



SYMPHONY

SYMPHONY HOLDINGS LIMITED 新濠集團有限公司

2010 INTERIM REPORT

STOCK CODE 股份代號 01223 中期報告

# Contents 目錄

Chairman's Statement and Outlook 主席報告及展望	2
Operation Review 業績表現	5
Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表	8
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	10
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	12
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	14
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	15
Corporate Governance 企業管治	37
Information to Stakeholders 持份者資訊	48

MANUFACTURE

# Chairman's Statement and Outlook 主席報告及展望

2

symphony holdings limited 2010 interim report

The first half of 2010 was a period of challenges for the Group. The stagnation of US and Eurozone economies, and the frequent outbreak of natural disasters have generally slowed down the economic recovery. During the period under review, Symphony Holdings Limited ("**Symphony**" or "**Company**", together with its subsidiaries, "**Group**") was inevitably challenged by the reorganisation of production facilities, impact on seasonal demand of factories orders, fluctuations in currency movements and uncertainties in global economy. Despite the challenges facing the Group, Symphony maintained a solid revenue of HKD812,425,000 for the six months ended 30 June 2010. The improvement in business efficiency has further strengthened the profit attributable to owners of the Company to HKD3,975,000, representing a steady growth of 4.1% as compared to the corresponding period in 2009. Gross margin was slightly affected by the rise in operating cost, reflecting a decrease of 190 basis points to 19.2%.

During the six months ended 30 June 2010, the Group's branding portfolio was gaining momentum.

Pony and Haggar, our own heritage American brands, indicated a successful turnaround owing to the implementation of efficacious restructuring and cost control measures. The reorganisation strategy of Pony has been proven effective. During the period under review, Pony recorded a positive EBITDA for the first time since our acquisition in 2006. The operation of Pony in China continued to expand during the first half of 2010. Revenue of Pony China grew strongly and the number of points-of-sale increased to 113, in addition to two online shops. We expect to see further improvements in Pony business in years to come. Besides, Haggar experienced a marked improvement and recorded a surge of EBITDA by 287.6% for the six months ended 30 June 2010.

對本集團以言，2010年首半年充滿挑戰。美國及歐元區經濟停滯不前，加上自然災害頻繁，令經濟復甦步伐減慢。於本回顧期間，由於生產設施重組，季節性工廠訂單需求變動，外匯波動及環球經濟不穩等因素，新豐集團有限公司（「新豐」或「本公司」，連同其附屬公司統稱「本集團」）無可避免受影響。儘管本集團面對眾多挑戰，於截至2010年6月30日止六個月，新豐維持穩建的營業額812,425,000港元。營運效率改善則進一步鞏固本公司持有人應佔溢利至3,975,000港元，相對2009年同期穩定增長4.1%。經營成本上升，則輕微影響毛利，毛利下跌190基點至19.2%。

於截至2010年6月30日止六個月，本集團的品牌組合開始進入勢頭。

集團持有歷史悠久的美國品牌Pony及Haggar，兩個品牌的業務成功好轉，此有賴實施有效的架構重組及成本控制措施。Pony的集團重組策略已印證為有效，自2006年本集團收購以來，Pony於本回顧期間首次錄得息稅折舊攤銷前正利潤。於2010年首半年，Pony於中國的營運持續擴展，Pony中國的營業額增長強勁，銷售點增至113個，連同兩個在線銷售點。我們預期未來數年可見Pony業務會進一步改善。此外，Haggar業務顯著改善，並於截至2010年6月30日止六個月錄得息稅折舊攤銷前利潤急速增長287.6%。

# Chairman's Statement and Outlook 主席報告及展望

Speedo stepped up its growth momentum with a notable 45.6% year-on-year increase in turnover. The current 135 points-of-sale covering most of the key PRC cities will be expanded to approximately 170 by the end of this year. Having entered into the PRC market last summer, Berghaus has already secured twelve strategic store locations and is expected to increase to 25 points-of-sale within this year. Helly Hansen, having its first flagship store opened in Beijing this May, is projected to expand to nine points-of-sale this year. Through the current two points-of-sale, Mango was making progress with a corresponding increase of 15.7% in turnover during the period. To facilitate further expansion, opening of another seven new Mango stores is underway in selective Chinese cities at the end of 2010.

Since its launch last summer, JFT has quickly established widespread market recognition, especially amongst the local trend-setting crowds. Starting from its two flagship stores in Causeway Bay and Tsimshatsui, JFT has rapidly expanded to 15 points-of-sale at strategic locations in Hong Kong and Macau. The monthly average turnover in first half of 2010 has surged 88.2% compared to 2009. JFT is now actively identifying suitable location in key China cities for its expansion into the PRC market in 2011.

Park Outlet (尚柏奧萊) of Shenyang, the Group's flagship development of premium factory outlet mall, entertainment complexes and eco-industrial attractions with an attributable gross floor area of 60,705 square meters, is targeting to complete the first phase by the fourth quarter of 2011. The construction and preliminary leasing work is satisfactory.

速比濤加緊其增長動力，營業額錄得顯著的按年計算增長45.6%。現有的135個位於中國主要城市的銷售點將會於本年底增加至約170個。貝豪斯於去年夏季開始打入中國市場，至今已取得12個策略性的店鋪位置，並預期於本年內增加至25個銷售點。海利漢森於本年五月首次在北京開設旗艦店，預期年底前會增加至九個銷售點。期內，芒果服飾的業績持續進步，透過目前的兩個銷售點，營業額相對去年同期增長15.7%，為進一步拓展業務，集團正籌備於2010年底前在中國策略性的城市另外開設七間芒果服飾店。

自去年夏季開業以來，JFT快速確立其市場認受性，尤其是本地時尚潮流領導群。由銅鑼灣及尖沙咀兩個旗艦店起步，JFT已迅速於香港及澳門策略性的地點增加至15個銷售點。相對2009年，2010年首半年的月均營業額急增88.2%。JFT現正積極於中國主要城市尋找合適地點，以於2011年正式拓展進入中國市場。

瀋陽尚柏奧萊 (Park Outlet) 為本公司的旗艦開發點，以發展為一集名牌特價商品購物中心、娛樂綜合設施及環保工業景點於一身之高級品牌特價商品中心，總建築面積為60,705平方米，第一期發展目標在2011年第四季落成，建築及初期招商活動進度滿意。

# Chairman's Statement and Outlook 主席報告及展望

4

symphony holdings limited 2010 interim report

The footwear manufacturing division continued to yield positive returns to the Group despite the challenging operating environment. The impact on seasonal demand of factory orders and the course of reorganisation had lingered the production capacity during the period under review. As a result, revenue of footwear manufacturing division recorded a slight corresponding decrease by 8.5%. The first phase of reorganisation has been completed in mid-2010. Through the favourable commercial and operational environment in Vietnam and the upturn of orders during the latter part of 2010, the Group believes that revenue shall be picking up the momentum as soon as the production facilities are operated in full gear.

It is anticipated that the global economy will improve gradually in the second half of 2010. Subsequent to the revival of economy, business of the Group is expected to be strengthened and perk up steadily. Given that the gearing up of the BRICs' market, accompanied by moderate revitalisation of the US and Eurozone economies, the Group remains cautiously optimistic. With the aim of building an invigorated platform in this favourable leverage era, the Group allocates our resources strategically in order to maximise profitability. Through our entrepreneurial spirit and expertise, strong partnership network, accompanied by our committed team, we believe Symphony will build thriving businesses following the full recovery of global economy.

儘管經營環境充滿挑戰，鞋履製造業務持續為本集團帶來良好收益。期內，季節性訂單需求變動及生產線重整進程拖延生產效率，因此，相對去年同期，鞋履製造業務的營業額錄得輕微下調8.5%。第一期生產線重整已於2010年中完成。透過越南的優惠商業及經營環境，及2010年下半年訂單數量提升，本集團相信，當生產設施全面運作後，營業額會即時回升。

預期2010年下半年環球經濟會持續改善。經濟復甦後，本集團的業務將會進一步增強，並穩定上揚。有見金磚四國市場的增速，配合美國及歐元區經濟的溫和復甦，本集團維持樂觀審慎。本集團旨在於現行優惠貸槓比率時代建立活化平台，策略性地分配資源以達至最大盈利值。透過我們的企業精神及專業知識，廣泛的合作伙伴網絡，連同我們忠誠的團隊，我們相信新豐會隨著環球經濟全面復甦而蓬勃發展。

During the first half of 2010, the Group's manufacturing division continued to undergo restructuring. To a certain extent, productivity of the production facilities has been affected and accordingly, revenue of the Group was HKD812,425,000, representing a 8.4% corresponding decline.

Being part of the restructuring, the Group has disposed of a production plant in PRC during the period. As a result, an exceptional gain due to disposal of asset, together with the appreciation of investment properties in Hong Kong showed 102.7% year-on-year increase in other revenue to HKD42,279,000.

As production technology matures, the Group took further measures to reduce operating costs. By implementation of effective cost control policy and cutting down of research and development expenses, the administrative and other operating expenses recorded a reduction of 13.0%.

The performance of the Group's jointly controlled entities improved and showed a gradual pick-up, interests in jointly controlled entities increased 28.7% to HKD73,082,000.

In light of the current favourable financial market, the Group has disposed of most of its security and bond investments during the period under review. Available-for-sale investments and held-for-trading investments during the period greatly reduced.

The Group has spent significantly on raw materials to cope with the production of high-end footwear products and the seasonal increase in manufacturing demand. Accordingly, cash and bank balance dropped 54.9%, accounts receivable and inventory, which included work in process raw materials, were HKD323,744,000 and HKD311,368,000 respectively during the first half of 2010. It is expected that the liquidity of the Group shall be improved upon delivery of orders. The average collection period has been reduced to 56 days.

於2010年首半年，本集團的製造業務繼續進行架構重整，生產設備的生產效率在一定程度上受到影響，因此，相對去年同期營業額下調8.4%至812,425,000港元。

作為架構重整的一部份，本集團於期內處置一位於中國的生產工廠。因此，處置資產的特殊收益，連同位於香港的投資物業升值，其他收益按年計算增加102.7%至42,279,000港元。

由於生產技術成熟，故本集團採取措施進一步減低經營成本。有賴實施有效的成本控制政策，及減低研究及開發開支，行政及其他經營開支減少13.0%。

本集團的共同控制實體表現得以改善，業績逐漸回升，故共同控制實體權益增加28.7%至73,082,000港元。

有見當前有利的金融市場，於本回顧期間，本集團出售大部份其持有的股票及債券投資，故期內可供銷售投資及持作買賣投資大幅度減少。

為應付生產線需求的季節性增加，及生產高檔次鞋履產品，本集團投放大量現金以購買原材料。因此，於2010年首半年，現金及銀行結餘下跌54.9%，而應收賬款及存貨（包括在製品原材料）分別為323,744,000港元和311,368,000港元。預期訂單付運後，本集團的資金流動狀況會逐步改善。本集團的平均收賬期減少至56天。

# Operation Review 業績表現

6

symphony holdings limited 2010 interim report

As at 30 June 2010, the Group obtained a bank loan of HKD60,000,000, which will be used by the Company as working capital and fund for preliminary development of Shenyang outlet mall project.

## MANUFACTURING AND RETAILING BUSINESS MARKET INFORMATION

During the period, sales to North America comprised 47.9% (2009: 54.1%) and orders to Europe comprised 29.7% (2009: 29.4%) of the total sales and the remaining 22.4% (2009: 16.5%) was shared between Asia, Africa, Australia, Latin America and the Middle East.

## CUSTOMER RELATIONSHIP MAINTENANCE AND RESEARCH AND DEVELOPMENT

Our extensive experience and working knowledge on the manufacturing process, production materials and procurement allows us to work closely with our customers to achieve quality and efficiency and produce cost-effective products. Our dynamic brands development team provides their expertise and foresighted advice to our customers on the retail and wholesale market in mainland China. The maintenance of close relationship with our customers has built an in-depth understanding of their needs so that we are capable of anticipating and resolving their problems expeditiously and effectively. Our research and development team improves products design to maximise their comfort, endurance and functionality, and where necessary, introduces new technology to enhance their market appeal. Our value-added contributions enable us to maintain our long-term partnership with our customers.

於2010年6月30日，本集團取得一銀行貸款60,000,000港元，該貸款會作為本公司的營運資金，及瀋陽奧特萊斯項目的前期開發資金。

## 製造及零售業務市場資訊

期內，北美洲的銷售額佔總營業額約47.9% (2009：54.1%)，歐洲訂單佔總營業額29.7% (2009：29.4%)，而其餘的22.4% (2009：16.5%) 則由亞洲、非洲、澳洲、拉丁美洲及中東等市場攤分。

## 維護顧客關係及研究與開發

本集團對生產過程、製造原料及採購方面的廣泛經驗與工作知識，讓我們與客戶緊密合作，以提供高質素、高效率及有生產成本效益的產品。而本集團富活力的品牌建立團隊為中國零售及分銷客戶提供專業及有遠見的意見。我們與客戶的緊密關係能有助深入了解客戶所需，故能有效預料客戶所面對的問題，並能迅速及有效地協助他們尋找解決方案。本集團的研究及開發隊伍能幫助客戶改良其等的產品設計，藉以大大提升產品的舒適度、耐用性及功能性，更於有需要時引進新技術以提升產品的市場吸引力。能為客戶提供增值效益，使本集團成為客戶的長期伙伴。

## LIQUIDITY AND CAPITAL RESOURCES

As at 30 June 2010, the Group had bank balances and cash of HKD180,051,000 (31 December 2009: HKD399,184,000). The Group was offered banking facilities amounting to HKD197,900,000 (31 December 2009: HKD77,500,000). During the period, the Group obtained new bank borrowing in the amount of HKD60,000,000 (1.1.2009-30.6.2009: Nil). The borrowing is interest bearing at Hong Kong Interbank Offered Rate plus 1.1%. The gearing ratio stood at 13.8% (2009: 0.0%), based on total borrowing over shareholders' fund. The banking facilities were secured by corporate guarantees from the Company and its certain subsidiaries.

## HUMAN RESOURCES

As at 30 June 2010, total number of employees of the Group was approximately 18,000. Employee cost (excluding directors' emoluments) amounted to approximately HKD206,927,000 (2009: HKD197,947,000).

In addition to competitive remuneration packages, discretionary bonuses and employee options are awarded to eligible staff of the Group based on their performance and individual merits.

## SHARE OPTIONS

For the six months ended 30 June 2010, the Group has no share option being granted, outstanding, lapsed or cancelled pursuant to the share option scheme adopted on 22 October 2001.

## 流動資金及資本來源

於2010年6月30日，本集團的銀行結餘及現金為180,051,000港元(2009年12月31日：399,184,000港元)；而銀行為本集團提供的融資額達197,900,000港元(2009年12月31日：77,500,000港元)。於本期間，本集團取得一新增銀行貸款，金額為60,000,000港元(1.1.2009-30.6.2009：無)。該貸款附有固定年利率，即香港銀行同業拆息加1.1%。資產負債比率為13.8%(2009：0.0%)，乃按借貸總額對比股東資金比例計算。銀行融資額度乃由本公司及其若干附屬公司提供企業擔保。

## 人力資源

於2010年6月30日，本集團的僱員總數約為18,000人。僱員成本(不包括董事袍金)約為206,927,000港元(2009：197,947,000港元)。

除享有具競爭力的薪酬福利外，本集團合資格員工亦可依據其等表現及個人才能而獲發酌情花紅。

## 購股權

截至2010年6月30日止六個月，本公司並無根據2001年10月22日採納之購股權計劃授出購股權，亦無購股權尚未行使、已失效或被取消。



# Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表

Six months ended 30 June 2010 截至2010年6月30日止六個月

		Notes 附註	2010 HKD'000 千港元	2009 HKD'000 千港元
Revenue	營業額	3	812,425	886,637
Cost of sales	銷售成本		(656,842)	(699,955)
Gross profit	毛利		155,583	186,682
Other income	其他收入		42,279	20,855
Distribution and selling expenses	分銷及銷售開支		(81,240)	(69,955)
Administrative expenses	行政開支		(89,415)	(103,016)
Other expenses	其他開支		(1,755)	(1,826)
Share of results of jointly controlled entities	佔共同控制實體業績		(19,909)	(24,876)
Profit before tax	除稅前溢利		5,543	7,864
Taxation	稅項	4	(1,501)	(1,782)
Profit for the period	期內溢利	5	4,042	6,082
<b>Other comprehensive income (expense)</b>	其他綜合收入(開支)			
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異		6,671	(1,198)
Fair value gain of available-for-sale investments	可供銷售投資公平價值收益		670	2,124
Re-classification adjustment to profit or loss upon disposal of available-for-sale investments	重新分類出售可供銷售投資於損益的調整		(1,597)	(28)
Reserve released upon deregistration of a subsidiary	註銷一附屬公司時撥出之儲備		(2,254)	-
Reversal of deferred tax liability arising on revaluation of properties	重估物業價值所產生的遞延稅項負債回撥		(282)	(60)
Share of other comprehensive (expense) income of jointly controlled entities	佔共同控制實體其他綜合(開支)收入		(600)	1,762
Surplus arising on revaluation of properties	重估物業所產生的盈餘		39	-
Other comprehensive income for the period (net of tax)	期內其他綜合收入(除稅後淨額)		2,647	2,600
Total comprehensive income for the period	期內綜合收入總額		6,689	8,682

# Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表

Six months ended 30 June 2010 截至2010年6月30日止六個月

		Notes 附註	2010 HKD'000 千港元	2009 HKD'000 千港元
Profit for the period attributable to:	應佔期內溢利：			
Owners of the Company	本公司擁有人		<b>3,975</b>	3,818
Non-controlling interests	非控股權益		<b>67</b>	2,264
			<b>4,042</b>	6,082
Total comprehensive income attributable to:	應佔綜合收入總額：			
Owners of the Company	本公司擁有人		<b>6,548</b>	6,412
Non-controlling interests	非控股權益		<b>141</b>	2,270
			<b>6,689</b>	8,682
Earnings per share	每股盈利	7		
Basic and diluted (HK cents)	基本及攤薄(港仙)		<b>0.23</b>	0.22

# Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

10

symphony holdings limited 2010 interim report

		Notes 附註	At 30 June 2010 於2010年 6月30日 HKD'000 千港元	At 31 December 2009 於2009年 12月31日 HKD'000 千港元
<b>Non-current assets 非流動資產</b>				
Property, plant and equipment	物業、廠房及設備	8	230,661	242,532
Investment properties	投資物業	8	341,061	331,040
Prepaid lease payments	預付租賃款項		38,315	38,604
Interests in jointly controlled entities	佔同控制實體權益	9	73,082	56,778
Advances to jointly controlled entities	墊款予共同控制實體		171,681	171,110
Available-for-sale investments	可供銷售投資		28,136	60,011
Deferred tax assets	遞延稅項資產		13,495	13,127
Tax recoverable	應退稅項		23,214	17,214
Club debentures	會所債券		2,003	2,003
			<b>921,648</b>	932,419
<b>Current assets 流動資產</b>				
Inventories	存貨		311,368	171,254
Amounts due from jointly controlled entities	應收共同控制實體款項		20,489	25,664
Trade and other receivables	貿易及其他應收賬款	10	398,599	217,808
Prepaid lease payments	預付租賃款項		1,055	1,050
Held-for-trading investments	持作買賣投資		-	321
Bank balances and cash	銀行結餘及現金		180,051	399,184
			<b>911,562</b>	815,281
<b>Current liabilities 流動負債</b>				
Trade and other payables	貿易及其他應付賬款	11	372,824	311,305
Amounts due to jointly controlled entities	應付共同控制實體款項		12,256	17,650
Dividend payable	應付股息		22,673	-
Tax payable	應付稅項		40,099	54,969
Bank borrowing	銀行貸款	12	60,000	-
			<b>507,852</b>	383,924

# Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表

		Notes 附註	At <b>30 June</b> 2010 於2010年 6月30日 <b>HKD'000</b> 千港元	At 31 December 2009 於2009年 12月31日 HKD'000 千港元
Net current assets	流動資產淨值		<b>403,710</b>	431,357
Total assets less current liabilities	資產總值減流動負債		<b>1,325,358</b>	1,363,776
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		<b>29,809</b>	28,303
Net assets	資產淨值		<b>1,295,549</b>	1,335,473
Capital and reserves	股本及儲備			
Share capital	股本	13	<b>436,011</b>	436,011
Share premium and reserves	股份溢價及儲備		<b>852,932</b>	866,842
Equity attributable to owners of the Company	本公司擁有人 應佔權益		<b>1,288,943</b>	1,302,853
Non-controlling interests	非控股權益		<b>6,606</b>	32,620
			<b>1,295,549</b>	1,335,473

# Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

Six months ended 30 June 2010 截至2010年6月30日止六個月

Attributable to owners of the Company  
本公司權益持有人應佔

		Share capital 股本 HKD'000 千港元	Share premium 股份溢價 HKD'000 千港元	Other reserve 其他儲備 HKD'000 千港元	Properties revaluation reserve 物業重估儲備 HKD'000 千港元	Investments revaluation reserve 投資重估儲備 HKD'000 千港元	Translation reserve 匯兌儲備 HKD'000 千港元	Share options reserve 購股權儲備 HKD'000 千港元	Accumulated profits 累計溢利 HKD'000 千港元	Total 總計 HKD'000 千港元	Non-controlling interests 非控股權益 HKD'000 千港元	Total 總計 HKD'000 千港元
At 1 January 2009	於2009年1月1日	436,011	364,638	-	14,666	(5,956)	60,023	14,137	387,854	1,271,373	32,831	1,304,204
Profit for the period	期內溢利	-	-	-	-	-	-	-	3,818	3,818	2,264	6,082
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異	-	-	-	-	-	(1,204)	-	-	(1,204)	6	(1,198)
Fair value gain of available-for-sale investments	可供銷售投資的公平價值收益	-	-	-	-	2,124	-	-	-	2,124	-	2,124
Re-classification adjustment to profit or loss upon disposal of available-for-sale investments	重新分類出售可供銷售投資於損益的調整	-	-	-	-	(28)	-	-	-	(28)	-	(28)
Reversal of deferred tax liability arising on revaluation of properties	重估物業所產生的遞延稅項負債回撥	-	-	-	(60)	-	-	-	-	(60)	-	(60)
Share of other comprehensive income of jointly controlled entities	佔共同控制實體其他綜合收入	-	-	-	-	-	1,762	-	-	1,762	-	1,762
Other comprehensive income and expense for the period	期內其他綜合收入及開支	-	-	-	(60)	2,096	558	-	-	2,594	6	2,600
Total comprehensive income and expense for the period	期內綜合收入及開支總額	-	-	-	(60)	2,096	558	-	3,818	6,412	2,270	8,682
Lapse of share options	購股權失效	-	-	-	-	-	-	(5,348)	5,348	-	-	-
Dividend paid (Note 6)	已派付股息(附註6)	-	-	-	-	-	-	-	(17,440)	(17,440)	-	(17,440)
At 30 June 2009	於2009年6月30日	436,011	364,638	-	14,606	(3,860)	60,581	8,789	379,580	1,260,345	35,101	1,295,446

# Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表

Six months ended 30 June 2010 截至2010年6月30日止六個月

13

新豐集團有限公司2010中期報告

		Attributable to owners of the Company 本公司權益持有人應佔										
		Share capital	Share premium	Other reserve	Properties revaluation reserve	Investments revaluation reserve	Translation reserve	Share options reserve	Accumulated profits	Total	Non-controlling interests	Total
		股本	股份溢價	其他儲備	物業重估儲備	投資重估儲備	匯兌儲備	購股權儲備	累計溢利	總計	非控股權益	總計
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2010	於2010年1月1日	436,011	364,638	-	35,825	454	62,366	-	403,559	1,302,853	32,620	1,355,473
Profit for the period	期內溢利	-	-	-	-	-	-	-	3,975	3,975	67	4,042
Exchange differences arising on translation of foreign operations	海外業務所產生的匯兌折算差異	-	-	-	283	-	6,314	-	-	6,597	74	6,671
Fair value gain of available-for-sale investments	可供銷售投資的公平價值收益	-	-	-	-	670	-	-	-	670	-	670
Re-classification adjustment to profit or loss upon disposal of available-for-sale investments	重新分類出售可供銷售投資於損益的調整	-	-	-	-	(1,597)	-	-	-	(1,597)	-	(1,597)
Reserves released upon deregistration of a subsidiary	註銷一附屬公司時撥出之儲備	-	-	(2,215)	-	-	(39)	-	-	(2,254)	-	(2,254)
Reversal of deferred tax liability arising on revaluation of properties	遞延稅項負債回撥	-	-	-	(282)	-	-	-	-	(282)	-	(282)
Share of other comprehensive expense of jointly controlled entities	估共同控制實體其他綜合開支	-	-	(388)	-	-	(212)	-	-	(600)	-	(600)
Surplus arising on revaluation of properties	重估物業所產生的盈餘	-	-	-	39	-	-	-	-	39	-	39
Other comprehensive income and expense for the period	期內其他綜合收入及開支	-	-	(2,603)	40	(927)	6,063	-	-	2,573	74	2,647
Total comprehensive income and expense for the period	期內綜合收入及開支總額	-	-	(2,603)	40	(927)	6,063	-	3,975	6,548	141	6,689
Acquisition of additional interests in a subsidiary	收購一附屬公司額外權益	-	-	2,215	-	-	-	-	-	2,215	(26,155)	(23,940)
Dividend declared (Note 6)	宣派股息(附註6)	-	-	-	-	-	-	-	(22,673)	(22,673)	-	(22,673)
At 30 June 2010	於2010年6月30日	436,011	364,638	(388)	35,865	(473)	68,429	-	384,861	1,288,943	6,606	1,295,549

Note: The other reserve represents the difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid arising from acquisition of additional interest in a subsidiary of HKD2,215,000 and a subsidiary of a jointly-controlled entity of HKD388,000.

註：其他儲備乃指因收購一附屬公司及一共同控制實體附屬公司的額外權益，按其非控股權益調整及其作價之公平價值的差額所產生的儲備分別為2,215,000港元及388,000港元。

# Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

Six months ended 30 June 2010 截至2010年6月30日止六個月

14

symphony holdings limited 2010 interim report

		2010 HKD'000 千港元	2009 HKD'000 千港元
Net cash from (used in) operating activities	來自(用於)經營活動的現金淨額	<b>(246,207)</b>	111,539
Net cash used in investing activities	用於投資活動的現金淨額		
Investments in jointly controlled entities	投資共同控制實體	<b>(36,813)</b>	(47,813)
Purchases of property, plant and equipment	購買物業、廠房及設備	<b>(5,787)</b>	(11,572)
Advances to a jointly controlled entity	墊款予一共同控制實體	<b>(571)</b>	(30,156)
Proceeds from disposal of available-for-sale investments	出售可供銷售投資的收益	<b>32,545</b>	–
Interests received	已收利息	<b>3,937</b>	5,160
Dividend received from a jointly controlled entity	已收一共同控制實體股息	–	21,941
Other investing cash flows	其他投資現金流	<b>574</b>	2,414
		<b>(6,115)</b>	(60,026)
Net cash from (used in) financing activity	來自(用於)融資活動的現金淨額		
New bank borrowing raised	新增銀行貸款	<b>60,000</b>	–
Acquisition for additional interest in a subsidiary	收購一附屬公司額外權益	<b>(23,940)</b>	–
Repayment to jointly controlled entities	還款予共同控制實體	<b>(5,394)</b>	(393)
		<b>30,666</b>	(393)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	<b>(221,656)</b>	51,120
Cash and cash equivalents at the beginning of the period	期初的現金及現金等價物結餘	<b>399,184</b>	280,963
Effect of foreign exchange rate changes	外匯匯率變更的影響	<b>2,523</b>	(993)
Cash and cash equivalents at the end of the period, represented by bank balances and cash	期末現金及現金等價物結餘，即銀行結餘及現金	<b>180,051</b>	331,090

## 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Exchange**") ("**Listing Rules**") and with Hong Kong Accounting Standard ("**HKAS**") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**").

## 2. PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2009, except for the following new accounting policy adopted during the period.

## 1. 編製基準

本簡明綜合財務報表乃按照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16所適用的披露要求及香港會計師公會(「香港會計師公會」)頒布的香港會計準則(「香港會計準則」)第34號中期財務報告而編製。

## 2. 主要會計政策

本簡明綜合財務報表乃根據歷史成本而編制，惟若干物業及財務工具則以其等的公平價值而計量。

本簡明綜合財務報表已遵循於預備本集團截至2009年12月31日止年度的周年財務報表所採納的相同會計政策，下列於本期間採納的新會計政策則除外。



## 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

*HKAS 27 (Revised 2008) Consolidated and Separate Financial Statements*

The application of HKAS 27 (Revised 2008) has resulted in changes in the Group's accounting policies regarding increases or decreases in ownership interests in subsidiaries of the Group. In prior years, in the absence of specific requirements in Hong Kong Financial Reporting Standards ("HKFRSs"), increases in interests in existing subsidiaries were treated in the same manner as the acquisition of subsidiaries, with goodwill or a bargain purchase gain being recognised where appropriate. The impact of increase in interests in subsidiaries that did not involve change in control (being the difference between the consideration paid and the carrying amount of the share of net assets acquired of) was recognised in profit or loss. Under HKAS 27 (Revised 2008), all increases or decreases in such interests are dealt with in equity, with no impact on goodwill or profit or loss.

When control of a subsidiary is lost as a result of a transaction, event or other circumstance, the revised standard requires that the Group derecognises all assets, liabilities and non-controlling interests at their carrying amount. Any retained interest in the former subsidiary is recognised at its fair value at the date the control is lost. A gain or loss on loss of control is recognised in profit or loss as the difference between the proceeds, if any, and these adjustments.

## 2. 主要會計政策(續)

*香港會計準則第27號(2008年經修訂)「綜合及獨立財務報表」*

應用香港會計準則第27號(2008年經修訂)會影響本集團對附屬公司擁有權之增加或減少的會計處理。於過往年度，由於香港財務報告準則(「香港財務報告準則」)並無特別規定，故現有附屬公司權益增加會以收購附屬公司之同一方式處理，而商譽或優惠購買收益會按適用情況予以確認；至於現有附屬公司出現不涉及喪失控制權之權益減少，已收代價與應佔已出售淨資產賬面值之差額會於損益確認。根據香港會計準則第27號(2008年經修訂)，所有該等權益增加或減少會於資本內處理，對商譽或損益並不構成影響。

倘因交易、事件或其他情況導致失去對附屬公司之控制權，經修訂準則規定集團不再按賬面值確認所有資產、負債及非控股權益之賬面值。於前附屬公司之任何保留權益於失去控制權當日按其公平值確認。失去控制權之盈虧按所得款項(如有)與該等調整兩者之間之差額於損益確認。

## 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

In the current interim period, the Group has applied, for the first time, a number of new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning on 1 January 2010. The application of these new and revised HKFRSs, except for HKAS 27, had no material effect on the condensed consolidated financial statements of the Group for the current or prior accounting periods.

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Improvements to HKFRSs 2010 <sup>1</sup>	香港財務報告準則 (修訂本)	香港財務報告 準則2010之 改進 <sup>1</sup>
HKAS 24 (Revised)	Related Party Disclosures <sup>4</sup>	香港會計準則第24號 (經修訂)	關連人士披露 <sup>4</sup>
HKAS 32 (Amendment)	Classification of Rights Issues <sup>2</sup>	香港會計準則第32號 (修訂本)	認股權發行分類 <sup>2</sup>
HKFRS 1 (Amendment)	Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters <sup>3</sup>	香港財務報告準則 第1號(修訂本)	首次採納者有關 香港財務報告 準則第7號比較 披露資料的 有限豁免 <sup>3</sup>
HKFRS 9	Financial Instruments <sup>5</sup>	香港財務報告準則 第9號	金融工具 <sup>5</sup>
HK(IFRIC)-Int 14 (Amendment)	Prepayments of a Minimum Funding Requirement <sup>4</sup>	香港(國際財務報告 詮釋委員會)–詮釋 第14號(修訂本)	預付最低資金 要求 <sup>4</sup>
HK(IFRIC)-Int 19	Extinguishing Financial Liabilities with Equity Instruments <sup>3</sup>	香港(國際財務報告 詮釋委員會)–詮釋 第19號	終絕附有權益性 工具的金融 負債 <sup>3</sup>

## 2. 主要會計政策(續)

於本中期期間，本集團已首次採納以下由香港會計師公會頒布，並已於本集團自2010年1月1日起始的財務年度生效的新及經修訂準則、修訂及詮釋(「新及經修訂香港財務報告準則」)，採納新香港財務報告準則概無對本集團現行及過往會計期間已制定及呈列的業績及財務狀況造成重大影響。

本集團並無提早採納下列已頒布惟尚未生效的新訂及經修訂準則、修訂本或詮釋。

## 2. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

- <sup>1</sup> Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate
- <sup>2</sup> Effective for annual periods beginning on or after 1 February 2010
- <sup>3</sup> Effective for annual periods beginning on or after 1 July 2010
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2011
- <sup>5</sup> Effective for annual periods beginning on or after 1 January 2013

HKFRS 9 "Financial Instruments" introduces new requirements for the classification and measurement of financial assets and will be effective from 1 January 2013, with earlier application permitted. HKFRS 9 requires all recognised financial assets that are within the scope of HKAS 39 "Financial Instruments: Recognition and Measurement" to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows; and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group's financial assets.

The directors of the Company ("**Directors**") anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the results and financial position of the Group.

## 2. 主要會計政策 (續)

- <sup>1</sup> 於2010年7月1日及2011年1月1日(倘適用)或以後開始的年度期間生效
- <sup>2</sup> 於2010年2月1日或以後開始的年度期間生效
- <sup>3</sup> 於2010年7月1日或以後開始的年度期間生效
- <sup>4</sup> 於2011年1月1日或以後開始的年度期間生效
- <sup>5</sup> 於2013年1月1日或以後開始的年度期間生效

香港財務報告準則第9號「金融工具」引進金融資產分類及計量之新規定，將由2013年1月1日起生效，並允許提早應用。香港財務報告準則第9號規定香港會計準則第39號「金融工具：確認及計量」範圍內所有已確認金融資產按攤銷成本或公平價值計量，特別是就(i)以業務模式持有以收取合約現金流量為目的之債務投資，及(ii)純粹為支付本金及未償還本金之利息而擁有合約現金流之債務投資，則一般按攤銷成本計量。所有其他債務投資及股本投資按公平價值計量。應用香港財務報告準則第9號可能影響本集團金融資產之分類及計量。

本公司董事(「**董事**」)預期，採納其他新訂及經修訂準則、修訂本或詮釋將不會對本集團的業績及財務狀況造成重大影響。

## 3. SEGMENT INFORMATION

The Group's reportable segments, based on information reported to the chief operating decision maker, being the managing director of the Company, for the purpose of resource allocation and performance assessment are as follows:

1. Footwear manufacturing;
2. Retailing and sourcing – retailing and provision of sourcing services for branded apparel, swimwear and accessories; and
3. Property investment.

The following is an analysis of the Group's revenue and results by reportable segments for the period under review:

## Six months ended 30 June 2010

REVENUE	營業額
External sales	對外銷售
Segment profit (loss)	分部溢利(虧損)
Corporate income	企業收入：
Interest income	利息收入
Others	其他
Central administrative costs	中央行政成本
Share of results of jointly controlled entities	佔共同控制實體業績
Profit before tax	除稅前溢利

## 3. 分部資料

用以資源調配及評定表現而呈報予主要營運決策者(即本公司董事總經理)，本集團的可報告分部如下：

1. 鞋履製造；
2. 零售與採購 — 品牌服裝、游泳服裝及配件零售並為其提供採購服務；及
3. 物業投資。

下表呈列本集團於本回顧期內按可報告分部營業額及業績分析：

## 截至2010年6月30日止六個月

Footwear manufacturing 鞋履製造 HKD'000 千港元	Retailing and sourcing 零售與採購 HKD'000 千港元	Property investment 物業投資 HKD'000 千港元	Consolidated 綜合 HKD'000 千港元
778,956	29,790	3,679	812,425
31,805	(16,279)	11,276	26,802
			3,937
			19,399
			(24,686)
			(19,909)
			5,543

## 3. SEGMENT INFORMATION (CONTINUED)

Six months ended 30 June 2009

		Footwear manufacturing 鞋履製造 HKD'000 千港元	Retailing and sourcing 零售與採購 HKD'000 千港元	Property Investment 物業投資 HKD'000 千港元	Consolidated 綜合 HKD'000 千港元
<b>REVENUE</b>	<b>營業額</b>				
External sales	對外銷售	851,488	32,492	2,657	886,637
Segment profit (loss)	分部溢利(虧損)	71,278	(15,141)	6,064	62,201
Corporate income	企業收入：				
Interest income	利息收入				5,160
Others	其他				125
Central administrative costs	中央行政成本				(34,746)
Share of results of jointly controlled entities	佔共同控制實體 業績				(24,876)
Profit before tax	除稅前溢利				7,864

Segment profit (loss) represents the profit (loss) earned/incurred by each segment without allocation of corporate income, which includes interest income, gain on deregistration of a subsidiary and others, etc., central administrative costs which include bank charges, donation and loss on disposal of property, plant and equipment, etc. and share of results of jointly controlled entities. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and performance assessment.

## 3. 分部資料 (續)

截至2009年6月30日止六個月

分部溢利(虧損)乃代表每個分部未分配企業收入(包括利息收入、註銷一附屬公司之收益及其他等,中央行政成本包括銀行費用、捐款及出售物業、廠房及設備之虧損等,及佔共同控制實體業績)所獲得/承擔的盈利(虧損)。此乃呈報主要營運決策者的報告用以分配資源及釐訂業績表現。

**3. SEGMENT INFORMATION (CONTINUED)**

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

Footwear manufacturing	鞋履製造
Retailing and sourcing	零售及採購
Property investment	物業投資
Total segment assets	分部資產總值
Unallocated	未分配
Consolidated assets	綜合資產

All assets are allocated to reportable segments other than advances to jointly controlled entities, interests in jointly controlled entities, available-for-sale investments, deferred tax assets, tax recoverable, club debentures, amounts due from jointly controlled entities, held-for-trading investments and bank balances and cash.

**3. 分部資料(續)**

本集團資產按可報告分部的分析如下：

<b>30 June</b> <b>2010</b> <b>2010年</b> <b>6月30日</b> <b>HKD'000</b> 千港元	31 December 2009 2009年 12月31日 HKD'000 千港元
<b>892,248</b>	588,719
<b>49,377</b>	44,952
<b>379,434</b>	368,617
<b>1,321,059</b>	1,002,288
<b>512,151</b>	745,412
<b>1,833,210</b>	1,747,700

除墊款予共同控制實體、佔共同控制實體權益、可作銷售投資、遞延稅項資產、應退稅項、會所債券、應收共同控制實體款項、持作買賣投資和銀行結餘及現金外，所有資產會按可報告分部分配。

## 4. TAXATION

Current tax charge:	本期稅項已扣除：
Hong Kong	香港
Other jurisdictions	其他司法區域
Deferred tax charge (credit):	遞延稅項已(計入)扣除：
Current period	本期間

**Hong Kong Tax**

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

In March 2008, Inland Revenue Department ("IRD") issued protective profits tax assessments notice, for an aggregate additional tax of HKD15,400,000, relating to the year of assessment of 2001/2002, that is, for the financial year ended 31 December 2001, against certain wholly-owned subsidiaries of the Company. The Group had lodged objections with IRD against the protective assessments. IRD agreed to hold over the tax claimed subject to the subsidiaries' purchase of tax reserve certificates ("TRCs") of HKD9,714,000 which was included in tax recoverable as at 30 June 2010 and 31 December 2009.

## 4. 稅項

## Six months ended 30 June

截至6月30日止六個月

2010	2009
HKD'000	HKD'000
千港元	千港元
-	1,411
<b>644</b>	655
<b>644</b>	2,066
<b>857</b>	(284)
<b>1,501</b>	1,782

## 香港稅項

香港利得稅乃按兩個期間估計應課稅溢利依稅率 16.5% 計算。

於2008年3月，稅務局(「稅務局」)發出一份保障性所得稅評稅通知書，有關本公司若干全資擁有附屬公司於2001/2002年度，即截至2001年12月31日止財政年度的稅務評核，額外評稅總額約為15,400,000港元。本集團已就該保障性評稅向稅務局提呈反對。稅務局同意緩繳所徵收的全數稅款，該等附屬公司須購買等值9,714,000港元的儲稅券(「儲稅券」)，並於2010年6月30日及2009年12月31日的應退稅項中入賬。

## 4. TAXATION (CONTINUED)

### Hong Kong Tax (continued)

In March 2009, IRD further issued protective profits tax assessments notice, for an aggregate additional tax of HKD27,700,000, relating to the year of assessment of 2002/2003, that is, for the financial year ended 31 December 2002, against certain wholly-owned subsidiaries of the Company. The Group had lodged objections with IRD against the protective assessments. IRD agreed to hold over the tax claimed subject to the subsidiaries' purchase of TRCs of HKD7,500,000 which was included in tax recoverable as at 30 June 2010 and 31 December 2009.

In January 2010, IRD issued another protective profits tax assessments notice, for an aggregate additional tax of HKD35,500,000, relating to the year of assessment of 2003/2004, that is, for the financial year ended 31 December 2003, against certain wholly-owned subsidiaries of the Company. The Group had lodged objections with IRD against the protective assessments. IRD agreed to hold over the tax claimed subject to the subsidiaries' purchase of TRCs of HKD6,000,000 which was included in tax recoverable as at 30 June 2010.

Directors believe that no provision for Hong Kong Profits Tax in respect of the above mentioned protective assessments is necessary. In addition, the inquiries from IRD are still at fact-finding stage and IRD has not yet expressed any formal opinion on the potential tax liability, if any. The potential tax liability, if any, cannot be readily ascertained at this stage.

## 4. 稅項 (續)

### 香港稅項 (續)

於2009年3月，稅務局再發出一份保障性所得稅評稅通知書，有關本公司若干全資擁有附屬公司於2002/2003年度，即截至2002年12月31日止財政年度的稅務評核，額外評稅總額約為27,700,000港元。本集團已就該保障性評稅向稅務局呈反對。稅務局同意緩繳所徵收的全數稅款，該等附屬公司須購買等值7,500,000港元的儲稅券，並於2010年6月30日及2009年12月31日的應退稅項中入賬。

於2010年1月，稅務局發出另一份保障性所得稅評稅通知書，有關本公司若干全資擁有附屬公司於2003/2004年度，即截至2003年12月31日止財政年度的稅務評核，額外評稅總額約為35,500,000港元。本集團已就該保障性評稅向稅務局呈反對。稅務局同意緩繳所徵收的全數稅款，該等附屬公司須購買等值6,000,000港元的儲稅券，並於2010年6月30日的應退稅項中入賬。

董事相信本集團無須對上述的保障性評稅為香港利得稅進行撥備。另外，稅務局的查詢仍在搜證階段，稅務局尚未發表任何潛在稅務負債(倘有)的正式意見。在現階段，該潛在稅務負債(倘有)並未能確認。



#### 4. TAXATION (CONTINUED)

##### The People's Republic of China ("PRC") Tax

The tax status for certain subsidiaries of the Group operating in PRC, including Zhongshan Jingmei Footwear Industry & Commerce Co. Ltd. 中山精美鞋業有限公司 ("Zhongshan Jingmei"), Fuqing Grand Galatica Footwear Co. Ltd. 福清宏太鞋業有限公司 ("Fuqing Grand Galatica") and Zhongshan Huali Footwear Industry & Commerce Co. Ltd. 中山華利企業有限公司 ("Zhongshan Huali"), are as follows:

- Zhongshan Jingmei and Zhongshan Huali enjoyed the preferential tax rate of 12.5% (being 50.0% of the applicable tax rate of 25.0%) for the six months ended 30 June 2010 and 2009;
- Fuqing Grand Galatica enjoyed the preferential tax rate of 10.0% (being 50.0% of the applicable tax rate of 20.0%) for the six months ended 30 June 2009 and 11.0% (being 50.0% of the applicable tax rate of 22.0%) for the six months ended 30 June 2010;

For other PRC subsidiaries, the applicable tax rate was 25.0% for the periods under review.

#### 4. 稅項 (續)

##### 中華人民共和國 (「中國」) 稅項

本集團若干於中國經營的附屬公司之稅務狀況，包括中山精美鞋業有限公司 (「中山精美」)、福清宏太鞋業有限公司 (「福清宏太」) 及中山華利企業有限公司 (「中山華利」) 如下：

- 截至2010年及2009年6月30日止六個月，中山精美及中山華利享有稅務優惠待遇，稅率為12.5% (即所適用稅率25.0%的50.0%)；
- 截至2009年6月30日止六個月，福清宏太享有稅務優惠待遇，稅率為10.0% (即所適用稅率20.0%的50.0%)；截至2010年6月30日止六個月，稅率則為11.0% (即所適用稅率22.0%的50.0%)；

回顧期內，其他中國附屬公司的所適用稅率為25.0%。

#### 4. TAXATION (CONTINUED)

##### Vietnam Tax

Stateway Vietnam Footwear Co. Ltd. ("**Stateway Vietnam**") was entitled to exemption from enterprise income tax for four years starting with the first profit-making year. For the following nine years, Stateway Vietnam would be entitled to further tax preferential treatment in the form of 50.0% reduction in the applicable tax rate in Vietnam.

Continuance Vietnam Footwear Co. Ltd. ("**Continuance Vietnam**") was entitled to exemption from enterprise income tax for two years starting with the first profit-making year. For the following three years, Continuance Vietnam would be entitled to further tax preferential treatment in the form of 50.0% reduction in the applicable tax rate in Vietnam.

##### Others

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

#### 4. 稅項 (續)

##### 越南稅項

越南邦威企業有限公司(「越南邦威」)自首個錄得盈利年度開始獲四年稅務豁免，至隨後九年，越南邦威將可享有優惠稅務待遇，可獲減免越南當時所適用稅率的50.0%。

越南躍昇鞋業有限公司(「越南躍昇」)自首個錄得盈利年度開始獲兩年稅務豁免，至隨後三年，越南躍昇將可享有優惠稅務待遇，可獲減免越南當時所適用稅率的50.0%。

##### 其他

其他司法區域所產生的稅項，乃依相關司法區域的現行稅率計算。

## 5. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):	年度溢利 已扣除(計入) 下列各項:
Depreciation of property, plant and equipment	物業、廠房及設備折舊
Allowance for (reversal of) bad and doubtful debts	呆壞賬撥備(回撥)
Amortisation of prepaid lease payments	預付租賃款項攤銷
Research and development costs	研究及開發成本
Interest income from:	利息收入:
Bank deposits	銀行存款
Advance to a jointly controlled entity	貸款予一共同控制實體
Available-for-sale investments	可供銷售投資
Gain on fair value changes of held-for-trading investments	出售持作買賣投資之公平價值變更收益
Gain on deregistration of a subsidiary	註銷一附屬公司之收益
Gain on disposal of available-for-sale investments	出售可供銷售投資之收益
Increase in fair value of investment properties	投資物業公平價值增加

## 5. 年度溢利

## Six months ended 30 June

截至6月30日止六個月

2010 HKD'000 千港元	2009 HKD'000 千港元
<b>19,709</b>	21,453
<b>190</b>	(240)
<b>528</b>	655
<b>6,404</b>	9,883
<b>(287)</b>	(715)
<b>(3,216)</b>	(2,776)
<b>(434)</b>	(1,669)
<b>(64)</b>	(600)
<b>(17,434)</b>	-
<b>(1,597)</b>	(28)
<b>(8,293)</b>	(3,550)

## 6. DIVIDENDS

2008 final dividend of HKD0.010 per share paid	已派付2008年期末股息 每股0.010港元
2009 final dividend of HKD0.013 per share declared	已宣派2009年期末股息 每股0.013港元

Directors do not recommend the payment of an interim dividend (2009: Nil) for the period ended 30 June 2010.

## 7. EARNINGS PER SHARE

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

Profit for the period attributable to owners of the Company for the purpose of basic earnings per share (HKD)	藉以計算每股基本盈利的本公司持有人應佔期內溢利(港元)
Number of ordinary shares for the purpose of basic earnings per share	藉以計算每股基本盈利的普通股數量

## 6. 股息

Six months ended 30 June  
截至6月30日止六個月

2010 HKD'000 千港元	2009 HKD'000 千港元
-	17,440
<b>22,673</b>	-

截至2010年6月30日止六個月，董事不建議派付中期股息(2009：無)。

## 7. 每股盈利

本公司持有人應佔每股基本盈利乃依下列數據計算：

Six months ended 30 June  
截至6月30日止六個月

2010	2009
<b>3,975,000</b>	3,818,000
<b>1,744,044,773</b>	1,744,044,773

## 7. EARNINGS PER SHARE (CONTINUED)

No diluted earnings per share is presented for the six months ended 30 June 2010 because the Company did not have any outstanding potential ordinary shares at the end of the reporting period or during the period.

No diluted earnings per share is presented for the six months ended 30 June 2009 because the exercise price of the Company's options was higher than the average market price of the shares during that period.

## 8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

### Property, plant and equipment

During the period, the Group acquired property, plant and equipment at a cost of HKD5,787,000 (1.1.2009-30.6.2009: HKD11,572,000).

The buildings of the Group located in PRC and Hong Kong were fair valued on 30 June 2010 by Prudential Surveyors International Limited ("Prudential"), an independent firm of professional property valuer, chartered surveyor. The fair value of buildings, adopted a direct comparison approach with reference to market comparable sales evidences available in the market, resulted in an surplus of HKD39,000 (1.1.2009-30.6.2009: Nil) which was credit directly to the properties revaluation reserve.

At 30 June 2009, the fair value of the Group's buildings located in PRC and Hong Kong has been determined by Directors by reference to recent market prices for similar properties in the same locations and conditions. The fair values did not differ significantly from their carrying amounts.

## 7. 每股盈利(續)

鑑於本報告期末或期間，本公司並無未償付之潛在普通股，因此，截至2010年6月30日止六個月，概無經攤薄每股盈利呈列。

鑑於期內本公司購股權的行使價均高於股份平均市價，因此，截至2009年6月30日止六個月，概無經攤薄每股盈利呈列。

## 8. 物業、廠房及設備與投資物業變動

### 物業、廠房及設備

期內，本集團以成本5,787,000港元購買物業、廠房及設備(1.1.2009-30.6.2009：11,572,000港元)。

於2010年6月30日，本集團位於中國及香港的樓宇已由一獨立專業估價師及特許測量師測建行有限公司(「測建行」)進行公平價值估值。採納直接比較法按市場提供的市場可比較銷售紀錄以作估值，物業公平價值錄得盈餘39,000港元(1.1.2009-30.6.2009：零)，並已直接計入物業重估儲備。

於2009年6月30日，本集團位於中國及香港的物業公平價值乃由董事參考相同地點及狀況的同類物業之最近市場實際成交價而釐定，其等的公平價值與賬面值並無重大差異。

## 8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES (CONTINUED)

### Property, plant and equipment (continued)

At 30 June 2010 and 2009, Directors have considered the carrying amounts of the Group's freehold land at revalued amounts and have concluded that at that date, their fair values did not differ significantly from their carrying amounts. Directors adopted a direct comparison approach with reference to market comparable sales evidences available in the market for the valuation.

### Investments properties

The Group's investments properties and investment properties under development were fair valued on 30 June 2010 by Prudential. The fair value of investment properties and investment properties under development, adopted a direct comparison approach with reference to the market comparable sales evidences available in the market and replacement cost approach respectively, resulted in an increase in fair value of investment properties of HKD8,293,000 which was credited directly in profit or loss for the six months ended 30 June 2010.

The fair value of the Group's investment properties were determined by Directors at 30 June 2009. The valuation was arrived with reference to market comparable sales evidence available in the market and where appropriate on the basis of capitalisation of net income. The resulting increase in fair value of investment properties of HKD3,550,000 had been recognised directly in profit or loss for the six months ended 30 June 2009.

## 8. 物業、廠房及設備與投資物業變動(續)

### 物業、廠房及設備(續)

於2010年及2009年6月30日，董事已考慮本集團的永久業權土地及樓宇以重估值計量的賬面值，並已確定於當天，其等的公平價值與賬面值並無重大差異。董事採納直接比較法按市場提供的市場可比較銷售紀錄以作估值。

### 投資物業

於2010年6月30日，本集團投資物業及發展中的投資物業乃由測建行進行公平價值估值。投資物業及發展中的投資物業之公平價值乃採納直接比較法，分別參考市場類似物業的可比較銷售數據及重置成本法而釐定，並錄得投資物業公平價值增加8,293,000港元，已於截至2010年6月30日止六個月直接計入損益。

於2009年6月30日，董事已確定本集團投資物業的公平價值，重估價值乃參考市場類似物業的可比較銷售數據而釐定，亦會按適合情況以資本化淨收入計量。結果錄得投資物業公平價值增加3,550,000港元，並已直接於截至2009年6月30日止六個月的損益中確認。

**9. INTERESTS IN JOINTLY CONTROLLED ENTITIES**

During the period, the Group invested HKD36,813,000 as additional capital contribution into an existing jointly controlled entity (1.1.2009-30.6.2009: HKD47,813,000 into two new jointly controlled entities).

**10. TRADE AND OTHER RECEIVABLES**

The Group generally allows an average credit period ranging from 60 days to 90 days to its trade customers.

The following is an aged analysis of trade receivables net of allowances for doubtful debts, presented based on the invoice date at the end of the reporting period:

0 day to 30 days	0天至30天
31 days to 60 days	31天至60天
61 days to 90 days	61天至90天
Over 90 days	逾90天

**9. 佔共同控制實體權益**

期內，本集團額外向一個現存共同控制實體增資36,813,000港元(1.1.2009-30.6.2009: 47,813,000港元予兩個新成立的共同控制實體)。

**10. 貿易及其他應收賬款**

本集團一般向其貿易客戶提供為期60天至90天不等的平均信貸期。

於本報告期末，以發票日期為基礎，貿易應收賬款扣除呆賬撥備的賬齡分析如下：

<b>30 June 2010 2010年 6月30日 HKD'000 千港元</b>	31 December 2009 2009年 12月31日 HKD'000 千港元
<b>316,895</b>	156,222
<b>1,549</b>	4,518
<b>2,123</b>	342
<b>3,177</b>	2,041
<b>323,744</b>	163,123

**11. TRADE AND OTHER PAYABLES**

The following is an aged analysis of trade payables, presented based on the invoice date at the end of the reporting period:

0 day to 30 days	0天至30天
31 days to 60 days	31天至60天
61 days to 90 days	61天至90天
Over 90 days	逾90天

**12. BANK BORROWING**

During the period, the Group obtained new bank borrowing in the amount of HKD60,000,000 (1.1.2009-30.6.2009: Nil). The borrowing is interest bearing at Hong Kong Interbank Offered Rate plus 1.1%.

**11. 貿易及其他應付賬款**

於本報告期末，以發票日期為基礎，貿易應付賬款的賬齡分析如下：

<b>30 June</b> <b>2010</b> <b>2010年</b> <b>6月30日</b> <b>HKD'000</b> 千港元	31 December 2009 2009年 12月31日 HKD'000 千港元
<b>135,954</b>	82,072
<b>46,400</b>	39,827
<b>30,681</b>	16,594
<b>26,562</b>	21,244
<b>239,597</b>	159,737

**12. 銀行貸款**

期內，本集團取得新增銀行貸款60,000,000港元(1.1.2009-30.6.2009：無)，該貸款付利息，利率為香港銀行同業拆息加1.1%。



**13. SHARE CAPITAL****Number of shares**

Authorised:	法定股本：
At 1 January 2010 and 30 June 2010, at HKD0.25 each	於2010年1月1日及 2010年6月30日， 每股0.25港元
Issued and fully paid:	已發行及繳足股本：
At 1 January 2010 and 30 June 2010, at HKD0.25 each	於2010年1月1日及 2010年6月30日， 每股0.25港元

**14. OPERATING LEASES****The Group as lessee**

The Group made the following minimum lease payments during the period:

Minimum lease payments:	最低租賃款項：
- Plants	- 廠房
- Retail shops	- 零售店

Operating lease rentals in respect of: 關於經營租賃租金：

**13. 股本****股份數量**

<b>Amount</b>	<b>HKD'000</b>
股份數量	千港元

8,000,000,000	2,000,000
1,744,044,773	436,011

**14. 經營租賃**

本集團為承租人

期內，本集團支付以下最低租賃款項：

**Six months ended 30 June**

截至6月30日止六個月

<b>2010</b>	2009
<b>HKD'000</b>	HKD'000
千港元	千港元
<b>10,853</b>	15,548
<b>6,775</b>	5,095
<b>17,628</b>	20,643

## 14. OPERATING LEASES (CONTINUED)

## The Group as lessee (continued)

The minimum lease payment includes contingent rental for various retail shops calculated on the basis by the relevant shops' revenue using pre-determined formulae.

At the end of the reporting date, the Group had commitments for future minimum lease payments for plants and retail shops under non-cancellable operating leases which fall due as follows:

Within one year	首年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

Operating lease payments represent rental payable by the Group for certain of its plants and retail shops. Leases are negotiated for lease terms of one to five years.

The above lease commitments represent basic rents only and do not include contingent rents payable in respect of certain retail shops leased by the Group. In general, these contingent rents are calculated with reference to the relevant retail shops' revenue using pre-determined formulae. It is not possible to estimate in advance the amount of such contingent rent payable.

## 14. 經營租賃(續)

## 本集團為承租人(續)

最低租賃租金包括若干零售店按相關零售店的營業額依預先釐定的程式計算的或有租金。

於本報告日止，本集團已為廠房及零售店根據不可取消的經營租賃訂立未來最低租賃款項合約，其到期分析如下：

30 June 2010 2010年 6月30日 HKD'000 千港元	31 December 2009 2009年 12月31日 HKD'000 千港元
31,153	24,732
33,471	30,578
<b>64,624</b>	<b>55,310</b>

經營租賃款項乃指本集團若干廠房及零售商鋪的應付租金。租約經協商定為期一至五年不等。

上述租賃承擔僅指基本租金，但不包括本集團租賃若干零售商鋪的或然應付租金。一般而言，該等或然租金乃參考相關零售商鋪的營業額使用預先釐定的程式計算，預先估計有關或然應付租金的金額並不可行。

**14. OPERATING LEASES (CONTINUED)****The Group as lessor**

Property rental income earned during the six months ended 30 June 2010 was HKD3,679,000 (1.1.2009-30.6.2009: HKD2,657,000). All of the Group's investment properties are held for rental purposes. The investment properties held for rental purposes have committed tenants for the next years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

Within one year	首年內
In the second to fifth year inclusive	第二至第五年(包括首尾兩年)

**14. 經營租賃(續)****本集團為出租人**

截至2010年6月30日止六個月，所收取物業租金收入為3,679,000港元(1.1.2009-30.6-2009: 2,657,000港元)。所有本集團的投資物業乃持作租賃用途。於未來數年，持作租賃用途的投資物業已有訂約租戶。

於本報告期末，本集團已跟租戶訂立未來最低租賃款項的合約如下：

<b>30 June 2010 2010年 6月30日 HKD'000 千港元</b>	<b>31 December 2009 2009年 12月31日 HKD'000 千港元</b>
<b>5,107</b>	5,899
<b>1,205</b>	6,496
<b>6,312</b>	12,395

## 15. CAPITAL COMMITMENT

Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements	有關簡明綜合財務報表中提供的收購物業廠房及設備合約之資本開支
Capital expenditure in respect of the construction of investment property authorised but not contracted for	有關已授權惟並未訂立合約的投資物業興建之資本開支

## 15. 資本承擔

30 June 2010 2010年 6月30日 HKD'000 千港元	31 December 2009 2009年 12月31日 HKD'000 千港元
567	1,880
<b>252,041</b>	252,041
<b>252,608</b>	253,921

## 16. RELATED PARTY TRANSACTIONS

## (a) Transactions with jointly controlled entities

During the period, the Group had transactions with its jointly controlled entities as follows:

Sales	銷售
Interest income	利息收入
Management fee income	管理費收入
Royalty fee expense	專利權金開支

## 16. 關連人士交易

## (a) 與共同控制實體交易

期內，本集團與其共同控制實體的交易如下：

Six months ended 30 June 截至6月30日止六個月	
2010 HKD'000 千港元	2009 HKD'000 千港元
-	11,416
3,216	2,776
-	177
<b>(329)</b>	<b>(47)</b>

## 16. RELATED PARTY TRANSACTIONS (CONTINUED)

## (b) Compensation of key management personnel

The remuneration of Directors and other key management personnel during the period was as follows:

Short-term benefits	短期福利
Post-employment benefits	終止僱用後福利
Total	總計

During the period ended 30 June 2009, the Board at its discretion, resolved to make a payment of HKD12,800,000 to Mr. Li Kwok Lung Alfred Ronald after his resignation as chairman and executive Director. The amount had been paid in full in 2009.

The remuneration of Directors and key management personnel is determined by the remuneration committee of the Company ("Remuneration Committee") having regard to the performance of individuals, market trends and the overall performance of the Group.

## 16. 關連人士交易(續)

## (b) 主要管理人員報酬

期內，董事及其他主要管理人員的薪酬如下：

Six months ended 30 June  
截至6月30日止六個月

2010 HKD'000 千港元	2009 HKD'000 千港元
8,925	19,194
367	244
<b>9,292</b>	<b>19,438</b>

截至2009年6月30日止期間，董事會酌情決議在李國麟先生辭任主席及執行董事後，向其支付12,800,000港元。該款項已於2009年悉數支付。

董事及主要管理人員的薪酬乃由本公司薪酬福利委員會(「薪酬福利委員會」)按個別表現、市場趨勢及本集團整體業績表現而釐定。

## CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules ("CG Code") throughout the six months ended 30 June 2010, only with deviation from code provision A.4.1 of the CG Code.

Under code provision A.4.1, non-executive directors should be appointed for a specific term and are subject to re-election. Directors (including non-executive Directors) were not appointed for specific term but are subject to retirement by rotation and re-election at annual general meeting in accordance with Bye-law 87 of the Bye-laws of the Company.

## AUDIT COMMITTEE

The audit committee of the Company ("Audit Committee") comprises wholly non-executive Directors of the Company ("Non-executive Directors"), amongst which three are independent. Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and also discussed internal controls and financial reporting matters including the review of the unaudited condensed consolidated financial statements for the six months ended 30 June 2010 of the Group.

## 企業管治常規

除上市規則附錄 14 所載的企業管治常規守則（「企業管治常規守則」）第 A.4.1 條以外，於截至 2010 年 6 月 30 日止六個月期間，本公司已一直遵守企業管治常規守則。

根據守則第 A.4.1 條規定，委任非執行董事須列明指定任期，並須予以重選連任。董事（包括非執行董事）並無指定任期，惟本公司組織章程細則第 87 條訂明，董事須於股東周年大會上輪值告退及重選。

## 審核委員會

本公司審核委員會（「審核委員會」）由本公司非執行董事（「非執行董事」）組成，其中三人為獨立非執行董事。審核委員會已連同管理層審閱本集團所採納的會計原則及慣例，並已討論內部監控及財務報告事宜，包括審閱本集團截至 2010 年 6 月 30 日止六個月之未經審核簡明綜合財務報表。

## REMUNERATION COMMITTEE

Remuneration Committee comprises three independent Non-executive Directors. It is responsible for advising the Board on the emolument policies towards Directors and senior management.

The terms of reference of Audit Committee and Remuneration Committee, explaining their roles and the authorities delegated to them by the Board, are available on request and included on the website of the Company.

## BOARD OF DIRECTORS

At an annual general meeting of the Company held on Thursday, 17 June 2010, Mr. Ho Shing Chak, Dr. Ho Ting Seng, Mr. Li I Nan and Mr. Sze Sun Sun Tony retired and were re-elected as Directors.

As from 17 June 2010 and up to the date of this interim report, the Board comprises:

### Executive Director

Mr. Chan Ting Chuen (*Chairman*)  
Mr. Sze Sun Sun Tony  
*(Deputy Chairman and  
Managing Director)*  
Mr. Chang Tsung Yuan  
*(Deputy Chairman)*  
Mr. Chan Lu Min  
Ms. Chen Fang Mei  
Dr. Ho Ting Seng

### Non-executive Director

Mr. Li I Nan

### Independent Non-executive Director

Mr. Cheng Kar Shing  
Mr. Feng Lei Ming  
Mr. Ho Shing Chak  
Mr. Huang Shenglan

## 薪酬福利委員

薪酬福利委員會由三名獨立非執行董事組成，其職責乃向董事會建議董事及高級管理層的薪酬政策。

審核委員會及薪酬福利委員會的職權範圍，解釋其等角色及董事會轉授予其等權力的相關資料，可應要求索取，並已登載於本公司網站。

## 董事會

於2010年6月17日星期四舉行的本公司股東周年大會，何成澤先生、何挺博士、李義男先生及施新新先生已於會上退任並獲重選為董事。

自2010年6月17日起至本中期報告日，董事會成員包括：

### 執行董事

陳庭川先生(*主席*)  
施新新先生  
*(副主席及  
董事總經理)*  
張聰淵先生  
*(副主席)*  
詹陸銘先生  
陳芳美女士  
何挺博士

### 非執行董事

李義男先生

### 獨立非執行董事

鄭家成先生  
馮雷銘先生  
何成澤先生  
黃勝藍先生

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES

As at 30 June 2010, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), (a) which were required to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors or the chief executives were taken or deemed to have under such provisions of SFO); or (b) which were required, pursuant to section 352 of SFO, to be entered in the register referred to therein; or (c) which were required to be notified to the Company and the Exchange pursuant to the Model Code in the Listing Rules were as follows:

### Long Positions in Shares

Ordinary shares of HKD0.25 each of the Company:

## 董事及主要行政人員的權益

於2010年6月30日，本公司及其聯營公司（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的董事及最高行政人員於本公司股份、相關股份及債券的權益及淡倉而（a）須依據證券及期貨條例第XV部第7分部及第8分部（包括根據該等證券及期貨條例的條文，董事或最高行政人員持有或被視為持有的權益或淡倉）而須知會本公司及聯交所；或（b）須根據證券及期貨條例第352條記錄於登記冊內；或（c）須根據上市規則的標準守則知會本公司及聯交所如下：

### 股份長倉

本公司每股0.25港元的普通股：

Director 董事	Notes 附註	Number of ordinary shares held by 所持普通股數量		Total number of ordinary shares 普通股總數量	Percentage of issued share capital of the Company 佔本公司已發行 股本百分比
		beneficial owner 受益人	controlled corporation 控股企業		
Chan Ting Chuen 陳庭川	1, 2	5,000,000	851,685,958	856,685,958	49.12%
Chang Tsung Yuan 張聰淵	4	6,000,000	–	6,000,000	0.34%
Sze Sun Sun Tony 施新新	1, 3	–	851,685,958	851,685,958	48.83%



## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES (CONTINUED)

### Long Positions in Shares (continued)

Notes:

1. Well Success Investment Limited ("**Well Success**") was directly interested in 851,685,958 shares of the Company. First Dynamic International Limited ("**First Dynamic**") held more than one-third of the issued share capital of Well Success. Each of Royal Pacific Limited ("**Royal Pacific**") and Alexon International Limited ("**Alexon**") held more than one-third of the issued share capital of First Dynamic. Accordingly, First Dynamic, Royal Pacific and Alexon were deemed to be interested in 851,685,958 shares of the Company.
2. Mr. Chan Ting Chuen ("**Mr. Chan**") had a direct interest in 5,000,000 shares of the Company. Royal Pacific was wholly-owned by TC Chan Family Holdings Limited ("**TCCFHL**"), which in turn was wholly-owned by Mr. Chan. Accordingly, Mr. Chan was or deemed to be interested in 856,685,958 shares of the Company.
3. Mr. Sze Sun Sun Tony ("**Mr. Sze**") was interested in the entire issued share capital of Alexon and was therefore deemed to be interested in 851,685,958 shares of the Company.
4. Mr. Chang Tsung Yuan was directly interested in 6,000,000 shares of the Company. He was also a substantial shareholder of Well Success, in which he held 20.0% of its issued share capital.

## 董事及主要行政人員的權益 (續)

### 股份長倉 (續)

附註：

1. 於2010年6月30日，Well Success Investment Limited(「**Well Success**」)直接持有851,685,958股本公司股份。First Dynamic International Limited(「**First Dynamic**」)持有Well Success逾三分之一已發行股本。Royal Pacific Limited(「**Royal Pacific**」)及Alexon International Limited(「**Alexon**」)分別持有First Dynamic逾三分之一已發行股本。因此，First Dynamic、Royal Pacific及Alexon均被視為持有851,685,958股本公司股份。
2. 陳庭川先生(「**陳先生**」)直接持有5,000,000股本公司股份。Royal Pacific由TC Chan Family Holdings Limited(「**TCCFHL**」)全資擁有，而TCCFHL則由陳先生全資擁有。因此，陳先生被視為持有856,685,958股本公司股份。
3. 施新新先生(「**施先生**」)持有Alexon全部已發行股本權益，故被視為持有851,685,958股本公司股份。
4. 張聰淵先生直接持有6,000,000股本公司股份，亦為Well Success的主要股東，持有Well Success已發行股本20.0%權益。

## INTERESTS OF DIRECTORS AND CHIEF EXECUTIVES (CONTINUED)

### Short Positions in Shares

Save as disclosed above, none of the Directors, chief executives nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 30 June 2010.

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to Section 336 of SFO shows that, as at 30 June 2010, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company.

### Long Positions in Shares

Ordinary shares of HKD0.25 each of the Company

## 董事及主要行政人員的權益 (續)

### 股份短倉

除上文所披露外，於2010年6月30日，本公司概無任何董事、主要行政人員或其等的關聯人士於本公司或其任何聯營企業的任何股份、相關股份或債券持有權益或淡倉。

### 主要股東權益

根據證券及期貨交易條例第336條規定本公司備存的主要股東登記冊所載，公司獲悉股東於2010年6月30日持有的本公司已發行股本之相關權益及淡倉如下：

### 股份長倉

本公司每股0.25港元的普通股

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued ordinary shares 已發行股份數量			Percentage of issued share capital of the Company 佔本公司 已發行股本 百分比
			direct interests 直接權益	deemed interests 被視為 持有權益	total interests 總權益	
Well Success	1	Beneficial owner 受益人	851,685,958	–	851,685,958	48.83%
First Dynamic	1	Interest of controlled corporation 受控法人團體	–	851,685,958	851,685,958	48.83%

# Corporate Governance 企業管治

42

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

主要股東權益  
(續)

### Long Positions in Shares (continued)

股份長倉 (續)

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued ordinary shares 已發行股份數量			Percentage of issued share capital of the Company 佔本公司 已發行股本 百分比
			direct interests 直接權益	deemed interests 被視為 持有權益	total interests 總權益	
Royal Pacific	1	Interest of controlled corporation 受控法人團體	–	851,685,958	851,685,958	48.83%
TCCFHL	2	Interest of controlled corporation 受控法人團體	–	851,685,958	851,685,958	48.83%
Mr. Chan 陳先生	2	Beneficial owner and Interest of controlled corporation 受益人及受控法人團體	5,000,000	851,685,958	856,685,958	49.12%
Ng Shuk Fong ("Madam Ng") 吳淑芳 (「吳女士」)	2	Spouse 配偶	–	856,685,958	856,685,958	49.12%
Alexon	1	Interest of controlled corporation 受控法人團體	–	851,685,958	851,685,958	48.83%

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

## 主要股東權益 (續)

### Long Positions in Shares (continued)

### 股份長倉(續)

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued ordinary shares 已發行股份數量			Percentage of issued share capital of the Company 佔本公司 已發行股本 百分比
			direct interests 直接權益	deemed interests 被視為 持有權益	total interests 總權益	
Mr. Sze 施先生	3	Interest of controlled corporation 受控法人團體	–	851,685,958	851,685,958	48.83%
Lau Yuk Wah ("Madam Lau") 劉玉華(「劉女士」)	3	Spouse 配偶	–	851,685,958	851,685,958	48.83%
Frensham Investments Limited ("Frensham") (「Frensham」)	4	Beneficial owner and interest of controlled corporation 受益人及受控法人團體	83,999,430	851,685,958	935,685,388	53.65%
Pou Yuen Industrial (Holdings) Limited ("Pou Yuen") 寶元工業(集團)有限公司(「寶元」)	4	Interest of controlled corporation 受控法人團體	–	935,685,388	935,685,388	53.65%
Yue Yuen Industrial Limited ("Yue Yuen Industrial") 裕元工業有限公司(「裕元工業」)	4	Interest of controlled corporation 受控法人團體	–	935,685,388	935,685,388	53.65%
Pou Hing Industrial Company Limited ("Pou Hing")(「Pou Hing」)	4	Interest of controlled corporation 受控法人團體	–	935,685,388	935,685,388	53.65%

# Corporate Governance 企業管治

44

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

主要股東權益  
(續)

### Long Positions in Shares (continued)

股份長倉 (續)

Shareholder 股東	Notes 附註	Capacity 資格	Number of issued ordinary shares 已發行股份數量			Percentage of issued share capital of the Company 佔本公司 已發行股本 百分比
			direct interests 直接權益	deemed interests 被視為 持有權益	total interests 總權益	
Yue Yuen Industrial (Holdings) Limited ("Yue Yuen") 裕元工業(集團)有限公司(「裕元」)	4	Interest of controlled corporation 受控法人團體	–	935,685,388	935,685,388	53.65%
Wealthplus Holdings Limited ("Wealthplus") (「Wealthplus」)	4	Interest of controlled corporation 受控法人團體	–	935,685,388	935,685,388	53.65%
Pou Chen Corporation ("Pou Chen") 寶成工業(集團)有限公司(「寶成」)	4	Interest of controlled corporation 受控法人團體	–	935,685,388	935,685,388	53.65%
Shah Capital Management		Beneficial owner 受益人	239,828,500	–	239,828,500	13.75%

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

### Long Positions in Shares (continued)

Notes:

- As at 30 June 2010, Well Success was directly interested in 851,685,958 shares of the Company. First Dynamic held more than one-third of the issued share capital of Well Success. Each of Royal Pacific and Alexon held more than one-third of the issued share capital of First Dynamic. Accordingly, First Dynamic, Royal Pacific and Alexon were deemed to be interested in 851,685,958 shares of the Company.
- Madam Ng is the wife of Mr. Chan, a director of the Company. Royal Pacific is wholly-owned by TCCFHL, which in turn is wholly-owned by Mr. Chan. As at 30 June 2010, Royal Pacific was deemed to be interested in 851,685,958 shares of the Company (see Note 1), therefore both Mr. Chan and Madam Ng were deemed to be interested in 851,685,958 shares of the Company. Furthermore, Mr. Chan was directly interested in 5,000,000 shares of the Company. Accordingly, Madam Ng was deemed to be interested in a total of 856,685,958 shares of the Company.
- Madam Lau is the wife of Mr. Sze, a director of the Company. As at 30 June 2010, Mr. Sze was interested in the entire issued share capital of Alexon, therefore he was deemed to be interested in 851,685,958 shares of the Company (see Note 1). Accordingly, Madam Lau was deemed to be interested in a total of 851,685,958 shares of the Company.
- Frensham was a wholly-owned subsidiary of Pou Yuen which in turn was a wholly-owned subsidiary of Yue Yuen Industrial. Yue Yuen Industrial was a wholly-owned subsidiary of Pou Hing which in turn was a wholly-owned subsidiary of Yue Yuen. Wealthplus, a wholly-owned subsidiary of Pou Chen, held over one-third of the entire issued share capital of Yue Yuen. As at 30 June 2010, Frensham held more than one-third of the issued share capital of Well Success and was therefore deemed to be interested in 851,685,958 shares of the Company. In addition, Frensham had a direct interest in 83,999,430 shares of the Company. Accordingly, all of Frensham, Pou Yuen, Yue Yuen Industrial, Pou Hing, Yue Yuen, Wealthplus and Pou Chen were or deemed to be interested in 935,685,388 shares of the Company.

## 主要股東權益 (續)

### 股份長倉(續)

附註：

- 於2010年6月30日，Well Success直接持有851,685,958股本公司股份。First Dynamic持有Well Success逾三分之一已發行股本。Royal Pacific及Alexon分別持有First Dynamic逾三分之一已發行股本。因此，First Dynamic、Royal Pacific及Alexon均被視為持有851,685,958股本公司股份。
- 吳女士為本公司董事陳先生的妻子。Royal Pacific由TCCFHL全資擁有，TCCFHL則由陳先生全資擁有。於2010年6月30日，Royal Pacific被視為持有851,685,958股本公司股份(見附註1)，故陳先生及吳女士被視為持有851,685,958股本公司股份。此外，陳先生直接持有5,000,000股本公司股份，因此，吳女士被視為合共持有856,685,958股本公司股份。
- 劉女士為本公司董事施先生的妻子。於2010年6月30日，施先生持有Alexon全部已發行股本，故被視為持有本公司851,685,958股權益(見附註1)。因此，劉女士被視為持有共851,685,958股本公司股份。
- 於2010年6月30日，Frensham直接持有83,999,430股本公司股份，並持有Well Success逾三分之一已發行股本，故被視為持有851,685,958股本公司股份(見附註1)。Frensham為寶元的全資附屬公司，而寶元為裕元工業的全資附屬公司。裕元工業為Pou Hing的全資附屬公司，Pou Hing為裕元的全資附屬公司。Wealthplus為寶成的全資附屬公司，持有裕元逾三分之一已發行股本。因此，寶元、裕元工業、Pou Hing、裕元、Wealthplus及寶成均持有或被視為持有935,685,388股本公司股份。

## INTERESTS OF SUBSTANTIAL SHAREHOLDERS (CONTINUED)

### Short Positions in Shares

The Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company as at 30 June 2010.

## SHARE OPTIONS

The Company adopted a share option scheme on 22 October 2001 ("**2001 Scheme**").

During the six months ended 30 June 2010, the Group has no share option being granted, outstanding, lapsed or cancelled pursuant to 2001 scheme.

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("**Model Code**") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, each of them confirmed his compliance with the required standard set out in the Model Code during the six months ended 30 June 2010.

## 主要股東權益 (續)

### 股份短倉

於2010年6月30日，本公司概無獲悉本公司已發行股本中的任何其他相關權益或淡倉。

## 購股權

本公司於2001年10月22日採納購股權計劃(「**2001計劃**」)。

於截至2010年6月30日止六個月，概無購股權按2001計劃已被授出、行使、失效或註銷。

## 上市公司董事進行證券交易的標準 守則

本公司已採納上市規則附錄10所載列的標準守則(「標準守則」)。經董事具體查詢後，各董事已確認於截至2010年6月30日止六個月一直遵從標準守則的標準要求。

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

For the six months ended 30 June 2010, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

## **SHAREHOLDERS' COMMUNICATIONS**

The Board recognises the importance of maintaining an effective mutual communication with its stakeholders. Designated management staff meets with research analysts and institutional investors on an on-going basis and provides them with the latest and comprehensive information about the corporate developments of the Group. In addition, the Company utilises its website ([www.symphonyholdings.com](http://www.symphonyholdings.com)) as a channel to provide updated information in a timely manner in order to strengthen the communication with its stakeholders.

## **購買、出售及贖回本公司已上市股份**

於截至2010年6月30日止六個月，概無本公司或其任何附屬公司已購買、贖回或出售任何本公司的上市股份。

## **股東通訊**

本集團重視與其持份者雙向溝通的通要性，並會指派管理人員定期與研究分析師及企業投資者會面，向其等提供本集團的最新消息及企業發展等全面資訊。除此以外，本公司利用其網址 [www.symphonyholdings.com](http://www.symphonyholdings.com) 作為一個平台，即時提供本集團最新資訊，以加強與利益相關者的溝通。



# Information to Stakeholders 持份者資訊

48

symphony holdings limited 2010 interim report

## Interim Dividend

During the six months ended 30 June 2010, Directors do not recommend a payment of interim dividend (2009: Nil).

## Interim Report

The interim report of the Company for the six months ended 30 June 2010 printed in English and Chinese is available on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkex.com.hk>) and the Company (<http://www.symphonyholdings.com>).

## Registered Office

Address: Clarendon House, 2 Church Street,  
Hamilton, HM11, Bermuda

## Head Office and Principal Place of Business in Hong Kong

Address: 10/F, Island Place Tower, 510 King's Road,  
North Point, Hong Kong  
Email: [info@symphonyholdings.com](mailto:info@symphonyholdings.com)

## Principal Share Registrar and Transfer Office

Name: The Bank of Bermuda Limited  
Address: 6 Front Street, Hamilton HM11, Bermuda

## Hong Kong Branch Share Registrar and Transfer Office

Name: Tricor Tengis Limited  
Address: 26/F, Tesbury Centre, 28 Queen's Road East,  
Wanchai, Hong Kong  
Telephone: (852) 2980 1333  
Facsimile: (852) 2810 8185

## Stock Code

Exchange: 01223

## 中期股息

於截至2010年6月30日止六個月，董事會不建議派付中期股息(2009：無)。

## 中期報告

本公司截至2010年6月30日止六個月的中期報告，分別以英文及中文編製，已於香港交易及結算有限公司網頁(<http://www.hkex.com.hk>)及本公司網頁(<http://www.symphonyholdings.com>)刊載。

## 註冊辦事處

地址：Clarendon House, 2 Church Street,  
Hamilton, HM11, Bermuda

## 總辦事處及香港主要營業地點

地址：香港北角英皇道510號  
港運大廈10樓  
電郵：[info@symphonyholdings.com](mailto:info@symphonyholdings.com)

## 主要股份過戶登記處

名稱：The Bank of Bermuda Limited  
地址：6 Front Street, Hamilton HM11, Bermuda

## 股份過戶登記處香港分處

名稱：卓佳登捷時有限公司  
地址：香港灣仔皇后大道東28號  
金鐘匯中心26樓  
電話：(852) 2980 1333  
傳真：(852) 2810 8185

## 股份代號

聯交所：01223



SYMPHONY

