



SPRINGLAND

華地國際控股有限公司

Springland International Holdings Limited

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立的有限公司

Stock Code 股份代號：1700



ANNUAL REPORT **2015** 年報

CONTENTS

目錄

2	Corporate Information 公司資料
4	Corporate Profile 公司簡介
7	Financial Highlights 財務摘要
8	Chairman's Statement 主席報告書
12	Management Discussion and Analysis 管理層討論及分析
38	Directors and Senior Management 董事及高級管理人員
44	Corporate Governance Report 企業管治報告
63	Directors' Report 董事會報告
75	Independent Auditors' Report 獨立核數師報告
77	Consolidated Statement of Profit or Loss 綜合收益表
78	Consolidated Statement of Comprehensive Income 綜合全面收益表
79	Consolidated Statement of Financial Position 綜合財務狀況表
81	Consolidated Statement of Changes in Equity 綜合權益變動表
83	Consolidated Statement of Cash Flows 綜合現金流量表
86	Notes to Financial Statements 財務報表附註
192	Five Years Summary 五年財務摘要

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chen Jianqiang (*Chairman*)
Mr. Tao Qingrong (*Chief Executive Officer*)
Mr. Yu Yaoming

Non-executive Director

Mr. Fung Hiu Chuen, John

Independent Non-executive Directors

Dr. Lin Zhijun
Dr. Zhang Weijiong
Mr. Cheung Yat Ming

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1508, 15/F
Cityplaza Four
12 Taikoo Wan Road
Taikoo Shing, Hong Kong

HEAD OFFICE

26/F, Wuxi Jinling Hotel
No.1 Xianqian East Street
Wuxi City, Jiangsu, PRC

COMPANY SECRETARY

Ms. Hon Yin Wah, Eva

AUDIT COMMITTEE

Dr. Lin Zhijun (*Chairman*)
Dr. Zhang Weijiong
Mr. Cheung Yat Ming

董事會

執行董事

陳建強 (*主席*)
陶慶榮 (*行政總裁*)
俞堯明

非執行董事

馮曉邨

獨立非執行董事

林志軍
張維炯
張一鳴

註冊辦事處

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

香港主要營業地點

香港太古城
太古灣道12號
太古城中心四座
15樓1508室

總辦事處

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無錫金陵大飯店26樓

公司秘書

韓燕華

審核委員會

林志軍 (*主席*)
張維炯
張一鳴

CORPORATE INFORMATION

公司資料

REMUNERATION COMMITTEE

Dr. Zhang Weijiong (*Chairman*)
Dr. Lin Zhijun
Mr. Cheung Yat Ming
Mr. Fung Hiu Chuen, John

NOMINATION COMMITTEE

Dr. Zhang Weijiong (*Chairman*)
Dr. Lin Zhijun
Mr. Cheung Yat Ming
Mr. Fung Hiu Chuen, John

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HONG KONG SHARE REGISTRAR

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

AUDITORS

Ernst & Young

STOCK CODE

1700

COMPANY WEBSITE

www.springlandgroup.com.cn

薪酬委員會

張維炯 (主席)
林志軍
張一鳴
馮曉邨

提名委員會

張維炯 (主席)
林志軍
張一鳴
馮曉邨

股份過戶登記總處

Codan Trust Company (Cayman) Limited
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Cayman Islands

香港證券登記處

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

核數師

安永會計師事務所

股票代碼

1700

公司網站

www.springlandgroup.com.cn

Corporate Profile



公 司 簡 介

CORPORATE PROFILE

公司簡介

Springland International Holdings Limited (the “Company”) was listed on The Stock Exchange of Hong Kong Limited in October 2010 under stock code 1700. The Company and its subsidiaries (the “Group”) engage in the operation and management of department stores as well as supermarkets in PRC with the following characterize:

The Group is a geographically focused and dual-format retail chain operator in the Greater Yangtze River Delta. The business on department store and supermarket benefits each other complementary. This dual-format retail business creates “one-stop” shopping experience for the customers together with caters for a diversity of client-tail in order to well serve their needs and preferences from daily necessities to valuable goods and accessories. Department store and city centre supermarkets of the Group are in the distance close to each other, either in adjacent sites or the same building. It forms a retail hub that offers consumers a more convenient, comfortable shopping environment and experience. This retail business model generates diversified revenue sources while lowering the operational risks, creating synergies between department store and supermarket businesses and enjoying greater economic of sales.

The prime locations of the stores occupied are absolute advantage of the success of the Group’s retail business. All of the department stores and city centre supermarkets are located in prime retail space and shopping districts of the cities with high population density. The community centre supermarkets are located in encircling communities with dense population and convenient logistics. The Group obtains a maximum exposure and direct access to customers’ attention.

As at 31 December 2015, the Group operates and manages 56 stores, included 18 department stores and comprehensive lifestyle shopping malls and 38 supermarkets, in Jiangsu Province, Anhui Province and Zhenjiang Province with a total gross floor area of approximately 1,246,000 square meters. The Group’s department stores and comprehensive lifestyle shopping malls and supermarkets are sited in self-owned properties reached 88.3% and 38.1% of the total gross floor areas respectively.

華地國際控股有限公司(「本公司」)於2010年10月在香港聯合交易所有限公司上市，股份代號1700。本公司及其附屬公司(「本集團」)於中國經營及管理百貨店及超市。並有以下的特點：

本集團是以泛長江三角洲地區為重心的雙模式零售連鎖運營商。我們的百貨及超市業務相輔相成。雙模式零售業務為我們的客戶創造「一站式」的購物體驗，迎合更廣泛層面的客戶，並從日用品至昂貴商品滿足他們的需求及偏愛。本集團的百貨店及超市城市中心店設於相近地點，位於同一零售區域或同一樓宇。因此而形成零售中心，能夠為顧客提供更加方便舒適的購物環境及購物體驗。本集團的零售業務模式締造多樣化的收入來源的同時降低了經營的風險，使得百貨業務及超市業務形成合力及獲益於更廣泛的規模效應。

店舖佔據的黃金地段成為本集團零售業務成功的絕對優勢。本集團所有的百貨店及城市中心超市均位於我們擁有或已訂立長期租約的物業，並位於市內的購物旺區，人口密度高。社區中心超市位於人口密集、物流便捷的社區中心。

在2015年12月31日，本集團於江蘇省、安徽省和浙江省共營運56間店包括百貨或全面生活購物中心18間和超市38間，共總建築面積124.6萬平方米。本集團百貨或全面生活購物中心及超市自置物業佔總建築面積百分比分別為88.3%和38.1%。

CORPORATE PROFILE

公司簡介

RETAIL NETWORK

零售網絡

Department Store or Shopping Mall	百貨或購物中心	Gross Floor [^] Areas 建築面積 [^] (sq. m.) (平方米)	Commencement date of operation 開業日	Property ownership 物業所有權
Jiangsu Province				
	江蘇省			
Yixing Springland	宜興華地	28,579	12/1994	Primarily owned 主要自有
Liyang Yaohan	溧陽八佰伴	27,528	09/2003	Primarily owned 主要自有
Danyang Yaohan	丹陽八佰伴	35,124	09/2004	Owned 自有
Yixing (Hexin Branch)	宜興和信華地	30,251	11/2004	Owned 自有
Changshu Springland	常熟華地	26,625	12/2004	Lease 租用
Jiangyin Springland	江陰華地	37,930	09/2005	Owned 自有
Wuxi Yaohan*	無錫八佰伴*	76,300	07/2006	Owned 自有
Nantong Yaohan*	南通八佰伴*	58,522	11/2009	Owned 自有
Zhenjiang Yaohan	鎮江八佰伴	85,767	01/2010	Owned 自有
Changzhou Yaohan	常州八佰伴	31,662	04/2011	Lease 租用
Jintan Yaohan	金壇八佰伴	24,899	12/2011	Owned 自有
Zhenjiang Commercial Building*	鎮江商業城*	44,839	12/2011	Owned 自有
Yangzhou Wanjiayu	揚州萬家福	24,798	12/2012	Owned 自有
Nanjing Yaohan*	南京八佰伴*	23,249	04/2013	Lease 租用
Yixing Yaohan Lifestyle Shopping Mall	宜興八佰伴生活廣場	135,555	11/2015	Owned 自有
Gaochun Yaohan	高淳八佰伴	39,258	01/2016	Managed 管理
Anhui Province				
	安徽省			
Ma'anshan Yaohan	馬鞍山八佰伴	36,259	11/2009	Owned 自有
Xuancheng Yaohan	宣城八佰伴	34,952	12/2012	Owned 自有
Zhejiang Province				
	浙江省			
Changxing Yaohan	長興八佰伴	36,346	08/2012	Owned 自有
Jiaxing Yaohan Lifestyle Shopping Mall	嘉興八佰伴生活廣場	118,793	01/2016	Owned 自有
Supermarket by region			No. of stores	
	分區域超市		店舖數目	
Changzhou & Liyang	常州及溧陽	48,947	4	
Jiangyin	江陰	76,936	8	
Zhenjiang & Danyang	鎮江及丹陽	41,556	5	
Yixing	宜興	79,842	7	
Wuxi	無錫	63,034	9	
Others	其他	62,594	5	

* Commencement date includes date of acquisition of the company
開業日包括公司之收購日

[^] Not included gross floor areas for car parks and other supporting functions
不包括停車場和其他配套功能的建築面積

FINANCIAL HIGHLIGHTS

財務摘要

TOTAL SALES PROCEEDS – GROUP (RMB MILLION)

銷售所得款項總額－集團 (人民幣：百萬元)



-3.2%

TOTAL SALES PROCEEDS – DEPARTMENT STORE BUSINESS (RMB MILLION)

銷售所得款項總額－百貨業務 (人民幣：百萬元)



-4.3%

TOTAL SALES PROCEEDS – SUPERMARKET BUSINESS (RMB MILLION)

銷售所得款項總額－超市業務 (人民幣：百萬元)



0.0%

OPERATING PROFIT (RMB MILLION)

經營溢利 (人民幣：百萬元)



-19.8%

PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT (RMB MILLION)

母公司擁有人應佔溢利 (人民幣：百萬元)



-24.3%

EARNINGS PER SHARE (in RMB: (cents))

每股盈利 (人民幣：分)



-23.1%

Chairman's Statement



主 席 報 告 書

CHAIRMAN'S STATEMENT

主席報告書

During 2015, the economy of mainland China has undergone ongoing adjustments and challenges and the Group's business environment has also suffered as a result.

The world's major economies remain in downturn, thus weakening the overall demand. However, the US economy is reviving and the strong US dollar, following the signalled first interest rate rise at the end of 2015, continues to get stronger. The economy of mainland China is sluggish and the growth in the year further slowed down to 6.9%, which is the first time it has been below 7% since 1990. This indicates that the economic growth lacks momentum. Structural adjustments and the effect of economic incentive policies are far from expectation. The declining economy and change of consumption environment undermines residents' consumption needs, so the domestic consumption growth is lower than anticipated. Under such a trend, there is no significant increase in retail market of mainland China and the traditional retail industry is still facing challenges in terms of costs and profits.

Regardless of the challenging business environment, the Group managed to achieve the business target set at the beginning of 2015. The total sales proceeds of the Group slightly down by 3.2% to RMB10,696 million as compared with 2014. The profit for the year decreased by 24.1% to approximately RMB490 million as compared with 2014 and the basic earnings per share was RMB20 cents. In light of the financial performance of the Group, the Board proposes a final dividend of HK\$7 cents per share for the year ended 31 December 2015.

Strategies

Looking back on 2015, improved life quality, cultural features, personal character and unique experience have become new prerequisites of consumption. Considering these demands, the Group kept leveraging upon its ability in professional planning, technological development, service experiences and channel consolidation to promote and highlight the brand of its own.

於2015，中國內地經濟經歷的調整與挑戰仍然持續，本集團所處的營運環境難言樂觀。

全球各主要經濟體經濟持續低迷，總體需求低迷，唯美國經濟復蘇，美元持續走強，並在2015年底進入加息通道。中國內地經濟疲軟，年內全年增長進一步放緩至6.9%，乃自1990年以來首次跌破7%，顯示經濟增長缺乏動力，結構調整及各項經濟刺激政策未盡如人意。經濟低位運行和消費環境的變化，致使居民消費需求薄弱，國內消費增長低於預期。在這樣的大勢下，中國內地零售市場並無明顯增幅，傳統零售行業依然面臨成本和利潤挑戰。

在艱難的經營環境下，經團隊努力，本集團基本實現年初既定經營目標。2015年度，本集團全年銷售所得款項總額為人民幣10,696百萬元，較上年度略低3.2%，年度溢利約為490百萬元，較去年下降24.1%，每股基本溢利為人民幣20分。鑒於本集團的財務表現，董事會建議派發截至2015年12月31日止年度的末期股息每股港幣7仙。

策略

回顧2015年，伴隨生活品質的提高，文化、個性、專屬體驗等已成為新的消費者標籤。在這一需求下，本集團持續依靠專業規劃能力，依託技術開發和服務體驗，依靠渠道整合張揚和凸顯品牌。

CHAIRMAN'S STATEMENT

主席報告書

As to department stores, we spared no effort to adopt smart and new technologies by having intelligent upgrading on payment methods, information matching, mobile internet, foot traffic monitoring and parking systems, thereby making shopping a more convenient task. In each store, we proactively promoted the development of essential elements of shopping mall. Accordingly, we presented the mode of one-stop stores for selected categories and brands as well as created a fresh shopping experience for customers.

The Group also made adjustments and upgrades in respect of brands for its stores. We upgraded all our brand lineups and combinations, strengthened the lineup of bestselling brands together with expanded competitive brands and further reduced the overlap with market competitors in order to increase loyalty of our customers.

In respect of supermarkets, the formation of new commercial models and deepening of supply chains were key supporting factors to value the enhancement of our supermarket business and its efficiency. The Group paid more attention to the residents and their neighbourhoods when considering product category identification, consumption frequency, community service quality and customer interaction. We believe, with the attention and support to community commercial modules made during the establishing of smart cities, this will become one of the major sources of business growth of our supermarket business. In the deepening of supply chains, we further expanded the direct procurement channels from fresh food bases together with increased the source procurement of first-tier and second-tier product categories. In addition, we emphasized on promoting in-depth cooperation with bases of featured agricultural products, thus achieving the goal of making standardized direct source procurement viable.

Meanwhile, the Group put more effort on importing high quality products. This is complementary to the present operational system and we also believe sales of those products will deliver promising results with improved operating efficiency in terms of tariffs, market supply, logistics and payment methods.

於百貨，通過新技術進行智慧轉型，在支付方式、資料對接、移動互聯、客流監控、停車系統等多個方向進行了智慧化的升級，增加購物便利度。在各存量門店內，積極推動購物中心元素的開發，引進品類、品牌集合店模式，營造更多體驗元素。

本集團亦對多家門店進行了品牌調整升級，於品牌陣容及品牌組合進行了全面提升，穩固暢銷品牌陣容並擴大有競爭力的品牌，進一步降低與市場競爭對手的品牌重複率，以提升顧客的忠誠度。

於超市，新商業模型的打造與供應鏈深入，是超市業務升級價值與淬煉效率的重要支點。本集團在品項設置的考量、消費頻率的照顧、社區服務厚度及顧客互動的粘度等方面更加聚焦社區居民和社區生活，伴隨各地智慧城市建設對社區商業模組的重視與扶持，相信將成為超市業務重要的業績增長點之一。在供應鏈深入上，進一步拓寬新鮮基地直採渠道，加大對一線、二線品項的源頭採購；並重點推進特色農產品基地的深度合作，實現標準化源頭直採。

同時，本集團加大了進口及高品質商品的投入以完善現有經營體系，相信隨著市場供應、物流、支付等多種業務效率的提升，這些商品銷售將得以趨勢性發展。

CHAIRMAN'S STATEMENT

主席報告書

Moreover, the Group realized a steady expansion of its store network despite the adverse market condition. Supported by the asset light model, the Group maintained and increased our impact in the region. As of the report date, we opened three comprehensive lifestyle shopping malls, upgraded one department store, opened nine new supermarkets and entered into a light asset arrangement contract for a shopping mall. These projects reinforced the Group's strategy of having multiple stores in the same city and securing our leading position in the cities that and likely to have a booming retail market in the future.

Prospects

The growth of the aggregate retail amount of social consumer products in 2015 has slowed down compared with 2014. However, in light of the anticipation in the market of a declining economy, we can hardly be optimistic about the growth of sales in consumer products in 2016. Competition within the retail industry is fierce and finding profit is still difficult. Divisions, merges and acquisitions of within the industry are expected as well as the centralization of physical retail is also inevitable. This is a development progress in which we have to explore changes in innovation, break through impediments and pursue positive growth amid the unfavourable environment.

In 2016, professionalization, refinement, differentiation along with expedience will be the response to new consumption demands and this is also Springland's direction of constant innovation in the future. Springland will constantly enhance its ability to identify product quality, consolidate product resources, integrate businesses under different market conditions as well as commercial sectors and serve its customers. We will take advantage of the new internet technologies to promote our brand and move forward.

I hereby sincerely give thanks to the shareholders, employees, business partners and customers of the Group for their continuous support.

Chen Jianqiang
Chairman

16 March 2016

此外，本集團逆勢實現店鋪網路佈局的穩步推進，在輕資產模式的助力下，保持並增加本集團對目標市場的影響力。截至報告日期，新開三個全面生活購物中心、升級一間百貨門店、新開九間超市門店、新簽一間購物中心輕資產項目合約，這些項目強化了本集團同城多店的戰略實施，並為本集團未來在該等前景可期的零售市場地位提供了龐大潛力。

前瞻

2015年的社會消費品零售總額比上一年增速有所放緩，而在經濟低位運行的市場預期下，2016年的消費品增長難言樂觀。零售業的競爭依然激烈，盈利依然艱難，整個行業的分化、併購重組預見將進一步加劇，實體零售走向集中勢成必然。這是一個在艱難中探索、在創新中求變、在困境中突圍、在「冷環境」中求「熱增長」的發展過程。

2016年，專業化、精細化、差異化和便捷化將更好地迎合新的消費需求，這也是華地未來不斷的創新方向。華地將不斷提升對商品品質的甄選能力、對商品資源的組合能力、不同市場商圈下對業態的整合能力、以及對顧客的服務能力，利用互聯網新技術，品牌驅動，砥礪前行。

本人謹此衷心感謝本集團股東、全體員工、業務夥伴及顧客對本集團的持續支持。

陳建強
主席

2016年3月16日

Management Discussion and Analysis



管 理 層 討 論
及 分 析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

China's economic growth edged down to 6.9% in 2015 as trade and consumer spending weakened to its lowest level in the past 25 years. The Chinese leadership has promised structural reforms to boost long-term growth and economic policy in 2016 will focus on supply-side reform, while China's authorities will also rely on demand-side stimulus to cushion the current slowdown.

Affected by the decelerating macroeconomic growth in China, the traditional retail industry is slowing down. Statistic from the Chinese Commercial Information Center showed that the sale proceeds of national top 100 retailers the first time showed negative growth in 2015 year-on-year since 2012. Meanwhile, the emerging e-commerce has been reshaping the consumption habit of the Chinese consumers, traditional retailers encounter encroachment of market from e-commerce will continue.

BUSINESS REVIEW

The persisting complicated financial situation of China and challenging the economic development remained. The Group recorded a dropped in the total sales proceeds of 3.2% to RMB10,696 million due to the weak consumer sentiment and intensifying competition. Profit from operations decreased by 19.8% to RMB788 million.

Strategic transformation: modification of department store and introduction of new technology

It is believed that Chinese reform measures and development policies will pave the way for sustainable economic development in the long term. In these challenging circumstances, the Group is deploying several key transformation strategies that strengthen the business.

2015年由於貿易和消費減弱、中國經濟增長回落到6.9%，並為過去25年內最低水平。中國領導人承諾將進行結構性改革以提高長期增長，2016年的經濟政策將側重於供給側結構性改革，而中國當局還將要靠需求刺激政策來緩和目前的經濟衰退。

受國內宏觀經濟增長減速的影響，中國的傳統零售行業整體放緩。全國商業資訊中心的監測資料，2015年全國百家重點大型零售企業零售額自2012年以來首次出現負增長。與此同時，電子商務在重塑中國消費者的消費習慣，傳統零售對抗電子商務蠶食市場的局面仍將持續。

業務回顧

國內經濟環境錯綜複雜，經濟發展仍然面臨不少挑戰，由於消費情緒疲弱和競爭加劇，本集團全年銷售所得款項總額同比下降3.2%，至人民幣10,696百萬元；經營溢利同比下降19.8%，至人民幣788百萬元。

戰略轉型：百貨店改造和引進新技術

中國各項改革發展政策和措施將為經濟長期持續發展做準備。在充滿挑戰的環境中，本集團通過幾方面戰略轉型加強業務的深度。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In 2015, the Group accelerated its strategic transformation and modification from traditional department store to comprehensive lifestyle shopping mall with experiential consumption, by constantly reviewing as well as optimizing the merchandise mix to further enhance its competitiveness together with boost sales and profit growth.

The Group is embracing digital integration to enrich our business operations. Free WiFi and mobile payment were launched in all our stores. Most of the marketing and interaction with customers are now done through social media platforms to foster closer ties and increase customer loyalty. Also, the Group continues to develop its social customer relationship management and build its own “big data” database and improve on its business intelligence system.

Network expansion

In February 2015, the Group acquired the remaining 50% equity interest of Zhenjiang Baisheng Commercial Center Co., Ltd (鎮江百盛商城有限公司), for a consideration of RMB176.3 million and it became a wholly owned subsidiary of the Group. This subsidiary operates a department store, Zhenjiang Commercial Building (鎮江商業城), in Zhenjiang City, Jiangsu Province. The store, with a total gross floor area of approximately 45,000 square meters, was closed down for refurbishment to increase experiential consumption element for customers during the year and it was re-opened in November 2015.

於2015年本集團加快從傳統百貨店向體驗消費全面生活購物中心的戰略轉型和改造，持續審視和優化商品組合，進一步提升競爭力，促進銷售和利潤的增長。

本集團將數字一體化引入業務營運中。免費WiFi和移動支付已於所有門店全線開通。為促進更緊密的關係及提高客戶忠誠度，本集團的大多數營銷和互動活動已通過社交媒體平台進行。本集團繼續打通社交媒體平台和會員體系，繼續構建自己的「大數據」資料庫，並改進業務智能系統。

網絡擴展

於2015年2月，本集團以人民幣176.3百萬元收購鎮江百盛商城有限公司餘下50%權益，使其成為本集團的全資附屬公司，其經營位於江蘇省鎮江市的鎮江商業城百貨店。年內這家的總建築面積約為4.5萬平方米的百貨店關閉以進行翻新，以增加客戶的體驗式消費元素，並在2015年11月重新開業。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In the fourth quarter of 2015, the Group acquired 40.48% equity interest in Nantong Yaohan Commerce & Trade Joint Stock Company Limited (“Nantong Yaohan Commerce & Trade”) (南通八佰伴商貿股份有限公司), for a consideration of RMB368.5 million. After the acquisition, the Group held 98.58% equity interest of Nantong Yaohan Commerce & Trade. Nantong Yaohan Commerce & Trade holds and operates Nantong Yaohan department store, which has a gross floor area of approximately 58,000 square meters in Nantong City, Jiangsu Province. The acquisition will better implement the Company’s management and operation strategies. In 2016, the store will be transformed into a comprehensive lifestyle mall by strengthening its catering and entertainment services to increase experiential consumption.

In November 2015, Yixing Yaohan Lifestyle Shopping Mall, the Group’s first comprehensive lifestyle shopping mall project, commenced operation. The shopping mall is located at the Dongjiu (東氹商圈) business district in Yixing with a total gross floor area of approximately 210,000 square meters. It has integrated fashion shopping, catering, entertainment, leisure and culture activities in one, bringing an innovative lifestyle shopping together with entertainment experience to customers. The area for comprehensive lifestyle functions and amenities accounted for over 50% of the total operating area of Yixing Yaohan Lifestyle Shopping Mall. The diversified merchandise and amenities offers effectively attracted foot traffic and brought in young as well as fashionable customers.

In January 2016, the Group introduced the second comprehensive lifestyle shopping mall in Jiaxing City, Zhejiang Province. Jiaxing Yaohan Lifestyle Shopping Mall is located at the core business areas in Jiaxing with a gross floor area of approximately 166,000 square meters. total Jiaxing Yaohan Lifestyle Shopping Mall has integrated fashion shopping, catering, entertainment, leisure, culture activities and has introduced various features and fashionable brands along with a comprehensive range of business forms in Jiaxing to quickly become the landmark in the city.

於2015年第四季，本集團以人民幣368.5百萬元收購南通八佰伴商貿股份有限公司40.48%權益。收購完成後，本集團持有南通八佰伴商貿股份有限公司98.58%權益，其持有並經營位於江蘇省南通市總建築面積為5.8萬平方米的南通八佰伴百貨公司。此增持將更好地實施本公司的管理和經營策略。在2016年，南通八佰伴將轉變為一個擁有豐富餐飲，娛樂，體驗式消費元素的全面生活購物中心。

2015年11月，本集團的第一個全面生活購物中心宜興八佰伴生活廣場開業。該購物中心位於宜興市東氹商圈，總建築面積約21萬平方米，集時尚購物，餐飲，娛樂，休閒和文化活動於一體，為當地帶來時尚新穎的全生活消費體驗。宜興八佰伴生活廣場的全生活業態的經營面積佔其總經營面積超過50%。豐富多樣化的商品和業態有效吸引年輕時尚的消費群體。

2016年1月，本集團在浙江省嘉興市推出第二個全面生活購物中心。嘉興八佰伴生活廣場位於嘉興的核心商務區，總建築面積約16.6萬平方米。嘉興八佰伴生活廣場集時尚購物，餐飲，娛樂，休閒和文化活動於一體，引入多個特色和時尚商品品牌和綜合業態，迅速成為當地的商業地標。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Showing remarkable management ability, the Group further expanded its network by providing management services to property owners. During the year, the Group entered into an operation management contract in respect of Gaochun store at Nanjing. Gaochun Yaohan Department Store, which opened in January 2016, has introduced various brands, catering, recreation and entertainment to provide a one-stop shopping mall.

During the year, 6 supermarkets were opened in Wuxi cities, Jiangsu Province and they are located along existing logistic routes. The opening of the new supermarkets enhanced the Group "1+N" expansion strategy for the supermarket business, improved logistic efficiency and had an influence on the market share in the region.

As at 31 December 2015, the Group operated 18 department stores and comprehensive lifestyle shopping malls, with a total operational floor area of 594,000 square meters (2014: 530,000 square meters), representing increase of 12.0% from 31 December 2014. The Group also operated 38 supermarkets, with a total operational floor area of 212,000 square meters (2014: 181,000 square meters), representing increase of 17.7% from 2014.

Based on the sites secured by the Group for its new store expansion, it is anticipated that these stores will increase the gross floor area of the Group's chain stores by over 570,000 square meters in the next five years. Furthermore, the Group will continue to focus on high-quality premises that are suitable for the comprehensive lifestyle-one-stop shopping concept and will continue to seek opportunities of investment, co-operation, merger and acquisition that can fulfil the Group's development, investment strategies and objectives, hence laying a solid foundation for the Group's business expansion.

由於本集團卓越的管理能力，本集團通過為業主提供管理服務進一步擴展網絡。年內，本集團訂立南京高淳店的經營管理合同。高淳八佰伴在2016年1月開業，是集各種品牌、餐飲、休閒娛樂於一體的一站式購物中心。

年內，本集團於江蘇省無錫市新開了6間位於現有物流路線沿線的超市。新店的開設加強了本集團超市業務「1+N」密集佈點的戰略，並可進一步提升物流效率及區域內的超市影響力。

截至2015年12月31日，本集團經營18間百貨及全面生活購物中心，總經營面積59.4萬平方米（2014年：53萬平方米），較2014年12月31日增長12.0%。本集團經營38間超市總經營面積21.2萬平方米（2014年：18.1萬平方米），較2014年同期增加17.7%。

回顧目前已確定的多個新店拓展項目，本集團在未來五年內仍將繼續增加超過57萬平方米的建築面積。此外，本集團將持續關注、經營業態豐富的優質生活百貨物業並持續物色符合本集團發展策略及資本回報要求的投資合作與兼併收購機會，為本集團的業務拓展提供有效支撐。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL RESULTS

Total sales proceeds (“TSP”)¹ continued to be under pressure in the challenging market environment, weak consumer sentiment and intensifying competition. The Group’s TSP were RMB10,696 million for the year ended 31 December 2015. Profit for the year was RMB490 million, as compared with RMB646 million last year. The Directors of the Company recommended the payment of a final dividend for the year ended 31 December 2015 of HK\$7 cents per share (2014: HK\$9 cents per share).

財務業績

零售環境嚴峻，消費情緒疲弱及競爭加劇導致銷售所得款項總額¹持續受壓。截至2015年12月31日止年度，集團的銷售所得款項總額為人民幣10,696百萬元。年度溢利為人民幣490百萬元，而去年錄得溢利人民幣646百萬元。本公司董事建議就截至2015年12月31日止年度派付每股末期股息港幣7仙（2014年：每股港幣9仙）。

		Year ended 31 December 截至12月31日止年度		
		2015 二零一五年	2014 二零一四年	Charge 變動
		(RMB million) (人民幣百萬元)		
Total sales proceeds (“TSP”) ¹	銷售所得款項總額 ¹	10,696	11,049	-3.2%
<i>Department store</i>	百貨店	7,907	8,262	-4.3%
<i>Supermarket</i>	超市	2,789	2,787	-
Revenue	收入	4,168	4,276	-2.5%
Operating profit ²	經營溢利 ²	788	983	-19.8%
Profit for the year	年度溢利	490	646	-24.1%
Earnings per share (RMB: cents)	每股溢利(人民幣：分)	20	26	-23.1%
<i>Calculated in term of TSP:</i>		<i>以銷售所得款項總額計算：</i>		
Operating margin ³	經營溢利率 ³			
– <i>department store</i>	– 百貨店	8.6%	10.3%	
– <i>supermarket</i>	– 超市	4.0%	4.9%	
Net profit margin ⁴	淨溢利率 ⁴	4.6%	5.8%	

1 Total sales proceeds (“TSP”) = revenue from direct sales + gross revenue from concessionaire sales + rental income
銷售所得款項總額 = 直接銷售收入 + 特許專營銷售所得款項總額 + 租金收入

2 Operating profit = operating profit of department store + operating profit of supermarket
經營溢利 = 百貨經營溢利 + 超市經營溢利

3 Operating margin = operating profit/TSP
經營溢利率 = 經營溢利 / 銷售所得款項總額

4 Net profit margin = profit for the year/TSP
淨溢利率 = 年度溢利 / 銷售所得款項總額

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Revenue & TSP

收入和銷售所得款項總額

	Year ended 31 December 2015 截至2015年12月31日止年度			Year ended 31 December 2014 截至2014年12月31日止年度		
	Department store business 百貨業務	Supermarket business 超市業務	Total 合計 (RMB million) (人民幣百萬元)	Department store business 百貨業務	Supermarket business 超市業務	Total 合計
Revenue	收入					
Direct sales	309	2,446	2,755	312	2,478	2,790
Commission income from concessionaire sales	1,234	44	1,278	1,319	41	1,360
Rental income	81	53	134	72	48	120
Provision of food and beverage services	-	1	1	-	6	6
Total	1,624	2,544	4,168	1,703	2,573	4,276
TSP	銷售所得款項總額					
Direct sales	309	2,446	2,755	312	2,478	2,790
Gross revenue of concessionaire sales	7,517	290	7,807	7,878	261	8,139
Rental income	81	53	134	72	48	120
Total	7,907	2,789	10,696	8,262	2,787	11,049
Same store sales change	同店銷售變化		-5.1%	-4.1%	-1.8%	0.2%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Department store business:

TSP from the department store business reduced to RMB7,907 million (2014: RMB8,262 million) and same store sales dropped by approximately 5.1%. Direct sales as a percentage of TSP from the department store business was 3.9% (2014: 3.8%) while gross revenue of concessionaire sales as a percentage of TSP from the department store business was 95.1% (2014: 95.3%) in the year ended 31 December 2015.

TSP by top five largest stores

Due to the increase in TSP contributions from younger stores and keen market competition, the top five largest stores aggregate contribution to TSP decreased from 59.5% of last year to 58.3% of 2015.

Top 5 largest department stores by TSP:

百貨業務：

百貨業務銷售所得款項總額減少至人民幣7,907百萬元（2014年：人民幣8,262百萬元），同店銷售減少5.1%。2015年12月31日止年度內，直接銷售對百貨業務銷售所得款項總額的貢獻為3.9%（2014年：3.8%），特許專營銷售對百貨業務銷售所得款項總額的貢獻為95.1%（2014年：95.3%）。

前五大店對銷售所得款項總額的貢獻

由於相對年輕的店貢獻逐年增加及市場競爭的影響，前五大百貨店對百貨業務銷售所得款項總額的累計貢獻從去年的59.5%降至2015年的58.3%。

前五大百貨店銷售所得款項總額：

		2015 二零一五年		2014 二零一四年	
		TSP 銷售所得 款項總額 (RMB million) (人民幣百萬元)	TSP Contribution 銷售所得 款項總額 貢獻率	TSP 銷售所得 款項總額 (RMB million) (人民幣百萬元)	TSP Contribution 銷售所得 款項總額 貢獻率
Wuxi Yaohan	無錫八佰伴	1,351	17.1%	1,435	17.4%
Zhenjiang Yaohan	鎮江八佰伴	1,108	14.0%	1,210	14.6%
Jiangyin Springland	江陰華地	916	11.6%	961	11.6%
Yixing Springland	宜興華地	656	8.3%	708	8.6%
Nantong Yaohan	南通八佰伴	576	7.3%	602	7.3%
Others	其他	3,300	41.7%	3,346	40.5%
		7,907	100%	8,262	100%

MANAGEMENT DISCUSSION AND ANALYSIS

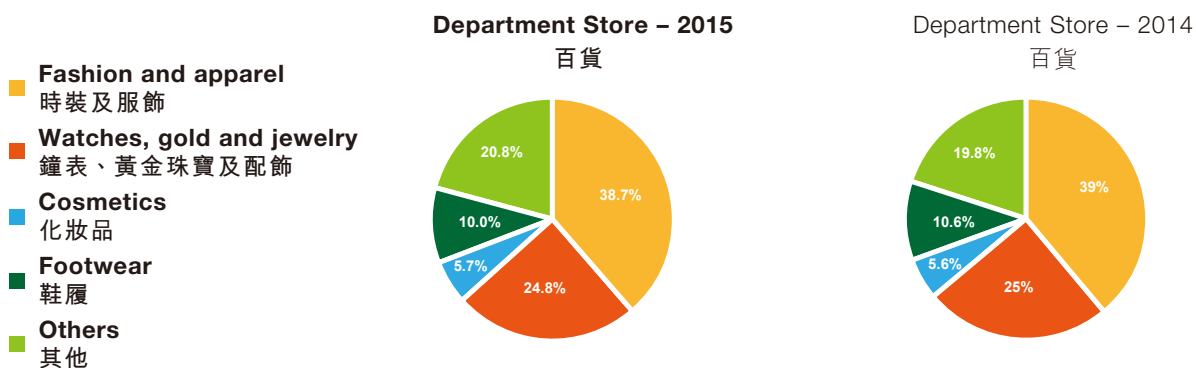
管理層討論及分析

TSP by merchandise categories

In 2015, fashion and apparel accounted for approximately 38.7% (2014: 39.0%); merchandise related to cosmetics accounted for approximately 5.7% (2014: 5.6%); watches, gold and jewelry accounted for approximately 24.8% (2014: 25.0%); footwear accounted for approximately 10.0% (2014: 10.6%) and the remaining categories including athletic apparel and casual wear, children's and home furnishing, household and electronic appliances, rental income and others accounted for the remaining 20.8% (2014: 19.8%) of TSP of the department stores business. The proportion of sales proceeds of department stores from various merchandise categories are presented in the below charts.

按商品品類佔銷售所得款項總額百分比

2015年，時裝及服飾佔銷售所得款項總額約為38.7%（2014年：39.0%）；化妝品佔約5.7%（2014年：5.6%）、鐘錶、黃金珠寶及配飾佔約24.8%（2014年：25.0%）；鞋履佔約10.0%（2014年：10.6%）；其餘商品類別（包括運動服裝及休閒服、童裝及家居用品、傢俱及電子用品、租金收入及其他）佔約餘下的20.8%（2014年：19.8%）。按商品品類劃分其佔百貨業務銷售所得款項總額的比例如下圖所示。



Commission rate from concessionaire sales and comprehensive gross margin⁵

In 2015, the commission rate from concessionaire sales was 16.4%, representing a drop of 0.3 percentage point from 16.7% in 2014. The Comprehensive Gross Margin of department store business was 21.1% which is same as that of 2014.

特許專營銷售佣金率及綜合毛利率⁵

於2015年，百貨特許專營銷售佣金率為16.4%，與2014年16.7%相比下降0.3個百分點。百貨業務的綜合毛利率為21.1%，與2014年一致。

5 Comprehensive Gross Margin = (gross profit of direct sales + commission income from concessionaire sales + rental income + other income (service fee collected from concessionaire and suppliers))/TSP.

綜合毛利率由綜合毛利除以銷售所得款項總額計算。綜合毛利包括直接銷售毛利、特許專營銷售佣金收入、租金收入及其他收入（主要來自特許專營商及供應商的服務費）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Supermarket business:

In 2015, TSP of the supermarket business reached RMB2,789 million, which is similar to TSP in 2014 of RMB2,787 million. It resulted from the net off of drop in same store sales of 4.1% and sales contributed from newly opened supermarkets.

TSP by top five largest stores

The aggregate contribution to TSP generated from the supermarket business from the top five largest stores decreased from approximately 37.6% in 2014 to 35.7% in 2015. The proceeds from supermarkets opened in 2014 and 2015 (proceeds not included in calculating the same store sales change) accounted for 5.0% of TSP for the supermarket business.

TSP by merchandise categories

Fresh food accounted for approximately 40.9% (2014: 40.0%), dry foods accounted for approximately 30.1% (2014: 29.8%), non-food accounted for approximately 24.8% (2014: 26.0%) and the remaining categories including rental income and others accounted for the remaining 4.2% (2014: 4.2%) of the TSP of the supermarket business. The proportion of sales proceeds of supermarket business from various merchandise categories are presented in the below charts.

超市業務：

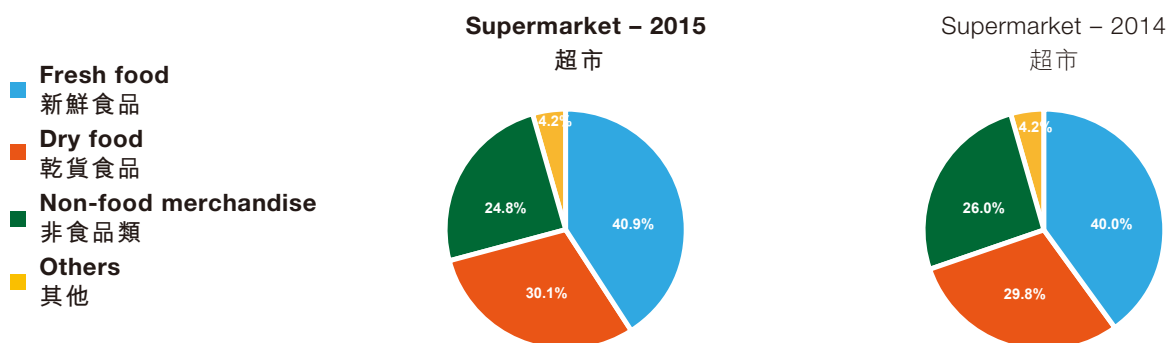
2015年，超市業務銷售所得款項總額達人民幣2,789百萬元，與2014年銷售所得款項總額人民幣2,787百萬元相當，其由於同店銷售下降4.1%和新開設超市銷售額的貢獻淨額所致。

前五大店對銷售所得款項總額的貢獻

前五大店對超市業務銷售所得款項總額的累計貢獻由2014年的37.6%降至2015年的35.7%。於2014年及2015年新開設的超市對超市業務銷售所得款項總額貢獻佔5.0%（該銷售所得款項總額不用於計算同店銷售變動）。

按商品品類佔銷售所得款項總額百分比

新鮮食品佔超市業務銷售所得款項總額約40.9%（2014年：40.0%）；乾貨食品佔約30.1%（2014年：29.8%）；非食品類貢獻佔約24.8%（2014年：26.0%）；其餘商品類別（包括租金收入及其他）佔餘下的4.2%（2014年：4.2%）。按商品品類劃分其佔超市業務銷售所得款項總額的比例如下圖所示。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Direct sales margin and comprehensive gross margin

Revenue from direct sales in the supermarket business decreased from RMB2,478 million in 2014 to RMB2,446 million in 2015, representing a drop of 1.3%. The direct sales margin stayed at 12.6% (2014: 12.6%). The Comprehensive Gross Margin maintained at 22.5% (2014: 22.6%). The Group intended to maintain the Comprehensive Gross Margin stable by increasing investments in equipment and technology to expand the contribution from fresh food and to enhance products quality and reduce wastage.

直接銷售毛利率及綜合毛利率

超市業務的直接銷售收入由2014年的人民幣2,478百萬元減少至2015年的人民幣2,446百萬元，同比下降1.3%。直接銷售的毛利率為12.6%（2014年：12.6%），綜合毛利率保持22.5%（2014年：22.6%）。集團擬通過加強設備及技術投入來擴大新鮮食品銷售貢獻，提升商品品質，降低損耗，以保持超市業務綜合毛利率的穩定。

Expenses

費用

	Year ended 31 December 2015 截至2015年12月31日止年度						Year ended 31 December 2014 截至2014年12月31日止年度					
	Department store business 百貨業務		Supermarket business 超市業務		Headquarter 總部	Total 總計	% of TSP 佔銷售 所得款項 總額百分比	Department store business 百貨業務		Supermarket business 超市業務	Total 總計	% of TSP 佔銷售 所得款項 總額百分比
	(RMB million) (人民幣百萬元)							(RMB million) (人民幣百萬元)				
Staff costs 員工成本	303	238	69	610	5.7%	272	233	77	582	5.3%		
Depreciation and amortisation 折舊及攤銷	264	77	4	345	3.2%	258	71	4	333	3.0%		
Rental expenses 租賃開支	44	69	6	119	1.1%	27	66	5	98	0.9%		
Other expenses 其他開支	380	130	44	554	5.2%	360	125	41	526	4.7%		
Total 合計	991	514	123	1,628	15.2%	917	495	127	1,539	13.9%		

Expenses consisted of staff costs, depreciation and amortisation, rental expenses and other expenses. Other expenses mainly include impairment of goodwill, impairment of property, plant and equipment, utility expenses, advertising and promotion expenses, loss on disposal of property, plant and equipment, office expenses, maintenance costs, travelling expenses, entertainment expenses, property tax and government surcharges as well as other miscellaneous expenses.

費用包括員工成本、折舊及攤銷、租賃開支及其他開支。其他開支包括商譽減值準備，物業、廠房及設備減值準備、水電開支，廣告宣傳費用，物業、廠房及設備的處置虧損，辦公室開支，維護及耗材費用，差旅費，業務招待費，財產稅，政府附加費用和其他雜項開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In 2015, total expenses of the Group as a percentage of TSP were 15.2% (2014: 13.9%) and total expenses increased by 5.8% to RMB1,628 million from RMB1,539 million in 2014. The growth was primarily attributable to the increase in the number of stores in accordance with the expansion of store network, which resulting the rise in staff costs, rental expenses, depreciation and amortization and other operating expenses; impairment of property, plant and equipment together with exchange losses due to currency fluctuation.

Fee income from suppliers and operating profit

In 2015, fee income from suppliers increased to RMB534 million (2014: RMB528 million), fee income from suppliers as a percentage of TSP increased to approximately 5.0% for 2015 from 4.8% for 2014. Fee income from suppliers including promotion fees, management fees paid by suppliers for participating in promotional activities, reimbursing electricity charge and material, etc.

Operating profits for the Group (excluded impairment of goodwill, share of loss of a joint venture, interest and dividend income and unallocated gains, corporate and other unallocated expenses and finance costs) decreased to approximately RMB788 million in 2015 from RMB983 million for the same period in 2014, representing a year-on-year decrease of 19.8%. Operating profits for the department store business decreased from RMB847 million in 2014 to approximately RMB676 million in 2015, representing a year-on-year decrease of 20.2%. The operation margin as a percentage of TSP for the department store business was 8.6%, representing a decline of 1.7 percentage point from 10.3% in 2014. For the supermarket business, operating profits decreased from RMB136 million in 2014 to approximately RMB112 million in 2015, representing a year-on-year decrease of 17.4%. The operating margin as a percentage of TSP for the supermarket business was 4.0%, representing a decline of 0.9 percentage point from 4.9% in 2014. The drop in operating profits for the Group, department store and supermarket businesses was mainly attributable to cost incurred by new stores during their ramp up period and higher operating costs contributed by them; and the increasingly competitive landscape of the retail sector which has led to drops in both sales and profit.

於2015年，本集團費用總額佔銷售所得款項總額的百分比為15.2%（2014年：13.9%），費用總額由2014年的人民幣1,539百萬元增加5.8%至人民幣1,628百萬元。該增加主要由於零售網路的擴張導致員工成本、租賃開支、折舊攤銷等經營費用隨門店數目的增加而增長，物業、廠房及設備減值準備的計提及匯率波動導致匯兌損失的增加所致。

來自供應商的其他收入及經營溢利

2015年，來自供應商的其他收入增加至人民幣534百萬元（2014年：人民幣528百萬元），佔銷售所得款項總額百分比從2014年的4.8%增加至2015年約5.0%。供應商的其他收入包括供應商參加商場營銷活動所需支付的促銷費、管理費以及供應商日常營運所需承擔的水電、物料消耗等費用。

本集團的經營溢利（除商譽減值準備、分佔合營企業虧損、利息及股息收入、未分配收益、公司及其他未分配開支及融資成本）由2014年的人民幣983百萬元減少至2015年的人民幣788百萬元，按年下降19.8%。百貨業務的經營溢利由2014年的人民幣847百萬元減少至2015年的人民幣676百萬元，按年下降20.2%，按佔銷售所得款項總額的百分比計百貨業務經營溢利率從2014年的10.3%下降1.7個百分點至8.6%。超市業務的經營溢利由2014年的人民幣136百萬元減少至2015年的人民幣112百萬元，按年下降17.4%。按佔銷售所得款項總額的百分比計超市業務經營溢利率4.0%，與2014年的4.9%相比降低了0.9個百分點。本集團的經營溢利、百貨業務和超市業務的經營溢利下降主要由於新店在業務發展初期所發生的費用及較高的營運成本及零售業經營環境競爭加劇，導致銷售及利潤均下跌所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

An analysis of the profit for the year was as follows:

財務回顧

年度溢利分析如下：

		Year ended 31 December 2015 截至2015年 12月31日 止年度 (RMB million) (人民幣百萬元)	Year ended 31 December 2014 截至2014年 12月31日 止年度 (RMB million) (人民幣百萬元)
Business unit	業務單位		
Department store	百貨	676	847
Less:	減：		
Impairment of goodwill	商譽減值準備	-	(25)
		676	822
Supermarket	超市	112	136
		788	958
Net finance income	利息收入淨額	14	79
Dividend, investment income and unallocated gains	股息、投資收入 及未分配收益	19	60
Corporate overheads and others	企業經費及其他開支	(123)	(127)
Share of loss of a joint venture	分佔合營企業虧損	(3)	(49)
Income tax expense	所得稅開支	(205)	(275)
Profit for the year	年度溢利	490	646

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Impairment of goodwill

The progress of extension and renovation of existing property of Yangzhou Fengxiang Commerce Co., Ltd. did not meet management's expectation, the Company recognised an impairment of goodwill in 2014. The company is engaged in operation of a department store, Yangzhou Wanjiayu Commercial Building, in Yangzhou, Jiangsu Province.

Net finance income

Net finance income comprised interest income from surplus cash and structured deposit net interest expenses on interest-bearing debts. The decrease in net finance income mainly was the resulted of the drop in interest income from surplus cash and structured deposit that was more than the cut in interest expenses.

Dividend, investment income and unallocated gains

Dividend, investment income and unallocated gains mainly comprised of dividend and investment income and subsidy income. The amount of decrease is mainly due to the Group receiving dividend income and recording a gain on disposal of its investment in the shares of Wuxi Commercial Building Dadongfang Co., Ltd (無錫商業大廈大東方股份有限公司) totalling of RMB34.6 million in 2014. The Group disposed all the investment in October 2014.

Share of loss of a joint venture

The Group shared a loss from Zhenjiang Baisheng Commercial Center Co., Ltd. (鎮江百盛商城有限公司), a joint venture of the Company. On 28 February 2015, the Group acquired additional 50% equity interest of the joint venture and it became wholly owned subsidiary of the Group. The share of loss decreased to RMB3 million in 2015 from RMB49 million in 2014.

Income tax expenses

Result from the decrease in profit before tax, income tax expenses for the current year dropped RMB70 million from the previous year. The effective tax rate staged at 29.5% and remained relatively stable as compared with that of 2014.

商譽減值準備

於2014年，因揚州豐祥商業有限公司的擴建及改造現有物業未達到管理層預期，本公司對其確認的商譽減值準備，此公司於江蘇省揚州經營一間名為揚州萬家福的百貨店。

利息收入淨額

利息收入淨額來自於盈餘現金及結構性存款的利息收入扣減帶息債務的融資成本。利息收入淨額下降主要由於現金及現金等價物及結構性存款減少導致利息收入減少，其減幅高於融資成本的減幅所致。

股息、投資收入及未分配收益

股息、投資收入及未分配收益主要包括股息、投資收入和補貼收入。金額下跌主要是由於本集團在2014年錄得股息收入和出售其投資在無錫商業大廈大東方股份有限公司的投資收益合計人民幣34.6百萬元。於2014年10月，本集團已出售全部投資。

分佔合營企業虧損

分佔合營企業虧損為本集團分佔合營企業鎮江百盛商城有限公司的虧損。於2015年2月28日，本集團收購此合營企業餘下50%的股權，其成為本集團的全資附屬公司。分佔虧損由2014年的人民幣49百萬元減少至2015年的人民幣3百萬元。

所得稅開支

因除稅前溢利下跌，本年度所得稅開支與去年相比下降70百萬元，有效稅率為29.5%，與2014年比相對保持穩定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

ASSETS BASE

The major assets and net assets of the Group were as follows:

資產基礎

集團的主要資產總值和資產淨值情況如下：

		31 December 2015 2015年 12月31日 (RMB million) (人民幣百萬元)	31 December 2014 2014年 12月31日 (RMB million) (人民幣百萬元)
Assets use in operation	營運使用的資產		
Property, plant and equipment	物業、廠房及設備	8,199	6,449
Prepaid land premiums	預付土地出讓金	1,681	872
Long-term prepayments	長期預付款項	76	615
		9,956	7,936
Cash and cash equivalents and time deposits	現金及現金等價物和定期存款	799	1,986
Restricted cash	受限貨幣資金	238	227
Structured deposits	結構性存款	-	115
Others assets	其他資產	1,249	1,338
Total assets	資產總值	12,242	11,602
Net assets	資產淨值	5,218	5,197
		RMB 人民幣	RMB 人民幣
Net assets per share (Note)	每股淨資產(附註)	2.08	2.03

Note:

Equity attributable to owners of the parent/Number of issued shares at the end of year

附註：

母公司擁有人應佔權益／年末已發行股份數。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Property, plant and equipment, prepaid land premium and long-term prepayments

Property, plant and equipment, prepaid land premium and long term prepayments amounted to approximately RMB9,956 million (2014: RMB7,936 million). Those assets were held for long-term operation used by the Group.

Capital expenditure of the Group during 2015 amounted to approximately RMB2,980 million (2014: RMB646 million). Capital expenditure consists of additions to property, plant and equipment, prepaid land premiums and other intangible assets including assets from the acquisition of subsidiaries.

Capital commitments as of 31 December 2015 amounted to RMB685 million (2014: RMB1,314 million), representing mainly construction items which contracted but not provided for of Jiaxing, Anqing and Wuhu projects.

Cash and cash equivalents and time deposits

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between three months and five years depending on the immediate cash requirements of the Group and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks. The carrying amounts of the cash and cash equivalents and time deposits approximate to their fair values.

Cash and cash equivalents and time deposits decreased from RMB1,986 million as at 31 December 2014 to RMB799 million as at 31 December 2015 mainly result from cost of launching new stores, ongoing projects, payments for the acquisition of a subsidiary and non-controlling interests. The Group will focus on asset light development model which reduce the amount of surplus cash. In 2015, the decreased in cash and cash equivalents was mainly due to payments of items of property, plant and equipment and prepaid land premium of totaling RMB1,536 million and payments of acquisition of a subsidiary and non-controlling interests of RMB477 million.

物業、廠房及設備，預付土地出讓金及長期預付款項

物業、廠房及設備，預付土地出讓金及長期預付款項總額約人民幣9,956百萬元（2014年：人民幣7,936百萬元）。上述資產乃本集團長期持有，並作為營運使用。

本集團於2015年內的資本開支約為人民幣2,980百萬元（2014年：人民幣646百萬元）。資本開支包括添置物業、廠房及設備，預付土地出讓金及其他無形資產（包括來自收購附屬公司的資產）。

於2015年12月31日，本集團的資本承擔為人民幣685百萬元（2014年：人民幣1,314百萬元），主要為建設中的嘉興、安慶和蕪湖的已簽訂合同但未撥備項目。

現金及現金等價物、定期存款

銀行存款根據每日銀行存款利率賺取浮動利息。定期存款由三個月至五年期限不等，視乎本集團的即時現金需求而定，並按各自的定期存款利率賺取利息。銀行結餘存入具信譽銀行。現金及現金等價物、定期存款的賬面值與其公平值相若。

現金及現金等價物、定期存款總計從2014年12月31日的人民幣1,986百萬元減少至2015年12月31日的人民幣799百萬元。主要由於原儲備資金用於新開設店鋪及在建項目的投入、收購附屬公司及非控股權益所致。本集團未來側重於輕資產專案的拓展，減少儲備資金總額的需求。於2015年，現金及現金等價物減少主要由於支付購買物業、廠房及設備和預付土地出讓金的合共人民幣1,536百萬元和支付收購附屬公司和非控股權益的人民幣477百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Restricted cash

Pursuant to the relevant rules and regulations issued by the Ministry of Commerce of the People's Republic of China, the Group was required to deposit bank balances in the Group's designated accounts or through issuing the letter of bank guarantee, total amount of which shall not be less than 30% of the balance of advances from customers for sales of prepaid cards. As at 31 December 2015, the Group has deposited cash in the amount of RMB105 million (2014: RMB100 million) in the Group's designated accounts.

As at 31 December 2015, part of the Group's cash amounting to RMB133 million (2014: RMB127 million) was restricted to use for securing bank loan facilities granted to the Group.

Structured deposits

In 2014, the amount included structured deposits in licensed banks in the PRC. These structured deposits have terms of less than three months and have expected annual rates of return up to 5.9%.

受限貨幣資金

根據中華人民共和國商務部頒發的相關法規，本集團需存入或通過獲得銀行保函以擔保合共不少於銷售預付費卡的客戶預付款項餘額30%於集團指定賬戶。截至2015年12月31日，本集團存放貨幣資金人民幣105百萬元（2014年：人民幣100百萬元）於本集團指定賬戶。

於2015年12月31日，本集團人民幣133百萬元（2014年：127百萬元）的貨幣資金存於銀行作為授予本集團銀行借款的擔保。

結構性存款

於2014年，金額為存於中華人民共和國持牌銀行的結構性存款。於2014年上述結構性存款期限少於三個月，並預期最高有5.9%的年利率。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EQUITY AND FINANCING

Equity

As at 31 December 2015, the equity attributable to owners of the parent amounted to RMB5,028 million, representing an increase of RMB43 million from 31 December 2014. During 2015, the Company repurchased approximately 27.7 million shares for a total consideration (including expenses) of approximately HK\$62 million.

Funding Model

Over the past years, the Group has actively diversified the funding sources, maintained strong long-term relations with lenders as well as investors and spread out maturities to reduce refinancing risk.

The Group maintained a strong cash position. Cash and cash equivalents, time deposits and total restricted cash stood at RMB1,037 million (2014: RMB2,213 million). Net bank borrowings and financing notes of the Group represented bank borrowings and financing notes (net of cash and cash equivalents, time deposits and restricted cash), that amounted to RMB1,939 million as at 31 December 2015 (2014: RMB381 million). The increase in net bank borrowings and financing notes during 2015 was mainly due to surplus cash is used in new stores opening, ongoing projects, payments for the acquisition of a subsidiary and non-controlling interests. As a result, the decrease in the cash and cash equivalents is recorded.

In July 2015, the Group obtained approval from the National Association of Financial Market Institutional Investors to issue short-term financing notes in one tranche or more than one tranche with an aggregate principal amount of up to RMB1.8 billion to domestic institutional investors in the PRC. On 7 August 2015, the Group issued the first tranche of short-term financing notes at par value of RMB500 million with the nominal interest rate of 3.85% per annum and the effective interest rate of 4.16% per annum.

On February 2016, the Group obtained approval from the National Association of Financial Market Institutional Investors to issue medium-term financing notes in one tranche or more than one tranche with an aggregate principal amount of up to RMB2.0 billion with a term of 3 years from the date of issuance to domestic institutional investors in the PRC. On 25 March 2016, the Group issued the first tranche of medium-term financing notes at par value of RMB300 million with the nominal interest rate of 4.78% per annum and the effective interest rate of 5.13% per annum.

The short-term and medium-term financial notes were issued to institutional investors in the inter-bank Bond Market in the PRC.

權益及籌資

權益

於2015年12月31日，母公司擁有人應佔權益為人民幣5,028百萬元，較2014年12月31日增加人民幣43百萬元。於2015年，本公司以總代價（包括費用）約港幣62百萬元購回約27.7百萬股股份。

融資模式

在過去幾年，本集團保持融資渠道多樣化，與債權人及投資者維持長期穩定的關係，並使債務到期日分散化以降低再融資風險。

本集團繼續持有充裕的現金，現金及現金等價物、定期存款和受限貨幣資金總額約為人民幣1,037百萬元（2014年：人民幣2,213百萬元）。於2015年12月31日，集團的銀行借款和融資券淨額（即銀行借款和融資券，扣除現金及現金等價物、定期存款和受限貨幣資金）為人民幣1,939百萬元（2014年：人民幣381百萬元）。2015年內，銀行借款和融資券淨額增加，主要由於本集團為項目所儲備的資金已用於預期的在建項目及新開設店鋪、收購附屬公司及非控股權益而大幅減少持有的現金及現金等價物所致。

於2015年7月，本集團取得中國銀行間市場交易商協會批准發行一期或一期以上本金總額不超過人民幣18億元的短期融資券予中國境內機構投資者。2015年8月7日，本集團發行第一期票面金額為人民幣5億元的短期融資券，名義年利率為3.85%及實際年利率為4.16%。

於2016年2月，本集團取得中國銀行間市場交易商協會批准發行一期或一期以上本金總額不超過人民幣20億元，並由發行日期起計為期3年的中期票據予中國境內機構投資者。2016年3月25日，本集團發行第一期票面金額為人民幣3億元的中期票期，其名義年利率為4.78%，實際年利率為5.13%。

該等短期融資券及中期票據僅向中國銀行間債券市場機構投資者發行。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The maturity profile of the Group's bank borrowings and financing notes were as follows:

集團銀行借款和融資券的到期情況如下：

		31 December 2015 2015年 12月31日 (RMB million) (人民幣百萬元)	31 December 2014 2014年 12月31日 (RMB million) (人民幣百萬元)
Bank borrowings and financing notes repayable:	應償還銀行借款和融資券：		
Within one year or on demand	一年以內或即時	2,098	300
Over one year but within two years	一年以上但兩年內	878	738
Over two years but within five years	兩年以上但五年內	-	1,556
Total bank borrowings and financing notes	銀行借款和融資券總額	2,976	2,594
Cash and cash equivalents and time deposits	現金及現金等價物，定期存款	(799)	(1,986)
Restricted cash	受限貨幣資金	(238)	(227)
Net bank borrowings and financing notes	銀行借款和融資券淨額	1,939	381

Gearing

The Group has been careful in using debt gearing to expand our business in accordance with our business strategy. As at 31 December 2015, the Group's gearing ratio stayed at 51% (2014: 39%). The gearing ratio is calculated by net debt (including bank borrowings, financing notes, trade and bills payables and other payables and accruals minus structured deposits, cash and cash equivalents, time deposits and restricted cash) divided by the capital plus net debt of the Group.

負債比率

本集團使用穩健的債務槓桿比率擴張我們的業務。於2015年12月31日，本集團的槓桿比率按債務淨額（包括計息銀行借款，融資券，應付貿易款項及應付票據，其他應付款項及應計費用減結構性存款、現金及現金等價物、定期存款和受限貨幣資金）除以資本加債務淨額計算為51%（2014年：39%）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In 2015, the gearing ratio increased is because surplus cash is used in the new stores opening, ongoing projects, payments for the acquisition of a subsidiary and non-controlling interests. As a result, the cash and cash equivalents, structure deposits, time deposits and restricted cash decreased from RMB2,328 million as at 31 December 2014 to RMB1,037 million as at 31 December 2015. The Group will focus on asset light development model. Capital expenditure will be reduced due to the completion of ongoing projects, thus, the gearing ratio will be stabilised.

Liquidity, foreign exchange and interest rate exposure

The Group's financing and treasury activities are centrally managed and controlled at the corporate level.

The Group conducted its business operations in the PRC and its revenues and expenses were denominated in RMB. The Group relies principally on cash flow generated from its operating activities as a primary source of liquidity. The Group has always pursued a prudent treasury management policy and is in a strong liquidity position with sufficient standby banking facilities to cope with daily operations and future development demands for capital. Certain of the Group's bank balances, bank borrowings and deposits were denominated in HK\$, SGD or US\$ which exposed the Group to foreign exchange risks attributable to fluctuations in exchange rates between HK\$, SGD or US\$ and RMB.

The Group manages its foreign exchange risk and interest rate exposure by performing regular reviews of the Group's net foreign exchange and interest rate exposures. Due to the fluctuation of RMB, the Group has reduce the position of borrowings denominated in HK\$ or US\$. The Group's exposure to the risk of changes in market interest rates related primarily to the Group's bank loans with floating interest rates.

For the year ended 31 December 2015, the Group recorded net foreign exchange losses of approximately RMB20 million (2014: net foreign exchange losses of RMB13 million).

槓桿比率的增長主要由於2015年本集團將大量儲備資金用於預期項目的支出，導致現金及現金等價物、結構性存款、定期存款、受限貨幣資金的總額從2014年12月31日的2,328百萬元降至2015年12月31日的1,037百萬元所致。本集團未來側重於輕資產專案的拓展，對項目的支出將隨現有大項目的完工而減少，相應的槓桿比率也將趨於穩定。

流動資金、外匯風險及利率風險

本集團的融資及財務活動由控股公司集中管理及監控。

本集團於中國經營業務，其收入及開支均以人民幣結算，並主要依賴其經營活動的現金流作為流動資金的主要來源。本集團一直奉行穩健的財務管理政策，並有足夠備用的銀行信貸現金流以應付日常運營及未來發展對資金的需求。本集團的若干銀行結餘、銀行借款及存款，以港幣、新加坡元或美元結算。港幣、新加坡元或美元及人民幣的匯率變化會對本集團造成外匯風險。

本集團定期審閱外匯風險的淨額及利率風險，以管理其外匯及利率風險。由於人民幣的匯率波動，本集團減少以港幣或美元計價的借款。本集團所承受的市場利率變動風險主要與本集團按浮動利率計息的銀行貸款有關。

截至2015年12月31日止年度，本集團外幣匯兌虧損淨額約人民幣20百萬元（2014年：外幣匯兌虧損淨額人民幣13百萬元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

As at 31 December 2015 and 31 December 2014, the Group had no material contingent liabilities.

CORPORATE SOCIAL RESPONSIBILITY

Caring and sharing

We are committed to our obligation to take care of our people, and to work with and nurture the communities where the stores are located. We are passionate about our work, our customer's needs and the world around us. The Group upholds the value of social obligation and place emphasis on customer service and employee benefits.

Community

The Group continuously launched a series of cultural activities including exhibition and workshop activities in the department stores. During the year, the Group also made donations of RMB800,000 to charitable organizations.

Staff

Employees are the foundation of our business and underpin our success. We treasure our employee as well as encourage the development of talented and motivated individuals on an ongoing basis in order to support the development and growth of our operations. Our people work within motivating remuneration and reward schemes and are provided with a smoke-free, healthy, inclusive and safe working environment, where sports, leisure as well as learning activities are encouraged. The Group has been advocating lifelong learning to broaden their horizons, improving the standard of our employees as well as their personal growth.

或然負債

於2015年12月31日和2014年12月31日，本集團無重大或然負債。

企業社會責任

關懷與分享

本集團致力關顧每一位員工，並在門店的所在社區共同協作，作出貢獻。我們全情投入工作，致力滿足客戶需要及關懷我們生活的世界。本集團將一如以往重視客戶服務和員工福利。

社區

本集團於百貨店中開展了一系列文化活動，包括展覽和工作坊活動。年內，本集團捐款人民幣800,000元予慈善機構。

員工

僱員是我們業務的基礎，同時奠定我們的成功。我們非常重視我們的僱員，並持續鼓勵及培育有才華和積極的僱員的發展，以支持我們業務的發展及增長。我們為員工設有鼓勵作用薪酬和獎勵計劃，並提供無煙、健康、設備齊全及安全的工作環境，更鼓勵員工參與運動、休閒和學習的活動。本集團一直以來倡導員工終身學習並鼓勵拓寬視野、提高員工水準和他們個人成長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2015, the Group has approximately 8,215 full-time employees in total, of which 3,713 served the department store business and 4,398 served the supermarket business (2014: 7,731 full-time employees, of which 3,281 served the department store business and 4,349 served the supermarket business). Employees included management staff, salesmen, workers for the logistics supporting system and other supporting staff. The staff costs incurred in the year were approximately RMB610 million (2014: RMB582 million).

Although staff costs continuously grew stably during the year, employee remuneration packages were maintained at competitive levels and employees were rewarded on a performance-related basis. The Group's remuneration policy is primarily based on the duties, performance and length of service of each individual employee with reference to prevailing market conditions and is reviewed every year.

Key relationships with supplier and customers

The Group has developed long-standing relationships with a number of our supplier as well as concessionaire and took great care to ensure that they share our commitment to product quality and ethics. We work with our business partners and ensure we share the view for upholding our value together with customer services, specifically focusing on attracting and retaining customers.

The Group is committed to offer a board range of goods and services to satisfy the customer demand. We maintain the VIP database and have ongoing communications with our customers through various channels like the Company's website, marketing materials and social media. The stores also stay real time interactive connection with our customers through the fan clubs on the social media platform.

於2015年12月31日，本集團有8,215名全職僱員，其中百貨業務有3,713名，超市業務有4,398名（2014年：7,731名全職僱員，其中百貨業務有3,281名，超市業務有4,349名）。僱員包括管理人員、銷售人員及物流支援系統人員及其他輔助人員。年內之員工成本約為人民幣610百萬元（2014年：人民幣582百萬元）。

員工成本於本年度持續穩定增長，僱員薪酬福利維持在具市場競爭水平，並按僱員表現給予獎賞。本集團的薪酬政策主要是根據每位員工的崗位責任、工作表現及服務年限，以及現行市場狀況而定，並每年進行覆核。

與供應商和顧客之重要關係

本集團已與多家供應商建立長期的合作關係，並盡力確保其遵守我們對產品、質素及道德的承諾。我們與供應商緊密合作開展業務，確保提升我們的價值及顧客服務，特別是專注於吸引和維繫顧客。

本集團致力提供多元化的產品和服務，切實滿足消費者需求。我們維護VIP數據庫，並透過本公司網站、營銷料及社交媒體等不同渠道與顧客保持溝通。門店更透過於社交媒體構建會員粉絲系統、建立與顧客實時溝通。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Environment

The Group has endeavoured to comply with laws and regulations regarding environment protection as well as adopted effective environment measures to ensure that the premium across the store networks of the Group meet the applicable local standards and ethics in respect of environment protect.

The Group promotes the use of environmental-friendly material in the stores. Sustainability initiatives were held in the premium across the store networks by implementing internal energy saving and recycling activities for the community to promote and educate awareness of environment protection.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are carried out by the Company's subsidiaries in the mainland China thus the Group's business activities are regulated by competent authorities, laws and regulations of the Chinese government. The Group has complied with the relevant laws and regulations that have a significant impact on the business of the Group. They included laws and regulations on health and safety, employment, ambient air quality and noise control as well as fire prevention.

The Group has registered its own domain name and applied for or registered a number of trademarks of multiple categories in mainland China and Hong Kong to safeguard the intellectual property rights.

環境

本集團致力遵守有關環保的法律及法規，並採取有效的環保措施，確保本集團的整個零售網絡物業符合當地適用的環保標準及規範。

本集團在各門店廣泛推行環保物材與節能措施，整個零售網絡均實行可持續發展的舉措，從公司內部推行節能降耗和在社區舉行回收活動，加強培育環保意識。

遵守法律及法規

本集團業務由本公司於中國內地的附屬公司進行，因此，本集團業務受中國相關政府主管部門和法律法規的監管。本集團已遵守與業務有重大影響的相關法例及法規，包括健康及安全、勞動法、環境空氣質量和噪聲控制及消防的要求。

本集團已註冊域名、並已於中國及香港就多個類別申請或註冊多個商標以維護其知識產權。

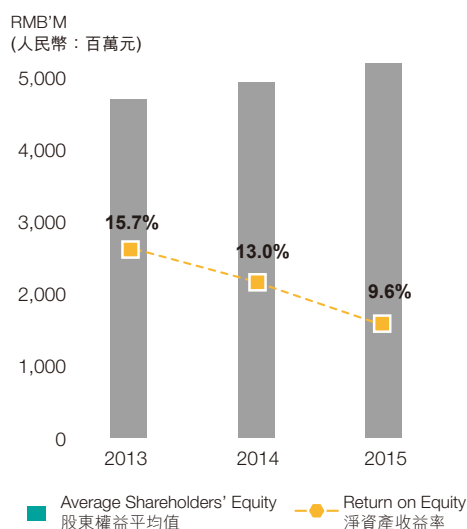
MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

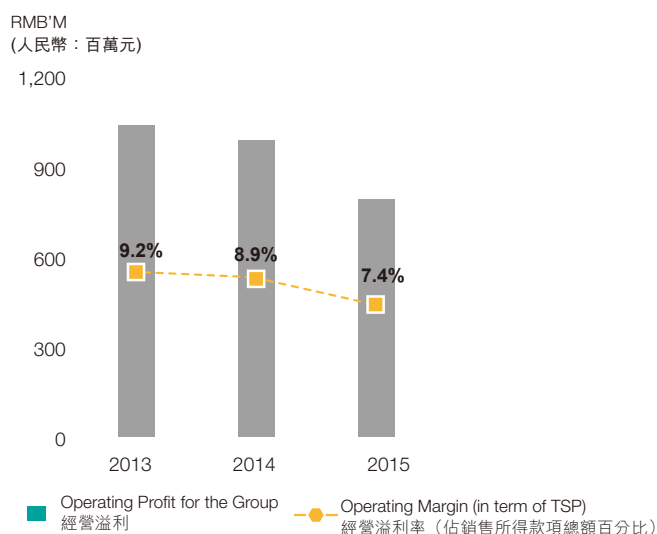
PERFORMANCE INDICATORS ANALYSIS

The following is the key financial ratios used to interpret the financial performance and position of the Company.

Return on equity



Operating profit & operating margins (in term of TSP)



績效指標分析

如下為陳述本公司財務業績及狀況的關鍵財務比率。

淨資產收益率

$$\text{Return on equity (淨資產收益率)} = \frac{\text{Net income (淨利潤)}}{\text{Average shareholders' equity (股東權益平均值)}}$$

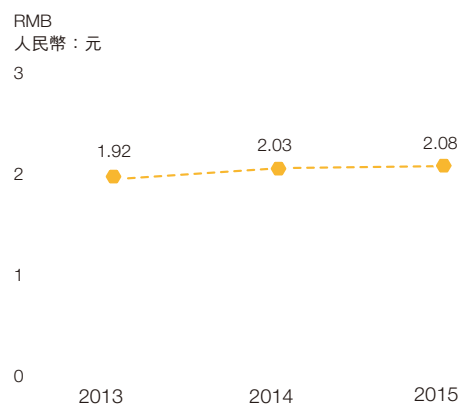
經營溢利及溢利率 (以銷售所得款項總額計算)

$$\text{Operating margin (in term of TSP) (經營溢利率)} = \frac{\text{Operating profit (經營溢利)}}{\text{TSP (銷售所得款項總額)}}$$

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Net asset per share

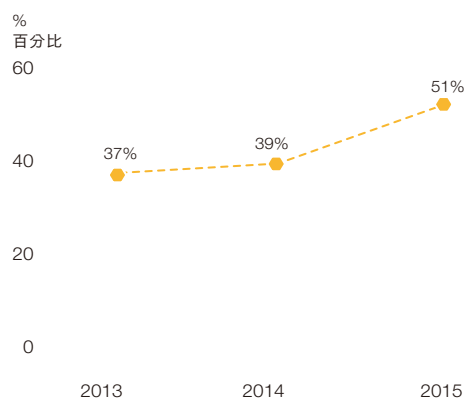


每股淨資產

$$\text{Net asset per share} = \frac{\text{Equity attributable to owners of the parent}}{\text{Number of issued shares at the end of year}}$$

每股淨資產 = $\frac{\text{母公司擁有人應佔權益}}{\text{年末已發行股份數}}$

Gearing ratio

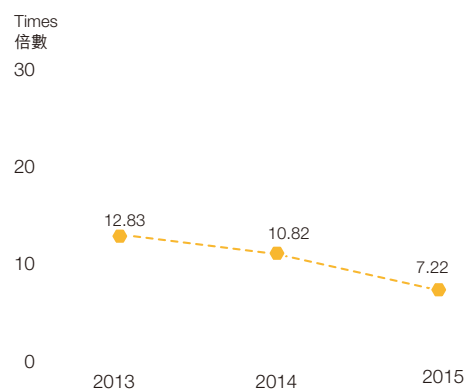


資產負債比率

$$\text{Gearing ratio} = \frac{\text{Net debt}}{\text{Equity and net debt}}$$

資產負債比率 = $\frac{\text{債務淨額}}{\text{權益及債務淨額}}$

Interest cover ratio



利息保障倍數

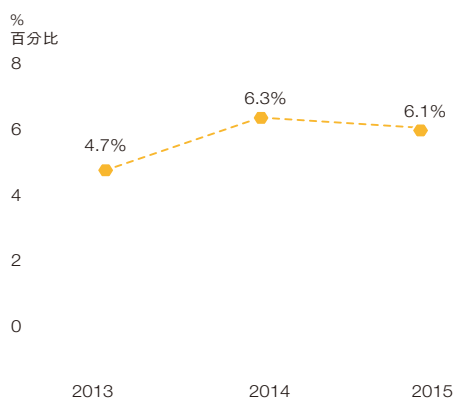
$$\text{Interest cover ratio} = \frac{\text{Profit before income tax and interest}}{\text{Interest charges + Capitalised interest}}$$

利息保障倍數 = $\frac{\text{息稅前溢利}}{\text{利息開支+資本化的利息}}$

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Dividend yield



股息收益率

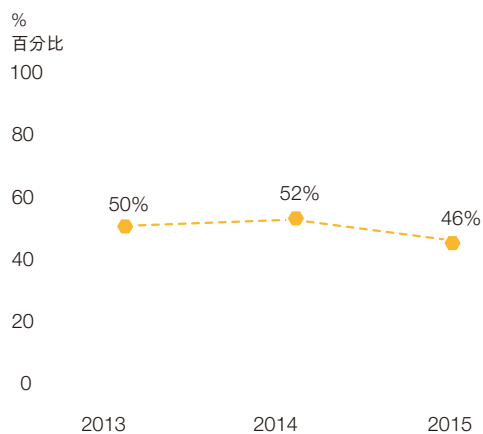
$$\text{Dividend yield} = \frac{\text{Dividend per share}}{\text{Closing share price}}$$

股息收益率 = $\frac{\text{每股股息}}{\text{股票收盤價}}$

Dividend yield was between 4.7% to 6.3% in the past years.

過去三年的股息收益率保持在4.7%至6.3%之間。

Dividend payout



股息派發率

$$\text{Dividend payout} = \frac{\text{Yearly dividends per share}}{\text{Earnings per share}}$$

股息派發率 = $\frac{\text{年度每股股息}}{\text{每股收益}}$

After the Company listed on The Stock Exchange of Hong Kong Limited on October 2010, we declared and paid out interim and final dividends in each year.

在本公司於2010年10月在香港聯合交易所有限公司上市後，我們每年均宣告並派發中期及末期股息。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員

DIRECTORS

Executive Directors

Mr. Chen Jianqiang

aged 58 (appointed on 23 June 2006)

Mr. Chen, the founder of the Group and Chairman of the Company, is responsible for the overall corporate strategy planning, business development and investment of the Group. Since the Group's incorporation in 1996, Mr. Chen has been engaging in retail business and actively participating in the management and development of the Group's business. He holds an executive master's degree in business administration from China Europe International Business School. Mr. Chen is the chairman of honors of the World Chinese Traders General Association (Hong Kong) Ltd. (香港華商世界貿易總會). Mr. Chen is also the sole director and shareholder of Octopus Holdings Foundation, the controlling shareholder and an associated corporation of the Company.

Mr. Tao Qingrong

aged 55 (appointed on 23 June 2006)

Mr. Tao has been the Chief Executive Officer of the Group since January 2011 and is primarily responsible for the day-to-day management of business and operation of the Group. Mr. Tao joined the Group in October 2002 as general manager of Shanghai Springland Enterprise Investment Co., Ltd (上海華地企業投資有限公司) and later was appointed as general manager of the department store business of the Group. Mr. Tao is also a director of certain subsidiaries of the Group. Prior to joining the Group, Mr. Tao worked for Shanghai Soap Co., Ltd. (上海制皂有限公司) as sales and marketing director from 1997 to 2000, and Shanghai Soap (Group) Product Sales Co., Ltd. (上海制皂(集團)產品銷售有限公司) as general manager from 2000 to 2002. Mr. Tao holds a master's degree in system engineering from the Shanghai Institute of Mechanical Technology (上海機械學院) (later known as University of Shanghai for Science and Technology) and an executive master's degree in business administration from China Europe International Business School. Mr. Tao is interested in approximately 38.46% of the shareholding of Celestial Spring Limited, being a shareholder holding approximately 1.14% of the Company.

董事

執行董事

陳建強先生

58歲(出任日期:2006年6月23日)

陳先生為本集團創辦人和本公司主席,負責本集團的整體戰略規劃、業務拓展及投資。陳先生自本集團於1996年註冊成立後,加入本集團並從事零售業務和積極參與本集團業務管理及發展。彼持有中歐國際工商學院的工商管理碩士學位。陳先生為香港華商世界貿易總會的榮譽主席。陳先生也是本公司控股股東及關聯法團Octopus Holdings Foundation的唯一董事及股東。

陶慶榮先生

55歲(出任日期:2006年6月23日)

陶先生自2011年1月起出任本集團行政總裁,主要負責本集團業務及日常的運營管理。陶先生於2002年10月加入本集團,出任上海華地企業投資有限公司的總經理,期後被任命為本集團百貨業務部總經理。陶先生亦擔任本集團若干附屬公司的董事。在加入本集團前,陶先生於1997年至2000年間出任上海制皂有限公司銷售及市場總監,於2000年至2002年間則於上海制皂(集團)產品銷售有限公司出任總經理。陶先生持有上海機械學院(其後稱為上海理工大學)系統工程碩士學位和中歐國際工商學院的工商管理碩士學位。陶先生於天泉有限公司的股權擁有約38.46%權益,天泉有限公司為持有本公司約1.14%權益的股東。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員

Mr. Yu Yaoming

aged 46 (appointed on 23 May 2011)

Mr. Yu joined the Group in October 2007 as a financial director and was appointed as vice president of the Group in May 2011. Mr. Yu is primarily responsible for the accounting and financial reporting of the Group. He is also a director of certain subsidiaries of the Group. Mr. Yu has over 20 years of experience in finance and accounting and is also a member of the Chinese Institute of Certified Public Accountants (CICPA). Mr. Yu holds a bachelor's degree in accounting from Shanghai University of Finance and Economics. Prior to joining the Group, Mr. Yu worked as an accounting manager of Shanghai SECCO Petrochemical Company Limited (上海賽科石油化工有限責任公司) from 2001 to 2007. Mr. Yu also worked as a deputy director of the finance department of SINOPEC Shanghai Jinshan Engineering Co., Ltd. (中石化上海金山工程公司) from 1999 to 2001 and worked in relevant units under SINOPEC Shanghai Petrochemical Company Limited (中國石化上海石油化工股份有限公司) from 1992 to 1999.

Non-executive Director

Mr. Fung Hiu Chuen, John

aged 48 (appointed on 19 July 2010)

Mr. Fung is a member of the nomination committee and remuneration committee of the Company. Mr. Fung is currently the Managing Director of Global Link (CHINA) Company Limited, a company engaged in the supply of TV media programmes. He had previously worked as a senior manager of the North Asia division of ESPN ASIA Limited, a diversified sports, entertainment and media company from 1995 to 1997. Mr. Fung holds a Bachelor of Science degree from Cornell University in Ithaca, New York.

俞堯明先生

46歲(出任日期：2011年5月23日)

俞先生於2007年10月加入本集團出任財務總監，並於2011年5月獲委任本集團副總裁。俞先生主要負責本集團會計及財務匯報，彼亦擔任本集團若干附屬公司的董事。俞先生在財務及會計方面擁有逾20年經驗，亦為中國註冊會計師協會會員。俞先生持有上海財經大學會計學士學位。在加入本集團前，俞先生於2001年至2007年間在上海賽科石油化工有限責任公司擔任會計經理。在此之前，俞先生於1999年至2001年間出任中石化上海金山工程公司財務部副主任，並於1992年至1999年間於中國石化上海石油化工股份有限公司旗下相關單位任職。

非執行董事

馮曉邨先生

48歲(出任日期：2010年7月19日)

馮先生為本公司提名委員會和薪酬委員會會員。馮先生現為Global Link (CHINA) Company Limited，從事供應電視媒體節目公司的董事總經理。馮先生曾於1995年至1997年期間出任ESPN ASIA Limited，一家多元化體育、娛樂及媒體公司之北亞部門高級經理。馮先生持有紐約康奈爾大學理學士學位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員

Independent Non-executive Directors

Dr. Lin Zhijun (林志軍)

aged 61 (appointed on 17 February 2008)

Dr. Lin is the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. Dr. Lin is now the dean and professor of School of Business in Macau University of Science and Technology. Dr. Lin holds a Master of Science degree in accounting from University of Saskatchewan in Canada and a Ph.D degree in economics (accounting) from Xiamen University. Since 1983, Dr. Lin worked for various facilities in many academic institutes, including Xiamen University, and was a visiting professor in the University of Hong Kong, tenured professor in the Faculty of Management of the University of Lethbridge in Canada and head and professor of the Department of Accountancy and Law in Hong Kong Baptist University. He worked for an international accounting firm, Touche Ross & Co. Canada (now known as “Deloitte”) in Toronto from 1982 to 1983. Dr. Lin is also a member of the American Institute of Certified Public Accountants (AICPA), the Chinese Institute of Certified Public Accountants (CICPA) and the Australian Institute of Certified Management Accountants (CMA). He is a member of various educational accounting associations including the American Accounting Association, the International Association for Accounting Education and Research and the Hong Kong Association for Accounting Education. He is currently an independent non-executive director of China Everbright Limited (stock code: 0165) Sinotruk (Hong Kong) Limited (stock code: 3808) and Dali Foods Group Company Limited (stock code: 3799), all of them are companies listed on The Stock Exchange of Hong Kong Limited. From 2012 to April 2014, Dr. Lin served as independent non-executive director of Zhengzhou Coal Mining Machinery Group Company Limited (stock code: 0564), a company listed on The Stock Exchange of Hong Kong Limited.

獨立非執行董事

林志軍博士

61歲(出任日期:2008年2月17日)

林博士為本公司審核委員會主席及提名委員會和薪酬委員會會員。林博士現為澳門科技大學商學院院長及教授。林博士持有加拿大Saskatchewan大學會計學理學碩士學位及廈門大學經濟學(會計學)博士學位。林博士由1983年起在多個學術機構擔任教職,包括廈門大學、香港大學擔任客席教授、加拿大Lethbridge大學管理學院擔任教授和香港浸會大學會計及法律系系主任及教授,彼曾於1982年至1983年任職多倫多國際會計師事務所Touche Ross & Co. Canada(現稱「德勤」)。林博士亦為美國註冊會計師協會、中國註冊會計師協會及澳大利亞註冊管理會計師協會之會員,彼亦為多個會計學術團體之會員,包括美國會計學會、國際會計教學及研究學會及香港會計教授會。彼現為中國光大控股有限公司(股份代號:0165),中國重汽(香港)有限公司(股份代號:3808)和達利食品集團有限公司(股份代號:3799)之獨立非執行董事,該等公司於香港聯合交易所有限公司上市。從2012年至2014年4月,林博士為香港聯合交易所有限公司上市的鄭州煤礦機械集團股份有限公司(股份代號:0564)之獨立非執行董事。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員

Dr. Zhang Weijiong (張維炯)

aged 63 (appointed on 17 February 2008)

Dr. Zhang is the chairmen of the nomination committee and remuneration committee and a member of the audit committee of the Company. Dr. Zhang joined China Europe International Business School (“CEIBS”) in 1997. Dr. Zhang is currently serves as professor of strategy, vice president and co-dean, member of the academic council at CEIBS and programme co-director of CEIBS-Harvard Business School – IESE Business School Global CEO Programme for China. He holds a bachelor’s degree in power mechanical engineering from Shanghai Jiaotong University and a MSc in marketing and a Ph.D in strategy from the faculty of commerce and business administration of the University of British Columbia, Canada. Dr. Zhang was associate dean and associate professor at the Management School of Shanghai Jiaotong University. He is currently an independent director of HUAYU Automotive Systems Co., Ltd (stock code: 600741), a company listed on the Shanghai Stock Exchange and an independent non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd (stock codes: 600196 and 2196), a company dual listed on the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited.

Mr. Cheung Yat Ming (張一鳴)

aged 47 (appointed on 11 March 2014)

Mr. Cheung is a member of the audit committee, nomination committee and remuneration committee of the Company. Mr. Cheung is currently an executive director, chief executive officer and responsible officer of New Century Asset Management Limited, a REIT manager of New Century Real Estate Investment Trust (stock code: 1275), a REIT listed on The Stock Exchange of Hong Kong Limited. Mr. Cheung holds a bachelor degree in accountancy from the Hong Kong Polytechnic University. He is a certified public accountant of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a chartered accountant of the Institute of Chartered Accountants in England and Wales (ICAEW).

張維炯博士

63歲(出任日期：2008年2月17日)

張博士為本公司提名委員會及薪酬委員會主席和審核委員會會員。張博士於1997年加入中歐國際工商學院，目前擔任中歐國際工商學院戰略學教授、副院長兼中方教務長，及學術委員會成員和中歐－哈佛－IESE商學院合作全球CEO課程聯席主任。彼持有上海交通大學動力機械學院工程學士並取得加拿大不列顛哥倫比亞大學工商管理學院市場營銷碩士及企業戰略博士。張博士曾在上海交通大學管理學院任副院長及副教授。彼現為上海證券交易所上市公司華域汽車系統股份有限公司(股份代號：600741)之獨立董事，上海證券交易所及香港聯合交易所有限公司兩地上市的上海復星醫藥(集團)股份有限公司(股份代號：600196和2196)之獨立非執行董事。

張一鳴先生

47歲(出任日期：2014年3月11日)

張先生為本公司審核委員會、提名委員會及薪酬委員會會員。張先生目前為開元產業投資信託基金執行董事、行政總裁兼負責人員，該產業投資信託基金於香港聯合交易所有限公司上市(股份代號：1275)。張先生於香港理工大學取得會計學學士學位。彼為香港會計師公會的執業會計師及英格蘭及威爾斯特許會計師公會的特許會計師。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員

Mr. Cheung has extensive experience in the fields of investment, real estate and property market research, corporate finance and auditing. Mr. Cheung worked for Arthur Andersen & Co. in Hong Kong and China from 1991 to 1994. In September 1994, Mr. Cheung joined Citibank (now named Citigroup) as an accountant and administration manager and held the position of assistant vice president from September 1996. In October 1997, he started working in Salomon Smith Barney (now named Citigroup) as an equity research analyst. Since May 1999, Mr. Cheung worked for Donaldson, Lufkin & Jenrette. He joined HSBC Securities (Asia) Limited as the head of Hong Kong and China property research department from November 2000 to April 2005. Mr. Cheung joined Cohen & Steers Asia Limited in 2005 as a senior vice president and executive director, supervising its Asia Pacific real estate investment and research functions. Mr. Cheung worked as the head of research of DBS Vickers (Hong Kong) Limited from June 2009 to 2011. From August 2011 to 2013, Mr. Cheung has been acting as the chief investment officer of Neutron INV Partners Limited and has been involved in work such as setting up the Neutron Greater China Equity Fund and marketing to local and overseas institutional investors, consultants, distribution intermediaries. He currently is an independent non-executive director of Best Pacific International Holdings Limited (stock code: 2111), a company listed on The Stock Exchange of Hong Kong Limited.

Save as disclosed, the Directors do not hold any directorships in other listed public companies currently and in the last three years.

SENIOR MANAGEMENT

Mr. Xu Zhiqiang (徐志強), aged 41, has been a vice president of the Group since December 2013. He is primarily responsible for the operation and management of the department store business of the Group. Mr. Xu has almost 20 years of experience in retail sales since joining the Group in 1996. Mr. Xu holds a bachelor's degree in international trade from Chongqing School of Commerce (重慶商學院) and a master's degree in business administration from Guanghua School of Management of Peiking University.

張先生於投資、房地產及物業市場研究、企業融資及審計方面擁有豐富的經驗。張先生自1991年至1994年於香港及中國安達信會計師事務所工作。於1994年9月，張先生加入花旗銀行(現稱Citigroup)擔任會計師兼行政經理及自1996年9月起擔任副總裁助理。於1997年10月，彼於Salomon Smith Barney (現稱Citigroup)開始擔任證券研究分析師。由1999年5月起，張先生在Donaldson, Lufkin & Jenrette工作。彼於2000年11月至2005年4月擔任匯豐證券(亞洲)有限公司香港及中國物業研究主管。於2005年，張先生加入Cohen & Steers Asia Limited擔任高級副總裁及執行董事，負責監督其亞太房地產投資及研究職能。張先生於2009年6月至2011年間在星展唯高達香港有限公司擔任研究主管。由2011年8月起至2013年，張先生一直擔任Neutron INV Partners Limited的投資總監，設立Neutron Greater China Equity Fund以及向當地及海外機構投資者、顧問及分銷中介推銷等工作。張先生現為香港聯合交易所有限公司上市的超盈國際控股有限公司(股份代號：2111)之獨立非執行董事。

以上各董事除上述披露外，於目前及過往三年並未擔任其他上市公司的董事職務。

高級管理人員

徐志強先生，41歲，自2013年12月起出任本集團副總裁，彼主要負責本集團百貨業務的運營及管理。徐先生自1996年加入本集團，其在零售銷售方面擁有約20年經驗。徐先生持有重慶商學院國際貿易本科學士學位和北大光華管理學院工商管理碩士學位。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員

Mr. Zhu Tao (朱滔), aged 45, has been a vice president of the Group since December 2013 and he is responsible for assets management, store opening, business expansion and logistic support of the Group. Mr. Zhu joined the Group in 1996 and has previously taken up various positions in the Group. Mr. Zhu has almost 20 years of experience in department store and retail businesses. Prior to joining the Group, Mr. Zhu worked for Yixing Wine Factory (宜興酒廠). Mr. Zhu obtained a diploma in food processing from Shanghai Fisheries University (上海水產大學) (later known as Shanghai Ocean University) in 1991. Mr. Zhu is a director of and is interested in approximately 30.77% of the shareholding of Celestial Spring Limited, being a shareholder holding approximately 1.14% interest in the Company.

Mr. Wu Wenjun (吳文軍), aged 48, has been appointed as vice-president of the Group since September 2015 and is responsible for the operation and management of the supermarket business of the Group. Mr. Wu graduated from the University of Wollongong (Australia) with a Bachelor Degree of Arts in Japanese & Management in 1999. Mr. Wu has accumulated 15 years of extensive experience in food and general retails industry and Mr. Wu was vice president of Shanghai E-mart Supermarket before joining the Group and responsible for its operation in China.

COMPANY SECRETARY

Ms. Hon Yin Wah, Eva (韓燕華), HKICPA, FCCA, aged 45, joined the Group in August 2010 as the Company Secretary of the Company. Ms. Hon holds a Bachelor of business administration degree in accounting from the Hong Kong University of Science and Technology. Ms. Hon is a certified public accountant of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a fellow of the Association of Chartered Certified Accountants (ACCA). She has 20 years of experience in accounting and financial management and corporate governance. Prior to joining the Group, she was an audit manager at PricewaterhouseCoopers and senior executive of companies listed on The Stock Exchange of Hong Kong Limited or Nasdaq Stock Market.

朱滔先生，45歲，自2013年12月起出任本集團副總裁，彼負責本集團資產管理、店舖開設、業務拓展及物流支持。朱先生於1996年加入本集團，並於本集團擔任不同職位。朱先生於百貨店及零售業務擁有約20年經驗。在加入本集團前，朱先生曾在宜興酒廠工作。朱先生於1991年在上海水產大學(後來稱為上海海洋大學)取得食品加工文憑。朱先生於天泉有限公司的股權擁有約30.77%權益並為其董事，天泉有限公司為持有本公司約1.14%權益的股東。

吳文軍先生，48歲，自2015年9月起獲委任為本公司副總裁，負責本集團超市業務營運及管理。吳先生於1999年畢業於University of Wollongong (澳洲)獲頒授日文與管理學士學位。吳先生擁有累計逾15年食品和零售行業的豐富經驗，吳先生於加入本集團前曾擔任上海易買得超市有限公司副總裁，並負責中國區的工作。

公司秘書

韓燕華女士，HKICPA，FCCA，45歲，於2010年8月加入本集團，擔任本公司的公司秘書。韓女士持有香港科技大學工商管理學士學位。韓女士為香港會計師公會執業會計師，並為英國特許公認會計師公會資深會員。韓女士於會計及財務管理及公司治理方面擁有20年經驗。在加入本集團前，在羅兵咸永道會計師事務所擔任審計經理及於香港聯合交易所有限公司或納斯達克上市的公司的高級管理人員。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The board of Directors of the Company (the “Board”) and management are committed to compliance with statutory and regulatory corporate governance standards and adherence to the principles of corporate governance emphasizing transparency, independence, accountability, responsibility and fairness. The Board reviews the corporate governance practices from time to time to ensure alignment of interests and expectations from our shareholders, the public investors and the other stakeholders.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Throughout the year ended 31 December 2015, the Company complied with all the code provisions (the “Code Provision”) set out in the Code on Corporate Governance Practice (the “Corporate Governance Code”) under Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), except for the certain derivations specified with considered reasons below. No incident of non-compliance by Directors was noted by the Company in 2015.

Under Code Provision E.1.2, the chairman of the Board should attend the annual general meeting of the Company. Due to other pre-arranged business commitments which had to be attended to by him, Mr. Chen Jianqiang, the Chairman, was not present at the 2015 annual general meeting held on 18 May 2015. However, Mr. Tao Qingrong, being an Executive Director and the Chief Executive Officer of the Company, was present at the 2015 annual general meeting and was elected chairman in accordance with the Articles of Association of the Company to effective communication with shareholders present. The chairman of the audit committee also attended the 2015 general meeting and answered enquires raised by shareholders.

企業管治報告

本公司董事會（「董事會」）和管理層致力於遵守法定及監管企業管治標準，遵循強調透明度、獨立性、問責制、責任感及公平性的企業管治原則。董事會不時檢討其企業管治常規以確保符合股東、公眾投資者及其他利益相關者的利益及期望。

符合企業管治守則

截至2015年12月31日止年度，本公司一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載的企業管治常規守則（「企業管治守則」）的所有守則條文（「守則條文」），惟若干偏離守則者除外，有關詳情及考處理由於下文闡述。2015年內，本公司並無發現任何董事之違規事件。

根據守則條文第E.1.2條規定，董事會主席應出席本公司股東週年大會。由於主席陳建強先生必須處理其他事先安排的業務，故其並未出席本公司於2015年5月18日舉行的2015年股東週年大會。然而，本公司之執行董事兼首席執行官陶慶榮先生出席了2015年股東週年大會並根據本公司組織章程獲膺選為股東週年大會主席，以確保於股東週年大會上與股東保持有效溝通。審核委員會主席亦有出席2015年股東週年大會以解答股東提問。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

Roles and responsibility

The Board is responsible for the Group's system of corporate governance and is ultimately accountable for the Group's activities, strategies and financial performance. The Board has established various committees to manage and oversee the specified affairs of the Group. Certain important matters involving finance and shareholders' interest are reserved for approval by the Board, including annual budget, annual and interim results announcements, dividends, major investment, equity-related capital market operations, mergers and acquisition and disposal, major connected transactions, annual internal control evaluation and appointment of Director(s) following the recommendation(s) by the Remuneration and Nomination Committees. The Board has to make decision objectively in the best interest of the Company and its shareholders as a whole.

All operational decisions are delegated to the Executive Directors. The day-to-day management, administration and operation of the Company are the responsibilities of senior management and their functions and work tasks are periodically reviewed.

Composition

As at the date of this report, the Board comprises seven members, including three Executive Directors and four Non-executive Directors, among which three of them are Independent Non-executive Directors. The current composition of the Board is set out as follows:

Executive Directors

Mr. Chen Jianqiang (*Chairman*)
Mr. Tao Qingrong (*Chief Executive Officer*)
Mr. Yu Yaoming

Non-executive Director

Mr. Fung Hiu Chuen, John

Independent Non-executive Directors

Dr. Lin Zhijun
Dr. Zhang Weijiong
Mr. Cheung Yat Ming

董事會

角色與責任

董事會負責本集團的企業管治系統並對本集團的業務、戰略、財務表現承擔最終責任。董事會已設立數個委員會管理及監督本公司特定的事務。某些涉及財務及股東利益等重要事項須經董事會審批，包括年度預算、年度及中期業績公告、股息、重大投資、股權相關的資本市場運作、兼併收購及出售、重大關連交易、年度內部控制評價及由薪酬委員會及提名委員會建議的董事任命。董事會須遵照本公司及其股東的整體利益客觀的做決策。

執行董事獲授權負責一切營運決策，而高級管理人員則負責本公司的日常管理、行政及營運，彼等的職能與工作獲定期檢討。

組成

於本報告日期，董事會由七名成員組成，包括三名執行董事及四名非執行董事（當中三名為獨立非執行董事）。董事會現有成員如下：

執行董事

陳建強先生 (*主席*)
陶慶榮先生 (*行政總裁*)
俞堯明先生

非執行董事

馮曉邨先生

獨立非執行董事

林志軍博士
張維炯博士
張一鳴先生

CORPORATE GOVERNANCE REPORT

企業管治報告

The composition, structure and size of the Board are reviewed at least annually by the Nomination Committee to ensure that it has a balance of appropriate skills, experience and diversity of perspectives to meet the needs of the business of the Group.

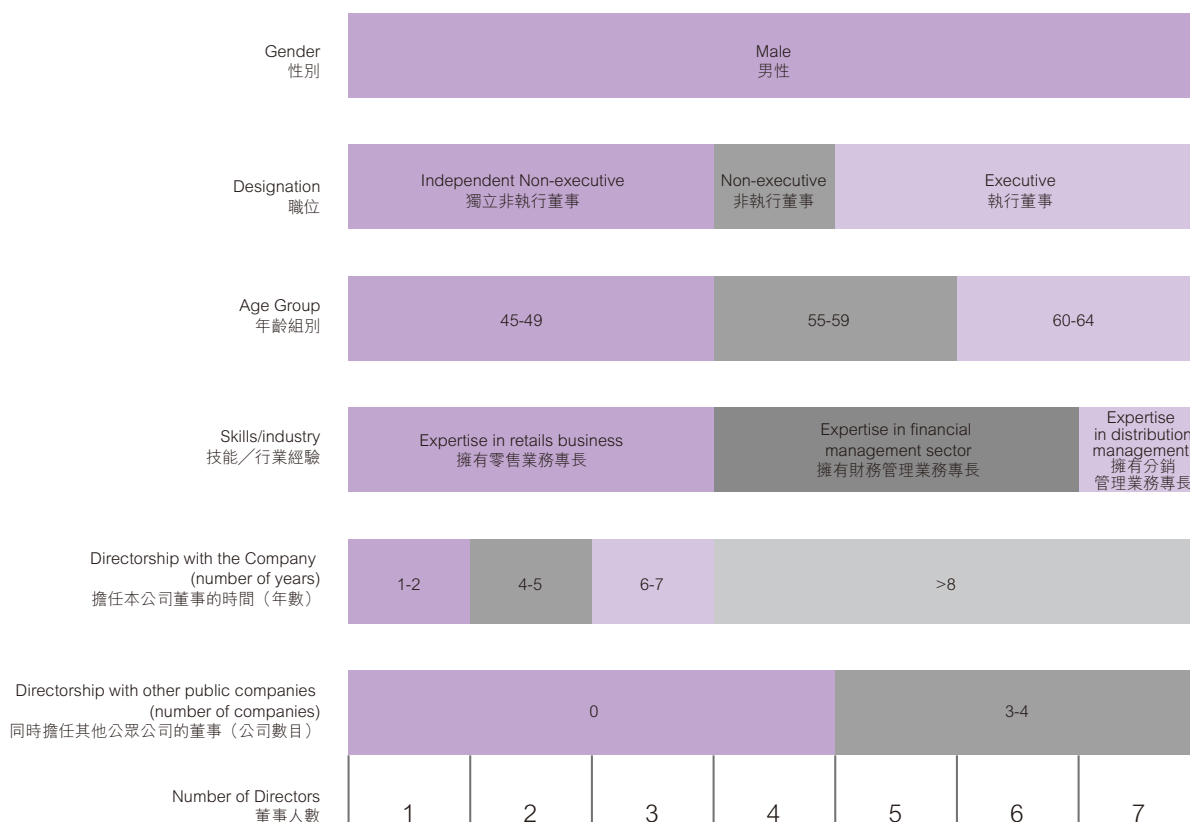
Members of the Board have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the Board functions. Details of the Directors and relevant relationships amongst each other are set out in “Director and Senior Management” section in this report.

An analysis of the current Board composition is set out in the following chart:

董事會的組成、架構及規模由提名委員會每年檢討最少一次，以確保董事會具備均衡且切合本集團業務所需的適當技能、經驗及多元化觀點。

董事會成員廣泛而寶貴之業務經驗知識及專業精神有助董事會有效及高效的履行其職責。董事的簡要履歷資料連彼此之間的關係載於本報告「董事及高級管理人員」章節。

現時董事會的組成分析如下：



CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Chief Executive Officer

The role of the Chairman is separate from that of the Chief Executive Officer to enhance their respective independence, accountability and responsibility. Mr. Chen Jianqiang acting as the Chairman is responsible for providing leadership in the Board to set strategies to achieve the Group's goals. Mr. Tao Qingrong, the Chief Executive Officer, is responsible for managing the business of the Group and leading the management team to implement strategies and objectives adopted by the Board.

Appointment, re-election and removal of the Directors

The Company follows a formal, considered and transparent procedure for the appointment of new directors. Appointments are first considered by the Nomination Committee. The recommendations of the Nomination Committee are then put to the full Board for decision. Thereafter, all Directors are subject to election by shareholders at the annual general meeting in their first year of appointment.

Each Non-executive Director of the Company has entered into a letter of appointment with the Company, for a specific term of not more than three years subject to re-election. Pursuant to the Articles of Association of the Company, any Director appointed to fill a casual vacancy or as an addition to the existing Board shall hold office until the next following general meeting or the next annual general meeting of the Company respectively and shall then be eligible for re-election at the meeting. In addition, all Directors are subject to retirement by rotation at least every three years and one-third (or the number nearest to but not less than one-third) of Directors shall retire from office every year at the Company's annual general meeting.

主席及行政總裁

主席與行政總裁分別由不同人士擔任，以提高其獨立性、問責性及負責制。陳建強先生擔任主席，負責帶領董事會並制定策略以達成本集團之目標。行政總裁陶慶榮先生，負責本集團業務的管理及領導管理團隊執行董事會所採納的策略。

委任、重選及撤換董事

本公司按正式制訂、經審慎考慮並具透明度的程序來委任新董事。提名委員會首先商議所有委任事項，然後向董事會全體成員提交建議，作出決定。其後，所有董事須在獲委任首年的股東週年大會上經股東正式選舉。

本公司各非執行董事與本公司訂立委任函，特定任期不超過三年，並須予重選連任。根據本公司組織章程，獲委任以填補董事會臨時空缺或增加入現有董事會的任何董事，只任職至下次股東大會或本公司下屆股東週年大會為止，並於其時有資格重選連任。全體董事均須最少每三年輪席告退，而每年須有三分之一（或最接近但不少於三分之一）之董事於本公司股東週年大會上告退。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Committees

The Board has established the following committees (all chaired by Independent Non-executive Director) with defined terms of reference in compliance with the Corporate Governance Code of the Listing Rules:

- Audit Committee
- Remuneration Committee
- Nomination Committee

Each Committee has the authority to engage outside consultants or experts as it considers necessary to discharge the Committee's responsibilities. To further reinforce independence and effectiveness, all Audit Committee members are Independent Non-executive Directors, and the Nomination and Remuneration Committees have been structured with a majority of Independent Non-executive Directors as members.

Board and Committee Meetings

The Board meets at least four times each year and more frequently as the needs of the business demand. Apart from the Board meetings, the Board would from time to time devote separate sessions to consider and review the Group's strategy and business activities.

The Directors can attend meetings in person or through electronic means of communication. During the year ended 31 December 2015, the Board met four times and discussed matters relating to the re-election of Directors, discussed and approved the overall business strategies, reviewed and monitored the financial and operation performance of the Group and approved the annual budget for the Group. Notice and board papers were given to all Directors prior to the meetings in accordance with the Listing Rules and the Corporate Governance Code.

A representative of the external auditor attended the Company's 2015 annual general meeting to answer questions from the shareholders on the audit of the Group.

董事委員會

董事會成立下列委員會(全部均由獨立非執行董事擔任主席)，並具備界定的職權範圍，其內容參考上市規則之企業管治守則的規定：

- 審核委員會
- 薪酬委員會
- 提名委員會

每一委員會有權在有需要時委聘外界顧問或專家，以履行委員會責任。為了進一步加強獨立性及有效性，所有審核委員會成員均為獨立非執行董事，而提名委員會及薪酬委員會主要由獨立非執行董事所組成。

董事會及委員會會議

董事會每年最少舉行四次會議，並會因應業務需要而增加會議次數。除董事會會議外，董事會亦會不時專為考慮及檢討本集團的策略和業務活動而舉行獨立會議。

董事可親身出席會議或透過電子通訊方式出席會議。截至2015年12月31日止年度，董事會共召開四次會議，主要討論有關董事的重選，討論並通過本集團整體業務策略，分別審閱及監督本集團財務及營運業績，通過本集團的年度預算。按照上市規則及企業管治守則於會議開始前已將通知及董事會文件送至所有董事。

外聘核數師的代表已出席本公司2015年度股東週年大會，回答股東有關本集團審計上的問題。

CORPORATE GOVERNANCE REPORT

企業管治報告

According to the current Board practice, any material transaction involving a conflict of interest with a substantial shareholder or a Director will be considered and dealt with by the Board at a duly convened Board meeting. The Company's Articles and Association also contain provisions requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

根據現行的董事會慣例，任何涉及主要股東或董事具利益衝突的重大交易將由董事會於正式召開的董事會會議上考慮及處理。本公司的組織章程亦訂有條文，規定在任何會議上議決批准董事或其任何聯繫人擁有重大利益的交易時，有關董事必需放棄投票及不得計入會議的法定人數內。

The attendance record of each Director for the meetings held during the year ended 31 December 2015 is set out as follows:

各董事出席截至2015年12月31日止年度所召開的會議情況如下：

Name of Director 董事姓名	Attendance/Number of meetings during the year 年內出席次數/會議次數				
	Board meetings 董事會會議	Audit Committee meetings 審核委員會會議	Remuneration Committee meetings 薪酬委員會會議	Nomination Committee meeting 提名委員會會議	Annual general meeting 股東週年大會會議
Executive Directors 執行董事					
Mr. Chen Jianqiang (Chairman) 陳建強先生(主席)	4/4	-	-	-	0/1
Mr. Tao Qingrong (Chief Executive Officer) 陶慶榮先生(行政總裁)	4/4	-	-	-	1/1
Mr. Yu Yaoming 俞堯明先生	4/4	-	-	-	1/1
Non-executive Director 非執行董事					
Mr. Fung Hiu Chuen, John 馮曉邨先生	2/4	-	1/1	1/1	1/1
Independent Non-executive Directors 獨立非執行董事					
Dr. Lin Zhijun 林志軍博士	4/4	4/4	1/1	1/1	1/1
Dr. Zhang Weijiong 張維炯博士	4/4	4/4	1/1	1/1	0/1
Mr. Cheung Yat Ming 張一鳴先生	3/4	4/4	1/1	1/1	0/1

CORPORATE GOVERNANCE REPORT

企業管治報告

Audit Committee

The Audit Committee is appointed by the Board and has three members, all of whom are Independent Non-executive Directors. The Chairman, Dr. Lin Zhijun has appropriate professional qualifications, including membership of the American Institute of Certified Public Accountants (AICPA), the Chinese Institute of Certified Public Accountants (CICPA) and the Australian Institute of Certified Management Accountants (CMA) and experience in financial and accounting matters. Dr. Zhang Weijiong has extensive experience in business administration. Mr. Cheung Yat Ming has appropriate professional qualifications, including membership of the Hong Kong Institute of Certified Public Accountants (HKICAP) and the Institute of Chartered Accountants in England and Wales (ICAEW) and extensive experience on the fields of investment, real estate and property market research, corporate finance and auditing.

Role and Duties

The Board has given the Audit Committee written terms of reference in compliance with Rule 3.21 of the Listing Rules and Code Provision C.3 as set out in Appendix 14 of the Listing Rules. The terms of reference are set out on the websites of the Stock Exchange and the Company. The Committee meets regularly, at least twice a year, and gives its full attention to the matters submitted.

The principal responsibilities of the Audit Committee include the review of both the Group's consolidated financial statements and the effectiveness of its internal control systems. The Committee also oversees the engagement of the external auditor of the Group and reviews its independence as well as the effectiveness of the audit process. The Board expects the Committee members to exercise independent judgment in conducting the business of the Committee. A high level review of the effectiveness of the internal control systems of the Group is performed at each year end.

審核委員會

審核委員會由董事會委任，共有三位成員，全為獨立非執行董事。主席林志軍博士具備合適的專業資格（包括為美國註冊會計師協會、中國註冊會計師協會及澳大利亞註冊管理會計師協會之會員資格）和財務及會計經驗。張維炯博士具備豐富的商業管理經驗。張一鳴先生具備合適的專業資格（包括香港會計師公會及英格蘭及威爾斯特會計師公會之會員資格）和於投資、房地產及物業市場研究、企業融資及審計方面擁有豐富的經驗。

角色與職責

董事會已向審核委員會書面授予職權範圍，內容參照上市規則第3.21條及上市規則附錄十四所載守則條文第C.3條的規定，並載於聯交所及本公司之網站。審核委員會每年定期開會最少兩次，全面審議所有提交委員會的事宜。

審核委員會的主要責任包括審閱本集團的綜合財務報表及檢討內部監控系統的成效。委員會亦監管本集團外聘核數師的委聘，並審閱其獨立性及審核程序的有效性。董事會預期委員會成員於處理委員會事務時均能作出獨立判斷。委員會於每年的年終對本集團的內部監控系統的成效進行高層次檢討。

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of Work Done

During the year, the Audit Committee:

- reviewed and discussed with management and external auditor the audited consolidated financial statements of the Group for the year ended 31 December 2014 (including estimates and judgments of a material nature made by management in accordance with the accounting policies of the Group) and the related final results announcement, with a recommendation to the Board for approval;
- reviewed the disclosures in the Corporate Governance Report included in the 2014 Annual Report of the Company, with a recommendation to the Board for approval;
- reviewed and discussed with management the unaudited consolidated financial statements of the Group for the six months ended 30 June 2015 (including estimates and judgments of a material nature made by management in accordance with the accounting policies of the Group) and the related interim results announcement, with a recommendation to the Board for approval;
- reviewed and considered the reports and management letters submitted by the external auditor, which summarised matters arising from its audit of the Group's consolidated financial statements for the year ended 31 December 2014;
- considered and endorsed the proposed connected transactions, with a recommendation to the Board for approval;
- reviewed and considered the scope of work and fee proposals of the external auditor for the audit of the Group's consolidated financial statements for the year ended 31 December 2015; and
- conducted a high level review of the effectiveness of the internal control systems of the Group (covering financial, operational and compliance controls and risk management functions) by considering the work of the management, including a review of the adequacy of resources, staff qualifications and experience, and training programmes and budget of the Company's accounting and financial reporting function.

工作概要

年內，審核委員會：

- 與管理層及外聘核數師審閱並討論本集團截至2014年12月31日止年度的經審核綜合財務報表(包括管理層根據本集團的會計政策所作出的重大估計及判斷)以及相關的全年業績公告，並建議董事會批准；
- 審閱載於本公司2014年年報內企業管治報告的披露事項，並建議董事會批准；
- 與管理層審閱並討論本集團截至2015年6月30日止六個月的未經審核綜合財務報表(包括管理層根據本集團的會計政策所作出的重大估計及判斷)以及相關的中期業績公告，並建議董事會批准；
- 審閱並考慮外聘核數師就審核本集團截至2014年12月31日止年度綜合財務報表所產生的事項而提交的報告及致管理層的函件；
- 審批本公司提出的關連交易，並建議董事會批准；
- 審議外聘核數師就審核本集團截至2015年12月31日止年度綜合財務報表而提出的工作範圍及費用建議；及
- 透過考慮管理層的工作，對本集團內部監控系統的成效(涵蓋財務、營運及合規監控以及風險管理的職能)進行高層次檢討，包括檢視本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及相關的培訓計劃及預算。

CORPORATE GOVERNANCE REPORT

企業管治報告

Subsequent to the end of the financial year, the Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2015, including the accounting principles and practices adopted by the Group, in conjunction with the external auditor, with a recommendation to the Board for approval.

The Committee was satisfied with the external auditor's work, its independence and objectivity, and therefore recommended the Board that Ernst & Young be re-appointed as the Company's external auditor for 2016 subject to shareholders' approval at the forthcoming annual general meeting of the Company.

Remuneration Committee

The members of the Remuneration Committee during the year and up to the date of this report are shown below:

Dr. Zhang Weijiong (*Chairman*)
Dr. Lin Zhijun
Mr. Cheung Yat Ming
Mr. Fung Hiu Chuen, John

With the exception of Mr. Fung Hiu Chuen, John who is a Non-executive Director of the Company, all the other members of the Committee are Independent Non-executive Directors of the Company.

Roles and Duties

The Board has given the Remuneration Committee written terms of reference in compliance with Rule 3.25 of the Listing Rules and Code Provision B.1. The terms of reference are set out on the websites of the Stock Exchange and the Company. The Committee shall meet at least once a year. The Committee makes recommendations to the Board on the Company's policy and structure of all Directors' and senior management's remuneration and reviews the special remuneration packages of all executive Directors. The Human Resources Department of the Group is responsible for collection and administration of the human resources data and makes recommendations to the Committee for consideration. The Committee consults with the Chairman and Chief Executive Officer of the Company about these recommendations on remuneration policy, structure and remuneration packages.

於財政年度完結後，委員會連同外聘核數師已審閱本集團截至2015年12月31日止年度的經審核綜合財務報表，包括本集團採用的會計原則及實務，並建議董事會批准。

委員會對外聘核數師的工作、其獨立性及客觀性均感滿意。因此，委員會已向董事會建議續聘安永會計師事務所為本公司2016年度的外聘核數師，並於本公司即將舉行的股東週年大會上建議股東批准續聘安永會計師事務所。

薪酬委員會

薪酬委員會年內及截至本報告日期的成員如下：

張維炯博士(主席)
林志軍博士
張一鳴先生
馮曉邨先生

除本公司非執行董事馮曉邨先生外，委員會的其他成員全部均為本公司的獨立非執行董事。

角色與職責

董事會已向薪酬委員會書面授予職權範圍，內容參照上市規則第3.25條及守則條文第B.1條規定，並載於聯交所及本公司之網站。委員會每年須召開會議至少一次。委員會就本公司董事及高級管理人員所有薪酬的政策及架構向董事會提出建議，並審查所有執行董事的特定薪酬方案。人力資源部門負責收集及管理人力資源數據及向委員會提供建議以供審議。委員會會就薪酬政策、架構及薪酬福利與本公司主席及行政總裁商議。

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of Work Done

During the year, the Remuneration Committee:

- reviewed and determined the amount of bonuses awarded to the Executive Directors based on personal and company performances for the year ended 31 December 2014; and
- approved and reviewed senior management's remuneration, including annual incentive payment for 2014 and 2015 and annual pay review for 2015 and 2016.

Nomination Committee

The members of the Nomination Committee during the year and up to the date of this report are shown below:

Dr. Zhang Weijiong (*Chairman*)
Dr. Lin Zhijun
Mr. Cheung Yat Ming
Mr. Fung Hiu Chuen, John

With the exception of Mr. Fung Hiu Chuen, John who is a Non-executive Director of the Company, all the other members of the Committee are Independent Non-executive Directors of the Company.

Roles and Duties

The Board has given the Nomination Committee written terms of reference in compliance with Code Provision A.5. The terms of reference are set out on the websites of the Stock Exchange and the Company. The Committee shall meet at least once a year. The Committee is responsible for the review of Board structure and composition, identification and recommendation to the Board of possible appointees as Directors, making recommendations to the Board on matters relating to appointment or reappointment of Director, succession planning for Directors and assessing the independence of the Independent Non-executive Directors.

工作概要

年內，薪酬委員會：

- 根據截至2014年12月31日止年度的個人及公司表現審閱及釐定執行董事的花紅金額；及
- 審查高層管理人員的薪酬待遇，包括2014和2015年度獎金，以及2015和2016年度薪酬檢討。

提名委員會

提名委員會年內及截至本報告日期的成員如下：

張維炯博士(主席)
林志軍博士
張一鳴先生
馮曉邨先生

除本公司非執行董事馮曉邨先生外，委員會的其他成員全部均為本公司的獨立非執行董事。

角色與職責

董事會已向提名委員會書面授予職權範圍，內容參照守則條文第A.5條規定，並載於聯交所及本公司之網站。委員會每年須召開會議至少一次。委員會負責檢討董事會的結構和成員組合，並為董事會物色及推薦董事人選，也就委任或重新委任董事、董事繼任人安排和評估獨立非執行董事的獨立性等事宜，向董事會作出建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. All Board appointments will be based on merit, and candidates will be considered against objective criteria (including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), having due regard for the benefits of diversity. The ultimate decision will be based on merit and the contribution that the selected candidates will bring to the Board.

Summary of Work Done

During the year, the Nomination Committee:

- reviewed the structure, size and composition of the Board, including the independence of the three Independent Non-executive Directors;
- interviewed and selected the proposed candidates for the vacancy of independent non-executive director, with a recommendation to the Board for approval;
- considered the proposed changes to the composition of the Nomination Committee, with a recommendation to the Board for approval; and
- considered the nomination of three retiring Directors for the Board's recommendation to stand for re-election by shareholders at the 2015 annual general meeting of the Company.

The Committee considers that the existing members of the Board have a diverse range of business, financial and professional expertise in light of the current business needs of the Company. While the Committee does not think setting specific requirements for such criteria as gender and age for the Board composition are appropriate, it does believe that these are important elements which will bring a diversity of perspectives into the Board and, along with a diverse mix of skills, experience and knowledge that the Board should have in view of the prevailing business strategy of the Company, should be taken into consideration for all Board appointments in the future.

Pursuant to the Listing Rules, the Company has received a written confirmation from each Independent Non-executive Director of his independence to the Group. The Company considers all of the Independent Non-executive Directors to be independent with respect to the Group.

董事會成員多元化政策

本公司明白並深信多元化的董事會對提高其表現素質裨益良多。所有董事會成員的委任均以用人唯才為原則，在考慮人選時亦充分顧及董事會成員多元化的裨益，按董事會成員多元化的客觀準則(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期)作出甄選，最終將按候選人的長處及可為董事會提供的貢獻而作決定。

工作概要

年內，提名委員會：

- 檢討董事會的架構、規模及組成，包括三名獨立非執行董事的獨立性；
- 挑選和對獨立非執行董事空缺的提名候選人進行面談，並建議董事會批准；
- 考慮提名委員會成員變動的建議，並建議董事會批准；及
- 考慮三名退任董事的提名，以供董事會推薦股東在本公司2015年度股東週年大會上重選彼等為董事。

就本公司目前的業務需求而言，委員會認為董事會現時的成員擁有不同領域的商業、財務及專業專長。雖然委員會認為就董事會組成按性別及年齡等準則設定特定要求未必恰當，但其相信上述各項準則乃為董事會引進多元化觀點的重要元素，而視乎本公司當時業務策略的需要，除顧及董事會應具備多元化的技能、經驗及知識外，這些準則於日後委任董事會成員時亦應予以考慮。

根據上市規則的要求，本公司已獲得每位獨立非執行董事的書面聲明，確認其相對於本集團的獨立性。本公司認為所有獨立非執行董事均獨立於本集團。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' commitments

Each Director confirmed that he has given sufficient time and attention to the affairs of the Company for the year ended 31 December 2015. All Directors have disclosed to the Company the number and nature of offices held in public companies or organizations and other significant commitments, with the identity of the public companies or organizations. Each Director is also requested to provide a confirmation to the Company semi-annually and notify the Company Secretary in a timely manner of any change of such information.

Induction, training and continuing development

Each newly appointed Director receives a comprehensive induction on the first occasion of his appointment so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is fully aware of his responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

A strategy session is organised by the Company for the Board once a year to discuss and review the long-term business and corporate strategy of the Group.

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills for the purpose of discharging their duties and responsibilities as Directors of the Company. All Directors are required to provide the Company with the records of the training they received annually. For the year ended 31 December 2015, all Directors have confirmed that they have attended training sessions by reading regulatory updates or attending briefings/seminars/conferences relevant to the business or their directors' duties.

The Board is provided with monthly management updates which contain the latest financials and highlights of key matters of the Group. The management updates give a balanced and understandable assessment in sufficient detail to assess the performance, position and prospects of the Group.

Directors' insurance

The Company has arranged appropriate insurance cover for the Directors in connection with the discharge of their responsibilities.

董事承擔

各董事已確認於2015年12月31日止年度內投入了足夠時間和充分關注本公司事務的聲明。所有董事亦已向本公司披露他們於公眾公司或機構擔任職務的數目和性質，以及其他重大承擔，並提供了公眾公司或機構的名稱和擔任有關職務。各董事亦須每半年向公司作出資料確認，並於任何相關資料出現變動時適時知會公司秘書。

就任須知、培訓及持續發展

各新任董事在首次接受委任時均獲得全面的就任須知，確保彼對本集團的業務及營運具備適當的理解，及確保彼完全知悉其根據上市規則及其他相關法規規定的責任及義務。

本公司每年為董事會安排一節策略會議，討論及檢討本集團的長遠業務及企業策略。

本公司鼓勵董事參與持續專業發展，發展並更新其知識及技能，以履行其作為本公司董事的職務及職責。所有董事每年須向本公司提供其培訓紀錄。截至2015年12月31日止年度，全體董事確認均有出席培訓課程包括閱讀更新監管規定資料或出席有關業務或董事職責的簡介會／研討會／會議。

董事會獲每月提供管理報告，內容載有本集團最新的財務資料，以及重要事項。該管理報告記載了有關本集團的表現、財務狀況和前景的公正及易於理解的評估。

董事保險

本公司已就董事履行其責任為彼等作出適當保險安排。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors’ securities transactions. Directors are reminded of their obligations under the Model Code on a regular basis. Specific confirmation has been obtained from each Director to confirm compliance with the required standards set out in the Model Code for the year ended 31 December 2015.

RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment in respect of annual and interim reports, announcements of inside information and other disclosures required under the Listing Rules and other regulatory requirements. The Directors acknowledge their responsibility for preparing the financial statements of the Company for each financial period.

The Directors are responsible for the preparation of financial statements, which give a true and fair view of the state of affairs of the Group at the end of the financial year and profit or loss for the financial year. The Directors have prepared the financial statements in accordance with International Financial Reporting Standards approved by the International Accounting Standards Board and the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules. The Directors consider that in preparing the financial statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all applicable accounting standards have been followed.

The Directors are not aware that any material or significant exposures exist, other than as reflected in this report. The Directors therefore have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The financial statements are continually prepared on a going concern basis.

進行證券交易的標準守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）作為其董事證券交易的行為守則。本公司亦定期提醒各董事於標準守則下須履行之責任。本公司已取得每位董事發出的書面確認，以確認在2015年12月31日止年度內符合標準守則列載之規定。

對財務報表的責任

董事會負責就全年及中期報告、內幕消息的公告以及根據上市規則及其他監管規定而作出的內幕消息和其他披露提交平衡清晰及易於理解的評估。董事知悉彼等對編製本公司各財政期間的財務報表的責任。

董事負責編製可真實而公平地反映本集團於財政年度完結日的財務狀況及財政年度損益情況的財務報表。董事已按照國際會計準則委員會頒佈的國際財務報告準則，以及香港《公司條例》及上市規則之披露規定編製財務報表。董事認為本公司於編製財務報表時已採用合適的會計政策、貫徹應用和依據合理而審慎的判斷及估計，並且已遵從所有適用的會計準則。

除本報告所反映的情況外，董事並不知悉有任何主要及重大風險存在。因此，董事有理由預期本公司具備充裕資源在可見將來繼續經營現有業務。財務報表乃繼續按持續經營為基準編製。

CORPORATE GOVERNANCE REPORT

企業管治報告

HIGHEST PAID INDIVIDUALS AND THE REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT

All the five highest paid individuals of the Group during the year were the Directors and the senior management members of the Group. Details of the Directors' and Chief Executive's remuneration and the five highest paid individuals in the Group are set out in notes 11 and 12 respectively of the financial statements. The remuneration of the senior management whose profiles are included in the Directors and Senior Management section of this report fell within the following bands:

最高薪酬人士以及董事及高級管理人員的酬金

年內，本集團五名最高薪酬人士全部均為本集團董事及高級管理人員。董事及行政總裁的薪酬及本集團五名最高薪酬人士的詳情載於財務報表附註11至12。其履歷則載於本報告「董事及高級管理人員」章節之高級管理人員的酬金介乎以下範圍：

Remuneration band	酬金範圍	Number of individuals
		人數 2015 二零一五年
0 to RMB1,000,000	零至人民幣一百萬元	2
RMB1,000,001 to RMB1,500,000	人民幣一百萬零一元至 人民幣一百五十萬元	1

REMUNERATION POLICY

The Directors' and Chief Executive's emoluments are determined by the Remuneration Committee, with reference to their duties, responsibilities and performance and the results of the Group and comparable market statistics, including the prevailing market rate for executives of similar position.

The Group's remuneration policy is primarily based on duties, performance and length of service of each individual employee with reference to the prevailing market conditions.

薪酬政策

董事及行政總裁的薪酬由薪酬委員會參照董事的職責、責任、工作成就及本集團的業績及可比較的市場統計包括同類職位高管市場普遍的水準而定。

本集團的薪酬政策主要是根據每位員工的崗位責任、工作表現及服務年限，以及現行市場狀況而定。

CORPORATE GOVERNANCE REPORT

企業管治報告

RETIREMENT FUND SCHEMES

The Group's employees in the PRC participate in defined contribution retirement schemes administered and operated by the relevant PRC municipal governments. The Group's relevant PRC subsidiaries contribute funds to the retirement schemes to fund the retirement benefits of the employees which are calculated based on certain percentage of the average employee salary as stipulated by the local municipal government. Such retirement schemes are responsible for the entire post-retirement benefit obligations payable to the retired employees. The Group has no further obligations for the actual payment of post-retirement benefits beyond the aforesaid contributions.

The Group makes contributions to defined contribution retirement schemes under the Mandatory Provident Fund Schemes Ordinance and the Occupational Retirement Scheme Ordinance in Hong Kong for all employees in Hong Kong. The assets of the scheme are held in separate trustee administered funds. The pension plans are generally funded by payments from employees and by the Group. The Group's contributions to the defined contribution retirement schemes are expensed as incurred.

The Group's contributions to retirement benefit schemes were charged to the consolidated statement of profit or loss for the year ended 31 December 2015 were RMB61 million. Details of the contribution retirement schemes are set out in note 10 of the financial statements.

CONSTITUTIONAL DOCUMENTS

The Memorandum and Articles of Association of the Company is published on the websites of the Stock Exchange and the Company. There was no change to the Memorandum and Articles of Association of the Company during the year ended 31 December 2015.

退休金供款計劃

本集團的中國僱員均參與由中國有關市政府管理及運營的界定供款退休計劃。本集團於中國的相關附屬公司按照當地市政府規定的平均僱員薪金若干百分比計算退休金並為該退休計劃供款，以為僱員的退休福利提供資金。該退休金計劃負責應付予退休僱員的全部退休後福利責任。本集團除該供款之外並無進一步實際支付退休福利的責任。

本集團為所有香港僱員於香港根據強制性公積金計劃條例及職業退休計劃條例向界定供款退休計劃供款，該等計劃的資產以獨立管理基金形式持有。退休金計劃的資金一般來自僱員及本集團支付款項。本集團向界定供款退休計劃作出供款會於產生時作為費用列支。

本集團就退休福利計劃供款計入截至2015年12月31日止年度的綜合收益表為人民幣61百萬元。本集團就退休金計劃的供款詳情載於財務報表附註10。

組織章程文件

本公司組織章程大綱及細則已刊登在聯交所及本公司之網站。於2015年12月31日止年度，本公司組織章程大綱及細則均沒有更改。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

The Company Secretary is an employee of the Company and is appointed by the Board. The Company Secretary is responsible for facilitating the procedure/activities of the Board and the Board Committees and good communication flow among the Board members, shareholders and senior management. The appointment and removal of the Company Secretary is subject to Board approval. The Company Secretary reports to the Chairman and Chief Executive Officer and is accountable to the Board for matters relating to the duties of the Directors, such as by giving advice on corporate governance developments. All members of the Board have access to the advice and service of the Company Secretary.

The Company Secretary also plays an essential role in the relationship between the Company and its shareholders, including assisting the Board in discharging its obligations to shareholders pursuant to the Listing Rules.

During the year ended 31 December 2015, the Company Secretary confirmed that she has complied with all the required qualifications, experience and training requirements of the Listing Rules.

EXTERNAL AUDITOR

Ernst & Young were reappointed independent auditor of the Company at the 2015 annual general meeting. Ernst & Young has written to the Audit Committee confirming that they are independent and that there is no relationship between Ernst & Young and the Company which may reasonably be thought to bear on their independence. In order to maintain their independence, Ernst & Young will not be employed for any non-audit work by the Company unless the non-audit work meets the criteria suggested in the Listing Rules and has been pre-approved by the Audit Committee.

During the year, the total remuneration in respect of statutory audit services amounted to RMB2.9 million (2014: RMB2.9 million), of which a sum of RMB2.7 million (2014: RMB2.6 million) was paid to Ernst & Young. Ernst & Young has not provided any non-audit work for the Company for the year ended 31 December 2015.

The responsibilities of the external auditor with respect of the Financial Statements for the year ended 31 December 2015 are set out in the section of "Independent Auditor's Report" of the report.

公司秘書

公司秘書為本公司之僱員，並由董事會委任。公司秘書負責協助董事會及董事委員會之程序／活動，以及維繫董事會成員、股東及高級管理人員之間之良好溝通。公司秘書之委任及罷免須經董事會批准。公司秘書向主席及行政總裁匯報，並就有關董事職責之事宜向董事會負責，例如就企業管治發展給予意見。董事會全體成員均可獲公司秘書提供意見及服務。

公司秘書在維繫公司與股東的關係方面亦肩負重任，包括協助董事會按照上市規則履行對股東的責任。

公司秘書確認其於2015年12月31日止年度符合上市規則所有要求的資格、經驗與培訓規定。

外聘核數師

安永會計師事務所於2015年度股東週年大會上再次獲委任為本公司的獨立核數師。安永會計師事務所已向審核委員會發出函件，就其獨立性及本公司與其不存在任何可影響其獨立性的關係作出確認。為求保持外聘核數師的獨立性，除非是符合上市規則所界定的許可非審計工作，並經由審核委員會預先批准，否則本公司將不會聘用安永會計師事務所從事非審計工作。

年內，有關法定審計工作的核數師酬金總計達人民幣2.9百萬元（2014年：人民幣2.9百萬元），其中支付安永會計師事務所共計人民幣2.7百萬元（2014年：人民幣2.6百萬元）。安永會計師事務所於截至2015年12月31日止年度內並沒有為本公司提供非審計服務。

外聘核數師就截至2015年12月31日止年度的財務報表所負之責任列載於本報告之「獨立核數師報告」章節。

CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL

The Board has overall responsibility for the maintenance of sound and effective internal control systems within the Group. The Board has delegated to management the implementation of such systems of internal controls as well as the review of relevant financial, operational and compliance controls and risk management procedures.

The Board has entrusted the Audit Committee with the responsibility to review the internal control systems of the Group, which include financial, operational and compliance controls and risk management functions. The Group's internal control system including a defined management structure with limits of authority is designed to help the achievement of business objectives, safeguard assets against unauthorised use or disposal, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. Those systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

The Group's Internal Audit Department and management conducts reviews of the effectiveness of the Group's internal control systems. The annual internal audit plan, which is approved by the Audit Committee, is based on a risk assessment methodology. The Audit committee reviews the findings and opinions of Group Internal Audit and management on the effectiveness of the Company's internal control systems and reports to the Board on such reviews.

During the year ended 31 December 2015, the Board through the Audit Committee, have conducted a review of the effectiveness of the internal control systems of the Group. In respect of the year ended 31 December 2015, the Board considered the internal control systems effective and adequate. No significant areas of concern which might affect shareholders were identified.

內部監控

董事會整體負責維持本集團健全及有效的內部監控系統。董事會已授權管理層實施該等內部監控系統，並審閱有關財務、營運與合規監控及風險管理程序。

董事會已授權審核委員會檢討本集團的內部監控系統，檢討範圍涵蓋財務、營運與合規監控及風險管理的職能。本集團之內部監控系統包括界定授權限制之清晰管理架構，旨在幫助公司達致各項業務目標、保障資產免於未經授權之挪用或處置、確保維持妥善之會計記錄以提供可靠之財務資料供內部使用或作公佈之用，以及確保遵守各項相關法律及法規。此系統旨在提供合理（但非百分百）之保證，避免營運系統出現重大錯誤或損失，並管理（而非消除）失誤之風險，及達成本集團目標。

集團內部審計部和管理層檢討本集團內部監控系統的成效，年度審計計劃乃按風險評估方法制訂，並提交審核委員會通過。而審核委員會就集團內部審計部和管理層對公司內部監控系統成效的調查結果和意見，並向董事會匯報審議結果。

於2015年12月31日止年度內，董事會透過審核委員會審閱本集團內部監控系統之成效，截至2015年12月31日止年度，董事會認為本集團內部監控系統是充分、有效的。並未出現可影響股東權益的重大事項。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMMUNICATION WITH SHAREHOLDERS

In March 2012, the Company adopted a Shareholders Communication Policy of the Company which aims to set out the provisions with the objective of ensuring that the shareholders of the Company and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company, in order to enable shareholders of the Company to exercise their rights in an informed manner, and to allow shareholders of the Company and potential investors to engage actively with the Company.

Disclosure of information on Company's Website

The Company endeavours to disclose all material information about the Group to all interested parties as widely and as timely as possible. The Company maintains a corporate website at www.springlandgroup.com.cn where important and updated information about the Group's activities and corporate matters such as annual and interim reports, announcements, business development and operations, corporate governance practices and other information are available for review by shareholders and other stakeholders. When announcements are made through the Stock Exchange, the same information is made available on the Company's website.

Annual General Meeting

The annual general meeting provides an important opportunity for constructive communication between the Board and the Shareholders. The Board maintained an on-going dialogue with the Shareholders and answered all questions raised by the Shareholders throughout the last annual general meeting held on 18 May 2015.

Investor Relations

During the year, the Company strived to improve transparency and communications with shareholders and investors. Meetings and conference calls with investors and analysts were held, in order for the Company to understand their views and to keep them abreast on the latest developments. Inquiries on the Company were also dealt with in an informative and timely manner.

與股東溝通

於2012年3月，本公司已採納《股東通訊政策》，其所載之條文旨在確保本公司股東及潛在的投資者，均可隨時，平等及適時取得本公司之全面及容易理解的資料，一方面使股東可在知情的情況下行使權力，另一方面可讓本公司股東及潛在的投資者能積極地與本公司聯繫。

本公司網站之訊息披露

本公司致力向所有對本集團資料有興趣之人士廣泛地及適時地披露本集團所有的重要訊息。有關本集團業務及公司事務（如年報及中期報告、公告、業務發展及營運、企業管治常規及其他資料）之重要及最新資料刊載於本公司網站www.springlandgroup.com.cn上，供股東及其他利益相關人士查閱。透過聯交所發佈之公告會同步在本公司網站上刊登。

股東週年大會

股東週年大會為董事會與股東進行建設性溝通提供良機。董事會與股東於2015年5月18日舉行之最近一屆股東週年大會上持續對話，並回答股東之所有提問。

投資者關係

於本年度內，本公司致力提高透明度和加強與股東及投資者的溝通。除與投資者和分析員會面及舉行電話會議，聆聽其意見和讓他們掌握本公司的最新發展外，本公司亦適時詳盡地回應有關本公司的詢問。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the "Eligible Shareholder(s)") shall at all times have the right, by written requisition to the Board or the company secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition, including making proposals or moving a resolution at an extraordinary general meeting.

The Board shall convene such meeting within 21 days from the date the requisition deposited and the extraordinary general meeting shall be held within two months after the deposit of the requisition. The written requisition may be sent to the Board or the Company Secretary to the Company's head office or principal place of business in Hong Kong.

If a shareholder wishes to propose a person other than a retiring Director for election as a Director at a general meeting, the shareholder should deposit a written notice of nomination which shall be given to the Company within the seven days period commencing the day after the dispatch of the notice of the meeting (or such other period as may be determined and announced by the Directors from time to time) and in no event ending no later than seven days prior to the date appointed for such meeting. The procedures for proposing a person for election as a Director, please refer to the procedures made available under the Investor Relations (Corporate Governance subsection) of the Company's website.

Shareholders' Enquiries

- 1 Shareholders should direct their questions about their shareholdings to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited.
- 2 Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.
- 3 Shareholders may make enquiries to the Board in writing to the Company Secretary at the office of the Company at Suite 1508, 15/F, Cityplaza Four, 12 Taikoo Wan Road, Taikoo Shing, Hong Kong.
- 4 Shareholders may also make enquiries with the Board at the general meeting.

股東權益

於遞交要求日期持有不少於本公司繳足股本(賦有於本公司股東大會上之投票權)十分之一之股東或一組股東(「合資格股東」)於任何時候有權透過向本公司董事會或秘書遞交書面要求,要求董事會召開股東特別大會,以處理有關要求中指明的任何事項,包括於股東特別大會上提出建議或動議決議案。

董事會需於收到書面要求的21日內召開股東特別大會,並於收到書面要求的兩個月內舉行股東特別大會。書面要求可寄往本公司總辦事處或於香港之主要營業地址予董事會或公司秘書。

倘股東有意於股東大會上提名一位人士(退任董事除外)參選董事,則該股東須於寄發會議通知翌日起計七天內(或董事不時厘定及公佈的其他期間)並在任何情況下不遲於有關會議指定日期前七日,向本公司發出一份書面的提名通知。有關推選某人參選董事之程序,請瀏覽本公司網站投資者關係一欄(企業管治一節)登載之程序。

股東查詢

- 1 股東如對其名下持有的股票有任何問題,應向本公司的香港證券登記處香港中央證券登記有限公司提出。
- 2 股東及投資人士可隨時要求索取本公司的公開資料。
- 3 股東如欲向董事會提出查詢,可以書面形式發送至本公司辦事處(地址為香港太古城太古灣道12號太古城中心四座15樓1508室)公司秘書收。
- 4 股東亦可在股東大會上向董事會作出查詢。

DIRECTORS' REPORT

董事會報告

The Directors present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The Company is an investment holding company incorporated in the Cayman Islands with limited liability on 21 June 2006. The Group is principally engaged in the operation of department stores and supermarkets in the PRC. There were no significant changes in the nature of the Group's principal activities during the year. The activities of its principal subsidiaries are set out in note 1 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 38(a) to the financial statements.

RESULTS AND APPROPRIATIONS

The profit of the Group for the year ended 31 December 2015 and the state of affairs of the Company and the Group as at 31 December 2015 are set out on pages 77 to 191 of this report.

During the year, an interim dividend of HK\$4 cents per ordinary share was paid. The Board recommended the payment of a final dividend for the year ended 31 December 2015 of HK\$7 cents in cash per ordinary share to the shareholders appeared on the register of members of the Company as at 31 May 2016. This recommendation has been incorporated in the financial statements as a separate allocation within the equity section of the statement of financial position.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity of this report and note 45 to the financial statements respectively.

董事會提呈截至2015年12月31日止年度之董事會報告及本集團的經審計綜合財務報表。

主要業務

本公司為一家投資控股公司，於2006年6月21日在開曼群島註冊成立為有限責任公司。本集團主要業務為經營位於中國的百貨店及超市。本集團主要業務的性質在年內並無重大改變。其主要附屬公司的業務載於財務報表附註1。

股本

本公司於年內股本變動詳情載於財務報表附註38(a)。

業績及分配

本集團截至2015年12月31日止年度之溢利和本公司與本集團於該日之財務狀況載於本報告第77至191頁。

於年內，本公司已派發中期股息每股普通股港幣4仙。董事會建議就截至2015年12月31日止年度以現金派付末期股息每股普通股港幣7仙予2016年5月31日公司股東名冊內之股東。該建議已經在財務狀況表權益章節單獨立分配納入財務報表中。

儲備

本集團及本公司的儲備於年內的變動詳情分別載於本年報之綜合權益變動表及財務報表附註45。

DIRECTORS' REPORT

董事會報告

DISTRIBUTABLE RESERVES

Under Cayman Islands Companies Law, the Company may pay dividends out of profit or its share premium account in accordance with the provisions of the Articles of Association of the Company and provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be able to pay its debts as and when they fall due in the ordinary course of business.

As of 31 December 2015, the Company's share premium available for distribution amounted to RMB1,034 million, of which RMB142 million has been proposed as a final dividend for the year. Details of which are set out in note 45 in the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group are set out in note 17 to the financial statements.

BANK BORROWINGS AND FINANCING NOTES

Bank borrowings and financing notes of the Group as at 31 December 2015 amounted to RMB2,976 million, details of which are set out in notes 30 and 31 to the financial statements.

COMMITMENTS

Details of the commitments of the Group are set out in note 37 to the financial statements.

DONATIONS

Donations made by the Group during the year amounted to RMB800,000.

SUMMARY FINANCIAL INFORMATION

A summary of the published financial results and financial position of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 192. This summary does not form part of the audited financial statements.

可供分派儲備

根據開曼群島公司法，本公司可根據本公司組織章程條文以溢利或股份溢價派付股息，惟須於緊隨建議派付股息當日後，本公司將可於一般業務過程中支付到期債務。

於2015年12月31日，本公司可予分派的股份溢價為人民幣1,034百萬元，其中人民幣142百萬元已被建議作為本年末期股息。其詳情載於財務報表附註45。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於財務報表附註17。

銀行借款和融資券

本集團於2015年12月31日銀行借款和融資券達人民幣2,976百萬元，其詳情載於財務報表附註30和31。

承擔

本集團承擔詳情載於財務報表附註37。

捐款

本集團於年內捐贈達人民幣800,000元。

財務信息摘要

本集團過往五年已發佈的財務業績及財務狀況載於本年報第192頁。該等摘要並不構成經審計財務報表的一部分。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors of the Company during 2015 and up to the date of this report were:

Executive Directors

Mr. Chen Jianqiang (*Chairman*)
Mr. Tao Qingrong (*Chief Executive Officer*)
Mr. Yu Yaoming

Non-executive Director

Mr. Fung Hiu Chuen, John

Independent Non-executive Directors

Dr. Lin Zhijun
Dr. Zhang Weijiong
Mr. Cheung Yat Ming

Pursuant to Article 84 of the Articles of Association of the Company, three of the Directors, namely, Mr. Chen Jianqiang, Dr. Lin Zhijun and Mr. Cheung Yat Ming shall retire by rotation and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

There are no other matters that need to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and senior management of the Company are set out in the section headed "Directors and Senior Management" in this report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which shall not be terminated within one year without payment of compensation, other than statutory compensation.

董事

本公司於2015年及本報告日止之董事如下：

執行董事

陳建強先生(主席)
陶慶榮先生(行政總裁)
俞堯明先生

非執行董事

馮曉邨先生

獨立非執行董事

林志軍博士
張維炯博士
張一鳴先生

按照本公司組織章程第84條，其中三位董事陳建強先生、林志軍博士和張一鳴先生於即將舉行的股東週年大會上輪席退任，並均符合資格願意重選連任。

根據上市規則第13.51B(1)條，並無其他資料需要作出披露。

董事及高級管理人員履歷

本公司董事及高級管理人員的履歷概要詳情載於本報告「董事及高級管理人員」章節。

董事服務合約

各擬於即將舉行的股東週年大會上重選的董事概無與本公司或其任何附屬公司訂立不可於一年內不付賠償(法定賠償除外)而終止的服務合約。

DIRECTORS' REPORT

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2015 were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or its holding company or subsidiary or a subsidiary of the Company's holding company was a party to any arrangement to enable the Directors to acquire such rights through any other corporate entities.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed under "Connected transactions and continuing connected transactions" below, no contract of significance to the business of the Group to which the Company, its holding company or subsidiary or a subsidiary of the Company's holding company was a party and in which a Director or controlling shareholder or any of its subsidiaries or any company controlled by a director or controlling shareholder had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2015.

董事收購股份或債券的權利

於2015年12月31日止年度內任何時間，並無授予董事或其各自配偶或未成年子女透過認購本公司股份或債券而獲得利益的權利，彼等亦無行使該等權利，而本公司、其控股公司或其任何附屬公司亦無訂立任何安排致使董事在其他法團中獲得該等權利。

董事的合同權益

除下文「關連交易及持續關連交易」一節所披露外，於2015年年終或年內任何時間概無存在由本公司、其控股公司、附屬公司或同系附屬公司訂立而本公司董事或控股股東或本公司的任何附屬公司或控股股東控制的其它公司於當中直接或間接擁有重大權益之重大影響之業務合約。

DIRECTORS' REPORT

董事會報告

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

At 31 December 2015, the interests and short positions of the Directors and the chief executive of the Company in the shares of the Company notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO") (including interests and short positions which were taken or deemed to have been taken under such provisions of the SFO) or the Model Code or which were required to be entered in the register required to be kept under section 352 of the SFO were as follows:

(1) Long position in the shares of the Company and its associated corporations

Name of Director 董事姓名	Note 附註	Number of ordinary shares 普通股數目		Approximate percentage of the issued share capital 佔已發行股本的 百分比
		Corporate interests 法團權益	Total 合計	
Mr. Chen Jianqiang 陳建強先生	a	1,442,500,000	1,442,500,000	59.58%

Note:

- (a) These shares were held by Octopus (China) Holdings Limited, in which is wholly owned by Octopus Holdings Foundation. Mr. Chen as the sole shareholder of Octopus Holdings Foundation is deemed to be interested in the Shares held by Octopus (China) Holdings Limited. Both Octopus Holdings Foundation and Octopus (China) Holdings Limited are holding companies of the Company, each of them is an associated corporation of the Company under the SFO.

(2) Short position in the shares of the Company and its associated corporations

As at 31 December 2015, none of the Directors and Chief Executive of the Company had any interest or short position in the shares of the Company or any of its associated corporations that recorded in the register required to be kept by the Company under Section 352 of the SFO, or notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員權益

於2015年12月31日，本公司的董事及最高行政人員於本公司股份擁有根據證券及期貨條例（「證券及期貨條例」）第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉），或根據標準守則須知會本公司及聯交所的權益及淡倉，或根據證券及期貨條例第352條須記錄於按該條例所須存置的登記冊中的權益及淡倉如下：

(1) 本公司及其相聯法團股份的好倉

附註：

- (a) 該等股份由Octopus (China) Holdings Limited持有，此公司由Octopus Holdings Foundation全資擁有。陳先生作為Octopus Holdings Foundation的唯一股東，故被視為對Octopus (China) Holdings Limited持有的股份擁有權益。Octopus Holdings Foundation和Octopus (China) Holdings Limited均為本公司控股公司，根據證券及期貨條例，他們每個均為本公司的關聯法團。

(2) 本公司及其相聯法團股份的淡倉

於2015年12月31日，本公司董事及最高行政人員概無於本公司或任何關聯法團股份擁有根據證券及期貨條例第352章須由本公司存置的登記冊上所記錄，或根據標準守則須知會本公司及聯交所的權益或淡倉。

DIRECTORS' REPORT

董事會報告

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2015, so far as is known to any Directors and Chief Executive of the Company, the following persons (other than the Directors or Chief Executive of the Company, whose interests have been disclosed in the above section "Interests of Directors and Chief Executive") had interests of 5% or more in the shares of the Company notified to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under Section 336 of the SFO:

1. Long position in the shares of the Company

Name of shareholders 股東名稱	Capacity 身份	Number of ordinary shares 普通股數目	Notes 附註	Approximate percentage of the issued share capital 佔已發行 股本的百分比
Octopus Holdings Foundation	Interest of controlled corporation 受控制法團權益	1,442,500,000	a	59.58%
International Value Advisers, LLC	Investment manager 投資經理	269,024,000	b	11.15%

Notes:

- (a) Octopus (China) Holdings Limited is wholly-owned by Octopus Holdings Foundation. Mr. Chen as the sole shareholder of Octopus Holdings Foundation is deemed to be interested in Shares held by Octopus (China) Holdings Limited.
- (b) These interests are held by International Value Advisers, LLC in the capacity of investment manager.

2. Short position in the shares of the Company

As at 31 December 2015, the Company had not been notified of any short positions being held by any substantial shareholder in the shares of the Company.

主要股東權益

就本公司董事及最高行政人員所知，於2015年12月31日，根據證券及期貨條例第XV部第2及3分部的規定須知會本公司，或根據證券及期貨條例第336章而本公司須存置之登記冊所記錄，下列人士(上文「董事及最高行政人員權益」章節中提及本公司董事或最高行政人員除外)擁有本公司股份5%或以上權益：

1. 本公司股份的好倉

附註:

- (a) Octopus (China) Holdings Limited由Octopus Holdings Foundation全資擁有。陳先生為Octopus Holdings Foundation的唯一股東，故被視為於Octopus (China) Holdings Limited持有的股份擁有權益。
- (b) 該等權益乃由International Value Advisers, LLC以投資經理身份持有。

2. 本公司股份的淡倉

於2015年12月31日，本公司並無獲悉任何主要股東持有本公司股份的淡倉。

DIRECTORS' REPORT

董事會報告

INTERESTS OF ANY OTHER PERSONS

As at 31 December 2015, the Company had not been notified of any persons other than the substantial shareholders who had interests or short positions in the Shares of the Company, which are required to be recorded in the register required to be kept under Section 336 of Part XV of the SFO.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the year, pursuant to the general mandate given to the Directors of the Company, the Company repurchased a total of 27,730,000 ordinary shares of HK\$0.01 each of the Company on the Stock Exchange at an aggregate consideration of approximately HK\$61.7 million. The 27,730,000 repurchased shares and 11,920,000 treasury shares were cancelled during the year 2015. The number of issued shares of the Company as of 31 December 2015 and the date of the Report was 2,421,050,000 shares.

Details of the share repurchase and other movements in the share capital of the Company during the year are set out in note 38(a) to the financial statements.

The repurchases were made for the benefit of the Company and its shareholders as a whole with a view to enhancing the earnings per share and net asset value per share of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year.

COMPETING INTEREST

As at 31 December 2015, none of the Directors or directors of the Company's subsidiaries, or their respective associates had any interests in the businesses, other than being a director of the Company and/or its subsidiaries and their respective associates, that compete or are likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

其他人士權益

於2015年12月31日，本公司並無獲悉除主要股東外尚有任何人士持有本公司股份的權益或淡倉，而須登記於根據證券及期貨條例第XV部第336條規定備存的登記冊。

購買、出售或贖回本公司上市證券

年內，根據授出予本公司董事之一般授權，本公司以總代價約港幣61.7百萬元於聯交所合共購回27,730,000股本公司每股面值港幣0.01元之普通股股份，27,730,000股購回股份和11,920,000股庫存股於2015年內註銷。截至2015年12月31日及本報告刊發日期，本公司之已發行股份數目為2,421,050,000股。

年內，股份購回及本公司股本之其他變動詳情載於財務報表附註38(a)。

該等購回可提高本公司的每股盈利及每股資產淨值，符合本公司及其股東的整體利益。

除上文所披露者外，本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

競爭權益

於2015年12月31日，概無董事及本公司附屬公司董事或彼等各自的聯繫人於足以或可能直接或間接與本公司及其附屬公司業務構成競爭業務中擁有利益（不包括作為本公司及／或其附屬公司及彼等各自的聯繫人的董事），而須根據上市規則的要求作出披露。

DIRECTORS' REPORT

董事會報告

SHARE OPTION

The Company adopted a share option scheme (the "Share Option Scheme") pursuant to the resolutions of the Company passed on 30 September 2010. The Share Option Scheme will remain in force until 29 September 2020.

The purpose of the Share Option Scheme is to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. The Share Option Scheme shall be an incentive to encourage the participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions. The Board may, at its absolute discretion, offer any employee, management member or Director of the Company, or any member of the Group, and third party service providers options to subscribe for shares on the terms set out in the Share Option Scheme. The amount payable on acceptance of an option is HK\$1.00.

The maximum number of shares which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed the number of shares that shall represent 10% of issued share capital of the Company (i.e. 250,000,000 shares) as at the Listing Date. The limited on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company must not exceed such number of shares as shall represent 30% of the shares issued by the Company from time to time.

Unless approved by the Company's shareholders in general meeting, the Board shall not grant options to any person if the acceptance of those options would result in the total number of shares issued and to be issued to that person on exercise of his/her options including both exercised and outstanding options during any 12-month period exceeding 1% of the total shares then in issue.

購股權

本公司已根據本公司股東於2010年9月30日通過的決議案採納一項購股權計劃「購股權計劃」。購股權計劃將持續有效至2020年9月29日止。

購股權計劃旨在於讓本集團招攬、挽留及激勵具備才幹的參與者，促進本集團的未來發展及拓展。購股權計劃應作為一種激勵鼓勵參與者盡自身最大的努力來達成本集團的目標及讓參與者享受通過他們的努力及貢獻達成的本公司的成果。董事會可全權酌情根據購股權計劃所載的條款，向本公司或本集團的任何成員公司的任何僱員、管理人員或董事及第三方服務供應商授出可認購股份的購股權。接納每個購股權時須支付港幣1.00元。

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權而發行的最高股份數目，合計不得超過截至上市日期已發行股份總數的10%，即250,000,000股。因行使根據購股權計劃及本公司任何其他計劃已授出但尚未行使的所有購股權而可能發行的股份數目上限，不得超過本公司不時已發行股份數目的30%。倘授出購股權將導致超過上述30%限額，則不可授出任何購股權。

倘任何人接納購股權，將導致其於任何12個月期間因行使其購股權（包括已行使及尚未行使購股權）而已獲發行及將獲發行的股份總數，超逾當時已發行股份總數的1%，則除非經股東按上市規則指定方式在股東大會上批准，否則董事會不得向該承授人授予購股權。

DIRECTORS' REPORT

董事會報告

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be notified by the Board to the grantee save that such period shall not be more than 10 years from the business day on which the option is deemed to have been granted in accordance with the terms of the Share Option Scheme. There is no minimum period for which an option must be held before it can be exercised.

The price per share at which a grantee may subscribe for shares upon exercise of an option shall, be a price determined by the Board but in any event shall be at least the highest of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the offer date; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the offer date; and (iii) the nominal value of the shares.

Since the date of adoption of the Share Option Scheme and up to the date of this Report, no options have been granted under the Share Option Scheme by the Company.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the year, the Group entered into the following transactions which constituted connected transactions or continuing connected transactions of the Company as set out in Chapter 14A to the Listing Rules on the Stock Exchange.

Continuing connected transaction – loan for the outstanding consideration for the disposal of Deposits & Financial Products

On 30 April 2014, indirectly wholly owned subsidiaries of the Company, Jiangsu Springland International Holding (Group) Ltd. ("Jiangsu Springland") and Wuxi Xishan Yaohan Lifestyle Center Co., Ltd. ("Xishan Yaohan") as sellers entered into an agreement (the "Disposal Agreement") with Mr. Chen Jianqiang (the "Purchaser"), whereby Jiangsu Springland disposed the Financial Product and Xishan Yaohan disposed the Deposit for the considerations in the amount of RMB180 million and RMB100 million respectively to the Purchase. The considerations in the amount of RMB280 million were agreed to be paid on/before 31 December 2014 in cash by the Purchaser.

購股權可根據購股權計劃的條款，於董事會知會承授人的期間內隨時行使。惟此等期限由依據購股權計劃的條款被視為獲授出的營業日起計，不得超過十年。並無規定承授人於行使購股權前必須持有的最短時限。

承授人行使購股權以認購股份的每股股份價格應由董事會釐定，惟無論如何不得低於下列三者中的最高者：(i)要約日期聯交所每日報價表所列的股份收市價；(ii)緊接要約日期前五個營業日，聯交所每日報價表所列的股份平均收市價；及(iii)股份面值；

自購股權計劃採納日期起直至本報告日期，本公司尚未根據購股權計劃授出任何購股權。

關連交易及持續關連交易

本集團年內進行以下交易，該等交易根據聯交所上市規則章數十四A所載構成本公司的關連交易及持續關連交易。

持續關連交易－處置定期存款及理財產品未付對價的貸款

於2014年4月30日，本公司間接全資附屬公司江蘇華地國際控股集團有限公司（「江蘇華地」）和無錫錫山八佰伴生活廣場有限公司（「錫山八佰伴」）作為賣方與陳建強先生（「買方」）訂立協議（「出售協議」），江蘇華地以人民幣1.8億元對價出售理財產品及錫山八佰伴以人民幣1億元對價出售定期存款予買方。買方同意於2014年12月31日或之前以現金支付人民幣2.8億元對價。

DIRECTORS' REPORT

董事會報告

On 16 December 2014, Jiangsu Springland, Xishan Yaohan and the Purchaser entered into the supplemental agreement and extended the payment date for the outstanding consideration under the Disposal Agreement in the amount of RMB182 million to 31 December 2016. Starting from 1 January 2015, interest is charged on the amount due from the Purchaser under the Disposal Agreement with an interest rate of 3.5% per annum. During the year, the Purchaser has paid RMB6.37 million to the Group as interest of the outstanding consideration under the Disposal Agreement.

The Purchaser, Mr. Chen, the Chairman and the controlling shareholder of the Company, is a connected person of the Company under the Listing Rules. Accordingly, loan for the outstanding consideration under the Disposal Agreement constituted continuing connected transactions of the Company under the Listing Rules. Details of the entering into of the Disposal Agreement by Jiangsu Springland and Xishan Yaohan and Mr. Chen for the disposal of the Financial Product and the Deposit and extension of payment date of outstanding consideration arrangement have been set out in the announcements dated 2 May 2014 and 16 December 2014 issued by the Company.

Connected transaction – acquisition of Octopus (Singapore) PTE Limited

On 1 July 2015, the Group entered into an equity transfer agreement with Octopus (Singapore) Holdings Limited to acquire the 100% equity interests in Octopus (Singapore) PTE Limited. The consideration for the acquisition of the 100% equity interests in Octopus (Singapore) PTE Limited was SDG1 which was calculated based on the net asset value of Octopus (Singapore) PTE Limited as at 30 June 2015. The consideration was settled by cash on 1 July 2015. Octopus (Singapore) PTE Limited engaged in management consulting and trading business. Through the acquisition, the Group started cross-boundary and import businesses. Mr. Chen, the Chairman and the controlling shareholder of the Company is the 100% ultimate owner of Octopus (Singapore) Holdings Limited. Octopus (Singapore) Holdings Limited is a connected person of the Company under the Listing Rules.

於2014年12月16日，江蘇華地、錫山八佰伴與買方訂立補充協議，以延長出售協議中未付對價人民幣1.82億元之付款日期至2016年12月31日。由2015年1月1日起，應收買方款項（出售協議中未付對價）按年利率3.5%計息。年內，買方支付本集團人民幣637萬元作為出售協議中未付對價之利息。

買方，陳先生為本公司的主席及控股股東，彼根據上市規則為本公司的關連人士。根據上市規則出售協議中未付對價的貸款構成本公司持續關連交易。江蘇華地和錫山八佰伴，就出售理財產品及定期存款和延長未付對價付款日期安排與陳先生訂立出售協議的詳情已載於本公司在2014年5月2日和2014年12月16日刊發的公告內。

關連交易-收購Octopus (Singapore) PTE Limited

於2015年7月1日，本集團與Octopus Holdings Limited簽訂了股權轉讓協議，收購Octopus (Singapore) PTE Limited 100%股權，收購代價以Octopus (Singapore) PTE Limited於2015年6月30日的淨資產值為依據，作價為新加坡1元並以現金於2015年7月1日支付。Octopus (Singapore) PTE Limited從事管理諮詢及貿易業務，透過此收購，本集團啟動跨境和進口業務。本公司的主席及控股股東陳先生是Octopus (Singapore) Holdings Limited的100%權益最終擁有人。根據上市規則Octopus (Singapore) Holdings Limited為本公司的關連人士。

DIRECTORS' REPORT

董事會報告

Views of the auditors and independent non-executive Directors

The auditors of the Company have provided a letter to the Board pursuant to Rule 14A.56 of the Listing Rules confirming that, for the year ended 31 December 2015, the connected transaction and continuing connected transaction (i) has received the approval of the Board; (ii) has been entered into in accordance with the terms of the agreements governing the transactions; and (iii) has not exceeded the cap disclosed in the relevant announcements made by the Company in relation in the continuing connected transaction.

Independent non-executive Directors have confirmed that the above connected transactions and continuing connected transaction has been entered into by the Group in the ordinary and usual course of its business, either on normal commercial terms or on terms no less favorable to the Company than terms available to or from (as appropriate) independent third parties, and in accordance with the terms of the relevant agreements governing the above connected transactions and continuing connected transaction that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance through its continuous effort in improving its corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 44 to 62.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2015, none of the Group's customers or suppliers accounted for more than 5% of the Group's revenue or purchases. None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the five largest customers or five largest suppliers of the Group.

核數師及獨立非執行董事的意見

根據上市規則第14A.56條規定，本公司核數師向董事會提供函件，確認截至2015年12月31日止年度，該關連交易及持續關連交易：(i)已取得董事會批准；(ii)乃根據有關交易的協議條款訂立；及(iii)並無超過本公司有關該持續關連交易公告所披露的上限。

獨立非執行董事已確認，上述關連交易及持續關連交易乃由本集團於日常及一般業務過程中按正常商業條款或不遜於給予獨立第三方或獨立第三方給予的條款（如適用）訂立，並按規限上述關連交易及持續關連交易的相關協議的條款進行，且有關條款屬公平合理並符合本公司股東的整體利益。

管理合約

年內，本集團年內概無訂立或存在任何有關管理及經營本公司全部或任何重大部分業務的合約。

企業管治

本公司不斷改善其企業管治常規，致力維持高水平的企業管治。本公司所採納的企業管治常規詳情載於第44至62頁的企業管治報告內。

主要客戶及供應商

截至2015年12月31日止年度，無任何本集團的客戶或供應商佔本集團收入或採購的份額超過5%。本公司董事或任何彼等的聯繫人或任何股東（就董事所知，擁有本公司已發行股本5%以上）概無擁有本集團五大客戶或五大供應商的任何實益權益。

DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association of the Company, or the laws of the Cayman Islands pursuant to which the Company shall be obliged to offer new shares on a pro rata basis to the existing shareholders.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital is held by the public at the date of this report.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the shares.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of the Group are set out in note 44 to the financial statements.

AUDITORS

The financial statements have been audited by Ernst & Young. Ernst & Young will retire as the Company's auditor and a resolution for their re-appointment as the Company's auditor will be proposed at the Company's forthcoming annual general meeting.

By order of the Board
Springland International Holdings Limited

Chen Jianqiang
Chairman

Hong Kong, 16 March 2016

優先購買權

本公司組織章程或開曼群島之法例，並無規定本公司必須向其現有股東按持股比例發行新股份之優先購買權。

公眾持股量

根據本公司掌握之公開可得的資料及就本公司董事所知，於本報告日期，公眾持有本公司已發行股本總額不少於25%。

稅務減免

就本公司所知，股東因持有本公司股份並未獲得任何稅務減免。

報告期後事項

本集團報告期後起至本報告日止的重大事項的詳情載於財務報表附註44。

核數師

財務報表已經安永會計師事務所審計。安永會計師事務所將告退本公司核數師，並在即將舉行的股東週年大會上將提呈決議案續聘連任。

承董事會命
華地國際控股有限公司
陳建強
主席

香港，2016年3月16日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



Ernst & Young
22/F, CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

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TO THE SHAREHOLDERS OF SPRINGLAND INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands as an exempted company with limited liability)

We have audited the consolidated financial statements of Springland International Holdings Limited (the "Company") and its subsidiaries set out on pages 77 to 191, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致華地國際控股有限公司全體股東

(於開曼群島註冊成立的獲豁免有限公司)

我們審核了載於第77至191頁的華地國際控股有限公司(「貴公司」)及其附屬公司的綜合財務報表，此財務報表包括於2015年12月31日之綜合財務狀況表及截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據國際會計師公會頒佈的國際財務報告準則及按照香港《公司條例》的披露規定編製及真實而公平地列報該等財務報表。這責任還包括採用董事認為必要的內部控制，以使綜合財務報表不存在由於舞弊或錯誤而導致的重大錯報。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見。我們的報告僅為全體股東編製，除此之外，並無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Company and its subsidiaries as at 31 December 2015, and of their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

我們已經根據香港會計師公會頒佈之香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存在任何重大錯誤陳述。

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於舞弊或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地呈列財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價綜合財務報表的整體呈報方式。

我們相信，我們所獲得之審核憑證是充足及適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據國際財務報告準則真實而公平地反映 貴公司及其附屬公司於2015年12月31日之財務狀況，及其截至該日止年度之財務業績及現金流量，並已按照香港《公司條例》之披露規定妥為編製。

Ernst & Young
Certified Public Accountants
Hong Kong
16 March 2016

安永會計師事務所
執業會計師
香港
2016年3月16日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合收益表

Year ended 31 December 2015

截至2015年12月31日止年度

		Notes 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
REVENUE	收入	6	4,167,905	4,276,284
Other income and gains	其他收入及收益	7	606,359	721,171
Purchase of and changes in inventories	購買存貨及存貨變動		(2,413,998)	(2,439,392)
Staff costs	員工成本		(610,233)	(582,732)
Depreciation and amortisation	折舊及攤銷		(345,390)	(332,814)
Rental expenses	租賃開支		(118,308)	(98,196)
Other expenses	其他開支	8	(553,969)	(525,427)
Finance costs	融資成本	9	(33,768)	(49,201)
Share of loss of a joint venture	分佔合營企業虧損		(2,991)	(49,426)
PROFIT BEFORE TAX	除稅前溢利	10	695,607	920,267
Income tax expense	所得稅開支	13	(205,401)	(274,696)
PROFIT FOR THE YEAR	年度溢利		490,206	645,571
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人	15	480,288	634,065
Non-controlling interests	非控股權益		9,918	11,506
			490,206	645,571
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通 權益持有人 應佔每股溢利			
Basic and diluted (RMB)	基本和攤薄(人民幣)	15	0.20	0.26

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2015

截至2015年12月31日止年度

		Notes 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
PROFIT FOR THE YEAR	年度溢利		490,206	645,571
OTHER COMPREHENSIVE INCOME	其他全面收益			
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>	期後可重分類為損益的其他全面收益			
Available-for-sale investments:	可供出售投資：			
Changes in fair value	公平值變動		-	33,092
Reclassification adjustments for gains included in the consolidated statement of profit or loss – gain on disposal	綜合收益表中重分類調整至損益—處置收益		-	(31,300)
Income tax effect	所得稅開支影響		-	(448)
			-	1,344
Exchange differences on translation of foreign operations	換算境外業務產生的匯兌差額		(54,702)	(2,174)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	期後可重分類為損益的其他全面收益淨值		-	(830)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度其他全面收益，稅後淨值		-	(830)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額		435,504	644,741
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人	14	425,586	633,235
Non-controlling interests	非控股權益		9,918	11,506
			435,504	644,741

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2015

2015年12月31日

		Notes 附註	2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	8,199,356	6,448,638
Prepaid land premiums	預付土地出讓金	18	1,680,781	872,334
Other intangible assets	其他無形資產	19	35,286	38,349
Goodwill	商譽	20	304,440	181,494
Investment in a joint venture	合營企業投資	21	–	237,851
Investment in an associate	聯營公司投資		–	45,166
Available-for-sale investments	可供出售投資	22	110	110
Long-term prepayments	長期預付款項	23	75,791	614,924
Deferred tax assets	遞延稅項資產	24	91,727	54,197
Restricted cash	受限貨幣資金	29	104,725	227,580
Long-term time deposits at banks	存於銀行的長期定期存款	29	170,141	162,304
Due from the controlling shareholder	應收控股股東款項	40	–	182,000
Total non-current assets	非流動資產總額		10,662,357	9,064,947
CURRENT ASSETS	流動資產			
Inventories	存貨	25	322,969	323,055
Trade receivables	應收貿易款項	26	9,781	12,164
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	27	276,357	237,630
Due from the controlling shareholder	應收控股股東款項	40	182,000	–
Derivative financial instruments	衍生金融工具	34	–	389
Structured deposits	結構性存款	28	–	115,000
Restricted cash	受限貨幣資金	29	132,872	–
Cash and cash equivalents	現金及現金等價物	29	629,061	1,822,664
Assets of a disposal group classified as held for sale	已終止經營業務分類為持有待售資產	39	26,400	26,400
Total current assets	流動資產總額		1,579,440	2,537,302
CURRENT LIABILITIES	流動負債			
Short-term financing notes	短期融資券	30	506,747	–
Interest-bearing bank borrowings	計息銀行借款	31	1,591,115	299,887
Trade and bills payables	應付貿易款項及應付票據	32	1,123,786	1,118,740
Other payables and accruals	其他應付款項及應計費用	33	2,208,522	1,827,705
Tax payable	應付稅項		78,430	78,941
Liabilities directly associated with the assets classified as held for sale	與持有待售資產直接有關的負債	39	4,769	4,769
Total current liabilities	流動負債總額		5,513,369	3,330,042
NET CURRENT LIABILITIES	流動負債淨額		(3,933,929)	(792,740)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		6,728,428	8,272,207

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2015

2015年12月31日

		Notes 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	31	877,750	2,294,332
Long-term payables	長期應付款項	35	73,370	314,895
Deferred tax liabilities	遞延稅項負債	24	559,600	465,757
			1,510,720	3,074,984
Total non-current liabilities	非流動負債總額		1,510,720	3,074,984
Net assets	資產淨值		5,217,708	5,197,223
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	38(a)	20,907	21,249
Treasury shares	庫存股	38(a)	-	(102)
Reserves	儲備		5,006,911	4,963,259
			5,027,818	4,984,406
Non-controlling interests	非控股權益		189,890	212,817
Total equity	權益總額		5,217,708	5,197,223

Chen Jianqiang

陳建強
Director
董事

Tao Qingrong

陶慶榮
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2015

截至2015年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔												
		Issued capital 已發行股本	Treasury shares 庫存股	Share premium 股份溢價	Contributed surplus 實繳盈餘	Capital reserve 資本儲備	Available-for-sale investment revaluation reserve 可供出售投資重估儲備	Statutory reserve 法定公積金	Discretionary reserve 酌備儲備	Exchange fluctuation reserve 匯兌波動儲備	Retained earnings 保留盈餘	Total 總計	Non-controlling interests 非控股權益	Total equity 權益總額
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 38(a)	Note 38(a)	Note 38(b)			Note 38(c)	Note 38(d)						
		附註38(a)	附註38(a)	附註38(b)			附註38(c)	附註38(d)						
At 1 January 2014	於2014年1月1日	21,572	-	1,778,527	(1,512)	(21,079)	(1,344)	609,442	33,710	19,646	2,357,210	4,796,172	229,712	5,025,884
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	-	634,065	634,065	11,506	645,571
Other comprehensive income for the year:	年度其他收益總額：													
Changes in fair value of available-for-sale investments, net of tax	可供出售投資公平值變動 稅後淨值	-	-	-	-	-	1,344	-	-	-	-	1,344	-	1,344
Exchange differences on translation of foreign operations	海外業務的匯兌差額	-	-	-	-	-	-	-	-	(2,174)	-	(2,174)	-	(2,174)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	1,344	-	-	(2,174)	634,065	633,235	11,506	644,741
Re-recognition of non-controlling interests related to the put options	與認沽期權有關的非控股權益的再確認	-	-	-	-	-	-	-	-	-	-	-	221,566	221,566
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	(4,955)	-	-	-	-	-	(4,955)	(16,261)	(21,216)
Appropriation to statutory surplus reserve	轉撥至法定公積金	-	-	-	-	-	-	111,591	-	-	(111,591)	-	-	-
Dividends paid to non-controlling shareholders	支付股息予非控股股東	-	-	-	-	-	-	-	-	-	-	-	(8,298)	(8,298)
Final 2013 dividend declared	已派發2013年末期股息	-	-	(166,886)	-	-	-	-	-	-	-	(166,886)	-	(166,886)
Interim 2014 dividend	2014年中期股息	14	-	(156,274)	-	-	-	-	-	-	-	(156,274)	-	(156,274)
Repurchase of shares	購回股票	38(a)	-	(425)	(116,722)	-	-	-	-	-	-	(117,147)	-	(117,147)
Cancellation of treasury shares	註銷庫存股	38(a)	(323)	323	-	-	-	-	-	-	-	-	-	-
Derecognition of non-controlling interests and recognition of the difference between the derecognised non-controlling interests and the liability of the put options	非控股權益的終止 確認及已終止確認的 非控股權益與認沽期權 債務差異的確認	-	-	-	-	261	-	-	-	-	-	261	(225,408)	(225,147)
At 31 December 2014	於2014年12月31日	21,249	(102)	1,338,645 [#]	(1,512) [#]	(25,773) [#]	- [#]	721,033 [#]	33,710 [#]	17,472 [#]	2,879,684 [#]	4,984,406	212,817	5,197,223

[#] Share premium has been adjusted for the proposed final 2014 dividend in accordance with the current year's presentation, which is disclosed in note 2.4 to the financial statement.

[#] 股份溢價已經按照擬派發的2014年末期股息在本年度的報告中進行調整，並於財務報表附註2.4中披露。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2015

截至2015年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔											
		Issued capital	Treasury shares	Share premium	Contributed surplus	Capital reserve	Statutory surplus reserve	Discretionary reserve	Exchange fluctuation reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	庫存股	股份溢價	實繳盈餘	資本儲備	法定公積金	酌盈儲備	匯兌波動儲備	保留盈餘	總計	非控股權益	權益總額
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 38(a)	Note 38(a)		Note 38(b)		Note 38(c)	Note 38(d)					
		附註38(a)	附註38(a)		附註38(b)		附註38(c)	附註38(d)					
At 1 January 2015	於2015年1月1日	21,249	(102)	1,338,645	(1,512)	(25,773)	721,033	33,710	17,472	2,879,684	4,984,406	212,817	5,197,223
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	480,288	480,288	9,918	490,206
Other comprehensive income for the year	年內其他收益總額	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	海外業務的匯兌差額	-	-	-	-	-	-	-	(54,702)	-	(54,702)	-	(54,702)
Total comprehensive income for year	年內全面收益總額	-	-	-	-	-	-	-	(54,702)	480,288	425,586	9,918	435,504
Re-recognition of non-controlling interests related to the put options	與認沽期權有關的非控股權益的再確認	-	-	-	-	45,703	-	-	-	-	45,703	225,408	271,111
Capital injection from non-controlling shareholders	非控股股東注資	-	-	-	-	-	-	-	-	-	-	415	415
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	(19,930)	-	-	-	(103,266)	(123,196)	(245,284)	(368,480)
Appropriation to statutory surplus reserve	轉撥至法定公積金	-	-	-	-	-	92,893	-	-	(92,893)	-	-	-
Dividends paid to non-controlling shareholders	支付股息予非控股股東	-	-	-	-	-	-	-	-	-	-	(13,384)	(13,384)
Final 2014 dividend declared	已派發2014年末期股息	14	-	(174,244)	-	-	-	-	-	-	(174,244)	-	(174,244)
Interim 2015 dividend	2015年中期股息	14	-	(80,535)	-	-	-	-	-	-	(80,535)	-	(80,535)
Repurchase of shares	購回股票	38(a)	(240)	(49,662)	-	-	-	-	-	-	(49,902)	-	(49,902)
Cancellation of treasury shares	註銷庫存股	38(a)	(342)	342	-	-	-	-	-	-	-	-	-
At 31 December 2015	於2015年12月31日	20,907	-	1,034,204*	(1,512)*	-*	813,926*	33,710*	(37,230)*	3,163,813	5,027,818	189,890	5,217,708

* These reserve accounts comprise the consolidated reserves of RMB5,006,911,000 (2014: RMB4,963,259,000) in the consolidated statement of financial position.

* 該等儲備賬戶組成綜合財務狀況表內的綜合儲備為人民幣5,006,911,000元(2014年: 人民幣4,963,259,000元)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2015

截至2015年12月31日止年度

	Notes 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cash flows from operating activities	經營業務所得現金流量		
Profit before tax	除稅前溢利	695,607	920,267
Adjustments for:	就下列各項作出調整：		
Depreciation	折舊	330,484	318,062
Amortisation of prepaid land premiums	預付土地出讓金攤銷	11,843	11,689
Amortisation of other intangible assets	其他無形資產攤銷	3,063	3,063
Share of loss of a joint venture	分佔合營企業虧損	2,991	49,426
Loss on disposal of items of property, plant and equipment	處置物業、廠房及設備損失	10,882	9,240
Foreign exchange differences	匯兌差額	19,909	13,448
Gains on disposal of unquoted current investments stated at cost	處置按成本計值的非上市短期投資收益	-	(1,736)
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	(1,430)	-
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認為在綜合收益表其他收入及收益中的並購收益	(95)	-
Fair value gains, net:	公平值收益淨額：		
Available-for-sale listed investments (transfer from equity on disposal)	可供出售上市投資 (從權益變動轉入)	-	(31,300)
Derivative instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合對沖之交易	389	(607)
Dividend income from available-for-sale listed investments	來自可供出售上市投資的股息收入	-	(3,301)
Finance costs	融資成本	33,768	49,201
Impairment of goodwill	商譽減值準備	-	25,000
Impairment of property, plant and equipment	物業、廠房及設備減值準備	33,000	-
Interest income	利息收入	(47,900)	(127,919)
Provision for slow-moving inventories	滯銷存貨撥備	301	718
		1,092,812	1,235,251
Decrease in inventories	存貨減少	1,709	59,610
(Increase)/decrease in trade receivables, prepayments, deposits and other receivables	應收貿易款項、預付款項、按金及其他應收款項的(增加)/減少	(41,464)	25,306
Increase in long-term prepayments	長期預付款項的增加	(2,770)	(4,478)
Decrease in trade and bills payables, other payables and accruals	應付貿易款項及應付票據、其他應付款項及應計費用減少	(14,557)	(332,175)
Increase in long-term payables	長期應付款項增加	10,268	10,985
Cash generated from operations	經營所得現金	1,045,998	994,499
Income tax paid	已付所得稅	(207,901)	(282,458)
Net cash flows from operating activities	經營業務現金流入淨額	838,097	712,041

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2015

截至2015年12月31日止年度

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	38,537	135,091
Gains on disposal of unquoted current investments stated at cost	處置按成本計值的非上市短期投資收益	-	1,736
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	1,430	-
Dividends received from available-for-sale listed investments	收取可供出售投資股息	-	3,301
Purchases of items of property, plant and equipment	購買物業、廠房及設備	(1,096,614)	(809,293)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備所得款項	1,457	1,443
Government grant related to prepaid land premiums	與預付土地出讓金相關的政府撥款	-	1,748
Payments of prepaid land premiums	支付預付土地出讓金	(439,404)	(322,013)
Proceeds paid for acquisition of a subsidiary	支付收購附屬公司款項	-	(4,599)
Acquisition of a subsidiary	收購附屬公司	(148,499)	(20,000)
Increase in loan to a joint venture	貸款予合營企業款項增加	(30,000)	(30,000)
Proceeds from disposal of available-for-sale listed investments	處置可供出售上市投資所得款項	-	179,226
Decrease in the unquoted current investments stated at cost	按成本計值的非上市短期投資的減少	-	14,000
Increase in amounts due from the controlling shareholder	應收控股股東款項增加	-	(182,000)
Decrease in structured deposits	結構性存款的減少	115,000	1,772,000
Decrease in restricted cash	受限貨幣資金的減少	-	330,000
Decrease/(increase) in time deposits	定期存款減少/(增加)	420,370	(92,270)
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(1,137,723)	978,370

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2015

截至2015年12月31日止年度

		Notes 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動所得現金流量			
Repayment of bank borrowings	償還銀行借款		(1,913,874)	(2,622,686)
New bank borrowings	新造銀行借款		1,650,000	3,251,391
Increase in an amount due to an associate	應付聯營公司款項增加			14,795
Acquisition of non-controlling interests	收購非控股權益		(298,312)	(20,216)
Repurchase of the Company's shares	購回公司股票		(49,902)	(117,147)
Repayment of principal and interest of the short-term financing notes	償還短期融資券本金及利息		-	(941,310)
Contribution from non-controlling shareholders	非控股股東貢獻		415	-
Proceeds from issuance of short-term financing bonds	發行短期融資券		498,500	-
Dividends paid	已付股息		(254,887)	(323,052)
Dividends paid to non-controlling shareholders	已付非控股股東股息		(13,384)	(8,298)
Interest paid	已付利息		(102,551)	(66,777)
Net cash flows used in financing activities	融資活動所用現金流量淨額		(483,995)	(833,300)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(783,621)	857,111
Cash and cash equivalents at beginning of year	年初現金及現金等價物		1,310,094	441,623
Effect of foreign exchange rate changes, net	外匯匯率變動的影響，淨額		10,388	11,360
Cash and cash equivalents at end of year	年終現金及現金等價物		536,861	1,310,094
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	29	504,393	534,881
Non-pledged time deposits with original maturity of less than three months when acquired	購入時原於三個月內到期的無抵押定期存款		32,468	775,213
Cash and cash equivalents as stated in the statement of cash flows	於現金流量表列示的現金及現金等價物		536,861	1,310,094

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION

Springland International Holdings Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 21 June 2006 under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company was listed on the Main Board of the Stock Exchange on 21 October 2010.

The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in the operation of department stores and supermarkets in Mainland China. In the opinion of the directors of the Company (the “Directors”), the ultimate holding company of the Group is Octopus Holdings Foundation, a company incorporated in the Cayman Islands.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

1. 公司及集團資料

華地國際控股有限公司（「本公司」）於2006年6月21日根據開曼群島公司法第22章（1961年法例3，經綜合及修訂）在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司於2010年10月21日在聯交所主板上市。

本公司及其附屬公司（合稱「本集團」）主要於中國內地經營百貨店及超市。本公司董事（「董事」）認為，本集團的最終控股公司為Octopus Holdings Foundation，一間於開曼群島註冊成立的公司。

附屬公司資料

本公司主要附屬公司詳情如下：

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立／成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行／登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Springland International Group Company Limited ^{(a)(4)} 華地國際集團有限公司 ^{(a)(4)}	BVI 12 June 2006 英屬處女群島 2006年6月12日	US\$1 1美元	100%	Investment holding 投資控股
Springland (Hong Kong) Limited ^{(c)(4)}	Hong Kong 25 January 2006 香港 2006年1月25日	HK\$1 1港元	100%	Investment holding 投資控股
Novel Vanguard Investment Limited ^{(a)(4)} 新鋒投資有限公司 ^{(a)(4)}	BVI 21 November 2011 英屬處女群島 2011年11月21日	US\$1 1美元	100%	Investment holding 投資控股

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)
Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Springland International Enterprises Limited ^{(d)(4)} 億年國際企業有限公司 ^{(d)(4)}	Hong Kong 17 June 1993 香港 1993年6月17日	HK\$38,000,000 38,000,000港元	100%	Investment holding 投資控股
Octopus (Singapore) PTE Limited ^{(b)(4)}	Singapore 新加坡 28 August 2014 2014年8月28日	SGD900,000 900,000新加坡元	100%	Investment holding 投資控股
Jiangsu Springland International Holdings (Group) Ltd. ⁽¹⁾ 江蘇華地國際控股集團有限公司 ⁽¹⁾	PRC/Mainland China 12 February 1996 中國/中國內地 1996年2月12日	US\$360,000,000 360,000,000美元	100%	Investment holding 投資控股
Shanghai Springland Enterprise Investment Co., Ltd. ⁽³⁾ 上海華地企業投資有限公司 ⁽³⁾	PRC/Mainland China 6 November 1996 中國/中國內地 1996年11月6日	RMB100,000,000 人民幣 100,000,000元	100%	Investment holding 投資控股
Changshu Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 常熟八佰伴商貿有限公司 ^{(e)(4)}	PRC/Mainland China 29 July 2004 中國/中國內地 2004年7月29日	RMB20,000,000 人民幣 20,000,000元	100%	Operation of department stores 經營百貨店
Danyang Springland Department Store Co., Ltd. ⁽⁴⁾ 丹陽華地百貨有限公司 ⁽⁴⁾	PRC/Mainland China 17 March 2004 中國/中國內地 2004年3月17日	RMB260,000,000 人民幣 260,000,000元	100%	Operation of department stores 經營百貨店
Jiangsu Datonghua Shopping Centre Co., Ltd. ⁽³⁾ 江蘇大統華購物中心有限公司 ⁽³⁾	PRC/Mainland China 14 March 2001 中國/中國內地 2001年3月14日	RMB35,000,000 人民幣 35,000,000元	100%	Operation of supermarkets 經營超市

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)
Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Jiangyin Springland Department Store Co., Ltd. ⁽³⁾ 江陰華地百貨有限公司 ⁽³⁾	PRC/Mainland China 5 June 2003 中國/中國內地 2003年6月5日	RMB130,000,000 人民幣 130,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Jintan Datonghua Shopping Centre Co., Ltd. ⁽²⁾ 金壇大統華購物中心有限公司 ⁽²⁾	PRC/Mainland China 17 April 2003 中國/中國內地 2003年4月17日	RMB215,000,000 人民幣 215,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Liyang Datonghua Shopping Centre Co., Ltd. ⁽⁴⁾ 溧陽大統華購物中心有限公司 ⁽⁴⁾	PRC/Mainland China 28 June 2002 中國/中國內地 2002年6月28日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of supermarkets 經營超市
Liyang Yaohan Commerce & Trade Centre Co., Ltd. ⁽⁴⁾ 溧陽八佰伴商貿中心有限公司 ⁽⁴⁾	PRC/Mainland China 29 April 2002 中國/中國內地 2002年4月29日	RMB110,000,000 人民幣 110,000,000元	100%	Operation of department stores 經營百貨店
Liyang No.1 Department Store Co., Ltd. ⁽⁴⁾ 溧陽市中百一店有限公司 ⁽⁴⁾	PRC/Mainland China 22 May 2001 中國/中國內地 2001年5月22日	RMB1,225,000 人民幣 1,225,000元	100%	Property holding 持有物業
Ma'anshan Yaohan Trading Center Co., Ltd. ⁽⁴⁾ 馬鞍山八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 22 August 2008 中國/中國內地 2008年8月22日	RMB141,000,000 人民幣 141,000,000元	100%	Operation of department stores 經營百貨店
Wuxi Springland Investment Management Co., Ltd. ⁽³⁾ 無錫華地投資管理有限公司 ⁽³⁾	PRC/Mainland China 15 April 1980 中國/中國內地 1980年4月15日	RMB490,000,000 人民幣 490,000,000元	100%	Investment holding 投資控股

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)
Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Wuxi Angexin Technology Co., Ltd. ⁽³⁾ 無錫安格信科技有限公司 ⁽³⁾	PRC/Mainland China 27 July 2006 中國/中國內地 2006年7月27日	RMB5,000,000 人民幣 5,000,000元	100%	Provision of technology service 提供技術服務
Wuxi Datonghua Shopping Co., Ltd. ⁽⁴⁾ 無錫大統華購物有限公司 ⁽⁴⁾	PRC/Mainland China 25 September 2006 中國/中國內地 2006年9月25日	RMB20,000,000 人民幣 20,000,000元	100%	Operation of supermarkets 經營超市
Wuxi Huiquan Logistics Co., Ltd. ⁽⁴⁾ 無錫滙全物流有限公司 ⁽⁴⁾	PRC/Mainland China 26 March 2007 中國/中國內地 2007年3月26日	RMB10,000,000 人民幣 10,000,000元	100%	Provision of logistics service 提供物流服務
Wuxi Yaohan Commerce & Trade Centre Co., Ltd. ⁽⁴⁾ 無錫八佰伴商貿中心有限公司 ⁽⁴⁾	PRC/Mainland China 25 March 1994 中國/中國內地 1994年3月25日	RMB301,911,000 人民幣 301,911,000元	100%	Operation of department stores 經營百貨店
Wuxi Yuandongli Consulting Co., Ltd. ⁽³⁾ 無錫源動力諮詢有限公司 ⁽³⁾	PRC/Mainland China 26 April 2006 中國/中國內地 2006年4月26日	RMB2,000,000 人民幣 2,000,000元	100%	Provision of consultation service 提供諮詢服務
Yixing Springland Department Store Co., Ltd. ⁽³⁾ 宜興華地百貨有限公司 ⁽³⁾	PRC/Mainland China 24 May 2000 中國/中國內地 2000年5月24日	RMB80,000,000 人民幣 80,000,000元	100%	Operation of department stores 經營百貨店
Yixing Housa Plaza Co., Ltd. ⁽³⁾ 宜興市和信廣場有限公司 ⁽³⁾	PRC/Mainland China 13 February 2004 中國/中國內地 2004年2月13日	RMB30,000,000 人民幣 30,000,000元	100%	Operation of department stores 經營百貨店

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)
Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Zhenjiang Yaohan Commerce & Trade Center Co., Ltd. ⁽⁴⁾ 鎮江市八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 28 August 2006 中國/中國內地 2006年8月28日	RMB350,000,000 人民幣 350,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Nantong Yaohan Commerce & Trade Joint Stock Company Limited ^{(e)(4)} 南通八佰伴商貿股份有限公司 ^{(e)(4)}	PRC/Mainland China 16 September 1993 中國/中國內地 1993年9月16日	RMB31,938,786 人民幣 31,938,786元	98.58%	Operation of department stores 經營百貨店
Nantong Boda Tengfei Advertising Co., Ltd. ^{(e)(4)} 南通博大騰飛廣告有限公司 ^{(e)(4)}	PRC/Mainland China 19 January 2006 中國/中國內地 2006年1月19日	RMB500,000 人民幣 500,000元	88.72%	Provision of advertising service 提供廣告服務
Changxing Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 長興八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 17 November 2009 中國/中國內地 2009年11月17日	RMB75,000,000 人民幣 75,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Taixing Datonghua Shopping Center Co., Ltd. ⁽⁴⁾ 泰興市大統華購物中心有限公司 ⁽⁴⁾	PRC/Mainland China 2 December 2010 中國/中國內地 2010年12月2日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of supermarkets 經營超市
Changzhou Yaohan Department Store Co., Ltd. ⁽⁴⁾ 常州八佰伴百貨有限公司 ⁽⁴⁾	PRC/Mainland China 17 September 2010 中國/中國內地 2010年9月17日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)
Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Anqing Yuexin Xinglida Real Estate Development Co., Ltd. ⁽⁴⁾ 安慶悅信興利達房地產開發有限責任公司 ⁽⁴⁾	PRC/Mainland China 8 February 2007 中國/中國內地 2007年2月8日	RMB130,000,000 人民幣 130,000,000元	100%	Property holding 持有物業
Xuancheng Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 宣城八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 1 September 2011 中國/中國內地 2011年9月1日	RMB153,000,000 人民幣 153,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Jiangsu Green Land Agriculture Technology Development Co., Ltd. ⁽⁴⁾ 江蘇綠地農業科技發展有限公司 ⁽⁴⁾	PRC/Mainland China 23 August 2011 中國/中國內地 2011年8月23日	RMB5,100,000 人民幣 5,100,000元	100%	Supply of vegetables 供應蔬菜
Yangzhou Fengxiang Commerce Co., Ltd. ⁽²⁾ 揚州豐祥商業有限公司 ⁽²⁾	PRC/Mainland China 28 June 1993 中國/中國內地 1993年6月28日	US\$10,000,000 10,000,000美元	55%	Operation of department stores 經營百貨店
Jiaying Yaohan Commerce & Trade Co., Ltd. 嘉興八佰伴商貿有限公司 ⁽²⁾	PRC/Mainland China 11 September 2012 中國/中國內地 2012年9月11日	RMB624,000,000 人民幣 624,000,000元	100%	Operation of department stores and supermarket 經營百貨店及超市
Nanjing Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 南京八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 5 November 2007 中國/中國內地 2007年11月5日	RMB19,000,000 人民幣 19,000,000元	100%	Operation of department stores 經營百貨店
Wuxi Beitang Datonghua Shopping Center Co., Ltd. ⁽⁴⁾ 無錫北塘大統華購物有限公司	PRC/Mainland China 21 June 2013 中國/中國內地 2013年6月21日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of supermarkets 經營超市

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)
Particulars of the Company's principal subsidiaries are as follows: (continued)

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Wuxi Xishan Yaohan Lifestyle Center Co., Ltd. ⁽²⁾ 無錫錫山八佰伴生活廣場有限公司 ⁽²⁾	PRC/Mainland China 14 August 2013 中國/中國內地 2013年8月14日	US\$102,040,000 102,040,000美元	100%	Operation of department stores 經營百貨店
Wuhu Yaohan Lifestyle Center Co., Ltd. ⁽²⁾ 蕪湖八佰伴生活廣場有限公司 ⁽²⁾	PRC/Mainland China 10 December 2014 中國/中國內地 2014年12月10日	RMB400,000,000 人民幣 400,000,000元	100%	Operation of department stores 經營百貨店
Wuxi Tangtangguozhi Investment Management Co., Ltd. ⁽⁴⁾ 無錫堂堂果之投資管理有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 15 July 2015 2015年7月15日	RMB1,000,000 人民幣 1,000,000元	65%	Leisure drinks industry 消閒飲品業
Wuxi Tianmaixianfang Food Co., Ltd. ⁽⁴⁾ 無錫甜麥鮮坊食品有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 16 July 2015 2015年7月16日	RMB3,000,000 人民幣 3,000,000元	92%	Food processing 食品加工
Yinian Shanghai Investment Management Co., Ltd. ⁽⁴⁾ 億年(上海)投資管理有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 9 December 2015 2015年12月9日	RMB20,000,000 人民幣 20,000,000元	100%	Trading 貿易
Yixing Rongtong Trade & Commerce Co., Ltd. ⁽⁴⁾ 宜興融通商貿有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 16 December 2013 2013年12月16日	RMB129,046,200 人民幣 129,046,200元	100%	Operation of supermarkets 經營超市
Zhenjiang Baisheng Commercial Center Co., Ltd. ⁽²⁾ 鎮江百盛商城有限公司 ⁽²⁾	PRC/Mainland China 中國/中國內地 24 December 1993 1993年12月24日	USD10,000,000 10,000,000美元	100%	Operation of department stores 經營百貨店
Zhenjiang Commercial Center Co., Ltd. ⁽⁴⁾ 鎮江商業城有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 10 March 2009 2009年3月10日	RMB1,000,000 人民幣 1,000,000元	100%	Operation of department stores 經營百貨店

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

- (a) Except for Springland International Group Company Limited, Novel Vanguard Investment Limited which are directly owned by the Company, all of the above Group companies are indirectly owned subsidiaries of the Company.
- (b) On 1 July 2015, the company was acquired with paid-in capital SGD 900,000.
- (c) On 18 November 2015, the company's name was changed from Cleavebury Limited to Springland (Hong Kong) Limited.
- (d) On 18 November 2015, the company's name was changed from Sonton Enterprises Limited to Springland International Enterprises Limited.
- (e) In 2015, the Group acquired the minority equity of 40.5% of Nantong Yaohan Commerce & Trade Joint Stock Company Limited (南通八佰伴商貿股份有限公司).
- (f) In 2015, Jiangsu Springland International Holdings (Group) Ltd. (江蘇華地國際控股集團有限公司) established a subsidiary named Wuxi Tangtangguozhi Investment Management Co., Ltd. (無錫堂堂果之投資管理有限公司), with a shareholding ratio of 65%.
- (g) In 2015, Jiangsu Springland International Holdings (Group) Ltd. (江蘇華地國際控股集團有限公司) established a subsidiary named Wuxi Tianmaixianfang Food Co., Ltd. (無錫甜麥鮮坊食品有限公司), with a shareholding ratio of 92%.
- (h) In 2015, Shanghai Springland Enterprise Investment Co., Ltd. (上海華地企業投資有限公司) established a wholly-owned subsidiary named Yinian Shanghai Investment Management Co., Ltd. (億年(上海)投資管理有限公司).
- (i) In 2015, after the completion of business registration change of Yixing Rongtong Trade & Commerce Co., Ltd (宜興融通商貿有限公司), Jiangsu Datonghua Shopping Centre Co., Ltd (江蘇大統華購物中心有限公司) holds 100% ownership interests of the company.

1. 公司及集團資料(續)

附屬公司資料(續)

- (a) 除華地國際集團有限公司及新鋒投資有限公司由本公司直接擁有外，上述所有集團公司均是本公司間接擁有的附屬公司。
- (b) 於2015年7月1日，該公司900,000新加坡元實收資本被收購。
- (c) 於2015年11月18日，該公司名稱由Cleavebury Limited變更為Springland (Hong Kong) Limited。
- (d) 於2015年11月18日，該公司名稱由盛訊企業有限公司變更為億年國際企業有限公司。
- (e) 於2015年，本集團收購了南通八佰伴商貿股份有限公司40.5%的少數股權。
- (f) 於2015年，江蘇華地國際控股集團有限公司設立了一家名為無錫堂堂果之投資管理有限公司的附屬公司，持股比例為65%。
- (g) 於2015年，江蘇華地國際控股集團有限公司設立了一家名為無錫甜麥鮮坊食品有限公司的附屬公司，持股比例為92%。
- (h) 於2015年，上海華地企業投資有限公司設立了一家名為億年(上海)投資管理有限公司的全資附屬公司。
- (i) 於2015年，宜興融通商貿有限公司商業登記變更後，江蘇大統華購物中心有限公司持有其100%所有者權益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

(j) On 28 February 2015, Zhenjiang Yaohan Commerce & Trade Center Co., Ltd. (鎮江市八佰伴商貿有限公司) acquired the rest of equity of Zhenjiang Baisheng Commercial Center Co., Ltd. (鎮江百盛商城有限公司), including its wholly-owned subsidiary Zhenjiang Commercial Center Co., Ltd. (鎮江商業城有限公司).

(k) Types of legal entities:

- (1) Wholly-foreign-owned enterprise
- (2) Sino-foreign equity joint venture
- (3) Limited liability company invested by a foreign invested enterprise
- (4) Limited liability company

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRSs") (which include all International Financial Reporting Standards, International Accounting Standards and Interpretations) issued by the International Accounting Standards Board (the "IASB"), accounting principles generally accepted in Hong Kong and the disclosure requirements of Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments which have been measured at fair value. Disposal groups held for sale are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 2.4. These financial statements are presented in Renminbi ("RMB") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2015. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

1. 公司及集團資料(續)

附屬公司資料(續)

(j) 於2015年2月28日，鎮江市八佰伴商貿有限公司收購了包括其全資附屬公司鎮江商業城有限公司在內的鎮江百盛商城有限公司的剩餘股權。

(k) 法律實體類型：

- (1) 全資外商獨資企業
- (2) 中外合營企業
- (3) 由外商投資企業投資的有限責任公司
- (4) 有限責任公司

2.1 編製基準

本財務報表乃根據國際會計準則委員會頒佈之國際財務報告準則(包括所有的國際財務報告準則，國際會計準則及詮釋)編製，並符合香港公認會計原則及香港《公司條例》的披露要求。除衍生金融工具採用公平值計算以外，本財務報表根據歷史成本法編製。已終止經營業務的持有待售資產按賬面值及扣減銷售成本後的公平值較低者列示，進一步的解釋如附註2.4。本財務報表以人民幣呈列，除另有註明外，所有數值均已湊整至最接近千位數。

綜合基準

本綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2015年12月31日止年度之財務報表。附屬公司(包括結構性實體)乃指由本公司直接或間接地控制之實體。當本集團面對或擁有就其對被投資方之參與而取得可變回報之風險或權利，以及擁有其透過對被投資方行使權力而影響有關回報之能力(即現時之權利給予本集團支配被投資方相關活動之現有)時，即表示已取得控制權。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described in the accounting policy for subsidiaries below. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

2.1 編製基準(續)

綜合基準(續)

當本公司直接或間接地擁有被投資方之少數投票權或相類似權利時，本集團於評估是否對被投資方擁有權力會考慮所有相關之事實及情況，包括：

- (a) 與被投資方之其他投票權擁有人之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司財務報表之編製期間與本公司財務報表相同，並採用一致的會計政策。附屬公司之業績乃自本集團取得控制權之日起予以綜合計算，並繼續綜合計算，至該控制權停止當日為止。

即使導致非控股股東權益產生虧絀結餘，本公司持有人及非控股股東權益皆分佔本集團盈餘或虧損及各項其他全面收益。本集團內公司間交易帶來之所有集團內公司間資產及負債、權益、收入、開支及現金流量全部於綜合賬目時悉數對銷

倘若以上所描述之三項控制權有一項或多項出現改變之事實及情況下，本集團重新評估是否其對被投資方擁有控制權。於並無失去控制權之情況下，附屬公司所有權權益變動均視作權益交易處理。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained earnings, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to IAS 19 *Defined Benefit Plans: Employee Contributions*

Annual Improvements to IFRSs 2010-2012 Cycle

Annual Improvements to IFRSs 2011-2013 Cycle

The adoption of the revised IFRSs has had no significant financial effect on these financial statements.

In addition, the Company has adopted the amendments to the Listing Rules issued by the Hong Kong Stock Exchange relating to the disclosure of financial information with reference to the Hong Kong Companies Ordinance (Cap. 622) during the current financial year. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

2.1 編製基準 (續)

綜合基準 (續)

倘本集團失去附屬公司之控制權，本集團終止確認(i)附屬公司之資產(包括商譽)及負債；(ii)任何非控股股東權益之賬面值；及(iii)在權益中記賬之累計換算差額；及確認(i)已收取代價之公平值；(ii)任何仍保留之投資公平值；及(iii)任何因而於收益中產生之盈餘或虧損。本集團早前於其他全面收益中確認之各項應佔數額，將猶如本集團直接出售有關資產或負債，按所規定之相同基準適當地重新分類為收益或保留溢利。

2.2 會計政策及披露的變動

本集團已於本年度之財務報表中首次採納下列經修訂準則。

國際會計準則第19號 *界定福利計畫：僱員供款*
(修正案)

2010年至2012年國際財務報告準則之修訂

2011年至2013年國際財務報告準則之修訂

採用彼等新訂及經條訂國際財務報告準則對財務報表並無重大影響。

此外，本公司已於本財政年度採納聯交所上市規則上市規則就財務資料披露之修訂，有關修訂乃參考香港公司條例(第622章)，並主要影響財務報表中若干資料之呈報及披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective, in these financial statements.

IFRS 9	<i>Financial Instruments</i> ³
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ⁶
Amendments to IFRS 10, IFRS 12 and IAS 28	<i>Investment Entities: Applying the Consolidation Exception</i> ¹
Amendments to IFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i> ¹
IFRS 14	<i>Regulatory Deferral Accounts</i> ⁵
IFRS 15	<i>Revenue from Contracts with Customers</i> ³
IFRS 16	<i>Leases</i> ⁴
Amendments to IAS 1	<i>Disclosure Initiative</i> ¹
Amendments to IAS 7	<i>Disclosure Initiative</i> ²
Amendments to IAS 12	<i>Recognition of Deferred Tax Assets for Unrealised Losses</i> ²
Amendments to IAS 16 and IAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i> ¹
Amendments to IAS 16 and IAS 41	<i>Agriculture: Bearer Plants</i> ¹
Amendments to IAS 27	<i>Equity Method in Separate Financial Statements</i> ¹
Annual Improvements 2012-2014 Cycle	Amendments to a number of IFRSs ¹

- 1 Effective for annual periods beginning on or after 1 January 2016
- 2 Effective for annual periods beginning on or after 1 January 2017
- 3 Effective for annual periods beginning on or after 1 January 2018
- 4 Effective for annual periods beginning on or after 1 January 2019
- 5 Effective for an entity that first adopts IFRSs for its annual financial statements beginning on or after 1 January 2016 and therefore is not applicable to the Group
- 6 No mandatory effective date yet determined but is available for adoption

2.3 已頒佈但尚未生效的國際

本集團於該等財務報表並未採用下列已頒佈但尚未生效的新訂及經修訂國際財務報告準則。

國際財務報告準則第9號	金融工具 ³
國際財務報告準則第10號、第28號(修正案)	投資方與其聯營公司或合營企業之間資產銷售或捐贈資產 ⁶
國際財務報告準則第10號、12號、第28號(修正案)	投資實體：合併應用之例外 ¹
國際財務報告準則第11號(修正案)	收購聯合經營權益之會計 ¹
國際財務報告準則第14號	監管遞延賬目 ⁵
國際財務報告準則第15號	客戶合約的收入 ³
國際財務報告準則第16號	租賃 ⁴
國際會計準則第1號(修正案)	主動披露 ¹
國際會計準則第7號(修正案)	披露計劃 ²
國際會計準則第12號(修正案)	識別遞延稅項資產的未實現虧損 ²
國際會計準則第16號、第38號(修正案)	折舊和攤銷可接受方法的澄清 ¹
國際會計準則第16號、第41號(修正案)	農業：承載植物 ¹
國際會計準則第27號(修正案)	獨立財務報告的權益法 ¹
2012年至2014年週期之年度改進	若干國際財務報告準則修訂 ¹

- 1 於2016年1月1日或之後開始的年度間生效
- 2 於2017年1月1日或之後開始的年度間生效
- 3 於2018年1月1日或之後開始的年度間生效
- 4 於2019年1月1日或之後開始的年度間生效
- 5 於2016年1月1日或之後開始之年度期間首次於其週年財務報表採納國際財務報告準則之實體而言，於2016年1月1日或之後開始之年度期間生效，因此並不適用於本集團
- 6 並未訂定強制性生效日期，惟已可作採納

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Further information about those IFRSs that are expected to be applicable to the Group is as follows:

In July 2014, the IASB issued the final version of IFRS 9, bringing together all phases of the financial instruments project to replace IAS 39 and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. The Group expects to adopt IFRS 9 from 1 January 2018. The Group is currently assessing the impact of the standard.

The amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The Group expects to adopt the amendments from 1 January 2016.

2.3 已頒佈但尚未生效的國際(續)

預期將適用於本集團之該等國際財務報告準則的進一步資料如下：

2014年7月，國際會計準則委員會頒佈國際財務報告準則第9號最終版本，將金融工具項目的所有階段集於一起以代替國際會計準則第39號以及國際財務報告準則第9號的全部先前版本。該準則引入分類及計量、耗蝕及對沖會計處理的新規定。本集團預期自2018年1月1日起採納國際財務報告準則第9號。本集團目前正在評估該標準的影響。

國際財務報告準則第10號及國際會計準則第28號之修改，針對國際財務報告準則第10號及國際會計準則第28號內有關投資者與其聯營公司或合營企業之間的資產出售或注資兩者規定的不一致性。該等修訂規定，當投資者與其聯營公司或合營企業之間的資產出售或注資構成一項業務時，須確認全數之收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以不相關投資者於該聯營公司或合營企業的權益為限。該等修訂即將應用。本集團預期自2016年1月1日起採納該等修訂。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

The amendments to IFRS 11 require that an acquirer of an interest in a joint operation in which the activity of the joint operation constitutes a business must apply the relevant principles for business combinations in IFRS 3. The amendments also clarify that a previously held interest in a joint operation is not remeasured on the acquisition of an additional interest in the same joint operation while joint control is retained. In addition, a scope exclusion has been added to IFRS 11 to specify that the amendments do not apply when the parties sharing joint control, including the reporting entity, are under common control of the same ultimate controlling party. The amendments apply to both the acquisition of the initial interest in a joint operation and the acquisition of any additional interests in the same joint operation. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2016.

IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under IFRSs. In July 2015, the IASB issued an amendment to IFRS 15 regarding a one-year deferral of the mandatory effective date of IFRS 15 to 1 January 2018. The Group expects to adopt IFRS 15 on 1 January 2018 and is currently assessing the impact of IFRS 15 upon adoption.

2.3 已頒佈但尚未生效的國際(續)

國際財務報告準則第11號(經修訂)規定,共同經營(其中共同經營的活動構成一項業務)權益的收購方必須應用國際財務報告準則第3號內業務合併的相關原則。該等修訂亦釐清於共同經營中先前所持有的權益於收購相同共同經營中的額外權益而共同控制權獲保留時不得重新計量。此外,國際財務報告準則第11號已增加一項範圍豁免,訂明當共用共同控制權的各方(包括呈報實體)處於同一最終控制方的共同控制之下時,該等修訂不適用。該等修訂適用於收購共同經營的初始權益以及收購相同共同經營中的任何額外權益。該等修訂預期於2016年1月1日採納後,將不會對本集團的財務狀況或表現產生任何影響。

國際財務報告準則第15號建立一個新的五步模式說明自客戶合約產生的收入。根據國際財務報告準則第15號,收入按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得的代價金額確認。國際財務報告準則第15號的原則為計量及確認收入提供更加結構化的方法。它的標準亦引入廣泛的定性及定量披露規定,包括分拆收入總額、關於履行績效責任、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該準則將取代國際財務報告準則項下所有現時收入確認的規定。於2015年7月,國際會計準則委員會頒佈了一項國際財務報告準則第15號修正案,將國際財務報告準則第15號強制生效日期延期一年到2018年1月1日。本集團預期於2018年1月1日採納國際財務報告準則第15號,目前正評估採納國際財務報告準則第15號的影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Amendments to IAS 1 include narrow-focus improvements in respect of the presentation and disclosure in financial statements. The amendments clarify:

- (i) the materiality requirements in IAS 1;
- (ii) that specific line items in the statement of profit or loss and the statement of financial position may be disaggregated;
- (iii) that entities have flexibility as to the order in which they present the notes to financial statements; and
- (iv) that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement of profit or loss. The Group expects to adopt the amendments from 1 January 2016. The amendments are not expected to have any significant impact on the Group's financial statements.

2.3 已頒佈但尚未生效的國際(續)

國際會計準則第1號之修訂包括狹義重點改進關於財務報表之呈報及披露。該等修訂釐清：

- (i) 國際會計準則第1號內之重大規定；
- (ii) 收益表及財務狀況表內之特定項目可分行列示；
- (iii) 實體呈報財務報表附註之序列具有靈活性；及
- (iv) 採用權益法計入應佔聯營公司及合營企業之其他綜合收益必須合計為一項目呈報，並分列為可於或不可於往後期間重新分類往收益。

此外，該等修訂釐清財務狀況表及收益表呈報額外小計之規定。本集團預期於2016年1月1日採納該等修訂，並預期該等修訂對本集團之財務報表並無重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS (CONTINUED)

Amendments to IAS 16 and IAS 38 clarify the principle in IAS 16 and IAS 38 that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of the asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets. The amendments are to be applied prospectively. The amendments are not expected to have any impact on the financial position or performance of the Group upon adoption on 1 January 2016 as the Group has not used a revenue-based method for the calculation of depreciation of its non-current assets.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

2.3 已發佈但尚未生效的國際(續)

國際會計準則第16號及國際會計準則第38號修訂版釐清國際會計準則第16號及國際會計準則第38號的原則，即收入乃反映自經營業務(其中資產為其一部分)所產生的經濟效益模式，而非通過使用資產所消耗的經濟效益模式。因此，按收入為基礎之方法不能用於折舊物業、廠房及設備，並只能於非常有限的情況下可用於攤銷無形資產。該等修訂乃採用未來適用法，本集團於2016年1月1日採納該等修訂。因本集團之非流動資產並非以收入為基礎之方法計算折舊，故預期對本集團之財務狀況或業績無任何影響。

2.4 主要會計政策概要

於聯營公司和合營企業的投資

聯營公司為本集團擁有其一般不少於20%之股本投票權之長期權益，並可對其施加重大影響之公司。重大影響即有權參與被投資實體之財務和經營政策的決策，但並無控制權及共同控制的權利。

合營企業指一種合營安排，對安排擁有共同控制權的訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意的決定時存在。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (continued)

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

2.4 主要會計政策概要(續)

於聯營公司和合營企業的投資(續)

本集團之聯營公司和合營企業投資根據權益會計法按本集團應佔淨資產減任何減值損失於綜合財務狀況表列賬。

本集團於綜合收益表及綜合其他全面收益分別計入其應佔聯營公司和合營企業收購後業績及其他全面收益。此外，當直接確認聯營公司和合營企業之權益有變動時，則本集團於綜合權益變動表確認其適用之應佔變動。本集團與其聯營公司和合營企業之交易產生之未變現盈虧會對銷，對銷金額以本集團對聯營公司和合營企業之投資為限，除非未變現虧損能證明被轉移資產出現減值。收購聯營公司和合營企業產生之商譽被納入為本集團於聯營公司和合營企業投資之一部份。

如果對聯營企業之投資轉換為對合營企業之投資，保留的權益不重新計算。相反，該投資仍然是採用權益法列賬。在其他所有情況下，在喪失對聯營企業之重大影響時，本集團以其公平值確認和計量該任何保留之投資。任何喪失對聯營公司和合營企業之重大影響或聯合控制之賬面價值與保留投資之公平值以及處置所得之間的差異在損益中確認。

當聯營公司和合營企業的投資被分類為持有待售，該投資依據國際財務報告準則第5號持有待售非流動資產及終止經營列賬。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

2.4 主要會計政策概要(續)

業務合併及商譽

業務合併乃以收購法入賬。轉讓之代價以收購日期的公平值計算，該公平值為本集團轉讓的資產於收購日期的公平值、本集團自被收購方之前度擁有人承擔的負債、及本集團發行以換取被收購方控制權的股本權益之總和。對於各業務合併中，在屬現時所有權權益且賦予擁有人權力於清盤時按比例分佔被投資方之資產淨額之非控股權益，本集團選擇以公平值或被收購方可識別資產淨值的應佔比例計量。所有非控股權益的其它成分均以公平價值計量。如有與收購相關之成本將被列為開支計算。

當本集團收購一項業務時，會根據合約條款、於收購日的經濟環境及相關條件，評估將承接的金融資產及負債，以作出適合的分類及標示，其中包括區分被收購方主合約中嵌入式衍生工具。

倘業務合併分階段達成，收購方先前持有之股權重新計算至收購日期之公平值，並將因而產生之任何損益結果計入收益內。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

收購方將予轉讓之任何或然代價於收購日期按公平值確認。分類為資產或負債之或然代價按公平值計量，而公平值變動於收益確認。倘或然代價歸類為權益，則毋須重新計量，而其後結算在權益中入賬。

商譽初步按成本值計量，即所轉讓總代價、已確認非控股股東權益之金額及本集團先前持有被收購方股權之公平值之總和，超出所收購可識別資產及所承擔負債淨額之差額。倘此代價及其他項目之總和低於資產淨值之公平值，於評估後，其差額將於收益內確認為議價收購收益。

於初始確認後，商譽按成本值減任何累計減值虧損計量。商譽須每年作減值檢測，倘有事件發生或情況改變顯示賬面值有可能減值時，則會更頻密地進行檢測。本集團每年對截至12月31日之商譽進行減值檢測。就減值檢測而言，於業務合併所收購商譽，乃自收購日期起分配至預期於合併所產生之協同效益中受惠之本集團各現金產生單位或各現金產生單位組，而不論本集團其他資產或負債有否轉撥至該等單位或單位組。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its derivative financial instruments and equity investments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

2.4 主要會計政策概要(續)

業務合併及商譽(續)

減值按與商譽有關之現金產生單位(現金產生單位組)可收回金額評估釐定。倘現金產生單位(現金產生單位組)之可收回金額低於賬面值,則確認減值虧損。就商譽確認之減值虧損不會於往後期間撥回。

倘商譽分配至現金產生單位(或現金產生單位組)組成部份,該單位部份業務出售時,與售出業務有關之商譽將計入業務賬面值,以釐定出售盈虧。於該等情況售出之商譽,按售出業務及保留現金產生單位部份相對價值基準計算。

公平值計量

本集團於各報告期末按公平值計量其衍生金融工具和股權投資。公平值乃在市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。公平值計量乃基於假設出售資產或轉移負債之交易於資產或負債的主要市場或於未有主要市場之情況下,則於資產或負債之最有利市場進行。主要或最有利市場須為本集團能進入之市場。資產或負債的公平值乃基於市場參與者為資產或負債定價所用之假設計量(假設市場參與者依照彼等之最佳經濟利益行事)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.4 主要會計政策概要(續)

公平值計量(續)

非金融資產之公平值計量參考市場參與者可從使用該資產得到之最高及最佳效用，或將該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者，從而產生經濟效益之能力。

本集團使用適用於不同情況之估值方法，而其有足夠資料計量公平值，以盡量利用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

於財務報表計量或披露公平值之所有資產及負債，根據對於公平值計量整體屬重要之最低輸入值水準按如下所述在公平值架構中分類：

- 第一級 – 根據相同資產或負債於活躍市場之報價(未經調整)價格
- 第二級 – 根據估值方法，當中對於公平值計量有重大影響之最低輸入值為可直接或間接觀察
- 第三級 – 根據估值方法，當中對於公平值計量有重大影響之最低輸入值為不可觀察數據

對於在財務報表以持續基準確認之資產及負債，本集團按對於公平值計量整體有重大影響之最低輸入值於各報告期末重新評估分類，以確定架構各級之間是否出現轉移。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, financial assets and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

2.4 主要會計政策概要(續)

非金融資產減值

倘有跡象顯示存在減值，或須就資產(待出售物業、遞延稅項資產、金融資產及投資物業除外)進行年度減值檢測，則會估計該資產之可收回金額。資產之可收回金額為該資產或現金產生單位之使用價值與其公平值減銷售成本之較高金額，並就個別資產釐定，除非有關資產並無產生在很大程度上獨立於其他資產或資產組別之現金流入，在此情況下，可收回金額就資產所屬現金產生單位釐定。

減值虧損僅於資產之賬面值超逾其可收回金額時確認。於評估使用價值時，估計未來現金流量按可反映現時市場對貨幣時間價值及資產特定風險之評估之稅前貼現率貼現至現值。減值虧損於產生期間內在收益表中與已減值資產功能一致之支出類別內扣除。

於各報告期末須評估是否有跡象顯示過往確認減值虧損不再存在或已減少。如存在該跡象，則會估計可收回金額。過往確認之資產(商譽除外)減值虧損，僅會於用以釐定該資產可收回金額之估計改變時撥回，惟撥回後之金額不得高於假設過往年度並無就資產確認減值虧損而應已釐定之賬面值(扣除任何折舊／攤銷)。減值虧損撥回於產生期間計入收益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties

A party is considered to be related to the Group if:

(a) the party is a person or a close member of that person's family and that person

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
- (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

2.4 主要會計政策概要(續)

關連人士

下列人士將視為與本集團有關連：

(a) 有關人士為個人或該人士之直屬家庭成員，而該人士：

- (i) 控制或共同控制本集團；
- (ii) 對本集團有重大影響；或
- (iii) 為本集團或本集團母公司之主要管理人員之一名成員；

或

(b) 該人士為實體並符合下列任何一項條件，而：

- (i) 該實體與本集團屬同一集團之成員公司；
- (ii) 一間實體為另一間實體之聯營公司或合營企業(或另一間實體之母公司、附屬公司或同系附屬公司)；
- (iii) 該實體與本集團為同一第三方之合營企業；
- (iv) 一間實體為第三方實體之合營企業，而另一方實體為第三方實體之聯營公司；
- (v) 該實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃；
- (vi) 該實體受(a)定義之人士控制或共同控制；
- (vii) (a)(i)定義之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員；及
- (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with IFRS 5, as further explained in the accounting policy for “Non-current assets and disposal groups held for sale”. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	20 to 40 years
Renovation and leasehold improvements	2 to 10 years
Machinery	10 years
Motor vehicles	5 years
Furniture and office equipment	3 to 5 years

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊

除在建工程外，物業、廠房及設備乃按成本值或估值減累計折舊及任何減值虧損列賬。當物業、廠房及設備被分類為持有待售或其為已終止經營業務分類為持有待售資產時，按國際財務報告準則第5號不再對其計提折舊，於「非流動資產及已終止經營業務之持有待售」之會計政策詳述。物業、廠房及設備的成本包括購買價及任何使資產達至營運狀況及地點擬定用途的直接應計成本。

當物業、廠房及設備項目開始運作後所產生的支出，如維修及保養費用，一般於產生期間在收益表中扣除。滿足條件的重大維修支出將被允許以重置形式予以資本化。物業、廠房及設備的重要部件需被替換時，本集團將此組成部分作為一項單獨資產，分別確定其使用壽命並相應計提折舊。

物業、廠房及設備採用直線法計算折舊，於其估計使用年限內削減其成本至其剩餘價值。就此採用的主要年折舊率如下：

土地及樓宇	20至40年
翻新和裝修	2至10年
機器	10年
汽車	5年
傢俬及辦公室設備	3至5年

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Non-current assets and disposal groups held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset or disposal group must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

倘某個物業、廠房及設備項目的各個部份具有不同的使用年期，該項目各部份之成本將按合理基礎分配，而每部分將作個別折舊。至少於每個財政年度結束對剩餘價值、可使用年期和折舊方法進行覆核，並作出適當調整。

當出售物業、廠房及設備、初始確認的重要部件項目時或當預期使用或出售物業、廠房及設備及初始確認的重要部件項目將不能帶來任何未來經濟回報時，則須解除確認物業、廠房及設備項目。出售或報廢產生的任何收益或虧損，按有關資產出售所得款項淨值與其賬面值兩者的差額於解除確認年度之收益表確認。

在建工程指在興建的建築，按成本值減任何減值虧損後列賬，且毋須折舊。成本包括建築期間的直接建築成本以及就有關已撥充資本的借貸資金的借貸成本。當在建工程完成並可作使用時，重新分類為適當類別的物業、廠房及設備。

非流動資產及已終止經營業務之持有待售

倘非流動資產及已終止經營業務之賬面值將主要通過銷售交易，而非通過持續使用收回，則該等非流動資產將被列作持有待售。此條件僅於出售機會相當高及資產及已終止經營業務可於現況下即時出售時方被視為符合。不管售出後本集團是否保留以前附屬公司的少數股本權益，附屬公司的所有資產和負債被重新分類為持有待售。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Non-current assets and disposal groups held for sale (continued)

Non-current assets and disposal groups (other than investment properties and financial assets) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortised.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Lease agreement buyouts

The lease agreement buyouts represented the Group's payments to old tenants to buy out their lease agreements. The lease agreement buyouts are stated at cost less any impairment losses and are amortised on the straight-line basis over the lease terms of 10 to 19 years.

2.4 主要會計政策概要(續)

非流動資產及已終止經營業務之持有待售(續)

非流動資產及已終止經營業務(投資物業及金融資產除外)分類為持有待售按除銷售成本後的公平值計量。分類為持有待售的物業、廠房及設備和無形資產不進行折舊或攤銷。

無形資產(商譽除外)

單獨取得的無形資產按成本進行初始計量。而通過收購取得之無形資產應按其於收購日的公平值進行計量。無形資產的可使用年期經評估後分為有限或無限。使用年期有限的無形資產按經濟可使用年期進行期後攤銷，並在有跡象顯示無形資產可能出現減值時，評估減值數額。使用年期有限的無形資產之攤銷期及攤銷方法最少於各財務年度末檢討一次。

租賃協定買斷

租賃協議買斷指本集團向原租戶付款以買斷租賃協議。租賃協定買斷按扣除減值損失後的成本列示，並按直線法在租賃期內(10-19年)攤銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the statement of profit or loss so as to provide a constant periodic rate of charge over the lease terms.

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the statement of profit or loss on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the statement of profit or loss on the straight-line basis over the lease terms.

Prepaid land premiums under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

2.4 主要會計政策概要(續)

租賃

除法定權利之外，資產擁有權的絕大部分回報及風險已實質轉移的租賃，均列作融資租賃。於融資租賃開始日，租賃資產的成本以最低租賃付款額現值予以資本化，並與有關責任(不包括利息因素)一同入賬，以反映其購買及融資活動。持有計入物業、廠房及設備內已資本化的融資租賃資產，按租期或資產估計可使用年期之較短期間進行折舊。該等租賃之融資成本以確保租賃期內維持固定的期間利率計入收益表中。

通過具有融資性質的租賃合約的資產作為融資租賃處理，並按預計使用年期進行折舊。

資產擁有權的絕大部分回報及風險仍歸出租人所有的租賃，均列作經營租賃。倘本集團為出租人，則經營租賃出租的資產歸入非金融資產，經營租賃的應收租金按直線法在租賃期內計入損益。倘本集團為承租人，則經營租賃的應付租金在扣除已收出租人的任何優惠後，以直線法按租期自收益表扣除。

經營租賃下的預付土地出讓金以成本進行初始入賬，其後以直線法按租期確認。倘租賃付款未能可靠分配至土地及樓宇專案，則整項租賃付款視為物業、廠房及設備的融資租賃計入成本。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial investments, as appropriate. When financial assets are recognised initially, they are measured at fair value plus transaction costs that are attributable to the acquisition of the financial assets, except in the case of financial assets recorded at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by IAS 39.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with positive net changes in fair value presented as other income and gains and negative net changes in fair value presented as finance costs in the statement of profit or loss. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for "Revenue recognition" below.

2.4 主要會計政策概要(續)

投資及其他金融資產

初始確認及計量

金融資產在初始時分類為按公平值計且其變動計入損益的金融資產，貸款及應收款項，可供出售金融投資(如適當)。當初始確認金融資產時，以公平值計，並加上歸屬於購買金融資產產生的直接應佔交易成本，惟以公平值計且變動計入損益的金融資產除外。

所有按常規方式購買及出售之金融資產於交易日確認，而交易日指本集團承諾購買或出售該資產之日期。按常規方式購買或出售指購買或出售須在一般按市場規則或習慣確定的期間內交付之金融資產。

期後計量

金融工具的期後計量取決於其如下分類：

以公平值計且變動計入損益的金融資產

以公平值計且變動計入損益的金融資產包括持作買賣的金融資產以及在初始確認時指定為以公平值計且變動計入損益的金融資產。如果購買金融資產的目的是近期出售，則將金融資產分類為交易而持有。國際會計準則第39號規定衍生工具，含獨立的嵌入式衍生工具，同樣分類為為交易而持有，除非其被指定為有效的對沖工具。

以公平值計且變動計入損益的金融資產，以公平值在財務狀況表中列賬，其公平值的淨變動為正數時計入收益表內其他收入和收益，而其公平值的淨變動為負數時計入收益表內融資成本。該等公平值變動淨損益不包括此等金融資產所產生的任何股息收入，此等股息乃依據下文「收入確認」所載之政策確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss (continued)

Financial assets designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated as at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income and gains in the statement of profit or loss. The loss arising from impairment is recognised in the statement of profit or loss in finance costs for loans and in other expenses for receivables.

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

以公平值計且變動計入損益的金融資產(續)

僅當國際會計準則第39號的條件滿足時，方予以在初始確認時指定為以公平值計且變動計入損益的金融資產。

如果嵌入在主合約中的衍生工具之經濟特點和風險與主合約的經濟特點和風險並非緊密相關，且主合約不屬於交易性金融資產或以公平值計且其變動計入損益的金融資產，則該嵌入在主合約中的衍生工具應單獨核算並以公平值入賬。此類嵌入式金融工具以公平值計且其公平值的變動在收益表內確認。僅當合約條款出現根據合約須另外大幅修改原合約規定現金流量之變動或者將一項以公平值計且其變動計入損益的金融資產進行重分類時才會進行重估。

貸款及應收款項

貸款及應收款項指在活躍市場並無報價而有固定或可釐定付款金額的非衍生金融資產。該等資產在初始確認後的期後計以有效利率法扣除任何減值準備按攤銷成本入賬。攤銷成本乃經考慮收購時之任何折價或溢價後計算，包括按有效利率計算之全部費用及交易成本。攤銷的有效利息確認為收益表的其他收入及收益。由貸款及應收款項減值而產生的損失分別確認為收益表的融資成本及其他支出。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity investments and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated as at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment revaluation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the statement of profit or loss in other income, or until the investment is determined to be impaired, when the cumulative gain or loss is reclassified from the available-for-sale investment revaluation reserve to the statement of profit or loss in other gains or losses. Interest and dividends earned whilst holding the available-for-sale financial investments are reported as interest income and dividend income, respectively and are recognised in the statement of profit or loss as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity investments cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such investments are stated at cost less any impairment losses.

2.4 主要會計政策概要(續)

投資及其它金融資產(續)

可供出售金融投資

可供出售金融投資指上市及非上市股權投資及債務證券之非衍生金融資產。既未被分類為為交易而持有的金融資產亦未被指定為以公平值計且變動計入損益的金融資產的股權投資即為可供出售金融投資。此類債務證券的持有期限不確定，持有者會根據市場環境變化或者流動性需要時，將其出售。

於初始確認後，可供出售金融投資以公平值進行期後計量，其未實現收益或虧損作為可供出售金融投資重估儲備在其他全面收益中確認，直至解除確認投資，屆時累積收益或虧損計入收益表中的其他收入及收益，或直至投資被確定減值時，屆時累積收益或虧損從可供出售金融投資重估儲備重分類至收益表的其他收入或支出。持有可供出售金融投資所得利息及股息乃分別呈報為利息收入及股息收入，並根據下文「收入確認」所載之政策於收益表內確認為其他收入及收益。

當由於(a)對合理公平值之估計在某一範圍內變動，而該變動對投資而言屬重大，或(b)在該範圍內不同估計之概率無法合理評估及用於估計公平值，導致非上市股權投資之公平值無法可靠計量時，上述證券以成本減任何減值虧損列賬。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial investments (continued)

The Group evaluates whether the ability and intention to sell its available-for-sale financial assets in the near term are still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets, the Group may elect to reclassify these financial assets if management has the ability and intention to hold the assets for the foreseeable future or until maturity.

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the statement of profit or loss.

2.4 主要會計政策概要(續)

投資及其它金融資產(續)

可供出售金融投資(續)

本集團根據持有能力及在短期內將其出售的意圖是否仍然適用評估其可供出售金融資產。極少情況下，當交易市場不活躍致使此類金融資產無法進行交易，如果管理層有能力和意圖在可預見的將來將其持有或持有至到期，本集團將會謹慎地對其進行重分類。

當某項金融資產從可供出售金融資產中重分類至其他時，成本或攤銷成本為重分類日該金融資產的公平值，並將與其相關的原計入權益的收益或損失，在金融資產的剩餘年限按照有效利率攤銷至損益，新的攤銷成本與到期日金額之間的差額，也應在該資產的剩餘年限按照有效利率法攤銷。若該等資產在隨後確實發生減值時，原計入權益的金額應撥轉計入收益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 主要會計政策概要(續)

解除確認金融資產

於以下情況須解除確認金融資產(或, 金融資產之一部份或同類金融資產組別(倘適用)之一部份)(即: 從本集團之綜合財務狀況表中移除):

- 自資產收取現金流量的權利已屆滿; 或
- 本集團轉讓收取資產現金流量的權利, 或根據「債權轉手」安排承擔在無重大延誤下向第三方全數支付已收取的現金流量的責任; 且(a)本集團已轉讓資產的絕大部分風險及回報, 或(b)本集團並無轉讓或保留資產的大部分風險及回報, 惟已轉讓資產的控制權。

倘本集團已轉讓其收取資產現金流量的權利或已進入債權轉手安排, 需評估是否及何種程度上保留該資產的風險及回報。當並無轉讓或保留資產大部分風險及回報, 亦無轉讓資產的控制權, 本集團將繼續按持續涉及資產的程度確認該轉讓之資產。在此情況下, 本集團將確認相應的負債。轉移金融資產及相關負債以本集團保留之與之相關的權利與義務為基礎進行計量。

本集團倘以擔保形式持續參與轉讓資產時, 則以該項資產的原賬面值及本集團或須償還的代價數額上線(以較低者為準)計算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that occurred after the initial recognition of the asset have an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses whether impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

The amount of any impairment loss identified is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition).

2.4 主要會計政策概要(續)

金融資產減值

本集團會於各報告期末評估是否有任何客觀跡象顯示某項金融資產或一組金融資產出現減值。當在其初始確認後發生一個或多個事項致使金融資產或一組金融資產的預計未來現金流量受影響，並且該影響金額可以可靠預測時，該金融資產或該組金融資產將被認定為減值。客觀跡象包括一個或一組債務人出現重大財政困難，違約或拖欠利息或本金支付，有面臨破產之可能或進行其他財務重組以及有公開資料表明其有可計量之預計未來現金流量之減少，如債務人支付能力或所處經濟環境逐步惡化。

以攤銷成本列賬之金融資產

對於以攤銷成本列賬之金融資產，本集團首先對單項金額重大金融資產單獨進行減值檢測，對單項金額不重大的金融資產可單獨或按金融資產組合進行檢測。對不存在減值客觀跡象的單項金融資產，無論其金額是否重大，其應當包括在具有類似信用風險特性的金融資產組合內進行減值檢測。已單獨檢測的金融資產和將確認或持續確認減值損失的金融資產，不應包括在具有類似信用風險特性的金融資產組合中進行減值檢測。

減值虧損金額按該資產之賬面值與預計未來現金流量之現值兩者之差額計算(不包括尚未發生之未來信用虧損)。預計未來現金流量之現值按該金融資產之原有效利率(即初始確認時使用之有效利率)折現。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of profit or loss. Interest income continues to be accrued on the reduced carrying amount using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write-off is later recovered, the recovery is credited to the statement of profit or loss.

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the statement of profit or loss, is removed from other comprehensive income and recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

金融資產減值(續)

以攤銷成本列賬之金融資產(續)

資產之賬面值通過備抵科目方式進行抵減，虧損金額則於收益表確認。利息收入按抵減後的賬面值持續預提，且按照確定減值損失時對未來現金流量進行折現採用的折現率計算。當並無合理跡象顯示資產將於未來回收，且所有抵押品已實現或已轉移至本集團，貸款及應收款項連同任何有關撥備將被註銷。

倘在期後期間，在減值虧損確認後發生致使預計的減值虧損的金額增加或減少的事項，則會調整備抵科目以增加或減少先前確認的減值虧損。倘減值損失在註銷後得以恢復，該項收回將計入收益表。

以成本列賬之資產

倘有客觀跡象表明一項無報價權益工具已發生減值虧損，而該項工具由於公平值無法可靠計量而並無按公平值列賬，或一項衍生資產已發生減值虧損，而該衍生資產與該等無報價權益工具相聯繫及需以該等無報價權益工具進行交割，則虧損之金額乃按該資產之賬面值與將該資產按當前市場上相似金融資產之回報率折現之現值兩者之差額計算。該等資產之減值虧損不得撥回。

可供出售金融投資

對於可供出售金融投資，本集團會於各報告期末評估是否有任何客觀跡象表明一項投資或一組投資出現減值。

倘可供出售金融投資發生減值，則其成本(扣除任何本金及攤銷)與其當前公平值兩者之差額扣減以前於收益表確認之任何減值虧損，自其他全面收益轉撥至收益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Available-for-sale financial investments (continued)

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss – is removed from other comprehensive income and recognised in the statement of profit or loss. Impairment losses on equity instruments classified as available for sale are not reversed through the statement of profit or loss. Increases in their fair value after impairment are recognised directly in other comprehensive income.

The determination of what is “significant” or “prolonged” requires judgement. In making this judgement, the Group evaluates, among other factors, the duration or extent to which the fair value of an investment is less than its cost.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the statement of profit or loss. Future interest income continues to be accrued based on the reduced carrying amount of the asset using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. Impairment losses on debt instruments are reversed through the statement of profit or loss if the subsequent increase in fair value of the instruments can be objectively related to an event occurring after the impairment loss was recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融資產(續)

當獲分類為可供出售股權投資之公平值出現大幅下降或長期跌至低於其成本時，則表明其出現客觀減值證據。「大幅」乃相對於其初始成本價而言，而「長期」乃相對於該投資之公平值低於其初始成本價的期限而言。倘出現減值的跡象時，可供出售金融投資的初始取得成本與當前公平值的差額，並扣除原已計入收益表的減值損失後的餘額作為累計虧損應從其他全面收益中撥至收益表。獲分類為可供出售權益投資之減值虧損不得透過收益表撥回，發生減值後之公平值增加，直接計入其他全面收益。

決定何謂屬於「大幅」或「長期」需要判斷。本集團作出判斷時除考慮其他因素外，亦評估投資公平值低於其成本值之持續時間及數額。

倘債務工具分類為可供出售類別，則減值的標準與按攤銷成本計值之財務資產所採用者相同。然而，減值之入賬金額乃按攤銷成本與其現行公平值之差額，減以往在收益表確認之投資之任何減值虧損計量。未來利息收入就資產之已抵減賬面值持續按計量減值虧損時用作折現未來現金流量之利率累計。利息收入入賬為財務收入之一部分。倘債務工具之公平值增加客觀上與在收益表確認減值虧損後發生之事件相關，則其減值虧損透過收益表撥回。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, derivative financial instruments and interest-bearing bank borrowings.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by IAS 39. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

2.4 主要會計政策概要(續)

金融負債

初始確認與計量

金融負債在初始確認時分類為按公平值計入損益的金融負債，貸款及借款，或指定為有效對沖之衍生工具(如適用)。

所有金融負債以公平值進行初始計量，而貸款和借款則需在此基礎上扣除可直接歸屬之交易成本。

本集團的金融負債包括應付貿易款項、其它應付款項、衍生金融工具及計息銀行借款。

期後計量

金融負債的期後計量取決於其如下分類：

以公平值計量且變動計入損益的金融負債

以公平值計量且變動計入損益的金融負債包括為交易而持有的金融負債和初始確認時指定為以公平值計量且變動計入損益的金融負債。

如果購買金融負債的目的是近期重置，則將金融負債分類為為交易而持有。此類包括雖在國際會計準則第39號規定中未指定為對沖工具但由本集團指定為衍生金融工具的金融負債。獨立的嵌入式衍生工具，同樣分類為為交易而持有，除非其被指定為有效的對沖工具。為交易而持有的金融負債所產生的收益或損失在收益表內確認。於收益表中確認的公平值變動淨損益不包括金融負債之任何利息費用。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (continued)

Subsequent measurement (continued)

Financial liabilities at fair value through profit or loss (continued)

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the date of initial recognition and only if the criteria in IAS 39 are satisfied.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

Put options to non-controlling shareholders

In connection with an acquisition of a subsidiary by the Group, put options were granted to certain non-controlling shareholders of the subsidiary to sell their equity interests to the Group. The Group does not have present ownership interest of the shares held by those non-controlling shareholders. The non-controlling interests are recognised at the date of the business combination, and subsequently measured according to the policies described in the basis of consolidation. At each reporting date, the non-controlling interests are then derecognised as if they were acquired at each reporting date. The liability of the put options is then recognised at each reporting date at its fair value, and any difference between the amount of non-controlling interests derecognised and this liability is accounted for in equity.

2.4 主要會計政策概要(續)

金融負債(續)

期後計量(續)

以公平值計量且變動計入損益的金融負債(續)

僅當國際會計準則第39號的條件滿足時，金融負債方予以於初始確認時指定為以公平值計量且變動計入損益的金融負債。

貸款及借款

於初始確認後，計息貸款和借款以使用實際利率法計算之攤銷成本計量，除非折現影響非屬重大，在此情況下，則以成本計量。當負債獲解除確認時，收益及虧損於收益表並透過以有效利率攤銷程式確認。

攤銷成本乃經考慮取得時之任何折價或溢價後計算，包括按有效利率計算之全部費用及交易成本。有效利率攤銷額乃作為融資成本計入收益表。

非控股權益股東認沽期權

就本集團收購附屬公司而言，認沽期權已授予附屬公司若干非控股權益股東，以將其股權售予本集團。本集團現時並無該等非控股權益股東持有的股份的擁有權權益。非控股權益乃於業務合併當日確認，隨後根據綜合基準所述政策計量。於各報告日期，隨即取消確認非控股權益，猶如彼等已於各報告日期收購。認沽期權負債繼而於各報告日期按公平值確認，而取消確認的非控股權益與該負債之間的差額以股權入賬。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts and interest rate swaps, to hedge its foreign currency risk and interest rate risk, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss.

2.4 主要會計政策概要(續)

解除確認金融負債

當因金融負債而須承擔的責任已解除或取消或屆滿時，則須解除確認負債。

當現有金融負債被由同一債權人根據實質不同條款提供的新負債取代，或對現有負債的條款作重大修改，則上述取代或修改將視作解除確認原有負債，同時確認新負債，而相關賬面值之差額在收益表中確認。

抵銷金融工具

倘現行存在合法可強制執行之權利以抵銷已確認金融資產及金融負債金額及有意按淨額基準結算，或可同時變現資產並結算負債，則金融資產及金融負債可互相抵銷，抵銷淨額於財務狀況表內呈報。

衍生金融工具

初始確認及期後計量

本集團使用衍生金融工具(例如遠期貨幣合約和利率掉期)分別對沖其匯率波動風險和利率風險。上述衍生金融工具初始按於衍生合約訂立日期之公平值確認，其後重新計量公平值。衍生工具於公平值為正數時確認為資產，而當公平值為負數時確認為負債。

衍生工具公平值變動所產生之任何收益或虧損直接計入收益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the statement of profit or loss.

2.4 主要會計政策概要(續)

存貨

存貨乃按成本及可變現淨值兩者中之較低者入賬。成本以先入先出基準計算，倘為在製品及製成品則包括直接物料、直接勞工及適當比例的生產費用。可變現淨值按估計售價扣除任何在完成及出售過程中預期產生的其他估計成本而計算。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物是指手頭現金及流動存款，以及購入後通常於三個月內到期，可隨時轉換為已知金額現金的短期高變現能力但價值改變風險不大的投資，扣除按要求償還的銀行透支，其組成本集團現金管理的不可或缺部分。

就綜合財務狀況表而言，現金及現金等價物是指手頭現金及銀行存款，包括並無限制用途的定期存款，以及與現金性質類似的資產。

撥備

倘因過往事件須承擔現時的責任(法定或推定)，而承擔該責任可能導致日後資源外流，且對責任金額能夠可靠地估計，則確認撥備。

當折現的影響重大時，就撥備確認的金額乃指預計在日後履行責任時所需開支在報告期末的現值。由於時間過去導致折現值的金額有所增加，乃作為融資成本計入收益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amounts expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, a joint venture and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 主要會計政策概要(續)

所得稅

所得稅包括當期及遞延稅項。有關並非於損益確認的專案的所得稅不會於損益確認，而於其他全面收益或直接在權益確認。

即期稅項資產及負債按預期自稅務機關退回或向稅務機關支付的款項，根據報告期結算日已頒佈或實質頒佈的稅率(及稅法)計算，並已考慮本集團經營所在國家的現行詮釋及慣例。

遞延稅項乃於結算日就資產及負債的稅基與其作財務報告用途的賬面值之間的所有暫時差額採用負債法作出撥備。

遞延稅項負債根據全部應課稅暫時差額進行確認，惟以下情況除外：

- 若遞延稅項負債因商譽或就業務合併以外的交易初始確認資產或負債而產生，而於交易當時不會對會計溢利及應課稅溢利或虧損有任何影響；及
- 就於附屬公司、合營企業及聯營公司的投資有關的應課稅暫時差額而言，倘暫時差額的撥回時間可予控制及暫時差額在可見未來可能不會撥回時。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

Deferred tax assets are recognised for all deductible temporary differences, the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, a joint venture and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產乃於有可能動用可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損結轉以扣減應課稅溢利時，就所有可扣稅暫時差額、未動用稅項抵免及未動用稅項虧損結轉予以確認，唯下列情況除外：

- 若有關可扣稅暫時差額的遞延稅項資產產生自一項交易(並非業務合併)中初始確認資產或負債，而於進行交易時不會對會計溢利及應課稅溢利或虧損有任何影響；及
- 就有關投資於附屬公司、合營企業及聯營公司的可扣減暫時差額而言，遞延稅項資產僅於暫時差額有可能在可見未來撥回，且有應課稅溢利可用於抵銷暫時差額的情況下方予以確認。

遞延稅項資產賬面值於每個結算日審閱，並在不大可能有足夠應課稅溢利抵銷全部或部分遞延稅項資產時予以削減。於各報告期結算日對未確認的遞延稅項資產進行重新評估，並於可能有足夠應課稅溢利可用以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債以資產被變現或負債被清償的期間預期適用的稅率計量，並根據於報告期末已頒佈或實質頒佈的稅率(及稅法)計算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, which it is intended to compensate, are expensed.

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to the statement of profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to the statement of profit or loss by way of a reduced depreciation charge.

Bonus point liabilities

The Group operates a loyalty point programme, which allows customers to accumulate points when they purchase products in the Group's department stores and supermarkets. The points can then be redeemed for gifts and coupons, subject to a minimum number of points being obtained. The coupons are cash-equivalent when customers use them to purchase products of the Group.

Consideration received is allocated between the products sold and the points issued, with the consideration allocated to the points equal to their fair value. Fair value of the points is determined by applying statistical analyses. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed.

2.4 主要會計政策概要(續)

所得稅(續)

倘存在合法可強制執行權利以即期稅項資產抵銷即期稅項負債，而遞延稅項與同一應課稅實體及稅務機關有關，則可將遞延稅項資產及遞延稅項負債抵銷。

政府補貼

當有合理把握可獲得政府補貼及已達成所有附帶條件後，政府補貼按公平值予以確認。倘補貼涉及費用項目，則期內補貼須有系統地與擬補助的成本相配並確認為收入。

倘補貼與一項資產有關，則其公平值將計入遞延收入入賬並於有關資產的預期可使用年期內按每年均等數額撥入收益表或從有關資產的賬面價值中扣除並撥入收益表中抵減折舊費用。

會員積分負債

本集團設立一項忠誠獎勵計劃，該計劃讓顧客能夠於本集團的百貨店及超市購買產品時獲得累積得分。在須獲取最低得分的規限下，得分其後可換取贈券及贈品。當顧客使用贈券向本集團購買產品時等同現金。

所收取的代價於所出售產品及所發出得分之間分配，而分配至得分的代價與其公平值相同。得分的公平值乃採用統計性分析釐定。所發出得分的公平值予以遞延，並於得分獲換領時確認為收入。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- revenue from direct sales of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- commission income from concessionaire sales is recognised upon the sale of goods by the relevant stores;
- rental income is recognised on the straight-line basis over the lease terms;
- fee income from suppliers is recognised according to the underlying contract terms with suppliers when these services have been provided in accordance therewith;
- interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset; and
- dividend income, when the shareholders' right to receive payment has been established.

2.4 主要會計政策概要(續)

收入確認

收入是在本集團可能獲得經濟利益，且金額可以可靠計量時，按下列標準確認入賬：

- 貨品的直接銷售收入，在擁有權的重大風險及回報均轉讓予買家，且本集團不再持有一般與擁有權相關之管理權，亦不再對已售貨品具實質控制權時確認；
- 特許專營銷售佣金收入於有關百貨店出售貨品時確認；
- 租金收入於租期內以直線法確認；
- 來自供應商的費用收入，於提供服務時按照與供應商的相關合約條款確認；
- 利息收入以實際利率法按應計基準確認，所採用的利率即於金融工具估計年期內將未來估計現金收入貼現至金融資產帳面淨值者；及
- 股息收入於股東收取股息的權利確立時確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Other employee benefits

Pursuant to the relevant regulations of the PRC Government, all the subsidiaries of the Group that were established in Mainland China (the “PRC Subsidiaries”) have participated in a local municipal government retirement benefit scheme (the “Scheme”), whereby the PRC Subsidiaries are required to contribute a certain percentage of the salaries of their employees to the Scheme to fund their retirement benefits. The only obligation of the Group with respect to the Scheme is to pay the ongoing contributions under the Scheme. Contributions under the Scheme are charged to the statement of profit or loss as incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 5.32% has been applied to the expenditure on the individual assets.

2.4 主要會計政策概要(續)

其他僱員福利

按照中國政府的有關法規，本集團所有於中國成立之附屬公司(「中國附屬公司」)已經參加地方市政府的退休金計劃(「計劃」)，據此，中國附屬公司須按公司僱員基本薪資的若干百分比向計劃供款，為僱員的退休福利提供資金。本集團於計劃的唯一責任是持續按計劃供款。該計劃項下的供款於發生時自收益表扣除。

借貸成本

收購、興建或生產未完成資產(即需要大量時間製作以供擬定用途或銷售的資產)應佔的直接借款成本，將會被撥充資本作為該等資產的部分成本。將有關借款成本撥充資本於資產以實際上可作擬定用途或銷售時終止。待用作未完成資產開支的特定借款的臨時投資所賺取之投資收入，自撥充資本的借款成本中扣除。任何之其他借款成本將於發生當期確認為費用。借款成本包括利息支出及與借款發生相關的其他成本。借入的一般借款並用於未完成資產時，個別資產之資本化開支比率為5.32%。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. In prior years, final dividends proposed by the Directors were classified as a separate allocation of share premium within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. Following the implementation of the Companies Ordinance (Cap. 622), proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The Company and certain subsidiaries incorporated outside Mainland China have Hong Kong dollars ("HK\$") or United States dollars ("US\$") as their functional currencies, respectively. The functional currency of the PRC Subsidiaries is Renminbi. As the Group mainly operates in Mainland China, Renminbi is used as the functional currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

2.4 主要會計政策概要(續)

股息

獲股東大會批准的末期股息應被確認為一項負債。在以前年度，董事擬派發的末期股息從股票溢價中分配並在財務狀況表中權益部分單獨列示，直到彼等被股東大會批准。隨著《公司條例》(法例第622章)的實施，擬分派末期股息於財務報表附註中披露。

由於本公司的組織章程大綱及細則授權董事宣派中期股息，故此該等股息將同時建議派發並宣派。因此，該等股息於建議派發並宣派時立即確認為負債。

外幣

本公司及若干於中國內地以外註冊成立的附屬公司分別以港元及美元作為其功能貨幣。中國附屬公司的功能貨幣為人民幣。由於本集團主要在中國內地經營，故人民幣被用作本集團的功能貨幣。本集團屬下各公司均可自行釐定所用的功能貨幣，而財務報表的項目均以功能貨幣列賬。本集團屬下各公司記錄之外幣交易首先以交易日的各現行功能貨幣匯率入賬。以外幣為單位的貨幣資產與負債按報告期末的現行功能貨幣匯率重新換算。由於支付或貨幣轉換所產生的差額計入收益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

The functional currencies of certain overseas subsidiaries are currencies other than Renminbi. As at the end of the reporting period, the assets and liabilities of these entities are translated into Renminbi at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Renminbi at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Renminbi at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Renminbi at the weighted average exchange rates for the year.

2.4 主要會計政策概要(續)

外幣(續)

按歷史成本法列賬並以外幣為單位的非貨幣項目按首次交易當日的匯率換算。按公平值計算並以外幣為單位的非貨幣項目按釐定公平值當日的匯率換算。由於重新換算以公平值計量的非貨幣項目所產生的匯兌收益及損失的確認與該項目公平值變動一致(即該項目的公平值變動收益或損失記入其他全面收益或損益,其匯兌差額也相應計入其他全面收益或損益)。

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末,該等公司的資產與負債乃根據報告期末的現行匯率換算為人民幣,而收益表是按年內的加權平均匯率換算為人民幣。

因此產生之匯兌差額會作為匯率變動儲備計入其他全面收益。於出售海外公司時,與該海外業務有關的其他全面收益於收益表確認入賬。

就綜合現金流量表而言,海外附屬公司的現金流量按產生現金流量當日的現行匯率換算為人民幣。海外附屬公司在整個年度內經常產生的現金流量是按年內的加權平均匯率換算為人民幣。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgement

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2015 was RMB304,440,000 (2014: RMB181,494,000). Further details are contained in note 20 to the financial statements.

3. 重大會計判斷及估計

管理層編製本集團的財務報表時，須作出會影響報告當日所呈報收入、開支、資產及負債的報告金額及其相應披露以及或然負債披露的判斷、估計及假設。然而，由於有關假設及估計的不確定因素，可導致管理層須就未來受影響的資產或負債賬面金額作出重大調整。

判斷

在採納本集團會計政策的過程中，管理層除涉及的估計之外作出如下判斷，並對確認於財務報表的金額產生重大影響：

經營租賃承擔—本集團作為出租人

本集團已就其投資物業組合訂立商用物業租賃。本集團根據對安排條款及條件的評估來釐定其保留根據經營租賃出租的該等物業擁有權的絕大部分風險及回報。

不確定估計

與未來有關之主要假設及於報告期末之其他估計不確定因素之主要來源乃披露如下，彼等具有可能導致在下個財政年度內對資產及負債之賬面值作出重大調整之重大風險：

商譽減值

本集團至少每年評估商譽是否發生減值。這要求對分配了商譽的現金產出單元的使用價值進行估計。估計使用價值時，本集團需要估計未來來自現金產出單元的現金流量，同時選擇恰當的貼現率計算該等現金流量的現值。商譽於2015年12月31日的賬面值為人民幣304,440,000元（2014年：人民幣181,494,000元）。詳情載於財務報表附註20。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses and deductible temporary differences at 31 December 2015 was RMB93,356,000 (2014: RMB56,925,000). The amount of unrecognised tax losses at 31 December 2015 was RMB112,636,000 (2014: RMB99,232,000). Further details are contained in note 24 to the financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

非金融資產減價(商譽除外)

本集團於各報告期末評估非金融資產是否出現減值跡象。不確定年期的非金融資產需於年度或有跡象顯示存在減值時進行減值檢測。其他非金融資產於有跡象顯示其賬面值不可收回時進行減值檢測。當資產或現金產生單位之賬面值超過其可收回金額，將被認定為減值。減值為公平值減處置成本與其使用價值之較高金額。計算公平值減處置成本是根據綁定的公平銷售類似的資產交易或可觀察的市場價扣除處置資產而增加的成本。管理層必須評估資產或現金產生單位預期的未來現金流，並選擇一個恰當的貼現率計算現金流的現值。

遞延稅項資產

遞延稅項資產乃就未動用稅項虧損及可抵扣的暫時性差異確認入賬，惟以應課稅溢利可予抵銷該等可扣減未動用稅項虧損及可抵扣的暫時性差異的金額為限。釐定可予確認的遞延稅項資產的金額時，管理層須根據可能的時間安排、未來應課稅溢利連同未來稅項計劃戰略作出重大判斷。於2015年12月31日，有關已確認稅項虧損及可抵扣的暫時性差異的遞延稅項資產賬面值為人民幣93,356,000元(2014年：人民幣56,925,000元)。於2015年12月31日未確認稅項虧損金額為人民幣112,636,000元(2014年：人民幣99,232,000元)。詳情載於財務報表附註24。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Bonus point liabilities

The amount of revenue attributable to the credits award earned by the customers of the Group's loyalty point programme is estimated based on the fair value of the credits awarded and the expected redemption rate. The expected redemption rate is estimated by considering the number of the credits that will be available for redemption in the future after allowing for credits which are not expected to be redeemed. The carrying amount of bonus point liabilities at 31 December 2015 was RMB35,151,000 (2014: RMB31,282,000).

4. NET CURRENT LIABILITIES

As at 31 December 2015, the current liabilities of the Group exceeded its current assets by approximately RMB3,934 million. The Directors have prepared these financial statements on a going concern basis notwithstanding the net current liability position because the Directors expected that the Group will generate sufficient cash inflows from the sales proceeds on the operation of department stores and supermarkets, and will successfully refinance its current interest-bearing debts by various means including but not limited to renewing its existing loans, utilizing its unused bank facilities, and issuing new bonds, to meet its financial obligations when they fall due.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

會員積分負債

本集團忠誠獎勵計劃的客戶所賺取的積分獎勵應佔的收入金額，乃按所授積分獎勵的公平值及預計換領率估計。預計換領率乃考慮日後將可供換領的積分獎勵額，並經扣除預期不會換領的積分獎勵額後作估計。於2015年12月31日會員積分負債的賬面值為人民幣35,151,000元。(2014年：人民幣31,282,000元)。

4. 淨流動負債

於2015年12月31日，本集團流動負債超出其流動資產約人民幣3,934百萬元。儘管本集團有淨流動負債，本公司董事依然以持續經營為基準編制財務報表。本公司董事預期本集團可在運營百貨店及超市銷售所得款項中產生足夠的現金流入，並通過多種方式(包括但不限於續借現有借款，使用剩餘銀行授信額度，發行債券)對帶息債務進行再融資以履行到期償還的義務。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

5. OPERATING SEGMENT INFORMATION

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

- Department store segment
- Supermarket segment

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, finance costs, share of loss of a joint venture, dividend income, fair value gains/(losses) from the Group's financial instruments, fair value gains on disposal available-for-sale listed investments, gains on disposal of unquoted current investments, stated at cost as well as head office and corporate expenses are excluded from this measurement.

Segment assets exclude the Group's investment in a joint venture, investment in an associate, available-for-sale investments, deferred tax assets, restricted cash, long-term time deposits at banks, tax recoverable, amounts due from the Controlling Shareholder, structured deposits, derivative financial instruments, cash and cash equivalents, assets of a disposal group classified as held for sale and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude short-term financing notes interest-bearing bank borrowings, derivative financial instruments, tax payable, liabilities directly associated with the assets classified as held for sale, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

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

5. 經營分部資料

出於管理需要，本集團根據其服務將業務分為多個業務單位，並分成以下兩個可報告經營分部：

- 百貨店分部
- 超市分部

管理層會分別監察經營分部的業績作出資源分配決定並評定其表現。分部表現評估乃根據可報告分部溢利，即經調整除稅前溢利進行。除不包含利息收入、融資成本、分佔合營企業虧損、股息收入、本集團金融工具的收益／（損失）、處置可供出售上市投資的公平值收益、處置按成本計值的非上市短期投資收益以及總辦事處及公司開支外，經調整除稅前溢利之計量方法與本集團除稅前溢利一致。

分部資產不包括本集團合營企業投資、聯營公司投資、可供出售投資、遞延稅項資產、受限貨幣資金、存於銀行的長期定期存款、可收回稅項、應收控股股東款項、結構性存款、衍生金融工具、現金及現金等價物、已終止經營業務分類為持有待售資產和其它未分配總辦事處及公司資產，因該等資產按集團基準管理。

分部負債不包括短期融資券、計息銀行借款、衍生金融工具、應付稅項、與持有待售資產直接有關的負債、遞延稅項負債及其它未分配總辦事處及公司負債，因該等負債按集團基準管理。

分部間銷售及轉讓根據以當時市價向第三方銷售的售價進行交易。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

5. OPERATING SEGMENT INFORMATION (CONTINUED)

5. 經營分部資料(續)

Year ended 31 December 2015 截至2015年12月31日止年度		Department store 百貨店 RMB'000 人民幣千元	Super-market 超市 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment revenue	分部收入			
Sales to external customers	對外部客戶的銷售	1,623,725	2,544,180	4,167,905
Segment results	分部業績	676,162	112,181	788,343
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest and dividend income and unallocated gains	利息及股息收入及未分配收益			66,559
Corporate and other unallocated expenses	公司及其他未分配開支			(122,536)
Share of loss of a joint venture	分佔合營企業虧損			(2,991)
Finance costs	融資成本			(33,768)
Profit before tax	除稅前溢利			695,607
Segment assets	分部資產	9,303,281	1,394,762	10,698,043
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated assets	公司及其他未分配資產			1,517,354
Assets of a disposal group classified as held for sale	已終止經營業務分類為持有待售資產			26,400
Total assets	總資產			12,241,797
Segment liabilities	分部負債	2,723,719	787,682	3,511,401
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated liabilities	公司及其他未分配負債			3,507,919
Liabilities directly associated with the assets classified as held for sale	與持有待售資產直接相關的負債			4,769
Total liabilities	總負債			7,024,089
Other segment information	其他分部資料			
Depreciation and amortisation	折舊及攤銷	264,445	76,495	340,940
Corporate and other unallocated amounts	公司及其他未分配款項			4,450
Total depreciation and amortisation	折舊及攤銷合計			345,390
Provision/(write-back of provision) for slow-moving inventories	滯銷存貨撥備/(撥備撥回)	847	(546)	301
Impairment of property, plant and equipment	物業、廠房及設備減值準備	33,000	-	33,000
Capital expenditure	資本開支	2,676,971	292,846	2,969,817
Corporate and other unallocated amounts	公司及其他未分配款項			10,539
Total capital expenditure *	總資本開支*			2,980,356

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

5. OPERATING SEGMENT INFORMATION (CONTINUED)

Year ended
31 December 2014
截至2014年12月31日止年度

5. 經營分部資料(續)

		Department store 百貨店 RMB' 000 人民幣千元	Super-market 超市 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Segment revenue	分部收入			
Sales to external customers	對外部客戶的銷售	1,702,744	2,573,540	4,276,284
Segment results	分部業績	822,719	135,752	958,471
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest and dividend income and unallocated gains	利息及股息收入及未分配收益			187,558
Corporate and other unallocated expenses	公司及其他未分配開支			(127,135)
Share of loss of a joint venture	分佔合營企業虧損			(49,426)
Finance costs	融資成本			(49,201)
Profit before tax	除稅前溢利			920,267
Segment assets	分部資產	7,439,677	1,282,561	8,722,238
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated assets	公司及其他未分配資產			2,570,594
Investment in a joint venture	合營企業投資			237,851
Investment in an associate	聯營公司投資			45,166
Assets of a disposal group classified as held for sale	已終止經營業務分類為持有待售資產			26,400
Total assets	總資產			11,602,249
Segment liabilities	分部負債	2,502,685	642,208	3,144,893
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated liabilities	公司及其他未分配負債			3,255,364
Liabilities directly associated with the assets classified as held for sale	與持有待售資產直接相關的負債			4,769
Total liabilities	總負債			6,405,026
Other segment information	其他分部資料			
Depreciation and amortisation	折舊及攤銷	257,566	70,772	328,338
Corporate and other unallocated amounts	公司及其他未分配款項			4,476
Total depreciation and amortisation	折舊及攤銷合計			332,814
(Write-back of provision)/provision for slow-moving inventories	滯銷存貨(撥備撥回)/撥備	(970)	1,688	718
Impairment of goodwill	商譽減值準備	25,000	-	25,000
Capital expenditure	資本開支	583,024	57,476	640,500
Corporate and other unallocated amounts	公司及其他未分配款項			5,277
Total capital expenditure *	總資本開支*			645,777

* Capital expenditure consists of additions to property, plant and equipment, prepaid land premiums and other intangible assets including assets from the acquisition of subsidiaries.

* 資本開支包括添置物業、廠房及設備、預付土地出讓金及其他無形資產(包括來自收購附屬公司的資產)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

5. OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information

All of the Group's revenue is derived from customers based in Mainland China and all of the non-current assets of the Group are located in Mainland China.

Information about major customers

No revenue derived from sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the year.

6. REVENUE

Revenue represents the net amount received and receivable for goods sold by the Group to external customers, less allowances for returns and trade discounts; commission income from concessionaire sales, net of sales taxes and surcharges; and other revenue that arises in the ordinary course of business.

An analysis of revenue is as follows:

Sales of goods – direct sales	商品銷售—直接銷售
Commission income from concessionaire sales (Note)	來自特許專營銷售佣金收入(附註)
Total turnover	總營業額
Rental income	租金收入
Provision of food and beverage service	提供餐飲服務
Total revenue	總收入

Note:

The commission income from concessionaire sales is analysed as follows:

Gross revenue from concessionaire sales	特許專營銷售所得款項
Commission income from concessionaire sales	特許專營銷售佣金收入

5. 經營分部資料(續)

地區資料

本集團所有收入來自中國內地客戶，而本集團所有非流動資產位於中國內地。

主要客戶的資料

於本年度並無單一客戶或共同控制下的一組客戶的銷售佔本集團收入10%或以上。

6. 收入

收入指本集團對外部客戶銷售貨品之已收和應收款項減退貨及貿易折扣撥備；來自特許專營銷售佣金收入扣除銷售稅及附加費；以及一般業務過程中產生的其他收入。

收入分析呈列如下：

2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
2,754,409	2,790,087
1,278,120	1,359,633
4,032,529	4,149,720
133,987	120,272
1,389	6,292
4,167,905	4,276,284

附註：

特許專營銷售佣金收入分析如下：

2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
7,807,255	8,139,055
1,278,120	1,359,633

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

7. OTHER INCOME AND GAINS

7. 其他收入及收益

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Other income	其他收入		
Fee income from suppliers	來自供應商的其他收入	534,379	528,449
Interest income	利息收入	47,900	127,919
Dividend income from available-for-sale listed investments	來自可供出售上市投資的股息收入	-	3,301
Subsidy income	補貼收入	17,461	22,523
Others	其他	5,094	5,336
		604,834	687,528
Gains	收益		
Gains on disposal of unquoted current investments stated at cost	處置按成本計值的非上市短期投資收益	-	1,736
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	1,430	-
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認在綜合收益表其他收入及收益中的並購收益	95	-
Fair value gains, net:	公平值收益，淨額：		
Available-for-sale listed investments (transfer from equity on disposal)	可供出售上市投資（從權益變動轉入）	-	31,300
Derivative instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合對沖定義之交易	-	607
		1,525	33,643
		606,359	721,171

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

8. OTHER EXPENSES

Other expenses mainly include impairment of goodwill, impairment of property, plant and equipment, utility expenses, advertising and promotion expenses, loss on disposal of property, plant and equipment, office expenses, maintenance costs, travelling expenses, entertainment expenses, property tax and government surcharges and other miscellaneous expenses.

9. FINANCE COSTS

An analysis of finance costs is as follows:

Interest on short-term financing notes	短期融資券利息
Interest on bank borrowings wholly payable within five years	須於五年內全部償還銀行借款的利息
Less: Interest capitalised	扣減：資本化利息

8. 其他開支

其他開支主要包括商譽減值準備、物業、廠房及設備減值準備、水電開支、廣告宣傳費用、物業、廠房及設備的處置虧損、辦公室開支、維護及耗材費用、差旅費、業務招待費、財產稅、政府附加費用和其他雜項開支。

9. 融資成本

融資成本分析如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
8,247	10,957
92,720	78,612
(67,199)	(40,368)
33,768	49,201

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

10. PROFIT BEFORE TAX

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

10. 除稅前溢利

本集團的除稅前溢利已扣除/(計入)下列各項：

		Notes 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cost of inventories sold	存貨銷售成本		2,413,697	2,438,674
Provision for slow-moving inventories	滯銷存貨撥備		301	718
Depreciation	折舊	17	330,484	318,062
Amortisation of prepaid land premiums	預付土地出讓金攤銷	18	11,843	11,689
Amortisation of other intangible assets	其他無形資產攤銷	19	3,063	3,063
Impairment of goodwill*	商譽減值準備*	20	-	25,000
Impairment of property, plant and equipment*	物業、廠房及設備減值準備*	17	33,000	-
Loss on disposal of items of property, plant and equipment*	處置物業、廠房及設備的損失*		10,882	9,240
Minimum lease payments under operating leases:	經營租賃下最低租金：			
Land and buildings	土地及樓宇		118,308	98,196
Auditors' remuneration	核數師酬金		2,904	2,936
Staff costs including Directors' and chief executive's remuneration (Note 11):	員工成本(包括董事及行政總裁薪酬)(附註11)：			
Wages, salaries and bonuses	工資、薪金及花紅		448,839	435,062
Pension scheme contributions	退休金計劃供款		61,467	58,155
Other social security costs	其他社會保險費用		99,927	89,515
Foreign exchange differences, net	匯兌差額，淨額		19,909	13,448
Dividend income from available-for-sale listed investments	來自可供出售上市投資的股息收入	7	-	(3,301)
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	7	(1,430)	-
Gains on disposal of unquoted current investments stated at cost	處置按成本計值的非上市當期投資收益	7	-	(1,736)
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認在綜合收益表其他收入及收益中的並購收益	7	(95)	-
Fair value gains, net:	公平值收益，淨額：			
Available-for-sale listed investments (transfer from equity on disposal)	可供出售上市投資(從權益變動轉入)	7	-	(31,300)
Derivative instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合對沖定義之交易	7	389	(607)
Share of loss of a joint venture	分佔合營企業虧損		2,991	49,426

* The impairment of goodwill and impairment of property, plant and equipment are included in "Other expenses" in the consolidated statement of profit or loss.

* 商譽減值準備及物業、廠房及設備減值準備包含在綜合收益表的「其他開支」。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, 383(1)(a),(b),(c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies Regulation (Disclosure of Information about Benefits of Directors), is as follows:

Fees	袍金
Other emoluments:	其他薪酬：
Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休金計劃供款

(a) *Independent non-executive directors*

The fees paid to independent non-executive directors during the year were as follows:

Mr. Lin Zhijun	林志軍先生
Mr. Zhang Weijiong	張維炯先生
Mr. Cheung Yat Ming	張一鳴先生

There were no other emoluments payable to the independent non-executive directors during the year.

11. 董事及行政總裁薪酬

根據上市規則香港《公司條例》第383(1)(a),(b),(c),(f)條及公司制度第2節(董事薪酬信息披露)，董事及高管於有關期間的薪酬信息披露如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
585	536
4,406	4,373
114	100
4,520	4,473
5,105	5,009

(a) *獨立非執行董事*

於有關期間支付給獨立非執行董事的袍金如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
195	189
195	189
195	158
585	536

於有關期間並無應付給獨立非執行董事的其他酬金。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors, non-executive director and the chief executive

11. 董事及行政總裁薪酬(續)

(b) 執行董事、非執行董事及行政總裁

		Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		薪金、津貼 及實物利益	退休金 計劃供款	薪酬合計
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
2015	2015年			
Executive directors:	執行董事：			
Mr. Chen Jianqiang	陳建強先生	-	1,054	1,073
Mr. Tao Qingrong ⁽ⁱ⁾	陶慶榮先生 ⁽ⁱ⁾	-	2,017	2,032
Mr. Yu Yaoming	俞堯明先生	-	1,140	1,220
		-	4,211	4,325
Non-executive director:	非執行董事：			
Mr. Fung Hiu Chuen, John	馮曉邨先生	-	195	195
		-	4,406	4,520
		Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		薪金、津貼 及實物利益	退休金 計劃供款	薪酬合計
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
2014	2014年			
Executive directors:	執行董事：			
Mr. Chen Jianqiang	陳建強先生	-	1,024	1,037
Mr. Tao Qingrong ⁽ⁱ⁾	陶慶榮先生 ⁽ⁱ⁾	-	1,902	1,915
Mr. Fung Hiu Lai ⁽ⁱⁱ⁾	馮曉黎先生 ⁽ⁱⁱ⁾	-	118	118
Mr. Yu Yaoming	俞堯明先生	-	1,140	1,214
		-	4,184	4,284
Non-executive director:	非執行董事：			
Mr. Fung Hiu Chuen, John	馮曉邨先生	-	189	189
		-	4,373	4,473

- (i) Mr. Tao Qingrong is also the chief executive of the Group.
- (ii) Mr. Fung Hiu Lai resigned as an executive director of the Company with effect from 11 March 2014.

- (i) 陶慶榮先生亦是本集團的行政總裁。
- (ii) 馮曉黎先生於2014年3月11日辭委本公司執行董事職務。

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

於有關期間並無董事或行政總裁放棄或同意放棄任何薪酬的安排。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included three (2014: three) directors, details of whose remuneration are set out in note 11 above. Details of the remuneration of the remaining two (2014: two) highest paid employees who are neither a director nor chief executive of the Company for the year are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休金計劃供款

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

Nil to RMB1,000,000	人民幣零至一百萬元
RMB1,000,001 to RMB1,500,000	人民幣一百萬零一元至 人民幣一百五十萬元

12. 五位最高僱員薪酬

於有關期間，五名最高薪僱員其中3名董事（2014年：3名董事）薪酬詳情見以上附註11。其餘2名（2014年：2名）既不是董事也不是行政總裁，於有關期間的酬金詳情如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
2,197	2,164
87	78
2,284	2,242

所有非董事及非行政總裁最高薪酬僱員的人數在下列薪酬範圍內進行列示：

Number of employees 僱員數	
2015 二零一五年	2014 二零一四年
-	-
2	2
2	2

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

13. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. The Group and the Company are not liable for income tax in Hong Kong as they did not have assessable income sourced from Hong Kong during the year.

The Company is a tax-exempted company incorporated in the Cayman Islands.

Under the People's Republic of China (the "PRC") Corporate Income Tax Law (the "New CIT Law"), the income tax rate became 25% starting from 1 January 2008. Therefore, provision for the PRC income tax has been made at the applicable income tax rate of 25% (2014: 25%) on the assessable profits of the PRC Subsidiaries.

13. 所得稅

本集團須以實體基準就本集團成員公司於其註冊及經營所在司法權區所產生或取得的溢利支付所得稅。本集團及本公司毋須繳納香港所得稅，因為其於有關期間並無源自香港的應課稅收入。

本公司為於開曼群島註冊成立的免税公司。

依據中華人民共和國(「中國」)企業所得稅法(「新企業所得稅法」)，自2008年1月1日起所得稅率為25%，因此，對中國附屬公司應課稅溢利按適用所得稅率25% (2014年：25%) 進行中國所得稅撥備。

Current – PRC corporate income tax charge for the year	即期一年內中國企業所得稅開支
Deferred (Note 24)	遞延稅項(附註24)
Total tax charge for the year	年內稅項開支總額

2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
207,390	257,692
(1,989)	17,004
205,401	274,696

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

13. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

Profit before tax	除稅前溢利
Tax at the statutory tax rate of 25% (2014: 25%)	按法定稅率25%計算的稅項 (2014年: 25%)
Expenses not deductible for tax	不可扣稅的開支
Losses attributable to a joint venture	分佔合營企業的虧損
Effect of withholding tax on the distributable profits of the PRC Subsidiaries	預扣稅對中國附屬公司可分派溢利的影響
Tax losses not recognised	未確認稅項虧損
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支

The share of tax credit attributable to a joint venture amounting to RMB186,000 (2014: RMB1,138,000) is included in "Share of loss of a joint venture" in the consolidated statement of profit or loss.

13. 所得稅(續)

按本公司及其大部分附屬公司註冊所在司法權區法定稅率計算的除稅前溢利所適用的稅項開支與按實際稅率計算的稅項開支的對賬如下:

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
695,607	920,267
173,902	230,067
14,343	9,316
748	12,357
13,057	14,382
3,351	8,574
205,401	274,696

分佔合營企業稅項抵免人民幣186,000元(2014年: 人民幣1,138,000元)已包括在綜合收益表之分佔合營企業的虧損中。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

14. DIVIDENDS

14. 股息

		2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
Interim – HK\$4 cents (2014: HK\$8 cents) per ordinary share	中期－普通股每股港幣4仙 (2014年：港幣8仙)	80,535	156,274
Proposed final – HK\$7 cents (2014: HK\$9 cents) per ordinary share	擬派發末期股息－普通股 每股港幣7仙 (2014年：港幣9仙)	142,332	174,244
		222,867	330,518

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

本年度擬派發末期股息須於應屆股東週年大會上待本公司股東批准。

The amount which the PRC Subsidiaries can legally distribute by way of dividend is determined by reference to the distributable profits as reflected in their PRC statutory financial statements prepared in accordance with the accounting rules and regulations in the PRC ("PRC GAAP").

中國附屬公司可透過股息合法分派，金額乃參考其根據中國公認會計原則編製的中國法定財務報表所反映的可供分派溢利釐定。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

15. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of RMB480,288,000 (2014: RMB634,065,000), and the weighted average number of ordinary shares of 2,435,780,337 (2014: 2,472,022,956) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2015 and 2014.

16. EMPLOYEE RETIREMENT BENEFITS

The PRC Subsidiaries participate in defined contribution retirement benefit plans organised by the relevant government authorities for their employees in Mainland China and contribute to these plans based on a certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans.

The Group has no further obligation for post-retirement benefits beyond the contributions made. The contributions to these plans are recognised as employee benefit expenses when incurred.

15. 母公司普通股權持有人應佔每股溢利

每股基本溢利乃基於年度母公司普通股權持有人應佔溢利人民幣480,288,000元(2014年:人民幣634,065,000元)和年內已發行普通股加權平均數2,435,780,337股(2014年:2,472,022,956股)計算。

截至2015年12月31日及2014年12月31日止年度,本集團未發行對普通股有潛在攤薄影響的權益工具。

16. 僱員退休福利

根據中國有關法規的規定,中國附屬公司已參與界定供款退休計劃。全體中國附屬公司僱員均有權享有相當於其退休日期最後受僱的所在地區內的平均薪酬金額的固定比例年度退休金。在此計劃下,相關政府機構對所有現有及未來退休的僱員承擔應付的僱員退休福利。

除上述供款外,本集團並無責任就其他退休金福利付款。向該等計劃的供款於發生時確認為僱員福利開支。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Renovation Land and buildings	and leasehold improvements	Machinery	Motor vehicles	Furniture and office equipment 傢俬及 辦公室設備	Construction in progress	Total
		土地及樓宇 RMB' 000 人民幣千元	翻新及裝修 RMB' 000 人民幣千元	機器 RMB' 000 人民幣千元	汽車 RMB' 000 人民幣千元	辦公設備 RMB' 000 人民幣千元	在建工程 RMB' 000 人民幣千元	總計 RMB' 000 人民幣千元
31 December 2015	2015年12月31日							
At 31 December 2014 and at 1 January 2015:	於2014年12月31日 及2015年1月1日							
Cost or valuation	成本或估值	5,356,314	805,935	547,759	11,646	168,303	1,109,332	7,999,289
Accumulated depreciation and impairment	累計折舊及減值準備	(854,394)	(300,705)	(278,625)	(8,039)	(108,868)	-	(1,550,651)
Net carrying amount	賬面淨值	4,501,920	505,230	269,134	3,607	59,415	1,109,332	6,448,638
At 1 January 2015, net of accumulated depreciation and impairment	於2015年1月1日 減除累計折舊 及減值準備	4,501,920	505,230	269,134	3,607	59,415	1,109,332	6,448,638
Additions	添置	455,381	27,679	31,982	1,642	18,666	1,119,224	1,654,574
Acquisition of a subsidiary (note 36)	收購一間附屬公司(附註36)	341,719	13,049	29,556	1,134	377	86,132	471,967
Depreciation provided during the year	年度累計折舊	(155,933)	(98,866)	(50,913)	(1,875)	(22,897)	-	(330,484)
Impairment	減值準備	-	(12,258)	(20,742)	-	-	-	(33,000)
Transfers	轉撥	972,518	(8,503)	85,209	-	5,338	(1,054,562)	-
Disposal	處置	(9,735)	(1,577)	(370)	(241)	(416)	-	(12,339)
At 31 December 2015, net of accumulated depreciation and impairment	於2015年12月31日 減除累計折舊 及減值準備	6,105,870	424,754	343,856	4,267	60,483	1,260,126	8,199,356
At 31 December 2015:	於2015年12月31日							
Cost or valuation	成本或估值	7,113,173	832,958	693,626	13,585	188,597	1,260,126	10,102,065
Accumulated depreciation and impairment	累計折舊及減值準備	(1,007,303)	(408,204)	(349,770)	(9,318)	(128,114)	-	(1,902,709)
Net carrying amount	賬面淨值	6,105,870	424,754	343,856	4,267	60,483	1,260,126	8,199,356

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

17. 物業、廠房及設備(續)

		Renovation Land and buildings	and leasehold improvements	Machinery	Motor vehicles	Furniture and office equipment	Construction in progress	Total
		土地及樓宇	翻新及裝修	機器	汽車	傢俬及 辦公室設備	在建工程	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2014	於2014年12月31日							
At 1 January 2014	於2014年1月1日							
Cost or valuation	成本或估值	5,349,183	693,280	535,376	12,085	157,214	637,110	7,384,248
Accumulated depreciation and impairment	累計折舊及減值準備	(697,764)	(224,965)	(232,394)	(6,836)	(90,683)	-	(1,252,642)
Net carrying amount	賬面淨值	4,651,419	468,315	302,982	5,249	66,531	637,110	6,131,606
At 1 January 2014, net of accumulated depreciation and impairment	於2014年1月1日· 減除累計折舊 及減值準備	4,651,419	468,315	302,982	5,249	66,531	637,110	6,131,606
Additions	添置	5,991	42,735	5,911	497	12,551	578,092	645,777
Depreciation provided during the year	年度折舊撥備	(156,698)	(87,540)	(48,476)	(2,044)	(23,304)	-	(318,062)
Transfers	轉撥	1,711	90,373	9,209	-	4,577	(105,870)	-
Disposals	處置	(503)	(8,653)	(492)	(95)	(940)	-	(10,683)
At 31 December 2014, net of accumulated depreciation and impairment	於2014年12月31日· 減除累計折舊 及減值準備	4,501,920	505,230	269,134	3,607	59,415	1,109,332	6,448,638
At 31 December 2014: Cost or valuation	於2014年12月31日· 成本或估值	5,356,314	805,935	547,759	11,646	168,303	1,109,332	7,999,289
Accumulated depreciation and impairment	累計折舊 及減值準備	(854,394)	(300,705)	(278,625)	(8,039)	(108,888)	-	(1,550,651)
Net carrying amount	賬面淨值	4,501,920	505,230	269,134	3,607	59,415	1,109,332	6,448,638

At 31 December 2015, the application for transferring the land use right certificate to property ownership certificate for the Group's land and buildings amounting to RMB402,596,000 (2014: RMB418,818,000) was still in progress.

於2015年12月31日，本集團仍在為價值人民幣402,596,000元(2014年：人民幣418,818,000元)的土地及樓宇申請物業所有權證。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

18. PREPAID LAND PREMIUMS

Carrying amount at 1 January	於1月1日的賬面值
Additions	添置
Government grant related to prepaid land premiums	與預付土地出讓金相關的政府撥款
Amortisation capitalised as property, plant and equipment for the year	年度攤銷資本化為物業、廠房及設備
Recognised as expenses during the year	確認為年度開支
Carrying amount at 31 December	於12月31日的賬面值

The leasehold land is situated in Mainland China and is held under a long-term lease.

At 31 December 2015, the application for acquiring the land use right certificate for the Group's land amounting to RMB402,900,000 (2014: Nil) was still in progress.

19. OTHER INTANGIBLE ASSETS

Lease agreement buyouts	租賃協議買斷
Carrying amount at 1 January	於1月1日的賬面值
Recognised as expenses during the year	確認為年度開支
Carrying amount at 31 December	於12月31日的賬面值

The lease agreement buyouts represented the Group's payment to old tenants to buy out lease agreements, and were amortised over the lease terms on the straight-line basis.

18. 預付土地出讓金

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
872,334	899,433
853,815	-
-	(1,748)
(33,525)	(13,662)
(11,843)	(11,689)
1,680,781	872,334

租賃土地位於中國境內，並根據租約長期持有。

於2015年12月31日，本集團仍在為價值人民幣402,900,000元（2014年：無）的土地出讓金申請所有權證。

19. 其他無形資產

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
38,349	41,412
(3,063)	(3,063)
35,286	38,349

租賃協議買斷指本集團向原租戶付款以買斷租賃協議，並按直線法在租賃期內攤銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

20. GOODWILL

20. 商譽

		RMB' 000 人民幣千元
At 1 January 2014:	於2014年1月1日：	
Cost	成本	206,494
Net carrying amount	賬面淨值	206,494
Cost at 1 January 2014, net of accumulated impairment	於2014年1月1日成本：	206,494
Impairment during the year (Note)	扣減累計減值 期內減值(附註)	(25,000)
At 31 December 2014	於2014年12月31日	181,494
At 31 December 2014:	於2014年12月31日：	
Cost	成本	206,494
Accumulated impairment	累計減值準備	(25,000)
Net carrying amount	賬面淨值	181,494
Cost at 1 January 2015, net of accumulated impairment	於2015年1月1日成本· 扣減累計減值	181,494
Acquisition of a subsidiary (Note 36)	收購附屬公司(附註36)	122,946
Cost and net carrying amount at 31 December 2015	於2015年12月31日 成本及賬面淨值	304,440
At 31 December 2015:	於2015年12月31日：	
Cost	成本	329,440
Accumulated impairment	累計減值準備	(25,000)
Net carrying amount	賬面淨值	304,440

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

20. GOODWILL (CONTINUED)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the department store cash-generating unit for impairment testing. The recoverable amount of the cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 13.5% (2014: 15%).

The growth rate used to extrapolate the cash flows of the cash-generating unit beyond the five-year period from the end of the reporting period is 3% for all years. This growth rate is below the average growth rate of the retail industry for the past 10 years. Senior management of the Company believes that using a lower growth rate is a more conservative and reliable choice for the purpose of this impairment testing.

Assumptions were used in the value in use calculation of the department store cash-generating unit for 31 December 2015 and 31 December 2014. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill.

Store revenue:

the bases used to determine the future earnings potential are average historical sales and expected growth rates of the retail market in Mainland China.

Gross margins:

the basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Expenses:

the basic factors used to determine the values assigned are staff costs, rental expenses and other expenses. Values assigned to the key assumptions reflect past experience and management's commitment to maintain the Company's operating expenses at an acceptable level.

20. 商譽(續)

商譽減值檢測

透過業務合併產生的商譽已分配至百貨店現金產生單位作減值檢測。現金產生單位的可收回金額乃根據使用價值計算釐定。為計算該金額，會根據高級管理人員所批准涵蓋五年期間的財政預算編製現金流量預測。所有年度現金流量預測適用的貼現率為13.5% (2014年：15%)。

所有年度用於預測自報告期末起計五年期間後現金產生單位的現金流量所使用的增長率為3%。該增長率低於過往10年零售行業的平均增長率。本公司高級管理人員相信，使用較低的增長率就該減值檢測而言乃較保守及可靠的選擇。

假設被用於計算2015年12月31日及2014年12月31日百貨店現金產生單位。以下載列管理層用於商譽減值檢測時的主要假設。

百貨店收入：

用於釐定未來盈利潛力的基準為平均過往銷售記錄以及中國內地零售市場的預期增長率。

毛利率：

用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

開支：

用於釐定指定價值的基本因素為員工成本、租賃開支及其他開支。分配予主要假設的價值反映過往經驗及管理層承擔將本公司營運開支維持於可接受水準。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

20. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

Discount rate:

the discount rate used is after tax and reflects management's estimate of the risks specific to the cash-generating unit. In determining an appropriate discount rate for the unit, regard has been given to the applicable borrowing rate of the industry in the current year.

Sensitivity to changes in assumptions

With regard to the assessment of value in use of the department store cash-generating unit, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value, including goodwill, of the cash-generating unit to materially exceed the recoverable amount.

Note:

As at 31 December 2014, as the progress of extension and renovation of existing property of Yangzhou Fengxiang Commerce Co., Ltd. ("Yangzhou Fengxiang") did not meet management's expectation, management recognised an impairment charge of RMB25,000,000 against the carrying amount of RMB56,720,000.

21. INVESTMENT IN A JOINT VENTURE

Share of net assets	分佔資產淨值
Goodwill on acquisition	收購之商譽
Loan to a joint venture	對合營企業貸款
As at 31 December	於12月31日

20. 商譽(續)

商譽減值檢測(續)

貼現率:

所用貼現率已除稅，並反映管理層對每產生現金單位特有風險的估計。就每單位釐定合適貼現率時，已考慮有關年度業內的適用借貸率。

假設變動的敏感度

在對百貨店現金產生單位使用價值作出評估時，管理層相信上述任何主要假設可能出現的合理變動不會致使現金產生單位的賬面值(包括商譽)遠超於其可收回金額。

附註:

於2014年12月31日，由於揚州豐祥商業有限公司(「揚州豐祥」)的擴建及改造現有物業未達管理層預期，管理層決定對賬面值人民幣56,720,000元商譽確認減值人民幣25,000,000元。

21. 合營企業投資

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
-	102,256
-	105,595
-	207,851
-	30,000
-	237,851

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

22. AVAILABLE-FOR-SALE INVESTMENTS

Unlisted equity investments, at cost	非上市股權投資，按成本計值
Total non-current available-for-sale investments	非流動可供出售投資總額

As at 31 December 2015, certain unlisted equity investments with a carrying amount of RMB110,000 (2014: RMB110,000) were stated at cost less impairment. The Directors are of the opinion that their fair value cannot be measured reliably.

22. 可供出售投資

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
110	110
110	110

於2015年12月31日，賬面值為人民幣110,000元（2014年：人民幣110,000元）的非上市股權投資以扣除減值後的成本列示。董事認為該等投資的公平價值不能可靠計量。

23. LONG-TERM PREPAYMENTS

Rental prepayments	預付租金
Prepayment for acquisition of a subsidiary	收購附屬公司預付款
Prepayment for purchases of land and buildings	購買土地及樓宇預付款項

23. 長期預付款項

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
24,752	21,982
-	20,000
51,039	572,942
75,791	614,924

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

24. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

		Losses available for offsetting against future taxable profits 可供抵銷未來 應課稅溢利的虧損 RMB' 000 人民幣千元	Loss on disposal of assets 處置資產 虧損 RMB' 000 人民幣千元	Accrued rental expenses 應計租金 開支 RMB' 000 人民幣千元	Bonus point liabilities 會員 積分負債 RMB' 000 人民幣千元	Available- for-sale investments 可供出售投資 RMB' 000 人民幣千元	Others ⁽ⁱ⁾ 其他 ⁽ⁱ⁾ RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Gross deferred tax assets at 1 January 2014	於2014年1月1日 遞延稅項資產總額	8,395	13,396	8,199	11,575	448	12,476	54,489
Deferred tax charged to equity during the year	年內計入權益的 遞延稅項	-	-	-	-	(448)	-	(448)
Deferred tax credited/(charged) to the statement of profit or loss during the year (Note 13)	年內計入/(扣除) 收益表的遞延稅項 (附註13)	3,287	955	2,747	(3,754)	-	(351)	2,884
Gross deferred tax assets at 31 December 2014 and 1 January 2015	於2014年12月31日 及2015年1月1日的 遞延稅項資產總額	11,682	14,351	10,946	7,821	-	12,125	56,925
Acquisition of a subsidiary	收購附屬公司	-	-	4,297	-	-	-	4,297
Deferred tax credited/(charged) to the statement of profit or loss during the year (Note 13)	年內計入/(扣除) 收益表的遞延稅項 (附註13)	30,354	(3,112)	2,567	967	-	1,358	32,134
Gross deferred tax assets at 31 December 2015	2015年12月31日的 遞延稅項資產總額	42,036	11,239	17,810	8,788	-	13,483	93,356

Note:

- (i) Others mainly arise from temporary differences caused by pre-operating expenses, accrued expenses and inventory provision.

Deferred tax assets have not been recognised in respect of tax losses arising in Mainland China of RMB112,636,000 (2014: RMB99,232,000) that will expire in one to five years for offsetting against future taxable profits, as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

24. 遞延稅項

於有關期間的遞延稅項資產及負債的變動如下：

遞延稅項資產

		Losses available for offsetting against future taxable profits 可供抵銷未來 應課稅溢利的虧損 RMB' 000 人民幣千元	Loss on disposal of assets 處置資產 虧損 RMB' 000 人民幣千元	Accrued rental expenses 應計租金 開支 RMB' 000 人民幣千元	Bonus point liabilities 會員 積分負債 RMB' 000 人民幣千元	Available- for-sale investments 可供出售投資 RMB' 000 人民幣千元	Others ⁽ⁱ⁾ 其他 ⁽ⁱ⁾ RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Gross deferred tax assets at 1 January 2014	於2014年1月1日 遞延稅項資產總額	8,395	13,396	8,199	11,575	448	12,476	54,489
Deferred tax charged to equity during the year	年內計入權益的 遞延稅項	-	-	-	-	(448)	-	(448)
Deferred tax credited/(charged) to the statement of profit or loss during the year (Note 13)	年內計入/(扣除) 收益表的遞延稅項 (附註13)	3,287	955	2,747	(3,754)	-	(351)	2,884
Gross deferred tax assets at 31 December 2014 and 1 January 2015	於2014年12月31日 及2015年1月1日的 遞延稅項資產總額	11,682	14,351	10,946	7,821	-	12,125	56,925
Acquisition of a subsidiary	收購附屬公司	-	-	4,297	-	-	-	4,297
Deferred tax credited/(charged) to the statement of profit or loss during the year (Note 13)	年內計入/(扣除) 收益表的遞延稅項 (附註13)	30,354	(3,112)	2,567	967	-	1,358	32,134
Gross deferred tax assets at 31 December 2015	2015年12月31日的 遞延稅項資產總額	42,036	11,239	17,810	8,788	-	13,483	93,356

附註：

- (i) 其他主要來自營運前開支，應計開支及存貨撥備導致的臨時差異。

在中國內地於一至五年內到期的用於抵銷未來應稅溢利的金額為人民幣112,636,000元（2014年：人民幣99,232,000元）的稅項虧損並未確認為遞延稅項資產，因為產生該等稅項虧損的附屬公司已虧損一段時間，並且預計不會產生應稅溢利用於抵銷稅項虧損。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

24. DEFERRED TAX (CONTINUED)

Deferred tax liabilities

24. 遞延稅項 (續)

遞延稅項負債

		Fair value adjustments arising from acquisition of subsidiaries			Total
		因收購附屬公司產生的公平值調整	Withholding taxes ⁽ⁱⁱ⁾ 預扣稅 ⁽ⁱⁱ⁾	Others ⁽ⁱⁱ⁾ 其他 ⁽ⁱⁱ⁾	
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Gross deferred tax liabilities at 1 January 2014	於2014年1月1日的遞延稅項負債總額	365,164	30,526	78,512	474,202
Realisation during the year	年內已實現	-	(25,605)	-	(25,605)
Deferred tax charged/(credited) to the statement of profit or loss during the year (Note 13)	年內記入/(扣除)收益表的遞延稅項(附註13)	(15,455)	14,382	20,961	19,888
Gross deferred tax liabilities at 31 December 2014 and at 1 January 2015	於2014年12月31日及2015年1月1日的遞延稅項負債總額	349,709	19,303	99,473	468,485
Realisation during the year	年內已實現	-	(15,750)	-	(15,750)
Acquisition of a subsidiary	收購附屬公司	78,350	-	-	78,350
Deferred tax charged/(credited) to the statement of profit or loss during the year (Note 13)	年內記入/(扣除)收益表的遞延稅項(附註13)	(12,267)	13,057	29,355	30,145
Gross deferred tax liabilities at 31 December 2015	於2015年12月31日的遞延稅項負債總額	415,792	16,610	128,828	561,230

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

24. DEFERRED TAX (CONTINUED)

Deferred tax liabilities (continued)

Notes:

- (i) Pursuant to the New CIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% according to managements' best estimation. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

In the opinion of the Directors, it is not probable that these subsidiaries will, in the foreseeable future, distribute earnings with an aggregate amount of temporary differences of RMB1,182,984,000 (2014: RMB921,840,000) associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised at 31 December 2015.

- (ii) Others mainly arise from temporary differences caused by capitalised interest and accelerated tax deduction of property, plant and equipment.

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨額
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨額

24. 遞延稅項 (續)

遞延稅項負債 (續)

附註:

- (i) 根據新企業所得稅法，在中國內地成立的外資企業向外國投資者所宣派的股息須繳交10%預扣稅，此規定自2008年1月1日起生效，適用於2007年12月31日後的盈利。倘中國內地與外國投資者所屬司法權區訂有稅務協議，或可按較低稅率繳交預扣稅。就本集團而言，根據管理層的合理估計適用稅率為5%。因此，本集團須就中國內地成立的附屬公司於2008年1月1日起所獲盈利分派的股息繳交預扣稅。

於2015年12月31日，董事認為在中國內地投資的附屬公司在可預見的將來不可能分配累計金額為人民幣1,182,984,000元(2014年：人民幣921,840,000元)的投資收益，相關暫時性差異產生的遞延所得稅負債也未予確認。

- (ii) 其他主要因資本化利息引致的臨時差額及物業、廠房和設備的加速減稅而產生。

就呈列目的而言，若干遞延稅項資產及負債已於綜合財務狀況表抵銷。以下為就財務呈報目的對本集團的遞延稅項結餘進行之分析：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
91,727	54,197
(559,600)	(465,757)
(467,873)	(411,560)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

25. INVENTORIES

Store merchandise, at cost or net realisable value
店舖商品，按成本或可變現淨值計值
Low value consumables
低價消費品

At 31 December 2015, the Group's inventories with a carrying amount of RMB15,340,000 (2014: RMB17,813,000) were carried at fair value less costs to sell.

26. TRADE RECEIVABLES

All of the Group's sales are on a cash basis except for certain bulk sales of merchandise which are credit sales. The credit terms offered to customers are generally one month.

None of the balances of the trade receivables at each reporting date is either past due or impaired.

An aged analysis of the trade receivables at each reporting date, based on the invoice date, is as follows:

Within one month
一個月內

25. 存貨

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
	321,989	322,044
	980	1,011
	322,969	323,055

於2015年12月31日，本集團賬面值為人民幣15,340,000元（2014年：人民幣17,813,000元）的存貨，乃基於公平值減銷售成本淨額計量。

26. 應收貿易款項

除若干大宗商品銷售為信貸銷售外，本集團所有銷售均按現金基準進行。授予客戶的信貸期一般為一個月。

於各報告日期的所有應收貿易款項結餘並無逾期，亦無出現減值。

於各報告日期應收貿易款項按發票日期劃分的賬齡分析如下：

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
	9,781	12,164

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

27. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Value-added tax recoverable	可收回增值稅
Prepayments to suppliers	向供應商預付款項
Other receivables from suppliers	向供應商其他應收款項
Prepaid rental and deposits	預付租金及按金
POS receivables	POS應收款項
Interest receivables	應收利息
Prepayment for acquisition of non-controlling interests	收購非控股權益款項
Other deposits and receivables	其他按金及應收款項

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

28. STRUCTURED DEPOSITS

Structured deposits in licensed banks in the PRC, at amortised cost	於中華人民共和國持牌銀行的結構性存款，以攤銷成本計量
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These structured deposits of 2014 have terms of less than one year and have expected annual rates of return up to 5.9%. Pursuant to the underlying contracts or notices, these structured deposits are capital guaranteed upon the maturity date.

27. 預付款項、按金及其他應收款項

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
4,934	7,081
15,774	22,910
124,989	108,014
51,006	34,280
31,103	31,604
412	8,903
60	—
48,079	24,838
276,357	237,630

上述資產並無逾期或減值。計入上述結餘中的金融資產與近期並無拖欠記錄的應收款項有關。

28. 結構性存款

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
—	115,000

2014年的結構性存款期限少於一年，並預期最高有5.9%的年利率。根據已經簽署的合約，這些結構性存款於到期日是保本的。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

29. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

29. 現金及現金等價物和受限貨幣資金

		2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
Cash and bank balances	現金及銀行結餘	504,393	534,881
Time deposits	定期存款	532,406	1,677,667
		1,036,799	2,212,548
Less: Restricted cash with maturity date within one year	減：一年內到期的受限貨幣資金	(132,872)	-
Restricted cash with maturity date over one year	一年以上的受限貨幣資金	(104,725)	(227,580)
Long-term time deposits at banks	存於銀行的長期定期存款	(170,141)	(162,304)
Cash and cash equivalents	現金及現金等價物	629,061	1,822,664

The Group's cash and bank balances and time deposits at each reporting date are denominated in the following currencies:

本集團於各報告日期的現金及銀行結餘及定期存款按下列貨幣計值：

		2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
RMB	人民幣	941,127	1,970,079
US\$	美元	74,682	205,307
HK\$	港元	19,073	37,162
SGD	新加坡元	1,917	-
		1,036,799	2,212,548

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

29. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (CONTINUED)

Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between three months and five years depending on the immediate cash requirements of the Group, and earn interest at the respective time deposit rates. The bank balances are deposited with creditworthy banks. The carrying amounts of the cash and cash equivalents and time deposits approximate to their fair values.

Pursuant to the relevant rules and regulations issued by the Ministry of Commerce of the People's Republic of China, the Group was required to deposit bank balances (or through issuing the letter of bank guarantee to deposit) in the Group's designated accounts, which amount was no less than 30% of the balance of advances from customers for sales of prepaid cards. As at 31 December 2015, certain of the Group's cash amounting to RMB104,725,000 (2014: RMB100,396,000) represents the above balances in the Group's designated accounts.

As at 31 December 2015, certain of the Group's cash amounting to RMB132,872,000 (2014: RMB127,184,000) was restricted to use to secure bank loan facilities granted to the Group as disclosed in note 31.

30. SHORT-TERM FINANCING NOTES

On 7 August 2015, the Group has issued its short-term financing notes at par value of RMB500 million to domestic institutional investors in the PRC. The nominal interest rate is 3.85% per annum and the effective interest rate is 4.16% per annum. The term of the financing notes was 366 days from the date of issuance.

29. 現金及現金等價物和受限貨幣資金(續)

銀行存款根據每日銀行存款利率賺取浮動利息。定期存款由三個月至五年期限不等，視乎本集團的即時現金需求而定，並按各自的定期存款利率賺取利息。銀行結餘存入具信譽銀行。現金及現金等價物、定期存款的賬面值與其公平值相若。

根據中華人民共和國商務部頒發的相關法規，本集團需存入或通過獲得銀行保函以擔保合共不少於銷售預付費卡的客戶預付款項餘額30%於集團指定賬戶。於2015年12月31日，本集團人民幣104,725,000元(2014年：人民幣100,396,000元)的貨幣資金已存入集團的指定賬戶。

於2015年12月31日，本集團人民幣132,872,000元(2014年：人民幣127,184,000元)的貨幣資金存於銀行用於授予本集團銀行借款的擔保，並於附註31披露。

30. 短期融資券

於2015年8月7日，本集團發行票面價值為人民幣500百萬元的短期融資券予境內機構投資者。名義年利率是3.85%，實際年利率是4.16%。該融資券的期限自簽發之日起計366天。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

31. INTEREST-BEARING BANK BORROWINGS

31. 計息銀行借款

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Bank loans:	銀行貸款：		
Secured	有擔保	417,635	391,731
Unsecured	無擔保	2,051,230	2,202,488
		2,468,865	2,594,219
Bank loans repayable:	應償還銀行貸款：		
Within one year or on demand	一年以內或即時	1,591,115	299,887
Over one year but within two years	一年以上但兩年內	877,750	737,953
Over two years but within five years	兩年以上但五年內	-	1,556,379
		2,468,865	2,594,219
Total bank borrowings	銀行借款總額	2,468,865	2,594,219
Less: Portion classified as current liabilities	減：分類為流動負債的部分	(1,591,115)	(299,887)
Long-term portion	長期部分	877,750	2,294,332

Bank loans bear interest at fixed rates or floating rates.

銀行貸款按固定利率及浮動利率計息。

The Group's bank loans bore effective interest rates from 1.9% to 4.9% per annum as at 31 December 2015 and 1.9% to 2.6% per annum as at 31 December 2014.

於2015年12月31日本集團的銀行貸款有效年利率由1.9%至4.9%及於2014年12月31日由1.9%至2.6%。

As at 31 December 2015, certain of the Group's cash amounting to RMB132,872,000 (2014: RMB127,184,000) was restricted to use to secure the bank loan facilities granted to the Group.

於2015年12月31日，本集團人民幣132,872,000元（2014年：人民幣127,184,000元）的貨幣資金存於銀行用於授予本集團銀行借款的擔保。

The Group's interest-bearing bank borrowings at each reporting date are denominated in the following currencies:

本集團於各報告日期的計息銀行借款按下列貨幣計值：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
RMB	人民幣	800,000	-
US\$	美元	1,204,887	2,091,421
HK\$	港元	463,978	502,798
		2,468,865	2,594,219

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

32. TRADE AND BILLS PAYABLES

An aged analysis of the trade and bills payables at each reporting date, based on the invoice date, is as follows:

Within three months	三個月內
Over three months but within six months	三個月以上但六個月內
Over six months but within one year	六個月以上但一年內
Over one year	一年以上

The trade payables are non-interest-bearing and are normally settled on terms of up to 60 days.

32. 應付貿易款項及應付票據

於各報告日期應付貿易款項及應付票據按發票日的賬齡分析如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
945,780	943,263
91,463	84,998
50,028	62,650
36,515	27,829
1,123,786	1,118,740

應付貿易款項均為免息且通常在60天內結清。

33. OTHER PAYABLES AND ACCRUALS

Payables to suppliers' employees	應付供應商僱員款項
Deposits from suppliers	供應商按金
Value-added taxes	增值稅
Other tax payable	其他應付稅項
Payable for capital expenditure	應付資本開支
Payable for staff costs	應付員工成本
Bonus point liabilities	會員積分負債
Advances from customers	客戶預付款項
Payable for acquisition of a joint venture	收購一間合營企業應付款項
Amount due to an associate	應付聯營公司款項
Payable for acquisition of non-controlling interests	收購非控股權益應付款項
Interest payable	應付利息
Dividends payable	應付股息
Other payables	其他應付款項

The above balances are unsecured and non-interest-bearing.

33. 其他應付款項及應計費用

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
16,585	15,915
115,015	75,319
3,579	11,898
99,864	31,287
356,413	74,977
203,102	169,156
35,151	31,282
1,242,136	1,290,892
19,630	18,498
–	14,795
–	1,000
1,834	11,665
–	108
115,213	80,913
2,208,522	1,827,705

上述結餘乃無抵押並免息。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

34. DERIVATIVE FINANCIAL INSTRUMENTS

Forward currency contracts 遠期合約

34. 衍生金融工具

2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
-	389

35. LONG-TERM PAYABLES

Long-term portion of accrued rental expenses 應計租賃開支的長期部分
Put options to non-controlling shareholders⁽ⁱ⁾ 非控股股東的認沽期權⁽ⁱ⁾

35. 長期應付款項

2015 二零一五年 RMB' 000 人民幣千元	2014 二零一四年 RMB' 000 人民幣千元
73,370	43,784
-	271,111
73,370	314,895

Note:

- (i) Put options were granted to certain non-controlling shareholders of a subsidiary to sell their equity interests in the subsidiary to the Group at a pre-determined price in connection with the acquisition of the subsidiary in November 2009. The put options are exercisable from 1 January 2010 and have no expiry date. Holders of the put options need to notify the Group of the exercise of the options in written form before November of a calendar year and the Group has to complete the required transaction and pay the non-controlling shareholders before 1 May of the year subsequent to the year in which the notice of the exercise of put options is received. The balance represents the present value of amounts payable by the Group to acquire the non-controlling interests as if the non-controlling interests were fully acquired at each of the reporting dates. As at 31 December 2015, the Group has repurchased all the non-controlling interests of the subsidiary with put options granted.

附註：

- (i) 就2009年11月收購一間附屬公司而言，已向該附屬公司若干非控股股東授予認沽期權，讓彼等可按預定價格向本集團出售其股權。認沽期權於2010年1月1日起可行使，並無到期日。認沽期權持有人須於日曆年11月之前以書面通知本集團行使認沽期權事項，本集團則須於收到行使認沽期權通知的年度翌年5月1日之前完成所需交易及向非控股股東付款。結餘指本集團收購非控股權益的應付款項當前價值，尤如於每個報告日期收購所有該等非控股權益。於2015年12月31日，本集團已回購所有授予該附屬公司非控股認沽期權。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

36. BUSINESS COMBINATION

- (a) On 31 December 2011, the Company acquired a 50% ownership interest of Zhenjiang Baisheng Commercial Center Co., Ltd. (“Zhenjiang Baisheng”). The percentages of voting rights and profit sharing of this joint venture are the same as the percentage of the ownership interest.

On 22 January 2015, the Company entered into an agreement with Jiangsu Hengshun Vinegar-Industry Co., Ltd. (江蘇恒順醋業股份有限公司) to acquire the rest of 50% interest of Zhengjiang Baisheng at a consideration of RMB176,300,000. Thus the Group acquired a 100% interest in Zhenjiang Baisheng.

The fair values of the identifiable assets and liabilities of Zhenjiang Baisheng as at the date of acquisition were as follows:

36. 企業合併

- (a) 於2011年12月31日，本公司收購了鎮江百盛商業有限公司（「鎮江百盛」）50%的所有權權益。對合營企業的表決權和應佔溢利的百分比與所有權權益百分比相同。

於2015年1月22日，本公司與江蘇恒順醋業股份有限公司達成以對價人民幣176,300,000元收購餘下50%權益的協議。因此，本集團收購了鎮江百盛100%的權益。

鎮江百盛的可辯認資產和負債的公平值於收購日當天的計量如下：

		Fair value recognised on acquisition 收購確認的公平值 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	471,967
Deferred tax assets	遞延稅項資產	4,297
Inventories	存貨	1,924
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3,313
Cash and bank balances	現金及銀行結餘	7,801
Trade payables	應付貿易款項	(16,053)
Other payables and accruals	其他應付款項及應計費用	(117,272)
Long-term payables	長期應付款項	(19,318)
Deferred tax liabilities	遞延稅項負債	(78,350)
Total identifiable net assets at fair value	可識別淨資產之公平值	258,309
Goodwill on acquisition	收購之商譽	122,946
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認在綜合收益表其他收入及收益中的併購收益	(95)
Transfer from investment in a joint venture	從合營企業投資轉入	204,860
Satisfied by cash	現金支付	176,300

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

36. BUSINESS COMBINATION (CONTINUED)

The Group incurred transaction costs of RMB1,589,000 for this acquisition. These transaction costs have been expensed and are included in other expenses in the consolidated statement of profit or loss.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

		RMB' 000 人民幣千元
Cash consideration	現金代價	(176,300)
Prepayment for acquisition of a subsidiary	預付收購附屬公司款項	20,000
Cash and bank balances acquired	收購之現金及銀行結餘	7,801
		<hr/>
Net outflow of cash and cash equivalents included in cash flows from investing activities	於投資活動現金流量中的現金及現金等價物的淨流出淨額	(148,499)
Transaction costs of the acquisition included in cash flows from operating activities	於經營活動所得現金流量中此次收購之交易成本	(1,589)
		<hr/>
		(150,088)

Since the acquisition, Zhenjiang Baisheng contributed RMB4,865,000 to the Group's turnover and loss of RMB52,830,000 to the consolidated profit during the year ended 31 December 2015.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the profit of the Group during the year ended 31 December 2015 would have been RMB4,171,272,000 and RMB488,288,000 respectively.

36. 企業合併(續)

本集團因此次收購發生人民幣1,589,000元交易成本。這些交易成本已經發生並記錄於綜合收益表中的其他開支中。

對收購一間附屬公司的現金流分析如下：

		RMB' 000 人民幣千元
Cash consideration	現金代價	(176,300)
Prepayment for acquisition of a subsidiary	預付收購附屬公司款項	20,000
Cash and bank balances acquired	收購之現金及銀行結餘	7,801
		<hr/>
Net outflow of cash and cash equivalents included in cash flows from investing activities	於投資活動現金流量中的現金及現金等價物的淨流出淨額	(148,499)
Transaction costs of the acquisition included in cash flows from operating activities	於經營活動所得現金流量中此次收購之交易成本	(1,589)
		<hr/>
		(150,088)

自收購後，截至2015年12月31日止年度，鎮江百盛為本集團帶來人民幣4,865,000元的收入貢獻及人民幣52,830,000元綜合溢利虧損。

倘合併已於2015年年初進行，截至2015年12月31日止年度，持續經營為本集團帶來的收入及溢利分別為人民幣4,171,272,000元及人民幣488,288,000元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

36. BUSINESS COMBINATION (CONTINUED)

- (b) On 1 July 2015, Springland International Group Company Limited entered into an agreement with Octopus (Singapore) Holdings Limited to acquire 100% interest of Octopus (Singapore) PTE Limited at a consideration of SGD1.

The fair values of the identifiable assets and liabilities of Octopus (Singapore) PTE Limited as at the date of acquisition were as follows:

		Fair value recognised on acquisition 收購確認的公平值 SGD'000 新加坡元千元
Property, plant and equipment	物業、廠房及設備	225
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	109
Cash and bank balances	現金及銀行結餘	249
Trade payables	應付貿易款項	(27)
Other payables and accruals	其他應付款項及應計費用	(556)
Total identifiable net assets at fair value	可識別淨資產之公平值	—
Satisfied by cash	現金支付	—

The Group incurred no other transaction costs for this acquisition.

Since the acquisition, Octopus (Singapore) PTE Limited contributed loss of RMB1,148,000 to the consolidated profit during the year ended 31 December 2015.

Had the combination taken place at the beginning of the year, the profit of the Group during the year ended 31 December 2015 would have been RMB486,067,000.

36. 企業合併(續)

- (b) 2015年7月1日，華地國際集團有限公司與Octopus (Singapore) Holdings Limited達成以對價1新加坡元收購Octopus (Singapore) PTE Limited 100%權益的協議。

Octopus (Singapore) PTE Limited的可辯認資產和負債的公平值於收購日當天的計量如下：

本集團在此收購沒有其他交易成本。

自收購後，截至2015年12月31日止年度，Octopus (Singapore) PTE Limited為本集團帶來人民幣1,148,000元的綜合溢利虧損。

倘合併已於2015年年初進行，截至2015年12月31日止年度本集團溢利為人民幣486,067,000元。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

37. CONTINGENT LIABILITIES, OPERATING LEASE ARRANGEMENTS AND CAPITAL COMMITMENTS

(a) Operating lease arrangements

Group as lessee

The Group leases certain of its land and buildings under operating lease arrangements with lease terms ranging from one to twenty years.

At 31 December 2015, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)
After five years	五年以上

37. 或然負債、經營租賃安排及資本承擔

(a) 經營租賃安排

本集團作為承租人

本集團依據經營租賃安排租賃若干土地及樓宇，租期為一至二十年。

於2015年12月31日，本集團根據不可撤銷經營租賃的未來最低應付租金總額如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
89,408	95,743
411,283	398,120
1,064,781	1,021,315
1,565,472	1,515,178

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

37. CONTINGENT LIABILITIES, OPERATING LEASE ARRANGEMENTS AND CAPITAL COMMITMENTS (CONTINUED)

(a) Operating lease arrangements (continued)

Group as lessor

The Group leases out certain of its land and buildings under operating lease arrangements with lease terms ranging from one to twenty years.

At 31 December 2015, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)
After five years	五年以上

(b) Capital commitments

Contracted, but not provided for:	已簽訂但未撥備：
Property, plant and equipment	物業、廠房及設備

37. 或然負債、經營租賃安排及資本承擔(續)

(a) 經營租賃安排(續)

本集團作為出租人

本集團根據經營租賃安排出租若干土地及樓宇，租期為一至二十年。

於2015年12月31日，本集團根據不可撤銷經營租賃的未來最低應收租金總額如下：

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
143,203	121,154
263,275	132,421
169,752	51,796
576,230	305,371

(b) 資本承擔

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
685,453	1,313,603

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

38. ISSUED CAPITAL AND OTHER RESERVES

(a) Issued capital

Issued and fully paid	已發行及繳足：
2,421,050,000	2,421,050,000
(2014: 2,460,700,000)	(2014年：2,460,700,000)
ordinary shares	普通股

A summary of the movements of the Company's issued capital is as follows:

38. 已發行股本及儲備

(a) 已發行股本

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
20,907	21,249

本公司已發行股本的變動概要如下：

		No. of shares at HK\$0.01 each Thousands 每股面值 0.01港元的 股份數量 千股	RMB'000 人民幣千元
At 1 January 2014	於2014年1月1日	2,497,896	21,572
Shares repurchased and cancelled	股票購回和註銷	(37,196)	(323)
At 31 December 2014, and 1 January 2015	於2014年12月31日及 2015年1月1日	2,460,700	21,249
Shares repurchased and cancelled	股票購回和註銷	(27,730)	(240)
Cancellation of treasury shares	註銷庫存股	(11,920)	(102)
At 31 December 2015	於2015年12月31日	2,421,050	20,907

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

38. ISSUED CAPITAL AND OTHER RESERVES (CONTINUED)

(a) Issued capital (Continued)

During the year, the Company repurchased its own shares through the Stock Exchange as follows:

Month of repurchase 購回月份		No. of shares at HK\$0.01 each Thousands 每股面值 0.01港元的 股份數量 千股	Price per share 每股股價		Aggregate consideration 總代價	
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	Aggregate 總代價 HK\$' 000 千港元	equivalent to 相當於總代價 RMB' 000 人民幣千元
January 2015	2015年1月	8,780	2.75	2.61	23,753	18,803
July 2015	2015年7月	1,120	2.38	2.25	2,565	2,024
August 2015	2015年8月	1,023	2.12	2.02	2,111	1,741
September 2015	2015年9月	7,447	2.10	1.99	15,267	12,529
October 2015	2015年10月	4,950	2.09	1.92	9,985	8,182
November 2015	2015年11月	2,390	1.93	1.82	4,479	3,696
December 2015	2015年12月	2,020	1.80	1.67	3,494	2,927
		27,730			61,654	49,902

The Company repurchased and cancelled 27,730,000 shares during the year ended 31 December 2015. The nominal value of approximately HK\$277,000, equivalent to RMB240,000 (2014: HK\$491,000, equivalent to RMB425,000) was credited to issued capital account, and the premium paid or payable and the related costs incurred for the share repurchase of approximately HK\$61,377,000, equivalent to RMB49,662,000 (2014: HK\$147,451,000, equivalent to RMB116,722,000) was charged against the share premium account of the Company.

38. 已發行股本及儲備(續)

(a) 已發行股本(續)

於本年度，本公司透過聯交所購回本公司股份如下：

截至2015年12月31日止年度，本公司購回和註銷27,730,000股股票，股本面值約為277,000港元，相當於人民幣240,000元（2014年：491,000港元，相當於人民幣425,000元）已計入已發行股本賬戶，就購回股份已付或應付的溢價及相關費用約61,377,000港元，相當於人民幣49,662,000元（2014年：147,451,000港元，相當於人民幣116,722,000元）已計入本公司股份溢價賬戶。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

38. ISSUED CAPITAL AND OTHER RESERVES (CONTINUED)

(a) Issued capital (Continued)

As at 31 December 2014, 11,920,000 shares were repurchased but not cancelled and still recognised as treasury shares, the nominal value was approximately HK\$119,000, equivalent to RMB102,000, and the premium paid and the related costs incurred for the share repurchased of approximately HK\$31,078,000, equivalent to RMB24,481,000. These shares were cancelled during the year ended 31 December 2015 and was credited to issued capital account from treasury share accounts.

(b) Contributed surplus

Contributed surplus represents the difference between (i) the Company's cost of investments in the subsidiaries that were acquired via a business combination under common control in the prior year and (ii) the aggregate of the nominal values of the paid-up capital of these subsidiaries upon acquisition.

(c) Statutory surplus reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC Subsidiaries, each of the PRC Subsidiaries is required to allocate 10% of its profit after tax, as determined in accordance with PRC GAAP, to the statutory surplus reserve (the "SSR") until this reserve reaches 50% of its registered capital.

The SSR is non-distributable except in the event of a liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as paid-up capital. However, the balance of the statutory reserve fund must be maintained at a minimum of 25% of the registered capital after these usages.

38. 已發行股本及儲備(續)

(a) 已發行股本(續)

於2014年12月31日，回購股票中的11,920,000股尚未註銷，仍被確認為庫存股，其股本面值約為119,000港元，相當於人民幣102,000元，而就購回股份已付的溢價及相關費用約31,078,000港元，相當於人民幣24,481,000元。截至2015年12月31日止年度，此股份被註銷，並從庫存股賬戶計入本公司已發行股本賬戶。

(b) 實繳盈餘

實繳盈餘指(i)本公司在於有關期間之前通過共同控制業務合併收購的附屬公司的投資成本與(ii)收購時該等附屬公司的已繳股本面值總額的差額。

(c) 法定公積金

根據中國公司法及中國附屬公司各自的組織章程，中國附屬公司須將其除稅後溢利的10%（根據中國公認會計準則釐定）分配至法定公積金（「法定公積金」），直至該等公積金達致其各自註冊資本的50%。

法定公積金除於清盤情況外不可分派，惟在遵守有關中國法規所載的若干限制下可用於抵銷累計虧損或資本化為實繳資本。但抵銷累計虧損後，該法定公積金結餘須保持至少為註冊資本的25%。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

38. ISSUED CAPITAL AND OTHER RESERVES (CONTINUED)

(d) Discretionary reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC Subsidiaries, certain of the PRC Subsidiaries transferred a certain percentage of their profit after tax, at the discretion of the PRC Subsidiaries' boards of directors, to the discretionary reserve. The discretionary reserve can be utilised to offset prior years' losses or to increase the registered capital.

39. ASSETS OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND DIRECTLY ASSOCIATED LIABILITIES

At the acquisition date of Yangzhou Fengxiang in the year 2012, the Group decided to dispose of certain non-current assets and a subsidiary acquired from that business combination, which are not relevant to the principal operation of the Group. According to IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, the Group classified these non-current assets and the subsidiary as held for sale at the acquisition date and measured them at fair value less costs to sell.

As the Group did not change the intention of selling the rest of the subsidiary, and it was still classified as held for sale. As at 31 December 2015, the disposal of the rest of the held for sale subsidiary was still in progress.

38. 已發行股本及儲備(續)

(d) 酌情儲備

根據中國公司法及中國附屬公司各自的組織章程，若干中國附屬公司轉撥其除稅後溢利的特定百分比(由董事會酌情釐定)至酌情儲備。酌情儲備可用於抵銷過往年度的虧損或增加註冊資本。

39. 已終止經營業務分類為持有待售資產及直接相關負債

於2012年收購揚州豐祥之日起，本集團決定處置若干從本次業務合併中獲得的，與本集團主營業務無關的，非流動資產及一家子公司。依據國際財務報告準則第5號*持有待售非流動資產及已終止經營業務*，本集團將該等非流動資產及附屬公司於收購日劃分為持有待售資產並按公平價值減銷售成本計量。

本集團並沒有改變出售餘下子公司的意圖，他們仍將其歸類為持有待售資產。於2015年12月31日，餘下持有待售附屬公司的最終處置仍在進行中。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

40. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

(a) Transactions with related parties

- (i) On 15 April 2013, an indirect wholly-owned subsidiary of the Company, Jiangsu Springland International Holding (Group) Ltd. (“Jiangsu Springland”) purchased a financial product (the “Financial Product”) from China Construction Bank Corporation Wuxi Chengbei Branch for RMB200,000,000 maturing on 17 April 2014. However, a balance of RMB180,000,000 remained outstanding under the Financial Product after the maturity on 17 April 2014. In the course of enquiries with the bank, it was discovered that a pledge had been registered on a one year fixed deposit of RMB100,000,000 with China Construction Bank Corporation Wuxi Yingbin Branch, which is placed in January 2014, by an indirect wholly-owned subsidiary of the Company, Wuxi Xishan Yaohan Lifestyle Center Co., Ltd. (“Xishan Yaohan”), with an interest rate equal to 3.25% per annum (the “Deposit”), payable upon maturity.

40. 關連方交易

除於財務報表其他章節披露的交易和結餘外，本集團本年與關連方有如下重大交易：

(a) 與關連方的交易

- (i) 於2013年4月15日，江蘇華地國際控股集團有限公司（「江蘇華地」），本公司間接全資附屬公司，向中國建設銀行股份有限公司無錫城北支行購買人民幣2億元的理財產品（「理財產品」），並於2014年4月17日到期，然而餘額為人民幣1.8億元理財產品於2014年4月17日到期後尚未收回。在向銀行的查詢過程中，公司發現無錫錫山八佰伴生活廣場有限公司（「錫山八佰伴」），本公司間接全資附屬公司，在2014年1月存放於中國建設銀行股份有限公司無錫迎賓支行之人民幣1億元，年收益率為3.25%的一年期定期存款（「定期存款」）已經被質押。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

40. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Transactions with related parties (continued)

On 30 April 2014, to prevent possible losses and incurrance of further time and costs by the Group, Jiangsu Springland and Xishan Yaohan as sellers entered into an agreement with Mr. Chen Jianqiang (the "Controlling Shareholder") as purchaser, whereby Jiangsu Springland agreed to dispose of the Financial Product to the Controlling Shareholder for a cash consideration equal to RMB180,000,000 and Xishan Yaohan agreed to dispose of the Deposit to the Controlling Shareholder for a cash consideration equal to RMB100,000,000. The considerations were determined after considering the costs paid by Jiangsu Springland for the Financial Product and Xishan Yaohan for the Deposit, respectively. The considerations shall be paid by the Controlling Shareholder on/ before 31 December 2014.

In the year of 2014, RMB98,000,000 of the considerations was paid by the Controlling Shareholder. The outstanding considerations due from the Controlling Shareholder was RMB182,000,000 as at 31 December 2015 and 2014. On 16 December 2014, Jiangsu Springland, Xishan Yaohan and the Controlling Shareholder entered into a supplemental agreement whereby the outstanding consideration became interest bearing at a rate of 3.5% per annual from 1 January 2015 and the payment date was extended to 31 December 2016. Up to 31 December 2015, the interest generated from the receivables amounted to RMB6,370,000. The Controlling Shareholder had paid the interest before 31 December 2015.

- (ii) On 1 July 2015, the Group acquired a subsidiary, Octopus (Singapore) PTE Limited, from a subsidiary of the company's ultimate holding at a consideration of SGD1. Further details of the transaction are included in note 36 to the financial statements.

40. 關連方交易 (續)

(a) 與關連方的交易 (續)

於2014年4月30日，為避免本集團可能產生任何損失和免於產生更多的時間和費用，江蘇華地和錫山八佰伴作為賣方與陳建強先生（「控股股東」）作為買方訂立協議，江蘇華地同意向控股股東以現金對價人民幣1.8億元出售理財產品及錫山八佰伴同意向控股股東以現金對價1億元出售定期存款。對價乃基於江蘇華地為購買理財產品及錫山八佰伴存放定期存款所支付的成本價釐定，且應由控股股東於2014年12月31日或之前支付。

於2014年度，控股股東已支付對價人民幣98,000,000元，於2015年12月31日及2014年12月31日，對價結餘應收控股股東為人民幣182,000,000元。於2014年12月16日，江蘇華地、錫山八佰伴與控股股東訂立補充協議，對價結餘由2015年1月1日起需支付年利率3.5%利息及付款日期延長至2016年12月31日。至2015年12月31日，該筆應收款項產生利息達人民幣6,370,000元。控股股東已於2015年12月31日之前支付了該利息。

- (ii) 2015年7月1日，本集團以對價1新加坡元從本公司最終控股公司收購了一間附屬公司Octopus (Singapore) PTE Limited。進一步詳情於財務報表附註36披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

40. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Outstanding balances with related parties

Due from the Controlling Shareholder	應收控股股東款項
Loan to a joint venture	提供予合營企業的貸款
Amount due to an associate	應付聯營公司款項

- (i) The Group had an outstanding balance due from the Controlling Shareholder of RMB182,000,000 as at 31 December 2015 (2014: RMB182,000,000). This balance is unsecured, bears interest at a rate of 3.5% from 1 January 2015 and shall be repaid on/ before 31 December 2016.
- (ii) As disclosed above, the Group had an outstanding balance of a loan to a joint venture of RMB30,000,000 as at 31 December 2014. This balance is unsecured, interest-free and has no fixed terms of repayment. In the year of 2015, the Group has acquired the joint venture.
- (iii) Included in the other payables and accruals, the Group had an outstanding balance due to an associate of RMB14,795,000 as at 31 December 2014. This balance is unsecured, interest-free and has no fixed terms of repayment. In the year of 2015, the Group has acquired the associate, and there was no such balance as at 31 December 2015.

40. 關連方交易 (續)

(b) 與關連方的結餘

	31 December 2015 2015年 12月31日 RMB'000 人民幣千元	31 December 2014 2014年 12月31日 RMB'000 人民幣千元
(i)	182,000	182,000
(ii)	-	30,000
(iii)	-	(14,795)

- (i) 本集團於2015年12月31日應收控股股東款項為人民幣182,000,000元(2014年:人民幣182,000,000元)。上述餘額乃無抵押,自2015年1月1日起以年利率3.5%計息,款項應在2016年12月31日或之前償還。
- (ii) 依據上述披露,本集團於2014年12月31日提供予合營企業的貸款結餘為人民幣30,000,000元。上述餘額乃無抵押、免息及無固定還款期限。於2015年度,本集團收購了該合營企業。
- (iii) 本集團於2014年12月31日包含在其他應付款項及應計費用中的應付聯營公司款項為人民幣14,795,000元。上述餘額乃無抵押、免息且無固定還款期限。於2015年度,本集團收購了該聯營公司,於2015年12月31日並無相應的餘額。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

40. RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Compensation of key management personnel of the Group

Short-term employee benefits	當期僱員薪酬
Post-employment benefits	退休金
Total compensation paid to key management personnel	支付給主要管理人員 的薪酬總額

Further details of directors' and the chief executive's emoluments are included in note 11 to the financial statements.

40. 關連方交易 (續)

(c) 本集團主要管理人員的薪酬

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
8,160	7,828
274	244
8,434	8,072

本集團董事及行政總裁薪酬的進一步詳情於財務報表附註11披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

41. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 December 2015

Financial assets

Available-for-sale investments	可供出售投資
Trade receivables	應收貿易款項
Due from the Controlling Shareholder	應收控股股東款項
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產
Restricted cash	受限貨幣資金
Long-term time deposits at banks	存於銀行的長期定期存款
Cash and cash equivalents	現金及現金等價物

Financial liabilities

Trade and bills payables	應付貿易款項及應付票據
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債
Short-term financing notes	短期融資券
Interest-bearing bank borrowings	計息銀行借款

41. 按類別劃分的金融工具

於各報告期末，各類金融工具的賬面值如下：

2015年12月31日

金融資產

Loans and receivables 貸款及應收款項 RMB' 000 人民幣千元	Available-for-sale financial assets 可供出售金融資產 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
-	110	110
9,781	-	9,781
182,000	-	182,000
204,583	-	204,583
237,597	-	237,597
170,141	-	170,141
629,061	-	629,061
1,433,163	110	1,433,273

金融負債

Financial liabilities at amortised cost 按攤銷成本計值的金融負債 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
1,123,786	1,123,786
624,690	624,690
506,747	506,747
2,468,865	2,468,865
4,724,088	4,724,088

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

41. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

31 December 2014

Financial assets

Available-for-sale investments	可供出售投資	-	-	110	110
Trade receivables	應收貿易款項	-	12,164	-	12,164
Due from the Controlling Shareholder	應收控股股東款項	-	182,000	-	182,000
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	-	173,359	-	173,359
Structured deposits	結構性存款	-	115,000	-	115,000
Restricted cash	受限貨幣資金	-	227,580	-	227,580
Long-term time deposits at banks	存於銀行的長期定期存款	-	162,304	-	162,304
Derivative financial instruments	衍生金融工具	389	-	-	389
Cash and cash equivalents	現金及現金等價物	-	1,822,664	-	1,822,664

41. 按類別劃分的金融工具(續)

2014年12月31日

金融資產

Financial assets at fair value through profit or loss – Held for trading	按公平值計入損益的金融資產 – 持作交易	Loans and receivables	貸款及應收款項	Available-for-sale financial assets	可供出售金融資產	Total	總計
RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
-	-	-	-	110	110	-	-
-	12,164	-	-	-	12,164	-	-
-	182,000	-	-	-	182,000	-	-
-	173,359	-	-	-	173,359	-	-
-	115,000	-	-	-	115,000	-	-
-	227,580	-	-	-	227,580	-	-
-	162,304	-	-	-	162,304	-	-
389	-	-	-	-	389	-	-
-	1,822,664	-	-	-	1,822,664	-	-
389	2,695,071	-	-	110	2,695,570	-	-

Financial liabilities

Trade and bills payables	應付貿易款項及應付票據	1,118,740	1,118,740
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	293,190	293,190
Interest-bearing bank borrowings	計息銀行借款	2,594,219	2,594,219
Financial liabilities included in long-term payables	計入長期應付款項的金融負債	271,111	271,111

金融負債

Financial liabilities at amortised cost	按攤銷成本計值的金融負債	Total	總計
RMB' 000	RMB' 000	RMB' 000	RMB' 000
人民幣千元	人民幣千元	人民幣千元	人民幣千元
1,118,740	1,118,740	1,118,740	1,118,740
293,190	293,190	293,190	293,190
2,594,219	2,594,219	2,594,219	2,594,219
271,111	271,111	271,111	271,111
4,277,260	4,277,260	4,277,260	4,277,260

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted cash, structured deposits, available-for-sale investments, trade receivables, trade and bills payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals and loans to subsidiaries approximate to their carrying amounts largely due to the short term maturities of these instruments.

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

The fair values of short-term financing notes and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities, which are also approximate to their carrying amounts. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2015 was assessed to be insignificant.

The fair values of listed equity investments are based on quoted market prices.

The Group enters into derivative financial instruments with a licensed bank. Derivative financial instruments, including forward currency contracts, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts are the same as their fair values.

42. 金融工具的公平值及公平值等級架構

管理層在評估現金及現金等價物、受限貨幣資金、結構性存款、可供出售投資、應收貿易款項、應付貿易款項及應付票據、計入預付款項、按金及其他應收款項的金融資產、計入其他應付款項及應計費用、應計附屬公司貸款的公平值時，由於其期限較短，該等資產或負債的公平值與其賬面值相若。

除去一些強迫性的交易或者資產清算，在一般自願的交易下，金融資產和金融負債的賬面值包括了公平值在其中。下面的方法於假設是用來估計公平值：

短期融資券的公平值和計息銀行借款的計算是根據期望未來現金流的貼現息確定，參考現可用類似工具的貼現息，信用風險和到期日確定。本集團於2015年12月31日計息銀行借款的自有非績效風險被認定是不重大的。

上市的股權投資的公平值乃基於證券交易所價格釐定。

本集團於持證的銀行簽訂衍生金融工具協議。衍生金融工具包括遠期貨幣合約，使用類似遠期定價模型和利率互換模型的估價技術，並以現價計算。此模型包括多種市場調查因素包括對方信用質量，外幣兌換即期或遠期匯率及利率曲線。遠期貨幣合約的賬面價值與其公平值一致。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

42. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

There were no assets measured at fair value as at 31 December 2015.

As at 31 December 2014:

42. 金融工具的公平值及公平值等級架構(續)

公平值等級架構

以下表格列示本集團金融工具的公平值等級架構：

按公平值計量的資產

於2015年12月31日，本集團並無按公平值計量的資產。

於2014年12月31日：

	Fair value measurement using 公平值計量乃採用			Total 總額 RMB' 000 人民幣千元
	Quoted prices in active markets 活躍市場 的報價 (Level 1) (第一級) RMB' 000 人民幣千元	Significant observable inputs 重大可 觀察輸入值 (Level 2) (第二級) RMB' 000 人民幣千元	Significant unobservable inputs 重大不可 觀察輸入值 (Level 3) (第三級) RMB' 000 人民幣千元	
Derivative financial instruments 衍生金融工具	-	389	-	389

There were no liabilities measured at fair value as at 31 December 2015 (2014: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and transfers into or out of Level 3 for both financial assets and financial liabilities (2014: Nil).

於2015年12月31日，本集團並無按公平值計量的負債(2014年：無)。

年內，並無金融資產和金融負債在公平值的釐定在第一級及第二級之間轉換，亦無轉換入／出第三級(2014年：無)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans, short-term financing notes and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative transactions, including principally interest rate swaps and forward currency contracts. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

43. 財務風險管理目標及政策

本集團的主要金融工具，除衍生品外，包括銀行貸款、短期融資券、現金與短期存款。該等金融工具的主要用途是為本集團籌集營運資金。本集團擁有各種其他由營運直接產生的金融資產及負債，如應收貿易款項和應付貿易款項。

本集團還進行了衍生品交易，主要包括利率互換和遠期貨幣合約。目的是為了管理因集團運營及融資渠道產生的利率和匯率風險。

本集團金融工具產生的主要風險是利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱並同意管理上述各項風險的政策，其概述如下：本集團關於衍生品的會計政策於財務報表附註2.4披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

43. 財務風險管理目標及政策(續)

利率風險

本集團所承受的市場利率變動風險主要與本集團按浮動利率計息的銀行貸款有關。

下表說明本集團的除稅前溢利(透過對浮息借款的影響)的合理可能變動(在所有其他變數維持不變的情況下)的敏感度。

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少)
			RMB' 000 人民幣千元
Year ended 31 December 2015	截至2015年12月31日止年度		
US\$	美元	50	(5,662)
HK\$	港元	50	(1,880)
US\$	美元	(50)	5,662
HK\$	港元	(50)	1,880
Year ended 31 December 2014	截至2014年12月31日止年度		
US\$	美元	50	(10,115)
HK\$	港元	50	(27)
US\$	美元	(50)	10,115
HK\$	港元	(50)	27

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015
截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk

The Group's businesses are located in Mainland China and all transactions are conducted in RMB. Most of the Group's assets and liabilities were denominated in RMB, except for certain bank balances denominated in US\$ and HK\$ as disclosed in note 29 and bank loans denominated in US\$ and HK\$ as disclosed in note 31.

Certain of the Group's cash and bank balances, time deposits and bank loans are denominated in US\$ or HK\$ which expose the Group to foreign currency risk attributable to the fluctuations in the exchange rates of US\$/HK\$ against RMB, the functional currency of the respective group entities.

The management monitors foreign exchange risk exposure and will consider hedging significant foreign currency exposure should the need arises.

The following table details the Group's sensitivity to a 3% (2014: 3%) increase and decrease in RMB against the relevant foreign currencies 3% (2014: 3%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 3% (2014: 3%) change in foreign currency rates.

43. 財務風險管理目標及政策(續)

外幣風險

本集團的業務均設於中國內地且所有交易均使用人民幣。除於附註29所披露的若干銀行結餘以美元及港元計值及附註31所披露銀行貸款以美元及港元計值外，本集團大多數資產及負債以人民幣計值。

本集團若干銀行結餘及現金、銀行貸款乃以美元／港元計值，而本集團因美元／港元與人民幣(相關集團實體的功能貨幣)之間的匯幣波動，承受外幣風險。

管理層監察外幣風險，並於有需要時考慮對沖重大外幣風險。

下表詳述本集團對人民幣兌相關外幣匯率升值及貶值3%(2014年: 3%)的敏感度。向主要管理人員內部呈報外幣風險時所使用的敏感度比率為3%(2014年: 3%)，代表管理層對外匯匯率可能變動的合理評估。敏感度分析僅包括以外幣計值的未償還貨幣項目，並於報告期間結束時按3%(2014年: 3%)外匯匯率變動調整其換算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk (continued)

Increase/(decrease) in profit before tax:	稅前利潤的增加／(減少)：
if RMB weakens against foreign currency	若人民幣對外幣下跌
if RMB strengthens against foreign currency	若人民幣對外幣上漲

43. 財務風險管理目標及政策(續)

外幣風險(續)

US\$ Impact 美元影響		HK\$ Impact 港元影響	
2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
(15,964)	(35,932)	(14,421)	(15,156)
15,964	35,932	14,421	15,156

The sensitivity analysis above only analysed the Group's year end inherent foreign exchange risk exposure and does not represent the exposure during the year as the value of the monetary items and the exchange rates fluctuate during the year.

由於年內貨幣項目值及匯率波動，故上述敏感度分析僅為本集團年終的固有外匯風險分析，而並不能反映全年風險。

Credit risk

The Group has no concentration of credit risk. The Group's cash and cash equivalents and structured deposits are mainly deposits with state-owned banks in Mainland China. The credit risk of the Group's financial assets, which comprise cash and cash equivalents, structured deposits, trade receivables and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

信貸風險

本集團並無信貸風險集中情況。本集團的現金及現金等價物和結構性存款主要為存放於中國內地各銀行存款。本集團就其包含現金及現金等價物和結構性存款、應收貿易款項以及其他應收款項在內的金融資產的賬面值乃因對方違約所承受的最高信貸風險。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. Pursuant to the credit facility intention letters provided by certain banks, the banks had agreed to provide additional loans up to RMB3,270,000,000, subject to available facilities, upon the Group's request.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2015		On demand	Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years	Total
2015年		於要求時	三個月內	三至十二個月	一至五年	五年以上	總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Interest-bearing bank borrowings	計息銀行借款	-	18,695	1,651,566	898,036	-	2,568,297
Short-term financing notes	短期融資券	-	-	519,250	-	-	519,250
Trade and bills payables	應付貿易款項及應付票據	178,006	945,780	-	-	-	1,123,786
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	624,690	-	-	-	-	624,690
		802,696	964,475	2,170,816	898,036	-	4,836,023

43. 財務風險管理目標及政策(續)

流動資金風險

本集團利用循環流動計劃工具監測資金短缺的風險。該工具考慮其金融工具及金融資產(如應收貿易款項)的到期日及來自經營活動的預計現金流量。

本集團的目標是運用銀行貸款、以保持資金持續性及靈活性兩者的平衡。根據本集團需求，已於特定銀行取得授信額度，銀行將同意提供人民幣3,270,000,000元的貸款額度。

截至本報告期末，本集團的金融負債到期(按合約未折現付款計算)資料如下表概述：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (Continued)

2014	On demand	流動資金風險 (續)				Total	
		Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years		
2014年	於要求時	三個月內	十二個月	五年	五年以上	總額	
	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank borrowings	計息銀行借款	-	136,218	234,979	2,398,364	-	2,769,561
Trade and bills payables	應付貿易款項及應付票據	230,549	873,561	14,630	-	-	1,118,740
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	277,804	-	-	-	-	277,804
Financial liabilities included in long-term payables	計入長期應付款項的金融負債	-	-	-	271,111	-	271,111
		508,353	1,009,779	249,609	2,669,475	-	4,437,216

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2015 and 31 December 2014.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes short-term financing notes, interest-bearing bank borrowings, trade and bills payables and other payables and accruals, less structured deposits, restricted cash, long-term time deposits at banks and cash and cash equivalents. Capital represents equity attributable to owners of the parent. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods were as follows:

43. 財務風險管理目標及政策 (續)

流動資金風險 (續)

2014	On demand	流動資金風險 (續)				Total	
		Less than 3 months	3 to 12 months	1 to 5 years	Over 5 years		
2014年	於要求時	三個月內	十二個月	五年	五年以上	總額	
	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Interest-bearing bank borrowings	計息銀行借款	-	136,218	234,979	2,398,364	-	2,769,561
Trade and bills payables	應付貿易款項及應付票據	230,549	873,561	14,630	-	-	1,118,740
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	277,804	-	-	-	-	277,804
Financial liabilities included in long-term payables	計入長期應付款項的金融負債	-	-	-	271,111	-	271,111
		508,353	1,009,779	249,609	2,669,475	-	4,437,216

資本管理

本集團資本管理的主要目標為保障本集團能持續經營，並維持穩健的資本比率，以支持其業務發展並為股東實現最大利益。

本集團因應經濟狀況的變動而管理其資本結構並作出調整。為維持或調整其資本結構，本集團或會調整支付予股東的股息、向股東退還資本或發行新股。本集團毋須遵守任何外部施加的資本規定。截至2015年12月31日及2014年12月31日止年度，資本管理目標、政策或程式並無變更。

本集團以資產負債比率監察資本，而資產負債比率即債務淨額除以資本加債務淨額。債務淨額包括短期融資券、計息銀行借款、應付貿易款項及應付票據、其他應付款項及應計費用減結構性存款、受限貨幣資金、存於銀行的長期定期存款及現金及現金等價物。資本指母公司擁有人應佔權益。本集團的政策為將資產負債比率維持在合理水準。於報告期末資產負債比率如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Capital management (continued)

Short-term financing notes	短期融資券
Interest-bearing bank borrowings	計息銀行借款
Trade and bills payables	應付貿易款項及應付票據
Other payables and accruals	其他應付款項及應計費用
Less: Structured deposits	減：結構性存款
Restricted cash	受限貨幣資金
Long-term time deposits at banks	存於銀行的長期定期存款
Cash and cash equivalents	現金及現金等價物
Net debt	債務淨額
Equity attributable to owners of the parent	母公司擁有人應佔權益
Equity and net debt	權益及債務淨額
Gearing ratio	資產負債比率

43. 財務風險管理目標及政策(續)

資本管理(續)

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
	506,747	–
	2,468,865	2,594,219
	1,123,786	1,118,740
	2,208,522	1,827,705
	–	(115,000)
	(237,597)	(227,580)
	(170,141)	(162,304)
	(629,061)	(1,822,664)
	5,271,121	3,213,116
	5,027,818	4,984,406
	10,298,939	8,197,522
	51%	39%

44. EVENTS AFTER THE REPORTING PERIOD

- On 3 February 2016, the Company wrote off the subsidiary company Wuxi Yuandongli Consulting Co., Ltd.
- On 16 February 2016, the Company entered into an agreement with the non-controlling shareholder to acquire 20% non-controlling interest of Wuxi Tangtangguozhi Investment Management Co., Ltd. at a consideration of RMB100,000.
- On February 2016, the Group obtained approval from the National Association of Financial Market Institutional Investors to issue medium-term financing notes in one tranche or more than one tranche with an aggregate principal amount of up to RMB2.0 billion with a term of 3 years from the date of issuance to domestic institutional investors in the PRC.

44. 報告期後事項

- 於2016年2月3日，本公司註銷其附屬公司無錫源動力諮詢有限公司。
- 於2016年2月16日，本公司與非控股股東達成協議，以人民幣100,000元收購無錫堂堂果之投資管理有限公司20%的非控股權益。
- 於2016年2月，本集團取得中國銀行間市場交易商協會批准發行一期或一期以上本金總額不超過人民幣20億元，並由發行日期起計為期3年的中期票據予中國境內機構投資者。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

45. 本公司財務狀況表

於報告期末，本公司財務狀況表信息如下：

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Interests in subsidiaries	於附屬公司權益	980,918	1,028,123
Total non-current assets	非流動資產總額	980,918	1,028,123
CURRENT ASSETS	流動資產		
Dividends receivables	應收股息	1,287	—
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	241	228
Cash and cash equivalents	現金及現金等價物	6,256	29,443
Total current assets	流動資產總額	7,784	29,671
Net assets	淨資產	988,702	1,057,794
EQUITY	權益		
Issued capital	已發行股本	20,907	21,249
Treasury shares	庫存股	—	(102)
Reserves	儲備	967,795	1,036,647
Total equity	權益總額	988,702	1,057,794

Chen Jianqiang
陳建強
Director
董事

Tao Qingrong
陶慶榮
Director
董事

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2015

截至2015年12月31日止年度

45. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

45. 本公司財務狀況表(續)

附註：

本公司的儲備綜述如下：

		Share premium	Exchange fluctuation reserve	Accumulated losses	Total
		股份溢價	匯率波動儲備	累計虧損	總額
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
At 1 January 2014	於2014年1月1日	1,611,292	(281,316)	(25,107)	1,304,869
Total comprehensive income for the year	年度全面收益總額	-	7,446	(3,021)	4,425
Final 2013 dividend declared	已宣佈2013年末期股息	349	-	-	349
Interim 2014 dividend	2014年中期股息	(156,274)	-	-	(156,274)
Repurchase and cancellation of shares	股票購回及註銷	(116,722)	-	-	(116,722)
At 31 December 2014 and 1 January 2015	於2014年12月31日及2015年1月1日	1,338,645	(273,870)	(28,128)	1,036,647
Total comprehensive income for the year	年度全面收益總額	-	58,622	176,967	235,589
Final 2014 dividend declared	已宣佈2014年末期股息	(174,244)	-	-	(174,244)
Interim 2015 dividend	2015年中期股息	(80,535)	-	-	(80,535)
Repurchase and cancellation of shares	股票購回及註銷	(49,662)	-	-	(49,662)
At 31 December 2015		1,034,204	(215,248)	148,839	967,795

46. APPROVAL OF THESE FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the board of directors on 16 March 2016.

46. 財務報表的批准

該財務報表於2016年3月16日經董事會批准並授權發佈。

FIVE YEARS SUMMARY

五年財務摘要

		Year ended 31 December 截至十二月三十一日止年度				2015
		2011	2012	2013	2014	二零一五年
		二零一一年	二零一二年	二零一三年	二零一四年	
		RMB million (人民幣百萬元)				
FINANCIAL RESULTS	財務業績					
TSP (Note 1)	銷售所得款項總額(附註1)	8,697	9,859	11,135	11,049	10,696
Revenue	收入	3,602	3,807	4,162	4,276	4,168
Profit from operation	經營溢利	848	948	1,026	983	788
Profit for the year	年度溢利	592	656	737	646	490
Profit attributable to owners of the parent	母公司擁有人應佔溢利	581	651	730	634	480
Earnings per share attributable to ordinary equity holders of the parent (RMB cents)	母公司普通股權益持有人應佔每股溢利(人民幣分)	23	26	29	26	20

		As at 31 December 於十二月三十一日				2015
		2011	2012	2013	2014	二零一五年
		二零一一年	二零一二年	二零一三年	二零一四年	
		RMB million (人民幣百萬元)				
SUMMARY OF FINANCIAL POSITION	財務狀況摘要					
Non-current assets	非流動資產	5,908	7,515	8,235	9,065	10,662
Current assets	流動資產	2,845	2,867	3,897	2,537	1,580
Total assets	總資產	8,753	10,382	12,132	11,602	12,242
Current liabilities	流動負債	3,117	4,253	5,344	3,330	5,513
Non-current liabilities	非流動負債	1,476	1,418	1,762	3,075	1,511
Total liabilities	總負債	4,593	5,671	7,106	6,405	7,024
Net assets	資產淨值	4,160	4,711	5,026	5,197	5,218

Note:

附註:

(1) TSP represents the sum of gross revenue from concessionaire sales, revenue from direct sales and rental income.

(1) 銷售所得款項總額包括特許專營銷售所得款項總額、直接銷售收入及租金收入。



SPRINGLAND

