



2013

---

# Annual

Report 年報

**DAPHNE INTERNATIONAL HOLDINGS LIMITED** (Stock code:210)  
達芙妮國際控股有限公司 (股票代號:210)



# Contents

---

## 目錄

<b>Corporate Information</b> 公司資料	2
<b>Financial and Operational Highlights</b> 財務及經營摘要	4
<b>Chairman's Statement</b> 主席報告	6
<b>Management Discussion and Analysis</b> 管理層討論及分析	8
<b>Biographies of Directors and Senior Management</b> 董事及高層管理人員簡歷	16
<b>Corporate Governance Report</b> 企業管治報告	19
<b>Report of the Directors</b> 董事會報告	33
<b>Independent Auditor's Report</b> 獨立核數師報告	43
<b>Consolidated Income Statement</b> 綜合收益表	45
<b>Consolidated Statement of Comprehensive Income</b> 綜合全面收益表	46
<b>Consolidated Balance Sheet</b> 綜合資產負債表	47
<b>Balance Sheet</b> 資產負債表	49
<b>Consolidated Statement of Changes in Equity</b> 綜合權益變動表	50
<b>Consolidated Cash Flow Statement</b> 綜合現金流量表	51
<b>Notes to the Financial Statements</b> 財務報表附註	52
<b>Five-year Financial Summary</b> 五年財務概要	120

## CORPORATE INFORMATION

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Chen Ying-Chieh (*Chairman & Chief Executive Officer*)

Mr. Chang Chih-Chiao

Mr. Chang Chih-Kai

Mr. Chen Tommy Yi-Hsun

#### Non-executive Director

Mr. Kim Jin-Goon

(with Mr. Lau Wai Kei, Ricky as the alternate)

#### Independent Non-executive Directors

Mr. Huang Shun-Tsai

Mr. Kuo Jung-Cheng

Mr. Lee Ted Tak Tai

### AUDIT COMMITTEE

Mr. Lee Ted Tak Tai (*Chairman*)

Mr. Huang Shun-Tsai

Mr. Kim Jin-Goon

Mr. Kuo Jung-Cheng

### REMUNERATION COMMITTEE

Mr. Kuo Jung-Cheng (*Chairman*)

Mr. Chen Ying-Chieh

Mr. Huang Shun-Tsai

Mr. Kim Jin-Goon

Mr. Lee Ted Tak Tai

### NOMINATION COMMITTEE

Mr. Huang Shun-Tsai (*Chairman*)

Mr. Chen Ying-Chieh

Mr. Kim Jin-Goon

Mr. Kuo Jung-Cheng

Mr. Lee Ted Tak Tai

### COMPANY SECRETARY

Mr. Cheung Chun Hay

### AUTHORISED REPRESENTATIVES

Mr. Chen Ying-Chieh

Mr. Cheung Chun Hay

### 董事會

#### 執行董事

陳英杰先生 (*主席兼行政總裁*)

張智喬先生

張智凱先生

陳怡勳先生

#### 非執行董事

金珍君先生

(劉偉琪先生為其替任董事)

#### 獨立非執行董事

黃順財先生

郭榮振先生

李德泰先生

### 審核委員會

李德泰先生 (*主席*)

黃順財先生

金珍君先生

郭榮振先生

### 薪酬委員會

郭榮振先生 (*主席*)

陳英杰先生

黃順財先生

金珍君先生

李德泰先生

### 提名委員會

黃順財先生 (*主席*)

陳英杰先生

金珍君先生

郭榮振先生

李德泰先生

### 公司秘書

張晉熙先生

### 授權代表

陳英杰先生

張晉熙先生

## CORPORATE INFORMATION

## 公司資料

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 註冊辦事處

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

17th Floor, Fung House  
19-20 Connaught Road Central  
Hong Kong  
Telephone: (852) 2367 9021  
Fax: (852) 2311 3170

### 香港主要營業地點

香港  
干諾道中19-20號  
馮氏大廈17樓  
電話：(852) 2367 9021  
傳真：(852) 2311 3170

### OPERATIONAL HEADQUARTER

3908 Hu Qing Ping Road  
Zhao Xiang Town  
Qingpu County  
Shanghai, China  
Telephone: (86) 21 3976 2468  
Fax: (86) 21 5975 2698

### 營運總部

中國上海  
青浦縣  
趙巷鎮  
滬青平公路3908號  
電話：(86) 21 3976 2468  
傳真：(86) 21 5975 2698

### SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

### 股份過戶登記處

卓佳秘書商務有限公司  
香港  
皇后大道東183號  
合和中心22樓

### AUDITOR

PricewaterhouseCoopers  
*Certified Public Accountants*

### 核數師

羅兵咸永道會計師事務所  
*執業會計師*

### PRINCIPAL BANKERS

Agricultural Bank of China Limited  
China Construction Bank Corporation  
First Sino Bank  
Hang Seng Bank Limited  
The Bank of Tokyo-Mitsubishi UFJ, Limited

### 主要往來銀行

中國農業銀行股份有限公司  
中國建設銀行股份有限公司  
華一銀行  
恒生銀行有限公司  
三菱東京UFJ銀行

### CORPORATE WEBSITES

<http://www.daphneholdings.com>  
<http://www.daphne.com.cn>

### 公司網址

<http://www.daphneholdings.com>  
<http://www.daphne.com.cn>

### INVESTOR RELATIONS

Email: [ir@daphneholdings.com](mailto:ir@daphneholdings.com)

### 投資者關係

電郵： [ir@daphneholdings.com](mailto:ir@daphneholdings.com)

# FINANCIAL AND OPERATIONAL HIGHLIGHTS

# 財務及經營摘要

## FINANCIAL PERFORMANCE

## 財務表現

		For the year ended 31 December 截至十二月三十一日止年度		
		2013 二零一三年	2012 二零一二年	Change 變化
Turnover (HK\$' million)	營業額 (百萬港元)	<b>10,446.5</b>	10,529.1	-0.8%
Gross profit (HK\$' million)	毛利 (百萬港元)	<b>5,838.3</b>	6,228.8	-6.3%
Operating profit (HK\$' million)	經營盈利 (百萬港元)	<b>520.2</b>	1,364.9	-61.9%
Profit attributable to owners of the Company (HK\$' million)	本公司擁有人應佔盈利 (百萬港元)	<b>329.1</b>	955.7	-65.6%
Gross profit margin (%)	毛利率(%)	<b>55.9</b>	59.2	-3.3ppt百分點
Operating profit margin (%)	經營盈利率(%)	<b>5.0</b>	13.0	-8.0ppt百分點
Net profit margin (%)	淨利潤率(%)	<b>3.2</b>	9.1	-5.9ppt百分點
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>20.0</b>	58.1	-65.6%
Dividend per share (HK cents)	每股股息 (港仙)	<b>8.0</b>	18.0	-55.6%

## KEY FINANCIAL INDICATORS

## 主要財務指標

		For the year ended 31 December 截至十二月三十一日止年度		
		2013 二零一三年	2012 二零一二年	Change 變化
Average inventory turnover (days) (Note 1)	平均存貨週轉期 (日) (附註一)	<b>198</b>	188	+10
Average debtors turnover (days) (Note 2)	平均應收賬週轉期 (日) (附註二)	<b>12</b>	11	+1
Average creditors turnover (days) (Note 3)	平均應付賬週轉期 (日) (附註三)	<b>85</b>	75	+10
Cash conversion cycle (days) (Note 4)	現金循環天數 (日) (附註四)	<b>125</b>	124	+1
Capital expenditure (HK\$' million) (Note 5)	資本開支 (百萬港元) (附註五)	<b>344.2</b>	521.0	-33.9%

		As at 31 December 於十二月三十一日		
		2013 二零一三年	2012 二零一二年	Change 變化
Cash and bank balances (HK\$' million) (Note 6)	現金及銀行結餘 (百萬港元) (附註六)	<b>1,374.4</b>	1,494.8	-8.1%
Bank loan (HK\$' million)	銀行貸款 (百萬港元)	<b>117.0</b>	7.3	+1,509.8%
Convertible bonds (HK\$' million)	可換股債券 (百萬港元)	<b>689.2</b>	639.7	+7.7%
Equity attributable to owners of the Company (HK\$' million)	本公司擁有人應佔權益 (百萬港元)	<b>5,043.7</b>	4,825.3	+4.5%
Current ratio (times) (Note 7)	資產流動比率 (倍) (附註七)	<b>2.4</b>	3.5	-1.1
Net gearing ratio (%) (Note 8)	淨負債比率(%) (附註八)	<b>Net cash 淨現金</b>	Net cash 淨現金	-

# FINANCIAL AND OPERATIONAL HIGHLIGHTS

# 財務及經營摘要

## Notes:

1. The calculation of average inventory turnover (days) is based on the average of opening and closing inventory balances divided by cost of sales and multiplied by 365 days.
2. The calculation of average debtors turnover (days) is based on the average of opening and closing balances of trade receivables divided by turnover and multiplied by 365 days.
3. The calculation of average creditors turnover (days) is based on the average of opening and closing balances of trade payables divided by purchases and multiplied by 365 days.
4. The calculation of cash conversion cycle (days) is based on the average inventory turnover (days) plus average debtors turnover (days) minus average creditors turnover (days).
5. Capital expenditure comprises acquisition of land use rights and property, plant and equipment, cash expenditure on license rights and capital contribution to a joint venture.
6. Cash and bank balances comprise cash and cash equivalents, pledged bank deposits, structured bank deposits and bank deposits with maturity over three months.
7. The calculation of current ratio (times) is based on the total current assets divided by total current liabilities as at 31 December.
8. The calculation of net gearing ratio (%) is based on net debt (being the total of bank loan and convertible bonds, less cash and bank balances) divided by equity attributable to owners of the Company as at 31 December.

## 附註：

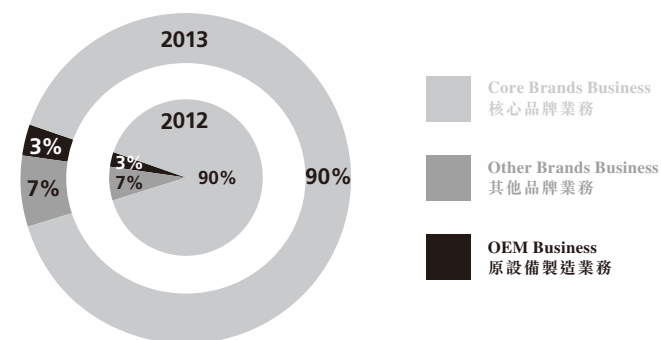
- 一、平均存貨週轉期(日)乃按年初及年終存貨之平均結餘除以銷售成本乘以365日計算。
- 二、平均應收賬週轉期(日)乃按年初及年終應收賬款平均結餘除以營業額乘以365日計算。
- 三、平均應付賬週轉期(日)乃按年初及年終應付賬款平均結餘除以採購額乘以365日計算。
- 四、現金循環天數(日)乃按平均存貨週轉期(日)加平均應收賬週轉期(日)減平均應付賬週轉期(日)計算。
- 五、資本開支包括購置土地使用權及物業、廠房及設備、特許使用權的現金開支，以及一間合營企業的出資額。
- 六、現金及銀行結餘包括現金及現金等價物、已抵押銀行存款、銀行結構存款及存款期超過三個月之銀行存款。
- 七、資產流動比率(倍)乃根據於十二月三十一日之流動資產總額除以流動負債總額計算。
- 八、淨負債比率(%)乃根據於十二月三十一日之負債淨額(即銀行貸款及可換股債券之總額，減現金及銀行結餘)除以本公司擁有人應佔權益計算。

## Turnover Analysis

### 營業額分析

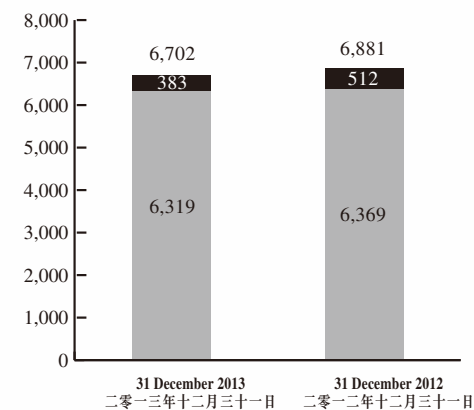
(For the year ended 31 December)

(截至十二月三十一日止年度)



## Number of Points-of-Sale

### 銷售點數目



Core Brands Business 核心品牌業務  
Other Brands Business 其他品牌業務

Dear Shareholders,

2013 was a year full of challenges to Daphne International Holdings Limited (“Daphne” or the “Company”, which together with its subsidiaries, is referred to as the “Group”). Amidst the country’s decelerating economic growth, weak consumer confidence, and increasing competition in the women’s footwear industry, the Group also had to manage the issues brought about by the rising labour and rental costs in China. Under such mounting pressure from both external and internal adverse factors which was unprecedented, the Group delivered an annual turnover of HK\$10,446.5 million for the year ended 31 December 2013, which is comparable to that of last year. Profit attributable to owners of the Company decreased by 65.6% to HK\$329.1 million.

To cope with the softer market and store rental pressure, the Group rationalised its retail network during the year. We initiated a stringent review of the store portfolio and made a net closure of 245 non-performing Core Brands stores in the fourth quarter, and therefore ended the year with a net decrease of 50 points-of-sale, and resulted 6,319 points-of-sale in total for Core Brands as of 31 December 2013. Focus of sales network development will be put on the quality of individual store as well as the overall store portfolio. We will also carefully review our channel strategy and make adjustment accordingly, to adapt to the changing market conditions.

We adopted a more prudent approach in inventory management in 2013 including making intensive efforts in disposing off-season products. We will continue such clearance efforts through more diverse channels in 2014. This, together with more pragmatic procurement for upcoming seasons and a task force set up with dedication on improving our inventory management, we aim to achieve healthy inventory level in due course.

In view of the low visibility in the market outlook, fast-changing consumer preferences and market place, we realise we have to strengthen our core competitive advantages, and drive for increasing efficiency and effectiveness in our management and operations to maintain our edge in the competition. After a careful and detailed review and analysis, we now adopt multi-pronged strategies to increase the sophistication of our management and operation in various aspects covering people, products, channels, marketing, management systems and procedures. A business plan with focus on sales productivity, supply chain and inventory management, and merchandising and marketing is mapped out in order to weather the tough times and enhance its overall sales performance and profitability in the long term.

To boost sales productivity, we have introduced measures with focus on improving staff motivation and increasing their accountability, while building the staff loyalty and improving the staff retention. We also equip our frontline managers with enhanced management skills and knowledge by offering them comprehensive management training and tools. Through these, we aim to build a team of stable, capable and high-spirited frontline managers and sales staff. This, together with the store image uplift program, refined sales and service training, diversification of distribution channels and stronger e-commerce presence, we will provide customers with enhanced shopping experience, and therefore deliver sales growth.

各位股東：

二零一三年對達芙妮國際控股有限公司（「達芙妮」或「本公司」，連同其附屬公司合稱為「本集團」）來說是充滿挑戰的一年。年內除中國經濟增長放緩、消費者信心疲弱、以及女鞋行業競爭加劇外，本集團更要面對中國員工成本及租金上升帶來的種種問題。面對前所未有的內外諸多負面因素綜合的巨大壓力下，截至二零一三年十二月三十一日止年度，本集團營業額錄得10,446.5百萬港元，與二零一二年持平。本公司擁有人應佔盈利則減少65.6%至329.1百萬港元。

為了應對疲弱的市場及上升的店鋪租金壓力，本集團於年內整固梳理零售網絡，嚴謹審核旗下店鋪網絡，並於第四季度關閉245間表現欠佳的核心品牌店鋪。截至二零一三年十二月三十一日止年度，核心品牌的銷售點淨減少50個至6,319個。銷售網絡的發展重點現專注於單店以至整個店鋪網絡的質素。同時，集團將仔細評估集團的銷售渠道策略並作出相應的調整，以應對市場的變化。

於二零一三年，本集團的庫存管理更趨審慎，包括積極促銷過季產品。二零一四年，我們將借助更多不同的銷售渠道以協助清貨。同時，集團在為未來的季度採購時將更加務實，以及成立專責團隊致力提升存貨管理，目標是將存貨調整至健康的水平。

鑒於市場前景不明朗，加上消費者喜好和市場環境的急速變化，集團意識到必須加強自身的核心競爭力，提高管理和營運效率及效益，以保持競爭優勢。在進行謹慎及詳細的回顧及分析後，集團現正多管齊下以使集團在管理及營運上，包括人員、產品、銷售渠道、行銷、管理系統及程序等多方面更趨精細化。新的業務計劃將專注於改善銷售效率、供應鏈及庫存管理、採購及市場推廣，以助集團度過艱難時期，並長遠提升整體的銷售表現及盈利能力。

為了提高銷售效率，我們制定了多項措施以提高員工積極性以及問責度，同時加強員工的忠誠度，提高員工保留比率。我們為前線的經理提供全面的管理培訓和管理工具，以提升他們的管理技巧和知識，藉以建立一支穩定、有能力以及士氣高昂的前線管理及銷售隊伍。該等措施的實施連同店鋪形象提升的方案、深化的銷售和服務培訓、多元化的分銷渠道以及更強大的電子商務平台結合，將為顧客帶來更優質的購物體驗，從而推動銷售增長。

## CHAIRMAN'S STATEMENT

## 主席報告

By strengthening its product merchandising and more effective marketing, the Group will be able to further differentiate itself from the competition with a distinctive brand image and appealing products. Not only we would put emphasis on product designs, and diversity of product categories and portfolio, but also bolster the brand image and enhance customer loyalty by stepping up and broadening the variety of its marketing and brand-building activities. The Group will also tap its customer membership of over 10 million for business growth by improving the application of its Customer Relationship Management program, and engaging them with more integrated online and offline marketing programs.

The Group will continue to strive for more customer-oriented and fast-responding supply chain management, and more efficient inventory management to support sales growth and increase profitability. We will further customise the product allocation and stock replenishment to make our products more attractive at stores. The further customisation will be achieved by our recent upgrading of the product allocation process for the first-batch new products, and the full implementation of Retail Management System in the near future. A special task force has been set up to realise the priority of improvement in inventory management. New measures in procurement are adopted and certain production lines are relocated to alleviate and manage the rising cost pressure in production.

Despite the existing headwinds in the retail market, we believe China's rising living standard and rapid urbanisation will be conducive to the growth of women's footwear market in the medium and long term. We are determined and are rising to meet the challenge and prevail. Daphne Group has a long track record of success through both tough and positive economic circumstances. By adjusting our strategies and devising comprehensive measures to strengthen the Group's core strengths and competitiveness, leveraging its dynamic brand equity and strong financial foundation, we are confident that we will be able to thrive continuously and achieve our goal of sustainable development in the competitive and ever-changing market.

On behalf of the board of directors, I would like to express my gratitude to all our customers and business partners for their continuous support. I would also like to thank the management team and our employees for their dedication and hard work. I am also grateful to our shareholders for their trust in the Company and our commitment in delivering sustainable value in the years to come.

**Chen Ying-Chieh**  
*Chairman*

Hong Kong, 25 March 2014

透過加強產品採購及更有效的市場推廣，集團將擁有更鮮明的品牌形象，更具吸引力產品，從而在競爭中脫穎而出。我們不僅更注重產品的設計、品類及組合的多元化，亦將加大力度進行內容更豐富、形式更多樣化的市場推廣及品牌建設活動，以提升品牌形象及增強客戶的忠誠度。同時，本集團將加以利用其客戶關係管理系統，有效運用超過一千萬名的尊貴顧客會員的資料，鼓勵顧客參與本集團更多綜合線上及線下的市場推廣活動，從而刺激業務增長。

本集團將繼續努力提升其以客為本及快速反應的供應鏈管理，以及提升存貨管理效率，以支援銷售增長和提高盈利能力。我們會因應不同店鋪的特點，量身訂制產品配置和進行補貨，使我們的產品在店鋪中更具吸引力。通過本集團近期已進一步改良有關首批到店的新品分配的機制，以及短期內將全面上線的零售管理系統，使店鋪產品更能迎合不同消費者的需求。本集團已經成立工作小組，專責提升存貨管理。同時，亦已經採取新的採購措施，以及遷移部份生產線，以緩解和控制生產成本上漲的壓力。

儘管零售市場環境困難重重，但中國的生活水平不斷提高及快速的城鎮化發展，將有利於女鞋市場的中長線發展。我們有決心並已作好準備迎接及克服未來的挑戰。多年來達芙妮集團無論在市場順境或逆境下均能取得成功。透過調整戰略以及制定全面的措施，去加強核心優勢和競爭力；加上其強大的品牌知名度及穩健的財務實力，本集團有信心可以在競爭激烈及瞬息萬變的市場中努力不懈去維持業務穩定的發展。

本人謹代表董事會，衷心感謝所有顧客及業務夥伴的鼎力支持，和管理團隊與員工的貢獻和辛勞。本人亦藉此機會感謝股東對本公司的信任及對我們承諾為其未來帶來可持續價值的信賴。

**主席**  
**陳英杰**

香港，二零一四年三月二十五日



# MANAGEMENT DISCUSSION AND ANALYSIS

# 管理層討論及分析

## BUSINESS REVIEW

### Market Overview

The GDP growth of China was 7.7% in 2013, the weakest growth rate in more than a decade. Total retail sales growth for consumer goods slowed to 13.1% in the year from 14.3% in the previous year. The general deceleration in China's economic growth and the uncertainties in the market outlook led to weak consumer confidence. This, together with inflationary pressure in labour and rental costs, clouded the retail sector during the year. Nonetheless, the series of reforms by the Chinese government to spur growth in domestic consumption, including further urbanisation and rising household income, should gradually offer steady growth in consumer demand in the future, which will be reflected in due course in the retail sector.

### Group Performance

For the year of 2013, the Group's turnover decreased by 0.8% to HK\$10,446.5 million (2012: HK\$ 10,529.1 million). Gross profit declined by 6.3% to HK\$5,838.3 million (2012: HK\$6,228.8 million). Operating profit amounted to HK\$520.2 million (2012: HK\$1,364.9 million). Profit attributable to owners of the Company was HK\$329.1 million (2012: HK\$955.7 million).

Basic earnings per share were HK20.0 cents (2012: HK58.1 cents). The board of directors has proposed a final dividend of HK2.0 cents (2012: HK9.0 cents) per share. Together with the interim dividend of HK6.0 cents per share, it brings the annual dividend to HK8.0 cents (2012: HK18.0 cents) per share for 2013.

As at 31 December 2013, the Group's points-of-sale (POS) totalled 6,702, representing a net decrease of 179 POS during the year. The sales network comprised 6,319 POS under its Core Brands ("Daphne" and "Shoebox" in Mainland China) and 383 POS for Other Brands.

As a result of the preparation for an earlier Chinese New Year in 2014 and unsatisfactory sales of the summer season in 2013, inventory turnover days for the Group increased to 198 days compared to 188 days last year, but already reduced from 209 days in the first half of 2013.

The Group ranked in the Top 75 for investors relations in Greater China in the investor perception survey for the IR Magazine Asia Awards 2013/2014, among more than 2,400 listed companies in the region. This serves as recognition of the Group's endeavour in improving its investor relations and transparency by the investor community.

## 業務回顧

### 市場概況

中國二零一三年國民生產總值增長為7.7%，是逾十年來最低增長，同時消費品零售總值增長亦由一年前的14.3%放緩至13.1%。中國經濟增長減速以及市場前景有欠明朗，導致消費者信心疲弱。此因素加上持續上漲的員工和租金成本壓力，使零售業年內籠罩著陰霾。然而，中國政府推出的一系列刺激內需政策，包括進一步落實城鎮化、提升家庭收入等等，將於未來逐步推動消費需求帶來穩定增長，並於適當時候在零售業內得到反映。

### 集團表現

於二零一三年，本集團營業額減少0.8%至10,446.5百萬港元（二零一二年：10,529.1百萬港元）。毛利額下降6.3%至5,838.3百萬港元（二零一二年：6,228.8百萬港元）。經營盈利為520.2百萬港元（二零一二年：1,364.9百萬港元）。本公司擁有人應佔盈利為329.1百萬港元（二零一二年：955.7百萬港元）。

每股基本盈利為20.0港仙（二零一二年：58.1港仙）。董事會建議派發末期股息每股2.0港仙（二零一二年：9.0港仙），連同中期派發的股息每股6.0港仙，二零一三年全年股息合計為每股8.0港仙（二零一二年：18.0港仙）。

於二零一三年十二月三十一日，本集團擁有共6,702個銷售點，比上一年度淨減少179個。其銷售網絡包括核心品牌（於中國大陸的「達芙妮」和「鞋櫃」）6,319個銷售點及其他品牌383個銷售點。

由於本集團須為二零一四年較早到臨的農曆新年作準備，加上二零一三年夏季銷售未如理想，因此本集團的存貨週轉天數從去年的188日上升至198日，但已較二零一三年上半年的209日為低。

本集團於二零一三／二零一四年度《投資者關係雜誌》亞洲區獎項的投資者意見調查中，在區內超過二千四百多家上市公司中，獲評為大中華區最出色七十五家投資者關係之上市企業之一；足證本集團在投資者關係及透明度方面付出的努力獲投資界認同。

# MANAGEMENT DISCUSSION AND ANALYSIS

# 管理層討論及分析

## Core Brands Business

Consumer sentiment remained weak in Mainland China. Unfavourable weather patterns and keen competition added pressures on sales performance. A higher proportion of newly trained frontline staff, which was a result of the high staff turnover in early 2013, further weakened the Group's ability to combat the sluggish market environment during the year.

The Group's Core Brands business represents the distribution of ladies' footwear for the mass market under its own brands, "Daphne" and "Shoebox" in Mainland China, through a network of both directly-managed and franchised stores. With a negative same store sales growth and net store closures, turnover of the Core Brands business was HK\$9,561.3 million, about flat when compared to last year (2012: HK\$9,591.9 million). The Group had a net decrease of 50 POS for the Core Brands for 2013 after rationalising the store portfolio in the fourth quarter of the year, as compared to 767 net store openings for 2012. Segment revenue from external customers of Core Brand business maintained at 90% of the Group's total revenue in 2013 (2012: 90%). Same store sales recorded a low double-digit decrease in 2013 led by volume drop, on top of the high base for 2012. Average selling price during the year was essentially flat when compared to last year.

To cope with the softer market and manage store rental pressures, the Group conducted a stringent review of the store portfolio in the second-half of 2013 and initiated closures of non-performing stores in order to enhance the quality of the overall store portfolio. The Group ended the year of 2013 with a net decrease of 50 points-of-sale for the Core Brands, after net closures of 245 stores in the fourth quarter. As at 31 December 2013, the Group had a total of 6,319 points-of-sale under its Core Brands, comprising 5,491 directly-managed stores and 828 franchised stores. The proportion of directly-managed stores to the total store portfolio of Core Brands increased to 87%, from 85% last year.

## 核心品牌業務

中國的消費意欲依然疲弱，加上不利的天氣狀況和競爭激烈，都對本集團年內的銷售表現帶來影響。而二零一三年初的員工流失情況，使前線銷售人員中的新聘員工比例偏高，亦削弱了本集團克服低迷市況的能力。

本集團之核心品牌業務，指集團通過直營店及加盟店組成的銷售網絡，於中國大陸的大眾化女鞋市場銷售自有品牌「達芙妮」和「鞋櫃」的零售業務。由於同店銷售額負增長，以及門店數目淨減少，核心品牌業務之營業額為9,561.3百萬港元（二零一二年：9,591.9百萬港元），與去年相若。本集團核心品牌業務於二零一三年第四季大幅理順其門店網絡，使銷售點全年淨減少50個，而二零一二年則淨增加767個。核心品牌業務於二零一三年對外客戶銷售所得的收入，佔本集團營業額的比例為90%（二零一二年：90%）。因為銷售量下降，以及二零一二年的比較基數較高，使同店銷售額於二零一三年錄得低雙位數之跌幅。年內貨品平均售價相對二零一二年大致持平。

為應付更疲弱的市況以及租金上漲壓力，本集團於二零一三年下半年為整個店鋪網絡作嚴謹評估，並主動關閉表現欠佳的門店，以提升整體店鋪網絡之質素。本集團於二零一三年第四季淨關閉245間門店後，核心品牌業務的銷售點數目於年內淨減少50個。於二零一三年十二月三十一日，本集團核心品牌業務的銷售點數目合共6,319個，包括5,491間直營店和828間加盟店。直營店佔核心品牌業務門店總數的比例，從去年的85%上升至87%。

## Store Number Change of Core Brands by Quarter

Year 年度	Q1 第一季	Q2 第二季	Q3 第三季	Q4 第四季	Full Year 全年	
2013	二零一三	+100	+112	-17	-245	-50
2012	二零一二	+149	+217	+180	+221	+767

## 核心品牌銷售點數目按季的變化

## Store Number Change of Core Brands by Store Category

		As at 31 Dec 2013 於二零一三年 十二月三十一日	As at 31 Dec 2012 於二零一二年 十二月三十一日	Change 變化
Directly-managed POS	直營銷售點	5,491	5,427	+64
Franchised POS	加盟銷售點	828	942	-114
Total POS	銷售點合計	6,319	6,369	-50

## 核心品牌銷售點數目按店鋪類型的變化

## Distribution of Points-of-Sale of Core Brands by City Tier

## 核心品牌銷售點按城市級別的分佈

	Tier 1 一線城市	Tier 2 二線城市	Tier 3 三線城市	Tiers 4-6 四至六線城市	Total 合計
As at 31 December 2013 於二零一三年十二月三十一日	703	1,394	992	3,230	6,319
As at 31 December 2012 於二零一二年十二月三十一日	721	1,342	981	3,325	6,369

Due to the change in product sales mix, aggressive clearance of off-season items and a significant increase in inventory provision, the gross profit margin of Core Brands contracted by 3.1 ppt from 59.0% to 55.9%. With pressures from increasing rental and labour costs, pronounced negative operating leverage under the sluggish sales environment, and additional impairment loss on closures of non-performing stores, the operating margin of the Core Brands business decreased to 6.4% (2012: 15.4%).

由於產品銷售組合改變，集團年內積極促銷過季產品以及存貨減值撥備大幅增加，核心品牌的毛利率由59.0%減少至55.9%，下跌3.1百分點。另一方面，員工及租金成本壓力不斷上升，在疲弱的市場環境下負面經營槓桿效應顯著，加上關閉表現欠佳門店導致額外減值虧損，核心品牌業務的經營利潤率下降至6.4%（二零一二年：15.4%）。

### Other Brands Business

The Other Brands business of the Group mainly refers to the operation of mid- to high-end brands, including own-brands and international brands with exclusive distribution rights, in Mainland China, Hong Kong and Taiwan. Brands such as “AEE”, “Step Higher”, “ALDO”, and “AEROSOLES” in this business segment cater to the middle-class consumer segment and will broaden the Group’s customer base in the long run. Turnover of Other Brands increased by 5.9% to HK\$731.8 million (2012: HK\$690.9 million) for the year, representing 7% (2012: 7%) of the Group’s total turnover. As the consolidation of the mid- to high-end brand portfolio, including rationalisation of its sales network, has shown satisfactory progress, the operating loss for this segment decreased to HK\$86.1 million in 2013, as compared to HK\$127.6 million last year. The number of POS under Other Brands decreased by 129 to 383 (2012: 512) as at 31 December 2013.

### 其他品牌業務

集團的其他品牌業務主要涵蓋於中國大陸、香港和台灣經營的中高端品牌，包括自有品牌及擁有獨家經銷權的國際品牌，例如「愛意」、「Step Higher」、「ALDO」及「愛柔仕」等，迎合中產消費族群，長遠有助擴大本集團的客戶基礎。年內其他品牌業務的營業額增長5.9%至731.8百萬港元（二零一二年：690.9百萬港元），佔集團整體營業額7%（二零一二年：7%）。由於中高檔品牌組合之業務重整（包括梳理門店網絡）取得滿意的進度，與去年的127.6百萬港元虧損相比，此業務之經營虧損於二零一三年減少至86.1百萬港元。於二零一三年十二月三十一日，其他品牌銷售點數目減少129個至383個（二零一二年：512個）。

### Efficiency Improvement Initiatives

During the year, the Group dedicated its efforts towards improving staff retention and training, closing down non-performing stores and adopting a more prudent approach towards inventory management. The Group also stepped up measures to monitor and control its expenses focusing on labour and rental costs. Additionally, a new Retail Management System came into operation for one of the Core Brands in the fourth quarter of 2013. It is expected that this system will be fully implemented in the overall Core Brands business in 2014, and will therefore enhance the Group’s future sales productivity and inventory management. The management believes these initiatives will strongly underpin the foundations for future improvement in the Group’s financial performance.

### 提升效率措施

年內集團在保留員工及培訓方面致力改善，關閉表現欠佳的門店，並採取更審慎的存貨管理，同時也加強監察及控制成本，尤其在人工及租金方面。此外，新的零售管理系統自二零一三年第四季起在其中一個核心品牌投入運作，預期此系統將在二零一四年全面應用於整體核心品牌業務，並提升集團未來的銷售效益及存貨管理。管理層相信這些措施將為集團未來提升財務表現方面奠下基礎。

# MANAGEMENT DISCUSSION AND ANALYSIS

# 管理層討論及分析

## FINANCIAL REVIEW

## 財務回顧

### Segmental Analysis

The business performance of individual segment for the year ended 31 December 2013 is summarised as follows:

### 分部分析

各分部於截至二零一三年十二月三十一日止年度的業務表現載列如下：

		Core Brands business		Other Brands business		Manufacturing business	
		核心品牌業務	其他品牌業務	其他品牌業務	製造業務		
		2013	2012	2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Revenue from external customers	對外客戶收益	9,431.2	9,508.5	731.8	690.9	283.6	329.7
Inter-segment revenue	分部間收益	130.1	83.4	-	-	948.2	1,069.4
<b>Total segment revenue</b>	<b>分部收益總額</b>	<b>9,561.3</b>	<b>9,591.9</b>	<b>731.8</b>	<b>690.9</b>	<b>1,231.8</b>	<b>1,399.1</b>
Segment gross profit	分部毛利	5,344.6	5,661.8	405.6	375.6	83.5	187.1
Segment gross margin	分部毛利率	55.9%	59.0%	55.4%	54.4%	6.8%	13.4%
Segment operating profit/(loss)	分部經營盈利/(虧損)	616.2	1,475.7	(86.1)	(127.6)	17.9	98.1
Segment operating margin	分部經營盈利率	6.4%	15.4%	(11.8%)	(18.5%)	1.5%	7.0%

### Liquidity and Financial Resources

As at 31 December 2013, the Group had cash and bank balances, comprising cash and cash equivalents, pledged bank deposits, structured bank deposits and bank deposits with maturity over three months, amounting to HK\$1,374.4 million (2012: HK\$1,494.8 million) denominated mainly in Renminbi. The net decrease in cash and bank balances of HK\$120.4 million (2012: HK\$300.9 million) is analysed as follows:

### 流動資金及財政資源

於二零一三年十二月三十一日，本集團持有現金及銀行結餘(包括現金及現金等價物、已抵押銀行存款、銀行結構存款及存款期超過三個月之銀行存款)為1,374.4百萬港元(二零一二年：1,494.8百萬港元)，主要以人民幣為結算單位。現金及銀行結餘淨減少的120.4百萬港元(二零一二年：300.9百萬港元)分析如下：

		2013	2012
		二零一三年	二零一二年
		HK\$' million	HK\$' million
		百萬港元	百萬港元
Net cash generated from operating activities	經營業務產生的現金淨額	432.6	431.3
Net interest received	淨利息收入	6.0	21.7
Proceeds from issue of shares upon exercise of share options	行使購股權而發行股份之所得款項	7.3	45.1
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	2.2	3.1
Capital expenditure	資本開支	(344.2)	(521.0)
Net dividend paid	已付股息淨額	(250.7)	(300.8)
Net bank loan borrowed	淨銀行貸款借入	109.9	-
Increase in entrusted loans	委託貸款增加	(104.2)	-
Effect of exchange rate changes	外匯兌換率變動之影響	24.7	19.7
Others	其他	(4.0)	-
		<b>(120.4)</b>	<b>(300.9)</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

As at 31 December 2013, the Group had unutilised banking facilities amounting to HK\$63.6 million (2012: HK\$146.6 million) and current ratio (being current assets divided by current liabilities) was 2.4 (2012: 3.5). The Group has sufficient resources currently to support expansion and development of business in the future.

To maximise the return on idle liquid resources, the Group placed a number of principal-protected structured deposits with registered banks in Mainland China during the year. Total interest income earned for the year was HK\$33.4 million (2012: HK\$43.0 million).

As at 31 December 2013, the Group's net gearing, calculated on the basis of net debt (being total bank loan and convertible bonds less cash and bank balances) over equity attributable to owners of the Company, was in a net cash (2012: net cash) position.

### Foreign Exchange Risk Management

Management closely monitors the market situation and may consider tools to manage foreign exchange risk whenever necessary. During the year, the Group entered into a foreign exchange forward contract to hedge the foreign exchange risk exposure on a bank loan denominated in United States dollar. No foreign exchange derivative was engaged during the year ended 31 December 2012.

### Pledge of Assets

As at 31 December 2013, the Group's bank deposits amounting to HK\$4.5 million (2012: Nil) were pledged for banking facilities.

### Capital Expenditure

During the year, the Group incurred a capital expenditure of HK\$344.2 million (2012: HK\$521.0 million) mainly for retail network expansion and renovation, acquisition of land use rights and construction of production facilities, regional warehouses and offices, etc.

### Contingent Liabilities

As at 31 December 2013 and 31 December 2012, the Group had no significant contingent liabilities.

### Human Resources

As at 31 December 2013, the Group had over 27,000 (2012: 27,000) employees predominantly in Mainland China, Taiwan and Hong Kong. Employee benefits expense, including directors' emoluments and share-based payment expense, for the year was HK\$1,477.5 million (2012: HK\$1,389.1 million). The Group values human resources and recognises the importance of retaining high calibre employees. Remuneration packages are generally structured by reference to market terms and individual qualifications. In addition, share options and discretionary bonuses are granted to eligible employees based on the performance of the Group and the individual employee. The Group also provides mandatory provident fund schemes, medical insurance schemes, staff purchase discounts and training programmes to employees.

於二零一三年十二月三十一日，本集團未動用之銀行融資額度為63.6百萬港元（二零一二年：146.6百萬港元），資產流動比率（按流動資產除以流動負債計算）為2.4倍（二零一二年：3.5倍）。本集團現時持有足夠資源以支持未來擴充及業務發展所需。

為令閒置流動資源帶來最大回報，本集團年內存放了一些保本結構性存款於中國大陸之註冊銀行。年內賺取到的總利息收入為33.4百萬港元（二零一二年：43.0百萬港元）。

於二零一三年十二月三十一日，本集團淨負債比率（根據淨負債（即銀行貸款及可換股債券之總額減現金及銀行結餘）除以本公司擁有人應佔權益計算）為淨現金（二零一二年：淨現金）。

### 匯率風險管理

管理層將密切注視市場情況，如有需要時，或會考慮使用適當措施調控外匯風險。年內，管理層訂立遠期外匯合約對沖以美元計值之銀行貸款所產生的外匯風險。本集團於截至二零一二年十二月三十一日止年度並無使用任何外匯衍生工具。

### 資產抵押

於二零一三年十二月三十一日，本集團就銀行融資而抵押之銀行存款為4.5百萬港元（二零一二年：無）。

### 資本開支

年內，本集團的資本開支為344.2百萬港元（二零一二年：521.0百萬港元），主要用於擴展及裝修分銷網絡、購置土地使用權及建設生產設施、區域倉庫及辦公室等。

### 或然負債

於二零一三年十二月三十一日及二零一二年十二月三十一日，本集團並無任何重大或然負債。

### 人力資源

於二零一三年十二月三十一日，本集團於中國大陸、台灣及香港之僱員人數超過27,000人（二零一二年：27,000人）。年內僱員福利開支（包括董事酬金及以股份為基礎之款項開支）為1,477.5百萬港元（二零一二年：1,389.1百萬港元）。本集團重視其人力資源並深明留聘優質人才的重要性，所提供之薪酬及福利乃參考市場水平及個人能力而定，並按本集團及員工之表現提供購股權及酌情花紅。此外，本集團亦為僱員提供強積金、醫療保障、員工購物折扣及培訓課程。

# MANAGEMENT DISCUSSION AND ANALYSIS

# 管理層討論及分析

## OUTLOOK

The impact of China's slowing economic growth and sluggish consumer sentiment experienced in 2013 will likely continue in the first half of 2014 ahead of anticipated improvement later in the year. The same store sales for the first quarter of 2014, as affected by the shorter shopping period prior to the earlier Chinese New Year in 2014, is estimated to decline in the range of low-teens versus the same period in the previous year, even though the Group saw modest signs of sales improvement in the second half of March after spring season emerged.

Faced with a softer retail market, increased competition from both e-commerce and some regional industry players, the Group conducted detailed studies and analysis of both the market and its operations in the fourth quarter of 2013. Based on the findings and conclusions, the Group devised strategies and measures to improve its sales, operations and overall performance for the current year, with a focus on its core competitive strengths in order to drive further differentiation from its competitors as well as adapting to changing market conditions. Measures to improve performance have been grouped into three key objectives: boosting the sales productivity, enhancing the supply chain and inventory management, as well as strengthening merchandising and marketing. Measures being implemented are elaborated below.

### Boost Sales Productivity

First, a new store image will be introduced together with the renovation of major stores and the strengthening of visual merchandising. These measures will lead to the improvement of the appeal of stores and their products, increase foot traffic, and enhance the overall shopping experience.

Second, as a review of the channel strategy, the Group has initiated an in-depth analysis and monitoring of sales trends of the various retail channels in which it is engaged. Some diversification in its distribution channels may be considered, if deemed appropriate, to adapt to changes in the retail market.

For the development of its sales network, the Group has adopted a more prudent approach around new store openings. The emphasis is now on the quality of individual stores as well as overall store portfolio.

Third, the Group also launched a series of measures in early 2014 to boost the productivity of its sales force. The incentive scheme for senior managers in the frontline has been adjusted to both foster stronger alignment of management and the Group's interests, and increase the accountability of its regional and branch offices.

## 展望

中國的經濟增長放緩以及疲弱的消費意慾給二零一三年業務帶來的影響或會於二零一四年上半年繼續，直至年內稍後時間才預料會有改善。二零一四年第一季的同店銷售，由於受到二零一四年春節較早到臨而縮短了購物期所影響，預料跟去年同期比較將會有低雙位數的負增長。然而，當春季氣候於三月下旬來臨，集團觀察到銷售好轉的跡象。

面對增長放緩的零售環境、來自網購及一些地區性競爭者的更熾熱的競爭，集團於二零一三年第四季度就市場環境及其自身業務進行了詳細的研究及分析。基於分析結果和結論，集團制訂了相應的策略和措施以改善其銷售、營運和今年的整體表現，並把重點放在其核心競爭力，以推動與競爭對手的差異化以及應對市場變化。這些措施可歸納以三大目標為主：提高銷售效率、提升供應鏈與存貨管理，以及優化商品採購和市場推廣。以下將詳述各項正在推行的措施。

### 提高銷售效率

首先，集團將推出全新的店鋪設計、更新重點門店的裝修、優化門店的商品展示。這些措施將有助提升門店及產品的吸引力，增加門店人流及提升整體購物體驗。

其次，為詳細檢討渠道策略，集團已就其參與的各個零售渠道的銷售趨勢作更深入的分析及監察。若認為適當，集團會考慮使銷售渠道略為多元化，以應對零售市場的轉變。

在拓展銷售網絡方面，集團已採取更審慎的開店策略，以單店以及整體店鋪組合的盈利表現作為重點指標。

第三，於二零一四年初，集團已推出多項措施提升銷售團隊的生產力。其中包括調整前線高級管理人員的獎勵制度，使其利益與集團更一致，並增加區域及分區辦事處的問責度。

## MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

Moreover, in order to reinforce the delivery of the comprehensive set of KPIs introduced in 2013, a new store management system and procedures, together with management training and a complete set of management tools, will be provided to area managers in order to increase their efficiency in managing and tracking the performance of their individual stores. Store managers have also now been empowered with greater responsibilities and a broader scope of work to improve their accountability. The new systematic, standardised and detailed approach to store management is expected to enhance efficiency and sales productivity.

To improve the retention rate and productivity of the sales staff, the Group is also providing more competitive incentive packages, adopting a more efficient staff scheduling system, and stepping up staff development efforts. It is also seeking to enhance the customer experience by improving frontline sales techniques through polished training programmes and by fostering a stronger service culture. For example, the content of training programme is being enriched, e-learning is introduced and more frequent tracking of the progress is added. These initiatives are backed up by increased training resources.

For e-commerce, a flourishing channel outside of brick-and-mortar retail stores, the Group will aim to build a stronger presence in this competitive market. The Group will broaden partnerships with the country's leading e-commerce companies to increase market coverage and enhance the online shopping experience. It will also expand and strengthen the e-commerce operation including the backend support functions, to facilitate future growth. More integrated promotional and marketing campaigns across the online and offline sales channels leveraging Customer Relations Management will also be launched.

### Enhance Supply Chain and Inventory Management

The Group will pursue a more customer-focused supply chain management approach, and a more efficient inventory management to support sales growth and increase profitability. For example, product allocation and replenishment will be further customised at the individual store level. By radically upgrading and increasing the sophistication of its systems to ensure its products meet the specific needs of customers at the local level, the Group aims to optimise the mix of the first-batch new products in its stores. As a result the Group will deliver a more appealing product portfolio to local customers.

This endeavour will also be enhanced by the roll-out of the new Retail Management System, which is being implemented as planned. This new system will enable automation of product allocation as well as more efficient product planning, stock replenishment and inventory management. It is expected to begin its full operation in both Shoebox and Daphne stores across the country in the second half of 2014. This will increase the Group's efficiency and effectiveness in product allocation in the future.

為了加強實踐於二零一三年推行的全面性績效管理指標，集團將引入全新的店鋪管理系統和程序，並向區域經理提供門店管理培訓以及一系列的管理輔助工具，以提升他們管理和追蹤門店表現的效率。集團更賦予門店經理更多權責和更廣泛的工作範疇，以提升問責度。這新的系統性、標準而精細化的店鋪管理平台預期可提升營運及銷售效率。

為改善前線銷售員工的保留比率和生產力，集團推出更具競爭力的獎勵方案，採用更有效率的排班系統，及加強員工發展計劃。集團亦希望透過優化培訓計劃去改善前線員工銷售技巧及培養更強的服務文化，達至提升顧客購物體驗。其中包括深化培訓課程內容、增添網上學習工具和更頻密檢測進度等等。集團投入更多培訓資源去支持推行這些新措施。

電子商貿是在實體零售店以外發展迅速的銷售渠道，集團希望在此競爭激烈的市場上建立更佳的市場地位。集團將與更多國內領先的電商夥伴合作以增加市場覆蓋度及提升網購體驗。另外，集團亦將擴充及強化電子商貿業務的營運（包括後勤支援部門）以支持未來增長。同時，亦加以利用顧客關係管理系統，推出更全面整合而橫跨線上、線下銷售渠道的宣傳及行銷企劃。

### 提升供應鏈與存貨管理

集團將更大力推動以顧客為主導的供應鏈管理及更有效率的存貨管理，以促進銷售增長和提升盈利能力。例如就每店面而制定的產品分配及補貨方面將進一步加強。集團希望透過大幅提升以及更細密的機制去優化店中首批新品的組合，使產品更能迎合當地顧客的具體需求，預期這將可為各地顧客提供更吸引的產品組合。

新零售管理系統也將進一步提升店內產品組合的效益。而在其推行的進展方面，一如計劃預期。新的系統將實現產品分配的自動化，並提高產品規劃、補貨和存貨管理的效率。此系統預期將於二零一四年下半年於國內「達芙妮」和「鞋櫃」店鋪全面投入運作，提升集團未來在產品分配方面的效率與效益。

## MANAGEMENT DISCUSSION AND ANALYSIS

A task force was set up to focus on inventory management with the aim to optimise the inventory level, enhance the inventory mix, and increase efforts to clear off-season products via more diverse distribution channels. The Group will also make efforts to enhance its product quality and improve stock replenishment lead times.

To maintain tight control over product costs, the Group has also adopted measures to achieve greater cost efficiency in its procurement processes, and moved certain production lines to western China to mitigate the pressure of rising labour costs.

### Strengthen Merchandising and Marketing

The Group will strive to achieve greater differentiation from its competitors with a distinctive brand image, delivering appealing products via improving merchandising and introducing more effective marketing, while the shopping environment and service experience are enhanced. In respect of its products, the Group will expand its product categories, putting increased emphasis on the prevailing trends in product design, and offer greater diversity in its product portfolio.

Moreover, the Group will step up its marketing efforts by increasing the breadth and depth of its marketing and brand-building activities, with an aim to bolster the image of its key brands. A wider variety of marketing activities will be employed such as digital marketing including online and mobile marketing, community and charitable events, and cross-over campaigns. The Group will tap its customer membership of approximately 10 million for business growth by the improved application of its Customer Relationship Management program. This will strengthen customer loyalty and encourage repeat purchases from these members. Furthermore, the Group will continue to review and refine its pricing and promotion strategies to improve its profitability.

Considering the existing low penetration rate of ladies' footwear in China, the Chinese ladies' footwear market will invariably benefit from the Chinese government's policies to foster domestic consumption and urbanisation, and increase disposable income, and therefore continue its growth in medium and long term. However, it may face some headwinds in the near term as the government's economic policies will introduce some volatility in consumers spending patterns. By focusing on its core strengths and increasing the operational and management efficiency of its business, the Group will be well positioned to both compete and grow, and therefore deliver enhanced value to its shareholders.

## 管理層討論及分析

集團並已成立工作小組專責提升存貨管理，務求優化存貨水平、改善存貨組合及透過更多元化的分銷渠道加大促銷過季產品力度。集團更會致力優化產品質量及減少補貨所需時間。

為嚴格監控產品成本，集團已採用新措施去提升採購的成本效益，以及遷移部分生產線至中部地區，以舒緩員工成本上漲壓力。

### 強化商品採購和市場推廣

除了提升購物環境及服務外，集團會透過更鮮明的品牌形象、採購更具吸引力的產品、及更有效的市場推廣，深化與競爭對手的差異化。在產品方面，集團將增加產品類，在產品設計方面更著重潮流元素，並提供更多元化的產品組合。

此外，集團將加大市場推廣力度，通過提升市場推廣及品牌建設活動的廣度及深度，為其主要品牌建立更鮮明的品牌形象。市場推廣活動將更多元化，例如利用更多數碼化行銷，包括網上和移動行銷、社區及公益活動、跨品牌的合作計劃等等。集團將更多應用顧客關係管理系統，加以利用其約一千萬的會員客戶網絡，提高客戶的忠誠度、鼓勵會員重覆消費，以促進業務增長。另外，集團會持續檢討並優化定價及推廣策略，致力提升盈利能力。

鑑於中國現時女鞋滲透率仍然偏低，中國女鞋市場將會受惠於中國政府鼓勵內需和城鎮化、提升可支配收入的政策，而達至中長期增長。但由於中國政府在施行經濟策略時將對消費模式帶來一些波動，而使女鞋市場短期內可能會面臨一些不利因素。通過加強集團的核心優勢，及提升業務管理及營運的效率，集團將處於更有利地位去競爭和增長，從而提升股東價值。



# BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

# 董事及高層管理人員簡歷

## EXECUTIVE DIRECTORS

**Mr. CHEN Ying-Chieh**, aged 44, is the Chairman and Chief Executive Officer of the Company and is responsible for the overall corporate and business strategic planning of the Group. Mr. Chen obtained a bachelor's degree in international trade from Chung Yuan Christian University. He has been working with the Group since 1992. Mr. Chen is a cousin of Mr. Chang Chih-Kai, Mr. Chang Chih-Chiao and Mr. Chen Tommy Yi-Hsun, all executive directors of the Company, and he holds directorships in certain subsidiaries of the Company.

**Mr. CHANG Chih-Chiao**, aged 31, joined the Group in 2007 and is currently primarily responsible for specialised business projects and negotiations. He obtained a bachelor's degree in visual communication from Northumbria University in the United Kingdom. Mr. Chang is the brother of Mr. Chang Chih-Kai, a cousin of Mr. Chen Ying-Chieh and Mr. Chen Tommy Yi-Hsun, all executive directors of the Company.

**Mr. CHANG Chih-Kai**, aged 33, joined the Group in 2003, focusing on product development and general management. He has studied a bachelor's degree in arts at Auckland University after graduating from Pakuranga College in New Zealand. Mr. Chang is the brother of Mr. Chang Chih-Chiao, a cousin of Mr. Chen Ying-Chieh and Mr. Chen Tommy Yi-Hsun, all executive directors of the Company, and he holds directorships in certain subsidiaries of the Company.

**Mr. CHEN Tommy Yi-Hsun**, aged 32, joined the Group in 2004, focusing on planning and management of the Group's manufacturing business. Prior to joining the Group, Mr. Chen worked in footwear trading and manufacturing companies where he had over 8 years of experience. Mr. Chen graduated from University of Victoria in Canada with a bachelor's degree in arts. Mr. Chen is a cousin of Mr. Chen Ying-Chieh, Mr. Chang Chih-Kai and Mr. Chang Chih-Chiao, all executive directors of the Company, and he holds directorships in certain subsidiaries of the Company.

## NON-EXECUTIVE DIRECTOR

**Mr. KIM Jin-Goon**, aged 46, was appointed as a non-executive director of the Company in April 2011. Mr. Kim is currently a partner of TPG Capital, Limited ("TPG"), a world's leading private equity investment firm and an affiliate of Premier China, Limited ("Premier China"), which has substantial interests in shares, convertible bonds and warrants of the Company, and he is a member of TPG's Operation Group. Mr. Kim is an executive director, the executive vice chairman, the nomination committee chairman, a member of the executive committee and interim chief executive officer of Li Ning Company Limited, a company listed on The Stock Exchange of Hong Kong Limited. From 2007 to 2011, he was an executive director and the

## 執行董事

**陳英杰先生**，44歲，本公司主席兼行政總裁，負責本集團整體企業及業務策略規劃。陳先生持有中原大學國際貿易學士學位，自一九九二年起為本集團服務。陳先生為本公司執行董事張智凱先生、張智喬先生及陳怡勳先生之表兄，彼亦於本公司若干附屬公司擔任董事職位。

**張智喬先生**，31歲，於二零零七年加入本集團，現時主要負責特定業務項目及洽商。彼持有英國諾森比亞大學視覺傳媒學士學位。張先生為張智凱先生之弟弟、陳英杰先生及陳怡勳先生之表弟，彼等均為本公司執行董事。

**張智凱先生**，33歲，自二零零三年起加入本集團，主力從事產品研發及整體管理工作。畢業於紐西蘭Pakuranga College後，入讀Auckland University修讀文學士學位課程。張先生為張智喬先生之兄長、陳英杰先生之表弟及陳怡勳先生之表兄，彼等均為本公司執行董事。張先生亦於本公司若干附屬公司擔任董事職位。

**陳怡勳先生**，32歲，於二零零四年加入本集團，主力從事本集團製造業務的規劃及管理。於加入本集團之前，陳先生於鞋類貿易及生產公司工作，在鞋類貿易及製造業方面積逾八年經驗。陳先生畢業於加拿大維多利亞大學，持有文學士學位。陳先生是陳英杰先生及張智凱先生之表弟及張智喬先生之表兄，彼等均為本公司執行董事，陳先生亦於本公司若干附屬公司擔任董事職位。

## 非執行董事

**金珍君先生**，46歲，於二零一一年四月獲任命為本公司非執行董事。目前，金先生是TPG Capital, Limited ("TPG") (一家全球領先的私募股權投資公司，也是持有本公司股份、可換股債券和認股權證中主要權益的Premier China, Limited ("Premier China")的關聯企業)的合夥人。金先生為TPG營運團隊的成員，並為於香港聯合交易所有限公司上市的李寧有限公司之執行董事、執行副主席、提名委員會主席、執行委員會成員及臨時行政總裁。金先生於二零零七年至二零一一年擔任廣匯汽車服務股份公司的執行董事兼任首席執行官，並於二零一二年四月至二零一三

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

interim chief executive officer of China Grand Automotive Service Co., Ltd., and was appointed as vice chairman of the board from April 2012 to September 2013 and built China's leading passenger car retail and service network. As a director of the board from July 2008, Mr. Kim led the turnaround of UniTrust Finance & Leasing Corporation, a leading capital equipment leasing company in China. Mr. Kim has led TPG's operational initiatives to help transform the Company's core operations and pioneer industry's first fast retail business model. Prior to joining TPG, Mr. Kim worked for Dell Inc. as the managing director of its Korea business from 2002 to 2006. Prior to that, from 2000 to 2002, Mr. Kim was the vice president of Internet Business Capital Corporation in Cambridge, Massachusetts, a privately-funded early stage venture capital firm, and from 1996 to 2000, he was the engagement manager at McKinsey & Company, an international management consulting firm. Mr. Kim received his undergraduate degree in arts majored in Government and East Asian Studies from Harvard University with High Honors, conducted postgraduate research at Nanjing-Hopkins Centre in China, and returned to Harvard University to pursue his master of public policy.

**Mr. LAU Wai Kei, Ricky**, aged 44, was appointed as an alternate director to Mr. Kim Jin-Goon in April 2011. Mr. Lau is a partner of TPG where he has over 20 years of investment experience and he was designated by Premier China as its observer on the board of directors of the Company. Mr. Lau also serves as a director of China Grand Automotive Service Co., Ltd., UT Capital Group Co Ltd., Ingham Holdings I. Pty Limited and an alternate director of Phoenix Satellite Television Holdings Limited. Before joining TPG, Mr. Lau was responsible for the corporate and project finance division of Hopewell Holdings Limited ("Hopewell"), a regional infrastructure project developer. He joined Hopewell in 1993 and spearheaded the development and financing of several power and transportation projects in China, India and Thailand. Mr. Lau completed Kellogg-HKUST Executive MBA in 2009. Before returning to China, he spent time in Canada and graduated from University of British Columbia in 1992. He is a CFA charterholder.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. HUANG Shun-Tsai**, aged 60, is a director of four technology companies in Taiwan. He has been active in the technology field for over 15 years. Mr. Huang was appointed as an independent non-executive director of the Company in 2001.

**Mr. KUO Jung-Cheng**, aged 63, is a director of a manufacturing and distribution company in China. Mr. Kuo is a former senator of the Legislative Council in Taiwan. He has been serving the community in Taiwan as a representative for over 10 years. Mr. Kuo holds an MBA degree from University of Hawaii. Mr. Kuo was appointed as an independent non-executive director of the Company in 2001.

## 董事及高層管理人員簡歷

年九月獲委任為該公司的副董事長，幫助公司打造了中國領先的乘用車零售和服務網絡。他自二零零八年七月擔任中國領先的設備租賃商恒信金融租賃有限公司的董事，領導公司完成了業務改造。金先生通過領導實施TPG的營運措施，幫助本公司改造了核心營運並建立了業界首個快速零售業務模式。在加入TPG之前，金先生曾於二零零二年至二零零六年期間擔任戴爾公司韓國業務的董事總經理。之前，他曾於二零零零年至二零零二年期間擔任位於麻薩諸塞州劍橋一家私營的早期風險投資公司－互聯網商業資本公司副總裁。此前他曾於一九九六年至二零零零年擔任國際管理顧問公司麥肯錫公司的專案經理。金先生以高級榮譽畢業於哈佛大學，獲得文學士學位，主修政府與東亞研究，之後在中國南京－霍普金斯中心從事研究生研究項目，然後到哈佛大學攻讀公共政策碩士學位。

**劉偉琪先生**，44歲，於二零一一年四月獲委任為金珍君先生的替任董事。劉先生為TPG的合夥人，擁有逾二十年投資經驗，亦是Premier China任命的本公司董事會的觀察員。劉先生亦出任廣匯汽車服務股份公司、恒信金融集團有限公司及Ingham Holdings I. Pty Limited之董事，亦為鳳凰衛視控股有限公司之替任董事。加入TPG前，劉先生曾於地區性基建項目發展商合和實業有限公司（「合和」）之企業及項目融資部任職。彼於一九九三年加入合和，集中中國、印度及泰國多個發電及運輸項目的發展及融資。劉先生持有凱洛格－香港科技大學行政人員工商管理碩士資格。回到中國之前，他留在加拿大，並畢業於不列顛哥倫比亞大學。他為特許財務分析師特許資格持有人。

### 獨立非執行董事

**黃順財先生**，60歲，為台灣四間科技公司之董事，從事科技業逾十五年。黃先生於二零零一年獲委任為本公司獨立非執行董事。

**郭榮振先生**，63歲，為中國一間製造及分銷公司之董事。郭先生亦為前任台灣立法院委員，以議員身份服務台灣民眾逾十年。郭先生持有夏威夷大學工商管理碩士學位。郭先生於二零零一年獲委任為本公司獨立非執行董事。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高層管理人員簡歷

**Mr. LEE Ted Tak Tai**, aged 63, was appointed as an independent non-executive director of the Company in September 2011. Mr. Lee is the managing director of T Plus Capital Limited which engages in the provision of strategic, financial and business development advisory services. Currently Mr. Lee is an independent director and a member of the audit committee of Autohome Inc., a company listed on the New York Stock Exchange in USA, and a director of Shriro Trading (Shanghai) Company Limited, a privately held company established in China. Mr. Lee is US certified public accountant (inactive) and has extensive experience in auditing and accounting sectors. He was a senior partner at Deloitte, where he worked for over 30 years both in the United States and Asia. Mr. Lee graduated from California State University, Fresno with a bachelor's degree in accounting and obtained an MBA degree from University of Southern California.

李德泰先生，63歲，於二零一一年九月獲委任為本公司獨立非執行董事。李先生為泰伽投資有限公司的董事總經理，該公司從事提供策略、財務及業務發展諮詢服務。目前，李先生正擔任汽車之家（一間於美國紐約證券交易所上市的公司）的獨立董事及審核委員會成員及於中國一家私營公司石利洛（上海）貿易有限公司擔任董事。李先生是一名美國註冊會計師（非執業）並於審計及會計方面擁有豐富經驗。李先生曾是德勤的資深合夥人，於該所美國及亞洲地區工作逾三十年。李先生畢業於加州州立大學弗雷斯諾分校，持有會計學學士學位，並取得南加州大學的工商管理碩士學位。

### SENIOR MANAGEMENT

**Mr. HU Huan Xin, Michael**, aged 45, has been appointed as the Chief Operating Officer since January 2010. He is primarily responsible for the Group's supply chain management including production planning and operations. Mr. Hu has over 23 years of experience in supply chain and production management in China. Before joining the Group, Mr. Hu worked in various senior management positions with focus on supply chain management for a number of international brands including Cadbury Schweppes Co Ltd and Pepsico Inc. in Mainland China. He graduated with a bachelor's degree in international trade and economics from Sun Yat-Sen University in Mainland China.

### 高層管理人員

胡煥新先生，45歲，由二零一零年一月起出任首席運營官，主要負責本集團之供應鏈管理，包括生產規劃及營運。胡先生在國內企業之供應鏈及生產方面的管理擁有逾二十三年經驗。加入本集團前，胡先生曾先後在多個跨國品牌企業的中國大陸業務（包括吉百利史威士有限公司及百事公司）擔任高層管理人員職位，專責供應鏈管理。胡先生持有中國中山大學經濟與國際貿易學士學位。

**Mr. LIN Che Li, Jerry**, aged 46, joined the Group as the Chief Financial Officer in January 2010 and is responsible for the overall corporate and financial planning of the Group. Mr. Lin has over 19 years of experience in financial planning and management in an international environment. Prior to joining the Group, Mr. Lin spent almost 20 years with General Motors, including 15 years in the finance department. His financial and operating experience included assignments at its treasury headquarters in New York and Singapore as well as senior financial management and CFO positions in Taipei, Seoul and Shanghai. Mr. Lin holds an MBA degree from Columbia Business School and a bachelor's degree in electrical engineering from the University of Rochester in the United States.

林哲立先生，46歲，於二零一零年一月起出任本集團之首席財務官。林先生負責本集團之整體企業及財務之規劃。林先生擁有超過十九年於跨國公司之財務規劃及管理經驗。加入本集團前，林先生曾於美國通用汽車公司服務近二十年，包括於其財政部門工作達十五年。其財務及營運管理經驗包括在此跨國企業位於紐約及新加坡的司庫總部，以及在台北、首爾及上海擔任高級財務營運及首席財務官的職位。林先生持有美國哥倫比亞大學商學院之工商管理碩士學位及美國羅徹斯特大學電機工程學士學位。

**Mr. SHIH Wen Che, Jonathan**, aged 54, joined the Group as the Chief Sales Officer in March 2012. He is responsible for the management of sales and operation of the Group. Mr. Shih has over 29 years of experience in sales and general management in retail and service industries of which 17 years were in Mainland China. Mr. Shih has held senior management positions of different functions as well as regional general manager and general manager of China positions with various multinational companies such as City Chain, Pizza Hut, McDonald's, 7-11, Starbucks and Burger King. He graduated from National Taiwan Ocean University.

施文哲先生，54歲，於二零一二年三月出任本集團首席銷售官一職，負責本集團之銷售及營運管理。施先生在零售及服務業擁有超過二十九年銷售管理經驗，其中十七年在中國大陸。彼曾於多間跨國品牌企業（包括時間廊、必勝客、麥當勞、7-11、星巴克和漢堡王等）擔任不同職能部門高層管理人員以至區域總經理和中國區總經理等職務。施先生畢業於國立臺灣海洋大學。

The Company recognises the vital importance of good corporate governance to the Group's success and sustainability. The Company is committed to achieving a high standard of corporate governance practices as an essential component of high quality and has introduced corporate governance practices appropriate to the operation and growth of its business.

## CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Throughout the year ended 31 December 2013, the Company has complied with all the code provisions set out in the CG Code except for the deviations from code provisions A.2.1 and A.6.7 which are explained under the "Chairman and Chief Executive Officer" section and "Communications with Shareholders and Investors" section on pages 23 and 30 respectively.

The board of directors (the "Board") will continue to enhance its corporate governance practices appropriate to the operation and growth of its business and to review such practices from time to time to ensure that the Company complies with statutory and professional standards and align with the latest developments.

### Corporate Governance Function

The Board is responsible for performing the corporate governance duties of the Company. Terms of reference adopted by the Board include the duties of the Board on corporate governance functions to develop and review the Group's policies and practices on corporate governance, to review and monitor the training and continuous professional development of the directors and the senior management and to review the Group's compliance with the CG Code and disclosure in this Corporate Governance Report.

## THE BOARD OF DIRECTORS

### Board Composition

The Board and its committees during the year and up to the date of this report comprise:

本公司確知良好企業管治對於本集團業務成功及持續性甚為重要。本公司致力實踐高水準之企業管治，作為高質素企業管治之重要元素，並已採納適用於其業務運作及增長之企業管治常規。

## 企業管治常規守則

本公司已採用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之守則條文。

截至二零一三年十二月三十一日止年度內，本公司已遵守企業管治守則所載之全部守則條文，惟偏離守則條文第A.2.1條及第A.6.7條之規定，偏離原因已分別於第23頁及第30頁之「主席及行政總裁」及「與股東及投資者之溝通」內作出解釋。

董事會（「董事會」）將繼續加強適合其業務運作及增長之企業管治常規，並不時檢討其企業管治常規，以確保本公司遵守法定及專業標準，並符合最新發展。

### 企業管治功能

董事會負責履行本公司企業管治職務，董事會之職權範圍包括董事會於企業管治功能之責任，即發展及審閱本集團企業管治政策及常規；審閱及監督董事及高級管理人員之培訓及持續專業發展；及檢討本集團遵守企業管治守則之情況及本企業管治報告披露之資料。

## 董事會

### 董事會組成

年內及截至本報告日期，董事會及董事會轄下委員會由下列人士組成：

Members of the Board/board committees 董事會／董事會轄下委員會成員	Date of first becoming director 首次出任董事之日期	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<i>Executive directors 執行董事</i>				
Mr. Chen Ying-Chieh (Chairman & Chief Executive Officer) 陳英杰先生 (主席兼行政總裁)	21 May 1996 一九九六年五月二十一日		M	M
Mr. Chang Chih-Chiao 張智喬先生	12 June 2009 二零零九年六月十二日			
Mr. Chang Chih-Kai 張智凱先生	22 November 2004 二零零四年十一月二十二日			
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	31 December 2011 二零一一年十二月三十一日			

# CORPORATE GOVERNANCE REPORT 企業管治報告

Members of the Board/board committees 董事會／董事會轄下委員會成員	Date of first becoming director 首次出任董事之日期	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<i>Non-executive director 非執行董事</i>				
Mr. Kim Jin-Goon 金珍君先生 (with Mr. Lau Wai Kei, Ricky as the alternate) (劉偉琪先生為其替任董事)	13 April 2011 二零一一年四月十三日	M	M	M
<i>Independent non-executive directors 獨立非執行董事</i>				
Mr. Huang Shun-Tsai 黃順財先生	31 July 2001 二零零一年七月三十一日	M	M	C
Mr. Kuo Jung-Cheng 郭榮振先生	31 July 2001 二零零一年七月三十一日	M	C	M
Mr. Lee Ted Tak Tai 李德泰先生	1 September 2011 二零一一年九月一日	C	M	M

Key: C – chairman of board committee, M – member of board committee

代碼：C – 董事會轄下委員會主席，M – 董事會轄下委員會成員

The executive directors draw on a rich and diverse experience from the footwear distribution business while the non-executive director and the independent non-executive directors possess appropriate professional qualifications and management expertise. Through active participation in board meetings, taking the lead in managing issues involving potential conflict of interests and serving on board committees, all independent non-executive directors contribute to the effective direction of the Company and to safeguard the interests of the Company and its shareholders.

執行董事擁有豐富及廣泛的鞋類分銷業務經驗，而非執行董事及獨立非執行董事則具備相關專業資格及管理專門知識。全體獨立非執行董事透過積極參與董事會會議，在管理涉及潛在利益衝突事務時發揮牽頭引導作用及應邀出任董事會轄下之委員會，從而對本公司作出有效指導以及維護本公司及股東之利益。

During the year ended 31 December 2013, the Board was in compliance with the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors (representing at least one-third of the Board), with at least one independent non-executive director possessing appropriate professional qualifications and accounting and related financial management expertise.

於截至二零一三年十二月三十一日止年度，董事會一直符合上市規則有關委任至少三名獨立非執行董事（佔董事會成員人數至少三分之一），其中最少一名獨立非執行董事須具備合適專業資格及會計及相關財務管理專業知識的規定。

Each independent non-executive director gives the Company annual confirmation of his independence to the Company, and the Company considers these directors to be independent pursuant to Rule 3.13 of the Listing Rules. The names, biographies of the directors and relationship among them are set out in the “Biographies of Directors and Senior Management” section on page 16.

每名獨立非執行董事均有就其獨立性向本公司作出年度確認。根據上市規則第3.13條，本公司認為該等董事均屬獨立人士。各董事之姓名、簡歷及彼此間之關係載於第16頁之「董事及高層管理人員簡歷」一節內。

## Directors' Responsibilities

The Board is responsible for overall management and control of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have full and timely access to all relevant information as well as the advice and services of the company secretary and senior management. Any director may request independent professional advice in appropriate circumstances at the Company's expense, upon making reasonable request to the Board.

## Delegation by the Board

The Board has delegated responsibilities to the executive directors and senior management of the Company, including implementing decisions of the Board and directing and conducting the day-to-day operation and management of the Group. The delegated functions and responsibilities are periodically reviewed by the Board and approval has to be obtained from the Board prior to any significant transactions are entered.

## Directors' and Officers' Liability Insurance

Liability insurance for directors and senior management officers of the Company was maintained by the Company with coverage for any legal liabilities which may arise in the course of performing their duties. The scope of coverage of the insurance is subject to review annually.

## Appointments and Re-election of Directors

The appointment of a new director must be approved by the Board. The Board has delegated to the Nomination Committee to select and recommend candidates for directorship including the consideration of referrals and engagement of external recruitment professionals when necessary. The Nomination Committee has established certain guidelines to assess the candidates. These guidelines emphasise appropriate professional knowledge and industry experience, personal ethics, integrity and personal skills, and possible time commitments to the Board and the Company.

All non-executive directors are appointed for a specific term of one or two years. All directors are subject to retirement by rotation at least once every three years and are eligible for re-election at annual general meetings in accordance with the Listing Rules and the articles of association of the Company (the "Articles of Association"). Every director newly appointed by the Board is subject to election at the first general meeting after his/her appointment.

## 董事責任

董事會負責本公司之整體管理及監控，包括批准及監督一切政策上之事宜、整體策略及預算、內部監控及風險管理制度、重大交易（尤其是可能涉及利益衝突之重大交易）、財務資料、董事委任及其他重大財務及營運事宜。

全體董事可隨時索取所有相關資訊以及得到公司秘書及高層管理人員之意見及幫助。任何董事於向董事會作出合理要求後，可要求於適當情況下尋求獨立專業意見，費用由本公司承擔。

## 授權董事會

董事會已向本公司之執行董事及高層管理人員作出授權，包括執行董事會之決策，指導及操作本集團之日常營運及管理。董事會定期檢討授權之職能及責任，而於進行任何重大交易前必須先取得董事會之批准。

## 董事及高級人員之責任保險

本公司已為本公司之董事及高層管理人員購買責任保險，就彼等履行職責時可能引起之任何法律責任提供保障。保險之保障範圍須於每年作出檢討。

## 委任及重選董事

新董事委任必須經董事會批准。董事會授權提名委員會挑選及推薦董事人選，包括考慮被推薦人選及在有需要時委聘外界招聘專才協助。提名委員會已訂立若干指引評核推薦董事人選，該等指引著重適當的專業知識及行業經驗、個人操守、誠信及個人技能，以及能向董事會及本公司付出足夠時間的承諾。

所有非執行董事之任期為一年或兩年之特定年期。所有董事均須根據上市規則及本公司之組織章程細則（「公司組織章程細則」）最少每三年於股東週年大會上輪值退任一次，並符合資格膺選連任。每名獲董事會新委任之董事須於其上任後之首個股東大會接受選舉。

Mr. Huang Shun-Tsai and Mr. Kuo Jung-Cheng, have served as independent non-executive directors of the Company for more than 9 years. In addition to their confirmation of independence in accordance with Rule 3.13 of the Listing Rules, Mr. Huang and Mr. Kuo continue to demonstrate the attributes of independent non-executive directors and there is no evidence that their tenure have had any impact on their independence. The Board is of the opinion that Mr. Huang and Mr. Kuo remain independent notwithstanding the length of their services and believe that their valuable knowledge and experience continue to generate significant contribution to the Company and the shareholders as a whole.

## Board Practices and Conduct of Meetings

The Board meets regularly, at least four times, throughout the year to formulate overall strategy of the Group, monitor its financial performance and maintain effective oversight over the management. Directors may participate either in person or through electronic means of communication. Notice of regular board meetings is sent to all directors at least 14 days prior to the meeting. For other board and committee meetings, reasonable notice is generally given.

Draft agenda of each board meeting is usually sent to all directors together with the notice of meeting in order to give them an opportunity to include any other matters in the agenda for discussion in the meeting. Board papers together with all appropriate, complete and reliable information are sent to directors at least 3 days before each board meeting to keep the directors apprised of the latest developments and financial position of the Group and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The Chairman and other relevant senior management normally attend regular board and committee meetings, and where necessary, other board and committee meetings to advise business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group. Draft minutes are normally circulated to directors for comment in due course after each meeting and the final copy, which is kept by the company secretary, is open for directors' inspection.

Any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened board meeting. Except for those circumstances permitted by the Articles of Association, a director who has a material interest in any contract, transaction, arrangement or any other kind of proposal put forward to the Board for consideration abstains from voting on the relevant resolution and such director is not counted for quorum determination purposes.

黃順財先生及郭榮振先生擔任本公司之獨立非執行董事超過九年。此外，根據上市規則第3.13條確認彼等之獨立性，黃先生及郭先生一直展示有能力出任獨立非執行董事，而現時並無證據顯示，彼等之任期曾對彼等獨立身份造成任何影響。董事會認為，不論黃先生及郭先生服務年期之長短，彼等亦能維持獨立身份，並相信彼等之寶貴知識及經驗，將可繼續為本公司及股東整體帶來重大貢獻。

## 董事會常規及會議進程

董事會年內定期舉行最少四次會議，以制定本集團之整體策略、監察其財務表現及對管理層作出有效監督。董事可親身出席或透過電子媒介參與會議。定期董事會會議之通知會於會議舉行之前至少十四日送達所有董事。其他董事會及委員會會議一般會發出合理通知。

各董事會會議之草擬議程一般會連同會議通知發送予所有董事，讓彼等有機會將其他事項納入議程中以於會議上討論。董事會文件以及所有合適、完整及可靠之資料均於每次舉行董事會會議前最少三日向所有董事發送，使彼等知悉本集團之最新發展及財務狀況，以便彼等作出知情之決定。董事會及每名董事於有需要時，亦有自行及獨立地接觸高層管理人員之途徑。

主席及其他相關之高層管理人員一般會出席常規董事會及委員會會議，並於有需要時出席其他董事會及委員會會議，就本集團之業務發展、財務及會計事宜、法定合規事宜、企業管治及其他主要方面提供意見。每次會議後一般會於合理時間內向董事發送會議記錄初稿以供董事審閱，而最後定稿由公司秘書保存，可供董事查閱。

任何涉及主要股東或董事利益衝突之重大交易，將在正式召開之董事會會議上由董事會審議及處理。除公司組織章程細則允許之情況外，於任何合約、交易、安排或向董事會提呈以供考慮之任何其他類別之建議中擁有重大權益之董事，將須就相關決議案放棄投票，且有關董事不會被計入為決定法定人數之數目內。

Apart from regular board meetings, the Chairman of the Company also holds a meeting with the independent non-executive directors without the presence of the executive directors during the year.

### Directors' Training and Professional Development

All directors should keep abreast of their collective responsibilities and of the conduct and business activities of the Company. The Company is responsible for arranging and funding suitable training for its directors. Accordingly, the Company has put in place a training and development programme for the directors including: (i) an induction programme on the laws and regulations in relation to directors and the Company, the knowledge and current development of the Company, the responsibilities and potential liabilities of directors for newly appointed directors; and (ii) an on-going training and professional development programme for directors.

During the year ended 31 December 2013, all directors of the Company have attended the training sessions arranged by the Company. They also read newspapers and materials relating to roles and responsibilities of directors, and regulatory updates of the Listing Rules amendments and corporate governance development.

### Directors' Securities Transactions

The Company has adopted stringent procedures governing directors' securities transactions in compliance with the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules.

All directors of the Company have confirmed that they have complied with the required standards as set out in the Model Code throughout the year ended 31 December 2013.

As required by the Company, relevant officers and employees of the Company are also bound by the Model Code, which prohibits them to deal in securities of the Company at any time when he possesses inside information in relation to those securities. No incident of non-compliance of the Model Code by the relevant officers and employees was noted by the Company during the year.

### Chairman and Chief Executive Officer

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

除常規董事會會議外，本公司主席亦於年內與獨立非執行董事舉行一次會議，當時無執行董事在場。

### 董事之培訓及專業發展

所有董事均須瞭解彼等之共同責任以及本公司之行為及業務活動。本公司負責為其董事安排合適之培訓，並提供培訓資金。因此，本公司已就其董事實行一項培訓及發展計劃，包括：(i)為新任董事提供與董事及本公司有關之法律及法規、本公司之認識及目前發展動態、董事之職責及潛在責任之入職培訓；及(ii)為董事提供持續培訓及專業發展計劃。

於截至二零一三年十二月三十一日止年度，本公司所有董事均出席本公司安排之培訓課程，並有閱讀與董事職責有關之報紙及刊物，以及上市規則修訂及企業管治發展之定期更新資料。

### 董事之證券交易

本公司已遵照上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」），採納監管董事進行證券交易之嚴謹措施。

本公司全體董事均已確認，彼等於截至二零一三年十二月三十一日止年度內一直遵守標準守則所載規定。

應本公司要求，本公司相關高級職員及僱員亦受標準守則規限，於任何時間持有與本公司證券有關的內幕資料時，一概不得買賣該證券。於年內，本公司並無獲悉相關高級職員及僱員有任何違反標準守則的情況。

### 主席及行政總裁

企業管治守則條文第A.2.1條列明主席及行政總裁的角色應有區分，並不應由一人同時擔任。



Mr. Chen Ying-Chieh is the Chairman of the Board and the Chief Executive Officer of the Company. This was in deviation from code provision A.2.1 of the CG Code. As Mr. Chen has been with the Group for over 20 years and has extensive experience in the footwear distribution industry, the Board believes that it is in the best interest of the Group to have Mr. Chen taking up both roles for continuous effective management and business development of the Group. The Board considers that the current structure of vesting the roles of Chairman and Chief Executive Officer in the same person will not impair the balance of power and authority between the Board and the management of the Company.

## BOARD COMMITTEES

The Board has established three committees – the Audit Committee, the Remuneration Committee, and the Nomination Committee, to assist it in overseeing the Group's affairs. Each committee has its defined and written terms of reference setting out its duties, powers and functions and are posted on the Company's website and the Stock Exchange's website. The board committees report regularly to the Board on their decisions and recommendations and they are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

### Audit Committee

The Audit Committee of the Company as of the date of this report consists of the following directors:

Mr. Lee Ted Tak Tai (Chairman of the Committee)	Independent Non-executive Director
Mr. Huang Shun-Tsai	Independent Non-executive Director
Mr. Kim Jin-Goon	Non-executive Director
Mr. Kuo Jung-Cheng	Independent Non-executive Director

陳英杰先生為本公司之董事會主席及行政總裁，此乃偏離企業管治守則第A.2.1條規定。由於陳先生已於本集團任職超過二十年，於鞋類分銷行業擁有廣泛經驗，董事會相信，委任陳先生負責本集團之持續有效管理及業務發展符合本集團之最佳利益，董事會認為，歸屬主席及行政總裁予同一人之現有架構並不會削減本公司董事會及管理層之間之權力及權限之平衡。

## 董事會轄下委員會

董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會，以協助監督本集團事務。各委員會均設有明確書面職權範圍並清楚界定其職責、權力及職能，並於本公司網站及聯交所網站刊載。各董事會轄下委員會定期向董事會報告其決定及建議，而其亦獲提供足夠資源以履行其職責，並於作出合理要求後，可在適當情況下尋求獨立專業意見，費用由本公司承擔。

### 審核委員會

於本報告日期，本公司之審核委員會成員包括下列董事：

李德泰先生 (委員會主席)	獨立非執行董事
黃順財先生	獨立非執行董事
金珍君先生	非執行董事
郭榮振先生	獨立非執行董事

The principal duties of the Audit Committee are as follows:

- To consider the appointment, re-appointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, including both audit and non-audit services, and any questions of resignation or dismissal of the external auditors
- To assess the independence of the external auditors and discuss with the external auditors the nature and scope of the audit and reporting obligations
- To develop and implement policies on the engagement of an external auditor to supply non-audit services and to make recommendations to the Board
- To monitor integrity of the financial statements and reports for publication
- To review the financial controls, internal controls and risk management system of the Group and make recommendations to the Board
- To review the financial and accounting policies and practices
- To review the external auditors' management letter and material queries raised by the auditors to management in respect of accounting records, financial statements or systems of control and management's response
- To report matters required to be performed by the Audit Committee under the applicable corporate governance code

At the meetings held during the year, the Audit Committee had performed the following work:

- Review of the audit plan, terms of engagement of the external auditor and recommend fees for the Board's approval
- Review of the financial information of the Group including the annual and interim financial statements, unaudited quarterly operational information and related documents before submission to the Board for approval
- Review of the management letters and reports issued by the external auditor

審核委員會之主要職責如下：

- 考慮委聘、續聘及撤換外聘核數師、批准外聘核數師之酬金及委聘條款(包括審核及非審核服務)，以及考慮有關外聘核數師辭任或撤換外聘核數師之任何問題
- 評估外聘核數師之獨立性，並與外聘核數師討論審核性質及範圍以及申報義務
- 制定及履行委聘外聘核數師提供非審核服務之政策，並向董事會提供建議
- 監察本公司財務報表及擬刊發報告之完整性
- 檢討本集團財務監控、內部監控及風險管理制度，以及向董事會提供建議
- 審議財務及會計政策與常規
- 審閱外聘核數師致管理層之函件及核數師就會計記錄、財務報表或監控制度向管理層提出之重大疑問，以及管理層作出之回應
- 就審核委員會須按適用之企業管治守則履行的職務作匯報

於年內舉行之會議上，審核委員會已進行以下工作：

- 審閱外聘核數師之審核計劃、委聘條款及建議費用，以提呈董事會批准
- 於提呈本集團之財務資料供董事會批准前審閱該等資料，包括：年度及中期財務報表、未經審核季度營運資料及相關文件
- 審閱外聘核數師致管理層之函件及報告

# CORPORATE GOVERNANCE REPORT 企業管治報告

- Review the effectiveness of internal control and financial control systems
- Consider and review material related party transactions and connected transactions, if any
- 評估內部監控及財務監控制度之效益
- 考慮及審閱重大關聯方交易及關連交易 (如有)

During the year, three Audit Committee meetings were held and the executive directors, the management and the external auditors attended to provide necessary information.

年內，審核委員會共舉行三次會議，執行董事、管理層及外聘核數師均有出席以提供所需資料。

## Nomination Committee

The Nomination Committee of the Company has been established since April 2005 and as of the date of this report consists of the following directors:

## 提名委員會

本公司之提名委員會於二零零五年四月成立，於本報告日期，成員包括下列董事：

Mr. Huang Shun-Tsai (Chairman of the Committee)	Independent Non-executive Director	黃順財先生 (委員會主席)	獨立非執行董事
Mr. Chen Ying-Chieh	Executive Director	陳英杰先生	執行董事
Mr. Kim Jin-Goon	Non-executive Director	金珍君先生	非執行董事
Mr. Kuo Jung-Cheng	Independent Non-executive Director	郭榮振先生	獨立非執行董事
Mr. Lee Ted Tak Tai	Independent Non-executive Director	李德泰先生	獨立非執行董事

The principal duties of the Nomination Committee are as follows:

提名委員會之主要職責如下：

- To formulate the nomination policy for the Board's consideration and approval and to implement accordingly
- To review the structure, size and composition of the Board at least annually and make recommendations to the Board on any proposed changes
- To identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individual nominated for directorships
- To identify and nominate candidates to fill casual vacancies (as and when they arise) for the approval of the Board
- To assess the independence of independent non-executive directors
- To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer
- 制定提名政策供董事會考慮及批准，並據此實行
- 每年最少一次審議董事會結構、規模及成員組合，並就任何建議變動向董事會提供建議
- 物色合適人選加入董事會，並甄選個別董事人選或就此向董事會提供建議
- 物色及提名合適人選填補臨時空缺 (有需要時) 以供董事會批准
- 評估獨立非執行董事之獨立性
- 就委任或重新委任董事以及董事繼任計劃向董事會提供建議 (尤其是主席及行政總裁)

During the year, two Nomination Committee meetings were held and the independence of independent non-executive directors was considered and the re-appointment of retiring directors which were approved by the shareholders at the annual general meeting was recommended.

The Company has adopted a board diversity policy (the “Policy”) which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Policy, the Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, professional experience, skills, knowledge, and length of service. The Board will consider to set measurable objectives to implement the Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. The Nomination Committee will review the Policy from time to time to ensure its continued effectiveness.

### Remuneration Committee

The Remuneration Committee of the Company has been established since April 2005 and as the date of this report consists of the following directors:

Mr. Kuo Jung-Cheng (Chairman of the Committee)	Independent Non-executive Director
Mr. Chen Ying-Chieh	Executive Director
Mr. Huang Shun-Tsai	Independent Non-executive Director
Mr. Kim Jin-Goon	Non-executive Director
Mr. Lee Ted Tak Tai	Independent Non-executive Director

The principal duties of the Remuneration Committee are as follows:

- To make recommendations to the Board on the Company’s policy and structure for remuneration of all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy
- To review and approve the management’s remuneration proposals with reference to the Board’s corporate goals and objectives
- To determine the remuneration packages of executive directors and senior management, including share option benefits, benefits in kind, pension rights, compensation payments (including compensation for loss or termination of office or appointment)

年內，提名委員會曾舉行兩次會議，各委員曾考慮獨立非執行董事之獨立性，並建議重新委任退任董事（經股東在股東週年大會上批准）。

本公司已採納董事會成員多元化政策（「該政策」），當中載列為達致及維持董事會成員多元化以提升董事會之有效性而採取之方針。根據該政策，本公司擬透過考慮多項因素（包括但不限於性別、年齡、文化及教育背景、專業資格及經驗、技能、知識及服務任期）以達致董事會成員多元化。董事會將考慮制定可計量目標以實施該政策，並不時檢討該等目標以確保其合適度及確定達致該等目標之進度。提名委員會將不時檢討該政策，以確保其持續有效。

### 薪酬委員會

本公司薪酬委員會於二零零五年四月成立，於本報告日期，成員包括下列董事：

郭榮振先生 (委員會主席)	獨立非執行董事
陳英杰先生	執行董事
黃順財先生	獨立非執行董事
金珍君先生	非執行董事
李德泰先生	獨立非執行董事

薪酬委員會之主要職責如下：

- 就本公司全體董事及高層管理人員之薪酬政策及架構，以及就設立正規而具透明度之程序以制定薪酬政策，向董事會提供建議
- 參照董事會釐定之公司目標及宗旨，審議及批准管理層之薪酬建議
- 釐定執行董事及高層管理人員之薪酬待遇，包括購股權福利、實物利益、退休金權利及補償款項（包括因喪失或終止職務或委任之補償）

# CORPORATE GOVERNANCE REPORT 企業管治報告

- In making recommendations and decisions, to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group
- To consult the chairman/chief executive officer about the remuneration proposals for other executive directors
- To make recommendations to the Board on the remuneration of non-executive directors including independent non-executive directors
- To review the compensation arrangements in connection with any loss or termination of their office or appointment, or dismissal or removal for misconduct to executive directors and senior management and in accordance with relevant contractual terms and that any compensation payment shall otherwise be fair and not excessive
- To ensure that no director or any of his or her associates is involved in deciding his or her own remuneration
- To do any things to enable the Committee to discharge its powers and functions conferred on it by the Board
- To advise shareholders of how to vote with respect to any service contracts of directors that require shareholders' approval under the Listing Rules
- To exercise such other powers, authorities and discretions, and perform such other duties of the Board in relation to the remuneration of the executive directors and senior management as the Board may from time to time delegate to it, having regarded the corporate governance code
- 考慮可供比較公司支付之薪酬、須付出之時間及其職責、以及本集團內其他職位之僱用條件，以提供建議及作出決定
- 就其他執行董事之薪酬建議徵詢主席／行政總裁
- 就非執行董事(包括獨立非執行董事)之薪酬向董事會提供建議
- 按照相關合約條款，審議有關執行董事及高層管理人員因喪失或被終止職務或委任或因行為失當而被解僱或罷免所涉及的賠償安排，有關賠償須為公平合理且不致過多
- 確保概無任何董事或其任何聯繫人士參與釐定自身之薪酬
- 採取任何行動讓委員會可履行董事會賦予之權力及職能
- 就任何須按上市規則取得股東批准的董事服務合約應如何進行表決向股東提供建議
- 委員會須於參照企業管治守則後，就執行董事及高層管理人員的薪酬問題，行使董事會不時授權予委員會的其他權力，職權及酌情權，以履行職責

During the year, two Remuneration Committee meetings were held and the remuneration packages of directors and senior management were reviewed and considered. The remuneration of directors is pre-determined and based on their respective contractual terms of appointment, if any, and as recommended by the Remuneration Committee. Details of the remuneration paid/payable to individual directors/the chief executive officer of the Company and senior management of the Group by band during the year are set out in Note 14 to the financial statements.

年內，薪酬委員會曾舉行兩次會議，各委員已審議及考慮體董事及高層管理人員之薪酬待遇。董事酬金已預先根據彼等各自之委任合約條款(如有)及薪酬委員會之建議釐定。年內已付／應付本公司個別董事／行政總裁及本集團高層管理人員之薪酬詳情載於財務報表附註14。

## MEETING ATTENDANCE OF BOARD AND BOARD COMMITTEE MEMBERS

The attendance records of each director at the Board meetings, board committee meetings, annual general meeting (AGM) and extraordinary general meeting (EGM) of the Company held during the year ended 31 December 2013 are set out in the table below:

## 董事會及董事會轄下委員會成員之會議出席情況

於截至二零一三年十二月三十一日止年度，本公司舉行之董事會會議、董事會轄下委員會會議、股東週年大會及特別股東大會之個別董事出席記錄情況載列如下：

		Number of meetings attended/Number of meetings held 會議出席次數/舉行會議次數					
		Audit Board 董事會	Nomination Committee 審核委員會	Remuneration Committee 提名委員會	Committee 薪酬委員會	AGM 股東週年大會	EGM 特別股東大會
<i>Executive directors</i>	<i>執行董事</i>						
Mr. Chen Ying-Chieh	陳英杰先生	4/4		2/2	2/2	1/1	1/1
Mr. Chang Chih-Chiao	張智喬先生	4/4				1/1	1/1
Mr. Chang Chih-Kai	張智凱先生	4/4				1/1	1/1
Mr. Chen Tommy Yi-Hsun	陳怡勳先生	4/4				1/1	1/1
<i>Non-executive director</i>	<i>非執行董事</i>						
Mr. Kim Jin-Goon	金珍君先生	2/4	1/3	0/2	0/2	0/1	0/1
(with Mr. Lau Wai Kei, Ricky, as the alternate)	(劉偉琪先生 為其替任董事)	2/4	2/3	2/2	2/2	1/1	1/1
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Mr. Huang Shun Tsai	黃順財先生	4/4	3/3	2/2	2/2	1/1	0/1
Mr. Kuo Jung-Cheng	郭榮振先生	4/4	3/3	2/2	2/2	1/1	0/1
Mr. Lee Ted Tak Tai	李德泰先生	4/4	3/3	2/2	2/2	1/1	0/1

## ACCOUNTABILITY AND AUDIT

## Financial Reporting

The Board, supported by management of the Group, is responsible for preparation of financial statements of the Company and the Group. In the preparation of the financial statements, the Hong Kong financial reporting standards have been adopted and the appropriate accounting policies have been consistently applied. The Board aims to present a clear and balanced assessment of the Group's performance in the annual and interim reports to shareholders, and make appropriate disclosure and announcements in a timely manner. Management would provide such explanation and information to the Board so as to enable it to make an informed assessment of the financial and other information put before the Board for approval.

## 問責性及審核

## 財務申報

董事會於本集團管理層之支持下，負責編製本公司及本集團之財務報表。於編製該等財務報表時，已採納香港財務報告準則，並貫徹應用適當的會計政策。董事會的目的在於就本集團於年報及中期報告中向股東呈列一份清晰及平衡之表現評估，並及時作出適當披露及公告。管理層將向董事會提供有關解釋及資料，以便董事會能對提呈董事會批准之財務及其他資料作出知情評估。

## Internal Controls

During the year, the Board has conducted a review of the effectiveness of the internal control system of the Company and its subsidiaries, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function, operational, and compliance controls and risk management function.

## Independent Auditor and Remuneration

The working scope and reporting responsibilities of PricewaterhouseCoopers, the Company's external auditor, are set out on pages 43 and 44 under "Independent Auditor's Report".

The remuneration paid/payable to the Company's independent auditor, PricewaterhouseCoopers, for the provision of audit and non-audit services for the year were HK\$4,650,000 and HK\$2,717,000 respectively.

## INVESTOR RELATIONS

### Communications with Shareholders and Investors

The Board recognises the importance of good communications with its shareholders and potential investors. To promote effective communication, the Company maintains websites at "www.daphne.com.cn" and "www.daphneholdings.com" where extensive information and updates on the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access. Shareholders and investors may express their enquires and concerns to the Company by addressing them to the investor relations department of the Company by letter, telephone, fax or email. Details of the contact information are set out on page 3 of this annual report.

During the year, the Company held an annual general meeting (the "AGM") and an extraordinary general meeting (the "EGM") on 13 May 2013 and 27 August 2013 respectively. Due to unavoidable business engagements, Mr. Kim Jin-Goon, the non-executive director of the Company, was unable to attend the AGM and the EGM, in which Mr. Lau Wai Kei, Ricky as the alternate director to Mr. Kim, attended both general meetings. Mr. Huang Shun-Tsai, Mr. Kuo Jung-Cheng and Mr. Lee Ted Tak Tai, the independent non-executive directors of the Company, were unable to attend the EGM. These were in deviations from code provision A.6.7 of the CG Code.

The Company continues to enhance communication and relationship with its investors. The Board designates specialised personnel to maintain regular dialogue with institutional investors and analysts to keep them informed of the Group's developments.

## 內部監控

年內，董事會已檢討本公司及其附屬公司內部監控制度之效益，包括資源充足性、員工資格及經驗、培訓課程及本公司之會計預算及財務申報職能、營運及合規控制及風險管理職能。

## 獨立核數師及酬金

本公司外部核數師羅兵咸永道會計師事務所之工作範圍及申報責任載於「獨立核數師報告」第43頁及第44頁。

於本年度就所獲提供之審核及非審核服務，已付／應付本公司獨立核數師羅兵咸永道會計師事務所之酬金分別為4,650,000港元及2,717,000港元。

## 投資者關係

### 與股東及投資者之溝通

董事會深明與股東及有意作出投資之人士維持良好溝通之重要性。為促進有效溝通，本集團設有「www.daphne.com.cn」及「www.daphneholdings.com」網站，當中提供有關本集團業務發展及營運、財務資料、企業管治常規守則及其他資料之廣泛資料及最新動態，以供公眾查閱。股東及投資者可透過向本公司投資者關係部門寫信、致電、發送傳真或電郵表達對本公司之質詢及問題。聯絡資料詳情載於本年報第3頁。

年內，本公司於二零一三年五月十三日及二零一三年八月二十七日分別召開股東週年大會（「股東週年大會」）及特別股東大會（「特別股東大會」）。因業務纏身，本公司非執行董事金珍君先生無法出席股東週年大會及特別股東大會，而劉偉琪先生則作為金先生之替任董事同時出席該兩個股東大會。本公司獨立非執行董事黃順財先生、郭榮振先生及李德泰先生，則無法出席特別股東大會。此乃偏離企業管治守則第A.6.7條規定。

本公司繼續改善與投資者之溝通及關係。董事會指定專門人士維持與機構投資者及分析員定期對話，使彼等知悉本集團之發展。

# CORPORATE GOVERNANCE REPORT 企業管治報告

## Investor Conferences and Roadshows Attended in 2013

於二零一三年參與之投資者會議及路演活動

Date 日期	Event 活動	Organiser 舉辦單位	Location 地點
January 2013 二零一三年一月	UBS Greater China Conference 2013 瑞銀大中華會議2013	UBS 瑞銀	Shanghai 上海
March 2013 二零一三年三月	Post-results Roadshow 公佈業績後之路演	Merrill Lynch 美林	Hong Kong 香港
	Credit Suisse 16th Asian Investment Conference 瑞信第十六屆亞洲投資論壇	Credit Suisse 瑞信	Hong Kong 香港
	Post-results Roadshow 公佈業績後之路演	Goldman Sachs 高盛	Singapore 新加坡
April 2013 二零一三年四月	Daiwa Consumer and Gaming Conference 2013 大和證券消費及博彩行業會議2013	Daiwa 大和證券	Hong Kong 香港
	DBS Vickers Pulse of Asia Conference 星展唯高達亞洲脈搏會議	DBS Vickers 星展唯高達	Hong Kong 香港
May 2013 二零一三年五月	Macquarie Greater China Conference 麥格理大中華會議	Macquarie 麥格理	Hong Kong 香港
	Morgan Stanley Annual Hong Kong Investor Summit 摩根士丹利年度香港投資者峰會	Morgan Stanley 摩根士丹利	Hong Kong 香港
	Deutsche Bank dbAccess Asia Conference 2013 德意志銀行dbAccess亞洲會議2013	Deutsche Bank 德意志銀行	Singapore 新加坡
June 2013 二零一三年六月	BNP Paribas Regional Consumer Conference 法國巴黎銀行地區消費行業會議	BNP Paribas 法國巴黎銀行	Hong Kong 香港
	UBS Consumer Day 瑞銀消費行業日	UBS 瑞銀	Hong Kong 香港
July 2013 二零一三年七月	Roadshow 路演	Citigroup 花旗銀行	Hong Kong 香港
	Roadshow 路演	Daiwa 大和證券	Hong Kong 香港
August 2013 二零一三年八月	Post-results Roadshow 公佈業績後之路演	Goldman Sachs 高盛	Hong Kong 香港
September 2013 二零一三年九月	Post-results Roadshow 公佈業績後之路演	Merrill Lynch 美林	Singapore 新加坡
	Nomura China Investor Forum 野村證券中國投資者論壇	Nomura 野村證券	Shanghai 上海
October 2013 二零一三年十月	UOB Asia Corporate Day 中華繼顯亞洲企業日	UOB KayHian 大華繼顯	Singapore 新加坡
	CLSA Consumer Access Day 里昂消費行業日	CLSA 里昂	Hong Kong 香港
	HSBC 3rd Annual China Consumption Conference 滙豐第三屆年度中國消費行業會議	HSBC 滙豐	Hong Kong 香港
	Jefferies 3rd Annual Asia Corporate Access Summit 杰富瑞第三屆年度亞洲企業峰會	Jefferies 杰富瑞	Hong Kong 香港
	Standard Chartered Double in 3/Triple in 5 Asia Pacific Emerging Conference 2013 渣打銀行Double in 3/Triple in 5 亞太區新興市場會議2013	Standard Chartered 渣打銀行	Hong Kong 香港
November 2013 二零一三年十一月	Goldman Sachs Greater China CEO Summit 2013 高盛大中華區CEO峰會2013	Goldman Sachs 高盛	Hong Kong 香港
	Merrill Lynch China Conference 2013 美銀美林中國會議2013	Merrill Lynch 美林	Beijing 北京
	Citi China Investor Conference 2013 花旗中國投資者會議2013	Citigroup 花旗銀行	Macau 澳門
	Morgan Stanley 12th Annual Asia Pacific Summit 摩根士丹利第十二屆年度亞太區峰會	Morgan Stanley 摩根士丹利	Singapore 新加坡



## Constitutional Documents

There is no change in the Memorandum and Articles of Association of the Company during the year.

## SHAREHOLDERS' RIGHTS

### Convening Extraordinary General Meeting and Putting Forward Proposals at General Meetings

Pursuant to Articles of Association, an extraordinary general meeting shall be convened on the written requisition of any two or more members of the Company deposited at the principal place of business of the Company in Hong Kong (17th Floor, Fung House, 19-20 Connaught Road Central, Hong Kong) for the attention of the Board.

The written requisition shall specify the objects of the extraordinary general meeting and signed by the requisitioner(s), provided that such requisitioner(s) held as at the date of deposit of the written requisition not less than one-fourth of the paid up capital of the Company which carries the voting right at general meetings of the Company.

### Procedures for Shareholders to Propose a Person for Election as a Director

No person, other than a retiring director of the Company, shall, unless recommended by the directors for election, be eligible for election to the office of director at any general meeting, unless notice in writing by some members (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given of his intention to propose that person for election as a director and notice in writing by that person of his willingness to be elected shall have been given the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least 7 days and that the period for lodgement of such notice(s) shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such meeting.

Accordingly, if a shareholder wishes to nominate a person for election as a director at the annual general meeting, he/she/it shall deposit a written notice to that effect at the Company's principal place of business in Hong Kong or at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the attention of the board of directors or the company secretary of the Company. Such notice should include (i) the intention to propose a resolution to elect a nominated candidate as a director at the annual general meeting; (ii) a notice signed by the nominated candidate of the candidate's willingness to be elected; (iii) the nominated candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (iv) the nominated candidate's written consent to the publication of his/her personal data.

The aforesaid procedures have been published on the Company's website.

## 憲章文件

年內本公司組織章程大綱及細則並無變動。

## 股東權利

### 召開特別股東大會及於股東大會上提呈建議

根據組織章程細則，特別股東大會可藉任何兩名或以上本公司股東以書面呈請遞呈至於本公司之香港主要營業地點（地址為香港干諾道中19-20號馮氏大廈17樓，收件人為董事會）而召開。

書面呈請須說明特別股東大會之目的及由呈請人簽署，惟前提是呈請人於遞呈該書面呈請當日應持有不少於本公司已繳足股本（附有於本公司股東大會上之投票權）四分之一。

### 股東提名他人參選董事之程序

除獲董事會推薦參選之人士以外，任何人士（本公司退任董事除外）均不符合資格於任何股東大會上獲選為董事，除非有權出席大會並於會上投票並已發出其有意提名該人士參選董事之通知之某股東（非獲提名之人士）以書面發出之通知以及該人士有意參選之書面通知，已向本公司發出，惟發出有關通知之最短期間須至少為七日，且提交有關通知之期間須自進行有關選舉之股東大會通告寄發翌日起計，不遲於至有關大會舉行日期前七日。

因此，倘一名股東有意提名他人於股東週年大會上參選董事，則須於本公司之香港主要營業地點或本公司於香港之股東過戶登記處卓佳秘書商務有限公司，地址為香港皇后大道東183號合和中心22樓，提交相關意向之書面通知，收件人為本公司董事會或公司秘書。有關通知須包括(i)有意於股東週年大會上提呈推選提名候選人出任董事之決議案；(ii)由獲提名候選人簽署表明其願意參選之通知書；(iii)根據上市規則第13.51(2)條須予披露之獲提名候選人資料；及(iv)獲提名候選人有關刊登其個人資料之同意書。

上述程序已於本公司網站刊登。

## REPORT OF THE DIRECTORS

## 董事會報告

The directors submit their report together with the audited financial statements of the Company and its subsidiaries (together the “Group”) for the year ended 31 December 2013.

本董事會謹此提呈截至二零一三年十二月三十一日止年度之報告，連同本公司及其附屬公司（統稱「本集團」）之經審核財務報表。

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The activities of its principal subsidiaries are set out in Note 18 to the financial statements. The Group is principally engaged in the manufacturing, distribution and retailing of footwear, apparel and accessories in Mainland China and export sales with major customers in the United States of America.

### 主要業務

本公司為一間投資控股公司，其主要附屬公司之業務載於財務報表附註18。本集團主要於中國內地從事製造、分銷及零售鞋類產品、服飾及配件業務及主要外銷至美國的客戶。

### SEGMENT INFORMATION

An analysis of the Group’s performance by reportable segment is set out in Note 5 to the financial statements.

### 分部資料

本集團按可申報分部劃分之表現分析載於財務報表附註5。

### RESULTS

The results of the Group for the year ended 31 December 2013 and the state of affairs of the Company and of the Group as at that date are set out in the financial statements on pages 45 to 119.

### 業績

本集團截至二零一三年十二月三十一日止年度之業績，以及本公司及本集團於該日之業務狀況載於第45頁至第119頁之財務報表。

### DIVIDENDS

An interim dividend of HK6.0 cents per share, totalling HK\$98,949,000, was paid on 8 October 2013.

### 股息

中期股息每股6.0港仙，合共98,949,000港元，已於二零一三年十月八日派付。

The board of directors of the Company recommends the payment of a final dividend of HK2.0 cents per share, totalling HK\$32,983,000 in respect of the year ended 31 December 2013.

本公司董事會建議就截至二零一三年十二月三十一日止年度派付末期股息每股2.0港仙，合共32,983,000港元。

### RESERVES

The distributable reserves of the Company, calculated in accordance with the Companies Laws (Revised) Chapter 22 of the Cayman Islands, as at 31 December 2013 amounted to HK\$693,255,000 (2012: HK\$684,038,000).

### 儲備

根據開曼群島法例第22章公司法（經修訂）計算，於二零一三年十二月三十一日，本公司可供分派之儲備為693,255,000港元（二零一二年：684,038,000港元）。

Movements in the reserves of the Group and of the Company during the year are set out in Note 37 to the financial statements.

本集團及本公司於年內之儲備變動詳情載於財務報表附註37。

### CHARITABLE DONATIONS

Donations made for charitable purposes by the Group during the year amounted to HK\$3,349,000 (2012: HK\$3,957,000).

### 慈善捐款

本集團於年內作慈善用途之捐款為3,349,000港元（二零一二年：3,957,000港元）。

### FIXED ASSETS

During the year, the Group acquired land use rights of HK\$4,994,000 (2012: Nil) and property, plant and equipment of HK\$320,604,000 (2012: HK\$546,776,000). Movements in land use rights and property, plant and equipment of the Group are set out in Notes 16 and 17 to the financial statements respectively.

### 固定資產

於年內，本集團購買土地使用權4,994,000港元（二零一二年：無）及物業、廠房及設備320,604,000港元（二零一二年：546,776,000港元）。本集團之土地使用權及物業、廠房及設備變動詳情分別載於財務報表附註16及17。

## SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in Note 35 to the financial statements.

## FIVE-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 120.

## PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association or the laws of the Cayman Islands where the Company is incorporated.

## PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares during the year.

## DIRECTORS

The directors of the Company during the year and up to the date of this report were:

### Executive directors

Mr. Chen Ying-Chieh (*Chairman & Chief Executive Officer*)  
Mr. Chang Chih-Chiao  
Mr. Chang Chih-Kai  
Mr. Chen Tommy Yi-Hsun

### Non-executive director

Mr. Kim Jin-Goon  
(with Mr. Lau Wai Kei, Ricky as the alternate)

### Independent non-executive directors

Mr. Huang Shun-Tsai  
Mr. Kuo Jung-Cheng  
Mr. Lee Ted Tak Tai

In accordance with Article 99 of the Company's Articles of Association, Mr. Chen Ying-Chieh, Mr. Chang Chih-Chiao, and Mr. Lee Ted Tak Tai will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

## 股本

本公司股本於年內之變動詳情載於財務報表附註35。

## 五年財務概要

本集團於過去五個財政年度之各年業績、資產及負債概要載於第120頁。

## 優先購買權

本公司之公司組織章程細則及本公司在該地成立之開曼群島法例並無有關優先購買權之條文。

## 購買、出售或贖回股份

本公司或其任何附屬公司於年內並無購買、出售或贖回本公司任何股份。

## 董事

本公司於年內及截至本報告日期之董事如下：

### 執行董事

陳英杰先生 (*主席兼行政總裁*)  
張智喬先生  
張智凱先生  
陳怡勳先生

### 非執行董事

金珍君先生  
(劉偉琪先生為其替任董事)

### 獨立非執行董事

黃順財先生  
郭榮振先生  
李德泰先生

根據本公司之公司組織章程細則第99條，陳英杰先生、張智喬先生及李德泰先生將於應屆股東週年大會輪值退任，惟彼等符合資格並願意膺選連任。

## REPORT OF THE DIRECTORS

## 董事會報告

All the independent non-executive directors have confirmed their independence pursuant to Rule 3.13 of the Listing Rules and based on such confirmation, the Company is of the opinion that the independence status of the independent non-executive directors remains intact as at 31 December 2013.

所有獨立非執行董事已根據上市規則第3.13條，就彼等之獨立性作出確認。基於上述確認，本公司認為，截至二零一三年十二月三十一日，所有獨立非執行董事均為獨立人士。

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographies of directors and senior management are set out on pages 16 to 18.

## 董事及高層管理人員之簡歷

董事及高層管理人員之簡歷載於第16頁至第18頁。

## DIRECTORS' SERVICE CONTRACTS

The term of directorship of each non-executive director including independent non-executive director is one year to two years and the term will continue for a successive period of one year or two years unless terminated by either party giving not less than one month's notice to the other party.

## 董事之服務合約

非執行董事(包括獨立非執行董事)之董事任期為一年至兩年，除非由任何一方向另外一方發出不少於一個月通知而終止，否則任期會繼續重續一年或兩年。

None of the directors has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

董事概無與本公司訂立不可於一年內免付賠償(法定補償除外)予以終止服務之服務合約。

## DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## 董事之合約權益

本公司或其任何附屬公司概無訂立與本集團業務有關，而本公司董事於其中直接或間接擁有重大權益，且於本年度年結日或於年內任何時間仍然有效之重大合約。

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2013, the interests of each director in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

## 董事於本公司股份及相關股份之權益

於二零一三年十二月三十一日，按本公司根據證券及期貨條例(「證券及期貨條例」)第352條之規定而須予存置之登記冊所記錄，董事於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份中擁有之權益，或已根據標準守則知會本公司及聯交所之權益如下：

## Long positions in shares and underlying shares of the Company

## 於本公司股份及相關股份之好倉

	Number of shares 股份數目				Percentage of issued share capital of the Company 佔本公司 已發行股本 百分比
	Corporate interest 公司權益	Personal interest 個人權益	Underlying interest 相關權益	Total 總計	
Mr. Chen Ying-Chieh 陳英杰先生	147,738,920 (Note 1) (附註一)	–	16,000,000 (Note 2) (附註二)	163,738,920	9.93
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	170,846,895 (Note 3) (附註三)	1,600,000	–	172,446,895	10.46

## Notes:

- Mr. Chen Ying-Chieh has beneficial interest in 147,738,920 shares in the Company through Pushkin Holding Limited, a company incorporated in the British Virgin Islands, in which Mr. Chen Ying-Chieh holds one-third of the equity interest.
- These interests represented the interests in underlying shares of the Company in respect of share options granted to the directors.
- Mr. Chen Tommy Yi-Hsun has beneficial interest in 170,846,895 shares in the Company through Top Glory Assets Limited, a company incorporated in the British Virgin Islands, in which Mr. Chen Tommy Yi-Hsun holds one-half of the equity interest.

## 附註：

- 陳英杰先生透過Pushkin Holding Limited擁有本公司147,738,920股股份之實益權益。Pushkin Holding Limited乃於英屬處女群島註冊成立之公司，由陳英杰先生持有三分之一股權。
- 該等權益指授予董事之購股權並涉及之本公司相關股份之權益。
- 陳怡勳先生透過Top Glory Assets Limited擁有本公司170,846,895股股份之實益權益。Top Glory Assets Limited乃於英屬處女群島註冊成立之公司，由陳怡勳先生持有一半股權。

Save as disclosed above and the “Share Option Scheme” section, as at 31 December 2013, none of the directors or chief executive, nor any of their associates (including their spouses and children under 18 years of age), had any interests in or had been granted, or exercised, any rights to subscribe for shares of the Company and its associated corporations required to be disclosed pursuant to the SFO.

除上文及「購股權計劃」一節所披露者外，於二零一三年十二月三十一日，各董事或主要行政人員或彼等之任何聯繫人士（包括彼等之配偶及18歲以下之子女）概無擁有或獲授或行使可認購本公司及其相聯法團之股份之任何權利而須根據證券及期貨條例作出披露。

At no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the directors and chief executive of the Company (including their spouses and children under 18 years of age) to hold any interests or short positions in shares or underlying shares in, or debentures of, the Company or its associated corporations.

於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事及主要行政人員（包括彼等之配偶及18歲以下之子女）持有本公司或其相聯法團之股份、相關股份或債券之權益或淡倉。

## SHARE OPTION SCHEME

On 29 May 2003, the Company adopted a share option scheme (the “Old Scheme”), which was amended on 7 December 2009 and expired on 28 May 2013. Upon expiry of the Old Scheme, no further share options could be granted under the Old Scheme but, in all other respects, the provisions of the Old Scheme shall remain in force to the extent necessary to give effect to the exercise of any share option granted prior to the expiry of the Old Scheme.

On 27 August 2013, a new share option scheme (the “New Scheme”) was approved by shareholders of the Company and adopted by the Company. Unless otherwise cancelled or amended, the New Scheme will remain in force for 10 years from the date of adoption.

The purpose of the New Scheme is to enable the Company to grant options to eligible participants, including any full-time or part-time employees, executives, officers, executive or non-executive directors of the Group and any advisers, consultants, agents, suppliers, customers, distributors and such other persons at the discretion of the Board, as incentives or rewards for their contribution or potential contribution to the Group.

The maximum number of shares which may be issued upon exercise of all options to be granted under the New Scheme and any other share option schemes of the Company must not exceed 10% of the shares of the Company in issue on 27 August 2013, the date of approval and adoption of the New Scheme unless shareholders’ approval has been obtained. The shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company at any time shall not, in aggregate, exceed 30% of the shares of the Company in issue from time to time.

The total number of shares issuable under the New Scheme and any other share option schemes of the Company to each eligible participant within any 12-month period shall not exceed 1% of the shares of the Company in issue as at the date of grant unless shareholders’ approval has been obtained. Share options granted to a director, chief executive or substantial shareholder of the Company or any of their associates shall be subject to prior approval by the independent non-executive directors. Share options granted to a substantial shareholder or an independent non-executive director of the Company or any of their associates, in excess of 0.1% of the shares of the Company in issue or with an aggregate value in excess of HK\$5 million, within any 12-month period, shall be subject to prior approval by shareholders of the Company.

The exercise price of the share options is determinable by the Board and must not be less than the highest of: (a) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant; (b) the average closing price of the shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant; and (c) the nominal value of the shares.

## 購股權計劃

於二零零三年五月二十九日，本公司採納購股權計劃（「舊計劃」），該計劃於二零零九年十二月七日修訂及於二零一三年五月二十八日屆滿。於舊計劃屆滿後，舊計劃下不可進一步授出購股權，惟在所有其他方面，舊計劃的條文仍然具有所須的效力使舊計劃屆滿前已經授出的任何購股權的有效行使。

於二零一三年八月二十七日，本公司股東批准一項新的購股權計劃（「新計劃」）並被本公司採納。除被取消或修改外，新計劃將自採納日期起維持十年內有效。

新計劃之宗旨為讓本公司向合資格參與者（包括本集團任何全職或兼職僱員、高級行政人員、高級人員、執行或非執行董事及任何諮詢人、顧問、代理、供應商、客戶、分銷商及董事會酌情釐定之其他人士）授出購股權，作為彼等為本集團作出之貢獻或潛在貢獻之獎勵或回報。

根據新計劃及本公司任何其他購股權計劃所授出之全部購股權獲行使而可能發行之最高數目股份，不得超過批准及採納新計劃日期二零一三年八月二十七日本公司已發行股份之10%，除非已取得股東批准。根據新計劃及本公司任何其他購股權計劃已授出惟未行使的所有未行使購股權獲行使後可能發行的股份數目合計不得超過本公司不時之已發行股本之30%。

根據新計劃及本公司任何其他購股權計劃，於任何12個月期間可向每名合資格參與者發行之股份總數不得超過本公司於授出日期已發行股份之1%，除非已取得股東批准。向本公司董事、主要行政人員或主要股東或彼等任何聯繫人士授出之購股權須事先獲得獨立非執行董事批准。向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出之超過本公司於任何12個月期間已發行股份之0.1%或總價值超過5,000,000港元之購股權須事先獲本公司股東批准。

購股權之行使價由董事會釐定及不得低於下列最高者：(a) 股份於授出日期在聯交所每日報價表所示之收市價；(b) 股份在緊接授出日期前五個營業日在聯交所每日報價表所示之平均收市價；及(c) 股份面值。

The offer of a grant of share options may be accepted within 30 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee.

購股權要約可由承授人於要約日期起計30日內經支付合共1港元之象徵性代價後接納。

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。

Details of movements of the share options granted under the Old Scheme for the year ended 31 December 2013 were as follows:

於截至二零一三年十二月三十一日止年度，根據舊計劃授出之購股權之變動詳情如下：

	Date of grant (yyyy/mm/dd) (年/月/日)	Exercise price per share HKS 港元	Outstanding at 1 January 2013 於二零一三年一月一日 未行使	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收	Cancelled during the year 於年內註銷	Outstanding at 31 December 2013 於二零一三年十二月三十一日 未行使	Exercisable period (yyyy/mm/dd) (年/月/日)
<i>(i) Executive directors 執行董事</i>								
Mr. Chen Ying-Chieh 陳英杰先生	2010/01/27	6.19	16,000,000	-	-	-	16,000,000	2011/01/27 – 2020/01/26 (Note 3) (附註三)
Mr. Chang Chih-Chiao 張智喬先生	2010/01/27	6.19	5,500,000	-	-	5,500,000	-	2011/01/27 – 2020/01/26 (Note 3) (附註三)
Mr. Chang Chih-Kai 張智凱先生	2010/01/27	6.19	6,500,000	-	-	6,500,000	-	2011/01/27 – 2020/01/26 (Note 3) (附註三)
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	2010/01/27	6.19	2,400,000	-	-	2,400,000	-	2011/01/27 – 2020/01/26 (Note 4) (附註四)
<i>(ii) Consultant 顧問</i>								
Mr. Chen Hsien Min (an associate of Mr. Chen Tommy Yi-Hsun) 陳賢民先生(陳怡勳先生之聯繫人士)	2010/01/27	6.19	8,400,000	-	-	-	8,400,000	2011/01/27 – 2020/01/26 (Note 5) (附註五)
<i>(iii) Employees 僱員</i>								
Ms. Chang Wan Hsun (an associate of Mr. Chang Chih-Kai and Mr. Chang Chih-Chiao) 張婉鈞女士(張智凱先生及張智喬先生之聯繫人士)	2010/01/27	6.19	4,000,000	-	-	4,000,000	-	2011/01/27 – 2020/01/26 (Note 4) (附註四)
In aggregate 合計	2010/01/27	6.19	8,795,000	-	-	-	8,795,000	2011/01/27 – 2020/01/26 (Note 4) (附註四)
In aggregate 合計	2010/07/22	7.61	1,000,000	-	-	-	1,000,000	2011/04/01 – 2020/07/21 (Note 6) (附註六)
In aggregate 合計	2010/07/22	7.61	600,000	-	-	-	600,000	2011/04/01 – 2020/07/21 (Note 7) (附註七)
In aggregate 合計	2011/01/27	7.84	2,500,000	400,000 (Note 1) (附註一)	2,100,000	-	-	2012/01/27 – 2021/01/26 (Note 4) (附註四)

# REPORT OF THE DIRECTORS

# 董事會報告

	Date of grant	Exercise price per share	Outstanding at 1 January 2013 於二零一三年一月一日 未行使	Exercised during the year 於年內行使	Forfeited during the year 於年內沒收	Cancelled during the year 於年內註銷	Outstanding at 31 December 2013 於二零一三年十二月三十一日 未行使	Exercisable period 行使期間 (yyyy/mm/dd) (年/月/日)
(iii) <i>Employees (Continued) 僱員 (續)</i>								
In aggregate 合計	2011/08/19	8.35	1,000,000	-	1,000,000	-	-	2012/08/19 – 2021/08/18 (Note 4) (附註四)
In aggregate 合計	2011/10/28	8.30	300,000	-	-	-	300,000	2012/10/28 – 2021/10/27 (Note 8) (附註八)
In aggregate 合計	2012/01/11	8.27	700,000	-	-	-	700,000	2013/01/11 – 2022/01/10 (Note 8) (附註八)
In aggregate 合計	2012/01/11	8.27	2,500,000	500,000 (Note 2) (附註二)	2,000,000	-	-	2013/01/11 – 2022/01/10 (Note 4) (附註四)
In aggregate 合計	2012/03/20	10.132	3,300,000	-	700,000	-	2,600,000	2013/03/20 – 2022/03/19 (Note 4) (附註四)
In aggregate 合計	2012/07/13	8.214	300,000	-	-	-	300,000	2013/07/13 – 2022/07/12 (Note 8) (附註八)
In aggregate 合計	2012/08/30	7.948	300,000	-	-	-	300,000	2013/08/30 – 2022/08/29 (Note 8) (附註八)

Notes:

- The closing price per share immediately before the date of exercise is HK\$8.21.
- The closing price per share immediately before the date of exercise is HK\$10.12.
- 15% of the share options vested or will vest on each of the five anniversary dates of the date of grant and 25% of the share options will vest, subject to certain performance targets determined by the Board of the Company, on the fifth anniversary of the date of grant.
- 20% of the share options vested or will vest on each of the five anniversary dates of the date of grant.
- 15% of the share options vested or will vest on each of the four anniversary dates of the date of grant and 40% of the share options will vest on the fifth anniversary date of the date of grant.
- One-fifth of the share options vested or will vest on each anniversary with the first tranche starting on 1 April 2011.
- One-third of the share options vested or will vest on each anniversary with the first tranche starting on 1 April 2011.
- One-third of the share options vested or will vest on each of the three anniversary dates of the date of grant.

附註：

- 緊接行使日期前每股股份之收市價為8.21港元。
- 緊接行使日期前每股股份之收市價為10.12港元。
- 購股權由授出日期起計五個週年日每年歸屬15%，其餘25%須待本公司董事會將予釐定之若干表現目標達成後，於授出日期起計第五個週年日歸屬。
- 購股權由授出日期起計五個週年日每年歸屬20%。
- 購股權由授出日期起計四個週年日每年歸屬15%，其餘40%於授出日期起計第五個週年日歸屬。
- 購股權由二零一一年四月一日起計每個週年日每年歸屬五分之一。
- 購股權由二零一一年四月一日起計每個週年日每年歸屬三分之一。
- 購股權由授出日期起計三個週年日每年歸屬三分之一。

During the year ended 31 December 2013, no share options were granted under the share options schemes adopted by the Company.

於截至二零一三年十二月三十一日止年度，根據本公司採納的購股權計劃概無授出購股權。

On 21 January 2014, 6,120,000 share options were granted to a director, consultants and employees with an exercise price of HK\$4.50 per share under the New Scheme.

於二零一四年一月二十一日，根據新計劃，6,120,000份購股權以行使價每股4.50港元授予一名董事、顧問及僱員。



**SUBSTANTIAL SHAREHOLDERS' INTERESTS  
IN SHARES AND UNDERLYING SHARES OF  
THE COMPANY**
**主要股東於本公司股份及相關股份之  
權益**

The register of substantial shareholders required to be kept under Section 336 of Part XV of the SFO shows that as at 31 December 2013, the Company had been notified of the following substantial shareholders' interests, being 5% or more of the Company's issued share capital. These interests are in addition to those disclosed under the section "Directors' Interests in Shares and Underlying Shares of the Company".

按本公司根據證券及期貨條例第XV部第336條之規定而須存置之主要股東登記冊所示，於二零一三年十二月三十一日，本公司已獲知會下列主要股東權益（即佔本公司已發行股本5%或以上）。此等權益並不包括在「董事於本公司股份及相關股份之權益」一節下所披露者。

Name	Capacity	Long/ Short position	Number of shares		Percentage of issued share capital of the Company 佔本公司已 發行股本百分比
名稱	身份	好倉／淡倉	股份數目		
Lucky Earn International Limited	Beneficial interests 實益擁有人	Long 好倉	400,719,995 (Note 1)	(附註一)	24.30
Premier China, Ltd.	Beneficial interests 實益擁有人	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Asia GenPar V Advisors, Inc.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Asia Genpar V, L.P.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Asia V, L.P.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Group Holdings (SBS) Advisors, Inc.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Group Holdings (SBS), L.P.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Holdings I, L.P.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
TPG Holdings I-A, L.P.	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
Mr. David Bonderman	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10
Mr. James G. Coulter	Interests of controlled corporation 受控公司之權益	Long 好倉	298,510,572 (Note 2)	(附註二)	18.10

Name	Capacity	Long/ Short position	Number of shares		Percentage of issued share capital of the Company 佔本公司已 發行股本百分比
名稱	身份	好倉／淡倉	股份數目		發行股本百分比
Top Glory Assets Limited	Beneficial interests 實益擁有人	Long 好倉	170,846,895	(Note 3) (附註三)	10.36
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	Interests of controlled corporation 受控公司之權益	Long 好倉	170,846,895	(Note 3) (附註三)	10.36
Ms. Chen Jennifer Yi-Chen 陳怡臻女士	Interests of controlled corporation 受控公司之權益	Long 好倉	170,846,895	(Note 3) (附註三)	10.36
Pushkin Holding Limited	Beneficial interests 實益擁有人	Long 好倉	147,738,920	(Note 4) (附註四)	8.96
Mr. Chen Ying-Chieh 陳英杰先生	Interests of controlled corporation 受控公司之權益	Long 好倉	147,738,920	(Note 4) (附註四)	8.96
Mr. Chen Ying-Tien 陳英典先生	Interests of controlled corporation 受控公司之權益	Long 好倉	147,738,920	(Note 4) (附註四)	8.96
Mr. Chen Ying-Che 陳英哲先生	Interests of controlled corporation 受控公司之權益	Long 好倉	147,738,920	(Note 4) (附註四)	8.96

Notes:

1. Mr. Chang Chih-Kai and Mr. Chang Chih-Chiao, both executive directors of the Company, and their two sisters have beneficial interests of 26%, 26% and 24% each, respectively, in Lucky Earn International Limited, a company incorporated in the British Virgin Islands.
2. Premier China, Ltd. has subscribed for convertible bonds and warrants of the Company. Upon full conversions of the convertible bonds and full exercise of the warrants, an aggregate of 278,510,572 shares will be issued. Premier China, Ltd. is a subsidiary of TPG Group Holdings (SBS) Advisors, Inc., which is in turn owned 50% each by Mr. David Bonderman and Mr. James G. Coulter.
3. Mr. Chen Tommy Yi-Hsun, an executive director of the Company, and Ms. Chen Jennifer Yi-Chen have beneficial interests of 50% each in Top Glory Assets Limited, a company incorporated in the British Virgin Islands. By virtue of the SFO, they are deemed to be interested in 170,846,895 shares of the Company held by Top Glory Assets Limited.
4. Mr. Chen Ying-Chieh, the Chairman of the Company, and his two brothers, Mr. Chen Ying-Tien and Mr. Chen Ying-Che, each has one-third of the beneficial interests of Pushkin Holding Limited. By virtue of the SFO, they are deemed to be interested in the 147,738,920 shares of the Company held by Pushkin Holding Limited.

附註：

- 一、本公司執行董事張智凱先生及張智喬先生與彼等兩名姊妹分別擁有在英屬處女群島註冊成立之Lucky Earn International Limited 26%、26%及各24%之實益權益。
- 二、Premier China, Ltd.已認購本公司可換股債券及認股權證。於可換股債券全面兌換及於認股權證全面行使時，將予發行合共278,510,572股股份。Premier China, Ltd.為TPG Group Holdings (SBS) Advisors, Inc.之附屬公司，而該公司則由David Bonderman先生及James G. Coulter先生各擁有50%。
- 三、陳怡勳先生，本公司之執行董事，及陳怡臻女士各自實益擁有在英屬處女群島註冊成立之Top Glory Assets Limited 50%權益。根據證券及期貨條例，彼等被視為在Top Glory Assets Limited所持有之170,846,895股本公司股份中擁有權益。
- 四、本公司主席陳英杰先生及彼之兩名兄弟陳英典先生及陳英哲先生各自實益擁有Pushkin Holding Limited三分之一的權益。根據證券及期貨條例，彼等被視為在Pushkin Holding Limited所持有之147,738,920股本公司股份中擁有權益。

## REPORT OF THE DIRECTORS

## 董事會報告

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### 管理合約

年內，本公司概無訂立或訂有任何涉及本公司整體或任何主要部分業務之管理及行政合約。

### MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales during the year attributable to the Group's five largest customers were less than 30% of the Group's total turnover.

### 主要客戶及供應商

年內，本集團五大客戶之銷售總額佔本集團之總營業額少於30%。

The aggregate purchases attributable to the Group's largest and five largest suppliers accounted for approximately 23% and 60%, respectively, of the Group's total purchases for the year.

年內，本集團向最大供應商及五大供應商作出之採購總額分別佔本集團之採購總額約23%及60%。

None of the directors, their associates or any shareholder of the Company which to the knowledge of the directors owns more than 5% of the Company's share capital, had any beneficial interest in the Group's five largest suppliers.

各董事、彼等之聯繫人士或據董事所知擁有本公司股本5%以上之本公司股東，概無擁有本集團五大供應商任何實益權益。

### SUFFICIENCY OF PUBLIC FLOAT

On the basis of information that is publicly available to the Company and within the knowledge of the directors of the Company as at the date of this annual report, the Company has maintained the prescribed minimum public float required under the Listing Rules.

### 足夠公眾持股量

於本報告日期，根據本公司獲得之公開資料及據本公司董事所知，本公司公眾持股量維持上市規則所規定之最低水平。

### AUDITOR

PricewaterhouseCoopers shall retire and, being eligible, offer itself for re-appointment, and a resolution to effect this will be proposed at the forthcoming annual general meeting of the Company.

### 核數師

羅兵咸永道會計師事務所將任滿退任，惟符合資格並願意應聘續任，並將於本公司應屆股東週年大會上提呈決議案。

On behalf of the Board

代表董事會

**Chen Ying-Chieh**

*Chairman*

*主席*

**陳英杰**

Hong Kong, 25 March 2014

香港，二零一四年三月二十五日

## INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF DAPHNE INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

## 獨立核數師報告 致達芙妮國際控股有限公司股東

(於開曼群島註冊成立的有限公司)

We have audited the consolidated financial statements of Daphne International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 45 to 119, which comprise the consolidated and company balance sheets as at 31 December 2013, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

本核數師(以下簡稱「我們」)已審計列載於第45頁至第119頁達芙妮國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一三年十二月三十一日的綜合及公司資產負債表,及截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表與綜合現金流量表,以及主要會計政策概要及其他附註解釋資料。

## DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製綜合財務報表,以令綜合財務報表作出真實而公平的反映,及落實其認為編製綜合財務報表所必要的內部控制,以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion 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.

## 核數師的責任

我們的責任是根據我們的審計就該等綜合財務報表作出意見,並按照委聘的條款,僅向全體股東報告我們的意見。除此之外本報告別無其他目的。我們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。

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

我們已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求我們遵守道德規範,並規劃及執行審計,以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 December 2013, and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**PricewaterhouseCoopers**  
*Certified Public Accountants*

Hong Kong, 25 March 2014

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審計憑證。所選定的程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

## 意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映貴公司及貴集團於二零一三年十二月三十一日的事務狀況，及貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**羅兵咸永道會計師事務所**  
*執業會計師*

香港，二零一四年三月二十五日

# CONSOLIDATED INCOME STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2013

# 綜合收益表

截至二零一三年十二月三十一日止年度

			2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
		Note 附註		
Turnover	營業額	5	<b>10,446,540</b>	10,529,100
Cost of sales	銷售成本		<b>(4,608,253)</b>	(4,300,268)
Gross profit	毛利		<b>5,838,287</b>	6,228,832
Other income	其他收入	6	<b>94,531</b>	110,073
Other losses – net	其他虧損—淨額	7	<b>(58,256)</b>	(19,786)
Selling and distribution expenses	銷售及分銷開支		<b>(4,874,889)</b>	(4,410,251)
General and administrative expenses	一般及行政開支		<b>(479,521)</b>	(543,968)
Operating profit	經營盈利	8	<b>520,152</b>	1,364,900
Finance costs	財務成本	9	<b>(52,567)</b>	(49,436)
Share of loss of associates and a joint venture	應佔聯營公司及一間合營企業虧損		<b>(3,154)</b>	(8,150)
Profit before income tax	除所得稅前盈利		<b>464,431</b>	1,307,314
Income tax expense	所得稅開支	10	<b>(130,097)</b>	(332,551)
Profit for the year	年內盈利		<b>334,334</b>	974,763
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		<b>329,144</b>	955,673
Non-controlling interests	非控制性權益		<b>5,190</b>	19,090
			<b>334,334</b>	974,763
Earnings per share	每股盈利	12		
Basic (HK cents)	基本 (港仙)		<b>20.0</b>	58.1
Diluted (HK cents)	攤薄 (港仙)		<b>19.4</b>	52.9

The notes on pages 52 to 119 are an integral part of these consolidated financial statements.

第52至119頁之財務報表附註為本綜合財務報表之組成部份。

Details of dividends payable to the shareholders of the Company are set out in Note 13.

本公司應付股東股息詳情載於附註13。

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2013

# 綜合全面收益表

截至二零一三年十二月三十一日止年度

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit for the year	年內盈利	<b>334,334</b>	974,763
Other comprehensive income	其他全面收益		
Item that may be reclassified subsequently to profit or loss:	可於其後重新分類至損益的項目：		
Currency translation differences	匯兌差額	<b>(369)</b>	(435)
Item that will not be reclassified subsequently to profit or loss:	不可於其後重新分類至損益的項目：		
Currency translation differences	匯兌差額	<b>128,293</b>	50,417
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>	<b>462,258</b>	1,024,745
Attributable to:	以下各方應佔：		
Owners of the Company	本公司擁有人	<b>454,815</b>	1,004,755
Non-controlling interests	非控制性權益	<b>7,443</b>	19,990
		<b>462,258</b>	1,024,745

The notes on pages 52 to 119 are an integral part of these consolidated financial statements.

第52至119頁之財務報表附註為本綜合財務報表之組成部份。

# CONSOLIDATED BALANCE SHEET

AS AT 31 DECEMBER 2013

# 綜合資產負債表

於二零一三年十二月三十一日

			(Restated) (重列)	(Restated) (重列)
		2013 二零一三年	2012 二零一二年	2011 二零一一年
	Note 附註	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元
<b>Non-current assets</b>	<b>非流動資產</b>			
Intangible assets	無形資產	15	84,870	115,452
Land use rights	土地使用權	16	54,512	49,747
Property, plant and equipment	物業、廠房及設備	17	1,187,682	1,183,584
Interests in associates	於聯營公司之權益	20	7,683	11,055
Interest in a joint venture	於一間合營企業之權益	21	46	–
Available-for-sale financial asset	可出售金融資產	22	374	624
Deposits paid for acquisition of land use rights and property, plant and equipment	收購土地使用權及物業、廠房及設備之已付按金		62,057	38,841
Long-term rental deposits and prepayments	長期租金按金及預付款項		182,950	194,977
Deferred income tax assets	遞延所得稅資產	38	151,248	111,491
			<b>1,731,422</b>	<b>1,705,771</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	23	2,642,920	2,368,890
Trade receivables	貿易應收賬款	25	365,726	346,696
Entrusted loans	委託貸款	24	104,161	–
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	26	1,603,685	1,355,333
Structured bank deposits	銀行結構存款	27	637,992	–
Pledged bank deposits	已抵押銀行存款	28	4,464	–
Bank deposits with maturity over three months	存款期超過三個月之銀行存款	29	32,625	–
Cash and cash equivalents	現金及現金等價物	30	699,321	1,494,759
			<b>6,090,894</b>	<b>5,565,678</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付賬款	31	1,126,304	865,951
Other payables and accrued charges	其他應付賬款及應計費用		588,897	554,591
Derivative financial instrument	衍生金融工具	33	1,315	–
Current income tax liabilities	即期所得稅負債		25,323	151,167
Convertible bonds	可換股債券	32	689,178	–
Bank loan – unsecured	銀行貸款 – 無抵押	34	117,000	7,268
			<b>2,548,017</b>	<b>1,578,977</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>3,542,877</b>	<b>3,986,701</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>5,274,299</b>	<b>4,861,178</b>



# CONSOLIDATED BALANCE SHEET

AS AT 31 DECEMBER 2013

# 綜合資產負債表

於二零一三年十二月三十一日

			(Restated) (重列)	(Restated) (重列)
		<b>2013</b>	2012	2011
		二零一三年	二零一二年	二零一一年
	Note 附註	<b>HK\$' 000</b> 千港元	HK\$' 000 千港元	HK\$' 000 千港元
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	35	164,914	164,824
Reserves	儲備	37	4,878,808	4,660,512
			<b>5,043,722</b>	4,825,336
Non-controlling interests	非控制性權益		<b>206,107</b>	211,260
				195,759
Total equity	總權益		<b>5,249,829</b>	5,036,596
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	32	-	639,738
Deferred income tax liabilities	遞延所得稅負債	38	24,470	16,048
Other non-current liability	其他非流動負債		-	90
License fee payables	應付特許使用權費		-	4,138
			<b>24,470</b>	655,876
Total equity and non-current liabilities	總權益及非流動負債		<b>5,274,299</b>	5,692,472
				4,861,178

Approved by the board of directors on 25 March 2014.

於二零一四年三月二十五日獲董事會批准。

**CHEN YING-CHIEH**

陳英杰

Director

董事

**CHANG CHIH-KAI**

張智凱

Director

董事

The notes on pages 52 to 119 are an integral part of these consolidated financial statements.

第52至119頁之財務報表附註為本綜合財務報表之組成部份。

**BALANCE SHEET**

AS AT 31 DECEMBER 2013

**資產負債表**

於二零一三年十二月三十一日

			2013 二零一三年	2012 二零一二年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司之投資	18	<b>368,822</b>	368,822
Current assets	流動資產			
Other receivables	其他應收賬款		<b>352</b>	264
Amount due from a subsidiary	應收一間附屬公司賬款	19	<b>1,466,256</b>	1,272,798
Cash and cash equivalents	現金及現金等價物	30	<b>6</b>	42
			<b>1,466,614</b>	1,273,104
Current liabilities	流動負債			
Other payables and accrued charges	其他應付賬款及應計費用		<b>22,701</b>	20,221
Derivative financial instrument	衍生金融工具	33	<b>1,315</b>	-
Convertible bonds	可換股債券	32	<b>689,178</b>	-
Bank loan – unsecured	銀行貸款 – 無抵押	34	<b>117,000</b>	-
			<b>830,194</b>	20,221
Net current assets	流動資產淨值		<b>636,420</b>	1,252,883
Total assets less current liabilities	總資產減流動負債		<b>1,005,242</b>	1,621,705
Equity	權益			
Share capital	股本	35	<b>164,914</b>	164,824
Reserves	儲備	37	<b>840,328</b>	817,143
Total equity	總權益		<b>1,005,242</b>	981,967
Non-current liabilities	非流動負債			
Convertible bonds	可換股債券	32	-	639,738
Total equity and non-current liabilities	總權益及非流動負債		<b>1,005,242</b>	1,621,705

Approved by the board of directors on 25 March 2014.

於二零一四年三月二十五日獲董事會批准。

**CHEN YING-CHIEH**

陳英杰

Director

董事

**CHANG CHIH-KAI**

張智凱

Director

董事

The notes on pages 52 to 119 are an integral part of these financial statements.

第52至119頁之財務報表附註為本財務報表之組成部份。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013

# 綜合權益變動表

截至二零一三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔			Non-controlling interests 非控制性權益	Total 總計
		Share capital 股本	Reserves 儲備			
	Note 附註	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	HK\$' 000 千港元	
At 1 January 2012	於二零一二年一月一日	164,096	3,871,771	195,759	4,231,626	
Profit for the year	年內盈利	–	955,673	19,090	974,763	
Currency translation differences	匯兌差額	–	49,082	900	49,982	
Total comprehensive income	全面收益總額	–	1,004,755	19,990	1,024,745	
Dividends	股息	–	(296,525)	(4,489)	(301,014)	
Share option scheme:	購股權計劃：	36				
Value of grantee services	承授人服務價值	–	36,173	–	36,173	
Proceeds from shares issued	已發行股份之收款	728	44,335	–	45,063	
Write-back of unclaimed dividends	撥回未領取股息	–	3	–	3	
Total transactions with owners	與擁有人交易總額	728	(216,014)	(4,489)	(219,775)	
At 31 December 2012	於二零一二年十二月三十一日	164,824	4,660,512	211,260	5,036,596	
Profit for the year	年內盈利	–	329,144	5,190	334,334	
Currency translation differences	匯兌差額	–	125,671	2,253	127,924	
Total comprehensive income	全面收益總額	–	454,815	7,443	462,258	
Dividends	股息	–	(247,371)	(3,361)	(250,732)	
Share option scheme:	購股權計劃：	36				
Value of grantee services	承授人服務價值	–	3,668	–	3,668	
Proceeds from shares issued	已發行股份之收款	90	7,181	–	7,271	
Repayment of amount due to a non-controlling shareholder	償還應付非控制性股東賬款	–	–	(9,235)	(9,235)	
Write-back of unclaimed dividends	撥回未領取股息	–	3	–	3	
Total transactions with owners	與擁有人交易總額	90	(236,519)	(12,596)	(249,025)	
At 31 December 2013	於二零一三年十二月三十一日	164,914	4,878,808	206,107	5,249,829	

The notes on pages 52 to 119 are an integral part of these consolidated financial statements.

第52至119頁之財務報表附註為本綜合財務報表之組成部份。

# CONSOLIDATED CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2013

# 綜合現金流量表

截至二零一三年十二月三十一日止年度

		Note	2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
		附註		
Operating activities	經營活動			
Cash generated from operations	營運產生之現金	39	720,482	873,180
Income tax paid	已付所得稅		(287,889)	(441,943)
Net cash generated from operating activities	經營活動產生之現金淨額		432,593	431,237
Investing activities	投資活動			
Dividends received from an associate	已收一間聯營公司股息		–	212
Dividends received from an investee company	已收一間被投資公司股息		18	61
Interest received	已收利息		28,277	43,047
Acquisition of land use rights and property, plant and equipment	購置土地使用權及物業、廠房及設備		(343,332)	(521,009)
Contribution of capital to a joint venture	向一間合營企業出資		(60)	–
Return of capital contribution from an investee company	一間被投資公司退回出資		250	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備收款		2,221	3,130
Acquisition of a license right	收購特許使用權		(819)	–
Entrusted loans made to suppliers	向供應商作出的委託貸款		(708,872)	–
Repayment of entrusted loans by suppliers	供應商償還之委託貸款		604,711	–
Placement of structured bank deposits	存放銀行結構存款		(632,983)	–
Placement of pledged bank deposits	存放已抵押銀行存款		(4,376)	–
Increase in bank deposits with maturity over three months	存款期超過三個月之銀行存款增加		(32,625)	–
Net cash used in investing activities	投資活動所用之現金淨額		(1,087,590)	(474,559)
Financing activities	融資活動			
Dividends paid	已付股息		(247,371)	(296,525)
Dividends paid to non-controlling interests	已付非控制性權益股息		(3,361)	(4,489)
Interest paid	已付利息		(22,305)	(21,364)
Proceeds from issue of shares upon exercise of share options	於行使購股權時發行股份之收款		7,271	45,063
Proceeds from bank loans	銀行貸款之收款		117,000	–
Repayment of amounts due to a non-controlling interests	償還應付非控制性權益賬款		(9,235)	–
Repayment of bank loans	償還銀行貸款		(7,123)	–
Net cash used in financing activities	融資活動所用之現金淨額		(165,124)	(277,315)
Decrease in cash and cash equivalents	現金及現金等價物減少		(820,121)	(320,637)
Cash and cash equivalents as at 1 January	於一月一日之現金及現金等價物		1,494,759	1,795,744
Effect of foreign exchange rate changes	匯率變動影響		24,683	19,652
Cash and cash equivalents as at 31 December	於十二月三十一日之現金及現金等價物	30	699,321	1,494,759

The notes on pages 52 to 119 are an integral part of these consolidated financial statements.

第52至119頁之財務報表附註為本綜合財務報表之組成部份。

## 1 GENERAL INFORMATION

Daphne International Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacturing, distribution and retailing of footwear, apparel and accessories in Mainland China and export sales with major customers in the United States of America.

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of its registered office is Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) unless otherwise stated. These consolidated financial statements have been approved for issue by the Board on 25 March 2014.

## 2 PRINCIPAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

### (a) Basis of preparation

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of available-for-sale financial asset, financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss, which are carried at fair value.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

## 1 一般資料

達芙妮國際控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）於中國內地從事製造、分銷及零售鞋類產品、服飾及配件業務，及主要外銷至美國的客户。

本公司為於開曼群島註冊成立之有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處位於Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

除另有指明外，此綜合財務報表以港元列值。此綜合財務報表已於二零一四年三月二十五日經董事會批准刊行。

## 2 主要會計政策

編製此綜合財務報表時所採用之主要會計政策載於下文。除另有註明外，該等政策貫徹應用於全部列示之年份。

### (a) 編製基準

綜合財務報表乃按照香港會計師公會頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。綜合財務報表乃按歷史成本法編製，並就重估按公平值入賬的可出售金融資產及按公平價值計入損益之金融資產及金融負債（包括衍生金融工具）作出調整。

編製符合香港財務報告準則之財務報表需要運用若干關鍵會計估計。管理層亦須在應用本集團之會計政策時作出判斷。涉及高度判斷或複雜性之範疇，或對綜合財務報表屬重大假設及估計之範疇於附註4內披露。

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Basis of preparation (Continued)

(i) New standards, interpretations and amendments to standards effective and adopted by the Group in 2013

HKAS 1 (Amendment)	Presentation of Items of Other Comprehensive Income
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associates and Joint Ventures
HKFRS 1 (Amendment)	Government Loans
HKFRS 7 (Amendment)	Financial Instruments: Disclosure – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangements
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendment)	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
HKFRSs (Amendment)	Improvements to HKFRSs (2009-2011)
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine

HKFRS 10 was issued in May 2011 and replaces all guidance on control and consolidation in HKAS 27 “Consolidated and Separate Financial Statements” and HK(SIC) – Int 12 “Consolidation – Special Purpose Entities”.

Under HKFRS 10 “Consolidated Financial Statements” subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group has power over an entity, is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect these returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The Group has applied HKFRS 10 retrospectively in accordance with the transition provisions of HKFRS 10.

HKFRS 12, “Disclosures of Interests in Other Entities” includes the disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, structured entities and other off balance sheet vehicles.

2 主要會計政策 (續)

(a) 編製基準 (續)

(i) 於二零一三年生效及為本集團採納之新準則、詮釋及修訂

香港會計準則第1號(修訂本)	其他全面收益項目之呈列
香港會計準則第19號(二零一一年)	僱員福利
香港會計準則第27號(二零一一年)	獨立財務報表
香港會計準則第28號(二零一一年)	於聯營公司及合營企業之投資
香港財務報告準則第1號(修訂本)	政府貸款
香港財務報告準則第7號(修訂本)	金融工具：披露 – 抵銷金融資產及金融負債
香港財務報告準則第10號	綜合財務報表
香港財務報告準則第11號	聯合安排
香港財務報告準則第12號	披露於其他實體之權益
香港財務報告準則第13號	公平價值之計量
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號(修訂本)	綜合財務報表、聯合安排及披露於其他實體之權益：過渡指引
香港財務報告準則(修訂本)	香港財務報告準則之改進(二零零九年至二零一一年)
香港(國際財務報告詮釋委員會) – 詮釋第20號	露天礦場生產階段之剝採成本

香港財務報告準則第10號於二零一一年五月頒佈及取代香港會計準則第27號「綜合及獨立財務報表」及香港(常委詮釋委員會) – 詮釋第12號「綜合賬目 – 特別目的實體」內有關控制權及綜合賬目的所有指引。

根據香港財務報告準則第10號「綜合財務報表」，附屬公司為所有本集團有權控制之實體(包括結構性實體)。當本集團因其參與管理該實體而承擔變動的收益或有權擁有變動收益及透過其對該實體的控制權力而有能力影響該等收益時，本集團對該實體擁有控制權。附屬公司由其控制權轉讓予本集團之日起全面綜合入賬，並由該控制終止之日起終止綜合入賬。本集團根據香港財務報告準則第10號追溯應用香港財務報告準則。

香港財務報告準則第12號「披露於其他實體之權益」包括於其他實體的所有形式權益(包括合營安排、聯營公司、結構性實體及其他資產負債表外工具)的披露規定。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(a) Basis of preparation (Continued)

(i) New standards, interpretations and amendments to standards effective and adopted by the Group in 2013 (Continued)

Some stores in Mainland China are operated under franchise and other relevant contractual agreements with franchisees. Management has considered the nature of its relationship with these franchisees and also how the franchisees and the operation of the stores interact with the Group, e.g. financing reliance and business relationships, etc. and determined that the Group has the ability to direct these franchisees to act on the Group's behalf. Hence, the Group considered the decision-making rights over these stores and its indirect exposure, or rights, to variable returns in these stores through these franchisees together with its own and determined it has control over the operation of these stores.

In 2013, the Group also appointed a few limited liability companies to provide certain day-to-day operational and administrative services to some stores in Mainland China. Based on the contractual terms in the service agreements, management considered the Group has the power to direct the relevant activities of these companies and it has the ability to use its power over these companies to affect its exposure to returns.

Accordingly the financial position and operating results of these stores and these companies have been included in the Group's consolidated financial statements.

In the current year, the Group assessed that the adoption of HKFRS 10 and HKFRS 12 did not have any material impact on the consolidated balance sheet other than a reclassification, increasing both "other receivables, deposits and prepayments" and "other payables and accrued charges" by HK\$77,014,000 as at 31 December 2012 (1 January 2012: HK\$45,194,000). There was no effect on the consolidated income statement, the consolidated statement of comprehensive income, consolidated statement of cash flows and the earnings per share.

2 主要會計政策(續)

(a) 編製基準(續)

(i) 於二零一三年生效及為本集團採納之新準則、詮釋及修訂(續)

於中國內地的部份店舖乃按照特許經營及其他相關之約訂協議由特許經營商戶營運。管理層考慮本集團與該等特許經營商戶的關係性質，及特許經營商戶及店舖經營對本集團的相互影響如財政依靠、商業關係等，確定本集團具有能力支配該等特許經營商戶代其作為。因此，本集團認為其對該等店舖具有決定權，及對其擁有改變該等店舖之收益的間接影響或權利，認定對此等店舖營運具有控制權。

於二零一三年，本集團亦聘用一些有限責任公司對中國內地若干店舖提供若干日常經營及行政管理服務。根據服務協議內的合約條款，管理層認為，本集團擁有指示該等公司相關活動的權力及能夠利用其對該等公司的權力影響其對收益的承擔。

因此，該等店舖及公司之財務狀況及經營業績已納入本集團綜合財務報表。

於本年度，本集團評估採納香港財務報告準則第10號及香港財務報告準則第12號對綜合資產負債表並無任何重大影響，惟不包括於二零一二年十二月三十一日將「其他應收賬款、按金及預付賬款」及「其他應付賬款及應計費用」增加77,014,000港元(二零一二年一月一日：45,194,000港元)的重新分類。對綜合收益表、綜合全面收益表、綜合現金流量表及每股盈利並無影響。

2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

(a) Basis of preparation (Continued)

(i) New standards, interpretations and amendments to standards effective and adopted by the Group in 2013 (Continued)

There are no other new/amended HKFRSs that are effective for the current year that would have a significant impact on the results and financial position of the Group.

(ii) New standards, interpretation and amendments to standards that have been issued but are not yet effective  
The Group has not early adopted the following new standards, interpretation and amendments to standards that have been issued but not yet effective:

HKAS 19 (2011) (Amendment)	Defined Benefit Plans: Employee Contributions <sup>2</sup>
HKAS 32 (Amendment)	Presentation – Offsetting Financial Assets and Financial Liabilities <sup>1</sup>
HKAS 36 (Amendment)	Recoverable Amount Disclosures for Non-Financial Assets <sup>1</sup>
HKAS 39 (Amendment)	Novation of Derivatives and Continuation of Hedge Accounting <sup>1</sup>
HKFRS 9	Financial Instruments <sup>4</sup>
HKFRS 10, HKFRS 12 and HKAS 27 (2011) (Amendments)	Investment Entities <sup>1</sup>
HKFRS 14	Regulatory Deferral Accounts <sup>3</sup>
HKFRSs (Amendment)	Improvements to HKFRSs (2010-2012) <sup>2</sup>
HKFRSs (Amendment)	Improvements to HKFRSs (2011-2013) <sup>2</sup>
HK(IFRIC) – Int 21	Levies <sup>1</sup>

<sup>1</sup> Effective for accounting periods beginning on or after 1 January 2014  
<sup>2</sup> Effective for accounting periods beginning on or after 1 July 2014  
<sup>3</sup> Effective for accounting periods beginning on or after 1 January 2016  
<sup>4</sup> Effective date to be determined

The adoption of the above new/revised HKFRSs will not have a significant impact on the results and the financial position of the Group.

2 主要會計政策 (續)

(a) 編製基準 (續)

(i) 於二零一三年生效及為本集團採納之新準則、詮釋及修訂 (續)

並無將會對本集團之業績及財務狀況產生重大影響之於本年度生效的其他新訂／經修訂香港財務報告準則。

(ii) 已頒佈惟未生效之新訂準則、詮釋及其修訂

本集團並未提前採納下列已頒佈惟未生效之新訂準則、詮釋及其修訂：

香港會計準則第19號 (二零一一年) (修訂本)	香港會計準則第32號 (修訂本)	香港會計準則第36號 (修訂本)	香港會計準則第39號 (修訂本)	香港財務報告準則第9號	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號 (二零一一年) (修訂本)	香港財務報告準則第14號	香港財務報告準則 (修訂本)	香港財務報告準則 (修訂本)	香港 (國際財務報告詮釋委員會) – 詮釋第21號
界定期福利退休計劃：僱員供款 <sup>2</sup>	呈列 – 抵銷金融資產及金融負債 <sup>1</sup>	非金融資產之可收回金額披露 <sup>1</sup>	衍生工具更替及對沖會計法之延續 <sup>1</sup>	金融工具 <sup>4</sup>	投資實體 <sup>1</sup>	法定遞延項目 <sup>3</sup>	香港財務報告準則之改進 (二零一零年至二零一二年) <sup>2</sup>	香港財務報告準則之改進 (二零一一年至二零一三年) <sup>2</sup>	徵費 <sup>1</sup>

<sup>1</sup> 於二零一四年一月一日或之後開始之會計期間生效  
<sup>2</sup> 於二零一四年七月一日或之後開始之會計期間生效  
<sup>3</sup> 於二零一六年一月一日或之後開始之會計期間生效  
<sup>4</sup> 生效日期待定

採納上述新訂／經修訂香港財務報告準則將不會對本集團之業績及財務狀況造成重大影響。



2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(b) Consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries made up to 31 December.

(i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances, income and expenses on transactions between group companies are eliminated. Profits and losses resulting from inter-company transactions that are recognised in assets are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to former shareholders of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

2 主要會計政策(續)

(b) 綜合賬目

綜合財務報表包括本公司及其所有附屬公司截至十二月三十一日止之財務報表。

(i) 附屬公司

附屬公司為所有本集團有權控制之實體(包括結構性實體)。當本集團通過干預該實體以得到不同的回報,及通過對該實體的權力影響該等回報時,本集團則對該實體擁有控制權。

附屬公司由其控制權轉讓予本集團之日起全面綜合入賬,並由該控制權終止之日起終止綜合入賬。

集團內公司之間的交易、結餘、交易的收益及開支予以對銷。確認為資產的集團內公司之間交易所產生的盈利及虧損亦予以對銷。附屬公司的會計政策已按需要變更,以確保與本集團採用的政策符合一致。

本集團採用會計收購法計算業務合併。收購附屬公司的轉讓代價為所轉讓資產、對被收購方原股東所產生負債及本集團所發行股本權益的公平價值。所轉讓代價包括或然代價安排產生的任何資產或負債的公平價值。於業務合併時所收購的可辨別資產及所承擔的負債及或然負債,初步按收購日的公平價值計量。按逐項收購基準,本集團以公平價值或非控制性權益按比例應佔被收購方已確認可辨別資產淨值,確認被收購方非控制性權益。收購相關成本於產生時列為開支。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(b) Consolidation (Continued)

(i) Subsidiaries (Continued)

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interest over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the shareholders in their capacity as shareholders. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequent accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

(ii) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2 主要會計政策 (續)

(b) 綜合賬目 (續)

(i) 附屬公司 (續)

所轉讓代價及非控制性權益公平價值之總和超出所收購之可辨別資產淨值及所承擔負債的差額初步計量為商譽。倘該代價低於所收購附屬公司資產淨值之公平價值，則有關差額將於損益內確認。

與非控制性權益進行未導致喪失控制權的交易視為股本交易，即與以股東身份與股東進行的交易。所支付的任何代價的公平價值與所收購的附屬公司資產淨值賬面值的相關應佔部分的差額，於權益中入賬。向非控制性權益進行出售所產生的盈虧亦於權益入賬。

倘本集團不再擁有控制權，其於該實體之任何保留權益按其失去控制權日期的公平價值重新計量，而賬面值變動則於損益中確認。就列作聯營公司、合營企業或金融資產之保留權益之其後入賬，以公平價值作初始賬面值。此外，先前於其他全面收益內確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。這可能意味著先前在其他全面收益內確認之金額重新分類至損益。

(ii) 獨立財務報表

於附屬公司的投資乃以成本減減值的方法入賬。成本亦包括投資的直接應佔費用。附屬公司之業績由本公司按已收及應收股息入賬。

如股息超過股息宣派期間附屬公司全面收益總額或如於獨立財務報表之投資賬面值超過綜合財務報表內被投資方資產淨值(包括商譽)的賬面值，則須於收取該等投資股息時對附屬公司投資進行減值測試。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(b) Consolidation (Continued)

(iii) Associates and joint arrangements

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the income statement, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to 'share of profit of investments accounted for using equity method' in the income statement.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

2 主要會計政策(續)

(b) 綜合賬目(續)

(iii) 聯營公司及合營安排

聯營公司指本集團可對該公司行使重大影響力但並無控制權之公司，一般持有佔其投票權20%至50%之股權。於聯營公司之投資按權益會計法入賬。根據權益法，投資初步按成本值確認，賬面值將會增減以確認投資者在收購日期後佔被投資方損益的比例。本集團於聯營公司投資包括在收購時所識別的商譽。

倘於聯營公司之所有權權益減少，而重大影響力獲保留，則先前於其他全面收益內確認之金額僅有一定比例部分重新分類至損益(如適用)。

本集團應佔收購後盈利或虧損乃於收益表確認，而應佔收購後其他全面收益變動則於其他全面收益(連同對投資賬面值作出的相應調整)內確認。倘本集團應佔聯營公司之虧損相等於或超出其於該聯營公司之權益(包括任何其他無抵押應收賬款)，則本集團不會進一步確認虧損，除非本集團已代表該聯營公司承擔法定或推定責任或已替該聯營公司付款。

本集團於每個報告日釐定是否有任何客觀證據顯示於聯營公司之投資減值。如存在該情況，本集團將減值金額計算為聯營公司可收回金額與其賬面值的差額及在收益表內確認「使用權益法入賬的應佔投資盈利」相關金額。

因本集團與其聯營公司之間的上游及下游交易而產生的損益在本集團財務報表內確認，僅以非相關投資者於聯營公司的權益為限。未變現虧損予以撇除，除非該交易提供所轉讓資產減值的證據。聯營公司的會計政策在需要時已予變動，以確保與本集團採納政策的一致。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(b) Consolidation (Continued)

(iii) Associates and joint arrangements (Continued)

Gain or losses on dilution of equity interest in associates are recognised in the income statement.

Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Group has assessed the nature of its joint arrangements and determined them to be a joint venture. A joint venture is accounted for using the equity method.

Under the equity method of accounting, interests in a joint venture is initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

Unrealised gain on transactions between the Group and its joint venture is eliminated to the extent of the Group's interest in the joint venture. Unrealised loss is also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in HK\$, while the Company's functional currency is Renminbi ("RMB").

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2 主要會計政策 (續)

(b) 綜合賬目 (續)

(iii) 聯營公司及合營安排 (續)

聯營公司股權攤薄的收益或虧損於收益表內確認。

根據香港財務報告準則第11號，於合營安排之投資視乎各位投資者的合約權利及義務分類為合營業務或合營企業。本集團已評估合營安排的性質及將合營安排釐定為合營企業。合營企業使用權益法入賬。

根據會計權益法，於合營企業之權益初步按成本值確認及其後調整，以確認本集團應佔收購後損益及其他全面收益變動。當本集團應佔合營企業虧損等於或超過其於合營企業之權益 (包括實質上構成本集團於合營企業之投資淨額一部份的任何長期權益)，本集團並不進一步確認虧損，除非已產生責任或代表合營企業作出付款。

本集團與合營企業之間交易的未變現收益予以撇除，以本集團於合營企業權益為限。未變現虧損亦予撇除，除非該交易提供所轉讓資產減值之證據。

(c) 外幣換算

(i) 功能及呈報貨幣

本集團各實體之財務報表內包括之項目乃以有關實體業務所在主要經濟環境之貨幣 (「功能貨幣」) 計量。綜合財務報表以港元列值，而本公司之功能貨幣為人民幣 (「人民幣」)。

(ii) 交易及結餘

外幣交易乃以交易或估值 (如項目重新計量) 日期之匯率換算為功能貨幣。結算該等交易及按年結日之匯率換算以外幣計值之貨幣資產及負債產生之匯兌收益及虧損會於收益表確認。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(c) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

Exchange differences arising from foreign operations may be reclassified subsequently to profit or loss while exchange differences arising from non foreign operations are not reclassified subsequently to profit or loss.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (“CODM”). The CODM who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions.

2 主要會計政策(續)

(c) 外幣換算(續)

(iii) 集團公司

功能貨幣有別於呈報貨幣之所有集團內部實體(並不涉及嚴重通脹經濟體系之貨幣)之業績及財務狀況會按以下方式換算為呈報貨幣:

- 各資產負債表所呈報資產及負債按該資產負債表日期之收市匯率換算;
- 各收益表內之收入及開支按平均匯率換算(除非該項平均值並非交易日匯率累計影響的合理概約值,在該情況下收益及開支按於各交易日期之匯率換算);及
- 所有由此產生之匯兌差額於其他全面收益內確認。

由海外業務產生之匯兌差額可能隨後被重新分類之損益,而由非海外業務產生之匯兌差額則不會隨後被重新分類至損益。

收購海外實體產生之商譽及公平價值調整均列作該海外實體之資產及負債,並按收市匯率換算。所產生之貨幣換算差額於其他全面收益內確認。

(d) 分部報告

經營分部之申報方式與向主要經營決策者(「主要經營決策者」)提供之內部報告一致。本公司執行董事已獲辨識為負責分配資源及評估經營分部業績的主要經營決策者,並作出策略性決定。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(e) Intangible assets

(i) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(ii) License rights

Separately acquired license rights are stated at historical cost. License rights acquired in a business combination are recognised at fair value at the acquisition date. License rights which have a finite useful life are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is calculated using the straight-line method to allocate the cost of license rights over their estimated useful lives of between 5 to 30 years.

(iii) Trademarks

Separately acquired trademarks are stated at historical cost. Trademarks acquired in a business combination are recognised initially at fair value at the acquisition date and subsequently carried at the amount initially recognised less accumulated amortisation and accumulated impairment losses, if any. Amortisation of trademarks that have definite useful lives is calculated using the straight-line method to allocate the costs of acquired trademarks over their estimated useful lives of 20 years.

2 主要會計政策 (續)

(e) 無形資產

(i) 商譽

商譽因收購附屬公司、聯營公司及合營企業而產生及指所轉讓代價超過本集團於被收購方可識別資產、負債及或然負債淨額之權益之公平價值淨額及被收購方非控制性權益之公平價值的差額。

就減值測試而言，於業務合併中收購的商譽分配至每個現金產生單位（「現金產生單位」）或預期受益於合併協同效益的現金產生單位組別。被分配商譽的各個單位或單位組別指實體內最低層面，當中商譽監控為內部管理目的。商譽按營運分部層面予以監控。

如有事件或情況變動顯示潛在減值，則每年或更多頻次審閱商譽減值。商譽之賬面值與可收回金額進行比較，可收回金額為使用價值及公平價值減出售成本兩者之較高者。任何減值即時確認為一項開支及其後不予撥回。

(ii) 特許使用權

單獨收購的特許使用權按歷史成本列賬。業務合併中收購的特許使用權按收購日的公平價值確認。擁有有限可使用年期的特許使用權按成本減累計攤銷及累計減值虧損（如有）列賬。攤銷使用直線法計算，於特許使用權5至30年內估計可使用年期攤分特許使用權的成本。

(iii) 商標

單獨收購的商標按歷史成本列賬。於企業合併時所收購的商標最初按於收購日的公平價值列值，其後按其初始列值數額扣除累計攤銷及累計減值虧損（如有）列值。有特定使用年限的商標的攤銷以直線法計算，於20年的估計可使用年期內攤分已收購商標的成本。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(f) Land use rights

Land use rights are stated at cost less accumulated amortisation and accumulated impairment losses, if any. Cost represents consideration paid for the rights to use the land on which various plants and buildings are situated for periods of between 10 to 50 years. Amortisation of land use rights is calculated on a straight-line basis over the period of the rights.

(g) Property, plant and equipment

Property, plant and equipment other than construction-in-progress are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged in the consolidated income statement during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values, where appropriate, over their estimated useful lives, as follows:

Buildings	20 to 50 years
Leasehold improvements	1 to 3 years
Plant and machinery, furniture, fixtures and equipment and motor vehicles	5 years

Construction-in-progress represents buildings, plant and machinery under construction and pending installation and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction of buildings and the costs of plant and machinery. No depreciation is charged on construction-in-progress until such time as the relevant assets are completed and are ready for intended use. When the assets concerned are brought to use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy stated above.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2(h)).

2 主要會計政策(續)

(f) 土地使用權

土地使用權按成本值減累計攤銷及累計減值虧損(如有)列賬。成本值指就廠房及樓宇所在地之土地使用權而已支付之代價,而有關於土地使用權為期10至50年。攤銷土地使用權乃於使用權期間以直線法計算。

(g) 物業、廠房及設備

在建工程以外物業、廠房及設備按歷史成本值減累計折舊及累計減值虧損(如有)列賬。歷史成本值包括收購有關項目之直接應佔開支。

本集團僅於資產未來可能產生之經濟利益將流入本集團以及能可靠計量該項目成本時,將其後成本列入資產賬面值或確認為獨立資產(視情況而定)。更換部分之賬面值會解除確認。所有於財政期間產生之其他維修及保養費用在綜合收益表列支。

物業、廠房及設備之折舊按其估計可使用年期以直線法將成本分攤至其剩餘價值計算如下:

樓宇	20至50年
租賃物業裝修	1至3年
廠房及機器、 傢俱、固定裝置 及設備及汽車	5年

在建工程指興建中及有待安裝之樓宇、廠房及機器,乃按成本值減累計減值虧損(如有)列賬。成本值包括樓宇之建造成本及廠房及機器之成本。於有關資產完工及可作擬定用途前,不會就在建工程作出折舊。當有關資產可予使用時,成本值將根據上述政策轉撥為物業、廠房及設備及計提折舊。

於各個結算日,本集團會檢討資產之剩餘價值及可使用年期,並作出適當調整。倘資產之賬面值超過其估計可收回金額,則即時撇減其賬面值至其可收回金額(附註2(h))。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(g) Property, plant and equipment (Continued)

Gains or losses on disposals of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant assets and are recognised in the consolidated income statement.

(h) Impairment of non-financial assets

Assets that have an indefinite useful life or are not yet ready for use are not subject to amortisation and are tested annually for impairment. Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each balance sheet date.

(i) Financial assets  
Classification

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of the Group's financial assets at initial recognition.

(i) Financial assets at fair value through profit of loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets if expected to be settled within 12 months; otherwise, they are classified as non-current.

2 主要會計政策 (續)

(g) 物業、廠房及設備 (續)

出售物業、廠房及設備之收益或虧損為出售收款淨額與有關資產賬面值之差額，並會於綜合收益表內確認。

(h) 非金融資產減值

具無限可用年期或尚未可供使用之資產毋須攤銷，惟每年進行一次減值測試。資產於出現顯示可能無法收回賬面值之事件或狀況變動時進行檢討。倘資產賬面值超出其可收回金額，則會按該款額確認減值虧損。可收回金額為資產公平價值減出售成本及使用價值 (以較高者為準)。評估減值時，資產乃按可個別識別現金流量 (現金產生單位) 之最低層次組合。已出現減值之非金融資產 (除商譽外) 於各結算日檢討是否可能撥回減值。

(i) 金融資產  
分類

本集團將其金融資產分類為：按公平價值計入損益之金融資產、貸款及應收賬款，以及可出售金融資產。分類視乎購入金融資產之目的而定。管理層於初步確認時釐定本集團金融資產之分類。

(i) 按公平價值計入損益之金融資產

按公平價值計入損益之金融資產為持作買賣金融資產。倘收購旨在於短期內出售，則分類為此金融資產類別。除非指定作對沖用途，否則衍生工具分類為持作買賣類別。如預期於12個月內結清，屬於此類別之資產分類為流動資產；否則分類為非流動資產。



2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(i) Financial assets (Continued)

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables comprise trade receivables and other receivables (Note 2(l)), entrusted loans, structured bank deposits, pledged bank deposits and cash and cash equivalents (Note 2(m)) in the balance sheets.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

**Recognition and measurement**

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the consolidated income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the consolidated income statement within 'Other (losses)/gains – net' in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

2 主要會計政策(續)

(i) 金融資產(續)

(ii) 貸款及應收賬款

貸款及應收賬款為並無於活躍市場掛牌而有固定或可釐定款額之非衍生金融資產。貸款及應收賬款計入流動資產，惟到期日為結算日起計超過12個月分類為非流動資產的除外。貸款及應收賬款包括資產負債表之貿易應收賬款及其他應收賬款(附註2(l))、委託貸款、銀行結構存款、已抵押銀行存款及現金及現金等價物(附註2(m))。

(iii) 可出售金融資產

可出售金融資產為指定列入此類別或並無分類為任何其他類別之非衍生工具。除非管理層有意於結算日起計12個月內出售投資，否則可出售金融資產計入非流動資產。

**確認及計量**

金融資產之常規買賣於買賣日期確認，買賣日期即本集團承諾買賣資產之日期。按公平價值計入損益之金融資產初步按公平價值確認，而交易成本則於綜合收益表支銷。自投資收取現金流量之權利屆滿或轉讓，且本集團已轉讓所有權絕大部分風險及回報時，將會解除確認金融資產。可出售金融資產及按公平價值計入損益之金融資產其後按公平價值列賬。貸款及應收賬款其後以實際利率法按攤銷成本列賬。

由被分類為按公平價值計入損益之金融資產之公平價值變動而產生之收益或虧損，均於產生期間在綜合收益表列作其他(虧損)/收益-淨額。按公平價值計入損益之金融資產之股息收入於確立本集團收取款項之權利時，在綜合收益表確認為其他收入之一部分。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(i) Financial assets (Continued)

Recognition and measurement (Continued)

Changes in the fair value of monetary and non-monetary securities classified as available for sale are recognised in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the consolidated income statement as gains and losses from available-for-sale financial assets.

Interest on available-for-sale securities calculated using the effective interest method is recognised in the consolidated income statement as part of other income. Dividends on available-for-sale equity instruments are recognised in the consolidated income statement as part of other income when the Group's right to receive payments is established.

The Group assesses at the end of each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

For loans and receivables, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

2 主要會計政策(續)

(i) 金融資產(續)

確認及計量(續)

分類為可出售的貨幣及非貨幣證券的公平價值變動於其他全面收益內確認。

當分類為可出售的證券出售或減值時，在權益內確認的累計公平價值調整作為可出售金融資產的損益列入綜合收益表內。

使用實際利息法計算的可出售證券權益作為其他收益的一部份在綜合收益表內確認。可出售股本工具之股息於確立本集團收取款項之權利時，在綜合收益表確認為其他收入之一部分。

本集團於每個結算日末評估有否客觀證據顯示金融資產或金融資產組別已減值。僅因初步確認資產後發生的一個或多個事件(「虧損事件」)而存在減值客觀證據時及該虧損事件對金融資產或金融資產組別可靠估計未來現金流量產生影響下，則金融資產或金融資產組別予以減值及並產生減值虧損。

減值證據可能包括顯示債務人或一組債務人發生重大財務困難、違約或拖欠利息或本金，極有可能進入破產或其他財務重組，及可觀察數據顯示估計未來現金流量有可計量的減值，如與違約相關的拖欠情況或經濟狀況變動。

就貸款及應收賬款而言，虧損金額計量為資產賬面值與按金融資產的原有實際利率折現的估計未來現金流量(不包括尚未發生未來信貸虧損)之現值之間的差額。資產賬面值予以減少及虧損金額在綜合收益表內確認。如貸款為可變利率，計量任何減值虧損的折現率為根據合約釐定的即期實際利率。作為實際權宜之計，本集團可按工具基於用可觀察市場價格的公平價計量減值。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(i) Financial assets (Continued)

Recognition and measurement (Continued)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in profit or loss. Impairment losses recognised in the consolidated income statement on equity instruments are not reversed through the consolidated income statement.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(j) Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value. The method of recognising the resulting gains or losses depends on whether the derivative is designated and qualified as a hedging instrument, and if so, the nature of the item being hedged. Since the derivative financial instrument entered into by the Group does not qualify for hedge accounting, changes in fair value of the derivative financial instrument is recognised immediately in the income statement within other losses, net.

(k) Inventories

Inventories comprise raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value. Cost, calculated on the weighted average basis, comprises materials, direct labour, other direct costs and related production overheads (based on normal operating capacity) and excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business less applicable variable selling expenses.

2 主要會計政策(續)

(i) 金融資產(續)

確認及計量(續)

如於其後期間減值虧損金額減少及該項減少乃客觀上與確認減值後發生的事件(如債務人信貸評級提高)有關,則在綜合收益表內確認先前已確認減值虧損的撥回。

就分類為可出售之股本投資而言,若證券之公平價值大幅或長期降至低於其成本值,則顯示資產有減值跡象。倘可出售金融資產出現任何該等跡象,累計虧損(按收購成本與現行公平價值之差額減早前於綜合收益表確認之金融資產任何減值虧損計量)自權益中剔除及於綜合收益表確認。於綜合收益表確認之股本工具減值虧損,不會透過綜合收益表回撥。

抵銷金融工具

倘有抵銷已確認金額的可依法強制執行權利,且有意按淨額基準結算或變現資產並同時結算負債時,則金融資產與負債將相互抵銷,淨額於資產負債表內呈報。

(j) 衍生金融工具

衍生工具於訂立衍生工具合約日期初步按公平價值確認及其後按公平價值重新計量。確認因此而產生之收益或虧損的方法取決於衍生工具是否被指定為對沖工具及符合對沖工具資格,如真是如此,則取決於所對沖項目的性質。由於本集團訂立的衍生金融工具並不符合對沖會計,衍生金融工具公平價值變動隨即在收益表確認為其他虧損(淨額)。

(k) 存貨

存貨包括原材料、在製品及製成品,按成本值或可變現淨值兩者之較低者入賬。成本值按加權平均法計算,包括物料成本、直接工資、其他直接成本及有關生產之經常開支(根據一般營運能力),惟不包括借貸成本。可變現淨值按日常業務之估計售價減適用之不定額銷售開支釐定。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(l) Receivables

Receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The amount of the loss upon provision made is recognised in the income statement. When a receivable is proven uncollectible, it is written off against the provision for impairment of receivables. Subsequent recoveries of amounts previously written off are credited to the income statement. If collection of receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

(m) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks with original maturities of three months or less.

(n) Share capital

Ordinary shares are classified as equity. Incremental costs, net of tax, directly attributable to the issue of new shares or options are shown in equity as a deduction from the proceeds.

(o) Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(p) Borrowings and borrowing costs

(i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

2 主要會計政策 (續)

(l) 應收賬款

應收賬款初步按公平價值確認，其後以實際利率法按攤銷成本，扣除減值撥備計算。應收賬款乃於有客觀憑證證明本集團將無法根據應收賬款原訂條款收回所有到期款項時，確立減值撥備。撥備款額乃資產賬面值與按原有實際利率貼現之估計未來現金流量現值之差額。虧損撥備金額於收益表確認。當應收賬款被證實為不可收回時，將在應收賬款減值撥備中予以撇銷。倘日後收回過往所撇銷之金額，將把有關金額計入收益表。如應收賬款預期於一年內(或如較長時間，在業務正常營運期內)收回，應收賬款分類為流動資產。否則，應收賬款列為非流動資產。

(m) 現金及現金等價物

現金及現金等價物包括手頭現金、原訂於三個月或以內到期之銀行活期存款。

(n) 股本

普通股分類為權益。發行新股份或購股權所增加之直接成本(扣除稅項)於權益中列為所得款項之扣減項目。

(o) 貿易應付賬款

貿易應付賬款首先按公平價值確認，其後以實際利率法按攤銷成本計量。

(p) 借貸及借貸成本

(i) 借貸

借貸初步以公平價值確認(扣除所產生交易成本)。借貸其後以攤銷成本列賬；收款(扣除交易成本)與贖回價值之間之差額，乃以實際利率法於借貸期間在綜合收益表確認。

借貸歸類為流動負債，除非本集團有無條件權利將債項還款期延長至結算日起計最少12個月後則除外。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(p) Borrowings and borrowing costs (Continued)

(ii) Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are charged to the income statement in the period in which they are incurred.

(q) Convertible bonds

Convertible bonds that can be converted to equity share capital at the option of the holders and where the number of shares that would be issued on conversion and the value of the consideration that would be received do not vary, are accounted for as compound financial instruments which contain both a liability and an equity component.

At initial recognition, the liability component of the convertible bonds is determined using a market interest rate for an equivalent non-convertible bond. The remainder of the proceeds is allocated to the conversion option as equity component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost, calculated using the effective interest method, until extinguished on conversion or maturity. The equity component is recognised in equity, net of any tax effects.

When the bond is converted, the relevant equity component and the carrying amount of the liability component at the time of conversion are transferred to share capital and share premium for the shares issued. When the bond is redeemed, the relevant equity component is transferred to retained profits.

(r) Current and deferred income taxes

The income tax expense for the year comprises current and deferred tax. Income tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity respectively.

2 主要會計政策 (續)

(p) 借貸及借貸成本 (續)

(ii) 借貸成本

直接歸屬於收購、建設或生產合資格資產 (即必須佔用大量時間以準備就緒以供擬定使用或出售之資產) 的一般及特定借貸成本將加到該等資產的成本之上, 直至該等資產已大致準備就緒, 以供擬定使用或出售。所有其他借貸成本在產生期間在收益表內列支。

(q) 可換股債券

可換股債券可按持有人選擇兌換為權益股本, 在兌換時將發行之股份數目及將收取之代價價值不會改變, 並列作包含負債及權益部份之複合金融工具入賬。

於首次確認時, 可換股債券之負債部份按相等之不可換股債券的市場息率釐定。所得款項餘額分配至兌換選擇權並作為權益部份。有關發行複合金融工具之交易成本按所得款項之比例分配至負債及權益部份。

負債部份其後按攤銷成本列賬, 並以實際利率法計算, 直至獲兌換或到限期時為止。權益部份於扣除任何稅項影響後於權益確認。

當債券獲兌換時, 有關權益部份以及於兌換時負債部份之賬面值轉入所發行股份之股本及股份溢價。當債券獲贖回時, 有關權益部份轉入保留盈利。

(r) 即期及遞延所得稅

本年度所得稅開支包括即期及遞延稅項。所得稅於收益表確認, 除於其他全面收益或直接於權益確認之項目相關。在該情況下, 稅項於其他全面收益或直接於權益中確認。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(r) Current and deferred income taxes (Continued)

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the places where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference not recognised.

2 主要會計政策 (續)

(r) 即期及遞延所得稅 (續)

(i) 即期所得稅

即期所得稅開支按本集團經營所在及產生應課稅收入之地方於結算日已實施或大致上實施之稅法計算。管理層定期評估就適用稅項法規有待詮釋的情況的稅項申報情況，並在適當情況下按預期將支付予稅務機構的款額為基準確定撥備。

(ii) 遞延所得稅

內部差額

遞延所得稅乃就資產與負債之稅基及其於綜合財務報表中之賬面值兩者之暫時差額，以負債法確認。然而，如在初步確認商譽時產生的遞延所得稅負債，不予確認；倘遞延所得稅乃產生自於(業務合併除外)初步確認資產或負債之交易，而交易當時並無影響會計或應課稅盈利或虧損，則不會列賬。遞延所得稅乃以於結算日已實施或大致上實施之稅率及法例釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時適用。

遞延所得稅資產按可能出現可用作抵銷暫時差額之日後應課稅盈利之程度來確認。

外部差額

本集團就於附屬公司、聯營公司及合營安排之投資所產生之應課稅暫時差額作出遞延所得稅負債撥備，除非本集團可控制撥回暫時差額之時間，且暫時差額不大可能於可預見將來撥回之遞延所得稅負債則屬例外。一般而言，本集團無法控制聯營公司暫時差額之撥回。僅當訂有協議讓本集團有能力控制未被確認的暫時差額之撥回。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(r) Current and deferred income taxes (Continued)

(ii) Deferred income tax (Continued)

Outside basis differences (Continued)

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(s) Employee benefits

(i) Pension obligations

The Group participates in various defined contribution retirement schemes which are established by governments or separately administered funds. A defined contribution plan is a pension plan under which the Group pays fixed contributions to separately administered funds on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Group's contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(ii) Bonus plans

The Group recognises a liability and an expense for bonuses with reference to a number of factors including the Group's operating results, individual and market performance and directors' discretion. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2 主要會計政策(續)

(r) 即期及遞延所得稅(續)

(ii) 遞延所得稅(續)

外部差額(續)

遞延所得稅資產確認因於附屬公司、聯營公司及合營安排之投資產生之可扣減暫時差額，僅以暫時差額極有可能於未來撥回及有充足的應課稅盈利可供用作對沖可利用的暫時差額為限。

(s) 僱員福利

(i) 退休金責任

本集團參與由政府或獨立管理基金成立的多項定額供款退休計劃。定額供款計劃為本集團按強制、合約或自願方式向獨立管理基金作出定額供款之退休金計劃。如基金並無足夠資產支付所有僱員於本期間及過往期間提供服務而享有之有關僱員服務福利，本集團亦無法定或推定責任支付進一步供款。於到期支付時，本集團供款確認為僱員福利開支及以可全數取得供款前已退出該計劃之僱員供款扣減。預付供款確認為資產，惟以現金退款或日後付款扣減為限。

(ii) 花紅計劃

本集團參考多項因素就花紅確認負債及開支，包括本集團之經營業績、個人及市場表現及董事之酌情決定。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(s) Employee benefits (Continued)

(iii) Share-based compensation

The Group operates two equity-settled, share-based compensation plans under which the Group receive services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, including any market performance conditions and excluding the impacts of any non-market service and performance vesting conditions (for example, profitability, sales growth targets and retaining an employee of the Group over a specified period) as well as any non-vesting conditions (for example, the requirement for employees to save). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. The total amount expensed is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest based on non-marketing vesting conditions. It recognises the impact of the revision of original estimates, if any, in the consolidated income statement with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award.

If an equity award is cancelled by forfeiture, when the vesting conditions (other than market conditions) have not been met, any expense not yet recognised for that award, as at the date of forfeiture, is treated as if it had never been recognised. At the same time, any expense previously recognised on such cancelled equity awards are reversed from the accounts effective as at the date of forfeiture.

2 主要會計政策 (續)

(s) 僱員福利 (續)

(iii) 以股份為基礎之補償

本集團推行兩項以權益結算以股份為基礎之補償計劃，據此，僱員向本集團提供服務以作為獲授本集團股本工具（購股權）之代價。授出購股權而取得僱員服務之公平價值乃確認為開支。於歸屬期內列作開支之總金額乃參照已授出購股權之公平價值釐定，包括任何市場表現狀況及不包括任何非市場服務及表現歸屬條件（例如盈利能力、銷售增長目標及於指定年限留聘本集團之僱員）以及任何不歸屬條件（例如要求僱員保存）之影響。非市場歸屬條件包括在預期可予歸屬之購股權數目之假設。支銷總金額於歸屬期間內確認，即達成所有規定歸屬條件之期間。於各結算日，公司會根據非市場歸屬條件修訂可予歸屬之購股權數目之估計，並於綜合收益表確認修訂原來估計數字（如有）之影響，以及對權益作相應調整。

當購股權獲行使時，已收之收款扣除任何直接應佔交易成本，乃計入股本（面值）及股份溢價中。

如註銷股本結算獎勵，該項獎勵視為猶如已於註銷日期歸屬，並隨即確認該獎勵尚未確認的任何開支。然而，如新的獎勵取代已註銷獎勵並於授出日期被指定為替代獎勵，已註銷及新獎勵視為猶如原有獎勵的修訂。

如以沒收方式註銷股本獎勵，當並未達成歸屬條件（市場條件除外），該項獎勵於沒收日期尚未確認的任何開支視為猶如從未確認。同時，就該項已註銷股本獎勵於先前確認的任何開支從於沒收日期生效的賬目撥回。



2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(s) Employee benefits (Continued)

(iii) Share-based compensation (Continued)

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(iv) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(v) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(t) Provisions and contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of economic resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions for restructuring comprise lease termination penalties, employee termination payments and anticipated loss on disposal of relevant assets. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow of economic resources will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligations using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2 主要會計政策(續)

(s) 僱員福利(續)

(iii) 以股份為基礎之補償(續)

未行使購股權的攤薄影響(如有)反映為計算每股盈利的額外股份攤薄。

(iv) 辭退福利

當本集團在正常退休日期前終止僱傭，或當僱員接納自願冗員裁減以換取該等利益時產生應付辭退福利。本集團於下列日期(以較早者為準)確認終止利益：(a)當本集團不再撤回該等利益之要約；及(b)當實體確認屬於香港會計準則第37號範圍之內涉及支付辭退福利之重組成本。如屬鼓勵自願冗員裁減而作出之要約，根據預期接納要約的僱員人數計算辭退福利。在報告期結束後十二個月以後到期的福利折現至現值。

(v) 僱員假期權利

僱員享有年假的權利在該等假期向僱員累算時確認。就僱員於直至結算日提供的服務而就年假的估計負債作出撥備。

直至放取假期時才確認僱員享有病假及產假的權利。

(t) 撥備及或然負債

倘本集團因過往事件而須承擔現有法定或推定責任，而履行該責任時有可能涉及經濟資源流失，並能可靠地衡量涉及金額，則確認有關撥備。重組撥備包括租賃終止罰款、僱員離職付款及出售相關資產之預期虧損。不會就未來經營虧損確認撥備。

倘有多項類似責任，於釐定履行有關責任而引致經濟資源流出之可能性時，會整體考慮該等責任類別。即使同一責任類別所包含任何一個項目之資源流出之可能性極低，仍須確認撥備。

撥備乃按履行該責任預計所需開支以除稅前貼現率計算之現值計量，有關貼現率反映當時市場對貨幣時間值及該責任特定風險之評估。因時間流逝而增加之撥備確認為利息支出。

2 PRINCIPAL ACCOUNTING POLICIES  
(CONTINUED)

(u) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of the Group's activities. Revenue is shown net of applicable value-added tax, returns, rebates and discounts, and after eliminating sales within the Group.

Revenue is recognised when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Group and when specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sales have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customers, the type of transactions and specifics of each arrangement.

(i) Sales of goods

Revenue from sales of goods manufactured or traded is recognised on the transfer of significant risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and title has passed.

(ii) Government incentives

Government incentives are recognised where there is reasonable assurance that the incentives will be received and all attaching conditions will be complied with.

(iii) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

(iv) Franchise and royalty income

Franchise and royalty income is recognised on an accruals basis in accordance with the substance of the relevant agreements.

(v) Rental income

Rental income under operating leases is recognised on a straight-line basis over the leases periods.

(vi) Dividend income

Dividend income is recognised when the right to receive payment is established.

2 主要會計政策(續)

(u) 收入確認

收入包括本集團在日常業務過程中銷售產品所得收入之已收或應收代價之公平價值。所示收入已扣除適用增值稅、退貨、回扣及折扣，並已撇銷本集團內部銷售。

當未來經濟利益可能流入本集團及當已達成下文所述本集團各項活動的特定標準，而收入金額能可靠地計量，則確認收入。在所有銷售有關的或然事項已經得到解決後，收入金額方才視為能可靠計量。本集團根據歷史業務進行其估計，並考慮客戶類型、交易類型及各項安排的特色。

(i) 貨品銷售

銷售生產或貿易之貨品之收入是於擁有權之大部分風險與回報轉移時確認，一般為貨品送抵客戶及所有權轉移時同步發生。

(ii) 政府補貼

政府補貼於合理保證將可收取補貼及所有隨附條件均獲遵守之情況下確認。

(iii) 利息收入

利息收入以實際利率法按時間比例確認。倘一筆應收賬款出現減值，本集團會將賬面值減至其按有關金融工具原有實際利率貼現之估計未來現金流量而設定之可收回款額，並繼續解除貼現作為利息收入。已減值貸款之利息收入採用原有實際利率確認。

(iv) 專營權及特許權收入

專營權及特許權收入根據有關協議規定按累算基準確認。

(v) 租金收入

經營租賃租金收入於租賃期內按直線法確認。

(vi) 股息收入

股息收入於收取股息之權利確立時確認。

## 2 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

### (v) Operating leases

Leases where substantially all the risks and rewards of ownership of assets remain with the lessor are accounted for as operating leases. Payments made under operating leases (net of any incentives received from the lessor), including upfront payment made for leasehold land use rights, are charged to the income statement on a straight-line basis over the lease periods.

### (w) Dividend distribution

Dividend distribution to the shareholders of the Company is recognised as a liability in the Company's and the Group's financial statements in the period in which the dividends are approved by the Board and the shareholders of the Company, where appropriate.

## 3 FINANCIAL RISK MANAGEMENT

### (a) Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, cash flow and fair value interest rate risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The use of financial derivatives to manage certain risk exposures is approved by the Board.

#### (i) Foreign exchange risk

The Group mainly operates in China with transactions primarily settled in RMB, HK\$ and United States dollars (USD). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the Group's entities to which they relate. The Group is exposed to foreign exchange risk from various currencies, primarily with respect to HK\$ and USD.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and has entered in a forward foreign exchange contract to hedge the foreign exchange risk arisen from bank loan.

As at 31 December 2013, if the RMB had strengthened/weakened by 5% against the HK\$ or the USD with all other variables held constant, the profit for the year would have decreased/increased by approximately HK\$270,000 (2012: HK\$2,787,000) as a result of the translation of HK\$ and USD denominated receivables, cash and bank balances and payables.

## 2 主要會計政策(續)

### (v) 經營租賃

凡有關資產擁有權之絕大部分風險及回報由出租公司保留之租賃均以經營租賃方式入賬。經營租賃之付款減任何自出租公司獲取之優惠(包括就租賃土地使用權支付之首期款項)在租賃期內以直線法在收益表中支銷。

### (w) 股息分派

向本公司股東分派之股息乃於董事會及本公司股東(如適用)批准股息之期間內在本公司及本集團財務報表確認為負債。

## 3 財務風險管理

### (a) 財務風險因素

本集團業務面對多項財務風險：外匯風險、現金流量及公平價值利率風險、信貸風險及流動資金風險。本集團之整體風險管理計劃針對金融市場之難以預測性，並尋求減低對本集團財務表現構成之潛在不利影響。使用金融衍生工具管理若干風險已獲董事會批准。

#### (i) 外匯風險

本集團主要於中國營運，交易主要以人民幣、港元及美元結算。外匯風險來自未來商業交易及以本集團實體相關功能貨幣以外之貨幣計值之已確認資產與負債。本集團承擔來自多個貨幣(主要為港元及美元)的外匯風險。

本集團透過定期審閱本集團之外匯風險淨額，管理本集團之外匯風險，並訂立遠期外匯合約對沖銀行貸款所產生的外匯風險。

於二零一三年十二月三十一日，倘人民幣兌港元及美元升值／減值5%，在所有其他可變動因素維持不變下，由於換算港元及美元計值應收賬款、現金及銀行結餘及應付賬款，年內盈利將減少／增加約270,000港元(二零一二年：2,787,000港元)。

3 FINANCIAL RISK MANAGEMENT  
(CONTINUED)

(a) Financial risk factors (Continued)

(ii) Cash flow and fair value interest rate risk

The Group is exposed to cash flow interest rate risk mainly arising from bank deposits bearing interest at floating rates. The Group is exposed to fair value interest rate risk arising from entrusted loans, short-term bank loan and convertible bonds bearing interest at fixed rates. Management intend to draw short-term bank loans as to increase flexibility in financing. The Group will review whether bank loans bearing fixed or floating rates should be drawn from time to time with reference to the trend of changes in interest rates. The Group did not enter into any interest rate swaps to hedge its exposure to interest rate risks.

As at 31 December 2013, if the interest rates had increased/decreased by 100 basis points with all other variables held constant, the profit for the year would have increased/decreased by approximately HK\$13,744,000 (2012: HK\$14,875,000).

(iii) Credit risk

The Group has no significant concentration of credit risk. The carrying amounts of trade receivables, entrusted loans, other receivables, rental deposits and bank deposits stated in the consolidated balance sheet represent the Group's maximum exposure to credit risk in relation to its financial assets.

The majority of the Group's trade and other receivables arose from credit sales to trading customers. The Group has policies in place to evaluate and monitor the credit terms and payment history of its customers to ensure recoverability of trade debts. The Group also reviews the balance of trade receivables at each balance sheet date to ensure that adequate provision for uncollectible receivables is made.

Entrusted loans are made to major external suppliers whom the Group has trade payables ought to settle. The Group closely monitors the repayment of the entrusted loans which are all due within 90 days. The Group does not expect any loss incurred from uncollectible entrusted loans.

Rental deposits are mainly placed with various landlords in Mainland China, Taiwan and Hong Kong and are due to refund upon the expiry of the tenancy agreements and handover of the leased premises. During the year, the Group did not experience significant defaults by the landlords.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 現金流量及公平價值利率風險

本集團所承擔之現金流量利率風險主要來自按浮動利率計息之銀行存款。本集團所承擔之公平價值利率風險乃來自按固定利率計息之委託貸款、短期銀行貸款及可換股債券。管理層擬提取短期銀行貸款以增加資金之靈活性。本集團將不時參考利率變動趨勢以檢討應提取按固定利率或浮動利率計息之銀行貸款。本集團並無訂立任何利率掉期以對沖所承擔之利率風險。

於二零一三年十二月三十一日，倘利率增加／減少100基點，而所有其他可變動因素維持不變，年內盈利將增加／減少約13,744,000港元（二零一二年：14,875,000港元）。

(iii) 信貸風險

本集團並無高度集中之信貸風險。本集團有關其金融資產之最大信貸風險反映於綜合資產負債表所載貿易應收賬款、委託貸款、其他應收賬款、租金按金及銀行存款之賬面值。

本集團大部分貿易應收賬款及其他應收賬款來自貿易客戶之信貸銷售。本集團已有政策評估及監控客戶之信貸期及付款記錄，以確保收回貿易應收賬款。本集團亦於各結算日審視貿易應收賬款之結餘，確保就未能收回之應收款項作出充足撥備。

委託貸款向與本集團有應結算的貿易應付賬款的外部供應商作出。本集團密切監控在90日內全部到期的委託貸款的償還。本集團並不預期不可收回委託貸款所產生的任何虧損。

租金按金主要給予中國內地、台灣及香港之多名業主，並於租賃協議屆滿及交還租賃物業時可予退還。年內，本集團並無遭遇重大業主違約事件。

3 FINANCIAL RISK MANAGEMENT  
(CONTINUED)

(a) Financial risk factors (Continued)

(iii) Credit risk (Continued)

As at 31 December 2013 and 31 December 2012, substantially all the Group's bank deposits, including structured deposits, pledged deposits, bank deposits with maturity over three months and cash and cash equivalents, are placed with registered financial institutions located in Mainland China and Hong Kong which are of acceptable credit quality based on management's assessment. The Group has a policy to limit the credit exposure to any financial institution and management does not expect any significant loss arising from non-performance of these counterparties.

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities.

Management monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs while maintaining sufficient headroom on its undrawn committed borrowing facilities. As at 31 December 2013, the Group had unutilised banking facilities of HK\$63,592,000 (2012: HK\$146,580,000)

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

3 財務風險管理(續)

(a) 財務風險因素(續)

(iii) 信貸風險(續)

於二零一三年十二月三十一日及二零一二年十二月三十一日，本集團絕大部份銀行存款，包括銀行結構存款、已抵押存款、存款期超過三個月之銀行存款及現金及現金等價物乃存放於中國內地及香港之註冊金融機構，而根據管理層之評估，該等機構之信貸質素屬可接納。本集團有政策限制其承受任何金融機構之信貸風險，管理層並不預期會承擔該等交易對手不履約所產生的任何損失。

(iv) 流動資金風險

審慎流動資金風險管理表示透過足夠數量的已承擔信貸融資維持足夠的現金及資金備用。

管理層監察本集團流動資金要求的循環預測，以保證本集團在就其未提取的已承擔借款融資維持足夠空間的同時，擁有足夠現金應付營運需要。於二零一三年十二月三十一日，本集團之未動用銀行融資為63,592,000港元(二零一二年：146,580,000港元)。

下表根據於結算日至合約到期日之剩餘期間將本集團金融負債分析為相關到期組別。該表披露之金額乃合約非貼現現金流量。

3 FINANCIAL RISK MANAGEMENT  
(CONTINUED)

(a) Financial risk factors (Continued)  
(iv) Liquidity risk (Continued)

		Group 本集團		
		Within 1 year 一年內 HK\$' 000 千港元	Between 1 and 5 years 一至五年 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
At 31 December 2013	於二零一三年 十二月三十一日			
Trade payables	貿易應付賬款	1,126,304	–	1,126,304
Other payables	其他應付賬款	544,373	–	544,373
Bank loan – unsecured	銀行貸款 – 無抵押	117,000	–	117,000
Convertible bonds	可換股債券	703,670	–	703,670
Derivative financial instrument	衍生金融工具	118,315	–	118,315
Interest on bank loan	銀行貸款利息	1,201	–	1,201
Interest on convertible bonds	可換股債券利息	20,890	–	20,890
		<b>2,631,753</b>	<b>–</b>	<b>2,631,753</b>
At 31 December 2012 (Restated)	於二零一二年 十二月三十一日 (重列)			
Trade payables	貿易應付賬款	865,951	–	865,951
Other payables	其他應付賬款	542,490	–	542,490
Bank loan – unsecured	銀行貸款 – 無抵押	7,268	–	7,268
License fee payables	應付特許使用權費	4,643	–	4,643
Convertible bonds	可換股債券	–	683,650	683,650
Interest on convertible bonds	可換股債券利息	32,046	9,614	41,660
Other non-current liability	其他非流動負債	–	90	90
		1,452,398	693,354	2,145,752

		Company 本公司		
		Within 1 year 一年內 HK\$' 000 千港元	Between 1 and 5 years 一至五年 HK\$' 000 千港元	Total 總計 HK\$' 000 千港元
At 31 December 2013	於二零一三年 十二月三十一日			
Other payables	其他應付賬款	11,706	–	11,706
Bank loan – unsecured	銀行貸款 – 無抵押	117,000	–	117,000
Convertible bonds	可換股債券	703,670	–	703,670
Derivative financial instrument	衍生金融工具	118,315	–	118,315
Interest on bank loan	銀行貸款利息	1,201	–	1,201
Interest on convertible bonds	可換股債券利息	20,890	–	20,890
		<b>972,782</b>	<b>–</b>	<b>972,782</b>
At 31 December 2012	於二零一二年 十二月三十一日			
Other payables	其他應付賬款	20,221	–	20,221
Convertible bonds	可換股債券	–	683,650	683,650
Interest on convertible bonds	可換股債券利息	32,046	9,614	41,660
		52,267	693,264	745,531

3 FINANCIAL RISK MANAGEMENT  
(CONTINUED)

(a) Financial risk factors (Continued)

(iv) Liquidity risk (Continued)

As at 31 December 2013, the Company provides certain corporate guarantees to support banking facilities of HK\$59,770,000 (2012: HK\$146,580,000) granted to certain of its subsidiaries.

(b) Fair value estimation of financial instruments

Financial instruments carried at fair value are measured according to the levels of the fair value hierarchy defined as follows:

- (i) Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- (ii) Level 2 – Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- (iii) Level 3 – Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The Group does not have any financial instruments that are traded in active markets.

At 31 December 2013, the Group's derivative financial instrument was measured by level 2 of fair value hierarchy (2012: Nil).

There were no transfers between all levels during the year.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

At 31 December 2013 and 31 December 2012, the Group's available-for-sale financial asset was measured by level 3 of the fair value measurement hierarchy. There is no change in the carrying value of the instrument during the year ended 31 December 2013.

The fair value of available-for-sale financial asset is determined by using various valuation techniques. The Group uses its judgement to select a variety of methods such as discounted cash flow and fair value of net assets attributable to the Group. The assumptions adopted on projected cash flows are based on financial information available and management's best estimates.

3 財務風險管理(續)

(a) 財務風險因素(續)

(iv) 流動資金風險(續)

於二零一三年十二月三十一日，本公司提供若干公司擔保，以支援向若干附屬公司授出59,770,000港元(二零一二年：146,580,000港元)之銀行融資。

(b) 金融工具之公平價值估計

按公平價值列賬之金融工具乃根據以下界定之公平價值層級計量：

- (i) 第一層—相同資產或負債於活躍市場的報價(未作調整)；
- (ii) 第二層—為第一層報價以外，其他直接(即價格)或間接(即從價格推衍)可觀察的有關資產或負債的資料；及
- (iii) 第三層—並非根據可觀察的市場數據的資產或負債的資料(即無法觀察的資料)。

本集團並無在交投活躍市場買賣的任何金融工具。

於二零一三年十二月三十一日，本集團衍生金融工具按公平價值層級第二層計量，(二零一二年：無)。

年內，所有層級之間概無轉移。

倘金融工具(例如場外交易衍生工具)之市場並不活躍，本集團以估值方法確定公平價值，該等估值方法盡量採用市場數據及盡可能減少依賴個別實體而定之估計。如公平價值所需的所有重大數據為可觀察的，該工具納入第二層。

於二零一三年十二月三十一日及二零一二年十二月三十一日，本集團可出售金融資產乃按第三層公平價值計量層級計量。於截至二零一三年十二月三十一日止年度，該工具之賬面值並無變動。

可出售金融資產之公平價值以各種估值技巧釐定。本集團以其判斷選擇各種方法(例如折現現金流模式及本集團應佔資產淨值之公平價值)。就預期現金流所採納之假設乃基於可查閱已有財務資料及管理層之最佳估計而得出。

### 3 FINANCIAL RISK MANAGEMENT (CONTINUED)

#### (c) Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern as well as maximising returns for shareholders and benefits for other stakeholders.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, obtain new bank borrowings or issue new shares.

The Group monitors capital using a net gearing ratio, which is net debt (being total of a bank loan and convertible bonds, less total of bank deposits and cash and cash equivalents) divided by equity attributable to owners of the Company. As at 31 December 2013, the Group has a net cash position and the aggregate balances of bank deposits and cash and cash equivalents exceeded the aggregate balances of a bank loan and convertible bonds by approximately HK\$568,224,000 (2012: HK\$847,753,000).

### 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### (a) Depreciation and amortisation

Management determines the estimated useful lives and related depreciation/amortisation charges for the Group's property, plant and equipment and intangible assets with reference to the estimated periods that the Group intends to derive future economic benefits from the use of these assets. Management will revise the depreciation/amortisation charges where useful lives are different to that of previously estimated, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation/amortisation expense in future periods.

### 3 財務風險管理 (續)

#### (c) 資本風險管理

本集團資本管理之主要目標為保障本集團之持續經營能力及盡量提高股東回報及其他持份者之利益。

本集團管理其資本架構，並就經濟狀況變動作出調整。本集團可能調整向股東派發之股息、取得新銀行借貸或發行新股份以維持或調整資本結構。

本集團採用淨負債比率(即淨債務(銀行貸款及可換股債券總額減銀行存款總額及現金及現金等價物)除以本公司擁有人應佔權益)監察資本。於二零一三年十二月三十一日，本集團擁有淨現金及銀行存款及現金及現金等價物之總結餘超過銀行貸款及可換股債券總結餘約568,224,000港元(二零一二年：847,753,000港元)。

### 4 重要會計估計及判斷

本集團基於過往經驗及其他因素，包括經考慮有關情況後合理預期日後將發生之事件，持續評估估計及判斷。

本集團會對未來作出估計及假設。誠如其界定涵義，所產生之會計估計甚少與有關之實際結果相同。有重大風險會對下個財政年度之資產及負債之賬面值造成大幅調整之估計及假設論述如下。

#### (a) 折舊及攤銷

管理層就本集團透過使用物業、廠房及設備及無形資產，而於將來獲得的經濟利益之估計期間，釐定其估計可使用年期及有關折舊／攤銷費用。管理層將於可使用年期有別於過往估計情況下修訂折舊／攤銷費用，或將會撇除或撇減已棄置或出售之技術上陳舊或非策略資產。實際經濟年期或會不同於估計可使用年期。定期審閱會使折舊年期出現變動，因而使未來期間之折舊／攤銷開支出現變動。



4 CRITICAL ACCOUNTING ESTIMATES  
AND JUDGEMENTS (CONTINUED)

(b) Impairment of non-financial assets

The Group tests annually whether goodwill has suffered any impairment. Other non-financial assets including property, plant and equipment, leasehold land and land use rights and other intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgments and estimates.

(c) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and historical experience of manufacturing and selling products of similar nature. It could change significantly as a result of changes in economic conditions in places where the Group operates and changes in customer taste and competitor actions in response to changes in industry conditions. Management reassesses these estimates at each balance sheet date.

(d) Income tax

The Group is subject to income taxes in several jurisdictions. Judgment is required in determining the provision for income taxes. There are transactions and calculations during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax provisions in the period in which such determination is made.

Deferred income tax assets relating to temporary differences and tax losses are recognised when management considers it is probable that future taxable profits will be available against the temporary differences or tax losses can be utilised. Deferred income tax liabilities on temporary differences relating to undistributed profits of the Group's subsidiaries in Mainland China are recognised to the extent that profits are expected to be distributed as the Company controls and pre-determines the dividend policy of these subsidiaries and management expects it is probable that profits will be partly retained and not distributed from these subsidiaries to their foreign holding companies in the foreseeable future. Management reassesses its expectation at each balance sheet date.

4 重要會計估計及判斷(續)

(b) 非金融資產減值

本集團每年測試商譽是否有任何減值。其他非金融資產包括物業、廠房及設備、租賃土地及土地使用權及其他無形資產，在有事項或事態變化顯示未能收回賬面值時進行覆檢。可收回金額乃按使用價值計算或公平價值減出售成本。該等計算需要應用判斷及估計。

(c) 存貨之可變現淨值

存貨之可變現淨值乃於日常業務過程中之估計售價減估計出售開支。此等估計乃根據現時市況及製造及出售性質類似產品之過往經驗而作出，可能會因本集團經營地點之經濟狀況轉變及因客戶品味改變及競爭對手就行業情況轉變所作出之行動而有重大變化。管理層於各結算日重新評估有關估計。

(d) 所得稅

本集團須繳納數個司法權區之所得稅，決定所得稅撥備時須作出判斷。日常業務中有多項無法確定最終稅項之交易及計算。倘最終稅務結果與初步記錄款額有別，差額將影響作出確定期間之即期及遞延所得稅撥備。

倘管理層預期可能出現日後應課稅盈利而須動用暫時差額或稅項虧損，即會確認與暫時差額及稅項虧損相關之遞延所得稅資產。本集團並已就中國內地附屬公司之未分派盈利，在將於可見未來分派盈利之情況下，確認暫時差額之遞延所得稅負債，因本公司可控制及預先制定該等附屬公司之股息政策，管理層預期該等附屬公司在可見未來將保留部分盈利，而非向其海外控股公司分派盈利。管理層於各結算日重新評定其預期。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(e) Consolidation of some stores operating under franchise arrangement and some limited liability companies in Mainland China

Some stores in Mainland China are operated under franchise and other relevant contractual agreements with franchisees. Management has considered the nature of its relationship with these franchisees and also how the franchisees and the operation of the stores interact with the Group, e.g. financing reliance and business relationships, etc. and determined that the Group has the ability to direct these franchisees to act on the Group's behalf. Hence, the Group considered the decision-making rights over these stores and its indirect exposure, or rights, to variable returns in these stores through these franchisees together with its own and determined it has control over the operation of these stores.

In 2013, the Group also appointed a few limited liability companies to provide certain day-to-day operational and administrative services to some stores in Mainland China. Based on the contractual terms in the service agreements, management considered the Group has the power to direct the relevant activities of these companies and it has the ability to use its power over these companies to affect its exposure to returns.

5 SEGMENT INFORMATION

The Group is principally engaged in the manufacturing, distribution and retailing of footwear, apparel and accessories.

The chief operating decision-maker ("CODM") has been identified as the executive directors. CODM assesses the performance of the business from a business unit perspective, i.e. core brands business, other brands business and manufacturing business, and allocate resources accordingly.

CODM assesses the performance of the operating segments based on a measure of segment results before finance costs, amortisation and impairment of intangible assets, and unallocated corporate income and expenses. Certain corporate overhead expenses, including management fee, rental and utilities were reallocated among individual segments based on estimated consumption.

Revenue from external customers is arrived at after elimination of inter-segment revenue. Inter-segment revenue is charged in accordance with terms as determined and agreed mutually by relevant parties. Revenue from external customers of core brands business and other brands business is mainly derived from Mainland China, Taiwan and Hong Kong and revenue from external customers of manufacturing business is mainly derived from the US. None of the customers accounted for 10% or more of the total turnover of the Group for each of the two years ended 31 December 2013.

The Group's non-current assets, excluding deferred income tax assets, are mainly located in Mainland China.

4 重要會計估計及判斷(續)

(e) 於中國內地根據專營權安排經營之若干店舖及若干有限責任公司的綜合入賬

於中國內地的部份店舖乃按照特許經營及其他相關之約訂協議由特許經營商戶營運。管理層考慮本集團與該等特許經營商戶的關係性質，及特許經營商戶及店舖經營對本集團的相互影響如財政依靠、商業關係等，確定本集團具有能力支配該等特許經營商戶代其作為。因此，本集團認為其對該等店舖具有決定權，及對其擁有改變該等店舖之收益的間接影響或權利，認定對此等店舖營運具有控制權。

於二零一三年，本集團亦聘用一些有限責任公司對中國內地若干店舖提供若干日常經營及行政管理服務。根據服務協議內的合約條款，管理層認為，本集團擁有指示該等公司相關活動的權力及能夠利用其對該等公司的權力影響其對收益的承擔。

5 分部資料

本集團主要從事製造、分銷及零售鞋類產品、服飾及配件業務。

已認定執行董事為主要經營決策者(「主要經營決策者」)。主要經營決策者已按業務分部，即核心品牌業務、其他品牌業務及製造業務評核業務表現，並將資源作相應分配。

主要經營決策者根據分部業績(未計入財務費用、無形資產攤銷及減值及未分配企業收入及開支)之計量，評核經營分部之業務表現。若干企業經常開支(包括管理費、租金及水電開支)乃根據估計使用量於各分部間重新分配。

對外客戶收益乃於抵銷分部間收益後達成。分部間之收益乃按經雙方釐定及同意之條款支取。核心品牌業務及其他品牌業務之對外客戶收益主要來自中國內地、台灣及香港，而製造業務之對外客戶收益主要來自美國。於截至二零一三年十二月三十一日止兩個年度各年，概無客戶佔本集團總營業額10%或以上。

本集團之非流動資產(遞延所得稅資產除外)主要位於中國內地。

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 5 SEGMENT INFORMATION (CONTINUED)

## 5 分部資料(續)

Year ended 31 December 2013  
截至二零一三年十二月三十一日止年度

		Core brands business 核心品牌業務 HK\$' 000 千港元	Other brands business 其他品牌業務 HK\$' 000 千港元	Manufacturing business 製造業務 HK\$' 000 千港元	Inter-segment elimination 分部間對銷 HK\$' 000 千港元	Group 本集團 HK\$' 000 千港元
<i>Financial information reviewed by the CODM 經主要經營決策者審閱之財務資料：</i>						
Revenue from external customers	對外客戶收益	9,431,154	731,821	283,565	-	10,446,540
Inter-segment revenue	分部間收益	130,152	-	948,263	(1,078,415)	-
Total segment revenue	總分部收益	9,561,306	731,821	1,231,828	(1,078,415)	10,446,540
Segment results	分部業績	616,219	(86,095)	17,916	5,744	553,784
Amortisation of intangible assets	無形資產攤銷					(6,650)
Impairment of intangible assets	無形資產減值					(27,767)
Corporate income	企業收入					10,152
Corporate expenses	企業開支					(9,367)
Operating profit	經營盈利					520,152
Finance costs	財務成本					(52,567)
Share of loss of associates and a joint venture	應佔聯營公司及一間合營企業之虧損					(3,154)
Profit before income tax	除所得稅前盈利					464,431
Income tax expense	所得稅開支					(130,097)
Profit for the year	年內盈利					334,334
<i>Other information 其他資料：</i>						
Amortisation of intangible assets	無形資產攤銷	-	6,650	-	-	6,650
Impairment of intangible assets	無形資產減值	-	27,767	-	-	27,767
Amortisation of land use rights	土地使用權攤銷	958	-	1,002	-	1,960
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	271,256	13,010	20,072	-	304,338
Capital expenditure	資本開支	311,536	15,483	17,192	-	344,211

5 SEGMENT INFORMATION (CONTINUED) 5 分部資料(續)

As at 31 December 2013  
於二零一三年十二月三十一日

		Core brands business 核心品牌業務 HK\$'000 千港元	Other brands business 其他品牌業務 HK\$'000 千港元	Manufacturing business 製造業務 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Segment assets	分部資產	6,510,821	654,739	412,175	7,577,735
Goodwill	商譽	15,079	-	-	15,079
Other intangible assets	其他無形資產	-	69,791	-	69,791
		6,525,900	724,530	412,175	7,662,605
Interests in associates	於聯營公司之權益				7,683
Interest in a joint venture	於一間合營企業之權益				46
Available-for-sale financial asset	可出售金融資產				374
Deferred income tax assets	遞延所得稅資產				151,248
Corporate assets	企業資產				360
Total assets	總資產				7,822,316
Segment liabilities	分部負債	1,344,152	81,562	291,983	1,717,697
Deferred income tax liabilities	遞延所得稅負債				24,470
Convertible bonds	可換股債券				689,178
Corporate liabilities	企業負債				141,142
Total liabilities	總負債				2,572,487

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 5 SEGMENT INFORMATION (CONTINUED)

## 5 分部資料(續)

Year ended 31 December 2012  
截至二零一二年十二月三十一日止年度

		Core brands business 核心品牌業務 HK\$' 000 千港元	Other brands business 其他品牌業務 HK\$' 000 千港元	Manufacturing business 製造業務 HK\$' 000 千港元	Inter-segment elimination 分部間對銷 HK\$' 000 千港元	Group 本集團 HK\$' 000 千港元
<i>Financial information reviewed by the CODM 經主要經營決策者審閱之財務資料：</i>						
Revenue from external customers	對外客戶收益	9,508,496	690,940	329,664	-	10,529,100
Inter-segment revenue	分部間收益	83,400	-	1,069,419	(1,152,819)	-
Total segment revenue	總分部收益	9,591,896	690,940	1,399,083	(1,152,819)	10,529,100
Segment results	分部業績	1,475,728	(127,555)	98,121	5,080	1,451,374
Amortisation of intangible assets	無形資產攤銷					(6,764)
Impairment of an intangible asset	無形資產減值					(7,000)
Corporate income	企業收入					61
Corporate expenses	企業開支					(72,771)
Operating profit	經營盈利					1,364,900
Finance costs	財務成本					(49,436)
Share of loss of associates	應佔聯營公司虧損					(8,150)
Profit before income tax	除所得稅前盈利					1,307,314
Income tax expense	所得稅開支					(332,551)
Profit for the year	年內盈利					974,763
<i>Other information 其他資料：</i>						
Amortisation of intangible assets	無形資產攤銷	-	6,764	-	-	6,764
Impairment of an intangible asset	一無形資產之減值	-	7,000	-	-	7,000
Amortisation of land use rights	土地使用權攤銷	602	-	1,085	-	1,687
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	220,058	14,332	17,819	-	252,209
Capital expenditure	資本開支	448,302	49,532	23,175	-	521,009

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 5 SEGMENT INFORMATION (CONTINUED) 5 分部資料(續)

		(Restated) (重列)			
		As at 31 December 2012 於二零一二年十二月三十一日			
		Core brands business 核心品牌業務 HK\$' 000 千港元	Other brands business 其他品牌業務 HK\$' 000 千港元	Manufacturing business 製造業務 HK\$' 000 千港元	Group 本集團 HK\$' 000 千港元
Segment assets	分部資產	5,736,724	714,598	581,180	7,032,502
Goodwill	商譽	15,079	984	-	16,063
Other intangible assets	其他無形資產	-	99,389	-	99,389
		5,751,803	814,971	581,180	7,147,954
Interests in associates	於聯營公司之權益				11,055
Available-for-sale financial asset	可出售金融資產				624
Deferred income tax assets	遞延所得稅資產				111,491
Corporate assets	企業資產				325
Total assets	總資產				7,271,449
Segment liabilities	分部負債	1,202,159	83,971	272,596	1,558,726
Deferred income tax liabilities	遞延所得稅負債				16,048
Convertible bonds	可換股債券				639,738
Corporate liabilities	企業負債				20,341
Total liabilities	總負債				2,234,853

## 6 OTHER INCOME

## 6 其他收入

		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Government subsidies	政府補貼	37,192	49,895
Interest income	利息收入	33,374	43,047
Franchise and royalty income	特許權及專營權收入	7,260	6,248
Gross rental income	租金收入總額	1,553	1,503
Dividend income from an available-for-sale financial asset	來自一可出售金融資產之 股息收入	18	61
Others	其他	15,134	9,319
		94,531	110,073

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 7 OTHER LOSSES – NET

## 7 其他虧損－淨額

		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Impairment of intangible assets	無形資產減值	(27,767)	(7,000)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(42,985)	(17,398)
Loss on termination of a license right	終止特許使用權之虧損	-	(1,789)
Net exchange gain	匯兌收益淨額	13,811	6,401
Unrealised fair value loss on a derivative financial instrument	衍生金融工具之未變現公平價值虧損	(1,315)	-
		<b>(58,256)</b>	<b>(19,786)</b>

## 8 OPERATING PROFIT

## 8 經營盈利

Operating profit is stated after charging/(crediting) the following:

經營盈利已經扣除／(計入)下列各項：

		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Amortisation of land use rights	土地使用權攤銷	1,960	1,687
Amortisation of license rights	特許使用權攤銷	2,704	2,906
Amortisation of trademarks	商標攤銷	3,946	3,858
Auditors' remuneration	核數師酬金	5,785	6,117
Cost of inventories sold including provision for slow-moving inventories of HK\$244,523,000 (2012: HK\$56,835,000)	售出存貨成本，包括滯銷存貨撥備244,523,000港元(二零一二年：56,835,000港元)	3,993,691	3,773,128
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	304,338	252,209
Employee benefits expense (Note 14)	僱員福利開支(附註14)	1,477,488	1,389,068
Net (written back)/provision for impairment of trade receivables	貿易應收賬款減值(撥回)／撥備淨額	(437)	1,672
Operating lease rentals (including concessionaire fees) in respect of land and buildings	土地及樓宇之經營租賃租金(包括商場特許銷售費)	2,554,537	2,263,358

## 9 FINANCE COSTS

## 9 財務成本

		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Interest on convertible bonds	可換股債券利息	51,934	48,425
Interest relating to license fee payables	應付特許使用權費利息	430	765
Interest on bank loans	銀行貸款利息	203	200
Others	其他	-	46
		<b>52,567</b>	<b>49,436</b>

10 INCOME TAX EXPENSE

10 所得稅開支

		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Current tax	即期稅項	146,356	340,299
Under/(over) provision in prior years	過往年度撥備不足／(超額撥備)	12,122	(229)
Deferred tax (Note 38)	遞延稅項(附註38)	(28,381)	(7,519)
		<b>130,097</b>	<b>332,551</b>

The income tax on the Group's profit before income tax differs from the theoretical amount that would arise using the applicable domestic tax rates of the Group entities as follows:

本集團有關除所得稅前盈利之所得稅與假若採用本集團實體之適用當地稅率而計算之理論稅項之差額如下：

		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Profit before income tax	除所得稅前盈利	464,431	1,307,314
Add: share of loss of associates	加：應佔聯營公司虧損	3,154	8,150
		<b>467,585</b>	<b>1,315,464</b>
Income tax calculated at domestic tax rates applicable to profits in the respective places	按有關地區所產生盈利適用之當地稅率計算之所得稅	107,784	271,477
Tax concessions	稅項減免	-	(83)
Deferred tax assets previously not recognised	過往未確認之遞延稅項資產	-	(2,348)
Income not subject to tax	毋須繳稅收入	(45,080)	(9,020)
Expenses not deductible for tax purposes	不可扣稅開支	27,365	43,470
Tax losses for which no deferred tax assets recognised	未確認遞延稅項資產之稅項虧損	2,262	335
Utilisation of previously unrecognised tax losses	動用過往未確認之稅項虧損	(19)	(761)
Under/(over) provision in prior years	過往年度撥備不足／(超額撥備)	12,122	(229)
Derecognition of previously recognised deferred income tax assets	終止確認過往已確認之遞延所得稅資產	117	1,018
Withholding taxes on royalties, management fee and profits appropriated by subsidiaries in Mainland China	專營權費、管理費及中國內地附屬公司分派盈利之預扣稅	25,546	28,692
Income tax expense	所得稅開支	<b>130,097</b>	<b>332,551</b>



**10 INCOME TAX EXPENSE (CONTINUED)**

The weighted average domestic tax rate is 23% (2012: 21%).

No provision for Hong Kong profits tax has been made in the financial statements as the Group does not have any assessable profit arising in Hong Kong during the two years ended 31 December 2013.

Provision for China corporate income tax is calculated based on the statutory tax rate of 25% (2012: 25%) on the assessable income of each of the Group's entities except that a subsidiary of the Company operating in Mainland China was entitled to a 50% reduction in corporate income tax during the year ended 31 December 2012 and corporate income tax was calculated using the applicable preferential income tax rate granted to the subsidiary.

Income tax on overseas (other than Hong Kong and Mainland China) profits has been calculated on the estimated assessable profits for the year at the applicable rates of income tax prevailing in the places where the Group operates.

Pursuant to the China corporate income tax laws, 10% withholding tax is levied on all foreign investors, except that only 5% is levied for foreign investors which are incorporated in Hong Kong, in respect of dividend distributions arising from a foreign investment enterprise's profit earned after 31 December 2007.

Pursuant to the China corporate income tax laws, withholding tax at a reduced rate of 7% (2012: 7%) by treaty is applied to the Group's entities incorporated in Hong Kong for royalties received or receivable. Withholding tax of 5% (2012: 5%) is applied to management fee received or receivable from a Group's entity with tax jurisdiction in Mainland China.

**11 PROFIT ATTRIBUTABLE TO OWNERS OF  
THE COMPANY**

The profit attributable to owners of the Company is dealt with in the financial statements of the Company to the extent of HK\$245,736,000 (2012: HK\$281,319,000).

**10 所得稅開支(續)**

加權平均地方稅率為23% (二零一二年：21%)。

由於本集團於截至二零一三年十二月三十一日止之兩個年度內並無於香港產生任何應課稅盈利，故財務報表內並無就香港利得稅作出撥備。

中國企業所得稅乃就本集團旗下各實體的應課稅收入按法定稅率25% (二零一二年：25%) 計算撥備。本公司其中一間於國內營運之附屬公司除外，於二零一二年十二月三十一日止年度該附屬公司享有企業所得稅50%扣減，而企業所得稅乃按給予該附屬公司之適用所得稅優惠稅率計算。

海外(香港及中國內地以外地區)盈利之所得稅乃就本年度之估計應課稅盈利按本集團經營所在地之現行適用所得稅稅率計算。

根據中國企業所得稅法，所有海外投資者須就外資企業於二零零七年十二月三十一日後所賺取盈利之股息分派，繳納10%之預扣稅，惟於香港註冊成立之海外投資者則僅須繳納5%之預扣稅。

根據中國企業所得稅法，本集團於香港註冊成立之實體，須就已收或應收專營權費按經條約寬減之7% (二零一二年：7%) 稅率繳納預扣稅。而就來自本集團於中國內地徵稅司法權區實體之已收或應收管理費用則須繳納5% (二零一二年：5%) 之預扣稅。

**11 本公司擁有人應佔盈利**

於本公司財務報表內處理之本公司擁有人應佔盈利為245,736,000港元 (二零一二年：281,319,000港元)。

12 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company of HK\$329,144,000 (2012: HK\$955,673,000) by the weighted average number of 1,648,973,617 (2012: 1,645,685,226) ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing the adjusted profit attributable to owners of the Company of HK\$329,144,000 (2012: HK\$1,004,098,000) by the adjusted weighted average of 1,693,557,106 (2012: 1,896,601,345) ordinary shares, after taking into consideration of the exercise of share options and warrants (2012: the conversion of convertible bonds and exercise of share options and warrants).

12 每股盈利

每股基本盈利乃根據本公司擁有人應佔本集團盈利329,144,000港元(二零一二年: 955,673,000港元)及年內已發行普通股加權平均數1,648,973,617股(二零一二年: 1,645,685,226股)計算。

每股攤薄盈利乃經計及行使購股權及認股權證(二零一二年: 兌換可換股債券及行使購股權及認股權證)後,以經調整本公司擁有人應佔盈利329,144,000港元(二零一二年: 1,004,098,000港元)除以經調整之加權平均普通股1,693,557,106股(二零一二年: 1,896,601,345股)計算。

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Profit attributable to owners of the Company	本公司擁有人應佔盈利	329,144	955,673
Interest on convertible bonds	可換股債券之利息	-	48,425
Adjusted profit attributable to owners of the Company	經調整本公司擁有人應佔盈利	329,144	1,004,098
		2013 二零一三年 Number of shares 股份數目	2012 二零一二年 Number of shares 股份數目
Weighted average number of ordinary shares in issue	已發行普通股加權平均數目	1,648,973,617	1,645,685,226
Effect of conversion of convertible bonds	兌換可換股債券之影響	-	178,510,572
Effect of exercise of share options	行使購股權之影響	4,193,459	16,967,862
Effect of exercise of warrants	行使認股權證之影響	40,390,030	55,437,685
Weighted average number of ordinary shares adjusted for effect of dilution	就攤薄影響而調整之普通股加權平均數	1,693,557,106	1,896,601,345

For the year ended 31 December 2013, 7,100,000 (2012: 3,300,000) share options outstanding at year end, or lapsed or exercised during the year are anti-dilutive and are ignored in the calculation of diluted earnings per share since the exercise price of the share options was higher than the average market price during the year.

For the year ended 31 December 2013, convertible bonds are anti-dilutive (2012: dilutive) and are ignored in the calculation of diluted earnings per share.

截至二零一三年十二月三十一日止年度,由於購股權的行使價較該年內之平均市價為高,因此於計算每股攤薄盈利時,並無將7,100,000份(二零一二年: 3,300,000份)於年底未行使或於年內已失效或已行使之具反攤薄作用之購股權計算在內。

截至二零一三年十二月三十一日止年度,可換股債券具反攤薄作用(二零一二年: 具攤薄作用),因此於計算每股攤薄盈利時並無計算在內。

13 DIVIDENDS

13 股息

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Interim dividend, paid, of HK6.0 cents (2012: HK9.0 cents) per ordinary share	已付中期股息每股普通股6.0港仙 (二零一二年：9.0港仙)	98,949	148,263
Final dividend, proposed, of HK2.0 cents (2012: HK9.0 cents) per ordinary share	擬派末期股息每股普通股2.0港仙 (二零一二年：9.0港仙)	32,983	148,387
		<b>131,932</b>	<b>296,650</b>

At a meeting held on 25 March 2014, the Board proposed a final dividend of HK2.0 cents per share in respect of the year ended 31 December 2013 to be approved by the shareholders at the forthcoming annual general meeting. The proposed dividend is not reflected as a dividend payable in these financial statements.

於二零一四年三月二十五日舉行之會議上，董事會建議就截至二零一三年十二月三十一日止年度派發末期股息每股2.0港仙，將於應屆股東週年大會上向股東提呈批准。此建議股息於財務報表內並不列作應派股息。

14 EMPLOYEE BENEFITS EXPENSE

14 僱員福利開支

Employee benefits expense, including directors' emoluments, represents:

僱員福利開支(包括董事酬金)指：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Wages, salaries, allowances and bonuses	工資、薪金、津貼及花紅	1,383,658	1,268,639
Defined contribution pension costs (Note (a))	定額供款退休金成本(附註(a))	90,162	84,256
Share-based payment expense	以股份為基礎之付款開支	3,668	36,173
		<b>1,477,488</b>	<b>1,389,068</b>

14 EMPLOYEE BENEFITS EXPENSE  
(CONTINUED)

(a) Defined contribution pension costs

During the year, no unvested benefits were utilised by the Group to reduce the level of contributions (2012: Nil). As at 31 December 2013 and 31 December 2012, no unvested benefits are available to be utilised in future years.

(b) Emoluments of directors and chief executive officer

The remuneration of each director and the chief executive officer (“CEO”) of the Company for the year ended 31 December is set out below:

14 僱員福利開支(續)

(a) 定額供款退休金成本

年內，本集團並未使用任何未歸屬利益減低供款水平(二零一二年：無)。於二零一三年十二月三十一日及二零一二年十二月三十一日，概無未歸屬利益可於未來數年內使用。

(b) 董事及行政總裁酬金

截至十二月三十一日止年度，本公司各董事及行政總裁(「行政總裁」)之酬金如下：

		Fees	Salaries	Defined contribution pension costs	Discretionary bonuses	(Reversal)/ charge of share-based payment expense	Total
		袍金	薪金	定額供款退休金成本	酌情花紅	以股份為基礎之付款開支(撥回)/計入	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
						(Note)	
						(附註)	
2013	二零一三年						
Name of director	董事姓名						
Mr. Chen Ying-Chieh (CEO)	陳英杰先生(行政總裁)	-	4,971	15	8,706	(2,768)	10,924
Mr. Chang Chih-Chiao	張智喬先生	-	1,563	-	2,747	(508)	3,802
Mr. Chang Chih-Kai	張智凱先生	-	1,563	-	2,747	(600)	3,710
Mr. Chen Tommy Yi-Hsun	陳怡勳先生	-	1,562	11	4,622	1,276	7,471
Mr. Huang Shun-Tsai	黃順財先生	150	-	-	-	-	150
Mr. Kuo Jung-Cheng	郭榮振先生	150	-	-	-	-	150
Mr. Lee Ted Tak Tai	李德泰先生	383	-	-	-	-	383
		683	9,659	26	18,822	(2,600)	26,590
2012	二零一二年						
Name of director	董事姓名						
Mr. Chen Ying-Chieh (CEO)	陳英杰先生(行政總裁)	-	4,842	14	7,500	6,965	19,321
Mr. Chang Chih-Chiao	張智喬先生	-	1,506	-	1,875	2,394	5,775
Mr. Chang Chih-Kai	張智凱先生	-	1,506	-	1,875	2,830	6,211
Mr. Chen Tommy Yi-Hsun	陳怡勳先生	-	1,520	8	7,500	1,012	10,040
Mr. Huang Shun-Tsai	黃順財先生	72	-	-	-	-	72
Mr. Kuo Jung-Cheng	郭榮振先生	72	-	-	-	-	72
Mr. Lee Ted Tak Tai	李德泰先生	362	-	-	-	-	362
		506	9,374	22	18,750	13,201	41,853

Note: 7,000,000 share options granted to the directors of the Company on 27 January 2010 are subject to certain performance targets determined by the Board of the Company. These performance targets are not expected to be met in the current year, hence the expense recognised in prior years in relation to these share options is reversed.

附註：於二零一零年一月二十七日授予本公司董事之7,000,000份購股權乃由本公司董事會按若干表現目標而釐定。於本年度內由於預期該等目標未能達到，因此就該等購股權於過往年度確認之開支已被撥回。

14 EMPLOYEE BENEFITS EXPENSE  
(CONTINUED)

14 僱員福利開支(續)

(c) Five highest paid individuals

The five highest paid individuals for the year include two (2012: three) directors whose emoluments are presented above. The emoluments of the remaining three (2012: two) individual are as follows:

(c) 五名最高薪人士

年內，五名最高薪人士包括兩名(二零一二年：三名)董事，其酬金詳情已於上文披露。其餘三名(二零一二年：兩名)人士之酬金如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Salaries, allowances and bonuses	薪金、津貼及花紅	9,936	7,059
Share-based payment expense	以股份為基礎之付款開支	4,438	6,845
		<b>14,374</b>	<b>13,904</b>

Emolument bands	酬金幅度	Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
HK\$3,000,001 to HK\$4,000,000	3,000,001港元至4,000,000港元	1	-
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至5,000,000港元	1	-
HK\$6,000,001 to HK\$7,000,000	6,000,001港元至7,000,000港元	1	1
HK\$7,000,001 to HK\$8,000,000	7,000,001港元至8,000,000港元	-	1
		<b>3</b>	<b>2</b>

No emoluments have been paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office. No directors or the five highest paid individuals waived or has agreed to waive any emoluments during the year.

本集團並無向董事或五名最高薪人士支付任何酬金，作為吸引彼等加入本集團，或作為加入本集團時獎勵或離職補償。年內，各董事或五名最高薪人士均無放棄或同意放棄任何酬金。

(d) Remuneration of senior management by band

The remuneration of the senior management of the Group by band for the year is as follows:

(d) 高層管理人員之薪酬幅度

本年度，本集團高層管理人員之薪酬幅度如下：

Remuneration bands	薪酬幅度	Number of individuals 人數	
		2013 二零一三年	2012 二零一二年
HK\$3,000,001 to HK\$4,000,000	3,000,001港元至4,000,000港元	1	1
HK\$4,000,001 to HK\$5,000,000	4,000,001港元至5,000,000港元	1	1
HK\$6,000,001 to HK\$7,000,000	6,000,001港元至7,000,000港元	1	1

NOTES TO THE FINANCIAL  
STATEMENTS

財務報表附註

15 INTANGIBLE ASSETS

15 無形資產

		Group 本集團			
		Goodwill 商譽	License rights 特許使用權	Trademarks 商標	Total 總計
		HK\$'000 千港元 (Note) (附註)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Cost	成本值				
At 1 January 2012	於二零一二年一月一日	26,659	49,647	77,012	153,318
Exchange adjustment	匯兌調整	10	461	795	1,266
Termination of a license right	終止一特許使用權	-	(2,340)	-	(2,340)
At 31 December 2012	於二零一二年十二月三十一日	26,669	47,768	77,807	152,244
Exchange adjustment	匯兌調整	29	1,320	2,278	3,627
Additions	添置	-	819	-	819
<b>At 31 December 2013</b>	<b>於二零一三年十二月三十一日</b>	<b>26,698</b>	<b>49,907</b>	<b>80,085</b>	<b>156,690</b>
Accumulated amortisation and impairment	累計攤銷及減值				
At 1 January 2012	於二零一二年一月一日	10,606	5,296	7,490	23,392
Exchange adjustment	匯兌調整	-	66	121	187
Amortisation	攤銷	-	2,906	3,858	6,764
Impairment	減值	-	-	7,000	7,000
Termination of a license right	終止一特許使用權	-	(551)	-	(551)
At 31 December 2012	於二零一二年十二月三十一日	10,606	7,717	18,469	36,792
Exchange adjustment	匯兌調整	-	217	394	611
Amortisation	攤銷	-	2,704	3,946	6,650
Impairment	減值	1,013	-	26,754	27,767
<b>At 31 December 2013</b>	<b>於二零一三年十二月三十一日</b>	<b>11,619</b>	<b>10,638</b>	<b>49,563</b>	<b>71,820</b>
Net book value	賬面淨值				
<b>At 31 December 2013</b>	<b>於二零一三年十二月三十一日</b>	<b>15,079</b>	<b>39,269</b>	<b>30,522</b>	<b>84,870</b>
At 31 December 2012	於二零一二年十二月三十一日	16,063	40,051	59,338	115,452

15 INTANGIBLE ASSETS (CONTINUED)

Note: Goodwill is allocated to the Group's CGU identified according to the operating segment. The Group performs impairment tests on goodwill annually, or more frequently if there is any indication that it may be impaired, by comparing the recoverable amount to the carrying amount as at the balance sheet date. As at 31 December 2013, the recoverable amount of the CGU was determined based on value-in-use calculations. These calculations used cash flow projections based on financial budgets approved by management covering a 5-year period. The pre-tax discount rate and the estimated weighted average annual sales growth rate after the 5-year budgeted period applied to the cash flow projections was approximately 20% and 2% respectively. The budgeted gross profit margin and net profit margin were determined by the management for the CGU based on past performance and its expectations for market development. Management believes that any reasonably foreseeable change in any of the above key assumptions would not cause the carrying amount of goodwill to exceed the recoverable amount significantly.

16 LAND USE RIGHTS

	成本值		
Cost			
At 1 January	於一月一日	74,539	74,438
Exchange adjustment	匯兌調整	2,303	784
Additions	添置	4,994	-
Disposals	出售	-	(683)
At 31 December	於十二月三十一日	81,836	74,539
Accumulated amortisation	累計攤銷		
At 1 January	於一月一日	24,792	23,242
Exchange adjustment	匯兌調整	572	194
Amortisation	攤銷	1,960	1,687
Disposals	出售	-	(331)
At 31 December	於十二月三十一日	27,324	24,792
Net book value	賬面淨值		
At 31 December	於十二月三十一日	54,512	49,747
At 1 January	於一月一日	49,747	51,196

As at both 31 December 2013 and 31 December 2012, all land use rights are held in Mainland China on leases of between 10 to 50 years.

15 無形資產(續)

附註：商譽乃分配至根據經營分部劃分之本集團現金產生單位。本集團就商譽每年(或如出現可能減值之任何跡象，則更頻繁)作減值測試，方法為於結算日將可收回金額與賬面值作比較。於二零一三年十二月三十一日，現金產生單位之可收回金額乃按使用價值而釐定。該計算乃使用根據管理層批准之五年財政預算之現金流量預測計算。在預測五年財政預算期後之現金流量時所使用之除稅前貼現率及估計加權平均年度銷售增長率分別為約20%及2%。現金產生單位之預算毛利率及淨利率乃由管理層按過往表現及其對市場發展之預期而釐定。管理層相信，倘上述任何關鍵假設出現任何合理可預見變更，均不會導致商譽之賬面值大幅超逾其可收回金額。

16 土地使用權

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$' 000 千港元	HK\$' 000 千港元
Cost	成本值		
At 1 January	於一月一日	74,539	74,438
Exchange adjustment	匯兌調整	2,303	784
Additions	添置	4,994	-
Disposals	出售	-	(683)
At 31 December	於十二月三十一日	81,836	74,539
Accumulated amortisation	累計攤銷		
At 1 January	於一月一日	24,792	23,242
Exchange adjustment	匯兌調整	572	194
Amortisation	攤銷	1,960	1,687
Disposals	出售	-	(331)
At 31 December	於十二月三十一日	27,324	24,792
Net book value	賬面淨值		
At 31 December	於十二月三十一日	54,512	49,747
At 1 January	於一月一日	49,747	51,196

於二零一三年十二月三十一日及二零一二年十二月三十一日，所有土地使用權均於中國內地以租賃持有，為期10至50年。

17 PROPERTY, PLANT AND EQUIPMENT

17 物業、廠房及設備

		Group 本集團						Total 總計
		Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction- in-progress 在建工程 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俱、固定 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	
Cost	成本值							
At 1 January 2012	於二零一二年一月一日	547,183	510,877	45,382	161,050	240,723	52,595	1,557,810
Exchange adjustment	匯兌調整	7,741	8,578	6	1,519	3,097	559	21,500
Additions	添置	145,929	318,502	10,996	7,533	58,795	5,021	546,776
Transfer	轉撥	42,508	8,387	(52,231)	973	363	-	-
Disposals	出售	(4,754)	(105,420)	-	(33,604)	(12,178)	(6,135)	(162,091)
At 31 December 2012	於二零一二年十二月三十一日	738,607	740,924	4,153	137,471	290,800	52,040	1,963,995
Exchange adjustment	匯兌調整	21,756	20,461	215	4,056	8,516	1,446	56,450
Additions	添置	8,269	236,358	6,882	7,946	58,998	2,151	320,604
Transfer	轉撥	524	-	(524)	-	-	-	-
Disposals	出售	(147)	(168,470)	-	(21,800)	(11,446)	(7,678)	(209,541)
At 31 December 2013	於二零一三年十二月三十一日	769,009	829,273	10,726	127,673	346,868	47,959	2,131,508
Accumulated depreciation	累計折舊							
At 1 January 2012	於二零一二年一月一日	98,244	259,686	-	137,092	126,200	36,926	658,148
Exchange adjustment	匯兌調整	1,148	4,267	-	1,286	1,714	403	8,818
Depreciation	折舊	13,174	183,952	-	8,445	40,444	6,194	252,209
Disposals	出售	(2,508)	(85,978)	-	(33,399)	(10,905)	(5,974)	(138,764)
At 31 December 2012	於二零一二年十二月三十一日	110,058	361,927	-	113,424	157,453	37,549	780,411
Exchange adjustment	匯兌調整	3,464	10,644	-	3,414	4,823	1,067	23,412
Depreciation	折舊	16,564	224,843	-	8,756	48,895	5,280	304,338
Disposals	出售	(120)	(124,287)	-	(21,620)	(11,136)	(7,172)	(164,335)
At 31 December 2013	於二零一三年十二月三十一日	129,966	473,127	-	103,974	200,035	36,724	943,826
Net book value	賬面淨值							
At 31 December 2013	於二零一三年十二月三十一日	639,043	356,146	10,726	23,699	146,833	11,235	1,187,682
At 31 December 2012	於二零一二年十二月三十一日	628,549	378,997	4,153	24,047	133,347	14,491	1,183,584



18 INVESTMENTS IN SUBSIDIARIES

18 於附屬公司之投資

		Company 本公司	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Unlisted investments, at cost	非上市投資，按成本值	368,822	368,822

The following is a list of the principal subsidiaries as at 31 December 2013:

下表載列於二零一三年十二月三十一日之主要附屬公司：

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Particulars of issued/paid- up capital 已發行/繳足 股本詳情	Interest held 所持權益 %	Principal activities 主要業務
Aee International Ltd. <sup>(b)</sup> 愛意精品鞋業(上海)有限公司 <sup>(b)</sup>	China 中國	USD8,580,000 8,580,000美元	59.96	Distribution of footwear and accessories 分銷鞋類產品及配件
Alldevelop Holdings Limited	British Virgin Islands 英屬處女群島	1 share of US\$1 each 1股每股面值1美元之股份	100	Investment holding 投資控股
Cheng Lin Shuyang Shoes Co. Ltd. <sup>(b)</sup> 承霖鞋業沭陽有限公司 <sup>(b)</sup>	China 中國	US\$500,000 500,000美元	100	Processing of footwear 加工鞋類產品
Colossus Asia Limited 鉅實亞洲有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each 100股每股面值 1港元之普通股	59.96	Retailing of footwear and accessories 零售鞋類產品及配件
Dafu Footwear Co., Ltd. Hanjiang Putian City <sup>(a)</sup> 莆田市涵江大福鞋業有限公司 <sup>(a)</sup>	China 中國	US\$3,180,000 3,180,000美元	90	Manufacture of footwear 製造鞋類產品
Dasheng Footwear Co., Ltd. Putian City <sup>(b)</sup> 莆田市涵江大盛鞋業有限公司 <sup>(b)</sup>	China 中國	US\$4,285,700 4,285,700美元	100	Manufacture of footwear 製造鞋類產品
Daphne Malaysia Sdn. Bhd.	Malaysia 馬來西亞	MYR1,000,000 1,000,000馬幣	100	Retailing of footwear, apparel and accessories 零售鞋類產品、服飾 及配件
Daphne Marketing Co., Ltd. 展昕貿易股份有限公司	Taiwan 台灣	NTD300,000,000 300,000,000新台幣	92	Retailing of footwear and accessories 零售鞋類產品 及配件
Daxin Footwear Co., Ltd. Putian City <sup>(b)</sup> 莆田市涵江大欣鞋業有限公司 <sup>(b)</sup>	China 中國	US\$1,500,000 1,500,000美元	100	Processing of footwear 加工鞋類產品

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 18 INVESTMENTS IN SUBSIDIARIES (CONTINUED)

## 18 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Particulars of issued/paid- up capital 已發行/繳足 股本詳情	Interest held 所持權益 %	Principal activities 主要業務
Daxing Shoe Material Co., Ltd. Hanjiang Putian City <sup>(b)</sup> 莆田市涵江大興鞋材有限公司 <sup>(b)</sup>	China 中國	US\$1,499,925 1,499,925美元	100	Manufacture of footwear 製造鞋類產品
Full Pearl International Limited 富珍國際有限公司	British Virgin Islands 英屬處女群島	3,294 shares of US\$1 each 3,294股每股面值 1美元之股份	59.96	Investment holding and trading of footwear and accessories 投資控股及買賣 鞋類產品及配件
Fuzhou Da Yue Footwear Co. Ltd. <sup>(b)</sup> 撫州大躍鞋業有限公司 <sup>(b)</sup>	China 中國	US\$300,000 300,000美元	100	Processing of footwear 加工鞋類產品
Gentlefit Footwear (Suqian) Co., Ltd. <sup>(b)</sup> 祥田鞋業(宿遷)有限公司 <sup>(b)</sup>	China 中國	US\$2,000,000 2,000,000美元	100	Processing of footwear 加工鞋類產品
Gentlefit Trading Limited 祥田貿易有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each; 13,055,667 non-voting deferred shares of HK\$1 each <sup>(d)</sup> 100股每股面值 1港元之普通股; 13,055,667股每股面值 1港元之無投票權 遞延股份 <sup>(d)</sup>	100	Trading of footwear material, investment and trademark holding 買賣鞋類物料、 投資及持有商標
Guang Ze Da Yi Footwear Co., Ltd. <sup>(b)</sup> 光澤大億鞋業有限公司 <sup>(b)</sup>	China 中國	US\$300,000 300,000美元	100	Processing of footwear 加工鞋類產品
Jiangxi Dachuan Footwear Co., Ltd. <sup>(b)</sup> 江西大川鞋業有限公司 <sup>(b)</sup>	China 中國	US\$1,400,000 1,400,000美元	100	Processing of footwear 加工鞋類產品
Jiangxi Da Qian Footwear Co. Ltd. <sup>(b)</sup> 江西大千鞋業有限公司 <sup>(b)</sup>	China 中國	US\$300,000 300,000美元	100	Processing of footwear 加工鞋類產品
Modern City Development Limited 成田發展有限公司	Hong Kong 香港	100 ordinary shares of HK\$1 each; 10,000 non-voting deferred shares of HK\$1 each <sup>(d)</sup> 100股每股面值 1港元之普通股; 10,000股每股面值 1港元之無投票權 遞延股份 <sup>(d)</sup>	100	Investment holding 投資控股
Prime Success (BVI) Limited	British Virgin Islands 英屬處女群島	5,000,000 shares of US\$0.01 each 5,000,000股每股 面值0.01美元之股份	100	Investment holding 投資控股

18 INVESTMENTS IN SUBSIDIARIES  
(CONTINUED)

18 於附屬公司之投資(續)

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Particulars of issued/paid- up capital 已發行/繳足 股本詳情	Interest held 所持權益 %	Principal activities 主要業務
Putian Hanjiang Footwear Co., Ltd. <sup>(a)</sup> 莆田市涵江鞋業有限公司 <sup>(a)</sup>	China 中國	US\$6,000,000 6,000,000美元	85	Manufacture of footwear 製造鞋類產品
Shanghai Guang Wei Industry & Commerce Co., Ltd. <sup>(a)</sup> 上海光偉實業有限公司 <sup>(a)</sup>	China 中國	US\$4,600,000 4,600,000美元	87.8	Manufacture of footwear 製造鞋類產品
Shoebox Holdings Limited 鞋櫃控股有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值 1港元之普通股	95	Investment and trademark holding 投資及持有商標
Taizhou Rong Wei Shoes Co. Ltd. <sup>(b)</sup> 泰州榮偉鞋業有限公司 <sup>(b)</sup>	China 中國	US\$1,000,000 1,000,000美元	100	Processing of footwear 加工鞋類產品
Daphne Investment (Group) Co., Ltd. <sup>(b)</sup> 達芙妮投資(集團)有限公司 <sup>(b)</sup>	China 中國	US\$30,000,000 30,000,000美元	100	Distribution of footwear, apparel and accessories and investment holding 分銷鞋類產品、服飾 及配件以及投資控股
Victoria Success (Shanghai) Limited <sup>(b)</sup> 永恩實業(上海)有限公司 <sup>(b)</sup>	China 中國	US\$23,000,000 23,000,000美元	100	Manufacture of footwear 製造鞋類產品
Victoria Success Shoes (Suqian) Co. Ltd. <sup>(b)</sup> 永恩鞋業(宿遷)有限公司 <sup>(b)</sup>	China 中國	RMB3,000,000 3,000,000人民幣	100	Processing of footwear 加工鞋類產品
Winson Union Limited 永信聯有限公司	Hong Kong 香港	10,000 ordinary shares of HK\$1 each 10,000股每股面值 1港元之普通股	100	Investment holding 投資控股
Yangzhou Quanwei Industry & Commerce Co., Ltd. <sup>(b)</sup> 揚州銓偉實業有限公司 <sup>(b)</sup>	China 中國	US\$700,570 700,570美元	100	Processing of footwear 加工鞋類產品
Zhumadian Victoria Success Footwear Co., Ltd. <sup>(b)</sup> 駐馬店永恩鞋業有限公司 <sup>(b)</sup>	China 中國	US\$500,000 500,000美元	100	Processing of footwear 加工鞋類產品
鞋櫃商貿有限公司 <sup>(b)</sup>	China 中國	RMB250,000,000 250,000,000人民幣	95	Distribution of footwear, apparel and accessories 分銷鞋類產品、服飾及 配件
達芙妮(四川)鞋業有限公司 <sup>(b)</sup>	China 中國	RMB10,000,000 10,000,000人民幣	100	Processing of footwear 加工鞋類產品
上海愛攜信息科技有限公司 <sup>(b)</sup>	China 中國	RMB1,000,000 1,000,000人民幣	100	Operation of e-commerce business 經營電子商務業務

18 INVESTMENTS IN SUBSIDIARIES  
(CONTINUED)

Notes:

- (a) These companies were established in China in the form of equity joint ventures.
- (b) These companies were established in China in the form of wholly foreign-owned enterprises.
- (c) Other than investment in Prime Success (BVI) Limited and Full Pearl International Limited which are held directly by the Company, all subsidiaries shown above are held indirectly by the Company.
- (d) The non-voting deferred shares practically carry no rights to dividends, nor rights to receive notice, nor rights to attend and vote at any general meeting of the respective companies, nor rights to participate in any distribution on winding up.
- (e) None of the subsidiaries had any debt securities outstanding at the end of the year or at any time during the year.

19 AMOUNT DUE FROM A SUBSIDIARY –  
COMPANY

The amount due from a subsidiary is unsecured, interest-free and repayable on demand.

20 INTERESTS IN ASSOCIATES

18 於附屬公司之投資(續)

附註：

- (a) 該等公司為於中國成立之合資企業。
- (b) 該等公司為於中國成立之全外資企業。
- (c) 除於Prime Success (BVI) Limited及富珍國際有限公司之投資乃由本公司直接持有外，上列所有其他附屬公司均由本公司間接持有。
- (d) 無投票權遞延股份實際上無權收取有關公司之股息或接收該公司任何股東大會通告或出席股東大會並於會上投票。於有關公司清盤時亦無權參與任何分派。
- (e) 各附屬公司於年終或年內任何時間概無任何未償還債務證券。

19 應收一間附屬公司賬款—本公司

應收一間附屬公司賬款乃無抵押、免息，並須應要求償還。

20 於聯營公司之權益

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 January	於一月一日	11,055	3,359
Exchange adjustment	匯兌調整	(232)	58
Share of loss	應佔虧損	(3,140)	(8,150)
Dividend received	已收股息	-	(212)
Reclassified from available-for-sale financial assets	自可出售金融資產重新分類	-	16,000
At 31 December	於十二月三十一日	7,683	11,055

## NOTES TO THE FINANCIAL STATEMENTS

## 財務報表附註

### 20 INTERESTS IN ASSOCIATES (CONTINUED)

### 20 於聯營公司之權益(續)

Details of the associates as at 31 December 2013 are as follows:

於二零一三年十二月三十一日，聯營公司之詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Particulars of paid-up capital 已繳足股本詳情	Interest held indirectly 所持 間接權益 %	Principal activities 主要業務
Dayong Shoe Material Co., Ltd. Hanjiang Putian City 莆田市涵江大永鞋業有限公司	China 中國	RMB5,457,000 5,457,000人民幣	30	Manufacture of shoe materials 製造鞋類物料
Jingxing Shoe Industrial Co., Ltd. Putian City 莆田市涵江金星鞋業有限公司	China 中國	USD4,900,000 4,900,000美元	30	Manufacture of footwear products 製造鞋類產品

### 21 INTEREST IN A JOINT VENTURE

### 21 於一間合營企業之權益

		Group 本集團	
		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Initial investment Share of loss	初始投資 應佔虧損	60 (14)	— —
At 31 December	於十二月三十一日	46	—

Details of the joint venture as at 31 December 2013 are as follows:

於二零一三年十二月三十一日，合營企業之詳情如下：

Name 名稱	Place of incorporation/ operation 註冊成立/ 營運地點	Particulars of paid-up capital 已繳足股本詳情	Interest held indirectly 所持間接權益 %	Principal activity 主要業務
Amei Investment Limited 亞美投資有限公司	Hong Kong 香港	120,000 shares of HK\$1 each 120,000股每股面值 1港元之股份	50	Holding of trademarks 持有商標

**21 INTEREST IN A JOINT VENTURE  
(CONTINUED)**

Summarised financial information of the joint venture on a gross basis is as follows:

		<b>2013</b>	2012
		二零一三年	二零一二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Assets	資產	<b>960</b>	-
Liabilities	負債	<b>(868)</b>	-
Revenue	收入	<b>905</b>	-
Loss	虧損	<b>(28)</b>	-

**21 於一間合營企業之權益 (續)**

下表為合營企業之整體財務資料概要：

**22 AVAILABLE-FOR-SALE FINANCIAL  
ASSET**

		<b>Group</b>	
		<b>本集團</b>	
		<b>2013</b>	2012
		二零一三年	二零一二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Unlisted equity investment, at fair value as determined by directors and denominated in RMB	非上市股本投資，按董事釐定之公平價值入賬及以人民幣計值	<b>374</b>	624

**22 可出售金融資產**

**23 INVENTORIES**

		<b>Group</b>	
		<b>本集團</b>	
		<b>2013</b>	2012
		二零一三年	二零一二年
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
Raw materials	原材料	<b>44,899</b>	38,112
Work-in-progress	在製品	<b>64,336</b>	44,006
Finished goods	製成品	<b>2,533,685</b>	2,286,772
		<b>2,642,920</b>	2,368,890

**23 存貨**

Inventories as at 31 December 2013 are stated net of provisions for impairment of HK\$454,241,000 (2012: HK\$204,796,000).

於二零一三年十二月三十一日，存貨乃按扣除存貨減值撥備454,241,000港元(二零一二年：204,796,000港元)列賬。

**24 ENTRUSTED LOANS**

As at 31 December 2013, short-term entrusted loans are granted by a licensed bank in Mainland China on behalf of the Group to external suppliers for which the Group bears the risk and reward. The entrusted loans are interest bearing at 3.5% per annum and repayable within 90 days from the date of borrowing.

**24 委託貸款**

於二零一三年十二月三十一日，短期委託貸款乃本集團委託中國內地一間持牌銀行向供應商授出貸款，風險與回報由本集團承擔。委託貸款按年利率3.5厘計息，自借款日起90天償還。

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 25 TRADE RECEIVABLES

## 25 貿易應收賬款

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Trade receivables	貿易應收賬款	367,776	349,129
Less: Provision for impairment	減：減值撥備	(2,050)	(2,433)
Trade receivables – net	貿易應收賬款－淨額	<b>365,726</b>	346,696

Movement in provision for impairment of trade receivables is as follows:

貿易應收賬款減值撥備之變動載列如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 January	於一月一日	2,433	1,914
Exchange adjustment	匯兌調整	64	33
Provision for impairment	減值撥備	1,182	2,408
Write-back of provision for impairment	減值撥備撥回	(1,619)	(736)
Receivables written off during the year as uncollectible	年內撇銷列作不可收回之應收賬款	(10)	(1,186)
At 31 December	於十二月三十一日	<b>2,050</b>	2,433

The ageing analysis of trade receivables by invoice date is as follows:

按發票日期計算之貿易應收賬款賬齡分析如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 – 30 days	0至30日	224,222	234,392
31 – 60 days	31至60日	91,075	73,478
61 – 90 days	61至90日	23,111	20,022
91 – 120 days	91至120日	11,856	8,135
121 – 180 days	121至180日	8,880	5,989
181 – 360 days	181至360日	5,129	4,101
Over 360 days	360日以上	1,453	579
		<b>365,726</b>	346,696

25 TRADE RECEIVABLES (CONTINUED)

As at 31 December 2013, trade receivables of HK\$288,087,000 (2012: HK\$281,903,000) are neither past due nor impaired. These related to a number of independent customers for whom there is no relevant history of default. The ageing analysis by past due date of trade receivables that are past due but not impaired is as follows:

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Not past due	尚未逾期	288,087	281,903
1 – 30 days past due	逾期1至30日	43,804	36,993
31 – 60 days past due	逾期31至60日	11,674	12,086
61 – 90 days past due	逾期61至90日	7,773	5,384
91 – 120 days past due	逾期91至120日	4,394	3,287
121 – 180 days past due	逾期121至180日	5,426	3,746
181 – 360 days past due	逾期181至360日	4,568	3,297
		<b>365,726</b>	346,696

The carrying amounts of trade receivables are denominated in the following currencies:

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
RMB	人民幣	332,908	297,656
USD	美元	20,486	35,921
New Taiwan Dollar (“NTD”)	新台幣(「新台幣」)	12,100	12,893
HK\$	港元	190	226
Malaysian Ringgit (“MYR”)	馬來西亞零吉(「馬幣」)	42	-
		<b>365,726</b>	346,696

The carrying values of trade receivables approximate their fair values. The Group generally allows an average credit period of 30 to 60 days to its trade customers other than major and long standing customers with whom specific extended terms will be agreed between the Group and the relevant counter parties.

25 貿易應收賬款(續)

於二零一三年於十二月三十一日，貿易應收賬款288,087,000港元(二零一二年：281,903,000港元)並未逾期或出現減值。該等款項乃關於多名並無違約記錄之獨立客戶。按逾期日劃分為已逾期但無減值之貿易應收賬款賬齡分析如下：

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
Not past due	尚未逾期	288,087	281,903
1 – 30 days past due	逾期1至30日	43,804	36,993
31 – 60 days past due	逾期31至60日	11,674	12,086
61 – 90 days past due	逾期61至90日	7,773	5,384
91 – 120 days past due	逾期91至120日	4,394	3,287
121 – 180 days past due	逾期121至180日	5,426	3,746
181 – 360 days past due	逾期181至360日	4,568	3,297
		<b>365,726</b>	346,696

貿易應收賬款之賬面值以下列貨幣計值：

		Group 本集團	
		2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元
RMB	人民幣	332,908	297,656
USD	美元	20,486	35,921
New Taiwan Dollar (“NTD”)	新台幣(「新台幣」)	12,100	12,893
HK\$	港元	190	226
Malaysian Ringgit (“MYR”)	馬來西亞零吉(「馬幣」)	42	-
		<b>365,726</b>	346,696

貿易應收賬款之賬面值與其公平價值相若。本集團一般給予購貨客戶平均30至60日信貸期，惟主要及長期客戶之特別延長信貸期則由本集團與有關客戶雙方協定。



**26 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS**

Other receivables, deposits and prepayments are mainly value-added tax recoverables, rental prepayments, rental and utility deposits and prepayments to suppliers.

**27 STRUCTURED BANK DEPOSITS**

As at 31 December 2013, all the Group's structured bank deposits are principal-protected and placed with licensed banks in Mainland China. These deposits are denominated in RMB, have a maturity ranging from 1 to 12 months and with floating interest rates or fixed plus floating interest rates. The weighted average effective interest rate of these deposits is 5.24% per annum.

**28 PLEDGED BANK DEPOSITS**

The Group's pledged bank deposits are placed with banks to secure certain corporate banking facilities granted to the Group. The balances are denominated in RMB and the weighted average effective interest rate of these deposits is 3.3% per annum.

**29 BANK DEPOSITS WITH MATURITY OVER THREE MONTHS**

The weighted average effective interest rate of the Group's bank deposits with maturity over three months as at 31 December 2013 was 3.05% (2012: Nil). These balances are denominated in RMB.

**30 CASH AND CASH EQUIVALENTS**

**26 其他應收賬款、按金及預付款項**

其他應收賬款、按金及預付款項主要包括可收回增值稅金、預付租金、租金及水電按金及預付供應商款項。

**27 銀行結構存款**

於二零一三年十二月三十一日，本集團之銀行結構存款全為保本的，存放於中國內地之持牌銀行。該等存款以人民幣計值，到期日為1至12個月，按浮動利率或固定加浮動利率計息，其加權平均實際年利率為5.24厘。

**28 已抵押銀行存款**

本集團之已抵押銀行存款乃就擔保若干授予本集團之企業銀行融資而存放。該等存款以人民幣計值，按加權平均實際年利率3.3厘計息。

**29 存款期超過三個月之銀行存款**

於二零一三年十二月三十一日，本集團存款期超過三個月之銀行存款之加權平均實際年利率為3.05厘（二零一二年：無）。該等存款之結餘以人民幣計值。

**30 現金及現金等價物**

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元	2013 二零一三年 HK\$' 000 千港元	2012 二零一二年 HK\$' 000 千港元
Cash at banks and in hand	銀行存款及手頭現金	551,346	768,367	6	42
Deposits with banks within three months of maturity	存款期為三個月以內之銀行存款	147,975	726,392	-	-
		<b>699,321</b>	<b>1,494,759</b>	<b>6</b>	<b>42</b>

30 CASH AND CASH EQUIVALENTS  
(CONTINUED)

The carrying amounts of cash and cash equivalents are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
RMB	人民幣	603,607	1,323,636	-	-
USD	美元	70,742	98,655	1	6
HK\$	港元	4,788	48,026	5	36
NTD	新台幣	19,549	24,382	-	-
Others	其他	635	60	-	-
		<b>699,321</b>	<b>1,494,759</b>	<b>6</b>	<b>42</b>

As at 31 December 2013, the weighted average effective interest rate of the Group's bank deposits within three months of maturity is 1.68% (2012: 1.53%) per annum.

RMB is not a freely convertible currency in the international market. The conversion of RMB into foreign currencies and remittance of RMB out of Mainland China is subject to the rules and regulations of exchange control promulgated by the government of Mainland China.

31 TRADE PAYABLES

The ageing analysis of trade payables, including trade balances due to related parties (Note 42(a)) by invoice date, is as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
0 – 30 days	0至30日	449,884	400,350
31 – 60 days	31至60日	390,908	217,710
61 – 90 days	61至90日	267,655	228,815
91 – 120 days	91至120日	9,639	9,711
121 – 180 days	121至180日	3,769	4,082
181 – 360 days	181至360日	4,059	5,137
Over 360 days	360日以上	390	146
		<b>1,126,304</b>	<b>865,951</b>

30 現金及現金等價物 (續)

現金及現金等價物之賬面值以下列貨幣計值：

		Group 本集團		Company 本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
RMB	人民幣	603,607	1,323,636	-	-
USD	美元	70,742	98,655	1	6
HK\$	港元	4,788	48,026	5	36
NTD	新台幣	19,549	24,382	-	-
Others	其他	635	60	-	-
		<b>699,321</b>	<b>1,494,759</b>	<b>6</b>	<b>42</b>

於二零一三年十二月三十一日，本集團存款期為三個月以內之銀行存款之加權平均實際年利率為1.68厘(二零一二年：1.53厘)。

人民幣不可於國際市場自由兌換。將人民幣兌換為外幣及匯出中國內地須受中國內地政府頒佈之外匯管制規則及法規限制。

31 貿易應付賬款

按發票日期計算之貿易應付賬款(包括應付關聯方之貿易結餘(附註42(a)))賬齡分析如下：

## 32 CONVERTIBLE BONDS AND WARRANTS

On 12 June 2009, the Company issued unlisted and unsecured RMB denominated USD settled convertible bonds due in 2014 (the “Bonds”) and unlisted warrants to subscribe 100 million new shares of the Company (the “Warrants”) in an aggregate principal amount of RMB550,000,000.

The terms of the Bonds and the Warrants are summarised below:

- (a) the Bonds bear interest of 3.125% per annum on the outstanding principal amount of the Bonds and interest is payable by the Company semi-annually in arrears;
- (b) the Bonds are convertible at the option of the bondholders into fully paid ordinary shares on or after the issue date of the Bonds up to 12 June 2014 at a conversion price of HK\$3.50 per share, with its exchange rate fixed at HK\$1.00 = RMB0.8803 (which was approximately the spot rate of HK\$/RMB on the date of completion) and subject to certain adjustments pursuant to the terms of the agreement entering into with the bondholders;
- (c) 178,510,572 conversion shares will be issued upon full conversion of the Bonds based on the initial conversion price of HK\$3.50 per share;
- (d) the Bonds are redeemable on maturity at a value equal to the USD equivalent of the aggregate of 100% of the outstanding RMB principal amount and all amounts accrued thereon;
- (e) the exercise price of the Warrants is HK\$4.00 per warrant and it is denominated at RMB3.49792 per warrant, with its exchange rate fixed at HK\$1.00 = RMB0.87448 (which was approximately the spot rate of HK\$/RMB on the date of amendment), pursuant to the amendment deed dated 25 August 2010; and
- (f) the Warrants can be exercised at any time during the period commencing from the issue date of the Warrants up to 12 June 2014.

At the issuance of the Bonds, a liability component representing the 5-year 3.125% straight debt and an equity component representing the convertible option of HK\$3.50 per share were recognised at fair value. Upon issuance of the Warrants, a derivative financial instrument was recognised at fair value. On 25 August 2010, upon the execution of an amendment deed by the Company with the warrant holder to fix the exercise price of the Warrants at RMB3.49792 per warrant, the derivative financial instrument was derecognised and the carrying amount of it was transferred to warrants capital reserve.

## 32 可換股債券及認股權證

於二零零九年六月十二日，本公司發行以人民幣計值以美元結算於二零一四年到期之非上市及無抵押可換股債券（「債券」）及可認購100,000,000股本公司新股份之非上市認股權證（「認股權證」），本金總額為550,000,000人民幣。

債券及認股權證之條款概述如下：

- (a) 債券按未兌換本金額以年利率3.125厘計息。本公司將每半年延付利息；
- (b) 於債券發行日期起至二零一四年六月十二日期間，債券持有人可選擇以換股價每股3.50港元，轉換債券為本公司之繳足普通股，而匯率則固定為1.00港元 = 0.8803人民幣（與完成日期之港元／人民幣現貨匯率相若），惟須根據與債券持有人訂立之協議條款進行若干調整；
- (c) 債券按最初兌換價每股3.50港元獲悉數兌換後將發行178,510,572股兌換股份；
- (d) 債券可於到期時按相等於尚未兌換人民幣本金額之100%及全部應計款項總和價值之美元等值金額贖回；
- (e) 認股權證之行使價為每份認股權證4.00港元，其後根據日期為二零一零年八月二十五日之修訂契約更改為每份認股權證3.49792人民幣，匯率固定為1.00港元 = 0.87448人民幣（與修訂日期之港元／人民幣現貨匯率相若）；及
- (f) 認股權證可由認股權證發行日期起至二零一四年六月十二日止期間隨時行使。

發行債券時，負債部份（即按3.125厘計息之五年期債項）及權益部份（即每股3.50港元之兌換權）乃按公允價值確認。發行認股權證時，按公允價值確認衍生金融工具。於二零一零年八月二十五日，在本公司與認股權證持有人簽署修訂契約以將認股權證行使價定為每份認股權證3.49792人民幣後，衍生金融工具已予終止確認，其賬面值亦已轉撥入認股權證資本儲備。

32 CONVERTIBLE BONDS AND WARRANTS (CONTINUED)

Movements in the liability component of the Bonds are as follows:

		Group and Company 本集團及本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 January	於一月一日	639,738	605,879
Exchange adjustment	匯兌調整	19,178	6,561
Interest expense	利息開支	30,262	27,298
At 31 December	於十二月三十一日	689,178	639,738

During the two years ended 31 December 2013, no Bonds were redeemed, converted or purchased and cancelled and no Warrants were exercised.

債券之負債部份變動如下：

於截至二零一三年十二月三十一日止兩個年度，概無債券被贖回、兌換或購買及註銷，亦無認股權證被行使。

33 DERIVATIVE FINANCIAL INSTRUMENT

		Group and Company 本集團及本公司	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Held for trading	持作買賣		
- forward foreign exchange contract	- 遠期外匯合約	1,315	-

The notional principal amount of the outstanding forward foreign exchange contract to sell RMB for USD at 31 December 2013 was HK\$117,000,000 (2012: Nil).

於二零一三年十二月三十一日，尚未行使之以人民幣兌換美元之遠期外匯合約之名義本金金額為117,000,000港元(二零一二年：無)。

34 BANK LOAN – UNSECURED

As at 31 December 2013, the Group's and the Company's unsecured bank loan is denominated in USD and repayable within one year. As at 31 December 2012, the Group's unsecured bank loan was denominated in NTD and repayable within one year. The carrying value of the bank loan approximates its fair value and the effective interest rate of the bank loan is 1.2% (2012: 2.8%) per annum.

As at 31 December 2013, the Company has given guarantees, amounting to HK\$55,872,000 (2012: HK\$130,015,000), to certain banks to support general banking facilities granted to certain subsidiaries, and no such facilities have been utilised.

34 銀行貸款－無抵押

於二零一三年十二月三十一日，本集團及本公司無抵押銀行貸款以美元計值及須於一年內償還。於二零一二年十二月三十一日，本集團無抵押銀行貸款以新台幣計值及須於一年內償還。銀行貸款之賬面值與其公平價值概約及銀行貸款的實際年利率為1.2厘(二零一二年：2.8厘)。

於二零一三年十二月三十一日，本公司向若干銀行提供金額為55,872,000港元(二零一二年：130,015,000港元)的擔保，以支援若干附屬公司獲授一般銀行融資，截至當日概無動用該等融資。

35 SHARE CAPITAL

35 股本

		Company 本公司			
		2013 二零一三年		2012 二零一二年	
		Number of ordinary shares of HK\$0.10 each 每股面值0.10港元 之普通股數目	HK\$' 000 千港元	Number of ordinary shares of HK\$0.10 each 每股面值0.10港元 之普通股數目	HK\$' 000 千港元
Authorised:	法定：				
At 1 January and 31 December	於一月一日及十二月三十一日	10,000,000,000	1,000,000	10,000,000,000	1,000,000
Issued and fully paid:	已發行及繳足：				
At 1 January	於一月一日	1,648,242,384	164,824	1,640,962,384	164,096
Issue of shares upon exercise of share options	於購股權獲行使時發行	900,000	90	7,280,000	728
At 31 December	於十二月三十一日	1,649,142,384	164,914	1,648,242,384	164,824

During the year ended 31 December 2013, share options were exercised by grantees to subscribe for 900,000 (2012: 7,280,000) shares at the weighted average exercise price of HK\$8.08 (2012: HK\$6.19) per share. The total net proceeds were HK\$7,271,000 (2012: HK\$45,063,000).

於截至二零一三年十二月三十一日止年度，承授人已行使購股權以認購900,000股股份（二零一二年：7,280,000股股份），加權平均行使價為每股8.08港元（二零一二年：6.19港元）。所得款項淨額為7,271,000港元（二零一二年：45,063,000港元）。

36 EQUITY SETTLED SHARE-BASED  
PAYMENT TRANSACTIONS

On 29 May 2003, the Company adopted a share option scheme (the “Old Scheme”), which was amended on 7 December 2009 and expired on 28 May 2013. Upon expiry of the Old Scheme, no further share options could be granted under the Old Scheme but, in all other respects, the provisions of the Old Scheme shall remain in force to the extent necessary to give effect to the exercise of any share option granted prior to the expiry of the Old Scheme.

On 27 August 2013, a new share option scheme (the “New Scheme”) was approved by shareholders of the Company and adopted by the Company. Unless otherwise cancelled or amended, the New Scheme will remain in force for 10 years from the date of adoption.

36 以權益結算以股份為基礎之付款  
交易

於二零零三年五月二十九日，本公司採納購股權計劃（「舊計劃」），該計劃於二零零九年十二月七日修訂及於二零一三年五月二十八日屆滿。於舊計劃屆滿後，舊計劃下不可進一步授出購股權，惟在所有其他方面，舊計劃的條文仍然具有所須的效力使舊計劃屆滿前已經授出的任何購股權的有效行使。

於二零一三年八月二十七日，本公司股東批准一項新的購股權計劃（「新計劃」）並被本公司採納。除被取消或修改外，新計劃將自採納日期起維持十年內有效。

**36 EQUITY SETTLED SHARE-BASED  
PAYMENT TRANSACTIONS (CONTINUED)**

The share options are generally valid for a period of ten years and will lapse if the grantees leave the Group before the share options are exercisable. The Group has no legal or constructive obligation to repurchase or settle the share options in cash.

Movements in the number of share options outstanding and their weighted average exercise prices are as follows:

		2013 二零一三年		2012 二零一二年	
		Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數目
At 1 January	於一月一日	6.66	64,095,000	6.33	66,075,000
Granted	已授出	-	-	9.12	7,100,000
Exercised	已行使	8.08	(900,000)	6.19	(7,280,000)
Forfeited	已沒收	8.35	(5,800,000)	6.19	(1,800,000)
Cancelled	已註銷	6.19	(18,400,000)	-	-
At 31 December	於十二月三十一日	6.59	38,995,000	6.66	64,095,000

Details of the share options outstanding as at 31 December are as follows:

於十二月三十一日尚未行使之購股權詳情如下：

Grant date 授出日期	Note 附註	Exercise price 行使價 HK\$ 港元	Number of share options 購股權數目	
			2013 二零一三年	2012 二零一二年
27 January 2010	二零一零年一月二十七日	(a) 6.19	33,195,000	51,595,000
22 July 2010	二零一零年七月二十二日	(b) 7.61	1,600,000	1,600,000
27 January 2011	二零一一年一月二十七日	(a) 7.84	-	2,500,000
19 August 2011	二零一一年八月十九日	(a) 8.35	-	1,000,000
28 October 2012	二零一二年十月二十八日	(c) 8.30	300,000	300,000
11 January 2012	二零一二年一月十一日	(c) 8.27	700,000	3,200,000
20 March 2012	二零一二年三月二十日	(a) 10.132	2,600,000	3,300,000
13 July 2012	二零一二年七月十三日	(c) 8.214	300,000	300,000
30 August 2012	二零一二年八月三十日	(c) 7.948	300,000	300,000
			<b>38,995,000</b>	<b>64,095,000</b>

36 EQUITY SETTLED SHARE-BASED  
PAYMENT TRANSACTIONS (CONTINUED)

Notes:

- (a) As at 31 December 2013, there are 16,000,000 (2012: 28,000,000) share options granted to directors of the Company, of which 15% of the share options have vested or will vest on each of the five anniversary dates of the date of grant and 25% of the share options will vest, subject to certain performance targets determined by the Board of the Company, on the fifth anniversary of the date of grant.

As at 31 December 2013, there are 11,395,000 (2012: 21,995,000) share options granted to certain employees of the Group, of which one-fifth of the share options have vested or will vest on each of the five anniversary dates of the date of grant.

As at 31 December 2013, there are 8,400,000 (2012: 8,400,000) share options granted to an ex-director and consultant of the Company, of which 15% of the share options have vested or will vest on each of the four anniversary dates of the date of grant and 40% of the share options will vest on the fifth anniversary of the date of grant.

- (b) As at 31 December 2013, there are 1,000,000 (2012: 1,000,000) share options granted to an employee of the Group, of which one-fifth of the share options have vested or will vest on each anniversary with the first tranche starting on 1 April 2011.

As at 31 December 2013, there are 600,000 (2012: 600,000) share options granted to employees of the Group, of which one-third of the share options have vested or will vest on each anniversary with the first tranche starting on 1 April 2011.

- (c) As at 31 December 2013, there are 1,600,000 (2012: 1,600,000) share options granted to employees of the Group, of which one-third of the share options have vested or will vest on each of the three anniversary dates of the date of grant.

As at 31 December 2012, there are 2,500,000 share options granted to an employee of the Group, of which one-fifth of the share options will vest on each of the five anniversary dates of the date of grant.

**Fair value of share options and assumptions**

The fair value of services received in return for share options granted was measured by reference to the fair value of share options granted. The weighted average fair value of the share options granted during the year ended 31 December 2012 was HK\$3.39 per share option which was determined using the Binomial Options Pricing Model with significant inputs into the model as follows:

Weighted average share price at measurement date (HK\$)
Weighted average option exercise price (HK\$)
Expected annualised volatility (%)
Weighted average risk-free rate (%)
Expected option life (year)
Weighted average expected dividend yield (%)

36 以權益結算以股份為基礎之付款  
交易(續)

附註：

- (a) 於二零一三年十二月三十一日，向本公司董事授出16,000,000份(二零一二年：28,000,000份)購股權，其中購股權由授出日期起計五個週年日每年歸屬15%，其餘25%須待本公司董事會將予釐定之若干表現目標達成後，於授出日期起計第五個週年日歸屬。

於二零一三年十二月三十一日，向本集團若干僱員授出11,395,000份(二零一二年：21,995,000份)購股權，其中購股權由授出日期起計五個週年日每年歸屬五分之一。

於二零一三年十二月三十一日，向本公司前董事及顧問授出8,400,000份(二零一二年：8,400,000份)購股權，由授出日期起計第四個週年日每年歸屬15%，購股權由授出日期起計第五個週年日每年歸屬40%。

- (b) 於二零一三年十二月三十一日，向本公司之一名僱員授出1,000,000份(二零一二年：1,000,000份)購股權，由二零一一年四月一日起計每個週年日每年歸屬五分之一。

於二零一三年十二月三十一日，向本集團僱員授出600,000份(二零一二年：600,000份)購股權，由二零一一年四月一日起計每個週年日每年歸屬三分之一。

- (c) 於二零一三年十二月三十一日，向本集團僱員授出1,600,000份(二零一二年：1,600,000份)購股權，由授出日期起計三個週年日每年歸屬三分之一。

於二零一二年十二月三十一日，共有2,500,000份授予本集團僱員之購股權，將由授出日期起計五個週年日每年歸屬五分之一。

**購股權公平價值及假設**

就授出購股權而收取之服務之公平價值乃參照所授出購股權之公平價值計量。於截至二零一二年十二月三十一日止年度內授出之購股權，其加權平均公平價值為3.39港元，乃按二項式期權定價模式釐定，該模式之主要輸入數據如下：

於計量日期之加權平均股價(港元)	8.87
加權平均購股權行使價(港元)	9.12
預期年度化波幅(%)	38.08
加權平均無風險利率(%)	1.55
購股權預期年期(年)	10
預期加權平均孳息率(%)	1.91

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 36 EQUITY SETTLED SHARE-BASED PAYMENT TRANSACTIONS (CONTINUED)

### Fair value of share options and assumptions (Continued)

Expected annualised volatility was determined by using the historical volatility of the Company's share price over the previous three to five years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

### Equity transactions after the balance sheet date

On 21 January 2014, 6,120,000 share options were granted to a director, consultants and employees with an exercise price of HK\$4.50 per share under the New Scheme.

## 37 RESERVES

## 36 以權益結算以股份為基礎之付款交易 (續)

### 購股權公平價值及假設 (續)

預期年度化波幅乃使用本公司於過去三至五年之股價波幅而釐定。該模式所用之預期年期已按管理層之最佳估計就不可轉讓性、行使限制及行為考慮之影響予以調整。

### 資產負債表日期後之權益交易

於二零一四年一月二十一日，根據新計劃6,120,000股購股權以行使價每股4.50港元授予一名董事、顧問及僱員。

## 37 儲備

		Group 本集團										
		Share premium	Capital redemption reserve	Convertible bonds capital reserve	Warrants capital reserve	Share-based payment reserve	Currency translation reserve	Merger reserve	Statutory reserves	Retained profits	Total	
		股份溢價	股本贖回儲備	可換股債券資本儲備	認股權證資本儲備	為基礎之付款儲備	匯兌儲備	合併儲備	法定儲備	保留盈利	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
			(Note (a))					(Note (b))	(Note (c))			
			(附註(a))					(附註(b))	(附註(c))			
At 1 January 2012	於二零一二年一月一日	50,028	2,882	(197)	26,178	363,370	95,367	414,272	322	98,503	2,821,046	3,871,771
Currency translation differences	匯兌差額	-	-	-	-	-	-	49,024	-	-	-	49,024
Profit appropriations	盈利分配	-	-	-	-	-	-	-	-	55,163	(55,163)	-
Share of associates' reserves	應佔聯營公司儲備	-	-	-	-	-	-	58	-	5	(5)	58
Profit for the year	年內盈利	-	-	-	-	-	-	-	-	-	955,673	955,673
Dividends	股息	-	-	-	-	-	-	-	-	-	(296,525)	(296,525)
Write-back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	-	-	-	3	3
Share option scheme:	購股權計劃:											
Value of grantee services	承授人服務價值	-	-	-	-	-	36,173	-	-	-	-	36,173
Proceeds from shares issued	發行股份之收款	60,390	-	-	-	-	(16,055)	-	-	-	-	44,335
Transfer upon lapse of share options	於購股權失效時轉撥	-	-	-	-	-	(2,029)	-	-	-	2,029	-
At 31 December 2012	於二零一二年十二月三十一日	110,418	2,882	(197)	26,178	363,370	113,456	463,354	322	153,671	3,427,058	4,660,512
Currency translation differences	匯兌差額	-	-	-	-	-	-	125,903	-	-	-	125,903
Profit appropriations	盈利分配	-	-	-	-	-	-	-	-	3,025	(3,025)	-
Share of associates' reserves	應佔聯營公司儲備	-	-	-	-	-	-	(232)	-	-	-	(232)
Profit for the year	年內盈利	-	-	-	-	-	-	-	-	-	329,144	329,144
Dividends	股息	-	-	-	-	-	-	-	-	-	(247,371)	(247,371)
Write-back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	-	-	-	3	3
Share option scheme:	購股權計劃:											
Value of grantee services	承授人服務價值	-	-	-	-	-	3,668	-	-	-	-	3,668
Proceeds from shares issued	發行股份之收款	9,863	-	-	-	-	(2,682)	-	-	-	-	7,181
Transfer upon lapse of share options	於購股權失效時轉撥	-	-	-	-	-	(37,837)	-	-	-	37,837	-
At 31 December 2013	於二零一三年十二月三十一日	120,281	2,882	(197)	26,178	363,370	76,605	589,025	322	156,696	3,543,646	4,878,808



# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 37 RESERVES (CONTINUED)

## 37 儲備(續)

		Company 本公司								
		Share premium	Capital redemption reserve	Contributed surplus	Convertible bonds capital reserve	Warrants capital reserve	Currency translation reserve	Share-based payment reserve	Retained profits	Total
		股份溢價	股本贖回儲備	繳入盈餘	可換股債券資本儲備	認股權證資本儲備	匯兌儲備	以股份為基礎之付款儲備	保留盈利	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(Note (a)) (附註(a))	(Note (d)) (附註(d))						
At 1 January 2012	於二零一二年一月一日	50,028	2,882	152,891	26,178	363,370	20,356	95,367	39,653	750,725
Currency translation differences	匯兌差額	-	-	-	-	-	1,113	-	-	1,113
Profit for the year	年內盈利	-	-	-	-	-	-	-	281,319	281,319
Dividends	股息	-	-	-	-	-	-	-	(296,525)	(296,525)
Write-back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	-	3	3
Share option scheme:	購股權計劃:									
Value of grantee services	承授人服務價值	-	-	-	-	-	-	36,173	-	36,173
Proceeds from shares issued	發行股份之收款	60,390	-	-	-	-	-	(16,055)	-	44,335
Transfer upon lapse of share options	於購股權失效時轉撥	-	-	-	-	-	-	(2,029)	2,029	-
At 31 December 2012	於二零一二年十二月三十一日	110,418	2,882	152,891	26,178	363,370	21,469	113,456	26,479	817,143
Currency translation differences	匯兌差額	-	-	-	-	-	13,968	-	-	13,968
Profit for the year	年內盈利	-	-	-	-	-	-	-	245,736	245,736
Dividends	股息	-	-	-	-	-	-	-	(247,371)	(247,371)
Write-back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	-	3	3
Share option scheme:	購股權計劃:									
Value of grantee services	承授人服務價值	-	-	-	-	-	-	3,668	-	3,668
Proceeds from shares issued	發行股份之收款	9,863	-	-	-	-	-	(2,682)	-	7,181
Transfer upon lapse of share options	於購股權失效時轉撥	-	-	-	-	-	-	(37,837)	37,837	-
At 31 December 2013	於二零一三年十二月三十一日	120,281	2,882	152,891	26,178	363,370	35,437	76,605	62,684	840,328

## 37 RESERVES (CONTINUED)

Notes:

(a) Capital redemption reserve

The capital redemption reserve represents the nominal amount of shares repurchased by the Company in 1999.

(b) Merger reserve

The merger reserve represents the difference between the aggregate nominal amount of the share capital of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the share capital issued by the Company as consideration for the acquisition pursuant to the corporate reorganisation in 1995.

(c) Statutory reserves

As stipulated by regulations in Mainland China, the Company's subsidiaries established and operated in Mainland China are required to appropriate a portion of their after-tax profit (after offsetting prior year losses) to the statutory reserves and enterprise expansion fund, at rates determined by their respective boards of directors. The statutory reserves can be utilised to offset prior year losses or be utilised for the issuance of bonus shares, whilst the enterprise expansion fund can be utilised for the development of business operations. When the statutory reserves reach an amount equal to 50% of the registered capital of the Company's subsidiaries, further appropriation is optional.

(d) Contributed surplus

The contributed surplus of the Company represents the difference between the aggregate net assets of the subsidiaries acquired by the Company under the corporate reorganisation in 1995 and the nominal amount of the Company's shares issued for the acquisition.

(e) Distributable reserves

The Company's reserves available for distribution to its shareholders of the Company comprise share premium, contributed surplus, fair value adjustment of warrant capital reserve, share-based payment reserve and retained profits. Under the Companies Law (Revised) of the Cayman Islands, the Company's reserve is available for paying distributions or dividends to shareholders subject to the provisions of its Articles of Association and provided that immediately following the distribution or the payment of dividends, the Company is able to pay its debts as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares. In accordance with the Company's Articles of Association, dividends shall be payable out of the profits or other reserves, including the share premium, of the Company.

## 37 儲備(續)

附註：

(a) 股本贖回儲備

股本贖回儲備指本公司於一九九九年購回股份之面值。

(b) 合併儲備

合併儲備指附屬公司於被本公司收購當日之股本面值總額與本公司根據一九九五年公司重組作為收購代價所發行股本面值兩者之差額。

(c) 法定儲備

根據中國內地法規，本公司於中國內地成立及經營之附屬公司須將其稅後盈利(經抵銷上一年度虧損後)之一部份撥入法定儲備及企業發展基金，撥款比例由附屬公司各自之董事會釐定。法定儲備可用作抵銷上一年度虧損或用作發行紅股，而企業發展基金可用作發展業務營運。法定儲備達到本公司附屬公司註冊資本50%後，可選擇不再撥款。

(d) 繳入盈餘

本公司之繳入盈餘指本公司根據一九九五年公司重組收購附屬公司之資產淨值總額與本公司因收購而發行之股份面值兩者之差額。

(e) 可供分派儲備

本公司可供分派予本公司股東之儲備包括股份溢價、繳入盈餘、認股權證公平價值調整資本儲備、以股份為基礎之付款儲備及保留盈利。根據開曼群島公司法(經修訂)，本公司之儲備可用作向股東分派或支付股息，惟須受公司組織章程細則之條文所規限，而緊隨作出分派或派付股息後，本公司必須能於日常業務過程中償還到期債項。股份溢價亦可以繳足紅股形式分派。根據本公司之公司組織章程細則，股息須以本公司之盈利或其他儲備(包括股份溢價)支付。

38 DEFERRED INCOME TAX

The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

38 遞延所得稅

經適當抵銷後釐定並列入綜合資產負債表之金額如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Net deferred income tax assets recognised on the balance sheet	於資產負債表內確認之遞延所得稅資產淨額	151,248	111,491
Net deferred income tax liabilities recognised on the balance sheet	於資產負債表內確認之遞延所得稅負債淨額	(24,470)	(16,048)
Deferred tax assets (net)	遞延稅項資產(淨額)	126,778	95,443

Deferred income tax is calculated in full on temporary differences under the liability method using the applicable tax rates.

遞延所得稅採用負債法就暫時差額按適用稅率作全數計算。

The movement in net deferred income tax assets is as follows:

遞延所得稅資產淨值之變動如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
At 1 January	於一月一日	95,443	87,024
Exchange adjustment	匯兌調整	2,954	900
Credited to consolidated income statement (Note 10)	計入綜合收益表(附註10)	28,381	7,519
At 31 December	於十二月三十一日	126,778	95,443

The expiry of unrecognised tax losses are as follows:

未確認稅項虧損之屆滿情況如下：

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Tax losses without expiry date	無屆滿日期之稅項虧損	23,899	23,940
Tax losses expiring after 5 years	五年後屆滿之稅項虧損	72,790	67,174
Tax losses expiring in 5 years	五年內屆滿之稅項虧損	7,536	6,644
At 31 December	於十二月三十一日	104,225	97,758

38 DEFERRED INCOME TAX (CONTINUED)

As at 31 December 2013, the potential deferred income tax assets in respect of the above unrecognised tax losses amounted to HK\$18,074,000 (2012: HK\$16,901,000).

Deferred income tax liabilities of HK\$163,533,000 (2012: HK\$145,175,000), in respect of unremitted earnings of approximately HK\$3,270,669,000 as at 31 December 2013 (2012: HK\$2,903,506,000), have not been recognised for the withholding tax as the Group controls the dividend policy of these subsidiaries.

The movements in deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

Deferred income tax assets 遞延所得稅資產		Group 本集團									
		Provisions 撥備		Decelerated tax depreciation 減速稅項折舊		Tax losses 稅項虧損		Others 其他		Total 總計	
		2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January	於一月一日	92,580	80,467	6,859	5,627	9,789	19,340	2,263	1,035	111,491	106,469
Exchange adjustment	匯兌調整	2,855	823	143	39	240	113	49	17	3,287	992
Credited/(charged) to consolidated income statement	計入/(扣除自) 綜合收益表	34,453	11,290	1,146	1,193	(337)	(9,664)	1,208	1,211	36,470	4,030
At 31 December	於十二月三十一日	129,888	92,580	8,148	6,859	9,692	9,789	3,520	2,263	151,248	111,491

Deferred income tax liabilities 遞延所得稅負債		Group 本集團							
		Accelerated tax depreciation 加速稅項折舊		Withholding tax on undistributed profits 未分派盈利預扣稅		Others 其他		Total 總計	
		2013	2012	2013	2012	2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January	於一月一日	8,850	6,319	7,198	12,647	-	479	16,048	19,445
Exchange adjustment	匯兌調整	301	93	-	-	32	(1)	333	92
Charged/(credited) to consolidated income statement	計入/(扣除自) 綜合收益表	2,850	2,438	3,053	(5,449)	2,186	(478)	8,089	(3,489)
At 31 December	於十二月三十一日	12,001	8,850	10,251	7,198	2,218	-	24,470	16,048

38 遞延所得稅 (續)

於二零一三年十二月三十一日，與上述未確認稅項虧損相關之潛在遞延所得稅資產金額為18,074,000港元(二零一二年：16,901,000港元)。

本集團並未就若干附屬公司未匯出盈利之應付預扣稅163,533,000港元(二零一二年：145,175,000港元) 確認遞延所得稅負債，原因為本集團控制該等附屬公司之股息政策。於二零一三年十二月三十一日，未匯出盈利總計為3,270,669,000港元(二零一二年：2,903,506,000港元)。

年內，遞延稅項資產及負債(在同一徵稅司法權區之結餘抵銷前)之變動如下：

# NOTES TO THE FINANCIAL STATEMENTS

# 財務報表附註

## 39 CONSOLIDATED CASH FLOW STATEMENT 39 綜合現金流量表

Reconciliation of operating profit to cash generated from operations is as follows:

經營盈利與營運產生之現金之對賬如下：

		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Operating profit	經營盈利	520,152	1,364,900
Amortisation	攤銷	8,610	8,451
Derivative financial instrument – forward foreign exchange contract	衍生金融工具－遠期外匯合約	1,315	–
Depreciation	折舊	304,338	252,209
Dividend received from an investee	已收一間被投資公司之股息	(18)	(61)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	42,985	17,398
Loss on termination of a license right	終止特許使用權之虧損	–	1,789
Impairment of intangible assets	無形資產減值	26,754	7,000
Impairment of goodwill	商譽減值	1,013	–
Interest income	利息收入	(33,374)	(43,047)
Share-based payment expense	以股份為基礎之付款開支	3,668	36,173
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	875,443	1,644,812
Increase in inventories	存貨增加	(205,611)	(287,651)
Increase in trade receivables, other receivables, deposits and prepayments	貿易應收賬款、其他應收賬款、按金及預付款項增加	(206,593)	(426,167)
Increase/(decrease) in trade payables, other payables, accrued charges and other non-current liability	貿易應付賬款、其他應付賬款、應計費用及其他非流動負債增加／(減少)	257,243	(57,814)
Cash generated from operations	營運產生之現金	720,482	873,180

## 40 COMMITMENTS

## 40 承擔

(a) Capital commitments for purchase of land use rights and property, plant and equipment

(a) 購買土地使用權及物業、廠房及設備之資本承擔

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Authorised but not contracted	已授權但未訂約	67,261	79,847
Contracted but not provided for	已訂約但未撥備	165,488	63,301
		232,749	143,148

40 COMMITMENTS (CONTINUED)

(b) Commitments under operating leases

As at 31 December 2013, the Group had future aggregate minimum lease payments in respect of various production plants and facilities, warehouses, offices and distribution outlets under non-cancellable operating leases as follows:

		Group 本集團	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Not later than one year	一年內	1,236,734	1,304,758
Later than one year and not later than five years	一年後及五年內	1,168,232	1,417,941
Later than five years	五年後	21,709	36,084
		<b>2,426,675</b>	<b>2,758,783</b>

Payment obligations in respect of operating leases on properties with contingent rent vary with respect to gross revenues are not included as future minimum lease payments.

The Company did not have any material commitments as at 31 December 2013 (2012: Nil).

41 FINANCIAL INSTRUMENTS BY CATEGORY

40 承擔(續)

(b) 經營租賃承擔

於二零一三年十二月三十一日，本集團就多間生產廠房及設施、倉庫、辦公室及分銷店之不可撤銷經營租賃之未來最低付款總額如下：

就收入總額收取或然租金之物業經營租賃之應付租金，並未計入未來最低付款總額內。

於二零一三年十二月三十一日，本公司並無任何重大承擔(二零一二年：無)。

41 金融工具分類

		Group 本集團		
		Loans and receivables 貸款及應收賬款 HK\$'000 千港元	Available-for-sale 可出售 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 December 2013	二零一三年十二月三十一日			
Assets as per balance sheet	資產負債表所示資產			
Available-for-sale financial assets	可出售金融資產	-	374	374
Trade receivables	貿易應收賬款	365,726	-	365,726
Other receivables excluding prepayments	其他應收賬款(扣除預付款項)	992,298	-	992,298
Entrusted loans	委託貸款	104,161	-	104,161
Structured bank deposits	銀行結構存款	637,992	-	637,992
Pledged bank deposits	已抵押銀行存款	4,464	-	4,464
Bank deposits with maturity over three months	存款期超過三個月之銀行存款	32,625	-	32,625
Cash and cash equivalents	現金及現金等價物	699,321	-	699,321
Total	合計	<b>2,836,587</b>	<b>374</b>	<b>2,836,961</b>

**NOTES TO THE FINANCIAL STATEMENTS**

**財務報表附註**

**41 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)**

**41 金融工具分類 (續)**

		Liabilities at fair value through the profit & loss 按公平價值計入損益之負債 HK\$'000 千港元	Other financial liabilities at amortised cost 按攤銷成本之其他金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities as per balance sheet	資產負債表所示負債			
Bank loan – unsecured	銀行貸款—無抵押	–	117,000	117,000
Convertible bonds	可換股債券	–	689,178	689,178
Derivative financial instrument	衍生金融工具	1,315	–	1,315
Trade payables	貿易應付賬款	–	1,126,304	1,126,304
Other payables and accrued charges	其他應付賬款及應計費用	–	563,044	563,044
<b>Total</b>	<b>合計</b>	<b>1,315</b>	<b>2,495,526</b>	<b>2,496,841</b>

		Group 本集團		Total 總計
		Loans and receivables 貸款及應收賬款 HK\$'000 千港元	Available-for-sale 可出售 HK\$'000 千港元	HK\$'000 千港元
31 December 2012 (Restated)	二零一二年十二月三十一日 (重列)			
Assets as per balance sheet	資產負債表所示資產			
Available-for-sale financial assets	可出售金融資產	–	624	624
Trade receivables	貿易應收賬款	346,696	–	346,696
Other receivables excluding prepayments	其他應收賬款 (扣除預付款項)	692,055	–	692,055
Cash and cash equivalents	現金及現金等價物	1,494,759	–	1,494,759
<b>Total</b>	<b>合計</b>	<b>2,533,510</b>	<b>624</b>	<b>2,534,134</b>

		Liabilities at fair value through the profit & loss 按公平價值計入損益之負債 HK\$'000 千港元	Other financial liabilities at amortised cost 按攤銷成本之其他金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities as per balance sheet	資產負債表所示負債			
Bank loan – unsecured	銀行貸款—無抵押	–	7,268	7,268
Convertible bonds	可換股債券	–	639,738	639,738
Trade payables	貿易應付賬款	–	865,951	865,951
Other payables and accrued charges	其他應付賬款及應計費用	–	540,156	540,156
<b>Total</b>	<b>合計</b>	<b>–</b>	<b>2,053,113</b>	<b>2,053,113</b>

42 RELATED PARTY TRANSACTIONS AND  
BALANCES

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group entered into the following related party transactions during the year:

(a) Transactions and balances with related companies

Purchases and subcontracting services from (Note i):	向下列各方採購及分包契約服務 (附註i):	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	Balance as at 31 December 於十二月三十一日結餘 2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
An associate	一間聯營公司	31	44,276	34	119
An investee	一間被投資公司	1,495	1,573	340	302
Royalty fee to (Note ii):	向下列各方支付之特許權費 (附註ii):				
A joint venture	一間合營企業	946	—	960	—

Notes:

- (i) Purchases of shoe materials and footwear products from an associate and an investee are conducted in the normal course of the Group's business. The terms of transactions are determined and agreed between the Group and the counter parties and all balances due are repayable according to trade terms.
- (ii) Royalty fee paid or payable to a joint venture was charged in accordance with terms as determined and agreed between the Group and the counter party and the balance due are repayable according to agreed terms.

(b) Key management personnel compensation

Salaries, allowances and bonuses	薪金、津貼及花紅	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Defined contribution pension costs	定額供款退休金成本	62	63
Share-based payment expense	以股份為基礎之付款開支	1,838	19,144
		40,963	56,984

42 關聯方交易及結餘

除本財務報表其他部份所披露之交易及結餘外，本集團於年內曾進行下列關聯方交易：

(a) 與關聯公司之交易及結餘

Transactions 交易	Balance as at 31 December 於十二月三十一日結餘	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
An associate	一間聯營公司	34	119
An investee	一間被投資公司	340	302
Royalty fee to (Note ii):	向下列各方支付之特許權費 (附註ii):		
A joint venture	一間合營企業	960	—

附註：

- (i) 向一間聯營公司及一間被投資公司採購鞋類物料及鞋類產品乃於本集團日常業務過程中進行。交易條款乃經本集團與交易方協定後釐定，而所有應付結餘亦按照貿易條款於到期時支付。
- (ii) 向一間合營企業已付或應付之特許權費已根據本集團與交易方釐定及同意之條款計入，而應付結餘按照已同意之條款於到期時支付。

(b) 主要管理人員之薪酬

Salaries, allowances and bonuses	薪金、津貼及花紅	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Defined contribution pension costs	定額供款退休金成本	62	63
Share-based payment expense	以股份為基礎之付款開支	1,838	19,144
		40,963	56,984



# FIVE-YEAR FINANCIAL SUMMARY

# 五年財務概要

For the years ended 31 December

截至十二月三十一日止年度

		2013	2012	2011	2010	2009
		二零一三年	二零一二年	二零一一年	二零一零年	二零零九年
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元
<b>Results</b>	<b>業績</b>					
Turnover	營業額	<b>10,446,540</b>	10,529,100	8,576,762	6,623,840	5,831,994
Gross profit	毛利	<b>5,838,287</b>	6,228,832	5,243,777	3,800,841	3,207,078
Profit before income tax	除所得稅前盈利	<b>464,431</b>	1,307,314	1,322,081	850,161	633,543
Profit for the year	以下各方應佔年內					
attributable to:	盈利：	<b>334,334</b>	974,763	944,731	611,611	400,659
Owners of the Company	本公司擁有人	<b>329,144</b>	955,673	933,063	595,510	393,838
Non-controlling interests	非控制性權益	<b>5,190</b>	19,090	11,668	16,101	6,821
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	<b>20.0</b>	58.1	57.0	36.4	24.1
Dividend per share (HK cents)	每股股息 (港仙)	<b>8.0</b>	18.0	17.0	12.0	8.0

As at 31 December

於十二月三十一日

		2013	2012	2011	2010	2009
		二零一三年	二零一二年	二零一一年	二零一零年	二零零九年
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元	千港元
			(Restated)	(Restated)	(Note)	(Note)
			(重列)	(重列)	(附註)	(附註)
<b>Assets and liabilities</b>	<b>資產及負債</b>					
Total assets	總資產	<b>7,822,316</b>	7,271,449	6,546,610	5,049,050	3,940,808
Total liabilities	總負債	<b>2,572,487</b>	2,234,853	2,314,984	1,741,447	1,698,883
Total equity attributable to:	以下各方應佔總權益：	<b>5,249,829</b>	5,036,596	4,231,626	3,307,603	2,241,925
Owners of the Company	本公司擁有人	<b>5,043,722</b>	4,825,336	4,035,867	3,124,332	2,202,898
Non-controlling interests	非控制性權益	<b>206,107</b>	211,260	195,759	183,271	39,027

Note: The restatement in total assets and total liabilities for 2012 and 2011 were the result of adoption of HKFRS 10. Please refer to Note 2 to the financial statements for details. Figures for 2010 and 2009 were not restated as management is of the opinion that the preparation of such restatements would involve expense or delay out of proportion to the value to the shareholders of the Company.

附註：二零一二年及二零一一年總資產及總負債之重列乃採納香港財務報告準則第10號之結果。有關詳情，請參閱財務報表附註2。二零一零年及二零零九年之數字並未重列，乃由於管理層認為編製該等相關重列項目將會涉及與本公司股東價值不成比例的開支或延誤。



**DAPHNE INTERNATIONAL HOLDINGS LIMITED**  
達芙妮國際控股有限公司  
[www.daphneholdings.com](http://www.daphneholdings.com)