

For the Six Months Ended 30th September, 2010 截至二零一零年九月三十日止六個月

INTERIM REPORT | **10/11**  
中期報告 |

**長江製衣有限公司**  
**YANGTZEKIANG GARMENT LIMITED**

股份代號 Stock code : 294

**YANGTZEKIANG GARMENT LIMITED**  
長江製衣有限公司

**CONTENTS**

Consolidated Income Statement

Consolidated Statement of Comprehensive Income

Consolidated Balance Sheet

Consolidated Statement of Changes in Equity

Condensed Consolidated Cash Flow Statement

Notes to the Unaudited Interim Financial Report

Interim Dividend

Closure of Register of Members

Management Discussion and Analysis

Other Information

Corporate Information

**目錄**

綜合損益表 2

綜合全面收益表 3

綜合資產負債表 4

綜合權益變動表 5

簡明綜合現金流量表 6

未經審核中期財務報告附註 7

中期股息 22

暫停辦理股份過戶登記手續 22

管理層討論及分析 22

其他資料 24

公司資料 27

INTERIM RESULTS

The Board of Directors of Yangtzekiang Garment Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 September 2010 as follows. The interim results have not been audited, but have been reviewed by the Company's Audit Committee.

CONSOLIDATED INCOME STATEMENT - UNAUDITED

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
	Note 附註		
<b>Turnover</b>	3	<b>608,620</b>	565,202
Cost of sales		<b>(518,281)</b>	(468,138)
<b>Gross Profit</b>		<b>90,339</b>	97,064
Other revenue		4,259	10,076
Other net income		5,454	5,596
Selling and distribution expenses		(49,343)	(53,622)
Administrative expenses		(38,172)	(42,318)
Other operating expenses		(8,676)	(13,265)
<b>Profit from operations</b>		<b>3,861</b>	3,531
Finance costs	4(a)	(2,617)	(3,010)
Share of profits less losses of associates		1,017	641
Share of profits less losses of jointly controlled entities		29,993	1,044
Impairment losses on interest in associate		(1,155)	-
Net valuation gains on investment properties		-	1,110
<b>Profit before taxation</b>		<b>31,099</b>	3,316
Income tax	5	(1,852)	(1,003)
<b>Profit for the period</b>		<b>29,247</b>	2,313
<b>Attributable to:</b>			
Equity shareholders of the Company		29,150	2,250
Non-controlling interests		97	63
<b>Profit for the period</b>		<b>29,247</b>	2,313
<b>Earnings per share</b>			
Basic and diluted	7	<b>\$0.14</b>	\$0.01

The notes on pages 7 to 21 form part of this interim financial report.

Details of dividends payable to equity shareholders of the Company attributable to the period are set out in note 6.

中期業績

長江製衣有限公司(「本公司」)之董事會欣然宣佈本公司及其附屬公司(「本集團」)截至二零一零年九月三十日止六個月之未經審核中期業績。中期業績尚未經審核，但已由本公司之審核委員會審閱。

綜合損益表-未經審核

截至二零一零年九月三十日止六個月  
(以港元計)

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
	Note 附註		
<b>Turnover</b>	3	<b>608,620</b>	565,202
Cost of sales		<b>(518,281)</b>	(468,138)
<b>Gross Profit</b>		<b>90,339</b>	97,064
Other revenue		4,259	10,076
Other net income		5,454	5,596
Selling and distribution expenses		(49,343)	(53,622)
Administrative expenses		(38,172)	(42,318)
Other operating expenses		(8,676)	(13,265)
<b>Profit from operations</b>		<b>3,861</b>	3,531
Finance costs	4(a)	(2,617)	(3,010)
Share of profits less losses of associates		1,017	641
Share of profits less losses of jointly controlled entities		29,993	1,044
Impairment losses on interest in associate		(1,155)	-
Net valuation gains on investment properties		-	1,110
<b>Profit before taxation</b>		<b>31,099</b>	3,316
Income tax	5	(1,852)	(1,003)
<b>Profit for the period</b>		<b>29,247</b>	2,313
<b>Attributable to:</b>			
Equity shareholders of the Company		29,150	2,250
Non-controlling interests		97	63
<b>Profit for the period</b>		<b>29,247</b>	2,313
<b>Earnings per share</b>			
Basic and diluted	7	<b>\$0.14</b>	\$0.01

第7頁至21頁的附註屬本中期財務報告之一部份。

應付本公司股權持有人的股息詳載於附註6。

# YANGTZEKIANG GARMENT LIMITED

長江製衣有限公司

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME - UNAUDITED

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

綜合全面收益表-未經審核

截至二零一零年九月三十日止六個月  
(以港元計)

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
<b>Profit for the period</b>	本期間溢利	<b>29,247</b>	2,313
<b>Other comprehensive income for the period (after reclassification adjustments)</b>	本期間其他全面收益 (重列調整後)		
Exchange differences :	匯兌差額 :		
- translation of financial statements of subsidiaries outside Hong Kong	- 換算香港境外附屬公司財務報表所產生之匯兌差額	<b>2,082</b>	244
- share of associates' and jointly controlled entities' exchange reserves	- 應佔聯營公司及合營公司匯兌儲備	<b>11,150</b>	681
		<b>13,232</b>	925
Available-for-sale securities : net movement in the investment revaluation reserve	可供出售股權證券 : 投資重估儲備變動淨額	<b>(161)</b>	-
Cash flow hedge : net movement in hedging reserve	現金流量對沖 : 對沖儲備變動淨額	<b>(7,518)</b>	-
		<b>5,553</b>	925
<b>Total comprehensive income for the period</b>	本期間全面收益總額	<b>34,800</b>	3,238
<b>Attributable to:</b>	應撥歸於 :		
Equity shareholders of the Company	本公司股權持有人	<b>34,703</b>	3,175
Non-controlling interests	非控股股東權益	<b>97</b>	63
<b>Total comprehensive income for the period</b>	本期間全面收益總額	<b>34,800</b>	3,238

The notes on pages 7 to 21 form part of this interim financial report.

第7頁至21頁的附註屬本中期財務報告之一部份。

## CONSOLIDATED BALANCE SHEET - UNAUDITED

## 綜合資產負債表-未經審核

At 30 September 2010  
(Expressed in Hong Kong dollars)

於二零一零年九月三十日  
(以港元計)

	Note 附註	At 30 September 2010 於二零一零年九月三十日		At 31 March 2010 於二零一零年三月三十一日	
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
<b>Non-current assets</b>					
Fixed assets					
Investment properties		84,168		83,711	
Other property, plant and equipment		97,652		104,529	
Interest in leasehold land held for own-use under operating lease		1,754	183,574	1,747	189,987
Intangible assets			1,569		1,569
Interests in jointly controlled entities			554,138		513,133
Other financial assets			7,862		5,820
Deferred tax assets			17,623		17,301
			764,766		727,810
<b>Current assets</b>					
Inventories		130,989		90,416	
Trade and other receivables	8	178,596		197,939	
Current tax recoverable		1,914		2,311	
Cash and cash equivalents		189,128		184,770	
		500,627		475,436	
<b>Current liabilities</b>					
Trade and other payables	9	211,342		164,821	
Current tax payable		9,297		17,131	
		220,639		181,952	
<b>Net current assets</b>			279,988		293,484
<b>Total assets less current liabilities</b>			1,044,754		1,021,294
<b>Non-current liabilities</b>					
Provision for long service payments		26,036		24,754	
Deferred tax liabilities		26,788	52,824	26,788	51,542
<b>NET ASSETS</b>			991,930		969,752
<b>CAPITAL AND RESERVES</b>					
Share capital			105,184		105,184
Reserves			885,422		863,341
<b>Total equity attributable to equity shareholders of the Company</b>			990,606		968,525
<b>Non-controlling interests</b>			1,324		1,227
<b>TOTAL EQUITY</b>			991,930		969,752

The notes on pages 7 to 21 form part of this interim financial report.

第7頁至21頁的附註屬本中期財務報告之一部份。

# YANGTZEKIANG GARMENT LIMITED

長江製衣有限公司

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – UNAUDITED

綜合權益變動表-未經審核

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

截至二零一零年九月三十日止六個月  
(以港元計)

		Attributable to equity shareholders of the Company 應歸於本公司股東持有人												
		Share capital	Share premium	Capital redemption reserve	Exchange reserve	Goodwill arising on consolidation	Investment revaluation reserve	Land and buildings revaluation reserve	Hedge reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total Equity
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元	千元
Balance at 1 April 2009	於二零零九年四月一日之結餘	105,184	102,753	481	79,929	(42,174)	42	20,309	-	7,236	609,799	883,559	1,060	884,619
Changes in equity for the six months ended 30 September 2009:	截至二零零九年九月三十日止六個月之權益變動:													
Dividends approved in respect of the previous year	本期內批准屬於上一年度的股息	-	-	-	-	-	-	-	-	(18,933)	(18,933)	-	-	(18,933)
Total comprehensive income for the period	期內全面收益總額	-	-	-	925	-	-	-	-	2,250	3,175	63	63	3,238
Balance at 30 September 2009 and 1 October 2009	於二零零九年九月三十日及二零零九年十月一日之結餘	105,184	102,753	481	80,854	(42,174)	42	20,309	-	7,236	593,116	867,801	1,123	868,924
Changes in equity for the six months ended 31 March 2010:	截至二零一零年三月三十一日止六個月之權益變動:													
Disposal of investment properties previously transferred from land and buildings	出售以往轉撥自土地及樓宇之投資物業	-	-	-	-	-	-	(3,820)	-	3,820	-	-	-	-
Reversal of deferred tax on disposal of investment properties previously transferred from land and buildings	出售以往轉撥自土地及樓宇之投資物業所產生之遞延所得稅撥回	-	-	-	-	-	-	316	-	-	316	-	-	316
Dividends declared in respect of the current year	本年度已宣派股息	-	-	-	-	-	-	-	-	(2,104)	(2,104)	-	-	(2,104)
Total comprehensive income for the period	期內全面收益總額	-	-	-	1,182	-	101	-	-	101,229	102,512	104	104	102,616
Balance at 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及二零一零年四月一日之結餘	105,184	102,753	481	82,036	(42,174)	143	16,805	-	7,236	696,061	968,525	1,227	969,752
Changes in equity for the six months ended 30 September 2010:	截至二零一零年九月三十日止六個月之權益變動:													
Dividends approved in respect of the previous year	本期內批准屬於上一年度的股息	-	-	-	-	-	-	-	-	(12,622)	(12,622)	-	-	(12,622)
Total comprehensive income for the period	期內全面收益總額	-	-	-	13,232	-	(161)	-	(7,518)	29,150	34,703	97	97	34,800
Balance at 30 September 2010	於二零一零年九月三十日之結餘	105,184	102,753	481	95,268	(42,174)	(18)	16,805	(7,518)	7,236	712,589	990,606	1,324	991,930

The notes on pages 7 to 21 form part of this interim financial report.

第7頁至21頁的附註屬本中期財務報告之一部份。

CONDENSED CONSOLIDATED CASH FLOW  
STATEMENT – UNAUDITED

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

## 簡明綜合現金流量表—未經審核

截至二零一零年九月三十日止六個月  
(以港元計)

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
<b>Cash generated from operations</b>	經營業務所得的現金	2,023	90,672
<b>Tax paid</b>	已付稅項	(9,515)	(2,349)
<b>Net cash (used in)/generated from operating activities</b>	經營活動(所用)/所得的現金淨額	(7,492)	88,323
<b>Net cash generated from/(used in) investing activities</b>	投資活動所得/(所用)的現金淨額	27,811	(406)
<b>Net cash used in financing activities</b>	融資活動所用的現金淨額	(17,058)	(98,816)
<b>Net increase/(decrease) in cash and cash equivalents</b>	現金及現金等價物增加/(減少)淨額	3,261	(10,899)
<b>Cash and cash equivalents at 1 April</b>	於四月一日之現金及現金等價物	184,770	116,153
<b>Effect of foreign exchange rates changes</b>	外幣兌換率變動之影響	1,097	(858)
<b>Cash and cash equivalents at 30 September</b>	於九月三十日之現金及現金等價物	<b>189,128</b>	<b>104,396</b>

The notes on pages 7 to 21 form part of this interim financial report.

第7頁至21頁的附註屬本中期財務報告之一部份。

### NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

#### 1. PRINCIPAL ACCOUNTING POLICIES AND BASIS OF PREPARATION

The unaudited interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim financial reporting”, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

The interim financial report has been prepared in accordance with the same accounting policies adopted in the financial statements for the year ended 31 March 2010, except for the accounting policy changes that are expected to be reflected in the financial statements for the year ending 31 March 2011. Details of these changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the annual financial statements for the year ended 31 March 2010. The condensed consolidated interim financial statements and notes thereto do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”, which term collectively includes HKASs and Interpretations).

The interim financial report is unaudited, but has been reviewed by the Audit Committee.

The financial information relating to the financial year ended 31 March 2010 that is included in the interim financial report as being previously reported information does not constitute the Company’s statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 March 2010 are available from the Company’s registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 16 July 2010.

#### 2. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued two revised HKFRSs, a number of amendments to HKFRSs and one new Interpretation that are first effective for the current accounting period of the Group and the Company. Of these, the following developments are relevant to the Group’s financial statements:

- HKFRS 3 (revised), Business combinations

### 未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

#### 1. 主要會計政策和編製基準

本公司未經審核的中期財務報告是按照《香港聯合交易所有限公司證券上市規則》中適用的披露規定編製，並符合香港會計師公會頒佈之《香港會計準則》(「《會計準則》」)第34號「中期財務報告」的規定。

除依據預期於截至二零一一年三月三十一日止年度財務報表中反映的會計政策變動外，本公司中期財務報告已採納於截至二零一零年三月三十一日止年度的財務報表中所採用的相同會計政策。會計政策的變動詳情列載於附註2。

本公司中期財務報告的編製符合《會計準則》第34號，要求管理層須就影響政策應用和呈報資產及負債、收入及支出的數額作出至目前為止的判斷、估計和假設。實際結果可能有別於估計數額。

本中期財務報告包括簡明綜合財務報表及若干解釋附註。該等附註包括解釋各項事件及交易對了解自截至二零一零年三月三十一日止年度財務報表發表後集團之財務狀況及表現之變動尤為重要。簡明綜合中期財務報表及其附註並不包括按所有香港財務報告準則(「香港財務報告準則」，統一包括會計準則及詮釋)的要求而編製的完整財務報表的所有資料。

本中期財務報告乃未經審核，但已由審核委員會審閱。

本中期財務報告內所載有關截至二零一零年三月三十一日止財政年度之財務資料乃於早前報告之資料，並不構成本公司於該財政年度之法定財務報表，但該等資料乃摘錄自該財務報表。截至二零一零年三月三十一日止年度之法定財務報表可於本公司註冊辦事處查閱。核數師於二零一零年七月十六日所發表之報告對該財務報表作出無保留意見。

#### 2. 會計政策的變動

香港會計師公會已發佈兩項經修訂的《香港財務報告準則》，若干《香港財務報告準則》之修訂及一項新詮釋，並於本集團及本公司現行會計期間首次採納。其中，以下發展適用於本集團財務報表：

- 《香港財務報告準則》第3號(經修訂)「業務合併」



## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

### 2. CHANGES IN ACCOUNTING POLICIES (Continued)

- HKAS 27 (revised), Consolidated and separate financial statements
- Amendments to HKAS 39, Financial instruments: Recognition and measurement – eligible hedged items
- Improvements to HKFRSs 2009

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

The adoption of improvements to HKFRSs 2009 and the amendments to HKAS 39 do not have a significant impact on the Group's results of operations and financial position. The other developments resulted in changes in accounting policies but none of these changes in policies have a material impact on the current or comparative periods, for the following reasons:

- The impact of the majority of the revisions to HKFRS 3 and HKAS 27 have not yet had a material effect on the Group's financial statements as these changes will first be effective as and when the Group enters into a relevant transaction (for example, a business combination or a disposal of a subsidiary) and there is no requirement to restate the amounts recorded in respect of such previous transactions.
- The amendments to HKFRS 3 (in respect of recognition of acquiree's deferred tax assets) and HKAS 27 (in respect of allocation of losses to non-controlling interests (previously known as "minority interests") in excess of their equity interest) have had no material impact as there is no requirement to restate amounts recorded in previous periods and no such deferred tax assets or losses arose in the current period.

### 3. SEGMENT REPORTING

The Group manages its business by divisions. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- Manufacture and sale of garments and textiles: this segment operates the manufacture and sale of garment and textile products, and the provision of garment sub-contracting services.
- Interests in jointly controlled entities: the Group's jointly controlled entities engage in the manufacturing and sale of textile yarn products.
- Property leasing: this segment leases commercial and industrial premises to generate rental income.

## 未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

### 2. 會計政策的變動(續)

- 《會計準則》第27號(經修訂)「綜合及獨立財務報表」
- 《會計準則》第39號之修訂「金融工具：確認及計量 – 符合條件的被對沖項目」
- 《香港財務報告準則》2009之修改

本集團並無在現行會計期間採納任何尚未生效之新準則或詮釋。

採納《香港財務報告準則》2009之修改及《會計準則》第39號之修訂對本集團的業績及財務狀況並無重大影響。其他發展令會計政策有所更改，但這些政策的更改對本集團現行或作比較的期間並無重大影響，原因如下：

- 《香港財務報告準則》第3號及《會計準則》第27號大部分之修改對本集團財務報表並無構成重大影響，因為這些更改只當集團簽訂有關交易(例如，業務合併或出售附屬公司)時才首次生效及並無要求把前期該等交易所錄得的數額重報。
- 《香港財務報告準則》第3號之修訂(有關確認被收購者的遞延稅項資產)及《會計準則》第27號之修訂(有關非控股股東權益(以往稱為少數股東權益)超逾其股本權益的虧損之分配)對本集團並無重大影響，因為並無要求把前期所錄得的數額重報及於現行會計期間內並無該等遞延稅項資產或虧損出現。

### 3. 分部報告

本集團以分部來管理其業務。本集團以向本集團最高行政管理人員內部呈報資料(為分配資源及評估表現)一致的方式呈列以下三個可呈報分部。並無將任何經營分部合計以形成下列可呈報分部：

- 製造及銷售成衣及紡織品：此分部製造及銷售成衣及紡織產品，及提供成衣加工服務。
- 合營公司權益：本集團合營公司從事生產及銷售紡織紗線產品。
- 物業租賃：此分部出租商業及工業樓宇收取租金收入。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010

(Expressed in Hong Kong dollars)

3. SEGMENT REPORTING (Continued)

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

*Manufacture and sale of garments and textiles and property leasing segments*

Segment assets include all assets with the exception of intangible assets, interest in associate, other financial assets, deferred tax assets, current tax recoverable and other corporate assets. Segment liabilities include all liabilities managed directly by the segments with the exception of current tax payable, deferred tax liabilities and other corporate liabilities.

Revenue and expenses are allocated to the reportable segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including investment income and "depreciation and amortisation" is regarded as including impairment losses on non-current assets. To arrive at "adjusted EBITDA", the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as share of profits less losses of associates, directors' and auditors' remuneration and other head office or corporate administration costs.

In addition to receiving segment information concerning adjusted EBITDA, management is provided with segment information concerning revenue (including inter-segment sales), interest income and expense from cash balances and borrowings managed directly by the segments, depreciation, amortisation and impairment losses and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar orders.

*Interests in jointly controlled entities*

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements under the equity method, and presented as a separate reportable segment. The Group's senior executive management reviews the post-tax results of the interests in jointly controlled entities, which is defined as the reportable segment profit for this particular segment. Reportable segment assets represent the Group's share of net assets of the jointly controlled entities. Revenue of jointly controlled entities is not presented as reportable segment revenue as it is not reviewed by the Group's senior executive management for resource allocation purposes.

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月

(以港元計)

3. 分部報告(續)

(a) 分部業績、資產及負債

為評估分部表現及分配分部資源，本集團高級行政管理人員按以下基準監控各可呈報分部相關的業績、資產及負債：

*製造及銷售成衣及紡織品及物業租賃分部*

分部資產包括所有資產，但不包括無形資產、聯營公司權益、其他金融資產、遞延所得稅資產、可發還本期稅項及其他企業資產。分部負債包括由分部直接管理的所有負債，但不包括應付本期稅項、遞延所得稅負債及其他企業負債。

分配至須予呈報分部的收入及支出是以這些分部所產生的收入和支出或屬於這些分部的資產折舊或攤銷所產生的支出而定。

用於報告分部溢利之計算方法為「調整扣除利息、稅項、折舊及攤銷前的收益」，「利息」視為包括投資收入，而「折舊及攤銷」視為包括非流動資產的減值虧損。計算調整扣除利息、稅項、折舊及攤銷前的收益時，本集團會就並無明確歸於個別分部之項目（例如應佔聯營公司之溢利減虧損、董事及核數師酬金及其他總辦事處或企業行政成本）進一步調整盈利。

除獲得有關調整扣除利息、稅項、折舊及攤銷前的收益之分部資料，管理層亦獲得有關收入（包括分部業務間銷售）、由分部直接管理之現金結餘及借貸之利息收入及支出、折舊、攤銷及減值虧損及分部添置用於營運之非流動分部資產的資料。分部間銷售的價格參考其他外在人士之類似的訂單價格。

*合營公司權益*

本集團於合營公司之權益在綜合財務報表是按權益會計法入賬，並以一獨立須予呈報分部列示。本集團高級行政管理人員審閱合營公司權益除稅後之業績，此特定的分部被訂定為須予呈報分部溢利。須予呈報分部資產代表集團應佔合營公司資產淨值。由於本集團高級行政管理人員沒有審閱合營公司銷售額以用作資源分配，其銷售額並未於須予呈報分部收入列示。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

3. SEGMENT REPORTING (Continued)

(a) Segment results, assets and liabilities (Continued)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the period is set out below:

3. 分部報告(續)

(a) 分部業績、資產及負債(續)

本期間提供予本集團最高行政管理人員用作資源分配和分部表現評估的本集團須予呈報分部資料如下：

		Manufacture and sale of garments and textiles 製造及銷售成衣及紡織品		Interests in jointly controlled entities 合營公司權益		Property leasing 物業租賃		Total 總額	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元	2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元	2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元	2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
For the six months ended 30 September	截至九月三十日止六個月								
Revenue from external customers	來自外界客戶的收入	606,535	562,407	-	-	2,085	2,795	608,620	565,202
Inter-segment revenue	分部業務間收入	-	-	-	-	1,367	1,464	1,367	1,464
Reportable segment revenue	須予呈報的分部收入	<u>606,535</u>	<u>562,407</u>	<u>-</u>	<u>-</u>	<u>3,452</u>	<u>4,259</u>	<u>609,987</u>	<u>566,666</u>
Reportable segment profit (adjusted EBITDA)	須予呈報的分部溢利 (扣除利息、稅項、折舊及攤銷前的調整後的收益)	5,327	81	29,993	1,044	2,579	2,993	37,899	4,118
Interest income	利息收入	434	313	-	-	-	-	434	313
Finance costs	融資成本	(2,617)	(3,010)	-	-	-	-	(2,617)	(3,010)
Depreciation and amortisation	折舊及攤銷	(10,675)	(11,672)	-	-	-	-	(10,675)	(11,672)
		<u>As at 30 September 2010</u>	<u>As at 31 March 2010</u>	<u>As at 30 September 2010</u>	<u>As at 31 March 2010</u>	<u>As at 30 September 2010</u>	<u>As at 31 March 2010</u>	<u>As at 30 September 2010</u>	<u>As at 31 March 2010</u>
		於二零一零年九月三十日	於二零一零年三月三十一日	於二零一零年九月三十日	於二零一零年三月三十一日	於二零一零年九月三十日	於二零一零年三月三十一日	於二零一零年九月三十日	於二零一零年三月三十一日
		\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元	\$'000 千元
Reportable segment assets (including interest in associate)	須予呈報的分部資產 (包括聯營公司權益)	597,292	578,415	554,138	513,133	84,168	83,711	1,235,598	1,175,259
Additions to non-current segment assets during the period	期內增加非流動分部資產	3,217	4,155	-	-	-	-	3,217	4,155
Reportable segment liabilities	須予呈報的分部負債	<u>235,652</u>	<u>185,774</u>	<u>-</u>	<u>-</u>	<u>206</u>	<u>206</u>	<u>235,858</u>	<u>185,980</u>

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

3. SEGMENT REPORTING (Continued)

(b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
Revenue	收入		
Reportable segment revenue	須予呈報的分部收入	609,987	566,666
Elimination of inter-segment revenue	分部業務間收入相互對銷	(1,367)	(1,464)
Consolidated turnover	綜合營業額	<u>608,620</u>	<u>565,202</u>

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
Profit	溢利		
Reportable segment profit derived from Group's external customers (adjusted EBITDA)	來自集團外界客戶的須予呈報的分部溢利 (扣除利息、稅項、折舊及攤銷前的調整後的收益)	37,899	4,118
Finance costs	融資成本	(2,617)	(3,010)
Share of profits less losses of associates	應佔聯營公司溢利減虧損	1,017	641
Impairment losses on interest in associate	聯營公司權益減值虧損	(1,155)	-
Net valuation gains on investment properties	投資物業估值收益淨額	-	1,110
Other revenue and net income	其他收入及其他收益淨額	9,713	15,672
Depreciation and amortisation	折舊及攤銷	(10,675)	(11,672)
Unallocated head office and corporate expenses	未分類總部及企業費用	(3,083)	(3,543)
Consolidated profit before taxation	綜合除稅前溢利	<u>31,099</u>	<u>3,316</u>

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

3. 分部報告(續)

(b) 須予呈報的分部收入、溢利或虧損、資產及負債之對算表

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

## 3. SEGMENT REPORTING (Continued)

## (b) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

## 3. 分部報告(續)

## (b) 須予呈報的分部收入、溢利或虧損、資產及負債之對算表(續)

		30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
<i>Assets</i>	<i>資產</i>		
Reportable segment assets	須予呈報的分部資產	1,235,598	1,175,259
Intangible assets	無形資產	1,569	1,569
Other financial assets	其他金融資產	7,862	5,820
Deferred tax assets	遞延所得稅資產	17,623	17,301
Current tax recoverable	可發還本期稅項	1,914	2,311
Unallocated head office and corporate assets	未分類總部及企業資產	827	986
Consolidated total assets	綜合資產總額	<u>1,265,393</u>	<u>1,203,246</u>
		30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
<i>Liabilities</i>	<i>負債</i>		
Reportable segment liabilities	須予呈報的分部負債	235,858	185,980
Current tax payable	應付本期稅項	9,297	17,131
Deferred tax liabilities	遞延所得稅負債	26,788	26,788
Unallocated head office and corporate liabilities	未分類總部及企業負債	1,520	3,595
Consolidated total liabilities	綜合負債總額	<u>273,463</u>	<u>233,494</u>

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

3. SEGMENT REPORTING (Continued)

(c) Geographic information

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's fixed assets, intangible assets, goodwill and interests in associate and jointly controlled entities ("specified non-current assets"). The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the specified non-current assets is based on the physical location of the asset, in the case of property, plant and equipment, the location of the operation to which they are allocated, in the case of intangible assets and goodwill, and the location of operations, in the case of interests in associate and jointly controlled entities.

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

3. 分部報告(續)

(c) 地區分部資料

下表載列有關(i)本集團來自外界客戶的收入；及(ii)本集團固定資產、無形資產、商譽及於聯營公司及合營公司權益(「特定非流動資產」)的地區分部資料。客戶所在地按提供服務及送貨地點而定。特定非流動資產所在地是根據資產的實際位置而定，物業、廠房及設備按其營運地點而定，而無形資產及商譽、於聯營公司及合營公司權益所在地則按所獲分配的營運地點而定。

		Revenue from external customers 來自外界客戶的收入		Specified non-current assets 特定非流動資產	
		Six months ended		31 March	
		30 September 2010	30 September 2009	30 September 2010	31 March 2010
		截至九月三十日止六個月	二零一零年	二零一零年	二零一零年
		二零一零年	二零零九年	九月三十日	三月三十一日
		\$'000	\$'000	\$'000	\$'000
		千元	千元	千元	千元
Hong Kong (place of domicile)	香港 (本集團所在地)	40,476	40,254	93,718	94,346
Europe	歐洲				
- United Kingdom	- 英國	159,073	150,931	-	-
- France	- 法國	1,362	18,683	-	-
- Other European countries	- 其他歐洲國家	203,744	206,880	-	-
Mainland China	中國大陸	63,197	31,518	643,431	608,775
North America	北美洲	70,015	63,973	-	-
Others	其他	70,753	52,963	2,132	1,568
		568,144	524,948	645,563	610,343
		608,620	565,202	739,281	704,689

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

未經審核中期財務報告附註

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

截至二零一零年九月三十日止六個月  
(以港元計)

## 4. PROFIT BEFORE TAXATION

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

## 4. 除稅前溢利

除稅前溢利已扣除/(計入)：

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
(a) Finance costs: Interest on bank loans wholly repayable within five years (including bank charges)	(a) 融資成本： 須於五年內悉數償還之銀行貸款利息（包括銀行費用）	2,617	3,010
(b) Staff costs: Salaries, wages and other benefits Contributions to defined contribution retirement schemes Provision/(reversal of provision) for long service payments, net	(b) 員工成本： 薪金、工資及其他福利 既定供款退休計劃供款  長期服務金準備（撥回）淨額	88,132 3,943 928	102,268 1,992 (1,931)
(c) Other items: Amortisation of land lease premium Depreciation Auditors' remuneration Operating lease charges: minimum lease payments – property rentals (Gain)/loss on disposal of fixed assets  Rentals receivable from investment properties less direct outgoings of \$795,000 (2009: \$848,000) Dividends income and interest income	(c) 其他項目： 租賃土地款項攤銷 折舊 核數師酬金 經營租賃費用： 最低租賃付款額 –物業之租金 出售固定資產（收益） 虧損 投資物業應收租金減直接支出795,000元 （二零零九年：848,000元） 股息及利息收入	27 10,648 842 3,319 (558) (1,290) (569)	35 11,637 799 3,064 238 (1,947) (443)
		<b>93,003</b>	<b>102,329</b>

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

5. INCOME TAX

<b>Current tax – Hong Kong Profits Tax</b>	本年稅項-香港利得稅
Provision for the period	本期間稅項撥備
Over-provision in respect of prior years	以往年度超額撥備
<b>Current tax – Outside Hong Kong</b>	本年稅項-香港境外
Provision for the period	本期間稅項撥備
Under-provision in respect of prior years	以往年度撥備不足
<b>Deferred tax</b>	遞延所得稅
Reversal of temporary differences	暫時差異的撥回

The provision for Hong Kong Profits Tax is calculated at 16.5% (2009: 16.5%) of the estimated assessable profits for the period. Taxation for subsidiaries outside Hong Kong are charged at the appropriate current rates of taxation ruling in the relevant jurisdictions.

6. DIVIDENDS

(a) Dividends payable to equity shareholders of the Company attributable to the interim period

Interim dividend declared after the interim period end of \$0.02 (2009: \$0.01) per share	於本六個月期間結束後宣派之中期股息每股0.02元 (二零零九年：每股0.01元)
---	--

The interim dividend declared after the interim period end has not been recognised as a liability at the interim period end date.

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

5. 所得稅

Six months ended 30 September 截至九月三十日止六個月	
2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
1,813	4,643
(1)	-
1,812	4,643
68	-
192	-
260	-
(220)	(3,640)
1,852	1,003

香港利得稅準備是按期內之估計應課稅溢利以16.5%之稅率(二零零九年：16.5%)計算。香港境外附屬公司之稅項則同樣以相關司法權區適用之現行稅率計算。

6. 股息

(a) 應付本公司股權持有人本六個月期間之股息

Six months ended 30 September 截至九月三十日止六個月	
2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
4,207	2,104

於本六個月期間結束後宣派之中期股息並未在中期完結當日確認為負債。



## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

## 6. DIVIDENDS (Continued)

- (b) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the interim period

Final dividend in respect of the previous financial year, approved and paid during the interim period, of \$0.06 (2009: \$0.09) per share	於本六個月期間批准及派發之過往財政年度末期股息每股0.06元 (二零零九年：每股0.09元)
---	---

## 7. EARNINGS PER SHARE

## (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of \$29,150,000 (2009: \$2,250,000) and on 210,369,000 (2009: 210,369,000) ordinary shares in issue throughout the period.

## (b) Diluted earnings per share

The diluted earnings per share is the same as the basic earnings per share as there were no dilutive potential ordinary shares in existence during the periods ended 30 September 2010 and 2009.

## 未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

## 6. 股息(續)

- (b) 應付本公司股權持有人屬於上一財政年度，並於本六個月期間批准及支付的股息

Six months ended 30 September 截至九月三十日止六個月	
2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
<u>12,622</u>	<u>18,933</u>

## 7. 每股盈利

## (a) 每股基本盈利

每股基本盈利乃根據應撥歸於本公司股權持有人應佔溢利29,150,000元(二零零九年：2,250,000元)及期內已發行普通股股份210,369,000股(二零零九年：210,369,000股)計算。

## (b) 每股攤薄盈利

截至二零一零年及二零零九年九月三十日止期間，本公司並無具有潛在攤薄能力之普通股；故此每股基本盈利及每股攤薄盈利相同。

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

8. TRADE AND OTHER RECEIVABLES

<b>Current</b>	流動
Trade debtors	應收賬款
Bills receivable	應收票據
Less: allowance for doubtful debts	減：呆壞賬撥備
Loans receivable	應收貸款
Deposits, prepayments and other debtors	訂金、預付款及其他應收款
Amounts due from related companies	應收關連公司款項
Amounts due from jointly controlled entities	應收合營公司款項
Dividend receivable from a jointly controlled entity	應收合營公司股息
Amount due from a shareholder	應收一股東款項
– Chan Family Investment Corporation Limited	– Chan Family Investment Corporation Limited

All of the trade and other receivables are expected to be recovered or recognised as an expense within one year.

The amounts due from related companies, jointly controlled entities and a shareholder are unsecured, interest-free and repayable on demand.

Included in trade and other receivables are trade debtors and bills receivable (net of allowance for doubtful debts) with the following ageing analysis as of the balance sheet date:

Current	未逾期
Less than 61 days past due	逾期少於61日
61 to 90 days past due	逾期61至90日
More than 90 days past due	逾期90日以上
Amounts past due	逾期金額

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

8. 應收賬款及其他應收款

30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
83,221	101,936
65,209	48,327
(6,312)	(8,955)
142,118	141,308
389	667
29,573	22,821
5,040	3,020
1,392	1,351
-	28,772
84	-
178,596	197,939

所有應收賬款及其他應收款均預期於一年內收回或確認為開支。

應收關連公司、合營公司及一股東款項是沒有抵押、不帶利息，並需按通知即時償還。

於結算日包括在應收賬款及其他應收款內有以下賬齡分析之應收賬款及應收票據（已扣除呆壞賬撥備）：

30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
105,743	115,949
32,097	19,637
1,630	2,830
2,648	2,892
36,375	25,359
142,118	141,308

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

8. TRADE AND OTHER RECEIVABLES (Continued)

Trade debtors and bills receivable are due between 30 to 90 days from the date of billing.

9. TRADE AND OTHER PAYABLES

Trade creditors  
Bills payable

應付賬款  
應付票據

Accrued charges and other creditors  
Amounts due to related companies  
Amounts due to jointly controlled entities  
Amount due to a shareholder  
– Chan Family Investment Corporation Limited

應計費用及其他應付款  
應付關連公司款項  
應付合營公司款項  
應付一股東款項  
– Chan Family Investment Corporation Limited

Derivative financial instruments

衍生金融工具

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

The amounts due to related companies, jointly controlled entities and a shareholder are unsecured, interest-free and repayable on demand.

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

8. 應收賬款及其他應收款(續)

應收賬款及應收票據在發單日期後30至90日內到期。

9. 應付賬款及其他應付款

30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
--	---

99,647 88,695  
9,216 3,387

108,863 92,082

88,368 70,077

1,242 427

5,231 96

– 2,139

203,704 164,821

7,638 –

211,342 164,821

所有應付賬款及其他應付款預期將於一年內償還或確認為收入或需按通知即時償還。

應付關連公司、合營公司及一股東款項是沒有抵押、不帶利息，並需按通知即時償還。

**NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT**

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

**9. TRADE AND OTHER PAYABLES (Continued)**

Included in trade and other payables are trade creditors and bills payable with the following ageing analysis as of the balance sheet date:

		<b>30 September 2010</b>	31 March 2010
		二零一零年 九月三十日	二零一零年 三月三十一日
		\$'000	\$'000
		千元	千元
Current	未逾期	<b>70,207</b>	65,987
Less than 61 days past due	逾期少於61日	<b>34,389</b>	21,078
61 to 90 days past due	逾期61至90日	<b>959</b>	3,488
More than 90 days past due	逾期90日以上	<b>3,308</b>	1,529
Amounts past due	逾期金額	<b>38,656</b>	26,095
		<b>108,863</b>	92,082

**10. COMMITMENTS**

Capital commitments outstanding at 30 September 2010 not provided for in the financial statements were as follows:

		<b>30 September 2010</b>	31 March 2010
		二零一零年 九月三十日	二零一零年 三月三十一日
		\$'000	\$'000
		千元	千元
Capital commitments excluding the share of jointly controlled entities: Contracted for	資本承擔(不包括合營公司): 已訂約	<b>402</b>	19
The Group's share of the capital commitments of jointly controlled entities: Contracted for	本集團佔合營公司未償付的資本承擔: 已訂約	<b>1,511</b>	10,031
Authorised but not contracted for	已授權但未訂約	<b>1,705</b>	-
		<b>3,216</b>	10,031
		<b>3,618</b>	10,050

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

9. 應付賬款及其他應付款(續)

於結算日包括在應付賬款及其他應付款內有以下賬齡分析之應付賬款及應付票據:

10. 承擔

於二零一零年九月三十日, 仍未在財務報表作出準備之資本承擔如下:

NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010  
(Expressed in Hong Kong dollars)

未經審核中期財務報告附註

截至二零一零年九月三十日止六個月  
(以港元計)

II. MATERIAL RELATED PARTY TRANSACTIONS

(a) Recurring transactions

II. 與關連人士之重大交易

(a) 經常性交易

		Six months ended 30 September 截至九月三十日止六個月	
		2010 二零一零年 \$'000 千元	2009 二零零九年 \$'000 千元
	Notes 附註		
<b>YGM Trading Limited and its subsidiaries ("YGMT Group")</b>	<b>YGM貿易有限公司及其附屬公司（「YGMT集團」）</b>		
Purchases of garment products by the Group	本集團購買成衣產品	1,233	1,613
Sales of garment products by the Group	本集團銷售成衣產品	15,250	14,617
Subcontracting fee paid and payable by the Group	本集團已付及應付外發加工費用	41	-
Rental income received and receivable by the Group	本集團已收及應收物業租金收入	1,922	1,924
Management fee received and receivable by the Group	本集團已收及應收管理費	372	372
Building management fee received and receivable by the Group	本集團已收及應收樓宇管理費	144	144
Commission received and receivable by the Group	本集團已收及應收佣金收入	19	428
<b>Wuxi Changxin Textile Co., Ltd.</b>	<b>無錫長新紡織有限公司</b>		
Purchases of traded products by the Group	本集團購買貿易產品	-	3,597
Sales of traded products by the Group	本集團銷售貿易產品	-	3
<b>Wuxi YGM Textile Co., Ltd.</b>	<b>無錫長江精密紡織有限公司</b>		
Purchases of traded products by the Group	本集團購買貿易產品	13,657	-
<b>Allied Textiles Limited</b>	<b>新聯興紡織有限公司</b>		
Purchases of traded products by the Group	本集團購買貿易產品	-	210
Subcontracting fee paid and payable by the Group	本集團已付及應付外發加工費用	275	-
<b>Chanson Asia Limited</b>	<b>長新亞洲有限公司</b>		
Rental income received and receivable by the Group	本集團已收及應收物業租金收入	51	-
Building management fee received and receivable by the Group	本集團已收及應收樓宇管理費	3	-
<b>Chanson Limited</b>	<b>長新貿易有限公司</b>		
Rental income received and receivable by the Group	本集團已收及應收物業租金收入	-	51
Building management fee received and receivable by the Group	本集團已收及應收樓宇管理費	-	3
<b>WTC07 Holdings Pte Ltd.</b>	<b>WTC07 Holdings Pte Ltd.</b>		
Consultancy fee paid and payable by the Group	本集團已付及應付顧問費	480	480

# YANGTZEKIANG GARMENT LIMITED

長江製衣有限公司

## NOTES TO THE UNAUDITED INTERIM FINANCIAL REPORT

For the six months ended 30 September 2010

(Expressed in Hong Kong dollars)

### II. MATERIAL RELATED PARTY TRANSACTIONS (Continued)

#### (a) Recurring transactions (Continued)

Notes:

- (i) Certain directors of the Company are collectively the controlling shareholders of both the YGMT Group and the Group.
- (ii) Wuxi Changxin Textile Co., Ltd., Wuxi YGM Textile Co., Ltd. and Allied Textiles Limited are wholly owned subsidiaries of Wuxi No. 1 Cotton Investment Co., Ltd., a jointly controlled entity of the Group.
- (iii) The management fees were charged for administrative, business strategy, personnel, legal and company secretarial work, accounting and management services provided, which are determined annually between the respective parties after negotiations having regard to the cost of services provided.
- (iv) Certain directors of the Company are collectively the controlling shareholders of Chanson Asia Limited, Chanson Limited, WTC07 Holdings Pte Ltd. and the Group.

The above transactions were, in the opinion of the directors, carried out on prices and terms comparable to those offered to or by independent third parties.

#### (b) Outstanding balances due from/(to) related companies, associates and jointly controlled entities:

		30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
Amount due from YGMT Group	應收YGMT集團款項	5,030	3,020
Amount due to YGMT Group	應付YGMT集團款項	(826)	(33)
Amount due from Chanson Asia Ltd.	應收長新亞洲有限公司款項	10	-
Amount due to WTC07 Holdings Pte Ltd.	應付WTC07 Holdings Pte Ltd.款項	(416)	(394)
Amount due from Allied Textiles Limited	應收新聯興紡織有限公司款項	1,392	1,351
Amount due to Allied Textiles Limited	應付新聯興紡織有限公司款項	(13)	-
Amount due to Wuxi Yangtzekiang Textile Co., Ltd.	應付無錫揚子江精密紡織有限公司款項	-	(96)
Amount due to Wuxi YGM Textile Co., Ltd.	應付無錫長江精密紡織有限公司款項	(5,218)	-

Balances with related companies, associates and jointly controlled entities are unsecured, interest-free and repayable on demand.

## 未經審核中期財務報告附註

截至二零一零年九月三十日止六個月

(以港元計)

### II. 與關連人士之重大交易(續)

#### (a) 經常性交易(續)

附註:

- (i) 本公司若干董事統稱為YGMT集團及本集團之控股股東。
- (ii) 無錫長新紡織有限公司、無錫長江精密紡織有限公司及新聯興紡織有限公司均為本集團之合營公司無錫一棉投資有限公司之全資擁有附屬公司。
- (iii) 管理費收入與提供行政工作、業務策略、人事、法律及公司秘書工作、會計與管理服務有關，該費用是由有關人士每年按磋商後釐定。
- (iv) 本公司若干董事同時為長新亞洲有限公司、長新貿易有限公司、WTC07 Holdings Pte Ltd.及本集團之控股股東。

董事會認為上述交易之價格及條件與提供予獨立第三者或由彼等所提供之條件相若。

#### (b) 應收/(應付)關連公司、聯營公司及合營公司款項:

	30 September 2010 二零一零年 九月三十日 \$'000 千元	31 March 2010 二零一零年 三月三十一日 \$'000 千元
Amount due from YGMT Group	5,030	3,020
Amount due to YGMT Group	(826)	(33)
Amount due from Chanson Asia Ltd.	10	-
Amount due to WTC07 Holdings Pte Ltd.	(416)	(394)
Amount due from Allied Textiles Limited	1,392	1,351
Amount due to Allied Textiles Limited	(13)	-
Amount due to Wuxi Yangtzekiang Textile Co., Ltd.	-	(96)
Amount due to Wuxi YGM Textile Co., Ltd.	(5,218)	-

與關連公司、聯營公司及合營公司之結餘是沒有抵押、不帶利息，並需按通知即時償還。

**INTERIM DIVIDEND**

The Board have resolved to pay an interim dividend of HK\$0.02 (2009: HK\$0.01) per share for the six months ended 30 September 2010 to shareholders whose names appears on the register of members of the Company as at the close of business on 15 December 2010. The interim dividend is expected to be paid on or around 21 December 2010.

**CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 10 December 2010 to 15 December 2010 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 9 December 2010.

**MANAGEMENT DISCUSSION AND ANALYSIS****Business Review and Prospects**

The drastic increase in profit (2010: HK\$29,247,000, 2009: HK\$2,313,000) for our group was caused largely by the huge improvement in profit from our textile investment, Wuxi no. 1 Cotton Investment Co., Ltd. in China. Currently most textile business including spinning such as ours is enjoying a very profitable cycle. Cotton yarn prices are at historical high and our textile company has well positioned itself to benefit from the present situation. Our garment trading and manufacturing business remain difficult but stable. Export markets in both the USA and Europe remain weak but we are starting to develop more business in selling to domestic brands in China. During this period under review, losses from our Panyu factories have been reduced. We also have been successful in reducing further our administration and operating expenses. Looking forward we believe the second half results to be similar in that most profit will be generated from our Wuxi textile investment while garment business will remain steady.

**Financial Position and Capital Structure**

During the period under review, the Group's operations continued to be financed by the internal resources and bank borrowings.

As at 30 September 2010, the cash and bank balances of the Group were approximately HK\$189,128,000 (as at 31 March 2010: HK\$184,770,000).

**中期股息**

董事會議決向於二零一零年十二月十五日營業時間結束時名列本公司股東名冊的股東派付截至二零一零年九月三十日止六個月之中期股息每股0.02港元(二零零九年:每股0.01港元)。中期股息將於二零一零年十二月二十一日或相近日子支付。

**暫停辦理股份過戶登記手續**

本公司將由二零一零年十二月十日起至二零一零年十二月十五日(首尾兩天包括在內)期間暫停辦理股東登記手續,期間不會進行任何股份過戶登記。為符合資格獲派中期股息,所有過戶文件連同有關股票必須於二零一零年十二月九日(星期四)下午四時三十分前送交本公司之股份過戶登記處香港中央證券登記有限公司,地址為香港皇后大道東183號合和中心17樓1712-1716室。

**管理層討論及分析****業務回顧及前景**

本集團溢利得以大幅上揚(二零一零年:29,247,000港元,二零零九年:2,313,000港元),主要乃受惠於集團在中國投資之紡織項目無錫一棉投資有限公司溢利顯著改善。現時大部份紡織業,包括本集團之精紡業務,均處於利潤豐碩的週期。棉線價格處於歷史高位,而集團的紡織公司已作好準備,在現時市況中受惠。集團的成衣貿易及生產業務仍經營困難,但維持穩定。歐美出口市場依然疲弱,惟本集團已著手開發銷售予國內的本地品牌。於回顧期內,番禺廠房的虧損已見減少。本集團亦成功進一步削減行政及經營費用。前瞻未來,集團相信下半年度會取得相類業績,大部份溢利將來自無錫紡織投資項目,而成衣業務則會維持穩定。

**財務狀況及股本架構**

於回顧期間內,本集團仍以其內部資源及銀行貸款作為營運資金。

於二零一零年九月三十日,本集團之現金及銀行結餘約為189,128,000港元(於二零一零年三月三十一日:184,770,000港元)。

### MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

#### Financial Position and Capital Structure (Continued)

As at 30 September 2010 and 31 March 2010, the gearing ratio (calculated by dividing total bank borrowings by total equity) of the Group was zero as the Group did not have any short term borrowings and long term borrowings as at 30 September 2010 and 31 March 2010. As at 30 September 2010, the Group was in compliance with the financial covenant of its banking facilities.

The Group adopts a prudent policy to hedge the fluctuation of foreign exchange rates. As most of the Group's sales, purchases, cash and bank balances and bank borrowings are denominated in Hong Kong dollars, United States dollars, Euros, Pounds Sterling or Renminbi, the Group may enter into forward foreign exchange contracts to hedge its receivables and payables denominated in the above foreign currencies against the exchange rate fluctuation when the exposure is significant. As at 30 September 2010, the Group has outstanding foreign exchange contracts amounting to HK\$203,615,000.

The share capital of the Company remained unchanged during the period under review.

#### Pledge of Assets

As at 30 September 2010, none of the assets of the Group was pledged.

#### Employment and Remuneration Policies

As at 30 September 2010, the Group, including its subsidiaries but excluding its associates and jointly controlled entities, employed approximately of 3,900 employees. Remuneration packages are determined by reference to employees' performance and the prevailing salary levels in the market. In addition, the Group provides year end double pay, provident fund scheme, medical insurance and training to staff.

### 管理層討論及分析(續)

#### 財務狀況及股本架構(續)

於二零一零年九月三十日及二零一零年三月三十一日，本集團並沒有任何銀行短期借貸及長期借貸；因此，於二零一零年九月三十日及二零一零年三月三十一日，本集團之資產負債比率為零。本集團於二零一零年九月三十日已履行授予其銀行信貸的財務契諾。

本集團採用審慎政策以對沖匯率波動。由於本集團大部份銷售、採購、現金及銀行結餘及銀行貸款均主要以港元、美元、歐羅、英鎊或人民幣結算，當風險重大時，本集團或會就以上外幣結算之應收及應付款訂立若干遠期合約，以對沖外匯波動。於二零一零年九月三十日，本集團尚未履行之遠期外匯合約結餘約為203,615,000港元。

本公司之股本於本回顧期內並無任何變動。

#### 資產抵押

於二零一零年九月三十日，本集團並無以任何資產作抵押。

#### 僱員及薪酬政策

於二零一零年九月三十日，除聯營公司及合營公司外，本集團(包括其附屬公司)聘用約3,900名僱員。薪酬組合乃參照員工之表現及市場當時之薪金水平而釐定。此外，本集團為僱員提供年終雙薪、公積金計劃、醫療保險及培訓。



## OTHER INFORMATION

## Directors' Interest in Shares

- (a) As at 30 September 2010, the interests and short positions of the Directors and their associates in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and the Stock Exchange of Hong Kong Limited ("the Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), the Model Code for Securities Transactions by Directors of Listed Issuers ("the Model Code") and which were required to be entered in the register kept by the Company under section 352 of the SFO were as follows:

## 其他資料

## 董事之股份權益

- (a) 於二零一零年九月三十日，本公司各董事及彼等之聯繫人士於本公司或任何聯營公司(按證券及期貨條例(「證券條例」)第XV部之涵義)股份、相關股份及債券中擁有根據證券條例第XV部第7及8分部、上市公司董事進行證券交易標準守則(「標準守則」)之規定須知會本公司及香港聯合交易所有限公司(「聯交所」)之權益及空倉(包括彼等根據該等證券條例規定被視作或當作擁有之權益及空倉)，並須登記於根據證券條例第352條存置之登記冊之權益及空倉如下：

## Number of ordinary shares of HK\$0.50 each

每股面值港幣0.50元之普通股份數目

Name of Director	董事姓名	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Other interests 其他權益
Chan Sui Kau	陳瑞球	4,324,696	3,999,354	5,611,230	(i)
Chan Wing Fui, Peter	陳永奎	486,102	8,367,130	—	(i) & (ii)
Chan Wing Kee	陳永棋	8,589,624	208,356	—	(i) & (ii) & (iii)
Chan Wing To	陳永滔	9,762,054	—	—	(i) & (ii) & (iii)
Chan Wing Sun, Samuel	陳永燊	6,089,244	250,000	3,293,080	(i) & (ii)
Chan Suk Ling, Shirley	周陳淑玲	4,369,816	24,000	—	(i) & (ii)
Chan Suk Man	劉陳淑文	3,355,442	—	—	(i) & (ii) & (iii)
So Ying Woon, Alan	蘇應垣	12,000	—	—	—
Leung Hok Lim	梁學濂	—	—	—	—
Lin Keping	林克平	—	—	—	—
Sze Cho Cheung, Michael	施祖祥	—	—	—	—

**OTHER INFORMATION** (Continued)

**Directors' Interest in Shares** (Continued)

(a) (Continued)

Notes:

- (i) 48,032,240 shares of the Company were held by Chan Family Investment Corporation Ltd. (which is owned by Messrs Chan Sui Kau, Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing To and Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley and Madam Chan Suk Man and other members of the Chan Family) and its subsidiaries.
  - (ii) 1,577,388 shares of the Company were held by Hearty Development Limited which is indirectly owned by Messrs Chan Wing Fui, Peter, Chan Wing Kee, Chan Wing To and Chan Wing Sun, Samuel, Madam Chan Suk Ling, Shirley and Madam Chan Suk Man and other members of the Chan Family.
  - (iii) 2,383,500 shares of the Company were held by Super Team International Limited which is indirectly owned by Messrs Chan Wing Kee, Chan Wing To, Madam Chan Suk Man and other members of the Chan Family.
- (b) Save as disclosed above, as at 30 September 2010, none of the Directors or their associates, had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

**Substantial Shareholders**

Save as disclosed herein, the Directors are not aware of any person who was, directly or indirectly, interested or had short position in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, was directly or indirectly, interested in 10% or more of the nominal value of the issued share capital carrying rights to vote in all circumstances at general meetings of the Company or any options in respect of such capital as at 30 September 2010.

**Share Option Scheme**

On 23 September 2004, the Company adopted a share option scheme (the "Share Option Scheme") which will remain in force until 22 September 2014. Pursuant to the terms of the Share Option Scheme, the Company may grant options to directors and employees of the Group and other eligible participants to subscribe for shares in the Company, provided that the total number of shares in the Company which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company does not exceed 10% of the shares of the Company in issue at the date of adoption of the Share Option Scheme, which was 14,024,579 shares. On 19 September 2006, it was approved in the Annual General Meeting that the maximum number of options to be granted under the Share Option Scheme was increased to 21,036,868 shares, representing 10% of the total number of ordinary shares in issue on that day.

**其他資料(續)**

**董事之股份權益(續)**

(a) (續)

附註:

- (i) 合共48,032,240股本公司股份乃由 Chan Family Investment Corporation Ltd. (包括陳瑞球先生、陳永奎先生、陳永祺先生、陳永滔先生及陳永榮先生、周陳淑玲女士及劉陳淑文女士及其他陳氏家族成員)及其附屬公司所持有。
  - (ii) 合共1,577,388股本公司股份乃由 Hearty Development Limited持有。該公司由陳永奎先生、陳永祺先生、陳永滔先生及陳永榮先生、周陳淑玲女士及劉陳淑文女士及其他陳氏家族成員間接擁有。
  - (iii) 合共2,383,500股本公司股份乃由Super Team International Limited持有。該公司由陳永祺先生、陳永滔先生、劉陳淑文女士及其他陳氏家族成員間接擁有。
- (b) 除上文所披露者外，於二零一零年九月三十日，各董事或彼等之聯繫人士概無於本公司或任何聯營公司(按證券條例第XV部之涵義)股份、相關股份或債券中擁有根據證券條例第XV部第7及8分部之任何權益或空倉(或彼等根據該等證券條例規定被視作或當作擁有之任何權益及空倉)須登記於本公司根據證券條例第352條存置之登記冊之任何權益，或根據標準守則之規定須知會本公司及聯交所之任何權益。

**主要股東**

除本文所披露者外，於二零一零年九月三十日，各董事並不知悉有任何人士直接或間接擁有根據證券條例第XV部第2及3分部之條文規定而須向本公司及聯交所披露之股份或相關股份中之權益及空倉，亦無於附有可在一切情況下本公司之股東週年大會上投票之權利之已發行股本中，直接或間接擁有其面值10%或以上之權益，或有關於等股本涉及之任何購股權。

**購股權計劃**

於二零零四年九月二十三日，本公司採納購股權計劃(「購股權計劃」)，購股權計劃將一直有效，直至二零一四年九月二十二日到期。根據購股權計劃之條款，本公司可向本集團董事及僱員及其他合資格參與者授出購股權，以認購本公司股份，惟根據購股權計劃及本公司任何其他購股權計劃授出之所有購股權獲行使時，為此發行之本公司股份總數不得超過採納購股權計劃當日本公司已發行股份之10%，即上限為14,024,579股。於二零零六年九月十九日之股東週年大會上，獲批准增加購股權計劃可授出之購股權限額至21,036,868股，即當日已發行10%之普通股數目。

**OTHER INFORMATION** (Continued)**Share Option Scheme** (Continued)

No options were granted under the Share Option Scheme during the period.

**Purchase, Sale or Redemption of Shares**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the period ended 30 September 2010.

**Audit Committee**

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises three independent non-executive directors of the Company.

The audit committee of the Company has reviewed with the management the accounting principles and practices adopted by the Group and the unaudited interim financial statements of the Group for the period ended 30 September 2010.

**Corporate Governance Practices**

In the opinion of the Board, the Company has complied throughout the period ended 30 September 2010 with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules, except that the non-executive directors were not appointed for a specific term but are subject to retirement by rotation and re-election at the Company's annual general meetings in accordance with the Company's articles of association.

**Directors' Securities Transactions**

The Company has adopted a Securities Dealing Code regarding director's securities transactions on terms no less exacting than required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in Appendix 10 of the Listing Rules. All Directors have confirmed, upon specific enquiry by the Company, that they have complied with the required standard set out in the Model Code and its Securities Dealing Code throughout the period under review.

By Order of the Board  
**Chan Sui Kau**  
Chairman

Hong Kong, 24 November 2010

**其他資料(續)****購股權計劃(續)**

期內並無根據購股權計劃授出任何購股權。

**收購、出售或贖回股份**

截至二零一零年九月三十日止六個月內，本公司或其任何附屬公司並無收購、出售或贖回本公司任何股份。

**審核委員會**

本公司依照上市規則第3.21條成立審核委員會，旨在審核及監察本集團之財務申報過程及內部控制。該審核委員會由本公司三位獨立非執行董事組成。

本公司之審核委員會已與管理階層審閱本集團所採納的會計原則及慣例，以及本集團截至二零一零年九月三十日止期間之未經審核財務報表。

**企業管治常規**

董事會認為，除非執行董事並無指定明確任期而須根據本公司組織章程於本公司股東週年大會輪值告退及重選外，本公司於截至二零一零年九月三十日止期間內一直遵守上市規則附錄14所載之企業管治常規守則。

**董事之證券交易**

本公司已採納有關董事證券交易之證券買賣守則，其條款不遜於上市規則附錄10所載證券交易標準守則(「標準守則」)載列之規定準則。經過本公司向所有董事作出具體查詢後，本公司董事已確認，彼等於回顧本期間內，一直遵守標準守則載列之規定準則及其有關董事證券交易之證券買賣守則。

承董事會命  
主席  
陳瑞球

香港，二零一零年十一月二十四日

# YANGTZEKIANG GARMENT LIMITED

長江製衣有限公司

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Chan Sui Kau, GBM, GBS, JP – *Chairman*  
Chan Wing Fui, Peter, MA – *Vice Chairman*  
Chan Wing Kee, GBS, OBE, JP – *Managing Director*  
Chan Wing To, PhD – *Deputy Managing Director*  
Chan Suk Man, MSc  
Chan Wing Sun, Samuel, FCA  
Chan Suk Ling, Shirley  
So Ying Woon, Alan  
Leung Hok Lim, FCPA(Aust.), CPA(Macau), FCPA(Practising)\*\*  
Lin Keping\*\*  
Sze Cho Cheung, Michael\*\*

\*\* *Independent Non-executive Director*

### Audit Committee

Leung Hok Lim – *Chairman*  
Lin Keping  
Sze Cho Cheung, Michael

### Remuneration Committee

Chan Wing Fui, Peter – *Chairman*  
Chan Wing Kee  
Leung Hok Lim  
Lin Keping  
Sze Cho Cheung, Michael

### PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited  
DBS Bank (Hong Kong) Limited

### SOLICITORS

MAYER BROWN JSM

### AUDITORS

KPMG  
*Certified Public Accountants*

## 公司資料

### 董事會

陳瑞球(主席)  
陳永奎(副主席)  
陳永棋(董事總經理)  
陳永滔(副董事總經理)  
劉陳淑文  
陳永燦  
周陳淑玲  
蘇應垣  
梁學濂\*\*  
林克平\*\*  
施祖祥\*\*

\*\* *獨立非執行董事*

### 審核委員會

梁學濂(主席)  
林克平  
施祖祥

### 酬金委員會

陳永奎(主席)  
陳永棋  
梁學濂  
林克平  
施祖祥

### 主要往來銀行

香港上海匯豐銀行有限公司  
星展銀行

### 律師

孖士打律師行

### 核數師

畢馬威會計師事務所  
*執業會計師*

**CORPORATE INFORMATION** (Continued)

**COMPANY SECRETARY**

Hui Sau Ling, FCCA, CPA

**REGISTERED OFFICE**

22 Tai Yau Street  
San Po Kong  
Kowloon

**REGISTRARS AND TRANSFER OFFICE**

Computershare Hong Kong Investor Services Limited  
Shops 1712 – 1716,  
17th Floor, Hopewell Centre  
Hong Kong

**WEBSITE**

[www.ygm.com.hk](http://www.ygm.com.hk)

公司資料(續)

公司秘書

許秀玲

註冊辦事處

九龍  
新蒲崗  
大有街二十二號

股份過戶登記處

香港中央證券登記有限公司  
香港  
合和中心十七樓  
1712 – 1716室

公司網址

[www.ygm.com.hk](http://www.ygm.com.hk)

