



佳華百貨控股有限公司 JIAHUA STORES 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 : 00602)



ANNUAL REPORT
年報

2015



CONTENTS

目錄

Corporate Information	公司資料	2-5
Chairman's Statement	董事長報告	6-10
Biography of Directors and Senior Management	董事及高層管理人員簡歷	11-13
Management Discussion and Analysis	管理層討論及分析	14-26
Corporate Governance Report	企業管治報告	27-35
Report of the Directors	董事會報告	36-53
Independent Auditor's Report	獨立核數師報告	54-55
Consolidated Statement of Comprehensive Income	綜合全面收益表	56
Consolidated Statement of Financial Position	綜合財務狀況表	57-58
Consolidated Statement of Changes in Equity	綜合權益變動表	59
Consolidated Statement of Cash Flows	綜合現金流量表	60-61
Notes to the Financial Statements	財務報表附註	62-146
Five-Year Financial Summary	五年財務概要	147-148



CORPORATE INFORMATION

公司資料

Stock Code

00602

Registered Office

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

Head Office and Principal Place of Business in Hong Kong

Suite 715, 7th Floor
Ocean Centre, Harbour City
5 Canton Road
Tsimshatsui
Kowloon
Hong Kong

Head Office and Principal Place of Business in the PRC

4/F
Jiahua Ming Yuan
No. 2146 Xinhua Road
Baoan Central District
Shenzhen
The PRC

Company Website

www.szbjh.com

Auditor

BDO Limited
Certified Public Accountants
25th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

Authorised Representatives

Mr. Zhuang Lu Kun
Mr. Ho Yuet Lee, Leo

股份代號

00602

註冊辦事處

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

香港總辦事處及主要營業地點

香港
九龍
尖沙咀
廣東道5號
海港城海洋中心
7樓715室

中國總辦事處及主要營業地點

中國
深圳市
寶安中心區
新湖路2146號
佳華名苑
4樓

公司網站

www.szbjh.com

核數師

香港立信德豪會計師事務所有限公司
執業會計師
香港
干諾道中111號
永安中心
25樓

授權代表

莊陸坤先生
何悅利先生



Corporate Information (Continued)
公司資料(續)

Legal Advisers to the Company

As to Hong Kong law

Woo Kwan Lee & Lo
26th Floor, Jardine House
1 Connaught Place
Central
Hong Kong

As to the Cayman Islands law

Conyers Dill & Pearman
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

As to PRC law

Guang Dong Pinfang Law Firm
Room 501, Main Building
Peach Technology Innovation Park
Baoan District
Shenzhen
The PRC

**Principal Share Registrar
and Transfer Office**

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

**Branch Share Registrar and Transfer
Office In Hong Kong**

Tricor Investor Services Limited
Level 22
Hopewell Centre
183 Queen's Road East
Hong Kong

公司法律顧問

香港法律
胡關李羅律師行
香港
中環
康樂廣場1號
怡和大廈26樓

開曼群島法律

Conyers Dill & Pearman
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

中國法律

廣東品方律師事務所
中國
深圳市
寶安區
桃花源科技創新園主樓
501室

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心22樓



Location of Jiahua Stores

佳華商場位置圖



台北 Taipei

廣西 Guangxi

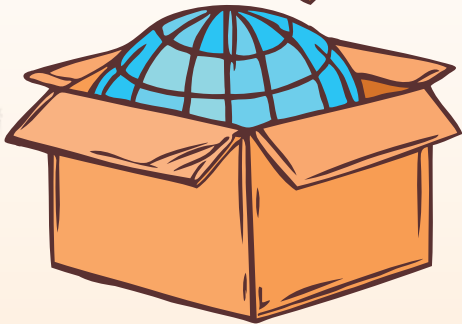
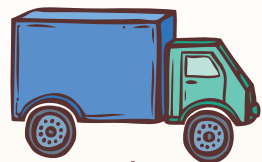
鹽步店 Yanbu

桃源店 Taoyuan
大沙田店 Dashatian

香港 Hong Kong

澳門 Macao

海口 Haikou



東莞市 Dongguan

松崗店 Songgang
公明店 Gongming
寶安區 Baoan District
沙井店 Shajing
石岩店 Shiyan
西鄉店 Xixiang
書苑雅閣店 Shuyuan Yage
龍華店 Longhua
三聯店 Sanlian
深州市 Shenzhen





Xixiang 西鄉



Songgang 松崗



Gongming 公明



Shiyan 石岩



Shuyuan Yage 書苑雅閣



Taoyuan 桃源(廣西)



Sanlian 三聯



Dashatian 大沙田(廣西)



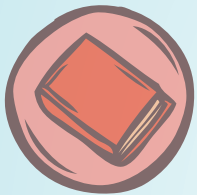
Yanbu 鹽步(佛山)



Longhua 龍華

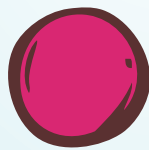


Shajing 沙井



Chairman's Statement

董事長報告





Introduction

The world economy was still on the wane in 2015. Global economic growth has been slowed down from 2014 and continued to show a highly fragmented growth pattern. The growth rate in developed countries increased steadily while that in emerging markets and developing countries saw an overall decrease. Given the overall sluggish economic recovery, lack of driving force and uneven growth, key indicators dropped. Statistical data suggested that global economic growth rate was 3.1% in 2015, down by 0.3% as compared with 2014, falling behind the general expectation at the beginning of the year. Among them, the growth rate in developed countries was 2.0% while that in emerging markets and developing countries was 4.0%. The market is poised for a new round of technological reformation and industrial restructuring, intensifying the uneven growth in different economies. For developed countries, US recovery was relatively stable. The Euro zone was walking out from the debt crisis through quantitative easing measures and implementation of manufacturing industry upgrade. However, it was persecuted by deflation and migrants issues, which have weakened its growth momentum. Despite the perception that the Japanese economy grew rapidly under stimulus measures, the overall growth rate was weak with mixed data. Emerging markets and developing countries continued their slowdown trend over the past five years, with the conditions of Latin America (led by Brazil) were particularly critical. Generally, the economy in developed countries remained growing at a slower pace.

The economy of China was operating at a reasonable level with persisting new growth momentum. In terms of overall economy, despite a gradual quarterly decrease in the growth rate throughout the year, economic growth rate remained at a reasonable level of about 7%, contributing approximately 30% to the growth of the world economy. High-end equipment manufacturing became a key driver to growth in export. With a number of new technologies, industries, business pattern, industry model, organization structure and emerging enterprises (with the Internet segment leading the

序言

2015年，世界經濟疲弱態勢依舊，全球經濟增速較2014年有所放緩，整體增長格局延續分化的態勢：發達經濟體增速緩慢上升，新興市場和發展中經濟體整體增速下滑。整體緩慢復蘇，後續乏力、格局分化，主要指標下滑。數據顯示，2015年世界經濟增長率為3.1%，比2014年下降0.3個百分點，也較今年年初普遍預期要低。其中發達經濟體增速為2.0%，新興市場和發展中經濟體增速為4.0%。新一輪科技革命和產業變革蓄勢待發，不同經濟體分化態勢明顯。發達經濟體中，美國經濟復蘇情況相對穩健；歐元區以量寬和推進製造業升級為導引，經濟逐步脫離了債務危機，但又被通縮和難民問題困擾，增長乏力；日本在經濟刺激之下，給人快速增長的感覺，但數據反復，整體增速偏弱。新興市場和發展中經濟體則延續了5年來的下滑，以巴西為代表的拉美地區增速下滑情況尤其嚴重。整體來看，發達經濟體仍保持增長，但增幅放緩。

中國經濟運行在合理區間，增長新動力不斷出現。從經濟總量上看，四個季度經濟增速在逐步下行，但依舊保持在7%左右的合理區間，對世界經濟增長的貢獻率已達約30%。高端裝備製造成為拉動出口的主力軍，以互聯網為代表的一大批新技術、新產業、新業態、新產業模式、新組織方式和新興企業嶄露頭角並壯大，「大眾創業、萬眾創新」的口號在全國蔚然成風。隨著「互聯網+



Chairman's Statement (Continued)

董事長報告(續)

way) rising to prominence and keep expanding, the motto “public entrepreneurship and mass innovation” has been sweeping through the country. With the implementation of “Internet plus” action plan and “Made in China 2025” proposal, economic development will become more integrated, adding a fresh impetus to sustainable development of China economy. In addition, China is playing a more active and important role on various international (political and economic) arenas, further demonstrating its international influence. The “One Belt, One Road” policy was well-supported by the participation of countries. The China-led Asian Infrastructure Investment Bank (“AIIB”) has finally been established and proceeded to commence. Coupled with the inclusion of Renminbi in the Special Drawing Right (“SDR”) Basket, they served as a strong proof that the status of China in the international community has been enhanced.

Business Review

During the year, traditional department stores, being the core of the retail business, faced unprecedented pressure, causing a tide of store closures in regions like Beijing, Tianjin, Shandong and Anhui, etc. Even giant retailers have incurred operating loss. The impact upon the operation in the retail industry posed by the surge of e-business gradually surfaced, not to mention the effect brought by high rents, high wage and other rising costs. Against the backdrop of a difficult operating environment, the Group nevertheless attained satisfactory operating results.

In 2015, retail industry was generally operating under difficulties. Despite the negative factors, the Group has made changes to its operation and recorded a stable operating result. For the year ended 31 December 2015, the Group has revenue of approximately RMB839.7 million, representing a year-on-year increase of approximately 2.2%. Gross profit was approximately RMB89.9 million, representing a year-on-year decrease of approximately 10.9%, and consolidated profit attributable to owners of the Company was approximately RMB45.6 million, representing a year-on-year decrease of approximately 22.3%. The decrease in revenue was mainly attributable to the change of the usage of store area and introduction of well-known concessionaires and catering operators, which resulted in increased traffic flow and greater store diversification, and accordingly, our concessionaire commission and rental income had been shored up, partially offsetting impact of the drop in sales.

During the year, the Group has continued renovation enhancement to the stores. Approximately RMB 13 million has been spent for store enhancement of Songgang store, bringing a fresh shopping experience to consumers and creating a new shopping environment. Besides, Shiyan store has also undergone comprehensive renovation, followed by fine-tuning supermarket display, optimizing sales mix and introducing kids apparel brands.

行動計劃、「中國製造2025國家規劃」步入實施階段，使經濟更加融合發展，成為推升中國經濟可持續發展的新動力。另外，今年中國在國際政治經濟舞台縱橫交錯，國際影響力進一步彰顯。「一帶一路」建設受到沿路各國主動參與，以中國主導的亞洲基礎設施投資銀行終於成立並開始進入實施階段，及人民幣成功加入「特別提款權」等，充分顯示中國在國際上的地位已提升。

業務回顧

年內，零售業主體的傳統百貨業正面臨前所未有的壓力，北京、天津、山東、安徽等地已出現「閉店潮」，一些較具規模的零售商更蒙受經營虧損。零售業除受高租金，高工資及其他成本不斷上漲之營運情況外，電商的壯大對傳統零售業的影響逐步浮現。儘管經營環境不佳，集團於本年仍取得合理滿意的營運業績。

2015年，零售行業普遍面臨困難，集團面對各種負面因素，在調整轉型中取得穩定的經營業績。於截至2015年12月31日止年度，本集團錄得收入約人民幣839,674,000元，比去年上升約2.2%；毛利約人民幣89,888,000元，比去年下降約10.9%；本公司權益持有人應佔利潤約為人民幣45,600,000元，比去年下降約22.3%；收入下跌的主要因為改造商場面積用途，引入更多知名度高的專櫃商及餐飲經營商，增加商場人流量並擴闊多元性，藉以增加專櫃佣金及租金之收入，抵銷部份銷售額下降之影響。

年內，集團繼續推進各門店超市、百貨的升級調整。集團投入近人民幣壹仟三百萬元對松崗分店進行升級再造，探索新消費體驗，打造新購物環境。另外，石岩分店亦進行大規模裝修，調整超市佈局，優化商品結構，及加入童裝品牌等。另一方面，銷售信息化落實應用，啟動O2O模式，充分利用移動互



Chairman's Statement (Continued)

董事長報告(續)

On the other hand, various measures were implemented, sales through mobile phone including activation of O2O mode and strengthening of online and offline marketing channel, leveraging on mobile internet technology. The Group kicked off its cross-border e-business and implemented the “global shopping” concept for our new generation by expanding its procurement team, recruiting talents in online shopping, establishing network construction team, organizing site-visit to overseas manufacturers and introducing tax free overseas commodities. Thanks to the aforementioned, Shenzhen's first cross-border e-business shopping store was unveiled in Shenzhen Longhua Store, characterized in its location within the hypermarket in the community, easy for customer access without taking long journey to the free trade zone or bonded area and enjoy quality and best valued cross-border imported commodities.

During the year, the Group fully applied its corporate visual design, and went all-out for its logo enhancement to all sales levels in order to enhance the Group's brand recognition and attraction. The new brand of “Baijiahua” (百佳華) represented maximum service, quality, pleasure, vigor, energy, charm, symbolizing the new logo with the “infinity” idea. The visual identity was realized in all of our stores during the year which brought modern feeling to customers, laying a solid foundation the Group's further brand enhancement.

As to the administration, the Group has implemented a handful of measures to maintain its operational efficiency and minimize operating cost in relation to the human resources system. Recruitments through various channels such as ‘head hunting’, campus recruitment were held during the year, which enhanced the quality and technical knowledge of our new staff for preparing new business that may arise in future. As to the employee turnover, the Group has set up an appraisal award system. Qualified employees would be promoted. Different training seminars and examinations would be held to reinforce employees' personal sustainable development and their sense of belonging to the Group.

As to the investment horizon, the Group has invested into various non-retailing companies during the year. Firstly, the Group has liaised investment cooperation with an internet operator based in Changzhou, Jiangsu Province and acquired part of its equity interests with a view to generate certain investment income from the internet heat. Besides, we have entered into a franchise agreement with an international cartoon brand name and acquired the exclusive rights for operation and licensing of the business of restaurants in Shenzhen and Guangzhou, China, which would be a key step forward to the food and beverage retail segment. Last but not least, the Group established a subsidiary focusing internet technology. In addition to boosting the development of its retail

聯網技術，推進線上、線下等多管道協同行銷。試行跨境電商業務，擴充採購團隊，物色網購專才，成立網絡建設團隊，考察外國生產商，引進免稅海外商品，實現「全球購」之新一代購物概念。據此，集團於深圳龍華分店內設立了深圳第一家跨境電子商務體驗店，該店之特色為設立於社區大賣場內，顧客不用長途跋涉到自貿區或保稅區，便可享受優質平價的跨境進口商品。

為提升集團品牌之認受性及吸引力，本年啟動了集團之企業視覺設計，全面展開標誌升級工作並應用於銷售層面。「百佳華」新品牌標誌以服務100、品質100、開心100及無限活力、無限生命力、無限魅力為設計理念，整合而成寓意「萬象無限」的新標誌。年內，集團已將此視覺身分套入所有賣場內，帶給顧客新時代感覺，為未來集團品牌進一步升級發展打下良好的基礎。

行政管理方面，集團在人資體系建設方面實行多項措施以保持營運效率及減低營運成本。年內舉行了不同形式的招聘會、人才獵頭、校園招聘等，加強新入職員工之質素及專業性，以配對未來不斷出現的新業務。針對員工流失方面，集團設立考核獎金、晉升合資格人員，並進行多方面的培訓講座及考試，以增加員工個人之持續發展及對企業之歸屬感。

在投資業務方面，年內將資金投放於多家非零售業務企業。集團先與一家總部設於江蘇省常州市的網絡經營商展開投資合作，購入部份股權，藉此在互聯網熱下得到一點投資收益。另再與一家國際卡通品牌簽訂特許經營協議，取得該品牌於中國深圳及廣州兩地餐飲業務之獨家經營及加盟分判權，向餐飲零售業行出了重要的一步。於年末，集團更成立了一家主打科技網絡之附屬公司，除配合集團零售業務之發展外，更於手機軟件開發及一體化銷售程式推廣銷售進發。展望未來業務層面更加多元化，集團會繼續物色可



Chairman's Statement (Continued) 董事長報告(續)

business, the Group also engaged in the development of smart phone application software and the integrated sale and marketing platform. Looking forward, our business will be more diversified as the Group will continuously explore viable investment opportunities by making good use of the resources raised from the Listing to increase the return to shareholders.

Prospects

It is anticipated that due to the slowdown in economic growth of China, the growth in consumer market will continue to decline in 2016. Throughout the 13th Five-year Plan period, supportive policies unveiled by the Central Government were focused on the development of well-being service industry and took the lead to adopt new consumption pattern. With technological advancement as well as the promotion of entrepreneurship and innovation across the nation, internet related industry in 2016 will grow even faster than 2015, boosting the development of e-commerce and overall retail market. Generally, transformation and upgrading for traditional retailers will be accelerated and penetrated further. There will be various diversified trans-sector and featured operations, more products of internet application, more mode of O2O marketing and full scope retailing. Certain innovative ideas will be established through the operation and will show a growing influence. Cross-border e-commerce will maintain a rapid growth in 2016 while focus will be put on online retailing of imported commodity with significant growth potential.

The Directors believe that both opportunities and challenges await ahead, and the retailing industry will compete and develop in a much improved and better market environment.

In business development aspect, the Group will uphold the principle of "consolidating resources and developing retail chain business", to strengthen the management, reiterate the competitive strength, upgrade the brand image and expand in a stable manner. The Group will focus on the development in areas such as Guangdong and Guangxi by making use of different expansion models including "acquisition, merging, investment holdings and joint venture".

On behalf of the Board, I would like to express my sincere appreciation to all staff for their dedication and contribution to the Group, and would like to express my gratitude to all shareholders, business partners, and valuable customers for their utmost support to the Group.

Zhuang Lu Kun
Chairman

Shenzhen, the PRC
29 March 2016

行之投資機會，充分利用上市籌集之資源，增加對股東之回報率。

展望

預測2016年，中國在經濟增速回落的大環境下，明年消費品市場增速也將繼續回落。整個「十三五」時期，國家出台的扶持政策，圍繞著發展生活性服務業和發揮新消費新引領主要作用。隨著科技進步，全社會範圍內大眾創業、萬眾創新熱潮推動，2016年網際網路相關產業發展比2015年更快，帶動電子商務及整體零售市場的發展。整體而言，2016年實體零售的轉型升級會進一步加速，縱深推進，各種多元化跨界、特色化經營、更多形式的電商、更多形態的O2O、全渠道會繼續湧現，某些創新將在運營中成熟定型，釋放出日益強大的功能。2016年跨境電商仍將持續高速發展，其中進口商品網路零售將成為熱點，還有很大增長空間。

董事相信，機遇與挑戰並存，百貨零售業將會在更加完善和良好的市場環境中競爭發展。

在業務發展方面，公司仍會以「整合資源，發展連鎖」之理念，加強管理，強化競爭力，提升品牌形象，以穩健為前提，不斷加快拓展步伐，增強廣東及廣西等區域發展力度，充分利用「收購、兼併、控股、參股」等多種方式拓寬市場，增加份額。

本人謹代表董事會向為集團努力及作出貢獻的全體員工表示感謝，並感謝全體股東、業務夥伴及各位尊貴客戶對集團的大力支持及厚愛。

董事長
莊陸坤

中國深圳
二零一六年三月二十九日



BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員簡歷

Directors

Executive Directors

Mr. Zhuang Lu Kun (莊陸坤), aged 55, is the founder, executive Director and the chairman of the Group. He is responsible for the overall management, strategic planning and major decision making of the Group. Mr. Zhuang is the father of Mr. Zhuang Xiao Xiong. Mr. Zhuang has over 20 years of experience in the retail industry. He had served as a honorary deputy chairman of Shenzhen General Chamber of Commerce (深圳市總商會), a standing committee member of Shenzhen Committee of Chinese People's Political Consultative Conference (深圳市政協), a member of the Shenzhen Committee of the China National Democratic Construction Association (中國民主建國會), a member of the China General Chamber of Commerce (中國商業聯合會), a deputy chairman of Shenzhen Private Entrepreneur's Chamber of Commerce (深圳市民營企業家商會), a deputy chairman of Shenzhen Franchise Association (深圳市零售商業行業協會), and a honorary chairman of Shenzhen Baoan General Chamber of Commerce (深圳寶安區總商會). Mr. Zhuang graduated from Guangdong Administrative and Management College (廣東行政學院) majoring in modern management in July 1999, and obtained the Master of Business Administration of senior management from the Sun Yat-sen University (中山大學). He also received the award of "Paragon of Work" of Guangdong province (廣東省勞動模範稱號) in May 2003 and the award of Outstanding Staff Care Private Ownership Entrepreneur (全國關愛員工優秀民營企業家) in September 2006. He was elected as the Top Ten Person of the Year in Commerce of Guangdong in 2007 and the Top Ten Creditable Entrepreneur in the Integrated Retail Industry in China in the year 2007 and 2009 respectively, and the deputy chairman of the Hong Kong Volunteers Federation in 2014. Mr. Zhuang has served the Group for over 21 years.

Mr. Zhuang Pei Zhong (莊沛忠), aged 54, is an executive Director and the chief financial officer of the Group. He is responsible for the financial accounting and information system management of the Group. Mr. Zhuang obtained an undergraduate diploma in financial accounting from Guangdong Radio and Television University (廣東廣播電視大學) in 1990 and pursued advanced studies in management in Sun Yat-Sen University. Mr. Zhuang joined the Group in August 1995 and has over 20 years of experience in the retail industry. Mr. Zhuang was accredited senior membership of the International Profession Certification Association (國際認證協會) and membership of the China Association for Employment Promotion (中國就業促進會) in 2008 and has obtained a master degree in business administration from the University of Wales in England in 2014. Mr. Zhuang has served the Group for over 19 years.

Mr. Gu Wei Ming (顧衛明), aged 47, is an executive Director and the deputy general manager of the Group responsible for the management of executive and office administration of the Group. He joined the Group in August 1997 and has over 20 years of experience in the retail industry. In 2014, Mr. Gu has obtained the master degree in business administration from University of Tianjin of China. Mr. Gu has served the Group for over 19 years.

董事

執行董事

莊陸坤先生，55歲，為本集團的創辦人、執行董事及董事長。彼負責本集團的整體管理、策略規劃及主要決策。莊先生為莊小雄先生之父親。莊先生於零售行業具有逾廿年經驗。彼為深圳市總商會榮譽副會長、深圳市政協常務委員、中國民主建國會深圳市委會委員、中國商業聯合會理事、深圳市民營企業家商會理事會副會長、深圳市零售商業行業協會副會長及深圳寶安區總商會理事會名譽會長。莊先生一九九九年七月畢業於廣東行政學院，主修現代管理，並獲中山大學頒授高級管理人員工商管理碩士。彼亦分別於二零零三年五月獲得廣東省勞動模範稱號，二零零六年九月獲得全國關愛員工優秀民營企業家，二零零七年當選為「廣東商業十大風雲人物」，二零零七及二零零九年當選「中國綜合零售行業十大誠信企業家」，及二零一四年當選為香港義工聯盟董事會副主席。莊先生已於集團服務了超過二十一年。

莊沛忠先生，54歲，為本集團的執行董事及財務總監。彼負責本集團的財務會計及訊息系統管理工作。莊先生於一九九零年取得廣東廣播電視大學的財務會計專科文憑，並於中山大學繼續進修管理。彼於一九九五年八月加入本集團並在零售行業擁有超過廿年經驗。莊先生於二零零八年獲取國際認證協會高級會計師資格及中國就業促進會會員資格，並於二零一四年取得英國威爾斯大學頒發之工商管理碩士學位。莊先生已於集團服務了超過十九年。

顧衛明先生，47歲，為本集團執行董事及副總經理，負責集團之行政及辦公室管理工作。彼於一九九七年八月加入本集團並於零售業擁有超過廿年經驗。於二零一四年，顧先生取得中國天津大學頒發之工商管理碩士學位。顧先生已於集團服務了超過十九年。



Biography of Directors and Senior Management (Continued)

董事及高層管理人員簡歷(續)

Mr. Zhuang Xiao Xiong (莊小雄), aged 33. Mr. Zhuang obtained from the University of Luton, United Kingdom a bachelor of arts degree in business administration in 2005 and a master of science degree in finance and business management in 2006. Mr. Zhuang is the deputy chairman of Shenzhen General Chamber of Commerce (Association of the Industrialists and Businessman) (深圳市總商會(工商聯)) and a committee member of the Chinese People's Political Consultative Conference of Shenzhen (政協深圳市委員會). Mr. Zhuang is the son of Mr. Zhuang Lu Kun and Mrs. Zhuang Su Lan. He joined the Group as full time member in 2006 and is responsible for the overall operation management of the Group. Mr. Zhuang has served the Group for over 10 years.

Independent non-executive Directors

Mr. Chin Kam Cheung (錢錦祥), CPA (practising), FCMA, aged 58, is a practising accountant in Hong Kong. Mr. Chin is a fellow member of the Chartered Institute of Management Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in auditing, accounting and financial management. Mr. Chin has served the Group for over 8 years.

Mr. Sun Ju Yi (孫聚義), aged 63, graduated from the Finance and Economic Institute of Tianjin in the PRC in 1978 and underwent a master research study program at the Finance and Economics Institute of Tianjin in the PRC in 1978. He is a senior accountant and a registered accountant in the PRC. He had been a lecturer of the Finance and Economic Institute of Tianjin and the assistant to the principal of Shenzhen Zhong Hua Accounting Firm. Mr. Sun has over 30 years of experience in financial lecturing, accounting, auditing and corporate financial management. Mr. Sun was an independent non-executive director of Jinchuan Group International Resources Co. Ltd (formerly known as Macau Investment Holdings Limited) (SEHK: 02362). He is a director of Gemdale Corporation (金地集團) (600383.SH), a listed PRC nationwide property developer. Mr. Sun has served the Group for 3 years.

Mr. Ai Ji (艾及), aged 62, graduated from Hunan Radio and Television University (湖南廣播電視大學) with a bachelor's degree in law and obtained the qualification of a practising lawyer in 1988. Mr. Ai is a practising lawyer in the PRC, has worked for Hunan Chuhua Law Firm (湖南楚華律師事務所) and Guangdong ShenTianCheng Law Firm (廣東深天成律師事務所), and is a senior partner of the Yingke Law Firm (盈科律師事務所). He is a member of the standing committee of the National Committee of the Chinese People's Political Consultative Conference (Shenzhen) (中國人民政治協商會議深圳市委員會), a member of various committees (including member of the sixth and seventh sessions of standing committee of Guangdong, deputy chairman of legal system committee, and deputy chairman of the fifth and sixth sessions of Shenzhen committee) of the China Democratic National Construction Association (中國民主建國會). Mr. Ai practised as a legal counsel and has accumulated over 37 years experience in various commercial and law firms in the PRC. Mr. Ai has served the Group for over 8 years.

莊小雄先生，33歲，分別於二零零五年及二零零六年獲英國盧頓大學頒授工商管理文學士學位以及財務及商務管理碩士學位。莊先生現為深圳市總商會(工商聯)副會長及政協深圳市委員會委員。莊先生為莊陸坤先生及莊素蘭女士之兒子。彼於二零零六年加盟本集團成為全職僱員。現負責本集團的整體經營管理。莊先生已於集團服務了超過十年。

獨立非執行董事

錢錦祥先生，CPA (practising)，FCMA，58歲，香港之執業會計師。錢先生是英國特許管理會計師公會資深會員及香港會計師公會會員。彼於審計、會計及財務管理方面擁有豐富的經驗。錢先生已於集團服務了超過八年。

孫聚義先生，63歲。彼於一九七八年畢業於天津財經學院，並於一九七八年於中國天津修畢碩士研究生學習課程。彼為中國高級會計師及中國註冊會計師。彼曾為天津財經學院講師及中國深圳中華會計師事務所所長助理。孫先生於財經授課、會計、審計及企業財務管理方面超過30年經驗。孫先生曾為金川集團國際資源有限公司(前名為澳門投資控股有限公司)(聯交所：02362)之獨立非執行董事。現為中國上市國家地產發展商金地(集團)股份有限公司(上交所：600383)之董事。孫先生已於集團服務了三年。

艾及先生，62歲，一九八八年畢業於湖南廣播電視大學並獲得中國律師資格。艾先生為中國執業律師，曾執業於湖南楚華律師事務所及廣東深天成律師事務所，現為盈科律師事務所任高級合夥人。彼為中國人民政治協商會議深圳市委員會常務委員，中國民主建國會廣東省委會第六及七屆委員、法制委員會副主任、深圳市委會第四及五屆副主委。艾先生為法律顧問，曾於中國多間企業及律師行累積超過三十七年經驗。艾先生已於集團服務了超過八年。



Biography of Directors and Senior Management (Continued) 董事及高層管理人員簡歷(續)

Senior Management

Mr. Li Dong (李棟), aged 41, is the human resources manager responsible for overall manpower management of the Group. Mr. Li obtained a certificate of Business Administration from the Open University of China in 2011. Mr. Li has served as store manager, deputy manager of the human resources department, the chief operation officer, the general manager of the Guangxi subsidiary and the deputy manager of the procurement department. Mr. Li has over 17 years of experience in the retail industry. Mr. Li has served the Group for over 12 years.

Mr. Zhuang Ru Zhao (莊汝昭), aged 34, is the deputy manager of the department store responsible for the operation and business invitation management of the Group. Mr. Zhuang obtained the certificate of Education Management and the master degree of Business Administration from the South China Normal University of China and University of Wales in England in 2005 and 2014 respectively. Mr. Zhuang joined the Group in 2005. He has worked for the positions of office administration manager, senior executive manager and chairman of labour union. Mr. Zhuang has served the Group for over 11 years.

Company Secretary

Mr. Ho Yuet Lee, Leo (何悅利), FCCA, CPA, ACIS, ACS, aged 42, is the finance manager and company secretary of the Group. Mr. Ho obtained a degree of bachelor of Business Administration (Honours) in Accounting from the Hong Kong Baptist University in 1995 and a master degree in Corporate Governance from the Hong Kong Polytechnic University in 2008. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and an associate member of the Institute of Chartered Secretaries and Administrators. Mr. Ho has over 16 years of experience in accounting, auditing and corporate finance. Mr. Ho has served the Group for over 9 years.

高級管理層

李棟先生，41歲，人力資源總監，負責整體人力資源管理工作。李先生於2011年畢業於中央廣播電視大學工商管理專業。李先生擔任過分店店長、人力資源副總監、營運總監、廣西子公司總經理及採配副總監。李先生於零售行業擁有超過十七年經驗。李先生已於集團服務了超過十二年。

莊汝昭先生，34歲，百貨總經理助理，負責百貨營運及招商管理工作；莊先生分別於2005年及2014年於華南師範大學及英國威爾斯大學取得教育管理本科學歷及工商管理碩士學位。莊先生於2005年加入本集團，曾擔任辦公室主任、行管中心高級經理及工會主席。莊先生已於集團服務了超過十一年。

公司秘書

何悅利先生，FCCA，CPA，ACIS，ACS，42歲，為本集團財務經理及公司秘書。分別於一九九五年及二零零八年獲香港浸會大學頒授工商管理學士(榮譽)學位(主修會計)以及香港理工大學頒授公司管治碩士學位。彼為英國特許公認會計師公會資深會員，香港會計師公會會員，香港特許秘書公會會員及英國特許秘書及行政人員公會會員。何先生在會計、審計及企業融資方面擁有超過十六年經驗。何先生已於集團服務了超過九年。





Management Discussion and Analysis

管理層討論及分析



百佳华

助业投资
电话: 0755-23720858



(A) Industry Overview

Amid rapid reform and transformation in the retail sector in China, the economic restructuring has made the retail sector the main channel to stimulate domestic demand and economy. Improvement in living standard and changes in currency exchange rates led to shift in trend of consumption and demand. As the government was proactively fostering internet development, and encouraging online business, operators in the retail sector were subject to significant reform and had to deal with many challenges.

(一) 行業概覽

中國零售業正處於加快變革及轉型時期，經濟結構調整使零售業帶動內需及國內經濟的主要渠道。國內居民生活水平提高，以及各國貨幣匯率變化使消費需求變化。政府大力提倡互聯網發展，鼓勵網上企業發展，使零售企業面對重大改革及挑戰。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

According to the statistics released by the National Bureau of Statistics of China, GDP for the year amounted to RMB67,600 billion, representing a 6.9% increase over last year. Total retail sales of social consumer goods for the year was RMB30,000 billion, representing a year-on-year (“YOY”) growth of 10.7%. Among them, retail sales of “over-the-threshold” consumer goods grew by 7.8% on an YOY basis to RMB14,200 billion. Retail sales of urban consumer goods rose by 10.5% to RMB25,900 billion YOY. By consumption pattern, retail sales of commodities went up 10.6% to RMB26,900 billion YOY. During the year, total domestic online retail sales amounted to RMB3,800 billion, representing an YOY growth of 33.3%. Among them, physical goods online retail sales grew by 31.6% on an YOY basis to RMB3,200 billion, accounting for 10.8% of the total retail sales of social consumer goods. Online retail sales of non-physical goods amounted to RMB630 billion, up by 42.4%. The annual per capita income amounted to RMB22,000. On further break down, per capita disposable income of urban residents amounted to RMB31,000, increased by 8.2% as compared with last year; per capita disposable income of rural residents amounted to RMB11,000, increased by 8.9% as compared with last year.

The retail market in China is plagued with slow recovery in consumption and fierce competition among various channels. As such, retail store operators are going through a rough patch and lacking growth momentum in their fundamental aspects. It remains highly uncertain whether they can turn things around.

據國家統計局的資料，全年國內生產總值人民幣67.6萬億元，比上年增長6.9%。全年社會消費品零售總額人民幣30.0萬億元，比上年增長10.7%，其中，限額消費品零售額人民幣14.2萬億元，增長7.8%。城鎮消費品零售額人民幣25.9萬億元，比上年增長10.5%。按消費形態分，商品零售人民幣26.9萬億元，增長10.6%。全年全國網上零售額人民幣3.8萬億元，比上年增長33.3%。其中，實物商品網上零售額人民幣3.2萬億元，增長31.6%，佔社會消費品零售總額的比重為10.8%；非實物商品網上零售額人民幣6,300億元，增長42.4%。全年全國居民人均總收入人民幣2.2萬元。其中，城鎮居民人均可支配收入人民幣3.1萬元，比上年增長8.2%；農村居民人均可支配收入人民幣1.1萬元，比上年增長8.9%。

目前，中國零售行業面臨消費復蘇緩慢、管道競爭激烈等困難，實體零售行業景氣仍在低位運行，基本面改善缺乏動能，能否扭轉乾坤存在很多未知因素。



(B) Business Review

During the year, the Group has directly operated 11 stores with a total gross floor area of approximately 149,000 square meters, principally located in the Guangdong (including Shenzhen and Foshan) and Guangxi provinces. Among them, ten stores (total gross floor area of approximately 146,000 square meters) are operating as retail stores and one is used for leasing purpose. For the ten retail stores, eight of them are in Guangdong (seven in Shenzhen and one in Foshan) and the remaining two are in Nanning of Guangxi. The Group also owns a four-floor commercial property located in Baoan Central District, Shenzhen, Guangdong. Except for part of one floor being used as the Group's own headquarters, all other commercial floors have been fully leased out for rental purpose.

Store upgrade and renovation to create a delicate shopping environment

During the year, two flagship stores underwent intensive renovation to enhance their presentation in order to create a delicate shopping environment. Songgang store was the main subject, the renovation to which involved an overhaul of its outer wall and installation of a large display screen at its entrance roof. It served to promote and deliver the store's message of innovative and interactive to its customers. The store offered a refreshing layout and decoration with enhanced lighting effects and tiles replacement for the sales floor. Other improvements included revamped panoramic lift to provide three types of in-store customer transportation, auxiliary facilities upgrade and compressed supermarket area to make space for a catering project. Famous enjoyable lifestyle brands and operators were introduced to the store and product mix was optimised, which would provide a comfortable and delicate shopping environment for the consumers. Shiyan store also optimised its layout and products structure and improved its internal environment and facilities. The store also brought in well known kids apparel vendors to foster an atmosphere of community store.

(二) 業務回顧

於年內，本集團直接經營的門店有11家，總建築面積約14.9萬平方米，主要集中在廣東(包括深圳及佛山)及廣西。其中，10家(總建築面積約14.6萬平方米)作為零售門店及1家作為出租物業。10家零售門店中，8家位於廣東(深圳及佛山分別有7及1家)，其餘2家位於廣西南寧。另外，本集團擁有位於廣東深圳市寶安中心區之四層商業部份物業，除其中一層部份面積用作集團總部辦公室外，其餘商業部份已全部作出租物業收取租金收入。

分店升級改造，推廣品味購物環境

年內對其中兩家主力分店作重點改造，將店舖內外觀大大提升，打造品味購物環境。松崗店為主打項目，分店外牆全面翻新，增加大型螢幕顯示屏於正門楣上，兼推廣及傳遞店內訊息給顧客，新穎及互動俱備。店內排場及裝潢令人耳目一新，照明燈光加強及賣場地板重鋪，觀光電梯改造及實現三梯聯動，輔助設施更新，加上壓縮超市面積轉為配套餐飲項目，引入潮流及時尚之生活消費品牌及營商者，及商品結構優化等，提供消費者一個舒適及品味的購物環境。另外，石岩店亦對佈局及商品結構作優化，裝修店內環境，升級設施，引入出名童裝供應商，打造新一代社區店的購物氣氛。



Introducing corporate visual design to transmit corporate business objective

In order to enhance recognition and attractiveness of our brand, the Group formulated a corporate visual design during the year. We conducted comprehensive logo-upgrading work and applied the logos in our sales floor. The new “Baijiahua” logo promoted the idea of “full service, full quality, and full happiness”, which represents our energy, vigour and charm to go beyond limit. The new logo not only establishes a new outlook of the Group’s retail business for customers, but also transmits the management’s operating concepts regarding the Group’s future development. During the year, the Group applied such visual identity in all sales outlets so as to provide customers with a brand new experience as well as to lay a solid foundation for further upgrade of the brand in the future.

Carry out state-supported projects to commence cross-border e-commerce business

In recent years, demand for imported goods in China has been surging. In response to the emerging of this new sales opportunities, the Group started preparation works in the mid of the year and re-engineered the information system for the new business. The activation of O2O model allowed for a full utilisation of mobile internet technology, enhanced synergistic marketing between online and offline channels and a trial run for the cross-border e-commerce. Accordingly, the Group expanded its procurement department and recruited talents for online shopping so as to establish an online development team, which would be responsible for identifying overseas suppliers, acquiring tax-free commodities from abroad and implementing the new concept of “shopping around the world”. In October, the Group set up the first conceptual cross-border e-commerce store in our Longhua store in Shenzhen to assist the cross border business. The Group expects to obtain a considerable share in the new retail market segment.

啟動企業視覺設計，傳播企業經營理念

為提升集團品牌之認受性及吸引力，本年啟動了集團之企業視覺設計，全面展開標誌升級工作並應用於銷售層面。「百佳華」新品牌標誌以服務100、品質100、開心100及無限活力、無限生命力、無限魅力為設計理念，整合而成寓意「萬象無限」的新標誌。新標誌設計除建立顧客給集團零售業務方面一個新印象外，更傳播管理層對集團未來發展的經營理念。年內，集團已將此視覺身分套入所有賣場內，帶給顧客新時代感覺，為未來集團品牌進一步升級發展打下良好的基礎。

引進跨境電商業務，實現國策支持項目

近年來，國內對進口貨品需求日漸增加。針對此新零售板塊的商機，集團於年中開始籌備，並於第三季度落實新業務信息化應用，啟動O2O模式，充分利用移動互聯網技術，推進線上、線下等多管道協同行銷，試行跨境電商業務。據此，擴充採購團隊，物色網購專才，成立網絡建設團隊，考察供應商，引進免稅海外商品，實現「全球購」之新一代購物概念。於十月份，集團於深圳龍華分店內設立了深圳第一家跨境電子商務體驗店，以協助跨境電商業務。藉此，集團期望在新零售市場板塊內取得一定的份額。



Widen investment horizon to expand scope of business

Since last year, the Group kept searching for new investment projects to add into existing portfolio in addition to purchase of commercial properties for rental purposes, investment in consumable wholesaler and acquisition of equity interest in enterprises engaged in mobile internet platform. In this regard, the Group commenced investment cooperation with an internet service platform operator headquartered in Changzhou, Jiangsu Province and acquired part of its equity interest, which may generate investment return due to increasing attractiveness of the electronic industry. Furthermore, in February, the Group entered into another cooperation agreement with an international cartoon brand licensor for an exclusive operating right and franchise licensing right of the brand's catering services in Shenzhen and Guangzhou, the PRC. The Group had identified several locations for the operation of theme restaurants and cafes, marking an important step for entering into catering business. At the end of the year, the Group incorporated a subsidiary focusing on internet technology, which will complement the development of the Group's retail business by developing mobile phone application platform, and work on the distribution and marketing area. As the business scope continues to diversify, the Group will continue to identify feasible investment opportunities and take full advantage of the resources obtained from listing to boost the return for the shareholders.

(C) Outlook

Looking forward to 2016, the retail sector will still face the challenge from greater pressure of accelerating cost and competition from e-business. Although traditional retailers will still dominate the market, profit margin is likely to decrease with the vicious competition and the influence of e-business. Despite this situation, the Group will carefully guide the transformation towards the sales-driven model and strengthen the operating management to further its profitability so as to cope with the impact brought about by the e-business to traditional retail operation. Apart from this, all stores will undergo upgrade renovation to give new shopping experience to customers. Information platform building will uplift customer profile and satisfaction, hence preserve their confidence on the Group's business. On the investment front, the Group will continue to seek other appropriate opportunities to broaden its operating scope and increase the shareholders' return.

擴大投資領域，增加業務層面

集團自去年開始不斷尋找新投資項目，除購置商業物業取得租金收入，投資易耗品批發商，參股移動互聯平台企業外，年內亦添加多個項目。據此，集團先與一家總部設於江蘇省常州市的網絡服務平台經營商展開投資合作，購入部份股權，藉此在電子行業興旺下得到一點投資收益。另外，集團於二月份跟一家國際卡通品牌授權商達成合作協議，取得該品牌於中國深圳及廣州兩地餐飲業務之獨家經營及加盟分判權，集團已物色多個地點營運相關的主題餐廳及茶店，向餐飲業行出了重要的一步。於年末，集團更成立了一家主打科技網絡之附屬公司，除配合集團零售業務之發展外，更於手機應用平台開發及分銷及營銷方面進發。展望未來業務層面更加多元化，集團會繼續物色可行之投資機會，充分利用上市籌集之資源，增加對股東之回報率。

(三) 未來展望

展望2016年，零售業依然面臨成本增長快及電商衝擊等競爭因素，實體及電商經營兩極分化仍然持續。雖然傳統零售業仍為市場的主要市場佔有者，但隨著同業惡性競爭及電子商務衝擊等主國因素，利潤水平會有所下降。儘管如此，集團仍會抓好以銷售為導向的轉型工作，加強營運管理以進一步提高盈利水平，積極應對電子商務對傳商業的衝擊。另外，集團會繼續升級所有門店，以求提升顧客之購物體驗；推進信息化之建設，提升顧客之層面及滿意度，以保留顧客之信心。在投資方面，集團會繼續找尋合適之其他投資機會，擴闊經營範疇，增加股東之回報率。



Financial review

Revenue

For the year ended 31 December 2015, total revenue of the Group (that is, the aggregate proceeds from direct sales of goods, commission from concessionaire sales, rental income from sub-leasing of shop premises, rental income from investment properties, wholesale of consumables and interest income from factoring service) was approximately RMB839.7 million, representing an increase of 2.2% from approximately RMB821.2 million in 2014.

Affected by the emerging and fast growing of internet e-shopping operators, the Group has undergone conversion of part of sales floor from direct sales to leasing to food and beverage concessionaire counter to increase the attractiveness of stores to customers. Total direct sales of goods declined by approximately 7.9% to approximately RMB578.7 million for the year of 2015. Gross margin was approximately 14.9% for the year of 2015, which was slightly lower than the sales margin of approximately 15.8% for the year of 2014.

Commission from concessionaire sales, however, increased by approximately 0.8% to approximately RMB115.0 million for the year of 2015. The increase was mainly due to increase of sales floor for concessionaire counters, principally food and beverage operators. This resulted in the increase of rental income from sub-leasing of store premises amounted to approximately RMB45.3 million for the year, an increase of 11.1% compared on yearly basis. For the wholesale of consumables, there was considerable performance with approximately RMB91.0 million with aggressive strategy of low margin by the Group. Rental income from investment properties increased by approximately 6.5% to approximately RMB9.0 million for the year. The increase was mainly due to full occupancy of the properties in Jiahua Ming Yuan which earned rental income. There was a new business commenced by a subsidiary of the Group to carry on factoring service amounting to approximately RMB0.6 million during the year.

Other operating income

Other operating income of the Group, comprised mainly of interest income, government grants administration and management fee income from suppliers and miscellaneous income, amounted to approximately RMB66.2 million in 2015, representing a decrease of 11.7% from RMB74.9 million in the year of 2014. This was attributable to the decrease in interest rate on bank deposits and loss of side business income from direct sales of goods.

財務回顧

收入

截至二零一五年十二月三十一日止年度，本集團的收入總額（即直接商品銷售、專賣銷售所得佣金、分租店舖物業的租金收入、投資物業的租金收入、批發易耗品及來自保理業務之利息收入）約為人民幣839,674,000元，較2014年約人民幣821,249,000元增加約2.2%。

受突起及快速增長的網上電子購物營運者影響，集團已重整部份銷售面積由直接經營轉為餐飲業經營商，以增加商場對顧客之吸引力。直接商品銷售總額下跌7.9%至約人民幣578,685,000元。二零一五年，商品銷售的毛利率約為14.9%，略低於二零一四年錄得的15.8%。

相反，專賣銷售所得佣金增加0.8%至約人民幣115,038,000元。上升主要因為增加專櫃門店之銷售面積，主要為餐飲經營商。由於此因素，自分租店舖物業的租金收入亦相對去年增加11.1%，至約人民幣45,342,000元。年內批發易耗品業務因集團以低利潤進取策略有強勁表現，取得約人民幣90,970,000元。而投資物業的租金收入增加6.5%至約人民幣8,997,000元。主要由於佳華名苑之出租物業部份開始全面收取租金。集團於年內開立新業務，主要以透過一附屬公司進行保理業務，年內收入約人民幣642,000元。

其他經營收入

本集團的其他經營收入（主要包括利息收入、政府補貼、來自供應商的行政及管理費收入及其他收入）為約人民幣66,169,000元，較二零一四年的約人民幣74,949,000元，下降11.7%。主要由於銀行存款利率下跌及失去一些直接商品銷售之副業務收入。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of inventories sold

Cost of inventories sold represent the sales of goods and wholesale of consumables. In line with the decline of direct sales of goods, the Group's cost of inventories sold declined to approximately RMB492.5 million for the year ended 31 December 2015, representing a decrease of approximately 7.0% from approximately RMB529.4 million in the year of 2014. Cost of inventories sold for wholesale of consumables increased from approximately RMB27.6 million in 2014 to approximately RMB87.3 million in 2015, up by 216.1% which coincide with the increase in revenue from wholesale of consumables during the year.

Increase in fair value of investment properties

Increase in fair value of investment properties decreased from approximately RMB7.0 million for the year ended 31 December 2014, to approximately RMB3.1 million for this year, representing a decrease of approximately 55.7% due to changing condition in real estate market.

Staff costs

The Group's staff costs decreased by 0.6% from approximately RMB87.3 million in 2014 to approximately RMB86.8 million in 2015. The decrease was mainly due to the streamlining of manpower resource of the Group.

Depreciation

The Group's depreciation decreased by 10.6% from RMB31.0 million in 2014 to approximately RMB27.7 million in 2015. The drop was primarily due to full amortisation of part of the fixed assets acquired in the early years. Depreciation as a percentage of total revenue of the Group decreased from 3.8% in 2014 to 3.3% in 2015.

Other operating expenses

Other operating expenses decreased mainly due to absence of compensation payment to landlord for early termination of Shatoujiao store last year.

Share of loss of an associate

The share of loss of an associate for year ended 31 December 2015 amounted to approximately RMB1.5 million representing the Group's share of results of its equity interests in Shenzhen Egoos Mobile Internet Limited acquired last year.

Finance cost

For the year ended 31 December 2015, finance cost of the Group amounted to approximately RMB13,000, representing a decrease of 98.9% from approximately RMB1.2 million in 2014 due to the full repayment of loan at the beginning of the year.

已售存貨成本

已售存貨成本指銷售貨品及易耗品批發成本。銷售貨品成本與直接商品銷售的下滑看齊，本集團的銷售貨品成本由二零一四年的約人民幣529,360,000元減至截至二零一五年十二月三十一日止年度約人民幣492,501,000元，跌幅為7.0%。易耗品批發的已售存貨成本由二零一四年的約人民幣27,605,000元增至二零一五年的約人民幣87,266,000元，升216.1%，與年內易耗品批發之收入升幅相符。

投資物業公平值增加

投資物業公平值增加由二零一四年的約人民幣7,000,000元減少至二零一五年的約人民幣3,100,000元，下降55.7%。主要由於房地產市場變動因素。

員工成本

本集團的員工成本由二零一四年的約人民幣87,325,000元減少至二零一五年的約人民幣86,821,000元，減幅為0.6%。主要由於精簡架構人手之原因所致。

折舊

本集團的折舊由二零一四年的約人民幣31,033,000元減少至二零一五年的約人民幣27,731,000元，減幅為10.6%。主要由於部份早年購入之固定資產已作全部攤銷所致。折舊佔本集團總收入的百分比由二零一四年的3.8%減少至二零一五年的3.3%。

其他營運開支

其他開支減少主要由於沒有去年以提早終止沙頭角店之租賃協議之賠償款所致。

應佔一家聯營公司

虧損截至二零一五年十二月三十一日止年度，應佔一家聯營公司虧損約為人民幣1,475,000元。應佔聯營公司虧損主要為本集團應佔其於本年收購深圳市移樂購移動互聯有限公司股權的業績。

財務成本

截至二零一五年十二月三十一日止年度，本集團的財務成本為約人民幣13,000元，較二零一四年錄得約人民幣1,238,000元減少98.9%。主要由於年初已將貸款還清。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Income tax expense

The Group's income tax expense slightly increased by 1.6% from approximately RMB18.1 million in 2014 to approximately RMB18.4 million in 2015 as there was additional provision of withholding tax of the Group.

Profit for the year

As a result of the reasons mentioned above, profit for the year ended 31 December 2015 amounted to approximately RMB45.6 million, representing a decrease of 22.3% from approximately RMB58.7 million in 2014.

Liquidity and Financial Resources

The Group maintains a stable financial position. As at 31 December 2015, the Group had cash and bank balances of approximately RMB293.3 million (2014: approximately RMB321.7 million). During the year, the Group did not use any financial instruments for any hedging purpose.

There was no bank borrowing – secured as at 31 December 2015 (2014: approximately RMB100.0 million).

Net Current Assets and Net Assets

The Group's net current assets as at 31 December 2015 was approximately RMB164.7 million, a decrease of 14.1% from the balance of approximately RMB191.6 million recorded as at 31 December 2014.

Net assets slightly up to approximately RMB563.9 million, representing an increase of approximately RMB24.7 million or 4.6% over the balance as at 31 December 2014.

所得稅開支

本集團的所得稅開支由2014年的約人民幣18,116,000元微增至二零一五年約人民幣18,414,000元，增幅為1.6%。原因為集團須額外預提代繳所得稅所致。

年內利潤

基於上述理由，截至二零一五年十二月三十一日止年度的年內合併淨利潤約為人民幣45,589,000元，較二零一四年的約人民幣58,656,000元減少22.3%。

流動資金及財務資源

本集團財務狀況維持穩健。於二零一五年十二月三十一日，本集團的銀行結餘及現金約人民幣293,371,000元(二零一四年：約人民幣321,703,000元)。年內，本集團並無採用任何金融工具作對沖用途。

本集團於二零一五年十二月三十一日沒有已抵押銀行借款(二零一四年：約人民幣100,000,000元)。

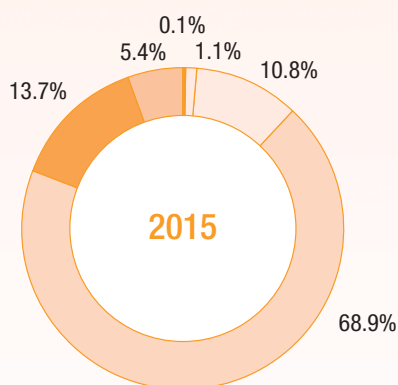
流動資產淨值及資產淨值

本集團於二零一五年十二月三十一日的流動資產淨值約人民幣164,658,000元，較二零一四年十二月三十一日所錄得結餘約人民幣191,580,000元下降14.1%。

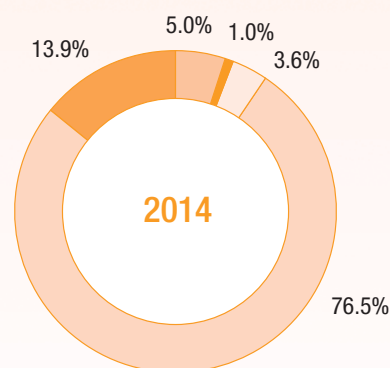
資產淨值微升至約人民幣563,872,000元，較於二零一四年十二月三十一日結餘上升約人民幣24,674,000元或4.6%。



REVENUE – TURNOVER

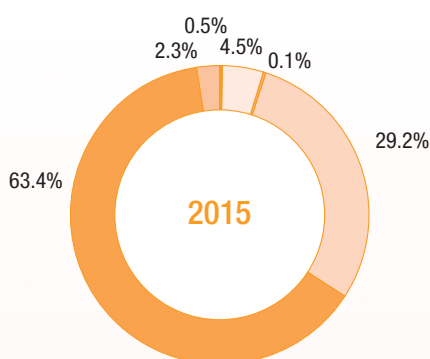


收入 – 營業額

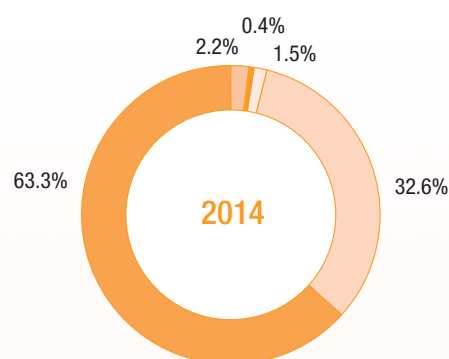


	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
<ul style="list-style-type: none"> ○ Sales of goods 銷售貨品 ● Commissions from concessionaire sales 專賣銷售所得佣金 ○ Rental income from sub-leasing of shop premises 分租店舖物業的租金收入 ● Rental income from investment properties 投資物業的租金收入 ○ Wholesale of consumables 批發易耗品 ● Interest income from factoring service 來自保理業務之利息收入 	<p>578,685</p> <p>115,038</p> <p>45,342</p> <p>8,997</p> <p>90,970</p> <p>642</p>	<p>628,619</p> <p>114,142</p> <p>40,806</p> <p>8,448</p> <p>29,234</p> <p>–</p>
	839,674	821,249

GROSS PROCEEDS



所得款項總額



	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
<ul style="list-style-type: none"> ○ Sales of goods 銷售貨品 ● Concessionaire sales 專賣銷售 ○ Rental income from sub-leasing of shop premises 分租店舖物業的租金收入 ● Rental income from investment properties 投資物業的租金收入 ○ Wholesale of consumables 批發易耗品 ● Interest income from factoring service 來自保理業務之利息收入 	<p>578,685</p> <p>1,254,071</p> <p>45,342</p> <p>8,997</p> <p>90,970</p> <p>642</p>	<p>628,619</p> <p>1,221,901</p> <p>40,806</p> <p>8,448</p> <p>29,234</p> <p>–</p>
	1,978,707	1,929,008



CORPORATE GOVERNANCE AND OTHER INFORMATION

Risk Management

The activities of the Group expose it to a variety of financial risks, including foreign exchange risk, credit risk, interest rate risk and liquidity risk.

- (i) **Foreign currency risk**
The Group has operation in the PRC so that the majority of the Group's revenues, expenses and cash flows are denominated in RMB. Assets and liabilities of the Group are mostly denominated in RMB and HK\$. Any significant exchange rate fluctuations of foreign currencies against RMB may have financial impact to the Group.
- (ii) **Credit risk**
The Group has no significant concentrations of credit risk. Most of the sales transactions were settled in cash basis or by credit card payment. The carrying amount of trade and other receivables included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to its financial assets.
- (iii) **Interest rate risk**
The Group's exposure to interest rate risk mainly arises on cash and bank balances and bank borrowing-secured. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk.
- (iv) **Liquidity risk**
The Group's policy is to maintain sufficient cash and bank balances and have available funding to meet its working capital requirements. The Group's liquidity is dependent upon the cash received from its customers. The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

Employees And Remuneration Policy

For the year ended December 2015, the Group had 1,425 full time employees in average in the mainland China and Hong Kong. The Group continues to recruit high calibre individuals and provide continuing education and training for employees to help upgrading their skills and knowledge as well as developing team spirit on an on-going basis. During the year, total staff costs were approximately RMB86.8 million. Competitive remuneration packages are structured to commensurate with reference to individual responsibilities, qualification, experience and performance.

企業管治及其他資料

風險管理

本集團業務承受各種財務風險，包括外匯風險、信貸風險、利率風險及流動資金風險。

- (i) **外幣風險**
本集團於中國經營業務，故本集團大部分收益、開支及現金流量均以人民幣計值。本集團大部分資產及負債以人民幣及港元計值。外幣兌人民幣的匯率如有任何重大波動均可能對本集團構成財務影響。
- (ii) **信貸風險**
本集團的信貸風險並無出現重大集中情況。大部分銷售交易以現金或銀行卡付款結算。綜合財務狀況表內應收貿易賬款及其他應收款項的賬面值為本集團就其金融資產面對的最大信貸風險。
- (iii) **利率風險**
本集團面對的利率風險主要因現金及銀行結餘及已抵押銀行借款產生。本集團並無採用任何衍生工具合約對沖其利率風險。本集團並無制定管理利率風險的政策。
- (iv) **流動資金風險**
本集團的政策為維持充足現金及銀行結餘，並取得資金以配合其營運資金需要。本集團的流動資金依賴自戶收取的現金。本公司董事信納，本集團將能於可見未來全數履行其到期財務承擔。

僱員及薪酬政策

截至二零一五年十二月三十一日止年度，本集團於中港兩地聘有平均約1,425名全職僱員。本集團繼續招聘優秀人才，並為僱員提供持續教育與培訓，以不斷提高僱員的技術及知識，並培養團隊精神。年內，員工總成本約為人民幣86,821,000元。本集團按個別僱員的職責、資歷、經驗及表現訂立具競爭力的薪酬待遇。



Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Contingent Liabilities

As at 31 December 2015, the Group has no significant contingent liabilities.

Capital Expenditure

For the year ended 31 December 2015, capital expenditures of the Group for property, plant and equipment amounted to approximately RMB51.3 million (2014: approximately RMB28.1 million).

Capital Commitments

As at 31 December 2015, the Group had capital commitments contracted, but not provided for, amounting to approximately RMB4.2 million (2014: approximately RMB11.5 million).

Subsequent Events

The Group did not have any other significant subsequent events subsequent to 31 December 2015.

或然負債

於二零一五年十二月三十一日，本集團並無重大或然負債。

資本開支

截至二零一五年十二月三十一日止年度，本集團就物業、廠房及設備的資本開支約為人民幣51,313,000元(二零一四年：約人民幣28,133,000元)。

資本承擔

於二零一五年十二月三十一日，本集團已訂約但未撥備的資本承擔約為人民幣4,170,000元(二零一四年：約人民幣11,461,000元)。

結算日後事項

本集團於二零一五年十二月三十一日後並無進行任何其他重大結算日後事項。

Retail stores	分店	Commence operation 開始經營時間	Storey 樓層	Gross floor area (sq.m.) 建築面積 (平方米)	Average of daily transactions (Supermarket) 每日平均交易數目 (超市)		Average of daily transactions (Department store) 每日平均交易數目 (百貨)		Estimated no. of visitors per day 估計每日顧客數目	
					FY15 2015年	FY14 2014年	FY15 2015年	FY14 2014年	FY15 2015年	FY14 2014年
Xixiang	西鄉	1/10/1997	3	8,806	5,085	5,568	58	99	7,457	8,217
Shajing	沙井	1/5/1999	5	20,978	3,820	4,540	915	937	6,392	7,393
Songgang	松崗	1/1/2001	5	23,134	5,549	6,524	1,113	1,252	9,660	11,274
Longhua	龍華	1/11/2001	5	24,549	2,569	3,602	1,456	1,534	5,434	6,933
Gongming	公明	1/9/2002	4	21,843	6,959	7,320	1,423	1,310	11,316	11,651
Shiyan	石岩	1/1/2007	1	5,852	5,526	5,905	812	847	7,922	8,440
Yanbu	鹽步	1/1/2008	2	7,987	2,435	2,791	104	146	3,682	4,259
Dashatian	大沙田	1/1/2009	3	8,500	2,881	3,346	213	269	4,269	4,989
Sanlian	三聯	5/12/2009	4	9,600	2,337	2,849	-	-	2,923	3,561
Taoyuan	桃源	30/12/2009	4	14,493	2,817	3,082	273	301	3,862	4,229



Management Discussion and Analysis (Continued)
管理層討論及分析(續)

Retail stores	分店	Gross proceeds per operation area							
		Gross proceeds 所得款項總額 (RMB million) (人民幣百萬元)		Gross proceeds per day 每日所得款項總額 (RMB thousand) (人民幣千元)		Gross proceeds per day 每日經營面積 所得款項總額 (RMB) (人民幣元)		Average value per transaction 每宗交易平均值 (RMB) (人民幣元)	
		FY15 2015年	FY14 2014年	FY15 2015年	FY14 2014年	FY15 2015年	FY14 2014年	FY15 2015年	FY14 2014年
Xixiang	西鄉	81.7	84.0	224.0	230.2	28.0	28.8	47.0	44.1
Shajing	沙井	227.2	239.7	622.7	656.8	31.3	33.0	135.9	124.2
Songgang	松崗	315.0	339.1	863.2	929.2	45.1	48.6	132.7	122.7
Longhua	龍華	341.0	336.0	934.2	920.7	44.7	44.0	232.1	181.7
Gongming	公明	414.6	383.6	1,136.1	1,051.1	58.0	53.7	139.8	126.8
Shiyan	石岩	292.3	281.4	801.0	771.2	170.5	164.1	132.7	120.1
Yanbu	鹽步	35.8	40.6	98.1	111.4	16.4	18.6	38.7	38.9
Dashatian	大沙田	69.3	78.6	189.9	215.4	40.6	46.1	61.9	60.4
Sanlian	三聯	25.8	28.9	70.7	79.3	11.2	12.6	29.6	24.0
Taoyuan	桃源	74.3	79.6	203.7	218.2	20.7	22.2	65.4	65.1

Notes:

The above-mentioned are unaudited figures and based on internal records.

附註：

上述數字乃未經審核且根據內部記錄作出。



CORPORATE GOVERNANCE REPORT

企業管治報告

The Group fully acknowledges its obligations to its shareholders and investors. For the year ended 31 December 2015, the Company has been in strict compliance with the applicable legal and regulatory requirements of domestic or foreign securities regulatory authorities and has been devoted to improving the transparency of its corporate governance and the quality of information disclosure. The Group also attaches great importance on communication with its shareholders and strives to ensure the timeliness, completeness and accuracy of its information disclosure to its shareholders and investors and to the protection the interests of investors. The Board has strictly complied with the principles of corporate governance and is dedicated to improving the management quality of the Company and the standard of corporate governance continually in order to protect and enhance value for shareholders. To this end, the Company adopted the principles in the Corporate Governance Code (the “CG Code”) set out in Appendix 14 of the Listing Rules with the aim of enhancing the quality of corporate governance of the Group. Such adoption was reflected in the Company’s Articles of Association, internal rules and regulations and the corporate governance implementation practices.

The Board is of the view that the Company has complied with the code provisions set out in the Corporate Governance Code for the year ended 31 December 2015 as contained in Appendix 14 of the Listing Rules, except for the following deviations:

Code provision E.1.2 of the Code requires that the chairman of the board should attend the annual general meeting. Mr. Zhuang Lu Kun, the Chairman of the Board was unable to attend the annual general meeting of the Company held on 28 May 2015 due to his other business engagements.

本集團深明對股東及投資者的責任。截至二零一五年十二月三十一日止年度，本公司一直嚴格遵守國內或海外證券監管機關的適用法例及監管規定，並致力改善其企業管治的透明度及資料披露的質量。本集團亦重視與股東的溝通，並致力確保能適時向股東及投資者披露完整準確的資料及保障投資者利益。董事會嚴格恪守企業管治原則，並持續致力改善本公司管理質量及企業管治水平，以保障及提升股東價值。就此，本公司已採納上市規則附錄14所載企業管治守則（「企業管治守則」）的原則，務求提升本集團企業管治水平。採納該等原則已於本公司組織章程細則、內部規則及規例以及企業管治實施常規反映。

董事會認為，除下列偏離外，本公司已於截至二零一五年十二月三十一日止年度遵守上市規則附錄14所載的企業管治守則的守則條文：

根據守則下之守則條文E.1.2條，董事會主席應出席本公司之股東周年大會。由於董事會主席莊陸坤先生公務繁忙，故未能出席本公司於二零一五年五月二十八日舉行的股東周年大會。



BOARD

The Board consists of seven Directors, of whom four are executive Directors including the chairman of the Board and three of whom are Independent Non-executive Directors. Profiles and particulars of the chairman of the Company and other Directors are set out under the section headed “Biography of Directors and Senior Management”. The term of service of each Director (including Independent Non-executive Directors) is three years (two years for Independent Non-executive Directors). Corresponding to the term of service, all executive Directors have entered into service contracts, which are valid for a term of 3 years (two years for Independent Non-executive Directors) and renewable subject to the applicable laws. The names of Directors referred herein are members of the ninth session of the Board. The principal responsibilities of the Board include:

- to formulate overall strategies, monitor operating and financial performance and determine proper policies to manage risks exposures arising in the course of achieving the Group’s strategic goals;
- to oversee and review the Company’s internal control system;
- to be ultimately responsible for the preparation of financial statements of the Company and to assess the Company’s performance, financial position and prospects in a balanced, clear and comprehensible way in respect of the interim and annual reports of the Company, other price-sensitive announcements and disclosure of financial information pursuant to the Listing Rules, reports submitted to the regulatory authorities and information disclosure pursuant to legal requirements;
- the executive Directors/management in charge of various aspects of the operations of the Company are responsible for the management of daily operations of the Company. The Board is responsible for setting and handling policies, financial and formulating affairs affecting the overall strategy of the Company, including financial statements, dividends policy, material changes to accounting policies, annual operating budget, material contracts, key finance arrangements, major investments and risk management policies;
- the management has received clear guidelines and instructions in respect of their authorities, especially under all circumstances to report to the Board and to seek Board’s approval prior to making any decision or entering into any commitment on behalf of the Company; and

董事會

董事會由七名董事組成，其中四名為執行董事(包括董事會主席)，另外三名為獨立非執行董事。本公司主席及其他董事的履歷及詳情載於「董事及高層管理人員簡歷」一節。各董事(包括獨立非執行董事)的任期為三年(獨立非執行董事為兩年)。全體執行董事已因應有關服務年期訂立服務合約，有效期為三年(獨立非執行董事為兩年)，並可根據適用法律重續。本年報所引述董事姓名為第九屆董事會董事。董事會的主要職責包括：

- 制定整體策略、監控經營及財務表現以及釐定適當政策以管理本集團達致其策略目標過程中產生的風險；
- 監督及檢討本公司內部監控制度；
- 最終負責編製本公司財務報表及妥善清晰且全面地審閱本公司中期報告及年報、其他股價敏感公佈及根據上市規則作出的財務資料披露、呈交監管機關的報告及根據法例規定披露的資料，評估本公司表現、財務狀況及前景；
- 負責本公司業務不同範疇的執行董事／管理人員負責管理本公司日常營運。董事會負責制定及處理影響本公司整體策略的政策、財務及制定事宜，包括財務報表、股息政策、會計政策的重大改動、年度經營預算、重大合約、主要財務安排、重大投資及風險管理政策；
- 管理人員已接獲有關彼等職權的清晰指引及指示，尤其是於所有情況下向董事會報告，及代表本公司作出任何決定或訂立任何承擔前徵求董事會批准；及



Corporate Governance Report (Continued)

企業管治報告(續)

BOARD (Continued)

- to review the responsibilities and authorities delegated to the executive Directors/management on a regular basis and to ensure such arrangements are appropriate.

The members of the Board fully acknowledge their own duties and obligations in treating all shareholders on an equal basis and protecting the interests of all investors. The Company ensures that documents and information relating to the businesses of the Group are provided to Board members on a timely basis. The Independent Non-executive Directors perform their duties in compliance with relevant laws and regulations and safeguard the interests of the Company and its shareholders as a whole. The Company has received confirmation letters from each of the Independent Non-Executive Director in respect of their independence pursuant to Rule 3.13 of the Listing Rules.

Under the Articles of Association of the Company, at least one-third of the Directors shall retire by rotation at the annual general meeting and all newly appointed Directors will have to retire at the next annual general meeting. The retiring Directors are eligible to offer themselves for re-election.

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision D.3.1 of the CG Code.

During the year under review, the Board met periodically to review the Company's corporate governance policies and practices, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy with effect from 2 July 2014 and discussed all measurable objectives set for implementing the policy. The Company recognises and embraces the benefits of having a diverse Board with a view to enhancing its effectiveness and achieving a high standard of corporate governance. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), talents, skills, knowledge, length of service and other qualities of Directors. The ultimate decision of all Board appointments should be based on meritocracy and the likely contributions that the selected candidates will bring to the Board. The Nomination Committee has reviewed such board diversity policy in the Year.

董事會(續)

- 定期檢討授權執行董事／管理人員處理的職責及職權，並確保該等安排恰當。

董事會成員完全明白彼等按平等基準對待全體股東及保障所有投資者利益的責任及義務。本公司確保按時向董事會成員提供有關本集團業務的文件及資料。獨立非執行董事遵照相關法律及規例執行彼等的職務，且保障本公司及股東整體利益。本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼等的獨立身分發出的確認書。

根據本公司組織章程細則，股東週年大會上最少三分之一董事須輪值告退，而所有新委任董事均須於下屆股東週年大會告退。退任董事合資格應選連任。

企業管治職能

董事會負責履行守則第D.3.1條所載的職能。

於回顧年內，董事會定期舉行會議，審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續職業發展、本公司在遵守法律及監管規定方面的政策及常規、遵守標準守則及僱員書面指引的情況及本公司遵守守則的情況以及於本企業管治報告內的披露。

董事會多元化政策

董事會自2014年7月2日起採納多元化政策以及討論就實施該政策所制定之所有可量度目標。本公司確認及信奉董事會成員多元化利益。其致力於確保董事會於技巧、經驗及多樣化方面達致平衡，以切合本公司之業務要求。候選人選舉將基於多樣化範圍，包括但不限於性別、年齡、文化及教育背景、經驗(專業或其他)、能力、技能、知識、服務時間以及其他董事所需的資質。最終決定將基於所選定候選人的能力以及可能將為董事會帶來的益處及貢獻。提名委員會於本年度內回顧了此多元化政策。



Corporate Governance Report (Continued)
企業管治報告(續)

Continuous Professional Development

The individual training confirmation of each director received for the year ended 31 December 2015 is summarized below:-

持續專業發展

本公司已收到每位董事於截至二零一五年十二月三十一日止年度之培訓確認函，其概括如下：-

Directors	董事	Reading Materials 閱讀資料	Attending seminar(s) relevant to business or directors' duties and responsibilities 出席與業務或 董事職責相關 之研討會
Executive Directors	執行董事		
Mr. Zhuang Lu Kun	莊陸坤先生	✓	✓
Mr. Zhuang Pei Zhong	莊沛忠先生	✓	✓
Mr. Gu Wei Ming	顧衛明先生	✓	✓
Mr. Zhuang Xiao Xiong	莊小雄先生	✓	✓
Independent Non-Executive Directors	獨立非執行董事		
Mr. Chin Kam Cheung	錢錦祥先生	✓	✓
Mr. Sun Ju Yi	孫聚義先生	✓	✓
Mr. Ai Ji	艾及先生	✓	✓

COMMITTEES

The monitoring and assessment of certain governance matters are allocated to three committees which operate under written terms of reference. The composition of the committees up to the date of this report is set out in the table below:

委員會

若干管治事宜的監察及評估工作分配由三個已訂有書面職權範圍的委員會執行。截至本申報日為止該等委員會的成員如下：

Directors	董事	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Executive Directors	執行董事			
Mr. Zhuang Lu Kun (Chairman)	莊陸坤先生(董事長)	-	-	-
Mr. Zhuang Pei Zhong	莊沛忠先生	-	Member 成員	-
Mr. Gu Wei Ming	顧衛明先生	-	-	Member 成員
Mr. Zhuang Xiao Xiong	莊小雄先生	-	-	-
Independent Non-executive Directors	獨立非執行董事			
Mr. Chin Kam Cheung	錢錦祥先生	Chairman 主席	Member 成員	Member 成員
Mr. Sun Ju Yi	孫聚義先生	Member 成員	Chairman 主席	Member 成員
Mr. Ai Ji	艾及先生	Member 成員	Member 成員	Chairman 主席



AUDIT COMMITTEE

The Company has established an audit committee on 30 April 2007 with written terms of reference in compliance with the Listing Rules. The audit committee comprises the three Independent Non-executive Directors who together have substantial experience in the fields of accounting, business, legal, corporate governance and regulatory affairs. The audit committee is responsible for reviewing the accounting principles and practices adopted by the Company as well as substantial exceptional items, internal controls and financial reporting matters, which included a review on the audited annual results for the year ended 31 December 2015.

In addition, the audit committee also monitors the appointment of the Company's external auditor.

REMUNERATION COMMITTEE

The Company has established a remuneration committee on 30 April 2007 with written terms of reference in compliance with the Listing Rules. The remuneration committee comprises the three Independent Non-executive Directors and one Executive Director. The primary duties of the remuneration committee are to review and determine the terms of remuneration packages, bonuses and other compensation payable to Directors and senior management. In addition, it has responsibility for reviewing and making appropriate recommendations to the Board on the remuneration policy and structure of all the Directors and senior management.

NOMINATION COMMITTEE

The Company has established a nomination committee on 30 April 2007 with written terms of reference in compliance with the Listing Rules. The nomination committee comprises the three Independent Non-executive Directors and one Executive Director. The nomination committee is mainly responsible for making recommendations to the Board on appointment of Directors and management of Board succession. The responsibilities of the nomination committee are to determine the criteria for identifying candidates suitably qualified and reviewing nominations for the appointment of Directors to the Board.

審核委員會

本公司已於二零零七年四月三十日遵照上市規則成立審核委員會，並書面訂明載有其權責的職權範圍。審核委員會成員包括三名獨立非執行董事，彼等具備會計、商業、法律、企業管治及監管事宜的豐富經驗。審核委員會負責檢討本公司所採納會計原則及慣例，以及重大特殊項目、內部監控及財務申報事宜，包括審閱截至二零一五年十二月三十一日止年度經審核全年業績。

此外，審核委員會亦負責監察本公司委聘外聘核數師的事宜。

薪酬委員會

本公司已於二零零七年四月三十日遵照上市規則成立薪酬委員會，並書面訂明載有其權責的職權範圍。薪酬委員會成員包括三名獨立非執行董事及一名執行董事。薪酬委員會的主要職責為檢討及釐定向董事及高級管理人員支付的薪酬待遇、花紅及其他報酬的條款。此外，薪酬委員會亦負責檢討全體董事及高級管理人員的薪酬政策及結構，並就此向董事會作出恰當建議。

提名委員會

本公司已於二零零七年四月三十日遵照上市規則成立提名委員會，並書面訂明載有其權責的職權範圍。提名委員會成員包括三名獨立非執行董事及一名執行董事。提名委員會主要負責就委任董事及管理董事會的繼任事宜向董事會作出建議。提名委員會負責釐定物色具適當資格人選的準則，並考慮提名加入董事會的董事人選。



Corporate Governance Report (Continued)
企業管治報告(續)

Attendance record of the Directors (including attendance by proxy) is as follows:

董事(包括委派代表出席者)的出席記錄如下:

		Attendance/Number of meetings 出席次數/會議次數				
		Board meetings 董事會	Audit committee meetings 審核委員會	Remuneration committee meetings 薪酬委員會	Nomination committee meetings 提名委員會	AGM 股東週年大會
Executive Directors 執行董事						
Mr. Zhuang Lu Kun	莊陸坤先生	6/7	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Mr. Zhuang Pei Zhong	莊沛忠先生	7/7	N/A 不適用	0/0	N/A 不適用	1/1
Mr. Gu Wei Ming	顧衛明先生	6/7	N/A 不適用	N/A 不適用	0/0	0/1
Mr. Zhuang Xiao Xiong	莊小雄先生	4/7	N/A 不適用	N/A 不適用	N/A 不適用	0/1
Independent Non-Executive Directors 獨立非執行董事						
Mr. Chin Kam Cheung	錢錦祥先生	5/7	3/3	0/0	0/0	1/1
Mr. Sun Ju Yi	孫聚義先生	4/7	1/3	0/0	0/0	1/1
Mr. Ai Ji	艾及先生	5/7	3/3	0/0	0/0	1/1

COMPANY SECRETARY

The company secretary of the Company, Mr. Ho Yuet Lee, Leo, is a full time employee of the Company. During the year, he has taken no less than 15 hours of relevant professional training.

公司秘書

本公司的公司秘書，何悅利先生，是本公司之全職僱員。於年內，彼參加了不少於十五小時的相關職業培訓。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors hereby confirm their responsibilities for preparing the financial statements of the Company. The Directors confirm that the preparation of the financial statements of the Company complied with the relevant laws and accounting standards and that the Company would publish the financial statements of the Company at the appropriate time. The responsibilities of external auditor to the shareholders are set out on pages 54 to 55.

董事及核數師對財務報表的責任

董事謹此確認彼等編製本公司財務報表的責任。董事確認，本公司財務報表的編製符合相關法律及會計準則，且本公司將於適當時候刊發本公司財務報表。外聘核數師對股東的責任載於第54至55頁。

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS IN APPENDIX 10 OF THE LISTING RULES

The Company adopted the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules as its code of conduct for securities transactions of the Directors of the Company. After specific enquiries to the Directors, the Board is pleased to confirm that all the Directors have fully complied with the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules during the year under review.

遵守上市規則附錄10上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則，作為本公司董事進行證券交易的行為守則。經向董事作出特定查詢後，董事會欣然確認，全體董事於回顧年內均一直遵守上市規則附錄10所載上市發行人董事進行證券交易的標準守則。



REMUNERATION OF AUDITOR

The Audit Committee is responsible for considering the appointment of external auditor and reviewing their remuneration. For the year, fee paid of approximately RMB992,000 was incurred by the Company to the external auditor as service charge for its audit service of the Group for the year ended 31 December 2015.

INTERNAL CONTROL

The Board has overall responsibility for the system of internal controls of the Company and for reviewing its effectiveness. The Board is committed to implement an effective and sound internal controls system to safeguard the interest of shareholders and the Group's assets. The Board has delegated to the management the implementation of the system of internal controls and reviewed of all relevant financial, operational, compliance controls and risk management function within an established framework.

ORGANISATIONAL STRUCTURE

The Group has established an organizational structure, which sets out the relevant operating policies and procedures, duties and authorizations.

AUTHORIZATIONS AND CONTROLS

Executive directors and senior management have been delegated the relevant authorizations in respect of corporate strategies, policies and contracting liabilities. Budget controls and financial reporting systems are formulated by relevant departments and are subject to review by directors in charge. The Group has formulated relevant procedures to assess, review and approve significant capital and recurrent expenses, while operating results will be compared against the budgets and reported to executive directors on a regular basis.

TRAINING ON INTERNAL CONTROLS

Directors and senior managements participate in internal control training programmes provided by the Group, which are designed to equip them with proper and full knowledge on internal controls, and provide guidance to them to apply internal control systems on a consistent basis.

核數師酬金

審核委員會負責考慮委聘外聘核數師及檢討其薪酬。於年內，本公司所產生費用分別約為人民幣992,000元，作為外聘核數師於本集團截至二零一五年十二月三十一日止年度的審核服務費用。

內部監控

董事會對本公司內部監控系統及對檢討其效益承擔整體責任。董事會致力落實有效及良好的內部監控系統，以保障股東利益及本集團資產。董事會已委派管理層落實內部監控系統，並檢討已建立的架構內的所有相關財務、營運、遵守規例監控及風險管理效能。

組織架構

本集團已成立組織架構，載列相關經營政策及程序、職責及職權。

授權及控制

執行董事及高級管理人員獲授權處理有關企業策略、政策及合約責任的職權。預算控制及財務申報制度由相關部門制定，並須經負責董事審閱。本集團已制定相關程序，以評估、審閱及批准重大資本及經常性開支，而經營業績將與預算比較及定期向執行董事報告。

內部監控培訓

董事及高級管理人員參與由本集團提供的內部監控培訓計劃，計劃專為裝備彼等有關適當及全面的內部監控知識而設，並持續為彼等提供內部監控制度應用指引。



ACCOUNTING SYSTEM MANAGEMENT

The Group has put in place a comprehensive accounting management system, so as to provide the management with indicators to evaluate its financial and operating performance and financial information for reporting and disclosure purposes. Any deviation from expectation will be analysed and explained, and appropriate steps will be carried out to address issues where necessary. The Group has set up appropriate internal control procedures to ensure full, proper and timely record of accounting and management information, which will be reviewed and inspected on a regular basis to ensure the financial statements are prepared in accordance with generally accepted accounting principles, accounting policies of the Group and applicable laws and regulations.

CONTINUING OPERATION

During the relevant year, there are no uncertain events or conditions that may materially affect the continuing operation of Group on an ongoing concern.

INVESTOR RELATIONS

The Company reports to the shareholders regarding corporate information of the Group on a timely and accurate basis. Printed copies of the 2015 interim report have been sent to all shareholders. The Company places great emphasis on communication with shareholders and investors of the Company and improving the Company's transparency of information disclosure. As such, designated officers are assigned to handle relations with investors and analysts. The Company made disclosures in a faithful, true, accurate, complete and timely manner in strict accordance with the applicable laws and regulations, Articles of Association and Listing Rules. At the same time, the Company places great importance in collecting and analyzing various comments and recommendations of analysts and investors on the Company's operations, which would be compiled into reports regularly and adopted selectively in its operations. The Company has set up a website, allowing investors to access updates on the Company's particulars, statutory announcements, management and recent operating affairs. All published annual reports, interim reports, circulars and announcements since the Listing are and will be included in the "Investors Relations" section of the website. The Company persistently adheres to its disclosure principle of honesty and integrity and actively initiates communications with various parties.

會計系統管理

本集團設有完善會計管理系統，為管理層提供指標以評估其財務及經營表現以及財務資料作申報及披露。任何與預期的偏差將作分析及詮釋，並將於需要情況下採取適當步驟以處理有關事宜。本集團設有適當內部監控程序，以確保全面、適當及適時記錄會計及管理資料，並定期審閱及檢查，以確保財務報表根據公認會計原則、本集團會計政策以及適用法律及規例編製。

持續經營

於相關年內，並無可能持續重大影響本集團持續經營的不明朗事件或情況。

投資者關係

本公司按時準確向股東報告有關本集團企業資料。二零一五年度中期報告的印刷本已寄交全體股東。本公司高度重視與本公司股東及投資者的溝通以及改善本公司資料披露的透明度，因此已委派指定員工處理與投資者及分析員的關係。本公司嚴格遵守適用法律及規例、組織章程細則及上市規則，真誠、真實、準確、全面及準時作出披露。同時，本公司高度重視收集及分析分析員及投資者對本公司業務的各種評論及建議，並會定期編入報告及於其業務作選擇性採納。本公司設有網站，讓投資者查閱本公司最新資料、法定公佈、管理及最近經營事宜。所有上市後刊發的年報、中期報告、通函及公佈均已經及將會載於網站內「投資者關係」一欄。本公司一直恪守其誠實及完整的披露原則，並積極主動與各方人士溝通。



SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. Besides, pursuant to the Articles of Association, shareholder(s) holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings may request the Company to convene an extraordinary general meeting by sending a written requisition to the Board or the Company Secretary. The objects of the meeting must be stated in the written requisition.

Shareholders may send written enquiries to the Company for putting forward any enquiries or proposals to the Board of the Company. Contact details are as follows:

Address: Suite 715, Ocean Centre, 5 Canton Road,
Tsimshatsui, Kowloon, Hong Kong
(For the attention of the Investor Relations
Department)
Fax: 852-36203100
Email: zpz@szbjh.com

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

During the year, the Company did not make any changes to its Articles of Association. An up-to-date version of the Articles of Association is available on the Company's website and the Stock Exchange's website. Shareholders may refer to the Articles of Association for further details of their rights.

All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.szbj.com) immediately after the relevant general meetings.

股東權利

為了保障股東權益及權利，股東大會上會就各重大事項(包括選舉個別董事)提呈獨立決議案，供股東考慮及投票。此外，根據組織章程，持有不少於十分之一本公司附有股東大會投票權的繳足股本的股東可要求本公司召開股東特別大會，方法為向董事會或公司秘書發出書面要求。召開會議的目的必須載於書面要求內。

股東可向本公司寄發書面查詢或建議以向本公司董事會作出任何查詢。聯絡詳情如下：

地址： 香港九龍尖沙咀廣東道5號
海洋中心715室
(收件人為投資者關係部)
傳真： 852-36203100
電子郵件： zpz@szbjh.com

為免生疑問，股東須將妥為簽署的書面要求、通知或聲明或查詢(視情況而定)的正本存放於及寄發至上述地址，並提供彼等的全名、聯絡詳情及身份，以便本公司回覆。股東資料可能根據法律規定而予以披露。

年內，本公司並無對其組織章程作出任何變動。組織章程的最新版本可在本公司網站及聯交所網站查閱。股東亦可參考組織章程以取得有關其權利的詳情。

根據上市規則，所有在股東大會提呈的決議案均將以一股一票點票方式表決，且投票表決結果將緊隨有關股東大會召開後於聯交所網站(www.hkexnews.hk)及本公司網站(www.szbj.com)刊登。



REPORT OF THE DIRECTORS

董事會報告

The Directors are pleased to present their annual report together with the audited financial statements of the Company for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of each member of the Company are set out in note 35 to the financial statements. The principal activities of the operating subsidiaries of the Company during the year ended 31 December 2015 are operation and management of retail stores, wholesale of consumables and provision of factoring services in the PRC.

RESULTS

The results of the Company for the year ended 31 December 2015 are set out in the consolidated statement of comprehensive income on page 56.

DIVIDENDS

The Board of Directors propose the payment of a final dividend for the year ended 31 December 2015 of RMB1.27 cents per ordinary share.

Subject to the approval of shareholders at the forthcoming Annual General Meeting, it is expected that the payment of final dividend will be made on or before Friday, 24 June 2016.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Company during the year are set out in note 12 to the financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 28 to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and note 29 to the financial statements respectively.

SHARE OPTIONS

Details of the Company's share option scheme and the movements in the share options are set out in note 30 to the financial statements.

董事欣然呈列彼等的全年報告，連同本公司於截至二零一五年十二月三十一日止年度的經審核財務報表。

主要業務

本公司主要業務為投資控股。本公司各成員公司的主要業務詳情載於財務報表附註35。本公司各營運附屬公司於截至二零一五年十二月三十一日止年度的主要業務是經營及管理零售店，批發易耗品及提供保理業務。

業績

本公司截至二零一五年十二月三十一日止年度的業績載於第56頁的綜合全面收益表。

股息

董事會建議派付截至二零一五年十二月三十一日止年度之末期股息每股普通股人民幣1.27分。

此股息有待即將舉行的股東週年大會上獲股東批准後，末期股息預期於二零一六年六月二十四日(星期五)或之前派付。

物業、廠房及設備

本公司於本年度物業、廠房及設備的變動詳情載於財務報表附註12。

股本

本公司於本年度股本的變動詳情載於財務報表附註28。

儲備

本集團及本公司於本年度儲備的變動詳情分別載於綜合權益變動表及財務報表附註29。

購股權

本公司購股權計劃及購股權變動之詳情載於財務報表附註30。



Report of the Directors (Continued)
董事會報告(續)

DISTRIBUTABLE RESERVES

As at 31 December 2015, the Company's distributable reserves amounted to approximately RMB254.1 million.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Associations of the Company or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

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

During the year, neither the Company nor any of its subsidiaries purchased, sold or redeemed or cancelled any of the Company's listed shares.

DIRECTORS

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

Executive Directors:

Mr. Zhuang Lu Kun (Chairman)
Mr. Zhuang Pei Zhong (Chief Financial Officer)
Mr. Gu Wei Ming
Mr. Zhuang Xiao Xiong

Independent Non-executive Directors:

Mr. Chin Kam Cheung
Mr. Sun Ju Yi
Mr. Ai Ji

Pursuant to Article 87(1) of the articles of association of the Company, Mr. Zhuang Lu Kun, Mr. Zhuang Pei Zhong and Mr. Gu Wei Ming shall retire from office at the forthcoming Annual General Meeting by rotation. All retiring Directors, being eligible, will offer themselves for re-election. The re-election of Directors will be individually voted by Shareholders.

The Board confirmed that the Company has received from each of the Independent Non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules of the Stock Exchange. The Company considers that all of the Independent Non-executive Directors are independent. All of the Independent Non-executive Directors are members of the Company's audit committee, nomination committee and remuneration committee.

可供分派儲備

於二零一五年十二月三十一日，本公司之可供分派儲備約為人民幣254,056,000元。

優先購買權

根據本公司的公司章程細則或開曼群島法律，概無優先購買權的條文規定本公司須按比例向現有股東提呈發售新股份。

購買、出售或贖回本公司的上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回或註銷任何本公司的上市股份。

董事

本年度及截至本申報日，本公司董事為：

執行董事：

莊陸坤先生 (董事長)
莊沛忠先生 (財務總監)
顧衛明先生
莊小雄先生

獨立非執行董事：

錢錦祥先生
孫聚義先生
艾及先生

根據本公司的公司章程細則第87(1)條，莊陸坤先生、莊沛忠先生及顧衛明先生將於應屆股東週年大會上輪值告退，惟彼等均合資格及願意應選連任。個別董事的重選將由股東表決批准。

董事會確認，本公司已接獲每名獨立非執行董事根據聯交所上市規則第3.13條就彼等獨立身分作出的年度確認。本公司認為全體獨立非執行董事均為獨立人士。全體獨立非執行董事均為本公司審核委員會、提名委員會及薪酬委員會的成員。



BIOGRAPHY OF THE DIRECTORS AND THE SENIOR MANAGEMENT

The biographical details of the Directors and the senior management are set out on pages 11 to 13.

DIRECTORS' SERVICE CONTRACTS

Each of the Executive Directors has entered into a service contract with the Company for a term of three years (two years for Independent Non-executive Directors) unless terminated by not less than three months' (two months' for Independent Non-executive Directors) written notice of termination served by either the Director or the Company. Each of the service contracts further provides that during the term of the service contract and within two years upon the termination of service, the Executive Director cannot engage in any business which is competing or is likely to compete, either directly or indirectly, with the business of the Company. The appointments are subject to the provisions of retirement and rotation of Directors under the Articles of Association of the Company.

Save as disclosed above, none of the Directors has entered into any service contracts with the Company or any of its subsidiaries (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)). The Company's policies concerning remuneration of the Executive Directors are as follows:

- (i) the amount of remuneration is determined on a case by case basis depending on the relevant Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided at the discretion of the Board to the relevant Directors under their remuneration package; and
- (iii) the Executive Directors may be granted, at the discretion of the Board, the share option scheme adopted by the Company, as part of their remuneration package.

董事及高級管理層簡歷

董事及高級管理層簡歷載於第11至13頁。

董事服務合同

每名執行董事均與本公司訂有服務合同，初步為期三年(獨立非執行董事為兩年)，除非由董事或本公司發出不少於三個月(獨立非執行董事為兩個月)書面通知終止合同。每份服務合同進一步規定，服務合同期內以及服務終止後兩年內，執行董事不得直接或間接參與任何與本公司業務構成競爭或可能構成競爭的業務。委任受本公司之公司章程細則下有關董事輪值退任的條文所規限。

除上文所披露者外，概無董事與本公司或其任何附屬公司訂有任何服務合同(但不包括於一年內屆滿或可由僱主於一年內終止而毋須作出賠償(法定賠償除外)的合同)。本公司有關執行董事薪酬的政策如下：

- (i) 薪酬金額按個別情況就有關董事的經驗、職責、工作量及投入本集團的時間釐定；
- (ii) 非現金福利可由董事會酌情按董事的薪酬待遇發放予有關董事；及
- (iii) 視乎董事會決定，執行董事或會獲授本公司所採納購股權計劃下的購股權，作為彼等薪酬待遇一部分。



INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in section under “Continuing Connected Transactions” of this report on pages 44 to 50, no Director nor controlling shareholders had a material interest, either directly or indirectly, in any contract of significance to the business of the Company. There is no contract of significance between the Company, its holding company or any of its subsidiaries or its controlling shareholder during the year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or were in existence during the year.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Share Option Scheme”) pursuant to a resolution of the sole shareholder of the Company passed on 30 April 2007. The Share Option Scheme complies with the requirements of the Listing Rules. Certain share options have been granted to the Directors and the employees of the Company under the Share Option Scheme since its adoption and up to 31 December 2015. Details of the outstanding options as at the reporting date are set out in note 30 to the financial statements.

As at the date of this annual report, the number of shares in respect of which options had been granted under the Share Option Scheme adopted by the Company and remained outstanding under the Scheme was 73,334 shares, representing approximately 0.01% of the shares of the Company in issue.

The scheme will be expired next year.

Regarding the values of options as disclosed in this report, it is warned that due to subjectivity and uncertainty of the values of options, such values are subject to a number of assumptions and the limitation of the model.

重大合同權益

除本報告第44至50頁「持續關連交易」一節所披露者外，概無董事或控股股東直接或間接於本公司業務任何重大合同中擁有重大權益。本公司、其控股公司或其任何附屬公司或其控股股東之間於年內並無訂立任何重大合同。

管理合同

年內概無訂立或訂有有關本公司業務全部或任何主要部分管理及行政的合同。

購股權計劃

本公司根據本公司唯一股東於二零零七年四月三十日通過之決議案採納一項購股權計劃（「購股權計劃」）。購股權計劃符合上市規則之規定。自採納購股權計劃以來及直至二零一五年十二月三十一日為止，若干購股權已授予董事及本公司僱員。於申報日尚未行使之購股權詳情載於財務報表附註30。

於本年報日期，根據本公司採納的購股權計劃授出及尚未行使的購股權所涉及股份數目為73,334股，相當於本公司已發行股份約0.01%。

計劃將於明年到期。

有關本報告披露之購股權價值，務請注意，由於購股權價值之主觀性及不確定性，有關價值受多項假設及有關模式限制。



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2015, the interests or short positions of the Directors and chief executives in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which (a) were required notification to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director and chief executives is taken or deemed to have taken under such provisions of the SFO); or which (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or which (c) were required, pursuant to Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉

於二零一五年十二月三十一日，董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中，擁有(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所之權益或淡倉(包括任何有關董事及最高行政人員根據證券及期貨條例有關條文被當作或視作擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須載入本公司所存置登記冊內之權益或淡倉；或(c)根據上市規則所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉如下：

(a) Ordinary Shares of HK\$0.01 each of the Company (a) 本公司每股面值0.01港元之普通股

Name 姓名	Capacity 身分	Number of shares/Underlying Shares Held 所持股份／相關股份數目			Total Interest 權益總額	Percentage of Issued Shares 佔已發行 股份百分比
		Personal Interest 個人權益	Family Interest 家族權益			
Mr. Zhuang Lu Kun (Mr. Zhuang) 莊陸坤先生(莊先生)	Beneficial Owner 實益擁有人	617,985,000	67,500,000 (Note 1) (附註1)	685,485,000	66.07%	
Mr. Zhuang Xiao Xiong 莊小雄先生	Beneficial Owner 實益擁有人	75,000,000	—	75,000,000	7.23%	
Mr. Chin Kam Cheung 錢錦祥先生	Beneficial Owner 實益擁有人	36,666 (Note 2) (附註2)	—	—	—	
Mr. Ai Ji 艾及先生	Beneficial Owner 實益擁有人	36,666 (Note 3) (附註3)	—	—	—	



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

(a) Ordinary Shares of HK\$0.01 each of the Company (Continued)

Notes:

- (1) 67,500,000 Shares are held by Mrs. Zhuang Su Lan ("Mrs. Zhuang"). Since Mrs. Zhuang is the spouse of Mr. Zhuang, under the SFO, Mr. Zhuang is deemed to be interested in the said Shares held by Mrs. Zhuang.
- (2) Pursuant to the Share Option Scheme, Share Option in relation to 36,666 Shares were granted to Mr. Chin Kam Cheung.
- (3) Pursuant to the Share Option Scheme, Share Option in relation to 36,666 Shares were granted to Mr. Ai Ji.

All the interests disclosed above represent long position in the shares and underlying shares of the Company.

董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉(續)

(a) 本公司每股面值0.01港元之普通股(續)

附註：

- (1) 67,500,000股股份由莊素蘭女士(「莊太太」)持有。由於莊太太為莊先生的配偶，故根據證券及期貨條例，莊先生被視作於莊太太持有的上述股份中擁有權益。
- (2) 根據購股權計劃，錢錦祥先生獲授涉及36,666股股份的購股權。
- (3) 根據購股權計劃，艾及先生獲授涉及36,666股股份的購股權。

上文披露之所有權益指於本公司股份及相關股份之好倉。



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS (Continued)

董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉(續)

(b) Share Options

Options to subscribe for Shares

(b) 購股權

可認購股份之購股權

Name/Category of Participants 參與人士姓名/類別	Outstanding options at the beginning of the year 於年初尚未行使之購股權	Number of options granted during the year 年內授出購股權數目	Number of options exercised during the year 年內行使之購股權數目	Number of options lapsed during the year 年內失效之購股權數目	Outstanding options at the end of the year 於年終尚未行使之購股權	Date of grant 授出日期	Exercise Period 行使期	Exercise price per Share 每股股份行使價 HK\$ 港元
Directors 董事								
Mr. Chin Kam Cheung 錢錦祥先生	36,666	-	-	-	36,666	15/1/2011 二零一一年一月十五日	17/1/2011 to 16/1/2016 二零一一年一月十七日至二零一六年一月十六日	0.9
Mr. Ai Ji 艾及先生	36,666	-	-	-	36,666	15/1/2011 二零一一年一月十五日	17/1/2011 to 16/1/2016 二零一一年一月十七日至二零一六年一月十六日	0.9

Save as disclosed above, none of the Company's Directors, chief executive and their associates, had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to section 352 of the SFO at the date of this report.

除上文披露者外，本公司的董事、最高行政人員或彼等的聯繫人士概無於本公司或其任何相聯法團的股份及相關股份擁有任何權益或淡倉，而需按證券及期貨條例第352條於本申報日予以記錄。

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouses or minor children to acquire such rights in any other body corporate.

董事收購股份或債權證的權利

年內任何時間概無向任何董事或彼等各自的配偶或未成年子女授出可藉購買本公司或任何其他法人團體股份或債權證而獲取利益之權利，而彼等亦無行使任何有關權利；或本公司或其任何附屬公司亦無參與任何安排，致使董事、彼等各自的配偶或未成年子女獲得任何其他法人團體之有關權利。



Report of the Directors (Continued)
董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2015, according to the register kept by the Company pursuant to Section 336 of the SFO, and so far as was known to any Director, the following persons (other than the interests of certain Directors disclosed under the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any associated Corporation" above), had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

主要股東於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉

於二零一五年十二月三十一日，按照本公司根據證券及期貨條例第336條存置之登記冊所示，及據董事所知悉，除上文「董事及最高行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉」一節所披露若干董事之權益外，下列人士於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉：

Name 姓名	Type of interest 權益種類	Capacity 身分	Personal/ corporate interest 個人/ 公司權益	Family interest 家族權益	Total 總計	Percentage of issued share capital 佔已發行股本 百分比
Mrs. Zhuang 莊太	Personal 個人權益	Beneficial owner 實益擁有人	67,500,000	617,985,000 (Note 1) (附註1)	685,485,000	66.07%

Notes:

(1) 617,985,000 Shares are held by Mr. Zhuang Lu Kun ("Mr. Zhuang"). Since Mr. Zhuang is the spouse of Mrs. Zhuang, under the SFO, Mrs. Zhuang is deemed to be interested in the said Shares held by Mr. Zhuang.

附註：

(1) 617,985,000股股份由莊陸坤先生(「莊先生」)持有。由於莊先生為莊太之配偶，故根據證券及期貨條例，莊太被視作於莊先生持有之上述股份中擁有權益。

Save as disclosed above, there was no other person known to the Directors, other than the Directors, who, as at 31 December 2015, had an interest or a short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

除上文披露者外，於二零一五年十二月三十一日，據董事所知，除董事以外概無任何人士於本公司股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉。



CONTINUING CONNECTED TRANSACTIONS

The Company has entered into the following non-exempt continuing connected transactions under Chapter 14A of the Listing Rules, which the Stock Exchange has granted waivers to, but subject to the disclosure in the annual report under Rule 14A.49 of the Listing Rules.

1. Lease of three store premises

深圳市百佳華集團有限公司 (Shenzhen Baijiahua Group Company Limited) ("BJH Group") is owned as to 90% by Mr. Zhuang and 10% by Mrs. Zhuang. BJH Group is thus an associate of Mr. Zhuang and therefore a connected person of the Company. The Group leased three store premises, details of which are set out as follows:

(i) Lease of store premises for the Longhua Store

Pursuant to a lease agreement dated 5 April 2005 ("Longhua Store Lease Agreement") between BJH Group (as landlord) and BJH Department Stores (as tenant), BJH Department Stores leases the store premises situated at Levels 1 to 5, Jiahua Emporium, No. 291 Renmin Bei Road, Longhua Street, Baoan District, Shenzhen, Guangdong Province, the PRC with a gross floor area of approximately 24,549.25 square metres for a term of 15 years commencing from 1 March 2004 and expiring on 28 February 2019 at a monthly rent of RMB490,985 with triennial increase of 5% starting from 1 March 2008. Pursuant to a supplemental lease agreement dated 18 November 2006 between BJH Group and BJH Department Stores, the parties agreed that if the Company cannot meet the requirements in respect of continuing connected transactions (including but not limited to obtaining approval by independent shareholders), BJH Department Stores has the right to terminate the transactions without any payment or compensation. Pursuant to the Longhua Store Lease Agreement (as supplemented), the total annual consideration paid by BJH Department Stores for the year ended 31 December 2015 was approximately RMB6,821,000 and has not exceeded the annual cap of RMB6,830,000. The relevant amount which are expected to be payable by BJH Department Stores will not exceed RMB6,830,000 for the year ending 31 December 2016.

持續關連交易

本公司訂有以下根據上市規則第14A章條獲聯交所授出豁免的非豁免持續關連交易，惟有關交易須根據上市規則第14A.49條於年報內披露。

1. 出租三項店舖物業

深圳市百佳華集團有限公司(「百佳華集團」)由莊陸坤先生及莊太分別擁有90%及10%。因此，百佳華集團為莊陸坤先生的聯繫人士及本公司之關連人士。本集團向百佳華集團租賃三項店舖物業，有關詳情如下：

(i) 租賃龍華百貨店的店舖物業

根據百佳華集團(作為業主)與百佳華百貨(作為租戶)於二零零五年四月五日訂立的租賃協議(「龍華百貨店租賃協議」)，百佳華百貨租賃位於中國廣東省深圳市寶安區龍華街道人民北路291號佳華商場1至5層的店舖物業，建築面積約24,549.25平方米，租期自二零零四年三月一日起至二零一九年二月二十八日屆滿，為期十五年，月租人民幣490,985元，由二零零八年三月一日每三年遞增5%。根據百佳華集團與百佳華百貨於二零零六年十一月十八日訂立的補充租賃協議，立約雙方同意倘本公司未能遵守持續關連交易的規定(包括但不限於取得獨立股東批准)，百佳華百貨有權在毋須作出任何付款或賠償下終止交易。根據龍華百貨店租賃協議(經補充)，百佳華百貨截至二零一五年十二月三十一日止年度支付的年度總代價約為人民幣6,821,000元，並無超出年度上限人民幣6,830,000元。預期百佳華百貨截至二零一六年十二月三十一日止年度應付的相關金額不會超過人民幣6,830,000元。



CONTINUING CONNECTED TRANSACTIONS (Continued)

1. Lease of three store premises (Continued)

- (ii) **Lease of store premises for the Songgang Store**
Pursuant to a lease agreement dated 30 April 2005 ("Songgang Store Lease Agreement") between BJH Group (as landlord) and BJH Department Stores (as tenant) and as supplemented by two supplemental agreements dated 18 November 2006 and 29 March 2007 respectively both made between BJH Group and BJH Department Stores, BJH Department Stores leases the store premises situated at Levels 1 to 5, Jiahua Emporium, No. 293 Songgang Section of State Avenue 107, Baoan District, Shenzhen, Guangdong Province, the PRC with a gross floor area of approximately 23,134 square metres for a term of 15 years commencing from 1 March 2004 and expiring on 28 February 2019 at a monthly rent of RMB458,260 during the period from 1 March 2004 to 30 April 2005 and RMB462,680 with effect from 1 May 2005. The monthly rent is subject to a triennial increase of 5% starting from 1 March 2008. Pursuant to a supplemental lease agreement dated 18 November 2006 between BJH Group and BJH Department Stores, the parties agreed that if the Company cannot comply with the requirements in respect of continuing connected transactions (including but not limited to obtaining approval by independent shareholders), BJH Department Stores has the right to terminate the transactions under the Songgang Store Lease Agreement by giving written notice to BJH Group, without any payment or compensation. Pursuant to the Songgang Store Lease Agreement (as supplemented), the total annual consideration paid by BJH Department Stores for the year ended 31 December 2015 was approximately RMB6,427,000 and has not exceeded the annual cap of RMB6,430,000. The relevant amount which are expected to be payable by BJH Department Stores will not exceed RMB6,430,000 for the year ending 31 December 2016.

持續關連交易(續)

1. 出租三項店舖物業(續)

- (ii) **租賃松崗百貨店的店舖物業**
根據百佳華集團(作為業主)與百佳華百貨(作為租戶)於二零零五年四月三十日訂立的租賃協議(「松崗百貨店租賃協議」)及經百佳華集團與百佳華百貨分別於二零零六年十一月十八日及二零零七年三月二十九日訂立的兩份補充協議所補充,百佳華百貨租賃位於中國廣東省深圳市寶安區107國道松崗路段293號佳華商場1至5層的店舖物業,建築面積約23,134平方米,租期自二零零四年三月一日起至二零一九年二月二十八日屆滿,為期十五年,由二零零四年三月一日至二零零五年四月三十日期內月租人民幣458,260元及由二零零五年五月一日起月租人民幣462,680元。月租由二零零八年三月一日起每三年遞增5%。根據百佳華集團與百佳華百貨於二零零六年十一月十八日訂立的補充租賃協議,立約雙方同意倘本公司未能遵守持續關連交易的規定(包括但不限於取得獨立股東批准),百佳華百貨有權向百佳華集團發出書面通知,在毋須作出任何付款或賠償下終止松崗百貨店租賃協議的交易。根據松崗百貨店租賃協議(經補充),百佳華百貨截至二零一五年十二月三十一日止年度支付的年度總代價約為人民幣6,427,000元,並無超出年度上限人民幣6,430,000元。預期百佳華百貨截至二零一六年十二月三十一日止年度應付的相關金額不會超過人民幣6,430,000元。



CONTINUING CONNECTED TRANSACTIONS (Continued)

1. Lease of three store premises (Continued)

(ii) Lease of store premises for the Songgang Store (Continued)

The rental paid for Longhua store and Songgang store as disclosed above of approximately RMB6,821,000 and approximately RMB6,427,000 respectively totaling approximately RMB13,248,000 are included under note 33(a)(i) to the financial statements for the year ended 31 December 2015.

(iii) Lease of store premises for the Gongming Store

Pursuant to a lease agreement dated 28 April 2002 ("Gongming Store Lease Agreement") between 深圳市中鵬展實業有限公司 (Shenzhen Zhong Peng Zhan Industrial Co., Ltd.) ("Zhong Peng Zhan") (as landlord) and BJH Group (as tenant), BJH Group leases the store premises situated at No. 1 Changchun Nan Road West, Gongming Town, Baoan District, Shenzhen, Guangdong Province, the PRC ("Gongming Premises") with a gross floor area of approximately 21,843 square metres for a term of 15 years commencing from 16 November 2002 and expiring on 15 November 2017 at a monthly rent of RMB480,546. Pursuant to a supplemental lease agreement dated 1 March 2004 between Zhong Peng Zhan and BJH Group (the "Gongming Store Supplemental Lease Agreement"), Zhong Peng Zhan has consented that BJH Group can provide the Gongming Premises for occupation by BJH Department Stores. Zhong Peng Zhan also consented that BJH Department Stores shall pay the rental under the Gongming Store Lease Agreement directly to Zhong Peng Zhan, and BJH Group has guaranteed the timely payment of rentals to Zhong Peng Zhan by BJH Department Stores. Pursuant to agreement dated 8 December 2006 between BJH Group and BJH Department Stores, BJH Group confirmed its agreement to provide the Gongming Premises for the use by BJH Department Stores and BJH Department Stores confirmed its agreement to use the Gongming Premises on the same terms of the Gongming Store Lease Agreement (including but not limited to the period of the lease and rental) and BJH

持續關連交易(續)

1. 出租三項店舖物業(續)

(ii) 租賃松崗百貨店的店舖物業 (續)

誠如上文所披露，龍華百貨店及松崗百貨店之已付租金分別為約人民幣6,821,000元及約人民幣6,427,000元，合計約人民幣13,248,000元，已載於截至二零一五年十二月三十一日止年度之財務報表附註33(a)(i)內。

(iii) 租賃公明百貨店的店舖物業

根據深圳市中鵬展實業有限公司(「中鵬展」)(作為業主)及百佳華集團(作為租戶)於二零零二年四月二十八日訂立的租賃協議(「公明百貨店租賃協議」)，百佳華集團租賃位於中國廣東省深圳市寶安區公明鎮長春南路西1號的店舖物業(「公明物業」)，建築面積約21,843平方米，租期自二零零二年十一月十六日起至二零一七年十一月十五日屆滿，為期十五年，月租人民幣480,546元。根據中鵬展與百佳華集團於二零零四年三月一日訂立的補充租賃協議(「公明百貨店補充租賃協議」)，中鵬展已同意百佳華集團提供公明物業以供百佳華百貨佔用。中鵬展亦同意百佳華百貨須根據公明百貨店租賃協議直接向中鵬展支付租金，而百佳華集團已保證百佳華百貨準時向中鵬展支付租金。根據百佳華集團與百佳華百貨於二零零六年十二月八日訂立的協議，百佳華集團確認同意提供公明物業予百佳華百貨使用，而百佳華百貨確認同意按照公明百貨店租賃協議之相同條款(包括但不限於租期及租金)使用公明物業，百佳華集團及百佳華百貨



CONTINUING CONNECTED TRANSACTIONS (Continued)

1. Lease of three store premises (Continued)

(iii) Lease of store premises for the Gongming Store (Continued)

Group and BJH Department Stores further agreed that if the Company cannot meet the requirements in respect of continuing connected transactions (including but not limited to obtaining approval by independent shareholders), BJH Department Stores has the right to terminate the lease of the Gongming Premises by giving written notice to BJH Group, without any payment or compensation. Despite BJH Department Stores pays the rental in respect of the Gongming Premises directly to Zhong Peng Zhan and not to BJH Group, since BJH Group is a party to the Gongming Store Lease Arrangement (as defined below) and BJH Group has guaranteed to Zhong Peng Zhan the timely payment of rentals by BJH Department Stores, the lease arrangement pursuant to the Gongming Store Lease Agreement, Gongming Store Supplemental Lease Agreement and the agreement between BJH Group and BJH Department Stores mentioned above (“Gongming Store Lease Arrangement”) constitute continuing connected transactions of the Company. Pursuant to the Gongming Store Lease Agreement (as supplemented), the total annual consideration paid by BJH Department Stores for the year ended 31 December 2015 was approximately RMB5,510,000 and has not exceeded the annual cap of RMB5,520,000. The relevant amount which are expected to be payable by BJH Department Stores will not exceed RMB5,520,000 for the year ending 31 December 2016.

The rental paid for Gongming store as disclosed above of approximately RMB5,510,000 is included under note 33(a)(ii) to the financial statements for the year ended 31 December 2015.

持續關連交易(續)

1. 出租三項店舖物業(續)

(iii) 租賃公明百貨店的店舖物業 (續)

並進一步同意，倘本公司未能遵守持續關連交易的規定(包括但不限於取得獨立股東批准)，百佳華百貨有權向百佳華集團發出書面通知，在毋須作出任何付款或賠償下終止公明物業之租約。儘管百佳華百貨直接向中鵬展而非百佳華集團支付公明物業之租金，由於百佳華集團為公明百貨店租賃安排(定義見下文)之訂約方，而百佳華集團已向中鵬展保證百佳華百貨準時支付租金，因此，根據公明百貨店租賃協議、公明百貨店補充租賃協議及上述百佳華集團與百佳華百貨所訂立協議之租賃安排(「公明百貨店租賃安排」)構成本公司之持續關連交易。根據公明百貨店租賃協議(經補充)，百佳華百貨截至二零一五年十二月三十一日止年度支付的年度總代價約為人民幣5,510,000元，並無超出年度上限人民幣5,520,000元。預期百佳華百貨截至二零一六年十二月三十一日止年度應付的相關金額不會超過人民幣5,520,000元。

誠如上文所披露，公明百貨店之已付租金約為人民幣5,510,000元，已載於截至二零一五年十二月三十一日止年度之財務報表附註33(a)(ii)內。



CONTINUING CONNECTED TRANSACTIONS (Continued)

2. Lease of two store premises and rental income received from JH Real Estate

深圳市佳華房地產開發有限公司 (Shenzhen Jiahua Real Estate Development Company Limited) (“JH Real Estate”) is owned as to 36% by Mrs. Zhuang and 64% by BJH Group (a company owned as to 90% by Mr. Zhuang and 10% as to Mrs. Zhuang). Since Mrs. Zhuang is the spouse of Mr. Zhuang, she is an associate of Mr. Zhuang. Since Mrs. Zhuang is interested in the equity capital of JH Real Estate so as to exercise or control the exercise of 30% or more of the voting power at general meetings of JH Real Estate, JH Real Estate is an associate of Mr. Zhuang and also a connected person of the Company. The Group leased two stores premises from JH Real Estate, details of which are set out as follows:

- (i) Pursuant to a lease agreement dated 6 November 2006 (“Shiyan Store Lease Agreement”) between JH Real Estate (as landlord) and BJH Department Stores (as tenant), BJH Department Stores leases the store premises situated at Level 1 of Commercial Podium, Jiahua Hao Yuan, Western Shiyan Avenue, Shiyan Street, Baoan District, Shenzhen, Guangdong Province, the PRC with a gross floor area of approximately 5,851.50 square metres for a term of 15 years commencing from 16 November 2006 and expiring on 15 November 2021 at a monthly rent of RMB222,357 with triennial increase of 5%. Pursuant to a supplemental agreement dated 6 November 2006 between JH Real Estate and BJH Department Stores, the parties agreed that if the Company cannot meet with the requirements in respect of continuing connected transactions (including but not limited to obtaining approval by independent shareholders), BJH Department Stores has the right to terminate the transactions under the Shiyan Store Lease Agreement by giving written notice to JH Real Estate without any payment or compensation. Pursuant to the Shiyan Store Lease Agreement, the total annual consideration paid by BJH Department Stores for the year ended 31 December 2015 was approximately RMB2,966,000 and has not exceeded the annual cap of RMB2,970,000. The relevant amount which are expected to be payable by BJH Department Stores will not exceed RMB3,090,000 for the year ending 31 December 2016.

持續關連交易(續)

2. 由佳華房地產出租兩項店舖物業及收取租金收入

深圳市佳華房地產開發有限公司(「佳華房地產」)由莊太擁有36%，並由百佳華集團(分別由莊陸坤先生及莊太擁有90%及10%的公司)擁有64%。由於莊太為莊陸坤先生的配偶，彼為莊陸坤先生的聯繫人士。由於莊太於佳華房地產擁有股權，因而可在佳華房地產股東大會上行使或控制行使30%或以上的投票權，佳華房地產為莊陸坤先生的聯繫人士，並為本公司的關連人士。本集團向佳華房地產租賃兩間店舖物業，有關詳情載列如下：

- (i) 根據佳華房地產(作為業主)與百佳華百貨(作為租戶)於二零零六年十一月六日訂立的租賃協議(「石岩百貨店租賃協議」)，百佳華百貨租賃位於中國廣東省深圳市寶安區石岩街道石岩大道西側佳華豪苑商場裙樓1層的店舖物業，建築面積約5,851.50平方米，租期自二零零六年十一月十六日起至二零二一年十一月十五日屆滿，為期十五年，月租人民幣222,357元，每三年遞增5%。根據佳華房地產與百佳華百貨於二零零六年十一月六日訂立的補充協議，立約雙方同意倘本公司未能遵守持續關連交易的規定(包括但不限於取得獨立股東批准)，百佳華百貨有權向佳華房地產發出書面通知，在毋須作出任何付款或賠償下終止石岩百貨店租賃協議的交易。根據石岩百貨店租賃協議，百佳華百貨截至二零一五年十二月三十一日止年度各年支付的總代價約為人民幣2,966,000元，並無超出年度上限人民幣2,970,000元。預期百佳華百貨截至二零一六年十二月三十一日止年度應付的相關金額不會超過人民幣3,090,000元。



CONTINUING CONNECTED TRANSACTIONS (Continued)

2. Lease of two store premises and rental income received from JH Real Estate (Continued)

- (ii) Pursuant to a lease agreement dated 23 February 2009 (“Shuyuan Yage Store Lease Agreement”) between JH Real Estate (as landlord) and BJH Department Stores (as tenant), BJH Department Stores leases the store premises situated at Level 1 of Commercial Podium, Jiahua Shuyuan Yage, Southwestern Side of Dabao Road, Xinan Jiedao, Baoan District, Shenzhen City, Guangdong Province, the PRC with a gross floor area of approximately 2,693.69 square metres for a term of 3 years commencing from 1 March 2009 and expiring on 28 February 2012 for a monthly rental of RMB80,810.7. Pursuant to the Supplementary Lease Agreement dated 28 January 2010 between JH Real Estate and BJH Department Stores, the monthly rental has been reduced to RMB53,873.8 effective from 1 February 2010 to the end of the original lease. Pursuant to a Supplementary Lease Agreement dated 30 May 2011 between JH Real Estate and BJH Department Stores, the lease has been renewed to another three years from 1 June 2011 to 31 May 2014 with a monthly rental of RMB53,873.8. The parties to the Shuyuan Yage Store Lease Agreement agreed that if the Company cannot meet with the requirements in respect of continuing connected transactions (including but not limited to obtaining approval by independent shareholders), BJH Department Stores has the right to terminate the transactions under the Shuyuan Yage Store Lease Agreement by giving written notice to JH Real Estate without any payment or compensation. Pursuant to the Shuyuan Yage Store Lease Agreement, the total annual consideration paid by BJH Department Stores was approximately RMB679,000 for the year ended 31 December 2015, and has exceeded the annual cap of RMB670,000 by RMB9,000 due to different basis of calculation by the Company and the auditors. The relevant amount which are expected to be payable by BJH Department Stores will not exceed approximately RMB680,000 for the year ending 31 December 2016.

The rental paid for Shiyan store and Shuyuan Yage store as disclosed above of approximately RMB2,966,000 and approximately RMB679,000 respectively totaling approximately RMB3,645,000 is included under note 33(b) to the financial statements for the year ended 31 December 2015.

持續關連交易(續)

2. 由佳華房地產出租兩項店舖物業及收取租金收入(續)

- (ii) 根據佳華房地產(作為業主)與百佳華百貨(作為租戶)於二零零九年二月二十三日訂立的租賃協議(「書苑雅閣店租賃協議」),百佳華百貨租賃位於中國廣東省深圳市寶安區新安街道大寶路西南側佳華書苑雅閣商業平台一樓的店舖物業,建築面積約2,693.69平方米,租期自二零零九年三月一日起至二零一二年二月二十八日屆滿,為期三年,月租人民幣80,810.7元。另外,根據佳華房地產與百佳華百貨於二零一零年一月二十八日訂立的補充租賃協議,月租將下調至人民幣53,873.8元。生效期由二零一零年二月一日開始至原協議之終止日。根據佳華房地產與百佳華百貨於二零一一年五月三十日訂立的補充租賃協議,該租賃將重續三年自二零一一年六月一日至二零一四年五月三十一日,月租為人民幣53,873.8元。書苑雅閣店租賃協議之訂約各方同意倘本公司未能遵守持續關連交易的規定(包括但不限於取得獨立股東批准),百佳華百貨有權向佳華房地產發出書面通知,在毋須作出任何付款或賠償下終止書苑雅閣店租賃協議的交易。根據書苑雅閣店租賃協議及補充租賃協議,百佳華百貨截至二零一五年十二月三十一日止年度支付的總代價約為人民幣679,000元,由於本公司與會計顧問之計算基礎有差異,超出年度上限人民幣670,000元約人民幣9,000元。預期百佳華百貨截至二零一六年十二月三十一日止年度應付的相關金額不會超過約人民幣680,000元。

誠如上文所披露,石岩百貨店及書苑雅閣百貨店之已付租金分別約為人民幣2,966,000元及約人民幣679,000元,合計約人民幣3,645,000元,已載於截至二零一五年十二月三十一日止年度之財務報表附註33(b)內。



CONTINUING CONNECTED TRANSACTIONS (Continued)

2. Lease of two store premises and rental income received from JH Real Estate (Continued)

- (iii) Lease of commercial properties to Jiahua Real Estate. Certain commercial properties are leased to Jiahua Real Estate pursuant to a lease agreement entered into between BJH Department Stores and Jiahua Real Estate for commercial purposes. The amount of rental income received by the BJH Department Stores in respect of the leasing of commercial properties was approximately RMB730,000 for the year ended 31 December 2015, and has not exceeded the annual cap of RMB1,000,000. The relevant amount which are expected to be receivable by BJH Department Stores will not exceed approximately RMB1,000,000 for the year ending 31 December 2016.

The rental received as disclosed above of approximately RMB730,000 is included under note 33(b) to the financial statements for the year ended 31 December 2015.

In the opinion of the Directors (including the Independent Non-Executive Directors), the terms of the continuing connected transactions referred to above are made in the ordinary and usual course of our business, on an arm's length basis and on normal commercial terms which are no less favorable than terms available from independent third parties. The Directors (including the Independent Non-executive Directors) confirm that these transactions have been conducted in accordance with the relevant agreements governing the transactions and are of the view that the terms and conditions of these transactions are fair and reasonable and are in the best interests of our Company and our shareholders as a whole.

The Directors, including the Independent Non-executive Directors, are also of the view that the Annual Caps are fair and reasonable as far as our shareholders taken as a whole are concerned.

The Directors confirm that they have received a confirmation from its auditor regarding the matters as stated in Chapter 14A.38 of the Listing Rules for the continuing connected transactions as stated in para. (1)(i), (1)(ii), (1)(iii), (2)(i), (2)(ii) and (2)(iii) above.

The Stock Exchange has granted a waiver from strict compliance with the announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the lease agreements.

The Directors confirm that the disclosure requirement in accordance with Chapter 14A of the Listing Rules has been complied with by the Company.

持續關連交易(續)

2. 由佳華房地產出租兩項店舖物業及收取租金收入(續)

- (iii) 租賃商業物業給佳華房地產。根據百佳華百貨與佳華房地產訂立的租賃協議，若干商業物業租予佳華房地產作商業用途。於截至二零一五年十二月三十一日止年度，百佳華百貨從佳華房地產收取之年度租金收入約人民幣730,000元，並無超出年度上限人民幣1,000,000元。預期百佳華百貨截至二零一六年十二月三十一日止年度應收的相關金額不會超過約人民幣1,000,000元。

誠如上文所披露，若干商業物業所收取的租金約為人民幣730,000元，已載於截至二零一五年十二月三十一日止年度之財務報表附註33(b)內。

董事(包括獨立非執行董事)認為，上述持續關連交易的條款乃於日常及一般業務過程中，按照不遜於獨立第三方提供者的一般商業條款進行。董事(包括獨立非執行董事)確認，上述交易乃按規管有關交易之相關協議進行，並認為，此等交易的條款及條件誠屬公平合理，並符合本公司及本公司股東整體的最佳利益。

董事(包括獨立非執行董事)亦認為，年度上限對本公司股東整體而言屬公平合理。

董事確認彼等已接獲其核數師有關上文分段(1)(i)，(1)(ii)，(1)(iii)，(2)(i)，(2)(ii)及(2)(iii)之持續關連交易於上市規則第14A.38章所述事宜之確認書。

聯交所已就各租賃協議批准豁免嚴格遵守上市規則第14A章有關公告及獨立股東批准的規定。

董事確認本公司已遵守上市規則第14A章之披露規定。



MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2015, revenue attributable to the largest customer of the Group amounted to approximately 0.1% of the total sales of goods and wholesale of consumables for the year and the five largest customers of the Group accounted for less than 30% of the Group's total revenue for the year.

For the year ended 31 December 2015, purchases attributable to the largest supplier of the Group amounted to approximately 3.5% of the total purchases for the year and the five largest suppliers of the Group accounted for less than 30% of the Group's total purchases for the year.

Save as disclosed above, none of the Directors, their associates or any shareholders (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in the major suppliers and major customers noted above.

SUFFICIENCY OF PUBLIC FLOAT

Based on 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 was held by the public as at the date of this report.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the Directors. Based on specific enquiry made with all Directors, the Directors have complied with the required standard set out in the Model Code, throughout the accounting period covered by the annual report.

COMPETING INTERESTS

None of the Directors or management shareholders of the Company and their respective associates (as defined in the Main Board Listing Rules) has an interest in a business which competes or may compete with the business of the Company or has any other conflict of interest with the Company during the year.

AUDIT COMMITTEE

In compliance with Rule 3.21 of the Listing Rules, the Board has established an audit committee on 30 April 2007, with written terms of reference. The primary duties of the audit committee are to review the financial reporting procedures and internal controls and provides guidance in relation thereto. The audit committee comprises the three Independent Non-executive Directors of the Company. The audited financial statements of the Company for the year ended 31 December 2015 have been reviewed by the audit committee before recommending to the Board for approval.

PROFESSIONAL TAX ADVICE RECOMMENDED

If the shareholders of the Company are unsure about the taxation implications of purchasing, holdings, disposing of, dealing in, or the exercise of any rights in relation to, the shares, they are advised to consult an expert.

主要客戶及供應商

截至二零一五年十二月三十一日止年度，來自本集團最大客戶的收入佔年內貨品銷售及易耗品批發總額約0.1%，而本集團五大客戶佔本集團於年內總收入少於30%。

截至二零一五年十二月三十一日止年度，向單一最大供應商作出的採購約佔於年內的採購總額3.5%，而本集團五大供應商約佔本集團於年內的採購總額少於30%。

除上文披露者外，概無董事、彼等的聯繫人士或任何股東(就董事所知擁有本公司股本5%以上權益者)於上述主要供應商及主要客戶中擁有權益。

足夠公眾持股量

根據本公司公開資料並就董事所知，於本申報日，本公司已發行股本總額中最少25%由公眾人士持有。

證券交易標準守則

本公司已採用標準守則作為董事買賣本公司證券的操守守則。根據向全體董事作出的特定查詢，董事於本年報涵蓋的整個會計期間一直遵守標準守則所規定準則。

競爭權益

年內，本公司董事或管理層股東以及彼等各自的聯繫人士(定義見主板上市規則)概無於與本公司業務構成或可能構成競爭的業務中擁有權益，且並無與本公司存在任何其他利益衝突。

審核委員會

為遵守上市規則第3.21條，董事會已於二零零七年四月三十日成立審核委員會，並書面訂明其職權範圍。審核委員會主要職責為審閱財務申報程序及內部監控，並就此提供指引。審核委員會由本公司三名獨立非執行董事組成。本公司截至二零一五年十二月三十一日止年度的經審核財務報表於建議董事會批准前，已交由審核委員會審閱。

建議尋求專業稅務意見

倘若本公司股東對購買、持有、出售、買賣股份或行使任何有關股份之權利的稅務影響有所疑問，彼等應諮詢專家意見。



USE OF PROCEEDS RAISED FROM LISTING

The net proceeds raised from the Company's newly issued and listed shares on the Stock Exchange in May 2007 (after deduction of related issuance expenses) amounted to approximately HK\$265,000,000.

As of 31 December 2015, approximately HK\$188,850,000 of the proceeds so raised was used, and the unused proceeds of approximately HK\$76,150,000 was deposited with banks, the security of which was adequately ensured.

Details of the used proceeds raised of approximately HK\$188,850,000 are set out as follows:

- as to approximately HK\$29,000,000 for acquisition of the business of a retail chain in Shenzhen, the PRC;
- as to approximately HK\$28,300,000 for opening of new stores in Yanbu Foshan and Ronggui Foshan, the PRC;
- as to approximately HK\$8,750,000 for opening of a new store in Nanning Guangxi, the PRC;
- as to approximately HK\$4,350,000 for opening of two new stores in Xian Baoan Shenzhen, the PRC;
- as to approximately HK\$10,400,000 for opening of a new store in Luohu Shenzhen, the PRC;
- as to approximately HK\$15,800,000 for opening of a new store in Buji Shenzhen, the PRC;
- as to approximately HK\$14,300,000 for opening of another new store in Nanning Guangxi, the PRC;
- as to approximately HK\$9,200,000 for setting up of a procurement centre in Shiyuan Shenzhen, the PRC;
- as to approximately HK\$10,416,000 for the purchase of transportation equipment;
- as to approximately HK\$14,609,000 for the purchase of office equipment;
- as to approximately HK\$3,000,000 for the upgrade of the MIS;
- as to approximately HK\$725,000 to promote the Company's brand image; and
- as to approximately HK\$40,000,000 for the refurbishments of existing retail stores.

The unused proceeds will be used by the Company for the purposes as set out in the section headed "Future plans and use of proceeds" in the prospectus of the Company dated 8 May 2007.

AUDITOR

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO Limited as auditor of the Company.

上市所得款項用途

本公司於二零零七年五月在聯交所新發行上市股份籌集的所得款項淨額，在扣除相關的發行費用後相等於約265,000,000港元。

於二零一五年十二月三十一日，已動用所籌得款項約188,850,000港元，尚未動用的所得款項約76,150,000港元存放在銀行，其安全性有足夠保證。

已動用所籌得款項約188,850,000港元之詳情載列如下：

- 約29,000,000港元用作收購中國深圳連鎖零售店業務；
- 約28,300,000港元用作於中國佛山鹽步及佛山容桂開設新店舖；
- 約8,750,000港元用作於中國廣西南寧開設新店舖；
- 約4,350,000港元用作於中國深圳寶安區新安街道辦開設兩家新店舖；
- 約10,400,000港元用作於中國深圳羅湖區開設新店舖；
- 約15,800,000港元用作於中國深圳布吉開設新店舖；
- 約14,300,000港元用作於中國廣西南寧開設新店舖；
- 約9,200,000港元用作於中國深圳石岩開設配送中心；
- 約10,416,000港元用作於購置運輸工具；
- 約14,609,000港元用作於購買辦公室設備；
- 約3,000,000港元用作改良管理資訊系統；
- 約725,000港元用作提升本公司的品牌形象；及
- 約40,000,000港元用作翻新現有的零售店。

未動用之所得款項將由本公司動用作本公司日期為二零零七年五月八日之售股章程「未來計劃及所得款項用途」一節所述用途。

核數師

有關重新委任立信德豪會計師事務所有限公司為本公司核數師的決議案將於本公司下屆股東週年大會上提呈以取得股東批准。



Report of the Directors (Continued) 董事會報告(續)

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2015 is set out in the sections of Chairman's Statement, Management Discussion and Analysis and Five Years Financial Summary on pages 6 to 10, pages 14 to 26 and pages 147 to 148 respectively of this annual report.

The Group recognises that its employees, customers and business partners are the keys to the sustainable development. The Group is committed to establishing a close and caring relationship with its employees, providing quality products and services to its customers and enhancing co-operation with its business partners.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to maintaining a clean, energy saving and harmonious environmental conservation policy.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to shareholders by reason of their holding of the Company's securities.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for Director's and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) when the Directors' Report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622, Laws of Hong Kong).

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS THAT HAVE A SIGNIFICANT IMPACT ON THE COMPANY

The Group is continuously monitoring their compliance to ensure that the Group abides by such laws and regulations from time to time. Besides those general laws and regulations such as the Company Law of the PRC, the Listing Rules of Hong Kong Stock Exchange, the Group has also complied in all material respects with all the laws and regulations that have a significant impact on the business of the Group.

For and on behalf of the Board
Zhuang Lu Kun
Chairman

29 March 2016
Shenzhen, the PRC

業務回顧

本集團截至二零一五年十二月三十一日止年度之業務回顧已分別載於本年報第6至10頁、第14至26頁及第147至148頁之「主席報告」、「管理層討論及分析」及「五年財務概要」等章節。

本集團確認其僱員、客戶及合作夥伴是可持續發展的關鍵。本集團致力與僱員建立密切及關顧之關係、為客戶提供優質產品及服務，並加強與業務合作夥伴的合作。

環保政策及表現

本集團承諾維持清潔、節約能源、和諧的環境保護政策。

稅務減免

本公司並不知悉股東因持有本公司證券而可享有之任何稅務減免。

獲准許之彌償條文

本公司已就其董事及高級管理層可能會面對由企業活動產生之法律行動，為董事及行政人員之職責作適當投保安排。基於董事利益之獲准許彌償條文根據公司條例(香港法例第622章)第470條之規定於董事編製之董事報告按照公司條例(香港法例第622章)第391(1)(a)條獲通過時生效。

遵守對公司有重大影響的有關法律及規例情況

本集團持續監控相關遵守情況，以確保本集團可持續遵守對公司有重大影響的有關法律及規例。除遵守中國公司法、香港聯交所上市規則等常規法律、規例外，於報告年度內，本集團亦在各重大方面遵守對本集團業務有重要影響的法律及規例。

代表董事會
董事長
莊陸坤

二零一六年三月二十九日
中國深圳



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

香港干諾道中111號
永安中心25樓

To the shareholders of Jiahua Stores Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the consolidated financial statements of Jiahua Stores Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 56 to 146, which comprise the consolidated statement of financial position as at 31 December 2015, and 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 Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants 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.

Auditor's responsibility

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

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.

致佳華百貨控股有限公司列位股東
(在開曼群島註冊成立的有限公司)

本核數師已完成審核第56至146頁所載佳華百貨控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，當中包括於二零一五年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他資料解釋。

董事對綜合財務報表的責任

貴公司董事負責根據香港會計師公會發佈的香港財務報告準則及香港公司條例之披露要求編製綜合財務報表，以作出真實而公平的反映，及落實其認為就編製綜合財務報表所必要的內部控制，以確保綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

本核數師的責任為根據審核工作的結果，對綜合財務報表發表意見，並按照委聘條文僅向閣下作出報告，而不作其他用途。本核數師概不就本報告的內容對任何其他人士負責或承擔責任。

本核數師已按照香港會計師公會頒佈的香港核數準則進行審核工作。該等準則要求本核數師須遵守道德規範，並策劃及進行審核工作以合理確定綜合財務報表是否不存有任何重大錯誤陳述。



Independent Auditor's Report (Continued) 獨立核數師報告(續)

Auditor's responsibility (Continued)

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 auditor's 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 auditor considers 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 Group as at 31 December 2015 and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited
Certified Public Accountants
Tsui Ka Che, Norman
Practising Certificate Number P05057

Hong Kong, 29 March 2016

核數師的責任(續)

審核工作包括進程序以取得與綜合財務報表所載數額及披露事項有關的審核憑證。選用的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在有重大錯誤陳述的風險。於作出該等風險評估時，核數師將考慮與公司編製並真實及公平地呈報綜合財務報表有關的內部監控，以設計於有關情況下適當的審核程序，但不會就公司內部監控的成效表達意見。審核工作亦包括評估所用會計政策的恰當性以及董事所作會計估計的合理性，並評估綜合財務報表整體呈列方式。

本核數師相信已取得充分恰當的審核憑證，為本核數師的審核意見提供基礎。

意見

我們認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團於二零一五年十二月三十一日的財務狀況以及其截至該日止年度的財務表現及現金流量，並已按照香港公司條例的披露規定妥為編製。

香港立信德豪會計師事務所有限公司
執業會計師
徐家賜
執業證書編號P05057

香港，二零一六年三月二十九日



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

		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(a)	839,674	821,249
Cost of inventories sold	已售存貨成本		(579,767)	(556,965)
			259,907	264,284
Other operating income	其他經營收入	6(b)	66,169	74,949
Increase in fair value of investment properties	投資物業之公平值增加	13	3,100	7,000
Selling and distribution costs	分銷成本		(214,561)	(213,675)
Administrative expenses	行政開支		(43,887)	(42,222)
Other operating expenses	其他經營開支		(5,237)	(10,317)
Operating profit	經營溢利	7	65,491	80,019
Share of loss of an associate	應佔一家聯營公司之虧損		(1,475)	(2,009)
Finance cost	財務成本	8	(13)	(1,238)
Profit before income tax	除所得稅前溢利		64,003	76,772
Income tax expense	所得稅開支	9	(18,414)	(18,116)
Profit for the year	年內溢利		45,589	58,656
Other comprehensive income	其他綜合收益			
Item that will not be reclassified to profit or loss:	將不會重新分類至損益賬之項目			
Revaluation gain upon transfer of owner occupied land and building to investment properties	將物業由物業、廠房及設備轉撥至投資物業時之重估收益		-	574
Deferred tax	遞延稅項		-	(143)
Other comprehensive income for the year, net of tax	本年度其他全面收益，已扣除稅項		-	431
Total comprehensive income for the year	年度全面收益總額		45,589	59,087
Profit/(loss) for the year attributable to:	以下人士應佔利潤／(虧損)：			
- Owners of the Company	- 母公司權益持有人		45,600	58,656
- Non-controlling interest	- 非控股股東權益		(11)	-
			45,589	58,656
Total comprehensive income attributable to:	以下人士應佔全面收入：			
- Owners of the Company	- 母公司權益持有人		45,600	59,087
- Non-controlling interest	- 非控股股東權益		(11)	-
			45,589	59,087
Earnings per share for profit attributable to the owners of the Company during the year	年內本公司擁有人應佔溢利之每股盈利			
- Basic and diluted (RMB cents)	- 基本及攤薄(人民幣分)	11	4.40	5.65



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2015
於二零一五年十二月三十一日

			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
	Notes 附註			
ASSETS AND LIABILITIES		資產及負債		
Non-current assets		非流動資產		
Property, plant and equipment	12	物業、廠房及設備	102,798	79,464
Investment properties	13	投資物業	260,100	257,000
Prepaid land lease	14	預付土地金	13,184	13,445
Intangible asset	15	無形資產	15,000	–
Deposits paid	16	已付按金	10,214	8,374
Interests in an associate	17	於一家聯營公司之權益	116	1,591
Available-for-sale financial assets	18	可供出售金融資產	10,833	–
			412,245	359,874
Current assets		流動資產		
Inventories and consumables	19	存貨及易耗品	63,190	83,274
Trade receivables	20	應收貿易賬款	12,482	4,924
Amount due from non-controlling interest of a subsidiary	25	應收非控股股東	250	–
Deposits paid, prepayments and other receivables	16	已付按金、預付款項及其他應收款項	54,352	60,821
Pledged bank deposits	21	已抵押銀行存款	–	100,000
Cash and bank balances	22	現金及銀行結餘	293,271	321,703
			423,545	570,722
Current liabilities		流動負債		
Trade payables	23	應付貿易賬款	189,006	210,375
Coupon liabilities, deposits received, other payables and accruals	24	息票負債、已收按金、其他應付款項及應計費用	58,978	58,827
Amount due to a director	25	應付一名董事款項	59	59
Provision for taxation		稅項撥備	10,844	9,881
Bank borrowing, secured	27	銀行借款—已抵押	–	100,000
			258,887	379,142
Net current assets		流動資產淨值	164,658	191,580
Total assets less current liabilities		總資產減流動負債	576,903	551,454



Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2015
於二零一五年十二月三十一日

		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			
Deferred tax liabilities	遞延稅項負債	26	13,031	12,256
Net assets	資產淨值		563,872	539,198
EQUITY	權益			
Share capital	股本	28	10,125	10,125
Reserves	儲備	29	553,508	529,073
Equity attributable to the owners of the Company	本公司擁有人應佔股權		563,633	539,198
Non-controlling interest	非控股權益		239	—
Total equity	權益總額		563,872	539,198

Zhuang Lu Kun
莊陸坤
Director
董事

Zhuang Pei Zhong
莊沛忠
Director
董事



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

		Equity attributable to owners of the Company 本公司擁有人應佔權益												
		Share capital	Share premium	Statutory reserve	Statutory welfare reserve	Merger reserve	Share option reserve	Property revaluation reserve	Translation reserve	Retained profits	Dividend proposed	Total	Non-controlling interest	Total equity
Notes														
附註		股本	股份溢價	法定儲備	基金	合併儲備	購股權儲備	物業重估儲備	換算儲備	保留溢利	撥派股息	總計	權益	權益總額
		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
		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
At 1 January 2014	於二零一四年一月一日	10,125	252,478	46,270	2,286	12,373	24	-	(969)	157,524	20,854	500,965	-	500,965
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	58,656	-	58,656	-	58,656
Other comprehensive income	其他全面收益	-	-	-	-	-	-	431	-	-	-	431	-	431
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	431	-	58,656	-	59,087	-	59,087
Dividend approved for 2013	二零一三年之獲批准股息	10(b)	-	-	-	-	-	-	-	-	(20,854)	(20,854)	-	(20,854)
Proposed final dividend for 2014	二零一四年擬派末期股息	10(a)	-	-	-	-	-	-	-	(21,165)	21,165	-	-	-
Transfer to statutory reserve	轉移至法定儲備	-	-	3,952	-	-	-	-	-	(3,952)	-	-	-	-
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日	10,125	252,478	50,222	2,286	12,373	24	431	(969)	191,063	21,165	539,198	-	539,198
Capital contribution by non-controlling interest of a subsidiary	一間附屬公司非控股權益的注資	-	-	-	-	-	-	-	-	-	-	-	250	250
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	-	-	-	-	-	45,600	-	45,600	(11)	45,589
Dividend approved for 2014	二零一四年之獲批准股息	10(b)	-	-	-	-	-	-	-	-	(21,165)	(21,165)	-	(21,165)
Proposed final dividend for 2015	二零一五年擬派末期股息	10(a)	-	-	-	-	-	-	-	(13,176)	13,176	-	-	-
Transfer to statutory reserve	轉移至法定儲備	-	-	4,757	-	-	-	-	-	(4,757)	-	-	-	-
At 31 December 2015	於二零一五年十二月三十一日	10,125	252,478	54,979	2,286	12,373	24	431	(969)	218,730	13,176	563,633	239	563,872



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

			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
	Notes 附註			
Cash flows from operating activities	經營業務現金流量			
Profit before income tax	除所得稅前溢利		64,003	76,772
Adjustments for:	就以下各項作出調整：			
Interest income	利息收入	6(b)	(4,985)	(9,524)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7	27,731	31,033
Obsolete inventories written-off and inventories loss	陳舊存貨撇銷及存貨虧損	7	813	610
Loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損	7	45	199
Written off of property, plant and equipment	撇銷物業、廠房及設備		-	1,254
Amortisation of prepaid land lease	預付土地租賃攤銷	7	261	261
Increase in fair value of investment properties	投資物業公平值增加	13	(3,100)	(7,000)
Loss on disposal of a subsidiary	出售一家附屬公司之虧損	7	204	-
Impairment loss on other receivable	其他應收款項減值虧損	7	3,020	-
Share of loss of an associate	應佔一家聯營公司的虧損		1,475	2,009
Operating profit before working capital changes	營運資金變動前經營溢利		89,467	95,614
Decrease in inventories and consumables	存貨及易耗品減少		18,286	21,668
Increase in trade receivables	應收貿易賬款增加		(16,767)	(3,336)
Increase in deposits paid, prepayments and other receivables	已付按金、預付款項及其他應收款項增加		(2,411)	(14,775)
Decrease in trade payables	應付貿易賬款減少		(924)	(13,626)
Increase/(decrease) in coupon liabilities, deposits received, other payables and accruals	息票負債、已收按金、其他應付款項及應計費用增加/(減少)		931	(5,268)
Cash generated from operations	經營業務所得現金		88,582	80,277
Interest received	已收利息		4,985	9,524
Income tax paid	已繳所得稅		(16,977)	(13,513)
Net cash from operating activities	經營業務所得現金淨額		76,590	76,288



Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

			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	投資活動的現金流量			
Increase in deposits	按金增加		(1,840)	(853)
Disposal of a subsidiary, net of cash disposed	出售一家附屬公司，扣除出售現金	36	(5,107)	–
Purchase of property, plant and equipment	購入物業、廠房及設備		(51,313)	(28,133)
Purchase of intangible asset	購入無形資產		(15,000)	–
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		203	626
Purchase of available-for-sale financial asset	購入可供出售金融資產		(10,800)	–
Decrease in bank deposits maturing over three months	於三個月後到期之銀行存款減少		3,740	6,244
Decrease in pledged bank deposits	抵押銀行存款減少		100,000	–
Investment in an associate	於一家聯營公司的投資		–	(3,600)
<i>Net cash from/(used in) investing activities</i>	<i>投資活動所得/(所用)現金淨額</i>		19,883	(25,716)
Cash flows from financing activities	融資活動的現金流量			
Repayment of bank borrowing	銀行借款償還款項		(100,000)	–
Dividends paid to owners of the Company	已付本公司擁有人股息		(21,165)	(20,854)
<i>Net cash used in financing activities</i>	<i>融資活動所用現金淨額</i>		(121,165)	(20,854)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(24,692)	29,718
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		306,639	276,921
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	22	281,947	306,639



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

1. GENERAL INFORMATION

Jiahua Stores Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability. The address of its registered office and its principal place of business are located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, the Cayman Islands and Level 4, Jiahua Ming Yuan, 2146 Xinhua Road, Baoan Central District, Shenzhen, Guangdong Province, the People’s Republic of China (the “PRC”) respectively. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. Details of the principal activities of the Company’s subsidiaries are set out in note 35 to the financial statements.

The financial statements for the year ended 31 December 2015 were approved for issue by the board of directors (the “Board”) on 29 March 2016.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements on pages 56 to 146 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) which collectively includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The financial statements also include the applicable disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”). These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

In addition, the Group has adopted the amendments to the Listing Rules issued by the 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 on the financial statements is on the presentation and disclosure of certain information in the financial statements.

1. 一般資料

佳華百貨控股有限公司(「本公司」)在開曼群島註冊成立為獲豁免有限公司。本公司註冊辦事處及主要營業地點分別位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands及中華人民共和國(「中國」)廣東省深圳市寶安中心區新湖路2146號佳華名苑4樓。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司主要業務為投資控股。本公司附屬公司之主要業務詳情載於財務報表附註35。

截至二零一五年十二月三十一日止年度之財務報表已於二零一六年三月二十九日獲董事會(「董事會」)批准刊發。

2. 主要會計政策概要

2.1 編製基準

第56至146頁所載之財務報表乃根據整體包括香港會計師公會(「香港會計師公會」)所頒佈所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋的香港財務報告準則(「香港財務報告準則」)編製。財務報表亦包括香港公司條例及聯交所證券上市規則(「上市規則」)之適用披露規定。除另有指明外，此等財務報表以人民幣(「人民幣」)呈列，並四捨五入至最近千位。

此外，於本財政年度，本公司經參考香港公司條例(第622章)就財務資料之披露採納香港聯交所頒佈之上市規則修訂本。對財務報告之主要影響在於財務報表內若干資料之呈列及披露。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or revised HKFRSs and the impacts on the financial statements, if any, are disclosed in note 3.

The financial statements have been prepared on the historical cost basis except for investment properties which are stated at fair values. The measurement bases are fully described in the accounting policies below.

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (together referred to as the "Group") made up to 31 December each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group assets sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amount reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

2. 主要會計政策概要(續)

2.1 編製基準(續)

編製此等財務報表時所採用重大會計政策於下文概述。除另有說明者外，此等政策已獲貫徹應用於所有呈報年度。採納新訂或經修訂香港財務報告準則及對財務報表之影響(如有)於附註3披露。

本財務報表已按歷史成本基準編製，以公平值計量之投資物業除外。計算基準於下文會計政策詳述。

務請注意，編製財務報表時須作出會計估計及假設。儘管此等估計乃以管理層就現行事件及行動的最佳認知及判斷為基準，惟實際結果最終或會與該等估計不同。涉及高度判斷或複雜性的範圍，或對財務報表屬重大的假設及估計範圍，於附註4披露。

2.2 綜合賬目基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)每年截至十二月三十一日的財務報表。

附屬公司自其控制權轉移至本集團當日起綜合入賬，並於控制權終止當日不再綜合入賬。

集團內公司間的交易、集團公司間交易的結餘及未變現收益於編製綜合財務報表時對銷。當集團內公司間的資產銷售之未變現虧損於綜合時撥回，相關資產亦會以本集團作考量進行減值測試。於附屬公司財務報表呈報之金額已作出必要調整，以確保與本集團採納之會計政策一致。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

2.4 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

2. 主要會計政策概要(續)

2.3 附屬公司

附屬公司指本公司能夠行使控制權的被投資公司。倘以下三項元素存在，則本公司控制被投資公司：對被投資公司擁有權力、就被投資公司的可變回報承受風險或擁有權利及使用其權力影響該等可變回報的能力。當有事實及情況表明任何該等控制元素可能存在變動時，則重估控制權。

於本公司的財務狀況表中，於附屬公司的投資乃按成本減去減值虧損(如有)列賬。附屬公司的業績由本公司按已收及應收股息基準入賬。

2.4 聯營公司

聯營公司為本集團對其有重大影響力的實體，且既非附屬公司，亦非共同安排。重大影響力指有權參與被投資公司的財務及經營政策決策，但對該等政策並無控制或共同控制權。

聯營公司以權益法入賬，初步按成本確認，其後賬面值按本集團應佔聯營公司資產淨值於收購後的變動作出調整，惟超過本集團於聯營公司權益的虧損將不予確認，除非本集團有責任彌補該等虧損。

本集團與其聯營公司間進行交易所產生的溢利及虧損僅以無關連投資者於聯營公司的權益為限予以確認。投資者應佔該等交易所產生的聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明所轉移資產出現減值，則即時於損益確認。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Associates (Continued)

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

2.5 Property, plant and equipment

Property, plant and equipment are stated at acquisition cost less accumulated depreciation and any accumulated impairment losses. The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use. Subsequent expenditure relating to property, plant and equipment is added to the carrying amount of the assets if it can be demonstrated that such expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the assets.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Depreciation on property, plant and equipment is provided to write off the cost less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Leasehold buildings	54 years or the terms of land use rights, if shorter
Leasehold improvements	20%
Plant and machinery	10%
Motor vehicles and tools	20%
Furniture, fixtures and equipment	20%

The assets' residual values, depreciation method and useful lives are reviewed, and adjusted if appropriate, at each reporting date.

2. 主要會計政策概要(續)

2.4 聯營公司(續)

就聯營公司已付高於本集團應佔所收購可識別資產、負債及或然負債公平價值的任何溢價會撥充資本，並計入該聯營公司的賬面值。倘有客觀證據顯示於聯營公司的投資出現減值，則投資賬面值以與其他非金融資產一致的方式進行減值測試。

2.5 物業、廠房及設備

物業、廠房及設備乃按收購成本減累計折舊及任何累計減值虧損列賬，資產成本包括其購買價及將資產達致營運狀況及地點作其擬定用途的直接應佔成本。如能顯示有關開支導致預期自使用資產在未來可獲取更高經濟利益，則物業、廠房及設備的其後開支將計入該等資產的賬面值。

報廢或出售產生的收益或虧損按出售所得款項與資產賬面值的差額釐定，並於損益確認。

物業、廠房及設備的折舊以直線法按以下年率於其估計可用年期計算，以撇銷成本減剩餘價值：

租賃樓宇	54年或土地使用權期限(以較短者為準)
租賃物業裝修	20%
廠房及機器	10%
汽車及工具	20%
家具、裝置及設備	20%

資產之剩餘價值、折舊方法及可用年期於各報告日審閱及調整(如適用)。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Investment properties

Investment properties are properties held either to earn rentals or for capital appreciation or for both, but not held for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Investment properties are measured at cost on initial recognition and subsequently at fair value with any change therein recognised in profit or loss.

2.7 Payments for prepaid land lease

Payments for prepaid land lease held for own use under operating leases represent up-front payments to acquire long-term interests in lessee-occupied properties. These payments are stated at cost and are amortised over the period of the lease on a straight-line basis as an expense.

2.8 Intangible assets other than goodwill

(i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. The amortisation expense is recognised in profit or loss and included in administrative expenses.

Franchise	5 years
-----------	---------

(ii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 2.9).

2. 主要會計政策概要(續)

2.6 投資物業

投資物業乃為賺取租金或資本增值或達成上述兩項目的而持有的物業，且並非於日常業務過程中作銷售用途，也並非用於生產或提供產品或服務或用於行政用途。投資物業於初始確認時按成本計量，其後按公平值計量，而當中的任何變動會於損益確認。

2.7 支付預付土地租賃之款項

支付根據經租賃持作自用之預付土地租賃之款項指收購承租人佔用物業長期利益之預付款項。該等款項按成本列賬，以直線法按租賃期間攤銷入賬列為開支。

2.8 無形資產(商譽除外)

(i) 所收購無形資產

個別地收購的無形資產初步按成本確認。其後，具有有限使用年期的無形資產以成本減累計攤銷及累計減值虧損列賬。

攤銷費用以直線法於有關資產可使用年期內計提撥備如下。攤銷開支在損益確認並計入行政開支。

特許經營權	五年
-------	----

(ii) 減值

倘有跡象顯示，具有有限可使用年期之無形資產可能減值，則會進行減值測試。尚未可供使用之無形資產每年進行減值測試，不論該等無形資產是否已出現任何減值跡象。無形資產乃透過比較其賬面值及可收回金額進行減值測試(請參閱附註2.9)。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Intangible assets other than goodwill (Continued)

(ii) Impairment (Continued)

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount; however, the carrying amount should not be increased above the lower of its recoverable amount and the carrying amount that would have resulted had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the income statement immediately.

2.9 Impairment of non-financial assets

Property, plant and equipment, prepaid land lease, intangible assets with finite useful lives, deposits paid and prepayments and investments in subsidiaries and associate are subject to impairment testing. They are tested for impairment whenever there are indications that the carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use. 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 assessment of time value of money and the risk specific to the asset.

2. 主要會計政策概要(續)

2.8 無形資產(商譽除外)(續)

(ii) 減值(續)

倘估計資產之可收回金額少於其賬面值，則該項資產之賬面值將減少至其可收回金額。

減值虧損會即時確認為開支。

倘某項減值虧損其後撥回，則該項資產的賬面值將增至重新估計之可收回金額，惟賬面值不應增加至高於其可收回金額及倘該項資產於過往年度並無減值虧損則會產生的賬面值(以較低者為準)。所有減值虧損撥回會即時在收益表確認。

2.9 非金融資產減值

物業、廠房及設備、預付土地租賃、具有限可使用年期的無形資產、已付按金及預付款項以及於附屬公司及聯營公司的投資須進行減值測試。當有跡象顯示其賬面值可能無法收回時進行減值測試。

減值虧損按資產的賬面值超出其可收回金額的部分即時確認為開支。可收回金額為反映市況公平值減出售成本與使用價值兩者的較高者。評估使用價值時，估計日後現金流量按可反映現行市場對貨幣時間價值的評估及資產特定風險的除稅前貼現率貼現至其現值。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Impairment of non-financial assets (Continued)

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

2.10 Foreign currency translation

The financial statements are presented in RMB, which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

2. 主要會計政策概要(續)

2.9 非金融資產減值(續)

就評估減值而言，倘資產並無產生主要取決於其他資產的現金流入，可收回金額按獨立產生現金流入的最小資產組別(即現金產生單位)而釐定。因此，部分資產個別進行減值測試；部分則以現金產生單位水平進行測試。

倘釐定資產可收回金額所用估計出現有利變動，則撥回減值虧損，惟資產賬面值不得超過倘無確認減值虧損而釐定的賬面值減折舊或攤銷。

2.10 外幣換算

財務報表以人民幣列值(其亦為本公司的功能貨幣)。

於綜合實體的個別財務報表時，使用外幣進行的交易按照交易日期的適用匯率換算成個別實體的功能貨幣。於報告日，以外幣計值的貨幣資產及負債按該日的匯率換算。因結算該等交易及於報告日重新換算貨幣資產及負債產生的外匯收益及虧損，於損益中確認。

按外幣歷史成本計量的非貨幣項目毋須重新換算。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Foreign currency translation (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into RMB. Assets and liabilities have been translated into RMB at the closing rate at the reporting date. Income and expenses have been converted into the RMB at the exchange rate ruling at the transaction dates, or the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the translation reserve in equity.

When a foreign operation is sold, such exchange differences are reclassified from equity to profit or loss as part of the gain or loss on sale.

2.11 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and the use by others of the Group's assets yielding interest and dividends, net of rebates and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

- (i) Sale of goods are recognised upon transfer of the significant risks and rewards of ownership to the customers. This is usually taken as the time when the goods are delivered and the customers have accepted the goods;
- (ii) Commissions from concessionaire sales are recognised upon the sale of merchandise by the relevant stores;

2. 主要會計政策概要(續)

2.10 外幣換算(續)

於綜合財務報表內，海外業務所有個別財務報表(原先以有別於本集團呈列貨幣的貨幣呈列)已換算為人民幣。資產及負債已按報告日的收市匯率換算為人民幣。收入及開支已按交易日的匯率或倘匯率於報告期內並無重大波動則以平均匯率換算為人民幣。因此程序產生的差額於其他全面收益內確認，並於權益中的匯兌儲備獨立累計。

當出售海外業務時，該等匯兌差異將於損益內重新分類為出售收益或虧損的一部分。

2.11 收入確認

收入包括銷售貨品及其他人士使用本集團的資產賺取利息及股息的已收或應收代價的公平值，扣除回佣及折扣計算。倘經濟利益可能流入本集團，且能可靠計量收入及成本(倘適用)，收入按以下基準確認：

- (i) 銷售貨品於擁有權的重大風險及回報已轉移客戶時確認。此一般指貨品已付運而客戶已接納貨品之時；
- (ii) 專賣銷售佣金乃於相關店舖銷售商品時確認；



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Revenue recognition (Continued)

- (iii) Administration and management fee income are recognised on an accrual basis when the right to receive the income has been established or as services are provided according to contract terms;
- (iv) Rental income under operating leases is recognised in accordance with note 2.12 (iii); and
- (v) Interest income is recognised 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 or a shorter period, where appropriate, to the net carrying amount of that financial asset on initial recognition.

2.12 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

- (i) **Classification of assets leased to the Group**
Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

2. 主要會計政策概要(續)

2.11 收入確認(續)

- (iii) 行政及管理費收入按合約條款於收取收入的權利確立時或提供服務時按應計基準確認；
- (iv) 經營租約的租金收入根據附註2.12(iii)確認；及
- (v) 利息收入使用實際利率法按應計基準確認，所應用之利率即在金融工具預計有效期或(如適用)更短期間內將估計未來所收現金貼現至該金融資產初步確認時賬面淨值之確切利率。

2.12 租約

倘本集團確定安排將特定資產使用權轉讓一段協定期間以換取一筆或連串交易，則由該項交易或連串交易組成的安排為或包含一項租約。該項決定乃基於安排內容的評估作出，而不論該安排是否以法律租約形式訂立。

- (i) **租予本集團資產的分類**
本集團根據租約持有，且將擁有權絕大部分風險及回報轉移至本集團的資產分類為按融資租約持有。並無將擁有權絕大部分風險及回報轉移至本集團的租約則分類為經營租約。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.12 Leases (Continued)

(ii) Operating lease charges as the lessee

Where the Group has the right to use of assets held under operating leases, payments made under the leases are charged to the profit or loss on a straight line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in the profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to the profit or loss in the accounting period in which they are incurred.

(iii) Assets leased out under operating leases as the lessor

Assets leased out under operating leases are measured and presented according to the nature of the assets. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease terms on the same basis as the rental income.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the periods covered by the lease terms, except where an alternative basis is more representative of the time pattern of benefits to be derived from the use of the leased asset. Lease incentives granted are recognised in profit or loss as an integral part of the aggregate net lease income receivable. Contingent rentals are recognised as income in the accounting period in which they are earned.

2. 主要會計政策概要(續)

2.12 租約(續)

(ii) 作為承租人的經營租約支出

當本集團有權使用按經營租約持有的資產時，根據租約支付的款項會按租期以直線法在損益扣除，除非有其他基準能更清楚反映租賃資產所產生收益模式則作別論。已收租賃優惠於損益確認為租賃淨付款總額的一部分。或然租金於產生的會計期間在損益扣除。

(iii) 作為出租人按經營租約出租的資產

按經營租約出租的資產按資產性質計量及呈列。磋商及安排經營租約產生的初步直接成本加入出租資產的賬面值，並按租期以租金收入的相同基準確認為開支。

經營租賃之租金收入按租約年期以直線法於損益確認，惟倘有其他基準更能代表使用租賃資產所產生收益之時間模式則除外。授出之租賃優惠作為應收租賃淨收入總額之一部分於損益確認。或然租金於其賺取之會計期間確認為收入。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Inventories and consumables

Inventories comprise merchandise purchased for resale and are stated at lower of cost and net realisable value. Cost of merchandise, representing the purchase cost, is calculated on the first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses.

Consumables for own consumption are stated at cost. Cost is determined using the weighted average method.

2.14 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those claims from or obligations to, fiscal authorities relating to the current or prior reporting period, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit, including existing taxable temporary differences, will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

2. 主要會計政策概要(續)

2.13 存貨及易耗品

存貨包括為轉售目的而購入的商品，以成本值與可變現淨值兩者的較低者入賬。商品成本值(即購入成本)以先進先出法計算。可變現淨值乃按於日常業務中預計銷售價減任何適用銷售開支計算。

自用的易耗品按成本入賬。成本以加權平均法釐定。

2.14 所得稅會計處理

所得稅包括即期稅項及遞延稅項。

即期所得稅資產及／或負債包括與財務機構就現行或過往呈報期間有關而於報告日尚未支付的申索或責任。該等金額乃根據年內應課稅溢利按相關財政期間適用的稅率及稅法計算。即期稅項資產或負債的所有變動於損益確認為稅項開支一部分。

遞延稅項乃按負債法就於報告日財務報表內資產及負債賬面值與其相應稅基間的暫時差額計算。遞延稅項負債一般會就所有應課稅暫時差額確認。遞延稅項資產乃就所有可扣稅暫時差額、可結轉稅項虧損以及其他未運用稅務抵免確認，惟以可能有應課稅溢利(包括現有應課稅暫時差額)以動用可扣稅暫時差額、未運用稅項虧損及未運用稅務抵免的情況為限。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Accounting for income taxes (Continued)

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS40 "Investment Property". Unless the presumption is rebutted, the deferred tax amount on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amount at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property overtime, rather than through sale.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associate, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset is realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity, respectively.

2. 主要會計政策概要(續)

2.14 所得稅會計處理(續)

對於計量遞延稅項金額時用於釐定適合稅率的一般規定而言，有一個例外情況，即投資物業根據香港會計準則第40號「投資物業」而按公平值列賬。除非該假定被推翻，否則該等投資物業之遞延稅項金額，乃以出售該等投資物業時所適用稅率，以及按其於報告日期之賬面值計量。倘投資物業可計提折舊並根據一個商業模式而持有，而該商業模式的目的是隨著時間推移而消耗該物業所體現的絕大部份經濟利益(而不是通過出售)時，該假定即被推翻。

倘暫時差額因商譽或初步確認業務合併以外交易中的資產及負債(但對應課稅或會計溢利或虧損均無影響)產生，則不會確認遞延稅項資產及負債。

遞延稅項負債就於附屬公司及聯營公司的投資所產生應課稅暫時差額確認，惟倘本集團可控制暫時差額的撥回，且該撥回於可預見未來不大可能發生則作別論。

遞延稅項乃按預期於負債清償或資產變現期間適用的稅率不作貼現計算，惟有關稅率必須為於報告日已實施或大致上實施的稅率。

遞延稅項資產或負債變動於損益或其他全面收益確認，或倘與其他全面收益直接自權益扣除或計入的項目有關，則於其他全面收益或直接於權益確認。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Accounting for income taxes (Continued)

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recover.

2.15 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2. 主要會計政策概要(續)

2.14 所得稅會計處理(續)

即期稅項資產及即期稅項負債僅於以下情況以淨額呈列，

- (a) 本集團有合法行使權力對銷已確認金額；及
- (b) 擬以淨額基準清償或同時變現資產及償還負債項。

本集團僅於以下情況以淨額呈列遞延稅項資產及遞延稅項負債，

- (a) 本集團具有合法行使權力將即期稅項資產與即期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債與同一稅務機關對以下任何一項所徵收之所得稅相關：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於預期清償或收回大額遞延稅項負債或資產之各未來期間以淨額基準清償即期稅項負債與資產或同時變現資產及清償負債之不同應課稅實體。

2.15 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、存放於銀行之活期存款加上原定到期日為三個月或以下、可隨時轉換為已知金額現金及價值變動風險不大之高度流通短期投資。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries are set out below.

The Group's financial assets include available-for-sale financial assets, trade receivables, other receivables, amount due from non-controlling interest of a subsidiary and cash and bank balances. Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. Regular way purchases of financial assets are recognised on trade date. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investment not at fair value through profit or loss, directly attributable transaction costs.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial asset.

2. 主要會計政策概要(續)

2.16 金融資產

本集團就於附屬公司的投資以外的金融資產所採納會計政策載於下文。

本集團的金融資產包括可供出售金融資產、應收貿易賬款、其他應收款項、應收附屬公司非控股權益款項及現金及銀行結餘。管理層於初步確認時根據購入金融資產的目的確定其金融資產的分類，並於情況許可與適當時，在每個報告日重新評估有關分類。

所有金融資產於本集團成為工具合約條文一方時方會確認。以一般方式購入之金融資產於交易日確認。金融資產於初步確認時按公平值加直接應佔交易成本計量(倘為不按公平值計入損益之投資)。

金融資產於自投資獲取現金流量的權利屆滿或已轉讓及擁有權絕大部分風險及回報已轉讓時終止確認。

於各報告日，會對金融資產進行審閱，以評估是否出現客觀減值證據。倘出現任何該等證據，將釐定減值虧損並按金融資產之分類確認。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Financial assets (Continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

Available-for-sale financial assets

These assets are non-derivative financial assets that are designated as available-for-sale or are not included in other categories of financial assets. Subsequent to initial recognition, these assets are carried at fair value with changes in fair value recognised in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary instruments, which are recognised in profit or loss.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured and derivatives that are linked to and must be settled by delivery of such unquoted equity instruments, they are measured at cost less any identified impairment losses.

Impairment of financial assets

At each reporting date, financial assets other than at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

2. 主要會計政策概要(續)

2.16 金融資產(續)

貸款及應收款項

貸款及應收款項為並無於活躍市場報價而附帶固定或可釐定付款之非衍生金融工具。貸款及應收款項其後以實際利率法按攤銷成本減去任何減值虧損計量。攤銷成本乃考慮收購之任何折讓或溢價並計及實際利率及交易成本組成部分之費用計量。

可供出售金融資產

該等資產為被指定為可供出售之非衍生金融資產或未包括在其他分類中之金融資產。初步確認後，該等資產按公平值計量且公平值變動在其他全面收益中確認，惟減值損失及貨幣工具之匯兌損益在損益確認。

對於沒有活躍市場之市場報價且其公允價值不能可靠計量的可供出售權益投資，以及與此類無報價權益工具掛鉤並須通過交付此類權益工具結算的衍生工具，其按成本扣除減值損失後列賬。

金融資產之減值

於各報告日，除按公平值計入損益之金融資產外，會對金融資產進行審閱，以釐定是否出現任何客觀減值證據。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Financial assets (Continued)

Impairment of financial assets (Continued)

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

Loans and receivables

An impairment loss is recognised in profit or loss and directly reduces the carrying amount of financial asset when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. The carrying amount of financial asset is reduced through the use of an allowance account. When any part of financial asset is determined as uncollectible, it is written off against the allowance account for the relevant financial asset.

2. 主要會計政策概要(續)

2.16 金融資產(續)

金融資產之減值(續)

個別金融資產之客觀減值證據包括本集團注意到下列一項或多項虧損事件之可觀察數據：

- 債務人陷入重大財務困難；
- 違反合約，例如拖欠或無法償還利息或本金；
- 債務人可能會破產或進行其他財務重整；
- 科技、市場、經濟或法律環境之重大改變對債務人有負面影響；及
- 權益工具投資之公平值大幅或長期下跌至低於成本值。

一組金融資產之虧損事件包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況，以及與組別內資產拖欠情況有關之國家或當地經濟狀況出現逆轉。

倘出現任何該等證據，減值虧損計量及確認如下：

貸款及應收款項

當有客觀證據顯示資產已減值時，會於損益確認減值虧損，並直接於金融資產之賬面值作出扣減，有關金額按照資產賬面值與按原有實際利率貼現之估計未來現金流量現值兩者間之差額計量。金融資產之賬面值透過使用撥備賬扣減。倘金融資產之任何部分被釐定為無法收回，則與相關金融資產之撥備賬撇銷。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Financial assets (Continued)

Available-for-sale financial assets

For available-for-sale equity investment that is carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the asset and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss is not reversed.

2.17 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

2.18 Financial liabilities

The Group's financial liabilities include trade payables, other payables and accruals and amount due to a director.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

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

Where 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 the recognition of a new liability, and the difference in the respective carrying amount is recognised in profit or loss.

Financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2. 主要會計政策概要(續)

2.16 金融資產(續)

可供出售金融資產

對於按成本列賬的可供出售權益投資，減值虧損金額乃按資產賬面值與經按類似金融資產的現行市場回報率予以折現的估計未來現金流量現值兩者之差額計量。該等減值虧損不予撥回。

2.17 股本

普通股乃列作權益。股本以已發行股份的面值釐定。

任何與發行股份相關的交易成本自股份溢價扣除(減去任何有關所得稅利益)，惟以股本交易直接應佔的遞增成本為限。

2.18 金融負債

本集團的金融負債包括應付貿易賬款、其他應付款項及應計費用及應付一名董事款項。

金融負債在本集團成為工具合約條文一方時確認。

金融負債於負債下的責任已履行、取消或屆滿時終止確認。

當現有金融負債由同一貸款方按大致不同的條款取代或現有負債條款大幅修訂時，有關替換或修訂會作終止確認原有負債及確認一項新負債處理，並在損益確認相關賬面值的差額。

金融負債最初按公平值確認，其後以實際利率法按攤銷成本計量。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Financial liabilities (Continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

2.19 Coupon liabilities

Coupon liabilities are recorded as liabilities when coupons are sold. Coupons used in exchange for products during the year are recognised as sales and transferred to profit or loss using the coupon sales value.

2.20 Provisions, contingent liabilities

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2. 主要會計政策概要(續)

2.18 金融負債(續)

實際利率法為計算金融資產或金融負債攤銷成本之方法，亦用於在相關期內分配利息收入或利息開支。實際利率為於金融資產或負債之預計有效期或(如適用)更短期間內，實際貼現估計未來所收或所付現金之利率。

2.19 票息負債

票息負債於票息證出售時列作負債。年內為換取產品出具之票息證確認為銷售並按票息證價值轉撥至損益。

2.20 撥備、或然負債

當本集團因過往事件而須承擔現有責任(法定或推定)，且可能須就履行該等責任而導致經濟效益流出，並能夠可靠估計責任金額，則會確認撥備。倘金額時間價值重大，則按預期用以履行責任的開支現值作出撥備。

所有撥備均於每個報告日檢討，並作出調整，以反映現時最佳估計。

倘不大可能需要經濟效益流出以履行責任或金額未能可靠估計，則該等責任將披露為或然負債，除非出現經濟效益流出的可能性極微。可能出現的責任(僅於一項或多項未來不確定而本集團不能完全控制的事件發生或不發生的情況下方能確定)亦披露為或然負債，除非出現經濟效益流出的可能性極微。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.
- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities 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.

2. 主要會計政策概要(續)

2.21 關連人士

- (a) 符合以下條件的人士或其近親被視為本集團關連人士：
- (i) 可控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 本集團或本公司母公司主要管理人員的成員。
- (b) 符合以下任何條件的實體被視為本集團關連人士：
- (i) 實體與本集團為同一集團旗下成員(即母公司與各附屬公司及同系附屬公司均為相互的關連人士)。
 - (ii) 實體為另一家實體的聯營公司或合營企業(或實體為該另一家實體的集團成員的聯營公司或合營企業)。
 - (iii) 兩家實體為同一家第三方的合營企業。
 - (iv) 實體為一家第三方實體的合營企業及另一家實體為該第三方實體的聯營公司。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions apply: (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of the employees of 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 key management personnel of the entity (or of a parent of the entity).
- (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.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

2. 主要會計政策概要(續)

2.21 關連人士(續)

(b) 符合以下任何條件的實體被視為本集團關連人士：(續)

- (v) 實體乃為本集團或與本集團有關連的實體僱員利益而設的退休福利計劃。
- (vi) 實體被(a)項界定的人士控制或共同控制。
- (vii) 在(a)(i)項界定的人士對實體有重大影響，或該人士為實體(或實體的母公司)的主要管理人員。
- (viii) 該實體或其所屬集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務。

某一人士的近親為該等與實體進行買賣時預期可影響該名人士或受該名人士影響的家族成員，及包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Employee benefits

Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

Retirement benefits

Pursuant to the relevant regulations of the PRC government, the Group participates in a local municipal government retirement benefit scheme (the "Retirement Scheme"), whereby the subsidiaries of the Company in the PRC are required to contribute 20% of the basic salaries of its employees to the Retirement Scheme to fund their retirement benefits. The local municipal government undertakes to assume the retirement benefit obligations of all existing and future retired employees of the subsidiaries of the Company in the PRC. The only obligation of the Group with respect to the Retirement Scheme is to pay the ongoing required contributions under the Retirement Scheme. Contributions under the Retirement Scheme are charged to profit or loss as incurred. There are no provisions under the Retirement Scheme whereby forfeited contributions may be used to reduce future contributions.

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all employees in Hong Kong who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the MPF Scheme.

2. 主要會計政策概要(續)

2.22 僱員福利

短期僱員福利

僱員享有的年假於僱員可享有時確認，並就截至報告日為止因僱員所提供服務而享有的年假的估計負債作出撥備。

病假及產假等非累積有薪假期於提取假期時方予確認。

退休福利

根據中國政府相關規例，本集團參與地方政府退休福利計劃(「退休計劃」)，本公司於中國之附屬公司須向退休計劃作出相當於僱員基本薪金20%之供款，為彼等之退休福利提供資金。地方政府承諾承擔本公司中國附屬公司所有現有及未來退休僱員之退休福利責任。本集團對退休計劃之唯一責任為持續支付退休計劃項下所需之供款。退休計劃項下供款於產生時於損益扣除。退休計劃項下並無沒收供款可用作扣減日後供款之條文。

本集團根據強制性公積金計劃條例，為所有合資格參與強制性公積金退休福利計劃(「強積金計劃」)的香港僱員設立定額供款強積金計劃。根據強積金計劃規則，供款乃按僱員基本薪金的某一百分比作出，並於應付時在損益扣除。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.24 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants relating to costs are deferred and recognised in profit or loss over the period necessary to match them with the costs that they are intended to compensate and are presented separately from the costs.

2.25 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major operations.

2. 主要會計政策概要(續)

2.23 借貸成本資本化

因收購、建造或生產合資格資產(即必須耗用一段頗長時間方可擬定用途或銷售之資產)而直接應佔之借貸成本,均撥作該等資產之部分成本。特定借貸用於該等資產前所作臨時投資而賺取之投資收入,從撥作資本之借貸成本內扣除。所有其他借貸成本已於產生期間於損益確認。

2.24 政府補貼

政府補貼於能合理確定將可獲取補貼及本集團符合所有附帶條件情況下,按其公平值確認。與成本相關的政府補貼會遞延處理,並於須與其擬定補貼成本相配期間在損益確認,且與成本分開呈列。

2.25 分部報告

本集團根據定期就供執行董事決定分配資源至本集團業務部分及審閱該等部分之表現而向彼等呈報之內部財務資料,確定經營分部及編製分部資料。向執行董事呈報之內部財務資料中之業務部分乃按本集團之主要業務釐定。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Share-based payments

The Group operates equity-settled share-based compensation plans and the options are awarded to employee and others providing services to the Group.

All services received in exchange for the grant of any share-based compensation are measured at their fair values. These are indirectly determined by reference to the equity instruments awarded. Their value is appraised at the grant date and excludes the impact of any non-market vesting conditions.

All share-based compensation is recognised as an expense in profit or loss over the vesting period if vesting conditions apply, or recognised as an expense in full at the grant date when the equity instruments granted vest immediately unless the compensation qualifies for recognition as an asset, with a corresponding increase in the share option reserve in equity. If vesting conditions apply, the expense is recognised over the vesting period, based on the best available estimate of the number of equity instruments expected to vest. Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to vest. Estimates are subsequently revised, if there is any indication that the number of equity instruments expected to vest differs from previous estimates.

At the time when the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium. After vesting date, when the vested share options are forfeited or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to retained profits.

2. 主要會計政策概要(續)

2.26 股份付款

本集團推行股本結算股份支付報酬計劃以及向僱員及其他向本集團提供服務的人士授出購股權。

就換取所有服務而授出的任何股份酬金按公平值計量，參考所授出股本工具間接釐定。有關價值於授出日期評估，並撇除非市場歸屬條件的影響。

倘設有歸屬條件，全部股份支付報酬於歸屬期間於損益確認為開支，或倘已授出股本工具即時歸屬，則於授出日期全數確認為開支(除非酬金符合資格確認為資產)，並於權益內購股權儲備作出相應增加。倘設有歸屬條件，開支則於歸屬期間根據預期歸屬股本工具數目之最佳估算確認。有關預期會歸屬之股本工具數目之假設包括非市場歸屬條件。倘出現任何跡象顯示預期歸屬之股本工具數目與過往估算出現差異，則於其後修訂有關估算。

購股權獲行使時，早前於購股權儲備確認的款項將轉撥至股份溢價。於歸屬日期後，倘已歸屬之購股權被沒收或於到期日仍未獲行使，則早前於購股權儲備確認的款項將轉撥至保留溢利。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED STANDARDS

(a) Adoption of new/revised HKFRSs – first effective on 1 January 2015

In the current year, the Group has applied, for the first time the following new standards, amendments and interpretations issued by the HKICPA, which are relevant to and effective for the Group's financial statements for the annual period beginning on 1 January 2015:

HKFRSs (Amendments) Annual Improvements
2010-2012 Cycle

HKFRSs (Amendments) Annual Improvements
2011-2013 Cycle

Annual Improvements 2010-2012 Cycle and 2011-2013 Cycle

The amendments issued under the annual improvements process make small, non-urgent changes to a number of standards where they are currently unclear.

The adoption of these amendments had no material impact on how the Group's financial statements for the current and prior years have been prepared and presented.

3. 採納新訂及經修訂準則

(a) 採納新訂及經修訂香港財務報告準則 – 自二零一五年一月一日起首次生效

於本年，本集團首次應用以下香港會計師公會頒佈之新準則、修訂及詮釋，該等新訂香港財務報告準則於二零一五年一月一日開始之年度期間與本集團財務報表相關並已生效：

香港財務報告 二零一零年至
準則(修訂本) 二零一二年週期
的年度改進

香港財務報告 二零一一年至
準則(修訂本) 二零一三年週期
的年度改進

二零一零年至二零一二年週期及二零一一年至二零一三年週期的年度進度

於年度改進程序下頒佈的修訂對現時並不清晰的多項標準作出微細、非緊急的改動。

採納該等修訂對本年度及過往年度的本集團財務報表的編製及呈報並無重大影響。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED STANDARDS (Continued)

(b) New/revised HKFRSs that have been issued but not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

HKFRSs (Amendments)	Annual Improvements 2012-2014 Cycle ¹
Amendments to HKAS 1	Disclosure Initiative ¹
Amendments to HKAS 27	Equity Method in Separate Financial Statements ¹
HKFRS 9 (2014)	Financial Instruments ²
HKFRS 15	Revenue from Contracts with Customers ²

¹ Effective for annual periods beginning on or after 1 January 2016

² Effective for annual periods beginning on or after 1 January 2018

The directors of the Company anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncements. Information on new and revised HKFRSs that are expected to have impact on the Group's accounting policies is provided below. The directors of the Company are currently assessing the impact of other new and revised HKFRSs upon initial application but are not yet in a position to state whether they would have material financial impact on the Group's results and financial position.

3. 採納新訂及經修訂準則(續)

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則

下列已頒佈新訂／經修訂香港財務報告準則可能與本集團財務報表有關，惟尚未生效亦未經本集團提早採納。

香港財務報告準則 (修訂本)	二零一二年至 二零一四年週期 的年度改進 ¹
香港會計準則 第1號的修訂	披露計劃 ¹
香港會計準則 第27號的修訂	於獨立財務報表 之權益法 ¹
香港財務報告準則 第9號(二零一四年)	金融工具 ²
香港財務報告準則 第15號	來自客戶合約 之收入 ²

¹ 於二零一六年一月一日或之後
開始的年度期間生效

² 於二零一八年一月一日或之後
開始的年度期間生效

本公司董事預期，本集團將於聲明生效日期後開始的首個期間採納所有聲明為會計政策。預期將影響本集團會計政策的新訂及經修訂香港財務報告準則的資料載於下文。本公司董事現正評估初次應用其他新訂及經修訂香港財務報告準則的影響，故未能就該等準則會否對本集團的業績及財務狀況造成重大財務影響發表意見。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED STANDARDS (Continued)

(b) New/revised HKFRSs that have been issued but not yet effective (Continued)

Amendments to HKAS 1 – Disclosure Initiative

The amendments are designed to encourage entities to use judgement in the application of HKAS 1 when considering the layout and content of their financial statements.

Amendments to HKAS 27 – Equity Method in Separate Financial Statements

The amendments allow an entity to apply the equity method in accounting for its investments in subsidiaries, joint ventures and associates in its separate financial statements.

HKFRS 9 (2014) – Financial Instruments

HKFRS 9 introduces new requirements for the classification and measurement of financial assets. Debt instruments that are held within a business model whose objective is to hold assets in order to collect contractual cash flows (the business model test) and that have contractual terms that give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding (the contractual cash flow characteristics test) are generally measured at amortised cost. Debt instruments that meet the contractual cash flow characteristics test are measured at fair value through other comprehensive income (“FVTOCI”) if the objective of the entity’s business model is both to hold and collect the contractual cash flows and to sell the financial assets. Entities may make an irrevocable election at initial recognition to measure equity instruments that are not held for trading at FVTOCI. All other debt and equity instruments are measured at fair value through profit or loss (“FVTPL”).

HKFRS 9 includes a new expected loss impairment model for all financial assets not measured at FVTPL replacing the incurred loss model in HKAS 39 and new general hedge accounting requirements to allow entities to better reflect their risk management activities in financial statements.

3. 採納新訂及經修訂準則(續)

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則(續)

香港會計準則第1號的修訂－披露計劃

該修訂旨在鼓勵實體在應用香港會計準則第1號時，在考慮到其財務報表的版面及內容時應使用判斷。

香港會計準則第27號的修訂－於獨立財務報表之權益法

該修訂允許實體將其於附屬公司、合營企業及聯營公司的投資入賬至其獨立財務報表時應用權益法。

香港財務報告準則第9號(二零一四年)－金融工具

香港財務報告準則第9號引進金融資產分類及計量之新規定。按業務模式持有資產而目的為收取合約現金流之債務工具(業務模式測試)以及具產生現金流的合約條款且僅為支付本金及未償還本金利息之債務工具(合約現金流特徵測試)，一般按攤銷成本計量。倘該實體業務模式之目的為持有及收取合約現金流以及出售金融資產，則符合合約現金流特徵測試之債務工具按公平值計入其他全面收入(「按公平值計入其他全面收入」)計量。實體可於初步確認時作出不可撤銷之選擇，以按公平值計入其他全面收入計量並非持作買賣之股本工具。所有其他債務及股本工具按公平值計入損益(「按公平值計入損益」)計量。

香港財務報告準則第9號就並非按公平值計入損益之所有金融資產納入新的預期虧損減值模式(取代香港會計準則第39號之已產生虧損模式)以及新的一般對沖會計規定，以讓實體於財務報表內更好地反映其風險管理活動。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED STANDARDS (Continued)

(b) New/revised HKFRSs that have been issued but not yet effective (Continued)

HKFRS 9 (2014) – Financial Instruments (Continued)

HKFRS 9 carries forward the recognition, classification and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities designated at FVTPL, where the amount of change in fair value attributable to change in credit risk of the liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

HKFRS 15 – Revenue from Contracts with Customers

The new standard establishes a single revenue recognition framework. The core principle of the framework is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. HKFRS 15 supersedes existing revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and related interpretations.

3. 採納新訂及經修訂準則(續)

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則(續)

香港財務報告準則第9號(二零一四年)－金融工具(續)

香港財務報告準則第9號貫徹香港會計準則第39號有關金融負債之確認、分類及計量規定，惟就指定為按公平值計入損益之金融負債除外，因該負債之信貸風險變動而引致之公平值變動金額，乃於其他全面收益確認，除非此舉將產生或擴大會計錯配則作別論。此外，香港財務報告準則第9號保留香港會計準則第39號有關終止確認金融資產及金融負債之規定。

香港財務報告準則第15號－來自客戶合約之收入

新準則設立單一收入確認框架。框架之主要原則為實體應確認收入，以說明實體按反映交換商品及服務預期所得代價之金額向客戶轉讓所承諾商品或服務。香港財務報告準則第15號取代現有收入確認指引，包括香港會計準則第18號「收入」、香港會計準則第11號「建築合約」及相關詮釋。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

3. ADOPTION OF NEW AND REVISED STANDARDS (Continued)

(b) New/revised HKFRSs that have been issued but not yet effective (Continued)

HKFRS 15 – Revenue from Contracts with Customers (Continued)

HKFRS 15 requires the application of a 5 steps approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to each performance obligation
- Step 5: Recognise revenue when each performance obligation is satisfied

HKFRS 15 includes specific guidance on particular revenue related topics that may change the current approach taken under HKFRS. The standard also significantly enhances the qualitative and quantitative disclosures related to revenue.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors of the Company so far concluded that the application of these new pronouncements will have no material impact on the Group's financial statements.

3. 採納新訂及經修訂準則(續)

(b) 已頒佈但尚未生效的新訂／經修訂香港財務報告準則(續)

香港財務報告準則第15號－來自客戶合約之收入(續)

香港財務報告準則第15號規定確認收入所應用之五個步驟：

- 步驟1：識別與客戶所訂立之合約
- 步驟2：識別合約之履約責任
- 步驟3：釐定交易價格
- 步驟4：分配交易價格至各履約責任
- 步驟5：於履行各履約責任後確認收入

香港財務報告準則第15號包括對與可能改變目前根據香港財務報告準則之做法之特定收入相關事宜之特定指引。有關準則亦顯著加強有關收入之定性及定量披露。

本集團正評估該等新訂／經修訂香港財務報告準則的潛在影響，而本公司董事迄今認為應用該等修訂將不會對本集團之財務報表造成重大影響。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

Depreciation

The Group depreciates property, plant and equipment on a straight-line basis over the estimated useful lives of 5 to 54 years, starting from the date on which the assets are available for use. The estimated useful lives reflect the directors' estimates of the periods that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment.

Inventory valuation

Inventory is valued using the cost method, which values inventory at the lower of the actual cost and net realisable value. Cost is determined using the first-in, first-out method. The estimated net realisable value is generally the merchandise selling price less selling expenses. The Group reviews its inventory levels in order to identify slow-moving merchandise and use markdowns to clear merchandise. Inventory value is reduced when the decision to markdown below cost is made.

Customer loyalty programme

Significant estimates is required in determining the percentage of redemption of credit awards granted to the customers. These estimates are based on historical records and managements' judgement. Management reassesses the estimation at each reporting date.

4. 重要會計估計及判斷

估計及判斷持續進行評估，並根據過往經驗及其他因素作出調整，包括預期日後在合理情況下相信會發生的事件。

本集團作出有關未來的估計及假設。顧名思義，推算所得的會計估計甚少與相關實際結果相符。以下論述有關具有重大風險導致資產及負債的賬面值須於下個年度作出重大調整的估計及假設：

折舊

本集團就物業、廠房及設備按其可使用當日起計5至54年的估計可使用年期，以直線法折舊。估計可使用年期反映董事估計本集團擬從本集團物業、廠房及設備的使用產生未來經濟效益的期間。

存貨估值

存貨乃使用成本法估值，即以存貨的實際成本與可變現淨值的較低者進行估值。成本乃根據先進先出法釐定。估計可變現淨值一般為商品售價減銷售開支。本集團會檢討其存貨水平，以識別滯銷商品，並減價促銷。倘作出減價至低於成本的決定，則將會扣減存貨價值。

客戶長期支持計劃

於釐定授予客戶信貸獎勵贖回百分比時需要重大估計。此等估計乃按過往記錄及管理層判斷作出。管理層於各報告日重估估計。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Impairment of receivables

The management review receivables on a regular basis to determine if any provision for impairment is necessary. This estimate is based on the credit history of its customers, past settlement and industry practice and current market conditions. Management reassesses the impairment of receivables at each reporting date.

Income tax

Significant judgement is required in determining the amount of the provision of income tax and the timing of payment of the related taxation. Where the final tax outcome is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in periods in which such determination are made.

Deferred tax liabilities

The recognition of deferred tax liabilities requires assessment of the temporary differences which arise as a consequence of different accounting and tax treatments. These temporary differences result in deferred tax liabilities are included within the statement of financial position. Deferred tax liabilities are measured using substantially enacted tax rates expected to apply when the temporary differences reverse. Deferred tax liabilities are not recognised where it is more likely than not that the liabilities will not be realised in the future. This evaluation requires judgements to be made including the forecast of future taxable income. Recognition therefore, involves management's judgement regarding the future financial performance of the particular legal entity in which the deferred tax liabilities have been recognised and interpretation of country specific tax law and the likelihood of settlement. However the actual tax liabilities could differ from the provision and in such event the Group would be required to make an adjustment in a subsequent period which could have a material impact on the Group's income statement.

Fair value measurement

The assets included in the Group's financial statements require measurement at, and/or disclosure of, fair value.

4. 重要會計估計及判斷(續)

應收款項減值

本集團管理層定期檢討應收款項，以確定是否需要作出減值撥備。此估計乃基於其客戶的信貸歷史、過往交收及市場慣例及現行市況而定。管理層於各報告日重新評估應收款項減值。

所得稅

釐定所得稅撥備金額及有關稅項的支付時間時須作出重大判斷。倘最終稅項與最初入賬的金額不同，則該差額將影響作出有關釐定期間的現行稅項及遞延稅項撥備。

遞延稅項負債

遞延稅項負債的確認需要對因會計及稅務處理不同所造成的臨時性差異進行評估。這些臨時性差異使得遞延稅項負債亦於綜合財務狀況表內列示。遞延稅項負債於沖銷臨時性差異時，通過使用預計將實際實行的稅率計量。如將在未來實現的可能性不高，則不對遞延稅項負債予以確認。此估值需要就未來應納稅所得做出判斷。故此，遞延稅項負債的確認涉及管理層對特別的法人單位，及其未來財務表現，所在國稅法的特殊要求、可結算的可能性等做出主觀判斷。然而，稅項負債的實際金額可能與計提金額不同，一旦發生這種情況，本集團則須於下一年做出調整，可能對本集團的收益表造成重大影響。

公平值計量

計入本集團財務報表之資產須按公平值計量及／或披露公平值。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

Fair value measurement (Continued)

The fair value measurement utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the 'fair value hierarchy'):

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The Group measures investment properties at fair value. For more information in relation to the fair value measurement of the item, please refer to note 13 to the financial statements.

5. SEGMENT INFORMATION

On adoption of HKFRS 8 Operating Segments, the Group has identified its operating segments and prepared segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and review of these components' performance. There are two business components/reportable segments in the internal reporting to the executive directors, which are operation and management of retail stores and wholesale of consumables. No operating segment analysis is presented as less than 10% of the Group's revenue, operating result and asset is attributable to the wholesales of consumables for the year ended 31 December 2014. During the year, the Group disposed its non-major business component of wholesale of consumables.

4. 重要會計估計及判斷(續)

公平值計量(續)

公平值計量盡量使用市場可觀察輸入資料及數據。釐定公平值計量所用之輸入資料乃基於獲採納之估值技巧所用輸入資料之可觀察程度，分類為以下不同層級(「公平值層級」)：

- 第1層：相同項目於活躍市場之報價(未作調整)；
- 第2層：可直接或間接觀察得出之資料輸入(不包括第1層輸入資料)；
- 第3層：不可觀察輸入資料(即並非由市場數據得出)。

將項目分類至上述層級之基準為對有關項目之公平值計量有重大影響之最低層次輸入資料。層級間轉移項目於發生期間確認。

本集團按公平值計量投資物業。有關按公平值計量項目的更多資料，請參閱財務報表附註13。

5. 分類資料

收入(亦為本集團之營業額)指售出貨品扣除增值稅及退貨及折扣準備的發票值，並加上所提供服務的價值。於採納香港財務報告準則第8號「經營分部」時，本集團已根據定期向執行董事匯報以供彼等對本集團業務項目及檢討該等項目表現之內部財務資料，識別其經營分部及編製分部資料。向執行董事作出之內部報告中有兩個業務項目／可呈報分部，即經營及管理零售店及批發易耗品。由於本集團截至二零一四年十二月三十一日止年度之收入、經營業績及資產中少於10%乃來自批發易耗品，故並無呈列經營分部分析。年內，本集團出售其非主要業務組成部分一批發易耗品。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

5. SEGMENT INFORMATION (Continued)

Revenue from external customers for each operation category, is disclosed in note 6(a).

The PRC is the country of domicile of the Group. The country of domicile is determined by referring to the country which the Group regards as its home country, has the majority of operations and centre of management.

No separate analysis of segment information by geographical segment is presented as the Group's revenue and non-current assets other than available-for-sale financial assets are principally attributable to a single geographical region, which is the PRC.

Information about a major customer

There was no single customer that contributed to 10% or more of the Group's revenue for the years ended 31 December 2014 and 2015.

6. REVENUE AND OTHER OPERATING INCOME

(a) Revenue

The Group is principally engaged in operation and management of retail stores, wholesale of consumables and provision of factoring services. Revenue, which is also the Group's turnover, represents invoiced value of goods sold, net of value added tax ("VAT"), and after allowances for returns and discounts; rental income and the value of services rendered. Revenue recognised during the year is as follows:

		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
Sales of goods	銷售貨品	578,685	628,619
Commissions from concessionaire sales	專賣銷售所得佣金	115,038	114,142
Rental income from sub-leasing of shop premises	分租店舖物業的租金收入	45,342	40,806
Rental income from investment properties	投資物業的租金收入	8,997	8,448
Wholesale of consumables	批發易耗品	90,970	29,234
Interest income from factoring services	來自保理服務之利息收入	642	-
		839,674	821,249

5. 分類資料(續)

來自外在客戶之各項經營分類之收入於附註6(a)披露。

本集團之註冊國家為中國。註冊國家乃指本集團視作其基地之國家，為其大部分業務及管理中心所在地。

由於本集團之收入及非流動資產(不包括可供出售金融資產)主要來自單一地區(即中國)，故並無獨立呈列按地區分部劃分之分部資料分析。

關於主要客戶的資料

於截至二零一四年及二零一五年十二月三十一日止年度，概無單一客戶佔本集團收益10%或以上。

6. 收入及其他經營收入

(a) 收入

本集團主要業務為經營及管理零售店、批發易耗品及提供保理服務。收入(亦為本集團之營業額)指售出貨品扣除增值稅(「增值稅」)及退貨及折扣準備的發票值，並加上租金收入及所提供服務的價值。年內確認的收入如下：



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

6. REVENUE AND OTHER OPERATING INCOME (Continued)

(b) Other operating income

An analysis of the Group's other operating income is as follows:

	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
Interest income 利息收入	4,985	9,524
Net exchange gain 匯兌得益淨額	348	325
Government grants (note) 政府補貼(附註)	2,097	2,477
Administration and management fee income from suppliers 來自供應商的行政及 管理費收入	42,403	41,526
Others 其他	16,336	21,097
	66,169	74,949

Note: Various local government grants have been granted to a subsidiary of the Group during the years ended 31 December 2014 and 2015. There were no unfulfilled conditions or contingencies attaching to these government grants.

6. 收入及其他經營收入(續)

(b) 其他經營收入

本集團其他經營收入之分析如下：

附註：截至二零一四年及二零一五年十二月三十一日止年度，本集團一家附屬公司獲授多項地方政府補貼，該等政府補貼並無附帶任何未達成的條件或附帶事項。



Notes to the Financial Statements (Continued)
財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

7. OPERATING PROFIT

7. 經營溢利

		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
Operating profit is arrived at after charging:	經營溢利已扣除以下項目：		
Cost of inventories sold recognised as expense	確認為開支的已售存貨成本	579,767	556,965
Auditor's remuneration	審計費	992	851
Depreciation of property, plant and equipment	物業、廠房及設備折舊	27,731	31,033
Amortisation of prepaid land lease	預付土地金攤銷	261	261
Impairment loss on other receivable	其他應收款項之減值	3,020	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	45	199
Operating lease rentals in respect of land and buildings	土地及樓宇的營運租賃租金	49,010	51,442
Obsolete inventories written-off	撇銷陳舊存貨	224	217
Inventories loss	存貨虧損	589	393
Loss on disposal of a subsidiary	撇除一家附屬公司虧損	204	-
Staff costs, including directors' emoluments (note 31(a))	員工成本，包括董事酬金（附註31(a)）		
Salaries and other benefits	薪金及其他福利	76,933	77,925
Contributions to retirement schemes	退休金計劃供款	9,888	9,400
		86,821	87,325
and crediting:	及已計入：		
Net exchange gain	匯兌得益	348	325
Rental income from investment properties	投資物業之租金收入	8,997	8,448
Sub-letting of properties	分租物業		
- Base rents	- 基本租金	42,199	36,735
- Contingent rents *	- 或然租金*	3,143	4,071
		45,342	40,806
Total gross rental income	總租金收入	54,339	49,254
Less: Direct operating expenses arising from investment properties that generated rental income during the year	減：於年內賺取租金收入的投資物業產生的直接經營開支	(28)	(26)
Less: Outgoings of sub-letting of properties	減：分租物業開支	(14,215)	(12,761)
Net rental income	淨租金收入	40,096	36,467

Note:

* Contingent rents are calculated based on a percentage of the relevant sales of the tenants pursuant to the rental agreements.

附註：

* 或然租金乃根據租賃協議按租戶相關銷售的若干百分比計算。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

8. FINANCE COST

8. 財務成本

		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
Interest expense on revolving loan	循環貸款利息開支	13	1,238

9. INCOME TAX EXPENSE

9. 所得稅開支

		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
Current income tax	即期稅項		
- PRC enterprise income tax	中國企業所得稅	15,361	14,952
- PRC withholding income tax	中國預扣所得稅	2,278	1,414
		17,639	16,366
Deferred tax (note 26)	遞延稅項(附註26)	775	1,750
		18,414	18,116

The Group is not subject to any taxation under the jurisdiction of the Cayman Islands and British Virgin Islands during the year (2014: Nil).

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits in Hong Kong for the year (2014: Nil).

Subsidiaries of the Company established in the PRC were mainly subject to PRC Enterprise Income Tax at the rate of 25% for the year under the income tax rules and regulations of the PRC (2014: 25%).

Pursuant to the Detailed Implementation Regulations for implementation of the new Corporate Income Tax Law of the PRC issued on 6 December 2007, a 10% withholding income tax shall be levied on the dividends remitted by the companies established in the PRC to their foreign investors starting from 1 January 2008. Dividends declared or proposed out from the profits generated by the PRC companies after 1 January 2008 shall be subject to this withholding income tax.

本集團於年內毋須繳納任何開曼群島及英屬處女群島司法權區的稅項(二零一四年: 無)。

由於本集團於年內並無來自香港的估計應課稅溢利, 故並無就香港利得稅作出撥備(二零一四年: 無)。

本公司於中國成立之附屬公司於本年度須根據中國所得稅條例及法規按25%稅率繳納中國企業所得稅(二零一四年: 25%)。

根據於二零零七年十二月六日頒佈的中國新企業所得稅法實施條例, 由二零零八年一月一日起, 將對在中國成立的公司向其海外投資者宣派的股息徵收10%的預扣所得稅。於二零零八年一月一日後, 以中國公司產生的溢利宣派或擬派的股息須繳納預扣所得稅。

Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

9. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates:

		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 before income tax	除所得稅前溢利	64,003	76,772
Tax on profit before income tax, calculated at the rates applicable to profit in the tax jurisdictions concerned	除所得稅前溢利的稅項，按有關稅務司法權區溢利適用的稅率計算	16,154	19,327
Tax effect of non-deductible expenses	不可扣稅開支的稅務影響	1,135	766
Tax effect of non-taxable income	毋須課稅收入的稅務影響	(2,095)	(3,917)
Effect of withholding income tax on distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可供分派溢利的預扣所得稅影響	2,278	1,414
Tax effect of tax loss not recognised	未確認稅項虧損的稅務影響	942	633
Tax loss utilised	已使用之稅項虧損	-	(107)
Income tax expense	所得稅開支	18,414	18,116

9. 所得稅開支(續)

按適用稅率計算的所得稅支出與會計溢利之對賬：

10. DIVIDENDS

(a) Dividends attributable to the year

		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
Proposed final dividend for the year ended 31 December 2015 of approximately RMB1.27 cents per ordinary share (2014: RMB2.04 cents)	截至二零一五年十二月三十一日止年度擬派發末期股息每股普通股約人民幣1.27分(二零一四年：人民幣2.04分)	13,176	21,165

The final dividend proposed after the reporting date has not been recognised as a liability at the respective reporting date, but reflected as an appropriation of retained profits for that year.

報告日後建議宣派的末期股息並無確認為有關報告日的負債，但已反映為該年度的保留溢利分配。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

10. DIVIDENDS (Continued)

(b) Dividend attributable to the previous year, approved and paid during the year

10. 股息(續)

(b) 年內批准及派付的上個年度應佔股息

		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
Final dividend in respect of the previous year, of RMB2.04 cents per ordinary share (2014: RMB2.01 cents)	上個年度的末期股息每股普通股人民幣2.04分(二零一四年：人民幣2.01分)		
– Approved during the year	– 年內批准	21,165	20,854
– Paid during the year	– 年內派付	(21,165)	(20,854)
		–	–

11. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to owners of the Company of approximately RMB45,600,000 (2014: RMB58,656,000) and the weighted average number of approximately 1,037,500,002 (2014: 1,037,500,002) ordinary shares in issue during the year.

Diluted earnings per share were the same as the basic earnings per share as the exercise price of the Company's outstanding options were higher than the average market price for the years and there were no other potential dilutive ordinary shares in existence during the years.

11. 每股盈利

每股基本盈利按年內本公司擁有人應佔盈利約人民幣45,600,000元(二零一四年：人民幣58,656,000元)及年內已發行普通股加權平均數約1,037,500,002股(二零一四年：1,037,500,002股)計算。

由於本公司尚未行使購股權之行使價高於年內平均市價，故每股攤薄盈利與每股基本盈利相同及年內並無其他具攤薄潛力之普通股。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

12. PROPERTY, PLANT AND EQUIPMENT

12. 物業、廠房及設備

		Leasehold buildings	Leasehold improvements	Plant and machinery	Motor vehicles and tools	Furniture, fixtures and equipment	Total
		租賃樓宇	租賃物業裝修	廠房及機器	汽車及工具	家具、裝置 及設備	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
At 1 January 2014	於二零一四年一月一日						
Cost	成本	32,035	208,703	20,374	11,703	102,119	374,934
Accumulated depreciation	累計折舊	(563)	(175,173)	(13,332)	(9,382)	(81,551)	(280,001)
Net carrying amount	賬面淨值	31,472	33,530	7,042	2,321	20,568	94,933
Net carrying amount	賬面淨值						
At 1 January 2014	於二零一四年一月一日	31,472	33,530	7,042	2,321	20,568	94,933
Additions	添置	-	26,870	25	-	1,238	28,133
Disposals	出售	-	-	(6)	(420)	(399)	(825)
Depreciation	折舊	(125)	(22,064)	(1,208)	(656)	(6,980)	(31,033)
Written off	撇銷	-	-	-	-	(1,254)	(1,254)
Transfer to investment properties (note 13)	轉移至投資物業(附註13)	(10,490)	-	-	-	-	(10,490)
At 31 December 2014	於二零一四年十二月三十一日	20,857	38,336	5,853	1,245	13,173	79,464
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日 及二零一五年一月一日						
Cost	成本	21,357	235,573	20,382	10,310	100,241	387,863
Accumulated depreciation	累計折舊	(500)	(197,237)	(14,529)	(9,065)	(87,068)	(308,399)
Net carrying amount	賬面淨值	20,857	38,336	5,853	1,245	13,173	79,464
Net carrying amount	賬面淨值						
At 1 January 2015	於二零一五年一月一日	20,857	38,336	5,853	1,245	13,173	79,464
Additions	添置	-	44,154	1,036	2,620	3,503	51,313
Disposals	出售	-	(83)	-	(140)	(25)	(248)
Depreciation	折舊	(302)	(20,323)	(1,219)	(873)	(5,014)	(27,731)
At 31 December 2015	於二零一五年十二月三十一日	20,555	62,084	5,670	2,852	11,637	102,798
At 31 December 2015	於二零一五年十二月三十一日						
Cost	成本	21,357	279,641	21,414	10,767	103,646	436,825
Accumulated depreciation	累計折舊	(802)	(217,557)	(15,744)	(7,915)	(92,009)	(334,027)
Net carrying amount	賬面淨值	20,555	62,084	5,670	2,852	11,637	102,798



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

12. PROPERTY, PLANT AND EQUIPMENT (Continued)

The Group's leasehold buildings carried at cost were situated in the PRC and were held under medium term lease.

Depreciation charges incurred for the year were recognised in the consolidated statement of comprehensive income as "selling and distribution costs" and "administrative expenses" amounted to approximately RMB27,175,000 (2014: RMB30,934,000) and RMB556,000 (2014: RMB99,000) respectively.

13. INVESTMENT PROPERTIES

12. 物業、廠房及設備(續)

本集團按成本列賬租賃樓宇位於中國，並按中期租約持有。

年內產生的折舊支出已於綜合全面收益表的「銷售及分銷成本」及「行政開支」分別確認約人民幣27,175,000元(二零一四年：人民幣30,934,000元)及人民幣556,000元(二零一四年：人民幣99,000元)。

13. 投資物業

		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
At beginning of the year	年初	257,000	232,000
Transfer from property, plant and equipment (note 12)	由物業、廠房及設備轉入(附註12)	-	10,490
Transfer from prepaid land lease (note 14)	由預付土地金轉入(附註14)	-	6,936
Revaluation gain upon transfer of property, plant and equipment and prepaid land lease to investment properties	於物業由物業、廠房及設備轉撥至投資物業時之重估收益	-	574
Increase in fair value of investment properties	投資物業公平值增加	3,100	7,000
At end of the year	年末	260,100	257,000

The investment properties represent various buildings and leasehold land located in the PRC held for generating rental income and the leasehold land will expire in 2066.

The fair values of the Group's investment properties as at 31 December 2015 were arrived at on the basis of valuations carried out at the date by Chung Hin Appraisal Limited (2014: Shing Yin Appraisal Limited), independent firms of qualified professional valuers not connected to the Group, who have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The revaluation gain on date of transfer was recognised in the property revaluation reserve for the year ended 31 December 2014. The revaluation gain on reporting dates was recognised in profit or loss for the years.

投資物業指為賺取租金收入而持有的眾多中國樓宇及租賃土地，而租賃土地的期限將於二零六六年屆滿。

本集團投資物業於二零一五年十二月三十一日的公平值，乃基於中衍評估有限公司(二零一四年：誠衍評估有限公司)於該日進行的估值達致。其均為與本集團概無關連的獨立合資格專業估值師行，並具有評估相關地區類似物業之適當資格及近期經驗。轉讓日期之重估收益於截至二零一四年十二月三十一日止年度物業重估儲備確認。報告日期之重估收益於各年度之損益確認。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

13. INVESTMENT PROPERTIES (Continued)

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

13. 投資物業(續)

投資物業的公平值為第3層經常性公平值計量。年初及年末的公平值結餘對賬載列如下：

		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
Opening balance (level 3 recurring fair value)	年初結餘 (第3層經常性公平值)	257,000	232,000
Transfer from property, plant and equipment (note 12)	轉撥自物業、廠房及設備 (附註12)	-	10,490
Transfer from prepaid land lease (note 14)	轉撥自預付土地金(附註14)	-	6,936
Revaluation gain upon transfer of property, plant and equipment and prepaid land lease to investment properties	由物業、廠房及設備及預付 土地金轉撥至投資物業之 重估收益	-	574
Increase in fair value of investment properties	投資物業之公平值增加	3,100	7,000
Closing balance (level 3 recurring fair value)	年末結餘 (第3層經常性公平值)	260,100	257,000
Change in unrealised gains for the year included in profit or loss for assets held at 31 December	於十二月三十一日就持有資 產計入損益的年內未變現 收益變動	3,100	7,000

Fair values of investment properties are determined using the direct capitalisation method by capitalising the rental income derived from the existing tenancies with due allowance for the reversionary income potential of the properties. The fair value measurement is positively correlated to the market monthly rental rate and negatively correlated to term yield.

投資物業的公平值乃透過資本化現有租約(附有物業的復歸收入潛力的適當條文)產生的租金收入採用直接資本化法釐定。公平值計量與市場每月租金成正比，而與年期回報率則成反比。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

13. INVESTMENT PROPERTIES (Continued)

13. 投資物業(續)

	Valuation techniques 估值技術	Significant unobservable inputs 重大無法觀察之資料輸入	Range 範圍
As at 31 December 2015			
Investment properties	Direct capitalisation method	Market monthly rental rate taking into account of individual factors such as location, environment, age, accessibility, floor, size. etc. (RMB/sq.m)	RMB80 to RMB300 (2014: RMB80 to RMB270)
於二零一五年十二月三十一日 投資物業	直接資本化法	市場每月租金計及位置、環境、樓齡、可達性、樓層、呎寸等個別因素(人民幣/平方米)	人民幣80元至 人民幣300元 (二零一四年： 人民幣80元至 人民幣270元)
		Capitalisation rate of reversionary income	4% to 5% (2014: 4% to 5%)
		復歸收入的資本化比率	4%至5% (二零一四年： 4%至5%)

There were no changes to the valuation techniques during the year.

年內估值技術並無任何變動。

The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

公平值計量乃基於上述物業得到完全充分使用(與其實際用途相同)。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

14. PREPAID LAND LEASE

14. 預付土地金

		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
At beginning of the year	年初		
Cost	成本	14,132	21,198
Accumulated amortisation	累計攤銷	(687)	(556)
Net carrying amount	賬面淨值	13,445	20,642
Net carrying amount	賬面淨值		
At beginning of the year	年初	13,445	20,642
Transfer to investment properties (note 13)	轉移至投資物業(附註13)	-	(6,936)
Amortisation	攤銷	(261)	(261)
At end of the year	年末	13,184	13,445
At end of the year	年末		
Cost	成本	14,132	14,132
Accumulated amortisation	累計攤銷	(948)	(687)
Net carrying amount	賬面淨值	13,184	13,445

The Group's prepaid land lease was situated in the PRC which was held under medium term lease.

本集團預付土地租賃位於中國，並按中期租約持有。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

15. INTANGIBLE ASSET

15. 無形資產

		Franchise 特許經營權	Total 總計
		2015 二零一五年	2015 二零一五年
		RMB'000 人民幣千元	RMB'000 人民幣千元
At beginning of the year	於年初		
Cost	成本	-	-
Accumulated amortisation	累計攤銷	-	-
Net carrying amount	賬面淨值	-	-
Net carrying amount	賬面淨值		
At beginning of the year	於年初	-	-
Additions	添置	15,000	15,000
Amortisation	攤銷	-	-
At end of the year	於年末	15,000	15,000
At end of the year	於年末		
Cost	成本	15,000	15,000
Accumulated amortisation	累計攤銷	-	-
Net carrying amount	賬面淨值	15,000	15,000



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

16. DEPOSITS PAID, PREPAYMENTS AND OTHER RECEIVABLES 16. 已付按金、預付款項及其他應收款項

		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
Non-current assets	非流動資產		
Deposits paid	已付按金		
– Rental deposits	– 租金按金	8,214	8,374
– Other deposits	– 其他按金	2,000	–
		10,214	8,374
Current assets	流動資產		
Deposits paid	已付按金	2,750	2,145
Prepayments	預付款項	19,607	14,690
Payment in advance for acquisition of property, plant and equipment	收購物業、廠房及設備的預付款項	5,012	14,131
Advances to suppliers	向供應商墊款	7,051	4,316
Other receivables (note)	其他應收款項(附註)	19,932	25,539
		54,352	60,821

Note: Included in the balance was input VAT receivable of approximately RMB10,751,000 as at 31 December 2015 (2014: RMB12,513,000). Input VAT arose when the Group purchases products from suppliers and the input VAT can be deducted from output VAT on sales.

Except for VAT receivables which had no expiry date, all other receivables were repayable either on demand or no later than 31 December 2015 and 2014 respectively.

The directors of the Company consider that the fair values of other receivables, except for VAT receivables, which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

附註：結餘中包括於二零一五年十二月三十一日應收回進項增值稅約人民幣10,751,000元(二零一四年：人民幣12,513,000元)。有關進項增值稅因本集團向供應商採購產品而產生，並可於出售時自銷項增值稅扣除。

除並無屆滿日期的應收回增值稅外，所有其他應收款項須按要求或分別不遲於二零一五年及二零一四年十二月三十一日償還。

本公司董事認為，由於該等結餘於產生後在短期內到期，預期於一年內收回之其他應收款項(除應收增值稅外)之公平值與其賬面值並無重大差異。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

17. INTERESTS IN AN ASSOCIATE

17. 於一家聯營公司之權益

		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
Share of net (liabilities)/assets	應佔(負債)/資產淨值	(484)	991
Goodwill	商譽	600	600
		116	1,591

Details of the associate are as follows:

聯營公司詳情如下：

Company name 公司名稱	Place of incorporation/ establishment and legal form of entity 註冊成立/成立地點及其法人類別	Particulars of paid-up registered capital 已繳足註冊資本詳情	Percentage of interest held by the Company Indirectly 本公司間接持有權益百分比	Principal activities and place of operations 主要業務及經營地點
Shenzhen Egoos Mobile Internet Limited 深圳市移樂購移動互聯有限公司	The PRC, limited liability company 中國，有限責任公司	RMB10,000,000 人民幣10,000,000元	30%	Operation and management of online sale in the PRC 於中國經營與管理網上銷售

In the opinion of the directors of the Company, the above associate is not material to the Group and the summarised financial information is set out below:

本公司董事認為，上述聯營公司對本集團並不重大，財務資料概要如下：

		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
Loss from continuing operations	持續經營業務之虧損	(4,915)	(6,696)
Other comprehensive income	其他全面收益	-	-
Total comprehensive income	全面收益總額	(4,915)	(6,696)



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

18. AVAILABLE-FOR-SALE FINANCIAL ASSETS

18. 可供出售金融資產

		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Unlisted equity securities, at cost	非上市股本證券，按成本	10,833	—

The Group held investments in unlisted companies in the PRC. They are measured at cost less impairment, if any, at the end of each reporting period because the directors of the Company are of the opinion that the fair value cannot be measured reliably. The directors of the Company have no intention to dispose of the available-for-sale investments at the end of reporting period.

本集團於中國持有於非上市公司的投資。其於各報告期末按成本減減值(如有)計量，因為本公司董事認為未能可靠地計量公平值。本公司董事無意於報告期末出售可供出售投資。

19. INVENTORIES AND CONSUMABLES

19. 存貨及易耗品

		2015	2014
		二零一五年	二零一四年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Merchandise for resale	轉售商品	59,495	78,843
Low value consumables	低值易耗品	3,695	4,431
		63,190	83,274

20. TRADE RECEIVABLES

All of the Group's sales are on cash basis except for certain wholesale of consumables, bulk sales of merchandise to corporate customers, rental income receivables from tenants and provision of factoring services. The credit terms offered to these customers or tenants from operation and management of retail stores, wholesale of consumables are generally for a period of one to three months, while to customers from factoring services are generally for a period of one to six months.

20. 應收貿易賬款

除若干向企業客戶作出的易耗品批發、大量商品銷售、應收租客的租金收入及來自保理業務的利息收入外，本集團所有銷售均以現金進行。授予此等由經營及管理零售店，批發易耗品的客戶或租客的信貸期一般為一至三個月。而授予保理業務之客戶的信貸期一般為一至六個月。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

20. TRADE RECEIVABLES (Continued)

Trade receivables were non-interest-bearing, except for trade receivables from factoring services of RMB9,476,000 which bore interest at rates ranging from 12% to 13% per annum.

The aging analysis of the Group's trade receivables, based on invoice dates, is as follows:

		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
Within 30 days	30日內	2,812	4,633
31-60 days	31至60日	79	186
61-180 days	61至180日	9,562	104
181-365 days	181至365日	26	-
Over 1 year	一年以上	3	1
		12,482	4,924

Impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtors and default or delinquency in payments are considered indicators that the trade receivables are impaired. All of the Group's trade receivables have been reviewed for indicators of impairment.

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly. There was no allowance for impairment loss as at 31 December 2015 (2014: Nil).

20. 應收貿易賬款(續)

除源自保理業務之人民幣9,476,000元之應收貿易賬款附帶由12%至13%之利息外，應收貿易賬款為免息。

本集團之應收貿易賬款按發票日期的賬齡分析如下：

倘有客觀證據顯示本集團將無法按照應收款項原定年期收回所有到期款項，則確定應收貿易賬款已減值。欠款人面對重大財政困難以及欠付或拖欠款項被視為應收貿易賬款已減值的指標。本集團所有應收貿易賬款均已檢討是否出現減值指標。

應收貿易賬款之減值虧損以撥備賬記錄，除非本集團認為金額之可收回性極微，於此情況下，減值虧損直接於應收貿易賬款撤銷。於二零一五年十二月三十一日並無就減值虧損作出撥備(二零一四年：無)。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

20. TRADE RECEIVABLES (Continued)

The aging analysis of Group's trade receivables that were neither past due at the reporting date nor impaired and, past due at the reporting date but not impaired, based on due date is as follows:

		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
Neither past due nor impaired	無逾期或減值	12,453	4,923
1-30 days past due	逾期1至30日	—	—
31-180 days past due	逾期31至180日	26	—
181-365 days past due	逾期181至365日	3	1
		12,482	4,924

Trade receivables that were neither past due nor impaired related to customers or tenants for whom there were no recent history of default. Trade receivables that were past due but not impaired related to a number of customers or tenants that had a good track record of credit with the Group. Based on past experience, management believed that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances were still considered fully recoverable.

The directors of the Company consider that the fair values of trade receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

20. 應收貿易賬款(續)

於報告日並無逾期或減值及於報告日已逾期但無減值的本集團應收貿易賬款按到期日的賬齡分析如下：

並無逾期或減值的應收貿易賬款與並無近期欠款記錄的客戶或租客有關。已逾期但並無減值的應收貿易賬款與本集團多名信貸記錄良好的客戶或租客有關。根據過往經驗，管理層相信，由於信貸質素並無重大轉變及結餘仍被視為可全數收回，故毋須就此等結餘作出減值撥備。

本公司董事認為，由於該等結餘於產生後在短期內到期，預期於一年內收回之應收貿易賬款之公平值與其賬面值並無重大差異。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

21. PLEDGED BANK DEPOSITS

21. 已抵押銀行存款

	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
Bank deposits pledged against a bank borrowing included under current assets 就取得銀行借款抵押銀行存款，計入流動資產	-	100,000

As at 31 December 2014, pledged bank deposits were all denominated in RMB and bore interest at fixed rate of 2.69% per annum and had a maturity date on 2 January 2015.

於二零一四年十二月三十一日，所有已抵押銀行存款以人民幣計值，並按2.69厘的固定年利率計息，到期日為二零一五年一月二日。

The directors of the Company consider that the carrying amounts of these bank deposits approximated their fair values because of their short maturity period on inception.

本公司董事認為，該等銀行存款的賬面值與公平值相若，原因是該等存款起初屬短期存款。

As at 31 December 2014, all the pledged bank deposits had been pledged to secure the bank borrowing of the Group (note 27).

於二零一四年十二月三十一日，已抵押所有已抵押銀行存款作為本集團銀行借貸的擔保(附註27)。

22. CASH AND BANK BALANCES

22. 現金及銀行結餘

	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 at banks and in hand 銀行及手頭現金	174,960	144,182
Bank deposits maturing within three months 於三個月內到期的銀行存款	106,987	162,457
Cash and cash equivalents for the purpose of statement of cash flows 現金流量表的現金及現金等價物	281,947	306,639
Bank deposits maturing over three months 於三個月後到期的銀行存款	11,324	15,064
	293,271	321,703

The Group had cash and bank balances denominated in RMB of approximately RMB285,976,000 (2014: RMB317,711,000) of which the remittance out of the PRC was subject to the exchange control restrictions imposed by the PRC government.

本集團以人民幣計值的現金及銀行結餘約為人民幣285,976,000元(二零一四年：人民幣317,711,000元)，其中匯出中國之款項須受中國政府實施的外匯管制限制規限。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

22. CASH AND BANK BALANCES (Continued)

The cash at banks bore interests at floating rates based on daily bank deposit rates. Certain bank deposits bore interest at floating rates with effective interest rates at 31 December 2015 were 0.35% (2014: 0.35%) per annum. The other bank deposits bore interest at fixed rates with effective interest rates at 31 December 2015 ranged from 1.55% to 1.93% (2014: ranged from 2.35% to 2.55%) per annum. They had maturities ranged from 1 month to 6 months (2014: ranged from 3 months to 6 months) and were eligible for immediate cancellation without receiving any interest for the last deposit period.

23. TRADE PAYABLES

The credit terms granted by suppliers are generally for a period of 30 to 60 days. The aging analysis of the trade payables, based on invoice dates, is as follows:

		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
Within 30 days	30日內	107,973	117,663
31-60 days	31至60日	51,370	60,868
61-180 days	61至180日	19,995	19,957
181-365 days	181至365日	1,512	3,704
Over 1 year	一年以上	8,156	8,183
		189,006	210,375

All amounts are short term and hence the carrying amounts of the Group's trade payables are considered to be a reasonable approximation of fair values.

所有款項均為短期，因此，本集團之應付貿易賬款賬面值被視為其公平值之合理約數。

22. 現金及銀行結餘(續)

銀行現金按浮息計息，乃按每日銀行存款利率計算。若干銀行存款按浮息計息，於二零一五年十二月三十一日的實際年利率為0.35厘(二零一四年：0.35厘)。其他銀行存款按固定利率計息，於二零一五年十二月三十一日的實際利率介乎1.55厘至1.93厘(二零一四年：介乎2.35厘至2.55厘)。到期期限由一個月至六個月(二零一四年：由三個月至六個月)不等，可於不收取最近一期存款期利息的情況下即時取消。

23. 應付貿易賬款

供應商授出的信貸期一般為30至60日。應付貿易賬款按發票日期的賬齡分析如下：



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

24. COUPON LIABILITIES, DEPOSITS RECEIVED, OTHER PAYABLES AND ACCRUALS 24. 票息負債、已收按金、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
Coupon liabilities	票息負債	10,647	8,777
Deposits received	已收按金	16,396	14,242
Other payables (note)	其他應付款項(附註)	17,017	17,217
Accruals	應計費用	14,918	18,591
		58,978	58,827

Note: Included in the balance was other PRC tax payables, other than PRC Enterprise Income Tax, of approximately RMB1,612,000 at 31 December 2015 (2014: RMB3,350,000). Balance also included the amounts received from (i) suppliers when they send promoters to the retail stores and (ii) staff when joining the retail stores of approximately RMB3,523,000 at 31 December 2015 (2014: RMB2,986,000).

All amounts are short term and hence the carrying amounts of the Group's coupon liabilities, deposit received, other payables and accruals are considered to be a reasonable approximation of fair values.

附註：結餘中包括中國企業所得稅以外其他應繳中國稅項，於二零一五年十二月三十一日約人民幣1,612,000元（二零一四年：人民幣3,350,000元）。結餘中亦包括(i)於供應商派遣推廣人員至零售店時應收供應商的款項；及(ii)於員工加盟零售店時應收員工的款項，於二零一五年十二月三十一日約人民幣3,523,000元（二零一四年：人民幣2,986,000元）。

所有款項均為短期，因此，本集團之票息負債、已收按金、其他應付款項及應計費用賬面值被視為其公平值之合理約數。

25. AMOUNTS DUE FROM/(TO) NON-CONTROLLING INTEREST OF A SUBSIDIARY/ A DIRECTOR 25. 應收/(付)非控股股東/一名董事款項

The amounts were unsecured, interest free and repayable on demand.

有關款項為無抵押、免息及按要求償還。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

26. DEFERRED TAX LIABILITIES

As at 31 December 2014 and 2015, deferred taxation liabilities are provided for in full on temporary differences under the liability method using a principal taxation rate of 25%.

The following are the major deferred tax liabilities recognised by the Group and movements thereon during the current and previous financial years.

26. 遞延稅項負債

於二零一四年及二零一五年十二月三十一日，已就負債下的暫時差額悉數撥備為遞延稅項負債，當中使用主要稅率25%計算。

以下為本集團於本年度及過往財政年度已確認的主要遞延稅項負債及有關變動。

		Revaluation of investment properties 投資物業重估 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2014	於二零一四年一月一日	10,363	10,363
Deferred taxation debited to the profit or loss (note 9)	扣除損益的遞延稅項 (附註9)	1,750	1,750
Deferred taxation debited to other comprehensive income	扣除其他全面收益的遞延稅項	143	143
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日	12,256	12,256
Deferred taxation debited to the profit or loss (note 9)	扣除損益的遞延稅項 (附註9)	775	775
At 31 December 2015	於二零一五年 十二月三十一日	13,031	13,031

No deferred tax liabilities have been recognised in respect of the temporary differences of approximately RMB269,000,000 (2014: RMB237,000,000) associated with undistributed earnings of certain subsidiaries established and operate in the PRC because the Group is in a position to control the dividend policies of its subsidiaries and it is probable that such differences will not be reversed in the foreseeable future.

由於本集團可控制其附屬公司之股息政策，且與若干在中國成立及營運之附屬公司未分派盈利相關之暫時差額約人民幣269,000,000元(二零一四年：人民幣237,000,000元)不大可能於可見將來撥回，故無就該等差額確認遞延稅項負債。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

26. DEFERRED TAX LIABILITIES (Continued)

Deferred tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2015, the Group has estimated unused tax losses of approximately RMB11,523,000 (2014: RMB7,756,000) which were available for offset against future profits and are subject to expiry period of five years as follows. No deferred tax asset has been recognised in respect of the estimated tax losses due to the unpredictability of future profit streams.

26. 遞延稅項負債(續)

遞延稅項資產於相關稅項利益可能透過日後應課稅溢利變現時就結轉稅項虧損確認。於二零一五年十二月三十一日，本集團已有估計未動用稅項虧損約人民幣11,523,000元(二零一四年：人民幣7,756,000元)，可結轉以抵銷日後溢利，並按照以下五個年度期間屆滿。因未能預測未來溢利來源，概無遞延稅項資產就有關估計未動用稅項虧損而獲確認。

		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
Expire in	於以下年度屆滿		
- 2016	- 二零一六年	273	273
- 2017	- 二零一七年	2,580	2,580
- 2018	- 二零一八年	1,160	1,160
- 2019	- 二零一九年	3,743	3,743
- 2020	- 二零二零年	3,767	-
		11,523	7,756



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

27. BANK BORROWING, SECURED

27. 銀行借款－已抵押

		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
Current	即期		
Bank borrowing repayable on demand	須按要求即時償還的 銀行借貸	—	100,000

As at 31 December 2014, the bank borrowing was dominated in United States Dollars ("US\$"), secured by the pledge bank deposits of approximately RMB100,000,000 (note 21) and bore interest of floating rate at 1% per annum over the London Interbank Offered Rate and was repayable on demand.

於二零一四年十二月三十一日，銀行借貸以美元(「美元」)為單位，並由抵押銀行存款約人民幣100,000,000元(附註21)提供擔保，並按倫敦銀行同業拆借利率加每年1%的浮動利率計息，及須按要求即時償還。

The bank borrowing had been fully repaid during the year.

該銀行借貸已於年內悉數償還。

28. SHARE CAPITAL

28. 股本

		2015 二零一五年		2014 二零一四年	
		Number of shares 股份數目 (‘000) (千股)	RMB'000 人民幣千元	Number of shares 股份數目 (‘000) (千股)	RMB'000 人民幣千元
Authorised: Ordinary shares of Hong Kong Dollars ("HK\$") HK\$0.01 each At 1 January and 31 December	法定： 每股面值0.01港元(「港 元」)的普通股 於一月一日及 十二月三十一日	10,000,000	97,099	10,000,000	97,099
Issued and fully paid: Ordinary shares of HK\$0.01 each At 1 January and 31 December	已發行及繳足： 每股面值0.01港元的 普通股 於一月一日及 十二月三十一日	1,037,500	10,125	1,037,500	10,125



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

29. RESERVES

The movements of the Group's reserves for the year are presented in the consolidated statement of changes in equity.

The movements of the Company's reserves for the year are set out below:

29. 儲備

本集團於年內之儲備變動已於綜合權益變動表呈列。

本公司於年內之儲備變動載列如下：

		Share premium 股份溢價 RMB'000 人民幣千元	Share option reserve 購股權儲備 RMB'000 人民幣千元	Contributed surplus 繳入盈餘 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Dividend proposed 擬派股息 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2014	於二零一四年一月一日	252,478	24	67,848	4,079	20,854	345,283
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	20,060	-	20,060
Dividend approved for 2013	二零一三年之獲批准股息	-	-	-	-	(20,854)	(20,854)
Proposed dividend for 2014	二零一四年之擬派股息	-	-	-	(21,165)	21,165	-
At 31 December 2014 and 1 January 2015	於二零一四年十二月三十一日及二零一五年一月一日	252,478	24	67,848	2,974	21,165	344,489
Profit and total comprehensive income for the year	年內溢利及全面收益總額	-	-	-	11,780	-	11,780
Dividend approved for 2014	二零一四年之獲批准股息	-	-	-	-	(21,165)	(21,165)
Proposed dividend for 2015	二零一五年之擬派股息	-	-	-	(13,176)	13,176	-
At 31 December 2015	於二零一五年十二月三十一日	252,478	24	67,848	1,578	13,176	335,104



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

29. RESERVES (Continued)

Share premium

Under the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as and when they fall due in the ordinary course of business.

Statutory reserve

According to the relevant PRC laws, subsidiaries established in the PRC are required to transfer at least 10% of their net profit after tax, as determined under the PRC accounting regulation, to a statutory reserve until the reserve balance reaches 50% of the entity's registered capital. The transfer of this reserve must be made before the distribution of dividend to the subsidiaries equity owners. The statutory reserve is non-distributable other than upon the liquidation of the entity.

Statutory welfare reserve

According to the relevant PRC laws, companies established in the PRC are required to transfer a certain percentage, as approved by the directors of the subsidiaries, of its net profit after tax, as determined under the PRC accounting regulation, to a statutory welfare reserve. This reserve can only be used to provide staff facilities and other collective benefits to its employees. The statutory welfare reserve is non-distributable other than upon the liquidation of the entity.

Merger reserve

The merger reserve of the Group arose as a result of the reorganisation completed on 30 April 2007 and represented the difference between the nominal value of the Company's shares issued under the reorganisation and the nominal value of the aggregate share capital/registered capital and share premium of the subsidiaries then acquired.

Share option reserve

The share option reserve of the Group arose as a result of the options granted to the employees, directors and consultant of the Group.

Contributed surplus

The contributed surplus of the Company arose as a result of the reorganisation completed on 30 April 2007 and represents the excess of the nominal value of the Company's shares issued in exchange for the consolidated net assets value of the subsidiaries then acquired.

29. 儲備(續)

股份溢價

根據開曼群島公司法，股份溢價賬可分派予本公司股東，惟本公司於緊隨建議派付股息日期後須能清償其於日常業務過程中到期償還的債務。

法定儲備

根據有關中國法律，於中國成立的附屬公司須將其按中國會計規例釐定的除稅後淨溢利最少10%轉撥至法定儲備，直至法定儲備結餘達到實體註冊資本之50%為止。此儲備轉撥必須於向附屬公司權益持有人派發股息前作出。除非實體清盤，否則法定儲備不得分派。

法定福利基金

根據有關中國法律，在中國成立的公司須將其按中國會計規例釐定的除稅後淨溢利經附屬公司之董事批准的若干百分比轉撥至法定福利基金。該基金僅可用於向其僱員提供員工設施及其他集體利益。除非實體清盤，否則法定福利基金不得分派。

合併儲備

於二零零七年四月三十日完成的重組導致本集團出現合併儲備，合併儲備指根據重組所發行本公司股份的面值與當時所收購附屬公司股本／註冊資本及股份溢價面值總額的差額。

購股權儲備

本集團購股權儲備因向本集團僱員、董事及一名顧問授出購股權而產生。

繳入盈餘

本公司繳入盈餘因二零零七年四月三十日完成之重組而產生，指本公司就交換代價所發行股份的面值超出當時所收購附屬公司的綜合資產淨值的差額。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

30. SHARE-BASED COMPENSATION

Pursuant to the written resolutions of all the shareholders passed on 30 April 2007, the Company has adopted the Share Option Scheme (the "Scheme").

The purpose of the Scheme is to provide the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the participants and for such other purposes as the Board may approve from time to time.

Pursuant to the Scheme, the Board may, at its absolute discretion, invite any executive or non-executive directors including independent non-executive directors or any employees (whether full-time or part-time) of any member of the Group; any consultants, professional and other advisers to any member of the Group (or persons, firms or companies proposed to be appointed for providing such services), (together, the "Participants" and each a "Participant"), to take up options ("Option(s)") to subscribe for shares at a price determined in accordance with the paragraphs below.

The subscription price in respect of each share issued pursuant to the exercise of Options granted shall be a price solely determined by the Board and notified to a Participant and shall be at least the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the offer date;
- (b) a price being the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the offer date (provided that the new issue price shall be used as the closing price for any business day falling within the period before listing of the shares where the Company has been listed for less than 5 business days as at the offer date); and
- (c) the nominal value of a share.

The total number of shares, which may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme of the Company shall not in aggregate exceed 100,000,000 shares, being 10% of the total number of shares on the listing date, unless the Company obtains an approval from its shareholders. Options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such 10% limit.

30. 股份支付報酬

根據全體股東於二零零七年四月三十日通過的書面決議案，本公司採納購股權計劃(「該計劃」)。

該計劃旨在讓本公司以靈活的方法向參與者給予激勵、獎勵、酬金、報酬及／或福利，以及達致董事會可能不時批准的其他目的。

根據該計劃，董事會可全權酌情邀請本集團任何成員公司的任何執行或非執行董事(包括獨立非執行董事)或任何僱員(不論全職或兼職)以及本集團任何成員公司的任何顧問、專業人士及其他顧問(或擬委任以提供該等服務的人士、商行或公司)(上述人士稱為「參與者」)接納購股權(「購股權」)，根據下段釐定的價格認購股份。

根據所授出購股權獲行使而發行每股份份的認購價，必須由董事會全權釐定及知會參與者，且不得低於以下最高者：

- (a) 於要約日聯交所每日報價表所列股份收市價；
- (b) 緊接要約日前五個營業日聯交所每日報價表所列股份平均收市價的價格(惟倘本公司於要約日前已上市之日數少於五個營業日，則新發行價將用作股份上市前期間任何營業日的收市價)；及
- (c) 股份面值。

除非本公司自其股東取得批准，否則根據該計劃及本公司任何其他購股權計劃授出的所有購股權獲行使時可能發行的股份總數合共不得超過100,000,000股，即上市日期股份總數的10%。就計算該10%限制而言，按照該計劃條款已失效的購股權將不計算在內。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

30. SHARE - BASED COMPENSATION (Continued)

On and subject to the terms of the Scheme, the Board shall be entitled at any time, within 10 years after 30 April 2007 to make an offer of the grant of an Option by the Board (the "Offer") to any Participant as the Board may in its absolute discretion select to subscribe for such number of shares as the Board may determine at the subscription price. In determining the basis of eligibility of each Participant, the Board would mainly take into account the experience of the Participant in the Group's business, the length of service of the Participant has exerted and made towards the success of the Group and/or the amount of potential efforts and contributions the Participant is likely to be able to give or make towards the success of the Group in the future.

Notwithstanding any provisions of the Scheme, the limit on the number of shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time.

Unless approved by the shareholders, the total number of shares issued and to be issued upon exercise of the Options granted to each Participant (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of shares in issue.

An Offer shall be deemed to have been accepted by any Participant (the "Grantee") who accepts an Offer in accordance with the terms of the Scheme or (where the context so permits) the legal personal representative(s) entitled to any such Scheme in consequence of death of the Grantee and the Option to which the Offer relates shall be deemed to have been granted and to have taken effect when the duplicate of the offer letter comprising acceptance of the Offer duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the granting thereof is received by the Company within the date upon which the Offer is made to such date as the Board may determine and specify in the offer letter (both days inclusive).

All share-based compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the Options.

The Options vest within one year from the dates of grant and then are exercisable within a period of four to five years.

30. 股份支付報酬(續)

按照並在該計劃的條款規限下，董事會有權於二零零七年四月三十日後十年內，隨時向其全權酌情挑選的任何參與者提出授予購股權的要約(「要約」)，以按認購價認購董事會可能決定的股份數目。於釐定每名參與者資格的基準時，董事會主要考慮參與者於本集團的業務經驗、參與者為本集團的成就所付出服務年期及／或參與者可能對本集團的日後成就所作出的潛在努力和貢獻的多寡。

不論該計劃任何條文，因行使根據該計劃及本公司任何其他購股權計劃授出但尚未行使的全部未行使購股權而可能發行的股份數目限額，不得超過不時已發行股份的30%。

除非獲股東批准，否則於任何十二個月期間因行使授予每名參與者的購股權(包括已行使及尚未行使的購股權)而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。

當本公司於作出要約日期至董事會可能釐定並於要約函件註明的日期(包括首尾兩日)期間內收到按照該計劃的條款接納要約的參與者(「承授人」)或(如文義許可)因承授人身故而於該計劃享有權益的合法遺產代理人妥為簽署接納該份購股權的要約函件複本，並向本公司支付1.00港元作為授出該份購股權代價後，該份購股權將被視為已獲接納，而與要約有關的該份購股權被視為已授出及生效。

所有股份支付報酬均於權益中結算。本集團並無法定或推定責任回購或清償購股權。

自授出日期起計一年內歸屬之購股權，在其後四至五年期間可予行使。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

30. SHARE-BASED COMPENSATION (Continued) 30. 股份支付報酬(續)

Details of the Options granted by the Company pursuant to the Scheme and the Options outstanding as at 31 December 2015 were as follows:

於二零一五年十二月三十一日本公司根據該計劃授出的購股權及尚未行使購股權的詳情如下：

Grant to	Date of grant	Exercisable period	Number of Options 購股權數目					Balance at 31 December 2015 於 二零一五年 十二月 三十一日 結餘	Exercise price per share 每股行使價 HK\$ 港元
			Balance at 1 January 2015 於 二零一五年 一月一日 結餘	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Forfeited during the year 年內沒收		
Independent non-executive directors 獨立非執行董事									
Mr. Chin Kam Cheung 錢錦祥先生	15 January 2011 二零一一年 一月十五日	17 January 2011 to 16 January 2016 二零一一年一月十七日至 二零一六年一月十六日	36,666	-	-	-	-	36,666	0.90
Mr. Ai Ji 艾及先生	15 January 2011 二零一一年 一月十五日	17 January 2011 to 16 January 2016 二零一一年一月十七日至 二零一六年一月十六日	36,666	-	-	-	-	36,666	0.90
Employees of the Group 本集團僱員	15 January 2011 二零一一年 一月十五日	17 January 2011 to 16 January 2016 二零一一年一月十七日至 二零一六年一月十六日	2	-	-	-	-	2	0.90
			73,334	-	-	-	-	73,334	



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

30. SHARE-BASED COMPENSATION (Continued) 30. 股份支付報酬(續)

Details of the Options granted by the Company pursuant to the Scheme and the Options outstanding as at 31 December 2014 were as follows:

於二零一四年十二月三十一日本公司根據該計劃授出的購股權及尚未行使購股權的詳情如下：

Grant to	Date of grant	Exercisable period	Number of Options 購股權數目					Balance at 31 December 2014 於二零一四年十二月三十一日結餘	Exercise price per share 每股行使價 HK\$ 港元
			Balance at 1 January 2014 於二零一四年一月一日結餘	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Forfeited during the year 年內沒收		
Independent non-executive directors									
獨立非執行董事									
Mr. Chin Kam Cheung 錢錦祥先生	15 January 2011 二零一一年一月十五日	17 January 2011 to 16 January 2016 二零一一年一月十七日至 二零一六年一月十六日	36,666	-	-	-	-	36,666	0.90
Mr. Ai Ji 艾及先生	15 January 2011 二零一一年一月十五日	17 January 2011 to 16 January 2016 二零一一年一月十七日至 二零一六年一月十六日	36,666	-	-	-	-	36,666	0.90
Employees of the Group									
本集團僱員									
	15 January 2011 二零一一年一月十五日	17 January 2011 to 16 January 2016 二零一一年一月十七日至 二零一六年一月十六日	2	-	-	-	-	2	0.90
			73,334	-	-	-	-	73,334	



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

30. SHARE-BASED COMPENSATION (Continued)

Options granted on 15 January 2011:

The weighted average fair value of Options granted during the year ended 31 December 2011 was RMB0.331 and were determined using the Black-Scholes Option Pricing Model. Significant inputs into the calculation included a share price on issue date of HK\$0.90 and exercise price as illustrated above. Furthermore, the calculation took into account the expected dividend yield of nil and a volatility rate of 76.598%, based on expected share price. Risk-free annual interest rate was determined at 0.732%.

The underlying expected volatility was determined based on the historical volatility for a period matching the expected life of the Options and reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

Pursuant to the Scheme, no options were exercised and no options were lapsed during the years ended 31 December 2014 and 2015. No options were forfeited during the years ended 31 December 2014 and 2015.

The number of Options exercisable as at 31 December 2015 is 73,334 (2014: 73,334) and have a weighted average remaining contractual life of 0.05 year (2014: 1.05 year).

30. 股份支付報酬(續)

於二零一一年一月十五日授出的購股權：

於截至二零一一年十二月三十一日止年度授出的購股權的加權平均公平值為人民幣0.331元，乃按栢力克－舒爾斯期權定價模式釐定。計算所用重大數據輸入包括於發行日期的股價0.90港元及上述行使價。此外，計算亦已計及預期零股息率及按預計股價計算的波幅76.598%。無風險年利率定為0.732厘。

相關預計波幅乃根據配合購股權的預計年期的過往波幅而釐定並反映過往波幅乃為未來趨勢指標的假設，其未必是實際結果。

根據該計劃，於截至二零一四年及二零一五年十二月三十一日止年度，概無購股權獲行使，亦無購股權失效。於截至二零一四年及二零一五年十二月三十一日止年度，概無購股權被沒收。

於二零一五年十二月三十一日，可予行使的購股權數目為73,334份(二零一四年：73,334份)及加權平均剩餘合約年期為0.05年(二零一四年：1.05年)。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

31. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable to the directors were as follows:

		Fees	Salaries, allowance and other benefits in kind	Contributions to retirement schemes	Total
		袍金	薪金、津貼及其他實物利益	退休計劃供款	總計
		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
2015	二零一五年				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Zhuang Lu Kun	莊陸坤先生	-	-	-	-
Mr. Zhuang Pei Zhong	莊沛忠先生	600	145	43	788
Mr. Gu Wei Ming	顧衛明先生	600	155	43	798
Mr. Zhuang Xiao Xiong	莊小雄先生	720	306	43	1,069
		1,920	606	129	2,655
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Chin Kam Cheung	錢錦祥先生	119	-	-	119
Mr. Sun Ju Yi	孫聚義先生	144	-	-	144
Mr. Ai Ji	艾及先生	144	-	-	144
		407	-	-	407
		2,327	606	129	3,062
2014	二零一四年				
<i>Executive directors</i>	<i>執行董事</i>				
Mr. Zhuang Lu Kun	莊陸坤先生	-	-	-	-
Mr. Zhuang Pei Zhong	莊沛忠先生	600	157	40	797
Mr. Gu Wei Ming	顧衛明先生	600	156	40	796
Mr. Zhuang Xiao Xiong	莊小雄先生	720	298	40	1,058
		1,920	611	120	2,651
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Chin Kam Cheung	錢錦祥先生	116	-	-	116
Mr. Sun Ju Yi	孫聚義先生	144	-	-	144
Mr. Ai Ji	艾及先生	144	-	-	144
		404	-	-	404
		2,324	611	120	3,055

No directors of the Company waived any emoluments paid by the Group during the year (2014: Nil).

No emoluments were paid to the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office for the year (2014: Nil).

31. 董事薪酬及高級管理人員酬金

(a) 董事酬金

已付或應付董事之酬金如下：

年內概無本公司董事放棄本集團所付任何酬金(二零一四年：無)。

年內本公司董事並無獲支付任何酬金，作為招攬加入本集團或於加入時的獎勵或離職補償(二零一四年：無)。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

31. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(b) Five highest paid individuals

The five highest paid individuals of the Group included three directors (2014: three) of the Company for the year, whose emoluments are disclosed in note 31(a). Details of the remuneration paid to the remaining two (2014: two) highest paid individual who was member of senior management of the Group, which fell within the band of Nil – HK\$1 million (equivalent to approximately Nil – RMB804,000) is as follows:

	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
Salaries, allowances and benefits in kind	1,194	1,138
Contributions to retirement schemes	58	32
	1,252	1,170

No emoluments were paid by the Group to any of the highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office for the year (2014: Nil).

(c) Senior management's emoluments

The emoluments paid or payable to 3 (2014: 4) members of senior management whose emoluments fell within the following bands:

	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
Nil to HK\$1,000,000 (equivalent to approximately Nil – RMB804,000)	3	4

31. 董事薪酬及高級管理人員酬金 (續)

(b) 五名最高薪酬人士

年內本集團五名最高薪酬人士包括本公司三名(二零一四年: 三名)董事, 彼等的酬金已於附註31(a)披露。年內付予餘下兩名(二零一四年: 兩名)最高薪酬人士(為本集團高級管理人員)的薪酬介乎零港元至1,000,000港元(約相當於人民幣零元至人民幣804,000元), 詳情如下:

(c) 高級管理人員酬金

已付或應付三名(二零一四年: 四名)高級管理層成員之酬金介乎以下組別:



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

32. COMMITMENTS

(a) Capital commitments

The Group had the following outstanding capital commitments:

	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
Contracted, but not provided for, in respect of property, plant and equipment	4,170	11,461

(b) Operating lease commitments

(i) Group as lessee

The total future minimum lease payments under non-cancellable operating leases in respect of land and buildings payable to independent third parties is as follows:

	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
Within one year	27,522	27,021
In the second to fifth years	85,234	111,141
After five years	12,904	34,343
	125,660	172,505

32. 承擔

(a) 資本承擔

本集團有以下未支付資本承擔：

	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
有關物業、廠房及設備已訂約但未撥備	4,170	11,461

(b) 經營租賃承擔

(i) 本集團作為承租人

根據不可撤銷土地及樓宇經營租賃須於未來應付獨立第三方之最低租賃付款總額如下：

	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
一年內	27,522	27,021
第二年至第五年	85,234	111,141
五年後	12,904	34,343
	125,660	172,505



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

32. COMMITMENTS (Continued)

(b) Operating lease commitments (Continued)

(i) Group as lessee (Continued)

The total future minimum lease payments under non-cancellable operating leases in respect of land and buildings payable to related companies, namely Shenzhen Baijiahua Group Company Limited (“BJH Group”) and Shenzhen Jiahua Real Estate Development Company Limited (“JH Real Estate”), companies in which Mr. Zhuang Lu Kun and Mrs. Zhuang Su Lan, the wife of Mr. Zhuang Lu Kun, have beneficial interests, are as follows:

		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
Within one year	一年內	22,913	22,835
In the second to fifth years	第二年至第五年	48,883	67,075
After five years	五年後	2,703	5,946
		74,499	95,856

The Group leases a number of land and buildings under operating leases. The leases run for initial periods of one to fifteen years, with an option to renew the lease terms at the expiry dates or at dates as mutually agreed between the Group and respective landlords. None of the leases include contingent rentals.

(ii) Group as lessor

The Group sub-leases out a number of land and buildings under operating leases. One of the leases run for an initial period of ten years and is cancellable with four months' notice. The rentals on this lease are calculated based on a percentage of the relevant sales of the tenants pursuant to the rental agreement. Contingent rents recognised in the profit or loss during the years ended 31 December 2015 and 2014 are disclosed in note 7 to these financial statements. All other leases are cancellable with one to two months' notice.

32. 承擔(續)

(b) 經營租賃承擔(續)

(i) 本集團作為承租人(續)

根據不可撤銷土地及樓宇經營租賃須於未來應付莊陸坤先生及莊素蘭女士(莊陸坤先生妻子)擁有實益權益的關連公司深圳市百佳華集團有限公司(「百佳華集團」)及深圳市佳華房地產開發有限公司(「佳華房地產」)的最低租賃付款總額如下:

本集團根據經營租賃租用多項土地及樓宇。租賃初步為期一至十五年，並可選擇於約滿日或本集團與有關業主雙方協定之日期重續租期。租賃並無包括或然租金。

(ii) 本集團作為出租人

本集團根據經營租賃分租多項土地及樓宇。其中一項租賃初步為期十年，並可於發出四個月通知後予以撤銷。此項租賃的租金乃按租賃協議項下租戶相關銷售的百分比計算。截至二零一五年及二零一四年十二月三十一日止年度，在損益確認的或然租金已於財務報表附註7披露。所有其他租賃可發出一至兩個月通知後予以撤銷。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

32. COMMITMENTS (Continued)

(b) Operating lease commitments (Continued)

(ii) Group as lessor (Continued)

The Group leases the investment properties under operating lease run for initial periods of six to ten years.

The total future minimum lease receivables under non-cancellable operating leases from independent third parties are as follows:

		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
Within one year	一年內	7,785	7,451
In the second to fifth years	第二年至第五年	29,502	29,398
After five years	五年後	13,609	20,891
		50,896	57,740

The total future minimum lease receivables under non-cancellable operating lease from a related party, namely JH Real Estate, company in which Mr. Zhuang Lu Kun and Mrs. Zhuang Su Lan, the wife of Mr. Zhuang Lu Kun, have beneficial interests, is as follow:

		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
Within one year	一年內	730	730
In the second to fifth years	第二年至第五年	-	730
		730	1,460

32. 承擔(續)

(b) 經營租賃承擔(續)

(ii) 本集團作為出租人(續)

本集團根據經營租賃租用投資物業，初步租期為六至十年。

根據不可撤銷經營租賃應收獨立第三方之未來最低租金總額如下：

根據不可撤銷經營租賃，未來應收關連方佳華房地產(莊陸坤先生及莊素蘭女士(莊陸坤先生妻子)擁有實益權益)之最低租賃付款總額如下：



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

33. RELATED PARTY TRANSACTIONS

In addition to those transactions and balances detailed elsewhere in these financial statements, the following transactions were carried out with related parties:

(a) Transactions with BJH Group

			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
	Notes 附註			
Operating lease rentals payment in respect of land and buildings	有關土地及樓宇支付的經營租賃租金	(i), (iii)	(13,248)	(13,143)
Operating lease rentals arrangement in respect of land and buildings	有關土地及樓宇的經營租賃租金安排	(ii), (iii)	(5,510)	(5,510)
Rental income arrangement	租金收入安排	(iv)	894	1,079
Utilities income arrangement	水電費收入安排	(iv)	518	674

Notes:

- (i) The amounts were determined in accordance with the terms of the underlying agreements.
- (ii) BJH Group (as tenant) entered into lease arrangements with certain independent third parties (as landlords) to lease certain premises rented by the Group. The Group paid rental expenses of these premises as disclosed above directly to the landlords and not to BJH Group.

Pursuant to a lease agreement dated 28 April 2002 between 深圳市中鵬展實業有限公司("Zhong Peng Zhan") (as landlord) and BJH Group (as tenant), BJH Group leases store premises for a term of 15 years commencing from 16 November 2002 and expiring on 15 November 2017. Pursuant to a supplemental lease agreement dated 1 March 2004 between Zhong Peng Zhan and BJH Group, Zhong Peng Zhan has consented that BJH Group can provide the store premises for occupation by BJH Department Stores. Zhong Peng Zhan also consented that BJH Department Stores shall pay the rental under this lease agreement directly to Zhong Peng Zhan and BJH Group has guaranteed the timely payment of rentals to Zhong Peng Zhan by the Group.

附註：

- (i) 該款項乃根據相關協議條款釐定。
- (ii) 百佳華集團(作為租戶)與若干獨立第三方(作為業主)訂立租賃安排，以租賃若干由本集團租用的物業。本集團就上文披露的該等物業直接向業主而非百佳華集團支付租金開支。

根據深圳市中鵬展實業有限公司(「中鵬展」，作為業主)與百佳華集團(作為租戶)所訂立日期為二零零二年四月二十八日的租賃協議，百佳華集團租賃店舖物業，租期為十五年，由二零零二年十一月十六日起至二零一七年十一月十五日屆滿。根據中鵬展與百佳華集團所訂立日期為二零零四年三月一日的補充租賃協議，中鵬展同意百佳華集團供店舖物業供百佳華百貨佔用。中鵬展亦同意百佳華百貨直接向中鵬展支付此租賃協議項下租金，而百佳華集團已保證本集團準時向中鵬展支付租金。

33. 關連人士交易

除於該等財務報表其他部分詳列之交易及結餘外，以下為與關連人士進行之交易：

(a) 與百佳華集團之交易



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

33. RELATED PARTY TRANSACTIONS (Continued)

(a) Transactions with BJH Group (Continued)

Notes: (Continued)

(iii) As at 31 December 2015, the prepaid rent and rental deposit paid by the Group to BJH Group of nil (2014: RMB1,140,000) and approximately RMB3,072,000 (2014: RMB2,072,000) respectively were included in the balances of deposit paid, prepayments and other receivables of the Group.

(iv) BJH Group (as lessor) entered into a sub-lease arrangement with an independent third party (as tenant) to sub-lease part of the retail stores which were rented by the Group. BJH Group received the rental income and utilities income as disclosed above on behalf of the Group. Pursuant to a supplemental agreement dated 6 November 2006 between BJH Group and the Group, BJH Group confirmed that the Group was entitled to the rental and utilities income as lessor from the independent third party commencing 1 March 2004. The rentals and utilities income were determined in accordance with the terms of the underlying agreements.

(b) During the year, the Group leased properties from JH Real Estate. The operating lease rentals payment was approximately RMB3,645,000 (2014: RMB3,607,000). The amounts were determined in accordance with the terms of the underlying agreements.

As at 31 December 2015, the prepaid rent and rental deposit paid by the Group to JH Real Estate of nil (2014: RMB302,000) and approximately RMB606,000 (2014: RMB606,000) respectively were included in the balances of deposit paid, prepayments and other receivables of the Group.

33. 關連人士交易(續)

(a) 與百佳華集團之交易(續)

附註：(續)

(iii) 於二零一五年十二月三十一日，本集團向百佳華集團支付之預付租金及租金按金分別為零(二零一四年：人民幣1,140,000元)及約人民幣3,072,000元(二零一四年：人民幣2,072,000元)，已計入本集團已付按金、預付款項及其他應收款項結餘。

(iv) 百佳華集團作為出租人與一名獨立第三方作為租戶訂立若干分租安排，分租由本集團租用的部分零售店。百佳華集團已代表本集團收取上文所披露租金收入及公用服務收入。根據百佳華集團與本集團所訂立日期為二零零六年十一月六日的補充協議，百佳華集團確認，本集團由二零零四年三月一日起有權以業主身分向該獨立第三方收取租金及公用服務收入。租金及公用服務收入乃根據相關協議的條款釐定。

(b) 年內，本集團向佳華房地產租用物業。經營租賃租金為約人民幣3,645,000元(二零一四年：人民幣3,607,000元)。該款額乃根據相關協議的條款釐定。

於二零一五年十二月三十一日，本集團向佳華房地產支付之預付租金及租金按金分別為零(二零一四年：人民幣302,000元)及約人民幣606,000元(二零一四年：人民幣606,000元)，已計入本集團已付按金、預付款項及其他應收款項結餘。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

33. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

During the year, the Group leased properties to JH Real Estate. The operating lease rental receivable was approximately RMB730,000 (2014: RMB730,000). The amounts were determined in accordance with the terms of the underlying agreements.

As at 31 December 2015, the rental deposit received from JH Real Estate by the Group of nil (2014: RMB122,000) was included in the balances of deposits received of the Group.

(c) Compensation of key management personnel

33. 關連人士交易(續)

(b) (續)

年內，本集團向佳華房地產出租物業。應收營運租賃租金約為人民幣730,000元(二零一四年：人民幣730,000元)。該金額乃根據相關協議之條款釐定。

於二零一五年十二月三十一日，本集團已向佳華房地產收取租金按金零(二零一四年：人民幣122,000元)並已計入本集團已收按金結餘。

(c) 主要管理人員酬金

	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
Total remuneration of directors (note 31(a)) and other member of key management		
– Short term employee benefits	5,077	4,520
– Contributions to retirement schemes	274	168
	5,351	4,688



Notes to the Financial Statements (Continued)
財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

34. STATEMENT OF FINANCIAL POSITION OF THE COMPANY **34. 本公司財務狀況表**

	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
ASSETS AND LIABILITIES			
Non-current asset			
Investments in subsidiaries		67,848	67,848
Current assets			
Amounts due from subsidiaries		273,424	281,071
Other receivables		15	2,678
Pledged bank deposits		—	100,000
Cash and bank balances		5,058	3,973
		278,497	387,722
Current liabilities			
Other payables and accruals		1,116	956
Bank borrowing, secured		—	100,000
		1,116	100,956
Net current assets		277,381	286,766
Net assets		345,229	354,614
EQUITY ATTRIBUTABLE TO THE OWNERS OF THE COMPANY			
Share capital	28	10,125	10,125
Reserves	29	335,104	344,489
Total equity		345,229	354,614

Zhuang Lu Kun
莊陸坤
Director
董事

Zhuang Pei Zhong
莊沛忠
Director
董事



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

35. INTERESTS IN SUBSIDIARIES

Details of the subsidiaries are as follows:

35. 於附屬公司的權益

附屬公司詳情如下：

Company name 公司名稱	Place of incorporation/ establishment and legal form of entity 註冊成立/ 成立地點及其法人類別	Particulars of issued share/paid-up registered capital 已發行股份/ 已繳足註冊資本詳情	Percentage of interest held by the Company 本公司持有權益百分比		Principal activities and place of operations 主要業務及經營地點
			Directly 直接	Indirectly 間接	
Forever Prosperity International Company Limited 永泰國際有限公司	British Virgin Islands, limited liability company 英屬處女群島，有限責任公司	US\$20 20美元	100%	–	Investment holding in Hong Kong 於香港進行投資控股
Ding Xin Investment Company Limited 鼎新投資有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$0.1 0.1港元	–	100%	Investment holding in Hong Kong 於香港進行投資控股
Heng Run Xin Investment Company Limited 恒潤鑫投資有限公司	Hong Kong, limited liability company 香港，有限責任公司	HK\$10,000 10,000港元	–	100%	Dormant 暫無業務
Shenzhen Ding Xin Department Stores Company Limited 深圳鼎新百貨有限公司	The PRC, limited liability company 中國，有限責任公司	RMB5,000,000 人民幣5,000,000元	–	100%	Dormant 暫無業務
Shenzhen Commercial Investment Management Limited 深圳市百佳華商業投資管理有限公司	The PRC, limited liability company 中國，有限責任公司	RMB10,000,000 人民幣10,000,000元 (2014: RMB2,000,000) (二零一四年：人民幣2,000,000元)	–	100%	Dormant 暫無業務
Shenzhen Qianhai Baijiahua Commercial Factoring Limited 深圳市前海百佳華商業保理有限公司	The PRC, limited liability company 中國，有限責任公司	RMB50,000,000 人民幣50,000,000元	–	100%	Commercial factoring in the PRC 於中國進行商業保理



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

35. INTERESTS IN SUBSIDIARIES (Continued)

Details of the subsidiaries are as follows (Continued):

Company name 公司名稱	Place of incorporation/ establishment and legal form of entity 註冊成立/ 成立地點及其法人類別	Particulars of issued share/paid-up registered capital 已發行股份/ 已繳足註冊資本詳情	Percentage of interest held by the Company 本公司持有權益百分比		Principal activities and place of operations 主要業務及經營地點
			Directly 直接	Indirectly 間接	
BJH Department Stores 深圳市百佳華百貨有限公司	The PRC, limited liability company 中國·有限責任公司	RMB220,400,000 人民幣220,400,000元	-	100%	Investment holding and operation and management of retail stores in PRC 於中國進行投資控股及經 營與管理零售店
Guangxi Baijiahua Department Stores Company Limited 廣西百佳華百貨有限公司	The PRC, limited liability company 中國·有限責任公司	RMB10,000,000 人民幣10,000,000元	-	100%	Operation and management of retail stores in the PRC 於中國經營與管理零售店
Yunnan Baijiahua Department Stores Company Limited 雲南百佳華百貨有限公司	The PRC, limited liability company 中國·有限責任公司	RMB10,000,000 人民幣10,000,000元	-	100%	Dormant 暫無業務
Shenzhen BJH Network Technology Limited (note (i)) 深圳市百佳華網絡科技有限公司(附註(i))	The PRC, limited liability company 中國·有限責任公司	RMB5,000,000 人民幣5,000,000元	-	100%	Provision of internet service in the PRC 於中國提供互聯網服務
Shenzhen Qianhai Baijiahua Beverage Management Limited (note (i)) 深圳市前海百佳華餐飲管理有限公司 (附註(i))	The PRC, limited liability company 中國·有限責任公司	RMB5,000,000 人民幣5,000,000元	-	95%	Operation of restaurant in the PRC 於中國經營餐廳

The financial statements of the above subsidiaries were audited by BDO Limited, for statutory purpose and/or for the purpose of the group consolidation.

None of the subsidiaries had issued any debt securities at the end of the year.

Note:

- (i) During the year, the Group incorporated the subsidiaries, Shenzhen BJH Network Technology Limited (深圳市百佳華網絡科技有限公司) and Shenzhen Qianhai Baijiahua Beverage Management Limited (深圳市前海百佳華餐飲管理有限公司) respectively.

35. 於附屬公司的權益(續)

附屬公司詳情如下:(續)

上述附屬公司的財務報表已就符合法例規定及/或集團綜合賬目由香港立信德豪會計師事務所有限公司審核。

於年末,概無附屬公司發行任何債務證券。

附註:

- (i) 年內,本集團分別註冊成立附屬公司深圳市百佳華網絡科技有限公司及深圳市前海百佳華餐飲管理有限公司。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

36. DISPOSAL OF A SUBSIDIARY

During the year ended 31 December 2015, the Group entered into an agreement with 深圳市御暢寶科技有限公司, an independent third party, to dispose of 90% equity interests in Shenzhen Baijiahua Yunshang Limited (“Baijiahua Yunshang”), which is principally engaged in wholesale of consumables, at a consideration of approximately RMB90,000. The disposal was completed on 28 December 2015. After completion of the disposal, Baijiahua Yunshang became an available-for-sale financial asset of the Group with 10% effective interests held by the Group.

36. 出售附屬公司

於截至二零一五年十二月三十一日止年度，本集團與獨立第三方深圳市御暢寶科技有限公司訂立協議，以出售深圳市百佳華雲商銷售有限公司(「百佳華雲商」)之90%股權，百佳華雲商主要從事批發易耗品，代價為約人民幣90,000元。出售已於二零一五年十二月二十八日完成。完成出售後，百佳華雲商成為本集團之可供出售金融資產，本集團持有10%實際權益。

		RMB'000 人民幣千元
Inventories	存貨	985
Trade receivables	應收貿易賬款	9,209
Deposits and other receivables	按金及其他應收款項	5,860
Cash and bank balances	現金及銀行結餘	5,197
Tax recoverable	可收回稅項	301
Trade payables	應付貿易賬款	(20,445)
Other payables and accruals	其他應付款項及應計費用	(780)
		327
Fair value of retained interest which became available-for-sale financial asset	成為可供出售金融資產之保留權益公平值	(33)
Loss on disposal of a subsidiary	出售附屬公司之虧損	(204)
		90
Cash consideration	現金代價	90
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Cash consideration	現金代價	90
Cash and bank balances disposal of	出售現金及銀行結餘	(5,197)
		(5,107)



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including currency risk and interest risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the Board. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets. Long term financial investments are managed to generate lasting returns with acceptable risk levels.

It is not the Group's policy to engage in the trading of financial instruments for speculative purposes. The most significant financial risks to which the Group is exposed to are described below.

(i) Categories of financial assets and liabilities

The carrying amounts presented in the statements of financial position relate to the following categories of financial assets and financial liabilities:

37. 財務風險管理及公平值計量

本集團因其日常業務經營及投資業務使用金融工具而面對財務風險。財務風險包括市場風險(包括貨幣風險及利率風險)、信貸風險及流動資金風險。

財務風險管理由本集團總部協調，並與董事會密切合作。管理財務風險之整體目標重點在於透過盡量減少金融市場風險，確保本集團短期至中期現金流量。長期金融投資以可接受風險程度產生持續回報管理。

本集團之政策並非從事以投機為目的的金融工具買賣。本集團所面對最重要的金融風險說明如下。

(i) 金融資產及金融負債類別

於財務狀況表呈列有關以下金融資產及金融負債類別之賬面值如下：

		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
Financial assets:	金融資產：		
Loans and receivables	貸款及應收款項		
– Cash and bank balances	– 現金及銀行結餘	293,271	321,703
– Trade receivables	– 應收貿易賬款	12,482	4,924
– Amount due from non-controlling interest of a subsidiary	– 應收非控股股東	250	–
– Other receivables	– 其他應收款項	19,932	25,539
– Pledged bank deposits	– 已抵押銀行存款	–	100,000
		325,935	452,166
Available-for-sale financial assets:	可供出售金融資產：		
– Unlisted equity investments	– 非上市股本投資	10,833	–
		336,768	452,166



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(i) Categories of financial assets and liabilities (Continued)

		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
Financial liabilities:	金融負債：		
Financial liabilities measured at amortised costs	按攤銷成本計量之金融負債		
– Trade payables	– 應付貿易賬款	189,006	210,375
– Bank borrowing, secured	– 銀行借貸，已抵押	–	100,000
– Other payables and accruals	– 其他應付款項及應計款項	31,935	35,808
– Amount due to a director	– 應付一名董事款項	59	59
		221,000	346,242

(ii) Foreign currency risk

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group has operation in the PRC so that the majority of the Group's revenues, expenses and cash flows are denominated in RMB. Assets and liabilities of the Group are mostly denominated in RMB, HK\$ and US\$. Any significant exchange rate fluctuations of foreign currencies against RMB may have financial impact to the Group.

37. 財務風險管理及公平值計量(續)

(i) 金融資產及金融負債類別(續)

(ii) 外幣風險

貨幣風險指金融工具之公平值或未來現金流量由於匯率變動而波動之風險。

本集團於中國經營業務，故本集團大部分收入、開支及現金流量均以人民幣計值。本集團大部分資產及負債以人民幣、港元及美元計值。外幣兌人民幣的匯率如有任何重大波動均可能對本集團構成財務影響。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(ii) Foreign currency risk (Continued)

The Group's exposures at the reporting date to currency risk arising from foreign currency denominated monetary assets and liabilities in currency other than the functional currency of the entity to which they relate are set out below:

		2015 二零一五年 HK\$'000 千港元	2014 二零一四年 HK\$'000 千港元
Financial assets:	金融資產：		
Cash and bank balances	現金及銀行結餘	8,510	966
		US\$'000 千美元	US\$'000 千美元
Financial liabilities:	金融負債：		
Bank borrowing, secured	有抵押銀行借貸	—	16,110

Sensitivity analysis

At 31 December 2015, if RMB had strengthened by 5% against HK\$ and US\$, with all other variables held constant, post-tax profit for the year and, retained profits would have been approximately RMB347,000 higher (2014: RMB4,961,000 higher), as a result of foreign exchange gains on translation of foreign currency denominated financial assets and liabilities.

The same % decrease in the foreign currency exchange rate on RMB against HK\$ and US\$ would have the same magnitude on the Group's post-tax profit for the year and retained profits as shown above but of opposite effect, on the basis all variances held constant.

These are the same method and assumption used in preparing the sensitivity analysis included in the financial statements for the years ended 31 December 2014 and 2015.

The policies to manage foreign currency risk have been followed by the Group since prior years and are considered to be effective.

37. 財務風險管理及公平值計量(續)

(ii) 外幣風險(續)

由於以外幣計值的貨幣資產及負債以與有關實體的功能貨幣不同的貨幣計值，故本集團於報告日承受下列貨幣風險：

敏感度分析

於二零一五年十二月三十一日，倘人民幣兌港元及美元升值5%，而所有其他因素不變，年內稅後溢利及保留溢利將因換算外幣計值的金融資產及負債錄得匯兌收益而增加約人民幣347,000元(二零一四年：增加人民幣4,961,000元)。

倘所有變數維持不變，人民幣兌港元及美元匯率的下跌相同百分比對本集團年內稅後溢利及保留溢利應有上文所示相同幅度的相反方向影響。

所使用的方法及假設與編製截至二零一四年及二零一五年十二月三十一日止年度財務報表所載的敏感度分析所採用者相同。

本集團一直沿用過往年度管理外幣風險的政策，並認為其具有成效。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(iii) Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group.

The Group has no significant concentrations of credit risk. Most of the sales transactions were settled in cash basis or by credit card payment. Credit risk on cash and bank balances is mitigated as cash is deposited in banks of high credit rating.

The Group's policy is to deal only with credit worthy counterparties. Credit terms are granted to new customers after a credit worthiness assessment by the credit control department. When considered appropriate, customers may be requested to provide proof as to their financial position. Customers who are not considered creditworthy are required to pay in advance or on delivery of goods. Payment record of customers is closely monitored. Monthly reports of customer payment history are produced and reviewed by the finance department. Overdue balances and significant trade receivables are highlighted. The finance director will determine the appropriate recovery actions.

This is no requirement for collateral or other credit enhancement by the Group.

The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

(iv) Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group's exposure to interest rate risk mainly arises on cash and bank balances. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk.

37. 財務風險管理及公平值計量(續)

(iii) 信貸風險

信貸風險指金融工具的交易對手將無法根據金融工具條款履行其責任，令本集團出現財務虧損的風險。

本集團的信貸風險並無出現重大集中情況。大部分銷售交易以現金或信用卡付款結算。由於現金已存放於高信貸評級之銀行，故已舒緩現金及銀行結餘的信貸風險。

本集團的政策為與信用良好的交易對手交易。授予新客戶的信貸期由信貸監控部門對新客戶進行信用評估後授出。於適當情況下，客戶或會被要求提供其財務狀況的證明文件。不被視為信用良好的客戶須預先付款或貨到付款。客戶的付款記錄會受到密切監察。客戶每月的付款記錄報告由財政部編製及審閱，並會加緊處理逾期結餘及重大應收貿易賬款。財務總監將釐定合適的收款行動。

本集團並無要求提供抵押品或其他信用提升。

本集團一直沿用過往年度的信貸及投資政策，並認為其使本集團面對的信貸風險限制為可接受程度具有成效。

(iv) 利率風險

利率風險指金融工具的公平值或現金流量由於市場利率變動而波動的風險。

本集團面對的利率風險主要因現金及銀行結餘產生。本集團並無採用任何衍生工具合約對沖其利率風險。本集團並無制定管理利率風險的政策。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(iv) Interest rate risk (Continued)

A reasonable change in interest rate in the next twelve months is assessed to result in immaterial change in the Group's profit after tax and retained profits. Changes in interest rates have no impact on the Group's other components of equity. The Group adopts centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expense.

(v) Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations and also in respect of its cash flow management.

The Group's policy is to maintain sufficient cash and bank balances and have available funding to meet its working capital requirements. The Group's liquidity is dependent upon the cash received from its customers. The directors of the Company are satisfied that the Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risks.

37. 財務風險管理及公平值計量(續)

(iv) 利率風險(續)

倘於未來十二個月利率出現合理變動，預計不會對本集團稅後溢利及保留溢利構成重大變動。利率變動對本集團權益之其他組成部分並無影響。本集團就現金及財政管理採取中央庫務政策，著重於減低本集團整體利息開支。

(v) 流動資金風險

流動資金風險指本集團無法履行其金融工具承擔的風險。本集團就償付應付貿易賬款及其財務承擔以及就其現金流量管理面對流動資金風險。

本集團的政策為維持充足現金及銀行結餘，並取得資金以配合其營運資金需要。本集團的流動資金依賴自客戶收取的現金。本公司董事信納，本集團將能於可見未來全數履行其到期財務承擔。

本集團一直沿用過往年度的流動資金政策，並認為其對管理流動資金風險具有成效。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

37. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

(v) Liquidity risk (Continued)

Analysed below is the Group's remaining contractual maturities for its non-derivative as at 31 December 2014 and 2015. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

37. 財務風險管理及公平值計量(續)

(v) 流動資金風險(續)

以下分析為本集團於二零一四年及二零一五年十二月三十一日的非衍生金融負債的尚餘合約到期狀況。若債權人可選擇清付負債的時間，負債按本集團可能被要求還款的最早日期記賬。若負債分期償還，則各分期付款分配至本集團承諾還款的最早期間。

		Carrying amount	Total contractual undiscounted cash flows	Repayable within one year or on demand
		賬面值	合約無貼現現金流量總額	一年內或須按要求償還
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 31 December 2015	於二零一五年十二月三十一日			
Trade payables	應付貿易賬款	189,006	189,006	189,006
Other payables and accruals	其他應付款項及應計費用	31,935	31,935	31,935
Amount due to a director	應付一名董事款項	59	59	59
Total	總計	221,000	221,000	221,000
At 31 December 2014	於二零一四年十二月三十一日			
Trade payables	應付貿易賬款	210,375	210,375	210,375
Other payables and accruals	其他應付款項及應計費用	35,808	35,808	35,808
Amount due to a director	應付一名董事款項	59	59	59
Bank borrowing, secured	銀行借貸，有抵押	100,000	100,000	100,000
Total	總計	346,242	346,242	346,242

The Group considers expected cash flows from financial assets in assessing and managing liquidity risk, in particular, its cash resources and other liquid assets that readily generate cash. The Group's existing cash resources and other liquid assets significantly exceed the cash outflow requirements.

本集團於評估及管理流動資金風險時已考慮金融資產之預計現金流量，尤其是其現金資源及其他可即時產生現金的流動資產。本集團現有現金資源及其他流動資產大幅超出現金流量需求。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

38. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews and manages its capital structure to ensure optimal capital structure and shareholder returns, taking into consideration the future capital requirements of the Group, prevailing and projected capital expenditures and projected strategic investment opportunities.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Management regards total equity as capital, for capital management purpose. The amount of capital as at 31 December 2015 amounted to approximately RMB563,872,000 (2014: RMB539,198,000), in which management considers as optimal having considered the projected capital expenditures and the projected strategic investment opportunities.

39. LITIGATIONS

(a) Guangxi Yulin Store

In July 2011, the Group entered into a lease agreement with Yulin Hongyuan Real Estate Development Limited ("Yulin Hongyuan") pursuant to which the Group would lease from Yulin Hongyuan a property located at No.8 Baishiqiao Road of Yulin, Guangxi, the PRC for setting up a store (the "Yulin Store"). The Group also entered into property management agreements with a related company of Yulin Hongyuan for the Yulin Store in July 2011.

38. 資金管理

本集團資金管理目標為確保本集團持續經營業務的能力，並確保貨物及服務之定價符合風險水平以為股東提供足夠回報。

本集團積極定期檢討及管理其資金結構，以確保達致最佳資金結構及股東回報，並考慮本集團日後資金需要、現行及預計資金開支及預計策略投資機會。

為維持或調整資本結構，本集團或會調整付予股東之股息、向股東退回股本、發行新股份或出售資產以減低債務。

就資金管理而言，管理層視權益總額為資金。於二零一五年十二月三十一日的資金金額約為人民幣563,872,000元(二零一四年：人民幣539,198,000元)，管理層於考慮預計資金開支及預計策略投資機會後認為屬恰當。

39. 訴訟

(a) 廣西玉林店

於二零一一年七月，本集團與玉林市洪源房地產開發有限公司(「玉林洪源」)簽訂租賃協議。據此，本集團向玉林洪源租賃位於中國廣西省玉林市白石橋路8號的房產，用於開設中國廣西玉林店(「玉林店」)。於二零一一年七月，本集團亦與玉林洪源之一間有關聯公司簽訂玉林店之物業管理協議。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

39. LITIGATIONS (Continued)

(a) Guangxi Yulin Store (Continued)

In October 2012, the Group has commenced legal proceedings against Yulin Hongyuan and its related company as Yulin Hongyuan has breached the lease agreement for failing to hand over the property to the Group before the deadline as stipulated in the lease agreement. The Group demanded repayments of the deposits and prepaid rentals and management fees of an aggregate amount of approximately RMB4,173,000 from Yulin Hongyuan and its related company. The Group further claimed a sum of approximately RMB1,669,000, being penalty for breaching the agreements and the costs of the proceedings.

In December 2012, Yulin Hongyuan and the related company have filed counterclaims against the Group for the alleged damage of an aggregate amount of approximately RMB8,466,000 arising from the alleged improper cancellation of the agreements by the Group and the costs of the proceedings.

In July 2013, the court has announced its judgement that the Group was required to bear the alleged damage to Yulin Hongyuan with a total of approximately RMB3,510,000; Yulin Hongyuan was required to return the prepaid rent and deposit to the Group of approximately RMB1,407,000 and RMB938,000 respectively; the Group was required to bear partial court processing fee of approximately RMB25,000. In August 2013, the Group and Yulin Hongyuan have lodged appeal against the decision by the court separately.

In October 2013, the court has announced its judgement that the Group was required to bear the alleged damage to the related company of Yulin Hongyuan with a total of approximately RMB678,000; the related company of Yulin Hongyuan was required to return the prepaid management fee and deposit to the Group of approximately RMB1,097,000 and RMB731,000 respectively; the Group was required to bear the partial court processing fee of approximately RMB12,000. In December 2013, the Group has lodged appeal against the decision by the court.

39. 訴訟(續)

(a) 廣西玉林店(續)

於二零一二年十月，本集團基於玉林洪源已違反租賃協議條款未有依約將房產移交給本集團，對玉林洪源及其一間有關聯公司採取法律行動。本集團向玉林洪源及其有關聯公司追討已付按金及預付租金及管理費合計約為人民幣4,173,000元。本集團亦追討一筆約為人民幣1,669,000元之違反協議罰款及訴訟所產生的費用。

於二零一二年十二月，玉林洪源及其有關聯公司向本集團提出反索償追討一筆合計約為人民幣8,466,000元之聲稱賠償，基於本集團聲稱不正當取消若干協議及訴訟所產生的一切費用。

於二零一三年七月，法院頒佈裁決，本集團須對玉林洪源承擔合計約為人民幣3,510,000元之聲稱賠償，而玉林洪源須向本集團分別退還約人民幣1,407,000元及人民幣938,000元之預付租金及已付按金。本集團亦須承擔部分法院訟費，金額為約人民幣25,000元。於二零一三年八月，本集團及玉林洪源分別對法院的裁決提出上訴。

於二零一三年十月，法院頒佈裁決，本集團須對玉林洪源之有關聯公司承擔合計約為人民幣678,000元之聲稱賠償，而玉林洪源之有關聯公司須向本集團分別退還約人民幣1,097,000元及人民幣731,000元之預付管理費及已付按金。本集團亦須承擔部分法院訟費，金額為約人民幣12,000元。於二零一三年十二月，本集團已對法院的裁決提出上訴。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

39. LITIGATIONS (Continued)

(a) Guangxi Yulin Store (Continued)

In March 2014, the court has subsequently cancelled its previous judgements regarding the legal proceedings with Yulin Hongyuan in July 2013 as stated above and the legal proceedings will be processed again by the court.

In July 2014, the court has announced its judgement that the Group was required to bear the alleged damage to the related company of Yulin Hongyuan with a total of approximately RMB60,000; the related company of Yulin Hongyuan was required to return the prepaid management fee and deposit to the Group of approximately RMB1,097,000 and RMB731,000 respectively; the Group was required to bear the partial court processing fee of approximately RMB16,000. In August 2014, the Group has lodged application for compulsory execution of the decision by the court.

In August 2014, the court has announced its judgement that the Group was required to bear the alleged damage and rental loss compensation to Yulin Hongyuan with a total of approximately RMB1,754,000 and RMB2,815,000 respectively; Yulin Hongyuan was required to return the rental deposit to the Group of approximately RMB938,000; the Group was required to bear partial court processing fee of approximately RMB38,000. In November 2014, the Group has lodged appeal against the decision by the court.

In February 2015, the court has announced its judgement that Yulin Hongyuan was required to return the prepaid rent and deposit to the Group of approximately RMB1,407,000 and RMB938,000 respectively; Yulin Hongyuan was required to bear all court processing fee. In October 2015, Yulin Hongyuan have lodged appeal against the decision by the court but has been turned down.

39. 訴訟(續)

(a) 廣西玉林店(續)

於二零一四年三月，法院最終取消其上述於二零一三年七月與玉林洪源之法律程序之裁決，而該法律行動須由法院重新審理。

於二零一四年七月，法院頒佈裁決，本集團須對玉林洪源之有關聯公司承擔合計約為人民幣60,000元之聲稱賠償，而玉林洪源之有關聯公司須向本集團分別退還約人民幣1,097,000元及人民幣731,000元之預付管理費及已付按金。本集團亦須承擔部分法院訟費，金額為約人民幣16,000元。於二零一四年八月，本集團已申請強制執行對法院的裁決提出上訴。

於二零一四年八月，法院頒佈裁決，本集團須對玉林洪源承擔總計分別約為人民幣1,754,000元及人民幣2,815,000元之聲稱賠償及租金損失賠償，而玉林洪源須向本集團退還約人民幣938,000元之租用按金。本集團亦須承擔部分法院訟費，金額為約人民幣38,000元。於二零一四年十一月，本集團對法院的裁決提出上訴。

於二零一五年二月，法院頒佈裁決，玉林洪源須向本集團分別退還約人民幣1,407,000元及人民幣938,000元之預付租金及已付按金。玉林洪源須承擔所有法院訟費。於二零一五年十月，玉林洪源對法院的裁決提出再審申請但遭駁回。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

39. LITIGATIONS (Continued)

(a) Guangxi Yulin Store (Continued)

In October 2015, the court has cancelled its previous judgements regarding the legal proceedings with the related company of Yulin Hongyuan in October 2013 and July 2014 as stated above respectively and the legal proceedings will be processed again by the court.

The directors are of the view that the counterclaims of alleged damage granted by the court of approximately RMB60,000 to the related company of Yulin Hongyuan is groundless on the basis of the legal opinion obtained from the Group's legal advisor. Therefore, no provision for the counterclaims of approximately RMB60,000 was made as at 31 December 2015. Furthermore, the directors are of the view that adequate provision for legal fees in relation to the proceedings has been made as at 31 December 2015.

(b) Yunnan Kunming Store

In October 2011, the Group entered into a lease agreement with Yunnan Zhenwan Corporate Management Limited ("Yunnan Zhenwan") pursuant to which the Group would lease from Yunnan Zhenwan a property located at Laohaigeng Road of Xisan District, Kunming, Yunnan, the PRC for setting up a store.

In December 2012, the Group has commenced legal proceedings against Yunnan Zhenwan and two related companies as they failed to hand over the property in condition stipulated in the agreement to the Group before the deadline as stipulated in the agreement. The Group demanded repayments of the deposit paid of approximately RMB529,000 and further claimed a sum of approximately RMB7,784,000 for damage of economic loss arising from the breach of the agreement and the costs of the proceedings.

In February 2013, Yunnan Zhenwan and its related companies have filed counterclaim against the Group for the alleged damage of approximately RMB2,239,000 arising from the alleged improper cancellation of the agreement by the Group and the costs of the proceedings.

39. 訴訟(續)

(a) 廣西玉林店(續)

於二零一五年十月，法院分別取消其上述於二零一三年十月及二零一四年七月之裁決，而該法律行動須由法院重新審理。

基於集團法律顧問提供之法律意見，董事認為法院作出之反索償金額約人民幣60,000元是沒有依據。因此，截至二零一五年十二月三十一日止並無對約人民幣60,000元之反索償作出撥備。此外，董事認為於二零一五年十二月三十一日，已對該訴訟作足夠之法律訴訟費之預提準備。

(b) 雲南昆明店

於二零一一年十月，本集團與雲南臻萬企業管理有限公司(「雲南臻萬」)簽訂租賃協議。據此，本集團向雲南臻萬租賃位於中國雲南省昆明市西山區老海埂路的房產，用於開設中國雲南省昆明店。

於二零一二年十二月，本集團基於雲南臻萬及其兩間有關聯公司已違反協議條款而未有依約將指定情況之房產移交給本集團。本集團追討歸還已付按金約為人民幣529,000元給本集團，並追討一筆約為人民幣7,784,000元之違反協議而產生之經濟損失賠償及訴訟所產生的費用。

於二零一三年二月，雲南臻萬及其有關聯公司向本集團提出反索償追討約為人民幣2,239,000元之聲稱賠償，基於本集團聲稱不正當取消若干協議及訴訟所產生的一切費用。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

39. LITIGATIONS (Continued)

(b) Yunnan Kunming Store (Continued)

In November 2013, the court has announced its judgement that Yunnan Zhenwan and its related companies were required to refund the rental deposit of approximately RMB529,000, and compensate the Group for the decoration fee on leasehold improvement of approximately RMB1,106,000 plus a refund of decoration deposit of approximately RMB30,000. On the other hand, the Group was required to compensate Yunnan Zhenwan and its related companies for the amount of approximately RMB61,000.

In June 2014, the Group received the refund of rental deposit of approximately RMB529,000, decoration deposit of approximately RMB30,000 and the compensation from Yunnan Zhenwan and its related companies of approximately RMB1,106,000 and recognised the compensation as other income for the year ended 31 December 2014.

(c) Shatoujiao Store

In April 2005, the Group entered into a lease agreement with Shenzhen Rongjin Industrial Group Limited ("Shenzhen Rongjin") pursuant to which the Group would lease from Shenzhen Rongjin a property located at Shayan Road, Yantian District, Shenzhen, the PRC for the operation of a store (the "Shatoujiao Store"). In June 2011, the Group entered into another lease agreement with McDonald's Restaurants (Shenzhen) Limited ("McDonald's") to sub-lease part of its store.

In July 2013, the Group sent a letter to inform Shenzhen Rongjin and McDonald's regarding its early termination of the lease agreements effective in October 2013.

39. 訴訟(續)

(b) 雲南昆明店(續)

於二零一三年十一月，法院頒佈裁決，須對雲南臻萬及其有關聯公司須退還約人民幣529,000元之租賃按金，以及向本集團賠償租賃物業裝修之裝修費約人民幣1,106,000元，另退還約人民幣30,000元之裝修費。另一方面，本集團須對雲南臻萬及其有關聯公司賠償金額約人民幣61,000元。

於二零一四年六月，本集團獲得租金按金退款約人民幣529,000元、裝修按金約人民幣30,000元及雲南臻萬及其有關聯公司之賠償約人民幣1,106,000元，賠償已於截至二零一四年十二月三十一日止年度確認為其他收入。

(c) 沙頭角店

於二零零五年四月，本集團與深圳市榮津實業集團有限公司(「深圳榮津」)訂立租賃協議，據此，本集團將向深圳榮津租用位於中國深圳鹽田區沙鹽路的物業，以經營店舖(「沙頭角店」)。於二零一一年六月，本集團與麥當奴餐廳(深圳)有限公司(「麥當奴」)訂立另一份協議，以分租其部分店舖。

於二零一三年七月，本集團去信通知深圳榮津及麥當奴有關其提早終止租賃協議，並由二零一三年十月生效。



Notes to the Financial Statements (Continued)

財務報表附註(續)

For the year ended 31 December 2015
截至二零一五年十二月三十一日止年度

39. LITIGATIONS (Continued)

(c) Shatoujiao Store (Continued)

In October 2013, McDonald's has commenced legal proceeding against the Group for its early termination of the lease agreement. The Group had reached a settlement agreement with McDonald's for which Shenzhen Rongjin is willing to lease the property directly to McDonald's which is currently occupied by McDonald's provided that the Group is willing to pay a total of RMB2 million to Shenzhen Rongjin as a compensation. The Group paid RMB2 million to Shenzhen Rongjin in November 2013.

In December 2013, Shenzhen Rongjin has commenced legal proceedings against the Group for its early termination of the lease agreement. Shenzhen Rongjin demanded the forfeiture of the rental deposits of approximately RMB1,222,100 paid by the Group to Shenzhen Rongjin and further claimed the Group for the compensation of approximately RMB66,505,000.

In May 2014, the Group had reached a settlement agreement ("Settlement Agreement") with Shenzhen Rongjin. Pursuant to the Settlement Agreement, the Group and Shenzhen Rongjin mutually agreed to early terminate the lease agreement immediately after signing the Settlement Agreement, and the Group made a cash compensation ("Cash Compensation") in a total of approximately RMB12,000,000 to Shenzhen Rongjin. The rental deposits of RMB1,222,100 paid by the Group was set off against the Cash Compensation. The Group and Shenzhen Rongjin withdrew the legal proceedings accordingly for the year ended 31 December 2014. Provision of compensation of approximately RMB3,000,000 had been recognised for the year ended 31 December 2013, an amount of approximately remaining RMB9,000,000 of compensation had been recorded and included in other operating expenses during the year ended 31 December 2014.

39. 訴訟(續)

(c) 沙頭角店(續)

於二零一三年十月麥當奴已就本集團提早終止該租賃協議，向本集團提出法律訴訟。本集團已與麥當奴達成和解協議，據此，深圳榮津願意直接向麥當奴出租物業(該物業目前由麥當奴佔用)，惟前提是本集團願意向深圳榮津支付總額人民幣2,000,000元，作為補償。本集團已於二零一三年十一月向深圳榮津支付人民幣2,000,000元。

於二零一三年十二月，深圳榮津已就本集團提早終止租賃協議，向本集團提出法律訴訟。深圳榮津要求沒收本集團向深圳榮津支付的租金按金約人民幣1,222,100元，並進一步向本集團追討約人民幣66,505,000元的補償。

於二零一四年五月，本集團與深圳榮津達成和解協議(「和解協議」)。根據和解協議，本集團與深圳榮津雙方協定於緊隨簽署和解協議後提早終止租賃協議，而本集團已向深圳榮津支付現金賠償(「現金賠償」)合共約人民幣12,000,000元。本集團支付之租金按金人民幣1,222,100元已與現金賠償抵銷。本集團與深圳榮津截至二零一四年十二月三十一日止年度據此撤銷法律程序。賠償撥備約人民幣3,000,000元已截至二零一三年十二月三十一日止年度確認，餘額約人民幣9,000,000元之賠償已予記錄及計入截至二零一四年十二月三十一日止年度之其他經營開支。



FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2011	2012	2013	2014	2015
		二零一一年	二零一二年	二零一三年	二零一四年	二零一五年
		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
Revenue	收入	783,773	835,354	846,155	821,249	839,674
Cost of inventories sold	已售存貨成本	(532,285)	(565,700)	(563,690)	(556,965)	(579,767)
Other operating income	其他經營收入	251,488	269,654	282,465	264,284	259,907
Increase in fair value of investment properties	投資物業 公平值增加	92,469	70,377	62,325	74,949	66,169
Selling and distribution costs	銷售及分銷成本	–	31,450	10,000	7,000	3,100
Administrative expenses	行政開支	(230,954)	(231,341)	(233,248)	(213,675)	(214,561)
Other operating expenses	其他經營開支	(31,727)	(38,052)	(39,177)	(42,222)	(43,887)
Finance cost	財務成本	(3,827)	(3,036)	(11,772)	(10,317)	(5,237)
Share of loss of an associate	應佔聯營公司虧損	–	(1,114)	(3,707)	(1,238)	(13)
		–	–	–	(2,009)	(1,475)
Profit before income tax	除所得稅前溢利	77,449	97,938	66,886	76,772	64,003
Income tax expense	所得稅開支	(18,962)	(25,650)	(21,508)	(18,116)	(18,414)
Profit/(loss) attributable to:	以下人士應佔利潤/ (虧損):					
– Owners of the Company	– 母公司權益持有人	58,487	72,288	45,378	58,656	45,560
– Non-controlling interest	– 非控股股東權益	–	–	–	–	(11)
		58,487	72,288	45,378	58,656	45,589
Dividends	股息	29,257	29,258	20,854	21,165	13,176
Earnings per share	每股盈利	RMB人民幣	RMB人民幣	RMB人民幣	RMB人民幣	RMB人民幣
– Basic	– 基本	5.64 cents分	6.97 cents分	4.37 cents分	5.65 cents分	4.40 cents分
– Diluted	– 攤薄	RMB人民幣	RMB人民幣	RMB人民幣	RMB人民幣	RMB人民幣
		5.64 cents分	6.97 cents分	4.37 cents分	5.65 cents分	4.40 cents分



Five-Year Financial Summary (Continued)
五年財務概要(續)

ASSETS AND LIABILITIES

資產及負債

		As at 31 December 於十二月三十一日				
		2011	2012	2013	2014	2015
		二零一一年	二零一二年	二零一三年	二零一四年	二零一五年
		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
Total assets	總資產	726,642	931,755	906,511	930,596	835,790
Total liabilities	總負債	(284,828)	(446,910)	(405,546)	(391,398)	(271,918)
Net assets	資產淨值	441,814	484,845	500,965	539,198	563,872

Note:

附註：

- The results for year ended 31 December 2015, and the assets and liabilities as at 31 December 2015 have been extracted from the audited consolidated statement of comprehensive income and audited consolidated statement of financial position as set out on pages 56 and 58 respectively, of the financial statements.

- 截至二零一五年十二月三十一日止年度的業績，以及於二零一五年十二月三十一日的資產及負債分別摘自財務報表第56頁及第58頁的經審核綜合全面收益表及經審核綜合財務狀況表。



香港地址：香港九龍尖沙咀廣東道5號海港城海洋中心7樓715室
電話：(00852) 3620 2368

Hong Kong Address: Suite 715, 7/F, Ocean Centre, Harbour City,
5 Canton Road, Tsimshatsui, Kowloon
Tel: (00852) 3620 2368

www.szbjh.com