserve* 資產重估儲備	Legal reserve* 法定儲備	Retained profits* 保留溢利	Proposed final dividend 擬派末期股息	Total	Non-controlling interests 非控股權益	Total equity 總權益
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 April 2017	於二零一七年四月一日	69,085	703,365	1,695	3,986	(1,489)	99,246	49	4,131,553	442,143	5,449,633	447,770	5,897,403
Profit for the year	本年度溢利	-	-	-	-	-	-	-	304,328	-	304,328	12,422	316,750
Other comprehensive income/(loss) for the year	本年度其他全面收入/(虧損)	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	換算海外經營業務產生之匯兌差額	-	-	-	-	217,643	-	-	-	-	217,643	15,479	233,122
Reclassification adjustments for foreign operations disposed of during the year	年內出售海外經營業務產生之分類調整	-	-	-	-	(3,804)	-	-	-	-	(3,804)	-	(3,804)
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	213,839	-	-	304,328	-	518,167	27,901	546,068
2016/2017 final dividend declared	二零一六/二零一七年度已宣派末期股息	-	-	-	-	-	-	-	-	(442,143)	(442,143)	-	(442,143)
2017/2018 interim dividend (note 10)	二零一七/二零一八年度中期股息(附註10)	-	-	-	-	-	-	-	(276,339)	-	(276,339)	-	(276,339)
2017/2018 proposed final dividend (note 10)	二零一七/二零一八年度擬派末期股息(附註10)	-	-	-	-	-	-	-	(207,254)	207,254	-	-	-
At 31 March 2018	於二零一八年三月三十一日	69,085	703,365	1,695	3,986	213,350	99,246	49	3,952,288	207,254	5,249,318	475,671	5,724,989

# Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營所得現金流量</b>		
Profit before tax	除稅前溢利	397,753	467,858
Adjustments for:	調整：		
Finance costs	財務費用	8	42,810
Share of profit/(loss) of an associate	應佔聯營公司溢利/(虧損)	17	(54,974)
Interest income	利息收入	5	(59,453)
Net fair value gains on foreign exchange derivative financial instruments	外匯衍生金融工具公允價值收益淨額	5	(16,540)
Net fair value gain on investment properties	投資物業公允價值收益淨額	6	(43,256)
Depreciation	折舊	6	257,491
Amortisation of prepaid land lease payments	預付土地租賃款之攤銷	6	438
Net gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目淨收益	6	(307)
Gain on disposal of subsidiaries	出售附屬公司收益	33	–
Impairment of property, plant and equipment	物業、廠房及設備減值	6	3,016
Write-down/(reversal of write-down) of inventories	存貨撇減/(撇減撥回)	6	30,298
Impairment loss allowance of trade receivables	應收賬款減值損失撥備	6	537
Impairment of held-to-maturity investments	持至到期的投資減值	6	–
Impairment of debt instruments at amortised cost	按已攤銷成本的債務工具減值	6	23,781
		<b>575,730</b>	<b>487,250</b>
Increase in inventories	存貨增加	(92,387)	(38,548)
Decrease/(increase) in trade and bills receivables	應收賬款及票據減少/(增加)	59,098	(211,166)
Increase in prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款增加	(233,127)	(172,211)
Decrease in amount due to an associate	應付聯營公司款項減少	(20)	(59,279)
Increase/(decrease) in trade and bills payables	應付賬款及票據增加/(減少)	(136,161)	128,803
Increase in other payables and accrued liabilities	其他應付賬款及應計負債增加	78,888	56,063
Cash generated from operations	經營所得現金	252,021	190,912
Tax paid	已付稅項	(107,315)	(6,495)
Net cash flows from operating activities	經營所得現金流入淨額	<b>144,706</b>	<b>184,417</b>

# Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

	Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	投資活動現金流量		
Interest received	已收利息	59,453	74,174
Net proceeds from settlement of derivative financial instruments	結算衍生金融工具款項淨額	14,675	47,904
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	(198,975)	(196,449)
Additions to construction in progress	添置在建工程	(37,030)	(59,965)
Purchase of available-for-sale investments	購買可供出售投資	–	(97,811)
Net redemption of held-to-maturity investments	贖回持至到期的投資淨額	–	106,903
Net redemption of debt instruments at amortised cost	贖回按已攤銷成本的債務工具淨額	111,768	–
Net redemption of financial assets at fair value through profit or loss	贖回按公允值計入損益的金融資產淨額	6,762	–
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目收入	14,378	42,615
Net outflow from disposal of subsidiaries	出售附屬公司淨流出	–	(155)
Acquisition of non-controlling interest	收購非控股權益	(70,032)	–
Decrease/(increase) in long term rental deposits	長期租金按金減少／(增加)	(3,565)	33,002
Decrease in time and structured deposits with original maturity of over three months when acquired	於訂立日三個月以上到期之定期及結構性存款減少	241,329	104,171
Dividends received from an associate	已收聯營公司股息	100,000	–
Net cash flows from investing activities	投資活動現金流入淨額	238,763	54,389
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	融資活動現金流量		
New interest-bearing bank borrowings	新附息銀行貸款	4,492,208	2,026,781
Repayment of interest-bearing bank borrowings	償還附息銀行貸款	(4,530,250)	(3,004,916)
Interest paid	已付利息	(36,946)	(42,810)
Dividends paid	已付股息	(414,508)	(718,483)
Net cash flows used in financing activities	融資活動現金流出淨額	(489,496)	(1,739,428)
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	現金及現金等價物減少淨額	(106,027)	(1,500,622)
Cash and cash equivalents at beginning of year	年初之現金及現金等價物	2,099,699	3,573,414
Foreign exchange adjustments	外匯調整	(17,690)	26,907
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	年末之現金及現金等價物	1,975,982	2,099,699



# Consolidated Statement of Cash Flows 綜合現金流量表

Year ended 31 March 2019 截至二零一九年三月三十一日止年度

		Note 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>			
Cash and bank balances	現金及銀行存款	24	389,338	468,736
Non-pledged time deposits with original maturity within three months when acquired	於訂立日三個月內到期之無抵押定期存款	24	1,586,644	1,630,963
Non-pledged time deposits with original maturity over three months when acquired	於訂立日三個月以上到期之無抵押定期存款	24	104,000	345,329
Cash and cash equivalents as stated in the consolidated statement of financial position	現金及現金等價物，如載於綜合財務狀況表		2,079,982	2,445,028
Less: Non-pledged time deposits with original maturity over three months when acquired	減：於訂立日三個月以上到期之無抵押定期存款		(104,000)	(345,329)
Cash and cash equivalents as stated in the consolidated statement of cash flows	現金及現金等價物，如載於綜合現金流量表		1,975,982	2,099,699

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION

Texwinca Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The principal place of business of Texwinca Holdings Limited is located at 16th Floor, Metroplaza Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong.

During the year, the Group was involved in the following principal activities:

- Production, dyeing and sale of knitted fabric, yarn and seamless garments;
- Retailing and distribution of casual apparel and accessories;
- Provision of franchise services; and
- Properties investment.

### Information of subsidiaries

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

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益 之百分率		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
Nice Dyeing Factory Limited	Hong Kong	Ordinary HK\$1,000 Non-voting deferred HK\$3,125,000	100	100	Sale of finished knitted fabric and dyed yarn
永佳染廠有限公司	香港	普通股本 港幣1,000元及 無投票權遞延股本 港幣3,125,000元			銷售針織布及色紗
Dongguan Texwinca Textile & Garment Limited <sup>1</sup>	PRC/Mainland China	HK\$2,607,950,000	100	100	Production, dyeing and sale of knitted fabric and yarn
東莞德永佳紡織製衣有限公司 <sup>1</sup>	中國/中國大陸	港幣2,607,950,000元			針織布及棉紗之產銷及整染
Nice Dyeing Factory (Macao Commercial Offshore) Limited <sup>1,2</sup>	Macau	MOP100,000	-	100	Procurement of raw materials and sale of knitted fabric
永佳染廠(澳門離岸商業服務) 有限公司 <sup>1,2</sup>	澳門	澳門幣100,000元			採購原材料及銷售針織布

## 1. 公司及集團資料

德永佳集團有限公司為百慕達註冊成立之有限責任公司，本公司之註冊辦事處為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。德永佳集團有限公司主要營業地址為香港新界葵涌興芳路223號新都會廣場第2座16樓。

於本年度，本集團主要經營以下業務：

- 針織布、棉紗及無縫成衣之產銷及整染；
- 便服及飾物之零售及分銷；
- 提供特許經營服務；及
- 物業投資。

### 附屬公司資料

本公司之主要附屬公司之詳情如下：

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION (continued) Information of subsidiaries (continued)

## 1. 公司及集團資料(續) 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益 之百分率		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
Texwinca Enterprises Limited 德永佳實業有限公司	Hong Kong 香港	HK\$2 港幣2元	100	100	Provision of management services 提供管理服務
Creative Textile Technology Company (Guangdong) Limited <sup>4</sup> 創科紡織(廣東)有限公司 <sup>4</sup>	PRC/Mainland China 中國/中國大陸	HK\$60,000,000 港幣60,000,000元	100	–	Production and sale of seamless garments 無縫成衣之產銷
Creative Textile Technology Company Limited 創科紡織有限公司	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$1 1美元	100	100	Sale of seamless garments 無縫成衣之銷售
Win Ready Industrial Limited 永備實業有限公司	Hong Kong 香港	Ordinary HK\$10 and Non-voting deferred HK\$2 普通股本港幣10元及 無投票權遞延股本 港幣2元	100	100	Property holding 持有物業
Winson Knitting Factory Company Limited	Hong Kong 香港	Ordinary HK\$10 and Non-voting deferred HK\$1,000,000 普通股本港幣10元及 無投票權遞延股本 港幣1,000,000元	100	100	Property holding 持有物業
Baleno Holdings Limited <sup>3</sup> 班尼路集團有限公司 <sup>3</sup>	British Virgin Islands/ Hong Kong 英屬處女群島/香港	US\$20,000 20,000美元	100	64	Investment holding, retailing of casual apparel and accessories 投資控股及便服及 飾物之零售
Baleno Kingdom Limited <sup>3</sup> 班尼路有限公司 <sup>3</sup>	Hong Kong 香港	HK\$10,000 港幣10,000元	100	64	Retailing and distribution of casual apparel and accessories 便服及飾物之零售及分銷
Baleno Hong Kong Limited <sup>3</sup> 班尼路香港有限公司 <sup>3</sup>	Hong Kong 香港	HK\$2 港幣2元	100	64	Retailing of casual apparel and accessories 便服及飾物之零售

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION (continued) Information of subsidiaries (continued)

## 1. 公司及集團資料(續) 附屬公司資料(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/登記及 營業地點	Issued ordinary/ registered share capital 已發行普通/ 已登記股本	Percentage of equity attributable to the Company 本公司應佔權益 之百分率		Principal activities 主要業務
			2019 二零一九年	2018 二零一八年	
Guangzhou Friendship Baleno Co. Ltd. <sup>1,3</sup>	PRC/Mainland China	HK\$103,800,000	100	64	Retailing and distribution of casual apparel and accessories
廣州友誼班尼路服飾有限公司 <sup>1,3</sup>	中國/中國大陸	港幣103,800,000元			便服及飾物之零售及分銷
Beijing Xing Yu Baleno Garment & Decoration Co. Ltd <sup>1,3</sup>	PRC/Mainland China	US\$500,000	100	64	Retailing and distribution of casual apparel and accessories
北京興宇班尼路服裝服飾有限公司 <sup>1,3</sup>	中國/中國大陸	500,000美元			便服及飾物之零售及分銷
上海亞創服飾有限公司 <sup>1,3</sup>	PRC/ Mainland China	RMB1,000,000	100	64	Retailing and distribution of casual apparel and accessories
	中國/中國大陸	人民幣1,000,000元			便服及飾物之零售及分銷
Tianjin Baleno Co. Ltd <sup>1,3</sup>	PRC/ Mainland China	RMB700,000	100	64	Retailing and distribution of casual apparel and accessories
天津市班尼路服飾有限公司 <sup>1,3</sup>	中國/中國大陸	人民幣700,000元			便服及飾物之零售及分銷
Huge Growth Corporation <sup>1,3</sup>	British Virgin Islands/ Mainland China	US\$1	100	64	Property holding
曉高有限公司 <sup>1,3</sup>	英屬處女群島/中國大陸	1美元			持有物業
Silver Kingdom Limited <sup>1,3</sup>	British Virgin Islands/ Taiwan	US\$1	100	64	Sub-letting of properties
銀鯨有限公司 <sup>1,3</sup>	英屬處女群島/台灣	1美元			分租物業
Bigpoint Limited	British Virgin Islands/ Mainland China	US\$1	100	100	Holding of trademarks and provision of franchise services
大班有限公司	英屬處女群島/ 中國大陸	1美元			持有商標及提供特許 經營服務

<sup>1</sup> Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network.

<sup>2</sup> The subsidiary was deregistered after year end.

<sup>3</sup> During the year, the entire equity interests in these companies were acquired by the Group from the non-controlling shareholders. Further details of this acquisition are included in note 32 to the financial statements.

<sup>4</sup> The subsidiary was newly incorporated in current year.

<sup>1</sup> 並非由安永會計師事務所香港或另一安永會計師事務所國際成員審核。

<sup>2</sup> 該附屬公司已於本年末後註銷。

<sup>3</sup> 年內，本集團向非控股股東收購該等公司的全部股權。有關此收購的進一步詳情載於財務報表附註32。

<sup>4</sup> 該附屬公司於本年內新成立。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information of subsidiaries (continued)

All subsidiaries are indirectly held by the Company.

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

## 2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties, certain leasehold land and buildings included in property, plant and equipment, financial assets at fair value through profit or loss (2018: available-for-sale investment) and derivative financial instruments which have been measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

### Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2019. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

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

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

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

## 1. 公司及集團資料(續)

### 附屬公司資料(續)

以上所有附屬公司均由本公司間接持有。

上表所列出本公司之附屬公司，董事認為彼等對本集團本年度之業績構成主要影響或組成本集團資產淨額之主要部份。董事認為詳列其他附屬公司會令篇幅過於冗長。

## 2.1 編製基準

本財務報表乃根據香港會計師公會頒佈之香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)、香港一般公認會計原則及香港公司條例之披露要求編製而成。除投資物業、部份包括在物業、廠房及設備內的租賃土地及樓宇、按公允值計入損益的金融資產(二零一八年：可供出售投資)及衍生金融工具按公允值計量外，本財務報表乃依照原始成本會計慣例所編製。除另有註明外，本財務報表乃以港幣(「港幣」)呈列，所有數值均四捨五入至千位數。

### 綜合基準

綜合財務報表包括本公司及其附屬公司(合稱「本集團」)截至二零一九年三月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制的實體(包括結構性實體)。當本集團對參與投資對象業務的浮動回報承擔風險或享有權利以及能透過對投資對象的權力(如本集團獲賦予現有能以主導投資對象相關活動的既存權利)影響該等回報時，即取得控制權。

倘本公司直接或間接擁有低於大多數的投資對象投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司之財務報表乃就與本公司相同之報告期間使用一致之會計政策編製。附屬公司之業績自本集團取得控制權當日起綜合入賬，並會繼續綜合入賬直至該控制權終止當日為止。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.1 BASIS OF PREPARATION (continued)

### Basis of consolidation (continued)

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

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

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

## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions</i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts</i>
HKFRS 9	<i>Financial Instruments</i>
HKFRS 15	<i>Revenue from Contracts with Customers</i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers</i>
Amendments to HKAS 40	<i>Transfers of Investment Property</i>
HK(IFRIC)-Int 22	<i>Foreign Currency Transactions and Advance Consideration</i>
Annual Improvements 2014-2016 Cycle	Amendments to HKFRS 1 and HKAS 28

## 2.1 編製基準(續)

### 綜合基準(續)

損益及其他全面收入的各項目均歸於本公司普通權益所有者及非控股權益，即使此舉導致非控股權益出現虧損結餘。所有本集團成員公司間之交易相關的資產及負債、權益、收入、開支及現金流量均於綜合賬目時悉數對銷。

倘有事實及情況顯示上文附屬公司會計政策所述控制權的三項因素其中一項或多項出現變化，本集團將重新評估其是否對被投資方擁有控制權。於附屬公司的所有權益出現的變動(在沒有失去控制權情況下)會作為一項權益交易入賬。

倘本集團失去附屬公司的控制權，則會終止確認(i)該附屬公司的資產(包括商譽)及負債；(ii)任何非控股權益的賬面值及(iii)計入權益的累計匯兌差額；並確認(i)已收代價的公允值；(ii)任何獲保留的投資的公允值及(iii)計入損益表的盈餘或虧損。本集團先前於其他全面收入已確認的應佔部分，乃根據假設本集團已直接出售相關資產或負債相同的基礎適當地重新分類至損益或保留溢利。

## 2.2 會計政策及披露之變動

本集團在本年度之財務報表中首次採納以下經修訂的香港財務報告準則。

香港財務報告準則第2號(修訂本)	基於股份支付交易之分類及計量
香港財務報告準則第4號(修訂本)	運用香港財務報告準則第9號金融工具及香港財務報告準則第4號保險合約
香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自與客戶訂立的合約的收入
香港財務報告準則第15號(修訂本)	香港財務報告準則第15號來自與客戶訂立的合約的收入之澄清
香港會計準則第40號(修訂本)	投資物業的轉移之修訂
香港(國際財務報告詮釋委員會)-詮釋第22號	以外幣進行的交易及預付代價
二零一四年至二零一六年週期之年度改進	香港財務報告準則第1號和香港會計準則第28號之修訂

# Notes to the Financial Statements 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Except as described below, the application of the new and revised standards has had no material impact on the consolidated financial statements.

- (a) HKFRS 9 *Financial Instruments* replaces HKAS 39 *Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 April 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement, impairment and hedge accounting.

The Group has recognised the transition adjustments against the applicable opening balances in equity at 1 April 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 39.

### *Classification and measurement*

The following information sets out the impacts of adopting HKFRS 9 on the statement of financial position, including the effect of replacing HKAS 39's incurred credit loss calculations with HKFRS 9's expected credit losses ("ECLs").

## 2.2 會計政策及披露之變動(續)

除以下闡述外，採納新訂及經修訂準則對本綜合財務報表並無重大影響。

- (a) 於二零一八年四月一日或之後開始之年度期間，香港財務報告準則第9號金融工具會取代香港會計準則第39號金融工具：確認及計量，合併金融工具會計處理之所有三個方面：分類及計量、減值及對沖會計。

本集團已確認會影響二零一八年四月一日期初權益結餘的過渡性調整。因此，比較資料不會重列而會繼續按香港會計準則第39號報告。

### *分類與計量*

以下資料列出了採納香港財務報告準則第9號對財務狀況表的影響，包括以香港財務報告準則第9號的預期信貸虧損取代香港會計準則第39號的已發生信貸虧損。



# Notes to the Financial Statements 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

### Classification and measurement

A reconciliation between the carrying amounts under HKAS 39 and the balances reported under HKFRS 9 as at 1 April 2018 is as follows:

## 2.2 會計政策及披露之變動(續)

(a) (續)

### 分類及計量

香港會計準則第39號項下賬面值與香港財務報告準則第9號項下呈報結餘於二零一八年四月一日之對賬如下：

		Notes 附註	HKAS 39 measurement 香港會計準則第39號計量		HKFRS 9 measurement 香港財務報告準則第9號計量		Category 類別
			Category 類別	Amount 金額 HK\$'000 港幣千元	Re- classification 重分類 HK\$'000 港幣千元	Amount 金額 HK\$'000 港幣千元	
<b>Financial assets</b>	<b>金融資產</b>						
Trade receivables	應收賬款	(i)	L&R <sup>1</sup>	945,432	-	945,432	AC <sup>2</sup>
Bills receivable	應收票據		L&R	108,931	-	108,931	AC
Financial assets included in prepayment and other receivables	包括於預付款項及其他應收賬款內之金融資產		L&R	317,646	-	317,646	AC
Held-to-maturity investments	持至到期的投資	(ii)	HTM <sup>3</sup>	368,323	(368,323)	-	N/A 不適用
Debt instruments at amortised cost	按已攤銷成本的債務工具	(ii)	N/A 不適用	-	368,323	368,323	AC
Available-for-sale investments	可供出售投資	(iii)	AFS <sup>4</sup>	152,061	(152,061)	-	N/A 不適用
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	(iii)	N/A 不適用	-	152,061	152,061	FVPL
Long term rental deposits	長期租金按金		L&R	87,183	-	87,183	AC
Derivative financial assets	衍生金融資產		FVPL <sup>5</sup>	43,549	-	43,549	FVPL
Cash and cash equivalents	現金及現金等價物		L&R	2,445,028	-	2,445,028	AC
				<u>4,468,153</u>		<u>4,468,153</u>	
<b>Financial liabilities</b>	<b>金融負債</b>						
Trade payables	應付賬款		AC	1,019,340	-	1,019,340	AC
Bills payable	應付票據		AC	19,232	-	19,232	AC
Due to an associate	應付聯營公司		AC	20	-	20	AC
Financial liabilities included in other payables and accrued liabilities	包括於其他應付賬款及應計負債之金融負債		AC	235,699	-	235,699	AC
Derivative financial liabilities	衍生金融負債		FVPL	44,160	-	44,160	FVPL
Interest-bearing bank borrowings	附息銀行貸款		AC	1,578,304	-	1,578,304	AC
				<u>2,896,755</u>		<u>2,896,755</u>	

<sup>1</sup> L&R: Loans and receivables

<sup>2</sup> AC: Financial assets or financial liabilities at amortised cost

<sup>3</sup> HTM: Held-to-maturity investments

<sup>4</sup> AFS: Available-for-sale investments

<sup>5</sup> FVPL: Financial assets at fair value through profit or loss

<sup>1</sup> L&R: 貸款及應收款項

<sup>2</sup> AC: 按已攤銷成本之金融資產或金融負債

<sup>3</sup> HTM: 持至到期的投資

<sup>4</sup> AFS: 可供出售投資

<sup>5</sup> FVPL: 按公允價值計入損益之金融資產

# Notes to the Financial Statements 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

Classification and measurement (continued)

Notes:

- (i) The gross carrying amounts of the trade receivables under the column "HKAS 39 measurement – Amount" represent the amounts after adjustments for the adoption of HKFRS 15 but before the measurement of ECLs.
- (ii) As of 1 April 2018, the Group classified debt investments previously classified as held-to-maturity investments as debt instruments at amortised cost. These instruments passed the contractual cash flow characteristics test in HKFRS 9, were not actively traded and were held with the intention to collect cash flows and without the intention to sell.
- (iii) The Group has classified its listed investments as financial assets measured at fair value through profit or loss as these investments did not pass the contractual cash flow characteristics test in HKFRS 9.

Changes to the impairment model

(a) Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected losses for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics. Future cash flows for each group of receivables are estimated on the basis of historical loss experience, adjusted to reflect the effects of current conditions as well as forward looking information. Management has closely monitored the credit qualities and the collectability of the trade receivables. Trade receivables in dispute are assessed individually for impairment to determine whether specific loss allowance provisions are required. The adoption of the simplified expected credit loss approach under HKFRS 9 has not resulted in any additional impairment loss for trade receivables as at 1 April 2018.

## 2.2 會計政策及披露之變動(續)

(a) (續)

分類及計量(續)

附註：

- (i) 「香港會計準則第39號計量－金額」一欄下應收賬款的賬面總值指採納香港財務報告準則第15號的調整後但在計量預期信貸虧損前的金額。
- (ii) 於二零一八年四月一日，本集團將以往歸類為持至到期的投資的債務工具分類為按已攤銷成本的債務工具。該等工具已通過香港財務報告準則第9號的合約現金流量特徵測試，並未進行活躍交易，並有意收取現金流量及無意出售。
- (iii) 本集團已將其上市投資分類為按公允價值計入損益的金融資產，因為該等投資並未通過香港財務報告準則第9號的合約現金流量特徵測試。

減值模型的改變

(a) 應收賬款

本集團採用簡化模式提供香港財務報告準則第9號所規定的預期信貸虧損，允許使用所有應收賬款的可使用年期預期虧損。為計量預期信貸虧損，應收賬款已根據共同信貸風險特性分組。各組應收款項的未來現金流量乃根據過往虧損經驗估計，並經調整以反映現時狀況及前瞻性資料的影響。管理層密切監察應收賬款的信貸質素及可收回性。對爭議中的應收賬款進行單獨評估以確定減值，以確定是否需要特定的損失準備金撥備。根據香港財務報告準則第9號採納簡化預期信貸虧損法並未導致於二零一八年四月一日之應收賬款產生任何額外減值虧損。

# Notes to the Financial Statements 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(a) (continued)

*Changes to the impairment model (continued)*

(b) Other financial assets carried at amortised cost

For other financial assets carried at amortised cost, including long term rental deposits, bills receivable, cash and cash equivalents, financial assets included in prepayments, deposits and other receivables, the expected credit loss is based on the 12-month expected credit loss. This represents the portion of lifetime expected credit loss that results from default events on the financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss. Management has closely monitored the credit qualities and the collectability of other financial assets at amortised cost and considers that the expected credit loss is immaterial.

(b) HKFRS 15 and its amendments replace HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations and it applies, with limited exceptions, to all revenue arising from contracts with customers. HKFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The disclosure are included in note 5 to the financial statements. As a result of the application of HKFRS 15, the Group has changed the accounting policy with the respect to revenue recognition in note 2.4 to the financial statements.

The Group has adopted HKFRS 15 using the modified retrospective method of adoption. Under this method, the standard can be applied either to all contracts at the date of initial application or only to contracts that are not completed at this date. The Group has elected to apply the standard to contracts that are not completed as at 1 April 2018.

The cumulative effect of the initial application of HKFRS 15 was recognised as an adjustment to the opening balance of retained profits as at 1 April 2018. Therefore, the comparative information was not restated and continues to be reported under HKAS 11, HKAS 18 and related interpretations.

## 2.2 會計政策及披露之變動(續)

(a) (續)

*減值模型的改變(續)*

(b) 按已攤銷成本的其他金融資產

就按已攤銷成本的其他金融資產 (包括長期租金按金、應收票據、現金及現金等價物、包括於預付款項、訂金及其他應收賬款內之金融資產)而言，預期信貸虧損乃根據12個月預期信貸虧損計算。這表示在報告日期後12個月內可能出現的金融工具違約事件導致的可使用年期預期信貸虧損部分。但是，如果自發起以來信用風險顯著增加，則撥備將基於可使用年期預期信貸虧損。管理層密切監察按已攤銷成本的其他金融資產的信貸質素及可收回性，並認為預期信貸虧損並不重大。

(b) 香港財務報告準則第15號及其修訂取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋，並應用(附帶有限例外情況)所有來自客戶合約的收益。香港財務報告準則第15號建立一個新的五步模型，對客戶合約產生的收益進行入賬。根據香港財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨或服務而有權獲得的代價的金額確認。香港財務報告準則第15號的原則為計量及確認收益提供更加結構化的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆總收益、關於履行責任的資料、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計。該披露已載於財務報表附註5內。由於採用香港財務報告準則第15號，本集團已就有關財務報表附註2.4的收益確認作出更改會計政策。

本集團以修訂追溯法採納香港財務報告準則第15號。根據此方法，該項準則適用於初始應用日期的所有合約或僅適用於當日尚未完成的合約。本集團選擇將該項準則應用於二零一八年四月一日尚未完成的合約。

於二零一八年四月一日，初步應用香港財務報告準則第15號的累計影響已確認為對保留溢利期初餘額的調整。因此，比較資料並未重述，並繼續根據香港會計準則第11號。香港會計準則第18號及相關詮釋予以報告。

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

Set out below are the amounts by which each financial statement line item was affected as at 1 April 2018 as a result of the adoption of HKFRS 15:

		Notes	Amounts prepared under previous HKFRS 按以往香港財務報告準則編製金額 HK\$'000 港幣千元	Effect of adoption of HKFRS 15 採納香港財務報告準則第15號之影響 HK\$'000 港幣千元	Amounts prepared under HKFRS 15 按香港財務報告準則第15號編製金額 HK\$'000 港幣千元
Contract liabilities	合約負債	(i), (ii)	-	20,882	20,882
Trade receivables	應收賬款	(i)	941,418	4,014	945,432
Other payables and accrued liabilities	其他應付賬款及應計負債	(i), (ii)	499,026	(16,868)	482,158

The nature of the adjustments as at 1 April 2018 and the reasons for the significant changes in the statement of financial position as at 31 March 2018 are described below:

- (i) Consideration received from customers in advance  
Before the adoption of HKFRS 15, the Group recognised consideration received from customers in advance as other payables and trade receivables. Under HKFRS 15, the amount is classified as contract liabilities which is included in other payables and accrued liabilities.

Therefore, upon adoption of HKFRS 15, the Group reclassified HK\$14,993,000 from other payables and HK\$4,014,000 from trade receivables to contract liabilities as at 1 April 2018 in relation to the consideration received from customers in advance as at 1 April 2018.

As at 31 March 2019, HK\$29,086,000 classified as other payables under HKAS 18 was classified as contract liabilities due to the adoption of HKFRS 15.

## 2.2 會計政策及披露之變動(續)

(b) (續)

以下載列採納香港財務報告準則第15號後各個財務報表項目於二零一八年四月一日受影響的金額：

於二零一八年四月一日的調整性質及於二零一八年三月三十一日財務狀況表發生重大變化的原因如下：

- (i) 預收客戶代價  
採納香港財務報告準則第15號前，本集團確認預收客戶代價為其他應付款項及應收賬款。根據香港財務報告準則第15號，有關款項分類為合約負債，並計入其他應付賬款及應計負債。

因此，於採納香港財務報告準則第15號後，本集團於二零一八年四月一日將於二零一八年四月一日的預收客戶代價中由其他應付賬款中重分類港幣14,993,000元及由應收賬款中重分類港幣4,014,000元到合約負債。

於二零一九年三月三十一日，港幣29,086,000元按香港會計準則第18號歸類為其他應付賬款因採納香港財務報告準則第15號歸類為合約負債。

# Notes to the Financial Statements 財務報表附註

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## 2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

(b) (continued)

(ii) Sale of casual apparel and accessories with variable consideration

### Customer loyalty programmes

The Group maintains customer loyalty programmes within its retail shops in the Mainland China, which allow customers to accumulate point award credits upon purchase of goods in the retail shops. The point award credits can then be redeemed for cash coupon, subject to certain terms and conditions. Prior to adoption of HKFRS 15, the loyalty points programmes offered by the Group resulted in the allocation of a portion of the transaction price to the loyalty point programmes using the fair value of award credits granted for which they could be redeemed and recognition of deferred income in relation to award credits granted but not yet redeemed or expired. The Group concluded that under HKFRS 15, the loyalty points programmes give rise to a separate performance obligation because they provide a material right to the customer and allocated a portion of the transaction price to the loyalty credits awarded to customers based on the relative stand-alone selling price.

Upon adoption of HKFRS 15, the Group reclassified HK\$1,875,000 from other payables to contract liabilities as at 1 April 2018 in relation to the customer loyalty programmes as at 1 April 2018.

As at 31 March 2019, HK\$6,659,000 classified as other payables was now classified as contract liabilities due to the adoption of HKFRS 15.

(c) Amendments to HKAS 40 clarify when an entity should transfer property, including property under construction or development, into or out of investment property. The amendments state that a change in use occurs when the property meets, or ceases to meet, the definition of investment property and there is evidence of the change in use. A mere change in management's intentions for the use of a property does not provide evidence of a change in use. The amendments have had no impact on the financial position or performance of the Group.

## 2.2 會計政策及披露之變動(續)

(b) (續)

(ii) 便服及飾物銷售之可變代價

### 客戶忠誠計劃

本集團在其位於中國大陸的零售店設有客戶忠誠計劃，讓客戶在零售店購買商品時累積獎勵積分。根據特定條款和條件，獎勵積分可以兌換現金券。於採納香港財務報告準則第15號前，本集團提供的忠誠積分計劃導致將部分交易價格分配至忠誠積分計劃，並使用授予可贖回的獎勵積分的公允價值並確認遞延收益與已授予但尚未兌現或已過期的獎勵積分有關。本集團的結論是，根據香港財務報告準則第15號，忠誠積分計劃產生單獨的履約義務，因為它們向客戶提供實質權利，並按該相對獨立售價將部分交易價格分配至客戶忠誠積分。

於採納香港財務報告準則第15號後，本集團於二零一八年四月一日將有關於二零一八年四月一日的客戶忠誠計劃的港幣1,875,000元自其他應付賬付賬款重分類到合約負債。

於二零一九年三月三十一日，港幣6,659,000元其他應付賬款現因採納香港財務報告準則第15號歸類為合約負債。

(c) 香港會計準則第40號(修訂本)澄清實體應將物業(包括在建築或發展中物業)轉入或轉出投資物業的時間。該等修訂指明，物業用途只於該物業符合或不再符合投資物業之定義且有證據證明用途發生變動時才會發生變動。僅憑管理層對物業用途之意向改變不足以證明其用途有所變動。該等修訂並無對本集團的財務狀況或表現產生任何影響。

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

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in the Historical Financial Information.

Amendments to HKFRS 3	<i>Definition of a Business</i> <sup>2</sup>
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>
HKFRS 16	<i>Leases</i> <sup>1</sup>
HKFRS 17	<i>Insurance Contracts</i> <sup>3</sup>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i> <sup>2</sup>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i> <sup>1</sup>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i> <sup>1</sup>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i> <sup>1</sup>
Annual Improvements 2015-2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23 <sup>1</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2020
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2021
- <sup>4</sup> No mandatory effective date yet determined but available for adoption

## 2.3 已頒佈但尚未生效之香港財務報告準則

本集團並無於本財務報表中應用下列已頒佈，但尚未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第3號(修訂本)	業務之定義 <sup>2</sup>
香港財務報告準則第9號(修訂本)	具有負補償特點之預付款項 <sup>1</sup>
香港財務報告準則第10號與香港會計準則第28號(二零一一年)(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或投入 <sup>4</sup>
香港財務報告準則第16號	租賃 <sup>1</sup>
香港財務報告準則第17號	保險合約 <sup>3</sup>
香港會計準則第1號及香港會計準則第8號(修訂本)	重大之定義 <sup>2</sup>
香港會計準則第19號(修訂本)	計劃修訂、縮減或結算 <sup>1</sup>
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益 <sup>1</sup>
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理方法的不明朗因素 <sup>1</sup>
二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號和香港會計準則第23號之修訂 <sup>1</sup>

- <sup>1</sup> 自二零一九年一月一日或以後開始之年度期間生效
- <sup>2</sup> 自二零二零年一月一日或以後開始之年度期間生效
- <sup>3</sup> 自二零二一年一月一日或以後開始之年度期間生效
- <sup>4</sup> 並無釐定強制生效日期惟可予提早採納



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

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

- (a) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group expects to adopt the amendments prospectively from 1 April 2020.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

有關預期適用於本集團之該等香港財務報告準則之進一步資料於下文載述：

- (a) 香港財務報告準則第3號(修訂本)釐清業務之定義且就其提供額外指引。該等修訂本釐清，對於視為業務之一組完整經營活動及資產，須至少包括一項輸入及一項實質流程，而兩者共同可對創造輸出之能力作出重大貢獻。倘並無包括創造輸出所需之所有輸入及流程，業務仍可存在。該等修訂本剔除對於市場參與者能否獲得業務並繼續創造輸出之評估。相反，其重點在於獲得之輸入及獲得之實質流程是否能共同對創造輸出之能力作出重大貢獻。該等修訂本亦收窄輸出之定義，專注於提供予客戶之貨品或服務、投資收入或來自日常經營活動之其他收入。此外，該等修訂本提供指引以評估獲得之流程是否屬實質性，並引進可選之公允值集中測試，從而允許對獲得之一組經營活動及資產是否不屬於業務進行簡化評估。本集團預期自二零二零年四月一日起按前瞻性基準採納該等修訂本。



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

- (b) HKFRS 16 replaces HKAS 17 Leases, HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Int 15 Operating Leases – Incentives and HK(SIC)-Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two elective recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in HKAS 40, or relates to a class of property, plant and equipment to which the revaluation model is applied. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under HKFRS 16 is substantially unchanged from the accounting under HKAS 17. Lessors will continue to classify all leases using the same classification principle as in HKAS 17 and distinguish between operating leases and finance leases.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

- (b) 香港財務報告準則第16號取代香港會計準則第17號租賃、香港(國際財務報告詮釋委員會)–詮釋第4號釐定安排是否包括租賃、香港(常務詮釋委員會)–詮釋第15號經營租賃—優惠及香港(常務詮釋委員會)–詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項選擇性租賃確認豁免—低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認負債以作出租賃付款(即租賃負債)，而資產指於租賃期使用相關資產的權利(即使用權資產)。除非使用權資產符合香港會計準則第40號投資物業的定義或與應用重估模式之物業、廠房及設備類別有關，否則使用權資產其後按成本減累計折舊及任何減值虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為使用權資產的調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人的會計處理方式。出租人將繼續使用與香港會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。

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

(b) (continued)

HKFRS 16 requires lessees and lessors to make more extensive disclosures than under HKAS 17. Lessees can choose to apply the standard using either a full retrospective or a modified retrospective approach. The Group will adopt HKFRS 16 from 1 April 2019. The Group plans to adopt the transitional provisions in HKFRS 16 to recognise the cumulative effect of initial adoption as an adjustment to the opening balance of retained profits at 1 April 2019 and will not restate the comparatives. In addition, the Group plans to apply the new requirements to contracts that were previously identified as leases applying HKAS 17 and measure the lease liability at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at the date of initial application. The right-of-use asset will be measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before the date of initial application. The Group plans to use the exemptions allowed by the standard on lease contracts whose lease terms end within 12 months as of the date of initial application. As disclosed in note 36(b) to the financial statements, at 31 March 2019, the Group had future minimum lease payments under non-cancellable operating leases in aggregate of approximately HK\$1,234,426,000. Upon adoption of HKFRS 16, certain amounts included therein may need to be recognised as new right-of-use assets and lease liabilities. The Group is currently assessing the impact of HKFRS 16. Further analysis will be needed to determine the amount of new right-of-use assets and lease liabilities to be recognised, including, but not limited to, incremental borrowing rate to be applied for different leases.

(c) Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. The Group expects to adopt the amendments prospectively from 1 April 2020. The amendments are not expected to have any significant impact on the Group's financial statements.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

(b) (續)

香港財務報告準則第16號要求承租人及出租人作出較根據香港會計準則第17號更廣泛之披露。承租人可選擇採用全面追溯或經修改追溯方式應用該準則。本集團計劃採納香港財務報告準則第16號之過渡性條款，以確認首次採納之累計影響，作為對二零一九年四月一日保留溢利年初結餘之調整，且不會重列比較數字。此外，本集團計劃對先前應用香港會計準則第17號獲識別為租賃之合約應用新規定，並按餘下租賃付款之現值計量租賃負債，當中使用本集團首次應用日期之累進借款利率折現。使用權資產將按租賃負債之金額計量，經緊接首次應用日期前在財務狀況表中確認之租賃相關之任何預付或累計租賃付款金額作出調整。本集團計劃使用租賃期限於初步應用日期起計12個月內到期之租賃合約中所載準則而允許之豁免。誠如財務報表附註36(b)所披露，於二零一九年三月三十一日，本集團根據不可撤銷經營租賃之未來最低租賃付款總額約為1,234,426,000港元。於採納香港財務報告準則第16號後，其中所計入若干數額或須確認為新使用權資產及租賃負債。本集團現時正評估香港財務報告準則第16號之影響。仍待進行進一步分析以釐定將予確認之新使用權資產及租賃負債之金額，包括但不限於不同租賃所用之累進借貸利率。

(c) 香港會計準則第1號及香港會計準則第8號(修訂本)為「重大」一詞提供新定義。有關新定義列明，倘重大資料遭遺漏、錯誤陳述或模糊不清，則按合理預期將可能會影響一般用途財務報表主要使用者根據有關財務報表所作決定。有關修訂本澄清，重大與否取決於資料之性質及重要性。如果按合理預期錯誤陳述之資料可能會影響其主要使用者所作決定，則有關錯誤陳述資料將被視作重大。本集團預期自二零二零年四月一日起按未來適用基準採納有關修訂本。預期有關修訂本不會對本集團之財務報表構成任何重大影響。

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

- (d) Amendments to HKAS 28 clarify that the scope exclusion of HKFRS 9 only includes interests in an associate or joint venture to which the equity method is applied and does not include long-term interests that in substance form part of the net investment in the associate or joint venture, to which the equity method has not been applied. Therefore, an entity applies HKFRS 9, rather than HKAS 28, including the impairment requirements under HKFRS 9, in accounting for such long-term interests. HKAS 28 is then applied to the net investment, which includes the long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. The Group expects to adopt the amendments on 1 April 2019 and will assess its business model for such long-term interests based on the facts and circumstances that exist on 1 April 2019 using the transitional requirements in the amendments. The Group also intends to apply the relief from restating comparative information for prior periods upon adoption of the amendments.
- (e) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “uncertain tax positions”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation is to be applied retrospectively, either fully retrospectively without the use of hindsight or retrospectively with the cumulative effect of application as an adjustment to the opening equity at the date of initial application, without the restatement of comparative information. The Group expects to adopt the interpretation from 1 April 2019. The interpretation is not expected to have any significant impact on the Group’s financial statements.

The adoption of other revised HKFRSs is not expected to have significant financial effect on the financial statements of the Group.

## 2.3 已頒佈但尚未生效之香港財務報告準則(續)

- (d) 香港會計準則第28號(修訂本)釐清香港財務報告準則第9號之豁免範圍，僅包括就此應用權益法於聯營公司或合營企業之權益，而不包括實質上構成於該聯營公司或合營企業之淨投資一部分之長期權益(並無就此應用權益法)。因此，實體應用香港財務報告準則第9號而非香港會計準則第28號(包括香港財務報告準則第9號下之減值規定)將該等長期權益入賬。僅就確認聯營公司或合營企業之虧損及於聯營公司或合營企業之淨投資減值而言，香港會計準則第28號繼而應用於淨投資(包括長期權益)。本集團預期於二零一九年四月一日採納修訂本，並將根據於二零一九年四月一日存在之事實及情況採用修訂本之過渡規定，就該等長期權益評估其業務模式。本集團亦擬於採納修訂本後應用免除重列過往年度比較資料之做法。
- (e) 香港(國際財務報告詮釋委員會)-詮釋第23，針對稅務處理涉及影響香港會計準則第12號應用之不確定性(通常稱為「不確定稅務狀況」)時之所得稅(即期及遞延)之處理。該詮釋不適用於香港會計準則第12號範圍以外之稅項或徵費，亦無具體包括與不確定稅務處理相關利息及罰款之規定。該詮釋特別針對(i)實體有否分開考慮不確定稅務處理；(ii)實體就稅務機關審查稅務處理作出之假設；(iii)實體如何確定應課稅溢利或稅項虧損、稅基、未使用稅項虧損、未使用說收抵免及稅率；以及(iv)實體如何考慮事實與情況之變化。該詮釋將追溯應用，可按全面追溯或將應用之累計影響調整首次應用當日之期初權益而沒有重列比較資訊之追溯。本集團預計自二零一九年四月一日起採納該詮釋。該等詮釋預期不會對本集團之財務報表產生任何重大影響。

採納其他經修訂之香港財務報告準則預期不會對本集團的財務報表有重大財務影響。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Investments in associates

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred.

### Business combinations and goodwill

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

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

## 2.4 主要會計政策的概要

### 於聯營公司之投資

聯營公司乃本集團長期持有其權益投票權一般不少於20%及足以對其行使重大影響力之實體。重大影響力指參與被投資方財政及經營決策的權力，但非控制或聯合控制該等政策。

本集團於聯營公司之投資按本集團應佔之資產淨額按權益法計算減去任何減值損失，列入綜合財務狀況表內。本報表經已作出調整以使任何可能存在之不同會計政策一致。本集團應佔聯營公司收購日後之業績及其他全面收入，已分別列入綜合損益表及綜合其他全面收入內。此外，倘直接在聯營公司權益中確認變動，則本集團會在綜合權益中確認其所佔之任何變動（倘情況適用）。本集團與其聯營公司之間的交易而產生的未實現損益以本集團於聯營公司之投資為限對銷，除非有未實現虧損證明所轉讓資產出現減值。

### 業務合併及商譽

業務合併乃以購買法入賬。轉讓之代價乃以收購日期之公允值計算，該公允值為本集團轉讓之資產於收購日期之公允值、本集團承擔來自被收購方之前度擁有人之負債，及本集團發行以換取被收購方控制權之股本權益之總和。於各業務合併中，本集團選擇以公允值或被收購方可識別資產淨額之應佔比例，計算於被收購方中現時屬擁有權權益及賦予持有人權利可於清盤時按比例分佔資產淨值之非控股權益。非控股權益之所有其他部分按公允值計量。收購成本於產生時列為開支。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之金融資產及負債，以作出適合之分類及標示，其中包括將被收購方主合約中的嵌入式衍生工具進行分離。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Business combinations and goodwill (continued)

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

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

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

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

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

## 2.4 主要會計政策的概要(續)

### 業務合併及商譽(續)

倘企業合併分階段進行，收購方先前持有的被收購方股權於收購日之公允值盈虧應按收購日之公允值透過損益重新計量。

由收購方將予轉讓之任何或然代價將於收購日按公允值確認。被歸類為一項資產或負債的或然代價為金融工具並按公允值計量，其公允值變動確認為損益。分類為權益的或然代價不會重新計量並其後結算於權益內入賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股權益及本集團先前由持有之被收購方股權之公允值總額，超逾與所收購可識別資產淨額及所承擔負債之差額。如總代價及其他項目低於所收購資產淨額之公允值，於重新評估後其差額將於損益內確認為議價收購收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽減值測試每年進行一次，或一旦任何事件發生或情況出現變動，顯示賬面值可能減值時，測試次數將更為頻密。本集團於每年三月三十一日進行商譽減值測試。就減值測試而言，不論本集團其他資產或負債是否分配至該等或該等組別單位，自收購日期開始在業務合併所取得之商譽將分配至本集團，預期受惠於合併之協同效益的每個現金產生單位，或各組現金產生單位。

減值乃評估與商譽相關之現金產生單位(現金產生單位組別)可收回數額予以釐定。凡現金產生單位(現金產生單位組別)可收回數額少於其賬面值，則須確認減值虧損。就商譽所確認之減值虧損不會於其後期間撥回。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Business combinations and goodwill (continued)

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

### Fair value measurement

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

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

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

## 2.4 主要會計政策的概要(續)

### 業務合併及商譽(續)

凡商譽屬現金產生單位(現金產生單位組別)之部分以及出售單位內經營部分，與出售經營相關之商譽在釐定出售經營之損益時於經營之賬面值內入賬。在此情況下出售之商譽乃根據出售經營之相關價值及所保留產生現金單位部分計量。

### 公允值計量

本集團於各報告期末按公允值計量其投資物業、可供出售投資及衍生金融工具。公允值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要及最具優勢市場須為本集團可進入之市場。資產或負債的公允值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

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

本集團採納適用於不同情況且具備充分數據以供計量公允值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Fair value measurement (continued)

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

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

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

### Impairment of non-financial assets

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

## 2.4 主要會計政策的概要(續)

### 公允值計量(續)

所有載於本財務報表計量或披露的資產及負債乃基於對公允值計量整體而言屬重大的最低層輸入數據按以下公允值等級分類：

- 第一級 — 基於相同資產或負債於活躍市場的報價(未經調整)；
- 第二級 — 基於對公允值計量而言屬重大的可觀察(直接或間接)最低層輸入數據的估值方法；及
- 第三級 — 基於對公允值計量而言屬重大的不可觀察最低層輸入數據的估值方法。

就按經常性準於本財務報表確認的資產及負債而言，本集團透過於各報告期末重新評估分類(基於對公允值計量整體而言屬重大的最低層輸入數據)確定是否發生不同等級轉移。

### 非金融資產減值

倘有跡象顯示出現減值或須就資產進行年度減值測試(存貨、金融資產及投資物業除外)，則會估計該資產之可收回金額。資產之可收回金額為該資產或產生現金單位的使用價值或公允值減出售成本的較高者，並就個別資產而釐定，除非有關資產並無產生大致上獨立於其他資產或資產組別之現金流入，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。



# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Impairment of non-financial assets (continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

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

## 2.4 主要會計政策的概要(續)

### 非金融資產減值(續)

只有當資產之賬面值超逾其可收回金額時始會確認減值虧損。於評估使用價值時，估計日後現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損乃於產生期內從損益表中扣除，惟倘資產乃按重估金額入賬，減值虧損則須按照重估資產所適用之有關會計政策入賬。

於各報告期末均評估有否跡象顯示以往確認之減值虧損可能不再存在或已減少。如存在該等跡象，則須評估可收回金額。過往已獲確認之資產或部份金融資產減值虧損僅會於可收回金額釐定基準出現變動時方予撥回。撥回之結果不會令該賬面值高於倘該資產往年並無確認減值虧損(扣除任何折舊／攤銷)後而釐訂之賬面值。獲撥回之減值虧損乃於產生期內計入損益表，惟倘有關資產乃按重估金額列賬，撥回之減值虧損則須按照重估資產所適用之有關會計政策入賬。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Related parties

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

- (a) the party is a person or a close member of that person's family and that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity; and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

## 2.4 主要會計政策的概要(續)

### 關連人士

有關人士將被視為本集團之關連人士，若：

- (a) 該人士為一名人士或該人士之近親，而該人士：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理人員的其中一名成員；

或

- (b) 該人士為符合下列任何一項條件之實體：
  - (i) 該實體與本集團屬同一集團之成員公司；
  - (ii) 該實體為另一家實體之聯營公司或合營企業(或另一家實體之母公司、附屬公司或同系附屬公司)；
  - (iii) 該實體與本集團均為同一第三方之合營企業；
  - (iv) 該實體為第三方實體之合營企業，而另一家實體則為該第三方實體的聯營公司；
  - (v) 該實體為本集團或與本集團有關連之實體之僱員之受僱後福利計劃；
  - (vi) 該實體受(a)項所界定人士控制或共同控制；
  - (vii) (a)(i)項所識別人士對該實體有重大影響力或屬該實體之主要管理人員成員；及
  - (viii) 該實體或該實體所屬集團的任何成員公司為本集團或本集團的母公司提供主要管理人員服務。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5, as further explained in the accounting policy for "Non-current assets held for sale". The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

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

## 2.4 主要會計政策的概要(續)

### 物業、廠房及設備與折舊

物業、廠房及設備(除在建工程外)均按成本或估值減累計折舊及減值虧損入賬。當一物業、廠房及設備項目分類為待售,其不作折舊並,於會計政策「待售的非流動資產」進一步解釋,按香港財務報告準則第5號入賬。物業、廠房及設備項目之成本包括其購買價及將該資產達至運作狀況及地點以作其計劃用途所產生之任何直接應計成本。

物業、廠房及設備項目投入運作後之開支,如維修及保養之費用,一般在產生期間於損益表中扣除。倘確認條件達標,相關主要檢查費用可按撥充資本計入作為重置之資產賬面值。倘大部份物業、廠房及設備須不時重置,本集團確認該部份為個別具有特定可使用年期之資產並作折舊。

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

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Property, plant and equipment and depreciation (continued)

For a transfer from owner-occupied properties to investment properties, the related revaluation surplus is retained in the asset reserve and remains there until the subsequent disposal or retirement of the property, when it is transferred from the revaluation surplus to retained profits.

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

Leasehold land and buildings	25 years or over the remaining lease terms, whichever is shorter
Leasehold improvements	Over the remaining lease terms
Plant and machinery	10 to 20 years
Furniture, fixtures and office equipment	5 years
Motor vehicles and yacht	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

## 2.4 主要會計政策的概要(續)

### 物業、廠房及設備與折舊(續)

當業主佔用物業轉撥為投資物業時，有關之重估盈餘保留於資產重估儲備並保留直至該物業其後出售或報廢，則由重估盈餘轉撥至保留溢利。

折舊之計算方法乃按個別物業、廠房及設備項目之估計可使用年期以直線法撇銷其成本或估值至剩餘價值。就此目的而估計之可使用年期如下：

租賃土地及樓宇	25年或按餘下之租賃年期，按其中較短者
租賃樓宇裝修	按餘下之租賃年期
廠房及機械	10至20年
傢俬、裝置及辦公室設備	5年
汽車及遊艇	5年

倘一物業、廠房及設備項目之不同部份擁有不同之可使用年期，該項目之成本按合理基礎分配於其各部份，並單獨計提其折舊。剩餘價值、可使用年期和折舊方法最少於每個財政年度結算日進行檢討和適當修正。

已初步確認的物業、廠房及設備項目包括任何重要部份於出售或預期使用或出售該項目將不會帶來未來經濟利益時終止確認。於資產終止確認之年度於損益表確認之任何出售或報廢之損益，為銷售所得款項淨額與相關資產賬面值之差額。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Construction in progress

Construction in progress represents plant and machinery under construction, which are stated at cost less any impairment losses, and are not depreciated. Cost comprises the direct costs of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

### Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

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

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

### Trademarks

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

## 2.4 主要會計政策的概要(續)

### 在建工程

在建工程為在建造中的廠房及機械，乃按成本值減任何減值虧損列賬，且不予折舊。成本為直接建造成本。當在建工程完工及可作使用會重新分類至適當之物業、廠房及設備類別。

### 投資物業

投資物業指持有土地及樓宇權益作賺取租金收入及／或資本增值用途，而非用於生產或供應貨物或服務或作行政用途；或作一般業務過程中出售用途(包括在此情況以外符合投資物業定義之物業經營租賃項下之租賃權益)。該等物業初步按成本，包括交易成本，列賬。於初步確認後，投資物業乃按反映於報告期末之市場狀況之公允值列賬。

因投資物業公允值變更產生之損益於其產生年度計入損益表。

投資物業報廢或出售產生之任何損益於其報廢或出售年度於損益表確認。

當投資物業轉撥為業主佔用物業時，改變用途當日之公允值視作為於期後會計時所用之物業成本。倘本集團佔用的物業由業主佔用物業成為投資物業，則本集團將根據「物業、廠房及設備與折舊」所述之政策將該物業入賬，直至更改用途日為止，而該物業之賬面價值及公允值間於當日之差額，則根據上述「物業、廠房及設備與折舊」所述之政策列為重估入賬。

### 商標

商標的可使用年期已評估為無盡。無盡可使用年期的商標每年以個體或產生現金流的單位層面作減值測試，並無須作出攤銷。無盡年限的商標的可使用年期每年作出檢討，以確定有關無盡年限的評估是否繼續成立。若否，可使用年期由無盡評估為有盡的變更，將按往後基準入賬。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Operating leases

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

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

### Inventories

Inventories are stated at the lower of cost and net realisable value. For fabric, yarn and seamless garments, cost is determined on a weighted average basis and, for work in progress and finished goods, cost comprises direct materials, direct labour and an appropriate proportion of overheads. For casual apparel and accessories, cost is determined on a weighted average basis and includes all costs of purchases and other costs incurred in bringing the inventories to their present location and condition. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal or to make the sale.

### Derivative financial instruments

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

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

## 2.4 主要會計政策的概要(續)

### 經營租賃

凡出租人實際上仍保留資產擁有權之絕大部分收益及風險之租賃，均以經營租賃入賬。倘本集團為出租人，本集團按經營租賃出租之資產列作非流動資產及該等經營租賃之應收租金乃按租賃年期，以直線法計入損益表。倘本集團為承租人，則按經營租賃應付之租金按租賃年期以直線法從損益表中扣除。

經營租賃項下之預付土地租賃款初步按成本列賬，期後按直線法於租賃期內確認。倘租賃款項不能可靠地分配至土地及樓宇部份，則所有租賃款項均計入土地及樓宇成本作為物業、廠房及設備之融資租賃。

### 存貨

存貨乃按成本或可變現淨額兩者之較低者入賬。布、紗和無縫成衣方面，成本乃按加權平均法計算，而半成品與成品之成本包括直接材料、直接工資及適當比例之間接費用。另外有關便服及飾物之成本則以加權平均法計算，並包括所有購進費用及其他將貨物送達至目前地點及狀況之成本。可變現淨額乃根據預計銷售價減去任何於完成及出售或促成該銷售所需之預計成本計算。

### 衍生金融工具

本集團運用衍生金融工具，以對沖其外幣風險。該等衍生金融工具初步按訂立衍生工具合約日期的公允值確認入賬，之後再按其後的公允值計量。當衍生工具的公允值為正數，則以資產處理，若其公允值為負數，則以負債處理。

任何衍生工具的公允值轉變引致的損益，須直接確認於損益表中。



# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018)**

*Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition (applicable from 1 April 2018)" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

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

*Subsequent measurement*

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

## 2.4 主要會計政策的概要(續)

投資及其他金融資產(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策)

*首次確認及計量*

金融資產在初始確認時分類為其後按已攤銷成本計量、透過其他全面收入按公允值入賬及透過損益按公允值入賬。

初始確認時金融資產之分類取決於金融資產的合約現金流特徵及本集團管理金融資產的業務模式。除並未包含重大融資組成部分的應收賬項或本集團已實行權宜措施不調整重大融資組成部分影響的應收賬項外，本集團最初按公允值計量金融資產，倘金融資產並非透過損益按公允值入賬，則加上交易成本。並未包含重大融資組成部分的應收賬項或本集團已實行權宜措施的應收賬項按依照下文「收益確認(自二零一八年四月一日起適用)」所載政策根據香港財務報告準則第15號釐定的交易價計量。

金融資產需要令現金流量僅為支付本金及利息，方可分類為按已攤銷成本計量或透過其他全面收入按公允值入賬之金融資產。

本集團管理金融資產的業務模式指如何管理其金融資產以產生現金流量。該業務模式決定現金流量源自收回合約現金流、出售金融資產或兩者皆是。

所有一般買賣之金融資產皆於交易日(即本集團承諾買賣該資產之日期)予以確認。一般買賣乃指按照一般市場規定或慣例在一定期間內交付資產之金融資產買賣。

*其後計量*

金融資產的其後計量取決於其分類如下：



# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) (continued)

*Financial assets at amortised cost (debt instruments)*

The Group measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

*Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value profit or loss are also recognised as other income in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

## 2.4 主要會計政策的概要(續)

投資及其他金融資產(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策)(續)

*按已攤銷成本的金融資產(債務工具)*

倘符合以下條件，則本集團會按已攤銷成本計量金融資產：

- 金融資產乃於以持有金融資產為目標的業務模式內持有，旨在收取合約現金流量。
- 金融資產合約條款訂明於指定日期的現金流量僅為支付本金及利息。

按已攤銷成本的金融資產其後使用實際利率法計量，並可予減值。倘資產終止確認、修訂或減值，則收益及虧損會於損益表確認。

*按公允值計入損益的金融資產*

按公允值計入損益的金融資產包括為交易而持有的金融資產、透過損益在初始確認時指定的公允值金融資產，或強制性要求按公允值計量的金融資產。倘金融資產乃為短期內出售或回購目的而購入，則分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦被分類為持作買賣，除非該等衍生工具被指定為有效對沖工具。現金流量並非僅為支付本金及利息之金融資產，無論業務模式如何，皆透過損益按公允值進行分類及計量。儘管有債務工具按已攤銷成本或透過其他全面收入按公允值進行分類之準則，惟倘債務工具於初始確認時指定為透過損益按公允值入賬會消除或顯著減少會計錯配，則可以此方法入賬。

按公允值計入損益的金融資產在財務狀況表中按公允值列賬，公允值淨變動在損益表中確認。

此類別包括本集團並無不可撤回地選擇透過其他全面收入按公允值分類之衍生工具及權益投資。當確立付款權利，與股息相關之經濟利益很可能會流向本集團，股息金額亦能夠可靠計量，分類為按公允值計入損益的金融資產之權益投資股息亦於損益表中確認為其他收入。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Investments and other financial assets (policies under HKFRS 9 applicable from 1 April 2018) (continued)

#### Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

### Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018)

#### Initial recognition and measurement

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

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

#### Subsequent measurement

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

## 2.4 主要會計政策的概要(續)

投資及其他金融資產(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策)(續)

#### 按公允值計入損益的金融資產(續)

於混合合約(連帶金融負債或非金融主合約)嵌入之衍生工具獨立於主合約，且作為獨立衍生工具入賬，條件為經濟特徵及風險與主合約並無緊密關係；擁有與嵌入式衍生工具相同條款之獨立工具符合衍生工具之定義；且混合合約並非按公允值計入損益計量。嵌入式衍生工具按公允值計量，而其公允值變動於損益表確認。僅在合約條款出現變動而將重大修改另行需要之現金流量或金融資產從按公允值計入損益類別中重新分類時，方會進行重新評估。

於混合合約(包含金融資產主合約)嵌入之衍生工具不會獨立入賬。金融資產主合約連同嵌入式衍生工具須全部分類為按公允值計入損益之金融資產。

投資及其他金融資產(二零一八年四月一日前適用之香港會計準則第39號項下政策)

#### 首次確認及計量

金融資產於首次確認時可適當地分類為貸款及應收款項、持至到期的投資、按公允值計入損益的金融資產或可供出售金融工具。金融資產於首次確認時按公允值加上收購金融資產於應估交易成本計量，惟按公允值計量且其變動計入損益的金融資產除外。

所有常規買賣之金融資產概於交易日確認，即本集團承諾購買或出售該資產之日。常規買賣乃指按市場規定或慣例普遍確立之期間內交收資產之金融資產買賣。

#### 其後計量

金融資產之其後計量視乎其分類如下：

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018) (continued)**

*Loans and receivables*

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

*Held-to-maturity investments*

Non-derivative financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity investments when the Group has the positive intention and ability to hold them to maturity. Held-to-maturity investments are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in the statement of profit or loss.

*Financial assets at fair value through profit or loss*

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

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition (applicable before 1 April 2018)" below.

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

## 2.4 主要會計政策的概要(續)

投資及其他金融資產(二零一八年四月一日前適用之香港會計準則第39號項下政策)(續)

*貸款和應收款項*

貸款和應收款項為具固定或可予釐定付款金額的非衍生金融資產，在活躍市場中並無報價。於初步確認後，該等資產其後按實際利率法計算已攤銷成本，並扣除任何減值準備。已攤銷成本的計算已考慮購入時的折讓或溢價及包括組成實際利率不可或缺的部份的費用及成本。按實際利率之攤銷將計入損益表。

*持至到期的投資*

如果本集團有持至到期的意圖和能力，則具有固定的或可確定的付款額以及固定的到期日的非衍生金融資產分類為持至到期的投資。持至到期的投資其後按已攤銷成本以實際利率法扣除任何減值準備計量。計算已攤銷成本乃經計入收購時產生之任何折扣或溢價並加上構成實際利率不可或缺之部份的費用或成本。按實際利率之攤銷呈列於損益表之內。

*按公允值計入損益的金融資產*

按公允值計入損益的金融資產包括持作交易金融資產及於首次確認後劃分為按公允值計入損益的金融資產。金融資產如以短期賣出為目的而購買，則分類為持作交易資產。衍生工具，包括獨立嵌入式衍生工具，亦分類為持作交易金融資產，惟獲指定為香港會計準則第39號定義之有效對沖工具則除外。

按公允值計入損益的金融資產乃按公允值於財務狀況報表中列賬，而其公允值淨變動則於損益表中確認為其他收入及利益或融資成本。於損益表內確認的公允值淨變動並不包括有關金融資產所產生，根據下文「收入確認(自二零一八年四月一日前適用)」所載的政策予以確認的任何股息或利息收入。

於初步確認時指定為按公允值計入損益的金融資產在初步確認日期且僅在符合香港會計準則第39號要求時指定。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018) (continued)**

*Financial assets at fair value through profit or loss (continued)*

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

*Available-for-sale financial investments*

Available-for-sale financial investments are quoted investment fund. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest earned whilst holding the available-for-sale financial investments are reported as interest income and are recognised in the statement of profit or loss as other income in accordance with the policies set out for "Revenue recognition (applicable before 1 April 2018)" below.

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

## 2.4 主要會計政策的概要(續)

投資及其他金融資產(二零一八年四月一日前適用之香港會計準則第39號項下政策)(續)

*按公允值計入損益的金融資產(續)*

若嵌入於主合同的衍生工具的經濟特色及風險與主合同並無密切關係，以及主合同並無持作買賣或指定為按公允值計入損益，嵌入於主合同的衍生工具乃作為獨立的衍生工具入賬，並按公允值記錄。該等嵌入式衍生工具乃按公允值計量，而其公允值變動乃於損益表中確認。重新評估只會於合同條款的變動重大修訂了另行所需的現金流時或重分類以公允值計量且其變動計入損益類別到金融資產時方會產生。

*可供出售之金融投資*

可供出售之金融投資是指有報價的投資基金。既非持作買賣，又非指定為按公允值計入損益的股權投資即分類為可供出售。持有的期限不確定及在需要流動性或者市場條件發生改變時將出售的債務證券分類為可供出售。

這些資產初始確認後，即以公允價值作後續計量，相關浮動盈虧確認於其他全面收入可供出售投資重新評估儲備中。直至該投資被終止確認，當時的累計利得或損失確認於其他收入損益表中，或直至投資被確定為減值，其累計利得或損失確認於損益表中其他經營開支且從可供出售投資重新評估儲備中刪減。持有可供出售金融投資所賺取的利息根據下述「收入確認(二零一八年四月一日前適用)」政策在損益表內確認為其他收入。

本集團評估近期內是否有能力及意圖出售可供出售金融投資。當本集團(在極特殊情況下)，因缺乏活躍市場而不能出售這類金融資產時，如果管理層有能力與意圖在可預期未來持有益這些資產或持有直至到期時，本集團或會選擇重分類這類金融資產。



# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Investments and other financial assets (policies under HKAS 39 applicable before 1 April 2018) (continued)**

*Available-for-sale financial investments (continued)*

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

**Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018)**

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

*General approach*

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

## 2.4 主要會計政策的概要(續)

投資及其他金融資產(二零一八年四月一日前適用之香港會計準則第39號項下政策)(續)

*可供出售之金融投資(續)*

倘若一項金融資產從可供出售重新劃分為其他類別，則重分類當日的公允價值為其新攤餘成本，之前於權益中確認得該資產的收益及損失採用實際利率法於投資剩餘期限內攤銷計入損益表。新攤餘成本與到期金額的差額採用實際利率法於投資剩餘期限內攤銷。倘若資產隨後被確認為減值，計入權益的金額需重分類至損益表。

金融資產減值(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策)

本集團就並非按公允值計入損益持有之所有債務工具之預期信貸虧損撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押品的現金流量或組成合約條款的其他信貸提升措施。

*一般模式*

預期信貸虧損分兩個階段進行確認。就自初始確認以來未有顯著增加的信貸風險而言，就未來12個月內可能發生違約事件而導致之信貸虧損計提預期信貸虧損(12個月預期信貸虧損)。就自初始確認以來曾顯著增加的信貸風險而言，不論何時發生違約，於餘下風險年期內的預期信貸虧損均須計提虧損撥備(全期預期信貸虧損)。

於各報告日期，本集團評估自初始確認後金融工具的信貸風險是否顯著增加。本集團作出評估時會對於報告日期金融工具發生的違約風險與於初始確認日期金融工具發生的違約風險進行比較，並考慮毋須付出不必要成本或努力而可得到的合理及可支持資料，包括歷史及前瞻性資料。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018) (continued)

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

## 2.4 主要會計政策的概要(續)

金融資產減值(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策)(續)

一般模式(續)

本集團將合約付款逾期90日的金融資產視作違約。然而，於若干情況下，當內部或外部資料顯示本集團不可能在本集團採取任何信貸提升措施前悉數收回未償還合約金額時，本集團亦可能認為該金融資產違約。金融資產於不能合理預期收回合約現金流量時撇銷。

按已攤銷成本計量之金融資產在一般模式下可能會出現減值，並分類到以下階段之預期信貸虧損計量，惟採用下文詳述的簡化模式的應收賬項及合約資產除外。

- 第一階段 — 金融工具自初始確認以來並無顯著增加信貸風險，且其虧損撥備按相等於12個月預期信貸虧損的金額計量
- 第二階段 — 金融工具自初始確認以來顯著增加信貸風險，但並不屬信貸減值金融資產，且其虧損撥備按相等於全期預期信貸虧損的金額計量
- 第三階段 — 於報告日期出現信貸減值的金融資產(但並非購買或原始信貸減值)，其虧損撥備按相等於全期預期信貸虧損的金額計量

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Impairment of financial assets (policies under HKFRS 9 applicable from 1 April 2018) (continued)

#### Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

### Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018)

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

## 2.4 主要會計政策的概要(續)

金融資產減值(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策)(續)

#### 簡化模式

對於不包括重大融資成分的應收賬項及合約資產，或本集團採用實際權宜措施不就重大融資成分的影響作出調整時，本集團採用簡化模式進行預期信貸虧損計量。根據簡化模式，本集團不會追蹤信貸風險的變化，而是於各報告日期根據全期預期信貸虧損確認損失撥備。本集團已根據其歷史信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境的前瞻性因素作出調整。

就包含重大融資成分及租賃應收款項之應收賬項及合約資產而言，本集團選擇採納簡化模式作為其會計政策，於計量預期信貸虧損時應用上述政策。

金融資產減值(二零一八年四月一日前適用之香港會計準則第39號項下政策)

本集團於各報告期末評估是否有客觀證據顯示一項金融資產或一組金融資產出現減值。一項金融資產或一組金融資產僅於有減值的客觀證據顯示該資產初步確認後，發生一件或多件事項，且可靠地估計該虧損事項已對該金融資產或該組金融資產之估計未來現金流量產生影響時，減值便存在。減值之證據可包括一名債務人或一組債務人出現重大財政困難、怠慢或拖欠利息或本金付款、彼等可能面臨破產或其他財務重組，以及有可見數據顯示估計未來現金流量出現可計量之減少，例如欠款或經濟狀況之變動與拖欠款項有關。



# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018) (continued)

#### Financial assets carried at amortised cost

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

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

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

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account.

#### Available-for-sale financial investments

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

## 2.4 主要會計政策的概要(續)

金融資產減值(二零一八年四月一日前適用之香港會計準則第39號項下政策)(續)

#### 按已攤銷成本的金融資產

就按已攤銷成本的金融資產而言,本集團首先會按個別基準就個別重大金融資產或按組合基準就個別非重大金融資產,評估是否存在按個別基準的減值。倘本集團認定按個別基準經評估的金融資產並無客觀證據顯示存在減值,則該項資產無論其重要與否會歸入一組具有相似信貸風險特性的金融資產內,並共同評估減值。經個別評估減值且其減值虧損已予確認或繼續確認的資產不會納入共同減值評估之內。

任何已識別的減值虧損金額乃按該資產賬面值與估計未來現金流量(不包括未出現的未來信貸虧損)現值的差額計量。估計未來現金流量的現值以金融資產的原始實際利率(即首次確認時計算的實際利率)貼現。

資產賬面值通過使用備抵賬目沖減,而虧損金額在損益表中確認。利息收入按經沖減的賬面值持續計提,且採用計量減值虧損時用以貼現未來現金流量的利率。當未來可收回的實際機會不大,貸款及應收款項連同任何相關準備會被撇銷。

倘於以後的期間,因減值確認後發生的事項令估計減值虧損的金額增加或減少,則先前確認的減值虧損可通過調整備抵賬目而增減。

#### 可供出售金融投資

對於可供出售金融投資,本集團會於每一報告期末評估是否存在客觀證據表明一項投資或一組投資出現減值。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Impairment of financial assets (policies under HKAS 39 applicable before 1 April 2018) (continued)**

*Available-for-sale financial investments (continued)*

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

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. "Significant" is evaluated against the original cost of the investment and "prolonged" against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

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

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through the statement of profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statement of profit or loss.

## 2.4 主要會計政策的概要(續)

金融資產減值(二零一八年四月一日前適用之香港會計準則第39號項下政策)(續)

*可供出售金融投資(續)*

倘可供出售金融投資出現減值，其成本(扣除任何主要付款及攤銷)與當前公允價值的差額，扣除以往期間已計入損益表的減值虧損，從其他全面收入轉入損益表。

對於分類為可供出售的股權投資，該客觀證據應包括公允價值較其成本顯著或持續下降。確定「顯著」或「持續」時需要作出判斷。「顯著」乃根據投資原始成本確定，「持續」乃根據公允價值低於初始成本期間確定。倘存在減值證據，則累計虧損(按收購成本與當前公允價值之差額扣除以往期間就該投資於損益表確認的任何減值虧損計量)將從其他全面收入移除並於損益表確認。分類為可供出售的股權投資的減值虧損不得在損益表中撥回。減值確認後的公允價值增加直接於其他全面收入中確認。

對「顯著」或「持續」之確定需要運用判斷。在作出此判斷時，本集團會考慮其他因素評估投資的公允價值低於其成本的程度及持續期間。

分類為可供出售的債權工具，減值的計量標準與已攤銷成本的金融資產的一致。然而減值的金額為的攤銷成本低於當前公允價值之間的累計損失減去以前期間已在損益表中確認的減值損失。未來利息收入按照減值後的賬面價值以計算減值損失使用的折現利率計提。利息收入屬融資收入。若期後有客觀證據表明公允價值上升，已通過損益表確認減值損失的債權投資的減值損失通過損益表轉回。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Derecognition of financial assets (policies under HKFRS 9 applicable from 1 April 2018 and policies under HKAS 39 applicable before 1 April 2018)**

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

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

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

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

## 2.4 主要會計政策的概要(續)

終止確認金融資產(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策及二零一八年四月一日前適用之香港會計準則第39號項下政策)

在下列情況下，金融資產(或，如適用，一項金融資產之某一部份或一組類似金融資產之某一部份)將予終止確認(即自本集團綜合財務狀況表移除)：

- 自該資產取得現金流量之權利已屆滿；或
- 本集團已轉讓自該資產取得現金流量之權利，或須遵守「轉付」安排於無重大延誤之情況下將已收的現金流量全額付予第三方；並且(a)本集團已轉讓該資產相關之絕大部份風險及回報；或(b)本集團並無轉讓或保留該資產之絕大部份風險及回報，但已轉讓該資產之控制權。

如本集團已轉讓自一項資產收取現金流量之權利或已訂立「轉付」安排，則評估本身是否保留資產擁有權之風險及回報以及所涉及之程度如何。當並無轉讓或保留該資產之絕大部份風險及回報，亦無轉讓該資產之控制權，則本集團將按本集團繼續參與之程度繼續確認該轉讓資產。在該情況下，本集團亦確認相關負債。已轉讓資產及相關負債按反映本集團保留之權利及責任之基準計量。

以擔保方式繼續參與已轉讓資產之參與程度，按該資產之原賬面值或本集團可能被要求償還之代價之最高金額的較低者計量。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

Financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and policies under HKAS 39 applicable before 1 April 2018)

### Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or loans and borrowings, as appropriate.

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

The Group's financial liabilities include trade payables, bills payable, financial liabilities included in other payables and accrued liabilities, due to an associate, derivative financial liabilities and interest-bearing bank borrowings.

### Subsequent measurement

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

#### Financial liabilities at fair value through profit or loss

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

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in the statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

## 2.4 主要會計政策的概要(續)

金融負債(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策及二零一八年四月一日前適用之香港會計準則第39號項下政策)

### 首次確認及計量

金融負債於首次確認時視情況而定，可分類為按公允值計入損益的金融負債或貸款及借貸(如適用)。

所有金融負債於首次確認時以公允值計算，而貸款及借貸則另加直接應佔交易成本。

本集團的金融負債包括應付賬款、應付票據、包括於其他應付賬款及應計負債內之金融負債、應付聯營公司款項、衍生金融負債及附息銀行貸款。

### 其後計量

金融負債的其後計量視乎其分類如下：

#### 按公允值計入損益的金融負債

按公允值計入損益的金融負債包括持作交易用途的金融負債及於初始確認時指定為按公允值計入損益的金融負債。

倘得到該金融負債的目的為於近期購回，則該金融負債應分類為持作交易用途。此分類包括本集團根據香港會計準則第39號所界定之對沖關係不被指定為對沖工具之衍生金融工具。獨立嵌入式衍生工具亦分類為持作交易用途，除非其被指定為有效的對沖工具另作別論，持作交易用途的負債損益於損益表內確認。於損益表確認的公允值收益或虧損淨額並不包括任何向該等金融負債所扣除的任何利息。

於初步確認時指定為按公允值計入損益之金融負債在初步確認日期且僅在符合香港財務報告準則第9號之標準時指定。指定按公允值計入損益之負債收益或虧損於損益表確認，惟本集團本身信貸風險產生之收益或虧損，而其於其他全面收入呈列且其後並無重新分類至損益表則除外。於損益表確認之公允值收益或虧損淨額並不包括於該等金融負債扣除之任何利息。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

**Financial liabilities (policies under HKFRS 9 applicable from 1 April 2018 and policies under HKAS 39 applicable before 1 April 2018)**

(continued)

### *Loans and borrowings*

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

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

### **Derecognition of financial liabilities**

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

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

### **Offsetting of financial instruments**

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

## 2.4 主要會計政策的概要(續)

金融負債(自二零一八年四月一日起適用之香港財務報告準則第9號項下政策及二零一八年四月一日前適用之香港會計準則第39號項下政策)(續)

### *貸款及借貸*

於首次確認後，附息銀行貸款其後按以實際利率法計量的已攤銷成本計量，倘貼現的影響微不足道，在此情況下則按成本列賬。終止確認負債及透過實際利率法攤銷過程中產生的盈虧於損益表中確認。

計算已攤銷成本時會考慮收購所產生的任何折讓或溢價，亦包括作為實際利率不可或缺的部份的費用或成本。按實際利率之攤銷計入損益表中的財務費用。

### **終止確認金融負債**

當負債責任獲解除或註銷或屆滿時，即終止確認金融負債。

倘現有金融負債由來自同一借方之另一筆財務負債替代，而其條款不大相同或現有負債之條款經大幅修訂，則該替代或修訂被視作終止確認原有負債並確認新負債，而各賬面值間之差異則於損益表中確認。

### **抵銷金融工具**

金融資產及金融負債乃互相抵銷，而淨額則於以下情況在財務狀況表呈報：倘若及只有在目前有可強制執行法定權利以抵銷已確認金額及有意按淨額基準結算，或同時變現資產及償還負債。



# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Income tax

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

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

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

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

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

## 2.4 主要會計政策的概要(續)

### 所得稅

所得稅包括當期及遞延稅項。與於損益以外確認之項目有關之所得稅，須於損益以外的其他全面收入內或直接於權益內確認。

本期或過往期間之即期稅項資產及負債，乃按預期可收回自或須支付予稅務機關之金額，根據於報告期末當時已執行或實際上已執行之稅率(及稅務法例)計算，並會考慮本集團經營所在之國家當時之詮釋及守則。

遞延稅項乃以負債法，就於報告期末之資產及負債之稅項基礎及其用作財務申報用途之賬面值兩者間之所有暫時性差額計算撥備。

遞延稅項負債就所有應課稅暫時性差額予以確認入賬，惟下列者除外：

- 當源於初次確認一項並非業務合併的交易之資產及負債產生之遞延稅項負債，而於該項交易進行時概不影響會計溢利或應課稅溢利或虧損者；及
- 關於附屬公司及聯營公司之投資之應課稅暫時性差額，當該暫時性差額之撥回時間可予控制，並可確定暫時性差額於可見之未來不會撥回者。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Income tax (continued)

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

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

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

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## 2.4 主要會計政策的概要(續)

### 所得稅(續)

遞延稅項資產就所有可扣減暫時性差額、未使用稅項抵免及任何未使用稅項虧損予以確認。惟遞延稅項資產的確認僅限於可確定有應課稅溢利以抵銷可扣減暫時性差額、未使用稅項抵免及未使用稅項虧損時，惟下列者除外：

- 當有關可扣減暫時性差額之遞延稅項資產源於初次確認一項並非業務合併的交易之資產及負債，而於該項交易進行時不影響會計溢利或應課稅溢利或虧損者；及
- 關於附屬公司及聯營公司之投資之可扣減暫時性差額，遞延稅項資產可予確認，惟僅限於在可確定於可見之未來可撥回暫時性差額及可能有應課稅溢利以抵銷該暫時性差額時。

遞延稅項資產之賬面值乃於每個報告期末進行檢討，並按無足夠應課稅溢利可供全部或部份遞延稅項資產予以應用之程度減少。未予確認之遞延稅項資產須於每個報告期末進行檢討，並按有足夠應課稅溢利可供收回全部或部份遞延稅項資產的程度確認。

遞延稅項資產及負債以預期適用於資產變現及負債清償期間之稅率計算，並以報告期末已執行或實際上已執行之稅率(及稅務法例)計算。

倘於法律上有可執行權利將本期稅項資產與本期稅項負債抵銷而遞延稅項乃與相同之應課稅企業及相同之稅務機關有關時，遞延稅項資產及遞延稅項負債將予以抵銷。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Government subsidies

Government subsidies are recognised at their fair values where there is reasonable assurance that the subsidy will be received and all attaching conditions will be complied with. When the subsidy relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs which it is intended to compensate, are expensed.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash and bank balances and time deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and cash at banks, which are not restricted as to use.

### Customer loyalty programme

The Group operates a loyalty programme in its retailing operation which allows customers to accumulate award credits when they purchase products from the Group.

The consideration received is allocated between the products sold and the award credits issued, with the consideration allocated to the award credits being equal to their fair value. Fair value is determined by applying statistical techniques.

The fair value of the award credits issued is deferred and recognised as revenue when the award credits are redeemed.

## 2.4 主要會計政策的概要(續)

### 政府補助款

政府補助款乃於合理確定將會取得該筆補助款及符合所有附帶條件時按公允值確認。當該補助款與開支項目有關時，補助款須有系統地與其擬補償之成本配合之期間確認為收入。

### 現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括現金及銀行存款及定期存款，以及可隨時轉換為可知數額現金而價值變動風險不大，且一般於購入後三個月內到期之短期高流通性投資，減除須應銀行要求償還及構成本集團現金管理不可或缺的部份之銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括並無限制用途之現金及銀行存款。

### 客戶忠誠計劃

本集團推行一項忠誠計劃於其零售業務中，讓客戶當購買本集團產品時累積回贈積分。

已收代價於已出售產品及已回贈積分之間分配，分配予回贈積分的代價相等予其公允值。公允值以應用統計技術釐定。

已回贈積分的公允值被遞延及當該回贈積分兌換時被確認為收入。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Revenue recognition (applicable from 1 April 2018)

#### Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

## 2.4 主要會計政策的概要(續)

### 收益確認(自二零一八年四月一日起適用)

#### 來自與客戶訂立的合約的收入

來自與客戶訂立的合約的收入於商品或服務的控制權轉讓予客戶時確認，該金額能反映本集團預期就交換該等商品或服務有權獲得的代價。

當合約中的代價包含可變金額時，代價金額於本集團向客戶轉讓商品或服務而有權進行交換時估計。可變代價於合約開始時估計並受到約束，直至與可變代價相關的不確定因素其後得到解決時，確認的累積收益金額極有可能不會發生重大收益撥回。

當合約包括向客戶轉讓貨品或服務為客戶帶來超過一年重大融資利益的融資組成部分時，收益乃按應收款項金額的現時價值計量，並採用將於自合約開始起本集團與客戶間的個別融資交易中反映的貼現率貼現。當合約包括為本集團帶來超過一年重大融資利益的融資組成部分時，根據合約確認的收益包括合約負債根據實際利息法計算的利息開支。就客戶付款至轉讓所承諾的貨品或服務的期限為一年或以下的合約而言，交易價格並無就重大融資組成部分的影響採用香港財務報告準則第15號中的可行權宜方式進行調整。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Revenue recognition (applicable from 1 April 2018) (continued)

#### (a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

#### Rights of return

For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised.

#### (b) Rendering of services

Revenue from the provision of services are recognised upon the rendering of relevant services.

#### (c) Provision of franchise and royalty services

Revenue from the provision of franchise and royalty services is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

#### Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms.

#### Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

## 2.4 主要會計政策的概要(續)

### 收益確認(自二零一八年四月一日起適用)(續)

#### (a) 銷售貨品

銷售貨品之收入於資產控制權轉移至客戶(一般於交付貨品時)之時間點確認。

#### 退貨權

就向客戶提供於指定期限內享有退回貨品權利之合約而言，採用預期估值法以估計將不予以退回之貨物，原因為該方法最佳預測本集團有權獲得可變代價金額。當中將應用香港財務報告準則第15號有關限制估計可變代價之要求，以釐定可計入交易價之可變代價金額。就預期將予退回之貨品而言，回款負債而非收入得以確認。

#### (b) 提供服務

提供服務之收益於提供相關服務後確認。

#### (c) 提供特許經營及專利服務

來自提供特許經營及專利服務之收益於預定期限內以直線法確認，原因為客戶同時接收及消耗本集團提供之利益。

#### 來自其他來源之收益

租賃收入於租賃期內按時間比例確認。

#### 其他收入

利息收入按計提基準採用實際利率法確認，當中應用將金融工具之預期年期或較短期間(如適用)內估計未來現金收入確切貼現至金融資產賬面淨值之利率。

# Notes to the Financial Statements 財務報表附註

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Revenue recognition (applicable before 1 April 2018) (continued)

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) from the rendering of services, when the services have been provided;
- (c) rental income, on a time proportion basis over the lease terms;
- (d) franchise and royalty income, on a time proportion basis, over the franchise periods; and
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

### Contract liabilities (applicable from 1 April 2018)

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received a consideration (or an amount of consideration that is due) from the customer. If a customer pays the consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

### Dividends

Final and special dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

## 2.4 主要會計政策的概要(續)

收入確認(自二零一八年四月一日起適用)(續)  
倘本集團可能獲得經濟利益及當收入可按下列基準作可靠計算時，則收入確認入賬：

- (a) 如銷售貨品，則當擁有權之重大風險及收益已轉移至買方，並且本集團並不對所出售貨品保持與擁有權相若之管理參與，亦無實際控制該等已售貨品；
- (b) 如提供服務，則當已提供該等服務時；
- (c) 租金收入，以租賃期內時間的比例為基礎；
- (d) 特許經營及專利收入，於特許經營期內時間的比例為基礎；及
- (e) 利息收入，以計提基準按實際利率法使用，將估計未來於財務工具之預計可用年期可收取現金貼現至金融資產之賬面淨額之相同利率。

### 合約負債(自二零一八年四月一日起適用)

合約負債指向客戶轉讓貨品或服務之責任，而本集團就此向客戶收取代價(或應付之代價金額)。倘客戶於本集團將貨品或服務轉讓予客戶前支付代價，則於作出付款或應付款項時(以較早者為準)確認合約負債。合約負債於本集團履行合約時確認為收入。

### 股息

董事建議派發之末期及特別股息分類為於財務狀況表之權益項內保留溢利之獨立分配，直至股東於股東大會批准派發該等股息。倘該等股息獲股東批准。並予以宣派，則確認為負債入賬。

中期股息同時被建議及宣派，因本公司的公司細則授權董事有宣派中期股息之權力。故此，中期股息於建議及宣派時隨即確認為負債。

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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Employee benefits

#### Retirement benefit schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate overseas are required to participate in central pension schemes operated by the local municipal governments. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension schemes. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension schemes.

### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 2.4 主要會計政策的概要(續)

### 僱員福利

#### 退休福利計劃

本集團根據強制性公積金計劃條例，為所有在香港僱員設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」)。按照強積金計劃之規則，供款乃按僱員基本薪金的一個百分率作出，並於按該強積金計劃規定應付時從損益表扣除。強積金計劃的資產由獨立管理之基金持有，並與本集團之資產分開。本集團作出之僱主供款繳入計劃後即全數歸僱員。

本集團於海外營運之附屬公司的僱員均須參加由地方市政府設立之中央退休保障計劃。該等附屬公司須按其工資之若干百分率向該中央退休保障計劃作出供款。根據該中央退休保障計劃的規定，供款於應付時在損益表內扣除。

### 借貸成本

收購、興建或生產合資格資產(即需要大量時間準備以作擬定用途或銷售的資產)應佔的直接借貸成本將會被撥充資本作為該等資產的部份成本。倘資產大致可作預定用途或出售，則該等借貸成本將會停止撥充資本。特定借貸於撥作合資格資產的支出前用作短暫投資所賺取的投資收入，會從撥充資本的借貸成本中扣除。所有其他借貸成本均於產生期間支銷。借貸成本包括利息及實體因借入資金而產生的其他成本。



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## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(continued)

### Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries and an associate are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

## 2.4 主要會計政策的概要(續)

### 外幣

本財務報表乃以港幣呈報，港幣為本公司之功能貨幣。本集團各實體決定其本身之功能貨幣，而各實體之財務報表所載之項目均以該功能貨幣計算。本集團旗下實體所記錄以外幣進行之交易初步以交易當日之各個功能貨幣匯率記錄。以外幣結算之貨幣資產及負債於報告期末之功能貨幣匯率重新換算。所有源於貨幣項目的結匯或換算的差額均計入損益表。

以外幣結算之非貨幣項目以歷史成本計算，並按初始交易當日之匯率換算。以公允值計算之外幣非貨幣項目會按計量公允值當日之匯率換算。重新換算以公允值計量之非貨幣項目所產生的盈虧與確認公允值變動的盈虧一致(即該項目的公允值盈虧於其他全面收入或損益中確認，其兌換差額亦分別於其他全面收入或損益中確認)。

部份海外附屬公司及聯營公司之功能貨幣為港幣以外之其他貨幣。於報告期末，該等實體之資產及負債按報告期末之匯率換算為港幣，而損益表則按年內之加權平均匯率換算為港幣。換算產生之匯兌差額於其他全面收入確認，並計入外匯變動儲備。於出售海外業務時，與該項海外業務相關之其他全面收入部份須於損益表內確認。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量日期適用之匯率換算為港幣。海外附屬公司於年內經常產生之現金流量，則按該年度之加權平均匯率換算為港幣。

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## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

### Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

#### *Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

## 3. 主要會計判斷及估計

編製本集團之財務報表時，管理層須就影響到於報告期末時之收入、開支、資產及負債之呈報金額以及或然負債之披露作出判斷、估計及假設。然而，有關該等假設及估計之不確性，可導致須對未來受影響之資產或負債的賬面值作出重大調整。

### 判斷

於應用本集團之會計政策之過程中，管理層已作出以下判斷，除涉及估計外，該等判斷對於財務報表中確認之金額有最大影響：

#### *投資物業及業主佔用物業間之分類*

本集團釐定一項物業是否符合投資物業資格，並已發展出作出該判斷之標準。投資物業為持有以賺取租金或資本增值或兩者之物業。因此，本集團考慮一個物業能否很大程度上獨立於本集團持有之其他資產產生現金流量。一些物業組成持有作賺取租金或資本增值之部份而另一部份為持有作生產或供應貨物或服務或作行政用途。倘該等部份能作獨立出售或以融資租賃獨立出租，則本集團將該部份作獨立入賬。如該部份不能作獨立出售，則僅當該物業之小部份為持有作生產或供應貨物或服務或作行政用途之情況下，該物業方屬於投資物業。判斷乃按個別物業為基準以釐定輔助服務是否重大，致使該物業不符合投資物業資格。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Judgements (continued)

#### Impairment of assets

The Group has to exercise judgement in determining whether an asset is impaired or the event previously causing the asset impairment no longer exists, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

#### Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the provision for income taxes worldwide. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Such estimates involve consideration of the possibility and outcome of the objections to the estimated assessment or additional assessment issued by the tax authority with reference to similar cases. 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.

#### Estimation uncertainty

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

#### Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 March 2019 was HK\$18,099,000 (2018: HK\$23,304,000). Further details are contained in note 28 to the financial statements.

## 3. 主要會計判斷及估計(續)

### 判斷(續)

#### 資產的減值

本集團須行使判斷力以釐定資產有否減值或先前導致資產減值之事件是否不再存在，尤其在評估：(1)有否發生可能影響資產值之事件，或該影響資產值之事件是否已不存在；(2)資產之賬面值是否可由未來現金流量之現值淨額支持，該現值淨額乃根據持續使用該資產或終止確認之基礎進行估計；及(3)編製現金流量估計將予應用之合適主要假設包括該等現金流量估計是否以合適利率貼現。改變管理層選定以釐定減值程度之假設，包括流動現金流量估計之貼現率或增長率假設，可能嚴重影響用於減值測試之現值淨額。

#### 所得稅

本集團須繳納多個司法權區之所得稅。在釐定全球所得稅的撥備時須作出重大判斷。在一般業務過程中，有許多交易及計算均難以明確釐定最終稅項。本集團須估計未來會否繳納額外稅項，從而確認對預期稅務審核事宜之責任。該等估計涉及參考類似個案考慮稅務局發出的估計評稅或補加評稅提出反對的可能性及結果。倘該等事宜之最終稅務結果與起初入賬之金額不同，該等差額將影響稅務釐定期內之所得稅及遞延稅項撥備。

#### 估計不明朗因素

於報告期末對未來及其他主要估計不明朗因素的主要來源之主要假設，而於下一個財政年度內對資產及負債之賬面值有造成重大調整之主要風險者闡述如下。

#### 遞延稅項資產

當有很大可能性產生應課稅溢利並可利用稅項虧損，因稅項虧損產生的遞延稅項資產會被確認。基於未來應課稅溢利的金額及產生時間及未來稅務籌劃策略，管理層對可確認遞延稅項資產金額作出重大判斷。於二零一九年三月三十一日，與確認稅項虧損有關的遞延稅項資產賬面值為港幣18,099,000元(二零一八年：港幣23,304,000元)。詳情載於財務報表附註28。

# Notes to the Financial Statements 財務報表附註

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## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Estimation uncertainty (continued)

#### Impairment of trademarks

The Group determines whether trademarks with indefinite useful lives are impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the trademarks are related. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are contained in note 16 to the financial statements.

#### Estimation of useful lives of trademarks

The Group assessed the useful lives of previously recognised trademarks. As a result of this assessment, the trademarks were classified as intangible assets with indefinite useful lives. This conclusion is supported by the fact that the Group's trademark legal rights are capable of being renewed indefinitely at insignificant cost and therefore are perpetual in duration, related to well known and long established fashion brands, and based on future financial performance of the Group, they are expected to generate positive cash flows indefinitely. Under HKAS 38 Intangible Assets the Group re-evaluates the useful lives of the trademarks each year to determine whether events or circumstances continue to support the view of the indefinite useful lives of the trademarks. The carrying amount of trademarks at 31 March 2019 was HK\$33,293,000 (2018: HK\$33,293,000).

#### Estimation of fair value of investment properties

The Group considers information from a variety of sources, including (i) current prices in an active market for properties of a different nature, condition and location (or subject to different leases or other contracts), adjusted to reflect those differences; (ii) recent prices of similar properties on less active markets, with adjustments to reflect any changes in economic conditions since the date of the transactions that occurred at those prices; and (iii) independent valuations.

The carrying amount of investment properties at 31 March 2019 was HK\$565,250,000 (2018: HK\$524,400,000). Further details, including the key assumptions used for fair value measurement and a sensitivity analysis, are given in note 13 to the financial statements.

## 3. 主要會計判斷及估計(續)

### 估計不明朗因素(續)

#### 商標的減值

本集團至少每年檢訂一次商標是否存在減值，此須估計與該商標有關之現金產生單位之使用價值。為估計使用價值，本集團須估計現金產生單位預期將來產生的現金流量，及選擇一個合適貼現率以計算該等現金流量的現值。詳情載於財務報表附註16。

#### 商標可使用年期之估計

本集團評估以往確認的商標的可使用年期。基於該評估結果，該等商標被分類作無盡可使用年期的無形資產。此結論基於本集團可以不重大成本不斷更新該商標的法定權益，因此年期屬無盡，此等商標為已為人熟識及長久建立的時裝品牌，再基於本集團未來的財務表現，預期能不斷產生正現金流。根據香港會計準則第38號無形資產，本集團每年重新測算商標的可使用年期，以決定有關事件或情況能否繼續支持商標為無盡可使用年期的看法。商標於二零一九年三月三十一日之賬面值為港幣33,293,000元(二零一八年：港幣33,293,000元)。

#### 投資物業公允值估計

本集團考慮不同來源的資料，其中包括(i)參考活躍市場中不同性質、狀況及地點物業的現時價格(或因應不同的租賃或其他合約)，調整以反映該等差異；(ii)於較不活躍市場同類物業最近成交價，並從交易發生日始，就任何經濟狀況轉變對價格作調整；及(iii)獨立估值。

投資物業於二零一九年三月三十一日之賬面值為港幣565,250,000元(二零一八年：港幣524,400,000元)。進一步詳情，包括用於公允值計量的主要假設載於財務報表附註13內。

# Notes to the Financial Statements 財務報表附註

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## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

### Estimation uncertainty (continued)

#### Write-down of inventories to net realisable value

Write-down of inventories to net realisable value is made based on the estimated net realisable value of inventories. The assessment of the required write-down amount involves management's judgement and estimates, based on management's expectations for future sales net of estimated selling expenses. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying amounts of the inventories and the write-down charge/write-back amount in the period in which such estimate has been changed. The carrying amount of inventories at 31 March 2019 was HK\$2,171,758,000 (2018: HK\$2,237,568,000).

#### Provision for expected credit losses on trade receivables

The Group uses a provision matrix to calculate ECLs for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The carrying amount of trade receivables at 31 March 2019 was HK\$763,999,000 (2018: HK\$941,418,000). The information about the ECLs on the Group's trade receivables is disclosed in note 22 to the financial statements.

## 3. 主要會計判斷及估計(續)

### 估計不明朗因素(續)

#### 撇減存貨至可變現淨額

存貨乃根據存貨之估計可變現淨額撇減至其可變現淨額。評估所需之撇減金額涉及管理層按管理層對未來扣除估計銷售費用後銷售額的預期作出判斷及估計。若日後之實際結果或預期有別於先前之估計，則有關差額將影響到有關估計改變期間之存貨賬面值及存貨撇減／撥回金額。存貨於二零一九年三月三十一日之賬面值為港幣2,171,758,000元(二零一八年：港幣2,237,568,000元)。

#### 應收賬款預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬款之預期信貸虧損。撥備率乃根據具有類似虧損模式之不同客戶分部組別之逾期日數作出。撥備矩陣初步根據本集團過往觀察所得違約率計算。本集團將調校矩陣以按前瞻性資料調整過往信貸虧損經驗。舉例而言，倘預測經濟狀況預期將於未來一年惡化，其可導致製造業違約數目增加，則過往違約率將予調整。於各報告日期，過往觀察所得違約率將予更新，並會分析前瞻性估計變動。

對過往觀察所得違約率、預測經濟狀況及預期信貸虧損間之關連性進行之評估屬重大估計。預期信貸虧損金額對不同情況變化及預測經濟狀況具敏感性質。本集團過往信貸虧損經驗及預測經濟狀況亦未必能代表客戶日後之實際違約情況。應收賬款於二零一九年三月三十一日的賬面值為港幣763,999,000元(二零一八年：港幣941,418,000元)。有關本集團應收賬款之預期信貸虧損資料於財務報表附註22披露。



# Notes to the Financial Statements 財務報表附註

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## 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the production, dyeing and sale of knitted fabric, yarn and seamless garments segment;
- (b) the retailing and distribution of casual apparel and accessories segment; and
- (c) the “others” segment comprises, principally, the provision of franchise services and properties investment.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss) which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group’s profit before tax except gain on disposal of subsidiaries, unallocated corporate expenses, interest income, finance costs and share of profit or loss of an associate, net of tax are excluded from such measurement.

Segment assets exclude time deposits, an investment in an associate and deferred tax asset as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

## 4. 營運分類資料

就管理而言，本集團根據所提供產品及服務將業務單位分類，三個可匯報營運分類如下：

- (a) 針織布、棉紗及無縫成衣之產銷及整染分類；
- (b) 便服及飾物之零售及分銷分類；及
- (c) 「其他」分類主要包含提供特許經營服務及物業投資。

管理層獨立監察本集團的營運分類業績以作出資源分配及表現評估的決定。分類表現乃按經調整除稅前損益計量的可匯報分類損益予以評估。經調整除稅前損益與本集團的除稅前溢利的計量一致，惟出售附屬公司收益、未分配費用、利息收入、財務費用及應佔聯營公司損益均不計入該計量內。

分類資產不包括定期存款、於聯營公司之投資及遞延稅項資產，因該等資產乃按集團整體基準管理。

分類負債不包括附息銀行貸款、應付稅項及遞延稅項負債，因該等負債乃按集團整體基準管理。



# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 4. OPERATING SEGMENT INFORMATION (continued)

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

## 4. 營運分類資料(續)

分類間之銷售及轉撥交易之售價乃參照售予第三者之當時市場價格訂定。

		Production, dyeing and sale of knitted fabric, yarn and seamless garments 針織布、棉紗及無縫成衣之產銷及整染		Retailing and distribution of casual apparel and accessories 便服及飾物之零售及分銷		Others 其他		Eliminations 對銷		Consolidated 綜合	
		2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Segment revenue:	分類收入：										
Sales to external customers	售予外界客戶	4,759,007	4,534,790	3,448,176	3,988,977	2,870	7,039	-	-	8,210,053	8,530,806
Intersegment sales	分類間之銷售	6,050	-	-	-	6,439	7,271	(12,489)	(7,271)	-	-
Other revenue	其他收入	69,909	86,560	9,264	37,757	76,655	123,722	(7,801)	(6,984)	148,027	241,055
		4,834,966	4,621,350	3,457,440	4,026,734	85,964	138,032	(20,290)	(14,255)	8,358,080	8,771,861
Segment results	分類業績	354,047	240,753	(110,328)	14,094	76,553	129,407	-	-	320,272	384,254
Reconciliation:	調節：										
Gain on disposal of subsidiaries	出售附屬公司收益									-	57,254
Unallocated expenses	未分配費用									-	(4,008)
Interest income	利息收入									59,453	76,289
Finance costs	財務費用									(36,946)	(42,810)
Share of profit/(loss) of an associate	應佔聯營公司溢利/(虧損)									54,974	(3,121)
Profit before tax	除稅前溢利									397,753	467,858
Income tax expense	稅項									(77,336)	(151,108)
Profit for the year	本年度溢利									320,417	316,750
Segment assets	分類資產	4,836,296	4,983,816	2,284,540	1,915,374	604,390	557,719	(880,569)	(316,785)	6,844,657	7,140,124
Reconciliation:	調節：										
Investment in an associate	於聯營公司之投資									25,556	70,582
Unallocated assets	未分配資產									1,708,743	2,009,101
Total assets	總資產									8,578,956	9,219,807
Segment liabilities	分類負債	808,860	670,405	1,100,878	937,085	19,668	23,750	(543,215)	(49,462)	1,386,191	1,581,778
Reconciliation:	調節：										
Unallocated liabilities	未分配負債									1,815,211	1,913,040
Total liabilities	總負債									3,201,402	3,494,818
Other segment information:	其他分類資料：										
Depreciation and amortisation	折舊及攤銷	171,862	169,877	86,067	88,363	-	-	-	-	257,929	258,240
Capital expenditure*	資本性支出*	160,066	162,397	75,939	94,017	-	-	-	-	236,005	256,414
Write-down/(reversal of write-down) of inventories	存貨撇減/(撇減撥回)	13,840	(3,900)	16,458	(2,112)	-	-	-	-	30,298	(6,012)
Impairment/(reversal of impairment) of trade receivables	應收賬款減值/(減值撥回)	-	-	537	2,106	-	-	-	-	537	2,106
Net fair value gains on investment properties	投資物業公允價值收益淨額	-	-	-	-	(43,256)	(87,508)	-	-	(43,256)	(87,508)

\* Capital expenditure consists of additions to property, plant and equipment and construction in progress.

\* 資本性支出包括添置物業、廠房及設備及在建工程。

# Notes to the Financial Statements 財務報表附註

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## 4. OPERATING SEGMENT INFORMATION (continued)

### Geographical information

The following table presents geographical revenue and non-current asset information of the Group for the years ended 31 March 2019 and 31 March 2018:

	USA		Mainland China		Japan		Hong Kong		Others		Eliminations		Consolidated	
	美國	中國大陸	日本	香港	其他	對銷	綜合							
	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018	2019	2018
	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年	二零一九年	二零一八年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Revenue from external customers 外界客戶收入	2,072,160	2,187,422	3,965,165	4,325,066	996,342	832,035	1,004,145	1,000,043	172,241	186,240	-	-	8,210,053	8,530,806
Non-current assets 非流動資產	-	-	1,464,251	1,671,962	-	-	644,110	656,642	48,997	49,116	(133,776)	(141,559)	2,023,582	2,236,161

The Group's geographical revenue and non-current assets information, excluding long term rental deposits, long term held-to-maturity investments, long term debt instruments at amortised cost, available-for-sale investments, other financial assets at fair value through profit or loss and deferred tax assets, are based on the locations of the markets and assets, respectively.

### Information about major customers

No single external customer (2018: Nil) contributed more than 10% to the Group's revenue during the year.

## 4. 營運分類資料(續)

### 地域資料

下表為本集團截至二零一九年三月三十一日及二零一八年三月三十一日止年度之地域收入及非流動資產資料：

本集團地域收入及非流動資產資料(不包括長期租金按金、長期持至到期的投資、長期按已攤銷成本的債務工具、可供出售投資、按公允價值計入損益的其他金融資產及遞延稅項資產)乃分別根據市場及資產之所在地分類。

### 主要客戶之資料

本年內，概無單一外界客戶(二零一八年：無)的收入佔本集團的收入10%以上。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 5. REVENUE, OTHER INCOME AND GAINS

An analysis of the revenue is as follows:

## 5. 收入、其他收入及收益

收入的分析如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>Revenue from contracts with customers:</b>	來自與客戶訂立的合約的收入：		
Sale of goods	銷售貨品	8,192,968	8,513,554
Rendering of services	提供服務	14,742	10,741
Franchise and royalty income	特許經營及專利收入	2,343	6,511
		8,210,053	8,530,806

### Revenue from contracts with customers

(i) Disaggregated revenue information

For the year ended 31 March 2019

來自與客戶訂立的合約的收入

(i) 分拆收入資料

截至二零一九年三月三十一日止年度

Segments		Sale of goods 銷售貨品 HK\$'000 港幣千元	Rendering of services 提供服務 HK\$'000 港幣千元	Franchise and royalty income 特許經營及 專利收入 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
<b>Type of goods or services</b>	貨品及服務分類				
Production, dyeing and sale of knitted fabric, yarn and seamless garments	針織布、棉紗及無縫成衣之產銷及整染	4,744,792	14,215	-	4,759,007
Retailing and distribution of casual apparel and accessories	便服及飾物之零售及分銷	3,448,176	-	2,343	3,450,519
Others	其他	-	527	-	527
Total revenue from customers	客戶收入合計	8,192,968	14,742	2,343	8,210,053
<b>Geographical markets</b>	地域市場				
Hong Kong	香港	1,004,145	-	-	1,004,145
Mainland China	中國大陸	3,948,080	14,742	2,343	3,965,165
United State of America	美國	2,072,160	-	-	2,072,160
Japan	日本	996,342	-	-	996,342
Others	其他	172,241	-	-	172,241
Total revenue from customers	客戶收入合計	8,192,968	14,742	2,343	8,210,053
<b>Timing of revenue recognition</b>	收入確認時間				
At a point in time	於某一時點	8,192,968	14,215	-	8,207,183
Over time	於某一時段	-	527	2,343	2,870
Total revenue from customers	客戶收入合計	8,192,968	14,742	2,343	8,210,053

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 5. REVENUE, OTHER INCOME AND GAINS (continued)

### Revenue from contracts with customers (continued)

#### (i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2019 二零一九年 HK\$'000 港幣千元
Revenue recognised that was included in the contract liabilities at the beginning of the year:	
Sales of goods	16,160
Franchise income	2,847
Sale of goods – Customer loyalty programmes	1,875
	20,882

#### (ii) Performance obligations

Information about the Group's performance obligations is summarised below:

##### Sale of goods

The performance obligation is satisfied upon acceptance of the products by the customers with immediate payment. The Group's trading terms with its customers are mainly on credit and on cash. The credit period is generally within 90 days.

##### Rendering of services

The performance obligation is satisfied at a point in time as services are rendered and payment is generally due upon completion of services and customer acceptance, except for some customers, where payment in advance is normally required.

##### Franchise and royalty income

The performance obligation is satisfied over time as services are rendered and advances are normally required before rendering the services. Franchise contracts are for periods of one to two years.

## 5. 收入、其他收入及收益(續)

### 來自與客戶訂立的合約的收入(續)

#### (i) 分拆收入資料(續)

下表顯示於本報告期內確認並於報告期初計入合約負債之收入金額：

於年初，下列已確認收入

包含於合約

負債中：

銷售貨品

特許經營收入

銷售貨品 – 客戶忠誠計劃

16,160

2,847

1,875

20,882

#### (ii) 履約責任

本集團履約責任擇要如下：

##### 銷售貨品

當貨品控制權轉嫁予買方時則確認履行履約責任，惟本集團對已出售貨品亦不再擁有一般因擁有權相關之管理參與權或實際控制權。

##### 提供服務

履約責任在提供服務之時間點確認履行，而款項一般於服務完成及客戶接納後應予支付，並在正常情況下須預先付款。

##### 特許經營及專利收入

履約責任在提供服務時隨時間確認履行，並在正常情況下須於提供服務前預付款項。特許經營合約的年期介乎一至兩年。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 5. REVENUE, OTHER INCOME AND GAINS (continued)

### Revenue from contracts with customers (continued)

#### (ii) Performance obligations (continued)

#### Franchise and royalty income (continued)

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2019 are as follows:

		HK\$'000 港幣千元
Within one year	一年內	408
More than one year	多於一年	306
		714

The remaining performance obligations expected to be recognised in more than one year relate to franchise services that are to be satisfied within two years. All the other remaining performance obligations are expected to be recognised within one year. The amounts disclosed above do not include variable consideration which is constrained.

## 5. 收入、其他收入及收益(續)

### 來自與客戶訂立的合約的收入(續)

#### (ii) 履約責任(續)

#### 特許經營及專利收入(續)

於二零一九年三月三十一日，按交易價格釐定剩下的履約責任(未履行或部份未履行)如下：

預期將於超過一年後確認之餘下履約責任涉及須於兩年內將予履行之特許經營服務。所有其他餘下履約責任預期將於一年內確認。上文披露之金額不包括受約束之可變代價。

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>Other income and gains:</b>	<b>其他收入及收益：</b>		
Interest income	利息收入	59,453	76,289
Net fair value gains on foreign exchange derivative financial instruments (note 23)	外匯衍生金融工具公允價值收益淨額(附註23)	16,540	47,082
Rental income on investment properties	投資物業租金收入	25,945	26,981
Compensation from suppliers for defective goods	就次貨獲得供應商賠償	13,213	11,405
Gain on disposal of items of property, plant and equipment	出售物業、廠房及設備項目收益淨額	307	23,048
Government subsidies	政府補助款	6,402	4,846
Net fair value gains on investment properties (note 13)	投資物業公允價值收益淨額(附註13)	43,256	87,508
Sundry income	雜項收入	42,364	40,185
		207,480	317,344

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/ (crediting):

## 6. 除稅前溢利

本集團之除稅前溢利已扣除/(加上):

	Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Cost of inventories sold#	已售貨物之成本#	5,607,619	5,912,886
Depreciation	折舊	257,491	257,802
Amortisation of prepaid land lease payments	預付土地租賃款之攤銷	438	438
Employee benefit expenses, including directors' and senior management's remuneration (note 7):	僱員福利開支，包括董事和高級管理人員酬金(附註7):	1,313,338	1,379,385
Wages, salaries and other allowances	工資、薪金及其他津貼	7,161	6,766
Retirement benefit scheme contributions	退休福利計劃供款		
		<b>1,320,499</b>	<b>1,386,151</b>
Minimum lease payments under operating leases in respect of land and buildings	經營租賃下之土地及樓宇最低租金費用	409,878	428,514
Contingent rents under operating leases	經營租賃下之或然租金	289,645	334,549
		<b>699,523</b>	<b>763,063</b>
Auditor's remuneration	核數師酬金	2,800	2,714
Foreign exchange differences, net	匯兌收益淨額	(25,605)	(37,527)
Net fair value gains on investment properties*	投資物業公允值收益淨額*	(43,256)	(87,508)
Gross rental income on investment properties*	投資物業租金收入總額*	(25,945)	(26,981)
Less: direct operating expenses (including repair and maintenance) arising from rental earning investment properties	減：直接營運開支(包括保養及維修費用)來自收租投資物業	2,030	2,054
Net rental income	租金收入淨額	<b>(23,915)</b>	<b>(24,927)</b>
Write-down/(reversal of write-down) of inventories	存貨撇減/(撇減撥回)	30,298	(6,012)
Impairment loss allowance of trade receivables	應收賬款減值損失撥備	537	2,106
Impairment on debt instruments at amortised cost (2018: impairment of held-to-maturity investments)	按已攤銷成本的債務工具減值(二零一八年：持至到期的投資減值)	23,781	10,308
Impairment of property, plant and equipment	物業、廠房及設備項目減值	3,016	-
Net gain on disposal of items of property, plant and equipment*	出售物業、廠房及設備項目收益淨額*	<b>(307)</b>	<b>(23,048)</b>

# Cost of inventories sold includes HK\$597,196,000 (2018: HK\$550,077,000) of staff costs, depreciation and minimum lease payments under operating leases which are also included in the respective total amounts disclosed above for each of these types of expenses.

\* These items are included in the "Other operating expenses, net"/"Other income and gains" on the face of the consolidated statement of profit or loss.

# 已售貨物之成本中包括有關員工成本、折舊及經營租賃下之最低租金費用港幣597,196,000元(二零一八年：港幣550,077,000元)亦於以上各種費用的總額中披露。

\* 該等項目已計入綜合損益表的「其他營運費用，淨額」/「其他收入及收益」中。



# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 7. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

### Directors' remuneration

Directors' remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

## 7. 董事和高級管理人員酬金及五位最高薪酬僱員

### 董事酬金

按上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司(披露董事利益資料)規例第二部，本年度支付董事酬金之披露如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Fees:			
Executive directors	袍金：	30	30
Independent non-executive directors	執行董事	1,455	1,395
	獨立非執行董事	<b>1,485</b>	<b>1,425</b>
Other emoluments:			
Executive directors:	其他酬金：		
Salaries, allowances and benefits in kind	執行董事：		
Performance related bonuses*	薪金、津貼及非現金福利	26,121	24,881
Retirement benefit scheme contribution	表現掛鈎花紅*	30,450	41,400
	退休福利計劃供款	36	27
		<b>56,607</b>	<b>66,308</b>
		<b>58,092</b>	<b>67,733</b>

\* The executive directors of the Company are entitled to discretionary performance payments not exceeding a certain percentage of the profit attributable to ordinary equity holders of the Company.

\* 本公司執行董事享有不超過本公司普通權益所有者應佔溢利的若干百分率作為酌情支付表現掛鈎花紅。已付每位董事之表現掛鈎花紅是根據上年度該董事之表現及集團之業績釐定。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 7. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

### Directors' remuneration (continued)

#### (a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Au Son Yiu	區樂耀	485	465
Cheng Shu Wing	鄭樹榮	485	465
Law Brian Chung Nin	羅仲年	485	465
		<b>1,455</b>	<b>1,395</b>

There were no other emoluments payable to the independent non-executive directors during the year (2018: Nil).

#### (b) Executive directors

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Retirement benefit scheme contributions	Total remuneration
		袍金 HK\$'000 港幣千元	薪金、津貼及非現金福利 HK\$'000 港幣千元	表現掛鈎花紅 HK\$'000 港幣千元	退休福利計劃供款 HK\$'000 港幣千元	酬金總額 HK\$'000 港幣千元
2019	二零一九年					
Poon Bun Chak	潘彬澤	10	15,479	18,780	-	34,269
Poon Ho Tak	潘浩德	10	2,617	3,990	18	6,635
Ting Kit Chung	丁傑忠	10	8,025	7,680	18	15,733
		30	26,121	30,450	36	56,637
2018	二零一八年					
Poon Bun Chak	潘彬澤	10	15,540	28,800	-	44,350
Poon Ho Tak (appointed on 1 October 2017)	潘浩德(於二零一七年十月一日獲委任)	10	1,207	2,600	9	3,826
Ting Kit Chung	丁傑忠	10	8,134	10,000	18	18,162
		30	24,881	41,400	27	66,338

There was no arrangement under which a director waived or agreed to waive any remuneration during the year.

## 7. 董事和高級管理人員酬金及五位最高薪酬僱員(續)

### 董事酬金(續)

#### (a) 獨立非執行董事

於年內已支付予獨立非執行董事之袍金如下：

	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Au Son Yiu	485	465
Cheng Shu Wing	485	465
Law Brian Chung Nin	485	465
	<b>1,455</b>	<b>1,395</b>

於年內，並無(二零一八年：無)向獨立非執行董事支付其他酬金。

#### (b) 執行董事

		Fees	Salaries, allowances and benefits in kind	Performance related bonuses	Retirement benefit scheme contributions	Total remuneration
		袍金 HK\$'000 港幣千元	薪金、津貼及非現金福利 HK\$'000 港幣千元	表現掛鈎花紅 HK\$'000 港幣千元	退休福利計劃供款 HK\$'000 港幣千元	酬金總額 HK\$'000 港幣千元
2019	二零一九年					
Poon Bun Chak	潘彬澤	10	15,479	18,780	-	34,269
Poon Ho Tak	潘浩德	10	2,617	3,990	18	6,635
Ting Kit Chung	丁傑忠	10	8,025	7,680	18	15,733
		30	26,121	30,450	36	56,637
2018	二零一八年					
Poon Bun Chak	潘彬澤	10	15,540	28,800	-	44,350
Poon Ho Tak (appointed on 1 October 2017)	潘浩德(於二零一七年十月一日獲委任)	10	1,207	2,600	9	3,826
Ting Kit Chung	丁傑忠	10	8,134	10,000	18	18,162
		30	24,881	41,400	27	66,338

並無董事於年內放棄或同意放棄任何酬金的安排。

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31 March 2019 二零一九年三月三十一日

## 7. DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (continued)

### Senior management's remuneration

Senior management's remuneration for the year were within the following bands:

		2019 二零一九年 Number of individuals 人數	2018 二零一八年 Number of individuals 人數
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	-	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	1	-
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	-	1
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	1	1
HK\$7,000,001 to HK\$7,500,000	港幣7,000,001元至港幣7,500,000元	1	1
		<b>3</b>	<b>4</b>

### Five highest paid employees

The five highest paid employees during the year included three directors (2018: three), details of whose remuneration are set out in the "Directors' remuneration" above. Details of the remuneration for the year of the remaining two (2018: two) highest paid employees who are not directors of the Company are as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及非現金福利	11,099	10,600
Retirement benefit scheme contributions	退休福利計劃供款	36	36
		<b>11,135</b>	<b>10,636</b>

The number of non-director, highest paid employees whose remuneration fell within the following band is as follows:

		Number of employees 僱員人數	
		2019 二零一九年	2018 二零一八年
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	1	1
HK\$7,000,001 to HK\$7,500,000	港幣7,000,001元至港幣7,500,000元	1	1
		<b>2</b>	<b>2</b>

## 7. 董事和高級管理人員酬金及五位最高薪酬僱員(續)

### 高級管理人員酬金

本年度已支付高級管理人員酬金屬於下列範圍：

### 五位最高薪酬僱員

本年內五位最高薪酬僱員包括三位(二零一八年：三位)董事，其薪酬明細已載於以上的「董事酬金」內。餘下兩位(二零一八年：兩位)最高薪酬僱員(其並非本公司董事)的本年度薪酬詳情如下：

本年度已支付非董事最高薪酬僱員酬金屬於下列範圍：

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## 8. FINANCE COSTS

## 8. 財務費用

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Interest on bank loans and overdrafts	銀行貸款及透支利息	36,946	42,810

## 9. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2018: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

## 9. 稅項

香港利得稅已按年內於香港賺取之估計應課稅溢利以稅率16.5%(二零一八年: 16.5%)提撥準備。在其他地區的應課利得稅項, 乃根據本集團業務經營所在司法權區之現行稅率計算。

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Current – Hong Kong and Mainland China:	本年 – 香港及中國大陸:		
Charge for the year	本年度準備	68,823	84,222
Underprovision in prior years*	往年度撥備不足*	1	138,790
Deferred (note 28)	遞延(附註28)	8,512	(71,904)
Total tax charge for the year	本年度稅項合計	77,336	151,108

\* Included in the balance of underprovision in prior years for the year ended 31 March 2018 was additional tax provision of HK\$138,059,000 made in the prior year in relation to tax affairs as detailed in note 35(b) to the financial statements.

\* 於截至二零一八年三月三十一日止年度的往年度撥備不足結餘中, 包括就有關詳列於財務報表附註35(b)的稅務事項於往年的額外稅項撥備港幣138,059,000元。

# Notes to the Financial Statements 財務報表附註

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## 9. INCOME TAX EXPENSE (continued)

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the jurisdictions in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rate are as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Profit before tax	除稅前溢利	397,753	467,858
Tax at the statutory tax rates	按法定稅率的稅項	36,304	81,806
Adjustments in respect of current tax of previous years	就往年度的當期稅項調整	1	138,790
Profits and losses attributable to an associate	應佔聯營公司損益	(9,071)	515
Income not subject to tax	毋須繳稅之收入	(55,539)	(120,474)
Expenses not deductible for tax	不可作稅項扣減之費用	76,420	40,201
Effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	就本集團中國附屬公司可供分派溢利的預扣稅項的影響	(5,429)	5,447
Unrecognised tax losses	未確認稅項虧損	29,854	17,722
Tax losses utilised from previous periods	已動用過往期間之稅項虧損	(3,055)	(10,055)
Others	其他	7,851	(2,844)
Total tax charge for the year	本年度稅項合計	77,336	151,108

The share of tax credit attributable to an associate amounting to HK\$55,268,000 (2018: tax expense of HK\$1,055,000) is included in "Share of profit/(loss) of an associate" in the consolidated statement of profit or loss.

## 9. 稅項(續)

按採用本公司及其附屬公司所在司法權區之除稅前溢利以其法定稅率計算之稅項開支與本年度按實際稅率稅項調節如下：

應佔聯營公司稅項虧損為港幣55,268,000元(二零一八年：稅項開支港幣1,055,000元)已計入綜合損益表之「應佔聯營公司溢利/(虧損)」中。

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## 10. DIVIDENDS

## 10. 股息

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Interim dividend – HK15.0 cents (2018: HK 20.0 cents) per ordinary share	中期股息 – 每股普通股港幣15.0仙 (二零一八年：港幣20.0仙)	207,254	276,339
Proposed final dividend – HK15.0 cents (2018: HK 15.0 cents) per ordinary share	擬派末期股息 – 每股普通股港幣15.0仙 (二零一八年：港幣15.0仙)	207,254	207,254
		<b>414,508</b>	<b>483,593</b>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度擬派之末期股息須待本公司股東於即將舉行的股東週年大會上通過。

## 11. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 1,381,696,104 (2018: 1,381,696,104) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 March 2019 and 31 March 2018.

## 11. 歸屬本公司普通權益所有者每股盈利

基本每股盈利金額乃按本公司普通權益所有者應佔該年度溢利及於該年內已發行普通股1,381,696,104股(二零一八年：1,381,696,104股)之加權平均股數計算。

本集團於截至二零一九年三月三十一日及二零一八年三月三十一日止年度內並無已發行的潛在可引致攤薄的普通股。



# Notes to the Financial Statements 財務報表附註

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## 12. PROPERTY, PLANT AND EQUIPMENT

## 12. 物業、廠房及設備

		Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇裝修 HK\$'000 港幣千元	Plant and machinery 廠房及機械 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
<b>31 March 2019</b>	二零一九年三月三十一日						
At 1 April 2018:	於二零一八年四月一日：						
Cost or valuation	成本或估值	1,306,998	937,112	3,253,763	257,652	103,287	5,858,812
Accumulated depreciation and impairment	累計折舊及減值	(752,613)	(841,199)	(2,571,886)	(228,380)	(78,261)	(4,472,339)
Net carrying amount	賬面淨值	554,385	95,913	681,877	29,272	25,026	1,386,473
At 1 April 2018, net of accumulated depreciation and impairment	於二零一八年四月一日， 已扣除累計折舊及減值	554,385	95,913	681,877	29,272	25,026	1,386,473
Additions	添置	2,023	46,670	99,274	41,756	9,252	198,975
Disposals	出售	-	(278)	(4,777)	(8,749)	(267)	(14,071)
Depreciation provided during the year (note 6)	年內折舊準備(附註6)	(43,958)	(75,784)	(115,539)	(12,516)	(9,694)	(257,491)
Impairment	減值	-	(2,298)	-	(534)	(184)	(3,016)
Transfer from construction in progress (note 15)	轉自在建工程(附註15)	7,923	-	109,493	-	-	117,416
Foreign exchange adjustments	外匯調整	(27,795)	(3,844)	(38,258)	(1,651)	(1,426)	(72,974)
At 31 March 2019, net of accumulated depreciation and impairment	於二零一九年三月三十一日， 已扣除累計折舊及減值	492,578	60,379	732,070	47,578	22,707	1,355,312
<b>At 31 March 2019:</b>	於二零一九年三月三十一日：						
Cost or valuation	成本或估值	1,249,009	921,777	3,229,967	265,535	104,032	5,770,320
Accumulated depreciation and impairment	累計折舊及減值	(756,431)	(861,398)	(2,497,897)	(217,957)	(81,325)	(4,415,008)
Net carrying amount	賬面淨值	492,578	60,379	732,070	47,578	22,707	1,355,312
Analysis of cost or valuation:	成本或估值分析：						
At cost	成本	1,235,407	921,777	3,229,967	265,535	104,032	5,756,718
At 31 March 1992 valuation	於一九九二年三月三十一日 估值	13,602	-	-	-	-	13,602
		1,249,009	921,777	3,229,967	265,535	104,032	5,770,320

# Notes to the Financial Statements 財務報表附註

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## 12. PROPERTY, PLANT AND EQUIPMENT (continued)

## 12. 物業、廠房及設備(續)

		Leasehold land and buildings 租賃 土地及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇裝修 HK\$'000 港幣千元	Plant and machinery 廠房及機械 HK\$'000 港幣千元	Furniture, fixtures and office equipment 傢俬、裝置及 辦公室設備 HK\$'000 港幣千元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
<b>31 March 2018</b>	二零一八年三月三十一日						
At 1 April 2017:	於二零一七年四月一日:						
Cost or valuation	成本或估值	1,174,257	793,686	2,908,127	231,748	95,663	5,203,481
Accumulated depreciation and impairment	累計折舊及減值	(645,605)	(706,921)	(2,260,732)	(207,148)	(69,387)	(3,889,793)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>528,652</b>	<b>86,765</b>	<b>647,395</b>	<b>24,600</b>	<b>26,276</b>	<b>1,313,688</b>
At 1 April 2017, net of accumulated depreciation and impairment	於二零一七年四月一日， 已扣除累計折舊及減值	528,652	86,765	647,395	24,600	26,276	1,313,688
Additions	添置	1,338	83,566	92,002	12,778	6,765	196,449
Disposals	出售	-	(601)	(12,790)	(585)	(1,713)	(15,689)
Depreciation provided during the year (note 6)	年內折舊準備(附註6)	(46,467)	(80,927)	(112,777)	(9,596)	(8,035)	(257,802)
Transfer from investment properties (note 13)	轉至投資物業(附註13)	24,900	-	-	-	-	24,900
Transfer from construction in progress (note 15)	轉自在建工程(附註15)	-	-	2,568	-	-	2,568
Foreign exchange adjustments	外匯調整	45,962	7,110	65,479	2,075	1,733	122,359
<b>At 31 March 2018, net of accumulated depreciation and impairment</b>	於二零一八年三月三十一日， 已扣除累計折舊及減值	<b>554,385</b>	<b>95,913</b>	<b>681,877</b>	<b>29,272</b>	<b>25,026</b>	<b>1,386,473</b>
<b>At 31 March 2018:</b>	於二零一八年三月三十一日:						
Cost or valuation	成本或估值	1,306,998	937,112	3,253,763	257,652	103,287	5,858,812
Accumulated depreciation and impairment	累計折舊及減值	(752,613)	(841,199)	(2,571,886)	(228,380)	(78,261)	(4,472,339)
<b>Net carrying amount</b>	<b>賬面淨值</b>	<b>554,385</b>	<b>95,913</b>	<b>681,877</b>	<b>29,272</b>	<b>25,026</b>	<b>1,386,473</b>
Analysis of cost or valuation:	成本或估值分析:						
At cost	成本	1,293,396	937,112	3,253,763	257,652	103,287	5,845,210
At 31 March 1992 valuation	於一九九二年三月三十一日 估值	13,602	-	-	-	-	13,602
		<b>1,306,998</b>	<b>937,112</b>	<b>3,253,763</b>	<b>257,652</b>	<b>103,287</b>	<b>5,858,812</b>

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## 12. PROPERTY, PLANT AND EQUIPMENT (continued)

In the prior year, a building with a carrying amount of HK\$24,900,000 was transferred from investment properties to property, plant and equipment since the date of change in use. Such building was revalued at the date of change in use based on a valuation performed by the directors with reference to the value of adjacent properties at an aggregate open market value of HK\$24,900,000 based on its existing use.

Certain medium term leasehold land and buildings were revalued in 1992 by independent professionally qualified valuers. Since 1993, no further revaluation of the Group's leasehold land and buildings had been carried out as the Group has relied upon the exemption granted under the transitional provisions in paragraph 80A of HKAS 16 *Property, Plant and Equipment*, from the requirement to carry out future revaluations of its property, plant and equipment which were stated at valuation at that time. Had such leasehold land and buildings been carried at historical cost less accumulated depreciation, their carrying amounts would have been approximately HK\$2,279,000 (2018: HK\$2,715,000).

## 13. INVESTMENT PROPERTIES

## 12. 物業、廠房及設備(續)

於上年內，一賬面值為港幣24,900,000元的樓宇從改變用途當日起由投資物業轉為物業、廠房及設備。該樓宇基於董事參照鄰近物業並按其現有用途於轉變用途日之價值重估至公開市場價值港幣24,900,000元。

部份中期租賃土地及樓宇曾於一九九二年經獨立專業估價師進行重估。本集團自一九九三年起，並無對其租賃土地及樓宇作進一步重新估值，因本集團按香港會計準則第16號物業、廠房及設備第80A段過渡性條文，豁免為其曾以當時估值入賬的物業、廠房及設備重新於將來再作重估。倘該等租賃土地及樓宇按歷史成本減累計折舊列賬，其賬面值應約為港幣2,279,000元(二零一八年：港幣2,715,000元)。

## 13. 投資物業

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Carrying amount at beginning of year	於年初賬面值	524,400	459,403
Net fair value gains on investment properties (note 6)	投資物業公允價值收益淨額 (附註6)	43,256	87,508
Transfer to property, plant and equipment (note 12)	轉至物業、廠房及設備 (附註12)	-	(24,900)
Foreign exchange adjustments	外匯調整	(2,406)	2,389
Carrying amount at end of year	於年末賬面值	565,250	524,400

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## 13. INVESTMENT PROPERTIES (continued)

The investment properties with carrying values of HK\$507,990,000 (2018: HK\$467,535,000), HK\$44,774,000 (2018: HK\$43,608,000) and HK\$12,486,000 (2018: HK\$13,257,000) are situated in Hong Kong, Taiwan and the Mainland China, respectively. The Group's investment properties consist of 12 (2018: 12) industrial properties, 1 (2018: 1) commercial property, 1 (2018: 1) residential property in Hong Kong, Taiwan and the Mainland China. The directors of the Company have determined that the investment properties consist of three classes of assets, i.e., commercial, industrial and residential, based on the nature, characteristics and risks of each property.

The investment properties in Hong Kong were revalued on 31 March 2019 based on valuations performed by Chung, Chan & Associates, independent professionally qualified valuer. The investment properties in Mainland China and Taiwan were revalued on 31 March 2019 based on a valuation performed by the directors with reference to the value of adjacent properties and rental income, respectively. Each year, the Company's board of directors decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's financial controller has discussions with the valuer on the valuation assumptions and valuation results once a year when the valuation is performed for annual financial reporting.

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 36(a) to the financial statements.

## 13. 投資物業(續)

賬面值為港幣507,990,000元(二零一八年：港幣467,535,000元)、港幣44,774,000元(二零一八年：港幣43,608,000元)及港幣12,486,000元(二零一八年：港幣13,257,000元)的投資物業分別位於香港、台灣及中國大陸。本集團投資物業包括位於香港、台灣及中國大陸之12個工業樓宇(二零一八年：12個)、1個商業樓宇(二零一八年：1個)、1個住宅物業(二零一八年：1個)。根據各投資物業之性質、特徵及風險，本公司董事確立投資物業包括三種資產類別組成，即商業樓宇、工業樓宇及住宅物業。

於二零一九年三月三十一日，位於香港的投資物業由擁有專業資格之獨立測量師衡量行進行重估。位於中國大陸及台灣的投資物業由董事於二零一九年三月三十一日分別參照鄰近物業之價值及租金收入進行估值。每年本公司之董事會決定聘用外部估價師負責對本集團之投資物業進行外部估值。對估價師之選擇基於其市場知識、聲譽、獨立性及能否維持專業標準。本集團之財務總監就估價假設及估值結果每年一次於準備年度財務報表時與估價師進行討論。

投資物業乃以經營租約租予第三者，詳細資料載於財務報表附註36(a)。

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

## 13. 投資物業(續)

### 公允值等級

下表說明本集團投資物業的公允值計量等級：

Fair value measurement as at 31 March 2019 於二零一九年三月三十一日的公允值計算採用				
	Quoted prices in active markets 於活躍 市場的報價 (Level 1) (第一級) HK\$'000 港幣千元	Significant observable inputs 重大 可觀察的 輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	Significant unobservable inputs 重大不可 觀察的 輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Recurring fair value measurement for:				
Commercial property	–	–	44,774	44,774
Industrial properties	–	–	507,990	507,990
Residential property	–	12,486	–	12,486
	–	12,486	552,764	565,250

Fair value measurement as at 31 March 2018 於二零一八年三月三十一日的公允值計算採用				
	Quoted prices in active markets 於活躍 市場的報價 (Level 1) (第一級) HK\$'000 港幣千元	Significant observable inputs 重大 可觀察的 輸入數據 (Level 2) (第二級) HK\$'000 港幣千元	Significant unobservable inputs 重大不可 觀察的 輸入數據 (Level 3) (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Recurring fair value measurement for:				
Commercial property	–	–	43,608	43,608
Industrial properties	–	–	467,535	467,535
Residential property	–	13,257	–	13,257
	–	13,257	511,143	524,400

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy (continued)

During the year, there were no transfers of fair value measurement between Level 1 and Level 2 and no transfers into or out of Level 3 (2018: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

## 13. 投資物業(續)

### 公允值等級(續)

年內，第一級與第二級之間並無任何公允值計量的轉撥，亦無從第三級轉入或轉出(二零一八年：無)。

分類為第三級公允值等級的公允值計量對賬：

		Commercial property 商業樓宇 HK\$'000 港幣千元	Industrial properties 工業樓宇 HK\$'000 港幣千元
Carrying amount at 1 April 2017	於二零一七年四月一日賬面值	48,479	405,880
Net gain/(loss) from fair value adjustments	公允值調整的收益/(虧損)淨額	(7,260)	86,555
Transfer to property, plant and equipment	轉至物業、廠房及設備	–	(24,900)
Foreign exchange adjustments	外匯調整	2,389	–
Carrying amount at 31 March 2018 and at 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日賬面值	43,608	467,535
Net gain from fair value adjustments	公允值調整的收益淨額	3,572	40,455
Foreign exchange adjustments	外匯調整	(2,406)	–
Carrying amount at 31 March 2019	於二零一九年三月三十一日賬面值	44,774	507,990

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

以下為投資物業估值所用的估值方法及主要輸入數據的概要：

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察的輸入數據	Range 範圍	
			2019 二零一九年	2018 二零一八年
Industrial properties located in Hong Kong: 位於香港的工業樓宇：	Income approach 收益法	Passing rent (per sq.ft. and per month) 現時租金(每平方尺及每月)	HK\$6.5 to HK\$22.0 港幣6.5元至港幣22.0元	HK\$6.1 to HK\$22.0 港幣6.1元至港幣22.0元
		Market rent (per sq.ft. and per month) 市場租金(每平方尺及每月)	HK\$11.5 to HK\$24.0 港幣11.5元至港幣24.0元	HK\$8.0 to HK\$22.0 港幣8.0元至港幣22.0元
	Term yield 租期收益率	1.2% to 4.8%	1.6% to 5.5%	
	Market yield 市場收益率	3.0% to 4.0%	3.3% to 4.2%	
Residential properties located in Mainland China: 位於中國大陸的住宅物業：	Direct Comparison approach 直接對比法	Unit market price (per sq.ft.) 每單位市場價	HK\$6,940 to HK\$8,115 港幣6,940元至港幣8,115元	HK\$6,933 to HK\$8,586 港幣6,933元至港幣8,586元



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## 13. INVESTMENT PROPERTIES (continued)

Fair value hierarchy (continued)

## 13. 投資物業(續)

公允值等級(續)

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察的輸入數據	Range 範圍	
			2019 二零一九年	2018 二零一八年
Commercial properties located in Taiwan: 位於台灣的商業樓宇：	Income approach 收益法	Passing rent (per sq.ft. and per month) 現時租金(每平方尺及每月)	HK\$4.2 to HK\$13.0 港幣4.2元至港幣13.0元	HK\$6.5 to HK\$14.5 港幣6.5元至港幣14.5元
		Market rent (per sq.ft. and per month) 市場租金(每平方尺及每月)	HK\$6.7 to HK\$10.5 港幣6.7元至港幣10.5元	HK\$7.3 to HK\$11.3 港幣7.3元至港幣11.3元
		Term yield 租期收益率	29.0% to 33.0%	29.0% to 33.0%
		Market yield 市場收益率	36.0% to 40.0%	36.0% to 40.0%
		Discounted cash flow approach 貼現現金流量法	Estimated rental value (per sq.ft. and per month) 估計租金價值(每平方尺及每月)	HK\$4.2 to HK\$13.0 港幣4.2元至港幣13.0元
		Rent growth (p.a.) 租金增長率(每年)	1.1%	1.1%
		Long term vacancy rate 長期空置率	0.0% to 5.0%	0.0% to 5.0%
		Discount rate 貼現率	3.2%	3.2%

### Income approach

Under the income approach, fair value is estimated on the basis of capitalisation of existing rental income.

The passing rentals of the investment properties are assessed and capitalised at term yield expected by investors for this type of properties. The passing rents are assessed with reference to the tenancy agreement of the investment properties. The term yield, which is the capitalisation rate adopted, is made with reference to the yields derived from analysing the leasing and sale transactions of properties and adjusted to take account of the valuers' knowledge of the passing expectation from property investors to reflect factors specific to the Group's investment properties.

The key inputs were the passing rent and the term yield, which a significant increase/decrease in the passing rent in isolation would result in a significant increase/decrease in the fair value of the investment properties and a significant increase/decrease in the term yield in isolation would result in a significant decrease/increase in the fair value of the investment properties.

### 收益法

根據收益法，公允值按現有租金收入撥充資本的基礎進行估計。

投資物業的現有租金按此類物業投資者預期的市場收益率評估並撥充資本。租金乃以投資物業的租約租金進行評估。到期收益率為所用的資本化利率，乃透過分析類似物業租賃及銷售交易所獲得收益率計算，並就估值師對物業投資者對市場預期的認識作出調整，以反映本集團投資物業的獨特因素。

主要輸入數據為現有租金及到期收益率，如現有租金單獨大幅增加/減少，將導致投資物業公允值大幅增加/減少，而如到期收益率單獨大幅增加/減少，將導致投資物業公允值大幅減少/增加。

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## 13. INVESTMENT PROPERTIES (continued)

### Fair value hierarchy (continued)

#### Direct comparison approach

The fair value of the investment properties was determined using the comparison approach based on market comparable of similar properties and with adjustments made on factors such as location, size, age, condition and aspect of the properties. The weighted average range of the adjusted price per square foot is HK\$6,940 to HK\$8,115 (2018: HK\$6,933 to HK\$8,586).

A significant increase/decrease in the adjusted price per square foot would result in a significant increase/decrease in the fair value of the investment properties.

#### Discounted cash flow approach

Under the discounted cash flow method, fair value is estimated using assumptions regarding the benefits and liabilities of ownership over the asset's life including an exit or terminal value. This method involves the projection of a series of cash flows on a property interest. A market-derived discount rate is applied to the projected cash flow in order to establish the present value of the income stream associated with the asset. The exit yield is normally separately determined and differs from the discount rate.

The duration of the cash flows and the specific timing of inflows and outflows are determined by events such as rent reviews, lease renewal and related reletting, redevelopment or refurbishment. The appropriate duration is driven by market behaviour that is a characteristic of the class of property. The periodic cash flow is estimated as gross income less vacancy, non-recoverable expenses, collection losses, lease incentives, maintenance costs, agent and commission costs and other operating and management expenses. The series of periodic net operating income, along with an estimate of the terminal value anticipated at the end of the projection period, is then discounted.

A significant increase/decrease in the estimated rental value and the market rent growth rate per annum in isolation would result in a significant increase/decrease in the fair value of the investment properties. A significant increase/decrease in the long term vacancy rate and the discount rate in isolation would result in a significant decrease/increase in the fair value of the investment properties. Generally, a change in the assumption made for the estimated rental value is accompanied by a directionally similar change in the rent growth per annum and the discount rate and an opposite change in the long term vacancy rate.

## 13. 投資物業(續)

### 公允值等級(續)

#### 直接對比法

投資物業的公允值乃使用基於市場上可比較的類似物業以對比法釐定，並根據物業的位置，大小，樓齡，狀況及座向等因素作出調整。每平方尺調整後價格的加權平均範圍為港幣6,940元至港幣8,115元(2018年：港幣6,933元至港幣8,586元)。

每平方尺調整價格的顯著增加/減少將導致投資物業的公允價值顯著增加/減少。

#### 貼現現金流量法

根據貼現現金流量法，公允值估計乃採用在資產壽命期間有關該所有權的利益及負債的假設(包括退出價值或終止價值)進行估計。該方法涉及對物業權益的一連串現金流量的預測。市場衍生的貼現率被應用於預測現金流量以便確立與資產有關的收益流的現值。退出收益率通常是單獨決定且不同於貼現率。

現金流量的持續時間及流入額和流出額的具體時間乃由諸如租金審核、租約續租及相關續租、重建或翻新等事件決定。適當的持續時間受市場行為(為物業類別的一個特性)影響。定期現金流量按總收益扣除空置、不可回收費用、收賬損失、租賃獎勵、維修費用、代理和佣金費用及其他經營和管理費用。該一連串定期經營收入淨額，連同預計於預測期終結時的終止價值估計金額，貼現至現值。

估計租金價值及市場租金年增長率單獨大幅增加/減少將導致投資物業的公允值大幅增加/減少。長期空置率及貼現率單獨大幅增加/減少將導致投資物業的公允值大幅減少/增加。一般而言，就估計租金價值作出的假設的變動會導致租金年增長率及貼現率出現類似方向變動及導致長期空置率出現反向變化。

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## 14. PREPAID LAND LEASE PAYMENTS

## 14. 預付土地租賃款

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Carrying amount at beginning of year	於年初賬面值	13,516	13,396
Recognised during the year (note 6)	年內攤銷(附註6)	(438)	(438)
Foreign exchange adjustments	外匯調整	(426)	558
Carrying amount at end of year	於年末賬面值	12,652	13,516
Current portion included in prepayments, deposits and other receivables	流動部份包括於預付款項、訂金及其他應收賬款內	(437)	(448)
Non-current portion	非流動部份	12,215	13,068

## 15. CONSTRUCTION IN PROGRESS

## 15. 在建工程

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
At beginning of year	於年初	88,475	27,018
Additions	添置	37,030	59,965
Transfer to property, plant and equipment (note 12)	轉至物業、廠房及設備 (附註12)	(117,416)	(2,568)
Foreign exchange adjustments	外匯調整	(7,561)	4,060
At end of year	於年末	528	88,475

## 16. TRADEMARKS

## 16. 商標

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Cost and carrying amount	成本及賬面值	33,293	33,293

Trademarks are regarded as having indefinite useful lives because the products with the trademarks are expected to generate net cash flows indefinitely.

### Impairment testing of trademarks with indefinite useful lives

Trademark is allocated to the retailing and distribution of casual apparel and accessories cash-generating unit for impairment testing.

商標被視為擁有無盡可使用年期因預期附該商標的產品可無盡期產生現金淨流入。

### 無盡使用年期商標的減值測試

商標被分配至便服及飾物之零售及分銷現金產生單位作減值測試。

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## 16. TRADEMARKS (continued)

### Impairment testing of trademarks with indefinite useful lives (continued)

The value of trademarks with indefinite useful lives is assessed annually by using the relief-from royalty method calculated based on a five-year cash flow projection approved by senior management. The fair value of the trademarks was equal to the future royalty savings resulting from ownership of the assets.

The key assumptions, royalty saving rate, sales annual growth rate and discount rate used in the annual impairment testing of trademarks with indefinite useful lives are as follows:

Royalty saving rate	1.5%
Sales annual growth rate	3.0%
Long term growth rate	1.0%
Pre-tax discount rate	13.0%

Sales annual growth rate is the average annual growth rate over the forecast period. It is based on past performance and management's expectations of market development.

The royalty saving rate used is with reference to comparable intangible assets and the related royalty rates that the buyers typically pay for the use of such assets.

The discount rate used are before tax and reflect specific risks relating to the relevant units.

The values assigned to key assumptions are consistent with external information sources.

## 16. 商標(續)

### 無盡使用年期商標的減值測試(續)

無盡使用年期商標的價值每年以專利費節省法按經高級管理人員批准的五年現金流量估計。商標之公允值相等於擁有該資產所節省的未來專利費。

用於無盡使用年期商標年度減值測試的主要假設的專利費節省率、銷售年增長率及貼現率如下：

專利費節省率	1.5%
銷售年增長率	3.0%
長期增長率	1.0%
稅前貼現率	13.0%

所用的銷售年增長率為預測期間的平均年增長率，此乃基於以往表現及管理層對市場發展的預期。

所用的專利費節省率乃參照買家一般使用該等資產所支付的可比無形資產及相關專利費率。

所用的貼現率乃稅前並反映相關單位的特定風險。

分配至主要假設的價值與外在資訊來源一致。

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## 17. INVESTMENT IN AN ASSOCIATE

## 17. 於聯營公司之投資

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Share of net assets	應佔資產淨額	25,556	70,582

Particulars of the associate are as follows:

聯營公司之資料如下：

Name 名稱	Particulars of issued shares held 持有的已發行股份資料	Place of incorporation and business 註冊成立及 營業地點	Percentage of ownership interest attributable to the Group 本集團應佔權益 百份率	Principal activity 主要業務
Megawell Industrial Limited ("Megawell") 偉佳針織有限公司(「偉佳」)	Ordinary shares 普通股	Hong Kong/Mainland China and Vietnam 香港／中國大陸及越南	50	Manufacture of garments 成衣生產

The Group's shareholding in Megawell comprise equity shares held through a wholly-owned subsidiary of the Company. Megawell is a strategic partner of the Group engaged in the manufacture of garments and is accounted for using the equity method.

本集團於偉佳的持股包括透過本公司一全資擁有附屬公司持有股本權益。偉佳為本集團成衣生產的策略夥伴並按權益法入賬。

The following table illustrates the financial information of the Group's associate that is not material:

下表載列對本集團而言並不重大的聯營公司之財務資料：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Share of the associate's profit/(loss) and total comprehensive income/(loss) for the year	本年度應佔聯營公司溢利／(虧損)及全面收入／(虧損)	54,974	(3,121)
Carrying amount of the Group's investment in the associate	本集團於聯營公司之投資賬面值	25,556	70,582
Dividend received	已收股息	100,000	-

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## 18. DUE TO AN ASSOCIATE

In the prior year, the amount due to an associate was unsecured, interest-free and repayable on agreed credit terms.

## 18. 應付聯營公司

於往年，應付聯營公司款乃無抵押、無利息及須按協訂賬期還款。

## 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS/AVAILABLE-FOR-SALE INVESTMENTS

## 19. 按公允值計入損益的金融資產／可供出售投資

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Financial assets at fair value through profit or loss	按公允值計入損益的金融資產		
Unlisted investments, at fair value	非上市投資，按公允值計入	145,298	-
Less: non-current portion	非流動部份	(88,352)	-
Current portion	流動部份	56,946	-
Available-for-sale investments	可供出售投資		
Quoted investment funds, at fair value	有報價的投資基金，公允值	-	85,821
Quoted debt investments, at fair value	有報價的債權投資，公允值	-	66,240
		-	152,061

The above unlisted investments as at 31 March 2019 were investment products issued by financial institutions in Hong Kong. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

於二零一九年三月三十一日，上述非上市投資是金融機構在香港發行之投資產品。由於該類產品的合約現金流不獨包括本金及利息支付，因此該產品必須分類為按公允值計入損益的金融資產。



# Notes to the Financial Statements 財務報表附註

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## 20. DEBT INSTRUMENTS AT AMORTISED COST/HELD-TO-MATURITY INVESTMENTS

## 20. 按已攤銷成本的債務工具／持至到期的投資

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Debt instruments at amortised cost	按已攤銷成本的債務工具		
– Hong Kong	– 香港	123,235	–
– Elsewhere	– 其他地區	143,629	–
Held-to-maturity investments	持至到期的投資		
– Hong Kong	– 香港	–	304,665
– Elsewhere	– 其他地區	–	73,966
		<b>266,864</b>	<b>378,631</b>
Less: accumulative impairment	減：累計減值	<b>(34,089)</b>	<b>(10,308)</b>
		<b>232,775</b>	<b>368,323</b>
Non-current portion	非流動部份	<b>(164,239)</b>	<b>(156,902)</b>
Current portion	流動部份	<b>68,536</b>	<b>211,421</b>

The debt instruments at amortised cost represents investment in listed debt instruments, with a principal guaranteed and fixed interest return.

該按已攤銷成本的債務工具為有本金保證、固定利息回報之上市債務工具。

The investments had an aggregate nominal value of HK\$268,253,000 (2018: HK\$377,110,000), and bore interest at rates ranging from 3.38% to 8.75% per annum (2018: 3.38% to 8.75% per annum). The amortised cost of the held-to-maturity investments was computed as the amount initially recognised minus principal repayments, plus or minus the cumulative amortisation using the effective interest rate method of any difference between the initially recognised amount and the maturity amount.

於二零一九年三月三十一日，該等投資的合計面值為港幣268,253,000元（二零一八年：港幣377,110,000元），年利率為3.38%至8.75%（二零一八年：3.38%至8.75%）。持至到期的投資之已攤銷成本的計算乃按初始確認的金額減去已償還的本金，再加上或減去使用實際利率法對初始確認金額與到期日金額之差額的累計攤銷額計算。

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## 20. DEBT INSTRUMENTS AT AMORTISED COST/HELD-TO-MATURITY INVESTMENTS (continued)

The movements in provision for impairment of debt instruments at amortised cost (2018: held-to-maturity investments) are as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
At beginning of year	於年初	10,308	-
Impairment losses recognised (note 6)	減值虧損確認(附註6)	23,781	10,308
At end of year	於年末	<b>34,089</b>	<b>10,308</b>

Included in the above provision for impairment of debt instruments at amortised cost (2018: held-to-maturity investments) is a provision for individually impaired investments of HK\$34,089,000 (2018: HK\$10,308,000) with a carrying amount before provision of HK\$57,242,000 (2018: HK\$10,308,000).

The individually impaired investment relates to debtors that were in financial difficulties and were in default in interest and principal payments and the entire balance is expected to be irrecoverable.

## 20. 按已攤銷成本的債務工具／持至到期的投資(續)

按已攤銷成本的債務工具(二零一八：持至到期的投資)減值撥備的變動如下：

在上述按已攤銷成本的債務工具(二零一八年：持至到期的投資)減值撥備中包括對已減值的持至到期的投資撥備港幣34,089,000元(二零一八年：港幣10,308,000元)，其賬面值為港幣57,242,000元(二零一八年：港幣10,308,000元)。

個別減值投資為該發行人發生財務困難、沒有履行償還利息及本金職責及預計不能收回該餘額。

## 21. INVENTORIES

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Raw materials	原料	836,771	804,213
Work in progress	在製品	103,833	82,453
Finished goods	製成品	1,105,303	1,231,346
Consumables	耗用物料	125,851	119,556
		<b>2,171,758</b>	<b>2,237,568</b>

## 21. 存貨

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## 22. TRADE RECEIVABLES, BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 22. 應收賬款、應收票據、預付款項、訂金及其他應收賬款

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Trade receivables	應收賬款	777,498	954,380
Impairment	減值	(13,499)	(12,962)
		<b>763,999</b>	<b>941,418</b>
Bills receivable	應收票據	<b>186,501</b>	108,931
Prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款	<b>981,333</b>	773,829
Less: non-current portion:	減：非流動部份：		
– long-term prepayments	– 長期預付款項	<b>(31,428)</b>	(119,870)
– long-term rental deposits	– 長期租金按金	<b>(86,720)</b>	(87,183)
Current portion	流動部份	<b>863,185</b>	566,776

Deposits and other receivables mainly represent rental deposits and deposits with suppliers. In the situation where no comparable companies with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate applied as at 31 March 2019 was insignificant.

Bills receivable mainly represent bills issued by reputable banks in Hong Kong and Mainland China. An impairment analysis is performed at each reporting date by considering the probability of default, applied ranged from 0% to 0.07% which was insignificant.

按金及其他應收賬款主要指租賃按金及給予供應商之按金。於無法識別具有信貸評級之可茲比較公司之情況下，須參考歷史虧損記錄應用虧損率以估計預期信貸虧損。該虧損率進行調整以反映當前狀況及對未來經濟狀況（如適用）之預測。於二零一九年三月三十一日應用之虧損率並不重大。

應收票據主要指由香港及中國大陸信譽良好之銀行發出之票據。透過考慮違約之可能性，將於各報告日期進行減值分析及應用0%至0.07%之範圍，其並不重大。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 22. TRADE RECEIVABLES, BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(continued)

Except for trade receivables as detailed below, none of the above assets is either past due or impaired. The financial assets included in the above deposits and other receivables balances relate to receivables for which there were no recent history of default.

Payment terms for the Group's customers mainly range from "cash before delivery" to "90 days from the date of invoice". A significant portion of the customers trades with the Group under documentary credit terms. The Group seeks to maintain strict credit control on its outstanding receivables and has a policy to manage its credit risk. Since the Group's trade receivables relate to a large number of customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance of HK\$13,499,000 (2018: HK\$12,962,000), is as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Within 90 days	90日內	648,562	767,234
Over 90 days	90日以上	115,437	174,184
		<b>763,999</b>	<b>941,418</b>

Movements in the loss allowance for impairment of trade receivables are as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
At beginning of year	於年初	12,962	10,856
Impairment losses (note 6)	減值虧損(附註6)	537	2,106
At end of year	於年末	<b>13,499</b>	<b>12,962</b>

## 22. 應收賬款、應收票據、預付款項、訂金及其他應收賬款(續)

除下文詳述的應收賬款外，概無上述資產已逾期或減值。於上述訂金及其他應收賬款結餘中包括的財務資產乃關於近期並無拖欠的紀錄的應收賬款。

本集團客戶主要賬期由「先款後貨」至「發票日起的90天」，其中有重大部份是以信用狀與本集團進行交易。本集團對應收款項實施一套嚴謹監察制度以管理信貸風險。由於本集團應收賬款包括眾多客戶，因此並無重大的信貸集中風險。本集團並無就其應收賬款結餘持有任何抵押品或其他提升信用之保障。應收賬款為非附息。

於報告期末，按發票日期及扣除損失撥備港幣13,499,000元(二零一八年：港幣12,962,000元)後之應收賬款賬齡分析如下：

應收賬款減值損失撥備的變動如下：

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31 March 2019 二零一九年三月三十一日

## 22. TRADE RECEIVABLES, BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(continued)

Impairment under HKFRS 9 for the year ended 31 March 2019

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written off if past due for more than one year and are not subject to enforcement activity.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 March 2019

Retail and distribution of casual apparel and accessories:

		Current 當期	Past due 已逾期		Total 合計
			Less than 90 days 少於90天	Over 90 days 超過90天	
Expected credit loss rate	預期信貸虧損率	0.01%	0.012%	37.3%	6.3%
Gross carrying amount (HK\$'000)	賬面總值(港幣千元)	103,110	74,108	36,107	213,325
Expected credit loss (HK\$'000)	預期信貸虧損 (港幣千元)	(10)	(9)	(13,480)	(13,499)

Production, dyeing and sale of knitted fabric, yarn and seamless garments:

As at 31 March 2019, the gross carrying amount of trade receivables measured at amortised cost for this segment was HK\$564,173,000, of which the expected credit loss rate is minimal.

## 22. 應收賬款、應收票據、預付款項、訂金及其他應收賬款(續)

截至二零一九年三月三十一日止年度在香港財務報告準則第9號項下減值

於各報告日期採用撥備矩陣進行減值分析以計量預期信貸虧損。撥備率乃根據具有類似虧損模式之多個客戶分部組別之逾期日數(即按地理區域、產品類別、客戶類別及評級以及信用狀或其他形式信用保險之覆蓋範圍劃分)計算。此項計算反映或然率加權結果、金錢之時間價值及於報告日期就過往事項、當前狀況及未來經濟條件預測所獲得之合理及可證明資料。一般而言，貿易應收賬款倘逾期超過一年及毋須受限於強制執行活動則予以撇銷。

下文載列使用撥備矩陣計算本集團之應收賬款須承擔信貸風險之資料：

於二零一九年三月三十一日

便服及飾物之零售及分銷：

針織布、棉紗及無縫成衣之產銷及整染：

於二零一九年三月三十一日，此分類的按已攤銷成本的應收賬款賬面總值為港幣564,173,000元，其中預期信貸虧損率微不足道。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 22. TRADE RECEIVABLES, BILLS RECEIVABLE, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(continued)

### Impairment under HKAS 39 for the year ended 31 March 2018

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$12,962,000 with a carrying amount of HK\$12,962,000 as at 31 March 2018. The individually impaired trade receivables relate to customers that were in default or delinquency in payments. The Group does not hold any collateral or credit enhancements over these balances.

The ageing analysis of the trade receivables as at 31 March 2018 that are were not individually nor collectively considered to be impaired under HKAS 39 is as follows:

		2018 二零一八年 HK\$'000 港幣千元
Neither past due nor impaired	並非逾期亦無需減值	648,614
Within 90 days past due	逾期90日內	248,639
Over 90 days past due	逾期90日以上	44,165
		<hr/>
		941,418

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired related to a number of customers that had a good payment record with the Group. Based on past experience, the directors of the Company were of the opinion that no provision for impairment under HKAS 39 was necessary in respect of these balances as there has not been a significant change in credit quality and the balances were still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

## 22. 應收賬款、應收票據、預付款項、訂金及其他應收賬款(續)

截至二零一八年三月三十一日止年度按香港會計準則第39號之減值

在上述應收賬款減值撥備中包括於二零一八年三月三十一日對個別已減值應收賬款撥備港幣12,962,000元，該些應收賬款的賬面值為港幣12,962,000元。該些個別已減值應收賬款涉及不履行付款或拖欠的客戶。本集團並無就該等餘額持有任何抵押品或其他提升信用的保障。

於二零一八年三月三十一日，個別地或集體地皆被視為無需按香港財務報告準則第39號減值的應收賬款之賬齡分析如下：

並非逾期亦無需減值之應收款項涉及大批客戶，該等客戶並無不履行付款情況。

已逾期，但無需減值之應收款項為多名與本集團有良好還款記錄之客戶有關。按過往經驗，本公司董事認為由於信貸質素未有重大轉變，該等結餘仍然可全數收回，因此無需作出按香港會計準則第39號的減值撥備。本集團並無就該等結餘持有抵押品，或信貸提升物。



# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 23. DERIVATIVE FINANCIAL INSTRUMENTS

## 23. 衍生金融工具

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Forward currency contracts:	遠期外匯合約：		
Assets	資產	7,057	43,549
Liabilities	負債	3,334	44,160

The Group has entered into various forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Changes in the fair value of non-hedging currency derivatives amounting to HK\$16,540,000 (2018: HK\$47,082,000) were credited to the statement of profit or loss during the year.

本集團已簽訂多項不符合對沖會計要求的遠期外匯合約以管理其匯率風險。於年內，於損益表中加上的非對沖外匯衍生項目的公允值轉變為港幣16,540,000元(二零一八年：港幣47,082,000元)。

## 24. CASH AND CASH EQUIVALENTS

## 24. 現金及現金等價物

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Cash and bank balances	現金及銀行存款	389,338	468,736
Time deposits with original maturity within three months when acquired	於訂立日三個月內到期之定期存款	1,586,644	1,630,963
Time deposits with original maturity of over three months when acquired	於訂立日三個月以上到期之定期存款	104,000	345,329
		<b>2,079,982</b>	<b>2,445,028</b>

At the end of the reporting period, the above balances include cash and bank balances denominated in Renminbi ("RMB") of HK\$201,248,000 (2018: HK\$298,556,000). At 31 March 2019, the Group had time deposits denominated in RMB of HK\$74,575,000 (2018: Nil).

於報告期末，以上結餘包括以人民幣結算之現金及銀行存款港幣201,248,000元(二零一八年：港幣298,556,000元)。於二零一九年三月三十一日，本集團有人民幣結算之定期存款港幣74,575,000元(二零一八年：無)。

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

人民幣於中國大陸不能自由兌換其他貨幣，惟根據中國大陸的外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time and structured deposits are made for periods less than or equal to one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time and structured deposit rates. The bank balances, time and structured deposits are placed with creditworthy banks.

銀行存款根據每日銀行存款利率賺取浮動息率利息。定期及結構性存款之存款期為一年或以下，視乎本集團之即時現金需求而定，並按各短期定期及結構性存款利率賺取利息。銀行存款及定期及結構性存款存於信譽良好的銀行。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 25. TRADE PAYABLES

## 25. 應付賬款

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Trade payables	應付賬款	<b>824,564</b>	1,019,340

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，按發票日期之應付賬款賬齡分析如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Within 90 days	90日內	791,729	927,178
Over 90 days	90日以上	32,835	92,162
		<b>824,564</b>	1,019,340

At the end of the reporting period, the trade payables are non-interest-bearing and are normally settled on 90-day terms.

於報告期末，應付賬款為非附息及一般為90天的賬期。

## 26. OTHER PAYABLES AND ACCRUED LIABILITIES

## 26. 其他應付賬款及應計負債

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Other payables	其他應付賬款	194,880	154,375
Deferred government grant	遞延政府補助	1,468	2,006
Accrued liabilities	應計負債	304,756	332,841
Contract liabilities	合約負債	35,745	-
Deferred revenue	遞延收入	-	9,804
		<b>536,849</b>	499,026
Non-current portion	非流動部分	<b>(4,000)</b>	-
Current portion	流動部分	<b>532,849</b>	499,026

Other payables and certain accrued liabilities are non-interest-bearing and have an average term of three months.

其他應付賬款及若干應計負債為非附息，且平均賬期為三個月。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 26. OTHER PAYABLES AND ACCRUED LIABILITIES

(continued)

Note:

- (a) Details of contract liabilities as at 31 March 2019 and 1 April 2018 are as follows:

		31 March 2019 二零一九年 三月三十一日 HK\$'000 港幣千元	1 April 2018 二零一八年 四月一日 HK\$'000 港幣千元
Advances received from customers	收到客戶預付款		
– Sales of goods	– 銷售貨品	29,086	16,160
– Franchise income	– 特許經營收入	–	2,847
Customer loyalty programmes	客戶忠誠計劃	6,659	1,875
		<b>35,745</b>	<b>20,882</b>

Contract liabilities include short-term advances received to deliver goods and customer loyalty programmes reward points. The increase in contract liabilities in the year ended 31 March 2019 was mainly due to the increase in short-term advances received from customers in relation to the sales of goods and increase in customer loyalty programmes reward points.

## 26. 其他應付賬款及應計負債(續)

附註：

- (a) 於二零一九年三月三十一日及二零一八年四月一日之詳細合約負債如下：

合約負債包括為交付貨品收取之短期預付款項及客戶忠誠計劃之獎賞積分。於截至二零一九年三月三十一日止年度內合約負債有所增加，主要由於就銷售貨品自客戶收取之短期預付款項有所增加及客戶忠誠計劃之獎賞積分有所增加所致。

## 27. INTEREST-BEARING BANK BORROWINGS

## 27. 付息銀行貸款

		2019 二零一九年			2018 二零一八年		
		Effective annual interest rate (%) 實際年利率 (%)	Maturity 到期日	HK\$'000 港幣千元	Effective annual interest rate (%) 實際年利率 (%)	Maturity 到期日	HK\$'000 港幣千元
<b>Current</b>	<b>流動</b>						
Bank loans – unsecured	銀行貸款 – 無抵押	1.92–3.90	Within 1 year or on demand 於一年內或按要求	1,491,113	1.07–3.92	Within 1 year or on demand 於一年內或按要求	1,390,804
<b>Non-current</b>	<b>非流動</b>						
Bank loans – unsecured	銀行貸款 – 無抵押	1.78–2.70	April 2020 to May 2020 二零二零年四月至二零二零年五月	37,500	1.78–2.17	April 2019 to May 2020 二零一九年四月至二零二零年五月	187,500
				<b>1,528,613</b>			<b>1,578,304</b>

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 27. INTEREST-BEARING BANK BORROWINGS (continued) 27. 附息銀行貸款(續)

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Analysed into:	分析：		
Bank loans repayable:	銀行貸款還款期：		
Within one year or on demand	於一年內或按要求	1,491,113	1,390,804
In the second year	第二年內	37,500	187,500
		<b>1,528,613</b>	<b>1,578,304</b>

As at 31 March 2019 and 31 March 2018, all bank borrowings are in Hong Kong dollars, RMB, United States dollars or Japanese Yen.

於二零一九年三月三十一日及二零一八年三月三十一日，所有銀行貸款均為港幣、人民幣、美元或日元。

As at 31 March 2019 and 31 March 2018, the Group's banking facilities were supported by corporate guarantees from the Company and certain of its subsidiaries.

於二零一九年三月三十一日及二零一八年三月三十一日，本集團的銀行信貸乃由本公司及其部份附屬公司作出企業擔保。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 28. DEFERRED TAX Deferred tax liabilities

## 28. 遞延稅項 遞延稅項負債

		Withholding tax on the distributable profits of the Group's PRC subsidiaries 本集團的中國附屬公司可供分派溢利的預扣稅項		Depreciation allowance in excess of related depreciation 超出相關折舊費用的折舊免稅額		Others 其他		Total 合計	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
At beginning of year	於年初	94,297	159,253	(721)	(721)	6,977	9,475	100,553	168,007
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 9)	年內於損益表中扣除/(加上)的遞延稅項(附註9)	(5,429)	(64,956)	-	-	(769)	(2,498)	(6,198)	(67,454)
At end of year	於年末	88,868	94,297	(721)	(721)	6,208	6,977	94,355	100,553

## Deferred tax asset

## 遞延稅項資產

		Unrealised losses on derivative financial instruments 衍生金融工具未實現虧損 HK\$'000 港幣千元	Loss available for offsetting against future taxable profits 可用作抵銷日後應課稅溢利的虧損 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
		At 1 April 2017	於二零一七年四月一日	-
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 9)	年內於損益表中加上/(扣除)的遞延稅項(附註9)	9,505	(5,055)	4,450
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及二零一八年四月一日	9,505	23,304	32,809
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 9)	年內於損益表中加上/(扣除)的遞延稅項(附註9)	(9,505)	(5,205)	(14,710)
At 31 March 2019	於二零一九年三月三十一日	-	18,099	18,099

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## 28. DEFERRED TAX (continued)

The Group has tax losses arising in Hong Kong of HK\$601,475,000 (2018: HK\$641,273,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$471,974,000 (2018: HK\$412,142,000) and in Taiwan of HK\$67,331,000 (2018: HK\$72,966,000) that are available for offsetting against future taxable profits of the companies in which losses arose for a maximum period of five years and ten years, respectively. Deferred tax asset in respect of tax losses of HK\$491,784,000 (2018: HK\$500,037,000), HK\$471,974,000 (2018: HK\$412,142,000) and HK\$67,331,000 (2018: HK\$72,966,000) arising in Hong Kong, the Mainland China and Taiwan, respectively, have not been recognised as they have arisen in subsidiaries for which, no assessable profits are expected to be generated in the foreseeable future.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings generated after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rates are 5% and 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. At 31 March 2019, the Group does not have unprovided withholding tax (2018: Nil).

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

## 28. 遞延稅項(續)

本集團於香港產生之稅項虧損為港幣601,475,000元(二零一八年:港幣641,273,000元),該些產生稅項虧損的公司可無限期使用該虧損用作抵銷日後之應課稅溢利。本集團於中國大陸及台灣產生之稅項虧損分別為港幣471,974,000元(二零一八年:港幣412,142,000元)及港幣67,331,000元(二零一八年:港幣72,966,000元),該些產生稅項虧損的公司可使用該虧損用作抵銷自該虧損產生分別五年及十年內的應課稅溢利。由於預期該等附屬公司於可見將來不會產生應課稅溢利,於香港、中國大陸及台灣產生之稅項虧損分別為港幣491,784,000元(二零一八年:港幣500,037,000元)、港幣471,974,000元(二零一八年:港幣412,142,000元)及港幣67,331,000元(二零一八年:港幣72,966,000元)的遞延稅項資產並無進行確認。

根據中國企業所得稅法,中國大陸的外資企業須就向外方投資者宣派的股息提撥10%預扣稅項。該要求由二零零八年一月一日起生效,並應用於二零零七年十二月三十一日後產生的利潤。外方投資者可申請一個較低預扣稅率,若其司法權區與中國大陸有稅務協定。適用於本集團的稅率為5%及10%。因此本集團就該等於中國大陸成立的附屬公司自二零零八年一月一日起的盈利所分派的股息有預扣稅項的責任。於二零一九年三月三十一日,本集團並無未撥備預扣稅項(二零一八年:無)。

本公司向其股東派發之股息,並無導致任何須繳納所得稅之後果。



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## 29. SHARE CAPITAL Shares

## 29. 股本 普通股

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Authorised: 2,000,000,000 shares of HK\$0.05 each in nominal value	法定： 2,000,000,000股每股面值 港幣0.05元	100,000	100,000
Issued and fully paid: 1,381,696,104 shares of HK\$0.05 each in nominal value	已發行及繳足： 1,381,696,104股每股面值 港幣0.05元	69,085	69,085

## 30. RESERVES

The amounts of the Group's reserves and movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

The Group's contributed surplus represents the difference between the nominal value of the issued share capital of the Company and the then nominal value of the issued share capital of the subsidiaries acquired at the date of acquisition, as a result of the reorganisation which occurred before the listing of the Company's shares in 1992.

The Group applied the transitional provisions of HKFRS 3 that permitted goodwill in respect of business combinations which occurred prior to 2001, to remain eliminated against consolidated retained profits. The amount of goodwill remaining in consolidated retained profits, arising from the acquisition of an associate, was HK\$110,648,000 as at 31 March 2019 and 31 March 2018.

The Group's capital reserve represents the difference between the consideration for the acquisition of the non-controlling interest and the respective carrying value.

## 30. 儲備

本集團於本年度及過往年度的儲備金額及其中之變動呈列於綜合權益變動表內。

因應本公司股份在一九九二年上市前的重組，本集團之實繳盈餘為本公司已發行股本之面值與所收購附屬公司於收購日期之已發行股本面值之差額。

本集團已引用香港財務報告準則第3號過渡性條文，允許於二零零一年前發生的業務合併產生的商譽繼續與綜合保留溢利撇銷。因收購一聯營公司產生的商譽，仍維持於綜合保留溢利中，其金額於二零一九年三月三十一日及二零一八年三月三十一日為港幣110,648,000元。

本集團的股本儲備指收購非控股權益的代價與其賬面值之間的差額。

# Notes to the Financial Statements 財務報表附註

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## 31. SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group's subsidiary that has material non-controlling interests are set out below:

### Baleno Holdings Limited

## 31. 有重大非控股權益之附屬公司

本集團存有重大非控股權益之附屬公司的詳情載列如下：

### 班尼路集團有限公司

		2019 二零一九年	2018 二零一八年
Percentage of equity interest held by non-controlling interests	非控股權益持有之股本權益百分比	-	36%
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Profit/(loss) for the period/year allocated to non-controlling interests	分配至非控股權益的本期/年度溢利/(虧損)	(4,829)	12,422
Consolidated accumulated balances of non-controlling interests at the reporting dates	於報告日非控股權益之綜合累計結存	-	475,671

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## 31. SUBSIDIARY WITH MATERIAL NON-CONTROLLING INTERESTS (continued)

The following tables illustrate the summarised consolidated financial information of the above subsidiary and its subsidiaries. The amounts disclosed are before any inter-company eliminations:

## 31. 有重大非控股權益之附屬公司(續)

下表列示上述附屬公司及其附屬公司之綜合財務資料摘要。所披露金額均為未作任何公司間互相對銷前的金額：

		Year ended 31 March 截至三月三十一日止年度	
		2019 二零一九年 HK\$'000 港幣千元 (note a) (附註a)	2018 二零一八年 HK\$'000 港幣千元
Revenue	收入	1,503,466	3,995,488
Changes in fair value of investment properties	投資物業公允值變動	-	953
Total expenses	費用總額	(1,516,881)	(3,961,935)
Profit/(loss) for the year	本年度溢利/(虧損)	(13,415)	34,506
Total comprehensive income/(loss) for the year	本年度全面收入/(虧損)總額	(84,608)	77,504

		As at 31 March 於三月三十一日	
		2019 二零一九年 HK\$'000 港幣千元 (note b) (附註b)	2018 二零一八年 HK\$'000 港幣千元
Current assets	流動資產	-	2,019,544
Non-current assets	非流動資產	-	303,610
Current liabilities	流動負債	-	(940,429)
Non-current liabilities	非流動負債	-	(61,418)
Net cash flows from operating activities	經營所得現金流入淨額	-	129,518
Net cash flows used in investing activities	投資活動現金流出淨額	-	(32,953)
Net cash flows from financing activities	融資活動現金流入淨額	-	220,656
Net increase in cash and cash equivalents	現金及現金等價物之增加淨額	-	317,221

Notes:

- (a) Represented the financial information up to the date of acquisition of non-controlling interest in September 2018.
- (b) The subsidiary does not have non-controlling interest as at 31 March 2019 upon the acquisition of non-controlling interest by the Group in September 2018.

附註：

- (a) 指於二零一八年九月截至收購非控股權益日的財務資料。
- (b) 於本集團在二零一八年九月收購非控股權益後，該附屬公司於二零一九年三月三十一日並無非控股權益。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 32. ACQUISITION OF NON-CONTROLLING INTERESTS

In September 2018, the Group acquired the remaining 36% equity interest in Baleno Holdings Limited at the total cash consideration of HK\$69,450,000 from the non-controlling shareholders. Baleno Holdings Limited was an indirect 64%-owned subsidiary of the Company right before the completion of the transaction and became an indirect wholly-owned subsidiary of the Company upon completion of the transaction.

The following summarised the financial impact arising from the changes in the Group's ownership interest in Baleno Holdings Limited on the equity attributable to ordinary equity holders of the Company:

## 32. 收購非控股權益

於二零一八年九月，本集團以現金代價港幣69,450,000元向非控股股東收購班尼路集團有限公司剩餘之36%股權。於交易完成前，本集團非直接持有64%班尼路集團有限公司的股份；交易後，班尼路集團有限公司成為本集團間接控股全資附屬公司。

以下概述本集團於班尼路集團有限公司之所有權權益變動對歸屬本公司普通權益所有者權益所產生之財務影響：

		2019 二零一九年 HK\$'000 港幣千元
Carrying amount of the non-controlling interests acquired	收購非控股權益之賬面值	445,212
Total consideration paid to the non-controlling shareholders and related cost	支付給非控股股東總代價及相關成本	(70,032)
Increase in equity attributable to ordinary equity holders of the Company	歸屬本公司普通權益所有者權益增加	375,180

# Notes to the Financial Statements 財務報表附註

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## 33. DISPOSAL OF SUBSIDIARIES

On 21 December 2016, Trustland Inc, a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement with an independent third party to dispose of its entire equity interest in Winca Investments (China) Limited and its subsidiary at a consideration of HK\$65,322,000. The transaction was completed in April 2017.

## 33. 出售附屬公司

於二零一六年十二月二十一日，本公司之全資擁有附屬公司Trustland Inc與一獨立第三方簽訂買賣協議，以代價港幣65,322,000元出售Winca Investments (China) Limited 及其附屬公司所有權益。該交易於二零一七年四月完成。

		2018 二零一八年 HK\$'000 港幣千元
Net assets disposal of:	所出售之資產淨額：	
Property, plant and equipment	物業、廠房及設備	2,589
Cash and bank balances	現金及銀行存款	155
Prepaid land lease payments	預付土地租賃款	6,599
Prepayments and other receivables	預付款項及其他應收賬款	2,693
Other payables and accrued liabilities	其他應付賬款及應計負債	(164)
		11,872
Release of exchange reserves	釋放之外匯變動儲備	(3,804)
Gain on disposal of subsidiaries	出售附屬公司收益	57,254
		65,322

		2018 二零一八年 HK\$'000 港幣千元
Satisfied by:	償付方式：	
Cash*	現金*	65,322

\* Such cash consideration was received in prior years.

\* 該等現金代價已於以往年度收取。

An analysis of the net cash and cash equivalents in respect of the disposal of subsidiaries is as follows:

有關出售附屬公司之現金及現金等價物淨額之分析如下：

		2018 二零一八年 HK\$'000 港幣千元
Cash consideration received during the year	現金代價	-
Cash and bank balances disposed of	出售之現金及銀行存款	(155)
Net outflow of cash and cash equivalents in respect of the disposal of subsidiaries	有關出售附屬公司之現金及現金等價物流出淨額	(155)

# Notes to the Financial Statements 財務報表附註

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## 34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 34. 綜合現金流量表附註

Changes in liabilities arising from financing activities

融資活動產生之負債變動

		Interest-bearing bank borrowings 附息銀行貸款 HK\$'000 港幣千元
At 1 April 2017	於二零一七年四月一日	2,517,281
New interest-bearing bank borrowings	新附息銀行貸款	2,026,781
Repayment of interest-bearing bank borrowings	償還附息銀行貸款	(3,004,916)
Foreign exchange movement	外匯調整	39,158
At 31 March 2018	於二零一八年三月三十一日	1,578,304
New interest-bearing bank borrowings	新附息銀行貸款	4,492,208
Repayment of interest-bearing bank borrowings	償還附息銀行貸款	(4,530,250)
Foreign exchange movement	外匯調整	(11,649)
At 31 March 2019	於二零一九年三月三十一日	1,528,613

## 35. CONTINGENT LIABILITIES

(a) At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

## 35. 或有負債

(a) 於報告期末，以下或有負債未於財務報表中撥備：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Bank guarantees given in lieu of property rental deposits	代替租用物業按金之銀行擔保	4,193	4,975

# Notes to the Financial Statements 財務報表附註

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## 35. CONTINGENT LIABILITIES (continued)

- (b) The Hong Kong Inland Revenue Department (the “IRD”) initiated a review on the tax affairs of certain subsidiaries of the Group for the years of assessment from 2005/2006 to 2016/2017.

Details of protective tax assessments issued by the IRD to certain subsidiaries of the Group:

## 35. 或有負債(續)

- (b) 香港稅務局(「稅局」)向本集團部份附屬公司提出就二零零五/二零零六至二零一六/二零一七課稅年度的稅務事項進行覆核。

稅局向本集團部份附屬公司發出的保障性稅務評估詳情：

Related to the year of assessment 有關課稅年度	Protective tax assessments 保障性稅務評估		Amount of tax reserve certificates purchased 已購買儲稅券金額	
	Issued in month/year 發出年份/月份	Tax amount 應繳稅額 HK\$'000 港幣千元	HK\$'000 港幣千元	
2005/2006 二零零五/二零零六	March 2012 二零一二年三月	69,125	4,500	
2006/2007 二零零六/二零零七	March 2013 二零一三年三月	189,000	31,500	
2007/2008 二零零七/二零零八	March 2014 二零一四年三月	388,878	34,000	
2008/2009 二零零八/二零零九	March 2015 二零一五年三月	376,200	38,000	
2009/2010 二零零九/二零一零	March 2016 二零一六年三月	323,648	38,000	
2010/2011 二零一零/二零一一	January 2017 二零一七年一月	237,600	50,000	
2011/2012 二零一一/二零一二	January 2018 二零一八年一月	183,745	7,090	
2012/2013 二零一二/二零一三	April 2018 and January 2019 二零一八年四月及二零一九年一月	175,049	46,069	
2013/2014 二零一三/二零一四	April 2018 二零一八年四月	498,940	166,320	
2014/2015 二零一四/二零一五	April 2018 二零一八年四月	247,460	82,500	
2015/2016 二零一五/二零一六	April 2018 二零一八年四月	230,400	71,710	
2016/2017 二零一六/二零一七	April 2018 二零一八年四月	129,628	49,808	

The directors of these subsidiaries believe that there are valid grounds to object to the tax claimed. Subsequent to the objections filed, the IRD agreed to hold over the tax claimed completely subject to the purchases of tax reserve certificates.

In view that the tax review is still in progress, the outcome of the case is still uncertain. Up to the date of approval of these financial statements, the directors of the Company consider that adequate tax provisions have been made in these financial statements.

該等附屬公司董事相信有充份理據就追討的稅款提出反對。於提出反對後，稅局同意暫緩所徵的全部稅款，惟必須購買儲稅券。

由於稅務覆核仍在進行中，這事件的結果仍然不明朗。截至本財務報表核准日，本公司董事認為本財務報表中之稅項撥備已足夠。



# Notes to the Financial Statements 財務報表附註

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## 36. OPERATING LEASE ARRANGEMENTS

### (a) As lessor

The Group leases its investment properties (note 13) and sublets certain properties under operating lease arrangements, with leases negotiated for terms ranging from one to five years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

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

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Within one year	於一年內	27,723	30,559
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)	22,084	49,124
		<b>49,807</b>	<b>79,683</b>

### (b) As lessee

The Group leases certain land and buildings for factories, retail outlets, a training centre and directors' quarters under operating lease arrangements. Such leases are negotiated for terms ranging from 3 years to 50 years.

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases with its landlords falling due as follows:

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Within one year	於一年內	273,727	364,255
In the second to fifth years, inclusive	第二至第五年內(包括首尾兩年)	285,790	497,499
After five years	於五年後	374,170	366,722
		<b>933,687</b>	<b>1,228,476</b>

The operating lease rentals of certain retail outlets are based on the higher of a fixed rental or the contingent rent based on the sales derived from the retail outlets pursuant to the terms and conditions as set out in the respective rental agreements. As the future sales of these retail outlets could not be estimated reliably, the relevant contingent rent has not been included above and only the minimum lease commitment has been included in the above table.

## 36. 經營租賃安排

### (a) 作為出租人

本集團根據經營租賃安排出租旗下投資物業(附註13)及轉租部份物業，議訂租期一年至五年。租約條款一般規定租戶須繳付保證按金及訂明可根據當時市場情況定期作出租金調整。

於報告期末，本集團根據與租客訂立之不可撤銷經營租賃合約之未來最低應收租金總額到期情況如下：

### (b) 作為承租人

本集團根據經營租賃安排租用部份土地及樓宇用作廠房、零售門市、培訓中心及董事宿舍。該等租約議訂租期三年至五十年。

於報告期末，本集團根據與業主訂立的不可撤銷經營租賃合約未來最低應付租金總額到期情況如下：

部份零售門市之經營租約租金乃按固定租金或根據有關租約所載之條款及條件按零售門市銷售額而釐定之或然租金兩者中之較高者為準。由於無法準確估計此等零售門市未來之銷售額，故上表未計入相關或然租金，而只計入最低租金承擔。

# Notes to the Financial Statements 財務報表附註

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## 37. CAPITAL COMMITMENTS

The commitments for capital expenditure of the Group at the end of the reporting period were as follows:

	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
In respect of property, plant and equipment, 就物業、廠房及設備，已訂約 contracted but not provided for 但未提撥備	104,709	150,398

## 38. RELATED PARTY TRANSACTIONS

(a) During the year, the Group had the following related party transactions:

		Notes 附註	2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Sales to Megawell	銷售予偉佳	(i)	-	3,493
Purchases from Megawell	向偉佳採購	(ii)	-	31,282
Rental expenses paid to related companies	向關連公司支付 租金費用	(iii)	24,881	24,438

Notes:

- (i) In prior year, sales to Megawell were made according to the prices and conditions offered to major customers of the Group.
- (ii) In prior year, the directors considered that purchases from Megawell were made according to the prices and conditions similar to those offered to other customers by Megawell.
- (iii) Rental expenses were paid to related companies, of which certain directors of the Company are also the directors and beneficial shareholders, for the provision of directors' quarters, retail outlets and a training centre for certain subsidiaries in Hong Kong and Mainland China. The directors considered that the monthly rentals were charged based on the prevailing market rates at the dates of entering into the tenancy agreements. The rental expenses of the directors' quarters were included in the directors' remuneration as detailed in note 7 to the financial statements.

## 37. 資本性承擔

本集團於報告期末有以下資本性支出承擔：

## 38. 關連人士交易

(a) 於年內，本集團曾進行以下關連人士交易：

附註：

- (i) 於往年，向偉佳之銷售乃根據本集團向主要客戶提供之價格及條件訂立。
- (ii) 於往年，董事認為向偉佳採購之價格及條件，與偉佳向其他客戶所提供的相若。
- (iii) 租金費用是支付予關連公司作為部份香港及中國大陸之附屬公司的董事宿舍、零售門市及培訓中心，該等公司之董事及實益股東亦為本公司之部份董事。董事認為每月之租金乃根據租賃合同簽訂日之市場價格釐定。付出之董事宿舍租金費用已包括於董事酬金，並詳列於財務報表附註7。

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## 38. RELATED PARTY TRANSACTIONS (continued)

- (b) On 13 February 2018, the Group entered into a lease agreement with Mountain Rich Limited (“MRL”), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Tianjin Bin Jiang Fu Shi Commercial Building at Bin Jiang Road 282-286, He Ping Qu, Tianjin, China from MRL as a retail outlet for the retail and distribution of apparel and accessories business of the Group for a term of two years commencing from 1 April 2018 at the monthly rent of RMB1,329,900 for the period from 1 April 2018 to 31 March 2020. During the year, the Group paid to MRL operating lease rentals in respect of the above property of HK\$18,595,000 (2018: HK\$18,866,000).

On 13 February 2018, the Group entered into a lease agreement with Latex (Hong Kong) Limited (“Latex”), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease 22 Perkins Road, Jardine’s Lookout, Hong Kong from Latex as a director’s quarters of the Group for a term of two years commencing from 1 April 2018 at the monthly rent of HK\$400,000. During the year, the Group paid to Latex operating lease rentals in respect of the above property of HK\$4,800,000 (2018: HK\$4,800,000).

On 13 February 2018, the Group entered into a lease agreement with Winson Link Enterprises Limited (“WLEL”), a company wholly-owned by Mr. Poon Bun Chak, an executive director and controlling shareholder of the Company, to lease Room 4207B, 42nd Floor, Metroplaza Tower II, 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong and a car parking space from WLEL as a training centre of the Group for a term of two years commencing from 1 April 2018 at the monthly rent of HK\$63,200. During the year, the Group paid to WLEL operating lease rentals in respect of the above property of HK\$758,400 (2018: HK\$758,400).

## 38. 關連人士交易(續)

- (b) 於二零一八年二月十三日，本集團與山富國際有限公司(「山富」)(由本公司的執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向山富承租位於中國天津市和平區濱江道282號-286號的天津濱江服飾商廈，作為本集團便服及飾物之零售及分銷業務的零售門市，由二零一八年四月一日起為期兩年，每月租金分別由二零一八年四月一日至二零二零年三月三十一日期間為人民幣1,329,900元。於本年，本集團就上述物業向山富支付經營租賃租金港幣18,595,000元(二零一八年：港幣18,866,000元)。

於二零一八年二月十三日，本集團與立德(香港)有限公司(「立德」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向立德承租香港渣甸山白建時道22號，作為本集團一董事宿舍之用。由二零一八年四月一日起為期兩年，每月租金為港幣400,000元。於本年，本集團就上述物業向立德支付經營租賃租金港幣4,800,000元(二零一八年：港幣4,800,000元)。

於二零一八年二月十三日，本集團與永信興企業有限公司(「永信興」)(由本公司執行董事及控股股東潘彬澤先生全資擁有)簽訂合約，向永信興承租香港新界葵涌興芳路223號新都會廣場第2座42樓4207B室及一個停車位，作為本集團的培訓中心。由二零一八年四月一日起，為期兩年，每月租金為港幣63,200元。於本年，本集團就上述物業向永信興支付經營租賃租金港幣758,400元(二零一八年：港幣758,400元)。

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## 38. RELATED PARTY TRANSACTIONS (continued)

(c) Compensation of key management personnel of the Group:

		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Short term employee benefits	短期僱員福利	56,601	66,311
Post-employment benefits	離職後福利	36	27
<b>Total compensation paid to key management personnel</b>	<b>主要管理人員薪酬總額</b>	<b>56,637</b>	<b>66,338</b>

The key management personnel of the Group refers to the executive directors of the Company.

Further details of directors' remuneration are included in note 7 to the financial statements.

Rental expenses under 38(b) to the financial statements paid to related companies also constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules. Save as disclosed under the section of "Details of non-exempt continuing connected transactions" of the Report of the Directors, the remaining rental expenses paid to related companies constituted continuing connected transactions are exempt from the reporting, announcement and independent shareholders' approval requirements set out in Chapter 14A of the Listing Rules.

## 38. 關連人士交易(續)

(c) 本集團主要管理人員薪酬：

本集團的主要管理人員即本公司的執行董事。

董事酬金詳情載於財務報表附註7。

根據財務報表附註38(b)向關連公司支付的租金費用亦構成上市規則第14A章的持續交易。除披露於董事會報告內「不獲豁免的持續關連交易詳情」外，餘下向關連公司支付的租金費用亦構成按上市規則第14A章規定獲豁免申報、公告及獨立股東批准的持續關連交易。

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## 39. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

## 39. 按種類劃分的金融工具

於報告期末，各種金融工具賬面值如下：

### Financial assets

### 金融資產

		2019 二零一九年		Total
		Financial assets at fair value through profit or loss 按公允價值計入損益的金融資產 HK\$'000 港幣千元	Financial assets at amortised costs 按已攤銷成本的金 融資產 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
Trade receivables	應收賬款	-	763,999	763,999
Bills receivable	應收票據	-	186,501	186,501
Financial assets included in prepayments, deposits and other receivables (note 22)	包括於預付款項、訂金及 其他應收賬款內之 金融資產(附註22)	-	715,142	715,142
Debt instruments at amortised cost	按已攤銷成本的債務工具	-	232,775	232,775
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	145,298	-	145,298
Long term rental deposits	長期租金按金	-	86,720	86,720
Derivative financial assets	衍生金融資產	7,057	-	7,057
Cash and cash equivalents	現金及現金等價物	-	2,079,982	2,079,982
<b>Total</b>	<b>合計</b>	<b>152,355</b>	<b>4,065,119</b>	<b>4,217,474</b>

		2018 二零一八年			Total	
		Held-to-maturity investments 持至到期的投資 HK\$'000 港幣千元	Financial assets at fair value through profit or loss – held for trading 按公允價值計入損益的 金融資產 — 持作買賣 HK\$'000 港幣千元	Loans and receivables 貸款及 應收款項 HK\$'000 港幣千元	Available-for-sale financial assets 可供出售 金融資產 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
Trade receivables	應收賬款	-	-	941,418	-	941,418
Bills receivable	應收票據	-	-	108,931	-	108,931
Financial assets included in prepayments, deposits and other receivables	包括於預付款項、訂金及 其他應收賬款內之 金融資產	-	-	317,646	-	317,646
Held-to-maturity investments	持至到期的投資	368,323	-	-	-	368,323
Available-for-sale investments	可供出售投資	-	-	-	152,061	152,061
Long term rental deposits	長期租金按金	-	-	87,183	-	87,183
Derivative financial assets	衍生金融資產	-	43,549	-	-	43,549
Cash and cash equivalents	現金及現金等價物	-	-	2,445,028	-	2,445,028
<b>Total</b>		<b>368,323</b>	<b>43,549</b>	<b>3,900,206</b>	<b>152,061</b>	<b>4,464,139</b>

# Notes to the Financial Statements 財務報表附註

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## 39. FINANCIAL INSTRUMENTS BY CATEGORY (continued) Financial liabilities

## 39. 按種類劃分的金融工具(續) 金融負債

		2019 二零一九年		
		Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost	Total
		按公允值計入損益的金融負債	按已攤銷成本的金融負債	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Trade payables	應付賬款	–	824,564	824,564
Bills payable	應付票據	–	21,443	21,443
Financial liabilities included in other payables and accrued liabilities (note 26)	包括於其他應付賬款及應計負債內之金融負債(附註26)	–	495,636	495,636
Derivative financial liabilities	衍生金融負債	3,334	–	3,334
Interest-bearing bank borrowings	附息銀行貸款	–	1,528,613	1,528,613
<b>Total</b>	<b>合計</b>	<b>3,334</b>	<b>2,870,256</b>	<b>2,873,590</b>

		2018 二零一八年		
		Financial liabilities at fair value through profit or loss – held for trading	Financial liabilities at amortised cost	Total
		按公允值計入損益的金融負債 – 持作買賣	按已攤銷成本的金融負債	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
Trade payables	應付賬款	–	1,019,340	1,019,340
Bills payable	應付票據	–	19,232	19,232
Due to an associate	應付聯營公司	–	20	20
Financial liabilities included in other payables and accrued liabilities	包括於其他應付賬款及應計負債內之金融負債	–	235,699	235,699
Derivative financial liabilities	衍生金融負債	44,160	–	44,160
Interest-bearing bank borrowings	附息銀行貸款	–	1,578,304	1,578,304
<b>Total</b>	<b>合計</b>	<b>44,160</b>	<b>2,852,595</b>	<b>2,896,755</b>

# Notes to the Financial Statements 財務報表附註

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## 40. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS 40. 金融工具之公允價值等級

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

本集團金融工具之賬面值及公允價值(賬面值與其公允價值合理地相若之金融工具除外)載列如下：

		Carrying amounts		Fair values	
		賬面值		公允價值	
		2019	2018	2019	2018
		二零一九年	二零一八年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<b>Financial assets</b>	<b>金融資產</b>				
Derivative financial instruments	衍生金融工具	7,057	43,549	7,057	43,549
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	145,298	–	145,298	–
Debt instruments at amortised cost	按已攤銷成本的債務工具	232,775	–	229,019	–
Available-for-sale investments	可供出售投資	–	152,061	–	152,061
Held-to-maturity investments	持至到期的投資	–	368,323	–	358,250
		<b>385,130</b>	<b>563,933</b>	<b>381,374</b>	<b>553,860</b>
<b>Financial liabilities</b>	<b>金融負債</b>				
Derivative financial instruments	衍生金融工具	3,334	44,160	3,334	44,160

Management has assessed that the fair values of cash and cash equivalents, trade receivables, bills receivable, financial assets included in prepayments, deposits and other receivables, trade payables, bills payable, amount due to an associate, current portion of interest-bearing bank borrowings, and financial liabilities included in other payables and accrued liabilities approximate to their carrying amounts largely due to the short term maturities of these instruments.

管理層已評估現金及現金等價物、應收賬款、應收票據、包括於預付款項、訂金及其他應收賬款內之金融資產、應付賬款、應付票據、應付聯營公司款項、附息銀行貸款流動部份及包括於其他應付賬款及應計負債內之金融負債的公允價值與其賬面值相若，主要由於此等工具的到期年期較短。



# Notes to the Financial Statements 財務報表附註

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## 40. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group's finance department headed by the financial controller is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department directly reports to the board. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the board.

The fair values of the financial assets and liabilities are included as the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of financial assets at fair value through profit or loss and debt instruments at amortised cost are estimated based on quoted price.

The fair values of the long term rental deposits and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 March 2019 was assessed to be insignificant.

The Group enters into derivative financial instruments with various counterparties, principally financial institutions. Derivative financial instruments, including forward currency contracts, are measured using valuation techniques similar to forward pricing, using present value calculations. The model incorporates various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and interest rate curves. The carrying amounts of forward currency contracts are the same as their fair values.

## 40. 金融工具之公允值等級(續)

本集團由財務總監領導之財務部負責決定金融工具公允值計量之政策及流程。財務部直接向董事會匯報。於每一報告日，財務部分析金融工具價值變動，並決定估值時使用之主要輸入值。估值由董事會審查批准。

金融資產及負債之公允值以該工具於自願交易方(而非強迫或清盤銷售)當前交易下之可交易金額入賬。在評估其公允值時已採用下列方法及假設：

按公允值計入損益的金融資產及按已攤銷成本的債務工具的公允值乃按報價估計。

長期租金按金及付息銀行貸款非流動部份已使用具有類似條款、信貸風險及餘下到期日之工具當前可用之利率貼現預期未來現金流量以計算其公允值。本集團於二零一九年三月三十一日就付息銀行貸款的自身不履約風險被評定為不重大。

本集團與多名對手(主要為金融機構)訂立衍生金融工具。衍生金融工具(包括遠期外匯合約)均採用與以現值計算遠期定價相似的估值技術計量。該等模型包括多項市場可觀察輸入值，包括對手的信貸質素、外匯的即期及遠期匯率及利率曲線。遠期外匯合約的賬面值與彼等的公允值相同。

# Notes to the Financial Statements 財務報表附註

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## 40. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

## 40. 金融工具之公允值等級(續)

下表列明本集團的金融工具的公允值計量等級：

按公允值計量的資產：

		Fair value measurement as at 31 March 2019 於二零一九年三月三十一日的公允值計量採用			
		Quoted prices in active markets (Level 1) 於活躍 市場的 報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大 可觀察的 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大 不可觀察的 輸入數據 (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Derivative financial assets	衍生金融資產	-	7,057	-	7,057
Financial assets at fair value through profit or loss	按公允值計入損益的 金融資產	145,298	-	-	145,298
		<b>145,298</b>	<b>7,057</b>	<b>-</b>	<b>152,355</b>

		Fair value measurement as at 31 March 2018 於二零一八年三月三十一日的公允值計量採用			
		Quoted prices in active markets (Level 1) 於活躍 市場的 報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大 可觀察的 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大 不可觀察的 輸入數據 (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Derivative financial assets	衍生金融資產	-	43,549	-	43,549
Available-for-sale investments	可供出售投資	152,061	-	-	152,061
		<b>152,061</b>	<b>43,549</b>	<b>-</b>	<b>195,610</b>

# Notes to the Financial Statements 財務報表附註

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## 40. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Liabilities measured at fair value:

按公允值計量的負債：

		Fair value measurement as at 31 March 2019 於二零一九年三月三十一日的公允值計量採用			
		Quoted prices in active markets (Level 1) 於活躍 市場的 報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大 可觀察的 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大 不可觀察的 輸入數據 (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Derivative financial liabilities	衍生金融負債	-	3,334	-	3,334

		Fair value measurement as at 31 March 2018 於二零一八年三月三十一日的公允值計量採用			
		Quoted prices in active markets (Level 1) 於活躍 市場的 報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大 可觀察的 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大 不可觀察的 輸入數據 (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Derivative financial liabilities	衍生金融負債	-	44,160	-	44,160

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 40. FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

As at 31 March 2019 and 31 March 2018, the Group had no financial instruments measured at fair value under Level 3.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2018: Nil).

Assets for which fair values are disclosed:

## 40. 金融工具之公允值等級(續)

於二零一九年三月三十一日及二零一八年三月三十一日，本集團並無按公允值計量第三級之金融工具。

年內，金融資產及金融負債均無任何公允值計量第一級與第二級之間的轉撥，亦無從第三級轉入或轉出(二零一八年：無)。

已披露公允值的資產：

Fair value measurement as at 31 March 2019 於二零一九年三月三十一日的公允值計量採用				
Quoted prices in active markets (Level 1) 於活躍 市場的 報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大 可觀察的 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大 不可觀察的 輸入數據 (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	
Debt instruments at amortised cost 按已攤銷成本的 債務工具	229,019	-	-	229,019

Fair value measurement as at 31 March 2018 於二零一八年三月三十一日的公允值計量採用				
Quoted prices in active markets (Level 1) 於活躍 市場的 報價 (第一級) HK\$'000 港幣千元	Significant observable inputs (Level 2) 重大 可觀察的 輸入數據 (第二級) HK\$'000 港幣千元	Significant unobservable inputs (Level 3) 重大 不可觀察的 輸入數據 (第三級) HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	
Held-to-maturity investments 持至到期的投資	358,250	-	-	358,250

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans, cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, bills receivable, trade payables and bills payable, which arise directly from its operations.

The Group also enters into various derivative financial instruments, including principally forward currency contracts. The purpose is to manage currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivative financial instruments are set out in note 2.4 to the financial statements.

### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank borrowings with floating interest rates.

The Group's policy is to manage its interest cost using an appropriate mix of fixed and variable rate debts. To manage this mix in a cost-effective manner, the Group may enter into interest rate swap contracts to reduce its exposure to interest rate fluctuations.

## 41. 財務風險管理目標及政策

本集團之主要金融工具(除衍生工具外)包括銀行貸款、現金及現金等價物。該等金融工具之主要目的是為本集團籌集營運資金。本集團有其他不同的金融資產及負債，如應收賬款、應收票據、應付賬款及應付票據，乃直接源自其營運。

本集團亦訂立各種衍生金融工具，主要包括遠期外匯合約，旨在管理本集團營運及融資所產生之貨幣風險。

本集團金融工具所產生之主要風險為利率風險、外幣風險、信貸風險及流動性風險。董事會審閱並確認政策以管理此等風險，該等政策概述如下。本集團有關衍生金融工具之會計政策載於財務報表附註2.4。

### 利率風險

本集團面對市場利率變動風險主要與本集團之浮息銀行貸款有關。

本集團的政策是利用合適的定息及浮息貸款組合以管理其利息成本。為以具成本效益管理該組合，本集團可安排利率掉期合約以減低其面對利率波動之風險。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Interest rate risk (continued)

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax and equity (through the impact on floating rate borrowings).

		Percentage point of interest rate increase/ (decrease)	Increase/ (decrease) in profit before tax and equity 除稅前 溢利及權益 增加/(減少) HK\$'000 港幣千元
2019	二零一九年		
Hong Kong dollar	港幣	1	(15,535)
Hong Kong dollar	港幣	(1)	15,535
2018	二零一八年		
Hong Kong dollar	港幣	1	(17,425)
Hong Kong dollar	港幣	(1)	17,425

### Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Approximately 45% (2018: 32%) of the Group's sales are denominated in currencies other than the functional currencies of the operating units making the sale, whilst nearly 27% (2018: 27%) of costs are denominated in currencies other than the units' functional currencies.

## 41. 財務風險管理目標及政策(續)

### 利率風險(續)

下表反映了在固定所有其他變量的情況下，本集團的除稅前溢利及權益對合理及可能的利率變動(藉對浮息貸款的影響)的敏感性。

### 外幣風險

本集團存在交易貨幣風險，該風險源自經營單位以該單位功能貨幣以外之貨幣進行銷售或採購。本集團約45%(二零一八年：32%)之銷售乃以經營單位功能貨幣以外之貨幣結算，同時約27%(二零一八年：27%)之成本乃以經營單位功能貨幣以外之貨幣結算。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax and the Group's equity (due to changes in the fair value of monetary assets and liabilities).

		Percentage of exchange rate increase/ (decrease)	Increase/ (decrease) in profit before tax and equity 除稅前 溢利及權益 增加/(減少) HK\$'000 港幣千元
<b>2019</b>	<b>二零一九年</b>		
If Hong Kong dollar weakens against RMB	倘港幣兌人民幣貶值	1	1,090
If Hong Kong dollar strengthens against RMB	倘港幣兌人民幣升值	(1)	(1,090)
<b>2018</b>	<b>二零一八年</b>		
If Hong Kong dollar weakens against RMB	倘港幣兌人民幣貶值	1	1,796
If Hong Kong dollar strengthens against RMB	倘港幣兌人民幣升值	(1)	(1,796)

### Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that only well-established customers will be considered for open account terms and the approval of credit terms is subject to stringent credit check procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, and derivative financial instruments, arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments, which is considered by the directors as not significant as the counterparties of these other financial assets are mainly well-recognised corporations.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

## 41. 財務風險管理目標及政策(續)

### 外幣風險(續)

下表反映了於報告期末，在固定所有其他變量的情況下，本集團的除稅前溢利及本集團的權益對合理及可能的人民幣滙率變動(由於貨幣性資產和負債公允值的變動)的敏感性。

### 信貸風險

本集團僅與被確認信譽良好之第三者交易。本集團之政策為只考慮為良好基礎之客戶開立除銷賬戶，及實行嚴格之信貸審核程序。此外，本集團持續地監察應收款項結餘，因此本集團並無重大之壞賬風險。

本集團其他金融資產(包括現金及現金等價物及衍生金融工具)之信貸風險源自交易對手違約而產生，最高風險相等於該等工具之賬面值。由於此其他金融資產交易對手主要為備受公認信譽良好之機構，因此董事認為該等風險並不重大。

由於本集團僅與被確認信譽良好之第三者交易，故並無要求提供抵押品。

其他有關本集團面對由應收賬款產生的信貸風險之量化資料已披露於財務報表附註22。



# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Credit risk (continued)

Maximum exposure and year-end staging as at 31 March 2019

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March 2019. The amounts presented are gross carrying amounts for financial assets and the exposure to credit risk for the financial guarantee contracts.

## 41. 財務風險管理目標及政策(續)

### 信貸風險(續)

於二零一九年三月三十一日之最大風險及年結階段

下表載列根據本集團信貸政策之信貸質素及最大信貸風險(主要根據逾期資料作出, 除非其他資料可在毋須付出不必要成本或努力之情況下獲得), 以及二零一九年三月三十一日之年結階段分析。所呈列之金額為金融資產總賬面值及就財務擔保合同須承擔之信貸風險。

		12-month ECLs		Lifetime ECLs		
		12個月預期信貸虧損	Stage 1	Stage 2	Stage 3	Simplified approach
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Trade receivables*	應收賬款*	-	-	-	777,498	777,498
Bills receivable	應收票據	186,501	-	-	-	186,501
Financial assets included in prepayments, deposits and other receivables	包括於預付款項、訂金及其他應收賬款內之金融資產	863,185	-	-	-	863,185
Debt instruments at amortised cost	按已攤銷成本的債務工具	219,011	-	47,853	-	266,864
Long term rental deposits	長期租金按金	86,720	-	-	-	86,720
Cash and cash equivalents	現金及現金等價物	2,079,982	-	-	-	2,079,982
		<b>3,435,399</b>	<b>-</b>	<b>47,853</b>	<b>777,498</b>	<b>4,260,750</b>

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 22 to the financial statements.

\* 本集團就應收賬款減值應用簡化模式, 詳細資料載於財務報表附註22。

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. As at 31 March 2019, 2% (2018: 12%) and 98% (2018: 88%) of the Group's total borrowings would mature after one year and in less than one year, respectively.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

## 41. 財務風險管理目標及政策(續)

### 流動性風險

本集團目標是利用銀行透支及銀行貸款以使運用資金的連續性及靈活性取得平衡。於二零一九年三月三十一日，本集團總貸款的2%（二零一八年：12%）及98%（二零一八年：88%）分別將於一年後及一年內到期。

本集團於報告期末的金融負債，按合同未貼現支付的到期情況總結如下：

		2019 二零一九年				
		On demand	Less than 3 months	less than 12 months	1 to 5 years	Total
		按要求	三個月以內	十二個月內	一至五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Interest-bearing bank borrowings	附息銀行貸款	–	1,373,198	125,650	37,669	1,536,517
Trade payables	應付賬款	–	791,729	32,835	–	824,564
Bills payable	應付票據	–	21,443	–	–	21,443
Financial liabilities included in other payables and accrued liabilities	包括於其他應付賬款及應計負債內之金融負債	110,236	385,400	–	–	495,636
Derivative financial liabilities	衍生金融負債	–	3,334	–	–	3,334
		<b>110,236</b>	<b>2,575,104</b>	<b>158,485</b>	<b>37,669</b>	<b>2,881,494</b>

		2018 二零一八年				
		On demand	Less than 3 months	less than 12 months	1 to 5 years	Total
		按要求	三個月以內	十二個月內	一至五年	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Interest-bearing bank borrowings	附息銀行貸款	–	1,227,173	169,860	189,675	1,586,708
Trade payables	應付賬款	–	927,178	92,162	–	1,019,340
Bills payable	應付票據	–	19,232	–	–	19,232
Financial liabilities included in other payables and accrued liabilities	包括於其他應付賬款及應計負債內之金融負債	104,853	130,846	–	–	235,699
Due to an associate	應付聯營公司	20	–	–	–	20
Derivative financial liabilities	衍生金融負債	–	21,533	22,627	–	44,160
		<b>104,873</b>	<b>2,325,962</b>	<b>284,649</b>	<b>189,675</b>	<b>2,905,159</b>

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

### Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to the ordinary equity holders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2019 and 31 March 2018.

The Group monitors capital using gearing ratio, which is total interest-bearing debts, less cash and cash equivalents, divided by total equity. The Group's policy is to maintain the gearing ratio at an appropriate level.

## 41. 財務風險管理目標及政策(續)

### 資本管理

本集團資本管理是為確保本集團能有持續的經營能力，同時通過最佳的債務與權益組合，以使普通權益所有者得到最大回報。

本集團管理資本結構以及根據經濟情況的轉變作出調整。本集團可以通過調整對股東派發的股息、向股東發還資本或發行新股以保持或調整資本結構。於截至二零一九年三月三十一日及二零一八年三月三十一日止年度內，資本管理的目標、政策及程序並無轉變。

本集團運用資本負債比率監控資本，資本負債比率按扣除現金及現金等價物後的總付息債務除以總權益計算。本集團的政策旨在維持資本負債比率於合適水平。

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Total interest-bearing debts	總付息債務	1,528,613	1,578,304
Less: Cash and cash equivalents	扣除：現金及現金等價物	(2,079,982)	(2,445,028)
		(551,369)	(866,724)
Total equity	總權益	5,377,554	5,724,989
Gearing ratio (times)	資本負債比率(倍數)	-0.1	-0.2

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

## 42. 公司財務狀況表

本公司於報告期末之財務狀況表資料如下：

		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Investments in subsidiaries	於附屬公司之投資	2,612,009	3,025,507
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Prepayments and deposits	預付款項及訂金	201	201
Cash and cash equivalents	現金及現金等價物	268	765
Total current assets	總流動資產	469	966
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accrued liabilities	其他應付賬款及應計負債	393	722
<b>NET CURRENT ASSETS</b>	<b>流動資產淨額</b>	76	244
Net assets	資產淨額	2,612,085	3,025,751
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	69,085	69,085
Reserves (note)	儲備(附註)	2,335,746	2,749,412
Proposed final dividend	擬派末期股息	207,254	207,254
Total equity	總權益	2,612,085	3,025,751

# Notes to the Financial Statements 財務報表附註

31 March 2019 二零一九年三月三十一日

## 42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued) 42. 公司財務狀況表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司儲備概要如下：

		Share premium account 股本溢價賬 Note 附註	Capital redemption reserve 股本贖回儲備 HK\$'000 港幣千元	Contributed surplus 實繳盈餘 HK\$'000 港幣千元	Retained profits 保留溢利 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	
At 1 April 2017	於二零一七年四月一日		703,365	1,695	48,708	2,478,623	3,232,391
Total comprehensive income for the year	本年度全面收入總額		-	-	-	614	614
2017/2018 interim dividend	二零一七/二零一八年度中期股息	10	-	-	-	(276,339)	(276,339)
2017/2018 proposed final dividends	二零一七/二零一八年度擬派末期股息	10	-	-	-	(207,254)	(207,254)
At 31 March 2018 and 1 April 2018	於二零一八年三月三十一日及於二零一八年四月一日		703,365	1,695	48,708	1,995,644	2,749,412
Total comprehensive income for the year	本年度全面收入總額		-	-	-	842	842
2018/2019 interim dividend	二零一八/二零一九年度中期股息	10	-	-	-	(207,254)	(207,254)
2018/2019 proposed final dividend	二零一八/二零一九年度擬派末期股息	10	-	-	-	(207,254)	(207,254)
At 31 March 2019	於二零一九年三月三十一日		703,365	1,695	48,708	1,581,978	2,335,746

The Company's contributed surplus represents the difference between the nominal value of the issued share capital of the Company and the then combined net assets of the subsidiaries acquired on the date of acquisition, as a result of the reorganisation which occurred before the listing of the Company's shares in 1992. Under the Companies Act 1981 of Bermuda (as amended), a distribution may be made out of the contributed surplus under certain circumstances.

因應本公司股份在一九九二年上市前的重組，本公司之實繳盈餘為本公司已發行股本之面值與所收購附屬公司於收購日之合併資產淨額之差額。根據百慕達一九八一年公司法(經修改)，可於若干情況下派發實繳盈餘。

## 43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 19 June 2019.

## 43. 財務報表之核准

本財務報表已於二零一九年六月十九日由董事會核准及授權刊發。

**TEXWINCA** holdings limited

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**德永佳集團有限公司**

Stock Code 股份代號 : 321