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## EASYKNIT INTERNATIONAL HOLDINGS LIMITED

永義國際集團有限公司\*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code 股份代號：1218)

### ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 31 MARCH 2014

截至2014年3月31日  
止年度  
之全年業績公佈

The board of directors (the “**Board**”) of Easyknit International Holdings Limited (the “**Company**”) is pleased to announce the audited annual results of the Company and its subsidiaries (collectively the “**Group**”) for the year ended 31 March 2014 together with comparative figures. These annual results have been reviewed by the Company’s audit committee.

永義國際集團有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至2014年3月31日止年度之經審核全年業績連同比較數字。本全年業績已由本公司之審核委員會審閱。

### FINAL RESULTS

For the year ended 31 March 2014, the Group recorded a turnover of HK\$275,757,000, representing a decrease of HK\$248,641,000 or 47.4% from HK\$524,398,000 for the year 2013.

### 全年業績

截至2014年3月31日止年度，本集團錄得營業額275,757,000港元，較2013年524,398,000港元減少248,641,000港元或47.4%。

Profit attributable to owners of the Company for the year ended 31 March 2014 amounted to HK\$13,036,000 (2013: profit of HK\$647,022,000). The significant decrease in profit of HK\$633,986,000 was primarily attributable to, among other things, the significant decrease of HK\$446,337,000 in fair value gain of the investment properties and the decrease of HK\$149,552,000 in property sales.

截至2014年3月31日止年度，本公司擁有人應佔溢利為13,036,000港元(2013年：溢利647,022,000港元)。溢利顯著減少633,986,000港元，主要由於(其中包括)投資物業之公平值收益大幅減少446,337,000港元，以及物業銷售減少149,552,000港元所致。

\* for identification only

\* 僅供識別

The basic earnings per share for the year ended 31 March 2014 was HK\$0.16 (2013: basic earnings per share of HK\$8.15).

## FINAL DIVIDEND

The Board has recommended the payment of final dividend of HK\$0.10 per share for the year ended 31 March 2014 (the “**Final Dividend**”) (2013: HK\$0.40 per share).

Dividend warrants will be posted on or about 11 September 2014 to the shareholders whose names appear on the register of members of the Company on 28 August 2014.

## CLOSURE OF REGISTER OF MEMBERS

The register of members will be closed on Thursday, 28 August 2014 and Friday, 29 August 2014. In order to qualify for the Final Dividend, all share transfers documents accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 August 2014.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW

During the year, the Group was principally engaged in property investments, property development, garment sourcing and export businesses, loan financing and investment in securities.

#### (i) Property Investments

The Group has investment properties in Hong Kong, Singapore and the People’s Republic of China (the “**PRC**”).

##### *Hong Kong, Singapore and the PRC*

Turnover of the Group’s property rental for the year under review was HK\$63,433,000 (2013: HK\$51,246,000), an increase of HK\$12,187,000 or 23.8% over the last year mainly due to the

截至2014年3月31日止年度，每股基本盈利為0.16港元(2013年：每股基本盈利8.15港元)。

## 末期股息

董事會建議派發截至2014年3月31日止年度之末期股息每股0.10港元(「該末期股息」)(2013年：每股0.40港元)。

股息單將於2014年9月11日或前後寄發予於2014年8月28日名列本公司股東名冊之股東。

## 暫停辦理股份過戶登記手續

本公司將於2014年8月28日(星期四)及2014年8月29日(星期五)暫停辦理股份過戶登記手續。為符合獲派該末期股息之資格，所有股份過戶文件連同有關股票必須於2014年8月27日(星期三)下午4時30分前送達本公司之香港股份過戶登記分處卓佳秘書商務有限公司(地址為香港皇后大道東183號合和中心22樓)，辦理股份過戶登記手續。

## 管理層討論與分析

### 業務回顧

於年內，本集團主要從事物業投資、物業發展、採購及出口成衣業務、貸款融資及證券投資。

#### (i) 物業投資

本集團於香港、新加坡及中華人民共和國(「**中國**」)擁有投資物業。

##### *香港、新加坡及中國*

於回顧年內，本集團之物業租賃營業額為63,433,000港元(2013年：51,246,000港元)，比去年增加12,187,000港元或23.8%，主要由於

increasing rental rates for retail properties in Hong Kong as demand for retail properties continued to be driven by growing tourist and domestic spending. The Group's investment properties comprise mainly residential, commercial and industrial properties.

As at 31 March 2014, the Group's commercial and residential rental properties in Hong Kong and Singapore were leased 100% and 67% respectively. The industrial rental properties continued to maintain a high occupancy rate of 94%. The property management fee income was HK\$547,000 (2013: HK\$506,000).

At the year end date, the Group based on professional valuations accounted for a decrease in fair value gain of investment properties to HK\$40,714,000 (2013: HK\$487,051,000).

The Group had leased out 3 blocks of factory premises and partially leased out 4 blocks of dormitories, with a total gross floor area of 63,891 sq.m. in Huzhou, the PRC. In addition, further construction works are on hand.

The Group regularly reviews the existing tenant composition and seeks to enhance its optimum mix. The Group also continues to replenish its investment property portfolio by selecting and locating prospective retail acquisition targets. The Group believes that a well-balanced portfolio provides a steady rental income and a good potential for capital appreciation in the long run.

## **(ii) Property Development**

For the year under review, the total revenue derived from the property sales of One Victory was HK\$108,262,000 (2013: HK\$257,814,000).

旅客及本地消費增長持續推動零售物業的需求，致使香港零售物業租金上升所致。本集團的投資物業主要包括住宅、商業及工業物業。

於2014年3月31日，本集團位於香港及新加坡之商業及住宅租賃物業已分別租出100%及67%。工業租賃物業繼續維持高出租率94%。物業管理費收入為547,000港元(2013年：506,000港元)。

於年結日，根據專業估值，本集團投資物業之公平值收益減少至40,714,000港元(2013年：487,051,000港元)。

本集團於中國湖州之3座廠房已租出及4座員工宿舍已部份租出，總建築面積約63,891平方米。另外，現時手頭仍有進一步的建設工程。

本集團定期檢討現有租戶組合，並尋求達致最理想組合。本集團亦繼續透過挑選及尋求具前瞻性的商舖收購目標，以增添其投資物業組合。本集團認為，一個均衡的投資物業組合長遠可帶來穩定的租金收入和具良好潛質的資本增值。

## **(ii) 物業發展**

於回顧年內，來自勝利道1號之物業銷售的總營業額為108,262,000港元(2013年：257,814,000港元)。

A residential project, namely “PAXTON”, at No. 311-313 Prince Edward Road West which offers about 49 units of 74,285 square feet gross floor area will be formally launched with grand opening in late June 2014.

Another residential project at No. 301 Prince Edward Road West has commenced the demolition works.

With the completion of the acquisitions of remaining 2 units out of 8 units of a building at No. 14 and 16 Inverness Road, Kowloon Tong, Kowloon, Hong Kong at a consideration of HK\$49,300,000 in July 2013, the Group became the sole owner of the whole building and demolition works of such building were commenced in June 2014.

### **(iii) Garment Sourcing and Export Businesses**

For the year ended 31 March 2014, this segment recorded a turnover of HK\$96,969,000 (2013: HK\$211,770,000) representing 54.2% decrease comparing with 2013. Cost of sales for the year amounted to HK\$86,361,000 (2013: HK\$190,157,000) and the loss of this business segment was HK\$2,077,000 (2013: loss of HK\$1,601,000).

### **(iv) Investment in Securities**

The Group has maintained a portfolio of listed equity securities in Hong Kong. For the year ended 31 March 2014, this business segment has recorded a profit of HK\$8,564,000 (2013: HK\$15,433,000).

## **FINANCIAL REVIEW**

### **Liquidity and Financial Resources**

The Group financed its operation through internally generated cash flow and bank borrowings. As at 31 March 2014, the Group's bank borrowings amounted to HK\$1,741,162,000 (2013: HK\$755,567,000). The gearing ratio of the Group, calculated as a ratio of total borrowings to total equity, for the year was 0.51 (2013: 0.24).

位於太子道西311至313號之住宅項目「雋瓏」提供約49個單位，建築面積為74,285平方呎，並將於2014年6月下旬正式隆重推出市場。

另一個位於太子道西301號之住宅項目已開始清拆工程。

於2013年7月，本集團完成收購位於香港九龍九龍塘延文禮士道14號及16號一幢樓宇8個單位中餘下2個單位，代價為49,300,000港元，本集團成為整幢樓宇之唯一擁有人，該樓宇之清拆工程已於2014年6月展開。

### **(iii) 採購及出口成衣業務**

截至2014年3月31日止年度，本分部錄得營業額96,969,000港元(2013年：211,770,000港元)，較2013年減少54.2%。於年內之銷售成本為86,361,000港元(2013年：190,157,000港元)。本業務分部之虧損為2,077,000港元(2013年：虧損約1,601,000港元)。

### **(iv) 證券投資**

本集團持有一個香港上市股本證券組合。截至2014年3月31日止年度，本業務分部錄得溢利8,564,000港元(2013年：15,433,000港元)。

## **財務回顧**

### **流動資金及財務資源**

本集團之營運透過內部產生的現金流及銀行借貸提供資金。於2014年3月31日，本集團之銀行借貸為1,741,162,000港元(2013年：755,567,000港元)。於本年度，本集團的資產負債比率(即借貸總額佔總資產之百分比)為0.51(2013年：0.24)。

As at 31 March 2014, the Group has net current assets of HK\$2,454,382,000 (2013: HK\$1,376,697,000). Current ratio was 21.5 (2013: 12.7). The bank balances and cash as at 31 March 2014 was HK\$601,139,000 (2013: HK\$340,869,000).

## Capital Structure

During the year, there was no change to the share capital of the Company. As at 31 March 2014, the total number of issued ordinary shares of the Company was 79,420,403 shares.

## Charge on Group Assets

As at 31 March 2014, bank loans amounting to HK\$1,741,162,000 (2013: HK\$755,567,000) were secured by investment properties, properties held for development for sale and deposit and prepayments for a life insurance policy of the Group having a net book value of HK\$3,074,249,000 (2013: HK\$1,939,755,000).

## Exposure on Foreign Exchange Fluctuations

Most of the Group's revenues and payments are in Hong Kong dollars, US Dollars, Singapore dollars and Renminbi. During the year, the Group did not have significant exposure to the fluctuation in exchange rates and thus, no financial instrument for hedging purposes was employed. The directors considered the risk of exposure to the currency fluctuation to be minimal.

## Material Acquisitions and Disposals

### *Easyknit Enterprises Holdings Limited ("EE")*

#### (i) *Subscription of Rights Shares of EE*

During the year, the Group has undertaken to EE and the underwriter of the subscription of the rights issues of EE that:

- (a) a total of 537,908,400 rights shares were allotted and taken up in full on 19 June 2013, the subscription cost amounted to HK\$53,790,840; and

於2014年3月31日，本集團之流動資產淨值為2,454,382,000港元(2013年：1,376,697,000港元)。流動比率為21.5(2013年：12.7)。於2014年3月31日，銀行結餘及現金為601,139,000港元(2013年：340,869,000港元)。

## 股本結構

於年內，本公司股本並無任何變動。於2014年3月31日，本公司已發行普通股股份總數為79,420,403股。

## 本集團資產之抵押

於2014年3月31日，銀行貸款為1,741,162,000港元(2013年：755,567,000港元)乃以本集團賬面淨值為3,074,249,000港元(2013年：1,939,755,000港元)之投資物業、持作出售發展物業及人壽保單之按金及預付款作為抵押。

## 外匯波動之風險

本集團之收入與支出以港元、美元、新加坡元及人民幣為主。於年內，本集團並無因兌換率波動而承受重大風險，因此並無運用任何金融工具作對沖用途。董事認為承受兌換率波動之風險極微。

## 重大收購及出售

### *永義實業集團有限公司(「永義實業」)*

#### (i) *認購永義實業供股股份*

於年內，本集團已向永義實業及包銷商承諾認購永義實業之供股股份：

- (a) 於2013年6月19日，本集團獲配發及全數接納合共537,908,400股供股股份，認購成本為53,790,840港元；及

(b) a total of 89,651,395 rights shares were allotted and taken up in full on 13 December 2013, the subscription cost amounted to HK\$53,790,837.

The Group did not apply any excess rights shares in the above 2 rights issues. Details of the rights issues were set out in the Company's announcements dated 5 April 2013 and 3 October 2013 respectively.

(ii) *Deemed Disposal of Interests in EE*

Upon the completion of placing of 329,540,000 new EE shares by EE to independent investors on 24 September 2013, the Group's interests in EE was diluted from 43.52% to 36.27% and EE became an associate of the Group.

(iii) *Subscription of a Convertible Note of EE*

On 16 January 2014, the Group subscribed 2% coupon rate convertible note in the aggregate principal amount of HK\$100,000,000 issued by EE, with the maturity date on 27 March 2019 ("EE Convertible Note"). The EE Convertible Note can be converted, in an amount of not less than HK\$10,000,000, into new ordinary shares of EE at any time within a period of 5 years, following the date of issue at a conversion price of HK\$0.68 per EE share. Upon the completion of the subscription and issuance of the EE Convertible Note was taken place on 27 March 2014, EE ceased to be an associate of the Group and is now accounted for as a subsidiary of the Group. Accordingly, EE's assets, liabilities, cash flows and results are consolidated into the consolidated financial statements of the Group.

## Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 March 2014 (2013: nil).

## Capital Expenditure

During the year, the Group spent HK\$21,000 (2013: HK\$9,553,000) on the acquisition of property, plant and equipment.

(b) 於2013年12月13日，本集團獲配發及全數接納合共89,651,395股供股股份，認購成本為53,790,837港元。

於上述2次供股中，本集團並無申請任何額外供股股份。有關供股詳情分別載於本公司日期為2013年4月5日及2013年10月3日之公佈。

(ii) 視作出售於永義實業之權益

永義實業於2013年9月24日完成配售329,540,000股永義實業新股份予獨立投資者後，本集團於永義實業之權益由43.52%攤薄至36.27%，永義實業成為本集團之聯營公司。

(iii) 認購永義實業之可換股票據

於2014年1月16日，本集團認購由永義實業發行之票面年息率2%，本金總額100,000,000港元之可換股票據，到期日為2019年3月27日（「永義實業可換股票據」）。永義實業可換股票據可於發行日期後5年期間內任何時間，按兌換價每股永義實業股份0.68港元，兌換為數不少於10,000,000港元為永義實業新普通股股份。於2014年3月27日完成認購及發行永義實業可換股票據後，永義實業終止為本集團之聯營公司，並成為本集團之附屬公司。因此，永義實業之資產、負債、現金流及業績於本集團之綜合財務報表綜合入賬。

## 或然負債

於2014年3月31日，本集團並無任何重大或然負債(2013年：無)。

## 資本開支

於年內，本集團已動用約21,000港元(2013年：9,553,000港元)於購買物業、廠房及設備。

## Capital Commitments

As at 31 March 2014, the Group has capital commitments of HK\$24,356,000 (2013: HK\$5,492,000).

## Changes in Fair Value of Investment Properties

As at 31 March 2014, the gain arising on changes of fair value of investment properties decreased by 91.6% or HK\$446,337,000 to HK\$40,714,000.

## Finance Costs

Finance costs was HK\$14,358,000, increased by HK\$4,084,000 or 39.8% for the year from HK\$10,274,000 in 2013 which was mainly due to the increases in bank loans.

## EMPLOYEES

As at 31 March 2014, the Group had a total of 56 employees (2013: 57 employees). Staff costs (including directors' emoluments) amounted to HK\$47,143,000 for the year under review (2013: HK\$25,628,000). The Group remunerates its employees based on their performance, experience and prevailing industry practice. The Group has set out the Mandatory Provident Fund Scheme for the Hong Kong's employees and has made contributions to the state-sponsored pension scheme operated by the PRC government for the PRC employees. The Group has two share option schemes to motivate employees.

## EVENTS AFTER THE REPORTING PERIOD

- (i) On 3 April 2014, the EE Convertible Note in the principal amount of HK\$20,000,000 was converted to 29,411,764 ordinary shares of EE at a conversion price of HK\$0.68 per EE share. On 18 June 2014, EE announced the conversion price of the EE Convertible Note has been adjusted from HK\$0.68 per EE share to HK\$0.66 per EE share. Further details of the adjustment of the conversion price are set out in the joint announcement of the Company and EE dated 18 June 2014.

## 資本承擔

於2014年3月31日，本集團之資本承擔為24,356,000港元(2013年：5,492,000港元)。

## 投資物業之公平值變動

於2014年3月31日，投資物業之公平值變動產生之收益減少91.6%或446,337,000港元至40,714,000港元。

## 融資成本

融資成本為14,358,000港元，相比2013年10,274,000港元，年內增加4,084,000港元或39.8%，主要由於銀行貸款增加。

## 僱員

於2014年3月31日，本集團有56名員工(2013年：57名)。於回顧年內，員工成本(包括董事袍金)為47,143,000港元(2013年：25,628,000港元)。本集團根據僱員之表現、經驗及現行業內慣例而釐定彼等之薪酬。本集團已為香港僱員設立強制性公積金計劃，並為中國僱員向中國政府設立之國家資助退休金計劃作出供款。本集團設有兩項購股權計劃，以鼓勵優秀員工。

## 報告期間後事項

- (i) 於2014年4月3日，本金額為20,000,000港元之永義實業可換股票據按兌換價每股永義實業股份0.68港元獲兌換為29,411,764股永義實業普通股股份。於2014年6月18日，永義實業公佈永義實業可換股票據之兌換價由每股永義實業股份0.68港元獲調整為每股永義實業股份0.66港元。有關調整兌換價之進一步詳情載於本公司及永義實業日期為2014年6月18日之聯合公佈。

- (ii) On 30 April 2014, EE has entered into a provisional sale and purchase agreement with an independent third party to buy a property situated at the Ground Floor, No. 15 Matheson Street, Causeway Bay, Hong Kong at a consideration of HK\$236,800,000. The completion of the sale and purchase is scheduled to be taken place on or before 29 August 2014 and the EE shareholders' approval has been obtained in the special general meeting of EE held on 18 June 2014.
- (iii) On 16 June 2014, a wholly-owned subsidiary of the Company entered into a development agreement with an independent third party for joint redevelopment of a building located at Nos. 301, 301A-C Prince Edward Road West, Kowloon, Hong Kong of which the Group is the registered owner of 9 out of 12 units and the independent third party is the registered owner of the remaining 3 units. The aggregate redevelopment cost is presently estimated to be approximately HK\$460 million. The Group and the independent third party will bear the cost and share the economic interests in the joint redevelopment on a 75:25 basis. Details of the joint development are set out in the announcement of the Company dated 16 June 2014.
- (iv) Upon the completion of placing of 65,200,000 new EE shares by EE to independent investors on 18 June 2014, the Group's interests in EE was diluted from 42.02% to 35.02%. As such, the placing was treated as deemed disposal of the interests in EE by the Group. As at the date of this announcement, the Company is also interested in the 121,212,121 underlying EE shares, representing approximately 30.98% of the existing issued share capital of EE. EE is a subsidiary of the Company.
- (ii) 於2014年4月30日，永義實業與獨立第三方訂立一項臨時買賣協議，以代價236,800,000港元收購位於香港銅鑼灣勿地臣街15號地面之物業。買賣預計於2014年8月29日或之前完成，及已於永義實業於2014年6月18日舉行之股東特別大會上取得永義實業股東批准。
- (iii) 於2014年6月16日，本公司之全資附屬公司與獨立第三方訂立發展協議，以合作重建一幢位於香港九龍太子道西301號及301A-C號之樓宇。本集團為該樓宇12個單位中其中9個單位的登記業主，而獨立第三方為餘下3個單位的登記業主。現時總重建成本估計約為460,000,000港元。本集團及獨立第三方將按75:25之比例承擔成本及攤分合作重建之經濟利益。有關合作發展之詳情載於本公司日期為2014年6月16日之公佈。
- (iv) 永義實業於2014年6月18日完成配售65,200,000股永義實業新股份予獨立投資者後，本集團於永義實業之權益由42.02%攤薄至35.02%。因此，該配售事項被視作本集團出售於永義實業之權益。於本公佈日期，本公司亦於121,212,121股永義實業相關股份中擁有權益，相當於永義實業現有已發行股本之約30.98%。永義實業為本公司之附屬公司。

## PROSPECTS

Hong Kong's economy is expected to record modest growth supported by low levels of employment and inflation. We expect the operating environment for residential property will remain challenging under the government's cooling measures. Escalating construction costs are also impacting developers' risk assessments for new project developments. However, we believe the residential property market

## 展望

受惠於低失業率及低通脹，香港經濟預期錄得平穩增長。在政府的樓市降溫措施影響下，我們預計住宅物業的營商環境仍然充滿挑戰。不斷攀升的建築成本亦影響發展商對新項目發展的風險評估。然而，鑒於低按揭利率、市區及豪華區域住房供應緊張，以及本地住房需求強勁等各因素，



will remain resilient in view of low mortgage rates, tight supply in the urban and luxurious areas, as well as domestic household demand. The government's plan to boost land supply will support the property market's healthy development in the long run.

The sales revenue of the residential project, PAXTON, at No. 311-313 Prince Edward Road West and related profits is going to be recognized in year 2014/15.

Increasing sourcing and labour costs, transfer of customer orders and other operating pressure are still affecting the garment industry. The Group is dedicated to maintain good and close relationship with valuable customers, strengthen its current sales and marketing strategies to meet the prevailing trend of the garment industry, and explore new markets and increase profit margins.

The Group will keep on optimizing the securities investment portfolio and will insist on a cautious attitude towards investment strategy in order to secure stable returns at a minimal risk.

Although the prospects of the global economy are still full of uncertainties, we are confident that we are well positioned with the right strategic moves, harvest of which can be enjoyed by the shareholders in the coming years.

## REVIEW OF ANNUAL RESULTS

The audit committee of the Company has reviewed with the management the annual results of the Group for the year ended 31 March 2014.

## CORPORATE GOVERNANCE

The Company has applied the principles and complied with all the code provisions of the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) during the year ended 31 March 2014, with the exception of the following deviation.

我們相信住宅物業市場將保持穩健。政府計劃增加土地供應將有助支持物業市場的長遠健康發展。

位於太子道西311-313號住宅項目「雋隴」之銷售營業額及有關溢利將於2014/15年度內確認。

採購及人力成本上升、客戶訂單轉移及其他經營壓力持續影響成衣行業。本集團致力與寶貴客戶保持良好緊密關係、加強其現時銷售及市場推廣策略以迎合成衣行業之趨勢，以及開發新市場及增加邊際利潤。

本集團持續優化其證券投資組合，並會在投資策略上堅持審慎態度，以確保於最低風險中獲得穩定的回報。

雖然全球經濟前景依然充滿不穩定因素，我們相信我們既定的策略會令集團處於有利的位置，股東可望於未來數年逐步享受豐碩成果。

## 審閱全年業績

本公司審核委員會已與管理層審閱本集團截至2014年3月31日止年度之全年業績。

## 企業管治

於截至2014年3月31日止年度內，本公司一直遵守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之《企業管治守則》之原則及所有守則條文，惟下文所述的守則條文除外：

### *Code Provision A.2.1*

*Chairman and chief executive should not be performed by the same individual*

The Company does not have separate appointments for president and chief executive officer. Mr. Kwong Jimmy Cheung Tim holds both positions. The Board believes that vesting the roles of both president and chief executive officer in the same person enables the Group to have a stable and consistent leadership. It also facilitates the planning and execution of the Company's strategy and is hence, for the interests of the Company and its shareholders.

### **COMPLIANCE WITH MODEL CODE OF THE LISTING RULES**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard as set out in the Model Code regarding securities transactions by Directors throughout the year ended 31 March 2014.

### **SHARE OPTION SCHEMES**

On 5 July 2012, a new share option scheme (the “**Scheme**”) was adopted and approved by the shareholders of the Company for a period of 10 years commencing on the adoption date. Since the adoption date, the Board, may at its discretion, grant share options to any eligible person to subscribe for the shares in the Company subject to the terms and conditions as stipulated in the Scheme. During the year ended 31 March 2014, no share option was outstanding, granted, exercised, cancelled or lapsed under the Scheme.

### 守則條文第 A.2.1 條

主席與行政總裁不應由一人同時兼任

本公司並未分別委任主席與行政總裁。鄺長添先生現兼任本公司的主席與首席行政總裁。董事會認為鄺先生兼任主席及首席行政總裁可以為本集團提供穩健及一貫的領導，並且利於本公司有效策劃及推行戰略，符合本公司及其股東利益。

### 遵守上市規則之標準守則

本公司已採納上市規則附錄 10 所載之上市發行人董事進行證券交易的標準守則（「**標準守則**」）作為董事進行證券交易之行為守則。經向全體董事作出具體查詢後，本公司知悉於截至 2014 年 3 月 31 日止年度內由董事進行的證券交易並無違反標準守則載列的規定標準。

### 購股權計劃

於 2012 年 7 月 5 日，本公司股東已採納及批准一項新購股權計劃（「**該計劃**」），年期由採納日期起計 10 年。自採納日期起，董事會可酌情向任何合資格認購本公司股份人士授出購股權，惟須受該計劃的條款及細則所限。於截至 2014 年 3 月 31 日止年度內，概無根據該計劃的購股權尚未行使、獲授出、行使、被註銷或已失效。

On 29 June 2012, a new share option scheme (the “**EE Scheme**”) was adopted and approved by the shareholders of EE for a period of 10 years commencing on the adoption date. Since the adoption date, the board of EE, may at its discretion, grant share options to any eligible person to subscribe for the shares in EE subject to the terms and conditions as stipulated in the EE Scheme. During the year ended 31 March 2014, no share option was outstanding, granted, exercised, cancelled or lapsed under the EE Scheme.

## **PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 March 2014.

## **PUBLICATION OF RESULTS ANNOUNCEMENT AND ANNUAL REPORT**

This results announcement is published on the websites of the Company ([www.easyknit.com](http://www.easyknit.com)) and the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)). The 2013/14 annual report of the Company will be dispatched to the shareholders of the Company and available on the above websites in due course.

By Order of the Board  
**Easyknit International Holdings Limited**  
**Kwong Jimmy Cheung Tim**  
*President and Chief Executive Officer*

Hong Kong, 25 June 2014

*As at the date hereof, the Board comprises Mr. Kwong Jimmy Cheung Tim, Ms. Lui Yuk Chu and Ms. Koon Ho Yan Candy as executive directors, Mr. Tse Wing Chiu Ricky and Mr. Lai Law Kau as non-executive directors and Mr. Tsui Chun Kong, Mr. Jong Koon Sang and Mr. Hon Tam Chun as independent non-executive directors.*

於2012年6月29日，永義實業股東已採納及批准一項新購股權計劃（「**永義實業購股權計劃**」），年期由採納日期起計10年。自採納日期起，永義實業董事會可酌情向任何合資格認購永義實業股份人士授出購股權，惟須受永義實業購股權計劃的條款及細則所限。於截至2014年3月31日止年度內，概無根據永義實業購股權計劃的購股權尚未行使、獲授出、行使、被註銷或已失效。

## **購買、出售或贖回上市證券**

於截至2014年3月31日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## **刊登業績公佈及年報**

本業績公佈於本公司網站([www.easyknit.com](http://www.easyknit.com))及聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk))登載。本公司2013/14年報將於適當時候寄發予本公司股東及於上述網站登載。

承董事會命  
**永義國際集團有限公司**  
主席兼首席行政總裁  
**鄺長添**

香港，2014年6月25日

於本公佈日期，董事會成員包括執行董事鄺長添先生、雷玉珠女士及官可欣女士、非執行董事謝永超先生及賴羅球先生，以及獨立非執行董事徐震港先生、莊冠生先生及韓譚春先生。

**CONSOLIDATED STATEMENT OF PROFIT OR  
LOSS AND OTHER COMPREHENSIVE INCOME**  
For The Year Ended 31 March 2014

綜合損益及其他全面收益表

截至2014年3月31日止年度

			2014	2013
		NOTES	HK\$'000	HK\$'000
		附註	千港元	千港元
Turnover	營業額	3	275,757	524,398
Cost of goods sold and services rendered	銷售及提供服務成本		<u>(136,302)</u>	<u>(317,355)</u>
Gross profit	毛利		139,455	207,043
Other income	其他收入		19,155	13,400
Distribution and selling expenses	經銷成本		(11,320)	(31,752)
Administrative expenses	行政開支		(69,656)	(48,221)
Gain on changes in fair value of investment properties	投資物業之公平值變動收益		40,714	487,051
Gain on deregistration of non-wholly owned subsidiaries	註銷非全資附屬公司之收益	5	—	21,530
(Loss) gain on changes in fair value of investments held for trading	持作買賣投資之公平值變動(虧損)收益		(3,359)	8,694
Gain on disposal of available-for-sale investments	出售可供出售投資之收益		2,346	—
Loss on deemed disposal of subsidiaries	視為出售附屬公司之虧損	15	(348,604)	—
Share of results of associates	分佔聯營公司業績	15	295,145	—
Loss on deemed disposal of associates	視為出售聯營公司之虧損	6	(333,884)	—
Gain from a bargain purchase	來自協議收購之收益	16	308,202	—
Finance costs	融資成本	7	<u>(14,358)</u>	<u>(10,274)</u>
Profit before taxation	除稅前溢利		23,836	647,471
Taxation charge	稅項開支	9	<u>(6,701)</u>	<u>(1,723)</u>
Profit for the year	本年度溢利	8	<u>17,135</u>	<u>645,748</u>
<b>Other comprehensive (expense) income</b>	<b>其他全面(開支)收入</b>			
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>隨後將不會重新分類至損益之項目：</i>			
Fair value gain on leasehold properties upon transfer to investment properties	租約物業轉撥至投資物業之公平值收益		<u>14,566</u>	<u>12,566</u>

		2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
<i>Items that may be reclassified subsequently to profit or loss:</i>	隨後可能重新分類至損益之項目：		
Change in fair value of available-for-sale investments	可供出售投資之公平價值變動	(3,740)	435
Exchange difference arising on translation of financial statements of foreign operations	換算海外營運於財務報表之匯兌差異	(290)	3,575
Exchange difference released upon deregistration of non-wholly owned subsidiaries	於註銷非全資附屬公司時解除之匯兌差異	—	(5,560)
Exchange difference released upon deemed disposal of subsidiaries	於視為出售附屬公司時解除之匯兌差異	(10,071)	—
Released on disposal of available-for-sale investments	於出售可供出售投資時解除	(2,346)	—
Share of investment reserve of associates	分佔聯營公司之投資儲備	(268)	—
Share of translation reserve of associates	分佔聯營公司之匯兌儲備	(1,310)	—
Release of investment reserve upon deemed disposal of associates	於視為出售聯營公司時解除之投資儲備	268	—
Release of translation reserve upon deemed disposal of associates	於視為出售聯營公司時解除之匯兌儲備	1,310	—
		<u>(16,447)</u>	<u>(1,550)</u>
Other comprehensive (expense) income for the year	本年度之其他全面(開支)收入	<u>(1,881)</u>	<u>11,016</u>
Total comprehensive income for the year	本年度之全面收入總額	<u><u>15,254</u></u>	<u><u>656,764</u></u>

		<i>NOTE</i>	<b>2014</b>	2013
		<i>附註</i>	<b><i>HK\$'000</i></b>	<i>HK\$'000</i>
			<b>千港元</b>	千港元
Profit for the year attributable to:	分佔本年度溢利：			
— owners of the Company	— 本公司股東		<b>13,036</b>	647,022
— non-controlling interests	— 非控股權益		<b>4,099</b>	(1,274)
			<u><b>17,135</b></u>	<u>645,748</u>
Total comprehensive income for the year attributable to:	分佔本年度之全面收入總額：			
— owners of the Company	— 本公司股東		<b>9,221</b>	656,794
— non-controlling interests	— 非控股權益		<b>6,033</b>	(30)
			<u><b>15,254</b></u>	<u>656,764</u>
Basic earnings per share	每股基本盈利	<i>11</i>	<u><b>HK\$0.16</b></u>	<u>HK\$8.15</u>

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

At 31 March 2014

**綜合財務狀況表**

於2014年3月31日

			2014	2013
		<i>NOTES</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
		<i>附註</i>	<i>千港元</i>	<i>千港元</i>
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		37,306	47,802
Investment properties	投資物業		2,520,390	2,437,501
Available-for-sale investments	可供出售投資		70,555	35,965
Loans receivable	應收貸款		69,221	31,927
Deposit for acquisition of property, plant and equipment	購入物業、廠房及設備之已付按金		1,901	—
Deposit and prepayments for a life insurance policy	人壽保單之按金及預付款		9,805	9,709
			<u>2,709,178</u>	<u>2,562,904</u>
Current assets	流動資產			
Properties held for development for sale	持作出售發展物業		1,542,764	714,636
Properties held for sale	持作出售物業		19,013	66,445
Investments held for trading	持作買賣投資		279,280	287,564
Financial assets designated as at fair value through profit and loss	按公平值計入損益之金融資產		28,622	—
Trade and other receivables	貿易及其他應收款項	12	19,248	28,269
Bills receivable	應收票據	13	—	153
Loans receivable	應收貸款		83,805	56,447
Bank balances and cash	銀行結餘及現金		601,139	340,869
			<u>2,573,871</u>	<u>1,494,383</u>
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	14	68,711	56,868
Tax payable	應付稅項		16,176	29,940
Secured bank borrowings	有抵押銀行借貸		34,602	30,878
			<u>119,489</u>	<u>117,686</u>
Net current assets	流動資產淨額		<u>2,454,382</u>	<u>1,376,697</u>
			<u>5,163,560</u>	<u>3,939,601</u>

		2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
Capital and reserves	資本及儲備		
Share capital	股本	7,942	7,942
Reserves	儲備	<u>2,720,575</u>	<u>2,743,420</u>
Equity attributable to owners of the Company	本公司股東應佔權益	<u>2,728,517</u>	2,751,362
Non-controlling interests	非控股權益	<u>715,748</u>	<u>450,562</u>
		<u>3,444,265</u>	<u>3,201,924</u>
Non-current liabilities	非流動負債		
Secured bank borrowings	有抵押銀行借貸	1,706,560	724,689
Deferred tax liabilities	遞延稅項負債	<u>12,735</u>	<u>12,988</u>
		<u>1,719,295</u>	<u>737,677</u>
		<u><b>5,163,560</b></u>	<u><b>3,939,601</b></u>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For The Year Ended 31 March 2014

## 1. GENERAL

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared under the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

The Company and its subsidiaries (collectively referred as the “Group”) have applied the following new and revised HKFRSs issued by the HKICPA for the first time in the current year.

Amendments to HKFRSs	Annual improvements to HKFRSs 2009 — 2011 cycle, except for the amendments to HKAS 1
Amendments to HKFRS 7	Disclosures — Offsetting financial assets and financial liabilities
HKFRS 13	Fair value measurement
HKAS 19 (as revised in 2011)	Employee benefits
Amendments to HKAS 1	Presentation of items of other comprehensive income
HK(IFRIC) — INT 20	Stripping costs in the production phase of a surface mine

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

# 綜合財務報表附註

截至2014年3月31日止年度

## 1. 一般資料

綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則編製。此外，綜合財務報表已載入聯交所證券上市規則及香港公司條例規定之適用披露。

除投資物業及若干金融工具以公平值計量外，綜合財務報表乃按歷史成本法編製。

歷史成本一般乃以換取貨物及服務之公平值代價為根據。

## 2. 應用新增及經修訂之香港財務報告準則（「香港財務報告準則」）

於本年度，本公司及其附屬公司（統稱「本集團」）已首次應用香港會計師公會頒佈之以下新增及經修訂之香港財務報告準則。

香港財務報告準則（修訂本）	除香港會計準則第1號（修訂本）外，2009年—2011年週期香港財務報告準則之年度改進
香港財務報告準則第7號（修訂本）	披露—金融資產及金融負債抵銷
香港財務報告準則第13號	公平值計量
香港會計準則第19號（於2011年經修訂）	僱員福利
香港會計準則第1號（修訂本）	其他全面收入項目之呈列
香港（國際財務報告詮釋委員會）— 詮釋第20號	露天礦場生產期之剝採成本

除下述者外，本年度應用新增及經修訂之香港財務報告準則對本集團本年度及過往年度之財務表現及財務狀況及／或於綜合財務報表所載之披露並無重大影響。

## HKFRS 13 “Fair value measurement”

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2013 comparative period. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

## Amendments to HKAS 1 “Presentation of items of other comprehensive income”

The Group has applied the amendments to HKAS 1 “Presentation of items of other comprehensive income”. Upon the adoption of the amendments to HKAS 1, the Group’s ‘statement of comprehensive income’ is renamed as the ‘statement of profit or loss and other comprehensive income’. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two

## 香港財務報告準則第13號「公平值計量」

本集團於本年度首次應用香港財務報告準則第13號。香港財務報告準則第13號為有關公平值計量之披露之指引提供單一來源。香港財務報告準則第13號範圍廣泛：香港財務報告準則第13號之公平值計量規定適用於其他香港財務報告準則要求或允許作出公平值計量及作出有關公平值計量之披露之金融工具項目及非金融工具項目，惟香港財務報告準則第2號「以股份支付」範圍內以股份支付之交易、香港會計準則第17號「租賃」範圍內之租賃交易及與公平值類似但並非公平值之計量（如就計量存貨而言之可變現淨值或就減值評估而言之使用價值）除外。

香港財務報告準則第13號將一項資產之公平值界定為於現行市況於計量日期在主要（或最有利）市場進行之有序交易中出售資產可收取之價格（或就釐定負債之公平值而言，則為轉讓負債須支付之價格）。香港財務報告準則第13號下之公平值為平倉價，不論該價格是否直接可觀察或使用另一估值技術估計所得。此外，香港財務報告準則第13號包括廣泛披露規定。

香港財務報告準則第13號規定以未來適用法應用。根據香港財務報告準則第13號之過渡條文，本集團並無就2013年之比較期間作出香港財務報告準則第13號規定之新披露。除額外披露外，應用香港財務報告準則第13號對綜合財務報表內之已確認金額並無任何重大影響。

## 香港會計準則第1號（修訂本）「其他全面收益項目之呈報」

本集團已應用香港會計準則第1號（修訂本）「其他全面收益項目之呈報」。採納香港會計準則第1號（修訂本）後，本集團之「全面收益表」易名為「損益及其他全面收益表」。香港會計準則第1號（修訂本）保留可以單一報表或以兩個分開但連續之報表呈列損益及其他全面收益之選擇。此外，香港會計準則第1號（修訂本）要求在其他全面收益環節作出額外披露，將其他全面收益項目歸類成兩個類別：(a)其後不會重新分類至損益之項目；及(b)當符合特定條件時，其後可能會重新分類至損益之項目。其他全面收益項目之所得稅須根據相同基準分配一

categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis — the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

### New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

Amendments to HKFRSs	Annual improvements to HKFRSs 2010 — 2012 cycle <sup>4</sup>
Amendments to HKFRSs	Annual improvements to HKFRSs 2011 — 2013 cycle <sup>2</sup>
HKFRS 9	Financial instruments <sup>3</sup>
HKFRS 14	Regulatory deferral accounts <sup>5</sup>
Amendments to HKFRS 9 and HKFRS 7	Mandatory effective date of HKFRS 9 and transition disclosures <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment entities <sup>1</sup>
Amendments to HKFRS 11	Accounting for acquisitions of interests in joint operations <sup>6</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of acceptable methods of depreciation and amortisation <sup>6</sup>
Amendments to HKAS 19	Defined benefit plans: Employee contributions <sup>2</sup>
Amendments to HKAS 32	Offsetting financial assets and financial liabilities <sup>1</sup>
Amendments to HKAS 36	Recoverable amount disclosures for non-financial assets <sup>1</sup>
Amendments to HKAS 39	Novation of derivatives and continuation of hedge accounting <sup>1</sup>
HK(IFRIC) — INT 21	Levies <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2014.

<sup>2</sup> Effective for annual periods beginning on or after 1 July 2014.

<sup>3</sup> Effective for application — the mandatory effective date will be determined when the outstanding phase of HKFRS 9 are finalised.

<sup>4</sup> Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.

該等修訂並無更改以除稅前或扣除稅項後之方式呈列其他全面收益項目之選擇。有關修訂已追溯應用，故其他全面收益項目之呈列已為反映有關變更而修訂。除上述呈列上的變動外，應用香港會計準則第1號(修訂本)對損益、其他全面收益及全面收益總額並無任何影響。

### 尚未生效之新增及經修訂之香港財務報告準則

本集團並無提前應用下列已頒佈但尚未生效之新增及經修訂之香港財務報告準則：

香港財務報告準則(修訂本)	2010年—2012年週期香港財務報告準則之年度改進 <sup>4</sup>
香港財務報告準則(修訂本)	2011年—2013年週期香港財務報告準則之年度改進 <sup>2</sup>
香港財務報告準則第9號	金融工具 <sup>3</sup>
香港財務報告準則第14號	監管遞延賬目 <sup>5</sup>
香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	香港財務報告準則第9號之強制性生效日期及過渡性披露 <sup>3</sup>
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(修訂本)	投資實體 <sup>1</sup>
香港財務報告準則第11號(修訂本)	收購聯合經營權益之會計法 <sup>6</sup>
香港會計準則第16號及香港會計準則第38號(修訂本)	澄清折舊及攤銷之可接受方法 <sup>6</sup>
香港會計準則第19號(修訂本)	界定福利計劃：僱員供款 <sup>2</sup>
香港會計準則第32號(修訂本)	金融資產及金融負債抵銷 <sup>1</sup>
香港會計準則第36號(修訂本)	非金融資產之可收回金額披露 <sup>1</sup>
香港會計準則第39號(修訂本)	衍生工具更替及對沖會計法之延續 <sup>1</sup>
香港(國際財務報告詮釋委員會) — 詮釋第21號	徵課 <sup>1</sup>

<sup>1</sup> 於2014年1月1日或以後開始之年度期間生效。

<sup>2</sup> 於2014年7月1日或以後開始之年度期間生效。

<sup>3</sup> 應用生效 — 當香港財務報告準則第9號尚未完成階段確定後釐定強制性生效日期。

<sup>4</sup> 於2014年7月1日或以後開始之年度期間生效，除有限例外情況。

<sup>5</sup> Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.

<sup>6</sup> Effective for annual periods beginning on or after 1 January 2016.

## HKFRS 9 “Financial instruments”

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was subsequently amended in 2010 to include the requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 “Financial instruments: Recognition and measurement” are subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

<sup>5</sup> 於2016年1月1日或以後開始之首個年度香港財務報告準則財務報表生效。

<sup>6</sup> 於2016年1月1日或以後開始之年度期間生效。

## 香港財務報告準則第9號「金融工具」

於2009年頒佈之香港財務報告準則第9號引入有關金融資產之分類及計量之新規定。隨後於2010年修訂之香港財務報告準則第9號載入有關金融負債之分類及計量及取消確認之規定，及於2013年進一步修訂以包括對沖會計之新增規定。

香港財務報告準則第9號之主要規定詳述如下：

- 屬於香港會計準則第39號「金融工具：確認及計量」範圍內之所有已確認金融資產，其後均按攤銷成本或公平值計量。具體而言，以業務模式持有以收合同約現金流為目的之債務投資，以及純粹為支付本金及未償還本金之利息而擁有合同約現金流，一般於其後會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資於其後報告期間結束時按公平值計量。此外，根據香港財務報告準則第9號，實體可以不可撤回地選擇於其他全面收益呈列股本投資（並非持作買賣）之其後公平值變動，而一般僅於損益內確認股息收入。
- 就指定為按公平值計入損益之金融負債之計量而言，香港財務報告準則第9號規定，因金融負債信貸風險有變而導致其公平值變動之款額乃於其他全面收益呈列，惟倘於其他全面收益確認有關負債之信貸風險變動之影響會產生或擴大損益之會計錯配則除外。金融負債信貸風險變動應佔之金融負債公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定為按公平值計入損益之金融負債之全部公平值變動款額於損益內呈列。

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an “economic relationship”. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity’s risk management activities have also been introduced.

The directors of the Company are in the process of assessing the financial impact of application of HKFRS 9.

The directors of the Company anticipate that the application of the other new and revised HKFRSs will have no material impact on the consolidated financial statements.

### 3. TURNOVER

Turnover represents the aggregate of the amounts received or receivable in respect of property sales and garment sales, rental income from property leasing, interest income from loan financing and building management fee income during the year. An analysis of the Group’s turnover is as follows:

Property sales	物業銷售
Garment sales	成衣銷售
Rental income	租金收入
Interest income from loan financing	來自貸款融資利息收入
Building management fee income	樓宇管理費收入

新增一般對沖會計規定保留三種對沖會計法。然而，已就適用於對沖會計法之交易種類引入更大彈性，特別擴大合資格對沖工具之種類及適用於對沖會計法之非金融項目風險成分之種類。此外，已檢討修改成效測試及由「經濟關係」原則取代。對沖成效之追溯評估不再需要。就一實體之風險管理活動之經提高披露規定亦已被引入。

本公司董事仍在評估應用香港財務報告準則第9號之財務影響。

本公司董事預期，應用其他新增及經修訂香港財務報告準則對綜合財務報表並無重大影響。

### 3. 營業額

營業額指年內物業銷售及成衣銷售、來自出租物業租金收入、來自貸款融資利息收入及樓宇管理費收入之已收或應收款項之總額。本集團之營業額分析如下：

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	108,262	257,814
	96,969	211,770
	63,433	51,246
	6,546	3,062
	547	506
	<u>275,757</u>	<u>524,398</u>

### 4. SEGMENT INFORMATION

Information reported to the Group’s chief executive officer, being the chief operating decision maker (the “CODM”), for the purposes of resources allocation and assessment of segment performance focuses on types of goods delivered or services provided. This is also the basis of organisation, whereby the management has chosen to organise the Group around differences in products and services.

### 4. 分類資料

就資源分配及分部表現評估而言，呈報給本集團之主要經營決策者首席行政總裁（「主要經營決策者」）之資料，乃集中於貨品交付或服務提供之種類。此亦為組織之基準，管理層選擇以此組織本集團產品及服務之差異。

The Group's operating and reportable segments include (i) property investments, (ii) property development, (iii) investment in securities, (iv) loan financing and (v) garment sourcing and exporting.

本集團之經營及呈報分部包括：(i) 物業投資、(ii) 物業發展、(iii) 證券投資、(iv) 貸款融資及 (v) 採購及出口成衣。

**(a) Segment revenue and results**

The following is an analysis of the Group's revenue and results by operating and reportable segment:

*For the year ended 31 March 2014*

**(a) 分類營業額及業績**

按經營及呈報分部分析本集團之營業額及業績如下：

*截至2014年3月31日止年度*

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting	Eliminations	Consolidated
		物業投資 HK\$'000 千港元	物業發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	貸款融資 HK\$'000 千港元	採購及 出口成衣 HK\$'000 千港元	撇銷 HK\$'000 千港元	綜合 HK\$'000 千港元
SEGMENT REVENUE	分類營業額							
External sales	外來銷售	63,980	108,262	—	6,546	96,969	—	275,757
Inter-segment sales*	分類業務間銷售*	1,321	—	—	—	—	(1,321)	—
		<u>65,301</u>	<u>108,262</u>	<u>—</u>	<u>6,546</u>	<u>96,969</u>	<u>(1,321)</u>	<u>275,757</u>
RESULT	業績							
Segment result	分類業績	<u>92,935</u>	<u>19,233</u>	<u>8,564</u>	<u>6,346</u>	<u>(2,077)</u>	<u>(4,426)</u>	120,575
Unallocated corporate income	無分配之公司收入							7,917
Unallocated corporate expenses	無分配之公司開支							(11,157)
Loss on deemed disposal of subsidiaries	視為出售附屬公司之虧損							(348,604)
Share of results of associates	分佔聯營公司業績							295,145
Loss on deemed disposal of associates	視為出售聯營公司之虧損							(333,884)
Gain from a bargain purchase	來自協議收購之收益							308,202
Finance costs	融資成本							<u>(14,358)</u>
Profit before taxation	除稅前溢利							<u>23,836</u>

\* Inter-segment sales are charged at prevailing market rates.

\* 分類業務間銷售以現行市場費率計算。

For the year ended 31 March 2013

截至2013年3月31日止年度

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting 採購及 出口成衣	Eliminations	Consolidated
		物業投資 HK\$'000 千港元	物業發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	貸款融資 HK\$'000 千港元	HK\$'000 千港元	撇銷 HK\$'000 千港元	綜合 HK\$'000 千港元
SEGMENT REVENUE	分類營業額							
External sales	外來銷售	51,752	257,814	—	3,062	211,770	—	524,398
Inter-segment sales*	分類業務間銷售*	2,551	—	—	—	—	(2,551)	—
		<u>54,303</u>	<u>257,814</u>	<u>—</u>	<u>3,062</u>	<u>211,770</u>	<u>(2,551)</u>	<u>524,398</u>
RESULT	業績							
Segment result	分類業績	<u>530,384</u>	<u>92,882</u>	<u>15,433</u>	<u>2,817</u>	<u>(1,601)</u>	<u>(40)</u>	639,875
Unallocated corporate income	無分配之公司收入							5,335
Unallocated corporate expenses	無分配之公司開支							(8,995)
Gain on disposal of subsidiaries	出售附屬公司之收益							21,530
Finance costs	融資成本							<u>(10,274)</u>
Profit before taxation	除稅前溢利							<u>647,471</u>

\* Inter-segment sales are charged at prevailing market rates.

\* 分類業務間銷售以現行市場費率計算。

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment results represent the profit earned (loss incurred) by each segment without allocation of certain interest income, corporate expenses, loss on disposal/deemed disposal of subsidiaries, loss on deemed disposal of associates, gain from a bargain purchase, share of results of associates and finance costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部之會計政策與本集團之會計政策相同。分類業績代表各分部賺取之溢利(產生之虧損)，當中沒有分配若干利息收入、公司開支、出售/視為出售附屬公司之虧損、視為出售聯營公司之虧損、來自協議收購之收益、分佔聯營公司業績及融資成本。以此計量向主要經營決策者呈報，作為資源分配及表現評估之參考。

**(b) Segment assets and liabilities**

The following is an analysis of the Group's assets and liabilities by operating and reportable segment:

At 31 March 2014

**(b) 分類資產及負債**

按經營及呈報分部分析本集團之資產及負債如下：

於 2014 年 3 月 31 日

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting 採購及 出口成衣	Consolidated
		物業投資 HK\$'000 千港元	物業發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	貸款融資 HK\$'000 千港元	HK\$'000 千港元	綜合 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>						
Segment assets	分類資產	<u>2,529,352</u>	<u>1,566,680</u>	<u>378,462</u>	<u>154,199</u>	<u>6,515</u>	4,635,208
Bank balances and cash	銀行結餘及現金						601,139
Unallocated corporate assets	無分配之公司資產						<u>46,702</u>
Consolidated assets	綜合資產						<u>5,283,049</u>
<b>LIABILITIES</b>	<b>負債</b>						
Segment liabilities	分類負債	<u>38,170</u>	<u>21,259</u>	<u>35</u>	<u>130</u>	<u>2,663</u>	62,257
Secured bank borrowings	有抵押銀行借貸						1,741,162
Tax payable	應付稅項						16,176
Deferred tax liabilities	遞延稅項負債						12,735
Unallocated corporate liabilities	無分配之公司負債						<u>6,454</u>
Consolidated liabilities	綜合負債						<u>1,838,784</u>



At 31 March 2013

於 2013 年 3 月 31 日

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting	Consolidated
		物業投資 HK\$'000 千港元	物業發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	貸款融資 HK\$'000 千港元	採購及 出口成衣 HK\$'000 千港元	綜合 HK\$'000 千港元
ASSETS	資產						
Segment assets	分類資產	<u>2,441,009</u>	<u>794,477</u>	<u>323,534</u>	<u>88,891</u>	<u>20,952</u>	3,668,863
Bank balances and cash	銀行結餘及現金						340,869
Unallocated corporate assets	無分配之公司資產						<u>47,555</u>
Consolidated assets	綜合資產						<u>4,057,287</u>
LIABILITIES	負債						
Segment liabilities	分類負債	<u>29,844</u>	<u>14,860</u>	<u>20</u>	<u>125</u>	<u>5,692</u>	50,541
Secured bank borrowings	有抵押銀行借貸						755,567
Tax payable	應付稅項						29,940
Deferred tax liabilities	遞延稅項負債						12,988
Unallocated corporate liabilities	無分配之公司負債						<u>6,327</u>
Consolidated liabilities	綜合負債						<u>855,363</u>

For the purposes of monitoring segment performances and allocating resources between segments:

就監察分部表現及就分部間資源分配而言：

- all assets are allocated to operating and reportable segments other than unallocated bank and cash balances and assets used jointly by operating and reportable segments.
- all liabilities are allocated to operating and reportable segments other than tax payable, secured bank borrowings and deferred tax liabilities and liabilities for which operating and reportable segments are jointly liable.

— 除沒有分配銀行及現金結餘及經營及呈報分部共同使用之資產外，所有資產已分配至經營及呈報分部。

— 除應付稅項、有抵押銀行借貸及遞延稅項負債以及經營及呈報分部共同承擔之負債外，所有負債已分配至經營及呈報分部。

**(c) Other segment information***For the year ended 31 March 2014*

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting	Unallocated	Consolidated
		物業投資 HK\$'000 千港元	物業發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	貸款融資 HK\$'000 千港元	採購及 出口成衣 HK\$'000 千港元	無分配 HK\$'000 千港元	綜合 HK\$'000 千港元
Amounts included in the measure of segment assets or segment result:	已包含在分類資產或分類業績計量之金額：							
Capital additions	資本添置	3,088	—	—	—	—	—	3,088
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,119	411	—	—	27	—	1,557
Gain arising on changes in fair value of investment properties	投資物業之公平值變動收益	40,714	—	—	—	—	—	40,714
Loss on fair value change of investments held for trading	持作買賣投資之公平值變動虧損	—	—	3,359	—	—	—	3,359

*For the year ended 31 March 2013*

		Property investments	Property development	Investment in securities	Loan financing	Garment sourcing and exporting	Unallocated	Consolidated
		物業投資 HK\$'000 千港元	物業發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	貸款融資 HK\$'000 千港元	採購及 出口成衣 HK\$'000 千港元	無分配 HK\$'000 千港元	綜合 HK\$'000 千港元
Amounts included in the measure of segment assets or segment result:	已包含在分類資產或分類業績計量之金額：							
Capital additions	資本添置	261,626	9,553	—	—	—	—	271,179
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,116	538	—	—	137	10	1,801
Gain arising on changes in fair value of investment properties	投資物業之公平值變動收益	487,051	—	—	—	—	—	487,051
Gain on fair value change of investments held for trading	持作買賣投資之公平值變動收益	—	—	8,694	—	—	—	8,694

**(c) 其他分類資料***截至2014年3月31日止年度**截至2013年3月31日止年度*

(d) Geographical information

The Group's operations are located in Hong Kong (place of domicile), PRC and Singapore.

The Group's revenue from external customers based on location of its customers and information about the Group's non-current assets (excluding available-for-sale investments, loans receivable and deposit and prepayments for a life insurance policy), analysed by the geographical area in which the assets are located, are as follows:

		Revenue from external customers 來自外來客戶之營業額		Carrying amounts of non-current assets 非流動資產之賬面值	
		2014 HK\$'000 千港元	2013 HK\$'000 千港元	2014 HK\$'000 千港元	2013 HK\$'000 千港元
Hong Kong	香港	172,646	304,591	2,176,083	2,126,177
PRC	中國	2,509	4,288	212,113	184,050
Singapore	新加坡	3,633	3,749	171,401	175,076
The United States of America	美國	81,570	187,307	—	—
Europe	歐洲	15,399	21,309	—	—
Others	其他	—	3,154	—	—
		<b>275,757</b>	<b>524,398</b>	<b>2,559,597</b>	<b>2,485,303</b>

(e) Information about major customers

Revenues from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Customer A <sup>1</sup>	客戶 A <sup>1</sup>	78,335	179,976
Customer B <sup>2</sup>	客戶 B <sup>2</sup>	36,791	—

<sup>1</sup> Revenue from garment sourcing and exporting.

<sup>2</sup> Revenue from property development.

(d) 地區分類資料

本集團之營運乃位於香港(住處)、中國及新加坡。

按外來客戶之地區市場劃分本集團之營業額及按資產之所在地區劃分分析本集團之非流動資產(不包括可供出售投資、應收貸款以及人壽保單之按金及預付款)之資料如下:

(e) 主要客戶之資料

客戶於相關年度貢獻本集團總營業額超過10%以上之營業額如下:

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Customer A <sup>1</sup>	客戶 A <sup>1</sup>	78,335	179,976
Customer B <sup>2</sup>	客戶 B <sup>2</sup>	36,791	—

<sup>1</sup> 來自採購及出口成衣之營業額。

<sup>2</sup> 來自物業發展之營業額。

## 5. GAIN ON DEREGISTRATION OF NON-WHOLLY OWNED SUBSIDIARIES

During the year ended 31 March 2013, the Group deregistered certain non-wholly owned subsidiaries which were acquired by the Group in October 2011 (the “Ceased Subsidiaries”), and the Group submitted the liquidation accounts of the Ceased Subsidiaries to the relevant PRC tax bureau, paid all taxes assessed and obtained approval of the tax bureau to cancel the tax registration of the Ceased Subsidiaries prior to cancelling the business registration with the Huzhou Administration for Industry and Commerce during that year. In the opinion of the directors, the Group has no further obligations in respect of the Ceased Subsidiaries. As such, all income tax payable and other tax payable recorded by the Ceased Subsidiaries prior to October 2011 amounting to HK\$11,903,000, translation reserve and non-controlling interests in respect of the Ceased Subsidiaries amounting to HK\$9,627,000 are released upon deregistration of the Ceased Subsidiaries.

## 6. LOSS ON DEEMED DISPOSAL OF ASSOCIATES

During the year ended 31 March 2014, a wholly-owned subsidiary of the Company subscribed for convertible note issued by Easyknit Enterprises, a then associate of the Group in which the Group had 36.27% equity interest. The convertible note could be converted into shares of Easyknit Enterprises at any time during the conversion period (being the period from the date falling on the issue date up to and including the date falling on the fifth last business day prior to the maturity date) at an initial conversion price of HK\$0.68 (subject to anti-dilutive adjustments) per share. Details of the subscriptions are set out in the circular dated 20 February 2014 issued by the Company. Since completion of the subscription on 27 March 2014, the Company, through its wholly-owned subsidiaries, has the existing rights, including potential voting rights, that give it the current ability to direct the relevant activities of Easyknit Enterprises. After considering the potential voting rights arising from the convertible note, the Company’s shareholding in Easyknit Enterprises increases from 36.27% to 57.40%. In the opinion of the directors of the Company, the Group obtains control in Easyknit Enterprises after considering the potential voting rights arising from the convertible note, and as a result, Easyknit Enterprises ceases to be an associate of the Group on 27 March 2014 and has since been accounted for as a subsidiary of the Company as from that date. The Group’s interests in Easyknit Enterprises were re-measured based on the fair value of the shares of Easyknit Enterprises held by the Group at 27 March 2014. Accordingly, a loss on deemed disposal of HK\$333,884,000 was recognised in profit or loss during the year ended 31 March 2014, which included release of translation reserve and investment revaluation reserve amounting to HK\$1,310,000 and HK\$268,000 respectively.

## 5. 註銷非全資附屬公司之收益

於截至2013年3月31日止年度，本集團註銷本集團於2011年10月收購之若干非全資附屬公司（「已終止附屬公司」），於該年度在取消與湖州市工商行政管理局之商業登記前，本集團提交已終止附屬公司之清算賬目予有關之中國稅務局，支付所有評定稅項及獲得稅務局之批准以取消已終止附屬公司之稅務登記。董事認為，本集團沒有關於已終止附屬公司之進一步責任。因此，於註銷已終止附屬公司時，解除已終止附屬公司截至2011年10月前錄得之所有應付利得稅及其他應付稅項11,903,000港元及已終止附屬公司之匯兌儲備及非控股權益9,627,000港元。

## 6. 視為出售聯營公司之虧損

於截至2014年3月31日止年度內，本公司之一間全資附屬公司認購由永義實業發行之可換股票據，永義實業乃本集團一間聯營公司，本集團擁有36.27%權益。可換股票據可於兌換期間內（由發行日至包括到期日前第五個營業日期間）以每股初始兌換價0.68港元（可予反稀釋調整）隨時兌換成為永義實業股份。認購詳情已載於本公司2014年2月20日刊發之通函內。自認購於2014年3月27日完成起，本公司，透過其全資附屬公司，擁有包括潛在投票權之現有權益，賦予現有有能力控制永義實業之相關活動。經考慮可換股票據所帶來之潛在投票權，本公司於永義實業之持股量由36.27%增加至57.4%。本公司董事認為，經考慮可換股票據所帶來之潛在投票權，本集團已取得永義實業之控制，因此，永義實業於2014年3月27日將不再為本集團之一間聯營公司及自該日期起以本公司一間附屬公司記賬。本集團於永義實業之權益根據本集團於2014年3月27日所持有之永義實業股份之公平值重新計量。據此，視為出售虧損333,884,000港元，包括解除匯兌儲備及投資重估儲備分別為1,310,000港元及268,000港元，已於截至2014年3月31日止年度內之損益確認。

## 7. FINANCE COSTS

## 7. 融資成本

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Interest on bank borrowings	銀行借貸之利息		
— wholly repayable within five years	— 於五年內悉數償還	21,659	4,785
— not wholly repayable within five years	— 不須於五年內悉數償還	11,946	10,240
		<u>33,605</u>	<u>15,025</u>
Less: Amount capitalised in properties held for development for sale	減：於持作出售發展物業資本化之金額	(19,247)	(4,751)
		<u>14,358</u>	<u>10,274</u>

## 8. PROFIT FOR THE YEAR

## 8. 本年度溢利

		2014 HK\$'000 千港元	2013 HK\$'000 千港元
Profit for the year has been arrived at after charging:	本年度溢利已扣除：		
Directors' remuneration	董事酬金	6,506	8,613
Other staff costs, including retirement benefits costs	其他職工成本，包括退休福利成本	40,637	17,015
Total staff costs	職工成本總額	<u>47,143</u>	<u>25,628</u>
Amortisation of premium and other expenses charged on a life insurance policy	關於人壽保單之保費及其他開支之攤銷	277	93
Auditor's remuneration	核數師酬金	2,501	3,027
Cost of inventories and properties recognised as expense	已確認為開支之存貨成本及物業	133,793	314,751
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	1,557	1,801
and after crediting to other income:	並已於其他收入計入：		
Dividend income from listed investments	來自上市投資之股息收入	9,710	6,817
Bank interest income	銀行利息收入	2,742	5,123
Interest income from deposit and prepayments for a life insurance policy	來自人壽保單按金及預付款之利息收入	375	123
		<u>375</u>	<u>123</u>

## 9. TAXATION CHARGE

## 9. 稅項開支

		2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
The charge (credit) comprises:	開支(計入)包括：		
Hong Kong Profits Tax	香港利得稅		
Charge for the year	本年度開支	5,209	16,853
Overprovision for prior years	過往年度超額撥備	(209)	(15,345)
		<u>5,000</u>	<u>1,508</u>
Taxation arising in other jurisdictions	其他司法之稅項		
Charge for the year	本年度開支	251	329
Overprovision for prior years	過往年度超額撥備	(95)	(62)
		<u>156</u>	<u>267</u>
		<u>5,156</u>	<u>1,775</u>
Deferred taxation	遞延稅項		
Charge (credit) for the year	本年度開支(計入)	1,545	(52)
Tax charge attributable to the Company and its subsidiaries	本公司及其附屬公司之應佔稅項開支	<u>6,701</u>	<u>1,723</u>

Hong Kong Profits Tax is calculated at 16.5% (2013: 16.5%) of the estimated assessable profit for the year.

香港利得稅按本年度預計應課稅溢利以16.5% (2013年：16.5%)計算。

During the year ended 31 March 2013, a tax provision made in prior years by a subsidiary, which was deregistered in 2004, was reversed since the directors of the Company consider the payment of such tax provision is not probable.

於截至2013年3月31日止年度，就一項於2004年註銷一間附屬公司所計提之過往年度稅項撥備已撥回，因本公司董事認為很有可能不用支付此稅項撥備。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

根據中國公佈企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，於中國之附屬公司自2008年1月1日起之稅率為25%。

No provision for PRC Enterprise Income Tax has been made as the Group had no assessable profit for both years.

因本集團於兩個年度內並無應課稅溢利，故不計提中國企業所得稅。

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

其他司法之稅項乃按相關司法之適用稅率計算。

## 10. DIVIDENDS

## 10. 股息

		2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
<b>Dividends recognised as distribution during the year</b>	於年內已確認派發之股息		
Final dividend paid for financial year ended 31 March 2013 of HK\$0.40 per share (2013: HK\$0.04 per share for financial year ended 31 March 2012)	截至2013年3月31日止財政年度之已付末期股息為每股0.40港元(2013年：截至2012年3月31日止財政年度為每股0.04港元)	<u>31,768</u>	<u>3,177</u>
<b>Dividend proposed</b>	股息建議		
Proposed final dividend for financial year ended 31 March 2014 of HK\$0.10 per share (2013: HK\$0.40 per share for financial year ended 31 March 2013)	截至2014年3月31日止財政年度建議之末期股息為每股0.10港元(2013年：截至2013年3月31日止財政年度為每股0.40港元)	<u>7,942</u>	<u>31,768</u>
The final dividend of HK\$0.10 per share in respect of the year ended 31 March 2014 (2013: HK\$0.40 per share) has been proposed by the directors of the Company and is subject to approval by the shareholders of the Company in the forthcoming annual general meeting.			有關截至2014年3月31日止年度之每股0.10港元之末期股息(2013年：每股0.40港元)已由本公司董事建議並須於應屆股東週年大會上得到本公司股東之批准。

## 11. BASIC EARNINGS PER SHARE

## 11. 每股基本盈利

The calculation of the basic earnings per share attributable to owners of the Company is based on the following data:

本公司股東應佔之每股基本盈利乃根據以下資料計算：

		2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
Earnings for the purpose of basic earnings per share (profit for the year attributable to owners of the Company)	就每股基本盈利而言之盈利 (本公司股東應佔之本年度溢利)	<u>13,036</u>	<u>647,022</u>
<b>Number of shares</b>	<b>股份數目</b>	<b>2014</b>	<b>2013</b>
Number of shares in issue during the year, for the purpose of calculating basic earnings per share	就計算每股基本盈利而言之 於年內已發行股份數目	<u>79,420,403</u>	<u>79,420,403</u>

No diluted earnings per share is presented as there is no potential ordinary shares of the Company outstanding during both years.

由於本公司於兩個年度內並無尚未行使之潛在普通股股份，故不呈列每股攤薄盈利。

## 12. TRADE AND OTHER RECEIVABLES

Trade receivables	貿易應收款項
Deposits paid to suppliers to be realised within 1 year	於1年內變現之已付予供應商按金
Deposit and prepayments for a life insurance policy	人壽保單之按金及預付款
Prepayments	預付款
Interest receivables	應收利息
Other receivables	其他應收款項

## 12. 貿易及其他應收款項

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	9,941	15,347
	343	6,726
	279	277
	5,318	3,439
	1,486	507
	1,881	1,973
	<u>19,248</u>	<u>28,269</u>

The Group allows credit period of up to 20 days to its lessees and up to 90 days to its other customers. The aged analysis of trade receivables, based on invoice date which approximates revenue recognition date, at the end of the reporting period is as follows:

本集團允許其承租人之信貸期最高達20日及其他客戶達90日。根據接近收益確認日期之發票日期，貿易應收款項於報告期末之賬齡分析如下：

0 — 60 days	0 — 60日
61 — 90 days	61 — 90日
Over 90 days	超過90日

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	9,455	15,219
	255	128
	231	—
	<u>9,941</u>	<u>15,347</u>

The Group's trade and other receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

本集團以有關集團實體功能貨幣以外之貨幣列值之貿易及其他應收款項如下：

USD	美元
RMB	人民幣

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	5,271	13,622
	2	—
	<u>5,273</u>	<u>13,622</u>

## 13. BILLS RECEIVABLE

At 31 March 2013, the bills receivables were aged within 60 days and were denominated in USD.

## 13. 應收票據

於2013年3月31日，應收票據之賬齡為60日內及以美元列值。



#### 14. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Construction costs payable	應付建築成本
Rental deposits received and rental received in advance	已收租金按金及預收租金
Deposits received from sale of residential units	出售住宅單位之已收按金
Property management fund payable	應付物業管理基金
Other taxes payable	其他應付稅項
Interest payable	應付利息
Accruals and other payables	預提及其他應付款項

The aged analysis of trade payables based on invoice date at the end of the reporting period is as follows:

0 — 60 days	0 — 60日
61 — 90 days	61 — 90日
Over 90 days	超過90日

The Group's trade and other payables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

USD	美元
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#### 13. 貿易及其他應付款項

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	20,079	12,963
	7,308	—
	20,416	21,359
	—	5,230
	6,807	6,679
	4,454	4,474
	1,538	541
	8,109	5,622
	<u>68,711</u>	<u>56,868</u>

根據發票日期，貿易應付款項於報告期末之賬齡分析如下：

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	2,739	6,353
	—	1,270
	17,340	5,340
	<u>20,079</u>	<u>12,963</u>

本集團以有關集團實體功能貨幣以外之貨幣列值之貿易及其他應付款項如下：

	2014 <i>HK\$'000</i> 千港元	2013 <i>HK\$'000</i> 千港元
	42	93
	<u>42</u>	<u>93</u>

## 15. DEEMED DISPOSAL OF SUBSIDIARIES

As at 1 April 2013, the Group had 43.52% equity interest in the issued share capital of Easyknit Enterprises. Easyknit Enterprises and its subsidiaries have been accounted for as subsidiaries of the Group in the consolidated financial statements of the Group for the year ended 31 March 2013 as the management of the Company considered that the Group had control over EE Group. On 24 September 2013, Easyknit Enterprises completed a placing of new shares of which the Company did not subscribe and this resulted in the Group's equity interest in EE Group being decreased from 43.52% to 36.27%. Based on an assessment of facts and circumstances, the directors of the Company considered that the other shareholders had increased influence to the decision of relevant activities of and voting power over Easyknit Enterprises, and concluded that the Group lost its control over EE Group as from 24 September 2013. As such, EE Group became associates of the Group with effect from 24 September 2013 and have since been accounted for in the consolidated financial statements for the year ended 31 March 2014 using the equity method of accounting until Easyknit Enterprises subsequently became a subsidiary of the Company on 27 March 2014 as detailed in note 16. The fair value of the equity interest retained in EE Group on the date when control was lost amounting to HK\$46,619,000 is recognised as deemed cost of acquisition of interests in these associates. The excess of the Group's share of the net fair value of the associates' identifiable assets and liabilities over the deemed cost of the investment amounted to HK\$298,671,000 and is included in the share of results of associates.

## 15. 視為出售附屬公司

於2013年4月1日，本集團持有永義實業已發行股本之43.52%股本權益。本公司管理層認為本集團擁有永義實業集團之控制，永義實業及其附屬公司於本集團截至2013年3月31日止年度之綜合財務報表記賬為本集團之附屬公司。於2013年9月24日，永義實業完成配發新股份而本公司沒有認購並導致本集團於永義實業集團之股本權益由43.52%減少至36.27%。根據事實及情況之評估，本公司董事認為其他股東已增加對永義實業相關活動及投票權之影響力，及斷定本集團已自2013年9月24日起失去永義實業集團之控制。因此，自2013年9月24日起永義實業集團成為本集團之聯營公司及自此於截至2014年3月31日之綜合財務報表以權益法記賬，直至永義實業隨後如附註16所載於2014年3月27日成為本公司之附屬公司。於失去控制時，保留於永義實業集團股本權益之公平值46,619,000港元確認為收購聯營公司權益之視為成本。本集團分佔聯營公司可識別資產及負債公平值淨額超出投資之視為成本298,671,000港元及已包括在分佔聯營公司業績內。

The major classes of assets and liabilities of EE Group as at the date of disposal are as follows:

永義實業集團於出售日期之資產及負債主要類別如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	131
Investment properties	投資物業	629,714
Loans receivable	應收貸款	17,500
Trade and other receivables	貿易及其他應收款項	23,508
Investments held for trading	持作買賣投資	103,134
Bank deposit with original maturity of more than three months	超過三個月到期之銀行存款	130,000
Bank balances and cash	銀行結餘及現金	244,691
Trade and other payables	貿易及其他應付款項	(28,956)
Bills payable	應付票據	(1,553)
Tax payable	應付稅項	(6,909)
Secured bank borrowings	有抵押銀行借貸	(165,335)
Deferred tax liabilities	遞延稅項負債	(14,643)
		<hr/>
Net assets disposed of	出售資產淨額	931,282
		<hr/> <hr/>
Net loss on deemed disposal:	視為出售之虧損淨額：	
Net assets disposed of	出售資產淨額	(931,282)
Non-controlling interests	非控股權益	525,988
Cumulative exchange differences in respect of the net assets of the subsidiaries reclassified from equity to profit or loss on loss of control of subsidiaries	於失去附屬公司控制時附屬公司資產淨額之累計匯兌差異由權益重新分類至損益	10,071
Fair value of the equity interest retained in EE Group, based on share price of Easyknit Enterprises at the date of disposal	保留於永義實業集團股本權益之公平值，根據永義實業於出售日期之股價	46,619
		<hr/>
Loss on deemed disposal of subsidiaries	視為出售附屬公司之虧損	(348,604)
		<hr/> <hr/>
Net cash outflow arising on disposal:	出售之現金流出淨額：	
Bank balances and cash disposed of	出售之銀行結餘及現金	(244,691)
		<hr/> <hr/>

## 16. ACQUISITION OF SUBSIDIARIES

As set out in note 6, upon completion of the Company's subscription of convertible note issued by Easyknit Enterprises, Easyknit Enterprises and its subsidiaries cease to be associates of the Company and have been accounted for as subsidiaries of the Company since 27 March 2014.

The above acquisition of subsidiaries has been accounted for using the acquisition method. The Group obtained control over Easyknit Enterprises on 27 March 2014, on which date the bargain purchase gain is HK\$308,202,000. EE Group is mainly engaged in garment sourcing and exporting, property investment, loan financing and investment in securities.

The assets acquired and liabilities assumed which were recognised on 27 March 2014, the date of acquisition, are as follows:

		2014 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	605
Investment properties	投資物業	640,569
Available-for-sale investments	可供出售投資	16,139
Loans receivable	應收貸款	17,500
Trade and other receivables	貿易及其他應收款項	9,707
Investments held for trading	持作買賣投資	86,902
Financial assets designated as at FVTPL	按公平值計入損益之金融資產	28,622
Bank balances and cash (note)	銀行結餘及現金(附註)	589,458
Trade and other payables	貿易及其他應付款項	(23,296)
Tax payable	應付稅項	(6,909)
Secured bank borrowings	有抵押銀行借貸	(161,902)
Deferred tax liabilities	遞延稅項負債	(12,668)
		<u>1,184,727</u>

*Note:* The amount included net proceeds of convertible note of HK\$99,455,000 contributed by the Group.

The net assets shown above do not include the carrying amount of liability component of convertible note amounting to HK\$54,047,000 and the related deferred tax liabilities of HK\$7,586,000 as the convertible note was held by a wholly-owned subsidiary of the Company at the time of the acquisition.

## 16. 收購附屬公司

如附註6所載，於完成本公司之認購永義實業發行之可換股票據，自2014年3月27日起永義實業及其附屬公司不再為本公司之聯營公司及以本公司之附屬公司記賬。

上述之收購附屬公司乃以收購法入賬。於2014年3月27日，本集團取得永義實業之控制，於當日之協議收購收益為308,202,000港元。永義實業集團主要從事採購及出口成衣、物業投資、貸款融資及證券投資業務。

於收購日期2014年3月27日已確認之收購資產及承擔負債如下：

附註：該金額已包括本集團提供之可換股票據所得款項淨額99,455,000港元。

由於在收購日期時可換股票據為一間本公司之全資附屬公司所持有，故上述所顯示之資產淨值並不包括可換股票據之負債成分賬面值54,047,000港元及相關遞延稅項負債7,586,000港元。

In the opinion of the directors of the Company, the fair values of the receivables acquired (which principally comprised trade and other receivables and loans receivable) approximate to the gross contractual amounts, the best estimate at acquisition date of the contractual cash flows of the receivables which are expected to be collected. Such acquisition results in a bargain purchase gain due to the fact that fair value of shares of Easyknit Enterprises is much less than the net assets acquired at the date of acquisition.

本公司之董事認為，收購應收款項(主要包括貿易及其他應收款項及應收貸款)之公平值與其總合約金額相約，乃為於收購日期預期收回之應收款項之合約現金流量之最佳估計。此收購所導致之協議收購收益乃由於永義實業股份之公平值遠低於其於收購日期之已收購資產淨值。

Bargain purchase gain arising on acquisition:

來自收購之協議收購收益：

		<b>2014</b> <b>HK\$'000</b> <b>千港元</b>
Consideration transferred:	代價轉讓：	
— Fair value of previously held interests of 36.27% in Easyknit Enterprises	— 先前持有永義實業36.27%權益之公平值	<b>61,322</b>
— Subscription of convertible note	— 認購可換股票據	<b>99,455</b>
		<b>160,777</b>
<i>Plus:</i> Non-controlling interests (63.73%) measured at proportionate share of the fair value of identifiable net assets of Easyknit Enterprises	<i>加：</i> 非控股權益(63.73%)，按永義實業可識別資產淨值之公平值按比例分佔計量	<b>715,748</b>
<i>Less:</i> Net assets acquired	<i>減：</i> 已收購資產淨值	<b>(1,184,727)</b>
Bargain purchase gain (credited to profit or loss)	協議收購收益 (已計入損益)	<b>(308,202)</b>
Net cash inflow on acquisition:	收購之現金流入淨額：	
Cash and cash equivalents acquired	已收購之現金及等同現金	<b>589,458</b>
<i>Less:</i> Cash paid for convertible note	<i>減：</i> 就可換股票據之已付現金	<b>(99,455)</b>
		<b>490,003</b>

Revenue and profit for the year ended 31 March 2014 attributable to EE Group subsequent to the acquisition are insignificant.

於收購後截至2014年3月31日止年度永義實業集團分佔之營業額及溢利並不重大。

Had the acquisition been completed on 1 April 2013, total group revenue and profit for the year ended 31 March 2014 would have been HK\$328,944,000 and HK\$10,939,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2013, nor is it intended to be a projection of future results.

若收購於2013年4月1日完成，截至2014年3月31日止年度之集團總營業額及溢利分別為328,944,000港元及10,939,000港元。備考資料僅作說明用途，並不是指假如收購於2013年4月1日完成所實際達到之本集團營業額及業績，也不是用作預測未來業績。