



Since 1956

Pegasus International Holdings Limited
創信國際控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 676)

ANNUAL REPORT 2013 年報

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CORPORATE INFORMATION

DIRECTORS
Executive Directors
Wu Chen San, Thomas
Wu Jenn Chang, Michael
Wu Jenn Tzong, Jackson
Ho Chin Fa, Steven

Independent Non-Executive Directors
Huang Hung Ching
Liu Chung Kang, Helios
Lai Jenn Yang, Jeffrey

COMPANY SECRETARY
Lee Yiu Ming

AUDIT COMMITTEE
Huang Hung Ching, Chairman
Liu Chung Kang, Helios
Lai Jenn Yang, Jeffrey

REMUNERATION COMMITTEE
Lai Jenn Yang, Jeffrey, Chairman
Huang Hung Ching
Liu Chung Kang, Helios

NOMINATION COMMITTEE
Liu Chung Kang, Helios, Chairman
Lai Jenn Yang, Jeffrey
Huang Hung Ching

REGISTERED OFFICE
Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS
Unit 904, 9/F, Skyway House, No. 3 Sham Mong Road,
Tai Kok Tsui, Kowloon, Hong Kong

AUDITORS
Deloitte Touche Tohmatsu, Certified Public Accountants
35th Floor, One Pacific Place, 88 Queensway, Hong Kong

PRINCIPAL SHARE REGISTRARS
Butterfield Corporate Services Limited
26 Burnaby Street, Hamilton HM11, Bermuda

HONG KONG BRANCH SHARE REGISTRARS
Tricor Secretaries Limited
Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

STOCK CODE
676

PRINCIPAL BANKERS
China Construction Bank
Chinatrust Commercial Bank, Ltd
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited

WEBSITE
<http://www.pegasusinternationalholdings.com>

CHAIRMAN'S STATEMENT

I am pleased to present our annual results for the year ending 31 December 2013. The Group recorded the net profit after taxation of US\$1,368,000 (2012: US\$2,205,000), and the decrease of turnover from US\$96,408,000 in 2012 to US\$75,121,000 in this year. The gross profit margin rose from 13.1% in 2012 to 18.0% in the year.

Geographical Market

North America remains the largest export market of the Group, accounting for 65.9% of the Group's turnover. Turnover contribution from the Asian and European market and other regions represented 18.2%, 7.9% and 8.0% respectively.

BUSINESS REVIEW

In year 2013, recovery of global economy remained tardy, with the consumer's consumption habits tending to be conservative. Within such a complicated and varied environment, the Group experienced a challenging year in 2013. The Group is confident that the well-established foundation and high quality products are the key to survive in this tough environment, we continue to work closely with our business partners, and consolidate our experience and strength. The Group also implemented a comprehensive cost control policy to monitor the spending, to improve in all aspects and strive for excellence, aiming at a better margin to the stakeholders.

SOCIAL RESPONSIBILITY

The Group is dedicated in delivering the social responsibility, the working place safety and contribution to local community is always our top concern. Adequate training will be provided to staff in different level to advance their skills and personal morality.

FUTURE PROSPECTS

Uncertainties and challenges will remain globally as well as PRC economies in year 2014. The Group is committed to exploring potential customers and markets, integrated advantageous resources, improved efficiency continuously and propelling the business with its solid base, so as to push forward the development of the Group in a steady manner.

APPRECIATION

I would like to give my most sincere recognitions to all the Board Members, executives and staffs of the Group for their dedications and contributions. I, on behalf of the Group, would also like to express our deepest gratitude to our business partners and shareholders for their trust and continual supports.

By Order of the Board
Wu Chen San, Thomas
Chairman

Hong Kong, 26 March 2014

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

During the year ended 31 December 2013, the Group continued to concentrate on the manufacture and sales of footwear products. For the year ended 31 December 2013, the Group recorded a turnover of US\$75,121,000 (2012: US\$96,408,000) representing 22.1% decrease comparing to 2012.

Profit before taxation of the Group for the year ended 31 December 2013 was US\$1,528,000 (2012: US\$2,892,000), a deduction of US\$1,364,000 as compared to the corresponding period in 2012. After accounting for income taxes of US\$160,000, resulted a profit after taxation of US\$1,368,000 (2012: US\$2,205,000). Basic earnings per share for the year ended 31 December 2013 was 0.19 US cents (2012: 0.30 US cents). Gross profit margin rose to 18.0% in the year. In addition, the Group continued to exercise tight cost control and implemented policies to improve efficiency.

The Group will continue to observe this conservative approach, to stay in low gearing ratio, in formulating resources allocation. The Group had successfully reduced its bank borrowings to nil in 2013. This, helped to reduce the interest expenses by US\$39,000.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its business needs with internal cash flows. Since the global finance crisis couple of years ago, the Group put great effort to maintain a healthy and strong financial position, and the main focus was cash flow management. Trade receivables were reviewed regularly to ensure that were neither past due nor impaired, and trade payables were scheduled to match our cash flow pattern. Spending, capital expenditure, other than necessary, were greatly controlled. As at 31 December 2013, the Group had cash and cash equivalent of US\$26,306,000 (2012: US\$21,902,000) and total borrowings of Nil (2012: US\$428,000), and reached the net bank balances and cash of US\$26,306,000 (US\$21,474,000 in 2012). As at 31 December 2013, the Group's solid financial liquidity position was reflected by a healthy current ratio of 8.8 (2012: 8.7) times.

CAPITAL EXPENDITURE

For the year ended 31 December 2013, the Group incurred US\$2,016,000 in capital expenditure, of which approximately 78% was used in acquisition and replacement of plant and machinery.

EMPLOYEES AND REMUNERATION POLICIES

The Group adopts a competitive remuneration package for its employees. Promotion and salary increments are assessed based on performance related basis. There are incentives in the form of discretionary performance bonus and offer equal opportunities to all staff.

The Group recognizes the value and importance to achieving high corporate governance standards to enhance corporate performance and accountability.

The Company has applied the principles and has fully complied with all requirements set out in Code on Corporate Governance Practices contained in Appendix 14 to the Listing Rules and such amendments and revisions under the Corporate Governance Code effective from 1 April 2012 (collectively the “Code”) throughout the year ended 31 December 2013.

The Company periodically reviews its corporate governance practices to ensure that the practices continue to meet the requirements of the Code.

A. DIRECTORS

A.1 The Board

Principle

An issuer should be headed by an effective board which should assume responsibility for leadership and control of the issuer and be collectively responsible for promoting the success of the issuer by directing and supervising the issuer’s affairs. Directors should take decisions objectively in the interests of the issuer.

The overall management of the Company’s business is vested in the Board.

The Board takes responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitoring the performance of the senior management. The directors have to take decisions objectively in the interests of the Company.

The day-to-day management, administration and operation of the Company are delegated to the Managing Director and the senior management of the Company. The delegated functions and work tasks are periodically reviewed.

The Board is composed of four executive directors (including the Chairman and the Managing Director of the Company) and three independent non-executive directors, whose biographical details are set out in “Biographical Data of Directors and Senior Management” section on pages 35 to 36. Mr. Wu Chen San, Thomas, Mr. Wu Jenn Chang, Michael and Mr. Wu Jenn Tzong, Jackson are brothers. Save as disclosed herein, none of the members of the Board are related to one another.

During the year, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.1 The Board (continued)

In addition, the Company has received from each of the independent non-executive director an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. These directors' independence have been verified.

Code Provisions	Compliance	Actions by the Company
A.1.1 The board should meet regularly and board meetings should be held at least 4 times a year at approximately quarterly intervals.	Yes	The Board met four times during the year and all of them were regular board meetings.
A.1.2 Arrangements should be in place to ensure that all directors are given an opportunity to include matters in the agenda for regular board meetings.	Yes	Directors were invited to include any matters which they thought appropriate in the agenda for regular board meetings.
A.1.3 Notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend.	Yes	14 days prior notice was normally given for regular board meetings.
A.1.4 Minutes of board meetings and meetings of board committees should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director.	Yes	Minutes are kept by appointed secretary and open for inspection by any directors.
A.1.5 Minutes of board meetings and meetings of board committees should record in sufficient detail the matters considered and decisions reached. Draft and final versions of minutes should be sent to all directors for their comment and records respectively, within a reasonable time after the board meeting is held.	Yes	Sufficient details were recorded in the board minutes. All draft minutes would be sent to directors for review and comment within one month after each meeting. Final version of minutes would be sent to directors for their record.

A. DIRECTORS (CONTINUED)

A.1 The Board (continued)

Code Provisions	Compliance	Actions by the Company
<p>A.1.6</p> <p>There should be a procedure for directors to seek independent professional advice at the issuer's expense.</p>	Yes	Directors are permitted to seek independent professional advice, if required, at the Company's expenses.
<p>A.1.7</p> <p>If a substantial shareholder/director has a conflict of interest in a matter to be considered by the board which the board has determined to be material, a board meeting should be held. Independent non-executive and whose associates, have no material interests in the transaction, directors should be present at such board meeting.</p>	Yes	The Company will continue to ensure that such matters that require board meetings be held instead of by way of circulation.
<p>A.1.8</p> <p>An issuer should arrange appropriate insurance cover in respect of legal action against its directors.</p>	Yes	All directors are covered by insurance in respect of legal action against them.

A.2 Chairman and Chief Executive

Principle

There are two key aspects of the management of every issuer – the management of the board and the day-to-day management of business. There should be a clear division of these responsibilities to ensure a balance of power and authority, so that power is not concentrated in any one individual.

The positions of the Chairman and the Managing Director (the chief executive) are held by Mr. Wu Chen San, Thomas and Mr. Wu Jenn Chang, Michael, respectively.

In order to reinforce their respective independence, accountability and responsibility, the role of the Chairman is separate from that of the Managing Director. The Chairman provides leadership and is responsible for the effective functioning of the Board in accordance with good corporate governance practice and ensure the effectiveness of the Board. With the support of the senior management, the Chairman is also responsible for ensuring that the directors receive adequate, complete and reliable information in a timely manner and appropriate briefing on issues arising at Board meetings.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.2 Chairman and Chief Executive (continued)

The Managing Director focuses on managing the Company and its subsidiaries, developing and implementing objectives, policies and strategies approved and delegated by the Board. The Managing Director is in charge of the Group's day-to-day management and operations and is also responsible for developing strategic plans and formulating the organizational structure, control systems and internal procedures and processes for the Board's approval.

Code Provisions	Compliance	Actions by the Company
A.2.1 The roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.	Yes	Division of responsibilities between the Chairman and the Managing Director is clearly defined and set out in writing. Chairman and Managing Director are served by different persons.
A.2.2 & A.2.3 The chairman should ensure that all directors are properly briefed on issues arising at board meetings and they receive adequate information in a timely manner.	Yes	The Chairman has a clear responsibility to ensure all the directors are properly briefed and given accurate information.
A.2.4 One of the important roles of the chairman is to provide leadership for the board. The chairman should ensure that the board works effectively and performs its responsibilities, and that all key and appropriate issues are discussed by it in a timely manner. The chairman should be primarily responsible for drawing up and approving the agenda for each board meeting. He should take into account, where appropriate, any matters proposed by the other directors for inclusion in the agenda. The chairman may delegate this responsibility to a designated director or the company secretary.	Yes	The Chairman has a clear responsibility to ensure the Board works effectively and perform responsibilities. The Chairman works with the company secretary in drawing up the agenda for each board meeting.

A. DIRECTORS (CONTINUED)

A.2 Chairman and Chief Executive (continued)

Code Provisions	Compliance	Actions by the Company
<p>A.2.5</p> <p>The chairman should take primary responsibility for ensuring that good corporate governance practices and procedures are established.</p>	Yes	The Chairman has a clear responsibility to ensure good corporate governance practices and procedures are in place and effective.
<p>A.2.6</p> <p>The chairman should encourage all directors to make a full and active contribution to the board's affairs and take the lead to ensure that it acts in the best interests of the issuer. The chairman should encourage directors with different views to voice their concerns, allow sufficient time for discussion of issues and ensure that board decisions fairly reflect board consensus.</p>	Yes	The Chairman has a clear responsibility to encourage all directors contribute actively to the Board's affairs for the best interests of the Company.
<p>A.2.7</p> <p>The chairman should at least annually hold meetings with the non-executive directors (including independent non-executive directors) without the executive directors present.</p>	Yes	The Chairman will hold 2 meetings in a year to discuss with independent non-executive directors without presence of other executive directors.
<p>A.2.8</p> <p>The chairman should ensure that appropriate steps are taken to provide effective communication with shareholders and that their views are communicated to the board as a whole.</p>	Yes	Effective communication channels are in place and their views are considered by the Board.
<p>A.2.9</p> <p>The chairman should promote a culture of openness and debate by facilitating the effective contribution of non-executive directors in particular and ensuring constructive relations between executive and non-executive directors.</p>	Yes	The Chairman has a clear responsibility to promote open discussions between executive and non-executive directors.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.3 Board composition

Principle

The board should have a balance of skills and experience appropriate for the requirements of the issuer's business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive directors (including independent non-executive directors) so that there is a strong independent element on the board, which can effectively exercise independent judgement. Non-executive directors should be of sufficient calibre and number for their views to carry weight.

The Board as a whole is responsible for reviewing the Board composition, developing and formulating the relevant procedures for appointment of directors, monitoring the appointment and succession planning of directors and assessing the independence of independent non-executive directors. The Board has reviewed its own structure, size and composition to ensure that it has a balance of expertise, skills, independence and experience appropriate to the requirements of the business of the Group.

Code Provisions	Compliance	Actions by the Company
A.3.1 The independent non-executive directors should be identified in all corporate communications that disclose the names of directors.	Yes	Composition of the Board, by category of Directors, is disclosed in all corporate communications.
A.3.2 An issuer should maintain on its website and on the website of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") an updated list of its directors identifying their role and function and whether they are independent non-executive directors.	Yes	An updated list of executive directors and independent non-executive directors identifying their role and function is maintained on the Stock Exchange's website and the Company's website.

A. DIRECTORS (CONTINUED)

A.4 Appointments, re-election and removal

Principle

There should be a formal, considered and transparent procedure for the appointment of new directors to the board. There should be plans in place for orderly succession for appointments. All directors should be subject to re-election at regular intervals. An issuer must explain the reasons for the resignation or removal of any director.

Code Provisions	Compliance	Actions by the Company
<p>A.4.1</p> <p>Non-executive directors should be appointed for a specific term, subject to re-election.</p>	Yes	The independent non-executive directors of the Company were appointed for specific terms, and are subject to retirement by rotation in accordance with the Bye-laws of the Company.
<p>A.4.2</p> <p>All directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.</p>	Yes	Every director is subject to retirement by rotation at least once every three years.
<p>A.4.3</p> <p>Serving more than 9 years could be relevant to the determination of a non-executive director's independence. If an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected.</p>	Yes	Throughout the year ended 31 December 2013, no independent non-executive director has served the Company more than 9 years. Upon further appointment, details will be given to shareholders accompanying that resolution to explain the independence.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.5 Nomination Committee

The Nomination Committee currently comprises all the three independent non-executive Directors. The Chairman of the Nomination Committee is Mr. Liu Chung Kang, Helios.

Code Provisions	Compliance	Actions by the Company
A.5.1 Issuers should establish a nomination committee which is chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.	Yes	All members (including the chairman of the Committee) in the Nomination Committee are independent non-executive directors.
A.5.2 The nomination committee should be established with specific written terms of reference which deal clearly with its authority and duties. It should perform the following duties (a) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the issuer's corporate strategy; (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships; (c) assess the independence of independent non-executive directors; and (d) 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	Yes	Specific written terms of reference have been set up and the committee members understand clearly their authority and duties.

A. DIRECTORS (CONTINUED)

A.5 Nomination Committee (continued)

Code Provisions	Compliance	Actions by the Company
<p>A.5.3</p> <p>The nomination committee should make available its terms of reference explaining its role and the authority delegated to it by the board by including them on the Exchange's website and issuer's website.</p>	Yes	Terms of reference has been published on the Stock Exchange's website and the Company's website.
<p>A.5.4</p> <p>Issuers should provide the nomination committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the issuer's expense, to perform its responsibilities.</p>	Yes	The Company will pay for the fee for all professional advice and other assistance as required by the Nomination Committee.
<p>A.5.5</p> <p>Where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.</p>	Yes	Proper circular has been sent to shareholders and explanatory statement accompanying the notice of the relevant general meeting for the election of independent non-executive director.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.6 Responsibilities of directors

Principle

Every director must always know his responsibilities as a director of an issuer and its conduct, business activities and development. Given the essential unitary nature of the board, non-executive directors have the same duties of care and skill and fiduciary duties as executive directors.

During the year, 4 Board meetings, 2 Audit Committee meetings, 2 Remuneration Committee and 2 Nomination Committee meetings were held. The attendance record of each director at the aforesaid meetings is set out below:

	Attendance of Meetings			
	Board	Audit Committee	Remuneration Committee	Nomination Committee
Executive Directors				
Mr. Wu Chen San, Thomas	4/4	N/A	N/A	N/A
Mr. Wu Jenn Chang, Michael	4/4	N/A	N/A	N/A
Mr. Wu Jenn Tzong, Jackson	4/4	N/A	N/A	N/A
Mr. Ho Chin Fa, Steven	4/4	N/A	N/A	N/A
Independent Non-executive Directors				
Mr. Huang Hung Ching	2/4	2/2	2/2	2/2
Mr. Lai Jenn Yang, Jeffrey	2/4	2/2	2/2	2/2
Mr. Liu Chung Kang, Helios	2/4	2/2	2/2	2/2

Code Provisions

Compliance

Actions by the Company

A.6.1

Every newly appointed director of an issuer should receive a comprehensive, formal and tailored induction on appointment. Subsequently he should receive any briefing and professional development necessary to ensure that he has a proper understanding of the issuer's operations and business and is fully aware of his responsibilities under statute and common law, the Exchange Listing Rules, legal and other regulatory requirements and the issuer's business and governance policies.

Yes

A comprehensive information package containing an introduction to the Group's operations, directors' responsibilities and duties and other statutory requirements will be provided to new directors upon their appointment. They can also elect to receive briefing from the Company Secretary or Company's legal advisor on the content of the information package.

A. DIRECTORS (CONTINUED)

A.6 Responsibilities of directors (continued)

Code Provisions	Compliance	Actions by the Company
<p>A.6.2</p> <p>The functions of non-executive directors should include:</p> <ul style="list-style-type: none"> – bring an independent judgement at the board meeting; – take the lead where potential conflicts of interests arise; – serve on the audit, remuneration, nomination and other governance committees, if invited; and – scrutinise the issuer’s performance. 	Yes	Independent Non-executive directors are well aware of their functions and have been actively performing their functions.
<p>A.6.3</p> <p>Every director should ensure that he can give sufficient time and attention to the issuer’s affairs and should not accept the appointment if he cannot do so.</p>	Yes	There is reasonably satisfactory attendance rate.
<p>A.6.4</p> <p>The board should establish written guidelines no less exacting than the Model Code for relevant employees in respect of their dealings in the issuer’s securities. “Relevant employee” includes any employee or a director or employee of a subsidiary or holding company who, because of his office or employment, is likely to possess inside information in relation to the issuer or its securities.</p>	Yes	The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules regarding directors’ dealings in securities. Directors have confirmed compliance with the Model Code throughout the year. The Company has also adopted written guidelines on no less exacting terms than the Model Code for the relevant employees. No incident of non-compliance of the employees’ written guidelines by the relevant employees was noted by the Company.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.6 Responsibilities of directors (continued)

Code Provisions	Compliance	Actions by the Company																		
<p>A.6.5</p> <p>All directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the board remains informed and relevant. The issuer should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of a listed company director.</p>	Yes	<p>The Company will arrange and pay for the fee of professional trainings to all directors. During the year, the types of training provided to each director as shown below:</p> <table border="1"> <thead> <tr> <th>Executive Directors</th> <th>Types of training provided</th> </tr> </thead> <tbody> <tr> <td>Mr. Wu Chen San, Thomas</td> <td>Regulatory update/ Business operation related</td> </tr> <tr> <td>Mr. Wu Jenn Chang, Michael</td> <td>Regulatory update/ Business operation related</td> </tr> <tr> <td>Mr. Wu Jenn Tzong, Jackson</td> <td>Regulatory update/ Business operation related</td> </tr> <tr> <td>Mr. Ho Chin Fa, Steven</td> <td>Business operation related</td> </tr> <tr> <td colspan="2">Independent Non-executive Directors</td> </tr> <tr> <td>Mr. Huang Hung Ching</td> <td>Financial related</td> </tr> <tr> <td>Mr. Lai Jem Yang, Jeffery</td> <td>Business operation related</td> </tr> <tr> <td>Mr. Liu Chung King, Helios</td> <td>Business operation related</td> </tr> </tbody> </table>	Executive Directors	Types of training provided	Mr. Wu Chen San, Thomas	Regulatory update/ Business operation related	Mr. Wu Jenn Chang, Michael	Regulatory update/ Business operation related	Mr. Wu Jenn Tzong, Jackson	Regulatory update/ Business operation related	Mr. Ho Chin Fa, Steven	Business operation related	Independent Non-executive Directors		Mr. Huang Hung Ching	Financial related	Mr. Lai Jem Yang, Jeffery	Business operation related	Mr. Liu Chung King, Helios	Business operation related
Executive Directors	Types of training provided																			
Mr. Wu Chen San, Thomas	Regulatory update/ Business operation related																			
Mr. Wu Jenn Chang, Michael	Regulatory update/ Business operation related																			
Mr. Wu Jenn Tzong, Jackson	Regulatory update/ Business operation related																			
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Independent Non-executive Directors																				
Mr. Huang Hung Ching	Financial related																			
Mr. Lai Jem Yang, Jeffery	Business operation related																			
Mr. Liu Chung King, Helios	Business operation related																			
<p>A.6.6</p> <p>Each director should disclose to the issuer at the time of his appointment, and in a timely manner for any change, the number and nature of offices held in public companies or organisations and other significant commitments. The identity of the public companies or organisations and an indication of the time involved should also be disclosed. The board should determine for itself how frequently this disclosure should be made.</p>	Yes	<p>All directors have disclosed the change, the number and nature of offices held in public companies or organisations and other significant commitments to the Company annually.</p>																		

A. DIRECTORS (CONTINUED)

A.6 Responsibilities of directors (continued)

Code Provisions	Compliance	Actions by the Company
<p>A.6.7</p> <p>Independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and develop a balanced understanding of the views of shareholders.</p>	Yes	Independent non-executive directors attended the general meetings to answer shareholders' questions, if any.
<p>A.6.8</p> <p>Independent non-executive directors and other non-executive directors should make a positive contribution to the development of the issuer's strategy and policies through independent, constructive and informed comments.</p>	Yes	Independent non-executive directors have made active contributions to the Company's affairs.

A.7 Supply of and access to information

Principle

Directors should be provided in a timely manner with appropriate information in the form and quality to enable them to make an informed decision and perform their duties and responsibilities.

Code Provisions	Compliance	Actions by the Company
<p>A.7.1</p> <p>Agenda and accompanying board papers should be sent in full to all directors at least 3 days before board/board committee meeting.</p>	Yes	Agenda and board papers are sent to all directors at least three days before the meetings unless it is on urgent basis.

CORPORATE GOVERNANCE REPORT

A. DIRECTORS (CONTINUED)

A.7 Supply of and access to information (continued)

Code Provisions	Compliance	Actions by the Company
<p>A.7.2</p> <p>Management has an obligation to supply the board and its committees with adequate information in a timely manner to enable it to make informed decisions. The board and each director should have separate and independent access to the issuer's senior management.</p>	Yes	Senior management works closely with the Board and meets each other on regular basis.
<p>A.7.3</p> <p>All directors are entitled to have access to board papers and related materials. These papers and related materials should be in a form and quality sufficient to enable the board to make informed decisions on matters placed before it. Queries raised by directors should receive a prompt and full response, if possible.</p>	Yes	Board papers and minutes are properly kept by the company secretarial division under legal department of the Company and are available for inspection by directors.

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT AND BOARD EVALUATION

B.1 The level and make-up of remuneration and disclosure

Principle

An issuer should disclose its directors' remuneration policy and other remuneration related matters. The procedure for setting policy on executive directors' remuneration and all directors' remuneration packages should be formal and transparent. Remuneration levels should be sufficient to attract and retain directors to run the company successfully without paying more than necessary. No director should be involved in deciding his own remuneration.

The Remuneration Committee currently comprises all the three independent non-executive Directors. The Chairman of the Remuneration Committee is Mr. Lai Jenn Yang, Jeffrey.

Code Provisions	Compliance	Actions by the Company
<p>B.1.1</p> <p>The remuneration committee should consult the chairman and/or chief executive about their proposals relating to the remuneration of other executive directors and have access to professional advice if necessary.</p>	Yes	The Remuneration Committee carries out annual review of compensation packages for all directors of the Company.

B. REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT AND BOARD EVALUATION (CONTINUED)

B.1 The level and make-up of remuneration and disclosure (continued)

Code Provisions	Compliance	Actions by the Company
<p>B.1.2</p> <p>Issuers should establish a remuneration committee with specific written terms of reference which deal clearly with its authority and duties.</p>	Yes	<p>A Remuneration Committee has been established by the Board with specific written terms of reference.</p> <p>The Remuneration Committee adopted the model of making recommendation to the Board on the remuneration packages of individual executive directors and senior management.</p>
<p>B.1.3</p> <p>The remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the board by including them on the Exchange's website and the issuer's website.</p>	Yes	<p>Terms of reference have been published on the Stock Exchange's website and the Company's website</p>
<p>B.1.4</p> <p>The remuneration committee should be provided with sufficient resources to perform its duties.</p>	Yes	<p>The Company will pay for the fee for all professional advice and other assistance as required by the Remuneration Committee.</p>
<p>B.1.5</p> <p>Issuers should disclose details of any remuneration payable to members of senior management by band in their annual reports.</p>	Yes	<p>The remuneration payable to senior management by bands as shown below:</p>

Remuneration Bands	Number of persons
US\$1 to US\$100,000	5
US\$100,001 to US\$200,000	2

CORPORATE GOVERNANCE REPORT

C. ACCOUNTABILITY AND AUDIT

C.1 Financial Reporting

Principle

The board should present a balanced, clear and comprehensible assessment of the company's performance, position and prospects.

Code Provisions	Compliance	Actions by the Company
C.1.1 Management should provide such explanation and information to the board to enable it to make an informed assessment of the financial and other information put before it for approval.	Yes	Management is required to provide detailed report and explanation to enable the Board to make an informed assessment before approval.
C.1.2 Management should provide all members of the board with monthly updates giving a balanced and understandable assessment of the issuer's performance, position and prospects in sufficient detail to enable the board as a whole and each director to discharge their duties under Rule 3.08 and Chapter 13.	Yes	Monthly update has been provided to all directors, discussion will be made if necessary.
C.1.3 The directors should acknowledge in the Corporate Governance Report their responsibility for preparing the accounts, and there should be a statement by the auditors about their reporting responsibilities in the auditors' report on the financial statements.	Yes	Company's directors and auditors state their respective responsibilities on page 42 of the Annual Report.

C. ACCOUNTABILITY AND AUDIT (CONTINUED)

C.1 Financial Reporting (continued)

Code Provisions	Compliance	Actions by the Company
<p>C.1.4</p> <p>The directors should include in the separate statement containing a discussion and analysis of the group's performance in the annual report, an explanation of the basis on which the issuer generates or preserves value over the longer term (the business model) and the strategy for delivering the issuer's objectives.</p>	Yes	Management discussion and analysis stating the Company's strategic plans and objectives has been included in the annual report.
<p>C.1.5</p> <p>The board's responsibility to present a balanced, clear and understandable assessment extends to annual and interim reports, other price-sensitive announcements and other financial disclosures required by the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements.</p>	Yes	The Board aims at presenting a balanced, clear and understandable assessment of the Company's position to its shareholders and the public pursuant to all sort of statutory requirements.

C.2 Internal controls

Principle

The board should ensure that the issuer maintains sound and effective internal controls to safeguard the shareholders' investment and the issuer's assets.

The Board is responsible for maintaining a sound and effective system of internal controls of the Group and for reviewing its effectiveness through the Audit Committee. The internal control system is designed to provide reasonable assurance against material misstatement or loss; to manage the risk of system failure; and to assist in the achievement of the Group's objectives. In addition to safeguarding the Group's assets, it also ensures the maintenance of proper accounting records and compliance with relevant laws and regulations.

CORPORATE GOVERNANCE REPORT

C. ACCOUNTABILITY AND AUDIT (CONTINUED)

C.2 Internal controls (continued)

Code Provisions	Compliance	Actions by the Company
C.2.1 The directors should at least annually conduct a review of the effectiveness of the issuer's and its subsidiaries' internal control system and report to shareholders that they have done so in their Corporate Governance Report. The review should cover all material controls, including financial, operational and compliance controls and risk management functions.	Yes	<p>The Board has conducted an annual review of the effectiveness of its internal control systems covering all material controls, including financial, operational, compliance controls as well as risk management functions.</p> <p>Based on the assessments made by the Audit Committee and the Board considered that the key areas of the Group's internal control systems have reasonably been implemented with room for improvement.</p>
C.2.2 The Board's annual review should, in particular, consider the adequacy of resources, qualifications and experience of staff of the issuer's accounting and financial reporting function, and their training programmes and budget.	Yes	<p>The Board has conducted an annual review on the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function. Sufficient internal and external training has been provided refresh their professional knowledge.</p>

C.3 Audit Committee

Principle

The board should establish formal and transparent arrangements for considering how it will apply the financial reporting and internal control principles and for maintaining an appropriate relationship with the issuer's auditors. The audit committee established under the Listing Rules should have clear terms of reference.

The Audit Committee currently comprises all three independent non-executive directors, the chairman is Mr. Huang Hung Ching. None of the members of the Audit Committee are a former partner of the Company's existing external auditors.

The Audit Committee held 2 meetings during the year to review the financial results and reports, financial reporting, internal control and compliance procedures, and to make recommendations to the Board on the re-appointment of the external auditors.

G. ACCOUNTABILITY AND AUDIT (CONTINUED)

C.3 Audit Committee (continued)

Code Provisions	Compliance	Actions by the Company
<p>C.3.1</p> <p>Full minutes of audit committee meetings should be kept by a duly appointed secretary of the meeting. Draft and final versions of minutes of the audit committee meetings should be sent to all members of the committee for their comment and records respectively, in both cases within a reasonable time after the meeting.</p>	Yes	Draft minutes prepared by the secretary of the meeting are sent to members within one month of each meeting. Full minutes are kept by the secretary of the meeting.
<p>C.3.2</p> <p>A former partner of the issuer's existing auditing firm should be prohibited from acting as a member of the issuer's audit committee for one year after he ceases to be a partner of or to have any financial interest in the firm, whichever is the later.</p>	Yes	None of the members of the Audit Committee are former partners of the Company's existing auditing firm.
<p>C.3.3</p> <p>The terms of reference of the audit committee should include at least the following duties:</p> <ul style="list-style-type: none"> – review of relationship with the issuer's auditors; – review of financial information of the issuer; and – oversight of the issuer's financial reporting system and internal control procedures. 	Yes	<p>The terms of reference have been revised to cover the scope of duties as required in this Code Provision.</p> <p>The Audit Committee has held 2 meetings with the external audit during the year.</p>
<p>C.3.4</p> <p>The audit committee should make available its terms of reference, explaining its role and the authority delegated to it by the board by including them on the Exchange's website or the issuer's website.</p>	Yes	The terms of reference have been published on the Stock Exchange's website and the Company's website.

CORPORATE GOVERNANCE REPORT

C. ACCOUNTABILITY AND AUDIT (CONTINUED)

C.3 Audit Committee (continued)

Code Provisions	Compliance	Actions by the Company
<p>C.3.5</p> <p>Where the board disagrees with the audit committee's view on the selection, appointment, resignation or dismissal of the external auditors, the issuer should include in the Corporate Governance Report a statement from the audit committee explaining its recommendation and also the reason(s) why the board has taken a different view.</p>	N/A	During the year, there was no disagreement between the Board and the Audit Committee regarding such issue.
<p>C.3.6</p> <p>The audit committee should be provided with sufficient resources to perform its duties.</p>	Yes	The Company will at its expenses provide such assistance as required by the Audit Committee
<p>C.3.7</p> <p>The terms of reference of the audit committee should also require it:</p> <p>(a) to review arrangements employees of the issuer can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The audit committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and</p> <p>(b) to act as the key representative body for overseeing the issuer's relations with the external auditor.</p>		The Audit Committee has a clear responsibility to ensure fair and independent investigation and proper follow up if necessary and take active role in communicate with external auditor.

D. DELEGATION BY THE BOARD

D.1 Management functions

Principle

An issuer should have a formal schedule of matters specifically reserved for board approval. The board should give clear directions to management as on the matters that must be approved by it before decisions are made on the issuer's behalf.

Code Provisions	Compliance	Actions by the Company
D.1.1 When the board delegates aspects of its management and administration functions to management, it must at the same time give clear directions as to the powers of management.	Yes	The segregation of duties and responsibilities between the Board and the management has been defined and provided in the internal guidelines of the Company.
D.1.2 An issuer should formalize the functions reserved to the board and those delegated to management. It should review those arrangement periodically to ensure that they remain appropriate to the issuer's need.	Yes	The duties of the Board include: <ul style="list-style-type: none"> – establishing strategic development and direction of the Company; – setting up the objective of management; – monitoring performance of management; and – overseeing relationships between the Company and its clients.
D.1.3 An issuer should disclose the respective responsibilities, accountabilities and contributions of the board and management.	Yes	Proper disclosure regarding responsibilities, accountabilities and contributions of the board and management has been made.
D.1.4 Directors should clearly understand delegation arrangements in place. Issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment.	Yes	Details terms and conditions have been set out in the appointment letters of directors.

CORPORATE GOVERNANCE REPORT

D. DELEGATION BY THE BOARD (CONTINUED)

D.2 Board Committees

Principle

Board committees should be formed with specific written terms of reference which deal clearly with their authority and duties.

The Board has established Audit Committee, Remuneration Committee and Nomination Committee with defined terms of reference. The terms of reference of the Board Committees are available on the Stock Exchange's and Company's website.

The Board Committees 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 expenses.

Code Provisions	Compliance	Actions by the Company
D.2.1 Where board committees are established to deal with matters, the board should give them sufficiently clear terms of reference to enable them to perform their functions properly.	Yes	The Board has established three Board Committees (Audit Committee, Remuneration Committee and Nomination Committee) with specific terms of reference.
D.2.2 The terms of reference of board committees should require them to report back to the board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).	Yes	Board Committees would report to the Board their work, findings and recommendations in Board meetings.

D. DELEGATION BY THE BOARD (CONTINUED)

D.3 Corporate Governance Functions

Code Provisions	Compliance	Actions by the Company
<p>D.3.1</p> <p>The terms of reference of the board (or a committee or committees performing this function) should include at least:</p> <ul style="list-style-type: none"> (a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the board; (b) to review and monitor the training and continuous professional development of directors and senior management; (c) to review and monitor the issuer's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and (e) to review the issuer's compliance with the code and disclosure in the Corporate Governance Report. 	Yes	Specific written terms of reference have been set up and the board members understand clearly their authority and duties.
<p>D.3.2</p> <p>The board should be responsible for performing the corporate governance duties set out in the terms of reference in D.3.1 or it may delegate the responsibility to a committee or committees.</p>	Yes	Corporate governance duties have been delegated to Remuneration Committee, Nomination Committee and Audit Committee properly.

CORPORATE GOVERNANCE REPORT

E. COMMUNICATION WITH SHAREHOLDERS

E.1 Effective communication

Principle

The board should be responsible for maintaining an on-going dialogue with shareholders and in particular, use annual general meetings to communicate with them and encourage their participation.

Shareholders' Rights

a. How Shareholders can convene an extraordinary general meeting

According with Article 58 of the Company's Bye-Laws, Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition.

b. The procedures for putting enquires to the Board

Shareholders may put enquiries to the Board

- (i) in writing to the Company's Hong Kong registered office
Unit 904, 9/F, Skyway House, No. 3 Sham Mong Road, Tai Kok Tsui, Kowloon, Hong Kong
- (ii) by facsimile to 2317 4710
- (iii) by attending the Company's annual general meeting or extraordinary meetings

c. The procedures for putting forward proposals at Shareholders' meetings

A. Proposal for election of a person as a Director

The following procedures regarding the Shareholders' right to propose a person for election as a Director has been published on the Company's website

- (i) If a Shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of director(s), wishes to propose a person (other than the member himself/herself) for election as a director of the Company at that meeting, he/she can deposit a written notice at the Company's principal office in Hong Kong at Unit 904, 9/F, Skyway House, No. 3 Sham Mong Road, Tai Kok Tsui, Kowloon, Hong Kong for the attention of the board of directors of the Company (the "Board") or the company secretary of the Company (the "Company Secretary") or at the share registration office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

E. COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

E.1 Effective communication (continued)

- (ii) In order for the Company to inform all members of that proposal, the written notice must state the full name of the person proposed for election as a director of the Company, his/her biographical details as required by Rule 13.51(2) of The Rules Governing the Listing of Securities on Stock Exchange and be signed by the member concerned together with a written notice signed by the person proposed for election as a director indicating his/her willingness to be elected.
 - (iii) The minimum length of the period, during which such written notice(s) are given, shall be at least seven (7) days and the period for lodgment of such notice(s) will commence no earlier than the day after the dispatch of the notice of the general meeting and end no later than seven (7) days prior to the date of such general meeting. If the notice is received less than fifteen (15) business days prior to the date of that general meeting, the Company will need to consider adjournment of the general meeting in order to (i) assess the suitability of the proposed candidate; and (ii) publish an announcement or circulate a supplementary circular in relation to the proposal to the members at least fourteen (14) days and not less than ten (10) clear business days prior to the general meeting.
- B. Other proposal
- If a Shareholder wishes to make other proposal at Shareholders' meeting, he/she may lodge a written request, duly signed, to the Company's Hong Kong registered office at Unit 904, 9/F, Skyway House, No. 3 Sham Mong Road, Tai Kok Tsui, Kowloon, Hong Kong.

CORPORATE GOVERNANCE REPORT

E. COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

E.1 Effective communication (continued)

Code Provisions	Compliance	Actions by the Company
<p>E.1.1</p> <p>For each substantially separate issue at a general meeting, a separate resolution should be proposed by the chairman of that meeting. Issuers should avoid “bundling” resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are “bundled”, issuers should explain the reasons and material implications in the notice of meeting.</p>	Yes	Separate resolutions are proposed at the meeting on each substantially separate issue.
<p>E.1.2</p> <p>The chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting. The chairman of the independent board committee (if any) should also be available to answer questions at any general meeting to approve a connected transaction or any other transaction that requires independent shareholders’ approval. An issuer’s management should ensure the external auditor attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditors’ report, the accounting policies and auditor independence.</p>	Yes	The Board Chairman and either the chairman of the Audit Committee and Remuneration Committee or their representatives would attend the annual general meeting (“AGM”) of the Company.

E. COMMUNICATION WITH SHAREHOLDERS (CONTINUED)

E.1 Effective communication (continued)

Code Provisions	Compliance	Actions by the Company
<p>E.1.3</p> <p>The issuer should arrange for the notice to shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.</p>	Yes	Sufficient clear days were given to the shareholders for general meetings.
<p>E.1.4</p> <p>The board should establish a shareholders' communication policy and review it on a regular basis to ensure its effectiveness.</p>	Yes	Proper shareholders' communication policy is in place and will be reviewed by the Chairman regularly.

E.2 Voting by poll

Principle

The issuer should ensure that shareholders are familiar with the detailed procedures for conducting a poll.

Code Provisions	Compliance	Actions by the Company
<p>E.2.1</p> <p>The Chairman of a meeting should at the commencement of the meeting ensure that an explanation is provided of the detailed procedures for conducting a poll and then answer any questions from shareholders on voting by poll.</p>	Yes	Details of procedures for conducting a poll was set out in the notice of AGM and Chairman of the meeting prepared to answer any questions from shareholders regarding voting by way of a poll.

CORPORATE GOVERNANCE REPORT

F. COMPANY SECRETARY

Principle

The company secretary plays an important role in supporting the board by ensuring good information flow within the board and that board policy and procedures are followed. The company secretary is responsible for advising the board through the chairman and/or the chief executive on governance matters and should also facilitate induction and professional development of directors.

Code Provisions	Compliance	Actions by the Company
F.1.1 The company secretary should be an employee of the issuer and have day-to-day knowledge of the issuer's affairs. Where an issuer engages an external service provider as its company secretary, it should disclose the identity of a person with sufficient seniority (e.g. chief legal counsel or chief financial officer) at the issuer whom the external provider can contact.	Yes	Mr. Lee Yiu Ming, the Company Secretary is an employee of the Company who has clear understanding of the Company's operation. Mr. Lee confirmed that he has taken no less than 15 hours relevant professional training during the year.
F.1.2 The board should approve the selection, appointment or dismissal of the company secretary.	Yes	Selection, appointment or dismissal of the company secretary will be approved by the Board.
F.1.3 The company secretary should report to the board chairman and/or the chief executive.	Yes	The Company Secretary will report to the Chairman and Chief Executive if necessary.
F.1.4 All directors should have access to the advice and services of the company secretary to ensure that board procedures, and all applicable law, rules and regulations, are followed.	Yes	The Company Secretary will advise all directors to ensure the compliance of all applicable rules and regulations.

CORPORATE GOVERNANCE REPORT

NOMINATION OF DIRECTORS

The Company set up a Nomination Committee in 2006. The Nomination Committee comprises the three independent non-executive directors. Mr. Liu Chung Kang, Helios is the chairman of the Nomination Committee.

The primary function of the Nomination Committee is to review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes.

The chairman of the Nomination Committee will report the findings and recommendations of the Nomination Committee to the Board after each meeting. The minutes of all meetings of Nomination Committee will be circulated to the Board for information.

AUDITORS' REMUNERATION

During the year under review, the remuneration paid to the Company's external auditors is set out as follows:

	HK\$'000
Audit services	1,100
Taxation services	35
	<u>1,135</u>

DIRECTOR'S RESPONSIBILITY IN RESPECT OF FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the financial statements for each financial period which give a true and fair view of the financial affairs of the Group.

AUDIT COMMITTEE REPORT

The Audit Committee (the “Committee”) comprises three members of independent non-executive directors. The chairman of the Committee is Mr. Huang Hung Ching, who is practising certified public accountant.

The Committee oversees the financial reporting process. In this process, management is responsible for the preparation of the Group financial statements including the selection of suitable accounting policies. External auditors are responsible for auditing and attesting to Group financial statements and evaluating Group system of Internal controls. The Committee oversees the respective work of management and external auditors to endorse the processes and safeguards employed by them. The Committee presents a report to the Board on its findings after each Committee meeting.

The Committee reviewed and discussed with management and external auditors the consolidated financial statements for the year ended 31 December 2013 included in 2013 Annual Report. In the regard, the Committee had discussions with management with regard to new or changes in accounting policies as applied, and significant judgments affecting the Group consolidated financial statements. The Committee also received reports and met with the external auditors to discuss the general scope of their audit work (including the impact of new or changes in accounting policies as applied), their assessment of Group internal controls.

Based on these review and discussion, and the report of the external auditors, the Committee recommended to the Board approval of the consolidated financial statements for the year ended 31 December 2013, with the Independent Auditors’ Report thereon.

The Committee also reviewed and recommended to the Board approval of the unaudited financial statements for the six months ended 30 June 2013, prior to public announcement and filing.

The Committee recommended to the Board that the shareholders be asked to re-appoint Deloitte Touche Tohmatsu as the Group’s external auditors for 2014

MEMBERS OF THE AUDIT COMMITTEE

Mr. Huang Hung Ching

Mr. Lai Jenn Yang, Jeffrey

Mr. Liu Chung Kang, Helios

Hong Kong, 26 March 2014

BIOGRAPHICAL DATA OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Wu Chen San, Thomas, aged 63, is the Chairman of the Group and is responsible for the Group's sales, marketing and strategic planning. Mr. Wu joined the footwear business founded by his father, Mr. Wu Suei, in the early 1970's and has over 40 years' experience in the footwear manufacturing business.

Mr. Wu Jenn Chang, Michael, aged 56, is the Deputy Chairman of the Group and is responsible for the Group's finance, production and purchasing. Mr. Wu is the honor Chairman of Taiwanese-invested Enterprises Association of Guangzhou and honor citizen of Guangzhou city. Mr. Wu joined the footwear business founded by his father, Mr. Wu Suei, in 1983 and has 30 years' experience in the footwear manufacturing business.

Mr. Wu Jenn Tzong, Jackson, aged 58, is responsible for the Group's sourcing functions conducted in Taiwan through the Group's subsidiary, Tospstair International (Taiwan) Ltd. Mr. Wu joined the footwear business founded by his father, Mr. Wu Suei, in 1977 and has 36 years' experience in the footwear manufacturing business.

Mr. Ho Chin Fa, Steven, aged 61, is a Deputy General Manager of the Group. He is responsible for production management and staff training. Mr. Ho joined the Group in 1990 and has 30 years' experience in the footwear manufacturing business.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Huang Hung Ching aged 50, is currently a partner of Ever Brilliant Accounting Firm, Taipei, Taiwan. He graduated from Fu Jen Catholic University and holds a Master's degree in accounting from Shanghai University of Finance and Economic. He is a member of the Taiwan Provincial CPA Association. Prior to joining the Company, he had over 20 years of experience in accounting and auditing.

Mr. Lai Jenn Yang, Jeffrey, aged 56, is currently an Executive Director of Nicematch International Co., Ltd, which is incorporated in Taiwan. Mr. Lai graduated from Tamkang University in Taiwan and obtained a bachelor degree in Civil Engineering. He also obtained a master degree in Engineering from Ohio State University, USA. Prior to joining to the Company, he had more than 20 years of experience in operation and engineering management.

Mr. Liu Chung Kang, Helios, aged 63, is currently a director of Emo Technology Inc., Ltd. He graduated from Chiao Tung University in Taiwan. He obtained a bachelor degree in Electricity Engineering and a master degree in Management Science. Prior to joining the Company, he had more than 20 years of experience in managing software development.

BIOGRAPHICAL DATA OF DIRECTORS AND SENIOR MANAGEMENT

SENIOR MANAGEMENT

Mr. Lee Yiu Ming, aged 49, graduated from Hong Kong Polytechnic University and holds a Master's degree in business administration from the Queen's University of Belfast, Northern Ireland. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Lee is a Deputy General Manager of the Group and the company secretary of the Company. He is responsible for the financial, accounting and company secretarial functions of the Group.

Mr. Hsieh Hsin Lee, aged 53, is a supervisor of Panyu Pegasus. Mr. Hsieh joined the Group in 1991 and has over 30 years' experience in footwear manufacturing. He is responsible for the Group's production management and quality control process. He is also responsible for staff training.

Ms. Chen Xin Xin, aged 29, is a senior manager of Panyu Pegasus in product development. Ms. Chen graduated from the National Taiwan University. Ms. Chen joined the Group in 2007 and has 6 years' experience in footwear manufacturing and product development.

Ms. Li Yan Ling, aged 51, is a senior manager of Panyu Pegasus in technical department. Ms. Li graduated from the Guangdong University of Technology. Ms. Li joined the Group in 1993 and has 23 years' experience in footwear manufacturing and product development.

Ms. Li Hong Jia, aged 37, is a senior manager of Panyu Pegasus in sales department. Ms. Li graduated from the Guangdong University of Foreign Languages. Ms. Li joined the Group in 2000 and has 13 years' experience in footwear manufacturing and product development.

Ms. Gina Wu, aged 30, is a special assistant of Panyu Pegasus in sales department. Ms. Wu majored in International Business Department from National Taiwan University. She worked for the Boston Consulting Group as an associate and Avery Dennison Corporation as a project consultant. Ms. Wu joined the Group in 2009 and assists the senior management team in retail business development of the Group.

Ms. Mandy Wu, aged 27, is a senior manager of Panyu Pegasus in product development. Ms. Wu graduated from the University of Reading, the United Kingdom. Ms. Wu joined the Group in 2010 and has 4 years' experience in footwear manufacturing and product development.

The directors present their annual report and the audited consolidated financial statements for the year ended 31 December 2013.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The Group is engaged principally in the manufacture and sale of footwear products. The activities of its associate and principal subsidiaries are set out in Notes 16 and 30, respectively, to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2013 are set out in the consolidated statement of profit or loss and other comprehensive income on page 44.

An interim dividend of 1 HK cents per share amounting to US\$942,000 in aggregate was paid to the shareholders during the year. The directors now recommend the payment of a final dividend of HK2 cents per share to the shareholders whose names appear on the register members on 6 June 2014, amounting to US\$1,885,000.

PROPERTY, PLANT AND EQUIPMENT

The buildings of the Group were revalued at 31 December 2013. A revaluation increase of US\$664,000 has been credited directly to the properties revaluation reserve.

Details of movements during the year in the Group's property, plant and equipment are set out in Note 14 to the consolidated financial statements.

SHARE CAPITAL

Details of the Group's share capital are set out in Note 23 to the consolidated financial statements.

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

DISTRIBUTABLE RESERVES OF THE COMPANY

At 31 December 2013, the Company's reserves available for distribution to shareholders consisted of retained profits and contributed surplus, totalling US\$19,552,000 (2012: US\$21,562,000).

Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of a company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus, if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

DIRECTORS' REPORT

DIRECTORS

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

Executive directors:

Mr. Wu Chen San, Thomas (Chairman)
Mr. Wu Jenn Chang, Michael (Deputy Chairman)
Mr. Wu Jenn Tzong, Jackson
Mr. Ho Chin Fa, Steven

Independent non-executive directors:

Mr. Huang Hung Ching
Mr. Lai Jenn Yang, Jeffrey
Mr. Liu Chung Kang, Helios

In accordance with Clause 87(1) of the Company's Bye-laws, Messrs. Wu Jenn Tzong, Jackson, Huang Hung Ching, and Liu Chung Kang, Helios retire by rotation and, being eligible, offer themselves for re-election.

The terms of office of independent non-executive directors are subject to retirement by rotation in accordance with the provisions of the Company's Bye-laws.

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The Company considers all of the independent non-executive directors are independent.

At date of this report, Mr. Liu Chung Kang Helios, has served the Company for nine years as an independent non-executive director. Pursuant to code provision A.4.3 of the code provisions under Code on Corporate Governance Practices contained in the Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders.

Mr. Liu Chung Kang, Helios was appointed as an independent non-executive director on 27 September 2004. Mr. Liu has been able to fulfill all the requirements regarding independence of an independent non-executive director and provide annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. To the best knowledge of the directors, as at the date of this report, the Company is not aware of any matters or events that may occur and affect the independence of Mr. Liu.

During the tenure of office, Mr. Liu had performed his duties as an independent non-executive director to the satisfaction of the Board of Directors (the "Board"). The Board is of the opinion that Mr. Liu remains independent notwithstanding the length of his service and believes that his valuable knowledge and experience continue to generate significant contribution to the Board, the Company and the Shareholders as a whole.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service contract with the Company for a term of three years commencing 25 September 1996 and continuing thereafter until terminated by either party giving to the other party a period of advance notice in writing ranging from three to six months.

No director proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN SHARES

At 31 December 2013, the interests of the directors and their associates in the shares, underlying shares or debentures of the Company and its associated corporation, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by the Directors of Listed Issuers, were as follows:

Long positions

(i) **Ordinary shares of HK\$0.10 each of the Company**

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
Wu Jenn Chang, Michael	Beneficial owner	8,000,000	1.09%
Wu Jenn Tzong, Jackson	Beneficial owner	1,000,000	0.14%

(ii) **Ordinary shares of the associated corporation of the Company
Pegasus Footgear Management Limited (note a)**

Name of director	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the associated corporation
Wu Chen San, Thomas	Beneficial owner (note b)	3,235	16%
Wu Jenn Chang, Michael	Corporate (note c)	6,470	32%
Wu Jenn Tzong, Jackson	Corporate (note d)	6,470	32%
		16,175	80%

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SHARES (CONTINUED)

(ii) Ordinary shares of the associated corporation of the Company (continued)

Notes:

- a. Pegasus Footgear Management Limited is the holding company of the Company.
- b. The shares are jointly held by Mr. Wu Chen San, Thomas and Mrs. Peggy Wu, the spouse of Mr. Wu Chen San, Thomas.
- c. The shares are entirely held by M. W. Investment Limited, a company owned by Mr. Wu Jenn Chang, Michael.
- d. The shares are entirely held by J. W. Investment Limited, a company owned by Mr. Wu Jenn Tzong, Jackson.

Save as disclosed above, at 31 December 2013, none of the directors nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Other than as disclosed in Note 28 to the consolidated financial statements, no contracts of significance to which the Company, its holding company or 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.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2013, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors and chief executive, the following shareholder had notified the Company of relevant interest in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company %
Pegasus Footgear Management Limited (note)	Beneficial owner	468,743,940	64

SUBSTANTIAL SHAREHOLDERS (CONTINUED)

Long positions (continued)

note: Details of the directors' interests in Pegasus Footgear Management Limited are disclosed under the section headed "Directors' Interests in Shares".

Save as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at 31 December 2013.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2013, the Group's largest customer accounted for approximately 76% of the Group's turnover. The five largest customers accounted for approximately 97% of the Group's turnover.

For the year ended 31 December 2013, the Group's largest supplier accounted for approximately 19% of the Group's total purchases. The five largest suppliers comprised 43% of the Group's total purchases.

At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owned more than 5% of the Company's issued share capital) have an interest in any of the Group's five largest customers or suppliers.

EMOLUMENT POLICY

The emolument policy for the employees of the Group is set up by the Board of Directors on the basis of the employees' merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 December 2013.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws, or the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Wu Chen San, Thomas

CHAIRMAN

Hong Kong, 26 March 2014

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PEGASUS INTERNATIONAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Pegasus International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 44 to 97, which comprise the consolidated statement of financial position as at 31 December 2013, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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.

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 section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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.

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 the 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.

INDEPENDENT AUDITOR'S REPORT

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2013 and of its 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.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

26 March 2014

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2013

	NOTES	2013 US\$'000	2012 US\$'000
Revenue	7	75,121	96,408
Cost of sales		(61,573)	(83,741)
Gross profit		13,548	12,667
Other income		741	4,137
Selling and distribution costs		(4,334)	(5,490)
General and administrative expenses		(8,412)	(8,490)
Share of (loss) profit of an associate		(14)	108
Interest on bank borrowings wholly repayable within five years		(1)	(40)
Profit before tax	8	1,528	2,892
Tax expense	11	(160)	(687)
Profit for the year attributable to owners of the Company		1,368	2,205
Other comprehensive income (expense)			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Exchange differences on translating foreign operations		690	710
Reclassification of translation reserve to profit or loss upon disposal of a joint venture		-	(103)
		690	607

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2013

	NOTES	2013 US\$'000	2012 US\$'000
<i>Items that will not be reclassified subsequently to profit or loss:</i>			
Revaluation increase (decrease) on buildings		664	(2,029)
Deferred tax (recognised) reversed on revaluation of buildings		(166)	507
Deferred tax liability reversed on disposal of buildings		–	95
		498	(1,427)
Other comprehensive income (expense) for the year, net of tax		1,188	(820)
Total comprehensive income for the year attributable to owners of the Company		2,556	1,385
Earnings per share	13		
Basic		0.19 US cents	0.30 US cents

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 December 2013

ANNUAL REPORT 2013

PEGASUS INTERNATIONAL HOLDINGS LIMITED

	NOTES	2013 US\$'000	2012 US\$'000
Non-current assets			
Property, plant and equipment	14	58,265	57,139
Prepaid lease payments	15	5,737	5,778
Interest in an associate	16	587	681
		64,589	63,598
Current assets			
Inventories	17	33,611	36,677
Trade and other receivables	18	9,050	11,695
Prepaid lease payments	15	184	176
Held for trading investments	19	617	606
Bank balances and cash	20	26,306	21,902
		69,768	71,056
Current liabilities			
Trade and other payables	21	7,761	7,514
Unsecured bank borrowings	22	–	428
Tax payable		174	260
		7,935	8,202
Net current assets			
		61,833	62,854
		126,422	126,452
Capital and reserves			
Share capital	23	9,428	9,428
Share premium and reserves		113,857	114,128
Total equity			
		123,285	123,556
Non-current liability			
Deferred tax liabilities	24	3,137	2,896
		126,422	126,452

The consolidated financial statements on pages 44 to 97 were approved and authorised for issue by the Board of Directors on 26 March 2014 and are signed on its behalf by:

Wu Chen San, Thomas
DIRECTOR

Wu Jenn Chang, Michael
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2013

	Attributable to owners of the Company						Total US\$'000
	Share capital US\$'000	Share premium US\$'000	Properties			Retained profits US\$'000	
			revaluation reserve US\$'000	Translation reserve US\$'000	Merger reserve US\$'000		
At 1 January 2012	9,428	21,644	7,635	23,274	(4,512)	65,644	123,113
Profit for the year	-	-	-	-	-	2,205	2,205
Exchange differences on translating foreign operations	-	-	-	710	-	-	710
Reclassification of translation reserve to profit or loss upon disposal of a joint venture	-	-	-	(103)	-	-	(103)
Revaluation decrease on buildings	-	-	(2,029)	-	-	-	(2,029)
Deferred tax liability reversed on revaluation of buildings (Note 24)	-	-	507	-	-	-	507
Deferred tax liability reversed on disposal of buildings (Note 24)	-	-	95	-	-	-	95
Total comprehensive (expense) income for the year	-	-	(1,427)	607	-	2,205	1,385
Transfer of revaluation reserve upon disposal of buildings	-	-	(378)	-	-	378	-
Payment of dividends (Note 12)	-	-	-	-	-	(942)	(942)
At 31 December 2012	9,428	21,644	5,830	23,881	(4,512)	67,285	123,556
Profit for the year	-	-	-	-	-	1,368	1,368
Exchange differences on translating foreign operations	-	-	-	690	-	-	690
Revaluation increase on buildings	-	-	664	-	-	-	664
Deferred tax liability recognised on revaluation of buildings (Note 24)	-	-	(166)	-	-	-	(166)
Total comprehensive income for the year	-	-	498	690	-	1,368	2,556
Payment of dividends (Note 12)	-	-	-	-	-	(2,827)	(2,827)
At 31 December 2013	9,428	21,644	6,328	24,571	(4,512)	65,826	123,285

The merger reserve of the Group represents the difference between the nominal amount of the share capital of the subsidiaries acquired and the nominal value of the share capital of the acquiring companies issued in exchange pursuant to a corporate reorganisation prior to the listing of the Company's shares in 1996.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2013

ANNUAL REPORT 2013

PEGASUS INTERNATIONAL HOLDINGS LIMITED

	2013 US\$'000	2012 US\$'000
OPERATING ACTIVITIES		
Profit before tax	1,528	2,892
Adjustments for:		
Depreciation of property, plant and equipment	2,907	2,944
Gain on fair value changes of held for trading investments	(25)	(160)
Loss on disposal of property, plant and equipment	–	100
Write-down of inventories	668	–
Gain on disposal of prepaid lease payments and buildings	–	(3,500)
Gain on disposal of a joint venture	–	(119)
Interest income	(370)	(207)
Interest expenses	1	40
Release of prepaid lease payments	176	178
Share of loss (profit) of an associate	14	(108)
Operating cash flows before movements in working capital	4,899	2,060
Decrease in inventories	2,398	11,811
Decrease in trade and other receivables	995	4,154
Decrease (increase) in held for trading investments	14	(20)
Increase (decrease) in trade and other payables	128	(3,206)
Cash generated from operations	8,434	14,799
Taxation paid in other jurisdictions	(224)	(740)
Hong Kong Profits Tax paid	(21)	(2)
NET CASH FROM OPERATING ACTIVITIES	8,189	14,057

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2013

	2013 US\$'000	2012 US\$'000
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(2,016)	(420)
Proceed from disposal of a joint venture in prior year	960	–
Interest received	370	207
Dividend received from an associate	80	40
Net proceeds on disposal of prepaid lease payments and buildings	–	5,250
NET CASH (USED IN) FROM INVESTING ACTIVITIES	(606)	5,077
FINANCING ACTIVITIES		
Dividends paid	(2,827)	(942)
Repayment of bank borrowings	(428)	(4,767)
Interest paid	(1)	(40)
Bank borrowings raised	–	1,053
NET CASH USED IN FINANCING ACTIVITIES	(3,256)	(4,696)
NET INCREASE IN CASH AND CASH EQUIVALENTS	4,327	14,438
CASH AND CASH EQUIVALENTS AT 1 JANUARY	21,902	7,432
Effect of foreign exchange rate changes	77	32
CASH AND CASH EQUIVALENTS AT 31 DECEMBER		
represented by bank balances and cash	26,306	21,902

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

1. GENERAL

The Company is a public limited company incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The directors consider Pegasus Footgear Management Limited, a company incorporated in the British Virgin Islands, to be the ultimate and immediate holding company of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

The consolidated financial statements are presented in United States dollars ("US dollar"), which is the same as the functional currency of the Company.

The principal activities of the Company and its subsidiaries (the "Group") are manufacture and sale of footwear products.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current year, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time in the current year.

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

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

HKFRS 13 “Fair Value Measurement”

The Group has applied HKFRS 13 for the first time in the current year. HKFRS 13 establishes a single source of guidance for, and disclosures about, fair value measurements. The scope of HKFRS 13 is broad: the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are within the scope of HKAS 17 “Leases”, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

HKFRS 13 requires prospective application. In accordance with the transitional provisions of HKFRS 13, the Group has not made any new disclosures required by HKFRS 13 for the 2012 comparative period (please see notes 6(c) and 14 for the 2013 disclosures). Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

Amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income”

The Group has applied the amendments to HKAS 1 “Presentation of Items of Other Comprehensive Income”. Under the amendments to HKAS 1, the Group’s “statement of comprehensive income” is renamed as the “statement of profit or loss and other comprehensive income”.

Furthermore, the amendments to HKAS 1 require additional disclosures to be made in the other comprehensive income section such that items of other comprehensive income are grouped into two categories: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis—the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned presentation changes, the application of the amendments to HKAS 1 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and revised HKFRSs in issue but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9	Financial Instruments ³
HKFRS 14	Regulatory Deferral Accounts ⁵
Amendments to HKFRS 9 and HKFRS 7	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ³
Amendments to HKFRS 10, HKFRS 12 and HKAS 27	Investment Entities ¹
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions ²
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities ¹
Amendments to HKAS 36	Recoverable Amount Disclosures for Non-Financial Assets ¹
Amendments to HKAS 39	Novation of Derivatives and Continuation of Hedge Accounting ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2010-2012 Cycle ⁴
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011-2013 Cycle ²
HK(IFRIC)-Int 21	Levies ¹

¹ Effective for annual periods beginning on or after 1 January 2014.

² Effective for annual periods beginning on or after 1 July 2014.

³ Available for application-the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.

⁴ Effective for annual periods beginning on or after 1 July 2014, with limited exceptions.

⁵ Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.

The directors anticipate that the application of the new and revised HKFRSs upon their respective effective date will have no material impact on the Group’s consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 "Inventories" or value in use in HKAS 36 "Impairment of assets".

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Basis of consolidation *(Continued)*

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar transactions.

Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Dividend and interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods, or for administrative purposes (other than construction in progress as described below), are stated in the consolidated statement of financial position at cost or fair value less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings held for use in the production or supply of goods or for administrative purposes, are stated in the consolidated statement of financial position at their revalued amounts, being the fair value at the date of revaluation less any subsequent accumulated depreciation and any subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Any revaluation increase arising on revaluation of buildings is recognised in other comprehensive income and accumulated in the properties revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously charged. A decrease in the net carrying amount arising on revaluation of an asset is recognised in profit or loss to the extent that it exceeds the balance, if any, on the revaluation reserve relating to a previous revaluation of that asset. On the subsequent sale or retirement of a revalued asset, the attributable revaluation surplus is transferred to retained profits.

Depreciation is recognised so as to write off the cost or fair value of items of property, plant and equipment, other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of the each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Construction in progress for production, supply or administrative purposes are carried at cost less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investments in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associates are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, investments in associates are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associates. When the Group's share of losses of an associate exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

The requirements of HKAS 39 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with its associate, profits and losses resulting from the transactions with the associate are recognised in the Group's consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

Impairment of tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Impairment of tangible assets *(Continued)*

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that standard.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in-first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

Leasehold land and building

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating lease in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of the Company's net investment in a foreign operation, in which case, such exchange differences are recognised in other comprehensive income and accumulated in equity and will be reclassified from equity to profit or loss on disposal of the foreign operation. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for exchange differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income, in which cases, the exchange differences are also recognised directly in other comprehensive income.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. US dollar) using exchange rates prevailing at the end of year/each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case the exchange rates at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Taxation (Continued)

Current and deferred tax for the year

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

Retirement benefits scheme

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme, which are defined contribution schemes, are recognised as an expense when employees have rendered services entitling them to the contributions.

Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

Financial assets are classified into financial assets 'at fair value through profit or loss' ("FVTPL") and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial assets (Continued)

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

Financial assets at FVTPL

Financial assets at FVTPL are held for trading investments.

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend earned on the financial assets. Fair value is determined in the manner described in Note 6.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables and bank balances and cash) are measured at amortised cost using the effective interest method, less any impairment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest and principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 60 days, observable changes in national or local economic conditions that correlate with default on receivables.

For loans and receivables, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

For loans and receivables, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Financial instruments *(Continued)*

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including trade and other payables and unsecured bank borrowings) are subsequently measured at amortised cost using the effective interest method.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

The Group derecognised financial liabilities when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the key assumption concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of the assets and liabilities within the next financial year.

Income taxes

At 31 December 2013, a deferred tax asset of US\$713,000 (2012: US\$694,000) in relation to deductible temporary differences has been recognised to offset the Group's deferred tax liabilities. No deferred tax asset has been recognised on the tax losses and other deductible temporary difference of US\$12,344,000 (2012: US\$11,469,000) and US\$11,468,000 (2012: US\$11,468,000), respectively, due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated on the future taxable temporary differences are more or less than expected, additional recognition or reversal of deferred tax asset may arise.

5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debts and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital and various reserves.

The directors of the Company review the capital structure periodically. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS

6a. Categories of financial instruments

	2013 US\$'000	2012 US\$'000
Financial assets		
Fair value through profit or loss		
– held for trading investments	617	606
Loans and receivables (including cash and cash equivalents)	33,429	32,919
Financial liabilities		
Amortised cost	3,692	3,712

6b. Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, held for trading investments, bank balances and cash, trade and other payables and unsecured bank borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

There has been no change to the Group's exposure to market risks or the manner in which these risks are managed and measured.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS *(Continued)*

6b. Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(i) *Currency risk*

Several subsidiaries of the Company have foreign currency sales and purchases, which expose the Group to foreign currency risk. The Group has certain amounts due from and to group companies, bank balances and trade and other payables that are denominated in foreign currency of the relevant group entities.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities other than the functional currency of the relevant group entities at the end reporting period are as follows:

	2013	2012
	US\$'000	US\$'000
Current assets		
US dollar	34,302	35,354
Hong Kong dollar ("HK dollar")	518	229
Current liabilities		
US dollar	378	1,035
HK dollar	-	214
Non-current intragroup balance that form part of net investment		
US dollar	82,291	82,291

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS (Continued)

6b. Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk (Continued)

In order to mitigate the currency risk, the Group may occasionally enter into foreign exchange forward contracts to hedge US dollar against Renminbi ("RMB"). The Group continues to review the effectiveness of the underlying strategies in monitoring currency risk and will enter into foreign exchange forward contracts should the need arise.

Sensitivity analysis

A positive number below indicates an increase in Group's profit where US dollar strengthens by 5% against RMB. A negative number below indicates a decrease in the Group's other comprehensive income recognised in translation reserve where US dollar strengthens by 5% against RMB. If US dollar weakens by 5% against RMB, there would be an equal and opposite impact on the profit or loss and other comprehensive income of the Group.

	2013 US\$'000	2012 US\$'000
Profit or loss	1,272	1,287
Translation reserve	(4,115)	(4,115)

As HK dollar is pegged to US dollar, the Group does not have material risk on HK dollar exposure.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS *(Continued)*

6b. Financial risk management objectives and policies *(Continued)*

Market risk *(Continued)*

(ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank deposits. The Group continues to monitor the exposure on cash flow interest rate risk and will consider hedging the interest rate should the need arise.

At 31 December 2012, the Group is also exposed to cash flow interest rate risk in relation to variable-rate bank borrowings (see Note 22 for details of these borrowings). It was the Group's policy to keep its borrowings at floating rates of interest so as to minimise the fair value interest rate risk.

The Group's exposure to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of London Interbank Offered Rate ("LIBOR").

The Group is exposed to cash flow interest rate risk for bank deposits at the end of the reporting period (2012: bank deposits and bank borrowings). In management's opinion, the Group does not have material interest rate risk exposure and hence no sensitivity analysis is presented.

(iii) Price risk

The Group is exposed to equity price risk through its held for trading securities. In management's opinion, the Group does not have material equity price risk exposure, and hence no sensitivity analysis is presented.

Credit risk

At 31 December 2013 and 2012, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's credit risk by geographical locations is mainly concentrated in North America, Europe and Asia, which accounted for approximately 99% (2012: 98%) of the Group's total trade receivables as at 31 December 2013.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS *(Continued)*

6b. Financial risk management objectives and policies *(Continued)*

Credit risk *(Continued)*

The Group has concentration of credit risk by customer as 68% (2012: 61%) and 87% (2012: 97%) of the Group's total trade receivables were due from its largest customer and the five largest customers, respectively.

In order to minimise the credit risk on its trade debts, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures for all its customers and in particular, its five largest customers to ensure that follow-up action is taken to recover overdue debts. The five largest customers are either overseas listed entities or well-known manufacturers of footwear in the industry which have good repayment history. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies or with good reputation.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS (Continued)

6b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

	Weighted average effective interest rate %	On demand or less than 1 month US\$'000	Total undiscounted cash flows US\$'000	Carrying amount US\$'000
2013				
Non-derivative financial liabilities				
Trade and other payables	–	3,692	3,692	3,692
2012				
Non-derivative financial liabilities				
Trade and other payables	–	3,284	3,284	3,284
Bank borrowings				
– variable rate	1.99	428	428	428
		3,712	3,712	3,712

Bank loans with a repayment on demand clause are included in the “on demand or less than 1 month” time band in the above maturity analysis. There is no bank borrowings as at 31 December 2013. As at 31 December 2012, the aggregate undiscounted principal amounts of these bank loans amounted to US\$375,000. Taking into account the Group’s financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid within one year by instalments after the end of the reporting period in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows amounted to US\$377,000.

The amounts included above for variable interest rate bank borrowings are subject to change if changes in variable interest rates differ to those estimated at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

6. FINANCIAL INSTRUMENTS (Continued)

6c. Fair value measurements of financial instruments

- (i) Fair value of financial assets that are measured at fair value on a recurring basis:

Some of the Group's financial assets are measured at fair value at the end of the reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3 as set out in Note 3) based on the degree to which the inputs to the fair value measurements is observable.

Financial asset	Fair value		Fair value hierarchy	Valuation technique(s) and key input(s)
	as at 31 December			
	2013 US\$'000	2012 US\$'000		
Listed equity securities classified as held for trading investments	617	606	Level 1	Quoted bid prices in an active market

- (ii) There were no significant changes in the business or economic circumstances that affect the fair value of the Group's financial assets or any reclassification of financial assets during the year.
- (iii) Fair value of financial instruments are recorded at amortised cost.
- (iv) Fair value on financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required):

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

7. SEGMENT INFORMATION

For the purpose of resources allocation and performance assessment, the chief operating decision maker of the Group, being the Group's Chief Executive Officer, regularly reviews the revenue and operating results analysis by geographical market based on destination of the goods shipped or delivered, irrespective of the origin of the goods. The Group's operating segments determined based on location of geographical markets are North America, Asia, Europe and other regions. However, the chief operating decision maker does not regularly review the assets and liabilities by operating segments and hence no analysis of segment assets and segment liabilities are presented.

Segment revenue and results

For the year ended 31 December 2013

	North America US\$'000	Asia US\$'000	Europe US\$'000	Other regions US\$'000	Total US\$'000
REVENUE					
External sales of goods	49,521	13,688	5,926	5,986	75,121
RESULTS					
Segment results	9,670	1,287	756	777	12,490
Unallocated income					371
Interest income					370
Unallocated expenses					(11,688)
Share of loss of an associate					(14)
Interest on bank borrowings wholly repayable within five years					(1)
Profit before tax					1,528
Tax expense					(160)
Profit for the year					1,368

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

7. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2012

	North America US\$'000	Asia US\$'000	Europe US\$'000	Other regions US\$'000	Total US\$'000
REVENUE					
External sales of goods	58,599	25,995	6,921	4,893	96,408
RESULTS					
Segment results	6,884	1,821	709	731	10,145
Unallocated income					3,930
Interest income					207
Unallocated expenses					(11,458)
Share of profit of an associate					108
Interest on bank borrowings wholly repayable within five years					(40)
Profit before tax					2,892
Tax expense					(687)
Profit for the year					2,205

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3. Segment profit represents the profit earned by each segment without allocation of corporate income and expenses, interest income, gain on disposal of a joint venture, gain on disposal of prepaid lease payments and buildings, gain on fair value changes of held for trading investments, net exchange gain, central administration costs, directors' emoluments, share of (loss) profit of an associate and interest on bank borrowings. This is the measure reported to the chief operating decision maker for the purpose of resources allocation and performance assessment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

7. SEGMENT INFORMATION (Continued)

Other segment information

	North		Other		Operating	Re-	Total
	America	Asia	Europe	regions	segment	conciliations	
	US\$'000	US\$'000	US\$'000	US\$'000	total	US\$'000	US\$'000

Amounts included in the measure
of segment profit or loss:

For the year ended 31 December 2013

Depreciation	1,590	440	190	192	2,412	495	2,907
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For the year ended 31 December 2012

Depreciation	1,382	613	163	115	2,273	671	2,944
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The reconciling item is the depreciation of the corporate headquarters building and furniture fixtures and equipment, which is not included in segment profit or loss.

Revenue from major product

The Group's revenue for both years was generated from manufacturing and sales of footwear.

Geographical information

The Group's revenue from external customers based on the destination of the goods shipped or delivered is detailed below:

	2013	2012
	US\$'000	US\$'000
United States of America	43,223	57,067
People's Republic of China ("PRC")	6,040	9,173
Japan	1,898	6,647
Belgium	4,650	4,959
South Korea	1,560	2,242
Others	17,750	16,320
	75,121	96,408

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

7. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

The Group's operations are located in the PRC, Hong Kong and Taiwan. The information about its non-current assets by geographical location and place of operations are detailed below:

	2013 US\$'000	2012 US\$'000
PRC	64,587	63,591
Hong Kong	1	4
Taiwan	1	3
	64,589	63,598

Information about major customers

Revenue from customers which contributed over 10% to the Group's total revenue for the corresponding years are as follows:

	2013 US\$'000	2012 US\$'000
Customer A	57,161	65,025
Customer B	N/A*	16,684

The revenue of the above customers sourced from their various locations in North America, Asia and Europe.

* Revenue from Customer B for the year ended 31 December 2013 contributed less than 10% of the Group's total revenue.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

8. PROFIT BEFORE TAX

	2013 US\$'000	2012 US\$'000
Profit before tax has been arrived at after charging:		
Directors' emoluments (Note 9)	440	430
Other staff costs	27,839	29,858
Retirement benefits scheme contributions (excluding contributions in respect of directors)	2,286	2,056
Total staff costs	30,565	32,344
Auditor's remuneration	148	148
Cost of inventories recognised as an expense	61,573	83,741
Depreciation of property, plant and equipment	2,907	2,944
Write-down of inventories	668	–
Loss on disposal of property, plant and equipment	–	100
Release of prepaid lease payments	176	178
Net foreign exchange loss	392	–
and after crediting to other income:		
Gain on disposal of a joint venture (note)	–	119
Gain on disposal of prepaid lease payments and buildings	–	3,500
Gain on fair value changes of held for trading investments	25	160
Interest income	370	207
Net foreign exchange gain	–	57

note: During the year ended 31 December 2012, the Group entered into a sale and purchase agreement to dispose of its entire interest in a joint venture to a third party at a consideration of US\$960,000, resulting in a gain on disposal of US\$119,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

9. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

The emoluments paid or payable to each of the 7 (2012: 7) directors and chief executive were as follows:

	Wu Chen San, Thomas	Wu Jenn Chang, Michael	Wu Jenn Tzong, Jackson	Ho Chin Fa, Steven	Huang Hung Ching	Lai Jenn Yang, Jeffrey	Liu Chung Kang, Helios	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
2013								
Fees	-	-	-	-	8	8	8	24
Other emoluments								
Salaries and other benefits	138	84	61	96	-	-	-	379
Bonus	12	10	-	15	-	-	-	37
	150	94	61	111	8	8	8	440
2012								
Fees	-	-	-	-	8	8	8	24
Other emoluments								
Salaries and other benefits	132	84	61	93	-	-	-	370
Bonus	11	10	-	15	-	-	-	36
	143	94	61	108	8	8	8	430

The bonus is determined with reference to the Group's operating results, individual performance of the directors and the comparable market statistics and approved by the Remuneration Committee.

Mr. Wu Jenn Chang, Michael is also the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

Neither the chief executive nor any of the directors waived any emoluments in the year ended 31 December 2013 (2012: nil).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

10. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, four (2012: four) were executive directors of the Company whose emoluments are included in the disclosure in Note 9 above. The emoluments of the remaining one (2012: one) individual was as follows:

	2013 US\$'000	2012 US\$'000
Basic salaries and allowances	194	193
Retirement benefits scheme contributions	2	2
	196	195

11. TAX EXPENSE

	2013 US\$'000	2012 US\$'000
Current tax:		
Hong Kong Profits Tax	12	11
PRC Enterprise Income Tax	120	239
PRC Land Appreciation Tax	–	282
Taiwan Income Tax	–	1
	132	533
Underprovision in prior years:		
PRC Enterprise Income Tax	28	154
	160	687

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

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

11. TAX EXPENSE (Continued)

The provision for Land Appreciation Tax is calculated according to the requirements set forth in the relevant PRC tax laws and regulations. Land Appreciation Tax has been provided and paid at ranges of progressive rates of the appreciation value on the disposal of prepaid lease payments and buildings, with certain allowable deductions.

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

Save as disclosed above, in the opinion of the directors, the Group is not subject to taxation in any other jurisdictions.

Details of the deferred taxation are set out in Note 24.

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

	2013 US\$'000	2012 US\$'000
Profit before tax	1,528	2,892
Tax at the domestic income tax rate of 25% (note)	382	723
Tax effect of share of loss (profit) of an associate	4	(27)
Tax effect of expenses not deductible for tax purposes	306	338
Tax effect of income not taxable for tax purposes	(954)	(723)
Underprovision in respect of prior year	28	154
Tax effect of tax losses/deductible temporary differences not recognised	399	18
Land Appreciation Tax	–	282
Effect on Land Appreciation Tax	–	(71)
Effect of different tax rates of subsidiaries operating in other jurisdictions	(5)	(7)
Tax charge for the year	160	687

note: This represents the tax rate in the jurisdiction where the operations of the Group is substantially based.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

12. DIVIDENDS

	2013 US\$'000	2012 US\$'000
Dividends recognised as a distribution during the year:		
2013 Interim – 1.0 HK cents (2012: 0.5 HK cents) per share	942	471
2012 Final – 2.0 HK cents (2012: 2011 Final dividend 0.5 HK cents) per share	1,885	471
	2,827	942

A final dividend of 2.0 HK cents per share in respect of the year ended 31 December 2013 (2012: 2.0 HK cents) has been proposed by the directors and is subject to approval by the shareholders in general meeting.

13. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit for the year attributable to owners of the Company of US\$1,368,000 (2012: US\$2,205,000) and on 730,700,000 (2012: 730,700,000) ordinary shares in issue during the year.

There are no potential ordinary shares outstanding for each of the two years ended 31 December 2013.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

14. PROPERTY, PLANT AND EQUIPMENT

	Buildings US\$'000	Construction in progress US\$'000	Leasehold improvements US\$'000	Plant and machinery US\$'000	Furniture, fixtures and equipment US\$'000	Motor vehicles US\$'000	Total US\$'000
COST OR VALUATION							
At 1 January 2012	44,071	40	1,797	117,237	26,312	874	190,331
Exchange adjustments	326	1	13	690	183	5	1,218
Additions	24	106	-	250	37	3	420
Disposals	(1,632)	-	-	(86)	(243)	-	(1,961)
Revaluation	(2,682)	-	-	-	-	-	(2,682)
At 31 December 2012	40,107	147	1,810	118,091	26,289	882	187,326
Exchange adjustments	987	3	45	2,552	672	20	4,279
Additions	-	53	-	1,566	393	4	2,016
Disposals	-	-	-	-	(50)	-	(50)
Transfers	-	(149)	-	149	-	-	-
At 31 December 2013	41,094	54	1,855	122,358	27,304	906	193,571
Comprising:							
At cost	-	54	1,855	122,358	27,304	906	152,477
At valuation-2013	41,094	-	-	-	-	-	41,094
	41,094	54	1,855	122,358	27,304	906	193,571
ACCUMULATED DEPRECIATION							
At 1 January 2012	-	-	1,797	103,587	21,106	813	127,303
Exchange adjustments	-	-	13	671	134	4	822
Provided for the year	653	-	-	1,605	664	22	2,944
Eliminated on disposals	-	-	-	(74)	(155)	-	(229)
Eliminated on revaluation	(653)	-	-	-	-	-	(653)
At 31 December 2012	-	-	1,810	105,789	21,749	839	130,187
Exchange adjustments	-	-	45	2,360	505	16	2,926
Provided for the year	664	-	-	1,703	516	24	2,907
Eliminated on disposals	-	-	-	-	(50)	-	(50)
Eliminated on revaluation	(664)	-	-	-	-	-	(664)
At 31 December 2013	-	-	1,855	109,852	22,720	879	135,306
CARRYING VALUE							
At 31 December 2013	41,094	54	-	12,506	4,584	27	58,265
At 31 December 2012	40,107	147	-	12,302	4,540	43	57,139

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

14. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Property, plant and equipment, other than construction in progress, are depreciated on a straight-line basis at the following rates per annum:

Buildings	2% or over lease term if shorter
Leasehold improvements	20% or over lease term if shorter
Plant and machinery	5%-20%
Furniture, fixtures and equipment	20%-33 $\frac{1}{3}$ %
Motor vehicles	20%

All the buildings are erected on land with medium-term land use rights in the PRC.

Fair value measurement and valuation process of the Group's buildings

The buildings were revalued at 31 December 2013 and 31 December 2012 by RHL Appraisal Limited on a depreciated replacement cost basis. RHL Appraisal Limited is not connected with the Group. RHL Appraisal Limited is a member of the Institute of Valuers. The valuation was arrived at by reference to current construction costs of similar buildings less allowance of accrued depreciation. The senior management reports the valuation findings to the board of directors every year to explain the cause of fluctuations in the fair value of the assets. There has been no change to the valuation technique during the year.

In estimating the fair value of the buildings, the highest and best use of the buildings is their current use.

One of the key unobservable inputs used in valuing the buildings was the construction cost, which ranged from RMB412 to RMB1,030 per square metre. An increase in the construction cost per square metre used would result in an insignificant increase in the fair value measurement of the buildings, and vice versa.

Another key unobservable input used in valuing the buildings was the remaining useful life of the buildings, which ranged from 30 to 34 years. An increase in the remaining useful life of buildings would result in an increase in the fair value measurement of the buildings, and vice versa.

The buildings measured at fair value fell within the Level 3 category. There was no transfer into or out of Level 3 during the year.

On 1 December 2012, the Group disposed of a portion of prepaid lease payments and buildings to a third party for a cash consideration of US\$5,546,000. These buildings were revalued at the date of disposal by RHL Appraisal Limited on a depreciated replacement cost basis.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

14. PROPERTY, PLANT AND EQUIPMENT *(Continued)*

Fair value measurement and valuation process of the Group's buildings *(Continued)*

A revaluation increase of US\$664,000 (2012: a revaluation decrease of US\$2,029,000) has been recorded directly to properties revaluation reserve for the year ended 31 December 2013.

If the buildings in the PRC had not been revalued, they would have been included in these consolidated financial statements at historical cost less accumulated depreciation of US\$23,070,000 (2012: US\$23,714,000).

15. PREPAID LEASE PAYMENTS

The Group's prepaid lease payments comprise

land use rights in the PRC under medium-term leases

Analysed for reporting purpose as:

Current assets

Non-current assets

	2013 US\$'000	2012 US\$'000
	5,921	5,954
	184	176
	5,737	5,778
	5,921	5,954

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

16. INTEREST IN AN ASSOCIATE

	2013 US\$'000	2012 US\$'000
Cost of unlisted investment in an associate	400	400
Share of post-acquisition profits, net of dividends received	187	281
	587	681

Particulars of the Group's associate at 31 December 2013 and 2012 are as follows:

Name of associate	Form of entity	Place of incorporation	Principal place of operation	Issued and fully paid share capital	Proportion of ownership interest and voting power held by the Group	Principal activities
Hi-Tech Pacific Limited	Private limited company	British Virgin Islands	Hong Kong	Ordinary US\$1,000,000	40%	Investment holding in companies engaging in manufacturing and sale of footwear materials

The associate is accounted for using the equity method in these consolidated financial statements.

The summarised financial information in respect of the Group's associate is set out below.

The summarised financial information below represents amounts shown in the associate's financial statements prepared in accordance with HKFRSs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

16. INTEREST IN AN ASSOCIATE (Continued)

	2013 US\$'000	2012 US\$'000
Current assets	1,492	1,763
Non-current assets	103	130
Current liabilities	127	190
Non-current liabilities	–	–
Revenue	4,353	4,818
(Loss) profit for the year and total comprehensive (loss) income	(35)	270
Dividends received from the associate during the year	80	40

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements:

	2013 US\$'000	2012 US\$'000
Equity attributable to owners of the associate	1,468	1,703
Proportion of the Group's ownership and carrying amount of the Group's 40% interest in the associate	587	681

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

17. INVENTORIES

	2013 US\$'000	2012 US\$'000
Raw materials	18,615	22,375
Work in progress	3,600	4,752
Finished goods	11,396	9,550
	33,611	36,677

18. TRADE AND OTHER RECEIVABLES

	2013 US\$'000	2012 US\$'000
Trade receivables	6,294	9,295
Consideration receivables from disposal of a joint venture	–	960
Other receivables	2,756	1,440
	9,050	11,695

The Group allows an average credit period of 60 days to its trade customers. The following is an aged analysis of trade receivables presented based on the invoice date at the end of the reporting period, which approximated the respective revenue recognition dates:

	2013 US\$'000	2012 US\$'000
0-30 days	5,592	7,990
31-60 days	414	1,214
Over 60 days	288	91
	6,294	9,295

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

18. TRADE AND OTHER RECEIVABLES (Continued)

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits by customer. Limits attributed to customers are reviewed periodically. 95% (2012: 99%) of the trade receivables that are neither past due nor impaired have no default payment history.

Included in the Group's trade receivable balance are debtors with an aggregate carrying amount of US\$288,000 (2012: US\$91,000) which are past due at the end of the reporting period for which the Group has not provided for impairment loss. The Group does not hold any collateral over these balances.

Ageing of trade receivables which were past due but not impaired

	2013 US\$'000	2012 US\$'000
61-90 days	252	6
91-120 days	-	1
Over 121 days	36	84
Total	288	91

The Group has provided fully for all receivables over 1 year because historical experience is such that receivables that are past due beyond 1 year are generally not recoverable.

19. HELD FOR TRADING INVESTMENTS

	2013 US\$'000	2012 US\$'000
Equity securities listed in Hong Kong	617	606

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

20. BANK BALANCES AND CASH

Bank balances and cash comprises cash held by the Group and short-term bank deposits that are interest-bearing at market interest rates, ranging from 0.07% to 1.20% (2012: 0.07% to 1.55%) per annum.

21. TRADE AND OTHER PAYABLES

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

	2013 US\$'000	2012 US\$'000
0-30 days	2,465	1,775
31-60 days	286	116
Over 60 days	186	217
Total trade payables	2,937	2,108
Other payables	4,824	5,406
	7,761	7,514

The average credit period on purchase of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

The other payables mainly consist of receipt in advance, accrued payroll and other accrued expenses for both years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

22. UNSECURED BANK BORROWINGS

	2013	2012
	US\$'000	US\$'000
Bank loans	-	375
Trust receipt loans	-	53
	-	428

All of the Group's bank borrowings were variable-rate borrowings which carried interest at LIBOR plus a fixed percentage. Interest is repriced every three months.

The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings were as follows:

	2013	2012
Effective interest rate:		
Variable-rate borrowings	N/A	1.68% to 2.05%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

23. SHARE CAPITAL

	Number of shares	Amount US\$'000
Authorised		
<i>Ordinary shares of HK\$0.10 each</i>		
At 1 January 2012, 31 December 2012 and 31 December 2013	<u>1,500,000</u>	19,355
<i>Convertible non-voting preference shares of US\$100,000 each (note)</i>		
At 1 January 2012, 31 December 2012 and 31 December 2013	<u>150</u>	15,000
		<u>34,355</u>

	Number of shares		Amount	
	2013 '000	2012 '000	2013 US\$'000	2012 US\$'000
Issued and fully paid				
Ordinary shares of HK\$0.10 each	<u>730,700</u>	730,700	<u>9,428</u>	9,428

Note: Convertible non-voting preference shares, when issued and outstanding, will carry a fixed cumulative dividend. Under certain circumstances, they will also be entitled to an additional dividend and can be convertible into ordinary shares of the Company. There were no convertible non-voting preference shares issued for the year ended 31 December 2012 and 31 December 2013.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

24. DEFERRED TAXATION

The following are the major deferred tax liabilities (assets) recognised and movements thereon during the current and prior years:

	Revaluation of buildings in the PRC	Accelerated accounting depreciation	Total
	US\$'000	US\$'000	US\$'000
At 1 January 2012	4,164	(690)	3,474
Credit to other comprehensive income	(507)	–	(507)
Reversed upon disposal of buildings	(95)	–	(95)
Exchange differences	28	(4)	24
At 31 December 2012	3,590	(694)	2,896
Charge to other comprehensive income	166	–	166
Exchange differences	94	(19)	75
At 31 December 2013	<u>3,850</u>	<u>(713)</u>	<u>3,137</u>

For the purpose of presentation in the consolidated statement of financial position, the above deferred assets and liabilities have been offset.

At 31 December 2013, the Group had unused tax losses of US\$12,344,000 (2012: US\$11,469,000) available for offset against future profits and deductible temporary difference of US\$14,320,000 (2012: US\$14,244,000) in respect of accelerated accounting depreciation. No deferred tax asset has been recognised in respect of the full amount of unused tax losses and deductible temporary difference of US\$11,468,000 (2012: US\$11,468,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of US\$9,764,000 (2012: US\$8,888,000) that will expire in 2014 to 2019 (2012: 2013 to 2018). Other losses may be carried forward indefinitely.

Deferred taxation has not been provided in respect of undistributed earnings of the Group's PRC subsidiaries arising after 1 January 2008, because the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

25. OPERATING LEASE COMMITMENTS

The Group as lessee

	2013 US\$'000	2012 US\$'000
Minimum lease payments paid by the Group under operating leases during the year	289	437

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

	2013 US\$'000	2012 US\$'000
Within one year	122	242
In the second to fifth year inclusive	160	215
Over five years	1,060	1,072
	1,342	1,529

Operating lease payments represent rentals payable by the Group for its factories and office premises. Leases are negotiated and rental are fixed for one to six years.

26. COMMITMENTS

At 31 December 2013, the Group had capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements amounted to US\$53,000 (2012: US\$521,000).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

27. RETIREMENT BENEFITS SCHEMES

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) for all qualifying employees in Hong Kong. The assets of the schemes are held separately from those of the Group in funds under the control of trustees. The Group contributes 5% of the relevant payroll costs to the MPF Scheme, which contribution is matched by employees.

The employees of the Group’s subsidiaries in the PRC are members of a state-managed retirement benefits scheme operated by the government of the PRC. These subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

28. RELATED PARTY DISCLOSURES

(i) Related party transactions

During the year, the Group entered into the following transactions with related parties:

Nature of transactions	2013	2012
	US\$'000	US\$'000
Purchases by the Group from a former joint venture	–	323

(ii) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	2013	2012
	US\$'000	US\$'000
Short term benefits	881	845
Post-employment benefits	3	3
	884	848

The remuneration of directors and key executives is determined with reference to the Group’s operating results, individual performance and comparable market statistics.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2013 US\$'000	2012 US\$'000
Assets		
Investments in subsidiaries	26,465	26,465
Amounts due from subsidiaries	25,168	26,238
Other receivables	29	29
Bank balances	2	2
	51,664	52,734
Liabilities		
Other payables	104	100
Amount due to a subsidiary	936	–
	1,040	100
	50,624	52,634
Capital and reserves		
Share capital	9,428	9,428
Reserves (note)	41,196	43,206
	50,624	52,634

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

29. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(Continued)*

note:

Reserves

	Share premium US\$'000	Contributed surplus US\$'000	Retained profits US\$'000	Total US\$'000
At 1 January 2012	21,644	19,486	247	41,377
Profit for the year	–	–	2,771	2,771
Dividends recognised as distribution (Note 12)	–	–	(942)	(942)
At 31 December 2012	21,644	19,486	2,076	43,206
Profit for the year	–	–	817	817
Dividends recognised as distribution (Note 12)	–	–	(2,827)	(2,827)
At 31 December 2013	21,644	19,486	66	41,196

The contributed surplus of the Company represents the difference between the value of the underlying net assets of the subsidiaries acquired by the Company and the nominal amount of the share capital issued by the Company under a corporate reorganisation undertaken in 1996.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

30. PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries at 31 December 2013 and 2012 are as follows:

Name of subsidiary	Place of establishment/ operations	Issued and fully paid share capital/ registered capital	Attributable equity interest and voting power held by the Company		Principal activities
			Directly	Indirectly	
W.P.T. Development Inc.	British Virgin Islands/ Hong Kong	Ordinary US\$8	100%	–	Investment holding
Pacific Footgear Corporation	British Virgin Islands/ Hong Kong	Ordinary US\$1	–	100%	Marketing and trading in footwear
Wuco Corporation	British Virgin Islands/ Hong Kong	Ordinary US\$8	–	100%	Trading in footwear and investment holding
Nagano Management Limited	British Virgin Islands/ Hong Kong	Ordinary US\$11	–	100%	Investment holding
Topstair International (H.K.) Company Limited	Hong Kong	Ordinary HK\$10,000	–	100%	Provision of administrative services to group companies
Guangzhou Panyu Pegasus Footwear Co. Ltd. * 廣州市番禺創信鞋業有限公司	PRC	Registered capital US\$42,800,000	–	100%	Manufacture of footwear and footwear materials

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2013

30. PRINCIPAL SUBSIDIARIES (Continued)

Name of subsidiary	Place of establishment/ operations	Issued and fully paid share capital/ registered capital	Attributable equity interest and voting power held by the Company		Principal activities
			Directly	Indirectly	
台灣松霖國際有限公司	Taiwan	Registered capital NT\$5,000,000	–	100%	Trading in raw materials of footwear
廣州創信鞋品服飾有限公司*	PRC	Registered capital RMB25,500,000	–	100%	Marketing and trading in footwear in the PRC

* Established in the PRC as a wholly foreign-owned enterprise.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

FINANCIAL SUMMARY

RESULTS

	Year ended 31 December				2013 US\$'000
	2009 US\$'000	2010 US\$'000	2011 US\$'000	2012 US\$'000	
Revenue	106,539	72,363	101,987	96,408	75,121
Profit (loss) before tax	1,366	(2,331)	(1,314)	2,892	1,528
Tax expense	(264)	(168)	(2,822)	(687)	(160)
Profit (loss) for the year	1,102	(2,499)	(4,136)	2,205	1,368

ASSETS AND LIABILITIES

	At 31 December				2013 US\$'000
	2009 US\$'000	2010 US\$'000	2011 US\$'000	2012 US\$'000	
Total assets	138,021	142,897	141,688	134,654	134,357
Total liabilities	19,619	20,739	18,575	11,098	11,072
Total equity	118,402	122,158	123,113	123,556	123,285

