



鴻國國際控股有限公司\*

Hongguo International Holdings Limited

( 股份代號:1028 )  
( Stock code:1028 )

2011

Interim Report  
中期報告



# Contents

## 目錄

	PAGE(S)
	頁次
CORPORATE INFORMATION 公司資料	2
FINANCIAL HIGHLIGHTS 財務摘要	5
MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析	7
GENERAL INFORMATION 一般資料	17
REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION 中期財務信息審閱報告	25
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明綜合全面收益表	27
CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表	28
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動表	30
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表	31
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報告附註	32



# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chen Yixi (Chairman)  
Mr. Li Wei (Chief Executive Officer)  
Mr. Zhao Wei  
Mr. Huo Li  
Mr. Xu Tingyu (Chief Financial Officer)

#### Non-executive Directors

Mr. Miao Bingwen

#### Independent non-executive Directors

Mr. Kwong Wai Sun Wilson  
Mr. Xu Chengming  
Mr. Li Xindan

### AUTHORISED REPRESENTATIVES

Mr. Huo Li  
Ms. Mok Ming Wai

### AUDIT COMMITTEE

Mr. Kwong Wai Sun Wilson (Chairman)  
Mr. Xu Chengming  
Mr. Li Xindan

### REMUNERATION COMMITTEE

Mr. Xu Tingyu (Chairman)  
Mr. Kwong Wai Sun Wilson  
Mr. Xu Chengming  
Mr. Li Xindan

### NOMINATION COMMITTEE

Mr. Huo Li (Chairman)  
Mr. Kwong Wai Sun Wilson  
Mr. Xu Chengming  
Mr. Li Xindan

### 董事會

#### 執行董事：

陳奕熙先生(主席)  
李偉先生(首席執行官)  
趙偉先生  
霍力先生  
徐庭裕先生(首席財務官)

#### 非執行董事：

繆炳文先生

#### 獨立非執行董事：

鄭偉信先生  
許承明先生  
李心丹先生

### 授權代表

霍力先生  
莫明慧女士

### 審核委員會

鄭偉信先生(主席)  
許承明先生  
李心丹先生

### 薪酬委員會

徐庭裕先生(主席)  
鄭偉信先生  
許承明先生  
李心丹先生

### 提名委員會

霍力先生(主席)  
鄭偉信先生  
許承明先生  
李心丹先生

## COMPANY SECRETARY

Ms. Mok Ming Wai

## 公司秘書

莫明慧女士

## REGISTERED OFFICE

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## 註冊辦事處

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Gloucester Tower, The Landmark  
15 Queen Road Central, Hong Kong

## 香港主要營業地點

香港皇后大道中 15 號置地廣場告羅士大廈 8 樓

## STOCK CODE

1028

## 股份代號

1028

## COMPANY WEBSITE

[www.hongguo.com](http://www.hongguo.com)

## 網址

[www.hongguo.com](http://www.hongguo.com)

## COMPLIANCE ADVISOR

First Shanghai Capital Limited

## 合規顧問

第一上海融資有限公司

## LEGAL ADVISER

Sidley Austin  
Level 39  
Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

## 法律顧問

盛德律師事務所  
香港中環  
金融街 8 號  
國際金融中心二期 39 樓

## AUDITORS

Deloitte Touche Tohmatsu  
Certified Public Accountants

## 核數師

德勤 • 關黃陳方會計師行  
執業會計師

## SHARE REGISTRARS

### Principal Share Registrar and Share Transfer Agent

Appleby Management (Bermuda) Ltd.  
Argyle House  
41a Cedar Avenue  
Hamilton HM12 Bermuda

### Hong Kong Branch Share Registrar and Transfer Office

Computershare Hong Kong Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

## PRINCIPAL BANKERS

Agricultural Bank of China, Nanjing Xijiekou sub-branch  
DBS (Bank) Ltd., Hong Kong Branch  
China Merchants Bank, Nanjing Chengxi sub-branch  
Bank of China, Nanjing Economic Development Zone sub-branch

## 股份過戶處

### 股份登記總處及股份過戶代理

Appleby Management (Bermuda) Ltd.  
Argyle House  
41a Cedar Avenue  
Hamilton HM12 Bermuda

### 香港股份過戶登記分處

香港中央證券登記有限公司  
香港灣仔  
皇后大道東 183 號  
合和中心 17 樓 1712-1716 號舖

## 主要往來銀行

中國農業銀行南京市新街口支行  
星展銀行有限公司香港分行  
中國招商銀行南京市城西支行  
中國銀行南京市高新技術開發區支行

# Financial Highlights

## 財務摘要

The board (the “Board”) of directors (the “Directors”) of Hongguo International Holdings Limited (the “Company”) is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2011, together with the comparative figures for the corresponding period in 2010, are as follows:

鴻國國際控股有限公司(「本公司」)董事會(「董事會」或「董事」)欣然宣布本公司及其附屬公司(「本集團」)截至2011年6月30日止六個月之未經審核的中期業績與2010年同期的比較數字如下：

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2011</b>	2010
		<b>2011年</b>	2010年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Revenue	收益	<b>928,000</b>	715,111
Gross profit	毛利	<b>578,137</b>	393,061
Operating profit	經營利潤	<b>180,533</b>	79,963
Income tax expenses	所得稅開支	<b>(49,886)</b>	(20,715)
Net profit attributable to equity holders of the Company	本公司擁有人應佔溢利	<b>130,647</b>	58,529
		<b>%</b>	%
Gross profit margin	毛利率	<b>62.3</b>	55.0
Operating profit margin	經營利潤率	<b>19.5</b>	11.2
Net profit margin	淨利潤率	<b>14.1</b>	8.2
		<b>RMB cents</b>	RMB cents
		人民幣分	人民幣分
Earnings per share – Basic	每股盈利 – 基本	<b>7.69</b>	3.44

		<b>30 June 2011</b>	31 December 2010
		<b>2011年</b>	2010年
		<b>6月30日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Balance of cash and bank deposits	現金及銀行存款餘額	<b>222,923</b>	161,409
Bank loans	銀行貸款	<b>64,716</b>	0
		<b>%</b>	<b>%</b>
Liquidity ratio	流動資產比率	<b>260.0</b>	236.9
Gearing ratio	負債資產率	<b>8.0</b>	3.4
		<b>Days</b>	<b>Days</b>
		<b>天數</b>	<b>天數</b>
Average inventory turnover period	平均存貨周轉期	<b>207.1</b>	206.1
Average receivables turnover period	平均應收賬款周轉期	<b>36.5</b>	41.1
Average payables turnover period	平均應付帳款周轉期	<b>85.3</b>	99.7

Note: Liquidity ratio=current assets/current liabilities; gearing ratio=bills payable and bank loans/total assets

備註：流動資產比率=流動資產/流動負債；負債資產率=應付票據及銀行貸款/資產總額

# Management Discussion and Analysis

## 管理層討論及分析

### BUSINESS REVIEW

The Group primarily focuses on the design, production and sales of mid-to-premium women shoes in China. According to the report by Euromonitor, based on the estimated retail sales for the year ended 31 December 2010, the Group was the second largest retailer of mid-to-premium formal and casual women shoes in China. The Group's self-developed brands and licensed brands products are mainly distributed through the department stores and independent retail stores in different cities, ranging from first-tier to third-tier cities, in China. The Group also wholesales its self-developed brand products to authorised distributors. Furthermore, the Group also acts as the OEM or ODM manufacturer for international shoe companies dealing in export markets. The Group has established vertically integrated business model which includes design and development, sourcing, manufacturing, marketing, and wholesaling and retailing of shoes.

The Group's self-developed brands are C.banner and EBLAN. In the first half of 2011, the Group introduced another brand Fabiola, which is distributed in the Group's C.banner retail outlets. The Group also sells women shoes through a licensed brand, Naturalizer. In August 2011, the Group launched another new brand called Sundance.

### 業務概覽

本集團主要在中國從事中高檔女鞋設計、生產及銷售，根據Euromonitor的報告，按照截至2010年12月31日止年度的估計零售收入計算，本集團為中國第二大中高檔女士正裝及休閒鞋履零售商。本集團透過主要在中國一二三線城市的百貨公司零售店鋪及獨立零售店鋪出售自有產品及特許品牌產品，本集團也向特許分銷商批發自有產品，同時也以OEM或ODM的方式為國際鞋業公司生產產品出口海外。本集團已建立垂直整合的業務模式，包括設計與開發、外包、製造、市場推廣、分銷及銷售產品。

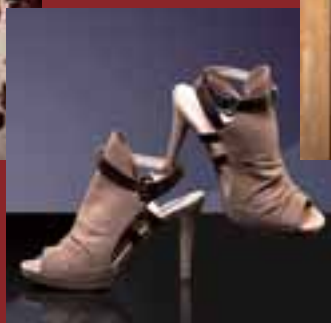
本集團自有品牌為千百度及伊伴，在2011年上半年在部分「千百度」自營零售店鋪銷售另一自有品牌「范歐納」，本集團也透過授權品牌「娜然」銷售女鞋。並且已於2011年8月份推出另一自有品牌「太陽舞」。



As of 30 June 2011, the Group's retail and wholesale networks spread over 31 provinces, autonomous regions and municipalities in China. In total, 1,071 retail stores were the Group's proprietary outlets and 373 were third-party retail outlets. The following table shows the geographic distribution of the Group's proprietary outlets and third-party outlets:

截至2011年6月30日，本集團的零售及分銷網絡包括中國31個省、市、自治區，共有自有零售店鋪1,071間、第三方零售店鋪373間。主要分布如下：

Distribution Regions 銷售地區		C.banner 千百度		EBLAN 伊伴		Naturalizer 娜然	Total 總計
		Proprietary outlets 自營零售店鋪	Third-party outlets 第三方零售店	Proprietary outlets 自營零售店鋪	Third-party outlets 第三方零售店	Proprietary outlets 自營零售店鋪	
Northeast	東北地區	79	37	52	21	5	194
Beijing	北京地區	39	10	14	5	2	70
Tianjin	天津地區	63	56	36	15	8	178
Northwest	西北地區	54	59	30	25	1	169
Central China	華中地區	37	19	12	7	–	75
Eastern China	華東地區	114	42	82	22	14	274
Zhejiang	浙江地區	70	15	41	1	12	139
Shanghai	上海地區	52	–	18	–	4	74
Southwest	西南地區	83	20	21	2	1	127
Southern China	華南地區	86	15	37	2	4	144
<b>Total</b>	<b>總計</b>	<b>677</b>	<b>273</b>	<b>343</b>	<b>100</b>	<b>51</b>	<b>1,444</b>



Note:

- (1) Northeast region includes Jilin province, Liaoning province and Heilongjiang province;
- (2) Beijing region includes Beijing, Inner Mongolia Autonomous Region, Zhangjiakou city and Qinhuangdao city in Hebei province;
- (3) Tianjin region includes Tianjin, Shandong province and Hebei province (except Zhangjiakou city and Qinhuangdao city);
- (4) Northwest region includes Shanxi province, Shaanxi province, Qinghai province, Gansu province, Henan province, Xinjiang Autonomous Region and Ningxia Autonomous Region;
- (5) Central China region includes Hunan province and Hubei province;
- (6) Eastern China region includes Jiangsu province (except Wuxi city and Suzhou city), Anhui province and Jiangxi province;
- (7) Zhejiang region includes Zhejiang province and Wuxi city and Suzhou city in Jiangsu province;
- (8) Shanghai region includes Shanghai;
- (9) Southwest region includes Sichuan province, Guizhou province, Yunnan province, Chongqing city and Tibet Autonomous Region;
- (10) Southern China region includes Guangdong province, Hainan province, Guangxi Autonomous Region and Fujian province.

For the six months ended 30 June 2011, the Group had a net addition of 155 new stores, among which, 99 were the Group's proprietary outlets, and 56 were third-party retail outlets. The expansion progress in the first half of the year was in pace with the Group's network expansion plan. Sales volume was in line with the growth expectation, with a 12.6% same-store sales growth during the corresponding period.

附註：

- (1) 東北地區包括吉林省、遼寧省及黑龍江省；
- (2) 北京地區包括北京及內蒙古自治區、河北省的張家口市及秦皇島市；
- (3) 天津地區包括天津、山東省及河北省(河北省的張家口市及秦皇島市除外)；
- (4) 西北地區包括山西省、陝西省、青海省、甘肅省、河南省、新疆及寧夏自治區；
- (5) 華中地區包括湖南省及湖北省；
- (6) 華東地區包括江蘇省(無錫市及蘇州市除外)、安徽省及江西省；
- (7) 浙江地區包括浙江省以及江蘇省的無錫市及蘇州市；
- (8) 上海地區包括上海；
- (9) 西南地區包括四川省、貴州省、雲南省、重慶市及西藏自治區；
- (10) 華南地區包括廣東省、海南省、廣西自治區及福建省。

在上述店鋪中，2011年6月30止六個月內，本集團淨增加新店155間，其中：自營店鋪淨增加99間、第三方零售店鋪淨增加56間。開店進度符合今年上半年的網點拓展計劃，店鋪銷售額的增長符合預期，同店同比銷售額錄得12.6%的增長率。



In the first half of 2011, the consumer price index in Mainland China continued hitting record highs. The Chinese government has been adjusting constantly in order to control inflation. However, the middle to-high-end consumer market of shoe products, where the Group is positioned at, was not directly affected by the adjustment policies by the government. The Group attained satisfactory performance in sales, gross profit margin, operating profits and profit attributable to owners of the company in the first half of the year.

## FINANCIAL REVIEW

For the six months ended 30 June 2011, the Group's total revenue from continuing operations rose 29.8% to RMB928.0 million compared to the same period of last year. Operating profit rose 125.8% to RMB180.5 million in the period under review. Profit attributable to owners of the company from continuing operations increased 120.5% to RMB130.6 million compared to the same period of last year.

### Revenue

For the six months ended 30 June 2011, the Group's total revenue from continuing operations rose 29.8% to RMB928.0 million, compared to RMB715.1 million in the first half of last year. The Group's revenue mix includes the retail, wholesale and contract manufacturing. Revenue distribution is as follows:

		For the six months ended 30 June 截至6月30日止六個月				
		2011 2011年	% on Total	2010 2010年	% on Total	Growth 增長率%
		RMB('000) 人民幣千元	Revenue 佔收入%	RMB('000) 人民幣千元	Revenue 佔收入%	
Retail and Wholesaling	零售及批發	817,656	88.1	613,774	85.8	33.2
Contract Manufacturing	合約生產	110,344	11.9	101,337	14.2	8.9
Total	總計	928,000	100.0	715,111	100.0	29.8

2011年上半年，中國內地居民消費價格指數不斷創出新高，為控制通貨膨脹，中國政府不斷進行調控。在此情況下，集團所處的中高檔鞋類消費品市場，並未受到政府調控政策的直接影響，集團上半年銷售額、毛利率、經營盈利及股東溢利均取得了滿意的表現。

## 財務回顧

本集團截至2011年6月30日止六個月，持續業務共實現收入人民幣928.0百萬元、經營利潤人民幣180.5百萬元，分別較2010年同期增長29.8%和125.8%。持續業務的本公司權益持有人應佔溢利為人民幣130.6百萬元，比2010年同期上升120.5%。

### 收入

本集團截至2011年6月30日止六個月的持續業務收入為人民幣928.0百萬元，比截至2010年6月30日止六個月的人民幣715.1百萬元，增長29.8%。集團的收入包括零售及批發、合約生產。收入分布及增長情況如下：

### Profitability

For the six months ended 30 June 2011, the Group's gross profit from continuing operations rose 47.1% to RMB578.1 million, increased RMB185.1 million from RMB393.1 million in the first half of last year. As of 30 June 2011, the gross profit margin from continuing operations was 62.3%, increased 7.3 percentage points from 55.0% in the corresponding period of last year. The growth in gross profit was attributable to the increase in selling price and effective cost control. Since 2011, Mainland China has entered the inflation cycle and general price level has risen. Retail prices of shoe product have increased due to the rise in raw material prices and labour costs. The Group was well ahead in cost control with the lift in productivity, which contributed to the growth in gross profit margin. Lowering the percentage of contract manufacturing revenue contribution to the Group's total revenue also facilitated the rise in overall gross profit margin.

For the six months ended 30 June 2011, distribution and selling expenses for continuing operations reached RMB359.7 million, increased RMB88.5 million with a growth rate of 32.7% from the corresponding period of last year. Distribution and selling expenses mainly consisted of concessionaire fees, rental expenses, salaries and commission of salespersons, renovation expenses of the Group's retail stores, advertising and marketing expenses. As of 30 June 2011, distribution and selling expenses for continuing operations accounted for 38.8% of the total revenue, compared to 37.9% in the corresponding period of last year.

For the six months ended 30 June 2011, administrative and general expenses for continuing operations reached RMB35.1 million, a decrease of RMB7.8 million compared to the same period of last year. Administrative and general expenses mainly included the salaries and benefits of management and executives, rental payment of office premises, depreciation of office equipment and other related administrative expenses. As of 30 June 2011, administrative and general expenses for continuing operations accounted for 3.8% of the total revenue, compared to 6.0% in the same period of last year, which included a one-off payment of RMB7.5 million for option fee.

### 盈利能力

本集團2011年6月30日止六個月的持續業務的毛利為人民幣578.1百萬元，較去年同期的人民幣393.1百萬元增加人民幣185.1百萬元，增長率為47.1%；截至2011年6月30日止六個月的持續業務的毛利率為62.3%，比去年同期的55.0%增長了7.3個百分點。毛利的增長來源於售價的提升和集團成本的控制。今年以來，中國大陸地區進入經濟通漲期，物價水平普遍提高，鞋類產品由於包括原材料、人工成本的上升帶來的零售價格的提升，而本集團由於生產能力的提升，在成本控制上有一定的優勢，得以取得較好的毛利率水平；同時合約生產收入佔總收入比例的下降也帶來整體毛利率的提高。

本集團2011年6月30日止六個月的持續業務的銷售及分銷費用開支達人民幣359.7百萬元，較2010年同期增加人民幣88.5百萬元，增長率為32.7%。銷售及分銷費用主要包括商場特許費用及租金開支、銷售人員的薪金及佣金、自有零售店鋪的裝修攤銷、廣告及促銷開支。截至2011年6月30日止六個月的持續業務的銷售及分銷費用佔收入比率為38.8%（2010年同期為37.9%）。

本集團截至2011年6月30日止六個月的持續業務的一般及行政費用的開支達人民幣35.1百萬元，較2010年同期降低人民幣7.8百萬元。一般及行政開支主要包括管理及行政人員的薪酬及福利、辦公物業的租金、辦公室設備的折舊開支及其他相關行政費用的開支。截至2011年6月30日止六個月的持續業務的一般及行政費用佔收入的比率為3.8%（2010年同期為6.0%，包括人民幣7.5百萬元的一次性期權費用）。

For the six months ended 30 June 2011, other income and expense, other gains and losses from continuing operations were RMB-943,000, a decline of RMB4.3 million compared to same period of last year. This was mainly attributed to listing fees of RMB10 million only being partially offset by a RMB7.8 million increase in government subsidies.

For the six months ended 30 June 2011, finance costs for continuing operations were RMB980,000, which was the interest expenses of a USD9.8 million loan made on 9 March 2011. In the corresponding period in 2010, finance costs were RMB903,000, which included RMB400,000 interest of USD6.0 million loans repaid on 23 April 2010, and RMB500,000 expenses for setting up Renminbi credit facilities.

For the six months ended 30 June 2011, income tax expense for continuing operations increased RMB29.2 million to RMB49.9 million, with a growth rate of 140.8% compared to RMB20.7 million in the corresponding period of last year. The effective income tax rate of continuing operations for the first half of 2011 was 27.6%, increased 1.7 percentage points from 25.9% in the same period of last year. The increase in effective tax rate was due to the increased in non-deductible expenses incurred overseas before tax.

As of 30 June 2011, profit attributable to owners of the company from continuing operations rose 120.5% to RMB130.6 million increased RMB71.4 million from RMB59.2 million in the same period of last year. Excluding the one-off option expense payment of RMB7.5 million in the administrative and general expenses during the first half of 2010, the actual growth rate was 97.9%.

本集團截至2011年6月30日止六個月的持續業務的其他收入與費用及其他盈利與虧損為支出人民幣943,000元，比去年減少4.3百萬元，主要是由於增加的政府補貼收入人民幣7.8百萬元，被增加的全球發售相關費用人民幣10.0百萬元所抵銷。

本集團2011年6月30日止六個月的持續業務的財務費用人民幣980,000元，是2011年3月9日借入9.8百萬美元所產生的利息支出。2010年同期產生財務費用人民幣903,000元，是已於2010年4月23日歸還6.0百萬美元的貸款所產生的利息人民幣400,000元和辦理人民幣授信所產生的費用人民幣500,000元。

本集團截至2011年6月30日止六個月的持續業務的所得稅開支為人民幣49.9百萬元，比2010年同期的人民幣20.7百萬元增加人民幣29.2百萬元，增長140.8%。今年上半年持續業務的實際所得稅稅率為27.6%，比去年同期的25.9%上升1.7個百分點，實際稅率上升的主要原因是境外發生的不可所得稅稅前抵扣的費用增加所致。

截至2011年6月30日止六個月的持續業務的本公司權益持有人應佔溢利為人民幣130.6百萬元，比2010年同期的人民幣59.2百萬元增加71.4百萬元，增長率為120.5%。考慮2010年上半年在一般及行政管理費用列支的7.5百萬元的期權費用為一次性事項，實際增長率為97.9%。

### Liquid Assets and Financial Resources

As of 30 June 2011, the Group had bank balances and cash of RMB222.9 million (31 December 2010: RMB161.4 million). Excluding short-term bank loans totaled RMB64.7 million (31 December 2010: nil), net cash was RMB158.2 million (31 December 2010: RMB161.4 million).

For the six months ended 30 June 2011, net cash generated from operating activities was RMB78.9 million, decrease of RMB2.4 million compared to RMB81.3 million in the same period of last year. This was mainly due to the increased in inventory caused by establishing new stores.

For the six months ended 30 June 2011, net cash outflow from investing activities was RMB5.0 million, compared to a net inflow of RMB5.3 million for the same period of last year. The outflow primarily consisted of purchasing premises, factories and equipment of RMB21.5 million, which was offset by the interest income of RMB1.2 million and the net decrease of pledged bank deposits of RMB15.3 million.

For the six months ended 30 June 2011, net cash outflow from financing activities was RMB12.4 million, which was mainly due to payment for the global listing and other related fees of RMB12.7 million. The net cash outflow from financing activities in 2010 was RMB136.1 million, which consisted of a repayment for short-term bank loans of RMB40.9 million and dividend payments of RMB95.2 million.

As of 30 June 2011, the net current assets of the Group were RMB528.3 million, compared to RMB476.1 million as of 31 December 2010. The net increase was RMB52.2 million, with a growth rate of 11%.

### 流動資金及財務資源

截至2011年6月30日，本集團現金及銀行存款為人民幣222.9百萬元(2010年12月31日：人民幣161.4百萬元)，扣除借款人民幣64.7百萬元(2010年12月31日：無)後，尚有淨現金人民幣158.2百萬元(2010年12月31日：人民幣161.4百萬元)。

截至2011年6月30日止六個月，經營活動產生的現金淨額為人民幣78.9百萬元，比去年同期的人民幣81.3百萬元下降2.4百萬元，主要原因是集團新開店舖的增加帶來存貨額的增加所致。

截至2011年6月30日止六個月，投資活動現金淨流出為人民幣5.0百萬元(2010年同期：人民幣5.3百萬元)，主要原因是：購置物業、廠房及設備支出人民幣21.5百萬元，被利息收入人民幣1.2百萬元及抵押銀行存款淨減少人民幣15.3百萬元所抵銷。

截至2011年6月30日止六個月，融資活動產生的現金淨流出為人民幣12.4百萬元，主要是支付全球發售相關款項12.7百萬元所致。2010年同期的融資活動產生的現金淨流出為人民幣136.1百萬元，是當中包括償付短期銀行貸款人民幣40.9百萬元及股息付款人民幣95.2百萬元所致。

於2011年6月30日止，本集團營運資本為人民幣528.3百萬元，2010年12月31日營運資本為人民幣476.1百萬元。淨增加人民幣52.2百萬元，增長率為11%。

#### Pledge of Asset

As of 30 June 2011, the Group has short-term bank loans of RMB64.7 million (USD10 million). The loans were guaranteed with assets of the Group, including fixed charge, transfer and floating charge collateral, as well as guaranteed by several directors of the Company. The guarantees provided by certain directors of the Company were released upon the listing of the Company on 23 September 2011. The Group's bank deposit was fully pledged for 100% margin on bank's acceptance bill facilities. As of 30 June 2011, pledged bank deposit was RMB18.5 million, compared to RMB33.8 million as of 31 December 2010.

#### Contingent Liabilities

The Group did not have any substantial or contingent liabilities as of 30 June 2011.

#### Foreign Exchange Risk Management

The Group's sales were mainly denominated in RMB, while contract manufacturing business was denominated in USD. As the contract manufacturing business accounted for only 11.9% of the total sales, the Board of Directors did not foresee a substantial influence of exchange rate fluctuation in the Group's business. The Board will closely monitor the effects of exchange rate on the contract manufacturing business and mitigate the impact. For the six month ended 30 June 2011, the Group recorded a RMB78,000 gain from currency exchange, compared to a RMB40,000 gain in the corresponding period of last year. The Group did not have any derivative instrument for hedging against foreign exchange risk.

#### 資產抵押

截至2011年6月30日，本集團借入短期銀行貸款人民幣64.7百萬元(美元10.0百萬元)，該等貸款以集團資產的固定抵押、轉讓及浮動抵押擔保，亦由公司若干董事擔保。由公司若干董事提供的擔保已於公司2011年9月23日上市時解除。本集團抵押存款全部用於集團開具銀行承兌匯票所在銀行的100%的保證金存款，2011年6月30日抵押存款人民幣18.5百萬元，2010年12月31日抵押存款人民幣33.8百萬元。

#### 或然負債

截至2011年6月30日止，本集團概無任何重大或然負債。

#### 匯率風險管理

本集團的銷售主要以人民幣計值，合約生產部分則以美元計值，由於合約生產僅佔銷售的11.9%，故董事會預計未來匯率波動不會對本集團構成重大影響，對合約生產銷售產生的匯率影響，董事會會加以關注，以降低影響。在截至2011年6月30日止六個月內，本集團共錄得匯兌收益人民幣78,000元，去年同期人民幣40,000元，本集團並無使用任何金融工具作對沖目的。

## HUMAN RESOURCES

As of 30 June 2011, the Group had 9,436 employees (31 December 2010: 8,886 employees). The Group provides its employees with competitive remuneration package including mandatory pension fund, insurance and medical benefits. In addition, the Group would pay discretionary bonus to qualified employees according to the business performance and their individual work performance.

## INTERIM DIVIDEND

The Board of directors of the Company does not recommend the payment of an interim dividend for the six months ended 30 June 2011.

## OUTLOOK

With the listing of the Company on the Main Board of the Hong Kong Stock Exchange on 23 September 2011 and global offering, the Group will utilize the fund raised according to the usage specified in the prospectus of the Company dated 12 September 2011, which includes, inter alia, expanding the retail network, increasing production capacities, developing sales channels and selecting suitable targets for acquiring footwear businesses.

The Group will sustain same-store growth for its proprietary outlets by enhancing the quality of the outlets, raising standards of its products, and creating values for customers.

The Group will continuously expand the wholesale and retail network by opening more proprietary outlets and third party retail outlets. By the end of each year through 2011 to 2013, the Group's targeted net increase of proprietary outlets is approximately 220 to 320; besides, the Group targets an increase of approximately 80 to 125 third-party retail outlets through the distributors in 2011. The Group also plans to sell its products through third-party online platform. The Group will also develop its own online platform for selling products when the time is ripe.

## 人力資源

截至2011年6月30日，本集團聘用合共9,436名員工(2010年12月31日：8,886名員工)。本集團為其員工提供具競爭力的薪酬組合，包括強制性退休基金、保險及醫療福利。此外，本集團亦會按業績及個別員工表現向合資格員工發放酌情花紅。

## 中期派息

本集團董事會不建議就截至2011年6月30日止6個月派發中期股息。

## 前景

隨著本公司股份在2011年9月23日在香港聯交所主板上市，以及全球發售獲得所得款項，本公司將按照2011年9月12日之招股書確定的款項用途，以擴展本集團的零售網絡、擴大生產能力、擴大網絡銷售並選擇合適的對象收購鞋類業務。

本集團將繼續透過改善自營店鋪的質量、提高產品的品質及圍繞為客戶創造價值的市場推官，持續提高自營零售網點的同店增長。

本集團將繼續擴大分銷及零售的網絡，開設更多的自營零售店鋪和第三方零售店鋪，在截至2011年、2012年、2013年止各年度，淨增加220間至320間的自營零售店鋪，並透過分銷商於2011年開設80至125間左右的第三方店鋪。本集團也計劃透過第三方的網絡平臺銷售產品，在未來條件成熟時，亦計劃透過自有網絡平臺進行網上銷售。



The Group will continue to focus on the women shoes market, especially middle to high-end shoes market in China, with a vision of complementing the Group's brand mix through establishing more middle to high-end brands. In August 2011, the Group's new brand Sundance was introduced as scheduled. The Group will also continuously enhance its research, design and development capabilities to facilitate brand expansion. The Directors believe that a variety of brand combination can enhance product mix, expand the Group's customer base and increase market shares.

There will be an expansion of the Group's production base, particularly in the Suining county of Jiangsu province, to boost up the Group's production capacities while controlling the costs of production. Through improving internal management system, personnel training, and supply chain management, the Group will raise its operation capability and efficiency.

In the future, the Group will seize growth opportunities by selective acquisitions of footwear retailers in China. The Group's acquisition targets are footwear companies which have well-established distribution channels or footwear companies which own regional footwear brands. The Group will also consider other potential companies which can complement its existing operation. To ensure the acquisition will create synergies, acquisition decision is based on the stability of the management team, financial status, and bidding price of the acquisition targets. The Directors are confident that leveraging on its experienced and dedicated management team, the Group can expand its business through selective acquisitions.

本集團將繼續專注於中國女鞋市場特別是中高端女鞋市場，不斷開發互補性的中高檔品牌，建立多品牌組合，本集團如期在2011年8月份推出新的品牌「太陽舞」。本集團會不斷加強產品研究、設計及開發能力，以配合產品的拓展，本集團董事相信，多品牌的組合將豐富本集團的產品類別、擴大客戶基礎並增加市場份額。

本集團將進行生產基地的擴建，特別江蘇睢寧生產基地的擴建。以提高本集團的生產能力並控制本集團的生產成本，並將通過內部管理系統的改進、人員的培訓和供應鏈的管理，持續提高本集團的營運能力和效率。

未來本集團會把握商機，有選擇的收購國內鞋履零售商。本集團的目標是被收購公司擁有完善的分銷渠道或在自有區域擁有一定知名度的鞋業公司。本集團也會考慮其他具有潛力的能配合本集團現有業務的公司。在決定收購時本集團會綜合考慮被收購公司的管理團隊是否穩定、財務狀況是否良好、收購價格是否合理以確保收購能產生協同效益。本集團董事相信，憑藉本集團經驗豐富、恪盡職守的管理團隊，可以通過選擇性收購成功拓展本集團的業務。

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “Listing Rules”) as its own code of conduct regarding directors’ securities transactions.

The Company confirms that, having made specific enquiry of all the Directors, the Directors have complied with the required standards as set out in the Model Code since the Company’s listing on 23 September 2011 up to the date of this interim report.

### CORPORATE GOVERNANCE

Since the Company was only listed on the Hong Kong Stock Exchange on 23 September 2011, the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Listing Rules was not applicable to the Company for the period under review.

However, none of the Directors is aware of any information that would reasonably indicate that the Company or any of its Directors was not in compliance with the CG Code during the period from 23 September 2011 up to the date of this interim report.

### 董事進行證券交易的標準守則

本公司已採納香港聯交所證券上市規則(「上市規則」)附錄10所載的上市公司董事進行證券交易的標準守則「標準守則」，作為董事進行證券交易的操守守則。

本公司向全體董事作出特別諮詢後確認，全體董事自本公司於二零一一年九月二十三日上市以來至本中期報告日期止一直遵守標準守則所規定的標準。

### 企業管治

由於本公司於二零一一年九月二十三日於香港聯交所上市，故於回顧期間內，上市規則附錄14所載的企業管治常規守則(「企業管治守則」)並不適用於本公司。

概無董事知悉任何資料，足以合理地顯示本公司或其任何董事於截至2011年9月23日上市以來至本中期報告日期止期間內並未有遵守企業管治常規守則。

## INTERESTS AND SHORT POSITIONS OF THE DIRECTORS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

The Company was listed on the Hong Kong Stock Exchange on 23 September 2011. No disclosure of interests or short positions of any directors and/or chief executives of the Company in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) were made to the Company under the provisions of Divisions 7 and 8 of Part XV of the SFO as at 30 June 2011.

As extracted from the prospectus of the Company dated 12 September 2011 (the “Prospectus”), upon the Company’s listing on 23 September 2011, the interests and short positions of the directors and/or chief executive of the Company in any shares, underlying shares and debentures of the Company (taking no account of the shares to be issued pursuant to any options which may be granted under the Share Option Scheme of the Company or pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus)) or any of its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which are required, pursuant to Section 352 of Part XV of the SFO, to be entered in the register kept by the Company, or which are required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) were as follows:

## 董事於本公司及其相聯法團之股份、相關股份及債權證中之權益和淡倉

本公司於2011年9月23日於香港聯交所上市。截至2011年6月30日依據證券及期貨條例第XV部第7與8分部條文本公司概無披露任何本公司的董事及/或最高行政人員所擁有之本公司及其相聯法團之股份、相關股份及債券中之權益或淡倉。

如本公司日期為2011年9月12日之招股章程(「招股章程」)中所述，緊隨公司於2011年9月23日上市後(不計及可能因行使根據本公司購股權計劃授出的購股權或可能因行使超額配股權(定義見招股章程)而發行的任何股份)，本公司的董事及/或最高行政人員於本公司或其相聯法團(證券及期貨條例第XV部所定義者)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7與8分部須知會本公司及香港聯交所的權益或淡倉，或根據證券及期貨條例第352條規定須登記於該條例所述登記冊的權益或淡倉，或根據上市規則所載上市公司董事進行證券交易的標準守則規定(「標準守則」)須知會本公司及香港聯交所的權益或淡倉如下：

Interests and short position in the shares of the Company

於本公司股份中的權益和淡倉

Name of Director 董事姓名	Capacity 身份	Number of shares <sup>(1)</sup> 股份數量 <sup>(1)</sup>	Approximate percentage of shareholding in the Company immediately after the Global Offering (as defined in the Prospectus) <sup>(5)</sup> 緊隨全球發售(定義 見招股章程)後 本公司的概約 持股比例 <sup>(5)</sup>
Mr. Chen Yixi <sup>(2)</sup> 陳奕熙先生 <sup>(2)</sup>	Interest in a controlled corporation 於控股公司的權益	731,770,000(L)	36.59%
Mr. Li Wei <sup>(3)</sup> 李偉先生 <sup>(3)</sup>	Interest in a controlled corporation 於控股公司的權益	400,180,000(L)	20.01%
Mr. Miao Bingwen <sup>(4)</sup> 繆炳文先生 <sup>(4)</sup>	Interest in a controlled corporation 於控股公司的權益	368,050,000(L)	18.40%

Notes:

- The letter "L" denotes long position in the shares of the Company.
- Mr. Chen Yixi is the beneficial owner of all the issued share capital of High Score Holdings Limited which holds 731,770,000 shares.
- Mr. Li Wei is the beneficial owner of all the issued share capital of Media Value Holdings Limited which holds 400,180,000 shares.
- Mr. Miao Bingwen is the beneficial owner of all the issued share capital of Sure Manage Investments Limited which holds 368,050,000 shares.
- Assuming the Over-allotment Option is not exercised.

附註：

- 字母「L」代表本公司股份好倉。
- 陳奕熙先生為High Score Holdings Limited全部已發行股本的實益擁有人，持有731,770,000股股份。
- 李偉先生為Media Value Holdings Limited全部已發行股本的實益擁有人，持有400,180,000股股份。
- 繆炳文先生為Sure Manage Investments Limited全部已發行股本的實益擁有人，持有368,050,000股股份。
- 假設超額配股權未行使。

Save as disclosed above, as at 23 September 2011 upon the Company's listing, none of the directors or chief executives of the Company had any interests or 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) which would be required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or otherwise to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

### **INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES OF THE COMPANY**

The Company was listed on the Hong Kong Stock Exchange on 23 September 2011. No disclosure of interests or short positions in any shares or underlying shares of the Company were made to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as at 30 June 2011.

As extracted from the Prospectus of the Company, on 23 September 2011 upon the Company's listing, so far as is known to the directors and taking no account of the shares to be issued pursuant to options which may be granted under the Share Option Scheme of the Company or pursuant to the exercise of the Over-allotment Option (as defined in the Prospectus), the following persons (other than the directors or chief executive of the Company), who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company in accordance with the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

除上所述，截至2011年9月23日公司上市，概無本公司的董事或最高行政人員於本公司或其任何相聯法團（證券及期貨條例所定義者）的股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及香港聯交所的權益或淡倉，或根據證券及期貨條例第352條規定須於該條例所述登記冊登記的權益或淡倉，或根據標準守則規定須知會本公司及香港聯交所的權益或淡倉。

### **主要股東於本公司之股份和相關股份中之權益及淡倉**

本公司於2011年9月23日於香港聯交所上市。截至2011年6月30日依據證券及期貨條例第XV部第2與3分部條文本公司概無披露本公司之任何股份或相關股份之權益或淡倉。

如本公司招股章程中所述，緊隨公司於2011年9月23日上市後，就董事所知（未計及可能因行使根據本公司購股權計劃授出的購股權或可能因行使超額配股權（定義見招股章程）而發行的任何股份），下列人士（非本公司董事或最高行政人員）擁有根據證券及期貨條例第XV部第2及第3分部的規定，須予披露的股份或相關股份的權益或淡倉，或是依據證券及期貨條例第336條規定要登記在登記冊中的股份或相關股份的權益或淡倉如下：

Interests and short position in the shares of the Company

在本公司股份中的權益與淡倉

Name of Shareholder 股東姓名	Capacity 身份	Number of shares <sup>(1)</sup> 股份數量 <sup>(1)</sup>	Approximate percentage of shareholding in the Company immediately after the Global Offering (as defined in the Prospectus) 緊隨全球發售 (如招股章程 所定義)後 本公司的概約 持股比例 <sup>(2)</sup>
High Score Holdings Limited	Beneficial owner 實益擁有人	731,770,000 (L)	36.59%
Media Value Holdings Limited	Beneficial owner 實益擁有人	400,180,000 (L)	20.01%
Sure Manage Investments Limited	Beneficial owner 實益擁有人	368,050,000 (L)	18.40%

Notes:

- The letter "L" denotes long position in the shares of the Company.
- Assuming the Over-allotment Option is not exercised.

附註：

- 字母「L」代表股份好倉。
- 假設超額配股權未行使。

Save as disclosed above, as at 23 September 2011 upon the Company's listing, the directors of the Company were not aware of any person (who were not directors or chief executive of the Company) who had interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

除上所述，在公司於2011年9月23日上市後，公司的董事並不知曉有任何人（非本公司的董事或最高行政人員）持有依據證券及期貨條例第XV部第2及第3分部的規定須予披露的股份或相關股份的權益或淡倉，或是依據證券及期貨條例第336條須於登記冊上登記的股份或相關股份的權益或淡倉。

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

The shares of the Company were listed on the Main Board of the Hong Kong Stock Exchange on 23 September 2011. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's securities during the period under review.

## **SHARE OPTION SCHEME**

The terms of the share option scheme (the "Share Option Scheme") were disclosed in the section headed "Share Option Scheme" in Appendix VII to the prospectus of the Company dated 12 September 2011 (the "Prospectus").

The Company adopted the Share Option Scheme on 26 August 2011 which has become effective upon the Company's listing. The purpose of the Share Option Scheme is to enable the Group to grant options to the Eligible Participants (as defined in the section headed "Share Option Scheme" in the Prospectus) as rewards or incentives for their contribution to the Group. No share options have been granted by the Company pursuant to the Share Option Scheme since its adoption.

## **購買、出售或贖回股份**

本公司股份於2011年9月23日在香港聯交所主板上市。於回顧期內，本公司或其任何附屬公司並無購買、出售或贖回本公司的任何證券。

## **購股權計劃**

購股權計劃(「購股權計劃」)之條款於本公司日期為二零一一年九月十二日之招股章程(「招股章程」)附錄七(「購股權計劃」)一節披露。

本公司於二零一一年八月二十六日採納購股權計劃，並自公司上市起生效。購股權計劃乃旨在讓本集團得以向對本集團有貢獻之合資格參與者(定義見招股章程「購股權計劃」一節)授出購股權以獎勵或激勵彼等對本集團之貢獻。根據購股權計劃本公司自採納計劃之日起並無獲授任何購股權。

## AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) comprises three independent non-executive Directors. None of the committee members were former or external auditors employed by the Group. One of the Audit Committee members possesses recognized accounting qualifications and has rich experience in auditing, accounting and financial management.

Duties of the Audit Committee include monitoring the relationship of external auditors with the Group, reviewing the Group’s financial information, overseeing the financial reporting process, internal control and risk management systems, as well as giving relevant recommendation to the Board.

The unaudited condensed consolidated interim financial information has not been audited, but has been reviewed by the auditor, Messrs. Deloitte Touche Tohmatsu, and the audit committee of the Company.

## 審核委員會

本公司審核委員會（「審核委員會」）由3名獨立非執行董事組成，沒有任何審核委員會成員為本公司前任或外聘核數師成員，其中一名成員擁有認可專業會計資格並具備豐富的審核、會計及財務管理經驗。

審核委員會主要職責包括監察本公司與外聘核數師的關係、審閱本集團的財務資料、監察本集團財務報告系統、內部監控程序及風險管理系統，並向董事會提供有關建議。

此等未經審核簡明中期財務報表乃未經審核，但已由本公司的核數師德勤•關黃陳方會計師行及本公司審核委員會審閱。



### **REMUNERATION COMMITTEE**

The Remuneration Committee comprised three independent non-executive Directors and an executive Director. Duties of the Remuneration Committee are regularly reviewing and evaluating the remuneration policy of Directors and senior management of the Group, and providing recommendation to the Board.

### **NOMINATION COMMITTEE**

The Nomination Committee comprised three independent non-executive Directors and an executive Director. Duties of the Nomination Committee are regularly reviewing the structure, size and composition of the Board, and providing advice to the Board for any proposed changes.

### **薪酬委員會**

薪酬委員會成員由3名獨立非執行董事及1名執行董事組成，薪酬委員會之職責為不時檢討及評估董事及高級管理人員之薪酬政策並向董事會提供意見。

### **提名委員會**

提名委員會成員由3名獨立非執行董事及1名執行董事組成，提名委員會之職責為定期檢討董事會之架構、規模及組合，以及就任何建議變動向董事會提供意見。

# Report on Review of Interim Financial Information

## 中期財務信息審閱報告



TO THE BOARD OF DIRECTORS OF HONGGUO INTERNATIONAL HOLDINGS LIMITED

### INTRODUCTION

We have reviewed the interim financial information set out on pages 27 to 52, which comprises the condensed consolidated statement of financial position of Hongguo International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) as of 30 June 2011 and the related condensed consolidated statement of comprehensive income, statement of changes in equity and statement of cash flows for the six-month then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, 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 International Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the International Auditing and Assurance Standards Board. A review of interim financial information consists of making inquiries, 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 International 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.

致：鴻國國際控股有限公司董事會

### 緒言

本行經已審閱載於第27頁至第52頁的鴻國國際控股有限公司(「貴公司」)及其附屬公司中期財務資料，包括截至二零一一年六月三十日之簡明綜合財務狀況報表，及截至該日止六個月期間之有關簡明綜合全面收益表、權益變動表及現金流量表及若干解釋附註。香港聯合交易所有限公司主板證券上市規則規定根據國際會計準則理事會頒佈的國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)及其有關規定就中期財務資料編製報告。貴公司董事須對依照國際會計準則第34號編製及呈報中期財務資料負責。本行的責任是根據本行審閱工作的結果，對中期財務資料作出結論，並僅按照應聘書內雙方協定的條款向閣下(作為法人)匯報，而不作其他用途。本行不會就本報告的內容向任何其他人士負上或承擔任何責任。

### 審閱範圍

本行已按照國際審計和保證標準委員會頒佈的國際審閱委聘準則第2410號「實體獨立核數師進行中期財務資料審閱」進行審閱工作。中期財務資料審閱工作包括向主要負責財務及會計之人士作出查詢，及對中期財務報告進行分析及其他審閱程序。由於審閱的範圍遠較根據國際審計準則進行核數為小，故未能讓本行獲得憑證，保證本行能察覺所有於核數中識別之重大事項。因此，本行不會發表核數意見。

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with IAS 34.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong

26 September 2011

## 結論

按照本行審閱工作的結果，本行並無發現本中期財務資料就所有重大方面未根據國際會計準則第34號編制。

**德勤•關黃陳方會計師行**  
執業會計師  
香港

2011年9月26日

# Condensed Consolidated Statement of Comprehensive Income

## 簡明綜合全面收益表

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

		Six months ended 30 June 截至6月30日止六個月	
		2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
	Notes 附註		
<b>Continuing operations</b>	<b>持續業務</b>		
Revenue	3	<b>928,000</b>	715,111
Cost of sales		<b>(349,863)</b>	(322,050)
Gross profit		<b>578,137</b>	393,061
Other income and expenses, other gains and losses		<b>(943)</b>	3,352
Distribution and selling expenses		<b>(359,673)</b>	(271,124)
Administrative and general expenses		<b>(35,108)</b>	(42,866)
Finance costs		<b>(980)</b>	(903)
Share of losses of joint ventures		<b>(900)</b>	(1,557)
Profit before tax	4	<b>180,533</b>	79,963
Income tax expense	5	<b>(49,886)</b>	(20,715)
Net profit for the period from continuing operations		<b>130,647</b>	59,248
<b>Discontinued operations</b>	<b>已終止業務</b>		
Loss for the period from discontinued operations		-	(719)
<b>Net profit and total comprehensive income for the period attributable to owners of the Company</b>	<b>公司擁有人應佔純利及 全面總收益</b>	<b>130,647</b>	58,529
<b>Earnings per share</b>	<b>每股盈利</b>		
From continuing and discontinued operations – Basic (RMB cents)	來自持續業務及已終止業務 – 基本 (人民幣分) 7	<b>7.69</b>	3.44
From continuing operations – Basic (RMB cents)	來自持續業務 – 基本 (人民幣分) 7	<b>7.69</b>	3.48

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2011 於二零一一年六月三十日

			At 30 June 2011 於2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)	At 31 December 2010 於2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、機器及設備		100,149	86,277
Prepaid lease payments	預付租金		15,495	15,686
Investment properties	投資物業		46,069	46,069
Intangible assets	無形資產		1,960	1,814
Interest in joint ventures	於共同控制實體的權益		4,473	5,804
Deferred tax assets	遞延稅項資產		11,880	10,200
Long-term deposit	長期按金		8,113	7,197
			<b>188,139</b>	<b>173,047</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨		383,888	410,263
Trade receivables	貿易應收賬款	8	191,650	179,930
Other receivables and prepayments	其他應收款項和預付款		41,395	38,360
Pledged bank deposits	已抵押銀行存款		18,498	33,784
Bank balances and cash	銀行結餘及現金		222,923	161,409
			<b>858,354</b>	<b>823,746</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	9	129,711	197,161
Other payables	其他應付款項		89,032	95,471
Income tax liabilities	所得稅負債		32,771	46,435
Deferred revenue	遞延收入		13,872	8,581
Short-term bank loans	短期銀行貸款	10	64,716	-
			<b>330,102</b>	<b>347,648</b>
Net current assets	流動資產淨值		<b>528,252</b>	476,098
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>716,391</b>	649,145
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債		8,099	7,059
			<b>708,292</b>	642,086

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

At 30 June 2011 於二零一一年六月三十日

			At 30 June 2011 於2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)	At 31 December 2010 於2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	11	49,271	49,271
Reserves	儲備		659,021	592,815
<b>Total equity attributable to owners of the Company</b>	<b>本公司擁有人應佔總權益</b>		<b>708,292</b>	642,086

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

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

		Equity attributable to owners of the Company 公司擁有人應佔權益					
		Share premium 股份 溢價	PRC Statutory reserve 中國 法定 儲備	Share option reserve 股票 購股權 儲備	Accumulated profits 累計 溢利	Total	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
At 1 January 2010 (audited)	於2010年1月1日(審計)	49,271	98,093	68,690	3,074	437,176	656,304
Net profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	58,529	58,529
Recognition of equity-settled share based payments	確認以權益結算以股份為基礎的付款	-	-	-	7,502	-	7,502
Transfer on cancellation of equity-settled share based payments	取消以權益結算以股份為基礎的付款時轉撥	-	-	-	(10,576)	10,576	-
Dividend paid	已付股息	-	-	-	-	(95,180)	(95,180)
At 30 June 2010 (unaudited)	於2010年6月30日(未審計)	49,271	98,093	68,690	-	411,101	627,155
At 1 January 2011 (audited)	於2011年1月1日(審計)	<b>49,271</b>	<b>98,093</b>	<b>83,639</b>	-	<b>411,083</b>	<b>642,086</b>
Net profit and total comprehensive income for the period	期內溢利及全面收入總額	-	-	-	-	130,647	130,647
Dividend paid	已付股息	-	-	-	-	(64,441)	(64,441)
At 30 June 2011 (unaudited)	於2011年6月30日(未審計)	<b>49,271</b>	<b>98,093</b>	<b>83,639</b>	-	<b>477,289</b>	<b>708,292</b>

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

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

		Six months ended 30 June 截至6月30日止六個月	
		2011 2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)
Net cash from operating activities	經營業務現金淨流量	<b>78,864</b>	81,255
Investing activities:	投資活動：		
Payments for acquisition of property, plant and equipment	收購物業、機器及設備付款	<b>(21,503)</b>	(13,568)
Payments for acquisition of intangible assets	收購無形資產付款	<b>(346)</b>	(59)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	<b>370</b>	–
Interest received	已收利息	<b>1,229</b>	1,938
Placement of pledged bank deposits	存入已抵押銀行存款	<b>(26,418)</b>	(16,187)
Proceeds from release of pledged bank deposits	轉出已抵押銀行存款	<b>41,704</b>	33,145
Net cash (used in) from investing activities	投資活動(所用)所得現金淨額	<b>(4,964)</b>	5,269
Financing activities:	融資活動：		
Short-term bank loans raised	短期銀行貸款	<b>64,716</b>	–
Repayment of short-term bank loans	償還短期銀行貸款	–	(40,893)
Dividends paid	已付股息	<b>(64,441)</b>	(95,180)
Expenses relating to proposed listing	支付上市相關款項	<b>(12,661)</b>	–
Net cash from (used in) financing activities	融資活動(所用)所得現金淨額	<b>(12,386)</b>	(136,073)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	<b>61,514</b>	(49,549)
Cash and cash equivalents at 1 January	於1月1日現金及現金等價物	<b>161,409</b>	278,379
Cash and cash equivalents at 30 June, represented by bank balances and cash	於6月30日現金及現金等價物，即銀行結餘及現金	<b>222,923</b>	228,830





# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報告附註

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

### 1. GENERAL INFORMATION AND BASIS OF PREPARATION

The Company was incorporated in Bermuda under the Companies Act as an exempted company with limited liability on 26 April 2002 and was listed on the Singapore Exchange Security Trading Limited (“SGX-ST”) in June 2003. The Company was later delisted from the SGX-ST on 6 May 2010 (the “Delisting”). The Company’s shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 23 September 2011. The parent and ultimate parent of the Company is High Score Holdings Limited.

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and International Accounting Standard 34, *Interim Financial Reporting*.

### 1. 一般資料及報告編製的基礎

本公司於2002年4月26日根據公司法於百慕達註冊成立為獲豁免有限公司，並於2003年6月在新加坡證券交易所（「新交所」）掛牌交易。本公司於2010年5月6日從新交所退市（「退市」）。本公司在2011年9月23日在香港聯合交易所有限公司主板（「香港聯交所」）上市。母公司及最終母公司為 High Score Holdings Limited。

本簡明綜合財務報告是根據香港聯合交易所有限公司上市規則附錄 16 相關適用的披露要求及國際財務報告準則第 34 號中期財務報告的要求編製的。

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties that are measured at fair value.

The accounting policies and method of computation used in the condensed consolidated financial statements for the six months ended 30 June 2011 are the same as those followed in the preparation of the Group's financial information for each of the three years ended 31 December 2010 and three months ended 31 March 2011 as contained in the accountants' report (the "Accountants' Report") under Appendix I of the Company's prospectus dated 12 September 2011 (the "Prospectus").

The Group has not early applied new or revised International Financial Reporting Standards, International Accounting Standards and amendments (hereafter collectively referred to as "IFRSs") that have been issued but are not yet effective as set out in Note 2 to Section A of the Accountants' Report.

The directors of the Company anticipate that the application of these new or revised IFRSs will have no material impact on the results and the financial position of the Group in the future.

There are no new or revised IFRSs have been issued but are not effective subsequent to the date of the Prospectus.

## 2. 主要會計政策

除按公允價值計量的若干物業外，本簡明綜合財務報表按歷史成本法的原則編製。

截至2011年6月30日六個月的簡明綜合財務報表所使用的會計政策和計算方法，與編製以供載入2011年9月12日本公司招股書(「招股書」)附錄一會計師報告(「會計師報告」)的截至2010年12月31日止三年及截至2011年3月31日三個月期間財務信息所採用的會計政策和計算方法完全一致。

本集團並未提早應用在會計師報告A部分附註2所載的已頒布但尚未生效的新訂或經修訂的國際財務報告準則、國際會計準則及其修訂(以下統稱「國際財務報告準則」)。

本公司董事預期應用這些新訂及經修訂的國際財務報告準則，不會對本集團的業績和財務狀況產生重大影響。

在招股書日期後，並無已頒布但尚未生效的新訂或經修訂的國際財務報告準則。

### 3. REVENUE AND SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results from continuing operations by reportable and operating segments, i.e. retail and wholesale of branded fashion footwear ("Retail and wholesale") and contract manufacturing of footwear ("Contract manufacturing"), for the period under review:

### 3. 收入及分部資料

審閱期間，本集團按報告及經營分部，即零售和批發時尚鞋類（「零售及批發」）及合約鞋類製造（「合約生產」），而劃分的持續業務收益及業績分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
Segment revenue	分部收入		
Retail and wholesale	零售及批發		
– external sales	–外部銷售	<b>817,656</b>	613,774
Contract manufacturing	合約生產		
– external sales	–外部銷售	<b>110,344</b>	101,337
– inter-segment sales	–分部間銷售	<b>2,948</b>	–
Eliminations	對銷	<b>(2,948)</b>	–
		<b>928,000</b>	715,111
Segment results	分部業績		
Retail and wholesale	零售及批發	<b>172,114</b>	76,855
Contract manufacturing	合約生產	<b>10,299</b>	5,568
		<b>182,413</b>	82,423
Unallocated finance costs	未分配財務成本	<b>(980)</b>	(903)
Share of losses of joint ventures	分佔合營公司虧損	<b>(900)</b>	(1,557)
		<b>180,533</b>	79,963
Profit before tax	除稅前溢利	<b>180,533</b>	79,963
Income tax expense	所得稅開支	<b>(49,886)</b>	(20,715)
		<b>130,647</b>	59,248
Net profit for the period from continuing operations	持續業務的期內純利	<b>130,647</b>	59,248

Inter-segment sales are charged at prevailing market prices.

分部間銷售按當前市場價格進行。

### 3. REVENUE AND SEGMENT INFORMATION (CONTINUED)

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

### 3. 收入及分部信息(續)

本集團按經營分部劃分的資產分析：

		<b>30 June 2011 2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)</b>	31 December 2010 2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
Continuing operations	持續業務		
Retail and wholesale	零售及批發	<b>938,285</b>	908,226
Contract manufacturing	合約生產	<b>221,822</b>	236,980
Eliminations	對銷	<b>(118,087)</b>	(154,217)
Total segment assets	分部資產總值	<b>1,042,020</b>	990,989
Unallocated	未分配資產	<b>4,473</b>	5,804
Consolidated assets	綜合資產	<b>1,046,493</b>	996,793

#### 4. PROFIT BEFORE TAX FOR THE PERIOD FROM CONTINUING OPERATIONS

#### 4. 持續業務除稅前溢利

Profit for the period from continuing operations has been arrived at after crediting (charging) the following items:

期內持續業務除稅前溢利已經扣除(計入)以下各項：

		Six months ended 30 June 截至6月30日止六個月	
		2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
Depreciation of property, plant and equipment	物業、機器及設備折舊	7,331	6,537
Amortisation of prepaid lease payments (included under administrative and general expenses)	預付租金攤銷 (包含在行政及一般開支中)	191	191
Amortisation of intangible assets (included under administrative and general expenses)	無形資產攤銷 (包含在行政及一般開支中)	200	151
Total depreciation and amortisation	折舊及攤銷總額	<b>7,722</b>	6,879
Cost of inventories recognised as an expense (including allowance for inventories obsolescence)	已確認為費用的存貨成本 (包括陳舊存貨儲備)	<b>313,912</b>	286,707
Expense recognised in respect of equity-settled share-based payments	在以權益結算以股份為基礎的付款中確認的費用	-	7,502

## 5. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS)

## 5. 所得稅費用(與持續業務相關)

		Six months ended 30 June 截至6月30日止六個月	
		2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
Current tax:	即期稅項：		
Enterprise income tax	中國企業所得稅	50,526	20,579
Deferred tax (credit) charge:	遞延稅項支出(抵免)：		
Current period	本期間	(640)	136
		<b>49,886</b>	<b>20,715</b>

The Company incorporated in Bermuda and subsidiaries of the Group incorporated in the British Virgin Islands and Hong Kong are not subject to local income tax in their respective jurisdiction.

In accordance with the Law of the People's Republic of China (the "PRC") on Enterprise Income Tax promulgated on 16 March 2007 (the "New Tax Law"), subsidiaries of the Group located in the PRC are subject to PRC Enterprise Income Tax rate of 25% (six months ended 30 June 2010: 25%, except for Nanjing Soft Garment & Footwear Co., Ltd. which was subject to a tax rate at 12.5% pursuant to certain tax concessions applicable under the New Tax Law).

在百慕達註冊成立的本公司及在英屬維爾京群島和香港註冊成立的本公司附屬公司，自註冊成立以來並無應繳納當地所得稅。

根據2007年3月16日頒發的中華人民共和國(「中國」)企業所得稅法(「新稅法」)，位於中國區域的集團附屬企業應繳納25%的企業所得稅(截至2010年6月30日止六個月，除南京舒服特服飾鞋業有限公司根據新稅法的相關優惠政策享有12.5%的優惠稅率外，稅率為25%)。

## 5. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS) (CONTINUED)

Upon the New Tax Law, PRC withholding income tax is applicable to dividends payable to investors that are “non-PRC tax resident enterprises”, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Under such circumstances, dividends distributed from the PRC subsidiaries to non-PRC tax resident group entities in Hong Kong shall be subject to the withholding tax at 5%. At 30 June 2011, deferred tax in relation to withholding income tax for the undistributed profits of PRC entities, amounting to RMB377,218,000 (31 December 2010: RMB258,486,000) have not been provided, as the directors of the Company did not anticipate to distribute for such profits from its PRC subsidiaries in the foreseeable future.

## 6. DIVIDENDS

During the current interim period, a dividend of USD 0.0247 per share amounting to USD 9,801,000 (equivalent to RMB 64,441,000) was proposed and paid to shareholders. The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2011.

During the prior interim period, total dividends of USD 0.0353 per share amounting to USD 14,000,000 (equivalent to RMB 95,180,000) was proposed and paid to shareholders.

## 5. 所得稅費用(與持續業務相關)(續)

根據新稅法，中國預扣所得稅適用於應付身為「非中國稅務居民企業」的投資者的股息，而該等非居民企業於中國並無機構或營業地點，或其於中國設有機構或營業地點但有關收入實際與該機構或營業地點無關，惟有關股息須源自中國。於此情況下，中國附屬企業派付於香港非中國稅項居民集團公司的股息須繳納5%的預扣稅。於2011年6月30日，中國實體未分派溢利為人民幣377,218,000元(2010年12月31日：人民幣258,486,000元)，此乃由於本公司董事預期不會於可見未來分派中國附屬公司的溢利。

## 6. 股利

本中期報告期間，建議宣派及已派付股東的股息為每股0.0247美元，共計9,801,000美元(相等於人民幣64,441,000元)。董事不建議就截至2011年6月30日止六個月派發中期股息。

前一個中期報告期間，建議宣派及已派付股東的股息合計為每股0.0353美元，共計14,000,000美元(相等於人民幣95,180,000元)。

## 7. EARNINGS PER SHARE

### From continuing and discontinued operations

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

<b>Earnings (RMB'000)</b>	<b>盈利(人民幣千元)</b>
Earnings for the purposes of basic earnings per share	用作計算每股基本盈利的盈利
<b>Number of shares ('000)</b>	<b>股份數量(千股)</b>
Number of ordinary shares for the purpose of basic earnings per share	用作計算每股基本盈利的普通股
Earnings per share (RMB cents) – Basic	每股盈利(人民幣分) – 基本

The number of ordinary shares for the purpose of calculating basic earnings per share for the periods has been retrospectively adjusted for the capitalization issue disclosed in Appendix VII to the Prospectus as if the shares had been in issue throughout the periods.

No diluted earnings per share had been presented for the period ended 30 June 2010 because the exercise price of the Company's outstanding share options, after adjustment for future services to be rendered according to IFRS 2 "Share-based Payment", was higher than the average market price of the Company's shares throughout the period before cancellation upon the Delisting in May 2010.

## 7. 每股盈利

### 來自持續業務和已終止業務

本公司擁有人應佔的每股基本盈利乃根據以下數據計算：

Six months ended 30 June 截至6月30日止六個月	
2011 2011年 (unaudited) (未審計)	2010 2010年 (unaudited) (未審計)
<b>130,647</b>	58,529
<b>1,700,000</b>	1,700,000
<b>7.69</b>	3.44

計算期間每股基本盈利的普通股數量已就招股書附錄7所披露的資本化發行作出追溯調整，猶如該等股份於整個期間經已發行。

在2010年5月退市時註銷購股權的整個期間前，由於本公司尚未行使的購股權根據國際財務報告準則第2號「以股份為基礎的付款」為將來提供的服務而經調整後的行使價高於本公司的股份平均市價，故概無呈列截至2010年6月30日止六個月期間的任何每股攤薄盈利。



## 7. EARNINGS PER SHARE (CONTINUED)

### From continuing operations

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

Earning figures are calculated as follows:

Profit for the period attributable to owners of the Company

Less: Loss for the period from discontinued operations

Earnings for the purpose of basic earnings per share from continuing operations

盈利數字計算如下：

本公司擁有人應佔期內溢利

減：終止業務虧損

就每股基本盈利而言持續業務的盈利

The denominators used are the same as those detailed above for calculation of basic earnings per share from continuing and discontinued operations.

### From discontinued operations

Basic loss per share for the discontinued operations is nil (six months ended 30 June 2010: RMB 0.04 cents per share) based on the loss for the period from the discontinued operations of nil (six months ended 30 June 2010: RMB 719,000) and the denominators used are the same as those detailed above for calculation of basic earnings per share from continuing operations.

## 7. 每股盈利(續)

### 來自持續業務

本公司擁有人應佔每股盈利根據以下數據計算：

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

2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
130,647	58,529
-	(719)
<b>130,647</b>	<b>59,248</b>

所使用的分母與上文詳述用作計算來自持續業務和終止業務的每股基本盈利者相同。

### 來自終止業務

來自終止業務的每股基本虧損為零(截至2010年6月30日止六個月：每股人民幣0.04分)。已終止業務期內虧損為零(截至2010年6月30日止六個月：人民幣719,000元)。所使用的分母與上文詳述用作計算來自持續業務的每股基本盈利者相同。

## 8. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately RMB 21,503,000 (six months ended 30 June 2010: RMB 12,915,000) on construction costs for a new manufacturing plant in the PRC and machinery, fixtures and equipments and motor vehicles in order to upgrade its manufacturing capabilities and expand its sales network.

## 8. 物業、機器及設備變動

在本中期報告期間，本集團約花費人民幣 21,503,000 元（截至 2010 年 6 月 30 日止六個月：人民幣 12,915,000 元），用於支付一處位於中國新廠房建設成本以及機器、設備和車輛，以提升集團的生產能力和擴展銷售網絡。

## 9. DEFERRED TAXATION

The following are the deferred tax balances recognised by the Group and movements thereon during the current and prior periods:

## 9. 遞延稅項

在本中期報告期內本集團確認的遞延稅項結餘及其變動：

		Write down of inventories 存貨 撇減 RMB'000 人民幣千元	Tax losses 稅務 虧損 RMB'000 人民幣千元	Deferred revenue 遞延 收益 RMB'000 人民幣千元	Withholding tax on undistributed profits 未分派 溢利的 預扣稅 RMB'000 人民幣千元	Revaluation of investment properties 投資 物業 重估 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2010	於 2010 年 1 月 1 日	6,690	68	-	(3,021)	(2,702)	1,035
Credit (charge) to profit or loss	計入損益(自損益扣除)	843	-	-	(979)	-	(136)
At 30 June 2010	於 2010 年 6 月 30 日	7,533	68	-	(4,000)	(2,702)	899
Credit (charge) to profit or loss	計入損益(自損益扣除)	176	278	2,145	-	(357)	2,242
At 31 December 2010	於 2010 年 12 月 31 日	7,709	346	2,145	(4,000)	(3,059)	3,141
Credit (charge) to profit or loss	計入損益(自損益扣除)	357	-	1,323	(1,040)	-	640
At 30 June 2011	於 2011 年 6 月 30 日	8,066	346	3,468	(5,040)	(3,059)	3,781

## 9. DEFERRED TAXATION (CONTINUED)

The following is the analysis of the deferred tax balances for financial reporting purposes:

Deferred tax assets	遞延稅項資產
Deferred tax liabilities	遞延稅項負債

Deferred tax assets have been recognised in respect of total unused tax losses of RMB 1,384,000 and RMB 1,384,000 as at 30 June 2011 and 31 December 2010 respectively.

## 9. 遞延稅項(續)

以下為就財務呈報而作出的遞延稅項結餘分析：

30 June 2011 2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)	31 December 2010 2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
11,880	10,200
(8,099)	(7,059)
<b>3,781</b>	<b>3,141</b>

於2011年6月30日和2010年12月31日，本集團全部未動用的應稅虧損分別為人民幣1,384,000元和人民幣1,384,000元，均已確認遞延稅項資產。

## 10. TRADE RECEIVABLES

The Group allows an average credit period of 60 days for collection of the trade receivables. The following is an aged analysis of trade receivables, presented based on the invoice date at the end of the reporting period.

0 to 60 days	0到60天
61 to 180 days	61天到180天
181 days to 1 year	181天到1年
Over 1 year	超過1年

## 10. 貿易應收款項

本集團就貿易應收款項授出平均60天的信貸期。以下為貿易應收款項於報告期末按發票日期呈列的賬齡分析：

30 June 2011 2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)	31 December 2010 2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
185,346	177,688
6,253	1,191
51	464
-	587
<b>191,650</b>	<b>179,930</b>

## 11. TRADE PAYABLES

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

0 to 90 days	0到90天
91 to 180 days	91天到180天
181 to 1 year	181天到1年
Over 1 year	超過1年

## 11. 貿易應付款項

根據報告期末發票日期顯示，貿易應付款項的賬齡分析如下：

<b>30 June 2011</b> <b>2011年</b> <b>6月30日</b> <b>RMB'000</b> <b>人民幣千元</b> <b>(unaudited)</b> <b>(未審計)</b>	31 December 2010 2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
<b>124,636</b>	181,846
<b>4,998</b>	15,040
<b>43</b>	105
<b>34</b>	170
<b>129,711</b>	197,161

## 12. DEFERRED REVENUE

## 12. 遞延收入

		<b>30 June 2011</b>	31 December 2010
		<b>2011年</b>	2010年
		<b>6月30日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(audited)
		(未審計)	(審計)
Deferred revenue arising from customer loyalty programme, reported under current liabilities	因客戶忠誠度計劃產生的遞延收入在流動負債呈報	<b>13,872</b>	8,581

At 30 June 2011 and 31 December 2010, the amount represents deferred revenue arising in respect of the Group's customer loyalty programme recognised in accordance with IFRIC-Int 13 "Customer Loyalty Programmes".

於2011年6月30日和2010年12月31日，該金額指根據國際財務報告詮釋委員會詮釋第13號「客戶忠誠度計劃」確認的本集團客戶忠誠度計劃產生的遞延收入。

### 13. SHORT-TERM BANK LOANS

### 13. 短期銀行貸款

		<b>30 June 2011</b>	31 December 2010
		<b>2011年</b>	2010年
		<b>6月30日</b>	12月31日
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
		<b>(unaudited)</b>	(audited)
		<b>(未審計)</b>	(審計)
Secured	抵押貸款	<b>64,716</b>	–

At 30 June 2011, bank loans amounting to RMB 64,716,000 are secured by way of fixed charge, assignments and floating charge on the assets of the Group and bear variable interest at 4.259% per annum. Also these bank loans are guaranteed by certain directors of the Company. The guarantees provided by certain directors of the Company on the bank loans have been released upon the listing of the Company's shares on the Hong Kong Stock Exchange on 23 September 2011.

於2011年6月30日，人民幣64,716,000元的銀行貸款以集團資產的固定抵押、轉讓及浮動抵押擔保，按每年4.259%的浮動利率計算。該等銀行借貸亦由本公司若干董事擔保。由公司若干董事提供的銀行貸款擔保已於本公司2011年9月23日於香港聯交所上市時解除。

### 14. SHARE CAPITAL

### 14. 股本

		<b>Number</b>	<b>Amount</b>
		<b>of shares</b>	<b>金額</b>
		<b>股份數量</b>	<b>RMB'000</b>
			<b>人民幣千元</b>
Ordinary shares of USD0.015 each	每股面值0.015美元		
Authorised:	法定：		
At 1 January 2010, 30 June 2010, 1 January 2011 and 30 June 2011	於2010年1月1日、2010年6月30日、 2011年1月1日及2011年6月30日	800,000,000	99,000
Issued and fully paid:	已發行並繳足：		
At 1 January 2010, 30 June 2010, 1 January 2011 and 30 June 2011	於2010年1月1日、2010年6月30日、 2011年1月1日及2011年6月30日	396,868,200	49,271

## 15. SHARE-BASED PAYMENTS

Pursuant to a share option scheme of the Company (the “Hongguo Share Option Scheme”) approved by the Board of Directors of the Company in June 2008, the Company may grant options to eligible employees and directors of the Company and its subsidiaries to subscribe for shares in the Company for a consideration of SGD 1 for each lot of share options granted. The share options granted shall be exercisable, in whole or in part, after the third anniversary of the date of grant until the fifth anniversary and tenth anniversary of such date of grant for the group of non-executive directors and the group comprising executive directors, management staffs and department heads (this group is collectively referred to as the “Group Executives”) respectively.

The exercise price is determined by the directors of the Company based on the average closing price of the Company's shares previously listed on the SGX-ST for the five trading days immediately preceding the date of grant.

The Company granted options to the non-executive directors and the Group Executives on 23 June 2008 (the “2008 Option”) and on 18 August 2009 (the “2009 Option”) respectively.

## 15. 以股份為基礎的支付

根據本公司董事會於2008年6月批准的本公司購股權計劃(「鴻國購股權計劃」),本公司可向本公司及其附屬公司的合資格僱員及董事授出購股權以認購本公司股份,代價為就每份獲授的購股權支付1新加坡元。對於非執行董事組別以及執行董事、管理人員及部門主管組成的組別(此組別統稱為「集團高管」),所獲授購股權可自授出之日起計滿三周年之日至分別滿五周年之日及滿10周年之日期間全部或部分行使。

行使價由本公司董事根據授出日期前5個交易日本公司股份於新交所上市的平均收市價釐定。

本公司於2008年6月23日及2009年8月18日分別向非執行董事及集團高管授出購股權(「2008年購股權」及「2009年購股權」)。



## 15. SHARE-BASED PAYMENTS (CONTINUED)

Details of the 2008 Option and 2009 Option granted in respect of their major terms and valuation methodologies and key assumptions in determining the fair values at each grant dates were set out in Note 33 to Section A of the Accountants' Report.

The 2008 Option, 2009 Option and together with the Hongguo Share Option Scheme were cancelled in 2010 upon the Delisting. The cancellation of the Hongguo Share Option Scheme was accounted for as an acceleration of vesting, and the amount that otherwise would have been recognised over the remainder of the vesting period has been recognised in the six months ended 31 June 2010.

The following table discloses movements of the Company's share options held by the non-executive directors and the Group Executives of the Company and its subsidiaries during the preceding interim period.

## 15. 以股份為基礎的支付(續)

有關授出的2008年購股權及2009年購股權的主要條款，以及在授出日確定其公平值的評值方法和主要假設的詳情參見會計師報告A部分的附註33。

2008年購股權及2009年購股權連同鴻國購股權計劃已於2010年退市時取消。鴻國購股權計劃取消入帳列為加快行權，原應於餘下行權期間確認的金額已於截至2010年6月30日期間確認。

下表披露於上一中期期間本公司及其附屬公司非執行董事及集團高管所持的本公司購股權的變動。

## 15. SHARE-BASED PAYMENTS (CONTINUED)

## 15. 以股份為基礎的支付(續)

		Number of share options outstanding at 1.1.2010 於2010年 1月1日 尚未行使 的購股權 數量	Cancelled during the six months ended 30.06.2010 於截至 2010年6月 30日6個月 期間取消	Outstanding at 30.06.2010 於2010年 6月30日 尚未行使	Exercisable at 1.1.2010 &30.06.2010 於2010年 1月1日 及2010年 6月30日 可行使
2008 Option granted to 2008 購股權 授予					
Non-executive directors	非執行董事	300,000	(300,000)	-	-
Group Executives	集團高管	5,662,500	(5,662,500)	-	-
		5,962,500	(5,962,500)	-	-

		Number of share options outstanding at 1.1.2010 於2010年 1月1日 尚未行使 的購股權 數量	Cancelled during the six months ended 30.06.2010 於截至 2010年6月 30日6個月 期間取消	Outstanding at 30.06.2010 於2010年 6月30日 尚未行使	Exercisable at 1.1.2010 &30.06.2010 於2010年 1月1日 及2010年 6月30日 可行使
2009 Option granted to 2009 購股權 授予					
Non-executive directors	非執行董事	300,000	(300,000)	-	-
Group Executives	集團高管	5,767,000	(5,767,000)	-	-
		6,067,000	(6,067,000)	-	-

The Group recognised a share option expense of nil and RMB 7,502,000 during each of the six months ended 30 June 2011 and 2010 respectively.

截至2011年6月30日及2010年6月30日止六個月各期間,本集團分別確認購股權開支分別為零及人民幣7,502,000元。

## 16. CAPITAL COMMITMENTS

Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the condensed consolidated financial statements

已簽訂合約但尚未於簡明綜合財務報告撥備的物業、機器及設備收購的資本承擔

## 16. 資本承擔

30 June 2011 2011年 6月30日 RMB'000 人民幣千元 (unaudited) (未審計)	31 December 2010 2010年 12月31日 RMB'000 人民幣千元 (audited) (審計)
<b>3,553</b>	10,085

## 17. RELATED PARTY TRANSACTIONS

During the period, the Group had the following significant transactions with related parties:

### a) Transactions

#### Relationship with related parties 與關聯方關係

A joint venture  
聯營公司

A related company,  
in which certain directors  
of the Company have  
beneficial interest  
若干公司董事有受益權的關聯公司

Certain directors of the Company  
公司若干董事

#### Nature of transactions 交易性質

Purchase of goods  
採購商品

Rental income  
租金

Rental expense  
租金費用

Guarantee executed to a bank  
for banking facilities granted  
to the Group  
為本集團銀行貸款提供擔保

## 17. 關聯交易

在中期報告期間，本集團有如下重大關聯交易：

### a) 交易

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

2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
<b>11,290</b>	8,717
-	63
<b>450</b>	450
<b>164,716</b>	100,000

## 17. RELATED PARTY TRANSACTIONS (CONTINUED)

### b) Compensation of key management personnel

The remuneration of directors of the Company and other members of key management during the period were as follows:

## 17. 關聯交易 (續)

### b) 主要管理人員薪酬

期內董事袍金和其他主要管理人員薪酬如下：

		Six months ended 30 June 截至6月30日止六個月	
		2011 2011年 RMB'000 人民幣千元 (unaudited) (未審計)	2010 2010年 RMB'000 人民幣千元 (unaudited) (未審計)
Salaries and other benefits	工資和其他福利	1,232	755
Performance related incentive payments	績效激勵付款	7,920	9,000
Equity-settled share-based payments	以權益支付及股份為基礎的支付	-	950
Contributions to retirement benefits scheme	退休福利計劃供款	35	31
		<b>9,187</b>	10,736

## 18. EVENTS AFTER THE END OF THE INTERIM PERIOD

The following events occurred subsequent to 30 June 2011:

1. Pursuant to the written resolutions passed on 26 August 2011, (i) the authorised share capital of the Company was increased from USD 12,000,000 to USD 300,000,000 by the creation of an additional 19,200,000,000 shares of USD 0.015 each; (ii) a sum of USD 19,546,977 standing to the credit of the share premium account of the Company as a result of the issue of 300,000,000 new shares by the Company pursuant to the Listing of the Company's shares on the Hong Kong Stock Exchange, was capitalised and applied in paying up in full at par 1,303,131,800 shares of USD 0.015 each, allotted and issued to the shareholders whose names appearing on the register of members of the Company at the close of business on 26 August 2011 in proportion to their then respective shareholdings in the Company; and (iii) the share option scheme of the Company (the "Share Option Scheme") was adopted and the directors of the Company was authorised to grant options to subscribe for shares of the Company thereunder and to allot, issue and deal with shares pursuant to the exercise of options granted under the Share Option Scheme and to take all such steps as may be necessary and/or desirable to implement and give effect to the Share Option Scheme. For further detail of this Share Option Scheme, please refer to Appendix VII entitled "Statutory and General Information – D. Other Information – 1. Share Option Scheme" to the Prospectus.
2. The Company issued a prospectus dated 12 September, 2011 in connection with the initial public offering of the shares of the Company on the Hong Kong Stock Exchange. The Company's shares were listed on the Hong Kong Stock Exchange on 23 September 2011.

## 18. 報告期後事項

如下事項在2011年6月30日後發生：

1. 根據2011年8月26日通過的書面決議，(i) 通過新增19,200,000,000股每股面值為0.015美元的股份，公司註冊資本從12,000,000美元至300,000,000美元；(ii) 對公司總額為19,546,977美元的於公司在香港聯交所上市中新發行的股本中取得的300百萬股股本溢價進行資本化，並全額用於支付公司於2011年8月26日營業日結束時向公司股東名冊上登記的股東按各自持股比例分配並平價發行的1,303,131,800股每股面值為0.015美元的股份；和(iii)公司的股票期計劃(以下統稱「期權計劃」)被採用，公司董事因此被授權批准按期權認購公司的股份，分配、發行和處理根據期權計劃實施認購的股份，採用所有必要的和(或)期望的步驟來實施期權計劃並使之生效。關於本期權計劃的詳細情況，請見售股章程附件7中標題為「法定和一般信息-D. 其他信息-1. 期權計劃」。
2. 公司在2011年9月12日發布了與在香港聯交所第一次公開發行股票相關的售股章程；公司股票已經在2011年9月23日在香港聯交所掛牌；

