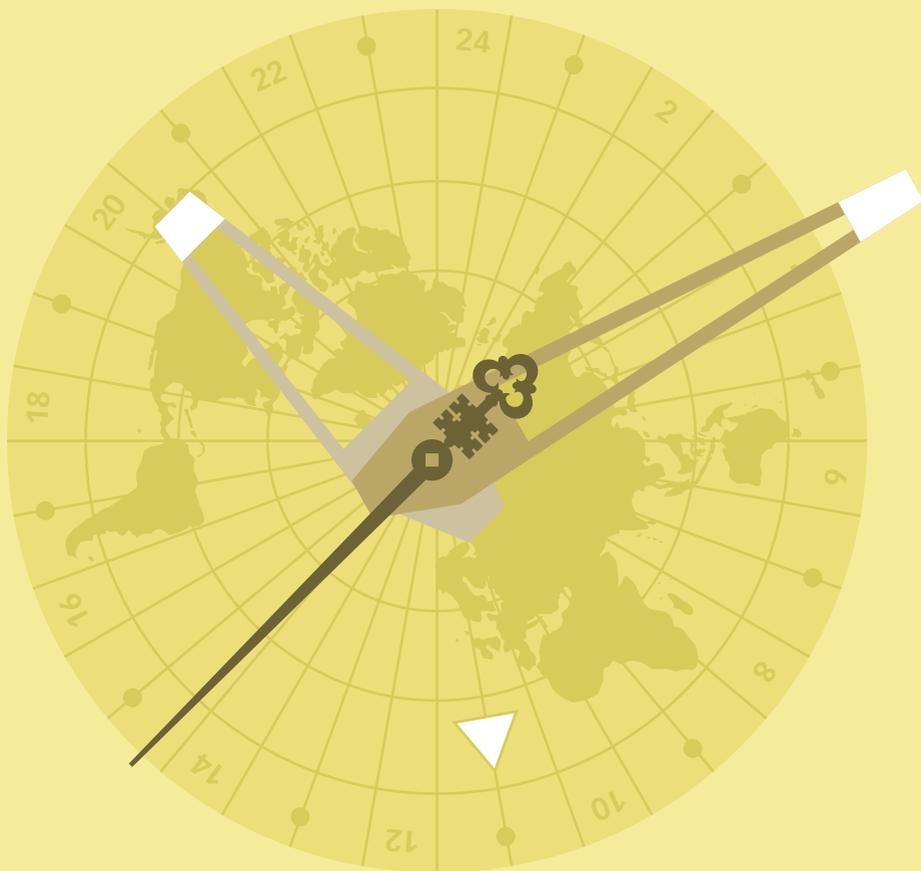




CHINA HAIDIAN

HOLDINGS LIMITED

中國海澱集團有限公司



INTERIM REPORT 2013 中期報告

(incorporated in the Cayman Islands with limited liability 於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 256

Corporate Information

Board of Directors

Executive Directors

HON Kwok Lung (*Chairman*)
SHANG Jianguang (*Chief Executive Officer*)
SHI Tao
LAM Toi Man
BI Bo
SIT Lai Hei

Independent Non-executive Directors

FUNG Tze Wa
KWONG Chun Wai, Michael
LI Qiang

Audit Committee Members

FUNG Tze Wa
KWONG Chun Wai, Michael
LI Qiang

Remuneration Committee Members

FUNG Tze Wa
KWONG Chun Wai, Michael
LI Qiang
HON Kwok Lung
SHANG Jianguang

Nomination Committee Members

HON Kwok Lung
FUNG Tze Wa
KWONG Chun Wai, Michael
LI Qiang
SHANG Jianguang

Qualified Accountant & Company Secretary

FONG Chi Wah

Auditor

BDO Limited

Principal Bankers

Bank of China (Hong Kong) Limited
China Construction Bank (Asia)
Corporation Limited
Hang Seng Bank
Hongkong and Shanghai Banking
Corporation Limited
Standard Chartered Bank (Hong Kong)
Limited
China Merchants Bank Co., Ltd.

Share Registrar in Hong Kong

Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Registered Office

P.O. Box 309
Ugland House
South Church Street
Grand Cayman
Cayman Islands

Principal Office

Units 1902 – 04, Level 19
International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

Websites

<http://www.irasia.com/listco/hk/chinahaidian>
<http://www.chinahaidian.com>

Management Discussion and Analysis

Operating Results

The Group achieved substantial revenue and profit growth in the first half of 2013.

For the six months ended 30 June 2013, the Group recorded an unaudited revenue of approximately HK\$1,302,942,000 (Six months ended 30 June 2012: HK\$959,089,000), an increase of HK\$343,853,000 or 36% compared with the corresponding period last year. Gross profit for the period was approximately HK\$671,985,000 (Six months ended 30 June 2012: HK\$531,775,000), an increase of HK\$140,210,000 or 26% compared with the corresponding period last year. Net profit after tax for the period was approximately HK\$421,845,000 (Six months ended 30 June 2012: HK\$119,791,000), an increase of HK\$302,054,000 or 252% compared with the corresponding period last year.

The segment result for watches and timepieces was HK\$229,303,000 for the period ended 30 June 2013 (Six months ended 30 June 2012: HK\$187,983,000), representing an increase of HK\$41,320,000 or 22% compared with the corresponding period of last year. Gain on disposal of the Citychamp Dartong shares also contributed to the significant increase in net profit. Net asset value per share was HK\$1.01 as at 30 June 2013 (31 December 2012: HK\$0.93).

Business Review

Capitalizing on their wide range of quality products and the increasingly comprehensive distribution network all over Mainland China, both Rossini and EBOHR generated increasingly strong recurring income from the established watch market for the general public and developed additional income from selectively targeted market segments. On the whole, Rossini and EBOHR achieved stable profit contribution to the Group despite a slightly weakening Mainland China economy.

With the new products introduced in the Basel World in April 2013, branding and strategic marketing conducted in Mainland China, Hong Kong and overseas and distribution outlets developed during 2013, and most importantly, the appointments of senior managers, Eterna's performance started to regain momentum.

The acquisition of the Corum Group (As announced in the Company's circular dated 24 June 2013), making a new milestone in the Group's global investment journey, will expand the Group's product portfolio and broaden its revenue source. Corum's expertise in the design of sophisticated movements and luxury watches will enhance the Group's technology know-how and capability in those aspects, especially in the high-end luxury watch segment.

Most of the distribution companies expanded distribution networks and increased revenue. At the same time, all production companies extended product lines, widened the customer base and increased revenue.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands

The Group has built a sophisticated vertically integrated business model that equipped the Group with an effective and tight control over the entire value chain, from raw materials and component procurement, product design and development, manufacturing of mechanical movement, assembling, inventory management, distribution to marketing in Mainland China and overseas. Such integrated model enables us to monitor and control the quality of our products effectively and respond quickly to our customers' needs and preferences. It also allows more operational flexibility, better product diversity in terms of styles and functionalities and better market penetration. The speed that the Group can adjust the product mix is a great competitive advantage. Such business model essentially sets us apart from our peers, and enables us to further improve our profitability in the medium term.

Zhuhai Rossini Watch Industry Ltd.

Zhuhai Rossini Watch Industry Ltd. ("Rossini"), a 91% subsidiary of the Group, achieved impressive result in the first half of 2013. Revenue in the first half of 2013 was HK\$447,279,000, an increase of HK\$81,168,000, or 22%, from HK\$366,111,000 for the same period last year. Net profit after tax attributable to owners of the Company for the first half of 2013 was HK\$139,930,000 compared with HK\$111,793,000 for the same period last year, an increase of HK\$28,137,000, or 25%.

During the period, Rossini has increased its number of distribution outlets by 177. The total number of distribution outlets as of 30 June 2013 was 2,088 (1,301 through department stores, 781 through authorized dealers and 6 boutiques), covering 31 provinces, autonomous regions and municipalities. The growth outlook for distribution outlets is promising as Rossini watches offer product diversity in terms of design and style to attract Chinese consumers with different tastes and preferences, through which Rossini watches are able to reach a wide range of consumers across different economic and age groups. At the meanwhile, Rossini adjusts certain product lines for the areas where the economic growth is faster than the average national growth, to ensure that Rossini could capture the relatively strong market potential in those areas and dominate the competition.

To further build up the brand, additional outdoor advertisement was placed in six leading high-speed train lines, such as those between Beijing and Shanghai and between Beijing and Guangzhou, covering 9 provinces and 43 cities. More quality trainings were provided to sale staff especially those in the new distribution outlets. Continuous new product development was conducted to maintain the brand awareness; new products were based on the market surveys on those target customers to ensure their success.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands (Continued)*Zhuhai Rossini Watch Industry Ltd. (Continued)*

Internet sales was growing strongly in the period, accounting for HK\$26,401,000, representing approximately 6% of total revenue and an increase of 176% of the corresponding period last year. Unique product lines, that are different than those available in the physical distribution outlets, are developed for Internet sales. While the Internet sale is a powerful tool to extend the customer reach targeting the group of younger customers aged 18 to 25, it is considered complementary to the sales from physical distribution outlets and expected to grow significantly. The customer consumption data and feedback from the Internet sale is also useful to generating revenue from physical distribution outlets.

During the period, the watch museum in the headquarters attracted 925 groups, totalling around 20,000 tourists and generating revenue of over HK\$4,123,000 from the showrooms in the headquarters. Rossini would put stronger efforts in attracting tourists and generating the relevant revenue.

Rossini has been awarded China's 500 most valuable brands, with brand value at RMB5.2 billion ranking the 1st in the watch industry of Mainland China, of the year 2013 by the World Brand Laboratory.

Rossini continues to benefit from a high-quality growth profit, the strong track record and leading market position in the watch industry. Rossini continues to offer a business model with products present in all price segments, strong pricing power and with continued expansion in the regional footprint.

EBOHR Group

EBOHR Group is composed of EB Brand Limited, EBOHR Luxuries International Limited ("EBOHR"), PAMA Precision Manufacturing Limited and Swiss Chronometric AG.

EBOHR Group achieved impressive result in 2013. Revenue for the first half of 2013 was HK\$334,648,000, an increase of HK\$41,425,000, or 14%, from HK\$293,223,000 for the same period last year. Net profit after tax for the first half of 2013 was HK\$83,089,000, compared with HK\$61,141,000 for the same period in 2012, an increase of HK\$21,948,000, or 36%.

During the period, there was an increase of 149 distribution outlets. The total number of distribution outlets as of 30 June 2013 was 1,871 (1,225 outlets through department stores and 646 through authorized dealers). Such expansion would be particularly relevant to the increased demand for EBOHR watch.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands (Continued)*EBOHR Group (Continued)*

EBOHR also revised the remuneration structure for sale staff so that they are motivated to sell more aggressively. The fixture and fittings in the distribution outlets were upgraded to generate more customer flow.

Internet sales increased to HK\$26,462,000 for the first half of 2013 from HK\$19,841,000 for the same period in 2012 and its respective proportion of total revenue to 8% from 7%. EBOHR put efforts in developing brand awareness among Internet users by expanding the online presence through popular online shopping platform and hence generated increasingly strong Internet sale.

EBOHR now owns three brands, namely EBOHR, KANA and EC. Creative, attractive and stylish product design is one of the core competencies of EBOHR. The design team is keeping track on customers' tastes and the fast-changing trends in Mainland China. With additional product lines introduced, EBOHR streamlined the existing product lines so that it could focus on the performing product lines and thus more effectively monitored the inventory level. In addition to the product lines for the mass market, EBOHR focused on a few product lines such as watches with gold case, exclusive mechanical movement, and Nano coating, watches focusing on lady executives and big watches for gentlemen.

EBOHR has been awarded China's 500 most valuable brands of the year 2013 by the World Brand Laboratory with brand value at RMB3.5 billion. EBOHR also received various provincial and city awards for its brand and achievement.

Swiss Chronometric AG, a subsidiary 100% owned by the Group through EBOHR, manufactures and distributes Codex watches in Switzerland. Coupled with continued brand marketing, Codex is now gaining increasingly strong recognition in Lucerne and Mainland China. Revenue increased but administrative expenses decreased for the period as Swiss Chronometric AG streamlined the Swiss operation. Loss for the period was HK\$3,583,000 compared with HK\$14,965,000 for the same period last year.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands (Continued)*Eterna Group*

Eterna Group is composed of Eterna AG Uhrenfabrik (“Eterna”), Eterna Movement AG, Eterna Uhren GmbH, Kronberg and Eterna (Asia) Limited (“Eterna (Asia)”). Eterna focuses on manufacturing and distribution of Eterna and Porsche Design in areas other than Asia, while Eterna (Asia) focuses on distribution of Eterna and Porsche Design watches in Asia.

Eterna is also licensed to manufacture and distribute Porsche Design watches. Eterna watches are distributed through independent points of sales and agencies while the Porsche Design watches are distributed through points of sales and own/franchised shops all over the world.

Leveraging on the success of caliber 39 that has also achieved qualification in 2012, Eterna expects to achieve qualification of the modular caliber 39, incorporating chronograph functionalities in 2013. Modular mechanical movement can be easily modified to include additional features, such as date, tourbillon and chronograph functionalities, with relatively simple process and at relatively competitive cost. The cooperation between Eterna’s mechanical movement production capability with that of Corum serves as a key competitive advantage for the Group.

Eterna (Asia) has established 14 distribution outlets in Hong Kong and Macau, 3 distribution outlets in Mainland China and 1 distribution outlet in Taiwan at the same time, Porsche Design had 7 distribution outlets in Hong Kong and Macau, 2 in Mainland China and 6 in other Asian countries. Asia, especially Mainland China and Hong Kong, would be the areas of focus for the network development. It is expected to open significant number of operating entities and distribution outlets in Mainland China and Hong Kong in the near future to cater for the increasing demand for Swiss-made watches. There should be synergy arising from the cooperation of global distribution of Eterna watches and Corum watches.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands (Continued)*Eterna Group (Continued)*

Eterna focuses on three product segments, namely: mechanical watches with Eterna movement, mechanical watches with purchased movement and quartz watches. New products from those three segments have been developed and presented to the market during the Basel Fair 2013. In additions, new marketing campaigns for branding and strategic marketing including sponsorships, joint promotions and exhibitions have been launched in 2013 in Europe, Hong Kong and Mainland China. For instance, Eterna sponsors KonTiki movie in Switzerland, teams up with Southampton Football Club in England, sponsors Eterna Cup, a golf tournament in Beijing, places advertisement in inflight magazines such as CAAC and local popular newspapers and magazines, launches TV commercials on CCTV, the largest TV network in Mainland China and advertises in leading MTR stations in Hong Kong and other carefully selected prime locations. As a result, Eterna would be able to attract a wide range of customers, especially in Mainland China and Hong Kong. Similarly, Porsche Design sponsored high end events such as The Extravaganza Haitang Bay 2013 and 2013 Seoul Motor Show.

Eterna Group contributed revenue and net loss after tax of approximately HK\$26,281,000 (Six months ended 30 June 2012: HK\$21,437,000) and HK\$80,002,000 (Six months ended 30 June 2012: HK\$56,246,000) for the six months ended 30 June 2013 respectively. Net loss was due to the new product development cost, new market development cost, incremental operating cost, development cost for mechanical movement, and in particular promotional and advertising cost incurred for the branding and strategic marketing activities conducted in Mainland China, Hong Kong and overseas. Given the increasingly strong revenue being generated from Hong Kong Mainland China and overseas, Eterna is expected to achieve breakeven within a couple of years.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands (Continued)*Corum Group*

Pursuant to the Share Purchase Agreement signed on 23 April 2013, the Group acquired 100% equity interest of the Montres Corum Sàrl and its subsidiaries (referred to as “Corum Group”). The consideration was determined to be CHF28,400,000 (equivalent to approximately HK\$235,700,000). On 9 July 2013, the Group allotted and issued consideration shares equivalent to CHF39,000,000 (equivalent to approximately HK\$323,700,000). On the same day, the Group paid cash of CHF31,000,000 (equivalent to approximately HK\$257,300,000) and issued promissory notes of totalling CHF16,000,000 (equivalent to approximately HK\$132,800,000) as loans to the Corum Group. The sum of the consideration shares and loans was CHF86,000,000 (equivalent to approximately HK\$713,800,000).

The Corum Group is principally engaged in the development, manufacture and sale of Swiss luxury timepieces through its global distribution network with its history dating back to its origin in 1924. It owns a renowned Swiss elite luxury watch brand, Corum, together with a proprietary portfolio of innovative and technical movements. Its technical craftsmanship and non-traditional designs are especially well reflected in its original and unique in-line baguette shaped movements, which are housed in four-sided transparent cases to highlight the innovative mechanisms. It sells its watches through an exclusive global distribution network of eight premier branded boutiques and approximately 600 high-end, independent specialty retailers in over 90 countries.

The acquisition provides an opportunity for the Group to acquire a renowned Swiss elite luxury watch brand. With its exceptional design and mechanical movement that are complementary to the existing products and markets of the Group, it is strategically important for the sustainable development of the Group. Compared with existing products of the Group, the average selling price of the Corum watches is relatively higher, its market are global in nature and its channels of distribution are through international distributors. Therefore, the addition of the Corum brand will expand the Group’s product portfolio and broaden its revenue source. Furthermore, the Corum’s expertise in the design of sophisticated movements and luxury watches will enhance the group’s technology know-how and capability in those aspects. The ability of Corum to develop and manufacture its unique movements enables the Group to enter into the high-end luxury watch segment.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(1) Watches and timepieces – proprietary brands (Continued)*Corum Group (Continued)*

Following the establishment of the Codex brand in 2009 and acquisition of the Eterna brand in 2011, the Group acquires the Corum Group for its focus on manufacturing and distributing top-end products and serving top-end markets. The Corum brand is complementary to Codex and Eterna brands, both of which focus on the mid-range products and markets. The Corum brand is also complementary to Rossini and EBOHR brands, both of which focus on products for the mass markets in Mainland China. Furthermore, the Corum brand provides the opportunity for distribution companies to not only expand their distribution network, but also extend product lines, widen customer base and most importantly increased revenue.

Leveraging on the Group's existing expertise and resources of extensive channels of distribution in Mainland China, Corum is expected to be able to quickly build its own channels of distribution in Mainland China and benefit from the enormous potential of the Mainland China's imported watch market.

The Group completed the acquisition of Corum on 9 July 2013 and hence the Corum Group had no financial impact on the Group in the period under review.

In July 2013, the Swiss Chamber of Commerce honored the Company with the award named "the Most Successful Deal in Switzerland 2013 Special Recognition" acknowledging the Company in successfully completing the acquisition of Corum, establishing itself in Switzerland and having made a meaningful contribution to the Swiss economy.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(2) Watches and timepieces – non-proprietary brands

Since the establishment of Shenzhen Permanence Commerce Co., Limited (“Permanence”), the Group has been keen to develop more market share in distribution of non-proprietary brands in different provinces and cities. Through the watch distribution companies, which have around 300 self-owned brand image retail shops and distribution outlets, the Group distributed over 25 international brands in Beijing, Chongqing, Fujian, Guangdong, Henan, Jilin, Liaoning, Shenyang, Sichuan, and other leading cities.

As our management teams of the distribution companies are talented professionals with substantial knowledge and contacts, these distribution companies are well poised to expand the network of distribution in catering for the insatiable demand for luxury branded products in their designated territories.

The revenue is expected to continue to increase due to favorable government policies such as continuous import duties reduction, continuous economic growth, rapid urbanization, increased disposable income and most importantly, increasing demand for luxury goods.

Except for Permanence that is 100% owned, all other distribution companies are 51% owned by the Group. All distribution companies are different in the products they distribute and in the cities they focus. Collectively, they contributed revenue and net profit after tax for the first half of 2013 of HK\$441,718,000 (30 June 2012: HK\$238,331,000) and HK\$7,930,000 (30 June 2012: HK\$7,472,000) respectively. Revenue and net profit after tax increased in line with the expanded product range and distribution network.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(3) Watches and timepieces – production

The Group has the capability to produce mechanical movement ranging from basic mechanical movement to tourbillon and fashion watch on OEM basis for leading global brands at competitive cost.

Guangzhou Five Goat Watch Company Limited

Guangzhou Five Goat Watch Company Limited (“Five Goat”), a 78% owned subsidiary of the Group, is engaged in the manufacture and distribution of mechanical movement and watch and owns two watch brands, namely, Guangzhou and Dixmont. Five Goat has worked to improve production equipment, quality of mechanical movement and additional market for mechanical movement. Moreover, Five Goat produced more than 500 tourbillon movements in the first half. Five Goat contributed revenue, of which 95% from mechanical movement and 5% from watches, and net profit after tax of approximately HK\$37,662,000 (Six months ended 30 June 2012: HK\$32,285,000) and HK\$3,935,000 (Six months ended 30 June 2012: HK\$3,636,000) respectively in the first half of 2013.

Fair Future Industrial Limited

Fair Future Industrial Limited (“Fair Future”), a 25% owned associate of the Group, is engaged in the manufacture of watches and accessories of watches for a well-known Japanese brand on an OEM basis. Creative and stylish design is one of the core-competence of Fair Future. With a design team in excess of 30 professionals well exposed to the changing consumer behavior in the world, Fair future has made product portfolios that are well received by the OEM customers. Coupled with good quality and cost control, Fair Future is well positioned for sustainable development.

Fair Future contributed net profit after tax for the first half of 2013 of HK\$6,433,000 (Six months ended 30 June 2012: HK\$4,880,000). Net profit after tax increased in line with the expanded product range offered.

Management Discussion and Analysis (Continued)

Business Review (Continued)

(4) Investment in Citychamp Dartong Company Limited (“Citychamp Dartong”)

During the period, the Group received cash dividend of HK\$30,965,000 from Citychamp Dartong, i.e. cash dividend of RMB2.12 for every 10 shares (Six months ended 30 June 2012: HK\$17,169,000). On 18 March 2013, Citychamp Dartong announced its results under PRC GAAP for the year ended 31 December 2012. The consolidated profit was RMB861,742,000, in which RMB830,837,000 was attributable to owners of Citychamp Dartong.

On 13 June 2013, 58,600,000 shares of Citychamp Dartong were disposed and the Group generated gain on disposal of HK\$327,763,000. As at 30 June 2013, there were 115,389,058 shares of Citychamp Dartong with a market value of HK\$1,152,448,000 owned by the Group.

Given the recently published directives by Shanghai Stock Exchange, all listed companies are required to distribute certain percentage of their earnings as dividend, the cash dividend from Citychamp Dartong is expected to increase in line with the earnings of Citychamp Dartong.

(5) Property investment

The factory complex in Dongguan, the property on Yan He South Road, Luohu District, Shenzhen, three shop units on Xianghua Road, Zhuhai, in Guangdong Province of Mainland China, and one apartment in Hong Kong owned by the Group have been leased out, with stable rental returns to the Group for the period under review. During the period, these investment properties generated rental income of HK\$2,900,000 (Six months ended 30 June 2012: HK\$2,752,000).

(6) Motor yacht

In order to focus on the watch business, Chart Victory Limited (“Chart Victory”) will consider to terminate the motor yacht distribution business. During the period, Chart Victory incurred net loss after tax of approximately HK\$1,135,000 (30 June 2012: HK\$1,523,000). Net loss is expected to decrease if the remaining motor yachts are disposed.

Management Discussion and Analysis (Continued)

Financial Position

(1) Liquidity, financial resources and capital structure

As at 30 June 2013, the Group had non-pledged cash and bank balances of approximately HK\$591,967,000 (31 December 2012: HK\$228,624,000). Based on the borrowings of HK\$596,880,000 (31 December 2012: HK\$478,512,000) and shareholders' equity of HK\$4,196,483,000 (31 December 2012: HK\$3,789,021,000), the Group's gearing ratio (being loans divided by Shareholders' equity) was 14% (31 December 2012: 13%).

As at 30 June 2013, part of the Group's borrowing amounting to HK\$23,770,000 were repayable over one year and the remaining balances amounted to HK\$573,110,000 were repayable within one year.

On 14 June 2013, the Company executed an agreement with Fujian Fengrong Investment Co., Ltd. ("Fengrong") in respect of a financial guarantee of RMB300,000,000 provided by Fengrong in favour of a bank for a loan facility granted to the Group of CHF42,000,000. The financial guarantee provided by Fengrong covered a 3-year period from 27 June 2013 to 26 June 2016, and secured by 72,000,000 ordinary shares of Citychamp Dartong owned by Fengrong. Fengrong shall pay an annual guarantee fee of RMB4,500,000 to the bank and the Group will fully reimburse Fengrong all the guarantee fees and other direct expenses related to the financial guarantee totalling RMB14,000,000 in three years as they incurred during the guarantee period. Ms. Sit Lai Hei, a director of the Company, is also a director and a beneficial owner of Fengrong. The Group has not utilised any of the aforementioned loan facility as of 30 June 2013.

(2) Charge on assets

Banking facilities of the Company were secured by the Group's certain properties in Hong Kong and Switzerland with carrying amounts totalling approximately HK\$57,916,000 as at 30 June 2013 (31 December 2012: HK\$61,223,000).

(3) Capital commitments

As at 30 June 2013, there was capital commitments related to the acquisition of the Corum Group amounting to HK\$235,700,000.

Financial Review

(1) Gross profit

Gross profit was HK\$671,985,000, an increase of 26% from HK\$531,775,000 for the same period last year. Before making adjustments for intra-group transactions, Rossini contributed gross profit of HK\$312,108,000 while EBOHR Group contributed gross profit of HK\$244,367,000.

Management Discussion and Analysis (Continued)

Financial Review (Continued)

(2) Selling and distribution expenses

Total selling and distribution expenses was HK\$307,875,000, an increase of 42% from HK\$217,012,000 for the same period last year. Such increase was in line with the increase in revenue. Rossini, EBOHR Group and Eterna Group contributed selling and distribution expenses of HK\$102,264,000, HK\$104,651,000 and HK\$38,325,000 respectively.

(3) Administrative expenses

Total administrative expenses was HK\$215,322,000, an increase of 26% from HK\$170,873,000 for the same period last year. Rossini, EBOHR Group and Eterna Group contributed administrative expenses of HK\$28,712,000, HK\$30,920,000 and HK\$53,175,000 respectively.

(4) Net profit attributable to owners of the Company

Net profit attributable to owners of the Company was HK\$403,386,000, an increase of 303% from HK\$100,148,000 for the same period last year. Rossini contributed net profit attributable to owners to the Company of HK\$139,930,000 while EBOHR Group contributed net profit attributable to owners to the Company of HK\$83,089,000.

(5) Inventories

Inventories were HK\$1,656,667,000, an increase of 4% from HK\$1,587,657,000 in last year. The rate of increase in inventory was relatively lower than the rate of increase in revenue. Rossini, EBOHR Group, Eterna Group and Ruihuang (Chongqing) Watch Co., Ltd. contributed inventory of HK\$288,795,000, HK\$474,069,000, HK\$289,500,000 and HK\$144,293,000 respectively.

There are two reasons for the increase in inventory. Firstly, there was a significant increase of number of directly managed distribution outlets. Apart from replenishment of existing sales network, additional inventory would also be required for new distribution outlets in the pipeline. Secondly, in order to activate the development and production of new products, especially in the cases of EBOHR and Eterna, relatively more watches are produced but have not been sold to ultimate customers yet, contributing to higher level of inventory.

As the Group has initiated measures to enhance sales efficiency at distribution outlet level and overall inventory management, it is expected that the level of inventory would be gradually in line with revenue generated in the medium term.

(6) Amortisation of intangible assets

Total amortisation of intangible assets was HK\$6,532,000 (Six months ended 30 June 2012: HK\$3,755,000).

Management Discussion and Analysis (Continued)

Outlook

There is an old Chinese saying: “the beginning is the hardest”. We have had a solid start for our strategic plan by acquiring proprietary brands, Eterna and Corum, and establishing distribution companies. Essentially, we leverage our financial resources to acquire product, expertise and market presence. There is a long journey ahead before we reach our destination and enjoy the full benefits of our endeavours. Externally, the market uncertainty brought by the global economic and geopolitical backdrop and Europe’s sovereign debt problems continues to raise challenges and cast shadow in the near future. The Central People’s Government continues to commit to stabilize growth as a top priority. It is expected that more growth-stabilizing policies would be adopted to maintain domestic growth with an objective to boost domestic consumption so as to compensate for the decrease in export and eventually maintain the growth rate at 7.5% p.a. Notwithstanding the global and political uncertainties, Mainland China is more likely to weather any further deterioration better than the western countries.

On the Mainland China macroeconomic perspective, the steady economic growth, the continuous urbanization and most directly, the increased disposable income and consumption also contributed to the future satisfactory performance of Rossini, EBOHR, Eterna, and Corum and of distribution companies.

It is expected that the performance of the Eterna and Corum will improve in the future as the market recognition of the high brand value of Eterna and Corum increases following the investments on product development, marketing and advertising strategies and restructuring of its brand building strategy during the previous years. The expected expansion of presence in the Mainland China market will also help Eterna and Corum capture the enormous potential of the Mainland China’s imported watch market.

The Group will remain focused on executing the various initiatives under the strategic plan of developing both proprietary brands and non-proprietary brands. The Group would continue the impressive organic growth through product, market and distribution development, leveraging on our ample financial resources. These multiple strategic moves to achieve a balanced portfolio in a prudent manner are expected to drive significant growth in the years to come.

Management Discussion and Analysis (Continued)

Outlook (Continued)

With the view that the investments we have made are crucial to our long-term competitiveness, we are well-prepared to counter any hiccups and perform with great agility so as to bring sustainable returns to our shareholders.

Employees and Remuneration Policy

As at 30 June 2013, the Group had approximately 3,000 full-time staff in Hong Kong, Mainland China and Europe. The remuneration packages offered to the employees were determined and reviewed on an arm's length basis with reference to the market condition and individual performance. The Group also provides other benefits to its employees, including year-end double pay, medical insurance and retirement benefits, and incentive bonus are offered with reference to the Group's operating results and employees' individual performance. All employees of the Group in Hong Kong have joined the provident fund schemes. Employees of Group's subsidiaries in Mainland China also participate in social insurance scheme administrated and operated by local authorities and contributions are made according to the local laws and regulations.

Foreign Exchange Risk

Majority of the Group's sales and purchases are mainly denominated in RMB. Since the Group's bank borrowings are also mainly denominated in RMB and the Group has retained surplus funds in those currencies, such foreign exchange exposure is immaterial and could be effectively monitored. Certain portions of the Group's sales and purchases and loans are denominated in Swiss Franc. They are immaterial and could be effectively monitored.

Dividend

The directors have resolved not to distribute an interim dividend for the six months ended 30 June 2013 (Six months ended 30 June 2012: HK1 cent per share).

Management Discussion and Analysis (Continued)

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares

As at 30 June 2013, the interests or short positions of the directors and chief executive in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), were as follows:

(a) Ordinary shares of HK\$0.10 each of the Company

As at 30 June 2013, certain directors of the Company held long positions in the shares of the Company as follows:

| Name of directors | Capacity and nature of interest | Number of ordinary shares held | Percentage of the Company's issued share capital |
|--------------------------|--|---------------------------------------|---|
| Hon Kwok Lung | Corporate interests | 2,835,945,515 (Note) | 65.63% |
| | Personal interests | 3,500,000 | 0.08% |
| | Family interests | 1,374,000 | 0.03% |
| | | 2,840,819,515 | 65.74% |
| Shang Jianguang | Beneficial owner | 8,000,000 | 0.19% |
| Shi Tao | Beneficial owner | 5,000,000 | 0.12% |
| Lam Toi Man | Beneficial owner | 3,500,000 | 0.08% |
| Fung Tze Wa | Beneficial owner | 2,100,000 | 0.05% |

Management Discussion and Analysis (Continued)

Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares (Continued)

(a) Ordinary shares of HK\$0.10 each of the Company (Continued)

Note:

1,085,945,515 shares of the Company are held by Sincere View International Limited ("Sincere View"), which is owned as to 80% and 20% by Mr. Hon Kwok Lung and his spouse, Ms. Lam Suk Ying, respectively. 1,750,000,000 shares were held by Full Day Limited ("Full Day"), which is wholly-owned by Mr. Hon Kwok Lung.

Mr. Hon Kwok Lung and Ms. Lam Suk Ying are deemed to have an interest in the same parcel of shares of 2,835,945,515 held by Sincere View and Full Day.

(b) Share options of the Company

Certain directors of the Company personally hold options to subscribe for ordinary shares of the Company. Details of such options are disclosed under the paragraph "Share Option Scheme" below. These share options were granted pursuant to the terms of the share option scheme adopted by the Company on 30 May 2008.

(c) Long position in Rossini (Note 1)

| Name of director | Nature of interest | Percentage of shareholding |
|------------------|--------------------|----------------------------|
| Sit Lai Hei | Corporate (Note 2) | 9% |

Notes:

- Rossini is owned as to 91% indirectly by the Company and 9% by Fujian Fengrong Investment Company Limited ("Fujian Fengrong"). Rossini is an associated corporation of the Company within the meaning of Part XV of the SFO.
- The interest in Rossini was held by Fujian Fengrong, which is owned as to approximately 68.5% by Ms. Sit Lai Hei, an Executive Director, and 31.5% by Ms. Lu Xiaojun. Both Ms. Sit Lai Hei and Ms. Lu Xiaojun are daughters-in-law of Mr. Hon Kwok Lung, an Executive Director of the Company.

Save as disclosed above, as at 30 June 2013, no person had registered an interest or short position in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Management Discussion and Analysis (Continued)

Share Option Scheme

The following table discloses movements in the Company's share options for the six months ended 30 June 2013:

| Name and category of participants | Number of share options | | |
|--|-------------------------|----------------------------------|--------------------|
| | At 1 January 2013 | Movement during the period | At 30 June 2013 |
| Independent non-executive directors | | | |
| Fung Tze Wa | 1,400,000 | – | 1,400,000 |
| Li Qiang | 3,500,000 | – | 3,500,000 |
| Sub-total | 4,900,000 | – | 4,900,000 |
| Other eligible employees | | | |
| In aggregate | 7,300,000 | (175,000) | 7,125,000 |
| Other eligible persons | | | |
| In aggregate | 7,885,000 | (375,000) | 7,510,000 |
| Total | 20,085,000 | (550,000) | 19,535,000 |

Management Discussion and Analysis (Continued)

Substantial Shareholders' Interests in Shares and Underlying Shares

As at 30 June 2013, the following persons hold interests of 5% or more of the issued share capital of the Company, as recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long Position:

| Name of shareholders | Capacity and nature of interest | Notes | Number of ordinary shares held | Percentage of the Company's issued share capital |
|--|--|--------------|---------------------------------------|---|
| Full Day | Directly beneficially owned | | 1,750,000,000 | 40.50% |
| Sincere View | Directly beneficially owned | | 1,085,945,515 | 25.13% |
| Hon Kwok Lung | Corporate interests | (1) | 2,835,945,515 | 65.63% |
| | Family interests | | 1,374,000 | 0.03% |
| | Personal interests | | 3,500,000 | 0.08% |
| | | | 2,840,819,515 | 65.74% |
| Lam Suk Ying | Interest of spouse | (1) | 2,839,445,515 | 65.71% |
| | Beneficial owner | | 1,374,000 | 0.03% |
| | | | 2,840,819,515 | 65.74% |
| Keywise Capital Mangement (HK) Limited | Investment manager | | 249,546,000 | 5.78% |

Management Discussion and Analysis (Continued)

Substantial Shareholders' Interests in Shares and Underlying Shares (Continued)

Notes:

- (1) As Mr. Hon Kwok Lung owns 100% and 80% of Full Day and Sincere View respectively, he is deemed to be interested in the total of 2,835,945,515 shares held by Full Day and Sincere View under Part XV of the SFO. Mr. Hon Kwok Lung is a director of both Full Day and Sincere View. Ms. Lam Suk Ying, being Mr. Hon Kwok Lung's spouse, is also deemed to be interested in the total of 2,839,445,515 shares held by Mr. Hon Kwok Lung (2,835,945,515 shares held by Full Day and Sincere View, 3,500,000 shares held by Mr. Hon Kwok Lung).

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

Code of Corporate Governance Practices

During the period from 1 January 2013 to 31 March 2013 and from 1 April 2013 to 30 June 2013, the Company has complied respectively with all the code provisions of the "Code on Corporate Governance Practices" and "Corporate Governance Code", as set out in Appendix 14 to the "Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited" (the "Listing Rules"), except with the details disclosed below:

Code E.1.2

Code E.1.2 stipulates that the Chairman of the board of directors should attend the annual general meeting of the Company. The Chairman of the Board was unable to attend the annual general meeting of the Company held on 15 May 2013 due to his business trip outside Hong Kong.

Model Code for Securities Transactions by Directors

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the directors. Based on specific enquiry of the Company's directors, the directors have complied with the required standards set out in the Model Code throughout the six months ended 30 June 2013.

Management Discussion and Analysis (Continued)

Audit Committee

The audit committee (the “AC”) comprises the three independent non-executive directors, Mr. Fung Tze Wa (the Chairman of the Committee), Dr. Kwong Chun Wai, Michael and Mr. Li Qiang. The AC reviewed the accounting principles and practices adopted by the Group and discussed the internal control and financial reporting matters including the review of the unaudited interim financial information for the six months ended 30 June 2013. The AC also reviewed and commented internal audit reports of subsidiaries and associates and adequacy of resources, qualifications, experience and training of staff engaged in the accounting and financial report function.

Remuneration Committee

The remuneration committee (the “RC”) currently comprises three independent non-executive directors, Mr. Fung Tze Wa (the Chairman of the Committee), Dr. Kwong Chun Wai, Michael and Mr. Li Qiang, Executive Director and Chairman of the Board, Mr. Hon Kwok Lung and Executive Director and Chief Executive Officer, Mr. Shang Jianguang.

The majority of the RC members are independent non-executive directors. The RC makes recommendations to the board on the Company’s policy and structure for all directors’ and senior management’s remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. The RC also makes recommendations to the board on the remuneration packages of individual executive directors and senior management. The RC ensures that no director or any of his/her associates is involved in deciding his/her own remuneration.

Nomination Committee

On 26 March 2012, the Company established a nomination committee (the “NC”). The NC comprises the three independent non-executive directors, Mr. Fung Tze Wa, Dr. Kwong Chun Wai, Michael and Mr. Li Qiang, Mr. Hon Kwok Lung and Mr. Shang Jianguang. Mr. Hon Kwok Lung has been appointed as the chairman of the NC. The terms of reference of the NC have been included on the Stock Exchange’s website and the Company’s website.

The majority of the NC members are independent non-executive directors. The principal duties of the NC are to review the structure, size and composition of the board, identify and nominate individuals suitably qualified to become board members and make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors. The NC is also responsible for assessing the independence of independent non-executive directors.

Management Discussion and Analysis (Continued)

Purchase, Sale or Redemption of Shares

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

Appreciation

Our financial performance and strategic moves reflected the joint efforts of the Board and management in successfully pursuing our mission to be one of the leaders in the watch industry of Mainland China. I would like to express my deep gratitude to our employees, customers, suppliers, bankers, professional consultants, business partners, and shareholders for their support.

Hon Kwok Lung

Chairman

Hong Kong, 22 August 2013

Condensed Consolidated Statement of Comprehensive Income

For the Six Months Ended 30 June 2013

| | Notes | Six months ended 30 June | |
|---|-------|---------------------------------|---------------------------------|
| | | 2013 HK\$'000 (Unaudited) | 2012 HK\$'000 (Unaudited) |
| Revenue | 5 | 1,302,942 | 959,089 |
| Cost of sales | | (630,957) | (427,314) |
| Gross profit | | 671,985 | 531,775 |
| Other income and financial income | | 27,505 | 11,307 |
| Selling and distribution expenses | | (307,875) | (217,012) |
| Administrative expenses | | (215,322) | (170,873) |
| Loss on fair value changes in financial assets at fair value through profit or loss, net | | (16,714) | (6,708) |
| Dividend income from available-for-sale financial assets | 13.1 | 30,965 | 17,169 |
| Gain on disposal of available-for-sale financial assets | 13.2 | 327,763 | – |
| Gain on fair value changes in derivative financial instruments | 19 | 1,625 | 4,038 |
| Finance costs | 6 | (14,660) | (4,378) |
| Share of profits of associates | | 6,433 | 4,880 |
| Profit before income tax | 7 | 511,705 | 170,198 |
| Income tax expense | 8 | (89,860) | (50,407) |
| Profit for the period | | 421,845 | 119,791 |
| Other comprehensive income | | | |
| Items that may be subsequently reclassified to profit and loss: | | | |
| – Exchange gain on translation of financial statements of foreign operations | | 15,982 | 14,788 |
| – Transfer of investment revaluation reserve to profit or loss on disposal of available-for-sale financial assets | 13.2 | (244,312) | – |
| – Changes in fair value of available-for-sale financial assets | 13.1 | 217,940 | 388,825 |
| Other comprehensive income for the period | | (10,390) | 403,613 |
| Total comprehensive income for the period | | 411,455 | 523,404 |

Condensed Consolidated Statement of Comprehensive Income (Continued)
For the Six Months Ended 30 June 2013

| | Notes | Six months ended 30 June | |
|---|-------|---------------------------------|---------------|
| | | 2013 | 2012 |
| | | HK\$'000 | HK\$'000 |
| | | (Unaudited) | (Unaudited) |
| Profit for the period attributable to: | | | |
| Owners of the Company | | 403,386 | 100,148 |
| Non-controlling interests | | 18,459 | 19,643 |
| | | 421,845 | 119,791 |
| Total comprehensive income for the period attributable to: | | | |
| Owners of the Company | | 391,364 | 502,840 |
| Non-controlling interests | | 20,091 | 20,564 |
| | | 411,455 | 523,404 |
| Earnings per share attributable to owners of the Company during the period | | | |
| – Basic | 10 | HK 9.35 cents | HK 2.39 cents |
| – Diluted | | HK 9.32 cents | HK 2.34 cents |

Condensed Consolidated Statement of Financial Position

As at 30 June 2013

| | Notes | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|--|-------|--|--|
| ASSETS AND LIABILITIES | | | |
| Non-current assets | | | |
| Property, plant and equipment | 11 | 345,685 | 320,780 |
| Investment properties | 12 | 100,912 | 100,912 |
| Prepaid land lease payments | | 39,605 | 39,357 |
| Goodwill | | 621,382 | 621,382 |
| Interests in associates | | 64,500 | 58,065 |
| Available-for-sale financial assets | 13 | 1,152,529 | 1,409,176 |
| Intangible assets | | 179,204 | 149,049 |
| Prepayments and deposits | | 2,325 | 7,809 |
| Deferred tax assets | | 1,328 | 1,311 |
| | | 2,507,470 | 2,707,841 |
| Current assets | | | |
| Inventories | 14 | 1,656,667 | 1,587,657 |
| Trade receivables | 15 | 431,695 | 347,366 |
| Prepaid land lease payments | | 840 | 834 |
| Prepayments, deposits and other receivables | | 443,505 | 250,652 |
| Financial assets at fair value through profit or loss | | 91,622 | 106,929 |
| Short-term investments | 16 | 53,125 | 31,234 |
| Cash and cash equivalents | | 591,967 | 228,624 |
| | | 3,269,421 | 2,553,296 |

Condensed Consolidated Statement of Financial Position (Continued)
As at 30 June 2013

| | Notes | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|---|-------|--|--|
| Current liabilities | | | |
| Trade payables | 17 | 292,191 | 307,006 |
| Other payables and accruals | | 364,556 | 352,903 |
| Dividend payables | | 36,772 | 82,253 |
| Tax payables | | 50,955 | 44,059 |
| Borrowings | 18 | 596,880 | 478,512 |
| Derivative financial instruments | 19 | 59,918 | 40,126 |
| Due to related companies | | 161 | 159 |
| | | 1,401,433 | 1,305,018 |
| Net current assets | | 1,867,988 | 1,248,278 |
| Total assets less current liabilities/Net assets | | 4,375,458 | 3,956,119 |
| EQUITY | | | |
| Equity attributable to owners of the Company | | | |
| Share capital | | 432,095 | 426,806 |
| Reserves | | 3,764,388 | 3,362,215 |
| | | 4,196,483 | 3,789,021 |
| Non-controlling interests | | 178,975 | 167,098 |
| Total equity | | 4,375,458 | 3,956,119 |

Condensed Consolidated Statement of Changes in Equity

For the Six Months Ended 30 June 2013

| | Equity attributable to owners of the Company | | | | |
|--|--|--|---|--|--|
| | Share capital HK\$'000 (Unaudited) | Share premium account HK\$'000 (Unaudited) | Share option reserve HK\$'000 (Unaudited) | Other reserve HK\$'000 (Unaudited) | Shares to be issued reserve HK\$'000 (Unaudited) |
| At 1 January 2012 | 413,975 | 792,405 | 10,748 | 22,692 | - |
| Transactions with owners | | | | | |
| Issuance of shares for acquisition of intangible assets and an associate | 7,752 | 35,503 | - | - | - |
| Shares to be issued for an acquisition of an associate | - | - | - | - | 18,049 |
| Capital contribution from non-controlling interests | - | - | - | - | - |
| Proceeds from shares issued under share option scheme | 4,939 | 11,105 | - | - | - |
| Exercise of share options | - | 7,490 | (7,490) | - | - |
| Dividend paid to non-controlling interests | - | - | - | - | - |
| Approval of final 2011 dividend (note 9.2) | - | - | - | - | - |
| Additional final 2011 dividend (note 9.2) | - | (5,711) | - | - | - |
| Total transactions with owners | 12,691 | 48,387 | (7,490) | - | 18,049 |
| Comprehensive income | | | | | |
| Profit for the period | - | - | - | - | - |
| Other comprehensive income | | | | | |
| Exchange gain on translation of financial statements of foreign operations | - | - | - | - | - |
| Changes in fair value of available-for-sale financial assets | - | - | - | - | - |
| Total comprehensive income | - | - | - | - | - |
| Proposed interim 2012 dividend (note 9.1) | - | (42,667) | - | - | - |
| At 30 June 2012 | 426,666 | 798,125 | 3,258 | 22,692 | 18,049 |

Condensed Consolidated Statement of Changes in Equity (Continued)
For the Six Months Ended 30 June 2013

| Equity attributable to owners of the Company | | | | | | | | |
|--|--------------------|------------------|--------------------------------|------------------|--------------------|-------------|---------------------------|--------------|
| Goodwill arising on consolidation | Statutory reserves | Exchange reserve | Investment revaluation reserve | Retained profits | Proposed dividends | Total | Non-controlling interests | Total equity |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| (15,300) | 26,268 | 47,662 | 123,905 | 1,449,745 | 186,289 | 3,058,389 | 76,550 | 3,134,939 |
| - | - | - | - | - | - | 43,255 | - | 43,255 |
| - | - | - | - | - | - | 18,049 | - | 18,049 |
| - | - | - | - | - | - | - | 50,422 | 50,422 |
| - | - | - | - | - | - | 16,044 | - | 16,044 |
| - | - | - | - | - | - | - | - | - |
| - | - | - | - | - | - | - | (10,907) | (10,907) |
| - | - | - | - | - | (186,289) | (186,289) | - | (186,289) |
| - | - | - | - | - | - | (5,711) | - | (5,711) |
| - | - | - | - | - | (186,289) | (114,652) | 39,515 | (75,137) |
| - | - | - | - | 100,148 | - | 100,148 | 19,643 | 119,791 |
| - | - | 13,867 | - | - | - | 13,867 | 921 | 14,788 |
| - | - | - | 388,825 | - | - | 388,825 | - | 388,825 |
| - | - | 13,867 | 388,825 | 100,148 | - | 502,840 | 20,564 | 523,404 |
| - | - | - | - | - | 42,667 | - | - | - |
| (15,300) | 26,268 | 61,529 | 512,730 | 1,549,893 | 42,667 | 3,446,577 | 136,629 | 3,583,206 |

Condensed Consolidated Statement of Changes in Equity (Continued)
For the Six Months Ended 30 June 2013

| | Equity attributable to owners of the Company | | | | |
|---|--|---|--|---|--|
| | Share capital HK\$'000 (Unaudited) | Share premium account* HK\$'000 (Unaudited) | Share option reserve* HK\$'000 (Unaudited) | Other reserve* HK\$'000 (Unaudited) | Shares to be issued reserve** HK\$'000 (Unaudited) |
| At 1 January 2013 | 426,806 | 798,647 | 3,046 | 22,692 | 18,049 |
| Transactions with owners | | | | | |
| Issuance of shares for acquisition of intangible assets and an associate | 5,234 | 18,889 | - | - | (8,204) |
| Proceeds from shares issued under share option scheme | 55 | 124 | - | - | - |
| Exercise of share options | - | 83 | (83) | - | - |
| Dividend paid to non-controlling interests | - | - | - | - | - |
| Total transactions with owners | 5,289 | 19,096 | (83) | - | (8,204) |
| Comprehensive income | | | | | |
| Profit for the period | - | - | - | - | - |
| Other comprehensive income | | | | | |
| Exchange gain on translation of financial statements of foreign operations | - | - | - | - | - |
| Transfer of investment revaluation reserve to profit or loss on disposal of available-for-sale financial assets | - | - | - | - | - |
| Changes in fair value of available-for-sale financial assets | - | - | - | - | - |
| Total comprehensive income | - | - | - | - | - |
| At 30 June 2013 | 432,095 | 817,743 | 2,963 | 22,692 | 9,845 |

* These reserve accounts comprise the consolidated reserves of HK\$3,764,388,000 (31 December 2012: HK\$3,362,215,000) in the condensed consolidated statement of financial position.

The shares to be issued reserve as at 30 June 2013 represented the fair value of 18,000,000 units of ordinary shares to be issued for the acquisition of an associate which will be issued to the vendor in January 2014.

Condensed Consolidated Statement of Changes in Equity (Continued)
For the Six Months Ended 30 June 2013

| Equity attributable to owners of the Company | | | | | | | |
|--|-------------------------|-------------------------|---------------------------------------|-------------------------|-------------------------|----------------------------------|-------------------------|
| Goodwill arising on consolidation* | Statutory reserves* | Exchange reserve* | Investment revaluation reserve* | Retained profits* | Total | Non- controlling interests | Total equity |
| HK\$'000 (Unaudited) | HK\$'000 (Unaudited) | HK\$'000 (Unaudited) | HK\$'000 (Unaudited) | HK\$'000 (Unaudited) | HK\$'000 (Unaudited) | HK\$'000 (Unaudited) | HK\$'000 (Unaudited) |
| (15,300) | 26,268 | 63,258 | 725,385 | 1,720,170 | 3,789,021 | 167,098 | 3,956,119 |
| - | - | - | - | - | 15,919 | - | 15,919 |
| - | - | - | - | - | 179 | - | 179 |
| - | - | - | - | - | - | - | - |
| - | - | - | - | - | - | (8,214) | (8,214) |
| - | - | - | - | - | 16,098 | (8,214) | 7,884 |
| - | - | - | - | 403,386 | 403,386 | 18,459 | 421,845 |
| - | - | 14,350 | - | - | 14,350 | 1,632 | 15,982 |
| - | - | - | (244,312) | - | (244,312) | - | (244,312) |
| - | - | - | 217,940 | - | 217,940 | - | 217,940 |
| - | - | 14,350 | (26,372) | 403,386 | 391,364 | 20,091 | 411,455 |
| (15,300) | 26,268 | 77,608 | 699,013 | 2,123,556 | 4,196,483 | 178,975 | 4,375,458 |

Condensed Consolidated Statement of Cash Flows

For the Six Months Ended 30 June 2013

| | Six months ended 30 June | |
|---|---------------------------------|-------------|
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | HK\$'000 | HK\$'000 |
| Net cash outflow from operating activities | (114,519) | (113,186) |
| Net cash inflow/(outflow) from investing activities | 400,698 | (92,113) |
| Net cash inflow from financing activities | 72,664 | 139,880 |
| Net increase/(decrease) in cash and cash equivalents | 358,843 | (65,419) |
| Cash and cash equivalents at beginning of period (note) | 217,840 | 351,276 |
| Effect of foreign exchange rate changes, net | 15,284 | 15,499 |
| Cash and cash equivalents at end of period (note) | 591,967 | 301,356 |

Note:

Cash and cash equivalents comprised cash and bank balances and bank overdrafts for the purpose of condensed consolidated statements of cash flows.

Notes to the Unaudited Condensed Consolidated Interim Financial Information

For the Six Months Ended 30 June 2013

1. Basis of Preparation

This unaudited interim financial information (“The Unaudited Interim Financial Information”) has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34, Interim financial reporting, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and with the applicable disclosure provisions in Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The Unaudited Interim Financial Information is presented in Hong Kong Dollars (“HK\$”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“HK\$’000”) unless otherwise stated.

The Unaudited Interim Financial Information for the six months ended 30 June 2013 was approved for issue by the board of directors on 22 August 2013.

2. Summary of Significant Accounting Policies

The Unaudited Interim Financial Information has been prepared in accordance with the accounting policies and method of comparatives used in the annual financial statements of the Company for the year ended 31 December 2012 (the “2012 Annual Financial Statements”), except for the adoption of the new or amended Hong Kong Financial Reporting Standards (“HKFRSs”), which include individual HKFRSs, HKAS and Interpretations (“Int”). The adoption of these new and revised HKFRSs has had no material impact on the Group’s financial statements. The Group has not early adopted any new HKFRSs that have been issued but are not yet effective. The Unaudited Interim Financial Information should be read in conjunction with the 2012 Annual Financial Statements.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

3. Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are discussed below:

Estimated impairment of goodwill

The Group tests on an annual basis whether goodwill has suffered any impairment. The recoverable amounts of the cash generating units have been determined based on value-in-use calculations. These calculations require the use of judgement and estimates of the future cash flows expected to arise from the cash generating units, the timeframe for the cash flows forecast and the suitable discount rates in order to calculate the present value.

Provision against slow-moving inventories

Provision for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the provision involves management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charge/write-back in the period in which such estimate has been changed.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

3. Critical Accounting Judgements and Key Sources of Estimation Uncertainty (Continued)

Estimated impairment of trade and other receivables

Impairment loss on trade receivables of the Group is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. Allowances for impairment are determined by management of the Group based on the repayment history of its debtors and the current market conditions. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. Management reassesses the amount of impairment allowances of receivables, if any, at each reporting date.

Fair value of derivative financial instruments

The directors use their judgement in selecting appropriate valuation techniques to assess the fair value of the derivative financial instruments as disclosed in note 19, which are financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied.

4. Segment Information

The chief operating decision-maker is identified as executive directors. The executive directors have identified the Group's product and service lines as operating segments as follows:

- (a) manufacture and distribution of watches and timepieces;
- (b) property investment; and
- (c) distribution of yacht.

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

Inter-segment sales are charged at prevailing market prices.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

4. Segment Information (Continued)

| | Six months ended 30 June 2013 | | | |
|---|---|---|----------------------------------|----------------------------------|
| | Watches and timepieces HK\$'000 (Unaudited) | Property investment HK\$'000 (Unaudited) | Yacht HK\$'000 (Unaudited) | Total HK\$'000 (Unaudited) |
| Segment revenue and income: | | | | |
| Sales to external customers | 1,294,828 | 8,114 | – | 1,302,942 |
| Other income and financial income | 24,614 | 1,794 | – | 26,408 |
| Total | 1,319,442 | 9,908 | – | 1,329,350 |
| Segment results | 229,303 | 1,071 | (1,135) | 229,239 |
| Unallocated corporate income and expenses, net | | | | (37,070) |
| Share of profits of associates | | | | 6,433 |
| Gain on disposal of available- for-sale financial assets | | | | 327,763 |
| Finance costs | | | | (14,660) |
| Profit before income tax | | | | 511,705 |
| Income tax expense | | | | (89,860) |
| Profit for the period | | | | 421,845 |

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

4. Segment Information (Continued)

| | Six months ended 30 June 2012 | | | |
|---|---|---|----------------------------------|----------------------------------|
| | Watches and timepieces HK\$'000 (Unaudited) | Property investment HK\$'000 (Unaudited) | Yacht HK\$'000 (Unaudited) | Total HK\$'000 (Unaudited) |
| Segment revenue and income: | | | | |
| Sales to external customers | 951,834 | 7,255 | – | 959,089 |
| Other income and financial income | 9,815 | 1,084 | 25 | 10,924 |
| Total | 961,649 | 8,339 | 25 | 970,013 |
| Segment results | 187,983 | 4,318 | (1,523) | 190,778 |
| Unallocated corporate income and expenses, net | | | | (21,082) |
| Share of profits of associates | | | | 4,880 |
| Finance costs | | | | (4,378) |
| Profit before income tax | | | | 170,198 |
| Income tax expense | | | | (50,407) |
| Profit for the period | | | | 119,791 |

Management determines the Group is domiciled in Hong Kong, which is the location of the Group's principal office. Over 90% of the Group's revenues from external customers are attributable to a single geographical region, which is the People's Republic of China ("PRC").

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

5. Revenue

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts and rental income received and receivable. Revenue recognised during the period is as follows:

| | Six months ended 30 June | |
|---------------|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Sale of goods | 1,294,828 | 951,834 |
| Rental income | 8,114 | 7,255 |
| | 1,302,942 | 959,089 |

6. Finance Costs

| | Six months ended 30 June | |
|--|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Interests on borrowings wholly repayable within five years | 14,660 | 4,378 |

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

7. Profit Before Income Tax

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

| | Six months ended 30 June | |
|---|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Depreciation | 19,720 | 14,421 |
| Amortisation of prepaid land lease payments | 370 | 365 |

8. Income Tax Expense

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the period (Six months ended 30 June 2012: Nil).

The operation in the PRC is subject to income taxes ranging between 15% and 25% (Six months ended 30 June 2012: between 15% and 25%). Overseas tax is calculated at the rates applicable in the respective jurisdictions.

Under the current general provisions of the PRC Corporate Income Tax Law and published tax circulars, the Group would be subject to PRC withholding tax at the rate of 5% to 10% in respect of its PRC sourced income earned, including rental income from properties in PRC and dividend income derived from PRC incorporated company.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

9. Dividends

9.1 Dividends attributable to the interim period were as follows:

| | Six months ended 30 June | |
|------------------|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Interim dividend | – | 42,667 |

The directors do not recommend the payment of an interim dividend for the period ended 30 June 2013 (Six months ended 30 June 2012: Interim dividend of HK 1 cent per share). For the period ended 30 June 2012, the interim dividend declared after the reporting date had not been recognised as a liability at the reporting date, but reflected as an appropriation of share premium.

9.2 Dividends attributable to the previous financial year and approved during the period were as follows:

| | Six months ended 30 June | |
|--|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Final dividend in respect of the previous financial year | – | 192,000 |

No final 2012 dividend was recommended (Six months ended 30 June 2012: Final 2011 dividend of HK4.5 cents per share). The amount of actual final 2011 dividend payable was HK\$192,000,000 as a result of the issue of 126,917,000 new ordinary shares during the period ended 30 June 2012, as a consequence of acquisition of an intangible asset and an associate and exercise of share options before the closure of members' register on 3 July 2012. All of these ordinary shares newly issued were entitled to the final 2011 dividend.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

10. Earnings Per Share

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

| | Six months ended 30 June | |
|---|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Profit attributable to owners of the Company for the purpose of calculating basic and diluted earnings per share: | 403,386 | 100,148 |
| | | |
| | Number of shares | |
| | Six months ended 30 June | |
| | 2013 | 2012 |
| | '000 | '000 |
| | (Unaudited) | (Unaudited) |
| Weighted average number of ordinary shares for the purpose of calculating basic earnings per share | 4,315,844 | 4,197,783 |
| Effect of dilutive potential ordinary shares: – share options issued by the Company | 11,727 | 76,363 |
| Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share | 4,327,571 | 4,274,146 |

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

11. Property, Plant and Equipment

During the six months ended 30 June 2013, the Group acquired property, plant and equipment of HK\$40,052,000 (Six months ended 30 June 2012: HK\$108,365,000). Property, plant and equipment of HK\$900,000 were disposed of during the six months ended 30 June 2013 (Six months ended 30 June 2012: HK\$25,572,000).

As at 30 June 2013, the Group has not yet obtained the title certificates for certain leasehold buildings in the PRC with an aggregate carrying amount of approximately HK\$846,000 (31 December 2012: HK\$927,000). The Group's legal advisors have confirmed that the Group has legally obtained the rights to use the buildings. The directors are now in process of obtaining the title certificates from the relevant government authorities.

As at 30 June 2013, land and buildings in Switzerland with an aggregate carrying amount of HK\$35,766,000 (31 December 2012: HK\$39,073,000) have been pledged to secure banking facilities granted to the Group (note 18).

12. Investment Properties

As at 30 June 2013, the Group has not obtained the relevant title certificates for investment properties with an aggregate carrying amount of HK\$39,500,000 (31 December 2012: HK\$39,500,000). The Group's legal advisors have confirmed that the Group is the rightful and equitable owner of these investment properties. The directors are now in process of obtaining the title certificates from the relevant government authorities.

As at 30 June 2013, certain of the Group's investment properties with carrying amount of HK\$22,150,000 (31 December 2012: HK\$22,150,000) have been pledged to secure banking facilities granted to the Group (note 18).

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

13. Available-for-sale Financial Assets

13.1 Available-for-sale financial assets

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|--|--|--|
| Listed equity investment in the PRC, at fair value | 1,152,448 | 1,409,097 |
| Unlisted equity investments, at cost | 81 | 79 |
| | 1,152,529 | 1,409,176 |

As at 30 June 2013, the listed equity investment in the PRC represented 9.81% (31 December 2012: 14.78%) equity interest in Citychamp Dartong Company Limited (referred to "Citychamp" and its shares referred to as the "Citychamp Shares"). As at 30 June 2013, the Group held 115,389,058 Citychamp shares (31 December 2012: 173,989,058 Citychamp shares).

On 17 June 2013, Citychamp declared a cash dividend of RMB2.12 for every 10 Citychamp shares. A dividend income totalling HK\$30,965,000 were received and recognised by the Group in the profit or loss for the six months ended 30 June 2013 (Six months ended 30 June 2012: HK\$17,169,000).

During the period, the increase in fair value of Citychamp Shares of HK\$217,940,000 (Six months ended 30 June 2012: HK\$388,825,000) has been dealt with in other comprehensive income and investment revaluation reserve.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

13. Available-for-sale Financial Assets (Continued)

13.2 Gain on disposal of available-for-sale financial assets

On 13 June 2013, the Group has completed the disposal of 58,600,000 Citychamp Shares at a cash consideration of HK\$558,040,000 (RMB441,487,000 equivalent). Details of the completion of the disposal of Citychamp Shares are set out in the Company's announcement dated 17 June 2013. A gain of HK\$327,763,000 was recognised in the profit or loss for the six months ended 30 June 2013 and analysed as follows:

| | HK\$'000 (Unaudited) |
|---|---------------------------------|
| Proceeds from disposal of Citychamp Shares | 558,040 |
| Less: Carrying amount of Citychamp Shares at the date of disposal | (474,589) |
| Add: Release of investment revaluation reserve upon disposal | 244,312 |
| Gain on disposal of Citychamp Shares | 327,763 |

14. Inventories

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|--------------------------------|--|--|
| Raw materials | 254,456 | 229,656 |
| Work in progress | 166,264 | 48,439 |
| Finished goods and merchandise | 1,235,947 | 1,309,562 |
| | 1,656,667 | 1,587,657 |

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

15. Trade Receivables

The Group's trading terms with its customers are mainly on credit, except for certain customers, where payment in advance is required. The credit period is generally for a period of one to two months (31 December 2012: one to two months) for major customers. Each customer has a maximum credit limit. Trade debtors with balances that are more than three months overdue are required to settle all outstanding balances before any further credit is granted.

Ageing analysis of trade receivables as at the reporting dates, based on invoice date, and net of provisions, is as follows:

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|---------------|--|--|
| 1 to 3 months | 378,690 | 319,787 |
| 4 to 6 months | 35,748 | 24,760 |
| Over 6 months | 17,257 | 2,819 |
| | 431,695 | 347,366 |

16. Short-term Investments

As at 30 June 2013, the Group had short-term investments of HK\$53,125,000 (RMB42,500,000 equivalent) with a major bank in the PRC, of which an amount of HK\$15,625,000 (RMB12,500,000 equivalent) is redeemable in August 2013 and an amount of HK\$37,500,000 (RMB30,000,000 equivalent) is redeemable in September 2013. The estimated return from these short-term investments ranged from 5.2% to 6% per annum.

As at 31 December 2012, the Group had short-term investments of HK\$31,234,000 (RMB25,300,000 equivalent) with a major bank in the PRC, of which an amount of HK\$18,518,000 (RMB15,000,000 equivalent) has no maturity and an amount of HK\$12,716,000 (RMB10,300,000 equivalent) is redeemable in January 2013. For the balance with no maturity, the Group is entitled to redeem the investments from the banks anytime. The estimated return from these short-term investments ranged from 4.4% to 5.73% per annum.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

16. Short-term Investments (Continued)

The accrued and unpaid interest will be received upon redemption of the investment from the bank. The directors of the Company consider that the carrying value of short-term investments approximate to their fair value at end of the reporting period as it is highly liquid and credit risk involved is insignificant.

17. Trade Payables

Ageing analysis of trade payables as at the reporting dates, based on invoice dates, is as follows:

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|---------------|--|--|
| 1 to 3 months | 277,456 | 289,235 |
| 4 to 6 months | 9,075 | 8,353 |
| Over 6 months | 5,660 | 9,418 |
| | 292,191 | 307,006 |

18. Borrowings

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|--------------------------|--|--|
| Bank borrowings (note a) | | |
| Bank overdrafts | – | 10,784 |
| Bank loans | 551,880 | 467,728 |
| | 551,880 | 478,512 |
| Other loans (note b) | 45,000 | – |
| | 596,880 | 478,512 |

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

18. Borrowings (Continued)

Notes:

- (a) As at 30 June 2013, part of the bank borrowings of HK\$23,770,000 (31 December 2012: HK\$24,694,000) were repayable over one year and the remaining balances were repayable within one year.

Certain of bank loans contain clause which give the banks the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations. The carrying amounts of the borrowings approximate to their fair value. None of the portion of loans due for repayment after one year which contain a repayment on demand clause and that is classified as current liabilities is expected to be settled within one year.

At the reporting date, the Group's bank borrowings were secured by:

- (i) corporate guarantee provided by companies within the Group for bank borrowings as at 30 June 2013 and 31 December 2012.
- (ii) a legal charge over certain of the Group's investment properties with carrying amounts of HK\$22,150,000 (31 December 2012: HK\$22,150,000) (note 12)
- (iii) a legal charge over certain of the Group's land and buildings with the carrying amounts of HK\$35,766,000 (31 December 2012: HK\$39,073,000) (note 11)
- (b) Other loans were borrowed from a related company in which Mr. Hon Kwok Lung, a director of the Company, is also a director and a beneficial owner. The loans are unsecured, payable within one year and bear interest at 5% per annum.

19. Derivative Financial Instruments

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|--|--|--|
| Financial undertakings provided by the Group in relation to issuance of ordinary shares for: | | |
| – Acquisition of intangible assets (note a) | 46,332 | 23,452 |
| – Acquisition of an associate (note b) | 13,586 | 16,674 |
| | 59,918 | 40,126 |

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

19. Derivative Financial Instruments (Continued)

Notes

- (a) In January 2013, the Group completed the acquisition of certain intangible assets, including suppliers and distributions networks from joint venture partners in PRC at a consideration of RMB30,600,000. The purchase consideration was settled by issue and allotment of 37,335,286 ordinary shares ("2013 Consideration Shares for Intangible Assets") of the Company. Pursuant to the terms of the acquisition agreement, the Group has provided a financial undertaking to compensate the vendor the shortfall in cash if the average selling price of 2013 Consideration Shares for Intangible Assets disposed of by the vendor after the expiration of the respective lock-up periods is less than HK\$1. The fair value of financial undertaking as at 30 June 2013 is HK\$21,288,000 (31 December 2012: Nil).

In April 2012, the Group has completed the acquisition of certain intangible assets, including suppliers and distributions networks from a joint venture partner in the PRC at a consideration of RMB51,000,000. The purchase consideration was settled as to RMB6,500,000 by cash and as to RMB44,500,000 by issue and allotment of 54,527,631 ordinary shares ("2012 Consideration Shares for Intangible Assets") of the Company. Pursuant to the terms of the acquisition agreement, the Group has provided a financial undertaking to compensate the vendor the shortfall in cash if the average selling price of 2012 Consideration Shares for Intangible Assets disposed of by the vendor after the expiration of the respective lock-up periods is less than HK\$1. The fair value of financial undertaking as at 30 June 2013 is HK\$25,044,000 (31 December 2012: HK\$23,452,000).

- (b) In March 2012, the Group has completed the acquisition of an associate, Fair Future Industrial Limited, at a consideration of HK\$56,000,000. The purchase consideration was settled by issue and allotment of 56,000,000 ordinary shares ("Consideration Shares for Associate") of the Company. Up to 30 June 2013, 38,000,000 ordinary shares have been issued to the vendor, 18,000,000 ordinary shares will be issued to the vendor in January 2014. Pursuant to the terms of the acquisition agreement, the Group has provided a financial undertaking to compensate the vendor the shortfall in cash if the average selling price of the Consideration Shares for Associate disposed of by the vendor within the 12-month period from the expiration of the respective lock-up periods is less than HK\$1. The fair value of financial undertaking as at 30 June 2013 is HK\$13,586,000 (31 December 2012: HK\$16,674,000).

The aforementioned financial undertakings meet the definition of derivatives in accordance with HKAS 39. The value of the financial undertakings will change in response to changes in the share price of the Company's shares. There are no initial net investments and they are settled at a future date. In these regards, the financial undertakings will be accounted for as derivative financial instruments, which are designated as financial liabilities at fair value through profit or loss. The fair value gain of the derivative financial instruments during the period amounted to HK\$1,625,000 (Six months ended 30 June 2012: HK\$4,038,000), which has been recognised in the profit or loss for the period.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

20. Contingent Liabilities

As at 30 June 2013, the Group had no material contingent liabilities (31 December 2012: Nil).

21. Capital Commitments

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|--|--|--|
| Contracted, but not provided for: | | |
| Acquisition of a subsidiary (note a) | 235,700 | – |
| Purchase of intangible assets (note b) | – | 37,335 |
| | 235,700 | 37,335 |

Notes:

- (a) On 23 April 2013, the Group entered into an acquisition agreement with independent parties to acquire the entire share capital of Montres Corum Sàrl (“Corum”), a company incorporated in Switzerland. Corum and its subsidiaries are engaged in the development, manufacture and sale of Swiss luxury timepieces under the brand name of “Corum”. Pursuant to the Acquisition Agreement, the Consideration for the acquisition of Corum (the “Acquisition”) shall be CHF86,000,000 minus (i) Indebtedness (being the consolidated bank debts and other indebtedness for financing purpose) on the completion date of the Acquisition, and (ii) the pavilion purchase price (being the purchase price of CHF6,000,000 for the acquisition of a pavilion), which shall be satisfied by the allotment and issue of not more than 450,000,000 Consideration shares credited as fully paid to the vendors (or their nominee(s)) at the issue price of HK\$0.8 and any remaining amount of the consideration by cash at closing without any deduction, set-off or right to withhold. The Acquisition was completed on 9 July 2013 and the consideration was determined to be CHF28,400,000 (equivalent to approximately HK\$235,700,000). The consideration was settled by the issue and allotment of 404,625,000 ordinary shares of the Company. Details of the Acquisition are set out in the Company’s circular dated 25 June 2013 and an announcement dated 10 July 2013.
- (b) On 10 September 2012, the Group entered into a framework agreement (the “Framework Agreement”) with independent parties (the “Joint Venture Partners”) to establish a joint venture company in the PRC, namely Henan Jinjue Enterprise Company Limited (“Henan Jinjue”), which is principally engaged in the wholesale and retail of watches and accessories in the PRC. Pursuant to the Framework Agreement, the Group agreed to pay RMB30,600,000 (equivalent to approximately HK\$37,335,000) to the Joint Venture Partners as a consideration for the transfers of certain intangible assets, including the suppliers and distributions networks to Henan Jinjue. In January 2013, the consideration was settled by the issue and allotment of 37,335,286 ordinary shares of the Company. Details of the establishment of Henan Jinjue and acquisition of intangible assets are set out in the Company’s announcement dated 10 September 2012. During the six months ended 30 June 2013, the Framework Agreement was completed and the relevant shares have been issued.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

22. Related Party Transactions

22.1 Other than those disclosed elsewhere in the Unaudited Interim Financial Information, the following transactions were carried out with related parties:

(i) *Rental income*

| | Six months ended 30 June | |
|------------------------------------|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Rental income received (note a) | 60 | 60 |
| Sub-lease income received (note b) | 171 | 171 |

Note:

- (a) This was received from a director and this was charged at HK\$10,000 per month on average (Six months ended 30 June 2012:HK\$10,000).
- (b) Sub-lease income was received from a company of which certain directors of the Company are also directors of the related company, and this was charged at approximately HK\$29,000 (Six months ended 30 June 2012:HK\$29,000) per month on average.

(ii) *Interest expense*

| | Six months ended 30 June | |
|------------------|---------------------------------|-------------|
| | 2013 | 2012 |
| | HK\$'000 | HK\$'000 |
| | (Unaudited) | (Unaudited) |
| Interest expense | 376 | – |

The interest expense was paid to a related company in which Mr. Hon Kowk Lung, a director of the Company, is also a director and a beneficial owner.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

22. Related Party Transactions (Continued)

22.1 Other than those disclosed elsewhere in the Unaudited Interim Financial Information, the following transactions were carried out with related parties: (Continued)

(iii) *Outstanding balances included in other receivables*

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|----------------------------|--|--|
| Due from related companies | 1,737 | 1,822 |

The amount was due from a company of which certain directors of the Company are also the directors of the related companies. The balance was unsecured, interest-free and repayable on demand.

(iv) *Outstanding balances included in borrowings*

| | 30 June 2013 HK\$'000 (Unaudited) | 31 December 2012 HK\$'000 (Audited) |
|------------------------------------|--|--|
| Other loans from a related company | 45,000 | – |

Other loans are borrowed from a related company in which Mr. Hon Kwok Lung, a director of the Company, is also a director and a beneficial owner.

(v) *Disposal of Citychamp Shares*

On 13 June 2013, the Group has disposed of 52,000,000 Citychamp Shares to Fujian Fengrong Investment Company Limited ("Fengrong") at a consideration of approximately RMB392,600,000 (equivalent to HK\$495,587,000). Ms. Sit Lai Hei, a director of the Company is also a director and a beneficial owner of Fengrong.

Notes to the Unaudited Condensed Consolidated Interim Financial Information (Continued)
For the Six Months Ended 30 June 2013

22. Related Party Transactions (Continued)

22.1 Other than those disclosed elsewhere in the Unaudited Interim Financial Information, the following transactions were carried out with related parties: (Continued)

(vi) *Financial guarantee*

On 24 June 2013, the Company executed an agreement with Fengrong in respect of a financial guarantee of RMB300,000,000 provided by Fengrong in favour of a bank for a loan facility granted to the Group of CHF42,000,000. The financial guarantee provided by Fengrong covered a 3-year period from 27 June 2013 to 26 June 2016, and secured by 72,000,000 ordinary shares of Citychamp owned by Fengrong. Fengrong shall pay an annual guarantee fee of RMB4,500,000 to the bank and the Group will fully reimburse Fengrong all the guarantee fees and other direct expenses related to the financial guarantee totalling RMB14,000,000 in three years as they incurred during the guarantee period. The Group has not utilised any of the aforementioned loan facility as of 30 June 2013.

22.2 Compensation of Key Management Personnel of the Group:

| | Six months ended 30 June | |
|------------------------------|---------------------------------|---------------------------------|
| | 2013 HK\$'000 (Unaudited) | 2012 HK\$'000 (Unaudited) |
| Short-term employee benefits | 9,784 | 8,099 |
| Post-employment benefits | 66 | 103 |
| | 9,850 | 8,202 |

23. Comparative

Certain comparatives are reclassified during the period to conform to current period's presentation. In the condensed consolidated statement of comprehensive income, gain on fair value change in derivative financial instruments of HK\$1,625,000 (six months ended 30 June 2012: HK\$4,038,000), which previously included in other income and financial income was presented separately.

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