



**CENTURY GINWA RETAIL HOLDINGS LIMITED**

**世紀金花商業控股有限公司**

Stock Code 股份代號 : 162



**2011** Interim Report  
**中期報告**

# Financial Highlights

## 財務摘要

|                                       |           | For the six month ended 30 June |                  | Change |
|---------------------------------------|-----------|---------------------------------|------------------|--------|
|                                       |           | 2011                            | 2010             |        |
|                                       |           | HK\$'000                        | HK\$'000         |        |
|                                       |           | 二零一一年                           | 二零一零年            | 變動     |
|                                       |           | 千港元                             | 千港元              |        |
|                                       |           | (經重列)                           |                  |        |
| Turnover                              | 營業額       | 544,280                         | 327,369          | +66%   |
| Profit from operations                | 經營溢利      | 135,284                         | 89,005           | +52%   |
| Profit for the period                 | 本期內溢利     | 205,387                         | 86,244           | +138%  |
| Profit attributable to equity holders | 本公司股東應佔溢利 | 184,996                         | 62,592           | +196%  |
| Basic earnings per share              | 每股基本溢利    | 10.35 HK cents 港仙               | 3.70 HK cents 港仙 | +180%  |
| Cash generated from operations        | 經營業務產生之現金 | 127,097                         | 31,678           | +301%  |

  

|                         |         | At 30 June        | At 31 December    | Change |
|-------------------------|---------|-------------------|-------------------|--------|
|                         |         | 2011              | 2010              |        |
|                         |         | HK\$'000          | HK\$'000          |        |
|                         |         | 於                 | 於                 |        |
|                         |         | 二零一一年             | 二零一零年             | 變動     |
|                         |         | 六月三十日             | 十二月三十一日           |        |
|                         |         | 千港元               | 千港元               |        |
| Net assets of the Group | 本集團資產淨值 | 904,311           | 405,469           | +123%  |
| NAV per share           | 每股資產淨值  | 35.89 HK cents 港仙 | 22.85 HK cents 港仙 | +57%   |

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### *Executive and Non-executive Directors*

Mr. Wu Yijian (*Chairman*)  
Mr. Qiu Zhongwei (*Vice Chairman*)  
Mr. Choon Hoi Kit, Edwin (*Chief Executive Officer*)  
Mr. Qu Jiaqi  
Mr. Sha Yingjie  
Mr. Chen Shuai

#### *Independent Non-executive Directors*

Mr. Chan Wai Kwong, Peter  
Mr. Fu Wing Kwok, Ewing  
Mr. Tsang Kwok Wai  
Ms. Li Ling

### FINANCIAL CONTROLLER AND COMPANY SECRETARY

Mr. Chiu Ngam, Chris

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 1701-1703, 17/F, Dah Sing Financial Centre,  
108 Gloucester Road, Wanchai, Hong Kong

### PRINCIPAL BANKERS

Agricultural Bank of China  
Bank of China  
Industrial and Commercial Bank of China  
ICBC (Asia)  
Wing Lung Bank

### REGISTERED OFFICE

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### COMPANY WEB SITE

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

### 董事會

#### *執行與非執行董事*

吳一堅先生(主席)  
邱中偉先生(副主席)  
鄭開杰先生(行政總裁)  
曲家琪先生  
沙英杰先生  
陳帥先生

#### *獨立非執行董事*

陳為光先生  
傅榮國先生  
曾國偉先生  
厲玲女士

### 財務總監及公司秘書

趙岩先生

### 總辦事處兼主要營業地點

香港灣仔告士打道108號  
大新金融中心17樓1701-03室

### 主要往來銀行

中國農業銀行  
中國銀行  
中國工商銀行  
中國工商銀行(亞洲)  
永隆銀行

### 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### 公司網址

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

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# Corporate Information

## 公司資料

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Abacus Limited  
26/F Tesbury Centre  
28 Queen's Road East  
Hong Kong

### LEGAL ADVISERS

Li & Partners (Hong Kong Law)  
Conyers Dill & Pearman (Bermuda Law)

### AUDITORS

KPMG  
Certified Public Accountants

### AUDIT COMMITTEE MEMBERS

Mr. Fu Wing Kwok, Ewing (*Chairman*)  
Mr. Chen Shuai  
Mr. Chan Wai Kwong, Peter  
Mr. Tsang Kwok Wai  
Ms. Li Ling

### REMUNERATION COMMITTEE MEMBERS

Mr. Qiu Zhongwei (*Chairman*)  
Mr. Chen Shuai  
Mr. Chan Wai Kwong, Peter  
Mr. Fu Wing Kwok, Ewing  
Mr. Tsang Kwok Wai  
Ms. Li Ling

### BERMUDA PRINCIPAL SHARE REGISTRAR

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road,  
Pembroke HM 08  
Bermuda

### STOCK CODE

162

### 香港股份過戶登記分處

卓佳雅柏勤有限公司  
香港  
皇后大道東28號  
金鐘匯中心26樓

### 法律顧問

李偉斌律師行(香港法律)  
Conyers Dill & Pearman(百慕達法律)

### 核數師

畢馬威會計師事務所  
執業會計師

### 審核委員會成員

傅榮國先生(*主席*)  
陳帥先生  
陳為光先生  
曾國偉先生  
厲玲女士

### 薪酬委員會成員

邱中偉先生(*主席*)  
陳帥先生  
陳為光先生  
傅榮國先生  
曾國偉先生  
厲玲女士

### 百慕達主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited  
Rosebank Centre  
11 Bermudiana Road,  
Pembroke HM 08  
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### 股份代號

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# Consolidated Income Statement

## 綜合收益表

For the six months ended 30 June 2011 – unaudited 截至二零一一年六月三十日止六個月 — 未經審核  
(Expressed in Hong Kong dollars (“HK\$”)) (以港元 (「港元」) 列示)

|                                    |                 | Six months ended 30 June |           |
|------------------------------------|-----------------|--------------------------|-----------|
|                                    |                 | 截至六月三十日止六個月              |           |
|                                    |                 | 2011                     | 2010      |
|                                    |                 | HK\$'000                 | HK\$'000  |
|                                    |                 | (restated)               |           |
|                                    |                 | 二零一一年                    | 二零一零年     |
|                                    |                 | 千港元                      | 千港元       |
|                                    |                 | (經重列)                    |           |
| <b>Turnover</b>                    | <b>營業額</b>      | <b>544,280</b>           | 327,369   |
| Cost of sales                      | 銷售成本            | <b>(186,120)</b>         | (107,060) |
| <b>Gross profit</b>                | <b>毛利</b>       | <b>358,160</b>           | 220,309   |
| Other revenue                      | 其他收益            | <b>5,217</b>             | 17,462    |
| Other net income                   | 其他收入淨額          | <b>143</b>               | 98        |
| Selling expenses                   | 銷售開支            | <b>(27,374)</b>          | (17,811)  |
| Administrative expenses            | 行政開支            | <b>(200,862)</b>         | (131,053) |
| <b>Profit from operations</b>      | <b>經營溢利</b>     | <b>135,284</b>           | 89,005    |
| Finance income                     | 財務收入            | <b>110,431</b>           | 21,597    |
| <b>Profit before taxation</b>      | <b>除稅前溢利</b>    | <b>245,715</b>           | 110,602   |
| Income tax                         | 所得稅             | <b>(40,328)</b>          | (24,358)  |
| <b>Profit for the period</b>       | <b>期內溢利</b>     | <b>205,387</b>           | 86,244    |
| <b>Attributable to:</b>            | <b>由下列人士應佔：</b> |                          |           |
| Equity shareholders of the Company | 本公司股東           | <b>184,996</b>           | 62,592    |
| Non-controlling interests          | 非控股權益           | <b>20,391</b>            | 23,652    |
| <b>Profit for the period</b>       | <b>期內溢利</b>     | <b>205,387</b>           | 86,244    |
| <b>Earnings per share</b>          | <b>每股盈利</b>     |                          |           |
| Basic (HK\$ cents)                 | 基本(港仙)          | <b>10.35</b>             | 3.70      |
| Diluted (HK\$ cents)               | 攤薄(港仙)          | <b>0.27</b>              | 2.35      |

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The notes on pages 12 to 56 form part of this interim financial report.

第12至56頁之附註乃組成本中期財務報告之部份。

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the six months ended 30 June 2011 – unaudited 截至二零一一年六月三十日止六個月 – 未經審核

(Expressed in HK\$) (以港元列示)

|      |  | Six months ended 30 June<br>截至六月三十日止六個月 |                        |
|------|--|---|------------------------|
|      |  | 2011                                    | 2010                   |
|      |  | HK\$'000                                | HK\$'000<br>(restated) |
|      |  | 二零一一年                                   | 二零一零年                  |
|      |  | 千港元                                     | 千港元<br>(經重列)           |
| Note |  |   |                        |
| 附註   |  |   |                        |
|      | <b>Profit for the period</b>   | <b>205,387</b>                          | 86,244                 |
|      | <b>Other comprehensive income for the period (after tax and reclassification adjustments):</b> |   |                        |
|      | Available-for-sale financial assets:   |   |                        |
|      | net movement in fair value reserve   | 42                                      | -                      |
|      | Surplus on revaluation of buildings held for own use   | 113,674                                 | -                      |
|      | Exchange differences on translation into presentation currency                                 | 13,123                                  | 1,986                  |
|      | <b>Total comprehensive income for the period</b>   | <b>332,226</b>                          | 88,230                 |
|      | <b>Attributable to:</b>  |   |                        |
|      | Equity shareholders of the Company   | 311,590                                 | 64,384                 |
|      | Non-controlling interests  | 20,636                                  | 23,846                 |
|      | <b>Total comprehensive income for the period</b>   | <b>332,226</b>                          | 88,230                 |

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第12至56頁之附註乃組成本中期財務報告之部份。

# Consolidated Statement of Financial Position

## 綜合財務狀況表

At 30 June 2011 – unaudited 於二零一一年六月三十日 – 未經審核

(Expressed in HK\$) (以港元列示)

|  |            |                 | At<br>30 June<br>2011<br>HK\$'000<br>於<br>二零一一年<br>六月三十日<br>千港元 | At<br>31 December<br>2010<br>HK\$'000<br>於<br>二零一零年<br>十二月三十一日<br>千港元 |
|--|------------|-----------------|---|---|
|  | Note<br>附註 |                 |   |   |
| <b>Non-current assets</b>                    |            | <b>非流動資產</b>    |   |   |
| Fixed assets                                 | 9          | 固定資產            | 1,291,567   | 994,397   |
| Intangible assets                            | 10         | 無形資產            | 492,509   | 403,199   |
| Goodwill                                     | 11         | 商譽              | 1,307,255   | 1,081,609   |
| Loans receivables                            | 12         | 應收貸款            | 739,225   | 681,174   |
| Deferred tax assets                          | 21         | 遞延稅項資產          | 36,558  | 30,447  |
|  |            |                 | <b>3,867,114</b>  | <b>3,190,826</b>  |
| <b>Current assets</b>                        |            | <b>流動資產</b>     |   |   |
| Inventories                                  | 13         | 存貨              | 69,653  | 43,488  |
| Available-for-sale financial assets          | 14         | 可供出售金融資產        | 36,594  | –   |
| Trade and other receivables                  | 15         | 應收賬款及其他應收款      | 352,595   | 156,992   |
| Cash and cash equivalents                    | 16         | 現金及現金等值項目       | 233,280   | 115,101   |
|  |            |                 | <b>692,122</b>  | <b>315,581</b>  |
| <b>Current liabilities</b>                   |            | <b>流動負債</b>     |   |   |
| Trade and other payables                     | 17         | 應付賬款及其他應付款      | 1,439,258   | 1,198,103   |
| Bank loans                                   | 18(a)      | 銀行貸款            | 106,960   | 149,371   |
| Current taxation                             |            | 本期稅項            | 79,233  | 65,231  |
|  |            |                 | <b>1,625,451</b>  | <b>1,412,705</b>  |
| <b>Net current liabilities</b>               |            | <b>流動負債淨額</b>   | <b>(933,329)</b>  | <b>(1,097,124)</b>  |
| <b>Total assets less current liabilities</b> |            | <b>總資產減流動負債</b> | <b>2,933,785</b>  | <b>2,093,702</b>  |
| <b>Non-current liabilities</b>               |            | <b>非流動負債</b>    |   |   |
| Bank and other loans                         | 18(b)      | 銀行及其他貸款         | 211,034   | 216,821   |
| Unsecured notes                              | 19         | 無抵押票據           | 107,718   | 98,661  |
| Convertible notes                            | 20         | 可換股票據           | 1,535,724   | 1,275,102   |
| Deferred tax liabilities                     | 21         | 遞延稅項負債          | 174,998   | 97,649  |
|  |            |                 | <b>2,029,474</b>  | <b>1,688,233</b>  |
| <b>NET ASSETS</b>                            |            | <b>資產淨額</b>     | <b>904,311</b>  | <b>405,469</b>  |

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## Consolidated Statement of Financial Position (continued)

### 綜合財務狀況表(續)

At 30 June 2011 – unaudited 於二零一一年六月三十日 – 未經審核  
(Expressed in HK\$) (以港元列示)

|  |                    |      | At<br>30 June<br>2011<br>HK\$'000<br>於<br>二零一一年<br>六月三十日<br>千港元 | At<br>31 December<br>2010<br>HK\$'000<br>於<br>二零一零年<br>十二月三十一日<br>千港元 |
|--|--------------------|------|---|---|
|  |                    | Note |   |   |
|  |                    | 附註   |   |   |
| <b>CAPITAL AND RESERVES</b>  | <b>股本及儲備</b>       | 22   |   |   |
| Share capital  | 股本                 |      | 251,981   | 177,436   |
| Reserves   | 儲備                 |      | 544,413   | 134,979   |
| <b>Total equity attributable to equity shareholders of the Company</b> | <b>本公司股東應佔權益總額</b> |      | <b>796,394</b>  | 312,415   |
| <b>Non-controlling interests</b>                                       | <b>非控股權益</b>       |      | <b>107,917</b>  | 93,054  |
| <b>TOTAL EQUITY</b>  | <b>權益總額</b>        |      | <b>904,311</b>  | 405,469   |

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The notes on pages 12 to 56 form part of this interim financial report.

第12至56頁之附註乃組成本中期財務報告之部份。

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the six months ended 30 June 2011 – unaudited 截至二零一一年六月三十日止六個月 – 未經審核  
(Expressed in HK\$) (以港元列示)

|   |                              | Attributable to equity shareholders of the Company<br>本公司股東應佔 |               |                 |                    |                  |                    | Non-controlling interests |                           | Total equity |
|---|------------------------------|---|---------------|-----------------|--------------------|------------------|--------------------|---------------------------|---------------------------|--------------|
|   |                              | Share capital   | Share premium | Capital reserve | Statutory reserves | Exchange reserve | Accumulated losses | Total                     | Non-controlling interests | Total equity |
|   |                              | HK\$'000  | HK\$'000      | HK\$'000        | HK\$'000           | HK\$'000         | HK\$'000           | HK\$'000                  | HK\$'000                  | HK\$'000     |
|   |                              | 股本  | 股份溢價          | 資本儲備            | 法定儲備               | 匯兌儲備             | 累計虧損               | 總計                        | 非控股權益                     | 權益總額         |
|   |                              | 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          |
| <b>Balance at 1 January 2010</b>                                | <b>於二零一零年一月一日結餘</b>          |   |               |                 |                    |                  |                    |                           |                           |              |
| As previously reported  | 按先前呈報                        | 116,824   | 388,578       | 56,952          | 18,625             | 12,768           | (714,362)          | (120,615)                 | 85,652                    | (34,963)     |
| Prior periods' adjustments (Note 4)                             | 過往期間調整(附註4)                  | -   | (3,543)       | 73,448          | -                  | 1,855            | 251,012            | 322,772                   | (47,053)                  | 275,719      |
| As restated   | 經重列                          | 116,824   | 385,035       | 130,400         | 18,625             | 14,623           | (463,350)          | 202,157                   | 38,599                    | 240,756      |
| <b>Changes in equity for the six months ended 30 June 2010:</b> | <b>截至二零一零年六月三十日止六個月權益變動:</b> |   |               |                 |                    |                  |                    |                           |                           |              |
| Profit for the period (restated) (Note 4)                       | 期內溢利(經重列)(附註4)               | -   | -             | -               | -                  | -                | 62,592             | 62,592                    | 23,652                    | 86,244       |
| Other comprehensive income (restated) (Note 4)                  | 其他全面收益(經重列)(附註4)             | -   | -             | -               | -                  | 1,792            | -                  | 1,792                     | 194                       | 1,986        |
| Total comprehensive income for the period                       | 期內全面收益總額                     | -   | -             | -               | -                  | 1,792            | 62,592             | 64,384                    | 23,846                    | 88,230       |
| Equity-settled share-based transactions (Note 22(c))            | 以股份支付之股本交易(附註22(c))          | -   | -             | 105             | -                  | -                | -                  | 105                       | -                         | 105          |
| Shares issued on rights issue                                   | 於供股時發行股份                     | 58,412  | -             | (1,057)         | -                  | -                | 1,057              | 58,412                    | -                         | 58,412       |
| Transfer between reserves                                       | 儲備之間轉撥                       | -   | -             | (4,733)         | -                  | -                | 4,733              | -                         | -                         | -            |
| Transactions with equity holders of the Group                   | 與本集團股權持有人之交易                 | 58,412  | -             | (5,685)         | -                  | -                | 5,790              | 58,517                    | -                         | 58,517       |
| <b>Balance at 30 June 2010 (restated)</b>                       | <b>於二零一零年六月三十日結餘(經重列)</b>    | 175,236   | 385,035       | 124,715         | 18,625             | 16,415           | (394,968)          | 325,058                   | 62,445                    | 387,503      |

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The notes on pages 12 to 56 form part of this interim financial report.

第12至56頁之附註乃組成本中期財務報告之部份。

# Consolidated Statement of Changes in Equity (continued)

## 綜合權益變動表(續)

For the six months ended 30 June 2011 – unaudited 截至二零一一年六月三十日止六個月 – 未經審核  
(Expressed in HK\$) (以港元列示)

|  |  | Attributable to equity shareholders of the Company<br>本公司股東應佔 |                           |                             |                                |                              |                                | Non-controlling interests<br>非控股權益 |           | Total equity<br>總額 |
|--|--|---|---------------------------|-----------------------------|--------------------------------|------------------------------|--------------------------------|------------------------------------|-----------|--------------------|
|  |  | Share capital<br>HK\$'000                                     | Share premium<br>HK\$'000 | Capital reserve<br>HK\$'000 | Statutory reserves<br>HK\$'000 | Exchange reserve<br>HK\$'000 | Accumulated losses<br>HK\$'000 | Total<br>HK\$'000                  | HK\$'000  | HK\$'000           |
|  |  | 股本<br>千港元   | 股份溢價<br>千港元               | 資本儲備<br>千港元                 | 法定儲備<br>千港元                    | 匯兌儲備<br>千港元                  | 累計虧損<br>千港元                    | 總計<br>千港元                          | 權益<br>千港元 | 總額<br>千港元          |
| <b>Balance at 1 July 2010</b>  | 於二零一零年七月一日結餘                                 |   |                           |                             |                                |                              |                                |                                    |           |                    |
| As previously reported   | 按先前呈報  | 175,236   | 388,578                   | 52,324                      | 18,625                         | 17,483                       | (710,725)                      | (58,479)                           | 98,338    | 39,859             |
| Prior periods' adjustments (Note 4)  | 過往期間調整(附註4)                                  | -   | (3,543)                   | 72,391                      | -                              | (1,068)                      | 315,757                        | 383,537                            | (35,893)  | 347,644            |
| As restated  | 經重列  | 175,236   | 385,035                   | 124,715                     | 18,625                         | 16,415                       | (394,968)                      | 325,058                            | 62,445    | 387,503            |
| <b>Changes in equity for the six months ended 31 December 2010:</b>  | 截至二零一零年十二月三十一日止<br>六個月權益變動:                  |   |                           |                             |                                |                              |                                |                                    |           |                    |
| Profit for the period  | 期內溢利   | -   | -                         | -                           | -                              | -                            | 11,887                         | 11,887                             | 21,591    | 33,478             |
| Other comprehensive income   | 其他全面收益                                       | -   | -                         | -                           | -                              | 1,378                        | -                              | 1,378                              | 838       | 2,216              |
| Total comprehensive income for the period  | 期內全面收益總額                                     | -   | -                         | -                           | -                              | 1,378                        | 11,887                         | 13,265                             | 22,429    | 35,694             |
| Shares issued on the exercise of warrants (Note 22(d))   | 行使認股權證時發行股份(附註22(d))                         | 2,000   | 2,152                     | (152)                       | -                              | -                            | -                              | 4,000                              | -         | 4,000              |
| Shares issued under share option scheme (Note 22(c))   | 根據購股權計劃發行股份(附註22(c))                         | 200   | 733                       | (303)                       | -                              | -                            | -                              | 630                                | -         | 630                |
| Equity-settled share-based transactions (Note 22(c))   | 以股份支付之股本交易(附註22(c))                          | -   | -                         | 6,645                       | -                              | -                            | -                              | 6,645                              | -         | 6,645              |
| Effect on equity arising from the acquisitions of subsidiaries   | 收購附屬公司對股權之影響                                 | -   | -                         | -                           | -                              | -                            | -                              | -                                  | 8,180     | 8,180              |
| Effect on equity arising from the offsetting of loan receivable with convertible notes, the extinguishment and recognition of the convertible notes (Note 20(f)) | 因應收貸款與可換股票據對銷及其後註銷及確認可換股票據而對股權產生的影響(附註20(f)) | -   | -                         | (37,183)                    | -                              | -                            | -                              | (37,183)                           | -         | (37,183)           |
| Appropriation to reserves  | 轉撥至儲備  | -   | -                         | -                           | 17,765                         | -                            | (17,765)                       | -                                  | -         | -                  |
| Transactions with equity holders of the Group  | 與本集團股權持有人之交易                                 | 2,200   | 2,885                     | (30,993)                    | 17,765                         | -                            | (17,765)                       | (25,908)                           | 8,180     | (17,728)           |
| <b>Balance at 31 December 2010</b>   | 於二零一零年十二月三十一日結餘                              | 177,436   | 387,920                   | 93,722                      | 36,390                         | 17,793                       | (400,846)                      | 312,415                            | 93,054    | 405,469            |

The notes on pages 12 to 56 form part of this interim financial report.

第12至56頁之附註乃組成本中期財務報告之部份。

# Consolidated Statement of Changes in Equity (continued)

## 綜合權益變動表(續)

For the six months ended 30 June 2011 – unaudited 截至二零一一年六月三十日止六個月 – 未經審核  
(Expressed in HK\$) (以港元列示)

|  |               | Attributable to equity shareholders of the Company<br>本公司股東應佔 |  |  |  |  |   |   |   |                                |   |   |
|--|---------------|---|--|--|--|--|---|---|---|--------------------------------|---|---|
|  |               | Share capital<br>HK\$'000<br>股本<br>千港元                        | Share premium<br>HK\$'000<br>股份溢價<br>千港元 | Capital reserve<br>HK\$'000<br>資本儲備<br>千港元 | Property                                       |  |   |   | Accumulated losses<br>HK\$'000<br>累計虧損<br>千港元 | Total<br>HK\$'000<br>總計<br>千港元 | Non-controlling interests<br>HK\$'000<br>非控股權益<br>千港元 | Total equity<br>HK\$'000<br>權益總額<br>千港元 |
|  |               |   |  |  | Fair value reserve<br>HK\$'000<br>公允值儲備<br>千港元 | revaluation reserve<br>HK\$'000<br>重估儲備<br>千港元 | Statutory reserves<br>HK\$'000<br>法定儲備<br>千港元 | Exchange reserve<br>HK\$'000<br>匯兌儲備<br>千港元 |   |                                |   |   |
| Balance at 1 January 2011  | 於二零一一年一月一日結餘  | 177,436   | 387,920                                  | 93,722                                     | -  | -  | 36,390  | 17,793                                      | (400,846)                                     | 312,415                        | 93,054  | 405,469                                 |
| <b>Changes in equity for the six months ended 30 June 2011:</b>    |               |   |  |  |  |  |   |   |   |                                |   |   |
| Profit for the period  |               | -   | -  | -  | -  | -  | -   | -   | 184,996                                       | 184,996                        | 20,391  | 205,387                                 |
| Other comprehensive income   |               | -   | -  | -  | 42   | 113,674  | -   | 12,878                                      | -   | 126,594                        | 245   | 126,839                                 |
| Total comprehensive income for the period                          |               | -   | -  | -  | 42   | 113,674  | -   | 12,878                                      | 184,996                                       | 311,590                        | 20,636  | 332,226                                 |
| Shares issued on the conversion of convertible notes (Note 20(iv)) |               | 74,545  | 148,967                                  | -  | -  | -  | -   | -   | -   | 223,512                        | -   | 223,512                                 |
| Acquisition of non-controlling interests (Note 24)                 |               | -   | -  | (51,123)                                   | -  | -  | -   | -   | -   | (51,123)                       | (5,773)   | (56,896)                                |
| Transactions with equity holders of the Group                      |               | 74,545  | 148,967                                  | (51,123)                                   | -  | -  | -   | -   | -   | 172,389                        | (5,773)   | 166,616                                 |
| Balance at 30 June 2011  | 於二零一一年六月三十日結餘 | 251,981   | 536,887                                  | 42,599                                     | 42   | 113,674  | 36,390  | 30,671                                      | (215,850)                                     | 796,394                        | 107,917   | 904,311                                 |

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The notes on pages 12 to 56 form part of this interim financial report.

第12至56頁之附註乃組成本中期財務報告之部份。

# Condensed Consolidated Cash Flow Statement

## 簡明綜合現金流量表

For the six months ended 30 June 2011 – unaudited 截至二零一一年六月三十日止六個月 – 未經審核

(Expressed in HK\$) (以港元列示)

|  |                    | Six months ended 30 June<br>截至六月三十日止六個月 |                        |
|--|--------------------|---|------------------------|
|  |                    | 2011                                    | 2010                   |
|  |                    | HK\$'000                                | HK\$'000<br>(restated) |
|  |                    | 二零一一年                                   | 二零一零年                  |
|  |                    | 千港元                                     | 千港元<br>(經重列)           |
|  | Note<br>附註         |   |                        |
| Cash generated from operations                         | 經營業務產生之現金          | 127,097                                 | 31,678                 |
| Income tax paid  | 已繳所得稅              | (30,170)                                | (10,446)               |
| Net cash generated from operating activities           | 經營活動產生之淨現金         | 96,927                                  | 21,232                 |
| Net cash used in investing activities                  | 投資活動使用之淨現金         | (310,147)                               | (14,412)               |
| Net cash generated from/(used in) financing activities | 融資活動產生/(使用)之淨現金    | 328,601                                 | (37,489)               |
| Net increase/(decrease) in cash and cash equivalents   | 現金及現金等值項目之淨增加/(減少) | 115,381                                 | (30,669)               |
| Cash and cash equivalents at 1 January                 | 於一月一日之現金及現金等值項目    | 115,101                                 | 88,505                 |
| Effect of foreign exchange rate changes                | 外幣兌換率變動之影響         | 2,798                                   | 706                    |
| Cash and cash equivalents at 30 June                   | 於六月三十日之現金及現金等值項目   | 233,280                                 | 58,542                 |

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The notes on pages 12 to 56 form part of this interim financial report.

第12至56頁之附註乃組成本中期財務報告之部份。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

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### 1 CORPORATE INFORMATION

Century Ginwa Retail Holdings Limited (the "Company") was incorporated in Bermuda on 8 August 2000 as an exempted company with limited liability under the Bermuda Companies Act 1981. The shares of the Company were listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 23 October 2000. The condensed consolidated financial statements of the Company for the six months ended 30 June 2011 comprise the Company and its subsidiaries (collectively referred to as the "Group"). The principal activities of the Group are the operation of department stores in the People's Republic of China (the "PRC").

### 2 BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange, including compliance with Hong Kong Accounting Standard ("HKAS") 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"). It was authorised for issue on 25 August 2011.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2010 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2011 annual financial statements. Details of these changes in accounting policies are set out in Note 3.

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

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2010 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

### 1 公司資料

世紀金花商業控股有限公司(「本公司」)於二零零零年八月八日根據百慕達一九八一年公司法於百慕達註冊成立為獲豁免有限公司。本公司之股份於二零零零年十月二十三日起已在香港聯合交易所有限公司(「聯交所」)上市。本公司截至二零一一年六月三十日止六個月之簡明綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。本集團之主要業務為於中華人民共和國(「中國」)經營百貨公司。

### 2 編製基準

本中期財務報告乃根據聯交所證券上市規則之適用披露規定，包括遵照香港會計師公會(「香港會計師公會」)頒佈之《香港會計準則》(「香港會計準則」)第34號「中期財務報告」編製，並於二零一一年八月二十五日獲准刊發。

本中期財務報告乃根據與二零一零年全年財務報表所採納之相同會計政策編製，惟預期將於二零一一年全年財務報表反映之會計政策變動則作別論。此等會計政策變動之詳情載於附註3。

管理層需在編製符合《香港會計準則》第34號之中期財務報告時作出會影響會計政策應用，以及資產及負債、收入及支出按本年至今基準計算之報告金額之判斷、估計及假設。實際結果可能有別於估計數額。

本中期財務報告包括簡明綜合財務報表及若干選出之解釋附註。該等附註包括對了解本集團由二零一零年全年財務報表至今財務狀況及表現之變更屬重要之事項及交易之解釋。簡明綜合中期財務報表及相關附註並不包括根據《香港財務報告準則》(「香港財務報告準則」)對編製完整財務報表所要求之全部資料。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 2 BASIS OF PREPARATION (Continued)

The interim financial report is unaudited, but has been reviewed by KPMG 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. KPMG's independent review report to the board of directors of the Company is included on pages 57 and 58.

The financial information relating to the financial year ended 31 December 2010 that is included in the interim financial report as being previously reported information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements. Statutory financial statements for the year ended 31 December 2010 are available from the Company's registered office. The auditors have expressed an unqualified opinion on those financial statements in their report dated 22 March 2011.

As at 30 June 2011, the Group had net current liabilities of HK\$933,329,000. This condition indicates the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and, therefore, that the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. The condensed consolidated interim financial statements have been prepared on a going concern basis notwithstanding the net current liabilities of the Group at 30 June 2011 because the directors of the Company are of the opinion that based on a cash flow forecast of the Group for the twelve months ending 30 June 2012, the Group would have adequate funds to meet liabilities as and when they fall due at least twelve months from the end of the reporting period. Accordingly, the directors of the Company consider it is appropriate to prepare the condensed consolidated interim financial statements on a going concern basis.

### 2 編製基準(續)

本中期財務報告未經審核，惟已由畢馬威會計師事務所根據香港會計師公會頒佈之《香港審閱委聘準則》第2410號「由實體之獨立核數師執行之中期財務資料審閱」審閱。畢馬威會計師事務所致本公司董事會之獨立審閱報告載於第57及58頁。

本中期財務報告中關於截至二零一零年十二月三十一日止財政年度之財務資料為過去已報告之資料，並不構成本公司於該財政年度之法定財務報表，惟乃源自該等財務報表。截至二零一零年十二月三十一日止年度之法定財務報表可於本公司之註冊辦事處查閱。核數師已於二零一一年三月二十二日發表之報告中就該等財務報表作出無保留意見。

於二零一一年六月三十日，本集團的流動負債淨額為933,329,000港元。這情況顯示本集團持續經營之能力存在重大不明朗因素，故本集團有可能無法在正常營運下變賣資產及清償負債。儘管本集團於二零一一年六月三十日之流動負債淨額，簡明綜合中期財務報表乃按持續經營基準編製，乃由於本公司董事認為，根據本集團截至二零一二年六月三十日止十二個月之現金流預測，本集團將產生足夠資金以滿足自報告期末起至少十二個月內到期之負債。因此本公司董事認為，按持續經營基準編製簡明綜合中期財務報表乃屬適當。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 3 CHANGES IN ACCOUNTING POLICIES

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

- HKAS 24 (revised 2009), *Related party disclosures*. These developments have had no material impact on the contents of this interim financial report.
- Improvements to HKFRSs (2010). The "Improvements to HKFRSs (2010)" comprise a number of amendments to a range of HKFRSs and Interpretations which the HKICPA has issued as an omnibus batch of amendments. These amendments have had no material impact on the contents of this interim financial report.

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

### 4 CORRECTION OF PRIOR PERIODS' ERRORS

During the course of preparing the Group's interim financial statements for the six months ended 30 June 2011, it has come to the attention of the directors of the Company that the prior periods financial statements of the Group contained errors.

The following tables disclose the adjustments that have been made in order to rectify the errors stated in Notes 4(a) and 4(b) to each of the line items in the consolidated income statement, consolidated statement of comprehensive income and condensed consolidated cash flow statement for the six months ended 30 June 2010.

### 3 會計政策變動

香港會計師公會已頒佈多項經修訂《香港財務報告準則》及新詮釋，該等準則、修訂及新詮釋於本集團之本會計期間首次生效。其中包括下列與本集團財務報告有關之發展：

- 《香港會計準則》第24號(二零零九年經修訂)，*關連人士披露*。該等發展對本中期財務報告內容並無構成重大影響。
- 《香港財務報告準則》(二零一零年)之改進。「《香港財務報告準則》(二零一零年)之改進」包括對一系列香港財務報告準則及詮釋之多項修訂，而香港會計師公會已將修訂編纂成集。該等修訂對本中期財務報告之內容並無重大影響。

本集團於本會計期間並無應用任何尚未生效之新準則或詮釋。

### 4 糾正過往期間的錯誤

於編製本集團截至二零一一年六月三十日止六個月的中期財務報表時，本公司董事留意到本集團的過往期間財務報表出現錯誤。

下表披露已作出之調整以糾正附註4(a)及4(b)所述對截至二零一零年六月三十日止六個月之綜合收益表、綜合全面收益表及簡明綜合現金流量表中各會計項目之錯誤。



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

Consolidated Income Statement for the six months ended 30

June 2010

### 4 糾正過往期間的錯誤(續)

截至二零一零年六月三十日止六個月之

綜合收益表

|  |                  | Effect of prior periods' adjustments                                       |  |  |  |                               | For the six months ended 30 June 2010 (as restated)<br>HK\$'000 |
|--|------------------|--|--|--|--|-------------------------------|---|
|  |                  | For the six months ended 30 June 2010 (as previously reported)<br>HK\$'000 | Initial recognition and subsequent measurements on assets acquired and liabilities assumed in a business combination<br>HK\$'000 (Note 4(a)) | Adjustments for expenses<br>HK\$'000 (Note 4(b)) | Reclassification<br>HK\$'000 (Note 29) | Total adjustments<br>HK\$'000 |   |
| Turnover   | 營業額              | 325,252  | -  | (1,280)  | 3,397                                  | 2,117                         | 327,369   |
| Cost of sales  | 銷售成本             | (93,733)   | -  | 256  | (13,583)                               | (13,327)                      | (107,060)   |
| <b>Gross profit</b>  | <b>毛利</b>        | <b>231,519</b>   | <b>-</b>   | <b>(1,024)</b>                                   | <b>(10,186)</b>                        | <b>(11,210)</b>               | <b>220,309</b>  |
| Other revenue  | 其他收益             | 42,082   | -  | 15,065   | (39,685)                               | (24,620)                      | 17,462  |
| Other net income   | 其他收入淨額           | -  | -  | -  | 98                                     | 98                            | 98  |
| Selling expenses   | 銷售開支             | (25,034)   | -  | (378)  | 7,601                                  | 7,223                         | (17,811)  |
| Administrative expenses  | 行政開支             | (137,116)  | 770  | (4,870)  | 10,163                                 | 6,063                         | (131,053)   |
| Equity settled share-based payment expense for share options granted | 就授出購股權以股份支付之股本付款 | (106)  | -  | -  | 106                                    | 106                           | -   |
| Loss on partial redemption of convertible bonds                      | 贖回部份可換股債券之虧損     | (4,760)  | -  | -  | 4,760                                  | 4,760                         | -   |
| <b>Profit from operations</b>  | <b>經營溢利</b>      | <b>106,585</b>   | <b>770</b>   | <b>8,793</b>                                     | <b>(27,143)</b>                        | <b>(17,580)</b>               | <b>89,005</b>   |
| Finance costs  | 財務費用             | (69,351)   | 66,832   | (3,027)  | 27,143                                 | 90,948                        | 21,597  |
| <b>Profit before taxation</b>  | <b>除稅前溢利</b>     | <b>37,234</b>  | <b>67,602</b>  | <b>5,766</b>                                     | <b>-</b>                               | <b>73,368</b>                 | <b>110,602</b>  |
| Income tax   | 所得稅              | (25,645)   | (193)  | 1,480  | -                                      | 1,287                         | (24,358)  |
| <b>Profit for the period</b>   | <b>期內溢利</b>      | <b>11,589</b>  | <b>67,409</b>  | <b>7,246</b>                                     | <b>-</b>                               | <b>74,655</b>                 | <b>86,244</b>   |
| Attributable to:   | 由下列人士應佔：         |  |  |  |  |                               |   |
| Equity shareholders of the Company                                   | 本公司股東            | (1,097)  | 58,608   | 5,081  | -                                      | 63,689                        | 62,592  |
| Non-controlling interests  | 非控股權益            | 12,686   | 8,801  | 2,165  | -                                      | 10,966                        | 23,652  |
| <b>Profit for the period</b>   | <b>期內溢利</b>      | <b>11,589</b>  | <b>67,409</b>  | <b>7,246</b>                                     | <b>-</b>                               | <b>74,655</b>                 | <b>86,244</b>   |
| Earnings per share   | 每股盈利             |  |  |  |  |                               |   |
| Basic (HK\$ cents)   | 基本(港仙)           | (0.06)   | 3.46   | 0.30   | -                                      | 3.76                          | 3.70  |
| Diluted (HK\$ cents)   | 攤薄(港仙)           | N/A不適用   | 2.22   | 0.13   | -                                      | 2.35                          | 2.35  |

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

Consolidated Statement of Comprehensive Income for the six months ended 30 June 2010

### 4 糾正過往期間的錯誤(續)

截至二零一零年六月三十日止六個月之綜合全面收益表

|  |                     | Effect of prior periods' adjustments<br>過往期間調整的影響                       |  |                             |                   |   |
|--|---------------------|---|--|-----------------------------|-------------------|---|
|  |                     | For the six months<br>ended 30 June 2010<br>(as previously<br>reported) | Initial recognition<br>and subsequent<br>measurements on<br>assets acquired and<br>liabilities assumed<br>in a business<br>combination | Adjustments<br>for expenses | Total adjustments | For the six months<br>ended 30 June 2010<br>(as restated) |
|  |                     | HK\$'000  | HK\$'000<br>(Note 4(a))  | HK\$'000<br>(Note 4(b))     | HK\$'000          | HK\$'000  |
|  |                     | 截至二零一零年<br>六月三十日止<br>六個月<br>(誠如先前所呈報)<br>千港元                            | 於業務合併中<br>對所收購資產及<br>所承擔負債之初步<br>確認及其後計量<br>千港元<br>(附註4(a))  | 開支調整<br>千港元<br>(附註4(b))     | 調整總額<br>千港元       | 截至二零一零年<br>六月三十日止<br>六個月<br>(經重列)<br>千港元                  |
| Profit for the period  | 期內溢利                | 11,589  | 67,409   | 7,246                       | 74,655            | 86,244  |
| Other comprehensive income for the period<br>(before and after tax): | 期內其他全面收益<br>(除稅前後): |   |  |                             |                   |   |
| Exchange differences on translation into<br>presentation currency    | 換算為呈列貨幣之匯兌差額        | 4,715   | (2,129)  | (600)                       | (2,729)           | 1,986   |
| Total comprehensive income for the period                            | 期內全面收益總額            | 16,304  | 65,280   | 6,646                       | 71,926            | 88,230  |
| Attributable to:   | 由下列人士應佔:            |   |  |                             |                   |   |
| Equity shareholders of the Company                                   | 本公司股東               | 3,618   | 56,979   | 3,787                       | 60,766            | 64,384  |
| Non-controlling interests  | 非控股權益               | 12,686  | 8,301  | 2,859                       | 11,160            | 23,846  |
| Total comprehensive income for the period                            | 期內全面收益總額            | 16,304  | 65,280   | 6,646                       | 71,926            | 88,230  |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

Consolidated Statement of Changes in Equity for the six months ended 30 June 2010

### 4 糾正過往期間的錯誤(續)

截至二零一零年六月三十日止六個月之綜合權益變動表

|  |                    | Effect of prior periods' adjustments<br>過往期間調整的影響  |                          |                  |                   |                               |                |  |
|--|--------------------|--|--------------------------|------------------|-------------------|-------------------------------|----------------|--|
|  |                    | Initial recognition and subsequent measurements on assets acquired and liabilities assumed in a business combination | Adjustments for expenses | Reclassification | Total adjustments | At 30 June 2010 (as restated) |                |  |
| At 30 June 2010 (as previously reported)                               |                    | in a business combination  | for expenses             | Reclassification | Total adjustments | At 30 June 2010 (as restated) |                |  |
| HK\$'000   |                    | HK\$'000   | HK\$'000                 | HK\$'000         | HK\$'000          | HK\$'000                      |                |  |
| (Note 4(a))  |                    | (Note 4(a))  | (Note 4(b))              | (Note 29)        |                   |                               |                |  |
| 於二零一零年六月三十日<br>(誠如先前所呈報)   |                    | 於業務合併中對所收購資產及所承擔負債之初步確認及其後計量   | 開支調整                     | 重新分類             | 調整總額              | 於二零一零年六月三十日<br>(經重列)          |                |  |
| 千港元  |                    | 千港元  | 千港元                      | 千港元              | 千港元               | 千港元                           |                |  |
|  |                    | (附註4(a))   | (附註4(b))                 | (附註29)           |                   |                               |                |  |
| Share capital  | 股本                 | 175,236  | -                        | -                | -                 | 175,236                       |                |  |
| Share premium  | 股份溢價               | 388,578  | (3,648)                  | -                | 105               | 385,035                       |                |  |
| Capital reserve  | 資本儲備               | 52,324   | 73,553                   | -                | (1,162)           | 124,715                       |                |  |
| Statutory reserves   | 法定儲備               | 18,625   | -                        | -                | -                 | 18,625                        |                |  |
| Exchange reserve   | 匯兌儲備               | 17,483   | 1,909                    | (2,977)          | -                 | 16,415                        |                |  |
| Accumulated losses   | 累計虧損               | (710,725)  | 272,769                  | 41,931           | 1,057             | (394,968)                     |                |  |
| <b>Total equity attributable to equity shareholders of the Company</b> | <b>本公司股東應佔權益總額</b> | <b>(58,479)</b>  | <b>344,583</b>           | <b>38,954</b>    | <b>-</b>          | <b>383,537</b>                | <b>325,058</b> |  |
| <b>Non-controlling interests</b>                                       | <b>非控股權益</b>       | <b>98,338</b>  | <b>(35,760)</b>          | <b>(133)</b>     | <b>-</b>          | <b>(35,893)</b>               | <b>62,445</b>  |  |
| <b>Total equity</b>  | <b>權益總額</b>        | <b>39,859</b>  | <b>308,823</b>           | <b>38,821</b>    | <b>-</b>          | <b>347,644</b>                | <b>387,503</b> |  |

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

Condensed Consolidated Cash flow Statement for the six months ended 30 June 2010

### 4 糾正過往期間的錯誤(續)

截至二零一零年六月三十日止六個月之簡明綜合現金流量表

|   |                  | For the<br>six months ended<br>30 June 2010<br>(as previously<br>reported)<br>HK\$'000 | Reclassification<br>HK\$'000<br>(Note 29) | For the<br>six months ended<br>30 June 2010<br>(as restated)<br>HK\$'000 |
|---|------------------|--|---|--|
|   |                  | 截至二零一零年<br>六月三十日止<br>六個月<br>(誠如先前所呈報)<br>千港元   | 重新分類<br>千港元<br>(附註29)                     | 截至二零一零年<br>六月三十日止<br>六個月<br>(經重列)<br>千港元                                 |
| Cash (used in)/ generated from operations               | 經營業務(使用)/產生之現金   | (8,345)  | 40,023                                    | 31,678   |
| Income tax paid   | 已繳所得稅            | (5,777)  | (4,669)                                   | (10,446)   |
| Net cash (used in)/generated from operating activities  | 經營活動(使用)/產生之淨現金  | (14,122)   | 35,354                                    | 21,232   |
| Net cash generated from/ (used in) investing activities | 投資活動產生/(使用)之淨現金  | 23,173   | (37,585)                                  | (14,412)   |
| Net cash used in financing activities                   | 融資活動所用之淨現金       | (39,720)   | 2,231                                     | (37,489)   |
| Net decrease in cash and cash equivalents               | 現金及現金等值項目減少淨額    | (30,669)   | -   | (30,669)   |
| Cash and cash equivalents at 1 January                  | 於一月一日之現金及現金等值項目  | 88,505   | -   | 88,505   |
| Effect of foreign exchange rate changes                 | 外匯匯率變動之影響        | 706  | -   | 706  |
| Cash and cash equivalents at 30 June                    | 於六月三十日之現金及現金等值項目 | 58,542   | -   | 58,542   |

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

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### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

#### (a) Initial recognition and subsequent measurements on assets acquired and liabilities assumed in a business combination completed in 2008

On 25 September 2007, the Group, through a wholly owned subsidiary, entered into an agreement with Ginwa Investments Limited ("Ginwa Investments") to acquire Ginwa Investments' 76.43% equity interests in Century Ginwa Joint Stock Company Limited ("Ginwa Bell Tower") for a consideration of HK\$1,091,142,000, comprised cash consideration of Renminbi ("RMB")180,000,000 and the Company's issuance of convertible notes with a face value of HK\$1,231,612,200. The acquisition was completed on 31 August 2008. It has come to the attention of the directors of the Company that the previous accounting treatments adopted in relation to this acquisition including the related subsequent measurements were not compliant with HKFRS 3, *Business combinations*, as follows:

- intangible assets (trademark-use-right) and related deferred tax liabilities of the acquiree were not identified and recognised at the acquisition date; and

non-current loans receivables of the acquiree were not measured at their fair values at the acquisition date by taking into account the effect of discounting.

As a result of the above adjustments to the identifiable net assets acquired and the below adjustments to the convertible notes issued, a different amount of goodwill has been recognised. In addition, due to the adjustment made to loans receivables, the Group has also adjusted the related amounts of interest income for each accounting period using the effective interest method. The intangible assets (trademark-use-right) are assessed to be indefinite.

### 4 糾正過往期間的錯誤(續)

#### (a) 對於二零零八年完成的業務合併中所收購資產及所承擔負債的初步確認及其後計量

於二零零七年九月二十五日，本集團透過一間全資附屬公司與金花投資有限公司(「金花投資」)訂立協議，以收購金花投資於世紀金花股份有限公司(「金花鐘樓」)的76.43%股權，涉及代價為1,091,142,000港元，包括現金代價人民幣(「人民幣」)180,000,000元及本公司發行面值為1,231,612,200港元的可換股票據。該收購已於二零零八年八月三十一日完成。本公司董事留意到過往所採用有關是次收購的會計處理方法包括相關其後計量並無遵守香港財務報告準則第3號業務合併的規定。

- 被收購方的無形資產(商標使用權)及相關遞延稅項負債並無在收購日期識別及確認；及

被收購方的非即期應收貸款並無計算貼現的影響下在收購日期以公允值計量。

因應上述對所收購可識別資產淨值的調整及下文對已發行可換股票據的調整，已確認商譽的不同金額。此外，由於對應收貸款作出調整，本集團亦已採用實際利息法調整各會計期間的相關利息收入。無形資產(商標使用權)被評估為無限期。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

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### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

#### (a) Initial recognition and subsequent measurements on assets acquired and liabilities assumed in a business combination completed in 2008

(Continued)

- Previously the convertible notes issued as part of the consideration were accounted for by the Group as containing a liability component and a derivative component (i.e. a conversion option). But after revisiting the terms of the convertible notes, the directors of the Company consider that the convertible notes should have been accounted for as compound financial instruments containing a liability component, an equity component and a derivative component (i.e. a call option). Adjustments have been made accordingly.

As a result of the adjustment made to the liability component of the convertible notes, the Group has also adjusted the related amounts of interest charges for each accounting period using the effective interest method. In addition, due to the identification of a new derivative financial instrument, the Group has re-measured the derivative financial instrument at the end of each reporting period using a binomial lattice model, and adjusted the amounts of changes in fair value for each accounting period.

- Given the change in value of the amount of goodwill arising from the above acquisition, the directors of the Company have reassessed whether the goodwill may be impaired at the end of each reporting period. In assessing the recoverable amount, the directors have revisited the cash flow forecast previously adopted and concluded that such cash flow forecast contained errors. As a result, adjustments were made to the cash flow forecast, and consequently, the reversal of the previously overstatement of impairment loss on goodwill.

### 4 糾正過往期間的錯誤(續)

#### (a) 對於二零零八年完成的業務合併中所收購資產及所承擔負債的初步確認及其後計量(續)

- 作為部份代價而發行之可換股票據之前乃由本集團作為包含負債部份及衍生部份(即可轉換權)入賬。但於重新查看可換股票據之條款後，本公司董事認為，可換股票據應作為包含負債部份、權益部份及衍生部份(即認購期權)之複合金融工具入賬，因此，已作出調整。

由於對可換股票據之負債部份作出之調整，本集團已使用實際利息法調整各會計期間之相關利息費用。此外，由於確認一項新衍生金融工具，本集團已於各報告期末使用二項式點陣模式重新計量衍生金融工具並調整各會計期間之公允值變動金額。

- 鑑於上述收購產生之商譽之價值變動，本公司董事已於各報告期末重估商譽有否出現減值。於評估可收回金額時，董事已重新查看之前所採用之現金流量預測並認為有關現金流量預測存在錯誤。因此，已對現金流量預測作出調整，並隨後對先前超出的商譽減值虧損作出撥回。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 4 CORRECTION OF PRIOR PERIODS' ERRORS

(Continued)

#### (b) Other adjustments to expenses recognised in prior periods

The following errors in connection with expenses recognised in prior periods have also been identified as follows:

- (i) The Group has implemented a customer loyalty programme for its department store operations since the commencement of operations of each department store, but did not account for such programme in accordance with HK(IFRIC) 13, *Customer loyalty programmes*. Accordingly, the Group has made adjustments upon the adoption of HK(IFRIC) 13.
- (ii) The Group leases certain properties for its department stores. Under the terms of the leases, the Group is entitled to rent-free periods. Previously such incentives had not been taken into account by the Group when determining the operating lease charges for each accounting period and, consequently, the Group has made adjustments in accordance with the accounting policy on leased assets adopted in the 2010 annual financial statements.
- (iii) The Group previously depreciated certain leasehold improvements over their estimated useful lives, which are longer than their respective lease terms and was not in accordance with the Group's accounting policy on fixed assets adopted in the 2010 annual financial statements. Consequently, the Group has made adjustments to depreciate leasehold improvements over the shorter of their estimated useful lives or lease terms.

### 4 糾正過往期間的錯誤(續)

#### (b) 於過往期間確認開支之其他調整

本集團亦已識別有關於過往期間確認開支之錯誤如下：

- (i) 本集團自各百貨公司啟業時已對其百貨公司實施客戶忠誠度計劃，惟並無根據《香港(國際財務報告詮釋委員會)詮釋第13號》客戶忠誠度計劃將該計劃入賬。因此，本集團已於採納《香港(國際財務報告詮釋委員會)詮釋第13號》時作出調整。
- (ii) 本集團為其百貨公司租得若干物業。根據租賃條款，本集團享有免租期。過往，本集團於釐定各會計期間之經營租賃費用時並無計及該等獎勵，而後，本集團已根據二零一零年全年財務報表所採納之租賃資產會計政策作出調整。
- (iii) 本集團過往對其若干租賃物業裝修以其估計使用期(較其各自之租賃期長)進行折舊，而並無根據二零一零年全年財務報表所採納之本集團的固定資產會計政策行事。其後，本集團已按其估計使用期或租賃期兩者之較短者作出調整，以對租賃物業裝修進行折舊。

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### 5 SEGMENT REPORTING

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

- Department stores: this segment comprises 8 department store operations.
- Supermarkets: this segment comprises 5 supermarket operations.

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

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

Revenue and expenses are allocated to the reportable segments with reference to revenue and net income generated by those segments and the expenses incurred by those segments. However, assistance provided by one segment to another is not measured.

The measure used for reporting segment profit is "adjusted EBITDA" i.e. "adjusted earnings before interest, taxes, depreciation and amortisation", where "interest" is regarded as including interest and investment income and "depreciation and amortisation" is regarded as including impairment losses on tangible and intangible assets. To arrive at adjusted EBITDA, the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as head office or corporate administration costs. No inter-segment sales have occurred for the six months ended 30 June 2011 and 2010.

Assets and liabilities are not monitored by the Group's senior executive management based on segments.

### 5 分部報告

本集團透過業務類型管理其業務。就資源分配及表現評估而言，為符合向本集團之最高級管理層作內部報告資料方式，本集團已按以下兩個可報告分部進行呈報。概無經營分部合併以構成以下可報告分部：

- 百貨公司：此分部包括八家百貨公司業務。
- 超級市場：此分部包括五家超級市場業務。

#### (a) 分部業績、資產及負債

就於分部間評估分部表現及分配資源而言，本集團之高級管理層監測各個可報告分部之應佔業績，其基準如下：

收益及開支分配至可報告分部，乃參照該等分部所產生收益及收入淨額以及該等分部所產生開支。然而，分部之間所提供支援並不予計量。

用於報告分部溢利之方法為「經調整EBITDA」，即「經調整之未計利息、稅項、折舊及攤銷前之溢利」，其中「利息」包括利息、投資收入，而「折舊及攤銷」包括有形資產及無形資產之減值虧損。為計算經調整EBITDA，本集團之盈利乃對並未被專門指定屬於個別分部之項目作出進一步調整，如總部或公司行政成本。於截至二零一一年及二零一零年六月三十日止六個月，內部分部間並無銷售。

資產及負債並無經由本集團之高級管理層按分部監測。



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 5 SEGMENT REPORTING (Continued)

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

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the six months ended 30 June 2011 and 2010 is set out below.

### 5 分部報告(續)

#### (a) 分部業績、資產及負債(續)

以下所載有關本集團之可報告分部資料乃提供予本集團之最高級管理層，以供彼等就截至二零一一年及二零一零年六月三十日止六個月分配資源及評估分部表現。

|  |                    | Six months ended 30 June 2011<br>截至二零一一年六月三十日止六個月 |              |          |
|--|--------------------|---|--------------|----------|
|  |                    | Department  |              | Total    |
|  |                    | stores  | Supermarkets |          |
|  |                    | HK\$'000  | HK\$'000     | HK\$'000 |
|  |                    | 百貨公司  | 超級市場         | 合計       |
|  |                    | 千港元   | 千港元          | 千港元      |
| Revenue from external customers and reportable segment revenue | 外來客戶之收益及可報告分部收益    | 524,361   | 19,919       | 544,280  |
| Reportable segment profit (adjusted EBITDA)                    | 可報告分部溢利(經調整EBITDA) | 272,527   | 2,087        | 274,614  |
|  |                    | Six months ended 30 June 2010<br>截至二零一零年六月三十日止六個月 |              |          |
|  |                    | Department stores                                 |              | Total    |
|  |                    | HK\$'000  |              | HK\$'000 |
|  |                    | 百貨公司  |              | 合計       |
|  |                    | 千港元   |              | 千港元      |
| Revenue from external customers and reportable segment revenue | 外來客戶之收益及可報告分部收益    |   |              | 327,369  |
| Reportable segment profit (adjusted EBITDA)                    | 可報告分部溢利(經調整EBITDA) |   |              | 155,405  |

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### 5 SEGMENT REPORTING (Continued)

#### (b) Reconciliation of reportable segment profit

|                           |         | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|---------------------------|---------|---|---|
|                           |         | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(Note 29)<br>二零一零年<br>千港元<br>(附註29) |
| Reportable segment profit | 可報告分部溢利 | 274,614                                 | 155,405   |
| Other revenue             | 其他收益    | 1,297                                   | 901   |
| Other net loss            | 其他虧損淨額  | (563)                                   | (949)   |
| Depreciation              | 折舊      | (28,109)                                | (11,437)  |
| Finance income            | 財務收入    | 110,431                                 | 21,597  |
| Unallocated expenses      | 未分配開支   | (111,955)                               | (54,915)  |
| Profit before taxation    | 除稅前溢利   | 245,715                                 | 110,602   |

### 6 PROFIT BEFORE TAXATION

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

#### (a) Finance income

### 6 除稅前溢利

除稅前溢利已扣除/(計入):

#### (a) 財務收入

|   |                  | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|---|------------------|---|---|
|   |                  | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Interest expenses on bank and other loans                               | 銀行及其他貸款之利息支出     | 13,284                                  | 8,138   |
| Finance charges on unsecured and convertible notes                      | 無抵押票據及可換股票據之財務支出 | 80,638                                  | 43,047  |
| Bank charges and other finance costs                                    | 銀行費用及其他財務費用      | 5,734                                   | 3,366   |
| Total borrowing costs   | 總借貸成本            | 99,656                                  | 54,551  |
| Finance income on loans receivables                                     | 應收貸款之財務收入        | (41,849)                                | (62,189)  |
| Changes in fair value on the derivative components of convertible notes | 可換股票據之衍生部份公允值變動  | (168,238)                               | (18,043)  |
| Net loss on redemption of convertible notes                             | 贖回可換股票據之虧損淨額     | -                                       | 4,084   |
|   |                  | (110,431)                               | (21,597)  |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 6 PROFIT BEFORE TAXATION (Continued)

#### (b) Staff costs

|  |                         | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|--|-------------------------|---|---|
|  |                         | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Salaries, wages and other benefits                           | 薪金、工資及其他福利              | 58,480                                  | 31,897  |
| Contributions to defined contribution retirement plans       | 向定額供款退休計劃供款             | 3,109                                   | 2,639   |
| Equity-settled share-based payment expenses (see Note 22(c)) | 按股權結算以股份支付之支出(見附註22(c)) | -                                       | 105   |
|  |                         | <b>61,589</b>                           | <b>34,641</b>   |

#### (c) Other items

|  |                | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|--|----------------|---|---|
|  |                | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Depreciation (Note 9)                                      | 折舊(附註9)        | 28,109                                  | 11,437  |
| Operating lease charges in respect of:                     | 有關以下各項之經營租賃費用： |   |   |
| - buildings  | - 樓宇           | 58,486                                  | 62,381  |
| - motor vehicles   | - 運輸工具         | 856                                     | 819   |
| - contingent rentals on property rentals                   | - 物業租金之或然租金    | 1,456                                   | 1,501   |
| Net loss on disposal of fixed assets                       | 處置固定資產之虧損淨額    | 563                                     | 949   |
| Interest income  | 利息收入           | (1,052)                                 | (901)   |
| Investment income from available-for-sale financial assets | 可供出售金融資產之投資收入  | (245)                                   | -   |
| Cost of inventories sold (Note 13)                         | 已售存貨成本(附註13)   | 149,721                                 | 91,019  |

### 6 除稅前溢利(續)

#### (b) 員工成本

|  |                         | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|--|-------------------------|---|---|
|  |                         | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Salaries, wages and other benefits                           | 薪金、工資及其他福利              | 58,480                                  | 31,897  |
| Contributions to defined contribution retirement plans       | 向定額供款退休計劃供款             | 3,109                                   | 2,639   |
| Equity-settled share-based payment expenses (see Note 22(c)) | 按股權結算以股份支付之支出(見附註22(c)) | -                                       | 105   |
|  |                         | <b>61,589</b>                           | <b>34,641</b>   |

#### (c) 其他項目

|  |                | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|--|----------------|---|---|
|  |                | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Depreciation (Note 9)                                      | 折舊(附註9)        | 28,109                                  | 11,437  |
| Operating lease charges in respect of:                     | 有關以下各項之經營租賃費用： |   |   |
| - buildings  | - 樓宇           | 58,486                                  | 62,381  |
| - motor vehicles   | - 運輸工具         | 856                                     | 819   |
| - contingent rentals on property rentals                   | - 物業租金之或然租金    | 1,456                                   | 1,501   |
| Net loss on disposal of fixed assets                       | 處置固定資產之虧損淨額    | 563                                     | 949   |
| Interest income  | 利息收入           | (1,052)                                 | (901)   |
| Investment income from available-for-sale financial assets | 可供出售金融資產之投資收入  | (245)                                   | -   |
| Cost of inventories sold (Note 13)                         | 已售存貨成本(附註13)   | 149,721                                 | 91,019  |

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 7 INCOME TAX

### 7 所得稅

|   |            | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|---|------------|---|---|
|   |            | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Provision for PRC income tax for the period | 期內中國所得稅撥備  | 42,069                                  | 25,576  |
| Deferred taxation (Note 21)                 | 遞延稅項(附註21) | (1,741)                                 | (1,218)   |
|   |            | <b>40,328</b>                           | <b>24,358</b>   |

No provision for Hong Kong Profits Tax has been made, as the Company and the subsidiaries of the Group incorporated in Hong Kong did not have assessable profits subject to Hong Kong Profits Tax for the six months ended 30 June 2011 (six months ended 30 June 2010: HK\$Nil).

由於本公司及本集團於香港註冊成立之附屬公司截至二零一一年六月三十日止六個月並無須繳納香港利得稅之應課稅溢利(截至二零一零年六月三十日止六個月：零港元)，故並未就香港利得稅作出撥備。

The subsidiaries of the Group incorporated in countries other than the PRC and Hong Kong are not subject to any income tax pursuant to the rules and regulations of their respective countries of incorporation.

本集團於中國及香港以外國家註冊成立之附屬公司根據其各自所在註冊國家之法律及法規毋須繳納任何所得稅。

The PRC subsidiaries of the Group are subject to PRC Corporate Income Tax rate of 25% for the six months ended 30 June 2011 (six months ended 30 June 2010: 15% to 25%).

截至二零一一年六月三十日止六個月，本集團之中國附屬公司須繳納中國企業所得稅之稅率為25% (截至二零一零年六月三十日止六個月：15%至25%)。

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 8 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share for the six months ended 30 June 2011 is based on the profit attributable to equity shareholders of the Company of HK\$184,996,000 (six months ended 30 June 2010: HK\$62,592,000 (restated)) and the weighted average of 1,786,717,000 ordinary shares (six months ended 30 June 2010: 1,691,045,000 ordinary shares) in issue during the period, calculated as follows:

#### (i) Weighted average number of ordinary shares

|  |                     | Six months ended 30 June<br>截至六月三十日止六個月 |                             |
|--|---------------------|---|-----------------------------|
|  |                     | 2011<br>'000<br>二零一一年<br>千股             | 2010<br>'000<br>二零一零年<br>千股 |
| Issued ordinary shares at 1 January                    | 於一月一日之已發行普通股        | 1,774,361                               | 1,168,241                   |
| Effect of rights issue                                 | 供股之影響               | -                                       | 522,804                     |
| Effect of conversion of convertible notes (Note 22(b)) | 轉換可換股票據之影響(附註22(b)) | 12,356                                  | -                           |
| Weighted average number of ordinary shares at 30 June  | 於六月三十日之普通股加權平均數     | 1,786,717                               | 1,691,045                   |

### 8 每股盈利

#### (a) 每股基本盈利

截至二零一一年六月三十日止六個月之每股基本盈利是依據本公司股東應佔溢利184,996,000港元(截至二零一零年六月三十日止六個月：62,592,000港元(經重列))及期內已發行股份之加權平均數1,786,717,000股普通股(截至二零一零年六月三十日止六個月：1,691,045,000股普通股)計算如下：

#### (i) 普通股加權平均數

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 8 EARNINGS PER SHARE (Continued)

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company of HK\$18,403,000 (six months ended 30 June 2010: HK\$87,597,000 (restated)) and the weighted average number of 6,847,480,000 ordinary shares (six months ended 30 June 2010: 3,726,041,000 ordinary shares (restated), calculated as follows:

#### (i) Profit attributable to ordinary equity shareholders of the Company (diluted)

### 8 每股盈利(續)

#### (b) 每股攤薄盈利

每股攤薄盈利是依據本公司股東應佔溢利18,403,000港元(截至二零一零年六月三十日止六個月: 87,597,000港元(經重列))及普通股之加權平均數6,847,480,000股(截至二零一零年六月三十日止六個月: 3,726,041,000股普通股(經重列))計算如下:

#### (i) 本公司普通股股東應佔溢利(攤薄)

|  |                           | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|--|---------------------------|---|---|
|  |                           | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Profit attributable to ordinary equity shareholders  | 普通股股東應佔溢利                 | 184,996                                 | 62,592  |
| After tax effect of effective interest on the liability component of convertible notes                 | 可換股票據負債部份實際利息之除稅後影響       | 49,314                                  | 43,047  |
| After tax effect of changes in fair value recognised on the derivative components of convertible notes | 就可換股票據之衍生部份確認之公允值變動之除稅後影響 | (215,907)                               | (18,042)  |
| Profit attributable to ordinary equity shareholders (diluted)  | 普通股股東應佔溢利(攤薄)             | 18,403                                  | 87,597  |

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 8 EARNINGS PER SHARE (Continued)

#### (b) Diluted earnings per share (Continued)

#### (ii) Weighted average number of ordinary shares (diluted)

|  |                     | Six months ended 30 June<br>截至六月三十日止六個月 |  |
|--|---------------------|---|--|
|  |                     | 2011<br>'000<br>二零一一年<br>千股             | 2010<br>'000<br>(restated)<br>二零一零年<br>千股<br>(經重列) |
| Weighted average number of ordinary shares at 30 June                    | 於六月三十日之普通股加權平均數     | 1,786,717                               | 1,691,045  |
| Effect of conversion of convertible notes                                | 轉換可換股票據之影響          | 4,825,826                               | 1,974,396  |
| Effect of deemed issue of shares under the Company's share option scheme | 視為根據本公司購股權計劃發行股份之影響 | 22,489                                  | —  |
| Effect of deemed issue of shares on the exercise of warrants             | 視為行使認股權證時發行股份之影響    | 212,448                                 | 60,600   |
| Weighted average number of ordinary shares (diluted) at 30 June          | 於六月三十日之普通股加權平均數(攤薄) | 6,847,480                               | 3,726,041  |

### 8 每股盈利(續)

#### (b) 每股攤薄盈利(續)

#### (ii) 普通股加權平均數(攤薄)

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### 9 FIXED ASSETS

### 9 固定資產

|  |                           | Leasehold<br>land and<br>buildings<br>HK\$'000<br>租賃土地<br>及樓宇<br>千港元 | Leasehold<br>improvements<br>HK\$'000<br>租賃物業<br>裝修<br>千港元 | Furniture,<br>fixtures and<br>equipment<br>HK\$'000<br>傢俬、裝置<br>及設備<br>千港元 | Motor<br>vehicles<br>HK\$'000<br>運輸工具<br>千港元 | Construction<br>in progress<br>HK\$'000<br>在建工程<br>千港元 | Total<br>HK\$'000<br>合計<br>千港元 |
|--|---------------------------|--|--|--|--|--|--------------------------------|
| <b>Cost:</b>                                     | <b>成本：</b>                |  |  |  |  |  |                                |
| At 1 January 2010 (restated)                     | 於二零一零年一月一日<br>(經重列)       | -  | 137,688  | 45,169   | 6,210  | 3,901  | 192,968                        |
| Exchange adjustments                             | 匯兌調整                      | -  | 6,154  | 3,939  | 318  | 308  | 10,719                         |
| Additions through acquisition<br>of subsidiaries | 透過收購附屬公司之<br>添置           | -  | 66,213   | 7,123  | 785  | -  | 74,121                         |
| Additions  | 添置                        | 746,491  | 21,411   | 9,982  | 4,736  | 12,531   | 795,151                        |
| Transfer in/(out)                                | 轉入/(出)                    | -  | 4,330  | -  | -  | (4,330)  | -                              |
| Disposals  | 處置                        | -  | (4,840)  | (4,115)  | (2,175)                                      | -  | (11,130)                       |
| <b>At 31 December 2010</b>                       | <b>於二零一零年十二月<br/>三十一日</b> | 746,491  | 230,956  | 62,098   | 9,874  | 12,410   | 1,061,829                      |
| <b>Representing:</b>                             | <b>指：</b>                 |  |  |  |  |  |                                |
| Cost   | 成本                        | -  | 230,956  | 62,098   | 9,874  | 12,410   | 315,338                        |
| Valuation - 2010                                 | 估值 - 二零一零年                | 746,491  | -  | -  | -  | -  | 746,491                        |
|  |                           | 746,491  | 230,956  | 62,098   | 9,874  | 12,410   | 1,061,829                      |
| <b>Accumulated depreciation:</b>                 | <b>累計折舊：</b>              |  |  |  |  |  |                                |
| At 1 January 2010 (restated)                     | 於二零一零年一月一日<br>(經重列)       | -  | 26,449   | 11,305   | 521  | -  | 38,275                         |
| Exchange adjustments                             | 匯兌調整                      | -  | 1,680  | 1,968  | 96   | -  | 3,744                          |
| Additions through acquisition<br>of subsidiaries | 透過收購附屬公司<br>之添置           | -  | 2,320  | 715  | 26   | -  | 3,061                          |
| Charge for the year                              | 年度開支                      | 1,417  | 18,158   | 6,120  | 2,826  | -  | 28,521                         |
| Written back on disposals                        | 處置時撥回                     | -  | (2,362)  | (2,202)  | (1,605)                                      | -  | (6,169)                        |
| <b>At 31 December 2010</b>                       | <b>於二零一零年十二月<br/>三十一日</b> | 1,417  | 46,245   | 17,906   | 1,864  | -  | 67,432                         |
| <b>Net book value:</b>                           | <b>賬面淨值：</b>              |  |  |  |  |  |                                |
| At 31 December 2010                              | 於二零一零年十二月<br>三十一日         | 745,074  | 184,711  | 44,192   | 8,010  | 12,410   | 994,397                        |



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### 9 FIXED ASSETS (Continued)

### 9 固定資產(續)

|  |                       | Leasehold<br>land and<br>buildings<br>HK\$'000<br>租賃土地<br>及樓宇<br>千港元 | Leasehold<br>improvements<br>HK\$'000<br>租賃物業<br>裝修<br>千港元 | Furniture,<br>fixtures and<br>equipment<br>HK\$'000<br>傢俬、裝置<br>及設備<br>千港元 | Motor<br>vehicles<br>HK\$'000<br>運輸工具<br>千港元 | Construction<br>in progress<br>HK\$'000<br>在建工程<br>千港元 | Total<br>HK\$'000<br>合計<br>千港元 |
|--|-----------------------|--|--|--|--|--|--------------------------------|
| <b>Cost:</b>   | <b>成本：</b>            |  |  |  |  |  |                                |
| At 1 January 2011  | 於二零一一年一月一日            | 746,491  | 230,956  | 62,098   | 9,874  | 12,410   | 1,061,829                      |
| Exchange adjustments                                       | 匯兌調整                  | 19,378   | 6,099  | 3,107  | 270  | 333  | 29,187                         |
| Additions through acquisition<br>of subsidiaries (Note 23) | 透過收購附屬公司之<br>添置(附註23) | 104,401  | 39,679   | 19,085   | 1,227  | -  | 164,392                        |
| Additions  | 添置                    | -  | 7,149  | 1,117  | 4  | 19,482   | 27,752                         |
| Transfer in/(out)  | 轉入/(出)                | -  | 12,718   | -  | -  | (12,718)   | -                              |
| Disposals  | 處置                    | -  | (1,465)  | (1,443)  | -  | -  | (2,908)                        |
| Surplus on revaluation                                     | 重估盈餘                  | 148,258  | -  | -  | -  | -  | 148,258                        |
| Less: elimination of<br>accumulated depreciation           | 減：累計折舊撇銷              | (10,496)   | -  | -  | -  | -  | (10,496)                       |
| <b>At 30 June 2011</b>                                     | <b>於二零一一年六月三十日</b>    | <b>1,008,032</b>   | <b>295,136</b>   | <b>83,964</b>  | <b>11,375</b>                                | <b>19,507</b>  | <b>1,418,014</b>               |
| <b>Representing:</b>                                       | <b>指：</b>             |  |  |  |  |  |                                |
| Cost   | 成本                    | -  | 295,136  | 83,964   | 11,375                                       | 19,507   | 409,982                        |
| Valuation - 2011   | 估值 - 二零一一年            | 1,008,032  | -  | -  | -  | -  | 1,008,032                      |
|  |                       | <b>1,008,032</b>   | <b>295,136</b>   | <b>83,964</b>  | <b>11,375</b>                                | <b>19,507</b>  | <b>1,418,014</b>               |
| <b>Accumulated depreciation:</b>                           | <b>累計折舊：</b>          |  |  |  |  |  |                                |
| At 1 January 2011  | 於二零一一年一月一日            | 1,417  | 46,245   | 17,906   | 1,864  | -  | 67,432                         |
| Exchange adjustments                                       | 匯兌調整                  | -  | 1,651  | 1,579  | 108  | -  | 3,338                          |
| Additions through acquisition<br>of subsidiaries (Note 23) | 透過收購附屬公司之<br>添置(附註23) | -  | 26,686   | 12,557   | 1,022  | -  | 40,265                         |
| Charge for the period                                      | 期內開支                  | 9,079  | 13,696   | 3,866  | 1,468  | -  | 28,109                         |
| Written back on disposals                                  | 處置時撥回                 | -  | (1,255)  | (946)  | -  | -  | (2,201)                        |
| Elimination on revaluation                                 | 重估撇銷                  | (10,496)   | -  | -  | -  | -  | (10,496)                       |
| <b>At 30 June 2011</b>                                     | <b>於二零一一年六月三十日</b>    | <b>-</b>   | <b>87,023</b>  | <b>34,962</b>  | <b>4,462</b>                                 | <b>-</b>   | <b>126,447</b>                 |
| <b>Net book value:</b>                                     | <b>賬面淨值：</b>          |  |  |  |  |  |                                |
| <b>At 30 June 2011</b>                                     | <b>於二零一一年六月三十日</b>    | <b>1,008,032</b>   | <b>208,113</b>   | <b>49,002</b>  | <b>6,913</b>                                 | <b>19,507</b>  | <b>1,291,567</b>               |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 9 FIXED ASSETS (Continued)

#### Revaluation of leasehold land and buildings

The Group's leasehold land and buildings for own use carried at fair value were revalued on 30 June 2011 based on direct comparison method by reference to recent market transactions in comparable properties. The valuations were carried out by a qualified surveyor who is an associate member of the Hong Kong Institute of Surveyors with recent experience in the location and category of property being valued. As a result of the update, a net of tax amount of HK\$113,674,000 has been recognised in other comprehensive income for the six months ended 30 June 2011.

### 9 固定資產(續)

#### 租賃土地及樓宇之重估

本集團按公允值列賬之自用之租賃土地及樓宇已於二零一一年六月三十日，經參考可資比較物業之近期市場交易根據直接比較法進行重估。該等估值乃由一名屬香港測量師學會會員並對所估物業地點及類別擁有近期經驗之合資格測量師進行。因本次重估，於其他全面收入內確認截至二零一一年六月三十日止六個月之除稅後金額113,674,000港元。

### 10 INTANGIBLE ASSETS

### 10 無形資產

|  |   | Trademark-use-rights<br>HK\$'000<br>商標使用權<br>千港元 |
|--|---|--|
| <b>Cost:</b>   | <b>成本值：</b>                                     |  |
| At 1 January 2010 (restated)                                       | 於二零一零年一月一日(經重列)                                 | 240,365  |
| Additions through acquisition of subsidiaries                      | 透過收購附屬公司之添置                                     | 162,834  |
|  |   | <hr/>  |
| At 31 December 2010  | 於二零一零年十二月三十一日                                   | 403,199  |
| Addition through acquisition of subsidiaries (Note 23)             | 透過收購附屬公司之添置<br>(附註23)                           | 89,310   |
|  |   | <hr/>  |
| At 30 June 2011  | 於二零一一年六月三十日                                     | 492,509  |
|  |   | <hr style="border-top: 1px dashed black;"/>      |
| <b>Accumulated impairment losses:</b>                              | <b>累計減值虧損：</b>                                  |  |
| At 1 January 2010 (restated),<br>31 December 2010 and 30 June 2011 | 於二零一零年一月一日(經重列)、<br>二零一零年十二月三十一日及<br>二零一一年六月三十日 | -  |
|  |   | <hr style="border-top: 1px dashed black;"/>      |
| <b>Carrying amount:</b>  | <b>賬面值：</b>                                     |  |
| At 30 June 2011  | 於二零一一年六月三十日                                     | 492,509  |
|  |   | <hr/>  |
| At 31 December 2010  | 於二零一零年十二月三十一日                                   | 403,199  |
|  |   | <hr/>  |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 11 GOODWILL

### 11 商譽

|  |   | HK\$'000<br>千港元 |
|--|---|-----------------|
| <b>Cost:</b>   | <b>成本值：</b>                                     |                 |
| At 1 January 2010 (restated)                                       | 於二零一零年一月一日(經重列)                                 | 1,086,827       |
| Addition through acquisition of subsidiaries                       | 透過收購附屬公司之添置                                     | 324,355         |
| At 31 December 2010  | 於二零一零年十二月三十一日                                   | 1,411,182       |
| Addition through acquisition of subsidiaries (Note 23)             | 透過收購附屬公司之添置<br>(附註23)                           | 225,646         |
| At 30 June 2011  | 於二零一一年六月三十日                                     | 1,636,828       |
| <b>Accumulated impairment losses:</b>                              | <b>累計減值虧損：</b>                                  |                 |
| At 1 January 2010 (restated),<br>31 December 2010 and 30 June 2011 | 於二零一零年一月一日(經重列)、<br>二零一零年十二月三十一日及<br>二零一一年六月三十日 | (329,573)       |
| <b>Carrying amount:</b>  | <b>賬面值：</b>                                     |                 |
| At 30 June 2011  | 於二零一一年六月三十日                                     | 1,307,255       |
| At 31 December 2010  | 於二零一零年十二月三十一日                                   | 1,081,609       |

Goodwill is allocated to the Group's cash-generating units identified according to the department stores and supermarkets acquired as follows:

商譽根據如下所收購之百貨公司及超級市場分配至本集團之已確認現金產生單位：

|   |  | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---|--|--|--|
| Ginwa Bell Tower (acquired in 2008)                         | 金花鐘樓(於二零零八年收購)   | 757,254  | 757,254  |
| Golden Chance (Xi'an) Limited<br>("GCX") (acquired in 2010) | Golden Chance (Xi'an) Limited<br>("GCX")(於二零一零年<br>收購) | 324,355  | 324,355  |
| Ideal Mix Limited (see Note 23)                             | Ideal Mix Limited (見附註23)                              | 225,646  | -  |
|   |  | <b>1,307,255</b>   | <b>1,081,609</b>   |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 12 LOANS RECEIVABLES

### 12 應收貸款

|  |   | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|--|---|--|--|
| Loan receivable from a related party (Note (i))  | 應收關連人士貸款<br>(附註(i))                     | 739,225  | 681,174  |
| Loan receivable from a third party (Note (ii))   | 應收第三方貸款<br>(附註(ii))                     | 2,164  | 3,526  |
|  |   | <b>741,389</b>   | <b>684,700</b>   |
| Less: current portion of loans receivables classified as trade and other receivables (Note (ii)) | 減：應收貸款即期部份<br>分類為應收賬款及<br>其他應收款(附註(ii)) | <b>(2,164)</b>   | <b>(3,526)</b>   |
|  |   | <b>739,225</b>   | <b>681,174</b>   |

Notes:

- (i) Loan receivable from a related party represented a loan granted to Ginwa Investments, a related party of the Group, and was part of the assets acquired in the Group's acquisition of Ginwa Bell Tower in 2008. The principal balance of the loan is RMB739.9 million (equivalent to approximately HK\$889.8 million). The loan is secured by convertible notes issued by the Company to Best Mineral Resources Limited, one of the Company's equity shareholders, (the "BMRL Notes", see Note 20(i)) and is repayable on 31 August 2013. Of the loan balance as at 30 June 2011 is an amount of RMB351.0 million bearing interest at a rate of 6.90% per annum (31 December 2010: 6.22% per annum).
- (ii) As at 30 June 2011, loan receivable from a third party represented an unsecured loan of RMB1.8 million, bearing interest at 7.839% per annum and is repayable on 31 August 2011.

附註：

- (i) 應收關連人士貸款乃授予金花投資(本集團之關連人士)之貸款，並為本集團於二零零八年收購金花鐘樓中所收購之部分資產。該貸款之本金額結餘為人民幣739,900,000元(相當於約889,800,000港元)。該貸款由本公司向本公司其中一名股東Best Mineral Resources Limited發行可換股票據(「BMRL票據」，參閱附註20(i))作抵押及須於二零一三年八月三十一日償還。於二零一一年六月三十日之貸款結餘中，金額為人民幣351,000,000元乃附有年息6.90%(二零一零年十二月三十一日：每年6.22%)。
- (ii) 於二零一一年六月三十日，應收第三方貸款指無抵押貸款人民幣1,800,000元，附有年息7.839%及須於二零一一年八月三十一日償還。

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 13 INVENTORIES

### 13 存貨

|                       |       | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|-----------------------|-------|--|--|
| Merchandises          | 商品    | 63,722   | 38,418   |
| Low value consumables | 低值易耗品 | 5,931  | 5,070  |
|                       |       | <b>69,653</b>  | <b>43,488</b>  |

An analysis of the amount of inventories recognised as an expense and included in the consolidated income statement is as follows:

確認為開支並列入綜合收益表之存貨款項分析如下：

|                                     |         | Six months ended 30 June<br>截至六月三十日止六個月 |   |
|-------------------------------------|---------|---|---|
|                                     |         | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
| Carrying amount of inventories sold | 已售存貨賬面值 | 149,721                                 | 91,019  |

### 14 AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 14 可供出售金融資產

|   |             | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---|-------------|--|--|
| Unlisted available-for-sale debt securities | 非上市可供出售債務證券 | 36,594   | -  |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 15 TRADE AND OTHER RECEIVABLES

### 15 應收賬款及其他應收款

|  |                       | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|--|-----------------------|--|--|
| Trade receivable from third parties                | 應收第三方賬款               | 25,191   | 29,439   |
| Less: allowance for doubtful debts<br>(Note 15(b)) | 減：呆賬備抵<br>(附註15(b))   | (3,429)  | (3,352)  |
|  |                       | <b>21,762</b>  | 26,087   |
| Amounts due from related parties<br>(Note 15(c))   | 應收關連人士款項<br>(附註15(c)) | 16,250   | 27,537   |
| Prepayments, deposits and<br>other receivables     | 預付款項、按金及其他<br>應收款     | 314,583  | 103,368  |
|  |                       | <b>352,595</b>   | 156,992  |

Except for deposits of HK\$4,124,000 (31 December 2010: HK\$637,000), all of the trade and other receivables are expected to be recovered or recognised as expenses within one year. Trade receivables are generally due within three months.

除按金4,124,000港元(二零一零年十二月三十一日:637,000港元)外，所有應收賬款及其他應收款預期將於一年內收回或確認為支出。應收賬款一般於三個月內到期。

#### (a) Ageing analysis

Included in trade and other receivables are trade receivables (net of allowance for doubtful debts) with the following ageing analysis as of the end of the reporting period:

#### (a) 賬齡分析

計入應收賬款及其他應收款之應收賬款(已扣除呆賬備抵)於報告期末之賬齡分析如下：

|   |                 | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---|-----------------|--|--|
| Less than 1 month                           | 少於一個月           | 17,672   | 21,214   |
| More than 1 month but<br>less than 3 months | 一個月以上但少於<br>三個月 | 2,761  | 3,813  |
| More than 3 months                          | 三個月以上           | 1,329  | 1,060  |
|   |                 | <b>21,762</b>  | 26,087   |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 15 TRADE AND OTHER RECEIVABLES (Continued)

#### (a) Ageing analysis (Continued)

Trade receivables that were not impaired mainly relate to credit card centres owned by financial institutions for whom there were no recent history of default and have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

#### (b) Impairment of trade and other receivables

Impairment losses in respect of trade and other receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade and other receivables directly.

The movement in the allowance for doubtful debts during the period is as follows:

|                        |                    | Six months<br>ended 30 June<br>2011<br>HK\$'000<br>截至二零一一年<br>六月三十日<br>止六個月<br>千港元 | Year ended<br>31 December<br>2010<br>HK\$'000<br>截至二零一零年<br>十二月三十一日<br>止年度<br>千港元 |
|------------------------|--------------------|--|---|
| At 1 January           | 於一月一日              | 3,352  | 3,244   |
| Exchange adjustments   | 匯兌調整               | 77   | 108   |
| At 30 June/31 December | 於六月三十日/<br>十二月三十一日 | 3,429  | 3,352   |

#### (c) Amounts due from related parties

The amounts due from related parties are unsecured, non-interest bearing and have no fixed terms of repayment.

### 15 應收賬款及其他應收款(續)

#### (a) 賬齡分析(續)

並無減值之應收賬款主要與由金融機構擁有之信用卡中心有關，而該等機構並無近期違約記錄且與本集團有良好之往績記錄。根據過往經驗，管理層相信毋需為該等結餘作減值備抵，原因為信貸質素並無重大改變及認為餘額仍可全數收回。本集團並無就該等結餘持有任何抵押品。

#### (b) 應收賬款及其他應收款之減值

應收賬款及其他應收款之減值虧損採用撥備賬記錄，惟本集團認為有關款項之可回收機會渺茫，減值虧損則直接於應收賬款及其他應收款撤銷。

期內之呆賬備抵變動如下：

|                        |                    | Six months<br>ended 30 June<br>2011<br>HK\$'000<br>截至二零一一年<br>六月三十日<br>止六個月<br>千港元 | Year ended<br>31 December<br>2010<br>HK\$'000<br>截至二零一零年<br>十二月三十一日<br>止年度<br>千港元 |
|------------------------|--------------------|--|---|
| At 1 January           | 於一月一日              | 3,352  | 3,244   |
| Exchange adjustments   | 匯兌調整               | 77   | 108   |
| At 30 June/31 December | 於六月三十日/<br>十二月三十一日 | 3,429  | 3,352   |

#### (c) 應收關連人士款項

應收關連人士款項為無抵押、免息及並無固定還款期。

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 16 CASH AND CASH EQUIVALENTS

### 16 現金及現金等值項目

|                          |           | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|--------------------------|-----------|--|--|
| Cash at bank and in hand | 銀行結存及手頭現金 | 233,280  | 115,101  |

The Group's operations of department stores and supermarkets in the PRC are conducted in RMB. RMB is not a freely convertible currency and the remittance of RMB out of the PRC is subject to the relevant rules and regulations of foreign exchange control promulgated by the PRC government.

本集團於中國之百貨公司及超級市場經營業務乃以人民幣進行。人民幣為非自由兌換貨幣，故自中國匯出人民幣匯款須受中國政府頒佈的有關外匯管制規則及規例所規限。

### 17 TRADE AND OTHER PAYABLES

### 17 應付賬款及其他應付款

|   |                       | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---|-----------------------|--|--|
| Trade payable arising from:                           | 應付賬款因以下各項產生：          |  |  |
| – Concession sales                                    | – 特許專櫃銷售              | 535,402  | 337,731  |
| – Purchase of inventories                             | – 購買存貨                | 46,469   | 21,702   |
|   |                       | <b>581,871</b>   | 359,433  |
| Amounts due to related parties<br>(Note (i))          | 應付關連人士款項<br>(附註(i))   | 126,092  | 30,047   |
| Other payables and accrued expenses                   | 其他應付款及應計開支            | 241,170  | 232,801  |
| Financial liabilities measured<br>at amortised cost   | 按攤銷成本計量之<br>金融負債      | 949,133  | 622,281  |
| Derivative financial instrument<br>(see Note 20 (ii)) | 衍生金融工具<br>(見附註20(ii)) | –  | 1,808  |
| Deferred income                                       | 遞延收入                  | 7,234  | 4,085  |
| Receipts in advance                                   | 預收款項                  | 482,891  | 569,929  |
|   |                       | <b>1,439,258</b>   | 1,198,103  |



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 17 TRADE AND OTHER PAYABLES (Continued)

All of the trade and other payables are expected to be settled or recognised as revenue within one year.

Note:

- (i) The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

#### Ageing analysis

Included in trade and other payables are trade payables with the following ageing analysis as of the end of the reporting period:

|                                   |                    | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|-----------------------------------|--------------------|--|--|
| Due within one month or on demand | 於一個月內到期或按<br>要求時支付 | 581,871  | 359,433  |

### 18 BANK AND OTHER LOANS

- (a) The Group's short-term bank loans are analysed as follows:

|  |                                 |
|--|---------------------------------|
| Bank loans:  | 銀行貸款：                           |
| – Guaranteed by a related party  | – 由一名關連人士擔保                     |
| – Guaranteed by a related party and secured by properties of related parties | – 由一名關連人士擔保<br>及以關連人士之<br>物業作抵押 |
| Add: current portion of long-term bank and other loans                       | 加：長期銀行及其他貸款<br>之即期部份            |

### 17 應付賬款及其他應付款(續)

所有應付賬款及其他應付款預期將於一年內償還或確認為收入。

附註：

- (i) 該等款項為無抵押、免息及並無固定還款期。

#### 賬齡分析

計入應付賬款及其他應付款之應付賬款於報告期末之賬齡分析如下：

### 18 銀行及其他貸款

- (a) 本集團之短期銀行及其他貸款分析如下：

|  | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|--|--|--|
|  | 45,634   | 45,773   |
|  | 39,681   | 55,271   |
|  | 85,315   | 101,044  |
|  | 21,645   | 48,327   |
|  | 106,960  | 149,371  |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 18 BANK AND OTHER LOANS (Continued)

(b) The Group's long-term bank and other loans are analysed as follows:

|   |                     |
|---|---------------------|
| Bank loans:   | 銀行貸款：               |
| – Secured by properties of the Group (Note (i))         | – 以本集團之物業作抵押(附註(i)) |
| Other loan:   | 其他貸款：               |
| – Secured by properties of a related party              | – 以關連人士之物業作抵押       |
| Less: current portion of long-term bank and other loans | 減：長期銀行及其他貸款之即期部份    |

Note:

(i) The long-term bank loans are secured by the Group's leasehold land and buildings. The aggregate carrying value of the secured properties amounted to HK\$903.1 million as at 30 June 2011 (31 December 2010: HK\$745.1 million).

### 18 銀行及其他貸款(續)

(b) 本集團之長期銀行及其他貸款分析如下：

| At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|--|--|
| 232,679  | 237,974  |
| –  | 27,174   |
| 232,679  | 265,148  |
| (21,645)   | (48,327)   |
| 211,034  | 216,821  |

附註：

(i) 長期銀行貸款以本集團之租賃土地及樓宇作抵押。於二零一一年六月三十日，已抵押物業之總賬面值為903,100,000港元(二零一零年十二月三十一日：745,100,000港元)。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 18 BANK AND OTHER LOANS (Continued)

(b) The Group's long-term bank and other loans are analysed as follows: (Continued)

The long-term bank and other loans are repayable as follows:

|                                  | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|----------------------------------|--|--|
| Within 1 year or on demand       | 21,645   | 48,327   |
| After 1 year but within 2 years  | 21,645   | 21,153   |
| After 2 years but within 5 years | 64,935   | 63,460   |
| After 5 years                    | 124,454  | 132,208  |
|                                  | <b>232,679</b>   | <b>265,148</b>   |

All of the non-current interest-bearing borrowings are carried at amortised cost. None of the non-current interest-bearing borrowings is expected to be settled within one year.

### 19 UNSECURED NOTES

On 3 December 2010, the Company issued unsecured notes with a principal amount of HK\$138.7 million as part of the consideration for the acquisition of the 100% equity interests in GCX. The unsecured notes are non-interest bearing and will mature on 3 December 2012.

### 18 銀行及其他貸款(續)

(b) 本集團之長期銀行及其他貸款分析如下：(續)

長期銀行及其他貸款須於下列期間償還：

|                                  | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|----------------------------------|--|--|
| Within 1 year or on demand       | 21,645   | 48,327   |
| After 1 year but within 2 years  | 21,645   | 21,153   |
| After 2 years but within 5 years | 64,935   | 63,460   |
| After 5 years                    | 124,454  | 132,208  |
|                                  | <b>232,679</b>   | <b>265,148</b>   |

所有非即期計息借款均按攤銷成本入賬。概無非即期計息借款預期將於一年內清償。

### 19 無抵押票據

於二零一零年十二月三日，本公司發行本金額為138,700,000港元之無抵押票據，作為收購GCX全部股權之部份代價。無抵押票據不計利息並將於二零一二年十二月三日到期。

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 20 CONVERTIBLE NOTES

The Group's convertible notes are analysed as follows:

### 20 可換股票據

本集團之可換股票據分析如下：

|  |                                 | Liability components | Derivative components – Call options | Derivative components – Conversion options | Derivative components – Redemption options | Total     |
|--|---------------------------------|----------------------|--------------------------------------|--|--|-----------|
|  |                                 | HK\$'000             | HK\$'000                             | HK\$'000                                   | HK\$'000                                   | HK\$'000  |
|  |                                 | 負債部份                 | 衍生部份<br>—認購期權                        | 衍生部份<br>—轉換期權                              | 衍生部份<br>—贖回期權                              | 總計        |
|  |                                 | 千港元                  | 千港元                                  | 千港元  | 千港元  | 千港元       |
| At 1 January 2010 (restated)                                       | 於二零一零年一月一日(經重列)                 | 856,771              | (44,612)                             | -  | -  | 812,159   |
| Convertible notes issued on 3 December 2010                        | 於二零一零年十二月三日發行之可換股票據             | 418,265              | -                                    | 208,144                                    | 260,591                                    | 887,000   |
| Amount classified as derivative financial instrument (Note 20(ii)) | 分類為衍生財務工具之金額(附註20(ii))          | (2,558)              | -                                    | -  | -  | (2,558)   |
| Redemption during the year   | 年內贖回                            | (12,425)             | 641                                  | -  | -  | (11,784)  |
| Offset with loan receivable  | 與應收貸款抵銷                         | (458,478)            | 60,973                               | -  | -  | (397,505) |
| Extinguishment and recognition of the BMRL Notes                   | 抵償及確認BMRL票據                     | (47,832)             | (12,863)                             | -  | -  | (60,695)  |
| Accrued finance charges for the year                               | 本年度應計財務支出                       | 82,054               | -                                    | -  | -  | 82,054    |
| Fair value changes on the derivative components                    | 衍生部份之公允值變動                      | -                    | (124,696)                            | 103,019                                    | (11,892)                                   | (33,569)  |
| At 31 December 2010  | 於二零一零年十二月三十一日                   | 835,797              | (120,557)                            | 311,163                                    | 248,699                                    | 1,275,102 |
| Convertible notes issued on 19 April 2011 (Note 20(ii))            | 於二零一一年四月十九日發行之可換股票據(附註20(ii))   | 299,847              | -                                    | -  | 146,268                                    | 446,115   |
| Convertible notes issued on 24 May 2011 (Note 20(iii))             | 於二零一一年五月二十四日發行之可換股票據(附註20(iii)) | 58,230               | (10,820)                             | 88,073                                     | -  | 135,483   |
| Conversion during the period (Note 20(iv))                         | 期內轉換(附註20(iv))                  | (104,181)            | -                                    | (60,222)                                   | (59,109)                                   | (223,512) |
| Accrued finance charges for the period                             | 期內應計財務支出                        | 71,581               | -                                    | -  | -  | 71,581    |
| Fair value changes on the derivative components                    | 衍生部份之公允值變動                      | -                    | 44,513                               | (240,009)                                  | 26,451                                     | (169,045) |
| At 30 June 2011  | 於二零一一年六月三十日                     | 1,161,274            | (86,864)                             | 99,005                                     | 362,309                                    | 1,535,724 |

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## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 20 CONVERTIBLE NOTES (Continued)

Notes:

- (i) On 19 September 2008, the Company has issued unsecured convertible notes with an aggregate face value of HK\$1,231.6 million, bore interest at 2.75% per annum and to be mature on 18 September 2013, i.e. the BMRL Notes.

The holder of the BMRL Notes could, at any time up till 18 September 2013, convert the BMRL Notes into the Company's shares at HK\$0.689 per share (i.e. equity component). In 2010, as a result of the Company's rights issue, the conversion price of the BMRL Notes was adjusted to HK\$0.54 per share.

The Company has the right to redeem the BMRL Notes in whole or in part at any time before the maturity date at its face value (i.e. call option). The call option is classified as derivative financial instrument and included in the balance of convertible notes in the consolidated statement of financial position.

On 3 December 2010, a principal amount of the BMRL Notes of HK\$544.2 million has been used to offset a portion of the loan receivable from Ginwa Investments.

The holder of the BMRL Notes has also agreed to amend the terms of the BMRL Notes from interest bearing at 2.75% per annum to non-interest bearing. As the change represented a substantial modification to the terms of the BMRL Notes, the remaining BMRL Notes has been accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

- (ii) On 3 December 2010, the Company has issued unsecured convertible notes with an aggregate face value of HK\$887.0 million, bearing interest at 3% per annum and will mature on 2 December 2015 (the "Hony Convertible Notes").

The holder of the Hony Convertible Notes can, at any time up till 2 December 2015, convert the Hony Convertible Notes into the Company's shares at HK\$0.275 per share (i.e. conversion option). The holder of the Hony Convertible Notes also has a right to require the Company to redeem the Hony Convertible Notes in whole or in part at any time from 3 December 2013 till the maturity date at its face value plus a pre-determined premium (i.e. redemption option). Both the conversion and redemption options are classified as derivative financial instruments and included in the balance of convertible notes in the consolidated statement of financial position.

In addition to the above, a derivative financial instrument related to an option granted to the holder of the Hony Convertible Notes on 3 December 2010 was recognised and included in trade and other payables (see Note 17) as at 31 December 2010. This option entitled the holder of Hony Convertible Notes to subscribe for additional convertible notes to be issued by the Company of up to HK\$443.5 million, where the major terms and conditions would be substantially the same as the Hony Convertible Notes issued on 3 December 2010. On 19 April 2011, the holder of the Hony Convertible Notes has exercised this option and subscribed for additional convertible notes with an aggregate face value of HK\$443.5 million (the "Hony Convertible Notes II").

### 20 可換股票據(續)

附註:

- (i) 於二零零八年九月十九日，本公司已發行總賬面值為1,231,600,000港元按每年2.75%計息並將於二零一三年九月十八日到期之無抵押可換股票據，即BMRL票據。

BMRL票據之持有人可於二零一三年九月十八日前任何時間按每股0.689港元將BMRL票據轉換為本公司之股份(即權益部份)。於二零一零年，於本公司之供股後，BMRL票據之轉換價調整至每股0.54港元。

本公司有權於到期日前任何時間按其賬面值贖回全部或部份BMRL票據(即認購期權)。認購期權分類為衍生金融工具並包括在綜合財務狀況表的可換股票據結餘內。

於二零一零年十二月三日，BMRL票據之本金額544,200,000港元已被用作抵銷應收金花投資之部份貸款。

BMRL票據之持有人亦已同意更改BMRL票據之條款，由按每年2.75%計息改為免息。由於該變動相當於對BMRL票據條款之重大修改，故餘下BMRL票據已入賬為抵償原金融負債及確認新金融負債。

- (ii) 於二零一零年十二月三日，本公司已發行總賬面值為887,000,000港元按每年3%計息並將於二零一五年十二月二日到期之無抵押可換股票據(「Hony可換股票據」)。

Hony可換股票據之持有人可於二零一五年十二月二日前任何時間按每股0.275港元將Hony可換股票據轉換為本公司之股份(即轉換期權)。Hony可換股票據之持有人亦有權要求本公司於自二零一三年十二月三日起至到期日止任何時間，按其賬面值加上預先釐定的溢價贖回全部或部份Hony可換股票據(即贖回期權)。轉換期權及贖回期權均分類為衍生金融工具並包括在綜合財務狀況表的可換股票據結餘內。

除上述者外，與已授予於二零一零年十二月三日之Hony可換股票據之持有人之一項認購權有關之一項衍生金融工具已確認及計入於二零一零年十二月三十一日之應付賬款及其他應付款(參閱附註17)，該認購權讓Hony可換股票據持有人有權認購本公司將發行之最多443,500,000港元之額外可換股票據，而倘發行，其主要條款及條件將與於二零一零年十二月三日發行之Hony可換股票據大致相同。於二零一一年四月十九日，Hony可換股票據之持有人已行使該認購權，認購總賬面值為443,500,000港元之額外可換股票據(「Hony可換股票據II」)。

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(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 20 CONVERTIBLE NOTES (Continued)

Notes: (Continued)

- (iii) On 24 May 2011, the Company has issued unsecured convertible notes with an aggregate face value of HK\$94.5 million, bearing interest at 1.5% per annum and will mature on 24 May 2014 (the "Grand Well Convertible Notes").

The Company has the right to redeem the Grand Well Convertible Notes in whole or in part at any time before the maturity date at its face value (i.e. call option). The holder of the Grand Well Convertible Notes can, at any time up till 24 May 2014, convert the Grand Well Convertible Notes into the Company's shares at HK\$0.40 per share (i.e. conversion option). Both the call and conversion options are classified as derivative financial instruments and included in the balance of convertible notes in the consolidated statement of financial position.

- (iv) On 28 June 2011, the holder of the Hony Convertible Notes has converted notes with face value of HK\$205.0 million into 745,454,545 ordinary shares of the Company.

### 20 可換股票據(續)

附註：(續)

- (iii) 於二零一一年五月二十四日，本公司已發行總賬面值為94,500,000港元按每年1.5%計息並將於二零一四年五月二十四日到期之無抵押可換股票據(「Grand Well可換股票據」)。

本公司有權於到期日前任何時間按其賬面值贖回全部或部份Grand Well可換股票據(即認購期權)。Grand Well可換股票據之持有人可於二零一四年五月二十四日前任何時間按每股0.40港元將Grand Well可換股票據轉換為本公司之股份(即轉換期權)。認購期權及轉換期權均分類為衍生金融工具並包括在綜合財務狀況表的可換股票據結餘內。

- (iv) 於二零一一年六月二十八日，Hony可換股票據之持有人已將賬面值為205,000,000港元之票據轉換為745,454,545股本公司普通股。

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### 21 DEFERRED TAX ASSETS AND LIABILITIES

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

### 21 遞延稅項資產及負債

於綜合財務狀況表確認之遞延稅項資產／(負債)之部份及期內之變動如下：

|  | Assets<br>資產                |   |  | Liabilities<br>負債 |   |   |                   |                 |           |
|--|-----------------------------|---|--|-------------------|---|---|-------------------|-----------------|-----------|
|  | Unused tax loss<br>HK\$'000 | Depreciation allowances in excess of the related depreciation<br>HK\$'000 | Accrued expenses and deferred income<br>HK\$'000 | Total<br>HK\$'000 | Fair value adjustments on fixed assets and intangible assets and related depreciation<br>HK\$'000 | Fair value adjustments on available-for-sale financial assets<br>HK\$'000 | Total<br>HK\$'000 | Net<br>HK\$'000 |           |
| 因下列各項產生之遞延稅項：  | 未動用稅項虧損<br>千港元              | 折舊撥備超出相關折舊<br>千港元   | 應計開支及遞延收入<br>千港元                                 | 總計<br>千港元         | 固定資產及無形資產之公允值調整與相關折舊<br>千港元   | 可供出售金融資產之公允值調整<br>千港元   | 總計<br>千港元         | 淨值<br>千港元       |           |
| At 1 January 2010 (restated)                                     | 於二零一零年一月一日(經重列)             | -   | 9,422  | 2,822             | 12,244  | (56,755)  | -                 | (56,755)        | (44,511)  |
| Exchange adjustments   | 匯兌調整                        | 102   | 330  | 171               | 603   | -   | -                 | -               | 603       |
| Additions through acquisition of subsidiaries                    | 透過收購附屬公司之添置                 | 6,362   | -  | 6,241             | 12,603  | (40,507)  | -                 | (40,507)        | (27,904)  |
| Credited/(charged) to the consolidated income statement          | 計入/(扣自)綜合收益表                | 3,436   | 854  | 707               | 4,997   | (387)   | -                 | (387)           | 4,610     |
| At 31 December 2010  | 於二零一零年十二月三十一日               | 9,900   | 10,606   | 9,941             | 30,447  | (97,649)  | -                 | (97,649)        | (67,202)  |
| Exchange adjustments   | 匯兌調整                        | 226   | 249  | 272               | 747   | (107)   | (1)               | (108)           | 639       |
| Additions through acquisition of subsidiaries (Note 23)          | 透過收購附屬公司之添置(附註23)           | -   | -  | 3,528             | 3,528   | (42,433)  | (115)             | (42,548)        | (39,020)  |
| (Charged)/credited to the consolidated income statement (Note 7) | (扣自)/計入綜合收益表(附註7)           | (310)   | 190  | 1,956             | 1,836   | (95)  | -                 | (95)            | 1,741     |
| Charged to reserves  | 扣自儲備                        | -   | -  | -                 | -   | (34,584)  | (14)              | (34,598)        | (34,598)  |
| At 30 June 2011  | 於二零一一年六月三十日                 | 9,816   | 11,045   | 15,697            | 36,558  | (174,868)   | (130)             | (174,998)       | (138,440) |

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Dividends

- (i) *Dividends payable to equity shareholders of the Company attributable to the interim period*

The directors of the Company do not recommend the payment of an interim dividend for the six months ended 30 June 2011 (six months ended 30 June 2010: HK\$Nil).

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

The directors of the Company did not recommend the payment of a final dividend for the year ended 31 December 2010 (year ended 31 December 2009: HK\$Nil).

#### (b) Issuance of ordinary shares

On 28 June 2011, the holder of the Hony Convertible Notes has converted notes with face value of HK\$205.0 million into 745,454,545 ordinary shares of the Company (see Note 20(iv)). Upon completion of the conversion on 28 June 2011, the Company's number of shares in issue increased from 1,774,361,000 to 2,519,815,000. The amount of HK\$74.5 million, representing the par value, were credited to the Company's share capital. The difference between the carrying amount of the converted Hony Convertible Notes and the par value amounted to HK\$149.0 million, was credited to the share premium account.

#### (c) Equity-settled share-based transactions

On 20 October 2010, 44,000,000 share options were granted to directors of the Company and employees of the Group under the Company's employee share option scheme (no share options were granted during the six months ended 30 June 2011). The options granted do not have a vesting condition. Each option gives the holder the right to subscribe for one ordinary share in the Company at HK\$0.315.

### 22 資本、儲備及股息

#### (a) 股息

- (i) 本公司股東應佔中期應付股息

本公司董事並不建議派付截至二零一一年六月三十日止六個月之中期股息(截至二零一零年六月三十日止六個月：零港元)。

- (ii) 本公司股東應佔中期已批准及支付之上一個財務年度應付股息

本公司董事並不建議派付截至二零一零年十二月三十一日止年度之末期股息(二零零九年十二月三十一日：零港元)。

#### (b) 發行普通股

於二零一一年六月二十八日，Hony可換股票據之持有人已將賬面值為205,000,000港元之票據轉換為745,454,545股本公司普通股(參閱附註20(iv))。二零一一年六月二十八日轉換完成後，本公司之已發行股份數目從1,774,361,000股增加至2,519,815,000股。面值金額74,500,000港元已計入本公司股本。已轉換Hony可換股票據之賬面值與其面值之間的差額149,000,000港元已計入股份溢價賬。

#### (c) 按股權結算以股份支付之交易

於二零一零年十月二十日，本公司僱員購股權計劃授出了44,000,000份購股權予本公司董事及本集團僱員(於截至二零一一年六月三十日止六個月期間並無授出任何購股權)。授出之購股權並無歸屬條件，而每份購股權均賦予持有人以0.315港元之價格認購本公司一股普通股之權利。



# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 22 CAPITAL, RESERVES AND DIVIDENDS (Continued)

#### (c) Equity-settled share-based transactions

(Continued)

No share options previously granted to directors of the Company and employees of the Group have been forfeited during the six months ended 30 June 2011 (year ended 31 December 2010: 18,638,000 share options).

No share options were exercised during the six months ended 30 June 2011 (year ended 31 December 2010: 2,000,000 share options).

#### (d) Warrants

On 17 August 2009, the Company issued 231,600,000 warrants at a price of HK\$0.011 each to an independent third party. Each warrant entitles the holder to subscribe for one ordinary share of the Company at a subscription price of HK\$0.29 per share, and the warrants are exercisable within a period of two years.

In 2009, 10,000,000 warrants were exercised. In 2010, as a result of the rights issue and the issue of the Hony Convertible Notes mentioned in Note 20(ii), the number of outstanding warrants has been increased to 321,320,000 with the subscription price being adjusted to HK\$0.20 per share. In 2010, a further 20,000,000 warrants were exercised. No warrants have been exercised during the six months ended 30 June 2011.

### 23 ACQUISITION OF SUBSIDIARIES

On 31 January 2011, the Company entered into an agreement with Grand Well Group Limited to acquire the 100% equity interests in Ideal Mix Limited and its subsidiaries (the "Ideal Mix Group"), a group owns two department stores and five supermarkets in the PRC, for a consideration of HK\$389.5 million. Of the consideration, HK\$254.0 million is to be satisfied in cash and the remaining HK\$135.5 million is to be satisfied through the issuance of the Grand Well Convertible Notes (see Note 20(iii)). The above acquisition was completed on 24 May 2011.

### 22 資本、儲備及股息(續)

#### (c) 按股權結算以股份支付之交易(續)

截至二零一一年六月三十日止六個月，概無過往授予本公司董事及本集團僱員之購股權被沒收(截至二零一零年十二月三十一日止年度：18,638,000份購股權)。

截至二零一一年六月三十日止六個月，概無行使任何購股權(截至二零一零年十二月三十一日止年度：2,000,000份購股權)。

#### (d) 認股權證

於二零零九年八月十七日，本公司按每份0.011港元之價格向一名獨立第三方發行231,600,000份認股權證。每份認股權證賦予持有人權利可按認購價每股0.29港元認購一股本公司普通股，且認股權證可於兩年期內行使。

於二零零九年，10,000,000份認股權證已獲行使。於二零一零年，於供股及附註20(ii)所述之發行Hony可換股票據後，尚未行使認股權證數目已增至321,320,000份，而認購價調整至每股0.20港元。於二零一零年，20,000,000份認股權證已進一步獲行使。截至二零一一年六月三十日止六個月期間並無行使任何認股權證。

### 23 收購附屬公司

於二零一一年一月三十一日，本公司與Grand Well Group Limited簽訂協議，以代價389,500,000港元收購Ideal Mix Limited及其附屬公司(「Ideal Mix集團」)之全部股權。Ideal Mix集團在中國擁有兩間百貨公司及五間超級市場。代價中的254,000,000港元將以現金支付，而餘下的135,500,000港元則將透過發行Grand Well可換股票據(參閱附註20(iii))進行支付。上述收購已於二零一一年五月二十四日完成。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 23 ACQUISITION OF SUBSIDIARIES (Continued)

The directors of the Company considered that the acquisition was in line with the Group's long-term strategic goals for its department store business in the PRC. The acquisition represented a good opportunity for the Group to expand its current department store operations in the PRC. The directors also considered that further expansion of the Group's sales network would enhance the Group's ability to achieve economies of scale, increase its market share and diversify its customer base through further differentiation of products and the added locations of its department stores. The acquisition could further enhance the geographical coverage of the Group and to reduce the number of competitors in the North-western region of the PRC. It would further consolidate the Group's market position in that region and strengthen the Group's brand awareness and image.

The identifiable assets acquired and liabilities assumed in the above acquisition were as follows:

### 23 收購附屬公司(續)

本公司董事認為收購事項符合本集團之中國百貨公司業務之長期策略性目標。收購事項乃本集團擴展其目前在中國經營百貨公司業務之良機。董事亦認為，透過進一步豐富產品及增加百貨公司地點而進一步擴展本集團之銷售網絡將提升本集團實現規模效益、增加其市場份額以及使其客戶基礎多元化之能力。收購事項可進一步增強本集團之地域覆蓋並減少中國西北地區競爭者數目。其可進一步鞏固本集團於上述地區之市場地位並提升本集團之品牌知名度及形象。

上述收購中所收購之可識別資產及所承擔之負債如下：

|                                     |              | Pre-acquisition<br>carrying amounts<br>HK\$'000 | Fair value<br>adjustments<br>HK\$'000 | Recognised<br>values on<br>acquisition<br>HK\$'000 |
|-------------------------------------|--------------|---|---------------------------------------|--|
|                                     |              | 收購前賬面值<br>千港元                                   | 公允值調整<br>千港元                          | 已確認之<br>收購價值<br>千港元                                |
| Fixed assets (Note 9)               | 固定資產(附註9)    | 121,670   | 2,457                                 | 124,127  |
| Intangible assets (Note 10)         | 無形資產(附註10)   | -   | 89,310                                | 89,310   |
| Deferred tax assets (Note 21)       | 遞延稅項資產(附註21) | 3,528   | -                                     | 3,528  |
| Inventories                         | 存貨           | 25,636  | -                                     | 25,636   |
| Trade and other receivables         | 應收賬款及其他應收款   | 29,719  | -                                     | 29,719   |
| Cash and cash equivalents           | 現金及現金等值項目    | 35,312  | -                                     | 35,312   |
| Available-for-sale financial assets | 可供出售金融資產     | 93,741  | -                                     | 93,741   |
| Trade and other payables            | 應付賬款及其他應付款   | (192,886)                                       | -                                     | (192,886)  |
| Current taxation                    | 本期稅項         | (2,103)   | -                                     | (2,103)  |
| Deferred tax liabilities (Note 21)  | 遞延稅項負債(附註21) | (19,606)  | (22,942)                              | (42,548)   |
| Net identifiable assets acquired    | 所收購之可識別資產淨值  | 95,011  | 68,825                                | 163,836  |
| Goodwill (Note 11)                  | 商譽(附註11)     |   |                                       | 225,646  |
| Total consideration                 | 總代價          |   |                                       | 389,482  |

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 23 ACQUISITION OF SUBSIDIARIES (Continued)

Pre-acquisition carrying amounts of the acquiree's assets and liabilities were determined based on applicable HKFRSs immediately before the acquisition. The values of assets, liabilities and contingent liabilities recognised on acquisition are their estimated fair values. In determining the fair values of fixed assets and intangible assets, the directors of the Company have referenced the fair value adjustments to valuation reports issued by an independent valuer. The valuation methods adopted were cost approach, market approach and income approach, where applicable.

From the date of the above acquisition to 30 June 2011, the Ideal Mix Group contributed net profit of HK\$2.1 million to the Group for the six months ended 30 June 2011. Had the above acquisition been occurred on 1 January 2011, the directors of the Company estimate that the consolidated turnover and consolidated net profit for the six months ended 30 June 2011 would have been HK\$705.3 million and HK\$230.2 million, respectively.

### 24 ACQUISITION OF NON-CONTROLLING INTERESTS

On 30 December 2010, the Company, through a wholly-owned subsidiary of the Group, entered into various share transfer agreements to acquire the remaining 49% equity interests in Shaanxi Century Ginwa Tangrenjie Shopping Mall Company Limited (the "Tangrenjie Store") from the then non-controlling equity holders of Tangrenjie Store at a total consideration of RMB47.5 million (equivalent to approximately HK\$56.9 million).

Upon completion of the above acquisition on 16 May 2011, the Tangrenjie Store became a wholly-owned subsidiary of the Group. Consequently, the Group recognised a decrease in non-controlling interests of HK\$5.8 million.

### 23 收購附屬公司(續)

緊接收購事項前，被收購方之資產及負債之收購前賬面值乃根據適用香港財務報告準則釐定。於收購時確認之資產、負債及或然負債之價值均為其估計公允價值。於釐定固定資產及無形資產之公允價值時，本公司董事已參考由獨立估值師發出之估值報告之公允價值調整。所採用之估值方法為成本法、市場法及收入法（如適用）。

由上述收購日期至二零一一年六月三十日，Ideal Mix集團於截至二零一一年六月三十日止六個月為本集團增加溢利淨額2,100,000港元。倘上述收購已於二零一一年一月一日完成，本公司董事估計，截至二零一一年六月三十日止六個月之綜合營業額及綜合溢利淨額分別為705,300,000港元及230,200,000港元。

### 24 收購非控股權益

於二零一零年十二月三十日，本公司透過本集團一間全資附屬公司，訂立多份股份轉讓協議，以向陝西世紀金花唐人街商場有限責任公司(Shaanxi Century GinwaTangrenjie Shopping MallCompany Limited)(「唐人街店」)現有非控股權益持有人收購唐人街店餘下49%股權，總代價為人民幣47,500,000元(相當於約56,900,000港元)。

上述收購於二零一一年五月十六日完成後，唐人街店成為本集團之全資附屬公司。因此，本集團確認減少非控股權益5,800,000港元。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 25 COMMITMENTS

#### (a) Capital commitments

At 30 June 2011, the outstanding capital commitments of the Group not provided for in the interim financial report were as follows:

|   |                 | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---|-----------------|--|--|
| Commitments in respect of purchase of fixed assets – Contracted for | 購買固定資產之承擔 – 已訂約 | 5,564  | 15,645   |

At 30 June 2011, capital commitments in respect of purchase of fixed assets are for leasehold improvements to be installed in the Group's department store operations.

### 25 承擔

#### (a) 資本承擔

於二零一一年六月三十日，未在中期財務報告中撥備之本集團未付資本承擔如下：

|   |                 | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---|-----------------|--|--|
| Commitments in respect of purchase of fixed assets – Contracted for | 購買固定資產之承擔 – 已訂約 | 5,564  | 15,645   |

於二零一一年六月三十日，有關購買固定資產之資本承擔乃與將於本集團百貨公司業務安裝之租賃裝修有關。

#### (b) Operating lease commitments

At 30 June 2011, the total future minimum lease payments under non-cancellable operating leases are payable as follows:

|                                 |         | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---------------------------------|---------|--|--|
| Within 1 year                   | 一年內     | 101,696  | 69,017   |
| After 1 year but within 5 years | 一年後但五年內 | 315,008  | 237,625  |
| After 5 years                   | 五年後     | 825,434  | 743,336  |
|                                 |         | <b>1,242,138</b>   | <b>1,049,978</b>   |

The Group leases properties for the use by its department store and supermarket operations under operating leases. The leases typically run for an initial period of 1 to 20 years, where all terms are renegotiated upon renewal. One of the leases includes contingent rentals which are calculated based on a fixed percentage on the department store's turnover.

#### (b) 經營租賃承擔

於二零一一年六月三十日，根據不可撤銷之經營租賃在日後應付之最低租賃付款總額如下：

|                                 |         | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---------------------------------|---------|--|--|
| Within 1 year                   | 一年內     | 101,696  | 69,017   |
| After 1 year but within 5 years | 一年後但五年內 | 315,008  | 237,625  |
| After 5 years                   | 五年後     | 825,434  | 743,336  |
|                                 |         | <b>1,242,138</b>   | <b>1,049,978</b>   |

本集團根據經營租賃租賃若干物業供其百貨公司及超級市場業務使用。該等租賃一般初步為期一至二十年，而所有條款於續期時均可重新商定。其中一項租賃包括根據百貨公司營業額之固定百分比計算之或然租金。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 25 COMMITMENTS (Continued)

#### (c) Properties leased out under operating leases

At 30 June 2011, the Group's total future minimum lease payments under non-cancellable operating leases are receivable as follows:

|                                 |         | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|---------------------------------|---------|--|--|
| Within 1 year                   | 一年內     | 19,079   | 15,603   |
| After 1 year but within 5 years | 一年後但五年內 | 46,318   | 56,362   |
| After 5 years                   | 五年後     | 21,513   | 26,881   |
|                                 |         | <b>86,910</b>  | <b>98,846</b>  |

The Group leases out part of its department stores and office premises under operating leases. The leases typically run for an initial period of 1 to 10 years, where all terms are renegotiated upon renewal. Certain of the leases include contingent rentals which are calculated based on a fixed percentage on the tenants' turnover.

### 25 承擔(續)

#### (c) 根據經營租賃出租之物業

於二零一一年六月三十日，本集團根據不可撤銷之經營租賃在日後應收之最低租賃款項總額如下：

|  | At 30 June<br>2011<br>HK\$'000<br>於二零一一年<br>六月三十日<br>千港元 | At 31 December<br>2010<br>HK\$'000<br>於二零一零年<br>十二月三十一日<br>千港元 |
|--|--|--|
|  | 19,079   | 15,603   |
|  | 46,318   | 56,362   |
|  | 21,513   | 26,881   |
|  | <b>86,910</b>  | <b>98,846</b>  |

本集團根據經營租賃出租部分百貨公司及辦公室。該等租賃一般初步為期一至十年，而所有條款可於續期時重新商定。若干租賃根據包括租戶營業額之固定百分比計算之或然租金。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 26 CONTINGENT LIABILITIES

#### (a) Legal claims

- (i) Ginwa Bell Tower, a subsidiary of the Group, has provided a guarantee on bank loan of RMB24.0 million drawn by a third party in 2005. This third party has subsequently defaulted repayment on the bank loan and has yet to repay the bank loan as of the date of the interim financial report. In October 2006 and December 2009, Ginwa Bell Tower received court judgements which found that both the third party and Ginwa Bell Tower to be jointly and severally liable for the repayment of the defaulted bank loan plus interest accrued thereof. The court judgements have required Ginwa Bell Tower to fulfil its obligation as the guarantor. Under an agreement entered into between Ginwa Bell Tower and Ginwa Investments in 2008, Ginwa Investments has agreed to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee. As of 30 June 2011, the defaulted bank loan plus accrued interest amounted to RMB26.2 million (equivalent to approximately HK\$31.5 million). The directors of the Company believe the indemnity agreement entered into with Ginwa Investments will enable the Group to recover any losses the Group may have incurred arising from the above guarantee. Accordingly, no provision has been made in respect of this claim.
- (ii) In January 2011, Ginwa Bell Tower received a notice that it is being sued by a third party in respect of a guarantee provided by Ginwa Bell Tower on a loan of RMB13.2 million (equivalent to approximately HK\$15.9 million) granted by this third party to Ginwa Investments in August 2005. Ginwa Investments has subsequently defaulted repayment on the loan but is currently under negotiation with the third party to formulate a revised repayment plan. As of the date of the interim financial report, the above lawsuit is under reviewed before an arbitrator. The directors of the Company believe Ginwa Investments will be able to agree a revised repayment plan with the third party in the foreseeable future. Accordingly, no provision has been made in respect of this claim.

### 26 或然負債

#### (a) 法律索償

- (i) 本集團一間附屬公司金花鐘樓已於二零零五年就第三方提取之銀行貸款人民幣24,000,000元提供擔保。該第三方隨後拖欠償還銀行貸款且於本中期財務報告日期尚未償還銀行貸款。於二零零六年十月及二零零九年十二月，金花鐘樓接獲法院判決，並發現第三方及金花鐘樓均須共同及個別負責償還拖欠之銀行貸款及其所產生之利息。法院判決要求金花鐘樓履行其作為擔保人之義務。根據金花鐘樓與金花投資於二零零八年訂立之協議，金花投資已同意向金花鐘樓彌償因上述擔保而產生之任何損失。於二零一一年六月三十日，拖欠之銀行貸款以及所產生之利息為人民幣26,200,000元(相等於約31,500,000港元)。本公司董事相信，與金花投資訂立之彌償協議將令本集團可收回因上述擔保而可能出現之任何虧損。因此並無就此索償作出撥備。
- (ii) 於二零一一年一月，金花鐘樓收到一份通知，獲悉一名第三方正就有關該名第三方於二零零五年八月授予金花投資之貸款人民幣13,200,000元(相等於約15,900,000港元)而由金花鐘樓提供之擔保向金花鐘樓提起訴訟。金花投資其後拖欠償還該筆貸款，但目前正與該名第三方進行磋商，以達成一份經修訂之還款計劃。於本中期財務報告日期，上述訴訟現時正提交仲裁員審查。本公司董事相信，金花投資於可見未來將能夠與該名第三方協定一份經修訂之還款計劃。因此並無就此索償作出撥備。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 26 CONTINGENT LIABILITIES (Continued)

#### (b) Financial guarantees issued

As at the end of the reporting period, and in addition to the guarantees mentioned in Note 26(a), the Group has issued the following guarantees:

- (i) A guarantee provided by Ginwa Bell Tower in respect of an interest bearing bank loan of RMB90.0 million (equivalent to approximately HK\$108.2 million) drawn by Ginwa Investments in 2008. The loan will mature in July 2012. In September 2010, Ginwa Bell Tower and Ginwa Investments have entered into an agreement, where Ginwa Investments has agreed to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee.
- (ii) A guarantee provided by Ginwa Bell Tower in respect of an interest bearing bank loan of RMB15.0 million (equivalent to approximately HK\$18.0 million) drawn by Ginwa Investments in 2007. The loan will mature in September 2013. In August 2008, Ginwa Bell Tower and Ginwa Investments have entered into an agreement, where Ginwa Investments has agreed to indemnify Ginwa Bell Tower on any losses incurred arising from the above guarantee.

As at the end of the reporting period, the directors of the Company do not consider it probable that a claim will be made against the Group under any of the above guarantees. The maximum liability of the Group at the end of the reporting period under the guarantees issued is the outstanding amount of the bank loans of RMB105.0 million (equivalent to approximately HK\$126.2 million) plus accrued interest.

### 26 或然負債(續)

#### (b) 發出之財務擔保

於報告期末，除附註26(a)所述之擔保外，本集團已發出以下擔保：

- (i) 金花鐘樓就金花投資於二零零八年提取之計息銀行貸款人民幣90,000,000元(相等於約108,200,000港元)而提供之擔保。該筆貸款將於二零一二年七月到期。於二零一零年九月，金花鐘樓及金花投資已訂立協議，據此，金花投資已同意向金花鐘樓彌償因上述擔保產生之任何損失。
- (ii) 金花鐘樓就金花投資於二零零七年提取之計息銀行貸款人民幣15,000,000元(相等於約18,000,000港元)而提供之擔保。該筆貸款將於二零一三年九月到期。於二零零八年八月，金花鐘樓及金花投資已訂立協議，據此，金花投資已同意向金花鐘樓彌償因上述擔保產生之任何損失。

於報告期末，本公司董事認為將不大可能會根據任何上述擔保而對本集團提出索償。本集團於報告期末之已發出擔保項下之最高負債為尚未償還之銀行貸款人民幣105,000,000元(相等於約126,200,000港元)加應計利息。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 27 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the balances disclosed elsewhere in this interim financial report, the Group entered into the following material related party transactions.

#### (a) Transactions with equity shareholders of the Company and their affiliates:

|  |                                    |
|--|------------------------------------|
| Interest expenses (Note (i))   | 利息開支(附註(i))                        |
| Interest income (Note (ii))  | 利息收入(附註(ii))                       |
| Management service fee income  | 管理服務費收入                            |
| Operating lease expenses   | 經營租賃開支                             |
| Guarantees provided by and/or secured by properties of related parties for the Group's bank and other loans at the end of the reporting period | 於報告期末關連人士為本集團之銀行及其他貸款提供及/或以物業作出之擔保 |

Notes:

- (i) Interest expenses for the six months ended 30 June 2011 represented interest charges on the Hony Convertible Notes and the Hony Convertible Notes II, where interest expenses for the six months ended 30 June 2010 represented interest charges on the BMRL Notes.
- (ii) Interest income represented interest charges on the loan receivable from Ginwa Investments.

### 27 重大關連人士交易

除本中期財務報告其他部份所披露之結餘外，本集團亦進行以下重大關連人士交易。

#### (a) 與本公司股東及彼等聯屬人士進行之交易：

Six months ended 30 June  
截至六月三十日止六個月

| 2011<br>HK\$'000<br>二零一一年<br>千港元 | 2010<br>HK\$'000<br>(restated)<br>二零一零年<br>千港元<br>(經重列) |
|----------------------------------|---|
| 15,786                           | 14,863  |
| 13,338                           | 25,478  |
| 4,538                            | 4,361   |
| 18,693                           | -   |
| 85,315                           | 202,208   |

附註：

- (i) 截至二零一一年六月三十日止六個月之利息開支是指Hony可換股票據及Hony可換股票據II之利息支出，而截至二零一零年六月三十日止六個月之利息開支是指BMRL票據之利息支出。
- (ii) 利息收入指應收金花投資貸款之利息費用。

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# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

### 27 MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

#### (b) Key management personnel remuneration

Remuneration for key management personnel is as follows:

|   |            | Six months ended 30 June<br>截至六月三十日止六個月 |                                  |
|---|------------|---|----------------------------------|
|   |            | 2011<br>HK\$'000<br>二零一一年<br>千港元        | 2010<br>HK\$'000<br>二零一零年<br>千港元 |
| Salaries, allowances and benefits in kind | 薪金、津貼及實物福利 | 2,309                                   | 2,420                            |
| Retirement scheme contributions           | 退休計劃供款     | 40                                      | 34                               |
| Share-based payments                      | 股份付款       | —                                       | 52                               |
|   |            | <b>2,349</b>                            | <b>2,506</b>                     |

### 28 NON-ADJUSTING SUBSEQUENT EVENTS

#### (a) Acquisition of entire equity interests in Shaanxi Qianhui Company Limited ("Qianhui")

On 16 May 2011, the Company, through a wholly-owned subsidiary, entered into a share transfer agreement to acquire the entire equity interests in Qianhui, which as a condition precedent to this acquisition is to acquire the properties that one of the Group's department stores is currently situated. Pursuant to the agreement, the Group will acquire the entire equity interests of Qianhui at a total consideration of RMB500.0 million (equivalent to approximately HK\$600.0 million). Up to the date of issue of this interim financial report, the above acquisition has yet to be completed.

### 27 重大關連人士交易(續)

#### (b) 主要管理人員薪酬

主要管理人員之薪酬如下：

### 28 報告日期後之非調整事項

#### (a) 收購陝西千匯置業有限公司（「千匯」）之全部股權

於二零一一年五月十六日，本公司透過一間全資附屬公司訂立股份轉讓協議以收購千匯（其將會收購本集團其中一間百貨公司現時所在之物業，該為此項收購的先決條件）之全部股權。根據協議，本集團將以總代價人民幣500,000,000元（相當於約600,000,000港元）收購千匯之全部股權。截至本中期財務報告刊發日期，上述收購事項尚未完成。

# Notes to the Unaudited Interim Financial Report

## 未經審核中期財務報告附註

(Expressed in HK\$ unless otherwise indicated) (除非另有指明，否則以港元列示)

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### 28 NON-ADJUSTING SUBSEQUENT EVENTS (Continued)

#### (b) Acquisition of entire equity interests in CPI Asia Big Bell 2 Limited ("Big Bell 2")

On 9 June 2011, the Company, through a wholly-owned subsidiary, entered into a share transfer agreement to acquire the entire equity interests in Big Bell 2, which owns the properties that one of the Group's department stores is currently situated. Pursuant to the agreement, the Group will acquire the entire equity interests of Big Bell 2 at a consideration of RMB350.9 million (equivalent to approximately HK\$422.0 million), with an interest charge of 9% per annum on the consideration to be accrued from 10 June 2011 to the acquisition completion date. Up to the date of issue of this interim financial report, the above acquisition has yet to be completed.

#### (c) Shares issued on the exercise of warrants

From 18 July 2011 to 16 August 2011, 301,320,000 warrants previously issued by the Company (see Note 22(d)) have been exercised, and accordingly, 301,320,000 of the Company's ordinary shares of HK\$0.10 each were issued at HK\$0.20 per share.

Upon completion of the above exercise of warrants, the Company's number of shares in issue increased from 2,519,815,823 to 2,821,135,823.

#### (d) Conversion of BMRL Notes

On 18 August 2011, the holder of the BMRL Notes has converted notes with face value of HK\$285.0 million into 527,777,777 ordinary shares of the Company.

Upon completion of the above conversion of the BMRL Notes, the Company's number of shares in issue increased from 2,821,135,823 to 3,348,913,600.

### 29 COMPARATIVE FIGURES

As a result of the correction of prior periods' errors, certain comparative figures have been adjusted to conform to current period's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2011. Further details of these corrections are disclosed in Note 4.

### 28 報告日期後之非調整事項(續)

#### (b) 收購CPI Asia Big Bell 2 Limited (「Big Bell 2」) 之全部股權

於二零一一年六月九日，本公司透過一間全資附屬公司訂立股份轉讓協議以收購Big Bell 2 (其擁有本集團其中一間百貨公司現時所在之物業) 之全部股權。根據協議，本集團將收購Big Bell 2之全部股權，代價為人民幣350,900,000元(相當於約422,000,000港元)，每年9%之代價利息費用從二零一一年六月十日起累計至收購完成當日。截至本中期財務報告刊發日期，上述收購事項尚未完成。

#### (c) 行使認股權證時發行之股份

於二零一一年七月十八日至二零一一年八月十六日，本公司於過往發行之301,320,000份認股權證(參閱附註22(d))已獲行使，因此301,320,000股每股面值為0.10港元本公司之普通股以每股0.20港元之價格發行。

完成上述行使認股權證後，本公司之已發行股份數目由2,519,815,823股增加至2,821,135,823股。

#### (d) 轉換BMRL票據

於二零一一年八月十八日，BMRL票據持有人已將賬面值為285,000,000港元之票據轉換為527,777,777股本公司普通股。

完成上述轉換BMRL票據後，本公司之已發行股份數目由2,821,135,823股增加至3,348,913,600股。

### 29 比較數字

由於糾正過往期間的錯誤，若干比較數字經已調整以與本期的呈列方式保持一致，並為二零一一年首次披露之項目提供比較數字。該等糾正之進一步詳情於附註4披露。

# Review Report to the Board of Directors 致董事會之審閱報告



## REVIEW REPORT TO THE BOARD OF DIRECTORS OF CENTURY GINWA RETAIL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

### Introduction

We have reviewed the interim financial report set out on pages 4 to 56 which comprises the consolidated statement of financial position of Century Ginwa Retail Holdings Limited as of 30 June 2011 and the related consolidated income statement, statement of comprehensive income and statement of changes in equity and condensed consolidated cash flow statement for the six month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34, *Interim financial reporting*, issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim financial report in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### Scope of review

We conducted our review 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. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

### 審閱報告

致世紀金花商業控股有限公司

董事會

(於百慕達註冊成立之有限公司)

### 緒言

本核數師已完成審閱載於第4至56頁之中期財務報告，當中包括世紀金花商業控股有限公司於二零一一年六月三十日之綜合財務狀況報表及截至該日止六個月期間之相關綜合收益表、全面收益表、權益變動表及簡明綜合現金流量表以及說明附註。香港聯合交易所有限公司證券上市規則規定，中期財務報告之編製須符合當中訂明之相關條文，以及由香港會計師公會頒佈之香港會計準則第34號「中期財務報告」。董事須負責根據香港會計準則第34號編製及呈報中期財務報告。

本核數師之責任是根據本核數師之審閱對中期財務報告作出結論，並依據本核數師協定之聘任條款，僅向閣下(作為一個個體)呈報本核數師之結論，除此之外別無其他目的。本核數師並不就本報告之內容對任何其他人士承擔任何義務或接受任何責任。

### 審閱範圍

本核數師依據香港會計師公會頒佈之《香港審閱委聘準則》第2410號「由實體之獨立核數師執行之中期財務資料審閱」進行本核數師之審閱工作。審閱中期財務報告包括主要向負責財務及會計事務之人員作出查詢，以及進行分析性和其他審閱程序。由於審閱之範圍遠較根據《香港審計準則》進行審核之範圍為小，故本核數師不保證可知悉所有在審核中可能發現之重大事項。因此，本核數師不會發表審核意見。

# Review Report to the Board of Directors (continued)

## 致董事會之審閱報告(續)

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2011 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34, *Interim financial reporting*.

### KPMG

Certified Public Accountants  
8<sup>th</sup> Floor, Prince's Building  
10 Chater Road  
Central, Hong Kong

25 August 2011

### 結論

根據本核數師之審閱結果，本核數師並無發現任何事項而令本核數師相信於二零一一年六月三十日之中期財務報告在任何重大方面未有根據香港會計準則第34號「中期財務報告」編製。

### 畢馬威會計師事務所

執業會計師  
香港，中環  
遮打道10號  
太子大廈8樓

二零一一年八月二十五日

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# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

The principal business activity of the Group is engaging in the operation of department stores in North-western China.

We have successfully consolidated our department stores operation in North-western China, one of the highest growing regions in the People's Republic of China ("PRC"). This enables the Group to achieve continuous business growth in the first half of 2011. This strategy will continue to generate revenue for the Group, while it will also identify further acquisition opportunities.

In May 2011, the Group acquired Xianyang Century Ginwa Trade and Commerce Company Limited, which holds two department stores and five supermarkets in Xianyang. Currently, the Group operates eight department stores and five supermarkets in the North-western China, which achieved continual rapid business growth.

### Cooperation with Investment Fund

Upon successful introduction of Hony Capital to acquire the Company's convertible bonds amounting to HK\$887 million in late 2010, the cooperation between Hony Capital and the Group has been more intense. In April 2011, Hony Capital has exercised in full of the convertible bonds options to subscribe the convertible bonds with the principal amount of HK\$443.5 million. In early June 2011, Hony Capital has further provided the funding of approximately HK\$420 million to the Group in order to acquire the Hi-Tech Store properties. In late June 2011, Hony Capital has converted the convertible bonds of HK\$205 million to 745,454,545 ordinary shares of the Company, representing 22.3% of the Company's issued share capital at the date of report and being the Company's second largest shareholder.

Hony Capital is an investment fund which is structured as an exempted limited partnership established in the Cayman Islands. Based on the limited partnership interests of Hony Capital, Legend Holdings Limited, via its wholly-owned subsidiary, Right Lane Limited, is the single largest investor in Hony Capital, with a holding of approximately 14.3% of the value of the fund. Apart from Legend Holdings Limited, Hony Capital has 77 other investors with interests ranging from 0.02% to 7.15% of the value of the fund.

### 業務回顧

本集團之主要業務為於中國西北部經營百貨公司。

我們成功整合了中國西北部之百貨公司業務，該等地區為中華人民共和國（「中國」）最高增長地區之一。此舉讓我們成功令本集團於二零一一年上半年持續錄得業務增長。此策略將為本集團持續帶來收益，而本集團亦會進一步物色收購機遇。

於二零一一年五月，本集團成功收購了咸陽世紀金花商貿有限公司，集團持有咸陽兩間百貨公司與五間超級市場。目前，本集團於中國西北部共持有八間百貨公司及五間超級市場，而業務錄得持續高速增長。

### 與投資基金之合作

自於去年年底我們成功引入弘毅投資認購8.87億港元可換股債券後，雙方合作更趨緊密。於今年四月份，弘毅投資行使可換股期權全數認購本金總額達4.435億港元的可換股債券。於六月初，弘毅投資再向本集團提供額外提供資金約4.2億港元，協助收購高新百貨店物業。於六月底，弘毅投資行使可換股債券2.05億港元的轉股權，轉換745,454,545股股份，於本報告日，佔本公司已發行股本22.3%，為本公司第二大股東。

弘毅投資為一支投資基金，其結構為於開曼群島成立之受豁免有限夥伴公司。根據弘毅投資之有限夥伴權益，聯想控股有限公司透過其全資附屬公司南明有限公司作為弘毅投資單一最大投資者，持有該基金之價值約14.3%。除聯想控股有限公司外，弘毅投資另有77名投資者，彼等持有該基金之價值由0.02%至7.15%不等之權益。

# Management Discussion and Analysis

## 管理層討論及分析

### Merger & Acquisition

The Group completed the acquisitions of two department stores and five supermarkets in May 2011. Currently, the Group operates five department stores in Xi'an and one department store in Urumqi, and two department stores and five supermarkets in Xianyang.

In order to consolidate the development of its own business and mitigate the impact of increasing rental expenses due to appreciation of commercial properties on its operation, the Group entered a sale and purchase agreement to acquire Shaanxi Qianhui Properties Company Limited on 16 May 2011. The shopping mall has a gross floor area of over 90,000 square meters, which is a size similar to Festival Walk Shopping Mall in Hong Kong. Approximately 27,000 square meters of the shopping mall is currently operated by Xi'an Century Ginwa Saigo Shopping Mall Company Limited, a subsidiary of the Group. Acquisition of such property may allow expansion of its operation area, which may in turn generate additional income.

In addition, the Group entered a sale and purchase agreement on 9 June 2011 to acquire CPI Asia Big Bell 2 Limited, the holding company of the property in which Xi'an Hi-Tech Store, operated by Xi'an Century Ginwa Property Investments Company Limited, a subsidiary of the Group, is located. The shopping mall has a gross floor area of approximately 30,000 square meters. The abovementioned two acquisitions have been approved in the shareholders' special general meeting, and are currently pending completion.

Upon completion, these acquisitions will (i) allow the Group to further optimize its asset quality, saving considerable rental expenses every year; and (ii) eliminate the risk and uncertainty associated with renewing the lease agreement and facility lease agreements upon expiry. Both will contribute positively and directly to the Group.

On 25 May 2011, the Company entered into a memorandum of understanding in relation to strategic cooperation in the PRC with The Swank Shop Limited, a wholly-owned subsidiary of ENM Holdings Limited, another company listed on the main board which will develop and operate brand stores located in the department stores operated by the Company. This can help the Group solicit new customers, diversify its product range and improve the image of its stores.

The Group will continue to explore other business opportunities of acquiring department stores in the PRC. The Board believes that with its operation network comprising these department stores, the Group could enhance economies of scale, attract more talents and strengthen the advantages of bulk purchasing, so as to contribute more revenue to the Group.

### 合併與收購

本集團已於今年五月份完成收購兩間百貨公司與五間超級市場的交易。現時，本集團於中國西安及烏魯木齊分別經營五間及一間百貨公司，以及於咸陽經營兩間百貨公司與五間超級市場。

本集團為鞏固本身業務的發展及減輕商業物業之升值所帶來租金上升對經營的影響，本集團於二零一一年五月十六日簽訂收購陝西千匯置業有限公司的買賣協議。該商場面積超過90,000平方米，與香港又一城商場的面積相若。現在正由本集團附屬公司西安世紀金花賽高購物有限公司經營其中約27,000平方米，收購該物業可讓其擴大經營面積以產生額外收入。

另外本集團亦於二零一一年六月九日簽訂收購CPI Asia Big Bell 2 Limited的買賣協議，彼為本集團附屬公司西安世紀金花購物有限公司經營的西安高新百貨公司所在物業的控股公司，商場面積約為30,000平方米。上述兩項收購已獲得股東特別大會之批准，有待交割完成。

當完成收購時，此等收購將會(i)令本集團之資產質量進一步優化，每年可節省可觀之租金支出；及(ii)消除到期後續訂租賃協議及設施租賃協議之風險及不確定因素。兩者均可為本集團帶來直接正面貢獻。

於今年五月二十五日，本公司與另一主板上市公司安寧控股有限公司之全資附屬公司詩韻有限公司達成了中國戰略合作的諒解備忘錄。詩韻將發展及經營位於本公司經營之百貨公司之品牌專店，此舉有助本集團招攬新客戶、豐富產品選擇以及提升店舖形象。

本集團將在中國收購百貨公司方面持續物色其他業務機遇。董事會相信憑藉百貨公司組成之業務網絡，可藉此擴大集團業務之規模效益，進一步吸引人才及強化集中採購之優勢，為本集團帶來更高收益。

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# Management Discussion and Analysis

## 管理層討論及分析

### FINANCIAL RESULTS

In the period, the restructuring of the Group's core business has begun to produce results and attained strong performance. The Group achieved continual rapid business growth.

- i) The turnover of the Group for the six months ended 30 June 2011 increased to HK\$544 million compared to HK\$327 million for the last period, representing an increase of 66%.
- ii) The gross profit of the Group for the six months ended 30 June 2011 increased to HK\$358 million compared to HK\$220 million of the last period. The gross profit margin of the Group for the six months ended 30 June 2011 decreased to 65.8% from 67.3% of the same period last year due to acquisition of department stores and supermarkets in Xianyang in May 2011.
- iii) The Group's operating profit for first half of 2011 was HK\$135 million, increased by 52% from HK\$89 million for first half of 2010.
- iv) The finance income for first half of 2011 were HK\$110 million (2010: HK\$22 million). The increase in finance income were mainly due to gains of HK\$168 million arising from changes in fair value of the derivative components of the convertible bonds recorded in the first half of 2011 (six months ended 30 June 2010: HK\$18 million).
- v) The Group's profit for the first half of 2011 and consolidated profit attributable to shareholders of the Company were HK\$205 million (six months ended 30 June 2010: HK\$86 million) and HK\$185 million (six months ended 30 June 2010: HK\$63 million) respectively.

### 財務業績

於本期間，本集團核心業務重組初見成效，表現強勁，本集團業務錄得持續高速增長。

- i) 本集團截至二零一一年六月三十日止六個月期間之營業額增加至544,000,000港元，而去年同期為327,000,000港元，相當於增加66%。
- ii) 截至二零一一年六月三十日止六個月，本集團之毛利增加至358,000,000港元，去年同期為220,000,000港元。本集團截至二零一一年六月三十日止六個月期間之毛利率由去年67.3%減少至65.8%，乃由於二零一一年五月收購咸陽營運之百貨公司及超級市場所致。
- iii) 本集團之經營溢利由二零一零年上半年之89,000,000港元增加52%至二零一一年上半年之135,000,000港元。
- iv) 二零一一年上半年之財務收入為110,000,000港元(二零一零年財務收入：22,000,000港元)。財務收入上升乃主要由於於二零一一年上半年錄得之可換股債券衍生部份之公允值變動產生之收益168,000,000港元(截至二零一零年六月三十日止六個月：18,000,000港元)。
- v) 本集團二零一一年上半年溢利及本公司股東應佔綜合溢利分別為205,000,000港元(截至二零一零年六月三十日止六個月：86,000,000港元)及185,000,000港元(截至二零一零年六月三十日止六個月：63,000,000港元)。

# Management Discussion and Analysis

## 管理層討論及分析

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2011, the Group's consolidated net assets value was HK\$904 million (31 December 2010: HK\$405 million). As at 30 June 2011, the Group had cash and cash equivalents amounting to HK\$233 million (31 December 2010: HK\$115 million). The current ratio of the Group as at 30 June 2011 was 0.43 (31 December 2010: 0.22). The gearing ratio, being the bank and other loans, the unsecured notes and the convertible bonds and less cash and cash equivalents divided by the total equity, as at 30 June 2011, was 1.91 (31 December 2010: 4.01).

### FUTURE PLAN AND OUTLOOK

In recent years, the economic development of China has gradually matured with increasing domestic demand, which steadily lift the per capita disposable income and total retail sales of social consumer goods. On the other hand, pace of urbanization in China will further drive the development of the modern retail industry. In view of this favourable situation, the Group will continue exploring opportunities in the operation of department store by acquiring existing Century Ginwa department stores and expanding Century Ginwa geographically in the PRC. The Group also plans to reinvent and remodel its existing stores to further enhance the store image and to improve productivity by the more efficient use of the available floor space. Meanwhile, the Group would introduce more famous international brands to further enhance its market status and maximize shareholders' value. The Group strongly believes that the business strategy of Century Ginwa could eventually lead the Group to become one of the top tier department store operators in the PRC.

### HUMAN RESOURCES

As at 30 June 2011, the Group employed approximately 2,300 (31 December 2010: 1,600) full time employees including management and administrative staff. Most of the employees are employed in the PRC. The employees' remuneration, promotion and salary increments are assessed based on both individual's and Company's performance, professional and working experience and by reference to prevailing market practice and standards. Apart from the general remuneration package, the Group also granted share options and discretionary bonus to the eligible staff based on their performance and contribution to the Group. The Group regards quality staff as one of the key factors to corporate success.

### 流動資金及財政資源

於二零一一年六月三十日，本集團之綜合資產淨值為904,000,000港元(二零一零年十二月三十一日：405,000,000港元)。於二零一一年六月三十日，本集團之現金及現金等值項為233,000,000港元(二零一零年十二月三十一日：115,000,000港元)。於二零一一年六月三十日，本集團之流動比率為0.43(二零一零年十二月三十一日：0.22)。於二零一一年六月三十日之資本負債比率(即銀行及其他貸款、無抵押票據及可換股債券及減現金及現金等值項目後除以權益總額)為1.91(二零一零年十二月三十一日：4.01)。

### 未來計劃及展望

近年來，中國的經濟發展日趨成熟，內部需求逐漸增加，令人均可支配收入及社會消費品零售總額穩步增長。另一方面，我國的城市化步伐將進一步驅動現代零售行業的發展。鑑於這一利好局勢，本集團將在營運百貨公司範疇內繼續透過收購世紀金花現有百貨公司及擴大世紀金花在中國之經營地域以開拓商機。本集團亦計劃改造及重新塑造其現有店舖以進一步改善店舖形象，並透過更有效地利用可用樓面面積提升產能。同時，本集團會引進更多國際知名品牌，以進一步提升其市場地位及令股東價值實現最大化。本集團深信，世紀金花之業務策略定可引領本集團最終躋身中國頂級百貨公司營運商之列。

### 人力資源

於二零一一年六月三十日，本集團僱用了約2,300名(二零一零年十二月三十一日：1,600名)全職僱員，其中包括管理及行政人員。大部份僱員均於中國受僱。僱員之薪酬、晉升及加薪幅度乃根據個人及本公司之表現、僱員之專業及工作經驗，並參考當時市場慣例及標準來評估釐定。除了一般薪酬組合外，本集團亦根據合資格僱員之表現及其對本集團之貢獻，向他們授出購股權及酌情花紅。本集團認為優秀僱員是企業能成功發展之其中一項關鍵因素。



# Management Discussion and Analysis

## 管理層討論及分析

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 30 June 2011, the interests and short positions of the directors and chief executives of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were required to be entered into the register required to be kept under section 352 of the SFO or otherwise were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) and/or the Model Code for Securities Transactions by Directors of Listed issuers in the Listing Rules (the "Model Code"), were as follows:

#### (a) Long positions in the shares

| Name of director         | Nature of interests        |
|--------------------------|----------------------------|
| 董事姓名                     | 權益性質                       |
| Mr. Sha Yingjie<br>沙英杰先生 | Personal interests<br>個人權益 |

Save as disclosed above, as at 30 June 2011, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), nor were they taken to or deemed to have under such provisions of the SFO, any interests or short positions in the shares of HK\$0.10 each of the Company, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interests which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules or any interests which are required to be entered into the register kept by the Company pursuant to section 352 of the SFO.

### 董事及主要行政人員於本公司股份、相關股份及債券之權益及短倉

於二零一一年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有須載入根據證券及期貨條例第352條之規定所存置之登記冊之權益及短倉，或根據證券及期貨條例第XV部第7及第8分部而須知會本公司及聯交所之權益及短倉(包括根據證券及期貨條例相關規定被視作或當作擁有之權益及短倉)及/或根據上市規則當中上市發行人董事進行證券交易的標準守則(「標準守則」)而須知會本公司及聯交所之權益及短倉載列如下：

#### (a) 本公司股份中之長倉：

|  | Number of issued ordinary shares held | Approximate percentage of the issued share capital of the Company |
|--|---------------------------------------|---|
|  | 所持已發行普通股數目                            | 佔本公司已發股本概約百分比   |

|  |           |       |
|--|-----------|-------|
|  | 1,674,000 | 0.07% |
|--|-----------|-------|

除上文所披露者外，於二零一一年六月三十日，本公司董事或主要行政人員概無根據香港法例第571章證券及期貨條例(「證券及期貨條例」)第7及第8分部擁有或根據證券及期貨條例相關規定而被視作或當作於本公司每股面值0.10港元之股份中擁有任何權益或短倉、本公司或任何相聯法團(定義見證券及期貨條例第XV部)相關股份或債券的任何權益或短倉，或根據上市規則當中上市發行人董事進行證券交易之標準守則而須知會本公司及聯交所的任何權益，或須載入本公司根據證券及期貨條例第352條之規定所存置之登記冊之任何權益。

# Management Discussion and Analysis

## 管理層討論及分析

### (b) Long position in the share options of the Company

### (b) 本公司購股權之長倉

| Name of grantee<br>承授人姓名          | Date of grant<br>授出日期     | Exercise price (HK\$)<br>行使價<br>(港元) | Vesting and exercise period<br>歸屬及行使期               | Outstanding as at 1 January 2011<br>於二零一一年一月一日<br>尚未行使 | Number of share options<br>購股權數目  |   | Outstanding as at 30 June 2011<br>於二零一一年六月三十日<br>尚未行使 |
|-----------------------------------|---------------------------|--------------------------------------|---|--|-----------------------------------|---|---|
|                                   |                           |                                      |   |  | Granted during the period<br>期內授出 | Forfeited/ Expired during the period<br>期內沒收/<br>失效 |   |
| Mr. Wu Yijian (Note)<br>吳一堅先生(附註) | 20 Oct 2010<br>二零一零年十月二十日 | 0.315                                | 20 Oct 2010 to 19 Oct 2015<br>二零一零年十月二十日至二零一五年十月十九日 | 17,500,000   | -                                 | -   | 17,500,000  |
| Mr. Choon Hoi Kit, Edwin<br>鄭開杰先生 | 20 Oct 2010<br>二零一零年十月二十日 | 0.315                                | 20 Oct 2010 to 19 Oct 2015<br>二零一零年十月二十日至二零一五年十月十九日 | 2,500,000  | -                                 | -   | 2,500,000   |
| Mr. Qu Jiaqi<br>曲家琪先生             | 20 Oct 2010<br>二零一零年十月二十日 | 0.315                                | 20 Oct 2010 to 19 Oct 2015<br>二零一零年十月二十日至二零一五年十月十九日 | 2,500,000  | -                                 | -   | 2,500,000   |
| Mr. Sha Yingjie<br>沙英杰先生          | 20 Oct 2010<br>二零一零年十月二十日 | 0.315                                | 20 Oct 2010 to 19 Oct 2015<br>二零一零年十月二十日至二零一五年十月十九日 | 2,000,000  | -                                 | -   | 2,000,000   |

Note:

Mr. Wu Yijian was appointed as director of the Company on 7 January 2011.

附註：

吳一堅先生於二零一一年一月七日獲委任為本公司董事。

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# Management Discussion and Analysis

## 管理層討論及分析

All the interests stated above represents long positions. Neither long nor short positions were recorded in the register maintained by the Company under Section 352 of the SFO as at 30 June 2011.

Save as disclosed above, as at 30 June 2011, none of the directors or chief executives of the Company had, under Divisions 7 and 8 of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interests and short positions 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) or any interests which are required to be notified to the Company and the Stock Exchange or any interests which are required to be entered into the register kept by the Company pursuant to Section 352 of the SFO or are required pursuant to the Model Code.

### SUBSTANTIAL SHAREHOLDERS

#### Interests of shareholders discloseable pursuant to the SFO

The register of substantial shareholders required to be kept under section 336 of the SFO shows that as at 30 June 2011, the Company had been notified of the following substantial shareholders' interests and short positions, being interests of 5% or more of the Company's issued share capital. These interests are in addition to those disclosed above in respect of the directors of the Company.

上述所示所有權益均為長倉。於二零一一年六月三十日，本公司根據證券及期貨條例第352條之規定存置之登記冊並無任何長倉及短倉記錄。

除上文所披露者外，於二零一一年六月三十日，本公司董事或主要行政人員概無擁有下述權益，即根據證券及期貨條例第7及第8分部、或根據證券及期貨條例相關規定而視作或當作擁有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、相關股份及債券的任何權益及短倉；或須知會本公司及聯交所之任何權益；或須載入根據證券及期貨條例第352條規定所存置之登記冊內之任何權益；或根據標準守則而須知會本公司及聯交所之任何權益。

### 主要股東

#### 根據證券及期貨條例須予披露之股東權益

根據證券及期貨條例第336條存置之主要股東登記冊顯示，於二零一一年六月三十日，本公司已獲知會，下列主要股東於本公司已發行股本中擁有5%或以上權益及短倉。該等權益為上述所披露本公司董事擁有之權益以外之權益。

# Management Discussion and Analysis

## 管理層討論及分析

### (a) Long position/short position in the share of the Company (a) 本公司股份之長倉/短倉

| Name of shareholder  | Long positions/<br>short positions | Nature of interests                                | Number of<br>Issued ordinary<br>shares held | Approximate<br>percentage<br>of the<br>issued share<br>capital of<br>the Company |
|--|------------------------------------|--|---|--|
| 股東名稱   | 長倉/短倉                              | 權益性質   | 所持已發行<br>普通股數目                              | 佔本公司<br>已發行股本<br>之概約百分比  |
| Best Mineral Resources Limited ("BMRL")                                      | Long positions<br>長倉               | Personal interests<br>個人權益                         | 476,196,108 (Note 1)<br>(附註1)               | 18.90%   |
| Mr. Chen Jian<br>陳健先生  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 476,196,108 (Note 1)<br>(附註1)               | 18.90%   |
| Mr. Li Peng<br>李鵬先生  | Long positions<br>長倉               | Personal interests<br>個人權益                         | 10,001,000 (Note 2)<br>(附註2)                | 0.40%  |
| Glory Keen Holdings Limited<br>榮建控股有限公司                                      | Long positions<br>長倉               | Corporate interests<br>公司權益                        | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Hony Capital Fund 2008, L.P.   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Hony Capital Fund 2008 GP, L.P.  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Hony Capital Fund 2008 GP Limited.   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Hony Capital Management Limited.   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Mr. Zhao John Huan<br>趙令歡先生  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Right Lane Limited<br>南明有限公司   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Legend Holdings Limited<br>聯想控股有限公司  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Beijing Lian Chi Zhi Yuan<br>Management Consulting Centre<br>北京聯持志遠管理諮詢中心    | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Beijing Lian Chi Zhi Tung<br>Management Consulting Limited<br>北京聯持志同管理諮詢有限公司 | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Chinese Academy of Sciences<br>Holding Co., Limited<br>中國科學院國有資產經營<br>有限責任公司 | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |
| Chinese Academy of Sciences<br>中國科學院   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,221,650,653 (Note 3)<br>(附註3)             | 48.48%   |

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- (b) Long position/short position in the underlying shares equity derivatives of the Company (as defined in Part XV of the SFO)
- (b) 於本公司股權衍生工具項下之相關股份之長倉／短倉(定義見證券及期貨條例第XV部)

| Name of shareholder  | Long positions/<br>short positions | Nature of interests                                | Number of<br>Issued<br>ordinary<br>shares held | Approximate<br>percentage<br>of the<br>issued share<br>capital of<br>the Company |
|--|------------------------------------|--|--|--|
| 股東名稱   | 長倉／短倉                              | 權益性質   | 所持已發行<br>普通股數目                                 | 佔本公司<br>已發行股本<br>之概約百分比  |
| Best Mineral Resources Limited ("BMRL")                                      | Long positions<br>長倉               | Personal interests<br>個人權益                         | 1,007,724,904 (Note 1)<br>(附註1)                | 39.99%   |
| Mr. Chen Jian<br>陳健先生  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 1,007,724,904 (Note 1)<br>(附註1)                | 39.99%   |
| Mr. Li Peng<br>李鵬先生  | Long positions<br>長倉               | Personal interests<br>個人權益                         | 301,320,000 (Note 2)<br>(附註2)                  | 11.96%   |
| Glory Keen Holdings Limited<br>榮建控股有限公司                                      | Long positions<br>長倉               | Corporate interests<br>公司權益                        | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Hony Capital Fund 2008, L.P.   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Hony Capital Fund 2008 GP, L.P.  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Hony Capital Fund 2008 GP Limited.   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Hony Capital Management Limited.   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Mr. Zhao John Huan<br>趙令歡先生  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Right Lane Limited<br>南明有限公司   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Legend Holdings Limited<br>聯想控股有限公司  | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Beijing Lian Chi Zhi Yuan<br>Management Consulting Centre<br>北京聯持志遠管理諮詢中心    | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Beijing Lian Chi Zhi Tung<br>Management Consulting Limited<br>北京聯持志同管理諮詢有限公司 | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Chinese Academy of Sciences<br>Holding Co., Limited<br>中國科學院國有資產經營<br>有限責任公司 | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Chinese Academy of Sciences<br>中國科學院   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 5,100,452,176 (Note 4)<br>(附註4)                | 202.41%  |
| Grand Well Group Limited   | Long positions<br>長倉               | Corporate interests<br>公司權益                        | 236,250,000 (Note 5)<br>(附註5)                  | 9.38%  |
| Mr. Mak Kam Fai<br>麥錦輝先生   | Long positions<br>長倉               | Interest in a controlled corporation<br>於受控制法團持有權益 | 236,250,000 (Note 5)<br>(附註5)                  | 9.38%  |

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# Management Discussion and Analysis

## 管理層討論及分析

### (b) Long position/short position in the underlying shares equity derivatives of the Company (as defined in Part XV of the SFO) (Continued)

Notes:

- (1) BMRL held 476,196,108 Shares and 1,007,724,904 underlying Shares related to its derivative interests under the BMRL Convertible Bonds in its own name. Mr. Chen Jian held 100% of the issued share capital of BMRL. As such, Mr. Chen Jian was deemed to be interested in 476,196,108 shares and 1,007,724,904 underlying shares related to its derivative interests by virtue of his shareholding in BMRL. Pursuant to the terms and conditions of the BMRL Convertible Bonds, no holder of the BMRL Convertible Bonds or any party acting in concert with such holder shall be permitted to exercise the conversion rights attaching to the BMRL Convertible Bonds if such exercise would result in such holder or any party acting in concert with it being required to make a mandatory general offer for the shares of the Company under the Takeovers Code and/or the public float of the Company would become less than 25% of the issued share capital as required under the Listing Rules after issuance of such Shares.

The derivative represents the BMRL Convertible Bonds. Under the terms of the BMRL Convertible Bonds, the conversion rights to the BMRL Convertible Bonds cannot be exercised if, immediately after exercise of such conversion rights into the Shares, the holder(s) of the BMRL Convertible Bonds its concert parties will trigger a general offer obligation under the Hong Kong Code on Takeovers and Mergers and/or the public float of the Company will be less than 25% of the issued share capital of the Company as required under the Listing Rules after issuance of such Shares.

- (2) Mr. Li Peng is interested in 10,001,000 shares and 301,320,000 warrants, each of the warrant confers the rights to subscribe for new share in cash at an initial subscription price of HK\$0.20 per share (subject to adjustments).
- (3) The long position represents 745,454,545 shares held and the security interest held by Glory Keen Holdings Limited over the 476,196,108 Shares held by BMRL under the BMRL Share Charge. Hony Capital Fund 2008, L.P. holds the entire issued share capital of Glory Keen Holdings Limited. Hony Capital Fund 2008 GP, L.P. is the sole general partner of Hony Capital Fund 2008, L.P. Hony Capital Fund 2008 GP Limited, a wholly-owned subsidiary of Hony Capital Management Limited, is the sole general partner of Hony Capital Fund 2008 GP, L.P. Mr. Zhao John Huan and Right Lane Limited respectively own 55% and 45% equity interests in Hony Capital Management Limited. Right Lane Limited is a wholly-owned subsidiary of Legend Holdings Limited. Chinese Academy of Sciences Holdings Co., Ltd. and Beijing Lian Chi Zhi Yuan Management Consulting Centre are the substantial shareholders of Legend Holdings Limited, with 36% and 35% interests, respectively. Chinese Academy of Sciences Holdings Co., Ltd. is a wholly-owned subsidiary of Chinese Academy of Sciences. Beijing Lian Chi Zhi Tung Management Consulting Limited is the sole general partner of Beijing Lian Chi Zhi Yuan Management Consulting Centre. Each of the above-mentioned parties is therefore deemed to be interested in the security interest held by Glory Keen Holdings Limited.

### (b) 於本公司股權衍生工具項下之相關股份之長倉／短倉(定義見證券及期貨條例第XV部)(續)

附註：

- (1) BMRL以本身名義持有476,196,108股股份以及有關其於BMRL可換股債券項下衍生權益之1,007,724,904股股份。陳健先生持有BMRL 100%已發行股本。因此，陳健先生因其在BMRL之股權而視作於476,196,108股股份以及有關其衍生權益之1,007,724,904股相關股份中擁有權益。根據BMRL可換股債券之條款及條件，倘BMRL可換股債券之持有人或任何與該持有人一致行動之人士於行使BMRL可換股債券附帶之兌換權時將會導致該持有人或任何與其一致行動之人士須根據收購守則作出強制性全面收購本公司股份之建議及／或本公司之公眾持股量將會於發行有關股份後低於上市規則所規定之已發行股本之25%，則BMRL可換股債券之持有人或任何與其一致行動之人士概不得行使該兌換權。

衍生工具指BMRL之可換股債券。根據BMRL可換股債券之條款，倘緊隨行使BMRL可換股債券之轉換權轉換股份後，BMRL可換股債券持有人及其一致行動人士將觸發香港公司收購及合併守則下提出全面收購建議之責任及／或於發行有關股份後，本公司之公眾持股量將低於上市規則下所規定之本公司已發行股本之25%，則不得行使BMRL可換股債券所附帶之轉換權。

- (2) 李鵬先生於10,001,000股股份及301,320,000份認股權證中擁有權益，每份認股權證均附有可按初步認購價每股股份0.20港元(可予調整)以現金認購新股份之權利。
- (3) 長倉指榮建控股有限公司持有的745,454,545股股份以及就BMRL根據BMRL股份押記持有476,196,108股股份所持有之抵押權益。Hony Capital Fund 2008, L.P.持有榮建控股有限公司之全部已發行股本。Hony Capital Fund 2008 GP, L.P.為Hony Capital Fund 2008, L.P.之唯一普通合夥人。Hony Capital Fund 2008 GP Limited為Hony Capital Management Limited之全資附屬公司，且為Hony Capital Fund 2008 GP, L.P.之唯一普通合夥人。趙令歡先生及南明有限公司於Hony Capital Management Limited分別擁有55%及45%之股本權益。南明有限公司為聯想控股有限公司之全資附屬公司。中國科學院國有資產經營有限公司及北京聯持志遠管理諮詢中心為聯想控股有限公司之主要股東，分別持有36%及35%之權益。中國科學院國有資產經營有限公司為中國科學院之全資附屬公司。北京聯持志同管理諮詢有限公司為北京聯持志遠管理諮詢中心之唯一普通合夥人。上述各方因而被視為於榮建控股有限公司所持有之抵押權益中擁有權益。

# Management Discussion and Analysis

## 管理層討論及分析

### (b) Long position/short position in the underlying shares equity derivatives of the Company (as defined in Part XV of the SFO) (Continued)

Notes: (Continued)

- (4) The long position represents the interest in the 4,092,727,272 Conversion Shares which may be issued under the Hony CB and the security interest held by Glory Keen Holdings Limited under the BMRL Share Charge over the 1,007,724,904 underlying Shares which may be issued (subject to the conversion restriction as stated in Note (1) above) under the BMRL Convertible Bonds. The exercise of the conversion rights attaching to the Convertible Bonds are subject to the restrictions as stated in the paragraph headed "Principal terms of the Convertible Bonds" under the section headed "Subscription Agreement" in the circular dated 30 October 2010.
- (5) Grand Well Group Limited ("GWGL") held 236,250,000 underlying Shares related to its derivative interests under the Grand Well CB in its own name. Mr. Mak Kam Fai holds 100% of the issued share capital of GWGL. As such, Mr. Mak Kam Fai is deemed to be interested in 236,250,000 underlying Shares related to its derivative interests by virtue of his shareholding in GWGL.

Save as disclosed above, the directors and chief executives of the Company are not aware that there is any person who, as at 30 June 2011, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group.

### SIGNIFICANT SUBSEQUENT EVENTS

Please refer to Note 28 – Non-adjusting subsequent events of the Notes to the Unaudited Interim Financial Report.

### FOREIGN EXCHANGE EXPOSURE

During the six months ended 30 June 2011, the Group's operation of department stores and supermarkets earned revenue and incurred costs in Renminbi. Renminbi was relatively stable during the period. The directors considered that the Group's exposure to fluctuation in foreign exchange rate was minimal, and accordingly, the Group did not employ any financial instruments for hedging purpose.

### (b) 於本公司股權衍生工具項下之相關股份之長倉／短倉(定義見證券及期貨條例第XV部)(續)

附註：(續)

- (4) 長倉指於分別根據弘毅可換股債券而可能予以發行之4,092,727,272股兌換股份之權益及榮建控股有限公司根據BMRL股份押記所持對根據BMRL可換股債券而可能予以發行(受上文附註(1)所述之兌換限制規限)之1,007,724,904股相關股份之抵押權益。行使可換股債券附帶之兌換權均須受二零一零年十月三十日之通函「認購協議」一節項下「可換股債券之主要條款」一段所載之限制規限。
- (5) Grand Well Group Limited(「GWGL」)持有236,250,000股相關股份，該等股份與以Grand Well可換股債券名義下之衍生權益有關。麥錦輝先生持有GWGL之全部已發行股本。因此，麥錦輝先生透過其於GWGL之持股而視為於與其衍生權益有關之236,250,000股相關股份中擁有權益。

除上文所披露者外，於二零一一年六月三十日，據本公司董事及主要行政人員所知，概無任何人士於任何股份或相關股份中擁有任何權益或短倉須根據證券及期貨條例第XV部第2及第3分部之規定而向本公司披露，或直接或間接持有附帶權利可在任何情形下於本集團任何其他成員公司之股東大會投票之任何類別股本面值之5%或以上權益。

### 重大結算日後事項

請參閱未經審核中期財務報告附註28所載之報告日期後之非調整事項。

### 外匯風險

截至二零一一年六月三十日止六個月，本集團之百貨公司及超級市場業務賺取之收入及產生之成本均以人民幣計值。人民幣於期內相對穩定。董事認為本集團面對之匯率波動風險甚微，故本集團並無採用任何金融工具作對沖。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2011.

### CORPORATE GOVERNANCE

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. During the period from 1 January to 6 January 2011 (the "Relevant Period"), the Company did not have chairman or deputy chairman of the Board. During the Relevant Period, the Board, with the assistance of the chief executive officer and other senior management of the Group, was responsible for overseeing the management of the Board and the day-to-day management of the business of the Group. The Board considers that such arrangements enable the Group to operate effectively and ensure a balance of power and authority. Mr. Wu Yijian and Mr. Qiu Zhongwei have been appointed as Chairman and Vice Chairman of the Company on 7 January 2011 respectively.

#### Board of Directors

Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wu Yijian, Mr. Qiu Zhongwei and Mr. Choon Hoi Kit, Edwin are designated as the Chairman, Vice Chairman and Chief Executive Officer to handle the Company strategy and the day-to-day management of the business of the Group. The Board believes that this structure helps maintain strong leadership which results in efficient decision making and the separation of duties between the Chairman, Vice Chairman and Chief Executive Officer could ensure a balance of power and authority, so that is not concentrated in any one individual.

Code Provision A.4.1 stipulates that non-executive directors should be appointed for a specific term, subject to re-election. None of the existing Independent Non-executive Directors of the Company is appointed for a specific term. However, all the directors (Executive, Non-executive and Independent Non-executive) are subject to retirement at least once every three years under Bye-Law 87(1) of the Bye-Laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

#### Nomination Committee

No nomination committee is currently in place but Executive Directors usually consult Independent Non-executive Directors on nominations to the Board.

### 購買、出售或贖回本公司之上市證券

於截至二零一一年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

### 企業管治

守則條文第A.2.1條訂明，主席及行政總裁之職務應有區分及不應由一人同時兼任。由二零一一年一月一日至二零一一年一月六日止期間（「有關期間」），本公司之董事會並無主席及副主席。於有關期間，在行政總裁及本集團其他高級管理人員的協助下，董事會負責審視其管理以及本集團業務的日常管理。董事會認為此安排使本集團能有效營運及保證權力及權責平衡。吳一堅先生及邱中偉先生於二零一一年一月七日分別獲委任為本公司之主席及副主席。

### 董事會

守則條文第A.2.1條訂明，主席及行政總裁之角色應有區分及不應由一人同時兼任。吳一堅先生、邱中偉先生及鄭開杰先生獲委任為主席、副主席及行政總裁，以推行本公司策略及本集團業務之日常管理。董事會相信此架構有助維持穩健之領導，從而令決策更為有效，而主席、副主席及行政總裁之責任分開，令權力及職權兩者之間達致更佳之平衡，以免權力過度集中於一名人士身上。

守則條文第A.4.1條訂明，非執行董事須以指定任期委任並膺選連任。本公司現任獨立非執行董事並非以指定任期委任。然而，根據本公司之細則第87(1)條，全體董事（包括執行、非執行及獨立非執行董事）須最少每三年輪值告退一次。因此，本公司認為已採取足夠措施確保本公司之企業管治常規不比企業管治守則所載之規定寬鬆。

### 提名委員會

本公司現時並無成立提名委員會，但執行董事一般會就董事會之提名事項諮詢獨立非執行董事。



# Management Discussion and Analysis

## 管理層討論及分析

### Remuneration Committee

The remuneration committee is responsible for reviewing the remuneration packages of Executive Director and Senior Management, including bonuses and options granted under the Share Option Scheme, to ensure that such remuneration is reasonable and not excessive. The committee shall consist of not less than 2 members. Currently, the remuneration committee consists of four Independent Non-executive Directors: Mr. Fu Wing Kwok, Ewing, Mr. Chan Wai Kwong, Peter, Mr. Tsang Kwok Wai and Ms. Li Ling and Executive Director: Mr. Qiu Zhongwei and Non-executive Director: Mr. Chen Shuai.

### Audit Committee

The primary objective of the audit committee is to review the financial reporting process of the Group and its internal control system, oversee the audit process and to perform other duties assigned by the Board and make recommendations to the Company to improve the quality of financial information to be disclosed. The audit committee shall consist of not less than 3 members. Currently, the audit committee consists of four Independent Non-executive Directors: Mr. Fu Wing Kwok, Ewing, Mr. Chan Wai Kwong, Peter, Mr. Tsang Kwok Wai, Ms. Li Ling and Non-executive Director: Mr. Chen Shuai.

The audit committee has reviewed with management and KPMG Certified Public Accountant the accounting principles and practices adopted by the Group, and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim results for the six months ended 30 June 2011.

### MODEL CODE FOR SECURITIES TRANSACTION BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all the directors, all the directors confirmed that they have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2011.

### SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the directors, the directors confirmed that the Company has maintained the amounts of public float as required under the Listing Rules throughout the six months ended 30 June 2011.

### 薪酬委員會

薪酬委員會負責檢討執行董事及高級管理層之薪酬組合，包括花紅及根據購股權計劃授出之購股權，以確保有關薪酬屬合理並不致過多。委員會應由不少於兩名成員組成。目前，薪酬委員會由四名獨立非執行董事傅榮國先生、陳為光先生、曾國偉先生及厲玲女士及執行董事邱中偉先生，以及非執行董事陳帥先生組成。

### 審核委員會

審核委員會之主要目標是檢討本集團之財務申報程序及內部監控系統，監督審核過程及履行董事會指派之其他職務，以及向本公司提供建議，以改善將予披露財務資料之質素。審核委員會應由最少三名成員組成。目前，審核委員會成員包括四名獨立非執行董事傅榮國先生、陳為光先生、曾國偉先生、厲玲女士，以及非執行董事陳帥先生。

審核委員會已與管理層及畢馬威會計師事務所執業會計師一同審閱本集團所採納之會計原則及慣例，並討論審核、內部監控及財務申報事宜，包括審閱截至二零一一年六月三十日止六個月之未經審核中期業績。

### 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。經向所有董事作出具體查詢後，所有董事確認於截至二零一一年六月三十日止六個月內一直遵守標準守則所規定之標準。

### 足夠公眾持股量

按本公司取得之公開資料及據董事所知，董事確認本公司於截至二零一一年六月三十日止六個月內一直維持上市規則規定之公眾持股量。

# Management Discussion and Analysis

## 管理層討論及分析

### APPRECIATION

I would like to express my deep thanks to my fellow directors and all employees for their valuable contribution. I and on behalf of the Board would also like to extend my sincere thanks to our shareholders, customers, suppliers, bankers and business associates for their continued strong support.

On behalf of the Board

**Wu Yijian**  
*Chairman*

Hong Kong, 25 August 2011

### 致謝

本人謹此就董事會同寅及全體員工作出之寶貴貢獻深表謝意。本人謹此代表董事會向各股東、客戶、供應商、往來銀行及業務夥伴致以摯誠謝意，感激彼等一直以來之鼎力支持。

代表董事會

*主席*  
**吳一堅**

香港，二零一一年八月二十五日

Interim  
Report

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報告

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**CENTURY GINWA RETAIL HOLDINGS LIMITED**

世紀金花商業控股有限公司