

C. banner International Holdings Limited

千百度國際控股有限公司

Stock Code 股份代號 : 1028

11  
ANNUAL REPORT  
年 度 報 告



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# CORPORATE INFORMATION

公司資料



## BOARD OF DIRECTORS

### Executive Directors

Mr. Chen Yixi (Chairman)  
Mr. Li Wei (Chief Executive Officer)  
Mr. Zhao Wei  
Mr. Huo Li  
Mr. Xu Tingyu (Chief Financial Officer)

### Non-executive Director

Mr. Miao Bingwen

### Independent non-executive Directors

Mr. Kwong Wai Sun Wilson  
Mr. Xu Chengming  
Mr. Li Xindan

## AUTHORISED REPRESENTATIVES

Mr. Huo Li  
Ms. Mok Ming Wai

## AUDIT COMMITTEE

Mr. Kwong Wai Sun Wilson (Chairman)  
Mr. Miao Bingwen (appointed on 22 March 2012)  
Mr. Xu Chengming  
Mr. Li Xindan

## REMUNERATION COMMITTEE

Mr. Li Xindan (Chairman)  
Mr. Miao Bingwen (appointed on 22 March 2012)  
Mr. Kwong Wai Sun Wilson  
Mr. Xu Chengming

## NOMINATION COMMITTEE

Mr. Chen Yixi (Chairman) (appointed on 22 March 2012)  
Mr. Kwong Wai Sun Wilson  
Mr. Xu Chengming  
Mr. Li Xindan

## COMPANY SECRETARY

Ms. Mok Ming Wai

## 董事會

### 執行董事：

陳奕熙先生(主席)  
李偉先生(首席執行官)  
趙偉先生  
霍力先生  
徐庭裕先生(首席財務官)

### 非執行董事：

繆炳文先生

### 獨立非執行董事：

鄺偉信先生  
許承明先生  
李心丹先生

## 授權代表

霍力先生  
莫明慧女士

## 審核委員會

鄺偉信先生(主席)  
繆炳文先生(於2012年3月22日獲委任)  
許承明先生  
李心丹先生

## 薪酬委員會

李心丹先生(主席)  
繆炳文先生(於2012年3月22日獲委任)  
鄺偉信先生  
許承明先生

## 提名委員會

陳奕熙先生(主席)(於2012年3月22日獲委任)  
鄺偉信先生  
許承明先生  
李心丹先生

## 公司秘書

莫明慧女士

CORPORATE INFORMATION  
公司資料

**REGISTERED OFFICE**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

**註冊辦事處**

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

**PRINCIPAL PLACE OF BUSINESS IN  
HONG KONG**

8th Floor, Gloucester Tower, The Landmark  
15 Queen's Road Central, Hong Kong

**香港主要營業地點**

香港皇后大道中15號置地廣場告羅士打大廈8樓

**STOCK CODE**

1028

**股份代號**

1028

**COMPANY WEBSITE**

[www.cbanner.com.cn](http://www.cbanner.com.cn)

**網址**

[www.cbanner.com.cn](http://www.cbanner.com.cn)

**COMPLIANCE ADVISOR**

First Shanghai Capital Limited

**合規顧問**

第一上海融資有限公司

**LEGAL ADVISER**

Sidley Austin  
Level 39  
Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

**法律顧問**

盛德律師事務所  
香港中環  
金融街8號  
國際金融中心二期39樓

**AUDITORS**

Deloitte Touche Tohmatsu  
Certified Public Accountants

**核數師**

德勤•關黃陳方會計師行  
執業會計師

## SHARE REGISTRARS

### Principal Share Registrar and Share Transfer Agent

Appleby Management (Bermuda) Ltd.  
Argyle House  
41a Cedar Avenue  
Hamilton HM12 Bermuda

### Hong Kong Branch Share Registrar and Transfer Office

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

## PRINCIPAL BANKERS

Agricultural Bank of China, Nanjing Xinjiekou sub-branch  
DBS (Bank) Ltd., Hong Kong Branch  
China Merchants Bank, Nanjing Chengxi sub-branch  
Bank of China, Nanjing Economic Development Zone sub-branch

## 股份過戶處

### 股份登記總處及股份過戶代理

Appleby Management (Bermuda) Ltd.  
Argyle House  
41a Cedar Avenue  
Hamilton HM12 Bermuda

### 香港股份過戶登記分處

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

## 主要往來銀行

中國農業銀行南京市新街口支行  
星展銀行有限公司香港分行  
中國招商銀行南京市城西支行  
中國銀行南京市高新技術開發區支行





# FINANCIAL HIGHLIGHTS

## 財務摘要

The board (the “Board”) of directors (the “Directors”) of C.banner International Holdings Limited (formerly known as Hongguo International Holdings Limited) (the “Company”) is pleased to announce the audited consolidated results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2011 together with the comparative figures for the year ended 31 December 2010 as follows:

千百度國際控股有限公司(前稱鴻國國際控股有限公司)(「本公司」)董事(「董事」)會(「董事會」)欣然宣布本公司及其附屬公司(「本集團」)截至2011年12月31日止年度之經審核綜合業績與截至2010年12月31日止年度的比較數字如下：

		Year ended 31 December 截至12月31日止年度	
		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Revenue	收益	2,043,696	1,574,963
Gross profit	毛利	1,298,261	972,292
Operating profit	經營利潤	405,377	239,705
Income tax expenses	所得稅開支	(115,199)	(67,643)
Net profit attributable to equity holders of the Company	本公司權益持有人應佔純利	290,178	169,855
		%	%
Gross profit margin	毛利率	63.5	61.7
Operating profit margin	經營利潤率	19.8	15.2
Net profit margin	淨利潤率	14.2	10.8
		RMB cents 人民幣分	RMB cents 人民幣分
Earnings per share – Basic	每股盈利 – 基本	16.28	9.99
		31 December 2011 2011年12月31日 RMB'000 人民幣千元	31 December 2010 2010年12月31日 RMB'000 人民幣千元
Balance of cash and bank deposits	現金結餘及銀行存款	503,997	161,409
Bank loans	銀行貸款	0	0
		%	%
Liquidity ratio	流動資金比率	479.7	236.9
Gearing ratio	資產負債比率	0.9	3.4
		Days 日數	Days 日數
Average inventory turnover period	平均存貨周轉期	238.0	206.1
Average receivables turnover period	平均應收款項周轉期	37.8	41.1
Average payable turnover period	平均應付款項周轉期	81.1	99.7

Note: Liquidity ratio = current assets/current liabilities; gearing ratio = notes payable and bank loans/total assets

備註：流動資產比率 = 流動資產 / 流動負債；負債資產率 = 應付票據及銀行貸款 / 資產總額

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## CHAIRMAN'S STATEMENT

主席報告

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**Chen Yixi**  
陳奕熙  
*Chairman*  
主席

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“Capture market opportunities and focus on  
mid-to-premium footwear market.”

「抓緊商機，放眼中高檔鞋履市場。」

Dear Shareholders,

On behalf of the Board, I am pleased to present the annual report of the Company for the year ended 31 December 2011 (the “year under review”) to our shareholders.

In 2011, the global economy experienced volatile swings and tittered on the brink of recession as the impact of the sovereignty debt crisis in Europe and the downgrade of the US’ credit rating dampened the global economic outlook. The restrictive policies imposed by the Mainland Government to combat inflationary pressures also resulted in a slowdown in the growth of China’s retail sector.

While this slowdown did have some effect on the Group’s performance, especially during the fourth quarter, the Group is still extremely well positioned to capture China’s transition to a consumption-led economy, particularly the rapidly-growing market for middle-to-high end footwear.

For the year ended 31 December 2011, the Group recorded total revenue from continuing operations of RMB2,043.7 million, representing a growth of 29.8% over the same period last year. Profit attributable to owners of the company amounted to RMB290.2 million, representing an increase of 70.8% over the same period last year, achieving remarkable results and generating satisfactory returns for the shareholders.

本人代表董事會欣然向股東提呈本公司截至2011年12月31日止年度(「回顧年度」)之年報。

於2011年，全球經濟大幅波動，並處於衰退邊緣，原因為受到歐洲主權國家債務危機之衝擊及美國信貸評級下調令全球經濟前景不明朗。內地政府實施的限制政策打擊通脹，令中國零售業務增長放緩。

經濟放緩對本集團之表現帶來不少影響，尤其在第四季度。本集團同時亦準備就緒，抓緊中國經濟轉型至消費主導經濟所帶來的商機，尤其是增長迅速的中高檔鞋履市場。

截至2011年12月31日止年度，本集團錄得持續業務之總收益為人民幣2,043.7百萬元，較去年同期增長29.8%。本公司擁有人應佔溢利為人民幣290.2百萬元，較去年同期增加70.8%，取得卓越成績之餘，亦為股東帶來豐厚回報。

## CHAIRMAN'S STATEMENT

### 主席報告

We remained focused throughout the year on expanding our network of proprietary retail stores, as well as third-party outlets, in order to maintain and expand our leading position as one of the largest retailers of mid-to-premium women's footwear in China. With effective expansion, the Group increased a net 339 proprietary outlets during the year, operating a total of 1,311 proprietary outlets as of 31 December 2011, while adding an additional 120 third-party outlets to a total of 437 for the year. The Group operated a total of 1,748 stores as of 31 December 2011. Our self-developed *C.banner* and *EBLAN* brands continued to lead this expansion, with our products now available in over 31 provinces, municipalities and autonomous regions across China. To further increase our distribution in China's rapidly-growing footwear market, the Group introduced two new footwear brands, *FABIOLA* and *sundance*, in 2011. The uptake for both these brands has been strong in which the Group is already operating 97 *sundance* self-owned stores as of the end of the year, despite the brand having only been launched in August 2011. *FABIOLA*, which targets China's high-end footwear market, is now available in some of the Group's *C.banner* retail outlets.

In the coming year, the Group will focus on brand building, expand existing sales channels, develop new internet sales channels and capacity expansions in order to maintain the Group's growth momentum and create long-term value for shareholders.

To facilitate these expansion plans, the Group has been successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited (The "Hong Kong Stock Exchange") in September 2011. With the provision of sufficient capital, the listing has built a strong base of enthusiastic international investors keen to tap one of the world's fastest growing consumer markets. The listing has also succeeded in introducing our retail brands, particularly *C.banner*, to a global investor base.

As part of these efforts, the name of the Company has been changed to *C.banner International Holdings Limited* with effect from 8 February 2012.

年內，我們繼續專注於擴大自營零售店舖網絡以及第三方零售店舖，以維持及擴大作為中國中高檔女裝鞋履最大零售商之一的龍頭地位。在有效擴充下，本集團年內淨增加339間自營零售店舖，截至2011年12月31日，經營合共1,311間自營零售店舖，並於年內增設120間第三方零售店舖至合共437間。截至2011年12月31日，本集團經營合共1,748間店舖。我們的自家品牌*千百度*及*伊伴*繼續進行擴充，產品銷售現時遍佈中國逾31個省、市及自治區。為進一步擴大在增長迅速的中國鞋履市場之分銷網絡，本集團於2011年引入兩個新鞋履品牌*范歐納*及*太陽舞*。兩個品牌均升勢強勁，*太陽舞*品牌雖然僅於2011年8月推出市場，但於年底時已營運97間*太陽舞*自營店舖。目標鎖定中國高檔鞋履市場的*范歐納*，產品現時於本集團部份*千百度*零售店內有售。

本集團於明年將專注於打造品牌、擴大現有銷售渠道、開闢新互聯網銷售渠道及擴大產能，以維持本集團之增長動力，並為股東創造長遠價值。

為配合有關擴充計劃，本集團於2011年9月成功在香港聯合交易所有限公司（「香港聯交所」）主板上市。憑藉充裕資本，上市可為本集團建立擁有活躍國際投資者的強大基礎，意味著可涉足全球增長最快的消費市場之一。上市亦成功將我們的零售品牌（特別是*千百度*）帶入全球投資者層面。

除上述措施外，本公司名稱已更改為*千百度國際控股有限公司*，自2012年2月8日起生效。

CHAIRMAN'S STATEMENT  
主席報告

Looking forward, the Group expects the shift of China's economic growth from exports and investment to domestic demand will continue to provide an excellent environment for the Group, especially as inflationary pressures ease along with the Government's containment policies. At the same time, the Group will continue to pay close attention to short-term domestic and international uncertainties and will adjust the Group's strategies and operations as required.

On behalf of the Board, I would like to express my sincere thanks to our management, staff and business partners for their dedication and unwavering support during this landmark year for the Group. I would also like to thank our shareholders for placing their trust in us during our first year as a listed company of the Group. Leveraging on the experienced management team, the Group will strive to further develop in new business streams in the coming year, creating larger returns for our shareholders.

**CHEN Yixi**  
*Chairman*

PRC, 22 March 2012

展望將來，本集團預期中國經濟增長由出口及投資轉移至國內需求，將繼續為本集團提供理想營商環境，特別是通脹壓力隨著政府實施壓抑通脹政策後得以舒緩。與此同時，本集團將繼續密切留意短期國內外不明朗因素，並調整所需策略及營運模式。

本人謹代表董事會向管理層、員工及業務夥伴就其於本集團轉捩年內作出之寶貴貢獻及鼎力支持致以衷心感謝。此外，本人亦感謝股東在本集團成為上市公司首年內對我們投下信任一票。憑藉經驗豐富的管理團隊，本集團將竭盡所能，於未來一年進一步開拓新業務範疇，務求為股東帶來更豐盛回報。

此致

列位股東

**陳奕熙**  
*主席*

中國，2012年3月22日

## REPORT OF THE DIRECTORS

### 董事會報告

The Board is pleased to present its report together with the audited consolidated financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2011.

## REORGANIZATION AND GLOBAL OFFERING

The Company was incorporated in Bermuda on 26 April 2002 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (the “Companies Act”). The Company underwent a reorganization in preparation for the listing of its shares on the Main Board of the Hong Kong Stock Exchange. Details of the reorganization are set out in the section headed “Reorganization” in the Company’s prospectus dated 12 September 2011 (the “Prospectus”). The Company’s shares were listed on the Hong Kong Stock Exchange (the “Listing”) on 23 September 2011.

## CHANGE OF COMPANY NAME

Pursuant to a special resolution passed by the shareholders on 1 February 2012, the name of the Company was changed from “Hongguo International Holdings Limited” to “C.banner International Holdings Limited” and has adopted the Chinese name of “千百度國際控股有限公司” as the secondary name of the Company in place of “鴻國國際控股有限公司” which was used for identification purpose only.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in note 42 to the consolidated financial statements.

## RESULTS

The results of the Group for the year ended 31 December 2011 are set out in the consolidated statement of comprehensive income on page 55 of this annual report.

## FINAL DIVIDENDS

The Board has declared a final dividend of RMB0.043 per share for the year ended 31 December 2011. Subject to the approval at the forthcoming annual general meeting of the Company, the final dividend will be payable on or around end of July 2012 to the shareholders of the Company whose name appear on the register of members of the Company as on 26 June 2012.

董事會欣然呈列其報告連同本公司及其附屬公司（「本集團」）截至2011年12月31日止年度之經審核綜合財務報表。

## 重組及全球發售

本公司於2002年4月26日在百慕達註冊成立，為百慕達1981年公司法（「公司法」）項下獲豁免有限公司。本公司就其股份於香港聯交所主板上市而進行重組。重組詳情載於本公司日期為2011年9月12日之售股章程（「售股章程」）內「重組」一節。本公司之股份於2011年9月23日在香港聯交所上市（「上市」）。

## 更改公司名稱

根據股東於2012年2月1日通過的特別決議案，本公司名稱由「Hongguo International Holdings Limited」更改為「C.banner International Holdings Limited」，並採納中文名稱「千百度國際控股有限公司」為本公司第二名稱，以取代「鴻國國際控股有限公司（僅供識別用途）」。

## 主要業務

本公司主要業務為投資控股，而其附屬公司之主要業務載於綜合財務報表附註42。

## 業績

本集團截至2011年12月31日止年度之業績載於本年報第55頁之綜合全面收益表。

## 末期股息

董事會宣派截至2011年12月31日止年度之末期股息每股人民幣0.043元。待於本公司應屆股東週年大會上批准後，末期股息將於2012年7月底或前後向於2012年6月26日名列本公司股東名冊之本公司股東派付。

**CLOSURE OF THE REGISTER OF MEMBERS**

The register of members of the Company will be closed from 12 June 2012 to 15 June 2012, both days inclusive, in order to determine the identity of the shareholders who are entitled to attend the forthcoming annual general meeting to be held on 15 June 2012. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on 11 June 2012.

The register of members of the Company will also be closed from 21 June 2012 to 26 June 2012, both days inclusive, in order to determine the entitlement of the shareholders to the final dividend. All transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on 20 June 2012.

**USE OF NET PROCEEDS FROM LISTING**

The net proceeds from the Listing (after deducting underwriting fees and related expenses) amounted to approximately RMB535.7 million, which are intended to be applied in accordance with the allocation set out in the Prospectus. As of the date of this report, the Company intends to use approximately 40% of the net proceeds for expansion of the retail network, approximately 25% for expansion and maintenance of the production facilities as well as construction of offices and warehousing facilities, approximately 20% for selective acquisition of footwear businesses, approximately 10% for repayment of bank loan and approximately 5% for expansion of the online sales through the internet.

**MAJOR CUSTOMERS AND SUPPLIERS**

For the year ended 31 December 2011, the Group's five largest suppliers accounted for 25.2% (2010: 34.0%) of the Group's total purchases and the Group's largest supplier accounted for 9.3% (2010: 16.0%) of the Group's total purchases.

For the year ended 31 December 2011, the Group's sale to its five largest customers accounted for 11.7% (2010: 13.4%) of the Group's total sale and the Group's largest customer accounted for 6.4% (2010: 5.5%) of the Group's total sale.

**暫停辦理股份過戶手續**

本公司的股份過戶登記處將於2012年6月12日至2012年6月15日(包括首尾兩日)暫停辦理股份過戶手續，為釐定有權出席於2012年6月15日舉行之應屆股東週年大會之股東身分。所有過戶文件連同有關股票證書，須不遲於2012年6月11日下午4時30分前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

本公司的股份過戶登記處將於2012年6月21日至2012年6月26日(包括首尾兩日)暫停辦理股份過戶手續，為釐定合資格領取末期股息之股東。所有過戶文件連同有關股票證書，須不遲於2012年6月20日下午4時30分前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716號舖。

**上市之所得款項淨額用途**

上市之所得款項淨額(扣除包銷費用及相關開支後)約為人民幣535.7百萬元，擬根據售股章程所載之分配方式應用。於本報告日期，本公司擬將所得款項淨額約40%用作擴展零售網絡，約25%用作擴充及維護生產設施以及興建辦公室及倉儲設施，約20%用作甄選收購鞋履業務，約10%用作償還銀行貸款及約5%用作擴充在互聯網的網上銷售。

**主要客戶及供應商**

截至2011年12月31日止年度，本集團五大供應商佔本集團購買總額之25.2%(2010年：34.0%)，而本集團最大供應商佔本集團購買總額之9.3%(2010年：16.0%)。

截至2011年12月31日止年度，本集團向其五大客戶之銷售佔本集團銷售總額之11.7%(2010年：13.4%)，而本集團最大客戶佔本集團銷售總額之6.4%(2010年：5.5%)。

## REPORT OF THE DIRECTORS

董事會報告

None of the Directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers and suppliers during the year ended 31 December 2011.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year ended 31 December 2011 are set out in note 15 to the consolidated financial statements.

## SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and share options of the Company during the year are set out in note 32 and note 34 to the consolidated financial statements.

## RESERVES

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

As at 31 December 2011, the Company's reserves available for distribution amounted to approximately RMB569.2 million (as at 31 December 2010: RMB177 million).

## DIRECTORS

The Directors during the period and up to the date of this report were:

### Executive Directors:

Mr. Chen Yixi (*Chairman*)

Mr. Li Wei (*Chief Executive Officer*)

Mr. Zhao Wei

Mr. Huo Li

Mr. Xu Tingyu (*Chief Financial Officer*)

### Non-executive Director:

Mr. Miao Bingwen

### Independent non-executive Directors:

Mr. Kwong Wai Sun Wilson (appointed on 26 August 2011)

Mr. Xu Chengming (appointed on 26 August 2011)

Mr. Li Xindan (appointed on 26 August 2011)

截至2011年12月31日止年度，本公司董事或任何彼等之聯繫人士或任何股東（據董事所深知持有本公司已發行股本5%以上）概無於本集團五大客戶及供應商中擁有任何權益。

## 物業、廠房及設備

本集團截至2011年12月31日止年度之物業、廠房及設備之變動詳情載於綜合財務報表附註15。

## 股本及購股權

本公司年內股本及購股權變動詳情載於綜合財務報表附註32及附註34。

## 儲備

本集團年內儲備變動詳情載於綜合權益變動表。

截至2011年12月31日，本公司可供分派儲備約為人民幣569.2百萬元（截至2010年12月31日：人民幣177百萬元）。

## 董事

期內及直至本報告日期之董事為：

### 執行董事：

陳奕熙先生 (*主席*)

李偉先生 (*首席執行官*)

趙偉先生

霍力先生

徐庭裕先生 (*首席財務官*)

### 非執行董事：

繆炳文先生

### 獨立非執行董事：

鄺偉信先生 (於2011年8月26日獲委任)

許承明先生 (於2011年8月26日獲委任)

李心丹先生 (於2011年8月26日獲委任)



In accordance with Bye-law 99 of the Company's Bye-laws, Mr. Huo Li and Mr. Miao Bingwen will retire by rotation at the forthcoming annual general meeting and, being eligible, had offered themselves for re-election as Directors of the Company.

In accordance with Bye-law 102(B) of the Company's Bye-laws, Mr. Kwong Wai Sun Wilson, Mr. Xu Chengming and Mr. Li Xindan who were newly appointed by the Board on 26 August 2011, will also retire from office and had offered themselves for re-election as Directors of the Company.

## BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 48 to 52 of this annual report.

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules") from each of the independent non-executive Directors and the Company considers such Directors to be independent.

## DIRECTORS' SERVICE CONTRACTS AND LETTER OF APPOINTMENTS

Each of the executive Directors has entered into a service agreement with the Company for a term of one year commencing from 26 August 2011. Each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year commencing from 26 August 2011.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

## DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No Director had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party subsisting during or at the end of the year ended 31 December 2011.

根據本公司細則第99條，霍力先生及繆炳文先生將於應屆股東週年大會上輪值退任，且合資格並願意重選連任為本公司董事。

根據本公司細則第102(B)條，許承明先生、李心丹先生及鄺偉信先生(於2011年8月26日獲董事會委任)亦將退任，並願意重選連任為本公司董事。

## 董事會及高級管理層

本集團董事及高級管理層之履歷詳情載於本年報第48至52頁。

## 確定獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據香港聯交所證券上市規則(「上市規則」)第3.13條發出之年度獨立性確認書，本公司認為該等董事均屬獨立。

## 董事服務合約及委任函

各執行董事已與本公司訂立服務合約，自2011年8月26日起為期一年。各非執行董事及獨立非執行董事已與本公司訂立委任函，自2011年8月26日起為期一年。

董事並無訂立任何於一年內倘本集團終止則須作出賠償(法定賠償除外)之服務合約。

## 董事之重大合約權益

董事並無直接或間接於截至2011年12月31日止年度期間或結束時存在之本公司或任何其附屬公司涉及本集團業務之任何重大合約中擁有重大權益。

REPORT OF THE DIRECTORS  
董事會報告

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2011.

### EMOLUMENT POLICY

A remuneration committee was set up for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance of the Directors and senior management and comparable market practices.

The Company has adopted a share option scheme as incentive to eligible employees, details of the scheme are set out in the section headed "Share Option Scheme" below.

### REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five highest paid individuals are set out in note 12 to the consolidated financial statements.

### 管理合約

截至2011年12月31日止年度，並無訂立或已有涉及本公司整體業務或業務任何重大部分之管理及行政之合約。

### 薪酬政策

薪酬委員會已告成立，以審閱本集團之薪酬政策及本集團全體董事及高級管理層之薪酬結構，當中考慮到本集團之經營業績、董事及高級管理層之個別表現以及可比較市場慣例。

本公司已採納購股權計劃，作為對合資格僱員之獎勵，有關計劃詳情載於下文「購股權計劃」一節。

### 董事及五名最高薪人士之酬金

董事及五名最高薪人士之酬金詳情載於綜合財務報表附註12。

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31 December 2011, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) (i) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO), or (ii) which were required, pursuant to section 352 of the SFO, to be entered into the register maintained by the Company, or (iii) which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) were as follows:

**董事及主要行政人員於股份、相關股份及債權證中之權益及淡倉**

截至2011年12月31日，董事及本公司主要行政人員於本公司或其任何相關法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有(i)證券及期貨條例第XV部第7及8分部須知會本公司及香港聯交所的權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或被視為擁有的任何權益或淡倉）或(ii)根據證券及期貨條例第352條記錄於本公司須存置的登記冊內的權益及淡倉，或(iii)根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯交所的權益及淡倉如下：

Name of Director	Nature of interest	Total number of shares/underlying shares held 所持股份／ 相關股份總數	Approximate percentage of interest in the Company 佔本公司權益 概約百分比
董事姓名	權益性質		
Mr. Chen Yixi (Note 1) 陳奕熙先生（附註1）	Interest in a controlled corporation 受控制法團權益	731,770,000 (long position) (好倉)	36.59%
Mr. Li Wei (Note 2) 李偉先生（附註2）	Interest in a controlled corporation 受控制法團權益	400,180,000 (long position) (好倉)	20.01%
Mr. Miao Bingwen (Note 3) 繆炳文先生（附註3）	Interest in a controlled corporation 受控制法團權益	368,050,000 (long position) (好倉)	18.40%

## Notes:

- Mr. Chen Yixi is the beneficial owner of all the issued share capital of High Score Holdings Limited which holds 731,770,000 shares in the Company.
- Mr. Li Wei is the beneficial owner of all the issued share capital of Media Value Holdings Limited which holds 400,180,000 shares in the Company.
- Mr. Miao Bingwen is the beneficial owner of all the issued share capital of Sure Manage Investments Limited which holds 368,050,000 shares in the Company.

## 附註：

- 陳奕熙先生為High Score Holdings Limited全部已發行股本之實益擁有人，持有本公司731,770,000股股份。
- 李偉先生為Media Value Holdings Limited全部已發行股本之實益擁有人，持有本公司400,180,000股股份。
- 繆炳文先生為Sure Manage Investments Limited全部已發行股本之實益擁有人，持有本公司368,050,000股股份。

## REPORT OF THE DIRECTORS

### 董事會報告

Save as disclosed above, and as at 31 December 2011, none of the Directors or chief executive of the Company had any interests or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, no time during the year ended 31 December 2011 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the Directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

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

As at 31 December 2011, to the best knowledge of the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares or underlying shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

除上文披露者外，於2011年12月31日，董事或本公司主要行政人員概無於本公司或任何其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8條須知會本公司及香港聯交所之權益或淡倉，或根據證券及期貨條例第352部須予置存之登記冊內之權益或淡倉，或根據標準守則須予知會本公司及香港聯交所之權益或淡倉。

### 董事認購股份或債權證的權利

除本年報所披露者外，於截至2011年12月31日止年度任何時間概無任何以收購本公司股份或債權證方式獲得利益的權利授予董事或彼等各自的配偶或或未滿18歲子女、或彼等有權行使有關權利；或本公司及其任何附屬公司概不為任何令董事或彼等各自的配偶或未滿18歲子女獲得任何實體法團有關權利安排的訂約方。

### 主要股東於股份及相關股份中的權益及淡倉

截至2011年12月31日，據董事所深知，以下人士(董事或本公司主要行政人員除外)於股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須予知會本公司的權益或淡倉，或根據證券及期貨條例第336條須記錄於該條文所指本公司登記冊內的權益或淡倉如下：

Name of shareholder	Nature of interest	Total number of shares/underlying shares held 所持股份／ 相關股份總數	Approximate percentage of interest in the Company 佔本公司權益 概約百分比
股東姓名／名稱	權益性質		
High Score Holdings Limited	Beneficial owner 實益擁有人	731,770,000 (long position) (好倉)	36.59%
Media Value Holdings Limited	Beneficial owner 實益擁有人	400,180,000 (long position) (好倉)	20.01%
Sure Manage Investments Limited	Beneficial owner 實益擁有人	368,050,000 (long position) (好倉)	18.40%

Save as disclosed above, and as at 31 December 2011, the Directors were not aware of any persons (who were not Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

## CONNECTED TRANSACTIONS

Details of the related party transactions of the Group for the year ended 31 December 2011 are set out in note 38 to the notes to the consolidated financial statements. The Directors of the Company (including our independent executive Directors) believe that the related party transactions set out in the note 38 to the notes to the consolidated financial statements are carried out in the ordinary course of business and on normal commercial terms.

During the year under review, save for the lease agreement between the Group and Hongguo Industry Group Corporation which is an associate of certain Directors of the Company, no other transaction listed in note 38 to the notes to the consolidated financial statements constituted connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules. The transaction under the above lease agreement is exempt from the relevant reporting, annual review, announcement and independent shareholders' approval requirements under the Listing Rules.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the period from the date of Listing to 31 December 2011, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

除上文披露者外，截至2011年12月31日，董事概不知悉任何人士（並非董事或本公司主要行政人員）於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須予披露的權益或淡倉，或根據證券及期貨條例第336條須記錄於該條文所指本公司登記冊內的權益或淡倉。

## 關連交易

本集團截至2011年12月31日止年的關聯交易詳情載於綜合財務報表附註的附註38。本公司董事（包括獨立非執行董事）認為，綜合財務報表附註的附註38所載的關聯交易乃為日常經營業務，並按一般商業條款訂立。

於回顧年度，除本集團與本公司若干董事之聯營公司鴻國實業集團有限公司訂立之租賃協議外，於綜合財務報表附註之附註38列示之其他交易均無構成上市規則第14A章項下關連交易或持續關連交易。上述租賃協議項下交易獲豁免遵守上市規則項下相關申報、年度審閱、公布及獨立股東批准之規定。

## 購買、出售或贖回上市證券

自上市日期起至2011年12月31日止期間，本公司或其任何附屬公司並無購買、出售或贖回本公司之上市證券。

## REPORT OF THE DIRECTORS 董事會報告

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws or the laws of Bermuda, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### NON-COMPETITION UNDERTAKING

As disclosed in the Prospectus, each of Mr. Chen Yixi, Mr. Li Wei, Mr. Miao Bingwen, High Score Holdings Limited, Media Value Holdings Limited and Sure Manage Investments Limited (the "Controlling Shareholders") has executed a deed of non-competition through which they have irrevocably and unconditionally warranted and undertaken to the Company not to, directly or indirectly engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business in competition with or likely to be in competition with the business of design, manufacture and sale of footwear and other businesses as conducted by the Group; or take any action which constitutes an interference with or a disruption to the business activities of the Group including, but not limited to, solicitation of customers, suppliers or personnel of the Group.

The Controlling Shareholders have confirmed to the Company of their compliance with the deed of non-competition for disclosure in this annual report.

### SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 26 August 2011 which has become effective upon the Company's Listing on 23 September 2011.

The purpose of the Share Option Scheme is to attract and retain or otherwise maintain on-going business relationship with the eligible persons whose contributions are or will be beneficial to the long-term growth of the Group; and to motivate the eligible persons to optimize their performance efficiency for the benefit of the Group.

Since the effective date of the Share Option Scheme, no share options had been granted, exercised or cancelled by the Company under the Share Option Scheme during the year under review and there was no outstanding share option under the Share Option Scheme.

### POST BALANCE SHEET EVENTS

The material post balance sheet events are disclosed in note 41 to the audited consolidated financial statements in this annual report.

### 優先權

本公司細則或百慕達(本公司註冊成立所在司法權區)法律項下並無提供優先權,令本公司可按現有股東股權比例發售新股份。

### 不競爭承諾

誠如售股章程所述,陳奕熙先生、李偉先生、繆炳文先生、High Score Holdings Limited、Media Value Holdings Limited及Sure Manage Investments Limited(「控股股東」)執行不競爭契據,當中彼等不可撤回地及無條件地向本公司保證及承諾,不會直接或間接從事、參與任何與設計、製造及銷售鞋履業務以及本集團從事之其他業務構成或可能構成競爭之任何業務,或於其中持有任何權利或權益,或向其提供任何服務或以其他形式參與有關業務;或採取對本集團業務活動構成干涉或阻礙之行動,包括但不限於招攬本集團客戶、供應商及員工。

控股股東已向本公司確認彼等已遵守本年報所披露之不競爭契據。

### 購股權計劃

本公司於2011年8月26日採納購股權計劃(「購股權計劃」),自本公司於2011年9月23日上市起生效。

購股權計劃旨在吸引或挽留現時或將會對本集團長遠增長利益有所貢獻之合資格人士,或以其他方式與有關人士維繫持續業務關係;及鼓勵合資格人士為本集團之利益發揮最佳表現及效率。

自購股權計劃生效日期起,本公司根據購股權計劃於回顧年度並無授出、行使或註銷任何購股權,亦無購股權計劃項下之購股權尚未行使。

### 結算日後事項

結算日後重大事項於本年報經審核綜合財務報表附註41披露。

## AUDIT COMMITTEE

The Audit Committee had reviewed together with the management and external auditors the accounting principles and policies adopted by the Group and the audited consolidated financial statements for the year.

## CODE OF CONDUCT REGARDING DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard set out in Appendix 10 — Model Code for Securities Transactions by Directors of Listed Issuers under the Listing Rules. Specific enquiry has been made of all the Directors and the Directors have confirmed that they had complied with such code of conduct during the period from the date of Listing to 31 December 2011.

## CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 40 to 47 of this annual report.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and to the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public at all times during the period from the date of Listing to 31 December 2011.

## AUDITORS

Deloitte Touche Tohmatsu has acted as auditors of the Company for the year ended 31 December 2011.

Deloitte Touche Tohmatsu shall retire in the forthcoming annual general meeting and, being eligible, will offer themselves for re-appointment. A resolution for the re-appointment of Deloitte Touche Tohmatsu as auditors of the Company will be proposed at the forthcoming annual general meeting.

On behalf of the Board

**Mr. Chen Yixi**  
*Chairman*

PRC, 22 March 2012

## 審核委員會

審核委員會連同管理層及外部核數師已審閱本集團採納之會計原則及政策以及年內經審核綜合財務報表。

## 董事進行證券交易的操守守則

本公司已採納董事進行證券交易的操守守則，其條款不遜於上市規則項下上市發行人董事進行的標準守則附錄十一標準守則所載的規定標準。經向全體董事作出特定查詢後，董事均確認彼等於自上市日期起至2011年12月31日止期間已遵守有關操守守則。

## 企業管治

本公司承諾維持高水平企業管治常規。有關本公司所採納企業管治常規的資料載於本年報第40至47頁之企業管治報告。

## 公眾持股量的充足性

根據本公司可公開獲得的資料及就董事所知，自上市日期起至2011年12月31日止期間所有時間，本公司已發行股本總額的最少25%由公眾人士持有。

## 核數師

德勤•關黃陳方會計師行出任本公司截至2011年12月31日止年度之核數師。

德勤•關黃陳方會計師行將於下屆股東週年大會退任，並合資格及願意重獲聘任。重新聘任德勤•關黃陳方會計師行為本公司核數師之決議案將於下屆股東週年大會上提呈。

代表董事會

*主席*  
**陳奕熙先生**

中國，2012年3月22日

## MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

THE GROUP'S SELF-DEVELOPED BRANDS ARE C.BANNER AND EBLAN. IN THE FIRST HALF OF 2011, THE GROUP'S ANOTHER SELF-DEVELOPED BRAND FABIOLA WAS AVAILABLE IN SOME OF THE GROUP'S PROPRIETARY C.BANNER STORES AND SELF-DEVELOPED BRAND SUNDANCE WAS LANUCHED IN AUGUST 2011. THE GROUP ALSO SELLS WOMEN FOOTWEAR THROUGH A LICENSED BRAND CALLED NATURALIZER.

本集團自有品牌為千百度及伊伴，在2011年上半年在部分「千百度」自營零售店舖銷售另一自有品牌「范歐納」，並於2011年8月推出自有品牌「太陽舞」。

本集團也透過授權品牌「娜然」銷售女鞋。





MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析



## C.banner 千百度

“C.banner” is our first self-developed brand. “C.banner” is positioned to provide middle-to-high end fashion, business and business casual women footwear.

「千百度」是我們自行開發的第一個品牌。  
「千百度」定位於提供中高檔的時尚、商務及商務休閒女鞋。



 EBLAN 伊伴

EBLAN, our second self-developed brand, is comparatively more youthful, colorful and energetic in its designs.

我們自行開發的第二個品牌「伊伴」設計更年輕、更鮮豔，更具活力。

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析



# FABIOLA

We launched our third self-developed brand. FABIOLA offers a range of premium fashion, business and business casual footwear especially for ladies.

我們推出的第三個自行開發品牌，  
「范歐納」專為女性提供一系列高檔時尚、商務及商務休閒女鞋。




**sundance**  
太阳舞

The casual style of “sundance” is a perfect match with young ladies.

「太陽舞」的外觀最為休閒，符合年輕客戶的形象。

MANAGEMENT DISCUSSION AND ANALYSIS  
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 naturalizer

Our licensed brand “naturalizer” is one of the renowned brands of comfort casual footwear in the US. Brown Shoe, the brand licensor, has granted us the sale franchise in China.

我們的授權品牌「娜然」是美國知名的舒適休閒鞋品之一。  
其品牌持有人 Brown Shoe 已授予本公司其中國特許經營牌照。



## Expand our sales network and optimize brand portfolio

### 拓展銷售網絡 優化品牌組合

#### BUSINESS REVIEW

The Group primarily focuses on the design, production and sales of mid-to-premium women footwear in China. According to the Euromonitor Report, the Group was the second largest retailer of mid-to-premium formal and casual women shoes in China in terms of the estimated retail sales for the year ended 31 December 2010. The Group's self-developed brands and licensed brands products are mainly distributed through the department store outlets in first-to-third-tier cities in China. The Group also wholesales its self-developed brand products to authorised distributors.

Furthermore, the Group also acts as the OEM or ODM manufacturer for international footwear companies in overseas export markets. The Group has established a vertically integrated business model which includes the design and development, sourcing, manufacturing, marketing, and wholesaling and retailing of footwear.

The Group's self-developed brands are *C.banner*, *EBLAN*, *FABIOLA* and *sundance*. The Group also sells women footwear through a licensed brand called *naturalizer*.

#### 業務概覽

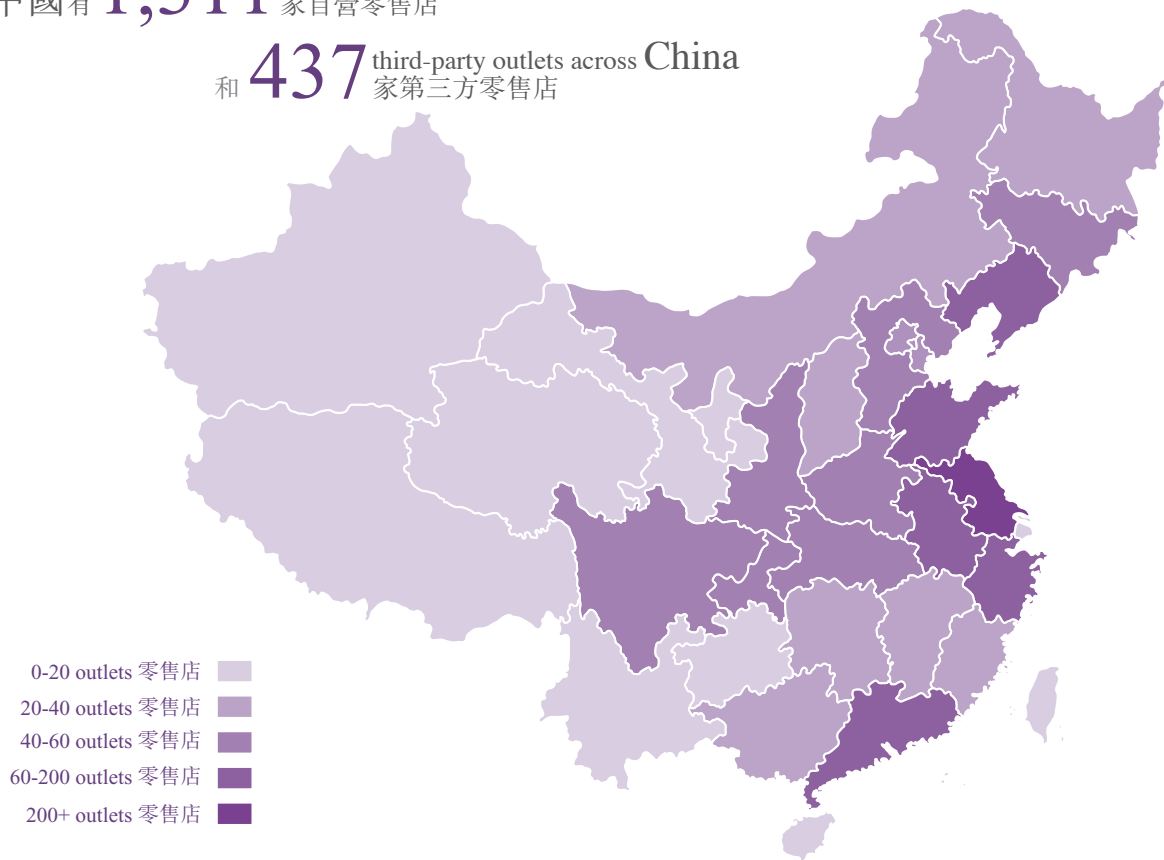
本集團主要在中國從事中高檔女裝鞋設計、生產及銷售，根據Euromonitor的報告，按照截至2010年12月31日止年度的估計零售收入計算，本集團為中國第二大中高檔女士正裝及休閒鞋履零售商。本集團透過主要在中國一二三線城市的百貨公司零售店舖及獨立零售店舖出售自有產品及特許品牌產品，本集團也向特許分銷商批發自有產品。

此外，本集團也以OEM或ODM的方式為國際鞋業公司生產產品出口海外。本集團已建立垂直整合的業務模式，包括設計與開發、外包、製造、市場推廣、批發及零售產品。

本集團自有品牌為千百度、伊伴、范歐納及太陽舞。本集團也透過授權品牌娜然銷售女裝鞋。

MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

全中國有 **1,311** proprietary outlets and  
家自營零售店  
和 **437** third-party outlets across China  
家第三方零售店



During the year under review, the Group has sought to maximize shareholder value through the following initiatives:

**Expanding retail and distribution networks and same-store sales growth**

The Group continued to open more proprietary retail outlets in department stores and expand its wholesale network in 2011 in order to maximize revenue and market share, as well as further infiltrate its reach among China's growing number of mid-to-upper-class consumers.

The Group also focused on increasing same-store sales growth throughout the year under review, in order to provide shareholders with maximum returns on the Group's current assets. During the year under review, the Group achieved same-store sales growth of 14.6%, as it sought to improve customer experience by refurbishing and improving the layout of stores. The Group also continued to promote its VIP program attached to its self-developed footwear brands in order to encourage repeat purchases and improve customer loyalty.

In 2011, the Group opened 339 proprietary retail outlets and 120 third-party outlets and continued to maintain a strong presence in over 31 provinces, municipalities and autonomous regions across China.

於回顧年度，本集團透過以下方式務求令股東價值達至最高：

**擴大零售及分銷網絡以及同店同比銷售額增長**

本集團於2011年繼續於百貨公司開設更多自營店舖及擴大其批發網絡，以將收益及市場份額達致最高，以及進一步打入中國日益增長的中高檔消費市場。

本集團於回顧年度內亦集中推動同店同比銷售額增長，務求在本集團現有資產中為股東帶來最高回報。於回顧年度，本集團之同店同比銷售額增長達14.6%，原因為希望透過粉飾及改善店舖裝潢，令客戶享有更佳的購物經驗。本集團亦繼續於自有鞋履品牌內推廣尊貴客戶計劃，以鼓勵多次購物及提升客戶忠誠度。

於2011年，本集團已開設339間自營零售店舖及120間第三方零售店舖，繼續紮根中國逾31個省、市及自治區。



MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

The following table shows the geographic distribution of proprietary and third-party outlets:

下表顯示自營零售店舖及第三方零售店舖之地區分布：

Distribution Regions 分銷地區		C.banner 千百度		EBLAN 伊伴		naturalizer 娜然	sundance 太陽舞		Total 總計
		Proprietary outlets	Third-party outlets	Proprietary outlets	Third-party outlets	Proprietary outlets	Proprietary outlets	Third-party outlets	
		自營零售 店舖	第三方 零售店舖	自營零售 店舖	第三方 零售店舖	自營零售 店舖	自營零售 店舖	第三方 零售店舖	
Northeast	東北地區	85	24	62	23	9	20	–	223
Beijing	北京地區	40	10	15	6	3	2	–	76
Tianjin	天津地區	70	75	43	25	11	16	–	240
Northwest	西北地區	56	55	36	18	2	6	–	173
Central China	華中地區	44	27	20	8	1	10	1	111
Eastern China	華東地區	130	46	100	27	19	23	1	346
Zhejiang	浙江地區	72	19	38	–	12	5	–	146
Shanghai	上海地區	56	–	24	–	5	2	–	87
Southwest	西南地區	86	26	34	6	1	7	1	161
Southern China	華南地區	96	29	40	9	4	6	1	185
Total	總計	735	311	412	122	67	97	4	1,748

Notes:

附註：

- |  |  |
|--|--|
| <p>(1) Northeast region includes Jilin province, Liaoning province and Heilongjiang province;</p> <p>(2) Beijing region includes Beijing, Inner Mongolia Autonomous Region, Zhangjiakou city and Qinhuangdao city in Hebei province;</p> <p>(3) Tianjin region includes Tianjin, Shandong province and Hebei province (except Zhangjiakou city and Qinhuangdao city);</p> <p>(4) Northwest region includes Shanxi province, Shaanxi province, Qinghai province, Gansu province, Henan province, Xinjiang Autonomous Region and Ningxia Autonomous Region;</p> <p>(5) Central China region includes Hunan province and Hubei province;</p> <p>(6) Eastern China region includes Jiangsu province (except Wuxi city and Suzhou city), Anhui province and Jiangxi province;</p> <p>(7) Zhejiang region includes Zhejiang province and Wuxi city and Suzhou city in Jiangsu province;</p> <p>(8) Shanghai region includes Shanghai;</p> <p>(9) Southwest region includes Sichuan province, Guizhou province, Yunnan province, Chongqing city and Tibet Autonomous Region; and</p> <p>(10) Southern China region includes Guangdong province, Hainan province, Guangxi Autonomous Region and Fujian province.</p> | <p>(1) 東北地區包括吉林省、遼寧省及黑龍江省；</p> <p>(2) 北京地區包括北京及內蒙古自治區、河北省的張家口市及秦皇島市；</p> <p>(3) 天津地區包括天津、山東省及河北省（河北省的張家口市及秦皇島市除外）；</p> <p>(4) 西北地區包括山西省、陝西省、青海省、甘肅省、河南省、新疆及寧夏自治區；</p> <p>(5) 華中地區包括湖南省及湖北省；</p> <p>(6) 華東地區包括江蘇省（無錫市及蘇州市除外）、安徽省及江西省；</p> <p>(7) 浙江地區包括浙江省以及江蘇省的無錫市及蘇州市；</p> <p>(8) 上海地區包括上海；</p> <p>(9) 西南地區包括四川省、貴州省、雲南省、重慶市及西藏自治區；及</p> <p>(10) 華南地區包括廣東省、海南省、廣西自治區及福建省。</p> |
|--|--|

## MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

### Introduction of new brands

The Group introduced two new brands in 2011 in order to diversify its product offering, expand its reach to new markets and broaden its customer base. In the first half of the year, the Group has launched *FABIOLA*, a range of premium fashion, business and business casual footwear. Retailing at between RMB1,000 and RMB3,000 per pair, the range targets women aged between 25 and 39 and are now available in some of the Group's proprietary *C.banner* stores.

*sundance*, a new range of mid-to-high-end casual footwear targeting women aged 18 to 35, was launched in August 2011. Shoes from this line retail from RMB400 to RMB2,200 per pair and are sold through their own retail outlets. Despite only operating during the last few months of the year, *sundance* has already elicited an extremely positive response from consumers, especially following the engagement of popular Chinese songstress Shang Wenjie (尚雯婕) to act as the brand's ambassador. The Group operated 97 *sundance* self-owned stores as of 31 December 2011.

### Research and design capabilities

The Group maintains a research and development centre in Foshan, Guangdong province, which employed 217 employees as of 31 December 2011. Each of our self-developed brands (*C.banner*, *EBLAN*, *FABIOLA* and *sundance*) have their own specialised team of brand directors, design managers and designers, ensuring that each brand maintains its own distinctive look and character.

The Group continued to upgrade the capabilities of its design teams throughout the year, by providing design training, as well as organising field studies in the domestic and international fashion markets, in order to keep designers abreast of the latest fashion trends and developments. This has enabled the Group to continue providing popular and distinctive footwear and maintain its strong position in the Chinese retail market.

### Effective cost-control through efficient and responsive business operations

The Group's vertically integrated business model equipped the Group with prompt response to the fast-changing market trends and consumer tastes, while ensuring that the sourcing and manufacturing of goods are conducted in the most efficient and cost-effective way.

### 引入新品牌

本集團於2011年引入兩個新品牌，務求令產品供應多元化、打入新市場及擴大其客戶基礎。於上半年，本集團推出高級時尚、商務及商務輕便鞋履品牌*范歐納*。零售價每對介乎人民幣1,000元至人民幣3,000元，目標客戶為年齡介乎25至39歲的女士，現於本集團自營品牌*千百度*的部分零售店有售。

目標客戶為年齡介乎18至35歲女士的中高檔休閒鞋履品牌*太陽舞*，已於2011年8月推出市場。此系列鞋履的零售價每對介乎人民幣400元至人民幣2,200元，於品牌自有零售店出售。儘管*太陽舞*年內經營期只有幾個月，但已深受客戶歡迎，尤其在邀請中國當紅女歌星尚雯婕擔任品牌大使後更受注目。截至2011年12月31日，本集團已有97間*太陽舞*自營零售店。

### 研究及設計能力

本集團於廣東省佛山市設有研發中心，截至2011年12月31日僱用217名僱員。本集團自有品牌(*千百度*、*伊伴*、*范歐納*及*太陽舞*)各自擁有包括品牌總監、設計經理及設計師的專業團隊，確保各品牌維持其獨特風格及特色。

年內，本集團透過提供設計培訓以及於國內及國際時裝市場進行實地考察，繼續提升其設計團隊的產能，旨在令設計師緊貼最新時尚趨勢及發展。此舉有助本集團不斷提供流行且特別的鞋履，並於中國零售市場穩佔一席位。

### 透過高效靈活的業務經營實施有效成本監控

本集團的垂直合併業務模式，令本集團對瞬息萬變的市場趨勢及客戶品味作出迅速回應，保證貨品以最具效率及成本效益的方式採購及製造。

Under this operational structure, the design and production teams of the Group worked together to develop products which are economical to produce, but do not sacrifice their appeal to China's fashion-conscious consumers. These teams also collaborate closely with the Group's marketing and sales teams to ensure that an appropriate amount of each product is produced to meet specific demand in each region, allowing the Group to minimise waste, achieve cost control and maintain its profitability during the year under review.

## FINANCIAL REVIEW

For the year ended 31 December 2011, the Group's total revenue from continuing operations rose 29.8% to RMB2,043.7 million compared to the same period of last year. Operating profit rose 69.1% to RMB405.4 million in the period under review. Profit attributable to owners of the Company increased 70.8% to RMB290.2 million compared to the same period of last year.

### Revenue

For the year ended 31 December 2011, the Group's total revenue from continuing operations rose 29.8% to RMB2,043.7 million, compared to RMB1,575.0 million in the same period of last year. The growth in revenue was attributable to the Group's aggressive retail outlet expansion strategy and increase in same-store sales. The Group added a net 339 proprietary outlets during the year, operating a total of 1,311 proprietary outlets as of 31 December 2011, while adding an additional 120 third-party outlets to a total of 437 for the year. The Group operated a total of 1,748 stores as of 31 December 2011.

The Group's revenue mix includes income from the retail and wholesale operations and contract manufacturing. Revenue distribution is as follows:

根據此經營結構，本集團設計及生產團隊合作發展產品可在生產時享有經濟效益，亦不會忽視具備時尚觸角的中國消費者的訴求。於回顧年度，有關團隊與本集團之營銷及銷售隊伍合作無間，確保各款項產品生產適當數量、切合各地特定需求、將本集團浪費減至最低，達致成本監控及維持盈利能力。

### 財務回顧

截至2011年12月31日止年度，本集團持續業務之總收益較去年同期上升29.8%至人民幣2,043.7百萬元。於回顧期間，經營利潤增加69.1%至人民幣405.4百萬元。本公司擁有人應佔溢利較去年同期增加70.8%至人民幣290.2百萬元。

### 收益

截至2011年12月31日止年度，本集團來自持續業務之總收益上升29.8%至人民幣2,043.7百萬元，去年同期則為人民幣1,575.0百萬元。收益增長歸因於本集團進取的零售店舖擴充策略及同店同比銷售額上升。本集團年內淨增加339間自營零售店舖，截至2011年12月31日，經營合共1,311間自營零售店舖，年內同時增設120間第三方零售店舖至合共437間。截至2011年12月31日，本集團經營合共1,748間店舖。

本集團之收益組合包括來自零售及批發業務以及合約生產之收入。收益分佈如下：

		For the year ended 31 December 截至12月31日止年度				
		2011 2011年		2010 2010年		
		RMB ('000)	% of Total Revenue 佔總收益 百分比	RMB ('000)	% of Total Revenue 佔總收益 百分比	% Growth 增長 百分比
		人民幣千元		人民幣千元		
Retail and Wholesaling	零售及批發	1,807,873	88.5	1,366,916	86.8	32.3
Contract Manufacturing	合約生產	235,823	11.5	208,047	13.2	13.4
<b>Total</b>	<b>總計</b>	<b>2,043,696</b>	<b>100.0</b>	<b>1,574,963</b>	<b>100.0</b>	<b>29.8</b>

## MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

### Profitability

For the year ended 31 December 2011, the Group's gross profit from continuing operations rose 33.5% to RMB1,298.3 million, an increase of RMB326.0 million compared to RMB972.3 million last year. As of 31 December 2011, the gross profit margin from continuing operations was 63.5%, an increase of 1.8 percentage points from 61.7% in the corresponding period of last year. The growth in gross profit was attributable to a stronger contribution from the retail and wholesaling of high-end shoes and effective cost control. Contribution from retail and wholesaling increased to 88.5% of overall revenue as of 31 December 2011, compared to 86.8% in 2010, while the percentage of contract manufacturing to total revenue declined to 11.5% compared to 13.2% in 2010.

For the year ended 31 December 2011, distribution and selling expenses for continuing operations reached RMB817.8 million, an increase of 25.2% compared to expenses of RMB653.0 million last year. Distribution and selling expenses mainly consisted of concessionaire fees, rental expenses, salaries and commissions of salespersons, renovation expenses for self-owned retail stores, advertising and marketing expenses. Distribution and selling expenses was equivalent to around 40.0% of total revenue, compared to 41.5% in the corresponding period of last year.

Administrative and general expenses for continuing operations over the year reached RMB74.4 million, a decrease of RMB10.4 million compared to the same period of last year. Administrative and general expenses mainly consisted of salaries and benefits for management and executives, rental payment for office premises, depreciation of office equipment and other related administrative expenses. Administrative and general expenses were equivalent to 3.6% of total revenue, compared to 5.4% in the same period of last year (which also included a one-off payment of a RMB7.5 million option fee).

Other income and expenses and other gains and losses from continuing operations over the year was a net of RMB2.9 million, a decline of RMB6.2 million compared to the same period of last year. This was mainly attributed to listing fees of RMB27.8 million that was only partially offset by RMB22.1 million increase in government subsidies.

### 盈利能力

截至2011年12月31日止年度，本集團來自持續業務之毛利增加33.5%至人民幣1,298.3百萬元，較去年之人民幣972.3百萬元增加人民幣326.0百萬元。截至2011年12月31日，來自持續業務之毛利率為63.5%，較去年同期之61.7%增加1.8個百分點。毛利增長乃由於高檔鞋履之零售及批發帶來較大貢獻及有效成本監控所致。截至2011年12月31日，來自零售及批發之貢獻佔總收益88.5%，2010年則佔86.8%，而合約生產佔總收益之百分比下滑至11.5%，2010年則為13.2%。

截至2011年12月31日止年度，持續業務之分銷及銷售開支達人民幣817.8百萬元，較去年的開支人民幣653.0百萬元增加25.2%。分銷及銷售開支主要包括商場特許費用、租金開支、銷售人員的薪金及佣金、自有零售店舖的裝修攤銷、廣告及促銷開支。分銷及銷售費用相等於總收益約40.0%，去年同期則為41.5%。

年內持續業務之行政及一般開支達人民幣74.4百萬元，較去年同期下跌人民幣10.4百萬元。行政及一般開支主要包括管理及行政人員的薪酬及福利、辦公物業租金、辦公室設備折舊開支及其他相關行政開支。行政及一般開支相等於總收益3.6%，去年同期為5.4%（包括人民幣7.5百萬元的一次過期權費用）。

年內持續業務其他收入及開支以及其他收益及虧損為人民幣2.9百萬元，較去年同期減少人民幣6.2百萬元，主要由於上市費用人民幣27.8百萬元，僅部分被政府補貼收入增加人民幣22.1百萬元所抵銷。

Finance costs for continuing operations over the year were RMB1.6 million, which were interest expenses from a USD9.8 million loan made on 9 March 2011 and repaid in September 2011. The RMB903,000 in finance costs incurred by the Group in 2010 included a RMB400,000 interest expense for a USD6.0 million loans repaid on 23 April 2010, and RMB500,000 in expenses for setting up Renminbi credit facilities.

Income tax expense for continuing operations over the year increased by RMB47.6 million or 70.4% to RMB115.2 million, compared to an expense of RMB67.6 million last year. The Group's effective income tax rate of continuing operations in 2011 was 28.4%, an increase of 0.2 percentage points compared to an effective tax rate of 28.2% last year. The increase was attributed to the one-off costs associated with the Company's listing in Hong Kong which is not tax deductible in China.

Profit attributable to owners of the company rose 70.8% to RMB290.2 million, an increase of RMB120.3 million compared to a profit of RMB169.9 million last year. Excluding the one-off option expense payment of RMB7.5 million in the administrative and general expenses during the first half of 2010, the actual growth rate was 63.6%.

#### Liquid Assets, Financial Resources and Capital Expenditure

As of 31 December 2011, the Group had bank balances and cash of RMB504.0 million, compared to RMB161.4 million at the end of last year.

Net cash generated from operating activities was RMB34.2 million, a decrease of RMB75.1 million compared to RMB109.3 million as of the end of last year. This fall is primarily attributed to an increase in inventory caused by establishing 339 new proprietary stores in 2011. The Group's new brand, *sundance*, which was launched in August, also contributed to the increase in inventory. The Group's inventory rose 36.9% from RMB410.3 million as at 31 December 2010 to RMB561.8 million as at 31 December 2011.

年內持續業務的財務費用人民幣1.6百萬元，為於2011年3月9日作出貸款9.8百萬美元之利息開支，並於2011年9月償還。本集團於2010年之財務費用為人民幣903,000元，包括於2010年4月23日償還的貸款6.0百萬美元之利息開支人民幣400,000元，以及清償人民幣信貸融資開支人民幣500,000元。

年內持續業務之所得稅開支增加人民幣47.6百萬元或70.4%至人民幣115.2百萬元，去年開支則為人民幣67.6百萬元。於2011年，本集團持續業務之實際所得稅率為28.4%，較去年之實際稅率28.2%增加0.2個百分點。實際稅率上升的主要原因是本公司在香港上市的相關一次過費用，並非在中國可扣除的稅項。

持續業務的本公司擁有人應佔溢利上升70.8%至人民幣290.2百萬元，較去年溢利人民幣169.9百萬元增加人民幣120.3百萬元。不包括於2010年上半年在行政及一般開支列賬的一次過期權開支付款人民幣7.5百萬元，實際增長率為63.6%。

#### 流動資產、財務資源及資本開支

截至2011年12月31日，本集團之銀行結餘及現金為人民幣504.0百萬元，去年年底則為人民幣161.4百萬元。

持續業務產生之現金淨額為人民幣34.2百萬元，較去年年底的人民幣109.3百萬元減少人民幣75.1百萬元，主要因為於2011年開設339間新自營零售店舖所產生之存貨增加。本集團的新品牌*太陽舞*已於八月推出市場，亦導致存貨有所增加。本集團之存貨由截至2010年12月31日之人民幣410.3百萬元增加至截至2011年12月31日之人民幣561.8百萬元，增幅36.9%。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

The Group recorded a net cash outflow of RMB162.9 million from investing activities, compared to a net inflow of RMB6.2 million for the same period of last year. The outflow primarily consisted of the purchase of premises, factories, equipment of RMB39.4 million, capital injection of RMB2.4 million to a joint venture and other short-term principal guaranteed investments of RMB142.6 million. The net outflow was partially offset by an interest income of RMB2.7 million and the maturity of RMB19.2 million in pledged bank deposits.

Net cash inflow from financing activities was RMB471.2 million, which mainly consisted of net proceeds of RMB564.8 million from the listing of the Company's shares, which was partially offset by share issuance expense of RMB29.1 million and dividend payments of RMB64.4 million. The net outflow from financing activities in 2010 was RMB232 million, which consisted of a repayment for short-term bank loans of RMB40.9 million and dividend payments of RMB191.6 million.

As of 31 December 2011, the net current assets of the Group were RMB1,206.2 million, compared to RMB476.1 million at the end of last year, an increase of 153.4% or RMB730.1 million.

#### Pledge of Asset

As of 31 December 2011, the Group's pledged bank deposit was RMB14.6 million, compared to RMB33.8 million at the end of the previous year. The decrease is attributed to a decline in the amount of notes payable.

#### Contingent Liabilities

The Group did not have any substantial or contingent liabilities as of 31 December 2011.

#### Foreign Exchange Risk Management

The Group's sales were mainly denominated in RMB, while transactions related to its contract manufacturing business was denominated in USD. As the contract manufacturing business accounted for only 11.5% of total sales as of 31 December 2011, the Board of Directors does not foresee exchange rate fluctuation as having a substantial impact on the Group's business. However, the Board will closely monitor the effects of exchange rates on the contract manufacturing business and mitigate the impact. For the year ended 31 December 2011, the Group recorded a RMB167,000 gain from currency exchange, compared to a RMB268,000 gain in the corresponding period of last year. The Group did not hold any derivative instruments for hedging against foreign exchange risk.

本集團錄得投資業務之現金流出淨額人民幣162.9百萬元，去年同期則出現淨流入人民幣6.2百萬元。現金流出主要包括購買物業、廠房及設備人民幣39.4百萬元、注資合營公司人民幣2.4百萬元及其他短期主要保證投資人民幣142.6百萬元。淨流出部分被利息收入人民幣2.7百萬元及已抵押銀行存款人民幣19.2百萬元到期所抵銷。

融資業務之現金流入淨額人民幣471.2百萬元，主要包括本公司股份上市之所得款項淨額人民幣564.8百萬元，部分被股份發行開支人民幣29.1百萬元及股息支付人民幣64.4百萬元所抵銷。於2010年，融資活動淨流出為人民幣232百萬元，包括償還短期銀行貸款人民幣40.9百萬元及股息支付人民幣191.6百萬元。

截至2011年12月31日，本集團之流動資產淨值為人民幣1,206.2百萬元，較去年年底的人民幣476.1百萬元增加153.4%或人民幣730.1百萬元。

#### 資產抵押

截至2011年12月31日，本集團之已抵押銀行存款為人民幣14.6百萬元，去年年底則為人民幣33.8百萬元。有關減少的原因為應付票據金額減少。

#### 或然負債

截至2011年12月31日，本集團並無任何重大或然負債。

#### 匯兌風險管理

本集團的銷售主要以人民幣計值，合約生產業務相關交易則以美元計值。由於截至2011年12月31日的合約生產業務僅佔銷售總額的11.5%，故董事會預計匯率波動不會對本集團業務構成重大影響。然而，董事會將密切留意合約生產業務之匯率影響以減輕所造成的打擊。截至2011年12月31日止年度，本集團錄得匯兌收益為人民幣167,000元，去年同期則為人民幣268,000元。本集團並無使用任何衍生工具用作對沖外匯風險。

**Capital Expenditures**

Capital expenditures for the whole year of 2011 were RMB40.2 million which was primarily related to the Group's investment activities. Payments for the acquisition of property, plants and equipment accounted for RMB39.4 million and payments for intangible assets accounted for RMB0.8 million.

**Human Resources**

As of 31 December 2011, the Group had 10,624 employees (31 December 2010: 8,886 employees). The Group provides its employees with competitive remuneration packages including mandatory pension funds, insurance and medical benefits. In addition, the Group pays discretionary bonuses to qualified employees according to the business performance and their individual work performance.

**Use of Proceeds**

Following the listing of the Company on the Hong Kong Stock Exchange on 23 September 2011 by issuing 300 million new shares under an offer price of HK\$2.3, total funds raised after deducting the underwriting commission was about RMB535.7 million. The application of the proceeds from the initial public offering by the Group followed the guidance as set out in the prospectus of the Company dated 12 September 2011. Proceeds were used as follows:

**資本開支**

2011年整年的資本開支為人民幣40.2百萬元，主要來自本集團之投資業務。就收購物業、廠房及設備支付的款項為人民幣39.4百萬元，就無形資產支付的款項則為人民幣0.8百萬元。

**人力資源**

截至2011年12月31日，本集團聘用合共10,624名員工(2010年12月31日：8,886名員工)。本集團為其員工提供具競爭力的薪酬組合，包括強制性退休基金、保險及醫療福利。此外，本集團亦會按業務表現及個別員工工作表現向合資格員工發放酌情花紅。

**所得款項用途**

本公司於2011年9月23日在香港聯交所上市按發售價2.3港元發行3億股新股後，扣除包銷佣金後所得資金總額約人民幣535.7百萬元。本集團根據本公司日期為2011年9月12日之售股章程所載指引使用首次公開發售所得款項。所得款項用途如下：

		<b>Use of Proceeds RMB (million)</b> 所得款項用途人民幣(百萬元)		
		<b>Available Funds</b> 可供使用資金	<b>Utilized Funds</b> 已動用資金	<b>Unutilized</b> 未動用
Expand retail network	擴大零售網絡	214.3	52.0	162.3
Expand and maintain production facilities, construction of office and storage facilities	擴大及保養生產設施、 興建辦公室及倉儲設施	133.9	13.5	120.4
Acquisition of footwear businesses	收購鞋履業務	107.1	—	107.1
Repaid short-term bank loans	償還短期銀行貸款	53.6	53.6	—
Expand online retail platform	擴大網上零售平台	26.8	—	26.8
<b>Total</b>	<b>合計</b>	<b>535.7</b>	<b>119.1</b>	<b>416.6</b>

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**Dividend**

The Board of Directors of the Company has declared a final dividend of RMB0.043 per share for the year ended 31 December 2011.

Subject to the approval at the forthcoming annual general meeting of the Company, the final dividend will be payable on or around end of July 2012 to the shareholders of the Company whose name appear on the register of members of the Company as on 26 June 2012.

**股息**

本公司董事會已宣派截至2011年12月31日止年度之末期股息每股人民幣0.043元。

待於本公司應屆股東週年大會上批准後，末期股息將於2012年7月底前後向於2012年6月26日名列本公司股東名冊之本公司股東派付。

Generate brand recognition and expand our market share

創造品牌價值 擴大市場份額

**Outlook**

Looking forward, the Group will continue in expanding its market share in the retailing of mid-to-premium lady footwear market in China by promoting a multi-brand strategy that focuses on the development of new brands, either through its own development or cooperation with other footwear retailers. By unique positioning of each brand and applying innovative promotional efforts, the Company intends to shape each brand's 'core DNA' to create value, enhance product mix and meet consumer demand across a wide range of market segments.

The Group will also continue to maintain growth by further expanding its retail outlets, with a goal of opening approximately 200 to 300 proprietary outlets and approximately 100 third-party outlets in 2012, as well as by increasing sales volume at each store. The Group will also exercise strict control over inventories in order to further improve inventory turnover.

The Group also plans to work with third-party providers to create an online platform to sell its products, allowing the Group to further increase inventory turnover and further create new streams of revenue.

To facilitate the continuously expanding retail network, the Group will further increase manufacturing capacity for its self-made brands by adding an additional 4 production lines to its Nanjing, Dongguan and Suining factories, to reach a total of 16 production lines by the end of 2012. This will increase the Group's manufacturing capacity to approximately 7.2 million pairs.

**前景**

展望將來，本集團將透過採取專注於開發新品牌(不論自家發展或與其他鞋履零售商合作)的多品牌策略，繼續擴大其於中國中高檔女裝鞋履零售市場的市場份額。憑藉各品牌之獨特定位及採取創新宣傳策略，本公司有意塑造各品牌的核心風格以創造價值，增加產品組合及迎合多個市場分部之消費者需求。

本集團將繼續透過增加其零售店維持增長，目標於2012年開設約200至300間自營零售店舖及約100間第三方零售店舖，以及於各店舖增加銷售量。此外，本集團將對存貨實施嚴格監控，以進一步改善存貨周轉率。

本集團亦計劃與第三方供應商合作，設立網上平台銷售產品，令本集團進一步提升存貨周轉率及開拓更多收益來源。

為協助持續擴大零售網絡，本集團將透過在南京、東莞及睢寧廠房新增4條生產線，進一步就其自家品牌提升產能，於2012年年底前達致合共16條生產線。此舉將本集團之產能提升至約7.2百萬對鞋履。



MANAGEMENT DISCUSSION AND ANALYSIS  
管理層討論及分析

The Group will maintain the current scale of production for its OEM operations in the coming year, while improving profitability by increasing the proportion of high-end brands and through technology improvements. The Group will also continue to leverage on the OEM of international brands to further improve its expertise and the quality of its own brands.

本集團於來年就其OEM業務維持現有生產規模，同時增加高檔品牌比例及改良技術以提升盈利能力。本集團亦將繼續進一步改善其專業知識及自家品牌質素，享有國際品牌的OEM優勢。

With the aim of boosting profile of the Group's signature *C.banner* brand and building up the Company's recognition as one of China's largest shoe retailers, the name of the Company has been changed to C.banner International Holdings Limited with 千百度國際控股有限公司 as the secondary name with effect from 8 February 2012.

本集團的目標為將本集團的招牌*千百度*提升至更高檔次，並將本公司打造成中國最大鞋履零售商之一。本公司名稱已更改為C.banner International Holdings Limited，第二名稱為千百度國際控股有限公司，自2012年2月8日起生效。

Looking ahead, the Group will continue to seize opportunities to grow its business through selective acquisitions or cooperation with other footwear retailers, and aggressively expanding its presence in China in order to continue providing customers with high quality footwear and bring satisfactory returns to shareholders.

展望未來，本集團將繼續物色商機擴展業務，透過選擇性收購或與其他鞋履零售商合作，及積極擴大在中國的份額，務求為客戶提供高質素鞋履及為股東帶來豐碩回報。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Board is pleased to present this corporate governance report in the annual report of the Company for the year ended 31 December 2011.

### CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of shareholders and to enhance corporate value and accountability. The Company has adopted the Code on Corporate Governance Practices (the “CG Code”) contained in Appendix 14 to the Listing Rules as its own code of corporate governance. The Company has complied with the code provisions as set out in the CG Code throughout the period from 23 September 2011 (the “Listing Date”) to 31 December 2011 (the “Review Period”). The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

### THE BOARD

#### Responsibilities

The Board is responsible for the overall leadership of the Group, overseeing the Group’s strategic decisions and monitoring the Group’s business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company’s affairs, the Board has established three Board committees including the audit committee (the “Audit Committee”), the remuneration committee (the “Remuneration Committee”) and the nomination committee (the “Nomination Committee”) (together, the “Board Committees”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its shareholders at all times.

#### Board Composition

The Board currently comprises five executive Directors, namely Mr. Chen Yixi, Mr. Li Wei, Mr. Zhao Wei, Mr. Huo Li and Mr. Xu Tingyu, one non-executive Director, namely Mr. Miao Bingwen and three independent non-executive Directors, namely Mr. Xu Chengming, Mr. Li Xindan and Mr. Kwong Wai Sun Wilson. The biographies of the Directors are set out under the section headed “Directors and Senior Management” of this annual report.

董事會欣然呈列本公司截至2011年12月31日止年度之年報所載之企業管治報告。

### 企業管治常規

本集團致力維持高水平之企業管治以保障股東之利益，並提升企業價值及應有責任。本公司已採納上市規則附錄十四所載之企業管治常規守則（「企業管治守則」）作為其本身之企業管治守則。本公司自2011年9月23日（「上市日期」）起直至2011年12月31日止整個期間（「回顧期間」）已遵守企業管治守則所載之守則條文。本公司將繼續審閱及提升其企業管治常規，以確保遵守企業管治守則。

### 董事會

#### 職責

董事會負責本集團之整體發展，並監督本集團之策略性決定及監察本集團業務及表現。本集團高級管理層將獲董事會轉授有關本集團日常管理及營運之權力及責任。就監督本公司事務之特定方面，董事會已成立三個董事委員會，包括審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」）（統稱「董事委員會」）。董事會向董事委員會授出多項責任，有關責任載於其各自之職權範圍。

全體董事須確保彼等以真誠態度履行職責、遵守適用法例及法規，並一直符合本公司及其股東之利益。

#### 董事會組成

董事會現時由五名執行董事組成，包括陳奕熙先生、李偉先生、趙偉先生、霍力先生及徐庭裕先生，一名非執行董事繆炳文先生，以及三名獨立非執行董事許承明先生、李心丹先生及鄺偉信先生。董事之履歷載於本年報「董事及高級管理層」一節。

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

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to rule 3.13 of the Listing Rules. The Company considers all independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee, the Remuneration Committee and the Nomination Committee.

#### Chairman and Chief Executive Officer

Under the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and performed by different individuals. During the Review Period, Mr. Chen Yixi was the chairman and Mr. Li Wei was the chief executive officer. Mr. Chen Yixi is responsible for charting the business strategy and has played a determining role in establishing the Group's presence in the PRC women's footwear industry. Mr. Li Wei is responsible for overseeing the operations (including brand and product development), finance and human resource management of the Group. As described above, there is a clear distinction between the chairman's responsibility for providing leadership for the Board and the chief executive officer's responsibility for managing the day-to-day operations of the Group's business.

#### Appointment and Re-Election of Directors

Each of the executive Directors has entered into a service contract with the Company for a term of one year commencing from 26 August 2011, which is terminable by not less than three months' written notice served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Bye-laws of the Company (the "Bye-laws").

於回顧期間，董事會一直遵守上市規則有關委任最少三名獨立非執行董事，而最少一名獨立非執行董事具備合適專業資格或為會計或相關金融管理專才之規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條發出之年度獨立性確認書。根據上市規則所載之獨立指引，本公司認為全體獨立非執行董事均屬獨立。

全體董事(包括獨立非執行董事)均為董事會帶來各種不同的寶貴營商經驗、知識及專門技術，使其有效率及有效地運作。獨立非執行董事獲邀加入審核委員會、薪酬委員會及提名委員會。

#### 主席及首席執行官

根據企業管治守則之守則條文A.2.1，主席與首席執行官之角色應有所區分，應由不同人士擔任。於回顧期內，陳奕熙先生為主席，李偉先生則為首席執行官。陳奕熙先生負責制定業務策略，並就本集團打入中國女裝鞋履業擔任決策角色。李偉先生負責監督本集團之營運(包括品牌及產品發展)、財務及人力資源管理。誠如上文所述，兩者的權責有明顯區分，主席負責領導董事會，而首席執行官則負責管理本集團業務日常營運。

#### 委任及重選董事

執行董事已各自與本公司訂立服務合約，自2011年8月26日起為期一年，其中一方可向對方發出不少於三個月的書面通知予以終止，惟須根據本年報所載之終止條文及本公司細則(「細則」)所載之董事輪值退任之條文。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Each of the non-executive Director and independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year commencing on 26 August 2011, which is terminable by the Company by serving not less than one month's written notice and is subject to termination provisions therein and provisions on retirement by rotation of the Directors as set out in the Bye-laws.

In compliance with the code provision in A.4.2 of the CG Code, all Directors are subject to retirement by rotation at least once every three years. Furthermore, pursuant to the bye-law 99 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being, or, if their member is not three or a multiple of three, then the number nearest one-third but not less than one-third, shall retire from office by rotation. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.

In compliance with the code provision in A.4.2 of the CG Code, all Directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. By virtue of the bye-law 102(B) of the Bye-laws, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

The procedures and process of appointment, re-election and removal of directors are set out in the Bye-laws. The Nomination Committee is responsible for reviewing the Board composition, monitoring the appointment, re-election and succession planning of Directors.

### **Induction and Continuing Development of Directors**

Each newly appointed Director shall receive formal, comprehensive and tailored induction on the first occasion of his appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

非執行董事及獨立非執行董事已各自與本公司訂立委任狀，自2011年8月26日起為期一年，本公司可發出不少於一個月的書面通知予以終止，惟須根據本年報所載之終止條文及細則所載之董事輪值退任之條文。

為遵照企業管治守則之守則條文A.4.2，全體董事最少每三年輪值退任一次。此外，根據細則第99條，於各股東週年大會上當時董事的三分之一（倘股東人數並非三或三之倍數，則最接近但不少於三分之一）須輪值告退。退任董事須合資格重選連任。在本公司任何股東大會上，任何退任董事均可填補空缺。

為遵照企業管治守則之守則條文A.4.2，所有獲委任以填補空缺之董事須於獲委任後首個股東大會上經股東選出。由於細則第102(B)條規定，董事會有權不時及在任何時間委任任何人士出任董事以填補董事會空缺或加入董事會，惟獲委任之董事人數須不超過股東於股東大會上不時釐定之人數上限。任何獲董事會委任以填補空缺之董事之任期僅直至獲委任後首個本公司股東大會，並須在該大會上重選連任。任何獲董事會委任加入現有董事會之董事之任期僅直至下一個本公司股東週年大會，並須合資格重選連任。

委任、重選及罷免董事之程序及過程載於細則。提名委員會負責審閱董事會組成、監察董事之委任、重選及繼任計劃。

### **董事就任及持續發展**

每名新任董事於首次獲委任時將會獲得正式、全面及切合需要之就任資料，以確保合理瞭解本公司業務及營運，以及充分認識上市規則及相關監管規定項下之董事責任及義務。

Directors will be continuously updated on the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Briefing and professional development for Directors will be arranged where necessary.

### Board Meetings

The Company will adopt the practice of holding board meetings regularly, at least four times a year, and at approximately quarterly intervals. Notices of not less than fourteen days are given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting. For other Board and committee meetings, reasonable notice is generally given. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting.

Minutes of the board meetings and committee meetings are recorded in sufficient detail of the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held.

For the Review Period, one board meeting was held and the attendance of the individual Directors at these meetings is set out in the table below:

Directors	Attended/Eligible to attend	董事	出席次數／舉行次數
Mr. Chen Yixi	1/1	陳奕熙先生	1/1
Mr. Li Wei	1/1	李偉先生	1/1
Mr. Zhao Wei	1/1	趙偉先生	1/1
Mr. Huo Li	1/1	霍力先生	1/1
Mr. Xu Tingyu	1/1	徐庭裕先生	1/1
Mr. Miao Bingwen	1/1	繆炳文先生	1/1
Mr. Xu Chengming	1/1	許承明先生	1/1
Mr. Li Xindan	1/1	李心丹先生	1/1
Mr. Kwong Wai Sun Wilson	1/1	鄺偉信先生	1/1

### Model Code for Securities Transactions

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made of all the Directors and each of the Directors has confirmed that he has complied with the Model Code throughout the Review Period.

董事將不斷了解有關法定及監管制度以及經營環境之最新資料，協助履行彼等之職責。於有需要時可為董事安排簡報及提供專業發展。

### 董事會會議

本公司將採納定期舉行董事會會議之慣例，最少一年舉行四次，大約每季舉行一次。全體董事將獲發不少於十四天之通知以召開定期董事會會議，令全體董事均獲機會出席定期會議並討論議程事項。就其他董事會及委員會會議而言，一般將獲發合理通知。當董事或委員會成員未能出席會議，彼等將獲知會有關將予討論之事宜，並有機會在舉行會議前向主席發表意見。

董事會會議及委員會會議之會議記錄將記錄董事會及委員會認為充分之事項詳情及達成之決定，包括董事所關注之事宜。各董事會會議及委員會會議之會議記錄草稿於會議舉行日期後合理時間內寄交董事以提供意見。

於回顧期間，已舉行一次董事會會議，下表載列出席該等會議之董事人數：

### 證券交易之標準守則

本公司已採納上市規則附錄10所載之標準守則作為其有關董事證券交易之操守守則。全體董事已獲特定查詢，而各董事確定彼於回顧期間已遵守標準模式。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Delegation by the Board

The Board reserves for its decision all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

## BOARD COMMITTEES

### Audit Committee

The Audit Committee was established on 26 August 2011 with terms of reference in compliance with the Listing Rules and the CG Code. During the Review Period, the Audit Committee comprised all the three independent non-executive Directors, namely Mr. Kwong Wai Sun Wilson, Mr. Xu Chengming and Mr. Li Xindan. Mr. Miao Bingwen, the non-executive Director of the Company, has been appointed as an additional member of the Audit Committee with effect from 22 March 2012. Mr. Kwong Wai Sun Wilson currently is the chairman of the Audit Committee. The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the internal audit division or external auditors before submission to the Board
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendations to the Board on the appointment, re-appointment and removal of external auditors
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures

### 董事會授權

董事會保留於本公司所有主要事項之決策權，包括：批准及監察所有政策事宜、整體策略及預算、內部監控及風險管理系統、重大交易（特別是可能涉及利益衝突之交易）、財務資料、委任董事以及其他重大財務及營運事宜。董事擁有資源尋求獨立專業意見以履行其於本公司開支之職責，並鼓勵個別接觸本公司高級管理層並與其商議。

本集團之日常管理、行政及營運已授權高級管理層處理。授權功能及責任由董事會定期檢討。管理層訂立任何重大交易前須取董事會之批准。

### 董事委員會

#### 審核委員會

審核委員會已於2011年8月26日成立，有關權限遵照上市規則及企業管治守則。於回顧期間，審核委員會包括全體三名獨立非執行董事鄺偉信先生、許承明先生及李心丹先生。本公司非執行董事繆炳文先生已獲委任審核委員會新增成員，自2012年3月22日起生效。鄺偉信先生現為審核委員會主席。審核委員會之主要職責包括下列各項：

- 財務報表及報告提呈董事會前進行審閱以及考慮內部審核部門或外部核數師作出之任何重大或非經常事項
- 參考核數師之工作表現、收費及協議條款檢討與外部核數師之關係，並向董事會就委聘、重新委聘及罷免外部審數師提出意見
- 檢討本公司財務申報系統、內部監控系統及風險管理系統及相關程序之充份程度及效益

During the Review Period, one meeting of the Audit Committee was held and the attendance record of the Audit Committee members is set out in the table below:

Directors	Attended/Eligible to attend	董事	出席次數／舉行次數
Mr. Kwong Wai Sun Wilson	1/1	鄺偉信先生	1/1
Mr. Xu Chengming	1/1	許承明先生	1/1
Mr. Li Xindan	1/1	李心丹先生	1/1

於回顧期間，審核委員會已舉行一次會議，審核委員會成員之出席記錄載於下表：

The Audit Committee held one meeting during the Review Period to review the interim results of the Company and its subsidiaries for the six months ended 30 June 2011, the financial reporting and compliance procedures, the Company's internal control and risk management systems and processes, and the re-appointment of the external auditors.

審核委員會於回顧期間舉行一次會議，以審閱本公司及其附屬公司截至2011年6月30日止六個月之中期業績、財務申報及合規程序、本公司之內部監控及風險管理系統及程序以及重新委聘外部核數師。

#### Remuneration Committee

The Remuneration Committee was established on 26 August 2011 with terms of reference in compliance with the CG Code. During the Review Period, the Remuneration Committee comprised four members, namely Mr. Xu Tingyu, Mr. Xu Chengming, Mr. Kwong Wai Sun Wilson and Mr. Li Xindan, the majority of them are independent non-executive Directors. Mr. Xu Tingyu was the chairman of the Remuneration Committee. To comply with the amendments to the Listing Rules which became effective on 1 April 2012, Mr. Li Xindan has been appointed as the chairman of the Remuneration Committee in place of Mr. Xu Tingyu who has also ceased to be a member of the Remuneration Committee, with effect from 22 March 2012. In addition, Mr. Miao Bingwen has been appointed as a member of the Remuneration Committee with effect from 22 March 2012.

#### 薪酬委員會

薪酬委員會已於2011年8月26日成立，有關權限遵照企業管治守則。於回顧期間，薪酬委員會包括四名成員徐庭裕先生、許承明先生、鄺偉信先生及李心丹先生，大部分為獨立非執行董事。徐庭裕先生為薪酬委員會主席。為遵守自2012年4月1日生效之上市規則修訂，李心丹先生已獲委任為薪酬委員會主席以取代徐庭裕先生，徐庭裕先生亦不再為薪酬委員會成員，自2012年3月22日起生效。此外，繆炳文先生已獲委任為審核委員會成員，自2012年3月22日起生效。

The primary duties of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive Directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for formulating such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

薪酬委員會之主要職責包括批准執行董事及高級管理層之薪酬政策及結構以及薪酬組合以及就此提供意見。薪酬委員會亦負責就制定有關薪酬政策及結構設立具透明度之程序，確保概無董事或其任何聯繫人士將參與決定其本身之薪酬，而有關薪酬將根據個別人士及本公司之表現以及市場慣例及狀況釐定。

No meeting of the Remuneration Committee was held during the Review Period.

於回顧期間，薪酬委員會並無舉行任何會議。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Nomination Committee

The Nomination Committee was established on 26 August 2011 with terms of reference in compliance with the CG Code. During the Review Period, the Nomination Committee comprised four members, namely Mr. Huo Li, Mr. Xu Chengming, Mr. Kwong Wai Sun Wilson and Mr. Li Xindan, the majority of them are independent non-executive Directors. Mr. Huo Li was the chairman of the Nomination Committee. To comply with the amendments to the Listing Rules which became effective on 1 April 2012, Mr. Chen Yixi has been appointed as the chairman of the Nomination Committee in place of Mr. Huo Li who has also ceased to be a member of the Nomination Committee, with effect from 22 March 2012.

The principal duties of the Nomination Committee include the following:

- To review the structure, size and composition of the Board and make recommendations regarding any proposed changes
- To identify suitable candidates for appointment as Directors
- To make recommendations to the Board on appointment or re-appointment of and succession planning for Directors
- To assess the independence of independent non-executive Directors

No meeting of the Nomination Committee was held during the Review Period.

### DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the Group's financial statements for the year ended 31 December 2011 which give a true and fair view of the affairs of the Group and of the Group's results and cash flows.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval.

### INTERNAL CONTROL

The Board acknowledges that it is the responsibility of the Board for maintaining an adequate internal control system to safeguard shareholder investments and Company assets and reviewing the effectiveness of such system on an annual basis.

### 提名委員會

提名委員會已於2011年8月26日成立，有關權限遵照企業管治守則。於回顧期間，提名委員會包括四名成員霍力先生、許承明先生、鄺偉信先生及李心丹先生，大部分為獨立非執行董事。霍力先生為提名委員會主席。為遵守自2012年4月1日生效之上市規則修訂，陳奕熙先生已獲委任為提名委員會主席以取代霍力先生，霍力先生亦不再為提名委員會成員，自2012年3月22日起生效。

提名委員會之主要職責包括下列各項：

- 審閱董事會之結構、規模及組成，並就任何建議變動提出意見
- 物色合適人選委任為董事
- 就董事委任或重新委任及繼任計劃向董事會提出意見
- 評估獨立非執行董事之獨立性

於回顧期間，提名委員會並無舉行任何會議。

### 董事就財務報表之財務報告責任

董事深知其就編製本集團截至2011年12月31日止年度之財務報表之責任，並對本集團事務及本集團之業績及現金流量真實公平地發表意見。

管理層已向董事會提供董事會就本公司財務報表作出知情評估所需的說明及資料，須待董事會批准方可作實。

### 內部監控

董事會深知其維持完善內部監控系統之責任，以保障股東投資及本公司資產，以及按年審閱有關系統之效益。



The Group's internal audit department plays a major role in monitoring the internal governance of the Company. The major tasks of the internal audit department are reviewing the financial condition and internal control of the Company and conducting comprehensive audits of all branches and subsidiaries of the Company on a regular basis.

The Board has conducted a review of the effectiveness of the internal control system of the Group and considered the internal control system to be effective and adequate during the Review Period.

### AUDITORS' REMUNERATION

Annual audit fees of the financial statements of the Group for the year ended 31 December 2011 payable to the external auditors are approximately RMB1.8 million. The Company incurred approximately RMB4.5 million for services provided by external auditors in connection with the Initial Public Offering of the Company's shares in 2011. In addition, approximately RMB0.5 million was incurred for other non-audit services.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognises the importance of timely and non-selective disclosure of information, which will enable shareholders and investors to make the informed investment decisions.

To promote effective communication, the Company maintains a website at [www.cbanner.com.cn](http://www.cbanner.com.cn), where up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

### SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each issue at shareholder meetings, including the election of individual directors.

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Hong Kong Stock Exchange in a timely manner after each shareholder meeting.

本集團之內部審核部門在監察本公司內部管治方面擔任主要角色。內部審核部門之主要工作為審閱本公司之財務狀況及內部監控，以及定期對本公司之分公司及附屬公司進行全面審核。

董事會已就本集團內部監控系統之效益進行檢討，並認為內部監控系統於回顧期間屬有效及充份。

### 核數師酬金

本集團應付外部核數師截至2011年12月31日止年度之財務報表之年度審核費用約人民幣180萬元。本公司就外部核數師有關本公司股份於2011年首次公开发售所提供服務支付約人民幣450萬元。此外，就其他非審核服務支付約人民幣50萬元。

### 與股東之溝通及投資者關係

本公司認為與股東之有效溝通，對改善投資者關係及瞭解本集團業務、表現及策略甚為重要。本公司亦確認適時及非選擇性披露資料之重要性，將有助股東及投資作出知情投資決定。

為推動有效溝通，本公司設立網站 [www.cbanner.com.cn](http://www.cbanner.com.cn)，為本公司業務營運及發展、財務資料、企業管治常規及其他可供公眾查閱之資料提供最新資料。

### 股東權利

為保障股東利益及權利，每項事項均以個別決議案方式於股東大會上提呈，包括選舉個別董事。

於股東大會提呈之所有決議案將根據上市規則以按股數投票方式表決，而表決結果將於各股東大會後適時刊載於本公司網站及香港聯交所網站。

DIRECTORS AND SENIOR MANAGEMENT  
董事及高級管理層

## DIRECTORS

### Executive Directors

**Chen Yixi (陳奕熙)**, aged 45, is the Chairman and an executive Director of the Company. Mr. Chen founded Nanjing Mayflower Footwear Corporation (南京美麗華鞋業有限公司) (“Mayflower Footwear”) in 1995 and is a co-founder of the Group. Mr. Chen is responsible for charting the business strategy of the Group and has played a determining role in establishing the Group’s presence in the PRC women’s footwear industry. Mr. Chen was honored by the People’s Government of Jiangsu Province and the People’s Government of Nanjing as an Outstanding Entrepreneur of Non-State-owned Companies (優秀民營企業家) and is currently the Vice Chairman of Nanjing Federation of Industry & Commerce (南京市工商業聯合會) and Vice President of Nanjing Enterprise Directors Association (南京市企業家協會). Mr. Chen graduated from Nanjing Normal University with a Bachelor’s Degree in News Propagation in 1988 and obtained a Master of Business Administration Degree from Cheung Kong Graduate School of Business in 2007. He served with the news publications department of Jiangsu Chinese Communist Party Council from 1988 to 1995 before co-founding Mayflower Footwear with other partners. Apart from being a director of the Board when the Group was listed on SGX-ST, Mr. Chen has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

**Li Wei (李偉)**, aged 45, is the Chief Executive Officer, the President and an executive Director of the Company. Mr. Li founded Mayflower Footwear in 1995 and is a co-founder of the Group. He has served as a director of the Group since 1995 and is responsible for overseeing the operations (including brand and product development), finance and human resource management of the Group. Mr. Li has over 15 years of experience in the PRC footwear industry. Much of the Group’s success, in particular, building up brand recognition of the Group’s first brand “千百度” (“Qianbaidu” in Chinese pinyin) in a few years since its introduction into the market in 1996 and the Group’s ability to maintain its market leading position, are attributable to Mr. Li’s extensive operational experience in the footwear industry. Mr. Li graduated from Nanjing University with a Bachelor’s Degree in Chemistry in 1989 and obtained an Executive Master of Business Administration Degree from China Europe International Business School in 2008. Mr. Li was the manager of the sales department of Zhenjiang Libao Footwear Co., Ltd. (鎮江立寶鞋業有限公司) before co-founding Mayflower Footwear with other partners. Apart from being a director of the Board when the Group was listed on SGX-ST, Mr. Li has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

## 董事

### 執行董事

**陳奕熙**，45歲，為本公司董事長兼執行董事。陳先生於1995年創立南京美麗鞋業有限公司（「美麗華鞋業」），為本集團創辦人之一，負責制訂本集團業務策略，對於本集團立足中國女裝鞋業舉足輕重。陳先生獲江蘇省人民政府及南京市人民政府評為優秀民營企業家，現時擔任南京市工商業聯合會及南京市企業家協會副主席。陳先生於1988年畢業於南京師範大學，持有新聞傳播學士學位，並於2007年自長江商學院取得工商管理碩士學位。與其他合夥人聯合創辦美麗華鞋業前，彼於1988年至1995年任職中國共產黨江蘇省委員會新聞發佈部。除於本集團在新加坡證券交易所上市時擔任董事外，陳先生於本年報日期前三年內並無擔任任何其他上市公司董事。

**李偉**，45歲，為本公司首席執行官、總裁兼執行董事。李先生於1995年創立美麗華鞋業，為本集團創辦人之一。彼自1995年以來一直為本集團董事，負責監督本集團營運（包括品牌及產品開發）、財務及人力資源管理。李先生擁有逾15年中國鞋業經驗。本集團的多次成功，尤其首個品牌「千百度」（中國拼音為「Qianbaidu」）自1996年進入市場以來數年間便樹立品牌知名度，以及本集團能夠保持市場領先地位，乃歸功於李先生豐富的鞋業經營經驗。李先生於1989年畢業於南京大學，持有化學學士學位，並於2008年自中歐國際商學院取得行政人員工商管理碩士學位。與其他合夥人聯合創辦美麗華鞋業前，李先生曾擔任鎮江立寶鞋業有限公司經理。除於本集團在新加坡證券交易所上市時擔任董事外，李先生於本年報日期前三年內並無擔任任何其他上市公司董事。

DIRECTORS AND SENIOR MANAGEMENT  
董事及高級管理層

**Zhao Wei (趙偉)**, aged 45, was appointed as an executive Director of the Company in 2004. Mr. Zhao is also the Vice President and is responsible for the Group's expansion strategies and wholesale. Mr. Zhao joined the Group in December 1995 as a sales manager. Mr. Zhao graduated from Jilin Agricultural University majoring in fishery science in 1990. He also obtained a Master of Business Administration Degree from Singapore Nanyang Technological University in 2008. Apart from being a director of the Board when the Group was listed on SGX-ST, Mr. Zhao has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

**Huo Li (霍力)**, aged 45, was appointed as an executive Director of the Company in 2001 and has been the Vice President and chief supervisor since 2008 for the Group's International Investment Center, which is primarily responsible for evaluating opportunities of, and formulating plans for, mergers and acquisitions as well as international cooperation. Mr. Huo joined the Group as an investment manager in 2001 and is responsible for the external investments, international cooperation of the Group. In 1988, Mr. Huo graduated from Fudan University with a Bachelor's Degree in Economics. From 1988 to 2001, he held various positions in the Bank of China, including that of deputy general manager of the bank's Changzhou Branch. Apart from being a director of the Board when the Group was listed on SGX-ST, Mr. Huo has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

**Xu Tingyu (徐庭裕)**, aged 46, is an executive Director and the Chief Financial Officer of the Company. He received a certificate of completion in 2002 from Nanjing University after taking and passing the postgraduate courses for advanced study in business management with a concentration on financial accounting from September 2000 to June 2002 and is currently a non-practicing member of the PRC Certified Public Accountants Association. Mr. Xu began his career in the banking industry as a manager of Bank of China, Jiangsu Branch, from 1987 to 1999. In 2000, he joined China Orient Asset Management Company ("China Orient") (東方資產管理公司) as a senior supervisor of its Nanjing office. He was also assigned by China Orient to act as the chief financial officer of Nanjing Jinning Electronics Group Co., Ltd. (南京金寧電子集團有限公司). In November 2002, Mr. Xu joined the Group as the Chief Financial Officer of Mayflower (Nanjing) Industries Limited and subsequently as the internal auditor of the Company. Mr. Xu was appointed as the Chief Financial Officer and executive Director of the Company on 1 April 2007 and 1 March 2008, respectively. Apart from being a director of the Board when the Group was listed on SGX-ST, Mr. Xu has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

**趙偉**，45歲，於2004年獲委任為本公司執行董事。趙先生亦為本集團副總裁，負責本集團的擴展策略及批發事宜。趙先生於1995年12月加入本集團，擔任銷售經理。彼於1990年畢業於吉林農業大學，主修漁業科學，並於2008年自新加坡南洋理工大學取得工商管理碩士學位。除於本集團在新加坡證券交易所上市時擔任董事外，趙先生於本年報日期前三年內並無擔任任何其他上市公司董事。

**霍力**，45歲，於2001年獲委任為本公司執行董事，亦自2008年起為本集團副總裁及本集團國際投資中心的首席監事，主要負責評估併購及國際合作商機與制定有關計劃。霍先生於2001年加入本集團，擔任投資經理，負責本集團對外投資及國際合作事宜。霍先生於1988年畢業於復旦大學，獲經濟學士學位。霍先生於1988年至2001年擔任中國銀行多個職位，包括該銀行常州分行副總經理。除於本集團在新加坡證券交易所上市時擔任董事外，霍先生於本年報日期前三年內並無擔任任何其他上市公司董事。

**徐庭裕**，46歲，為本公司執行董事兼首席財務官。彼於2000年9月至2002年6月於南京大學攻讀以財務會計為重點的商務管理進階研究相關研究生課程，於2002年取得結業證書。徐先生現為中國註冊會計師協會非執業會員。徐先生於1987年至1999年投身銀行業，擔任中國銀行江蘇分行經理。徐先生於2000年加入東方資產管理公司（「東方」），擔任其南京辦事處的高級監事。徐先生亦獲東方委任為南京金寧電子集團有限公司的首席財務官。徐先生於2002年11月加入本集團，擔任美麗華企業（南京）有限公司的首席財務官，其後出任本公司內部核數師。徐先生於2007年4月1日及2008年3月1日分別獲委任為本公司首席財務官及執行董事。除於本集團在新加坡證券交易所上市時擔任董事外，徐先生於本年報日期前三年內並無擔任任何其他上市公司董事。

## DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

### Non-executive Director

**Miao Bingwen (繆炳文)**, aged 44, is a non-executive Director of the Company. Mr. Miao is a co-founder who served as an executive Director of the Company from 1995 to 2007, overseeing the sales and business planning of the Group. With effect from 1 March 2007, Mr. Miao was re-designated as the non-executive Director. Mr. Miao obtained a Bachelor's Degree in Chemistry and a Master of Business Administration Degree from Nanjing University in 1988 and 2005, respectively. He worked in Nanjing University Technology Development Limited (南京大學科技開發公司) from 1988 to 1991 and served as the Nanjing market supervisor from 1991 to 1995, before co-founding Mayflower Footwear with other partners. Apart from being a director of the Board when the Group was listed on SGX-ST, Mr. Miao has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

Pursuant to appointment letter dated 26 August 2011 between the Company and Mr. Miao, Mr. Miao is not entitled to any remuneration. However, in consideration of his services provided to the Company, a supplemental appointment letter dated 23 February 2012 was entered into between the Company and Mr. Miao, pursuant to which it was agreed that Mr. Miao shall be entitled to a remuneration of HK\$200,000 per year.

### Independent Non-executive Directors

**Xu Chengming (許承明)**, aged 52, is an independent non-executive Director of the Company. Mr. Xu is the vice president of Nanjing University of Finance and Economics, primarily responsible for the undergraduate teaching and international cooperation. In addition, Mr. Xu is currently the Vice Chairman of China Society of Quantitative Economics (中國數量經濟學會), the executive director of China World Economy (中國世界經濟學會) and the vice president of Jiangsu Institute of International Finance (江蘇國際金融學會). Mr. Xu graduated from the Anhui Institute of Education, currently known as Hefei Normal University, with a Bachelor's Degree in Mathematics in 1984 and from Shanghai Jiao Tong University with a Master's Degree in Mathematics in 1988. Mr. Xu further obtained his Doctor's Degree in Economics from Fudan University in 2001. Mr. Xu started his career in Nanjing University of Finance and Economics in 1994 as the dean assistant of Investment Economics and Statistics department and was promoted to the head officer of the Office of Academic Affairs in 1998, the head of Banking and Finance Department in 2000 and the dean of the School of Banking and Finance in 2003. Mr. Xu was an independent non-executive director in Nanjing Redsun Co., Ltd. (南京紅太陽股份有限公司), a company listed on the Shenzhen Stock Exchange, from 2006 to 2009. Saved as disclosed above, Mr. Xu has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

### 非執行董事

**繆炳文**，44歲，為本公司非執行董事。繆先生為本公司創辦人之一，於1995年至2007年為本公司執行董事，負責監督本集團銷售及業務規劃。繆先生於2007年3月1日調任本公司非執行董事。繆先生於1988年畢業於南京大學，持有化學學士學位，並於2005年取得工商管理碩士學位。彼於1988年至1991年任職南京大學科技開發公司，於1991年至1995年擔任南京市市場主任，其後與其他合夥人聯合創辦美麗華鞋業。除於本集團在新加坡證券交易所上市時擔任董事外，繆先生於本年報日期前三年內並無擔任任何其他上市公司董事。

根據本公司與繆先生所訂立日期為2011年8月26日之委任狀，繆先生並無任何薪酬。然而，考慮到彼向本公司提供的服務，本公司與繆先生訂立日期為2012年2月23日之補充委任狀，據此，同意繆先生有權獲發每年200,000港元之薪酬。

### 獨立非執行董事

**許承明**，52歲，為本公司獨立非執行董事。許先生乃南京財經大學副校長，主要負責本科生教學及國際合作事宜。此外，許先生現時擔任中國數量經濟學會副理事長、中國世界經濟學會常務理事及江蘇國際金融學會副會長。許先生於1984年畢業於安徽教育學院（現稱為合肥師範學院）數學系（本科），1988年於上海交通大學應用數學系取得碩士學位，2001年於復旦大學取得經濟學博士學位。許先生1994年於南京財經大學出任投資經濟及統計學系主任助理，且先後於1998年、2000年及2003年晉升教務處處長、金融學系主任及金融學院院長。許先生於2006年至2009年擔任南京紅太陽股份有限公司（於深圳證券交易所上市的公司）的獨立非執行董事。除上文所披露者外，許先生於本年報日期前三年內並無擔任任何其他上市公司董事。

DIRECTORS AND SENIOR MANAGEMENT  
董事及高級管理層

**Li Xindan (李心丹)**, aged 45, is an independent non-executive Director of the Company. Mr. Li currently holds several positions with Nanjing University, including the dean and the Anzhong Chair Professor of the School of Management Science and Engineering of Nanjing University, the director of the Financial Engineering Research Center and the executive director of the Venture Capital Research and Development Center of the university. Mr. Li graduated from Fudan University in 1988 with a Bachelor's Degree in Management Science as well as a Bachelor's Degree in Economics. He further obtained a Doctor's Degree in Finance from Fudan University in 1999. Mr. Li joined the Southeast University as an assistant professor in 1988 and was promoted to an associate professor and a professor in 1993 and 1999, respectively. Then Mr. Li joined Nanjing University as a professor in 2001. Mr. Li is currently an independent non-executive director in NARI Technology Development Limited Company (國電南瑞科技股份有限公司), Jiangsu Holly Corporation (江蘇弘業股份有限公司) and Shanghai Lian Hua Fibre Corporation (上海聯華合纖股份有限公司). Within the past three years, he was also an independent non-executive director in Jiangsu Hongtu High Technology Co., Ltd. (江蘇宏圖高科技股份有限公司) and Y.U.D. Yangtze River Investment Industry Co., Ltd. (長發集團長江投資實業股份有限公司) until June 2010 and December 2010, respectively. All the above companies are listed on the Shanghai Stock Exchange. Save as disclosed above, Mr. Li has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

**Kwong Wai Sun Wilson (鄺偉信)**, aged 46, is an independent non-executive Director of the Company. Mr. Kwong is the President of Gushan Environmental Energy Limited, a leading biodiesel and related products producer in China listed on the New York Stock Exchange, a position which he has held since 2008 after joining the company in 2006. He is also an independent non-executive director of China Outfitters Holdings Limited, a company listed on the Hong Kong Stock Exchange. Mr. Kwong graduated from Cambridge University, England with a Degree of Bachelor of Arts in 1987 and is currently an associate member of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretary. Mr. Kwong, who previously worked at a number of investment banks in Hong Kong, has 12 years of experience in corporate finance and equity capital markets in Asia. From 2002 to 2003, Mr. Kwong was the head of equity capital markets for Cazenove Asia Limited. From 2004 to 2006, he was a managing director of investment banking and head of Hong Kong and China equity capital market of CLSA Equity Capital Markets Limited. Save as disclosed above, Mr. Kwong has not been a director of any other listed company in the three years immediately preceding the date of this annual report.

**李心丹**，45歲，為本公司獨立非執行董事。李先生現任南京大學多個職位，包括南京大學管理科學與工程學院院長及Anzhong 講座教授、金融工程研究中心教授及南京大學創業投資研究與發展中心執行主任。李先生於1988年畢業於復旦大學，持有管理科學學士學位及經濟學學士學位，並於1999年取得復旦大學金融學博士學位。李先生於1988年加入東南大學，任助理教授，之後分別於1993年及1999年升為副教授及教授。其後李先生於2001年加入南京大學，出任教授。李先生現時為國電南瑞科技股份有限公司、江蘇弘業股份有限公司及上海聯華合纖股份有限公司的獨立非執行董事。在過去三年，李先生亦為江蘇宏圖高科技股份有限公司及長發集團長江投資實業股份有限公司的獨立非執行董事，直至2010年6月及2010年12月為止。上述所有公司均為於上海證券交易所上市的公司。除上文所披露者外，李先生於本年報日期前三年內並無擔任任何其他上市公司董事。

**鄺偉信**，46歲，為本公司獨立非執行董事。於2006年加入本公司後，鄺先生自2008年始擔任古杉環境能源有限公司的總裁。古杉環境能源有限公司是於紐約證券交易所上市的中國領先生物柴油及相關產品生產商。彼亦為香港聯交所上市公司中國服飾控股有限公司之獨立非執行董事。鄺先生1987年畢業於英國劍橋大學，取得文學學士學位，目前乃英格蘭及威爾士特許會計師協會、香港會計師公會及香港特許秘書公會會員。鄺先生曾於香港多間投資銀行任職，在亞洲企業融資及證券資本市場擁有12年經驗。2002年至2003年間，鄺先生擔任嘉誠亞洲有限公司證券資本市場部主管。2004年至2006年間，彼擔任里昂證券資本市場有限公司投資銀行融資部董事總經理兼香港及中國證券資本市場部主管。除上文所披露者外，鄺先生於本年報日期前三年內並無擔任任何其他上市公司董事。

DIRECTORS AND SENIOR MANAGEMENT  
董事及高級管理層

**SENIOR MANAGEMENT**

**Wan Xianghua (萬祥華)**, aged 43, is a Chief Executive Assistant of the Group. Mr. Wan joined the Group as a manufacturing manager in 1996, and is currently the Chief Executive Assistant as well as the General Manager of the Group's commodity center, responsible for the Group's product research, design and development and supply chain management. Mr. Wan has served as a committee member of the National Technical Committee on Footwear of Standardization Administration of China (中國制鞋標準化委員會) since 2008 and has been a professor specializing in footwear manufacturing at Guangling Institute of Yangzhou University (揚州廣陵學院) since 2010.

**Wu Weiming (吳維明)**, aged 40, is a Chief Executive Assistant of the Group. Mr. Wu joined the Group in 2000, and is currently the Chief Executive Assistant as well as the General Manager of the Group's retail management department, responsible for the retail operations of the Group. Prior to joining the Group, Mr. Wu had served with Shenzhen Zhen Xing Footwear Company (深圳珍興鞋業公司) since 1997 and was the general manager of East China Branch of the company when he left the company in 2000.

**高級管理層**

**萬祥華**，43歲，本集團首席執行官助理。萬先生於1996年加入本集團，擔任生產經理，現時兼任本公司董事長助理及商品中心總經理，負責本集團產品研究、設計與開發及供應鏈管理。萬先生自2008年起為中國制鞋標準化委員會會員，自2010年以來一直擔任揚州廣陵學院鞋履製造方面的教授。

**吳維明**，40歲，本集團首席執行官助理。吳先生於2000年加入本集團，現擔任本集團董事長助理兼零售管理部總經理，負責本集團零售業務。加入本集團前，吳先生自1997年起任職深圳珍興鞋業公司，於2000年離開該公司當時擔任其華東分公司總經理。

# Deloitte.

## 德勤

### TO THE MEMBERS OF C.BANNER INTERNATIONAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of C.banner International Holdings Limited (formerly known as Hongguo International Holdings Limited) (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 55 to 131, which comprise the consolidated statement of financial position as at 31 December 2011, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

### 致千百度國際控股控股有限公司股東

(於百慕達註冊成立的有限公司)

本核數師(以下簡稱「我們」)已審核列載於第55至131頁千百度國際控股有限公司(前稱鴻國國際控股有限公司)(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表,此綜合財務報表包括於2011年12月31日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他說明資料。

### 董事就財務報表須承擔的責任

貴公司董事須負責根據國際會計準則委員會頒佈的國際財務報告準則(「國際財務報告準則」)及香港《公司條例》的披露規定編製真實及公平的綜合財務報表,以及為董事釐定編製使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述而必要的內部控制而編製。

### 核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見,並按照我們協定的委聘條款僅向整體股東報告,除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 December 2011, and of the Group's profit and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants  
Hong Kong  
22 March 2012

審核涉及執行情序以獲取有關綜合財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製真實及公平綜合財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

### 意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實而公平地反映 貴集團於2011年12月31日的事務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

**德勤會計師事務所**  
執業會計師  
香港  
2012年3月22日



## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

FOR THE YEAR ENDED 31ST DECEMBER 2011

截至2011年12月31日止年度

		NOTES 附註	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
<b>Continuing operations</b>	<b>持續業務</b>			
Revenue	收益	6	2,043,696	1,574,963
Cost of sales	銷售成本		(745,435)	(602,671)
Gross profit	毛利		1,298,261	972,292
Other income and expenses and other gains and losses	其他收入與費用及 其他盈利與虧損	7	2,891	9,076
Distribution and selling expenses	分銷及銷售開支		(817,803)	(652,993)
Administrative and general expenses	行政及一般開支		(74,350)	(84,771)
Finance costs	財務成本	8	(1,568)	(903)
Share of losses of joint ventures	分佔合營公司虧損	20	(2,054)	(2,996)
Profit before tax	除稅前溢利	9	405,377	239,705
Income tax expense	所得稅開支	10	(115,199)	(67,643)
Net profit for the year from continuing operations	來自持續業務的 年內純利		290,178	172,062
<b>Discontinued operations</b>	<b>已終止業務</b>			
Loss for the year from discontinued operations	已終止業務的 年內虧損	11	-	(2,207)
Net profit and total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔 年內純利及全面 總收益		290,178	169,855
Earnings per share	每股盈利			
From continuing and discontinued operations	來自持續業務及 已終止業務			
Basic (RMB cents)	基本 (人民幣分)	14	16.28	9.99
From continuing operations	來自持續業務			
Basic (RMB cents)	基本 (人民幣分)	14	16.28	10.12

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AT 31 DECEMBER 2011

於2011年12月31日

		NOTES 附註	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	109,899	86,277
Prepaid lease payments	預付租金	16	15,302	15,686
Investment properties	投資物業	17	46,000	46,069
Intangible assets	無形資產	18	2,190	1,814
Interest in joint ventures	於合營企業的權益	20	6,994	5,804
Deferred tax assets	遞延稅項資產	21	17,256	10,200
Long-term deposit	長期按金		9,464	7,197
			<b>207,105</b>	<b>173,047</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	22	561,840	410,263
Trade receivables	貿易應收賬款	23	243,555	179,930
Other receivables and prepayments	其他應收款項和預付款	24	57,330	38,360
Available-for-sale investments	可供出售投資	25	75,611	–
Structured bank deposits	結構銀行存款	26	67,000	–
Pledged bank deposits	已抵押銀行存款	27	14,589	33,784
Bank balances and cash	銀行結餘及現金	28	503,997	161,409
			<b>1,523,922</b>	<b>823,746</b>
<b>Current liabilities</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	29	133,947	197,161
Other payables	其他應付款項	30	114,446	95,471
Income tax liabilities	所得稅負債		56,616	46,435
Deferred revenue	遞延收入	31	12,672	8,581
			<b>317,681</b>	<b>347,648</b>
Net current assets	流動資產淨值		<b>1,206,241</b>	<b>476,098</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>1,413,346</b>	<b>649,145</b>
<b>Non-current liability</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	21	9,836	7,059
			<b>1,403,510</b>	<b>642,086</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	32	202,087	49,271
Reserves	儲備		1,201,423	592,815
Total equity attributable to owners of the Company	本公司擁有人應佔總權益		<b>1,403,510</b>	<b>642,086</b>

The consolidated financial statements on pages 55 to 131 were approved and authorised for issue by the board of directors on 22 March 2012 and are signed on its behalf by:

第55至131頁的綜合財務報表由董事會於2012年3月22日批准及授權發行並由以下人士代表簽署：

Huo Li  
DIRECTOR

Xu Tingyu  
DIRECTOR

霍力  
董事

徐庭裕  
董事

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

FOR THE YEAR ENDED 31 DECEMBER 2011

截至2011年12月31日止年度

		Share capital	Share premium	PRC Statutory reserve 中國 法定儲備 RMB'000 人民幣千元 (Note 33) (附註33)	Share option reserve 購股權 儲備 RMB'000 人民幣千元	Accumulated profits 累計溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2010	於2010年1月1日	49,271	98,093	68,690	3,074	437,176	656,304
Net profit and total comprehensive income for the year	年內純利及全面收入總額	-	-	-	-	169,855	169,855
Recognition of equity-settled share based payments	確認以權益結算以股份為基礎的付款	-	-	-	7,502	-	7,502
Transfer on cancellation of equity-settled share based payments (Note 34)	取消以權益結算以股份為基礎的付款時轉撥 (附註34)	-	-	-	(10,576)	10,576	-
Transfer on disposal of a subsidiary	出售附屬公司時轉撥	-	-	(2,423)	-	2,423	-
Transfer	轉撥	-	-	17,372	-	(17,372)	-
Dividend paid (Note 13)	已付股息(附註13)	-	-	-	-	(191,575)	(191,575)
At 31 December 2010	於2010年12月31日	49,271	98,093	83,639	-	411,083	642,086
Net profit and total comprehensive income for the year	年內純利及全面收入總額	-	-	-	-	290,178	290,178
Issuance of new shares	發行新股份	28,597	536,168	-	-	-	564,765
Issuance of capitalisation	資本化發行	124,219	(124,219)	-	-	-	-
Cost of issue of new shares	新股份發行成本	-	(29,078)	-	-	-	(29,078)
Transfer	轉撥	-	-	24,490	-	(24,490)	-
Dividend paid (Note 13)	已付股息(附註13)	-	-	-	-	(64,441)	(64,441)
At 31 December 2011	於2011年12月31日	202,087	480,964	108,129	-	612,330	1,403,510

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 DECEMBER 2011

截至2011年12月31日止年度

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Operating activities	經營活動		
Profit before tax	除稅前溢利	405,377	237,498
Adjustments for:	調整：		
Share of losses of joint ventures	應佔合營企業虧損	2,054	2,996
Finance costs recognised in profit or loss	已於損益內確認的財務成本	1,568	903
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15,285	14,873
Amortisation of intangible assets	無形資產攤銷	435	355
Amortisation of prepaid lease payments	預付租金攤銷	384	384
Allowance for inventory obsolescence	陳舊存貨撥備	1,711	3,030
Expense recognised in respect of equity-settled share-based payments	就權益結算以股份為基礎的付款已確認開支	-	7,502
Interest income	利息收入	(2,681)	(2,682)
Loss on disposal of a subsidiary	出售一間附屬公司虧損	-	6
Loss (gain) on fair value changes of investment properties	投資物業公平值變動虧損(收益)	69	(1,429)
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	424,202	263,436
Increase in inventories	存貨增加	(154,088)	(156,022)
Increase in trade receivables	貿易應收款項增加	(63,625)	(7,266)
Increase in other receivables and prepayments	其他應收款項及預付款增加	(18,970)	(28,144)
(Decrease) increase in trade payables	貿易應付款(減少)增加	(63,214)	65,334
Increase in other payables	其他應付款增加	18,975	3,442
Increase in long-term deposit	長期存款增加	(2,267)	(466)
Increase in deferred revenue	遞延收入增加	4,091	8,581
Cash generated from operations	經營業務所產生的現金	145,104	148,895
Interest paid	已付利息	(1,568)	(903)
Income taxes paid	已付所得稅	(109,297)	(38,651)
Net cash from operating activities	經營業務現金淨流量	34,239	109,341

CONSOLIDATED STATEMENT OF CASH FLOWS  
綜合現金流量表  
FOR THE YEAR ENDED 31 DECEMBER 2011  
截至2011年12月31日止年度

		NOTES 附註	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Investing activities	投資活動			
Payments for acquisition of property, plant and equipment	收購物業、廠房及設備付款		(39,359)	(23,207)
Payments for acquisition of intangible assets	收購無形資產付款		(811)	(407)
Investment in a joint venture	投資合營企業		(2,444)	(3,584)
Purchase of available-for-sale investments	購入可供銷售投資		(75,611)	-
Investment in structured bank deposits	結構性銀行存款投資		(67,000)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		452	310
Disposal of a subsidiary	出售一間附屬公司	35	-	34,419
Interest received	已收利息		2,681	2,682
Decrease (increase) in pledged bank deposits	已抵押銀行存款減少(增加)		19,195	(4,056)
Net cash (used in) from investing activities	投資活動(所用)所得現金淨額		(162,897)	6,157
Financing activities	融資活動			
Proceeds from issue of shares	發行股份所得款項		564,765	-
Payment for expenses on issue of shares	支付發行股份開支		(29,078)	-
Short-term bank loans raised	短期銀行貸款		63,867	-
Repayment of short-term bank loans	償還短期銀行貸款		(63,867)	(40,893)
Dividends paid	已付股息		(64,441)	(191,575)
Net cash from (used in) financing activities	融資活動所得(所用)現金淨額		471,246	(232,468)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額		342,588	(116,970)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		161,409	278,379
Cash and cash equivalents at end of year, represented by bank balances and cash	年終現金及現金等價物，即銀行結餘及現金		503,997	161,409

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### 1. GENERAL

The Company was incorporated in Bermuda under the Companies Act as an exempted company with limited liability on 26 April 2002 and was listed on the Singapore Exchange Security Trading Limited (“SGX-ST”) in June 2003. The Company was later delisted from the SGX-ST on 6 May 2010 (the “Delisting”). The Company issued a prospectus (the “Prospectus”) dated 12 September 2011 in relation to its global offering (“Global Offering”) of the Company’s shares. The Company’s shares were listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”) on 23 September 2011 (the “Listing”). The addresses of registered office and the principal place of business of the Company are disclosed in the Corporate Information section to the annual report.

Pursuant to a special general meeting dated 1 February 2012, the Company changed its name from Hongguo International Holdings Limited, 鴻國國際控股有限公司 to C. banner International Holdings Limited, 千百度國際控股有限公司.

The Company is an investment holding company and its subsidiaries established in the People’s Republic of China (“PRC”) are principally engaged in the manufacture and sale of branded fashion footwear. The principal activities of the subsidiaries and the joint ventures of the Company are set out in notes 42 and 20 respectively.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the Company.

### 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

**New and revised Standards and Interpretations issued but not yet effective**

The Company has not early applied the following new and revised International Accounting Standards (“IASs”), IFRSs, amendments and interpretations (“Int”) (hereinafter collectively referred to as “new and revised IFRSs”) that have been issued but are not yet effective:

### 1. 一般資料

本公司於2002年4月26日根據公司法於百慕達註冊成立為獲豁免有限公司，並於2003年6月在新加坡證券交易所（「新交所」）掛牌交易。本公司於2010年5月6日從新交所退市（「退市」）。本公司刊發日期為2011年9月12日之售股章程（「售股章程」），內容有關本公司股份之全球發售（「全球發售」）。本公司在2011年9月23日在香港聯合交易所有限公司（「香港聯交所」）主板上市（「上市」）。本公司之註冊辦事處及主要營業地點的地址於年報公司資料內披露。

根據日期為2012年2月1日之股東特別大會，本公司將其名稱由「Hongguo International Holdings Limited 鴻國國際控股有限公司」更改為「C.banner International Holdings Limited 千百度國際控股有限公司」。

本公司為投資控股公司，其於中華人民共和國（「中國」）成立之附屬公司主要從事製造及銷售品牌時尚鞋履。本公司附屬公司及合營企業的主要業務分別載於附註42及20。

綜合財務報表以本公司之功能貨幣人民幣（「人民幣」）呈列。

### 2. 應用新訂及經修訂國際財務報告準則（「國際財務報告準則」）

**已頒佈但尚未生效之新訂及經修訂準則及詮釋**

本公司尚未提早採納以下已發行但尚未生效之新訂及經修訂國際會計準則（「國際會計準則」）、國際財務報告準則、修訂及詮釋（以下統稱「新訂及經修訂國際財務報告準則」）：

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## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

New and revised Standards and Interpretations issued but not yet effective (continued)

IFRS 7 (Amendments)	Disclosures – Transfers of Financial Assets <sup>1</sup>
IFRS 7 (Amendments)	Disclosures – Offsetting Financial Assets and Financial Liabilities <sup>2</sup>
IFRS 9	Financial Instruments <sup>3</sup>
IFRS 9 and IFRS 7 (Amendments)	Mandatory Effective Date of IFRS 9 and Transition Disclosures <sup>3</sup>
IFRS 10	Consolidated Financial Statements <sup>2</sup>
IFRS 11	Joint Arrangements <sup>2</sup>
IFRS 12	Disclosure of Interests in Other Entities <sup>2</sup>
IFRS 13	Fair Value Measurement <sup>2</sup>
IAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income <sup>5</sup>
IAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets <sup>4</sup>
IAS 19 (Revised 2011)	Employee Benefits <sup>2</sup>
IAS 27 (Revised 2011)	Separate Financial Statements <sup>2</sup>
IAS 28 (Revised 2011)	Investments in Associates and Joint Ventures <sup>2</sup>
IAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities <sup>6</sup>
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine <sup>2</sup>

- 1 Effective for annual periods beginning on or after 1 July 2011
- 2 Effective for annual periods beginning on or after 1 January 2013
- 3 Effective for annual periods beginning on or after 1 January 2015
- 4 Effective for annual periods beginning on or after 1 January 2012
- 5 Effective for annual periods beginning on or after 1 July 2012
- 6 Effective for annual periods beginning on or after 1 January 2014

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

已頒佈但尚未生效之新訂及經修訂準則及詮釋(續)

國際財務報告準則第7號(修訂本)	披露—金融資產的轉讓 <sup>1</sup>
國際財務報告準則第7號(修訂本)	披露—抵銷金融資產及金融負債 <sup>2</sup>
國際財務報告準則第9號	金融工具 <sup>3</sup>
國際財務報告準則第9號及國際財務報告準則第7號(修訂本)	國際財務報告準則第9號之強制生效日期及過渡披露 <sup>3</sup>
國際財務報告準則第10號	綜合財務報表 <sup>2</sup>
國際財務報告準則第11號	合營安排 <sup>2</sup>
國際財務報告準則第12號	於其他實體權益的披露 <sup>2</sup>
國際財務報告準則第13號	公平值計量 <sup>2</sup>
國際會計準則第1號(修訂本)	其他綜合收益項目的列報 <sup>5</sup>
國際會計準則第12號(修訂本)	遞延稅項：相關資產的收回 <sup>4</sup>
國際會計準則第19號(2011年經修訂)	僱員福利 <sup>2</sup>
國際會計準則第27號(2011年經修訂)	單獨財務報表 <sup>2</sup>
國際會計準則第28號(2011年經修訂)	聯營和合營企業中的投資 <sup>2</sup>
國際會計準則第32號(修訂本)	抵銷金融資產及金融負債 <sup>6</sup>
國際財務報告詮釋委員會第20號	露天採礦場生產階段之剝採成本 <sup>2</sup>

- 1 於2011年7月1日或其後開始之年度期間生效。
- 2 於2013年1月1日或其後開始之年度期間生效。
- 3 於2015年1月1日或其後開始之年度期間生效。
- 4 於2012年1月1日或其後開始之年度期間生效。
- 5 於2012年7月1日或其後開始之年度期間生效。
- 6 於2014年1月1日或其後開始之年度期間生效。

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**2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)**

**IFRS 9 Financial Instruments**

IFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. IFRS 9 amended in 2010 includes the requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of IFRS 9 are described as follows:

- IFRS 9 requires all recognised financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods.
- In relation to financial liabilities, the change relates to financial liabilities that are designated as at fair value through profit or loss. Specifically, under IFRS 9, for financial liabilities that are designated as at fair value through profit or loss, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability’s credit risk are not subsequently reclassified to profit or loss. Previously, under IAS 39, the entire amount of the change in the fair value of the financial liability designated as at fair value through profit or loss was presented in profit or loss.

IFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

**2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)**

**國際財務報告準則第9號金融工具**

於2009年頒佈的國際財務報告準則第9號引入金融資產分類及計量的新規定。於2010年修訂的國際財務報告準則包括金融負債的分類及計量及其取消確認。

國際財務報告準則第9號的主要規定說明如下：

- 國際財務報告準則第9號規定屬於國際會計準則第39號金融工具：確認及計量範圍內的所有已確認金融資產將隨按攤銷成本或公平值計量。尤其是屬於其目標旨在收集合約現金流量的某一商業模式內持有的債務投資，及僅支付未償還本金的本金及利息的合約現金流量的債務投資一般於其後會計期間結束時按攤銷成本計量。所有其他債務投資及股本投資按其後申報期間結束時的公平值計量。
- 就金融負債而言，變動僅與指定為按公平值計入損益的金融負債有關。尤其是根據國際財務報告準則第9號，就按公平值計入損益的金融負債而言，因金融負債的信貸風險變動而產生的金融負債公平值變動金額於其他全面收益內呈報，除非確認該負債在其他全面收益內的信貸風險變動的影響將會產生或加大損益內的會計錯配。因金融負債信貸風險而產生的公平值變動隨後不重新分類為損益。之前，根據國際會計準則第39號，按公平值計入損益的金融負債的公平值變動的總金額在損益內呈報。

國際財務報告準則第9號自2015年1月1日或之後開始的年度期間生效，並允許提早應用。



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## 2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)

### IFRS 9 Financial Instruments (continued)

The directors of the Company anticipate that IFRS 9 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2015 and that the application of IFRS 9 may affect the classification and measurement of the Group’s financial assets and financial liabilities should such designation be made in the future.

### IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates or unconsolidated structured entities. IFRS 12 establishes disclosure objectives and specifies minimum disclosures that entities must provide to meet those objectives. The objective of IFRS 12 is that entities should disclose information that helps users of financial statements evaluate the nature of and risks associated with its interests in other entities and the effects of those interests on financial statements. The disclosure requirements set out in IFRS 12 are more extensive than those in the current standards.

The directors anticipate that IFRS 12 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013.

### IFRS 13 Fair Value Measurement

IFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The Standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of IFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other IFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in IFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under IFRS 7 Financial Instruments: Disclosures will be extended by IFRS 13 to cover all assets and liabilities within its scope.

## 2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

### 國際財務報告準則第9號金融工具(續)

本公司董事預期，國際財務報告準則第9號將會於2015年1月1日開始的年度期間於本集團綜合財務報表內採納及應用國際財務報告準則第9號可能影響本集團金融資產及金融負債的分類及計量，如該項指定將於未來作出。

### 國際財務報告準則第12號其他實體權益披露

國際財務報告準則第12號為一項披露標準及適用於附屬公司、合營安排、聯營公司或未綜合結構性實體擁有權益的實體。國際財務報告準則第12號建立披露目標及指定實體必須提供的最低披露要求，以符合該等目標。國際財務報告準則第12號的目標為實體須披露有助財務報表使用者評估其於其他實體權益的性質及風險的資料及該等權益對財務報表的影響。國際財務報告準則第12號內所載披露規定較現行準則內的規定更為廣泛。

董事預期國際財務報告準則第12號將會於2013年1月1日開始的年度期間於本集團綜合財務報表內採納。

### 國際財務報告準則第13號公平值計量

國際財務報告準則第13號建立公平值計量及有關公平值計量披露資料的唯一指引來源。該標準界定公平值，建立計量公平值的框架，及規定有關公平值計量的披露要求。國際財務報告準則第13號的適用範圍廣泛，適用於其他國際財務報告準則規定或允許公平值計量及有關公平值計量披露資料的金融工具項目及非金融工具項目。一般而言，國際財務報告準則第13號的披露要求較現行標準的披露要求更為廣泛。如基於僅在國際財務報告準則第7號金融工具：披露項下的金融工具目前所要求的三級公平值層次的定量及定性披露將根據國際財務報告準則第13號延伸涵蓋此範圍內的所有資產及負債。

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**2. APPLICATION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (CONTINUED)**  
**IFRS 13 Fair Value Measurement (continued)**

IFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The directors of the Company anticipate that IFRS 13 will be adopted in the Group’s consolidated financial statements for the annual period beginning 1 January 2013. The application of the new standard is not expected to have impact on the amounts reported in the consolidated financial statements but then result in more extensive disclosures in the consolidated financial statements.

Except for IFRS 9, the directors of the Company anticipate that the application of the other new and revised IFRSs will have no material impact on the consolidated financial statements.

**3. SIGNIFICANT ACCOUNTING POLICIES**

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

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

The principal accounting policies are set out below:

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition and up to the effective date of disposal, as appropriate.

**2. 應用新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)**

**國際財務報告準則第13號公平值計量(續)**

國際財務報告準則第13號於2013年1月1日或之後開始的年度期間生效，並允許提早應用。

本公司董事預期，國際財務報告準則第13號將會於2013年1月1日開始的年度期間在本集團的綜合財務報表內採納。應用新準則預期將不會對綜合財務報表內呈報的金額造成影響，但會引致綜合財務報表的更廣泛披露。

除國際財務報告準則第9號外，本公司董事預期應用其他新訂及經修訂國際財務報告準則將不會對綜合財務報表產生重大影響。

**3. 主要會計政策**

除若干金融工具及物業按公平值計量(如以下所載會計政策所解釋)外，綜合財務報表乃按歷史成本法編製。歷史成本一般根據兌換資產代價之公平值計量。

綜合財務報表根據國際財務報告準則編製。此外，綜合財務報表包括香港聯交所證券上市規則及香港公司條例所規定之適用披露。

主要會計政策載列如下：

**綜合基準**

綜合財務報表包括本公司及本公司(及其附屬公司)控制的實體的財務報表。當本公司有權監管實體的財務及營運政策以便從其活動取得收益時，則取得控制權。

年內收購或出售的附屬公司業績列入自收購生效日期起直至出售生效日期(如適用)止的綜合收益表。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Basis of consolidation (continued)**

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

**Investments in subsidiary**

Investment in subsidiary are included in the Company's statement of financial position at cost less accumulated impairment losses.

**Business combinations**

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

**3. 主要會計政策(續)****綜合基準(續)**

在必要情況下，對附屬公司財務報表作出調整，以使其會計政策與本集團其他成員公司所採用的會計政策保持一致。

集團內公司間所有交易、結餘、收益及開支於綜合賬目時悉數撇銷。

**附屬公司投資**

附屬公司投資按成本減累計減值虧損列入本公司財務狀況表。

**業務合併**

收購業務使用收購法入賬。業務合併中轉讓的代價按公平值計量，按本集團所轉讓資產、本集團向被收購公司的前任擁有人轉讓的負債及本集團為交換被收購公司的控制權而發行股本權益於收購日的公平值的總和計算。收購相關成本一般於發生損益內確認。

於收購日，所收購的可識別資產及所承擔的負債於收購日按公平值確認。

商譽按所轉讓的代價、於被收購公司的任何非控股權益金額及收購人先前持有的被收購公司的股本權益的公平值的總和超過所收購可識別資產及所承擔的負債於收購日的金額淨額的超額部份(如有)計量。如在評估後，所收購可識別資產及所承擔的負債於收購日的金額淨額超過所轉讓的代價、於被收購公司的任何非控股權益金額及收購公司先前於被收購公司持有的權益的公平值的總和(如有)，超額部分隨即按購買獲得討價還價於損益內確認。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

#### Interests in joint ventures

A joint venture is a contractual arrangement whereby the Group and other parties undertake an economic activity that is subject to joint control (i.e. when the strategic financial and operating policy decisions relating to the activities of the joint venture require the unanimous consent of the parties sharing control).

Joint venture arrangements that involve the establishment of a separate entity in which each venturer has an interest are referred to as jointly controlled entities.

### 3. 主要會計政策(續)

#### 商譽

因收購企業而產生的商譽按成本減任何累計減值虧損(如有)入賬,及於綜合財務狀況表內單獨呈列。

就減值測試而言,商譽分配予本集團各個現金產生單元(或現金產生單元群組),並預期受益於業務組合產生的協同效益。

已分配商譽的現金產生單元每年度進行減值測試,或如顯示該單元可能受到減值,則可為頻密地進行測試。如現金產生單元的可收回金額低於其賬面值,減值虧損首先進行分配,以減少任何分配予該單元的任何商譽的賬面值,然後按百分比基準根據該單元的賬面值分配予其他資產。商譽任何減值虧損於損益內直接確認。商譽已確認的減值虧損於其後期間不予撥回。

出售有關現金產生單元時,商譽的可分配金額列入計算出售時損益金額中。

#### 於合營企業權益

合營企業為本集團及其他方藉承擔受共同控制權(即有關合營企業的活動有關的戰略性財務及營運政策決策需要分享控制權權的各方的一致同意)制約的經濟活動的合約安排。

涉及各風險投資者擁有權益的單獨實體的成立的合營企業安排被稱為共同控制實體。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Interests in joint ventures (continued)**

The results and assets and liabilities of jointly controlled entities are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in jointly controlled entities are initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the jointly controlled entities. When the Group's share of losses of a jointly controlled entity equals or exceeds its interest in that jointly controlled entity (which includes any long-term interests that, in substance, form part of the Group's net investment in the jointly controlled entity), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that jointly controlled entity.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of a jointly controlled entity recognised at the date of acquisition is recognised as goodwill, which is included within the carrying amount of the investment.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

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

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

**3. 主要會計政策(續)****於合營企業權益(續)**

共同控制實體的業績及資產及負債使用權益會計法列入綜合財務報表。根據權益法，於共同控制實體控資初步按成本於綜合財務狀況表內確認及隨後進行調整，以確認本集團分佔共同控制實體的損益及其他全面收益。當本集團分佔共同控制實體的虧損等於或超過其於該共同控制實體的權益(其包括任何實際構成本集團於共同控制實體的投資淨額的一部份的任何長期權益)，本集團終止確認其分佔額外虧損。額外虧損僅在本集團已產生法定或推定責任時或代表該共同控制實作出付款時確認。

收購成本超逾本集團分佔於收購日確認的共同控制實體的可識別資產、負債及或然負債的公平值淨額的任何超額部份確認為商譽，該商譽載入投資的賬面值內。

本集團分佔可識別資產、負債及或然負債公平值淨額超逾收購成本的任何超額部份在重新評估後，隨即於損益內確認。

應用國際會計準則第39號以釐定是否有必要就本集團於共同控制實體投資確認任何減值虧損。在必要時，投資(包括商譽)的整個賬面值根據國際會計準則第36號資產減值作為單一資產，透過將其可收回金額(使用中價值與公平值減出售成本兩者之較高者)與其賬面值進行比較而進行減值測試。已確認的任何減值虧損構成投資的賬面值。減值虧損的任何撥回根據國際會計準則第36號進行確認，以投資的可收回金額隨後增加者為限。

當集團實體與共同控制實體進行交易，由與共同控制實體進行交易所產生的損益於本集團綜合財務報表內確認，以共同控制實體內與本集團不相關的權益為限。

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### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is reduced for estimated customer returns, rebates, discounts, sales related taxes and other similar allowances.

#### Sale of goods

Revenue from sale of goods in the normal course of business is recognised when goods are delivered and legal title is passed.

Sales of goods that result in award credits for customers under the Group's customer loyalty programme are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the goods sold and the award credits that are earned by the customers. The consideration allocated to the award credits is measured by reference to their fair value – the amount for which the award credits could be sold separately. Such consideration is not recognised as revenue at the time of the initial sale transaction-but is deferred and recognised as revenue when the award credits are redeemed and the Group's obligations have been fulfilled. Under the Group's customer loyalty programme, customers are entitled to convert their award credits into cash equivalents upon the fulfilment of certain criteria as set out in the terms and conditions of the Group's customer loyalty programme.

#### Interest income

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

The Group's accounting policy for recognition of revenue from operating leases is described in the accounting policy below.

### 3. 主要會計政策(續)

#### 收益確認

按已收或應收代價的公平值計量收益及減除估計客戶退貨、回扣、折讓、銷售稅及其他相若補貼。

#### 銷售貨品

在日常業務過程中銷售貨品所得收益在交付貨品及法定業權轉移時確認。

根據本集團客戶忠誠計劃引致客戶獲得獎品積分的貨品銷售入賬為多成分收益交易及及已收或應收代價公平值在已售貨品及客戶已賺取的獎品積分之間進行分配。分配予獎品積分的代價參照其公平值(即獎品積分可單獨出售的金額)計量。該項代價在初步出售交易時並不確認為收益，惟會予以遞延在獎品積分贖回及本集團之責任已履行後確認為收益。根據本集團客戶忠誠計劃，客戶有權於達成本集團客戶忠誠計劃的條款及條件內所載的若干標準後將其獎品積分轉換為現金等價物。

#### 利息收入

金融資產利息收入在經濟利益可能流向本集團及收益金額能可靠計量時進行確認。利息數入參照未償還本金及適用的實際利率按時間基準累算，適用的實際利率為直至金融資產的預定期限的估計未來現金收入的恰當折讓至初步確認時該資產的賬面淨值的比率。

本集團確認經營租賃收益的會計政策載於以下會計政策。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Leasing**

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

**The Group as lessor**

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

**The Group as lessee**

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

In the event that lease incentives are received to enter into operating lease, such incentives are recognised as a liability. The aggregate benefit of incentive is recognised as a reduction of rental expense over a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**Leasehold land for own use**

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as "prepaid lease payments" in the consolidated statements of financial position and is amortised over the lease term on a straight-line basis. Prepaid lease payments which are to be amortised in the next twelve months or less are classified as current assets.

**3. 主要會計政策(續)****租賃**

當租賃條款將所有權的絕大部份風險及回報轉讓至承租人時，租賃分類為融資租賃。所有其他租賃分類為經營租賃。

**本集團作為出租人**

經營租賃的租金收入按直線法在有關租賃的期限內確認。磋商及安排經營租賃產生的初步直接成本加在租賃資產的賬面值之上及按直線法在租賃期間內確認。

**本集團作為承租人**

經營租賃付款按直線法按租賃期間確認為一項開支。

如已收租賃獎勵以訂立經營租約，該獎勵確認為一項負債。獎勵的總收益作為租金開支的扣減項按直線法進行確認，惟更代表租賃資產的經濟收益使用的時間模式的其他系統性基準除外。

**自用租賃土地**

當一項租賃包括土地及樓宇時，本集團根據是否每項元素所附帶的絕大部份風險及回報已轉讓予本集團的評估，作為單獨的融資或經營租賃評估每項元素的分類。尤其是最低租賃付款(包括任何一次過預付款)在土地及樓宇間按租賃土地及樓宇部份在租賃初的租賃權益的相關公平值的比例進行分配。當租賃付款不能在土地及樓宇間可靠分配時，整個租賃一般分類為融資租賃及入賬為物業、廠房及設備。

如租賃付款分配不能可靠做出，入賬為經營租賃的租賃土地權益在財務狀況表內呈報為「租賃預付款」並按租賃期間按直線法進行攤銷。將於未來十二個月或更少期間攤銷的租賃預付款分類為流動資產。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Foreign currencies**

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

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

**Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

**Government grants**

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

**3. 主要會計政策(續)**

**外幣**

在編製每個單個集團實體的財務報表時，該實功能貨幣(外幣)以外貨幣計值的交易按交易當日現行匯率確認。於報告期結束時，以外幣計值的貨幣項目按該日比率重新換算。按外幣歷史成本計量的非貨幣項目不予重新換算。

因結算貨幣項目而產生的匯兌差額及重新換算貨幣項目時，於其產生期間確認為損益。

**借貸成本**

收購、建造及生產合資格資產(即必須花費相當長一段時間方可準備好作擬定用途或銷售的資產)直接應佔借貸成本，在該等資產的成本之上，直至該等資產可大致可用作擬定用途或銷售。

以待合資格資產開支的臨時投資所賺取的投資收入自符合資本化的借貸成本中扣除。

所有其他借貸成本於其產生期間確認為損益。

**政府補助金**

直至合理確信本集團將會遵守其條款及將會收取補助金時方可確認政府補助金。

政府補助金按系統性基準在本集團確認擬補償的補助金的相關成本為開支的期間方予確認。特別是，其主要條件為本集團應購買、興建或以其他方式收購非流動資產的政府補助金在綜合財務狀況表內確認為遞延收益並按系統化及合理基準在有關資產的可使用期間轉讓至損益。

作為已產生開支或虧損的補償或就給予本集團即財務支持而言並無產生未來相關成本的應收的政府補助金於成為應收的期間確認為損益。



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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Retirement benefit costs**

Payments to state-managed retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions.

**Share-based payment arrangements****Share options granted by the Company to employees of the Group in an equity-settled share-based payment arrangement**

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the grant date and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated profits.

**Taxation**

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

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

**3. 主要會計政策(續)****退休福利成本**

向政府主辦的退休福利計劃的付款在僱員已提供使其享有供款的服務時作為一項開支進行確認。

**以股份為基礎的支付安排**

本公司在以權益結算的以股份為基礎的支付安排中向本集團僱員授予購股權

以滿足特定歸屬條件為條件的購股權的授出而言，所收取的服務公平值參照授出日期授出的購股權公平值進行釐定及按直線法在歸屬期列支，權益(購股權儲備)有相應的增加。

在報告期結束時，本集團修訂預期最終歸屬的購股權份數的估計。修訂原有估計的影響(如有)在損益內確認，以致累計開支反映已修訂的估計，並對股份購股權作出相應的調整。

當行使購股權時，先前於購股權儲備內確認的金額將會轉撥至股份溢價。當購股權在歸屬日後沒收或於屆滿日仍未行使，先前於購股權儲備內確認的金額將會轉撥至累計溢利。

**稅項**

所得稅開支為目前應付稅項及遞延稅項的總和。

目前應付稅項乃根據年內應課稅溢利計算。應課稅溢利與在綜合全面收益表內呈報的溢利有所不同，乃由於其他年度應課稅或應扣減的收入或開支項目及毋須課稅或扣減的項目而引致。本集團即期稅項負債使用報告期結束時頒佈或實質頒佈的稅率計算。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Taxation (continued)**

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

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

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

**3. 主要會計政策(續)**

**稅項(續)**

就綜合財務報表內的資產及負債的賬面值與計算應課稅溢利中使用的相應稅基的暫時差額確認遞延稅項。一般就所有應課稅暫時差額確認遞延稅項負債。就所有可扣減暫時差額(以應課稅溢利可能用作對沖可動用的可扣減暫時差額為限)一般確認遞延稅項資產。如因商譽或初步確認(業務合併除外)既不影響應課稅溢利亦不會影響會計溢利的一項交易中的其他資產及負債時而產生暫時差額，則不予確認該等遞延稅項資產及負債。

就投資附屬公司及合營企業權益相關的應課稅暫時差額確認遞延稅項負債，惟本集團能控制暫時差額的撥回及暫時差額可能不會於可見未來撥回時除。因該等投資及權益相關的可扣減暫時差額產生的遞延稅項資產僅在可能將會有足夠的應課稅溢利對沖利用暫時差額利益並預期於可見未來撥回的情況下確認。

遞延稅項資產的賬面值於每個報告期結束時審閱及減少至不再可能有充足的應課稅溢利可用作備抵全部或部份將予收回的資產。

遞延稅項資產及負債按報告期結束時已頒佈或實質頒佈的稅率(及稅法)清償負債或變現資產期間按預期適用的稅率計量。遞延稅項資產及負債的計量反映將會以本集團預期的方式在報告期結束時將會產生的稅務後果，以彌補或結清其資產及負債的賬面值。

年內即期或遞延稅項於損益內確認，惟有關在其他全面收益內確認或直接於權益內確認的項目除外，在該情況下，即期及遞延稅項亦在其他全面收益或直接於權益內確認。如即期或遞延稅項因業務合併的初步會計核算而產生，稅務影響應列入業務合併的會計處理內。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Property, plant and equipment**

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

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

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

**Investment properties**

Investment properties are properties held to earn rentals and/or for capital appreciation. Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are measured at fair value. Gains and losses arising from changes in the fair value of investment property are included in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

**3. 主要會計政策(續)****物業、廠房及設備**

物業、廠房及設備(包括在生產或供應貨品或服務時或就行政管理用途作使用的樓宇(以下所述在建物業除外)), 在綜合財務狀況表內按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

為生產、供應或行政目的而興建中的物業按成本減任何已確認的減值虧損列賬。成本包括專業費用及(就合資格資產而言)根據本集團會計政策撥充資本的借貸成本。當已完工及準備用作擬定用途時, 該等物業分類為適當類別的物業、廠房及設備。該等資產按與其他物業資產相同的基準, 在資產準備就緒可作擬定用途時開始折舊。

確認折舊, 從而按其可使用年期使用直線法撇銷資產(在建中物業除外)成本減去剩餘價值。於每個報告期結束時審閱估計可使用年期、剩餘價值及折舊法, 及估計任何變動的影響按預期基準入賬。

在出售或並無未來經濟利益預期從持續使用資產中產生時取消確認物業、廠房及設備項目。因出售或棄用物業、廠房及設備項目而產生的任何收益或虧損釐定為銷售所得款項與資產賬面值的差額及在損益內確認。

**投資物業**

投資物業為為賺取租金及/或資本增值目的而持有的物業。投資物業初步按成本(包括交易成本)計量。在初步確認後, 投資物業按公平值計量。投資物業公平值變動產生的收益及虧損列入產生期間的損益內。

在出售或當投資物業被永久撤回使用及並預期出售不會產生未來經濟利益時, 取消確認投資物業。因取消確認物業而產生的任何收益或虧損(按出售所得款項淨額與資產賬面值兩者之差額計算)列入取消確認物業期間的損益內。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Intangible assets**

**Intangible assets acquired separately**

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

**Derecognition of intangible assets**

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

**Impairment of tangible and intangible assets other than goodwill**

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

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

**3. 主要會計政策(續)**

**無形資產**

**單獨收購的無形資產**

單獨收購的有限期可使用年期的無形資產按成本減累計攤銷及累計減值虧損列賬。按直線法按估計可使用年期確認攤銷。估計可使用年期及攤銷法於每個報告期結束時審閱，估計任何變動影響按預期基準入賬。單獨收購的無限期可使用年期的無形資產按成本減累計減值虧損入賬。

**取消確認無形資產**

無形資產於出售時或當預期使用或出售未來並無經濟利益時，取消確認無形資產。因取消確認無形資產而產生的收益及虧損(計量為出售所得款項淨額與資產賬面值兩者的差額)在取消確認資產時於損益內確認。

**有形及無形資產(商譽除外)減值**

於每個報告期結束時，本集團審閱其有形及無形資產之賬面值，以釐定是否存在該等資產已遭受減值虧損的跡象。如存在任何該等跡象，評估資產的可收回金額，從而釐定減值虧損(如有)的程度。如不可能估計個別資產的可收回金額，本集團估計該資產所屬的現金產生單元的可收回金額，或以其他方式將其分配至可識別合理及一致分配基準的現金產生單元的最大群組。

可收回金額為公平值減出售成本與使用中價值兩者的較高者。在評估使用中價值時，估計未來現金流量使用反映目前對貨幣的時間價值的市場評估及及尚未調整未來現金流量估計的資產特有的風險的稅前折讓率折讓至現有價值。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Impairment of tangible and intangible assets other than goodwill  
(continued)**

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

**Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

**Financial instruments**

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

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

**Financial assets**

The Group's financial assets are classified into the following specified categories: loans and receivables and available-for-sale ("AFS") financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

**3. 主要會計政策(續)****有形及無形資產(商譽除外)減值(續)**

如資產(或現金產生單元)的可收回金額估計低於其賬面值,資產(或現金產生單元)的賬面值減少至其可收回金額。隨即於損益內確認減值虧損。

當其後撥回減值虧損時,資產(或現金產生單元)的賬面值增至其可收回金額的經修訂估計,惟增加的賬面值不得超過過往年度對資產(或現金產生單元)尚無確認減值虧損情況下原本會釐定的賬面值。隨即於損益內確認撥回減值虧損。

**存貨**

存貨按成本與可變現淨值兩者之較低者入賬。成本使用加權平均法計算。

**金融工具**

當集團實體成為工具合約條款的訂約方時確認金融資產及金融負債。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債(按公平值計入損益的金融資產及金融負債除外)直接應佔交易成本在初步確認時加在金融資產或金融負債(如適用)之上或從中扣減。按公平值計入損益收購的金融資產或金融負債直接應佔交易成本隨即於損益內確認。

**金融資產**

本集團金融資產分類為以下指定類別:貸款及應收款項及可供出售(「可供出售」)金融資產。所有常規方式購買或銷售金融資產按交易日基準確認及取消確認。常規方式購買或銷售乃需要在法規或市場慣例確定的一定時限內交付資產的金融資產的買賣。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Financial instruments (continued)**

**Financial assets (continued)**

*Effective interest method*

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

Interest income is recognised on an effective interest basis for debt instruments.

*Loans and receivables*

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

*Available-for-sale financial assets*

Available-for-sale (“AFS”) financial assets are non-derivatives that are either designated or not classified as financial assets at financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

**3. 主要會計政策(續)**

**金融工具(續)**

**金融資產(續)**

*實際利息法*

實際利息法乃計算債務工具的攤銷成本及在有關期間分配利息收入的方法。實際利率乃透過債務工具的有限年限或(如適用)初始確認時至賬面淨值的更較期間的估計未來現金收入(包括構成實際利率、交易成本及其他溢價或折讓組成部份的所有費用及點數)的精確折讓。

利息收入按債務工具的實際利息基準確認。

*貸款及應收款項*

貸款及應數款項為在活躍市場並無報價的具有固定或可釐定支付非衍生金融資產。貸款及應收款項(包括貿易應收款項及其他應收款項、結構性銀行存款、有抵押銀行存款及銀行結餘及現金)使用實際利息法按攤銷成本減任何減值計量。

*可供出售金融資產*

可供出售金融資產乃對按公平值計入損益的金融資產、貸款及應收款項或持至到期投資項目指定或並無分類為金融資產的非衍生工具。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)****Financial instruments (continued)****Financial assets (continued)***Impairment of financial assets*

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

For an AFS equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For other financial assets, objective evidence of impairment could include:

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

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

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

**3. 主要會計政策(續)****金融工具(續)****金融資產(續)***金融資產減值*

在報告期結束時評估金融資產是否有減值跡象。當有客觀證據顯示因初始確認金融資產後產生的一宗或多宗事件，投資的估計未來現金流量受到影響，則金融資產視為減值。

就可供出售股本投資而言，投資的公平值大幅或長時間下跌至低於其成本，視為減值的客觀證據。

就其他金融資產而言，減值客觀證據可能包括以下各項：

- 發行人或對手方出現重大財政困難；或
- 違約，如違約或拖欠利息或本金支付；或
- 借款人有可能破產或進行財務重組。

就若干類別金融資產(如貿易及其他應收款項)而言，評估為個別減值的資產乃按集體基準別外評估減值。應收款項組合減值的客觀證據可能包括本集團過往收集付款的經驗，組合超過平均信貸期押後支付的數目增加以及與應收款項拖欠相關的國內或本地經濟條件的可觀察變動。

就按攤銷成本列值的金融資產而言，已確認的減值虧損金額乃資產賬面值與按金融資產原先實際利率折讓的估計未來現金流量現值之間的差額。

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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Financial instruments (continued)**

**Financial assets (continued)**

*Impairment of financial assets (continued)*

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

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

When an AFS financial asset is considered to be impaired, cumulative gains or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period in which the impairment takes place.

Impairment losses on AFS equity investments will not be reversed in profit or loss in subsequent periods. Any increase in fair value subsequent to impairment loss is recognised directly in other comprehensive income and accumulated in investment revaluation reserve.

**Financial liabilities and equity instruments**

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

*Equity instruments*

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

**3. 主要會計政策(續)**

**金融工具(續)**

**金融資產(續)**

*金融資產減值(續)*

金融資產賬面值就所有金融資產直接減少減值虧損，惟貿易及其他應收款項除外，如賬面值透過使備抵賬目而減少。當應收款項視為不可收回時，就備抵賬面進行撇銷。先前撇銷的其後收回金額計入備抵賬目。備抵賬目的賬面值變動於損益內確認。

就按攤銷成本計量的金融資產而言，如在其後期間，減值虧損的金額減少及減少額可能客觀上與確認減值虧損後發生的事件，先前確認的減值虧損透過損益予以撥回，如撥回減值日資產的賬面值並未超過如並無確認減值原本會產生的攤銷成本。

可供出售金融資產被視為減值時，先前於其他全面收益表確認之應計收益或虧損則重新分類為減值期間之損益。

可供出售股本投資的減值虧損於其後期間不會於損益內撥回。減值虧損確認後公平值的任何增加直於其他全面收益內確認及於投資重估儲備內累計。

**金融負債及股本工具**

集團實體發行的金融負債及股本工具按照合約安排的內容及金融負債及股本工具的定義進行分類。

*股本工具*

股本工具乃證明在扣除所有負債後實體資產的剩餘權益的任何合約。本集團發行的股本工具按已收所得款項減直接發行成本確認。



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**3. SIGNIFICANT ACCOUNTING POLICIES  
(CONTINUED)**

**Financial instruments (continued)**

**Financial liabilities and equity instruments (continued)**

*Financial liabilities*

Financial liabilities (including trade and other payables) are subsequently measured at amortised cost using the effective interest method.

*Effective interest method*

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

Interest expense is recognised on an effective interest basis.

**Derecognition**

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

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

**3. 主要會計政策(續)**

**金融工具(續)**

**金融資產(續)**

**金融負債**

金融負債(包括貿易及其他應付款項)隨後使用實際利息法按攤銷成本計量。

*實際利息法*

實際利息法乃計算金融負債攤銷成本及在有關期間分配利息開支的方法。實際利率乃透過金融負債的預期年期或(如適用)初步確認時至賬面值的更短期間對估計未來現金支付(包括構成實際利率、交易成本及其他溢價或折讓的所有費用及點數)進行準確折讓的利率。

利息開支按實際利息基準進行確認。

**取消確認**

僅當資產的現金流量的合約權利屆滿時,或當其將金融資產及資產所有權的絕大部份風險及回報轉讓至另一實體時,本集團方取消確認金融資產。當取消確認金融資產時,資產賬面值與已收及應收代價總和的差額及已於其他全面收益內確認及於權益內累計的累計收益或虧損於損益內確認。

當且僅當本集團責任解除、取消或屆滿時,本集團取消確認金融負債。取消確認的金融負債的賬面值與已付及應付代價之間的差額於損益內確認。

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**4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

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

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

**Key sources of estimation uncertainty**

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

**Impairment of trade receivables**

Trade and other receivables are carried at amortised cost using the effective interest method, less any identified impairment losses. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired.

In making the judgement, management considered the procedures that have been in place to monitor this risk as a significant proportion of the Group's working capital is devoted to trade and other receivables. In determining whether allowance for bad and doubtful debts is required, the Group takes into consideration the aging status and the likelihood of collection. Specific allowance is only made for trade and other receivables that are unlikely to be collected. As at 31 December 2011, the carrying amount of trade receivables was RMB243,555,000 (2010: RMB179,930,000).

**4. 主要會計判斷及估計不明朗性主要來源**

在應用本集團會計政策(於附註3內說明)時,本公司董事須就與其他來源並無明顯差別的資產及負債的賬面值作出估計及假設。估計及相關假設乃基於過往經驗及視為相關的其他因素。實際業績可能與該等結果有所不同。

按持續基準審閱估計及相關假設。會計估計修訂於修訂估計的期間確認,如修訂僅影響該期間或修訂期間及未來期間,如修訂影響目前及未來期間。

**估計不明朗性的主要來源**

以下為有關未來的主要假設及對下一財政年度內的資產及負債的賬面值造成重大調整的主要風險的報告期結束時估計不明朗性的其他主要來源。

**貿易應收款項減值**

貿易及其他應收款項使用實際利息法按攤銷成本減任何已識別減值虧損入賬。估計不可收金額的適當撥備在客觀證據顯示資產減值時確認損益。

在作出判斷時,管理層考慮為監控本風險而制訂的程序,乃由於本集團大部份的營運資金用於貿易及其他應收款項。在釐定是否需要呆壞賬撥備時,本集團考慮賬齡狀況及收賬的可能性。僅對不可能收回的貿易及其他應收款項進行特定撥備。於2011年12月31日,貿易應收款項的賬面值為人民幣243,555,000元(2010年:人民幣179,930,000元)。

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**4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)****Write-down of inventories**

Inventories are valued at the lower of cost and net realisable value. Also, the Group regularly inspects and reviews its inventories to identify slow-moving and obsolete inventories. The amount of the impairment loss is measured as the difference between inventories' cost and realised value.

The identification of impairment of inventories requires the use of judgement and estimate of expected net realised value. Where the net realised value is lower than the cost, a material impairment loss may arise. As at 31 December 2011, the carrying amount of inventories was RMB561,840,000 (2010: RMB410,263,000), net of write-down of inventories of RMB32,550,000 (2010: RMB30,839,000).

**Useful lives of property, plant and equipment**

The Group reviews the estimated useful lives of property, plant and equipment at the end of the reporting period. During the reporting period, management is satisfied that there is no change in the estimated useful lives of the property, plant and equipment from prior year. The carrying amounts of property, plant and equipment at the end of the reporting period are disclosed in Note 15.

**Impairment of property, plant and equipment**

At the end of the reporting period, management reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, management carried out impairment reviews of its property, plant and equipment and prepaid lease payments. In making its judgement, management considered the future cash flows expected to arise from the cash generating unit and suitable discount rates in order to calculate the present value. As at 31 December 2011, the carrying amount of property, plant and equipment was RMB109,899,000 (2010: RMB86,277,000).

**4. 主要會計判斷及估計不明朗性主要來源(續)****存貨撇減**

存貨按成本及可變現淨值兩者之較低者估值。此外，本集團定期審查及審閱其存貨，以識別滯留及陳舊存貨。減值虧損金額計量為存貨成本與可變現價值兩者之差額。

識別存貨減值需要應用判斷及估計預期可變現淨值。如可變現淨值低於成本，可能產生重大減值虧損。於2011年12月31日，存貨賬面值為人民幣561,840,000元(2010年:人民幣410,263,000元)，扣除存貨減記人民幣32,550,000元(2010年:人民幣30,839,000元)。

**物業、廠房及設備可使用年期**

本集團於報告期結束時審閱物業、廠房及設備的估計可使用年期。於報告期間，管理層信納自上一年度以來物業、廠房及設備的估計可使用年期並無變動。報告期結束時物業、廠房及設備的賬面值於附註15內披露。

**物業、廠房及設備減值**

於報告期結束時，管理層審閱其物業、廠房及設備的賬面值，以釐定是否有跡象顯示該等資產已蒙受減值虧損。如存在任何該等跡象，管理層對其物業、廠房及設備及租賃預付款執行減值審閱。在作出判斷時，管理層考慮預期現金產生單元產生的未來現金流量及合適的折讓率，從而計算現值。於2011年12月31日，物業、廠房及設備的賬面值為人民幣109,899,000元(2010年:人民幣86,277,000元)。

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**4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)**

**Revenue recognition in relation to the award credits earned by the customers under the Group's customer loyalty program**

In accordance with the Group's accounting policy, sales of goods that result in award credits for customers under the Group's customer loyalty program are accounted for as multiple element revenue transactions and the fair value of the consideration received or receivable is allocated between the goods sold and the award credits that are earned by the customers. The portion allocated to the award credits is deferred and recognised as revenue when the award credits are redeemed and the Group's obligations have been fulfilled. The amount of revenue recognised is based on the number of award credits that have been redeemed in exchange for awards, relative to the total number expected to be redeemed.

The Group reviews the total number of award credits expected to be redeemed at the year, taking into accounts of various factors including the number of award credits not redeemed by the customers upon expiry of respective award credits. In view of the short period of operation of the Group's customer loyalty program, and lack of historical information regarding the proportion of award credits that would be redeemed during the valid period of the award credits, the directors of the Company, in determining the total number of award credits expected to be redeemed, estimate that no customer will not redeem the award credit points under its customer loyalty program and all of the award credits earned by the customers would be redeemed within one year. The amount of deferred revenue recognised in accordance with IFRIC Interpretation 13 "Customer Loyalty Programmes" is accordingly classified as current liability at the end of the reporting period. As at 31 December 2011, the carrying amount of deferred revenue was RMB12,672,000 (2010: RMB8,581,000).

This estimate will be reviewed on an ongoing basis, and revision to the expected number of award credits to be redeemed will be made if there is significant difference between the actual number of award credits redeemed and the expected number redeemed in the future.

**4. 主要會計判斷及估計不明朗性主要來源(續)**

**有關客戶根據本集團客戶忠誠計劃賺取的獎品積分的收入確認**

根據本集團會計政策，引致本集團客戶忠誠計劃項下的客戶獎品積分的貨品的銷售入賬為多元素收益交易及已收或應收代價的公平值在已售貨品與客戶所賺取的獎品積分之間進行分配。分配予獎品積分的部份予以遞延及在獎品積分贖回及本集團責任已履行後確認。已確認收益金額乃根據為換取獎品已被贖回的獎品積分相對預期贖回的總數目計算。

本集團審閱年內預期贖回的獎品積分的總數目，考慮包括於各自獎品積分屆滿後不被客戶贖回的獎品積分數目等多項因素。鑑於本集團客戶忠誠計劃運作的短期性，及缺乏獎品積分有效期間將會贖回的有關獎品積分比例的過往資料，本公司董事在釐定預期贖回的獎品積分的總數目時，估計根據客戶忠誠計劃概無客戶不會贖回獎品積分點數及客戶所賺取的獎品積分將會於一年內贖回。根據國際財務報告解釋公告第13號詮釋「客戶忠誠計劃」確認的遞延收益金額因而於報告期結束時分類為流動負債。於2011年12月31日，遞延收益的賬面值為人民幣12,672,000元(2010年：人民幣8,581,000元)。

本估計將會按持續基準進行審閱，將予贖回的獎品積分的預期數目將會作出修訂，如已贖回的獎品積分實際數目與未來預期贖回的數目有重大差別。

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**5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS**

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

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves and retained profits.

The management of the Company review the capital structure on an on-going basis. As part of this review, the management consider the cost of capital and the risks associate with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

**Categories of financial instruments**

The carrying amounts of financial assets and financial liabilities, except for structured bank deposits, are as follows:

Financial assets	金融資產
Available-for-sale investments	可供銷售投資
Loans and receivables (including cash and cash equivalents)	貸款及應收款項 (包括現金及現金等價物)
Financial liabilities	金融負債
Amortised cost	攤銷成本

**Financial risk management objectives and policies**

The Group's major financial instruments include trade and other receivables, AFS investments, instrument structured bank deposits, pledged bank deposits, bank balances and cash and trade and other payables. Details of these financial instruments are disclosed in respective notes.

The risk associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

**5. 資本風險管理及財務工具**

本集團管理資本以確保本集團實體將會按持續經營基準經營，同時透過優化債務及股本結餘盡量向股東提供最大回報。本集團整體策略與上年度仍無變動。

本集團資本架構包括本公司擁有人應佔權益，包括已發行股本、儲備及保留溢利。

本公司管理層按持續基準審閱資本架構。作為此項審閱的一部份，管理層認為資本成本及風險與每類別資本相關。基於管理層的推薦意見，本集團將會透過支付股息、新股份發行及股份購回以及發行新債務或贖回現有債務而平衡整體資本架構。

**金融工具類別**

金融資產及金融負債(除結構性銀行存款外)之賬面值如下：

	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Financial assets		
Available-for-sale investments	75,611	—
Loans and receivables (including cash and cash equivalents)	831,990	384,256
Financial liabilities		
Amortised cost	222,813	223,342

**金融風險管理目標及政策**

本集團主要金融工具包括貿易及其他應收款項、可供出售投資、工具結構性銀行存款、已抵押銀行存款、銀行結餘及現金及貿易及其他應付款項。該等金融工具之詳情於各個附註內披露。

與該等金融工具相關的風險及如何減少該等風險的政策載列如下。管理層管理及監控該等風險，以確保及時及有效實施適當措施。

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**5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)**

**Foreign currency risk management**

The primary economic environment in which the principal subsidiaries of the Company operate is the PRC and their functional currency is RMB. However, certain sales and purchases of the Group are denominated in USD, which is currencies other than the functional currency of the relevant group entities and expose the Group to foreign currency risk. Transactions in Singapore Dollars (“SGD”) and Hong Kong Dollars (“HKD”) are limited.

The carrying amount of the Group’s foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

		Liabilities		Assets	
		負債		資產	
		2011	2010	2011	2010
		2011年	2010年	2011年	2010年
		RMB’000	RMB’000	RMB’000	RMB’000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
USD	美元	2,313	—	110,228	34,460
SGD	新加坡元	—	—	489	2,769
HKD	港元	—	—	3,834	14,165

Foreign currency risk arising from structured bank deposits as disclosed in Note 26 would be minimal.

The Group currently does not have a foreign currency hedging policy but the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

*Foreign currency sensitivity analysis*

The following table details the Group’s sensitivity to a 5% change in RMB against USD, SGD and HKD. 5% represents management’s assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currencies denominated monetary items and adjusts their translation at the end of the reporting period for a 5% change in foreign currency rates. A positive number below indicates an increase in profit before tax for the year where the relevant foreign currencies strengthen 5% against RMB. For a 5% weakening of the relevant foreign currency against RMB, there would be an equal and opposite impact on the profit before tax for the year.

**5. 資本風險管理及財務工具 (續)**

**外幣風險管理**

本公司主要附屬公司經營的主要經濟環境為中國及其功能貨幣為人民幣。然而，本集團若干買賣以美元計值，美元為有關集團實體功能貨幣以外的貨幣並使本集團面臨外幣風險。以新加坡元（「新加坡元」）及港元（「港元」）計值的交易數量有限。

於報告日期，本集團外幣計值貨幣資產及貨幣負債如下：

結構性銀行存款產生之外幣風險（於附註26披露）甚微。

目前，本集團並無外幣對沖政策，但管理層監控外匯風險及將會考慮在需要出現時對沖重大外幣風險。

*外幣敏感性分析*

下表詳列本集團人民幣兌換美元、新加坡元及港元在5%變動範圍內的敏感性。5%指管理層評估外匯匯率的合理可能變動幅度。敏感性分析僅包括未償還的外幣計值貨幣項目及在報告期結時按外幣匯率5%調整其兌換。以下正值數字顯示年內稅前溢利增加，如有關外幣兌換人民幣升值5%。如有關外幣兌換人民幣減值5%，將會對年內稅前溢利有相等及相反的影響。

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**5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)****Foreign currency risk management (continued)***Foreign currency sensitivity analysis (continued)***5. 資本風險管理及財務工具 (續)****外幣風險管理 (續)***外幣敏感性分析 (續)*

		2011	2010
		2011年	2010年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Increase in profit before tax where the foreign currency strengthen 5% against RMB:	如外幣兌換人民幣升值5%， 稅前溢利增加：		
USD impact	美元影響	5,396	1,723
SGD impact	新加坡元影響	24	138
HKD impact	港元影響	192	708

**Interest rate risk management****(i) Cash flow interest rate risk**

The Group is exposed to cash flow interest rate risk for certain of its interest bearing financial assets, including bank balances, which carried interests at prevailing market rates.

**(ii) Fair value interest rate risk**

The Group is also exposed to fair value interest rate risk for its interest bearing financial assets, including structured bank deposits and pledged bank deposits, which carried interests at fixed rates.

Exposure of interest rate risk to the Group is minimal as the balances are all short-term in nature. The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate risk exposure and will consider hedging significant interest rate exposure should the need arises.

**利率風險管理****(i) 現金流量利率風險**

本集團若干計息金融資產(包括及銀行結餘(按現行市場利率計息))面臨現金流量利率風險。

**(ii) 公平值利率風險**

本集團計息金融資產(包括結構性銀行存款及已抵押銀行存款(按固定利率計息))面臨公平值利率風險。

本集團利率風險可忽略不計，乃由於全部均為短期性。本集團目前並無利率對沖政策。然而，管理層監控利率風險及將會在需要出現時考慮重大利率風險。

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**5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)****Credit risk management**

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults. Before accepting any new customer, the Group has to assess the potential customer's credit quality and defines credit limits by customer. The Group uses publicly available financial information and its own trading records to rate its major customers. The Group only transacts with customers that have good credit quality. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. Credit exposure is controlled by the counterparty limits that are reviewed and approved by the management.

The Group's credit risk primarily relates to the Group's trade and other receivables, bank balances and cash, pledged bank deposits, available-for-sale investments and structured bank deposits. There is significant concentration of credit risk as the top five biggest customers account for over approximately 13% 2011 (2010: 10%) of the carrying amounts of trade receivables as at 31 December. The management of the Group generally grants credit only to customers with good credit ratings and also closely monitors overdue trade debts. The recoverable amount of each individual trade debt is reviewed at the end of the reporting period and adequate impairment for doubtful debts has been made for irrecoverable amounts. In this regard, the management of the Group considers that the credit risk associated with the Group's trade and other receivables is significantly reduced.

The Group is exposed to concentration of credit risk in relation to the AFS investments because it's a fund managed by a fund manager investing in listed equities trading in Hong Kong, Japan and Taiwan stock exchange. The Group will monitor the level of exposure to lower the risk exposure including redemption of the AFS investments.

The credit risk in relation to the Group's bank balances and cash, pledged bank deposits and structured bank deposits is not significant as the corresponding banks are reputable banking institutions.

The Group's concentration of credit risk by geographical locations is mainly in the PRC, which accounted for 88% (31 December 2010:87%) of the total trade receivable as at 31 December 2011.

**5. 資本風險管理及財務工具 (續)****信貸風險管理**

信貸風險指對手方將會拖欠其合約責任並引致本集團財務虧損的風險。本集團已採納一項政策，僅處理信譽可靠的對手方及取得足夠擔保(如適用)，作為減少因違約而造成的財務虧損風險。在接納任何客戶時，本集團必須評估潛在客戶的信貸質素及界定按客戶劃分的信貸限額。本集團使用可公開取得的財務資料及其本身的交易記錄以評其主要客戶。本集團僅與具有良好信貸質素的客戶進行交易。本集團持續監控其對手方的風險及信貸評級及所締結的交易總金額乃經核準對手方之間的差價。信貸風險由管理層審閱及批准的對手方限額而得到控制。

本集團信貸風險主要與本集團貿易及其他應收款項、銀行結餘及現金、已抵押銀行存款、可供出售投資及結構性銀行存款有關。信貸風險有高度集中度，乃由於五大客戶於12月31日佔貿易應收款項的逾13%(2010年：10%)。本集團管理層一般僅對具有良好信貸評級的客戶批授信貸及同時密切監管過期貿易債項。每項個別貿易債項的可收回金額於報告期結束時審閱及就不可收回金額已作出充足的呆賬減值撥備。就此而言，本集團管理層考慮與本集團貿易及其他應收款項相關的信貸風險予以大幅削減。

本集團須面對有關可供出售投資之集中信貸風險，原因為其基金由在香港、日本及台灣證券交易所進行上市股份買賣之基金經理處理。本集團將監控該投資之風險水平，並以包括贖回等方式來降低該可供出售投資的風險。

本集團銀行結餘及現金、已抵押銀行存款及結構性銀行存款相關的信貸風險並不重大，乃由於相關銀行乃信譽可靠的銀行機構。

本集團按地理位置劃分的信貸風險主要集中於中國，於2011年12月31日佔貿易應收款項總額的88%(2010年12月31日：87%)。



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**5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)****Liquidity risk management**

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

The following tables detail the Group's and the Company's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date in which the Group can be required to pay. The tables include both interest and principal cash flows.

**5. 資本風險管理及財務工具 (續)****流動資金風險管理**

在管理流動資金風險中，本集團監控及維持由管理層視為充足的一定水平的現金及現金等值，以為本集團營運提供資金及減少現金流量波動的影響。

下表詳列本集團及本公司非衍生金融負債的根據已協定的償還條款計算的合約到期日。下表乃根據本集團可能需要支付的最早日期計算的金融負債的未貼現現金流量。本表包括利息及本金現金流量。

		Weighted average effective interest rate 加權平均 實際利率 %	On demand or less than 1 year 按要求或 少於1年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現現金 流量總額 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元
At 31 December 2011	於2011年12月31日				
Financial liabilities	金融負債				
Trade and other payables	貿易及其他應付款項	—	222,813	222,813	222,813
At 31 December 2010	於2010年12月31日				
Financial liabilities	金融負債				
Trade and other payables	貿易及其他應付款項	—	223,342	223,342	223,342

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**5. CAPITAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)**

**Fair value**

The fair value of the Group's financial assets and financial liabilities are determined as follows:

- the fair value of financial assets (AFS investments) with standard terms and conditions and traded in active liquid markets are determined with reference to quoted market bid prices and ask prices, respectively; and
- the fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

**6. REVENUE AND SEGMENT INFORMATION**

The Group's operating segments are based on information prepared and reported to the chief operating decision makers, the board of directors of the Company for the purposes of resource allocation and performance assessment. The Group is organised into two segments, retail and wholesale of branded fashion footwear ("Retail and wholesale") and contract manufacturing of footwear ("Contract manufacturing"). These segments are the basis on which the Group reports its segment information.

**5. 資本風險管理及財務工具 (續)**

**公平值**

本集團金融資產及金融負債之公平值釐定如下：

- 具有標準條款及條件及在活躍流動市場交投的金融資產(可供出售投資)的公平值分別參照已報價的市場買入價及賣出價進行釐定；及
- 其他金融資產及金融負債的公平值根據基於現金流量折現分析的普遍採納定價模式進行釐定。

本公司董事認為，在綜合財務報表內按攤銷成本入賬的金融資產及金融負債的賬面與其公平值相若。

**6. 收入及分部資料**

本集團之經營分部以向主要營運決策人本公司董事會編製及呈報之資料為基礎，以作資源分配及評核表現用途。本集團分為兩個分部，即品牌時尚鞋履零售及批發(「零售及批發」)以及鞋履合約生產(「合約生產」)。該等分部乃根據本集團所報告之分部資料而劃分。

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## 6. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The following is an analysis of the Group's revenue and results from continuing operations by operating segments for the year:

## 6. 收入及分部資料(續)

本集團年內來自經營分部持續業務之收益及業績分析如下：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Segment revenue	分部收入		
Retail and wholesale	零售及批發		
– external sales	– 外部銷售	1,807,873	1,366,916
Contract manufacturing	合約生產		
– external sales	– 外部銷售	235,823	208,047
– inter-segment sales	– 分部間銷售	14,256	15,003
Segment revenue	分部收入	2,057,952	1,589,966
Eliminations	對銷	(14,256)	(15,003)
Group revenue	集團收入	2,043,696	1,574,963
Segment results	分部業績		
Retail and wholesale	零售及批發	414,303	225,332
Contract manufacturing	合約生產	22,454	18,272
		436,757	243,604
Unallocated other income and expenses and other gains and losses (note)	未分配其他收入及開支以及收益及虧損(附註)	(27,758)	–
Unallocated finance costs	未分配財務成本	(1,568)	(903)
Share of loss of joint ventures	分佔合營公司虧損	(2,054)	(2,996)
Profit before income tax	除所得稅前溢利	405,377	239,705
Income tax expense	所得稅開支	(115,199)	(67,643)
Net profit for the year (continuing operations)	年內純利(持續業務)	290,178	172,062

Note: The amount mainly represented the unallocated legal, professional and related expenses incurred for the Global Offering.

附註：有關金額主要指全球發售產生之未分配法律、專業及相關開支。

The accounting policies of the operating segments are the same as the Group's accounting policies described in Note 3 to the consolidated financial statements. Segment results represent the gross profits earned by each segment including other income, other gains and losses and excluding distribution and selling expense and administrative and general expenses. This is the measure reported to CODM for the purpose of resource allocation and performance assessment.

經營分部之會計政策與綜合財務報表附註3所述之本集團會計政策一致。分部業績指各分部所賺取之毛利，包括其他收入、其他收益及虧損，不包括分銷及銷售開支以及行政及一般開支。此乃向主要營運決策人報告之措施，以作資源分配及表現評估。

Inter-segment sales are charged at prevailing market prices.

分部間銷售乃按當前市場價格進行。

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**6. REVENUE AND SEGMENT INFORMATION (CONTINUED)**

The following is an analysis of the Group's assets and liabilities by operating segment:

**6. 收入及分部資料(續)**

本集團按經營分部劃分的資產及負債分析如下：

		<b>2011</b>	2010
		<b>2011年</b>	2010年
		<b>RMB'000</b>	RMB'000
		人民幣千元	人民幣千元
Segment assets	分部資產		
Continuing operations	持續業務		
Retail and wholesale	零售及批發	<b>1,638,093</b>	908,226
Contract manufacturing	合約生產	<b>213,261</b>	236,980
Total segment assets	分部資產總值	<b>1,851,354</b>	1,145,206
Eliminations	對銷	<b>(127,321)</b>	(154,217)
Unallocated	未分配	<b>6,994</b>	5,804
Total consolidated assets	綜合資產總值	<b>1,731,027</b>	996,793
Segment liabilities	分部負債		
Continuing operations	持續業務		
Retail and wholesale	零售及批發	<b>300,237</b>	311,081
Contract manufacturing	合約生產	<b>27,552</b>	80,583
Total segment liabilities	分部負債總額	<b>327,789</b>	391,664
Eliminations	對銷	<b>(72)</b>	(36,957)
Total consolidated liabilities	綜合負債總額	<b>327,517</b>	354,707

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6. REVENUE AND SEGMENT  
INFORMATION (CONTINUED)

Other segment information

Continuing operations

6. 收入及分部資料(續)

其他分部資料

持續經營

		Retail and wholesale 零售及批發 RMB'000 人民幣千元	Contract manufacturing 合約生產 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Amounts included in the measure of Segment profit or loss: For the year ended 31 December 2011	包括在計算分部溢利 或虧損之金額： 截至2011年12月31日 止年度			
Depreciation expense	折舊開支	12,782	2,503	15,285
Amortisation of intangible assets	無形資產攤銷	435	-	435
Amortisation of prepaid lease payments	預付租金攤銷	384	-	384
Allowance (reversal) for inventory obsolescence	陳舊存貨撥備(撥回)	1,788	(77)	1,711
Purchase of property, plant and equipment	購買物業、廠房及設備	38,227	1,132	39,359
Purchase of intangible assets	購買無形資產	811	-	811
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備 所得款項	399	53	452
Interest income	利息收入	(2,503)	(178)	(2,681)
Interest expense	利息開支	1,568	-	1,568
For the year ended 31 December 2010	截至2010年12月31日 止年度			
Depreciation expense	折舊開支	10,376	3,878	14,254
Amortisation of intangible assets	無形資產攤銷	313	-	313
Amortisation of prepaid lease payments	預付租金攤銷	384	-	384
Allowance for inventory obsolescence	陳舊存貨撥備	2,550	480	3,030
Purchase of property, plant and equipment	購買物業、廠房及設備	21,870	956	22,826
Purchase of intangible assets	購買無形資產	407	-	407
Expense recognised in respect of equity-settled share-based payments	確認以權益結算之 股份付款開支	6,206	945	7,151
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備 所得款項	310	-	310
Interest income	利息收入	(2,522)	(160)	(2,682)
Interest expense	利息開支	903	-	903

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**6. REVENUE AND SEGMENT INFORMATION (CONTINUED)**

**Geographical information**

The Group's operations are mainly located in the PRC.

The Group's revenue from continuing operation from external customers, based on location of customers and information about its non-current assets by geographical location of the assets are detailed below:

		<b>Revenue from external customers</b>	
		<b>來自外部客戶收益</b>	
		<b>2011</b>	2010
		<b>2011年</b>	2010年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
PRC	中國	<b>1,806,626</b>	1,367,417
United States of America	美國	<b>237,070</b>	207,546
Total	合計	<b>2,043,696</b>	1,574,963

		<b>Non-current assets</b>	
		<b>非流動資產</b>	
		<b>2011</b>	2010
		<b>2011年</b>	2010年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
PRC	中國	<b>189,849</b>	162,847

Note: Non-current assets exclude deferred tax assets.

There is no customer contributing over 10% of the total sales of the Group during the years.

**6. 收入及分部資料(續)**

**地區資料**

本集團業務主要位於中國。

本集團來自按客戶所在地劃分之外部客戶持續業務之收益，以及按資產所在地劃分之非流動資產資料詳述如下：

		<b>Revenue from external customers</b>	
		<b>來自外部客戶收益</b>	
		<b>2011</b>	2010
		<b>2011年</b>	2010年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
PRC	中國	<b>1,806,626</b>	1,367,417
United States of America	美國	<b>237,070</b>	207,546
Total	合計	<b>2,043,696</b>	1,574,963

		<b>Non-current assets</b>	
		<b>非流動資產</b>	
		<b>2011</b>	2010
		<b>2011年</b>	2010年
		<b>RMB'000</b>	RMB'000
		<b>人民幣千元</b>	人民幣千元
PRC	中國	<b>189,849</b>	162,847

附註：非流動資產不包括遞延稅項資產。

年內並無客戶為本集團銷售總額帶來逾10%之貢獻。

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**7. OTHER INCOME AND EXPENSES AND OTHER GAINS AND LOSSES****7. 其他收入與費用及其他盈利與虧損**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Continuing operations	持續業務		
Government grants (note 1)	政府補助金 (註1)	25,209	3,119
Interest income on bank deposits	銀行存款利息收入	2,681	2,682
Rental income	租金收入	849	71
(Loss) gain from changes in fair value of investment properties	投資物業公平值變動 (虧損) 收益	(69)	1,429
Legal and professional fees (note 2)	法律及專業費用 (附註2)	(27,758)	-
Net foreign exchange gains	匯兌收益淨額	167	268
Loss on disposal of a subsidiary	出售一家附屬公司產生之虧損	-	(6)
Others	其他	1,812	1,513
		<b>2,891</b>	<b>9,076</b>

Note 1: The amount mainly represented the subsidies received from the local governments where the Group entities are located.

附註1：該金額主要指收取本集團實體所在當地政府之補助金。

Note 2: The amount mainly represented the legal, professional and related expenses incurred for the Global Offering and the Listing.

附註2：該金額主要指全球發售及上市產生之法律、專業及相關開支。

**8. FINANCE COSTS****8. 財務成本**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Continuing operations	持續業務		
Interest on short-term bank loans	短期銀行貸款利息	1,568	903

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**9. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS**

Profit before tax for the year from continuing operations has been arrived at after charging (crediting):

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、機器及設備折舊	15,285	14,254
Amortisation of lease premium for land use rights	土地使用權租賃費用攤銷	384	384
Amortisation of intangible assets	無形資產攤銷	435	313
Total depreciation and amortization	折舊及攤銷總額	16,104	14,951
Auditors' remuneration	核數師酬金	1,800	1,500
Employee benefits expense	僱員福利開支	333,126	255,909
Cost of inventories recognised as an expense (including allowance for inventories obsolescence)	已確認為費用之存貨成本 (包括陳舊存貨儲備)	745,435	501,615

**9. 持續業務除稅前溢利**

本年度持續業務除稅前溢利已經扣除(計入)以下各項：

**10. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS)**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Current tax:	即期稅項：		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅 (「企業所得稅」)	118,933	65,082
Withholding tax	預扣稅	494	4,550
Under provision of EIT in prior years	過往年度企業所得稅撥備不足	51	117
Deferred tax credit:	遞延稅項抵免：		
Current year (Note 21)	本年度(附註21)	(4,279)	(2,106)
		115,199	67,643

**10. 所得稅費用(與持續業務相關)**



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**10. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS) (CONTINUED)**

The tax charge for the year ended 31 December 2011 can be reconciled to the profit before tax as follows:

**10. 所得稅費用(與持續業務相關)(續)**

截至2011年12月31日止年度之稅項開支與除稅前溢利對銷如下：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Profit before tax (from continuing operations)	除稅前溢利(來自持續業務)	405,377	239,705
Tax at the PRC EIT rate of 25% (2010: 25%)	按中國企業所得稅稅率25% 計算之稅項(2010年: 25%)	101,344	59,926
Tax effect of share of losses of joint ventures	分佔合營企業虧損之稅務影響	314	875
Tax effect of expenses not deductible for tax purpose	不可就稅務目的扣減 開支之稅務影響	11,419	8,026
Tax effect of income not taxable in other jurisdiction	於其他司法權區毋須課稅 收入之稅務影響	(1,217)	(4,017)
Under provision in respect of prior year	過往年度撥備不足	51	117
Tax effect of PRC EIT exemption	豁免中國企業所得稅之稅務影響	-	(2,813)
Withholding tax	預扣稅	3,288	5,529
Income tax expense for the year (relating to continuing operations)	年內所得稅開支 (與持續業務有關)	115,199	67,643

The Company incorporated in Bermuda is not subject to any income tax during the year ended 31 December 2011 (2010: nil).

本公司於百慕達註冊成立，故於截至2011年12月31日止年度毋須繳納任何所得稅項(2010年：無)。

Best Invent Holdings Limited (“Best Invent”) and Best Value Profits Limited (“Best Value”), two subsidiaries of the Company incorporated in the British Virgin Islands (“BVI”) are not subject to any income tax during the year ended 31 December 2011 (2010: nil).

本公司兩間附屬公司Best Invent Holdings Limited (「Best Invent」)及Best Value Profits Limited (「Best Value」)於英屬處女群島(「英屬處女群島」)註冊成立，故於截至2011年12月31日止年度毋須繳納任何所得稅(2010年：無)。

Allied Great International Holdings Limited (“Allied Great”) and China Ease Enterprise Limited (“China Ease”), two subsidiaries of the Company incorporated in Hong Kong have had no assessable profits subject to Hong Kong profits tax during the year ended 31 December 2011 (2010: nil).

本公司兩間附屬公司匯英國際集團(「Allied Great」)及華誼企業(「華誼」)於香港註冊成立，故於截至2011年12月31日止年度均無應課稅溢利須繳納香港利得稅(2010年：無)。

On 16 March 2007, the PRC promulgated the Law of the PRC on EIT (the “New Tax Law”) by Order No. 63 of the President of the PRC. On 6 December 2007, the State Council of the PRC issued Implementation Regulations of the New Tax Law. The New Tax Law has unified the income tax rate to 25% for all the PRC enterprises from 1 January 2008 onwards.

依據第63號國家主席令，中國於2007年3月16日頒佈中國企業所得稅法(「新稅法」)。於2007年12月6日，中國國務院發佈新稅法實施條例。新稅法將所有中國企業的所得稅稅率統一為25%，並自2008年1月1日起施行。

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**10. INCOME TAX EXPENSE (RELATING TO CONTINUING OPERATIONS) (CONTINUED)**

Subsidiaries of the Company located in the PRC are subject to PRC EIT rate of 25% (2010: 25%) pursuant to the relevant PRC Enterprise Income Tax laws, except for Nanjing Soft Garment & Footwear Co., Ltd. (“Nanjing Soft”).

Nanjing Soft, being Foreign Investment Enterprise registered in Nanjing, Jiangsu in the PRC, is entitled to an exemption from EIT for two years starting from their first profit-making year, followed by a 50% tax relief for the following three years. Nanjing Soft was entitled to and enjoyed the first tax exemption year in 2006, and a 50% tax relief for the three years ended 31 December 2010. The applicable tax rate of Nanjing Soft in 2011 is 25% (2010: 12.5%).

Under the relevant tax law and implementation regulations in the PRC, withholding income tax is applicable to dividends payable to investors that are “non-PRC tax resident enterprises”, which do not have an establishment or place of business in the PRC, or which have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends have their sources within the PRC. Under such circumstances, dividends distributed from the PRC subsidiaries to non-PRC tax resident group entities in Hong Kong shall be subject to the withholding tax at 5%. As at 31 December 2011 except for those provided for as details in Note 21 deferred tax in relation to withholding income tax for the remaining undistributed profits of RMB 519,458,000 (2010: RMB258,486,000) retained by PRC entities have not been provided as the directors of the Company did not anticipate to distribute for such profits from its PRC subsidiaries in the foreseeable future.

**10. 所得稅費用(與持續業務相關)(續)**

除南京舒服特服飾鞋業有限公司(「南京舒服特」)外，本公司位於中國的附屬公司根據相關的中國企業所得稅法按25%的稅率(2010年：25%)繳稅。

南京舒服特為一家於中國江蘇南京註冊成立的外商投資企業，自首個獲利年度起計兩年獲豁免企業所得稅，隨後三年獲50%的稅務優惠。南京舒服特於2006年有權享有首個免稅年度，並於截至2010年12月31日止的三個年度內享有50%的稅務優惠。南京舒服特2011年適用的稅率為25%(2010年：12.5%)。

根據中國相關稅法與實施條例，應付予「非中國稅務居民企業」投資者的股息須以源自中國境內的所得為限繳納預扣所得稅，該等投資者於中國並無設立機構或營業場所，或於中國有設立機構或營業場所但相關所得實際上與其在中國設立的機構或營業場所無關。據此情況，中國附屬公司向香港境內的非中國稅務居民的集團實體分配的股息，須按5%稅率繳納預扣稅。於2011年12月31日，除就中國實體數額為人民幣519,458,000元(2010年：人民幣258,486,000元)的未分配留存溢利作出預扣所得稅的遞延稅項撥備(詳情見註21)外，由於本公司董事預期並不會於可見之將來分配來自中國附屬公司的溢利，故並未作出有關撥備。

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## 11. DISCONTINUED OPERATIONS

On 8 December 2010, the Group entered into a transfer agreement with a related company to dispose of a subsidiary, Jiangsu Unity Corporation Co., Limited (“Jiangsu Unity”), which carried out all of the Group’s retail and wholesale of international and domestic branded apparel operations (details of which are set out in Note 35). The disposal was completed on 8 December 2010, on which date control of Jiangsu Unity passed to the acquirer. Details of the assets and liabilities disposed of, and the calculation of the loss on disposal, are set out in Note 35.

The results of the discontinued operations (i.e. Jiangsu Unity) included in the consolidated statements of comprehensive income and consolidated statement of cash flow for the period from 1 January 2010 to 8 December 2010, are set out below:

Loss for the period from discontinued operations

## 11. 已終止業務

於2010年12月8日，本集團與一家關聯公司達成一項轉讓協議，將附屬公司江蘇團結企業有限公司（「江蘇團結」）出售。此項出售已於2010年12月8日完成，江蘇團結的控制權於該日期轉讓予收購方。所出售的資產與債務詳情及出售虧損的計算載於註35。

綜合全面收益表及綜合現金流量表內所列載的已終止業務（例如江蘇團結）於2010年1月1日至2010年12月8日期間的業績載列如下：

已終止業務期內虧損

		01/01/2010– 08/12/2010 2010年1月1日至 2010年12月8日 RMB’000 人民幣千元
Revenue	收入	18,324
Cost of sales	銷售成本	(15,569)
Distribution and selling expenses	分銷及銷售開支	(3,617)
Administrative and general expenses	行政及一般開支	(1,345)
Loss before tax	除稅前虧損	(2,207)
Loss for the period	期內虧損	(2,207)

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**11. DISCONTINUED OPERATIONS (CONTINUED)**

Loss for the period from discontinued operations include the following:

		01/01/2010– 08/12/2010 2010年1月1日至 2010年12月8日 RMB'000 人民幣千元
Depreciation of property, plant and equipment	物業、廠房及設備折舊	619
Amortisation of intangible assets	無形資產攤銷	42
<b>Total depreciation and amortisation</b>	<b>折舊及攤銷總額</b>	<b>661</b>
Employee benefits expense:	僱員福利開支：	
Cost of defined contribution plans	定額供款計劃的成本	454
Share-based payments	以股份為基礎的支付	351
Other employee benefits	其他僱員福利	2,003
<b>Total employee benefits expense</b>	<b>僱員福利開支總額</b>	<b>2,808</b>
Cost of inventories recognised as an expense (including allowance for inventories obsolescence)	已確認為費用的存貨成本 (包括陳舊存貨儲備)	15,569
Cash flows from discontinued operations	已終止業務的現金流量	
Net cash inflows from operating activities	經營業務所得現金流入淨額	269
Net cash used in investing activities	投資業務所用現金淨額	(381)
Net cash outflows	現金流出淨額	(112)

**12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS**

The emoluments paid or payable to the directors of the Company were as follows:

**12. 董事及僱員酬金**

已付或應付予本公司董事之酬金如下：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Directors' emoluments:	董事酬金：		
– Directors' fee	– 董事袍金	122	–
– Salaries and other benefits	– 工資及其他福利	2,466	2,152
– Performance related incentive payments (note (1))	– 表現相關激勵付款 (附註(1))	17,400	18,049
– Share based payments	– 以股份為基礎的支付	–	950
– Contributions to retirement benefits scheme	– 退休福利計劃供款	68	63
<b>Total</b>	<b>合計</b>	<b>20,056</b>	<b>21,214</b>

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12. DIRECTORS' AND EMPLOYEES'  
 EMOLUMENTS (CONTINUED)

12. 董事及僱員酬金(續)

Directors' fee	Salaries and other benefits	Performance related	Share-based	Contributions to retirement	Total		
		incentive payments	payments	benefits scheme			
董事袍金	工資及其他福利	表現相關激勵付款	以股份為基礎之支付	退休福利計劃供款	合計		
RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元		
		(note 1)			(附註(1))		
For the year ended 31 December 2011	截至2011年12月31日止年度						
Chen Yixi	陳奕熙	–	311	5,800	–	–	6,111
Li Wei	李偉	–	656	2,900	–	17	3,573
Zhao Wei	趙偉	–	605	2,900	–	17	3,522
Huo Li	霍力	–	527	2,900	–	17	3,444
Xu Tingyu	徐庭裕	–	367	2,900	–	17	3,284
Miao Bingwen	繆炳文	–	–	–	–	–	–
Xu Chengming (note 2)	許承明(附註(2))	41	–	–	–	–	41
Kwong Wai Sun Wilson (note 2)	龔偉信(附註(2))	41	–	–	–	–	41
Li Xindan (note 2)	李心丹(附註(2))	40	–	–	–	–	40
		122	2,466	17,400	–	68	20,056
For the year ended 31 December 2010	截至2010年12月31日止年度						
Chen Yixi	陳奕熙	–	326	7,219	–	–	7,545
Li Wei	李偉	–	607	5,415	–	16	6,038
Zhao Wei	趙偉	–	473	1,805	255	17	2,550
Huo Li	霍力	–	418	1,805	222	16	2,461
Xu Tingyu	徐庭裕	–	328	1,805	179	14	2,326
Miao Bingwen	繆炳文	–	–	–	–	–	–
Chen Seow Phun John (note 3)	Chen Seow Phun John(附註(3))	–	–	–	98	–	98
S. Chandra Das (note 3)	S. Chandra Das(附註(3))	–	–	–	98	–	98
Liu Yunguang (note 3)	Liu Yunguang(附註(3))	–	–	–	98	–	98
		–	2,152	18,049	950	63	21,214

Notes: (1) The performance related incentive payments is determined as a percentage of the net profit of the Group during the year.

附註：(1) 表現相關激勵付款按本集團年內純利之百分比釐定。

Notes: (2) The directors were appointed on 26 August 2011.

附註：(2) 該等董事於2011年8月26日獲委任。

Notes: (3) The directors resigned on 23 May 2010.

附註：(3) 該等董事於2010年5月23日辭任。

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**12. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (CONTINUED)**

The five highest paid individuals included 5 directors of the Group for the year ended 31 December 2011 (2010: 5). Details of whose emoluments are set out above.

Their emoluments were within the following bands:

		2011 2011年 No. of employees 僱員數目	2010 2010年 No. of employees 僱員數目
HKD2,500,001 to HKD3,000,000	2,500,001 港元至 3,000,000 港元	–	3
HKD4,000,001 to HKD4,500,000	4,000,001 港元至 4,500,000 港元	4	–
HKD7,000,001 to HKD7,500,000	7,000,001 港元至 7,500,000 港元	–	1
HKD7,500,001 to HKD8,000,000	7,500,001 港元至 8,000,000 港元	1	–
HKD8,500,001 to HKD9,000,000	8,500,001 港元至 9,000,000 港元	–	1
		<b>5</b>	<b>5</b>

During the year, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived any emoluments during the year.

**13. DIVIDENDS**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Dividends recognised as distribution during the year	年內確認為分派之股息	<b>64,441</b>	<b>191,575</b>

In 2011, a dividend of USD0.0247 per share amounting to USD9,801,000 (equivalent to RMB64,441,000) was proposed and paid to shareholders.

In 2010, a dividend of USD0.0711 per share amounting to USD28,200,000 (equivalent to RMB191,575,000) was proposed and paid to shareholders.

The final dividend of RMB0.0430 (2010: RMB0.1624) per share has been proposed by the Company's directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

**12. 董事及僱員酬金(續)**

截至2011年12月31日止年度，五名最高薪酬人士包括本集團之五名董事(2010年：五名)。其酬金詳情已載於上文。

彼等之酬金介乎下列範圍：

		2011 2011年 No. of employees 僱員數目	2010 2010年 No. of employees 僱員數目
HKD2,500,001 to HKD3,000,000	2,500,001 港元至 3,000,000 港元	–	3
HKD4,000,001 to HKD4,500,000	4,000,001 港元至 4,500,000 港元	4	–
HKD7,000,001 to HKD7,500,000	7,000,001 港元至 7,500,000 港元	–	1
HKD7,500,001 to HKD8,000,000	7,500,001 港元至 8,000,000 港元	1	–
HKD8,500,001 to HKD9,000,000	8,500,001 港元至 9,000,000 港元	–	1
		<b>5</b>	<b>5</b>

年內，本集團概無向五名最高薪酬人士(包括董事及僱員)支付任何酬金，作為其加入本集團之獎勵，或作為其離職補償。年內並無董事放棄任何酬金。

**13. 股息**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Dividends recognised as distribution during the year	年內確認為分派之股息	<b>64,441</b>	<b>191,575</b>

In 2011, a dividend of USD0.0247 per share amounting to USD9,801,000 (equivalent to RMB64,441,000) was proposed and paid to shareholders.

In 2010, a dividend of USD0.0711 per share amounting to USD28,200,000 (equivalent to RMB191,575,000) was proposed and paid to shareholders.

The final dividend of RMB0.0430 (2010: RMB0.1624) per share has been proposed by the Company's directors and is subject to approval by the shareholders in the forthcoming annual general meeting.

於2011年，建議宣派及已向股東派付之股息為每股0.0247美元，合共9,801,000美元(相等於人民幣64,441,000元)。

於2010年，建議宣派及已向股東派付之股息為每股0.0711美元，合共28,200,000美元(相等於人民幣191,575,000元)。

本公司董事建議宣派之末期股息為每股人民幣0.0430元(2010年：人民幣0.1624元)，惟須待股東於應屆股東週年大會上批准後，方可作實。

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## 14. EARNINGS PER SHARE

### For continuing and discontinued operations

The calculation of the basic earnings per share attributable to owners of the Company for the year is based on the following data:

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Earnings	盈利		
Earnings for the purposes of basic earnings per share	用作計算每股基本盈利的盈利	290,178	169,855
Number of shares ('000)	股份數量(千股)		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用作計算每股基本盈利的加權平均普通股股數	1,782,192	1,700,000
Earnings per share (RMB cents) – Basic	每股盈利(人民幣分) – 基本	16.28	9.99

### For continuing operations

The calculation of the basic earnings per share from continuing operations attributable to owners of the Company for the year is based on the following data:

Earning figures are calculated as follows:

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Earnings	盈利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	290,178	169,855
Less:	減:		
Loss for the year from discontinued operations	年內已終止業務的虧損	–	(2,207)
Earnings for the purpose of basic earnings per share from continuing operations	就每股基本盈利而言持續業務的盈利	290,178	172,062

The number of shares for the purpose of basic earnings per share has been taken into account of weighted average number of new ordinary shares issued on 22 September 2011 pursuant to the Company's Global Offering, and adjusted for the Capitalization Issue (as defined in Note 32) as if the shares had been issued on 1 January 2010.

Diluted earnings per share is not presented as the Group has no potential ordinary shares throughout the year ended 31 December 2011 and 2010.

## 14. 每股盈利

### 來自持續業務和已終止業務

年內，本公司擁有人應佔的每股基本盈利根據以下資料計算：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Earnings	盈利		
Earnings for the purposes of basic earnings per share	用作計算每股基本盈利的盈利	290,178	169,855
Number of shares ('000)	股份數量(千股)		
Weighted average number of ordinary shares for the purpose of basic earnings per share	用作計算每股基本盈利的加權平均普通股股數	1,782,192	1,700,000
Earnings per share (RMB cents) – Basic	每股盈利(人民幣分) – 基本	16.28	9.99

### 來自持續業務

年內，本公司擁有人應佔來自持續業務的每股基本盈利根據以下資料計算：

盈利數字計算如下：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Earnings	盈利		
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利	290,178	169,855
Less:	減:		
Loss for the year from discontinued operations	年內已終止業務的虧損	–	(2,207)
Earnings for the purpose of basic earnings per share from continuing operations	就每股基本盈利而言持續業務的盈利	290,178	172,062

用作計算每股基本盈利的股份數量已計入根據本公司全球發售於2011年9月22日發行的普通新股的加權平均數內，並就資本化發行(定義見註32)作出調整，猶如該等股份已於2010年1月1日發行。

因本集團於截至2011年及2010年12月31日止年度內均無潛在普通股，故並未呈列每股攤薄盈利。

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**14. EARNINGS PER SHARE (CONTINUED)****From discontinued operations**

Basic loss per share for the discontinued operations was RMB0.13cents per share for the year ended 31 December 2010 based on the loss for the year from the discontinued operations of RMB2,207,000 for the year ended 31 December 2010. The denominators, number of shares, used were same as those used in the calculation of basic earnings per share from continuing operations. No such information for year ended 31 December 2011 as the discontinued operation was disposed of on 8 December 2010.

**14. 每股盈利(續)****來自已終止業務**

已終止業務於截至2010年12月31日止年度的年內虧損為人民幣2,207,000元，按此計算，已終止業務於截至2010年12月31日止年度的每股基本虧損為每股人民幣0.13分。計算所使用的分母與計算來自持續業務的每股基本盈利所使用的股份數量相同。概無截至2011年12月31日止年度之資料，原因為於2010年12月8日出售已終止業務。

**15. PROPERTY, PLANT AND EQUIPMENT****15. 物業、廠房及設備**

		Buildings	Machinery	Fixtures and equipment	Motor vehicles	Leasehold Improvements	Construction in progress	Total
		樓宇	機器	裝置及 設備	汽車	租賃 物業裝修	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>COST</b>	<b>成本</b>							
At 1 January 2010	於2010年1月1日	49,389	31,413	26,408	10,710	16,404	-	134,324
Additions	添置	-	5,068	2,891	7,872	3,795	3,581	23,207
Transfer out on disposal of a subsidiary (Note 35)	出售附屬公司時轉出 (附註35)	-	-	(982)	(615)	(9,905)	-	(11,502)
Disposals	出售	-	(172)	(26)	(491)	-	-	(689)
At 31 December 2010	於2010年12月31日	49,389	36,309	28,291	17,476	10,294	3,581	145,340
Additions	添置	-	6,860	5,062	9,007	7,327	11,103	39,359
Disposals	出售	-	(163)	(575)	(1,204)	-	-	(1,942)
At 31 December 2011	於2011年12月31日	49,389	43,006	32,778	25,279	17,621	14,684	182,757
<b>DEPRECIATION</b>	<b>折舊</b>							
At 1 January 2010	於2010年1月1日	9,322	12,055	16,266	5,792	12,112	-	55,547
Provided for the year	年內撥備	2,248	3,204	4,747	2,627	2,047	-	14,873
Transfer out on disposal of a subsidiary (Note 35)	出售附屬公司時轉出 (附註35)	-	-	(715)	(591)	(9,672)	-	(10,978)
Eliminated on disposals	出售時撇銷	-	(89)	(15)	(275)	-	-	(379)
At 31 December 2010	於2010年12月31日	11,570	15,170	20,283	7,553	4,487	-	59,063
Provided for the year	年內撥備	2,248	3,669	3,672	2,943	2,753	-	15,285
Eliminated on disposals	出售時撇銷	-	(91)	(395)	(1,004)	-	-	(1,490)
At 31 December 2011	於2011年12月31日	13,818	18,748	23,560	9,492	7,240	-	72,858
<b>CARRYING VALUES</b>	<b>賬面值</b>							
At 31 December 2010	於2010年12月31日	37,819	21,139	8,008	9,923	5,807	3,581	86,277
At 31 December 2011	於2011年12月31日	35,571	24,258	9,218	15,787	10,381	14,684	109,899



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## 15. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment other than construction in progress are depreciated, after considering their residual values, on a straight-line basis at the following rates per annum:

Buildings	4.5%
Machinery	9%
Fixtures and equipment	18%
Motor vehicles	18%
Leasehold improvements	18% or over the term of the lease, whichever is shorter

The Group's building are located on land in the PRC under medium-term leases.

## 16. PREPAID LEASE PAYMENTS

Cost	成本
At beginning and end of the year	年初及年末
Accumulated amortisation	累計攤銷
At beginning of the year	年初
Amortisation	攤銷
At end of the year	年末
Carrying amount	賬面值
At end of the year	年末
Analysed for reporting purposes as:	就報告目的的分析：
Current asset (Note 24)	流動資產 (附註 24)
Non-current asset	非流動資產

The amount represents the lease premium payment for land use rights which is situated in the PRC. It is amortised over 50 years and the amortisation periods is in line with the period of land use rights.

All of the the Group's land use right were pledged as at 31 December 2010 to secure the banking facilities granted to the Group. There is no pledge of the Group's land use right at 31 December 2011.

## 15. 物業、廠房及設備(續)

上述物業、廠房及設備項目(在建工程除外)在考慮其剩餘價值後,以直線法按下列年率於租賃期限(以較短者為準)進行折舊:

樓宇	4.5%
機器	9%
裝置及設備	18%
汽車	18%
租賃物業裝修	18%

本集團樓宇根據中期租約位於中國之土地。

## 16. 預付租金

	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Cost		
At beginning and end of the year	21,037	21,037
Accumulated amortisation		
At beginning of the year	4,910	4,526
Amortisation	384	384
At end of the year	5,294	4,910
Carrying amount		
At end of the year	15,743	16,127
Analysed for reporting purposes as:		
Current asset (Note 24)	441	441
Non-current asset	15,302	15,686
	15,743	16,127

該金額指位於中國的土地使用權的租賃溢價付款。按50年攤銷及攤銷期與土地使用權的期間一致。

本集團所有土地使用權於2010年12月31日予以抵押,以取得本集團的銀行貸款。於2011年12月31日,本集團土地使用權並無抵押。

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## 17. INVESTMENT PROPERTIES

## 17. 投資物業

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
At fair value	按公平值		
At beginning of the year	年初	46,069	44,640
Change in fair value recognised in profit or loss	於損益內確認的公平值變動	(69)	1,429
At end of the year	年末	<b>46,000</b>	46,069

At 31 December 2011 and 31 December 2010, the Group's investment properties are held under medium-term leases in the PRC.

The fair value of the Group's investment properties at 31 December 2010 has been arrived at on the basis of a valuation carried out on that date by DTZ Debenham Tie Leung Limited ("DTZ").

The fair value of the Group's investment properties at 31 December 2011 has been arrived at by reference to a valuation carried out on 31 July 2011 by DTZ. In the opinion of the directors of the Company, the fair value of the properties at 31 December 2011 is not significantly different from that at 31 July 2011, since there is no significant change of the fair value of similar properties in the relevant locations during the period.

DTZ are independent qualified professional valuer not connected to the Group. The valuations were arrived at using direct comparison method by reference to market evidence of transaction prices for similar properties in the similar locations and conditions.

All of the Group's property interests held to earn rentals are measured using the fair value model and are classified and accounted for as investment properties.

All of the Group's investment properties have been pledged as at 31 December 2010 to secure stand-by banking facilities of RMB100,000,000 granted to the Group. There is no pledge of the Group's investment properties at 31 December 2011.

於2011年12月31日及2010年12月31日，本集團在中國的投資物業以中期租約持有。

本集團投資物業於2010年12月31日的公平值已按戴德梁行有限公司（「戴德梁行」）進行之估值基準達致。

本集團投資物業於2011年12月31日之公平值已參照戴德梁行於2011年7月31日進行之估值而達致。本公司董事認為，物業於2011年12月31日之公平值與2011年7月31日之公平值並無重大區別，乃由於期內有關地點的相若物業的公平值並無重大變動。

戴德梁行為本集團概無關連的獨立合資格專業估值師。估值乃參照相若物業在相若地點及條件下交易價格的市場憑證採用直接比較法而達致。

本集團為賺取租金而持有的所有物業權益乃使用公平值模式計量及分類及入賬為投資物業。

本集團所有投資物業已於2010年12月31日抵押，以取得本集團獲授的備用銀行貸款人民幣100,000,000元。於2011年12月31日，本集團投資物業並無抵押。

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## 18. INTANGIBLE ASSETS

## 18. 無形資產

		Software 軟件 RMB'000 人民幣千元	Franchise fee 專營費 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Cost	成本			
At 1 January 2010	於2010年1月1日	2,707	2,788	5,495
Additions	添置	407	–	407
Transfer out on disposal of a subsidiary (Note 35)	出售附屬公司時轉出 (附註35)	(230)	(2,788)	(3,018)
At 31 December 2010	於2010年12月31日	2,884	–	2,884
Additions	添置	811	–	811
At 31 December 2011	於2011年12月31日	3,695	–	3,695
Amortisation	攤銷			
At 1 January 2010	於2010年1月1日	837	2,788	3,625
Charge for the year	年內支出	355	–	355
Transfer out on disposal of a subsidiary (Note 35)	出售附屬公司時轉出 (附註35)	(122)	(2,788)	(2,910)
At 31 December 2010	於2010年12月31日	1,070	–	1,070
Charge for the year	年內支出	435	–	435
At 31 December 2011	於2011年12月31日	1,505	–	1,505
Carrying values	賬面值			
At 31 December 2010	於2010年12月31日	1,814	–	1,814
At 31 December 2011	於2011年12月31日	2,190	–	2,190

The following useful lives are used in the calculation of amortisation:

在計算攤銷時使用下列可使用年期：

Software 5 years  
Franchise fees respective franchise period from 2 to 3 years

軟件 5年  
專營費 2至3年的各個專營期

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## 19. GOODWILL

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Amount	金額		
At beginning of the year	年初	–	6,000
Derecognised on disposal of a subsidiary (Note 35)	出售一間附屬公司時終止確認 (附註35)	–	(6,000)
At end of the year	年末	–	–
Impairment	減值		
At beginning of the year	年初	–	(6,000)
Derecognised on disposal of a subsidiary (Note 35)	出售一間附屬公司時終止確認 (附註35)	–	6,000
Carrying amount	賬面值		
At end of the year	年末	–	–

Goodwill on consolidation arose from the acquisition of Jiangsu Unity in 2004. Goodwill is allocated to the cash generating unit (“CGU”) that are expected to benefit from that business combination. Goodwill was derecognised on disposal of Jiangsu Unity in the year ended 31 December 2010.

綜合商譽因2004年收購江蘇團結而產生。商譽分配予預期受益業務合併之現金產生單元(「現金產生單元」)。取消確認截至2010年12月31日止年度出售江蘇團結時產生之商譽。

## 20. INTEREST IN JOINT VENTURES

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Cost of unlisted investments in jointly controlled entity	於共同控制實體非上市 投資成本	25,944	23,500
Share of post-acquisition losses	分佔收購後虧損	(18,950)	(17,696)
		<b>6,994</b>	<b>5,804</b>

The summarised consolidated financial information in respect of the Group's jointly controlled entities which are accounted for using the equity method is set out below:

使用權益法入賬的本集團共同控制實體的綜合財務資料概要載列如下：

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20. INTEREST IN JOINT VENTURES  
 (CONTINUED)

20. 於合營企業的權益(續)

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Current assets	流動資產	27,447	18,442
Non-current assets	非流動資產	2,433	2,470
Current liabilities	流動負債	15,607	9,067
Non-current liabilities	非流動負債	–	–
Net assets	資產淨值	14,273	11,845
Group's share of net assets of jointly controlled entities	本集團分佔共同控制實體資產淨值	6,994	5,804
Income recognized in profit or loss	於損益內確認的收入	54,437	38,793
Expenses recognized in profit or loss	於損益內確認的開支	57,710	46,302
Other comprehensive income	其他全面收入	714	366
Loss for the year	年內虧損	(2,559)	(7,143)
Group's share of loss of jointly controlled entities	本集團分佔共同控制實體虧損	(2,054)	(2,996)

As at the end of the reporting period, the Group had interest in the following joint ventures:

於報告期末，本集團於下列合營企業擁有權益：

Name of joint venture 合營企業名稱	Place and date of Incorporation/ establishment 註冊成立/成立 地點及日期	Principal Place of operation 主要營業 地點	Proportion of nominal value of issued capital and voting power held by the Group 本集團持有之已發行 股本及投票權面值之比例		Principal activity 主要業務
			2011 2011年	2010 2010年	
B&H Footwear Company Limited ("Hong Kong B&H") 美康鞋業有限公司(「香港美康」)	Hong Kong May 29, 2007 香港 2007年5月29日	Hong Kong 香港	49%*	49%*	Trading 貿易
Held by Hong Kong B&H Dongguan B&H Footwear Industries Limited ("Dongguan B&H") 香港美康持有東莞美康鞋業 有限公司(「東莞美康」)	PRC 23 August 2007 中國 2007年8月23日	PRC 中國	49%*	49%*	Manufacture and retail of branded fashion footwear 生產及零售 品牌時尚鞋履

\* Pursuant to joint-venture agreement, the entities are jointly controlled by the Group and respective joint-venture partners.

\* 根據合營企業協議，該等實體由本集團及各自合營企業合夥人共同控制。

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**20. INTEREST IN JOINT VENTURES  
(CONTINUED)**

During the year, the Group injected additional capital of RMB 2,444,000 to Hong Kong B&H.

**21. DEFERRED TAXATION**

The following are the deferred tax balances recognised by the Group and movements thereon during the year:

		Unrealized profit in inventories	Write down of inventories	Tax losses	Deferred income	Withholding tax on undistributed profits	Revaluation of investment properties	Total
		存貨未變現 溢利	存貨 撇減	稅項虧損	遞延收入	未變現 溢利 預扣稅	重估 投資物業	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2010	於2010年1月1日	-	6,690	68	-	(3,021)	(2,702)	1,035
Credit (charge) to profit or loss	計入損益(自損益扣除)	-	1,019	278	2,145	(979)	(357)	2,106
At 31 December 2010	於2010年12月31日	-	7,709	346	2,145	(4,000)	(3,059)	3,141
Credit (charge) to profit or loss	計入損益(自損益扣除)	5,473	447	113	1,023	(2,794)	17	4,279
At 31 December 2011	於2011年12月31日	<b>5,473</b>	<b>8,156</b>	<b>459</b>	<b>3,168</b>	<b>(6,794)</b>	<b>(3,042)</b>	<b>7,420</b>

The following is the analysis of the deferred tax balances for financial reporting purposes:

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	17,256	10,200
Deferred tax liabilities	遞延稅項負債	(9,836)	(7,059)
		<b>7,420</b>	<b>3,141</b>

Under the EIL Law, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries that are received by non-PRC resident entities from 1 January 2008 onwards. Deferred tax liability has been provided for distributable profits which were determined according to the dividend policies of the PRC subsidiaries.

The Group has unused tax losses of RMB1,833,000 as at 31 December 2011 (2010: RMB1,384,000). Deferred tax assets have been recognised in respect of RMB1,833,000 of such losses as at 31 December 2011 (2010: RMB1,384,000).

**20. 於合營企業的權益(續)**

年內，本集團向香港美康注入額外資本人民幣2,444,000元。

**21. 遞延稅項**

以下為本集團確認的遞延稅項結餘及其年內變動：

以下為為財務報告目的遞延稅項結餘之分析：

根據企業所得稅法，就中國附屬公司從2008年1月1日起自非中國居民企業所賺取的溢利宣派股息徵收預扣稅。遞延稅項負債已就可分派溢利作出撥備，可分派溢利乃根據中國附屬公司之股息政策釐定。

於2011年12月31日，本集團未動用的稅項虧損為人民幣1,833,000元。於2011年12月31日，已就人民幣1,833,000元的該項虧損確認遞延稅項資產。

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## 22. INVENTORIES

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Raw materials	原材料	41,766	27,589
Work in progress	在製品	15,019	9,575
Finished goods	製成品	537,605	403,938
		594,390	441,102
Allowance of inventories obsolescence	陳舊存貨撥備	(32,550)	(30,839)
		561,840	410,263

## 22. 存貨

## 23. TRADE RECEIVABLES

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Amounts receivable from sales of goods	銷售貨品應收款項	243,555	179,930

## 23. 貿易應收款項

The Group allows an average credit period of 60 days for collection of the trade receivables. The following is an aged analysis of trade receivables, presented based on the invoice date at the end of the reporting period.

本集團就貿易應收款項授出平均60天的信貸期。以下為貿易應收款項於報告期末按發票日期呈列的賬齡分析：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
0 to 60 days	0至60天	237,283	177,688
61 to 180 days	61天至180天	5,664	1,191
181 days to 1 year	181天至1年	565	464
Over 1 year	超過1年	43	587
Amounts receivable from sales of goods	銷售貨品之應收款項	243,555	179,930

At 31 December 2011, 97% (2010: 99%) of the trade receivables that are neither past due nor impaired. No impairment loss is provided for these receivables because they are within the credit period granted to the respective customer and the management considers the default rate is low for such receivables based on historical information and experience.

於2011年12月31日，貿易應收款項的97% (2010年：99%) 既無過期亦無減值。就該等應收款項概無計提減值虧損撥備，乃由於其在向各個客戶授出的信貸期內及管理層認為，根據過往資料及經驗，該等應收款項的違欠支付率偏低。

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**23. TRADE RECEIVABLES (CONTINUED)**

Included in the Group's trade receivables are debtors with a carrying amount of RMB6,272,000 as at 31 December 2011 (2010: RMB2,242,000), which were past due for which the Group has not provided for impairment loss as there has not been a significant change in credit quality of respective debtors and the amounts are still considered recoverable.

**Ageing of trade receivables which are past due but not impaired**

61 to 180 days	61天至180天
181 days to 1 year	181天至1年
Over 1 year	超過1年
Amounts receivable from sales of goods	銷售貨品應收款項

The Group does not hold any collateral over these balances. In determining the recoverability of the trade receivables, the Group monitors any change in the credit quality of the trade receivables since the credit was granted and up to the reporting date. After reassessment, the directors believe that no allowance is required.

Details of the Group's trade receivables denominated in USD are as follows:

Trade receivables denominated in USD	以美元計值的貿易應收款項
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**23. 貿易應收款項(續)**

本集團貿易應收款項內包括於2011年12月31日賬面值為人民幣6,272,000元的應收款項，且已過期，而本集團並無計提減值虧損撥備，乃由於各個應收款項的信貨質素並無重大變動及該等金額仍視為可收回。

**已過期但未減值的貿易應收款項的賬齡**

2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
5,664	1,191
565	464
43	587
<b>6,272</b>	<b>2,242</b>

本集團對該等結餘並無持有任何抵押品。在釐定貿易應收款項的可收回性時，本集團監控貿易應收款項自授出信貸以來及直至報告日的信貨質素的任何變動。在重新評估後，董事認為毋須作出撥備。

本集團以美元計值的貿易應收款項詳情如下：

2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
<b>28,627</b>	<b>18,646</b>



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## 24. OTHER RECEIVABLES AND PREPAYMENTS

## 24. 其他應收款項及預付款

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Advance payments to suppliers	向供應商墊付款項	27,340	7,189
Value-added tax receivable	應收增值稅	11,564	2,839
Prepayments	預付款	15,136	22,500
Prepayments for expenses related to the Listing	上市相關開支預付款項	–	3,455
Prepaid lease payments (Note 16)	預付租金 (附註 16)	441	441
Amount due from joint ventures	應收合營企業款項	347	189
Others	其他	2,502	1,747
Total	合計	<b>57,330</b>	<b>38,360</b>

## 25. AVAILABLE-FOR-SALE INVESTMENTS

## 25. 可供出售投資

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Unlisted investment funds, at fair value	非上市投資基金，按公平值	75,611	–

At 31 December 2011, the investment amounts represent units in investments funds managed by an investment fund manager which invests solely in listed equities trading in stock exchanges in Hong Kong, Japan and Taiwan. The investment manager is obliged to purchase from the Group such investment units at the quoted price provided by the investment fund manager which is determined based on the net asset and total units of the investment funds. The fair value of the investment funds is based on unit price quoted by investment fund manager with reference to certain market value statements showing the net asset value of the investment funds at the end of the reporting period.

於2011年12月31日，投資金額指由僅於香港、日本及台灣證券交易所進行上市股份買賣之投資基金經理處理的投資基金單位。投資經理負責按照投資基金經理所報價格（乃根據投資基金之資產淨值及單位總數釐定）向本集團購入該等投資單位。投資基金之公平值乃投資基金經理根據顯示於報告期間結束時投資基金資產淨值之若干市值報表所報之單位價格。

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**26. STRUCTURED BANK DEPOSITS****26. 結構性銀行存款**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Structured bank deposits	結構性銀行存款	67,000	-

At 31 December 2011, the amount represents the Group's Australian Dollar ("AUD")/USD currency linked structured bank deposits ("CSBDs") placed by the Group to a bank (the "Bank") for a term of one year. Pursuant to the relevant underlying agreements, the CSBDs carry fixed interest rates at 3.4% or 5.3% per annum the exchange rate fluctuation of AUD/USD during the investment period and its principal sum denominated in RMB of 67,000,000 is guaranteed by the Banks. The fair value of the embedded derivative as at 31 December 2011 is insignificant.

於2011年12月31日，該等金額指本集團向一間銀行（「銀行」）存放為一年期的本集團的澳元（「澳元」）／美元貨幣掛鈎結構性銀行存款（「貨幣掛鈎結構性銀行存款」）。根據有關相關協議，貨幣掛鈎結構性銀行存款視乎投資期間澳元／美元匯率波動按每年3.4%或5.3%的固定利率計息及其以人民幣計值67,000,000元的本金金額受到銀行擔保。於2011年12月31日，嵌入衍生工具的公平值並不重大。

**27. PLEDGED BANK DEPOSITS**

Pledged bank deposits of the Group represents deposits pledged to banks as securities of notes payables and carries interest rate as follows:

**27. 已抵押銀行存款**

本集團已抵押銀行存款指作為應付票據的抵押質押予銀行的存款並按以下利率計息：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Interest rate per annum	年利率	3.1%-3.3%	1.91%-2.20%

**28. BANK BALANCES AND CASH**

Bank balances and cash comprise cash and short-term bank deposits with an original maturity of three months or less which carried interest at market rates from 0.0001% to 0.50% per annum at 31 December 2011 (2010: from 0.0001% to 0.36% per annum).

**28. 銀行結餘及現金**

銀行結餘及現金包括現金及原有到期日三個月或以下之短期銀行存款，該等款項於2011年12月31日按每年介乎0.0001%至0.50%(2010年：每年0.0001%至0.36%)的市場利率計息。

The Group's bank balances and cash that were denominated in currencies other than the functional currency of the relevant group entities are set out below:

本集團以有關集團實體功能貨幣以外的貨幣計值的銀行結餘及現金載列如下：

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## 28. BANK BALANCES AND CASH (CONTINUED)

## 28. 銀行結餘及現金(續)

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Denominated in:	計值單位：		
USD	美元	5,990	15,814
SGD	新加坡元	489	2,769
HKD	港元	3,834	14,165

## 29. TRADE PAYABLES

## 29. 貿易應付款項

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Trade payables for purchases of goods from third parties	向第三方購買貨品的貿易 應付金額	110,005	158,904
Notes payable	應付票據	14,589	33,784
Amounts due to joint ventures	應付合營企業款項	9,353	4,473
Total	合計	133,947	197,161

Trade payables comprise amounts outstanding for trade purchases. Payment terms with suppliers are mainly on credit within 90 days from the invoice date. The aging of trade payables is as follows:

貿易應付款項包括尚未支付的貿易購買款項。供應商授出之信貸期主要為自發票日期起計90內付款。貿易應付款項的賬齡如下：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Age	賬齡		
0 to 90 days	0到90天	122,840	181,846
91 to 180 days	91天到180天	11,107	15,040
181 to 1 year	181天到1年	—	105
Over 1 year	超過1年	—	170
		133,947	197,161

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### 29. TRADE PAYABLES (CONTINUED)

The Group's trade payables that were denominated in USD, foreign currency of the relevant group entities, were re-translated into RMB and stated for reporting purposes as:

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Trade payables denominated in USD	以美元計值的貿易應付款項	2,313	-

### 29. 貿易應付款項(續)

本集團以美元(有關集團實體的外幣)就報告目的重新兌換為人民幣,詳情如下:

### 30. OTHER PAYABLES

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Accruals	應計費用	15,240	6,968
Advance from customers	客戶墊款	11,442	8,851
Payroll payable	應付薪資	38,398	37,063
Other tax liabilities	其他稅項負債	14,138	16,408
Deposit from wholesale customers	批發客戶按金	10,793	11,622
Payable for decoration	裝飾應付款項	9,417	7,709
Others	其他	15,018	6,850
		<b>114,446</b>	<b>95,471</b>

### 30. 其他應付款項

### 31 DEFERRED REVENUE

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Deferred revenue arising from customer loyalty programme, shown as current liabilities	客戶忠誠度計劃產生之遞延收入列示為流動負債	12,672	8,581

### 31. 遞延收入

At 31 December 2010 and 2011, the amount represents deferred revenue arising in respect of the Group's customer loyalty programme recognised in accordance with IFRIC-Int 13 "Customer Loyalty Programmes".

於2010年及2011年12月31日,該金額指根據國際財務報告詮釋委員會第13號「客戶忠誠度計劃」確認的本集團客戶忠誠度計劃產生的遞延收入。

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## 32. SHARE CAPITAL

## 32. 股本

		Number of ordinary shares of USD0.015 each 每股面值0.015美元 之普通股數目	Amount 金額 USD'000 千美元
Authorised:	法定：		
At 1 January 2010, 31 December 2010	於2010年1月1日、 2010年12月31日	800,000,000	12,000
Shares increased (note 1)	股份增加(附註1)	19,200,000,000	288,000
At 31 December 2011	於2011年12月31日	<u>20,000,000,000</u>	<u>300,000</u>
Issued and fully paid:	已發行並繳足：		
At 1 January 2010, 31 December 2010	於2010年1月1日、 2010年12月31日	396,868,200	5,953
Shares issued under the Capitalisation Issue (note 1)	根據資本化發行而發行之 股份(附註1)	1,303,131,800	19,547
Shares issued under the Global Offering (note 2)	根據全球發售而發行之 股份(附註2)	300,000,000	4,500
At 31 December 2011	於2011年12月31日	<u>2,000,000,000</u>	<u>30,000</u>
Shown in the consolidated statement of financial position	於綜合財務狀況表列示		
At 31 December 2010	於2010年12月31日		<u>49,271</u>
At 31 December 2011	於2011年12月31日		<u>202,087</u>

Fully paid ordinary shares carry one vote per share and carry a right to dividends.

悉數繳足普通股每股附有一個投票權及有權獲發股息。

Note 1: Pursuant to written resolution passed on 26 August 2011,

附註1：根據於2011年8月26日通過之書面決議案，

- (i) The authorised share capital of the company was increased from USD12,000,000 to USD300,000,000 by the creation of an additional 19,200,000,000 shares of USD0.015 each;
- (ii) A sum of USD19,546,977 standing to the credit of the share premium account of the Company was capitalised and applied in paying up in full at par 1,303,131,800 shares of USD0.015 each allotted and issued upon completion of listing the shares of the Company on the Hong Kong Stock Exchange (the "Capitalisation Issue").

- (i) 透過增設額外19,200,000,000股每股面值0.015美元之股份，本公司法定股本由12,000,000美元增至300,000,000美元；
- (ii) 本公司股份溢價賬內合共19,546,977美元已動用，並用作悉數繳付於本公司股份完成在香港聯交所上市時配發及發行之1,303,131,800股每股面值0.015美元之股份（「資本化發行」）。

Note 2: On 22 September 2011, the Company issued 300,000,000 new ordinary shares pursuant to the Company's Global Offering at a price of HK\$2.3 (equivalent to RMB1.88) per share, details of which are set out in the Company's Prospectus dated 12 September 2011.

附註2：於2011年9月22日，本公司按本公司於全球發售時每股2.3港元（相等於人民幣1.88元）之價格發行300,000,000股新普通股，詳情載於本公司日期為2011年9月12日之售股章程。

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### 33. PRC STATUTORY RESERVES

Pursuant to the relevant laws and regulations in the PRC applicable to foreign investment enterprises and the Articles of Association of the PRC subsidiaries, the PRC subsidiaries are required to maintain a statutory surplus reserve fund. Appropriations to this fund are made out of net profit after taxation as reported in the PRC statutory financial statements of the subsidiaries (the “PRC Accounting Profit”).

Nanjing Mayflower, Dongguan Mayflower, Nanjing Soft, Nanjing Ruihe and Jiangsu Unity (as defined in Note 42) are required to transfer 10% of their PRC Accounting Profit to the statutory surplus reserve fund in each profit making year until the balances reach 50% of the registered capital of each of the company respectively. The statutory surplus reserve fund may be used to make up prior year losses incurred and, with approval from relevant government authority, to increase capital.

Suining Shufute is not required to maintain this statutory surplus reserve fund, according to the relevant laws and regulations in the PRC applicable to Sino-foreign joint investment enterprises.

### 34. SHARE-BASED PAYMENTS

Pursuant to a share option scheme of the Company (the “Hongguo Singapore Share Option Scheme”) approved by the Board of Directors of the Company in June 2008, the Company may grant options to eligible employees and directors of the Company and its subsidiaries to subscribe for shares in the Company for a consideration of SGD 1 for each lot of share options granted. The share options granted shall be exercisable, in whole or in part, after the third anniversary of the date of grant until the fifth anniversary and tenth anniversary of such date of grant for the group of non-executive directors and the group comprising executive directors, management staffs and department heads (this group is collectively referred to as the “Group Executives”) respectively.

The exercise price is determined by the directors of the Company based on the average closing price of the Company’s shares previously listed on the SGX-ST for the five trading days immediately preceding the date of grant.

The Company granted options to the non-executive directors and the Group Executives on 23 June 2008 (the “2008 Option”) and on 18 August 2009 (the “2009 Option”) respectively.

### 33. 中國法定儲備

根據中國外商投資企業適用的有關法律法規，中國附屬公司須維持法定盈餘儲備基金。向從中國附屬公司法定財務報表中呈報的稅後純利（「中國會計溢利」）中向該基金作出撥款。

南京美麗華、東莞美麗華、南京舒服特、南京瑞和及江蘇團結（定義見附註42）須於每個盈利年度將其中國會計溢利的10%轉撥至法定盈餘儲備基金，直至結餘分別達各公司註冊股本的50%。法定盈餘儲備基金可能用作彌補上年度發生的虧損，在取得有關政府當局的批准下增加資本。

根據中國中外合資企業適用的有關法律及法規，睢寧舒服特無須維持此項法定盈餘儲備基金。

### 34. 以股份為基礎的支付

根據本公司董事會於2008年6月批准的一項本公司購股權計劃（「鴻國新加坡購股權計劃」），本公司可向本公司及其附屬公司合資格僱員及董事授出購股權，以認購本公司股份，代價為每份已授購股權1新加坡元。所授出的購股權可於授出日期第3個周年紀念日全部或部份行使，直至向非執行董事群組及包括執行董事、管理層員工及部門主管組成的群組人員（此群組統稱為「集團高級職員」）授出日期的第五個及第十個周年紀念日。

本公司董事根據先於新交所上市的本公司股份緊接授出日期前五個營業日的平均收市價釐定。

本集團分別於2008年6月23日（「2008年購股權」）及2009年8月18日（「2009年購股權」）向非執行董事及集團高級職員授出購股權。

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**34. SHARE-BASED PAYMENTS (CONTINUED)**

Details of the 2008 Option and 2009 Option granted under the Hongguo Singapore Share Option Scheme to the non-executive directors and the Group Executives of the Company and its subsidiaries were as follows:

**34. 以股份為基礎的支付(續)**

根據鴻國新加坡期權計劃向本公司及其附屬公司非執行董事及集團高級職員授出的2008年期權及2009年期權詳情載列如下：

Option type	Date of grant	Exercise period	Exercise price	Fair value of option at grant date
購股權類型	授出日期	行使期間	行使價	購股權於授出日期之公平值
			SGD	SGD
			新加坡元	新加坡元
2008 Option				
2008年購股權				
Non-executive directors	23.06.2008	23.06.2011 ~ 22.06.2013	0.453	0.19
非執行董事	2008年6月23日	2011年6月23日至2013年6月22日		
Group Executives	23.06.2008	23.06.2011 ~ 22.06.2018	0.453	0.24
集團高級職員	2008年6月23日	2011年6月23日至2018年6月22日		
2009 Option				
2009年購股權				
Non-executive directors	18.08.2009	18.08.2012 ~ 17.08.2014	0.272	0.12
非執行董事	2009年8月18日	2012年8月18日至2014年8月17日		
Group Executives	18.08.2009	18.08.2012 ~ 17.08.2019	0.272	0.12
集團高級職員	2009年8月18日	2012年8月18日至2019年8月17日		

Pursuant to the Delisting, the 2008 Option, 2009 Option and together with the Hongguo Singapore Share Option Scheme were cancelled in 2010. The cancellation of the Hongguo Singapore Share Option Scheme was accounted for as an acceleration of vesting, and the amount that otherwise would have been recognised over the remainder of the vesting period has been recognised in 2010.

根據取消上市，2008年購股權、2009年購股權及連同鴻國新加坡購股權計劃於2010年註銷。註銷鴻國新加坡購股權計劃入賬為歸屬權的加速，將會於歸屬期的餘下期間以其他方式確認的金額已於2010年獲得確認。

The following table discloses movements of the Company's share options granted under the Hongguo Singapore Share Option Scheme held by the non-executive directors and the Group Executives of the Company and its subsidiaries during both years.

下表披露根據鴻國新加坡購股權計劃授出的由本公司及其附屬公司非執行董事及集團高級職員於兩個年度持有的本公司購股權的變動。

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## 34. SHARE-BASED PAYMENTS (CONTINUED)

## 34. 以股份為基礎的支付(續)

		Number of share options Outstanding at 1.1.2010	Cancelled during 2010	Outstanding at 31.12.2010 & 31.12.2011 於2010年 12月31日及 2011年 12月31日	Exercisable at 31.12.2010, & 31.12.2011 於2010年 12月31日及 2011年 12月31日
2008 Option granted to					
2008年購股權 授予以下人士					
Non-executive directors	非執行董事	300,000	(300,000)	-	-
Group Executives	集團高級職員	5,662,500	(5,662,500)	-	-
		5,962,500	(5,962,500)	-	-
<hr/>					
		Number of share options Outstanding at 1.1.2010	Cancelled during 2010	Outstanding at 31.12.2010 & 31.12.2011 於2010年 12月31日及 2011年 12月31日	Exercisable at 31.12.2010, & 31.12.2011 於2010年 12月31日及 2011年 12月31日
2009 Option granted to					
2009年購股權 授予以下人士					
Non-executive directors	非執行董事	300,000	(300,000)	-	-
Group Executives	集團高級職員	5,767,000	(5,767,000)	-	-
		6,067,000	(6,067,000)	-	-

These fair values of the share options were determined using the Black-Scholes pricing model. Where relevant, the expected life used in the model has been adjusted based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural considerations. Expected volatility was based on the historical share price volatility over the previous 4 years.

The variables and assumptions used in computing the fair value of the share options were based on the director's best estimate. The value of an option varied with different variables of certain subjective assumptions.

購股權的該等公平值使用布萊克舒爾茨定價模式釐定。如相關，模式中使用的預期年期已根據管理層對不可轉讓性、行使限制及行為代價的最佳估計作出調整。預期波幅乃根據過往4個年度的過往股價波幅計算。

計算購股權公平值使用的可度因素及假設乃根據董事的最佳估計而作出。購股權價值隨若干主觀假設的不同可度因素而有所不同。



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**34. SHARE-BASED PAYMENTS (CONTINUED)**

The inputs into the model were as follows:

**34. 以股份為基礎的支付(續)**

模式輸入參數如下：

		Grant date	Exercise	Expected	Expected	Risk-free	Expected
		share price	price	volatility	dividend	rate	life
		授出日期	行使價	預期波幅	預期	無風險	預期
		股價	行使價	預期波幅	股息率	比率	年期
		SGD	SGD				Years
		新加坡元	新加坡元				年
2008 Option	2008年購股權						
Non-executive directors	非執行董事	0.46	0.453	53.0%	1.97%	2.26%	5
Group Executives	集團高級職員	0.46	0.453	53.0%	1.97%	3.14%	10
2009 Option	2009年購股權						
Non-executive directors	非執行董事	0.28	0.272	69.0%	2.45%	3.13%	3
Group Executives	集團高級職員	0.28	0.272	69.0%	2.45%	3.13%	3

The Group recognised RMB7,502,000 share option expense for the year ended 31 December 2010. No such expense was recognised in the year ended 31 December 2011 as all share options were cancelled in 2010.

Pursuant to written resolution passed on 26 August 2011, the Company adopted a new share option scheme (the “Hongguo Hong Kong Share Option Scheme”), details of which are set out in “Report of the Directors – Share Option Scheme” to the annual report. No share option has been granted under the Hongguo Hong Kong Share Option Scheme since its adoption.

本集團於截至2010年12月31日止年度確認購股權開支人民幣7,502,000元。由於所有購股權於2010年註銷，截至2011年12月31日止年度並無確認該項開支。

根據於2011年8月26日通過的書面決議案，本公司採納一項新的購股權計劃（「鴻國香港購股權計劃」），其詳情載於年報「董事會報告－購股權計劃」。自從採納以來，根據鴻國香港購股權計劃並無授出購股權。

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**35. DISPOSAL OF A SUBSIDIARY**

Pursuant to a transfer agreement dated 8 December 2010, the Group disposed of its entire equity interests in Jiangsu Unity, which carried out all of the Group's retail and wholesale of international and domestic branded apparel operations, to鴻國實業集團有限公司 Hongguo Industry Group Corporation ("Hongguo Industry") with a cash consideration of RMB34,550,000. Hongguo Industry is an entity in which certain directors of the Company have controlling interests.

Analysis of assets and liabilities over which control was lost were as follows:

**35. 出售附屬公司**

根據2010年12月8日之一份轉讓協議，本集團向鴻國實業集團有限公司（「鴻國實業」）出售江蘇團結之全部股本權益，代價為現金人民幣34,550,000元。鴻國實業為本公司若干董事擁有控股權益之實體。

已失去控制權的資產及負債分析如下：

		As at 8 December 2010 於2010年12月8日 RMB'000 人民幣千元
Net assets disposed of:	已出售的資產淨值：	
Cash and cash equivalents	現金及現金等價物	131
Trade and other receivables	貿易及其他應收款項	21,935
Inventories	存貨	13,523
Property, plant and equipment (Note 15)	物業、廠房及設備 (附註15)	524
Intangible assets (Note 18)	無形資產 (附註18)	108
Trade and other payables	貿易及其他應付款項	(1,665)
Net assets disposed of	已出售的資產淨值	34,556
Loss on disposal recognised and charged to profit or loss	已確認及於損益中扣除的出售虧損	(6)
Total consideration	總代價	34,550
Satisfied by:	支付方式：	
Cash consideration	現金代價	34,550
Net cash inflow arising on disposal:	出售時產生的現金流入淨額：	
Cash consideration	現金代價	34,550
Bank balances and cash disposed of	出售的銀行結餘及現金	(131)
		34,419

The impact of Jiangsu Unity on the Group's results and cash flows for the year ended 31 December 2010 is disclosed in Note 11.

江蘇團結對本集團於截至2010年12月31日止年度的業績及現金流量的影響於附註11內披露。

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**36. OPERATING LEASE**

The Group as lessee

**36. 經營租賃**

本集團作為承租人

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Minimum lease payments paid under operating leases in the year	年內根據經營租賃支付的最低租金付款	21,180	18,105

At the end of the reporting period, the Group has outstanding commitment in respect of non-cancellable operating leases which fall due as follows:

於報告期末，本集團到期未償還的不可撤銷經營租賃承擔如下：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Within one year	一年內	15,847	11,225
In the second to fifth years inclusive	第二至第五年 (包括首尾兩年)	50,506	34,138
After five years	五年後	123,142	61,963
Total	合計	189,495	107,326

Operating lease payments represented rentals payable by the Group for its rental of factory premises and retail outlets. Leases and rentals for the factory premises and retail outlets are negotiated and fixed for terms ranging from ten to twenty years and one to two years respectively.

經營租賃付款指本集團租賃廠房樓宇及零售商鋪而應付的租金。廠房樓宇及零售商鋪的租約及租金予以磋商及分別按介乎十至十二年及一至兩年的租期釐定。

**37. CAPITAL COMMITMENTS****37. 資本承擔**

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	已訂約但尚未於綜合財務報表撥備的物業、廠房及設備收購的資本承擔	1,509	10,085

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**38. RELATED PARTY TRANSACTIONS****(1) Related party transactions**

During the year, in addition to those disclosures in Note 11, 12, 20, 24, 29, 34 and 35, the Group had the following related party transactions:

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Continuing related party transactions:	持續關聯交易：		
Rental expense paid to Hongguo Industry	向鴻國實業支付的租金開支	900	900
Purchase of goods from Dongguan B&H	自東莞美康採購貨品	35,165	26,644
Rental income charged to Dongguan B&H	向東莞美康收取的租金收入	-	71
Guarantee executed by certain directors of the Company to banks for banking facilities granted to the Group	本公司若干董事就本集團獲授之銀行貸款向銀行提供擔保	-	100,000

**(2) Compensation of key management personnel**

The remuneration of directors, who are also the key management, are disclosed in Note 12.

**39. PLEDGE OF ASSETS**

At the end of the reporting period, the following assets were pledged to banks for notes payables.

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Bank deposits	銀行存款	14,589	33,784
Investment properties	投資物業	-	46,069
Land use rights	土地使用權	-	16,127
		14,589	95,980

**38. 關聯交易****(1) 關聯交易**

年內，除附註11、12、20、24、29、34及35內之披露資料外，本集團的關聯交易如下：

	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Continuing related party transactions:		
Rental expense paid to Hongguo Industry	900	900
Purchase of goods from Dongguan B&H	35,165	26,644
Rental income charged to Dongguan B&H	-	71
Guarantee executed by certain directors of the Company to banks for banking facilities granted to the Group	-	100,000

**(2) 主要管理人員薪酬**

身為主要管理人員的董事的薪酬於附註12內披露。

**39. 資產抵押**

於報告期末，下列資產抵押予銀行以獲得應付票據。

	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Bank deposits	14,589	33,784
Investment properties	-	46,069
Land use rights	-	16,127
	14,589	95,980

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**40. RETIREMENT BENEFITS SCHEMES**

Pursuant to the relevant regulations of the PRC government, the PRC subsidiaries have participated in a central pension scheme (the "Scheme") operated by local municipal government whereby the PRC subsidiaries are required to contribute 18% of basic salaries of the employees to the Scheme to fund their retirement benefits. The local municipal government undertakes to assume the retirement benefit obligations of all existing and future retired employees of the PRC subsidiaries. The only obligation of the PRC subsidiaries with respect to the Scheme is to pay the ongoing required contributions under the Scheme mentioned above. Contributions under the Scheme are charged to profit or loss as incurred.

During the reporting period, the total amounts contributed by the Group to the Scheme and charged to profit or loss represent contribution payable to the Scheme by the Group at rates specified in the rules of the Scheme and are as follows:

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Amount contributed and charged to profit or loss	已供款及自損益扣除金額	19,182	18,884

As at 31 December 2011, there was no outstanding contributions payable to the Scheme (2010: nil).

**41. EVENTS AFTER THE END OF THE REPORTING PERIOD****Acquisition of subsidiary/business**

Pursuant to an agreement dated 1 January 2012 entered into among Mega Brilliant International Limited ("Mega Brilliant"), Best Invent, 13 investors of Mega Brilliant, Best Invent obtained a 51% interests in Mega Brilliant at an aggregate cash consideration of RMB51,000,000. The transaction was completed on 2 February 2012. Mega Brilliant is a limited liability company incorporated in Hong Kong as a holding company. Mega Brilliant has one subsidiary 江蘇美嘉鞋業有限公司, which is a limited liability company established in the PRC and is engaged in the design, manufacture and sales of leather products and textile. Mega Brilliant was acquired so as to continue the expansion on women's footwear operation of the Group.

**40. 退休福利計劃**

根據中國政府的有關法規，中國附屬公司參加由當地市政府運作的中央退休金計劃（「該計劃」），據此，中國附屬公司須將僱員基本工資的18%供款予該計劃，以為其退休福利提供資金。當地市政府承諾承擔所有中國附屬公司現有及未來退休的僱員的退休福利責任。中國附屬公司就該計劃的唯一責任為持續支付上述計劃項下的供款。根據該計劃作出的供款於產生時於損益中扣除。

於報告期間，本集團向該計劃供款的總金額及自損益中扣除的金額指本集團按該計劃規則指定的比率應付該計劃的供款及現列於以下：

	2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Amount contributed and charged to profit or loss	19,182	18,884

於2011年12月31日，概無尚未償還的應付計劃的供款(2010年：無)。

**41. 報告期後事項****收購附屬公司／企業**

根據於2012年1月1日 Mega Brilliant International Limited（「Mega Brilliant」）、Best Invent之間訂立之一項協議，Mega Brilliant之13名投資者及Best Invent以現金代價總額人民幣51,000,000元取得Mega Brilliant之51%權益。該交易於2012年2月2日完成。Mega Brilliant為於香港註冊成立為控股公司之有限公司。Mega Brilliant擁有一間附屬公司江蘇美嘉鞋業有限公司，該公司為於中國成立的有限責任公司及從事皮革產品及紡織品之設計、生產及銷售。Mega Brilliant被收購以繼續擴展本集團女士鞋履之營運。

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**41. EVENTS AFTER THE END OF THE REPORTING PERIOD (CONTINUED)****Acquisition of subsidiary/business (continued)**

Consideration transferred

**41. 報告期後事項(續)****收購附屬公司／企業(續)**

轉讓代價

RMB'000  
人民幣千元

Cash	現金	51,000
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Assets and liabilities recognised at the date of acquisition are as follows:

於收購日期確認的資產及負債如下：

RMB'000  
人民幣千元

Net assets recognised:	已確認資產淨值：	
Property, plant and equipment	物業、廠房及設備	1,348
Inventories	存貨	11
Other receivables	其他應收款項	13,800
Cash and cash equivalents	現金及現金等價物	74,507
Other payables	其他應付款項	(891)
		88,775

The fair value of other receivables at the date of acquisition amounted to RMB13,800,000. The gross contractual amounts of the other receivables acquired amounted to RMB13,800,000.

於收購日期的其他應收款項公平值為人民幣13,800,000元。所收購的其他應收款項的合約總金額為人民幣13,800,000元。

Goodwill arising on acquisition:

收購產生之商譽：

RMB'000  
人民幣千元

Consideration transferred	轉讓代價	51,000
Plus: non-controlling interests (49%)	加：非控股權益(49%)	43,500
Less: recognized amounts of net assets acquired	減：所收購資產淨值之已確認金額	(88,775)
Goodwill arising on acquisition	收購產生之商譽	5,725

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#### 41. EVENTS AFTER THE END OF THE REPORTING PERIOD (CONTINUED)

##### Acquisition of subsidiary/business (continued)

The non-controlling interests (49%) in Mega Brilliant recognised at the acquisition date was measured at the proportionate share of net assets acquired.

Goodwill arose in the acquisition of Mega Brilliant because of the benefit of further market development of Mega Brilliant. The benefit is not recognized separately from goodwill because it does not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on the acquisition is expected to be deductible for tax purpose.

Net cash outflow on acquisition of Mega Brilliant

#### 41. 報告期後事項(續)

##### 收購附屬公司／企業(續)

於收購日期確認之於 Mega Brilliant 之非控股權益(49%)按所收購資產淨值的百分比計量。

收購 Mega Brilliant 產生商譽原因為受惠於 Mega Brilliant 的進一步市場發展。有關利益並未於商譽單獨確認，乃由於其並不符合可識別無形資產的確認範圍。

預期收購產生之商譽不會就稅務目的而獲得扣減。

收購 Mega Brilliant 之現金流出淨額

		RMB'000 人民幣千元
Cash consideration paid	已付現金代價	51,000
Less: cash and cash equivalent balances acquired	減：所收購的現金及現金等價物結餘	(37,999)
		<u>13,001</u>

Had the acquisition been completed on 1 January 2011, total group profit for the year would have been RMB284,453,000. The pro-forma information is for illustrative purpose only and is not necessarily an indication of results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2011, nor is it intended to be a projection of future results.

如於2011年1月1日完成收購事項，年內集團溢利總額為人民幣284,453,000元。備考資料僅作說明用途，未必表示本集團實際將會達成之經營業績，如收購事項於2011年1月1日完成，其亦不擬為未來業績之預測。

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## 42. PARTICULARS OF SUBSIDIARIES

## 42. 附屬公司詳情

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊成立/成立/ 及營運 地點/國家	Issued and fully paid share/ registered capital 已發行及 悉數繳足股本/ 註冊股本	Attributable equity interest of the Company 本公司應佔 股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
<b>Held by the Company:</b> 本公司持有					
Best Invent	BVI 英屬處女群島	United States Dollar USD 2 美元 2美元	100%	100%	Investment holding 投資控股
Best Value	BVI 英屬處女群島	USD 2 2美元	100%	100%	Investment holding and marketing and sales agent 投資控股及市場推廣 及銷售代理
Allied Great 匯英國際集團有限公司	Hong Kong 香港	Hong Kong Dollar HKD 1 1港元	100%	100%	Investment holding 投資控股
China Ease 華誼企業有限公司	Hong Kong 香港	HKD 1 1港元	100%	100%	Investment holding 投資控股



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## 42. PARTICULARS OF SUBSIDIARIES (CONTINUED)

## 42. 附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place/Country of incorporation/ establishment and operations 註冊成立/成立/ 及營運 地點/國家	Issued and fully paid share/ registered capital 已發行及 悉數繳足股本/ 註冊股本	Attributable equity interest of the Company 本公司應佔 股本權益		Principal activities 主要業務
			2011 2011年	2010 2010年	
<b>Held by subsidiaries of the Company:</b> 本公司附屬公司持有：					
Mayflower (Nanjing) Enterprise Limited (“Nanjing Mayflower”) <i>(note (1) and (4))</i> 美麗華企業(南京)有限公司 (「南京美麗華」)(附註(1)及(4))	PRC 中國	USD 28,500,000 28,500,000美元	100%	100%	Retail sale of branded fashion footwear 零售品牌時尚鞋履
Dongguan Mayflower Footwear Corporation Limited (“Dongguan Mayflower”) <i>(note (1))</i> 東莞美麗華鞋業有限公司 (「東莞美麗華」)(附註(1))	PRC 中國	USD 1,000,000 1,000,000美元	100%	100%	Contract manufacture and sale of branded fashion footwear 訂約生產及銷售品牌 鞋履
Nanjing Soft <i>(note (1) and (5))</i> 南京舒服特 <i>(附註(1)及(5))</i>	PRC 中國	USD 10,500,000 10,500,000美元	100%	100%	Manufacture and sale of branded fashion footwear and related materials 生產及銷售品牌時尚 鞋履及有關物料
Suining Shufute Shoes Co., Ltd. (“Suining Shufute”) <i>(note (2) and (6))</i> 徐州千百度鞋業有限公司 (「徐州千百度」)(附註(2)及(6))	PRC 中國	USD 5,000,000 5,000,000美元	100%	100%	Manufacture and sale of branded fashion footwear and related materials 生產及銷售品牌時尚 鞋履及有關物料
Nanjing Ruihe Trade Co., Ltd. (“Nanjing Ruihe”) <i>(note (3))</i> 南京瑞和商貿有限公司 (「南京瑞和」)(附註(3))	PRC 中國	RMB 20,000,000 人民幣20,000,000元	100%	100%	Property investment 物業投資

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**42. PARTICULARS OF SUBSIDIARIES  
(CONTINUED)**

Notes:

- (1) wholly-foreign owned enterprise established in the PRC
- (2) sino-foreign owned enterprise established in the PRC
- (3) domestic enterprise established in the PRC
- (4) Pursuant to the approvals dated 10 October 2011 and 11 November 2011 issued by The People's Government of Nanjing, the registered capital of Nanjing Mayflower was increased from USD 18,000,000 to USD28,500,000. The increased capital has been fully paid as at 31 December 2011.
- (5) Pursuant to the approval dated 10 October 2011 issued by The People's Government of Nanjing, the registered capital of Nanjing Soft was increased from USD 10,000,000 to USD10,500,000. The increased capital has been fully paid as at 31 December 2011.
- (6) Pursuant to the approval dated 21 November 2011 issued by Xuzhou Administration of Industry and Commerce, the Chinese name of Suining Shufete was changed from “睢寧舒服特鞋業有限公司” to “徐州千百度鞋業有限公司”.
- (7) None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year and none of the subsidiaries had issued any debt securities at the end of the year.

**42. 附屬公司詳情(續)**

附註：

- (1) 於中國成立全外資企業
- (2) 於中國成立之中外合資企業
- (3) 於中國成立之內資企業
- (4) 根據南京人民政府於2011年10月10日及2011年11月11日發出的批准，南京美麗華的註冊股本由18,000,000美元增至28,500,000美元。所增加的股本已於2011年12月31日悉數繳足。
- (5) 根據2011年10月10日由南京人民政府發出的批准，南京舒服特的註冊股本由10,000,000美元增至10,500,000美元。所增加的股本已於2011年12月31日悉數繳足。
- (6) 根據徐州工商管理局於2011年11月21日發出的批准，睢寧舒服特之中文名稱由「睢寧舒服特鞋業有限公司」更改為「徐州千百度鞋業有限公司」。
- (7) 年內概無本公司附屬公司已購買、出售或贖回本公司上市證券，附屬公司亦無於年底時發行任何債務證券。

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**43. STATEMENT OF FINANCIAL POSITION OF THE COMPANY**

Statement of financial position of the Company at the end of the reporting period includes:

**43. 本公司財務狀況表**

於報告期末，本公司財務狀況表包括：

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
<b>Non-current Assets</b>	<b>非流動資產</b>		
Other receivables and prepayments	其他應收款項及預付款	–	149,615
Investment in subsidiaries (Note 44)	於附屬公司之投資 (附註44)	460,038	10,038
		<b>460,038</b>	<b>159,653</b>
<b>Current Assets</b>	<b>流動資產</b>		
Dividends receivables from subsidiaries	應收附屬公司股息	178,957	80,000
Other receivables and prepayments	其他應收款項及預付款	3,977	52,941
Available-for-sales investments	可供出售投資	75,611	–
Bank balances and cash	銀行結餘及現金	86,279	13,057
		<b>344,824</b>	<b>145,998</b>
<b>Current Liability</b>	<b>流動負債</b>		
Other payables	其他應付款項	33,547	79,402
<b>Net current assets</b>	<b>流動資產淨值</b>	<b>311,277</b>	<b>66,596</b>
<b>Total assets less current liability</b>	<b>總資產減流動負債</b>	<b>771,315</b>	<b>226,249</b>
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	202,087	49,271
Reserves (Note 45)	儲備 (附註45)	569,228	176,978
<b>Total equity</b>	<b>總權益</b>	<b>771,315</b>	<b>226,249</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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## 44. INVESTMENTS IN SUBSIDIARIES

## 44. 於附屬公司的投資

		2011 2011年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元
Unquoted share capital/registered capital, at cost	未報價股本／註冊股本，按成本		
At beginning of the year	年初	*	*
Additions (note (1))	添置(附註(1))	250,000	—
At end of the year	年末	250,000	—
Deemed investment in subsidiaries – waiver of balances due from subsidiaries	視為於附屬公司的投資 – 豁免應收附屬公司的結餘		
At beginning of the year	年初	1,566	1,566
Additions (note (2))	添置(附註(2))	200,000	—
At end of the year	年末	201,566	1,566
Deemed investment in subsidiaries – share options granted to the subsidiaries' (note (3)) employees	視為於附屬公司的投資 – 授予附屬公司的購股權(附註(3)) 僱員		
At beginning of the year	年初	8,472	2,546
Additions	添置	—	6,525
Transfer out on disposal of a subsidiary	出售一間附屬公司的轉出	—	(599)
At end of the year	年末	8,472	8,472
		<b>460,038</b>	<b>10,038</b>

Notes:

- (1) The amount represents additional capital injection pursuant to the approval of board of directors of the Company during the year ended 31 December 2011.
- (2) The amount represents additions on deemed investment in subsidiaries arising from waivers of balances due from two subsidiaries as approved by the Board of Directors of the Company in 2011.
- (3) The deemed investment in subsidiaries arises from the share options granted under the Hongguo Singapore Share Option Scheme to the subsidiaries' employees by the Company. Detail of the share options granted is set out in Note 34.

附註：

- (1) 該金額指在截至2011年12月31日止年度在本公司董事會批准後作出的額外資本注資。
- (2) 該金額指於2011年經本公司董事會批准豁免應收兩間附屬公司結餘產生的視為於附屬公司的投資的增加額。
- (3) 視為於附屬公司的投資乃因根據鴻國新加坡購股權計劃本公司向附屬公司僱員授出購股權而產生。授出購股權詳情載於附註34。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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FOR THE YEAR ENDED 31ST DECEMBER 2011

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## 45. RESERVES OF THE COMPANY

## 45. 本公司之儲備

		Share premium	Share option reserve	Accumulated profits	Total
		購股權 股份溢價	儲備	累計溢利	合計
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2010	於2010年1月1日	98,093	3,074	34,670	135,837
Net profit and total comprehensive income for the year	年內純利及全面收益總額	–	–	225,214	225,214
Recognition of equity-settled share based payments (Note 34)	確認以股權結算之以股份為基礎的支付 (附註34)	–	7,502	–	7,502
Transfer on cancellation of equity-settled share based payments (Note 34)	取消以股權結算之以股份為基礎的支付時轉撥 (附註34)	–	(10,576)	10,576	–
Dividend paid (Note 13)	已付股息 (附註13)	–	–	(191,575)	(191,575)
At 31 December 2010	於2010年12月31日	98,093	–	78,885	176,978
Net profit and total comprehensive income for the year	年內純利及全面收益總額	–	–	73,820	73,820
Issuance of new shares	發行新股份	411,949	–	–	411,949
Cost of issue of new shares	發行新股成本	(29,078)	–	–	(29,078)
Dividend paid (Note 13)	已付股息 (附註13)	–	–	(64,441)	(64,441)
At 31 December 2011	於2011年12月31日	480,964	–	88,264	569,228

FINANCIAL SUMMARY  
財務摘要

		Year ended 31 December 截至12月31日止年度			
		2008 2008年 RMB'000 人民幣千元	2009 2009年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元	2011 2011年 RMB'000 人民幣千元
<b>Financial results</b>	<b>財務業績</b>				
Revenue	收益	1,043,959	1,284,924	1,574,963	<b>2,043,696</b>
Net profit for the year from continuing operations	來自持續經營業務的年內純利	106,844	91,033	172,062	<b>290,178</b>
		As at 31 December 於12月31日			
		2008 2008年 RMB'000 人民幣千元	2009 2009年 RMB'000 人民幣千元	2010 2010年 RMB'000 人民幣千元	2011 2011年 RMB'000 人民幣千元
<b>Balance sheet summary</b>	<b>損益表概要</b>				
Total assets	資產總值	780,052	943,778	996,793	<b>1,731,027</b>
Total liabilities	負債總額	205,477	287,474	354,707	<b>327,517</b>
Equity attributable to owners of the Company	本公司擁有人應佔權益	574,575	656,304	642,086	<b>1,403,510</b>

**C. banner International Holdings Limited**  
千百度國際控股有限公司