

# Sitoy



 時代集團控股有限公司  
SITOY GROUP HOLDINGS LIMITED  
(Incorporated in the Cayman Islands with limited liability)  
Stock Code : 1023



## Corporate Information

### Board of Directors

#### Executive Directors

Mr. Yeung Michael Wah Keung (*Chairman*)  
Mr. Yeung Wo Fai (*Chief Executive Officer*)  
Mr. Chan Ka Dig Adam  
Mr. Yeung Andrew Kin

#### Independent Non-executive Directors

Mr. Yeung Chi Tat  
Mr. Kwan Po Chuen, Vincent  
Mr. Lung Hung Cheuk

### Authorized Representatives

Mr. Yeung Michael Wah Keung  
Mr. Yeung Wo Fai

### Company Secretary

Mr. Huen Po Wah

### Registered Office

Floor 4, Willow House  
Cricket Square PO Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

### Head Office and Principal Place of Business in Hong Kong

4–5th Floor, The Genplas Building  
56 Hoi Yuen Road, Kwun Tong  
Kowloon, Hong Kong

### Principal Place of Business in the People's Republic of China

The Third Industrial District  
Qiaotou Village, Houjie Town  
Dongguan, Guangdong Province  
The People's Republic of China

### Board Committees

#### Audit Committee

Mr. Yeung Chi Tat (*Chairman*)  
Mr. Kwan Po Chuen, Vincent  
Mr. Lung Hung Cheuk

#### Remuneration Committee

Mr. Lung Hung Cheuk (*Chairman*)  
Mr. Yeung Michael Wah Keung  
Mr. Yeung Chi Tat

#### Nomination Committee

Mr. Yeung Michael Wah Keung (*Chairman*)  
Mr. Kwan Po Chuen, Vincent  
Mr. Lung Hung Cheuk

## Corporate Information

### Legal Adviser as to Hong Kong Laws

Woo Kwan Lee & Lo

### Compliance Adviser

Guangdong Securities Limited  
(terminated on 13 August 2013)

Proton Capital Limited  
(appointed on 2 September 2013 and  
terminated on 30 September 2013)

### Principal Bankers

The Hong Kong and Shanghai  
Banking Corporation Limited  
Hang Seng Bank Limited

### Cayman Islands Principal Share Registrar and Transfer Office

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road  
PO Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

### Hong Kong Share Registrar and Transfer Office

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

### Auditors

Ernst & Young

### Stock Code

1023

### Company Website

[www.sitoy.com](http://www.sitoy.com)

## Management Discussion and Analysis

The board (the “Board”) of directors (the “Directors”) of Sitoy Group Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (together, the “Group”) for the six months ended 31 December 2013.

### Business Review

#### Manufacturing business

For the six months ended 31 December 2013, the Group manufactured and sold handbags, small leather goods and travel goods to its high-end and luxury brand customers. Despite weak demand in the global retail market during the review period, the Group achieved 20.5% growth in purchase orders from its customers.

During the period under review, amidst the uncertain global economic situation, the Group’s brand customers became more stringent in identifying suppliers for product



## Management Discussion and Analysis

manufacturing. Leveraging on its quality services and long-term track record, as well as high standard craftsmanship, superior production technology and timely delivery of goods, the Group continued to be a trustworthy partner of its customers, establishing an even closer cooperation relationship with them. The Group has made its best endeavours to tap new opportunities under a challenging business environment, while it has maintained stable orders from existing customers, new sources of revenue was made by bringing in new international brand customers.

Global luxury-branded handbags industry is a market with fierce competition, luxury brands need to keep abreast of fast changing consumers' tastes and market trends and keep launching new products.

The Group possesses a wealth of experience and craftsmanship in the production of high-end leather goods, which enable it to grow hand in hand with brand customers and continuously upgrade itself to meet the higher requirements of the customers.

During the period, the Group produced a wider variety of products with enhancement in craftsmanship and design, and shared with its customers the fruits of the global development of high-end luxury brands.

### Retail business

The Group's retail business achieved encouraging results during the period, revenue generated from this segment was HK\$32.8 million which increased 45.2% when compared with the corresponding period last year. As at the end of the reporting period, the Group owned and operated 56 retail stores, among which 8 were stand-alone retail stores and 48 were department store concession counters. Its retail stores spanned across Beijing, Shanghai, Guangzhou, Shenzhen, Hong Kong, Chongqing, Chengdu, Wuhan, Jiangsu, Tianjin, Zhejiang and Hunan, with those in the Southwest China region recorded a more remarkable performance.

During the period under review, the Group concentrated on the establishment of TUSCAN'S retail network in the second- and third-tier cities of the Eastern China and Northern China region. The Group has strategically chosen to open concession counters in department stores in order to achieve better cost efficiency.

## Management Discussion and Analysis

Through making good use of its own production platform and support from its strong Creative Center and Research and Development Center (“R&D Center”), the Group is able to offer customers a variety of products with fast changing designs to increase the number of customers’ visits and store traffic. Approximately 100 different designs and styles of handbags and small leather goods are generated every six month and four to six different designs and styles of handbags and small leather goods are introduced each month. Given the growing demand for quality fashion handbags and small leather goods in the PRC and Hong Kong, the Group expects that the sales volume and revenue from the retail business will increase continuously.

### Manufacturing facilities

For the six months ended 31 December 2013, the Group maintained a stable production capacity through running more than 200 production lines. The Group’s production scale and efficiency enabled it to meet the ever-changing demands of its customers.

The Group is now constructing the second phase of Yingde manufacturing facility while certain parts of the manufacturing facilities are available for production as at the period ended. In addition, the Group upgraded its machinery and equipment during the period in order to enhance the operation efficiency.

These investments were funded by the proceeds of the initial public offering.



## Management Discussion and Analysis

### Product research, development and design

The in-house Creative Center and R&D Center of the Group offer customers one-stop design, research, development and manufacturing solutions, which helps the Group to service its customers in response to fast changing consumer preferences, fashion trends, as well as to develop and manufacture products with complex designs.

By offering customers with value-added services and high level of craftsmanship, it will strengthen its competitive edge in the industry, which in turn will attract and retain leading international high-end and luxury brands as its customers.



## Management Discussion and Analysis

### The use of proceeds from Initial Public Offering (“IPO”)

The Group raised HK\$718.2 million from the listing in December 2011. The following table sets forth the status of use of proceeds from IPO:

	IPO proceeds		Used up to 31 December 2013	Unused balance
	HK\$'million	Percentage	HK\$'million	HK\$'million
Second phase of Yingde manufacturing facility	251.4	35%	107.5	143.9
Upgrading of machinery and tooling in existing manufacturing facilities	143.6	20%	42.6	101.0
Expansion of retail business	251.4	35%	127.0	124.4
Working capital	71.8	10%	71.8	–
	718.2	100%	348.9	369.3



## Management Discussion and Analysis

### Prospect

Looking forward, as the US Federal Reserve announced to cut back bond buying in the fourth quarter of 2013, the US economy are now experiencing a fairly conventional cyclical recovery. However, due to uncertain prospects of global retail market, the Group expects the coming six months of fiscal year will be full of opportunities and challenges. The Group persist to bring in more international high-end and luxury brands as its new customers, and increase the production proportion of high-end products. The Group will continue to expand the manufacturing business of travel goods, luxury bags and leather goods for men, so as to diversify its revenue streams. In the meantime, the Group has invested in production lines of hard case and handle system for travel goods in our manufacturing facility in Yingde. In view of the uncertain operating environment and with the objective to maximize production efficiency, the Group will make considerable adjustment on the investment for expansion of the production lines.

For the retail business, TUSCAN'S brand has built a sound reputation in the Southwest China markets. In addition to reinforcing the core management team in the Southwest China region and increasing the point of sales, the Group plans to set up more established TUSCAN'S brand image stores. The Group will extend its footprints to new domestic markets based on the successful experience and operating model in the existing markets. Eastern China will be another key market of its retail business. The management is of the opinion that the higher consumption power in Eastern China, and the chic and trendy style of the middle class, are in line with the development of TUSCAN'S brand. The Group will actively extend the influence of TUSCAN'S brand in China market.



## Management Discussion and Analysis

### Financial Review

#### Revenue

Revenue of the Group represents proceeds from sale of handbags, small leather goods and travel goods to high-end and luxury brand customers and sale of the TUSCAN'S branded products through the retail stores in the PRC and Hong Kong. The following table sets forth, for the periods indicated, the revenue by operating segment and product type:

	For the six months ended 31 December					
	2013		2012		Percentage change	
<b>Manufacturing</b>	HK\$'000	Percentage	HK\$'000	Percentage		
Handbags	1,756,048	84.9%	1,402,457	81.9%	25.2%	
Small leather goods	230,305	11.1%	242,460	14.2%	(5.0%)	
Travel goods	49,120	2.4%	44,665	2.6%	10.0%	
<b>Subtotal</b>	<b>2,035,473</b>	<b>98.4%</b>	<b>1,689,582</b>	<b>98.7%</b>	<b>20.5%</b>	
<b>Retail</b>	<b>32,841</b>	<b>1.6%</b>	<b>22,611</b>	<b>1.3%</b>	<b>45.2%</b>	
<b>Total</b>	<b>2,068,314</b>	<b>100.0%</b>	<b>1,712,193</b>	<b>100.0%</b>	<b>20.8%</b>	

The revenue increased by 20.8% to HK\$2,068.3 million for the six months ended 31 December 2013 from HK\$1,712.2 million for the six months ended 31 December 2012. This increase was primarily due to an increase in handbags turnover as a result of growing demand from the high-end and luxury brand customers, as well as the retail business.

## Management Discussion and Analysis

### Cost of sales

Cost of sales of the Group increased by 17.2% to HK\$1,559.3 million for the six months ended 31 December 2013 from HK\$1,330.1 million for the six months ended 31 December 2012. This increase was in line with the increase in revenue during the same period.

### Gross profit and gross profit margin

Gross profit increased by 33.2% to HK\$509.0 million for the six months ended 31 December 2013 from HK\$382.1 million for the six months ended 31 December 2012, which was in line with the revenue growth during the same period. Gross profit margin has increased to 24.6% for the six months ended 31 December 2013 compared with 22.3% for the six months ended 31 December 2012 due to tight control over the cost and increasing contribution from retail business.

### Selling and distribution costs

Selling and distribution costs increased by 19.4% to HK\$69.0 million for the six months ended 31 December 2013 from HK\$57.8 million for the six months ended 31 December 2012. The increase was in line with the increase in revenue during the same period.

### Administrative expenses

Administrative expenses increased by 18.9% to HK\$129.8 million for the six months ended 31 December 2013 from HK\$109.1 million for the six months ended 31 December 2012. The increase was in line with the increase in revenue during the same period.

### Income tax expenses

Under the current laws of the Cayman Islands and the British Virgin Islands, the Group is not subject to tax on its income or capital gains. In addition, any payments of dividends are not subject to withholding tax in the Cayman Islands or the British Virgin Islands.

Hong Kong profits tax as applicable to the Group was 16.5% for the six months ended 31 December 2013 and 2012 on the estimated assessable profits arising in Hong Kong during the relevant period.

## Management Discussion and Analysis

PRC corporate income tax was based on a statutory rate of 25% of the assessable profit of all the subsidiaries incorporated in the PRC as determined in accordance with the PRC Corporate Income Tax Law (the “New Corporate Income Tax Law”), which was approved and became effective on 1 January 2008. Certain foreign invested enterprises (“FIE”) that were established prior to the promulgation of the New Corporate Income Tax Law and enjoyed lower tax rates according to the provisions of the previous tax laws and regulations are exempt from paying income tax for a period of two years starting from the year when the FIEs begin to make a profit or 1 January 2008, whichever is earlier, and thereafter enjoy 50% reduced tax rate for the following three years. An indirect wholly-owned subsidiary of the Company, Sitoy (Yingde) Leather Products Co., Ltd., is an FIE that qualifies for this 50% reduced tax rate until 31 December 2012.

The effective tax rate of the Group was 19.1% for the six months ended 31 December 2013 (31 December 2012: 16.5%).

### Profit for the period

Profit for the period increased by HK\$60.7 million to HK\$250.4 million for the six months ended 31 December 2013 from HK\$189.7 million for the six months ended 31 December 2012. As a percentage of revenue, profit increased to 12.1% for the six months ended 31 December 2013 compared with 11.1% for the six months ended 31 December 2012.

### Capital expenditure

For the six months ended 31 December 2013, the capital expenditure of the Group amounted to HK\$62.7 million, primarily related to the construction of Yingde second phase manufacturing facilities, upgrading existing manufacturing facilities in Dongguan and Yingde as well as expansion of retail business.

### Material acquisitions and disposals of subsidiaries and associated companies

The Group had no material acquisitions and disposals of subsidiaries and associated companies during the six months ended 31 December 2013.

## Management Discussion and Analysis

### Liquidity and financial resources

The liquidity and financial resources position remains strong as the Group continues to adopt a prudent approach in managing its financial resources. The Group's cash and cash equivalents as at 31 December 2013 amounted to HK\$1,020.7 million (30 June 2013: HK\$834.7 million). The Group has sufficient financial resources and a strong cash position for satisfying working capital requirements for business development, operations and capital expenditure. New investment opportunities, if any, would be funded by the Group's internal resources.

The outstanding bank and other borrowings was nil as at 31 December 2013 (30 June 2013: nil). No gearing ratio (calculated as net debt divided by total capital plus net debt) as at 31 December 2013 is presented because the Group's cash and cash equivalents exceeded the interest-bearing bank borrowings (30 June 2013: not applicable).

### Foreign exchange risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currency. During the six months ended 31 December 2013, 98.4% (year ended 30 June 2013: 98.4%) of the Group's sales were denominated in currencies other than the functional currency of the operating units making the sale, whilst approximately 43% (year ended 30 June 2013: 39%) of costs were denominated in the units' functional currency.

As at 31 December 2013, the Group had no foreign exchange forward contracts and other financial derivatives outstanding.

### Pledge of Assets

As at 31 December 2013, HK\$12.0 million time deposit and HK\$9.7 million available for-sale investment were pledged as security for banking facilities available to the Group (30 June 2013: HK\$12.0 million time deposit and HK\$9.6 million of available-for-sale investment).

### Inventory turnover days

Inventory turnover days slightly decreased to 51 days for the six months ended 31 December 2013 from 55 days for the year ended 30 June 2013. As the Group has strong control over the inventory level, the inventory turnover days remained stable.

## Management Discussion and Analysis

### Trade receivables turnover days

Trade receivables turnover days decreased to 32 days for the six months ended 31 December 2013 compared with 37 days for the year ended 30 June 2013. The Group did not experience any significant credit risk due to strict credit control policies. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary as at 31 December 2013 as there has not been a significant change in credit quality and all of the balances are considered fully recoverable.

### Trade payables turnover days

Trade payables turnover days remained stable at 35 days for the six months ended 31 December 2013 compared with 36 days for the year ended 30 June 2013. Trade payables are non-interest bearing and are generally settled within 90 days.

### Off-balance sheet commitments and arrangements

As at 31 December 2013, the Group did not have any material off-balance sheet arrangements or contingencies.

## Employees

As at 31 December 2013, the Group had over 14,000 employees. In addition to the basic salaries, performance bonuses will be offered to those staff members with outstanding performance. The PRC subsidiaries of the Group are subject to social insurance, provident housing fund and certain other employee benefits in accordance with PRC laws and regulations and adhere to both statutory employment standards and those requested by customers, such as minimum wage levels and maximum working hours. Moreover, the Group provides staff quarters for most of employees and, in case of certain senior employees, family quarters. The Group also provides various amenities and recreation facilities such as canteen, clinic, sports site, library and internet center for the employees. The Group will continue to improve the working environment in the manufacturing facilities and the living facilities for the employees. The Directors believe that the compensation packages and fringe benefits offered by the Group to its staff members are competitive in comparison with market standards and practices.

## Management Discussion and Analysis

Since human resource management is an important factor in maintaining and further enhancing the Group's strong expertise and know-how in the craftsmanship of handbags, small leather goods and travel goods, the in-house employee training center will provide pre-job training programs to the new recruits before they are assigned to work at the manufacturing facilities of the Group. From time to time, different levels of on-the-job training will be provided to the employees to broaden their skills and enhance their productivity.

### Dividend and Record Date

The Directors declared the payment of an interim dividend of HK10 cents (31 December 2012: HK6 cents) per share for the six months ended 31 December 2013 to the shareholders whose names appeared on the register of members of the Company on 21 March 2014. The interim dividend will be paid on or before 11 April 2014.

### Closure of Register of Members

The register of members of the Company will be closed from 19 March 2014 to 21 March 2014, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 18 March 2014.

## Corporate Governance and Other Information

### Directors' and Chief Executive's Interests and Short Positions in the shares, underlying shares and debentures

As at 31 December 2013, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which had been notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange ("the Listing Rules") were as follows:

#### Long positions

Name of Director	Capacity/ Nature of interest	Number of ordinary shares interested	Percentage of the Company's issued share capital
Mr. Yeung Michael Wah Keung	Beneficial owner/personal interest	486,720,000	48.60%
Mr. Yeung Wo Fai	Beneficial owner/personal interest	262,080,000	26.17%

Save as disclosed above, as at 31 December 2013, none of the Directors or chief executive of the Company had registered an interest or a short position in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or recorded in the register required to be maintained by the Company under Section 352 of the SFO, or as otherwise notifiable to the Company and the Stock Exchange pursuant to the Model Code.

## Corporate Governance and Other Information

### Substantial Shareholders' and Other Persons' Interests and Short Positions in the shares and underlying shares of the Company

As at 31 December 2013, so far as the Directors were aware, the following persons (other than the Directors or chief executive of the Company as disclosed above) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

#### Long positions

Name of Shareholder	Capacity/ Nature of interest	Number of ordinary shares interested	Percentage of the Company's issued share capital
Keen Achieve Limited	Beneficial owner <sup>(1)</sup> /Beneficial interest	64,912,000	6.48%
IDG-Accel China Capital L.P.	Interest in a controlled corporation <sup>(1)</sup> /Corporate interest	64,912,000	6.48%
IDG-Accel China Capital Associates L.P.	Interest in a controlled corporation <sup>(1)</sup> /Corporate interest	64,912,000	6.48%
IDG-Accel China Capital GP Associates Ltd.	Interest in a controlled corporation <sup>(1)</sup> /Corporate interest	64,912,000	6.48%
Ho Chi Sing	Interest in a controlled corporation <sup>(1)</sup> /Corporate interest	64,912,000	6.48%
Zhou Quan	Interest in a controlled corporation <sup>(1)</sup> /Corporate interest	64,912,000	6.48%
Schroders Plc	Investment manager/ Other interest	60,113,000	6.00%

## Corporate Governance and Other Information

Note:

- 1 95.59% of the issued share capital of Keen Achieve Limited was owned by IDG-Accel China Capital L.P., a limited partnership established in the Cayman Islands controlled by IDG-Accel China Capital Associates L.P. IDG-Accel China Capital Associates L.P. was controlled by IDG-Accel China Capital GP Associates Ltd., which was in turn controlled 35% by Mr. Ho Chi Sing and Mr. Zhou Quan respectively.

IDG-Accel China Capital L.P., IDG-Accel China Capital Associates L.P., IDG-Accel China Capital GP Associates Ltd., Mr. Ho Chi Sing and Mr. Zhou Quan were deemed to be interested in the 64,912,000 shares of the Company which were beneficially owned by Keen Achieve Limited.

Save as disclosed above, as at 31 December 2013, so far as the Directors were aware, no person (other than the Directors or chief executive of the Company) had registered an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

### **Directors' and Relevant Employees' Securities Transactions**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct governing securities transactions by the Directors.

Specific enquiry has been made to all Directors and all Directors have confirmed that they had fully complied with the required standard set out in the Model Code for the six months ended 31 December 2013.

Relevant employees who are likely to be in possession of inside information of the Group are also subject to compliance with written guidelines on no less exacting terms than those in the Model Code.

No incident of non-compliance with these guidelines by the relevant employees was noted by the Company.

## Corporate Governance and Other Information

### Corporate Governance

The Company is committed to the establishment of good corporate governance practices and procedures with a view to being a transparent and responsible organization which is open and accountable to the shareholders of the Company. The Board strives for adhering to the principles of corporate governance and has adopted sound corporate governance practices to meet the legal and commercial standards, focusing on areas such as internal control, fair disclosure and accountability to all shareholders of the Company to ensure the transparency and accountability of all operations of the Company. The Company believes that effective corporate governance is an essential factor to create more value for the shareholders of the Company. The Board will continue to review and improve the corporate governance practices of the Group from time to time to ensure that the Group is led by an effective Board in order to optimize return for the shareholders of the Company.

The Board adopted a set of corporate governance practices which aligns with or is more restrictive than the requirements set out in the Corporate Governance Code (the "CG Code") set out in Appendix 14 of the Listing Rules. The Board is of the view that the Company has complied with the code provisions set out in the CG Code for the six months ended 31 December 2013.

### Audit Committee

The Company established an audit committee on 15 November 2011 with written terms of reference in compliance with the CG Code. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The audit committee comprises Mr. Yeung Chi Tat (Chairman), Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk, all of whom are independent non-executive Directors. The audit committee has reviewed and discussed the interim results and the interim report of the Group for the six months ended 31 December 2013.

The interim report for the six months ended 31 December 2013 had not been audited, but had been reviewed by the Company's auditors, Ernst & Young.

## Corporate Governance and Other Information

### Purchase, Sale or Redemption of the Company's listed securities

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the six months ended 31 December 2013.

### Share Option Scheme

A share option scheme was approved and adopted on 15 November 2011 (the "Share Option Scheme") to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the participants of the scheme. No share options were granted, exercised, cancelled or lapsed under the Share Option Scheme during the period from the date of its adoption to 31 December 2013. There were no outstanding share options under the Share Option Scheme as at 31 December 2013.

### Board of Directors

As at the date of this report, the executive Directors of the Company are Mr. Yeung Michael Wah Keung, Mr. Yeung Wo Fai, Mr. Chan Ka Dig Adam and Mr. Yeung Andrew Kin; and the independent non-executive Directors of the Company are Mr. Yeung Chi Tat, Mr. Kwan Po Chuen, Vincent and Mr. Lung Hung Cheuk.

By order of the Board  
**Sitoy Group Holdings Limited**

**Yeung Michael Wah Keung**  
*Chairman*

Hong Kong, 24 February 2014

# Report on Review of Interim Condensed Consolidated Financial Statements

## To the shareholders of **Sitoy Group Holdings Limited**

(Incorporated in the Cayman Islands with limited liability)

### Introduction

We have reviewed the interim financial information set out on page 23 to 52, which comprise the interim condensed consolidated statement of financial position of Sitoy Group Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) as at 31 December 2013 and the related interim condensed consolidated statement of income, comprehensive income, changes in equity and interim condensed consolidated statement of cash flows for the six-month period then ended and explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of interim financial statements to be in compliance with the relevant provisions thereof and International Accounting Standard IAS 34 *Interim Financial Reporting* (“IAS 34”) issued by the International Accounting Standards Board.

The Directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with IAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

## Report on Review of Interim Condensed Consolidated Financial Statements

### Scope of review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with IAS 34.

#### **Ernst & Young**

*Certified Public Accountants*

22nd Floor

CITIC Tower

1 Tim Mei Avenue, Central

Hong Kong

24 February 2014

# Interim Condensed Consolidated Income Statement

Six months ended 31 December 2013

		<b>Six months ended 31 December</b>	
		2013	2012
		HK\$'000	HK\$'000
		(Unaudited)	(Unaudited)
Notes			
	<b>REVENUE</b>	2,068,314	1,712,193
	Cost of sales	(1,559,284)	(1,330,113)
	Gross profit	509,030	382,080
	Other income and gains	8,461	16,221
	Selling and distribution costs	(68,998)	(57,775)
	Administrative expenses	(129,774)	(109,107)
	Other expenses	(9,182)	(4,106)
	<b>PROFIT BEFORE TAX</b>	309,537	227,313
	Income tax expense	(59,143)	(37,584)
	<b>PROFIT FOR THE PERIOD</b>	250,394	189,729
	Attributable to:		
	Owners of the Company	250,394	189,729
	<b>EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY</b>		
	Basic and diluted (HK cents)	25.00	18.94

Details of the dividends for the reporting period are disclosed in note 7 to the interim condensed consolidated financial statements.

## Interim Condensed Consolidated Statement of Comprehensive Income

Six months ended 31 December 2013

	<b>Six months ended 31 December</b>	
	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
<b>PROFIT FOR THE PERIOD</b>	250,394	189,729
<b>OTHER COMPREHENSIVE INCOME</b>		
Available-for-sale investment:		
Changes in fair value	30	(5)
Exchange differences on translation of foreign operations	11,648	5,208
<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>	11,678	5,203
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	262,072	194,932
Attributable to:		
Owners of the Company	262,072	194,932

# Interim Condensed Consolidated Statement of Financial Position

31 December 2013

	Notes	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	9	434,376	387,399
Prepaid land lease payments		20,345	20,309
Intangible asset		4,140	4,140
Deferred tax assets		14,809	13,142
Prepayments		–	10,345
Total non-current assets		473,670	435,335
<b>CURRENT ASSETS</b>			
Inventories		441,389	382,236
Trade receivables	10	338,255	373,924
Prepayments, deposits and other receivables		54,760	62,057
Available-for-sale investment		9,653	9,623
Pledged time deposit		12,000	12,000
Cash and cash equivalents		1,020,656	834,697
Total current assets		1,876,713	1,674,537
<b>CURRENT LIABILITIES</b>			
Trade payables	11	253,197	192,518
Other payables and accruals		152,503	107,707
Tax payable		101,300	66,965
Total current liabilities		507,000	367,190
<b>NET CURRENT ASSETS</b>		1,369,713	1,307,347
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1,843,383	1,742,682

## Interim Condensed Consolidated Statement of Financial Position

31 December 2013

	Note	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities		802	1,928
Total non-current liabilities		802	1,928
Net assets		1,842,581	1,740,754
<b>EQUITY</b>			
<b>Equity attributable to owners of the Company</b>			
Issued capital	12	100,153	100,153
Reserves		1,742,428	1,640,601
Total equity		1,842,581	1,740,754

**Yeung Michael Wah Keung**  
Director

**Yeung Wo Fai**  
Director

# Interim Condensed Consolidated Statement of Changes in Equity

Six months ended 31 December 2013

	Attributable to owners of the Company							Total HK\$'000
	Issued capital HK\$'000	Share premium account* HK\$'000	Merger reserve* HK\$'000	Statutory reserve fund* HK\$'000	Available- for-sale investment revaluation reserve* HK\$'000	Exchange fluctuation reserve* HK\$'000	Retained profits* HK\$'000	
At 1 July 2013	100,153	1,010,081	4,030	32,610	(400)	34,936	559,344	1,740,754
Profit for the period	-	-	-	-	-	-	250,394	250,394
Other comprehensive income for the period:								
Changes in fair value of available-for-sale investment, net of tax	-	-	-	-	30	-	-	30
Exchange differences on translation of foreign operations	-	-	-	-	-	11,648	-	11,648
Total comprehensive income for the period	-	-	-	-	30	11,648	250,394	262,072
Dividends	-	-	-	-	-	-	(160,245)	(160,245)
Transfer from retained profits	-	-	-	3,805	-	-	(3,805)	-
At 31 December 2013 (unaudited)	100,153	1,010,081	4,030	36,415	(370)	46,584	645,688	1,842,581

## Interim Condensed Consolidated Statement of Changes in Equity

Six months ended 31 December 2013

	Attributable to owners of the Company							
	Issued capital	Share premium account*	Merger reserve*	Statutory reserve fund*	Available-for-sale investment revaluation reserve*	Exchange fluctuation reserve*	Retained profits*	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 July 2012	100,153	1,010,081	4,030	23,466	(447)	13,262	428,389	1,578,934
Profit for the period	-	-	-	-	-	-	189,729	189,729
Other comprehensive income for the period:								
Changes in fair value of available-for-sale investment, net of tax	-	-	-	-	(5)	-	-	(5)
Exchange differences on translation of foreign operations	-	-	-	-	-	5,208	-	5,208
Total comprehensive income for the period	-	-	-	-	(5)	5,208	189,729	194,932
Dividends	-	-	-	-	-	-	(200,306)	(200,306)
Transfer from retained profits	-	-	-	4,385	-	-	(4,385)	-
At 31 December 2012 (unaudited)	100,153	1,010,081	4,030	27,851	(452)	18,470	413,427	1,573,560

\* These reserve accounts comprise the consolidated reserves of HK\$1,742,428,000 (31 December 2012: HK\$1,473,407,000) in the interim condensed consolidated statement of financial position.

# Interim Condensed Consolidated Statement of Cash Flows

Six months ended 31 December 2013

	<b>Six months ended 31 December</b>	
	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
<b>NET CASH FLOWS FROM OPERATING ACTIVITIES</b>	392,880	329,267
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>	(51,505)	(91,538)
<b>NET CASH FLOWS USED IN FINANCING ACTIVITY</b>	(160,245)	(200,306)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	181,130	37,423
Cash and cash equivalents at beginning of period	834,697	746,798
Effect of foreign exchange rate changes, net	4,829	625
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	1,020,656	784,846

# Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 1. Corporate Information

Sitoy Group Holdings Limited was incorporated as an exempted company with limited liability in the Cayman Islands on 21 February 2008 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office of the Company is located at Floor 4, Willow House, Cricket Square, P. O. Box 2804, Grand Cayman KY1-1112, Cayman Islands.

The principal activities of the Group are the manufacture and sale of handbags, small leather goods and travel goods.

Pursuant to a group reorganization which was completed on 13 July 2011, the Company became the holding company of the other subsidiaries comprising the Group.

The Company's shares were listed on the Main Board of the Stock Exchange on 6 December 2011.

## 2.1 Basis of Preparation

The interim condensed consolidated financial statements for the six months ended 31 December 2013 have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 30 June 2013.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 2.2 Significant Accounting Policies

The accounting policies and basis of preparation adopted in the preparation of the interim condensed consolidated financial statements are consistent with those used in the preparation of the Group's annual financial statements for the year ended 30 June 2013, except for the adoption of revised International Financial Reporting Standards ("IFRSs") as noted below.

The Group has adopted the following revised IFRSs for the first time for the current period's financial statements.

IFRS 10	Consolidated Financial Statements
IFRS 13	<i>Fair Value Measurement</i>

The adoption of these revised IFRSs has had no significant financial effect on these interim condensed consolidated financial statements and there have been no significant changes to the accounting policies applied in these interim condensed consolidated financial statements.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 3. Operating Segment Information

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

- (a) Manufacturing: produces handbags, small leather goods and travel goods for branding and resale by others; and
- (b) Retail: manufactures and retails handbags, small leather goods and travel goods for the brand owned by the Group.

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 corporate and unallocated expenses are excluded from such measurement.

Segment assets exclude unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

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.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 3. Operating Segment Information (continued)

## Six months ended 31 December 2013 (unaudited)

	Manufacturing HK\$'000	Retail HK\$'000	Total HK\$'000
<b>Segment revenue:</b>			
Sales to external customers	2,035,473	32,841	2,068,314
Intersegment sales	2,511	–	2,511
	2,037,984	32,841	2,070,825
<i>Reconciliation:</i>			
Elimination of intersegment sales			(2,511)
Total revenue			2,068,314
<b>Segment results</b>			
	320,349	(10,616)	309,733
<i>Reconciliation:</i>			
Corporate and other unallocated expenses			(196)
Profit before tax			309,537
<b>Other segment information:</b>			
Depreciation of items of property, plant and equipment	17,739	2,420	20,159
Amortization of prepaid land lease payments	229	–	229
Write-down of inventories to net realizable value	10,869	–	10,869
Operating lease rentals	4,374	12,846	17,220
Capital expenditure*	59,773	2,969	62,742

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 3. Operating Segment Information (continued)

## Six months ended 31 December 2012 (unaudited)

	Manufacturing HK\$'000	Retail HK\$'000	Total HK\$'000
<b>Segment revenue:</b>			
Sales to external customers	1,689,582	22,611	1,712,193
Intersegment sales	3,275	–	3,275
	1,692,857	22,611	1,715,468
<i>Reconciliation:</i>			
Elimination of intersegment sales			(3,275)
Total revenue			1,712,193
<b>Segment results</b>			
	238,769	(10,524)	228,245
<i>Reconciliation:</i>			
Corporate and other unallocated expenses			(932)
Profit before tax			227,313
<b>Other segment information:</b>			
Depreciation of items of property, plant and equipment	14,510	1,897	16,407
Amortization of prepaid land lease payments	223	–	223
Write-down of inventories to net realizable value	5,802	–	5,802
Operating lease rentals	3,774	4,234	8,008
Capital expenditure*	41,877	1,883	43,760

\* Capital expenditure consists of additions to property, plant and equipment during the period.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 3. Operating Segment Information (continued)

The following table compares the total segment assets and liabilities as at 31 December 2013 and as at the date of the last annual financial statements (30 June 2013).

#### As at 31 December 2013 (unaudited)

	Manufacturing HK\$'000	Retail HK\$'000	Total HK\$'000
<b>Segment assets</b>	1,993,006	129,552	2,122,558
<i>Reconciliation:</i>			
Elimination of intersegment receivables			(58,498)
Corporate and other unallocated assets			286,323
<b>Total assets</b>			<b>2,350,383</b>
<b>Segment liabilities</b>	495,256	70,448	565,704
<i>Reconciliation:</i>			
Elimination of intersegment payables			(58,498)
Corporate and other unallocated liabilities			596
<b>Total liabilities</b>			<b>507,802</b>

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 3. Operating Segment Information (continued)

**As at 30 June 2013 (audited)**

	Manufacturing HK\$'000	Retail HK\$'000	Total HK\$'000
<b>Segment assets</b>	1,842,046	48,179	1,890,225
<i>Reconciliation:</i>			
Elimination of intersegment receivables			(47,209)
Corporate and other unallocated assets			266,856
<b>Total assets</b>			<b>2,109,872</b>
<b>Segment liabilities</b>	357,150	58,332	415,482
<i>Reconciliation:</i>			
Elimination of intersegment payables			(47,209)
Corporate and other unallocated liabilities			845
<b>Total liabilities</b>			<b>369,118</b>

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 3. Operating Segment Information (continued)

#### Geographical information

(a) Revenue from external customers

	<b>Six months ended</b>	
	<b>31 December</b>	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
<b>Revenue</b>		
North America	1,108,413	1,129,008
Europe	408,900	320,475
Mainland China, Hong Kong and Taiwan	183,565	159,507
Other Asian countries	271,253	102,628
Others	96,183	575
	2,068,314	1,712,193

The revenue information above is based on the region of the customers' distribution centers to which the products were shipped.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 3. Operating Segment Information (continued)

**Geographical information (continued)**(b) *Non-current assets*

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Mainland China and Hong Kong	458,861	422,193

The non-current asset information above is based on the location of the assets and excludes deferred tax assets.

**Information about major customers**

For the six months ended 31 December 2013, revenue derived from sales by the manufacturing activities segment to two major customers respectively amounting to HK\$959,028,000 (unaudited) and HK\$508,147,000 (unaudited) had accounted for over 10% of the Group's revenue, including sales to a group of entities which are known to be under common control of these customers.

For the six months ended 31 December 2012, revenue derived from sales by the manufacturing activities segment to two major customers respectively amounting to HK\$815,786,000 (unaudited) and HK\$363,290,000 (unaudited) had accounted for over 10% of the Group's revenue, including sales to a group of entities which are known to be under common control of these customers.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 4. Revenue, Other Income and Gains

Revenue represents the net invoiced value of goods sold after allowances for returns, trade discounts and various types of government surcharges, where applicable.

An analysis of revenue, other income and gains is as follows:

	<b>Six months ended 31 December</b>	
	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
<b>Revenue</b>		
Sale of goods	2,068,314	1,712,193
<b>Other income and gains</b>		
Net sample income and compensations from customers and suppliers	–	12,575
Interest income	4,149	3,364
Government grants	4,095	–
Others	217	282
	<b>8,461</b>	<b>16,221</b>

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 5. Profit Before Tax

The Group's profit before tax is arrived at after charging:

	<b>Six months ended 31 December</b>	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Cost of inventories sold	1,559,284	1,330,113
Employee benefit expense including		
Directors' remuneration		
– Wages and salaries	432,915	353,263
– Pension scheme contributions	10,072	11,895
	442,987	365,158
Depreciation of items of property, plant and equipment	20,159	16,407
Amortization of prepaid land lease payments	229	223
Operating lease rentals	17,220	8,008
Write-down of inventories to net realizable value	10,869	5,802
Auditors' remuneration	1,390	1,732
Exchange losses, net	7,516	3,200

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 6. Income Tax Expense

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI.

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 31 December 2012: 16.5%) on the estimated assessable profits arising in Hong Kong during the reporting period.

The provision for PRC corporate income tax ("CIT") is based on a statutory rate of 25% (six months ended 31 December 2012: 25%) of the assessable profit of the subsidiaries in Mainland China as determined in accordance with the PRC Corporate Income Tax Law which was approved and became effective on 1 January 2008.

In accordance with the relevant income tax laws and regulations of the PRC for manufacturing enterprises, Sitoy (Yingde) Leather Products Co., Ltd. was entitled to a 50% reduction in CIT for the three years from 1 January 2010 to 31 December 2012. Therefore, with effective from 1 January 2013, the statutory tax rate is 25%.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 6. Income Tax Expense (continued)

The major components of income tax expense are as follows:

	<b>Six months ended 31 December</b>	
	2013	2012
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current – Hong Kong		
Charge for the period	46,313	28,438
Adjustments in respect of current income tax of previous years	11	(832)
Current – Mainland China		
Charge for the period	15,438	6,222
Deferred tax	(2,619)	3,756
<b>Total tax charge for the period</b>	<b>59,143</b>	<b>37,584</b>

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 7. Dividends

	<b>Six months ended 31 December</b>	
	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
Dividends on ordinary shares declared and paid during the six-month period:		
Final dividend for the year ended 30 June 2013:		
HK16 cents (year ended 30 June 2012: 20 cents)	160,245	200,306
Dividends on ordinary shares proposed for approval (not recognized as a liability as at 31 December):		
Proposed interim – HK10 cents per ordinary share (six months ended 31 December 2012: HK6 cents)	100,153	60,092

On 24 February 2014, the Board of Directors of the Company resolved to declare an interim dividend for the six months ended 31 December 2013 of HK10 cents (six months ended 31 December 2012: HK6 cents) per ordinary share out of the consolidated retained profits of the Group as at 31 December 2013.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 8. Earnings Per Share

The calculation of the basic earnings per share amount is based on the profit for the six months ended 31 December 2013 attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 1,001,532,000 (six months ended 31 December 2012: 1,001,532,000) in issue during the period.

No adjustment has been made to the basic earnings per share presented for the six months ended 31 December 2013 and 2012 as the Group had no potentially dilutive ordinary shares in issue during those periods.

### 9. Property, Plant and Equipment

During the six months ended 31 December 2013, the Group acquired property, plant and equipment with a cost of HK\$62,742,000 (six months ended 31 December 2012: HK\$43,760,000).

During the six months ended 31 December 2013, depreciation for property, plant and equipment was HK\$20,159,000 (six months ended 31 December 2012: HK\$16,407,000).

During the six months ended 31 December 2013, property, plant and equipment with a net book value of HK\$958,000 (six months ended 31 December 2012: HK\$681,000) were disposed of by the Group, resulting in a net loss on disposal of HK\$66,000 (six months ended 31 December 2012: HK\$577,000).

The Group's land included in property, plant and equipment is situated in Hong Kong and is held under a medium term lease.

As at 31 December 2013, no property, plant and equipment was pledged as security for banking facilities granted to the Group (30 June 2013: nil).

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 10. Trade Receivables

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Trade receivables	338,255	373,924
Impairment	–	–
	338,255	373,924

The Group's trading terms with its customers are mainly on credit. The Group grants different credit periods to customers. The credit terms range from telegraphic transfers before shipment and letters of credit at sight to letters of credit and telegraphic transfers within 20 to 90 days. The credit period of individual customers is considered on a case-by-case basis. The Group seeks to maintain strict control over its outstanding receivables and closely monitors them to minimize credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are unsecured and non-interest-bearing. The carrying amounts of trade receivables approximate to their fair values.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Within 90 days	336,517	370,327
91 to 180 days	790	862
Over 180 days	948	2,735
	338,255	373,924

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 10. Trade Receivables (continued)

An aged analysis of the trade receivables, based on whether they are past due or not, that are not individually nor collectively considered to be impaired is as follows:

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Neither past due nor impaired	320,722	344,502
Past due but not impaired		
Less than 90 days	16,585	26,633
91 to 180 days	–	64
Over 180 days	948	2,725
	338,255	373,924

Receivables that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. The Group does not hold any collateral or other credit enhancements over its trade receivable balances.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 11. Trade Payables

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Trade payables	253,197	192,518

An aged analysis of the outstanding trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Within 90 days	225,674	179,049
91 to 180 days	27,473	5,789
181 to 365 days	50	7,205
Over 365 days	–	475
	253,197	192,518

The trade payables are non-interest-bearing and are normally to be settled within 90 days. The carrying amounts of the trade payables approximate to their fair values.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 12. Share Capital

The movements in the authorized and issued share capital of the Company in the period ended 31 December 2013 are as follows:

	Number of ordinary shares	Nominal value HK\$ (Unaudited)
<b>Authorized ordinary shares of HK\$0.10 each:</b>		
As at 1 July 2013 and 31 December 2013	3,000,000,000	300,000,000
<b>Issued and fully paid ordinary shares of HK\$0.10 each:</b>		
As at 1 July 2013 and 31 December 2013	1,001,532,000	100,153,200

## 13. Contingent Liabilities

The Group had no significant contingent liabilities as at 31 December 2013 (30 June 2013: nil).

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 14. Operating Lease Arrangements

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

At the end of the reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Within one year	20,694	19,051
In the second to fifth years, inclusive	19,199	23,175
After five years	378	456
	40,271	42,682

The operating leases of certain retail outlets also called for contingent rentals, which would be based on a certain percentage of turnover of the operations being undertaken therein pursuant to the terms and conditions as stipulated in the respective rental agreements. As the future turnover of these shops could not be accurately determined as at the end of the reporting period, the relevant contingent rental has not been included.

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

## 15. Commitments

In addition to the operating lease commitments detailed in note 14 above, the Group had the following capital commitments at the end of the reporting period:

	As at 31 December 2013 HK\$'000 (Unaudited)	As at 30 June 2013 HK\$'000 (Audited)
Contracted, but not provided for:		
Property, plant and equipment	9,248	26,174
Intangible asset	2,142	2,022
	11,390	28,196

## 16. Related Party Transactions

Compensation of key management personnel of the Group:

	Six months ended 31 December	
	2013 HK\$'000 (Unaudited)	2012 HK\$'000 (Unaudited)
Short term employee benefits	4,883	7,827
Post-employment benefits	75	229
Total compensation paid to key management personnel	4,958	8,056

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 17. 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:

##### Group

##### As at 31 December 2013 (unaudited)

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Available-for-sale investment:				
Debt investment	9,653	–	–	9,653

##### As at 30 June 2013 (audited)

	Level 1 HK\$'000	Level 2 HK\$'000	Level 3 HK\$'000	Total HK\$'000
Available-for-sale investment:				
Debt investment	9,623	–	–	9,623

## Notes to Interim Condensed Consolidated Financial Statements

Six months ended 31 December 2013

### 18. Events After the Reporting Period

There were no significant events that took place after the reporting period and up to the date of the financial statements.

### 19. Approval of the Financial Statements

The financial statements were approved and authorized for issue by the Board of Directors on 24 February 2014.