

T S L

ANNUAL REPORT

2011-2012 年報

stock code 股份代號: 417



T S L | 謝瑞麟






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CORPORATE INFORMATION

公司資料

▪ Executive Directors 執行董事

Yau On Yee, Annie (*Chairman & Chief Executive Officer*) 邱安儀(主席及行政總裁)
Erwin Steve Huang (*Deputy Chairman*) 黃岳永(副主席)
Lai Tsz Mo, Lawrence 黎子武

▪ Independent Non-executive Directors 獨立非執行董事

Chui Chi Yun, Robert 崔志仁
Heng Ching Kuen, Franklin 幸正權
Chan Yue Kwong, Michael 陳裕光

▪ Company Secretary 公司秘書

Lai Tsz Mo, Lawrence 黎子武

▪ Authorised Representatives 授權代表

Yau On Yee, Annie 邱安儀
Lai Tsz Mo, Lawrence 黎子武

▪ Audit Committee 審核委員會

Chui Chi Yun, Robert (*Chairman*) 崔志仁(主席)
Heng Ching Kuen, Franklin 幸正權
Chan Yue Kwong, Michael 陳裕光

▪ Remuneration Committee 薪酬委員會

Heng Ching Kuen, Franklin (*Chairman*) 幸正權(主席)
Chui Chi Yun, Robert 崔志仁
Chan Yue Kwong, Michael 陳裕光
Yau On Yee, Annie 邱安儀

▪ Nomination Committee 提名委員會

Chan Yue Kwong, Michael (*Chairman*) 陳裕光(主席)
Heng Ching Kuen, Franklin 幸正權
Yau On Yee, Annie 邱安儀

▪ Executive Committee 執行委員會

Yau On Yee, Annie (*Chairman*) 邱安儀(主席)
Erwin Steve Huang 黃岳永
Lai Tsz Mo, Lawrence 黎子武

▪ Auditor 核數師

RSM Nelson Wheeler 中瑞岳華(香港)會計師事務所
Certified Public Accountants 執業會計師
29/F., Caroline Centre, Lee Gardens Two, 28 Yun Ping Road, Hong Kong
香港恩平道28號利園二期嘉蘭中心29樓

▪ Legal Advisers 法律顧問

As to Hong Kong law: 香港法律：
K&L Gates 高蓋茨律師事務所
44/F., Edinburgh Tower, The Landmark, 15 Queen's Road Central, Hong Kong
香港中環皇后大道中15號置地廣場公爵大廈44樓

Reed Smith Richards Butler 禮德齊伯禮律師行
20/F., Alexandra House, 16-20 Chater Road, Central, Hong Kong
香港中環遮打道16-20號歷山大廈20樓

As to Bermuda law: 百慕達法律：
Conyers Dill & Pearman
Room 2901, One Exchange Square, 8 Connaught Place, Central, Hong Kong
香港中環康樂廣場8號交易廣場第1期2901室

▪ Principal Banker 主要往來銀行

ABN AMRO Bank N.V., Hong Kong Branch 荷蘭銀行·香港分行
Level 70, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
香港九龍柯士甸道西1號環球貿易廣場70樓

▪ Principal Share Registrar 股份過戶登記總處

Codan Management Ltd. (formerly known as "Westbroke Limited")
Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

▪ Hong Kong Branch Share Registrar

香港股份過戶登記分處
Tricor Secretaries Limited 卓佳秘書商務有限公司
26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong
香港皇后大道東28號金鐘匯中心26樓

▪ Registered Office 註冊辦事處

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

▪ Principal Office 主要辦事處

Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong
香港九龍紅磡民裕街30號興業工商大廈地下B座

▪ Stock Code 股份代號

417

▪ Website 網址

www.tslj.com



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FINANCIAL HIGHLIGHTS

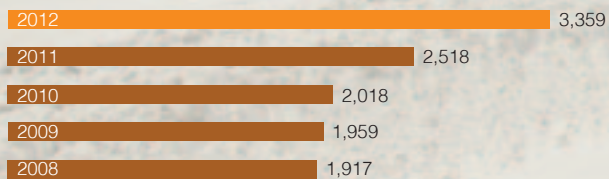
財務概要

Consolidated Statement of Comprehensive Income

綜合全面收入報表

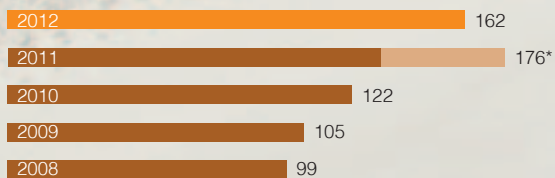
Turnover (HK\$'M)

營業額 (港幣百萬元)



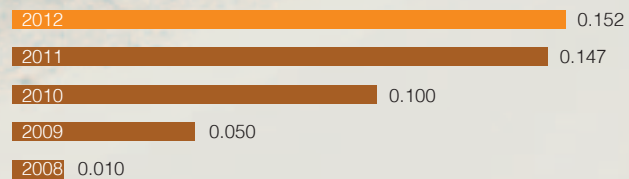
Profit attributable to owners of the Company (HK\$'M)

本公司擁有人應佔盈利 (港幣百萬元)



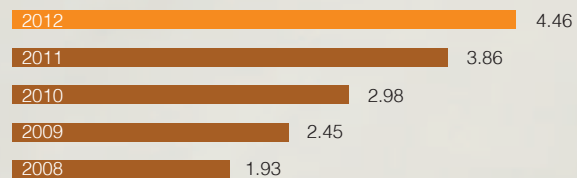
Dividend per share (HK\$)

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)



* Excluding a write-back of overprovision for tax disputes of HK\$46 million, profit was HK\$130 million.
撇除撥回稅務爭議之超額撥備港幣 46,000,000 元，盈利為港幣 130,000,000 元。

	2012	2011	2010	2009	2008
Consolidated Statement of Comprehensive Income (HK\$'M) 綜合全面收入報表(港幣百萬元)					
Turnover 營業額	3,359	2,518	2,018	1,959	1,917
Profit before tax 除稅前盈利	236	231	199	160	157
Profit for the year 本年度盈利	181	200	147	124	111
Profit attributable to owners of the Company 本公司擁有人應佔盈利	162	176*	122	105	99
Per Share (HK\$) 以每股計(港元)					
Earnings 盈利	0.77	0.84	0.58	0.50	0.47
Dividend 股息	0.152	0.147	0.100	0.050	0.010
Net assets attributable to owners of the Company 本公司擁有人應佔淨資產	4.46	3.86	2.98	2.45	1.93
Market price 市價	6.00	6.23	2.20	0.84	0.84
Consolidated Statement of Financial Position (HK\$'M) 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	209	207
Shareholders' funds 股東資金	938	812	627	511	400
Borrowings 借貸	440	216	150	132	171
Market capitalization 市值	1,262	1,310	463	175	174
Debt to equity ratio 負債比率	47%	23%	21%	23%	38%

LETTER TO THE SHAREHOLDERS

致股東的函件

I am glad to report that the Group achieved a net profit of HK\$162.3 million for the year ended 29 February 2012 (the “Year”). Excluding the write-back of an overprovision for the settled tax disputes in the previous financial year, it represents a 25.3% growth over the previous year. Fueled by the strong demand from the Mainland China and the inbound visitors, the Group has been able to sustain its sales momentum and thus steadily improving our shareholders’ value over the years.

With such encouraging results, the Group continued to re-invest its resources in brand building. Backed by an extensive nationwide consumer survey covering major cities in Mainland China and Hong Kong, TSL launched a new campaign featuring “Trend-setting Craftsmanship [非凡工藝 潮流演繹]” as the theme to reposition and differentiate itself right before the beginning of the Year. A series of brand and publicity initiatives were rolled out to strengthen this unique positioning. The most inspiring project was the first-of-its-kind

本人欣然報告，本集團截至2012年2月29日止年度（「本年度」）純利達港幣162,300,000元。若不計入上一財政年度已解決稅務爭議之超額撥備撥回，則較去年增加25.3%。受內地及訪港旅客的強大需求帶動下，本集團得以維持銷售動力，於多年來穩步提升股東價值。

在此令人鼓舞的業績支持下，本集團繼續投放資源建立品牌。根據本集團於中國內地多個主要城市及香港全面進行的消費者調查結果，集團於本年度初重新確立「Trend-setting Craftsmanship『非凡工藝 潮流演繹』」的定位。集團其後陸續推出一系列品牌及宣傳活動，以突出這獨特定位。其中最具迴響的是謝瑞麟品牌 Estrella 美鑽與舉世知名的微雕大師



cross-over program between TSL's signature Estrella diamonds and the world-renowned micro-sculptor, Mr. Willard Wigan. Mr. Wigan created "Starry Lovers", a micro-sculpture mounted on top of a one-carat Estrella diamond. This amazing piece of art has generated huge interest from the market and the jewellery industry, and translated into unprecedented publicity value. Furthermore, TSL pioneered the jewellery retail industry in promoting mix-and-match everyday wear jewellery and trendy fashion by the way of a "Fall/Winter Collection Launch" platform. The Group also stepped up sponsorship to certain fashion icons and celebrities during the Year to promote the trendy image of our jewellery.

During the Year, it was my great pleasure to welcome Mr. Tse Sui Luen and Mr. Tommy Tse back to the Group. Besides being the Founder of the Company, Mr. Tse Sui Luen is a highly regarded jewellery master in the industry, who possesses a wealth of knowledge in production skills and technical know-how that has further reinforced the leading-edge craftsmanship of our products. Mr. Tommy Tse, a devoted jewellery art director, was appointed the Chief Merchandising Officer of the Group. He has a strong passion and unique vision for jewellery designs and manufacturing. Both Mr. Tse Sui Luen and Mr. Tommy Tse have been tremendously supporting the rest of the corporate management team in wholeheartedly fulfilling TSL's commitment of delivering trend-setting craftsmanship to our customers.

Willard Wigan 先生破天荒合作。Wigan 先生於一顆一卡 Estrella 美鑽上打造出極其細緻的「星之戀人」。這個令人嘆為觀止的藝術品不僅吸引到市場及珠寶業界注目，更史無前例創造出極高宣傳價值。再者，本集團亦再一次創珠寶零售業界先河，通過「秋冬珠寶預覽展」發佈會展示適合日常佩帶的珠寶與潮流服飾配搭。於本年度內，本集團亦贊助更多時尚名人佩帶珠寶首飾，務求為本集團珠寶塑造緊貼潮流脈搏的形象。

本人熱烈歡迎謝瑞麟先生及謝達峰先生於本年度內重投集團的大家庭。謝瑞麟先生除了是本公司創辦人外，亦為業內老行尊，擁有豐富生產技術知識及專門技能，可望進一步優化產品無可比擬的工藝。謝達峰先生是醉心珠寶的珠寶美術指導，已獲委任為本集團首席貨品供應總監，於珠寶設計及生產方面擁有無比熱情及獨特眼光。謝瑞麟先生及謝達峰先生均全心全意支持企業管理團隊，協助本集團實踐承諾，為客戶打造非凡工藝、潮流演繹的珠寶。

Looking ahead, the Group holds a cautiously optimistic view towards the coming year. With the on-going concern of the sovereign debt crisis in Europe and the slowing down of economic growth in Mainland China, the consumption sentiment in both Hong Kong and Mainland China has been affected since the last quarter of 2011. However, we remain positive towards the luxury retail market in Mainland China in the mid to long term. Moreover, the recent introduction of a strategic investor, CDH Investments, to the Group is certainly an encouraging move. With a strengthened capital base, we will continue to invest in human resources, refine product assortments and build an innovative marketing platform for steady and robust business developments of the Group in years to come.

Last but not least, I would like to express my sincere appreciation to all of our staff members for their diligence, dedication and commitment to supporting the revitalization of the TSL brand. TSL will soon evolve into an even more dynamic and forward-looking jewellery brand with a long history of heritage.

Yau On Yee, Annie
Chairman

Hong Kong, 30 May 2012

展望將來，本集團對來年發展繼續審慎樂觀。歐洲主權債務危機以及中國內地經濟增長放緩日益令人關注，故香港及中國內地的消費氣氛自2011年最後一季起持續受到影響。然而，我們對中國內地奢侈品零售市場的中長綫發展仍然抱持積極正面態度。再者，本集團近期引入策略投資者「鼎暉投資」亦是令人鼓舞之舉。憑藉強化資本基礎，本集團將繼續投資於人力資源，細化產品分類，打造創新的市場推廣平台，以支持本集團於未來數年穩健蓬勃發展。

最後，本人謹此衷心感謝各位員工不辭勞苦、竭盡所能及專心一致，支持謝瑞麟品牌復興。謝瑞麟將於不久將來蛻變成歷史悠久，然而更具活力、更有前瞻性的珠寶品牌。

主席
邱安儀

香港，2012年5月30日

MANAGEMENT'S DISCUSSION AND ANALYSIS

管理層之討論及分析

Results of the Group


For the financial year ended 29 February 2012, the consolidated turnover grew by 33.4% to HK\$3,359 million from HK\$2,518 million last year. Profit attributable to owners of the Company for the year was HK\$162.3 million, representing a slightly decline of 7.8% over that of last financial year, due to the inclusion of a write-back of HK\$46.6 million overprovision for the settled tax disputes last year. Had such provision write-back in last year been excluded, the profit attributable to owners of the Company should have increased by 25.3% from the last year's HK\$129.5 million. Earnings per share for the year were 77.2 HK cents.

Subject to shareholders' approval at the forthcoming annual general meeting, the Board has proposed a final dividend of 12.5 HK cents per ordinary share of the Company for the year ended 29 February 2012 (2011: 12 HK cents) to the shareholders whose names appear on the

集團業績

截至2012年2月29日止財政年度，綜合營業額由去年之港幣2,518,000,000元增加33.4%至港幣3,359,000,000元。本年度本公司擁有人應佔盈利為港幣162,300,000元，較上一財政年度計入撥回已解決稅務爭議之超額撥備港幣46,600,000元輕微下跌7.8%。如不計入去年之撥備撥回，則本公司擁有人盈利較去年之港幣129,500,000元增加25.3%。本年度每股盈利為港幣77.2仙。

董事會建議派發本公司截至2012年2月29日止年度末期股息每股普通股港幣12.5仙(2011年：港幣12仙)予於2012年7月31日(星期二)名列本公司股東名冊之股東，須待股東於即將召開的股東週年大會上批准



Register of Members of the Company on Tuesday, 31 July 2012. Together with the paid interim dividend of 2.7 HK cents per ordinary share, the total dividend per ordinary share of the Company for the year ended 29 February 2012 will be 15.2 HK cents (2011: 14.7 HK cents).

Benefited from the strong demands from the Mainland China tourists on the jewellery retail market in Hong Kong and Macau, sales attributable to Hong Kong and Macau increased by 49.1% from last year. During the year, we opened two new stores, one in Sino Centre in Mong Kok and another one in Park Lane Shopper's Boulevard in Tsim Sha Tsui. They, which coupled with the new stores opened in the prior year, are all well complement to our existing store portfolio in order to better serve both the local customers and Mainland China tourists, which resulted in an increase in the profit during the period under review.

後作實。連同已派發之中期股息每股普通股港幣2.7仙，本公司截至2012年2月29日止年度之每股普通股股息總額將為港幣15.2仙(2011年：港幣14.7仙)。

受惠於中國內地旅客之強勁需求，香港及澳門之珠寶市場銷售較去年增加49.1%。年內，本集團在香港旺角信和中心及尖沙咀栢麗購物大道開設兩間新店舖，該兩間店舖連同去年開設之新店舖與現有店舖組合相輔相成，為本地顧客及中國內地旅客提供更佳服務，以致回顧期間之盈利有所增長。

Our service culture is well recognized by the industry and in the region. We are honoured to be awarded “Customer Service Excellence Award of FAPRA AWARDS 2011” by The Federation of Asia-pacific Retailers Associations (FAPRA). We will continue to strive for excellent customer service, aiming to provide our customers a pleasant and memorable TSL shopping experience.

The sales turnover in Mainland China grew by 14.4% from that of last year. The keen competition on the human resources resulted in not only a higher staff turnover but also an increased pressure on cost and profitability. Nevertheless, the Group has completed in restructuring and strengthening the middle to top management team in China, which will enable the business to fully exploit the growth potential of this high-flying market. Furthermore, the Group continued to refine its store network according to its key-city-focus strategies, and opened 26 shops during the period under review, including a street store in Nanjing Xi Lu, the premier shopping area of Shanghai, in adjacent to other international luxury brands. Together with the continuing product assortment enhancements that we have started since the previous financial year, and the increasingly sound marketing effort, it was indeed another year of re-investment for the betterment of the business in the future.

本集團之服務文化於業界及區內均備受推崇。本集團榮獲亞太零售商協會聯盟(FAPRA)之「2011年FAPRA卓越顧客服務獎」。本集團將繼續竭力提供優質的客戶服務，旨在讓客戶可於謝瑞麟感受愉快及難忘之購物體驗。

中國內地銷售額較去年增長14.4%。人力資源爭奪激烈，不僅導致員工流失率上升，亦加重成本及盈利能力之壓力。然而，本集團已完成重整及鞏固駐國內中高層的管理團隊，將可全面發揮市場不斷迅速發展帶來之增長潛力。此外，本集團繼續加強專注於重點城市的策略，完善店舖網絡，並於回顧期內開設26間店舖，其中包括一間位於上海毗鄰其他國際奢侈品牌之黃金購物區南京西路之地舖。本集團自上一財政年度以來一直加強產品分類，加上增加市場推廣力度，為未來業務向好發展重新投放資源。

The export business remained weak during the financial year while the business in Malaysia is progressing steadily.

The sovereign debt crisis in Europe and the slowing down of the economic growth of Mainland China have caused uncertainties in the economic outlook and affected the consumption atmosphere since the end of 2011. On the other hand, the growing affluence of consumers in Mainland China still provides an enormous opportunity for luxury market in the medium and longer run. Under such circumstances, it is important to improve the efficiency and productivity to stay ahead of the competition. The Group will keep investing cautiously in the inventory, store network and the brand to capitalize our premier brand positioning and the market growth potentials in the regions it operates.

本財政年度之出口業務持續疲弱，而馬來西亞業務現時穩步發展。

自2011年底以來，歐洲主權債務危機及中國內地經濟增長放緩，為經濟前景帶來不明朗因素，亦影響了消費意欲。另一方面，中國內地消費者日益富裕，在中長期仍為奢侈品市場帶來龐大商機。在此等情況下，提高效益及盈利能力從而在競爭對手當中保持領先地位至關重要。本集團將繼續審慎投資於存貨、店舖網絡及品牌方面，充分發揮本集團優越品牌定位以及業務營運所在市場增長之潛力。

Finance, Liquidity, Capital Structure and Gearing

Capital expenditure, comprising mainly store renovation and expansion, furniture and fixtures and machineries, incurred during the year amounted to approximately HK\$67.1 million (2011: HK\$47.8 million), which was mainly financed by bank borrowings and fund generated from internal resources.

As at 29 February 2012, the Group's interest bearing liabilities increased to HK\$440 million from HK\$215.6 million as at 28 February 2011. The increase was partly due to the balance of consideration of HK\$120 million for the acquisition of the minority stake in the Mainland China business at the end of the year and partly due to the increase in inventory to accommodate for the business growth. The gearing ratio (ratio of total interest bearing liability to total equity) has increased to 46.9% from 23.1% and is at a healthy level. All borrowings of the Group are denominated in Hong Kong dollars, while interest is calculated on the inter-bank interest rate or prime rate.

As at 29 February 2012, the Group had cash and bank balances and undrawn banking facilities of approximately HK\$127 million, which in the opinion of the Directors, should be sufficient for the present working capital requirements.

財務、流動資金、資本結構及負債比率

年內，店舖翻新及擴充、傢具、裝置及機器等之資本開支約為港幣67,100,000元(2011年：港幣47,800,000元)，主要由銀行貸款及內部資源提供資金。

於2012年2月29日，本集團之計息負債由2011年2月28日之港幣215,600,000元增加至港幣440,000,000元。利息增加部分來自年底收購中國內地業務少數權益之代價結餘港幣120,000,000元，而部分則由於為配合業務增長而增加存貨。負債比率(即計息負債總額與權益總額之比率)維持於穩健水平，由23.1%上升至46.9%。本集團全部貸款以港幣為單位，而利息則按銀行同業市場利率或最優惠利率釐訂。

於2012年2月29日，本集團之現金及銀行結餘以及未動用銀行融資約為港幣127,000,000元，董事認為足以應付目前的營運資金需求。

Subsequent to the end of the reporting period, the completion of the issue of the convertible bonds to CDH King Limited (a member of CDH Investments) on 20 April 2012 represented an opportunity to broaden the capital base of the Company and to raise capital for the development of the core jewellery business. The investment by an established institutional investor in the unsecured subordinated convertible bonds of the Company reflects the confidence of the investor in the Company. The Company can also benefit from the extensive business networks of the subscriber. The net proceeds of the issue of HK\$247 million is to be used by the Company for general corporate development and general working capital requirements.

Exchange Rates

During the year, the transactions of the Group were mainly denominated in local currencies and US dollars. The impact of the fluctuation of foreign exchange rates of these currencies to the Group is minimal.

年結日後，於2012年4月20日，完成發行予CDH King Limited (鼎暉投資集團成員)可換股債券帶來擴闊本公司資本以及增加資金以發展珠寶核心業務之機會。實力雄厚之機構投資者投資於本公司之無抵押從屬可換股債券反映投資者對本公司充滿信心。本公司亦可受惠於認購人之廣闊業務網絡。發行所得款項淨額港幣247,000,000元將用於本公司一般企業發展及營運資金需求。

匯率

於本年度內，本集團的交易主要以當地貨幣及美元為單位，此等貨幣之匯率波動對本集團的影響輕微。

Charges on Group Assets

As at 29 February 2012, debentures have been executed by the Group in favour of its banker charging, by way of fixed and floating charges, all of the undertakings, properties and assets of the Company and of its 11 subsidiaries as security for, *inter alia*, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the banker. Rental revenue of the Group is also charged in favour of the Group's banker.

As at 29 February 2012, the Company and its 6 subsidiaries (the "Subsidiaries") have executed a second floating charge and the Company made a guarantee to the Subsidiaries and there was a cross guarantee among the Subsidiaries in favour of Rosy Blue Hong Kong Limited to pledge all of the Subsidiaries' respective rights to and title and interest from time to time in their inventories or stock-in-trade and their receivables from their overseas fellow subsidiaries in connection with the sales and supply of any inventory or stock-in-trade to such overseas fellow subsidiaries as a continuing security for the debts (note 19). As at 29 February 2012, the debts amounted to HK\$170,692,000 (2011: HK\$136,833,000).

集團資產抵押

於2012年2月29日，本集團已簽立債權證，以固定及浮動抵押形式將本公司及其11家附屬公司之所有業務、物業及資產抵押予本集團之往來銀行，以作為(其中包括)本集團不時結欠往來銀行之所有實際或或有負債及債務之抵押品。本集團租金收入亦已抵押予本集團之往來銀行。

於2012年2月29日，本公司及其6家附屬公司(「該等附屬公司」)已訂立第二浮動抵押，及本公司向該等附屬公司作出擔保，及該等附屬公司之間各自已訂立交叉擔保，將不時於彼等之存貨或待銷存貨以及彼等來自就向彼等之海外同系附屬公司銷售及供應任何存貨或待銷存貨之應收該等海外同系附屬公司款項之所有權利、擁有權及權益抵押予 Rosy Blue Hong Kong Limited，以作為該債項之持續抵押品(附註19)。於2012年2月29日，該債項為港幣170,692,000元(2011年：港幣136,833,000元)。

Contingent Liabilities

The Group did not have any material contingent liabilities as at 29 February 2012.

Human Resources

As at 29 February 2012, the total number of employees of the Group was approximately 3,800 (2011: 3,500), the increase being mainly in sales and marketing to support the growth of the business.

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. The Group also has an employee share option scheme. No options were granted pursuant to the scheme during the year.

Retail frontline staff is provided with formal classroom and on-the-job training by internal seniors and external professional trainers. In-house seminars and experience sharing sessions are also organized to strengthen staff's skills.

或有負債

於2012年2月29日，本集團並無任何重大或有負債。

人力資源

於2012年2月29日，本集團共聘用約3,800名僱員(2011年：3,500名)，人手增加主要為銷售及市場推廣，以支持業務增長。

本公司按僱員表現及參考市場水平向僱員發放薪酬。其他僱員福利包括醫療津貼及與工作相關之持續進修資助。本集團亦採納一項僱員購股權計劃，年內並無根據該計劃授出購股權。

內部高級職員及外聘專業導師會向前線零售員工提供教學及在職培訓，公司內部亦舉辦講座及經驗分享會議，以加強員工之技能。

DIRECTORS & SENIOR MANAGEMENT PROFILE

董事及高級管理人員簡介





THE FOUNDER

Tse Sui Luen


創辦人 - 謝瑞麟

Tse Sui Luen, aged 75, the Group's Founder and provides general 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 has over 50 years of experience in jewellery industry. Mr. Tse is the first Chinese awarded membership of the League of Honour of the internationally renowned Gemological Institute of America (GIA) and Hong Kong Entrepreneurs Award 1990, as well as one of the one hundred masters in the "Glorious Moment – Centenary Celebration of Xinhai Revolution, 100 Masters and 100 Exquisite Art Pieces Exhibition". He is the father of Mr. Tse Tat Fung, Tommy, the Chief Merchandising Officer and 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75歲，為本集團的創辦人，現為本集團提供一般策略性建議。彼曾於1987年至2000年間出任集團主席一職及在2011年9月重返本集團。彼於珠寶業界擁有超過50年經驗。謝先生為首位華人獲國際知名的美國寶石學院(GIA)邀請加入成為League of Honour尊崇榮譽成員及第一屆香港創業家榮譽獎(1990)，更是「締造輝煌 – 紀念辛亥革命100周年百名大師百件工美精品展」的百名大師之一。彼為本集團首席貨品供應總監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。





A desert landscape at sunset with a car wheel in the foreground. The sky is a warm, golden yellow, and the ground is a light brown. In the distance, there are low, rolling hills. A car wheel is visible in the bottom left corner.

CHAIRMAN & CEO Yau On Yee, Annie

主席及行政總裁 - 邱安儀



DIRECTORS PROFILE

Executive Directors

1 Yau On Yee, Annie

Aged 41, is the Chairman and the Chief Executive Officer of the Group. She joined the Group in 2002, and became an Executive Director in 2006. In the early years at the Company, she pioneered the Group's Jewellery ERP discipline and modernized the Company's management through business process re-engineering. Prior to joining the Group, she worked for multinational companies such as Motorola Semiconductors and IBM. She has over 19 years of management experience in the United States and Hong Kong. She is a director of Partner Logistics Limited which has 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 Chief Merchandising Officer and the controlling shareholder of the Group, and the daughter-in-law of Mr. Tse Sui Luen, the Founder of the Group.

2 Erwin Steve Huang

Aged 46, is the Deputy Chairman of the Group. He is responsible for the corporate affairs and the tourist showroom operation of the Group. 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 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 Business Operation Management and Management Information System from Boston University, USA.

3 Lai Tsz Mo, Lawrence

Aged 46, is the Chief Financial Officer and Company Secretary of the Group. He is responsible for the overall finance and administration of the Group. Mr. Lai graduated from The University of Hong Kong and holds a Bachelor's degree in Social Sciences. He also holds a Master's degree in Business Administration from The Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Before joining the Group in 2001, he had over 10 years of experience in a listed company in Hong Kong and an international accounting firm.

董事簡介

執行董事

邱安儀

現年41歲，本集團之主席及行政總裁。彼於2002年加入本集團並於2006年成為執行董事。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過19年。彼為Partner Logistics 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。邱女士為本集團首席貨品供應總監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。

黃岳永

現年46歲，本集團之副主席，負責本集團之企業事務及香港門市營運。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，彼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，持有工商管理學士及資訊管理雙學士學位。

黎子武

現年46歲，董事 – 集團財務及公司秘書，彼負責本集團之整體財務及行政管理職務。黎先生畢業於香港大學，持有社會科學學士學位。彼亦持有由香港中文大學頒發之工商管理碩士學位。彼並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。於2001年加入本集團以前，彼具有於香港上市公司及國際會計師行超過10年的經驗。



Independent Non-Executive Directors

獨立非執行董事

4 Chui Chi Yun, Robert

Aged 55, has been an Independent Non-executive Director of the Company since 12 April 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 also an independent non-executive director of National Arts Holdings Limited (Stock Code: 8228) and was an independent non-executive director of 21 Holdings Limited (Stock Code: 1003), both companies are listed on The Stock Exchange of Hong Kong Limited. He is also a director of a number of private companies and associations.

5 Heng Ching Kuen, Franklin

Aged 47, has been an Independent Non-executive Director of the Company since 30 November 2008. Mr. Heng is the Managing Partner and Responsible Officer of Jades Capital Management Limited. He was a Managing Director of The Royal Bank of Scotland, Hong Kong and a director of HSBC Securities (Asia) Limited and various financial institutions. He has extensive banking experience specializing in equity derivatives and investment products. He has held senior positions in several major private financial institutions in Hong Kong and had been registered with the Hong Kong Monetary Authority as Executive Officer and the Hong Kong Securities and Futures Commission as Responsible Officer carrying out various regulated activities. Mr. Heng holds a Master degree of Arts in Mathematics & Management Studies from the University of Cambridge, England. He is a fellow member of The Institute of Chartered Accountants in England and Wales and The Hong Kong Institute of Directors, and a member of The Hong Kong Institute of Certified Public Accountants in Hong Kong. He is also a director of a number of private companies.

6 Chan Yue Kwong, Michael

Aged 60, has been an Independent Non-executive Director of the Company since 25 August 2010. Mr. Chan is currently the Chairman and Non-executive Director of Café de Coral Holdings Limited (Stock Code: 341), the Non-executive Director of Tao Heung Holdings Limited (Stock Code: 573) and the Independent Non-executive Director of each of Kingboard Laminates Holdings Limited (Stock Code: 1888), Pacific Textiles Holdings Limited (Stock Code: 1382) and Starlite Holdings Limited (Stock Code: 403), all of which are listed on The Stock Exchange of Hong Kong Limited. He has worked as a professional town 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, a Court Member of the Hong Kong University of Science and Technology, as well as being bestowed the Honorary Fellow from Lingnan University. He is also a member of the Political Consultative Committee of Nanshan District, Shenzhen in the People's Republic of China. Mr. Chan has many years of professional experience in the public sector and over 25 years of management experience in the food and catering industry. He is an Executive Committee Member of the Hong Kong Retail Management Association, the General Committee Member of the Employers' Federation of Hong Kong, the Adviser of the Quality Tourism Services Association, a Governor of the Canadian Chamber of Commerce in Hong Kong, 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 HKSAR Government as member of the Hong Kong Tourism Board and member of the Business Facilitation Advisory Committee.

崔志仁

現年55歲，自1999年4月12日起為本公司獨立非執行董事。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。崔先生亦為國藝控股有限公司（股份代號：8228）之獨立非執行董事及曾為21控股有限公司（股份代號：1003）之獨立非執行董事，而該等公司於香港聯合交易所有限公司上市。彼亦為多間私人公司及協會的董事。

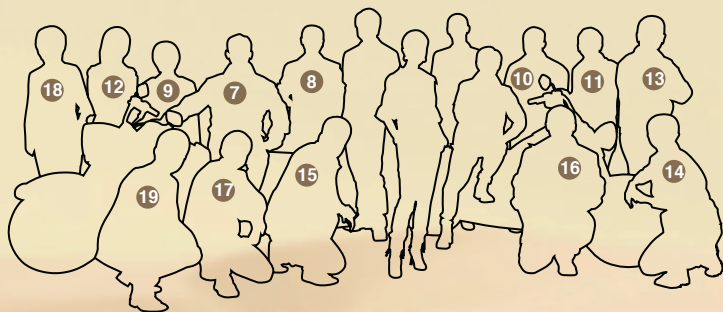
幸正權

現年47歲，自2008年11月30日起為本公司獨立非執行董事。辛先生於智翠資產管理有限公司任職常務合夥人及負責人員。彼曾任香港蘇格蘭皇家銀行之董事總經理及匯豐證券（亞洲）有限公司及多間財務機構之董事。彼於銀行界具有豐富經驗，專門發展股本衍生工具及投資性產品的業務。彼於香港多間主要私營財務機構擔任要職、香港金融管理局註冊為主管人員及香港證券及期貨事務監察委員會為負責人員，處理多項受規管活動。辛先生持有英國劍橋大學文學（數學及管理學）碩士學位。彼為英格蘭及威爾斯特許會計師公會及香港董事學會的資深會員及香港會計師公會會員。彼亦為多間私人公司的董事。

陳裕光

現年60歲，自2010年8月25日起為本公司獨立非執行董事。陳先生現為大家樂集團有限公司集團主席及非執行董事（股份代號：341），稻香控股有限公司（股份代號：573）之非執行董事，同時分別為建滔積層板控股有限公司（股份代號：1888）、互太紡織控股有限公司（股份代號：1382）及星光集團有限公司（股份代號：403）之獨立非執行董事，該等公司均於香港聯合交易所有限公司上市。彼曾於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，更獲美國學府頒授工商管理榮譽博士學位、香港科技大學顧問委員及榮膺香港嶺南大學之榮譽院士殊榮，現為中華人民共和國深圳市南山區政協委員。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25年。彼現為香港零售管理協會執委會成員、香港僱主聯合會理事會成員、優質旅遊服務協會顧問、香港加拿大商會 Governor、香港市務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香港旅遊發展局及方便營商諮詢委員會委員。





SENIOR MANAGEMENT PROFILE

高級管理人員簡介

7 Tse Tat Fung, Tommy

Aged 44, the Group's Chief Merchandising Officer. He is responsible for all merchandise supply matters and the development of the Group's new products. Mr. Tse joined the Group after returning from the U.S. 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. 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.

8 Chan Lap Yip, Lambert

Aged 46, is the Chief Operating Officer of the Group. He is responsible for the Group Marketing, Strategic Planning divisions as well as the entire retail business operations of the Group in Hong Kong, China, Macau and Malaysia. Prior to joining the Group in March 2010, he had over 25-year proven track record in sales and marketing. He has extensive experience in strategic planning, branding and business development across a diverse range of industries. He has held executive positions in premier corporations including DBS Bank (Hong Kong) Limited, The Hong Kong Tourism Board and Hong Kong Telecom. He graduated from The University of Toronto in 1986 and holds a Bachelor of Arts degree. He has furthered his studies at a number of well-renowned academic institutions including INSEAD in France, Tsinghua University in China and Hong Kong Baptist University. He is also a member of the Hong Kong Institute of Marketing.

9 Chan Oi Lai, Brenda

Aged 53, is the Director – Group Human Resources. She is responsible for the Human Resources and Training function of the Group. She has extensive experience in Staffing, Compensations & Benefits, Employee Engagement, Organization Development and Change Management. Before joining the Group in August 2011, she has held senior positions in different reputable corporations including The Hongkong and Shanghai Banking Corporation Limited, The Hong Kong Tourism Board, Standard Chartered Bank (Hong Kong) Limited and Hong Kong Telecom. She graduated from The Chinese University of Hong Kong and holds a Bachelor degree in Business Administration. She also holds a Master degree in Counseling, conferred by Monash University in Australia.

10 Cheng Hung Piu, Belmon

Aged 54, is the Director – Group Product Planning and Trading. He joined the Group in 1977 and has extensive experience in retail operation, product development and merchandise planning. He is responsible for Business Development of our China Retail operation and the merchandising management of the trading business in China and Malaysia.

謝達峰

現年44歲，為本集團之首席貨品供應總監。彼主要負責供應採購及開發本集團新產品。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。他在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。

陳立業

現年46歲，本集團之首席營運總監。彼除負責本集團之市務推廣及策略企劃部外，亦管理在香港、中國、澳門及馬來西亞之整體零售營運業務。於2010年3月加入本集團以前，彼在銷售及市場推廣方面累積超過25年的優秀業績紀錄。彼於不同類型行業之策略企劃、建立品牌及業務發展方面具有廣泛經驗。此外，他亦曾於多間大型企業擔任行政職務，包括星展銀行(香港)有限公司、香港旅遊發展局及香港電訊。彼於1986年畢業於多倫多大學，持有文學學士學位。彼於多間知名學府持續進修，包括法國的INSEAD、中國的清華大學及香港浸會大學。彼亦為香港市務學會之會員。

陳愛麗

現年53歲，本集團之人力資源董事。彼負責本集團人力資源管理及培訓的工作。彼在招聘、薪酬及福利管理、僱員關係、企業發展及變更管理各方面擁有豐富的經驗。於2011年8月加入本集團以前，彼曾於多間著名企業擔任管理工作，包括香港上海滙豐銀行有限公司、香港旅遊發展局、渣打銀行(香港)有限公司及香港電訊。彼畢業於香港中文大學，持有工商管理學士學位。彼亦持有澳洲蒙那許大學輔導學碩士學位。

鄭鴻標

現年54歲，董事—集團產品策劃及貿易。彼於1977年加入本集團並在零售業務、產品發展及商品策劃方面具有廣泛經驗。彼現負責中國零售之業務拓展及管理並策劃中國及馬來西亞之貿易業務。

11 Yip Kwok Fai, Keith

Aged 45, is the Director – Group Merchandising & Sourcing. Mr. Yip graduated from The University of Warwick in England and holds a Bachelor's degree in Manufacturing Engineering. He brings with his over 10 years of manufacturing experience in the eyewear and watch industries. Prior to joining the Group in May 2005, he worked for some multinational companies like Citizen Watch Group and Bausch & Lomb Group.

12 Fung Suk Ming, Abby

Aged 43, is the Financial Controller – Group Finance. She is responsible for the financial and management accounting functions of the Group. Ms. Fung graduated from The Chinese University of Hong Kong and holds a Bachelor's degree in Business Administration (Professional Accountancy). She also holds a Master of Science degree in Economics from The Hong Kong University of Science and Technology. She is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Before joining the Group in June 2004, she had over 10 years of experience in treasury and accounting functions in several listed companies and multinational corporations.

13 Ng Koon Keung, Ricky

Aged 43, is the General Manager – Hong Kong and Macau Retail of the Group. He is responsible for sales operations, marketing and product planning in Hong Kong and Macau. Prior to joining the Group in August 2009, he had over 17 years of experience in retail sales, marketing management and business development in different industries, including telecommunication, fast moving consumer goods as well as fashion and apparel. He worked for some large companies such as PCCW Limited, Giordano International Limited, Swire Resources Limited, Four Seas Mercantile Holdings Limited – Okashi Land and SUNDAY Communications Limited. He graduated from Hong Kong Baptist University and holds a Bachelor degree in Business Administration. He also holds a Master degree in Business Administration from The Macquarie University in Australia. He was the panel judge for Hong Kong Retail Management Association Service & Courtesy Award from 2004 to 2007.

14 Law Yiu Tung, Denis

Aged 49, is the Associate Director – Strategic Planning of the Group. He is responsible for business planning, market research and data analysis of retail operation of the Group. Prior to joining the Group in May 2010, he had over 20 years of experience in marketing, business planning and customer relations management. He worked for several large companies such as The Hongkong and Shanghai Banking Corporation Limited, CSL Limited and The Hong Kong Tourism Board. He graduated from The Chinese University of Hong Kong and holds a Bachelor degree of Social Sciences (Honours). He also holds a Master degree of Arts (Sociology Department with concentration in Demography) from The University of Hawaii, USA.

葉國輝

現年45歲，董事－集團貨品供應。葉先生畢業於英國 University of Warwick，獲得製造工程學學士學位。彼在製造眼鏡及手錶工業上擁有超過10年經驗。於2005年5月加入本集團以前，彼曾於星辰表集團及博士倫集團等跨國企業工作。

馮淑明

現年43歲，財務總監－集團財務，彼負責本集團之財務及管理會計職務。彼畢業於香港中文大學，主修專業會計，持有工商管理學士學位。彼亦持有由香港科技大學頒發的科學碩士學位，主修經濟，並為香港會計師公會及英國特許公認會計師公會之會員。於2004年6月加入本集團以前，彼於多間香港上市公司及跨國企業具有超過10年的司庫及會計經驗。

吳冠強

現年43歲，本集團之總經理－香港及澳門零售。彼負責本集團香港及澳門之零售營運、市場推廣及產品策劃。於2009年8月加入本集團以前，彼於不同類型行業（包括電訊、快速消費品、時裝及服飾界）擁有超過17年零售營運、市場管理及業務發展之經驗。彼曾於電訊盈科有限公司、佐丹奴國際有限公司、太古資源有限公司、四洲集團有限公司－零食物語及SUNDAY Communications Limited等大型機構工作。彼畢業於香港浸會大學，持有工商管理學士學位。彼亦持有由澳洲麥克里大學頒發的工商管理碩士學位。彼曾於2004–2007年擔任香港零售管理協會傑出服務獎之評審。

羅耀同

現年49歲，本集團之副董事－策略籌劃。彼負責本集團零售業務之業務策劃、市場研究及數據分析。於2010年5月加入本集團以前，彼擁有超過20年的市場推廣、業務策劃及客戶關係管理經驗。彼曾於香港上海滙豐銀行有限公司、香港移動通訊有限公司及香港旅遊發展局等大型機構工作。彼畢業於香港中文大學，持有社會科學學士（榮譽）學位。彼亦持有由美國夏威夷大學頒發的文學碩士學位（社會學系主修人口統計學）。

15 Jim Man Tin, Anthony

Aged 35, Associate Director – Group Marketing. He is responsible for the Group's overall marketing strategy and brand development across Hong Kong, China, Macau and Malaysia. Prior to joining the Group in August 2010, he has held key management positions in a diverse range of industries including telecommunications, media and tourism, specializing in marketing management, brand development and business development. He holds Master of Business Administration and Bachelor of Business Administration degrees from The Hong Kong University of Science & Technology, and was inducted as lifetime member of the prestigious Beta Gamma Sigma Honor Society.

16 Chung Wai Shun, Wilson

Aged 47, is the Financial Controller – China Finance. He is responsible for the overall financial and management accounting functions of China Finance. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a practicing Certified Public Accountant in Hong Kong. Prior to joining the Group in August 2010, he had over 10 years of experience in a number of listed companies, multinational companies and an international accounting firm in Hong Kong.

17 Liu Yui Cheong, Oscar

Aged 41, Associate Director – Marketing and Products, China Retail. He is responsible for marketing and product planning for the Group's China Retail business. Prior to joining the Group in August 2011, he had over 18 years of experience in consumer marketing. He has held management positions in marketing at different large corporations, including The Hong Kong Tourism Board, PCC Skyhorse Limited (PCCW) and Hong Kong Telecom CSL. He holds a Bachelor's degree in Business Administration from The Chinese University of Hong Kong.

18 Fong Siu Yi, Pamela

Aged 46, Associate Director – Human Resources. She is responsible for the full spectrum of human resource functions of the Group's operation in China, acting as a strategic partner with senior management team to drive people strategies that achieve organizational objectives and support continued business growth. Prior to joining the Group in November 2011, she has assumed senior management roles in multinational groups in industrial, manufacturing and retail industries. She graduated from York University in Canada with a Bachelor's degree in Economics.

19 Wong Kai Tung, Dominic

Aged 39, Associate Director – Sales and Operations (China Retail). He is responsible for sales and operations for the Group's China Retail business. Prior to joining the Group in February 2012, he had over 15 years of experience in retail sales and business development in the mainland China. He has worked in A.S. Watson Group and G2000 (Apparel) Limited, taken up management positions. He holds a Bachelor degree in Mechanical Engineering from The University of Hong Kong.

詹文天

現年35歲，本集團之副董事－集團市務。彼負責本集團在香港、中國、澳門及馬來西亞之整體市場的推廣策略及品牌發展。於2010年8月加入本集團以前，彼曾於電訊、媒體及旅遊等不同類型行業之大型機構工作，在市務策劃、品牌建立及業務發展擁有廣泛經驗。彼持有香港科技大學工商管理碩士及工商管理學士學位，並獲頒授國際商學榮譽學會終身會員資格。

鍾偉信

現年47歲，財務總監－中國財務，彼負責本集團中國財務之財務及管理會計職務，彼為香港會計師公會資深會員及為香港執業會計師。於2010年8月加入本集團以前，彼具有於多家香港上市公司、跨國企業及國際會計師行超過10年的工作經驗。

廖銳昌

現年41歲，為本集團之副董事－市務及貨品。彼負責中國區的零售產品規劃及市場營銷。於2011年8月加入本集團以前，彼擁有超過18年的市場營銷管理經驗。彼曾於不同大型企業擔任市務管理層之工作，包括香港旅遊發展局、盈科天馬動力有限公司(電訊盈科)、香港電訊CSL。彼畢業於香港中文大學，持有工商管理學士學位。

方紹儀

現年46歲，為本集團之副董事－人力資源。彼負責本集團於中國之整體人力資源職務、計劃及推動有關人力資源的策略，以達成企業目標及確保持續增長。於2011年11月加入本集團以前，彼曾於多間跨國企業及不同類型行業(包括工業、製造業、零售業)擔任管理要職。彼畢業於加拿大約克大學，持有經濟學學士學位。

黃啟東

現年39歲，為本集團之副董事－中國零售業務及營運。彼負責中國區的零售營運。彼於2012年2月加入本集團以前，在中國大陸市場，擁有超過15年的零售營運和業務發展經驗。彼曾於屈臣氏集團及縱橫二千有限公司擔任管理工作。彼畢業於香港大學，持有機械工程學學士學位。

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FINANCIAL INFORMATION

財務資料





Report of the Directors

董事會報告書

The directors have pleasure in presenting their annual report together with the audited financial statements for the year ended 29 February 2012.

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 17 to the financial statements.

The analysis of the geographical locations of the operations of the Company and its subsidiaries (the "Group") during the financial year is set out in note 15 to the financial statements.

Results and Dividends

The profit of the Group for the year ended 29 February 2012 and the states of the Company's and the Group's affairs as at that date are set out in the financial statements on pages 88 to 183.

A final dividend of 12.5 HK cents per ordinary share, amounting to a total final dividend of approximately HK\$26,292,000 (2011: HK\$25,240,000) for the year ended 29 February 2012 is to be proposed at the forthcoming annual general meeting of the Company. This, together with the interim dividend of 2.7 HK cents per ordinary share paid on Tuesday, 10 January 2012, will amount to a total dividend of 15.2 HK cents per ordinary share for the year (2011: 14.7 HK cents per ordinary share). Subject to the shareholders' approval at the forthcoming annual general meeting to be held on Monday, 23 July 2012 (the "2012 AGM"), the proposed final dividend will be paid on Monday, 6 August 2012 to shareholders whose names appear on the Register of Members of the Company on Tuesday, 31 July 2012.

董事會欣然提呈截至2012年2月29日止年度的年報及經審核財務報表。

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財務報表附註17。

本公司及其附屬公司(「本集團」)於本財政年度的經營地區分析載列於財務報表附註15。

業績及股息

本集團截至2012年2月29日止年度的盈利和本公司及本集團於該日的財政狀況載列於第88至183頁的財務報表內。

截至2012年2月29日止年度末期股息每股普通股港幣12.5仙，即總額約港幣26,292,000元(2011年：港幣25,240,000元)，將於本公司即將召開之股東週年大會上提呈予股東通過。此項股息連同於2012年1月10日(星期二)派發之中期股息每股普通股港幣2.7仙，本年度共派發股息總額將為每股普通股港幣15.2仙(2011年：每股普通股港幣14.7仙)。待股東於即將在2012年7月23日(星期一)召開之股東週年大會(「2012年股東週年大會」)上批准後，建議之末期股息將於2012年8月6日(星期一)派發予2012年7月31日(星期二)名列本公司股東名冊內之股東。

Closure of Register of Members

The Register of Members of the Company will be closed from Thursday, 19 July 2012 to Monday, 23 July 2012 (both days inclusive), during which period no transfer of shares will be registered, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2012 AGM. In order to be entitled to attend and vote at the 2012 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 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Wednesday, 18 July 2012.

Upon the approval by shareholders at the 2012 AGM, the proposed final dividend shall be distributed to shareholders whose names appear on the Register of Members of the Company on Tuesday, 31 July 2012 and the Register of Members of the Company will be closed from Friday, 27 July 2012 to Tuesday, 31 July 2012 (both days inclusive), during which period no transfer of shares will be registered, 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 of 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on Thursday, 26 July 2012.

暫停辦理股份過戶登記手續

本公司將於2012年7月19日(星期四)至2012年7月23日(星期一)(首尾兩天包括在內)暫停辦理股份過戶登記手續,在該期間內將不會登記任何股份轉讓,以確定有權出席2012年股東週年大會並於會上表決之股東資格。為符合出席2012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2012年7月18日(星期三)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28號金鐘滙中心26樓。

待股東於2012年股東週年大會上通過後,所建議之末期股息將派予於2012年7月31日(星期二)名列本公司股東名冊內之股東,以及本公司將於2012年7月27日(星期五)至2012年7月31日(星期二)(首尾兩天包括在內)暫停辦理股份過戶登記手續,在該期間內將不會登記任何股份轉讓,以確定有權享有建議末期股息之股東資格。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2012年7月26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28號金鐘滙中心26樓。

Report of the Directors (continued)

董事會報告書(續)

Share Capital and Pre-emptive Rights

Details of the movements in share capital of the Company during the year are set out in note 27 to the financial statements.

There are no provisions for pre-emptive rights under the Company's Bye-Laws or the laws in Bermuda.

Charitable Donations

Charitable donations made by the Group during the year amounted to HK\$601,000 (2011: HK\$7,000).

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group and of the Company during the year are set out in note 16 to the financial statements.

Reserves

Details of the movements in reserves of the Group and the Company during the year are set out in the Consolidated Statement of Changes in Equity and note 28 to the financial statements respectively.

Major Customers and Suppliers

For the year ended 29 February 2012, the five largest customers in aggregate accounted for less than 30% of the Group's turnover. The five largest suppliers in aggregate and the largest supplier of the Group accounted for approximately 69% and 29% respectively by value of the Group's total purchases.

As set out in note 33(a) to the financial statements, Rosy Blue Hong Kong Limited, one of the Group's five largest suppliers, is a subsidiary of Prime Investments S.A., which is a preference shareholder of Partner Logistics Limited (the Company's controlling shareholder).

股本及優先購股權

本公司於本年度內股本變動的詳情載列於財務報表附註27。

本公司的公司細則或百慕達法例對優先購股權並無限制，對此權利亦無規定條款。

慈善捐款

本集團於年內的慈善捐款為港幣601,000元(2011年：港幣7,000元)。

物業、廠房及設備

本集團及本公司於本年度內物業、廠房及設備變動的詳情載列於財務報表附註16。

儲備

本集團及本公司於本年度內儲備變動的詳情載列於綜合權益變動表及財務報表附註28。

主要客戶及供應商

截至2012年2月29日止年度，本集團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69%及29%。

如本財務報表附註33(a)所述，本集團五大供應商之一的Rosy Blue Hong Kong Limited為Prime Investments S.A.(此乃本公司之控股股東Partner Logistics Limited的優先股股東)的附屬公司。

Except for the above, at no time during the year have the directors, their associates or any shareholder of the Company (which, to the knowledge of the directors, owns more than 5% of the Company's issued share capital) had any interest (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules")) in these major customers and suppliers.

Directors

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

Executive Directors

Yau On Yee, Annie (Chairman and Chief Executive Officer)

Erwin Steve Huang (Deputy Chairman)

Lai Tsz Mo, Lawrence

Cheung Tse Kin, Michael (resigned on 4 June 2011)

Chow Kwok Ying, Rachel (resigned on 1 May 2011)

Independent Non-executive Directors

Chui Chi Yun, Robert

Heng Ching Kuen, Franklin

Chan Yue Kwong, Michael

In accordance with the provisions of the Company's Bye-Laws and to comply with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules, Ms. Yau On Yee, Annie and Mr. Heng Ching Kuen, Franklin will retire as directors at the 2012 AGM. Ms. Yau On Yee, Annie, being eligible, will offer herself for re-election as an Executive Director of the Company for a term of three years and Mr. Heng Ching Kuen, Franklin, being eligible, will offer himself for re-election as an Independent Non-executive Director of the Company for a term of three years. All other directors continue in office for the ensuing year.

Each of the three Independent Non-executive Directors has provided a written confirmation in respect of the factors set out in Rule 3.13 of the Listing Rules concerning his independence to the Company. The Board considers each of the three Independent Non-executive Directors to be independent.

Directors' Service Contracts

No director proposed for re-election at the 2012 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.

除上述外，本公司的董事、與董事有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）均沒有於本年度任何時間擁有該等主要客戶及供應商的任何權益（定義見香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」））。

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（主席及行政總裁）

黃岳永（副主席）

黎子武

張子健（於2011年6月4日辭任）

周國瑛（於2011年5月1日辭任）

獨立非執行董事

崔志仁

幸正權

陳裕光

依照本公司的公司細則規定及遵守上市規則附錄14所載企業管治守則及企業管治報告之規定，邱安儀女士及幸正權先生需於2012年股東週年大會上告退。邱安儀女士有資格並已表示願意膺選連任為本公司執行董事，任期為三年及幸正權先生有資格並已表示願意膺選連任為本公司獨立非執行董事，任期為三年。其他所有董事則於來年繼續留任。

三名獨立非執行董事均已就上市規則第3.13條列載的關於董事獨立性的各項要求向本公司提交確證書。董事會認為三名獨立非執行董事均具獨立性。

董事之服務合約

擬於2012年股東週年大會中候選連任的董事概無與本集團訂立於一年內本集團不可在不予賠償（一般法定義務除外）的情況終止的服務合約。

Report of the Directors (continued)

董事會報告書(續)

Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company

As at 29 February 2012, 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 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 Companies ("Model Code"), were as follows:

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2012年2月29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)的本公司及其任何聯營公司(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，或須根據上市公司董事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聯營公司(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：

Interests and short positions in issued shares of the Company

於本公司的已發行股份之權益及淡倉

Name of Director 董事姓名	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
	Personal interest 個人權益	Family interest 家族權益	Corporate interest 公司權益	Derivative interest (share options) 衍生工具權益 (購股權)	Short interest 淡倉	Other interest 其他權益	
Yau On Yee, Annie 邱安儀	100,000	152,960,914 (Note 附註)	–	–	–	–	72.77%
Erwin Steve Huang 黃岳永	100,000	–	–	–	–	–	0.05%
Lai Tsz Mo, Lawrence 黎子武	200,000	–	–	–	–	–	0.10%

Note:

These ordinary shares 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 of the Company. By virtue of the SFO, Ms. Yau On Yee, Annie is deemed to be interested in all the shares held by Partner Logistics Limited.

Other than as disclosed above and certain nominee shares in subsidiaries held by directors in trust for the Company or its subsidiaries, as at 29 February 2012, none of the Company's directors, chief executive and their respective associates, 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 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：

此等普通股乃由Partner Logistics Limited持有，該公司由謝達峰先生（為本公司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。

除上文所披露者及董事以信託形式代本公司或其附屬公司持有附屬公司若干名義股份外，於2012年2月29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作擁有的權益或淡倉），或根據證券及期貨條例第352條須記入本公司存置的登記冊，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。

Report of the Directors (continued)

董事會報告書(續)

Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 29 February 2012, 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2012年2月29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：

Name 名稱	Ordinary shares of HK\$0.25 each 每股面值港幣0.25元的普通股		
	Capacity 身份	Number of ordinary shares 普通股股份數目	Approximate percentage of total issued share capital 佔已發行股本 總數概約百分比
Partner Logistics Limited (Note 附註1)	Beneficial owner 實益擁有人	152,960,914	72.72%
Blink Technology Limited (Note 附註1)	Interest in controlled corporation 受控制公司權益	152,960,914	72.72%
Tse Tat Fung, Tommy (Note 附註1) 謝達峰	Interest in controlled corporation 受控制公司權益	152,960,914	72.72%
Prime Investments S.A. (Note 附註2)	Interest in controlled corporation 受控制公司權益	152,960,914	72.72%
Rosy Blue Investments S.à.r.l. (Note 附註2)	Interest in controlled corporation 受控制公司權益	152,960,914	72.72%
Osiya Trust Co. Pte. Limited (Note 附註2)	Interest in controlled corporation 受控制公司權益	152,960,914	72.72%
Viraj Russell Mehta (Note 附註2)	Interest in controlled corporation 受控制公司權益	152,960,914	72.72%

Notes:

1. These ordinary shares 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 of the Company. By virtue of the SFO, Blink Technology Limited, Ms. Yau On Yee, Annie (her deemed interest is disclosed under the section "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.
2. These ordinary shares are held by Partner Logistics Limited, a company which is owned and controlled by Blink Technology Limited. Prime Investments S.A. is the preference shareholder of Partner Logistics Limited. Prime Investments S.A. is owned as to 99.83% by Rosy Blue Investments S.à.r.l., which in turn is wholly owned by Osiya Trust Co. Pte. Limited, which in turn is wholly and beneficially owned by Mr. Viraj Russell Mehta. By virtue of the SFO, each of Prime Investments S.A., Rosy Blue Investments S.à.r.l., Osiya Trust Co. Pte. Limited and Mr. Viraj Russell Mehta, is deemed to be interested in all the shares held by Partner Logistics Limited.

Other than as disclosed above, as at 29 February 2012, 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 directors of the Company are as follows:

Mr. Chui Chi Yun, Robert has resigned as an independent non-executive director of 21 Holdings Limited (Stock Code: 1003) with effect from 1 September 2011.

附註：

1. 此等普通股由 Partner Logistics Limited 持有，該公司由謝達峰先生（為本公司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。
2. 此等普通股由 Partner Logistics Limited 持有，該公司由 Blink Technology Limited 擁有及控制。Prime Investments S.A. 為 Partner Logistics Limited 的優先股股東，並由 Osiya Trust Co. Pte. Limited 全資擁有的 Rosy Blue Investments S.à.r.l. 擁有 99.83%，而 Osiya Trust Co. Pte. Limited 由 Viraj Russell Mehta 先生全資及實益擁有。根據證券及期貨條例，Prime Investments S.A.、Rosy Blue Investments S.à.r.l.、Osiya Trust Co. Pte. Limited 及 Viraj Russell Mehta 先生均被視作持有由 Partner Logistics Limited 持有之所有股份之權益。

除上文所披露者外，於2012年2月29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，本公司之董事資料變動如下：

崔志仁先生於2011年9月1日起辭去21控股有限公司（股份代號：1003）獨立非執行董事一職。

Report of the Directors (continued)

董事會報告書(續)

Mr. Chan Yue Kwong, Michael has relinquished his role as the chief executive officer and remained as chairman and non-executive director of Café de Coral Holdings Limited (Stock Code: 341) with effect from 1 April 2012.

Changes in directors' emoluments during the financial year are set out in note 10 to the financial statements.

Share Option Scheme

The Company's share option scheme was adopted by shareholders of the Company on 26 November 2003 ("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;

陳裕光先生於2012年4月1日起不再出任為大家樂集團有限公司(股份代號: 341)之首席執行官一職, 並留任為主席及非執行董事。

於本年度內董事酬金的變動載列於財務報表附註10。

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;

- 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.

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 share 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.

As at 29 February 2012, there was no outstanding share option under the 2003 Share Option Scheme. No share options were granted, exercised, cancelled or lapsed during the year.

Directors' Interest in Contracts

Mr. Tse Tat Fung, Tommy, the spouse of Ms. Yau On Yee, Annie, an Executive Director of the Company, and the son of Mr. Tse Sui Luen, was employed by Rosy Blue Hong Kong Limited from March to August 2011. Effective from 1 September 2011, Mr. Tse was employed by the Group as the Chief Merchandising Officer.

- 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。

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數額。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逾十年。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。

截至2012年2月29日，根據2003年購股權計劃，並無任何尚未行使的購股權。於本年度內並無獲授出、行使、註銷或失效之購股權。

董事在合約的利益

於2011年3月至8月，謝達峰先生(本公司執行董事邱安儀女士之配偶及謝瑞麟先生之兒子)受僱於Rosy Blue Hong Kong Limited。於2011年9月1日起，謝先生獲本集團聘任為首席貨品供應總監。

Report of the Directors (continued)

董事會報告書(續)

Effective from 1 September 2011, Mr. Tse Sui Luen, the father-in-law of Ms. Yau On Yee, Annie, an Executive Director of the Company, and the father of Mr. Tse Tat Fung, Tommy, was employed by the Group as the Founder.

Apart from the foregoing, no contracts of significance to which the Company, its holding company or subsidiaries was a party, and in which a director of the Company had a material interest, 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.

Management 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 during the year.

Connected Transactions

On 29 February 2012, the Group acquired 19.54% equity interests in two 80.46% owned subsidiaries (Tse Sui Luen Investment (China) Limited and Infinite Assets Corp.) from the non-controlling shareholder, namely, Best Accurate International Limited at total cash consideration of HK\$150,000,000.

Details of the transaction have been disclosed in the Company's announcements dated 30 January 2012 and 29 February 2012 and the circular dated 20 February 2012 in accordance with the Listing Rules.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the year ended 29 February 2012.

Convertible Securities, Options or Similar Rights

Other than the share options under the 2003 Share Option Scheme as disclosed above, the Company had no other outstanding convertible securities, options or similar rights as at 29 February 2012.

於2011年9月1日起，謝瑞麟先生(本公司執行董事邱安儀女士之家翁及謝達峰先生之父親)獲聘任為本集團之創辦人。

除上述者外，於年結時或本年度任何時間至此報告日期，本公司、其控股公司或附屬公司，不論直接或間接，均沒有訂立任何本公司董事擁有重大權益的重要合約。

管理合約

年內並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。

關連交易

於2012年2月29日，本集團以現金代價總額港幣150,000,000元向非控股股東佳準國際有限公司收購兩間原已擁有80.46%權益的子公司(謝瑞麟投資(中國)有限公司及Infinite Assets Corp.)。

根據上市規則，交易詳情已於本公司日期為2012年1月30日及2012年2月29日之公告及日期為2012年2月20日之通函內披露。

購買、出售或贖回本公司的上市證券

於截至2012年2月29日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

可換股證券、認股權或類似權利

除上文所披露2003年購股權計劃項下之購股權外，本公司於2012年2月29日概無其他未獲行使之可換股證券、認股權或類似權利。

Bank Loans and Other Borrowings

Particulars of bank loans and other borrowings of the Group as at 29 February 2012 are set out in notes 23 to 24 to the financial statements.

Five-Year Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on pages 184 to 185 of the annual report.

Properties

Particulars of the major properties of the Group are shown on pages 186 to 187 of the annual report.

Retirement Schemes

The Group participates in the Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$20,000.

The Group also participates in defined contribution retirement benefits schemes for all qualifying employees in the People’s Republic of China 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 the profit or loss in the consolidated statement of comprehensive income during the year ended 29 February 2012 amounted to HK\$7,288,000 representing contributions payable by the Group to the schemes at the appropriate rates set by the local government of the subsidiaries.

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 under the Listing Rules.

銀行貸款及其他借貸

本集團於2012年2月29日的銀行貸款及其他借貸詳情載列於財務報表附註23至24。

五年財務概要

本集團於過去五個財政年度的業績及資產與負債概要載列於本年報第184至185頁。

物業

本集團主要物業的詳情載列於本年報第186至187頁。

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，參與強制性公積金計劃（「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，僱主和僱員均須按照僱員相關入息的5%向計劃作出供款，惟每月的相關入息上限為港幣20,000元。

本集團亦為所有中華人民共和國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，並由獨立受託人持有及管理。

於截至2012年2月29日止年度，本集團向此等計劃所作之總供款額為港幣7,288,000元，並已在綜合全面收入報表之損益中扣除。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。

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。

Report of the Directors (continued)

董事會報告書(續)

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 Corporate Governance Report on pages 53 to 85.

Audit, Remuneration and Nomination Committees

Information on the Audit Committee, Remuneration Committee and Nomination Committee are set out in the Corporate Governance Report of the annual report.

Events after the Reporting Period

Details of which are set out in note 37 to the financial statements.

Auditor

The consolidated financial statements of the Group for the year ended 29 February 2012 have been audited by RSM Nelson Wheeler. RSM Nelson Wheeler was appointed as the auditor of the Company on 21 January 2011 to fill the casual vacancy following the resignation of Moore Stephens. RSM Nelson Wheeler will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of RSM Nelson Wheeler as auditor of the Company is to be proposed at the 2012 AGM.

By Order of the Board

Yau On Yee, Annie

Chairman

Hong Kong, 30 May 2012

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，載於第53至85頁之企業管治報告內。

審核委員會、薪酬委員會及提名委員會

有關審核委員會、薪酬委員會及提名委員會之資料載列於本年報的企業管治報告內。

報告期後事件

報告期後事件詳情載列於財務報表附註37。

核數師

本集團於截至2012年2月29日止年度之綜合財務報表由中瑞岳華(香港)會計師事務所審核。中瑞岳華(香港)會計師事務所於2011年1月21日獲委任為本公司之核數師，以填補因馬施雲會計師事務所辭任而產生之臨時空缺。中瑞岳華(香港)會計師事務所即將告退，惟願膺選連任。由中瑞岳華(香港)會計師事務所連任本公司核數師的決議案，將於2012年股東週年大會上提出。

承董事會命

邱安儀

主席

香港，2012年5月30日

Corporate Governance Report

企業管治報告

The Company is committed to the establishment of good governance practices and procedures. During the year ended 29 February 2012, the Company has applied the principles and complied with all of the code provisions and some recommended best practices of the Code on Corporate Governance Practices (“CG Code”), which has been renamed as Corporate Governance Code and Corporate Governance Report (“Revised CG Code”) with effect from 1 April 2012, as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) except for the deviation of code provision A.2.1 as expressly set forth under the relevant paragraph of the table below.

The Board of Directors (the “Board”) is pleased to present the following corporate governance practices of the CG Codes adopted by the Group during the year ended 29 February 2012:

A. Directors

A.1 The Board

Code Principle

The board should assume responsibility for leadership and control of the company; and be responsible for directing and supervising the company's affairs.

本公司致力制定良好企業管治常規及程序。於截至2012年2月29日止年度，本公司一直應用香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載企業管治常規守則(「企業管治守則」)(由2012年4月1日改稱為《企業管治守則》及《企業管治報告》(「修訂企業管治守則」))之原則及遵守全部守則條文和部份建議最佳常規，守則條文A.2.1之偏離除外，有關條文之偏離明確載列於下表相關段落。

董事會欣然呈列本集團於截至2012年2月29日止年度實施以下企業管治原則：

A. 董事

A.1 董事會

守則原則

董事會有責任領導及監控公司，並負責指導及監督公司的事務。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.1.1	The Board should hold at least four board meetings a year. 董事會應每年召開至少四次會議。	Yes 是	Five Board Meetings were held during the year. 本年度曾召開五次董事會會議。

Corporate Governance Report (continued)

企業管治報告(續)

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.1.2	<p>All directors be given an opportunity to include matters in the agenda for regular board meetings.</p> <p>全體董事應有機會提出可列入董事會定期會議議程的事項。</p>	<p>Yes</p> <p>是</p>	<p>Agenda for regular Board Meetings are sent to all Directors in advance and they are given opportunity to include matters in the agenda for discussion in the Board Meetings.</p> <p>全體董事於定期會議前事先獲發董事會議程，並有機會列入相關事項，以供於董事會會議上討論。</p>
A.1.3	<p>At least 14 days' notice be given of a regular board meeting.</p> <p>召開董事會定期會議應發出至少14天通知。</p>	<p>Yes</p> <p>是</p>	<p>Timetable for regular Board Meetings are scheduled well in advance to facilitate and maximize the attendance and participation of Directors whilst reasonable notices are given for all other Board Meetings.</p> <p>已預定董事會定期會議的時間表，以促進及提高董事出席率及參與程度，而所有其他董事會會議均會給予合理通知。</p>
A.1.4	<p>Directors should have access to advice and services of the company secretary.</p> <p>董事應取得公司秘書的意見及服務。</p>	<p>Yes</p> <p>是</p>	<p>Directors have access to the advice and services of the Company Secretary ("Company Secretary") of the Company and key officers of the Company Secretarial Department to ensure that the board procedures, and all applicable rules and regulations are followed.</p> <p>董事可取得本公司之公司秘書及公司秘書部門的主要人員的意見及服務，確保董事會程序及所有適用規則及條例得到遵守。</p>

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.1.5	<p>Minutes of board meetings and committee meetings should be kept by company secretary and open for inspection.</p> <p>公司秘書應備存董事會及轄下委員會的會議紀錄，並公開有關會議紀錄供查閱。</p>	<p>Yes</p> <p>是</p>	<p>All minutes of Board Meetings and committee meetings and/or written resolutions are kept by the Company Secretary and they are open for inspection upon reasonable notice by any Director.</p> <p>所有董事會及委員會會議紀錄及／或書面決議由公司秘書備存，並在任何董事發出合理通知下公開有關會議紀錄供查閱。</p>
A.1.6	<p>Minutes should record sufficient details, concerns raised and dissenting views. Draft and final minutes should be sent to all directors for comment and records within a reasonable time.</p> <p>會議紀錄應記錄足夠詳情，包括所提出的疑慮或反對意見。初稿及最終稿應發送董事，以供董事於合理時間內表達意見及紀錄。</p>	<p>Yes</p> <p>是</p>	<p>Minutes of the Board Meetings and the Committee Meetings have been recorded in sufficient details in respect of the matters considered by the Directors and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final minutes were sent to all Directors for comments and records within a reasonable time.</p> <p>董事會會議及委員會會議的會議紀錄，已充分詳細記錄各董事所考慮事項及達致的決定，包括董事提出的任何疑慮或表達的反對意見。會議紀錄的初稿及最終稿已於合理時間內發送全體董事，以供董事表達意見及紀錄。</p>
A.1.7	<p>Agreed procedure for directors to seek independent professional advice at company's expense.</p> <p>董事會須具協定程序，讓董事徵求獨立專業意見，有關費用由公司支付。</p>	<p>Yes</p> <p>是</p>	<p>There are procedures to enable the Directors, upon reasonable request, to seek independent professional advice at the Company's expense.</p> <p>已制訂程序讓董事按合理要求，徵求獨立專業意見，有關費用由本公司支付。</p>

Corporate Governance Report (continued)

企業管治報告(續)

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.1.8	<p>If a substantial shareholder/director has a conflict of interest in a material matter, board meeting should be held. Such director must abstain from voting.</p> <p>若有主要股東／董事在重大事項存有利益衝突，有關事項應於董事會會議上處理。有關董事必須放棄表決。</p>	<p>Yes</p> <p>是</p>	<p>If a substantial shareholder/Director has a conflict of interest in a material matter, such matter would not be dealt with by way of circulation of resolution or by a Committee but a Board Meeting would be held, during which such Director must abstain from voting and not be counted in quorum.</p> <p>Independent Non-executive Directors who have no material interest in the transaction would be present at such Board Meeting.</p> <p>An independent Board Committee will be set up to deal with matter when necessary.</p> <p>若有主要股東或董事在董事會將予考慮的事項中存有重大的利益衝突，有關事項不會以傳閱決議案方式處理或交由董事委員會處理，而會就該事項召開董事會會議，而該董事於會上放棄表決及不計算在法定人數內。</p> <p>在交易中並無重大利益的獨立非執行董事應該出席有關董事會會議。</p> <p>於需要時將會成立獨立董事委員會處理有關事項。</p>

During the year ended 29 February 2012, the full Board held 5 meetings and details of Directors' attendance are set out below:

於截至2012年2月29日止年度，董事會曾召開五次全體董事會會議，各董事出席記錄詳情如下：

Number of meetings	5	會議數目	5
Directors	Attendance	董事	出席次數
Executive Directors:		執行董事：	
Yau On Yee, Annie (Chairman)	5/5	邱安儀(主席)	5/5
Erwin Steve Huang (Deputy Chairman)	5/5	黃岳永(副主席)	5/5
Lai Tsz Mo, Lawrence	5/5	黎子武	5/5
Cheung Tse Kin, Michael (resigned on 4 June 2011)	1/1	張子健(於2011年6月4日辭任)	1/1
Chow Kwok Ying, Rachel (resigned on 1 May 2011)	0/0	周國瑛(於2011年5月1日辭任)	0/0
Independent Non-executive Directors:		獨立非執行董事：	
Chui Chi Yun, Robert	5/5	崔志仁	5/5
Heng Ching Kuen, Franklin	5/5	幸正權	5/5
Chan Yue Kwong, Michael	5/5	陳裕光	5/5

Summary of Recommended Best Practices 建議最佳常規概要		Compliance 是否符合 建議最佳常規	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.1.9	Appropriate insurance cover in respect of legal action against the directors. 就董事可能會面對的法律行動安排適當的投保。	Yes 是	The Company has arranged for appropriate insurance cover in respect of legal action against its Directors and it is renewed annually. 本公司已為董事可能會面對的法律行動安排適當保險，並於每年續保。

Corporate Governance Report (continued)

企業管治報告(續)

A.2 Chairman and Chief Executive Officer

Code Principle

There should be a clear division of responsibilities between the management of the board and the day-to-day management of the company's business at the board level to ensure a balance of power and authority.

A.2 主席及行政總裁

守則原則

董事會的管理及公司的日常業務管理在董事會層面應清楚區分，以確保權力與授權之間的平衡。

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.2.1	<p>Separate roles of chairman and chief executive officer should be clearly established and set out in writing.</p> <p>主席與行政總裁的角色應有區分，應清楚界定並以書面列載。</p>	<p>Deviation</p> <p>偏離</p>	<p>The roles of the Chairman and the Chief Executive Officer of the Company were not separated and were performed by the same individual, Ms. Yau On Yee, Annie. The Board of Directors considered that the current management structure had 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.</p> <p>主席與行政總裁的角色沒有區分，均由邱安儀女士擔任。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。</p>
A.2.2	<p>Chairman should ensure that all directors are properly briefed on issues arising at board meetings.</p> <p>主席應確保向全體董事適當知悉於董事會會議上須處理的事項。</p>	<p>Yes</p> <p>是</p>	<p>The Chairman accepts the responsibility to ensure that major issues of the Company are addressed by the Board, and that these issues are presented in a manner which facilitates thorough discussion and resolution and all directors are properly briefed on issues arising at the Board Meetings.</p> <p>主席承擔其責任，以確保本公司主要事項由董事會處理，且該等事項按促進全面討論及決議案之方式提呈，而董事會會議上所有董事均適當知悉當前的事項。</p>

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.2.3	Chairman should ensure directors to receive adequate information in a timely manner. 主席應確保董事收到充分資訊，而有關資訊亦必須完備可靠。	Yes 是	The Chairman, assisted by other senior executives, ensures that Directors could receive adequate information, which must be complete, reliable and in a timely manner. 主席在其他高級行政人員協助下確保董事及時收到充分的資訊，而有關資訊亦必須完備可靠。

Summary of Recommended Best Practices 建議最佳常規概要		Compliance 是否符合 建議最佳常規	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.2.4	The Chairman should be responsible for drawing up and approving the agenda for each board meeting. 主席應負責釐定並批准每次董事會會議的議程。	Yes 是	The Chairman, assisted by the Company Secretary, draws up and approves the agenda for each Board Meeting. 主席在公司秘書協助下釐定並批准每次董事會會議的議程。

A.3 Board composition

Code Principle

The board should have a balance of skills and experience appropriate for the requirements of the business of the company and shall include a balanced composition of executive and non-executive directors so that independent judgement can effectively be exercised.

A.3 董事會組成

守則原則

董事會應根據公司業務而具備適當所需技能和經驗。董事會中執行董事與非執行董事之組合應該保持均衡，以便能夠有效地作出獨立判斷。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.3.1	Identify independent non-executive directors in all corporate communications. 所有公司通訊中，應該明確說明獨立非執行董事之身分。	Yes 是	The Independent Non-executive Directors of the Company are expressly identified in all corporate communications that disclose the names of the Directors of the Company. 本公司所有披露董事姓名的公司通訊中，均明確說明獨立非執行董事之身分。

Corporate Governance Report (continued)

企業管治報告(續)

Summary of Recommended Best Practices 建議最佳常規概要		Compliance 是否符合 建議最佳常規	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.3.2	<p>Independent non-executive directors representing at least one-third of the board.</p> <p>獨立非執行董事佔董事會成員人數至少三分之一。</p>	<p>Yes</p> <p>是</p>	<p>The Board currently comprises a total of six Directors, with three Executive Directors and three Independent Non-executive Directors. Half of the Board is Independent Non-executive Directors and more than one of them have appropriate professional qualifications, or accounting or related financial management expertise as required by the Listing Rules.</p> <p>董事會現由六名董事組成，包括三名執行董事及三名獨立非執行董事。董事會半數成員為獨立非執行董事，而超過一名獨立非執行董事具備上市規則規定之合適專業資格或會計或相關財務管理專業知識。</p>
A.3.3	<p>Maintain on its website an updated list of directors identifying their role and function and whether they are independent non-executive directors</p> <p>在其網站上設存及提供最新的董事會成員名單，並列明其角色和職能，以及註明其是否獨立非執行董事。</p>	<p>Yes</p> <p>是</p>	<p>The Company maintains on its website the updated profile of its Directors and senior management and identifies their role and function. The updated profile includes the Independent Non-executive Directors of the Company.</p> <p>本公司網站設存及提供最新的董事及高級管理人員簡介，並列明其角色和職能。最新的簡介包括本公司之獨立非執行董事。</p>

A.4 Appointments, Re-election and removal

Code Principle

There should be a formal, considered and transparent procedure for the appointment of new directors and plans in place of orderly succession for appointments to the board. All directors should be subject to re-election at regular intervals.

A.4 委任、重選和罷免

守則原則

董事會應制定正式、經審慎考慮並具透明度之新董事委任程序，並應設定有秩序之董事接任計劃。所有董事均應每隔若干時間進行重選。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.4.1	<p>Non-executive directors should be appointed for a specific term, subject to re-election.</p> <p>非執行董事的委任應有指定任期，並須接受重選。</p>	<p>Yes</p> <p>是</p>	<p>All Non-executive Directors of the Company were appointed for a specific term, subject to rotation and re-election pursuant to the Bye-Laws of the Company.</p> <p>本公司所有非執行董事的委任均有指定任期，並須根據本公司之公司細則接受輪值及重新選舉。</p>
A.4.2	<p>All directors appointed to fill casual vacancies should be subject to election at the first general meeting after their appointment.</p> <p>All directors are subject to retirement by rotation at least once every three years.</p> <p>所有為填補臨時空缺而獲委任的董事應在接受委任後的首次股東大會上接受選舉。</p> <p>所有董事應輪值告退，最少每三年一次。</p>	<p>Yes</p> <p>Yes</p> <p>是</p> <p>是</p>	<p>Pursuant to Bye-law 86(2) of the Company, all Directors appointed to fill casual vacancy would be subject to re-election at the next following general meeting.</p> <p>Pursuant to Bye-law 87(2) of the Company, every Director shall retire by rotation at least once every three years.</p> <p>根據本公司之公司細則第86(2)條，所有為填補臨時空缺而獲委任的董事應在下次股東大會上接受重選。</p> <p>根據本公司之公司細則第87(2)條，每名董事須輪值告退，最少每三年一次。</p>

All of the Directors, including the Independent Non-executive Directors of the Company are subject to retirement by rotation and re-election at the general meeting in accordance with the Company's Bye-Laws. At the annual general meeting of the Company held on 25 August 2011, Mr. Erwin Steve Huang retired by rotation as a director of the Company and was re-elected as Executive Director of the Company for a term of three years, Mr. Chui Chi Yun, Robert retired by rotation as a director of the Company and was re-elected as Independent Non-executive Director of the Company for a term of three years.

所有董事，包括獨立非執行董事須按照本公司之公司細則於股東大會輪值告退及膺選連任。於2011年8月25日舉行之本公司股東週年大會上，本公司董事黃岳永先生輪值告退，並獲重選為本公司執行董事，任期三年；本公司董事崔志仁先生輪值告退，並獲重選為本公司獨立非執行董事，任期三年。

Corporate Governance Report (continued)

企業管治報告(續)

The Board has received from each of the three Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and the Board considers each of the three Independent Non-executive Directors to be independent.

董事會已接獲三名獨立非執行董事各自按照上市規則第3.13條作出之年度獨立身分確認書。董事會認為，三名獨立非執行董事均具獨立性。

Summary of Recommended Best Practices 建議最佳常規概要		Compliance 是否符合 建議最佳常規	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.4.3	<p>Further appointment of independent non-executive director who has served more than nine years should be subject to a separate resolution to be approved by shareholders. The board should set out to shareholders the reasons they believe the individual continues to be independent and the reason for the re-election.</p> <p>擬繼續委任該名已擔任超過九年的獨立非執行董事，應以獨立決議案形式由股東審議通過。董事會應向股東列明他們認為該名董事仍屬獨立人士的理由，以及他們重新選任該名董事的原因。</p>	<p>Yes</p> <p>是</p>	<p>Appointment of Independent Non-executive Director served more than nine years was subject to a separate resolution approved by the shareholders during the annual general meeting of the Company. The Board has listed out in the circular to shareholders the reasons they believed such Independent Non-executive Director continued to be independent and the reasons for the re-election.</p> <p>本公司於股東週年大會上以獨立決議案形式由股東審議通過委任已擔任超過九年的獨立非執行董事。董事會於股東通函內向股東列明他們認為該名獨立非執行董事仍屬獨立人士的理由，以及他們重新選任該名董事的原因。</p>
A.4.8	<p>The board should set out in the circular to shareholders the reasons they believe the independent non-executive director should be elected at the general meeting and the reasons they consider the individual to be independent.</p> <p>董事會於股東通函內向股東列明他們認為該名獨立非執行董事擬於股東大會上選任的理由，以及他們認為該名人士屬獨立人士的原因。</p>	<p>Yes</p> <p>是</p>	<p>The Board has listed out in the circular to shareholders the reasons they believed such Independent Non-executive Directors should be elected and the reasons they considered such Independent Non-executive Directors were independent.</p> <p>董事會於股東通函內向股東列明他們認為該名獨立非執行董事應選任的理由，以及他們認為該名獨立非執行董事屬獨立人士的原因。</p>

A.5 Responsibilities of Directors

Code Principle

Every director is required to keep abreast of his responsibility as a director of a company and of the conduct, business activities and development of that company.

A.5 董事責任

守則原則

每名董事須瞭解其作為公司董事之職責，以及該公司之經營方式、業務活動及發展。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.5.1	<p>Every newly appointed director should receive a comprehensive, formal and tailored induction, and subsequent briefing and professional development as necessary.</p> <p>每名新委任的董事應獲得全面、正式及為其而設的就任須知，其後亦可按需要獲得所需的介紹及專業發展。</p>	<p>Yes</p> <p>是</p>	<p>A tailored induction would be provided to familiarize the newly appointed Director with the Company's business operations and financial positions, his responsibilities under statute and common law, the Listing Rules, applicable legal and other regulatory requirements.</p> <p>Subsequent briefing and professional development would be provided to the newly appointed Director as and when necessary.</p> <p>新委任的董事均獲提供為其而設的就任須知，以熟悉本公司業務營運及財務狀況，以及彼根據法規及普通法、上市規則、適用的法律規定及其他監管規定下的職責。</p> <p>倘有需要，其後亦會向新委任的董事提供所需要之簡介及專業發展。</p>

Corporate Governance Report (continued)

企業管治報告(續)

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.5.2	<p>Functions of non-executive directors should include those as set out in the Code Provision A.5.2 of the CG Code.</p> <p>非執行董事的職能應包括企業管治守則之守則條文第A.5.2條所載職能。</p>	<p>Yes</p> <p>是</p>	<p>The Independent Non-executive Directors brought independent judgments during their participation of Board Meetings and gave advice on strategy and future plans of the Group.</p> <p>The Independent Non-executive Directors reviewed the financial statements and operational performance of the Group on a regular basis.</p> <p>The Independent Non-executive Directors also served on audit, remuneration and other governance committees of the Board.</p> <p>獨立非執行董事在董事會會議上就本集團的未來業務方向及策略計劃提供獨立見解意見。</p> <p>獨立非執行董事定期審閱本集團的財務資料及營運表現。</p> <p>獨立非執行董事應邀出任審核委員會、薪酬委員會及其他管治委員會委員。</p>
A.5.3	<p>Directors should give sufficient time and attention to the company's affairs.</p> <p>董事應付出足夠時間及關注以處理公司的事務。</p>	<p>Yes</p> <p>是</p>	<p>Satisfactory attendance at the Board Meetings and other Committee Meetings was shown in various meeting attendance.</p> <p>The Directors have contributed sufficient time and attention to the affairs of the Group.</p> <p>各董事會及其他委員會會議之出席率令人滿意，並載於出席記錄。</p> <p>董事就集團之事務已貢獻足夠時間及關注。</p>

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.5.4	<p>Directors must comply with their obligations under the Model Code as set out in Appendix 10 to the Listing Rules and the board should establish written guidelines on no less exacting terms than the Model Code for relevant employees in respect of their dealings in company's shares.</p> <p>董事應遵守上市規則附錄十之《標準守則》，而董事會亦應就有關僱員買賣公司股份制訂書面指引，指引內容應該不比《標準守則》寬鬆。</p>	<p>Yes</p> <p>是</p>	<p>The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions.</p> <p>Specific enquiry has been made with all Directors and the Directors have confirmed compliance with the required standard set out in the Model Code during the year ended 29 February 2012.</p> <p>本公司已就董事進行的證券交易，採納上市規則附錄十之《標準守則》作為本公司的操守準則。</p> <p>經向全體董事作出特定查詢，截至2012年2月29日止年度，全體董事均確認已遵守標準守則所規定之標準。</p>

Summary of Recommended Best Practices 建議最佳常規概要		Compliance 是否符合 建議最佳常規	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.5.7	<p>Non-executive directors should give the board and any committees on which they serve the benefit of their skills, expertise and varied background and qualifications through regular attendance and active participation. They should also attend general meetings and develop a balanced understanding of the views of shareholders.</p> <p>非執行董事應定期出席董事會及其同時出任委員會成員的委員會會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。非執行董事並應出席股東大會，對公司股東的意見有公正的了解。</p>	<p>Yes</p> <p>是</p>	<p>The Independent Non-executive Directors demonstrated their skills, expertise and qualifications by giving professional advices during the regular Board Meetings and the Committee Meetings. All Independent Non-executive Directors have attended the 2011 Annual General Meeting ("2011 AGM") and answered questions from the shareholders.</p> <p>獨立非執行董事於定期之董事會會議及委員會會議上透過提供專業意見證明其技能、專業知識及資格。全部獨立非執行董事均有出席2011年股東週年大會（「2011年股東週年大會」）及回答股東的提問。</p>

Corporate Governance Report (continued)

企業管治報告(續)

A.6 Supply of and access to information

Code Principle

Directors should be provided in a timely manner with appropriate information so as to enable them to make an informed decision and to discharge their duties and responsibilities.

A.6 資料提供及使用

守則原則

董事應適時獲提供適當資料，使董事能夠在掌握有關資料之情況下作出決定，並能履行其職責及責任。

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.6.1	<p>Agenda and board papers should be sent to directors at least 3 days before the intended date of board meeting or committee meeting.</p> <p>議程及董事會文件應於定期董事會會議或委員會會議日期最少三天前發出予董事。</p>	<p>Yes</p> <p>是</p>	<p>Agenda and board papers are despatched to all Directors or Committee Members not less than 3 days or such other agreed period before the date of meeting.</p> <p>董事會會議議程及文件均於董事會及委員會會議日期不少於三天或經協定之時間前發出予所有董事或委員會成員。</p>
A.6.2	<p>Management should supply the board and its committee with adequate information in a timely manner. Each director should have separate and independent access to the company's senior management.</p> <p>管理層應向董事會及其委員會適時提供足夠的資料。每名董事應有自行接觸公司高級管理人員的獨立途徑。</p>	<p>Yes</p> <p>是</p>	<p>The Chief Financial Officer and/or Company Secretary attended all regular Board Meetings and Board Committee Meetings to advise on accounting and financial, corporate governance and statutory compliance matters. Senior management have formal or informal contact with the Board Members as and when necessary.</p> <p>本公司財務董事及／或公司秘書出席所有董事會及董事委員會之定期會議，以就會計及財務、企業管治及遵守法定規例事宜提供意見。有需要時，高級管理層與董事會保持正式及非正式接觸。</p>

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.6.3	Directors are entitled to have access to board papers and related materials. 董事有權查閱董事會文件及相關資料。	Yes 是	Board papers and minutes are made available for inspection by the Directors and Board Committee Members. The Company responded as promptly as possible to any queries raised by the Directors. 董事會文件及會議紀錄可供董事及董事委員會委員查閱。董事提出任何問題，本公司盡快作出回應。

B. Remuneration of Directors and Senior Management

B.1 The Level and Make-up of Remuneration and Disclosure

Code Principle

A formal and transparent procedure should be established for setting policy on executive directors' remuneration and for fixing the remuneration packages for all directors. No director should be involved in deciding his own remuneration.

B. 董事及高級管理人員的薪酬

B.1 薪酬及披露的水平及組成

守則原則

應設有正規而具透明度的程序，以制訂有關執行董事酬金的政策及釐定所有董事的薪酬待遇。董事不得參與訂定本身的酬金。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
B.1.1	Company should establish a remuneration committee, majority of whom should be independent non-executive directors. 公司應設立薪酬委員會，大部分成員應為獨立非執行董事。	Yes 是	The Remuneration Committee was established on 27 March 2002. It comprises four members, with one Executive Director and three Independent Non-executive Directors of the Company. 薪酬委員會於2002年3月27日成立。薪酬委員會由四名成員組成，包括本公司一名執行董事及三名獨立非執行董事。
B.1.2	Remuneration committee should consult the Chairman and/or Chief Executive Officer about proposed remuneration of other executive directors and have access to professional advice where necessary. 薪酬委員會應就其他執行董事的薪酬建議諮詢主席及／或行政總裁，如認為有需要，亦可索取專業意見。	Yes 是	Please refer to the section below. 請參閱下文。

Corporate Governance Report (continued)

企業管治報告(續)

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
B.1.3	<p>Terms of reference of remuneration committee should include the duties as set out in the Code provision B.1.3 of the Code.</p> <p>薪酬委員會的職權範圍應包括企業管治守則的守則條文B.1.3條規定的職責。</p>	<p>Yes</p> <p>是</p>	<p>The role and authority of the Remuneration Committee, including those set out in Code provision B.1.3 of the CG Code, are clearly set out in its terms of reference and in compliance with the provisions set out in the CG Code.</p> <p>薪酬委員會之角色及權力，包括企業管治守則中之守則條文第B.1.3條所載者，清楚載列於其職權範圍內及符合企業管治守則中所載之條文。</p>
B.1.4	<p>Remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the board.</p> <p>薪酬委員會應公開其職權範圍，解釋其角色及董事會轉授的權力。</p>	<p>Yes</p> <p>是</p>	<p>The terms of reference of the Remuneration Committee are available on the Company's website.</p> <p>薪酬委員會的職權範圍載於本公司網站。</p>
B.1.5	<p>The remuneration committee should be provided with sufficient resources to discharge its duties.</p> <p>薪酬委員會應獲提供充足資源以履行其職責。</p>	<p>Yes</p> <p>是</p>	<p>The Remuneration Committee is provided with sufficient resources, including the advice of professional firms, to discharge its duties, if necessary.</p> <p>薪酬委員會獲提供充足資源，包括(如有需要)獲取專業意見，以履行其責任。</p>

The principal responsibility of the Remuneration Committee is to make recommendations to the Board on the Company's policy and structure in relation to the remuneration of Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee met once during the year ended 29 February 2012 and the individual members' attendance records are set out below. In addition, during the year, the Remuneration Committee also received a number of reports and proposals from executive management in relation to remuneration issues of the Company for their review and/or approval as required.

Number of meetings	1
Members	Attendance
Heng Ching Kuen, Franklin (Chairman)	1/1
Chui Chi Yun, Robert	1/1
Chan Yue Kwong, Michael	1/1
Yau On Yee, Annie	1/1

The Remuneration Committee has considered and consulted with the Chairman of the Board the following proposals:

- (a) reviewed the monthly remuneration of senior executives and executive directors;
- (b) reviewed and approved the annual performance bonus schemes and the granting of discretionary bonus to both senior executives and other employees of the Company.

薪酬委員會的主要職責是向董事會提供有關董事及高級管理人員薪酬的政策及結構的意見，並以董事會不時所定的企業目標檢討相關的酬金。

薪酬委員會於截至2012年2月29日止年度曾舉行一次會議，個別成員出席記錄如下。此外，薪酬委員會於年內亦收到管理人員所提交有關薪酬事宜之報告及建議，並按情況需要予以審閱及／或批准。

會議數目	1
成員	出席次數
幸正權(主席)	1/1
崔志仁	1/1
陳裕光	1/1
邱安儀	1/1

薪酬委員會已考慮及向董事會主席諮詢下列提議：

- (a) 檢討高級行政人員及執行董事之每月薪酬；
- (b) 檢討並批准本公司的年度花紅計劃及向高級行政人員及其他僱員發放酌情花紅。

Corporate Governance Report (continued)

企業管治報告(續)

C. Accountability and Audit

C.1 Financial Reporting

Code Principle

The board should present a balanced, clear and comprehensive assessment of the company's performance, position and prospects.

C. 問責及核數

C.1 財務匯報

守則原則

董事會應對公司的表現、情況及前景所作的平衡、清晰及全面評核呈報。

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.1.1	<p>Management should provide explanation and information to enable the board to make an informed assessment of the financial situations.</p> <p>管理層應向董事會提供解釋及資料，讓董事會可就財政狀況作出有根據的評審。</p>	<p>Yes</p> <p>是</p>	<p>The management provided explanation and information to the Board in order to enable the Board to make an informed assessment of the financial and other information submitted to the Board for approval.</p> <p>管理層向董事會提供解釋及資料，讓董事會就提交予董事會批准之財務及其他資料作出有根據的評審。</p>

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.1.2	<p>Directors should acknowledge their responsibility for preparing the accounts, on a going concern basis and there should be a statement by the auditors about their reporting responsibilities in the auditors' report on the financial statements.</p> <p>The Corporate Governance Report should contain sufficient information to enable investors to understand the severity and significance of the matters at hand.</p> <p>董事應承認彼等按持續基準編製賬目的責任，而核數師亦須於有關財務報表的核數師報告中申報其責任而作出聲明。</p> <p>企業管治報告應載有足夠資料，讓投資者明白當前事件的嚴重性及意義。</p>	<p>Yes</p> <p>是</p>	<p>The Directors acknowledge their responsibility for preparing the financial statements of the Group and presenting a balanced, clear and comprehensive assessment of the Group's performance.</p> <p>In preparing the financial statements of the Group for the year ended 29 February 2012, the Directors have selected the appropriate accounting policies and applied them consistently; approved the adoption of all applicable Hong Kong Financial Reporting Standards which are issued by the Hong Kong Institute of Certified Public Accountants; made judgements and estimates that are prudent and reasonable; and prepared the financial statements on the going concern basis.</p> <p>The relevant responsibility statement from the external auditor made pursuant to the CG Code is set out in the Independent Auditor's Report on pages 86 to 87.</p> <p>The Corporate Governance Report sets out the practices adopted by the Group which enables the investors to understand the Company's commitment to the establishment of good governance practices and procedures.</p> <p>董事承認彼等有責任編製本集團財務報表，並以本集團表現作出持平、清晰及全面之評估。</p> <p>編製本集團截至2012年2月29日止年度之財務報表時，董事已挑選及貫徹應用合適之會計政策；批准採納香港會計師公會頒佈之所有適用香港財務報告準則；作出審慎合理之判斷及估計；以及按持續經營基準編製財務報表。</p> <p>外聘核數師根據企業管治守則所作出之有關責任聲明載於獨立核數師報告第86至87頁。</p> <p>企業管治報告列明本集團所採納的常規，以供投資者了解本公司致力制定良好企業管治常規及程序。</p>

Corporate Governance Report (continued)

企業管治報告(續)

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.1.3	<p>Board should present a balanced, clear and understandable assessment in annual and interim reports, other price-sensitive announcements and other financial disclosures under the Listing Rules and reports to regulators required to be disclosed pursuant to statutory requirements.</p> <p>董事會應作出平衡、清晰及可理解的評審，包括在上市規則規定的年報及中期報告、其他股價敏感公佈及其他財務披露及向監管者提交根據法例規定須予披露的資料的報告。</p>	<p>Yes</p> <p>是</p>	<p>The section of Management's Discussion and Analysis of annual and interim reports explained the factors affecting business performance and outlook of the Group. Financial statements have been presented in accordance with the disclosure requirements of Listing Rules, Financial Reporting Standards and the Hong Kong Companies Ordinance.</p> <p>年報及中期報告中管理層之討論及分析內解釋影響本集團之業務表現及之因素及展望。財務報表已根據上市規則、財務報告準則及香港公司法例規定作出披露。</p>

C.2 Internal Controls

Code Principle

The board should ensure that the company maintains sound and effective internal controls to safeguard the shareholders' investment and the company's assets.

C.2 內部監控

守則原則

董事會應確保公司內部監控系統穩健妥善而且有效，以保障股東投資及公司資產。

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.2.1	<p>Directors should at least annually conduct a review of the effectiveness of the system of internal control of the group and state so in the Corporate Governance Report.</p> <p>董事應最少每年檢討一次集團內部監控制度的成效，並在企業管治報告中匯報有關檢討。</p>	<p>Yes</p> <p>是</p>	<p>Please refer to the section below.</p> <p>請參閱下文。</p>
C.2.2	<p>Board should annually review to consider the adequacy of resources, qualifications and experience of staff of the company's accounting and financial reporting function, and the training programmes and budget.</p> <p>董事會每年進行檢討時，應特別考慮公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。</p>	<p>Yes</p> <p>是</p>	<p>The Board has considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, the continuing professional education undertaken by the relevant staff.</p> <p>董事會已考慮本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及有關員工接受持續專業培訓是否足夠。</p>

The Board, through the Audit Committee, is responsible for ensuring that adequate internal controls are in place to safeguard the Company's assets and manage risks. The executive management has been delegated the responsibility of identifying and evaluating the risks faced by the Group and of designing, operating and monitoring an effective control system.

董事會透過審核委員會負責確保內部監控措施充份實行，以保障本公司財產及管理風險。執行管理人員獲指派負責找出及評估本集團面對之風險，以及設計、執行及監察有效監控制度。

Corporate Governance Report (continued)

企業管治報告(續)

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 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.

The Group's Internal Audit Department plays an important role in the internal control function. It provides objective assurance to the Board that a 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, typically over a three-year 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. Major internal audit findings will be submitted to the Audit Committee for review and all recommendations from the Internal Audit Department will be properly followed up to ensure that they are implemented within a reasonable period of time. The Directors have received the report from the Internal Audit Department which conducted a review of the effectiveness of the system of internal control of the Group. The management is committed to continuous improvements and the Internal Control Review Committee comprising the Chairman, Deputy Chairman, Chief Financial Officer and the Internal Audit Manager would oversee the implementation of the recommendations raised by the Internal Audit Department and the continuity of internal control focus within the Group.

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、提供可靠財務報告及遵守適用法律及規例。制度及程序之訂立旨在找出、計量、管理及控制，而並非消除，不同業務及功能活動產生之不同風險。

本集團內部審核部門於內部監控上擔當重要角色，定期審核本集團所有主要營運項目，一般以三年為一個循環，以向董事會提供客觀保證，內部監控制度有效運行，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。重大內部審核發現均會呈交審核委員會審閱，而內部審核部門所有建議均會妥善跟進，以確保該建議在合理時間內執行。董事已收到由內部審核部門進行有關檢討集團內部監控系統效能的報告。管理層承諾持續改善內部監控，而內部監控檢討委員會成員包括本集團主席、副主席、財務董事及內部審核經理，將監察執行內部審核部門所提出的建議及關注集團內部監控的持續性。

The scope of work performed by the internal audit function during the year included financial and operational reviews, recurring/surprise cash counts and audits, and special reviews.

During the year, the Board has reviewed the risk assessment analysis in the areas of strategy, operation, reporting and compliance of the Group. The impact of risks has been considered in terms of probability of occurrence and materiality and there is a mechanism to ensure that there exists appropriate business strategies or policies and procedures to address risks where considered necessary.

The Board considers that the internal control system of the Group is effective and will continue to review and update the system to ensure that shareholder's investments and the Group's assets are safeguarded.

內部審核部門年內之工作包括財務及營運檢討、循環／突擊現金點算及核數以及特別檢討。

年內，董事會已檢閱本集團的策略、營運、匯報及遵法方面的風險評估分析。並根據風險發生的可能性及嚴重性及考慮風險帶來的影響，制訂一套機制以確保本集團運用適當的業務策略或政策及程序進行風險管理。

董事會認為本集團之內部監控系統有效運作，並會繼續檢討及修正系統，確保股東之投資及本集團資產得到保障。

C.3 Audit Committee

Code Principle

An audit committee should be established with clear terms of reference, including formal and transparent arrangements for considering how it applies the financial reporting and internal control principles. The audit committee should maintain an appropriate relationship with the company's auditor.

C.3 審核委員會

守則原則

審核委員會須具有清晰的職權範圍，包括為就如何應用財務報告及內部監控原則作出正規及具透明度的安排。審核委員會須與公司核數師保持適當的關係。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.3.1	<p>Full minutes of the audit committee meetings should be kept and sent to all audit committee members for comment and records within a reasonable time.</p> <p>審核委員會的完整會議紀錄應予保存，並於一段合理時間內發送審核委員會全體成員，供成員表達意見及存檔之用。</p>	<p>Yes</p> <p>是</p>	<p>Pursuant to the terms of reference of the Audit Committee of the Company, the minutes of meetings were circulated to all Committee Members.</p> <p>The minutes were kept by the Company Secretary.</p> <p>根據本公司之審核委員會之職權範圍，會議紀錄傳閱予全體委員會成員。</p> <p>會議紀錄由公司秘書保存。</p>

Corporate Governance Report (continued)

企業管治報告(續)

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.3.2	<p>A former partner of the company's auditing firm should not act as a member of the audit committee.</p> <p>公司的核數公司的前任合夥人不得擔任審核委員會成員。</p>	<p>Yes</p> <p>是</p>	<p>No member of the Audit Committee is a partner of or has financial interest in the existing auditing firm of the Company.</p> <p>概無審核委員會成員為本公司現時核數公司的合夥人或於其中擁有財務權益。</p>
C.3.3	<p>Terms of reference of audit committee should include the terms set out in Code provision C.3.3 of the CG Code.</p> <p>審核委員會的職權範圍應包括企業管治守則的守則條文第 C.3.3 條所載條款。</p>	<p>Yes</p> <p>是</p>	<p>The terms of reference of the Audit Committee included the role and authority delegated by the Board together with the terms set out in the Code provision C.3.3 of the CG Code.</p> <p>The terms of reference of the Audit Committee are available on the Company's website.</p>
C.3.4	<p>Audit committee should make available its terms of reference, explaining its role and authority delegated to it by the board.</p> <p>審核委員會應公開其職權範圍，解釋其角色及董事會授予審核委員會的權力。</p>	<p>Yes</p> <p>是</p>	<p>審核委員會的職權範圍包括董事會賦予其職責及權力，連同企業管治守則第 C.3.3 條條文。</p> <p>審核委員會的職權範圍載於本公司網站。</p>
C.3.5	<p>Disclosure of any disagreement between the board and audit committee on selection, appointment, resignation or dismissal of external auditors. The company should state the recommendation and reasons for taking a different view by the board in Corporate Governance Report.</p> <p>凡董事會對甄選、委任、辭任或罷免外聘核數師與審核委員會有意見分歧，均須作出披露。公司應在企業管治報告中闡述審核委員會的建議及董事持不同意見的原因。</p>	<p>Yes</p> <p>是</p>	<p>The Audit Committee recommended to the Board to re-appoint RSM Nelson Wheeler as the external auditor subject to the shareholders' approval at the forthcoming annual general meeting.</p> <p>審核委員會建議董事會續聘中瑞岳華(香港)會計師事務所為外聘核數師，須待股東於即將舉行的股東週年大會上批准。</p>

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
C.3.6	Audit committee should be provided with sufficient resources to discharge its duties. 審核委員會應獲提供充足資源以履行其職責。	Yes 是	Pursuant to the terms of reference of the Audit Committee of the Company, the Audit Committee has been provided with sufficient resources, including advice from external auditor and Internal Audit Department, to discharge its duties, if necessary. 根據本公司審核委員會的職權範圍，審核委員會獲提供充足資源，包括外聘核數師及內部審核部的意見(如有需要)，以協助履行其職責。

The Audit Committee was established on 20 November 1998. It comprises three members who are all Independent Non-executive Directors of the Company.

審核委員會於1998年11月20日成立。由三名成員組成，所有成員均為獨立非執行董事。

The principal responsibilities of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial statements and review of the relationship with the external auditor of the Company. The Audit Committee meets at least twice a year.

審核委員會主要職責包括檢討及監督本集團之財務申報制度及內部監控程序、審閱本集團財務報表以及檢討本公司外聘核數師之關係。審核委員會每年最少召開兩次會議。

The Audit Committee met three times during the year ended 29 February 2012 and the individual members' attendance records are set out below:

於截至2012年2月29日止年度，審核委員會曾召開三次會議，個別成員出席記錄詳情如下：

Number of meetings	3	會議數目	3
Members	Attendance	成員	出席次數
Chui Chi Yun, Robert (Chairman)	3/3	崔志仁(主席)	3/3
Heng Ching Kuen, Franklin	3/3	幸正權	3/3
Chan Yue Kwong, Michael	3/3	陳裕光	3/3

Corporate Governance Report (continued)

企業管治報告(續)

The amount of fees charged by the Auditor generally depends on the scope and volume of the Auditor's work. For the year ended 29 February 2012, the remuneration payable to RSM Nelson Wheeler was approximately HK\$2,000,000 for audit services and HK\$188,000 for other assurance services.

The following is a summary of work performed by the Audit Committee during the year:

- (a) discussed with the external auditor the general scope of their audit work;
- (b) reviewed and made recommendations to the Board in respect of the audit fee proposals for the Group for the year ended 29 February 2012;
- (c) reviewed and approved the Group's internal audit policy and internal audit plan for the year 2012;
- (d) reviewed the internal audit reports covering the evaluation of internal controls;
- (e) reviewed the audited financial statements and final results announcement for the year ended 28 February 2011;
- (f) reviewed the Interim Report and interim results announcement for the six months ended 31 August 2011;
- (g) reviewed the internal control review report on the Group's operations; and
- (h) reviewed the Corporate Governance Report for the year ended 28 February 2011.

The Group's audited financial statements for the year ended 29 February 2012 has been reviewed by the Audit Committee.

核數師收取的費用取決於其工作範圍及工作量。截至2012年2月29日止年度，支付予中瑞岳華(香港)會計師事務所的酬金為港幣2,000,000元及其他非審計服務費用為港幣188,000元。

審核委員會於年內之工作概述如下：

- (a) 與外聘核數師討論其核數工作範圍；
- (b) 審閱並就本集團截至2012年2月29日止年度之核數費用向董事會作出建議；
- (c) 審閱並批准本集團2012年之內部核數政策及內部核數計劃；
- (d) 審閱包括內部監控評估之內部核數報告；
- (e) 審閱截至2011年2月28日止年度之經審核財務報表及全年業績公佈；
- (f) 審閱截至2011年8月31日止六個月之中期報告及中期業績公佈；
- (g) 審閱有關本集團營運之內部監控檢討報告；及
- (h) 審閱截至2011年2月28日止年度之企業管治報告。

本集團截至2012年2月29日止年度之經審核財務報表已由審核委員會審閱。

D. Delegation by the Board

D.1 Management Functions

Code Principle

A company should have a formal schedule of matters specifically reserved to the board for its decision. The board should give clear directions to management as to the matters that must be approved by the board before decisions are made on behalf of the company.

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
D.1.1	<p>The board must give clear directions as to the powers of management, particularly on delegation to management and those required prior board approval.</p> <p>董事會必須就管理層的權力，給予清晰的指引，特別是向管理層授權及須事先取得董事會批准等事宜。</p>	<p>Yes</p> <p>是</p>	<p>Please refer to the section below.</p> <p>請參閱下文。</p>
D.1.2	<p>The company should formalize functions reserved to the board and those delegated to the management.</p> <p>公司應正式訂明只限董事會處理的職能及賦予管理層的職能。</p>	<p>Yes</p> <p>是</p>	<p>Please refer to the section below.</p> <p>請參閱下文。</p>

The Board is collectively responsible for the management of the business and affairs of the Group with the objective of enhancing shareholders' value. The Board is responsible for making decisions on major operational and financial matters as well as investments, and overseeing the management of the business. Matters reserved to the Board for decision include significant financial and legal commitments, material asset acquisition or disposal, the change of share capital, the approval of financial reporting and budget.

D. 董事會權力的轉授

D.1 管理職能

守則原則

公司應有一項正式的預定計劃表，列載特別要董事會作決定的事項。董事會在代表公司作出決定前，應明確指示管理層某些事項須由董事會批准。

董事會共同負責管理本集團業務及事務，目標為提升股東價值。董事會負責於營運和財務事項，以及投資方面作出決策，並監察業務的管理工作。由董事會決定的事宜包括重大財務及法律承諾、重大資產收購或出售、股本變動、批准財務報告及預算。

Corporate Governance Report (continued)

企業管治報告(續)

The general management and day-to-day operations, including preparation of annual and interim reports and accounts for board approval before public reporting, execution of business strategies and initiatives adopted by the Board, monitoring of operating budgets, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations, are delegated to the management team of the Group.

日常管理及營運，包括籌備年報及中期報告與賬目以供董事會於公開呈報前審批，執行董事會採納的業務策略及建議、監察營運預算、實施足夠內部監控系統和風險管理程序，以及遵守相關法定要求和規則及規例事宜，均交由本集團管理層負責。

D.2 Board Committees

Code Principle

Board committees should be formed with specific written terms of reference which deal clearly with the committees' authority and duties.

D.2 董事會轄下委員會

守則原則

董事會轄下各委員會的成立應訂有書面的特定職權範圍，清楚列載委員會權力及職責。

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
D.2.1	<p>Clear terms of reference to enable committees to discharge their functions.</p> <p>充分清楚訂明職權範圍，讓有關委員會能恰當履行其職能。</p>	<p>Yes</p> <p>是</p>	<p>Each of the Audit Committee, the Remuneration Committee and the Executive Committee of the Company has clear terms of reference which set out the authority, duties and reporting procedures.</p> <p>本公司之審核委員會、薪酬委員會及執行委員會的權力、職責及匯報程序均各自於其職權範圍內清楚列明。</p>
D.2.2	<p>Terms of reference should require the committees to report their decisions or recommendations to the board.</p> <p>職權範圍應規定該等委員會向董事會匯報其決定或建議。</p>	<p>Yes</p> <p>是</p>	<p>Board committees report their findings, decisions and recommendations to the Board at the Board Meetings.</p> <p>董事會轄下委員會需在董事會會議中向董事會匯報其調查結果、決定及建議。</p>

E. Communication with Shareholders

E.1 Effective Communication

Code Principle

The board should endeavour to maintain an on-going dialogue with shareholders and in particular, use annual general meeting or other general meetings to communicate with shareholders and encourage their participation.

E. 與股東的溝通

E.1 有效溝通

守則原則

董事會應盡力與股東持續保持對話，尤其是藉股東週年大會或其他全體會議與股東溝通及鼓勵彼等參與。

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
E.1.1	<p>A separate resolution at a general meeting on each substantial separate issue should be proposed by the chairman of that meeting.</p> <p>在股東大會上，會議主席應就每項實際獨立的事宜個別提出決議案。</p>	<p>Yes</p> <p>是</p>	<p>Separate resolutions are proposed at the annual general meeting on each substantially separate issue, including election of directors.</p> <p>於股東週年大會，已就每項實際獨立事項(包括選舉董事)個別提出決議案。</p>
E.1.2	<p>Chairman of the board should attend the annual general meeting and arrange for the chairman of audit, remuneration and nomination committees to attend and be available to answer questions.</p> <p>董事會主席應出席股東週年大會，並安排審核委員會、薪酬委員會及提名委員會主席出席股東週年大會並於會上回答提問。</p>	<p>Yes</p> <p>是</p>	<p>The Chairman of the Board and all members of the Audit Committee and the Remuneration Committee have attended the 2011 AGM and answered shareholders' questions during the 2011 AGM.</p> <p>董事會主席、審核委員會及薪酬委員會全體成員均有出席2011年股東週年大會及回答股東提問。</p>
E.1.3	<p>Company should arrange to send at least 20 clear business days' notice to shareholders of annual general meeting and at least 10 clear business days' notice for all other general meetings.</p> <p>如召開股東大會，公司將安排在大會舉行前至少足20個營業日向股東發送通知，而就所有其他股東大會而言，則須在大會舉行前至少足10個營業日發送通知。</p>	<p>Yes</p> <p>是</p>	<p>The Company has given at least 20 clear business days' notice to shareholders to attend the 2011 AGM which was held on 25 August 2011.</p> <p>本公司已就2011年8月25日舉行之2011年股東週年大會舉行前向股東發送至少足20個營業日的通知。</p>

Corporate Governance Report (continued)

企業管治報告(續)

The Company establishes and maintains different communication channels with its shareholders through the publication of annual reports, interim reports and press releases. Such information is also available on the Company's website www.tslj.com. The annual general meeting provides a useful forum for shareholders to exchange views with the Board.

本公司透過刊發年報、中期報告及新聞稿，與其股東建立並維持不同溝通渠道。有關資料亦載於本公司網站 www.tslj.com。股東週年大會為股東提供與董事會交流意見之有效平台。

E.2 Voting by Poll

Code Principle

The company should ensure that shareholders are familiar with the detailed procedures for conducting a poll.

E.2 以投票方式表決

守則原則

公司應確保股東了解投票方式表決的詳細程序。

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
E.2.1	<p>Chairman of the meeting should ensure that the detailed procedures for conducting a poll are explained at the commencement of the meeting and answer any questions from shareholders regarding voting by way of poll.</p> <p>大會主席應於會議開始時確保已解釋以投票方式進行表決的程序，以及解答股東對以投票方式表決程序的任何提問。</p>	<p>Yes</p> <p>是</p>	<p>Details of the procedures for conducting a poll have been disclosed in the Company's AGM circular to shareholders.</p> <p>The Chairman of the 2011 AGM explained the procedures for conducting a poll at the commencement of the meeting and answered the questions from the shareholders regarding the poll voting.</p> <p>以投票方式表決的詳細程序已於本公司向股東寄發的通函內披露。</p> <p>董事會主席已於2011年股東週年大會開始時解釋以投票方式進行表決的程序及解答股東對投票方式表決的提問。</p>

At the Company's 2011 AGM, all the resolutions were taken by way of poll and Tricor Secretaries Limited, the Company's Hong Kong Branch Share Registrar, was engaged as scrutineer to ensure the votes were properly counted.

於本公司2011年股東週年大會上，所有決議案均以投票方式進行表決，本公司聘用其香港股份過戶登記分處卓佳秘書商務有限公司擔任監票人，確保點票程序恰當。

Establishment of a Nomination Committee, etc. pursuant to the amendments to Listing Rules and the Revised CG Code

The Stock Exchange has announced on 28 October 2011 certain amendments to the Listing Rules and the CG Code. In order to comply with the relevant revised Listing Rules and the relevant revised CG Code which have been effective on 1 April 2012, the Board has approved the following functional changes:

- (i) a Nomination Committee was established on 30 March 2012 with Mr. Heng Ching Kuen, Franklin and Ms. Yau On Yee, Annie as its members and Mr. Chan Yue Kwong, Michael as its chairman; and
- (ii) the Board will be responsible for performing the corporate governance duties set out in the Revised CG Code.

根據修訂後的上市規則和修訂企業管治守則設立提名委員會等事宜

聯交所已於2011年10月28日宣布修訂若干上市規則及企業管治守則。為了遵守有關於2012年4月1日起生效之修訂後的上市規則及修訂企業管治守則，董事會已批准以下功能變更：

- (i) 提名委員會於2012年3月30日成立，幸正權先生及邱安儀女士為其成員，陳裕光先生為其主席，及
- (ii) 董事會將負責執行修訂企業管治守則所載的企業管治的職責。

A. Directors

A.5 Nomination Committee

A. 董事

A.5 提名委員會

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.5.1	Company should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors. 公司應設立提名委員會，由董事會主席或獨立非執行董事擔任主席，成員須以獨立非執行董事佔大多數。	Yes 是	A Nomination Committee was established on 30 March 2012. It comprises three members, with one Executive Director, namely Ms. Yau On Yee, Annie and two Independent Non-executive Directors of the Company, namely Mr. Chan Yue Kwong, Michael and Mr. Heng Ching Kuen, Franklin. Mr. Chan is the chairman of the Nomination Committee. 提名委員會於2012年3月30日成立。提名委員會由三名成員組成，包括一名執行董事，邱安儀女士及兩名獨立非執行董事，陳裕光先生及幸正權先生。陳先生為提名委員會主席。

Corporate Governance Report (continued)

企業管治報告(續)

	Summary of Code Provisions 守則條文概要	Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
A.5.2	<p>The nomination committee should be established with specific written terms of reference which deal clearly with its authority and duties.</p> <p>公司應書面訂明提名委員會具體的職權範圍，清楚說明其職權和責任。</p>	<p>Yes</p> <p>是</p>	<p>The terms of reference of the Nomination Committee clearly state its authority and duties.</p> <p>提名委員會職權範圍清楚說明其職權和責任。</p>
A.5.3	<p>The nomination committee should make available its terms of reference explaining its role and the authority delegated to it by the board by including them on the Stock Exchange's website and the company's website.</p> <p>提名委員會應在聯交所及公司網站上公開其職權範圍，解釋其角色以及董事會轉授予其的權力。</p>	<p>Yes</p> <p>是</p>	<p>The terms of reference of the Nomination Committee are available on the websites of Stock Exchange and the Company.</p> <p>提名委員會職權範圍載於聯交所及本公司網站。</p>
A.5.4	<p>The company should provide the nomination committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the company's expense, to perform its responsibilities.</p> <p>公司應向提名委員會提供充足資源以履行其職責。提名委員會履行職責時如有需要，應尋求獨立專業意見，費用由公司支付。</p>	<p>Yes</p> <p>是</p>	<p>The Nomination Committee is provided with sufficient resources, including the advice of professional firms, to discharge its duties, if necessary.</p> <p>提名委員會獲提供充足資源，包括(如有需要)獲取專業意見，以履行其責任。</p>

D. Delegation by the Board
D.3 Corporate Governance Functions

D. 董事會權力的轉授
D.3 企業管治職能

Summary of Code Provisions 守則條文概要		Compliance 是否符合 守則條文	Corporate Governance Practices adopted by the Group 本集團採納的企業管治常規
D.3.1	<p>The terms of reference of the board (or a committee or committees performing this function) should include the functions as set out in the Code provision D.3.1 of the CG Code.</p> <p>董事會(或履行此職能的委員會)的職權範圍應至少包括企業管治守則的守則條文第D.3.1條所載條款。</p>	Yes 是	<p>The Corporate Governance Functions would be performed by the Board and its duties set out in the terms of reference in D.3.1 of the Revised CG Code.</p> <p>企業管治職能將由董事會負責，其職責按修訂企業管治守則D.3.1條職權範圍所載。</p>
D.3.2	<p>The board (or a committee or committees performing this function) should be responsible for performing the corporate governance duties set out in the terms of reference in D.3.1.</p> <p>董事會(或履行此職能的委員會)應負責履行D.3.1條職權範圍所載的企業管治職責。</p>		

Independent Auditor's Report

獨立核數師報告書

RSM! Nelson Wheeler

中瑞岳華(香港)會計師事務所

Certified Public Accountants

To the Shareholders of Tse Sui Luen Jewellery (International) Limited

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Tse Sui Luen Jewellery (International) Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 88 to 183, which comprise the consolidated and Company statements of financial position as at 29 February 2012, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' Responsibility for the Consolidated Financial Statements

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

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)

吾等已審核謝瑞麟珠寶(國際)有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)載於第88頁至第183頁之綜合財務報表，包括於2012年2月29日之綜合及公司財務狀況表、截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表，以及重大會計政策概要及其他說明附註。

董事就綜合財務報表之責任

貴公司董事須負責按照香港會計師公會頒佈之香港財務報告準則及香港《公司條例》之披露規定，真實及公允地編製該等綜合財務報表，並負責實施董事確定編製綜合財務報表所需之內部控制，以使該等綜合財務報表不存在由於欺詐或錯誤而導致之重大錯報。

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Companies Act 1981 of Bermuda and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 29 February 2012, and of the Group's results and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

RSM Nelson Wheeler

Certified Public Accountants

Hong Kong

30 May 2012

核數師之責任

吾等之責任是根據吾等之審核對該等綜合財務報表發表意見，並按照百慕達1981年公司法第90條僅向各股東作出報告，除此之外，並無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。吾等已根據香港會計師公會頒佈之香港核數準則進行審核。這些準則要求吾等遵守道德規範，並規劃及執行審核，以合理確定該等綜合財務報表是否不存有任何重大錯誤陳述。

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司真實及公允地編製綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策是否適當及所作出之會計估計是否合理，以及評價綜合財務報表之整體呈報方式。

吾等相信，吾等所獲得之審核憑證是充足及適當地為吾等之審核意見提供基礎。

意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於2012年2月29日之經營狀況，以及 貴集團截至該日止年度之業績及現金流量，並已按照香港《公司條例》之披露規定妥為編製。

中瑞岳華(香港)會計師事務所

執業會計師

香港

2012年5月30日

Consolidated Statement of Comprehensive Income

綜合全面收入報表

For the year ended 29 February 2012
截至2012年2月29日止年度

		Note	29.2.2012 2012年2月29日 HK\$'000 港幣千元	28.2.2011 2011年2月28日 HK\$'000 港幣千元
		附註		
Turnover	營業額	6 & 15	3,359,063	2,517,543
Cost of goods sold	銷售成本		(1,749,865)	(1,224,836)
Gross profit	毛利		1,609,198	1,292,707
Other income	其他收入	7 & 15	14,674	5,813
Selling expenses	銷售費用		(1,228,604)	(964,970)
Administrative expenses	行政費用		(150,084)	(116,568)
Profit from operations	經營盈利		245,184	216,982
Write back of tax surcharge and interest/ compounds provision	稅務附加費用及利息/ 補加稅撥備回撥	9(c)	–	19,389
Finance costs	財務費用	8(a)	(9,377)	(5,708)
Profit before taxation	除稅前盈利	8	235,807	230,663
Taxation	稅項	9	(54,811)	(30,425)
Profit for the year	本年度盈利		180,996	200,238
Other comprehensive income	其他全面收入			
Exchange difference arising on translation of financial statements of foreign subsidiaries	換算附屬公司財務報表之 匯兌差額		19,983	34,117
Other comprehensive income for the year, net of tax	本年度其他全面收入 (扣除稅項)		19,983	34,117
Total comprehensive income for the year	本年度全面收入總額		200,979	234,355

		Note	29.2.2012 2012年2月29日 HK\$'000 港幣千元	28.2.2011 2011年2月28日 HK\$'000 港幣千元
Profit attributable to	應佔盈利部份			
Owners of the Company	本公司擁有人		162,347	176,118
Non-controlling interests	非控股股東權益		18,649	24,120
			180,996	200,238
Total comprehensive income attributable to	應佔全面收入總額部份			
Owners of the Company	本公司擁有人		179,147	206,764
Non-controlling interests	非控股股東權益		21,832	27,591
			200,979	234,355
Earnings per share	每股盈利			
Basic	基本	14	77.2 cents 仙	83.7 cents 仙
Diluted	攤薄	14	N/A 不適用	N/A 不適用

The notes on pages 96 to 183 form part of these financial statements.

第96至第183頁的附註屬本財務報表一部分。

Consolidated Statement of Financial Position

綜合財務狀況報表

At 29 February 2012
於2012年2月29日

		Note	29.2.2012 2012年2月29日 HK\$'000 港幣千元	28.2.2011 2011年2月28日 HK\$'000 港幣千元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16(a)	137,932	124,538
Other asset	其他資產	18	500	500
Deposits	按金	20	23,126	–
Deferred tax assets	遞延稅項資產	26	21,036	19,015
			182,594	144,053
Current assets	流動資產			
Inventories	存貨	19	1,593,216	1,268,497
Trade and other receivables	應收賬款及其他應收款	20	215,533	233,437
Current tax assets	本期稅項資產		1,237	1,349
Cash at bank and in hand	銀行存款及現金	21	102,512	121,935
			1,912,498	1,625,218
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款	22	(632,803)	(554,249)
Bank overdrafts – secured	銀行透支 – 有抵押	23	(44,063)	(18,054)
Bank loans	銀行貸款	23	(269,246)	(193,880)
Interest bearing payable	計息應付款	36(a)	(120,000)	–
Obligations under finance leases	融資租賃承擔	24	(4,179)	(1,881)
Current tax liabilities	本期稅項負債		(39,895)	(37,374)
			(1,110,186)	(805,438)
Net current assets	流動資產淨值		802,312	819,780
Total assets less current liabilities carried forward	總資產減流動負債結轉		984,906	963,833

		Note	29.2.2012 2012年2月29日 HK\$'000 港幣千元	28.2.2011 2011年2月28日 HK\$'000 港幣千元
		附註		
Total assets less current liabilities brought forward	承前總資產減流動負債		984,906	963,833
Non-current liabilities	非流動負債			
Obligations under finance leases	融資租賃承擔	24	(2,552)	(1,825)
Employee benefit obligations	僱員福利義務	25	(19,727)	(12,745)
Deferred tax liabilities	遞延稅項負債	26	(24,380)	(16,837)
			(46,659)	(31,407)
NET ASSETS	資產淨值		938,247	932,426
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	27	52,584	52,584
Reserves	儲備	28	885,663	759,040
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		938,247	811,624
Non-controlling interests	非控股股東權益		–	120,802
TOTAL EQUITY	權益總額		938,247	932,426

Approved and authorised for issue by the board of directors on 30 May 2012

董事會於2012年5月30日核准並許可刊發

Yau On Yee, Annie 邱安儀

Lai Tsz Mo, Lawrence 黎子武

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Directors 董事

The notes on pages 96 to 183 form part of these financial statements.

第96至第183頁的附註屬本財務報表一部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 29 February 2012

截至2012年2月29日止年度

		Share capital (note 27) 股本 (附註27)	Share premium (note 28(c)(i)) 股份溢價 (附註28(c)(i))	Capital reserves (note 28(c)(ii)) 資本儲備 (附註28(c)(ii))	Exchange reserve (note 28(c)(iv)) 匯兌儲備 (附註28(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	Total equity attributable to owners of the Company 本公司擁有人應佔權益總額 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 2010	於2010年3月1日結餘	52,584	123,365	153,533	46,904	234,153	16,827	627,366	93,211	720,577
Transfer to capital reserves	轉撥至資本儲備	-	-	4,872	-	(4,872)	-	-	-	-
Dividends paid	已派股息	-	-	-	-	(5,679)	(16,827)	(22,506)	-	(22,506)
Proposed final dividend (2010/11) (note 13)	擬派末期股息 (2010/11) (附註13)	-	-	-	-	(25,240)	25,240	-	-	-
Total comprehensive income for the year	本年度全面收入總額	-	-	-	30,646	176,118	-	206,764	27,591	234,355
At 28 February 2011 and 1 March 2011	於2011年2月28日及 2011年3月1日結餘	52,584	123,365	158,405	77,550	374,480	25,240	811,624	120,802	932,426
Transfer to capital reserves	轉撥至資本儲備	-	-	2,659	-	(2,659)	-	-	-	-
Acquisition of non-controlling interest (note 36(a))	收購非控股股東權益 (附註36(a))	-	-	(21,605)	-	-	-	(21,605)	(128,395)	(150,000)
Dividends paid	已派股息	-	-	-	-	(5,679)	(25,240)	(30,919)	(14,239)	(45,158)
Proposed final dividend (2011/12) (note 13)	擬派末期股息 (2011/12) (附註13)	-	-	-	-	(26,292)	26,292	-	-	-
Total comprehensive income for the year	本年度全面收入總額	-	-	-	16,800	162,347	-	179,147	21,832	200,979
At 29 February 2012	於2012年2月29日結餘	52,584	123,365	139,459	94,350	502,197	26,292	938,247	-	938,247

The notes on pages 96 to 183 form part of these financial statements.

第96至第183頁的附註屬本財務報表一部分。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 29 February 2012

截至2012年2月29日止年度

		29.2.2012	28.2.2011
	Note	2012年2月29日	2011年2月28日
	附註	HK\$'000 港幣千元	HK\$'000 港幣千元
Operating activities	經營活動		
Profit before taxation	除稅前盈利	235,807	230,663
Adjustments for:	調整項目：		
– Finance costs	– 財務費用	9,377	5,708
– Loss on disposal of property, plant and equipment	– 出售物業、廠房及設備虧損	15	58
– Depreciation	– 折舊	54,543	42,176
– Interest income	– 利息收入	(460)	(760)
– Reversal of allowance for bad and doubtful debts	– 呆壞賬撥備回撥	(14,155)	(115)
– Write back of tax surcharge and interest/compounds provision	– 稅務附加費用及利息／補加稅撥備回撥	–	(19,389)
– Adjustment in respect of long service payments	– 已就長期服務金確認的調整	6,982	1,593
– Provision/(reversal of provision) for inventories	– 存貨撥備／(撥備回撥)	3,668	(10,830)
Operating profit before changes in working capital	營運資金變動前經營盈利	295,777	249,104
Increase in inventories	存貨增加	(328,387)	(302,953)
Increase in trade and other receivables	應收賬款及其他應收款增加	(5,306)	(49,340)
Increase in trade and other payables	應付賬款及其他應付款增加	78,554	85,473
Cash generated from/(used in) operations	經營業務產生／(所用)的現金	40,638	(17,716)
Tax paid	已付稅項		
– Hong Kong Profits Tax	– 香港利得稅	(1,155)	(22,382)
– Overseas tax	– 海外稅項	(45,846)	(41,477)
Net cash used in operating activities	經營活動所用的現金	(6,363)	(81,575)

		Note	29.2.2012 2012年2月29日 HK\$'000 港幣千元	28.2.2011 2011年2月28日 HK\$'000 港幣千元
		附註		
Investing activities	投資活動			
Payments to acquire property, plant and equipment	支付購入物業、廠房及設備		(61,402)	(44,147)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		66	118
Payments to acquire non-controlling interest in subsidiaries	支付收購附屬公司非控股股東權益	36(a)	(30,000)	–
Interest received	已收利息		460	760
Net cash used in investing activities	投資活動所用的現金淨額		(90,876)	(43,269)
Financing activities	融資活動			
Capital element of finance lease payments	融資租賃租金的本金部分		(2,722)	(249)
Proceeds from new bank loans	新造銀行貸款所得款項		30,000	44,200
Repayment of bank loans	償還銀行貸款		(17,500)	(12,640)
Repayment of other loan	償還其他貸款		–	(6,962)
Net proceeds from trade financing	貿易融資所得款項		62,866	39,170
Interest element of finance lease payments	融資租賃款項的利息部分		(238)	(15)
Interest paid	已付利息		(9,139)	(5,693)
Dividends paid	已付股息		(30,919)	(22,506)
Net cash generated from financing activities	融資活動產生的現金淨額		32,348	35,305
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額		(64,891)	(89,539)
Cash and cash equivalents at beginning of year	於年初的現金及現金等價物		103,881	157,530
Effect of foreign exchange rates changes	外幣匯率變動的影響		19,459	35,890
Cash and cash equivalents at end of year	於年底的現金及現金等價物		58,449	103,881
Analysis of balances of cash and cash equivalents	現金及現金等價物之結餘分析			
Cash at bank and in hand	銀行存款及現金		102,512	121,935
Bank overdrafts – secured	銀行透支 – 有抵押		(44,063)	(18,054)
			58,449	103,881

The notes on pages 96 to 183 form part of these financial statements.

第96至第183頁的附註屬本財務報表一部分。

Notes to the Financial Statements

財務報表附註

1. General Information

The Company was incorporated in Bermuda with limited liability. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address of its principal place of business is Ground Floor, Block B, Summit Building, 30 Man Yue Street, Hunghom, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of its principal subsidiaries are set out in note 17 to the financial statements.

2. Adoption of New and Revised Hong Kong Financial Reporting Standards

In the current year, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") that are relevant to its operations and effective for its accounting year beginning on 1 March 2011. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current year and prior years except as stated below.

1. 簡介

本公司乃於百慕達註冊成立之有限公司。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。本公司之股份在香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為投資控股公司。各附屬公司的主要業務載列於財務報表附註17。

2. 採納新訂及經修訂香港財務報告準則

於本年度，本集團已採納與其業務有關，由香港會計師公會(「香港會計師公會」)所頒佈並於2011年3月1日開始之會計年度生效之所有新訂及經修訂之香港財務報告準則(「香港財務報告準則」)。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)；及詮釋。除下列註明者外，採納該等新訂及經修訂之香港財務報告準則並未導致本集團之會計政策、本集團財務報表之呈報方式及本年度與以往年度呈報之金額出現重大變動。

2. Adoption of New and Revised Hong Kong Financial Reporting Standards (continued)

(a) HKAS 24 (Revised) Related Party Disclosures

HKAS 24 (Revised) clarifies and simplifies the definitions of related parties. The new definitions emphasise a symmetrical view of related party relationships and clarify the circumstances in which persons and key management personnel affect related party relationships of an entity. The revised standard also introduces an exemption from the general related party disclosure requirements for transactions with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity. The accounting policy for related parties has been revised to reflect the changes in the definitions of related parties under the revised standard. The adoption of the revised standard did not have any impact on the financial position or performance of the Group.

(b) Improvements to HKFRSs 2010 issued in May 2010 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments has had a significant financial impact on the financial position or performance of the Group. Details of the key amendments most applicable to the Group are as follows:

- i. HKFRS 3 Business Combinations: The amendment clarifies that the amendments to HKFRS 7, HKAS 32 and HKAS 39 that eliminate the exemption for contingent consideration do not apply to contingent consideration that arose from business combinations whose acquisition dates precede the application of HKFRS 3 (as revised in 2008). In addition, the amendment limits the scope of measurement choices for non-controlling interests. Only the components of non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured at either fair value or at the present ownership instruments' proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by another HKFRS. The amendment also added explicit guidance to clarify the accounting treatment for non-replaced and voluntarily replaced share-based payment awards.

2. 採納新訂及經修訂香港財務報告準則 (續)

(a) 香港會計準則第24號(經修訂)關連人士披露

香港會計準則第24號(經修訂)釐清及簡化關連人士關係之定義。新定義強調關連人士關係之對稱性，並釐清特定人士及主要管理人員影響一間實體關連人士關係之情況。經修訂準則亦引入對作為報告之實體與政府及受同一政府控制、共同控制或重大影響之實體進行交易之一般關連人士關係披露規定之豁免。關連人士之會計政策已修訂，以反映根據經修訂準則之關連人士定義之變動。採納經修訂準則並無對本集團之財務狀況或表現產生任何影響。

(b) 於2010年5月頒布之2010年香港財務報告準則之修改載列若干香港財務報告準則之修訂。各準則均有獨立過渡性條文。雖然採納部份修訂可能引致會計政策之變動，惟該等修訂並無對本集團之財務狀況或表現產生重大財務影響。最適用於本集團之主要修訂詳情如下：

- i. 香港財務報告準則第3號業務合併：該修訂釐清香港財務報告準則第7號、香港會計準則第32號及香港會計準則第39號之修訂所消除對或然代價之豁免，並不適用於採用香港財務報告準則第3號(於2008年修訂)前進行之業務合併所產生之或然代價。此外，該修訂限制非控股股東權益計量之選擇範圍。只有現時所有者權益並賦予其持有人於清盤時按比例分佔被收購方淨資產之非控股股東權益成份，方可以公平價值或以現時之所有權工具按比例分佔被收購方可識別淨資產之計量。除非其他香港財務報告準則規定須採用其他計量基準，否則非控股股東權益之一切其他成份均以收購日期之公平價值計量。該修訂亦加入明文指引，以釐清不取代及自願取代以股份為基礎之支付獎勵的會計處理方式。

Notes to the Financial Statements (continued)

財務報表附註(續)

2. Adoption of New and Revised Hong Kong Financial Reporting Standards (continued)

(b) (continued)

- ii. HKAS 1 Presentation of Financial Statements: The amendment clarifies that an analysis of each component of other comprehensive income can be presented either in the statement of changes in equity or in the notes to the financial statements. The Group elects to present the analysis of each component of other comprehensive income in the statement of changes in equity.
- iii. HKAS 27 Consolidated and Separate Financial Statements: The amendment clarifies that the consequential amendments from HKAS 27 (as revised in 2008) made to HKAS 21, HKAS 28 and HKAS 31 shall be applied prospectively for annual periods beginning on or after 1 July 2009 or earlier if HKAS 27(as revised in 2008) is applied earlier.

2. 採納新訂及經修訂香港財務報告準則(續)

(b) (續)

- ii. 香港會計準則第1號財務報告的呈報：該修訂釐清其他全面收益各項目之分析可於權益變動表或財務報告附註呈報。本集團選擇於權益變動表呈報其他全面收益各項目之分析。
- iii. 香港會計準則第27號綜合及獨立財務報告：該修訂釐清香港會計準則第27號(於2008年修訂)對香港會計準則第21號、香港會計準則第28號及香港會計準則第31號所作出之後續修訂應於2009年7月1日或之後開始之會計年度應用，或於提早應用香港會計準則第27號(於2008年修訂)時同時應用。

3. Recent Accounting and Financial Reporting Pronouncements

The HKICPA has issued the following amendments, new and revised standards and interpretations which are not yet effective for the current year and have not been early adopted by the Group. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

HKFRS 1 (Amendments)	First-time Adoption of Hong Kong Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters ¹
HKFRS 1 (Amendments)	First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans ⁴
HKFRS 7 (Amendments)	Financial Instruments: Disclosures – Transfer of Financial Assets ¹
HKFRS 7 (Amendments)	Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities ⁴
HKFRS 9	Financial Instruments ⁶
HKFRS 10	Consolidated Financial Statements ⁴
HKFRS 11	Joint Arrangements ⁴
HKFRS 12	Disclosure of Interests in Other Entities ⁴
HKFRS 13	Fair Value Measurement ⁴
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ³
HKAS 12 (Amendments)	Income Tax: Deferred Tax: Recovery of Underlying Asset ²
HKAS 19 (2011)	Employee Benefits ⁴
HKAS 27 (2011)	Separate Financial Statements ⁴
HKAS 28 (2011)	Investments in Associates and Joint Ventures ⁴
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities ⁵
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine ⁴

¹ Effective for annual periods beginning on or after 1 July 2011

² Effective for annual periods beginning on or after 1 January 2012

³ Effective for annual periods beginning on or after 1 July 2012

⁴ Effective for annual periods beginning on or after 1 January 2013

⁵ Effective for annual periods beginning on or after 1 January 2014

⁶ Effective for annual periods beginning on or after 1 January 2015

3. 最近頒佈的會計及財務報告準則

本集團未有提前採納以下由香港會計師公會頒佈於本年度尚未生效之修訂、新及修訂之準則及詮釋。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香港財務報告準則對本集團之經營業績及財務狀況是否有重大影響。

香港財務報告準則第1號(修訂本)	首次採納香港財務報告準則 – 嚴重高通脹及剔除首次採納者之固定日期 ¹
香港財務報告準則第1號(修訂本)	首次採納香港財務報告準則 – 政府貸款 ⁴
香港財務報告準則第7號(修訂本)	財務工具：披露 – 轉讓財務資產 ¹
香港財務報告準則第7號(修訂本)	財務工具：披露 – 抵銷財務資產及財務負債 ⁴
香港財務報告準則第9號	財務工具 ⁶
香港財務報告準則第10號	綜合財務報表 ⁴
香港財務報告準則第11號	合營安排 ⁴
香港財務報告準則第12號	於其他實體之權益披露 ⁴
香港財務報告準則第13號	公允價值計量 ⁴
香港會計準則第1號(修訂本)	其他全面收入項目的呈報 ³
香港會計準則第12號(修訂本)	所得稅 – 遞延稅項：收回相關資產 ²
香港會計準則第19號(二零一一年)	僱員福利 ⁴
香港會計準則第27號(二零一一年)	獨立財務報告 ⁴
香港會計準則第28號(二零一一年)	於聯營公司及合營公司之投資 ⁴
香港會計準則第32號(修訂本)	抵銷財務資產及財務負債 ⁵
香港(國際財務報告詮釋委員會) – 詮釋第20號	露天礦生產階段之開採成本 ⁴

¹ 於二零一一年七月一日或以後開始之會計年度生效

² 於二零一二年一月一日或以後開始之會計年度生效

³ 於二零一二年七月一日或以後開始之會計年度生效

⁴ 於二零一三年一月一日或以後開始之會計年度生效

⁵ 於二零一四年一月一日或以後開始之會計年度生效

⁶ 於二零一五年一月一日或以後開始之會計年度生效

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies

These financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) and the disclosure requirements of the Hong Kong Companies Ordinance.

These financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 5 to the financial statements.

The significant accounting policies applied in the preparation of these financial statements are set out below.

(a) Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 29 February. Subsidiaries are entities over which the Group has control. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has control.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

4. 主要會計政策

本財務報表乃根據香港財務報告準則，香港普遍採納之會計原則及聯交所證券上市規則（「上市規則」）的適用披露規定及香港公司條例的披露規定編製。

此等財務報表乃按歷史成本常規法編製。

編製符合香港財務報告準則之財務報表需採用若干重要假設及估計。董事亦須於應用會計政策過程中作出判斷。涉及重大判斷方面以及對此財務報表屬重大之假設及估計，均於財務報表附註5內披露。

以下為編製本財務報表時所採用之主要會計政策。

(a) 綜合基準

綜合財務報表包括本公司及其附屬公司截至2月29日止之財務報表。附屬公司指本集團具有控制權之實體。控制權指有權規管實體之財務及經營政策，以藉此從其業務活動中獲得利益。當評估本集團是否具有控制權時會考慮到目前可予行使或可予轉換之潛在投票權之存在及影響。

附屬公司乃自控制權轉讓予本集團之日期起綜合入賬，並自不再具有控制權之日期起終止綜合入賬。

4. Significant Accounting Policies (continued)

(a) Basis of consolidation (continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling interests and owners of the Company.

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.

4. 主要會計政策(續)

(a) 綜合基準(續)

出售附屬公司導致失去控制權之損益指(i)出售代價之公允值連同保留於該附屬公司之任何投資之公允值與(ii)本公司應佔該附屬公司資產淨值連同該附屬公司任何餘下商譽及任何相關累計外匯儲備兩者之間的差額。

集團內部間交易、結餘及未變現盈利均予以對銷。除非有關交易提供證據證明所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已作出必要調整，以確保與本集團所採納政策一致。

非控股股東權益指並非本公司直接或間接應佔之附屬公司權益。非控股股東權益於綜合財務狀況報表及綜合權益變動表之權益內呈列。非控股股東權益於綜合全面收入報表呈列為非控股股東權益與本公司擁有人應佔本年度與本年度全面收入總額之間之分配。

儘管會導致非控股股東權益出現虧絀結餘，損益及其他全面收入各部分均計入本公司擁有人及非控股股東權益。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(a) Basis of consolidation (continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position the interests in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

(b) Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

4. 主要會計政策(續)

(a) 綜合基準(續)

並無導致本公司失去控制權之附屬公司擁有權變動按權益交易入賬(即擁有人以其擁有人身分之間進行交易)。控股權益及非控股股東權益之賬面值應作出調整,以反映其於附屬公司之相關權益變動。非控股股東權益之調整金額與已付或已收代價之公允值兩者間之任何差額直接於權益確認,並由本公司擁有人分佔。

於本公司之財務狀況報表內,於附屬公司之權益乃按成本減減值虧損撥備列帳。附屬公司之業績由本公司按已收及應收股息基準入賬。

(b) 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。收購成本按所付出資產、所發行權益工具、所產生負債及或然代價按收購日期之公允值計量。收購相關成本於有關成本產生及獲提供有關服務期間確認為開支。被收購附屬公司之可識別資產及負債按其於收購日期之公允值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債公允淨值之差額記錄為商譽。本公司應佔可識別資產及負債之公允淨值超出收購成本之差額,於綜合損益中確認為本公司應佔以優惠價格購買之收益。

4. Significant Accounting Policies (continued)

(b) Business combination and goodwill (continued)

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income (for example, available-for-sale investment), the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy (v) below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

4. 主要會計政策(續)

(b) 業務合併及商譽(續)

分階段進行業務合併時，過往所持附屬公司股本權益按收購日期之公允值重新計量，據此產生之損益則於綜合損益內確認。公允值加入收購成本以計算商譽。

倘過往所持附屬公司股本權益價值變動於其他全面收入(如可供出售投資)確認，則於其他全面收入確認之款項按過往所持股本權益已售出之情況下所規定相同基準確認。

商譽每年進行減值測試，或於有事件或情況變動顯示可能出現減值時作更頻繁之減值測試。商譽按成本減累計減值虧損列帳。誠如下文會計政策(v)所述，計算商譽減值虧損之方法與其他資產相同。商譽之減值虧損於綜合損益確認，其後不得回撥。商譽乃分配予預期受惠於收購協同效益之現金產生單位以作減值測試。

附屬公司之非控股權益初步按非控股股東於附屬公司之可識別資產及負債在收購日期之公允淨值之比例計量。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

4. 主要會計政策(續)

(c) 外幣換算

(i) 功能及呈報貨幣

本集團各實體之財務報表所列項目，均以該實體營運主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表乃以本公司之功能及呈報貨幣港元(「港幣」)呈列。

(ii) 於各實體財務報表之交易及結餘

外幣交易於初步確認時均採用交易當日之匯率換算為功能貨幣。以外幣列值之貨幣資產及負債均按各年結日之匯率換算。該換算政策產生之收益及虧損均於損益內確認。

以外幣按公允值計量之非貨幣項目按釐訂公允值當日之匯率換算。

倘非貨幣項目收益或虧損乃於其他全面收入內確認，該收益或虧損之任何匯兌部分均於其他全面收入確認。倘非貨幣項目收益或虧損乃於損益中確認，該收益或虧損之任何匯兌部分則於損益中確認。

4. Significant Accounting Policies (continued)

(c) Foreign currency translation (continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the exchange reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the exchange reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 主要會計政策(續)

(c) 外幣換算(續)

(iii) 綜合賬目之換算

倘所有本集團實體之功能貨幣有別於本公司之呈報貨幣，則其業績及財務狀況須按如下方式換算為本公司之呈報貨幣：

- 每份財務狀況報表呈列之資產及負債，按其於財務狀況報表日期之收市匯率換算；
- 每份全面收入報表所列收入及開支按平均匯率換算(除非此平均匯率不足以合理概括反映於交易日期適用匯率之累計影響，則在此情況下，收入及開支則按交易日期之匯率換算)；及
- 所有據此產生之匯兌差額，均於匯兌儲備內確認。

於綜合賬目時，因換算於海外實體之淨投資及借貸而產生之匯兌差額均於匯兌儲備內確認。當出售海外業務時，該等匯兌差額乃於綜合損益確認為出售損益之一部分。

收購海外實體產生之商譽及公允值調整乃視為該海外實體之資產及負債處理，並按收市匯率換算。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Land and buildings	over the remaining life of the lease but not exceeding 55 years from the date of purchase
Furniture, fixtures, equipment	1 to 10 years
Plant and machinery	3 to 7 years
Motor vehicles	4 to 10 years

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

4. 主要會計政策(續)

(d) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列帳。

僅在與項目相關之日後經濟效益有可能流入本集團及項目成本能可靠計量時，其後成本方會計入資產賬面值或確認為獨立資產(倘適用)。所有其他維修及保養於其產生期間在損益內確認。

物業、廠房及設備乃以直線法在估計可使用年期內，按足以撇銷其成本之折舊率再減去其剩餘價值計算折舊。主要年率如下：

土地及樓宇	自購買日期起計的剩餘租賃期但不超過55年
傢具、裝置及設備	1至10年
廠房及機器	3至7年
汽車	4至10年

剩餘價值、可使用年期及折舊方法會於各年結日作出檢討並作出調整(倘適用)。

出售物業、廠房及設備之收益及虧損乃出售所得款項淨額與相關資產賬面值兩者間之差額，並於損益內確認。

4. Significant Accounting Policies (continued)

(e) Leases

(i) Operating leases

Leases that do not substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as operating leases. Lease payments (net of any incentives received from the lessor) are recognised as an expense on a straight-line basis over the lease term.

(ii) Finance leases

Leases that substantially transfer to the Group all the risks and rewards of ownership of assets are accounted for as finance leases. At the commencement of the lease term, a finance lease is capitalised at the lower of the fair value of the leased asset and the present value of the minimum lease payments, each determined at the inception of the lease.

The corresponding liability to the lessor is included in the statement of financial position as finance lease payable. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Assets under finance leases are depreciated the same as owned assets.

(f) Membership

Membership with indefinite useful life is stated at cost less any impairment losses. Impairment is reviewed annually or when there is any indication that the membership has suffered an impairment loss.

4. 主要會計政策(續)

(e) 租賃

(i) 經營租賃

並無將資產擁有權絕大部分風險及回報轉讓予本集團之租賃，一概列為經營租賃。租賃付款額(扣除自出租人收取之任何獎勵後)按直線法於租期內確認為開支。

(ii) 融資租賃

將資產擁有權絕大部分風險及回報轉讓予本集團之租賃，一概列為融資租賃。融資租賃於租期開始時按租賃資產之公允值及最低租賃付款額現值(各自於租約訂立時釐定)之較低者資本化。

出租人之相應債務於財務狀況報表中列作應付融資租賃。租賃付款額分配為融資費用及削減尚未償還債務。融資費用於各租期內分攤，以就債務餘額計算一個固定之定期利率。

融資租賃項下資產與自置資產按相同方法計算折舊。

(f) 會籍

並無有限使用年期之會籍，按成本扣除任何減值虧損入賬。將於每年或有跡象顯示會籍蒙受減值虧損時檢討減值。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(h) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

4. 主要會計政策(續)

(g) 存貨

存貨按成本與可變現淨值兩者之較低者列帳。成本以加權平均基準計算。製成品及在製品成本包括原材料、直接勞工及所有生產經常性開支之適當部分以及加工費用(如適用)。可變現淨值按日常業務之估計售價減估計完成成本及進行銷售估計所需費用計算。

(h) 確認及終止確認財務工具

當本集團成為財務工具合約條文之一方時，財務資產及財務負債會於本集團成為財務工具合同條文之訂約方時在財務狀況報表內確認。

自資產收取現金流量之合約權利屆滿時；或本集團轉移資產所有權之絕大部分風險及回報時；或本集團並無轉移或保留資產所有權之絕大部分風險及回報，但並無保留該資產控制權時，則終止確認財務資產。於終止確認財務資產時，該資產賬面值與所收取代價加已於其他全面收入內確認之累計損益之總和兩者間之差額乃於損益確認。

當有關合約所訂明責任獲履行、註銷或屆滿時，則終止確認財務負債。終止確認之財務負債賬面值與已付代價兩者間之差額於損益確認。

4. Significant Accounting Policies (continued)

(i) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. An allowance for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the allowance is the difference between the receivables' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate computed at initial recognition. The amount of the allowance is recognised in profit or loss.

Impairment losses are reversed in subsequent periods and recognised in profit or loss when an increase in the receivables' recoverable amount can be related objectively to an event occurring after the impairment was recognised, subject to the restriction that the carrying amount of the receivables at the date the impairment is reversed shall not exceed what the amortised cost would have been had the impairment not been recognised.

(j) Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and in hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

(k) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

4. 主要會計政策(續)

(i) 應收賬款及其他應收款

應收賬款及其他應收款乃並非在活躍市場報價而具有固定或可釐定款項之非衍生財務資產，初次按公允值確認，其後則採用實際利率法以攤銷成本減減值撥備計量。應收賬款及其他應收款減值撥備乃在有客觀跡象顯示本集團無法按應收款項之原有條款收回所有金額時作出。撥備金額為應收款項賬面值與估計日後現金流量現值(按初次確認時之實際利率貼現計算)間之差額。該撥備金額於損益確認。

當應收款項可收回金額之增加可客觀上源於與確認減值後發生之事件有關時，減值虧損會於其後期間撥回並在損益確認，惟應收款項於撥回減值日期之賬面值不得超過如並無確認減值時之攤銷成本。

(j) 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含銀行存款及現金、存放於銀行和其他財務機構的活期存款，以及短期和流動性極高，且可換算為已知數額現金、其所承受價值變動風險甚低的投資。現金及現金等價物亦包括須於接獲通知時償還，及構成本集團現金管理一部分的銀行透支。

(k) 財務負債及權益工具

財務負債及權益工具按所訂立合約安排之內容及香港財務報告準則中財務負債及權益工具之定義分類。權益工具指能證明擁有本集團在減除所有負債後資產中剩餘權益之合約。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(l) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(m) Trade and other payables

Trade and other payables are stated initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(n) Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(o) Customer loyalty programme

The Group maintains loyalty points programmes within its retail shops operate in Hong Kong and the People's Republic of China (the "PRC"), which allow customers to accumulate points when they purchase products in the shops or joining its clubs/programmes. The points can then be redeemed for free products/gifts, subject to certain terms and conditions. A portion of the consideration received for the products sold is allocated to the points issued and deferred. This is then recognised as revenue over the period that the points are redeemed.

4. 主要會計政策(續)

(l) 借貸

借貸最初按公允值(扣除已產生之交易成本)確認,其後則採用實際利率法按已攤銷成本計量。

除非本集團擁有無條件延遲償還負債直至年結日後最少12個月之權利,否則借貸分類為流動負債。

(m) 應付賬款及其他應付款

應付賬款及其他應付款初次按公允值列帳,其後採用實際利率法按攤銷成本計量,除非貼現之影響並不重大,於此情況下則按成本值列帳。

(n) 權益工具

本公司發行之權益工具按已收所得款項減直接發行成本入賬。

(o) 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,客戶於店內購買產品或加入會籍/計劃時可累積積分。根據若干條款及條件,積分隨後可免費換領產品/禮品。出售產品時,所收取代價公允值一部分分配至已發行積分,並遞延處理,其後於積分獲贖回期間確認為收入。

4. Significant Accounting Policies (continued)

(p) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits will flow to the entity and the amount of revenue can be measure reliability.

Revenues from the sales of manufactured goods and trading of finished goods are recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered and the title has passed to the customers.

Interest income is recognised on a time-proportion basis using the effective interest method.

Sales of goods that result in award credits for customers, under the Group's customer loyalty programme, are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the goods sold and the award credits granted. The consideration allocated to the award credits is measured by reference to their fair value. 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.

Rental income is recognised on a straight-line basis over the lease term.

4. 主要會計政策(續)

(p) 收入確認

收入乃按已收或應收代價之公允值計量，並於經濟利益可能流入實體並能可靠地計算收入金額時確認入賬。

銷售經加工貨品及買賣製成品所得收入於擁有權之風險及回報轉讓時確認，一般而言，擁有權轉讓與貨品交付及所有權轉讓予客戶之時間相同。

利息收入採用實際利息法按時間比例確認。

根據本集團客戶忠誠計劃產生之客戶忠誠獎勵之貨品銷售，入賬列作多元收入交易，且已收或應收代價之公允值於已售貨品及已授忠誠獎勵之間分配。分配予忠誠獎勵之代價乃參考其公允值計量。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。

租金收入按租期以直線法確認。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(q) Employee benefits

- (i) 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 stated at their present value.
- (ii) Contributions to Mandatory Provident Funds (“MPF”) as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance and contributions to the retirement schemes operated by the relevant authorities for employees of the subsidiaries in the PRC and Malaysia are recognised as an expense in profit or loss in the statement of comprehensive income as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.
- (iii) The Group’s net obligation 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 at year end date on Exchange Fund Notes that have maturity dates approximating the terms of the Group’s obligations.

4. 主要會計政策(續)

(q) 僱員福利

- (i) 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帳。
- (ii) 根據香港《強制性公積金計劃條例》規定作出的強制性公積金(「強積金」)供款及為中國及馬來西亞之附屬公司僱員參與由有關政府部門管理之退休金計劃作出的供款，均於產生時在全面收入報表之損益確認為開支；但已計入尚未確認為開支的存貨成本的數額除外。
- (iii) 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允值。計算現值所採用的貼現率是根據外匯基金票據於年結日的收益率釐定，其到期日與本集團就該福利須履行供款責任的年期相若。

4. Significant Accounting Policies (continued)

(r) Share-based payments

The Group issues equity-settled share-based payments to certain employees and suppliers. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

(s) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as 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 eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

4. 主要會計政策(續)

(r) 以股份償付

本集團向若干僱員及供應商授出以權益結算以股份支付。權益結算股份支付按授出日期權益工具之公允值計量，惟不計及按非市場為基礎之歸屬條件之影響。於權益結算以股份支付授出日期釐定之公允值，乃於歸屬期間按本集團估計最終歸屬之股份以直線法基準支銷，並就非按市場為基礎之歸屬條件之影響作出調整。

(s) 借貸成本

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，直至該等合資格資產大致上可作擬定用途或予以出售時為止。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，乃於資本化借貸成本中扣除。

倘合資格資產是以一般性借入資金獲取，可資本化之借貸成本數額乃透過該項資產之支出所採用之資本化率而釐定。資本化率乃於有關期間內尚未償還的適用於本集團借貸之借貸成本之加權平均數，惟特別為獲取合資格資產而作出之借貸則除外。

所有其他借貸成本乃於產生期間在損益確認。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on interests in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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 profits will be available to allow all or part of the asset to be recovered.

4. 主要會計政策(續)

(t) 稅項

所得稅指即期稅項及遞延稅項之總和。

即期應付稅項乃根據本年度應課稅盈利計算。應課稅盈利與於損益確認之盈利有所不同，原因為其不包括於其他年度之應課稅或可扣稅之收入或開支項目，且進一步不包括該等永遠毋須課稅或扣稅之項目。本集團有關即期稅項之負債乃採用於年結日前已實施或大致實施之稅率計算。

遞延稅項乃按在財務報表內資產與負債賬面值與計算應課稅盈利所用相應稅基兩者間之差額確認。遞延稅項負債一般乃就所有應課稅暫時差額確認入賬，而遞延稅項資產則會在應課稅盈利可能可供用作抵銷可抵扣暫時差額、未動用稅項虧損或未動用稅項抵免可使用時確認入賬。倘暫時差額乃因商譽或因一項交易涉及之其他資產及負債進行初步確認時(不包括業務合併)產生，而該項交易不會影響應課稅盈利或會計盈利，則不會確認該等資產及負債。

遞延稅項負債將會就於附屬公司權益產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回，並該暫時差額不大可能在可見將來撥回者除外。

遞延稅項資產之賬面值乃於各年結日審閱，並在不再可能有足夠應課稅盈利以收回所有或部分資產之情況下予以削減。

4. Significant Accounting Policies (continued)

(t) Taxation (continued)

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(u) Related parties

A related party is a person or entity that is related to the Group if:

(A) A person or a close member of that person's family is related to the Group if 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.

4. 主要會計政策(續)

(t) 稅項(續)

遞延稅項乃根據於年結日前已實行或大致實行之稅率，按預期在償還負債或變現資產期間適用之稅率計算。遞延稅項乃於損益確認，惟倘其與於其他全面收入內確認之項目或直接於權益確認之項目有關時，則在此情況下亦會在其他全面收入確認或直接於權益內確認。

當可合法將即期稅項資產與即期稅項負債抵銷時，並且當其與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，遞延稅項資產及負債方可互相抵銷。

(u) 關連人士

關連人士為與本集團有關連之人士或實體。

(A) 倘屬以下人士，即該人士或該人士的近親為本集團的關連方：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響力；或
- (iii) 為本集團或本集團母公司主要管理人員的其中一名成員。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(u) Related parties (continued)

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (A).
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

4. 主要會計政策(續)

(u) 關連人士(續)

(B) 倘符合下列條件，即該實體與本集團有關連：

- (i) 該實體與本集團屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營公司(或另一實體為成員公司的集團旗下成員公司的聯營公司或合營公司)。
- (iii) 兩間實體均為同一第三方的合營公司。
- (iv) 一間實體為第三方實體的合營公司，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連的實體就僱員利益設立的離職福利計劃。
- (vi) 實體受上文(A)所識別人士控制或受共同控制。
- (vii) 受上文(A)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。

4. Significant Accounting Policies (continued)

(u) Related parties (continued)

(C) Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependants of that person or that person's spouse or domestic partner.

(v) Impairment of assets

Intangible assets that have an indefinite useful life or not yet available for use are reviewed annually for impairment and are reviewed for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and other intangible assets except deferred tax assets, inventories and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. 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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

4. 主要會計政策(續)

(u) 關連人士(續)

(C) 任何人士之近親為可能預期於與該實體之交易中影響該名人士或受該名人士影響之家族成員，包括：

- (i) 該名人士之子女及配偶或同居伴侶；
- (ii) 該名人士之配偶或同居伴侶之子女；及
- (iii) 該名人士或其配偶或同居伴侶之受養人。

(v) 資產減值

擁有不確定可使用年限或尚未能使用的資產會每年作減值評估作及當出現事件或情況改變顯示未必能收回賬面值，則會檢討資產之減值。

於各年結日，本集團審閱其有形及其他無形資產(遞延稅項資產、存貨及應收款項除外)之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘若出現任何該等跡象，則估計資產之可收回金額，以便釐定任何減值虧損程度。倘若未能估計個別資產之可收回金額，則本集團估計資產所屬現金產生單位之可收回金額。

可收回金額乃公允值減銷售成本及使用價值兩者中較高者。在評估使用價值時，估計日後現金流按反映現時市場對該項資產之特定貨幣時間值及風險之評估之稅前貼現率貼現至現值。

倘估計資產或現金產生單位之可收回金額估計較其賬面值為少，則資產或現金產生單位之賬面值會減少至其可收回金額。減值虧損即時於損益確認，惟倘相關資產以重估價值列帳，則在此情況下減值虧損按重估價值減少處理。

Notes to the Financial Statements (continued)

財務報表附註(續)

4. Significant Accounting Policies (continued)

(v) Impairment of assets (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

4. 主要會計政策(續)

(v) 資產減值(續)

倘減值虧損其後撥回，資產或現金產生單位之賬面值乃增加至其可收回金額之經修訂估計值，惟已增加賬面值不得超過如過往年度並無確認資產或現金產生單位減值虧損而釐定之賬面值(扣除攤銷或折舊)。減值虧損撥回即時於損益確認，惟倘相關資產以重估金額列帳，則在此情況下減值虧損撥回按重估增加處理。

(w) 撥備及或然負債

當本集團因過往事件須承擔現有之法律或推定責任，而履行責任可能導致經濟利益流出，且能可靠估計責任金額之情況下，須對不確定時間或金額之負債確認撥備。倘貨幣時間值重大，則撥備金額按預期用於解除該責任之支出之現值列帳。

倘不大可能導致經濟利益流出，或責任金額無法可靠估計，則責任披露為或然負債，除非經濟利益流出之可能性極低。可能出現之責任之存在將僅取決於日後是否會發生一宗或多宗事件，亦披露為或然負債，除非經濟利益流出之可能性極低。

4. Significant Accounting Policies (continued)

(x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the financial statements when material.

(y) Segment reporting

The Group determined its operating segments and prepared segment information based on the regular internal financial information reported to the Group's chief operating decision makers, for their decisions about resources allocation to the Group's business components and review of these components' performance.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group enterprises within a single segment.

Segment capital expenditure is the total cost incurred during the year to acquire segment assets that are expected to be used for more than one year.

4. 主要會計政策(續)

(x) 報告期間後事項

提供有關本集團於年結日狀況之額外資料或顯示持續經營假設並不適當之報告期間後事項均為調整事項，並於財務報表內反映。倘報告期間後發生之非調整事項為重大事項，則會於財務報表附註內披露。

(y) 分部報告

本集團按定期向本集團主要營運決策者匯報以供決定分配資源至本集團業務分部及檢討該等分部表現之內部財務資料，釐定其經營分部及編製分部資料。

分部收入、支出、業績、資產及負債包括某分部直接應佔以及可按合理基準分配至該分部之項目。例如，分部資產可包括存貨、應收賬款以及物業、廠房及設備。分部收入、支出、資產及負債包含須在編製綜合財務報表時抵銷之集團內部往來的餘額和集團內部交易；但同屬一個分部的集團企業之間的集團內部往來的餘額和交易則除外。

分部資本開支指年內購入預計使用超過一年之分部資產所產生成本總額。

Notes to the Financial Statements (continued)

財務報表附註(續)

5. Critical Judgements and Key Estimates

(a) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amount recognised in the financial statements.

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 the likely timing and the level of future taxable profits.

(b) Key sources of estimation uncertainty

The key assumptions concerning the future, and the key sources of estimation uncertainty at the end of 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 discussed below:

(i) *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.

5. 重大判斷及主要估計

(a) 應用於會計政策時之重大判斷

於應用會計政策過程中，董事已作出以下對於財務報表確認之金額有極大影響之判斷。

遞延稅項資產

所有未被動用稅項虧損乃被確認為遞延稅項資產，惟以應課稅盈利可能可用作抵扣可動用之虧損為限。為釐定可予確認之遞延稅項資產金額，須根據未來應課稅盈利之可能時間及數額作出重大判斷。

(b) 估計不明朗因素之主要來源

涉及未來之主要假設及於年結日估計不明朗因素，其具有導致於下個財政年度對資產及負債賬面值作出重大調整之重大風險之主要來源討論如下：

(i) *物業、廠房及設備的可使用年期及折舊*

本集團釐定物業、廠房及設備的估計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、機器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，並會將已報廢或出售的技術上過時或非策略資產撇銷或撇減。實際經濟年期可能與所估計可使用年期不同。定期檢討可使可折舊年期出現變動，繼而引致對未來期間的折舊開支作出變動。

5. Critical Judgements and Key Estimates (continued)

(b) Key sources of estimation uncertainty (continued)

(ii) 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.

(iii) Allowance for bad and doubtful debts

The Group determines the allowance for bad and doubtful debts 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 allowance at the end of each reporting period.

(iv) Customer loyalty programmes

The Group measures the cost of the loyalty award credits by reference to the costs of products and gifts redeemed in the prior years and the probability of redemption are estimated by the directors based on the past history. Actual results may differ from the estimation.

5. 重大判斷及主要估計(續)

(b) 估計不明朗因素之主要來源(續)

(ii) 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行動而有重大變化。董事於各年結日重新評估有關估計。

(iii) 呆壞賬撥備

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。董事於各年結日重新評估撥備。

(iv) 客戶忠誠計劃

本集團參考過往年度獲換領產品及禮品之成本計量忠誠獎勵之成本，而換領之可能性則由董事根據過往歷史估計。實際結果或會與估算有所不同。

Notes to the Financial Statements (continued)

財務報表附註(續)

5. Critical Judgements and Key Estimates (continued)

(b) Key sources of estimation uncertainty (continued)

(v) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

6. Turnover

The principal activities of the Group are the manufacture, sale and marketing of jewellery products. Turnover represents the sales value of jewellery products sold to customers, net of value added tax and discount.

7. Other Income

5. 重大判斷及主要估計(續)

(b) 估計不明朗因素之主要來源(續)

(v) 所得稅

本集團須在多個司法權區繳納所得稅。所得稅撥備之釐定是需要作出重大估算。在日常業務過程中，有許多交易和計算所涉及的最終稅務釐定都是不確定的。倘該等事宜的最終稅務結果與最初記錄的金額有差異，該等差異將會影響所得稅和遞延稅項於期內的撥備。

6. 營業額

本集團的主要業務是製造、銷售及推廣珠寶首飾。營業額是在扣除增值稅及折扣後的銷售給客戶珠寶首飾的銷售價值之淨值。

7. 其他收入

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Interest income	利息收入	460	760
Rental income	租金收入	—	159
Net foreign exchange gains/(losses)	淨匯兌收入/(虧損)	7,316	(789)
Others	其他	6,898	5,683
		14,674	5,813

8. Profit Before Taxation

Profit before taxation is arrived at after charging/(crediting):

		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
(a) Finance costs	(a) 財務費用		
Interest on bank loans and overdrafts wholly repayable within five years	應五年內全數清付之銀行貸款及透支的利息	9,139	5,650
Interest on other loan wholly repayable within five years	應五年內全數清付之其他貸款的利息	–	43
Interest element of finance lease payments	融資租賃承擔的財務費用	238	15
		9,377	5,708

The analysis shows the finance costs of bank borrowings, including terms loans which contain a repayment on demand clause, in accordance with the agreed scheduled repayment dates set out in the loan agreements.

有關分析顯示銀行貸款之財務費用，包括根據貸款協議所載協定計劃償還日期包含按要求償還條款之定期貸款。

		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
(b) Staff costs	(b) 員工成本		
Contribution to defined contribution retirement plan (note 25(b))	界定供款退休計劃供款 (附註25(b))	7,288	5,864
Adjustment in respect of long service payments (note 25(a)(ii), 25(a)(iii) and 25(a)(iv))	已就長期服務金確認的調整 (附註25(a)(ii)、25(a)(iii)及25(a)(iv))	6,982	1,593
Retirement costs – net	退休計劃成本 – 淨額	14,270	7,457
Salaries, wages and other benefits	薪金、工資及其他福利	440,308	343,956
		454,578	351,413

Notes to the Financial Statements (continued)

財務報表附註(續)

8. Profit Before Taxation (continued)

8. 除稅前盈利(續)

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
(c) Other items	(c) 其他項目		
Auditors' remuneration	核數師酬金		
– current year provision	– 本年度撥備		
– auditor of the Company	– 本公司核數師	2,000	2,000
– other auditors	– 其他核數師	375	260
Cost of goods sold	銷售成本	1,749,865	1,224,836
Depreciation	折舊	54,543	42,176
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	15	58
Operating lease charges	經營租賃費用		
– land and buildings situated in Hong Kong	– 香港之土地及樓宇	121,841	87,391
– land and buildings situated other than in Hong Kong	– 香港以外之土地及樓宇	30,185	23,138
Provision/(reversal of provision) for inventories	存貨撥備/(撥備回撥)	3,668	(10,830)
Rental income from properties less direct outgoings	物業租金收入減直接支出		
– rental income	– 租金收入	–	(159)
– direct outgoings	– 直接支出	–	18
		–	(141)
Reversal of allowance for bad and doubtful debts	呆壞賬撥備回撥	(14,155)	(115)

Cost of goods sold includes HK\$78,318,000 (2011: HK\$62,999,000) relating to staff costs, depreciation expenses, operating lease charges, which amounts are also included in the respective total amounts disclosed separately above in note 8(b) and 8(c) for each of these types of expenses.

銷售成本包括與員工成本、折舊費用及經營租賃費用有關的港幣78,318,000元(2011年：港幣62,999,000元)。有關數額亦已記入以上附註8(b)及附註8(c)所列各類相關開支中。

9. Taxation

(a) Taxation recognised in profit or loss in the consolidated statement of comprehensive income represents:

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Current tax – Hong Kong Profits Tax	本期稅項 – 香港利得稅		
Provision for the year	本年度撥備	12,955	8,122
Underprovision/(overprovision) in prior years (note 9(c))	以往年度撥備不足/(撥備回撥) (附註9(c))	350	(28,643)
		13,305	(20,521)
Current tax – overseas	本期稅項 – 海外		
Provision for the year	本年度撥備	37,817	44,264
(Overprovision)/underprovision in prior years	以往年度(撥備回撥)/撥備不足	(1,669)	49
		36,148	44,313
Deferred tax (note 26(a))	遞延稅項(附註26(a))	5,358	6,633
		54,811	30,425

Hong Kong Profits Tax has been provided at a rate of 16.5% (2011: 16.5%) on the estimated assessable profits for the year. Taxation for overseas subsidiaries is charged at the appropriate current rates of taxation ruling in the relevant countries.

9. 稅項

(a) 於綜合全面收入報表之盈利或虧損確認之稅項：

香港利得稅乃根據本期間於香港賺取或源於香港之估計應課稅盈利，按適用稅率16.5%（2011年：16.5%）計算。於海外經營之附屬公司之稅項乃按其營運的有關司法權區的適用稅率，並根據有關現行法律、準則及詮釋釐定計算。

Notes to the Financial Statements (continued)

財務報表附註(續)

9. Taxation (continued)

(b) Reconciliation between profit before taxation and taxation recognised in profit or loss in the consolidated statement of comprehensive income is as follows:

9. 稅項(續)

(b) 除稅前盈利和於綜合全面收入報表之盈利或虧損確認之稅項之對賬：

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Profit before taxation	除稅前盈利	235,807	230,663
Notional tax on profit before taxation, calculated at the rates applicable to profits in the countries concerned	按照在相關國家獲得盈利的適用稅率計算除稅前盈利的名義稅項	52,907	54,837
Tax effect of profits entitled to tax exemption	享有免稅優惠的盈利的稅項影響	(5,863)	(5,969)
Tax effect of non-deductible expenses	不可扣減支出的稅項影響	5,796	3,949
Tax effect of non-taxable income	毋須課稅收入的稅項影響	(1,665)	(1,563)
Tax effect of prior year's tax losses utilised this year	於本年度動用往年度稅損的稅項影響	(4,618)	(1,545)
Tax effect of temporary differences not recognised	未確認暫時差異的稅項影響	3,851	1,916
Tax effect of prior year's temporary difference recognised	確認以往年度的暫時差異的稅項影響	(6,217)	(3,176)
Tax effect of unused tax losses not recognised	未確認未運用的稅項虧損的稅項影響	6,149	6,372
Overprovision in prior years	以往年度撥備撥回	(1,319)	(28,594)
Tax effect of withholding tax at 5% on the distributable profits of the Group's subsidiaries established in the PRC	按本集團於中國成立之附屬公司之可分派溢利5%計算預扣所得稅的稅項影響	5,790	4,198
Taxation	稅項	54,811	30,425

9. Taxation (continued)

(c) Inland Revenue Department (“IRD”), in prior years, issued protective profits tax assessments and additional tax proposals for the years ended 29 February 1996 to 28 February 2005 with respect to the disputes between certain subsidiaries of the Company with IRD regarding the tax treatment of certain offshore income and agents commission payments and promoter fees for prior years (the “Tax Disputes”). The Group had established full provision for all assessments and additional tax proposed issued by IRD in respect of the Tax Disputes in the previous years. Provisions for tax surcharges and interest/compounds totalling HK\$32 million were also made on the then outstanding balances of assessments and proposed additional tax in prior years.

The Group submitted proposals to IRD on 30 April 2010 for settlement of the Tax Disputes up to the year ended 28 February 2009 and these proposals were accepted by IRD. The Group’s subsidiaries respectively received revised assessments on the Tax Disputes totalling HK\$67 million in August 2010. Furthermore, in the letters received by the Group in October 2010, IRD agreed, upon payment of compounds of HK\$9 million, not to take any further action under the Inland Revenue Ordinance against the Group in relation to the Tax Disputes.

As the Tax Disputes have been fully settled, the excessive tax provision and the related tax surcharge and interest/compounds provision of HK\$27 million and HK\$19 million made in previous years have been written back to the profit or loss in the statement of comprehensive income for the year ended 28 February 2011.

9. 稅項(續)

(c) 於過往年度，香港稅務局(「稅務局」)已就本公司若干附屬公司與稅務局因過往年度之若干離岸收入及代理佣金付款及推廣費用之稅項處理方法引起之爭議(「稅務爭議」)發出截至1996年2月29日止年度至截至2005年2月28日止年度之保障性利得稅評稅及額外稅項建議。就稅務局涉及稅務爭議所發出之所有評稅及額外稅項建議，本集團已全數在過往年度作出撥備。本集團就過往年度當時未付之評稅結餘及建議額外稅項作出合共港幣32,000,000元之稅務附加費及補加稅／利息撥備。

本集團於2010年4月30日向稅務局提交建議，以解決截至2009年2月28日止年度之稅務爭議，而該等建議已獲稅務局接納。本集團附屬公司分別於2010年8月收到就稅務爭議之經修訂評稅，總數為港幣67,000,000元。此外，於本公司在2010年10月接獲之函件內，稅務局同意本集團於支付合共港幣9,000,000元補加稅後，不再根據稅務條例就稅務爭議向本集團採取任何行動。

由於與稅務局之稅務爭議已獲解決，於過往年度作出之超額稅務撥備及相關稅務附加費及補加稅／利息撥備港幣27,000,000元及港幣19,000,000元已於截至2011年2月28日止年度撥回損益賬之全面收入報表內。

Notes to the Financial Statements (continued)

財務報表附註(續)

10. Directors' Remuneration

Directors' remuneration for the year ended 29 February 2012 is as follows:

10. 董事酬金

截至2012年2月29日止年度的董事酬金如下：

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Fees	袍金	1,080	1,081
Salaries and other emoluments	薪金及其他薪酬	5,990	7,198
Performance related incentives	與表現相關之獎勵	4,260	4,157
Contribution to defined contribution retirement plan	界定供款退休計劃供款	30	48
		11,360	12,484

Included in the directors' remuneration were fees of HK\$1,080,000 (2011: HK\$1,081,000) paid to the non-executive directors during the year.

董事酬金包括年內支付予非執行董事的袍金港幣1,080,000元(2011年：港幣1,081,000元)。

10. Directors' Remuneration (continued)

10. 董事酬金 (續)

		Fees	Salaries and other emoluments	Performance related incentives	Contribution to defined contribution retirement plan	Total
		袍金	薪金及其他薪酬	與表現相關之獎勵	界定供款退休計劃供款	總額
		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
2012	2012					
Executive directors:	執行董事：					
Yau On Yee, Annie	邱安儀	–	3,148	3,000	12	6,160
Erwin Steve Huang	黃岳永	–	1,080	540	–	1,620
Cheung Tse Kin, Michael ⁽⁴⁾	張子健 ⁽⁴⁾	–	208	–	4	212
Lai Tsz Mo, Lawrence	黎子武	–	1,430	720	12	2,162
Chow Kwok Ying, Rachel ⁽¹⁾	周國瑛 ⁽¹⁾	–	124	–	2	126
		–	5,990	4,260	30	10,280
Independent Non-executive directors:	獨立非執行董事：					
Chui Chi Yun, Robert	崔志仁	360	–	–	–	360
Heng Ching Kuen, Franklin	幸正權	360	–	–	–	360
Chan Yue Kwong, Michael ⁽³⁾	陳裕光 ⁽³⁾	360	–	–	–	360
		1,080	–	–	–	1,080
		1,080	5,990	4,260	30	11,360

Notes to the Financial Statements (continued)

財務報表附註(續)

10. Directors' Remuneration (continued)

10. 董事酬金(續)

		Fees	Salaries and other emoluments	Performance related incentives	Contribution to defined contribution retirement plan	Total
		袍金	薪金及其他薪酬	與表現相關之獎勵	界定供款退休計劃供款	總額
		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
2011	2011					
Executive directors:	執行董事：					
Yau On Yee, Annie	邱安儀	–	3,059	3,000	12	6,071
Erwin Steve Huang	黃岳永	–	1,080	513	–	1,593
Cheung Tse Kin, Michael ⁽⁴⁾	張子健 ⁽⁴⁾	–	756	–	12	768
Lai Tsz Mo, Lawrence	黎子武	–	1,310	644	12	1,966
Chow Kwok Ying, Rachel ⁽¹⁾	周國瑛 ⁽¹⁾	–	993	–	12	1,005
		–	7,198	4,157	48	11,403
Independent Non-executive directors:	獨立非執行董事：					
Chui Chi Yun, Robert	崔志仁	360	–	–	–	360
Peter George Brown ⁽²⁾	包安嵐 ⁽²⁾	174	–	–	–	174
Heng Ching Kuen, Franklin	幸正權	360	–	–	–	360
Chan Yue Kwong, Michael ⁽³⁾	陳裕光 ⁽³⁾	187	–	–	–	187
		1,081	–	–	–	1,081
		1,081	7,198	4,157	48	12,484

- Ms. Chow Kwok Ying, Rachel resigned as an Executive director on 1 May 2011.
- Mr. Peter George Brown retired as an Independent Non-executive director on 25 August 2010.
- Mr. Chan Yue Kwong, Michael appointed as an Independent Non-executive director on 25 August 2010.
- Mr. Cheung Tse Kin, Michael resigned as an Executive director on 4 June 2011.

- 於2011年5月1日周國瑛女士辭任本公司執行董事。
- 於2010年8月25日包安嵐先生退任本公司獨立非執行董事。
- 於2010年8月25日陳裕光先生獲委任為本公司獨立非執行董事。
- 於2011年6月4日張子健先生辭任本公司執行董事。

10. Directors' Remuneration (continued)

No emolument was paid by the Group to any director as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 29 February 2012 and 28 February 2011.

There was no arrangement under which a director waived or agreed to waive any remuneration during the years ended 29 February 2012 and 28 February 2011.

11. Individuals with Highest Emoluments

Of the five individuals with the highest emoluments, three (2011: three) are directors whose emoluments are disclosed in note 10. The aggregate of the emoluments in respect of the other two (2011: two) individuals are as follows:

		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Salaries and other emoluments	薪金及其他酬金	2,768	2,636
Performance related incentives	與表現相關之獎勵	1,412	1,238
Contribution to defined contribution retirement plan	界定供款退休計劃供款	24	24
		4,204	3,898

10. 董事酬金(續)

於截至2012年2月29日及2011年2月28日止年度，本集團概無向任何董事支付酬金，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。

於截至2012年2月29日及2011年2月28日止年度，概無董事放棄或同意放棄任何酬金之安排。

11. 最高酬金人士

在5名最高酬金人士中，3名(2011年：3名)為董事，有關酬金詳情於附註10內披露。其餘2名(2011年：2名)人士的酬金總額如下：

Notes to the Financial Statements (continued)

財務報表附註(續)

11. Individuals with Highest Emoluments (continued)

The emoluments of the two (2011: two) individuals with the highest emoluments are within the following bands:

		2012 2012年 Number of individuals 人數	2011 2011年 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至港幣 1,500,000 元	1	1
HK\$1,500,001 to HK\$2,000,000	港幣 1,500,001 元至港幣 2,000,000 元	—	—
HK\$2,000,001 to HK\$2,500,000	港幣 2,000,001 元至港幣 2,500,000 元	—	—
HK\$2,500,001 to HK\$3,000,000	港幣 2,500,001 元至港幣 3,000,000 元	1	1
		2	2

No emolument was paid by the Group to any top five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 29 February 2012 and 28 February 2011.

11. 最高酬金人士(續)

該2名(2011年:2名)最高酬金人士的酬金在以下範圍內:

於截至2012年2月29日及2011年2月28日止年度,本集團概無向任何五名最高薪酬人士支付酬金,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。

12. Profit for the Year Attributable to Owners of the Company

The profit for the year attributable to owners of the Company included a profit of HK\$157,542,000 (2011: HK\$206,764,000) which has been dealt with in the financial statements of the Company.

12. 本公司擁有人應佔本年度盈利

本公司擁有人應佔本年度盈利包括一筆已列入本公司財務報表的本公司盈利港幣157,542,000元(2011年:盈利港幣206,764,000元)。

13. Dividends

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Interim dividend of HK\$0.027 (2011: HK\$0.027) per ordinary share paid	中期股息每股普通股港幣0.027元 (2011年：港幣0.027元)	5,679	5,679
Proposed final dividend of HK\$0.125 (2011: HK\$0.12) per ordinary share	擬派末期股息每股普通股 港幣0.125元(2011年：港幣0.12元)	26,292	25,240
		31,971	30,919

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of reporting period.

於年結日後提呈之末期股息並未於年結日確認為債務。

14. Earnings Per Share

(a) Basic earnings per share

The calculation of basic earnings per share attributable to owners of the Company is based on the profit for the year attributable to owners of the Company in the amount of HK \$162,347,000 (2011: HK\$176,118,000) and on the weighted average number of ordinary shares of 210,336,221 (2011: 210,336,221 ordinary shares) in issued during the year.

(b) Diluted earnings per share

There were no dilutive potential ordinary shares in existence during the years ended 29 February 2012 and 28 February 2011.

13. 股息

14. 每股盈利

(a) 每股基本盈利

每股基本盈利是按照本年度的本公司擁有人應佔盈利港幣162,347,000元(2011年：港幣176,118,000元)，以及年內已發行普通股之加權平均股數210,336,221股(2011年：210,336,221股普通股)計算。

(b) 每股攤薄盈利

截至2012年2月29日及2011年2月28日止年度內本集團概無潛在攤薄效應的普通股存在。

Notes to the Financial Statements (continued)

財務報表附註(續)

15. Segment Reporting

(a) Information about segment profit, segment assets and segment liabilities:

15. 分部報告

(a) 分部盈利、分部資產及分部負債資料

		PRC (including Hong Kong and Macau) 中國(包括香港及澳門)		Others 其他		Inter-segment elimination 分部間抵銷數額		Consolidated 綜合數額	
		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Year ended 29/28 February	截止2月29/28日								
Revenue from external customers	來自外界客戶的收入	3,326,420	2,493,975	32,643	23,568	-	-	3,359,063	2,517,543
Inter-segment revenue	分部間收入	29,002	10,640	-	-	(29,002)	(10,640)	-	-
Other revenue	其他收入	14,636	4,640	38	1,173	-	-	14,674	5,813
Reportable segment revenue	應報導分部收入	3,370,058	2,509,255	32,681	24,741	(29,002)	(10,640)	3,373,737	2,523,356
Segment results	分部業績	247,260	217,663	(2,076)	(681)			245,184	216,982
Write back of tax surcharge and interest/compounds provision	稅務附加費用及利息/ 補加稅撥備回撥							-	19,389
Finance costs	財務費用							(9,377)	(5,708)
Taxation	稅項							(54,811)	(30,425)
Consolidated profit for the year	本年度綜合盈利							180,996	200,238
Depreciation for the year	本年度折舊	53,438	41,847	1,105	329			54,543	42,176

15. Segment Reporting (continued)

15. 分部報告(續)

		PRC (including Hong Kong and Macau) 中國(包括香港及澳門)		Others 其他		Inter-segment elimination 分部間抵銷數額		Consolidated 綜合數額	
		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
At 29/28 February	於2月29/28日								
Segment assets	分部資產	2,119,027	1,784,840	39,196	39,841	(85,404)	(75,774)	2,072,819	1,748,907
Deferred tax assets	遞延稅項資產							21,036	19,015
Current tax assets	本期稅項資產							1,237	1,349
Consolidated total assets	綜合資產總值							2,095,092	1,769,271
Segment liabilities	分部負債	630,871	552,983	87,336	77,040	(85,404)	(75,774)	632,803	554,249
Bank overdrafts – secured	銀行透支 – 有抵押							44,063	18,054
Bank loans	銀行貸款							269,246	193,880
Interest bearing payable	計息應付款							120,000	–
Deferred tax liabilities	遞延稅項負債							24,380	16,837
Current tax liabilities	本期稅項負債							39,895	37,374
Obligations under finance leases	融資租賃承擔							6,731	3,706
Employee benefit obligations	僱員福利義務							19,727	12,745
Consolidated total liabilities	綜合負債總值							1,156,845	836,845
Additions to non-current segment assets	增加之非流動分部資產	90,163	44,539	112	3,253			90,275	47,792

(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 year.

(b) 有關主要客戶之資料

於本年度及去年度來自本集團最大客戶之營業額佔本集團總營業額少於10%。

Notes to the Financial Statements (continued)

財務報表附註(續)

16. Property, Plant and Equipment

(a) The Group

16. 物業、廠房及設備

(a) 本集團

		Land and buildings	Furniture, fixtures and equipment	Plant and machinery	Motor vehicles	Total
		土地及樓宇	傢俬、裝置 及設備	廠房及機器	汽車	總額
		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
COST	成本					
At 1 March 2010	於2010年3月1日	95,188	295,347	12,730	3,704	406,969
Exchange adjustments	匯兌調整	–	6,532	17	64	6,613
Additions	增置	–	46,572	955	265	47,792
Disposals	出售	–	(1,358)	(72)	(163)	(1,593)
At 28 February 2011 and 1 March 2011	於2011年2月28日及 2011年3月1日	95,188	347,093	13,630	3,870	459,781
Exchange adjustments	匯兌調整	–	7,207	57	59	7,323
Additions	增置	–	63,861	1,165	2,123	67,149
Disposals	出售	–	(2,575)	(123)	(194)	(2,892)
At 29 February 2012	於2012年2月29日	95,188	415,586	14,729	5,858	531,361

16. Property, Plant and Equipment (continued)

(a) The Group (continued)

16. 物業、廠房及設備(續)

(a) 本集團(續)

		Land and buildings 土地及樓宇 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Plant and machinery 廠房及機器 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
ACCUMULATED DEPRECIATION	累計折舊					
At 1 March 2010	於2010年3月1日	30,626	242,716	12,155	2,879	288,376
Exchange adjustments	匯兌調整	–	6,051	10	47	6,108
Charge for the year	本年度折舊	1,814	39,727	442	193	42,176
Disposals	出售	–	(1,193)	(67)	(157)	(1,417)
At 28 February 2011 and 1 March 2011	於2011年2月28日及 2011年3月1日	32,440	287,301	12,540	2,962	335,243
Exchange adjustments	匯兌調整	–	6,356	62	36	6,454
Charge for the year	本年度折舊	1,814	51,881	515	333	54,543
Disposals	出售	–	(2,504)	(120)	(187)	(2,811)
At 29 February 2012	於2012年2月29日	34,254	343,034	12,997	3,144	393,429
NET BOOK VALUE	賬面淨值					
At 29 February 2012	於2012年2月29日	60,934	72,552	1,732	2,714	137,932
At 28 February 2011	於2011年2月28日	62,748	59,792	1,090	908	124,538

Notes to the Financial Statements (continued)

財務報表附註(續)

16. Property, Plant and Equipment (continued)

(b) The Company

16. 物業、廠房及設備(續)

(b) 本公司

Furniture, fixtures
and equipment
傢俬、裝置及設備
HK\$'000 港幣千元

COST	成本	
At 1 March 2010, 28 February 2011 and 1 March 2011	於2010年3月1日、2011年2月28日及 2011年3月1日	9,269
Additions	增置	532
At 29 February 2012	於2012年2月29日	9,801
ACCUMULATED DEPRECIATION	累計折舊	
At 1 March 2010	於2010年3月1日	6,873
Charge for the year	本年度折舊	2,198
At 28 February 2011 and 1 March 2011	於2011年2月28日及2011年3月1日	9,071
Charge for the year	本年度折舊	331
At 29 February 2012	於2012年2月29日	9,402
NET BOOK VALUE	賬面淨值	
At 29 February 2012	於2012年2月29日	399
At 28 February 2011	於2011年2月28日	198

16. Property, Plant and Equipment (continued)

(c) The analysis of net book value of land and buildings is as follows:

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
In Hong Kong	在香港		
– Long leases	– 長期租賃	6,268	6,439
– Medium-term leases	– 中期租賃	54,666	56,309
		60,934	62,748
Other parts of the PRC	在中國其他地方		
– Long leases	– 長期租賃	–	–
		60,934	62,748

At the end of the reporting period, the property ownership certificates in respect of the property interests held in other parts of the PRC have not been issued by the relevant PRC government authority. The net book value of the properties was HK\$2 (2011: HK\$2) at the end of the reporting period.

(d) During the year, addition to furniture, fixtures, equipment and motor vehicles financed by new finance leases was HK\$5,747,000 (2011: HK\$3,645,000). At 29 February 2012, the carrying amount of the office equipment held under finance leases of the Group amounted to approximately HK\$8,349,000 (2011: HK\$4,045,000).

16. 物業、廠房及設備(續)

(c) 物業賬面淨值的分析如下：

於年結日，國內相關政府部門仍未就在中國其他地方持有的物業權益發出房地產擁有權證明書。該等物業於年結日的賬面淨值為港幣2元(2011年：港幣2元)。

(d) 於年內，以融資租賃所新購之傢俬、裝置及設備為港幣5,747,000元(2011年：港幣3,645,000元)。於2012年2月29日以融資租賃持有辦公室設備的賬面值約為港幣8,349,000元(2011年：港幣4,045,000元)。

Notes to the Financial Statements (continued)

財務報表附註(續)

17. Interests in Subsidiaries

17. 附屬公司權益

		The Company	
		本公司	
		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Unlisted shares/capital contributions, at cost	非上市股份／出資，按成本	712,742	712,742
Due from subsidiaries	應收附屬公司賬款	386,243	413,459
		1,098,985	1,126,201
Impairment loss	減值虧損	(160,687)	(315,141)
		938,298	811,060

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

附屬公司欠款乃無抵押、免息及並無固定還款期。

17. Interests in Subsidiaries (continued)

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立／註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際 所有權權益		Principal activities 主要業務
			2012 2012年	2011 2011年	
Beijing Qi Li Yun Jewellery Company Limited#/** 北京旗利雲珠寶有限公司**	PRC 中國	Renminbi ("RMB") 1,000,000 人民幣1,000,000元	100% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售
Beijing Tse Sui Luen Jewellery Company Limited ("BTSL")#/* 北京謝瑞麟珠寶有限公司 (「北京謝瑞麟」)*	PRC 中國	United States dollars ("US\$") 2,000,000 2,000,000美元	100% [®]	80.46% [®]	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% [®]	100% [®]	Trademarks holding 持有商標
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% [®]	80.46% [®]	Jewellery trading 珠寶貿易
Guangzhou Hong Yun Jewellery Company Limited#/** 廣州鴻雲珠寶有限公司**	PRC 中國	RMB1,000,000 人民幣1,000,000元	100% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售
Guangzhou Jingshi Jewellery Company Limited* 廣州精式珠寶首飾有限公司*	PRC 中國	HK\$18,000,000 港幣18,000,000元	100% [®]	100% [®]	Manufacturing and distribution of jewellery 珠寶製造及分銷
Guangzhou Tai Yi Trading Company Limited#/* 廣州泰億商貿有限公司*	PRC 中國	HK\$8,000,000 港幣8,000,000元	100% [®]	80.46% [®]	PRC jewellery trading 於中國從事珠寶零售

17. 附屬公司權益(續)

下表只載列對本集團的業績、資產或負債有重大影響的附屬公司詳情。除另有註明者外，所持有的股份均為普通股。

Notes to the Financial Statements (continued)

財務報表附註(續)

17. Interests in Subsidiaries (continued)

17. 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際 所有權權益		Principal activities 主要業務
			2012 2012年	2011 2011年	
Guangzhou Xi Yun Jewellery Company Limited#/** 廣州禧雲珠寶有限公司**	PRC 中國	RMB2,000,000 人民幣2,000,000元	100% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售
Guangzhou Xiang Yun Jewellery Company Limited#/** 廣州祥雲珠寶有限公司**	PRC 中國	RMB3,000,000 人民幣3,000,000元	100% [®]	80.46% [®]	PRC jewellery trading 於中國從事珠寶貿易
Impromptus Asia Pacific Limited	Hong Kong 香港	HK\$10,000 港幣10,000元	100% [®]	100% [®]	Goldsmith and jewellery trading 足金及珠寶貿易
Infinite Assets Corp. ("IAC")	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	HK\$277,254 港幣277,254元	100% [®]	80.46% [®]	Investment holding 投資控股
Liberty Mark Limited	BVI 英屬處女群島	US\$1 1美元	100% [®]	100% [®]	Investment holding 投資控股
Shanghai Fu Yun Jewellery Company Limited#/** 上海福雲珠寶有限公司**	PRC 中國	RMB1,000,000 人民幣1,000,000元	100% [®]	80.46% [®]	PRC jewellery retailing 於中國從事珠寶零售

17. Interests in Subsidiaries (continued)

17. 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際 所有權權益		Principal activities 主要業務
			2012 2012年	2011 2011年	
Shenzhen Jingyan Jewellery Company Limited#/* 深圳精研珠寶首飾有限公司*	PRC 中國	HK\$8,000,000 港幣 8,000,000 元	100%®	100%®	Manufacturing and distribution of jewellery 珠寶製造及分銷
TSL Investment (B.V.I.) Limited	BVI 英屬處女群島	HK\$1,000 港幣 1,000 元	100%	100%	Investment holding 投資控股
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\$34,000## 港幣 34,000 元##	100%®	100%®	Jewellery trading and retailing 珠寶貿易及零售
Tse Sui Luen Investment (China) Limited ("TSL China") 謝瑞麟投資(中國)有限公司 (「謝瑞麟中國」)	BVI 英屬處女群島	US\$6,863 6,863 美元	100%®	80.46%®	Investment holding 投資控股
Tse Sui Luen Jewellery Retailing Sdn. Bhd.	Malaysia 馬來西亞	Malaysian Ringgits 1,000,000 馬來西亞 1,000,000 元	100%®	100%®	Jewellery retailing 珠寶零售
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%®	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%®	100%®	Jewellery export 珠寶出口

Notes to the Financial Statements (continued)

財務報表附註(續)

17. Interests in Subsidiaries (continued)

17. 附屬公司權益(續)

Name of company 公司名稱	Place of establishment/ incorporation and operation 成立/註冊成立 及經營地點	Particulars of issued and paid up capital 已發行及繳足 股本詳情	Group's effective ownership interest 本集團的實際 所有權權益		Principal activities 主要業務
			2012 2012年	2011 2011年	
TSL Jewellery (Macau) Limited TSL珠寶(澳門)有限公司	Macau 澳門	Macau Patacal (“MOP”) 100,000 澳門幣100,000元	100% [®]	100% [®]	Jewellery retailing in Macau 於澳門從事珠寶零售
TSL Jewellery (H.K.) Co. Limited ("TSL (HK)") 謝瑞麟珠寶(香港)有限公司 (「謝瑞麟(香港)」)	Hong Kong 香港	HK\$40,000,490 港幣40,000,490元	100% [®]	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% [®]	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% [®]	100% [®]	Property holding and investment 持有物業及投資

Unofficial translation

* Registered under the laws of the PRC as foreign enterprise

** Registered under the laws of the PRC as limited liability company

® Indirectly held through subsidiaries

In addition to the ordinary shares, TSLJ has issued 36,574 deferred shares of HK\$1,000 each.

非正式譯名

* 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

® 透過附屬公司間接持有

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。

18. Other Asset

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Membership and seat in the Chinese Gold and Silver Exchange Society	金銀業貿易場會籍及席位	500	500

18. 其他資產

19. Inventories

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Raw materials	原材料	107,166	136,918
Work in progress	在製品	56,141	101,020
Finished goods	製成品	1,429,909	1,030,559
		1,593,216	1,268,497

19. 存貨

At 29 February 2012, the inventories held by 6 subsidiaries (the "Subsidiaries") amounting to HK\$823,555,000 (2011: HK\$645,235,000) had been pledged as a continuing security of the debts arising from the supply of polished diamonds and precious stones by Rosy Blue Hong Kong Limited ("Rosy Blue HK") to the Subsidiaries (the "Debts") from time to time (see also note 32(b) below).

於2012年2月29日，六家附屬公司（「該等附屬公司」）持有之存貨已予抵押，其賬面值為港幣823,555,000元（2011年：港幣645,235,000元），作為Rosy Blue Hong Kong Limited（「Rosy Blue HK」）不時向該等附屬公司供應精鍊鑽石及名貴寶石所產生之債項（「該債項」）之持續保證（亦請參閱附註32(b)）。

Notes to the Financial Statements (continued)

財務報表附註(續)

20. Trade and Other Receivables

20. 應收賬款及其他應收款

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Trade receivables	應收賬款	160,458	173,031
Other receivables, deposits and prepayments	其他應收款、按金及預付款	79,524	75,884
		239,982	248,915
Allowance for bad and doubtful debts (note (c))	呆壞賬撥備(附註(c))	(1,323)	(15,478)
		238,659	233,437
Long-term rental deposits classified as non-current assets	長期租賃按金分類為非流動資產	(23,126)	—
		215,533	233,437

(a) Included in trade and other receivables are trade receivables (net of allowance for bad and doubtful debts) with the following ageing analysis, based on the invoice date:

(a) 包括於應收賬款及其他應收款內的應收賬款(已扣除呆壞賬撥備)的按照發票日期計算的賬齡分析如下:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
0 to 30 days	0至30天	137,863	143,029
31 to 60 days	31至60天	12,300	6,256
61 to 90 days	61至90天	2,177	1,476
Over 90 days	超過90天	7,795	7,792
Total trade receivables	應收賬款總額	160,135	158,553
Other receivables, deposits and prepayments (note (d))	其他應收款、按金及預付款(附註(d))	78,524	74,884
		238,659	233,437

Apart from retail customers, the Group allows an average credit period from 30 to 90 days to other customers.

除零售顧客外，本集團給予其他顧客平均由30至90天的賒賬期。

20. Trade and Other Receivables (continued)

(b) The ageing analysis of the trade receivables that are neither individually nor collectively considered to be impaired is as follows:

		The Group 本集團	
		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Neither past due nor impaired	未逾期亦未作減值	158,877	154,779
Less than 6 months past due	逾期少於6個月	1,211	3,758
Over 6 months past due	逾期超過6個月	47	16
		160,135	158,553

Receivables that were neither past due nor impaired relate to a wide range 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 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 Group does not hold any collateral or other credit enhancements over those balances.

The directors consider that the trade and other receivables are approximate their fair values.

20. 應收賬款及其他應收款(續)

(b) 未被個別或整體界定為減值之應收賬款之賬齡分析如下：

並無逾期或減值之應收賬款與近期並無違約記錄之廣大客戶有關。

已逾期但尚未減值之應收賬款與向本集團付款記錄良好之若干獨立客戶有關。根據過往經驗，董事認為無須就該等結餘作出減值撥備，此乃由於信貸質素並無發生重大變動，而有關結餘亦被視為可悉數收回。本集團並無就該等結餘持有任何抵押品或其他信貸增益。

董事認為，應收賬款及其他應收款與其公允值相若。

Notes to the Financial Statements (continued)

財務報表附註(續)

20. Trade and Other Receivables (continued)

(c) Movements in allowance for bad and doubtful debts during the year were as follows:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 March	於3月1日	15,478	15,593
Reversal of allowance for bad and doubtful debts	呆壞賬撥備回撥	(14,155)	(115)
At 29/28 February	於2月29/28日	1,323	15,478

20. 應收賬款及其他應收款(續)

(c) 年內呆壞賬撥備之變動如下：

(d) Details of other receivables, deposits and prepayments are as follows:

(d) 其他應收款、按金及預付款明細如下：

		The Group 本集團		The Company 本公司	
		2012 2012年	2011 2011年	2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Other receivables	其他應收款	6,600	8,540	–	–
Deposits	按金	58,636	50,130	–	1
Prepayments	預付款	13,288	16,214	1,384	1,761
		78,524	74,884	1,384	1,762

20. Trade and Other Receivables (continued)

(e) The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Hong Kong dollars	港幣	66,000	52,901
Chinese Renminbi	人民幣	163,972	143,598
United States dollars	美元	6,449	34,141
Others	其他	2,238	2,797
		238,659	233,437

The carrying amounts of the Company's other receivables is denominated in HK\$.

本公司之其他應收款賬面值是以港幣計值。

20. 應收賬款及其他應收款(續)

(e) 本集團以不同貨幣計值之應收賬款及其他應收款明細如下：

21. Cash at Bank and in Hand

		The Group 本集團		The Company 本公司	
		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Cash at bank and in hand	銀行存款及現金	102,512	121,935	134	130

21. 銀行存款及現金

Notes to the Financial Statements (continued)

財務報表附註(續)

21. Cash at Bank and in Hand (continued)

The carrying amount of the Group's cash at bank and in hand are denominated in the following currencies:

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Hong Kong Dollars	港幣	23,215	27,156
Chinese Renminbi	人民幣	75,082	89,228
Malaysian Ringgits	馬來西亞元	2,655	4,012
United States Dollars	美元	638	655
Others	其他	922	884
		102,512	121,935

The carrying amount of the Company's cash at bank and in hand are denominated in HK\$.

Chinese Renminbi is not freely convertible into other currencies. However, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange Chinese Renminbi for other currencies through banks to settle the approved trade payables and dividend payments.

21. 銀行存款及現金(續)

本集團以不同貨幣計值之銀行存款及現金明細如下：

公司之銀行存款及現金賬面值以港幣計值。

中國人民幣不能與其他貨幣自由兌換。然而，根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團可透過銀行將人民幣兌換成其他貨幣以支付已經批核的應付賬款及分紅。

22. Trade and Other Payables

(a) The ageing analysis of trade and other payables, based on the date of receipt of goods, is as follows:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
0 to 30 days	0至30天	42,851	53,795
31 to 60 days	31至60天	49,666	85,235
61 to 90 days	61至90天	48,887	48,144
Over 90 days	超過90天	245,964	150,676
Total trade payables	應付賬款總額	387,368	337,850
Other payables and accruals (note (b))	其他應付款及應計費用(附註(b))	245,435	216,399
		632,803	554,249

The directors consider that the carrying amounts of the trade and other payables are approximate their fair values.

22. 應付賬款及其他應付款

(a) 應付賬款及其他應付款按照收貨日期計算的賬齡分析如下：

董事認為，應付賬款及其他應付款與其公允值相若。

Notes to the Financial Statements (continued)

財務報表附註(續)

22. Trade and Other Payables (continued)

(b) Details of other payables and accruals are as follows:

		The Group 本集團		The Company 本公司	
		2012 2012年	2011 2011年	2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Others payables	其他應付款	72,536	74,209	580	57
Customer deposits	顧客按金	9,223	9,891	–	–
Provision for liabilities	負債撥備	22,719	13,867	–	–
Accruals	應計費用	140,957	118,432	961	1,298
		245,435	216,399	1,541	1,355

(c) The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Hong Kong dollars	港幣	194,927	143,551
Chinese Renminbi	人民幣	151,654	146,722
United States dollars	美元	281,262	260,803
Others	其他	4,960	3,173
		632,803	554,249

The carrying amounts of the Company's other payables is denominated in HK\$.

22. 應付賬款及其他應付款(續)

(b) 其他應付款及應計費用明細如下：

(c) 本集團以不同貨幣計值之應付賬款及其他應付款明細如下：

本公司之其他應付款賬面值以港幣計值。

23. Bank Loans and Overdrafts

At 29 February 2012, interest-bearing bank loans and overdrafts were due for repayment as follows:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Overdrafts repayable on demand	銀行透支須按要求償還	44,063	18,054
Portion of term loans and trade financing due for repayment within one year (note)	須於一年內到期償還之部分定期貸款及貿易融資(附註)	227,546	137,180
Term loans due for repayment after one year	須於一年後到期償還之定期貸款		
– After 1 year but within 2 years	– 1年後但2年內	15,000	15,000
– After 2 years but within 5 years	– 2年後但5年內	26,700	41,700
Bank loans	銀行貸款	269,246	193,880

Note: The amounts due are based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause.

The carrying amounts of the Group's bank loans and overdrafts are denominated in HK\$.

The interest-bearing bank borrowings, including the term loans and trade financing repayable on demand, are carried at amortised cost. None of the portion of term loans due for repayment after one year which contain a repayment on demand clause and that is classified as a current liability is expected to be settled within one year.

23. 銀行貸款及透支

於2012年2月29日，計息銀行貸款及透支到期償還如下：

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Overdrafts repayable on demand	銀行透支須按要求償還	44,063	18,054
Portion of term loans and trade financing due for repayment within one year (note)	須於一年內到期償還之部分定期貸款及貿易融資(附註)	227,546	137,180
Term loans due for repayment after one year	須於一年後到期償還之定期貸款		
– After 1 year but within 2 years	– 1年後但2年內	15,000	15,000
– After 2 years but within 5 years	– 2年後但5年內	26,700	41,700
Bank loans	銀行貸款	269,246	193,880

附註：應付金額乃按貸款協議所載預定還款日期計算，並無計及任何按要求償還條款之影響。

本集團之銀行貸款及透支賬面值以港幣計值。

計息銀行借貸(包括按要求償還之定期貸款及貿易融資)按攤銷成本列值。預計概無於一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分定期貸款將於一年內清償。

Notes to the Financial Statements (continued)

財務報表附註(續)

23. Bank Loans and Overdrafts (continued)

All of the banking facilities are subject to the fulfilment of covenants relating to certain of the Group's statement of financial position ratios, as are commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants the drawn down facilities would become repayable on demand. In addition, certain of the Group's term loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations.

The Group regularly monitors its compliance with these covenants, is up to date with the scheduled repayments of the term loans and does not consider it is probable that the bank will exercise its discretion to demand repayment for so long as the Group continues to meet these requirements. Further details of the Group's management of liquidity risk are set out in note 34(a)(iii). As at 29 February 2012 none of the covenants relating to drawn down facilities had been breached (2011: Nil).

23. 銀行貸款及透支(續)

所有銀行融資額均受有關本集團若干財務狀況報表比率之契諾是否履行所限，而此常見於與金融機構訂立之借貸安排。倘本集團違反契諾，所提取融資額將須按要求償還。此外，本集團若干定期貸款協議包含給予貸款人權利可全權酌情隨時要求即時償還之條款，不論本集團是否已遵守契諾及履行預定還款責任。

本集團定期監察有否遵守此等契諾，迄今遵守定期貸款之預定還款責任，並認為只要本集團繼續遵守該等要求，銀行不太可能行使其酌情權要求還款。有關本集團管理流動資金風險之進一步詳情載於附註34(a)(iii)。於2012年2月29日，概無違反有關動用融資額之契諾(2011年：無)。

24. Obligations Under Finance Leases

At 29 February 2012, the Group had obligations under finance leases repayable as follows:

		2012			2011		
		2012年		2011年			
		Present value	Interest	Total minimum	Present value	Interest	Total minimum
		of the minimum	expense	lease payments	of the minimum	expense	lease payments
		lease payments	relating to	lease payments	lease payments	relating to	lease payments
		最低租賃	日後期間的	最低租賃	最低租賃	日後期間的	最低租賃
		付款現值	利息支出	付款總數	付款現值	利息支出	付款總數
		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
Within 1 year	1年內	4,179	230	4,409	1,881	134	2,015
After 1 year but within 2 years	1年後2年內	1,829	70	1,899	1,811	43	1,854
After 2 years but within 5 years	2年後5年內	723	26	749	14	-	14
		2,552	96	2,648	1,825	43	1,868
		6,731	326	7,057	3,706	177	3,883

The Group leases furniture, fixture and equipment under finance leases expiring within three years (note 16(d)). Interest rates are fixed at the contractual rates and thus exposed the Group to fair value interest rate risk. At the end of each lease term, the Group has the option to purchase the assets at a price deemed to be a bargain purchase option. None of the leases included contingent rentals. All finance lease payments are denominated in HK\$.

The Group's finance lease payables are secured by the charge over the leased assets.

24. 融資租賃承擔

於2012年2月29日，本集團的融資租賃承擔的還款期如下：

本集團透過於3年內到期之融資租賃租用傢俬、裝置及設備(附註16(d))。利率定於合約利率，故本集團面對公允值利率風險。於各租期結束時，本集團可選擇按視為優惠購買價之價格購買該資產。租賃並不包括或然租金。所有融資租賃以港幣為單位。

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)

25. Employee Benefit Obligations

(a) 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 in hand when such payments are required.

The latest actuarial valuation specifically designated for the Group's employees were completed by a qualified actuary, Towers Watson Hong Kong Limited, as at 29 February 2012, using the projected unit credit method.

- (i) The amount recognised in the consolidated statement of financial position is as follows:

25. 僱員福利義務

(a) 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五年的若干員工，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分。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手頭現金支付。

為本集團僱員而設的最近期精算估值已由合資格精算師韜睿惠悅香港有限公司於2012年2月29日採用預計單位貸記法完成。

- (i) 在綜合財務狀況報表確認的數額如下：

	The Group	
	本集團	
	2012	2011
	2012年	2011年
	HK\$'000 港幣千元	HK\$'000 港幣千元
Present value of defined benefit obligations 界定福利義務的現值	19,727	12,745

25. Employee Benefit Obligations (continued)

(a) Long service payments (continued)

(ii) Movements in the net liabilities recognised in the consolidated statement of financial position are as follows:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 March	於3月1日	12,745	11,152
Expense recognised in the profit or loss in consolidated statement of comprehensive income (note 8(b))	在綜合全面收入報表之損益確認的支出(附註8(b))	6,982	1,593
At 29/28 February	於2月29/28日	19,727	12,745

(iii) Expense/(reversal of expense) recognised in the profit or loss in the consolidated statement of comprehensive income is as follows:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Current service cost	本年度服務成本	190	32
Interest cost	利息費用	354	299
Net actuarial losses recognised	已確認精算虧損淨額	6,438	1,474
Long service payment benefit made net of MPF benefits	扣除強積金之長期服務金付款	–	(212)
		6,982	1,593

25. 僱員福利義務(續)

(a) 長期服務金(續)

(ii) 在綜合財務狀況報表確認的負債淨額變動如下：

(iii) 在綜合全面收入報表之損益確認的支出/(支出回撥)如下：

Notes to the Financial Statements (continued)

財務報表附註(續)

25. Employee Benefit Obligations (continued)

(a) Long service payments (continued)

- (iv) The expense is recognised in the following line items in the profit or loss in the statement of comprehensive income:

		The Group 本集團	
		2012 2012年	2011 2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Cost of goods sold	銷售成本	969	233
Selling expenses	銷售費用	1,166	312
Administrative expenses	行政費用	4,847	1,048
		6,982	1,593

- (v) The principal actuarial assumptions used as at 29 February 2012 (expressed as weighted average) are as follows:

		The Group 本集團	
		2012 2012年	2011 2011年
Discount rate	貼現率	1.3%	2.8%
Future salary increases	未來薪金升幅		
Year 2011	2011年	–	4.5%
Year 2012	2012年	5.0%	4.5%
Year 2013 and thereafter	2013年及其後	5.0%	4.5%
Return of MPF balances	強積金結餘回報	5.0%	4.5%

25. 僱員福利義務(續)

(a) 長期服務金(續)

- (iv) 支出在下列綜合全面收入報表之損益項目內確認：

- (v) 於2012年2月29日使用的主要精算假設(以加權平均數表示)如下：

25. Employee Benefit Obligations (continued)

(b) Defined contribution retirement plan

The Group participates in a Mandatory Provident Fund Scheme (“the MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$20,000.

The Group also participates in defined contribution retirement benefits schemes for all qualifying employees in the PRC 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 the profit or loss in the consolidated statement of comprehensive income during the year ended 29 February 2012 amounted to HK\$7,288,000 (2011: HK\$5,864,000) representing contributions payable by the Group to the schemes at the appropriate rates set by the local government of the subsidiaries.

25. 僱員福利義務(續)

(b) 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，參與強制性公積金計劃(「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，惟每月的相關入息上限為港幣20,000元。

本集團亦為所有中國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2012年2月29日止年度，本集團向此等計劃所作之供款總額為港幣7,288,000元(2011年：港幣5,864,000元)，並已在綜合全面收入報表之損益扣除。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)

26. Deferred Tax (Assets)/Liabilities

(a) Deferred tax assets and liabilities recognised

The Group

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and their movements during the year are as follows:

		Depreciation in excess of depreciation allowances 超過折舊 免稅額的 折舊	Employee benefit obligations 僱員福利 義務	Provision for inventories 存貨撥備	Tax losses 稅項虧損	Withholding tax on undistributed profits of subsidiaries 附屬公司 未分配盈利的 預扣所得稅	Other temporary differences 其他時間 差異	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	HK\$'000 港幣千元
Deferred tax arising from:	遞延稅項來自：							
At 1 March 2010	於2010年3月1日	(6,161)	(1,840)	(6,431)	(725)	11,939	(6,057)	(9,275)
Charged/(credited) to consolidated profit or loss (note 9(a))	在綜合損益列支/(計入) (附註9(a))	467	(263)	1,902	490	4,198	(161)	6,633
Exchange difference	匯兌調整	(197)	–	(169)	–	777	53	464
At 28 February 2011 and 1 March 2011	於2011年2月28日及 2011年3月1日	(5,891)	(2,103)	(4,698)	(235)	16,914	(6,165)	(2,178)
Charged/(credited) to consolidated profit or loss (note 9(a))	在綜合損益列支/(計入) (附註9(a))	(2,011)	(1,152)	(1,171)	130	5,790	3,772	5,358
Exchange difference	匯兌調整	(163)	–	(75)	55	356	(9)	164
At 29 February 2012	於2012年2月29日	(8,065)	(3,255)	(5,944)	(50)	23,060	(2,402)	3,344

26. 遞延稅項(資產)/負債

(a) 已確認遞延稅項資產和負債

本集團

在綜合財務狀況報表確認的遞延(資產)/負債部分及年內的變動如下：

26. Deferred Tax (Assets)/Liabilities (continued)

(a) Deferred tax assets and liabilities recognised (continued)

The Group (continued)

		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Net deferred tax assets recognised on 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值	(21,036)	(19,015)
Net deferred tax liabilities recognised on 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值	24,380	16,837
		3,344	(2,178)

At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is HK\$80,162,000 (2011: HK\$54,723,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not be reversed in the foreseeable future.

26. 遞延稅項(資產)/負債(續)

(a) 已確認遞延稅項資產和負債(續)

本集團(續)

	2012	2011
	2012年	2011年
	HK\$'000 港幣千元	HK\$'000 港幣千元
於年結日，與附屬公司未分派盈利相關而尚未確認遞延稅項負債之暫時差額為港幣80,162,000元(2011年：港幣54,723,000元)。由於本集團能夠控制撥回暫時差額之時間且該等差額不太可能於可見將來撥回，故並無就該等差額確認負債。	(21,036)	(19,015)
	24,380	16,837
	3,344	(2,178)

Notes to the Financial Statements (continued)

財務報表附註(續)

26. Deferred Tax (Assets)/Liabilities (continued)

(a) Deferred tax assets and liabilities recognised (continued)

The Company

The components of deferred tax assets recognised in the Company's statement of financial position and movements during the year are as follow:

26. 遞延稅項(資產)/負債(續)

(a) 已確認遞延稅項資產和負債(續)

本公司

在本公司財務狀況報表確認的遞延稅項資產部分及年內變動如下：

		Depreciation in excess of depreciation allowances 超過折舊 免稅額的折舊 HK\$'000 港幣千元
Deferred tax arising from:	遞延稅項來自：	
At 1 March 2010	於2010年3月1日	(116)
Credited to Company's profit or loss	在本公司損益計入	(18)
At 28 February 2011 and 1 March 2011	於2011年2月28日及2011年3月1日	(134)
Charged to Company's profit or loss	在本公司損益扣除	84
At 29 February 2012	於2012年2月29日	(50)

26. Deferred Tax (Assets)/Liabilities (continued)

(b) Deferred tax assets not recognised

The components of unrecognised deferred tax assets at the year end date are as follows:

		The Group	
		本集團	
		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Depreciation allowances in excess of related depreciation	超過相關折舊的折舊免稅額	8	8
Tax losses	稅項虧損	15,560	14,635
Others	其他	471	407
Net deferred tax assets not recognised	未確認的遞延稅項資產淨值	16,039	15,050

The Group has not recognised deferred tax assets of HK\$16,039,000 (2011: HK\$15,050,000) in respect of tax losses of certain subsidiaries because of the unpredictability of future taxable profits.

The tax losses of approximately HK\$94,168,000 (2011: HK\$81,242,000) do not have expiry date under current tax legislation.

Should the Group recognised all unrecognised deferred tax assets, the profit for the year would be increased by HK\$16,039,000 (2011: HK\$15,050,000).

26. 遞延稅項(資產)/負債(續)

(b) 未確認遞延稅項資產

於年結日之未確認遞延稅項資產部分如下：

由於遞延稅項資產淨值港幣16,039,000元(2011年：港幣15,050,000元)來自在若干期間出現虧損或暫無業務之附屬公司，因此並未於財務報表內確認。

在現行稅務法例下沒有失效日期的稅項虧損大約港幣94,168,000元(2011年：港幣81,242,000元)。

如本集團能把所有未確認的遞延稅項資產確認，盈利將增加港幣16,039,000元(2011年：港幣15,050,000元)

Notes to the Financial Statements (continued)

財務報表附註(續)

27. Share Capital

(a) Authorised and issued share capital

27. 股本

(a) 法定及已發行股本

		2012 2012年		2011 2011年	
		No. of shares 股份數目	Amount 金額	No. of shares 股份數目	Amount 金額
		'000 千股	HK\$'000 港幣千元	'000 千股	HK\$'000 港幣千元
Authorised:	法定：				
Ordinary shares of HK\$0.25 each	每股面值港幣0.25元 普通股	1,500,000	375,000	1,500,000	375,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares	普通股				
At beginning and end of the year	於年初及年結	210,336	52,584	210,336	52,584

27. Share Capital (continued)

(b) Management of capital

The primary objective of the Group's capital management is 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 on the Group's equity to total assets ratio, gearing ratio and consolidated tangible net worth. As of 29 February 2012 and 28 February 2011, the Group has complied with these capital requirements. No changes were made in the objectives, policies or processes during the years ended 29 February 2012 and 28 February 2011.

The Group monitors capital using a debt to equity ratio, which represented by total borrowings divided by total equity of the Group. The Group's policy is to maintain the debt to equity ratio not greater than 100%.

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Total equity	權益總額	938,247	932,426
Total borrowings	總借貸	440,040	215,640
Debt to equity ratio	負債對權益比率	46.90%	23.13%

27. 股本(續)

(b) 資本管理

本集團的資本管理首要目標為保障本集團能持續經營並保持良好的資本比率，以支援其業務及為股東締造最大價值。

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2012年2月29日及2011年2月28日，本集團符合此資本規定。於截至2012年2月29日及2011年2月28日止年度，本集團的目標、政策或進度均無變化。

本集團利用負債比率監察資本，即本集團的總借貸除以權益總額。本集團之政策乃維持負債對權益比率不多於100%。

Notes to the Financial Statements (continued)

財務報表附註(續)

28. Reserves

(a) The Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of comprehensive income and consolidated statement of changes in equity.

(b) The Company

28. 儲備

(a) 本集團

本集團之儲備額及變動列載於綜合全面收入報表及綜合權益變動表。

(b) 本公司

		Share premium 股份溢價 HK\$'000 港幣千元 (note (c)(i)) (附註(c)(i))	Contributed surplus 實繳盈餘 HK\$'000 港幣千元 (note (c)(iii)) (附註(c)(iii))	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	Total 總額 HK\$'000 港幣千元
At 1 March 2010	於2010年3月1日結餘	123,365	14,770	419,820	16,827	574,782
Dividends paid	已派股息	–	–	(5,679)	(16,827)	(22,506)
Proposed final dividend (2010/11)(note 13)	擬派末期股息(2010/11) (附註13)	–	–	(25,240)	25,240	–
Profit for the year	本年度盈利	–	–	206,764	–	206,764
At 28 February 2011 and 1 March 2011	於2011年2月28日及 2011年3月1日結餘	123,365	14,770	595,665	25,240	759,040
Dividends paid	已派股息	–	–	(5,679)	(25,240)	(30,919)
Proposed final dividend (2011/12)(note 13)	擬派末期股息(2011/12) (附註13)	–	–	(26,292)	26,292	–
Profit for the year	本年度盈利	–	–	157,542	–	157,542
At 29 February 2012	於2012年2月29日結餘	123,365	14,770	721,236	26,292	885,663

28. Reserves (continued)

(c) Nature and purpose of reserves

(i) Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(ii) Capital reserves

Capital reserves include the values arise in the acquisitions and disposals of subsidiaries, gains or losses arises in group reorganisation and restructuring.

Capital reserves also include the statutory reserve, which is non-distributable, and was appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

(iii) Contributed surplus

The contributed surplus of the Company arised from the difference between the consolidated net assets of the Group's subsidiaries acquired pursuant to a group reorganisation at the date on which the reorganisation became effective, and the nominal amount of the Company's ordinary shares issued under the reorganisation; 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.

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- it is, or would after the payment be, unable to pay its liabilities as they become due; or
- the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

28. 儲備(續)

(c) 儲備性質及目的

(i) 股份溢價

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，該等溢價不予分派，惟本公司可動用該等溢價，以繳足本公司未發行股份並作為繳足紅利股份發行予本公司股東或作為就購回股份應付溢價之撥備。

(ii) 資本儲備

資本儲備包括收購及出售附屬公司產生之價值、集團重組及重建產生之損益。

資本儲備亦包括不予分派之法定儲備，乃根據中國適用之法律及法規自本集團中國附屬公司之除稅後盈利撥付。

(iii) 實繳盈餘

本公司之實繳盈餘產生自本集團附屬公司於重組生效日期根據集團重組所獲得之綜合資產淨值與本公司根據重組發行普通股面值之差額，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。

根據百慕達1981年公司法(經修訂)，本公司實繳盈餘賬可予分派。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：

- 在繳付股息後，不能或將無力償還其到期負債；或
- 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賬之總和。

Notes to the Financial Statements (continued)

財務報表附註(續)

28. Reserves (continued)

(c) Nature and purpose of reserves (continued)

(iv) Exchange reserve

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c)(iii) to the financial statements.

29. Commitments

(a) There were no capital commitments for the Group or the Company outstanding at 29 February 2012 and 28 February 2011.

(b) At 29 February 2012, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

28. 儲備(續)

(c) 儲備性質及目的(續)

(iv) 匯兌儲備

匯兌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4(c)(iii)所載會計政策處理。

29. 承擔

(a) 於2012年2月29日及2011年2月28日，並無資本承擔。

(b) 於2012年2月29日，不可解除的經營租賃的最低租賃總額如下：

		The Group 本集團		The Company 本公司	
		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Within 1 year	1年內	146,022	104,582	10,386	8,340
After 1 year but within 5 years	1年後但5年內	211,159	108,565	29,290	3,677
		357,181	213,147	39,676	12,017

29. Commitments (continued)

(b) (continued)

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to three years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually adjusted to reflect market rentals upon renegotiation of the terms of the lease.

Certain leasing arrangements have been subjected to contingent rent by reference with monthly turnover throughout the leasing periods. The minimum guaranteed rental has been used to arrive at the above commitments.

30. Share Option Scheme

The Company's share option scheme was adopted by shareholders of the Company on 26 November 2003 ("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;

29. 承擔(續)

(b) (續)

本集團以經營租賃租用部分物業。這些租賃一般初步為期一年至三年，並且有權選擇重續，屆時所有條款均可重新磋商。租賃付款額通常會於磋商租約條款時調整，以反映市場租金。

若干租賃安排受參考租期內每月營業額釐定之或然租金所限。上述承擔乃以最低保證租金計算。

30. 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賞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)；

Notes to the Financial Statements (continued)

財務報表附註(續)

30. Share Option Scheme (continued)

- 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.

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 share 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.

30. 購股權計劃(續)

- 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。

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數額。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。

30. Share Option Scheme (continued)

As at 29 February 2012 and 28 February 2011, there was no outstanding share option under the 2003 Share Option Scheme. No share options were granted, exercised, cancelled or lapsed during the year.

31. Contingent Liabilities

At 29 February 2012, the Company has issued guarantees to banks in respect of general banking and other credit facilities extended to certain subsidiaries of the Company amounting to HK\$492,995,000 (2011: HK\$358,159,000).

32. Pledge of Assets

(a) As at 29 February 2012, debentures have been executed by the Group in favour of its banker charging, by way of fixed and floating charges, all of the undertakings, properties and assets of the Company and of its 11 subsidiaries as security for, inter alia, all obligations and liabilities, actual or contingent, from time to time owing by the Group to the banker. Rental revenue of the Group is also charged in favour of the Group's banker.

(b) As at 29 February 2012, the Company and the Subsidiaries have executed a second floating charge and the Company made a guarantee to the Subsidiaries and there was a cross guarantee among the Subsidiaries in favour of Rosy Blue HK to pledge all of the Subsidiaries' respective rights to and title and interest from time to time in their inventories or stock-in-trade and their receivables from their overseas fellow subsidiaries in connection with the sales and supply of any inventory or stock-in-trade to such overseas fellow subsidiaries as a continuing security for the Debts. As at 29 February 2012, the Debts amounted to HK\$170,692,000 (2011: HK\$136,833,000).

30. 購股權計劃(續)

截至2012年2月29日及2011年2月28日，根據2003年購股權計劃，並無任何尚未行使的購股權。於本年度內並無獲授出、行使、註銷或失效之購股權。

31. 或有負債

於2012年2月29日，本公司已就銀行及財務債權人給予本公司若干附屬公司一般銀行及其他貸款融資信貸，向銀行及財務債權人作出港幣492,995,000元(2011年：港幣358,159,000元)的擔保。

32. 資產抵押

(a) 於2012年2月29日，本集團訂立債權證，以固定及浮動抵押形式將本公司及其11間附屬公司之所有業務、物業及資產質押予其往來銀行及財務債權人，以作為(其中包括)本集團不時結欠往來銀行及財務債權人之所有實際或有負債及債務之抵押品。本集團的租金收入亦已抵押予本集團的往來銀行。

(b) 於2012年2月29日，本公司及該等附屬公司訂立第二浮動抵押及本公司向該等附屬公司作出擔保，而該等附屬公司之間亦有交叉擔保，以將該等附屬公司各自不時於彼等之存貨或待銷存貨以及彼等來自就向彼等海外同系附屬公司銷售及供應任何存貨或待銷存貨之應收該等海外同系附屬公司款項之所有權利、所有權及權益抵押予Rosy Blue HK，以作為該債項之持續抵押品。於2012年2月29日，該債項為港幣170,692,000元(2011年：港幣136,833,000元)。

Notes to the Financial Statements (continued)

財務報表附註(續)

33. Related Party Transactions

In addition to those connected and related party transactions and balances disclosed in note 36 of the financial statements, the Group had the following transactions with its related parties during the year:

- (a) During the year ended 29 February 2012, TSL M&D, a subsidiary of the Company, purchased raw materials and finished goods from Rosy Blue HK amounting to HK\$439,536,000 (2011: HK\$324,187,000). At 29 February 2012, the amount due to Rosy Blue HK was HK\$170,692,000 (2011: HK\$136,833,000).

During the year ended 29 February 2012, EF sold raw materials to BTSL through Rosy Blue (Shanghai) Diamond Company Limited (“Rosy Blue SH”), an authorised diamond trading company in the PRC, amounting to HK\$237,750,000 (2011: HK\$216,481,000).

During the year ended 29 February 2012, TSL M&D sold raw materials to Rosy Blue HK amount to HK\$201,000 (2011: HK\$Nil).

During the year ended 29 February 2012, TSL (HK), a subsidiary of the Company, purchased raw materials and finished goods from Rosy Blue HK amounting to HK\$Nil (2011: HK\$330,000). At 29 February 2012 and 28 February 2011, there was no amount due to Rosy Blue HK.

Rosy Blue HK and Rosy Blue SH are subsidiaries of Prime Investments S.A., a preference shareholder of Partner Logistics Limited. 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.

33. 關連人士交易

除了在財務報表附註36提及的關連及關聯人士交易及餘款外，本集團本年度與其關連人士有以下交易：

- (a) 截至2012年2月29日止年度，本公司一間附屬公司謝瑞麟製造及分銷，向Rosy Blue HK購入為數港幣439,536,000元(2011年：港幣324,187,000元)的原材料及製成品。於2012年2月29日，應付Rosy Blue HK的款項為港幣170,692,000元(2011年：港幣136,833,000元)。

截至2012年2月29日止年度，福銳發展透過一間中國認可鑽石貿易公司藍玫瑰(上海)鑽石有限公司(「藍玫瑰上海」)向北京謝瑞麟出售為數港幣237,750,000元(2011年：港幣216,481,000元)的原材料。

截至2012年2月29日止年度，謝瑞麟製造及分銷向Rosy Blue HK出售為數港幣201,000元(2011年：無)的原材料。

截至2012年2月29日止年度，本公司一間附屬公司謝瑞麟(香港)並沒有向Rosy Blue HK購入原材料及製成品(2011年：港幣330,000元)。於2012年2月29日及2011年2月28日，沒有應付Rosy Blue HK的款項。

Rosy Blue HK和藍玫瑰上海為Partner Logistics的優先股股東Prime Investments S.A.之附屬公司。本公司董事認為，交易在日常業務過程中按正常商業條款進行。

33. Related Party Transactions (continued)

(b) Remuneration for key management of the Group is as follows:

		2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Short-term employee benefits	短期僱員福利	11,330	12,436
Post-employment benefits	僱用後福利	30	48
		11,360	12,484

34. Financial Risk Management and Estimation of Fair Values

(a) Financial risk management

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and cash flow interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates.

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate, and the Group's net investments in foreign subsidiaries. The currencies giving rise to this risk are primarily United States dollars ("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\$ are reasonably stable under the Linked Exchange Rate System with HK\$ and accordingly, the Group does not have any significant foreign exchange risk.

33. 關連人士交易 (續)

(b) 本集團向主要管理人員所支付的酬金如下：

	2012 2012年 HK\$'000 港幣千元	2011 2011年 HK\$'000 港幣千元
Short-term employee benefits	11,330	12,436
Post-employment benefits	30	48
	11,360	12,484

34. 財務風險管理及公允值估計

(a) 財務風險管理

本集團面對各種風險，包括於其業務活動之一般過程中產生之外幣風險、信貸風險、流動資金風險及現金流量利率風險。本集團之整體風險管理措施集中於金融市場之不可預計性，務求將對本集團財務表現之潛在不利影響降至最低。

(i) 外幣風險

外幣風險乃指財務工具之公允值或未來現金流量因匯率變動而波動之風險。

本集團主要面對之外幣風險，是來自經營相關之功能貨幣以外之貨幣列值之買賣及本集團於國外附屬公司之淨投資。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，本集團並沒有重大的外匯風險。

Notes to the Financial Statements (continued)

財務報表附註(續)

34. Financial Risk Management and Estimation of Fair Values (continued)

(a) Financial risk management (continued)

(ii) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. 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 counter parties 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 Group 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.

34. 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(ii) 信貸風險

信貸風險指財務工具對手方未能按財務工具之條款履行其責任，並導致本集團錄得財務虧損之風險。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。本集團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。

34. Financial Risk Management and Estimation of Fair Values (continued)

(a) Financial risk management (continued)

(iii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, 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.

The following tables show the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

34. 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(iii) 流動資金風險

流動資金風險乃本集團未能達成其有關財務負債責任之風險。本集團就償付應付賬款及其融資責任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。

下表顯示本集團非衍生財務負債於年結日之餘下合約到期日，乃按未貼現現金流(包括以合約利率或(倘為浮動)年結日現行利率計算之利息付款)及本集團可能須還款之最早日期為基準。

Notes to the Financial Statements (continued)

財務報表附註(續)

34. Financial Risk Management and Estimation of Fair Values (continued)

(a) Financial risk management (continued)

(iii) Liquidity risk (continued)

Specifically, for term loans which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

34. 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(iii) 流動資金風險(續)

具體而言，倘貸款中包含須按要求還款條款，而有關條款可由銀行全權酌情行使，則分析會顯示按實體須可能須還款之最早期間(即貸款人會援引彼等即時催收貸款之無條件權利時)所產生之現金流出。

		2012 2012年				
		Maturity analysis – Undiscounted cash outflows 到期情況分析 – 未貼現現金流出				
	No fixed repayment terms/ on demand 無固定 償還期/ 須按 要求償還	Less than 1 year 1年以下	1 to 2 years 1年至2年	2 to 5 years 2年至5年	undiscounted cash outflows 未貼現現金 流出總額合計	Total
	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
Trade and other payables	應付賬款及其他應付款	236,212	387,368	–	–	623,580
Interest bearing payable	計息應付款	–	123,873	–	–	123,873
Bank overdrafts – secured	銀行透支 – 有抵押	44,063	–	–	–	44,063
Term loans and trade financing subject to a repayment on demand clause	按要求償還條款之定期貸款 及貿易融資	269,246	–	–	–	269,246
Obligations under finance leases	融資租賃承擔	–	4,409	1,899	749	7,057
		549,521	515,650	1,899	749	1,067,819

34. Financial Risk Management and Estimation of Fair Values (continued)

(a) Financial risk management (continued)

(iii) Liquidity risk

34. 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(iii) 流動資金風險(續)

		2011 2011年				
		Maturity analysis – Undiscounted cash outflows 到期情況分析 – 未貼現現金流出				
	No fixed repayment terms/ on demand 無固定 償還期/ 須按要求償還	Less than 1 year 1年以下	1 to 2 years 1年至2年	2 to 5 years 2年至5年	Total undiscounted cash outflows 未貼現現金 流出總額合計	
	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	
Trade and other payables	應付賬款及其他應付款	206,511	337,850	–	–	544,361
Bank overdrafts – secured	銀行透支 – 有抵押	18,054	–	–	–	18,054
Term loans and trade financing subject to a repayment on demand clause	按要求償還條款之定期貸款 及貿易融資	193,880	–	–	–	193,880
Obligations under finance leases	融資租賃承擔	–	2,016	1,854	14	3,884
		418,445	339,866	1,854	14	760,179

Notes to the Financial Statements (continued)

財務報表附註(續)

34. Financial Risk Management and Estimation of Fair Values (continued)

(a) Financial risk management (continued)

(iii) Liquidity risk (continued)

The following table summarises the maturity analysis of term loans with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts include interest payments computed using contractual rates. As a result, these amounts were greater than the amounts disclosed in the “on demand” time band in the maturity analysis. Taking into account the Group’s financial position, the directors do not consider that it is probable that the bank will exercise its discretion to demand immediate repayment. The directors believe that such term loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements.

34. 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(iii) 流動資金風險(續)

下表概述附有須按要求還款條款之有期貨款根據貸款協議所載之預定還款時間表作出之到期日分析。有關金額包括運用合約利率計算之利息付款。因此，此等金額高於到期日分析中「須按要求償還」時間範圍內披露之金額。經計及本集團之財務狀況後，董事認為銀行不大可能行使要求即時還款之酌情權。董事相信，該等有期貨款將會根據貸款協議所載之預定還款日期償還。

Maturity analysis – Term loans and trade financing subject to a repayment on demand clause based on scheduled repayments

到期日分析 – 按要求償還條款之定期貸款根據預定還款時間表

		No fixed repayment terms/ on demand				Total undiscounted cash outflows
		Less than 1 year	1 to 2 years	2 to 5 years		
		無固定償還期/須按要求償還				未貼現現金流出總額合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
29 February 2012	2012年2月29日	–	231,212	16,203	27,561	274,976
28 February 2011	2011年2月28日	–	140,498	16,626	43,651	200,775

34. Financial Risk Management and Estimation of Fair Values (continued)

(a) Financial risk management (continued)

(iv) Cash flow and fair value interest rate risk

Cash flow interest rate risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's interest rate risk arises primarily from borrowings. The following sensitivity analysis have 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 29 February 2012 and the retained profits as of 29 February 2012 would decrease/increase by HK\$2,883,000 (2011: decrease/increase by HK\$1,106,000). This is mainly attributes to the Group's exposure to interest rates on its variable rate borrowings.

(b) Estimation of fair values

The notional amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash at bank, trade and other payables) are assumed to approximate their fair values. The fair value of interest bearing payable and finance lease liabilities is estimated as the present value of future cash flows, discounted at current market interest rates for similar financial instruments.

The fair value of non-trade balances due from/to group and related companies has not been determined as the timing of the expected cash flows of these balances cannot be reasonably determined because of the relationship.

34. 財務風險管理及公允值估計(續)

(a) 財務風險管理(續)

(iv) 現金流量及公允值利率風險

現金流量利率風險乃指因市場利率變動導致財務工具之未來現金流量波動之風險。公允值利率風險乃指因市場利率變動導致財務工具之價值波動之風險。

本集團之利率風險主要產生自淨動利率借貸。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2012年2月29日止年度之盈利及於2012年2月29日之保留盈利將減少／增加港幣2,883,000元(2011年：減少／增加港幣1,106,000元)。此乃主要源於本集團就其浮息借貸所面對之利率影響。

(b) 公允值之估計

於一年內到期之財務資產及負債(包括應收賬款及其他應收款、銀行存款、應付賬款及其他應付款)之名義金額假定為與其公允值相若。計息應付款及融資租賃負債之公允值估計為未來現金流量按相關財務工具之現行市場利率貼現之現值。

由於關連關係應收／應付本集團及關連公司之非貿易結餘預期現金流量時間無法合理釐定，故並無釐定有關結餘之公允值。

Notes to the Financial Statements (continued)

財務報表附註(續)

35. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the reporting date are as follow:

The Group

Financial assets

Financial assets included in trade and other receivables

Cash at bank and in hand

Total

財務資產

計入在應收賬款及其他應收款之財務資產

銀行結餘及現金

總額

Loans and receivables

貸款及應收款

2012

2012年

HK\$'000 港幣千元

2011

2011年

HK\$'000 港幣千元

225,371 217,223

102,512 121,935

327,883 339,158

Financial liabilities at amortised costs

以攤銷成本入賬之財務負債

2012

2012年

HK\$'000 港幣千元

2011

2011年

HK\$'000 港幣千元

Financial liabilities

Financial liabilities included in trade and other payables

Bank overdrafts – secured

Bank loans

Interest bearing payable

Total

財務負債

計入在應付賬款及其他應付款之財務負債

銀行透支 – 有抵押

銀行貸款

計息應付款

總額

623,580 544,358

44,063 18,054

269,246 193,880

120,000 –

1,056,889 756,292

At the end of the reporting period, all financial instruments are carried at amounts not materially different from their fair values.

於年結日，所有財務工具之價值與其公允值並無重大差異。

35. Financial Instruments by Category (continued)

The Company

		Loans and receivables 貸款及應收款	
		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Financial assets	財務資產		
Due from subsidiaries	應收附屬公司款項	386,243	413,459
Deposits	按金	–	1
Cash at bank and in hand	銀行結餘及現金	134	130
Total	總額	386,377	413,590

		Financial liabilities at amortised costs 以攤銷成本入賬之財務負債	
		2012	2011
		2012年	2011年
		HK\$'000 港幣千元	HK\$'000 港幣千元
Financial liabilities	財務負債		
Financial liabilities included in other payables and accruals	計入其他應付款及應計費用 之財務負債	1,541	1,355

At the end of the reporting period, all financial instruments are carried at amounts not materially different from their fair values.

於年結日，所有財務工具之價值與其公允值並無重大差異。

Notes to the Financial Statements (continued)

財務報表附註(續)

36. Notes to the Consolidated Statement of Cash Flows

(a) Purchase of non-controlling interests

On 29 February 2012, the Group acquired 19.54% equity interests in two 80.46% owned subsidiaries (TSL China and IAC) from the non-controlling shareholders at total cash consideration of HK\$150,000,000. The effect of the acquisition on the equity attributable to the owners of the Company is as follows:

		HK\$'000 港幣千元
Share of net assets in the subsidiaries acquired	應佔所收購附屬公司之資產淨值	128,395
Loss on acquisition recognised directly in equity	收購虧損直接於權益確認	21,605
Consideration	代價	150,000

		HK\$'000 港幣千元
Consideration satisfied by:	代價以下列方式支付	
Cash (paid during the year)	現金(於本年度內支付)	30,000
Interest bearing payable	計息應付款	120,000
		150,000

The interest bearing payable of HK\$120,000,000 is unsecured and interest bearing at the prime rate of The Hongkong and Shanghai Banking Corporation Limited. The balance will be settled by instalments, in which HK\$30,000,000 will be payable on 29 June 2012; HK\$30,000,000 will be payable on 28 September 2012; and HK\$60,000,000 will be payable on 31 December 2012.

(b) Major non-cash transaction

During the year ended 29 February 2012, a dividend to the non-controlling shareholders of approximately HK\$14,239,000 was settled by offsetting the trade receivables due from the non-controlling shareholders to the Group.

36. 綜合現金流量表附註

(a) 收購非控股股東權益

於2012年2月29日，本集團以現金代價總額港幣150,000,000元向非控股股東收購兩間原已擁有80.46%權益的子公司(謝瑞麟中國及IAC)的19.54%權益。這項收購對本公司擁有人應佔權益影響如下：

港幣120,000,000元的計息應付款並無抵押及按香港上海匯豐銀行有限公司所報香港最優惠年利率計息。結餘以分期方式償還，當中港幣30,000,000元於2012年6月29日支付；港幣30,000,000元於2012年9月28日支付；及港幣60,000,000元於2012年12月31日支付。

(b) 主要非現金交易

截至2012年2月29日止年度，約港幣14,239,000元的派息予非控股股東以應收非控股股東應收賬款抵銷。

37. Events after the Reporting Period

On 20 April 2012, the Company has issued to CDH King Limited (“CDH”) a principal amount of HK\$250,000,000 five year term convertible bonds under which the bondholder can convert the principal into ordinary shares of the Company (the “Shares”) with an initial conversion price at HK\$6.40 per Share (the “Convertible Bonds”). The Convertible Bonds may be converted into the Shares at any time during the conversion period, on or after the Convertible Bonds’ issuance date up to its maturity date. The Convertible Bonds are unsecured and subordinated to all present and future indebtednesses of the Company, excluding equity-linked debt securities which is any present or future indebtedness in the form of, or represented by, bonds, debentures, notes, loan stock, redeemable shares or other debt securities.

As the Convertible Bonds entitle the bondholder to convert the loan into a fixed number of Shares at a fixed conversion price, it is regarded as a compound instrument that consists of a liability and an equity component. At the date of issue of the Convertible Bonds, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. In relation to the estimations of the liability component of the Convertible Bonds, the contractual cash flows over the remaining contractual terms of the Convertible Bonds were estimated and discounted at that prevailing market interest rate. The difference between the proceeds of issue of the Convertible Bonds and the fair value assigned to the liability component, representing the embedded option for the bondholder to convert the Convertible Bonds into equity of the Group, is included in equity as capital reserve. The fair value of the liability component and the amount of the equity component at the date of issue are as follows:

		HK\$'000 港幣千元
Liability component	負債部份	241,311
Equity component	權益部份	8,689
Proceeds of issue of the Convertible Bonds	發行可換股債券所得款項	250,000

38. Ultimate Controlling Party

At 29 February 2012, the directors consider the immediate holding company to be Partner Logistics Limited, which is incorporated in the BVI, the ultimate holding company to be Blink Technology Limited, which is incorporated in the BVI, and the ultimate controlling party to be Mr. Tse Tat Fung, Tommy.

37. 報告期間後事項

於2012年4月20日，本公司發行予CDH King Limited (「CDH」) 本金金額為250,000,000港元5年期之可換股債券，債券持有人可將本金轉換為本公司的普通股(「股份」)，初步換股價為每股6.40港元(「可換股債券」)。可換股債券將可於轉換期內隨時轉換為股份，即於發行日期或以後直至到期日。可換股債券是無抵押及從屬於所有現在及將來本公司的債務，但不包括權益掛鈎債務證券於現在或將來以任何形式，或表示之債券、債券證、票據、貸款股額、可贖回股份或其他債務證券的債務。

可換股債券賦予債券持有人權利按固定換股價將債券轉換為固定數目之股份。可換股債券被視為複合工具，包含負債及權益部分。於可換股債券發行日期，負債部分之公允值利用類似非換股債務之當前的市場息率估計。有關於可換股債券負債部分及合約現金流量按可換股債券合約剩餘年期及以當前的市場息率估計及折算。發行可換股債券之所得款項與撥為負債部分(即持有人將債券轉換為本集團權益之內嵌選擇權)之公允值兩者之差額計入權益中之資本儲備。負債部份之公允值及權益部分之金額於發行日期如下：

38. 最終控股方

於2012年2月29日，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。

Five-Year Financial Summary

五年財務概要

RESULTS 業績

		Year ended 29th / 28th February 截至2月29/28日止年度				
		2012	2011	2010	2009	2008
		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
Turnover	營業額	3,359,063	2,517,543	2,017,572	1,959,360	1,917,378
Profit before taxation	除稅前盈利	235,807	230,663	199,095	159,500	157,320
Taxation	稅項	(54,811)	(30,425)	(52,344)	(35,022)	(46,053)
Profit for the year	本年度盈利	180,996	200,238	146,751	124,478	111,267
Attributable to :	應佔部份：					
Owners of the Company	本公司擁有人	162,347	176,118	121,690	104,757	99,228
Non-controlling interests	非控股股東權益	18,649	24,120	25,061	19,721	12,039
Profit for the year	本年度盈利	180,996	200,238	146,751	124,478	111,267

ASSETS AND LIABILITIES 資產及負債

		As at 29th / 28th February 於2月29/28日				
		2012	2011	2010	2009	2008
		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
Property, plant and equipment	物業、廠房及設備	137,932	124,538	118,593	134,625	138,375
Deferred tax assets	遞延稅項資產	21,036	19,015	22,244	26,732	18,883
Deposits	按金	23,126	–	–	–	–
Other asset	其他資產	500	500	500	500	500
Current assets	流動資產	1,912,498	1,625,218	1,316,628	1,050,499	1,101,226
Current liabilities	流動負債	(1,110,186)	(805,438)	(713,064)	(603,894)	(793,594)
		984,906	963,833	744,901	608,462	465,390
Obligation under finance leases	融資租賃承擔	(2,552)	(1,825)	(203)	(308)	(126)
Employee benefit obligations	僱員福利義務	(19,727)	(12,745)	(11,152)	(22,323)	(17,671)
Deferred tax liabilities	遞延稅項負債	(24,380)	(16,837)	(12,969)	(6,885)	(777)
NET ASSETS	資產淨值	938,247	932,426	720,577	578,946	446,816
Capital and reserves	資本及儲備					
Share capital	股本	52,584	52,584	52,584	52,203	51,766
Reserves	儲備	885,663	759,040	574,782	458,640	348,701
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	938,247	811,624	627,366	510,843	400,467
Non-controlling interests	非控股股東權益	–	120,802	93,211	68,103	46,349
TOTAL EQUITY	權益總額	938,247	932,426	720,577	578,946	446,816

Summary of Properties

物業摘要

	Location 地點	Gross floor area 建築面積	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 on 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及73私家車泊車位及1樓1–4, 6, 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; 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、B單位、前後部份、3及5號儲物室；1樓A1–A2單位、B及C單位；2樓E–H單位；3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1樓A及B單位	10,716	100%	L	I
4	Unit A1 on Level 1 and 2, Block 2, Heng Chang Garden, Beijing, PRC 中國北京市恒昌花園2座1及2樓A1單位	1,654	100%	L	R

Location 地點		Gross floor area 建築面積	Percentage interest in property 物業權益比率	Category of tenure 年期的分類	Usage 用途
5	Flat 01, 23rd Floor, Block F, Beijing Rome Garden, Cao Hui Road, Chaoyang District, Beijing, PRC 中國北京市朝陽區曹慧路北京羅馬花園F座23樓1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

N/A: 不適用



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