



Showcasing your Life and Style

Interim Report 2012 中期報告

Stock Code 股份代號: 1212

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Corporate Information

企業資料

Board of Directors

Executive Directors

Mr. Lau Luen-hung, Thomas (*Managing Director*)
Mr. Doo Wai-hoi, William

Non-executive Directors

Dato' Dr. Cheng Yu-tung (*Chairman*)
Dr. Cheng Kar-shun, Henry
Mr. Lau Luen-hung, Joseph
Ms. Lau Yuk-wai, Amy

Independent Non-executive Directors

Mr. Lam Siu-lun, Simon (*ACA, FTIHK*)
Mr. Cheung Yuet-man, Raymond
The Hon. Shek Lai-him, Abraham
Mr. Hui Chiu-chung, Stephen

Chief Financial Officer

Mr. Poon Fuk-chuen, Terry (*CPA*)

Company Secretary

Mr. Poon Fuk-chuen, Terry (*CPA*)

Authorised Representatives

Mr. Lau Luen-hung, Thomas
Mr. Poon Fuk-chuen, Terry (*CPA*)

Audit Committee

Mr. Lam Siu-lun, Simon (*ACA, FTIHK*)
(*Chairman of the Audit Committee*)
Mr. Cheung Yuet-man, Raymond
The Hon. Shek Lai-him, Abraham
Mr. Hui Chiu-chung, Stephen

Remuneration Committee

Mr. Lam Siu-lun, Simon (*ACA, FTIHK*)
(*Chairman of the Remuneration Committee*)
Mr. Lau Luen-hung, Thomas
The Hon. Shek Lai-him, Abraham
Mr. Hui Chiu-chung, Stephen

Nomination Committee

Mr. Lam Siu-lun, Simon (*ACA, FTIHK*)
(*Chairman of the Nomination Committee*)
Mr. Lau Luen-hung, Thomas
The Hon. Shek Lai-him, Abraham
Mr. Hui Chiu-chung, Stephen

董事會

執行董事

劉鑾鴻先生 (*董事總經理*)
杜惠愷先生

非執行董事

拿督鄭裕彤博士 (*主席*)
鄭家純博士
劉鑾雄先生
劉玉慧女士

獨立非執行董事

林兆麟先生 (*ACA, FTIHK*)
張悅文先生
石禮謙議員
許照中先生

財務總監

潘福全先生 (*CPA*)

公司秘書

潘福全先生 (*CPA*)

授權代表

劉鑾鴻先生
潘福全先生 (*CPA*)

審核委員會

林兆麟先生 (*ACA, FTIHK*)
(*審核委員會主席*)
張悅文先生
石禮謙議員
許照中先生

薪酬委員會

林兆麟先生 (*ACA, FTIHK*)
(*薪酬委員會主席*)
劉鑾鴻先生
石禮謙議員
許照中先生

提名委員會

林兆麟先生 (*ACA, FTIHK*)
(*提名委員會主席*)
劉鑾鴻先生
石禮謙議員
許照中先生

Registered Office

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business

20th Floor, East Point Centre
555 Hennessy Road
Causeway Bay
Hong Kong

Principal Banker

Bank of China (Hong Kong) Limited

Auditors

Deloitte Touche Tohmatsu

Solicitors

Reed Smith Richards Butler
Sit, Fung, Kwong & Shum

Hong Kong Share Registrar and Transfer Office (Branch Registrar)

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

Cayman Islands Share Registrar and Transfer Office (Registrar)

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House, 68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

Share Information

Place of listing: Main Board of The Stock Exchange of
Hong Kong Limited
Stock code: 1212
Board lot: 500 shares
Financial year end: 31 December
Share price at 30 June, 2012: HK\$16.92
Market capitalization at 30 June, 2012: HK\$28,155 million

Website Address

www.lifestylehk.com.hk

註冊辦事處

Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

總辦事處及主要營業地點

香港
銅鑼灣
軒尼詩道555號
東角中心20樓

主要往來銀行

中國銀行(香港)有限公司

核數師

德勤·關黃陳方會計師行

律師

禮德齊伯禮律師行
薛馮鄺岑律師行

香港股份過戶登記處(分處)

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

開曼群島股份過戶登記處 (總處)

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House, 68 Fort Street
P.O. Box 609
Grand Cayman KY1-1107
Cayman Islands

股份資料

上市地點：香港聯合交易所有限公司主板

股份代號：1212
每手買賣單位：500股
財政年度終結日：十二月三十一日
於二零一二年六月三十日股價：16.92港元
於二零一二年六月三十日市值：281.55億港元

網址

www.lifestylehk.com.hk

Financial Highlights — Six Months Ended 30 June, 2012
財務摘要 — 截至二零一二年六月三十日止六個月

- Turnover amounted to HK\$2,646.0 million, increased 10.0%
營業額為 26.46 億港元，上升 10.0%
- Profit attributable to owners for the period up 12.7% to HK\$909.9 million
期內股東應佔溢利增加 12.7% 至 9.099 億港元
- Earnings per share increased 13.5% to HK cents 54.6
每股盈利上升 13.5% 至 54.6 港仙
- Interim dividend HK cents 21.8 per share
中期股息每股 21.8 港仙

Financial Results

財務業績

The board of directors (the “Board”) of Lifestyle International Holdings Limited (the “Company”) is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June, 2012, together with comparative figures for the corresponding period in 2011, as follows:

Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June, 2012

利福國際集團有限公司(「本公司」)董事會(「董事會」)欣然宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一二年六月三十日止六個月之未經審核綜合中期業績，連同二零一一年度相應期間之比較數字如下：

簡明綜合全面收益表

截至二零一二年六月三十日止六個月

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2011 二零一一年 HK\$'000 千港元 (Unaudited) (未經審核)
		NOTES 附註	
Turnover	營業額	3	2,646,040
Cost of sales	銷售成本	4	(1,091,265)
Gross profit	毛利		1,554,775
Other income	其他收入		1,395,807
Selling and distribution costs	銷售及分銷成本		105,708
Administrative expenses	行政開支		(496,372)
Investment income	投資收入	5	(110,813)
Fair value changes on investment properties	投資物業公平值變動		138,816
Share of profit of a jointly controlled entity	應佔一家共同控制實體溢利		47,059
Share of profits of associates	應佔聯營公司溢利		7,121
Finance costs	融資成本	6	15,527
			126,084
			(135,405)
Profit before taxation	除稅前溢利		1,069,886
Taxation	稅項	7	(199,369)
Profit for the period	本期間溢利	8	1,003,655
Other comprehensive income	其他全面收入		
Exchange difference arising on translation of foreign operation	換算海外業務時產生之匯兌差額		(78,807)
Share of exchange differences of associates	應佔聯營公司之匯兌差額		90,952
Share of exchange difference of a jointly controlled entity	應佔一家共同控制實體之匯兌差額		(11,835)
Transfer of properties to investment properties	物業轉至投資物業		14,408
— surplus on revaluation	— 重估後盈餘		(2,542)
— deferred tax relating to revaluation surplus	— 重估後盈餘相關遞延稅項		4,348
			168,877
			(42,394)
Other comprehensive income for the period	本期間其他全面收入		33,299
Total comprehensive income for the period (net of tax)	本期間除稅後全面收入總額		109,708
			1,036,954
Profit for the period attributable to:	本期間應佔溢利：		
Owners of the Company	本公司擁有人		909,885
Non-controlling interests	非控股權益		93,770
			807,309
			76,426
			1,003,655
Total comprehensive income attributable to:	應佔全面收入總額：		
Owners of the Company	本公司擁有人		948,995
Non-controlling interests	非控股權益		87,959
			908,706
			84,737
			1,036,954
Earnings per share	每股盈利	10	
— basic	— 基本		HK\$0.546 港元
— diluted	— 攤薄		HK\$0.481 港元
			HK\$0.543 港元
			HK\$0.477 港元

Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表
At 30 June, 2012 於二零一二年六月三十日

		NOTES 附註	30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) (Restated) (重列)
Non-current assets	非流動資產			
Investment properties	投資物業	11	1,986,330	1,147,261
Property, plant and equipment	物業、廠房及設備	12	3,990,679	3,985,972
Prepaid lease payments	預付租賃款項	13	704,106	1,373,133
Long-term deposits paid	長期已付按金		628,930	631,214
Interests in associates	於聯營公司權益	14	2,154,088	2,039,839
Interest in a jointly controlled entity	於一家共同控制實體權益		499,074	486,089
Club debenture	會所債券		12,737	12,737
			9,975,944	9,676,245
Current assets	流動資產			
Inventories	存貨		68,362	71,949
Prepaid lease payments	預付租賃款項	13	22,476	22,715
Trade and other receivables	應收賬款及其他應收款項	15	350,539	326,673
Amount due from a jointly controlled entity	應收一家共同控制實體款項	16	122,052	69,899
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	17	1,744,617	1,144,574
Bank balances and cash	銀行結存及現金		8,353,517	7,269,294
			10,661,563	8,905,104
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	18	1,678,848	2,078,733
Tax payable	應繳稅項		325,413	262,877
Bank and other borrowings	銀行及其他借貸			
— due within one year	— 一年內到期	19	821,133	2,693,114
Derivative financial instruments	衍生投資工具		6,882	14,333
			2,832,276	5,049,057
Net current assets	淨流動資產		7,829,287	3,856,047
			17,805,231	13,532,292

*Condensed Consolidated Statement
of Financial Position (continued)*

At 30 June, 2012

簡明綜合財務狀況表 (續)

於二零一二年六月三十日

		NOTES 附註	30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) (Restated) (重列)
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借貸			
— due after one year	— 一年後到期	19	7,631,178	3,930,620
Deferred tax liabilities	遞延稅項負債		308,585	252,237
Amount due to a non-controlling shareholder of subsidiaries	應付附屬公司一名非控股 股東之款項		172,577	174,379
			8,112,340	4,357,236
			9,692,891	9,175,056
Capital and reserves	資本及儲備			
Share capital	股本	20	8,320	8,338
Reserves	儲備		8,790,086	8,360,192
Equity attributable to owners of the Company	本公司擁有人應佔權益		8,798,406	8,368,530
Non-controlling interests	非控股權益		894,485	806,526
			9,692,891	9,175,056

The condensed consolidated financial statements on pages 5 to 28 were approved and authorised for issue by the Board of Directors on 6 August, 2012 and are signed on its behalf by:

第5至28頁簡明綜合財務報表獲董事會於二零一二年八月六日批准及授權刊發，並由下列董事代表簽署：

Lau Luen-hung, Thomas
Managing Director

劉鑾鴻
董事總經理

Doo Wai-hoi, William
Executive Director

杜惠愷
執行董事

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June, 2012 截至二零一二年六月三十日止六個月

Attributable to owners of the Company
本公司擁有人應佔部份

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Reserve 儲備 HK\$'000 千港元	Capital redemption reserve 資本贖回儲備 HK\$'000 千港元	Asset revaluation reserve 資產重估儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Share-based payment reserve 股份付款儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Subtotal 小計 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January, 2011 (audited)	於二零一一年一月一日(經審核)	8,395	1,424,231	29,334	228	123,641	414,511	159,144	5,057,400	7,216,884	686,170	7,903,054
Adjustment (note 2)	調整(附註2)	—	—	—	—	—	—	—	(48,402)	(48,402)	—	(48,402)
As at 1 January, 2011 (restated)	於二零一一年一月一日(重列)	8,395	1,424,231	29,334	228	123,641	414,511	159,144	5,008,998	7,168,482	686,170	7,854,652
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	—	—	87,941	—	—	87,941	3,011	90,952
Share of exchange differences of associates	應佔聯營公司的匯兌差額	—	—	—	—	—	9,108	—	—	9,108	5,300	14,408
Share of exchange difference of a jointly controlled entity	應佔一家共同控制實體匯兌差額	—	—	—	—	—	4,348	—	—	4,348	—	4,348
Other comprehensive income for the period	本期間其他全面收入	—	—	—	—	—	101,397	—	—	101,397	8,311	109,708
Profit for the period	本期間溢利	—	—	—	—	—	—	—	807,309	807,309	76,426	883,735
Total comprehensive income for the period	本期間全面收入總額	—	—	—	—	—	101,397	—	807,309	908,706	84,737	993,443
Recognition of equity-settled share-based payments	確認股本結算股份付款	—	—	—	—	—	—	1,393	—	1,393	—	1,393
Exercise of share options	購股權行使	9	14,005	—	—	—	—	(2,045)	164	12,133	—	12,133
Dividends paid	已派付股息	—	(319,268)	—	—	—	—	—	—	(319,268)	—	(319,268)
At 30 June, 2011	於二零一一年六月三十日	8,404	1,118,968	29,334	228	123,641	515,908	158,492	5,816,471	7,771,446	770,907	8,542,353
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	—	—	67,152	—	—	67,152	3,259	70,411
Share of exchange differences of associates	應佔聯營公司的匯兌差額	—	—	—	—	—	18,127	—	—	18,127	10,226	28,353
Share of exchange difference of a jointly controlled entity	應佔一家共同控制實體匯兌差額	—	—	—	—	—	5,405	—	—	5,405	—	5,405
Other comprehensive income for the period	本期間其他全面收入	—	—	—	—	—	90,684	—	—	90,684	13,485	104,169
Profit for the period	本期間溢利	—	—	—	—	—	—	—	1,095,752	1,095,752	96,523	1,192,275
Total comprehensive income for the period	本期間全面收入總額	—	—	—	—	—	90,684	—	1,095,752	1,186,436	110,008	1,296,444
Recognition of equity-settled share-based payments	確認股本結算股份付款	—	—	—	—	—	—	—	1,120	1,120	—	1,120
Share repurchase	股份回購	—	—	—	—	—	—	—	—	—	—	—
— repurchase of shares	— 回購股份	(77)	—	—	—	—	—	—	—	(77)	—	(77)
— premium on repurchase of shares	— 回購股份溢價	—	(280,986)	—	—	—	—	—	—	(280,986)	—	(280,986)
— transfer	— 轉撥	—	—	—	77	—	—	—	—	—	—	—
Exercise and lapse of share options	購股權行使及失效	11	15,625	—	—	—	—	(2,161)	71	13,546	—	13,546
Dividend paid to non-controlling interests	已派付非控股權益之股息	—	—	—	—	—	—	—	—	—	(74,389)	(74,389)
Dividends paid	已派付股息	—	(322,955)	—	—	—	—	—	—	(322,955)	—	(322,955)
Transfer of reserves	轉撥儲備	—	—	23,616	—	—	—	—	(23,616)	—	—	—
As at 31 December, 2011	於二零一一年十二月三十一日	8,338	530,652	52,950	305	123,641	606,592	157,451	6,888,601	8,368,530	806,526	9,175,056
As at 31 December 2011 (audited)	於二零一一年十二月三十一日(經審核)	8,338	530,652	52,950	305	123,641	606,592	157,451	6,920,243	8,400,172	806,526	9,206,698
Adjustment (note 2)	調整(附註2)	—	—	—	—	—	—	—	(31,642)	(31,642)	—	(31,642)
As at 31 December, 2011 (restated)	於二零一一年十二月三十一日(重列)	8,338	530,652	52,950	305	123,641	606,592	157,451	6,888,601	8,368,530	806,526	9,175,056
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	—	—	—	—	—	(77,116)	—	—	(77,116)	(1,691)	(78,807)
Share of exchange differences of associates	應佔聯營公司的匯兌差額	—	—	—	—	—	(7,715)	—	—	(7,715)	(4,120)	(11,835)
Share of exchange difference of a jointly controlled entity	應佔一家共同控制實體匯兌差額	—	—	—	—	—	(2,542)	—	—	(2,542)	—	(2,542)
Transfer of properties to investment properties	物業轉至投資物業	—	—	—	—	168,877	—	—	—	168,877	—	168,877
— surplus on revaluation	— 重估後盈餘	—	—	—	—	168,877	—	—	—	168,877	—	168,877
— deferred tax relating to revaluation surplus	— 重估盈餘相關遞延稅項	—	—	—	—	(42,394)	—	—	—	(42,394)	—	(42,394)
Other comprehensive income (expense) for the period	本期間其他全面收入(支出)	—	—	—	—	126,483	(87,373)	—	—	39,110	(5,811)	33,299
Profit for the period	本期間溢利	—	—	—	—	—	—	—	909,885	909,885	93,770	1,003,655
Total comprehensive income for the period	本期間全面收入總額	—	—	—	—	126,483	(87,373)	—	909,885	948,995	87,959	1,036,954
Recognition of equity-settled share-based payments	確認股本結算股份付款	—	—	—	—	—	—	—	221	221	—	221
Exercise and lapse of share options	購股權行使及失效	16	24,838	—	—	—	—	(3,538)	176	21,492	—	21,492
Share repurchase	股份回購	—	—	—	—	—	—	—	—	—	—	—
— repurchase of shares	— 回購股份	(34)	—	—	—	—	—	—	—	(34)	—	(34)
— premium on repurchase of shares	— 回購股份溢價	—	(111,795)	—	—	—	—	—	—	(111,795)	—	(111,795)
— transfer	— 轉撥	—	—	—	34	—	—	—	(34)	—	—	—
Dividends paid	已派付股息	—	(429,003)	—	—	—	—	—	—	(429,003)	—	(429,003)
At 30 June, 2012	於二零一二年六月三十日	8,320	14,692	52,950	339	250,124	519,219	154,134	7,798,628	8,798,406	894,485	9,692,891

*Condensed Consolidated Statement
of Cash Flows*

For the six months ended 30 June, 2012

簡明綜合現金流量表

截至二零一二年六月三十日止六個月

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2011 二零一一年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash from operating activities	經營業務所得現金淨額	668,476	618,660
Net cash used in investing activities	投資活動所用現金淨額		
Addition to and deposits paid for property, plant and equipment	添置物業、廠房及設備及已付按金	(141,488)	(145,746)
Purchase of investment properties	購買投資物業	(1,806)	(51,272)
Purchase of financial assets at fair value through profit or loss	購買按公平值計入損益之金融資產	(1,276,069)	(483,352)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	281	—
Proceeds from disposal of investment properties	出售投資物業所得款項	6,390	10,771
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款項	701,539	142,322
Advance to a jointly controlled entity	借予一家共同控制實體之款項	(97,680)	(129,413)
Interest received from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之已收利息	13,105	9,031
Dividend received from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之已收股息	2,776	8,975
		(792,952)	(638,684)
Net cash from financing activities	融資活動所得現金淨額		
Proceeds from issue of bonds	發行債券所得款項	3,879,706	—
Transaction costs in relation to issue of bonds	關於發行債券之交易成本	(5,580)	—
Proceeds from issue of shares	發行股份所得款項	21,492	12,133
New bank borrowings raised	新借銀行借貸	459,843	1,679,341
Repayments of bank borrowings	償還銀行借貸	(2,497,774)	(1,395,400)
Dividends paid	已派付股息	(429,003)	(319,268)
Repurchase of ordinary shares	回購普通股	(111,829)	—
Other financing cash flows	其他融資現金流量	(59,261)	(22,955)
		1,257,594	(46,149)
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	1,133,118	(66,173)
Effect of foreign exchange rate difference	匯率差異之影響	(48,895)	18,572
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	7,269,294	3,760,829
Cash and cash equivalents at end of the period, representing by:	期末現金及現金等價物，即：	8,353,517	3,713,228
Bank balances and cash	銀行結存及現金	8,353,517	3,673,899
Bank balances and cash included in assets classified as held for sale	包括在分類為持作出售資產之銀行結存及現金	—	39,329
		8,353,517	3,713,228

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June, 2012

1. Basis of preparation

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

2. Principal accounting policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at revalued amounts (i.e. the fair value at the date of transfer) or fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June, 2012 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December, 2011.

In the current interim period, the Group has adopted and applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA:

- Amendments to HKFRS 7 "Financial instruments: Disclosures — Transfers of financial assets"; and
- Amendments to HKAS 12 "Deferred tax: Recovery of underlying assets"

Amendments to HKAS 12 "Deferred tax: Recovery of underlying assets"

Under the amendments to HKAS 12 "Deferred tax: Recovery of underlying assets", investment properties that are measured using the fair value model in accordance with HKAS 40 "Investment property" are presumed to be recovered through sale for the purposes of measuring deferred taxes, unless the presumption is rebutted in certain circumstances.

The Group's investment properties are situated in the People's Republic of China ("PRC") and Hong Kong, which are measured using the fair value model. For the purpose of application of the amendments to HKAS 12, the directors reviewed the Group's investment properties portfolios as at 31 December, 2011 and concluded that the Group's investment properties situated in the PRC and Hong Kong amounting to HK\$618,914,000 (2010: HK\$1,051,380,000) and HK\$53,250,000 (2010: HK\$52,480,000) respectively are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time, and that the presumption set out in the amendments to HKAS 12 is not rebutted.

簡明綜合財務報表附註

截至二零一二年六月三十日止六個月

1. 編製基準

簡明綜合財務報表乃根據香港會計師公會頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定編製。

2. 主要會計政策

除投資物業及金融工具按重估值(即於轉移日之公平值)或公平值(按適用情況)計量外,簡明綜合財務報表乃按歷史成本基準編製。

除下文所述,截至二零一二年六月三十日止六個月的簡明綜合財務報表在會計政策和計算方法跟本集團編制截至二零一一年十二月三十一日止年度的年度財務報表相同。

在本中期期間,本集團已首次採納及應用由香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)修訂如下:

- 香港財務報告準則第7號修訂「金融工具:披露—金融資產轉移」;及
- 香港會計準則第12號修訂「遞延稅項:收回相關資產」

香港會計準則第12號修訂「遞延稅項:收回相關資產」

根據香港會計準則第12號修訂「遞延稅項:收回相關資產」,投資物業之計量採用公平價值模式按照香港會計準則第40號「投資物業」在計量遞延稅項時先假定其可透過出售投資物業而收回,除非這假定在某些情況下被推翻。

本集團的投資物業位於中國和香港,採用公平價值模式計量。為了應用香港會計準則第12號修訂,董事審查於二零一一年十二月三十一日本集團的投資物業組合,並認為本集團位於中國和香港金額分別為618,914,000港元(二零一零年:1,051,380,000港元)及53,250,000港元(二零一零年:52,480,000港元)之投資物業並非按隨時間消耗大部分含於該等投資物業經濟利益的商業模式持有,而香港會計準則第12號修訂之假設並未有推翻。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

2. Principal accounting policies (continued) Amendments to HKAS 12 “Deferred tax: Recovery of underlying assets” (continued)

On the other hand, the Group has rebutted the presumption in respect of the Group’s remaining investment properties situated in the PRC (other than those mentioned above) amounting to HK\$475,097,000 as at 31 December, 2011 (2010: HK\$505,158,000) as such properties are depreciable and are held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. Accordingly, the adoption of amendments to HKAS 12 has no impact on the deferred tax liabilities in respect of the remaining properties.

As a result of the application of the amendments to HKAS 12, the Group has recognised deferred taxes on changes in fair value of the investment properties in the PRC as those properties are subject to land appreciation taxes and income taxes upon disposal. Previously, the Group did not recognise deferred taxes on land appreciation tax due to changes in fair value of investment properties in the PRC on the basis that the entire carrying amounts of the properties were recovered through use.

The amendments to HKAS 12 have been applied retrospectively, resulting an increase in the Group’s deferred tax liabilities amounting to HK\$31,642,000 as at 31 December, 2011. The corresponding adjustment has been recognised in retained profits.

Summary of the effect of the above change in accounting policy

The effect of the change in accounting policy described above on the financial positions of the Group as at the end of the immediately preceding financial year, i.e. 31 December, 2011, is as follows:

		As at 31 December, 2011 (originally stated) 二零一一年 十二月三十一日 (原先呈列) HK\$’000 千港元	Adjustments	As at 31 December, 2011 (restated) 二零一一年 十二月三十一日 (重列) HK\$’000 千港元
			調整	
Deferred tax liabilities	遞延稅項負債	(220,595)	(31,642)	(252,237)
Total effects on net assets	對淨資產全部影響	(220,595)	(31,642)	(252,237)
Retained profits, total effects on equity	保留溢利，對權益全部影響	6,920,243	(31,642)	6,888,601

2. 主要會計政策(續)

香港會計準則第12號修訂「遞延稅項：收回相關資產」(續)

另一方面，本集團就其餘在中國金額於二零一一年十二月三十一日為475,097,000港元(二零一零年：505,158,000港元)之投資物業推翻有關假設，因為該等物業為可折舊性及按隨時間消耗大部分含於該等投資物業經濟利益之商業模式持有。因此，應用香港會計準則第12號修訂並沒有對其餘投資物業的遞延稅項負債產生影響。

在應用香港會計準則第12號修訂下，本集團已確認在中國的投資物業因公平價值變動產生的遞延稅項，此乃由於出售該等物業時需交付土地增值稅和所得稅所致。此前，本集團在按物業賬面值通過使用回收的基礎並未就於中國的投資物業因公平價值變動涉及的土地增值稅的遞延稅項作出確認。

追溯應用香港會計準則第12號修訂導致本集團的遞延稅項負債於二零一一年十二月三十一日增加31,642,000港元。其相應的調整已確認於保留溢利中。

上述會計政策變動的影響總結

上述會計政策變更對本集團的財務狀況的影響在緊接上一財政年度結束時，即二零一一年十二月三十一日，如下：

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

2. Principal accounting policies (continued)

Summary of the effect of the above change in accounting policy (continued)

The effect of the change in accounting policy described above on the financial positions of the Group as at the beginning of the comparative period, i.e. 1 January, 2011, is as follows:

		As at 1 January, 2011 (originally stated) 二零一一年 一月一日 (原先呈列) HK\$'000 千港元	Adjustments 調整 HK\$'000 千港元	As at 1 January, 2011 (restated) 二零一一年 一月一日 (重列) HK\$'000 千港元
Deferred tax liabilities	遞延稅項負債	(198,576)	(48,402)	(246,978)
Total effects on net assets	對淨資產全部影響	(198,576)	(48,402)	(246,978)
Retained profits, total effects on equity	保留溢利，對權益全部影響	5,057,400	(48,402)	5,008,998

2. 主要會計政策(續)

上述會計政策變動的影響總結(續)

上述會計政策變更對本集團的財務狀況的影響在上一期間初時，即二零一一年一月一日，如下：

3. Turnover and segment information

Turnover represents the amount received and receivable for goods sold by the Group to outside customers, net of discounts and sales related taxes, income from concessionaire sales, services income and rental income during the period, and is analysed as follows:

3. 營業額及分部資料

營業額指本集團期內就向外界客戶售出貨品的已收及應收款項減折扣及銷售相關稅項、來自特許專櫃銷售之收益、服務收入以及租金收入，茲分析如下：

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Sales of goods — direct sales	貨品銷售 — 直接銷售	1,478,834	1,358,328
Income from concessionaire sales	來自特許專櫃銷售之收益	1,048,032	942,275
Service income	服務收入	55,156	56,324
Rental income	租金收入	64,018	48,093
		2,646,040	2,405,020

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

3. Turnover and segment information (continued)

The following is an analysis of the Group's revenue and results by reportable and operating segments for the period under review:

3. 營業額及分部資料 (續)

以下為本集團於回顧期內按匯報及經營分部劃分之收益及業績分析：

Six months ended 30 June, 2012

截至二零一二年六月三十日止六個月

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
Segment revenue	分部收益			
External sales	對外銷售	2,092,765	553,275	2,646,040
Result	業績			
Segment result	分部業績	909,236	144,062	1,053,298
Investment income	投資收入			138,816
Fair value changes on investment properties	投資物業公平值變動			4,704
Share of profit of a jointly controlled entity	應佔一家共同控制實體溢利			15,527
Share of profits of associates	應佔聯營公司溢利			126,084
Finance costs	融資成本			(135,405)
Profit before taxation	除稅前溢利			1,203,024

Six months ended 30 June, 2011

截至二零一一年六月三十日止六個月

		Hong Kong 香港 HK\$'000 千港元	PRC 中國 HK\$'000 千港元	Consolidated total 綜合總額 HK\$'000 千港元
Segment revenue	分部收益			
External sales	對外銷售	1,899,817	505,203	2,405,020
Result	業績			
Segment result	分部業績	813,154	123,614	936,768
Investment income	投資收入			47,059
Fair value changes on investment properties	投資物業公平值變動			7,121
Share of profit of a jointly controlled entity	應佔一家共同控制實體溢利			14,765
Share of profits of associates	應佔聯營公司溢利			84,711
Finance costs	融資成本			(20,538)
Profit before taxation	除稅前溢利			1,069,886

Segment profit represents the profit earned by each segment without share of profits of associates and a jointly controlled entity, fair value changes on investment properties, investment income and finance costs. This is the measure reported to the board of directors of the Company for the purposes of resource allocation and performance assessment.

分部溢利指各分部賺取之溢利，惟未計及應佔聯營公司及一家共同控制實體之溢利、投資物業公平值變動、投資收入及融資成本。此乃向本公司董事會就資源分配及表現評估作出報告之計量方式。

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

4. Cost of sales

4. 銷售成本

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
The cost of sales are analysed as follows:	銷售成本分析如下：		
Cost of goods sold	貨品銷售成本	1,047,922	966,446
Other cost of sales	其他銷售成本	43,343	42,767
		1,091,265	1,009,213

5. Investment income

5. 投資收入

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Interest income on bank deposits	銀行存款利息收入	89,125	12,776
Dividend income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之股息收入	2,776	8,975
Change in fair value from	公平值變動		
— financial assets at fair value through profit or loss	— 按公平值計入損益之金融資產	34,558	26,313
— derivative financial instruments	— 衍生投資工具	12,357	(1,005)
		138,816	47,059

6. Finance costs

6. 融資成本

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Interest on:	以下項目之利息：		
Bank borrowings and overdrafts:	銀行借貸及透支		
— wholly repayable within five years	— 須於五年內悉數償還	65,133	18,322
— wholly repayable after five years	— 須於五年後悉數償還	2,354	4,535
Bonds:	債券：		
— wholly repayable within five years	— 須於五年內悉數償還	82,173	—
Others	其他	91	98
		149,751	22,955
Less: Amount capitalised	減：資本化金額	(14,346)	(2,417)
		135,405	20,538

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

7. Taxation

7. 稅項

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Current tax:	本期稅項：		
Hong Kong	香港	145,079	135,104
PRC Enterprise Income Tax	中國企業所得稅	40,336	41,018
		185,415	176,122
Deferred tax:	遞延稅項：		
Current year	即年	13,954	10,029
		199,369	186,151

Hong Kong Profits Tax is provided at 16.5% (six months ended 30 June, 2011: 16.5%) of the estimated assessable profit for the period. PRC Enterprise Income Tax is provided at 25% (six months ended 30 June, 2011: 25%) on the estimated assessable profit for the period.

香港利得稅按本期間之估計應課稅溢利按 16.5% (截至二零一一年六月三十日止六個月：16.5%) 稅率作出撥備。中國企業所得稅按本期間之估計應課稅溢利按 25% (截至二零一一年六月三十日止六個月：25%) 稅率作出撥備。

8. Profit for the period

8. 本期間溢利

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Profit for the period has been arrived at after charging:	本期間溢利已扣除下列項目：		
Depreciation	折舊	109,128	104,943
Equity-settled share-based payment expense	股本結算股份付款開支	221	1,393
Release of prepaid lease payments	預付租賃款項轉出	5,375	5,349

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

9. Dividends

During the current interim period, a final dividend of HK cents 25.7 per share in respect of the year ended 31 December, 2011 (2011: HK cents 19.0 per share in respect of the year ended 31 December, 2010) was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared and paid in the current interim period amounted to HK\$429,003,000 (2011: HK\$319,268,000).

Subsequent to the end of the interim period, the board of directors has declared that an interim dividend of HK cents 21.8 in cash per share (2011: HK cents 19.2) will be paid to the owners of the Company whose names appear in the Register of Members on 24 August, 2012.

10. Earnings per share

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

9. 股息

於本中期期間內，本公司已向本公司擁有人宣告及派付截至二零一一年十二月三十一日止年度之終期股息每股25.7港仙(二零一一年：截至二零一零年十二月三十一日止年度為每股19.0港仙)。於本中期期間宣派及支付之終期股息合共429,003,000港元(二零一一年：319,268,000港元)。

於中期期間結束後，董事會宣告派付於二零一二年八月二十四日名列本公司股東名冊之本公司擁有人中期現金股息每股21.8港仙(二零一一年：19.2港仙)。

10. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

		Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Earnings	盈利		
Profit for the period attributable to owners of the Company for the purposes of basic and diluted earnings per share	就計算每股基本及攤薄盈利而言之本公司擁有人應佔本期間溢利	909,885	807,309
		30 June, 2012 二零一二年 六月三十日 '000 千股	30 June, 2011 二零一一年 六月三十日 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of basic earnings per share	就計算每股基本盈利而言之普通股加權平均數	1,667,909	1,680,005
Effect of dilutive potential ordinary shares issuable under the Company's share option scheme	本公司購股權計劃項下可發行普通股之潛在攤薄影響	6,488	11,292
Weighted average number of ordinary shares for the purpose of diluted earnings per share	就計算每股攤薄盈利而言之普通股加權平均數	1,674,397	1,691,297

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

11. Investment properties

11. 投資物業

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元
Fair value at 1 January	於一月一日之公平值	1,147,261
Additions during the period	期內添置	1,806
Transfer from property, plant and equipment and prepaid lease payments	由物業、廠房及設備及預付租賃款項轉入	850,480
Increase in fair value recognised in the condensed consolidated statement of comprehensive income	於簡明綜合全面收益表確認之公平值增加	
— Realised gain on disposal	— 出售後之已變現收益	339
— Unrealised gain	— 未變現收益	4,365
Disposals	出售	(6,390)
Exchange adjustments	匯兌調整	(11,531)
Fair value at 30 June	於六月三十日之公平值	1,986,330

The carrying amount of investment properties shown above comprises:

上述投資物業之賬面值包括：

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
Land in Hong Kong held under medium lease	於香港根據中期租約持有之土地	50,050	53,250
Land in PRC held under medium lease	於中國根據中期租約持有之土地	1,936,280	1,094,011
		1,986,330	1,147,261

The fair value of the Group's investment properties in Hong Kong at 30 June, 2012 have been arrived at on the basis of a valuation carried out on that date by the directors of the Company. The valuation was arrived at using direct comparison method by reference to relevant market prices for similar properties in the same locations and conditions.

本集團位於香港之投資物業於二零一二年六月三十日之公平值乃由本公司董事於該日進行之評估確定。估值乃使用直接比較方法參考在相同地點及狀況之類似物業之有關市價後釐定。

Notes to the Condensed Consolidated Financial Statements (continued)

11. Investment properties (continued)

Fair value of the Group's investment properties situated in the PRC as at 30 June, 2012 has been arrived at based on a valuation carried out on that date by the directors of the Company. The fair value are determined based on the income method by capitalising future rental income derived from the property interest at an appropriate market yield as at 30 June, 2012 with due allowance for the reversionary income potential of the properties for the remaining term of the land use rights of the properties. While the fair value of investment properties under construction are determined based on residual approach by reference to comparable sales evidence as available on the market and deduct the expected construction cost estimated to completed.

The fair value of the Group's investment properties in Hong Kong at 31 December, 2011 were determined by the directors of the Company. The directors of the Company carried out an assessment on the fair value of the Group's investment properties in Hong Kong at 31 December, 2011 with reference to a valuation report prepared by CBRE HK Limited ("CBRE"), carried out at 30 November, 2011 and recent property market data of similar properties in the relevant locations during December 2011. CBRE are independent qualified professional valuers not connected with the Group. They are members of the Hong Kong Institute of Surveyors, and have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. In the opinion of the directors, the fair values of these properties at 31 December, 2011 approximate the fair value at 30 November, 2011. The valuation at 30 November, 2011 was arrived at using direct comparison method by reference to relevant market prices for similar properties in the same locations and conditions.

Fair value of the Group's investment properties situated in the PRC as at 31 December, 2011 were determined by the directors of the Company. The directors of the Company carried out an assessment on the fair value of the Group's investment properties in the PRC at 31 December, 2011 with reference to a valuation report prepared by CBRE, carried out at 30 November, 2011 and recent property market data of similar properties in the relevant locations during December 2011. In the opinion of the directors, the fair values of these properties at 31 December, 2011 approximate the fair value at 30 November, 2011. The fair value at 30 November, 2011 of completed investment properties are determined based on the income method by capitalising future rental income derived from the property interest at an appropriate market yield as at 30 November, 2011 with due allowance for the reversionary income potential of the properties for the remaining term of the land use rights of the properties.

The resulting increase in fair value of investment properties of HK\$4,704,000 has been recognised directly in profit or loss for the six months ended 30 June, 2012 (six months ended 30 June, 2011: HK\$7,121,000).

簡明綜合財務報表附註(續)

11. 投資物業(續)

本集團位於中國之投資物業於二零一二年六月三十日之公平值乃由本公司董事於該日進行之評估確定。公平值乃根據收入法，按於二零一二年六月三十日適當市場回報率計算之未來租金收入資本化而釐定，並充分考慮於土地使用權之剩餘年期之收入潛力。而在建中投資物業公平值按餘值方法參考在市場上提供可比銷售數據，減去估計餘下所須建築成本後釐定。

本集團在香港的投資物業於二零一一年十二月三十一日的公平值由本公司董事確定。於二零一一年十二月三十一日，本公司董事參考世邦魏理仕香港有限公司(「世邦魏理仕」)在二零一一年十一月三十日對本集團的投資物業發出估值報告，及二零一一年十二月在相關地點同類物業市場數據而對其公平值作出評估。世邦魏理仕為與本集團並無關連之獨立合資格專業估值師，他們為香港測量師學會之成員，並具備適當資格及擁有在有關地點進行類似物業估值之近期經驗。董事認為，這些投資物業在二零一一年十二月三十一日及二零一一年十一月三十日之公平值相若。於二零一一年十一月三十日的估值乃參考類似物業在相同的位置和狀況有關的市場價格採用直接比較法釐定。

本集團在中國的投資物業於二零一一年十二月三十一日的公平值由本公司董事確定。於二零一一年十二月三十一日，本公司董事參考世邦魏理仕在二零一一年十一月三十日對本集團的投資物業發出估值報告，及二零一一年十二月在相關地點同類物業市場數據而對其公平值作出評估。董事認為，這些投資物業在二零一一年十二月三十一日及二零一一年十一月三十日之公平值相若。已落成之投資物業於二零一一年十一月三十日的公平值採用收入法，按於二零一一年十一月三十日適當市場回報率計算之未來租金資本化而釐定，並充分考慮物業於土地使用權之剩餘年期之收入潛力。

由此增加的投資物業公平值4,704,000港元已直接確認於截至二零一二年六月三十日止六個月之損益中(截至二零一一年六月三十日止六個月：7,121,000港元)。

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

12. Property, plant and equipment

12. 物業、廠房及設備

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元
Carrying value at 1 January	於一月一日之賬面值	3,985,972
Additions	添置	175,429
Depreciation	折舊	(109,128)
Transfer to investment properties	轉至投資物業	(38,280)
Disposals	出售	(83)
Exchange adjustments	匯兌調整	(23,231)
Carrying value at 30 June	於六月三十日之賬面值	3,990,679

13. Prepaid lease payments

13. 預付租賃款項

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元
Carrying value at 1 January	於一月一日之賬面值	1,395,848
Amortization	攤銷	(11,269)
Transfer to investment properties	轉至投資物業	(643,323)
Exchange adjustments	匯兌調整	(14,674)
Carrying value at 30 June	於六月三十日之賬面值	726,582

14. Interests in associates

14. 於聯營公司權益

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
Unlisted, at cost	非上市，按成本	1,514,131	1,514,131
Discount arising on acquisition of additional interest in an associate	收購一間聯營公司額外權益所產生之折讓	114,556	114,556
Share of post-acquisition profits and other comprehensive income	應佔收購後之溢利及其他全面收入	525,401	411,152
		2,154,088	2,039,839

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

14. Interests in associates (continued)

As at 30 June, 2012 and 31 December, 2011, the Group had interests in the following associates:

14. 於聯營公司權益(續)

於二零一二年六月三十日及二零一一年十二月三十一日，本集團於以下聯營公司擁有權益：

Name of entity 實體名稱	Form of business structure 業務結構模式	Place/ country of establishment/ incorporation/ 註冊地點/國家	Principal place of operation 主要經營地點	Proportion of nominal value of issued capital/ registered capital held by the Group 本集團所持已發行股本/ 註冊股本面值比例		Proportion of voting power held 所持投票權比例		Principal activity 主要業務
				30 June, 2012 二零一二年六月三十日	31 December, 2011 二零一一年十二月三十一日	30 June, 2012 二零一二年六月三十日	31 December, 2011 二零一一年十二月三十一日	
石家莊北國人百集團 有限責任公司 ("Beiren Group") (Note 1) (「北人集團」)(附註1)	Establishment 註冊成立	PRC 中國	PRC 中國	49%	49%	49%	49%	Investment holding of a group of companies engaging in operation of department stores, supermarkets and property leasing 從事百貨店、超市及物業租賃業務之集團公司之投資控股
河北北國先天下廣場 有限責任公司 ("Future Mall") (Note 2) (「先天下廣場」)(附註2)	Establishment 註冊成立	PRC 中國	PRC 中國	48%	48%	48%	48%	Retailing businesses in the PRC 在中國從事零售業務
Dragon Sign Limited 龍信有限公司	Incorporation 註冊成立	Hong Kong 香港	PRC 中國	50%	50%	50%	50%	Investment holding of a company engaged in operation of restaurants in the PRC 在中國從事食肆經營之公司之投資控股

Notes:

- The Group's 60% owned subsidiary, 河北旭源投資有限公司 holds equity interest of 49% (31 December, 2011: 49%) in the Beiren Group.
- The Group's 60% owned subsidiary, Ample Sun Group Limited, holds equity interest of 48% (31 December, 2011: 48%) in Future Mall. In addition, as at 30 June, 2012 and 31 December, 2011, 37.7% equity interest of Future Mall was owned indirectly by Beiren Group.

附註：

- 本集團擁有60%權益之附屬公司河北旭源投資有限公司持有北人集團49%(二零一一年十二月三十一日:49%)股本權益。
- 本集團擁有60%權益之附屬公司益良集團有限公司持有先天下廣場48%(二零一一年十二月三十一日:48%)股本權益。此外，於二零一二年六月三十日及二零一一年十二月三十一日，北人集團間接持有先天下廣場37.7%股本權益。

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

15. Trade and other receivables

15. 應收賬款及其他應收款項

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
Trade receivables	應收賬款	98,173	91,058
Prepayment	預付賬款	61,523	71,833
Deposit paid	已付按金	21,984	20,869
Value added tax (VAT) receivable	應收增值稅	55,028	69,181
Others	其他	113,831	73,732
Total trade and other receivables	應收賬款及其他應收款項總額	350,539	326,673

The Group's retail sales to customers are mainly made in cash, through debit card or credit card payments without a defined credit policy, as its major trade receivables arise from credit card sales and other receivables are normally settled 30 days in arrear. The following is an aged analysis of trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period:

本集團向顧客作出的零售銷售主要以現金進行，可以現金、記賬卡或信用卡付款。由於本集團主要應收賬款來自信用卡銷售，故並無既定信貸政策。其他應收款項一般於三十日後結算。以下為於報告期間結算日應收賬款(扣除呆賬撥備)根據發票日期之賬齡分析：

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
0-30 days	0日至30日	94,868	89,456
31-60 days	31日至60日	2,055	1,335
61-90 days	61日至90日	714	235
Over 90 days	超過90日	536	32
		98,173	91,058

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

16. Amount due from a jointly controlled entity

Included in amount due from a jointly controlled entity was an amount of HK\$97,680,000 (2011: Nil), which was unsecured, interest-bearing at 3.5% per annum and repayable in one year. The remaining amount was prepaid rentals, which was unsecured and interest free.

16. 應收一家共同控制實體款項

應收一家共同控制實體款項中包括一筆金額為97,680,000港元(二零一一年:無)無抵押、年利率為3.5%及須於一年內償還款項。其餘款項為無抵押及免息預付租金。

17. Financial assets at fair value through profit or loss

17. 按公平值計入損益之金融資產

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
Financial assets held for trading purpose:	持作出售用途之金融資產:		
— listed equity securities in Hong Kong	— 於香港上市股本證券	32,698	68,430
— listed equity securities in Singapore	— 於新加坡上市股本證券	—	10,483
— listed equity securities in London	— 於倫敦上市股本證券	2,736	3,570
— unlisted debt securities	— 非上市債券	1,658,523	1,011,431
		1,693,957	1,093,914
Others:	其他:		
— unlisted equity securities	— 非上市股本證券	50,660	50,660
		1,744,617	1,144,574

At 30 June, 2012, financial assets at fair value through profit or loss ("FVTPL") with carrying amount of HK\$519,220,000 (2011: HK\$465,907,000) have been pledged as security for loan facility granted to the Group.

於二零一二年六月三十日，已抵押賬面值519,220,000港元(二零一一年:465,907,000港元)之按公平值計入損益(「按公平值計入損益」)之金融資產，已獲取授與本集團融資額度。

The unlisted equity securities represent the retained 10% equity interest in 瀋陽佳建置業開發有限公司 after the disposal. As at 30 June, 2012, the fair value was determined having regards to the fair value of the underlying investment properties at 30 June, 2012 determined by the directors of the Company based on residual approach by reference to comparable sales evidence as available on the market and deduct the expected construction cost estimated to completion and adjusted by applying a discount for lack of marketability. As at 31 December, 2011, the fair value was determined having regards to the most recent disposal transaction between the Group and a third party and adjusted by applying a discount for lack of marketability.

非上市股本證券指公司於出售後仍保留在瀋陽佳建置業開發有限公司的10%股權利益。於二零一二年六月三十日，公平值的確定根據相關的投資物業於二零一二年六月三十日由本公司董事釐定的公平值確定。該評估參考市場獲得可比銷售數據，應用殘留方法，減去預計餘下所須建築成本和對其因缺乏市場而作出折讓釐定。於二零一一年十二月三十一日，公平值之確定是根據最近集團和第三方之間的出售交易並對其因缺乏市場而作出的折讓。

The fair value of the remaining financial assets at FVTPL is determined based on the quoted market prices and valuations provided by counterparty financial institution with reference to price derived from the over-the-counter market.

按公平值計入損益之其餘金融資產之公平值乃根據所報之市場價格和對方金融機構參考場外交易市場價提供之公平值所釐訂。

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

18. Trade and other payables

18. 應付賬款及其他應付款項

		30 June, 2012	31 December, 2011
		二零一二年 六月三十日	二零一一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	應付賬款	206,330	291,820
Concessionaire sales payable	應付特許專櫃銷售款項	817,273	1,168,121
Deferred income	遞延收益	158,366	151,786
Rental deposit received	已收租賃按金	58,572	53,378
Accrued expenses	應計支出	199,055	214,395
VAT payable	應付增值稅	14,601	31,298
Others	其他	224,651	167,935
Total trade and other payables	應付賬款及其他應付款項總額	1,678,848	2,078,733

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

以下為於報告期間結算日應付賬款根據發票日期之賬齡分析：

		30 June, 2012	31 December, 2011
		二零一二年 六月三十日	二零一一年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
0-30 days	0日至30日	160,339	251,839
31-60 days	31日至60日	41,191	37,459
61-90 days	61日至90日	1,907	514
Over 90 days	超過90日	2,893	2,008
		206,330	291,820

The average credit period of trade payables and concessionaire sales payable is within 45 days. All concessionaire sales payable are aged within 45 days. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

應付賬款及應付特許專櫃銷售款項之平均信貸期為45日以內。所有應付特許專櫃銷售款項之賬齡均於45日以內。本集團設有財務風險管理政策，確保所有應付款項於信貸期限內支付。

Notes to the Condensed Consolidated Financial Statements (continued)

19. Bank and other borrowings

簡明綜合財務報表附註(續)

19. 銀行及其他借貸

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
Bank borrowings (note a)	銀行貸款(附註a)	4,577,283	6,623,734
Bonds (note b)	債券(附註b)	3,875,028	—
		8,452,311	6,623,734

Notes:

- (a) During the current interim period, the Company repaid bank borrowings amounting to HK\$2,497,774,000 (six months ended 30 June, 2011: HK\$1,395,400,000) and obtained new bank borrowings amounting to HK\$459,843,000 (six months ended 30 June, 2011: HK\$1,679,341,000) which were used as general working capital.
- (b) Two series fixed rate corporate bonds ("Bonds") were issued by LS Finance (2017) Limited ("LS Finance"), a wholly owned subsidiary of the Company during the six months ended 30 June, 2012.

In January and March 2012, LS Finance concluded public offering of the Bonds of US\$350,000,000 and US\$150,000,000 respectively (equivalent to approximately HK\$3,880,000,000 in aggregate). The purpose of the Bonds is to satisfy funding requirements for the capital expenditures relating to new department store projects in the PRC. The Bonds carry fixed coupon rate of 5.25% per annum, payable semi-annually in arrears. The first tranche bond, issued at discount, carries effective interest rate of 5.54% per annum, whereas the second tranche, issued at premium, carries effective interest of 4.70% per annum. The principal amount of the Bonds is repayable 5 years from the date of issue of the first tranche of the Bonds, i.e. January 2017 and unconditionally and irrevocably guaranteed by the Company.

The Bonds are subject to redemption, in whole but not in part, at their principal amount, together with interest accrued to the date of redemption, at the option of LS Finance at any time in the event of certain changes affecting taxes of British Virgin Islands and Cayman Islands. The Bonds also contain a provision for redemption at the option of the bondholders at 101% of the principal amount of each bond, together with interest accrued to the date for redemption, upon a change of controlling shareholder with respect to LS Finance.

附註:

- (a) 在本中期期間，本公司償還銀行貸款金額為2,497,774,000港元(截至二零一一年六月三十日止六個月: 1,395,400,000港元)，並獲得新的銀行貸款總額為459,843,000港元(截至二零一一年六月三十日止六個月: 1,679,341,000港元)作為一般營運資金。
- (b) 截至二零一二年六月三十日止六個月，LS Finance (2017) Limited (「LS Finance」)，本公司的全資附屬公司，發行兩個系列固定利率的公司債券(「債券」)。

於二零一二年一月及三月LS Finance完成公開發行分別為350,000,000美元及150,000,000美元之債券(相等於合共約3,880,000,000港元)。發行債券的目的是滿足在中國有關新百貨店項目資本支出之資金需求。債券附帶固定票面年利率5.25%，欠付利息須每半年支付。首批債券以折讓價發行，實際年利率為5.54%。而第二批債券則以溢價發行，實際年利率為4.70%。債券本金於首批債券發行日後五年償還，即二零一七年一月並由本公司無條件並不可撤銷地提供擔保。

當英屬維爾京群島及開曼群島的稅項發生變化時，LS Finance於任何時間可選擇贖回全部(但不是部分)債券本金及累計至贖回日之利息。債券還包含一贖回條款，當LS Finance控股股東有所改變，債券持有人有權要求以債券本金額的101%，連同至贖回日之累計利息，予以贖回。

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

20. Share capital

20. 股本

		Number of shares 股份數目	Amount 款項 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.005 each as at 31 December, 2011 and 30 June, 2012	於二零一一年十二月三十一日 及二零一二年六月三十日 每股面值0.005港元之普通股	4,000,000,000	20,000
Issued and fully paid:	已發行及繳足：		
At 1 January, 2012	於二零一二年一月一日	1,667,513,500	8,338
Exercise of share options (note a)	行使購股權(附註a)	3,364,000	16
Repurchase of shares (note b)	購回股份(附註b)	(6,877,500)	(34)
At 30 June, 2012	於二零一二年六月三十日	1,664,000,000	8,320

Notes:

附註：

- (a) During the current interim period, 161,000 shares of HK\$0.005 each were issued at HK\$6.16 per share upon exercise of the 2005 share option and 3,203,000 shares of HK\$0.005 each were issued at HK\$6.40 per share upon exercise of the 2009 share option of the Company by share option holders and all these shares rank pari passu with other ordinary shares of the Company in all respects.
- (b) During the current interim period, 6,877,500 shares of HK\$0.005 each were repurchased at a total consideration of HK\$111,829,000. The price of repurchase was ranging from HK\$15.60 to HK\$16.52 for each share.

- (a) 於本中期間內，本公司於購股權持有人行使二零零五年之購股權時按每股6.16港元發行161,000股每股面值0.005港元之股份，及行使二零零九年之購股權時按每股6.40港元發行3,203,000股每股面值0.005港元之股份，所有該等股份於各方面與本公司其他普通股享有同等權益。
- (b) 於本中期間內，以總代價111,829,000港元購回每股面值0.005港元之6,877,500股股份。每股購回價介乎15.60港元至16.52港元之間。

21. Share-based payment transactions

The Company has share options scheme for eligible employees and a director of the Company.

21. 股份付款交易

本公司為其合資格僱員及一名董事設有購股權計劃。

Details of specific categories of options are as follows:

特定類別購股權詳情如下：

Option type 購股權種類	Date of grant 授出日期	Vesting period 歸屬期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Adjusted exercise price 經調整行使價 HK\$ 港元
2005 二零零五年	7.10.2005 二零零五年 十月七日	7.10.2005-7.10.2008 二零零五年十月七日至 二零零八年十月七日	7.10.2006-26.3.2014 二零零六年十月七日至 二零一四年三月二十六日	12.32	6.16 (note 1) (附註1)
2007C 二零零七年丙	31.8.2007 二零零七年 八月三十一日	31.8.2007-1.10.2010 二零零七年八月三十一日至 二零一零年十月一日	1.10.2008-26.3.2014 二零零八年十月一日至 二零一四年三月二十六日	37.00	18.50 (note 1) (附註1)
2009 (note 2) 二零零九年(附註2)	2.2.2009 (note 3) 二零零九年 二月二日(附註3)	2.2.2009-7.2.2012 二零零九年二月二日至 二零一二年二月七日	7.2.2010-26.3.2014 二零一零年二月七日至 二零一四年三月二十六日	6.40	6.40

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

21. Share-based payment transactions (continued)

Notes:

- (1) The exercise price has been adjusted upon sub-division of shares of the Company of HK\$0.01 to HK\$0.005 on 27 September, 2007.
- (2) During the year ended 31 December, 2009, 20,400,000 share options were newly granted as replacement for the cancelled share options under option types of 2007A and 2007B and this is accounted for as a modification of the original share options.
- (3) Option subject to approval by independent shareholders was proposed and granted by the Board of Directors on 2 February, 2009. The approval was subsequently obtained on 3 March, 2009, which is the date of grant as defined in accordance with HKFRS 2.

The following table sets out movements of the Company's share options held by certain employees and a director:

2012

Option type	購股權種類	Outstanding at 31 December, 2011 於二零一一年 十二月三十一日 尚未行使	Exercised during the period 期內行使	Cancelled during the period 期內註銷	Outstanding at 30 June, 2012 於二零一二年 六月三十日 尚未行使
2005	二零零五年	594,000	(161,000)	—	433,000
2007C	二零零七年丙	17,020,000	—	—	17,020,000
2009	二零零九年	10,951,000	(3,203,000)	(180,000)	7,568,000
Total	總計	28,565,000	(3,364,000)	(180,000)	25,021,000
Exercisable at end of the period	於期終可予行使				25,021,000
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Weighted average exercise price per share	每股加權平均行使價	13.60	6.39	6.40	14.63

The Group recognised an expense in the condensed consolidated statement of comprehensive income of approximately HK\$0.2 million (six months ended 30 June, 2011: HK\$1.4 million) for the period ended 30 June, 2012 in relation to the share options granted by the Company.

The weighted average closing price of the Company's shares at dates on which the options were exercised during the period was HK\$18.38.

21. 股份付款交易(續)

附註:

- (1) 行使價已於二零零七年九月二十七日公司股份由0.01港元拆細至0.005港元時調整。
- (2) 截止二零零九年十二月三十一日止年度，本公司新授出20,400,000份購股權，以取代二零零七年甲及二零零七年乙購股權種類項下已註銷之購股權，並以修改原購股權之方式入賬。
- (3) 董事會於二零零九年二月二日建議及授出有待獨立股東批准之購股權，其後於根據香港財務報告準則第2號界定之授出日期二零零九年三月三日取得批准。

下表披露若干僱員及一名董事所持本公司購股權之變動：

二零一二年

於截至二零一二年六月三十日止期間，本集團就本公司授出購股權於簡明綜合全面收益表確認開支約200,000港元(截至二零一一年六月三十日止六個月：1,400,000港元)。

就期內已行使購股權而言，各行使日期之加權平均收市價為18.38港元。

Notes to the Condensed Consolidated Financial Statements (continued) 簡明綜合財務報表附註(續)

22. Capital and other commitments

22. 資本及其他承擔

		30 June, 2012 二零一二年 六月三十日 HK\$'000 千港元	31 December, 2011 二零一一年 十二月三十一日 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment	有關購入物業、廠房及設備之資本開支		
— Authorised but not contracted for	— 已授權惟未訂約	559,700	537,700
— Contracted for but not provided in the condensed consolidated financial statements	— 已訂約惟未於簡明綜合財務報表撥備	449,600	430,700
		1,009,300	968,400
Capital expenditure in respect of the acquisition of PRC land use right contracted for but not provided in the condensed consolidated financial statements	已訂約收購中國土地使用權但未在簡明綜合財務報表撥備的資本開支	2,409,766	2,434,300
		3,419,066	3,402,700

23. Related party disclosure

During the period, the Group had entered into the following significant transactions with the following related parties:

23. 有關連人士披露

期內，本集團曾與以下有關連人士進行下列重大交易：

Name of related parties 有關連人士名稱	Nature of transaction 交易性質	Six months ended 30 June, 截至六月三十日止六個月	
		2012 二零一二年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Shanghai Joinbuy City Plaza Co. Ltd. ("Property JV") 上海九百城市廣場有限公司(「物業合營企業」)	Rental and management fee paid (note 1) 已付租金及管理費(附註1)	117,720	115,579
	Loan interest receivable (note 1) 應收貸款利息(附註1)	1,777	—
Chow Tai Fook Jewellery Co., Ltd. ("CTF Jewellery") 周大福珠寶金行有限公司(「周大福珠寶」)	Income from concessionaire sales (note 2) 特許專櫃銷售收入(附註2)	13,953	9,801
周大福珠寶金行(蘇州)有限公司(「周大福蘇州珠寶」)	Income from concessionaire sales in Suzhou store (note 2) 於蘇州店特許專櫃銷售收入(附註2)	1,317	2,738
	Income from concessionaire sales in Shanghai store (note 2) 於上海店特許專櫃銷售收入(附註2)	1,492	1,924
北京周大福珠寶金行有限公司(「北京周大福珠寶」)	Income from concessionaire sales in Dalian store (note 2) 於大連店特許專櫃銷售收入(附註2)	664	722
	Rental income in Tianjin store (note 2) 於天津店租金收入(附註2)	1,949	1,721
重慶周大福鐘錶銷售有限公司(「重慶周大福鐘錶」)	Income from concessionaire sales in Shanghai store (note 2) 於上海店特許專櫃銷售收入(附註2)	2,066	—
Hong Kong Island Development Limited ("Hong Kong Island") 香島發展有限公司(「香島」)	Rental, vetting fee, air-conditioning charges and management fee paid (note 2) 已付租金、審批費用、空調費及管理費(附註2)	32,918	28,892

Notes to the Condensed Consolidated Financial Statements (continued)

23. Related party disclosure (continued)

Notes:

- (1) Property JV is a jointly controlled entity in which the Group has 50% interest.
- (2) CTF Jewellery, 周大福蘇州珠寶, 北京周大福珠寶, 重慶周大福鐘錶 and Hong Kong Island are companies in which Dató Dr. Cheng Yu-tung and Dr. Cheng Kar-shun, Henry, directors of the Company, have control over the companies.
- (3) At 30 June, 2012, concessionaire sales payable included amounts of approximately HK\$20,197,000, HK\$10,197,000, HK\$1,765,000 and HK\$2,792,000 (31 December, 2011: HK\$39,644,000, HK\$10,860,000, HK\$1,735,000 and HK\$2,609,000) aged within 30 days due to CTF Jewellery, 周大福蘇州珠寶, 北京周大福珠寶 and 重慶周大福鐘錶 respectively. These trading balances are unsecured, non-interest bearing and repayable according to the terms of the concessionaire dealership agreement.

24. Event after the end of the interim period

Subsequent to the end of the interim period, Sogo Hong Kong Company Limited (“Sogo HK”), a wholly owned subsidiary of the Company, has agreed with the landlord, Hong Kong Island, to early terminate the lease of the Amazon, No. 12 Salisbury Road, Tsimshatsui, Kowloon (the “Premises”) after Hong Kong Island has exercised its right of early termination under the lease. Sogo HK has agreed, inter alia, to surrender and deliver up vacant possession of the Premises by stage on or before 15 February, 2014.

Certain leasehold improvements and fixtures to the Premises with a carrying value in the amount of approximately HK\$39 million as at 30 June, 2012 will have to be written off over the remaining lease term. Compared with an annual depreciation charge of approximately HK\$6.4 million, the additional annual depreciation charge will be approximately HK\$17 million.

簡明綜合財務報表附註(續)

23. 有關連人士披露(續)

附註:

- (1) 物業合營企業為本集團擁有50%權益之共同控制實體。
- (2) 周大福珠寶、周大福蘇州珠寶、北京周大福珠寶、重慶周大福鐘錶及香島為本公司董事拿督鄭裕彤博士及鄭家純博士擁有控制權的公司。
- (3) 於二零一二年六月三十日,應付特許專櫃銷售款項中包括須於30天內支付予周大福珠寶、周大福蘇州珠寶、北京周大福珠寶及重慶周大福鐘錶之款項,分別約20,197,000港元、10,197,000港元、1,765,000港元及2,792,000港元(二零一一年十二月三十一日:39,644,000港元、10,860,000港元、1,735,000港元及2,609,000港元)。此等賬款結餘為無抵押、免息及須按特許專櫃經營協議條款償還。

24. 中期報告期後事件

於中期報告期後,本集團之全資附屬公司崇光(香港)百貨有限公司(崇光香港)於業主一香島行使其於租約下賦予之提前終止租約權後與香島達成協議,提前終止位於九龍尖沙咀梳士巴利道12號亞瑪遜物業(「該物業」)之租約。而崇光香港已同意於二零一四年二月十五日或以前分階段交還該物業。

該物業於二零一二年六月三十日淨賬面值約39,000,000港元之若干租賃物業裝修將於尖沙咀租約餘下期間內全數攤銷。對比相關年度折舊費用約6,400,000港元,因租賃物業裝修的攤銷引致之額外年度折舊費用將約為17,000,000港元。

Independent Review Report

獨立審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF
LIFESTYLE INTERNATIONAL HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the condensed consolidated financial statements of Lifestyle International Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 5 to 28, which comprises the condensed consolidated statement of financial position as of 30 June, 2012 and the related condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express on these condensed consolidated financial statements based on our review, and to report our conclusion 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.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements 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 Hong Kong 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 condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
6 August 2012

致利福國際集團有限公司董事局
(於開曼群島註冊成立之有限公司)

引言

本核數師已審閱載於第5至28頁利福國際集團有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)之簡明綜合財務報表,其包括於二零一二年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合全面收益表、簡明綜合權益變動表和簡明綜合現金流量表及若干說明附註。香港聯合交易所有限公司主板證券上市規則規定,就中期財務資料編製之報告必須符合當中有關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司之董事須負責根據香港會計準則第34號編製及呈列該簡明綜合財務報表。本核數師之責任是根據審閱對該簡明綜合財務報表作出結論,並按照委聘之協定條款僅向閣下作為一個團體報告結論,且並無其他目的。本核數師不會就本報告之內容向任何其他人士負上或承擔任何責任。

審閱範圍

本核數師已根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱。審閱該等簡明綜合財務報表包括主要向負責財務和會計事務之人員作出查詢,並進行分析和其他審閱程序。審閱範圍遠少於根據香港核數準則進行審核之範圍,故本核數師不能保證本核數師將知悉在審核中可能發現之所有重大事項。因此,本核數師不會發表審核意見。

結論

按照本核數師之審閱,本核數師並無發現任何事項,令本核數師相信簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師
香港
二零一二年八月六日

Interim Dividend and Closure of Register of Members

中期股息及截止過戶登記

Interim Dividend

The Board has declared an interim dividend for the six months ended 30 June, 2012 of HK cents 21.8 (the "Interim Dividend") (2011: HK cents 19.2) in cash per share. The Interim Dividend will be paid on or about Friday, 31 August, 2012 to shareholders whose names appear on the Register of Members of the Company at the close of business at 4:30 p.m. on Friday, 24 August, 2012.

Closure of Register of Members

For the purpose of determination of entitlement to the Interim Dividend, the Register of Members of the Company will be closed from Wednesday, 22 August, 2012 to Friday, 24 August, 2012 (both days inclusive) during which period no transfer of shares will be effected. In order to qualify for the Interim Dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 August, 2012.

中期股息

董事會宣佈分派截至二零一二年六月三十日止六個月之中期現金股息為每股21.8港仙(「中期股息」)(二零一一年：19.2港仙)。中期股息將約於二零一二年八月三十一日(星期五)派付予於二零一二年八月二十四日(星期五)下午四時三十分營業時間結束時名列本公司股東名冊之股東。

截止過戶登記

為確定獲享中期股息之資格，本公司將由二零一二年八月二十二日(星期三)至二零一二年八月二十四日(星期五)(首尾兩天包括在內)期間暫停辦理股份過戶手續，該期間將不會登記任何股份過戶。為確保符合資格享有中期股息，所有過戶表格連同有關股票須於二零一二年八月二十一日(星期二)下午四時三十分前送交本公司之香港股份過戶登記分處(香港中央證券登記有限公司)，地址為香港灣仔皇后大道東183號合和中心17樓1712至1716室，辦理股份過戶手續。

Financial Review

財務回顧

Turnover and Sales Proceeds

For the period under review, the Group's turnover grew to HK\$2,646 million, a 10% increase from HK\$2,405 million recorded in the first half of 2011. Net sales proceeds were up 9.8% from HK\$5,591 million to HK\$6,137 million, with the Hong Kong operations contributing HK\$4,495 million and PRC stores HK\$1,642 million, respectively accounting for 73% and 27% of the Group's sales proceeds.

Gross Profit and Gross Margin

Gross profit margin as a percentage of net sales proceeds was 25.3% for the first half of 2012, compared with 25.0% for the same period in 2011. The mild improvement in gross margin was mainly attributable to lower sales growth of certain merchandizes, such as gold, jewellery and luxury accessories items, which carry lower commission rates, during the period as compared to the same period last year. Gross profit rose to HK\$1,555 million, up 11.4% from HK\$1,396 million in 2011. Gross profit margin as a percentage of turnover edged up to 58.8% from 58.0% in 2011.

Net Profit

During the period under review, the Group's net profit attributable to owners of the Company was approximately HK\$910 million, up 12.7% from HK\$807 million over the same period in 2011. Profit before non-controlling interests as a percentage of turnover increased from 33.6% to 37.9%. The mild margin expansion was attributable to still positive operating leverage from the Group's Hong Kong operations. Interest and investment income from the Group's surplus cash and investment portfolio has seen significant increase during the period as compared to last year but at the same time this was somewhat off-set by a much higher finance cost associated with the US dollar bond issued during the period. The resulting net interest/investment income for the period was HK\$3.4 million versus that of HK\$27 million same period last year. The group's net profit for the period has further been lifted by an increased share of profit of associates of some HK\$41 million (before non-controlling interests) during the period.

Selling and Distribution Costs

The increase of approximately 9.1% of the Group's selling and distribution costs during the period was due mainly to an increase in staff costs, higher promotional and marketing expenses and repair and maintenance costs. Total selling and distribution expenses as a percentage of total sales proceeds of the Group remained relatively stable at around 8%.

Administrative Expenses

The Group's administrative expenses during the period were rather stable and similar to last year, represented approximately 1.8% of the Group's total sales proceeds.

營業額及銷售所得款項

回顧期內，本集團營業額增加至26.46億港元，較二零一一年上半年錄得之24.05億港元增長10%。銷售所得款項淨額由55.91億港元上升9.8%至61.37億港元，當中香港業務佔44.95億港元，而中國內地店舖則佔16.42億港元，分別佔本集團銷售所得款項之73%及27%。

毛利及毛利率

於二零一二年上半年，按銷售所得款項淨額計算之毛利率為25.3%，二零一一年同期則為25.0%。毛利率輕微改善主要由於比較去年同期，期內若干佣金率較低的貨品（例如黃金、珠寶及高檔飾物配飾）之銷售增長幅度下降。毛利由二零一一年之13.96億港元上升11.4%至15.55億港元。按營業額計算之毛利率則由二零一一年之58.0%微升至58.8%。

純利

回顧期內，本公司擁有人應佔本集團純利為9.10億港元，較二零一一年同期錄得之8.07億港元上升12.7%。按營業額計算（於計算非控股權益前）之利潤率由33.6%上升至37.9%，利潤率的輕微改善主要由於本集團的香港業務仍然有經營槓杆的優勢。期內本集團來自閒置資金及投資組合的利息及投資收入比去年同期顯著增加，惟同時間被在期內發行的美金債券產生的較高融資成本所抵銷。回顧期內淨利息／投資收入為340萬港元，而去年同期則為2,700萬港元。本集團期內純利上升亦由於應佔聯營公司溢利（於計算非控股股東權益前）增加4,100萬港元所帶動。

銷售及分銷成本

本集團期內銷售及分銷成本上升約9.1%是主要由於員工成本、宣傳推廣及維修保養費用增加所致。按總銷售所得款項計算之銷售及分銷成本比率相對保持平穩，約為8%。

行政開支

本集團期內之行政開支相對穩定，與去年相近，約佔總銷售所得款項1.8%。

Finance Costs

The Group's finance costs surged from HK\$20.5 million same period last year to HK\$135.4 million during the period which comprised mainly interests on bank loans, including the HK\$5 billion syndicated loan facilities as well as additional interests in respect of the US\$500 million bonds. During the period under review, a total of HK\$14.3 million (2011: HK\$2.4 million) of interest has been capitalised as part of the costs of property under development.

Investment Income

Investment income of HK\$138.8 million (2011: HK\$47.1 million) comprises interest and investment income from the Group's surplus funds and investment portfolio as well as fair value changes on the investment portfolio which consists mainly of fixed income investment products. The significant increase in interest income this period was mainly due to higher level of surplus cash and bank balances resulting from the bond proceeds and drawdown of the Group's bank loans before they are applied to settling capital expenditures of the Group.

Liquidity and Financial Resources

The Group was at slight net debt position (HK\$98 million) as at 30 June, 2012, with approximately HK\$8,354 million of cash and bank balances, and approximately HK\$4,577 million of bank loans and HK\$3,875 million bonds payable. The Group should have been at net cash position at 30 June, 2012 had it not increased its investment portfolio during the period for the purpose of enhancing the overall yield on surplus cash. The investment portfolio, comprising mainly fixed income products such as corporate bonds and certificate of deposits issued by banks, increased from HK\$1,094 million at the beginning of the year to HK\$1,694 million as at 30 June, 2012.

Approximately 52% of the Group's total cash and bank balances were held at banks in Hong Kong and the remaining approximately 48% are deposited with banks in the PRC. The Group's bank loans included a HK dollar-denominated secured 5-year (due in September 2016) loan facility of HK\$5,000 million, of which HK\$3,336 million has been utilised as at 30 June, 2012 which is repayable semi-annually. The remaining one third of the HK\$5,000 million facility is of a revolver nature. This loan facility bears interest calculated with reference to the HIBOR. Other bank loans comprised RMB350 million (equivalent to HK\$427.4 million) term loan bearing interest calculated with reference to the PBOC lending rate; an unsecured 3-year term loan of RMB290 million (equivalent to HK\$354.1 million) bearing fixed interest rate, as well as US\$59.3 million (equivalent to HK\$459.8 million) US dollar loans bearing interest with reference to LIBOR and secured against certain of the Group's financial investments. Apart from the above, the Group also has a HK\$400 million unsecured undrawn loan facility available for general working purposes as at the end of the reporting period.

融資成本

本集團的融資成本由去年同期的2,050萬港元大幅增加至1,354億港元，主要為銀行貸款(包括50億港元之銀團貸款)利息以及支付5億美元債券所產生之額外利息。於回顧期內，共有1,430萬港元(二零一一年：240萬港元)的利息已資本化為發展中物業的部分成本。

投資收入

投資收入為1,388億港元(二零一一年：4,710萬港元)包括來自本集團閒置資金和投資組合的利息及投資收益與及投資組合的公平值變動。該投資組合主要為固定收益投資產品。回顧期內利息收入顯著增加主要是由於發行債券及提取貸款所得資金後在沒有支付本集團資本開支前產生較高的現金及銀行結存所致。

流動資金及財務資源

於二零一二年六月三十日，本集團處於輕微淨負債狀況(淨負債額為9,800萬港元)，擁有現金及銀行結存約83.54億港元，銀行貸款約45.77億港元及應付債券約38.75億港元。如不是為了增加整體閒置資金的收益率，而加大本集團期內的投資組合，本集團於二零一二年六月三十日應處於淨現金狀況。投資組合主要為企業債券和銀行發行的存款證等固定收益產品，投資總額由年初10.94億港元增加至於二零一二年六月三十日之16.94億港元。

本集團約52%總現金及銀行結存存於香港的銀行，而餘下的48%則存於國內的銀行。本集團銀行貸款包括一筆以港元計值之有抵押五年期50億港元(於二零一六年九月到期)之銀團貸款，於二零一二年六月三十日已提取並須每半年還款一次之貸款金額為33.36億港元，50億港元其餘的三分之一額度是可循環借貸。該貸款是參考香港銀行同業拆息計息。其他銀行貸款包括參考中國人民銀行息率計息之3.5億元人民幣(折合4.274億港元)貸款，及以固定利率計算之三年期無抵押人民幣貸款2.9億元(折合3.541億港元)及以若干本集團金融產品作抵押所取得之5,930萬美元(折合4.598億港元)的美元貸款。此貸款是參考倫敦銀行同業拆息利率計息。除此之外，本集團亦於報告期末擁有4億港元之無抵押貸款額度可用於一般營運用途。

Pledge of Assets

As at 30 June, 2012, certain of the Group's land and buildings with a book value of HK\$1,480.8 million (31 December, 2011: HK\$1,502.9 million), together with shares in certain subsidiaries of the Group, were pledged to a group of banks to secure the HK\$5,000 million banking facility granted to the Group, of which HK\$3,336 million was outstanding. In addition, certain of the Group's property, plant and equipment in the PRC and financial assets at fair value through profit or loss with carrying values of approximately HK\$1,445.9 million (31 December, 2011: HK\$1,489.3 million) and HK\$519.2 million (31 December, 2011: HK\$465.9 million) respectively have been pledged to secure loan facilities amounting to approximately RMB350 million (31 December, 2011: RMB350 million) and US\$59.3 million (31 December, 2011: US\$55.9 million).

資產抵押

於二零一二年六月三十日，本集團將賬面值為14.808億港元(二零一一年十二月三十一日：15.029億港元)之若干土地及樓宇，連同本集團若干附屬公司之股份抵押予銀團，作為本集團獲授銀行融資額50億港元之抵押品，其中33.36億港元仍未償還。此外，本集團將位於中國賬面值約14.459億港元(二零一一年十二月三十一日：14.893億港元)之物業、廠房及設備及價值5.192億港元(二零一一年十二月三十一日：4.659億港元)按公平值計入損益之金融資產分別亦作為約人民幣3.5億元(二零一一年十二月三十一日：人民幣3.5億元)及5,930萬美元(二零一一年十二月三十一日：5,590萬美元)貸款融資額之抵押品。

Review of Operations

業務回顧

Retail Market Overview

The first half of 2012 has been bumpy for the global economy. At the start of the year, there was mild optimism that a global economic recovery was on the horizon but this outlook was soon blighted by growing uncertainties around the world. The major challenges came from intensifying financial stress in Europe as the sovereign debt crisis in the Eurozone showed no signs of abating while the pace of recovery of the US economy did not seem sustainable.

For a while, Asia has been a key region powering the global economy and leading the world out of the global financial crisis. In the first half of 2012, however, the regional economic growth moderated due to slower growth or reduced demand from the more developed markets. China, the biggest economy in the region, as a result saw its annual GDP growth rate drop from 8.1% to 7.6%, its slowest pace since early 2009. The deceleration was a result of the waning exports, cooling of the property market, and China's self-geared slowdown of fixed-asset investment.

The economy in Hong Kong has not been spared, with the real GDP growth tapering off from 3% in the fourth quarter of 2011 to 0.4% in the first quarter of 2012. The deceleration was largely a result of falling foreign demand for exports and negative market sentiment amid the challenging external environment. Nonetheless, the domestic sector continued to display strength and the retail market reported notable growth during the review period, thus helping to cushion the overall economic blow.

In Hong Kong

The first half of 2012 unveiled a largely solid run for the Hong Kong retail market despite the challenging external environment. Retail sales in the first quarter remained strong, up by 15.9%, with sales of jewellery, watches and other valuable goods rising 17.2% compared to the same period last year. To a lesser extent, department store sales also saw a decent growth of 12.5%. But growth slowed down around the second quarter as the deepening Eurozone debt crisis weighed on market sentiment and dampened consumer confidence. The fact that the exceptionally high growth recorded last year also put pressure on the year-on-year growth in 2012 and as such, retail sales growth dropped to 13.1% in the first six months from 24.4% in the first six months last year. Department store segment recorded 10.8% growth year-on-year.

During the review period, visitors from mainland China, many of whom favoured luxury brands, remained the key pillar propping up Hong Kong's inbound tourism growth, surging 22.7% year-on-year to 15.6 million visitors over the first six months of 2012. Inbound tourist arrivals surged 15.5% to 22.3 million year-on-year for the first half of 2012.

In China

China continued to play a leading role in driving economic growth in Asia and the world as a whole. Nonetheless, the Chinese economy has not been spared from the slowdown in global growth.

零售市場回顧

二零一二年上半年全球經濟顛簸不定。年初，全球經濟復蘇之勢稍現曙光，然而此勢迅即被世界各地日益增加的不明朗因素所掩蓋。主要挑戰來自歐元區主權債務危機並無任何舒緩的徵兆，歐洲各國面臨的財政壓力不斷深化，而美國經濟亦未能維持其復蘇步伐。

亞洲曾經為推動全球經濟、帶領全球走出世界性金融危機的關鍵地區。二零一二年上半年，受累於眾多已發展市場較慢的增長速度以及需求減少，致使亞洲地區經濟增長放緩。中國是亞洲地區最大的經濟體，其年度國民生產總值由8.1%跌至7.6%，乃自二零零九年初以來最緩慢的增長步伐。出口衰退、房地產市場冷卻及中國自主減慢固定資產投資等均導致經濟增長減速。

香港經濟亦不能倖免，其實質國民生產總值由二零一一年第四季度的3%減至二零一二年第一季度的0.4%。減速主要由於外圍環境挑戰不斷，故對出口需求減弱，市場情緒負面。然而本地市場持續表現強勁，零售市場於回顧期間錄得可觀增長，有助舒緩整體經濟之打擊。

香港

縱然二零一二年上半年外圍環境滿佈挑戰，香港零售業仍然表現堅實。第一季度零售銷售額依然強勁，增長15.9%；珠寶、鐘錶及其他名貴貨品之銷售額對比往年同期增長17.2%；而百貨公司銷售額亦見12.5%之不俗增長。但自第二季度起，歐元區債務危機深化，對市場情緒及消費者信心構成打擊，以致增長開始放緩。再者，由於去年增幅異常的高，亦為二零一二年之按年增幅構成沉重壓力，故此，零售銷售額由去年首六個月24.4%的增長跌至本年首六個月13.1%的按年增長；百貨公司部份則錄得10.8%之按年增長。

回顧期內，國內旅客依舊為推動香港境內旅遊的主要支柱，而他們大部份均偏愛奢侈品品牌，國內訪港旅客於二零一二年首六個月期間按年增長22.7%，達1,560萬名。二零一二年上半年，總訪港旅客按年增長15.5%，至2,230萬名。

中國

中國繼續於推動亞洲以致全球經濟增長擔當領頭羊的角色。然而，中國經濟並未能擺脫全球增長放緩之影響。

In the first six months of 2012, retail sales in China rose 14.4% to RMB9.82 trillion, representing a slight fall of 2.4% from 16.8% recorded for the same period in 2011. Unlike in the previous year, inflation is no longer an imminent threat to policy makers in China. In June 2012, the annual consumer inflation cooled to a 29-month low of 2.2%. While the fall was positive news to mainland consumers, it was also a reflection of waning demand from overseas markets.

Performance by Store

Hong Kong

Lifestyle International's two stores in Hong Kong performed largely in line with the local retail market, which reported rather strong sales growth in the first quarter before slowing down moderately thereafter. On the whole, both Sogo Causeway Bay ("SOGO CWB") and Sogo Tsim Sha Tsui ("SOGO TST") delivered double-digit growth in sales revenue, amounting to approximately HK\$4.5 billion that represents 11.7% increase year-on-year. Aggregate sales revenue of the two stores accounted for 2.0% of Hong Kong's gross retail sales (1H2011: 2.0%), and 21.5% of department store sales in Hong Kong (1H2011: 21.3%).

SOGO CWB remained the biggest contributor to the Group's revenue. For the first half of the year, total sales revenue rose 11.1% to reach HK\$4,045 million, a moderate increase compared with 23.1% for the same period last year. The growth this time was not only driven by increase in the average ticket size but also an increase in total traffic footfall. Ticket size went up 6.1% to HK\$748.

During the review period, the store underwent a series of upgrading initiatives and the merchandise mix was further refined by adding a number of new concessionaires. All these were aimed to enrich shoppers' experience so as to consolidate customer loyalty at SOGO CWB.

The Thankful Week in May at SOGO CWB was another record-breaking event, raking in HK\$565 million in sales, up 13.3% from the same event last year.

SOGO TST outperformed the market with sales revenue up 18.1% to HK\$450 million for the first half of 2012. The rise was driven noticeably by an expansion in ticket size and traffic, which respectively were up 9.6% and 4.4% over the same period last year.

Mainland China

The downtrend of the growth of the Chinese retail market and the impact of growing competition were in general reflected in the performances of Lifestyle International's operations in Mainland China during the first half of 2012, with most of them reporting less than stellar growth.

二零一二年首六個月，中國零售銷售額增長14.4%，至人民幣9.82萬億元，較二零一一年同期錄得之16.8%輕微下降2.4%。與往年不同，通脹已不再是中國決策者迫在眉睫之威脅。二零一二年六月，年度通脹率冷卻至二十九個月以來新低之2.2%。縱然通脹率下降對國內消費者有利，但亦同時反映海外市場之疲弱需求。

店舖表現

香港

利福國際於香港兩家百貨店的表現大致與本地零售市場同步，在第一季度錄得較強的銷售增幅後呈現溫和放緩。整體而言，崇光銅鑼灣店（「銅鑼灣崇光」）及崇光尖沙咀店（「尖沙咀崇光」）兩者均錄得雙位數字之銷售收益增長，按年增幅11.7%，總額約達45億港元。兩家百貨店的總銷售收益分別佔同期香港總零售額之2.0%（二零一一年上半年：2.0%）及香港百貨店銷售額之21.5%（二零一一年上半年：21.3%）。

銅鑼灣崇光仍然是集團收益之最大貢獻者。上半年，總銷售收益增長11.1%至40.45億港元，較去年同期之23.1%增長溫和。期內的增幅不僅有賴平均每宗銷售額的增加，總人流量亦有所提升。每宗銷售額上升6.1%至748港元。

回顧期內，銅鑼灣崇光進行了一系列的提升措施，並引入多個新商戶以進一步優化商品組合。以上舉措旨在豐富顧客的購物體驗，鞏固顧客對銅鑼灣崇光的忠誠度。

銅鑼灣崇光於五月舉辦的「感謝周」再次刷新紀錄，錄得5.65億港元之銷售額，較去年同期相同活動增長13.3%。

二零一二年上半年，尖沙咀崇光之銷售收益增長18.1%，至4.5億港元，增幅高於市場。增長主要由於每宗銷售額及人流量明顯增加所推動，分別較去年同期增加9.6%及4.4%。

中國內地

二零一二年上半年利福國際於中國內地的營運表現大致反映出中國零售市場的下行趨勢以及日益激烈的競爭，大部份均取得未如理想的增長。

During the first six months, Shanghai Jiuguang recorded an average negative growth of 2.9%. The fall was due to the weakening market sentiment and also a result of a major refurbishment initiative in the jewellery section that took place in March and April during which period, both the traffic footfall and the sales went down. The situation started to improve after the section reopened shortly before the golden week holiday in the first week of May. On the whole, the store recorded net sales takings totaling RMB955 million for the period under review, versus RMB983 million for the same period of last year. Average ticket size remained flat with the stay-and-buy ratio down marginally, reflecting a relatively low consumer sentiment. Over the years, Shanghai Jiuguang has nurtured a loyal clientele consisting of a growing number of affluent and middle-class consumers. As sales of the store are believed to have bottomed out in the first half of the year, this group of customers is expected to help bolster sales growth in the second half.

Suzhou Jiuguang, still a young store, saw a marked uptick in sales despite sluggish market sentiment during the review period. This reflected the store's continuous growth in popularity. Following the opening of Line 1 of the Suzhou Rail Transit on 28 April, 2012, we have seen a rising trend of traffic footfall of the store which we believe should encourage further growth of the store in the near future. In the first six months of the year, net sales revenue grew 20.7% year-on-year with the average daily traffic footfall rose to 16,500 from 13,300.

In Northern China, Dalian Jiuguang's performance mirrored the market conditions, posting a negative growth rate of 7.0% in the first half of the year, compared with 34.1% positive growth in the same period last year. During the period, the Group continued to make adjustments to the store's brand mix and stepped up marketing efforts to build a loyal client base. It is expected that the effects of these initiatives will be felt when market conditions improve.

The Tianjin Lifestyle Plaza, the Group's first shopping mall in the PRC launched into operation in late 2010, performed steadily and the Group has been working to make adjustments to its tenant mix so as to further improve the rental income and traffic footfall.

The Group's equity investment in the Beiren Group, a leading retailer based in Shijiazhuang, delivered impressive sales growth for the first six months of the year, with sales revenue increased approximately 22% year-on-year. On the whole, share of results by the Group increased around 48% over the same period last year.

The Group's Shenyang Jiuguang store is under renovation and leasing work is progressing according to plan. The store is scheduled for opening in 2013. As for the new Zhabei project which land was acquired in December 2011, the Group is in the process of obtaining various permits before the construction work commences before the end of this year. This Zhabei commercial complex, comprising a large retail structure and office area, will also house the Group's second Shanghai Jiuguang store and is expected to be launched in 2016.

於首六個月期間，上海久光錄得平均2.9%之負增長。下跌主要受累於市場氛圍疲弱，以及於三月至四月期間在珠寶區進行了主要的翻新工程。翻新工程期間，客流量及銷售額均有所下跌。珠寶區於五一「黃金周」假期前重新開業，情況已改善。整體而言，回顧期內百貨店取得淨銷售總額達人民幣9.55億元，而去年同期則為人民幣9.83億元。平均每宗銷售額持平而逗留購買比率則輕微下跌，反映相對較弱之消費氛圍。過往數年，上海久光已孕育一群忠誠客戶，當中包括與日俱增之富裕及中產客群。相信百貨店銷售額已於上半年見底，該顧客群將有助推動下半年之銷售增長。

縱然於回顧期內市場氣氛疲弱，然而集團開業年資尚短的蘇州久光則於年內錄得理想的銷售增長，足證蘇州久光的受歡迎程度持續攀升。自蘇州地鐵一號線於二零一二年四月二十八日投入營運以來，蘇州久光客流量保持上升勢頭，我們相信此將有助推動蘇州久光業務於不久將來之增長。年內首六個月期間，淨銷售收益按年上升20.7%，而每日平均客流量則從13,300人次上升至16,500人次。

位於中國北部的大連久光，表現與市況相約，首半年錄得7.0%之負增長，而去年同期則取得34.1%之增長。期內，本集團持續調整、優化大連久光的品牌組合，並加強營銷活動以建立忠誠的顧客群。集團預期待市況好轉，此等措施將發揮效用。

已於二零一零年年底開業，集團於中國首個購物廣場天津利福廣場，期內表現平穩。集團不斷對租戶組合進行調整，務求改善租金收入及客流量。

紮根於石家莊的北人集團乃本集團有參股的龍頭零售集團，其於年內首六個月取得驕人之銷售增長，銷售收入按年增加22%。整體而言，比較去年同期，本集團應佔之收益增長約48%。

本集團之瀋陽久光店現正進行裝飾工程，按計劃進行招商，並預期於二零一三年開幕。至於在二零一一年十二月購入之閘北項目地塊，集團現正申領各項證照，以便建築工程可於年底前展開。閘北綜合商業體將提供大規模的零售及辦公室面積，並會包含集團第二家上海久光店，預期於二零一六年開幕。

Outlook and Plan

展望與計劃

The global economy is likely to present a somewhat mixed picture in the second half of 2012 where concerns over financial stability in the Eurozone may continue and recovery of the US economy may remain slow. It is believed that emerging economies including China should be bottoming-out and we should see recovery in the second half of the year. However the extent of recovery would depend largely on the development of the European debt crisis and the global economic recovery. In view of this, the management takes a cautious view on the market development in the months to come.

Nevertheless, there are still hopes of a relatively stronger economic growth in China despite various challenges in the second half of the year, which may bode well for the retail market and hence the Group's operations. Global institutions, including the People's Bank of China, are making concerted efforts to stabilize the global financial system and stimulate the world economy. Meanwhile, the recent loosening of monetary policy in China is expected to add further impetus to the economy, with capital intensive investment set to benefit the most. This positive effect may be reflected in the consumption market at a later stage.

The Group's home market Hong Kong has also been affected by the volatility and uncertainties around the globe. However, the management believes that with the relatively positive local job market conditions and strong inbound tourism, the retailing industry should be able to enjoy sustainable growth and therefore its SOGO operations will continue to perform steadily. Being the preferred shopping destinations, the Group's Sogo stores will continue to benefit from the continuous increase in tourist arrivals, in particular those from Mainland China.

A relatively small operation, the SOGO TST has been operating on a leased premise since October 2005 and it has been delivering satisfactory results and contributing steady profit and cash flows to the Group. As mentioned in the Company's announcement dated 31 July, 2012, we regret to report that the landlord has exercised its rights conferred in the lease to early terminate the tenancy which otherwise will not expire until the year 2020. The Group has negotiated and finally agreed with the landlord on 31 July, 2012 by entering into a supplemental deed to terminate the lease and handover the premise back to the landlord on 15 February, 2014. Accordingly, the SOGO TST will cease business by then.

While the management will try to look for a replacement location but given the scarce supply of retail space in Hong Kong, the focus of the Group will continue to be in Mainland China. The Group has long been enjoying a strong financial position and cash flow and recently it has leveraged its strong financial credibility by raising funds from the bond market through the issue of a total of US\$500 million 5-year guaranteed unsecured bonds, bearing a coupon rate of 5.25%. The net proceeds have been designated for funding the land acquisition and related capital expenditures of the Group's new project in Zhabei District, Shanghai.

展望二零一二年下半年，全球經濟或呈現好壞參半的局面。歐元區的財務穩定性將持續被受關注，而美國經濟復蘇的步伐可能仍然緩慢。包括中國在內的新興經濟體市場相信已谷底反彈，預期下半年有望復蘇。然而，復蘇的幅度很大程度取決於歐洲債務危機的發展及全球經濟的復蘇。有鑑於此，管理層就未來幾個月市場的發展保持審慎態度。

儘管下半年存在各種挑戰，中國仍然有望錄得較強勁的經濟增長，並將帶挈零售市場以至本集團的業務。全球性機構包括中國人民銀行正共同努力，竭力穩定全球金融體系並刺激全球經濟。與此同時，近期中國貨幣政策的放寬將進一步為經濟注入動力，而資本密集的投資將較受惠。此正面影響可望於稍後期間在消費市場上反映。

全球經濟的不穩定性及不明朗性已對香港市場造成影響。然而，管理層相信憑藉良好的本地就業市場及強勁的旅遊業，零售業應可持續增長，而本集團之崇光業務將會持續表現平穩。作為顧客的購物熱點，本集團之崇光百貨店將受惠於持續增長之訪港旅客，尤其是來自中國內地之旅客。

規模相對較小的尖沙咀崇光店自二零零五年十月起一直於租賃物業內經營，並一直帶來令人滿意的業績及為本集團提供穩定的溢利及現金流。誠如本公司日期為二零一二年七月三十一日之公告所述，我們遺憾地宣布，業主已行使其於租約中賦予的權利提前終止租約（該租約原訂於二零二零年屆滿）。本集團已跟業主商討並於二零一二年七月三十一日與業主達成協議，訂立補充契據終止租約及於二零一四年二月十五日將物業交還業主。故此，尖沙咀崇光店將在其後結束營業。

誠然，管理層將會嘗試尋找另一替代位置，但鑑於香港零售物業供應稀缺，集團之專注力將繼續放在中國內地。集團一直具備紮實的財務狀況及現金流。近期，集團憑藉穩健而良好的財務信譽，於債券市場成功籌集資金，發行總額達五億美元，五年期票面息率為5.25%之有擔保無抵押債券。所得款項淨額已指定用於支付本集團位處上海閘北區新項目之土地款及相關資本性開支。

Through a host of prudent and well-crafted business and marketing plans, the Group will exploit the platform provided by our existing businesses to drive organic revenue growth and margin improvement. We will remain focused on sustaining our leading position in the Hong Kong market in the foreseeable future, with or without SOGO TST. In Mainland China, we will continue to refine and reinforce our operations while drawing up sensible business and promotion strategies that cater to specific local conditions. While the on-going uncertainties in the global economy demands prudent decisions, the management will keep itself open to lucrative opportunities that can be aligned with the Group's growth strategy, with a view to generating maximum returns for shareholders.

憑藉多項審慎及實施得宜的業務及市場推廣計劃，集團會繼續利用現有業務平台，推動自然增長及改善利潤率。在可見未來，無論尖沙咀崇光經營與否，我們將繼續專注維持集團在香港市場之領導地位。於中國內地，在製訂合理可行及迎合個別當地條件之商業及推廣策略時，我們將繼續改進及強化自身之業務。誠然，面對全球經濟持續之不明朗因素，決策必須審慎。但與此同時，管理層將會對本集團增長策略有利之商機保持開放態度，以期為股東創造最大回報。

Directors' and Chief Executive's Interests

董事及行政總裁之權益

As at 30 June, 2012, the Directors' and the Chief Executive's interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers are set out below:

於二零一二年六月三十日，根據《證券及期貨條例》第352條規定而備存之登記冊的紀錄，又或根據上市公司董事進行證券交易的標準守則，向本公司及香港聯合交易所有限公司（「聯交所」）發出的通知，各董事及行政總裁持有的本公司或其任何之相聯法團（按《證券及期貨條例》第XV部所界定者）之股份、相關股份及債權證的權益及淡倉載列如下：

(i) Long positions in the issued shares of the Company

(i) 本公司已發行股份之好倉

Name of Director	Nature of interest	Number of ordinary shares of the Company	Approximate percentage of interest in the issued share capital of the Company (Note 3)
董事姓名	權益性質	本公司之普通股股份數目	估本公司已發行股本權益之概約百分比 (附註3)
Mr. Lau Luen-hung, Thomas ("Mr. Thomas Lau") 劉鑾鴻先生	Interest in controlled corporation (Note 1) 受控制公司權益 (附註1)	1,080,000,000	64.90%
	Interest in controlled corporation (Note 2) 受控制公司權益 (附註2)	57,230,000	3.44%
	Beneficial owner 實益擁有人	65,250,000	3.92%

Notes:

附註：

1. Real Reward Limited ("Real Reward"), which is jointly owned by United Goal Resources Limited ("United Goal") and Go Create Limited ("Go Create") in equal shares, holds 1,080,000,000 shares. United Goal is ultimately owned by Mr. Thomas Lau and a family trust with certain family members of Mr. Lau Luen-hung, Joseph ("Mr. Joseph Lau") as eligible beneficiaries. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the 1,080,000,000 shares held by Real Reward.
2. Dynamic Castle Limited ("Dynamic Castle"), which is wholly-owned by Mr. Thomas Lau, holds 57,230,000 shares. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the 57,230,000 shares held by Dynamic Castle.
3. As at 30 June, 2012, the issued share capital of the Company was HK\$8,320,000 divided into 1,664,000,000 shares of HK\$0.005 each.

1. 由 United Goal Resources Limited (「United Goal」) 及 Go Create Limited (「Go Create」) 共同平均擁有之 Real Reward Limited (「Real Reward」) 持有 1,080,000,000 股股份。United Goal 由劉鑾鴻先生及合資格受益人為劉鑾雄先生 (「劉鑾雄先生」) 若干家族成員之家族信託最終擁有。根據證券及期貨條例，劉鑾鴻先生被視作於 Real Reward 所持 1,080,000,000 股股份中擁有權益。
2. 由劉鑾鴻先生全資擁有之 Dynamic Castle Limited (「Dynamic Castle」) 持有 57,230,000 股股份。根據證券及期貨條例，劉鑾鴻先生被視作於 Dynamic Castle 所持 57,230,000 股股份中擁有權益。
3. 於二零一二年六月三十日，本公司之已發行股本為 8,320,000 港元，分為 1,664,000,000 股每股面值 0.005 港元之股份。

(ii) Long position in the underlying shares of the Company — share options**(ii) 本公司相關股份之好倉 — 購股權**

Name of Director 董事姓名	Nature of interest 權益性質	Number of underlying shares of the Company (Note) 本公司之相關 股份數目 (附註)	Approximate percentage of interest in the issued share capital of the Company 佔本公司 已發行股本權益 之概約百分比
Mr. Thomas Lau 劉鑾鴻先生	Beneficial owner 實益擁有人	17,020,000	1.02%

Note:

Please refer to the details set out in the section headed "Details of Options Granted by the Company".

附註：

詳情請參閱「本公司授予購股權之詳情」一節。

(iii) Long position in the underlying shares of the Company — Euro Medium Term Note**(iii) 本公司相關股份之好倉 — 歐元中期票據**

Name of Director 董事姓名	Nature of interest 權益性質	Number of underlying shares of the Company (Note) 本公司之相關 股份數目 (附註)	Approximate percentage of interest in the issued share capital of the Company 佔本公司 已發行股本權益 之概約百分比
Mr. Thomas Lau 劉鑾鴻先生	Beneficial owner 實益擁有人	804,733	0.05%

Note:

As at 30 June, 2012, Mr. Thomas Lau held a Euro Medium Term Note with a notional amount of USD2,000,000 and a maturity date on 23 September, 2013 (subject to early redemption). The redemption amount on maturity date will be determined by reference to the final share price of the worst performing stock of the basket of stocks which includes the Company. In the event where Mr. Lau elects to receive the redemption amount on maturity date in the Company's shares in lieu of cash, the number of share, calculated using the exchange rate on 29 June, 2011 (date of transaction) and the contracted strike price, will be approximately 804,733 shares.

附註：

於二零一二年六月三十日，劉鑾鴻先生持有一份於二零一三年九月二十三日到期(可提前贖回)票面金額為2,000,000美元之歐元中期票據。於到期日之贖回額將按一籃子股票(當中包括本公司)中表現最差之股票之最後股價決定。若劉先生於到期日選擇收取本公司股票而非現金作為該筆贖回額，按二零一一年六月二十九日(交易之日期)之匯率及合約中的執行股價計算，彼將收取約804,733股本公司股票。

(iv) Long positions in associated corporations**(iv) 相聯法團之好倉**

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Nature of interest 權益性質及身分	Total number of shares held 所持股份總數	Percentage of interest 權益百分比
Mr. Thomas Lau 劉鑾鴻先生	Real Reward	Interest in controlled corporation (Note 1) 受控制公司權益 (附註1)	1	50%
	Crystal Key Investment Limited	Interest in controlled corporation (Note 2) 受控制公司權益 (附註2)	1	100%
	Grandville Venture Corp.	Interest in controlled corporation (Note 2) 受控制公司權益 (附註2)	50,000	100%
	Global Centre Investments Limited	Interest in controlled corporation (Note 2) 受控制公司權益 (附註2)	1	100%
	Leeson Limited 麗信有限公司	Interest in controlled corporation (Note 2) 受控制公司權益 (附註2)	1	100%
	Wise Ocean Limited 偉洋有限公司	Interest in controlled corporation (Note 2) 受控制公司權益 (附註2)	1	100%

Notes:

1. United Goal is ultimately owned by Mr. Thomas Lau and a family trust with certain family members of Mr. Joseph Lau as eligible beneficiaries, has 50% interest in Real Reward. By virtue of the SFO, Mr. Thomas Lau is deemed to be interested in the one share in Real Reward.
2. United Goal is ultimately owned by Mr. Thomas Lau and a family trust with certain family members of Mr. Joseph Lau as eligible beneficiaries, has 50% interest in Real Reward. Crystal Key Investment Limited, Grandville Venture Corp., Global Centre Investments Limited, Leeson Limited and Wise Ocean Limited are, either direct or indirect, wholly-owned subsidiaries of Real Reward. By virtue of SFO, Mr. Thomas Lau is deemed to be interested in the shares held by Real Reward in Crystal Key Investment Limited, Grandville Venture Corp., Global Centre Investments Limited, Leeson Limited and Wise Ocean Limited.

附註:

1. United Goal擁有Real Reward 50% 權益，並由劉鑾鴻先生及合資格受益人為劉鑾雄先生若干家族成員之家族信託最終擁有。根據證券及期貨條例，劉鑾鴻先生被視作於Real Reward一股股份中擁有權益。
2. United Goal擁有Real Reward 50% 權益，並由劉鑾鴻先生及合資格受益人為劉鑾雄先生若干家族成員之家族信託最終擁有。Crystal Key Investment Limited、Grandville Venture Corp.、Global Centre Investments Limited、麗信有限公司及偉洋有限公司為Real Reward直接或間接全資附屬公司。根據證券及期貨條例，劉鑾鴻先生被視作於Real Reward在Crystal Key Investment Limited、Grandville Venture Corp.、Global Centre Investments Limited、麗信有限公司及偉洋有限公司持有之股份中擁有權益。

Save for those disclosed above, as at 30 June, 2012, none of the Directors or Chief Executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO.

除上述披露者外，於二零一二年六月三十日，根據《證券及期貨條例》第352條規定而備存之登記冊的紀錄，概無任何董事或本公司行政總裁在本公司或其任何相聯法團（按《證券及期貨條例》第XV部所界定者）的股份、相關股份或債權證中擁有任何權益或淡倉。

Interests of Substantial Shareholders

主要股東權益

As at 30 June, 2012, the following persons (other than a Director or Chief Executive of the Company) had an interest or short position in the shares and underlying shares of the Company (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange are set out below:

於二零一二年六月三十日，下列人士(不包括董事或本公司行政總裁)根據《證券及期貨條例》第336條規定而備存之登記冊的紀錄，又或向本公司及聯交所發出的通知，於本公司之股份及相關股份(按《證券及期貨條例》第XV部所界定者)中擁有須予披露之權益或淡倉權益載列如下：

Long positions in the shares and the underlying shares of the Company

本公司股份及相關股份中之好倉

Name	Nature of interest and capacity	Number of shares	Approximate percentage of interest in the issued share capital of the Company (Note 4) 佔本公司已發行股本權益之概約百分比 (附註4)
名稱	權益性質及身分	股份數目	
Real Reward	Beneficial owner (Note 1) 實益擁有人(附註1)	1,080,000,000	64.90%
United Goal	Interest in controlled corporation (Note 2) 受控制公司權益(附註2)	1,080,000,000	64.90%
Asia Prime Assets Limited ("Asia Prime")	Interest in controlled corporation (Note 2) 受控制公司權益(附註2)	1,080,000,000	64.90%
Go Create	Interest in controlled corporation (Note 3) 受控制公司權益(附註3)	1,080,000,000	64.90%
Chow Tai Fook Enterprises Limited ("CTF Enterprises") 周大福企業有限公司 (「周大福企業」)	Interest in controlled corporation (Note 3) 受控制公司權益(附註3)	1,080,000,000	64.90%

Notes:

附註：

- Real Reward is a company jointly owned by United Goal and Go Create in equal shares. United Goal is ultimately owned by Mr. Thomas Lau and a family trust with certain family members of Mr. Joseph Lau as eligible beneficiaries. Go Create is wholly owned by CTF Enterprises of which family members of Dato' Dr. Cheng Yu-tung have controlling interests. Mr. Thomas Lau, Mr. Joseph Lau and Dr. Cheng Kar-shun, Henry, being Directors, are also directors of Real Reward.
- Asia Prime, a company wholly owned by Mr. Thomas Lau, holds more than one-third of the entire issued share capital of United Goal, a 50% shareholder of Real Reward. By virtue of the SFO, Asia Prime and United Goal are deemed to be interested in the 1,080,000,000 shares held by Real Reward. Mr. Thomas Lau and Mr. Joseph Lau, being Directors, are directors of United Goal and Mr. Thomas Lau is also the sole director of Asia Prime.

- Real Reward由United Goal與Go Create共同平均擁有。United Goal由劉鑾鴻先生及合資格受益人為劉鑾雄先生若干家族成員之家族信託最終擁有。Go Create由周大福企業全資擁有，而拿督鄭裕彤博士之家族成員於周大福企業擁有控股權益。董事劉鑾鴻先生、劉鑾雄先生及鄭家純博士亦為Real Reward之董事。
- Asia Prime由劉鑾鴻先生全資擁有，其持有United Goal全部已發行股本超過三分之一，而United Goal為持有Real Reward 50%權益之股東。根據證券及期貨條例，Asia Prime及United Goal被視為於Real Reward所持之1,080,000,000股股份中擁有權益。董事劉鑾鴻先生及劉鑾雄先生為United Goal之董事，而劉鑾鴻先生亦為Asia Prime唯一之董事。

3. Go Create is wholly owned by CTF Enterprises of which family members of Dato' Dr. Cheng Yu-tung have controlling interests, has 50% interest in Real Reward. By virtue of the SFO, CTF Enterprises and Go Create are deemed to be interested in the 1,080,000,000 shares held by Real Reward. Dato' Dr. Cheng Yu-tung and Dr. Cheng Kar-shun, Henry, being Directors, are directors of CTF Enterprises and Dr. Cheng Kar-shun, Henry is also a director of Go Create.
4. As at 30 June, 2012, the issued share capital of the Company was HK\$8,320,000 divided into 1,664,000,000 shares of HK\$0.005 each.

Save for those disclosed above, as at 30 June, 2012, no other persons had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

3. Go Create由拿督鄭裕彤博士之家族成員擁有控股權益之周大福企業全資擁有，Go Create於Real Reward擁有50%權益。根據證券及期貨條例，周大福企業及Go Create被視為於Real Reward持有之1,080,000,000股股份中擁有權益。董事拿督鄭裕彤博士及鄭家純博士為周大福企業之董事，而鄭家純博士亦為Go Create之董事。
4. 於二零一二年六月三十日，本公司之已發行股本為8,320,000港元，分為1,664,000,000股每股面值0.005港元之股份。

除上述披露者外，於二零一二年六月三十日，根據《證券及期貨條例》第336條規定而備存之登記冊的紀錄，概無任何其他人士在本公司的股份及相關股份中擁有任何權益或淡倉。

Details of Options Granted by the Company

本公司授予購股權之詳情

Details of the movement in the options granted under the share option schemes of the Company during the six-month period and outstanding as at 30 June, 2012 are set out below:

根據本公司之購股權計劃授出的購股權在這六個月內的變動以及於二零一二年六月三十日當天尚未行使的購股權詳情載列如下：

	Date of grant 授予日期	Number of share options 購股權數目					Outstanding as at 30 June, 2012 於二零一二年 六月三十日 尚未行使	Option period 購股權期限	Subscription price per share 每股認購價
		Outstanding as at 1 January, 2012 於二零一二年 一月一日 尚未行使	Granted during the period 期內授予	Exercised during the period 期內行使	Lapsed during the period 期內失效	Cancelled during the period 期內註銷			
Director 董事									
Mr. Thomas Lau 劉鑾鴻先生	31/08/2007	17,020,000	-	-	-	-	17,020,000	01/10/2008 – 26/03/2014 (Note 2) (附註2)	HK\$18.50 18.50 港元
Employees 僱員									
	07/10/2005	594,000	-	(161,000)	-	-	433,000	07/10/2006 – 26/03/2014 (Note 1) (附註1)	HK\$6.16 6.16 港元
	02/02/2009	10,951,000	-	(3,203,000)	-	(180,000)	7,568,000	07/02/2010 – 26/03/2014 (Note 3) (附註3)	HK\$6.40 6.40 港元
Total 總計		28,565,000	-	(3,364,000)	-	(180,000)	25,021,000		

Notes:

附註：

1. The options, granted on 7 October, 2005, are exercisable from 7 October, 2006 to 26 March, 2014 (both days inclusive) in the following manner:
 - (i) up to 40% of the total number of options granted under the Scheme commencing 7 October, 2006;
 - (ii) up to 70% of the total number of options granted under the Scheme commencing 7 October, 2007; and
 - (iii) up to 100% of the total number of options granted under the Scheme commencing 7 October, 2008.

1. 該等於二零零五年十月七日授予以之購股權可於二零零六年十月七日至二零一四年三月二十六日期間(包括首尾兩日)行使，按以下方式行使：
 - (i) 自二零零六年十月七日起最多由該購股權計劃所授出購股權總數之40%；
 - (ii) 自二零零七年十月七日起最多由該購股權計劃所授出購股權總數之70%；及
 - (iii) 自二零零八年十月七日起最多由該購股權計劃所授出購股權總數之100%。

2. The options, granted on 31 August, 2007, are exercisable from 1 October, 2008 to 26 March, 2014 (both days inclusive) in the following manner:
- (i) up to 40% of the total number of options granted under the Scheme commencing 1 October, 2008;
 - (ii) up to 70% of the total number of options granted under the Scheme commencing 1 October, 2009; and
 - (iii) up to 100% of the total number of options granted under the Scheme commencing 1 October, 2010.
3. On 3 March, 2009, the outstanding options previously granted to employees of the Group on 31 August, 2007 (which entitled such employees to subscribe for an aggregate of 20,400,000 shares) were cancelled and replaced by new options granted by the Company entitling them to subscribe for the same number of shares at an subscription price of HK\$6.40 per share (the "2009 Employee Options"). The 2009 Employee Options are exercisable from 7 February, 2010 to 26 March, 2014 (both days inclusive) in the following manner:
- (i) up to 40% of the total number of options granted under the Scheme commencing 7 February, 2010;
 - (ii) up to 70% of the total number of options granted under the Scheme commencing 7 February, 2011; and
 - (iii) up to 100% of the total number of options granted under the Scheme commencing 7 February, 2012.
2. 該等於二零零七年八月三十一日授予之購股權可於二零零八年十月一日至二零一四年三月二十六日期間(包括首尾兩日)按以下方式行使:
- (i) 自二零零八年十月一日起最多由該購股權計劃所授出購股權總數之40%;
 - (ii) 自二零零九年十月一日起最多由該購股權計劃所授出購股權總數之70%;及
 - (iii) 自二零一零年十月一日起最多由該購股權計劃所授出購股權總數之100%。
3. 於二零零九年三月三日, 先前於二零零七年八月三十一日授予本集團僱員之尚未行使購股權(其賦予該等僱員權利可認購合共20,400,000股股份)已獲註銷並由本公司所授予之新購股權取代, 該等新購股權賦予彼等權利可按每股6.40港元之認購價認購相同數目之股份(「二零零九年僱員購股權」)。二零零九年僱員購股權可自二零一零年二月七日至二零一四年三月二十六日期間(包括首尾兩日)按以下方式行使:
- (i) 自二零一零年二月七日起最多由該購股權計劃所授出購股權總數之40%;
 - (ii) 自二零一一年二月七日起最多由該購股權計劃所授出購股權總數之70%;及
 - (iii) 自二零一二年二月七日起最多由該購股權計劃所授出購股權總數之100%。

Additional Information

其他資料

Review of Interim Results

The Group's unaudited interim results for the six months ended 30 June, 2012 have been reviewed by the Audit Committee and the auditors of the Company.

Purchase, Sale or Redemption of the Company's Securities

During the six months ended 30 June, 2012, the Company repurchased 6,877,500 ordinary shares on the Stock Exchange at an aggregate consideration of approximately HK\$112 million (excluding expenses) for enhancing its per share net asset value and earnings. All the repurchased shares were subsequently cancelled. Details of the repurchase of shares are summarized as follows:

Month of the repurchase	Total number of ordinary shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate consideration (excluding expenses)
購回月份	購回普通股總數	所付每股最高價	所付每股最低價	總代價 (不包括費用)
		HK\$	HK\$	HK\$
		港元	港元	港元
May 2012 2012年5月	1,563,500	16.38	15.60	24,840,060
June 2012 2012年6月	5,314,000	16.52	15.92	86,708,180
	<u>6,877,500</u>			<u>111,548,240</u>

Saved as those disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 June, 2012.

Employees

As at 30 June, 2012, the Group employed a total of approximately 900 employees in Hong Kong and 1,500 employees in the PRC. Staff costs (excluding directors' emoluments), including employees' share option charges of HK\$0.2 million (2011: HK\$1.4 million) amounted to HK\$174.2 million (2011: HK\$159 million). The Group ensures that the pay levels of its employees are competitive and in line with market trend and its employees are rewarded on a performance related basis within the general framework of the Group's salary and bonus system.

中期業績之審閱

本集團截至二零一二年六月三十日止六個月之未經審核中期業績已由本公司之審核委員會及核數師審閱。

購買、出售或贖回本公司證券

截至二零一二年六月三十日止六個月內，本公司在聯交所總代價約1.12億港元(不包括費用)購回6,877,500股普通股以提高其每股的資產淨值及盈利。該等回購股份其後已被註銷。有關購回股份之詳情載列如下：

除上文所披露者外，截至二零一二年六月三十日止六個月內，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

僱員

於二零一二年六月三十日，本集團分別於香港及中國共僱用約900名及1,500名員工。員工成本(不包括董事酬金)為1.742億港元(二零一一年：1.59億港元)，當中包括僱員購股權開支20萬港元(二零一一年：140萬港元)。本集團確保僱員薪酬水平符合市場趨勢並具競爭力，僱員之薪酬乃根據本集團之一般薪金及花紅制度因應僱員表現釐定。

Codes Compliance

The Stock Exchange has enhanced the Code on Corporate Governance Practices (the “Former Code”) set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”), where the revised code, namely Corporate Governance Code (the “Revised Code”), becomes effective on 1 April, 2012.

The Company has complied with all the applicable code provisions of the Former Code and the Revised Code throughout the respective periods from (i) 1 January, 2012 to 31 March, 2012; and (ii) 1 April, 2012 to 30 June, 2012, except code provision E.1.2 under the Revised Code.

Code provision E.1.2 under the Revised Code requires that chairman of the Board should attend the Company’s annual general meeting. Due to other business engagements, Dato’ Dr. Cheng Yu-tung, the Chairman of the Board was unable to attend the 2012 annual general meeting of the Company.

Directors’ Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules (the “Model Code”) as its code of conduct regarding securities transactions by the Directors. Confirmation has been received from all Directors that they have complied with the required standard set out in the Model Code during the six months ended 30 June, 2012.

Changes of Directors’ Information

Below are the changes of directors’ information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

With effect from 1 January, 2012, the monthly salary of Mr. Thomas Lau, the Managing Director of the Company, is HK\$600,000 and the director’s fee for each of Mr. Doo Wai-hoi, William, Mr. Lam Siu-lun, Simon, Mr. Cheung Yuet-man, Raymond, The Hon. Shek Lai-him, Abraham and Mr. Hui Chiu-chung, Stephen for the year ending 31 December, 2012 is HK\$200,000.

Dato’ Dr. Cheng Yu-tung retired as chairman and executive director of New World Development Company Limited on 1 March, 2012.

Dr. Cheng Kar-shun was (i) re-designated from managing director to chairman and executive director of New World Development Company Limited on 1 March, 2012; and (ii) appointed as chairman and non-executive director of Newton Resources Ltd on 23 May, 2012.

遵從企業管治守則

聯交所已提升載列於聯交所證券上市規則(「上市規則」)附錄十四之《企業管治常規守則》(「前守則」), 而修訂守則 — 《企業管治守則》(「修訂守則」)於二零一二年四月一日起生效。

除修訂守則下之守則條文E.1.2外, 本公司已分別於(i)二零一二年一月一日至二零一二年三月三十一日; 及(ii)二零一二年四月一日至二零一二年六月三十日期間遵守前守則及修訂守則之適用守則條文。

根據修訂守則下之守則條文E.1.2, 董事會主席應出席本公司之股東周年大會。由於董事會主席拿督鄭裕彤博士公務繁忙, 故未能參與本公司二零一二年股東周年大會。

董事之證券交易

本公司已採納上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。全體董事均已確認, 彼等於截至二零一二年六月三十日止六個月期間一直遵守標準守則所規定之標準。

董事資料變更

以下是根據上市規則第13.51B(1)條所披露之董事資料變更。

自二零一二年一月一日起, 本公司董事總經理劉鑾鴻先生每月薪金為60萬港元, 而杜惠愷先生、林兆麟先生、張悅文先生、石禮謙議員及許照中先生各自於截至二零一二年十二月三十一日止年度之董事袍金為20萬港元。

拿督鄭裕彤博士於二零一二年三月一日退任新世界發展有限公司主席及執行董事。

鄭家純博士(i)於二零一二年三月一日由新世界發展有限公司之董事總經理改任為主席及執行董事; 及(ii)於二零一二年五月二十三日獲委任為新礦資源有限公司之主席及非執行董事。

Acknowledgement

致謝

I would like to thank the Board, management and all of our staff for their hard work and dedication, as well as our shareholders and customers for their continuous support to the Group.

本人謹此向董事會、管理人員及全體員工努力不懈、盡心全意為本集團效力，以及股東及顧客一直對本集團之鼎力支持致以衷心謝意。

Lau Luen-hung, Thomas
Managing Director

6 August, 2012

董事總經理
劉鑾鴻

二零一二年八月六日

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