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## PACIFIC TEXTILES HOLDINGS LIMITED

### 互太紡織控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock code: 01382)

(股份代號：01382)

#### ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2016

截至2016年9月30日止六個月

中期業績公告

The Board of the Company announces the unaudited condensed consolidated results of the Group for the six months ended 30 September 2016 together with the comparative figures for the corresponding period in 2015. The interim results have been reviewed by the Company's auditor in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The interim results have also been reviewed by the Company's audit committee.

本公司之董事局提呈本集團截至2016年9月30日止六個月之未經審核簡明綜合業績，連同2015年同期的比較數字。中期業績已由本公司核數師根據香港會計師公會（「香港會計師公會」）頒佈的香港審閱準則第2410號「由實體的獨立核數師執行中期財務資料審閱」進行審閱。中期業績亦已由本公司審核委員會審閱。

\* For identification purposes only

\* 僅供識別

# Interim Financial Information

## 中期財務資料

### CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 September 2016

### 簡明綜合收益表

截至2016年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元	2015 2015年 HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
		Note 附註	
Revenue	收入	3	3,026,930
Cost of sales	銷售成本	5	(2,487,429)
<b>Gross profit</b>	<b>毛利</b>		<b>539,501</b>
Other income and other losses – net	其他收入及其他虧損 – 淨額	4	56,439
Distribution and selling expenses	分銷及銷售開支	5	(18,052)
General and administrative expenses	一般及行政開支	5	(69,298)
<b>Operating profit</b>	<b>經營溢利</b>		<b>508,590</b>
Finance income	財務收入		7,293
Finance costs	財務成本		(5,923)
Share of profits of associates	分佔聯營公司之溢利		15,327
Gain on disposal of certain interest in an associate	出售聯營公司若干 權益之收益		–
<b>Profit before income tax</b>	<b>所得稅前溢利</b>		<b>525,287</b>
Income tax expense	所得稅開支	6	(66,333)
<b>Profit for the period</b>	<b>期內溢利</b>		<b>458,954</b>
Profit for the period attributable to:	下列人士於期內應佔溢利：		
Equity holders of the Company	本公司權益持有人		455,406
Non-controlling interests	非控制性權益		3,548
			<b>458,954</b>
Earnings per share for profit attributable to equity holders of the Company during the period	期內本公司權益 持有人應佔溢利之 每股盈利		
– basic (HK\$)	– 基本 (港元)	7	0.31
– diluted (HK\$)	– 攤薄 (港元)	7	0.31

# Interim Financial Information

## 中期財務資料

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 September 2016

### 簡明綜合全面收益表

截至2016年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Profit for the period</b>	<b>期內溢利</b>	<b>458,954</b>	621,601
Other comprehensive income: <i>Items that have been or may be reclassified to profit or loss</i>	其他全面收入： 已經或其後可能重新分類至 損益的項目		
Release of available-for-sale financial assets reserves upon disposal	出售時解除可供出售 金融資產儲備	-	(47)
Currency translation differences	外幣換算差額	<b>(75,026)</b>	(84,316)
<b>Total comprehensive income for the period</b>	<b>期內全面收入總額</b>	<b>383,928</b>	537,238
Total comprehensive income for the period attributable to:	下列人士應佔期內 全面收入總額：		
Equity holders of the Company	本公司權益持有人	<b>380,106</b>	546,305
Non-controlling interests	非控制性權益	<b>3,822</b>	(9,067)
		<b>383,928</b>	537,238

# Interim Financial Information

## 中期財務資料

### CONDENSED CONSOLIDATED BALANCE SHEET

As at 30 September 2016

### 簡明綜合資產負債表

於2016年9月30日

		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Land use rights	土地使用權	47,015	49,133
Property, plant and equipment	物業、廠房及設備	1,491,079	1,511,148
Interests in associates	於聯營公司之權益	241,311	237,312
Available-for-sale financial assets	可供出售金融資產	1,741	1,741
Prepayment for land use rights and property, plant and equipment	土地使用權和物業、廠房及設備的預付款項	78,454	87,264
		<b>1,859,600</b>	1,886,598
<b>Current assets</b>	<b>流動資產</b>		
Inventories	存貨	929,684	1,016,105
Trade and bills receivables	應收賬款及票據	1,028,882	935,217
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	122,752	97,852
Amounts due from associates	應收聯營公司款項	50,518	43,189
Cash and bank balances	現金及銀行結餘	1,185,102	1,452,483
		<b>3,316,938</b>	3,544,846
<b>Total assets</b>	<b>資產總值</b>	<b>5,176,538</b>	5,431,444
<b>EQUITY</b>	<b>權益</b>		
<b>Equity attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔權益</b>		
Share capital	股本	1,446	1,446
Share premium	股份溢價	1,453,188	1,453,188
Reserves	儲備	1,708,953	1,905,465
<b>Non-controlling interests</b>	<b>非控制性權益</b>	<b>3,163,587 (4,345)</b>	3,360,099 (8,167)
<b>Total equity</b>	<b>權益總額</b>	<b>3,159,242</b>	3,351,932

# Interim Financial Information

## 中期財務資料

### CONDENSED CONSOLIDATED BALANCE SHEET (Cont'd)

As at 30 September 2016

### 簡明綜合資產負債表 (續)

於2016年9月30日

		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
		Note 附註	
<b>LIABILITIES</b>	<b>負債</b>		
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Borrowings	借貸	<b>144,474</b>	144,409
Deferred income tax liabilities	遞延所得稅負債	<b>24,548</b>	28,955
		<b>169,022</b>	173,364
<b>Current liabilities</b>	<b>流動負債</b>		
Borrowings	借貸	<b>578,765</b>	686,473
Trade and bills payables	應付賬款及票據	<b>911,852</b>	783,353
Accruals and other payables	應計項目及其他應付款項	<b>263,883</b>	360,338
Amount due to an associate	應付聯營公司款項	<b>2,132</b>	2,479
Derivative financial instruments	衍生金融工具	-	3,704
Current income tax liabilities	本期所得稅負債	<b>91,642</b>	69,801
		<b>1,848,274</b>	1,906,148
<b>Total liabilities</b>	<b>負債總額</b>	<b>2,017,296</b>	2,079,512
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>5,176,538</b>	5,431,444

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

#### 1. BASIS OF PREPARATION

This interim condensed consolidated financial information as at and for the six-month period ended 30 September 2016 has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, “Interim Financial Reporting”. It should be read in conjunction with the annual financial statements for the year ended 31 March 2016, prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

#### 2. ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those adopted for the annual financial statements for the year ended 31 March 2016, as described in those annual financial statements.

Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

- (a) Amendments to HKFRSs effective for the financial period ending 30 September 2016 do not have a material impact on the Group.
- (b) New and amended standards that have been issued but are not effective for the financial year beginning 1 April 2016 and have not been early adopted:

HKFRS 9	Financial instruments
HKFRS 15	Revenue from contracts with customers
HKFRS 16	Lease
Amendments to HKAS 12	Income taxes
Amendments to HKAS 7	Statement of cash flows
Amendments to HKFRS 10 and HKAS 28	Sale or contribution of assets between an investor and its associate or joint venture

Management is in the process of making an assessment of the likely impact of these new standards and amendments to standards and is not yet in a position to state whether they will have a significant impact on the Group’s results and financial position presented in future financial statements.

### 中期簡明綜合財務資料附註

#### 1. 編製基準

本截至2016年9月30日止六個月期間之本中期簡明綜合財務資料乃根據香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。本財務資料須與截至2016年3月31日止年度之年度財務報表（根據香港財務報告準則（「香港財務報告準則」）編製）一併閱讀。

#### 2. 會計政策

除下文所述者外，所應用之會計政策與截至2016年3月31日止年度之年度財務報表所採納者一致，如該等年度財務報表所述。

中期所得稅乃按預期年度總盈利所適用之稅率累計。

- (a) 於截至2016年9月30日止財政期間生效之香港財務報告準則修訂本對本集團並無重大影響。
- (b) 已頒佈但於2016年4月1日開始之財政年度尚未生效及未提早採納之新訂及經修訂準則：

香港財務報告準則第9號	金融工具
香港財務報告準則第15號	來自客戶合約之收入
香港財務報告準則第16號	租賃
香港會計準則第12號（修訂本）	所得稅
香港會計準則第7號（修訂本）	現金流量表
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營公司之間之資產出售或投入

管理層正在評估應用該等新訂準則及準則修訂可能產生之影響，惟尚未能確定會否對於將來的財務報表所呈報之本集團業績與財務狀況產生重大影響。

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 3. SEGMENT INFORMATION

The chief operating decision-maker has been identified as the executive directors of the Company collectively, who determine the operating segments of the Group and review the Group's internal reporting in order to assess performance and allocate resources.

All of the Group's business operations relate to the manufacturing and trading of textile products with similar economic characteristics. Accordingly, the executive directors review the performance of the Group as a single segment, which covers operations conducted by subsidiaries in Hong Kong, Macau, the People's Republic of China (the "PRC") and Vietnam, and associates in the PRC and Sri Lanka. The executive directors review resources allocation and assess performance of the Group on a regular basis based on the following financial information:

### 中期簡明綜合財務資料附註 (續)

#### 3. 分部資料

主要經營決策者已被確認為本公司執行董事，執行董事釐定本集團之經營分部及審閱本集團之內部呈報，以評估表現並分配資源。

由於本集團之所有業務營運均與製造及銷售紡織品有關，具有類似經濟特徵，因此執行董事按照單一分部審閱本集團之表現，審閱範圍涵蓋香港、澳門、中華人民共和國（「中國」）及越南附屬公司以及中國及斯里蘭卡聯營公司所經營之業務。執行董事根據以下財務資料，定期審閱本集團之資源分配並進行表現評估：

		<b>Six months ended</b>	
		<b>30 September</b>	
		<b>截至9月30日止六個月</b>	
		<b>2016</b>	2015
		<b>2016年</b>	2015年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
Revenue	收入	<b>3,026,930</b>	3,767,590
Gross profit	毛利	<b>539,501</b>	711,762
Gross profit margin (%)	毛利率(%)	<b>17.8%</b>	18.9%
EBITDA	利息、稅項、折舊及 攤銷前溢利	<b>599,523</b>	771,823
EBITDA margin (%)	利息、稅項、折舊及 攤銷前溢利率(%)	<b>19.8%</b>	20.5%
Operating expenses (Note i)	經營開支 (附註i)	<b>87,350</b>	124,172
Operating expenses/Revenue (%)	經營開支／收入(%)	<b>2.9%</b>	3.3%
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	<b>455,406</b>	626,557
Net profit margin (%)	純利率(%)	<b>15.0%</b>	16.6%

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 中期簡明綜合財務資料附註 (續)

#### 3. SEGMENT INFORMATION (Cont'd)

#### 3. 分部資料 (續)

		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Total assets	資產總值	<b>5,176,538</b>	5,431,444
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	<b>3,163,587</b>	3,360,099
Cash and bank balances	現金與銀行結餘	<b>1,185,102</b>	1,452,483
Borrowings	借貸	<b>723,239</b>	830,882
Inventories	存貨	<b>929,684</b>	1,016,105
Inventories turnover days (Note ii)	存貨週轉日數 (附註ii)	<b>71</b>	64
Trade and bills receivables	應收賬款及票據	<b>1,028,882</b>	935,217
Trade and bills receivables turnover days (Note ii)	應收賬款及票據週轉日數 (附註ii)	<b>59</b>	46
Trade and bills payables	應付賬款及票據	<b>911,852</b>	783,353
Trade and bills payables turnover days (Note ii)	應付賬款及票據週轉日數 (附註ii)	<b>62</b>	50



# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 3. SEGMENT INFORMATION (Cont'd)

Note i:

Operating expenses comprised distribution and selling expenses and general and administrative expenses.

Note ii:

The turnover days are calculated based on the simple average of the beginning of the period and the end of the period balances.

A reconciliation of EBITDA to total profit before income tax is provided as follows:

### 中期簡明綜合財務資料附註 (續)

#### 3. 分部資料 (續)

附註i:

經營開支包括分銷及銷售開支以及一般及行政開支。

附註ii:

週轉日數乃根據期初與期終結餘之簡單平均數計算。

EBITDA與除所得稅前溢利總額之間的對賬如下:

		<b>Six months ended</b>	
		<b>30 September</b>	
		<b>截至9月30日止六個月</b>	
		<b>2016</b>	2015
		<b>2016年</b>	2015年
		<b>HK\$'000</b>	HK\$'000
		<b>千港元</b>	千港元
		<b>(Unaudited)</b>	(Unaudited)
		<b>(未經審核)</b>	(未經審核)
EBITDA	EBITDA	<b>599,523</b>	771,823
Depreciation	折舊	<b>(74,917)</b>	(69,352)
Amortisation	攤銷	<b>(689)</b>	(627)
Finance income	財務收入	<b>7,293</b>	10,928
Finance costs	財務成本	<b>(5,923)</b>	(7,007)
Profit before income tax	除所得稅前溢利	<b>525,287</b>	705,765

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 3. SEGMENT INFORMATION (Cont'd)

The Group's revenue represents sales of goods. Analysis of revenue by geographical location, as determined by the destination where the products are delivered, is:

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (Unaudited) (未經審核)
PRC	中國	758,304	1,458,479
South East Asia	東南亞	1,360,208	1,090,920
Hong Kong	香港	423,608	441,289
Sri Lanka	斯里蘭卡	195,379	270,735
Others	其他	289,431	506,167
		<b>3,026,930</b>	3,767,590

The top one customer accounted for approximately 46% (2015: 38%) of the Group's revenue; no other customer individually accounted for more than 10% of the Group's revenue (2015: Nil).

The Group's non-current assets are located in the following geographical locations:

		As at 30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)		31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
PRC	中國	1,330,823	1,441,326	
Sri Lanka	斯里蘭卡	215,503	117,882	
Hong Kong	香港	65,533	81,766	
Vietnam	越南	247,661	245,554	
Others	其他	80	70	
		<b>1,859,600</b>	1,886,598	

### 中期簡明綜合財務資料附註 (續)

#### 3. 分部資料 (續)

本集團的收入指貨品銷售。按地區劃分之收入乃以產品交付之目的地分類：

首名大客戶約佔本集團收入的46% (2015年：38%)，概無其他客戶個別地佔本集團收入高於10% (2015年：無)。

本集團之非流動資產位於以下地區：

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 中期簡明綜合財務資料附註 (續)

#### 4. OTHER INCOME AND OTHER LOSSES – NET

#### 4. 其他收入及其他虧損 – 淨額

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income:	其他收入：		
Sales of residual materials	出售剩餘物料	<b>14,654</b>	24,945
Sub-contracting income	分包收入	<b>1,987</b>	4,254
Handling income	處理收入	<b>1,742</b>	2,978
Rental income	租金收入	<b>2,063</b>	1,568
Customer compensation on order cancellation	取消訂單之客戶賠償	<b>11,572</b>	13,358
Government grants	政府補貼	<b>7,976</b>	1,395
Miscellaneous income	雜項收入	<b>17,500</b>	7,085
		<b>57,494</b>	55,583
Other losses – net:	其他虧損 – 淨額：		
Derivative financial instruments – forward foreign exchange contracts	衍生金融工具 – 遠期外匯合約	<b>(1,706)</b>	(5,863)
Net foreign exchange gains	外匯收益淨值	<b>651</b>	3,787
		<b>(1,055)</b>	(2,076)
		<b>56,439</b>	53,507

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

中期簡明綜合財務資料附註 (續)

#### 5. EXPENSES BY NATURE

#### 5. 按性質細分的開支

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>74,917</b>	69,352
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	<b>689</b>	627
Cost of raw materials and consumables used	使用原材料與消耗品產生之成本	<b>2,175,460</b>	2,766,394
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	<b>1,261</b>	372
Reversal of provision for impairment of trade receivables	應收賬款減值撥備撥回	<b>(3,808)</b>	(3,051)
Employee benefits expenses (including directors' emoluments)	僱員福利支出(包括董事酬金)	<b>230,989</b>	251,616
Provision/(reversal of provision) for slow-moving and obsolete inventories	滯銷及陳舊存貨撥備／(撥備撥回)	<b>28,943</b>	(7,122)
Operating lease payments in respect of land and buildings	土地及樓宇經營租約款項	<b>1,301</b>	605
(Reversal of)/provision for claims	索償(撥回)／撥備	<b>(9,841)</b>	10,657
Other expenses	其他開支	<b>74,868</b>	90,550
Total cost of sales, distribution and selling expenses and general and administrative expenses	銷售成本、分銷及銷售開支總額與一般及行政開支	<b>2,574,779</b>	3,180,000

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 6. INCOME TAX EXPENSE

Hong Kong profits tax has been provided for at the rate of 16.5% (2015: 16.5%) on the estimated assessable profits which are subject to Hong Kong profits tax.

PRC corporate income tax ("CIT") has been provided for at the rate of 25% (2015: 25%) on the estimated assessable profits which are subject to CIT.

The applicable corporate income tax rate of a subsidiary in Vietnam, Pacific Crystal Textiles Limited ("PCTL") has changed to 20% from 22% with effective from 1 January 2016 (2015: 22%). PCTL is exempted from corporate income tax obligation for two years since having taxable profit and is entitled to a 50% reduction of corporate income tax obligation in four subsequent years. During the period ended 30 September 2016, PCTL has certain unutilised tax losses carried forward to offset against its taxable profit (2015: same).

The amount of income tax expense in the condensed consolidated income statement represents:

### 中期簡明綜合財務資料附註 (續)

#### 6. 所得稅開支

香港利得稅乃就估計應課香港利得稅溢利按16.5% (2015年: 16.5%) 之稅率作出撥備。

中國企業所得稅 (「企業所得稅」) 乃就估計應課企業所得稅溢利按 25% (2015年: 25%) 之稅率作出撥備。

越南附屬公司Pacific Crystal Textiles Limited (「PCTL」) 之適用企業所得稅率自2016年1月1日起由22%變更至20% (2015年: 22%)。PCTL自錄得應課稅溢利起兩年內豁免繳納企業所得稅並於其後四年內減免繳納50%企業所得稅。於截至2016年9月30日止期間, PCTL之若干未動用稅項虧損結轉以抵銷其應課稅溢利 (2015年: 相同)。

於簡明綜合收益表之所得稅開支金額為:

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 2015年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax	即期所得稅		
– Hong Kong profits tax	– 香港利得稅	39,203	61,531
– PRC CIT	– 中國企業所得稅	31,552	18,684
Deferred income tax	遞延所得稅	(4,422)	3,949
		<b>66,333</b>	84,164

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 中期簡明綜合財務資料附註 (續)

#### 7. EARNINGS PER SHARE

##### (a) Basic

Basic earnings per share is calculated by dividing the profit for the period attributable to equity holders of the Company by the weighted average number of shares in issue during the period.

#### 7. 每股盈利

##### (a) 基本

每股基本盈利按本公司權益持有人應佔期內溢利除期內已發行股份加權平均數計算。

		Six months ended 30 September 截至9月30日止六個月	
		2016 2016年 (Unaudited) (未經審核)	2015 2015年 (Unaudited) (未經審核)
Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利(千港元)	<b>455,406</b>	626,557
Weighted average number of shares in issue (thousands)	已發行股份加權平均數(千股)	<b>1,446,423</b>	1,446,423
Basic earnings per share (HK\$ per share)	每股基本盈利(每股港元)	<b>0.31</b>	0.43

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 7. EARNINGS PER SHARE (Cont'd)

##### (b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares.

Shares issuable under the share option schemes are the only dilutive potential ordinary shares. A calculation is prepared to determine the number of shares that could have been acquired at fair value (determined as the average daily quoted market share price of the Company's shares) based on the monetary value of the subscription rights attached to the outstanding share options. The number of shares calculated as above is increased by the number of shares that would have been issued assuming the exercise of the share options.

### 中期簡明綜合財務資料附註 (續)

#### 7. 每股盈利 (續)

##### (b) 攤薄

每股攤薄盈利以假設兌換所有潛在攤薄股份而經調整發行在外股份之加權平均數計算。

根據購股權計劃可予發行之股份為唯一造成攤薄效應之潛在普通股。計算方法乃根據尚未行使購股權所附帶認購權之貨幣價值制定，以釐定可按公允值（按本公司股份平均每日所報市價釐定）收購之股份數目。按上述方法計算之股份數目，會根據假設購股權獲行使而發行之股份數目增加。

#### Six months ended

30 September

截至9月30日止六個月

2016

2015

2016年

2015年

(Unaudited)

(Unaudited)

(未經審核)

(未經審核)

Profit attributable to the equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	<b>455,406</b>	626,557
Weighted average number of shares in issue (thousands)	已發行股份加權平均數 (千股)	<b>1,446,423</b>	1,446,423
Adjustments for share options (thousands)	購股權調整 (千份)	<b>16</b>	536
		<b>1,446,439</b>	1,446,959
Diluted earnings per share (HK\$ per share)	每股攤薄盈利 (每股港元)	<b>0.31</b>	0.43

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 中期簡明綜合財務資料附註 (續)

#### 8. DIVIDENDS

#### 8. 股息

		Six months ended 30 September 截至9月30日止六個月	
		2016	2015
		2016年	2015年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interim dividend of HK30 cents per share (2015: HK40 cents per share)	中期股息每股港幣30仙 (2015年：每股港幣40仙)	<b>433,927</b>	578,569

On 28 November 2016, the Board declared an interim dividend of HK30 cents per share (2015: HK40 cents per share) for the six-month period ended 30 September 2016. This interim dividend amounting to HK\$433,927,000 (2015: HK\$578,569,000) has not been recognised as a liability in this interim financial information.

於2016年11月28日，董事局已宣派截至2016年9月30日止六個月之中期股息每股港幣30仙（2015年：每股港幣40仙）。此中期股息總計為433,927,000港元（2015年：578,569,000港元），並未在此中期財務資料確認為負債。



# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

### 中期簡明綜合財務資料附註 (續)

#### 9. TRADE AND BILLS RECEIVABLES

#### 9. 應收賬款及票據

		As at 於	
		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收賬款	946,708	844,253
Bills receivables	應收票據	83,858	96,497
		<b>1,030,566</b>	940,750
Less: provision for impairment of trade receivables	減：應收賬款減值撥備	<b>(1,684)</b>	(5,533)
		<b>1,028,882</b>	935,217

The carrying amounts of trade and bills receivables approximate their fair values.

應收賬款及票據之賬面值與其公允值相若。

The majority of the Group's sales are made with credit terms of 30 to 60 days. Trade and bills receivables, based on goods delivered date, were aged as follows:

本集團大部分銷售之信貸期介乎30至60天。應收賬款及票據基於貨品交付日期之賬齡如下：

		As at 於	
		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0 – 60 days	0 – 60天	728,043	829,685
61 – 120 days	61 – 120天	300,397	100,381
121 days – 1 year	121天 – 1年	2,126	10,684
		<b>1,030,566</b>	940,750

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 10. TRADE AND BILLS PAYABLES

Credit periods granted by the creditors generally range from 30 to 90 days. Trade and bills payables, based on delivery dates, were aged as follows:

		As at 於	
		30 September 2016 2016年9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年3月31日 HK\$'000 千港元 (Audited) (經審核)
0-60 days	0 – 60天	752,122	611,083
61-120 days	61 – 120天	137,655	151,588
121 days – 1 year	121天 – 1年	22,075	20,682
		<b>911,852</b>	783,353

The carrying amounts of trade and bills payables approximate their fair values.

### 中期簡明綜合財務資料附註 (續)

#### 10. 應付賬款及票據

債權人給予之信貸期一般介乎30至90天。應付賬款及票據基於交付日期之賬齡如下：

應付賬款及票據之賬面值與其公允值相若。

# Interim Financial Information

## 中期財務資料

### NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION (Cont'd)

#### 11. CAPITAL COMMITMENTS

Capital expenditure at the balance sheet date, contracted for but not yet incurred, is as follows:

		As at 於	
		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	129,939	136,443
Leasehold land and land use rights	租賃土地及土地使用權	24,132	12,240
		<b>154,071</b>	148,683

As at 30 September 2016, the Group had authorised the injection of capital of HK\$246,682,000 (equivalent to US\$31,801,000) (31 March 2016: HK\$247,239,000 (equivalent to US\$31,801,000)) as investment in Vietnam.

### 中期簡明綜合財務資料附註 (續)

#### 11. 資本承擔

於結算日已訂約但尚未發生之資本開支如下：

		As at 於	
		30 September 2016 2016年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2016 2016年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for:	已訂約但未撥備：		
Property, plant and equipment	物業、廠房及設備	129,939	136,443
Leasehold land and land use rights	租賃土地及土地使用權	24,132	12,240
		<b>154,071</b>	148,683

於2016年9月30日，本集團已批准於越南投資注資為246,682,000港元（相等於31,801,000美元）（2016年3月31日：247,239,000港元（相等於31,801,000美元））。

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

#### Overview

During the period under review, the Group has recorded lower sales revenue due to, including but not limited to, the decrease of sales orders by the Group's U.S. customers, especially the apparel retail section.

The Group's revenue decreased by 19.7% to HK\$3,026.9 million for the six months ended 30 September 2016 (2015: HK\$3,767.6 million). The sales volume of six months decreased by 19.2% to 78.9 million pounds (2015: 97.7 million pounds), while the Group's average selling price ("ASP") decreased by 0.5% to HK\$38.4 per pound (2015: HK\$38.6 per pound).

During the period under review, gross profit decreased to HK\$539.5 million (2015: HK\$711.8 million) with gross profit margin decreased from 18.9% a year ago to 17.8%. The decrease was mainly due to higher fixed cost absorption ratio caused by lower sales volume.

Distribution & selling expenses decreased to HK\$18.1 million (2015: HK\$45.0 million) and general & administrative expenses decreased to HK\$69.3 million (2015: HK\$79.2 million). The decrease of selling expenses was mainly due to drop in freight charge and customers claims provision.

The interest expenses decreased because of the repayment of bank loan of HK\$107.5 million during the period under review.

During the period under review, net profit margin correspondingly decreased to 15.0% (2015: 16.6%). Net profit available to the shareholders for the six months ended 30 September 2016 decreased to HK\$455.4 million (2015: HK\$626.6 million). By excluding last period one-time gain of HK\$51 million of disposal of certain interest in an associate, net profit available to the shareholders for the six months ended 30 September 2016 decreased by 20.9%.

The Group's top five customers and brand owners contributed 68.4% and 78.0% to total revenue versus 60.3% and 73.0% for the same period last year.

#### 業務回顧

##### 概覽

於回顧期間，本集團因（包括但不限於）來自本集團美國客戶（尤其是服裝零售分部）之銷售訂單有所減少而錄得較低銷售收入。

於截至2016年9月30日止六個月，本集團收入減少19.7%至3,026.9百萬港元（2015年：3,767.6百萬港元）。六個月銷量減少19.2%至78.9百萬磅（2015年：97.7百萬磅），而本集團之平均售價下降0.5%至每磅38.4港元（2015年：每磅38.6港元）。

於回顧期間，毛利減少至539.5百萬港元（2015年：711.8百萬港元），毛利率由一年前之18.9%下降至17.8%。該下降主要由於較低銷量導致較高固定成本吸收率所致。

分銷及銷售開支減少至18.1百萬港元（2015年：45.0百萬港元），一般及行政開支減少至69.3百萬港元（2015年：79.2百萬港元）。銷售開支減少主要由於運費及客戶索償撥備減少所致。

於回顧期間，利息開支因償還銀行貸款107.5百萬港元而減少。

於回顧期間，純利率相應減少至15.0%（2015年：16.6%）。股東於截至2016年9月30日止六個月之應佔純利減少至455.4百萬港元（2015年：626.6百萬港元）。透過扣除上個期間出售聯營公司若干權益之一次性收益51百萬港元，股東於截至2016年9月30日止六個月之應佔純利減少20.9%。

本集團五大客戶及品牌擁有人分別貢獻收入總額之68.4%及78.0%，而去年同期則分別為60.3%及73.0%。

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW (Cont'd)

#### Environmental and Social Reporting

The Group believes environmental protection is the key to our sustainable growth and development. The Group continued its total commitment in participating green manufacturing and energy conservation. With the help of our dedicated professionals, we are one of the leading players in the industry applying innovative technology. The Group's success was widely recognized by different authorities during the period:

- "China's Outstanding Dyeing and Printing Fabrics, 2016" prize by China Dyeing and Printing Association;
- Environmental Protection Initiative by Nike also honoured the achievement of the Group;
- Innovation prize of "Textile Vision Science & Education Fund" – selected the Group as prize winner by China National Textile and Apparel Council.

The Group is also committed towards zero discharge of hazardous chemicals in the textile production chain to improve the environment and people's well being. The Group is selected as Pilot Enterprise in China under "Chemicals Stewardship 2020" programme by Zero Discharge of Hazardous Chemicals ("ZDHC") foundation together with China National Textile and Apparel Council. ZDHC foundation is based in Amsterdam, Netherlands. The ZDHC Programme includes a collaboration of 22 signatory brands, 13 value chain affiliates, and seven associates worldwide.

#### Long Term Investment and Infrastructure

Vietnam continued to be the major country benefited by the import tariffs incentives from many advanced markets. Our manufacturing base in Vietnam is very important to the sustainable growth of the Group in the long run. The Group will continue to strengthen its local operational and management team. The Group invested resources to extend the advanced management system to cover the operation of production base in Vietnam. The integrated international manufacturing layout will help the Group to proactively serve our premium customers.

The Group continued its investments into the self-advancement of production facilities in the Panyu factory. The strengthened operation facilities can help the Group to stay ahead of the stringent environmental requirements of PRC government and the increasing demands from customers. The productivity improvement driven by technology can help the Group to stay as winner when facing the competitive business environment in the long term. All these investment will bring outstanding returns to the shareholders ultimately.

### 業務回顧 (續)

#### 環境及社會報告

本集團相信環境保護對我們之可持續增長及發展至關重要。本集團繼續致力於參與綠色製造及節能活動。在專職的專業團隊的幫助下，我們成為本行業中應用創新技術之領先企業之一。期內，本集團之成就獲得不同機構之廣泛認可：

- 榮獲中國印染行業協會頒授「2016年度中國優秀印染面料獎」；
- 耐克之環保計劃亦對本集團之成就以示嘉許；
- 本集團榮獲中國紡織工業聯合會選為「紡織之光」創新獎的獲獎者。

本集團亦致力於實現紡織品生產鏈之有害化學物質零排放目標，以改善環境狀況及人民福祉。本集團獲有害化學物質零排放基金會連同中國紡織工業聯合會選為「供應鏈化學品管理創新2020行動」計劃之試點企業。有害化學物質零排放基金會設在荷蘭的阿姆斯特丹。有害化學物質零排放計劃涵蓋了全球範圍內相互協作之22個知名品牌、13家價值鏈聯盟及7家附屬聯營公司。

#### 長期投資及基礎設施

越南繼續成為眾多發達市場之進口關稅激勵措施之主要受益國家。長遠而言，我們於越南之製造基地對本集團之可持續發展至關重要。本集團將繼續強化當地營運及管理團隊。本集團已投入資源，把先進管理系統伸延覆蓋越南生產基地之營運。此一體化的國際生產佈局將有助本集團積極為優質客戶服務。

本集團繼續投資番禺工廠生產設施之自我升級。經強化後之營運設施有助本集團提前符合中國政府之嚴格環保要求，及不斷增加之客戶需求。長遠而言，以科技驅使的生產力提升有助本集團在充滿競爭之營商環境中勝出。所有該等投資將最終為股東帶來可觀回報。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW

#### Liquidity and Financial Information

The Group's total cash and bank balances amounted to HK\$1,185.1 million as at 30 September 2016 (31 March 2016: HK\$1,452.5 million). With the cash and bank balances, the Group has sufficient financial resources to finance the Group's capital expenditure plans and to meet its working capital requirements.

As at 30 September 2016, the Group had bank loans of HK\$578.8 million (31 March 2016: HK\$686.5 million), and a shareholder's loan of HK\$144.5 million (31 March 2016: HK\$144.4 million) contributed by our joint venture partner to our Vietnam subsidiary. The shareholder's loan has no pre-determined terms of repayment and is regarded as quasi equity contributions to the subsidiary.

The Group's current ratio (which is calculated on the basis of current assets over current liabilities) as at 30 September 2016 was 1.8 (31 March 2016: 1.9). As at 30 September 2016, the Group's gearing ratio, being the ratio of total interest bearing debts to total equity, was 18.7% (31 March 2016: 21.2%). The Group was in a net cash position of HK\$461.9 million as at 30 September 2016 (31 March 2016: HK\$621.6 million).

The Group monitored the market situation closely and fine-tuned its capital expenditure accordingly. During the period under review, total capital expenditure decreased by 61.7% to HK\$92.9 million (2015: HK\$242.4 million), which was mainly used for purchases of equipment and machinery, and on upgrade & infrastructure project of Panyu Plant and Vietnam Plant.

#### Foreign Exchange Risk Management

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollars and Renminbi. The Group manages its foreign exchange risks by performing regular review and monitoring its foreign exchange exposure. The Group will hedge against certain exposure to reduce the risk involved as appropriate.

### 財務回顧

#### 資金流動性與財務資料

於2016年9月30日，本集團之現金及銀行結餘總額為1,185.1百萬港元（2016年3月31日：1,452.5百萬港元）。憑藉本集團持有之現金及銀行結餘，本集團財務資源充裕，足以應付本集團資本開支計劃及營運資金需求。

於2016年9月30日，本集團擁有銀行貸款578.8百萬港元（2016年3月31日：686.5百萬港元）及我們之合營公司夥伴向我們越南附屬公司提供股東貸款144.5百萬港元（2016年3月31日：144.4百萬港元）。股東貸款並無預定還款條款且被視為向該附屬公司投入之準權益。

本集團之流動比率（按流動資產除以流動負債計算）於2016年9月30日為1.8（2016年3月31日：1.9）。於2016年9月30日，本集團之負債比率（即計息借貸總額與權益總額之比率）為18.7%（2016年3月31日：21.2%）。本集團於2016年9月30日之現金淨額為461.9百萬港元（2016年3月31日：621.6百萬港元）。

本集團密切監察市況而相應微調資本支出。於回顧期內，本集團之資本開支總額減少61.7%至92.9百萬港元（2015年：242.4百萬港元），主要用於購買設備及機器以及番禺廠房及越南工廠之升級及基建項目。

#### 外匯風險管理

本集團面對多種貨幣之外匯風險，主要涉及美元及人民幣。本集團通過定期檢討及監察其外匯交易管理外匯風險。本集團將適時對沖若干風險以降低相關風險。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Cont'd)

#### Employees and Remuneration Policies

As at 30 September 2016, the Group had 5,358 full-time employees (31 March 2016: 5,945). There is no significant change in the Group's remuneration policy. The Group's remuneration package for its employees includes salary, bonuses, allowances and retirement benefits, based on employee's performance, skills and knowledge. The Group will continue to provide regular training and competitive remuneration packages to its staff. The Group also provides additional benefits to its employees, such as subsidized accommodation and meals for workers at the production facilities, accident and medical insurance and share options granted to eligible employees under Share Option Scheme.

#### Pledge of Assets

As at 30 September 2016, the Group had bank loans amounting to HK\$578.8 million (31 March 2016: HK\$686.5 million). No assets were pledged as at 30 September 2016 and 31 March 2016.

#### Segmental Information

Details of segmental information are set out in Note 3 to the interim financial information.

#### Material Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

There was no material acquisition or disposal of the Company's subsidiaries, associates and joint ventures during the six months ended 30 September 2016.

#### Contingent Liabilities

As at 30 September 2016, the Group has no material contingent liabilities (31 March 2016: Nil).

#### Capital Commitments

Details of capital commitments are set out in Note 11 to the interim financial information.

### 財務回顧 (續)

#### 僱員及薪酬政策

於2016年9月30日，本集團僱用5,358名全職僱員（2016年3月31日：5,945名）。本集團薪酬政策並無重大變動。本集團僱員薪酬待遇組合包括基本薪金、花紅、津貼及退休福利，其乃根據僱員表現、技能及知識釐定。本集團將持續向僱員提供定期培訓及具競爭性之薪酬待遇。本集團亦向僱員提供額外福利，如向駐生產設施之僱員提供食宿津貼、意外及醫療保險及根據購股權計劃向合資格僱員授出購股權等。

#### 資產抵押

於2016年9月30日，本集團擁有銀行貸款578.8百萬港元（2016年3月31日：686.5百萬港元）。於2016年9月30日及2016年3月31日，並無資產已作抵押。

#### 分部資料

分部資料之詳情載於中期財務資料附註3。

#### 重大收購及出售附屬公司、聯營公司及合營公司

於截至2016年9月30日止六個月期間，本集團並無作出有關本公司之附屬公司、聯營公司及合營公司之重大收購或出售事項。

#### 或有負債

於2016年9月30日，本集團並無重大或有負債（2016年3月31日：無）。

#### 資本承擔

資本承擔之詳情載於中期財務資料附註11。

# Supplemental Information

## 補充資料

### FINANCIAL REVIEW (Cont'd)

#### Future Prospects and Strategies

Looking forward to the second half of 2016/17, the adverse factors and difficulties we faced during the first half will hardly get dramatic improvement in the near term. The Group will work harder to grow the business in some selected section. With the help of our efficient and motivated management team, the Group is confident to proactively seize the opportunities and attract premium customers with our value added services. The flexibility associated with our international production layout will also help the Group to meet the dynamic requirements from important customers.

Innovation and improved productivity of the Group forms our core competence to grow the business together with the customers'. Our investments in improved production equipments may keep the Group as one of the leading players in the industry in terms of efficiency and productivity. The developments we created to our premium customers will ultimately help the sustainable growth of the Group. Our continuous attention to rules compliance and risk management may help the Group to win the competition in the long run.

### INTERIM DIVIDEND

The Board has declared an interim dividend of HK30 cents per share (2015: HK40 cents per share) for the six months ended 30 September 2016. The interim dividend will be paid on 9 January 2017 to shareholders whose names appear on the Register of Members at the close of business on 21 December 2016.

### CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 19 December 2016 to 21 December 2016 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 December 2016.

### 財務回顧 (續)

#### 未來展望及策略

展望2016/17年下半年，我們於上半年所面臨之負面因素及困難，難以於短期內出現明顯的改善。本集團將加大力度在若干選定分部發展業務。在我們高效及積極之管理團隊之協助下，本集團有信心把握機遇，並以增值服務吸引優質客戶。我們國際化生產佈局帶來的靈活性，亦將有助本集團滿足重要客戶複雜多變之要求。

本集團之創新能力，及經提升後之生產力，是我們與客戶共同發展的核心競爭力。我們投入資源改進生產設備，可確保本集團在效率及生產力方面，繼續成為該行業之領先企業之一。我們為優質客戶所創造帶來的發展，最終亦有助本集團保持可持續發展。長遠而言，我們持續地注重合規及風險管理，實有助本集團在長遠競爭中勝出。

### 中期股息

董事局宣佈派發截至2016年9月30日止六個月之中期股息每股港幣30仙（2015年：每股港幣40仙）。中期股息將於2017年1月9日派付予2016年12月21日辦公時間結束時名列於股東名冊之股東。

### 暫停辦理股份過戶登記

本公司將由2016年12月19日至2016年12月21日（首尾兩天包括在內）暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，股東最遲須於2016年12月16日下午4時30分前將所有過戶文件連同有關股票交回本公司股份過戶登記處香港分處之香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。



# Supplemental Information

## 補充資料

### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

During the six months ended 30 September 2016, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

### **CORPORATE GOVERNANCE**

The Company has complied with the applicable code provisions of the Corporate Governance Code set out in Appendix 14 of the Listing Rules on the Stock Exchange throughout the period for the six months ended 30 September 2016. The Board will continue to review the Company's corporate governance practices in light of the evolving needs of the Group.

With effect from 1 July 2015, Mr. Wan Wai Loi, the chairman and an executive director, has been appointed as the chief executive officer, and hence the Company does not comply with the code provision A.2.1 of the CG Code which requires that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board believes that vesting the roles of the chairman and the chief executive officer in Mr. Wan provides the Company with strong and consistent leadership and facilitates the implementation and execution of the Group's business strategies currently and in the foreseeable future. The Group will nevertheless review the structure from time to time in light of the prevailing circumstances.

### **CHANGE OF DIRECTORS' INFORMATION**

Having made specific enquiries of all Directors, save as otherwise set out in this interim report, there is no change in the information of the Directors required to be disclosed pursuant to Rule 13.51B of the Listing Rules.

### **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as the Company's code of conduct for dealings in securities of the Company by the directors. Having made enquiries to all Directors, they have all confirmed that they have complied with the required standard set out in the Model Code, throughout the period for the six months ended 30 September 2016.

### **購買、出售或贖回本公司之上市證券**

於截至2016年9月30日止六個月內，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

### **企業管治**

本公司於截至2016年9月30日止六個月期間一直遵守聯交所上市規則附錄14所載的企業管治守則的適用守則條文。董事局將因應本集團發展之需要，不斷檢視本公司之企業管治常規。

自2015年7月1日起，主席兼執行董事尹惠來先生已獲委任為行政總裁，故本公司未能遵守企業管治守則守則條文第A.2.1條（該條文規定主席與行政總裁的職能須分立且不應由同一人擔任）。董事局認為，主席及行政總裁兩個職位由尹先生一人擔任可在當前和可預見未來為本公司提供強大一致的領導，有利於本集團業務策略的實施及執行。儘管如此，本集團將根據當時情況不時檢討其架構。

### **董事資料之變更**

經向全體董事作出特別查詢，除本中期報告所載外，概無董事資料之變更須根據上市規則第13.51B條的規定而披露。

### **董事進行證券交易之標準守則**

本公司已採納上市規則附錄10所載之標準守則，作為本公司董事進行本公司證券交易之行為守則。經向全體董事作出查詢後，彼等均確認於截至2016年9月30日止六個月期間皆遵守標準守則所載之規定。

# Supplemental Information

## 補充資料

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2016, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### 本公司董事於股份和相關股份之權益及淡倉

於2016年9月30日，本公司董事及行政總裁於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有須根據證券及期貨條例第352條須予存置的登記冊所記錄或根據標準守則須知會本公司及聯交所的權益及淡倉如下：

#### Long Positions in Shares

#### 本公司股份之好倉

#### Number of issued Shares held and nature of interests

持本公司已發行股份數目及權益性質

Name of Directors/ Chief Executive 董事／行政總裁名稱	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家族權益 (配偶權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於受控法團 之權益)	Trusts and similar interests 信託及 類似權益	Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本之 概約百分比
Ip Ping Im 葉炳棧	-	2,000,000	403,394,000 (Note 1) (附註1)	-	405,394,000	28.03%
Lam Wing Tak 林榮德	14,566,000	1,087,000	-	100,000,000 (Note 2) (附註2)	115,653,000	8.00%
Lau Yiu Tong 劉耀棠	52,501,000	-	-	-	52,501,000	3.63%
Tsang Kang Po 曾鏡波	1,988,000	2,501,000	100,000,000 (Note 3) (附註3)	-	104,489,000	7.22%
Wan Wai Loi 尹惠來	15,497,000	1,030,000	11,304,000 (Note 4) (附註4)	-	27,831,000	1.92%

# Supplemental Information

## 補充資料

### DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

#### Long Positions in Shares (Cont'd)

Notes:

1. These Shares are directly held by Far East Asia Limited, whose issued share capital is wholly-owned by Mr. Ip Ping Im.
2. These Shares are directly held by Fifth Element Enterprises Limited, whose issued share capital is wholly-owned by BLWT Company Limited. The issued share capital of BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.
3. These Shares are directly held by Top Strong Holdings Limited, whose issued share capital is 50% owned by Mr. Tsang Kang Po and 50% owned by the spouse of Mr. Tsang Kang Po.
4. These Shares are directly held by Hollywood Pacific Limited, whose issued share capital is 100% owned by Mr. Wan Wai Loi.

Save as disclosed above, as at 30 September 2016, none of the Directors or chief executive of the Company, had any interests or short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the period under review were the rights to acquire benefits by means of the acquisition of Shares in the Company granted to any directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 本公司董事於股份和相關股份之權益及淡倉 (續)

#### 本公司股份之好倉 (續)

附註：

1. 該等本公司股份由Far East Asia Limited直接持有，而葉炳棧先生全資擁有Far East Asia Limited之已發行股本。
2. 該等本公司股份由Fifth Element Enterprises Limited直接持有，而BLWT Company Limited全資擁有Fifth Element Enterprises Limited之已發行股本。HSBC International Trustee Limited為林榮德先生之家族信託之信託人，全資擁有BLWT Company Limited之已發行股本。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。
3. 該等本公司股份由Top Strong Holdings Limited直接持有，而曾鏡波先生及其配偶分別擁有Top Strong Holdings Limited之50%已發行股本。
4. 該等本公司股份由Hollywood Pacific Limited直接持有，而尹惠來先生擁有Hollywood Pacific Limited之全部已發行股本。

除上文披露者外，於2016年9月30日，根據證券及期貨條例第352條之規定須予存置之登記冊的記錄，又或根據標準守則向本公司及聯交所發出之通知，概無董事或本公司行政總裁於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中，擁有任何權益或淡倉。

於回顧期內任何時間，概無任何董事或彼等各自之配偶或未成年子女獲授權可藉購入本公司股份而獲益之權利，或彼等行使任何此等權利而獲利；或本公司、其控股公司或其任何附屬公司概無參與任何安排，致令董事可於任何其他法人團體獲得此等權利。

# Supplemental Information

## 補充資料

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

As at 30 September 2016, the following persons (other than a Director or chief executives of the Company) had interests or short positions in the Shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

### 主要股東及其他人士於本公司股份和相關股份之權益及淡倉

於2016年9月30日，根據本公司按證券及期貨條例第336條規定存置之登記冊所記錄，下列人士（董事或本公司行政總裁除外）於本公司股份或相關股份中擁有權益或淡倉：

#### Long Positions in Shares

#### 於本公司股份之好倉

#### Number of issued Shares held and nature of interests 所持本公司已發行股份數目及權益性質

Name of shareholders 股東名稱	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家族權益 (配偶權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於受控 法團之權益)	Trusts and similar interests 信託及 類似權益	Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本之 概約百分比
Chiu Bo Lan 趙寶蘭	1,030,000	26,801,000 (Note 1 & 2) (附註1和2)	-	-	27,831,000	1.92%
Hollywood Pacific Limited	11,304,000 (Note 2) (附註2)	-	-	-	11,304,000	0.78%
Lam Wai Yee 林慧儀	2,000,000	403,394,000 (Note 3) (附註3)	-	-	405,394,000	28.03%
Far East Asia Limited	403,394,000 (Note 4) (附註4)	-	-	-	403,394,000	27.89%
Wong Bik Ha 黃碧霞	1,087,000	14,566,000 (Note 5) (附註5)	-	100,000,000 (Note 6) (附註6)	115,653,000	8.00%

# Supplemental Information

## 補充資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd) Long Positions in Shares (Cont'd)

主要股東及其他人士於本公司股份和相關股份之權益及淡倉 (續)

於本公司股份之好倉 (續)

#### Number of issued Shares held and nature of interests 所持本公司已發行股份數目及權益性質

Name of shareholders 股東名稱	Personal Interests (beneficial owner) 個人權益 (實益擁有人)	Family Interests (interests of spouse) 家族權益 (配偶權益)	Corporate Interests (interests of a controlled corporation) 法團權益 (於共同控制 法團之權益)	Trusts and similar interests 信託及 類似權益	Total Interests 權益總額	Approximate percentage of issued share capital of the Company 於本公司 已發行股本之 概約百分比
BLWT Company Limited	-	-	-	100,000,000 (Note 6) (附註6)	100,000,000	6.91%
Fifth Element Enterprises Limited	-	-	-	100,000,000 (Note 6) (附註6)	100,000,000	6.91%
HSBC International Trustee Limited	-	-	-	100,000,000 (Note 2 & 6) (附註2和6)	100,000,000	6.91%
Wong Mei Ling 黃美玲	2,501,000	1,988,000 (Note 7) (附註7)	100,000,000 (Note 8) (附註8)	-	104,489,000	7.22%
Top Strong Holdings Limited	100,000,000 (Note 8) (附註8)	-	-	-	100,000,000	6.91%

# Supplemental Information

## 補充資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

#### Long Positions in Shares (Cont'd)

Notes:

1. Ms. Chiu Bo Lan is the spouse of Mr. Wan Wai Loi, a Director.
2. Hollywood Pacific Limited is 100% owned by Mr. Wan Wai Loi.
3. Ms. Lam Wai Yee is the spouse of Mr. Ip Ping Im, a Director.
4. Far East Asia Limited is wholly-owned by Mr. Ip Ping Im, a Director.
5. Ms. Wong Bik Ha is the spouse of Mr. Lam Wing Tak, a Director.
6. Fifth Element Enterprises Limited is wholly-owned by BLWT Company Limited. BLWT Company Limited is wholly-owned by HSBC International Trustee Limited, the trustee of the family trust of Mr. Lam Wing Tak. For the purpose of the SFO, Mr. Lam Wing Tak is the founder of the family trust.
7. Ms. Wong Mei Ling is the spouse of Mr. Tsang Kang Po, a Director.
8. Top Strong Holdings Limited is 50% owned by Mr. Tsang Kang Po and 50% owned by Ms. Wong Mei Ling, the spouse of Mr. Tsang Kang Po.

### 主要股東及其他人士於本公司股份和相關股份之權益及淡倉 (續)

#### 於本公司股份之好倉 (續)

附註：

1. 趙寶蘭女士為董事尹惠來先生之配偶。
2. 尹惠來先生擁有Hollywood Pacific Limited之100%權益。
3. 林慧儀女士為董事葉炳棧先生之配偶。
4. Far East Asia Limited由董事葉炳棧先生全資擁有。
5. 黃碧霞女士為董事林榮德先生之配偶。
6. Fifth Element Enterprises Limited由BLWT Company Limited全資擁有。HSBC International Trustee Limited為林榮德先生之家族信託之信託人，全資擁有BLWT Company Limited之權益。就證券及期貨條例而言，林榮德先生為家族信託之創辦人。
7. 黃美玲女士為董事曾鏡波先生之配偶。
8. 曾鏡波先生及其配偶黃美玲女士分別擁有Top Strong Holdings Limited之50%權益。

# Supplemental Information

## 補充資料

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Cont'd)

#### Long Positions in Shares and Underlying Shares of any Other Member of the Group

### 主要股東及其他人士於本公司股份和相關股份之權益及淡倉 (續)

#### 於本集團任何其他成員公司之股份及相關股份之好倉

Name of member of the Group 本集團成員公司名稱	Name of substantial shareholder 主要股東名稱	Notes 附註	Nature of interest 權益性質	Number of issued shares 股份數目	Approximate percentage of issued share capital 於已發行股本之概約百分比
Teejay Lanka PLC	Brandix Lanka Limited	1	Beneficial owner 實益擁有人	232,198,344	33.24%
PCGT Limited	Crystal Peak International Limited 激峰國際有限公司	2 & 3 2及3	Beneficial owner 實益擁有人	975,000	25.00%

Notes:

1. Teejay Lanka PLC is owned as to 28.05% by Pacific Textured Jersey Holdings Ltd., a wholly-owned subsidiary of the Company, and 33.24% by Brandix Lanka Limited.
2. PCGT Limited is owned as to 75% by Pacific GT Limited and 25% by Crystal Peak International Limited, a wholly-owned subsidiary of Crystal International Limited.
3. Pacific GT Limited is owned as to 95% by Product Champion Limited, a wholly-owned subsidiary of the Company, and 2.5% by GSI Trading Hong Kong Limited and 2.5% by Toray Industries (H.K.) Limited.

附註：

1. Teejay Lanka PLC由本公司之全資附屬公司Pacific Textured Jersey Holdings Ltd. 擁有28.05%權益及Brandix Lanka Limited擁有33.24%權益。
2. PCGT Limited由Pacific GT Limited擁有75%權益及晶苑國際有限公司之全資附屬公司激峰國際有限公司擁有25%權益。
3. Pacific GT Limited由本公司之全資附屬公司Product Champion Limited擁有95%權益、郡產香港有限公司擁有2.5%權益及東麗(香港)有限公司擁有2.5%權益。

Save as disclosed above, so far as is known to any Director or chief executive of the Company, as at 30 September 2016, no other person had any interest or short position in the Shares or underlying Shares of the Company that was required to be kept pursuant to Section 336 of the SFO.

除上文所披露者外，就本公司任何董事或行政總裁所知，於2016年9月30日，概無其他人士於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須記錄之權益或淡倉。

# Supplemental Information

## 補充資料

### SHARE OPTION SCHEME

Pursuant to the written resolutions of shareholders of the Company passed on 27 April 2007, the Company adopted the Share Option scheme subject to the terms and conditions therein. Refer to an announcement of 11 October 2013 for grant of 10,000,000 share options of the Company (the "2nd Grant") and the previous grant of 22,820,000 share options on 18 July 2007 (the "1st Grant"), the options shall expire on 10 October 2023 and 17 July 2017 respectively. The closing price of the share of the Company immediately before the dates of the 1st Grant and the 2nd Grant were HK\$4.86 and HK\$10.06 per share respective.

As at 30 September 2016, all options under the 1st Grant had been fully exercised, and options under the 2nd Grant to subscribe for an aggregate of 9,900,000 Shares granted to eligible full-time employees on 11 October 2013 pursuant to the terms of the Share Option Scheme remained outstanding, details of which were as follows:

### 購股權計劃

根據本公司股東於2007年4月27日通過之書面決議案，本公司已根據購股權計劃所訂之條款及條件採納購股權計劃。按本公司於2013年10月11日公告授出10,000,000份購股權通告（「第二次授出」）及早期於2007年7月18日授出22,820,000份購股權（「第一次授出」）分別於2023年10月10日及2017年7月17日屆滿。本公司股份於緊接第一次授出及第二次授出日期前之收市價分別為每股4.86港元及10.06港元。

截至2016年9月30日，所有第一次授出之購股權已悉數行使，而根據購股權計劃之條款於2013年10月11日授予合資格全職僱員以認購合共9,900,000股股份之第二次授出購股權則尚未行使，有關詳情如下：

Grantee 承授人	Date of Grant 授出日期	Exercise Price 行使價 HK\$ 港元	Exercisable Period 行使期	As at 01/04/2016 於2016年 4月1日	Changes during the period 期內變動				As at 30/09/2016 於2016年 9月30日
					Granted 授出	Exercised 行使	Lapsed 失效	Cancelled 註銷	
Eligible Employees (Note) 合資格僱員 (附註)	18/07/2007 (1st Grant) 18/07/2007 (第一次授出)	5.04	18/07/2010- 17/07/2017	-	-	-	-	-	-
	11/10/2013 (2nd Grant) 11/10/2013 (第二次授出)	9.98	11/10/2016- 10/10/2023	9,900,000	-	-	-	-	9,900,000



# Supplemental Information

## 補充資料

### SHARE OPTION SCHEME (Cont'd)

Note:

The fair value of options of the 2nd grant is approximately at an average of HK\$1.85 per share on the basis of binomial model (the "Model"). The significant inputs into the Model were the closing price of the Share of the Company at the date of grant of HK\$9.98 per share, annual risk-free interest rate of approximately 2.09%, an expected option life of approximate 10 years, expected volatility of 45% and annual dividend yield of 9%. HK\$1,951,000 amortised fair value of share options for the six months ended 30 September 2016 was charged to the consolidated income statement (2015: HK\$1,951,000).

The Model was developed for use in estimating fair value of traded options that are fully transferable. The Model requires input of highly subjective assumptions, including the expected stock price volatility. Since the Company's share options have characteristics significantly different from those of traded options, and because change in the subjective input assumptions can materially affect the fair value estimate, the Model does not necessarily provide a reliable measure of the fair value of the share options.

Save as disclosed above, no option had been granted to the Directors, chief executive or substantial shareholders of the Company or their respective associates under the Share Option Scheme.

### AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the Corporate Governance Code. The members of the audit committee are Mr. Sze Kwok Wing, Nigel, Mr. Ng Ching Wah and Dr. Chan Yue Kwong, Michael (who are independent non-executive Directors). Mr. Sze Kwok Wing, Nigel, a Fellow of CPA Australia, is the chairman of the audit committee.

An audit committee is responsible for reviewing, overseeing and supervision of the effectiveness of the Group's financial reporting process, internal control systems, risk management and whistleblowing policy. The audit committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 September 2016 in conjunction with the external auditor and the management of the Company.

The interim financial information has been reviewed by the external auditor of the Company in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

### 購股權計劃 (續)

附註：

根據二項式期權定價模式(「定價模式」)，第二次授出購股權之公允值平均約為每股1.85港元。定價模式主要基於本公司股份於授出購股權日期之收市價為每股9.98港元、每年約2.09%之無風險利率、約10年之預期購股權有效期、45%之預期波幅及每年9%的股息回報率計算。於截至2016年9月30日止六個月，1,951,000港元購股權之經攤銷公允值已於綜合收益表內入賬(2015年：1,951,000港元)。

定價模式是為評估所買賣的可悉數轉讓期權的公允值而設。定價模式涉及高度主觀假設，包括預期股價波動。由於本公司的購股權與所買賣的期權存在重大差異，加上更改主觀假設可能對公允值估計產生重大影響，故此定價模式不一定能對購股權的公允值作出可靠的評估。

除上文所披露者外，本公司董事、最高行政人員或主要股東或彼等各自的聯繫人士概無根據購股權計劃獲授購股權。

### 審核委員會

本公司已成立審核委員會，並定明符合企業管治守則的書面職權範圍。審核委員會之成員為施國榮先生、伍清華先生及陳裕光博士(彼等均為獨立非執行董事)。施國榮先生為澳洲註冊會計師公會資深會員，擔任審核委員會主席。

審核委員會負責檢討、管理及監督本集團之財務匯報程序、內部監控制度、風險管理及舉報政策。審核委員會連同本公司外部核數師與管理層審閱本集團截至2016年9月30日止六個月之未經審核簡明綜合業績。

中期財務資料已由本公司外部核數師根據香港會計師公會頒佈之香港審閱準則第2410號「由實體之獨立核數師執行中期財務資料審閱」進行審閱。

# Supplemental Information

## 補充資料

### REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference in compliance with the Corporate Governance Code. The members of the remuneration committee are Dr. Chan Yue Kwong, Michael, Mr. Ng Ching Wah and Mr. Sze Kwok Wing, Nigel (who are independent non-executive Directors) and Mr. Wan Wai Loi and Mr. Tsang Kang Po (who are executive Directors). Dr. Chan Yue Kwong, Michael is the chairman of the remuneration committee.

A remuneration committee is responsible for reviewing and determining the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management of the Group with reference to the nature of their work, complexity of the responsibilities and performance.

### NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference in compliance with the Corporate Governance Code. The members of the nomination committee are Mr. Ng Ching Wah, Dr. Chan Yue Kwong, Michael and Mr. Sze Kwok Wing, Nigel (who are independent non-executive Directors) and Mr. Wan Wai Loi and Mr. Tsang Kang Po (who are executive Directors). Mr. Ng Ching Wah is the chairman of the nomination committee.

A nomination committee is responsible for making recommendations to the Board on the appointment of Directors and the management of the Board succession.

### APPRECIATION

The Board would like to take this opportunity to extend our sincere gratitude to all our shareholders, business partners, customers, suppliers, the management and staff for their support and contribution to the Group and its business throughout the period.

On behalf of the Board

**Wan Wai Loi**

*CHAIRMAN & CEO*

Hong Kong, 28 November 2016

### 薪酬委員會

本公司已成立薪酬委員會，並定明符合企業管治守則的書面職權範圍。薪酬委員會之成員為陳裕光博士、伍清華先生及施國榮先生（彼等均為獨立非執行董事）以及尹惠來先生及曾鏡波先生（彼等均為執行董事）。陳裕光博士為薪酬委員會主席。

薪酬委員會負責參照其工作性質、職責之複雜性和表現，審閱及釐定付予本集團董事及高級管理人員之薪酬組合條款、花紅及其他應付酬金。

### 提名委員會

本公司已成立提名委員會，並定明符合企業管治守則的書面職權範圍。提名委員會之成員為伍清華先生、陳裕光博士及施國榮先生（彼等均為獨立非執行董事）以及尹惠來先生及曾鏡波先生（彼等均為執行董事）。伍清華先生為提名委員會主席。

提名委員會負責就委任董事及董事局繼任之管理向董事局提供建議。

### 致謝

董事局藉此對所有股東、商業夥伴、客戶、供應商、管理層和員工於期內對本集團及其業務之支持，表示衷心謝意。

承董事局命

*主席兼行政總裁*

**尹惠來**

香港，2016年11月28日

# Glossary

## 專用詞彙

In this announcement (other than the Report on Review of Interim Financial Information and Interim Financial Information), unless the context otherwise requires, the following expression shall have the following meanings:

於本公告內(中期財務資料的審閱報告與中期財務資料除外)，除非文義另有所指，下列詞彙具有以下含義：

"Board"	The board of Directors of the Company	「董事局」	本公司之董事局
"Company"	Pacific Textiles Holdings Limited, an exempted Company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange	「本公司」	互太紡織控股有限公司，一間於開曼群島註冊成立之受豁免有限公司，其股份於聯交所上市
"Directors"	The director(s) of the Company	「董事」	本公司之董事
"Group"	The Company and its subsidiaries	「本集團」	本公司及其附屬公司
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange	「上市規則」	聯交所證券上市規則
"Model Code"	Model Code for Securities Transactions by Directors of Listed Issuers	「標準守則」	上市公司董事進行證券交易的標準守則
"Teejay Lanka PLC"	Teejay Lanka PLC (formerly known as Textured Jersey Lanka PLC and also known as Textured Jersey Lanka Limited and also known as Textured Jersey Lanka (Private) Limited), a limited liability company incorporated under the laws of Sri Lanka	「Teejay Lanka PLC」	Teejay Lanka PLC (前稱 Textured Jersey Lanka PLC 及 Textured Jersey Lanka Limited 及 Textured Jersey Lanka (Private) Limited)，一間根據斯里蘭卡法律註冊成立之有限公司
"SFO"	The Securities and Futures Ordinance	「證券及期貨條例」	證券及期貨條例
"Shares"	Shares issued by the Company, with a nominal value of HK\$0.001 each	「本公司股份」	本公司所發行每股面值0.001港元之股份
"Share Option Scheme"	The share option scheme adopted by the Company pursuant to the written resolutions of the Shareholders of the Company passed on 27 April 2007	「購股權計劃」	根據本公司股東於2007年4月27日通過之書面決議案所採納之購股權計劃
"Stock Exchange"	The Stock Exchange of Hong Kong Limited	「聯交所」	香港聯合交易所有限公司