



**Since 1956**

**Pegasus International Holdings Limited**

**創信國際控股有限公司**

*(Incorporated in Bermuda with limited liability)*

*(於百慕達註冊成立之有限公司)*

*(Stock Code 股份代號 : 676)*

**INTERIM REPORT 2015 中期報告**

The Board of Directors (the “Directors”) of Pegasus International Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) For the six months ended 30 June 2015 with comparative figures for the corresponding period in 2014.

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2015

	NOTES	Six months ended 30 June	
		2015 (unaudited) US\$'000	2014 (unaudited) US\$'000
Revenue		47,259	49,272
Cost of sales		(40,714)	(42,121)
Gross profit		6,545	7,151
Other income		538	528
Selling and distribution costs		(1,799)	(2,089)
Administrative expenses		(3,950)	(4,301)
Share of loss of an associate		(5)	(10)
Profit before taxation		1,329	1,279
Taxation	5	(163)	(158)
Profit for the period		1,166	1,121
Other comprehensive income (expense):			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		285	(714)
Total comprehensive income for the period attributable to owners of the Company		1,451	407
Earnings per share	7		
Basic		0.160 US cents	0.153 US cents

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2015

		At 30 June 2015 (unaudited) US\$'000	At 31 December 2014 (audited) US\$'000
	NOTES		
Non-current assets			
Property, plant and equipment	8	54,737	55,993
Prepaid lease payments		5,460	5,542
Interests in an associate		568	573
		<b>60,765</b>	62,108
Current assets			
Inventories		15,892	27,705
Trade and other receivables	9	5,651	9,704
Prepaid lease payments		184	184
Held for trading investments		636	3,855
Bank balances and cash		45,273	27,517
		<b>67,636</b>	68,965
Current liabilities			
Trade and other payables	10	6,332	7,628
Tax payable		575	574
		<b>6,907</b>	8,202
Net current assets		<b>60,729</b>	60,763
		<b>121,494</b>	122,871
Capital and reserves			
Share capital	11	9,428	9,428
Share premium and reserves		108,887	110,264
Total equity		<b>118,315</b>	119,692
Non-current liability			
Deferred tax liabilities		3,179	3,179
		<b>121,494</b>	122,871

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2015

	Share capital	Share premium	Properties revaluation reserve	Merger reserve	Translation reserve	Retained profits	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 1 January 2014	9,428	21,644	6,328	(4,512)	24,571	65,826	123,285
Profit for the period	-	-	-	-	-	1,121	1,121
Exchange differences on translating foreign operations	-	-	-	-	(714)	-	(714)
Total comprehensive (expense) income for the period	-	-	-	-	(714)	1,121	407
Final dividends paid for 2013	-	-	-	-	-	(1,885)	(1,885)
As 30 June 2014	9,428	21,644	6,328	(4,512)	23,857	65,062	121,807
At 1 January 2015	9,428	21,637	6,459	(4,512)	23,218	63,462	119,692
Profit for the period	-	-	-	-	-	1,166	1,166
Exchange differences on translating foreign operations	-	-	-	-	285	-	285
Total comprehensive income for the period	-	-	-	-	285	1,166	1,451
Final dividends paid for 2014	-	-	-	-	-	(2,828)	(2,828)
As 30 June 2015	9,428	21,637	6,459	(4,512)	23,503	61,800	118,315

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS***For the six months ended 30 June 2015*

	<b>Six months ended</b>	
	<b>30 June</b>	
	<b>2015</b>	2014
	<b>(unaudited)</b>	(unaudited)
	<b>US\$'000</b>	US\$'000
<b>OPERATING ACTIVITIES</b>		
Cash generated from operations	<b>20,861</b>	18,133
Taxation in other jurisdictions paid	<b>(162)</b>	(196)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>20,699</b>	17,937
<b>INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment	<b>(294)</b>	(739)
Interest received	<b>179</b>	218
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(115)</b>	(521)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		
Dividends paid	<b>(2,828)</b>	(1,885)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>17,756</b>	15,531
<b>CASH AND CASH EQUIVALENTS AT 1 JANUARY</b>	<b>27,517</b>	26,306
<b>CASH AND CASH EQUIVALENTS AT 30 JUNE REPRESENTED BY BANK BALANCES AND CASH</b>	<b>45,273</b>	41,837

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (HKAS 34) Interim Financial Reporting issued by Hong Kong Institute of Certified Public Accountant as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the "Listing Rules").

### 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at revalued amounts or fair values, as appropriate.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six month ended 30 June 2015 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2014.

In the current interim period, the Group has applied, for the first time, a new interpretation and certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are mandatorily effective for the current interim period.

The application of the above new Interpretation and amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in the condensed consolidated financial statements and disclosures set out in these condensed consolidated financial statements.

### 3. SEGMENT INFORMATION

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

*Six months ended 30 June 2015*

	North America US\$'000	Asia US\$'000	Europe US\$'000	Others US\$'000	Consolidated US\$'000
<b>REVENUE</b>					
External sales of goods	32,583	8,711	4,639	1,326	47,259
<b>RESULTS</b>					
Segment results	5,352	615	345	102	6,414
Unallocated income					359
Interest income					179
Unallocated expenses					(5,618)
Share of loss of an associate					(5)
Profit before taxation					1,329
Taxation					(163)
Profit for the period					1,166

**3. SEGMENT INFORMATION** *(Continued)**Six months ended 30 June 2014*

	North America US\$'000	Asia US\$'000	Europe US\$'000	Others US\$'000	Consolidated US\$'000
<b>REVENUE</b>					
External sales of goods	30,948	10,472	5,132	2,720	49,272
<b>RESULTS</b>					
Segment results	4,813	934	639	342	6,728
Unallocated income					310
Interest income					218
Unallocated expenses					(5,967)
Share of loss of an associate					(10)
Profit before taxation					1,279
Taxation					(158)
Profit for the period					1,121



#### 4. PROFIT BEFORE TAXATION

	Six months ended 30 June	
	2015	2014
	US\$'000	US\$'000
Profit before taxation has been arrived at after charging:		
Directors' emoluments	213	193
Other staff costs	14,521	12,992
Retirement benefits scheme contributions (excluding contributions in respect of directors)	1,063	1,025
Total staff costs	15,797	14,210
Auditors' remuneration	72	72
Depreciation of property, plant and equipment	1,550	1,538
and after crediting to other income:		
Interest income	179	218

#### 5. TAXATION

	Six months ended 30 June	
	2015	2014
	US\$'000	US\$'000
Current taxation:		
People's Republic of China ("PRC")	163	158
Taiwan	-	-
Taxation attributable to the Group	163	158

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the current and prior periods. No Hong Kong Profit Tax is made in the consolidated financial statement as these is no assessable profit for both periods.

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

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

## 6. DIVIDENDS

On 5 June 2015, a dividend of 3.0 HK cents per share was paid to shareholders as the final dividend for 2014 (2014: 2.0 HK cent per share in respect of the year ended 31 December 2013).

The directors have determined that an interim dividend of 4.0 HK cent per share (2014: 2.0 HK cent) should be paid to the shareholders of the Company whose name appear on the Register of Member on 2 September 2015.

## 7. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit attributable to owners of the Company of US\$1,166,000 (six months ended 30 June 2014: US\$1,121,000) and on the weighted average number of ordinary shares of 730,650,000 (2014: 730,700,000) in issue during the year.

There are no potential ordinary shares outstanding for each of the two periods ended 30 June 2015.

## 8. MOVEMENT IN PROPERTY, PLANT AND EQUIPMENT

The Group spent approximately US\$294,000 (six months ended 30 June 2014: US\$739,000) on additions to property, plant and equipment.

## 9. TRADE AND OTHER RECEIVABLES

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

	<b>30 June 2015 US\$'000</b>	31 December 2014 US\$'000
0-30 days	<b>2,693</b>	7,940
31-60 days	<b>1,369</b>	372
Over 60 days	<b>415</b>	19
Total trade receivables	<b>4,477</b>	8,331
Other receivables	<b>1,174</b>	1,373
Total trade and other receivables	<b>5,651</b>	9,704

**10. TRADE AND OTHER PAYABLES**

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

	<b>30 June 2015 US\$'000</b>	31 December 2014 US\$'000
0-30 days	<b>1,220</b>	3,660
31-60 days	<b>130</b>	123
Over 60 days	<b>1,089</b>	126
Total trade payables	<b>2,439</b>	3,909
Other payables	<b>3,893</b>	3,719
Total trade and other payables	<b>6,332</b>	7,628

**11. SHARE CAPITAL**

	<b>Number of shares</b>	<b>Amount US\$'000</b>
<i>Authorised</i>		
<i>Ordinary shares of HK\$0.10 each</i>		
At 1 January 2014, 31 December 2014 and 30 June 2015	1,500,000,000	19,355
<i>Convertible non-voting preference shares of US\$100,000 each</i>		
At 1 January 2014, 31 December 2014 and 30 June 2015	150	15,000
		<b>34,355</b>
<i>Issued and fully paid</i>		
<i>Ordinary shares of HK\$0.10 each</i>		
At 1 January 2014	730,700,000	9,428
Share repurchased and cancelled in November 2014	(50,000)	–
At 31 December 2014 and 30 June 2015	730,650,000	9,428

**12. COMMITMENTS**

In the current interim period, the Group did not enter into agreements for acquisition of property, plant and equipment.

## INTERIM DIVIDEND

The Directors are pleased to declare an interim dividend of 4.0 HK cent per ordinary share for the six months ended 30 June 2015 to shareholders whose names appear on the register of members on 2 September 2015. The dividend warrants will be sent to shareholders on or before 9 September 2015.

## CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 1 September 2015 to Wednesday, 2 September 2015, both days inclusive, during which no transfer of shares will be registered.

In order to qualify for the interim dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrars, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 31 August 2015.

## FINANCIAL REVIEW

During the six months ended 30 June 2015, the Group continued to concentrate on the manufacture and sales of footwear products. For the six months ended 30 June 2015, the Group achieved a turnover of US\$47,259,000 (2014: US\$49,272,000) compared with the six months ended 30 June 2014, the turnover decreased by 4%.

Profit before taxation of the Group for the six months ended 30 June 2015 was US\$1,329,000 (2014: US\$1,279,000), an increase of US\$50,000 as compared to the corresponding period in 2014. After accounting for income taxes of US\$163,000 (2014: US\$158,000), resulted a profit after taxation of US\$1,166,000 (2014: US\$1,121,000).

Basic earnings per share for the six months ended 30 June 2015 was 0.160 US cents (2014: 0.153 US cents). The gross profit margin is 13.8% during the current period.

## BUSINESS REVIEW AND FUTURE PROSPECTS

### BUSINESS REVIEW

In the first half of 2015, first-half growth was markedly slower than the last year. The pace of China's economic growth remained slow, with the consumer's consumption habits tending to be conservative, export manufacturers were stable as a whole. The Group is confident that the well-established foundation and high quality products are the key to survive in this tough environment, we continue to work closely with our business partners, and consolidate our experience and strength. The Group also implemented a comprehensive cost control policy to monitor the spending, to improve in all aspects and strive for excellence, aiming at a better margin to the stakeholders.

#### Domestic Market

The growth in domestic market has slowed down and started to saturated in recent years, and the intensified competition is a big challenge to all market participants. The Group has accumulated market experience in the domestic market, but we will maintain conservatives in our strategy and slow down our development in China.

### FUTURE PROSPECTS

The year of 2015 will see the economic tendency of slow recovery in the major consumption markets. With continuous internal improvements, coupled with strict cost control and quality assurance, we believe that our performance should have an optimistic growth in the future.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2015, the Group's total net assets was US\$118,315,000, comprising mainly current assets of US\$67,636,000, non-current assets of US\$60,765,000, current liabilities of US\$6,907,000 and non-current liability of US\$3,179,000. The current ratio was approximately 9.79 times and net bank balances and cash of US\$45,273,000 was recorded as at 30 June 2015. The Group services its debts primarily through cashflow generated from its operation. The Directors believe that the Group has maintained sufficient working capital for its operation and future expansion.

## DIRECTORS' INTERESTS IN SHARES

As at 30 June 2015, the interests of the directors and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinances (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by the Directors of Listed Issuers, were as follows:

### Long positions

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

<b>Name of director</b>	<b>Capacity</b>	<b>Number of issued ordinary shares held</b>	<b>Percentage of the issued share capital of the Company</b>
Wu Jenn Chang, Michael	Beneficial owner	8,000,000	1.09%
Wu Jenn Tzong, Jackson	Beneficial owner	1,000,000	0.14%
		9,000,000	1.23%

**DIRECTORS' INTERESTS IN SHARES** *(Continued)***Long positions** *(Continued)**(b) Ordinary shares of the associated corporations of the Company*

Pegasus Footgear Management Limited (note 1)

<b>Name of director</b>	<b>Capacity</b>	<b>Number of issued ordinary shares held</b>	<b>Percentage of the issued share capital of the associated corporation</b>
Wu Chen San, Thomas	Beneficial owner (note 2)	3,235	16%
Wu Jenn Chang, Michael	Corporate (note 3)	6,470	32%
Wu Jenn Tzong, Jackson	Corporate (note 4)	6,470	32%
		16,175	80%

Notes:

1. Pegasus Footgear Management Limited is the holding company of the Company.
2. The shares are jointly held by Mr. Wu Chen San, Thomas and Mrs. Peggy Wu, the spouse of Mr. Wu Chen San, Thomas.
3. The shares are entirely held by MW Investment Limited, a company owned by Mr. Wu Jenn Chang, Michael.
4. The shares are entirely held by JW Investment Limited, a company owned by Mr. Wu Jenn Tzong, Jackson.

Save as disclosed above, at 30 June 2015, none of the directors nor their associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any associated corporation.

**ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES**

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

## SUBSTANTIAL SHAREHOLDERS

As at 30 June 2015, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO shows that, other than the interests disclosed in “Directors’ Interests in Shares”, the following shareholder had notified the Company of relevant interest in the issued share capital of the Company.

### Long position

*Ordinary shares of HK\$0.10 each of the Company*

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

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

Save as disclosed above, the Company has not been notified of any other relevant interests or short position in the issued share capital of the Company as at 30 June 2015.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SHARES

During the six months ended 30 June 2015, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

## CORPORATE GOVERNANCE

The Company has complied throughout the six months ended 30 June 2015 with the code provisions set out in the Corporate Governance Code contained in Appendix 14 to the Listing Rules.



## COMPLIANCE WITH THE MODEL CODE SET OUT IN APPENDIX 10 OF THE LISTING RULES

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exact than the required standard set out in Appendix 10 Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules. Having made specific enquiry of all directors, all directors have complied with the required standard set out in the Model Code and its code of conduct regarding directors' securities transactions.

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters including the review of the unaudited interim financial statements.

By Order of the Board  
**Wu Chen San, Thomas**  
*Chairman*

Hong Kong, 14 August 2015

