



T S L 謝瑞麟

HONG KONG

謝瑞麟

不朽傳奇

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A Celebration Dinner for

The 30<sup>th</sup>

ANNIVERSARY

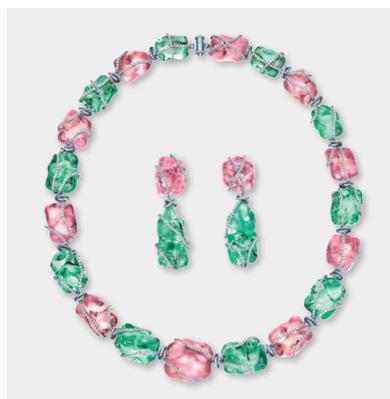
of TSL Listing &

The 80<sup>th</sup> Birthday

of

MR TSE SUI LUEN

謝瑞麟珠寶(國際)有限公司上市三十週年暨謝瑞麟先生八十壽辰晚宴



## HIGHLIGHTS OF THE CELEBRATION 晚宴亮點



### THE 30TH LISTING ANNIVERSARY — STRIDING AHEAD

2017 marked the 30th anniversary of the listing of Tse Sui Luen Jewellery (International) Limited (the “Company”, together with its subsidiaries the “Group”) which went public on June 30, 1987 and also the 80th birthday of its founder, Mr. Tse Sui Luen. To celebrate these two special events, a cocktail reception and gala dinner was held by the Group at the Intercontinental Hong Kong Hotel on March 19, 2017 — over 500 VIPs were invited including leaders of various associations in Hong Kong and the Group’s business partners. Renowned singers from the city, such as Mr. Alan Tam, Mr. Albert Au, Ms. Maria Cordero and famous radio programme host Mr. Sammy Leung were featured as performers. A jewellery fashion show formed part of the night’s entertainment which traced the Groups long history incorporating scenes from the Group’s past classic TV commercials which starred Aaron Kwok, Chow Yun Fat, Ekin Cheng and Wakin Chau. The event was enjoyed by all and was not only successful in showcasing the achievements of the Group in the past but also in outlining the direction of the Group in the future.





### 邁進上市三十週年 默默耕耘 昂首向前

2017年不但是謝瑞麟珠寶(國際)有限公司(「本公司」·連同其附屬公司「本集團」)自1987年6月30日上市以來的第三十個年頭·更是本集團創辦人謝瑞麟先生八十壽辰。本集團於2017年3月19日假香港尖沙咀洲際酒店舉辦了以「不朽傳奇」為主題的慶祝酒會及晚宴·延開逾四十席·多位商界領袖及各界好友聚首一堂·而殿堂級巨星譚詠麟先生·民歌王子區瑞強先生·肥媽Maria Cordero女士及著名電台節目主持人森美先生到場表演助興。一眾模特兒更通過珠寶時裝秀回顧由郭富城·周潤發·鄭伊健及周華健等天王巨星主演的一系列謝瑞麟經典廣告。晚宴獲得眾來賓讚譽的同時·亦展示本集團過去的成就及刻劃未來的方向。



## HIGHLIGHTS OF THE CELEBRATION (CONTINUED)

### 晚宴亮點(續)



“TSL | 謝瑞麟” is a long-established brand that has grown alongside Hong Kong — it is proud of being one of the first Hong Kong-based jewellery brands to expand into the international market and therefore paving the way for others to follow. As the founder of the Group with the nickname “Headmaster in Jewellery Craftsmanship”, Mr. Tse has devoted himself to the jewellery industry for nearly 70 years. Having experienced various challenges along the way and having witnessed many changes over the years, 80-year-old Mr. Tse has become an industry model to look up to and a living legend in Hong Kong. Mr. Tse has passed on the torch, together with his “undefeatable” fighting spirit and values, allowing the Group’s businesses to flourish further.

Mrs. Annie Yau Tse, Chairman and Chief Executive Officer of the Group, expressed, “2017 is the Group’s 30th anniversary of listing which represents a new milestone. The concerted effort of every staff member and selfless contribution of Mr. Tse Sui Luen, together with his unrelenting fighting spirit, have made the achievements of the Group today a reality. Going forward, we will continue to improve ourselves and hope to pass down the ‘Hong Kong spirit’ of Mr. Tse Sui Luen.”





「TSL | 謝瑞麟」品牌擁有悠久的歷史，更是首批面向國際的香港珠寶品牌，使業界追隨；而作為集團的創辦人及資深的珠寶專家，人稱「珠寶工藝界校長」的謝瑞麟先生亦渡過了充滿精彩傳奇的八十載年華，在珠寶業界打滾接近七十年，經歷業界不同的挑戰，見證大時代變遷，更成為業界的典範及香港傳奇。現時集團業務已經薪火相傳，而謝瑞麟先生「打不死」的拼搏精神及價值觀亦得以傳承，發揚光大。

本集團主席及行政總裁謝邱安儀女士表示：「2017年是本集團上市三十週年，標誌著另一個新里程。本集團能夠擁有今天的成就除了是公司全體員工共同努力的成果外，更有賴謝瑞麟先生對本集團的無私付出，以及艱苦拼搏的精神。今後，我們將繼續努力，精益求精，並希望將謝瑞麟先生這份『香港精神』傳承下去。」



# FINANCIAL HIGHLIGHTS

## 財務概要

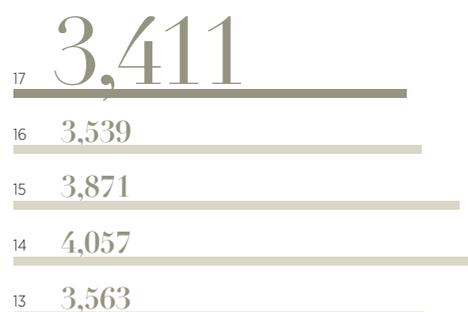
DIVIDEND PER SHARE (HK\$)  
每股股息(港元)



NET ASSETS ATTRIBUTABLE TO OWNERS OF  
THE COMPANY PER SHARE (HK\$)  
本公司擁有人每股應佔淨資產(港元)



TURNOVER (HK\$'M)  
營業額(港幣百萬元)



PROFIT ATTRIBUTABLE TO OWNERS  
OF THE COMPANY (HK\$'M)  
本公司擁有人應佔盈利(港幣百萬元)



		2017	2016	2015	2014	2013 (restated) (重列)
<b>CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (HK\$'M)</b>						
綜合全面收益表(港幣百萬元)						
Turnover	營業額	3,411	3,539	3,871	4,057	3,563
Profit before tax	除稅前盈利	52	46	63	101	95
Profit for the year	本年度盈利	23	24	40	74	68
Profit attributable to owners of the Company	本公司擁有人應佔盈利	23	24	40	75	68
<b>PER SHARE (HK\$)</b>						
以每股計(港元)						
Earnings	盈利	0.11	0.11	0.19	0.35	0.32
Dividend	股息	0.0525	0.041	0.049	0.092	0.080
Dividend payout ratio	派息比率	48%	37%	26%	26%	25%
Net assets attributable to owners of the Company	本公司擁有人應佔淨資產	4.63	4.90	5.20	5.09	4.70
Market price	市價	2.50	2.00	2.74	2.99	4.20
<b>CONSOLIDATED STATEMENT OF FINANCIAL POSITION (HK\$'M)</b>						
綜合財務狀況報表(港幣百萬元)						
No. of shares ('M Shares)	股份股數(百萬股)	210	210	210	210	210
Shareholders' funds	股東資金	974	1,031	1,095	1,071	989
Borrowings	借貸	1,023	1,060	924	857	631
Cash and cash equivalents	現金及現金等價物	324	203	130	141	206
Net gearing ratio	淨負債比率	55%	59%	58%	67%	43%
Market capitalization	市值	526	421	576	629	883

# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

**Yau On Yee, Annie** (Chairman & Chief Executive Officer)  
**Ng Yi Kum, Estella** (Deputy Chairman, Chief Strategy Officer & Chief Financial Officer)  
**Chan Lambert Lap Yip** (Deputy Chief Executive Officer – Commercial)  
(resigned on 1 June 2016)

### NON-EXECUTIVE DIRECTORS

**Erwin Steve Huang** (Deputy Chairman)  
**Wang Guosheng** (resigned on 1 December 2016)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Chui Chi Yun, Robert**  
**Chan Yue Kwong, Michael**  
**Chow Chee Wai, Christopher**

### COMPANY SECRETARY

**Ng Yi Kum, Estella**

### AUTHORISED REPRESENTATIVES

**Yau On Yee, Annie**  
**Ng Yi Kum, Estella**

### AUDIT COMMITTEE

**Chui Chi Yun, Robert** (Chairman)  
**Chan Yue Kwong, Michael**  
**Chow Chee Wai, Christopher**

### REMUNERATION COMMITTEE

**Chow Chee Wai, Christopher** (Chairman)  
**Chui Chi Yun, Robert**  
**Chan Yue Kwong, Michael**  
**Yau On Yee, Annie**  
**Ng Yi Kum, Estella** (appointed on 10 May 2016)

### NOMINATION COMMITTEE

**Chan Yue Kwong, Michael** (Chairman)  
**Chow Chee Wai, Christopher**  
**Yau On Yee, Annie**

### EXECUTIVE COMMITTEE

**Yau On Yee, Annie** (Chairman)  
**Ng Yi Kum, Estella**  
**Chan Lambert Lap Yip** (resigned on 1 June 2016)

### 執行董事

**邱安儀** (主席及行政總裁)  
**伍綺琴** (副主席及首席策略暨財務官)  
**陳立業** (副行政總裁 – 業務)  
(於2016年6月1日辭任)

### 非執行董事

**黃岳永** (副主席)  
**王國盛** (於2016年12月1日辭任)

### 獨立非執行董事

**崔志仁**  
**陳裕光**  
**周治偉**

### 公司秘書

**伍綺琴**

### 授權代表

**邱安儀**  
**伍綺琴**

### 審核委員會

**崔志仁** (主席)  
**陳裕光**  
**周治偉**

### 薪酬委員會

**周治偉** (主席)  
**崔志仁**  
**陳裕光**  
**邱安儀**  
**伍綺琴** (於2016年5月10日獲委任)

### 提名委員會

**陳裕光** (主席)  
**周治偉**  
**邱安儀**

### 執行委員會

**邱安儀** (主席)  
**伍綺琴**  
**陳立業** (於2016年6月1日辭任)

**LEGAL ADVISERS***As to Hong Kong law:***Reed Smith Richards Butler**

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*As to Bermuda law:***Conyers Dill & Pearman**

Room 2901, One Exchange Square, 8 Connaught Place, Central, Hong Kong

**AUDITOR****Ernst & Young***Certified Public Accountants*

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

**PRINCIPAL BANKERS****O-Bank Co., Ltd.**(formerly known as "Industrial Bank of Taiwan Co., Ltd.")  
Suites 3210-14, 32/F., Tower 6, The Gateway, Harbour City,  
9 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong**Bangkok Bank Public Company Limited**

28 Des Voeux Road Central, Hong Kong

**China CITIC Bank International Limited**

80/F., International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong

**The Bank of East Asia, Limited (Taipei Branch)**

10/F., Taipei Financial Center, No. 88, Dunhua North Road, Taipei, 10551, Taiwan

**Hang Seng Bank Limited**

20/F., 83 Des Voeux Road Central, Hong Kong

**DBS Bank (Hong Kong) Limited**

16/F., The Centre, 99 Queen's Road Central, Hong Kong

**Dah Sing Bank, Limited**

35/F., Dah Sing Financial Centre, 108 Gloucester Road, Hong Kong

**PRINCIPAL SHARE REGISTRAR****Conyers Corporate Services (Bermuda) Limited**

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

**HONG KONG BRANCH SHARE REGISTRAR****Tricor Secretaries Limited**

Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

**REGISTERED OFFICE**

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

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong

**STOCK CODE**

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*百慕達法律：***Conyers Dill & Pearman**

香港中環康樂廣場8號交易廣場第1期2901室

**核數師****安永會計師事務所***執業會計師*

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香港九龍尖沙咀廣東道9號海港城  
港威大廈6座3210-14室**盤谷銀行**

香港德輔道中28號

**中信銀行(國際)有限公司**

香港九龍柯士甸道西1號環球貿易廣場80樓

**東亞銀行有限公司(台北分行)**

台北市10551敦化北路88號台北金融中心大樓10樓

**恒生銀行有限公司**

香港中環德輔道中83號20樓

**星展銀行(香港)有限公司**

香港中環皇后大道中99號中環中心16樓

**大新銀行有限公司**

香港告士打道108號大新金融中心35樓

**股份過戶登記總處****Conyers Corporate Services (Bermuda) Limited**

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

**香港股份過戶登記分處****卓佳秘書商務有限公司**

香港皇后大道東183號合和中心22樓

**註冊辦事處**

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

**香港主要營業地點**

香港九龍紅磡民裕街30號興業工商大廈地下B座

**股份代號**

417

**網址**[www.tslj.com](http://www.tslj.com)

# LETTER TO SHAREHOLDERS

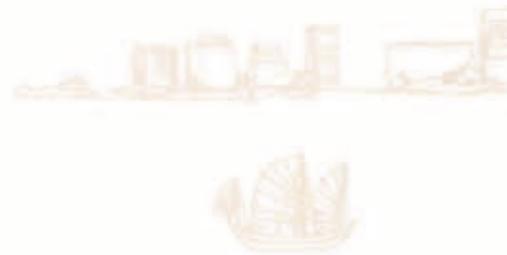
## 致股東的函件

While the financial year under review (“the Year”) has been a challenging one for the Group, it has also been one that has encouraged us to work harder and to make changes that we believe will be of benefit to the Group both now and into the future. Despite the inevitable decline in the Group’s year-on-year turnover and profit attributable to shareholders due to the stagnant retail environment in Hong Kong, I am pleased to report that other key financial performance indicators such as cash level, inventory turnover days and net gearing ratio have continued to improve at a steady pace. While the retail market in Hong Kong did not show any signs of recovery during the Year and the pressure of high rental cost was still significant despite fall in rental levels in 2016 and 2017, the retail market in Mainland China remained relatively stable with some growth. However, we did see some shift of buying power from higher ticket items to lower ones. Despite these unfavorable conditions, we have kept expanding our business by opening new shops in all operating regions, especially through franchising and building new online business platforms in Mainland China. Even in the city of Hong Kong, we have been taking the opportunity from the downward trend in rentals to redeploy our resources by continuously adjusting the store network in order to enhance the effectiveness and efficiency of our use of capital. Overall speaking, the Group is taking a prudent and yet opportunistic approach for the sustainability and betterment of its business development.

During the Year, I was especially excited about the unveiling of the International Design Collection platform which featured Christine Keller’s art jewellery as its first launch collection. Christine Keller is an art jeweller originating from West Virginia, USA and her collection showcased her authentic designs and approach to craftsmanship. We collaborated with Christine by creating a unique art jewellery collection made of 24-karat gold and other colourful materials. This unique collection not only injected international art elements into our 24-karat gold product assortment but also made it colourful and playful which a lot of customers enjoyed wearing matching the colours of their daily clothes. As an added benefit, customers were offered to join Christine Keller workshops from which they were able to get hands-on experience in making some simple art jewellery pieces. The program has proven successful with desirable sales performance and very positive feedback from customers. By riding on this International Design Collection platform, we will continue to explore interesting collaborations with designers from different parts of the world in order to continue to bring international lifestyles and perspectives to our customers.

雖然本財政年度（「本年度」）對本集團而言甚具挑戰性，但亦鼓勵我們努力不懈且奮力求變，我們相信藉此可對本集團現時及將來的發展帶來裨益。儘管鑒於香港零售市況的停滯不前，令本集團按年營業額及擁有人應佔盈利難免下降，然而，本人欣然向各股東報告，其他重要的財務指標，如現金水平、存貨周轉日數及淨負債比率均持續穩定地改善。縱使香港零售市場尚未出現任何復甦跡象，而儘管2016年及2017年的租金水平有所下降，但租金高企的壓力仍然巨大。相比之下，中國內地零售市場卻相對穩定並有所增長，但我們留意到購買力從較高價轉向較低價貨品的轉變。即使面對不利條件，我們仍透過在中國內地各區開設新店，尤其以特許經營模式，以及建立新的網上平台不斷擴充業務。我們在香港藉著租金下調的趨勢不斷調整店舖網絡，重新調配資源，提高使用資金的績效及效率。總括而言，本集團正在以謹慎而又把握機會的取態，持續改善業務發展。

於本年度，本人對推出International Design Collection平台，並以Christine Keller的手作珠寶為此揭開序幕尤為興奮。Christine Keller是一位來自美國西維珍尼亞州的手作飾品設計師，她的作品正展示出其原創的設計和工藝。我們與Christine Keller合作推出一種由24k金及其他色彩繽紛的物料而製成的獨特手作珠寶系列，此獨一無二的系列不僅將國際藝術元素注入我們的24k金產品組合中，更使其豐富多彩及生動有趣。故此，大量顧客喜愛穿戴此系列飾物以配襯其日常服飾的顏色。另外，顧客亦可享額外優惠，獲邀參加Christine Keller工作坊，親身體驗製作簡單的手作飾品。理想的銷情及顧客非常正面的反饋已證明此計劃廣獲好評。我們將透過International Design Collection平台，繼續探索與世界各地的設計師進行有利於我們的合作，為顧客繼續帶來國際化的生活方式與視野。





## LETTER TO SHAREHOLDERS (CONTINUED) 致股東的函件(續)

On the corporate side, this year is the 30th anniversary of TSL listing on The Hong Kong Stock Exchange as well as the 80th Birthday of our Founder Mr. Tse Sui Luen (“Mr. Tse”). We took this opportunity of double happiness to host a remarkable celebration dinner in Hong Kong in March 2017, where we remembered the footprints of Mr. Tse in establishing our business, and more importantly, to highlight Mr. Tse’s and the Company’s status as the “Headmaster” in the jewellery craftsmanship history of Hong Kong. Mr. Tse was a pioneer in developing the jewellery manufacturing industry and discipline during 1960s when the economy of Hong Kong was undergoing a transformation. As an interesting metaphor, we invited Mr. Alan Tam, the renowned singer and super star who is named as “the Headmaster of the Hong Kong Pop Music Industry”, to be our guest of honor. Mr. Tam had not only demonstrated his talents by live singing but also conducted an enjoyable chat with Mr. Tse, where the two “Headmasters” praised each other’s achievements. Through this event, our major business partners together with other guests from the jewellery and other retail industries of Hong Kong and overseas were impressed by the TSL family heritage and its persistence in facing challenges, which is one of the representative stories of the Hong Kong spirit. In fact, this celebration dinner was much more than just a one-off party, which enabled TSL to embark on its long journey of building the TSL Brand Heritage.

在企業層面方面，今年為TSL在香港聯交所上市30週年，以及創辦人謝瑞麟先生(「謝先生」)80壽辰。我們藉此雙喜臨門的機會，在2017年3月份於香港舉辦了一場慶祝晚宴。當晚，我們回顧謝先生創業的足跡，更重要的是標榜謝先生與本公司在香港珠寶工藝史上的領導地位。於1960年代香港經濟經歷轉型期間，謝先生更是推動珠寶製造業與行規發展的先驅。我們更邀請了著名歌手及巨星，人稱「香港流行音樂校長」的譚詠麟先生，擔任我們的嘉賓。譚先生不但透過現場演唱表現出其才華，且與謝先生作愉快交談，兩位「校長」更惺惺相惜，讚揚彼此的成就。藉此活動，TSL的家族傳承及其堅毅面對挑戰的精神，深深打動我們的主要業務伙伴與其他來自珠寶及其他零售業的賓客，而這亦是其中一個代表香港精神的故事。這次晚宴實際上不僅是單一的派對，它令TSL展開其漫長的旅程以打造TSL品牌傳承。

Being a responsible corporate citizen is an essential part of good corporate management nowadays. During the Year, besides our continuing support of UNICEF, we started to explore ways to preserve the creative industries that have given Hong Kong, the home of the TSL Group, a competitive edge both past and present. Through monetary support to or collaborations with The TSL|謝瑞麟 Foundation, a charitable trust for sustaining the development of creative industries of Hong Kong, we have set our eyes on the preservation of jewellery craftsmanship and Cantopop music as well as the revival of astronomy and astrophotography among Hong Kong amateurs. Our mission is to help maintain Hong Kong as a gateway to Mainland China and to global views of areas that we are passionate about. Further details of our activities in relation to corporate social responsibility will be disclosed in a separate Environmental, Social and Governance Report pursuant to the regulatory requirements.

Last but not least, I would like to express my sincere gratitude and appreciation to all shareholders, board members, our conscientious staff members, loyal customers, business partners and other stakeholders for their continuing support and commitment to the Group. TSL is a company committed to its vision, mission and core values. As a visionary and passionate leader, I look forward to scaling new heights and achieving new milestones to ultimately create greater values for our shareholders, stakeholders and the community.

**Yau On Yee, Annie**  
*Chairman*

Hong Kong, 23 May 2017

當一個負責任的企業公民是現今良好企業管理中至為重要的一環。年內，除了繼續支持聯合國兒童基金會外，我們亦開始探索如何保持香港 — TSL集團的發源地 — 的創意產業於過去及現時的競爭優勢。我們透過金錢資助予或與TSL|謝瑞麟基金（一個致力為香港創意工業持續發展作貢獻的慈善信託基金）合作，關心保存珠寶工藝、保育粵語流行音樂及向香港業餘愛好者推廣天文學及天文攝影。我們的使命乃保持香港成為中國內地的門戶，並在我們熱愛的範疇上廣納全球的視野。我們將根據監管要求在獨立的環境、社會及管治報告，披露有關企業社會責任活動的細節。

最後，承蒙全體股東、董事會各同僚、不辭勞苦之全體員工、忠實顧客、業務伙伴及其他持份者對本集團一直鼎力支持，本人謹此致以衷心謝意。TSL定當秉持其使命、目標及核心價值。本人身為一位富有遠見及抱負的領袖，期待攀上高峰並踏進新里程，為股東、持份者及社區帶來更多回報。

**邱安儀**  
*主席*

香港，2017年5月23日

# MANAGEMENT'S DISCUSSION AND ANALYSIS

## 管理層之討論及分析

### RESULTS OF THE GROUP

For the Year, the consolidated sales turnover of the Group declined by 3.6% to HK\$3,411 million from HK\$3,539 million last year. The profit attributable to owners of the Company slightly decreased by 1.9% to HK\$23.2 million from HK\$23.6 million last year. This resulting little drop is solely attributable to a one-off gain arising from the Company's early redemption of the convertible bonds. Earnings per share for the Year was 11.0 HK cents.

A continuing reduction in tourists visiting Hong Kong from Mainland China together with the ongoing instability of both the global and local economic and political environment conspired to create an unfavourable consumption sentiment for the Group's retail outlets during the Year. As a result, the Group experienced a year-on-year drop in retail sales activity in Hong Kong which in turn resulted in the overall decline in sales and profit attributable to owners of the Company for the Year. In addition, certain factors, such as the devaluation of the Renminbi and the slowing economic performance in Mainland China under the impact of the new government in the United States, were all inimical to tourist arrivals, consumer confidence and consumer purchasing power. Despite the challenging atmosphere, we are encouraged by the growth of our business in Mainland China, particularly our franchise business and e-business, which helped to partially offset the decline in sales activity in Hong Kong.

Notwithstanding the above adverse business conditions, we were able to limit the drop in our overall consolidated gross margin to just 0.7% from 45.5% to 44.8% during the Year due to our corporate policy on consistent monitoring of gross margins. Having gone through the last two years of market adjustment, rentals in Hong Kong and Macau have shown signs of decline though they have not entirely responded to the reality of the prevailing economic and retail conditions in those markets. We continue to review our tenancies as they expire and are striving to achieve a more reasonable market rental rate and a mix of shop locations by our store-to-store approach so as to make our retail businesses more sustainable going forward.

Being an innovative leader in the jewellery retail market, we conceived and launched the International Design Collection during the Year working with a leading American art jewellery designer Christine Keller to introduce the making of personalized fine jewellery by our customers in DIY workshops offered in several of our stores as the first chapter of collaboration with various jewellery designers around the world. The Group will keep on identifying various gifted talents in the industry with the aim of bringing more crossover collections and refreshing ideas in order to meet changing customers' needs.

### 集團業績

本集團本年度之綜合銷售營業額由去年港幣3,539百萬元下降3.6%至港幣3,411百萬元。本公司擁有人應佔盈利由去年港幣23.6百萬元輕微下降1.9%至港幣23.2百萬元。整體只錄得輕微跌幅乃源自本公司提前贖回可換股債券產生之一次性收益。本年度每股盈利為港幣11.0仙。

由於中國內地訪港旅客人數持續減少，加上環球及本地經濟以及政局持續不明朗等因素，於本年度為本集團的零售店帶來負面的消費意慾。因此，本集團於香港零售市場之業績按年錄得跌幅，引致本年度整體銷售及本公司擁有人應佔盈利下滑。此外，受美國新一屆政府的影響，人民幣貶值及中國內地經濟放緩等因素，均有損旅客到訪、消費者信心及消費者購買力。儘管充滿挑戰，但中國內地的業務增長卻令人鼓舞，尤其是加盟店及電子商貿業務，可抵消部分香港銷售業務的下跌。

儘管飽受上述之不利營商環境影響，但有賴持續監察其毛利率之企業策略，本集團於本年度的整體綜合毛利率僅由45.5%輕微下降0.7%至44.8%。經過過去兩年的市場調整，香港及澳門的租金儘管並未完全回應現時零售市場萎縮而相應調整，但開始有下調跡象。我們會繼續審視即將到期之租約，並力爭一個合理租金水平及透過「舖換舖」的方式維持具吸引力的銷售地點，從而令本集團零售業務得以持續發展。

身為珠寶零售業界的創新領導者，我們構思並推出International Design Collection，透過與一位美國著名手作飾品設計師Christine Keller合作，讓顧客於零售店內舉辦的DIY工作坊親身體驗製作個人化手作珠寶，為與世界各地的珠寶設計師合作揭開序幕。本集團將繼續物色業內具天賦的人才，旨在提供更多混合風格系列及創新意念，以配合顧客不斷轉變之需求。

## BUSINESS REVIEW

### Retailing Business

#### *Hong Kong and Macau*

A drop in the number of tourists visiting Hong Kong and Macau from Mainland China during the Year and the continuation of the austerity measures undertaken by the Mainland government in the last few years both led to an overall decrease in tourist and customers spending in Hong Kong. During the Year, the sales turnover of Hong Kong and Macau decreased by 24.6% overall and same store sales growth was minus 23.0%. On the positive side, due to this challenging market situation we have observed and experienced a fall in rental levels in both 2016 and 2017 which, strategically, we have seized upon to open two new stores (one in Whampoa Garden and the other in Times Square, Causeway Bay) during the Year. We will keep reviewing, adjusting and expanding our store portfolio in a cautiously opportunistic manner so as to better serve our customers. The total number of self-operated outlets in Hong Kong and Macau were 28 and 3 stores respectively at the end of the Year.

In addition to our store-to-store strategy, we will strengthen our product assortment to enhance the brand's affinity among consumers and differentiate ourselves from peers. The Group will continue to reinforce its market positioning by bringing more unique retail experience to the local markets in Hong Kong and Macau.

#### *Mainland China*

Similar to last financial year, our retail business in Mainland China continued to be the Group's growth engine achieving a pleasing performance during the Year with an overall growth of 4.7% and same store sales growth of 2.2%. This business accounted for 43.6% of the Group's turnover. Our focus on the development and expansion of the end-user market and our quality design and craftsmanship has proved correct and is reflected in the results for the Year. The Group will regularly review its store network and increase the store opening pace to better reach and serve our customers, particularly in the second and third tier cities, where we identify a potential demand of our jewellery products. The total number of self-operated outlets was 198 at the end of the Year.

### 業務回顧

#### 零售業務

##### *香港及澳門*

中國內地旅客於本年度到訪港澳之人次下滑及中央政府過去數年實施樸實簡儉措施等因素，導致整體旅客及顧客消費額下跌。於本年度，港澳銷售營業額整體下降24.6%及同店銷售增長為負23.0%。可幸，即使市場形勢仍具挑戰性，我們瞄準2016年及2017年的租金水平有所下滑，抓緊商機於本年度開設兩間新店舖（分別位於黃埔花園及銅鑼灣時代廣場）。我們將持續抱審慎而又把握機會的取態檢討、調整及擴展店舖網絡，務求向顧客提供更佳服務。年末，於香港及澳門自營店舖總數分別為28間及3間。

除了「舖換舖」的策略之外，我們將加強產品組合以增加品牌的吸引力，使之與同行區分。本集團亦將繼續加強其市場定位，為港澳兩地市場帶來更多獨特的零售體驗。

##### *中國內地*

如上一個財政年度，我們於中國內地的零售業務繼續成為本集團業務增長的火車頭，於本年度取得4.7%之整體增長，同店銷售增長則為2.2%，佔本集團整體營業額43.6%。以開發及擴大「自用市場」及優質設計和工藝的獨特市場定位為焦點，本年度理想的銷情已證明此定位之成功。本集團將定期檢討其店舖網絡，並計劃加快開店步伐，尤其於我們認為對我們珠寶產品有潛在需求的第二及三線城市，以更有效接觸及服務我們的顧客。年末，自營店舖之總數為198間。

# MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層之討論及分析 (續)

The growth of our franchised store business in Mainland China has been encouraging. During the Year, a net total of 49 new stores were opened under the Group's franchising model representing an increase of franchised stores from 83 to 132 which, when coupled with our 198 self-operated stores, meant the Group had 330 stores in total in Mainland China extending our footprint to 112 cities. With our focus on further penetrating into the Mainland China market, new stores were opened in the second and third tier cities across various provinces, among others, Anhui, Hainan, Heilongjiang, Henan, Hubei, Hunan, Liaoning, Shangdong and Shanxi Provinces to reinforce our market presence. Expertise, professional training and ongoing scrutiny by the Group's management will ensure that our franchisees maintain a consistent and high quality standard in their stores.

### Malaysia

Our retail business in Malaysia recorded a drop in sales of 10% during the Year, which was mainly due to an average devaluation of the Malaysian Ringgit of 5.2% during that time. As the Group remains positive about the jewellery retail business in this region, we opened one more retail outlet during the Year making a total of 4 stores by the end of the Year. We continue to explore the possibility of expanding further in appropriate locations but only if and when suitable opportunities present themselves.

### Wholesale Business

As previously mentioned, a net 49 new franchise stores were opened via the Group's franchising network during the Year bringing the total number of franchised stores to 132 as at 28 February 2017. The Group will continue to explore more opportunities to work with local business partners to facilitate a more robust growth of the Group's franchised store sales network. With this satisfactory pace of expansion, the Group is looking forward to increasing its franchise sales network in response to the market conditions in Mainland China.

### Other Business

The Group further extended its e-business platform and its performance was encouraging, reflected in a growth of 281% during the Year. The Group's three major e-business platforms achieved a very positive result on Singles' Day (that is, 11 November 2016) as sales surged by over 600% as compared with that in 2015. In addition to the existing platforms, namely, VIP.com, T-Mall and JD.com, the Group has further extended into Amazon.cn, Taobao and Jumei.com during the Year, and will continue to explore more suitable channels to complement its existing combination and the Group's brand.

我們於中國內地的加盟店業務增長令人鼓舞。於本年度，於本集團加盟模式下淨增加49間新加盟店，令加盟店數目由83間增至132間，連同我們旗下198間自營店舖，本集團在中國內地共設有330間店舖，覆蓋112個城市。為進一步集中拓展中國內地市場，新增開設之店舖橫跨第二及三線城市，其中包括位於安徽、海南、黑龍江、河南、湖北、湖南、遼寧、山東及山西等省份的城市以加強市場佔有率。本集團管理層提供專業知識、專業培訓及持續監管，確保加盟商於其店舖保持一貫及優質之標準。

### 馬來西亞

馬來西亞零售業務於本年度錄得10%之跌幅，主要是由於馬幣平均貶值5.2%所致。由於本集團對該地區的珠寶零售業務仍抱持積極態度，我們於本年度開設了一間新店舖，令店舖總數於年末增至四間。若有合適的機會，我們將物色合適的地區，繼續尋求進一步擴張的可能性。

### 批發業務

如前文所述，於本年度按本集團之加盟模式營運淨增加49間新加盟店。於2017年2月28日，加盟店之總數已增至132間。本集團將繼續發掘更多機會與地方業務夥伴合作，以推動本集團之加盟店銷售網絡快速增長。藉著令人滿意的擴張速度，本集團現正期望擴大其加盟銷售網絡以迎合中國內地的市場情況。

### 其他業務

本集團於本年度進一步擴大其電子商貿平台，其理想的表現已直接反映在281%之營業額增長上。本集團三大主要電子商貿平台於「雙十一」（即2016年11月11日）皆取得突出成績，較2015年於同日所得的營業額激增600%。除了包括「唯品會」、「天貓」及「京東商城」等現有平台，本集團於本年度進駐了「亞馬遜中國」、「淘寶」及「聚美優品」，並將繼續發掘更多合適渠道，務求與現有的電子商貿平台及本集團品牌相輔相成。

## Outlook

Notwithstanding the better economic performance in Mainland China as compared with that in Hong Kong, we will stay prudent in formulating our business strategies there particularly in light of the unrevealing impact deriving from the indecisive policies by the new government of the United States. To enable ourselves to combat such challenging environments, we have continued with implementing more cost control measures. Growth of other operating overheads including staff costs will also be critically reviewed and monitored. Our policy in respect of inventory will follow the said rationale that inventory portfolio will only be carefully expanded with replenishment being well controlled to reduce the inventory turnover days.

In addition to stringent monitoring of the costs and expenses, the Group will take the initiative to introduce creative elements in our retail outlets to attract a larger stream of customers. The latest is the launch of International Design Collection in which we have and will continue to set up some free-of-charge workshops for the customers where they can enjoy designing and producing their own unique jewellery products. Not only will this concept bring a refreshing change to our conventional jewellery products, its associated marketing campaign will also attract attention in the market. Should opportunities arise, the Group will work with other talents in the future to create more novel ideas in respect to its jewellery products.

The Group believes that the growing middle class in Mainland China still provides a solid base for market expansion going forward and that the unfavourable market environment currently being experienced in Hong Kong is cyclical and transient. Despite careful cost control being applied by the Group at the moment, it will continue to invest in and enhance its brand, inventory, store network and human resources to ensure that it can continue to deliver higher returns to our customers and shareholders in the future.

Driven by its fast expansion during the Year, the Group believes that the franchising model in Mainland China will be the growth engine of the Group's turnover, brand development and profitability. The Group will keep identifying appropriate franchisees for expanding our retail network commensurate with the Group's business needs, targeting to reach a portfolio with a ratio of 7:3 for franchised stores to self-operated stores.

## 前景

儘管中國內地的經濟表現較香港為佳，但鑒於美國新政府遲疑不決的政策帶來莫大不確定性，我們會謹慎地制定業務策略。為了克服此富挑戰性的環境，我們繼續採取審慎的成本控制措施。我們並同時密切審視及監控包括員工成本在內的其他營運開支的增長。而我們的存貨政策將遵循上述措施，在謹慎擴展存貨組合之時，亦要有效監控存貨之補充，以達至縮減存貨周轉日數之目標。

除了嚴格控制成本及支出外，本集團將在零售店引入創意元素以吸引更多顧客。打頭陣的是International Design Collection，我們經已及將繼續為顧客舉辦免費的工作坊，讓其體驗設計及製作獨特的手作飾品。這個概念不僅能為我們的傳統珠寶產品帶來革新，其相關的活動更可引起市場注意。若有機會，本集團將與更多有才華的設計師合作，為珠寶產品帶來更多嶄新的概念。

本集團相信，展望將來，中國內地日益擴大的中產階層仍會為市場增長提供穩固根基，而目前經歷的僅屬週期性和短暫的市況不景。儘管本集團現時實施審慎的成本控制措施，但亦將繼續投資及提升其品牌、存貨、店舖網絡及人力資源，確保日後能夠繼續為客戶及股東帶來更高回報。

有賴本年度中國內地之加盟店業務迅速發展之表現帶動，本集團相信於中國內地之加盟店業務將繼續成為本集團營業額、品牌發展及盈利能力增長之火車頭。本集團將繼續覓選合適之加盟商，以配合本集團業務需求擴展零售店舖網絡，務求令加盟店與自營店達至7:3的比例。

# MANAGEMENT'S DISCUSSION AND ANALYSIS (CONTINUED)

## 管理層之討論及分析 (續)

### FINANCIAL STRUCTURE

Capital expenditure, comprising mainly store renovation and expansion, furniture & fixtures and machinery, incurred during the Year amounted to approximately HK\$63 million (2016: HK\$59 million), which was mainly financed by borrowings and funds generated from internal resources.

As at 28 February 2017, the Group's interest-bearing liabilities decreased to HK\$1,023 million from HK\$1,060 million as at 29 February 2016. Net borrowings (total interest-bearing liabilities less cash and cash equivalents and time deposits) decreased from HK\$604 million to HK\$532 million.

Internally generated funding and borrowings have mainly been applied during the Year to finance the enhancement of the Group's inventory, the opening of new stores and capital expenditure.

The net gearing ratio (the ratio of total interest-bearing liabilities (less cash, cash equivalents and time deposits) to total equity) decreased from 59% to 55% during the Year and is at a healthy level. All borrowings of the Group are denominated in Hong Kong dollars or RMB. Interest on bank borrowings is calculated on either the inter-bank interest rate or the prime rate or the benchmark interest rate.

As at 28 February 2017, the Group had time deposits, cash and bank balances, and undrawn borrowing facilities of approximately HK\$490 million and HK\$112 million respectively which, in the opinion of the directors of the Company, should be sufficient to meet the Group's present working capital requirements.

### Early Redemption of Convertible Bonds

On 29 November 2016, the Company and CDH King Limited (the "Subscriber") entered into a settlement agreement (the "Settlement Agreement"), pursuant to which the Company redeemed all of the Company's convertible bonds (the "Convertible Bonds") early on 29 November 2016 (the "Early Redemption Date") in the aggregate principal amount of HK\$250,000,000 together with all interest accrued and outstanding up to the Early Redemption Date and a redemption premium (the "Redemption Amount"). Details of the said early redemption can be found in note 26 to the consolidated financial statements.

In accordance with the terms of the Settlement Agreement, all obligations of the Company under the Convertible Bonds were deemed to have been fulfilled, satisfied and discharged in full upon payment of the Redemption Amount. After completion of the said early redemption, there is no outstanding Convertible Bond in issue.

### 財務結構

於本年度，資本開支合共約港幣63百萬元(2016年：港幣59百萬元)，主要用於店舖翻新及擴充、傢具、裝置及機器。該等資本開支主要來自借貸撥資及內部資源產生的資金。

於2017年2月28日，本集團之計息負債由2016年2月29日之港幣1,060百萬元減至港幣1,023百萬元。淨借貸(總計息負債減現金及現金等價物及定期存款)由港幣604百萬元減至港幣532百萬元。

本年度透過內部資源及借貸取得之資金，大部份用作投放於提升本集團貨品質素、新店開設及資本開支等方面。

本年度淨負債比率(即計息負債總額(減現金、現金等價物及定期存款)與權益總額之比率)由去年59%減至55%，屬穩健水平。本集團全部借貸以港幣或人民幣為單位。銀行借貸之利息按銀行同業拆息或最優惠利率或基準利率計算。

於2017年2月28日，本集團之定期存款、現金及銀行結餘以及未動用融資分別約為港幣490百萬元及港幣112百萬元，董事認為足以應付本集團目前營運資金需求。

### 提早贖回可換股債券

於2016年11月29日，本公司與CDH King Limited(「認購人」)訂立清償協議(「清償協議」)。據此，本公司提早於2016年11月29日(「提早贖回日」)，以總本金額250百萬港元，連同截至提早贖回日之餘額利息以及贖回費用(「贖回金額」)，贖回所有可換股債券(「可換股債券」)。關於此提早贖回詳情載列於綜合財務報表附註26。

根據清償協議之條款，本公司在可換股債券下之所有債務，於支付贖回金額後被視為悉數結清、償還及履行。於上述提早贖回後，概無任何未償還之可換股債券。

### Exchange Rates

During the year, the transactions of the Group were mainly denominated in local currencies and United States dollars. The impact of any fluctuation of the exchange rate of these currencies to the Group is minimal.

### Charge on Group Assets and Contingent Liabilities

Save as disclosed in note 33 to the consolidated financial statements, the Group did not have any material contingent liabilities which have not been provided for in the financial statements as at 28 February 2017 (2016: Nil).

## HUMAN RESOURCES

As at 28 February 2017, the total number of employees of the Group was approximately 3,280 (2016: 3,420). The change was mainly due to normal staff turnover, minor headcount adjustment of sales team in Hong Kong and delayed recruitment in light of the uncertain business environment. There were no major changes in human resource policies.

Employees are rewarded on a performance basis with reference to market rates. Other employee benefits include medical cover and subsidies for job-related continuing education. Retail frontline staff are provided with formal on-the-job training by internal senior staff and external professional trainers. There are discussions and in-house seminars for experience sharing.

### 匯率

年內，本集團主要以當地貨幣及美元為交易單位。此等貨幣之匯率波動對本集團影響輕微。

### 集團資產抵押及或有負債

除綜合財務報表附註33所披露外，於2017年2月28日，本集團並無任何重大或有負債未於財務報表中撥備(2016年：無)。

### 人力資源

於2017年2月28日，本集團共聘用約3,280名僱員(2016：3,420名)。人手變動主要由於正常員工流動、香港銷售團隊員工數目微調及因營商環境不明朗而延遲招聘所致。人力資源政策並無重大變動。

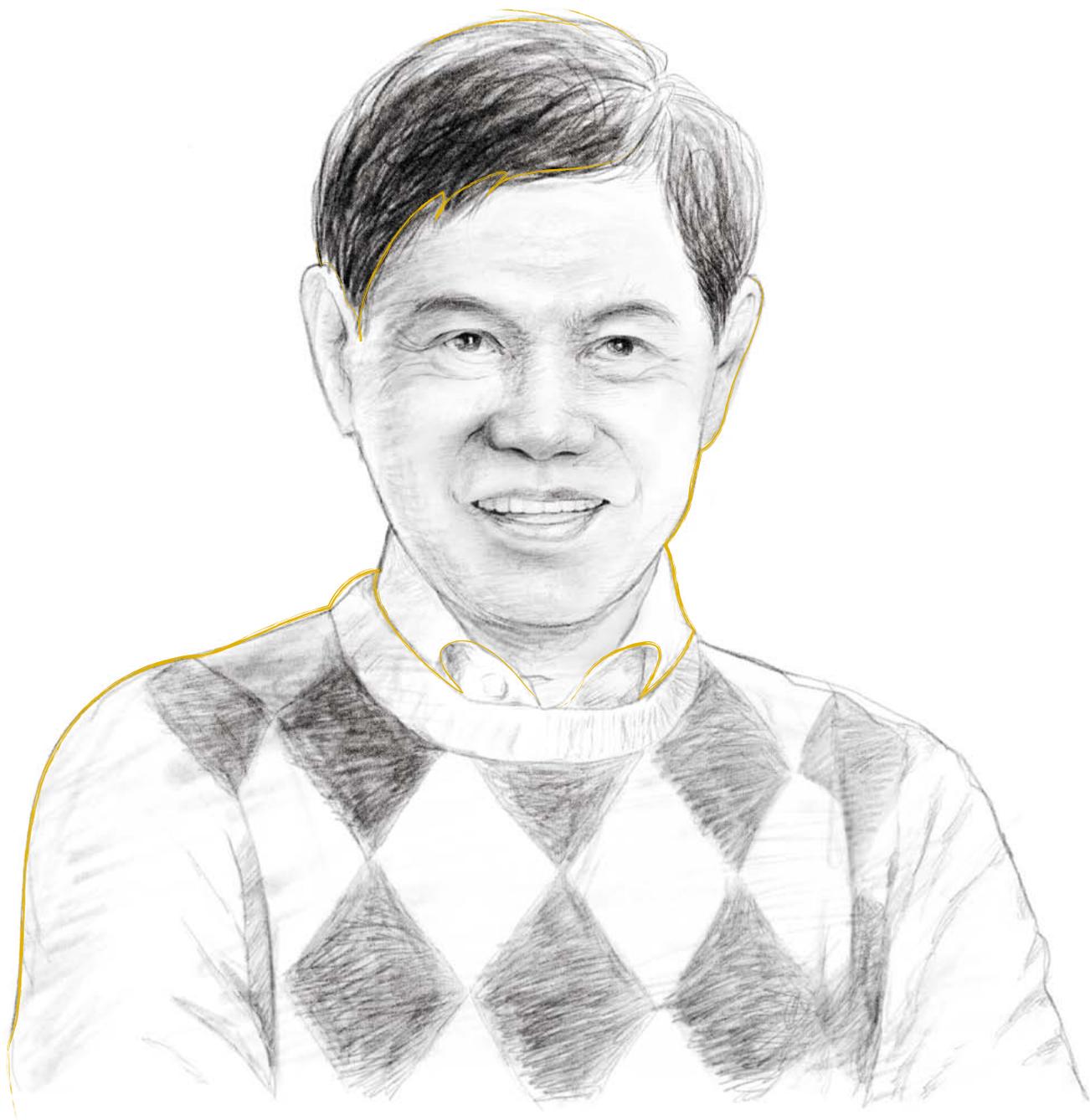
僱員待遇按工作表現及參考市場水平釐定。其他僱員福利包括醫療保險及工作相關持續進修津貼。內部高級職員及外聘專業導師會向前線零售員工提供正統在職培訓。公司內部亦舉辦經驗分享會議及研討會。

THE FOUNDER  
創辦人

TSE  
SUI LUEN  
謝瑞麟

**Tse Sui Luen**, aged 80, the Group's Founder. Mr. Tse provides general advisory & strategic advice to the Group. He was the Chairman of the Group from 1987 to 2000 and re-joined the Group in September 2011. He is a veteran jewellery expert having over 50 years of experience in jewellery industry. He has a wide range of experience in gem setting, quality control, administration, operations, management and marketing. He also has very good personal networks with the peers and suppliers, which facilitate the Group's business development. Mr. Tse is a member of the Political Consultative Committee of Huadu District, Guangzhou in the People's Republic of China. He is the father of Mr. Tse Tat Fung, Tommy, the Deputy Chief Executive Officer and the controlling shareholder of the Group, and the father-in-law of Ms. Yau On Yee, Annie, the Chairman and Chief Executive Officer of the Group.

**謝瑞麟**，現年80歲，為本集團的創辦人。謝先生為本集團提供一般顧問及策略性建議。彼曾於1987年至2000年間出任集團主席一職及於2011年9月重返本集團。彼於珠寶業界擁有逾50年經驗，是一位資深的珠寶專家。彼對珠寶鑲嵌、品質監控、行政、營運、管理及市務具廣泛資歷，與同業及供應商擁有良好關係及網絡，協助本集團業務拓展。謝先生現為中華人民共和國政治協商會議廣州市花都區委員會委員。彼為本集團副行政總裁及控股股東謝達峰先生之父親，亦為本集團主席及行政總裁邱安儀女士之家翁。



# DIRECTORS PROFILE

## 董事簡介



**YAU** ON YEE,  
*Annie* 邱安儀

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Chairman, Chief Executive Officer and  
Executive Director  
主席、行政總裁及執行董事



**NG** YI KUM,  
*Estella* 伍綺琴

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Deputy Chairman, Chief Strategy Officer &  
Chief Financial Officer, Company Secretary  
and Executive Director  
副主席、首席策略暨財務官、  
公司秘書及執行董事



**HUANG** STEVE,  
*Erwin* 黃岳永

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Deputy Chairman and Non-Executive Director  
副主席及非執行董事



**CHUI** CHI YUN,  
*Robert* 崔志仁

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Independent Non-Executive Director  
獨立非執行董事



**CHAN** YUE KWONG,  
*Michael* 陳裕光

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Independent Non-Executive Director  
獨立非執行董事



**CHOW** CHEE WAI,  
*Christopher* 周治偉

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Independent Non-Executive Director  
獨立非執行董事

# CHAIRMAN & CHIEF EXECUTIVE OFFICER

## 主席及行政總裁

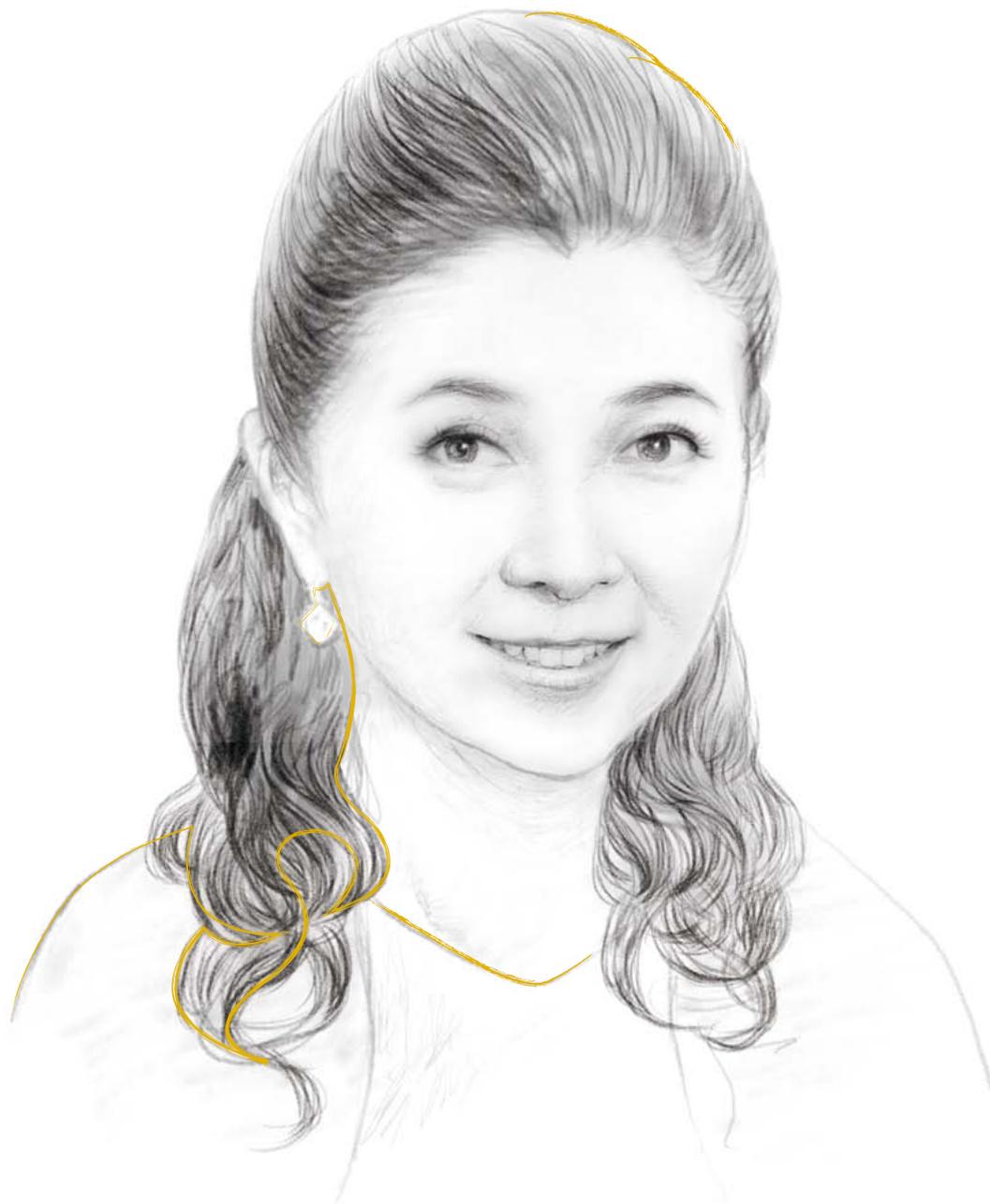
# YAU ON YEE ANNIE 邱安儀

**Yau On Yee, Annie**, aged 46, is the Chairman, the Chief Executive Officer, the chairman of the Executive Committee and a member of both the Remuneration Committee and the Nomination Committee of the Company. She joined the Group in 2002, and became an Executive Director of the Company in 2006. She is also a director of all subsidiaries of the Company. In the early years at the Company, she pioneered the Group's Jewellery ERP discipline and modernised the Company's management through business process re-engineering. Prior to joining the Group, she worked for multi-national companies such as Motorola Semiconductors and IBM. She has over 24 years of management experience in the USA and Hong Kong. She is a director of each of Partner Logistics Limited and Blink Technology Limited which have discloseable interests in the Company under provisions of the Securities and Futures Ordinance. She graduated from Boston University, USA and holds a Bachelor of Science degree in Computer Engineering. Ms. Yau is the spouse of Mr. Tse Tat Fung, Tommy, the Deputy Chief Executive Officer and the controlling shareholder of the Group, and the daughter-in-law of Mr. Tse Sui Luen, the Founder of the Group.

Ms. Yau is a member of each of Jewellery Industry Training Advisory Committee and Hong Kong Retail Management Association Executive Committee. She is also an elected member of Quality Tourism Services Association Governing Council (Retailer Category).

**邱安儀**，現年46歲，本公司之主席、行政總裁、執行委員會主席、薪酬委員會及提名委員會成員。彼於2002年加入本集團並於2006年成為本公司執行董事。彼亦為本公司所有附屬公司之董事。彼於公司初期數年致力開拓本集團珠寶企業資源規劃及透過業務流程再造使本公司之管理現代化。加入本集團前，曾於萬力半導體公司及國際商業機器等跨國企業工作。彼在美國及香港之管理經驗超逾24年。彼為Partner Logistics Limited及Blink Technology Limited之董事，該公司持有本公司根據證券及期貨條例須予披露之股份權益。彼畢業於美國波士頓大學，持有理學士學位，主修電腦工程。邱女士為本集團副行政總裁及控股股東謝達峰先生之配偶及本集團創辦人謝瑞麟先生之媳婦。

邱女士分別是珠寶業行業培訓諮詢委員會及香港零售管理協會執委會成員。彼亦是優質旅遊服務協會執行委員會（零售界別）選任委員。



# DIRECTORS PROFILE (CONTINUED)

## 董事簡介 (續)

### EXECUTIVE DIRECTOR

**Ng Yi Kum, Estella**, aged 59, is an Executive Director, the Deputy Chairman, the Chief Strategy Officer & Chief Financial Officer, the Company Secretary and a member of both the Remuneration Committee and the Executive Committee of the Company. She joined the Group in 2015 and is responsible for Group Finance and other administrative functions as well as defining corporate strategies of the Group. She is also a director of certain subsidiaries of the Company.

From January 2008 to April 2014, Ms. Ng was the Chief Financial Officer of Country Garden Holdings Company Limited (Stock Code: 2007), a company whose shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). From September 2005 to November 2007, she was an executive director of Hang Lung Properties Limited (“Hang Lung”) (Stock Code: 101), a company whose shares are listed on the Stock Exchange. Prior to her joining in Hang Lung in 2003, she was employed by the Stock Exchange in a number of senior positions, most recently as Senior Vice President of the Listing Division. Prior to that, she gained valuable auditing experience with Deloitte Touche Tohmatsu. Ms. Ng is a qualified accountant and holds a Master of Business Administration degree from the Hong Kong University of Science and Technology. She is an associate of The Institute of Chartered Accountants in England and Wales, The Institute of Chartered Secretaries and Administrators, a fellow of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. She has also contributed her time to various public service appointments, including being a co-opted member of the audit committee of the Hospital Authority until November 2013.

Ms. Ng is an independent non-executive director of China Power New Energy Development Company Limited (Stock Code: 735) and Tianjin Development Holdings Limited (Stock Code: 882), both companies whose shares are listed on the Stock Exchange, and an independent director of DS Healthcare Group, Inc., a company the shares of which are listed on the Nasdaq Capital Market in the United States and it was delisted on 23 December 2016. She served as an independent non-executive director of China Mobile Games and Entertainment Group Limited, a company whose shares are listed by way of American Depositary Shares on the Nasdaq Global Market in the United States, until 10 August 2015. Ms. Ng also served as an independent non-executive director of Hong Kong Resources Holdings Company Limited (Stock Code: 2882) until 31 July 2015, a company whose shares are listed on the Stock Exchange.

### 執行董事

**伍綺琴**，現年59歲，本公司之執行董事、副主席、首席策略暨財務官、公司秘書、薪酬委員會及執行委員會成員。彼於2015年加入本集團並負責本集團財務、行政及企業策略籌劃事宜。彼亦為本公司部份附屬公司之董事。

於2008年1月至2014年4月，伍女士乃碧桂園控股有限公司(股份代號：2007)之首席財務官，該公司之股份於香港聯合交易所有限公司(「聯交所」)上市。於2005年9月至2007年11月，彼乃恒隆地產有限公司(「恒隆」)(股份代號：101)之執行董事，該公司之股份於聯交所上市。彼於2003年加入恒隆以前，曾擔任聯交所多個高級職位，離職時為上市科高級總監。在此之前，彼曾任職德勤會計師事務所，在審計方面取得寶貴經驗。伍女士為合資格會計師，並持有香港科技大學工商管理碩士學位。彼為英格蘭及威爾斯特許會計師公會會員、特許秘書及行政人員公會會員、英國特許公認會計師公會資深會員、香港會計師公會資深會員，以及美國會計師協會會員。彼亦投身多項公共服務，包括擔任醫院管理局審核委員會增選委員至2013年11月。

伍女士現為中國電力新能源發展有限公司(股份代號：735)及天津發展控股有限公司(股份代號：882)之獨立非執行董事，兩間公司之股份均於聯交所上市，及DS Healthcare Group, Inc.之獨立董事，一間股份於美國納斯達克資本市場上市之公司，而此公司股份於2016年12月23日除牌。彼曾出任中國手遊娛樂集團有限公司之獨立非執行董事至2015年8月10日，一間股份以美國預託股份方式在美國納斯達克環球市場上市之公司。伍女士亦曾出任香港資源控股有限公司(股份代號：2882)之獨立非執行董事至2015年7月31日，該公司之股份於聯交所上市。

## NON-EXECUTIVE DIRECTOR

**Erwin Steve Huang**, aged 51, is a Non-executive Director and the Deputy Chairman of the Company. He was the Chief Executive Officer of the Company for the period from 24 April 2008 to 28 February 2010. Prior to joining the Group in March 2005, he was a seasoned entrepreneur in different industries, including publishing, education, telecom and information technology. Mr. Huang has built and developed multiple companies in London, San Francisco, Tokyo and Hong Kong in the past years. He holds double degrees in Science in Business Administration and Business Administration and Management from Boston University, USA.

Mr. Huang is a non-executive director of Sky Light Holdings Limited (stock code: 3882), a company whose shares are listed on the Stock Exchange.

Mr. Huang is actively engaged in social entrepreneurship with a view to bridging social needs through innovation and information technology. He is currently Associate Professor of Engineering Practice of the Department of Electronic & Computer Engineering, and Adjunct Professor of the Department of Information Systems, Business Statistics and Operations Management, Senior Advisor (Entrepreneurship) of The Hong Kong University of Science and Technology. He is currently the President of Hong Kong Information Technology Federation, one of the largest and most respected information communication technology associations in Hong Kong; the Deputy Chairman of Junior Achievement Hong Kong, dedicated to inspiring and preparing young leaders to succeed in the global economy through entrepreneurship; the Evangelist of WebOrganic, a social enterprise under The Hong Kong Council of Social Service designed to help deprived students participate in digital computing developments and e-learning. Mr. Huang is one of the Founding Members and currently serves as Vice-Chairman of the Senior Citizen Home Safety Association, a UN award winning non-governmental organization in Asia, which provides personal emergency link services for the elderly through the use of technology, people-oriented services, and innovative methods. Mr. Huang also chairs the eLearning Consortium, which has been instrumental in driving Hong Kong's e-learning initiatives in education reform. In 2011 and 2016, he was elected as an Election Committee Member (Information Technology) for the Legislative Council and Chief Executive of HKSAR.

## 非執行董事

**黃岳永**，現年51歲，本公司非執行董事及副主席。彼於2008年4月24日至2010年2月28日期間出任本集團行政總裁。於2005年3月加入本集團之前，他是資深的企業家，曾服務出版業、教育、通訊科技及資訊科技界。黃先生過往專注於建立發展各地的公司，包括倫敦、三藩市、東京及香港。彼畢業於美國波士頓大學，持有工商管理；商業行政及管理理學士雙學位。

黃先生為天彩控股有限公司(股份代號：3882)之非執行董事，該公司之股份於聯交所上市。

黃先生積極參與社會企業，透過創意思維及資訊科技以連繫社會中之弱勢社群。彼現為香港科技大學電子及計算機工程學系工程實踐副教授及資訊、商業統計及營運管理學系客席教授及高級顧問(創業)。彼現亦擔任香港最具規模及被尊崇的訊息通信科技商會之一的「香港資訊科技商會」之主席。同時也是「國際成就計劃香港部」之副主席，該計劃致力於透過策略企劃訓練啟發和培育年輕領袖於全球經濟中取得成功。彼亦為「香港社會服務聯會」轄下一間社會企業「有機上網」之代言人，協助貧困學生體會數碼電腦發展技術及網上學習科技。黃先生為「長者安居協會」創會會員及現任副主席，該會是一個亞洲的非政府組織，曾於聯合國獲獎，透過資訊科技、以人為本服務及創新方法為長者提供平安鐘服務。黃先生亦為「電子學習聯盟」之主席，於香港推行網上自助學習的教育改革。於2011及2016年，彼被選為香港特別行政區立法會及行政長官之選舉委員會成員(資訊科技界)。

## DIRECTORS PROFILE (CONTINUED)

### 董事簡介 (續)

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Chui Chi Yun, Robert**, aged 60, is an Independent Non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee of the Company, who joined the Group in 1999.

Mr. Chui is a practising Certified Public Accountant in Hong Kong. He holds a Bachelor's degree in Commerce (Major in Accounting) and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chui is an independent non-executive director of each of National Arts Entertainment and Culture Group Limited (Stock Code: 8228), PPS International (Holdings) Limited (Stock Code: 8201) and Wing Lee Property Investments Limited (Stock Code: 864), all of which are listed on the Stock Exchange. He served as an independent non-executive director of Aurum Pacific (China) Group Limited (Stock Code: 8148) and a non-executive director of Addchance Holdings Limited (Stock Code: 3344), both companies whose shares are listed on the Stock Exchange, until 2 March 2016 and until 23 May 2017 respectively. He served as the Commissioner of the Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council, until 30 November 2016. He is also a director of a number of private companies and associations.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Chan Yue Kwong, Michael**, aged 65, is an Independent Non-executive Director, the chairman of the Nomination Committee and a member of both the Audit Committee and the Remuneration Committee of the Company, who joined the Group in 2010.

Mr. Chan was the former chairman and is currently a non-executive director of Café de Coral Holdings Limited (Stock Code: 341) and is a non-executive director of Tao Heung Holdings Limited (Stock Code: 573) and an independent non-executive director of each of Pacific Textiles Holdings Limited (Stock Code: 1382), Starlite Holdings Limited (Stock Code: 403), Modern Dental Group Limited (Stock Code: 3600) and Human Health Holdings Limited (Stock Code: 1419), all shares of which are listed on the Stock Exchange. He served as an independent non-executive director of Kingboard Laminates Holdings Limited (Stock Code: 1888), a company whose shares are listed on the Stock Exchange, until 31 July 2015. Mr. Chan has worked as a professional town

#### 獨立非執行董事

**崔志仁**，現年60歲，於1999年加入本集團，現為本公司獨立非執行董事、審核委員會主席及薪酬委員會成員。

崔先生為香港執業會計師。彼持有商學士(主修會計)學位，亦為香港會計師公會及英國特許公認會計師公會之資深會員。崔先生為國藝娛樂文化集團有限公司(股份代號：8228)、寶聯控股有限公司(股份代號：8201)及永利地產發展有限公司(股份代號：864)之獨立非執行董事，而該等公司均於聯交所上市。彼曾出任奧栢中國集團有限公司(股份代號：8148)之獨立非執行董事至2016年3月2日及互益集團有限公司(股份代號：3344)之非執行董事至2017年5月23日，該等公司之股份均於聯交所上市。彼曾出任香港交通安全會之代表及道路安全議會之道路安全宣傳運動委員會之成員至2016年11月30日。彼亦為多間私人公司及協會的董事。

#### 獨立非執行董事

**陳裕光**，現年65歲，於2010年加入本集團，現為本公司獨立非執行董事、提名委員會主席、審核委員會及薪酬委員會成員。

陳先生為大家樂集團有限公司(股份代號：341)之前任主席及現任非執行董事及稻香控股有限公司(股份代號：573)之非執行董事，同時分別為互太紡織控股有限公司(股份代號：1382)、星光集團有限公司(股份代號：403)、現代牙科集團有限公司(股份代號：3600)及盈健醫療集團有限公司(股份代號：1419)之獨立非執行董事，該等公司之股份均於聯交所上市。彼曾為建滔積層板控股有限公司(股份代號：1888)之獨立非執行董事至2015年7月31日，該公司之股份於聯交所上市。陳先生曾於

planner with government bodies in Hong Kong and Canada. He holds a double major degree in Sociology and Political Science, a Master degree in City Planning from the University of Manitoba, Canada, an Honorary Doctorate degree in Business Administration, as well as being bestowed the Honorary Fellow from Lingnan University. He has been a member of the Political Consultative Committee of Nanshan District, Shenzhen in the People's Republic of China, until February 2017. Mr. Chan has many years of professional experience in the public sector and over 30 years of management experience in the food and catering industry. Mr. Chan has been a Governor of the Canadian Chamber of Commerce in Hong Kong and a member of the Task Force on Promotion of Vocational Education until 2015. He has also served as the General Committee Member of the Employers' Federation of Hong Kong until 31 March 2016. He is the Adviser of the Quality Tourism Services Association, the Honorary Chairman of the Hong Kong Institute of Marketing, and the Chairman of the Business Enterprise Management Centre of the Hong Kong Management Association. In the public sector, Mr. Chan is appointed by the Government of the HKSAR as member of the Business Facilitation Advisory Committee.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Chow Chee Wai, Christopher**, aged 50, is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company, who joined the Group in 2013.

Mr. Chow is the Founding Partner of TCC Capital, an advisory and private equity fund management company. He holds a Diploma of Investment and Finance from The Securities Institute of Australia, a Bachelor of Economics degree from The University of Sydney and is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Chow has over 20 years' experience in auditing and merger and acquisition advisory. Prior to founding TCC Capital, he worked for two of the "Big Four" international accounting firms in Sydney, Hong Kong and Beijing and was the Partner in charge of the mergers and acquisitions practice. He possesses in-depth understanding of financial and capital markets and has built up substantial experience in advising multinational companies, state owned enterprises and private companies in Hong Kong and Mainland China on a number of direct investments, and mergers and acquisitions transactions.

香港及加拿大政府機構任職專業城市規劃師。陳先生持有加拿大曼尼托巴大學社會及政治學學位及該大學城市規劃碩士學位，更獲頒授工商管理榮譽博士學位及榮膺香港嶺南大學之榮譽院士殊榮。他曾出任中華人民共和國政治協商會議深圳市南山區委員會委員至2017年2月。陳先生擔任公職多年，獲得廣泛專業經驗，並從事餐飲企業管理及領導工作，迄今超過30年。陳先生曾為香港加拿大商會 Governor 及推廣職業教育專責小組委員至2015年。彼亦曾為香港僱主聯合會理事會成員至2016年3月31日。彼現為優質旅遊服務協會顧問、香港市務學會榮譽主席及香港管理專業協會企業管理發展中心主席。於公職方面，陳先生獲香港特別行政區政府委任為方便營商諮詢委員會之委員。

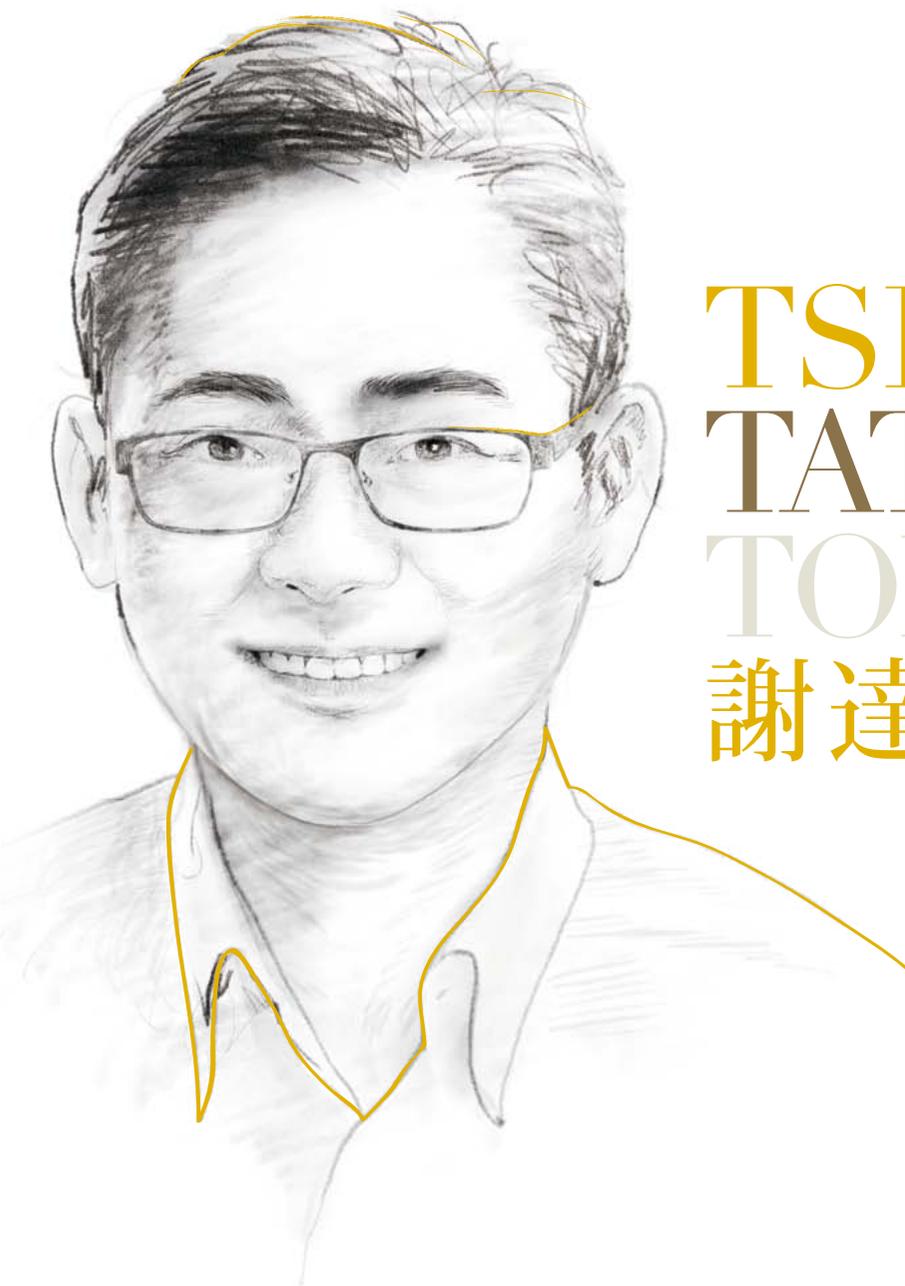
#### 獨立非執行董事

**周治偉**，現年50歲，於2013年加入本集團，現為本公司獨立非執行董事、薪酬委員會主席、審核委員會及提名委員會成員。

周先生為諮詢和私募股權基金管理公司TCC Capital的創辦合夥人。彼持有澳洲證管會(The Securities Institute of Australia)的投資及財務文憑、悉尼大學經濟學學士學位及為香港會計師公會會員。周先生在審計及購併諮詢方面擁有逾20年經驗。在創立TCC Capital之前，彼曾任職於兩間國際四大會計師事務所，獲派駐悉尼、香港和北京等地，並為主管收購合併的合夥人。他對金融和資本市場有深刻的認識，見解獨到，而且經驗豐富，曾為香港及中國內地的跨國公司、國企和民營企業擔任財務顧問，提供有關直接投資和併購交易等方面的專業意見。

# SENIOR MANAGEMENT PROFILE

高級管理人員簡介



TSE  
TAT FUNG  
TOMMY  
謝達峰

#### DEPUTY CHIEF EXECUTIVE OFFICER

**Tse Tat Fung, Tommy**, aged 49, is the Group's Deputy Chief Executive Officer. He is responsible for the Group's sales and operations in all markets plus the Group's creative directions and supply chain management. Mr. Tse joined the Group after returning from the USA in 1994. He was the Chairman of the Group from 2000 to 2008 and was, during that time, responsible for the Group's overall strategy and business development. During his absence, his life had been enriched through touching the hearts and souls of the inmates. He re-joined the Group in September 2011. Mr. Tse graduated from Boston University and holds a Bachelor of Science (Business Administration) degree, Bachelor of Science (Mathematics) degree, and Master of Arts (Mathematics) degree. He is a director of Partner Logistics Limited and Blink Technology Limited which have discloseable interests in the Company under provisions of the Securities and Futures Ordinance. He is the son of Mr. Tse Sui Luen, the Founder of the Group, the spouse of Ms. Yau On Yee, Annie, the Chairman and Chief Executive Officer of the Group, and is the controlling shareholder of the Group.

#### 副行政總裁

**謝達峰**，現年49歲，本集團之副行政總裁。彼負責本集團整體銷售及營運，以及創意指導和採購供應管理。謝先生於1994年自美國回港後加入本集團，曾於2000年至2008年間出任集團主席一職，在任期間主要負責本集團之整體策略及業務發展。在他離任期間，彼透過觸動在囚人士的心靈豐盛了人生。彼在2011年9月重返本集團。謝先生畢業於美國波士頓大學，持有科學學士（工商管理）學位、科學學士（數學）學位以及文學碩士（數學）學位。根據證券及期貨條例，Partner Logistics Limited及Blink Technology Limited持有本公司之須予披露之股份權益，而彼為該等公司之董事。彼為本集團創辦人謝瑞麟先生的兒子，亦為本集團主席及行政總裁邱安儀女士之配偶，並為本集團的控股股東。

# A THEME SONG

Composed by renowned musician from Hong Kong, Mr. Johnny Yim, and written by Ms. Nana Kan, a theme song was created to express the admiration for Mr. Tse Sui Luen and to congratulate the Company's 30th anniversary of listing. Mr. Alan Tam, a Hong Kong super star with the nickname "the Headmaster of the Hong Kong Pop Music Industry", was invited to record the song, spreading the story of TSL and passing on the spirit of Hong Kong.

為表達對謝瑞麟先生的敬意及祝賀本公司上市三十週年，本地著名音樂人嚴勵行先生 (Johnny Yim) 及填詞人簡嘉明小姐特別為晚宴創作主題曲《不朽傳奇》，更邀得素有「樂壇校長」之譽的譚詠麟先生親自灌錄，傳揚「謝瑞麟」的品牌故事，延續香港不朽傳奇的精神。

## 不朽傳奇

作曲：Johnny Yim 填詞：簡嘉明  
編曲：Johnny Yim 監製：Johnny Yim MV灌錄：譚詠麟

### 鑽飾金飾

融會著記憶 愛的心跡  
憑毅力決心加拼勁  
追憶行程 跨過狹谷荊棘  
創新出色 時尚是佔先革新開關  
時代幻變 競爭中致勝  
光輝傳承 挑戰各番衝擊

世間多麼希冀 成功的筆記  
別怕艱辛波折 堅信創傳奇  
跌低必須爭氣 贏人生的福氣  
華貴金光璀璨 心意盼望常念記

縱多風霜 從未為困憂痛哭心傷  
如伴著最初的志向  
天色無常 不再畏縮慌張  
置身高峰 能獨步隻身接觸青空  
明白習慣 放開就能容  
千秋無窮 欣慰寄於心中

# AWARDS AND ACCOLADES

## 獎項與認可

### DESIGN AWARD

#### 設計類獎項

#### The 18<sup>th</sup> Hong Kong Jewellery Design Competition

Merit Award of Open Group

Section: Ring

Title of Design: Capriccio

#### 第十八屆香港珠寶設計比賽

公開組優異獎

組別：戒指

作品名稱：隨想曲

### SERVICE AWARDS

#### 服務獎項

#### HKRMA Mystery Shopper Program (Jan — Mar 2016)

2016 Service Retailers of the Year — Gold Award

#### 2016 神秘顧客計劃 (2016 年一月至三月)

2016 年最佳服務零售大獎 — 金獎

#### 2016 Service & Courtesy Award

Service Category Leader — Gold Award

Junior Frontline Level — Individual Award Winner

#### 2016 傑出服務獎

組別服務領袖 — 金獎

個人獎項得獎 — 基層級別

#### Total Service Assurance Regime

Quality Service Scheme Top Award 2016

#### 全面優質服務計劃

優質顧客服務大獎2016

#### Tiptop Service Award Open 2015-16

Champion and First Runner-up

#### 2015-16 天高服務公開賽

金獎及銀獎

### MARKETING AWARD

#### 事務獎項

#### HKIM Market Leadership Award 2016

Market Leadership in Jewellery & Watch

#### 香港事務學會 Market Leadership Award 2016

Market Leadership in Jewellery & Watch

### OTHER AWARD

#### 其他獎項

#### Legacy Award 2016

Female Leader Legacy Award

#### 傳承大獎 2016

女當家傳承大獎



## ANNUAL REPORT AWARDS

### 年報獎項

#### International ARC Awards 2016

**Bronze** - Printing & Production: Retail: Jewellery

**Honours** - Cover Photo/Design: Retail: Jewellery

**Honours** - Interior Design: Retail: Jewellery

#### Galaxy Awards 2016:

**Bronze** - Design: Corporate Publications - Company/Employee

**Bronze** - Design: Retail

#### LACP 2015 Vision Awards Annual Report Competition

**Bronze** - Print-Based Annual Reports: Consumer - Durables

**Regional Top 80 Rank:** 64 (Asia-Pacific Region)

**Country - Based Honours:** Top 50 Chinese Reports

#### The International Annual Report Design Awards

**Silver** - Print / Non-traditional Format - Luxury Product - Integrated Presentation

**Bronze** - Luxury Product - Design Concept/Cover Design

**Bronze** - Luxury Product - Design Execution/Interior Design

**Bronze** - Luxury Product - Design Execution/Photography

#### Mercury Awards 2016:

**Bronze** - Cover Design: People/Products

#### Astrid Awards 2016:

**Bronze** - Photography: Annual Report - Interior

**Honours** - Photography: People/Products

#### 2016 年 International ARC Awards

**銅獎** 印刷和製作：零售：珠寶

**優異獎** 封面相片/設計：零售：珠寶

**優異獎** 內頁設計：零售：珠寶

#### 2016 年 Galaxy Awards:

**銅獎** 設計：企業印刷品 - 公司/員工

**銅獎** 設計：零售

#### 2015 年 LACP 2015 Vision Awards 年報競賽

**銅獎**：紙制年報 - 消費品 - 耐用類

**區域 80 強**：排名 64 (亞太地區)

**國家排名**：中文年報 50 強

#### The International Annual Report Design Awards

**銀獎** 印製/非傳統格式 - 奢侈品 - 整體外觀

**銅獎** 奢侈品 - 設計理念/封面設計

**銅獎** 奢侈品 - 設計執行/內頁設計

**銅獎** 奢侈品 - 設計執行/攝影

#### 2016 年 Mercury Awards:

**銅獎** 封面設計：人物/產品

#### 2016 年 Astrid Awards:

**銅獎** 攝影：年報 - 內頁

**優異獎** 攝影：人物/產品



# REPORT OF THE DIRECTORS

## 董事會報告

The directors of the Company (the “Directors” or the “Board”) have pleasure in presenting their report together with the audited consolidated financial statements for the Year.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the principal subsidiaries are set out in note 1 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The profit of the Group for the Year and the financial position of the Group as at 28 February 2017 are set out in the consolidated financial statements on pages 84 to 180 of this annual report.

The Directors have recommended a final dividend of 3.75 HK cents (2016: 2.6 HK cents) per ordinary share of the Company, amounting to a total final dividend of approximately HK\$7,888,000 (2016: HK\$5,469,000) for the Year. Together with the interim dividend of 1.5 HK cents (2016: 1.5 HK cents) per ordinary share of the Company paid on Wednesday, 23 November 2016, will amount to a total dividend of 5.25 HK cents (2016: 4.1 HK cents) per ordinary share of the Company for the Year.

The proposed final dividend, if approved at the forthcoming annual general meeting of the Company (the “2017 AGM”) to be held on Wednesday, 19 July 2017, will be payable on Friday, 1 September 2017 to shareholders whose names appear on the register of members of the Company on Thursday, 27 July 2017.

### BUSINESS REVIEW

An overview and the outlook of the Group’s business are provided in the sections headed “Letter to Shareholders” and “Management’s Discussion & Analysis” of this annual report. No important event affecting the Group has occurred since the end of the Year. Certain financial key performance indicators can be found in the section headed “Financial Highlights”.

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

An account of the Group’s relationship with its key stakeholders and discussions on the Group’s environmental policies and performance are included in the separate “Environmental, Social and Governance Report” and in the section headed “Corporate Governance Report”.

The Company is in compliance with the relevant laws and regulations that have a significant impact on the Company for the Year.

本公司董事（「董事」或「董事會」）欣然提呈其報告，及連同本年度的經審核綜合財務報表。

### 主要業務

本公司的主要業務是投資控股。各主要附屬公司的主要業務及其他詳情載列於綜合財務報表附註1。

### 業績及股息

本集團於本年度的盈利以及本集團於2017年2月28日的財務狀況載於本年報第84至180頁的綜合財務報表內。

董事建議本年度末期股息每股普通股港幣3.75仙（2016年：港幣2.6仙），即末期股息總額約港幣7,888,000元（2016年：港幣5,469,000元）。此項股息連同於2016年11月23日（星期三）派發之中期股息每股普通股港幣1.5仙（2016年：港幣1.5仙），本年度共派發股息總額將為每股普通股港幣5.25仙（2016年：港幣4.1仙）。

建議之末期股息，待本公司於2017年7月19日（星期三）召開之股東週年大會（「2017年股東週年大會」）通過後，將於2017年9月1日（星期五）派發予於2017年7月27日（星期四）名列本公司股東名冊內之股東。

### 業務審視

對本集團業務之概述及展望載述於本年報「致股東的函件」一節以及「管理層之討論及分析」一節內。自本年度結束以來，概無發生影響本集團之重要事件。若干財務主要表現指標可參閱「財務概要」一節。

本集團之財務風險管理目標及政策載於綜合財務報表附註39。

有關本集團與各界相關人士之關係及本集團環境政策及表現之討論載於獨立的「環境、社會及管治報告」內，以及載於「企業管治報告」一節內。

本公司於本年度概遵守對本公司有重大影響之相關法例及法規。

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods:

- (a) from Friday, 14 July 2017 to Wednesday, 19 July 2017 (both days inclusive), for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2017 AGM. In order to be entitled to attend and vote at the 2017 AGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Thursday, 13 July 2017; and
- (b) from Wednesday, 26 July 2017 to Thursday, 27 July 2017 (both days inclusive), for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to be qualified for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited at the address as set out in sub-paragraph (a) above no later than 4:30 p.m. (Hong Kong Time) on Tuesday, 25 July 2017.

During the periods mentioned in sub-paragraph (a) and (b) above, no transfer of shares will be registered.

## SHARE CAPITAL, SHARE OPTIONS, CONVERTIBLE BONDS AND PRE-EMPTIVE RIGHTS

There were no movements in either the Company's authorised or issued share capital during the Year.

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

Details of other equity-linked agreements, are included in "Share Option Scheme" and "Convertible Securities, Options or Similar Rights" below.

## CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to HK\$673,000 (2016: HK\$207,000).

## 暫停辦理股份過戶登記手續

本公司將於以下期間暫停辦理股份過戶登記手續：

- (a) 2017年7月14日(星期五)至2017年7月19日(星期三)(首尾兩天包括在內)，以確定有權出席2017年股東週年大會及於會上表決的股東。為符合出席2017年股東週年大會並於會上表決之資格，所有填妥之股份過戶文件連同有關股票，必須於2017年7月13日(星期四)下午四時三十分(香港時間)之前送達本公司股份過戶登記分處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓；及
- (b) 2017年7月26日(星期三)至2017年7月27日(星期四)(首尾兩天包括在內)，以確定獲派發建議末期股息的股東。為符合享有建議之末期股息之資格，所有填妥之股份過戶文件連同有關股票，必須於2017年7月25日(星期二)下午四時三十分(香港時間)之前送達本公司股份過戶登記分處卓佳秘書商務有限公司，地址為上述分段(a)所載列。

在上述分段(a)及(b)期間內將不會登記任何股份轉讓。

## 股本、購股權、可換股債券及優先購股權

本公司之法定或已發行股本於本年度期間並無變動。

本公司的公司細則或百慕達法例並無優先購股權之條款，規定本公司須向現有股東按持股比例發售新股。

其他股票掛鈎協議包括於以下「購股權計劃」及「可換股證券、認股權或類似權利」多節內。

## 慈善捐款

本集團於本年度期間作出的慈善捐款為港幣673,000元(2016年：港幣207,000元)。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

### DISTRIBUTABLE RESERVES

As at 28 February 2017, the Company's reserves available for distribution, calculated in accordance with the provisions of the Bermuda Companies Act 1981 (as amended) and the Company's Bye-laws, amounted to approximately HK\$641,497,000, which represented the contributed surplus and retained profits of the Company, of which HK\$7,888,000 has been proposed as a final dividend for the Year.

Under the Bermuda Companies Act 1981 (as amended) and the Company's Bye-laws, the contributed surplus of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of this contributed surplus if: (i) it is, or would after the payment be, unable to pay its liabilities as they become due; or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium.

In addition, the share premium with balance of approximately HK\$123,365,000 may be distributed in the form of fully paid bonus shares.

Details of the above are set out in note 40 to the consolidated financial statements.

### MAJOR CUSTOMERS AND SUPPLIERS

The five largest customers in aggregate accounted for less than 30% of the Group's turnover for the Year. The five largest suppliers in aggregate and the largest supplier of the Group accounted for approximately 72% and 23.6% respectively by value of the Group's total purchases.

Rosy Blue Hong Kong Limited, one of the Group's five largest suppliers, is a fellow subsidiary of Rosy Blue Overseas Holdings Limited, which is a preference shareholder of Partner Logistics Limited (the Company's immediate holding company).

Except for the above, none of the Directors or any of their associates or any shareholders of the Company (which, to the knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the major customers and suppliers noted above.

### 物業、廠房及設備

本集團的物業、廠房及設備於本年度期間變動的詳情載列於綜合財務報表附註14。

### 可分派儲備

於2017年2月28日，本公司根據百慕達1981年公司法條文(經修訂)及本公司的公司細則計算之可分派儲備約為港幣641,497,000元，即代表本公司的實繳盈餘及保留盈餘，其中港幣7,888,000元擬派發為本年度之末期股息。

根據百慕達1981年公司法(經修訂)及本公司的公司細則，本公司實繳盈餘可予分派。然而，倘出現以下情況，本公司不得從實繳盈餘提取款項作宣派或繳付股息之用，或分派實繳盈餘：(i)在繳付股息後，不能或將無力償還其到期負債；或(ii)其資產的可變現價值因而少於其負債及其已發行股本及股份溢價之總和。

此外，可作繳足紅股分派的股份溢價的結餘約港幣123,365,000元。

以上詳情載列於綜合財務報表附註40。

### 主要客戶及供應商

本集團於本年度五大客戶合共佔本集團之營業額低於30%，而本集團五大供應商及最大供應商分別佔本集團總採購額約72%及23.6%。

本集團五大供應商之一的Rosy Blue Hong Kong Limited為Rosy Blue Overseas Holdings Limited(此乃本公司之直屬控股公司Partner Logistics Limited的優先股股東)的同系附屬公司。

除上述者外，概無本公司的董事、或任何其他聯繫人士或任何股東(據董事所知，持有本公司已發行股本5%以上)擁有該等主要客戶及供應商的任何權益。

## DIRECTORS

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

### Executive Directors

Yau On Yee, Annie (*Chairman & Chief Executive Officer*)

Ng Yi Kum, Estella (*Deputy Chairman, Chief Strategy Officer & Chief Financial Officer and Company Secretary*)

Chan Lambert Lap Yip (*Deputy Chief Executive Officer – Commercial*)  
(*resigned on 1 June 2016*)

### Non-executive Directors

Erwin Steve Huang (*Deputy Chairman*)

Wang Guosheng (*resigned on 1 December 2016*)

### Independent Non-executive Directors

Chui Chi Yun, Robert

Chan Yue Kwong, Michael

Chow Chee Wai, Christopher

In accordance with the provisions of the Company's Bye-laws and to comply with the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Messrs. Erwin Steve Huang and Chui Chi Yun, Robert will retire as Directors at the 2017 AGM. Messrs. Erwin Steve Huang and Chui Chi Yun, Robert, being eligible, will offer themselves for re-election as a non-executive Director and an independent non-executive Director for a term of three years respectively. All other Directors continue in office for the ensuing year.

The Company has received annual confirmations of independence from each of the current independent non-executive Directors and as at the date of this report still considers them to be independent.

## DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the 2017 AGM has a service contract with the Group which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

## 董事

本財政年度及截至本報告日期止的董事如下：

### 執行董事

邱安儀女士(*主席及行政總裁*)

伍綺琴女士(*副主席、首席策略暨財務官及公司秘書*)

陳立業先生(*副行政總裁 – 業務*)  
(*於2016年6月1日辭任*)

### 非執行董事

黃岳永先生(*副主席*)

王國盛先生(*於2016年12月1日辭任*)

### 獨立非執行董事

崔志仁先生

陳裕光先生

周治偉先生

按照本公司的公司細則及符合香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治守則等之規定，黃岳永先生及崔志仁先生將於2017年股東週年大會上告退。黃岳永先生及崔志仁先生有資格並已分別表示願意膺選連任為非執行董事及獨立非執行董事，任期為三年。其他所有董事則於來年繼續留任。

本公司已收到各現任獨立非執行董事就其獨立性作出的年度確認，並於本報告日期認為彼等均獨立人士。

## 董事之服務合約

擬於2017年股東週年大會中膺選連任的董事，概無與本集團訂立本集團不可於一年內無須賠償(法定賠償除外)而終止的服務合約。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 28 February 2017, the interests and short positions of the Directors and chief executive and/or their respective associates of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and on the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"), were as follows:

#### (i) Interests and long positions in ordinary shares of the Company

Name of Director 董事姓名	Personal interest 個人權益	Family interest 家族權益	Corporate interest 公司權益	Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股		Approximate percentage of total issued share capital* 佔已發行 股本總數 概約百分比*
				Derivative interest (share options) 衍生工具 權益 (購股權)	Other interest 其他權益	
Yau On Yee, Annie 邱安儀	100,000	152,960,917 (Note 附註1) 4,000 (Note 附註1)	-	1,210,000 (Notes 附註2 & 3) 1,210,000 (Notes 附註2 & 3)	-	73.92%

\* The percentage was calculated based on 210,336,221 ordinary shares in issue of the Company as at 28 February 2017.

### 董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉

於2017年2月28日，本公司董事及最高行政人員及／或彼等各自之任何聯繫人士擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所(包括根據以上條例有關條文已接受或被設定已接受的權益及淡倉)的本公司及其任何相聯法團(按證券及期貨條例第XV部之定義)股份、相關股份及債權證的權益及淡倉，或須根據以上條例第352條登記於由本公司存置之登記冊，或須根據上市公司發行人進行證券交易的標準守則(「標準守則」)知會本公司及聯交所的本公司及其任何相聯法團(按證券及期貨條例第XV部之定義)股份、相關股份及債權證的權益及淡倉如下：

#### (i) 於本公司的普通股之權益及好倉

\* 百分比是按於2017年2月28日已發行210,336,221股普通股計算。

## Notes:

1. 152,960,917 ordinary shares of the Company are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares held by Partner Logistics Limited.

4,000 ordinary shares of the Company were bought by Mr. Tse Tat Fung, Tommy on the Stock Exchange. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares of the Company held by Mr. Tse Tat Fung, Tommy.

2. 1,210,000 share options of the Company were granted to each of Ms. Yau On Yee, Annie and Mr. Tse Tat Fung, Tommy on 1 March 2013. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the share options of the Company granted to Mr. Tse Tat Fung, Tommy.
3. Duplication occurred in respect of the same blocks of share options as separately set out under section (ii) "Interests and long position in underlying shares of the Company".

## 附註：

1. 152,960,917 股普通股乃由 Partner Logistics Limited 持有，該公司由謝達峰先生（為執行董事邱安儀女士之配偶）全資實益擁有之 Blink Technology Limited 擁有及控制。根據證券及期貨條例，邱安儀女士被視作持有由 Partner Logistics Limited 持有之所有股份之權益。

謝達峰先生於聯交所購買 4,000 股普通股。根據證券及期貨條例，邱安儀女士被視作持有由謝達峰先生持有之所有股份之權益。

2. 於 2013 年 3 月 1 日，分別授予邱安儀女士及謝達峰先生本公司之 1,210,000 股份之購股權。根據證券及期貨條例，邱安儀女士被視作持有由謝達峰先生持有之所有購股權之權益。
3. 購股權一項重列於「(ii) 於本公司相關股份的權益及好倉」。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### (ii) Interests and long position in underlying shares of the Company

The Directors during the Year who had interests in option to subscribe for ordinary shares of the Company are set out as follows:

### (ii) 於本公司相關股份的權益及好倉

董事於本年度期間持有可認購本公司普通股股份的購股權權益如下：

Name of Director 董事姓名	Date of Grant (dd/mm/yyyy) 授出日期 (日/月/年)	Number of share options 購股權的數目					Lapsed during the Year 年內失效	Exercise price 行使價格	Vesting/ Exercise Period (dd/mm/yyyy) 歸屬期/ 行使期間 (日/月/年)
		Outstanding as at 1 March 2016 於2016年3月1日結餘	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled during the Year 年內註銷	Outstanding as at 28 February 2017 於2017年2月28日結餘			
Yau On Yee, Annie 邱安儀	01/03/2013	1,210,000	-	-	-	-	HK\$4.13 (Note 附註)	15%: 01/09/2014-29/02/2020 15%: 01/03/2015-29/02/2020 30%: 01/03/2016-29/02/2020 40%: 01/03/2017-29/02/2020	
Chan Lambert Lap Yip 陳立業	-ditto 同上-	2,000,000	-	-	-	2,000,000	-ditto 同上-	-ditto 同上-	

Note:

The closing price of the Company's shares traded on the Stock Exchange on 1 March 2013 was HK\$4.13, being the date on which the relevant share options were offered for grant.

Save as disclosed above, as at 28 February 2017, none of the Directors, chief executive and their respective associates of the Company, had any other interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which any such Director or chief executive of the Company is taken or deemed to have taken under such provisions of the SFO); or which were required pursuant to section 352 of the SFO to be entered into the register maintained by the Company; or which were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company or the Stock Exchange.

附註：

本公司股份於2013年3月1日(即有關購股權之要約授予日期)在聯交所錄得之收市價為港幣4.13元。

除上文所披露者外，於2017年2月28日，並無本公司的董事、最高行政人員及彼等之聯繫人士擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之本公司或其任何相聯法團(定義見證券及期貨條例第XV部)股份、相關股份及債權證之權益或淡倉(包括根據證券及期貨條例有關條文任何董事或最高行政人員所擁有或被視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須記入本公司存置之登記冊，或根據上市規則內所載之標準守則須知會本公司及聯交所之權益及淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 28 February 2017, the interests, all being long positions, of any substantial shareholders or other persons (not being Directors or chief executive of the Company) in the shares and/or underlying shares of the Company which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

## 主要股東及其他人士於本公司股份及相關股份中擁有的權益與淡倉

於2017年2月28日，任何主要股東或其他人士（並非本公司的董事或最高行政人員）在本公司股份及／或相關股份中擁有已根據證券及期貨條例第XV部第2及3分部的規定向本公司作出披露，及已根據證券及期貨條例第336條須記入本公司備存的登記冊內的權益（均為好倉）如下：

		Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股			Approximate percentage of total issued share capital* 佔已發行股本總數概約百分比*
Name 名稱	Capacity 身份	Number of share options 購股權數目	Number of ordinary shares 普通股股份數目		
(i) Partner Logistics Limited (Note 附註1)	Beneficial owner 實益擁有人	-	152,960,917	72.72%	
(ii) Blink Technology Limited (Note 附註1)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%	
(iii) Tse Tat Fung, Tommy (Note 附註1) 謝達峰	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%	
	Interest of Spouse 配偶擁有權益	1,210,000	100,000	0.62%	
	Beneficial owner 實益擁有人	1,210,000	4,000	0.58%	
(iv) Rosy Blue Overseas Holdings Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%	
(v) Rosy Blue Jewellery (HK) Limited (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%	
(vi) Prime Investments S.A. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%	
(vii) Rosy Blue Investments S.à.R.L. (Note 附註2)	Interest of controlled corporation 受控制公司權益	-	152,960,917	72.72%	
(viii) Asiya Trust Co. Pte. Limited (Note 附註2)	Trustee 信托人	-	152,960,917	72.72%	
(ix) Viraj Russell Mehta (Note 附註2)	Settlor of discretionary trust 酌情信托之財產授予人	-	152,960,917	72.72%	

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

\* The percentage was calculated based on 210,336,221 ordinary shares of the Company in issue as at 28 February 2017.

### Notes:

1. 152,960,917 ordinary shares of the Company are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Blink Technology Limited is wholly and beneficially owned by Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an executive Director. By virtue of the SFO, Blink Technology Limited, Ms. Yau On Yee, Annie (her deemed interest is disclosed under the section headed "Directors' and Chief Executive's Interests and Short Positions in shares, Underlying Shares and Debentures of the Company") and Mr. Tse Tat Fung, Tommy are deemed to be interested in all the shares held by Partner Logistics Limited.

100,000 ordinary shares of the Company are held by Ms. Yau On Yee, Annie resulting from the exercise of share options of the Company on 10 July 2009. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the shares of the Company held by Ms. Yau On Yee, Annie.

1,210,000 share options of the Company are held by Ms. Yau On Yee, Annie. By virtue of the SFO, Mr. Tse Tat Fung, Tommy is deemed to be interested in all the share options of the Company held by Ms. Yau On Yee, Annie.

Another 1,210,000 share options of the Company are held by Mr. Tse Tat Fung, Tommy and 4,000 ordinary shares of the Company were bought by him in the Stock Exchange.

2. These ordinary shares of the Company, relating to the same block of shares mentioned in note 1 above, are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Rosy Blue Overseas Holdings Limited is the preference shareholder of Partner Logistics Limited. Rosy Blue Overseas Holdings Limited is wholly owned by Rosy Blue Jewellery (HK) Limited, which in turn is wholly owned by Prime Investment S.A. Prime Investment S.A. is wholly owned by Rosy Blue Investments S.à.R.L., which in turn is wholly owned by Asiya Trust Co. Pte. Limited. Mr. Viraj Russell Mehta is the settlor and a beneficiary of a discretionary trust (the "Trust"), which in turn holds the interest in Rosy Blue Investments S.à.R.L. through Asiya Trust Co. Pte. Limited, as trustee of the Trust. By virtue of the SFO, each of Rosy Blue Overseas Holdings Limited, Rosy Blue Jewellery (HK) Limited, Prime Investments S.A., Rosy Blue Investments S.à.R.L., Asiya Trust Co. Pte. Limited and Mr. Viraj Russell Mehta, is deemed to be interested in all the shares of the Company held by Partner Logistics Limited.

3. Due to the Company's early redemption of the Convertible Bonds on 29 November 2016, by virtue of the SFO, each of CDH King Limited, CDH Fund IV, L.P., CDH IV Holdings Company Limited, China Diamond Holdings IV, L.P. and China Diamond Holdings Company Limited ceased to be interested in shares of the Company. Further details are set out in the section headed "Convertible Securities, Options or Similar Rights" in this report of Directors.

\* 百分比是按於2017年2月28日已發行210,336,221股普通股計算。

### 附註：

1. 152,960,917股普通股由Partner Logistics Limited持有，該公司由謝達峰先生（為執行董事邱安儀女士之配偶）全資實益擁有之Blink Technology Limited擁有及控制。根據證券及期貨條例，Blink Technology Limited、邱安儀女士（彼被視作持有股份之權益之詳情載於「董事及最高行政人員於本公司之股份、相關股份及債權證之權益及淡倉」部份內）及謝達峰先生被視作持有由Partner Logistics Limited持有之所有股份之權益。

100,000股普通股（於2009年7月10日行使購股權而產生）由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視作持有由邱安儀女士持有之所有股份之權益。

1,210,000股份之購股權由邱安儀女士持有。根據證券及期貨條例，謝達峰先生被視作持有由邱安儀女士持有之所有購股權之權益。

另外1,210,000股份之購股權由謝達峰先生持有及另4,000股普通股以其名義於聯交所購買。

2. 此等普通股為上述附註1所提及的由Partner Logistics Limited持有之相同股份，該公司由Blink Technology Limited擁有及控制。Rosy Blue Overseas Holdings Limited為Partner Logistics Limited的優先股股東。Prime Investments S.A.透過Rosy Blue Jewellery (HK) Limited全資擁有Rosy Blue Overseas Holdings Limited。而Asiya Trust Co. Pte. Limited則透過全資擁有Rosy Blue Investments S.à.R.L.而全資擁有Prime Investments S.A.。Viraj Russell Mehta先生乃酌情信託（「信託」）之財產授予人及受益人，透過Asiya Trust Co. Pte. Limited（信託之信託人）全資擁有Rosy Blue Investments S.à.R.L.。根據證券及期貨條例，Rosy Blue Overseas Holdings Limited、Rosy Blue Jewellery (HK) Limited、Prime Investments S.A.、Rosy Blue Investments S.à.R.L.、Asiya Trust Co. Pte. Limited及Viraj Russell Mehta先生均被視為持有由Partner Logistics Limited持有之所有股份之權益。

3. 鑒於本公司於2016年11月29日提早贖回可換股債券，根據證券及期貨條例，CDH King Limited、CDH Fund IV, L.P.、CDH IV Holdings Company Limited、China Diamond Holdings IV, L.P.及China Diamond Holdings Company Limited概無於本公司的股份擁有權益。進一步詳情載列於本董事會報告之「可換股證券、認股權或類似權利」一節。

Save as disclosed above, as at 28 February 2017, the Company had not been notified of any persons who had interests or short positions in the shares and/or underlying shares of the Company, which were required to be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

### CHANGES OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes of information on the Directors are as follows:

Mr. Erwin Steve Huang, a non-executive Director, has been (a) appointed as a Senior Advisor (Entrepreneurship) of The Hong Kong University of Science and Technology with effect from April 2016; (b) appointed as (i) an Associate Professor of Engineering Practice of the Department of Electronic & Computer Engineering and (ii) an Adjunct Professor of the Department of Information Systems, Business Statistics and Operations Management, of The Hong Kong University of Science and Technology with effect from January 2017 respectively; (c) elected as an Election Committee Member (Information Technology) for the Legislative Council and Chief Executive of the Hong Kong Special Administrative Region in 2016; (d) re-designated from the founding Chief Executive Officer to Evangelist of WebOrganic with effect from September 2016; and (e) resigned as a director of certain subsidiaries of the Company with effect from 19 September 2016.

Ms. Yau On Yee, Annie, an executive Director, has been appointed as a member of Hong Kong Retail Management Association Executive Committee with effect from October 2016. She ceased to be a member of 2016 Theme Year Working Party of The Hong Kong Management Association with effect from 1 January 2017.

Mr. Chui Chi Yun, Robert, an independent non-executive Director, has retired as a commissioner of Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council with effect from 30 November 2016 respectively. He has also retired as a non-executive director of Addchance Holdings Limited (stock code: 3344) with effect from 23 May 2017.

Ms. Ng Yi Kum, Estella, an executive Director, currently as an independent director of DS Healthcare Group Inc., a company the shares of which were delisted from the Nasdaq Capital Market in the United States with effect from 23 December 2016

Mr. Chan Yue Kwong, Michael, an independent non-executive Director, has resigned as a member of Political Consultative Committee of Nanshan District, Shenzhen in the People's Republic of China with effect from end of February 2017.

Changes in Directors' emoluments during the Year are set out in note 9 to the consolidated financial statements.

除上文所披露者外，於2017年2月28日，本公司並無獲告知有任何人士擁有本公司股份及／或相關股份之權益或淡倉而須根據證券及期貨條例第336條備存於本公司的登記冊內。

### 根據上市規則第13.51B(1)條的董事資料變動

根據上市規則第13.51B(1)條，董事之資料變動如下：

非執行董事黃岳永先生(a)自2016年4月起，獲委任為香港科技大學高級顧問(創業)；(b)自2017年1月起，分別獲委任為香港科技大學(i)電子及計算機工程學系工程實踐副教授及(ii)資訊、商業統計及營運管理學系客席教授；(c)於2016年，被選為香港特別行政區立法會及行政長官之選舉委員會成員(資訊科技界)；(d)自2016年9月起，由有機上網之行政總裁調任為代言人；及(e)自2016年9月19日起，辭任本公司部份附屬公司之董事職位。

執行董事邱安儀女士，自2016年10月起，獲委任為香港零售管理協會執委會成員。自2017年1月1日起，彼不再擔任香港管理專業協會2016年主題工作小組委員。

獨立非執行董事崔志仁先生，自2016年11月30日起，分別退任香港交通安全會之代表及道路安全議會之道路安全宣傳運動委員會之成員。彼同時亦自2017年5月23日起，退任互益集團有限公司(股份代號：3344)之非執行董事。

執行董事伍綺琴女士，現為DS Healthcare Group, Inc.之獨立董事，自2016年12月23日起，該公司股份在美國納斯達克資本市場除牌。

獨立非執行董事陳裕光先生，自2017年2月底起，辭任中華人民共和國政治協商會議深圳市南山區委員會委員。

於本年度期間董事酬金的變動載列於綜合財務報表附註9。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### SHARE OPTION SCHEME

#### A. The 2003 Share Option Scheme

The Company adopted a share option scheme on 26 November 2003 (the “2003 Share Option Scheme”). The following is a summary of the principal terms of the 2003 Share Option Scheme:

##### 1. Purpose of the 2003 Share Option Scheme:

The purpose of the 2003 Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest (“Invested Entity”).

##### 2. Participants of the 2003 Share Option Scheme:

- (a) any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- (b) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity; and
- (f) any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

### 購股權計劃

#### A. 2003年購股權計劃

本公司於2003年11月26日採納購股權計劃(「2003年購股權計劃」)。2003年購股權計劃的主要條款總結如下：

##### 1. 2003年購股權計劃的目的：

2003年購股權計劃的目的是為了獎勵或獎償計劃項下的參與者對本集團的貢獻及／或為讓本集團得以招攬及挽留優秀僱員，以及為本集團及本集團持有股權的實體(「被投資實體」)吸納寶貴人才。

##### 2. 2003年購股權計劃的參與人：

- (a) 本公司、其任何附屬公司或任何被投資實體的任何僱員(不論是全職或兼職僱員，包括任何執行董事惟不包括任何非執行董事)；
- (b) 本公司、其任何附屬公司或任何被投資實體的任何非執行董事(包括獨立非執行董事)；
- (c) 本集團任何成員公司或任何被投資實體的任何貨物或服務供應商；
- (d) 本集團或任何被投資實體的任何客戶；
- (e) 向本集團或任何被投資實體提供研究、開發或技術支援或其他服務的任何人士或實體；及
- (f) 本集團或任何被投資實體的任何股東或任何成員公司，或本集團任何成員公司或任何被投資實體的任何已發行證券的持有人。

**3. Total number of shares available for issue under the 2003 Share Option Scheme and the percentage of issued share capital as at the date of this report:**

As at 23 May 2017, the total number of ordinary shares currently available for issue under the 2003 Share Option Scheme is 6,100,000, representing 2.9% of the issued share capital of the Company as at the date of this annual report.

**4. Maximum entitlement of each participant under the 2003 Share Option Scheme:**

The maximum entitlement of each grantee in any 12-month period is limited to 1% of the ordinary shares in issue of the Company.

**5. The period within which shares must be taken up under an option:**

The Board may in its absolute discretion determine, save that such period shall not be more than ten (10) years from the date of grant of the Option.

**6. The minimum period for which an option must be held before it can be exercised:**

The Board may at its discretion determine the minimum period for which the option has to be held or other restriction before the exercise of the subscription right attaching thereon.

**7. The amount payable on application or acceptance of the option and the period within which payments must be made:**

An offer of an option shall be deemed to have been accepted within 28 days from the date of offer upon acceptance of the option duly signed by the grantee together with a remittance of HK\$1.

**8. The basis of determining the exercise price:**

The exercise price of the option shall be determined by the Board and such price shall not be lower than the higher of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet for the five (5) trading days immediately preceding the offer date; (iii) the nominal value of a share of the Company.

**3. 根據2003年購股權計劃中可予發行的股份總數以及其於年報日期佔已發行股份的百分率：**

於2017年5月23日，根據2003年購股權計劃可予發行的普通股股份總數現為6,100,000，佔截至本年報日期本公司已發行股本2.9%。

**4. 根據2003年購股權計劃每名參與人可獲授權益上限：**

於任何12個月期間內，每位承授人獲授之普通股股份數目不得超過本公司已發行股份總數之1%。

**5. 根據購股權須認購股份的期限：**

董事會可酌情決定，惟由授出購股權之日期開始起計，不可多於10年。

**6. 行使購股權之前必須持有的最短期限：**

董事會可酌情決定持有購股權之最短期限或為了可行使認購權前之其他限制。

**7. 申請或接納購股權須繳付之款項，及有關款項須繳付之期限：**

在授予購股權起計28日內，當本公司收取附有港幣1元滙款的承授人正式簽署的購股權接納函件，則視作購股權已被接納。

**8. 行使價的釐定基準：**

董事會可釐定購股權的行使價，而購股權的行使價為(i)股份於購股權要約授予日期在聯交所錄得的收市價，而該日須為交易日；(ii)股份於截至購股權要約授予日期前五個交易日在聯交所錄得的平均收市價；及(iii)股份的票面值三者中的最高數額。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### 9. The remaining life of the 2003 Share Option Scheme:

The 2003 Share Option Scheme was expired on 25 November 2013. Subsequent to the expiry of the 2003 Share Option Scheme, no further option can be granted thereunder but in all other respects, the provisions of the 2003 Share Option Scheme shall remain in force and all options granted prior to such expiry shall continue to be valid and exercisable in accordance therewith.

The movements in the number of share options under the 2003 Share Option Scheme during the Year were as follows:

### 9. 2003年購股權計劃尚餘的有效期：

2003年購股權計劃已於2013年11月25日屆滿。隨著2003年購股權計劃之屆滿，將不可據此再授予購股權。惟2003年購股權計劃之條款仍然具約束力及其屆滿前所授予之購股權仍然維持有效及可據此予以行使。

於本年度期間，根據2003年購股權計劃而授出的購股權變動情況列於下表：

Name or category of participant 參與人士類別及姓名	Date of grant (dd/mm/yyyy) 購股權 授出日期 (日/月/年)	Number of share options 購股權數目					Lapsed during the Year 本年度 失效	Outstanding as at 28 February 2017 於2017年 2月28日 結餘	Exercise Price (Note 附註1)	Vesting/ Exercise period (dd/mm/yyyy) 歸屬期/ 行使期 (日/月/年)
		Outstanding as at 1 March 2016 於2016年 3月1日 結餘	Granted during the Year 本年度 授出	Exercised during the Year 本年度 行使	Cancelled during the Year 本年度 註銷					
<b>Substantial shareholder</b>										
<b>主要股東</b>										
Tse Tat Fung, Tommy 謝達峰	01/03/2013	1,210,000	-	-	-	-	1,210,000	HK\$港幣4.13	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020	
Sub-total 小計		1,210,000	-	-	-	-	1,210,000			
<b>Associate of Director/ substantial shareholder</b>										
<b>董事及主要股東的聯繫人</b>										
Tse Sui Luen (Note 附註2) 謝瑞麟	01/03/2013	800,000	-	-	-	-	800,000	HK\$港幣4.13	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020	
Sub-total 小計		800,000	-	-	-	-	800,000			

Name or category of participant 參與人士類別及姓名	Date of grant (dd/mm/yyyy) 購股權 授出日期 (日/月/年)	Number of share options 購股權數目					Lapsed during the Year 本年度 失效	Outstanding as at 28 February 2017 於2017年 2月28日 結餘	Exercise Price 行使價 (Note 附註1)	Vesting/ Exercise period (dd/mm/yyyy) 歸屬期/ 行使期 (日/月/年)
		Outstanding as at 1 March 2016 於2016年 3月1日 結餘	Granted during the Year 本年度 授出	Exercised during the Year 本年度 行使	Cancelled during the Year 本年度 註銷					
<b>Employees</b> 僱員										
In aggregate (合計)	01/03/2013	6,390,000	-	-	-	(3,100,000)	3,290,000	HK\$ 港幣 4.13	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020	
Sub-total 小計		6,390,000	-	-	-	(3,100,000)	3,290,000			
<b>Service providers</b> 服務供應商										
In aggregate (合計)	01/03/2013	800,000	-	-	-	-	800,000	HK\$ 港幣 4.13	15%: 01/09/2014- 29/02/2020 15%: 01/03/2015- 29/02/2020 30%: 01/03/2016- 29/02/2020 40%: 01/03/2017- 29/02/2020	
Sub-total 小計		800,000	-	-	-	-	800,000			
<b>Total</b> 總數		9,200,000	-	-	-	(3,100,000)	6,100,000			

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

Notes:

1. *The closing price of the Company's shares traded on the Stock Exchange on 1 March 2013 was HK\$4.13, being the date on which the relevant options were offered for grant.*
2. *Mr. Tse Sui Luen is the father of Mr. Tse Tat Fung, Tommy, a substantial shareholder of the Company and the father-in-law of Ms. Yau On Yee, Annie, an executive Director. Pursuant to Chapter 14A of the Listing Rules, Mr. Tse Sui Luen is an associate of Mr. Tse Tat Fung, Tommy and Ms. Yau On Yee, Annie respectively.*
3. *Details of share options granted to Directors and chief executive of the Company are set out in the section headed "Directors and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company" in this report of Directors.*

Details of share options granted to the Directors and the relevant movements during the year ended 28 February 2017 are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company" in this report of Directors.

### B. The 2016 Share Option Scheme

The Company adopted a new share option scheme at its annual general meeting held on 21 July 2016 (the "2016 Share Option Scheme"). Terms of the 2016 Share Option Scheme are substantially the same as the 2003 Share Option Scheme. As at the date of the report, no options have been granted under the 2016 Share Option Scheme. The following is a summary of the principal terms of the 2016 Share Option Scheme:

#### 1. Purpose of the 2016 Share Option Scheme:

The purpose of the 2016 Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any Invested Entity.

附註：

1. 本公司股份於2013年3月1日(即有關購股權之要約日期)在聯交所錄得之收市價為港幣4.13元。
2. 謝瑞麟先生為本公司主要股東謝達峰先生之父親及執行董事邱安儀女士之家翁。根據上市規則第14A章，謝瑞麟先生分別為謝達峰先生及邱安儀女士之聯繫人。
3. 授予董事及最高行政人員購股權之詳情載列於本董事會報告之「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」一節內。

於截至2017年2月28日止年度內授予董事購股權的詳細資料及相關變動載列於本董事會報告「董事及最高行政人員於本公司之股份、相關股份及債權證的權益及淡倉」一節內。

### B. 2016年購股權計劃

本公司於2016年7月21日召開之股東週年大會通過採納新購股權計劃(「2016年購股權計劃」)。2016年購股權計劃及2003年購股權計劃之條款大致相同。截至本報告日期，概無根據2016年購股權計劃授出購股權。2016年購股權計劃的主要條款總結如下：

#### 1. 2016年購股權計劃的目的：

2016年購股權計劃的目的是為了獎勵或獎償計劃項下的參與者對本集團的貢獻及／或為讓本集團得以招攬及挽留優秀僱員，以及為本集團及任何被投資實體吸納寶貴人才。

**2. Participants of the 2016 Share Option Scheme:**

- (a) any employee(s) (whether full time or part time employee(s), including any director or executive director but not any non-executive director) of the Company, its subsidiaries or any Invested Entity;
- (b) any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and
- (h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business and/or financial arrangement to the development and growth of the Group.

**2. 2016年購股權計劃的參與人：**

- (a) 本公司、其附屬公司或任何被投資實體之僱員(不論全職或兼職僱員，且包括任何董事或執行董事，但不包括任何非執行董事)；
- (b) 本公司、其任何附屬公司或任何被投資實體之任何非執行董事(包括獨立非執事)；
- (c) 任何向本集團任何成員公司或任何被投資實體提供貨品或服務之供應商；
- (d) 本集團或任何被投資實體之任何客戶；
- (e) 任何向本集團或任何被投資實體提供研究、開發、技術支援或其他服務之人士或實體；
- (f) 本集團任何成員公司或任何被投資實體之任何股東或本集團任何成員公司或任何被投資實體之任何已發行證券之任何持有人；
- (g) 本集團任何成員公司或任何被投資實體之任何業務或業務發展範疇之任何顧問(專業或其他方面)或專家顧問；及
- (h) 透過合營企業、業務聯盟或其他業務及／或財務安排而對或可能對本集團發展及成長作出貢獻之任何其他組別或類別參與者

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

**3. Total number of shares available for issue under the 2016 Share Option Scheme and the percentage of issued share capital as at the date of this report:**

Pursuant to the term of 2016 Share Option Scheme, the total number of shares which may be issued upon exercise of all options to be granted under the 2016 Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue on 21 July 2016 (the "Adoption Date") (i.e. not exceeding 21,033,622 shares on the basis that the total issued share capital of the Company as at the Adoption Date is 210,336,221 shares). Options lapsed in accordance with the term of 2016 Share Option Scheme or any other share option scheme of the Company will not be counted for the purpose of calculating the 10% limit. However, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under 2016 Share Option Scheme any other share option schemes of the Company must not exceed 30% of the total number of shares in issue from time to time.

**4. Maximum entitlement of each participant under the 2016 Share Option Scheme:**

The total number of shares issued and to be issued upon exercise of the option granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue.

**5. The period within which shares must be taken up under an option:**

The period would be commencing from the date of grant of an option and ending on such date as the Board may determine in granting the option but in any event not exceeding ten years from the date of grant.

**6. The minimum period for which an option must be held before it can be exercised:**

The Board may at its discretion determine the minimum period for which the option has to be held or other restrictions before the exercise of the subscription right attaching thereto.

**3. 根據2016年購股權計劃中可予發行的股份總數以及其於年報日期佔已發行股份的百分率：**

根據2016年購股權計劃的條款，於2016年購股權計劃項下所授出之所有購股權獲行使時，可予發行之股份總數不得超過2016年7月21日（「採納日期」）之已發行股份之10%（不超於21,033,622股份數目乃基於採納日期已發行股本總數為210,336,221）。根據2016購股權計劃的條款或本公司任何其他購股權計劃已失效之購股權不予計算在該10%內。根據新購股權計劃及本公司任何其他購股權計劃授出而尚未行使之所有尚未行使購股權獲行使時可發行之最高股份數目，合共不得超過本公司不時已發行股份總數之30%。

**4. 根據2016年購股權計劃每名參與人可獲授權益上限：**

於任何12個月期間內，每位承授人獲授予之普通股股份數目不得超過本公司已發行股份總數之1%。

**5. 根據購股權須認購股份的期限：**

董事會可酌情決定，惟由授出購股權之日期開始起計，不可多於10年。

**6. 行使購股權之前必須持有的最短期限：**

董事會可酌情決定持有購股權之最短期限或為了可行使認購權前之其他限制。

**7. The amount payable on application or acceptance of the option and the period within which payments must be made:**

Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant. Any offer may be accepted in respect of less than the number of shares for which it is offered provided that it is accepted in a board lot for dealing in the Company's shares on the Stock Exchange or an integral multiple thereof. An offer is open for acceptance within 28 days from the date of offer provided that no offer shall be open for acceptance after the expiry of the 2016 Share Option Scheme or after the 2016 Share Option Scheme has been terminated.

**8. The basis of determining the exercise price:**

The exercise price of the option shall be determined by the Board and such price must be at least the higher of (i) the closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet on the offer date, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet for the five (5) trading days immediately preceding the offer date; (iii) the nominal value of a share of the Company.

**9. The remaining life of the 2016 Share Option Scheme:**

The 2016 Share Option Scheme is valid and effective for a period of 10 years, which will expire on 21 July 2026.

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Except for the Share Option Scheme disclosed above, at no time during the Year was the Company, its holding company, or any of its subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

**7. 申請或接納購股權須繳付之款項，及有關款項須繳付之期限：**

承授人接納要約時應付代價港幣1.00元。承授人可選擇授納少於所授予之股份數目，但該股份數目應符合聯交所可予交易之買賣單位或其整體數倍。承授人可於要約日期起計二十八(28)日內接納要約，惟當2016年購股權計劃失效或2016年購股權計劃被終止時，要約概不能獲接納。

**8. 行使價的釐定基準：**

董事會可釐定購股權的行使價，而購股權的行使價須為(i)股份於購股權要約授予日期在聯交所錄得的收市價，而該日須為交易日；(ii)股份於截至購股權要約授予日期前五個交易日在聯交所錄得的平均收市價；及(iii)股份的票面值三者中的最高數額。

**9. 2016年購股權計劃尚餘的有效期：**

2016年購股權計劃於10年內有效，並將於2026年7月21日屆滿。

## 購買股份或債券之安排

除上述「購股權計劃」一節披露者外，於本年度任何時間，本公司、其控股公司或其任何附屬公司概無訂立任何安排，致使董事藉收購本公司或任何其他法人團體股份或債券而獲益。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### DIRECTORS' INTEREST IN CONTRACTS AND CONNECTED TRANSACTIONS

With effect from 1 September 2011, (i) Mr. Tse Tat Fung, Tommy ("Mr. Tommy Tse"), the substantial shareholder of the Company and the spouse of Ms. You On Yee, Annie ("Ms. Annie Yau"), the executive Director, has been employed by a subsidiary of the Company as the Chief Merchandising Officer (subsequently, re-designated as Deputy Chief Executive Officer with effect from 1 November 2016) ("Tommy Tse Employment"); and (ii) Mr. Tse Sui Luen ("Mr. Tse Senior"), the father of Mr. Tommy Tse and father-in-law of Ms. Annie Yau, has been employed by a subsidiary of the Company as the Founder ("Tse Senior Employment"). Both Tommy Tse Employment and Tse Senior Employment constituted continuing connected transactions as defined in Chapter 14A of the Listing Rules. Both Tommy Tse Employment and Tse Senior Employment have been revised on 22 June 2012. Further details are disclosed in the announcements dated 22 June 2012.

During the Year, the amounts in respect of Tse Senior Employment is below de minimis threshold for the purposes of Rule 14A.76 of the Listing Rules, Tse Senior Employment is fully exempt from shareholders' approval, annual review and all disclosure requirements under the Listing Rules.

With effect from 1 November 2016, the roles and functions of the senior management of the Group have changed due to the continued development of the Group, Mr. Tommy Tse has taken up the role in supply chain and wholesale business, as well as the leadership of China retail, travel trade, alternate channels and the Group's branding and creative directions.

In alignment with the abovementioned change of the roles and functions of Mr. Tommy Tse, the Company through its subsidiary, entered into an employment agreement with Mr. Tommy Tse on 31 October 2016 ("Tommy Tse Employment Agreement"), which superseding his previous employment agreement, with an increase in salary and performance bonus entitled under the discretionary management bonus scheme of the Group. As such, the Board has revised the annual cap on the total amount (inclusive of bonus) that may be paid to Mr. Tommy Tse under the Tommy Tse Employment Agreement for the financial year ended 28 February 2017 and for the year ending 28 February 2018 of HK\$4,500,000.00 on even date.

Pursuant to Rule 14A.76(2) of the Listing Rules, the applicable ratios for the aggregate annual package of Mr. Tommy Tse is less than 25% and the total consideration is less than HK\$10,000,000.00, the Tommy Tse Employment Agreement and the annual cap are only subject to the disclosure in annual report, announcement and annual review by independent non-executive directors and auditor requirement, but are exempt from the requirement of circular and independent shareholders' approval.

### 董事在合約的利益及關連交易

自2011年9月1日起，(i)本公司主要股東及執行董事邱安儀女士之配偶謝達峰先生獲本公司一附屬公司聘任為首席貨品供應總監(期後於2016年11月1日調任為副行政總裁)(「謝達峰先生之聘任」)；及(ii)謝達峰先生及執行董事邱安儀女士之家翁謝瑞麟先生獲本公司一附屬公司聘任為創辦人(「謝瑞麟先生之聘任」)。根據上市規則第14A章，謝達峰先生之聘任及謝瑞麟先生之聘任均構成持續關連交易。謝達峰先生之聘任及謝瑞麟先生之聘任曾於2012年6月22日作修訂，詳情於2012年6月22日公告中披露。

於本年度期間，根據上市規則第14A.76條，謝瑞麟先生之聘任符合最低豁免水平。根據上市規則，謝瑞麟先生之聘任可獲全面豁免遵守股東批准、年度審閱及所有披露規定。

自2016年11月1日起，鑒於本集團持續發展，本集團高級管理人員的角色和職能為此已作相應調任，謝達峰先生的職務範疇由採購供應及批發以外，擴展至領導內地零售、旅遊銷售、銷售網絡拓展，以及本集團之品牌建立和創意指導。

為對應上述謝達峰先生之角色和職能的轉變，於2016年10月31日，本公司透過一附屬公司與謝達峰先生訂立僱傭協議(「謝達峰僱傭協議」)，取代其之前的僱傭協議，藉以根據本集團管理層酌情花紅獎勵計劃，增加支付予彼每年基本薪金及連同管理層酌情花紅獎勵計劃項下之績效獎金。因此，董事會同時修訂就謝達峰僱傭協議項下可能支付予謝達峰先生的最高總金額(包括獎金)於截至二零一七年及二零一八年二月二十八日截止財政年度設定總額上限為4,500,000.00港元。

根據上市規則第14A.76(2)條，所有適用於謝達峰先生的每年薪酬總額之百分比率皆低於25%，而總代價亦低於港幣10,000,000.00元。謝達峰先生僱傭協議及年度上限受獨立非執行董事及核數師之年度審核規定，但可獲豁免遵守通函及獨立股東批准的要求。

According to Tommy Tse Employment Agreement, Mr. Tommy Tse's basic salary amounts to an approximately annualised aggregate of HK\$2,400,000.00 per annum. There is also the prospect of his being awarded a bonus under the discretionary management bonus scheme (at the discretion of the Company's Remuneration Committee). To cater for the possibility of such a bonus being awarded, the Board has revised an annual cap on the total amount (inclusive of bonus) that may be paid to Mr. Tommy Tse under the Tommy Tse Employment Agreement for the Year and for the year ending 28 February 2018 of HK\$4,500,000.00. The aggregate annual cap amounts represent the estimated maximum possible aggregate annual remuneration payable by a subsidiary of the Company to Mr. Tommy Tse with reference to (i) Mr. Tommy Tse's agreed fixed remuneration; (ii) the maximum bonus payable to Mr. Tommy Tse under the discretionary management bonus scheme; and (iii) the expected contribution of Mr. Tommy Tse to matters relating to supply chain and wholesale business, as well as the leadership of China retail, travel trade, alternate channels and the Group's branding and creative directions, and on the basis that the basic monthly salary and maximum bonus would increase by 5% per annum.

The amount of above transactions did not exceed the corresponding annual cap for the period 1 November 2016 to 28 February 2017 as announced by the Company.

The Independent Non-executive Directors have reviewed the employment and confirmed that the continuing connected transaction has been entered into:

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

根據謝達峰僱傭協議，謝達峰先生的每年基本薪金共約港幣2,400,000.00元。同時，彼亦可能根據管理層酌情花紅獎勵計劃獲得獎金（由本公司薪酬委員會自行決定）。為了配合被授予獎金之可能性，董事會修訂就謝達峰僱傭協議項下可能支付予謝達峰先生的最高總金額（包括獎金）於截至本年度及2018年2月28日止財政年度設定總額上限為港幣4,500,000.00元。總金額年度上限代表本公司一附屬公司預計可能支付予謝達峰先生之每年最高薪酬的總金額，乃參照(i)謝達峰先生同意之固定薪金；(ii)管理層酌情花紅獎勵計劃項下授予謝達峰先生之最高獎金；及(iii)預期謝達峰先生於採購供應及批發事務，以及就領導內地零售、旅遊銷售、銷售網絡拓展，以至本集團之品牌建立和創意指導等事務作出的貢獻，並根據每月基本薪金及每年最高獎金增幅為5%之基礎而釐訂。

於2016年11月1日至2017年2月28日止期間，上述交易金額並不超過本公司公告之相關年度上限。

獨立非執行董事已審閱上述持續關連交易，並確認該等交易：

- (a) 屬本公司的日常業務；
- (b) 按一般商業條款進行；及
- (c) 乃根據有關決定該僱傭的協議條款進行，而該等條款屬公平合理，並符合本公司股東之整體利益。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

Ernst & Young (“EY”), the Company’s auditor, were engaged to report on the Group’s continuing connected transaction 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. EY have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor’s letter has been provided by the Company to the Stock Exchange.

Save as disclosed above and disclosed in note 36 of the consolidated financial statements, there was no connected transactions or contracts of significance to which the Company, its holding company or subsidiaries was a party, and in which a Director had a material interest or interest in competing business, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year and up to the date of this report.

### RELATED PARTY TRANSACTIONS

Certain significant related party transactions entered into by the Group during the Year, which do not constitute connected or continuing connected transactions under the Listing Rules are disclosed in note 36 to the consolidated financial statements.

### MANAGEMENT CONTRACTS

Other than the Directors’ service contracts, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed as at the end of the Year or at any time during the Year.

### PERMITTED INDEMNITY

Pursuant to the Company’s bye-laws, every Director or other officers of the Company shall be entitled to be indemnified out of the assets and profits of the Company against all losses or damages which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate directors’ and officers’ liability insurance coverage, which is currently in force and was in force throughout the Year, for the Directors and officers of the Group.

本公司核數師安永會計師事務所(「安永」)已獲委聘依照香港鑒證業務準則第3000號《歷史財務信息審核或審閱以外的鑒證業務》，並參考香港會計師公會發佈的《實務說明》第740號《關於香港《上市規則》所述持續關連交易的核數師函件》，對本集團的持續關聯交易作出報告。安永已根據上市規則第14A.56條發出載有有關本集團上述已披露的持續關聯交易的發現結果及結論的無保留意見函件。本公司已向聯交所提供核數師函件副本。

除上述及綜合財務報表附註36披露外，董事概無關連交易或於本公司、其控股公司或附屬公司所訂立且於本年度年結日或本年度任何時間及至本報告日期仍然生效之重大合約中，直接或間接擁有重大利益或競爭業務利益。

### 關聯人士交易

若干本集團於本年度期間訂立的重要關聯人士交易並不構成上市規則下之關連交易，詳情載於綜合財務報表附註36。

### 管理合約

除董事服務合約外，本公司於本年度年結日或本年度任何時間，概無訂立或存在與本公司整體或任何重大部分之業務有關的管理及行政合約。

### 獲准許彌償

根據本公司章程細則，本公司每名董事或其他高級職員就有關彼等履行職務或在其他有關情況所蒙受或產生之所有損失或損害，有權由本公司資產中撥付彌償。本公司已為董事及本集團高級職員安排合適及均於現時及於本年度有效之董事及高級職員責任保險。

## CONVERTIBLE SECURITIES, OPTIONS OR SIMILAR RIGHTS

On 29 November 2016, the Company have entered into the Settlement Agreement with the holder of the Convertible Bonds in principal amount of HK\$250 million issued on 20 April 2012, pursuant to which the Company had early redeemed all of the outstanding Convertible Bonds on the Early Redemption Date with the Redemption Amount.

In accordance with the terms of the Settlement Agreement, all obligations of the Company under the Convertible Bonds were deemed to have been fulfilled, satisfied and discharged in full upon payment of the Redemption Amount. After the said early redemption, no Convertible Bond is outstanding.

Save as the share options under the 2003 Share Option Scheme and 2016 Share Option Scheme as disclosed above and the Convertible Bonds as disclosed in the consolidated financial statements, the Company had no other outstanding convertible securities, options or similar rights as at 28 February 2017.

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

Save as the early redemption of the Convertible Bonds mentioned above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the Year.

## BANK LOANS AND OTHER BORROWINGS

Particulars of bank loans and other borrowings of the Group as at 28 February 2017 are set out in notes 24 to 27 to the consolidated financial statements.

## 可換股證券、認股權或類似權利

於2016年11月29日，本公司與可換股債券持有人為2012年4月20日發行之總本金額為港幣250百萬元之可換股債券訂立清償協議。據此，本公司將提早於提早贖回日，以贖回金額，贖回所有可換股債券。

根據清償協議之條款，本公司在可換股債券下之所有債務，於支付贖回金額後被視為悉數結清、償還及履行。於上述提早贖回後，概無任何未償還之可換股債券。

除上文所披露2003年購股權計劃及2016年購股權計劃項下之購股權及披露於綜合財務報表之可換股債券外，本公司於2017年2月28日概無其他未獲行使之可換股證券、認股權或類似權利。

## 購買、出售或贖回本公司的上市證券

除上述提早贖回可換股債券外，本公司或其任何附屬公司於本年度期間概無購買、出售或贖回本公司的任何上市證券。

## 銀行貸款及其他借貸

本集團於2017年2月28日的銀行貸款及其他借貸詳情載於綜合財務報表附註24至27。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 181 of this annual report.

### PROPERTIES

Particulars of the major properties of the Group are shown on pages 182 to 183 of this annual report.

### EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Human Resources Department and the employees' emoluments are determined on the basis of their qualifications, experiences and area of expertises.

The emoluments of the executive Directors and senior management of the Company are determined by the Remuneration Committee, having regard to the Group's operating results, individual expertises, professional experience and comparable market statistics.

The emoluments of the non-executive Directors, which including independent non-executive Directors, were decided by the Board as recommended by the Remuneration Committee having regard to comparable companies, time commitment and responsibilities.

The emoluments of the Directors and employees of the Group include a share option scheme, details of which are disclosed in section headed "Share Option Scheme" of this report of the directors.

### PUBLIC FLOAT

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

### 五年財務概要

本集團於過去五個財政年度的業績與資產、負債及非控股股東權益概要載列於本年報第181頁。

### 物業

本集團的主要物業詳情載列於本年報第182至183頁。

### 薪酬政策

本集團僱員之薪酬政策由本公司人力資源部按僱員之能力、資歷及專業範疇而制定。

本公司執行董事及高級管理人員之薪酬由薪酬委員會根據本集團之經營業績、個別專業範疇及透過比較市場統計數據後而釐定。

本公司非執行董事(包括獨立非執行董事)之薪酬由本公司董事會參考薪酬委員會之建議後，經考慮可比較公司數據、所投入時間及其職責而釐定。

董事及本集團之僱員薪酬包括購股權計劃。詳情載列於本董事會報告「購股權計劃」一節內。

### 公眾持股量

根據本報告日期本公司所得悉及董事亦知悉之公開資料，本公司一直維持上市規則所訂明之公眾持股量。

## SPECIFIC PERFORMANCE BY THE CONTROLLING SHAREHOLDERS

### A. Acting as guarantor for the facilities agreement with O-Bank Co., Ltd. (formerly known as Industrial Bank of Taiwan Co., Ltd.)

On 13 September 2016, the Company as guarantor and certain subsidiaries of the Company as borrowers (the “Borrowers”) entered into a facilities agreement (the “Facilities Agreement”) with O-Bank Co., Ltd. (formerly known as Industrial Bank of Taiwan Co., Ltd.) acting as mandated lead arranger, facility agent, original lender and security agent, pursuant to which term loan facilities in the aggregate amount of HK\$573,000,000 (the “Facilities”), inclusive of an exercised greenshoe option upside of HK\$23,000,000, has been granted to the Borrowers for a term of 5 years from the date of the first utilisation of the Facilities.

Pursuant to the Facilities Agreement, among other things, it will be an event of default if (a) Ms. Yau On Yee, Annie, the spouse of Mr. Tse Tat Fung, Tommy (being the controlling shareholder of the Company) ceases to (i) be the Chairman of the Board, (ii) have control of the Company (which includes the right to determine the composition of a majority of the Board); or (b) Ms. Yau On Yee, Annie and her immediate family members, together, ceases to (i) be, directly or indirectly, the single largest shareholder of the Company, or (ii) have the ability to cast, or control the casting of 60% or more of the maximum number of votes that may be cast at any general meeting of the Company.

Upon the occurrence of such an event of default which is continuing, the agent under the Facilities Agreement may, and shall if so directed by the majority of the lenders, cancel the Commitments (as defined in the Facilities Agreement) or any part thereof, and/or declare all or part of the loans outstanding under the Facilities together with accrued interest and other amounts be immediately due and payable, and/or declare all or part of the loans outstanding under the Facilities be payable on demand, and/or exercise any or all of its rights, remedies, powers or discretions under the Finance Documents (as defined in the Facilities Agreement), as the case may be.

## 控股股東須履行的特定責任

### A. 作為與王道商業銀行股份有限公司(前稱為台灣工業銀行股份有限公司)所訂立信貸協議之擔保人

於2016年9月13日，本公司作為擔保人及其若干附屬公司作為借款人(「借款人」)與王道商業銀行股份有限公司(前稱為台灣工業銀行股份有限公司)作為受託牽頭經辦行、信貸代理人、原借貨人以及質押代理人，訂立一項信貸協議(「信貸協議」)。據此，借款人獲授予總額為港幣573,000,000元的定期貸款(「該信貸」)，其中包括獲行使港幣23,000,000元超額貸款，自首次提用該信貸之日起，為期五年。

根據信貸協議，倘出現相關情況，將產生違約事件，其中包括：(a) 邱安儀女士，為謝達峰先生之配偶(其為本公司之控股股東)，不再(i)擔任董事會主席一職，(ii)擁有本公司之控制權(包括決定本公司董事會大部份成員組成的權利)；或(b) 邱安儀女士及其直系家屬共同不再(i)是本公司直接或間接之單一大股東；或(ii)具能力投出或控制投出在本公司任何股東大會上可投出之最高票數的60%或以上。

倘該違約事件持續發生，如獲多數借貨人的指示，代理人可在信貸協議下及視情況而定，取消該貸款承諾(定義見信貸協議)或其部份；及/或宣佈該信貸下未償還的貸款的全部或部份金額，連同應計利息及其他款項即時到期及須予償還；及/或宣佈該信貸下未償還的貸款的全部或部份金額在要求下須予償還；及/或按信貸文件(定義見信貸協議)行使任何或所有的權利、補償方案、權力或酌情權。

# REPORT OF THE DIRECTORS (CONTINUED)

## 董事會報告(續)

### B. Acting as guarantor for the subscription agreement with two institutional investors

On 1 December 2016, the Company as guarantor and TSL Manufacturing and Distribution Limited as issuer (the “Issuer”), an indirectly wholly-owned subsidiary of the Company, entered into a subscription agreement (the “Subscription Agreement”) with two institutional investors (collectively “Subscribers”) pursuant to which the Issuer has agreed to issue, and the Subscribers have agreed to subscribe from the Issuer, senior secured notes in an aggregate principal amount of up to HK\$200 million (the “Notes”) maturing on the second anniversary of the issue date of the Notes. The Notes may be extended for a further term of one year by the Issuer with the consent of the Note holders.

Pursuant to the Subscription Agreement, among other things, it will be an event of default if Ms. Yau On Yee, Annie: (i) ceases to be the chairman of the Board; or (ii) together with her close relatives (being her parents, spouse or children), cease to beneficially own, directly or indirectly, the largest percentage or proportion of the entire issued share capital of the Company (excluding any part thereof that carries no voting rights) or to control the Company (where “control” is defined as meaning the power or right (whether by way of ownership or shares, proxy, contract, agency or otherwise or directly or indirectly) to: (a) cast or control the casting of more than 50% of the votes that might be cast at a general meeting of the Company; (b) appoint or remove all or a majority of the directors or remove any director of the Company; and/or (c) direct or cause the direction of the operations, management and financial or other policies of the Company).

Upon the occurrence of such an event of default, each Noteholder shall have the right to require the Issuer to either redeem all or a part of such Notes held by such Noteholder or in addition to and without prejudice to any of the Issuer’s other payment obligations, pay default interest to such Noteholder in the amount pursuant to the terms and conditions of the Notes.

### CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance. Information on the corporate governance practices adopted by the Company is set out in the section headed “Corporate Governance Report”.

### B. 作為與兩間機構投資者所訂立認購協議之擔保人

於2016年12月1日，本公司作為擔保人及其間接全資附屬公司，謝瑞麟製造及分銷有限公司作為發行人（「發行人」）與兩間機構投資者（統稱「認購者」）訂立一項認購協議（「認購協議」）。據此，發行人同意發行，而認購者同意向發行人認購本金總額最高為港幣200,000,000元並於票據發行日期起計第二個週年日到期之優先有抵押票據（「票據」）。票據可由發行人經票據持有人同意後進一步延長一年。

根據認購協議，倘出現相關情況，將產生違約事件，其中包括：邱安儀女士(i)不再擔任董事會主席一職；或(ii)與其直系家屬（即其父母、配偶或子女）共同不再直接或間接實益擁有本公司全部已發行股本（不包括沒有表決權的任何部分）的最大百分比或比例，或控制本公司（其中「控制」的定義是指具權力或權利（無論是通過股份、代理人、合同、代理或其他方式直接或間接擁有），以(a)投出或控制投出在本公司股東大會上超過50%之投票權；(b)委任或罷免本公司全部或大部分董事，或罷免本公司任何董事；及/或(c)主導或促成本公司之經營、管理及財務或其他政策）。

倘發生違約事件，各票據持有人有權要求發行人贖回該票據持有人持有的全部或部分票據，或在不得損害發行人任何其他付款責任的情況下，按照票據的條款及條件支付該票據持有人的違約利息。

### 企業管治

本公司致力維持高水準企業管治常規。有關本公司所採納之企業管治常規之資料，載於本年報「企業管治報告」一節內。

**AUDITOR**

The consolidated financial statements of the Group for the Year have been audited by EY. EY will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of EY as independent auditor of the Company is to be proposed at the 2017 AGM.

By Order of the Board  
**Yau On Yee, Annie**  
Chairman

Hong Kong, 23 May 2017

**核數師**

本集團於本年度之綜合財務報表由安永審核。安永即將卸任，惟其符合資格並願接受重新委聘。有關重新委聘安永為本公司獨立核數師之決議案將於之2017年股東週年大會上提呈。

承董事會命  
**邱安儀**  
主席

香港，2017年5月23日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Board has committed to achieving high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders and to enhance corporate value and accountability.

During the Year, the Company has applied the principles and complied with all the code provisions, except for the code provision A.2.1, as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 of the Listing Rules.

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The chairman and chief executive officer of the Company are held by Ms. Yau On Yee, Annie. The Board believes that Ms. Yau On Yee, Annie can provide the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. The Board also considers that the current structure of vesting the roles of chairman and the chief executive in the same person will not impair the balance of power and authority between the Board and the management of the Company.

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the code for dealing in securities of the Company by the Directors.

Specific enquiry has been made of all the Directors and all the Directors have confirmed that they have complied with the Model Code throughout the Year.

The Company has also established written guidelines no less exacting than the Model Code (the “Employees Written Guidelines”) for securities transactions by employees who are likely to be in possession of unpublished inside information of the Group. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company during the year under review.

### 企業管治常規

董事會承諾實現高水平的企業管治標準。

董事會相信，在為本公司提供框架以保障股東利益及提升企業價值和問責方面，高水平的企業管治標準必不可少。

於本年度期間，本公司一直應用上市規則附錄14所載《企業管治守則》（「企業管治守則」）之原則及遵守全部守則條文，惟守則條文第A.2.1條之偏離除外。

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁的角色應分開，不應由同一人擔任。本公司主席兼行政總裁為邱安儀女士。董事會認為，邱安儀女士可在本公司發揮強大且始終如一的領導才能，亦可有效及高效地規劃和實施業務決策及策略。董事會亦認為，目前由同一人擔任主席及行政總裁的架構不會破壞本公司董事會與管理層之間的權力平衡。

### 證券交易的標準守則

本公司已採納標準守則，作為董事買賣本公司證券之準則。

本公司已向所有董事作出特定查詢，而所有董事均已確認，彼等於本年度一直遵守標準守則。

本公司亦已訂立不遜於標準守則的書面指引（「僱員書面指引」），以供可能獲悉本集團未經公佈的內幕消息的僱員進行證券交易。於回顧年度內本公司並無發現僱員違反僱員書面指引的任何事件。

## BOARD OF DIRECTORS

The composition of the Board during the Year and up to the date of this report is as follows:

### Executive Directors:

Ms. YAU On Yee, Annie (*Chairman & Chief Executive Officer*)  
 Ms. NG Yi Kum, Estella (*Deputy Chairman, Chief Strategy Officer & Chief Financial Officer and Company Secretary*)  
 Mr. CHAN Lambert Lap Yip (*Deputy Chief Executive Officer – Commercial*)  
 (*Resigned on 1 June 2016*)

### Non-executive Directors:

Mr. Erwin Steve HUANG (*Deputy Chairman*)  
 Mr. WANG Guosheng (*Resigned on 1 December 2016*)

### Independent Non-executive Directors:

Mr. CHUI Chi Yun, Robert  
 Mr. CHAN Yue Kwong, Michael  
 Mr. CHOW Chee Wai, Christopher

The biographical information of the Directors are set out in the section headed “Directors Profile” of this annual report.

None of the members of the Board is related to one another.

### Chairman and Chief Executive Officer

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The chairman and the chief executive officer of the Company are held by Ms. Yau On Yee, Annie. The Board considers that the current management structure has operated efficiently. According to the Company’s practice, all major strategic decisions are taken by the Board, or relevant committee of the Board, as duly constituted.

The Board considers that the current structure of vesting the roles of chairman and chief executive in the same person will not impair the balance of power and authority between the Board and the management of the Company.

## 董事會

於本年度期間及截至本報告日期董事會成員如下：

### 執行董事：

邱安儀女士 (*主席及行政總裁*)  
 伍綺琴女士 (*副主席、首席策略暨財務官及公司秘書*)  
 陳立業先生 (*副行政總裁 – 業務*)  
 (*於2016年6月1日辭任*)

### 非執行董事：

黃岳永先生 (*副主席*)  
 王國盛先生 (*於2016年12月1日辭任*)

### 獨立非執行董事：

崔志仁先生  
 陳裕光先生  
 周治偉先生

各董事的履歷詳情載於本年報「董事簡介」一節。

董事會各成員之間概無任何關係。

### 主席及行政總裁

企業管治守則之守則條文第A.2.1條規定，主席與行政總裁的角色應分開，不應由同一人擔任。

本公司主席兼行政總裁為邱安儀女士。董事會認為現時管理層架構有效地運作。惟本公司之實務規定，所有主要決策乃由董事會或正式組成之董事會相關委員會作出。

董事會認為，目前由同一人擔任主席及行政總裁的架構不會破壞本公司董事會與管理層之間的權力平衡。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### Independent Non-executive Directors

During the Year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

### Non-executive Directors and Directors' Re-election

Code provision A.4.1 of the CG Code stipulates that non-executive directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the Directors is appointed for a specific term of three years and is subject to retirement by rotation once every three years.

### Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Directors take decisions objectively in the interests of the Company.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

All Directors have full and timely access to all the information of the Company as well as the services and advice from the company secretary and senior management. The Directors may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

### 獨立非執行董事

於本年度期間，董事會一直遵守上市規則有關委任最少三名獨立非執行董事(成員人數佔董事會三分之一)，而其中一名獨立非執行董事具備合適專業資格或會計或相關財務管理專業知識的規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條載列的獨立性指引就其獨立性而發出的年度確認書。本公司認為，所有獨立非執行董事均為獨立人士。

### 非執行董事及董事重選

企業管治守則之守則條文第A.4.1條規定，非執行董事須按指定任期獲委任並須接受重選，而守則條文第A.4.2條則規定，獲委任以填補臨時空缺的所有董事均須於獲委任後的首次股東大會上接受股東選舉，及每位董事(包括按指定任期獲委任的董事)須至少每三年輪值退任一次。

各董事均按三年指定任期獲委任，並須每三年輪值退任一次。

### 董事會及管理層的職責、問責及貢獻

董事會負責領導及控制本公司以及監督本集團的業務、策略決定及表現，以及透過指導及監管本公司的事務，集體負責以推動其成功發展。各董事以本公司的利益作出客觀決定。

全體董事(包括非執行董事及獨立非執行董事)均為董事會帶來範圍廣泛的寶貴業務經驗、知識及專業精神，供其以高效及有效方式運作。

全體董事均可全面和及時獲得本公司所有資料，以及要求公司秘書及高級管理層提供服務及意見。董事可按要求在適當情況下尋求獨立專業意見，從而履行彼等對本公司承擔的責任，費用由本公司支付。

董事須向本公司披露彼等所擔任其他職位的詳情，而董事會定期審閱各董事履行其對本公司所承擔職責而須作出的貢獻。

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

### Continuous Professional Development of Directors

Directors keep abreast of responsibilities as a Director and of the conduct, business activities and development of the Company.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory 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. All Directors are encouraged to attend relevant training courses at the Company's expenses.

A summary of training received by Directors during the Year according to the records provided by the Directors is as follows:

董事會專責決定所有重要事項，當中涉及政策事項、策略及預算、內部監控及風險管理、重大交易(尤其是可能會涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事項。有關執行董事會決定、指導及協調本公司日常營運及管理的職責乃轉授予管理層。

### 董事的持續專業發展

董事須了解作為董事的職責，並熟悉本公司的經營方式、業務活動及發展。

每名新任董事將於其首次獲委任時獲得正式、全面及切合個人需要的就職指導，以確保對本公司的業務及營運有恰當認識，且對上市規則及相關法律規定下的董事職責及責任有充分認識。

董事應參與合適的持續專業發展，以發展及更新其知識及技能，以確保彼等對董事會作出知情及切合所需的貢獻時繼續獲得最新資訊及作出相關決定。本公司鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

根據董事所提供記錄，本年度期間董事會接受培訓的概要如下：

Director	董事	Attending briefings/trainings/ seminars and/or reading materials 出席簡介會／培訓／ 研討會及／或閱讀材料
<b>Executive Directors</b>		
Ms. YAU On Yee, Annie	執行董事： 邱安儀女士	✓
Ms. NG Yi Kum, Estella	伍綺琴女士	✓
Mr. CHAN Lambert Lap Yip (Resigned on 1 June 2016)	陳立業先生(於2016年6月1日辭任)	✓
<b>Non-executive Directors</b>		
Mr. Erwin Steve HUANG	非執行董事： 黃岳永先生	✓
Mr. WANG Guosheng (Resigned on 1 December 2016)	王國盛先生(於2016年12月1日辭任)	✓
<b>Independent Non-executive Directors</b>		
Mr. CHUI Chi Yun, Robert	獨立非執行董事： 崔志仁先生	✓
Mr. CHAN Yue Kwong, Michael	陳裕光先生	✓
Mr. CHOW Chee Wai, Christopher	周治偉先生	✓

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### BOARD COMMITTEES

The Board has established the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All the said Board committees of the Company are established with defined written terms of reference, which are posted on the websites of the Company and the Stock Exchange and are available to shareholders upon request.

The majority of the members of the said Board committees are independent non-executive Directors and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information" of this annual report.

#### Audit Committee

The principal responsibilities of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for accounting and financial reporting function, compliance officer, internal auditor or external auditor before submission to the Board;
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system; and
- To review the relationship with the external auditor by reference to the work performed by the auditor, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditor.

The Audit Committee oversees the risk management and internal control systems of the Group, reviews the internal audit report submitted by the Internal Audit Department of the Company, reports to the Board on any material issues, and makes recommendations to the Board.

The Audit Committee held two meetings to review interim and annual financial results and reports in respect of the Year and significant issues on the financial reporting and compliance procedures, internal control and risk management systems, scope of work, re-appointment of external auditor, the audit plan in 2017 and approval of audit fee quotation.

### 董事會委員會

董事會已成立審核委員會、薪酬委員會及提名委員會，以監督本公司特定範疇的事務。上述所有董事會委員會均已制訂書面職權範圍，載於本公司及聯交所網站，並可應股東要求提供。

上述董事會委員會的大部分成員均為獨立非執行董事，且各董事會委員會的主席及成員名單載於本年報「公司資料」一節。

#### 審核委員會

審核委員會的主要職責包括以下各項：

- 審閱財務報表及報告，以及於呈交有關報表及報告予董事會前，考慮由負責會計及財務申報職能的本公司員工、合規主任、內部審核員或外聘核數師提出的任何重大或異常項目；
- 檢討本公司的財務申報制度、內部監控制度及風險管理制度的充分及有效程度；及
- 透過參照核數師履行的工作、彼等的酬金及委聘條款，以檢討與外聘核數師的關係，並就外聘核數師的委任、續聘及撤換向董事會提出建議。

審核委員會監督本集團的風險管理及內部監控制度，審閱本公司內部審核部門呈交的內部審核報告，向董事會報告任何重大事宜，以及向董事會提出建議。

審核委員會於本年度共舉行了兩次會議，以審閱中期及年度財務業績及報告，以及有關財務申報及合規程序、內部監控及風險管理制度、外聘核數師的工作範圍及續聘、2017年度之審計計劃等重大事宜以及批准審計費用之報價。

### Remuneration Committee

The principal responsibilities of the Remuneration Committee include the following:

- To make recommendations to the Board on the establishment of procedures for developing the remuneration policy and structure for all Directors and the senior management, which shall ensure that no director or any of his/her associates will participate in deciding his/her own remuneration;
- To determine, with delegated responsibility, the remuneration packages of the executive Directors and the senior management by reference to the performance of the individual and the Company as well as market practice and conditions;
- To make recommendations to the Board on the remuneration packages of the non-executive Directors by reference to the performance of the individual and the Company as well as market practice and conditions; and
- To review and approve the compensation arrangements for the executive Directors and the senior management in connection with any loss or termination of their offices or appointments.

The Remuneration Committee met once during the Year to review and approve (i) the discretionary bonus to the executive Directors and the senior management; and (ii) the remuneration packages of the executive Directors and the senior management and, to review and recommend to the Board on the remuneration of non-executive Directors.

The remuneration of the members of senior management of the Company by band for the Year is set out below:

### 薪酬委員會

薪酬委員會的主要職責包括以下各項：

- 就建立程序以制訂全體董事及高級管理人員的薪酬政策及架構提出建議，須確保概無董事或其任何聯繫人士將參與決定其本身的薪酬；
- 透過參考個別人士及本公司的表現以及市場慣例及情況，獲董事會轉授職責，釐定執行董事及高級管理人員的薪酬福利；
- 透過參考個別人士及本公司的表現以及市場慣例及情況，就非執行董事的薪酬福利提出建議；及
- 檢討及批准執行董事及高級管理人員有關任何離職或終止職務或委任的補償安排。

薪酬委員會於本年度舉行了一次會議，以檢討及批准(i)執行董事及高級管理人員之酌情花紅；及(ii)執行董事及高級管理人員之薪酬待遇，檢討及向董事會提出非執行董事薪酬之建議。

本公司高級管理人員於本年度的薪酬範圍如下：

Range of Remuneration	薪酬範圍	Number of persons 人數
HKD999,999 or below	港幣 999,999 元或以下	-
HKD1,000,000 to HKD1,999,999	港幣 1,000,000 元至港幣 1,999,999 元	3
HKD2,000,000 to HKD2,999,999	港幣 2,000,000 元至港幣 2,999,999 元	2
HKD3,000,000 or above	港幣 3,000,000 元或以上	-

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### Nomination Committee

The principal responsibilities of the Nomination Committee include the following:

- To review the structure, size, composition and diversity of the Board;
- To make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors;
- To identify individuals suitably qualified to become Board members; and
- To assess the independence of independent non-executive Directors.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Board diversity policy, including but not limited to gender, age, cultural and educational background and professional experience.

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's character and integrity, qualifications, experience, time commitment and independence (for appointment of independent non-executive Director) and other relevant criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee met once during the Year. At the meeting, the Nomination Committee reviewed and assessed the structure, size, composition and diversity of the Board, independence of independent non-executive Directors and recommended on the re-election of Directors at the 2017 AGM.

### Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

The Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

### 提名委員會

提名委員會的主要職責包括以下各項：

- 檢討董事會的架構、人數、組成及多元化；
- 就董事委任或重新委任以及董事繼任計劃向董事會提出建議；
- 物色具備合適資格可擔任董事的人士；及
- 評核獨立非執行董事的獨立性。

於評估董事會的組成時，提名委員會將考慮董事會成員多元化政策所載列的多個方面，包括但不限於性別、年齡、文化及教育背景，以及專業工作經驗。

於物色及挑選合適的董事候選人時，提名委員會在向董事會提出建議之前，將考慮候選人的品行及誠信、資歷、經驗、可承諾付出的時間及(就委任獨立非執行董事而言)獨立性以及與企業策略互補及達致董事會成員多元化所需的其他相關標準(如適用)。

提名委員會於本年度已舉行一次會議。於會議上，提名委員會檢討及評核了董事會的架構、人數、組成及多元化，及獨立非執行董事之獨立性，並建議於2017年股東週年大會上之董事重選。

### 企業管治職能

董事會負責履行企業管治守則之守則條文第D.3.1條所載的職能。

董事會已審閱本公司的企業管治政策及常規、董事的培訓及持續專業發展、本公司在遵守法律及監管規定方面的政策及常規、遵守標準守則及僱員書面指引、以及本公司在遵守企業管治守則的情況及於本企業管治報告內的披露資料。

**ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS**

The attendance record of each Director at the Board and Board committee meetings and the general meetings of the Company held during the Year is set out in the table below:

Director	董事	Attendance/Number of Meetings 出席／會議次數				
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	Annual General Meeting 股東週年大會
Ms. YAU On Yee, Annie	邱安儀女士	4/4	-	1/1	1/1	1/1
Ms. NG Yi Kum, Estella	伍綺琴女士	4/4	-	1/1	-	1/1
Mr. CHAN Lambert Lap Yip (Resigned on 1 June 2016)	陳立業先生* (於2016年6月1日辭任)	0/1	-	-	-	-
Mr. Erwin Steve HUANG	黃岳永先生	4/4	-	-	-	1/1
Mr. WANG Guosheng (Resigned on 1 December 2016)	王國盛先生** (於2016年12月1日辭任)	2/3	-	-	-	1/1
Mr. CHUI Chi Yun, Robert	崔志仁先生	4/4	2/2	1/1	-	1/1
Mr. CHAN Yue Kwong, Michael	陳裕光先生	3/4	1/2	1/1	1/1	1/1
Mr. CHOW Chee Wai, Christopher	周治偉先生	4/4	1/2	1/1	1/1	1/1

Apart from regular Board meetings, the Chairman also held a meeting with the non-executive Directors (including independent non-executive Directors) without the presence of executive Directors during the Year.

**DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS**

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the Year.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, inside information announcements and other disclosures required under the Listing Rules and other statutory and regulatory requirements.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

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.

**董事及委員會成員的出席記錄**

各董事於本年度出席董事會及董事會委員會會議以及本公司所召開股東大會的記錄於下表載列：

除定期舉行的董事會會議外，主席於本年度亦已在執行董事毋須在場的情況下與非執行董事（包括獨立非執行董事）舉行了一次會議。

**董事對財務報表的責任**

董事知悉彼等須負責編製本公司本年度的財務報表。

董事會負責對年度及中期報告、內幕消息公告及根據上市規則及其他法定及監管規定需要的其他披露資料呈列均衡、明確及容易理解的評估。

管理層已向董事會提供所需的說明及資料，從而令董事會對提交董事會批准的本公司財務報表作出知情評估。

董事並不知悉任何事件或情況所引起的重大不明朗因素可令本公司持續經營的能力存疑。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### AUDITOR'S REMUNERATION

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the section headed Independent Auditor's Report.

For the Year, the remuneration paid/payable to EY, the external auditor of the Company, was approximately HK\$2,750,000 for audit services. No other assurance services fee was paid/payable to EY. The remuneration paid/payable to Ernst & Young network firms were approximately HK\$70,300 for non-assurance services. HK\$836,000 was paid/payable to other audit firms for audit services of subsidiaries of the Group located outside Hong Kong.

### RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for overseeing the risk management and internal control systems of the Group and reviewing their effectiveness at least annually through the Audit Committee. The executive management and the Internal Audit Department of the Group have been delegated the responsibility of identifying and evaluating the risks faced by the Group and of designing, operating and monitoring an effective internal control system that covers governance, compliance, risk management, financial as well as operational control.

The risk management process includes risk identification, risk evaluation, risk management measures and risk control and review. The management is delegated to identify, analyze, evaluate, respond, monitor and communicate risks associated with any activity, function or process within its scope of responsibility and authority. It is endeavoured to evaluate and compare the level of risk against predetermined acceptable levels of risk. For risk control and monitoring, it involves making decisions regarding which risks are acceptable and how to address those that are not. Any material risk identified by the management will be reported to the Audit Committee and the Board. The management assists the Audit Committee and the Board to manage and control such risks by ensuring an effective risk management system is maintained and operated within the Group.

The internal control system is designed to provide reasonable, but not absolute, assurance on the effectiveness and efficiency of operations in achieving the established corporate objectives, safeguarding the Group's assets, providing reliable financial reporting information and complying with the applicable laws and regulations. Systems and procedures are also established to identify, measure, manage and control, rather than eliminate, different risks arising from different business and functional activities.

### 核數師酬金

本公司獨立核數師對彼等就財務報表的申報責任的陳述載於「獨立核數師報告書」一節。

本年度已付或應付予外聘核數師安永的審計服務酬金約為港幣2,750,000元，並沒有其他審計服務費用已付或應付予安永。而已付或應付予安永會計師事務所之網絡公司非審計服務費用約為港幣70,300元。其他已付或應付予本集團在香港以外的附屬公司核數師之審計服務費用為港幣836,000元。

### 風險管理及內部監控

董事會確認知悉其負責監督本集團風險管理及內部監控制度，並透過審核委員會至少每年檢討其成效。本集團之執行管理人員及內部審核部門獲指派負責確定及評估本集團面對之風險，以及設計、執行及監察一套有效的內部監控制度。該制度涵蓋管治、合規、風險管理、財務及經營監控。

風險管理過程包括風險識別、風險評估、風險管理措施及風險監控及審查。管理層獲委派於其責任及權力範圍內識別、分析、評估、應對、監控及傳達與任何活動、職務或程序有關之風險。其致力參照預定可接納風險水平就相關風險水平作出評估及比較。就風險監控及監管而言，其涉及對有關可接納風險及如何解決非可接納者作出決定。如發現任何重大風險，管理層會報告予審核委員會及董事會。管理層協助審核委員會及董事會管理及控制該風險，以確保本集團維持及運行一個有效之風險管理制度。

內部監控制度之設計旨在提供合理，而非絕對保障，確保營運效益及效率，從而達至既訂公司目標、保障集團財產、提供可靠財務報告資料及遵守適用法律及規例。制度及程序之訂立旨在確定、計量、管理及控制，而非消除不同業務及功能活動產生之不同風險。

The Group's Internal Audit Department plays important role in enhancing internal control system of the Group. It assists the Board in determining whether sound internal control system is maintained and operated in compliance with the established processes and standards by performing periodic audits over all major operations of the Group, under a rotational cycle. An annual audit plan (comprising of annual audit focus and audit frequencies) is prepared based on the department's independent risk assessment. Such work plan is discussed and agreed with the Audit Committee at the beginning of each financial year. If any material risks or internal control defects are found, the Group's Internal Audit Department will discuss with respective department heads to have actions agreed and subsequently followed up, in order to ensure that satisfactory controls is maintained. Major internal audit findings will be submitted to the Audit Committee for review and all improvement actions will be properly followed up by management to ensure that they are implemented within a reasonable period of time.

In addition, the Group has engaged an independent consulting firm to assist the Group's Internal Audit Department to provide professional internal audit services to the Group. Such appointment aims to provide leadership to and enhance professionalism and independence of the Group's Internal Audit Department.

The Group complies with requirements of SFO and the Listing Rules. The Group will disclose inside information to the public as soon as reasonably practicable unless the information falls within any of the "safe harbours" provisions and satisfies the conditions under the SFO. Before the information is fully disclosed to the public, the Group will ensure that the information is kept strictly confidential.

The Group has strictly prohibited unauthorized use of confidential or inside information and established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the executive Directors are authorized to communicate with parties outside the Group.

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

本集團內部審核部門於加強內部監控制度上擔當重要角色，以循環形式定期審核本集團所有主要營運項目，以協助董事會決定內部監控制度是否有效運行，且符合既訂程序及準則。年度審核計劃(包括年度審核目標及審核頻率)乃按部門之獨立風險評估制訂，審核委員會於每個財政年度年初討論及通過該審核計劃。如發現任何嚴重的風險或內部監控缺失，本集團內部審核部門會與各有關部門主管討論，議定行動並作出跟進，以確保維持滿意的監控。重大內部審核發現均會呈交審核委員會審閱，而管理層會妥善跟進所有改進措施，以確保該改進措施在合理時間內執行。

另外，本集團已委任一間獨立顧問公司，協助本集團內部審核部門並提供專業內部審核服務。該委任旨在帶領本集團內部審核部門，加強其專業性及獨立性。

本集團遵循證券及期貨條例和上市規則的規定。本集團在合理切實可行的情況下，會盡快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所規定的任何安全港範圍內並符合條件。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。

本集團已嚴格禁止未經授權使用機密或內幕消息及已就外界查詢本集團事務訂立及執行回應程序，據此，只有執行董事方獲授權與本集團外部人士溝通。

董事會於本年度已透過審核委員會就本集團風險管理及內部監控制度的成效作年度檢討，其涵蓋所有重大財務、經營及合規監控，並認為本集團的風險管理及內部監控制度有效及完善。本年度期間，並無發現可能對本公司股東造成影響的涉嫌重大違規情況或重大關注事項。

# CORPORATE GOVERNANCE REPORT (CONTINUED)

## 企業管治報告(續)

### SHAREHOLDERS' RIGHTS

#### Procedures for shareholders to convene a Special General Meeting ("SGM")

Pursuant to the bye-law 58 of the Company's bye-laws and the Companies Act 1981 of Bermuda ("Companies Act") as amended from time to time, registered shareholders of the Company holding 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 ("SGM Requisitionists") can deposit a written request to convene a SGM at the registered office of the Company ("Registered Office"), which is presently situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The SGM Requisitionists must state in their request(s) the purposes of the SGM and such request(s) must be signed by all the SGM Requisitionists and may consist of several documents in like form, each signed by one or more of the SGM Requisitionists.

The share registrars of the Company will verify the SGM Requisitionists' particulars in the SGM Requisitionists' request. Promptly after confirmation from the share registrars of the Company that the SGM Requisitionists' request is in order, the Company Secretary of the Company will arrange with the Board to convene a SGM by serving sufficient notice to all the registered shareholders of the Company in accordance with all the relevant statutory and regulatory requirements. On the contrary, if the SGM Requisitionists' request is verified not in order, the SGM Requisitionists will be advised of the outcome and accordingly, a SGM will not be convened as requested.

The SGM Requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a SGM if within twenty-one (21) days of the deposit of the SGM Requisitionists' request, the Board does not proceed duly to convene a SGM provided that any SGM so convened is held within three (3) months from the date of the original SGM Requisitionists' request. A SGM so convened by the SGM Requisitionists shall be convened in the same manner, as nearly as possible, as that in which meetings are to be convened by the Company.

#### Procedures for shareholders to put forward proposals at a general meeting

Pursuant to the Companies Act, either any number of the registered shareholders of the Company holding not less than one-twentieth (5%) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company ("Requisitionists"), or not less than 100 of such registered shareholders, can request the Company in writing to (a) give to shareholders of the Company entitled to receive notice of the next general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and (b) circulate to shareholders of the Company entitled to have notice of any general meeting any statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

### 股東權利

#### 股東召開股東特別大會(「股東特別大會」)之程序

根據本公司細則第58條及經不時修訂的百慕達一九八一年公司法(「公司法」)，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於十分之一(10%)之本公司登記股東(「股東特別大會呈請人」)，可向本公司之註冊辦事處(現時之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda)(「註冊辦事處」)提交書面呈請，請求召開股東特別大會。股東特別大會呈請人必須在其呈請中列明股東特別大會之目的，而有關呈請必須由所有股東特別大會呈請人簽署，並可由若干相同格式之文件組成，各自須經一名或以上股東特別大會呈請人簽署。

本公司之股份登記處將核實股東特別大會呈請人提交之呈請所列之股東特別大會呈請人資料。一經接獲本公司之股份登記處確認股東特別大會呈請人之呈請符合程序，本公司之公司秘書將立即根據所有相關法定及監管規定向本公司之全體登記股東發出充足通知並與董事會安排召開股東特別大會。相反，倘股東特別大會呈請人之呈請經核實未有符合程序，本公司將告知股東特別大會呈請人相關結果，因而不會按要求召開股東特別大會。

倘董事會並無於股東特別大會呈請人遞交呈請起計二十一(21)日內正式召開股東特別大會，則股東特別大會呈請人(或其中代表全體呈請人總表決權半數以上之任何人士)可自行召開股東特別大會，惟按此方式召開之任何股東特別大會須於股東特別大會呈請人遞交原呈請之日期起計三(3)個月內舉行。股東特別大會呈請人依此召開之股東特別大會須盡可能以接近本公司召開會議之方式召開。

#### 於股東大會上提呈議案之程序

根據公司法，持有本公司附帶權利可於本公司股東大會投票之繳足股本不少於二十分之一(5%)之本公司登記股東(「呈請人」)，或不少於100名有關登記股東，可向本公司提交書面要求：(a)向有權接收下一屆股東大會通告之本公司股東發出通知，以告知任何可能於該大會上正式動議及擬於會上動議之決議案；及(b)向有權獲發送任何股東大會通告之本公司股東傳閱不超過1,000字之陳述書，以告知於該大會上提呈之決議案所述事宜或將處理之事項。

The requisition signed by all the Requisitionists may consist of several documents in like form, each signed by one or more of the Requisitionists; and it must be deposited at the Registered Office with a sum reasonably sufficient to meet the Company's relevant expenses, not less than six weeks before the meeting in case of a requisition requiring notice of a resolution or not less than one week before the meeting in the case of any other requisition. Provided that if an annual general meeting is called for a date six weeks or less after the requisition has been deposited, the requisition though not deposited within the time required shall be deemed to have been properly deposited for the purposes thereof.

#### **Procedures for directing shareholders' enquiries to the Board**

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

The Company Secretary  
Tse Sui Luen Jewellery (International) Limited  
Ground Floor, Block B, Summit Building,  
30 Man Yue Street, Hunghom, Kowloon, Hong Kong  
Fax: (852) 2356 0215  
Email: enquiry@tslj.com

Shareholders may also make enquiries with the Board at the general meetings of the Company.

#### **CONSTITUTIONAL DOCUMENTS**

The Company's constitutional documents have been posted under the sub-section "Constitutional Documents" of Corporate Governance section on the Company's website at ir.tslj.com. There are no changes in the constitutional documents of the Company during the year under review.

由所有呈請人簽署之呈請可由若干相同格式之文件組成，各自須經一名或以上呈請人簽署；且呈請須在不少於（倘為要求通知的決議案之呈請，大會舉行前六週或（倘為任何其他呈請）大會舉行前一週，遞交至註冊辦事處，並須支付足以彌補本公司相關開支之款項。惟倘在遞交呈請後六週或較短期間內之某一日召開股東週年大會，則該呈請雖未有在規定時間內遞交，就此而言亦將被視為已妥為遞交。

#### **股東向董事會作出查詢之程序**

股東可隨時透過公司秘書以書面形式將其查詢及問題遞交董事會。公司秘書之聯絡詳情如下：

公司秘書  
謝瑞麟珠寶（國際）有限公司  
香港九龍紅磡民裕街  
30號興業工商大廈地下B座  
傳真：(852) 2356 0215  
電郵：enquiry@tslj.com

股東亦可在本公司之股東大會上向董事會作出查詢。

#### **憲章文件**

本公司憲章文件載於本公司網站 ir.tslj.com「企業管治」項下中之「憲章文件」內。於回顧年度內，本公司的憲章文件並無任何變動。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書



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1 Tim Mei Avenue  
Central, Hong Kong

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**To the shareholders of Tse Sui Luen Jewellery (International) Limited**  
(Incorporated in Bermuda with limited liability)

致謝瑞麟珠寶(國際)有限公司全體股東  
(於百慕達註冊成立的有限公司)

### OPINION

### 意見

We have audited the consolidated financial statements of Tse Sui Luen Jewellery (International) Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 84 to 180, which comprise the consolidated statement of financial position as at 28 February 2017, 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.

我們已審計列載於第84至180頁的謝瑞麟珠寶(國際)有限公司及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零一七年二月二十八日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 28 February 2017, 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.

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年二月二十八日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

### BASIS FOR OPINION

### 意見的基礎

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements* section of our report. We 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.

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計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布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## KEY AUDIT MATTERS

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

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

### Key audit matter

#### 關鍵審計事項

#### *Recognition of deferred tax assets* 確認遞延稅項資產

As at 28 February 2017, deferred tax assets regarding tax losses carried forward recognised by the Group amounted to approximately HK\$22 million. The tax impact of unrecognised tax losses at the applicable tax rates at 28 February 2017 was approximately HK\$17 million. 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.

於二零一七年二月二十八日，貴集團已確認有關承前未用稅項虧損的遞延稅項資產大約為港幣二千二百萬元。於二零一七年二月二十八日，未確認之稅項虧損按其適用稅率的稅項影響約為港幣一千七百萬元。釐定可予確認之遞延稅項資產之金額涉及根據未來應課稅盈利之時間及其金額，以及未來稅務計劃之策略，而作出重大管理層判斷。

The accounting policies and disclosure of the recognition of deferred tax assets in respect of tax losses are included in notes 2.4, 3 and 29 to the consolidated financial statements.

有關確認稅項虧損的遞延稅項資產的會計政策以及披露資料載於綜合財務報告附註2.4、3及29。

## 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。

### How our audit addressed the key audit matter

#### 該事項在審計中是如何應對的

Our audit procedures included reviewing the Group's latest profit forecast and approved strategic business plan to evaluate management's assessment that there will be sufficient taxable profits in the future to utilise the tax losses recognised and that it is probable that the deferred tax assets would be recoverable within the statutory limited timeframe in the countries for which the tax losses have arisen.

我們的審計程序包括審閱 貴集團最新的盈利預算以及核准之策略業務計劃，以評估管理層對將來有足夠應課稅盈利用作抵銷相關確認稅項虧損，以及遞延稅項資產可以在稅項虧損所產生的國家法定期限內可採用之判斷。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告書(續)

### KEY AUDIT MATTERS (continued)

#### Key audit matter 關鍵審計事項

*Recognition of deferred tax liabilities regarding withholding tax on unremitted earnings of subsidiaries established in Mainland China*  
確認於中國成立之附屬公司之未分配盈利的預扣所得稅的遞延稅項負債

As at 28 February 2017, the Group recognised a deferred tax liability of approximately HK\$13 million for withholding taxes that would be payable in respect of the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. Significant management judgement is required to determine the amount and timing of the payment of dividends that will be distributed in the foreseeable future. The estimation process is highly based on assumptions, which are influenced by projected future market and economic conditions.

於二零一七年二月二十八日，貴集團確認於中國成立之附屬公司未分配盈利的預扣所得稅的遞延稅項負債的金額約為港幣一千三百萬元。釐定可見將來派發的股息之金額及其時間涉及重大管理層判斷。估計過程受預期未來市場和經濟條件之假設高度影響。

The accounting policies and disclosures of the recognition of deferred tax liabilities are included in notes 2.4 and 29 to the consolidated financial statements.

有關確認遞延稅項負債的會計政策以及披露資料載於綜合財務報告附註2.4及29。

#### How our audit addressed the key audit matter 該事項在審計中是如何應對的

Our audit procedures included evaluating the management's assumptions and estimates in relation to the likelihood of the Group's operations in Mainland China remitting their earnings in the foreseeable future, which included the ability of the Company to generate sufficient cash flows for dividend distribution and other financing needs of the Group, based on the latest approved strategic business plan. We also assessed the historical accuracy of management's assumptions and employed our tax specialists to assist with the analysis and evaluation of the reasonableness of the assumptions used.

我們的審計程序包括評估管理層根據最新核准之策略業務計劃，假設及估計貴集團於中國業務於可預見將來分配盈利之可能性，即包括貴公司產生足夠股息派發之現金流的能力，以及貴集團其他融資需要。我們亦評估管理層假設的歷史準確度，以及委聘我們稅務專家協助分析和評估所採用假設的合理性。

**KEY AUDIT MATTERS (continued)****Key audit matter**  
**關鍵審計事項***Net realisable value of Inventories*  
*存貨之可變現淨值*

As at 28 February 2017, the Group recorded inventories of HK\$1,527 million before provision for impairment of HK\$48 million. The write-down of inventories to net realisable value is estimated by management through the application of judgement and the use of highly subjective assumptions. During the year ended 28 February 2017, a net reversal of provision for impairment of inventories of HK\$4 million was credited to the consolidated statement of profit or loss based on management's assessment.

於二零一七年二月二十八日，貴集團的存貨為港幣十五億二千七百萬元，未計入存貨撥備的港幣四千八百萬元。管理層透過判斷和高度主觀假設來估計撇銷存貨至可變現淨值。於二零一七年二月二十八日，根據管理層作出的估計，計入綜合損益表內的存貨撥備回撥淨額為金額港幣四百萬元。

The accounting policies and disclosures for the impairment provision on inventories are included in notes 2.4, 3 and 7 to the consolidated financial statements.

有關存貨撥備的會計政策以及披露資料載於綜合財務報告附註2.4、3及7。

**How our audit addressed the key audit matter**  
**該事項在審計中是如何應對的**

Our audit procedures included the assessment of controls over identifying and valuing obsolete, damaged, slow-moving, excess and other inventory items whose costs may not be fully recoverable; evaluating the methodologies, inputs and assumptions used by the Group in calculating the impairments; and assessing the adequacy of the impairments recorded by reviewing subsequent sales after the year end and a comparison with historical sales records.

我們的審計程序包括評估對於識別和量度陳舊、損毀、滯銷、過剩以及其他未能全部收回成本之存貨的控制，評估貴集團計算減值時所用的方法、數據和假設；審閱其後銷售及與歷史銷售紀錄作出比較，來評估已入賬減值之足夠性。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告書(續)

### 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.

### 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.

### 刊載於年度報告內其他信息

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

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

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

### 董事就綜合財務報表須承擔的責任

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

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

審計委員會協助董事履行職責，監督貴集團的財務報告過程。

## 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with 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.

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們遵照百慕達一九八一年公司法第90條僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

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

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。

# INDEPENDENT AUDITOR'S REPORT (CONTINUED)

## 獨立核數師報告書(續)

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

- 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)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 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。

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 Chau Suet Fung, Dilys.

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong  
23 May 2017

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

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

從與審計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周雪鳳。

**安永會計師事務所**  
執業會計師  
香港  
二零一七年五月二十三日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

Year ended 28 February 2017 截至2017年2月28日止年度		Notes 附註	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>Turnover</b>	營業額	5	<b>3,410,923</b>	3,538,862
Cost of sales	銷售成本		<b>(1,884,203)</b>	(1,927,303)
<b>Gross profit</b>	毛利		<b>1,526,720</b>	1,611,559
Other income and (losses)/gains, net	其他收入及(虧損)/收益·淨額	6	<b>(399)</b>	2,134
Selling and distribution expenses	銷售及分銷費		<b>(1,243,051)</b>	(1,341,720)
Administrative expenses	行政費用		<b>(167,100)</b>	(163,083)
<b>PROFIT FROM OPERATIONS</b>	經營盈利		<b>116,170</b>	108,890
Finance costs	財務費用	8	<b>(64,288)</b>	(62,584)
<b>PROFIT BEFORE TAX</b>	除稅前盈利	7	<b>51,882</b>	46,306
Income tax expense	所得稅費用	11	<b>(28,678)</b>	(22,493)
<b>PROFIT FOR THE YEAR</b>	本年度盈利		<b>23,204</b>	23,813
<b>ATTRIBUTABLE TO:</b>	應佔盈利部份：			
Owners of the Company	本公司擁有人		<b>23,177</b>	23,623
Non-controlling interests	非控股股東權益		<b>27</b>	190
			<b>23,204</b>	23,813
<b>EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人應佔每股盈利			
Basic and diluted	基本及攤薄	13	<b>11.0 cents 仙</b>	11.2 cents 仙

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

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## 綜合全面收益表

Year ended 28 February 2017 截至2017年2月28日止年度		Note 附註	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>PROFIT FOR THE YEAR</b>	本年度盈利		<b>23,204</b>	23,813
<b>OTHER COMPREHENSIVE LOSS</b>	其他全面虧損			
<b>Other comprehensive income not to be reclassified to profit or loss in subsequent years:</b>	日後不可能重新分類至損益表之其他全面收益：			
Remeasurement gain on defined benefit plan	界定福利計劃的重估收入	28	5,656	4,601
Income tax effect	所得稅影響		(933)	(759)
<b>Net other comprehensive income not to be reclassified to profit or loss in subsequent years</b>	日後不可能重新分類至損益表之其他全面收益淨額		<b>4,723</b>	3,842
<b>Other comprehensive loss to be reclassified to profit or loss in subsequent years:</b>	日後可能重新分類至損益表之其他全面虧損：			
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額		(68,742)	(80,433)
<b>OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX</b>	本年度其他全面虧損，扣除稅項		<b>(64,019)</b>	(76,591)
<b>TOTAL COMPREHENSIVE LOSS FOR THE YEAR</b>	本年度全面虧損總額		<b>(40,815)</b>	(52,778)
<b>Attributable to:</b>	應佔全面收益總額：			
Owners of the Company	本公司擁有人		(40,797)	(53,019)
Non-controlling interests	非控股股東權益		(18)	241
			<b>(40,815)</b>	(52,778)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

At 28 February 2017 於 2017 年 2 月 28 日		Notes 附註	2017 2017 年 HK\$'000 港幣千元	2016 2016 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	14	141,178	139,441
Intangible assets	無形資產	15	99	99
Other asset	其他資產	16	500	500
Prepayments and deposits	預付款及按金	19	52,655	43,379
Time deposits	定期存款	20	-	71,429
Deferred tax assets	遞延稅項資產	29	55,214	50,692
			<b>249,646</b>	<b>305,540</b>
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	17	1,478,679	1,607,509
Trade receivables	應收賬款	18	235,709	254,642
Prepayments, deposits and other receivables	預付款、按金及其他應收款	19	163,098	115,517
Tax recoverable	可收回稅項		11,978	7,649
Time deposits	定期存款	20	166,801	181,891
Cash and cash equivalents	現金及現金等價物	20	323,657	202,549
			<b>2,379,922</b>	<b>2,369,757</b>
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	21	(316,392)	(271,633)
Other payables and accruals	其他應付款及應計費用	22	(259,317)	(244,471)
Derivative financial instruments	衍生金融工具	23	-	(3,648)
Gold loans	黃金租賃	24	(43,523)	(98,849)
Interest-bearing bank and other borrowings	計息銀行及其他貸款	25	(269,602)	(610,925)
Convertible bonds	可換股債券	26	-	(12,500)
Finance lease payables	應付融資租賃	27	-	(1,632)
Tax payable	應付稅項		(22,448)	(23,967)
			<b>(911,282)</b>	<b>(1,267,625)</b>
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>1,468,640</b>	<b>1,102,132</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,718,286</b>	<b>1,407,672</b>

At 28 February 2017 於2017年2月28日		Notes 附註	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Other payables and accruals	其他應付款及應計費用	22	(6,595)	(6,656)
Interest-bearing bank and other borrowings	計息銀行及其他貸款	25	(709,775)	-
Convertible bonds	可換股債券	26	-	(336,041)
Finance lease payables	應付融資租賃	27	-	(88)
Employee benefit obligations	僱員福利義務	28	(11,240)	(17,863)
Deferred tax liabilities	遞延稅項負債	29	(16,394)	(16,346)
			(744,004)	(376,994)
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>974,282</b>	<b>1,030,678</b>
<b>EQUITY</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Issued capital	已發行股本	30	(52,584)	(52,584)
Reserves	儲備	32	(921,841)	(978,219)
			(974,425)	(1,030,803)
<b>Non-controlling interests</b>	<b>非控股股東權益</b>		<b>143</b>	<b>125</b>
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>(974,282)</b>	<b>(1,030,678)</b>

Approved and authorised for issue by the board of directors on 23 May 2017.  
董事會於2017年5月23日核准並許可刊發。

Yau On Yee, Annie 邱安儀 )  
 Ng Yi Kum, Estella 伍綺琴 ) Directors 董事  
 )  
 )

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

Year ended 28 February 2017  
截至2017年2月28日止年度

Attributable to owners of the Company  
本公司擁有人應佔

	Note	Issued capital	Share premium	Share option reserve	Capital and other reserves	Equity component	Retained profits	Proposed final dividend	Total	Non-controlling interests	Total equity
						of convertible bonds					
	附註	已發行股本 HK\$'000 港幣千元 (note 30)	股份溢價 HK\$'000 港幣千元 (note 40 (c)(i)) (附註40 (c)(i))	購股權儲備 HK\$'000 港幣千元 (note 40 (c)(v)) (附註40 (c)(v))	其他儲備 HK\$'000 港幣千元 (note 40 (c)(ii)) (附註40 (c)(ii))	可換股債券 之權益部份 HK\$'000 港幣千元 (notes 26 and 40 (c)(iv)) (附註26及 40 (c)(iv))	保留盈利 HK\$'000 港幣千元 (附註12)	末期股息 HK\$'000 港幣千元 (note 12)	合共 HK\$'000 港幣千元	非控股 股東權益 HK\$'000 港幣千元	權益總額 HK\$'000 港幣千元
At 1 March 2015	於2015年3月1日	52,584	123,365	17,169	254,937	8,600	630,322	7,782	1,094,759	(451)	1,094,308
Profit for the year	本年度盈利	-	-	-	-	-	23,623	-	23,623	190	23,813
Other comprehensive loss for the year:	本年度其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	(80,484)	-	-	-	(80,484)	51	(80,433)
Remeasurement gain on defined benefit plan, net of tax	界定福利計劃的重估收入，扣除稅項	-	-	-	-	-	3,842	-	3,842	-	3,842
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(80,484)	-	27,465	-	(53,019)	241	(52,778)
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資	-	-	-	-	-	-	-	-	85	85
Dividends paid	已派股息	-	-	-	-	-	(3,155)	(7,782)	(10,937)	-	(10,937)
Proposed final dividend (2015/16)	擬派末期股息 (2015/16)	12	-	-	-	-	(5,469)	5,469	-	-	-
At 29 February 2016	於2016年2月29日	52,584	123,365*	17,169*	174,453*	8,600*	649,163*	5,469*	1,030,803	(125)	1,030,678

Year ended 28 February 2017  
截至2017年2月28日止年度

		Attributable to owners of the Company 本公司擁有人應佔									
Notes	附註	Issued capital 已發行股本 HK\$'000 港幣千元 (note 30)	Share premium 股份溢價 HK\$'000 港幣千元 (note 40) (c)(i)	Share option reserve 購股權儲備 HK\$'000 港幣千元 (note 40) (c)(v)	Capital and other reserves 資本及其他儲備 HK\$'000 港幣千元 (note 40) (c)(ii)	Equity component of convertible bonds 可換股債券之權益部份 HK\$'000 港幣千元 (notes 26 and 40 (c)(iv)) (附註 26 及 41 (c)(iv))	Retained profits 保留盈利 HK\$'000 港幣千元	Proposed final dividend 擬派末期股息 HK\$'000 港幣千元 (note 12)	Total 合共 HK\$'000 港幣千元	Non-controlling interests 非控股股東權益 HK\$'000 港幣千元	Total equity 權益總額 HK\$'000 港幣千元
						At 1 March 2016	於2016年3月1日	52,584	123,365*	17,169*	174,453*
Profit for the year	本年度盈利	-	-	-	-	-	23,177	-	23,177	27	23,204
Other comprehensive loss for the year:	本年度其他全面虧損：										
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	-	-	-	(68,697)	-	-	-	(68,697)	(45)	(68,742)
Remeasurement gain on defined benefit plan, net of tax	界定福利計劃的重估收入，扣除稅項	-	-	-	-	-	4,723	-	4,723	-	4,723
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(68,697)	-	27,900	-	(40,797)	(18)	(40,815)
Equity-settled share option arrangement	以股權結算的購股權安排	31	-	(1,450)	-	-	-	-	(1,450)	-	(1,450)
Early redemption of convertible bonds	提早贖回可換股債券	26	-	-	-	(8,600)	3,093	-	(5,507)	-	(5,507)
Dividends paid	已派股息	-	-	-	-	-	(3,155)	(5,469)	(8,624)	-	(8,624)
Proposed final dividend (2016/17)	擬派末期股息 (2016/17)	12	-	-	-	-	(7,888)	7,888	-	-	-
At 28 February 2017	於2017年2月28日	52,584	123,365*	15,719*	105,756*	-	669,113*	7,888	974,425	(143)	974,282

\* These reserve accounts comprise the consolidated reserves of HK\$921,841,000 (2016: HK\$978,219,000) in the consolidated statement of financial position.

\* 此等儲備賬目組成綜合財務狀況表之綜合儲備港幣921,841,000元(2016年：港幣978,219,000元)。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

Year ended 28 February 2017 截至2017年2月28日止年度	Notes 附註	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營業務之現金流量</b>		
Profit before tax	除稅前盈利	51,882	46,306
Adjustments for:	調整：		
Finance costs	財務費用	8	62,584
Interest income	利息收入	6	(8,423)
Loss on disposal of items of property, plant and equipment	棄置物業、機器及設備 項目虧損	7	139
Depreciation	折舊	7	62,305
Reversal of equity-settled share option expense	回撥以股權結算之購股權 費用	7	-
Movements in employee benefit obligations	員工福利義務之變動	(967)	893
(Reversal of provision)/provision for impairment of inventories	(撥備回撥)/撥備存貨 至可變現淨值	7	365
Fair value loss on gold loans designated as at fair value through profit or loss	指定為按公平價值訂定 盈虧之黃金租賃的公平 價值淨虧損	7	9,627
Fair value loss on derivative financial instruments	衍生金融工具的公平價值 淨虧損	7	3,580
Gain on early redemption of convertible bonds	提早贖回可換股債券 收益	6	-
		173,115	177,376
Decrease in inventories	存貨減少	79,528	94,151
Decrease/(increase) in trade receivables	應收賬款減少/(增加)	14,467	(42,321)
Increase in prepayments, deposits and other receivables	預付款、按金及其他 應收款增加	(72,526)	(20,937)
Decrease in trade payables	應付賬款減少	51,707	17,506
Increase/(decrease) in other payables and accruals	其他應付款及應計費用 增加/(減少)	24,732	(12,412)
(Decrease)/increase in derivative financial liabilities	衍生金融工具負債 (減少)/增加	(4,454)	68
Cash flows generated from operations	經營業務產生的現金	266,569	213,431
Hong Kong profits tax (paid)/ refunded	已(支付)/收回香港利得稅	(2,665)	138
Taxes paid other than Hong Kong	已付香港以外地區稅項	(36,756)	(33,324)
Net cash flows from operating activities	經營業務產生之現金 流量淨額	227,148	180,245

Year ended 28 February 2017 截至2017年2月28日止年度	Notes 附註	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Interest received	已收利息	5,732	8,423
Decrease/(increase) in time deposits	定期存款減少/(增加)	72,288	(104,492)
Purchases of items of property, plant and equipment	購買物業、機器及設備項目	(63,217)	(58,676)
Proceeds from disposal of items of property, plant and equipment	棄置物業、機器及設備項目 所得款項	557	167
Net cash flows from/(used in) investing activities	投資活動產生/(所用)之 現金流量淨額	15,360	(154,578)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Proceeds from new trade finance	新增貿易融資所得款項	38,364	9,388
Repayment of trade finance	償還貿易融資	(266,876)	(23,668)
Proceeds from new bank loans	新增銀行貸款所得款項	644,197	146,704
Repayment of bank loans	償還銀行貸款	(242,510)	(107,389)
New gold loans	新增黃金租賃	-	69,781
Repayment of gold loans	償還黃金租賃	(57,961)	9,600
Proceeds from new other loans	新增其他貸款所得款項	200,000	(764)
Repayment of other loan	償還其他貸款	(4,723)	-
Redemption of convertible bonds	償還可換股債券款項	(374,604)	-
Capital element of finance lease payments	融資租賃付款的本金部份	(1,720)	(2,453)
Interest paid	已付利息	(41,210)	(31,670)
Dividends paid	已付股息	(8,624)	(10,937)
Interest element of finance lease payments	融資租賃付款的利息部份	(32)	(141)
Capital contribution from non-controlling shareholders of a subsidiary	附屬公司非控股股東出資	-	85
Net cash flows (used in)/ from financing activities	融資活動(所用)/產生之 現金流量淨額	(115,699)	58,536
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物之增加淨額</b>	<b>126,809</b>	<b>84,203</b>
Cash and cash equivalents at beginning of the year	於年初之現金及現金等價物	202,549	125,681
Effect of foreign exchange rate changes, net	外幣匯率變動影響·淨值	(5,701)	(7,335)
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	<b>於年終之現金及現金等價物</b>	<b>323,657</b>	<b>202,549</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結存分析</b>		
Cash and cash equivalents	現金及現金等價物	323,657	202,549

# NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 1. CORPORATE AND GROUP INFORMATION

Tse Sui Luen Jewellery (International) Limited (the “Company”) 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 the Company is located at Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hungghom, Kowloon, Hong Kong.

The principal activities of the Group are the manufacture, sale and marketing of jewellery products and the provision of service.

In the opinion of the directors, the immediate holding company is Partner Logistics Limited, which is incorporated in the British Virgin Islands (“BVI”), and the ultimate holding company is Blink Technology Limited, which is incorporated in the BVI, and the ultimate controlling party is Mr. Tse Tat Fung, Tommy (“Mr. Tommy Tse”).

#### Information about subsidiaries

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

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital 已發行 普通股本/ 註冊股本	Percentage of equity attributable to the Company		Principal activities
			Direct 直接	Indirect 間接	
TSL Investment (B.V.I.) Limited <sup>®</sup>	BVI 英屬處女群島	HK\$1,000 港幣1,000元	100	-	Investment holding 投資控股
Ankenne Jewelry Co. Limited <sup>△</sup> 翰特珠寶有限公司 <sup>△</sup>	Hong Kong 香港	HK\$1 港幣1元	-	100	Jewellery trading 珠寶貿易
Beijing Qi Li Yun Jewellery Company Limited <sup>***@</sup> 北京旗利雲珠寶有限公司 <sup>**@</sup>	The People’s Republic of China (“PRC”) 中華人民共和國(「中國」)	Renminbi (“RMB”) 20,000,000 人民幣20,000,000元	-	100	Jewellery retailing 珠寶零售

### 1. 公司及集團資料

謝瑞麟珠寶(國際)有限公司(「本公司」)乃於百慕達註冊成立之有限責任公司。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。本公司之主要辦事處為香港九龍紅磡民裕街30號興業工商大廈地下B座。

本集團之主要業務為製造，銷售，推廣珠寶產品及提供服務。

董事認為，於英屬處女群島成立的Partner Logistics Limited為直屬控股公司，最終控股公司為於英屬處女群島註冊成立的Blink Technology Limited，而最終控股人士為謝達峰先生。

#### 附屬公司之資料

本公司附屬公司之詳情如下：

## 1. CORPORATE AND GROUP INFORMATION (continued)

## Information about subsidiaries (continued)

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

Name 名稱	Place of incorporation/ registration and business 成立/註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股本/ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Beijing Qi Li Yun Trading Company Limited <sup>***@</sup> 北京旗利雲商貿有限公司 <sup>**@</sup>	PRC 中國	RMB3,000,000 人民幣3,000,000元	-	100	Jewellery retailing 珠寶零售
Beijing Tse Sui Luen Jewellery Company Limited <sup>***@</sup> (“BTSL”) 北京謝瑞麟珠寶有限公司 <sup>*@</sup>	PRC 中國	United States dollars (“US\$”) 2,000,000 2,000,000美元	-	100	Jewellery manufacturing and trading 珠寶製造及貿易
Concepts Management (H.K.) Limited 創念管理(香港)有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100	Trademarks holding and investment in trademarks 持有商標及投資商標
Excellent Ford Development Limited (“EF”) 福銳發展有限公司(「福銳發展」)	Hong Kong 香港	HK\$10,000 港幣10,000元	-	100	Jewellery trading 珠寶貿易
Guangzhou Hong Yun Jewellery Company Limited <sup>***@</sup> 廣州鴻雲珠寶有限公司 <sup>**@</sup>	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	Jewellery retailing 珠寶零售
Guangzhou Tai Yi Trading Company Limited <sup>***@</sup> 廣州泰億商貿有限公司 <sup>*@</sup>	PRC 中國	HK\$8,000,000 港幣8,000,000元	-	100	Jewellery trading 珠寶貿易

## 1. 公司及集團資料(續)

## 附屬公司之資料(續)

本公司附屬公司之詳情如下：(續)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

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

Name 名稱	Place of incorporation/ registration and business 成立/註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股本/ 註冊股本	Percentage of equity attributable to the Company 本公司所佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Guangzhou Xi Yun Jewellery Company Limited <sup>***@</sup> 廣州禧雲珠寶有限公司 <sup>**@</sup>	PRC 中國	RMB2,000,000 人民幣2,000,000元	-	100	Jewellery retailing 珠寶零售
Guangzhou Xi Yun Trading Company Limited <sup>***@</sup> 廣州禧雲商貿有限公司 <sup>**@</sup>	PRC 中國	RMB3,000,000 人民幣3,000,000元	-	100	Jewellery retailing and franchising 珠寶零售及加盟業務
Guangzhou Xiang Yun Jewellery Company Limited <sup>***@</sup> 廣州祥雲珠寶有限公司 <sup>**@</sup>	PRC 中國	RMB3,000,000 人民幣3,000,000元	-	100	Jewellery trading 珠寶貿易
Impromptus Asia Pacific Limited	Hong Kong 香港	HK\$10,000 港幣10,000元	-	100	Goldsmith and jewellery trading 足金及珠寶貿易
Infinite Assets Corp <sup>@</sup>	BVI 英屬處女群島	HK\$277,254 港幣277,254元	-	100	Investment holding 投資控股
Liberty Mark Limited <sup>@</sup>	BVI 英屬處女群島	US\$1 1美元	-	100	Investment holding 投資控股

### 1. 公司及集團資料(續)

#### 附屬公司之資料(續)

本公司附屬公司之詳情如下:(續)

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information about subsidiaries (continued)

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

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股／ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Richfun Enterprises Limited 豐樂企業有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100	Investment holding 投資控股
Shanghai Fu Yun Jewellery Company Limited <sup>***@</sup> 上海福雲珠寶有限公司 <sup>**@</sup>	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	Jewellery retailing 珠寶零售
Shanghai Fu Yun Trading Company Limited <sup>***@</sup> 上海福雲商貿有限公司 <sup>**@</sup>	PRC 中國	RMB3,000,000 人民幣3,000,000元	-	100	Jewellery retailing 珠寶零售
Shenzhen Jingyan Jewellery Company Limited <sup>#*@</sup> 深圳精研珠寶首飾有限公司 <sup>*@</sup>	PRC 中國	HK\$8,000,000 港幣8,000,000元	-	100	Manufacturing and distribution of jewellery 珠寶製造及分銷
Shenzhen Qianhai Tse Sui Luen Trading Company Limited <sup>***@</sup> 深圳前海謝瑞麟貿易有限公司 <sup>**@</sup>	PRC 中國	RMB100,000 人民幣100,000元	-	100	Jewellery trading 珠寶貿易
Shenzhen Qianhai Tse Sui Luen Logistic Company Limited <sup>***@</sup> 深圳前海謝瑞麟物流有限公司 <sup>**@</sup>	PRC 中國	RMB100,000 人民幣100,000元	-	100	Logistic and supply chain management 物流及供應鏈管理

## 1. 公司及集團資料(續)

### 附屬公司之資料(續)

本公司附屬公司之詳情如下：(續)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 1. CORPORATE AND GROUP INFORMATION (continued)

#### Information about subsidiaries (continued)

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

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股本／ 註冊股本	Percentage of equity attributable to the Company 本公司所佔 股權百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Tse Sui Luen Jewellery Company Limited ("TSLJ")## 謝瑞麟珠寶有限公司 (「謝瑞麟珠寶」)##	Hong Kong 香港	HK\$46,982,090 港幣 46,982,090 元	-	100	Jewellery trading and retailing 珠寶貿易及零售
Tse Sui Luen (Guangzhou) Jewellery Company Limited ("TSLGZ") **@ 謝瑞麟(廣州)珠寶有限公司 (「謝瑞麟廣州」)*@	PRC 中國	HK\$21,000,000 港幣 21,000,000 元	-	100	Manufacturing, distribution of jewellery and franchising 珠寶製造、分銷及加盟業務
Tse Sui Luen Investment (China) Limited@ 謝瑞麟投資(中國)有限公司@	BVI 英屬處女群島	US\$6,863 6,863 美元	-	100	Investment holding 投資控股
Tse Sui Luen Jewellery Retailing Sdn. Bhd.@	Malaysia 馬來西亞	Malaysian Ringgits 3,300,000 馬來西亞零吉 3,300,000 元	-	100	Jewellery retailing 珠寶零售
Tse Sui Luen (Shenzhen) Jewellery Company Limited##@ 謝瑞麟(深圳)珠寶有限公司*@	PRC 中國	HK\$12,500,000 港幣 12,500,000 元	-	100	Manufacturing and distribution of jewellery 珠寶製造及分銷
Tse Sui Luen (Shenzhen) Trading Limited***@ 謝瑞麟(深圳)商貿有限公司***@	PRC 中國	RMB1,000,000 人民幣 1,000,000 元	-	100	Jewellery trading 珠寶貿易

### 1. 公司及集團資料(續)

#### 附屬公司之資料(續)

本公司附屬公司之詳情如下：(續)

## 1. CORPORATE AND GROUP INFORMATION (continued)

### Information about subsidiaries (continued)

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

Name 名稱	Place of incorporation/ registration and business 成立／註冊及 營業地點	Issued ordinary/ registered share capital 已發行 普通股／ 註冊股本	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 間接	
TSL Management Services Limited 謝瑞麟管理服務有限公司	Hong Kong 香港	HK\$2 港幣 2 元	-	100	Management and administrative services 管理及行政服務
TSL Jewellery (Export) Company Limited 謝瑞麟珠寶(出口)有限公司	Hong Kong 香港	HK\$19,824,775 港幣 19,824,775 元	-	100	Jewellery trading and retailing 珠寶貿易及零售
TSL Jewellery (Macau) Limited® TSL 珠寶(澳門)有限公司®	Macau 澳門	Macau Pataca ("MOP") 100,000 澳門幣 100,000 元	-	100	Jewellery retailing 珠寶零售
TSL Jewellery (H.K.) Co. Limited 謝瑞麟珠寶(香港)有限公司	Hong Kong 香港	HK\$42,000,390 港幣 42,000,390 元	-	100	Jewellery retailing 珠寶零售
TSL Manufacturing and Distribution Limited ("TSL M&D")### 謝瑞麟製造及分銷有限公司 (「謝瑞麟製造及分銷」)###	Hong Kong 香港	HK\$67,000,000 港幣 67,000,000 元	-	100	Investment holding, procurement, manufacturing and distribution of jewellery 投資控股、採購、製造及分 銷珠寶
TSL Properties Management Limited 謝瑞麟物業管理有限公司	Hong Kong 香港	HK\$1,000 港幣 1,000 元	-	100	Property holding and investment 持有物業及投資
TSLJ Kabushiki Kaisha ("TSLJJK")***@ TSLJ 株式会社(「TSLJJK」)***@	Japan 日本	Japanese Yen 75,000,000 75,000,000 日元	-	96.5	Jewellery retailing and wholesales 珠寶零售及批發

## 1. 公司及集團資料(續)

### 附屬公司之資料(續)

本公司附屬公司之詳情如下：(續)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 1. CORPORATE AND GROUP INFORMATION (continued)

- # Unofficial translation
- ## In addition to the ordinary shares, TSLJ has issued 36,574 deferred shares of HK\$1,000 each
- ### During the year, TSL M&D issued senior secured notes in an aggregate principal amount of HK\$200 million maturing on the second anniversary of the issue date of the notes.
- \* Registered under the laws of the PRC as foreign enterprise
- \*\* Registered under the laws of the PRC as limited liability company
- \*\*\* Registered under the laws of Japan as limited liability company
- @ Not audited by Ernst & Young, Hong Kong or another member firm of the Ernst & Young global network
- △ Incorporated during the year

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 derivative financial instruments and gold loans 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.

### 1. 公司及集團資料(續)

- # 非正式譯名
- ## 除普通股外，謝瑞麟珠寶已發行36,574股每股港幣1,000元之遞延股
- ### 年內，謝瑞麟製造及分銷發行本金總額為港幣200,000,000元並於票據發行日期起計第二個週年到期之優先有抵押票據。
- \* 根據中國法律註冊為外資企業
- \*\* 根據中國法律註冊為有限責任公司
- \*\*\* 根據日本法律註冊為有限責任公司
- @ 上述公司並非由香港安永會計師事務所或其他安永國際成員公司所審核
- △ 於年內成立

董事認為上表所列出本公司之附屬公司為主要影響本年度業績或構成本集團淨資產主要部份的公司。董事認為提供其他附屬公司之詳情將導致篇幅過長。

### 2.1 編製基準

此等財務報表乃按照香港會計師公會頒佈的香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)、香港普遍採納之會計原則及香港公司條例披露要求規定而編製。此等財務報表，除衍生金融工具及黃金租賃以公平價值計量，其他皆按歷史成本常規法編製。此等財務報表以港元呈報，除特別說明，所有價值均調整至最接近的千位數。

## 2.1 BASIS OF PREPARATION (continued)

### 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 28 February 2017. 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.

Profit or loss and each component of other comprehensive income are attributed to the owners 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.

## 2.1 編製基準(續)

### 綜合基準

本綜合財務報表包括本公司及其附屬公司(統稱為「本集團」)截至2017年2月28日止年度之財務報表。附屬公司為本公司能直接或間接控制之實體(包括結構性實體)。當本集團從其參與投資對象而承受或有權獲得可變回報，並有能力通過對投資對象之權力(即賦予本集團指揮投資對象相關活動之現時能力之現有權利)影響其回報，即具有控制權。

當本公司並未直接或間接擁有投資對象大多數投票權或類似權利時，本集團考慮所有相關因素及情況以評估其是否對投資對象擁有權力，包括：

- (a) 與投資對象之其他投票權持有人之間之合約安排；
- (b) 從其他合約安排中獲取之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司的財務報表按本公司之相同報告期間及採用與本公司一致的會計政策編製。附屬公司之業績自本集團取得其控制權之日起綜合入賬，至有關控制權終止之日止。

損益及其他全面收益項目之各組成部份歸屬於本公司擁有人及非控股股東權益，即使這會導致非控股股東權益結餘出現赤字結餘。所有集團內公司間之資產、負債與權益，以及有關本集團成員公司之間交易的收入、開支及現金流量，均於綜合賬目內全數對銷。

倘事實及情況顯示上文描述附屬公司會計政策所述三項控制權元素之其中一項或多項出現變動，本集團會重新評估其是否仍然對其投資有控制權。不涉及失去控制權之附屬公司所有權權益變動，則作權益交易入賬處理。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註 (續)

### 2.1 BASIS OF PREPARATION (continued)

#### Basis of consolidation (continued)

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 HKFRSs for the first time for the current year's financial statements.

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
HKFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs

The adoption of the above new and revised HKFRS has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

### 2.1 編製基準 (續)

#### 綜合基準 (續)

倘本集團失去附屬公司之控制權，則不再確認 (i) 該附屬公司之資產 (包括商譽) 及負債；(ii) 任何非控股股東權益之賬面值；及 (iii) 計入權益之累計匯兌差額；並確認 (i) 已收代價之公平價值；(ii) 任何獲保留投資之公平價值及 (iii) 損益表中任何因此產生之盈餘或虧損。本集團過往於其他全面收益確認之應佔部份，按本集團直接出售相關資產或負債所要求之相同基準重新分類至損益或保留溢利 (如適用)。

### 2.2 會計政策及披露之變動

本集團已於本年度之財務報表首次採納下列新訂及經修訂的香港財務報告準則：

香港財務報告準則第10號、 香港財務報告準則第12號及 香港會計準則第28號 (2011年)修訂本	投資實體：應用編製綜合 報告之例外情況
香港財務報告準則第11號修訂本	收購聯合營運權益之 會計處理
香港財務報告準則第14號	監管遞延賬戶
香港會計準則第1號修訂本	披露主動性
香港會計準則第16號及 香港會計準則第38號修訂本	澄清可接受折舊及攤銷 的方法
香港會計準則第16號及 香港會計準則第41號修訂本	農業：結果實的植物
香港會計準則第27號(2011年) 修訂本	獨立財務報表內之權益法 修訂本
2012年至2014年週期之 年度修改	多項香港財務報告 準則之修訂

採納以上新訂及經修訂之香港財務報告準則對此等財務報表並無重大財務影響，而此等財務報表應用之會計政策概無重大變動。

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

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

Amendments to HKFRS 2	<i>Classification and Measurement of Share-based Payment Transactions<sup>2</sup></i>
Amendments to HKFRS 4	<i>Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts<sup>2</sup></i>
HKFRS 9	<i>Financial Instruments<sup>2</sup></i>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture<sup>4</sup></i>
HKFRS 15	<i>Revenue from Contracts with Customers<sup>2</sup></i>
Amendments to HKFRS 15	<i>Clarifications to HKFRS 15 Revenue from Contracts with Customers<sup>2</sup></i>
HKFRS 16	<i>Leases<sup>3</sup></i>
Amendments to HKAS 7	<i>Disclosure Initiative<sup>1</sup></i>
Amendments to HKAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses<sup>1</sup></i>
Amendments to HKAS 40	<i>Transfers of Investment Property<sup>2</sup></i>
<i>Annual Improvements 2014-2016 Cycle</i>	<i>Amendments to a number of HKFRSs<sup>2</sup></i>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2017
- <sup>2</sup> Effective for annual periods beginning on or after 1 January 2018
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2019
- <sup>4</sup> No mandatory effective date yet determined but is available for adoption

The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations or financial position.

### 2.3 已頒佈但未生效之香港財務報告準則

本集團尚未於本財務報表採用以下已頒佈但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2號 修訂本	股份支付之交易之分類及計量 <sup>2</sup>
香港財務報告準則第4號 修訂本	採用香港財務報告準則第9號金融工具與香港財務報告準則第4號保險合 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號 (2011)修訂本	投資者與其聯營公司或合營公司之間的資產出售或注資 <sup>4</sup>
香港財務報告準則第15號	來自客戶合約之收入 <sup>2</sup>
香港財務報告準則第15號 修訂本	澄清香港財務報告準則第15號來自客戶合約之收入 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港會計準則第7號修訂本	披露主動性 <sup>1</sup>
香港會計準則第12號修訂本	確認未變現虧損之遞延稅項資產 <sup>1</sup>
香港會計準則第40號修訂本	轉讓投資物業 <sup>2</sup>
2014年至2016年週期之 年度修改	多項香港財務報告準則之修訂 <sup>2</sup>

- <sup>1</sup> 於2017年1月1日或以後開始之會計期間生效
- <sup>2</sup> 於2018年1月1日或以後開始之會計期間生效
- <sup>3</sup> 於2019年1月1日或以後開始之會計期間生效
- <sup>4</sup> 尚未釐定強制性生效日期，惟可予採納

本集團已開始評估採納上述香港財務報告準則之相關影響，惟尚未能確定此等新訂及經修訂之香港財務報告準則對本集團之經營業績及財務狀況構成重大影響。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 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 as follows:

In September 2014, the HKICPA issued the final version of HKFRS 9, bringing together all phases of the financial instruments project to replace HKAS 39 and all previous versions of HKFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt HKFRS 9 from 1 March 2018. The Group is currently assessing the impact of the standard upon adoption and expects that the adoption of HKFRS 9 will have an impact on the classification and measurement of the Group's financial assets.

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 a customer. The principles in HKFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under HKFRSs. In June 2016, the HKICPA issued amendments to HKFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt HKFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt HKFRS 15 on 1 March 2018 and is currently assessing the impact of HKFRS 15 upon adoption.

### 2.3 已頒佈但未生效之香港財務報告準則(續)

有關預期適用於本集團之香港財務報告準則之進一步資料如下：

於2014年9月，香港會計師公會頒佈香港財務報告準則第9號之最終版本，匯集金融工具項目之所有階段，以取代香港會計準則第39號及香港財務報告準則第9號之所有先前版本。該準則引入分類及計量、減值及對沖會計處理之新規定。本集團預期自2018年1月1日起採納香港財務報告準則第9號。本集團現正評估採納該準則之影響及預期採納香港財務報告準則第9號將對本集團財務資產之分類及計量產生影響。

香港財務報告準則第15號建立一個全新之入賬五步模式，以確認來自客戶合約之收入。根據香港財務報告準則第15號，收入確認之金額反映實體預期向客戶轉讓貨品或服務而有權換取之代價。香港財務報告準則第15號的準則提供了計量及確認收入之更具結構性方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收入總額、有關履行責任、不同期間之合約資產及負債賬目結餘的變動以及主要判斷及估計之資料。該準則將取代香港財務報告準則項下所有現有收入確認的規定。於2016年6月，香港會計師公會頒佈香港財務報告準則第15號修訂本，以處理各項實施問題，包括識別履約責任、主事人與代理人之應用指引及知識產權許可以及過渡之處理。該等修訂本亦擬協助確保實體於採納香港財務報告準則第15號時能更一致地應用及降低應用有關準則之成本及複雜程度。本集團預期於2018年1月1日採納香港財務報告準則第15號，而目前正在評估香港財務報告準則第15號於採納後的影響。

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

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 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. 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. The Group expects to adopt HKFRS 16 on 1 March 2019 and certain portion of the operating lease commitments will be required to be recognised as right-of-use assets and lease liabilities upon adoption of HKFRS 16. The Group will perform a more detailed analysis upon the adoption of HKFRS 16.

### 2.3 已頒佈但未生效之香港財務報告準則(續)

香港財務報告準則第16號取代香港會計準則第17號租約、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約、香港(準則詮釋委員會)–詮釋第15號經營租約 – 優惠及香港(準則詮釋委員會)–詮釋第27號評估涉及租約法律形式之交易之內容。該準則載列確認、計量、呈列及披露租約之原則，並要求承租人對大多數租約確認資產及負債。該準則包括就兩類租約給予承租人確認豁免 – 低價值資產租約及短期租約。於租約開始日期，承租人將確認於租期內作出租約付款為負債(即租約負債)及反映於租期內可使用相關資產之權利為資產(即有使用權資產)。除非有使用權資產符合香港會計準則第40號有關投資物業之定義，否則有使用權資產其後按成本減累計折舊及任何減值虧損計量。租約負債將於其後增加，以反映租約負債之利息；以及減少以反映租約付款。承租人將須個別確認租約負債之利息開支及有使用權資產之折舊開支。承租人亦須於若干事件發生(例如租約年期變更或因用於釐定租約付款之一項指數或比率變更而引致未來租約付款變更)時重新計量租約負債。承租人一般將租約負債之重新計量金額確認為有使用權資產之調整。香港財務報告準則第16號大致沿用香港會計準則第17號內出租人之會計處理方式。出租人將繼續使用與香港會計準則第17號相同之分類原則對所有租約進行分類，並將之分為經營租約及融資租約。本集團預期於2019年1月1日起採納香港財務報告準則第16號，而若干經營租約承擔將於採納香港財務報告準則第16號後確認為有使用權資產及租約負債。本集團將於採納香港財務報告準則第16號後進行更詳盡分析。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Business combinations and goodwill

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

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

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

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

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

### 2.4 主要會計政策概要

#### 業務合併及商譽

於業務合併中所收購附屬公司按收購法入賬。收購成本按本集團於收購日當日向被收購方的前擁有人所付出的資產、承擔的負債及本集團於交換被收購方的控制權而發行的股本權益、所產生及或然代價按收購日期之公平價值計量。業務合併乃以購買法入賬。轉讓之代價乃以收購日期的公平價值計算，該公平價值為本集團轉讓的資產於收購日期的公平價值、本集團自被收購方之前度擁有人承擔的負債、及本集團發行的以換取被收購方控制權的股本權益的總和。於各業務合併中，對於屬於現時所有權且賦予擁有人權力於清盤時按比例分佔被投資方之資產淨額之非控股股東權益，本集團選擇以公平價值或被收購方可辨認資產淨值的應佔比例計量。所有非控股股東權益的其他成分均以公平價值計量。與收購相關成本於發生時列為開支。

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，評估將承接之財務資產及負債，以作出適合之分類及指定，其中包括將被收購方主合約中之嵌入式衍生工具進行分離。

倘企業合併分階段進行，收購方先前持有之被收購方股權於收購日期之公平價值應按收購日期之公平價值透過損益表重新計量。

由收購方將予轉讓之任何或然代價將於收購日期按公平價值確認。或然代價(被視為一項資產或負債)公平價值之其後變動按計量確認為損益。分類為權益的或然代價，則不會重新計量，並隨後結算於權益列賬。

商譽起初按成本計量，即已轉讓總代價、已確認非控股股東權益及本集團先前由持有之被收購方股權之公平價值總額，超逾與所收購可識別資產淨值及所承擔負債之差額。倘總代價及其他項目低於所收購附屬公司資產淨值之公平價值，於評估後其差額將於損益表內確認為議價購買收益。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Business combinations and goodwill (continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 28 February. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

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

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

### Fair value measurement

The Group measures its derivative financial instruments and gold loans 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.

## 2.4 主要會計政策概要(續)

### 業務合併及商譽(續)

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於2月28日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入之商譽自購入之日被分配至預期可從合併產生之協同效益中獲益之本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值按商譽有關現金產生單位(或現金產生單位組別)可收回款額的評估釐定。倘現金產生單位(或現金產生單位組別)的可收回款額低於賬面值，則確認減值虧損。就商譽確認的減值虧損概不會於往後期間撥回。

倘商譽構成現金產生單位(或現金產生單位組別)其中一部份而出售該單位之部份業務已出售，則於釐定出售業務盈虧時，與出售業務有關的商譽會計入業務賬面值。於該等情況售出之商譽，按出售業務之相應價值及現金產生單位之保留份額進行計量。

### 公平價值計量

本集團於每次報告期末以公平價值計量其衍生工具及黃金租賃。公平價值為市場參與者間於計量日期進行之有序交易中，出售資產所收取或轉讓負債所支付之價格。公平價值計量假設出售資產或轉讓負債之交易於該資產或負債之主要市場，或(在無主要市場之情況下)於對該資產或負債最有利之市場進行。本集團必須可於該主要市場或最有利市場進行交易。資產或負債之公平價值乃採用該市場參與者為資產或負債定價時所用之假設計量，即假設市場參與者按其最佳經濟利益行事。

非財務資產之公平價值計量計入市場參與者透過使用其資產之最高及最佳用途或透過將資產出售予將使用其最高及最佳用途之另一名市場參與者而能夠產生經濟利益之能力。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Fair value measurement (continued)

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

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

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

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

#### Impairment of non-financial assets

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

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

### 2.4 主要會計政策概要(續)

#### 公平價值計量(續)

本集團採用在各情況下適當之估值技術，而其有足夠資料以計量公平價值，以盡量使用相關可觀察之數據及盡量避免使用難以觀察之數據。

所有於財務報表中計量或披露公平價值之資產及負債，乃按對整體公平價值計量具重大影響之最低層數據分類至下述之公平價值等級：

級別1	—	按相同資產或負債在活躍市場報價(未經調整)計量
級別2	—	估值技術計量，而該技術採用對公平價值計量具重大影響之最低層數據可直接或間接觀察得出
級別3	—	按估值技術計量，而該技術採用對公平價值計量具重大影響之最低層數據難以觀察得出

就於財務報表按經常基準確認之資產及負債而言，本集團於每個報告期末按對整體公平價值計量具重大影響之最低層數據重新評估分類，以釐定各等級之間有否出現轉移。

#### 非財務資產減值

當出現減值跡象，或資產(存貨、遞延稅項資產及財務資產除外)須作出年度減值測試時，將會估計有關資產之可收回金額。資產之可收回金額按資產或現金產生單位之使用價值及其公平價值減出售成本(以較高者為準)計算，並就個別資產釐定，惟倘資產不可產生大致獨立於其他資產或資產組別之現金流入，可收回金額則以資產所屬之現金產生單位釐定。

減值虧損只會於資產賬面值超過可收回金額時方會確認。評估使用價值時，估計未來現金流量以可反映目前市場對貨幣時間值以及資產獨有風險評估之稅前貼現率貼現至現值。減值虧損於產生期間自損益中在與減值資產之功能一致的開支類別扣除。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill 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.

### 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;

## 2.4 主要會計政策概要(續)

### 非財務資產減值(續)

於每個報告期末，均會評估是否有跡象顯示過往年度確認之減值虧損不再存在或可能已經減少。倘存有任何該等跡象，便估計可收回金額。除商譽外，僅於釐定該資產之可收回金額之估計出現變動時，於先前已確認之減值虧損方可撥回，惟倘若於以往年度該資產並無確認任何減值虧損，則對比經折舊／攤銷之賬面值，高出金額不得撥回。任何減值虧損之撥回於產生當期計入損益表內。

### 關連人士

在下列情況下，一方將視為與本集團有關連：

- (a) 該方為一名人士或該人士之直系親屬，而該人士：
  - (i) 對本集團擁有控制權或共同控制權；
  - (ii) 對本集團擁有重大影響力；或
  - (iii) 為本集團或本集團母公司之主要管理人員；

或

- (b) 該方為實體，而任何以下條件適用：
  - (i) 該實體及本集團為同一集團之成員公司；
  - (ii) 一實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；
  - (iii) 該實體及本集團為同一第三者之合營公司；
  - (iv) 一實體為一第三者之合營公司，而另一實體為該第三者之聯營公司；

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註 (續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Related parties (continued)

- (b) (continued)
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to 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.

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

Land and buildings	55 years
Plant and machinery	3 to 7 years
Furniture, fixtures and equipment	1 to 10 years
Motor vehicles	4 to 10 years

### 2.4 主要會計政策概要 (續)

#### 關連人士 (續)

- (b) (續)
- (v) 該實體為本集團或與本集團有關連的實體的僱員而設的受僱後福利計劃；
  - (vi) 該實體受(a)所識別人士控制或共同控制；
  - (vii) (a)(i)所識別之人士對該實體行使重大影響力，或為該實體(或該實體之母公司)之主要管理人員；及
  - (viii) 該實體或該實體為一集團之成員，並提供主要管理服務予本集團或本集團之母公司。

#### 物業、廠房及設備及折舊

物業、廠房及設備按成本或估值減累計折舊及任何減值虧損後列賬。物業、廠房及設備項目成本包括購入價及使資產處於擬定用途之運作狀況及地點之任何直接應佔成本。

物業、廠房及設備項目投入運作後所產生之支出，如維修及保養，一般於產生該筆支出期間從損益表中扣除。倘符合確認準則，則重大檢查支出會於資產賬面值中資本化作為替換。倘須定期替換大部份物業、廠房及設備，則本集團會將該等部份確認為有特定可使用年期之個別資產，並相應地計提折舊。

折舊以直線法計算，按每項物業、廠房及設備項目之估計可使用年期撇銷其成本或估值至其剩餘價值。就此而言，所使用之主要年度折舊率如下：

土地及樓宇	55年
廠房及機器	3至7年
傢俱、裝置及設備	1至10年
汽車	4至10年

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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

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

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in 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.

### Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the 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.

Trademarks with indefinite useful lives are stated at cost less any impairment losses.

### Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

## 2.4 主要會計政策概要(續)

### 物業、廠房及設備及折舊(續)

倘若物業、廠房及設備項目之組件可使用年期有所不同，該項目之成本按合理基準予以分配至各組件，而每組件個別計算折舊。剩餘價值、可使用年期及折舊方法於每個財政年度末檢核及作適當調整。

物業、廠房及設備項目包括任何經初次確認之主要部份於出售或估計其使用或出售不再產生未來經濟利益時，不再確認入賬。任何出售或棄用之盈虧以出售時所得款項淨額及有關資產賬面值之差額計算，並於不再確認資產之年度在損益表內確認。

### 無形資產(商譽除外)

個別購入之無形資產於初次確認時按成本計量。在業務合併中獲得的無形資產的成本乃收購日的公平價值。無形資產之可使用年期按評估分為有限或無限。

具無限可使用年期之無形資產於每年按個別或於現金產生單位檢核作減值測試。該等無形資產並不予以攤銷。具無限年期之無形資產之可使用年期於每年作評估，以釐定無限可使用年期之評估是否持續可靠。如否定，則可使用年期之評估自此由按無限年期更改為按有限年期計量。

有無限使用年期之商標，按成本扣除任何減值虧損入賬。

### 租約

凡將資產擁有權(法定業權除外)之絕大部分回報與風險轉移至本集團之租賃入賬列作融資租約。融資租約開始時，租賃資產之成本將按最低租賃款項現值資本化，並連同負債(利息部分除外)入賬，以反映購買及融資。資本化融資租約所持資產，包括融資租約之預付土地租賃款項，均計入物業、廠房及設備內，並按租期或資產之估計可使用年期(以較短者為準)計算折舊。有關租賃之融資成本自損益扣除，以於租期內作出定期額扣減。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Leases (continued)

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

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 lessee, rentals payable under operating leases net of any incentives received from the lessor 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.

#### Investments and other financial assets

##### *Initial recognition and measurement*

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, or as derivatives designated as hedging instruments in an effective hedge, 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 of 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 other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in administrative expenses for receivables.

### 2.4 主要會計政策概要(續)

#### 租約(續)

通過具有融資性質的租購合約購入的資產，以融資租約處理，惟按其估計可使用年期計提折舊。

倘若資產擁有權之全部回報及風險絕大部份保留於出租人之租約，以經營租約處理。倘若本集團為承租人時，於經營租約下之應付租金扣除收到出租人之任何優惠，以直線法按租期於損益表扣除。

經營租約之預付土地租賃付款最初按成本列報，並於其後以直線法在租約年期確認。

當租賃金額無法可靠地分配為土地部份及樓宇部份，全部租賃金額乃計入租賃土地及樓宇成本，列作物業、廠房及設備之融資租賃。

#### 投資及其他財務資產

##### *初次確認及計量*

財務資產於初次確認時適當地分類為按公平價值訂定盈虧之財務資產、貸款及應收賬款、可供出售財務資產或被指定為一有效對沖作對沖工具的衍生金融工具。財務資產於初次確認時按公平價值加購入財務資產應佔之交易成本計量，惟按公平價值訂定盈虧之財務資產除外。

正常情況下購入及出售之財務資產於交易日確認，即本集團承諾購入或出售該資產之日期。正常情況下購入或出售乃於規例或市場慣例一般設定之期間內交付購入或出售財務資產。

##### *貸款及應收賬款之其後計量*

貸款及應收賬款乃附有固定或可釐定付款金額而沒有在活躍市場中報價之非衍生財務資產。初次計量後，該等資產其後以實質利息法計算攤銷成本減任何減值撥備後入賬。攤銷成本乃於計入任何收購之折讓或溢價後計算，並包括組成實質利率之費用及成本。實質利率攤銷包括於損益表之其他收入內。有關貸款及應收帳的減值產生之虧損分別於損益表裏的財務費用及管理費用確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Derecognition of financial assets

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

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

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

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

### Impairment of financial assets

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 主要會計政策概要(續)

### 不再確認財務資產

財務資產(或如適用,財務資產其中一部份或一組類似之財務資產其中一部份)主要在下列情況下不再確認(即從本集團之綜合財務狀況表移除):

- 自該資產收取現金流量之權利已屆滿;或
- 本集團已轉讓其收取來自該資產現金流量之權利,或已根據「轉遞」安排就向第三者承擔責任全數支付已收取現金流量並無重大延誤;及(a)本集團已轉讓該資產之大部份風險及回報,或(b)本集團無轉讓或保留該資產之大部份風險及回報,惟已轉讓該資產之控制權。

倘若本集團已轉讓其自資產收取現金流量之權利,或已訂立轉遞安排,其評估其有否保留該資產所有權之風險及回報,以及其保留該等風險及回報之程度。倘若並無轉讓或保留資產之大部份風險及回報,亦無轉讓資產之控制權之情況下,則本集團繼續以其持續參與該已轉讓資產之程度為限確認該資產。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乃按反映本集團已保留權利及義務之基準計量。

就已轉讓資產作出擔保形式之持續參與,按該項資產之原有賬面值及本集團或須償付代價之上限金額(以較低者為準)計量。

### 財務資產減值

集團於每個報告期末評估是否存在客觀證據顯示一項或一組財務資產出現減值。倘於初次確認資產後發生一項或多項事件對該項或該組財務資產之估計未來現金流量造成能可靠地估計之影響,則存在減值。減值證據可包括一名或一群債務人正面臨重大財政困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組,以及有可觀察數據顯示估計未來現金流量出現可計量之減少,例如欠款數目變動或出現與違約相關之經濟狀況。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Impairment of financial assets (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 and all collateral has been realised or has been transferred to the Group.

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

#### Financial liabilities

##### *Initial recognition and measurement*

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

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

### 2.4 主要會計政策概要(續)

#### 財務資產減值(續)

##### *按攤銷成本入賬之財務資產*

就按攤銷成本入賬之財務資產而言，本集團首先會評估個別屬重大之財務資產是否個別存在減值，或個別非重大之財務資產是否綜合存在減值。倘本集團釐定個別評估之財務資產，無論具重要性與否，並無客觀證據顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之財務資產內，並綜合評估該組財務資產是否存在減值。經個別評估減值之資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

任何已識別減值虧損金額按該資產賬面值與估計未來現金流量(不包括尚未產生之未來信貸虧損)現值之差額計算。估計未來現金流量之現值以財務資產之初始實質利率(即初次確認時計算之實質利率)折現。

該資產之賬面值通過使用備抵賬而減少，而虧損於損益表確認。利息收入繼續按減少後之賬面值計提，且採用計量減值虧損時用以折現未來現金流量之利率累計。若日後收回之機會渺茫，而所有抵押品已變現或已轉讓予本集團，貸款及應收賬款連同任何相關撥備則予以撇銷。

倘其後期間估計減值虧損金額由於確認減值以後發生之事項增加或減少，則透過調整撥備賬增加或減少先前確認之減值虧損。倘撇銷其後收回，該項收回計入損益表。

#### 財務負債

##### *初次確認及計量*

財務負債於初次確認時適當地分類為按公平價值訂定盈虧之財務負債、借貸及貸款及被指定為一有效對沖作對沖工具的衍生工具。

所有財務負債初次按公平價值確認，如屬借貸及貸款，則扣除直接應佔交易成本。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Financial liabilities (continued)

#### Initial recognition and measurement (continued)

The Group's financial liabilities include trade payables, other payables and accruals, derivative financial instruments, gold loans, interest-bearing bank and other borrowings, convertible bonds and finance lease payables.

#### Subsequent measurement

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

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

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

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in 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 date of initial recognition and only if the criteria in HKAS 39 are satisfied.

##### *Loans and borrowings*

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in 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.

## 2.4 主要會計政策概要(續)

### 財務負債(續)

#### 初次確認及計量(續)

本集團的財務負債包括應付賬款，其他應付款及應計費用，衍生金融工具，黃金租賃，計息銀行及其他借款，優先有抵押票據，可換股債券及應付融資租賃。

#### 其後計量

財務負債之其後計量根據其分類進行，方式如下：

##### *按公平價值訂定盈虧之財務負債*

按公平價值訂定盈虧之財務負債包括持作買賣財務負債及於初次確認時指定為公平價值訂定盈虧之財務負債。

為於近期內作購回用途而購入之財務負債，均列為持作買賣。此類別包括本集團所訂立根據香港會計準則第39號所界定未被指定為對沖關係中對沖工具之衍生金融工具。持作買賣負債之收益或虧損於損益表確認。於損益表確認之公平價值淨收益或虧損不包括任何對該等財務負債徵收之利息。

初次確認時指定為按公平價值訂定盈虧之財務負債只會符合香港會計準則第39號之條件下於初次確認當日指定。

##### *借貸及貸款*

初次確認後，計息借貸及貸款其後採用實質利率法按攤銷成本計量，除非折現影響不大，在該情況下則按成本列賬。於負債不再確認時以及透過實質利率法計量之攤銷過程之收益及虧損於損益表確認。

攤銷成本之計算包括收購產生之任何折價或溢價以及屬於實質利率組成部份之費用或成本。按實質利率法計量之攤銷包括在損益表之財務費用內。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial liabilities (continued)

##### Subsequent measurement (continued)

###### Financial guarantee contracts

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

###### Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

#### 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.

### 2.4 主要會計政策概要(續)

#### 財務負債(續)

##### 其後計量(續)

###### 財務擔保合約

本集團發出之財務擔保合約為因指定債務人未有根據債務工具要求於到期時支付款項，向持有人付還所產生損失之合約。財務擔保合約初次按其公平價值確認為負債，並就直接歸屬於發出擔保之交易費用作出調整。初次確認後，本集團按(i)於報告期末就履行現有責任所需開支所作之最佳估計金額；及(ii)初次確認之金額，於適當時扣除累計攤銷，兩之較高計量財務擔保合約。

###### 可換股債券

可換股債券之具有負債特徵的部份乃扣除交易成本後於財務狀況報表確認。發行可換股債券時，負債部份的公平價值乃採用同等非可換股債券之市場利率釐定；而該金額以攤銷成本直至轉換或贖回作長期負債列賬。所得款項餘額乃分配至扣除交易成本後已確認之換股權並計入股東權益。換股權之賬面值不會於隨後的幾年重新計量。交易成本乃按該工具於首次確認時分配於負債及權益部份之比例，於可換股債券的負債及權益部份之間分配。

#### 不再確認財務負債

財務負債於負債之責任已解除或註銷或屆滿時不再確認。

當現有財務負債為同一貸款人以大致上不同條款之負債取代時，或現有負債之條款有重大修改時，此等取代或修改會被視為不再確認為原有負債及確認為一項新負債，而有關賬面值之差異乃於損益表確認。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Offsetting of financial instruments

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

### Derivative financial instruments

#### *Initial recognition and subsequent measurement*

The Group uses derivative financial instruments, such as gold forward contracts to hedge its gold price 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.

### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on weighted average basis for homogenous items while it is determined on an actual unit cost basis for certain unique or specific items and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads, and where appropriate, subcontracting charges. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

### Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments 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 consolidation statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

## 2.4 主要會計政策概要(續)

### 抵銷金融工具

倘實體具有抵銷已確認金額之現時可執行法定權利，且有意以淨額結算或同時變現該財務資產及清償該財務負債時，財務資產與財務負債方可相互抵銷，並以抵銷後淨額於財務狀況表內呈報。

### 衍生金融工具

#### *初次確認及其後計量*

本集團使用黃金遠期合約等衍生金融工具對沖其黃金價格風險。該等衍生金融工具初次按訂立衍生合約當日之公平價值確認，其後再按公平價值重新計量。當衍生工具在公平價值為正數時以資產列賬，為負數時以負債列賬。

衍生工具公平價值變動所產生之任何收益或虧損乃直接計入損益表。

### 存貨

存貨乃按成本與可變現淨值兩中之較低列賬。某些同質的貨品乃按加權平均法計算，而若干獨特或特定的貨品則按實際單位成本計算及(倘為在製品及製成品)包括直接原料、直接工資及適當比例之間接費用並在適當情況下包括加工費用。可變現淨值是根據估計售價扣除直至完成及出售所需之任何估計成本計算。

### 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流動現金及活期存款及一般於購入後三個月內到期，可隨時轉換為已知金額現金及承受價值改變風險不大之短期高流動性投資，扣除須按要求償還之銀行透支，為本集團現金管理之組成部份。

就綜合財務狀況表而言，現金及現金等價物包括流動現金及銀行存款(包括定期存款)及性質類似現金的資產，均無使用限制。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

#### Income tax

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

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

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

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

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, 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 主要會計政策概要(續)

#### 撥備

倘因過往事件而產生現時責任(法律或推定)，且將來極可能需要付出資源以應付有關責任時，則確認為撥備，惟所涉及責任金額必須能可靠地估計。

當折現之影響屬重大時，就撥備而確認之金額乃預期於日後解決該責任所需開支於報告期末之現值。因時間流逝而導致折現之現值增加金額計入損益表之財務費用。

#### 所得稅

所得稅包括本期及遞延稅項。有關損益外確認項目之所得稅於損益外確認，不論是於其他全面收益或直接於權益內確認。

本期及過往期間之本期稅項資產及負債乃按預期可自稅務機關收回或繳付之金額計算，按於報告期末已經生效或大致上已經生效之稅率(及稅法)為基準，並考慮本集團經營所在國家之現行詮釋及慣例。

於報告期末之資產及負債之稅基與其在財務報表賬面值之間所有暫時性差異，須按負債法計提遞延稅項撥備。

除下述外，所有應課稅暫時性差異均確認為遞延稅項負債：

- 倘若由於一項非商業合併交易之中初次確認商譽或資產或負債所產生之遞延稅項負債，而在交易時對會計盈利或應課稅盈利或虧損均無影響；及
- 對涉及及附屬公司、聯營公司及合營公司之投資之應課稅暫時性差異而言，倘若撥回暫時性差異之時間可以控制，以及暫時性差異不大可能在可見將來撥回。

## 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, associates and joint ventures, 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 主要會計政策概要(續)

### 所得稅(續)

所有可扣除暫時性差異、承前未用稅項撥回及未用稅項虧損，均確認為遞延稅項資產。除下述外，如日後有可能出現應課稅盈利，可用作抵銷該等可扣除暫時性差異、承前未用稅項撥回及未用稅項虧損，均確認為遞延稅項資產：

- 當在非商業合併之交易中初次確認資產或負債所產生之有關可扣除暫時性差異之遞延稅項資產，而在交易時對會計盈利或應課稅盈利或虧損均無影響；及
- 對涉及附屬公司、聯營公司及合營公司之投資之可扣除暫時性差異而言，只在暫時性差異有可能在可見將來撥回，以及日後可用該等暫時性差異抵銷可能出現之應課稅盈利，才確認遞延稅項資產。

遞延稅項資產之賬面值於每個報告期末予以審閱，倘不再可能有足夠應課稅盈利用作抵銷相關遞延稅項資產之全部或部份，則減少遞延稅項資產賬面值。未予確認之遞延稅項資產於每個報告期末予以審閱，如可能有足夠應課稅盈利用作抵銷相關遞延稅項資產之全部或部份時，則予以確認。

遞延稅項資產及負債以預期適用於變現資產或償還負債之當期稅率計量，按於每個報告期末已經生效或大致上已經生效之稅率(及稅法)為基準。

若有將即期稅項資產抵銷即期稅項負債的法定權利，且該遞延稅項資產乃關於同一課稅實體及同一稅務機關，則遞延稅項資產與遞延稅項負債抵銷。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Customer loyalty programme

The Group maintains loyalty points programmes within its retail shops in Hong Kong and The People's Republic of China (the "PRC"), which allow customers to accumulate points award credits upon purchase of goods in the shops and joining the programmes. The points award credits can then be redeemed for goods or other gifts, subject to certain terms and conditions. A portion of the consideration received for the sales transactions from which points award credits are accrued is allocated to the points award credits issued which is recognised in the statement of profit or loss when the points award credits are redeemed or expired.

The consideration allocated to the award credits is measured by reference to their fair value of goods or gifts exchanged after considering past experience of redemption, discounted to the present value as appropriate. Such consideration is not recognised as revenue at the time of the initial sale transaction – but is deferred and recognised as revenue when the award credits are redeemed and the Group's obligations have been fulfilled.

#### Revenue recognition

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

- (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) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (c) service income, in the period when services are rendered.

#### Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant 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.

### 2.4 主要會計政策概要(續)

#### 客戶忠誠計劃

本集團在其於香港及中華人民共和國(「中國」)經營之零售店內設有忠誠積分計劃，據此，當客戶於店內購買產品及加入計劃時可累積積分。根據若干條款及條件，積分隨後可換領產品或其他禮品。出售產品及積分計提時，所收取代價一部份分配至已發行積分，其後於積分獲贖或過期時於損益帳確認。

根據過去換領經驗，分配予忠誠獎勵之代價乃參考其商品或禮品交換之公平價值計量並在合適的情況下折現至現值。有關代價於首次銷售交易時不會確認為收入，而是遞延處理，直至忠誠獎勵獲贖回且本集團之義務已履行後方確認為收入。

#### 收入確認

當本集團可能有經濟收益並能作出可靠計算，收入按下列基準予以確認：

- (a) 銷售貨品方面，當擁有權之主要風險及回報轉予買家，即本集團對已售貨品已無一般擁有權應有之管理參與權及有效管控權；
- (b) 利息收入，採用實際利率法，按應計基準，以有關利率在有關金融工具之預計年期或較短期間(按適用情況)內準確折現估計未來現金收入至有關財務資產之賬面淨值；及
- (c) 服務收入，於提供服務期間收取之費用。

#### 政府補貼

倘有合理保證可獲取政府補貼，而所有附帶條件可予以遵從，則政府補貼按公平價值確認入帳。倘補貼與支出項目有關，則於其擬補助的成本產生期間內有系統地確認為收入。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Share-based payments

The Company issues equity-settled share-based payments to certain employees and suppliers. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby suppliers render goods or services as consideration for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial valuation model (the “Binomial Model”), further details of which are given in note 31 to the financial statements.

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

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

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

## 2.4 主要會計政策概要(續)

### 股份付款交易

本集團向若干僱員及供應商授出以股權結算的購股權交易。本集團僱員(包括董事)收取以股份支付交易之形式作為酬金，而供應商則提供商品或服務作為權益工具的代價(「股權結算交易」)。

於2002年11月7日後與僱員進行的股權結算交易成本乃參考授出權利當日的公平價值計算。公平價值乃按外來估值師採用的「二項式」期權定價模式釐定，詳情載於財務報表附註31。

股權結算交易之成本連同權益之相應增加額，於達致績效及／或服務條件之期間內於僱員福利開支確認。於歸屬日期之前，於每個報告期末就股權結算交易確認之累計費用反映歸屬期已屆滿部份以及本集團對最終歸屬之股本工具數量之最佳估計。期間內於損益表扣除或計入之款額指於期初及期末確認之累計費用之變動。

服務及非市場績效條件非考慮授出獎勵當日公平價值之考慮因素，但能否滿足該等條件之可能性則構成本集團對最終歸屬之權益工具數量之最佳估計一部份。市場績效條件已反映於授出權利當日之公平價值。任何與獎勵相關之其他條件，但不屬於相關服務必要條件，均考慮作非歸屬條件。除非附帶服務及／或績效條件，非歸屬條件已反映於獎勵之公平價值而該獎勵立即計入開支內。

由於非市場績效及／或服務條件未能獲滿足，未最終歸屬之獎勵不會確認為開支。當獎勵包括一個市場或非歸屬條件時，於所有其他績效及／或服務條件獲滿足之前提下，無論市場或非歸屬條件是否獲滿足，有關交易均被視為已歸屬。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Share-based payments (continued)

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

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

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

#### Employee benefits

##### Salaries

Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the year in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are discounted and stated at their present value.

##### Pension scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Hong Kong Mandatory Provident Fund Schemes Ordinance for 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 in the PRC, Malaysia and Japan are required to participate in central pension schemes operated by the local municipal government. Contributions are made based on the requirements of the respective local municipal government. 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.

### 2.4 主要會計政策概要(續)

#### 股份付款交易(續)

在股權結算獎勵原有條款經已履行之情況下，倘若修訂獎勵條款，則最少確認假設並無修訂有關條款時所產生的開支。此外，倘修訂導致股本償付之總公平價值增加，或對僱員帶來其他利益，均會按修訂當日之計量確認開支。

倘股權結算獎勵註銷時，將被視作報酬於註銷當日已經歸屬，而尚未確認報酬的任何支出會即時確認。此包括屬本集團或僱員控制範圍內的非歸屬條件並無達成的任何報酬。然而，倘註銷的報酬有任何替代的新報酬，並指定為授出當日的替代報酬，則該項註銷及新報酬會如上一段所述被視為原有報酬的修訂般處理。

未行使購股權的攤薄影響會反映於計算每股盈利時的額外股份攤薄。

#### 僱員福利

##### 薪金

薪金、年度獎金、有薪年假、假期旅遊津貼及各項非貨幣福利導致本集團產生的成本，均在本集團僱員提供相關服務的年度內累計。如延遲付款或結算，而有關影響重大，則上述數額按現值列賬。

##### 退休金計劃

本集團根據香港的強制性公積金計劃條例實施一項界定供款強制性公積金退休福利計劃(「強積金計劃」)，供所有於香港之僱員參與。供款按僱員有關基本入息之某一百分比提撥，並於根據強積金計劃規定應付時自損益表扣除。強積金計劃資產乃與本集團資產分開，由獨立管理基金持有。

本集團於中國、馬來西亞、及日本運作之附屬公司之僱員均須參加由當地市政府運作的中央退休金計劃。供款乃根據各自地方市政府的規定提撥，並根據中央退休金計劃規定應付時於損益表扣除。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Employee benefits (continued)

#### Long service payments

The Group's net obligations in respect of lump sum long service amounts payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method by a qualified actuary, discounted to its present value, and the fair value of any related plan assets is deducted. The discount rate is the yield of Exchange Fund Notes at the end of the reporting period that have maturity dates approximating the terms of the Group's obligations.

Remeasurements arising from long service payment obligations, comprising actuarial gains and losses, are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained profits through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation under "cost of sales" and "administrative expenses" in the consolidated statement of profit or loss by function:

- service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- net interest expense or income

#### 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 主要會計政策概要(續)

### 僱員福利(續)

#### 長期服務金

本集團就香港《僱傭條例》的規定在若干情況下停止聘用員工而應以整筆款項形式支付長期服務金所承擔的義務淨額，是僱員在本期和以往期間提供服務所賺取未來福利的數額。該義務金額由合資格的精算師按預計單位貸記法計算，該福利已貼現至現值，並已扣除任何相關計劃資產的公平價值。計算現值所採用的貼現率是根據外匯基金票據於報告期末的收益率釐定，其到期日與本集團就該福利須履行供款責任的年期相若。

由長期服務金義務重新計量產生之精算收入及虧損乃於其發生期間於綜合財務狀況報表即時確認，並同時通過綜合其他收入於未分配利潤計入相應借記或貸記。重新計量將不可能於日後重新分類至損益表。

淨利息乃於淨界定福利負債或資產採用折現率計算。本集團按功能於綜合損益表裏的「銷售成本」及「行政費用」下確認以下的淨界定福利義務變動：

- 服務成本包括當期服務成本，過往服務成本，縮減及非例行結算收入及虧損
- 淨利息費用或收入

#### 貸款成本

直接因收購、建造或生產合資格資產，即該資產須花一段頗長時間始能投入擬定用途或出售，其產生之借貸成本均需資本化，作為該等資產之部份成本。當該等合資格資產大致上可作擬定用途或予以出售時，該等借貸成本之資本化將會中止。在特定借貸撥作合資格資產之支出前暫時用作投資所賺取之收入，乃於已資本化借貸成本中扣除。所有其他貸款成本乃於產生期間支銷。貸款成本包括實體就借用資金而產生之利息及其他成本。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Dividends

Final 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 memorandum and articles of association grant the directors the authority to declare interim dividends.

#### 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 subsidiaries located other than Hong Kong 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.

### 2.4 主要會計政策概要(續)

#### 股息

董事建議派付之末期股息於財務狀況表之權益下分類，列作保留盈利之獨立分配，直至股東於股東週年大會批准派付該等股息。倘該等股息及分派獲股東批准，並予以宣派，則確認為負債入賬。

由於本公司之組織章程大綱及細則授予董事宣派中期股息的權力，故中期股息同時予以建議派付及宣派。

#### 外幣

本財務報表乃以本公司之功能貨幣港幣列報。本集團內每個實體均自行決定其功能貨幣，而每實體之財務報表所包含之項目均採用該功能貨幣計量。本集團實體記錄之外幣結算交易最初以交易當日之有關功能貨幣之現行匯率記錄。以外幣計算之貨幣資產及負債按報告期末之功能貨幣匯率換算。因貨幣項目結算或換算而產生之差額乃於損益表確認。

以外幣歷史成本計算之非貨幣項目按初次交易當日之匯率換算。以外幣公平價值計算之非貨幣項目按計量公平價值當日之匯率換算。換算以公平價值計量之非貨幣項目而產生之收益或虧損，按確認該項目之公平價值變動之收益或虧損一致之方法處理(即公平價值盈虧於其他全面收益或損益表確認之項目，其換算差額亦分別於其他全面收益或損益表確認)。

若干香港以外地區附屬公司之功能貨幣並非港幣。於報告期末，該等實體之資產與負債按報告期末之現行匯率換算為港幣，其損益表則按該年度之加權平均匯率換算為港幣。

## 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

### Foreign currencies (continued)

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.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

## 3. SIGNIFICANT ACCOUNTING 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.

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.

### Useful lives and depreciation of property, plant and equipment

The Group determines the estimated useful lives and related depreciation charges of its property, plant and equipment. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. The Group will increase the depreciation charge where useful lives are less than previously estimated lives, and will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation charge in the future periods.

## 2.4 主要會計政策概要(續)

### 外幣(續)

由此而產生之匯兌差額，在其他全面收益中確認並於外匯變動儲備中累計。倘出售海外業務，與該項海外業務有關之其他全面收益部份於損益表中確認。

任何收購海外業務產生之商譽及公平價值調整賬面值乃視為該海外業務之資產及負債處理，並按收市匯率換算。

## 3. 主要會計估計

管理層須就編製本集團之財務報表時對影響收入、開支、資產及負債之呈報數額、其隨附披露事項以及或然負債披露事項作出估計及假設。此等判斷及估計之不確定性，可能引致日後須就受影響之資產或負債賬面值作出重大調整之後果。

於年末就未來及其他主要估計不明朗因素所作之主要假設，很大機會引致須於下一個財政年度就資產及負債賬面值作出重大調整載述如下。

### 物業、廠房及設備的可使用年期及折舊

本集團估計物業、廠房及設備的可使用年期以及相關折舊開支。該等估計乃根據性質及功能相近的物業、廠房及設備實際可使用年期的過往經驗而作出。倘可使用年期較先前所估計為短，則本集團將會提高折舊開支，並會將已報廢或已出售於技術上過時或非策略的資產撇銷或撇減。實際經濟年期可能與所估計可使用年期不同。定期檢討將令可折舊年期出現變動，繼而改變未來期間的折舊開支。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

#### Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

#### Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant judgement is required to determine the amount of deferred tax assets that can be recognised, based upon estimate and the level of future taxable profits. The carrying value of deferred tax assets relating to recognised tax losses at 28 February 2017 was HK\$21,885,000 (2016: HK\$22,385,000). The amount of unrecognised deferred tax assets relating to tax losses at 28 February 2017 was HK\$17,497,000 (2016: HK\$10,272,000). Further details are contained in note 29 to the financial statements.

#### Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated costs of completion and variable selling expenses. These estimates are based on the current market condition and the historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The directors reassess the estimations at the end of each reporting period.

#### Impairment of trade receivables

The Group determines the impairment of trade receivables based on an assessment of the recoverability of the receivables. This assessment is based on the credit history of the customers and other debtors and the current market condition. The directors reassess the recoverability at the end of each reporting period.

### 3. 主要會計估計(續)

#### 非財務資產減值

本集團於每年年末評估全部非財務資產是否存在任何減值跡象。具有無限年期之無形資產每年或出現減值跡象時進行減值測試。其他非財務資產於有跡象顯示賬面值可能不能收回時進行減值測試。倘資產或現金產生單位之賬面值超過其可收回金額(為其公平價值減出售成本與其使用價值之較高者)，即存在減值。公平價值減去出售成本乃按類似資產以公平原則交易中具約束力之銷售交易所得數據或可觀察市價扣除出售資產之遞增成本計算。當計算使用價值時，管理層須估計預期來自資產或現金產生單位之未來現金流量，及選擇適當的折現率以計算該等現金流量之現值。

#### 遞延稅項資產

所有未被動用稅項虧損均被確認為遞延稅項資產，惟以應課稅盈利可能可用作抵扣之虧損為限。釐定可予確認之遞延稅項資產之金額涉及根據未來應課稅盈利之估計及其金額而作出重大判斷。於2017年2月28日，已確認稅務虧損的遞延稅項資產賬面值為港幣21,885,000元(2016年：港幣22,385,000元)。於2017年2月28日，未確認遞延稅項資產的相關稅務虧損為港幣17,497,000元(2016年：港幣10,272,000元)。其他詳情載於財務報表附29中。

#### 存貨之可變現淨值

存貨的可變現淨值乃於日常業務過程中作出的估計售價減去估計完成成本及可變出售開支。此等估計乃根據現時市況及製造及出售性質類似產品的過往經驗而作出，並會因應客戶品味及競爭對手就劇烈行業週期所作出的行動而有重大變化。董事於每年年末日重新評估有關估計。

#### 應收賬款減值

本集團按照應收賬款的可收回情況評估對其呆壞應收賬款作出撥備。此項評估乃根據客戶及其他應收款的過往記賬記錄以及現行市況釐定。董事於每年年末日重新評估撥備。

### 3. SIGNIFICANT ACCOUNTING ESTIMATES (continued)

#### Customer loyalty programmes

The Group measures the cost of the loyalty award credits by reference to the fair value of goods and gifts redeemed in the prior years and the probability of redemption is estimated by the directors based on past experience. Actual results may differ from the estimation.

#### Income tax

Significant judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are recorded accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in circumstances and tax legislation.

#### Equity-settled share option expenses

The fair value of the share options granted to certain directors, employees and service providers determined at the date of grant of the respective share options is expensed over the vesting period, with a corresponding adjustment to the Group's share option reserve. In assessing the fair value of the share options, the Binomial Model was used. The Binomial Model is one of the generally accepted methodologies used to calculate the fair value of the share options. The Binomial Model requires the input of subjective assumptions, including the expected dividend yield and expected life of options. Any changes in these assumptions can significantly affect the estimate of the fair value of the share options.

### 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on business nature and has three reportable operating segments as follows:

- (a) Retail Business (including Hong Kong, Macau, Mainland China and Malaysia);
- (b) Wholesale Business; and
- (c) Other Businesses.

### 3. 主要會計估計(續)

#### 客戶忠誠計劃

本集團參考過往年度獲換領貨品及禮品之公平價值計量忠誠獎勵之成本，而換領之可能性則由董事根據過往經驗估計。實際結果或會與估算有所不同。

#### 所得稅

所得稅撥備之釐定是需要對未來若干交易的稅務處理作出重大估算。本集團審慎評估交易的稅務影響，並作出相應的所得稅撥備。該等交易的稅務處理會定期作重新考慮，以顧及當時情況及稅務法例的所有修訂。

#### 以股權結算的購股權費用

就向若干董事、僱員及服務供應商授予之購股權以授出股權當日釐定的公平價值於歸屬期期間支銷，並於集團之購股權儲備作出相應調整。購股權的公平價值按「二項式」期權定價模式計算。「二項式」期權定價模式乃用於計算購股權之公平價值的公認方法之一。「二項式」期權定價模式的估值計算須用上主觀假設，包括預期股息率及預計購股權有效期。估算購股權之公平價值可能因上述假設而出現重大變動。

### 4. 經營分部資料

就管理而言，本集團乃按業務性質劃分業務單位，並有三個可呈報經營分部如下：

- (a) 零售業務(包括香港、澳門、中國內地及馬來西亞)；
- (b) 批發業務；及
- (c) 其他業務。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 4. OPERATING SEGMENT INFORMATION (continued)

Retail Business includes direct retail sale of jewellery products to end consumers through the physical outlets carrying the trademark of TSL|謝瑞麟. It also includes the service fee income received from provision of retail management services to other retailers.

Wholesale Business includes wholesale sale of jewellery products to customers.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources 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 that gain on early redemption of convertible bonds, finance costs and income tax expense are excluded from such measurement.

Segment assets exclude deferred tax assets and tax recoverable as these assets are managed on a group basis.

Segment liabilities exclude gold loans, derivative financial instruments, interest-bearing bank and other borrowings, convertible bonds, tax payable, deferred tax liabilities, finance lease payables, and employee benefit obligations as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 4. 經營分部資料(續)

零售業務包括經由附有TSL|謝瑞麟商標之實體店舖零售銷售予消費者之珠寶產品，當中亦包括提供零售管理服務予其他零售商所收取之服務收入。

批發業務包括批發珠寶產品予客戶。

管理層按本集團經營分部之個別業績作出監督，以作出資源分配及評估表現之決策。分部表現乃按可呈報分部盈利／(虧損)進行評估，即計算經調整的除稅前盈利／(虧損)。經調整的除稅前盈利／(虧損)之計算方式與本集團除稅前盈利計算方式一致，惟提早贖回可換股債券收益、財務費用及所得稅費用則不包括在其計算當中。

分部資產不包括遞延稅項資產及可收回稅項，該等資產均由本集團統一管理。

分部負債不包括黃金租賃，衍生金融工具，計息銀行及其他貸款，可換股債券，應付稅項，遞延稅項負債，應付融資租賃及僱員福利義務，該等負債均由本集團統一管理。

內部銷售及轉讓乃根據銷售予第三者之售價作為通用市價。

## 4. OPERATING SEGMENT INFORMATION (continued)

## 4. 經營分部資料(續)

Year ended 28 February 2017	截至 2017 年 2 月 28 日止年度	Retail Business 零售業務 HK\$'000 港幣千元	Wholesale Business 批發業務 HK\$'000 港幣千元	Other Businesses 其他業務 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Segment revenue:</b>	分部營業額：				
Sales to external customers	銷售珠寶予外來客戶	2,769,672	441,261	164,846	3,375,779
Other revenue	其他收入	35,144	-	-	35,144
		<b>2,804,816</b>	<b>441,261</b>	<b>164,846</b>	<b>3,410,923</b>
<b>Segment results</b>	分部業績	<b>50,556</b>	<b>70,312</b>	<b>(7,698)</b>	<b>113,170</b>
<i>Reconciliation:</i>	<i>調節：</i>				
Gain on early redemption of convertible bonds	提早贖回可換股債券收益				3,000
Finance costs	財務費用				(64,288)
Income tax expense	所得稅				(28,678)
Profit for the year	本年度盈利				<b>23,204</b>
<b>Segment assets:</b>	分部資產：	<b>2,333,481</b>	<b>154,903</b>	<b>73,992</b>	<b>2,562,376</b>
<i>Reconciliation:</i>	<i>調節：</i>				
Deferred tax assets	遞延稅項資產				55,214
Tax recoverable	可收回稅項				11,978
Total assets	總資產				<b>2,629,568</b>
<b>Segment liabilities:</b>	分部負債：	<b>(490,498)</b>	<b>(88,263)</b>	<b>(3,543)</b>	<b>(582,304)</b>
<i>Reconciliation:</i>	<i>調節：</i>				
Gold loans	黃金租賃				(43,523)
Interest-bearing bank and other borrowings	計息銀行及其他貸款				(979,377)
Tax payable	應付稅項				(22,448)
Deferred tax liabilities	遞延稅項負債				(16,394)
Employee benefit obligations	僱員福利義務				(11,240)
Total liabilities	總負債				<b>(1,655,286)</b>
<b>Other segment information:</b>	其他分部資料：				
Depreciation	折舊	58,084	898	660	59,642
Capital expenditure*	資本開支*	61,597	8	1,612	63,217

\* Capital expenditure consists of additions to property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 4. OPERATING SEGMENT INFORMATION (continued)

### 4. 經營分部資料(續)

Year ended 29 February 2016	截至 2016 年 2 月 29 日止年度	Retail Business 零售業務 HK\$'000 港幣千元	Wholesale Business 批發業務 HK\$'000 港幣千元	Other Businesses 其他業務 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
<b>Segment revenue:</b>	分部營業額：				
Sales to external customers	銷售珠寶予外來客戶	3,113,835	362,027	29,795	3,505,657
Other revenue	其他收入	33,205	-	-	33,205
		3,147,040	362,027	29,795	3,538,862
<b>Segment results</b>	分部業績	101,176	21,324	(13,610)	108,890
<i>Reconciliation:</i>	<i>調節：</i>				
Finance costs	財務費用				(62,584)
Income tax expense	所得稅				(22,493)
Profit for the year	本年度盈利				23,813
<b>Segment assets:</b>	分部資產：	2,440,945	108,634	67,377	2,616,956
<i>Reconciliation:</i>	<i>調節：</i>				
Deferred tax assets	遞延稅項資產				50,692
Tax recoverable	可收回稅項				7,649
Total assets	總資產				2,675,297
<b>Segment liabilities:</b>	分部負債：	(444,629)	(75,749)	(2,382)	(522,760)
<i>Reconciliation:</i>	<i>調節：</i>				
Derivative financial instruments	衍生金融工具				(3,648)
Gold loans	黃金租賃				(98,849)
Interest-bearing bank and other borrowings	計息銀行及其他貸款				(610,925)
Convertible bonds	可換股債券				(348,541)
Tax payable	應付稅項				(23,967)
Deferred tax liabilities	遞延稅項負債				(16,346)
Finance lease payables	應付融資租賃				(1,720)
Employee benefit obligations	僱員福利義務				(17,863)
Total liabilities	總負債				(1,644,619)
<b>Other segment information:</b>	其他分部資料：				
Depreciation	折舊	62,158	13	134	62,305
Capital expenditure*	資本開支*	58,649	27	-	58,676

\* Capital expenditure consists of additions to property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備。

## 4. OPERATING SEGMENT INFORMATION (continued)

(a) Geographical information  
Revenue from external customers

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Hong Kong and Macau	香港及澳門	1,301,373	1,695,532
Mainland China	中國內地	2,067,364	1,795,801
Other countries	其他國家	42,186	47,529
		3,410,923	3,538,862

The revenue information above is based on the location of the customers.

**Non-current assets**

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Hong Kong and Macau	香港及澳門	99,378	107,138
Mainland China	中國內地	44,088	36,128
Other countries	其他國家	3,984	2,837
		147,450	146,103

The non-current asset information above is based on the location of the assets and excludes rental deposits, time deposits and deferred tax assets.

## (b) Information about major customers

The turnover from the Group's largest customer amounted to less than 10% of the Group's total turnover for the current and prior years.

## 4. 經營分部資料(續)

(a) 地區資料  
外來客戶營業額

上述營業額資料乃按客戶所在地區劃分。

**非流動資產**

上述非流動資產資料乃按資產所在地區劃分，並不包括租賃按金、定期存款及遞延稅項資產。

## (b) 有關主要客戶之資料

於本年度及以前年度，來自本集團最大客戶之營業額佔本集團總營業額均少於10%。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 5. TURNOVER

The principal activities of the Group are the manufacture, sale and marketing of jewellery products and the provision of service. Turnover represents the sales value of jewellery products sold to customers, net of value added tax and discount, and service income. An analysis of turnover is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Sales of jewellery products	銷售珠寶首飾	3,375,779	3,505,657
Service income	服務收入	35,144	33,205
		<b>3,410,923</b>	<b>3,538,862</b>

### 6. OTHER INCOME AND (LOSSES)/GAINS, NET

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Interest income	利息收入	5,732	8,423
Foreign exchange differences, net	淨匯兌差額	(4,437)	4,502
Government grant*	政府補貼*	1,279	1,759
Fair value loss on gold loans designated as at fair value through profit or loss	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨虧損	(10,372)	(9,627)
Fair value loss on derivative financial instruments	衍生金融工具的公平價值淨虧損	(806)	(3,580)
Gain on early redemption of convertible bonds (note 30)	提早贖回可換股債券收益(附註30)	3,000	-
Gain/(loss) on sales of scrap gold	銷售黃金廢料收入/(虧損)	938	(180)
Repair income	維修收入	681	717
Others	其他	3,586	120
		<b>(399)</b>	<b>2,134</b>

\* This represents subsidies from municipal governments in Mainland China. There are no unfulfilled conditions or contingencies relating to these subsidies.

### 5. 營業額

本集團的主要業務是製造、銷售、推廣珠寶首飾及提供服務。營業額為扣除增值稅及折扣後銷售予客戶之珠寶首飾的銷售價值之淨值及服務收入。營業額之分析如下：

### 6. 其他收入及(虧損)/收益，淨額

此乃指由中國內地市政府提供的補貼。該等補貼並非或然性及無任何未履行之條件。

## 7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Cost of goods sold*	銷貨成本*	1,887,832	1,926,938
(Reversal of provision)/provision for impairment of inventories, net	(撥備回撥)/撥備存貨至可變現淨值，淨額	(3,629)	365
Depreciation (note 14)	折舊(附註14)	59,642	62,305
Minimum lease payments in respect of operating leases**	經營租賃之最低租賃付款**	196,254	207,467
Auditor's remuneration	核數師酬金	2,750	2,560
Employee benefit expense (including directors' remuneration (note 9)):	僱員福利開支(包括董事酬金(附註9)):		
Wages, salaries and other benefits	工資，薪金及其他福利	589,780	580,206
Reversal of equity-settled share option expense	回撥以股權結算之購股權費用	(1,450)	-
Pension scheme contributions***	法定供款退休計劃供款***	8,119	9,556
Employee benefit obligations (note 28)	僱員福利義務(附註28)	545	1,273
		596,994	591,035
Fair value loss on gold loans designated as at fair value through profit or loss****	指定為按公平價值訂定盈虧之黃金租賃的公平價值淨虧損****	10,372	9,627
Fair value loss on derivative financial instruments****	衍生金融工具的公平價值淨虧損****	806	3,580
Loss on disposal of items of property, plant and equipment	棄置物業、廠房及設備項目之虧損	903	139

\* Cost of goods sold includes HK\$94,547,000 (2016: HK\$94,918,000) relating to employee benefit expense, depreciation, and operating lease payments, which are also included in the respective total amounts disclosed separately above for each of these types of expenses.

\*\* Not including commission payments in relation to sales counters in department stores and shopping malls.

\*\*\* At 28 February 2017, there were no forfeited contributions available to the Group to reduce its contributions to pension scheme in future years (2016: Nil).

\*\*\*\* These amounts are included in "Other income and (losses)/gains, net" in the consolidated statement of profit or loss. The purpose of the above gold loans and derivative financial instruments entered into by the Group is to manage the Group's gold price exposure. Such loans and contracts did not meet the criteria for hedge accounting.

## 7. 除稅前盈利

本集團之除稅前盈利已扣除/(計入)：

	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
銷貨成本*	1,887,832	1,926,938
(撥備回撥)/撥備存貨至可變現淨值，淨額	(3,629)	365
折舊(附註14)	59,642	62,305
經營租賃之最低租賃付款**	196,254	207,467
核數師酬金	2,750	2,560
僱員福利開支(包括董事酬金(附註9)):		
工資，薪金及其他福利	589,780	580,206
回撥以股權結算之購股權費用	(1,450)	-
法定供款退休計劃供款***	8,119	9,556
僱員福利義務(附註28)	545	1,273
	596,994	591,035
指定為按公平價值訂定盈虧之黃金租賃的公平價值淨虧損****	10,372	9,627
衍生金融工具的公平價值淨虧損****	806	3,580
棄置物業、廠房及設備項目之虧損	903	139

• 銷貨成本中包括為數港幣94,547,000元(2016年：港幣94,918,000元)的僱員福利開支、折舊及經營租賃費用，有關金額亦已分別記入以上所列各類相關開支中。

\*\* 不包括支付予銷售專櫃相關的百貨公司及商場的佣金。

\*\*\* 於2017年2月28日，本集團並無已失效供款可沖減未來年度的退休計劃供款(2016年：無)。

\*\*\*\* 綜合損益表上「其他收入及(虧損)/收益，淨額」中已包含此金額。上述黃金租賃及衍生金融工具旨在管理本集團之黃金價格風險。該等租賃及合約並不符合對沖會計處理之條件。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 8. FINANCE COSTS

An analysis of finance costs is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Interest on bank loans, overdrafts and other loans	銀行貸款，透支及其他貸款的利息	23,821	16,419
Interest on convertible bonds	可換股債券的利息	36,057	43,273
Interest on finance leases	融資租賃的利息	32	141
Interest on gold loans	黃金租賃的利息	3,183	2,751
Amortisation of debt issuance transaction costs	攤銷債務發行交易成本	1,195	-
		<b>64,288</b>	<b>62,584</b>

### 9. DIRECTORS' AND CHIEF EXECUTIVE'S 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:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Fees	袍金	720	1,680
Other emoluments:	其他薪酬：		
Salaries and allowances	薪金及津貼	8,894	6,637
Performance related bonuses	與表現相關之花紅	600	-
Equity-settled share option expense	以股權結算之購股權費用	(187)	268
Pension scheme contributions	法定供款退休計劃供款	41	45
		<b>9,348</b>	<b>6,950</b>
		<b>10,068</b>	<b>8,630</b>

### 8. 財務費用

財務費用之分析如下：

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Interest on bank loans, overdrafts and other loans	銀行貸款，透支及其他貸款的利息	23,821	16,419
Interest on convertible bonds	可換股債券的利息	36,057	43,273
Interest on finance leases	融資租賃的利息	32	141
Interest on gold loans	黃金租賃的利息	3,183	2,751
Amortisation of debt issuance transaction costs	攤銷債務發行交易成本	1,195	-
		<b>64,288</b>	<b>62,584</b>

### 9. 董事酬金

根據上市規則、香港公司法例第383(1)(a)、(b)、(c)及(f)部以及公司(披露董事利益資料)規例，本年度之董事酬金披露如下：

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Fees	袍金	720	1,680
Other emoluments:	其他薪酬：		
Salaries and allowances	薪金及津貼	8,894	6,637
Performance related bonuses	與表現相關之花紅	600	-
Equity-settled share option expense	以股權結算之購股權費用	(187)	268
Pension scheme contributions	法定供款退休計劃供款	41	45
		<b>9,348</b>	<b>6,950</b>
		<b>10,068</b>	<b>8,630</b>

## 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

Included in the directors' remuneration were fees of HK\$540,000 (2016: HK\$1,335,000) and HK\$180,000 (2016: HK\$345,000) paid to independent non-executive directors and a non-executive director respectively during the year.

## 9. 董事酬金(續)

董事酬金包括於年內支付予獨立非執行董事及非執行董事的袍金分別為港幣540,000元(2016年：港幣1,335,000元)及港幣180,000元(2016年：港幣345,000元)。

		Fees 袍金	Salaries and allowances 薪金及 津貼	Performance related bonuses 與表現相關 之花紅	Equity-settled share option expense 以股權結算 之購股權費用	Pension scheme contributions 法定供款 退休計劃供款	Total 總額
		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
<b>2017</b>							
<b>Executive directors:</b>	<b>執行董事：</b>						
Yau On Yee, Annie <sup>7</sup>	邱安儀 <sup>7</sup>	-	4,233	-	779	18	5,030
Ng Yi Kum, Estella <sup>4</sup>	伍綺琴 <sup>4</sup>	-	4,024	600	-	18	4,642
Chan Lambert Lap Yip <sup>2</sup>	陳立業 <sup>2</sup>	-	637	-	(966) <sup>†</sup>	5	(324)
		-	8,894	600	(187)	41	9,348
<b>Non-executive directors:</b>	<b>非執行董事：</b>						
Erwin Steve Huang <sup>1</sup>	黃岳永 <sup>1</sup>	180	-	-	-	-	180
Chow Chee Wai, Christopher*	周治偉*	180	-	-	-	-	180
Chui Chi Yun, Robert*	崔志仁*	180	-	-	-	-	180
Chan Yue Kwong, Michael*	陳裕光*	180	-	-	-	-	180
		720	-	-	-	-	720
		720	8,894	600	(187)	41	10,068

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

### 9. 董事酬金(續)

		Fees	Salaries and allowances	Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		袍金	薪金及津貼	與表現相關之花紅	以股權結算之購股權費用	法定供款退休計劃供款	總額
		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
<b>2016</b>							
<b>Executive directors:</b>	<b>執行董事：</b>						
Yau On Yee, Annie <sup>7</sup>	邱安儀 <sup>7</sup>	-	3,330	-	588	18	3,936
Ng Yi Kum, Estella <sup>4</sup>	伍綺琴 <sup>4</sup>	-	854	-	-	5	859
Chan Lambert Lap Yip <sup>2</sup>	陳立業 <sup>2</sup>	-	1,433	-	972	11	2,416
Lai Tsz Mo, Lawrence <sup>3</sup>	黎子武 <sup>3</sup>	-	1,020	-	(1,292) <sup>#</sup>	11	(261)
		-	6,637	-	268	45	6,950
<b>Non-executive directors:</b>	<b>非執行董事：</b>						
Erwin Steve Huang <sup>1</sup>	黃岳永	345	-	-	-	-	345
Wang Guosheng <sup>6</sup>	王國盛	-	-	-	-	-	-
Chow Chee Wai, Christopher*	周治偉*	345	-	-	-	-	345
Chui Chi Yun, Robert*	崔志仁*	345	-	-	-	-	345
Heng Ching Kuen, Franklin <sup>5</sup>	幸正權 <sup>5</sup>	300	-	-	-	-	300
Chan Yue Kwong, Michael*	陳裕光*	345	-	-	-	-	345
		1,680	-	-	-	-	1,680
		1,680	6,637	-	268	45	8,630

\* Independent non-executive directors

# Amount represented the write-back of accrued equity-settled share option expense due to the related resignation.

1. Mr. Erwin Steve Huang was re-designated as a non-executive director on 1 March 2015.

2. Mr. Chan Lambert Lap Yip was appointed as an executive director on 24 July 2015 and resigned as an executive director on 1 June 2016.

3. Mr. Lai Tsz Mo, Lawrence resigned as an executive director on 1 August 2015.

4. Ms. Ng Yi Kum, Estella was appointed as an executive director on 15 December 2015.

5. Mr. Heng Ching Kuen, Franklin resigned as an independent non-executive director on 1 January 2016.

6. Mr. Wang Guosheng resigned as a non-executive director on 1 December 2016.

7. Ms. Yau On Yee, Annie is also the chief executive officer of the Group.

There were no other emoluments payable to the independent non-executive directors during the year (2016: Nil).

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2016: Nil).

\* 獨立非執行董事

# 因其辭職而回撥已計提股權結算之購股權費用。

1. 於2015年3月1日黃岳永先生獲委任為本公司非執行董事。

2. 於2015年7月24日陳立業先生獲委任為本公司執行董事及於2016年6月1日辭任本公司執行董事。

3. 於2015年8月1日黎子武先生辭任本公司執行董事。

4. 於2015年12月15日伍綺琴女士獲委任為本公司執行董事。

5. 於2016年1月1日幸正權先生辭任本公司獨立非執行董事。

6. 於2016年12月1日王國盛先生辭任本公司非執行董事。

7. 邱安儀女士亦是本集團的行政總裁。

年內並無其他酬金應付予獨立非執行董事(2016年：無)。

年內董事並無訂立任何放棄或同意放棄任何酬金的安排(2016年：無)。

## 10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2016: three), details of whose remuneration are set out in note 9 above. Details of the remuneration for the year of the remaining three (2016: two) non-director, highest paid employees are as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Salaries and allowances	薪金及津貼	6,742	3,824
Performance related bonuses	與表現相關之花紅	1,451	500
Equity-settled share option expense	以股權結算之購股權費用	-	-
Pension scheme contributions	法定供款退休計劃供款	18	18
		8,211	4,342

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		2017 2017年 Number of employees 僱員人數	2016 2016年 Number of employees 僱員人數
HK\$2,000,001 to HK\$2,500,000	港幣 2,000,001元至港幣 2,500,000元	1	2
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	-	-
HK\$3,500,001 to HK\$4,000,000	港幣 3,500,001元至港幣 4,000,000元	1	-
		3	2

No emolument was paid by the Group to any of the top five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the year (2016: Nil).

## 10. 五名最高薪酬僱員

年內本集團五名最高薪酬僱員包括2名(2016年：3名)董事，其詳細酬金資料載於上述附註9。本年度其餘3名(2016年：2名)最高薪酬非董事僱員詳細酬金資料如下：

酬金介乎以下組別之最高薪酬非董事僱員之人數如下：

年內本集團概無向任何五名最高薪酬僱員支付酬金(2016年：無)，作為招攬彼加入或在加入本集團時之酬金，或作為離職補償。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 11. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable other than Hong Kong have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Current — Hong Kong	本期 — 香港		
Charge for the year	年內稅項	3,798	310
(Overprovision)/underprovision in prior years	過往年度(超額撥備)/撥備不足	(1,372)	1,353
Current — Other than Hong Kong	本期 — 香港以外		
Charge for the year	年內稅項	31,844	34,042
Underprovision in prior years	過往年度撥備不足	386	308
Deferred (note 29)	遞延(附註29)	(5,978)	(13,520)
		<b>28,678</b>	<b>22,493</b>

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Profit before tax	除稅前盈利	51,882	46,306
Tax at the statutory rates	按法定稅率	16,188	17,398
Profits entitled to tax exemption	豁免稅項之盈利	(20)	(40)
Expenses not deductible for tax	不可扣稅之支出	7,464	7,610
Income not subject to tax	無須繳稅之收入	(734)	(87)
Tax losses utilised from previous periods	使用以往期間之稅項虧損	(459)	(2,130)
Tax losses and temporary differences not recognised	未確認稅項虧損及暫時差異	7,225	3,899
Temporary difference recognised in respect of previous period	確認以往期間的暫時差異	-	(5,818)
Adjustments in respect of current tax of previous periods	就以往期間之稅項作本期調整	(986)	1,661
Tax charge at the Group's effective rate of 55.3% (2016: 48.6%)	按本集團 55.3% 實質稅率 (2016年: 48.6%) 計算之稅項	<b>28,678</b>	<b>22,493</b>

### 11. 所得稅費用

香港利得稅乃根據本年度源於香港之估計應課稅盈利，按適用稅率16.5% (2016年: 16.5%) 計算。集團於香港以外經營之應課稅盈利則按其所在地的適用稅率計算稅項。

按本公司及主要附屬公司所在管轄區域之法定稅率計算並適用於除稅前盈利之稅務費用如下：

**12. DIVIDENDS**

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Interim dividend of HK\$0.015 (2016: HK\$0.015) per ordinary share paid	中期股息每股普通股港幣0.015元 (2016年：港幣0.015元)	3,155	3,155
Proposed final dividend of HK\$0.0375 (2016: HK\$0.026) per ordinary share	擬派末期股息每股普通股 港幣0.0375元 (2016年：港幣0.026元)	7,888	5,469
		<b>11,043</b>	<b>8,624</b>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting and has not been recognised as a liability at the end of the reporting period.

The Board recommended that the final dividend for 2016/17 be satisfied wholly in the form of an allotment of scrip shares. Shareholders will be given the option of receiving the final dividend wholly in cash in lieu of such allotment, or partly in cash and partly in the form of scrip shares. The arrangement is subject to: (1) the approval of proposed final dividend at the forthcoming Annual General Meeting; and (2) The Stock Exchange's granting the listing of and permission to deal in the scrip shares to be issued in respect of the final dividend.

**13. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY**

The calculation of the basic earnings per share amount is based on the profit for the year attributable to owners of the Company of HK\$23,177,000 (2016: HK\$23,623,000), and the weighted average number of ordinary shares of 210,336,221 (2016: 210,336,221) in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 28 February 2017 and 29 February 2016 in respect of a dilution as the impact of the share options (2016: share options and convertible bonds) outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

**12. 股息**

本年度擬派發之末期股息有待本公司於即將舉行之股東週年大會上提呈予股東批准，且並未於報告期末確認為負債。

董事會建議以配發代息股份方式全數支付2016/17末期股息，股東將獲授予全部以現金代替上述配發，或部份以現金及部份以代息股份方式收取末期股息之選擇權。計劃須待：(1)於即將舉行股東週年大會上通過建議之末期股息；及(2)聯交所批准上述計劃將發行之代息股份上市買賣，方可作實。

**13. 本公司擁有人應佔每股盈利**

每股基本盈利金額乃按年內本公司擁有人應佔盈利港幣23,177,000元(2016年：港幣23,623,000元)及年內已發行普通股之加權平均股數210,336,221股(2016年：210,336,221股)計算。

由於本集團發行的購股權(2016年：購股權及可換股債券)具有反攤薄效應，故無需對截至2017年2月28日及2016年2月29日止年度之每股基本盈利作出調整。

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
 財務報表附註(續)

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Land and buildings	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		土地及樓宇 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	傢俬、裝置 及設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
As at 28 February 2017	於2017年2月28日					
As at 29 February 2016 and 1 March 2016:	於2016年2月29日及 2016年3月1日：					
Cost	成本	95,188	18,801	464,457	8,055	586,501
Accumulated depreciation	累計折舊	(41,510)	(15,107)	(385,222)	(5,221)	(447,060)
Net carrying amount	賬面淨值	53,678	3,694	79,235	2,834	139,441
At 1 March 2016, net of accumulated depreciation	於2016年3月1日， 扣除累計折舊	53,678	3,694	79,235	2,834	139,441
Additions	添置	-	1,188	61,565	464	63,217
Disposals	棄置	-	(554)	(883)	(23)	(1,460)
Depreciation provided during the year	年內折舊撥備	(1,814)	(1,334)	(55,738)	(756)	(59,642)
Exchange realignment	匯兌調整	-	(141)	(221)	(16)	(378)
At 28 February 2017, net of accumulated depreciation	於2017年2月28日， 扣除累計折舊	51,864	2,853	83,958	2,503	141,178
At 28 February 2017:	於2017年2月28日：					
Cost	成本	95,188	16,592	477,953	6,974	596,707
Accumulated depreciation	累計折舊	(43,324)	(13,739)	(393,995)	(4,471)	(455,529)
Net carrying amount	賬面淨值	51,864	2,853	83,958	2,503	141,178

## 14. PROPERTY, PLANT AND EQUIPMENT (continued)

		Land and buildings	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		土地及樓宇 HK\$'000 港幣千元	廠房及機器 HK\$'000 港幣千元	傢俬、裝置 及設備 HK\$'000 港幣千元	汽車 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
<b>As at 29 February 2016</b>	<b>於 2016 年 2 月 29 日</b>					
As at 1 March 2015:	於 2015 年 3 月 1 日 :					
Cost	成本	95,188	18,303	486,126	6,254	605,871
Accumulated depreciation	累計折舊	(39,696)	(14,670)	(401,595)	(4,963)	(460,924)
Net carrying amount	賬面淨值	55,492	3,633	84,531	1,291	144,947
At 1 March 2015, net of accumulated depreciation	於 2015 年 3 月 1 日 , 扣除累計折舊	55,492	3,633	84,531	1,291	144,947
Additions	添置	-	1,820	54,430	2,426	58,676
Disposals	棄置	-	(114)	(181)	(11)	(306)
Depreciation provided during the year	年內折舊撥備	(1,814)	(1,469)	(58,156)	(866)	(62,305)
Exchange realignment	匯兌調整	-	(176)	(1,389)	(6)	(1,571)
At 29 February 2016, net of accumulated depreciation	於 2016 年 2 月 29 日 , 扣除累計折舊	53,678	3,694	79,235	2,834	139,441
At 29 February 2016:	於 2016 年 2 月 29 日 :					
Cost	成本	95,188	18,801	464,457	8,055	586,501
Accumulated depreciation	累計折舊	(41,510)	(15,107)	(385,222)	(5,221)	(447,060)
Net carrying amount	賬面淨值	53,678	3,694	79,235	2,834	139,441

At 28 February 2016, the carrying amount of the furniture, fixtures and equipment and motor vehicles held under finance leases of the Group was HK\$2,041,000.

於 2016 年 2 月 28 日以融資租賃持有之傢俬、裝置及設備及汽車的賬面值約港幣 2,041,000 元。

As at the end of the reporting period, certain of the Group's buildings were pledged to secure banking facilities granted to the Group (note 33(a)).

於年結日，本集團若干樓宇已作抵押以取得本集團若干銀行融資借貸(附註 33(a))。

At the end of the reporting period, the premises permits in respect of the property interests held under long term leases in Mainland China have not been issued by the relevant PRC government authority. The net carrying amount of the properties was HK\$2 (2016: HK\$2) at the end of the reporting period.

於年結日，中國內地相關政府部門仍未就本集團在中國持有的物業權益發出房屋所有權證。本集團的該等物業於年結日的賬面淨值為港幣 2 元(2016 年：港幣 2 元)。

## 14. 物業、廠房及設備(續)

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 15. INTANGIBLE ASSETS

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Cost	成本	99	99

The Group's trademarks of HK\$99,000 (2016: HK\$99,000) at 28 February 2017 are assessed as having indefinite useful life because the Group is able to renew the legal right of the trademarks at insignificant cost indefinitely.

### 15. 無形資產

本集團之商標於2017年2月28日為港幣99,000元(2016年：港幣99,000元)，由於本集團可以於無需支付重大成本下無限期延續其使用權，故被評為有無限使用年期。

### 16. OTHER ASSET

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Cost of membership for a seat at The Chinese Gold and Silver Exchange Society	金銀業貿易場 會籍成本	500	500

The above other asset was stated at cost less any impairment losses.

### 16. 其他資產

上述其他資產乃按成本減去減值損失列賬。

### 17. INVENTORIES

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Raw materials	原材料	97,147	125,445
Work in progress	在製品	50,896	66,556
Finished goods	製成品	1,330,636	1,415,508
		1,478,679	1,607,509

### 17. 存貨

## 18. TRADE RECEIVABLES

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Trade receivables	應收賬款	235,709	254,642

The Group's retail sales are normally made on cash basis. Credit card receivables from financial institutions in respect of retail sales are aged within one month. Apart from retail customers, the Group allows an average credit period from 30 to 90 days to other customers. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing in general.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Within 1 month	1個月內	214,932	234,656
1 to 2 months	1至2個月內	10,596	9,177
2 to 3 months	2至3個月內	3,964	2,784
Over 3 months	超過3個月	6,217	8,025
Total trade receivables	總應收賬款	235,709	254,642

The aged analysis of the trade receivables, net of provisions at the end of the reporting period, is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Neither past due nor impaired	未逾期亦未作減值	188,938	197,073
Less than 6 months past due	逾期少於6個月	44,707	55,268
Over 6 months past due	逾期超過6個月	2,064	2,301
		235,709	254,642

## 18. 應收賬款

本集團的零售銷售一般以現金交易。就零售銷售而言，來自財務機構之應收信用卡賬款之賬齡少於一個月。除零售客戶外，本集團向其他客戶提供平均30至90天之除賬期。本集團力求嚴密控制未收回之應收賬款以降低信貸風險。逾期結餘由管理層定期作出審閱。鑑於本集團的應收賬款來自大量分散之客戶，故並無重大集中的信貸風險。本集團並無就其應收賬款結餘持有任何抵押品或推行其他加強信貸措施。應收賬款一般均為免息。

於報告期末，應收賬款根據發票日期計算及扣除有關撥備之賬齡分析如下：

於報告期末，應收賬款根據到期日計算及扣除有關撥備之賬齡分析如下：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 18. TRADE RECEIVABLES (continued)

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

The carrying amounts of the Group's trade receivables net of provisions are denominated in the following currencies:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
HK\$	港幣	3,418	6,542
RMB	人民幣	231,831	239,375
US\$	美元	397	8,663
Others	其他	63	62
		<b>235,709</b>	<b>254,642</b>

### 19. PREPAYMENTS, DEPOSITS, AND OTHER RECEIVABLES

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Prepayments	預付款	69,452	61,960
Deposits	按金	136,987	85,605
Other receivables	其他應收款	9,314	11,331
		<b>215,753</b>	<b>158,896</b>
Long-term prepayments and deposits classified as non-current assets	分類為非流動資產之長期 預付款及按金	<b>(52,655)</b>	<b>(43,379)</b>
		<b>163,098</b>	<b>115,517</b>

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

### 18. 應收賬款(續)

未逾期亦未減值之應收賬款涉及大量分散之客戶，該類客戶近期並無違約歷史。

已逾期惟尚未減值之應收賬款涉及眾多與本集團擁有良好交易記錄之獨立客戶。根據過往經驗，本公司董事認為，無須就該等結餘作出任何減值撥備，因信貸質素尚無重大變動且結餘現仍被視為可全部收回。

本集團應收賬款扣除有關撥備之賬面值以下列貨幣為單位：

### 19. 預付款、按金及其他應收款

上述資產既無逾期亦無減值。上述結餘的財務資產包括近期並無違約歷史之應收賬款。

## 20. CASH AND CASH EQUIVALENTS AND TIME DEPOSITS

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Cash and bank balances	現金及銀行存款	323,657	202,549
Time deposits	定期存款	166,801	253,320
		<b>490,458</b>	455,869
Less: Time deposits with original maturity greater than three months, but less than one year when acquired	減：存放時到期日多於三個月但少於一年之定期存款	(22,472)	(19,524)
Less: Pledged time deposits for certain short-term banking facilities	減：作為若干短期銀行融資借貸之已抵押定期存款	(144,329)	(162,367)
Current portion	流動部份	(166,801)	(181,891)
Less: Pledged time deposits for certain banking facilities with original maturity greater than one year – non-current portion	減：作為若干銀行融資借貸之已抵押到期日多於一年之定期存款—非流動部份	-	(71,429)
Cash and cash equivalents	現金及現金等價物	<b>323,657</b>	202,549

At the end of the reporting period, the cash and cash equivalents and time deposits of the Group denominated in RMB amounted to HK\$248,048,000 (2016: HK\$346,577,000). RMB is not freely convertible into other currencies, however, under Mainland China's rules and regulations on Foreign Exchange Administration, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

As at 28 February 2017, the Group's time deposits denominated in RMB amounting to HK\$141,629,000 (2016: HK\$233,796,000) have been pledged to secure certain banking facilities granted to the Group (note 33(c) and (d)).

## 20. 現金及現金等價物及定期存款

於報告期末，本集團以人民幣為單位之現金及現金等價物及定期存款約為港幣248,048,000元（2016年：港幣346,577,000元）。人民幣不能自由兌換為其他貨幣，然而，根據中國內地之外匯管理條例，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。

存放於銀行之現金按每日銀行存款之浮動利率賺取利息。視乎本集團的即時現金需求，短期定期存款之存款期為1天至1年，並按相關定期存款利率賺取利息。銀行結餘及定期存款均存放於信譽良好且近期並無違約紀錄之銀行。

截止2017年2月28日，本集團以人民幣為單位相當於港幣141,629,000元（2016年：港幣233,796,000元）之定期存款已作擔保以取得本集團若干銀行借貸（附註33(c)及(d)）。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 21. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Within 1 month	1個月內	62,946	77,969
1 to 2 months	1至2個月內	39,620	73,069
2 to 3 months	2至3個月內	47,931	37,419
Over 3 months	超過3個月	165,895	83,176
		<b>316,392</b>	<b>271,633</b>

The trade payables are non-interest-bearing.

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
HK\$	港幣	47,920	7,064
RMB	人民幣	71,536	123,684
US\$	美元	195,340	139,101
Others	其他	1,596	1,784
		<b>316,392</b>	<b>271,633</b>

### 21. 應付賬款

於報告期末，應付賬款根據發票日期計算之賬齡分析如下：

應付賬款均為免息。

本集團應付賬款之賬面值以下列貨幣為單位：

**22. OTHER PAYABLES AND ACCRUALS**

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Other payables	其他應付款	49,391	42,882
Customer deposits	客戶訂金	96,660	81,877
Provision for liabilities	負債撥備	17,627	12,372
Accruals	應計費用	102,234	113,996
		265,912	251,127
Other payables and accruals classified as non-current	分類為非流動之其他應付款及應計費用	(6,595)	(6,656)
		259,317	244,471

Other payables and accruals are non-interest-bearing.

其他應付款及應計費用均為免息。

**23. DERIVATIVE FINANCIAL INSTRUMENTS**

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>Liabilities</b>	<b>負債</b>		
Gold forward contracts	黃金遠期合約	-	3,648

The gold forward contracts were stated at their fair values.

黃金遠期合約按其公平價值列賬。

As at 28 February 2017, there were no gold forward contracts signed by the Group (2016: HK\$25,186,000).

於2017年2月28日，本集團並無簽定黃金遠期合約(2016年：港幣25,186,000元)。

The purpose of the above contracts entered into by the Group was to manage the Group's risk arising from volatility of gold prices. Such contracts did not meet the criteria for hedge accounting.

本集團訂立上述合約旨在管理本集團之黃金價格風險。該等合約並不符合對沖會計處理之條件。

**22. 其他應付款及應計費用****23. 衍生金融工具**

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註 (續)

### 24. GOLD LOANS

Secured gold loans	黃金租賃－有抵押
Unsecured gold loans	黃金租賃－無抵押
Contracted interest rate	合約利率
Original maturity	原到期日

The amounts represent borrowings from banks and the amounts payable are pegged with gold prices.

As at 28 February 2017, the gold loans of HK\$29,015,000 (2016: HK\$74,214,000) were secured by several pledged time deposits totalling HK\$27,022,000 (2016: HK\$54,238,000) as disclosed in note 33(c) below.

Gold loans were borrowed to reduce the impact of fluctuation of gold prices on gold inventories. However, the criteria for hedge accounting were not fully met. Gold loans were designated as financial liabilities at fair value through profit or loss as they are managed and their performance are evaluated on a fair value basis, in accordance with a documented risk management and investment strategy, and information about the gold loans is provided on that basis to the Group's top management.

### 24. 黃金租賃

	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
	29,015	74,214
	14,508	24,635
	43,523	98,849
	3.0%-3.6%	3.0%-5.2%
	Within 1 year 1年內	Within 1 year 1年內

該款項指銀行借貸，而應付款項與黃金價格掛鉤。

於2017年2月28日，上述黃金租賃當中港幣29,015,000元(2016年：港幣74,214,000元)以本集團相當於港幣27,022,000元(2016年：港幣54,238,000元)之若干定期存款作為抵押，詳情於以下之附註33(c)中披露。

借入黃金租賃的目的為減低黃金價格波動對黃金存貨之影響。然而，有關黃金租賃未能完全符合對沖會計處理之條件。鑑於黃金租賃乃根據既定風險管理及投資策略按公平價值基準管理及評估表現，故獲指定為按公平價值訂定盈虧之財務負債，而有關該等黃金租賃之資料乃按同一基準提供予本集團之高層管理人員。

## 25. INTEREST-BEARING BANK AND OTHER BORROWINGS

		2017 2017年			2016 2016年		
		Contractual interest rate (%) 合約利率 (%)	Maturity 到期日	HK\$'000 港幣千元	Contractual interest rate (%) 合約利率 (%)	Maturity 到期日	HK\$'000 港幣千元
<b>Current</b>	流動						
Bank loans and trade financing – secured	須於1年內或按要求償還 之銀行貸款及貿易融資 — 有抵押	1.86%-3.34%	2017	162,181	1.73%-3.42%	2016-2018	572,701
Bank loans – unsecured	須於1年內或償還之銀行 貸款 – 無抵押	2.54%-5.57%	2017	103,308	2.47%-3.02%	2016	29,388
Other loans – unsecured	其他貸款 – 無抵押	4.75%	2017	4,113	4.75%	2016-2017	8,836
				269,602			610,925
<b>Non-current</b>	非流動						
Bank loans – secured	銀行貸款 – 有抵押	2.66%-3.34%	2021	509,775	-	-	-
Other loans – secured	其他貸款 – 有抵押	7.88%	2018	200,000	-	-	-
				709,775			-

Certain of the bank loans above are classified as current liabilities due to the inclusion of repayment on demand clauses in the bank facilities agreements, without which, the maturity terms of the loans are as follows:

由於銀行融資合同包含按要求償還之條款，故若干以上銀行貸款被分類為流動負債。撇除要求償還之條款，貸款的到期期限如下：

		2017 2017年	2016 2016年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Repayment within one year or on demand	須於1年內到期償還或按要求償還	269,602	604,954
Repayment in the second year	須於2年內到期償還	301,063	5,826
Repayment in the third year	須於多於2年內到期償還	408,712	145
		979,377	610,925

All bank borrowings were denominated in Hong Kong dollars.

所有銀行貸款均以港幣作單位。

## 25. 計息銀行及其他貸款

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註 (續)

### 25. INTEREST-BEARING BANK AND OTHER BORROWINGS (continued)

The interest-bearing bank and other borrowings, including the bank loans and trade finance repayable on demand, are carried at amortised cost. None of the portion of the bank and other loans due for repayment after one year which contains a repayment on demand clause and is classified as current liabilities is expected to be settled within one year. This evaluation was made considering the financial position of the Group at the date of approval of the financial statements; the Group's continuing compliance with the loan covenants; the lack of events of default; and the fact that the Group has made all previously scheduled repayments on time.

As at 28 February 2017, the Group had available borrowing facilities amounting to HK\$1,134,665,000 (2016: HK\$923,317,000), of which HK\$1,022,900,000 (2016: HK\$709,774,000) had been utilised as the borrowings above and gold loans (note 24) as at the end of the reporting period. Certain borrowing facilities are secured by certain assets of the Group as disclosed in note 33 to the financial statements.

### 26. CONVERTIBLE BONDS

On 20 April 2012, the Company issued to CDH King Limited ("CDH") five-year term unsecured convertible bonds with a principal amount of HK\$250,000,000 under which CDH had the right to convert the bonds into ordinary shares of the Company (the "Shares") at an initial conversion price at HK\$6.40 per share (the "Convertible Bonds") at any time during the conversion period, subject to anti-dilutive adjustments. The Convertible Bonds were unsecured and subordinated to all present and future non-equity linked indebtednesses of the Company. Any equity-linked debt securities issued or to be issued were subordinated to the Convertible Bonds unless the prior approval of CDH was obtained. The net proceeds were intended to be used by the Company for general corporate development and general working capital requirements.

### 25. 計息銀行及其他貸款 (續)

計息銀行貸款(包括按要求償還之銀行貸款及貿易融資)乃按攤銷成本列賬。預計概無於1年後到期償還且包含按要求償還條款及分類為流動負債之部份銀行貸款將於1年內清償。作此評估時已考慮以下各項：本集團於本財務報表核准日之財務狀況；本集團持續遵守貸款條款；沒有違約事件；本集團過往準時還款之實況。

於2017年2月28日，本集團可動用之融資貸額為港幣1,134,665,000元(2016年：港幣923,317,000元)，其中港幣1,022,900,000元之融資貸款及黃金租賃(附註24)(2016年：港幣709,774,000元)於報告期末已動用。若干融資貸額由本集團若干資產作抵押並披露於財務報表附註33。

### 26. 可換股債券

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Convertible bonds	可換股債券	-	348,541
Interest payable classified as current liabilities	分類為流動負債部份之應付利息	-	(12,500)
Non-current portion	非流動部份	-	336,041

於2012年4月20日，本公司發行予CDH King Limited (「CDH」) 本金金額為港幣250,000,000元五年期之可換股債券，CDH有權於轉換期內隨時以其可換股債券轉換為本公司的普通股(「股份」)，並可作反攤薄調整。初步換股價為每股港幣6.40元(「可換股債券」)。可換股債券是無抵押及從屬於所有現在及將來本公司的非權益掛鉤債務，任何已發行或未發行之權益掛鉤債務證券均從屬於可換股債券，除非事先獲得CDH批准。本公司擬把所得款項淨額用於一般企業發展及營運資金需要。

**26. CONVERTIBLE BONDS (continued)**

The Convertible Bonds bore interest at the rate of 5% per annum which were due every year, and would mature on the date falling on the fifth anniversary of the issue date.

The Company should redeem the outstanding principal of the Convertible Bonds at the redemption amount representing an internal rate of return of 12% per annum on the fifth anniversary of the issue date of the Convertible Bonds.

The fair value of the liability component was estimated at the issuance date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount was assigned as the equity component and was included in shareholders' equity.

On 29 November 2016 (the "Early Redemption Date"), the Company redeemed all of the Convertible Bonds with principal amount of HK\$250,000,000 together with all interest accrued and outstanding up to the Early Redemption Date, and a redemption premium, for a cash consideration of HK\$374,604,000. The Group allocated the consideration paid for the redemption to the liability and the equity components of the Convertible Bonds as at the Early Redemption Date, which resulted in a gain on early redemption of convertible bonds of HK\$3,000,000 recognised in "Other income and (losses)/gains, net" in the consolidated statement of profit or loss, and a release of the related equity component of convertible bonds of HK\$3,093,000 to retained profits.

**27. FINANCE LEASE PAYABLES**

The Group leased certain of its furniture, fixtures and equipment and motor vehicles under finance leases which expired within five years (note 14).

The Group's finance lease payables are secured by the charge over the leased assets.

**26. 可換股債券(續)**

可換股債券每年到期的年利率為5%及於發行日的第五年到期。

本公司須於可換股債券之發行日期起計第5年以相等於每年12%之內部回報率之金額贖回可換股債券的所有本金。

負債部份的公平價值乃採用於發行日當日同等及並無附帶轉換權的債券之市場利率來計算。剩餘部份均分配為權益部份，並包括於股東權益中。

於2016年11月29日(「提早贖回日」)，本公司已贖回所有可換股債券，本金金額港幣250,000,000元，連同截至提早贖回日之餘額利息以及贖回費用，總現金代價為港幣374,604,000元。本集團已就贖回可換股債券所產生之負債及權益成份按提早贖回日作出分配，就負債成份差異為港幣3,000,000元已計入綜合損益表之其他收入及(虧損)/收益，淨額內，而權益成份差異為港幣3,093,000元已撥入保留盈利。

**27. 應付融資租賃**

本集團透過於5年內到期之融資租賃租用傢俬、裝置及設備及汽車(附註14)。

本集團應付融資租賃以出租人之租賃資產所有權抵押。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 27. FINANCE LEASE PAYABLES (continued)

At 28 February 2017, the total future minimum lease payments under finance leases and their present values were as follows:

		Minimum lease payments 最低租賃 付款 2017 2017年 HK\$'000 港幣千元	Minimum lease payments 最低租賃 付款 2016 2016年 HK\$'000 港幣千元	Present value of minimum lease payments 最低租賃 付款之現值 2017 2017年 HK\$'000 港幣千元	Present value of minimum lease payments 最低租賃 付款之現值 2016 2016年 HK\$'000 港幣千元
Amounts payable:	應付金額：				
Within one year	1年內	-	1,664	-	1,632
In the second year	第2年	-	86	-	86
In the third to fifth years, inclusive	第3年至第5年 (包括首尾兩年)	-	2	-	2
Total minimum finance lease payments	最低融資租賃付款總額	-	1,752	-	1,720
Future finance charges	未來財務費用	-	(32)		
Total net finance lease payables	應付融資租賃淨額總額	-	1,720		
Portion classified as current liabilities	分類為流動負債部份	-	(1,632)		
Non-current portion	非流動部份	-	88		

### 27. 應付融資租賃(續)

於2017年2月28日，根據應付融資租賃之最低租賃付款及其現值之總額如下：

## 28. EMPLOYEE BENEFIT OBLIGATIONS

### Long service payments

Under the Hong Kong Employment Ordinance, the Group is obliged to make lump sum payments on cessation of employment in certain circumstances to certain employees who have completed at least five years of service with the Group. The amount payable is dependent on the employees' final salary and years of service, and is reduced by entitlements accrued under the Group's retirement plan that are attributable to contributions made by the Group. The Group does not set aside any assets to fund any remaining obligations. The long service payments are paid out from the Group's cash on hand when such payments are required.

The plan is exposed to interest rate risk, the risk of changes in the salary increase rate and the expected return on MPF scheme balances.

The actuarial valuation specifically designated for the Group's employees was completed by a qualified actuary, Towers Watson, as at 28 February 2017, using the projected unit credit method.

The amounts recognised in the consolidated statement of financial position are as follows:

	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Present value of defined benefit obligations 界定福利義務的現值	11,240	17,863

## 28. 僱員福利義務

### 長期服務金

根據香港《僱傭條例》，倘本集團在若干情況下停止聘用在本集團服務至少5年的若干員工，便須以整筆款項的形式向該等員工支付長期服務金。應付金額按員工的最終薪金和服務年期計算，並扣除他們在本集團退休計劃所累積權益中由本集團作出供款的部份。本集團並無預留任何資產以支付任何其餘的義務金額。當需要作出付款時，長期服務金乃由本集團之庫存現金支付。

該計劃面臨利率風險，漲薪幅度變化及強積金計劃結餘的預期收益之風險。

截至於2017年2月28日，為本集團僱員而設的精算估值已由合資格精算師韋睿惠悅採用預計單位貸記法完成。

在綜合財務狀況報表確認的金額如下：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 28. EMPLOYEE BENEFIT OBLIGATIONS (continued)

#### Long service payments (continued)

The principal actuarial assumptions used as at the end of the reporting period are as follows:

		2017 2017年	2016 2016年
Discount rate	貼現率	1.8%	1.8%
Expected rate of salary increases (%)	預期薪金升幅(%)		
Year 2016	2016年	-	4.0%
Year 2017	2017年	4.0%	4.0%
Year 2018 and thereafter	2018年及以後	4.0%	4.0%
Expected annual return of the MPF scheme assets	預期強積金計劃資產每年收益率	4.0%	4.0%

A quantitative sensitivity analysis for significant assumptions at the end of the reporting period is shown below:

### 28. 僱員福利義務(續)

#### 長期服務金(續)

於報告期末主要採用以下精算假設：

	2017 2017年	2016 2016年
Discount rate	1.8%	1.8%
Expected rate of salary increases (%)		
Year 2016	-	4.0%
Year 2017	4.0%	4.0%
Year 2018 and thereafter	4.0%	4.0%
Expected annual return of the MPF scheme assets	4.0%	4.0%

於報告期末為重大假設的定量敏感度分析所示如下：

		Increase in rate 增加率 %	Increase/ (decrease) in defined benefit obligations 界定福利義務之 增加/(減少) HK\$'000 港幣千元	Decrease in rate 減少率 %	Increase/ (decrease) in defined benefit obligations 界定福利義務之 增加/(減少) HK\$'000 港幣千元
<b>2017</b>	<b>2017年</b>				
Discount rate	貼現率	0.25%	(383)	0.25%	402
Future salary increase	未來薪資增加	0.25%	498	0.25%	(512)
Future expected rate of return on MPF balances	未來強積金計劃結餘的預期回收收益率	0.25%	(1,680)	0.25%	2,015
<b>2016</b>	<b>2016年</b>				
Discount rate	貼現率	0.25%	(702)	0.25%	740
Future salary increase	未來薪資增加	0.25%	636	0.25%	(722)
Future expected rate of return on MPF balances	未來強積金計劃結餘的預期回收收益率	0.25%	(2,568)	0.25%	2,829

**28. EMPLOYEE BENEFIT OBLIGATIONS (continued)****Long service payments (continued)**

The sensitivity analysis above has been determined based on a method that extrapolates the impact on employee benefit obligations as a result of reasonable changes in key assumptions occurring at the end of the reporting period. The sensitivity analysis is based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligations as it is unlikely that changes in assumptions would occur in isolation of one another.

The total expenses recognised in the consolidated statement of profit or loss in respect of the plan are as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Current service cost	本年度服務成本	225	907
Interest cost	利息費用	320	366
Net benefit expenses	淨福利開支	545	1,273
Recognised in administrative expenses	已計入行政費用	545	1,273

The movements in the present value of the defined benefit obligations are as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
At beginning of year	於年初	17,863	21,571
Remeasurements:	重估：		
— Actuarial changes arising from experience adjustments	— 從經驗調整而產生的精算變動	(5,655)	5,200
— Actuarial changes arising from changes in financial assumptions	— 從經濟假設變動而產生的精算變動	-	(9,801)
— Actuarial changes arising from demographic assumptions	— 從人口統計假設變動而產生的精算變動	(1)	-
Current service cost	本年度服務成本	225	907
Interest cost	利息費用	320	366
Benefit paid	已付福利	(1,512)	(380)
At end of year	於年末	11,240	17,863

**28. 僱員福利義務(續)****長期服務金(續)**

上述敏感度分析乃根據若於報告期末主要假設發生合理變動對僱員福利義務的影響作推斷。敏感度分析乃建基於項重要假設有所變動，而其他全部假設則維持不變。由於若干假設的變動沒有可能是非相關的，故敏感度分析未必能反映界定福利義務於實際情況之變動。

有關計劃於綜合損益表中確認的總費用如下：

界定福利義務的現值之變動如下：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 28. EMPLOYEE BENEFIT OBLIGATIONS (continued)

#### Long service payments (continued)

The movements in the defined benefit obligations and the fair value of plan assets are as follows:

2017

		Cost charged to profit or loss 計入損益帳之成本				Remeasurement loss/(gain) in other comprehensive income 計入綜合全面收益之精算虧損/(收入)					
		Service cost	Net interest expense	Sub-total included in profit or loss	Benefit paid	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total in other comprehensive	28 February 2017	
At 1 March 2016	HK\$'000										HK\$'000
Defined benefit obligations	界定福利義務	17,863	225	320	545	(1,512)	(1)	-	(5,655)	(5,656)	11,240

2016

		Cost charged to profit or loss 計入損益帳之成本				Remeasurement loss/(gain) in other comprehensive income 計入綜合全面收益之精算虧損/(收入)					
		Service cost	Net interest expense	Sub-total included in profit or loss	Benefit paid	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total in other comprehensive	29 February 2016	
At 1 March 2015	HK\$'000										HK\$'000
Defined benefit obligations	界定福利義務	21,571	907	366	1,273	(380)	-	(9,801)	5,200	(4,601)	17,863

### 28. 僱員福利義務(續)

#### 長期服務金(續)

界定福利義務及計劃資產的公平價值之變動如下：

2017年

		Cost charged to profit or loss 計入損益帳之成本				Remeasurement loss/(gain) in other comprehensive income 計入綜合全面收益之精算虧損/(收入)					
		Service cost	Net interest expense	Sub-total included in profit or loss	Benefit paid	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total in other comprehensive	28 February 2017	
於2016年3月1日	HK\$'000										HK\$'000
於2017年2月28日	於2017年2月28日	17,863	225	320	545	(1,512)	(1)	-	(5,655)	(5,656)	11,240

2016年

		Cost charged to profit or loss 計入損益帳之成本				Remeasurement loss/(gain) in other comprehensive income 計入綜合全面收益之精算虧損/(收入)					
		Service cost	Net interest expense	Sub-total included in profit or loss	Benefit paid	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total in other comprehensive	29 February 2016	
於2015年3月1日	HK\$'000										HK\$'000
於2016年2月29日	於2016年2月29日	21,571	907	366	1,273	(380)	-	(9,801)	5,200	(4,601)	17,863

**28. EMPLOYEE BENEFIT OBLIGATIONS (continued)****Long service payments (continued)**

Expected contributions to the defined benefit plan in future years are as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Within the next 12 months	於未來12個月	506	116
Between 2 and 5 years	於2至5年之間	816	1,117
Between 5 and 10 years	於5至10年之間	862	1,518
Over 10 years	超過10年	3,442	4,747
Total expected payments	總預計款項	5,626	7,498

**Defined contribution retirement plan**

The Group participates in the MPF scheme under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance and not previously covered by the defined benefit retirement plan. The MPF scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

The Group also participates in defined contribution retirement benefit schemes for all qualifying employees in the PRC, Japan and Malaysia. The assets of the schemes are held separately from those of the Group in funds under the control of independent trustees.

The Group's total contributions to these schemes charged to profit or loss during the year ended 28 February 2017 amounted to HK\$8,119,000 (2016: HK\$9,556,000) (note 7) representing contributions payable by the Group to the schemes at the appropriate rates set by the local government of its subsidiaries.

**28. 僱員福利義務(續)****長期服務金(續)**

預計於未來的界定福利義務之供款如下：

	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Within the next 12 months	506	116
Between 2 and 5 years	816	1,117
Between 5 and 10 years	862	1,518
Over 10 years	3,442	4,747
Total expected payments	5,626	7,498

**界定供款退休計劃**

本集團按照香港《強制性公積金計劃條例》的規定，為根據香港《僱傭條例》聘用的僱員及之前不包括在界定福利退休計劃的僱員，參與強積金計劃。強積金計劃是一個界定供款退休計劃，由獨立的受託人管理。根據強積金計劃，僱主及其僱員均須按照僱員相關入息的5%向計劃作出供款，惟以每月有關收入港幣30,000元為上限。對計劃的供款乃即時歸屬。

本集團亦為所有中國、日本及馬來西亞合資格的僱員參與一個界定供款退休計劃。計劃的資產獨立於本集團的資產並存於由獨立受託人持有及管理。

於截至2017年2月28日止年度，本集團向此等計劃所作之供款總額為港幣8,119,000元(2016年：港幣9,556,000元)(附註7)，並已在損益中扣除。此供款乃本集團按各附屬公司相關地區政府適用的比率作出。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 29. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

		Accelerated/ (decelerated) tax depreciation	Employee benefit obligations	Impairment of inventories	Tax losses	Withholding taxes on undistributed profits of subsidiaries 附屬公司 未分配 盈利的 預扣所得稅	Other temporary differences 其他暫時性 差異	Total
		超速/(減速) 稅項折舊 HK\$'000 港幣千元	僱員 福利義務 HK\$'000 港幣千元	存貨 撥備 HK\$'000 港幣千元	稅項 虧損 HK\$'000 港幣千元	附屬公司 未分配 盈利的 預扣所得稅 HK\$'000 港幣千元	其他暫時性 差異 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 1 March 2015	於2015年3月1日	88	(3,559)	(4,906)	(14,278)	14,501	(12,483)	(20,637)
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 11)	年內於損益帳扣除/(計入)之遞延稅項(附註11)	(2,108)	(147)	(88)	(7,868)	-	(3,309)	(13,520)
Deferred tax credited to the statement of comprehensive income during the year	年內於全面收益表計入之遞延稅項	-	759	-	-	-	-	759
Exchange differences	匯兌差額	6	-	198	(239)	(863)	(50)	(948)
At 29 February 2016 and 1 March 2016	於2016年2月29日及2016年3月1日	(2,014)	(2,947)	(4,796)	(22,385)	13,638	(15,842)	(34,346)
Deferred tax charged/(credited) to the statement of profit or loss during the year (note 11)	年內於損益帳扣除/(計入)之遞延稅項(附註11)	155	160	1,216	(250)	-	(7,259)	(5,978)
Deferred tax charged to the statement of comprehensive income during the year	年內於全面收益表計入之遞延稅項	-	933	-	-	-	-	933
Exchange differences	匯兌差額	123	-	339	750	(766)	125	571
At 28 February 2017	於2017年2月28日	(1,736)	(1,854)	(3,241)	(21,885)	12,872	(22,976)	(38,820)

### 29. 遞延稅項

年內遞延稅項負債及資產變動如下：

## 29. DEFERRED TAX (continued)

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	在綜合財務狀況報表確認的遞延稅項資產淨額	(55,214)	(50,692)
Net deferred tax liabilities recognised in the consolidated statement of financial position	在綜合財務狀況報表確認的遞延稅項負債淨額	16,394	16,346
		<b>(38,820)</b>	<b>(34,346)</b>

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 the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

At 28 February 2017, deferred tax has not been recognised for certain withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. At 28 February 2017, the aggregate amount of temporary differences associated with investments in subsidiaries in the PRC for which deferred tax liabilities have not been recognised totalled approximately HK\$632,449,000 (2016: HK\$581,683,000).

## 29. 遞延稅項(續)

根據中國企業所得稅法，於中國成立之外商投資企業向外國投資者宣派股息須徵收10%預扣所得稅。此規定由2008年1月1日起生效，並適用於2007年12月31日後之盈利。如中國與外國投資者所在司法權區訂有稅收協定，則可能適用較低的預扣所得稅稅率。就本集團於中國成立之附屬公司而言，適用稅率為5%。因此，本集團有責任就該等於中國成立之附屬公司於2008年1月1日起產生之盈利所分派之股息繳付預扣所得稅。

於2017年2月28日，若干本集團於中國成立之附屬公司之未分派盈利而須預扣所得稅並未確認為遞延稅項。董事認為，該等附屬公司於可見將來不大可能分派該等盈利。於2017年2月28日，與中國附屬公司投資有關的尚未確認之遞延稅項負債的暫時差異之總額合共約為港幣632,449,000元(2016年：港幣581,683,000元)。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 29. DEFERRED TAX (continued)

Deferred tax assets have not been recognised in respect of the following items at applicable tax rates:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Deferred tax assets not recognised	未確認之遞延稅項資產		
– Tax losses	– 稅項虧損	17,497	10,272

Deferred tax assets have not been recognised in respect of the above items as in the opinion of the directors, it is not considered probable that taxable profits will be available against which the above items can be utilised.

The above unrecognised tax losses arising in Hong Kong and Macau as at 28 February 2017 of approximately HK\$108,641,000 (2016: Hong Kong and Macau of HK\$62,858,000) are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

### 30. SHARE CAPITAL

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Authorised: 1,500,000,000 ordinary shares of HK\$0.25 each	法定： 1,500,000,000 股每股面值港幣 0.25 元 之普通股	375,000	375,000
Issued and fully paid: 210,336,221 ordinary shares of HK\$0.25 each	已發行及繳足： 210,336,221 股每股面值港幣 0.25 元 之普通股	52,584	52,584

### 29. 遞延稅項(續)

下列項目之遞延稅項資產按其適用稅率並未予以確認：

由於未能被判斷為將有應課稅盈利可運用上述項目作抵銷，故董事認為並未就此等項目確認遞延稅項資產。

於2017年2月28日，以上為數港幣108,641,000元(2016年：香港及澳門港幣62,858,000元)於香港及澳門產生之未確認稅項虧損，可無限期用作抵銷該等產生稅項虧損公司之未來應課稅盈利。

本公司向其股東派發之股息並無涉及所得稅。

### 30. 股本

### 31. SHARE OPTION SCHEME

The Company's share option scheme was adopted by shareholders of the Company on 26 November 2003 (the "2003 Share Option Scheme"). The purpose of the 2003 Share Option Scheme is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest ("Invested Entity").

Under the 2003 Share Option Scheme, the directors of the Company are authorised, at their discretion, at any time following the date of the adoption of the 2003 Share Option Scheme but before the tenth anniversary of that date, to offer options to any person belonging to any of the following classes of participants to subscribe for shares of the Company:

- any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company, any of its subsidiaries or any Invested Entity;
- any non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity;
- any supplier of goods or services to any member of the Group or any Invested Entity;
- any customer of the Group or any Invested Entity;
- any person or entity that provides research, development or technological support or other services to the Group or any Invested Entity; and
- any shareholder or any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

### 31. 購股權計劃

本公司之購股權計劃於2003年11月26日由本公司股東採納(「2003年購股權計劃」)。2003年購股權計劃的目的是為了獎勵或獎償計劃項下的參與者對本集團的貢獻及／或為讓本集團得以招攬及挽留優秀僱員，以及為本集團持有股權的實體(「被投資實體」)吸納寶貴人才。

根據2003年購股權計劃，本公司董事獲授權可酌情於採納2003年購股權計劃之日後但該日期之第十週年前之任何時間，向屬於下列任何參與者類別的人士要約可供認購本公司股份的購股權：

- 本公司、其任何附屬公司或任何被投資實體的任何僱員(不論是全職或兼職僱員，包括任何執行董事惟不包括任何非執行董事)；
- 本公司、其任何附屬公司或任何被投資實體的任何非執行董事(包括獨立非執行董事)；
- 本集團任何成員公司或任何被投資實體的任何貨物或服務供應商；
- 本集團或任何被投資實體的任何客戶；
- 向本集團或任何被投資實體提供研究、開發或技術支援或其他服務的任何人士或實體；及
- 本集團或任何被投資實體的任何股東或任何成員公司，或本集團任何成員公司或任何被投資實體的任何已發行證券的持有人。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 31. SHARE OPTION SCHEME (continued)

The exercise price of options is the highest of the nominal value of the shares, the closing price of the shares on the Stock Exchange on the date of offer of the grant and the average closing price of the shares on the Stock Exchange for the five business days immediately preceding the date of offer of the grant. An offer of an option shall be deemed to have been accepted within 28 days from the date of offer upon acceptance of the option duly signed by the grantee together with a remittance of HK\$1. The maximum number of securities available for issue under the 2003 Share Option Scheme shall not exceed 10% of the issued capital of the Company. The maximum entitlement of each grantee in any 12-month period is limited to 1% of the ordinary shares in issue of the Company. The option period will not be more than ten years from the date of grant of the option and the Company's board of directors may at its discretion determine the minimum period for which the option has to be held or other restriction before the exercise of the subscription right attaching thereon.

On 1 March 2013, 15,850,000 options were granted to the directors, employees and service providers of the Company and its subsidiaries pursuant to the 2003 Share Option Scheme in respect of their contributions to the strategic development of the Group. The exercise price of the options is HK\$4.13 per ordinary share of the Company (the "Share"), which is the highest of (i) the closing price of HK\$4.13 per Share as stated in the Stock Exchange's daily quotation sheet on the date of grant; and (ii) the average closing price of HK\$4.08 per Share as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of HK\$0.25 per Share on the date of grant.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

As the fair value of the services received from service providers cannot be estimated, the Group measured the value by reference to the fair value of share options granted.

The 2003 Share Option Scheme expired on 25 November 2013.

### 31. 購股權計劃(續)

購股權的行使價為股份的票面值、股份於購股權要約授予日期在聯交所錄得的收市價及股份於截至購股權要約授予日期前五個營業日在聯交所錄得的平均收市價三者中的最高金額。在授予購股權起計28日內，當附有港幣1元匯款的承受人正式簽署的購股權接納函件已收取，則視作購股權已被接納。根據2003年購股權計劃可授出之購股權所涉及之股份總數，最多不得超過本公司已發行股本之10%。每名承受人的購股限制為在任何十二個月期間限於本公司已發行普通股的1%。購股權的有效年期由授出購股權當日起計不得超過十年。本公司董事會可酌情決定參與者在行使購股權所附認購權前必須持有購股權的最短期限或其他限制。

本公司根據2003年之購股權計劃，就本公司及其附屬公司之董事、僱員及服務供應商對本集團策略發展的貢獻，於2013年3月1日向其授出15,850,000份購股權以認購15,850,000股本公司股份。授出購股權之行使價為本公司每股普通股港幣4.13元(「股份」)，有關價格乃以下各項之最高者：(i)股份於授出日期聯交所發出每日報價表所示收市價每股港幣4.13元；及(ii)股份於緊接授出日期前五個交易日聯交所發出每日報價表所示平均收市價每股港幣4.08元；及(iii)於授出日股份面值每股港幣0.25元。

購股權並不賦予其持有人獲派股息及在股東大會上投票的權利。

由於從服務供應商所接受的服務之公平價值無法估計，本集團參考已授出購股權之公平價值計量。

2003年購股權計劃已於2013年11月25日屆滿。

**31. SHARE OPTION SCHEME (continued)**

The exercise price of the share options outstanding as at the end of the reporting period is as follows:

		<b>Weighted average exercise price</b>	<b>Number of options</b>
		加權平均行使價 HK\$ per share 每股港幣	購股權數目 (‘000) (千)
At 1 March 2015	於 2015 年 3 月 1 日	4.13	14,860
Lapsed during the year	年內已失效	4.13	(5,660)
At 29 February 2016 and 1 March 2016	於 2016 年 2 月 29 日及 2016 年 3 月 1 日	4.13	9,200
Lapsed during the year	年內已失效	4.13	(3,100)
At 28 February 2017	於 2017 年 2 月 28 日	<b>4.13</b>	<b>6,100</b>

During the year, 3,100,000 options were lapsed due to resignation of certain employees (2016: 5,660,000).

During the years ended 28 February 2017 and 29 February 2016, no share option was granted. The Group reversed equity-settled share option expense of HK\$1,450,000 for the year ended 28 February 2017 (2016: Nil) as a result of changes in estimation of the number of share options expected to vest.

**31. 購股權計劃(續)**

於報告期末尚未行使的購股權的行使價如下：

		<b>Weighted average exercise price</b>	<b>Number of options</b>
		加權平均行使價 HK\$ per share 每股港幣	購股權數目 (‘000) (千)
At 1 March 2015	於 2015 年 3 月 1 日	4.13	14,860
Lapsed during the year	年內已失效	4.13	(5,660)
At 29 February 2016 and 1 March 2016	於 2016 年 2 月 29 日及 2016 年 3 月 1 日	4.13	9,200
Lapsed during the year	年內已失效	4.13	(3,100)
At 28 February 2017	於 2017 年 2 月 28 日	<b>4.13</b>	<b>6,100</b>

由於若干員工於本年內離職，故 3,100,000 份購股權已失效(2016 年：5,660,000)。

於 2017 年 2 月 28 日及 2016 年 2 月 29 日年度內並無授出購股權。由於估計預期歸屬的購股權數目有變，本集團於截至 2017 年 2 月 28 日回撥相當於港幣 1,450,000 元之購股權費用(2016 年：無)。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註 (續)

### 31. SHARE OPTION SCHEME (continued)

The fair values and exercise periods of the share options outstanding at the end of the reporting period are as follows:

Exercise period 行使期		Fair value per option 每份購份權的 公平價值	Number of options granted 已授出的 購股權數目 (‘000)(千)
1 September 2014–29 February 2020	2014年9月1日–2020年2月29日	HK\$1.62 港幣 \$1.62元	915
1 March 2015–29 February 2020	2015年3月1日–2020年2月29日	HK\$1.62 港幣 \$1.62元	915
1 March 2016–29 February 2020	2016年3月1日–2020年2月29日	HK\$1.62 港幣 \$1.62元	1,830
1 March 2017–29 February 2020	2017年3月1日–2020年2月29日	HK\$1.61 港幣 \$1.61元	2,440
			6,100

The fair value of equity-settled share options was estimated as at the date of grant using a Binomial Model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Dividend yield (%)	股息率 (%)	3.41
Expected volatility (%)	預期波幅 (%)	51.21
Risk-free interest rate (%)	無風險利率 (%)	0.85
Expected life of options (years)	預計購股權有效期 (年)	7
Weighted average share price (HK\$ per share)	加權平均股價 (每股港幣)	4.13

No other feature of the options granted was incorporated into the measurement of fair value.

The expected life of the options is based on the historical data over the past 4 years and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

At the date of approval of these financial statements, the Company had 6,100,000 (2016: 9,200,000) share options outstanding under the 2003 Share Option Scheme, which represented approximately 2.9% (2016: 4.4%) of the Company's shares in issue as at that date.

### 31. 購股權計劃 (續)

於報告期末尚未行使的購股權的公平價值及行使期如下：

Fair value per option 每份購份權的 公平價值	Number of options granted 已授出的 購股權數目 (‘000)(千)
HK\$1.62 港幣 \$1.62元	915
HK\$1.62 港幣 \$1.62元	915
HK\$1.62 港幣 \$1.62元	1,830
HK\$1.61 港幣 \$1.61元	2,440
	6,100

購股權的公平價值按「二項式」期權定價模式計算，並考慮到其授出購股權之條款及條件。下表列出了計算模型所用之數據：

股息率 (%)	3.41
預期波幅 (%)	51.21
無風險利率 (%)	0.85
預計購股權有效期 (年)	7
加權平均股價 (每股港幣)	4.13

所授出購股權之其他特點不納入公平價值計算。

購股權有效期是根據過去4年的歷史數據推測，未必能反映可能出現的行使模式。而預期波幅則假設歷史波幅為未來趨勢達指標作用，未必為實際結果。

於本財務報表核准時，本公司根據2003年購股權計劃授出而尚未行使的購股權為6,100,000份(2016年：9,200,000)，佔本公司直至該日已發行股份約2.9%(2016年：4.4%)。

### 32. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 88 to 89 of the financial statements.

### 33. PLEDGE OF ASSETS

- (a) The Group entered into banking facility arrangements with a bank (2016: two) pursuant to which certain land and buildings in Hong Kong with an aggregate carrying value as at 28 February 2017 of HK\$51,864,000 (2016: HK\$53,678,000) in Hong Kong were mortgaged by way of a first legal charge, as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to that bank (note 14).
- (b) The Group entered into a subscription agreement with two institutional investors for senior secured notes issued by a subsidiary in Hong Kong, pursuant to which certain inventories (i.e. up to an aggregate book value of HK\$200,000,000 of raw materials, work-in-progress and finished goods) of such subsidiary in Hong Kong were pledged by way of a first floating charge, as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the two institutional investors.
- (c) As at 28 February 2017, time deposits of the Group denominated in RMB and totalling equivalent to HK\$27,022,000 (2016: HK\$54,238,000) have been pledged to secure certain gold loan contracts outstanding at the end of the reporting period (note 20).
- (d) As at 28 February 2017, time deposits of the Group denominated in RMB and totalling equivalent to HK\$117,307,000 (2016: HK\$179,558,000) have been pledged to secure standby letters of credit relating to a cross border treasury arrangement (note 20).

### 32. 儲備

本集團之儲備額、年內及以往年度之變動列載於財務報表第88及89頁之綜合權益變動表內。

### 33. 資產抵押

- (a) 本集團與一間(2016年：兩間)銀行訂立銀行借貸融資安排，據此安排，本集團以第一法定押記的方式將若干在香港的土地及樓宇於2017年2月28日總賬面值港幣51,864,000元(2016年：港幣53,678,000元)作抵押，以作為(其中包括)本集團不時結欠該往來銀行之所有實際或或有負債及債務之抵押品(附註14)。
- (b) 本集團與兩間機構投資者訂立一項認購協議，以透過一間香港附屬公司向其發行優先有抵押票據，據此安排，本集團以第一浮動押記的方式將其香港附屬公司若干存貨(總賬面值不多於港幣200,000,000元之原材料、在製品及製成品)作抵押，以作為(其中包括)本集團不時結欠該兩間機構投資者之所有實際或或有負債及債務之抵押品。
- (c) 於2017年2月28日，本集團以人民幣作為單位及相當於港幣27,022,000元(2016年：港幣54,238,000元)之定期存款已作若干於報告期末結欠之黃金租賃合約之抵押品(附註20)。
- (d) 於2017年2月28日，本集團以人民幣作為單位及相當於港幣117,307,000元(2016年：港幣179,558,000元)之定期存款已作抵押，以取得銀行發出備用信用狀作跨境財務安排之用(附註20)。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註 (續)

### 34. OPERATING LEASE ARRANGEMENTS

#### As lessee

The Group leases a number of properties under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years, with options to renew the leases when all terms are renegotiated. Lease payments are usually adjusted to reflect market rentals upon renegotiation of the terms of the lease.

Certain lease arrangements have been subject to contingent rent by reference to monthly turnover throughout the leasing periods. The minimum guaranteed rental has been used to arrive at the commitments below.

As at 28 February 2017, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Within one year	1年內	181,228	166,351
In the second to fifth years, inclusive	第2年至第5年(包括首尾兩年)	177,703	191,735
		<b>358,931</b>	<b>358,086</b>

### 35. COMMITMENTS

As at 28 February 2017, the Group had the capital commitments for leasehold improvement as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Contracted but not provided for	已簽約·但未作撥備	-	675

### 34. 經營租賃安排

#### 承租人

本集團以經營租賃安排租賃若干物業。物業租期經磋商後訂定為期介乎一至三年，並可於重新磋商租約條款時選擇續約。經重新磋商之租金通常會調整以反映市場租金。

若干租賃安排已參考於租賃期內每月營業額之或有租金。以下之承擔已採用最低保證租金計算。

於2017年2月28日，根據不可撤銷的經營租賃到期情況，本集團之未來最低租賃付款總額如下：

### 35. 承擔

於2017年2月28日，本集團就物業、廠房及設備的資本承擔如下：

### 36. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the year ended 28 February 2017:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
(i)	Purchase from related companies	359,622	297,077
(ii)	Sales to group company through a related intermediate holding company	368,313	263,330
	Balance due to these related companies amounted to HK\$119,942,000 (2016: HK\$52,765,000)		應付以上關連公司款項為港幣119,942,000元(2016年：港幣52,765,000元)
(iii)	(i) Mr. Tommy Tse, the spouse of Ms. Yau On Yee, Annie (“Ms. Annie Yau”), the Executive Director of the Company, has been employed by a subsidiary of the Company as the Deputy Chief Executive Officer – Supplies and re-designated from Deputy Chief Executive Officer – Supplies to Deputy Chief Executive Officer of the Group with effect from 1 November 2016; (ii) Mr. Tse Sui Luen (“Mr. Tse Senior”), the father of Mr. Tommy Tse and father-in-law of Ms. Annie Yau, has been employed by a subsidiary of the Company as the Founder. During the year, remuneration of HK\$1,907,000 (2016: HK\$1,338,000) and HK\$1,599,000 (2016: HK\$1,544,000) were paid to Mr. Tommy Tse and Mr. Tse Senior respectively.		(i) 謝達峰先生被本公司旗下一間附屬公司聘任為副行政總裁 – 貨品供應及由2016年11月1日起調任為集團副行政總裁，謝達峰先生為本公司執行董事邱安儀女士之配偶；(ii) 謝瑞麟先生被本公司旗下一間附屬公司聘任為創辦人，謝瑞麟先生為謝達峰先生之父親及邱安儀女士之家翁。於本年度內分別支付謝達峰先生港幣1,907,000元(2016年：港幣1,338,000元)及謝瑞麟先生港幣1,599,000元(2016年：港幣1,544,000元)的酬金。
(iv)	Notional charge of equity-settled share option expense of HK\$779,000 (2016: HK\$588,000) and HK\$515,000 (2016: HK\$389,000) were accrued for share options granted to Mr. Tommy Tse and Mr. Tse Senior respectively.		(iv) 就向謝達峰先生及謝瑞麟先生授出購股權之已計提名義之以股權結算之購股權費用分別為港幣779,000元(2016年：港幣588,000元)及港幣515,000元(2016年：港幣389,000元)。

### 36. 關連人士交易

- (a) 除已於本財務報表其他部份詳載之交易外，本集團於截至2017年2月28日止年度與關連人士進行以下交易：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 36. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

The related companies in respect of (i) and (ii) above are subsidiaries of Prime Investments S.A., a preference shareholder of Partner Logistics Limited (“Partner Logistics”), whose board of directors is controlled by Mr. Tommy Tse, the ultimate controlling party and substantial shareholder of the Company. The above transactions in respect of items (i), (ii) and (iv) were not continuing connected transactions under Chapter 14A of the Listing Rules. In the opinion of the directors of the Company, the transactions were carried out on normal commercial terms and in the ordinary course of business.

The related party transactions in respect of item (iii)(i) and (ii) above constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules. Since the amount in respect of item (iii)(ii) is below the de minimis threshold for the purpose of Rule 14A.76 of the Listing Rules, item (iii)(ii) is fully exempt from shareholders’ approval, annual review and all disclosure requirements under the Listing Rules.

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

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Short term employee benefits	短期僱員福利	12,103	10,798
Equity-settled share option expense	以股權結算之購股權費用	592	268
Post-employment benefits	僱用後福利	59	59
Total compensation paid to key management personnel	支付予主要管理人員的酬金總額	12,754	11,125

Further details of directors’ emoluments are included in note 9 to the financial statements.

### 36. 關連人士交易(續)

(a) (續)

上述第(i)和(ii)之關連公司均為Prime Investments S.A.(其為Partner Logistics Limited(「Partner Logistics」)的優先股股東)之附屬公司。Partner Logistics董事會由謝達峰先生控制，彼為本公司最終控股人士以及是本公司主要股東。上述第(i)，(ii)和(iv)項交易根據上市規則第14A章並不構成一項持續關連交易。本公司董事認為，該等交易在日常業務過程中按正常商業條款進行。

上述項目(iii)(i)和(ii)之關連人士交易構成上市規則第14A章所界定之持續關連交易。於謝達峰先生調任前，由於項目(iii)(ii)的金額低於上市規則第14A.76條的最低豁免水平，故該項目(iii)(ii)獲豁免股東批准、年度審核、及上市規則之披露規定。

(b) 本集團主要管理人員酬金：

董事酬金進一步詳情載於財務報表附註9。

**37. FINANCIAL INSTRUMENTS BY CATEGORY**

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

**Financial assets**

		Loans and receivables 貸款及應收賬款	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Trade receivables	應收賬款	235,709	254,642
Financial assets included in prepayments, deposits and other receivables	包含在預付款、按金及其他應收賬款之財務資產	146,301	96,936
Time deposits	定期存款	166,801	253,320
Cash and cash equivalents	現金及現金等價物	323,657	202,549
		872,468	807,447

**Financial liabilities****2017****財務負債****2017**

		Financial Liabilities at fair value through profit or loss 按公平價值訂定盈虧之財務負債 HK\$'000 港幣千元	Financial liabilities at amortised cost 按攤銷成本入賬之財務負債 HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
Trade payables	應付賬款	-	316,392	316,392
Financial liabilities included in other payables and accruals	包含在其他應付款及應計費用之財務負債	-	151,625	151,625
Gold loans	黃金租賃	43,523	-	43,523
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	979,377	979,377
		43,523	1,447,394	1,490,917

**37. 按類別分類之金融工具**

於報告期末，各類別之金融工具賬面值如下：

**財務資產**

		Loans and receivables 貸款及應收賬款	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Trade receivables	應收賬款	235,709	254,642
Financial assets included in prepayments, deposits and other receivables	包含在預付款、按金及其他應收賬款之財務資產	146,301	96,936
Time deposits	定期存款	166,801	253,320
Cash and cash equivalents	現金及現金等價物	323,657	202,549
		872,468	807,447

**財務負債****2017**

		Financial Liabilities at fair value through profit or loss 按公平價值訂定盈虧之財務負債 HK\$'000 港幣千元	Financial liabilities at amortised cost 按攤銷成本入賬之財務負債 HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
Trade payables	應付賬款	-	316,392	316,392
Financial liabilities included in other payables and accruals	包含在其他應付款及應計費用之財務負債	-	151,625	151,625
Gold loans	黃金租賃	43,523	-	43,523
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	979,377	979,377
		43,523	1,447,394	1,490,917

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 37. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows: (continued)

#### Financial liabilities (continued)

2016

		Financial Liabilities at fair value through profit or loss 按公平價值 訂定盈虧之 財務負債 HK\$'000 港幣千元	Financial liabilities at amortised cost 按攤銷成本 入賬之財務 負債 HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
Trade payables	應付賬款	-	271,633	271,633
Financial liabilities included in other payables and accruals	包含在其他應付款及應計 費用之財務負債	-	156,878	156,878
Derivative financial instruments	衍生金融工具	3,648	-	3,648
Gold loans	黃金租賃	98,849	-	98,849
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	610,925	610,925
Convertible bonds	可換股債券	-	348,541	348,541
Finance lease payables	應付融資租賃	-	1,720	1,720
		102,497	1,389,697	1,492,194

### 37. 按類別分類之金融工具(續)

於報告期末，各類別之金融工具賬面值如下：  
(續)

#### 財務負債(續)

2016

### 38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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:

### 38. 金融工具之公平價值及公平價值等級

除若干賬面值合理地與公平價值相若之財務工具外，本集團的財務工具之賬面值與其公平價值如下：

		Carrying amounts 賬面值		Fair values 公平價值	
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元	2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>Financial liabilities</b>	<b>財務負債</b>				
Derivative financial instruments	衍生金融工具	-	3,648	-	3,648
Gold loans	黃金租賃	43,523	98,849	43,523	98,849
Interest-bearing bank and other borrowings	計息銀行及其他貸款	979,377	610,925	979,377	610,925
Convertible bonds	可換股債券	-	348,541	-	375,884
Finance lease payables	應付融資租賃	-	1,720	-	1,720
		<b>1,022,900</b>	<b>1,063,683</b>	<b>1,022,900</b>	<b>1,091,026</b>

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

#### Fair value hierarchy:

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

#### Liabilities measured at fair value:

As at 28 February 2017

		Fair value measurement using 採用中之公平價值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (級別1) HK\$'000 港幣千元	Significant observable inputs 重大可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元	Significant unobservable inputs 重大難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
Financial liabilities	財務負債				
Gold loans	黃金租賃	43,523	-	-	43,523

As at 29 February 2016

		Fair value measurement using 採用中之公平價值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (級別1) HK\$'000 港幣千元	Significant observable inputs 重大可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元	Significant unobservable inputs 重大難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
Financial liabilities	財務負債				
Derivative financial instruments	衍生金融工具	-	3,648	-	3,648
Gold loans	黃金租賃	98,849	-	-	98,849
		98,849	3,648	-	102,497

### 38. 金融工具之公平價值及公平價值等級(續)

#### 公平價值等級：

下表呈列本集團的金融工具之公平價值計量等級：

#### 按公平價值計量之負債：

於2017年2月28日

於2016年2月29日

38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy: (continued)

Liabilities for which fair values are disclosed:

As at 28 February 2017

		Fair value measurement using 採用中之公平價值計量			
		Quoted prices in active markets 活躍市場報價 (Level 1) (級別1) HK\$'000 港幣千元	Significant observable inputs 重大可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元	Significant unobservable inputs 重大難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
<b>Financial liabilities</b>	<b>財務負債</b>				
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	-	979,377	979,377

As at 29 February 2016

於2016年2月29日

		Fair value measurement using 公平價值計量分類			
		Quoted prices in active markets 活躍市場報價 (Level 1) (級別1) HK\$'000 港幣千元	Significant observable inputs 重大可觀察數據 (Level 2) (級別2) HK\$'000 港幣千元	Significant unobservable inputs 重大難以觀察數據 (Level 3) (級別3) HK\$'000 港幣千元	Total 合共 HK\$'000 港幣千元
<b>Financial liabilities</b>	<b>財務負債</b>				
Interest-bearing bank and other borrowings	計息銀行及其他貸款	-	-	610,925	610,925
Convertible bonds	可換股債券	-	-	375,884	375,884
Finance lease payables	應付融資租賃	-	-	1,720	1,720
		-	-	988,529	988,529

38. 金融工具之公平價值及公平價值等級(續)

公平價值等級：(續)

按公平價值披露之負債：

於2017年2月28日

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

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 (2016: Nil).

Management has assessed that the fair values of cash and cash equivalents, time deposits, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to short term maturities of these instruments.

The Group's finance department headed by the Chief Financial Officer is responsible for determining the policies and procedures for their fair value measurement of financial instruments. The finance department reports directly to the Chief Financial Officer. At the end of each reporting period, the finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Chief Financial Officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of time deposits, interest-bearing bank and other 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 non-current portion of finance lease payables and interest-bearing bank and other borrowings as at 28 February 2017 was assessed to be insignificant. The fair value of the liability portion of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk. The fair values of derivative financial instruments and gold loans are based on open market prices of gold.

### 38. 金融工具之公平價值及公平價值等級(續)

年內並無按公平價值計量之財務負債於級別1及級別2之間調動，及轉入或轉出級別3(2016年：無)。

管理層已評定現金及現金等價物、定期存款、應收賬款、應付賬款、包含在預付款、按金及其他應收款之財務資產和包含在其他應付款及應計費用之財務負債之公平價值與其賬面值相若，主要由於該等工具將於短期內到期。

由本集團的首席財務總監帶領的財務團隊負責釐定金融工具的公平價值計量之政策和程序。財務團隊直接向首席財務總監彙報。在每次報告期末，財務團隊分析金融工具的價值變動和釐定估值採用的主要數據。估值是經首席財務總監之審閱和批准。

財務資產及負債之公平價值，除了強迫或清盤出售，乃以各方自願的當前交易中該工具可交換之金額入賬。估計公平價值時使用了以下方法及假設：

本集團於2017年2月28日就應付融資租賃的非流動部份面對之不履約風險被評估為非重大。可換股債券的負債部份之公平價值乃採用具有同等市場利率的類同可換股債券，同時考慮到本集團的不履約風險後折算其預計未來現金流量估算。黃金租賃之公平價值乃根據開放市場之價格釐定。

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank and other borrowings, bank overdrafts, convertible bonds, finance lease payables, gold loans, derivative financial instruments, time deposits and 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 and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and commodity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligations with a floating interest rate.

The following sensitivity analysis has been determined assuming that change in interest rates had occurred at the year end date and had been applied to the exposure to interest rates for financial instruments in existence at that date. A 1% increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 1% higher/lower and all other variables were held constant, the Group's profit for the year ended 28 February 2017 and the retained profits as of 28 February 2017 would decrease/increase by HK\$6,734,000 (2016: decrease/increase by HK\$5,123,000). This is mainly attributed to the Group's exposure to interest rates on its variable rate borrowings.

#### Foreign currency risk

The Group has transactional currency exposures mainly arising from sales and purchases by operating units in currencies other than the units' functional currencies. The currency giving rise to this risk is primarily US\$. The Group does not hold or issue any derivative financial instruments for trading purposes or to hedge against fluctuations in foreign exchange rates. The Group mitigates this risk by conducting the sales and purchases transactions in the same currency, whenever possible.

In the opinion of the directors, US\$ is reasonably stable under the Linked Exchange Rate System with HK\$ and accordingly, the Company does not have any significant foreign exchange risk.

### 39. 財務風險管理目標及政策

本集團之主要金融工具包括計息銀行及其他貸款、銀行透支、可換股債券、應付融資租賃、黃金租賃、衍生金融工具、定期存款及現金及現金等價物。此等金融工具之主要用途乃為本集團之業務籌集資金。本集團有若干其他財務資產及負債，如直接來自其業務產生之應收賬款及應付賬款。

金融工具所產生之主要風險為利率風險、外匯風險、信貸風險、流動資金風險及商品價格風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

#### 利率風險

本集團由於以浮動利率計息之長期債務之利率變動而承受市場利率風險。

以下之敏感度分析乃假設利率變動於年結日發生而釐定，並已採用於該日已存在的財務工具所面對之利率風險。在向主要管理人員內部呈報利率風險時，採用了按利率增加或下跌1厘之假設，即管理層就利率之合理可能變動作出的評估。

倘利率增加／下跌1厘，而所有其他變數保持不變，本集團截至2017年2月28日止年度之盈利及於2017年2月28日之保留盈利將減少／增加港幣6,734,000元（2016年：減少／增加港幣5,123,000元）。此乃主要源於本集團就其浮息借貸所面對之利率影響。

#### 外匯風險

本集團之交易外幣風險主要來自業務單位以其功能貨幣以外之貨幣進行之買賣。導致此風險之貨幣主要為美元。本集團並無持有或發行任何衍生財務工具，以作買賣用途或對沖匯率波動用途。本集團透過在可能情況下以同一貨幣進行買賣交易減低此風險。

董事認為，基於港元的聯繫匯率制度下，美元為相當的穩定，因此，本公司並沒有重大的外匯風險。

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Credit risk

The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of operations. The Group's maximum exposure to credit risk on recognised financial assets is limited to their carrying amount at the end of the reporting period.

In order to minimise the credit risk, the management of the Group reviews the recoverability of receivables individually and collectively periodically and at the end of each reporting period to ensure that adequate impairment loss is made for irrecoverable amounts. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

The credit risks for cash and cash equivalents of the Group and the Company are also regarded as immaterial as they are deposited with major banks and other financial institutions located in Hong Kong and the PRC.

The Group does not hold other material collateral over the financial assets. None of the financial assets of the Company are secured by collateral or other credit enhancements. The credit policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

#### Liquidity risk

The Group is exposed to liquidity risk in respect of settlement of trade payables, convertible bonds and interest-bearing bank and other borrowings, and also in respect of its cash flow management. The Group's policy is to regularly monitor its liquidity requirements, its compliance with lending covenants and its relationship with its banks to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

### 39. 財務風險管理目標及政策(續)

#### 信貸風險

本集團之信貸風險主要來自於日常營運過程中授予客戶信貸。本集團於確認財務資產之最大信貸風險僅限於年結日之賬面值。

為將信貸風險減至最低，本集團管理層會定期及於各年結日個別及共同檢討個別應收款是否可收回，確保已就不可收回金額作出足夠減值虧損。就此，本集團管理層認為，本集團之信貸風險已大大減低。本集團信貸風險並無重大集中，所承受之風險分散於多個交易對手及客戶。

本集團及本公司之現金及現金等價物之信貸風險亦被視為並不重大，因其存放於香港及中國內地之主要銀行及其他金融機構。

本集團並無就財務資產持有任何重大抵押品。本公司之財務資產概無以抵押品或其他信用加強物作為抵押。本集團自過往年度以來採用之信貸政策將本集團之信貸風險有效控制在理想水平。

#### 流動資金風險

本集團就償付應付賬款、可換股債券及計息銀行及其他貸款以及就現金流量管理面對流動資金風險。本集團之政策為定期監察流動資金需求，是否符合貸款契諾之規定及其與銀行之關係，確保其維持足夠現金及從大型金融機構取得充足之承諾貸款額，以應付其短期及長期流動資金需求。

## 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

**Liquidity risk (continued)**

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2017	2017年	On demand or less than 1 year 按要求償還或 1年以下 HK\$'000 港幣千元	1 to 2 years 1至2年 HK\$'000 港幣千元	2 to 5 years 2至5年 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Trade payables	應付賬款	316,392	-	-	316,392
Financial liabilities included in other payables and accruals	包含在其他應付款及 應計費用之財務負債	151,625	-	-	151,625
Gold loans	黃金租賃	44,267	-	-	44,267
Interest-bearing bank and other borrowings	計息銀行及其他貸款	310,302	335,729	440,293	1,086,324
		822,586	335,729	440,293	1,598,608

2016	2016年	On demand or less than 1 year 按要求償還或 1年以下 HK\$'000 港幣千元	1 to 2 years 1至2年 HK\$'000 港幣千元	2 to 5 years 2至5年 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Trade payables	應付賬款	271,633	-	-	271,633
Financial liabilities included in other payables and accruals	包含在其他應付款及應計 費用之財務負債	156,878	-	-	156,878
Derivative financial instruments	衍生金融工具	3,648	-	-	3,648
Gold loans	黃金租賃	100,699	-	-	100,699
Convertible bonds	可換股債券	12,500	390,243	-	402,743
Interest-bearing bank and other borrowings	計息銀行及其他貸款	605,419	5,948	146	611,513
Finance lease payables	應付融資租賃	1,664	86	2	1,752
		1,152,441	396,277	148	1,548,866

## 39. 財務風險管理目標及政策(續)

**流動資金風險(續)**

於報告期末，本集團按已訂約但未折現款項計算之財務負債之到期情況如下：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity risk (continued)

As at 28 February 2017, the Group's term loan with on demand clause in the amount of HK\$220,625,000 (2016: HK\$604,954,000) was repayable within one year in accordance with the terms of the loan. The loan agreement contained a repayment on demand clause giving the bank the unconditional right to call in the loan at any time and therefore, for the purpose of the above maturity profile, the total amount was classified as "on demand".

Notwithstanding the above clause, the directors do not believe that these bank loans will be called in its entirety within 12 months, and they consider that these borrowings will be repaid in accordance with the maturity dates as set out in the loan agreements. This evaluation was made considering: the financial position of the Group at the date of approval of the financial statements; the Group's compliance with the loan covenants; the lack of events of default, and the fact that the Group has made all previously scheduled repayments on time.

#### Commodity price risk

The Group is engaged in the sales of jewellery including gold products. The gold market is influenced by global as well as regional supply and demand conditions. A significant decline in prices of gold could adversely affect the Group's financial performance. In order to reduce the gold price risk, the Group uses gold forward and gold loan contracts to reduce its exposure to fluctuations in gold prices on gold inventory. The gold price exposures are monitored by management.

For the gold forward and gold loan contracts, assuming that the amount outstanding at the end of the reporting period was outstanding for the whole year, a 10% increase/decrease in market prices of gold at 28 February 2017 would have decreased/increased the Group's profit before tax by HK\$4,352,000 (2016: HK\$12,768,000). The sensitivity to the market prices of gold used is considered reasonable, with all other variables held constant. This information has not taken into account potential financial impact on other financial statement line items.

### 39. 財務風險管理目標及政策(續)

#### 流動資金風險(續)

截至2017年2月28日，本集團按要求償還條款之長期貸款為數港幣220,625,000元(2016年：港幣604,954,000元)，乃按照貸款的條款須於一年內償還。該貸款協議包含按要求償還條款，賦予銀行無條件權利隨時要求償還該貸款，因此就上述到期狀況該貸款之總金額被分類為「按要求償還」。

儘管上述條款，董事並不認為該等銀行貸款將於12個月內被要求全部償還，而且他們認為這些貸款將按照載於貸款協議的到期日償還。此評估已考慮以下各項：本集團於本財務報表核准日之財務狀況；本集團持續遵守貸款條款；沒有違約事件，本集團過往準時還款之實況。

#### 商品價格風險

本集團從事銷售珠寶，包括黃金產品。黃金市場受全球以及地區性供求情況影響。黃金價格大跌可能對本集團之財務狀況構成不利影響。為降低商品價格風險，本集團使用黃金租賃合約以減低黃金價格波動對黃金存貨之風險承擔。管理層會監察黃金價格之風險承擔。

就黃金遠期及黃金租賃合約而言，假設於報告期末結欠之金額乃於整個年度結欠，黃金市價於2017年2月28日增加/減少10%，將分別減少/增加本集團除稅前盈利港幣4,352,000元(2016年：港幣12,768,000元)。在所有其他變數維持不變之情況下，本集團認為對所用黃金市價之敏感度乃屬合理。此資料並無考慮對其他財務報表項目之潛在財務影響。

**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)****Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group has been imposed with several capital requirements from banks and under convertible bonds on the Group's equity to total assets ratio, net gearing ratio and consolidated tangible net worth. As of 28 February 2017 and 29 February 2016, the Group has complied with these capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 28 February 2017 and 29 February 2016.

The Group monitors capital using net gearing ratio, which is total borrowings less cash and cash equivalents and time deposits divided by total equity of the Group. Total borrowings include gold loans, interest-bearing bank and other borrowings, convertible bonds and finance lease payables. The Group's policy is to maintain the net gearing ratio not greater than 80%. The net gearing ratios as at the end of the years were as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
Total equity	權益總額	974,282	1,030,678
Total borrowings less cash and cash equivalents and time deposits	總借貸減現金及現金等價物及定期貸款	532,442	604,166
Debt to equity ratio	淨負債比率	55%	59%

**39. 財務風險管理目標及政策(續)****資本管理**

本集團資本管理之主要目標為保障本集團持續經營業務之能力，並維持穩健之資本比率，以支持其業務及增加股東之價值。

本集團管理其資本架構，並根據經濟狀況變動及相關資產之風險特性對其作出調整。為維持或調整資本架構，本集團可能調整向股東派付之股息、退回資本予股東或發行新股。本集團的貸款銀行對本集團施加若干資本規定，包括本集團之權益對總資產比率、負債比率及綜合有形資產淨值。於2017年2月28日及2016年2月29日，本集團符合此等資本規定。於截至2017年2月28日及2016年2月29日止年度，資本管理的目標、政策或流程均無變化。

本集團利用淨負債比率監察資本，即本集團的總借貸減現金及現金等價物及定期貸款，除以權益總額。總借貸包括黃金租賃、計息銀行及其他貸款、可換股債券及應付融資租賃。本集團之政策乃維持淨負債比率不多於80%。於報告期末淨負債比率如下：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

- (a) Information about the statement of financial position of the Company at the end of the reporting period is as follows:

		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元
<b>NON-CURRENT ASSETS</b>	非流動資產		
Property, plant and equipment	物業、廠房及設備	271	595
Interests in subsidiaries	附屬公司權益	833,695	1,232,012
		<b>833,966</b>	1,232,607
<b>CURRENT ASSETS</b>	流動資產		
Prepayments and deposits	預付款及按金	1,591	448
Cash and cash equivalents	現金及現金等價物	314	272
		<b>1,905</b>	720
<b>CURRENT LIABILITIES</b>	流動負債		
Other payables and accruals	其他應付款及應計費用	(2,658)	(2,298)
Convertible bonds	可換股債券	-	(12,500)
		<b>(2,658)</b>	(14,798)
<b>NET CURRENT LIABILITIES</b>	流動負債淨值	<b>(753)</b>	(14,078)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	總資產減流動負債	<b>833,213</b>	1,218,529
<b>NON-CURRENT LIABILITIES</b>	非流動負債		
Convertible bonds	可換股債券	-	(336,041)
Deferred tax liabilities	遞延稅項負債	(48)	(48)
		<b>(48)</b>	(336,089)
<b>NET ASSETS</b>	資產淨值	<b>833,165</b>	882,440
<b>EQUITY</b>	權益		
Issued capital	已發行股本	(52,584)	(52,584)
Reserves	儲備	(780,581)	(829,856)
<b>TOTAL EQUITY</b>	權益總額	<b>(833,165)</b>	(882,440)

### 40. 財務狀況報表

- (a) 本公司的財務狀況報表於報告期末如下：

## 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

(b) A summary of the Company's reserves is as follows:

		Share premium	Share option reserve	Contributed surplus	Equity component of convertible bonds 可換股債券之 權益部份	Retained Profits	Proposed final dividend 擬派 末期股息	Total
		股份溢價 HK\$'000 港幣千元	購股權儲備 HK\$'000 港幣千元	實繳盈餘 HK\$'000 港幣千元	可換股債券之 權益部份 HK\$'000 港幣千元	保留盈利 HK\$'000 港幣千元	末期股息 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 1 March 2015	於2015年3月1日	123,365	17,169	14,770	8,600	714,329	7,782	886,015
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	(45,222)	-	(45,222)
Dividends paid during the year	於年內已派股息	-	-	-	-	(3,155)	(7,782)	(10,937)
Proposed final 2015/16 dividend (note 12)	擬派2015/16末期股息 (附註12)	-	-	-	-	(5,469)	5,469	-
At 29 February 2016 and 1 March 2016	於2016年2月29日及 2016年3月1日	123,365	17,169	14,770	8,600	660,483	5,469	829,856
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	(33,694)	-	(33,694)
Dividends paid during the year	於年內已派股息	-	-	-	-	(3,155)	(5,469)	(8,624)
Proposed final 2016/17 dividend (note 12)	擬派2016/17末期股息 (附註12)	-	-	-	-	(7,888)	7,888	-
Early Redemption of convertible bonds (note 26)	提早贖回可換股債券 (附註26)	-	-	-	(8,600)	3,093	-	(5,507)
Equity-settled share-option arrangement (note 7)	以股權結算的購股權安排 (附註7)	-	(1,450)	-	-	-	-	(1,450)
At 28 February 2017	於2017年2月28日	123,365	15,719	14,770	-	618,839	7,888	780,581

## 40. 財務狀況報表(續)

(b) 本公司之儲備摘要如下：

# NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

## 財務報表附註(續)

### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

- (c) Nature and purpose of reserves
- (i) Share premium represents premium arising from the issue of shares at a price in excess of their par value per share.
- (ii) Capital reserve include the difference between the aggregate nominal value of the share capital of the subsidiaries and their combined net assets acquired pursuant to the group reorganisation and restructuring.

Other reserves include statutory reserve and exchange fluctuation reserve. Statutory reserve is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC, while exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. Exchange reserve is dealt with in accordance with the accounting policies set out in note 2.4 to the financial statements.

- (iii) The contributed surplus of the Company represents the excess of the fair value of the shares of the Group's subsidiaries acquired pursuant to a group reorganisation over the nominal amount of the Company's ordinary shares issued in exchange therefor, less the set-off of the accumulated losses of the Company amounting to HK\$865,747,000 as at 29 February 2004 pursuant to a capital reorganisation.
- (iv) Equity component of convertible bonds represents the unexercised equity component of the Convertible Bonds issued by the Group recognised in accordance with the accounting policy adopted for Convertible Bonds in note 2.4 to the financial statements.
- (v) Share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payments in note 2.4 to the financial statements. The amount will be transferred either to the share premium account when the related options are exercised, or to retained profits should the related options expire or be forfeited.

### 41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 23 May 2017.

### 40. 財務狀況報表(續)

- (c) 儲備性質及目的
- (i) 股份溢價指因按超過每股面值之價格發行股份所產生溢價。
- (ii) 資本儲備包括附屬公司之合計股本面值及根據集團重整及重組時之淨資產。

其他儲備包括法定儲備和外匯變動儲備。法定儲備是根據中國適用之法律及法規自本集團於中國的附屬公司之除稅後盈利撥付，而外匯變動儲備包括換算海外業務財務報表產生之所有匯兌差額。該儲備按照財務報表附註2.4所載會計政策處理。

- (iii) 本公司之實繳盈餘代表本集團附屬公司於重組生效時根據集團重組的應佔部份之公平價值與本公司交換的普通股面值之差額，減本公司於2004年2月29日止根據股本重組抵銷之累計虧損港幣865,747,000元。
- (iv) 可換股債券之權益部份指本集團發行的未行使可換股債券並根據財務報表附註2.4所載的可換股債券的會計政策確認。
- (v) 購股權儲備包括已授出但尚未行使的購股權之公平價值，以股份付款交易之會計政策已於財務報表附註2.4作進一步闡述。當相關購股權獲行使時，該金額將轉撥至股份溢價賬；當相關購股權到期或失效時，轉移至保留盈利。

### 41. 財務報表之批核

本財務報表於2017年5月23日經董事會批核及授權刊發。

# FIVE-YEAR FINANCIAL SUMMARY

## 五年財務概要

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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 published audited financial statements and restated/reclassified as appropriate, is set out below. This summary is not part of the audited financial statements.

本集團於過去五個財政年度之業績及資產、負債及非控股股東權益，摘錄自己公佈之經審核財務報表及經重列／重新分類（如適用），載列如下。此項概要並非構成經審核財務報告的一部份。

### RESULTS

### 業績

		Year ended 28/29 February 截至2月28/29日止年度				
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元	2015 2015年 HK\$'000 港幣千元	2014 2014年 HK\$'000 港幣千元	2013 2013年 HK\$'000 港幣千元 (Restated) 重列
TURNOVER	營業額	3,410,923	3,538,862	3,871,029	4,057,271	3,562,819
PROFIT BEFORE TAX	除稅前盈利	51,882	46,306	62,930	101,349	94,952
Income tax expense	所得稅費用	(28,678)	(22,493)	(23,331)	(27,023)	(26,964)
PROFIT FOR THE YEAR	本年度盈利	23,204	23,813	39,599	74,326	67,988
Attributable to:	應佔盈利部份：					
Owners of the Company	本公司擁有人	23,177	23,623	39,758	74,529	68,137
Non-controlling interests	非控股股東權益	27	190	(159)	(203)	(149)
PROFIT FOR THE YEAR	本年度盈利	23,204	23,813	39,599	74,326	67,988

### ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

### 資產、負債及非控股股東權益

		Year ended 28/29 February 截至2月28/29日止年度				
		2017 2017年 HK\$'000 港幣千元	2016 2016年 HK\$'000 港幣千元	2015 2015年 HK\$'000 港幣千元	2014 2014年 HK\$'000 港幣千元	2013 2013年 HK\$'000 港幣千元
Non-current assets	非流動資產	249,646	305,540	226,302	219,672	188,257
Current assets	流動資產	2,379,922	2,369,757	2,387,343	2,330,451	2,032,476
		2,629,568	2,675,297	2,613,645	2,550,123	2,220,733
Current liabilities	流動負債	(911,282)	(1,267,625)	(1,167,797)	(1,152,434)	(935,258)
Non-current liabilities	非流動負債	(744,004)	(376,994)	(351,540)	(327,319)	(296,782)
<b>Net assets</b>	<b>資產淨值</b>	<b>974,282</b>	<b>1,030,678</b>	<b>1,094,308</b>	<b>1,070,370</b>	<b>988,693</b>
Issued capital	已發行股本	(52,584)	(52,584)	(52,584)	(52,584)	(52,584)
Reserves	儲備	(921,841)	(978,219)	(1,042,175)	(1,018,086)	(936,210)
Equity attributable to owners of the Company	本公司擁有人應佔權益總額	(974,425)	(1,030,803)	(1,094,759)	(1,070,670)	(988,794)
Non-controlling interests	非控股股東權益	143	125	451	300	101
<b>Total equity</b>	<b>權益總額</b>	<b>(974,282)</b>	<b>(1,030,678)</b>	<b>(1,094,308)</b>	<b>(1,070,370)</b>	<b>(988,693)</b>

# SUMMARY OF PROPERTIES

## 物業摘要

Location	Gross floor area (Square Feet) 建築面積 (平方尺)	Percentage interest in property 物業權益比率	Category of tenure 年期的分類	Usage 用途
1 Private Car Parking Space Nos. 43-50 and 73, Basement, and Lorry Car Parking Space Nos. 1-4, 6, 11 and 14, 1st Floor Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡民裕街30號興業工商大廈 地庫43-50號及73號私家車泊車位及 一樓1-4號、6號、11及14號貨車泊車位	N/A	100%	M	C
2 Units A1-A7, B, Front and Rear Portion, Storeroom No.3 and 5, Ground Floor; Units A1-A2, B and C, 1st Floor; Unit E-H, 2nd Floor, and Units A-K and Flat Roof, 3rd Floor Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong 香港九龍紅磡民裕街30號興業工商大廈 地下A1-A7單位、B單位、前後部份、3及5號儲物室； 一樓A1-A2單位、B及C單位；二樓E-H單位及 三樓A-K單位及平台	91,455	100%	M	I
3 Units A & B, 1st Floor, Shui Ki Industrial Building, No. 18, Wong Chuk Hang Road, Aberdeen, Hong Kong 香港香港仔黃竹坑道18號瑞琪工業大廈一樓A至B單位	10,716	100%	L	I
4 Unit A1 on Level 1 and 2, Block 2, Heng Chang Garden, Beijing, PRC 中國北京市恆昌花園2座一至二樓A1單位	1,654	100%	L	R
5 Flat 01, 23rd Floor, Block F, Beijing Rome Garden, Cao Hui Road, Chaoyang District, Beijing, PRC 中國北京市朝阳区曹慧路羅馬花園F座二十三樓1號室	1,735	100%	L	R

L: Long term lease  
 M: Medium term lease  
 C: Carpark  
 I: Industrial unit  
 R: Residential  
 N/A: Not applicable

L: 長期契約  
 M: 中期契約  
 C: 泊車位  
 I: 工業用單位  
 R: 住宅用  
 N/A: 不適用

The Group's properties were stated at cost less depreciation in the statement of financial position at the value of HK\$51,864,000 as at 28 February 2017 (2016: HK\$53,678,000) as set out on page 138 of this annual report. The properties were revalued individually at the end of the reporting period by Ascent Partners Valuation Service Limited, an independent professionally qualified valuer, at an aggregate market value of HK\$633,600,000 (2016: HK\$525,590,000). "Market value" is intended to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

於2017年2月28日，本集團的物業按成本扣除累計折舊列於綜合財務狀況報表的淨額為港幣51,864,000元(2016年：港幣53,678,000元)。詳情載於本年報第138頁。物業於報告期末的總市場價值經由獨立專業合資格估值師艾升評值諮詢有限公司逐一進行重估為總值港幣633,600,000元(2016年：港幣525,590,000元)。「市場價值」是指「為一項資產或負債，買方與賣方在自願、公平、經過適當市場推廣、並且當事人均在知情、審慎及不受脅迫的情況下，於估值日交換之估計金額」。

## **TSE SUI LUEN JEWELLERY (INTERNATIONAL) LIMITED**

(Incorporated in Bermuda with limited liability)

## **謝瑞麟珠寶(國際)有限公司**

(於百慕達註冊成立之有限公司)

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