



SHENZHOU INTERNATIONAL
GROUP HOLDINGS LIMITED

申洲國際集團控股有限公司*

Stock Code 股份編號 : 2313



2014

INTERIM
REPORT
中期報告

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公司資料

Corporate Information

註冊名稱

Shenzhou International Group Holdings Limited

中文名稱

申洲國際集團控股有限公司

董事會

執行董事

馬建榮先生(主席)
黃關林先生
馬仁和先生
鄭妙輝女士
王存波先生
陳芝芬女士

獨立非執行董事

陳根祥先生
陳旭先生
蔣賢品先生
裘煒國先生

公司秘書

陳德興先生

授權代表

鄭妙輝女士
陳德興先生

REGISTERED NAME

Shenzhou International Group Holdings Limited

CHINESE NAME

申洲國際集團控股有限公司

BOARD OF DIRECTORS

Executive Directors

Mr. Ma Jianrong (*Chairman*)
Mr. Huang Guanlin
Mr. Ma Renhe
Ms. Zheng Miaohui
Mr. Wang Cunbo
Ms. Chen Zhifen

Independent Non-executive Directors

Mr. Chen Genxiang
Mr. Chen Xu
Mr. Jiang Xianpin
Mr. Qiu Weiguo

COMPANY SECRETARY

Mr. Chan Tak Hing Kenji

AUTHORIZED REPRESENTATIVES

Ms. Zheng Miaohui
Mr. Chan Tak Hing Kenji

董事會主要委員會

審核委員會

蔣賢品先生 (主席)
陳根祥先生
陳旭先生
裘煒國先生

薪酬委員會

陳根祥先生 (主席)
馬仁和先生
陳旭先生
蔣賢品先生

提名委員會

馬建榮先生 (主席)
蔣賢品先生
裘煒國先生

註冊辦事處

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

香港營業地點

香港九龍長沙灣
長裕街8號
億京廣場
27樓2708室

審計師

安永會計師事務所
執業會計師

法律顧問

安理國際律師事務所
龍生律師事務所
長盛國際律師事務所

KEY BOARD COMMITTEES

Audit Committee

Mr. Jiang Xianpin (Chairman)
Mr. Chen Genxiang
Mr. Chen Xu
Mr. Qiu Weiguo

Remuneration Committee

Mr. Chen Genxiang (Chairman)
Mr. Ma Renhe
Mr. Chen Xu
Mr. Jiang Xianpin

Nomination Committee

Mr. Ma Jianrong (Chairman)
Mr. Jiang Xianpin
Mr. Qiu Weiguo

REGISTERED OFFICE

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

PLACE OF BUSINESS IN HONG KONG

Unit 2708, 27th Floor
Billion Plaza
No. 8 Cheung Yue Street
Cheung Sha Wan, Kowloon, Hong Kong

AUDITORS

Ernst & Young
Certified Public Accountants

LEGAL ADVISERS

Allen & Overy
Lennon & Lawyers
Troutman Sanders Solicitors and International Lawyers

公司資料

Corporate Information

股份過戶登記總處

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

股份過戶登記處香港分處

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

主要往來銀行

中國銀行股份有限公司
交通銀行股份有限公司
寧波銀行股份有限公司
中國建設銀行股份有限公司
中信銀行股份有限公司
中國光大銀行股份有限公司
恆生銀行有限公司
中國工商銀行股份有限公司
中國工商銀行(亞洲)有限公司
上海浦東發展銀行股份有限公司
香港上海匯豐銀行有限公司

投資者及傳媒關係顧問

iPR奧美公關

公司網址

www.shenzhouintl.com

股份編號

2313

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Bank of China Limited
Bank of Communications Company Limited
Bank of Ningbo Company Limited
China Construction Bank Corporation
China Citic Bank Corporation Limited
China Everbright Bank Co., Ltd.
Hang Seng Bank Limited
Industrial and Commercial Bank of China Limited
Industrial and Commercial Bank of China (Asia) Limited
Shanghai Pudong Development Bank Co., Ltd.
The Hongkong and Shanghai Banking Corporation Limited

INVESTOR AND PRESS RELATIONS ADVISER

iPR Ogilvy Limited

COMPANY WEBSITE

www.shenzhouintl.com

STOCK CODE

2313

二零一四年中期業績摘要

Financial Highlights for 2014 Interim Results

申洲國際集團控股有限公司（「申洲國際」或「本公司」）董事（「董事」）會（「董事會」）欣然公佈本公司及其附屬公司（統稱為「本集團」）截至二零一四年六月三十日止六個月之未經審核中期業績，連同二零一三年同期之比較數字。中期業績及中期財務報表未經審核，惟已經本公司審核委員會審閱。

The board (the "Board") of directors (the "Director(s)") of Shenzhou International Group Holdings Limited ("Shenzhou International" or the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2014, together with the comparative amounts for the corresponding period of 2013. The interim results and interim financial statements have not been audited but have been reviewed by the Company's audit committee.

主要財務數據及財務比率之比較

COMPARISON OF KEY FINANCIAL INFORMATION AND FINANCIAL RATIOS

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
銷售額	Sales	4,983,637	4,772,638
毛利	Gross profit	1,402,484	1,375,023
除稅前利潤	Profit before tax	1,146,666	1,181,397
本公司股權持有人應佔利潤	Profit attributable to equity holders of the Company	943,900	920,461
毛利率(%)	Gross profit margin (%)	28.1	28.8
淨利潤率(%)	Net profit margin (%)	18.9	19.3
每股盈利(人民幣元)	Earnings per share (RMB)	0.67	0.69

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
資產總值	Total assets	14,636,366	11,317,274 ⁽²⁾
總權益	Total equity	10,661,183	10,331,657 ⁽²⁾
現金及現金等價物	Cash and cash equivalents	4,546,173	2,609,050 ⁽²⁾
資本負債比率(%) ⁽¹⁾	Gross gearing ratio (%) ⁽¹⁾	26.8	—
流動比率	Current ratio	9.0	7.1
應收賬款之周轉期(日)	Accounts receivables turnover period (days)	55	50
存貨之周轉期(日)	Inventory turnover period (days)	125	110

附註：

Notes:

- 資本負債比率之計算為未償還總借貸（包括可換股債券之債務部分餘額）與本公司股權持有人應佔權益之比率。
- 二零一三年十二月三十一日之已審核數位。

- Gross gearing ratio represents the ratio between total borrowings outstanding (including the balance of debt component of convertible bonds) and equity attributable to equity holders of the Company.
- The figures as at 31 December 2013 were audited.

管理層討論及分析

Management Discussion and Analysis



管理層討論及分析

Management Discussion and Analysis



以下管理層討論及分析應與本中期報告所載本集團截至二零一四年六月三十日止六個月之未經審核中期綜合財務報表及其附註一併參閱。

The following management discussion and analysis should be read in conjunction with the unaudited interim consolidated financial statements and the accompanying notes of the Group for the six months ended 30 June 2014 set out in this interim report.

業務回顧

期內，中國紡織服裝產品之出口金額較上年同期有小幅增長，根據中國海關之統計資料，二零一四年一至六月中國之紡織服裝（包括紡織紗線、織物及製品和服裝及衣著附件，下同）出口總值為1,324.8億美元，較上年同期增長了約4.1%，增幅較二零一三年同期回落了約八個百分點。出口總值中，紡織品出口金額為533.0億美元，同比上升約4.2%；服裝出口金額為791.8億美元，同比上升約4.1%。服裝出口金額中：出口至歐盟之金額為196.6億美元，較上年同期增長了約20.2%；出口至美國之金額為142.4億美元，較上年同期增長了約7.4%；出口至日本之金額為88.4億美元，較上年同期下降了約11.1%。服裝產品對歐盟市場之出口增幅明顯，而對日本市場之出口受採購重心轉移和日本國內消費稅上調之影響，出現了明顯之下降。受製造成本持續上升之影響，中國服裝產品在歐盟、美國和日本市場所佔份額呈逐年下降趨勢。出口服裝產品中，針織服裝於二零一四年一至六月之出口金額為350.9億美元，較上年同期下降了9.4%，主要因國內之棉花價格回落導致棉制針織服裝之單價下降所致。

BUSINESS REVIEW

During the period, the amount of textile and garment products export from China exhibited a slight growth as compared with the corresponding period last year. According to the statistics of the Chinese Customs, the total amount of Chinese textile and garment exports (including textile yarns, fabrics and finished products as well as garments and garment accessories, referred the same as below) from January to June 2014 was US\$132.48 billion, representing a year-on-year increase of approximately 4.1%, down by approximately 8 percentage points as compared with the same period in 2013. Out of the total exports, the export of textile products amounted to US\$53.30 billion, representing a year-on-year increase of approximately 4.2%. Garment export value rose by approximately 4.1% to US\$79.18 billion, among which US\$19.66 billion, US\$14.24 billion and US\$8.84 billion were exported to the European Union ("EU"), the United States ("US") and Japan, respectively, representing increases of approximately 20.2%, 7.4% and a decrease of approximately 11.1% respectively, over the corresponding period last year. Exports of garment products to the EU market rose significantly, and exports to Japanese market saw an apparent drop as a result of the shifting of purchasing focus of the Japanese market that had affected the export and the increase in domestic consumption tax in Japan. As affected by continuing increase in manufacturing costs, the market share of China's garment products show a decreasing trend year by year in the EU, the US and Japanese markets. Of the garment products exported, the export value of knitted garments amounted to US\$35.09 billion from January to June 2014, representing a decrease of 9.4% as compared with the same period last year, which was mainly due to decrease in the unit price of cotton knitted garments because of a drop in domestic cotton price.

管理層討論及分析

Management Discussion and Analysis

國內服裝消費市場方面，根據國家統計局之資料，二零一四年一至六月限額以上企業商品零售額中，服裝鞋帽、針紡製品之零售總額為人民幣5,886億元，同比增長10%，增幅較上年同期下降近二個百分點。近年來，國內市場之服裝消費由過往之快速增長轉為平穩的低增長，而服裝零售品牌在國內市場之競爭更趨激烈。

期內，受國內人口結構及就業觀念變化之影響，企業招工難度增加，勞動力成本上升較快；原材料方面，因政府改變過往之收儲政策，棉花價格在期內明顯回落，縮小了與國外市場之價格差異，而染料化料因政府之環保政策收緊之影響，部分不符合環保要求之中小企業退出生產，致使價格明顯上升；人民幣對美元之匯率趨於穩定，減輕了人民幣升值對出口企業之不利影響。

二零一四年一至六月，本集團之銷售收入和經營業績均有小幅增長，銷售收入和毛利額分別較二零一三年同期增長了4.4%和2.0%，稅後利潤增長了2.5%，實現每股盈利人民幣0.67元。期內，本集團按計劃進度建設海外生產基地；加強了產品之研發創新活動；進一步優化了產品結構。期內工作為本集團之持續、穩定發展奠定了良好之基礎。

For the domestic garments consumer market, according to the National Bureau of Statistics of China, RMB588.6 billion total retail sales of goods among the “over-the-threshold” enterprises from January to June 2014 came from garments, footwear, hats and knitwear, representing a year-on-year increase of 10%, and down by nearly 2 percentage points as compared with the same period last year. In recent years, the garment consumption in the domestic market has maintained a stable low growth instead of rapid increase like in the past, and the competition of garment retail brands was more and more intense in the domestic market.

During the period, as affected by the change of the population structure and employment mentality, the recruitment by enterprises was more difficult with labour costs increasing rapidly. For raw materials, as a result of the change in the previous collection and reserve policies by government, cotton price dropped significantly during the period and the price difference with foreign markets was narrowed. The price of dye and chemical materials had apparent increases as a result of certain small and medium enterprises pulling out from the industry due to inability to fulfill the environmental protection requirements because of the impact from the tightening of the government’s environmental policies. The stabilization of the RMB exchange rate against US dollars had mitigated the adverse impact of RMB appreciation on export enterprises.

For January to June 2014, the Group recorded a slight growth in revenue and operating results with 4.4% and 2.0% increases in revenue and gross profit respectively, as compared with the same period in 2013, and also, profit after tax rose by 2.5% in order to realize earnings per share amounted to RMB0.67. During the period, the Group constructed its overseas production bases as scheduled, strengthened the research and development and innovation activities for its products and further optimized its product mix. The works during the period had laid a healthy foundation for the sustainable and stable development of the Group.



管理層討論及分析 Management Discussion and Analysis

為增加本集團之生產能力，實現收入之穩定增長，本集團於海外啟動了新一輪之生產基地建設。本集團於越南西寧省之面料生產基地之建設進展符合預期，目前，第一期廠房和行政用房建設處於收尾階段，部分生產設備已開始安裝及調試。預計第一期產能於二零一四年之年末即可投入使用。發生於今年五月份之部分越南民眾破壞外資企業經營事件，加大了外國企業在越南投資之風險憂慮。本集團於越南之生產基地因正處於建設期，財產及工程進度並未有重大影響。本集團已通過一定途徑向越南政府部門反映了投資方之利益關切。目前，本集團並未有改變其在越南投資之計劃，亦對越南之業務發展持積極態度。但亦會不斷評估形勢，以做出合理之應對或調整。除面料生產基地外，本集團亦正在籌建越南之成衣工廠。

To increase the production capacity of the Group and to achieve a stable increase in its revenue, the Group initiated a new round of construction of production bases in overseas. The construction progress of the fabric production base of the Group in Tay Ninh Province, Vietnam is in line with its expectation. Currently, the construction of the Phase I factory with administrative offices is at its final stage with some production equipment starting to be installed and tested. It is expected that Phase I capacity will be put into production by the end of 2014. The incident of attacking foreign enterprises by Vietnamese occurred in May this year had increased the risk concern of foreign enterprises on investments in Vietnam. The production base of the Group in Vietnam was at the construction period, so its properties and progress of the project did not suffer from any significant impact. Through its own channels, the Group had conveyed its concern on investors' interests to the Vietnam government authorities. At present, the Group has not changed its plan to invest in Vietnam, and it also takes a positive attitude towards its business development in Vietnam. However, the Group will continue to assess the situation to make reasonable response or adjustment. Apart from the fabric production base, the Group is also preparing to construct its garment factory in Vietnam.



為進一步提升於行業中之競爭優勢，本集團加強了創新、研發活動，除工程技術中心外，企業創新中心也正在建設中。繼二零一三年本集團之一家全資附屬公司取得「高新技術企業」之榮譽後，期內，另一家全資附屬公司寧波申洲針織有限公司取得了寧波市市長質量獎。

To further enhance its industry competitive advantages, the Group strengthened its activities in innovation, and research and development. Apart from its engineering technology centre, its corporate innovation centre is also under construction. Following its wholly-owned subsidiary of the Group being awarded as a High New Technology Enterprise in 2013, Ningbo Shenzhou Knitting Co., Ltd., another wholly-owned subsidiary of the Group, received the "Ningbo City Mayor Quality Award".

期內，運動類產品佔總收入之比例達62.6%，所佔比例為本集團之歷史最高，並達到了理想之增長。內衣類產品亦保持了較為穩定之水平。零售業務方面，目前直營門店總數為29家，主要位於長三角區域之城市。

During the period, revenue from sportswear products represented 62.6% of total revenue, which was the highest proportion in the history of the Group and achieved a satisfactory growth. Lingerie products also maintained a relative stable level. For retail operation, the total number of current directly-managed stores was 29, which are mainly located in cities within the Yangtze River Delta region.

管理層討論及分析

Management Discussion and Analysis

本集團經營業績

銷售額

本集團銷售額由截至二零一三年六月三十日止六個月之人民幣4,772,638,000元，增加至截至二零一四年六月三十日止六個月之人民幣4,983,637,000元，增加了人民幣210,999,000元，增幅約為4.4%。期內，本集團之銷售收入溫和增長，主要系：1) 運動類產品之銷售增長理想，但受日本市場之休閒服裝銷售下跌之抵減，2) 本集團於期內並未有顯著之新增產能，3) 國內員工效率之提升效果受人員流動之影響。

以下為本集團截至二零一四年六月三十日止六個月及截至二零一三年六月三十日止六個月按產品類別分析之銷售額比較：

THE GROUP'S OPERATING RESULTS

Revenue

The Group's revenue for the six months ended 30 June 2014 amounted to RMB4,938,637,000, representing an increase of RMB210,999,000 or approximately 4.4% from RMB4,772,638,000 for the six months ended 30 June 2013. The modest increase in revenue of the Group during the period was mainly attributable to: 1) a satisfactory increase in sportswear products, but offset by a drop in sales of casual wear products in the Japanese market, 2) there was no substantial additional capacity of the Group during the period, 3) the impact of efficiency improvement of domestic employees was affected by staff turnover.

A comparison of the Group's revenue for the six months ended 30 June 2014 and the six months ended 30 June 2013 by product categories is as follows:

		截至六月三十日止六個月 For the six months ended 30 June					
		二零一四年 2014		二零一三年 2013		變動 Change	
		人民幣千元 RMB'000	%	人民幣千元 RMB'000	%	人民幣千元 RMB'000	%
按產品	By product						
運動類	Sportswear	3,117,439	62.6	2,713,800	56.9	403,639	14.9
休閒類	Casual wear	1,112,038	22.3	1,294,820	27.1	(182,782)	(14.1)
內衣類	Lingerie	672,704	13.5	667,438	14.0	5,266	0.8
其它針織品	Other knitwear	81,456	1.6	96,580	2.0	(15,124)	(15.7)
銷售額總計	Total revenue	4,983,637	100.0	4,772,638	100.0	210,999	4.4

截至二零一四年六月三十日止六個月，運動類產品之銷售額為人民幣3,117,439,000元，較截至二零一三年六月三十日止六個月之銷售額人民幣2,713,800,000元，上升了人民幣403,639,000元，增幅約為14.9%。運動類產品之銷售增長主要來自於國際品牌，國內運動品牌之銷售較二零一三年同期亦有回升。期內，來自於國內運動品牌之銷售收入約為人民幣110,000,000元，較二零一三年同期之銷售約人民幣73,000,000元，增長了人民幣37,000,000元。

For the six months ended 30 June 2014, revenue from sale of sportswear amounted to RMB3,117,439,000, representing an increase of RMB403,639,000 or approximately 14.9% from RMB2,713,800,000 for the six months ended 30 June 2013. The growth in revenue from sale of sportswear mainly came from international brands, and the revenue from sale of domestic sportswear brands for the period also rose when compared with 2013. During the period, the revenue from sale of domestic sportswear brands increased by RMB37,000,000 to approximately RMB110,000,000 from approximately RMB73,000,000 for the same period in 2013.

管理層討論及分析

Management Discussion and Analysis

休閒類產品之銷售額由截至二零一三年六月三十日止六個月之人民幣1,294,820,000元，下降至截至二零一四年六月三十日止六個月之人民幣1,112,038,000元，減少了人民幣182,782,000元，降幅約為14.1%。主要系：1) 本集團日本客戶之採購需求降低；2) 本集團將有限之產能用於運動類產品之增長需求，而未增加其它休閒類產品之客戶需求。

內衣類產品之銷售額由截至二零一三年六月三十日止六個月之人民幣667,438,000元，上升至截至二零一四年六月三十日止六個月之人民幣672,704,000元，增加了人民幣5,266,000元，增幅約為0.8%。內衣類產品之銷售主要來自於日本客戶之需求。

以下為本集團截至二零一四年六月三十日止六個月及截至二零一三年六月三十日止六個月按市場劃分之銷售額比較：

Revenue from sale of casual wear products decreased by RMB182,782,000 or approximately 14.1% from RMB1,294,820,000 for the six months ended 30 June 2013 to RMB1,112,038,000 for the six months ended 30 June 2014. This was mainly due to: 1) the decrease in purchase demand from the Japanese clients of the Group; 2) the redeployment of the Group's limited capacity to the increasing demand for sportswear products without any increase in other casual wear products to meet clients' demand.

Revenue from sale of lingerie products increased by RMB5,266,000 or approximately 0.8% from RMB667,438,000 for the six months ended 30 June 2013 to RMB672,704,000 for the six months ended 30 June 2014. Revenue from sale of lingerie products was mainly attributable to the demand from Japanese clients.

A comparison of the Group's revenue for the six months ended 30 June 2014 and the six months ended 30 June 2013 by market regions is as follows:

		截至六月三十日止六個月 For the six months ended 30 June					
		二零一四年 2014		二零一三年 2013		變動 Change	
		人民幣千元 RMB'000	%	人民幣千元 RMB'000	%	人民幣千元 RMB'000	%
按市場	By market regions						
國際銷售	International sales						
日本	Japan	1,406,301	28.2	1,604,101	33.6	(197,800)	(12.3)
歐洲	Europe	875,797	17.6	812,359	17.0	63,438	7.8
美國	US	460,239	9.2	388,000	8.1	72,239	18.6
其它市場	Others	1,095,868	22.0	1,035,428	21.8	60,440	5.8
國際銷售小計	Sub-total for international sales	3,838,205	77.0	3,839,888	80.5	(1,683)	-
國內銷售	Domestic sales	1,145,432	23.0	932,750	19.5	212,682	22.8
銷售額總計	Total revenue	4,983,637	100.0	4,772,638	100.0	210,999	4.4

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截至二零一四年六月三十日止六個月，本集團於日本市場之銷售額為人民幣1,406,301,000元，較截至二零一三年六月三十日止六個月之人民幣1,604,101,000元，減少了人民幣197,800,000元，降幅約為12.3%。主要原因系日本國內上調消費稅稅率後，影響了對服裝的消費需求，致使日本客戶對本公司的採購金額下降。

截至二零一四年六月三十日止六個月，本集團於歐洲市場之銷售額為人民幣875,797,000元，較截至二零一三年六月三十日止六個月之人民幣812,359,000元，增加了人民幣63,438,000元，增幅約為7.8%。主要系歐洲區經濟復甦，服裝消費需求回升所致。

截至二零一四年六月三十日止六個月，本集團於美國市場之銷售額為人民幣460,239,000元，較截至二零一三年六月三十日止六個月之人民幣388,000,000元，增加了人民幣72,239,000元，增幅約為18.6%。美國市場之銷售增長主要來自於運動類產品。

包括韓國、俄羅斯和香港等其它市場之銷售收入繼續保持增長。截至二零一四年六月三十日止六個月，其它市場之銷售額較截至二零一三年六月三十日止六個月增長了約5.8%。

截至二零一四年六月三十日止六個月，本集團於國內市場之銷售額較上年增長了22.8%。國內銷售中之成衣銷售額約為人民幣1,076,561,000元，較上年同期之人民幣847,077,000元增加了人民幣229,484,000元，增幅約為27.1%。國內市場之銷售增長主要亦來自於國際品牌於中國區域銷售之採購。

For the six months ended 30 June 2014, the Group's revenue from the Japanese market was RMB1,406,301,000, representing a decrease of RMB197,800,000 or approximately 12.3% from RMB1,604,101,000 for the six months ended 30 June 2013. It was mainly due to the decrease in the purchase amount of Japanese clients from the Company as a result of the increased domestic consumption tax rate in Japan, in which it had affected garment consumption demand.

The Group's revenue from the European market for the six months ended 30 June 2014 amounted to RMB875,797,000, representing an increase of RMB63,438,000 or approximately 7.8% from RMB812,359,000 for the six months ended 30 June 2013. It was mainly due to the increase in garment consumption demand due to its economic recovery.

The Group's revenue from the US market for the six months ended 30 June 2014 amounted to approximately RMB460,239,000, representing an increase of RMB72,239,000 or approximately 18.6% from RMB388,000,000 for the six months ended 30 June 2013. The growth of the Group's sales from the US market was mainly attributable to sportswear products.

The Group maintained its revenue growth in other markets including South Korea, Russia and Hong Kong. Revenue from other markets for the six months ended 30 June 2014 increased by approximately 5.8% as compared with the six months ended 30 June 2013.

For the six months ended 30 June 2014, the Group increased 22.8% in its revenue from the domestic market as compared with last year, with sales of apparels in domestic market amounted to approximately RMB1,076,561,000, representing an increase of RMB229,484,000 or approximately 27.1% from RMB847,077,000 for the same period last year. The increase in sales from the domestic market was also mainly attributable to the purchase for sales of international brands in the PRC region.

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銷售成本及毛利

本集團截至二零一四年六月三十日止六個月之銷售成本約為人民幣3,581,153,000元（截至二零一三年六月三十日止六個月：人民幣3,397,615,000元）。截至二零一四年六月三十日止六個月本集團銷售毛利率約為28.1%，較截至二零一三年六月三十日止六個月之28.8%下降了約0.7個百分點。本期銷售收入中包含之國內美元對人民幣之遠期外匯套期損失為人民幣12,010,000元（截至二零一三年六月三十日止六個月：為收益人民幣10,638,000元），如果不包括該項外匯套期損失，本期之毛利率約為28.3%（截至二零一三年六月三十日止六個月：28.7%），毛利率輕微下降了0.4個百分點。期內影響毛利率之主要因素系人工成本之快速上升。

本公司股權持有人應佔權益

於二零一四年六月三十日，本公司股權持有人應佔本集團權益為人民幣10,645,868,000元（二零一三年十二月三十一日：人民幣10,316,264,000元）。其中非流動資產為人民幣4,541,942,000元（二零一三年十二月三十一日：人民幣4,324,581,000元）、流動資產淨值為人民幣8,967,063,000元（二零一三年十二月三十一日：人民幣6,007,076,000元）、非流動負債為人民幣2,847,822,000元（二零一三年十二月三十一日：零）及非控制性權益為人民幣15,315,000元（二零一三年十二月三十一日：人民幣15,393,000元）。本公司股權持有人應佔權益增加主要系期內保留盈利增加及可換股債券的權益部分計入儲備所致。

流動資金及財務資源

截至二零一四年六月三十日止六個月，本集團經營業務所得現金淨額約為人民幣798,272,000元（二零一三年六月三十日止六個月：人民幣540,015,000元）。本集團於二零一四年六月三十日之現金淨額（現金及現金等價物減總借貸（包括可換股債券之債務部分餘額））為人民幣1,698,351,000元，較二零一三年十二月三十一日之現金淨額人民幣2,609,050,000元，減少了人民幣910,699,000元，主要系本集團在期內之投資活動現金支出增加所致。

Cost of sales and gross profit

The Group's cost of sales for the six months ended 30 June 2014 amounted to approximately RMB3,581,153,000 (for the six months ended 30 June 2013: RMB3,397,615,000). The Group's gross profit margin for sales for the six months ended 30 June 2014 was approximately 28.1%, representing a decrease of approximately 0.7 percentage point from 28.8% for the six months ended 30 June 2013. Revenue for the period included a loss of RMB12,010,000 (for the six months ended 30 June 2013: gain of RMB10,638,000) from foreign currency forward hedges between US dollars and RMB entered into in China. Gross profit margin for the period excluding such loss from foreign currency hedges was approximately 28.3% (for the six months ended 30 June 2013: 28.7%), representing a slight decrease of approximately 0.4 percentage point. The major factor affecting the gross profit margin for the period was the rapid rise in labor costs.

Equity attributable to equity holders of the Company

As at 30 June 2014, the Group's equity attributable to equity holders of the Company amounted to RMB10,645,868,000 (31 December 2013: RMB10,316,264,000), of which non-current assets, net current assets, non-current liabilities and non-controlling interests amounted to RMB4,541,942,000 (31 December 2013: RMB4,324,581,000), RMB8,967,063,000 (31 December 2013: RMB6,007,076,000), RMB2,847,822,000 (31 December 2013: nil) and RMB15,315,000 (31 December 2013: RMB15,393,000), respectively. The increase in equity attributable to equity holders of the Company was mainly due to an increase in retained earnings and the equity component of convertible bonds was credited to reserves during the period.

Liquidity and financial resources

For the six months ended 30 June 2014, net cash generated from the Group's operating activities amounted to approximately RMB798,272,000 (for the six months ended 30 June 2013: RMB540,015,000). Net cash (cash and cash equivalents less total borrowings (including the balance of debt component of convertible bonds)) of the Group as at 30 June 2014 was RMB1,698,351,000, representing an decrease of RMB910,699,000 from the net cash of RMB2,609,050,000 as at 31 December 2013. The decrease was mainly due to an increase in cash outflow from investing activities of the Group during the period.

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本集團於二零一四年六月三十日之現金及現金等價物為人民幣4,546,173,000元（二零一三年十二月三十一日：人民幣2,609,050,000元），可換股債券之債務部分餘額為人民幣2,847,822,000元（二零一三年十二月三十一日：零）。本公司股權持有人應佔權益為人民幣10,645,868,000元（二零一三年十二月三十一日：人民幣10,316,264,000元）。本集團現金流動狀況良好。負債對權益比率（按未償還總借貸（包括可換股債券之債務部分餘額）佔本公司股權持有人應佔權益百分比計算）為26.8%（二零一三年十二月三十一日：零）。

於二零一一年，本集團就一項美元貸款與銀行簽訂了利率互換合約，該合約自二零一一年四月三十日生效，並於二零一四年三月三十一日終止，本集團按固定年利率1.13%向相關銀行支付利息，同時按一個月的美元LIBOR利率向相關銀行收取利息。合約約定的交易本金金額為二零一一年四月三十日起為50,000,000美元，二零一二年九月二十八日起為40,000,000美元，二零一三年三月二十八日起為30,000,000美元，二零一三年九月三十日起至二零一四年三月三十一日為20,000,000美元。本集團與相關銀行的此項交易目的在於鎖定銀行貸款的融資成本。

本公司於二零一四年六月十八日（「發行日」）發行了本金總額為3,900,000,000港元（若按發行日每一港元對人民幣元之匯率0.7942計算，折合人民幣約3,097,380,000元）之可換股債券，票面利率為0.5%，每半年支付一次利息。除非先前已贖回、兌換、購買、註銷或債券條款及條件另有規定，債券之到期日為二零一九年六月十八日（「到期日」），本公司將於到期日按其本金額之103.86%贖回。該債券之初始換股價為每股38.56港元（可予調整）。於發行日，該債券之負債部份之初步確認金額為人民幣2,846,450,000元，乃根據相同類別但不可換股之債券之市場利率3.55%計算。權益部份金額為人民幣197,140,000元已計入股東權益之儲備內。發行本債券所得款項淨額約為3,832,271,000港元，擬將用作業務擴張及一般企業用途。

截至二零一四年六月三十日，概無可換股債券已根據相關條款兌換為本公司股份。

Cash and cash equivalents of the Group as at 30 June 2014 amounted to RMB4,546,173,000 (31 December 2013: RMB2,609,050,000). The balance of debt component of convertible bonds amounted to RMB2,847,822,000 (31 December 2013: nil). Equity attributable to equity holders of the Company amounted to RMB10,645,868,000 (31 December 2013: RMB10,316,264,000). The Group maintained a sound cash flow position with a debt to equity ratio (total outstanding borrowings (including the balance of debt component of convertible bonds) as a percentage of the equity attributable to equity holders of the Company) of 26.8% (31 December 2013: nil).

In 2011, the Group entered into an interest-rate swap contract with a bank in connection with a US dollar loan. The contract became effective on 30 April 2011 and was terminated on 31 March 2014, under which, the Group shall pay interest to the relevant bank at a fixed rate of 1.13% per annum in exchange for receipt of interest calculated at one-month US dollar LIBOR from such bank. The principle amounts for transaction agreed under the contract shall be US\$50,000,000 from 30 April 2011, US\$40,000,000 from 28 September 2012, US\$30,000,000 from 28 March 2013 and US\$20,000,000 for the period from 30 September 2013 to 31 March 2014. The Group entered into this transaction with the relevant bank to lock in the finance cost arising from its bank loan.

The Company issued convertible bonds in an aggregate principal amount of HK\$3,900,000,000 (equivalent to approximately RMB3,097,380,000 if calculated at an exchange rate of HK\$1=RMB0.7942 on the Issue Date) on 18 June 2014 (the "Issue Date"), bearing a coupon rate of 0.5% and payable semi-annually. The maturity date of convertible bonds is on 18 June 2019 (the "Maturity Date"), unless previously redeemed, converted, purchased, cancelled or otherwise provided in the terms and conditions of the bonds. The Company will redeem the convertible bonds at 103.86% of their principal amounts on the Maturity Date. The initial conversion price of the bonds is HK\$38.56 per share (subject to adjustment). On the Issue Date, the initial recognition amount of RMB2,846,450,000 for the liability component of the bonds was calculated using a market interest rate of 3.55% for a non-convertible bond of the same class. Equity component amount of RMB197,140,000 was credited to the reserves of shareholders' equity. Net proceeds from the issue of those bonds were approximately HK\$3,832,271,000, which was intended to be used for business expansion and for general corporate purposes.

As of 30 June 2014, no convertible bonds have been converted into shares of the Company pursuant to the relevant terms.

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融資成本及稅項

於截至二零一四年六月三十日止六個月，融資成本從截至二零一三年六月三十日止六個月之人民幣5,611,000元，下降至人民幣3,539,000元，其中可換股債券之利息為人民幣2,805,000元。下降的原因主要是期內本集團之借款平均餘額下降所致。

截至二零一四年六月三十日止六個月，本集團之所得稅支出從截至二零一三年六月三十日止六個月之人民幣260,435,000元下降至人民幣202,445,000元，主要原因系期內本集團之全資附屬公司寧波大千紡織有限公司按15%之優惠稅率計提企業所得稅，而上年同期由於尚未取得稅收優惠之批准按25%計算，若亦按15%之優惠稅率計算，則上年同期之所得稅支出將減少人民幣42,779,000元。

本集團之資產抵押

於二零一四年六月三十日，本集團並無資產抵押。

本公司配售新股所得款項之用途

二零一二年四月之配售新股

本公司於二零一二年四月二十六日完成配售85,000,000股新股份，在扣除相關股份發行開支後所得款項淨額約為1,158,650,000港元（若以每一港元對人民幣之匯率0.8109計算，折合人民幣約939,548,000元）。該次配售新股所得款項之擬定用途及期內相關款項之實際使用情況載列如下：

- 約人民幣608,174,000元將用於本集團在中國大陸設立新紡織生產設施，購置及興建相關之設備和廠房，截至二零一四年六月三十日止，已累計使用約人民幣473,640,000元；
- 約人民幣121,635,000元用於設立新服裝生產設施，購置相關之生產設備，截至二零一四年六月三十日止，已全數使用；

Finance costs and tax

For the six months ended 30 June 2014, finance costs dropped from RMB5,611,000 for the six months ended 30 June 2013 to RMB3,539,000, out of which the interest on convertible bonds amounted to RMB2,805,000. It was mainly due to the decrease in the Group's average balance of borrowings during the period.

The Group's income tax expense for the six months ended 30 June 2014 decreased to RMB202,445,000 from RMB260,435,000 for the six months ended 30 June 2013, which was mainly due to the provision for corporate income tax of Ningbo Daqian Knitwear Co., Ltd. (寧波大千紡織品有限公司), a wholly owned subsidiary of the Group, at a preferential rate of 15% during the period and it was subject to a tax rate of 25% during the same period last year as the tax preference is yet to be approved. If calculated subject to a preferential rate of 15%, income tax expense for the same period last year would decreased by RMB42,779,000.

Pledge of the Group's assets

As at 30 June 2014, the Group had no pledge of assets.

Use of proceeds from the placing of new shares of the company

Placing of new shares in April 2012

The Company completed the placing of 85,000,000 new shares on 26 April 2012 and raised net proceeds of approximately HK\$1,158,650,000 (equivalent to approximately RMB939,548,000 based on the exchange rate of HK\$1:RMB0.8109) after deducting related share issue expenses. The intended use of the proceeds from such placing of new shares and the actual use of related proceeds during the period are set out as follows:

- An amount of approximately RMB608,174,000 shall be used to establish new textile production facilities in Mainland China and to purchase and construct the relevant equipment and plants. As of 30 June 2014, approximately RMB473,640,000 in total had been used;
- An amount of approximately RMB121,635,000 shall be used to set up new garment production facilities and to purchase the relevant production equipment. As of 30 June 2014, the amount had been fully utilized;

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- 約人民幣81,090,000元將用於擴充本集團零售網絡，截至二零一四年六月三十日止，已累計使用約人民幣51,917,000元；及
- 約人民幣128,649,000元用於償還本集團部份短期銀行貸款。截至二零一四年六月三十日止，該款項已全數使用。

於二零一四年六月三十日餘下之所得款項淨額約等值於人民幣163,707,000元，已存放於香港及國內作為銀行存款。配售新股之詳情，可分別參閱本公司於二零一二年四月十六日及二零一二年四月二十六日之公告。

二零一三年六月之配售新股

本公司於二零一三年六月二十八日完成配售69,000,000股新股份，在扣除相關股份發行開支後所得款項淨額約為1,527,464,000港元（若以每一港元對人民幣之匯率0.7965計算，折合人民幣約1,216,625,000元）。該次配售新股所得款項之擬定用途如下：

- 所得款項將用於在越南分多期興建面料項目之生產設施（「越南項目」），約777,000,000港元用於興建越南項目第一期，包括長期租賃土地使用權、興建樓宇及員工宿舍、興建污水系統及基礎設施、購置機器及設備等，及
- 餘額約750,464,000港元將用於興建越南項目第二期，並用作一般營運資金。

- An amount of approximately RMB81,090,000 shall be used to expand the Group's retail network. As of 30 June 2014, approximately RMB51,917,000 in total had been used; and
- An amount of approximately RMB128,649,000 shall be used to repay part of the Group's short-term bank loans. As of 30 June 2014, the amount had been fully utilized.

As at 30 June 2014, the remaining net proceeds equivalent to RMB163,707,000 have been placed as bank deposits in Hong Kong and Mainland China. For the details of such placing of new shares, please refer to the announcements of the Company dated 16 April 2012 and 26 April 2012, respectively.

Placing of new shares in June 2013

The Company completed the placing of 69,000,000 new shares on 28 June 2013 and raised net proceeds of approximately HK\$1,527,464,000 (equivalent to approximately RMB1,216,625,000 based on the exchange rate of HK\$1:RMB0.7965) after deducting related share issue expenses. The intended use of the proceeds from such placing of new shares is set out as follows:

- The proceeds will be used to build and construct a production facility for the manufacture of fabrics in Vietnam ("Vietnam Project") in phases, as to approximately HK\$777,000,000 for the building and construction of phase I of the Vietnam Project, including long term leasehold land use right, construction of buildings and staff quarters, construction of sewage system and infrastructure, purchase of machinery and equipment, etc; and
- the residual amount of approximately HK\$750,464,000 will be used to build and construct phase II of the Vietnam Project and as general working capital.



管理層討論及分析

Management Discussion and Analysis

截至二零一四年六月三十日止，該次配股所得款項已使用約631,860,000港元，餘額約895,604,000港元以存款形式存放於香港和中國大陸之銀行。該次配售新股之詳情，可分別參閱本公司於二零一三年六月十八日及二零一三年六月二十八日之公告。越南項目之詳情可參考二零一三年五月二十八日本公司之公告。

於二零一四年六月發行可換股債券

本公司於二零一四年六月十八日（「發行日」）發行了本金總額為3,900,000,000港元（若按發行日每一港元對人民幣之匯率0.7942計算，折合人民幣約3,097,380,000元）之可換股債券，票面利率為0.5%，每半年支付一次利息。除非先前已贖回、兌換、購買、註銷或債券條款及條件另有規定，債券之到期日為二零一九年六月十八日（「到期日」），本公司將於到期日按其本金額之103.86%贖回。該債券之初始換股價為每股38.56港元（可予調整）。於發行日，該債券之負債部份之初步確認金額為人民幣2,846,450,000元，乃根據相同類別但不可換股之債券之市場利率3.55%計算。權益部份金額為人民幣197,140,000元已計入股東權益之儲備內。發行本債券所得款項淨額約為3,832,271,000港元，擬將用作業務擴張及一般企業用途。

截至二零一四年六月三十日，概無可換股債券已根據相關條款兌換為本公司股份。

外匯風險

由於本集團銷售以美元結算為主，採購以人民幣結算為主，匯率波動對本集團之成本及經營利潤率構成一定影響。本集團針對美元兌人民幣之匯率波動之現狀，採用相應政策對沖部份有關外匯風險。對沖金額視乎本集團預期之美元收益、採購、資本開支，還需要顧及市場預測美元兌人民幣之匯率波動而定。

As of 30 June 2014, approximately HK\$631,860,000 of the proceeds from such placing had been utilized and the balance of approximately HK\$895,604,000 was placed in bank as deposits in Hong Kong and Mainland China. For the details of such placing of new shares, please refer to the announcements of the Company dated 18 June 2013 and 28 June 2013, respectively. For details of the Vietnam Project, please refer to the announcement of the Company dated 28 May 2013.

Issuance of convertible bonds in June 2014

The Company issued convertible bonds in an aggregate principal amount of HK\$3,900,000,000 (equivalent to approximately RMB3,097,380,000 if calculated at an exchange rate of HK\$1=RMB0.7942 on the Issue Date) on 18 June 2014 (the "Issue Date"), bearing a coupon rate of 0.5% and payable semi-annually. The maturity date of convertible bonds is on 18 June 2019 (the "Maturity Date"), unless previously redeemed, converted, purchased, cancelled or otherwise provided in the terms and conditions of the bonds. The Company will redeem the convertible bonds at 103.86% of their principal amounts on the Maturity Date. The initial conversion price of the bonds is HK\$38.56 per share (subject to adjustment). On the Issue Date, the initial recognition amount of RMB2,846,450,000 for the liability component of the bonds was calculated using a market interest rate of 3.55% for a non-convertible bond of the same class. Equity component amount of RMB197,140,000 was credited to the reserves of shareholders' equity. Net proceeds from the issue of those bonds were approximately HK\$3,832,271,000, which was intended to be used for business expansion and for general corporate purposes.

As of 30 June 2014, no convertible bonds have been converted into shares of the Company pursuant to the relevant terms.

Exposure to foreign exchange

As the Group's sales were mainly settled in US dollar, while its purchases were mainly settled in RMB, the Group's costs and operating profit margin were affected by exchange rate fluctuations to a certain extent. The Group has adopted a policy to hedge part of its foreign exchange risks in light of the existing fluctuations of exchange rate between US dollar and RMB. The amounts to be hedged depend on the Group's expected revenue, purchases and capital expenditure in US dollar, as well as the market forecast of fluctuations in the exchange rate of US dollars against RMB.

管理層討論及分析

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為免因人民幣兌美元之匯率出現任何變動導致日後之現金流量減值及出現波動。本集團已安排訂立了美元遠期銷售合約，截至二零一四年六月三十日止，美元之未到期遠期銷售合約總值約500,000,000美元（於二零一三年十二月三十一日：約60,000,000美元）。本集團海外生產基地之擴大，將增加美元成本之支出，有利於抵減人民幣對美元匯率波動帶來之影響。此外，根據銀行之利率水平及對資金之需求情況，本集團亦會考慮安排適當金額之外幣貸款。

僱用、培訓及發展

於二零一四年六月三十日，本集團共僱用約59,200名員工。期內，員工成本總額（包括管理及行政人員）佔本集團銷售額約26.2%（截至二零一三年六月三十日止六個月：25.0%）。本集團按僱員之表現、資歷及行業慣例釐定給予員工之報酬，而酬金政策會定期檢討。根據年度工作表現評核，僱員或會獲發放花紅及獎金。此外，本公司亦會給予僱員獎勵或其它形式之鼓勵以推動僱員個人成長及事業發展。如本集團持續向員工提供培訓，以提升彼等之技術、產品知識以及對行業質量標準之認識及本集團所有新員工均須參加入門課程，而全體員工亦可參加各類培訓課程。

資本開支及資本承擔

於截至二零一四年六月三十日止六個月內，本集團於物業、廠房及設備和預付土地租賃款之總投資約為人民幣430,781,000元，其中約12%用作購買生產設備、約80%用作興建及購買新工廠大樓和預付土地租賃款，而餘款則用作購買其它固定資產。

To avoid the reduction in the value of future cash flows and the volatility thereof arising from any exchange rate movement between RMB and US dollar, the Group entered into forward contracts in selling US dollar. As of 30 June 2014, the aggregate amount of the outstanding US dollar forward contracts was approximately US\$500,000,000 (as at 31 December 2013: approximately US\$60,000,000). The expansion of the overseas production bases of the Group will add to the cost expenditure in US dollar, and is conducive to offsetting the volatility of the exchange rate between RMB and US dollar. In addition, the Group will also consider the arrangement of appropriate amount of loans in foreign currency according to the bank interest rates and capital requirements.

Employment, training and development

As at 30 June 2014, the Group employed approximately 59,200 employees in total. Total staff costs, including management and administrative staff, accounted for approximately 26.2% (for the six months ended 30 June 2013: 25.0%) of the Group's sales during the period. The Group remunerated its staff according to their performances, qualifications and industry practices, and conducted regular reviews of its remuneration policy. Employees may receive discretionary bonuses and monetary rewards based on their ratings in annual performance appraisals. The Company also offered rewards or other incentives to motivate personal growth and career development of the employees, such as ongoing opportunities for training to enhance their technical and product knowledge as well as their knowledge of industry quality standards. Each of the new employees of the Group is required to attend an introductory course, while there are also various types of training courses available to all the Group's employees.

Capital expenditure and commitments

During the six months ended 30 June 2014, the Group's total investment in property, plant and equipment and prepaid land lease payments amounted to approximately RMB430,781,000, of which approximately 12% was used for the acquisition of production equipment, approximately 80% for the construction and acquisition of new factory buildings and prepaid land lease payments, and the balance was used for the purchase of other fixed assets.

管理層討論及分析

Management Discussion and Analysis

於二零一四年六月三十日，本集團已訂約購建之物業、廠房和設備之資本承擔約達人民幣476,673,000元。主要以配售新股份所得款項及內部資源所得款項淨額撥付。

重大投資、收購及出售

截至二零一四年六月三十日止六個月，本公司概無任何其他重大投資、收購及出售。

或然負債

於二零一四年六月三十日，本集團概無任何重大或然負債。

未來前景及策略

持續上漲之勞動力成本，影響了中國服裝產品在國際市場之成本競爭力；同時，主要服裝進口國對產自中國與其它國家之服裝產品在進口環節採用差異化之關稅政策，更使中國服裝產業在國際市場上處於不利之競爭地位。自二零一零年以來，中國服裝產品於主要服裝進口國之市場份額已持續下降趨勢，並已有加快下降之跡象。中國政府部門不斷加強之環保要求和執法力度，已使部分中小服裝生產企業開始退出本行業，而環保處理能力領先之企業在行業整合中將持續受益。面對服裝行業發展之諸多困難，本集團已有明確之發展策略。

擴大海外生產基地之規模，於海外建立並優化縱向一體化之生產模式，以降低不斷上升之國內勞動力成本對本集團之不利影響，亦可迎合國際品牌客戶分散採購來源地之風險管理要求。目前，本集團於越南面料生產基地之第一期項目正進展順利，提升生產效率和精細化管理水平將是海外基地開始營運後之工作重點。越南新建之成衣工廠亦在籌備之中。此外，除了現有投資於柬埔寨及

As at 30 June 2014, the Group had contracted capital commitments of approximately RMB476,673,000 in connection with the acquisition and construction of properties, plants and equipment, which will be mainly financed by the net proceeds from the placing of new shares and internal resources.

Significant Investments, Acquisitions and Disposals

The Company did not have any other significant investments, acquisitions and disposals during the six months ended 30 June 2014.

Contingent liabilities

As at 30 June 2014, the Group did not have any material contingent liabilities.

FUTURE PROSPECTS AND STRATEGIES

The cost competitiveness of the Chinese garment products in the international market is now confronted with the ever rising labor costs. Meanwhile, major garment importing countries have adopted differentiated tariffs policies in the import sector for the garment products made in China and other countries, which has placed the Chinese garment manufacturing industry into a disadvantaged competitive position in the international market. Since 2010, the Chinese garment products' market share in major garment-importing countries has been a continuous downward trend and there have been signs of accelerated downward movement. The Chinese government has continuously toughened the environmental requirements and law enforcement which has made some small and medium-sized garment manufacturing enterprises start exiting this industry, while it will continue to benefit enterprises with leading environmental capacity in thus industrial integration. The Group has clear development policies to counteract the numerous development difficulties faced by the garment industry.

In expanding the scale of its overseas production bases, building and optimizing the vertically integrated production model overseas to eventually reduce the adverse effect on the Group caused by the ever-rising domestic labor costs, it can also meet the risk management requirements for which international brand customers decentralized their procurement sources. Currently, the project of the first phase of the Group's fabric production bases in Vietnam is running smoothly. Our jobs will focus on improving the production efficiency and refining management standard after the overseas production bases begin to operate. The new garment factory in

管理層討論及分析

Management Discussion and Analysis

越南外，本集團一直關注其他海外之合適投資區域，並將根據業務之發展做出安排，特別是於低成本之發展中國家。

本集團將通過多項革新措施來保持國內生產基地的競爭優勢。本集團以節能、高效、穩定為目標對其國內生產基地的部份流水線將進行改造、更新；擴大自動化設備之應用範圍，提高作業效率，降低人工成本上升帶來的不利影響；建立企業創新中心及加大產品研發投入，為全球生產基地提供技術支持；進一步優化產業鏈，縮短產品交貨期，降低客戶的市場風險。

本集團將與美國艾利丹尼森(Avery Dennison)合作成立合資公司，為客戶提供裝飾性轉印、印制和針織標籤、圖形標籤和吊牌以及可持續的包裝服務。相信這項合作將有助熱轉印創新，以更好地服務全球領先品牌，加強本集團競爭力。

全球市場對服裝消費的龐大需求是本行業的發展基礎，通過整合不同生產基地之資源優勢，提升企業的生產效率和管理水平，成為行業的全球最佳企業是本集團的發展願景。本集團之未來策略乃立足於企業之可持續發展，並為股東謀求理想之投資回報。

報告期後事項

截至本報告日期止，本集團於截至二零一四年六月三十日止六個月後概無任何重大事項。

Vietnam is also under preparation. Furthermore, apart from the existing investments in Cambodia and Vietnam, the Group is always keeping its eyes on appropriate other overseas investment regions, and it will make arrangement, depending on the business development, especially in those developing countries with lower costs.

The Group will maintain the competitive edge of domestic production bases through various innovative measures. The Group will transform and renew part of its production lines in its domestic production bases with the targets of achieving energy conservation, high efficiency and stability. We will expand the application coverage of automated equipment to improve work efficiency and thereby reduce the adverse effects caused by the increasing labour costs. We will establish enterprise innovation center and increase products research investments to provide technical support for our global production bases. We will further optimize industry chain to shorten product delivery time and reduce the market risks for clients.

The Group will cooperate with Avery Dennison to establish a joint venture to provide customers with embellishment transfer printing, printing and knitting label, graphic labels and hangtags and sustainable packaging services. It is believed that such cooperation will promote the innovation in heat transfer printing to better service leading global brands, thus strengthening the competitiveness of the Group.

The huge demand for garment consumption in the global market is the development foundation of this industry. To improve enterprises' production efficiency and management standard through integrating the resource advantages of different production bases to become the world's premium enterprise in this sector is the development vision of the Group. The future strategy of the Group is to have a foothold on the enterprise's sustainable development to strive for satisfactory investment returns for the shareholders.

EVENTS AFTER THE REPORTING PERIOD

Up to the date of this report, the Group has no significant event subsequent to the six months ended 30 June 2014.

中期綜合損益表

Interim Consolidated Income Statement

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

			未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
			二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
		附註 Notes		
收入	REVENUE	4	4,983,637	4,772,638
銷售成本	Cost of sales	5	(3,581,153)	(3,397,615)
毛利	Gross profit		1,402,484	1,375,023
其他收入及收益	Other income and gains	6	248,719	227,399
銷售及分銷成本	Selling and distribution costs	5	(101,156)	(60,335)
行政開支	Administrative expenses	5	(394,647)	(346,009)
其他開支	Other expenses	7	(5,195)	(9,070)
融資成本	Finance costs	8	(3,539)	(5,611)
除稅前利潤	PROFIT BEFORE TAX		1,146,666	1,181,397
所得稅開支	Income tax expense	9	(202,445)	(260,435)
期內利潤	Profit for the period		944,221	920,962
以下人士應佔權益：	Attributable to:			
母公司擁有人	Owners of the parent		943,900	920,461
非控制性權益	Non-controlling interests		321	501
			944,221	920,962
母公司普通股股權持有人 應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	10		
— 基本	— Basic		人民幣0.67元 RMB0.67	人民幣0.69元 RMB0.69
— 攤薄	— Diluted		人民幣0.67元 RMB0.67	不適用 N/A

第29頁至47頁的附註為該等中期綜合財務報表的組成部份。

The notes on pages 29 to 47 form an integral part of these interim consolidated financial statements.

中期綜合全面收益表

Interim Consolidated Statement of Comprehensive Income

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
	附註 Notes	二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
期內利潤	Profit for the period	944,221	920,962
其他全面收益	Other comprehensive income		
現金流量對沖：	Cash flow hedges:		
期內產生對沖工具公允價值變動之有效部分	Effective portion of changes in fair value of hedging instruments arising during the period	(16,017)	11,831
對於綜合損益表確認之收益之重新分類調整	Reclassification adjustments for gains recognised in consolidated income statement	9,033	(8,990)
換算境外業務之匯兌差額	Exchange differences on translation of foreign operations	(6,984)	2,841
		20,468	(13,754)
期內其他全面收益（除稅後）	Other comprehensive income for the period, net of tax	13,484	(10,913)
期內全面收益總額	Total comprehensive income for the period	957,705	910,049
以下人士應佔權益：	Attributable to:		
母公司擁有人	Owners of the parent	957,384	909,548
非控制性權益	Non-controlling interests	321	501
		957,705	910,049

第29頁至47頁的附註為該等中期綜合財務報表的組成部份。

The notes on pages 29 to 47 form an integral part of these interim consolidated financial statements.

中期綜合財務狀況表

Interim Consolidated Statement of Financial Position

於二零一四年六月三十日 As at 30 June 2014

		附註 Notes	未經審核 Unaudited 二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	經審核 Audited 二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	12	3,642,763	3,518,230
預付土地租賃款項	Prepaid land lease payments	12	789,678	696,871
無形資產	Intangible assets	12	100,891	101,909
遞延稅項資產	Deferred tax assets		8,610	7,571
總非流動資產	Total non-current assets		4,541,942	4,324,581
流動資產	CURRENT ASSETS			
存貨	Inventories	13	2,539,530	2,424,899
應收賬款及票據	Trade and bills receivables	14	1,647,847	1,374,991
預付款項、按金及 其他應收款項	Prepayments, deposits and other receivables	15	487,927	352,872
可供出售投資	Available-for-sale investments	16	850,641	200,000
衍生金融工具	Derivative financial instruments	19	–	3,456
初始存款期逾三個月之 銀行存款	Bank deposits with initial term of over three months		22,306	27,425
現金及現金等價物	Cash and cash equivalents		4,546,173	2,609,050
總流動資產	Total current assets		10,094,424	6,992,693
流動負債	CURRENT LIABILITIES			
應付賬款及票據	Trade and bills payables	17	519,551	391,749
預收賬款	Advances from customers		8,575	14,095
其他應付款項及應計款項	Other payables and accruals	18	444,436	531,168
衍生金融工具	Derivative financial instruments	19	5,180	–
應付關聯人士款項	Amounts due to related parties	23c	1,248	–
應付稅款	Tax payable		148,371	48,605
總流動負債	Total current liabilities		1,127,361	985,617
淨流動資產	NET CURRENT ASSETS		8,967,063	6,007,076
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		13,509,005	10,331,657

中期綜合財務狀況表

Interim Consolidated Statement of Financial Position

於二零一四年六月三十日 As at 30 June 2014

		附註 Notes	未經審核 Unaudited 二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	經審核 Audited 二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
非流動負債	NON-CURRENT LIABILITIES			
可換股債券	Convertible bonds	20	2,847,822	–
總非流動負債	Total non-current liabilities		2,847,822	–
淨資產	Net assets		10,661,183	10,331,657
權益	EQUITY			
母公司擁有人應佔權益	Equity attributable to owners of the parent			
股本	Share capital		142,105	142,105
儲備	Reserves		10,503,763	9,349,239
擬派末期股息	Proposed final dividend		–	824,920
			10,645,868	10,316,264
非控制性權益	Non-controlling interests		15,315	15,393
總權益	Total equity		10,661,183	10,331,657

第29頁至47頁的附註為該等中期綜合財務報表的組成部份。

The notes on pages 29 to 47 form an integral part of these interim consolidated financial statements.

中期綜合權益變動表

Interim Consolidated Statement of Changes in Equity

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		母公司擁有人應佔										非控制 性權益	總權益
		Attributable to owners of the parent											
		股本	股份溢價賬	對沖儲備	法定盈餘 公積金	匯兌 波動儲備	僱員股權 福利儲備	保留盈利	擬派 末期股息	總計			
		Share capital	Share premium account	Hedging reserve	Statutory surplus reserve	Exchange fluctuation reserve	Employee equity benefits reserve	Retained profits	Proposed final dividend	Total	Non- controlling interests	Total equity	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
截至二零一三年 六月三十日止六個月 (未經審核)	For the six months ended 30 June 2013 (unaudited)												
於二零一三年 一月一日的結餘	Balance at 1 January 2013												
期內全面收益總額	Total comprehensive income for the period	136,609	1,143,000	(2,841)	982,023	(19,862)	48,191	5,045,395	754,855	8,087,370	34,764	8,122,134	
期內發行新股	New shares issued in the period	5,496	1,211,130	–	–	–	–	–	–	909,548	501	910,049	
向非控制性權益 派付股息	Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	–	(583)	(583)	
收購非控制性權益	Purchase of non-controlling interests	–	–	–	–	–	–	–	–	–	(19,711)	(19,711)	
宣派二零一二年 末期股息	Final 2012 dividend declared	–	–	–	–	–	–	–	(754,855)	(754,855)	–	(754,855)	
於二零一三年 六月三十日的結餘	Balance at 30 June 2013	142,105	2,354,130	–	982,023	(33,616)	48,191	5,965,856	–	9,458,689	14,971	9,473,660	

		母公司擁有人應佔											
		Attributable to owners of the parent											
		股本	股份溢價賬	對沖儲備	法定盈餘公積金	匯兌波動儲備	僱員股權福利儲備	保留盈利	擬派末期股息	可換股債券權益部份	總計	非控制性權益	總權益
		Share capital	Share premium account	Hedging reserve	Statutory surplus reserve	Exchange fluctuation reserve	Employee equity benefits reserve	Retained profits	Proposed final dividend	Convertible bonds equity component	Total	Non-controlling interests	Total equity
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
截至二零一四年六月三十日止六個月（未經審核）	For the six months ended 30 June 2014 (unaudited)												
於二零一四年一月一日的結餘	Balance at 1 January 2014	142,105	2,031,861	2,592	1,052,009	(61,234)	48,191	6,275,820	824,920	-	10,316,264	15,393	10,331,657
期內全面收益總額	Total comprehensive income for the period	-	-	(6,984)	-	20,468	-	943,900	-	-	957,384	321	957,705
可換股債券權益部份	Convertible bonds equity component	-	-	-	-	-	-	-	-	197,140	197,140	-	197,140
向非控制性權益派付股息	Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(399)	(399)
宣派二零一三年末期股息	Final 2013 dividend declared	-	-	-	-	-	-	-	(824,920)	-	(824,920)	-	(824,920)
於二零一四年六月三十日的結餘	Balance at 30 June 2014	142,105	2,031,861	(4,392)	1,052,009	(40,766)	48,191	7,219,720	-	197,140	10,645,868	15,315	10,661,183

第29頁至47頁的附註為該等中期綜合財務報表的組成部份。

The notes on pages 29 to 47 form an integral part of these interim consolidated financial statements.

中期綜合現金流量表

Interim Consolidated Statement of Cash Flows

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 經重列 Restated 人民幣千元 RMB'000
經營業務所得現金流量	CASH FLOWS FROM OPERATING ACTIVITIES		
除稅前利潤	Profit before tax	1,146,666	1,181,397
調整：	Adjustment for:		
融資成本	Financial costs	3,539	5,611
利息收入	Interest income	(33,928)	(16,126)
出售物業、廠房及設備 項目之虧損	Loss on disposal of items of property, plant and equipment	124	4,234
物業、廠房及設備項目折舊	Depreciation of items of property, plant and equipment	203,702	189,058
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	9,791	6,573
無形資產攤銷	Amortisation of intangible assets	3,890	3,640
		1,333,784	1,374,387
存貨增加	Increase in inventories	(114,631)	(343,067)
應收賬款及票據增加	Increase in trade and bills receivables	(272,856)	(64,253)
預付款項、按金及 其他應收款項增加	Increase in prepayments, deposits and other receivables	(72,218)	(141,791)
應付賬款及票據增加	Increase in trade and bills payables	127,802	48,826
預收賬款（減少）／增加	(Decrease)/increase in advances from customers	(5,520)	3,356
其他應付款項及應計款項減少	Decrease in other payables and accruals	(95,910)	(108,894)
應付關聯人士款項 增加／（減少）	Increase/(decrease) in amounts due to related parties	1,248	(2,149)
經營業務所得現金	Cash generated from operations	901,699	766,415
已付利息	Interest paid	(748)	(5,611)
已付香港利得稅	Hong Kong profits tax paid	(6,884)	(44,290)
已付中國企業所得稅	PRC corporate income tax paid	(95,795)	(176,499)
經營業務所得現金流量淨額	Net cash flows from operating activities	798,272	540,015

中期綜合現金流量表

Interim Consolidated Statement of Cash Flows

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 經重列 Restated 人民幣千元 RMB'000
投資業務所得現金流量	CASH FLOWS FROM INVESTING ACTIVITIES		
已收利息	Interest received	28,143	16,126
購置物業、廠房及設備項目	Purchases of items of property, plant and equipment	(374,940)	(318,097)
出售物業、廠房及設備項目之所得款項	Proceeds from disposal of items of property, plant and equipment	216	616
支付預付土地租賃款項	Payments of prepaid land lease payments	(100,277)	(34,268)
收購其他無形資產	Purchases of other intangible assets	(2,872)	(1,514)
收購可供出售投資	Purchases of available-for-sale investments	(650,641)	–
收購非控制性權益	Acquisition of non-controlling interests	–	(19,311)
初始存款期逾三個月之銀行存款減少／（增加）	Decrease/(increase) in bank deposits with initial term of over three months	5,119	(141,306)
投資活動所用現金流量淨額	Net cash flows used in investing activities	(1,095,252)	(497,754)
融資活動所得現金流量	CASH FLOWS FROM FINANCING ACTIVITIES		
發行股份所得款項	Proceeds from issue of shares	–	1,216,626
發行可換股債券所得款項	Proceeds from issue of convertible bonds	3,043,590	–
新借銀行貸款	New bank loans	–	477,960
償還銀行貸款	Repayment of bank loans	–	(359,896)
向母公司擁有人派付股息	Dividends paid to owners of the parent	(824,920)	(754,855)
向非控股性權益派付股息	Dividends paid to non-controlling interests	(359)	–
融資活動所得現金流量淨額	Net cash flows from financing activities	2,218,311	579,835
現金及現金等價物增加淨額	NET INCREASE IN CASH AND CASH EQUIVALENTS	1,921,331	622,096
期初現金及現金等價物	Cash and cash equivalents at the beginning of the period	2,609,050	2,144,405
匯率變動之影響，淨額	Effect of foreign exchange rate changes, net	15,792	(18,659)

中期綜合現金流量表

Interim Consolidated Statement of Cash Flows

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

		未經審核 Unaudited 截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 經重列 Restated 人民幣千元 RMB'000
期末現金及現金等價物	CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	4,546,173	2,747,842
現金及現金等價物結餘分析	ANALYSIS OF BALANCE OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	3,688,133	1,934,916
於獲取時原定少於三個月 到期之無抵押定期存款	Non-pledged time deposits with original maturity of less than three months when acquired	858,040	812,926
財務狀況表及現金流量表 所列之現金及現金等價物	Cash and cash equivalents as stated in the statement of financial position and the statement of cash flows	4,546,173	2,747,842

第29頁至47頁的附註為該等中期綜合財務報表的組成部份。

The notes on pages 29 to 47 form an integral part of these interim consolidated financial statements.

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

1. 一般資料

申洲國際集團控股有限公司（「本公司」）於二零零五年六月二十三日在開曼群島註冊成立為獲豁免有限公司。註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司及其附屬公司（統稱「本集團」）主要從事製造及銷售針織服裝產品。

除另有指明外，該等未經審核中期綜合財務報表均以人民幣（「人民幣」）列值，且所有數值均按四捨五入法調整至最接近千位。董事會於二零一四年八月二十七日批准刊發該等未經審核中期綜合財務報表。

2. 編製基準

截至二零一四年六月三十日止六個月的該等未經審核中期綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務申報」及香港聯合交易所有限公司證券上市規則之披露規定編製。該等未經審核中期綜合財務報表不包括全年財務報表所需之一切資料及披露，並應與截至二零一三年十二月三十一日止年度的全年財務報表一併閱覽。截至二零一三年十二月三十一日止年度的全年財務報表乃根據香港會計師公會頒佈之香港財務報告準則（「香港財務報告準則」）編製。

3. 會計政策

本中期綜合財務報表所採納之會計政策與本集團編製之截至二零一三年十二月三十一日止年度之綜合財務報表所採納者一致，除在二零一四年上半年發行可換股債券後相應採用下列可換股債券會計政策及於二零一四年一月一日採納之新訂準則及詮釋外。

1. GENERAL INFORMATION

Shenzhou International Group Holdings Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands on 23 June 2005. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in the manufacture and sale of knitwear products.

These unaudited interim consolidated financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand, except when otherwise stated. These unaudited interim consolidated financial statements have been approved for issue by the Board on 27 August 2014.

2. BASIS OF PREPARATION

These unaudited interim consolidated financial statements for the six months ended 30 June 2014 have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34, "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The unaudited interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the annual financial statements for the year ended 31 December 2013, which have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the HKICPA.

3. ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2013, except for the adoption of the accounting policy for convertible bonds after issuing convertible bonds in first half year 2014 and the adoption of the new standards and interpretations as of 1 January 2014, noted below.

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

3. 會計政策 (續)

可換股債券

可換股票據中具有負債特質之部分於扣除交易成本後在財務狀況表中列為負債。發行可換股票據時，負債部分之公允值乃採用等同之不可換股票據之市場利率釐定，而該數額乃按攤餘成本列為長期負債，直至獲全數轉換或贖回為止。所得款項餘額乃分配至轉換權，並於扣除交易成本後確認並計入股東權益。轉換權之賬面價值於其後年度不會重新計量。交易成本乃根據所得款項在負債及權益部分間之分配而於工具首次獲確認時轉撥至負債及權益部分。

本集團所採納之新準則、詮釋及修訂本

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號 (經修訂) 修訂本	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號 (經修訂) – 投資實體之修訂
香港會計準則第32號修訂本	香港會計準則第32號 金融工具：呈列 – 抵銷金融資產與金融負債之修訂
香港會計準則第36號修訂本	香港會計準則第36號：資產減值 – 披露非金融資產之可收回金額之修訂
香港會計準則第39號修訂本	香港會計準則第39號 金融工具：確認及計量 – 衍生工具之約務更替及對沖會計之持續之修訂
香港 (國際財務報告詮釋委員會) – 詮釋第21號	

採納該等經修訂香港財務報告準則對本中期綜合財務報表並無重大財務影響。

3. ACCOUNTING POLICIES (continued)

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. On issuance of convertible bonds, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a long term liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years. Transaction costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised.

New standards, interpretations and amendments adopted by the Group

HKFRS 10, HKFRS 12 and HKAS 27 (Revised) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (Revised) – <i>Investment Entities</i>
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation</i> – <i>Offsetting Financial Assets and Financial Liabilities</i>
HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets</i> – <i>Recoverable Amount Disclosures for Non-Financial Assets</i>
HKAS 39 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement</i> – <i>Novation of Derivatives and Continuation of Hedge Accounting</i>
HK(IFRIC)-Int 21	<i>Levies</i>

The adoption of these revised HKFRSs has had no significant financial effect on the interim consolidated financial statements.

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

4. 分部資料

為方便管理，本集團按其產品及服務劃分為不同業務單元，其中只有一個呈報經營分部：製造及銷售針織服裝產品。管理層以各業務單元為一整體而監督經營業績，以便決定資源分配及評估表現。

地區資料

(a) 按貨物交付地劃分之外部客戶收入

4. SEGMENT INFORMATION

For management purposes, the Group is organized into business units based on their products and services and there is one reportable operating segment: the manufacture and sale of knitwear products. Management monitors the operating results of its business units as a whole for the purpose of making decisions about resources allocation and performance assessment.

Geographical information

(a) Revenue from external customers by location of goods delivery

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
日本	Japan	1,406,301	1,604,101
中國內地	Mainland China	1,145,432	932,750
歐盟	European Union	875,797	812,359
美國	United States of America	460,239	388,000
其他國家	Other countries	1,095,868	1,035,428
		4,983,637	4,772,638

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

4. 分部資料 (續)

地區資料 (續)

(b) 非流動資產

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
中國內地	Mainland China	3,971,712	3,969,826
越南	Vietnam	447,098	225,293
柬埔寨	Cambodia	107,355	114,522
其他國家	Other countries	7,167	7,369
		4,533,332	4,317,010

上述持續經營業務之非流動資產資料乃按資產所在地劃分，並不包括金融工具及遞延稅項資產。

The non-current asset information of continuing operations above is based on the locations of the assets and excludes financial instrument and deferred tax assets.

主要客戶之資料

來自以下主要客戶之收入，佔本集團收入10%或以上：

Information about major customers

Revenue from major customers which accounts for 10% or more of the Group's revenue are as follows:

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
客戶甲	Customer A	1,117,284	866,332
客戶乙	Customer B	1,083,491	1,064,576
客戶丙	Customer C	974,055	1,202,667
客戶丁	Customer D	576,021	542,015
客戶戊	Customer E	471,469	471,500
		4,222,320	4,147,090

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

5. 按性質分類的費用

包括銷售成本、銷售及分銷成本和行政開支之內費用分析如下：

5. EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution costs and administrative expenses are analysed as follows:

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
僱員福利開支	Employee benefit expenses		
工資及薪金	Wages and salaries	1,191,631	1,104,977
退休福利供款	Retirement benefit contributions	63,168	53,221
其他福利	Other benefits	50,806	36,747
		1,305,605	1,194,945
折舊、攤銷及減值開支	Depreciation, amortisation and impairment expenses	212,906	199,271
製成品及在製品的存貨變動	Changes in inventories of finished goods and work in progress	(122,639)	(411,369)
所用的原材料及消耗品	Raw materials and consumables utilized	2,140,207	2,332,989
公用開支	Utilities expenses	258,265	255,768
物業經營租賃開支	Operating lease expenses for properties	36,369	29,923
稅費	Taxes	28,990	24,718
外包	Outsourcing	27,797	42,103
運輸開支	Transportation expenses	27,608	24,553
辦公室開支	Office expenses	23,199	16,220
捐贈	Donation	16,322	16,318
交際開支	Entertainment expenses	9,649	9,770
佣金	Commission	8,448	9,869
差旅費	Traveling expenses	5,350	4,142
檢測費	Inspection fees	5,063	3,213
其他開支	Other expenses	93,817	51,526
總銷售成本、銷售及分銷成本和行政開支	Total cost of sales, selling and distribution costs and administrative expenses	4,076,956	3,803,959

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6. 其他收入及收益

6. OTHER INCOME AND GAINS

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
其他收入	Other income		
政府獎勵	Government incentives	199,223	221,021
銀行利息收入	Bank interest income	33,928	16,126
租金收入	Rental income	10,579	8,911
		243,730	246,058
收益	Gains		
匯兌收益／(虧損)淨額	Exchanges gains/(loss), net	4,989	(18,659)
		248,719	227,399

7. 其他開支

7. OTHER EXPENSES

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
出售物業、廠房及 設備項目之虧損	Loss on disposal of items of property, plant and equipment	124	4,234
租賃成本	Rental cost	5,071	4,836
		5,195	9,070

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8. 融資成本

8. FINANCE COSTS

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
須於五年內悉數償還之 銀行貸款、透支及 其他貸款之利息	Interest on bank loans, overdrafts and other loans wholly repayable within five years	734	5,611
可換股債券之利息	Interest on convertible bonds	2,805	–
		3,539	5,611

9. 所得稅

9. INCOME TAX

截至二零一四年及二零一三年六月三十日
止六個月之所得稅開支主要成分為：

The major components of income tax expenses for the six
months ended 30 June 2014 and 2013 are:

		For the six months ended 30 June 截至六月三十日止六個月	
		2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元
香港之當期利得稅	Current Hong Kong profits tax	11,059	16,710
中國大陸之當期企業所得稅 （「企業所得稅」）	Current Mainland China corporate income tax ("CIT")	190,773	243,207
遞延稅項	Deferred taxation	613	518
		202,445	260,435

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9. 所得稅 (續)

根據開曼群島稅務優惠法（一九九九年修訂版）第六條，本公司已獲開曼群島總督會同行政局承諾，開曼群島並無法例對本公司或本公司業務所得利潤或收入或收益或增值徵稅。由於本公司於香港經營業務，故其於香港產生之估計應課稅利潤須按16.5%（截至二零一三年六月三十日止六個月：16.5%）之稅率繳付香港利得稅。

於英屬處女群島（「英屬處女群島」）註冊成立之附屬公司毋須繳納所得稅，原因為該等附屬公司於英屬處女群島並無營業地點（只有註冊辦事處），亦無於英屬處女群島進行任何業務。因此，於英屬處女群島註冊成立之附屬公司永泰投資有限公司（「永泰」）、百事達投資有限公司、百事達集團有限公司、馬威(B.V.I.)有限公司及德利有限公司均毋須納稅。由於永泰於香港從事物業租賃業務，故其於香港產生之估計應課稅利潤須按16.5%（截至二零一三年六月三十日止六個月：16.5%）之稅率繳付香港利得稅。

於柬埔寨王國註冊成立之全資附屬公司申洲（柬埔寨）有限公司（「申洲柬埔寨」）及大千紡織（柬埔寨）有限公司（「大千柬埔寨」）根據稅務法按20%稅率繳納所得稅，並於首四個獲利年度獲豁免繳納所得稅。申洲柬埔寨及大千柬埔寨於期內並無應課稅利潤。

於香港註冊成立之全資附屬公司申洲貿易有限公司、永泰（香港）投資有限公司及馬威（香港）有限公司須按16.5%（截至二零一三年六月三十日止六個月：16.5%）稅率就於香港產生之估計應課稅利潤繳納利得稅。

9. INCOME TAX (continued)

Pursuant to Section 6 of the Tax Concessions Law (1999 Revision) of the Cayman Islands, the Company has obtained an undertaking from the Governor-in-Council of the Cayman Islands that no law enacted in the Cayman Islands imposing any tax to be levied on profits or income or gain or appreciation shall apply to the Company or its operations. As the Company carries on business in Hong Kong, it is subject to Hong Kong profits tax at a rate of 16.5% (for the six months ended 30 June 2013: 16.5%) on the estimated assessable profits arising in Hong Kong.

The subsidiaries incorporated in the British Virgin Islands ("BVI") are not subject to income tax as these subsidiaries do not have a place of business (other than a registered office only) or carry on any business in the BVI. Accordingly, Top Always Investments Ltd. ("Top Always"), Buddies Investments Limited, Buddies Group Co., Ltd, Maxwin (B.V.I.) Limited and Gain Lucky Limited, subsidiaries incorporated in the BVI, are not subject to tax. As Top Always was engaged in the property leasing business in Hong Kong, it is subject to Hong Kong profits tax at the rate of 16.5% (for the six months ended 30 June 2013: 16.5%) on the estimated assessable profit arising in Hong Kong.

Shenzhou (Cambodia) Co., Ltd. ("Shenzhou Cambodia") and Daqian Textile (Cambodia) Co., Ltd ("Daqian Cambodia"), wholly-owned subsidiaries incorporated in the Kingdom of Cambodia, under the Law on Taxation, are subject to income tax at a rate of 20%, and are entitled to be exempted from income tax for the first four profit-making years. Shenzhou Cambodia and Daqian Cambodia had no assessable profits during the period.

Shenzhou Trading Company Limited, Top Always (Hong Kong) Investments Limited and Maxwin (Hong Kong) Limited, wholly-owned subsidiaries incorporated in Hong Kong, are subject to profits tax at a rate of 16.5% (for the six months ended 30 June 2013: 16.5%) on the estimated assessable profits arising in Hong Kong.

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9. 所得稅 (續)

於日本註冊成立之全資附屬公司申洲日本株式會社(「申洲日本」)根據稅務法須按所得稅稅率30%就於日本產生之應課稅利潤繳納稅項。由於期內申洲日本並無於日本產生任何應課稅利潤，故並無就日本所得稅計提撥備。

於越南註冊成立之全資附屬公司Gain Lucky (Viet Nam) Limited按22%繳納所得稅。此外，Gain Lucky (Viet Nam) Limited於首兩個獲利年度獲豁免繳納所得稅，並於第三年至第六年按較低稅率10%繳納所得稅。稅收優惠期將自首個獲利年度及自其成立起計第四年(以較早者為準)起計。

根據澳門相關稅法，於澳門註冊成立之全資附屬公司百事達(澳門離岸商業服務)有限公司獲豁免繳納澳門利得稅。

根據中華人民共和國企業所得稅法(「新企業所得稅法」)，各中國附屬公司於期內按新企業所得稅法計算之應課稅收入須按25%之稅率繳稅。

於二零一三年，於中國大陸註冊成立之全資附屬公司寧波大千紡織品有限公司(「大千紡織」)乃合資格作為浙江省之高新技術企業。因此，大千紡織有權於二零一三年一月一日起計三年享有所得稅優惠稅率15%。

9. INCOME TAX (continued)

Shenzhou Japan Co., Ltd. ("Shenzhou Japan"), a wholly-owned subsidiary incorporated in Japan under the Law of Taxation, is subject to income tax at a rate of 30% of the assessable profits arising in Japan. No provision for Japan income tax has been made as Shenzhou Japan had no assessable profits arising in Japan during the period.

Gain Lucky (Viet Nam) Limited, a wholly-owned subsidiary incorporated in Vietnam, is subject to income tax at a rate of 22%. Besides, Gain Lucky (Viet Nam) Limited is entitled to be exempted from income tax for the first two profit-making years and subject to a lower tax rate of 10% from the third year to the sixth year. The period of tax privilege will start from the earlier of first profit-making year and the fourth year since its establishment.

Buddies (Macao Commercial Offshore) limited, a wholly-owned subsidiary incorporated in Macao, is exempted from Macao Complementary Tax pursuant to Macao's relevant tax legislations.

Pursuant to the Corporate Income Tax Law of the People's Republic of China (the "New CIT Law"), the assessable income of each of the PRC subsidiaries for the period as determined in accordance with the New CIT Law is subject to a tax rate of 25%.

During 2013, Ningbo Daqian knitwear Co., Ltd. ("Daqian Knitting"), a wholly owned subsidiary incorporated in mainland China, was qualified as a High-New Technology Enterprise of Zhejiang Province. As a result, Daqian Knitting had been entitled to a concessionary rate of income tax at 15% for three years commencing 1 January 2013.

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10. 母公司普通股股權持有人應佔每股盈利

(a) 基本

期內母公司普通股股權持有人應佔每股盈利乃按照母公司股權持有人應佔綜合利潤約人民幣943,900,000元（截至二零一三年六月三十日止六個月：人民幣920,461,000元）以及已發行普通股的加權平均數1,399,000,000股（截至二零一三年六月三十日止六個月：1,331,144,000股）計算。

(b) 攤薄

每股攤薄收益假設所有可攤薄的潛在普通股被兌換後，根據已發行普通股的加權平均股數計算。本公司有一類可攤薄的潛在普通股：可換股債券。於二零一四年六月三十日，本公司的可換股債券對每股收益並無攤薄影響。

11. 股息

根據董事會於二零一四年八月二十七日通過之一項決議案，董事並不建議派發截至二零一四年六月三十日止六個月的中期股息。

10. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

(a) Basic

The calculation of earnings per share attributable to ordinary equity holders of the parent for the period is based on the consolidated profit attributable to equity holders of the parent of approximately RMB943,900,000 (for six months ended 30 June 2013: RMB920,461,000) and on the weighted average number of 1,399,000,000 (for six months ended 30 June 2013: 1,331,144,000) ordinary shares in issue.

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: convertible bonds. The Company's convertible bonds have no dilutive effect on the earnings per share as at 30 June 2014.

11. DIVIDEND

Pursuant to a resolution passed by the Board on 27 August 2014, the directors did not recommend the payment of an interim dividend for the six months ended 30 June 2014.

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12. 資本開支

12. CAPITAL EXPENDITURES

		物業、廠房及 設備 Property, plant and equipment 人民幣千元 RMB'000	預付土地 租賃款項 Prepaid land lease payments 人民幣千元 RMB'000	用水權 Water use right 人民幣千元 RMB'000	軟件 Software 人民幣千元 RMB'000
截至二零一三年 六月三十日止六個月	For the six months ended 30 June 2013				
於二零一三年一月一日 之期初賬面淨額	Opening net book amount at 1 January 2013	3,314,100	539,275	99,348	5,636
添置	Additions	292,763	34,268	–	1,514
出售	Disposals	(4,770)	–	–	–
折舊／攤銷	Depreciation/amortisation	(189,058)	(6,573)	(3,225)	(415)
匯兌差額	Exchange differences	(1,140)	–	–	–
於二零一三年 六月三十日之 期末賬面淨額	Closing net book amount at 30 June 2013	3,411,895	566,970	96,213	6,735
截至二零一四年 六月三十日止六個月	For the six months ended 30 June 2014				
於二零一四年一月一日 之期初賬面淨額	Opening net book amount at 1 January 2014	3,518,230	696,871	92,988	8,921
添置	Additions	327,632	100,277	–	2,872
出售	Disposals	(341)	–	–	–
折舊／攤銷	Depreciation/amortisation	(203,702)	(9,791)	(3,225)	(665)
匯兌差額	Exchange differences	944	2,321	–	–
於二零一四年六月三十日 之期末賬面淨額	Closing net book amount at 30 June 2014	3,642,763	789,678	89,763	11,128

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13. 存貨

13. INVENTORIES

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
原材料	Raw materials	252,946	260,954
在製品	Work in progress	1,311,431	1,289,150
製成品	Finished goods	975,153	874,795
		2,539,530	2,424,899

14. 應收賬款及票據

14. TRADE AND BILLS RECEIVABLES

本集團與客戶之貿易往來主要以信貸形式進行，信貸期介乎六個月以內。高級管理層會定期檢討逾期未付結餘。應收賬款及票據的賬齡分析如下：

The Group's trading terms with its customers are mainly on credit with credit terms of within six months. Overdue balances are reviewed regularly by senior management. The ageing analysis of trade and bills receivables is as follows:

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
三個月內	Within 3 months	1,457,101	1,341,794
三個月以上	Over 3 months	190,746	33,197
		1,647,847	1,374,991

應收賬款及票據的賬面值與其公允值相若。

The carrying amounts of trade and bills receivables approximate to their fair values.

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15. 預付款項、按金及其他應收款項 15. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
預付款項及按金	Prepayments and deposits		
– 購買原材料	– Purchase of raw materials	91,655	56,898
– 購買物業、廠房及 設備之項目	– Purchase of items of property, plant and equipment	85,987	23,025
– 預付租金及按金	– Prepaid rental and deposits	94,091	111,221
– 其他	– Others	26,100	2,456
應收及可收回增值稅退款	VAT refund receivable and recoverable	114,989	100,055
其他應收款項	Other receivables	75,105	59,217
		487,927	352,872

16. 可供出售投資 16. AVAILABLE-FOR-SALE INVESTMENTS

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
由金融機構發行的 金融產品	Financial products issued by financial institution	850,641	200,000

於二零一四年六月三十日，若干賬面值為人民幣850,641,000元的金融產品乃按成本減減值入賬。董事認為彼等之公允值不能可靠計量。投資年期少於一年且預期年回報率最高達5.85%。根據相關合約或通知，該等金融產品於到期日以資本作擔保。本集團不擬於近期出售該等金融產品。

As at 30 June 2014, certain financial products with a carrying amount of RMB850,641,000 were stated at cost less impairment. The Directors are of the opinion that their fair value cannot be measured reliably. The financial products have terms of less than one year and have expected annual rates of return up to 5.85%. Pursuant to the underlying contracts or notices, these financial products are guaranteed by capital upon the maturity date. The Group does not intend to dispose of them in the near future.

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17. 應付賬款及票據

於結算日，應付賬款及票據之賬齡分析如下：

17. TRADE AND BILLS PAYABLES

An aged analysis of trade and bills payables as at the balance sheet date, is as follows:

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
六個月內	Within 6 months	490,566	377,273
六個月至一年	6 months to 1 year	16,743	5,136
一年至二年	1 year to 2 years	3,179	943
二年以上	over 2 years	9,063	8,397
		519,551	391,749

18. 其他應付款項及應計款項

18. OTHER PAYABLES AND ACCRUALS

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
應計開支	Accrued expenses	110,322	200,635
用水權應付款項	Payable for water use right	76,000	76,000
購置物業、廠房及設備之 應付款項	Payables for purchase of property, plant and equipment	30,198	19,648
有關建築工程之保證金	Guarantee deposits related to construction projects	9,883	9,770
客戶預付款項	Advance from customers	96,960	109,313
其他應付稅項	Other taxes payable	55,078	61,864
應付非控制性權益之股息	Dividends payable to non-controlling interests	587	587
其他應付款項	Other payables	65,408	53,351
		444,436	531,168

其他應付款項及應計款項之賬面值與其公允值相若。其他應付款項不計息。

The carrying amounts of other payables and accruals approximate to their fair values. Other payables are non-interest-bearing.

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19. 衍生金融工具

19. DERIVATIVE FINANCIAL INSTRUMENTS

		二零一四年六月三十日 30 June 2014		二零一三年十二月三十一日 31 December 2013	
		資產 Assets	負債 Liabilities	資產 Assets	負債 Liabilities
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
遠期貨幣合約	Forward currency contracts	-	5,180	3,456	-

遠期貨幣合約之賬面值與其公允值相若。

The carrying amounts of forward currency contracts approximate to their fair values.

遠期貨幣合約－現金流量對沖

Forward currency contracts – cash flow hedges

於二零一四年六月三十日，本集團持有若干遠期貨幣合約，指定用作預期日後向海外客戶銷售之對沖用途。

As at 30 June 2014, the Group held certain forward currency contracts designated as hedges in respect of expected future sales to overseas customers.

本集團已按預期日後銷售期間磋商遠期貨幣合約之年值。本集團已評估二零一四年度及二零一五年度有關預期日後銷售之現金流量對沖，認為十分有效。

The annual value of the forward currency contracts have been negotiated to match the terms of the expected future sales. The cash flow hedges relating to expected future sales in the year 2014 and 2015 were assessed to be highly effective.

於二零一四年六月三十日，本集團持有未平倉外幣合約為約500,000,000美元，到期日介乎1個月至12個月內。

As at 30 June 2014, the Group had outstanding foreign currency contracts of approximately US\$500,000,000 with maturity periods ranging from 1 month to 12 months.

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

20. 可換股債券

20. CONVERTIBLE BONDS

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
二零一四年六月十八日 發行可換股債券面值	Face value of convertible bonds issued on 18 June 2014	3,097,380	—
發行費用	Issuing expenses	(53,790)	—
權益部分	Equity component	(197,140)	—
二零一四年六月十八日 初步確認時的負債部分	Liability component on initial recognition on 18 June 2014	2,846,450	—
匯率變動影響	Effect of exchange rate changes	(1,433)	—
累計融資成本	Accumulated finance costs	2,805	—
負債部分	Liability component	2,847,822	—

於二零一四年六月十八日，本公司以初步換股價每股本公司普通股38.56港元（可予調整）發行本金總額3,900,000,000港元於二零一九年六月十八日（「到期日」）到期之可換股債券，票面利率為0.5%。除非之前已贖回、轉換、購買或註銷，否則該等債券將於到期日按本金額之103.86%贖回。

負債部份及權益轉換部份之公允值於債券發行時釐定。

負債部份之公允值，乃根據同類型但不可換股的債券之市場利率3.55%計算。餘額代表權益轉換部份之價值，計入股東權益中之儲備內。

於二零一四年六月三十日，可換股債券的賬面值與其公允值相近。

於二零一四年六月三十日，概無債券持有人將其債券轉換為本公司之普通股。

On 18 June 2014, the Company issued convertible bonds which will be due on 18 June 2019 (the "maturity date"), in the aggregate principal amount of HK\$3,900,000,000 with an initial conversion price of HK\$38.56 (subject to adjustment) per ordinary share of the Company, coupon rate is 0.5%. Unless previously redeemed, converted, purchased or cancelled, these bonds will be redeemed at 103.86% of their principal amount on the maturity date.

The fair values of the liability component and the equity conversion component were determined upon the issuance of the convertible bonds.

The fair value of the liability component was calculated using a market interest rate of 3.55% for an equivalent non-convertible bond. The residual amount, representing the value of equity conversion component, is included in reserves in shareholders' equity.

The fair value of the convertible bonds approximated its carrying amounts as at 30 June 2014.

As at 30 June 2014, no bond holders have converted their bonds into ordinary shares of the Company.

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

21. 承擔

(a) 資本承擔

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
已訂約但未撥備：	Contracted but not provided for:		
－購置預付土地租賃款項以及物業、廠房及設備	－Acquisition of prepaid land lease payments and property, plant and equipment	219,639	92,134
－興建物業、廠房及設備	－Construction of property, plant and equipment	257,034	266,882
		476,673	359,016

(b) 未平倉遠期外匯合約

於二零一四年六月三十日，本集團持有未平倉遠期外匯合約，須於1個月至12個月內（二零一三年十二月三十一日：1個月內）出售500,000,000美元（二零一三年十二月三十一日：60,000,000美元）以換取約人民幣3,126,346,000元（二零一三年十二月三十一日：約人民幣365,820,000元）。

(b) Outstanding forward foreign exchange contracts

As at 30 June 2014, the Group had commitments in respect of outstanding forward foreign exchange contracts to sell US\$500,000,000 (31 December 2013: US\$60,000,000) for approximately RMB3,126,346,000 (31 December 2013: approximately RMB365,820,000) within periods ranging from 1 month to 12 months (31 December 2013: within one month).

22. 或然負債

本集團於二零一四年六月三十日並無重大或然負債（二零一三年十二月三十一日：無）。

22. CONTINGENT LIABILITIES

The Group did not have significant contingent liabilities as at 30 June 2014 (31 December 2013: Nil).

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

23. 關聯人士交易

(a) 與關聯人士之持續交易

本集團截至二零一四年及二零一三年六月三十日止六個月與其關聯人士（包括董事及其聯繫人以及由控股股東控制之公司）進行下列持續重大交易：

23. RELATED PARTY TRANSACTIONS

(a) Continuing transactions with related parties

The Group had the following continuing significant transactions with its related parties, including directors and their associates and companies controlled by the controlling shareholder, for six months ended 30 June 2014 and 2013:

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
向寧波申洲置業有限公司 （「申洲置業」）* 租賃物業、廠房及設備	Lease of property, plant and equipment from Ningbo Shenzhou Properties Company Limited ("Shenzhou Properties")*	4,926	3,631
寧波申洲世通針織 有限公司 （「申洲世通」）* 提供加工服務	Provision of processing services from Ningbo Shenzhou Shitong Knitwear Co. Ltd. ("Shenzhou Shitong")*	7,341	7,015
向紹興縣華西包裝品 有限公司 （「華西包裝品公司」）** 採購包裝物料	Purchase of packaging materials from Shaoxing County Huaxi Packaging Materials Company Limited ("Huaxi Packaging Company")**	20,378	20,944

* 申洲置業及申洲世通由本公司其中一名執行董事控制。

** 華西包裝品公司由本公司其中一名執行董事之親屬控制。

向關聯人士之採購及租賃乃根據有關公司向其主要客戶提供之公開價格及條款進行。

* Shenzhou Properties and Shenzhou Shitong are controlled by one of the Company's executive directors.

** Huaxi Packaging Company is controlled by the relatives of one of the Company's executive directors.

The purchases and lease from the related parties were made according to the published prices and conditions offered by the related companies to their major customers.

中期綜合財務報表附註

Notes to the Interim Consolidated Financial Statements

截至二零一四年六月三十日止六個月 For the six months ended 30 June 2014

23. 關聯人士交易 (續)

(b) 與關聯人士之其他交易

本集團之若干融資額度以執行董事控制之若干公司作擔保。

(c) 與關聯人士之結餘

本集團與其關聯人士有以下重大結餘：

23. RELATED PARTY TRANSACTIONS (continued)

(b) Other transactions with related parties

Certain credit facilities of the Group are guaranteed by the certain companies controlled by the executive Directors.

(c) Outstanding balances with related parties

The Group had the following significant balances with its related parties:

		二零一四年 六月三十日 30 June 2014 人民幣千元 RMB'000	二零一三年 十二月三十一日 31 December 2013 人民幣千元 RMB'000
應付關聯人士款項	Amounts due to related parties		
－與貿易相關	－ Trade related		
華西包裝品公司	Huaxi Packaging Company	1,248	–
		1,248	–

(d) 主要管理人員酬金

(d) Key management compensation

		截至六月三十日止六個月 For the six months ended 30 June	
		二零一四年 2014 人民幣千元 RMB'000	二零一三年 2013 人民幣千元 RMB'000
薪金及其他	Salaries and other short-term		
短期僱員福利	employee benefits	11,008	9,379
離職後福利	Post-employment benefits	55	52
		11,063	9,431

24. 比較金額

綜合現金流量表之若干比較金額已重新分類，以與本期間之呈報方式一致。

24. COMPARATIVE AMOUNTS

Certain comparative amounts in the consolidated statement of cash flows have been reclassified to conform with the current year's presentation.

其他資料

Other Information

主要客戶及供貨商

截至二零一四年六月三十日止六個月，本集團向五大客戶之銷售額佔總銷售額約84.7%（截至二零一三年六月三十日止六個月：86.9%）。本集團自五大供貨商之採購額佔總採購額約26%（截至二零一三年六月三十日止六個月：26%）。本集團旨在與著名客戶及供貨商維持長期合作關係以擴展其業務。

董事於競爭業務的權益

於截至二零一四年六月三十日止六個月，本公司董事概無於與本公司或其任何附屬公司存有競爭之任何業務擁有任何權益。

董事及最高行政人員於本公司股份的權益及淡倉

於二零一四年六月三十日，根據證券及期貨條例（「證券及期貨條例」）第XV部第7及第8分部已知會本公司和香港聯合交易所有限公司（「聯交所」），並根據證券及期貨條例第352條而存置之登記冊所載；或根據聯交所證券上市規則（「上市規則」）內上市發行人董事進行證券交易的標準守則（「標準守則」）已知會本公司和聯交所，有關本公司董事及最高行政人員擁有本公司及其相關法團（按證券及期貨條例第XV部之涵義）之股份、相關股份及債權證之權益及淡倉（包括根據證券及期貨條例之該等條文任何該等董事或最高行政人員擁有或被視作擁有之權益及淡倉）如下：

MAJOR CUSTOMERS AND SUPPLIERS

During the six months ended 30 June 2014, the Group's sales to the top five customers accounted for approximately 84.7% (during the six months ended 30 June 2013: 86.9%) of its total sales. The Group's purchases from the top five suppliers accounted for approximately 26% (during the six months ended 30 June 2013: 26%) of its total purchases. The Group aims at maintaining the long-term cooperative relationship with reputable customers and suppliers in the expansion of its business.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

During the six months ended 30 June 2014, none of the directors of the Company had any interest in any business competing with the Company or any of its subsidiaries.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES OF THE COMPANY

As at 30 June 2014, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were held or deemed to be held by any such directors or chief executive under such provisions of the SFO) and were recorded in the register maintained by the Company pursuant to section 352 of the SFO, or which were notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

於本公司普通股中之好倉

Long positions in ordinary shares of the Company

姓名	附註	身份及權益類別	股份數目	佔本公司已發行股本概約百分比(%)
Name	Notes	Capacity and Nature of Interest	Number of Shares	Approximate Percentage of the Issued Share Capital of the Company
馬建榮先生	1	公司權益	750,332,500	53.63%
Mr. Ma Jianrong	1	Corporate interest	750,332,500	53.63%
馬仁和先生	2	公司權益	89,217,500	6.37%
Mr. Ma Renhe	2	Corporate interest	89,217,500	6.37%

附註：

Notes:

1. 於二零一四年六月三十日，協榮有限公司（「協榮」，一家於英屬處女群島註冊成立之有限公司）持有750,332,500股股份，而千里馬投資有限公司（「千里馬」）、BMX (HK) LTD.（「BMX」）及利華企業有限公司（「利華」）則分別擁有該公司約80.08%、約13.92%及約6.00%之權益。千里馬（一家於英屬處女群島註冊成立之有限公司）由馬建榮先生全資擁有。BMX（一家於英屬處女群島註冊成立之有限公司）由黃關林先生（為馬建榮先生之妹夫及馬寶興先生之女婿）全資擁有。利華（一家於英屬處女群島註冊成立之有限公司）由馬寶興先生（為馬建榮先生之父親）全資擁有。根據證券及期貨條例，馬建榮先生被視為於協榮所持有之750,332,500股股份中擁有權益。

1. As at 30 June 2014, 750,332,500 Shares were held by Keep Glory Limited ("Keep Glory"), a company incorporated in the British Virgin Islands with limited liability, which in turn was owned as to approximately 80.08% by Splendid Steed Investments Limited ("Splendid Steed"), approximately 13.92% by BMX (HK) LTD. ("BMX") and approximately 6.00% by Super China Enterprises Limited ("Super China"). Splendid Steed, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Ma Jianrong. BMX, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Huang Guanlin (brother-in-law of Mr. Ma Jianrong and son-in-law of Mr. Ma Baoxing). Super China, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Ma Baoxing (father of Mr. Ma Jianrong). By virtue of the SFO, Mr. Ma Jianrong is deemed to be interested in the 750,332,500 Shares held by Keep Glory.

2. 於二零一四年六月三十日，富高集團有限公司（「富高」，一家於英屬處女群島註冊成立之有限公司）持有89,217,500股股份，而MCC Group Ltd.（「MCC」）及本集團若干高級管理層成員（包括執行董事鄭妙輝女士、王存波先生及陳芝芬女士）則分別擁有該公司70.17%及29.83%之權益。MCC（一家於英屬處女群島註冊成立之有限公司）由執行董事馬仁和先生（為馬建榮先生之堂兄）全資擁有。根據證券及期貨條例，馬仁和先生被視為於富高所持有之89,217,500股股份中擁有權益。

2. As at 30 June 2014, 89,217,500 Shares were held by Fairco Group Limited ("Fairco"), a company incorporated in the British Virgin Islands with limited liability, which in turn was owned as to 70.17% by MCC Group Ltd. ("MCC") and 29.83% by certain senior management of the Group including Ms. Zheng Miaohui, Mr. Wang Cunbo and Ms. Chen Zhifen (they are executive Directors). MCC, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Ma Renhe, an executive Director and cousin of Mr. Ma Jianrong. By virtue of the SFO, Mr. Ma Renhe is deemed to be interested in the 89,217,500 Shares held by Fairco.

其他資料 Other Information

除上述披露者外，於二零一四年六月三十日，根據證券及期貨條例第352條記錄於本公司存置之登記冊；或根據標準守則已知會本公司和聯交所，本公司各董事及最高行政人員概無擁有或被視作擁有本公司及其相關法團（按證券及期貨條例第XV部之涵義）之股份、相關股份及債權證之權益或淡倉。

本公司或其任何控股公司、附屬公司或同系附屬公司於期內概無訂立任何安排，令本公司董事或最高行政人員（包括彼等之配偶或未滿十八歲之子女）可藉購入本公司或其相關法團之股份或相關股份或債權證而獲益。

Save as disclosed above, as at 30 June 2014, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were recorded in the register maintained by the Company pursuant to section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the period was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses and children under 18 years of age) to benefit from the acquisition of the shares or underlying shares in, or debentures of, the Company or its associated corporations.

主要股東於本公司股份的權益及淡倉

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES OF THE COMPANY

於二零一四年六月三十日，下列人士（本公司董事除外）在本公司根據證券及期貨條例第336條所存置之股東名冊所記錄佔本公司已發行股本5%或以上之權益如下：

At 30 June 2014, the following persons who held interests in 5% or more of the issued share capital of the Company, other than the Directors of the Company, were recorded in the register of members required to be kept by the Company pursuant to section 336 of the SFO:

於本公司普通股中之好倉

Long positions in ordinary shares of the Company

名稱	附註	身份及權益類別	股份數目	佔本公司已發行股本概約百分比(%)
Name	Notes	Capacity and Nature of Interest	Number of Shares	Approximate Percentage of the Issued Share Capital of the Company
協榮	1	實益擁有人	750,332,500	53.63%
Keep Glory	1	Beneficial owner	750,332,500	53.63%
千里馬	1	公司權益	750,332,500	53.63%
Splendid Steed	1	Corporate interest	750,332,500	53.63%
富高	2	實益擁有人	89,217,500	6.37%
Fairco	2	Beneficial owner	89,217,500	6.37%

其他資料 Other Information

名稱	附註	身份及權益類別	股份數目	佔本公司已發行股本概約百分比(%)
Name	Notes	Capacity and Nature of Interest	Number of Shares	Approximate Percentage of the Issued Share Capital of the Company
MCC	2	公司權益	89,217,500	6.37%
MCC	2	Corporate interest	89,217,500	6.37%

附註：

Notes:

- 於二零一四年六月三十日，協榮（一家於英屬處女群島註冊成立之有限公司）持有750,332,500股股份，而千里馬、BMX及利華則分別擁有該公司80.08%、13.92%及6.00%之權益。千里馬（一家於英屬處女群島註冊成立之有限公司）由馬建榮先生全資擁有。BMX（一家於英屬處女群島註冊成立之有限公司）由黃關林先生全資擁有。利華（一家於英屬處女群島註冊成立之有限公司）由馬寶興先生（為馬建榮先生之父親）全資擁有。根據證券及期貨條例，千里馬被視為協榮所持有之750,332,500股股份中擁有權益。
- 於二零一四年六月三十日，富高（一家於英屬處女群島註冊成立之有限公司）持有89,217,500股股份，而MCC及本集團若干高級管理層成員（包括執行董事鄭妙輝女士、王存波先生及陳芝芬女士）則分別擁有該公司70.17%及29.83%之權益。MCC（一家於英屬處女群島註冊成立之有限公司）由執行董事馬仁和先生（為馬建榮先生之堂兄）全資擁有。根據證券及期貨條例，MCC被視為富高所持有之89,217,500股股份中擁有權益。

- As at 30 June 2014, 750,332,500 Shares were held by Keep Glory, a company incorporated in the British Virgin Islands with limited liability, which is owned as to 80.08% by Splendid Steed, 13.92% by BMX and 6.00% by Super China. Splendid Steed, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Ma Jianrong. BMX, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Huang Guanlin. Super China, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Ma Baoxing (father of Mr. Ma Jianrong). By virtue of the SFO, Splendid Steed is deemed to be interested in the 750,332,500 Shares held by Keep Glory.
- As at 30 June 2014, 89,217,500 Shares were held by Fairco, a company incorporated in the British Virgin Islands with limited liability, which is owned as to 70.17% by MCC and 29.83% by certain senior management of the Group including Ms. Zheng Miao-hui, Mr. Wang Cunbo and Ms. Chen Zhifen (executive Directors). MCC, a company incorporated in the British Virgin Islands with limited liability, is wholly owned by Mr. Ma Renhe, an executive Director and a cousin of Mr. Ma Jianrong. By virtue of the SFO, MCC is deemed to be interested in the 89,217,500 Shares held by Fairco.

除上文所披露者外，於二零一四年六月三十日，除本公司董事（其權益載於上文「董事及最高行政人員於本公司股份的權益及淡倉」一節）外，概無其他人士於本公司股份及相關股份中擁有根據證券及期貨條例第336條須予記錄之權益或淡倉。

Save as disclosed above, as at 30 June 2014, no person, other than the Directors of the Company, whose interests are set out in the section headed "Directors and Chief Executives' Interests and Short Positions in the Shares of the Company" above, had interest or short position in the shares and underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

股息

在本公司於二零一四年五月二十八日舉行之股東周年大會上，本公司股東通過派發截至二零一三年十二月三十一日止年度之末期股息每股0.75港元（相當於約人民幣0.59元）（包括特別股息0.20港元）予二零一四年六月九日營業時間結束時名列本公司股東名冊之股東。本公司於二零一四年六月二十六日以現金派發該股息。

DIVIDENDS

At the Company's annual general meeting held on 28 May 2014, the shareholders of the Company approved the payment of a final dividend of HK\$0.75 (equivalent to approximately RMB0.59) (including a special dividend of HK\$0.20) per share for the year ended 31 December 2013 to the shareholders whose names appeared on the register of members of the Company at the close of business on 9 June 2014. The dividend was paid by the Company on 26 June 2014 in cash.

其他資料

Other Information

董事會不建議派付截至二零一四年六月三十日止六個月之中期股息（截至二零一三年六月三十日止六個月：無），並建議保留期內利潤。

企業管治

董事會於二零零五年十月九日已採納本身之企業管治守則。此乃涵蓋香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四《企業管治常規守則》（「企業管治守則」）所載的全部守則條文以及大部分的建議最佳常規守則。

本公司於截至二零一四年六月三十日止六個月內一直遵從企業管治守則內的所有守則條文。就本公司之企業管治常規而言，本報告期間與二零一三年年報披露之資料並無重大變動。

董事委員會之職權範圍

為遵守上市規則及企業管治守則，本公司審核委員會、提名委員會及薪酬委員會之職權範圍已據此修訂。各委員會之職權範圍及董事名單及彼等的角色及職能已分別於本公司及聯交所網站登載。

董事責任

董事須參加持續專業發展以發展及補充根據企業管治守則所載守則條文第A.6.5條之知識及技術。本公司已就上市規則之更新及相關法律及監管規定，為董事安排持續專業發展。

企業管治職能

本公司已於二零一二年三月二十六日根據企業管治守則所載守則條文第D.3條，採納企業管治職能之職權範圍，並於二零一二年四月一日起生效。根據企業管治職能之職權範圍，董事會須負責發展及檢討及／或監督本集團企業管治之政策及常規；董事及高級管理層之培訓及持續專業發展及提供建議；遵守法定及監管規定；僱員及董事適用之操守守則及合規手冊（如有）；本集團遵守企業管治守則。

The Board does not recommend the payment of any interim dividend for the six months ended 30 June 2014 (for the six months ended 30 June 2013: Nil) and proposes to retain the profit for the period.

CORPORATE GOVERNANCE

On 9 October 2005, the Board adopted its own Code of Corporate Governance, which covers all of the code provisions and most of the recommended best practices of the Code On Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

The Company has complied with all the code provisions of the CG Code throughout the six months ended 30 June 2014. There have not been any material changes to the Company’s corporate governance practices during the reporting period as compared with the information disclosed in the 2013 annual report.

Terms of Reference of Board Committees

In order to comply with the Listing Rules and the CG Code, the terms of reference of the audit committee, the nomination committee and the remuneration committee of the Company have been revised accordingly. Such terms of reference for each committee and the list of Directors and their roles and functions have been published on the websites of the Company and the Stock Exchange, respectively.

Responsibilities of Directors

All Directors should participate in continuous professional development to develop and refresh their knowledge and skills pursuant to the code provision A.6.5 set out in the CG Code. The Company has arranged for continuous professional development on the updates of the Listing Rules and the related legal and regulatory requirements for the Directors.

Corporate Governance Functions

The Company has adopted the terms of reference for corporate governance functions on 26 March 2012 in compliance with the code provision D.3 set out in the CG Code, effective from 1 April 2012. Pursuant to the terms of reference of the corporate governance functions, the Board shall be responsible for developing and reviewing and/or monitoring the policies and practices on corporate governance of the Group; training and continuous professional development of the Directors and senior management and making recommendations; compliance with legal and regulatory requirements; the code of conduct and compliance manual (if any) applicable to employees and the Directors; and the Group’s compliance with the CG Code.

與股東之通訊

根據企業管治守則所載之守則條文第E.1.2條，本公司邀請本公司外部核數師之代表出席本公司於二零一四年五月二十八日舉行之股東週年大會，回答股東關於進行核數、編製核數師報告及報告內容、會計政策及核數師獨立性之問題。

本公司已採納股東通訊政策及程序，供股東提名董事候選人，由二零一二年三月二十六日起生效。有關政策及程序已登載於本公司網站。

董事的證券交易

本公司已採納上市規則的附錄10所載的《上市發行人董事進行證券交易的標準守則》作為本公司有關董事證券交易行為守則（「證券交易守則」）。各董事於獲委任時均獲發一份證券交易守則，其後每年發出兩次提示，分別在通過本公司中期業績的董事會會議前三十天及本公司全年業績的董事會會議前六十天，提醒董事不得在公佈業績前（董事禁止買賣股份期間）買賣本公司證券以及所有交易必須按證券交易守則進行。經就此事作特別徵詢，所有董事均已確認彼等於截至二零一四年六月三十日止期間內嚴格遵守證券交易守則有關的規定。

高級管理層因其在本公司所擔任的職務可能擁有未公佈股價敏感資料，因此，高級管理層成員被要求遵守證券交易守則的規定。

董事資料之變動

截至二零一四年六月三十日止期間內，須根據上市規則第13.51(2)條之第(a)至(e)段及第(g)段將予披露及已披露之資料概無變動。

Communications with shareholders

Pursuant to the code provision E.1.2 set out in the CG Code, the Company invited representatives of the external auditors of the Company to attend the annual general meeting of the Company held on 28 May 2014 to answer shareholders' questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditors' independence.

The Company has adopted a shareholders' communication policy and procedures for shareholders to propose a person for election as a Director with effect from 26 March 2012. Such policy and procedures are available on the website of the Company.

SECURITIES TRANSACTIONS OF DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions (the "Securities Trading Code"). A copy of the Securities Trading Code is provided to all Directors on their appointment. Reminders will be issued twice a year, being 30 days prior to the Board meeting approving the Company's interim results and 60 days prior to the Board meeting approving the Company's annual results, reminding the Directors that they are not allowed to deal in the Company's securities prior to the announcement of results (the period during which the Directors are prohibited from dealing in shares) and that all transactions must comply with the Securities Trading Code. Upon specific enquiries on this matter, all Directors have confirmed their strictly compliance with the relevant provisions of the Securities Trading Code throughout the period ended 30 June 2014.

Senior management may be in possession of unpublished price-sensitive information due to their duties within the Company, and hence, members of the senior management are required to comply with the Securities Trading Code.

CHANGES TO INFORMATION OF DIRECTORS

During the period ended 30 June 2014, there were no changes to the information which are required to be disclosed and has been disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51 (2) of the Listing Rules.

其他資料

Other Information

購買、出售或贖回本公司之上市證券

本公司於二零一四年六月十八日發行了本金總額為3,900,000,000港元（若按發行日每一港元兌人民幣元之匯率0.7942計算，折合人民幣約3,097,380,000元）之可換股債券，票面利率為0.5%，每半年支付一次利息。除非先前已贖回、兌換、購買、註銷或債券條款及條件另有規定，債券之到期日為二零一九年六月十八日，本公司將於到期日按其本金額之103.86%贖回。該債券之初始換股價為每股38.56港元（可予調整）。於發行日，該債券之負債部份之初步確認金額為人民幣2,846,450,000元，乃根據相同類別但不可換股之債券之市場利率3.55%計算。權益部份金額為人民幣197,140,000元已計入股東權益之儲備內。有關詳情可分別參閱本公司於二零一四年五月二十二日、二零一四年六月十八日及二零一四年六月十九日之公告。

於二零一四年六月三十日，概無可換股債券已根據相關條款兌換為本公司股份。

除本報告所述之發行可換股債券外，本公司或其任何附屬公司於截至二零一四年六月三十日止六個月內概無購買、贖回或出售本公司任何上市證券。

購股權計劃

本公司於二零一四年六月三十日概無採納購股權計劃。

董事會

董事會負責本公司的管治工作，須就股東所委託的資產負責。董事會的主要職責包括制定本集團的業務策略方針、設定管理層目標、監管其表現及評估管理策略的有效性。

於本報告日期，執行董事為馬建榮先生、黃關林先生、馬仁和先生、鄭妙輝女士、王存波先生及陳芝芬女士，獨立非執行董事則為蔣賢品先生、裘煒國先生、陳旭先生及陳根祥先生。

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

The Company issued convertible bonds in an aggregate principal amount of HK\$3,900,000,000 (equivalent to approximately RMB3,097,380,000 if calculated at an exchange rate of HK\$1=RMB0.7942 on the Issue Date) on 18 June 2014, bearing a coupon rate of 0.5% and payable semi-annually. The maturity date of convertible bonds is on 18 June 2019, unless previously redeemed, converted, purchased, cancelled or otherwise provided in the terms and conditions of the bonds. The Company will redeem the convertible bonds at 103.86% of their principal amounts on the Maturity Date. The initial conversion price of the bonds is HK\$38.56 per share (subject to adjustment). On the Issue Date, the initial recognition amount of RMB2,846,450,000 for the liability component of the bonds was calculated using a market interest rate of 3.55% for a non-convertible bond of the same class. Equity component amount of RMB197,140,000 was credited to the reserves of shareholders' equity. For relevant details, please refer to the announcements of the Company dated 22 May 2014, 18 June 2014 and 19 June 2014, respectively.

As of 30 June 2014, no convertible bonds have been converted into shares of the Company pursuant to the relevant terms.

Save for the issuance of convertible bonds mentioned in this report, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the six months ended 30 June 2014.

SHARE OPTION SCHEME

No share option scheme was operated by the Company as at 30 June 2014.

THE BOARD

The Board is responsible for governing the Company and managing assets entrusted by the shareholders. The principal responsibilities of the Board include the formulation of the Group's business strategies and management objectives, supervision of the management and evaluation of the effectiveness of management strategies.

As at the date of this report, the executive Directors are Mr. Ma Jianrong, Mr. Huang Guanlin, Mr. Ma Renhe, Ms. Zheng Miaohui, Mr. Wang Cunbo and Ms. Chen Zhifen; and the independent non-executive Directors are Mr. Jiang Xianpin, Mr. Qiu Weiguo, Mr. Chen Xu and Mr. Chen Genxiang.

審核委員會

於二零零五年十月九日，本公司遵照上市規則第3.21至3.23條成立審核委員會。截至本報告刊發時，審核委員會共有四名獨立非執行董事，分別為蔣賢品先生、陳旭先生、陳根祥先生及裘煒國先生，蔣賢品先生是審核委員會的主席。其在會計、審計及財務方面的專業知識有助其領導審核委員會的運作。

審核委員會的主要責任是就本集團的財務與會計慣例及內部監控作出關鍵而客觀的檢討，包括考慮法定審核的性質及範圍、審閱本集團的中期及全年賬目以及檢討本集團會計及財務監控是否完整有效。

審核委員會的職權範圍與香港會計師公會頒佈的《審核委員會有效運作指引》所載的推薦建議及企業管治守則條文一致。

審核委員會已聯同管理層檢討本集團所採納之會計原則及慣例，並討論核數、內部監控及財務報表等事宜（包括審閱截至二零一四年六月三十日止六個月之未經審核財務報表）。

薪酬委員會

於二零零五年十月九日，本公司遵照企業管治守則成立薪酬委員會。截至本報告刊發時，薪酬委員會共有一名執行董事及三名獨立非執行董事，分別為馬仁和先生、陳根祥先生、陳旭先生及蔣賢品先生，獨立非執行董事陳根祥先生是薪酬委員會的主席。

AUDIT COMMITTEE

The Company established the Audit Committee in compliance with Rules 3.21 to 3.23 of the Listing Rules on 9 October 2005. As of the issuance of this report, the Audit Committee comprises four Independent Non-executive Directors, namely Mr. Jiang Xianpin, Mr. Chen Xu, Mr. Chen Genxiang and Mr. Qiu Weiguo. Mr. Jiang Xianpin was the Chairman of the Audit Committee. His expertise in accounting, auditing and finance enables him to provide leadership of the Committee.

The principal responsibilities of the Audit Committee are to conduct critical and objective reviews of the Group's financial and accounting practices and internal controls. These include determining the nature and scope of statutory audit, reviewing the Group's interim and annual accounts and assessing the completeness and effectiveness of the Group's accounting and financial controls.

The terms of reference of the Audit Committee are consistent with the recommendations as set out in "A Guide for Effective Audit Committee" published by the HKICPA and the provisions of the CG Code.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed matters relating to auditing, internal control and financial statements, including a review of the unaudited financial statements for the six months ended 30 June 2014.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee in compliance with the CG Code on 9 October 2005. As of the issuance of this report, the Remuneration Committee comprises one executive Director and three independent non-executive Directors, namely Mr. Ma Renhe, Mr. Chen Genxiang, Mr. Cheu Xu and Mr. Jiang Xianpin. Mr. Chen Genxiang, an independent non-executive Director, was the chairman of the Remuneration Committee.

其他資料

Other Information

薪酬委員會的主要責任是就董事及高級管理層的整體薪酬政策及架構，及就批准此等薪酬政策設立正規而具透明度的過程向董事會提供推薦建議。薪酬委員會就個別執行董事及高級管理層之薪酬組合向董事會作出推薦建議。董事概無參與有關其本身薪酬的討論。

本公司對薪酬政策的目標是根據業務所需及行業慣例，確保薪酬待遇公平及具競爭力。薪酬委員會因應市場水平、董事工作量、職責及工作難度等因素，釐定向董事會成員支付的薪酬及袍金水平。

提名委員會

本公司已於二零零五年十月九日成立提名委員會。截至本報告刊發時，提名委員會包括執行董事馬建榮先生及兩名獨立非執行董事蔣賢品先生及裘煒國先生，馬建榮先生是提名委員會的主席。

提名委員會的主要責任是物色具備合適資格可擔任董事的人士，挑選提名有關人士出任董事及就此向董事會提供推薦建議，並定期檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何擬作出的變動向董事會提供推薦建議。

公眾持股量之充足性

基於本公司公開可得之資料及據董事所知，於本報告日期，公眾持有本公司之已發行股本總數最少25%。

承董事會命
申洲國際集團控股有限公司
主席
馬建榮

香港，二零一四年八月二十七日

The principal responsibilities of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and structure for the Directors and senior management and on the establishment of a formal and transparent process for approving such remuneration policy. The Remuneration Committee makes recommendations to the Board on the remuneration packages of individual executive Directors and senior management. No Director will take part in any discussion on his or her own remuneration.

The Company's objective for its remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration and fees paid to members of the Board, market rates and factors such as each Director's workload, responsibility, and job complexity are taken into account.

NOMINATION COMMITTEE

The Company established the Nomination Committee on 9 October 2005. As of the issuance of this report, the Nomination Committee comprises Mr. Ma Jianrong, an executive Director Mr. Jiang Xianpin and Mr. Qiu Weiguo, both independent non-executive Directors. Mr. Ma Jianrong was the Chairman of the Nomination Committee.

The principal responsibilities of the Nomination Committee are to identify candidates with suitable qualifications as Directors, select and nominate such candidates for directorship and provide recommendations to the Board accordingly; regularly review the structure, size and composition (including skills, knowledge and experience) of the Board and make recommendations to the Board for any proposed changes.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

By Order of the Board
Shenzhou International Group Holdings Limited
Ma Jianrong
Chairman

Hong Kong, 27 August 2014

**SHENZHOU INTERNATIONAL
GROUP HOLDINGS LIMITED**
申洲國際集團控股有限公司

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