



Interim report 2008

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Corporate Information 公司資料

DIRECTORS

Poon Bun Chak

(Chairman and Chief Executive Officer)

Poon Kai Chak

Poon Kei Chak

Poon Kwan Chak

Ting Kit Chung

Au Son Yiu*

Cheng Shu Wing*

Wong Tze Kin, David*

* *Independent Non-executive Directors*

NOMINATION COMMITTEE

Cheng Shu Wing *(Chairman)*

Au Son Yiu

Wong Tze Kin, David

Ting Kit Chung

REMUNERATION COMMITTEE

Au Son Yiu *(Chairman)*

Cheng Shu Wing

Wong Tze Kin, David

Ting Kit Chung

AUDIT COMMITTEE

Wong Tze Kin, David *(Chairman)*

Au Son Yiu

Cheng Shu Wing

COMPANY SECRETARY

Chan Chi Hon

董事

潘彬澤

(主席兼董事總經理)

潘佳澤

潘機澤

潘鈞澤

丁傑忠

區樂耀*

鄭樹榮*

黃自建*

* *獨立非執行董事*

提名委員會

鄭樹榮 *(主席)*

區樂耀

黃自建

丁傑忠

薪酬委員會

區樂耀 *(主席)*

鄭樹榮

黃自建

丁傑忠

審核委員會

黃自建 *(主席)*

區樂耀

鄭樹榮

公司秘書

陳志漢

Corporate Information 公司資料

REGISTERED OFFICE

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

註冊辦事處

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

總辦事處及主要營業地點

香港
新界葵涌
興芳路223號
新都會廣場第二座十六樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group
(Bermuda) Limited
Rosebank Centre,
11 Bermudiana Road,
Pembroke HM 08,
Bermuda

主要股份登記及過戶處

Butterfield Fulcrum Group
(Bermuda) Limited
Rosebank Centre,
11 Bermudiana Road,
Pembroke HM 08,
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
26th Floor, Tesbury Centre,
28 Queen's Road East,
Wanchai,
Hong Kong

香港股份登記及過戶分處

卓佳登捷時有限公司
香港
灣仔
皇后大道東二十八號
金鐘匯中心二十六樓

Corporate Information 公司資料

AUDITORS

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) Ltd.

BNP Paribas

Citibank, N.A.

The Hongkong and Shanghai Banking
Corporation Ltd.

Hang Seng Bank

Mizuho Corporate Bank, Ltd.

The Bank of East Asia, Ltd.

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

香港上海滙豐銀行有限公司

恒生銀行

瑞穗實業銀行

東亞銀行有限公司

WEBSITES

<http://www.texwinca.com/>

<http://www.baleno.com.hk/>

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

網址

<http://www.texwinca.com/>

<http://www.baleno.com.hk/>

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

Financial Information 財務資料

The board of directors (the “Board”) of Texwinca Holdings Limited (the “Company”) has pleasure in presenting the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 September 2008. The interim results have been reviewed by the Company’s audit committee.

德永佳集團有限公司(「本公司」)之董事會欣然宣佈，本公司及其附屬公司(合稱「本集團」)截至二零零八年九月三十日止六個月之未經審核綜合業績。此中期業績已由本公司審核委員會審閱。

Condensed Consolidated Income Statement 簡明綜合利潤表

		Six months ended 30 September 截至九月三十日止六個月		
		2008		2007
		二零零八年		二零零七年
		(Unaudited)		(Unaudited)
		(未經審核)		(未經審核)
		<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		<i>附註</i>	港幣千元	<i>港幣千元</i>
REVENUE	收入	4	5,005,160	4,659,153
Cost of sales	銷售成本		(3,434,194)	(3,197,051)
Gross profit	毛利		1,570,966	1,462,102
Other income and gains	其他收入及收益	5	91,354	65,531
Selling and distribution costs	銷售及分銷費用		(839,962)	(774,540)
Administrative expenses	行政費用		(296,588)	(288,939)
Other operating expenses, net	其他營運費用，淨額		(4,645)	(2,553)
Finance costs	財務費用		(26,206)	(22,828)
Share of profit of an associate, net of tax	應佔聯營公司溢利， 除稅後淨額		26,667	36,301
PROFIT BEFORE TAX	除稅前溢利	6	521,586	475,074
Tax	稅項	7	(53,872)	(117,112)
PROFIT FOR THE PERIOD	本期溢利		467,714	357,962
Attributable to:	歸屬：			
Equity holders of the Company	本公司權益所有者		448,220	390,265
Minority interests	少數股東權益		19,494	(32,303)
			467,714	357,962

Financial Information 財務資料

Condensed Consolidated Income Statement (continued)

簡明綜合利潤表(續)

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		Notes	HK\$'000
		附註	港幣千元
		HK\$'000	港幣千元
Proposed interim dividend	擬派中期股息	238,898	238,868
Proposed interim dividend per share (HK cents)	擬派每股中期股息 (港幣仙)	18.0	18.0
Earnings per share attributable to ordinary equity holders of the Company (HK cents)	歸屬本公司普通 權益所有者每股 盈利(港幣仙)	8	
Basic	基本	33.8	29.4
Diluted	攤薄後	33.6	29.3

Financial Information 財務資料

Condensed Consolidated Balance Sheet 簡明綜合資產負債表

			At 30 September 2008 二零零八年 九月三十日 (Unaudited) (未經審核)	At 31 March 2008 二零零八年 三月三十一日 (Audited) (經審核)
		Notes 附註	HK\$'000 港幣千元	HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	2,361,628	2,367,458
Investment properties	投資物業		119,966	123,208
Prepaid land lease payments	預付土地租賃款		24,701	24,810
Construction in progress	在建工程		186,914	148,701
Trademarks	商標		33,293	33,293
Interest in an associate	於聯營公司之權益		135,624	104,764
Long term rental deposits	長期租金按金		109,958	119,358
Total non-current assets	總非流動資產		2,972,084	2,921,592
CURRENT ASSETS	流動資產			
Inventories	存貨		1,558,129	1,587,075
Trade and bills receivables	應收賬款及應收票據	10	913,586	1,017,885
Prepayments, deposits and other receivables	預付款項、訂金及其他應收賬款		507,268	483,593
Derivative financial assets	衍生金融資產		8,664	62,335
Cash and cash equivalents	現金及現金等價物		1,533,998	817,617
Total current assets	總流動資產		4,521,645	3,968,505
CURRENT LIABILITIES	流動負債			
Due to an associate	應付聯營公司		19,659	20,141
Trade and bills payables	應付賬款及應付票據	11	1,006,900	993,861
Other payables and accrued liabilities	其他應付賬款及應計負債		374,417	363,552
Derivative financial liabilities	衍生金融負債		3,268	19,438
Tax payable	應付稅項		269,959	312,656
Interest-bearing bank borrowings	付息銀行貸款		653,479	434,781
Dividend payable	應付股息		331,750	—
Total current liabilities	總流動負債		2,659,432	2,144,429

Financial Information 財務資料

Condensed Consolidated Balance Sheet (continued)

簡明綜合資產負債表 (續)

		At 30 September 2008 二零零八年 九月三十日 (Unaudited) (未經審核) Notes 附註	At 31 March 2008 二零零八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Net current assets	流動資產淨額	1,862,213	1,824,076
Total assets less current liabilities	總資產減流動負債	4,834,297	4,745,668
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank borrowings	付息銀行 貸款	726,327	812,769
Deferred tax	遞延稅項	22,509	16,614
Total non-current liabilities	總非流動負債	748,836	829,383
Net assets	淨資產	4,085,461	3,916,285
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益所有者 應佔權益		
Issued capital	已發行股本	66,363	66,356
Reserves	儲備	3,658,492	3,421,246
Proposed interim/final dividends	擬派中期／末期股息	238,898	331,750
		3,963,753	3,819,352
Minority interests	少數股東權益	121,708	96,933
Total equity	總權益	4,085,461	3,916,285

Financial Information 財務資料

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

	Issued capital 已發行股本 (Unaudited) (未經審核) HK\$'000 港幣千元	Share premium account 股本溢價賬 (Unaudited) (未經審核) HK\$'000 港幣千元	Capital redemption reserve 股本贖回儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Share option reserve 購股權儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Contributed surplus 實繳盈餘 (Unaudited) (未經審核) HK\$'000 港幣千元	Exchange fluctuation reserve 外匯變動儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Asset revaluation reserve 資產重估儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Legal reserve 法定儲備 (Unaudited) (未經審核) HK\$'000 港幣千元	Retained profits 保留溢利 (Unaudited) (未經審核) HK\$'000 港幣千元	Proposed dividend 擬派股息 (Unaudited) (未經審核) HK\$'000 港幣千元	Total 總額 (Unaudited) (未經審核) HK\$'000 港幣千元	Minority interests 少數股東權益 (Unaudited) (未經審核) HK\$'000 港幣千元	Total equity 總權益 (Unaudited) (未經審核) HK\$'000 港幣千元
At 1 April 2008	66,356	350,598	1,649	7,756	3,986	144,612	23,920	49	2,888,676	331,750	3,819,352	96,933	3,916,285
Exchange realignment 匯兌調整	-	-	-	-	-	25,837	1,293	-	-	-	27,130	5,281	32,411
Profit for the period 本期溢利	-	-	-	-	-	-	-	-	448,220	-	448,220	19,494	467,714
Exercise of share options 行使購股權	42	5,766	-	(1,175)	-	-	-	-	-	-	4,633	-	4,633
Repurchase of shares 回購股份	(35)	(3,797)	35	-	-	-	-	-	(35)	-	(3,832)	-	(3,832)
2007/2008 final 二零零七/二零零八 年度末期股息	-	-	-	-	-	-	-	-	-	(331,750)	(331,750)	-	(331,750)
2008/2009 proposed interim dividend 二零零八/二零零九 年度擬派中期股息	-	-	-	-	-	-	-	-	(238,898)	238,898	-	-	-
At 30 September 2008	66,363	352,567	1,684	6,581	3,986	170,449	25,213	49	3,097,963	238,898	3,963,753	121,708	4,085,461
At 1 April 2007	66,314	344,158	1,587	9,841	3,986	66,043	23,920	49	2,533,269	198,913	3,248,080	66,943	3,315,023
Exchange realignment 匯兌調整	-	-	-	-	-	21,885	-	-	-	-	21,885	(2,132)	19,753
Profit for the period 本期溢利	-	-	-	-	-	-	-	-	390,265	-	390,265	(32,303)	357,962
Exercise of share options 行使購股權	60	6,333	-	(1,140)	-	-	-	-	1,140	-	6,393	-	6,393
Repurchase of shares 回購股份	(26)	(2,822)	26	-	-	-	-	-	(26)	-	(2,848)	-	(2,848)
Forfeiture of share options 購股權 取消	-	-	-	60	-	-	-	-	(60)	-	-	-	-
2006/2007 final dividend 二零零六/二零零七 年度末期股息	-	-	-	-	-	-	-	-	-	(198,913)	(198,913)	-	(198,913)
2007/2008 proposed interim dividend 二零零七/二零零八 年度擬派中期股息	-	-	-	-	-	-	-	-	(238,868)	238,868	-	-	-
At 30 September 2007	66,348	347,669	1,613	8,761	3,986	87,928	23,920	49	2,685,720	238,868	3,464,862	32,508	3,497,370

Financial Information 財務資料

Condensed Consolidated Cash Flow Statement 簡明綜合現金流量表

		Six months ended 30 September 截至九月三十日止六個月	
		2008 二零零八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 港幣千元
NET CASH INFLOW FROM OPERATING ACTIVITIES	經營所得現金 流入淨額	691,697	738,776
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	投資活動現金 流出淨額	(137,051)	(30,877)
NET CASH INFLOW/(OUTFLOW) FROM FINANCING ACTIVITIES	融資活動現金流入/ (流出)淨額	106,850	(230,301)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物之 增加淨額	661,496	477,598
Cash and cash equivalents at beginning of period	期初之現金及 現金等價物	321,531	244,827
Foreign exchange adjustments	外匯調整	(27,683)	(22,683)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末之現金及 現金等價物	955,344	699,742
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物 結餘分析		
Cash and bank balances	現金及銀行結餘	217,288	140,311
Non-pledged short term time deposits with original maturity within three months when acquired	於訂立日三個月內 到期之無抵押短期 定期存款	738,056	559,431
		955,344	699,742

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

1. BASIS OF PREPARATION

The unaudited condensed interim financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and Appendix 16 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

1. 編製基本原則

未經審核簡明中期財務報表乃根據香港會計師公會頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司（「聯交所」）《證券上市規則》附錄十六編製。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註 (續)

2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies and basis of preparation adopted in the preparation of the unaudited condensed interim financial statements are the same as those used in the Group's annual financial statements for the year ended 31 March 2008, except in relation to the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) that affect the Group and are adopted for the first time for the current period's financial statements:

HK(IFRIC)-Int 12 Service Concession Arrangements

HK(IFRIC)-Int 14 HKAS 19 — The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

2. 主要會計政策

在編製此未經審核簡明中期財務報表採用的會計政策和編製基礎與本集團截至二零零八年三月三十一日止年度財務報表所採用的一致，除以下影響本集團及在本期財務報表中首次採用的新訂及經修訂香港財務報告準則（包括所有香港財務報告準則、香港會計準則及詮釋）：

香港（國際財務 服務特許權安排
報告準則詮釋
委員會）
— 詮釋第12號

香港（國際財務 香港會計準則
報告準則詮釋 第19號 — 既定
委員會） 利益資產的
— 詮釋第14號 限額、最低
資本規定及
相互之間的關係

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements *(continued)* 簡明綜合財務報表附註 (續)

2. PRINCIPAL ACCOUNTING POLICIES

(continued)

The adoption of the HKFRSs listed above does not have any significant impact on the Group's unaudited condensed interim financial statements for the six months ended 30 September 2008. For those new and revised HKFRSs which have not yet been effective, the Group is in the process of assessing their impact on the Group's results and financial position.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The judgements and estimates adopted in the preparation of the unaudited condensed interim financial statements are the same as those used in the Group's annual financial statements for the year ended 31 March 2008.

4. SEGMENT INFORMATION

Segment information is presented on a primary segment reporting basis, by business segment.

2. 主要會計政策 (續)

採納上列香港財務報告準則對本集團截至二零零八年九月三十日止六個月的未經審核簡明中期財務報表沒有重大的影響。關於仍未生效之新訂及經修訂香港財務報告準則，本集團現正評估其對本集團業績及財務狀況之影響。

3. 主要會計判斷及估計

在編製此未經審核簡明中期財務報表時採用的判斷及估計與本集團截至二零零八年三月三十一日止年度財務報表採用的一致。

4. 分類資料

分類資料乃按主要業務分類作為分類呈報方式。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements *(continued)*

簡明綜合財務報表附註 (續)

4. SEGMENT INFORMATION *(continued)*

The Group's operating businesses are structured and managed separately, according to the nature of their operations and the products and services they provide. Each of the Group's business segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of other business segments. Summary details of the business segments are as follows:

- (a) the production, dyeing and sale of knitted fabric and yarn segment;
- (b) the retailing and distribution of casual apparel and accessory segment; and
- (c) the "others" segment principally comprises the provision of motor and generator repair and maintenance services, and the provision of franchise services.

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. 分類資料 (續)

本集團之營運業務劃分乃按其業務性質、其提供的產品及服務分類及管理。集團每一個業務分類代表該策略性業務提供之產品及服務之風險回報與其他業務不同，業務分類之摘要明細如下：

- (a) 針織布及棉紗之產銷及整染分類；
- (b) 便服及飾物之零售及分銷分類；及
- (c) 「其他」分類主要包含提供汽車及發電機之維修及保養服務和提供特許經營服務。

業務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。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

4. SEGMENT INFORMATION (continued)

The following table presents revenue and profit/(loss) information for the Group's business segments for the six months ended 30 September 2008 and 30 September 2007:

4. 分類資料 (續)

下表為截至二零零八年九月三十日及二零零七年九月三十日止六個月，本集團之業務分類收入及溢利／(虧損)資料：

	Production, dyeing and sale of knitted fabric and yarn		Retailing and distribution of casual apparel and accessory		Others		Eliminations		Consolidated	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年	二零零八年	二零零七年
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	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	售予集團外客戶									
	2,831,994	2,862,442	2,149,834	1,773,451	23,332	23,260	-	-	5,005,160	4,659,153
Intersegment sales	分類間之銷售									
	1,290	-	-	-	1,083	1,228	(2,373)	(1,228)	-	-
Other revenue	其他收入									
	12,287	40,299	35,520	9,710	4,988	9,058	-	-	52,795	59,067
Total	合計									
	2,845,571	2,902,741	2,185,354	1,783,161	29,403	33,546	(2,373)	(1,228)	5,057,955	4,718,220
Segment results	分類業績									
	394,062	431,135	73,799	4,854	8,644	13,531	6,061	5,617	482,566	455,137
Interest income	利息收入									
									38,559	6,464
Finance costs	財務費用									
									(26,206)	(22,828)
Share of profit of an associate, net of tax	應佔聯營公司溢利，除稅後淨額									
									26,667	36,301
Profit before tax	除稅前溢利									
									521,586	475,074
Tax	稅項									
									(53,872)	(117,112)
Profit for the period	本期溢利									
									467,714	357,962

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

5. OTHER INCOME AND GAINS

5. 其他收入及收益

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest income	利息收入	38,559	6,464
Gross rental income	總租金收入	4,481	9,410
Net fair value gain on foreign exchange derivative financial instruments	外匯衍生金融 工具公允值 收益淨額	—	22,237
Scrap sales	餘料銷售	5,330	11,895
Sundry income	雜項收入	42,984	15,525
		91,354	65,531

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

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)：

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Depreciation	折舊	166,085	156,972
Recognition of prepaid land lease payments	預付土地租賃款之 確認	332	324
Provision/(write-back of provision) for slow-moving inventories included in cost of sales	已包括在銷售 成本中呆滯存貨 減值撥備／ (撥回)	(7,846)	4,362
Loss on disposal of items of property, plant and equipment	出售物業、廠房 及設備 虧損	382	1,452

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

7. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 September 2007: 17.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the locations in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

7. 稅項

香港利得稅已按期內於香港賺取之估計應課稅溢利以稅率16.5%(截至二零零七年九月三十日止六個月:17.5%)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地區之現有法律、詮釋及常規,按其現行稅率計算。

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Hong Kong and the Mainland	香港及中國		
China taxes:	大陸稅項:		
Current period provision	本期準備	53,872	67,112
Underprovision	往年度撥備		
in prior years	不足額	—	50,000
Tax charge for the period	本期稅項	53,872	117,112

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements *(continued)* 簡明綜合財務報表附註 (續)

7. TAX *(continued)*

Details of the underprovision of Hong Kong and Mainland China taxes in prior years were set out below and in note 12(c), respectively.

In a prior year, the Guangzhou Municipal Office of the State Administration of Taxation (the “SAT Guangzhou Office”) of the People’s Republic of China conducted a review on the transfer pricing policy of a subsidiary of the Group’s retail and distribution operation in the Mainland China for the years 1997 to 2005. As a result of the review the Group was required to pay approximately RMB61,000,000 of additional Foreign Enterprise Income Tax for the years 1997 to 2005. As at 30 September 2008, the directors of the subsidiary believe that appropriate tax provision has been provided.

7. 稅項 (續)

有關香港及中國大陸的往年度稅項撥備不足額的詳情已分別載於下文及附註12(c)。

於往年，中華人民共和國廣州市國家稅務局（「廣州市國稅局」）就本集團零售及分銷業務的附屬公司在中國境內由一九九七年至二零零五年之間的轉讓定價政策進行審核。根據審核的結果，本集團按要求補繳一九九七年至二零零五年的外商投資企業和外國企業所得稅約人民幣61,000,000元。於二零零八年九月三十日，有關附屬公司董事認為於財務報表中已提撥合適的稅項準備。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements *(continued)*

簡明綜合財務報表附註 (續)

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

8. 歸屬本公司普通權益所有者每股盈利

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit for the period attributable to ordinary equity holders of the Company of HK\$448,220,000 (six months ended 30 September 2007: HK\$390,265,000) and the weighted average number of 1,326,840,749 (six months ended 30 September 2007: 1,326,434,388) ordinary shares in issue during the period.

(a) 基本每股盈利

基本每股盈利乃按本公司普通權益所有者應佔本期溢利港幣448,220,000元(截至二零零七年九月三十日止六個月:港幣390,265,000元)及期內已發行普通股股份之加權平均數1,326,840,749(截至二零零七年九月三十日止六個月:1,326,434,388)計算。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

8. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (continued)

8. 歸屬本公司普通權益所有者每股盈利 (續)

(b) Diluted earnings per share

The calculation of diluted earnings per share is based on the followings:

(b) 攤薄後每股盈利

攤薄後之每股盈利之計算如下：

		Six months ended 30 September 截至九月三十日止六個月	
		2008 二零零八年 (Unaudited) (未經審核) HK\$'000 港幣千元	2007 二零零七年 (Unaudited) (未經審核) HK\$'000 港幣千元
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation	本公司普通權益所有者應佔溢利，用於計算每股基本盈利	448,220	390,265
		Number of shares 股份數目	
Weighted average number of shares in issue during the period used in the basic earnings per share calculation	用於計算基本每股盈利之期內已發行股份加權平均股數	1,326,840,749	1,326,434,388
Effect of dilution – Weighted average number of ordinary shares: Share options	攤薄之影響 — 加權平均普通股股數：購股權	8,605,266	6,782,727
Weighted average number of shares in issue during the period used in the diluted earnings per share calculation	用於計算攤薄後每股盈利之期內已發行股份加權平均股數	1,335,446,015	1,333,217,115

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 September 2008, the Group acquired items of property, plant and equipment with a cost of HK\$106,849,000 (six months ended 30 September 2007: HK\$67,483,000). Items of property, plant and equipment with a net book value of HK\$3,783,000 were disposed of during the six months ended 30 September 2008 (six months ended 30 September 2007: HK\$3,886,000).

10. TRADE AND BILLS RECEIVABLES

An aged analysis of the trade and bills receivables as at the balance sheet date, based on the invoice date and net of impairment, is as follows:

9. 物業、廠房及設備

於截至二零零八年九月三十日止六個月內，本集團添置價值為港幣106,849,000元（截至二零零七年九月三十日止六個月：港幣67,483,000元）之物業、廠房及設備。於截至二零零八年九月三十日止六個月內，賬面淨值為港幣3,783,000元之物業、廠房及設備被出售（截至二零零七年九月三十日止六個月：港幣3,886,000元）。

10. 應收賬款及應收票據

於結算日，按發票日期及扣除減值後之應收賬款及應收票據賬齡分析如下：

		At 30 September 2008 二零零八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2008 二零零八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	881,315	1,005,532
Over 90 days	90日以上	32,271	12,353
		913,586	1,017,885

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

10. TRADE AND BILLS RECEIVABLES

(continued)

Payment terms of the Group's customers mainly range from "cash before delivery" to "within 90 days from the date of invoice". A significant portion of the customers trade 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. Trade receivables are non-interest-bearing.

11. TRADE AND BILLS PAYABLES

An aged analysis of trade and bills payables as at the balance sheet date, based on the invoice date, is as follows:

10. 應收賬款及應收票據 (續)

本集團客戶主要賬期由「先款後貨」至「發票日起的90天內」，其中有重大部份的客戶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授信風險。由於本集團應收賬款包括眾多客戶，因此本集團並無重大的信貸集中風險。應收賬款為非附息。

11. 應付賬款及應付票據

於結算日，按發票日期之應付賬款及應付票據賬齡分析如下：

		At 30 September 2008 二零零八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2008 二零零八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
Within 90 days	90日內	958,509	991,992
Over 90 days	90日以上	48,391	1,869
		1,006,900	993,861

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

12. CONTINGENT LIABILITIES

(a) At the balance sheet date, contingent liabilities not provided for in the interim financial statements were as follows:

12. 或有負債

(a) 於結算日，以下或有負債未於中期財務報表中撥備：

	At 30	At 31
	September 2008	March 2008
	二零零八年	二零零八年
	九月三十日	三月三十一日
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
	HK\$'000	HK\$'000
	港幣千元	港幣千元
Bank guarantees given in lieu of property rental deposits	3,227	3,280
Guarantees of banking facilities granted to an associate	12,500	12,500

代替租用
物業按金之
銀行擔保

為聯營公司
銀行信貸所作
之擔保

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements *(continued)* 簡明綜合財務報表附註 (續)

12. CONTINGENT LIABILITIES *(continued)*

(b) A subsidiary of the Group in Taiwan is currently subject to a claim from the National Tax Authority (the “NTA”) of Taiwan for the underpayment of business tax on sales made through certain local stores in Taiwan during the period from November 1998 to December 2002 together with penalties, of NTD50,219,000 in aggregate (equivalent to HK\$12,111,000). An amendment letter against the claims was filed by the local tax representative of the subsidiary in a prior year. The directors, based on the advice from the local tax representative of the subsidiary, consider that the subsidiary has a valid ground to object the claims from the NTA, and accordingly, the Group has not made any provision for the tax claims as at 30 September 2008 (31 March 2008 : Nil).

12. 或有負債 (續)

(b) 本集團於台灣之一附屬公司受到台灣國稅局(「國稅局」)追繳有關透過部份當地店舖於一九九八年十一月至二零零二年十二月期間銷售之少付營業稅及罰款，總額共新台幣50,219,000元(相等於港幣12,111,000元)。於往年，該附屬公司之當地稅務代表已呈更正申請函反對此追繳。按該附屬公司當地稅務代表之意見，董事相信該附屬公司有充份理據反對國稅局之追繳，因此本集團並沒有於二零零八年九月三十日為此稅務追繳作出撥備(二零零八年三月三十一日：無)。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements *(continued)*

簡明綜合財務報表附註 (續)

12. CONTINGENT LIABILITIES *(continued)*

(c) During the year ended 31 March 2007, the Hong Kong Inland Revenue Department (the “IRD”) initiated a review on the tax affairs for the past years of certain subsidiaries of the Group. In March 2007, protective tax assessments totalling HK\$322,038,000 for the year of assessment 2000/2001 have been issued by the IRD. In March 2008, protective tax assessments totalling HK\$224,000,000 for the year of assessment 2001/2002 have been issued by the IRD. Objections have been raised by the Group against the protective tax assessments. The directors of the subsidiaries believe that there are valid grounds to object the tax claimed. Subsequent to the objections, the IRD agreed to hold over the tax claimed completely subject to the purchase of tax reserve certificates of HK\$40,000,000 and HK\$35,000,000 for the years of assessment 2000/2001 and 2001/2002, respectively. In view that the tax review is only at the preliminary stage, there are still certain uncertainty about the outcome of the case. Up to the date of approval of these financial statements, the directors of the subsidiaries consider that adequate tax provision has been made in the financial statements.

12. 或有負債 (續)

(c) 於二零零七年三月三十一日止年度，香港稅務局(「稅局」)向本集團部份附屬公司提出就以往年度稅務狀況進行複核。於二零零七年三月，稅局已就二零零零／二零零一課稅年度發出保障性稅務評估共港幣322,038,000元。於二零零八年三月，稅局就二零零一／二零零二課稅年度發出保障性稅務評估共港幣224,000,000元。本集團相信有充份理據就追討的稅款提出反對。於本集團提出反對後，稅局同意暫緩所徵的全部稅款，惟必須就二零零零／二零零一及二零零一／二零零二課稅年度分別購買儲稅券金額港幣40,000,000元及港幣35,000,000元。由於現仍處於初步覆核的階段，因此，事件的結果仍有些不明朗。直至本財務報表批核日，有關附屬公司董事認為財務報表中之稅務撥備已足夠。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

13. CAPITAL COMMITMENTS

The commitments for capital expenditure of the Group at the balance sheet date were as follows:

13. 資本性承擔

本集團於結算日有以下資本性支出承擔：

		At 30 September 2008 二零零八年 九月三十日 (Unaudited) (未經審核) HK\$'000 港幣千元	At 31 March 2008 二零零八年 三月三十一日 (Audited) (經審核) HK\$'000 港幣千元
In respect of property, plant and equipment, contracted but not provided for	就物業、廠房及設備，已訂約但未提撥備	3,013	35,928
In respect of property, plant and equipment, authorised but not contracted for	就物業、廠房及設備，已核准但沒有訂約	330,331	330,331
In respect of investment in a subsidiary	就投資於一附屬公司	73,005	43,005
		406,349	409,264

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

14. RELATED PARTY TRANSACTIONS

(a) During the period, the Group had the following related party transactions:

14. 關連人士交易

(a) 於期內，本集團曾進行以下關連人士交易：

		Six months ended		
		30 September		
		截至九月三十日止六個月		
		2008	2007	
		二零零八年	二零零七年	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
	<i>Notes</i>	HK\$'000	HK\$'000	
	<i>附註</i>	港幣千元	港幣千元	
Sales to Megawell Industrial Limited (“Megawell”)	銷售予偉佳針織有限公司 (「偉佳」)	<i>(i)</i>	214,522	211,156
Purchases from Megawell	向偉佳公司採購	<i>(ii)</i>	202,799	118,537
Rental expenses paid to related companies	向關連公司支付租金費用	<i>(iii)</i>	8,675	7,334

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

14. RELATED PARTY TRANSACTIONS

(continued)

(a) During the period, the Group had the following related party transactions:

(continued)

Notes:

- (i) The sales to Megawell, an associate of the Group, were made according to the prices and conditions offered to the major customers of the Group.
- (ii) The directors considered that the purchases from Megawell were made according to the prices and conditions similar to those offered to other customers of Megawell.
- (iii) The 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 and retail outlets for certain subsidiaries. The directors considered that the monthly rentals were charged based on the prevailing market rates at the dates of the tenancy agreements.

In addition, the Group has provided certain guarantees for banking facilities granted to Megawell, as detailed in note 12(a) to the financial statements.

14. 關連人士交易 (續)

(a) 於期內，本集團曾進行以下關連人士交易：(續)

附註：

- (i) 本集團向偉佳(本集團的聯營公司)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) 董事認為向偉佳採購之價格及條件，與偉佳向其客戶所提供之價格及條件相若。
- (iii) 租金費用是支付予關連公司作為部份附屬公司的董事宿舍及零售門市，該等公司之董事及實益股東亦為本公司之董事。董事認為每月之租金乃根據租賃合同簽訂日之市場價格。

此外，本集團為偉佳作出若干銀行信貸擔保，詳細資料載於財務報表附註12(a)。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

14. RELATED PARTY TRANSACTIONS

(continued)

(b) As at 30 September 2008, Nice Dyeing Factory Limited, a wholly-owned subsidiary of the Company, has provided advances of HK\$4,021,000 (31 March 2008: HK\$1,823,000) to Baleno Kingdom Limited, a non-wholly-owned subsidiary of the Company, at Hong Kong Interbank Offered Rate (“HIBOR”) plus 2% (31 March 2008: HIBOR plus 2%) per annum.

In addition, as at 30 September 2008, Nice Dyeing Factory (Macao Commercial Offshore) Limited, a wholly-owned subsidiary of the Company, has provided advances of HK\$495,740,000 (31 March 2008: HK\$411,831,000) to Baleno Holdings Limited, a non-wholly-owned subsidiary of the Company, at 83% of HIBOR plus 2% (31 March 2008: 83% of HIBOR plus 2%) per annum.

14. 關連人士交易 (續)

(b) 於二零零八年九月三十日，本公司之全資擁有附屬公司永佳染廠有限公司向本公司之非全資擁有附屬公司班尼路有限公司提供之貸款為港幣4,021,000元（二零零八年三月三十一日：港幣1,823,000元），年利率為香港銀行同業拆息加2%（二零零八年三月三十一日：香港銀行同業拆息加2%）。

此外，於二零零八年九月三十日，本公司全資擁有附屬公司永佳染廠（澳門離岸商業服務）有限公司向本公司非全資擁有附屬公司班尼路集團有限公司提供貸款港幣495,740,000元（二零零八年三月三十一日：港幣411,831,000元），年利率為香港銀行同業拆息加2%的83%（二零零八年三月三十一日：香港銀行同業拆息加2%的83%）。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

14. RELATED PARTY TRANSACTIONS

(continued)

(b) (continued)

The principal purpose of these advances is to finance the operations of Baleno Holdings Limited and its subsidiaries. The advances are unsecured and have no fixed terms of repayment.

(c) A minority shareholder of the Group's 54%-owned subsidiary had provided an unconditional guarantee to indemnify the Group from any loss arising from the recoverability of prepayments made to a supplier of the Group of HK\$25,920,000 (31 March 2008: HK\$26,521,000) as included in the balance of the prepayments, deposits and other receivables of the Group as at the balance sheet date.

14. 關連人士交易 (續)

(b) (續)

該等貸款主要用作班尼路集團有限公司及其附屬公司之營運資金。上述貸款並無抵押及無協定還款日期。

(c) 本集團擁有54%權益附屬公司之其中一少數股東就本集團預付一供應商貨款港幣25,920,000元(二零零八年三月三十一日：港幣26,521,000元)提供無條件擔保以補償任何本集團回收上之損失。於結算日，該款已包括於預付款項、訂金及其他應收賬款結餘中。

Financial Information 財務資料

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註 (續)

14. RELATED PARTY TRANSACTIONS

(continued)

(d) Compensation of key management personnel of the Group:

14. 關連人士交易 (續)

(d) 本集團主要管理人員薪酬：

		Six months ended	
		30 September	
		截至九月三十日止六個月	
		2008	2007
		二零零八年	二零零七年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Short term employee	短期僱員		
benefits	福利	49,698	44,040
Post-employment benefits	離職後福利	30	30
		49,728	44,070

15. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current period's presentation.

15. 比較數字

若干比較數字經重新分類以符合本期之呈報方式。

Management's Discussion and Analysis

管理層之論述及分析

INTERIM DIVIDEND

The Board has declared an interim dividend of HK18.0 cents (six months ended 30 September 2007: HK18.0 cents) per share for the six months ended 30 September 2008. The interim dividend will be payable on Tuesday, 20 January 2009 to shareholders registered on the Register of Members at the close of business on Friday, 9 January 2009.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from Monday, 5 January 2009 to Friday, 9 January 2009 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the interim dividend for the six months ended 30 September 2008, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company's Branch Registrar in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 2 January 2009.

中期股息

董事會宣佈派發截至二零零八年九月三十日止六個月之中期股息每股港幣18.0仙(截至二零零七年九月三十日止六個月：港幣18.0仙)。該中期股息將於二零零九年一月二十日星期二，派發予二零零九年一月九日星期五辦公時間結束時，登記於股東名冊之股東。

暫停辦理過戶登記

本公司之股東名冊將由二零零九年一月五日星期一至二零零九年一月九日星期五(首尾兩天包括在內)，暫停辦理股份之過戶登記手續，其間將不會進行任何本公司股份之過戶登記。如欲符合獲派截至二零零八年九月三十日止六個月之中期股息之資格，所有本公司股份過戶文件連同有關股票，必須於二零零九年一月二日星期五下午四時前送達本公司在香港之股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東二十八號金鐘匯中心二十六樓，辦理股份過戶登記手續。

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW

The Group's total turnover for the six months ended 30 September 2008 amounted to HK\$5,005 million (six months ended 30 September 2007 : HK\$4,659 million), a 7% increase compared to last year. Net profit for the period attributable to the equity holders of the Company was HK\$448 million (six months ended 30 September 2007 : HK\$390 million), a rise of 15% over last year. The Group's gross profit margin was stable at 31% (six months ended 30 September 2007 : 31%). The Board has recommended an interim dividend of HK18.0 cents (six months ended 30 September 2007 : HK18.0 cents), the same as last year.

業務回顧

本集團截至二零零八年九月三十日止六個月之總營業額為港幣5,005百萬元(截至二零零七年九月三十日止六個月:港幣4,659百萬元),較去年增長7%。本公司權益所有者應佔溢利淨額為港幣448百萬元(截至二零零七年九月三十日止六個月:港幣390百萬元),較上年上升15%。本集團之毛利率平穩地處於31%(截至二零零七年九月三十日止六個月:31%)。董事會建議派發中期股息每股港幣18.0仙,(截至二零零七年九月三十日止六個月:港幣18.0仙),與去年相同。

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Textile business

Turnover of the fabric business decreased slightly by 1% to HK\$2,832 million (six months ended 30 September 2007 : HK\$2,862 million). The sum represented 57% of the Group's total turnover. Average selling price dropped mainly due to the slide of raw material prices. Gross profit margin fell slimly to 19% (six months ended 30 September 2007 : 20%) mainly caused by the unexpected upsurge of energy costs. Global market conditions were unfavourable and order flow from the U.S. was quite unstable. The business performance and the key financial ratios were as below :

業務回顧 (續)

紡織業務

針織布業務營業額輕微下跌1%至港幣2,832百萬元(截至二零零七年九月三十日止六個月:港幣2,862百萬元),此數目佔本集團之總營業額57%。平均產品價格下跌主要由於原料價格下滑所致。毛利率輕微下調至19%(截至二零零七年九月三十日止六個月:20%)主要由於能源成本在無法預料下上升所致。全球市場環境不佳而美國訂單亦不穩定。其業務表現及主要財務比率現列於下:

		Six months ended	Year ended	Six months ended	Six months ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
		(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)
		(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)
Net sales	淨銷售	2,832	5,386	2,524	2,862	4,627	4,258
Gross profit margin (%)	毛利率 (%)	19.2	21.3	22.6	20.1	19.1	18.0
Operating profit (note)	營業利潤 (附註)	394	910	480	430	664	503
EBITDA	息、稅、折舊及攤銷前						
(note)	利潤 (附註)	500	1,108	579	529	837	665
Return on total assets (%)	總資產收益率 (%)						
(note)	(附註)	6.4	14.8	8.0	7.5	13.7	11.0
Return on sales (%) (note)	銷售收益率 (%) (附註)	13.7	15.4	17.8	13.3	14.5	12.2
Return on equity (%)	權益收益率 (%)						
(note)	(附註)	10.0	22.5	12.1	11.1	20.5	18.1
Capital expenditure	資本性支出	86	216	137	79	468	148

Note: Exclude interest income and rental income.

附註: 不包括利息收入及租金收入。

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Retail and distribution business

Sales of this business amounted to HK\$2,150 million (six months ended 30 September 2007 : HK\$1,773 million), an increase of 21%, and was 43% of the Group's total turnover. The business performance was positive with operating profit margin improved to 3% from last year's 0%. In the period, business expansion was still concentrated in the Mainland China. During the period :

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

業務回顧 (續)

零售及分銷業務

此業務銷售額達港幣2,150百萬元 (截至二零零七年九月三十日止六個月 : 港幣1,773百萬元), 增長21%, 佔本集團總營業額43%。本業務表現進步, 經營邊際利潤由去年之0%上揚至3%。期內中國大陸仍為業務發展重點。於期內 :

(a) 業務表現及主要財務比率現列如下 :

		Six months ended 30 Sep 2008	Year ended 31 Mar 2008	Six months ended 31 Mar 2008	Six months ended 30 Sep 2007	Year ended 31 Mar 2007	Year ended 31 Mar 2006
		截至二零零八年九月三十日止六個月	截至二零零八年三月三十一日止全年	截至二零零八年三月三十一日止六個月	截至二零零七年九月三十日止六個月	截至二零零七年三月三十一日止全年	截至二零零六年三月三十一日止全年
		(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)
		(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)
Net sales	淨銷售	2,150	4,239	2,466	1,773	3,625	3,444
Gross profit margin (%)	毛利率 (%)	47.1	49.1	49.1	49.0	47.8	46.5
Sales growth of comparable shops (%)	可比店鋪銷售增長比率 (%)	23.1	21.4	35.1	3.2	2.9	(7.0)
(note 1)	(附註1)						
Operating profit (note 2)	營業利潤 (附註2)	74	242	236	6	21	(55)
EBITDA	息、稅、折舊及攤銷前利潤 (附註2)	133	364	301	63	147	62
(note 2)	(附註2)						
Return on total assets (%)	總資產收益率 (%)	2.0	2.1	6.3	(4.9)	(0.4)	(3.6)
(note 2)	(附註2)						
Return on sales (%)	銷售收益率 (%)	1.8	0.8	4.7	(4.4)	(0.4)	(2.8)
(note 2)	(附註2)						
Return on equity (%)	權益收益率 (%)	15.7	26.2	78.5	(65.4)	(9.1)	(77.5)
(note 2)	(附註2)						
Capital expenditure	資本性支出	57	76	44	32	141	203

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

業務回顧 (續)

Retail and distribution business (continued)

零售及分銷業務 (續)

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

(a) 業務表現及主要財務比率現列如下：(續)

Notes:

附註：

(1) Comparable shops of a period/year include shops with full period/year operation during the period/year and the preceding period/year.

(1) 可比店舖指於該期／年及其前一期／年均有全期／年營運的店舖。

(2) Exclude interest income and rental income.

(2) 不包括利息收入及租金收入。

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

(b) 按主要品牌銷售分析如下：

		Six months ended		Six months ended		Six months ended	
		Year ended	Year ended	Year ended	Year ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
		(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)	(HK\$million)
		(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)	(港幣百萬元)
Baleno	班尼路	1,025	1,589	656	933	1,584	1,596
S&K	S&K	355	826	519	307	601	563
I.P. Zone	I.P. Zone	272	528	336	192	441	361
ebase	ebase	180	462	328	134	398	399
Others	其他	318	834	627	207	601	525
Total	合計	2,150	4,239	2,466	1,773	3,625	3,444

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

業務回顧 (續)

Retail and distribution business (continued)

零售及分銷業務 (續)

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

(c) 各地市場發展情況如下：

Mainland China

中國大陸

		Six months ended	Year ended	Six months ended	Six months ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
Net sales (HK\$million)	銷售淨額 (港幣百萬元)	1,639	3,124	1,889	1,235	2,431	2,219
Increase in net sales (%)	銷售淨額之增加 (%)	33	29	34	21	10	13
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	1,833,533	1,692,967	1,692,967	1,722,924	1,672,807	1,601,473
Number of sales associates**	售貨員數目**	10,842	10,442	10,442	9,622	11,089	10,119
Number of outlets* ^Δ	門市數目* ^Δ	3,631	3,477	3,477	3,458	3,347	3,143

Hong Kong & Macau

香港及澳門

		Six months ended	Year ended	Six months ended	Six months ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
Net sales (HK\$million)	銷售淨額 (港幣百萬元)	184	404	215	189	476	496
Increase/(decrease) in net sales (%)	銷售淨額之增加/ (減少) (%)	(3)	(15)	(9)	(21)	(4)	7
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	61,320	63,957	63,957	68,716	74,907	78,285
Number of sales associates**	售貨員數目**	384	396	396	512	447	624
Number of outlets**	門市數目**	66	70	70	75	87	94

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

業務回顧 (續)

Retail and distribution business (continued)

零售及分銷業務 (續)

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

(c) 各地市場發展情況如下：
(續)

Taiwan

台灣

		Six months ended	Year ended	Six months ended	Six months ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
Net sales (HK\$million)	銷售淨額(港幣百萬元)	211	397	180	217	427	513
Increase/(decrease) in net sales (%)	銷售淨額之增加/ (減少)(%)	(3)	(7)	(23)	13	(17)	(8)
Retail floor area (sq. ft.)**	零售樓面面積(平方呎)**	189,274	199,443	199,443	196,857	202,080	208,925
Number of sales associates**	售貨員數目**	450	474	474	453	528	603
Number of outlets* [△]	門市數目* [△]	214	217	217	252	259	266

Singapore

新加坡

		Six months ended	Year ended	Six months ended	Six months ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
Net sales (HK\$million)	銷售淨額(港幣百萬元)	85	233	132	101	221	175
Increase/(decrease) in net sales (%)	銷售淨額之增加/ (減少)(%)	(16)	5	3	8	26	14
Retail floor area (sq. ft.)**	零售樓面面積(平方呎)**	39,223	43,149	43,149	51,637	61,601	55,781
Number of sales associates**	售貨員數目**	226	318	318	377	456	408
Number of outlets**	門市數目**	36	44	44	56	64	56

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Retail and distribution business (continued)

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

Malaysia

業務回顧 (續)

零售及分銷業務 (續)

(c) 各地市場發展情況如下：
(續)

馬來西亞

		Six months ended	Year ended	Six months ended	Six months ended	Year ended	Year ended
		30 Sep 2008	31 Mar 2008	31 Mar 2008	30 Sep 2007	31 Mar 2007	31 Mar 2006
		截至	截至	截至	截至	截至	截至
		二零零八年	二零零八年	二零零八年	二零零七年	二零零七年	二零零六年
		九月三十日	三月三十一日	三月三十一日	九月三十日	三月三十一日	三月三十一日
		止六個月	止全年	止六個月	止六個月	止全年	止全年
Net sales (HK\$ million)	銷售淨額 (港幣百萬元)	32	81	49	32	70	41
Increase in net sales (%)	銷售淨額之增加 (%)	0	16	11	21	71	356
Retail floor area (sq. ft.)**	零售樓面面積 (平方呎)**	35,919	44,630	44,630	52,027	59,170	36,681
Number of sales associates**	售貨員數目**	137	149	149	158	243	155
Number of outlets**	門市數目**	19	20	20	25	30	20

* At balance sheet date

For self-managed stores

△ Include self-managed and franchise stores

* 於結算日

自營店

△ 包括自營店及特許經營店

Management's Discussion and Analysis

管理層之論述及分析

BUSINESS REVIEW (continued)

Garment manufacturing business

Turnover of this associate grew 18% to HK\$770 million (six months ended 30 September 2007 : HK\$653 million). Net profit contribution to the Group amounted to HK\$27 million (six months ended 30 September 2007 : HK\$36 million), a decrease of 25%. Business environment was much competitive mainly due to the global cloudy economic situation. In the period, about 58% (six months ended 30 September 2007 : 68%) of the fabric purchased was supplied by the fabric division and sales to the retail division accounted for about 26% (six months ended 30 September 2007 : 18%) of its revenue.

FINANCIAL CONDITION

Liquidity and financial resources

The financial position of the Group remained strong. The current ratio, the total bank debts and the gearing ratio as at the period end were 1.7, HK\$1,380 million and 0.0 (31 March 2008: 1.9, HK\$1,248 million and 0.1) respectively. The gearing ratio refers to the ratio of the total interest-bearing debts, net of cash and cash equivalents, to total shareholders' equity. The net cash inflow from operating activities for the period was HK\$692 million (six months ended 30 September 2007: HK\$739 million).

業務回顧 (續)

製衣業務

此聯營業務營業額增加18%至港幣770百萬元(截至二零零七年九月三十日止六個月:港幣653百萬元)。對本集團淨溢利貢獻達港幣27百萬元(截至二零零七年九月三十日止六個月:港幣36百萬元),下跌25%。業務環境在全球經濟陰霾下競爭壓力加深。期內約58%(截至二零零七年九月三十日止六個月:68%)使用之布料由紡織部門供應,而銷貨予零售部門則佔其收入約26%(截至二零零七年九月三十日六個月:18%)。

財務狀況

流動資金及財務資源

本集團財務狀況維持強勁。於本期末,流動比率、銀行貸款總額及資本負債比率分別為1.7、港幣1,380百萬元及0.0(二零零八年三月三十一日:1.9、港幣1,248百萬元及0.1)。資本負債比率乃指扣除現金及現金等價物的總付息債務與股東權益之比率。本期經營所得現金流入淨額為港幣692百萬元(截至二零零七年九月三十日止六個月:港幣739百萬元)。

Management's Discussion and Analysis

管理層之論述及分析

FINANCIAL CONDITION (continued)

Liquidity and financial resources (continued)

The interest cover, the trade and bills receivables to turnover and the inventory to turnover for the period under review were 21 times, 33 days and 57 days (six months ended 30 September 2007: 22 times, 42 days and 51 days) respectively. The Group mainly financed its operation by cash inflow from its operating activities and bank borrowings. As at the period end, the cash and cash equivalents, the equity attributable to equity holders of the Company and the unutilized banking facilities were HK\$1,534 million, HK\$3,964 million and HK\$2,949 million (31 March 2008: HK\$818 million, HK\$3,819 million and HK\$3,347 million) respectively.

Capital expenditure

Total capital expenditures of the Group for the period amounted to HK\$143 million (six months ended 30 September 2007: HK\$111 million), of which HK\$86 million (six months ended 30 September 2007: HK\$79 million) was incurred by the textile business for the additions of plant and machinery. On the other hand, HK\$57 million (six months ended 30 September 2007: HK\$32 million) was incurred by the retail and distribution business mainly for the renovation of its retail outlets in the Mainland China.

財務狀況 (續)

流動資金及財務資源 (續)

本期之利息保障比率、應收賬款及應收票據與營業額比率及存貨與營業額比率分別為21倍、33天及57天(截至二零零七年九月三十日止六個月：22倍、42天及51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。於期末，現金及現金等價物、本公司權益所有者應佔權益及未動用銀行信貸額分別為港幣1,534百萬元、港幣3,964百萬元及港幣2,949百萬元(二零零八年三月三十一日：港幣818百萬元、港幣3,819百萬元及港幣3,347百萬元)。

資本性支出

於本期，本集團資本性支出共港幣143百萬元(截至二零零七年九月三十日止六個月：港幣111百萬元)，其中紡織業務的資本性支出為港幣86百萬元(截至二零零七年九月三十日止六個月：港幣79百萬元)，主要用於增加廠房及機器設備。另一方面，零售及分銷業務的資本性支出則為港幣57百萬元(截至二零零七年九月三十日止六個月：港幣32百萬元)，主要用於中國大陸店舖的更新。

Management's Discussion and Analysis

管理層之論述及分析

FINANCIAL CONDITION (continued)

Pledge of assets

No significant assets were pledged as at 30 September 2008.

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 HIBOR based Hong Kong dollar borrowings with maturity due within four years. As the global economy becomes uncertain, the interest rate is expected to stay at a low level for a longer period. The Group will continue to monitor the changes in the interest rate and arrange appropriate financial instruments to reduce its interest rate risks wherever needed.

During the period, the major assets, liabilities, revenue, expenses and procurements of the Group were denominated in HKD, USD, Renminbi, Yen and NTD. The Group had entered into forward exchange contracts to reduce its currency exchange risk exposure.

財務狀況 (續)

資產抵押

於二零零八年九月三十日，並無重大資產已作抵押。

匯兌及利率風險

本集團維持嚴格及審慎政策管理利率與匯率風險。本集團主要附息銀行貸款為港元，利率以香港銀行同業拆息為計算基礎，並於四年內到期。由於全球經濟變得不明朗，預期利率將維持於低水平較長一段時間。因此，本集團將繼續密切注意利率變動，並於需要時安排適當金融工具以對沖其利率風險。

於期內，本集團主要資產、債務、收入、支出及採購皆以港元、美元、人民幣、日元及新台幣進行，本集團已安排遠期外匯合約以減低匯率風險。

Management's Discussion and Analysis

管理層之論述及分析

HUMAN RESOURCES

As at 30 September 2008, the Group had about 24,200 (31 March 2008: 25,200) employees in the Greater China, Singapore and Malaysia. The remuneration of the employees was largely based on industry practice and the performance of individual employee.

OUTLOOK

Global economic situation has been turning worse and the U.S. retailing market will be difficult for some time. The Group's operating environment will be more uncertain in the coming days. However, the Group has been gaining further market share because of the industry consolidation. With solid financial position and strong competitiveness, the Group will still be the beneficiary in the longer run.

人力資源

於二零零八年九月三十日，本集團於大中華、新加坡及馬來西亞共有僱員約24,200人（二零零八年三月三十一日：25,200人）。員工薪酬之釐訂主要基於行業之情況及員工個人表現。

展望

全球經濟情況轉差而美國零售市場將持續困難。本集團之經營環境在未來日子將較不明朗。然而，行業整固令本集團市場佔有率提升。在財務穩固及具備強大競爭力情況下，較長遠而言本集團仍將會是得益者。

Other Information 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 September 2008, the interests and short positions of the directors in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”), were as follows:

董事於股份及相關股份之權益及淡倉

於二零零八年九月三十日，根據《證券及期貨條例》第352條而備存的登記冊，或根據《上市公司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）的股本權益及淡倉如下：

Long positions in ordinary shares of the Company:

於本公司普通股份之好倉：

		Number of shares held, capacity and nature of interests 持股數量、身份及權益的性質			Percentage of the Company's issued share capital 佔本公司 已發行股本 百份率	
Name of director	董事姓名	Directly or beneficially owned 直接或 實益擁有	Through spouse or minor children 藉配偶或 未成年子女	Through controlled corporations 藉受控制 公司	Total 合計	
Poon Bun Chak	潘彬澤	31,888,000	168,800,104 ⁽¹⁾	456,450,000 ⁽²⁾	657,138,104	49.5
Poon Kai Chak	潘佳澤	7,202,800	—	—	7,202,800	0.5
Poon Kei Chak	潘機澤	21,477,200	—	41,922,000 ⁽³⁾	63,399,200	4.8
Poon Kwan Chak	潘鈞澤	13,270,800	—	—	13,270,800	1.0
Ting Kit Chung	丁傑忠	1,600,000	—	—	1,600,000	0.1
		75,438,800	168,800,104	498,372,000	742,610,904	55.9

Other Information 其他資料

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

董事於股份及相關股份之權益及淡倉 (續)

Notes:

1. The 168,800,104 shares are owned by Farrow Star Limited, which is wholly-owned by Perfection (PTC) Inc. as a trustee for The Evergreen Trust, a discretionary trust, the beneficiaries of which include the family members of Mr. Poon Bun Chak. These shares are held through his spouse or minor children in accordance with the SFO.
2. The 456,450,000 shares are owned by Giant Wizard Corporation in which Farrow Star Limited has an 97.15% equity interest. A 2.85% interest in Giant Wizard Corporation is owned by Mr. Poon Bun Chak.
3. The 41,922,000 shares are held by Treasure Link International Holdings Limited ("Treasure Link"), in which Mr. Poon Kei Chak and his spouse each owned 50% equity interests.

附註:

1. 168,800,104 股股份由 Farrow Star Limited 持有，而該公司則由 Perfection (PTC) Inc. 以 The Evergreen Trust 之信託人身份全資擁有，該全權信託之受益人包括潘彬澤先生之家族成員。根據《證券及期貨條例》，該等股份屬於以配偶及未成年子女持有。
2. 456,450,000 股股份由 Farrow Star Limited 擁有 97.15% 股本權益之 Giant Wizard Corporation 擁有。Giant Wizard Corporation 之 2.85% 權益由潘彬澤先生擁有。
3. 該 41,922,000 股股份由潘彬澤先生及其配偶各擁有 50% 權益之 Treasure Link International Holdings Limited (「Treasure Link」) 持有。

Other Information 其他資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued) 董事於股份及相關股份之權益及淡倉 (續)

Long positions in share options of the Company: 於本公司購股權之好倉：

		Number of share options held directly or beneficially owned
		直接持有或實益擁有購股權數目
Executive directors:		
執行董事：		
Poon Bun Chak	潘彬澤	1,000,000
Poon Kai Chak	潘佳澤	10,500,000
Poon Kei Chak	潘機澤	10,500,000
Poon Kwan Chak	潘鈞澤	10,000,000
Ting Kit Chung	丁傑忠	10,000,000
Independent non-executive directors:		
獨立非執行董事：		
Au Son Yiu	區焯耀	400,000
Cheng Shu Wing	鄭樹榮	400,000
Wong Tze Kin, David	黃自建	200,000
		43,000,000

Save as disclosed above, as at 30 September 2008, 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.

除上文所述外，於二零零八年九月三十日，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。

Other Information 其他資料

DIRECTORS' RIGHTS TO ACQUIRE SHARES

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

董事之購股權利

除於上述「董事於股份及相關股份之權益及淡倉」及以下「購股權計劃」披露以外，於期內任何時間，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。

Other Information 其他資料

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

主要股東及其他人士於股份及相關股份權益

At 30 September 2008, 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:

於二零零八年九月三十日，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條規定記載於權益登記冊內：

Long positions in ordinary shares of the Company :

於本公司普通股份之好倉：

Name	Capacity and nature of interests	Number of ordinary shares held	Percentage of
			the Company's issued share capital
			佔本公司
		持有普通股	已發行股本
名稱	身份及權益的性質	數目	百份率
Heung Mi Kuen Miraner	Through spouse	21,477,200	1.6
香美娟	藉配偶		
	Through controlled corporation	41,922,000	3.2
	藉受控制公司		
Shanghai Industrial Investment (Holdings) Company Limited	Through controlled corporation	107,746,000	8.1
	藉受控制公司		

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SHARES AND UNDERLYING SHARES (continued) 主要股東及其他人士於股份及相關股份權益 (續)

Long positions in share options of the Company: 於本公司購股權之好倉：

Name	Nature of interest	Number of share options held	Percentage of
			the Company's issued share capital
名稱	權益性質	持有購股權數目	佔本公司已發行股本百分率
Heung Mi Kuen Miraner	Through spouse	10,500,000	0.8
香美娟	藉配偶		

Save as disclosed above, as at 30 September 2008, 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 shares and underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上述披露外，於二零零八年九月三十日，無任何人士，除本公司董事權益已詳述於「董事於股份及相關股份之權益及淡倉」，根據《證券及期貨條例》第336條須登記其於本公司股份或相關股份之權益及淡倉。

Other Information 其他資料

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Since the grant of the share repurchase mandate in the last annual general meeting on 28 August 2008, the Company has made the following share repurchases of its own shares on the Stock Exchange :

購入、贖回或出售本公司上市證券

自上次二零零八年八月二十八日股東週年大會授出回購股份授權，本公司已於聯交所回購以下本公司股份：

Date 日期	Number of shares repurchased 回購股份數目	Price per share 每股價格		Aggregate consideration 代價總額 HK\$ 港幣元
		Highest 最高 HK\$ 港幣元	Lowest 最低 HK\$ 港幣元	
29 October 2008 二零零八年十月二十九日	50,000	3.13	3.13	157,000

The repurchased shares were subsequently cancelled and the issued share capital of the Company was reduced by the par value thereof. During the period, the premium paid on the purchase of the shares of HK\$3,797,000 has been debited to the share premium account of the Company. An amount equivalent to the par value of the shares cancelled has been transferred from the retained profits of the Company to the capital redemption reserve.

回購之股份隨即被取消及相應面值之本公司已發行股本亦已扣減。於期內，已付之回購股份溢價港幣3,797,000元，已於本公司股本溢價賬內扣除。相等於取消股份面值之金額，已由本公司的保留溢利轉撥往股本贖回儲備。

Other Information 其他資料

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

(continued)

The repurchases were effected by the directors pursuant to the general mandate granted with a view to benefit the shareholders as a whole by enhancing the net assets, and/or earnings per share of the Company. All shares repurchased were subsequently cancelled.

Save as disclosed herein, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

購入、贖回或出售本公司上市證券 (續)

董事乃按照已獲授的一般授權進行回購，目的是以提升本公司資產淨額，及／或每股盈利，使整體股東獲益。所有被回購的股份隨後已被取消。

除上述所披露外，本公司及其任何附屬公司並無購入、出售或贖回本公司任何上市證券。

Other Information 其他資料

SHARE OPTION SCHEME

A share option scheme, in compliance with the requirements of Chapter 17 of the Listing Rules, was adopted by the Company on 28 August 2002 for a period of ten years, details of which have been set out in the Group's annual financial statements for the year ended 31 March 2008. As at 30 September 2008, the following share options were outstanding:

購股權計劃

於二零零二年八月二十八日，本公司採納一個符合《證券上市規則》第十七章要求的購股權計劃，有效期十年，購股權計劃之詳細資料已在本集團截至二零零八年三月三十一日止年度財務報表列明。於二零零八年九月三十日，未行使之購股權如下：

Name or category of participant	Date of grant of share options*	Exercise price of share options**	Number of share options			At Exercise period of share options
			At 1 April 2008	Exercised during the period	At 30 September 2008	
參與者名稱或類別	購股權頒授日期*	購股權行使價格** HK\$ per share 每股港幣元	於 二零零八年 四月一日	期內已行使	於 二零零八年 九月三十日	購股權行使期限
Directors						
董事						
Poon Bun Chak	11 September 2002	4.97	1,000,000	—	1,000,000	11 September 2002 to 10 September 2012
潘彬澤	二零零二年九月十一日					二零零二年九月十一日至二零零二年九月十日
Poon Kai Chak	11 September 2002	4.97	7,500,000	—	7,500,000	11 September 2002 to 10 September 2012
潘佳澤	二零零二年九月十一日					二零零二年九月十一日至二零零二年九月十日
	26 March 2004	5.60	3,000,000	—	3,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日					二零零四年三月二十六日至二零零四年三月二十五日
			10,500,000	—	10,500,000	

Other Information 其他資料

SHARE OPTION SCHEME (continued)

購股權計劃 (續)

Name or category of participant	Date of grant of share options*	Exercise price of share options**	Number of share options			At Exercise period of share options
			At 1 April 2008	Exercised during the period	At 30 September 2008	
參與者名稱或類別	購股權頒授日期*	購股權行使價格** HK\$ per share 每股港幣元	於 二零零八年 四月一日	期內已行使	於 二零零八年 九月三十日	購股權行使期限
Directors (continued)						
董事 (續)						
Poon Kei Chak	11 September 2002	4.97	7,500,000	—	7,500,000	11 September 2002 to 10 September 2012
潘機澤	二零零二年九月十一日					二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	3,000,000	—	3,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日					二零零四年三月二十六日至二零一四年三月二十五日
			10,500,000	—	10,500,000	
Poon Kwan Chak	11 September 2002	4.97	4,000,000	—	4,000,000	11 September 2002 to 10 September 2012
潘鈞澤	二零零二年九月十一日					二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	6,000,000	—	6,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日					二零零四年三月二十六日至二零一四年三月二十五日
			10,000,000	—	10,000,000	
Ting Kit Chung	11 September 2002	4.97	4,000,000	—	4,000,000	11 September 2002 to 10 September 2012
丁傑忠	二零零二年九月十一日					二零零二年九月十一日至二零一二年九月十日
	26 March 2004	5.60	6,000,000	—	6,000,000	26 March 2004 to 25 March 2014
	二零零四年三月二十六日					二零零四年三月二十六日至二零一四年三月二十五日
			10,000,000	—	10,000,000	

Other Information 其他資料

SHARE OPTION SCHEME (continued)

購股權計劃 (續)

Name or category of participant	Date of grant of share options*	Exercise price of share options**	Number of share options			Exercise period of share options
			At 1 April 2008	Exercised during the period	At 30 September 2008	
參與者名稱或類別	購股權頒授日期*	行使價格**	於二零零八年四月一日	期內已行使	於二零零八年九月三十日	購股權行使期限
		HK\$ per share 每股港幣元				
Independent non-executive directors 獨立非執行董事						
Au Son Yiu 區榮耀	11 September 2002 二零零二年九月十一日	4.97	200,000	—	200,000	11 September 2002 to 10 September 2012 二零零二年九月十一日至二零一二年九月十日
	26 March 2004 二零零四年三月二十六日	5.60	200,000	—	200,000	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日
			400,000	—	400,000	
Cheng Shu Wing 鄭樹榮	11 September 2002 二零零二年九月十一日	4.97	200,000	—	200,000	11 September 2002 to 10 September 2012 二零零二年九月十一日至二零一二年九月十日
	26 March 2004 二零零四年三月二十六日	5.60	200,000	—	200,000	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日
			400,000	—	400,000	
Wong Tze Kin, David 黃自建	26 March 2004 二零零四年三月二十六日	5.60	200,000	—	200,000	26 March 2004 to 25 March 2014 二零零四年三月二十六日至二零一四年三月二十五日

Other Information 其他資料

SHARE OPTION SCHEME (continued)

購股權計劃 (續)

Name or category of participant	Date of grant of share options*	Exercise price of share options**	Number of share options			Exercise period of share options
			At 1 April 2008	Exercised during the period	At 30 September 2008	
參與者名稱或類別	購股權頒授日期*	購股權行使價格**	於二零零八年四月一日	期內已行使	於二零零八年九月三十日	購股權行使期限
		HK\$ per share 每股港幣元				
Other employees						
其他僱員						
In aggregate	11 September 2002	4.97	600,000	(50,000)	550,000	11 September 2002 to 10 September 2012
合計	二零零二年九月十一日					二零零二年九月十一日至二零零二年九月十日
	26 March 2004	5.60	5,170,000	(783,000)	4,387,000	1 April 2007 to 25 March 2014
	二零零四年三月二十六日					二零零七年四月一日至二零零四年三月二十五日
			5,770,000	(833,000)	4,937,000	
			48,770,000	(833,000)	47,937,000	

Notes:

附註：

* The vesting period of the share options is from the date of the grant until the commencement of the exercise period.

* 購股權賦權日期乃由頒授購股權日起至行使期開始止。

** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

** 購股權的行使價於本公司配股或派發紅股或在股本中有其他類似轉變時可予調整。

Other Information 其他資料

SHARE OPTION SCHEME (continued)

Notes: (continued)

The weighted average closing price of the Company's shares immediately before and at the exercise dates of the share options was HK\$6.61 and HK\$6.59 respectively.

The binomial model is a generally accepted method for valuing options. The significant assumptions used in the calculation of the values of the share options were the risk-free interest rate, expected life, expected volatility and expected dividend. The measurement dates used in the valuation calculation were the dates on which the options were granted.

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

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

AUDIT COMMITTEE

The Audit Committee (the "Committee") consists of the three independent non-executive directors of the Board namely Messrs. Wong Tze Kin, David, Au Son Yiu and Cheng Shu Wing. The Committee is chaired by Mr. Wong Tze Kin, David, a qualified accounting professional. At the time of establishment, the terms of reference and duties have been laid down as a guideline for the Committee. The principal duties of the Committee include the review and supervision of the financial reporting process and internal controls of the Group.

購股權計劃 (續)

附註：(續)

於緊接購股權行使日期前及於行使日的本公司加權平均收市價分別為港幣6.61元及港幣6.59元。

二項式模式為一般被接受的估值方法的其中一種。用於計算購股權價值的重要假設包括無風險利率、預計年期、預期引伸波幅及預期股息。用以計量估值的日期為授出購股權的日期。

以二項式模式計算出的購股權價值取決於某些基本限制，包括用以輸入該模式有預期將來表現假設的主觀性質及不明朗，及該模式本身的某些內在的限制。

購股權價值隨某些主觀假設的不同可變因素而浮動。所採用的可變因素的變化可能會嚴重影響購股權公允值的估計。

審核委員會

審核委員會(「委員會」)包括董事會的三名獨立非執行董事，分別為黃自建先生、區樂耀先生及鄭樹榮先生。黃自建先生為委員會主席，擁有專業會計資格。於成立時，委員會備有明確之條文及職責細則作指引。委員會主要職責包括審閱及監察本集團之財務報告及內部監控制度。

Other Information 其他資料

AUDIT COMMITTEE (continued)

For the interim period under review, the Committee has reviewed and discussed with the management the interim report and the internal controls of the Group and has made recommendations to the Board.

CORPORATE GOVERNANCE

In the opinion of the directors, the Company complied with the code provisions set out in the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 of the Listing Rules throughout the accounting period covered by the interim report, except for the following deviations:

- (1) Under code provision A.4.1 of the Code, non-executive directors should be appointed for a specific term and be subject to re-election.

All the existing non-executive directors of the Company are not appointed for a specific term, but are subject to retirement and re-election at the Company’s annual general meeting in accordance with Clause 86(1) of the bye-laws of the Company.

審核委員會 (續)

關於本中期，委員會已審閱及與管理層討論集團的中期報告及監控制度，並向董事會提供意見。

企業管治

按董事的意見，本公司於本中期報告所述之會計期間一直符合《證券上市規則》附錄十四所載之《企業管治常規守則》(「守則」)，惟下列條文除外：

- (1) 守則A.4.1條規定非執行董事應獲委任指定任期，及須膺選連任。

目前，本公司所有非執行董事並非獲委任指定任期，而是根據本公司之細則第86(1)條於本公司之股東週年大會上膺選連任。

Other Information 其他資料

CORPORATE GOVERNANCE (continued)

- (2) Under code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The Company does not have a policy of separating the roles of chairman and chief executive officer of the Board. The Board considers the current arrangement can help maintaining a strong management position and at the same time improving the communication efficiency. The Board may consider the separation of the roles of chairman and chief executive officer upon the then circumstances.

- (3) Under code provision E.1.2 of the Code, the chairman of the Board should attend the annual general meeting of the Company.

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

企業管治 (續)

- (2) 守則A.2.1條規定主席及董事總經理之角色應區別，並不應由同一人擔任。

目前，本公司並沒有制度區別董事會之主席及董事總經理之角色。董事會認為現時安排有助保持強勢的管治，並能同時提升溝通效率。董事會會視乎情況考慮區別主席及董事總經理之角色。

- (3) 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。

本公司董事會主席將出席股東週年大會之職務委任本公司一執行董事執行。主席認為該執行董事處理該職務是合適人選，因該董事對本集團各類業務也十分瞭解，並且該董事已有多多年執行同類職務的經驗。

Other Information 其他資料

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code of the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, they have all complied with the required standard set out in the Model Code throughout the accounting period covered by the interim report.

BOARD OF DIRECTORS

As at the date of this report, the executive directors of the Company are Mr. Poon Bun Chak, Mr. Poon Kai Chak, Mr. Poon Kei Chak, Mr. Poon Kwan Chak and Mr. Ting Kit Chung. And, the independent non-executive directors of the Company are Mr. Au Son Yiu, Mr. Cheng Shu Wing and Mr. Wong Tze Kin, David.

By Order of the Board

Poon Bun Chak

Chairman

Hong Kong, 8 December 2008

董事進行之證券交易

本公司已採納《證券上市規則》之標準守則，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，各董事均於本中期報告所述之會計期間遵守標準守則之規定。

董事會

於本報告日，本公司之執行董事為潘彬澤先生、潘佳澤先生、潘機澤先生、潘鈞澤先生及丁傑忠先生；而本公司之獨立非執行董事為區樂耀先生、鄭樹榮先生及黃自建先生。

承董事會命

主席

潘彬澤

香港，二零零八年十二月八日

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