



CHOW SANG SANG HOLDINGS INTERNATIONAL LIMITED

周生生集團國際有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號: 116

INTERIM REPORT 2013

2013 中期報告

The Board of Directors (the "Board") of Chow Sang Sang Holdings International Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2013. The interim financial report has been reviewed by the Audit Committee of the Board.

周生生集團國際有限公司(「本公司」)董事會欣然宣布本公司及其附屬公司(「本集團」)截至二零一三年六月三十日止六個月之未經審核中期業績。中期財務報告已由董事會之審核委員會審閱。

FINANCIAL HIGHLIGHTS

財務摘要

		Unaudited 未經審核		
		Six months ended 30 June 截至六月三十日止六個月		
		2013	2012	
		HK\$'000	HK\$'000	Change
		千港元	千港元	變動
Turnover	營業額			
Jewellery retail	珠寶零售	10,886,386	7,274,523	+50%
Other businesses	其他業務	3,202,694	1,821,298	+76%
		14,089,080	9,095,821	+55%
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	614,748	439,409	+40%
Basic earnings per share	每股基本盈利	90.8 cents 仙	64.9 cents 仙	+40%
Interim dividend per share	每股中期股息	14.0 cents 仙	10.0 cents 仙	+40%
Dividend payout ratio	派息比率	15%	15%	
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	7,304,895	7,006,969 [^]	+4%
Equity per share	每股權益	\$10.8元	\$10.4元 [^]	+4%

[^] Audited as at 31 December 2012

[^] 於二零一二年十二月三十一日之經審核數字

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MANAGEMENT DISCUSSION AND ANALYSIS

The Group's Results

The year 2013 was heralded in with various warning signs pointing to a slowing economy in China. As consumer sentiments became more cautious, sale of high-priced jewellery and watches continued to be soft.

Nevertheless trips to Hong Kong by mainlanders during the first five months rose 19% year on year, and the stock market in Hong Kong became more active in line with world markets.

In April the price of gold took a precipitous fall of some US\$150 per oz within a week, triggering a widely-reported buying spree in Hong Kong by mainland visitors as well as local consumers. On the mainland sales of gold jewellery surged as well. In both markets the demand was focused more on gold jewellery such as bridal bangles than on collector items such as 1,000gm slabs and 50gm wafers.

As the surge in gold sales began to wane gold price took another deep dive in June, bringing back hordes of customers who would find that previously depleted stock had yet to be fully replenished.

Overall, during the first half of 2013, the Group recorded turnover of HK\$14,089 million, rising 55% above that of 2012. Profit attributable to equity holders climbed 40% to HK\$615 million.

Jewellery Retail

Jewellery retail contributed HK\$10,886 million or 77% to the total turnover. Operating profit increased by 45% to HK\$731 million.

Hong Kong & Macau

Of the overall turnover in jewellery retail, 61% occurred in Hong Kong and Macau. The proportion of sales to mainlanders notched up several points to 54%.

The surge in gold sales drove same store growth to 50%. At the same time, the ratio of non-gold jewellery sales was compressed to 24% from last year's 33%.

Additional floor space was gained through the opening of the street-level store in Argyle Street, Mongkok, the expansion into upper floors at the Canton Road store as well as the one at Monarch House II, Hennessy Road, Causeway Bay.

管理層討論及分析

本集團業績

二零一三年伊始各種跡象均預示中國經濟放緩。消費意欲亦越加審慎，高價珠寶及鐘錶銷售持續疲弱。

雖然如此，首五個月內地訪港旅客數字較去年同期上升19%，香港證券市場隨國際市場更趨活躍。

四月份金價在一星期內急劇下跌大約每安士一百五十美元，引發廣泛報導內地旅客及本地消費者在香港的搶購潮。內地黃金首飾銷量亦激增。兩地市場的需求側重於黃金首飾如婚嫁手鐲，多於收藏品如一千克庄金磚及五十克庄金牌。

正當黃金銷售由高位放緩，六月份金價另一次大幅下調，再度吸引顧客群，惟前已消耗的存貨仍未全面補充。

整體而言，二零一三年上半年，本集團錄得營業額一百四十億八千九百萬港元，較二零一二年同期上升55%。權益持有人應佔溢利上升40%至六億一仟五百萬港元。

珠寶零售

珠寶零售佔集團總營業額一百零八億八千九百萬港元或77%。經營溢利上升45%至七億三仟一佰萬港元。

香港及澳門

珠寶零售整體營業額中，61%在香港及澳門產生。內地旅客銷售佔比增加數個百分點至54%。

黃金銷售激增帶動同店銷售增長50%。同時，非黃金類珠寶銷售佔比由去年33%下跌至24%。

為增加營業面積，於旺角亞皆老街開設臨街分店，廣東道分店以及銅鑼灣軒尼詩道大華商業大廈分店均擴充至樓上。

MANAGEMENT DISCUSSION AND ANALYSIS

Jewellery Retail (continued)

Hong Kong & Macau (continued)

Total shop rental expenditure rose by 30%. The increase was 25% if the new shops were excluded.

Capital expenditure, in the first half of 2013, was HK\$23 million.

Mainland China

Turnover at the shops rose 45%, contributing 39% of the total jewellery retail turnover. Same store growth was 31%.

The anti-corruption drive probably played an important part at dampening the overall growth of sales of luxury goods. However, given that high-end gift items account for a small portion of our sales, the impact has not been significant.

In line with the strategy of being more selective in opening new shops, only 15 new shops were opened in the first half. Newly penetrated cities were Yancheng, Jiangsu and Huzhou, Zhejiang. With the closure of three shops, as of 30 June 2013 there were 286 shops covering 95 cities.

The superstructure of the new factory in Shunde was completed and moving-in was completed in July. A lot of work is still to be done to shake down the various systems and to bring production up to full speed.

Capital expenditure stood at RMB79 million, most of which were incurred in the completion of the new factory and the fitting out of new and renovation of old shops.

Taiwan

The economy continued to suffer as exports remained sluggish and domestic consumption cautious.

Turnover retreated slightly but the level of gross profits was maintained.

At period end the number of shops stood at 21.

管理層討論及分析

珠寶零售(續)

香港及澳門(續)

店舖租金總開支上升30%。倘若不包括新店，增幅為25%。

二零一三年上半年資本性開支為二仟三百萬港元。

中國內地

分店營業額上升45%，佔珠寶零售總營業額39%。同店增長為31%。

打擊貪腐運動可能對抑制高消費品銷售整體增長有重要影響。然而，鑑於高檔禮品只佔本集團銷售一小部分，故影響不大。

為配合審慎選址的開店策略，上半年只有十五家新店開業。新進駐城市包括江蘇鹽城及浙江湖州。期內有三家分店結業，於二零一三年六月三十日，內地共有二百八十六家分店分佈於九十五個城市。

順德新廠房的上層建築已經完成及在七月遷入。大量工作仍有待完成，以謀求各系統準備就緒，全力投入生產。

資本性開支為七仟九佰萬元人民幣，大部分用於完成新廠、新店裝修及舊店重裝工程。

台灣

出口持續低迷及區內消費審慎，令經濟持續受壓。

營業額略有回落，但仍能保持毛利水平。

於期末之分店數目為二十一家。

MANAGEMENT DISCUSSION AND ANALYSIS

Wholesale of Precious Metals

Brisk sales of 1-kg bars and 1-tael nuggets drove operating profits to increase by 125%.

Securities and Futures Broking

Average daily turnover for the first half was 13% higher than it was in 2012. Yet, because of intense competition, commission income increased only by 6%.

The introduction of After-Hours Futures Trading has yet to attract interest from our retail clients.

Investments

Properties

The Group holds various properties that are being used for offices, shops and factories. Rental income from investment properties amounted to HK\$5 million, less than 1% of the Group's turnover.

A piece of commercial property located in Mawei, Fujian, has been put under contract to sell. Completion is expected in the second half of the year.

Shares in Hong Kong Exchanges and Clearing Limited ("HKEC")

Since 2000 the shares of HKEC resulting from the reorganization of the then exchanges have been held with no plan for disposal. The holding, 4,953,500 shares, remained unchanged from the start to the end of the period. The unrealized gain on the holding amounted to HK\$579 million (31 December 2012: HK\$652 million).

Finance

Financial Position and Liquidity

The Group generates strong recurring cashflow from its jewellery business and continues to enjoy a solid cash position. As at 30 June 2013, the Group had cash and cash equivalents of HK\$1,146 million (31 December 2012: HK\$674 million). Cash is mostly held in Hong Kong dollar or Renminbi and deposited in leading banks with maturity dates falling within one year.

管理層討論及分析

貴金屬批發

一公斤庄金條及一兩庄金扣銷售興旺，帶動經營溢利增加125%。

證券及期貨經紀

上半年度每日平均成交額較二零一二年同期上升13%。然而，由於競爭激烈，佣金收入增長僅6%。

引入期貨夜市尚未吸引到本集團零售客戶的興趣。

投資

物業

本集團持有之物業包括自用辦公室、商店及廠房。投資物業帶來之租金收入為五百萬港元，佔本集團總營業額少於1%。

一項位於福建馬尾之商用物業已根據合同出售。預計在今年下半年完成。

香港交易及結算所有限公司(「港交所」)股份
集團並無計劃出售自二零零零年交易所重組而獲分配之港交所股份。本集團持有之四百九十五萬三千五百股港交所股份由年初至六月底之數量維持不變。未變現收益為五億七千九百萬港元(二零一二年十二月三十一日：六億五千二百萬港元)。

財務

財務狀況及流動資金

集團的珠寶零售業務讓集團現金充裕。於二零一三年六月三十日，本集團手頭現金及等同現金為十一億四千六百萬港元(二零一二年十二月三十一日：六億七千四百萬港元)。大部分現金以港元或人民幣以不超過一年期存於具領導地位的銀行。

Finance (continued)

Financial Position and Liquidity (continued)

The Group was well supported by over HK\$6,175 million in banking facilities including bank borrowings and bullion loans, out of which HK\$972 million are committed facilities. As at 30 June 2013, total unutilized banking facilities was HK\$4,474 million (31 December 2012: HK\$4,052 million).

As at 30 June 2013, the Group had total bank borrowings and bullion loans of HK\$1,181 million and HK\$504 million respectively, in line with Group policy most of which were unsecured. All the debts are repayable within three years. The gearing ratio was 23%, based on total bank borrowings and bullion loans of HK\$1,685 million as a percentage of total equity attributable to equity holders of the Company of HK\$7,305 million. The current ratio of the Group was 3.6.

The Group manages risk of credit cost and availability by several means: cultivating relationship with a large number of lending banks; diversifying the funding sources by engaging a number of local and overseas banks; putting some loans on a term basis; and fixing interest costs on loans as appropriate. The Group had 23% of its bank loans at fixed rate as at 30 June 2013, increased from 8% as at 31 December 2012.

As at 30 June 2013, outstanding derivatives on the books were mainly bullion contracts for hedging the bullion price exposure. The management monitors the hedging policy closely and the hedging level of the Group is approximately 40% of the total gold inventories.

Foreign Exchange Risk Management

The Group's assets and liabilities, revenues and expenses are mostly denominated in Hong Kong dollar, Renminbi and US dollar. As such, the risk is easily manageable and slight. Simultaneously, the Group maintains an appropriate level of foreign currency borrowings for natural hedge to minimize the foreign exchange exposure. As at 30 June 2013, the borrowings denominated in US dollar and New Taiwan dollar amounted to US\$53 million and NT\$131 million respectively.

財務(續)

財務狀況及流動資金(續)

本集團獲得超過六十一億七千五百萬港元的銀行融資支持，包括銀行貸款及貴金屬借貸，其中九億七千二百萬港元為保證融資。於二零一三年六月三十日，未動用之銀行融資總額為四十四億七千四百萬港元（二零一二年十二月三十一日：四十億五千二百萬港元）。

於二零一三年六月三十日，本集團之總銀行貸款及貴金屬借貸分別為十一億八千一百萬港元及五億四百萬港元，按本集團政策大部分以無抵押方式取得。所有借貸期限均不超於三年。按總銀行及貴金屬借貸為十六億八千五百萬港元，以本公司權益持有人應佔權益總額七十三億五百萬港元為基準，資本負債比率為23%。本集團之流動比率為3.6。

本集團以多種方式管理信貸成本風險及可用額度：與多家提供融資的銀行維持良好伙伴關係、分散向數家本地及海外銀行申請融資、將部分借貸轉為長期貸款及按情況固定利息支出。於二零一三年六月三十日，本集團的銀行借貸中23%為定息借貸，較二零一二年十二月三十一日的8%上升。

於二零一三年六月三十日，帳面上未平倉之衍生工具主要為用作對沖貴金屬價格風險的貴金屬合約。管理層密切監控對沖政策，現時本集團的對沖水平約為黃金總存貨的40%。

外匯風險管理

本集團資產及負債、收入及支出大部分以港元、人民幣及美元結算，此等風險較容易掌握及有限。同時，本集團維持適當水平的外幣借款作自然對沖，以減低外匯風險。於二零一三年六月三十日，美元及新台幣的貸款分別為五仟三百萬美元及一億三千一百萬新台幣。

MANAGEMENT DISCUSSION AND ANALYSIS

Finance (continued)

Charge on Assets and Contingent Liabilities

As at 30 June 2013, certain items of properties of the Group with a net carrying value of HK\$172 million (31 December 2012: HK\$174 million), and listed equity investments of HK\$328 million (31 December 2012: HK\$330 million) were pledged to secure banking facilities granted to certain subsidiaries of the Company.

As at 30 June 2013, the Group had no material contingent liabilities.

Human Resources

The Group's long-established performance-based remuneration policies remained unchanged. Its training infrastructure has been strengthened in pace with the expansion of the retail network.

The Group's total workforce at the end of the first half of 2013 stood at 7,019, of which 5,118 (73%) were on the Mainland.

To date no option has been granted under the Company's share option scheme. Details of the scheme can be found in note 15 to the interim financial report.

Recognition & Awards, Community Support

A list of the numerous awards received by our Group may be accessed by following this link: www.chowsangsang.com/group/eng/index.htm.

The Group gave support to the Hong Kong Repertory Theatre, The Hong Kong International Film Festival Society, the Hong Kong Sinfonietta, the Lifeline Express Hong Kong Foundation, the Hong Kong Philharmonic Orchestra, the Hong Kong Academy for Performing Arts and other community organizations.

Outlook

That the mainland economy has begun a slowing-down phase is now beyond doubt, but it appears that the central government is trying everything in order to maintain a floor for the growth. Given the state of the economy coupled with the continued call for cleaner and more accountable government, one can expect that the growth of top-end luxury goods to slow or even stagnate.

管理層討論及分析

財務(續)

資產抵押及或然負債

於二零一三年六月三十日，本集團以賬面淨值一億七仟二百萬港元(二零一二年十二月三十一日：一億七仟四佰萬港元)的若干物業及三億二千八百萬港元(二零一二年十二月三十一日：三億三千萬港元)的上市股份投資作為本公司若干附屬公司取得銀行信貸之抵押。

於二零一三年六月三十日，本集團並無重大或然負債。

人力資源

本集團長久建立按表現為分發基準的薪酬制度維持不變，其培訓配套已按零售網絡的擴展步伐而加強。

於二零一三年上半年底，本集團共有7,019位僱員，其中5,118位(73%)為內地員工。

直至目前為止，本公司的購股權計劃尚未授出購股權。該計劃詳情可參閱中期財務報告附註15。

認可、獎項及社區活動

本集團獲得多個獎項，可通過以下連結 www.chowsangsang.com/group/chi/index.htm 瀏覽。

本集團給予香港話劇團、香港國際電影節協會、香港小交響樂團、健康快車香港基金、香港管弦樂團、香港演藝學院及其他社區組織支持。

展望

內地經濟無疑已進入放緩階段，但中央政府似乎正嘗試以各種方式維持一定的經濟增長。在現時的經濟環境及提倡廉潔盡責政府的呼聲中，可預期高檔奢侈品的銷售增長將會減慢甚至停滯。

MANAGEMENT DISCUSSION AND ANALYSIS

Outlook (continued)

There is also little doubt that for gold as an investment the bulls are no longer running, but the craving for gold jewellery on the part of consumers in April and June seems to indicate that speculation on gains may not be the driving force in consumer behaviour.

Although we cannot foretell how consumers will react to future movements in gold price, we believe that gold and gem-set jewellery are still desired by the populace despite the slowing economy and anti-corruption drive, for brides' dowry or, simply put, for hoarding.

We shall continue with our policy of moderated network expansion coupled with a tight control on the inventory.

In the second half, on the mainland there will be some 15 new shop openings and eight existing shops to be refurbished. In Hong Kong, a street-level store will be opened in Nathan Road and another at V-City, a new shopping mall in Tuen Mun.

管理層討論及分析

展望(續)

市場普遍認為以黃金作為投資，其牛市已過，但從四月及六月份消費者對黃金熾熱的需求來看，似乎此等消費行為的動力或許非在投機獲利。

雖然未能預計消費者對金價波動的反應，集團相信儘管在經濟放緩及反貪腐運動下，大眾仍對黃金及珠寶鑲嵌飾品十分渴求，以作為新娘嫁妝或只作貯金之用。

集團仍繼續溫和擴展分店網絡的策略，並同時嚴格監控存貨。

下半年，內地將新增約十五家分店，八家現有店重裝。在本港，一家臨街的分店將於彌敦道開業，另一家分店將於屯門全新商場V-City開業。

Corporate Governance Practices

The Group as a whole strives to adhere to the highest standards of transparency, accountability and corporate governance, balancing and protecting the interests of shareholders, customers and employees. The corporate governance practices adopted by the Company during the six months ended 30 June 2013 are in line with those set out in the Corporate Governance Report of the Company's Annual Report 2012 (the "2012 CG Report"). The Company has complied throughout the period under review with the applicable code provisions of the Corporate Governance Code as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), except for the deviations from code provisions A.6.7 and E.1.2 which are explained below.

Code provision A.6.7 provides that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. A Non-executive Director was unable to attend the annual general meeting of the Company held on 30 May 2013 (the "2013 AGM") due to other commitment.

Code provision E.1.2 provides that the chairman of the board should attend the annual general meeting. Dr. CHOW Kwen Lim, who stepped down as Chairman of the Company in July 2013, was unable to attend the 2013 AGM due to health reasons.

Following Dr. CHOW Kwen Lim's retirement as the Chairman, Mr. Vincent CHOW Wing Shing was appointed Chairman of the Board on 1 July 2013 and is now both the Chairman and the Group General Manager of the Company. Although the roles of the chairman of the board and the chief executive are not separately held by different persons, the Board considers that the present board structure provides the Group with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies.

企業管治常規

本集團全體員工致力維持集團最高標準之透明度、問責制及企業管治，以平衡及保障股東、客戶及員工之利益。於截至二零一三年六月三十日止六個月內，本公司採納之企業管治常規與本公司2012年報內企業管治報告（「二零一二年企業管治報告」）所載者貫徹一致，除下文說明偏離第A.6.7項及第E.1.2項守則條文之情況外，本公司於回顧期間一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四所載之企業管治守則之適用守則條文。

第A.6.7項守則條文規定獨立非執行董事及其他非執行董事應出席股東大會，對股東之意見有公正之了解。一名非執行董事因需處理其他事務而未克出席於二零一三年五月三十日舉行之本公司股東週年大會（「二零一三年股東週年大會」）。

第E.1.2項守則條文規定董事會主席應出席股東週年大會。於二零一三年七月退任本公司主席之周君廉博士因健康理由而未克出席二零一三年股東週年大會。

於周君廉博士退任主席後，周永成先生於二零一三年七月一日獲委任為董事會主席，現為本公司主席兼集團總經理。儘管董事會主席及行政總裁之角色並非由不同人士擔任，董事會認為現時之董事會架構為本集團提供穩健而一致之領導，能使集團有效及高效率地制定規劃，以及執行業務決定及策略。

The Board and the Board Committees

As at 30 June 2013 and up to the date of this report, the composition of the Board remains the same as set out in the 2012 CG Report and consists of the following members:

Executive Directors 執行董事	Non-executive Directors 非執行董事	Independent Non-executive Directors 獨立非執行董事
Mr. Vincent CHOW Wing Shing <i>Chairman and Group General Manager</i> 周永成先生 主席兼集團總經理	Mr. CHOW Kwen Ling <i>Honorary Chairman</i> 周君令先生 名譽董事長	Mr. LEE Ka Lun 李家麟先生
Dr. CHOW Kwen Lim 周君廉博士	Mr. Stephen TING Leung Huel 丁良輝先生	Dr. CHAN Bing Fun 陳炳勳醫生
Dr. Gerald CHOW King Sing 周敬成醫生	Mr. CHUNG Pui Lam 鍾沛林先生	Mr. LO King Man 盧景文先生
Mr. Winston CHOW Wun Sing <i>Group Deputy General Manager</i> 周允成先生 集團副總經理		Mr. Stephen LAU Man Lung 劉文龍先生

The Board assumes responsibility for leadership and control of the Group and monitors management performance. The implementation of the Group's business strategies and daily business operations are delegated to management.

All Directors are requested to give sufficient time and attention to the affairs of the Company. They are obliged to disclose to the Company the number and nature of offices held in other public listed companies or organizations and other significant commitments, with the identity of public companies or organizations and an indication of the time involved.

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee, whose respective terms of reference are available on the websites of the Group at www.chowsangsang.com/group/eng/index.htm and the HKEC at www.hkexnews.hk. All the committees are chaired by an Independent Non-executive Director ("INED") with the majority of members being INEDs. The composition of the three committees remains the same as specified in the 2012 CG Report.

董事會及董事委員會

於二零一三年六月三十日及截至本報告日，董事會成員與二零一二年企業管治報告所載者相同，並由以下成員組成：

董事會負責領導及管控本集團，並監察管理層之表現。管理層負責執行本集團之業務策略及日常業務運作。

本公司要求全體董事提供充足時間與關注於本公司事務。董事須向本公司披露彼等於其他上市公司或機構所擔任之職務數目及性質，以及其他重大承擔，提供公眾公司或機構的名稱及擔任有關職務涉及的時間。

董事會已成立審核委員會、薪酬委員會及提名委員會，其各自之職權範圍已載於本集團網站www.chowsangsang.com/group/chi/index.htm及港交所網站www.hkexnews.hk。各委員會均由獨立非執行董事出任主席，而大部分成員為獨立非執行董事。三個委員會之成員與二零一二年企業管治報告所載者相同。

The Board and the Board Committees (continued)

Up to the date of this report, the Audit Committee held two meetings in which they reviewed the audit findings, internal control system, financial reporting and compliance matters of the Group, as well as the drafts of the Company's Annual Report 2012 and Interim Report 2013. The Remuneration Committee reviewed the Directors' fees for the period from October 2013 to September 2014 and made recommendation to the Board for approval. The responsibilities of the Remuneration Committee are to review and make recommendations to the Board for approval on the remuneration policies and packages for individual Executive Directors and senior management of the Group. A meeting of the Nomination Committee was held to consider a Board Diversity Policy and make recommendation to the Board for approval.

Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the Company's code of conduct regarding Directors' securities transactions. All Directors have written to confirm that they have complied with the required standard set out in the Model Code during the six months ended 30 June 2013.

Employees who have access to inside information of the Group are also subject to compliance with written internal guidelines that follow the Model Code.

Internal Control

The Board has the overall responsibility to ensure that adequate and effective internal controls are maintained. Details of the major internal controls in place within the Group can be referred to those set out in the 2012 CG Report.

The Board, having conducted a review of the Group's internal control system for the six months ended 30 June 2013 with reference to the internal audit reports and the representations made by management, has not identified any control weakness worthy of concern.

The Audit Committee and the Board are satisfied with the adequacy and effectiveness of the Group's internal control system.

董事會及董事委員會(續)

截至本報告日，審核委員會舉行了兩次會議，以檢討本集團之審計結果、內部管治系統、財務匯報及法規遵守事宜，並審閱本公司2012年報及2013中期報告擬稿。薪酬委員會已檢討於二零一三年十月至二零一四年九月期間之董事袍金並提出建議予董事會批核。薪酬委員會之職責為檢討本集團個別執行董事及高級管理人員之薪酬政策及待遇，以及提出建議待董事會批核。提名委員會舉行了一次會議以考慮董事會成員多元化政策，並提出建議予董事會批核。

證券交易

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則(「標準守則」)，作為本公司董事進行證券交易之行為守則。全體董事已書面確認，彼等於截至二零一三年六月三十日止六個月內一直遵守標準守則所載之規定標準。

員工若接觸到本集團之內幕消息，亦需遵守按標準守則訂立之書面內部指引。

內部管治

董事會有責任確保集團維持足夠及有效之內部管治。本集團現有之主要內部管治詳情可參閱二零一二年企業管治報告。

董事會已檢討本集團截至二零一三年六月三十日止六個月之內部管治系統，經參考內部稽核報告以及管理層作出之陳述後，並無發現任何值得關注之管治弱點。

審核委員會及董事會對本集團內部管治系統之足夠性及有效性感到滿意。

CORPORATE GOVERNANCE

Corporate and Social Responsibilities

The Group is committed to delivering quality products and services to customers, offering a healthy and safe working environment to employees, maintaining a strong and sustainable financial performance to investors, and creating a positive impact in the communities where it conducts business.

Guidelines on enhancing safety consciousness and code of conduct defining the ethical standards expected of all employees, the Group's non-discriminatory employment practices and practical measures for preserving the environment are posted in the Group's Intranet, for compliance and reference by employees. Employees are encouraged to reduce use of paper and electricity, and recycle paper and toner cartridges. Wherever feasible packaging are made of biodegradable material and designed to provide residual use to consumers.

Investor Relations and Communication

The Board recognizes the importance of good communication with the Company's shareholders and other stakeholders. A shareholders' communication policy with the objectives of ensuring a transparent and timely communication with shareholders and other stakeholders via various means, has been established. Different communication channels are established to provide financial and non-financial information to the stakeholders in a timely manner. These include publication of corporate documents such as annual and interim reports and announcements; press releases and newsletters, holding of annual general meetings, products and services as well as the Group's latest development, on its website and regular meetings with financial analysts and fund managers.

企業管治

企業及社會責任

本集團致力向客戶提供優質產品及服務、為員工提供健康及安全工作環境、為投資者維持強勁及可持續之財務表現，並力求在本集團經營業務之社會中產生正面影響。

本集團制定之指引，旨在提升員工安全意識，以及商業道德及行為守則，當中列明全體員工應有之道德標準、本集團之反歧視僱傭慣例及環保措施；上述指引及守則均載於本集團之內聯網，以供僱員遵守及參考。本集團鼓勵僱員減少用紙及用電，並循環再用紙張及碳粉匣。本集團於可行時會以可分解物料及可令顧客再用之設計包裝。

投資者關係及傳訊

董事會深明與本公司股東及其他各界相關人士保持良好溝通之重要性。本集團已制定股東傳訊政策，旨在確保透過多種方式與股東及其他各界相關人士保持透明及適時之溝通。本集團透過不同傳訊渠道適時向各界相關人士提供財務及非財務資料。此等渠道包括刊發企業文件，例如年度報告、中期報告及公告、新聞稿及通訊刊物、舉行股東週年大會、於本集團網站刊載產品及服務，及本集團之最新發展；並與財務分析員及基金經理舉行定期會議。

CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2013

綜合損益賬

截至二零一三年六月三十日止六個月

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
TURNOVER			
Jewellery retail			
Other businesses			
	4		
		10,886,386	7,274,523
		3,202,694	1,821,298
		14,089,080	9,095,821
Cost of sales		(12,026,781)	(7,498,398)
Gross profit		2,062,299	1,597,423
Other income		38,431	43,249
Selling and distribution costs		(1,197,738)	(911,102)
Administrative expenses		(190,041)	(168,341)
Other gains/(losses), net		87,016	(1,543)
Finance costs		(17,498)	(22,959)
Share of losses of associates, net		(350)	(35)
PROFIT BEFORE TAX		782,119	536,692
Income tax		(162,239)	(94,256)
PROFIT FOR THE PERIOD		619,880	442,436
Profit attributable to:			
Equity holders of the Company		614,748	439,409
Non-controlling interests		5,132	3,027
		619,880	442,436
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Basic	8	90.8 cents 仙	64.9 cents 仙
Diluted		90.8 cents 仙	64.9 cents 仙

Details of dividends payable to equity holders of the Company are set out in note 7.

應付予本公司權益持有人股息之詳情載於附註7。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2013

綜合全面收益表

截至二零一三年六月三十日止六個月

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
PROFIT FOR THE PERIOD	期內溢利	619,880	442,436
OTHER COMPREHENSIVE LOSSES	其他全面虧損		
Items that may be reclassified subsequently to profit or loss:	日後可能重新分類至損益賬之項目：		
Changes in fair value of available-for-sale investments	可供出售投資之公平價值變動	(72,816)	(73,807)
Exchange differences on translation	匯兌差額	61,870	(40,778)
Other comprehensive losses for the period, net of tax	扣除稅項後的期內其他全面虧損	(10,946)	(114,585)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	608,934	327,851
Total comprehensive income attributable to:	應佔全面收益總額：		
Equity holders of the Company	本公司權益持有人	602,540	325,669
Non-controlling interests	非控股股東權益	6,394	2,182
		608,934	327,851

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2013

綜合財務狀況表

於二零一三年六月三十日

		Unaudited 未經審核 30 June 六月三十日 2013 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2012 HK\$'000 千港元
	Note 附註		
NON-CURRENT ASSETS			
Property, plant and equipment		715,927	663,440
Investment properties		208,420	208,420
Prepaid land lease payments		13,900	13,833
Intangible assets		271	271
Other assets		180,979	167,300
Investments in associates		21,121	21,645
Available-for-sale investments	9	598,511	671,327
Deferred tax assets		536	16,056
Total non-current assets		1,739,665	1,762,292
CURRENT ASSETS			
Inventories		6,044,485	6,602,021
Accounts receivable	10	815,938	707,838
Receivables arising from securities and futures broking	10	161,418	181,675
Prepayments, deposits and other receivables		164,676	132,003
Investments at fair value through profit or loss	11	12,233	12,128
Derivative financial instruments	12	2,893	2,303
Tax recoverable		403	543
Cash held on behalf of clients	13	322,596	350,885
Cash and cash equivalents	13	1,146,327	673,867
Total current assets		8,670,969	8,663,263
CURRENT LIABILITIES			
Accounts payable	14	135,720	176,868
Payables arising from securities and futures broking	14	350,161	383,866
Other payables and accruals		567,220	512,181
Derivative financial instruments	12	-	8
Interest-bearing bank borrowings		719,878	764,314
Interest-bearing bank borrowings arising from securities and futures broking		-	30,000
Bullion loans		504,471	501,030
Tax payable		132,641	229,843
Total current liabilities		2,410,091	2,598,110
NET CURRENT ASSETS		6,260,878	6,065,153
TOTAL ASSETS LESS CURRENT LIABILITIES		8,000,543	7,827,445

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2013

綜合財務狀況表

於二零一三年六月三十日

		Unaudited 未經審核 30 June 六月三十日 2013 HK\$'000 千港元	Audited 經審核 31 December 十二月三十一日 2012 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債		
Interest-bearing bank borrowings	計息銀行貸款	460,882	606,298
Deferred tax liabilities	遞延稅項負債	152,268	138,074
Total non-current liabilities	總非流動負債	613,150	744,372
Net assets	資產淨值	7,387,393	7,083,073
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		
Issued capital	已發行股本	169,230	169,230
Reserves	儲備	7,135,665	6,837,739
		7,304,895	7,006,969
Non-controlling interests	非控股股東權益	82,498	76,104
Total equity	總權益	7,387,393	7,083,073

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2013

		Attributable to equity holders of the Company		
		Issued capital	Share premium	Leasehold land and buildings revaluation reserve
	Note	已發行股本	股份溢價	租賃土地及樓宇重估儲備
	附註	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2013 (audited)	於二零一三年一月一日(經審核)	169,230	1,051,502	335,599
Profit for the period	期內溢利	-	-	-
Other comprehensive income/(losses) for the period:	期內其他全面收益/(虧損):			
Changes in fair value of available-for-sale investments	可供出售投資之公平價值變動	-	-	-
Exchange differences on translation	匯兌差額	-	-	-
Total comprehensive income/(losses) for the period	期內全面收益/(虧損)總額	-	-	-
Dividend declared and paid during the period	期內宣派及支付之股息	-	-	-
At 30 June 2013 (unaudited)	於二零一三年六月三十日(未經審核)	169,230	1,051,502	335,599

		Attributable to equity holders of the Company		
		Issued capital	Share premium	Leasehold land and buildings revaluation reserve
	Note	已發行股本	股份溢價	租賃土地及樓宇重估儲備
	附註	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 January 2012 (audited)	於二零一二年一月一日(經審核)	169,230	1,051,502	338,760
Profit for the period	期內溢利	-	-	-
Other comprehensive losses for the period:	期內其他全面虧損:			
Changes in fair value of available-for-sale investments	可供出售投資之公平價值變動	-	-	-
Exchange differences on translation	匯兌差額	-	-	-
Total comprehensive income/(losses) for the period	期內全面收益/(虧損)總額	-	-	-
Release upon disposal of a property	出售一項物業時撥回	-	-	(3,161)
Dividend declared and paid during the period	期內宣派及支付之股息	-	-	-
At 30 June 2012 (unaudited)	於二零一二年六月三十日(未經審核)	169,230	1,051,502	335,599

綜合權益變動表

截至二零一三年六月三十日止六個月

本公司權益持有人應佔

Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Difference arising from acquisition of non-controlling interests 收購非控股股東權益產生之差額 HK\$'000 千港元	Exchange fluctuation reserve 外匯變動儲備 HK\$'000 千港元	Reserve funds 儲備金 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Non-controlling interests 非控股股東權益 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
669,200	4,897	297,343	144,329	4,334,869	7,006,969	76,104	7,083,073
-	-	-	-	614,748	614,748	5,132	619,880
(72,816)	-	-	-	-	(72,816)	-	(72,816)
-	-	60,608	-	-	60,608	1,262	61,870
(72,816)	-	60,608	-	614,748	602,540	6,394	608,934
-	-	-	-	(304,614)	(304,614)	-	(304,614)
596,384	4,897	357,951	144,329	4,645,003	7,304,895	82,498	7,387,393

本公司權益持有人應佔

Investment revaluation reserve 投資重估儲備 HK\$'000 千港元	Difference arising from acquisition of non-controlling interests 收購非控股股東權益產生之差額 HK\$'000 千港元	Exchange fluctuation reserve 外匯變動儲備 HK\$'000 千港元	Reserve funds 儲備金 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 合計 HK\$'000 千港元	Non-controlling interests 非控股股東權益 HK\$'000 千港元	Total equity 總權益 HK\$'000 千港元
631,713	4,897	269,425	120,053	3,769,897	6,355,477	81,059	6,436,536
-	-	-	-	439,409	439,409	3,027	442,436
(73,807)	-	-	-	-	(73,807)	-	(73,807)
-	-	(39,933)	-	-	(39,933)	(845)	(40,778)
(73,807)	-	(39,933)	-	439,409	325,669	2,182	327,851
-	-	-	-	3,786	625	-	625
-	-	-	-	(331,691)	(331,691)	-	(331,691)
557,906	4,897	229,492	120,053	3,881,401	6,350,080	83,241	6,433,321

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2013

簡明綜合現金流量表

截至二零一三年六月三十日止六個月

		Unaudited	
		未經審核	
		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Net cash flows from operating activities	經營業務所得之現金流量淨額	927,851	474,448
Net cash flows used in investing activities	投資活動所用之現金流量淨額	(132,750)	(92,934)
Net cash flows used in financing activities	融資活動所用之現金流量淨額	(330,055)	(414,117)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金之增加／(減少)淨額	465,046	(32,603)
Cash and cash equivalents at beginning of period	於期初之現金及等同現金	673,867	630,968
Effects of foreign exchange rate changes, net	外幣匯率變動影響，淨值	7,414	(3,861)
Cash and cash equivalents at end of period	於期終之現金及等同現金	<u>1,146,327</u>	<u>594,504</u>
Analysis of balances of cash and cash equivalents	現金及等同現金結存分析		
Cash and bank balances	現金及銀行存款	1,107,287	563,795
Non-pledged time deposits with original maturity of less than three months when acquired	存放時到期日少於三個月之無抵押定期存款	39,040	30,709
		<u>1,146,327</u>	<u>594,504</u>

1. Basis of Preparation

This unaudited condensed consolidated interim financial report has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and Appendix 16 of the Listing Rules.

This interim financial report should be read in conjunction with the Annual Report 2012.

The accounting policies and basis of computation used in the preparation of this interim financial report are the same as those used in the Group’s audited financial statements for the year ended 31 December 2012, except for the adoption of new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, HKASs and Interpretations) which have become effective for accounting periods beginning on or after 1 January 2013 as disclosed in note 2.1 below.

2.1 Changes in Accounting Policies and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current period’s consolidated interim financial report:

HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Government Loans</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities</i>
HKFRS 10	<i>Consolidated Financial Statements</i>
HKFRS 11	<i>Joint Arrangements</i>
HKFRS 12	<i>Disclosure of Interests in Other Entities</i>
HKFRS 10, HKFRS 11 and HKFRS 12 Amendments	Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 – <i>Transition Guidance</i>
HKFRS 13	<i>Fair Value Measurement</i>
HKAS 1 Amendments	Amendments to HKAS 1 <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>
HKAS 19 (2011)	<i>Employee Benefits</i>

1. 編製基準

本未經審核簡明綜合中期財務報告乃按照香港會計師公會頒布之香港會計準則第34號「中期財務報告」及上市規則附錄十六而編製。

本中期財務報告應與2012年報一併閱讀。

除下文附註2.1所披露，採納於二零一三年一月一日或以後開始之會計期間生效之新訂及經修訂香港財務報告準則(包括所有香港財務報告準則、香港會計準則及詮釋)外，編製本中期財務報告時採用之會計政策及計算基準與本集團截至二零一二年十二月三十一日止年度之經審核財務報告所採用者一致。

2.1 會計政策及披露之變動

本集團已於本期綜合中期財務報告首次採納下列新訂及經修訂香港財務報告準則：

香港財務報告準則第1號修訂本	香港財務報告準則第1號之修訂首次採納香港財務報告準則 – 政府貸款
香港財務報告準則第7號修訂本	香港財務報告準則第7號之修訂金融工具：披露 – 抵銷財務資產及財務負債
香港財務報告準則第10號	綜合財務報告
香港財務報告準則第11號	合營安排
香港財務報告準則第12號	於其他實體之權益披露
香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本	香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號之修訂 – 過渡指引
香港財務報告準則第13號	公平價值計量
香港會計準則第1號修訂本	香港會計準則第1號之修訂財務報告的呈報 – 其他全面收益項目的呈報
香港會計準則第19號 (二零一一年)	僱員福利

2.1 Changes in Accounting Policies and Disclosures (continued)

HKAS 27 (2011)	<i>Separate Financial Statements</i>
HKAS 28 (2011)	<i>Investments in Associates and Joint Ventures</i>
HK(IFRIC)-Int 20	<i>Stripping Costs in the Production Phase of a Surface Mine</i>
Annual Improvements 2009-2011 Cycle	<i>Annual Improvements 2009 – 2011 Cycle</i> issued in June 2012

Other than as further explained below regarding the impact of the HKAS 1 Amendments, HKFRS 7 Amendments and HKFRS 13, the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

HKAS 1 Amendments change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, net gain on hedge of a net investment, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendments affect presentation only and have had no impact on the financial position or performance.

HKFRS 7 Amendments require an entity to disclose information about rights to set-off financial instrument and related arrangements (e.g. collateral agreements). The disclosures would provide users with information that is useful in evaluating the effect of netting arrangements on an entity's financial position. The new disclosures are required for all recognized financial instruments that are set off in accordance with HKAS 32 *Financial Instruments: Presentation*. The disclosures also apply to recognized financial instruments that are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are set off in accordance with HKAS 32. The amendments do not have any material financial impact on the Group.

HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but provides guidance on how fair value should be applied where its use has already been required or permitted under other HKFRSs. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. Some of the disclosures are specifically required to condensed consolidated financial statements for financial instruments under the consequential amendments to HKAS 34. Accordingly, the Group has included additional disclosures in this interim financial report.

2.1 會計政策及披露之變動(續)

香港會計準則第27號 (二零一一年)	獨立財務報告
香港會計準則第28號 (二零一一年)	於聯營公司及合營公司之投資
香港(國際財務報告詮釋委員會) – 詮釋第20號	露天礦生產階段之開採成本
二零零九年至二零一一年週期之年度修改	於二零一二年六月頒布之二零零九年至二零一一年週期之年度修改

除下文詳述有關香港會計準則第1號修訂本、香港財務報告準則第7號修訂本及香港財務報告準則第13號之影響外，採納新訂及經修訂香港財務報告準則對本財務報告並無重大財務影響，而本財務報告應用之會計政策概無重大變動。

香港會計準則第1號修訂本改變在其他全面收益中呈報項目之分類。可於未來某個時間重新分類至損益(或於損益重新使用)之項目(例如淨投資對沖之淨收益、換算海外業務時產生之匯兌差額、對沖現金流量之淨變動及可供出售財務資產之淨虧損或收益)將與不會重新分類之項目(例如界定福利計劃之精算盈虧，以及土地及樓宇重估)分開呈報。該等修訂僅影響呈報方式，而對財務狀況或表現並無影響。

香港財務報告準則第7號修訂本要求實體披露有關抵銷金融工具之權利及相關安排(例如抵押品協議)。披露將為用戶提供對評估淨額結算安排對實體財務狀況之影響之有用資料。根據香港會計準則第32號 *金融工具：呈報抵銷* 之所有已確認金融工具均須作出該等新披露。無論彼等是否根據香港會計準則第32號抵銷，該等披露亦適用於受可強制執行之總淨額結算安排或類似協議所規限之已確認金融工具。該等修訂並不會對本集團構成任何重大財務影響。

香港財務報告準則第13號提供公平價值之準確定義，以及為在香港財務報告準則範圍內使用公平價值計量及披露規定之單一來源。該準則並無改變本集團須使用公平價值之情況，但為在其他香港財務報告準則已規定或允許使用公平價值之情況下，應如何應用公平價值提供指引。香港財務報告準則第13號亦載有對有關金融工具及非金融工具之公平價值計量之廣泛披露規定。香港會計準則第34號之相應修訂特別要求於簡明綜合財務報告中提供一些有關金融工具之披露資料。因此，本集團已於本中期財務報告中披露有關額外資料。

2.1 Changes in Accounting Policies and Disclosures (continued)

HKFRS 13 requires prospective application from 1 January 2013. The application of HKFRS 13 has had no impact on the results or financial position of the Group but will result in more disclosures in the Group's annual consolidated financial statements for the year ending 31 December 2013.

2.2 Issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in this interim financial report:

HKFRS 9	<i>Financial Instruments</i> ²
HKFRS 10, HKFRS12 and HKAS 27 (2011) Amendments	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) – <i>Investment Entities</i> ¹
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i> ¹
HKAS 36 Amendments	Amendments to HKAS 36 <i>Impairment of Assets – Recoverable Amount Disclosures for Non-Financial Assets</i> ¹
HKAS 39 Amendments	Amendments to HKAS 39 <i>Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting</i> ¹
HK(IFRIC)-Int 21	<i>Levies</i> ¹

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

² Effective for annual periods beginning on or after 1 January 2015

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application but is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on its results of operations and financial position.

2.1 會計政策及披露之變動(續)

香港財務報告準則第13號規定自二零一三年一月一日起按未來適用基準應用。應用香港財務報告準則第13號對本集團之業績或財務狀況並無影響，惟本集團將於截至二零一三年十二月三十一日止年度之全年綜合財務報告披露更多資料。

2.2 已頒布但未生效之香港財務報告準則

本集團尚未於本中期財務報告採用以下已頒布但未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ²
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)修訂本	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(二零一一年)之修訂 – 投資實體 ¹
香港會計準則第32號修訂本	香港會計準則第32號之修訂 金融工具：呈報 – 抵銷財務資產及財務負債 ¹
香港會計準則第36號修訂本	香港會計準則第36號之修訂 資產減值 – 非財務資產之可收回金額披露 ¹
香港會計準則第39號修訂本	香港會計準則第39號之修訂 金融工具：確認及計量 – 衍生工具之更替及對沖會計法之延續 ¹
香港(國際財務報告詮釋委員會) – 詮釋第21號	徵費 ¹

¹ 於二零一四年一月一日或以後開始之會計期間生效

² 於二零一五年一月一日或以後開始之會計期間生效

本集團正在評估初次應用此等新訂及經修訂香港財務報告準則之影響，惟尚未能確定此等新訂及經修訂香港財務報告準則會否對經營業績及財務狀況構成重大影響。

3. Operating Segment Information

For management purposes, the Group is organized into business units based on their products and services and has four reportable operating segments as follows:

- (a) the manufacture and retail of jewellery segment produces jewellery products for the Group's retail business and operates retail stores mainly in Hong Kong, Macau, Mainland China and Taiwan;
- (b) the wholesale of precious metals segment trades precious metals to wholesale customers;
- (c) the securities and futures broking segment provides brokering and dealing services for securities and futures; and
- (d) the other businesses segment comprises, principally, the investment in properties for their rental income and capital appreciation potential, and other jewellery related businesses.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that certain dividend income and share of losses of associates, net are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

3. 經營分部資料

就管理而言，本集團乃按其產品及服務劃分業務單位，並有四個可呈報經營分部如下：

- (a) 珠寶製造及零售分部為本集團之零售業務製造珠寶產品，並主要於香港、澳門、中國內地及台灣經營零售店；
- (b) 貴金屬批發分部與批發客戶買賣貴金屬；
- (c) 證券及期貨經紀分部提供證券及期貨之經紀及買賣服務；及
- (d) 其他業務分部主要為投資物業以賺取租金收入及資本增值潛力，以及其他珠寶相關業務。

管理層分別監控本集團經營分部之業績，以作出資源分配及表現評估之決策。分部表現乃按可呈報分部溢利進行評估，即經調整除稅前溢利之計算。經調整除稅前溢利之計算方式與本集團除稅前溢利計算方式貫徹一致，惟若干股息收入及應佔聯營公司虧損，淨值不包括在其計算當中。

內部銷售及轉讓乃根據銷售予第三者之售價作為通用市價。

3. Operating Segment Information (continued)

3. 經營分部資料(續)

		Manufacture and retail of jewellery 珠寶製造 及零售 HK\$'000 千港元	Wholesale of precious metals 貴金屬 批發 HK\$'000 千港元	Securities and futures broking 證券及 期貨經紀 HK\$'000 千港元	Other businesses 其他 業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Six months ended 30 June 2013	截至二零一三年 六月三十日止六個月					
Segment revenue	分部收益					
Sales to external customers	銷售予外來客戶	10,886,386	3,084,222	16,518	101,954	14,089,080
Intersegment sales	內部銷售	167,062	300,103	-	1,583	468,748
		<u>11,053,448</u>	<u>3,384,325</u>	<u>16,518</u>	<u>103,537</u>	<u>14,557,828</u>
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	對銷內部銷售					(468,748)
						<u>14,089,080</u>
Segment results	分部業績	730,550	40,701	2,191	1,095	774,537
<i>Reconciliation:</i>	<i>調節:</i>					
Dividend income	股息收入					7,932
Share of losses of associates, net	應佔聯營公司虧損·淨值					(350)
Profit before tax	除稅前溢利					<u>782,119</u>

3. Operating Segment Information (continued)

		Manufacture and retail of jewellery 珠寶製造 及零售 HK\$'000 千港元	Wholesale of precious metals 貴金屬 批發 HK\$'000 千港元	Securities and futures broking 證券及 期貨經紀 HK\$'000 千港元	Other businesses 其他 業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Six months ended 30 June 2012		截至二零一二年 六月三十日止六個月				
Segment revenue	分部收益					
Sales to external customers	銷售予外來客戶	7,274,523	1,742,545	15,601	63,152	9,095,821
Intersegment sales	內部銷售	—	112,342	—	1,524	113,866
		<u>7,274,523</u>	<u>1,854,887</u>	<u>15,601</u>	<u>64,676</u>	<u>9,209,687</u>
<i>Reconciliation:</i>	<i>調節:</i>					
Elimination of intersegment sales	對銷內部銷售					(113,866)
						<u>9,095,821</u>
Segment results	分部業績	504,634	18,094	1,709	1,937	526,374
<i>Reconciliation:</i>	<i>調節:</i>					
Dividend income	股息收入					10,353
Share of losses of associates, net	應佔聯營公司虧損·淨值					(35)
Profit before tax	除稅前溢利					<u>536,692</u>

4. Turnover

Turnover represents the net invoiced value of goods sold, after allowances for returns, trade discounts and value-added tax; commission on securities and futures broking and rental income earned during the period.

Revenue from the following activities has been included in turnover:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2013	2012
		HK\$'000	HK\$'000
		千港元	千港元
Sales of goods	貨品銷售	14,067,731	9,075,494
Commission on securities and futures broking	證券及期貨經紀佣金收入	16,518	15,601
Gross rental income	總租金收入	4,831	4,726
		<u>14,089,080</u>	<u>9,095,821</u>

3. 經營分部資料(續)

4. 營業額

營業額指期內在撇除退回、交易折扣與增值稅後售出貨品之發票淨值；證券及期貨經紀佣金收入及租金收入。

營業額包括以下業務之收益：

5. Profit before Tax

The Group's profit before tax is arrived at after charging/(crediting):

5. 除稅前溢利

本集團之除稅前溢利已扣除/(計入)：

		Six months ended 30 June 截至六月三十日止六個月	
		2013 HK\$'000 千港元	2012 HK\$'000 千港元
Write-down of inventories to net realizable value	撇銷存貨至可變現淨值	2,004	109
Depreciation	折舊	78,327	66,956
Operating lease payments in respect of leasehold land and buildings:	有關租賃土地及樓宇之經營租約付款：		
Minimum lease payments	最低租賃付款	306,004	247,207
Contingent rents	或然租金	33,183	15,812
		<u>339,187</u>	<u>263,019</u>
Impairment of accounts receivable	應收賬款減值	1,246	-
Reversal of impairment of receivables arising from securities and futures broking	證券及期貨經紀產生之應收賬款減值撥回	(1)	-
Net fair value gain on bullion loans designated at fair value through profit or loss	指定為按公平價值訂定盈虧之貴金屬借貸的公平價值淨收益	(64,976)	(3,757)
Net fair value (gain)/loss on derivative financial instruments – transactions not qualifying as hedges	衍生金融工具之公平價值淨(收益)/虧損 – 不符合對沖定義之交易	(559)	8,717
Net fair value gain on investments at fair value through profit or loss	按公平價值訂定盈虧之投資的公平價值淨收益	(105)	(203)
Net gain on bullion loans designated at fair value through profit or loss ^Δ	指定為按公平價值訂定盈虧之貴金屬借貸淨收益 ^Δ	(141,293)	(326)
Net loss/(gain) on disposal of derivative financial instruments ^Δ	出售衍生金融工具淨虧損/(收益) ^Δ	702	(2,826)
Interest income	利息收入	(10,127)	(7,781)
Dividend income	股息收入	(8,161)	(10,582)
Foreign exchange differences, net	匯兌差額，淨值	(4,465)	(7,789)

^Δ The net gain on bullion loans designated at fair value through profit or loss of HK\$141,293,000 (2012: HK\$326,000) and the net loss on disposal of derivative financial instruments included a net loss on bullion contracts of HK\$702,000 (2012: gain of HK\$2,826,000), which are included in "Cost of sales" on the face of the consolidated income statement. The purpose of the above bullion transactions entered into by the Group is to manage the Group's bullion price exposures. Such loans and contracts did not meet the criteria for hedge accounting.

^Δ 指定為按公平價值訂定盈虧之貴金屬借貸淨收益為141,293,000港元(二零一二年：326,000港元)及包括貴金屬合約淨虧損在內之出售衍生金融工具淨虧損為702,000港元(二零一二年：收益為2,826,000港元)，此等金額包含在綜合損益賬上「銷售成本」中。本集團訂立上述貴金屬交易旨在管理本集團之貴金屬價格風險。該等借貸及合約並不符合對沖會計處理之條件。

6. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2012: 16.5%) on the estimated assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

Current – Hong Kong	本期 – 香港
Charge for the period	期內稅項
Overprovision in prior periods	過往期間超額撥備
Current – Elsewhere	本期 – 其他地區
Charge for the period	期內稅項
Overprovision in prior periods	過往期間超額撥備
Deferred	遞延
Total tax charge for the period	期內稅項總額

6. 所得稅

香港利得稅乃按期內於香港產生之估計應課稅溢利以稅率16.5% (二零一二年：16.5%)撥備。其他地區應課稅溢利之稅項乃按本集團於各營運司法權區之通用稅率計算。

Six months ended 30 June
截至六月三十日止六個月

2013	2012
HK\$'000	HK\$'000
千港元	千港元

74,303	55,379
(557)	–

58,657	26,286
–	(27)

29,836	12,618
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162,239	94,256
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7. Dividends**Dividends declared and paid during the period:**

Final dividend for 2012: HK45.0 cents
(2011: HK49.0 cents) per ordinary share

期內宣派及支付之股息：

二零一二年末期股息：
每普通股45.0港仙
(二零一一年：49.0港仙)

304,614	331,691
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Dividends declared after the period:

Interim dividend for 2013: HK14.0 cents
(2012: HK10.0 cents) per ordinary share

期後宣派之股息：

二零一三年中期股息：
每普通股14.0港仙
(二零一二年：10.0港仙)

94,769	67,692
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The interim dividends were declared after the interim reporting dates and have not been recognized as liabilities at the end of the respective reporting periods.

以上中期股息於中期報告日後宣派，並未於各報告期末確認為負債。

8. Earnings per Share Attributable to Equity Holders of the Company

The calculation of the basic earnings per share amounts is based on the profit for the period attributable to equity holders of the Company of HK\$614,748,000 (2012: HK\$439,409,000), and the weighted average number of ordinary shares of 676,920,000 (2012: 676,920,000) in issue during the period.

The Group had no potentially dilutive ordinary shares in issue during the current and prior periods.

8. 本公司權益持有人應佔每股盈利

每股基本盈利金額乃按期內本公司權益持有人應佔溢利614,748,000港元 (二零一二年：439,409,000港元) 及期內已發行加權平均股份676,920,000股 (二零一二年：676,920,000股) 普通股計算。

本集團於本期間及去年同期均無發行潛在攤薄效應的普通股。

9. Available-for-sale Investments

Listed equity investments in Hong Kong, at market value	香港上市股份投資，按市值
Unlisted equity investment, at fair value	非上市股份投資，按公平價值
Unlisted equity investments, at cost	非上市股份投資，按成本

The above equity investments were issued by corporate entities.

10. Accounts Receivable/Receivables arising from Securities and Futures Broking

Jewellery retail

The Group's sales are normally made on a cash basis. Credit card receivables from financial institutions in respect of retail sales are aged within one month. There are wholesale customers who have been given credit periods within 60 days.

Wholesale of diamonds

The Group normally grants credit periods of up to 60 days to its trade customers.

Wholesale of precious metals

The Group's wholesale of precious metals is normally conducted on a cash basis.

Securities and futures broking

Securities deals are settled two days after the trade date, and futures deals are normally settled on a cash basis.

9. 可供出售投資

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
580,055	652,871
18,196	18,196
260	260
18,456	18,456
598,511	671,327

上述股份投資由企業實體發行。

10. 應收賬款／證券及期貨經紀產生之應收賬款

珠寶零售

本集團銷售一般以現金交易。就零售而來自財務機構之應收信用卡賬款之賬齡少於一個月。現有批發客戶獲提供六十日內之除賬期。

鑽石批發

本集團一般向貿易客戶提供之除賬期最多為六十日。

貴金屬批發

本集團之貴金屬批發一般以現金交易。

證券及期貨經紀

證券買賣於交易日後兩天結算，而期貨買賣一般以現金結算。

10. Accounts Receivable/Receivables arising from Securities and Futures Broking (continued)

Trade and credit card receivables	應收貿易及信用卡賬款	817,184	707,838
Impairment	減值	(1,246)	–
Accounts receivable	應收賬款	815,938	707,838
Receivables arising from securities and futures broking conducted in the ordinary course of business:	在日常業務中證券及期貨經紀產生之應收賬款：		
Cash clients	現金客戶	43,939	52,799
Clearing houses	結算所	7,639	6,189
Loans to margin clients	孖展客戶貸款	110,484	123,332
		162,062	182,320
Impairment	減值	(644)	(645)
Receivables arising from securities and futures broking	證券及期貨經紀產生之應收賬款	161,418	181,675
Total accounts receivable and receivables arising from securities and futures broking	應收賬款及證券及期貨經紀產生之應收賬款總額	977,356	889,513

Apart from the receivable balances arising from securities and futures broking which bear interest at commercial rates, the balances are non-interest-bearing.

An ageing analysis of the accounts receivable and receivables arising from securities and futures broking not impaired, based on the due date, is as follows:

Not yet due	未逾期	709,166	676,525
Within 30 days past due	逾期30日內	133,741	75,325
31 to 60 days past due	逾期31至60日	23,317	7,009
61 to 90 days past due	逾期61至90日	503	3,985
Over 90 days past due	逾期超過90日	145	3,337
		866,872	766,181
Loans to margin clients*	孖展客戶貸款*	110,484	123,332
		977,356	889,513

* The loans to margin clients are secured by the underlying pledged securities, repayable on demand and bear interest at commercial rates. No ageing analysis is disclosed as, in the opinion of the Directors, an ageing analysis is not relevant in view of the nature of the business of securities margin financing. As at 30 June 2013, the total market value of securities pledged as collateral in respect of the loans to margin clients was HK\$254,789,000 (31 December 2012: HK\$315,807,000).

Included in the margin clients accounts receivable balance as at 30 June 2013 was an amount of HK\$319,000 (31 December 2012: HK\$310,000) receivable in respect of securities transactions undertaken for the account of an officer of a subsidiary.

10. 應收賬款／證券及期貨經紀產生之應收賬款(續)

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
817,184	707,838
(1,246)	–
815,938	707,838
43,939	52,799
7,639	6,189
110,484	123,332
162,062	182,320
(644)	(645)
161,418	181,675
977,356	889,513

除按商業條款計息之證券及期貨經紀產生之應收賬款結餘外，上述結餘均為免息。

無須減值之應收賬款及證券及期貨經紀產生之應收賬款根據到期日之賬齡分析如下：

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
709,166	676,525
133,741	75,325
23,317	7,009
503	3,985
145	3,337
866,872	766,181
110,484	123,332
977,356	889,513

* 孖展客戶貸款以相關已抵押證券作抵押，須於要求時償還及按商業條款計息。鑑於證券孖展借貸業務性質，董事認為賬齡分析作用不大，故無披露賬齡分析。於二零一三年六月三十日，有關孖展客戶貸款以證券抵押作抵押品之總市值為254,789,000港元(二零一二年十二月三十一日：315,807,000港元)。

包括在於二零一三年六月三十日之應收孖展客戶賬款結餘內319,000港元(二零一二年十二月三十一日：310,000港元)為一名附屬公司高級職員之賬戶進行證券交易之應收賬項。

11. Investments at Fair Value through Profit or Loss

Listed equity investments in Hong Kong, at market value

香港上市股份投資，按市值

The above equity investments were held for trading and issued by corporate entities.

12. Derivative Financial Instruments

Assets
Bullion contracts

資產
貴金屬合約

Liabilities
Interest rate swaps

負債
利率掉期

The bullion contracts and interest rate swaps are stated at their fair values.

As at 30 June 2013, the aggregate contractual amount of the bullion contracts was HK\$96,525,000 (31 December 2012: HK\$414,509,000) and the aggregate notional amount of the interest rate swaps was nil (31 December 2012: HK\$8,000,000).

The purpose of the above contracts and swaps entered into by the Group is to manage the Group's bullion price and interest rate exposures. Such contracts and swaps did not meet the criteria for hedge accounting.

13. Cash and Cash Equivalents/Cash held on behalf of Clients

Cash and bank balances
Non-pledged time deposits with original maturity of less than three months when acquired

現金及銀行存款
存放時到期日少於三個月之無抵押定期存款

Cash and cash equivalents

現金及等同現金

The Group maintains segregated trust accounts with licensed banks to hold securities and futures clients' monies arising from its normal course of business. The Group has classified the clients' monies as "Cash held on behalf of clients" under the current assets section of the consolidated statement of financial position and recognized the corresponding accounts payable to the respective clients on the grounds that the Group is liable for any loss or misappropriation of the clients' monies. The Group is not allowed to use the clients' monies to settle its own obligations.

11. 按公平價值訂定盈虧之投資

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
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12,233	12,128
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上述股份投資乃持作買賣用途，並由企業實體發行。

12. 衍生金融工具

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
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2,893	2,303
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貴金屬合約及利率掉期按其公平價值列賬。

於二零一三年六月三十日，貴金屬合約之合約數額總值為96,525,000港元(二零一二年十二月三十一日：414,509,000港元)，而利率掉期之名義數額總值為零(二零一二年十二月三十一日：8,000,000港元)。

本集團訂立上述合約及掉期旨在管理本集團之貴金屬價格及利率風險。該等合約及掉期並不符合對沖會計處理之條件。

13. 現金及等同現金／代客戶持有現金

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
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1,107,287	617,103
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39,040	56,764
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1,146,327	673,867
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本集團於持牌銀行開設獨立信託賬戶，以存放證券及期貨客戶於日常業務產生之款項。本集團已將此等客戶款項分類於綜合財務狀況表內為流動資產項下之「代客戶持有現金」，並根據本集團負上客戶款項之任何損失或挪用之責任而確認為應付予相關客戶賬款。本集團不可使用客戶款項償還集團之債務。

14. Accounts Payable/Payables arising from Securities and Futures Broking

Accounts payable	應付賬款		
Payables arising from securities and futures broking conducted in the ordinary course of business:	在日常業務中證券及期貨經紀產生之應付賬款：		
Cash clients	現金客戶	305,431	352,189
Margin clients	孖展客戶	42,124	29,618
Clearing houses	結算所	2,606	2,059
Payables arising from securities and futures broking	證券及期貨經紀產生之應付賬款	350,161	383,866
Total accounts payable and payables arising from securities and futures broking	應付賬款及證券及期貨經紀產生之應付賬款總額	485,881	560,734

An ageing analysis of the accounts payable and payables arising from securities and futures broking, based on the due date, is as follows:

Within 30 days (including amounts not yet due)	30日內(包括未到期金額)	136,472	177,415
31 to 60 days	31至60日	624	291
Over 60 days	超過60日	1,230	1,221
Cash clients accounts payable [△]	應付現金客戶賬款 [△]	305,431	352,189
Margin clients accounts payable [△]	應付孖展客戶賬款 [△]	42,124	29,618
		485,881	560,734

[△] Included in the cash clients accounts payable arising from dealing in securities conducted in the ordinary course of business is an amount of approximately HK\$266,600,000 (31 December 2012: HK\$309,881,000) representing those clients' undrawn monies/excess deposits placed with the Group. As at 30 June 2013, the cash clients accounts payable included an amount of HK\$5,177,000 (31 December 2012: HK\$5,585,000) in respect of securities transactions undertaken for the accounts of certain Directors. The cash clients accounts payable are repayable on demand and bear interest at commercial rates. No ageing analysis is disclosed as, in the opinion of the Directors, an ageing analysis is not meaningful in view of the nature of the business of dealing in securities.

[△] The margin clients accounts payable are repayable on demand and bear interest at commercial rates. No ageing analysis is disclosed as, in the opinion of the Directors, an ageing analysis is not relevant in view of the nature of the business of securities margin financing.

14. 應付賬款／證券及期貨經紀產生之應付賬款

30 June	31 December
六月三十日	十二月三十一日
2013	2012
HK\$'000	HK\$'000
千港元	千港元

135,720	176,868
305,431	352,189
42,124	29,618
2,606	2,059
350,161	383,866
485,881	560,734

應付賬款及證券及期貨經紀產生之應付賬款根據到期日之賬齡分析如下：

30 June	31 December
六月三十日	十二月三十一日
2013	2012
HK\$'000	HK\$'000
千港元	千港元

136,472	177,415
624	291
1,230	1,221
138,326	178,927
305,431	352,189
42,124	29,618
485,881	560,734

[△] 包括在日常業務中進行證券買賣產生之應付現金客戶賬款內約266,600,000港元(二零一二年十二月三十一日：309,881,000港元)為該等客戶存於本集團之未提取款項／額外繳付按金。於二零一三年六月三十日，應付現金客戶賬款包括為若干董事賬戶進行證券交易之款項5,177,000港元(二零一二年十二月三十一日：5,585,000港元)。應付現金客戶賬款須於要求時償還及按商業條款計息。鑑於證券買賣業務性質，董事認為賬齡分析意義不大，故無披露賬齡分析。

[△] 應付孖展客戶賬款須於要求時償還及按商業條款計息。鑑於證券孖展借貸業務性質，董事認為賬齡分析作用不大，故無披露賬齡分析。

15. Share Option Scheme

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group and enabling the Group to recruit and retain valuable employees.

Pursuant to the Scheme, the Board of Directors of the Company may, at its discretion, invite any employees, Executive or Non-executive Directors (including Independent Non-executive Directors), advisers, consultants, shareholders of any member of the Group or such other persons from time to time to be an eligible person to whom share options will be granted as an incentive to attract and retain them for their contributions to the business development of the Group. The Scheme was approved and adopted by the shareholders of the Company on 7 December 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

At the date of approval of this interim financial report, the maximum number of shares available for issue was 67,692,000, representing 10% of the shares of the Company in issue.

The maximum number of shares issued and to be issued upon exercise of options granted under the Scheme and any other share option scheme of the Company to each participant in any 12-month period up to the date of grant shall not exceed 1% of the total shares of the Company in issue.

An option may be exercised in accordance with the terms of the Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Directors may determine in granting the option and expiring at the close of business on such date as the Directors may determine in granting the option but in any event shall not exceed 10 years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted).

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.00.

The exercise price of share options is determinable by the Directors provided always that it shall be at least the higher of (i) the closing price of the Company's shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on the date of offer; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the 5 trading days immediately preceding the date of offer; and (iii) the nominal value of a share of the Company.

Since the adoption of the Scheme, no share options have been offered and/or granted.

15. 購股權計劃

本公司設有一項購股權計劃(「計劃」)，為了向合資格參與者對本集團作出之貢獻給予獎勵或獎賞，以及令本集團能招攬並挽留對本集團具有價值之僱員。

根據該計劃之規定，本公司董事會可不時酌情邀請任何僱員、執行董事或非執行董事(包括獨立非執行董事)、顧問、諮詢人、本集團任何成員公司之股東或該等其他人士為合資格人士，其將可獲授購股權，作為因彼等對本集團業務發展作出貢獻而吸引並挽留彼等之獎勵。該計劃於二零一零年十二月七日獲本公司股東批准及採納，除非該計劃被另行取消或修訂，否則將自該日期起計十年內有效。

於本中期財務報告獲批准當日，可供發行之股份數目上限為67,692,000股，相等於本公司已發行股份之10%。

每名參與者在任何十二個月內(直至授出購股權當日止)，根據該計劃及本公司任何其他購股權計劃獲授之購股權予以行使時，所發行及將發行之股份數目上限不得超過本公司已發行股份總數之1%。

購股權可根據該計劃條款之規定，於董事授出購股權時，決定授出之購股權當日或其後日子開始行使，直至董事授出購股權時已決定之日期營業時間結束時屆滿；惟於任何情況下，由授出購股權當日(即提出授出購股權要約當日，而該購股權要約獲接受)起計不可超過十年。

購股權獲授人接受授出購股權之要約，必須於提出要約之日起三十日內(包括提出要約當日)接受有關之要約。於接受授出購股權之要約時，須繳付1.00港元。

購股權之行使價乃由董事釐定，惟其行使價須至少為以下較高者釐定(i)本公司股份於要約日期在香港聯合交易所有限公司(「聯交所」)每日報價表所列之收市價；(ii)本公司股份於緊接要約日期前5個交易日在聯交所每日報價表所列之平均收市價；及(iii)本公司每股股份之面值。

自採納該計劃後，本公司並無提呈及/或授出購股權。

16. Maturity Profile of Assets and Liabilities

A maturity profile of certain assets and liabilities of the Group analyzed by the remaining period at the end of the reporting period to the contractual maturity date, as disclosed pursuant to the Listing Rules, is as follows:

	No fixed terms of repayment/ Repayable on demand 無固定償還期/須按要求償還 HK\$'000 千港元	3 months or less 三個月或以下 HK\$'000 千港元	1 year or less but over 3 months 三個月以上至一年 HK\$'000 千港元	5 years or less but over 1 year 一年以上至五年 HK\$'000 千港元	Undated 無期限 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 30 June 2013	於二零一三年六月三十日					
Assets	資產					
Accounts receivable	140,320	675,618	-	-	-	815,938
Receivables arising from securities and futures broking	127,870	33,548	-	-	-	161,418
Cash held on behalf of clients	32,596	260,000	30,000	-	-	322,596
Cash and cash equivalents	1,107,287	39,040	-	-	-	1,146,327
	<u>1,408,073</u>	<u>1,008,206</u>	<u>30,000</u>	<u>-</u>	<u>-</u>	<u>2,446,279</u>
Liabilities*	負債*					
Accounts payable	12,641	123,079	-	-	-	135,720
Payables arising from securities and futures broking	308,725	41,436	-	-	-	350,161
Financial liabilities included in other payables and accruals	127,532	175,264	-	-	-	302,796
Term loans subject to a repayment on demand clause	208,890	-	-	-	-	208,890
Other interest-bearing bank borrowings	-	133,603	396,422	468,710	-	998,735
Bullion loans	-	504,471	-	-	-	504,471
	<u>657,788</u>	<u>977,853</u>	<u>396,422</u>	<u>468,710</u>	<u>-</u>	<u>2,500,773</u>

* Based on contractual undiscounted payments

* 按已訂約但未折現款項計算

16. 資產及負債之到期情況

根據上市規則規定須披露本集團若干資產及負債按於報告期末至合約到期日之尚餘期間之到期情況分析如下：

16. Maturity Profile of Assets and Liabilities (continued)

	No fixed terms of repayment/ Repayable on demand 無固定償還期/須按要求償還 HK\$'000 千港元	3 months or less 三個月或以下 HK\$'000 千港元	1 year or less but over 3 months 三個月以上至一年 HK\$'000 千港元	5 years or less but over 1 year 一年以上至五年 HK\$'000 千港元	Undated 無期限 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2012	於二零一二年十二月三十一日					
Assets	資產					
Accounts receivable	應收賬款	67,926	639,912	-	-	707,838
Receivables arising from securities and futures broking	證券及期貨經紀產生之應收賬款	145,062	36,613	-	-	181,675
Cash held on behalf of clients	代客戶持有現金	120,885	200,000	30,000	-	350,885
Cash and cash equivalents	現金及等同現金	617,103	56,764	-	-	673,867
		<u>950,976</u>	<u>933,289</u>	<u>30,000</u>	<u>-</u>	<u>1,914,265</u>
Liabilities*	負債*					
Accounts payable	應付賬款	64,514	112,354	-	-	176,868
Payables arising from securities and futures broking	證券及期貨經紀產生之應付賬款	339,498	44,368	-	-	383,866
Financial liabilities included in other payables and accruals	包含在其他應付賬款及應計項目之財務負債	77,542	151,149	-	-	228,691
Derivative financial instruments	衍生金融工具	-	-	-	8	8
Term loans subject to a repayment on demand clause	按要求償還條款之定期貸款	290,656	-	-	-	290,656
Other interest-bearing bank borrowings	其他計息銀行貸款	-	117,387	408,314	617,794	1,143,495
Bullion loans	貴金屬借貸	-	501,030	-	-	501,030
		<u>772,210</u>	<u>926,288</u>	<u>408,314</u>	<u>8</u>	<u>2,724,614</u>

* Based on contractual undiscounted payments

* 按已訂約但未折現款項計算

17. Operating Lease Arrangements

(a) As lessor

The Group leases its investment properties under operating lease arrangements, with leases negotiated for terms ranging from one to three years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

As at 30 June 2013, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	二至五年，首尾兩年包括在內

(b) As lessee

The Group leases certain of its office properties and retail shops under operating lease arrangements. Leases for these properties and shops are negotiated for terms ranging from one to ten years.

As at 30 June 2013, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	二至五年，首尾兩年包括在內
After five years	五年後

In addition to the minimum future rental payments disclosed above, the Group has commitments to pay contingent rents based on a proportion of turnover for certain leased retail shops. Contingent rents are not included in the above commitments as it is not possible to estimate the amounts which may be payable.

17. 經營租約安排

(a) 出租人

本集團以經營租約安排租出其投資物業，經磋商訂定期期為一至三年。租約條款一般要求租客支付保證按金及根據當時市場環境作定期租金調整。

於二零一三年六月三十日，本集團就與租客訂定不可撤銷之經營租約，按到期日，未來最低租賃應收賬款總額如下：

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
7,474	6,412
4,004	2,370
11,478	8,782

(b) 承租人

本集團以經營租約安排承租若干辦公室物業及零售店舖。此等物業及店舖租期經磋商訂定為期一至十年。

於二零一三年六月三十日，本集團就不可撤銷之經營租約，按到期日，未來最低租賃付款總額如下：

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
627,886	564,059
816,210	670,748
-	10,148
1,444,096	1,244,955

除上述披露之最低未來租賃付款外，本集團有若干按承租的零售店舖營業額百分比支付的或然租金之租賃承擔。由於不可能預計可能支付的金額，或然租金並不計入以上承擔。

18. Commitments

In addition to the operating lease commitments detailed in note 17 above, the Group had the following capital commitments in respect of property, plant and equipment at the end of the reporting period:

Contracted, but not provided for	已簽訂，但未撥備
Authorized, but not contracted for	已批核，但未簽訂

18. 承擔

除上述附註17詳載之經營租約承擔外，本集團於報告期末有以下有關物業、機器及設備之資本承擔：

30 June 六月三十日 2013 HK\$'000 千港元	31 December 十二月三十一日 2012 HK\$'000 千港元
9,557	49,285
18,548	5,209
28,105	54,494

19. Connected and Related Party Transactions

In addition to the transactions and balances detailed elsewhere in this interim financial report, the Group had the following material transactions with connected and/or related parties during the period:

(a) Transactions with connected and/or related parties

- (i) On 31 December 2012, certain subsidiaries of the Company renewed the purchase agreement with Shanghai Jinghua Diamond & Jewellery Co., Ltd. ("Shanghai Jinghua") for purchasing polished diamonds from Shanghai Jinghua for the year ending 31 December 2013. Shanghai Jinghua is a subsidiary of Qingdao Jinghua Diamond Holdings Co., Ltd. ("Jinghua Diamond Holdings"), a 30% shareholder of a 70%-owned subsidiary of the Company. The purchase consideration was determined based on the category, quantity and the prevailing market price of the polished diamonds. The total purchases from Shanghai Jinghua for the period ended 30 June 2013 amounted to HK\$2,552,000 (2012: HK\$133,000).
- (ii) On 29 March 2011, a wholly-owned subsidiary of the Company renewed the tenancy agreement with the respective spouse of Mr. CHOW Kwen Ling and Dr. CHOW Kwen Lim and the administrator of a late Director of the Company for the lease of a retail shop for two years ended 31 March 2013 with a monthly rental of HK\$200,000. On 28 March 2013, such tenancy agreement was further renewed with the spouse of Mr. CHOW Kwen Ling, the administrator of the late spouse of Dr. CHOW Kwen Lim and the administrator of a late Director of the Company for two years ending 31 March 2015 with a monthly rental of HK\$260,000. The lease rentals were determined with reference to open market rentals. The total rental paid by the Group for the period ended 30 June 2013 amounted to HK\$1,380,000 (2012: HK\$1,200,000).

19. 關連人士交易

除已於本中期財務報告其他部分詳載之交易及結餘外，本集團於期內與關連人士進行以下重大交易：

(a) 與關連人士進行之交易

- (i) 於二零一二年十二月三十一日，本公司若干附屬公司就於截至二零一三年十二月三十一日止年度內向上海京華飾品有限公司(「上海京華」)採購打磨鑽石續訂採購協議。上海京華為青島京華鑽石集團有限公司(「京華鑽石集團」)之附屬公司，而京華鑽石集團則為本公司一家持有70%股權之附屬公司之一名持有30%股權之股東。採購代價乃按打磨鑽石之類別、數量及當時市價而釐定。截至二零一三年六月三十日止期間向上海京華採購總額為2,552,000港元(二零一二年：133,000港元)。
- (ii) 於二零一一年三月二十九日，本公司一家全資附屬公司與周君令先生及周君廉博士各自之配偶及本公司一名已故董事之遺產執行人就於截至二零一三年三月三十一日止兩年內租予本集團零售店舖續訂租約，每月租金為200,000港元。於二零一三年三月二十八日，周君令先生之配偶、周君廉博士已故配偶之遺產執行人，以及本公司一名已故董事之遺產執行人就該租賃協議作進一步續訂截至二零一五年三月三十一日止兩年，每月租金為260,000港元。租金乃參考公開市值租金釐定。本集團於截至二零一三年六月三十日止期間繳付租金總額為1,380,000港元(二零一二年：1,200,000港元)。

19. Connected and Related Party Transactions (continued)**(a) Transactions with connected and/or related parties (continued)**

- (iii) A wholly-owned subsidiary of the Company renewed leases with related companies, in which certain Directors and a Director's spouse have interests respectively, for the lease of the Company's Directors' quarters with an aggregate monthly rental of HK\$80,000 for the year ending 31 December 2013. The lease rentals were determined with reference to open market rentals. The total rentals paid by the Group for the period ended 30 June 2013 amounted to HK\$480,000 (2012: HK\$480,000).
- (iv) On 1 January 2013, a wholly-owned subsidiary of the Company entered into a consultancy service agreement with a related company, in which a Director's family members have interests, for the provision of the image consultancy services to the Group for the year ending 31 December 2013. The total consultancy fee paid by the Group for the period ended 30 June 2013 amounted to HK\$791,000 (2012: Nil).

All of the above related party transactions also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

(b) Remuneration of key management personnel of the Group

The aggregate amount of remuneration paid and payable to key management personnel during the period, including the amounts paid and payable to the Company's Executive Directors, is as follows:

Fees	袍金
Salaries and allowances	薪金及津貼
Discretionary bonuses paid and payable	已付及應付酌情花紅
Pension scheme contributions	退休金計劃供款

19. 關連人士交易(續)**(a) 與關連人士進行之交易(續)**

- (iii) 本公司一家全資附屬公司與若干董事及一名董事之配偶分別持有權益之關連公司續訂租約就於截至二零一三年十二月三十一日止年度內作為本公司董事之宿舍，每月租金總額為80,000港元。租金乃參考公開市值租金釐定。本集團於截至二零一三年六月三十日止期間繳付租金總額為480,000港元(二零一二年：480,000港元)。
- (iv) 於二零一三年一月一日，本公司一家全資附屬公司與一名董事之家族成員持有權益之關連公司訂立一份顧問服務協議，就於截至二零一三年十二月三十一日止年度內向本集團提供形象顧問服務。本集團於截至二零一三年六月三十日止期間繳付顧問費用總額為791,000港元(二零一二年：零)。

上述所有關連人士交易亦構成上市規則第十四A章所界定之持續關連交易。

(b) 本集團主要管理人員酬金

期內已付及應付主要管理人員之酬金總額，包括已付及應付本公司執行董事之金額，載列如下：

Six months ended 30 June	
截至六月三十日止六個月	
2013	2012
HK\$'000	HK\$'000
千港元	千港元
580	580
16,469	11,909
2,350	1,985
455	476
19,854	14,950

20. Fair Value and Fair Value Hierarchy

The carrying amounts of the Group's financial assets and liabilities approximated to their fair values as at 31 December 2012 and 30 June 2013.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of accounts receivable, receivables arising from securities and futures broking, financial assets included in prepayments, deposits and other receivables, cash held on behalf of clients, cash and cash equivalents, accounts payable, payables arising from securities and futures broking, financial liabilities included in other payables and accruals, amounts due from subsidiaries and bank borrowings due for repayment within one year approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of other assets and bank borrowings due for repayment after one year approximate to their carrying amounts, which have been calculated by discounting the expected future cash flows using rates currently available for instruments on similar terms, credit risk and remaining maturities.

The fair values of listed equity investments are based on quoted market prices. The fair value of the unlisted available-for-sale equity investment stated at fair value has been estimated using a valuation technique including a discounted cash flow analysis, and based on assumptions which make use of market parameters as supported by open market value, etc. The Directors believe that the estimated fair value resulting from the valuation technique, which is recorded in the consolidated statement of financial position, and the related change in fair value, which is recorded in other comprehensive income, as reasonable, and that they were the most appropriate value at the end of the reporting period. The fair value of bullion loans is based on open market prices of bullion.

As at 30 June 2013, certain unlisted equity investments with an aggregate carrying amount of HK\$260,000 (31 December 2012: HK\$260,000) were stated at cost because there is a wide range of possible fair value measurements so that the Directors are of the opinion that their fair values cannot be measured reliably.

The Group enters into derivative financial instruments with various counterparties, principally financial institutions or bullion trading companies. Derivative financial instruments, including bullion contracts and interest rate swaps, are measured using valuation techniques similar to swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, bullion prices and interest rate curves. The carrying amounts of bullion contracts and interest rate swaps are the same as their fair values.

20. 公平價值及公平價值等級

於二零一二年十二月三十一日及二零一三年六月三十日，本集團之財務資產及財務負債之賬面值與其公平價值相若。

財務資產及財務負債之公平價值，除了強迫或清盤出售，乃以各方自願的當前交易中該工具可交換之金額入賬。估計公平價值時使用了以下方法及假設：

應收賬款、證券及期貨經紀產生之應收賬款、包含在預付款項、按金及其他應收賬款之財務資產、代客戶持有現金、現金及等同現金、應付賬款、證券及期貨經紀產生之應付賬款、包含在其他應付賬款及應計項目之財務負債、附屬公司欠款及須於一年內到期償還之銀行貸款之公平價值與其賬面值相若，主要由於該等工具將於短期內到期。

其他資產及須於一年後到期償還之銀行貸款之公平價值與其賬面值相若，有關賬面值乃採用具有類似條款、信貸風險及餘下到期日之工具之現時適用利率折現計算預期未來現金流量。

上市股份投資之公平價值乃根據所報市價計算。按公平價值列賬之非上市可供出售股份投資之公平價值乃採用包括折現現金流量分析之估值方法估計，所作之假設乃使用透過由公開市值支持之市場參數等。董事認為就估值方式產生之估計公平價值已於綜合財務狀況表記賬及相關公平價值變動已於其他全面收益記賬(屬合理)，以及為於報告期末最適當之價值。貴金屬借貸之公平價值乃按貴金屬之公開市價計算。

於二零一三年六月三十日，由於可採用之公平價值計量方法種類眾多，董事認為無法可靠地計量其公平價值，故賬面總值260,000港元(二零一二年十二月三十一日：260,000港元)之若干非上市股份投資乃按成本列賬。

本集團與不同之交易對手，主要為金融機構或貴金屬貿易公司，訂立衍生金融工具。包括貴金屬合約及利率掉期之衍生金融工具，乃採用與掉期模式類似之估值技術計量(採用現值計算)。該等模式納入各種不同之市場可觀察數據，包括交易對手之信貸質素、貴金屬價格及利率曲線。貴金屬合約及利率掉期之賬面值與其公平價值相同。

20. Fair Value and Fair Value Hierarchy (continued)

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

Assets measured at fair value:

		Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 30 June 2013	於二零一三年 六月三十日				
Available-for-sale investments:	可供出售投資：				
Equity investments	股份投資	580,055	18,196	–	598,251
Investments at fair value through profit or loss	按公平價值訂定盈虧之投資	12,233	–	–	12,233
Derivative financial instruments	衍生金融工具	–	2,893	–	2,893
		<u>592,288</u>	<u>21,089</u>	<u>–</u>	<u>613,377</u>
As at 31 December 2012	於二零一二年 十二月三十一日				
Available-for-sale investments:	可供出售投資：				
Equity investments	股份投資	652,871	18,196	–	671,067
Investments at fair value through profit or loss	按公平價值訂定盈虧之投資	12,128	–	–	12,128
Derivative financial instruments	衍生金融工具	–	2,303	–	2,303
		<u>664,999</u>	<u>20,499</u>	<u>–</u>	<u>685,498</u>

20. 公平價值及公平價值等級(續)

公平價值等級

本集團就釐定及披露金融工具之公平價值採用以下等級：

級別一：公平價值按相同資產或負債在活躍市場之報價(未經調整)計量

級別二：公平價值按估值技術計量，而該技術採用所有對已記錄公平價值具重大影響，可直接或間接觀察之數據

級別三：公平價值按估值技術計量，而該技術採用所有對已記錄公平價值具重大影響之數據均非基於可觀察市場數據(不可觀察數據)

按公平價值計量之資產：

20. Fair Value and Fair Value Hierarchy (continued)

Fair value hierarchy (continued)

Liabilities measured at fair value:

		Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 30 June 2013	於二零一三年 六月三十日				
Bullion loans	貴金屬借貸	504,471	-	-	504,471
As at 31 December 2012	於二零一二年 十二月三十一日				
Bullion loans	貴金屬借貸	501,030	-	-	501,030
Derivative financial instruments	衍生金融工具	-	8	-	8
		501,030	8	-	501,038

During the six months ended 30 June 2013 and the year ended 31 December 2012, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 fair value measurements.

20. 公平價值及公平價值等級(續)

公平價值等級(續)

按公平價值計量之負債：

		Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 30 June 2013	於二零一三年 六月三十日				
Bullion loans	貴金屬借貸	504,471	-	-	504,471
As at 31 December 2012	於二零一二年 十二月三十一日				
Bullion loans	貴金屬借貸	501,030	-	-	501,030
Derivative financial instruments	衍生金融工具	-	8	-	8
		501,030	8	-	501,038

截至二零一三年六月三十日止六個月及截至二零一二年十二月三十一日止年度，並無於級別一及級別二之間轉撥公平價值計量，亦無轉入或轉出級別三之公平價值計量。

21. Financial Risk Management Objectives and Policies

Financial risk factors

The Group's principal financial instruments comprise bank borrowings, and cash and bank deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable and accounts payable, which arise directly from its operations.

The Group's overall risk management policies focus on the unpredictability of financial markets and seek to minimize potential adverse effects on the Group's financial performance. Risk management is carried out by management under the policies approved by the Board and it identifies, evaluates and monitors financial risks in close co-operation with the Group's operating units.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk, equity price risk and commodity price risk. The Board reviews and agrees policies for managing each of these risks and they are summarized below.

Interest rate risk

The Group is exposed to interest rate risk due to potential changes in interest rates of interest-bearing financial assets and liabilities. Interest-bearing financial assets are mainly loans to margin clients whereas interest-bearing financial liabilities are primarily bank borrowings with primarily floating interest rates which expose the Group to cash flow interest rate risk. The Group monitors the level of interest rate exposure and considers utilizing hedging instruments should the need arise.

21. 財務風險管理目標及政策

財務風險因素

本集團之主要金融工具包括銀行貸款、現金及銀行存款。此等金融工具之主要用途乃為本集團之業務籌集資金。本集團有若干其他財務資產及負債，如直接來自其業務產生之應收賬款及應付賬款。

本集團之整體風險管理政策針對金融市場之難以預測性，並尋求減低對本集團財務表現構成之潛在不利影響。風險管理乃由管理層根據董事會批核之政策進行，而管理層與本集團之營運單位緊密合作，以識別、評估及監察財務風險。

本集團金融工具所產生之主要風險為利率風險、外匯風險、信貸風險、流動資金風險、股份價格風險及商品價格風險。董事會審閱並同意下文所概述管理各項此等風險之政策。

利率風險

本集團由於計息財務資產及負債之利率潛在變動而承受利率風險。計息財務資產主要為孖展客戶貸款，而計息財務負債主要為銀行貸款，主要按浮動利率計息，導致本集團承受現金流量利率風險。本集團監控利率風險水平及於有需要時考慮使用對沖工具。

21. Financial Risk Management Objectives and Policies (continued)**Financial risk factors (continued)***Foreign currency risk*

The Group has transactional currency exposures mainly arising from sales and purchases by operating units in currencies other than the units' functional currency. Management conducted periodical review of exposure and requirements of various currencies, and will consider hedging significant foreign currency exposures should the need arise. Management considers that the Group's exposure to foreign currency risk is not significant.

The Group's assets and liabilities are mainly denominated in Hong Kong dollar, Renminbi and United States dollar. Currency risk is managed by partly financing non-Hong Kong dollar assets with loans denominated in the relevant currencies.

Credit risk

The accounts receivable and receivables arising from securities and futures broking represent the Group's major exposure to the credit risk arising from default of the counterparty, with a maximum exposure equal to the carrying amounts of these financial assets in the consolidated statement of financial position. The Group's retail sales on jewellery are usually transacted on a cash basis, via popular credit cards or through reputable and dispersed department stores. The Group's credit sales to wholesale customers are generally on credit term within 60 days. The Group has no significant concentrations of credit risk with respect to its jewellery retail business as it has a large number of diversified customers. For accounts receivable arising from the wholesale of diamonds and precious metals, the Group trades only with recognized and creditworthy third parties and bullion banks. The Group's receivables from margin clients arising from the ordinary course of business of dealing in securities are secured by the underlying pledged securities. The Group seeks to maintain strict control over its outstanding receivables and has its credit control policy to minimize the credit risk. In addition, all receivable balances are monitored on an ongoing basis and overdue balances are followed up by senior management. Accordingly, the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which mainly comprise cash and cash equivalents, cash held on behalf of clients, other assets, deposits and other receivables and derivative financial instruments, arises from the default of the counterparties, with a maximum exposure equal to the carrying amount of these instruments.

Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The responsibility of the Group's treasury department is to maintain a balance between continuity of funding and flexibility through the use of banking facilities in order to meet its liquidity requirements both in the short term and long term. The Group maintains significant flexibility to respond to opportunities and events by ensuring that committed credit lines are available. All debts of the Group as at 30 June 2013 would mature within three years.

21. 財務風險管理目標及政策(續)**財務風險因素(續)***外匯風險*

本集團之交易外幣風險主要來自業務單位以其功能貨幣以外之貨幣進行之買賣。管理層就不同貨幣的風險及需要進行定期檢討，並於需要時考慮對沖重大外匯風險。管理層認為本集團的外匯風險並不重大。

本集團之資產及負債主要以港元、人民幣及美元為單位。管理外匯風險其中一個方法是以外幣債務為手上相同貨幣資產融資。

信貸風險

應收賬款及證券及期貨經紀產生之應收賬款乃本集團由於交易對手不履約而產生之主要信貸風險，最高風險相等於綜合財務狀況表中此等財務資產之賬面值。本集團之珠寶零售銷售通常以現金、通過普及信用卡或透過信譽良好及分散之百貨公司進行交易。本集團向批發客戶進行之信貸銷售一般按六十日內之除賬期進行。由於珠寶零售業務擁有大量分散客戶，故並無重大集中之信貸風險。就鑽石及貴金屬批發產生之應收賬款，本集團僅與獲確認及有信譽之第三者及金商進行交易。本集團來自日常業務中證券買賣產生之應收孖展客戶賬款以有關已抵押證券作抵押。本集團對逾期應收賬款維持嚴格控制，並設有信貸控制政策以減低信貸風險。此外，所有應收賬款結餘均受持續監察，逾期結餘由高級管理人員跟進。因此，本集團之壞賬風險並不重大。

本集團其他財務資產，主要包括現金及等同現金、代客戶持有現金、其他資產、按金及其他應收賬款及衍生金融工具，其信貸風險產生自交易對手不履約，而最高風險相等於此等工具之賬面值。

流動資金風險

本集團監控並維持現金及等同現金於管理人員認為足夠水平，為本集團運作提供資金及緩和現金流量波動之影響。本集團財政部門之責任為透過使用銀行信貸在資金之持續性及靈活性之間取得平衡，以配合其短期及長期流動資金需求。本集團透過確保擁有可動用之已承諾信貸額度，維持充裕靈活性以回應商機及事件。於二零一三年六月三十日，本集團所有債項均於三年內到期。

21. Financial Risk Management Objectives and Policies (continued)**Financial risk factors (continued)***Equity price risk*

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The fair values of these listed equity investments are affected by market forces and other factors. The Group is exposed to equity price risk arising from individual equity investments classified as available-for-sale investments (note 9) and trading equity investments (note 11) as at 30 June 2013. The Group's listed investments are listed on the Stock Exchange and are valued at quoted market prices at the end of the reporting period. The majority of the listed equity investments are held for non-trading purpose.

Commodity price risk

The Group is engaged in the sales of jewellery including bullion products. The bullion market is influenced by global as well as regional supply and demand conditions. A significant decline in prices of bullion could adversely affect the Group's financial performance. In order to reduce the commodity price risk, the Group uses bullion loans as well as derivative financial instruments, such as bullion contracts to reduce its exposure to fluctuations in the bullion price on bullion inventory. The bullion price exposures are monitored by the management.

22. Approval of Interim Financial Report

The interim financial report was approved by the Board of Directors on 29 August 2013.

21. 財務風險管理目標及政策(續)**財務風險因素(續)***股份價格風險*

股份價格風險指股份證券之公平價值因股份指數水平及個別證券價值出現變動而下跌之風險。此等上市股份投資之公平價值受市場力量及其他因素影響。本集團於二零一三年六月三十日因被分類為可供出售投資(附註9)及買賣股份投資(附註11)之個別股份投資而承受股份價格風險。本集團之上市投資於聯交所上市，以報告期末所報市價計值。大部分上市股份投資乃持作非買賣用途。

商品價格風險

本集團從事銷售珠寶，包括貴金屬產品。貴金屬市場受全球以及地區性供求情況影響。貴金屬價格大跌可能對本集團之財務狀況構成不利影響。為降低商品價格風險，本集團使用貴金屬借貸以及貴金屬合約等衍生金融工具，以減低貴金屬價格波動對貴金屬存貨之風險承擔。管理層會監察貴金屬價格之風險承擔。

22. 中期財務報告之批核

中期財務報告於二零一三年八月二十九日經董事會批核。

OTHER INFORMATION

其他資料

Directors' Interests in Shares

As at 30 June 2013, the interests of the Directors in the issued share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions:

Name of Directors	董事姓名	Number of shares held 持股數目				Total 總數	Percentage of the Company's issued share capital 佔本公司已發行 股本百分比
		Personal interest 個人權益	Family interest 家屬權益	Corporate interest 公司權益	Trustee interest 信託人權益		
Mr. CHOW Kwen Ling	周君令先生	-	-	53,909,932 ⁽¹⁾	-	53,909,932	7.96
Dr. CHOW Kwen Lim	周君廉博士	-	-	-	136,271,595 ⁽²⁾	136,271,595	20.13
Dr. CHAN Bing Fun	陳炳勳醫生	1,320,000	-	-	-	1,320,000	0.20
Mr. Vincent CHOW Wing Shing	周永成先生	-	-	-	136,271,595 ⁽²⁾	136,271,595	20.13
Dr. Gerald CHOW King Sing	周敬成醫生	19,711,680	70,398 ⁽³⁾	21,000,000 ⁽³⁾	42,000,000 ⁽³⁾	82,782,078	12.23
Mr. Winston CHOW Wun Sing	周允成先生	7,681,104	52,800 ⁽³⁾	-	74,616,000 ⁽³⁾	82,349,904	12.17

Please refer to the explanatory notes in the section headed "Substantial Shareholders' and Other Persons' Interests in Shares and Underlying Shares".

董事於股份之權益

於二零一三年六月三十日，按《證券及期貨條例》第352條本公司須予保存之名冊內所記錄，或根據標準守則必須向本公司及聯交所具報之權益，各董事於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）已發行股本中之權益如下：

好倉：

請參考「主要股東及其他人士於股份及相關股份之權益」一節之附註解釋。

Save as disclosed above, as at 30 June 2013, none of the Directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露外，於二零一三年六月三十日，各董事並無於本公司或其任何相聯法團之股份、相關股份或債券中登記擁有根據《證券及期貨條例》第352條規定須予以記錄或根據標準守則必須向本公司及聯交所具報之權益或淡倉。

Directors' Rights to Acquire Shares or Debentures

At no time during the period 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 minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

董事購買股份或債券之權利

本公司於期內任何時間概無授予任何董事或其各自之配偶或年幼子女可購入本公司股份或債券而獲益之權利；或由彼等行使任何該等權利；或由本公司或其任何附屬公司安排致令董事可於任何其他法人團體獲得該等權利。

OTHER INFORMATION

其他資料

Substantial Shareholders' and Other Persons' Interests in Shares and Underlying Shares

As at 30 June 2013, the interests of those persons in the issued share capital of the Company as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO were as follows:

Long positions:

Name	Capacity	Number of shares held	Percentage of the Company's issued share capital
名稱	身份	持股數目	佔本公司已發行股本百分比
Everwin Company Limited	Beneficial Owner 實益持有人	120,000,000 ⁽²⁾	17.73
The Capital Group Companies, Inc.	Interest of Controlled Corporations 受控制公司之權益	67,718,300 ⁽⁴⁾	10.00
Happy Inc.	Beneficial Owner 實益持有人	66,000,000	9.75
Happy Family Limited 快樂家庭有限公司	Beneficial Owner 實益持有人	53,909,932 ⁽¹⁾	7.96
Top Fit Investments Limited	Beneficial Owner 實益持有人	42,000,000 ⁽³⁾	6.20
Schroders Plc	Investment Manager 投資管理人	33,849,447 ⁽⁵⁾	5.00

Notes:

- (1) 53,909,932 shares in the Company were held by Happy Family Limited, in which Mr. CHOW Kwen Ling and his spouse owned 40% of the equity interest. Mr. CHOW Kwen Ling and his spouse were deemed to have interests in the 53,909,932 shares in the Company.
- (2) 136,271,595 shares in the Company were held by a discretionary trust of which Dr. CHOW Kwen Lim and Mr. Vincent CHOW Wing Shing were among the beneficiaries. The trustee of the trust was Cititrust (Cayman) Limited, which held the interests in the Company through the following companies:

Name of companies
公司名稱

Everwin Company Limited
Golden Court Limited

Accordingly, Cititrust (Cayman) Limited was deemed to have interest in the 136,271,595 shares. Dr. CHOW Kwen Lim, Mr. Vincent CHOW Wing Shing and his spouse were deemed to have interests in the 136,271,595 shares in the Company.

主要股東及其他人士於股份及相關股份之權益

於二零一三年六月三十日，根據《證券及期貨條例》第336條，本公司須予保存之權益名冊記錄內擁有本公司已發行股本人士之權益如下：

好倉：

Number of shares held	Percentage of the Company's issued share capital
持股數目	佔本公司已發行股本百分比
120,000,000 ⁽²⁾	17.73
67,718,300 ⁽⁴⁾	10.00
66,000,000	9.75
53,909,932 ⁽¹⁾	7.96
42,000,000 ⁽³⁾	6.20
33,849,447 ⁽⁵⁾	5.00

附註：

- (1) 快樂家庭有限公司持有本公司53,909,932股股份，周君令先生及其配偶合共擁有該公司40%之股本權益。周君令先生及其配偶被視為擁有本公司53,909,932股股份權益。
- (2) 一項全權信託持有本公司136,271,595股股份，周君廉博士及周永成先生為其中受益人。Cititrust (Cayman) Limited為該信託之信託人，其透過下列公司持有本公司之權益：

No. of shares held
持股數目

120,000,000
16,271,595

因此，Cititrust (Cayman) Limited被視為擁有136,271,595股股份權益。周君廉博士、周永成先生及其配偶均被視為擁有本公司136,271,595股股份權益。

OTHER INFORMATION

Substantial Shareholders' and Other Persons' Interests in Shares and Underlying Shares (continued)

- (3) 70,398 shares and 52,800 shares in the Company were held by the respective spouse of Dr. Gerald CHOW King Sing and Mr. Winston CHOW Wun Sing.

21,000,000 shares in the Company were held by Speed Star Holdings Limited, a company beneficially owned by Dr. Gerald CHOW King Sing and his spouse.

42,000,000 shares in the Company were held by Top Fit Investments Limited, a company beneficially owned by a discretionary trust of which Dr. Gerald CHOW King Sing and Mr. Winston CHOW Wun Sing were the beneficiaries. The trustee of the trust was HSBC Trustee (Cook Islands) Limited and, accordingly, it was deemed to have interests in the 42,000,000 shares in the Company.

32,616,000 shares in the Company were held by CWS Holdings Limited, a company beneficially owned by a discretionary trust of which Mr. Winston CHOW Wun Sing is the founder and one of the beneficiaries. The trustee of the trust was UBS TC (Jersey) Ltd. and, accordingly, it was deemed to have interests in the 32,616,000 shares in the Company.

Accordingly, Dr. Gerald CHOW King Sing and his spouse were deemed to have interests in the 63,070,398 shares and 82,711,680 shares in the Company respectively. Mr. Winston CHOW Wun Sing and his spouse were deemed to have interests in the 74,668,800 shares and 82,297,104 shares in the Company respectively.

- (4) The Capital Group Companies, Inc. through its subsidiaries, namely Capital Guardian Trust Company, Capital International, Inc., Capital International Limited, Capital International Sarl and Capital Research and Management Company held 435,000 shares, 4,787,000 shares, 2,427,000 shares, 2,559,000 shares and 57,510,300 shares in the Company respectively, and was accordingly deemed to be interested in the respective shares held by the aforementioned companies.
- (5) Schroders Plc through its subsidiaries, namely Schroder Investment Management (Singapore) Limited and Schroder Investment Management (Hong Kong) Limited held 17,901,000 shares and 15,948,447 shares in the Company respectively, and was accordingly deemed to be interested in the respective shares held by the aforementioned companies.

Save as disclosed above, as at 30 June 2013, no person, other than the Directors of the Company whose interests are set out in the section "Directors' Interests in Shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

其他資料

主要股東及其他人士於股份及相關股份之權益(續)

- (3) 周敬成醫生及周允成先生各自之配偶分別持有本公司70,398股及52,800股股份。

Speed Star Holdings Limited持有本公司21,000,000股股份，該公司由周敬成醫生及其配偶實益擁有。

Top Fit Investments Limited持有本公司42,000,000股股份，該公司由一項全權信託實益擁有，周敬成醫生及周允成先生為該信託之受益人。HSBC Trustee (Cook Islands) Limited為該信託之信託人，因此被視為擁有本公司42,000,000股股份權益。

CWS Holdings Limited 持有本公司32,616,000股股份，該公司由一項全權信託實益擁有，周允成先生為該信託之成立人及其中一名受益人。UBS TC (Jersey) Ltd. 為該信託之信託人，因此被視為擁有本公司32,616,000股股份權益。

因此，周敬成醫生及其配偶分別被視為擁有本公司63,070,398股及82,711,680股股份權益。周允成先生及其配偶分別被視為擁有本公司74,668,800股及82,297,104股股份權益。

- (4) The Capital Group Companies, Inc. 透過其附屬公司Capital Guardian Trust Company、Capital International, Inc.、Capital International Limited、Capital International Sarl及Capital Research and Management Company分別持有本公司435,000股、4,787,000股、2,427,000股、2,559,000股及57,510,300股股份，因此，The Capital Group Companies, Inc. 被視為擁有上述公司各自持有之股份權益。
- (5) Schroders Plc 透過其附屬公司Schroder Investment Management (Singapore) Limited 及 Schroder Investment Management (Hong Kong) Limited 分別持有本公司17,901,000股及15,948,447股股份，因此，Schroders Plc 被視為擁有上述公司各自持有之股份權益。

除上文披露外，於二零一三年六月三十日，除以上「董事於股份之權益」一節所載擁有權益之本公司董事外，並無其他人士於本公司股份或相關股份中登記擁有根據《證券及期貨條例》第336條須予記錄之權益或淡倉。

OTHER INFORMATION

Change in Information of Directors

Changes in the information of the Directors of the Company since the publication of the Annual Report 2012 of the Company are set out below.

Following the appointment as the Chairman of the Board of the Company, the director's fee of Mr. Vincent CHOW Wing Shing has been increased to HK\$360,000 per annum.

Following the retirement as the Chairman of the Board of the Company, the director's fee of Dr. CHOW Kwen Lim has been decreased to HK\$250,000 per annum and a lump sum of HK\$2,394,000 has been paid to Dr. CHOW in lieu of annuity for living allowance.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Purchase, Redemption or Sale of Listed Securities of the Company

Neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period.

Dividend

At the Company's annual general meeting held on Thursday, 30 May 2013, the shareholders approved the final dividend of HK45.0 cents per ordinary share for the year ended 31 December 2012 to be distributed to shareholders whose names appeared on the register of members of the Company on Friday, 7 June 2013. The final dividend amounting to HK\$304,614,000 was paid on Thursday, 13 June 2013.

The Board of Directors has declared an interim dividend of HK14.0 cents (2012: HK10.0 cents) per ordinary share for the six months ended 30 June 2013 payable to shareholders whose names appear on the register of members of the Company on Wednesday, 18 September 2013. The dividend will be paid on Thursday, 26 September 2013.

其他資料

董事資料變更

自本公司2012年報刊發後，本公司董事之資料變更載列如下。

周永成先生於獲委任為本公司董事會主席後，其董事袍金增加至每年360,000港元。

周君廉博士於退任本公司董事會主席後，其董事袍金減少至每年250,000港元；而周博士已收取一筆過款項2,394,000港元以代替其生活津貼之年金。

除上文披露之資料外，並無其他根據上市規則第13.51B(1)條須予披露之資料。

購買、贖回或出售本公司之上市證券

期內本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

股息

於二零一三年五月三十日(星期四)舉行之本公司股東週年大會，股東批准截至二零一二年十二月三十一日止年度之末期股息每普通股45.0港仙，並派發予於二零一三年六月七日(星期五)名列本公司股東名冊上之股東。末期股息304,614,000港元已於二零一三年六月十三日(星期四)派發。

董事會宣布派發截至二零一三年六月三十日止六個月之中期股息每普通股14.0港仙(二零一二年：10.0港仙)予於二零一三年九月十八日(星期三)名列本公司股東名冊上之股東。股息將於二零一三年九月二十六日(星期四)派發。

OTHER INFORMATION

Closure of Register of Members

The register of members of the Company will be closed from Monday, 16 September 2013 to Wednesday, 18 September 2013, both days inclusive, during such period no transfer of shares will be registered. To ensure the entitlement to the interim dividend, shareholders are reminded to lodge their transfer documents accompanied by the relevant share certificates with the Company's branch share registrars, Tricor Tengis Limited at 26/F Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on Friday, 13 September 2013.

By order of the Board
Vincent CHOW Wing Shing
Chairman

Hong Kong, 29 August 2013

其他資料

暫停辦理股份過戶登記手續

本公司將由二零一三年九月十六日(星期一)至二零一三年九月十八日(星期三)，首尾兩天包括在內，暫停辦理股份過戶登記手續。為確保享有獲派發中期股息權利，股東須於二零一三年九月十三日(星期五)下午四時前將過戶文件連同相關股票送達本公司股份過戶登記分處卓佳登捷時有限公司辦理過戶手續，地址為香港皇后大道東二十八號金鐘匯中心二十六樓。

承董事會命
主席
周永成

香港，二零一三年八月二十九日