



2016中期報告 Interim Report

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



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Chang Chih-Kai (*Chief Executive Officer*)

Mr. Chang Chih-Chiao

Mr. Chen Tommy Yi-Hsun

Non-executive Director

Mr. Chen Ying-Chieh (*Chairman*)

Independent Non-executive Directors

Mr. Huang Shun-Tsai

Mr. Kuo Jung-Cheng

Mr. Lee Ted Tak Tai

AUDIT COMMITTEE

Mr. Lee Ted Tak Tai (*Chairman*)

Mr. Huang Shun-Tsai

Mr. Kuo Jung-Cheng

REMUNERATION COMMITTEE

Mr. Kuo Jung-Cheng (*Chairman*)

Mr. Chen Ying-Chieh

Mr. Huang Shun-Tsai

Mr. Lee Ted Tak Tai

NOMINATION COMMITTEE

Mr. Huang Shun-Tsai (*Chairman*)

Mr. Chang Chih-Kai

Mr. Chen Ying-Chieh

Mr. Kuo Jung-Cheng

Mr. Lee Ted Tak Tai

COMPANY SECRETARY

Mr. Cheung Chun Hay

AUTHORISED REPRESENTATIVES

Mr. Chen Ying-Chieh

Mr. Cheung Chun Hay

公司資料

董事會

執行董事

張智凱先生 (*行政總裁*)

張智喬先生

陳怡勳先生

非執行董事

陳英杰先生 (*主席*)

獨立非執行董事

黃順財先生

郭榮振先生

李德泰先生

審核委員會

李德泰先生 (*主席*)

黃順財先生

郭榮振先生

薪酬委員會

郭榮振先生 (*主席*)

陳英杰先生

黃順財先生

李德泰先生

提名委員會

黃順財先生 (*主席*)

張智凱先生

陳英杰先生

郭榮振先生

李德泰先生

公司秘書

張晉熙先生

授權代表

陳英杰先生

張晉熙先生



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Tricor Secretaries Limited
Level 22, Hopewell Centre
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股份過戶登記處

卓佳秘書商務有限公司
香港
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合和中心22樓

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

核數師

羅兵咸永道會計師事務所
執業會計師

PRINCIPAL BANKERS

Agricultural Bank of China Limited
China Construction Bank Corporation
Hang Seng Bank Limited
Oversea-Chinese Bank (China) Company Limited
The Bank of Tokyo-Mitsubishi UFJ, Limited
Taipei Fubon Commercial Bank Co., Limited

主要往來銀行

中國農業銀行股份有限公司
中國建設銀行股份有限公司
恒生銀行有限公司
華僑銀行(中國)有限公司
三菱東京UFJ銀行
台北富邦商業銀行股份有限公司

CORPORATE WEBSITES

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

公司網址

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FINANCIAL AND OPERATIONAL HIGHLIGHTS

財務及經營摘要

FINANCIAL PERFORMANCE

財務表現

Six months ended 30 June
截至六月三十日止六個月

		2016 二零一六年	2015 二零一五年	Change 變動
Turnover (HK\$' million)	營業額 (百萬港元)	3,400.8	4,374.3	-22.3%
Gross profit (HK\$' million)	毛利 (百萬港元)	1,884.2	2,654.6	-29.0%
Operating (loss)/profit (HK\$' million)	經營(虧損)/盈利 (百萬港元)	(249.5)	11.0	N/A 不適用
(Loss)/profit attributable to owners of the Company (HK\$' million)	本公司擁有人應佔(虧損)/盈利 (百萬港元)	(163.6)	2.5	N/A 不適用
Gross profit margin (%)	毛利率 (%)	55.4	60.7	-5.3ppt 百分點
Operating profit margin (%)	經營盈利率 (%)	-7.3	0.3	-7.6ppt 百分點
Net profit margin (%)	淨盈利率 (%)	-4.8	0.1	-4.9ppt 百分點
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利 (港仙)	(9.9)	0.2	N/A 不適用

KEY FINANCIAL INDICATORS

主要財務指標

Six months ended 30 June
截至六月三十日止六個月

		2016 二零一六年	2015 二零一五年	Change 變動
Average inventory turnover (days) (Note 1)	平均存貨週轉期 (日) (附註一)	232	238	-6
Average debtors turnover (days) (Note 2)	平均應收賬款週轉期 (日) (附註二)	14	14	-
Average creditors turnover (days) (Note 3)	平均應付賬款週轉期 (日) (附註三)	124	105	+19
Cash conversion cycle (days) (Note 4)	現金循環天數 (日) (附註四)	122	147	-25
Capital expenditure (HK\$' million) (Note 5)	資本開支 (百萬港元) (附註五)	65.3	141.3	-53.8%

As at
於

		30 June 2016 二零一六年 六月三十日	31 December 2015 二零一五年 十二月三十一日	Change 變動
Cash and bank balances (HK\$' million) (Note 6)	現金及銀行結餘 (百萬港元) (附註六)	592.2	1,075.6	-44.9%
Bank loans (HK\$' million)	銀行貸款 (百萬港元)	304.6	620.8	-50.9%
Equity attributable to owners of the Company (HK\$' million)	本公司擁有人應佔權益 (百萬港元)	4,207.8	4,462.6	-5.7%
Current ratio (times) (Note 7)	資產流動比率 (倍) (附註七)	3.1	2.4	+0.7
Net gearing ratio (%) (Note 8)	淨負債比率 (%) (附註八)	Net cash 淨現金	Net cash 淨現金	N/A 不適用



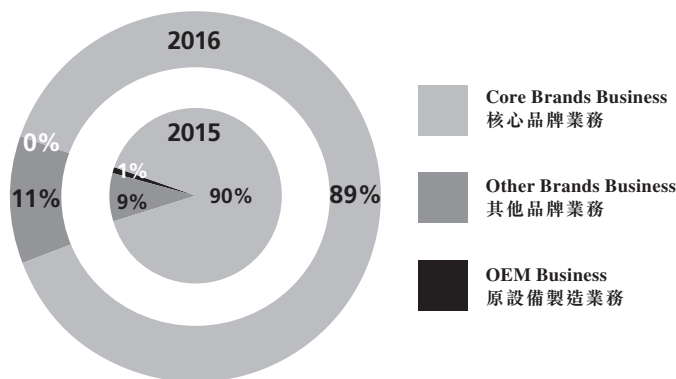
Notes:

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

附註：

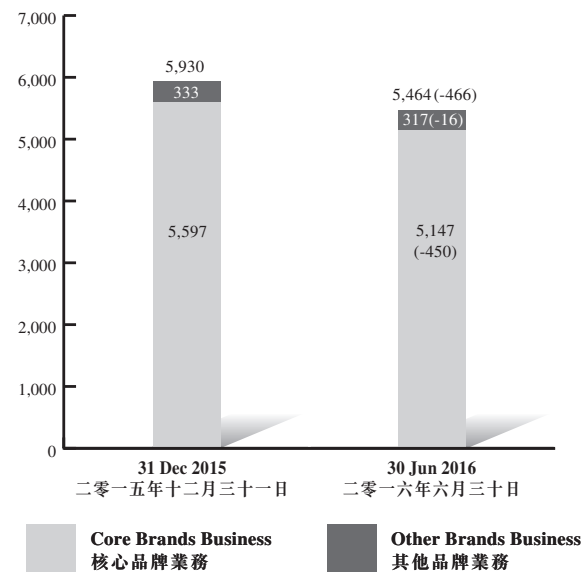
- 一、平均存貨週轉期(日)乃按期初及期末存貨之平均結餘除以銷售成本乘以有關期間日數計算。
- 二、平均應收賬款週轉期(日)乃按期初及期末貿易應收賬款平均結餘除以營業額乘以有關期間日數計算。
- 三、平均應付賬款週轉期(日)乃按期初及期末貿易應付賬款平均結餘除以採購額乘以有關期間日數計算。
- 四、現金循環天數(日)乃按有關期間內之平均存貨週轉期(日)加上平均應收賬款週轉期(日)減平均應付賬款週轉期(日)計算。
- 五、資本開支包括購置土地使用權及物業、廠房及設備。
- 六、現金及銀行結餘包括現金及現金等價物、已抵押銀行存款及存款期超過三個月之銀行存款。
- 七、資產流動比率(倍)乃根據於有關期間結束日之流動資產總額除以流動負債總額計算。
- 八、淨負債比率(%)乃根據於有關期間結束日之負債淨額(即銀行貸款減現金及銀行結餘)除以本公司擁有人應佔權益計算。

Turnover Analysis
營業額分析



For the six months ended 30 June
截至六月三十日止六個月

Number of Points-of-Sale
銷售點數目



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Group Performance

For the six months ended 30 June 2016, the Group's turnover decreased by 22.3% to HK\$3,400.8 million (2015: HK\$4,374.3 million) mainly due to a material year-on-year decrease in the number of points-of-sale ("POS"), and decrease in same-store sales. Gross profit decreased to HK\$1,884.2 million (2015: HK\$2,654.6 million) with a year-on-year decline of 29.0%, mainly because of the increase in the sales proportion of aged products. Operating expenses decreased by 18.3%, broadly in line with the decrease in the Group's turnover. However an operating loss of HK\$249.5 million was recorded, against the operating profit of HK\$11.0 million in the same period last year. Loss attributable to owners of the Company was HK\$163.6 million (2015: profit of HK\$2.5 million). Loss per share was HK9.9 cents compared to the basic earnings per share of HK0.2 cent for the corresponding period in 2015.

The board of directors did not recommend the payment of an interim dividend in respect of the financial year ending 31 December 2016 (2015: Nil).

During the first half of 2016, the Group's inventory turnover days were 232 days, improved by 6 days compared to the same period last year, which was attributable to the aggressive efforts the Group made in clearing its aged products. Therefore, the inventory level was reduced to HK\$1,769.0 million as at 30 June 2016, with a drop of 15.4% when compared with that of HK\$2,091.6 million as at 31 December 2015.

Market Overview

The global market environment has been tough in 2016, and China is undergoing its transition of shifting the major economic driver to domestic consumption from fixed asset investment. Despite various measures introduced by the government to boost the economy, China's gross domestic product (GDP) growth continued to slowdown to 6.7% in the first half of 2016, the lowest in the past 25 years, from 7% in the same period last year. The growth rate of China's total retail sales of consumer goods also decelerated to 10.3% in the first half of 2016, following the growth of 10.7% in the year of 2015 when the momentum of the slowdown continued for the fifth consecutive year. According to the National Commercial Information Centre of China, merchandise sales of the top 100 retailers in China had a year-on-year decrease of 3.8% in the first half of 2016. Difficult market conditions will probably persist for a while.

Chinese customer behaviours are fast-changing than ever because of their increased exposures with more overseas travels, continued urbanisation, rising market penetration of smart phones and technological advancements. The prevailing sports fashion trend in recent year also caused some dilution impact on the consumption of women's footwear.

Competition in the mass segment of women's footwear become intense since the second quarter of 2016, as the frequent rainstorms and flooding in China during the period further dampened the already soft consumer sentiment and slow store traffic. Also the inflationary pressure of operating costs exerted additional challenge to retailers in general.

管理層討論及分析

業務回顧

集團表現

截至二零一六年六月三十日止六個月，本集團營業額減少22.3%至3,400.8百萬港元(二零一五年：4,374.3百萬港元)，主要由於銷售點(「銷售點」)數目按年大幅減少及同店銷售減少。毛利額按年減少29.0%至1,884.2百萬港元(二零一五年：2,654.6百萬港元)，主要受過季產品的銷售佔比增加影響。經營費用減少18.3%，與本集團營業額的跌幅基本一致。然而，本集團錄得249.5百萬港元的經營虧損，對比去年同期11.0百萬港元的經營盈利。本公司擁有人應佔虧損為163.6百萬港元(二零一五年：2.5百萬港元盈利)。每股虧損為9.9港仙，而二零一五年同期基本盈利為每股0.2港仙。

董事會不建議就截至二零一六年十二月三十一日止財政年度派發中期股息(二零一五年：無)。

二零一六年上半年，本集團存貨週轉天數為232天，由於本集團積極清理過季產品，存貨週轉天數較去年同期改善6天。於二零一六年六月三十日，存貨水平因而降至1,769.0百萬港元，較於二零一五年十二月三十一日的2,091.6百萬港元減少15.4%。

市場概況

二零一六年全球市場環境艱難，而中國正經歷從以往由固定資產投資推動改為由國內消費為主要經濟驅動的轉型之中。儘管政府已推出多項措施促進經濟，二零一六年上半年中國國內生產總值(GDP)增長由去年同期的7%進一步放緩至6.7%，為二十五年來最低。二零一六年上半年，中國社會消費品零售總額增長亦降至10.3%，繼二零一五年全年10.7%的增長，已是連續第五年下降。根據中華全國商業信息中心的監測數據，二零一六年上半年，全國百家重點大型零售企業商品零售額按年下跌3.8%。艱難市況將可能在短期內繼續維持。

由於中國消費者現在更多出外旅遊而使其見聞及閱歷增加、加上城鎮化進程、智能手機以及其他創新科技的滲透率不斷提升等，均導致其消費行為較以往更快速地轉變。近年來風靡的運動時尚潮流亦對傳統女鞋消費造成了一些攤薄影響。

期內，中國的頻繁暴雨及洪澇進一步影響本已疲弱的消費意慾及店舖客流，這使女鞋市場大眾板塊自二零一六年第二季度起，競爭愈發激烈。此外，經營費用的通脹壓力也為一眾的零售商帶來了額外的挑戰。



Core Brands Business

The Group's Core Brands business mainly refers to the retail business of women's footwear under its own brands, "Daphne" and "Shoebox", in Mainland China.

In the first quarter of 2016, the Group saw quarter-to-quarter improvement in the same-store sales growth for Core Brands business. However, due to the global warming effect, there were frequent rainstorms and flooding in a number of provinces of China in the second quarter. The store traffic, which was already low because of the weakening economy, was hit further by the bad weather. Therefore, same-store sales of the Core Brands declined further in the second quarter, compared to that in the first quarter of the year, and resulted a negative same-store sales growth of a percentage in the low teens for the period under review.

Moreover, the Group continued the rationalisation of its store network and had a net closure of 450 POS under the Core Brands for the period under review. As a result, there was a total of 5,147 POS (comprising 4,656 directly-managed stores and 491 franchised stores) as at 30 June 2016, or down by 17.3% compared to the total number of 6,221 POS under the Core Brands as at 30 June 2015.

Number of POS of Core Brands Business:

		At 30 June 2016 於二零一六年六月三十日		At 31 December 2015 於二零一五年十二月三十一日		Change 變動	
Directly-managed stores	直營店	4,656	90%	5,056	90%	-400	-7.9%
Franchised stores	加盟店	491	10%	541	10%	-50	-9.2%
Total	合計	5,147	100%	5,597	100%	-450	-8.0%

Number of POS of Core Brands Business by City Tier:

		At 30 June 2016 於二零一六年六月三十日		At 31 December 2015 於二零一五年十二月三十一日		Change 變動	
Tier 1	一線城市	588	11%	637	11%	-49	-7.7%
Tier 2	二線城市	1,260	25%	1,376	25%	-116	-8.4%
Tier 3	三線城市	949	18%	1,030	18%	-81	-7.9%
Tier 4-6	四至六線城市	2,350	46%	2,554	46%	-204	-8.0%
Total	合計	5,147	100%	5,597	100%	-450	-8.0%

Under these circumstances, the year-on-year decrease in the number of stores, together with a negative same-store sales performance, were reflected by the year-on-year decrease of 22.8% in the Core Brands turnover which amounted to HK\$3,113.6 million (2015: HK\$4,034.9 million) for the period under review. The decline in sales of Core Brands was more driven by the decrease in sales volume, as the average selling price decreased by only 4.2% during the period. The segment revenue from external customers accounted for approximately 89% (2015: 90%) of the Group's total revenue during the period under review.

核心品牌業務

本集團之核心品牌業務，主要指本集團於中國大陸銷售自有品牌「達芙妮」和「鞋櫃」的女鞋零售業務。

二零一六年第一季度，本集團核心品牌業務按季度同店銷售增長有所改善。然而，受全球氣候暖化的影響，中國多個省市於第二季度出現頻繁的暴雨及洪澇。不利天氣進一步打擊了原本在疲弱經濟下本已放緩的店舖客流量。因此，於第二季度，核心品牌同店銷售較今年第一季度進一步下滑，並導致於回顧期內，同店銷售增長錄得低雙位數的負增長。

此外，本集團繼續整合店舖網絡，於回顧期內淨關閉450個核心品牌銷售點。於二零一六年六月三十日，本集團擁有核心品牌銷售點5,147個（包括4,656家直營店及491家加盟店）。對比二零一五年六月三十日的6,221個銷售點，核心品牌銷售點數目按年減少17.3%。

核心品牌業務銷售點數目：

按城市級別的核心品牌業務銷售點數目：

在此背景下，由於店舖數目按年減少及同店銷售負增長，回顧期內核心品牌營業額按年減少22.8%至3,113.6百萬港元（二零一五年：4,034.9百萬港元）。鑒於期內平均銷售價格僅下滑4.2%，核心品牌銷售下跌主要受銷售數量減少所帶動。回顧期內，分部對外客戶收益佔本集團總營業額約89%（二零一五年：90%）。



The Group made aggressive efforts in clearing aged inventory during the second quarter. Consequently, gross profit margin decreased by 5.9 percentage points because of the heavier weighting of aged products in the sales mix and their lower average selling price as compared with those in the same period last year. Given the high fixed cost structure of the Group's retail operation, the decrease in sales, together with a decrease in gross profit margin, exerted significant downward pressure on operating margin. Therefore, a negative operating margin of 7.6% (2015: positive operating margin of 1.0%) resulted.

Other Brands Business

The revenue of the Other Brands business of the Group was mainly contributed by the operations of mid- to high-end brands (including the Group's own brands, and brands with exclusive distribution rights comprising "AEE", "STEP HIGHER", "AEROSOLE" and "ALDO" in Mainland China, Hong Kong and Taiwan), although the e-commerce business unit with its strong growth kept increasing its contribution to the Group's turnover. The Other Brands business segment accounted for approximately 11% (2015: 9%) of the Group's total revenue during the period under review.

Turnover of the Other Brands business was about flat at HK\$388.8 million (2015: HK\$389.0 million), as the turnover growth of e-commerce offset the decrease in the revenue from the mid- to high-end brand portfolio and others. Overall gross profit margin of the Other Brands business dropped by 7.1 percentage points to 56.9% mainly due to the market's intensifying effort in sales promotions, and increased weighting of e-commerce business and aged products in the sales mix. As a result, the Other Brands business recorded an operating profit of HK\$1.7 million (2015: HK\$5.0 million) for the period under review.

Due to the adverse impact of the unfavourable weather during the second quarter in China and the net closure of 16 POS, turnover of mid- to high-end brands portfolio decreased moderately for the period under review.

Leveraging the strong brand equity of Daphne, the Group's e-commerce business unit remained on track for strong sales growth, and continued to be a profitable business unit. This thriving e-commerce business unit continued to increase its contribution to the Group's total revenue during the period under review. New online stores were opened for the Group's various product categories and brands on both the major and emerging online shopping platforms, thus enabling the Group to reach more and different types of customers online. Also, the strategic partnership with key online shopping platforms, including Tmall, gave more support to the Group's endeavor to drive sales and offered prominent exposures of the Group's brands in the latter's promotional events. This helped boost the number of online transactions, thus resulting in strong growth in the Group's online sales during the period under review. The warehouse-sharing programme, as one of the major online-to-offline ("O2O") initiatives, was in good progress during the period under review, and will further enhance the dispatch and delivery services of the Group's e-commerce business and overall inventory management when it is implemented more widely in the Group's store network in long run.

於第二季度內，本集團積極清理過季存貨。對比去年同期，過季產品在銷售中佔比增加，且其平均銷售價格較低，導致毛利率下降5.9百分點。由於本集團零售業務的高固定成本結構，銷售額減少及毛利率下跌，均對經營利潤造成不少的下行壓力，造成了負7.6%經營盈利率（二零一五年：正1.0%經營盈利率）。

其他品牌業務

儘管本集團的電商業務快速增長，並持續提升其對本集團總營業額的貢獻，本集團的其他品牌業務的營業額仍主要來自中高檔品牌業務（包括於中國大陸、香港和台灣的自有品牌及擁有獨家經銷權的品牌，例如「愛意」、「STEP HIGHER」、「愛柔仕」及「ALDO」等）。其他品牌業務分部於回顧期內佔本集團總營業額約11%（二零一五年：9%）。

由於電商營業額的增長抵銷了中高檔品牌組合及其他的銷售額下跌，其他品牌業務營業額整體大約持平，為388.8百萬港元（二零一五年：389.0百萬港元）。市場整體打折力度較高，以及電商業務及過季產品在銷售組合中的佔比增加，以致其他品牌業務整體毛利率下跌7.1百分點至56.9%。受此影響，回顧期內其他品牌業務錄得1.7百萬港元的經營盈利（二零一五年：5.0百萬港元）。

由於中國第二季度內不利天氣帶來的負面影響，及淨關閉16個銷售點，回顧期內中高檔品牌業務營業額因而有所下跌。

憑藉達芙妮強大的品牌實力，本集團電商業務銷售保持高增長，並繼續錄得盈利。蓬勃的電商業務繼續於回顧期內增加其對本集團總營業額的貢獻。本集團為其不同品類及品牌在各主要及新興網購平台上開設網店，有助本集團在網上接觸更多不同類型的顧客。此外，與包括天貓在內的主要網購平台建立戰略合作夥伴關係，為本集團在提升銷售方面提供了更多的支持，並在天貓的促銷活動中給予本集團旗下品牌更顯著的曝光度。這些都有助在線交易數目的增長，使本集團在回顧期內的電商營業額得以大幅增加。作為線上至線下（「O2O」）的主要舉措之一，倉庫共享計劃於回顧期內進展順利。長線而言，當該計劃能在本集團店舖網絡中更廣泛應用時，將進一步提升本集團電商業務的配送服務效率，以及為整體的存貨管理帶來效益。



FINANCIAL REVIEW

Analysis of Results by Business Segment

For the six months ended 30 June 2016, the Group recorded turnover of HK\$3,400.8 million, a decrease of 22.3% compared to the corresponding period last year. The business performance of individual segments for the period under review is summarised as follows:

(HK\$ million)	(百萬港元)	Core Brands Business 核心品牌業務		Other Brands Business 其他品牌業務		Manufacturing Business 製造業務	
		2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年	2016 二零一六年	2015 二零一五年
Revenue from external customers	對外客戶收益	3,009.9	3,956.3	388.8	389.0	2.1	28.9
Inter-segment revenue	分部間收益	103.7	78.6	-	-	108.1	455.3
Total segment revenue	分部收益總額	3,113.6	4,034.9	388.8	389.0	110.2	484.2
Segment gross profit	分部毛利	1,649.7	2,376.5	221.2	249.0	5.9	39.6
Segment gross margin	分部毛利率	53.0%	58.9%	56.9%	64.0%	5.4%	8.2%
Segment operating (loss)/profit	分部經營(虧損)/盈利	(236.4)	41.8	1.7	5.0	0.8	6.6
Segment operating margin	分部經營盈利率	-7.6%	1.0%	0.4%	1.3%	0.7%	1.4%

During the first half of 2016, total revenue of the Core Brands business decreased by 22.8% to HK\$3,113.6 million from HK\$4,034.9 million for the corresponding period in 2015. It is mainly due to the closure of stores and decline in the same-store sales. The gross profit margin of the Core Brands business also declined from 58.9% to 53.0% during the period under review as a result of the decrease in the average selling price and product mix.

During the six months ended 30 June 2016, the Group engaged in the production of a television programme named "Lady Bees" so as to revitalise, ramp up and diversify our marketing activities to promote "Daphne" brand image. This led to the increased operating expenses totaling HK\$62.1 million although the net advertising income derived from the television programme and sale of its derivative intellectual rights were HK\$25.8 million and HK\$3.1 million respectively. As a whole, this segment recorded an operating loss of HK\$236.4 million (2015: profit of HK\$41.8 million).

Revenue of Other Brands business remained much the same as last year amounting to HK\$388.8 million (2015: HK\$389.0 million) for the period under review. However, the gross profit margin also dropped from 64.0% to 56.9% during the period under review mainly due to the fierce market competitions with more discounting and promotion as well as stock clearance. With the steady growth and contribution from e-commerce business in this business segment, it recorded a marginal profit of HK\$1.7 million (2015: HK\$5.0 million) for the period under review.

Liquidity and Financial Resources

The Group maintains a stable and healthy balance sheet. As at 30 June 2016, the Group had cash and bank balances, comprising cash and cash equivalents, pledged bank deposits and bank deposit with maturity over three months, amounting to HK\$592.2 million (31 December 2015: HK\$1,075.6 million) denominated mainly in Renminbi.

財務回顧

業務分部業績分析

截至二零一六年六月三十日止六個月，本集團錄得營業額為3,400.8百萬港元，較去年同期下降22.3%。各分部於回顧期內業務表現載列如下：

二零一六年上半年，核心品牌收益總額由二零一五年同期的4,034.9百萬港元減少22.8%至3,113.6百萬港元。這主要是由關閉店舖及同店銷售下降所導致。受平均銷售價格下跌及產品組合影響，回顧期內核心品牌業務毛利率亦由58.9%降至53.0%。

於截至二零一六年六月三十日止六個月期間，本集團參與製作一個電視節目《蜜蜂少女隊》，藉以優化、加強及多元化本集團市場推廣活動，並推廣「達芙妮」品牌形象。縱然從該電視節目之淨廣告收入及出售其衍生知識產權分別獲得25.8百萬港元及3.1百萬港元，經營費用卻增加了共62.1百萬港元。整體而言，該分部錄得經營虧損236.4百萬港元(二零一五年：41.8百萬港元盈利)。

回顧期內，其他品牌業務收益與去年基本大致相若，為388.8百萬港元(二零一五年：389.0百萬港元)。然而，毛利率於回顧期內亦由64.0%降至56.9%，這主要受激烈的市場競爭、折扣促銷增多，以及清倉銷售所導致。其中電商業務平穩增長，有助該分部於回顧期內錄得1.7百萬港元的輕微盈利(二零一五年：5.0百萬港元)。

流動資金及財政資源

本集團維持穩健的財務狀況。於二零一六年六月三十日，本集團持有現金及銀行結餘(包括現金及現金等價物、已抵押銀行存款及存款期超過三個月之銀行存款)為592.2百萬港元(二零一五年十二月三十一日：1,075.6百萬港元)，主要以人民幣為結算單位。



As at 30 June 2016, the Group's short-term bank loans were HK\$304.6 million (31 December 2015: HK\$620.8 million). The bank loans were denominated mainly in United States dollar and at floating rates during the period under review.

The net decrease in cash and bank balances of HK\$483.4 million (2015: HK\$613.2 million) is analysed as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$' million 百萬港元	2015 二零一五年 HK\$' million 百萬港元
Net cash used in operating activities	經營活動所用的現金淨額	(104.3)	(213.6)
Capital expenditure	資本性開支	(65.3)	(141.3)
Net dividend paid	已付股息淨額	(0.5)	(0.5)
Net interest received	已收利息淨額	3.4	15.3
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	5.0	6.6
Net bank loans (repaid)/borrowed	銀行貸款(償還)/借入淨額	(316.2)	398.7
Decrease in entrusted loans	委託貸款減少	-	3.1
Redemption of convertible bonds	可換股債券贖回	-	(695.5)
Effect of exchange rate changes	外匯兌換率變動之影響	(5.5)	14.0
		(483.4)	(613.2)

During the first half of 2016, the Group's interest income on bank balances and deposits was HK\$6.8 million (2015: HK\$16.8 million) and interest expenses on bank loans amounted to HK\$3.4 million (2015: HK\$1.5 million). There was no interest on convertible bonds (2015: HK\$7.0 million).

As at 30 June 2016, the Group was granted with banking facilities amounting to HK\$321.3 million (31 December 2015: HK\$788.6 million). The Group's current ratio was 3.1 as at 30 June 2016 (31 December 2015: 2.4). The management considered that the Group has sufficient resources currently to support expansion and development of its business in future.

As at 30 June 2016, the Group's net gearing, calculated on the basis of net debt (being bank loans less cash and bank balances) over equity attributable to owners of the Company, was in a net cash (31 December 2015: net cash) position.

Foreign Exchange Risk Management

Management closely monitors the market situation and may consider tools to manage foreign exchange risk whenever necessary. During the six months ended 30 June 2016 and 30 June 2015, the Group entered into foreign exchange forward contracts to hedge the foreign exchange risk exposure on bank loans denominated in United States dollar.

於二零一六年六月三十日，本集團短期銀行貸款為304.6百萬港元(二零一五年十二月三十一日：620.8百萬港元)。回顧期內，銀行貸款主要以美元為結算單位及按浮動利率計息。

現金及銀行結餘淨減少483.4百萬港元(二零一五年：613.2百萬港元)的分析如下：

於二零一六年上半年，本集團銀行結餘及存款之利息收入為6.8百萬港元(二零一五年：16.8百萬港元)及銀行貸款之利息開支為3.4百萬港元(二零一五年：1.5百萬港元)及並沒有可換股債券利息支出(二零一五年：7.0百萬港元)。

於二零一六年六月三十日，本集團獲授之銀行融資額度為321.3百萬港元(二零一五年十二月三十一日：788.6百萬港元)。於二零一六年六月三十日，本集團之資產流動比率為3.1倍(二零一五年十二月三十一日：2.4倍)。管理層認為本集團現時持有足夠資源以支持其業務之未來擴充及發展所需。

於二零一六年六月三十日，本集團之淨負債比率(根據負債淨額(即銀行貸款減現金及銀行結餘)除以本公司擁有人應佔權益計算)為淨現金(二零一五年十二月三十一日：淨現金)。

匯率風險管理

管理層將密切注視市場情況，如有需要時，會考慮利用適當措施調控外匯風險。於截至二零一六年六月三十日及二零一五年六月三十日止六個月，本集團訂立遠期外匯合約對沖以美元計值之銀行貸款所產生的外匯風險。



Pledge of Assets

As at 30 June 2016, the Group's pledged bank deposits amounting to HK\$0.8 million (31 December 2015: HK\$3.2 million) were pledged for certain banking facilities.

Capital Expenditure

During the interim period, the Group incurred capital expenditure of HK\$65.3 million (2015: HK\$141.3 million) mainly for retail network expansion and renovation.

Contingent Liabilities

As at 30 June 2016 and 31 December 2015, the Group had no significant contingent liabilities.

Human Resources

As at 30 June 2016, the Group had a workforce of about 16,000 (31 December 2015: 18,000) people predominantly in Mainland China, Taiwan and Hong Kong. Employee benefits expense, including directors' emoluments, retirement benefit costs and share-based payment expense, for the period under review was HK\$445.1 million (2015: HK\$656.3 million). The Group values its human resources and recognises the importance of retaining high calibre employees. Remuneration packages are generally structured with reference to market conditions and terms as well as individual qualifications. In addition, share options, share appreciation rights and discretionary bonuses are granted to eligible employees based on the performance of the Group and of the individual employee. The Group also provides mandatory provident fund schemes, medical insurance schemes, staff purchase discounts and training programmes to employees.

AWARDS

During the period under review, Daphne ranked top in the "China Brand Power Index 2016" (Women's Shoes category) for the sixth consecutive year and won the "Golden Brand" award for its winning of 5 years in a row. These accolades prove high brand awareness of and great loyalty to Daphne brand in Mainland China. This independent annual survey was conducted by "Chnbrand", an institution funded by the Chinese Government's Ministry of Industry and Information Technology, and reputed as one of the most credible brand rating organisations in China. By interviewing 16,440 consumers in 33 cities across China, this survey examined brand awareness and loyalty by industry and category.

Besides, the Group received a merit certificate from the Hong Kong Investor Relations Association in its 2nd "Investor Relations Awards 2016" in recognition of its endeavours to enhance corporate governance and investor relations.

資產抵押

於二零一六年六月三十日，本集團就若干銀行融資而抵押之銀行存款為0.8百萬港元（二零一五年十二月三十一日：3.2百萬港元）。

資本開支

中期報告期間，本集團的資本性開支為65.3百萬港元（二零一五年：141.3百萬港元），主要用於擴展及裝修分銷網絡。

或然負債

於二零一六年六月三十日及二零一五年十二月三十一日，本集團並無任何重大或然負債。

人力資源

於二零一六年六月三十日，本集團於中國大陸、台灣及香港之僱員人數約為16,000人（二零一五年十二月三十一日：18,000人）。回顧期內，僱員福利開支（包括董事酬金、退休福利開支及以股份為基礎之款項開支）為445.1百萬港元（二零一五年：656.3百萬港元）。本集團一向重視人力資源並深明留聘優質人才的重要性，所提供之薪酬及福利乃參考市場水平及個人資歷而定。此外，本集團根據本集團及員工個人之表現向合資格員工授予購股權、股份增值權及酌情花紅。本集團亦為僱員提供強積金、醫療保障、員工購物折扣及培訓課程。

獎項

於回顧期內，達芙妮連續第六年於《2016年中國品牌力指數》（女鞋類別）中排名第一，並因連續五年蟬聯第一而被授予「黃金品牌」的殊榮。此印證了達芙妮在中國大陸領先的品牌知名度及顧客忠誠度。此項獨立的年度調查由中國政府的工業和資訊化部門資助，並由被譽為中國最具公信力的品牌評價機構之一的「中國企業品牌研究中心」進行。這項調查通過訪問全國33個城市合共16,440名消費者，對各行各業的品牌進行知名度和顧客忠誠度評審。

此外，本集團於香港投資者關係協會舉辦的第二屆「2016投資者關係大獎」中獲頒優異證書，以表彰其在加強企業管治和投資者關係上的努力。



OUTLOOK

The outlook for the retail market in China in general remains challenging. The slowdown in the country's economy will continue and consumer sentiment will likely remain soft. However, China, as the world's second largest economy, will continue to play a vital role in driving the world's economic growth and be able to overcome the challenges of its economic restructuring, and will continue its urbanisation. The Group is confident that consumption in China will continue to grow in the medium and long term.

Despite the current headwinds, the Group will stay focused on its adaptation to the new normal of China and remain committed to its improvement plan which, the Group believes, will transform it into a leaner but stronger company.

The Group will continue the rationalisation of its network of stores until the Group resumes profitability. The Group is in good progress in its pursuit for a more balanced channel mix for its stores. Priority will also be given to inventory optimisation for the rest of the year. On top of further reduction in the inventory level, the Group aims to make more improvement in the inventory mix by end of 2016, which will lay a solid foundation for healthy growth of gross profit margin in the future.

To leverage its strong brand equity and maintain its leadership in e-commerce, the Group will continue to invest in its e-commerce business to support its growth. It will continue to strengthen its partnership with both major as well as emerging online shopping platforms and seek more support from them for its promotional activities and big-data analysis. After opening more online stores for its different product categories and sub-brands, the Group will continue to build customer base and increase the market penetration for these products to boost sales. Faster product delivery for online transactions will be available to more cities when the warehouse sharing programme, as a key O2O initiative, will be more widely implemented in the Group's nationwide network of stores in the coming months.

The Group will continue its stringent expense control which plays an important role in addressing a retailer's challenge in a sluggish market. In addition to the rationalisation of workforce according to the size of the store network, the Group is also looking to ways of streamlining the workflows and organisational structure at both store and back office levels.

As part of the differentiation strategy, the Group will continue to adopt the multi-brand and multi-category approach and put emphasis on product differentiation. It is making various adjustments to foster a successful growth of its new multi-brand store format recently launched. After increasing product categories under its own brands to tap new customer segments and help refresh the brand image, the Group is monitoring the progress and conducting analysis for its future product planning.

With its strong brand equity and focus on its core strengths, the Group is determined to strengthen its foothold in the market, and endeavours to improve the Group's performance for the remaining of the year.

展望

整體而言，中國零售市場前景仍充滿挑戰。中國經濟將持續放緩，消費意慾可能繼續疲弱。然而，作為世界第二大經濟體，中國將繼續在拉動世界經濟增長中扮演重要角色，並能夠克服經濟模式轉型中的挑戰，及持續推進城鎮化。本集團深信中國消費品市場在中、長期將保持增長。

儘管現時面臨逆境，本集團將專注適應中國新常态，致力於推行改善計劃，並相信該計劃將有助於其轉型成為更精簡而強大的公司。

本集團將繼續整合店舖網絡直至本集團重拾盈利。在平衡銷售渠道組合方面進展良好。下半年另一重點將在優化存貨方面。除了進一步降低存貨水平，本集團目標能在二零一六年底前加強改善存貨組合，這將為本集團未來毛利率的健康增長奠定堅實基礎。

為更好利用本集團強大的品牌實力並鞏固其在電商業內的領導地位，本集團將繼續加大投入電商業務支持其發展。本集團將繼續加強與各主要及新興網購平台的夥伴合作關係，以從中尋求他們在促銷活動及大數據分析方面更多的支持。繼新開更多產品品類及附屬品牌的網店之後，本集團將努力建立顧客基礎，增加其市場滲透率，以增加銷售額。作為一項重要的O2O舉措，倉庫共享計劃將於未來數月內，更廣泛地應用於本集團旗下的全國店舖網絡，屆時將可在更多城市提升網購產品物流速度。

嚴控成本對零售商在應對市場低迷時有著重要作用，本集團在這方面絕不鬆懈。除了根據店舖網絡規模調整員工數目外，本集團亦會仔細審視及簡化店舖及後勤辦公室層面的工作流程及組織架構。

作為差異化策略的一部分，本集團將繼續採取多品牌、多品類的舉措，並著重於產品差異化。為促進早前新建立的多品牌店舖形式的成功發展，本集團正在多個範疇進行調整。為開拓新顧客群，並給予品牌清新形象，本集團為自有品牌增添更多的產品品類後，現本集團正開展後續監測及分析工作，以策劃未來的產品發展。

憑藉其強大的品牌實力及專注於其核心優勢，本集團矢志鞏固其市場領先地位，並竭力改善下半年的業績表現。



CONDENSED CONSOLIDATED INCOME STATEMENT

FOR THE SIX MONTHS ENDED 30 JUNE 2016

簡明綜合收益表

截至二零一六年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
		HK\$' 000 千港元	HK\$' 000 千港元
		Note 附註	
Turnover	營業額	6	3,400,845
Cost of sales	銷售成本		(1,516,637)
Gross profit	毛利		1,884,208
Other income	其他收入	7	48,419
Other losses – net	其他虧損－淨額	8	(20,720)
Selling and distribution expenses	銷售及分銷開支		(1,990,748)
General and administrative expenses	一般及行政開支		(170,619)
Operating (loss)/profit	經營(虧損)/盈利	9	(249,460)
Finance costs	財務成本	10	(3,393)
Share of loss of associates and joint ventures	應佔聯營公司及合營企業之虧損		(797)
(Loss)/profit before income tax	除所得稅前(虧損)/盈利		(253,650)
Income tax credit	所得稅抵免	11	83,701
(Loss)/profit for the period	期內(虧損)/盈利		(169,949)
Attributable to:	以下各方應佔:		
Owners of the Company	本公司擁有人		(163,596)
Non-controlling interests	非控制性權益		(6,353)
			(169,949)
(Loss)/earnings per share, basic and diluted (HK cents)	每股基本及攤薄(虧損)/盈利(港仙)	12	(9.9)

The notes on pages 19 to 30 are an integral part of this condensed consolidated interim financial information.

第19至30頁之附註為本簡明綜合中期財務資料之組成部份。



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2016

簡明綜合全面收益表

截至二零一六年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$' 000 千港元	2015 二零一五年 HK\$' 000 千港元
(Loss)/profit for the period	期內(虧損)/盈利	(169,949)	8,945
Other comprehensive (loss)/income	其他全面(虧損)/收益		
Item that may be reclassified subsequently to profit or loss:	可於其後重新分類至損益的項目:		
Currency translation differences	匯兌差額	289	214
Item that will not be reclassified subsequently to profit or loss:	不可於其後重新分類至損益的項目:		
Currency translation differences	匯兌差額	(94,391)	(184)
Total comprehensive (loss)/income for the period	期內全面(虧損)/收益總額	(264,051)	8,975
Attributable to:	以下各方應佔:		
Owners of the Company	本公司擁有人	(255,451)	2,893
Non-controlling interests	非控制性權益	(8,600)	6,082
		(264,051)	8,975

The notes on pages 19 to 30 are an integral part of this condensed consolidated interim financial information.

第19至30頁之附註為本簡明綜合中期財務資料之組成部份。



CONDENSED CONSOLIDATED BALANCE SHEET

AS AT 30 JUNE 2016

簡明綜合資產負債表

於二零一六年六月三十日

			Unaudited 未經審核 30 June 2016 二零一六年 六月三十日 HK\$' 000 千港元	Audited 經審核 31 December 2015 二零一五年 十二月三十一日 HK\$' 000 千港元
		Note 附註		
Non-current assets	非流動資產			
Intangible assets	無形資產	14	63,118	66,715
Land use rights	土地使用權	15	77,150	80,136
Property, plant and equipment	物業、廠房及設備	16	1,062,742	1,190,401
Interests in associates	於聯營公司之權益		1,941	2,007
Interests in joint ventures	於合營企業之權益		1,020	2,028
Available-for-sale financial asset	可出售金融資產		374	374
Deposits paid for acquisition of land use rights and property, plant and equipment	收購土地使用權及物業、廠房及設備之已付按金		117	119
Long-term rental deposits and prepayments	長期租金按金及預付款項		116,635	125,287
Deferred income tax assets	遞延所得稅項資產		414,524	334,136
			1,737,621	1,801,203
Current assets	流動資產			
Inventories	存貨		1,769,040	2,091,619
Trade receivables	貿易應收賬款	17	276,895	237,874
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	18	1,264,530	1,475,031
Income tax recoverable	可收回所得稅項		63,241	65,886
Derivative financial instruments	衍生金融工具	19	5,019	15,919
Pledged bank deposits	已抵押銀行存款		818	3,225
Bank deposit with maturity over three months	存款期超過三個月之銀行存款		17,535	-
Cash and cash equivalents	現金及現金等價物		573,851	1,072,401
			3,970,929	4,961,955
Current liabilities	流動負債			
Trade payables	貿易應付賬款	20	616,756	982,616
Other payables and accrued charges	其他應付賬款及應計費用		350,715	442,053
Current income tax liabilities	即期所得稅負債		29,836	50,387
Bank loans – unsecured	銀行貸款 – 無抵押		304,551	620,792
			1,301,858	2,095,848
Net current assets	流動資產淨值		2,669,071	2,866,107
Total assets less current liabilities	總資產減流動負債		4,406,692	4,667,310



		Note 附註	Unaudited 未經審核 30 June 2016 二零一六年 六月三十日 HK\$' 000 千港元	Audited 經審核 31 December 2015 二零一五年 十二月三十一日 HK\$' 000 千港元
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	21	164,914	164,914
Reserves	儲備	22	4,042,843	4,297,701
			4,207,757	4,462,615
Non-controlling interests	非控制性權益		177,437	186,511
Total equity	總權益		4,385,194	4,649,126
Non-current liabilities	非流動負債			
Deferred income tax liabilities	遞延所得稅項負債		21,498	18,094
Other non-current liability	其他非流動負債		-	90
			21,498	18,184
Total equity and non-current liabilities	總權益及非流動負債		4,406,692	4,667,310

The condensed consolidated interim financial information was approved by the board of directors on 23 August 2016 and was signed on its behalf.

簡明綜合中期財務資料已獲董事會於二零一六年八月二十三日批准及其代表簽署。

CHEN YING-CHIEH

陳英杰

Director

董事

CHANG CHIH-KAI

張智凱

Director

董事

The notes on pages 19 to 30 are an integral part of this condensed consolidated interim financial information.

第19至30頁之附註為本簡明綜合中期財務資料之組成部份。



**CONDENSED CONSOLIDATED
STATEMENT OF CHANGES IN EQUITY**
FOR THE SIX MONTHS ENDED 30 JUNE 2016

簡明綜合權益變動表

截至二零一六年六月三十日止六個月

		Unaudited 未經審核			
		Attributable to owners of the Company 本公司擁有人應佔			
		Share capital	Reserves	Non- controlling interests	Total
		股本	儲備	非控制性 權益	總計
		HK\$' 000	HK\$' 000	HK\$' 000	HK\$' 000
		千港元	千港元	千港元	千港元
At 1 January 2016	於二零一六年一月一日	164,914	4,297,701	186,511	4,649,126
Loss for the period	期內虧損	-	(163,596)	(6,353)	(169,949)
Currency translation differences	匯兌差額	-	(91,855)	(2,247)	(94,102)
Total comprehensive loss	全面虧損總額	-	(255,451)	(8,600)	(264,051)
Dividends	股息	-	-	(474)	(474)
Share option scheme:	購股權計劃：				
Value of grantee services	承授人服務價值	-	593	-	593
Total transactions with owners	與擁有人交易總額	-	593	(474)	119
At 30 June 2016	於二零一六年六月三十日	164,914	4,042,843	177,437	4,385,194
At 1 January 2015	於二零一五年一月一日	164,914	4,893,038	194,439	5,252,391
Profit for the period	期內盈利	-	2,534	6,411	8,945
Currency translation differences	匯兌差額	-	359	(329)	30
Total comprehensive income	全面收益總額	-	2,893	6,082	8,975
Dividends	股息	-	-	(497)	(497)
Write-back of unclaimed dividends	撥回未領取股息	-	2	-	2
Share option scheme:	購股權計劃：				
Value of grantee services	承授人服務價值	-	2,947	-	2,947
Total transactions with owners	與擁有人交易總額	-	2,949	(497)	2,452
At 30 June 2015	於二零一五年六月三十日	164,914	4,898,880	200,024	5,263,818

The notes on pages 19 to 30 are an integral part of this condensed consolidated interim financial information.

第19至30頁之附註為本簡明綜合中期財務資料之組成部份。



**CONDENSED CONSOLIDATED
STATEMENT OF CASH FLOWS**
FOR THE SIX MONTHS ENDED 30 JUNE 2016

簡明綜合現金流量表

截至二零一六年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Operating activities	經營活動		
Cash used in operations	營運所用之現金	(84,547)	(184,759)
Income tax paid	已付所得稅	(19,730)	(28,823)
Net cash used in operating activities	經營活動所用之現金淨額	(104,277)	(213,582)
Investing activities	投資活動		
Acquisition of land use rights and property, plant and equipment	購置土地使用權及物業、廠房及設備	(65,266)	(141,275)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備收款	4,982	6,653
Repayment of entrusted loans by suppliers	供應商償還委託貸款	-	3,060
Decrease in structured bank deposits	銀行結構存款減少	-	896,744
Decrease in pledged bank deposits	已抵押銀行存款減少	2,338	3,577
Interest received	已收利息	6,778	16,804
Increase in bank deposit with maturity over three months	存款期超過三個月之銀行存款增加	(17,535)	-
Net cash (used in)/generated from investing activities	投資活動(所用)/產生之現金淨額	(68,703)	785,563
Financing activities	融資活動		
Interest paid	已付利息	(3,393)	(1,480)
Proceeds from bank loans	銀行貸款之收款	284,551	465,139
Repayment of bank loans	償還銀行貸款	(600,792)	(66,460)
Dividends paid to non-controlling interests	已付非控制性權益股息	(474)	(497)
Redemption of convertible bonds	贖回可換股債券	-	(695,464)
Net cash used in financing activities	融資活動所用之現金淨額	(320,108)	(298,762)
(Decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加	(493,088)	273,219
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	1,072,401	457,034
Effect of foreign exchange rate changes	匯率變動影響	(5,462)	13,970
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等價物	573,851	744,223
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘分析:		
Bank balances and cash	銀行結餘及現金	512,323	612,198
Deposits with banks within three months of maturity	存款期為三個月以內之銀行存款	61,528	132,025
		573,851	744,223

The notes on pages 19 to 30 are an integral part of this condensed consolidated interim financial information.

第19至30頁之附註為本簡明綜合中期財務資料之組成部份。



NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

1 GENERAL INFORMATION

Daphne International Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacturing, distribution and retailing of footwear and accessories in Mainland China.

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

This condensed consolidated interim financial information is presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

This condensed consolidated interim financial information for the six months ended 30 June 2016 is unaudited and has been reviewed by the audit committee of the Company and approved for issue by the board of directors on 23 August 2016.

2 BASIS OF PREPARATION

This condensed consolidated interim financial information for the six months ended 30 June 2016 has been prepared in accordance with Hong Kong Accounting Standard 34, “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and it should be read in conjunction with the annual financial statements for the year ended 31 December 2015, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

3 PRINCIPAL ACCOUNTING POLICIES

In the current interim period, the Group has applied, for the first time, certain amendments to HKFRSs and a new standard that are mandatorily effective for the financial year ending 31 December 2016. The application of the amendments to HKFRSs and the new standard in the current interim period has had no material impact on the results and financial position of the Group.

Save as described above, the accounting policies applied in the condensed consolidated interim financial information for the six months ended 30 June 2016 are consistent with those of the annual financial statements for the year ended 31 December 2015, as described in those annual financial statements.

1 一般資料

達芙妮國際控股有限公司（「本公司」）及其附屬公司（統稱「本集團」）主要於中國大陸從事製造、分銷及零售鞋類產品及配件業務。

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

除另有訂明外，本簡明綜合中期財務資料以港元（「港元」）列值。

此截至二零一六年六月三十日止六個月之簡明綜合中期財務資料為未經審核，惟已由本公司審核委員會審閱，並已於二零一六年八月二十三日經董事會批准刊行。

2 編製基準

此截至二零一六年六月三十日止六個月之簡明綜合中期財務資料乃遵照香港會計師公會頒佈之香港會計準則第34號「中期財務報告」之規定編製，並應與截至二零一五年十二月三十一日止年度之年度財務報表一併閱讀，而該年度財務報表乃根據香港財務報告準則（「香港財務報告準則」）編製。

3 主要會計政策

於本中期報告期間，本集團已首次應用於截至二零一六年十二月三十一日止財務年度強制生效之若干香港財務報告準則之修訂及一項新準則。於本中期報告期間採納該等香港財務報告準則之修訂及該項新準則對本集團之業績及財務狀況並無造成重大影響。

除上文所述外，編製此截至二零一六年六月三十日止六個月之簡明綜合中期財務資料所用之會計政策與截至二零一五年十二月三十一日止年度之年度財務報表所用者一致，如該年度財務報表中所述。



4 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign exchange risk, cash flow and fair value interest rate risk, credit risk and liquidity risk. This condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2015.

There has been no material change in the Group's risk management and policies since 31 December 2015.

5 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing this condensed consolidated interim financial information, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2015.

6 SEGMENT INFORMATION

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

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

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

Revenue from external customers is arrived at after elimination of inter-segment revenue. Inter-segment revenue is charged in accordance with terms determined and agreed mutually by relevant parties. Revenue from external customers of core brands business and other brands business is mainly derived from Mainland China, Taiwan and Hong Kong and revenue from external customers of manufacturing business is mainly derived from the United States of America. None of the customers accounted for 10% or more of the total turnover of the Group during both six months ended 30 June 2016 and 2015.

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

4 財務風險管理

本集團業務面對多項財務風險：外匯風險、現金流量及公允價值利率風險、信貸風險及流動資金風險。此簡明綜合中期財務資料並未包括年度財務報表所需之所有財務風險管理資料及披露，並應與本集團於二零一五年十二月三十一日之年度財務報表一併閱讀。

自二零一五年十二月三十一日以來，本集團之風險管理及政策並無重大變動。

5 重要會計估計及判斷

編製中期財務資料要求管理層對影響會計政策的應用和所報告資產和負債以及收支的數額作出判斷、估計和假設。實際結果或會與此等估計不同。

於編製此簡明綜合中期財務資料時，管理層於應用本集團會計政策時作出之重大判斷以及估計不確定因素之主要來源，與截至二零一五年十二月三十一日止年度綜合財務報表所應用者相同。

6 分部資料

本集團主要從事製造、分銷及零售鞋類產品及配件業務。

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

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

對外客戶收益乃於抵銷分部間收益後達成。分部間之收益乃按經雙方釐定及同意之條款支取。核心品牌業務及其他品牌業務之對外客戶收益主要來自中國大陸、台灣及香港，而製造業務之對外客戶收益主要來自美國。於截至二零一六年及二零一五年六月三十日止六個月期間，概無客戶佔本集團總營業額10%或以上。

本集團之非流動資產（遞延所得稅項資產除外）主要位於中國大陸。



6 SEGMENT INFORMATION (CONTINUED)

The following is an analysis of the Group's revenue and results by reportable segments as reviewed by the CODM:

6 分部資料(續)

以下為由主要經營決策者審閱之本集團按可申報分部之收益及業績分析：

		Core brands business 核心品牌業務 HK\$'000 千港元	Other brands business 其他品牌業務 HK\$'000 千港元	Manufacturing business 製造業務 HK\$'000 千港元	Inter-segment elimination 分部間對銷 HK\$'000 千港元	Group 本集團 HK\$'000 千港元
Six months ended 30 June 2016 (Unaudited)	二零一六年六月三十日止 六個月(未經審核)					
Revenue from external customers	對外客戶收益	3,009,931	388,849	2,065	-	3,400,845
Inter-segment revenue	分部間收益	103,637	-	108,151	(211,788)	-
Total segment revenue	總分部收益	3,113,568	388,849	110,216	(211,788)	3,400,845
Segment results	分部業績	(236,356)	1,660	770	7,402	(226,524)
Amortisation of intangible assets	無形資產攤銷					(2,248)
Corporate income	企業收入					1,165
Corporate expenses	企業開支					(21,853)
Operating loss	經營虧損					(249,460)
Finance costs	財務成本					(3,393)
Share of loss of associates and joint ventures	應佔聯營公司及合營企業之虧損					(797)
Loss before income tax	除所得稅前虧損					(253,650)
Other information for disclosure:	其他披露資料：					
Amortisation of intangible assets	無形資產攤銷	-	2,248	-	-	2,248
Amortisation of land use rights	土地使用權攤銷	565	-	584	-	1,149
Depreciation of property, plant and equipment	物業、廠房及設備折舊	122,654	3,800	11,011	-	137,465
Impairment of property, plant and equipment	物業、廠房及設備減值	3,035	-	-	-	3,035
Capital expenditure	資本開支	54,519	5,937	4,810	-	65,266
Six months ended 30 June 2015 (Unaudited)	二零一五年六月三十日止 六個月(未經審核)					
Revenue from external customers	對外客戶收益	3,956,344	389,017	28,909	-	4,374,270
Inter-segment revenue	分部間收益	78,560	-	455,267	(533,827)	-
Total segment revenue	總分部收益	4,034,904	389,017	484,176	(533,827)	4,374,270
Segment results	分部業績	41,844	4,978	6,649	(10,553)	42,918
Amortisation of intangible assets	無形資產攤銷					(2,529)
Corporate income	企業收入					2,546
Corporate expenses	企業開支					(31,913)
Operating profit	經營盈利					11,022
Finance costs	財務成本					(8,460)
Share of loss of associates and joint ventures	應佔聯營公司及合營企業之虧損					(1,571)
Profit before income tax	除所得稅前盈利					991
Other information for disclosure:	其他披露資料：					
Amortisation of intangible assets	無形資產攤銷	-	2,529	-	-	2,529
Amortisation of land use rights	土地使用權攤銷	593	-	660	-	1,253
Depreciation of property, plant and equipment	物業、廠房及設備折舊	148,232	4,455	11,109	-	163,796
Capital expenditure	資本開支	107,416	2,215	31,644	-	141,275



6 SEGMENT INFORMATION (CONTINUED)

The following is an analysis of the Group's assets and liabilities by reportable segments as reviewed by the CODM:

6 分部資料 (續)

以下為由主要經營決策者審閱之本集團按可申報分部之資產及負債分析：

		Core brands business 核心品牌業務 HK\$' 000 千港元	Other brands business 其他品牌業務 HK\$' 000 千港元	Manufacturing business 製造業務 HK\$' 000 千港元	Group 本集團 HK\$' 000 千港元
<i>As at 30 June 2016 (Unaudited)</i>	於二零一六年六月三十日 (未經審核)				
Segment assets	分部資產	4,627,719	297,732	262,643	5,188,094
Goodwill	商譽	15,079	-	-	15,079
Other intangible assets	其他無形資產	-	48,039	-	48,039
		4,642,798	345,771	262,643	5,251,212
Interests in associates	於聯營公司之權益				1,941
Interests in joint ventures	於合營企業之權益				1,020
Available-for-sale financial asset	可出售金融資產				374
Deferred income tax assets	遞延所得稅項資產				414,524
Derivative financial instruments	衍生金融工具				5,019
Corporate assets	企業資產				34,460
Total assets	總資產				5,708,550
Segment liabilities	分部負債	845,697	80,385	55,690	981,772
Deferred income tax liabilities	遞延所得稅項負債				21,498
Corporate liabilities	企業負債				320,086
Total liabilities	總負債				1,323,356
<i>As at 31 December 2015 (Audited)</i>	於二零一五年十二月三十一日 (經審核)				
Segment assets	分部資產	5,590,887	380,196	291,107	6,262,190
Goodwill	商譽	15,079	-	-	15,079
Other intangible assets	其他無形資產	-	51,636	-	51,636
		5,605,966	431,832	291,107	6,328,905
Interests in associates	於聯營公司之權益				2,007
Interests in joint ventures	於合營企業之權益				2,028
Available-for-sale financial asset	可出售金融資產				374
Deferred income tax assets	遞延所得稅項資產				334,136
Derivative financial instrument	衍生金融工具				15,919
Corporate assets	企業資產				79,789
Total assets	總資產				6,763,158
Segment liabilities	分部負債	1,151,206	128,470	165,118	1,444,794
Deferred income tax liabilities	遞延所得稅項負債				18,094
Corporate liabilities	企業負債				651,144
Total liabilities	總負債				2,114,032



7 OTHER INCOME

7 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Franchise and royalty income	特許權及專營權收入	2,913	3,688
Government subsidies	政府補貼	3,314	3,099
Gross rental income	租金收入總額	733	622
Income derived from television programme	電視節目收入	25,792	-
Interest income	利息收入	6,778	16,804
Sale of derivative intellectual property rights	出售衍生知識產權	3,123	-
Others	其他	5,766	2,905
		48,419	27,118

8 OTHER LOSSES – NET

8 其他虧損 – 淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Fair value loss on derivative financial instruments	衍生金融工具之公平價值虧損	(5,377)	(4,042)
Impairment of property, plant and equipment	物業、廠房及設備減值	(3,035)	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(9,101)	(9,233)
Net exchange loss	匯兌虧損淨額	(3,207)	(13,973)
		(20,720)	(27,248)

9 OPERATING (LOSS)/PROFIT

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

9 經營(虧損)/盈利

經營(虧損)/盈利已扣除下列各項:

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Amortisation of land use rights	土地使用權攤銷	1,149	1,253
Amortisation of license rights	特許使用權攤銷	1,079	1,310
Amortisation of trademarks	商標攤銷	1,169	1,219
Cost of inventories sold, including write-back of provision for slow-moving inventories of HK\$44,974,000 (2015: HK\$12,662,000)	售出存貨成本 (包括滯銷存貨撥備撥回 44,974,000 港元 (二零一五年: 12,662,000 港元))	1,461,117	1,514,122
Depreciation of property, plant and equipment	物業、廠房及設備折舊	137,465	163,796
Employee benefits expense (including directors' emoluments and share-based payment expense)	僱員福利開支 (包括董事酬金及以股份為基礎之款項開支)	445,081	656,296
Operating lease rentals (including concessionaire fees) in respect of land and buildings	土地及樓宇之經營租賃租金 (包括商場特許銷售費)	1,026,478	1,269,727
Production cost of television programme	電視節目製作成本	62,055	-

10 FINANCE COSTS

10 財務成本

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Interest on bank loans	銀行貸款利息	3,393	1,480
Interest on convertible bonds	可換股債券利息	-	6,980
		3,393	8,460



11 INCOME TAX CREDIT

Current income tax	即期所得稅稅項	(897)	(5,571)
Under provision in prior years	過往年度撥備不足	(81)	–
Deferred income tax	遞延所得稅稅項	84,679	13,525
		83,701	7,954

Income tax expense is recognised based on management's estimate of the weighted average annual income tax rate expected for the full financial year. The estimated weighted average tax rate used for the six months ended 30 June 2016 is 27% (2015: 22%).

The application rate of Hong Kong profits tax is 16.5% (2015: 16.5%). No provision for Hong Kong profits tax has made as the Group does not have any assessable profit arising in Hong Kong during the six months ended 30 June 2016 and has sufficient tax losses to set off against its estimated assessable profits arising from Hong Kong during the six months ended 30 June 2015.

Provision for China corporate income tax has been calculated based on statutory tax rate of 25% (2015: 25%) on the assessable income of each of the Group's entities.

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

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

Pursuant to the China corporate income tax laws, withholding tax at a reduced rate of 7% (2015: 7%) by treaty is applied to the Group's entities incorporated in Hong Kong for royalties received or receivable net with value-added tax. During the six months ended 30 June 2016, withholding tax rate of 7.5% (2015: 7.5%) was applied to management fee received or receivable from a Group's entity with tax jurisdiction in Mainland China.

12 (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share is based on the Group's loss attributable to owners of the Company of HK\$163,596,000 (2015: profit of HK\$2,534,000) and the weighted average number of 1,649,142,384 (2015: 1,649,142,384) shares in issue during the six months ended 30 June 2016.

For the six months ended 30 June 2016 and 30 June 2015, basic and diluted (loss)/earnings per share are the same since there was no dilutive potential share.

13 DIVIDEND

The board of directors did not recommend the payment of an interim dividend for the six months ended 30 June 2016 (2015: Nil).

11 所得稅抵免

Six months ended 30 June
截至六月三十日止六個月

	2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Current income tax	(897)	(5,571)
Under provision in prior years	(81)	–
Deferred income tax	84,679	13,525
	83,701	7,954

所得稅開支根據管理層對整個財務年度預期之加權平均年度所得稅稅率之估計確認。截至二零一六年六月三十日止六個月之估計加權平均稅率為27% (二零一五年：22%)。

香港利得稅適用稅率為16.5% (二零一五年：16.5%)。由於本集團於截至二零一六年六月三十日止六個月內並無於香港產生任何應課稅盈利，及於截至二零一五年六月三十日止六個月內有足夠稅務虧損用以抵銷於香港產生之估計應課稅盈利，故並無就香港利得稅作出撥備。

中國企業所得稅乃就本集團旗下各實體的應課稅收入按法定稅率25% (二零一五年：25%) 計算撥備。

海外 (香港及中國大陸以外地區) 盈利之所得稅乃就期內之估計應課稅盈利按本集團經營所在地之現行適用所得稅稅率計算。

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

根據中國企業所得稅法，本集團於香港註冊成立之實體，須就已扣除增值稅之已收或應收專營權費按經條約寬減之7% (二零一五年：7%) 稅率繳納預扣稅。於截至二零一六年六月三十日止六個月，就來自本集團於中國大陸徵稅司法權區實體之已收或應收管理費用須繳納7.5% (二零一五年：7.5%) 之預扣稅。

12 每股 (虧損) / 盈利

每股基本 (虧損) / 盈利乃根據本公司擁有人應佔本集團虧損163,596,000港元 (二零一五年：盈利2,534,000港元)，以及截至二零一六年六月三十日止六個月之已發行股份之加權平均數1,649,142,384股 (二零一五年：1,649,142,384股) 計算。

截至二零一六年六月三十日及二零一五年六月三十日止六個月，因無潛在攤薄作用股份，每股基本及攤薄 (虧損) / 盈利相同。

13 股息

董事會不建議就截至二零一六年六月三十日止六個月派發中期股息 (二零一五年：無)。



14 INTANGIBLE ASSETS

14 無形資產

		Goodwill 商譽 HK\$'000 千港元	License rights 特許 使用權 HK\$'000 千港元	Trademarks 商標 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net book value at 1 January 2016	於二零一六年一月一日之賬面淨值	15,079	32,526	19,110	66,715
Exchange adjustment	匯兌調整	-	(670)	(679)	(1,349)
Amortisation	攤銷	-	(1,079)	(1,169)	(2,248)
Net book value at 30 June 2016	於二零一六年六月三十日之賬面淨值	15,079	30,777	17,262	63,118
Net book value at 1 January 2015	於二零一五年一月一日之賬面淨值	15,079	36,733	27,136	78,948
Exchange adjustment	匯兌調整	-	(69)	(67)	(136)
Amortisation	攤銷	-	(1,310)	(1,219)	(2,529)
Net book value at 30 June 2015	於二零一五年六月三十日之賬面淨值	15,079	35,354	25,850	76,283

Amortisation of HK\$2,248,000 (2015: HK\$2,529,000) is included in the "general and administrative expenses" in the condensed consolidated income statement.

2,248,000港元(二零一五年: 2,529,000港元)攤銷包括於簡明綜合收益表的「一般及行政開支」。

15 LAND USE RIGHTS

15 土地使用權

		HK\$'000 千港元
Net book value at 1 January 2016	於二零一六年一月一日之賬面淨值	80,136
Exchange adjustment	匯兌調整	(1,837)
Amortisation	攤銷	(1,149)
Net book value at 30 June 2016	於二零一六年六月三十日之賬面淨值	77,150
Net book value at 1 January 2015	於二零一五年一月一日之賬面淨值	76,509
Exchange adjustment	匯兌調整	(138)
Additions	添置	10,207
Amortisation	攤銷	(1,253)
Net book value at 30 June 2015	於二零一五年六月三十日之賬面淨值	85,325

16 PROPERTY, PLANT AND EQUIPMENT

16 物業、廠房及設備

		Buildings 樓宇 HK\$'000 千港元	Leasehold improve- ments 租賃 物業裝修 HK\$'000 千港元	Construction- in-progress 在建工程 HK\$'000 千港元	Plant and machinery 廠房及 機器 HK\$'000 千港元	Furniture, fixtures and equipment 傢俱、 固定裝置 及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Net book value at 1 January 2016	於二零一六年一月一日之賬面淨值	714,858	273,947	53,893	12,913	131,010	3,780	1,190,401
Exchange adjustment	匯兌調整	(15,606)	(4,127)	(477)	(206)	(2,315)	(103)	(22,834)
Additions	添置	85	30,381	4,441	16	13,590	1,245	49,758
Transfer	轉撥	45,147	-	(45,147)	-	-	-	-
Depreciation	折舊	(12,890)	(94,575)	-	(4,406)	(24,766)	(828)	(137,465)
Impairment	減值	-	(3,035)	-	-	-	-	(3,035)
Disposals	出售	-	(12,591)	-	(4)	(1,368)	(120)	(14,083)
Net book value at 30 June 2016	於二零一六年六月三十日之賬面淨值	731,594	190,000	12,710	8,313	116,151	3,974	1,062,742
Net book value at 1 January 2015	於二零一五年一月一日之賬面淨值	764,078	414,361	43,388	24,613	123,333	7,712	1,377,485
Exchange adjustment	匯兌調整	(1,352)	(628)	(55)	(39)	(159)	(14)	(2,247)
Additions	添置	7,133	87,376	13,493	5,727	14,942	890	129,561
Depreciation	折舊	(11,873)	(124,149)	-	(4,719)	(21,443)	(1,612)	(163,796)
Disposals	出售	(70)	(14,423)	-	(35)	(1,233)	(125)	(15,886)
Net book value at 30 June 2015	於二零一五年六月三十日之賬面淨值	757,916	362,537	56,826	25,547	115,440	6,851	1,325,117



17 TRADE RECEIVABLES

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

		30 June 2016 二零一六年 六月三十日 HK\$' 000 千港元	31 December 2015 二零一五年 十二月三十一日 HK\$' 000 千港元
0 – 30 days	0至30日	161,359	140,814
31 – 60 days	31至60日	74,846	57,711
61 – 90 days	61至90日	23,523	20,189
91 – 120 days	91至120日	7,027	7,851
121 – 180 days	121至180日	6,495	4,593
181 – 360 days	181至360日	3,379	2,845
Over 360 days	360日以上	266	3,871
		276,895	237,874

18 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

As at 30 June 2016 and 31 December 2015, included in other receivables, deposits and prepayments are mainly value-added tax recoverables, rental prepayments, rental and utility deposits and prepayments to suppliers.

19 DERIVATIVE FINANCIAL INSTRUMENTS

		30 June 2016 二零一六年 六月三十日 HK\$' 000 千港元	31 December 2015 二零一五年 十二月三十一日 HK\$' 000 千港元
Forward foreign exchange contracts – held for trading	遠期外匯合約 – 持作買賣	5,019	15,919

The aggregate notional principal amount of the outstanding forward foreign exchange contracts to sell RMB for USD at 30 June 2016 was HK\$284,425,000 (31 December 2015: HK\$387,500,000).

20 TRADE PAYABLES

The ageing analysis of trade payables, including trade balances due to related parties (Note 25(b)), based on invoice date is as follows:

		30 June 2016 二零一六年 六月三十日 HK\$' 000 千港元	31 December 2015 二零一五年 十二月三十一日 HK\$' 000 千港元
0 – 30 days	0至30日	287,165	402,218
31 – 60 days	31至60日	168,707	297,712
61 – 90 days	61至90日	149,131	273,146
91 – 120 days	91至120日	3,589	2,637
121 – 180 days	121至180日	2,218	4,431
181 – 360 days	181至360日	4,934	1,741
Over 360 days	360日以上	1,012	731
		616,756	982,616

17 貿易應收賬款

按發票日期計算之貿易應收賬款賬齡分析如下：

18 其他應收賬款、按金及預付款項

於二零一六年六月三十日及二零一五年十二月三十一日，其他應收賬款、按金及預付款項主要包括可收回增值稅金、預付租金、租金及水電按金及預付供應商貨款。

19 衍生金融工具

於二零一六年六月三十日，尚未行之以人民幣兌換美元之遠期外匯合約之名義本金金額為284,425,000港元(二零一五年十二月三十一日：387,500,000)。

20 貿易應付賬款

按發票日期計算之貿易應付賬款(包括應付關聯方之貿易結餘(附註25(b)))賬齡分析如下：



21 SHARE CAPITAL

21 股本

		2016 二零一六年		2015 二零一五年	
		Number of ordinary shares of HK\$0.10 each 每股面值 0.10港元之 普通股數目	HK\$'000 千港元	Number of ordinary shares of HK\$0.10 each 每股面值 0.10港元之 普通股數目	HK\$'000 千港元
Authorised: At 1 January and 30 June	法定： 於一月一日及六月三十日	10,000,000,000	1,000,000	10,000,000,000	1,000,000
Issued and fully paid: At 1 January and 30 June	已發行及繳足： 於一月一日及六月三十日	1,649,142,384	164,914	1,649,142,384	164,914

During the six months ended 30 June 2016 and 30 June 2015, there were no movements in the share capital of the Company.

於截至二零一六年六月三十日及二零一五年六月三十日止六個月，本公司之股本並無變動。

22 RESERVES

22 儲備

		Capital Share redemption premium	Convertible bonds Capital reserve	Capital reserve	Share-based payment reserve	Currency translation reserve	Merger reserve	Statutory reserves	Retained earnings	Total		
		資本 股份溢價	可換股債券 資本儲備	資本儲備	其他儲備	匯兌儲備	合併儲備	法定儲備	保留盈利	總計		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
At 1 January 2016	於二零一六年一月一日	120,281	2,882	(197)	-	78,913	243,311	322	159,793	3,692,396	4,297,701	
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(163,596)	(163,596)	
Currency translation differences	匯兌差額	-	-	-	-	-	(91,855)	-	-	-	(91,855)	
Share option scheme: Value of grantee services	購股權計劃： 承授人服務價值	-	-	-	-	593	-	-	-	-	593	
At 30 June 2016	於二零一六年六月三十日	120,281	2,882	(197)	-	79,506	151,456	322	159,793	3,528,800	4,042,843	
At 1 January 2015	於二零一五年一月一日	120,281	2,882	(197)	24,627	28,564	88,028	464,606	322	157,773	4,006,152	4,893,038
Profit for the period	期內盈利	-	-	-	-	-	-	-	-	2,534	2,534	
Currency translation differences	匯兌差額	-	-	-	-	-	359	-	-	-	359	
Write-back of unclaimed dividends	撥回未領取股息	-	-	-	-	-	-	-	-	2	2	
Share option scheme: Value of grantee services	購股權計劃： 承授人服務價值	-	-	-	-	2,947	-	-	-	-	2,947	
Transfer upon lapse of share options	購股權失效時轉撥	-	-	-	-	(12,888)	-	-	-	12,888	-	
Redemption of convertible bonds	贖回可換股債券	-	-	-	(24,627)	(28,564)	-	-	-	53,191	-	
At 30 June 2015	於二零一五年六月三十日	120,281	2,882	(197)	-	-	78,087	464,965	322	157,773	4,074,767	4,898,880



23 SHARE-BASED PAYMENT TRANSACTIONS**(a) Equity settled share-based payment transactions**

Movements in number of share options outstanding and their weighted average exercise prices are as follows:

		Six months ended 30 June 截至六月三十日止六個月			
		2016 二零一六年		2015 二零一五年	
		Weighted average exercise price 加權平均 行使價	Number of share options outstanding 尚未行使之 購股權數目	Weighted average exercise price 加權平均 行使價	Number of share options outstanding 尚未行使之 購股權數目
At 1 January	於一月一日	6.31	34,455,000	6.29	44,515,000
Lapsed	已失效	-	-	6.25	(9,960,000)
At 30 June	於六月三十日	6.31	34,455,000	6.30	34,555,000

As at 30 June 2016, out of 34,455,000 (31 December 2015: 34,455,000) outstanding share options, 33,595,000 (31 December 2015: 29,255,000) share options were exercisable. There were no share options exercised during the period (2015: Nil). The total expense recognised for the options granted was HK\$593,000 (2015: HK\$2,947,000) for the period ended 30 June 2016.

(b) Cash settled share-based payment transactions

Movements in the number of share appreciation rights (“SARs”) outstanding during the six months ended 30 June 2016 are as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
At 1 January	於一月一日	18,740,000	22,800,000
Lapsed	已失效	(270,000)	(4,060,000)
As 30 June	於六月三十日	18,470,000	18,740,000

During the interim period, the Group has recognised expenses of approximately HK\$14,000 (2015: HK\$1,152,000) in the condensed consolidated income statement in relation to the SARs. As at 30 June 2016, liabilities in relation to the SARs amounting to HK\$818,000 (31 December 2015: HK\$822,000) are included in the “other payables and accrued charges” in the condensed consolidated balance sheet.

23 以股份為基礎之付款交易**(a) 以權益結算以股份為基礎之付款交易**

尚未行使之購股權數目及其加權平均行使價之變動如下：

		Six months ended 30 June 截至六月三十日止六個月			
		2016 二零一六年		2015 二零一五年	
		Weighted average exercise price 加權平均 行使價	Number of share options outstanding 尚未行使之 購股權數目	Weighted average exercise price 加權平均 行使價	Number of share options outstanding 尚未行使之 購股權數目
At 1 January	於一月一日	6.31	34,455,000	6.29	44,515,000
Lapsed	已失效	-	-	6.25	(9,960,000)
At 30 June	於六月三十日	6.31	34,455,000	6.30	34,555,000

於二零一六年六月三十日，34,455,000份（二零一五年十二月三十一日：34,455,000份）尚未行使之購股權中，有33,595,000份（二零一五年十二月三十一日：29,255,000份）購股權可被行使。期內，概無購股權獲行使（二零一五年：無）。截至二零一六年六月三十日止期間，就已授出購股權而確認的費用為593,000港元（二零一五年：2,947,000港元）。

(b) 以現金結算以股份為基礎之付款交易

截至二零一六年六月三十日止六個月，尚未行使之股份增值權（「股份增值權」）之數目變動如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年	2015 二零一五年
At 1 January	於一月一日	18,740,000	22,800,000
Lapsed	已失效	(270,000)	(4,060,000)
As 30 June	於六月三十日	18,470,000	18,740,000

於中期報告期間，本集團於簡明綜合收益表確認有關股份增值權之費用約14,000港元（二零一五年：1,152,000港元）。於二零一六年六月三十日，有關股份增值權之負債為818,000港元（二零一五年十二月三十一日：822,000港元），並包括於簡明綜合資產負債表的「其他應付賬款及應計費用」中。



24 CAPITAL COMMITMENTS FOR PURCHASE OF LAND USE RIGHTS AND PROPERTY, PLANT AND EQUIPMENT

24 購買土地使用權及物業、廠房及設備之資本承擔

		30 June 2016 二零一六年 六月三十日 HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元
Contracted but not provided for	已訂約但未撥備	748	1,326

25 RELATED PARTY TRANSACTIONS AND BALANCES

During the six months ended 30 June 2016, the Group entered into the following related party transactions in the normal course of its business:

25 關聯方交易及結餘

於截至二零一六年六月三十日止六個月內，本集團於日常業務過程中曾進行下列關聯方交易：

(a) Transactions with related companies

(a) 與關聯公司之交易

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Purchases and subcontracting services from an investee (Note i)	向一間被投資公司採購及分包契約服務 (附註i)	-	159
Sales of goods to a joint venture (Note i)	向一間合營企業銷售貨品 (附註i)	2,112	3,001
Royalty fee to a joint venture (Note ii)	向一間合營企業支付特許權費 (附註ii)	594	623

Notes:

附註：

- (i) Purchases of shoe materials and footwear products from an investee and sales of goods to a joint venture are conducted in the normal course of the Group's business. The terms of transactions were determined and agreed between the Group and the counter parties.
- (ii) Royalty fee paid or payable to a joint venture was charged in accordance with terms as determined and agreed between the Group and the counter party.

- (i) 向一間被投資公司採購鞋類物料及鞋類產品，及向一間合營企業銷售貨品乃於本集團日常業務過程中進行。交易條款乃經本集團與交易方協定及同意後釐定。
- (ii) 向一間合營企業之已付或應付之特許權費已根據本集團與交易方釐定及同意之條款計入。



**25 RELATED PARTY TRANSACTIONS AND BALANCES
(CONTINUED)**
(b) Balances with related companies

		30 June 2016 二零一六年 六月三十日 HK\$'000 千港元	31 December 2015 二零一五年 十二月三十一日 HK\$'000 千港元
Receivables from joint ventures (Note i)	應收合營企業款項 (附註i)	2,870	4,044
Payables to related companies (Note ii):	應付關聯公司款項 (附註ii) :		
Joint ventures	合營企業	2,850	2,009
An investee	一間被投資公司	5	6
Loans to a joint venture (Note iii)	予一間合營企業借款 (附註iii)	8,617	8,617

Notes:

- (i) The receivables from joint ventures arise mainly from sales of goods. The balances are unsecured, interest-free and repayable according to the trade terms.
- (ii) The payables to related companies arise mainly from purchase and trademark licensing transactions. The balances are unsecured, interest-free and repayable according to the agreed terms.
- (iii) The loans to a joint venture are unsecured, interest-free and repayable according to the agreed terms.

(c) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid/payable to the directors of the Company were as follow:

		Six months ended 30 June 截至六月三十日止六個月	
		2016 二零一六年 HK\$'000 千港元	2015 二零一五年 HK\$'000 千港元
Salaries, allowance and bonuses	薪金、津貼及花紅	8,828	8,740
Defined contribution pension costs	定額供款退休金成本	9	9
Share-based payment expense	以股份為基礎之款項開支	455	3,146
		9,292	11,895

25 關聯方交易及結餘 (續)
(b) 與關聯公司之結餘

附註：

- (i) 應收合營企業款項主要由銷售貨品產生。餘額為無抵押、免息，並按照貿易條款支付。
- (ii) 應付關聯公司款項主要由採購及商標特許使用權之交易產生。餘額為無抵押、免息，並按照已同意之條款支付。
- (iii) 予一間合營企業之借款為無抵押、免息，並按照已同意之條款償還。

(c) 主要管理人員之薪酬

本集團主要管理人員之薪酬(包括已付/應付本公司董事之款項)如下：



SUPPLEMENTARY INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATION

As at 30 June 2016, the interests and short positions of each director and chief executive of the Company in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

Name of directors	Capacity	Number of shares held	Number of underlying shares	Total interests	Approximate % of total issued shares 約佔已發行股份總額百分比
董事姓名	身份	所持股份數目	相關股份數目	權益總額	
Mr. Chen Ying-Chieh 陳英杰先生	Personal interest and interest of controlled corporation 個人權益及受控公司之權益	147,740,920 (L) (Note 1) (附註一)	14,000,000 (L) (Note 2) (附註二)	161,740,920	9.81
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	Personal interest and interest of controlled corporation 個人權益及受控公司之權益	176,508,895 (L) (Note 3) (附註三)	-	176,508,895	10.70

(L) – Long position
好倉

Notes:

- Mr. Chen Ying-Chieh has beneficial interest in 147,740,920 shares of the Company through Pushkin Holding Limited, a company incorporated in the British Virgin Islands, in which Mr. Chen Ying-Chieh holds one-third of the equity interest.
- These interests represented the interests in underlying shares of the Company in respect of share options granted to the director.
- Mr. Chen Tommy Yi-Hsun has beneficial interest in 174,908,895 shares of the Company through Top Glory Assets Limited, a company incorporated in the British Virgin Islands, in which Mr. Chen Tommy Yi-Hsun holds one-half of the equity interest.

Save as disclosed above and the "Share Option Scheme" section, as at 30 June 2016, none of the directors or chief executive of the Company, nor any of their associates (including their spouses and children under 18 years of age), had any interests in, had been granted, or exercised, any rights to subscribe for the shares of the Company, its specified undertakings and its other associated corporations required to be disclosed pursuant to the SFO.

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

補充資料

董事及主要行政人員於本公司或其指明企業或任何其他相聯法團之股份、相關股份及債券中之權益及淡倉

於二零一六年六月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條之規定存置之登記冊所記錄，本公司各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份及相關股份中之權益及淡倉，或根據上市發行人董事進行證券交易之標準守則（「標準守則」）已知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

附註：

- 陳英杰先生透過Pushkin Holding Limited擁有本公司147,740,920股股份之實益權益。Pushkin Holding Limited乃於英屬處女群島註冊成立之公司，由陳英杰先生持有三分之一股權。
- 該等權益指授予董事之購股權所涉及之本公司相關股份之權益。
- 陳怡勳先生透過Top Glory Assets Limited擁有本公司174,908,895股股份之實益權益。Top Glory Assets Limited乃於英屬處女群島註冊成立之公司，由陳怡勳先生持有一半股權。

除上文及「購股權計劃」一節所披露者外，於二零一六年六月三十日，各董事或主要行政人員或彼等之任何聯繫人士（包括彼等之配偶及18歲以下之子女）概無擁有或獲授或行使可認購本公司、其指明企業及其他相聯法團之股份之任何權利而須根據證券及期貨條例作出披露。

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



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

The register of substantial shareholders required to be kept under Section 336 of Part XV of the SFO shows that as at 30 June 2016, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital.

主要股東於股份及相關股份之權益及淡倉

根據證券及期貨條例第XV部第336條之規定而須存置之主要股東登記冊所示，於二零一六年六月三十日，本公司已獲知會下列主要股東權益及淡倉（即佔本公司已發行股本5%或以上）。

Name of shareholders	Capacity	Number of shares	Approximate % of total issued shares 約佔已發行股份總額百分比
股東名稱	身份	股份數目	
Lucky Earn International Limited	Beneficial interests 實益權益	400,719,995 (L) (Note 1) (附註一)	24.30
Top Glory Assets Limited	Beneficial interests 實益權益	174,908,895 (L) (Note 2) (附註二)	10.61
Ms. Chen Jennifer Yi-Chen 陳怡臻女士	Interests of controlled corporation 受控公司之權益	174,908,895 (L) (Note 2) (附註二)	10.61
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	Interests of controlled corporation and personal interest 受控公司之權益及個人權益	176,508,895 (L) (Note 2) (附註二)	10.70
Pushkin Holding Limited	Beneficial interests 實益權益	147,740,920 (L) (Note 3) (附註三)	8.96
Mr. Chen Ying-Che 陳英哲先生	Interests of controlled corporation 受控公司之權益	147,740,920 (L) (Note 3) (附註三)	8.96
Mr. Chen Ying-Tien 陳英典先生	Interests of controlled corporation 受控公司之權益	147,740,920 (L) (Note 3) (附註三)	8.96
Mr. Chen Ying-Chieh 陳英杰先生	Interests of controlled corporation and personal interest 受控公司之權益及個人權益	161,740,920 (L) (Note 3) (附註三)	9.81
Wellington Management Group LLP	Investment manager 投資經理	148,257,390 (L)	8.99

(L) – Long position
好倉



Notes:

1. Mr. Chang Chih-Kai, the Chief Executive Officer and an executive director of the Company, and Mr. Chang Chih-Chiao, an executive director of the Company, and their two sisters have beneficial interests of 26%, 26% and 24% each, respectively, in Lucky Earn International Limited, a company incorporated in the British Virgin Islands.
2. Mr. Chen Tommy Yi-Hsun, an executive director of the Company, and Ms. Chen Jennifer Yi-Chen have beneficial interests of 50% each in Top Glory Assets Limited, a company incorporated in the British Virgin Islands. By virtue of the SFO, they are deemed to be interested in 174,908,895 shares of the Company held by Top Glory Assets Limited.
3. Mr. Chen Ying-Chieh, the Chairman and a non-executive director of the Company, and his two brothers, Mr. Chen Ying-Che and Mr. Chen Ying-Tien, each has one-third of the beneficial interests in Pushkin Holding Limited. By virtue of the SFO, they are deemed to be interested in 147,740,920 shares of the Company held by Pushkin Holding Limited.

Save as disclosed above, as at 30 June 2016, the Company had not been notified by any person (other than directors and chief executives of the Company) of any interest and short position in the shares and underlying shares which were required to be recorded in the register kept under Section 336 of the SFO.

SHARE OPTION SCHEME

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

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

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

附註：

- 一、本公司之行政總裁及執行董事張智凱先生及執行董事張智喬先生，與彼等兩名姊妹分別擁有在英屬處女群島註冊成立之Lucky Earn International Limited 26%、26%及各24%之實益權益。
- 二、陳怡勳先生，本公司之執行董事，及陳怡臻女士各自實益擁有在英屬處女群島註冊成立之Top Glory Assets Limited 50%權益。根據證券及期貨條例，彼等被視為在Top Glory Assets Limited所持有之174,908,895股本公司股份中擁有權益。
- 三、本公司之主席及非執行董事陳英杰先生及彼之兩名兄弟陳英哲先生及陳英典先生各自實益擁有Pushkin Holding Limited三分之一的實益權益。根據證券及期貨條例，彼等被視為在Pushkin Holding Limited所持有之147,740,920股本公司股份中擁有權益。

除上文所披露者外，於二零一六年六月三十日，本公司並不知悉有任何人士（本公司董事及主要行政人員除外）於股份及相關股份中擁有任何須記錄於根據證券及期貨條例第336條存置之登記冊內之權益及淡倉。

購股權計劃

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

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

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



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

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

The exercise price of the share options is determinable by the board of directors and must not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (c) the nominal value of the shares.

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

Any option may be exercised in accordance with the terms of the share option scheme at any time during a period as determined by the board of directors, which must not be more than 10 years from the date of grant.

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

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

根據新計劃及本公司任何其他購股權計劃，於任何12個月期間可向每名合資格參與者發行之股份總數不得超過本公司於授出日期已發行股份之1%，除非已取得股東批准。向本公司董事、主要行政人員或主要股東或彼等任何聯繫人士授出之購股權，須事先獲得獨立非執行董事批准。向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出超過本公司於任何12個月期間已發行股份之0.1%或總價值超過5百萬港元之購股權，須事先獲本公司股東批准。

購股權之行使價由董事會釐定及不得低於下列最高者：

- (a) 股份於授出日期在聯交所每日報價表所示之收市價；
- (b) 股份在緊接授出日期前五個營業日在聯交所每日報價表所示之平均收市價；及
- (c) 股份面值。

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

購股權可根據購股權計劃之條款，按董事會所釐定期間內的任何時間行使，惟有關期間不可超過授出日期起計十年。

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。



The total number of shares available for issue under the New Scheme is 112,724,238 which is approximately 6.84% of the issued share capital of the Company as at the date of this interim report.

新計劃下可供發行之股份總數量為112,724,238股，佔本公司於本中期報告日期已發行股本約6.84%。

During the six months ended 30 June 2016, no share options were granted, cancelled, lapsed or exercised under the share option scheme.

於截至二零一六年六月三十日止六個月內，概無購股權根據購股權計劃授出、註銷、失效或行使。

Details of movements of share options granted under the share option scheme for the six months ended 30 June 2016 were as follows:

於截至二零一六年六月三十日止六個月，根據購股權計劃授出之購股權之變動詳情如下：

Grantees	Date of grant	Exercise price per share	Outstanding at 1 January 2016 and 30 June 2016	Exercisable period
承授人	授出日期 (yyyy/mm/dd) (年/月/日)	每股行使價 HK\$ 港元	於二零一六年一月一日及 二零一六年六月三十日 尚未行使	行使期間 (yyyy/mm/dd) (年/月/日)
(i) <i>Non-executive director</i> 非執行董事				
Mr. Chen Ying-Chieh 陳英杰先生	2010/01/27	6.19	12,000,000	2011/01/27 – 2020/01/26 (Note 1) (附註一)
	2014/01/21	4.50	2,000,000	2016/01/21 – 2024/01/20 (Note 2) (附註二)
(ii) <i>Consultants</i> 顧問				
Mr. Chen Hsien Min (an associate of Mr. Chen Tommy Yi-Hsun) 陳賢民先生 (陳怡勳先生之聯繫人士)	2010/01/27	6.19	8,400,000	2011/01/27 – 2020/01/26 (Note 3) (附註三)
In aggregate 合計	2014/01/21	4.50	1,000,000	2015/01/21 – 2024/01/20 (Note 4) (附註四)
(iii) <i>Employees</i> 僱員				
In aggregate 合計	2010/01/27	6.19	4,995,000	2011/01/27 – 2020/01/26 (Note 5) (附註五)
In aggregate 合計	2010/07/22	7.61	300,000	2011/04/01 – 2020/07/21 (Note 6) (附註六)
In aggregate 合計	2011/10/28	8.30	300,000	2012/10/28 – 2021/10/27 (Note 7) (附註七)
In aggregate 合計	2012/01/11	8.27	700,000	2013/01/11 – 2022/01/10 (Note 7) (附註七)
In aggregate 合計	2012/03/20	10.132	2,600,000	2013/03/20 – 2022/03/19 (Note 5) (附註五)
In aggregate 合計	2014/01/21	4.50	1,820,000	2016/01/21 – 2024/01/20 (Note 2) (附註二)
In aggregate 合計	2014/01/21	4.50	340,000	2017/01/21 – 2024/01/20 (Note 8) (附註八)
			34,455,000	



Notes:

1. 15% of the share options shall vest on each of the five anniversary dates of the date of grant and 25% of the share options shall vest, subject to certain performance targets determined by the board of directors of the Company, on the fifth anniversary of the date of grant.
2. 100% of the share options shall vest after two years from the date of grant.
3. 15% of the share options shall vest on each of the four anniversary dates of the date of grant and 40% of the share options shall vest on the fifth anniversary date of the date of grant.
4. 100% of the share options shall vest after one year from the date of grant.
5. 20% of the share options shall vest on each of the five anniversary dates of the date of grant.
6. One-third of the share options shall vest on each anniversary with the first tranche starting on 1 April 2011.
7. One-third of the share options shall vest on each of the three anniversary dates of the date of grant.
8. 100% of the share options shall vest after three years from the date of grant.

SHARE APPRECIATION RIGHTS PLAN

The Group implemented a share appreciation rights plan (the “SAR Plan”) to motivate and award the directors, employees, advisers, consultants, agents, suppliers, customers, distributors and such other persons of the Company and the Group at the discretion of the board of directors for their contribution or potential contribution to the Group.

Under the SAR Plan, share appreciation rights (“SARs”) are granted in units with each unit representing one ordinary share of the Company. No share will be issued under the SAR Plan. The eligible recipients who are granted with such incentive do not actually hold the shares, and do not have any rights as the shareholders such as voting rights or rights to dividends. Therefore, this does not affect the total number of the shares of the Company outstanding and will not result in any dilution effect on the shares of the Company.

Upon exercise of the SARs, the eligible recipients will receive, subject to any applicable tax, a cash payment amount equal to the product of the number of SARs exercised and the difference between the exercise price and market price of the Company’s shares at the date of exercise. The Company recognises compensation expense of the SARs over the applicable vesting period.

附註：

- 一、購股權由授出日期起計五個週年日每年歸屬15%，其餘25%須待本公司董事會將予釐定之若干表現目標達成後於授出日期起計第五個週年日歸屬。
- 二、購股權由授出日期起計兩年後歸屬100%。
- 三、購股權由授出日期起計四個週年日每年歸屬15%，其餘40%於授出日期起計第五個週年日歸屬。
- 四、購股權由授出日期起計一年後歸屬100%。
- 五、購股權由授出日期起計五個週年日每年歸屬20%。
- 六、購股權由二零一一年四月一日起計每個週年日每年歸屬三分之一。
- 七、購股權由授出日期起計三個週年日每年歸屬三分之一。
- 八、購股權由授出日期起計三年後歸屬100%。

股份增值權計劃

本集團實施股份增值權計劃（「股份增值權計劃」），由董事會酌情決定按本公司及本集團之董事、僱員、諮詢人、顧問、代理、供應商、客戶、分銷商及有關其他人士對本集團之貢獻或潛在貢獻，鼓勵及獎勵該等人士。

根據股份增值權計劃，股份增值權（「股份增值權」）乃多份授出，而每份代表本公司一股普通股股份。概無股份將根據股份增值權計劃發行。合資格人士在授予此獎勵時並無實質持有股份，及不能擁有跟股東相同之權益，如投票權或收取股息之權利。因此，這對本公司現時股份總數並無影響及對本公司股份沒有攤薄作用。

於行使股份增值權後，合資格收款人將收到相等於所行使股份增值權數目乘以行使價與本公司股份於行使當日之市價之差額之現金款項（須繳納任何適用稅項）。本公司於適用歸屬期間確認股份增值權之補償開支。



Under the SAR Plan, the exercise price of the SAR shall be determined by the board of directors and must not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant;
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant; and
- (c) the nominal value of the shares.

The SARs granted pursuant to the SAR Plan is valid for 10 years from the date of grant and upon the expiry of which all unexercised SARs shall automatically lapse.

Under the terms of the grant, the outstanding SARs are subject to a vesting period of one to three years from the date of grant. The exercise price is from HK\$4.50 to HK\$6.19 per unit.

During the six months ended 30 June 2016, no SARs (2015: Nil) were granted, cancelled or exercised under the SAR Plan.

Details of movements of SARs granted under the SAR plan for the six months ended 30 June 2016 were as follows:

股份增值權計劃下，股份增值權之行使價由董事會釐定及不得低於下列最高者：

- (a) 股份於授出日期在聯交所每日報價表所示之收市價；
- (b) 股份在緊接授出日期前五個營業日在聯交所每日報價表所示之平均收市價；及
- (c) 股份面值。

根據股份增值權計劃，授予之股份增值權由授出日期起計，有效期為十年，並於有效期屆滿後所有尚未行使之股份增值權將自動失效。

根據授出條款，尚未行使之股份增值權須符合由授出日期起計一至三年之歸屬期，其行使價為每份4.50港元至6.19港元。

於截至二零一六年六月三十日止六個月內，概無(二零一五年：無)股份增值權根據股份增值權計劃授出、註銷或行使。

於截至二零一六年六月三十日止六個月內，根據股份增值權計劃授出之股份增值權之變動詳情如下：

Grantees	Outstanding at 1 January 2016 於二零一六年 一月一日 尚未行使	Lapsed during the period 期內失效	Outstanding at 30 June 2016 於二零一六年 六月三十日 尚未行使
(i) <i>Executive directors</i> 執行董事			
Mr. Chang Chih-Kai 張智凱先生	5,475,000	-	5,475,000
Mr. Chang Chih-Chiao 張智喬先生	4,725,000	-	4,725,000
Mr. Chen Tommy Yi-Hsun 陳怡勳先生	2,000,000	-	2,000,000
(ii) <i>Employees</i> 僱員			
In aggregate 合計	6,540,000	(270,000)	6,270,000
	18,740,000	(270,000)	18,470,000



PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

During the six months ended 30 June 2016, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's shares.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange. Following specific enquiry by the Company, all directors of the Company confirmed that they fully complied with the required standards as set out in the Model Code during the six months ended 30 June 2016.

CONNECTED TRANSACTIONS

During the six months ended 30 June 2016, the Group entered into transactions with Xuan Feng Cultural Media Co., Limited ("Xuan Feng") which constitute connected transactions under the Listing Rules. Particulars were previously disclosed in the announcement of the Company dated 11 March 2016.

On 11 March 2016, the Group entered into the "TV Programme Co-operation Agreement" with Zhejiang Television and Xuan Feng, and the "Co-investment Agreement" with Xuan Feng, pursuant to which the parties agreed to produce the "Lady Bees" television programme for broadcasting on Zhejiang TV Channel.

The aggregate amount in respect of the production, filming, promotion and other costs for the "Lady Bees" television programme was approximately RMB180,000,000 with the Group's contribution being 30% of the total investment amount of not exceeding RMB54,000,000 and Xuan Feng's contribution being 70% of the total investment amount of approximately RMB126,000,000. The Group will also receive a consideration of approximately RMB2,790,000 from Xuan Feng for the disposal of the Group's portion of derivative intellectual property rights to produce magazines, DVDs, CDs and computer games etc. of the "Lady Bees" television programme to Xuan Feng.

As at the date of these agreements, since Mr. Chen Ying-Chieh, the executive director and the Chief Executive Officer of the Company, indirectly controls more than 30% of the voting rights in Xuan Feng through intermediate holding companies, therefore, Xuan Feng is a connected person of the Company under the Listing Rules. Accordingly, each of the transactions with Xuan Feng constitutes a connected transaction for the Company under the Listing Rules.

As the applicable percentage ratios in respect of each of the transactions is more than 0.1% but less than 5%, each of the transactions is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

購買、出售或贖回公司股份

於截至二零一六年六月三十日止六個月內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何股份。

董事進行之證券交易

本公司已遵照聯交所證券上市規則（「上市規則」）附錄十所載之標準守則。經本公司作出具體查詢後，本公司全體董事均確認，彼等於截至二零一六年六月三十日止六個月內一直遵守標準守則所載規定準則。

關連交易

於截至二零一六年六月三十日止六個月內，本集團與莆田市炫鋒文化傳媒有限公司（「炫鋒」）進行交易，根據上市規則，此構成關連交易。詳細內容已於二零一六年三月十一日的本公司公告中披露。

於二零一六年三月十一日，本集團與浙江電視及炫鋒訂立「電視節目合作協議」，及與炫鋒訂立「合作投資協議」，據此各方同意製作《蜜蜂少女隊》電視節目，以供在浙江電視頻道播放。

《蜜蜂少女隊》電視節目之製作、拍攝、宣傳及其他費用總額為約180,000,000人民幣，當中本集團之出資額為總投資額的30%，但不多於54,000,000人民幣，而炫鋒之出資額為總投資額的70%（即約126,000,000人民幣）。本集團將從炫鋒收到約2,790,000人民幣，作為其向炫鋒出售部份製作《蜜蜂少女隊》電視節目之雜誌、DVD、CD及電腦遊戲等之衍生知識產權的代價。

於該等協議日期，本公司之執行董事兼行政總裁陳英杰先生透過中間控股公司，間接控制炫鋒多於30%之投票權。因此根據上市規則，炫鋒為本公司之關連人士。根據上市規則，每個與炫鋒之交易事項也構成本公司之關連交易。

由於每個交易事項所適用的百分比率均超過0.1%但低於5%，因此根據上市規則第十四A章，每個交易事項須遵守申報及公告規定，但獲豁免遵守獨立股東批准的規定。



CHANGES IN DIRECTORS' INFORMATION

Changes in the directors' details since the date of the Annual Report 2015 of the Company and up to the date of release of the interim results of the Company which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, are set out below:

1. With effect from 16 April 2016, Mr. Chen Ying-Chieh has resigned from his position as Chief Executive Officer and has been re-designated to a non-executive director of the Company.
2. With effect from 16 April 2016, Mr. Chang Chih-Kai has been appointed as the Chief Executive Officer of the Company and a member of the Nomination Committee.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

Throughout the six months ended 30 June 2016, the Company complied with all code provisions set out in the Corporate Governance Code in Appendix 14 to the Listing Rules except for the deviations from code provisions A.2.1 and A.6.7 which are explained below.

Code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. Mr. Chen Ying-Chieh, who acted as the Chairman and the Chief Executive Officer of the Company, has resigned from the position of Chief Executive Officer and Mr. Chang Chih-Kai, the executive director of the Company, has been appointed as the Chief Executive Officer with effect from 16 April 2016. The Company has thus complied with this code provision A.2.1 since 16 April 2016.

During the period, the Company held an annual general meeting (the "AGM") on 25 May 2016. Due to unavoidable business engagements, Mr. Huang Shun-Tsai, the independent non-executive director of the Company, was unable to attend the AGM. This was in deviations from code provision A.6.7.

董事資料更改

根據上市規則第13.51B(1)條之披露要求，自本公司二零一五年年報日期至本公司中期業績公佈日期，董事資料之更改載列如下：

- 一、自二零一六年四月十六日起，陳英杰先生已辭任其行政總裁職位，並調任為本公司之非執行董事。
- 二、自二零一六年四月十六日起，張智凱先生獲委任為本公司行政總裁及提名委員會成員。

遵守企業管治常規守則

截至二零一六年六月三十日止六個月內，除於下文說明偏離第A.2.1及第A.6.7條守則條文外，本公司一直遵守上市規則附錄十四所載企業管治守則的所有條文。

守則條文第A.2.1條列明主席及行政總裁的角色應有區分，並不應由一人同時擔任。自二零一六年四月十六日起，擔任本公司主席及行政總裁之陳英杰先生，已辭任行政總裁職位，而本公司執行董事張智凱先生則獲委任為本公司行政總裁。因此，自二零一六年四月十六日起本公司已遵守守則條文第A.2.1條規定。

期內，本公司於二零一六年五月二十五日召開股東週年大會（「股東週年大會」）。因業務纏身，本公司獨立非執行董事黃順財先生，無法出席股東週年大會，此乃偏離守則第A.6.7條規定。



AUDIT COMMITTEE

The Audit Committee, comprises three independent non-executive directors of the Company, namely Mr. Lee Ted Tak Tai, Mr. Huang Shun-Tsai and Mr. Kuo Jung-Cheng, has reviewed with management the accounting principles and practices adopted by the Group and discussed auditing, internal control, risk management and financial reporting matters. The Group's unaudited condensed consolidated interim financial information has been reviewed and approved by the Audit Committee, who is of the opinion that such financial information complies with the applicable accounting standards, the Listing Rules and all legal requirements, and that adequate disclosures have been made.

REMUNERATION COMMITTEE

The Remuneration Committee, comprises three independent non-executive directors of the Company, namely Mr. Kuo Jung-Cheng, Mr. Huang Shun-Tsai and Mr. Lee Ted Tak Tai and one non-executive director, namely Mr. Chen Ying-Chieh, is responsible for reviewing and evaluating the remuneration policies of the directors and the senior management and making recommendations to the board of directors from time to time.

NOMINATION COMMITTEE

The Nomination Committee, comprises three independent non-executive directors of the Company, namely Mr. Huang Shun-Tsai, Mr. Kuo Jung-Cheng and Mr. Lee Ted Tak Tai, one executive director, namely Mr. Chang Chih-Kai, and one non-executive director, namely Mr. Chen Ying-Chieh, is responsible for reviewing the structure, size and composition of the board of directors on a regular basis and make recommendations to the board of directors regarding any proposed changes.

審核委員會

審核委員會由本公司三名獨立非執行董事李德泰先生、黃順財先生及郭榮振先生組成，審核委員會已與管理層審閱本集團採納之會計原則及慣例，並商討有關審計、內部監控、風險管理及財務報告事宜。本集團之未經審核簡明綜合中期財務資料已由審核委員會審閱及批准，審核委員會認為有關財務資料已遵從適用之會計準則、上市規則及所有法例規定，並已作充分披露。

薪酬委員會

薪酬委員會由本公司三名獨立非執行董事郭榮振先生、黃順財先生及李德泰先生，以及一名非執行董事陳英杰先生組成。薪酬委員會之職責為不時檢討及評估董事及高級管理人員之薪酬政策並向董事會提供意見。

提名委員會

提名委員會由本公司三名獨立非執行董事黃順財先生、郭榮振先生及李德泰先生，一名執行董事張智凱先生，以及一名非執行董事陳英杰先生組成。提名委員會之職責包括定期檢討董事會之架構、規模及組合，以及就任何建議變動向董事會提供意見。





DAPHNE INTERNATIONAL HOLDINGS LIMITED

達芙妮國際控股有限公司

www.daphneholdings.com