



# ANNUAL REPORT 2015



**Grand Concord  
International Holdings Limited  
廣豪國際控股有限公司**

(Incorporated in the British Virgin Islands with limited liability)

Stock Code: 844



# ANNUAL REPORT 2015

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# CORPORATE INFORMATION

## EXECUTIVE DIRECTORS

Mr. Wong Kin Ling  
Madam Hung Kin  
Mr. Wang Shao Hua  
Mr. Feng Yongming  
(appointed with effect from 30 April 2015)

## NON-EXECUTIVE DIRECTOR

Mr. Wei Jin Long  
(redesignated with effect from 23 June 2015)

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wang Jin Tang  
Ms. Tay Sheve Li  
Dr. Chan Ah Pun

## AUTHORISED REPRESENTATIVES

Mr. Wong Kin Ling  
Madam Hung Kin

## AUDIT COMMITTEE

Ms. Tay Sheve Li (*Chairman*)  
Mr. Wang Jin Tang  
Dr. Chan Ah Pun

## REMUNERATION COMMITTEE

Mr. Wang Jin Tang (*Chairman*)  
Mr. Wong Kin Ling  
Ms. Tay Sheve Li  
Dr. Chan Ah Pun

## NOMINATION COMMITTEE

Dr. Chan Ah Pun (*Chairman*)  
Mr. Wong Kin Ling  
Ms. Tay Sheve Li

## COMPANY SECRETARY

Mr. Lee Yin Sing, *CPA*

## AUDITOR

SHINEWING (HK) CPA Limited

## LEGAL ADVISER

*As to Hong Kong law:*  
Minter Ellison

## REGISTERED OFFICE

P.O. Box 3340  
Road Town  
Tortola  
British Virgin Islands

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit B, 15/F, 78 Hung To Road  
Kwun Tong  
Kowloon  
Hong Kong

## PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 102 Renmin Dong Road  
Zhucheng City  
Shandong Province  
The PRC

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE BVI

Tricor Services (BVI) Limited  
P.O. Box 3340, Road Town, Tortola  
British Virgin 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

## PRINCIPAL BANKER

Industrial and Commercial Bank of China,  
Zhucheng sub-branch  
The Hongkong and Shanghai Banking  
Corporation Limited

## LISTING INFORMATION

Place of listing: Main Board of  
The Stock Exchange of Hong Kong Limited  
Stock Code: 844

## COMPANY'S WEBSITE

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

# FINANCIAL HIGHLIGHTS

## KEY FINANCIAL INFORMATION FOR THE LAST FIVE YEARS

	For the year ended 31 December/As at 31 December				
	2015 RMB'000	2014 RMB'000	2013 RMB'000	2012 RMB'000	2011 RMB'000
<b>Key Financial Information</b>					
Revenue	<b>389,317</b>	453,476	543,788	475,764	416,547
Gross profit	<b>75,179</b>	111,497	121,782	116,091	127,506
(Loss) profit before tax	<b>(1,915)</b>	41,527	44,358	53,671	49,036
(Loss) profit for the year	<b>(6,954)</b>	25,671	24,375	35,490	29,184
Total comprehensive (expense) income for the year	<b>(7,461)</b>	25,666	22,994	35,347	29,324
Non-current assets	<b>226,787</b>	237,183	218,868	177,562	145,798
Current assets	<b>258,097</b>	216,206	186,477	155,369	188,405
Current liabilities	<b>183,698</b>	183,353	155,977	101,048	131,667
Net current assets (liabilities)	<b>74,399</b>	32,853	30,500	54,321	56,738
Total assets	<b>484,884</b>	453,389	405,345	332,931	334,203
Total assets less current liabilities	<b>301,186</b>	270,036	249,368	231,883	202,536
Total equity	<b>300,614</b>	270,036	244,370	231,883	196,536
Cash and cash equivalents	<b>76,175</b>	51,925	30,949	24,134	63,744
<b>Key Financial Ratios</b>					
Gross profit margin	<b>19.3%</b>	24.6%	22.4%	24.4%	30.6%
Net profit margin	<b>–</b>	5.7%	4.5%	7.5%	7.0%
Gearing ratio <sup>(1)</sup>	<b>21.0%</b>	19.5%	18.0%	9.5%	20.5%
Current ratio	<b>1.4</b>	1.2	1.2	1.5	1.4
Trade receivables turnover days	<b>76</b>	61	45	38	39
Inventory turnover days	<b>66</b>	63	48	56	72

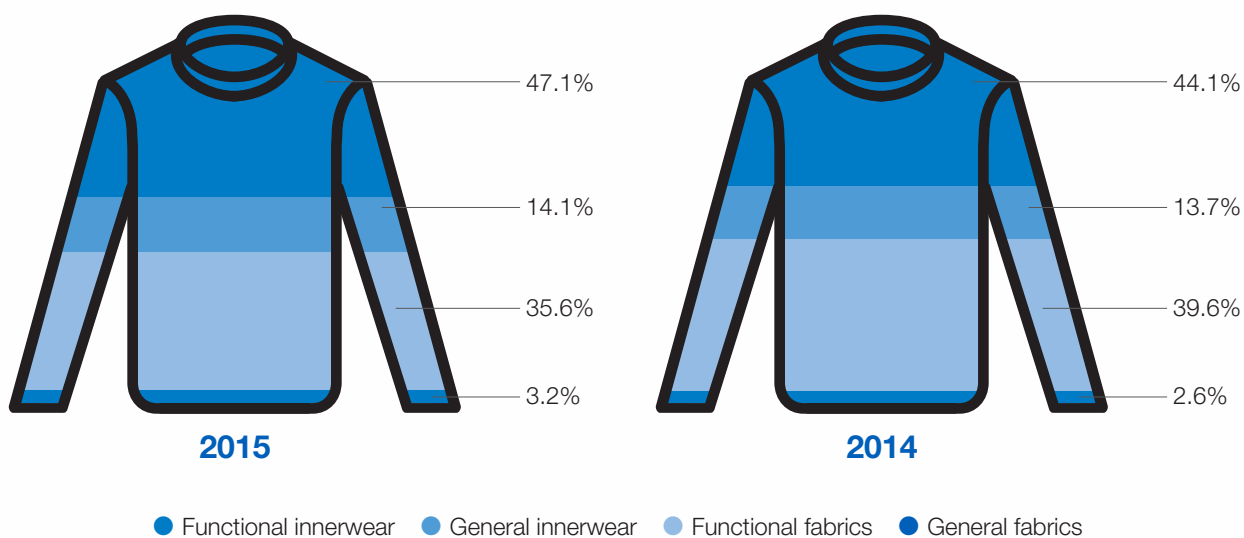
Note:

1. Gearing ratio represents the ratio between total borrowings and total assets.

## FINANCIAL HIGHLIGHTS

### REVENUE OF THE GROUP ANALYSED BY PRODUCT CATEGORIES

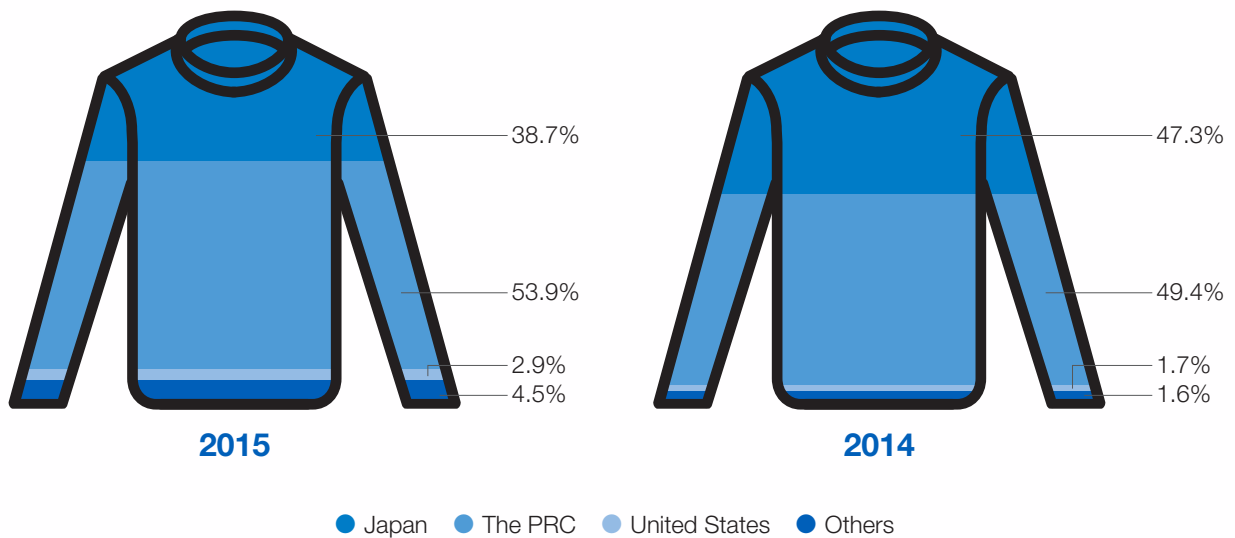
	For the year ended 31 December			
	2015		2014	
	RMB'000		RMB'000	
<b>Revenue of the Group by products</b>				
<b>Fabrics products</b>				
General fabrics	12,609	3.2%	11,626	2.6%
Functional fabrics	138,442	35.6%	179,545	39.6%
Sub-total	151,051	38.8%	191,171	42.2%
<b>Innerwear products</b>				
General innerwear	54,865	14.1%	62,239	13.7%
Functional innerwear	183,401	47.1%	200,066	44.1%
Sub-total	238,266	61.2%	262,305	57.8%
Total	389,317	100%	453,476	100%



## FINANCIAL HIGHLIGHTS

### REVENUE OF THE GROUP ANALYSED BY REGIONAL DISTRIBUTION

	For the year ended 31 December			
	2015		2014	
	RMB'000		RMB'000	
<b>Revenue of the Group by regional distribution</b>				
Japan	150,637	38.7%	214,684	47.3%
The PRC	209,942	53.9%	223,949	49.4%
United States	11,450	2.9%	7,722	1.7%
Others	17,288	4.5%	7,121	1.6%
<b>Total</b>	<b>389,317</b>	<b>100%</b>	<b>453,476</b>	<b>100%</b>



# CHAIRMAN'S STATEMENT

## Dear shareholders,

On behalf of the board (the "Board") of directors (the "Directors") of Grand Concord International Holdings Limited (the "Company", hereinafter together with its subsidiaries referred to as the "Group"), I would like to present to all shareholders the audited consolidated results of the Group for the year ended 31 December 2015 (the "year under review").

In 2015, the global economy went through profound adjustment. On the one hand, the overall economic recovery of developed countries remained unstable. The economies in the Eurozone and Japan's economy remained in difficulties. On the other hand, the economic growth of the emerging economies, especially that of China and India, began to slow down, thus dragging down the global economy. Being affected by factors such as weak global demand, exchange rate fluctuation and adjustment to the global industry chain and the economic structure, 2015 saw the largest decline in international trade since the financial crisis of 2008. During the year under review, the Group recorded a turnover of approximately RMB389.3 million, representing a decrease of approximately 14.1% as compared with RMB453.5 million for 2014. The profit attributable to shareholders of the Company decreased by approximately RMB32.6 million to a loss of RMB7.0 million. Gross profit decreased by 32.6% to approximately RMB75.2 million (2014: approximately RMB111.5 million). Gross profit margin decreased by approximately 5.3 percentage points to 19.3%. The turnover of knitted fabrics decreased by 21.0% to RMB151.1 million (2014: RMB191.2 million) and the turnover of innerwear products decreased by 9.2% to RMB238.3 million (2014: RMB262.3 million). Excluding the non-cash charge of approximately RMB11.2 million of changes in fair value in respect of convertible bonds, the Group achieved net profit from operations of RMB4.3 million despite the challenging operating environment in 2015.

In 2015, China's economy entered into the "new normal", shifting from high growth to mid-to-high growth. After the financial crisis of 2008, the demand from the global economy slowed down, forcing various industries, especially the manufacturing industry and exporters to go through significant transformations and industrial structure upgrades. In 2015, China's economy grew by 6.9%, representing a decrease of 0.4 percentage point as compared to last year, and demonstrating the gradually emerging effect of the change in the economic growth rate. Meanwhile, the domestic statistics showed that the slowdown in the growth of imports and exports of China in 2015 coincided with China's ballooning trade surplus and higher market share in exports. This is an important indication for us as a fabric producer and exporter in terms of operational direction.

## CHAIRMAN'S STATEMENT

In 2015, the Group continued to operate in a low-profile and dutiful manner. During the year under review, although the operating environment was extremely challenging, we made every effort to adjust our development pace and allocate our resources against the adverse environment by paying attention to the existing businesses. We continued to optimize our customer mix by focusing on the Japanese and European markets where the economies were stable, thus successfully counterbalancing the decrease in sales and price, and, in turn, the gross profit risk. Meanwhile, we temporarily delayed investment in production equipment and research and development so as to retain capital and more financial flexibility to respond to market changes. Fortunately, the Group continued to obtain support in the capital market and successfully issued convertible bonds with a principal amount of HK\$50 million, which provided another support for our operations. As management witnessed the downward economic pressure in China, during the year under review, we started to proactively explore the possibility of moving part of our production lines to Southeast Asia where costs were lower. On 3 November 2015, the Group successfully acquired the entire equity interest in Win Glory International Manufacturing Company Limited which was established in Myanmar and operates a production plant with a gross floor area of approximately 2,000 square meters. We consider that this move will help the Group to control cost effectively, and is also an important step towards enhancing sustainable profitability.

Looking forward, we firmly believe that China will continue to be an emerging economy with relatively rapid growth. As the Chinese government actively launches economic stimuli, including spurring the supply-side economy, the objective of the "Thirteenth Five-Year Plan" to stimulate the economy and "One Belt, One Road" and closer economic ties with surrounding regions, we expect that the macro economy will gradually stabilise as a whole, thus enabling the development of various industries return to normal. We will continue to be better prepared for the upcoming growth in demand for functional fabrics and functional innerwear products. We will timely strengthen innovation and design capabilities to manufacture quality and diversified products, reinforce long-term and close business relationships with customers in their leading brands, and constantly identify new business opportunities. By virtue of the Group's expertise in the fabrics industry, extensive and solid customer base, and renowned quality in the industry, we believe that our business will grow again when the market and the industry conditions return to normal, and achieve healthy growth, thus bringing higher and desirable returns to our shareholders, staff and partners.

On behalf of the Board, I hereby express my heartfelt thanks to the management and staff of the Group for the tremendous efforts they have made over the past year. In the meantime, I appreciate the trust and support from all shareholders and members of the Board to the Group, and, in the coming years, we are committed to develop business and to bring better returns to our shareholders.

**Wong Kin Ling**

*Chairman*

Hong Kong, 24 March 2016



# MANAGEMENT DISCUSSION AND ANALYSIS

## INDUSTRY OVERVIEW

Looking back at 2015, Mainland China's economy exhibited more "New Normal" characteristics. Mainland China's economic growth continued to slow down with GDP growth at 6.9%, the lowest growth in the last 25 years. The manufacturing industry, which relies on, among other things, domestic demand and exports, continued to languish in the shadow of the economic slowdown, leading to lower sales and profit. The operating environment suffered continuously under the heavy downward pressure on the macro economy. Meanwhile, the global economy remained weak. The currency exchange rate continuously declined, and the speed of recovery did not meet expectations, especially as the major economies, such as the Eurozone and Russia, underwent a prolonged and slow recovery, the demand for bulk commodities from various countries decreased, and, in turn, the end users of the textile and garment industry lost its growth momentum. To sum up, China's textile and apparel exports amounted to US\$283.8 billion, representing a year-on-year reduction of 4.9%, which represented a quicker reduction than that of China's foreign trade exports of 1.4% in 2015.

Although the Group has established a leading position in the functional fabrics and functional innerwear market, it still suffered from both domestic and external market factors, and the business performance was unsatisfactory as it was affected by severe market circumstances. During the year under review, the fierce and continuous competition for domestic resources led to an incessant rise in production costs, including labour costs and raw material prices, which intensified challenging business environment. In addition, the excess production capacity of the industry from weak exports and insufficient domestic demand in turn led enterprises to cut prices and hence gross profits of textile products for survival, which imposed unprecedented obstacles for the development of the industry.

## BUSINESS REVIEW

The Group is a vertically integrated manufacturer of functional fabrics and innerwear products. The Group's functional fabrics are mainly supplied to many famous brands in the world. The Group is also an OEM innerwear supplier for numerous major international clothing brands. Being affected by various domestic and external factors, the overall operating performance of the Group during the year under review was not satisfactory. Total turnover dropped by approximately 14.1% to approximately RMB389.3 million resulting in a loss for the year amounted to approximately RMB7.0 million (Profit for the year ended 31 December 2014 was approximately RMB25.7 million). During the year under review, the revenue from functional fabrics and functional innerwear was approximately RMB138.4 million and RMB183.4 million respectively. As a well-established innerwear products and knitted fabrics manufacturer, the Group is recognised and supported by the capital markets. During the year under review, the Group successfully completed the issue of convertible bonds in the aggregate principal amount of HK\$50 million at a coupon rate of 6% per annum (the "**Convertible Bonds**") in May 2015. The net proceeds amounting to approximately HK\$45.5 million were intended to be used as the Group's general working capital. The capital raised from the issue of the Convertible Bonds greatly enhanced the liquidity of the Group and was an important support for the Group's future development.

The Convertible Bonds represent a combined financial instrument containing two components: (i) a bond liability and (ii) an embedded derivative representing a conversion option in foreign currency. In accordance with HKFRS, a bond liability of approximately RMB39.3 million was recognised and the liability under the embedded conversion option of approximately RMB14.5 million was recognised at the initial recognition date.

## MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2015, the bond liability and the liability under the embedded conversion option were approximately RMB4.4 million and RMB0.1 million, respectively and the Group recognised a loss of approximately RMB11.2 million on changes in fair value in respect of the Convertible Bonds for the year ended 31 December 2015 (2014: Nil).

The Directors nevertheless believe that the HKFRS accounting treatment of the conversion option of the Convertible Bonds does not change the expected outflow of resources under the conversion rights. The conversion option, whether exercised or expired, will not result in cash outflow of the Group. Additionally, the accounting treatment of the conversion option requires that changes in fair value of the embedded instrument be recognised in the consolidated statement of profit or loss and other comprehensive income. The price and volatility of the Company's share have significant impact on fair value of the embedded derivative. In the event that the share price performs well, the liability under the conversion option will increase and result in losses in the consolidated statement of profit or loss. Changes in fair value may be material in comparison to the Group's net loss or profit and may cause distortions in the consolidated statement of profit or loss and other comprehensive income.

In order to enhance the sustainability of its profitability in the long run, the Group also continued to restructure its existing customer base during the year under review. In addition to cutting back on most of the orders with a low gross margin from customers in the US in the previous year, the Group also reasonably adjusted the share of revenue from various markets based on the consumption power of each market. As the Group expected that China would still be restricted by downward pressures such as economic slowdown and currency depreciation in the short run, the Group flexibly scaled down the importance of the Chinese market, and reallocated its resources to Europe, America and Japan where the economies were relatively stable so as to maintain the ordinary growth of the businesses and to proactively build a customer base of higher quality. The Group is also looking forward to marketing quality functional fabrics and innerwear products in new markets, which would strengthen the Group's business foundation and maintain a reasonable gross margin.

In the face of the challenging markets, the Group adjusted the pace of development to retain its strength and capital flexibility. During the year under review, the Group reduced its investment in domestic plants and production capacity based on China's current economic situation. Meanwhile, as the Group foresaw more economic and trade integration in Southeast Asia, it proactively sought appropriate investment opportunities for production plants in those regions in order to hedge against the increasing labour and other costs in China, and to attract more quality and diversified customers. In November 2015, the Group took its first step to implement its expansion into other countries, and successfully acquired the entire equity interest in Win Glory International Manufacturing Company Limited ("**Win Glory**"), which was established in Myanmar and has a production plant of gross floor area of approximately 2,000 square meters with an annual production capacity of approximately 2.4 million pieces, thus laying a solid foundation for the Group to expand its production and business in Myanmar in the near future.

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

#### Revenue

The following table sets forth a breakdown of the Group's revenue by knitted fabrics and innerwear products and as a percentage of the Group's total revenue for the year ended 31 December 2015, with corresponding comparative figures for the year ended 31 December 2014:

	Year ended 31 December			
	2015 RMB'000	2015 %	2014 RMB'000	2014 %
<b>Knitted fabrics</b>				
General fabrics	12,609	3.2	11,626	2.6
Functional fabrics	138,442	35.6	179,545	39.6
Sub-total	151,051	38.8	191,171	42.2
<b>Innerwear products</b>				
General innerwear	54,865	14.1	62,239	13.7
Functional innerwear	183,401	47.1	200,066	44.1
Sub-total	238,266	61.2	262,305	57.8
Total	389,317	100.0	453,476	100.0

For the year ended 31 December 2015, the Group recorded a revenue of approximately RMB389.3 million (2014: RMB453.5 million), representing a decrease of approximately RMB64.2 million, or approximately 14.2%. The sales volume of general fabrics, functional fabrics, general innerwear and functional innerwear for the year ended 31 December 2015 were approximately 300 tons, 1,845 tons, 4.4 million pieces and 12.6 million pieces respectively (2014: approximately 273 tons, 2,139 tons, 4.4 million pieces and 12.2 million pieces respectively). The decrease of revenue was mainly due to the decrease in sales of functional innerwear and functional fabrics products from approximately RMB200.1 million and RMB179.5 million in 2014 to approximately RMB183.4 million and RMB138.4 million, respectively in 2015.

Sales of knitted fabrics amounted to approximately RMB151.1 million (2014: RMB191.2 million) representing approximately 38.8% (2014: 42.2%) of the total revenue for the year ended 31 December 2015. The decrease in sales of knitted fabrics was mainly due to the slowdown in economic growth in China. The sales volume and sales of functional knitted fabrics decreased by approximately 13.7% and 22.9% to approximately 1,845 tons and RMB138.4 million, respectively, for the year ended 31 December 2015 (2014: 2,139 tons and RMB179.5 million, respectively). The knitted fabrics products were mainly distributed to the branded customers in China. Facing a relatively sluggish demand, the Group had to lower the unit selling price of the functional knitted fabrics. Due to the decrease in sales volume and unit selling price of functional knitted fabrics products, the overall sales of knitted fabrics decreased by approximately 21.0% from approximately RMB191.2 million to RMB151.1 million.

## MANAGEMENT DISCUSSION AND ANALYSIS

Sales of innerwear products amounted to approximately RMB238.3 million (2014: RMB262.3 million), representing approximately 61.2% (2014: 57.8%) of the total revenue for the year ended 31 December 2015. The decrease in sales of innerwear products in the amount of approximately RMB24.0 million, or approximately 9.1%, for the year ended 31 December 2015 was mainly due to the decrease in unit selling price of innerwear product in 2015. The sales of general innerwear and functional innerwear decreased from RMB62.2 million and RMB200.1 million, respectively in 2014, to RMB54.9 million and RMB183.4 million, respectively in 2015. Meanwhile, the sales volume of general innerwear and functional innerwear maintained at 4.4 million pieces and slightly increased to 12.6 million pieces, respectively for the year ended 31 December 2015 (2014: general innerwear: 4.4 million pieces; functional innerwear: 12.2 million pieces). The main reason for the decrease in the unit selling price of innerwear products was the stagnant economic situation in Japan. Japanese market was the largest sales channel of the Group's functional innerwear products. In view of the economic situation in Japan, the Group lowered the unit selling price of its products so as to maintain its relationship with the customers.

### Cost of sales

Cost of sales decreased by approximately 8.2% from approximately RMB342.0 million for the year ended 31 December 2014 to approximately RMB314.1 million for the corresponding year ended in 2015. The average unit production costs of innerwear products and knitted fabrics products of the Group for the year ended 31 December 2015 were similar to those over the same period in 2014. The decrease in overall cost of sales was mainly due to the decrease in sales volume of the knitted fabrics products.

### Gross profit and gross profit margin

Gross profit decreased by approximately RMB36.3 million, or approximately 32.6%, from approximately RMB111.5 million for the year ended 31 December 2014 to approximately RMB75.2 million for the corresponding year ended in 2015. The Group's gross profit margin decrease from approximately 24.6% for the year ended 31 December 2014 to approximately 19.3% for the corresponding year ended in 2015 mainly due to the decrease in the unit selling price of the Group's products.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Group's gross profit and gross profit margins by products for the year ended 31 December 2015, with corresponding comparative figures for the year ended 31 December 2014 are as follows:

	Year ended 31 December			
	2015 Gross profit RMB'000	2015 Gross profit margins %	2014 Gross profit RMB'000	2014 Gross profit margins %
<b>Knitted fabrics</b>				
General fabrics	1,206	9.6	1,215	10.5
Functional fabrics	23,845	17.2	42,863	23.9
Sub-total	25,051		44,078	
<b>Innerwear products</b>				
General innerwear	5,944	10.8	6,940	11.2
Functional innerwear	44,184	24.1	60,479	30.2
Sub-total	50,128		67,419	
Total	75,179	19.3	111,497	24.6

### Other income and other gains

Other income and other gains amounted to approximately RMB6.9 million (2014: RMB2.3 million) for the year ended 31 December 2015 which were mainly exchange gain, interest income, sample sales income and sales of scrap materials. The increase in other income and other gains was mainly due to the gain in exchange difference derived from the depreciation of the RMB in 2015 of approximately 4.4 million (2014: RMB0.3 million).

### Change in fair value in respect of the Convertible Bonds

On 20 May 2015, the Group issued the Convertible Bonds in the aggregate principal amount of HK\$50 million. The Convertible Bonds was a combined financial instrument containing two components: (i) a bond liability and (ii) an embedded derivative representing a conversion option in foreign currency. In accordance with HKFRS, a bond liability of approximately RMB36.7 million (net of transaction costs of approximately RMB2.6 million) was recognised and the liability under the embedded conversion option of approximately RMB14.5 million was recognised at the initial recognition date.

As at 31 December 2015, the bond liability and the liability under the embedded conversion option were approximately RMB4.4 million and RMB0.1 million, respectively and we recognised a loss of approximately RMB11.2 million on changes in fair value of the derivative financial instrument for the year ended 31 December 2015 (2014: Nil).

## MANAGEMENT DISCUSSION AND ANALYSIS

The change in fair value in respect of the Convertible Bonds does not result in any cash outflow or outflow of resources of the Group. Change in fair value may be material in comparison to the Group's net loss or profit and may cause distortions in the consolidated statement of profit or loss and other comprehensive income.

### Selling and distribution expenses

Selling and distribution expenses decreased by approximately RMB0.3 million to approximately RMB11.0 million (2014: RMB11.3 million) for the year ended 31 December 2015. Selling expenses mainly consisted of transportation expenses, salaries and commission to the sales staff. Although the sales of the Group decreased, the selling expenses for the year ended 31 December 2015 was similar as those incurred in 2014 as the sales volume to the overseas customers in 2015 was similar to that of 2014. Furthermore, additional selling expenses were incurred for the sales to newly developed customers in Europe.

### Administrative expenses

Administrative expenses remained at approximately RMB56.4 million (2014: RMB56.3 million) for the year ended 31 December 2015. The management made efforts to reduce the administrative expenses of the Group. For the year ended 31 December 2015, a transaction cost of approximately RMB1.0 million was incurred due to the issue of the Convertible Bonds. Excluding the above expenses, the administrative expenses of the group decreased by 1.8% as compared to those for the year ended 31 December 2014.

### Finance costs

Finance costs increased to approximately RMB5.4 million (2014: RMB4.7 million) for the year ended 31 December 2015 primarily due to the Group's increase in average bank borrowing during the year ended 31 December 2015.

### (Loss) profit before tax

The Group's loss before tax was approximately RMB1.9 million (2014: profit before tax RMB41.5 million) for the year ended 31 December 2015 primarily due to the decrease in revenue and gross profit as a result of decrease in unit selling price, as well as the change in fair value of derivative component of the Convertible Bonds as mentioned above.

### Income tax expenses

Income tax expenses decreased to approximately RMB5.0 million (2014: RMB15.9 million) for the year ended 31 December 2015. The Group's effective tax rate for the year ended 31 December 2015 was approximately negative 263%, as compared to approximately 38.2% for the corresponding year in 2014. The decrease in effective tax rate was due to the decrease in unrecognised tax losses in the Group's subsidiaries for the year ended 31 December 2015 when compared to the year ended 31 December 2014.

## MANAGEMENT DISCUSSION AND ANALYSIS

### **(Loss) profit for the year and profit margin**

The Group's profit for the year decreased by approximately RMB32.7 million, from approximately RMB25.7 million for the year ended 31 December 2014 to a loss of approximately RMB7.0 million for the corresponding year in 2015. The decrease in the profit was mainly due to the decrease in gross profit of approximately RMB36.3 million, increase in change in fair value of derivative component of the Convertible Bonds of approximately RMB11.2 million for the year ended 31 December 2015 as mentioned in the above paragraphs.

### **Inventories**

The inventory balances increased to approximately RMB58.4 million as at 31 December 2015 (2014: RMB54.4 million).

The average inventory turnover days increased to approximately 66 days (2014: 63 days) for the year ended 31 December 2015.

### **Trade and bills receivables**

Trade receivables increased to approximately RMB82.3 million (2014: RMB80.5 million) as at 31 December 2015.

The average trade receivables turnover days increased to approximately 76 days (2014: 61 days) for the year ended 31 December 2015 as the sales portion to domestic customers, which are usually granted with longer credit terms was increased. The trade receivables turnover days still fall within the credit terms granted to the customers of the Group.

### **Trade and bills payables**

Trade and bills payables decreased to approximately RMB62.2 million (2014: RMB64.3 million) as at 31 December 2015. The average turnover days for trade payables slightly increased to approximately 73 days (2014: 64 days) for the year ended 31 December 2015, which were in line with the trade credit periods given by the suppliers of the Group.

### **Liquidity and financial resources**

The Group's principal sources of working capital included cash flow generated from the sale of its products and bank borrowings. As at 31 December 2015, the Group's current ratio (calculated as current assets divided by current liabilities) was 1.40 (as at 31 December 2014: 1.18). As at 31 December 2015, the Group had cash and cash equivalents of approximately RMB76.2 million (as at 31 December 2014: RMB51.9 million) and short-term bank loans of approximately RMB97.4 million (as at 31 December 2014: RMB88.2 million). As at 31 December 2015, the Group's gearing ratio (calculated as total debts as at year end divided by total assets for the year x 100%, while debts are defined to include current and non-current interest-bearing borrowings) measured on the basis of total bank loans was approximately 20.1%, as compared to approximately 19.5% as at 31 December 2014.

## MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2015, the Group had fixed rate bank loans of RMB40 million (2014: Nil) and variable rate bank loans of approximately RMB57.4 million (2014: RMB88.2 million). The effective interest rates on the Group's fixed rate bank borrowings and variable rate bank borrowings was 4.91% and ranged from 4.57% to 6.18% per annum as at 31 December 2015 (2014: fixed rate: Nil; variable rate: 5.60% to 8.96% per annum). During the year under review, there were no material changes to the Group's funding and treasury policy.

The majority of the Group's funds have been deposited in banks in the PRC and licensed banks in Hong Kong. The management believes that the Group possesses sufficient cash and cash equivalents to meet its commitments and working capital requirements in the next financial year.

The Group continues to implement prudent financial management policies and monitor its capital structure based on the ratio of total liabilities to total assets.

### Interest rate and foreign currency exposure

The Group is exposed to cash flow interest rate risks in relation to variable rate interest-bearing borrowings. The restricted bank deposits and bank balances also expose the Group to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The Group historically has not used any financial instruments to hedge potential fluctuations in interest rates. The management considers that the exposure of the restricted bank deposits and bank balances to cash flow interest rate risk is not significant as the Group does not anticipate significant fluctuation in the interest rate on bank deposits. To mitigate the impact of interest rate fluctuations, the Group will manage the interest expenses by obtaining financing with both fixed and variable rate debts, and will continually assess and monitor the Group's exposure to interest rate risk and will consider other necessary actions when significant interest rate exposure is anticipated.

The Group is exposed to foreign currency risk. A significant proportion of the Group's revenue was denominated in USD and certain trade and other receivables, cash and bank balances, trade and other payables and interest-bearing borrowings are denominated in USD, Japanese yen and HK\$ respectively, while substantial operating expenses are denominated in RMB, and the Group's reporting currency is RMB.

The Group does not have a foreign currency hedging policy. In the event of currency fluctuations, the Group may have to increase its product pricing to compensate for the increase in cost of production. This would lower the Group's market competitiveness, on a price basis, for its products and could result in a decrease in revenue. In the future, the management will monitor foreign exchange exposure and will consider hedging or factoring significant foreign currency exposure should the need arise.

### Contingent liabilities

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



## MANAGEMENT DISCUSSION AND ANALYSIS

### Charges on group assets

As at 31 December 2015, the Group's bank loans were secured by the Group's machinery, buildings and land use rights of carrying amounts of approximately RMB10.1 million, RMB90.0 million and RMB12.1 million, respectively (as at 31 December 2014: RMB11.7 million, RMB79.9 million and RMB12.4 million, respectively). As at 31 December 2015, the Group also pledged its bank deposits of approximately RMB16.0 million (as at 31 December 2014: RMB17.5 million) and bills receivables of RMB4 million (as at 31 December 2014: Nil) to secure short-term bills payables.

### HUMAN RESOURCES

As at 31 December 2015, the Group employed approximately 2,200 employees (2014: 2,000). The total staff costs (excluding directors' emoluments) of the Group for the year ended 31 December 2015 were approximately RMB88.9 million (31 December 2014: RMB79.6 million). Key components of the Group's remuneration packages include basic salary, medical insurance, discretionary cash bonus and retirement benefit scheme. The Group conducts periodic reviews for the employees and their salaries and bonuses are performance related. The Group has neither experienced any significant problems with its employees or disruptions to its operations due to labour disputes, nor has it experienced any difficulties in the recruitment and retention of experienced employees. The Group maintains good relationships with its employees.

### FINAL DIVIDEND

No payment of a final dividend for the year ended 31 December 2015 was recommended by the Board (2014: HK2.0 cents per share).

### MATERIAL ACQUISITIONS AND DISPOSALS

The Group acquired a subsidiary located at Yangon of Myanmar during the year ended 31 December 2015 for a consideration of USD200,000 (approximately RMB1,242,000). The amount of goodwill arising as a result of the acquisition was approximately RMB1,008,000. For details, please refer to the announcement of the Company dated 4 November 2015.

### PROSPECTS

The textile industry in China experienced difficult times in 2015. China, as the current major textile manufacturing and exporting country in the world, was affected by domestic and external economic circumstances in the recent years, resulting in the slowdown of the growth rate of various indicators including manufacturing, exports, investment, domestic sales and profit. China's textile industry, being one of the traditional cornerstone industries of China and an important livelihood industry as well as an industry creating international new advantages, will regain great support from the government, among which, the initiatives of the "13th Five-Year Plan" and "One Belt One Road" will bring along unprecedented opportunities and directly stimulate a new round of development for the textile industry.

## MANAGEMENT DISCUSSION AND ANALYSIS

According to the “13th Five-Year Plan”, the textile industry will be fostered and expected to maintain a two-digit rapid growth rate in the future. The textile industry in China is an industry that combines technology and fashion, and integrates apparel consumption with industrial use. It plays an important role in enhancing people’s quality of life, driving related industries, and boosting the growth of domestic demand. The “13th Five-Year Plan” will develop key field such as energy saving, emissions reduction, and low-carbon environmental protection. The “One Belt One Road” strategy will facilitate international industrial cooperation and coordinate textile enterprises in China to build up overseas processing bases with the main goal of lowering labour costs, thereby becoming one of the sections or the extension of the industrial chain.

The development direction of the Group coincides with the requirements of the state policy. The Group’s environmental friendly and healthy “green” functional fabrics that emphasise on quality and functions are expected to be in line with the promotion of “green” development in China, while the production line in Myanmar acts as a vital step to realise the close interaction between China and Central Asia. Looking ahead, with the positive support by the state policy, the industry will regain healthy and rapid development when the market sentiments recover and the consumption power is revived. The Group will timely adjust the investment in productivity so as to strengthen the foundation for further production capacity enhancement in the future. In the meantime, the Group will restart the research and development of functional fabrics, and devote itself to exploring new products and enhancing the environmental protection quality of its products which cater to the domestic and overseas demand in the leisure, home and sports apparel markets. The Group has always believed that the textile industry still has an enormous development space. The management hopes to better leverage its advantage as a one-stop provider and capitalise its strength across all sections of the industry chain to capture market opportunities in its best position for achieving breakthrough in its future growth and maximise returns for its shareholders.

### ISSUE OF CONVERTIBLE BONDS

On 20 May 2015, the Company completed the issue of the Convertible Bonds with a principal amount of HK\$50 million with an initial conversion price of HK\$1.386 per conversion share (subject to adjustment). A maximum of 36,075,036 conversion shares will be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds in full, representing approximately 9.50% of the number of issued shares of the Company as at 6 May 2015 and approximately 8.67% of the number of issued shares of the Company as enlarged by the issue of such conversion shares. For details, please refer to the announcements of the Company dated 6 May 2015 and 20 May 2015.

As at 31 December 2015, out of the net proceeds of approximately HK\$45.5 million from the Convertible Bonds approximately HK\$26.5 million was utilised as working capital of the Group and the remaining amount was deposited in interest-bearing accounts of financial institutions in Hong Kong.

During the year ended 31 December 2015, Convertible Bonds with an aggregate principal amount of approximately HK\$44.3 million were converted into 31,947,330 ordinary shares with no par value at the conversion price of HK\$1.386 per share. As at 31 December 2015, the Convertible Bonds with an aggregate principal amount of approximately HK\$5.7 million remain outstanding.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the year ended 31 December 2015.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### EXECUTIVE DIRECTORS

**Mr. WONG Kin Ling (王建陵)** aged 62, is an executive Director and also the chairman and co-founder of the Group. Mr. Wong is a member of the remuneration committee and nomination committee of the Company. He is primarily responsible for the overall corporate strategies, planning, management and business development of the Group.

Mr. Wong has been the chairman of Zhucheng Eternal Knitting Company Limited, Zhucheng Yumin Knitting Company Limited and Shandong Grand Concord Garment Company Limited, all of which are subsidiaries of the Group, since their establishment. He is the spouse of Madam Hung Kin, also an executive Director. Mr. Wong is a shareholder and director of Global Wisdom Capital Holdings Limited (a substantial shareholder of the Company).

Mr. Wong is a committee member of the 12th Session of Chinese People's Political Consultative Conference in Weifang, Shandong (中國人民政治協商會議山東省濰坊市第十二屆委員會委員). Mr. Wong was awarded as one of the "Ten Best Committee Members" by the Committee of the Communist Party of China in Zhucheng, Shandong (中共諸城市委) in 2009, and is also an Honorary Citizen of Zhucheng, Shandong, the People's Republic of China (the "PRC") (諸城榮譽市民). He was appointed the vice president and the standing member of the Knitwear Exporting Enterprises Branch of the Shandong International Trade Federation (山東省國際貿易聯合會針織品出口企業分會) in 2008. He was honoured as an Excellent Textile Entrepreneur of Shandong Province under the Eleventh Five-Year Plan ("十一五"山東紡織優秀創業企業家) and a Model Worker of Zhucheng City (諸城市勞動模範) in 2011.

Mr. Wong accrued over 10 years of experience in the manufacturing and trading operations of the knitted fabrics and knitwear industries. Prior to establishing our Group, Mr. Wong had worked in Nanjing City 2nd Steel Plant (南京市第二鋼鐵廠), a state-owned entity, from 1970 to 1987 and the China & South Sea Bank (中南銀行) in Hong Kong from 1987 to 1989.

**Madam HUNG Kin (洪建)**, aged 62, is an executive Director and co-founder of the Group. Madam Hung is primarily responsible for the daily management and operations of the Group, including financial management and accounting matters. Madam Hung obtained certificates in statistics (統計專業單科合格證書) between 1985 to 1988 by attending Jiangsu Provincial Self-Learning Higher Education Examinations (江蘇省高等教育自學考試) organised by Jiangsu Provincial Education Examination Authority (江蘇省教育考試院).

Madam Hung has been the director of Zhucheng Eternal Knitting Company Limited, Zhucheng Yumin Knitting Company Limited and Shandong Grand Concord Garment Company Limited, all of which are subsidiaries of the Group, since their establishment. She is the spouse of Mr. Wong Kin Ling, the chairman of the Company and an executive Director. Madam Hung is a shareholder and director of Global Wisdom Capital Holdings Limited (a substantial shareholder of the Company).

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

**Mr. WANG Shao Hua (王韶華)**, aged 48, is an executive Director. Mr. Wang has over 23 years of experience in the knitting industry. He has been the general manager of Zhucheng Eternal Knitting Company Limited since May 2004 and was also appointed as its director in December 2009.

Mr. Wang graduated from Shandong Textile Industry School (山東省紡織工業學校) and obtained his junior college degree in textile (針織專業大學專科) in July 1987. He completed the part-time course in Shandong Provincial Party School of the Communist Party of China (中共山東省委黨校) during September 1993 to June 1996 in economic management and obtained his certificate.

He has also been a director of Zhucheng Yumin Knitting Company Limited since November 2004 and a director of Shandong Grand Concord Garment Company Limited since its establishment.

**Mr. FENG Yongming**, aged 50, is an executive Director since April 2015. Mr. Feng has extensive experience in business development, financial management and mergers and acquisitions and corporate finance activities. Prior to his joining the Company, Mr. Feng held various senior positions in investment and securities firms in China. Mr. Feng was an executive director of Heng Xin China Holdings Limited (stock code: 8046), shares of which are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), from March 2009 to December 2012. Since August 2014, Mr. Feng has been an executive director of National United Resources Holdings Limited (stock code: 254), shares of which are listed on the Stock Exchange.

Mr. Feng received a bachelor of arts degree in economics from the University of International Business and Economics (對外經濟貿易大學) in Beijing, China in 1984 and a master of administration degree from the School of Business, Carleton University in Canada in 1995.

After joining the Board, Mr. Feng will assist the Company in its corporate finance activities, new project investment and business development. The Board believes that, with his strong professional knowledge and extensive experience in corporate finance field, Mr. Feng can give valuable opinion and advice to the Board and his appointment as executive Director will be beneficial for the Company's future development.

Save as disclosed above, Mr. Feng did not hold any other directorships in any listed public companies in the past three years nor did he hold any other positions with the Company and its subsidiaries.

### NON-EXECUTIVE DIRECTOR

**Mr. WEI Jin Long (衛金龍)**, aged 44, is a non-executive Director. Prior to his joining our Group, he was a deputy general manager of a company in the PRC, principally engaged in trading of fabrics and garment from January 2007 to March 2009. Mr. Wei also has over 11 years of experience in the knitting and dyeing industry, and has engaged in the production, management and sales process of such industry. Mr. Wei obtained his certificate in business administration from Xi'an University of Science and Technology (西安電子科技大學) in 2011 through distance learning.

Mr. Wei was initially appointed as a Director in August 2011 and was subsequently designated as an executive Director in August 2011. On 23 June 2015, Mr. Wei was re-designated from an executive Director to a non-executive Director.

In addition to his directorship with the Company, he had also been the general manager of Zhucheng Yumin Knitting Company Limited since April 2009 until 23 June 2015. Save as disclosed above, Mr. Wei did not hold any other positions with the Company and its subsidiaries.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. WANG Jin Tang (王金堂)**, aged 57, an independent non-executive Director and the chairman of the remuneration committee and a member of the audit committee of the Company. Mr. Wang joined the Group since November 2011. Mr. Wang is currently the vice president of the People's Political Consultative Conference (政治協商會議) of Zhucheng City. Mr. Wang Jin Tang has over 23 years of experience in accounting and finance. He obtained a bachelor's degree in economic management from the Shandong Provincial School of the Chinese Communist Party (中共山東省委黨校) in 1998 and has thereafter obtained the qualification as a senior accountant in 2002. In May 2001 he was appointed as the president in the Finance Bureau of Zhucheng City (諸城市財政局).

**Ms. TAY Sheve Li (鄭雪莉)**, aged 43, an independent non-executive Director and the chairman of the audit committee and a member of the remuneration committee and nomination committee of the Company. Ms. Tay joined the Group since November 2011. Ms. Tay has over 16 years of experience in accounting and auditing. She worked at Ernst & Young as a senior manager in audit assurance from November 1997 to September 2007 and as a senior manager in finance from October 2007 to September 2010. Ms. Tay had been appointed as an independent non-executive director of National United Resources Holdings Limited (formerly known as China Outdoor Media Group Limited) (stock code: 254) from November 2011 to January 2014 and the president of finance and capital management department in Centron Telecom International Holding Limited (stock code: 1155) from October 2010 to June 2011, both companies are listed on the Main Board of the Stock Exchange, and an independent non-executive director of China 33 Media Group Limited (stock code: 8087) in September 2013, a company listed on the Growth Enterprise Market of the Stock Exchange.

Ms. Tay has been a certified public accountant of the Hong Kong Institute of Certified Public Accountants and the fellow of Association of Chartered Certified Accountants since 2002. She graduated from the University of Strathclyde, the United Kingdom, in 1994 with a bachelor's degree in arts. In 2004, she obtained a master's degree in applied finance from the University of Western Sydney.

**Dr. CHAN Ah Pun (陳亞彬)**, aged 40, an independent non-executive Director and the chairman of the nomination committee and a member of audit committee and remuneration committee of the Company. Dr. Chan joined the Group since November 2011. Dr. Chan was a visiting lecturer of apparel technology at the Hong Kong Polytechnic University from 2009 to 2011. He obtained a Ph.D. in 2005, with research areas in garment fitting and pattern fitting, and a first class honours bachelor's degree in clothing studies in 2000, both from the Hong Kong Polytechnic University. Dr. Chan was also a co-author for a number of academic journals in the area of clothing science and technology.

He has been the executive director of Miracle International Corporation Limited since 2009. From 2006 to 2009, Dr. Chan was the operations manager of ACE Style Intimate Apparel Limited, a company engaging in the business of underwear manufacturing, where Dr. Chan was responsible for its budget, production planning, process and quality control, as well as its production and quality assurance management. From 2005 to 2006, he was the production manager of Tavistock Springs (HK) Limited, where he was responsible for production management and monitoring the business of bra pad molding.

## BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

### SENIOR MANAGEMENT

**Mr. Lee Yin Sing (李彥昇)**, aged 35, is the chief financial officer and company secretary of the Company (the “**Company Secretary**”). Mr. Lee is responsible for overseeing the Group’s financial planning and management. Mr. Lee has over 11 years of experience in finance control and accounting through his prior employments. He acquired auditing experience through his prior employment with an audit firm of international repute from 2002 to 2007. Prior to joining the Group as its chief financial officer in August 2010, he worked as the financial manager of Proview International Holdings Limited, a company listed on the Stock Exchange (stock code: 334), in 2009 during which he acquired experience in finance control, accounting and company secretarial matters. Mr. Lee graduated from the City University of Hong Kong in 2002 with a bachelor’s degree in accounting. He has been a member of the Hong Kong Institute of Certified Public Accountants since 2008.

**Mr. LIU Xin De (劉心德)**, aged 49, is a director of Zhucheng Eternal Knitting Company Limited and Zhucheng Yumin Knitting Company Limited. Mr. Liu is responsible for product management and equipment administration of Zhucheng Yumin Knitting Company Limited. He joined Zhucheng Eternal Knitting Company Limited in March 2001 as merchandiser and was promoted as an office manager in June 2003. Mr. Liu obtained his bachelor’s degree in national economic management from Shandong University (山東大學) in July 1989.

**Ms. Ji Tai Mei (季太梅)**, aged 46, is the deputy general manager in charge of product management of Zhucheng Eternal Knitting Company Limited. Prior to her appointment as the deputy general manager in April 2010, she served as the head of product planning department and concurrently as the assistant of general manager of Zhucheng Eternal Knitting Company Limited from June 2004 until April 2010. Prior to joining the Group, she worked for Shandong Lanfeng Knitting Group Co. Ltd. (山東蘭鳳針織集團) from September 1989 to May 2004 and assumed the position of manager of the garment workshop from July 1999. Ms. Ji obtained her junior college degree in accounting from Shandong TV University (山東廣播電視大學) in July 1994.

**Ms. ZHOU Li (周麗)**, aged 43, is the deputy general manager of Zhucheng Eternal Knitting Company Limited. Prior to her appointment as the deputy general manager in April 2010, she served as the sales manager of Zhucheng Eternal Knitting Company Limited since December 2005 and was also appointed as assistant of general manager of Zhucheng Eternal Knitting Company Limited on 15 August 2007. Before her engagement with the Group, she worked for Shandong Lanfeng Knitting Group Co. Ltd. (山東蘭鳳針織集團) from August 1992 to October 2005 and was the deputy general manager of import and export department before she left the same. Ms. Zhou graduated from Shandong Textile Industry School (山東省紡織工業學校) and obtained her degree of secondary vocational school diploma in textile on July 1992. She also obtained junior college degree in economic management (經濟管理大學專科) after completing the 3-year distance learning course from Shandong Cadres Correspondence College (山東省幹部函授大學) in June 1996.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE PRACTICES

The Board is pleased to present this report in the Group's annual report for the year ended 31 December 2015.

The Company places high value on its corporate governance practice and the Board firmly believes that a good corporate governance practice can improve accountability and transparency for the benefit of its shareholders. The Board has adopted the code provisions (the "**Code Provision(s)**") of the Corporate Governance Code (the "**Corporate Governance Code**") set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The Board also reviews and monitors the practices of the Company from time to time with an aim to maintain and improve high standards of corporate governance practices. During the year ended 31 December 2015, the Company has complied with the Code Provisions except for the deviations set out below:

### Code Provision A.2.1

Code Provision A.2.1 provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

At present, the Company does not have any officer with the title of chief executive. The duties of a chief executive are undertaken by Mr. Wong Kin Ling, the chairman of the Board. Although this deviates from the practice under Code Provision A.2.1, which provides that the two positions should be held by two different individuals, as Mr. Wong Kin Ling has considerable and extensive knowledge and experience in the industry and in enterprise operation and management in general, the Board believes that it is in the best interest of the Company and its shareholders as a whole to continue to have Mr. Wong Kin Ling as chairman and to assume the duties of a chief executive. The Board can benefit from his knowledge of the business and his capability in leading the Board in the long term development of the Group. From a corporate governance point of view, the decisions of the Board are made collectively by way of voting and therefore the chairman should not be able to monopolise the voting of the Board. The Board considers that the balance of power between the Board and the senior management can still be maintained under the current structure. The Board shall review the structure from time to time to ensure appropriate action is taken should the need arise.

### Code Provision D.1.4

Code Provision D.1.4 provides that directors should clearly understand delegation arrangements in place. Issuers should have formal letters of appointment for directors setting out the key terms and conditions of their appointment.

In relation to the appointment of Mr. Feng Yongming as an executive Director on 30 April 2015, the Company has not entered into any service contract with Mr. Feng as the Board has not yet determined the remuneration of Mr. Feng. Pursuant to Article 14.18 of the Company's articles of association, Mr. Feng will retire from office by rotation at the forthcoming annual general meeting of the Company and, being eligible, will offer himself for re-election as an executive Director.

## CORPORATE GOVERNANCE REPORT

### BOARD

#### Responsibilities

The Board is responsible for leading and controlling the Company and overseeing the Group's businesses, strategic decisions and financial performance as well as its overall corporate governance functions. The management is delegated the authority and responsibility by the Board for the management of the Group under the leadership of the chairman. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively the "**Committees**"), which assist the Board in discharging its duties and overseeing particular aspects of the Group's activities.

Types of decisions made by the Board include, among others, determining the Group's mission and corporate policy, providing its strategic direction and is responsible for the approval of strategic plans, approving the Company's financial statements, interim and annual reports, determining director selection, orientation and evaluation as well as regularly evaluating its own performance and effectiveness.

The day-to-day management, administration and operation of the Company are delegated to the senior management, with division heads responsible for different aspects of the business.

Major corporate matters that are specifically delegated by the Board to the senior management include preparation of interim and annual reports and announcements, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures and compliance with relevant laws, rules and regulations.

#### Composition

The composition of the Board reflects the necessary balance of skills and experience desirable for effective leadership of the Company and independence in decision making.

The Board currently comprises four executive Directors, namely Mr. Wong Kin Ling, Madam Hung Kin, Mr. Wang Shao Hua and Mr. Feng Yongming, one non-executive Director, namely Mr. Wei Jin Long and three independent non-executive Directors, namely Mr. Wang Jin Tang, Ms. Tay Sheve Li and Dr. Chan Ah Pun. The biographies of the Directors are set out under the section headed "Biographies of Directors and Senior Management" of this annual report.

The independent non-executive Directors bring a wide range of business and financial expertise, experience and independent judgment to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all non-executive Directors make various contributions to the effective direction of the Company.



## CORPORATE GOVERNANCE REPORT

The Board is also characterised by significant diversity in areas of gender, professional backgrounds and skills. The Board formalised its existing diversity through the introduction of a board diversity policy, which is expected to bring further diversity in respect of business and financial experience to the Board for contributing to the effective direction of the Board.

Save as disclosed in the section headed “Biographies of Directors and Senior Management” on pages 18 to 21 of this report, the Board members have no financial, business, family or other material/relevant relationships with each other. Such balanced board composition is formed to ensure that strong independence exists across the Board.

During the year ended 31 December 2015 and up to the date of this report, the Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received annual confirmation of independence from the three independent non-executive Directors. The Board has assessed their independence and is satisfied that all the independent non-executive Directors are in full compliance with the independence guidelines set out in Rule 3.13 of the Listing Rules.

The non-executive Director, namely Mr. Wei Jin Long entered a service contract with the Company for an initial term of one year commencing from 23 June 2015, which shall be renewed and extended automatically by one year on the expiry of such initial term or at any time thereafter. The appointments of the independent non-executive Directors, namely Mr. Wang Jin Tang, Ms. Tay Sheve Li and Dr. Chan Ah Pun, have been renewed for a term of two years commencing from 24 November 2015. The non-executive Directors and the independent non-executive Directors are also subject to retirement from office by rotation and is eligible for re-election in accordance with the provisions of the Company’s articles of association. At every annual general meeting, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office. As such, the Company considers that such provisions are sufficient to meet the underlying objectives of the relevant provisions of the Corporate Governance Code.

## CORPORATE GOVERNANCE REPORT

### Training for Directors

Every newly appointed Director shall receive an information package from the Company on the first occasion of his appointment. This information package is a comprehensive, formal and tailored induction on the responsibilities and on-going obligations to be observed by the Director. In addition, the package includes materials on the operations and business of the Group. The Company will subsequently arrange for briefing as is necessary to ensure that the newly appointed Directors have a proper understanding of the business and operations of the Group and that they are aware of their responsibilities under the relevant laws, rules and regulations.

The Directors are regularly briefed on the amendments to or updates on the relevant laws, rules and regulations. In addition, Directors are encouraged to enroll in and attend a wide range of professional development courses and seminars relating to the Listing Rules and corporate governance practices organised by professional bodies so that they can continuously update and further improve their relevant knowledge and skills. From time to time, Directors are provided with written training materials to develop and refresh their professional skills.

According to the records maintained by the Company, all the Directors received trainings in the form of reading written materials and/or attending seminars with an emphasis on the roles, functions and duties of a director of a listed company in compliance with the Code Provisions on continuous professional development during the year ended 31 December 2015.

### Board meetings

Board meetings are held regularly, at least four times a year at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. The attendance record of each member of the Board is set out in the section headed "Board Committees".

All Directors have access to the advice and services of the Company Secretary. All Directors have access to the senior management for enquiries and information when required. The Directors, upon reasonable requests, may also seek independent professional advice at the Company's expense.

### Practices and conduct of meetings

Draft agenda of all Board meetings are made available to the Directors in advance.

Where practicable, notices of regular Board meetings and Committee meetings are served on all Directors at least 14 days before the meetings. Board papers are sent to all Directors at least 3 days before each Board meeting or Committee meeting to keep the Directors apprised of the latest developments and the financial position of the Company and to enable them to make informed decisions.

## **CORPORATE GOVERNANCE REPORT**

The Company Secretary is responsible for keeping minutes of all Board meetings and Committee meetings. Draft minutes are normally circulated to the Directors for comments within a reasonable time after each meeting and the final version is open for Directors' inspection.

According to current Board practice, any material transaction involving conflict of interests of a substantial shareholder or a Director will be considered and dealt with by the Board at a duly convened Board meeting. The Company's articles of association also contain a provision requiring the Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates (as defined under the Listing Rules) have a material interest.

### **Directors and officers liability insurance**

Liability insurance for Directors and senior management of the Company was arranged by the Company with appropriate coverage for certain legal liabilities which may arise in the course of performing their duties.

### **Corporate governance functions**

The Board has adopted the terms of reference on corporate governance functions. The terms of reference of the Board in respect of corporate governance function are summarised as follows:

- (a) to develop and review the Company's policies and practices on corporate governance;
- (b) to review and monitor the training and continuous professional development of Directors and senior management;
- (c) to review and monitor the Company's policies and practices to ensure compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (e) to review the Company's compliance with the Code Provisions and its disclosure requirements in the Corporate Governance Report.

## CORPORATE GOVERNANCE REPORT

The work performed by the Board on corporate governance functions during the year ended 31 December 2015 included developing and reviewing the Company's policies on corporate governance and making recommendations.

### Model Code for Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors' securities transactions. The Company confirms that, having made specific enquiry of all the Directors, the Directors have complied with the required standards as set out in the Model Code during the year ended 31 December 2015.

### BOARD COMMITTEES

The Board established the Audit Committee and Remuneration Committee on 19 August 2011 and the Nomination Committee on 27 March 2012 with clearly-defined written terms of reference. The main roles and responsibilities of the Committees, including all authorities delegated to them by the Board, are set out in the respective terms of reference or amended and restated terms of reference, where applicable. The independent views and recommendations of the Committees ensure proper control of the Group and the continual achievement of high corporate governance standards expected of a listed company. The chairman of each Committee reports the outcome of the Committee's meetings to the Board for further discussions and approvals.

The majority of the members of each Committee are independent non-executive Directors. The Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice at the Company's expenses.

The individual attendance records of each Director at the meetings of the Board, Audit Committee, Remuneration Committee, Nomination Committee and general meeting during the year ended 31 December 2015 are set out below:

	Number of meetings attended/held				Annual General Meeting
	Board	Audit Committee	Remuneration Committee	Nomination Committee	
<b>Executive Directors</b>					
Mr Wong Kin Ling	9/9	–	2/2	2/2	1/1
Madam Hung Kin	9/9	–	–	–	–/1
Mr. Wang Shao Hua	9/9	–	–	–	–/1
Mr. Feng Yongming (appointed on 30 April 2015)	2/5	–	–	–	–/1

## CORPORATE GOVERNANCE REPORT

### **Non-executive Directors**

Mr. Wei Jin Long (re-designated from an executive Director to a non-executive Director on 23 June 2015)

9/9	-	-	-	-1
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### **Independent non-executive Directors**

Mr. Wang Jin Tang

8/9	2/2	2/2	-	1/1
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Ms. Tay Sheve Li

8/9	2/2	2/2	2/2	1/1
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Dr. Chan Ah Pun

8/9	2/2	2/2	2/2	1/1
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### **Audit Committee**

The Audit Committee comprises three independent non-executive Directors, namely, Mr. Wang Jin Tang, Ms. Tay Sheve Li and Dr. Chan Ah Pun. The Audit Committee is chaired by Ms. Tay Sheve Li, who possesses the appropriate professional qualifications and extensive experience in, and knowledge of, finance and accounting as required under Rule 3.10 of the Listing Rules. All Audit Committee members hold the relevant industry and financial experience necessary to advise the Board on strategies and other related matters. None of the Audit Committee members is a former partner of the Company's existing external auditors.

The Audit Committee is responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of those auditors; monitoring the integrity of the financial statements, the annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them; and reviewing the financial controls, internal control and risk management systems.

The Group's audited financial statements and annual report for 2015 had been reviewed by the Audit Committee, which was of the opinion that the preparation of such statements and report complied with the applicable accounting standards and requirements and that adequate disclosure had been made.

The Audit Committee has not taken any different view from the Board regarding the selection, appointment, resignation or dismissal of the external auditors.

At the committee meeting held on 24 March 2016, the Audit Committee concluded that it was satisfied with its review of the audit fee, process and effectiveness, independence and objectivity of SHINEWING (HK) CPA Limited. The Audit Committee has therefore made the recommendation to the Board that SHINEWING (HK) CPA Limited be re-appointed as the Group's external auditors at the forthcoming annual general meeting.

## CORPORATE GOVERNANCE REPORT

The Audit Committee met 2 times during the year ended 31 December 2015, in which the Audit Committee members reviewed the Company's internal controls and risk management process, financial reporting and compliance procedures and financial results and reports and assessed the external auditors for re-appointment. The Audit Committee meeting was attended by the Audit Committee members, the chief financial officer and the external auditors. The attendance record of each member of the Audit Committee is set out in the section headed "Board Committees".

### Remuneration Committee

The Remuneration Committee comprises three independent non-executive Directors, namely Mr. Wang Jin Tang, Ms. Tay Sheve Li and Dr. Chan Ah Pun, and one executive Director, Mr. Wong Kin Ling. The Remuneration Committee is chaired by Mr. Wang Jin Tang. The Remuneration Committee is responsible for, among other functions, making recommendations to the Board on the policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; determining the specific remuneration packages of all the executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of the non-executive Directors; and reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee met one time during the year ended 31 December 2015, in which the Remuneration Committee members reviewed the existing remuneration policy and structure of the Company and the remuneration packages and discretionary bonus of the Directors and senior management for 2015 and made recommendations to the Board to approve the proposals on the fees of the independent non-executive Directors. The attendance record of each member of the Remuneration Committee is set out in the section headed "Board Committees".

For the year ended 31 December 2015, the remuneration of the senior management (excluding Directors) is listed as below by band:

<b>Band of remuneration</b>	<b>No. of persons</b>
Below RMB500,000	2
RMB500,001 to RMB1,000,000	2

Further details of the remuneration of Directors and 5 highest paid employees have been set out in notes 13 and 14 to the consolidated financial statements.

## CORPORATE GOVERNANCE REPORT

### Nomination Committee

The Nomination Committee comprises two independent non-executive Directors, namely, Dr. Chan Ah Pun and Ms. Tay Sheve Li, and one executive Director, Mr. Wong Kin Ling. The Nomination Committee is chaired by Dr. Chan Ah Pun.

The Nomination Committee is responsible for formulating the nomination policy for consideration of the Board and implementing the nomination policy laid down by the Board; reviewing the structure, size and composition of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; identifying and nominating individuals suitable qualified to become the members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships; assessing the independence of independent non-executive Directors; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; and conforming to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the memorandum and articles of association of the Company or imposed by legislation.

During the year ended 31 December 2015, 1 meeting was held by the Nomination Committee. The major work performed by the Nomination Committee during the year included reviewing the Nomination Committee's terms of reference, reviewing the policy relating to term of appointment of the independent non-executive Directors, and recommending to the Board for approval of the continuation of the independent non-executive Directors' term of appointment. The attendance record of each member of the Nomination Committee is set out in the section headed "Board Committees".

### Company Secretary

The Company Secretary, namely Mr. Lee Yin Sing, is a full time employee of the Company and has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the chairman of the Board and is responsible for advising the Board on governance matters. The Company Secretary has confirmed that he has taken no less than 15 hours of relevant professional training during the year ended 31 December 2015. The details of the Company Secretary are set out under the section headed "Biographies of Directors and Senior Management" of this annual report.

## CORPORATE GOVERNANCE REPORT

### RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

The senior management has provided such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial and other information put before the Board for approval.

The Board is responsible for presenting a clear and balanced view of the Company's annual and interim reports, inside information announcements, disclosures required under the Listing Rules, and other regulatory requirements. The Directors acknowledge their responsibility for preparing the consolidated financial statements for the year ended 31 December 2015.

### AUDITORS' REMUNERATION

During the year under review, the remuneration paid/payable to the external auditors of the Company in respect of statutory audit service and agreed-upon procedures were approximately RMB638,000 and RMB190,000, respectively.

### INTERNAL CONTROL AND RISK MANAGEMENT

The Board is responsible for internal control of the Group and for reviewing its effectiveness. The Board requires the senior management to establish and maintain sound and effective internal controls.

The internal control framework includes central direction, resources allocation and risk management of the activities of various business units, supported by the human resources, information systems and financial practice. As such, the Group has a clear organisational structure including appropriate segregation of duties and reporting systems. Limits of authorities have been established. Starting from the top, there is a list of matters reserved for Board approval. In carrying out key functions, senior management personnel are assigned levels of authority and accountability commensurate with their positions and duties. There are also relevant policies and procedures applicable to all business units to guide their business operations. All business units are required to produce annual budgets for the senior management's approval. The heads of all business units are required to assess the risk factors attributed to their businesses. In addition, all business units shall submit monthly management reports with comparisons between actual and budget results and give explanations and solutions for major variances.



## CORPORATE GOVERNANCE REPORT

Extensive financial controls, procedures, self-assessment exercises and risk activities are reviewed by the Group's finance department, which is responsible for reviewing the Group's internal control systems, operational efficiency and compliance with the policies and procedures on a regular basis, and ensuring the existence of an effective internal control system in all business units. The finance department performs independent reviews of risks associated with and controls over principal operations and critical applications, and reports to the Audit Committee with its findings and makes recommendations to improve the internal controls of the Group.

All key controls within the framework will be tested periodically by the finance department. External auditors will also test key controls for those processes which are most critical to producing complete and accurate financial reports. Semi-annual confirmations from chief executives of principal subsidiaries are obtained as to whether the internal controls are working properly and if any remedial actions are required on areas where control weaknesses are noted. External auditors also advise the senior management on whether the controls are in place and effective to ensure a proper financial controlling and reporting process of the Group.

With respect to the procedures and internal controls for the handling and dissemination of inside information, the Group conducts its affairs with close attention to the inside information provisions under the Securities and Futures Ordinance and the Listing Rules, and has also implemented guidelines and procedures for dealings in its securities by the Directors.

The Board convened meetings periodically to discuss business risks, financial risks, compliance risks and operation and other risks. The Board, through the Audit Committee, has conducted a review of the effectiveness of the internal control system of the Group, covering all material controls such as financial, operational and compliance controls and risk management functions, and considered that the internal control system and procedures of the Group, including the adequacy of resources, qualifications and experience of staff of the accounting and financial reporting function, and their training programs and budget, are adequate and effective and have complied with the provisions of the Corporate Governance Code during the year.

## COMMUNICATIONS WITH SHAREHOLDERS

The Group reports to its shareholders twice a year. Interim and annual results are announced as early as possible to keep shareholders informed of the Group's performance. The general meetings of the Company provide a forum for communication between the shareholders and the Board. All shareholders are encouraged to attend the annual general meeting to discuss the progress of the Group's business. The chairman of the Board and the chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, other members of the respective Committees, and where applicable, the independent Board committee, are available to answer questions at the general meetings. Separate resolutions are proposed at the general meetings on each substantial issue, including re-election of Directors. The Company's website, which contains corporate information, interim and annual reports, announcements and circulars issued by the Company as well as the recent developments of the Group, enables the shareholders to access information on the Group on a timely basis.

## CORPORATE GOVERNANCE REPORT

### Shareholders' Rights

#### *Convening an extraordinary general meeting*

Pursuant to article 10.3 of the articles of association of the Company, extraordinary general meetings of the Company (the "EGM(s)") shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the nominal value of the issued shares in the Company which carries the right of voting at general meetings of the Company. The EGMs may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the nominal value of the issued shares in the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

#### *Putting enquiries to the Board*

Shareholders may at any time make a request for the Company's information to the extent such information is publicly available. Any such questions shall be first directed to the Company Secretary at the Company's head office and principal place of business in Hong Kong or the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Shareholders may at any time raise any enquiry in respect of the Company via email at the email address of the Company at [ir@grandconcord.com](mailto:ir@grandconcord.com).

Shareholders are reminded to lodge their questions together with their detailed contact information in order to receive prompt response from the Company if it deems such response to be appropriate.

## CORPORATE GOVERNANCE REPORT

### *Putting forward proposals at Shareholders' meeting*

Shareholders can put forward proposed resolutions at a general meeting of the Company by lodging a written notice of his/her/its proposal ("**proposed resolution**") with his/her/its detailed contact information via email at the email address of the Company at [ir@grandconcord.com](mailto:ir@grandconcord.com)

The identity of the shareholder and his/her/its request will be verified with the Company's branch share registrar in Hong Kong and upon confirmation by the branch share registrar that the request is proper and in order and made by a shareholder, the Board will determine in its sole discretion whether the proposed resolution may be included in the agenda for the general meeting to be set out in the notice of meeting.

The notice period shall not be less than 21 days in writing if the proposed resolution requires approval by way of an ordinary resolution in an annual general meeting or a special resolution of the Company; and not less than 14 days in writing if the proposed resolution requires approval in meeting other than an annual general meeting or approval by way of a special resolution of the Company.

Shareholders may also lodge their proposed resolutions with the Company through the following means:

Hotline no.: 2891 9882

By post: Unit B, 15/F, 78 Hung To Road, Kwun Tong, Kowloon, Hong Kong

## CONSTITUTIONAL DOCUMENTS

The Company's articles of association are available on the websites of the Company and the Stock Exchange. During the year ended 31 December 2015, there is no change in the Company's constitutional documents.

# REPORT OF THE DIRECTORS

The Directors are pleased to present the annual report and the audited consolidated financial statements of the Group for the year ended 31 December 2015.

## CORPORATE INFORMATION

The Company was incorporated in the British Virgin Islands with limited liability under the Business Companies Act of the British Virgin Islands (2004) on 8 December 2010.

## PRINCIPAL ACTIVITIES

The principal activities of the Group are manufacturing of knitted fabrics and innerwear. Details of the principal activities of the Company's principal subsidiaries are set out in note 39 to the consolidated financial statements.

## BUSINESS REVIEW

A fair review of the business of the Group as well as a discussion and analysis of the Group's performance during the year as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the laws of Hong Kong), including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group's business, can be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of this annual report. These discussions form part of this Directors' report.

## PERMITTED INDEMNITY

The articles of association of the Company provides that every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted.

A directors' liability insurance is in place to protect the Directors with appropriate coverage for certain legal liabilities which may arise in the course of performing their duties.

## RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 December 2015 and its state of affairs as at that date are set out in the consolidated financial statements on pages 44 to 128.

No interim dividend was paid during the year. The Directors did not recommend payment of a final dividend for the year ended 31 December 2015.

## REPORT OF THE DIRECTORS

### FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years is set out on page 3 of this annual report. This summary does not form part of the audited consolidated financial statements.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that have significant impact on the business and operations of the Group.

### PROPERTY, PLANT AND EQUIPMENT

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

### SHARE CAPITAL AND SHARE OPTION SCHEME

Details of the movements in the Company's share capital during the year are set out in note 30 to the consolidated financial statements.

Prior to the listing of the Company's shares, the Company had conditionally adopted a share option scheme (the "**Share Option Scheme**") on 19 August 2011 which became unconditional and effective on 24 November 2011. The purpose of the Share Option Scheme is to enable the Group to grant options to the eligible participants (as specified in the section headed "Share Option Scheme" in the prospectus of the Company issued on 14 November 2011) as incentives or rewards for their contribution to the Group.

The Board may, at its absolute discretion, grant an option to eligible participant(s) to subscribe for the shares of the Company at an exercise price and subject to the other terms of the Share Option Scheme. The offer of a grant of share options may be accepted within 28 days from the date of offer, with consideration of HK\$1 payable by the grantee upon acceptance. The total number of shares of the Company available for issue under the Share Option Scheme and any other schemes of the Company shall not in aggregate exceed 38,000,000 shares of the Company, being approximately 9.2% of the total number of shares of the Company in issue as at the date of this report.

The exercise price of share options is determined by the Board, but shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option, which must be a business day; and (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant of the option.

## REPORT OF THE DIRECTORS

The total number of shares of the Company issued and to be issued upon exercise of the options granted to or to be granted to each eligible participant under the Share Option Scheme and any other schemes of the Company or any of its subsidiaries (including exercised, cancelled and outstanding options) in any 12-month period shall not exceed 1% of the shares in issue. The Share Option Scheme will remain in force for a period of 10 years from 24 November 2011. Under the Share Option Scheme, each option has a 10-year exercise period. As at the date of this annual report, no option has been granted under the Share Option Scheme.

### RESERVES

Details of the movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity.

### DISTRIBUTABLE RESERVES

At 31 December 2015, the Company's reserves available for distribution amounted to Nil (as at 31 December 2014: RMB7.1 million).

### DIRECTORS

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

#### Executive Directors

Mr. Wong Kin Ling  
Madam Hung Kin  
Mr. Wang Shao Hua  
Mr. Feng Yongming (appointed on 30 April 2015)

#### Non-executive Directors

Mr. Wei Jin Long (re-designated from an executive Director to a non-executive Director on 23 June 2015)

#### Independent non-executive Directors

Mr. Wang Jin Tang  
Ms. Tay Sheve Li  
Dr. Chan Ah Pun

## **REPORT OF THE DIRECTORS**

In accordance with Article 14.18 of the Company's articles of association, Madam Hung Kin, Mr. Feng Yongming and Mr. Wei Jin Long will retire and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received from each independent non-executive Director an annual confirmation of his independence from the Group, and as at the date of this report still considers them to be independent pursuant to Rule 3.13 of the Listing Rules.

## **BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT**

Biographical details of the Directors and the senior management of the Group are set out on pages 18 to 21 of this annual report.

## **CHANGE IN DIRECTORS'/CHIEF EXECUTIVES' INFORMATION**

Pursuant to Rule 13.51(B)(1) of the Listing Rules, the changes in information of Directors/chief executives are set out below:

Mr. Wei Jin Long was re-designated from an executive Director to a non-executive Director on 23 June 2015.

In addition, Mr. Wei had ceased to be the general manager of Zhucheng Yumin Knitting Company Limited (a subsidiary of the Company) on 23 June 2015.

## **DIRECTORS' SERVICE CONTRACTS**

Each of the executive Directors (except for Mr. Feng Yongming) entered into a service contract with the Company for an initial term of three years commencing from 24 November 2011, which has been and shall be renewed and extended automatically by one year on the expiry of such initial term or at any time thereafter. The non-executive Director, namely Mr. Wei Jin Long entered a service contract with the Company for an initial term of one year commencing from 23 June 2015, which shall be renewed and extended automatically by one year on the expiry of such initial term or at any time thereafter. The appointments of the independent non-executive Directors, namely Mr. Wang Jin Tang, Ms. Tay Sheve Li and Dr. Chan Ah Pun, have been renewed for a term of two years commencing from 24 November 2015.

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

## **DIRECTORS' REMUNERATION**

The Board has the general power of determining the Directors' remuneration, subject to authorisation of the shareholders of the Company at the annual general meeting each year. The remuneration of the executive Directors is subject to review by the Remuneration Committee, and their remuneration is determined with reference to the Directors' qualifications, experience, duties, responsibilities and performance and results of the Group. As for the non-executive Directors and independent non-executive Directors, their remuneration is determined by the Board, upon recommendation from the Remuneration Committee. Details of the emoluments of the Directors and the five highest paid individuals are set out in notes 13 and 14, respectively, to the consolidated financial statements.

## REPORT OF THE DIRECTORS

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Except for the service contracts and the Share Option Scheme as disclosed in this annual report, there were no transactions, arrangements, or contracts of significance in relation to the business of the Group, to which the Company, its parent company, its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2015, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, laws of Hong Kong) ("**SFO**")), as recorded in the register kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Name of Director	Capacity	Number of shares <sup>(1)</sup>	Approximate percentage of shareholding
Mr. Wong Kin Ling <sup>(2)</sup>	Interest of controlled corporation	241,836,000 (L)	58.71%
Madam Hung Kin <sup>(2)</sup>	Interest of controlled corporation	241,836,000 (L)	58.71%
Mr. Wei Jin Long	Beneficial owner	24,000,000 (L)	5.83%
Mr. Wang Shao Hua	Beneficial owner	15,000,000 (L)	3.64%

Notes:

- (1) The letter "L" denotes long position in the shares.
- (2) The shares are held by of Global Wisdom Capital Holdings Limited, which is beneficially owned by Mr. Wong Kin Ling and Madam Hung Kin, who are spouses, in equal shares. Accordingly, each of Mr. Wong Kin Ling and Madam Hung Kin is deemed under the SFO to be interested in all the shares held by Global Wisdom Capital Holdings Limited.



## REPORT OF THE DIRECTORS

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as otherwise disclosed in this annual report, the Company, its parent company, or any of its subsidiaries or fellow subsidiaries did not, at any time during the year ended 31 December 2015 and up to the date of this annual report, enter into any arrangements, which would enable the Directors, their respective spouses or any of their minor children, to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and neither the Directors, their respective spouses nor their minor children, had been granted any rights or exercised such rights to subscribe for securities of the Company.

### SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, to the best knowledge of the Directors, the records of interest (being 5% or more of the issued share capital of the Company, other than the Directors or the chief executive of the Company) as registered in the register kept by the Company under section 336 of the SFO were as follows:

<b>Name</b>	<b>Capacity</b>	<b>Number of shares<sup>(1)</sup></b>	<b>Approximate percentage of shareholding</b>
Global Wisdom Capital Holdings Limited	Beneficial owner	241,836,000 (L)	58.71%
Mr. Ho Kin	Beneficial owner and interest of controlled corporation	28,892,000 (L)	7.01%

Notes:

- (1) The letter "L" denotes long position in the shares.
- (2) Among these shares, 8,892,000 shares are legally and beneficially owned by Mr. Ho Kin and 20,000,000 shares are legally and beneficially owned by Zhong Xing Ltd. As the issued shares of Zhong Xing Ltd is wholly owned by Mr. Ho Kin, Mr. Ho Kin is deemed under the SFO to be interested in all the shares held by Zhong Xing Ltd.

## REPORT OF THE DIRECTORS

### RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the usual course of business are set out in note 37 to the Consolidated Financial Statements. None of these related party transactions constitutes a connected transaction as defined under the Listing Rules that is required to be disclosed.

### NON-COMPETITION UNDERTAKING BY CONTROLLING SHAREHOLDERS

The Company has received annual confirmations from the controlling shareholders, Mr. Wong Kin Ling, Madam Hung Kin and Global Wisdom Capital Holdings Limited, in respect of their compliance with the non-competition undertaking provided in favour of the Company. The independent non-executive Directors have reviewed the said undertaking and are of the view that Mr. Wong Kin Ling, Madam Hung Kin and Global Wisdom Capital Holdings Limited have complied with the non-competition undertaking during the year ended 31 December 2015.

### MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, the Company did not enter into any contract in respect of the management or administration of the entire or any significant part of the business of the Company nor did any such contract subsist at any time during the year.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2015.

### PRE-EMPTIVE RIGHTS

There were no provisions of pre-emptive rights under the Company's articles of association or the laws of the British Virgin Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders unless otherwise required by the Stock Exchange.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and to 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 annual report.

## REPORT OF THE DIRECTORS

### MAJOR SUPPLIERS AND CUSTOMERS

In the year under review, the Group's largest supplier accounted for 6.34% (2014: 7.1%) of the Group's total purchases. The Group's five largest suppliers accounted for 18.72% (2014: 23.6%) of the Group's total purchases.

In the year under review, the Group's sales to its five largest customers accounted for 54.0% (2014: 53.0%) of the Group's total sales. The Group's largest customer accounted for 20.0% (2014: 22.3%) of the Group's total sales.

None of the Directors or any of their close associates (as defined under the Listing Rules) or any shareholders which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital has any beneficial interest in the Group's five largest customers or five largest suppliers.

### Key relationship with the customers and suppliers

#### (a) Customers

The Group's customers are mainly based in Mainland China, Japan, the United State and Europe. We have maintained business relationships with most of them for more than five years. Consistent with usual industry practice, the Group does not enter into any long-term sales agreements with its customers, but will request them to place purchase orders with us for every season. Our team is committed to providing customers with high quality products and efficient after sales services. The Directors regard the interest of customers as one of our top priorities.

#### (b) Suppliers

We carefully select our suppliers based on various criteria, including but not limited to: (i) the quality of the products supplied by them; (ii) their ability to deliver products to us in a timely manner; and (iii) their reputation in the industry. We have maintained business relationships with most of our suppliers for more than five years.

The Directors consider that it is commercially beneficial to build up a close and long-term business relationship with our suppliers as our long-term collaboration would allow us to provide reliable and quality products to our customers.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group recognises the importance of green culture and the increasing public awareness on environmental issues. The Group has put more effort integrating business performances with environmental and resources efficiency considerations. Except fulfilling the statutory environmental requirements regulating the production facilities of the Group, we also have implemented a number of environment-friendly measures in our operations and workplaces including but not limited to our production plants, warehouses and office areas. The Group has implemented energy saving practices by continuing to increase the use of LED lighting fixtures. This has benefited both the environment in terms of energy consumption and operating costs reduction. We encouraged our staff to reduce printing and to make use of duplex printing for internal documents. Recycled papers have also been used as key printing materials. To strengthen our attention to environmental protection measures, our internal audit team was responsible for identify measures related to environmental, social and governance matters. We will broaden the scope of our green agenda and identify energy improvement opportunities, newly developed technology, in order to uphold our sustainable development and environmental friendly and care attitude in the workplace.

## REPORT OF THE DIRECTORS

### AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee was established on 19 August 2011 with written terms of reference in compliance with the Listing Rules. The Audit Committee is responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of that auditor; monitoring integrity of the financial statements, the annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and reviewing significant financial reporting judgments contained in them; and reviewing the financial controls, internal control and risk management systems.

The Audit Committee has reviewed the Company's internal controls and risk management process, financial reporting and compliance procedures and financial results and reports, including review of the audited consolidated financial statements of the Group for the year ended 31 December 2015. The consolidated financial statements for the year ended 31 December 2015 have been audited by the Company's external auditors, SHINEWING (HK) CPA Limited.

### CORPORATE GOVERNANCE

The Company has published its corporate governance report, which is set out on pages 22 to 34 of this annual report.

### AUDITOR

During the year, SHINEWING (HK) CPA Limited were appointed as the external auditors of the Company.

A resolution will be submitted to the forthcoming annual general meeting of the Company to re-appoint SHINEWING (HK) CPA Limited as the external auditors of the Company.

On behalf of the Board

**Wong Kin Ling**

*Chairman*

Hong Kong, 24 March 2016

# INDEPENDENT AUDITOR'S REPORT



SHINEWING (HK) CPA Limited  
43/F., The Lee Gardens  
33 Hysan Avenue  
Causeway Bay, Hong Kong

## TO THE SHAREHOLDERS OF GRAND CONCORD INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the British Virgin Islands with limited liability)

We have audited the consolidated financial statements of Grand Concord International Holdings Limited (the “**Company**”) and its subsidiaries set out on pages 44 to 128, which comprise the consolidated statement of financial position as at 31 December 2015, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and 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 and to report our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. 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.

## INDEPENDENT AUDITOR'S REPORT

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 judgment, 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 Company and its subsidiaries as at 31 December 2015, and of their financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

**SHINEWING (HK) CPA Limited**

*Certified Public Accountants*

**Chan Wing Kit**

Practising Certificate Number: P03224

Hong Kong

24 March 2016

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>Revenue</b>	7	<b>389,317</b>	453,476
Cost of sales		<b>(314,138)</b>	(341,979)
Gross profit		<b>75,179</b>	111,497
Other income and gains	9	<b>6,866</b>	2,303
Change in fair value in respect of convertible bonds		<b>(11,220)</b>	–
Selling and distribution expenses		<b>(10,979)</b>	(11,250)
Administrative expenses		<b>(56,358)</b>	(56,302)
Finance costs	10	<b>(5,403)</b>	(4,721)
<b>(Loss) profit before tax</b>		<b>(1,915)</b>	41,527
Income tax expense	11	<b>(5,039)</b>	(15,856)
<b>(Loss) profit for the year</b>	12	<b>(6,954)</b>	25,671
Other comprehensive expense			
<i>Item that may be reclassified subsequently to profit or loss:</i>			
Exchange differences arising on translating foreign operations		<b>(507)</b>	(5)
Other comprehensive expense for the year, net of income tax		<b>(507)</b>	(5)
<b>Total comprehensive (expense) income for the year</b>		<b>(7,461)</b>	25,666
<b>(Loss) earnings per share:</b>			
– Basic and diluted (RMB)	16	<b>(0.02)</b>	0.07

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment	17	213,142	224,343
Goodwill	18	1,008	–
Prepaid lease payments	19	11,830	12,127
Deposits paid to acquire non-current assets	20	363	116
Prepayment	24	–	170
Deferred tax assets	21	444	427
		<b>226,787</b>	<b>237,183</b>
<b>Current assets</b>			
Inventories	22	58,394	54,385
Trade and bills receivables	23	82,321	80,467
Prepayments and other receivables	24	24,823	11,600
Prepaid lease payments	19	297	297
Income tax recoverable		103	–
Restricted bank deposits	25	15,984	17,532
Cash and bank balances	25	76,175	51,925
		<b>258,097</b>	<b>216,206</b>
<b>Current liabilities</b>			
Trade and bills payables	26	62,177	64,269
Accruals and other payables	27	17,444	28,524
Advance from customers		2,000	1,914
Interest-bearing borrowings	28	97,412	88,208
Derivatives embedded in convertible bonds	29	87	–
Convertible bonds	29	4,388	–
Income tax payables		190	438
		<b>183,698</b>	<b>183,353</b>
Net current assets		<b>74,399</b>	<b>32,853</b>
Total assets less current liabilities		<b>301,186</b>	<b>270,036</b>
<b>Non-current liability</b>			
Deferred tax liabilities	21	572	–
<b>Net assets</b>		<b>300,614</b>	<b>270,036</b>



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2015

	Notes	2015 RMB'000	2014 RMB'000
<b>Capital and reserves</b>			
Share capital	30	<b>91,106</b>	46,938
Reserves		<b>209,508</b>	223,098
<b>Total equity</b>		<b>300,614</b>	270,036

The consolidated financial statements on pages 44 to 128 were approved and authorised for issue by the board of directors on 24 March 2016 and are signed on its behalf by:

**Wong Kin Ling**  
*Director*

**Hung Kin**  
*Director*

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

	Attributable to owners of the Company						Total RMB'000
	Share capital RMB'000	Statutory reserve RMB'000 (Note (a))	Exchange reserve RMB'000	Special reserve RMB'000 (Note (b))	Other reserve RMB'000 (Note (c))	Retained earnings RMB'000	
As at 1 January 2014	46,938	35,117	963	(83)	5,800	155,635	244,370
Profit for the year	-	-	-	-	-	25,671	25,671
Other comprehensive expense for the year:							
Exchange differences arising on translating foreign operations	-	-	(5)	-	-	-	(5)
Total comprehensive (expense) income for the year	-	-	(5)	-	-	25,671	25,666
Appropriations to statutory reserve	-	1,611	-	-	-	(1,611)	-
As at 31 December 2014 and 1 January 2015	46,938	36,728	958	(83)	5,800	179,695	270,036
Loss for the year	-	-	-	-	-	(6,954)	(6,954)
Other comprehensive income for the year:							
Exchange differences arising on translation of foreign operations	-	-	(507)	-	-	-	(507)
Total comprehensive expense for the year	-	-	(507)	-	-	(6,954)	(7,461)
Conversion of convertible bonds (note 29)	44,168	-	-	-	-	-	44,168
Appropriations to statutory reserve	-	463	-	-	-	(463)	-
Dividend recognised as distribution	-	-	-	-	-	(6,129)	(6,129)
As at 31 December 2015	91,106	37,191	451	(83)	5,800	166,149	300,614

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

Notes:

**(a) Statutory reserve**

The statutory reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries. In accordance with the relevant laws and regulations of the PRC and the articles of association of the Group's PRC subsidiaries, they are required to appropriate 10% of its net profits determined in accordance with China Accounting Standards for Enterprises issued by the Ministry of Finance of China, after offsetting any prior years' losses, to the statutory surplus reserve. When the balance of such a reserve reached 50% of the respective companies' registered capital, any further appropriation is optional.

**(b) Special reserve**

Special reserve represents the difference between the aggregate amount of issued and fully paid share capital of the subsidiary acquired by the Company and the nominal amount of the shares issued by the Company in exchange for the entire equity interest in the subsidiary as part of the group reorganisation.

**(c) Other reserve**

Other reserve represents the difference between the fair value of past services rendered by the employees and the net present values of the consideration payable by the employees in respect of the share transferred. The details of transaction are set out in note 32.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	Note	2015 RMB'000	2014 RMB'000
<b>OPERATING ACTIVITIES</b>			
(Loss) profit before tax		<b>(1,915)</b>	41,527
Adjustments for:			
Depreciation of property, plant and equipment		<b>24,704</b>	22,732
Reversal of impairment loss on inventories		<b>(119)</b>	–
Amortisation of prepaid lease payments		<b>297</b>	297
Net (gain) loss on disposal of property, plant and equipment		<b>(650)</b>	2,500
Finance costs		<b>5,403</b>	4,721
Interest income		<b>(868)</b>	(687)
Transaction costs relating to the derivative component of convertible bonds		<b>964</b>	–
Change in fair value in respect of convertible bonds		<b>11,220</b>	–
Cash generated from operation before movements in working capital		<b>39,036</b>	71,090
(Increase) decrease in inventories		<b>(3,890)</b>	8,440
Increase in trade and bills receivables		<b>(1,854)</b>	(10,834)
(Increase) decrease in prepayments and other receivables		<b>(7,899)</b>	2,915
(Decrease) increase in trade and bills payables		<b>(2,092)</b>	8,696
(Decrease) increase in accruals and other payables		<b>(1,295)</b>	2,557
Increase in advance from customers		<b>86</b>	462
Cash generated from operations		<b>22,092</b>	83,326
PRC income tax paid		<b>(4,817)</b>	(19,904)
Withholding tax paid		<b>–</b>	(347)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>		<b>17,275</b>	63,075
<b>INVESTING ACTIVITIES</b>			
Net cash outflow on acquisition of a subsidiary	31	<b>(1,242)</b>	–
Purchase of property, plant and equipment		<b>(23,287)</b>	(43,350)
Deposits paid to acquire non-current assets		<b>(363)</b>	(116)
Advance to others		<b>(5,000)</b>	–
Decrease (increase) in restricted bank deposits		<b>1,548</b>	(9,053)
Proceeds from disposal of property, plant and equipment		<b>1,122</b>	914
Interest received		<b>714</b>	687
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>(26,508)</b>	(50,918)

## CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2015

	2015 RMB'000	2014 RMB'000
FINANCING ACTIVITIES		
Repayment of borrowings	<b>(130,796)</b>	(110,585)
New borrowings raised	<b>140,000</b>	126,000
Proceeds from issue of convertible bonds	<b>39,683</b>	–
Expenses on issue of convertible bonds	<b>(3,571)</b>	–
Dividends paid	<b>(6,129)</b>	–
Interest paid	<b>(5,366)</b>	(6,593)
NET CASH GENERATED FROM FINANCING ACTIVITIES	<b>33,821</b>	8,822
NET INCREASE IN CASH AND CASH EQUIVALENTS	<b>24,588</b>	20,979
CASH AND CASH EQUIVALENTS AS AT 1 JANUARY	<b>51,925</b>	30,949
Effect of foreign exchange rate changes	<b>(338)</b>	(3)
CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER, represented by cash and bank balances	<b>76,175</b>	51,925

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

## 1. GENERAL INFORMATION AND BASIS OF PRESENTATION OF CONSOLIDATION

Grand Concord International Holdings Limited (the “**Company**”), which acts as an investment holding company, was incorporated in the British Virgin Islands (the “**BVI**”) with limited liability under the Business Companies Act of the BVI (2004) (the “**Companies Act**”) on 8 December 2010. The Company was listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 24 November 2011. The addresses of the registered office and principal place of business of the Company are disclosed in the “Corporate Information” section in the Annual Report.

The Company and its subsidiaries (the “**Group**”) are engaged in the manufacturing of innerwear products and knitted fabrics. The ultimate holding company of the Company is Global Wisdom Capital Holdings Limited (“**Global Wisdom**”), a limited liability company incorporated in the BVI.

The consolidated financial statements are presented in Renminbi (“**RMB**”), which is also the functional currency of the Company.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“**HKFRSs**”)

In the current year, the Group has applied the following new and revised HKFRSs, which include HKFRSs, Hong Kong Accounting Standards (“**HKAS(s)**”), amendments and Interpretations (“**Int(s)**”), issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Amendments to HKFRSs	Annual Improvements to HKFRSs 2010 – 2012 Cycle
Amendments to HKFRSs	Annual Improvements to HKFRSs 2011 – 2013 Cycle
Amendments to HKAS 19	Defined Benefit Plans: Employee Contributions

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### Annual Improvements to HKFRSs 2010 – 2012 Cycle

The Annual Improvements to HKFRSs 2010-2012 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 2 (i) change the definitions of ‘vesting condition’ and ‘market condition’; and (ii) add definitions for ‘performance condition’ and ‘service condition’ which were previously included within the definition of ‘vesting condition’. The amendments to HKFRS 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

The amendments to HKFRS 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of HKFRS 9 or HKAS 39 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognised in profit and loss. The amendments to HKFRS 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

The amendments to HKFRS 8 (i) require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have ‘similar economic characteristics’; and (ii) clarify that a reconciliation of the total of the reportable segments’ assets to the entity’s assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.

The amendments to the basis for conclusions of HKFRS 13 clarify that the issue of HKFRS 13 and consequential amendments to HKAS 39 and HKFRS 9 did not remove the ability to measure short-term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial.

The amendments to HKAS 16 and HKAS 38 remove perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### Annual Improvements to HKFRSs 2010 – 2012 Cycle (continued)

The amendments to HKAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The directors of the Company consider that the application of the amendments to HKFRSs 2010-2012 Cycle has had no material impact in the Group’s consolidated financial statements.

#### Annual Improvements to HKFRSs 2011 – 2013 Cycle

The Annual Improvements to HKFRSs 2011-2013 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 3 clarify that the standard does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

The amendments to HKFRS 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, HKAS 39 or HKFRS 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within HKAS 32.

The amendments to HKAS 40 clarify that HKAS 40 and HKFRS 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

- (a) the property meets the definition of investment property in terms of HKAS 40; and
- (b) the transaction meets the definition of a business combination under HKFRS 3.

The amendments are applied prospectively. The directors of the Company consider that the application of the amendments to HKFRSs 2011-2013 Cycle has had no material impact in the Group’s consolidated financial statements.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### Amendments to HKAS 19 Defined Benefit Plans – Employee Contributions

The amendments to HKAS 19 simplify the accounting for contributions that are independent of the number of years of employee service, for example, employee contributions that are calculated according to a fixed percentage of salary. Specifically, contributions that are linked to services are attributed to periods of services as a negative benefit. The amendments to HKAS 19 specifies that such negative benefit are attributed in the same way as the gross benefit, i.e. attribute to periods of services under the plan’s contribution formula or on a straight-line basis.

Besides, the amendments also states that if the contributions are independent of the number of years of employee service, such contributions may be recognised as a reduction of the service cost as they fall due.

The amendments to HKAS 19 will become effective for annual periods beginning on or after 1 July 2014 with early application permitted.

The directors of the Company consider that the application of the amendments to HKAS 19 has had no material impact in the Group’s consolidated financial statements.

#### Part 9 of Hong Kong Companies Ordinance (Cap. 622)

In addition, the annual report requirements of Part 9 “Accounts and Audit” of the Hong Kong Companies Ordinance (Cap. 622) come into operation during the financial year. As a result, there are changes to presentation and disclosures of certain information in the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### New and revised HKFRSs issued but not yet effective

The Group has not early applied the following new and revised HKFRSs that have been issued but are not yet effective:

HKFRS 9 (2014)	Financial Instruments <sup>2</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>2</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle <sup>1</sup>
Amendments to HKAS 1	Disclosure Initiative <sup>1</sup>
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation <sup>1</sup>
Amendments to HKAS 16 and HKAS 41	Agriculture: Bearer Plants <sup>1</sup>
Amendments to HKAS 27	Equity Method in Separate Financial Statements <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception <sup>1</sup>
Amendments to HKFRS 11	Accounting for Acquisitions of Interests in Joint Operations <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2016.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>3</sup> Effective date not yet been determined.

The directors of the Company anticipate that, except as described below, the application of other new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### HKFRS 9 (2014) Financial Instruments

HKFRS 9 issued in 2009 introduces new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 and includes the requirements for the classification and measurement of financial liabilities and for derecognition. In 2013, HKFRS 9 was further amended to bring into effect a substantial overhaul of hedge accounting that will allow entities to better reflect their risk management activities in the financial statements. A finalised version of HKFRS 9 was issued in 2014 to incorporate all the requirements of HKFRS 9 that were issued in previous years with limited amendments to the classification and measurement by introducing a “fair value through other comprehensive income” (“**FVTOCI**”) measurement category for certain financial assets. The finalised version of HKFRS 9 also introduces an “expected credit loss” model for impairment assessments.

Key requirements of HKFRS 9 (2014) are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured at FVTOCI. All other debt investments and equity investments are measured at their fair values at the end of subsequent reporting periods. In addition, under HKFRS 9 (2014), entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 (2014) requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### HKFRS 9 (2014) Financial Instruments (continued)

- In the aspect of impairment assessments, the impairment requirements relating to the accounting for an entity’s expected credit losses on its financial assets and commitments to extend credit were added. Those requirements eliminate the threshold that was in HKAS 39 for the recognition of credit losses. Under the impairment approach in HKFRS 9 (2014) it is no longer necessary for a credit event to have occurred before credit losses are recognised. Instead, expected credit losses and changes in those expected credit losses should always be accounted for. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition and, consequently, more timely information is provided about expected credit losses.
- HKFRS 9 (2014) introduces a new model which is more closely aligns hedge accounting with risk management activities undertaken by companies when hedging their financial and non-financial risk exposures. As a principle-based approach, HKFRS 9 (2014) looks at whether a risk component can be identified and measured and does not distinguish between financial items and non-financial items. The new model also enables an entity to use information produced internally for risk management purposes as a basis for hedge accounting. Under HKAS 39, it is necessary to exhibit eligibility and compliance with the requirements in HKAS 39 using metrics that are designed solely for accounting purposes. The new model also includes eligibility criteria but these are based on an economic assessment of the strength of the hedging relationship. This can be determined using risk management data. This should reduce the costs of implementation compared with those for HKAS 39 hedge accounting because it reduces the amount of analysis that is required to be undertaken only for accounting purposes.

HKFRS 9 (2014) will become effective for annual periods beginning on or after 1 January 2018 with early application permitted.

The directors of the Company anticipate that the adoption of HKFRS 9 (2014) in the future may have significant impact on amounts reported in respect of the Group’s financial assets and financial liabilities.

Regarding the Group’s financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### HKFRS 15 Revenue from Contracts with Customers

The core principle of HKFRS 15 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 or services. Thus, HKFRS 15 introduces a model that applies to contracts with customers, featuring a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

- i) Identify the contract with the customer;
- ii) Identify the performance obligations in the contract;
- iii) Determine the transaction price;
- iv) Allocate the transaction price to the performance obligations; and
- v) Recognise revenue when (or as) the entity satisfies a performance obligation.

HKFRS 15 also introduces extensive qualitative and quantitative disclosure requirements which aim to enable users of the financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

HKFRS 15 will supersede the current revenue recognition guidance including HKAS 18 Revenue, HKAS 11 Construction Contracts and the related Interpretations when it becomes effective.

HKFRS 15 will become effective for annual periods beginning on or after 1 January 2018 with early application permitted. The directors of the Company anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### Annual Improvement to HKFRSs 2012 – 2014 Cycle

The Annual Improvements to HKFRSs 2012 – 2014 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 5 clarify that changing from one of the disposal methods (i.e. disposal through sale or disposal through distribution to owners) to the other should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in HKFRS 5. Besides, the amendments also clarify that changing the disposal method does not change the date of classification.

The amendments to HKFRS 7 clarify that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance for continuing involvement in HKFRS 7 in order to assess whether the additional disclosures for any continuing involvement in a transferred asset that is derecognised in its entirety are required. Besides, the amendments to HKFRS 7 also clarify that disclosures in relation to offsetting financial assets and financial liabilities are not required in the condensed interim financial report, unless the disclosures provide a significant update to the information reported in the most recent annual report.

The amendments to HKAS 19 clarify that the market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.

HKAS 34 requires entities to disclose information in the notes to the interim financial statements ‘if not disclosed elsewhere in the interim financial report’. The amendments to HKAS 34 clarify that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report. The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time. If users do not have access to the other information in this manner, then the interim financial report is incomplete.

The directors of the Company do not anticipate that the application of the amendments included in the Annual Improvements to HKFRSs 2012 – 2014 Cycle will have a material effect on the Group’s consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### **Amendments to HKAS 16 and HKAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation**

The amendments to HKAS 16 prohibit the use of revenue-based depreciation methods for property, plant and equipment under HKAS 16. The amendments to HKAS 38 introduce a rebuttable presumption that the use of revenue-based amortisation methods for intangible assets is inappropriate. This presumption can be rebutted only in the following limited circumstances:

- i) when the intangible asset is expressed as a measure of revenue;
- ii) when a high correlation between revenue and the consumption of the economic benefits of the intangible assets could be demonstrated.

The amendments to HKAS 16 and HKAS 38 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted. The amendments should be applied prospectively.

As the Group use straight-line method for depreciation of property, plant and equipment, the directors of the Company do not anticipate that the application of the amendments to HKAS 16 and HKAS 38 will have a material impact on the Group’s consolidated financial statements.

#### **Amendments to HKAS 16 and HKAS 41 Agriculture: Bearer Plants**

The amendments to HKAS 16 and HKAS 41 define bearer plants. Biological assets that meet the definition of bearer plants are no longer accounted for under HKAS 41, but under HKAS 16 instead. The produce growing on bearer plants continues to be accounted for in accordance with HKAS 41.

The amendments to HKAS 16 and HKAS 41 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted. The amendments should be applied retrospectively.

As the Group does not have any biological assets, the directors of the Company do not anticipate that the application of the amendments to HKAS 16 and HKAS 41 will have a material impact on the Group’s consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### Amendments to HKAS 27 Equity Method in Separate Financial Statements

The amendments to HKAS 27 allow an entity to apply the equity method to account for its investments in subsidiaries, joint ventures and associates in its separate financial statements. As a result of the amendments, the entity can choose to account for these investments either:

- i) at cost;
- ii) in accordance with HKFRS 9 (or HKAS 39); or
- iii) using the equity method as described in HKAS 28.

The amendments to HKAS 27 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted. The amendments should be applied retrospectively.

As the Group does not have any investment in associates or joint ventures, the directors of the Company do not anticipate that the application of the amendments to HKAS 27 will have a material impact on the Company’s financial statements.

#### Amendments to HKFRS 10 and HKAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments provide guidance on addressing the acknowledged inconsistency between the requirements in HKFRS 10 and those in HKAS 28, in dealing with the sale or contribution of assets between an investor and its joint venture and associate. An investing entity is required to recognise the gain or loss arising from selling or contributing assets that constitutes or contains a business to a joint venture or associate in full. An investing entity is required to recognise the gain or loss arising from selling or contributing assets that does not constitute or contain a business to a joint venture or associate only to the extent of the unrelated investors’ interests in that joint venture or associate.

The effective date of amendments to HKFRS 10 and HKAS 28 has not yet been determined. However, earlier application is permitted. The amendments should be applied prospectively.

As the Group does not have any investment in joint operations, the directors of the Company do not anticipate that the application of the amendments to HKFRS 10 and HKAS 28 will have a material impact on the Group’s consolidated financial statements.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### **Amendments to HKFRS 11 Accounting for Acquisitions of Interests in Joint Operations**

The amendments provide new guidance on how to account for the acquisition of an interest in a joint operation that constitutes a business as defined in HKFRS 3 Business Combination. Specifically, the amendments state that the relevant principles on accounting for business combinations in HKFRS 3 and other standards should be applied. The same requirements should be applied to the formation of a joint operation if and only if an existing business is contributed to the joint operation by one of the parties that participate in the joint operation.

A joint operator is also required to disclose the relevant information required by HKFRS 3 and other standards for business combinations.

The amendments should be applied prospectively to acquisitions of interests in joint operations occurring from the beginning of annual periods beginning on or after 1 January 2016. The directors of the Company anticipate that the application of these amendments to HKFRS11 may have an impact on the Group’s consolidated financial statements in future periods should such transactions arise.

#### **Amendments to HKFRS 10, HKFRS 12 and HKAS 28 Investment Entities: Applying the Consolidation Exception**

The amendments clarify the requirements when accounting for investment entities as well as provide relief in particular circumstances, which will reduce the costs of applying the standards. Specifically, a parent entity that is a subsidiary of an investment entity is exempted from preparing consolidated financial statements. A parent entity which is also a subsidiary of an investment entity and hold interests in associates and joint ventures is exempted from applying equity method if it meets all the conditions stated in paragraph 4(a) of HKFRS 10.

Besides, the amendments clarify if an investment entity has a subsidiary that is not itself an investment entity and whose main purpose and activities are providing investment-related services that relate to the investment entity’s investment activities to the entity or other parties, it should consolidate that subsidiary. If the subsidiary that provides the investment-related services or activities is itself an investment entity, the investment entity parent should measure that subsidiary at fair value through profit or loss. If an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when apply the equity method, retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate’s or joint venture’s interests in subsidiaries.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### **Amendments to HKFRS 10, HKFRS 12 and HKAS 28 Investment Entities: Applying the Consolidation Exception (continued)**

Furthermore, if a parent that is an investment entity and has measured all of its subsidiaries at fair value through profit or loss, that investment entity should present the disclosures relating to investment entities required by HKFRS 12 in its financial statements. If an investment entity has consolidated its subsidiary in which the subsidiary itself is not an investment entity and whose main purpose and activities are providing services that relate to the investment activities of its investment entity parent, the disclosure requirements in HKFRS 12 apply to financial statements in which the investment entity consolidates that subsidiary.

The amendments to HKFRS 10, HKFRS 12 and HKAS 28 will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

As the Group does not have any investments in investment entities, the directors of the Company do not anticipate that the application of the amendments to HKFRS 10, HKFRS 12 and HKAS 28 will have a material impact on the Group’s consolidated financial statements.

#### **Amendments to HKAS 1 Disclosure Initiative**

The amendments clarify that companies should use professional judgement in determining what information as well as where and in what order information is presented in the financial statements. Specifically, an entity should decide, taking into consideration all relevant facts and circumstances, how it aggregates information in the financial statements, which include the notes. An entity does not require to provide a specific disclosure required by a HKFRS if the information resulting from that disclosure is not material. This is the case even if the HKFRS contain a list of specific requirements or describe them as minimum requirements.

Besides, the amendments provide some additional requirements for presenting additional line items, headings and subtotals when their presentation is relevant to an understanding of the entity’s financial position and financial performance respectively. Entities, in which they have investments in associates or joint ventures, are required to present the share of other comprehensive income of associates and joint ventures accounted for using the equity method, separated into the share of items that (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

#### Amendments to HKAS 1 Disclosure Initiative (continued)

Furthermore, the amendments clarify that:

- (i) an entity should consider the effect on the understandability and comparability of its financial statements when determining the order of the notes; and
- (ii) significant accounting policies are not required to be disclosed in one note, but instead can be included with related information in other notes.

The amendments will become effective for financial statements with annual periods beginning on or after 1 January 2016. Earlier application is permitted.

The directors of the Company anticipate that the application of the amendments to HKAS 1 in the future may have a material impact on the disclosures made in the Group’s consolidated financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and by the Hong Kong Companies Ordinance (the “**CO**”).

The provisions of the new Hong Kong Companies Ordinance (Cap 622) regarding preparation of accounts and directors’ reports and audits became effective for the Company for the financial year ended 31 December 2015. Further, the disclosure requirements set out in the Listing Rules regarding annual accounts have been amended with reference to the new CO and to streamline with HKFRSs. Accordingly the presentation and disclosure of information in the consolidated financial statements for the financial year ended 31 December 2015 have been changed to comply with these new requirements. Comparative information in respect of the financial year ended 31 December 2014 are presented or disclosed in the consolidated financial statements based on the new requirements. Information previously required to be disclosed under the predecessor CO or Listing Rules but not under the new CO or amended Listing Rules are not disclosed in these consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. Details of fair value measurement are explained in the accounting policies set out below.

The principal accounting policies are set out below.

#### **Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (i.e. its subsidiaries). If a subsidiary prepares its financial statements using accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to that subsidiary's financial statements in preparing the consolidated financial statements to ensure conformity with the group's accounting policies.

Control is achieved where the Group has: (i) the power over the investee; (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect the amount of the Group's returns. When the Group has less than a majority of the voting rights of an investee, power over the investee may be obtained through: (i) a contractual arrangement with other vote holders; (ii) rights arising from other contractual arrangements; (iii) the Group's voting rights and potential voting rights; or (iv) a combination of the above, based on all relevant facts and circumstances.

The Company reassess whether it controls an investee if facts and circumstances indicate that there are changes to one or more of these elements of control stated above.

Consolidation of a subsidiary begins when the Company obtains control of the subsidiary and cease when the Group loses control of the subsidiary.

Income and expenses of subsidiaries are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Basis of consolidation (continued)

Profit or loss and each component of other comprehensive income of subsidiaries are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group are eliminated in full on consolidation.

#### Business combinations

Businesses combinations are accounted for by applying the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs incurred to effect a business combination are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities arising from the assets acquired and liabilities assumed in the business combination are recognised and measured in accordance with HKAS 12 Income Taxes;
- assets or liabilities related to the acquiree's employee benefit arrangements are recognised and measured in accordance with HKAS 19 Employee Benefits;
- liabilities or equity instruments related to share-based payment transactions of the acquiree or the replacement of the acquiree's share-based payment transactions with the share-based payment transactions of the Group are measured in accordance with HKFRS 2 Share-based Payment at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that standard.

Goodwill is measured as the excess of the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after re-assessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the aggregate of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a gain on bargain purchase.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Business combinations (continued)

Non-controlling interests, unless as required by another standards, are measured at acquisition-date fair value except for non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with the corresponding adjustments made against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration that is within the scope of HKAS 39 is measured at fair value at each reporting date, and changes in fair value are recognised in profit or loss in accordance with HKAS 39. Other contingent consideration that is not within the scope of HKAS 39 is measured at fair value at each reporting date and changes in fair value are recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. During the measurement period (see above), the provisional amounts recognised at the acquisition date are adjusted retrospectively or additional assets or liabilities are recognised as of that date, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Goodwill

Goodwill arising from a business combination is carried at cost less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal.

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for goods sold in the normal course of business, net of discounts and sales related taxes.

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing at the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. RMB) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the year. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of the exchange reserve.

#### Leasing

##### *The Group as lessee*

Operating lease payments are recognised as an expense on a straight-line basis over the lease term.

#### Research expenditure

Expenditure on research activities is recognised as an expense in the year in which it is incurred.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Leasehold land and buildings

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease and accounted for as property, plant and equipment.

#### Retirement benefits

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

#### Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary difference to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probably that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Taxation (continued)

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

#### Property, plant and equipment

Property, plant and equipment including buildings held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to allocate the cost of items of property, plant and equipment (other than properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Property, plant and equipment (continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profits or loss.

#### *Buildings under development for future owner-occupied purpose*

When buildings are in the course of development for production or for administrative purposes, the amortisation of prepaid lease payments provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e. when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are calculated using the weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

#### Cash and cash equivalents

Cash and bank balances in the consolidated statements of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less and are not restricted as to use.

For the purpose of the consolidated statements of cash flows, cash and cash equivalents consist of cash and bank balances as defined above.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statements of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

#### *Financial assets*

The Group's financial assets comprise loans and receivables. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and bills receivables, other receivables, restricted bank deposits and cash and bank balances) are measured at amortised cost using the effective interest method, less any identified impairment loss (see accounting policy on impairment loss on financial assets below).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (continued)

##### *Impairment loss of financial assets*

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all the financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter into bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 30 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the financial asset's original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade and bills receivables and other receivables where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade and bills receivable and other receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses were recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (continued)

##### *Financial liabilities and equity instruments*

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### *Financial liabilities*

Financial liabilities (including trade and bills payables, accruals and other payables and interest-bearing borrowings) are subsequently measured at amortised cost using the effective interest rate method.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

##### *Equity instruments*

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

##### *Offsetting financial instruments*

Financial assets and liabilities of the Group are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (continued)

##### *Convertible bonds*

Convertible loan notes issued by the Group that contain both liability and conversion option components are classified separately into respective items on initial recognition. Conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is a conversion option derivative. At the date of issue, both the liability and conversion option components are recognised at fair value.

In subsequent periods, the liability component of the convertible loan notes is carried at amortised cost using the effective interest method. The conversion option derivative together with other embedded derivatives is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative components are charged to profit or loss immediately. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

##### *Derivative financial instruments*

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

##### *Embedded derivatives*

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss ("FVTPL").



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Financial instruments (continued)

##### *Derecognition*

A financial asset is derecognised only when contractual rights to the cash flows from the assets expire, or when it transfers the financial assets and substantially all the risks and rewards of ownership of the assets to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group continues to recognise the asset to the extent of its continuing involvement and recognises an associated liability. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

A financial liability is derecognised when, and only when, the Group's obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

#### Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal 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 assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Impairment losses on tangible assets (continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or the cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or the cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

#### Share-based payment

##### *Shares transferred to employees*

The fair value of services received are determined by reference to the fair value of the Company's shares received by the employees of the Company and net with the net present value of the consideration paid by the employees, and is recognised as an expense when the shares transferred immediately, with a corresponding increase in equity (other reserve).

#### Fair value measurement

When measuring fair value except for the Group's share-based payment transactions, leasing transactions, net realisable value of inventories and value in use of tangible assets for the purpose of impairment assessment, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

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

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### Fair value measurement (continued)

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. Specifically, the Group categorised the fair value measurements into three levels, based on the characteristics of inputs, as follows:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

At the end of the reporting period, the Group determines whether transfer occur between levels of the fair value hierarchy for assets and liabilities which are measured at fair value on recurring basis by reviewing their respective fair value measurement.

### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities reported and disclosures made in the consolidated financial statements. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Critical judgment in applying accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that has the most significant effect on the amounts recognised and disclosures made in the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Ownership of buildings

As detailed in note 17, at 31 December 2014, certain of the Group's buildings have not been granted legal title from the relevant government authorities yet. Although the Group has not obtained the relevant legal title, the directors of the Company having regard to the legal opinion have recognised the buildings on the grounds that they expect the legal title to be obtained in the near future with no major difficulties and the Group in substance are controlling these buildings. Legal title from the relevant government authorities have been obtained during the year ended 31 December 2015.

#### Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### Useful lives and residual values of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over their estimated useful lives, after taking into account their estimated residual values. The determination of the useful lives and residual values involve management's estimation. The Group assesses annually the residual value and the useful life of the property, plant and equipment, and if the expectation differs from the original estimate, such a difference may impact the depreciation charged in the year and the estimate will be changed in the future period. As at 31 December 2015, the carrying amount of property, plant and equipment was approximately RMB213,142,000 (2014: RMB224,343,000).

#### Impairment of inventories

The Group reviews an ageing analysis at the end of each reporting period, and makes impairment for obsolete and slow-moving inventory items. Management estimates the net realisable value for such inventories based primarily on the latest invoice prices. As at 31 December 2015, the carrying amount of inventories was approximately RMB58,394,000 (2014: RMB54,385,000), net of the accumulated impairment losses of inventories approximately RMB2,466,000 (2014: RMB2,585,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Impairment of trade and bills receivables and other receivables

The Group makes impairment based on assessment of the recoverability of trade and other receivables. The Group makes its estimates based on the aging of its trade and other receivables balances, debtors' creditworthiness, and historical write-off experience. If the financial condition of its debtors was deteriorated and resulted in an impairment of their ability to make payments, impairment loss may be required. As at 31 December 2015, the carrying amount of trade and bills receivables was approximately RMB82,321,000 (2014: RMB80,467,000), net of allowance for doubtful debts of approximately RMB39,000 (2014: RMB39,000). As at 31 December 2015, the carrying amount of other receivables was approximately RMB16,766,000 (2014: RMB4,667,000) and no impairment on other receivables was made as at 31 December 2015 and 2014.

#### Impairment of property, plant and equipment and prepaid lease payments

The Group assesses annually whether property, plant and equipment and prepaid lease payments have any indication of impairment in accordance with the accounting policy. The recoverable amounts of property, plant and equipment and prepaid lease payments have been determined based on value-in-use calculations. These calculations require the use of judgment and estimates. As at 31 December 2015, the carrying amounts of property, plant and equipment and prepaid lease payments were approximately RMB213,142,000 (2014: RMB224,343,000) and RMB12,127,000 (2014: RMB12,424,000) respectively. No impairment loss of property, plant and equipment and prepaid lease payments was made as at 31 December 2015 and 2014.

#### Income taxes

As at 31 December 2015, net deferred tax asset of approximately RMB444,000 (2014: RMB427,000), in relation to unused tax losses, unrealised profit on inventories and accelerated tax depreciation, has been recognised in the Group's consolidated statements of financial position. No deferred tax asset has been recognised on tax losses arising in the People's Republic of China (the "PRC") and Hong Kong of approximately RMB50,338,000 (2014: RMB55,206,000) as at 31 December 2015, due to unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than expected, a material reversal of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal takes place.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

#### Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value-in-use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 December 2015, the carrying amount of goodwill is approximately RMB1,008,000 (2014: nil). No impairment loss was recognised for the year ended 31 December 2015 (2014: nil).

#### Fair value of derivative

As described in note 29, the directors of the Company use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied. For derivative financial instruments, assumptions are made based on quoted market rates adjusted for specific features of the instrument. The directors of the Company believe that the chosen valuation techniques and assumptions are appropriate in determining the fair value of financial instruments.

### 5. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes the interest-bearing borrowings as disclosed in note 28, net of cash and cash equivalents and equity attributable to the owners of the Company, comprising issued share capital, reserves and retained earnings.

The directors of the Company regularly review the capital structure. As part of this review, the directors of the Company consider the cost of capital and risks associates with each class of capital. Based on recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new shares issues, new borrowings raised or repayment of existing borrowings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS

#### a. Categories of financial instruments

	2015 RMB'000	2014 RMB'000
<b>Financial assets</b>		
Loans and receivables (including cash and cash equivalents)	<b>180,408</b>	150,216
<b>Financial liabilities</b>		
At amortised cost	<b>180,569</b>	179,917
At FVTPL		
Derivatives embedded in convertible bonds	<b>87</b>	–

#### b. Financial risk management objectives and policies

The Group's major financial instruments include trade and bills receivables, other receivables, restricted bank deposits, cash and bank balances, trade and bills payables, accruals and other payables, interest-bearing borrowings, convertible bonds and derivative embedded in convertible bonds. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, market risk (currency risk and interest rate risk) and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Credit risk*

As at 31 December 2015, the Group's maximum exposure to credit risk, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties, is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statements of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverability of each individual trade debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In addition, the Group aims at broadening the customer bases by developing the PRC and the United States markets for innerwear products. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas.

As at 31 December 2015, the Group's concentration of credit risk by geographical locations is mainly in Japan and the PRC which accounted for 8% (2014: 16%) and 86% (2014: 81%) respectively of the total receivables.

As at 31 December 2015, the Group has concentration of credit risk as 1% (2014: 7%) and 25% (2014: 28%) of the total trade receivables was due from the Group's largest and five largest customers respectively.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Market risk*

##### *Foreign currency risk*

The Group has foreign currency sales, which expose the Group to foreign currency risk. During the year ended 31 December 2015, approximately 53% (2014: 51%), of the Group's sales are denominated in United States dollars ("**USD**") other than the functional currencies of the group entities making the sales, whilst almost 100% (2014: 100%) of costs are denominated in the group entity's respective functional currencies.

Also, certain trade and other receivables, cash and bank balances, other payables, convertible bonds and derivative embedded in convertible bonds are denominated in USD, Renminbi ("**RMB**") and Hong Kong dollars ("**HKD**") which are currencies other than the functional currency of the relevant group entities. The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

	<b>2015</b>	2014
	<b>RMB'000</b>	RMB'000
Assets		
USD	<b>3,807</b>	16,572
HKD	<b>14,598</b>	425
RMB	<b>3,416</b>	2,718
Liabilities		
HKD	<b>4,819</b>	727

The Group currently does not have a foreign currency hedging policy. However, the directors of the Company continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Market risk (continued)*

##### *Foreign currency risk (continued)*

Sensitivity analysis

The Group entities are mainly exposed to the fluctuation of USD, RMB and HKD.

The following table details the Group's sensitivity to a 5% (2014: 5%) increase and decrease in the functional currency of the relevant group entities against the relevant foreign currencies. 5% (2014: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in relevant foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 5% (2014: 5%) change in foreign currency rates.

A positive or negative number below indicates an increase or a decrease in post-tax profit or loss where the foreign currency strengthens 5% (2014: 5%) against the relevant functional currency. For a 5% (2014: 5%) weakening of the foreign currency against the relevant functional currency, there would be an equal and opposite impact on the profit or loss.

	<b>HKD impact (Note a)</b>	
	<b>Year ended 31 December 2015 RMB'000</b>	Year ended 31 December 2014 RMB'000
Decrease in loss (2014: decrease in profit)	<b>367</b>	(11)

	<b>USD impact (Note b)</b>	
	<b>Year ended 31 December 2015 RMB'000</b>	Year ended 31 December 2014 RMB'000
Decrease in loss (2014: increase in profit)	<b>143</b>	621

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Market risk (continued)*

##### *Foreign currency risk (continued)*

Sensitivity analysis (continued)

	<b>RMB Impact (Note c)</b>	
	<b>Year ended 31 December 2015 RMB'000</b>	Year ended 31 December 2014 RMB'000
Decrease in loss (2014: increase in profit)	<b>128</b>	102

Notes:

- (a) This is mainly attributable to the exposure on HKD denominated cash and bank balances, other receivables and other payables at the end of each reporting period.
- (b) This is mainly attributable to the exposure on USD denominated cash and bank balances and trade receivables at the end of each reporting period.
- (c) This is mainly attributable to the exposure on RMB denominated cash and bank balances at the end of each reporting period.

##### *Interest rate risk*

The Group is exposed to fair value interest rate risk in relation to fixed rate bank borrowings, convertible bonds and certain other receivable and cash flow interest rate risk in relation to variable-rate interest-bearing borrowings (see note 28 for details of these borrowings). The Group's restricted bank deposits and bank balances also have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances. The management considers the Group's exposure of the restricted bank deposits and bank balances to cash flow interest rate risk is not significant as the management does not anticipate significant fluctuation in interest rate on bank deposits. The Group has not used any financial instruments to hedge potential fluctuations in interest rates.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the interest rate offered from the People's Bank of China arising from the Group's interest-bearing borrowings.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Market risk (continued)*

##### *Interest rate risk (continued)*

Sensitivity analysis

The sensitivity analyses have been determined based on the exposure to interest rates for non-derivative instruments including restricted bank deposits, bank balances and interest-bearing borrowings at the end of the reporting period. The analysis is prepared assuming these financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis point (2014: 100 basis points) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rate.

If interest rates had been 100 basis points (2014: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended 31 December 2015 (2014: post-tax profit) would increase or decrease (2014: decrease or increase) by approximately RMB326,000 (2014: RMB586,000).

##### *Liquidity risk*

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank facilities.

The following table details the Group's remaining contractual maturities for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Liquidity risk (continued)*

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management consider that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

<b>As at 31 December 2015</b>	<b>On demand or within one year RMB'000</b>	<b>Total undiscounted cash flows RMB'000</b>	<b>Carrying amount RMB'000</b>
<b>Non-derivative financial liabilities</b>			
Trade and bills payables	62,177	62,177	62,177
Accruals and other payables	16,592	16,592	16,592
Interest-bearing borrowings			
– fixed rate	40,465	40,465	40,000
– variable rate	58,787	58,787	57,412
Convertible bonds	4,837	4,837	4,388
	<b>182,858</b>	<b>182,858</b>	<b>180,569</b>
Derivative net settlement			
Derivative embedded in convertible bonds	87	87	87
<b>As at 31 December 2014</b>	<b>On demand or within one year RMB'000</b>	<b>Total undiscounted cash flows RMB'000</b>	<b>Carrying amount RMB'000</b>
<b>Non-derivative financial liabilities</b>			
Trade and bills payables	64,269	64,269	64,269
Accruals and other payables	27,440	27,440	27,440
Interest-bearing borrowings			
– variable rate	90,533	90,533	88,208
	<b>182,242</b>	<b>182,242</b>	<b>179,917</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### b. Financial risk management objectives and policies (continued)

##### *Liquidity risk (continued)*

Bank loans with a repayment on demand clause are included in the “on demand or less than 1 year” time band in the above maturity analysis. As at 31 December 2015 and 2014, the aggregate undiscounted principal amounts of these bank loans amounted to nil and RMB1,517,000 respectively. Taking into account the Group’s financial position, the directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors believe that such bank loans will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows will amount to nil (2014: RMB1,564,000).

The amounts included above for variable interest rate instruments for non-derivative financial liabilities is subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

#### c. Fair value measurements recognised in the statement of financial position

The following table provides an analysis of financial instruments of the Group that are measured at fair value on a recurring basis at the end of each reporting period for recurring and non-recurring measurement, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group’s accounting policy.

	2015			Total RMB
	Level 1 RMB	Level 2 RMB	Level 3 RMB	
Financial liabilities at FVTPL				
Derivative embedded in convertible bonds	-	-	87	87

There was no transfer between levels of fair value hierarchy in the current year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### c. Fair value measurements recognised in the statement of financial position (continued)

The valuation techniques and inputs used in Level 3 fair value measurements of financial instruments as set out below:

	<b>Valuation technique and key input(s)</b>	<b>Significant unobservable input(s)</b>
Derivative financial instrument – derivative embedded in convertible bonds	Binomial model based on the share price, volatility, risk free rat, borrowing rate, effective interest rate, option life, dividend yield	Dividend yield taking into account management’s expectation of market conditions of specific industries at 2% (Note).

Note: A 5% increase in the dividend yield used in isolation would result in a decrease in the fair value measurement of the derivative component of the convertible bonds by approximately RMB1,000, and vice versa.

Details of reconciliation of Level 3 fair value measurements for derivatives components of the convertible bonds are set out in note 29.

#### **Valuation process**

Some of the Group’s assets are measured at fair value for financial reporting purposes. The appropriate valuation techniques and inputs for the fair value measurements are determined by the directors of the Company and the independent qualified valuer.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 3 inputs are not available, the Group engages independent qualified valuer to perform the valuation. The directors of the Company work closely with the independent qualified valuer to establish the appropriate valuation techniques and inputs to the model. The directors of the Company will review the cause of fluctuations in fair value of the assets and liabilities annually.

The fair value of the non-derivative financial assets and non-derivative financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using the relevant prevailing market rates.

The directors of the Company consider that the carrying amounts of current financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values due to their immediate or short-term maturities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 6. FINANCIAL INSTRUMENTS (CONTINUED)

#### c. Fair value measurements recognised in the statement of financial position (continued)

##### *Valuation process (continued)*

The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments. The directors of the Company consider the fair values of the other non-current liabilities approximate their carrying amounts.

### 7. REVENUE

Revenue represents the amounts received and receivable for sales of innerwear products and knitted fabrics, net of discounts and sales related taxes. Revenue is analysed as follows:

	<b>2015</b>	2014
	<b>RMB'000</b>	RMB'000
Innerwear products	<b>238,266</b>	262,305
Knitted fabrics	<b>151,051</b>	191,171
	<b>389,317</b>	453,476



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 8. SEGMENT INFORMATION

The Group's operating segments, by category of products, based on information reported to the chief operating decision maker for the purpose of resource allocation and performance assessment are as follows:

- 1) Innerwear products – manufacturing of innerwear and garments
- 2) Knitted fabrics – manufacturing of fabrics

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable and operating segment.

	Year ended 31 December 2015		
	Innerwear products	Knitted fabrics	Total
	RMB'000	RMB'000	RMB'000
<b>Revenue</b>			
External sales	238,266	151,051	389,317
Inter-segment revenue	110,812	50,504	161,316
Segment revenue	349,078	201,555	550,633
Elimination			(161,316)
Group's revenue			389,317
<b>Segment profit</b>	9,646	11,280	20,926
Other income			715
Finance costs			(5,403)
Unallocated head office and corporate expenses			(18,153)
<b>Loss before taxation</b>			(1,915)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 8. SEGMENT INFORMATION (CONTINUED)

#### Segment revenues and results (continued)

	Year ended 31 December 2014		
	Innerwear products	Knitted fabrics	Total
	RMB'000	RMB'000	RMB'000
<b>Revenue</b>			
External sales	262,305	191,171	453,476
Inter-segment revenue	32,906	56,671	89,577
Segment revenue	<u>295,211</u>	<u>247,842</u>	543,053
Elimination			<u>(89,577)</u>
Group's revenue			<u>453,476</u>
<b>Segment profit</b>	<u>24,658</u>	<u>27,160</u>	51,818
Other income			687
Finance costs			(4,721)
Unallocated head office and corporate expenses			<u>(6,257)</u>
<b>Profit before taxation</b>			<u>41,527</u>

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of prepaid land lease payments, interest income on banks, directors' emoluments, change in fair value in respect of convertible bonds, finance costs and unallocated head office and corporate expenses. This is the measure reported to the chief operating decision makers for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market price.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 8. SEGMENT INFORMATION (CONTINUED)

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segment:

	Year ended 31 December 2015		
	Innerwear products	Knitted fabrics	Total
	RMB'000	RMB'000	RMB'000
<b>Segment assets</b>	<b>176,731</b>	<b>214,670</b>	<b>391,401</b>
Unallocated assets:			
Property, plant and equipment			586
Cash and bank balances			76,175
Restricted bank deposits			15,984
Deferred tax assets			444
Prepayments			36
Other receivables			155
Income tax recoverable			103
<b>Consolidated assets</b>			<b>484,884</b>
<b>Segment liabilities</b>	<b>49,667</b>	<b>31,450</b>	<b>81,117</b>
Unallocated liabilities:			
Other payables			504
Income tax payables			190
Interest-bearing borrowings			97,412
Convertible bonds			4,388
Derivatives embedded in convertible bonds			87
Deferred tax liabilities			572
<b>Consolidated liabilities</b>			<b>184,270</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 8. SEGMENT INFORMATION (CONTINUED)

#### Segment assets and liabilities (continued)

	Year ended 31 December 2014		
	Innerwear products	Knitted fabrics	Total
	RMB'000	RMB'000	RMB'000
<b>Segment assets</b>	172,381	210,095	382,476
Unallocated assets:			
Property, plant and equipment			853
Cash and bank balances			51,925
Restricted bank deposits			17,532
Deferred tax assets			427
Prepayments			35
Other receivables			141
<b>Consolidated assets</b>			<u>453,389</u>
<b>Segment liabilities</b>	56,271	37,694	93,965
Unallocated liabilities:			
Other payables			742
Income tax payables			438
Interest-bearing borrowings			88,208
<b>Consolidated liabilities</b>			<u>183,353</u>

For the purpose of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than property, plant and equipment for general operating, prepayments for general operating, certain prepayments and other receivables, deferred tax assets, income tax recoverable, restricted bank deposits and cash and bank balances.
- all liabilities are allocated to operating segments other than other payables for general operating, income tax payables, interest-bearing borrowings, derivatives embedded in convertible bonds, convertible bonds and deferred tax liabilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 8. SEGMENT INFORMATION (CONTINUED)

#### Other segment information

	Year ended 31 December 2015			
	Innerwear products	Knitted fabrics	Unallocated	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Amounts included in the measure of segment profit or loss or segment assets:				
Depreciation and amortisation	10,620	14,045	336	25,001
Net gain on disposal of property, plant and equipment	(43)	(607)	–	(650)
Additions to property, plant and equipment	8,507	5,164	33	13,704

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

Bank interest income	(576)	(110)	(29)	(715)
Finance costs	3,276	1,833	294	5,403
Income tax expense	3,260	1,207	572	5,039

	Year ended 31 December 2014			
	Innerwear products	Knitted fabrics	Unallocated	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Amounts included in the measure of segment profit or loss or segment assets:				
Depreciation and amortisation	9,880	12,825	324	23,029
Loss on disposal of property, plant and equipment	2,359	141	–	2,500
Additions to property, plant and equipment	24,461	25,741	–	50,202

Amounts regularly provided to the chief operating decision maker but not included in the measure of segment profit or loss or segment assets:

Bank interest income	(535)	(85)	(67)	(687)
Finance costs	3,118	1,539	64	4,721
Income tax expense	8,648	6,504	704	15,856

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 8. SEGMENT INFORMATION (CONTINUED)

#### Geographical information

Information about the Group's revenue from external customers is presented based on the destination where the products are delivered. Information about the Group's non-current assets is presented based on geographical location of the assets.

	Revenue from external customers		Non-current assets	
	2015	2014	2015	2014
	RMB'000	RMB'000	RMB'000	RMB'000
Japan	150,637	214,684	-	-
The PRC (country of domicile)	209,942	223,949	224,592	236,756
United States	11,450	7,722	-	-
Others	17,288	7,121	1,751	-
	<b>389,317</b>	453,476	<b>226,343</b>	236,756

Note: Non-current assets excluded deferred tax assets.

#### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total sales of the Group are as follows:

	2015	2014
	RMB'000	RMB'000
Customer A (note (a))	77,651	100,899
Customer B (note (a))	57,072	N/A*
Customer C (note (b))	40,353	43,396

Notes:

(a) Revenue from manufacture of innerwear products and from overseas customers.

(b) Revenue from manufacture of knitted fabrics and from the PRC customer.

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 9. OTHER INCOME AND GAINS

	2015 RMB'000	2014 RMB'000
Interest income on banks	715	687
Interest income on other receivable	153	–
Sales of scrap materials	551	846
Development and design income for samples	35	349
Net gain on disposal of property, plant and equipment	650	–
Government grants (note)	160	–
Exchange gains	4,407	295
Others	195	126
	<b>6,866</b>	<b>2,303</b>

Note: For the year ended 31 December 2015, government grants have been received by the Group from Zhucheng Bureau of Finance (諸城市財政局) for the Group's contribution of business development in Zhucheng county, which is directly recognised in profit or loss. The government subsidies have neither specified conditions that the Group has to fulfill nor specified usage requirements.

### 10. FINANCE COSTS

	2015 RMB'000	2014 RMB'000
Interest on bank loans wholly repayable within five years	5,366	6,593
Effective interest expense on convertible bonds (note 29)	294	–
Total borrowing costs	5,660	6,593
Less: amounts capitalised in the cost of qualifying assets	(257)	(1,872)
	<b>5,403</b>	<b>4,721</b>

Borrowing costs capitalised during the year arose on the general borrowing pool and are calculated by applying a capitalisation rate of 5.2% (2014: 6.3%) per annum to expenditure on qualifying assets.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 11. INCOME TAX EXPENSE

	2015 RMB'000	2014 RMB'000
Current tax:		
PRC Enterprise Income Tax (the "EIT")		
– Provision for the year	4,758	14,629
– (Over) under-provision in prior years	(292)	523
Withholding tax	–	347
Deferred tax (note 21)	573	357
	<b>5,039</b>	<b>15,856</b>

#### (a) Overseas income tax

Pursuant to the rules and regulations of the BVI, the BVI subsidiary and the Company are not subject to any income tax in the BVI.

Pursuant to the rules and regulations of Myanmar, the Myanmar subsidiary is subject to income tax at 25%.

For the year ended 31 December 2015, no provision for Myanmar Corporate Tax had been made as there was no estimated assessable profit derived from the Myanmar subsidiary.

#### (b) Hong Kong Profits Tax

The applicable tax rate for the subsidiaries incorporated in Hong Kong is 16.5% for the years ended 31 December 2015 and 2014.

For the years ended 31 December 2015 and 2014, no provision for Hong Kong Profits Tax had been made as there was no estimated assessable profit derived from Hong Kong subsidiaries.

#### (c) EIT

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

No provision of EIT has been made for Shandong Grand Concord Garment Co., Limited 山東順都國際貿易有限公司 (previously known as 山東廣豪服飾有限公司) ("Shangdong Grand Concord"), one of the subsidiaries of the Company, as Shandong Grand Concord did not have any assessable profits subject to EIT for the years ended 31 December 2015 and 2014.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 11. INCOME TAX EXPENSE (CONTINUED)

#### (d) Withholding tax

According to the joint circular of the Ministry of Finance and State Administration of Taxation – Cai Shui 2008 No. 1, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has been provided for the year ended 31 December 2015, in respect of temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to approximately RMB236,985,000 (2014: nil).

The tax charge can be reconciled to the (loss) profit before tax per the consolidated statements of comprehensive income as follows:

	2015 RMB'000	2014 RMB'000
(Loss) profit before tax	<b>(1,915)</b>	41,527
Tax at the domestic income rate of 25% (2014: 25%)	<b>(479)</b>	10,382
Tax effect of income not taxable for tax purpose	<b>(373)</b>	(816)
Tax effect of expenses not deductible for tax purpose	<b>4,029</b>	3,405
Tax effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	<b>572</b>	–
Effect of different tax rates of subsidiaries operating in other jurisdictions	<b>1,685</b>	66
Tax effect of tax losses not recognised	<b>323</b>	2,296
(Over) under-provision in respect of prior years	<b>(292)</b>	523
Utilisation of tax losses previously not recognised	<b>(426)</b>	–
Tax charge for the year	<b>5,039</b>	15,856

Details of deferred tax are set out in note 21.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 12. (LOSS) PROFIT FOR THE YEAR

	2015 RMB'000	2014 RMB'000
(Loss) profit for the year has been arrived at after charging (crediting):		
Salaries and other benefits	86,957	78,431
Contributions to retirement benefit scheme	8,402	7,056
Total staff costs (including directors' emoluments)	95,359	85,487
Auditor's remuneration	677	638
Amortisation of prepaid lease payments	297	297
Cost of inventories recognised as an expense	314,138	341,979
Depreciation of property, plant and equipment	24,704	22,732
Exchange difference, net	(4,026)	14
Net (gain) loss on disposal of property, plant and equipment	(650)	2,500
Reversal of impairment on inventories (included in cost of sales)	(119)	–
Operating lease rentals in respect of rented premises	1,292	1,495

### 13. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the directors of the Company were as follows:

#### For the year ended 31 December 2015

Name of Director	Fees RMB'000	Salaries and other benefits RMB'000	Contributions to retirement benefit scheme RMB'000	Total RMB'000
<b>Executive directors</b>				
Mr. Wong Kin Ling	–	1,450	14	1,464
Madam Hung Kin	–	1,507	15	1,522
Mr. Wang Shao Hua	–	2,561	5	2,566
Mr. Wei Jin Long (Note (b))	–	346	3	349
Mr. Feng Yongming (Note (a))	–	–	–	–
	–	5,864	37	5,901
<b>Non-executive director</b>				
Mr. Wei Jin Long (Note (b))	64	–	–	64
	64	–	–	64
<b>Independent non-executive directors</b>				
Mr. Wang Jin Tang	120	–	–	120
Ms. Tay Sheve Li	206	–	–	206
Dr. Chan Ah Pun	137	–	–	137
	463	–	–	463
Total	527	5,864	37	6,428

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 13. DIRECTORS' EMOLUMENTS (CONTINUED)

#### For the year ended 31 December 2014

Name of Director	Fees RMB'000	Salaries and other benefits RMB'000	Contributions to retirement benefit scheme RMB'000	Total RMB'000
<b>Executive directors</b>				
Mr. Wong Kin Ling	–	1,436	13	1,449
Madam Hung Kin	–	1,487	13	1,500
Mr. Wang Shao Hua	–	1,741	4	1,745
Mr. Wei Jin Long	–	685	4	689
	–	5,349	34	5,383
<b>Independent non-executive directors</b>				
Mr. Wang Jin Tang	120	–	–	120
Ms. Tay Sheve Li	204	–	–	204
Dr. Chan Ah Pun	136	–	–	136
	460	–	–	460
Total	460	5,349	34	5,843

The amounts above represent emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking. No emoluments were paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking.

No directors of the Company waived or agreed to waive any emolument paid by the Group during the years ended 31 December 2015 and 2014. No emoluments were paid by the Group to any of the directors of the Company as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2015 and 2014.

At present, the Company does not have any officer with the title of chief executive. The duties of a chief executive are undertaken by Mr. Wong Kin Ling, chairman of the board of the directors.

Notes:

- (a) Mr. Feng Yongming was appointed as an executive director on 30 April 2015.
- (b) Mr. Wei Jin Long was re-designated from an executive director to a non-executive director on 23 June 2015.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 14. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, three (2014: three) were directors of the Company whose emoluments are included in the disclosure in note 13 above. The emoluments of the remaining two (2014: two) individual was as follows:

	2015 RMB'000	2014 RMB'000
Salaries and other benefits	1,486	1,866
Contributions to retirement benefit scheme	20	9
	<b>1,506</b>	<b>1,875</b>

Their emoluments were within the following bands:

	2015 No. of Employees	2014 No. of employees
Nil to HKD1,000,000 (2015: equivalent to RMB nil to approximately RMB806,000, 2014: nil)	1	–
HKD1,000,001 to HKD1,500,000 (2015: equivalent to approximately RMB806,001 to approximately RMB1,209,000, 2014: equivalent to approximately RMB792,001 to approximately RMB1,188,300)	1	2

No emoluments were paid by the Group to the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 31 December 2015 and 2014.

### 15. DIVIDENDS

No dividend was proposed during the year ended 31 December 2015, nor has any dividend been proposed since the end of the respective period (2014: HK2 cents per share).

### 16. (LOSS) EARNINGS PER SHARE

The calculation of basic (loss) per share for the year ended 31 December 2015 is based on the loss attributable to owners of the Company of approximately RMB6,954,000 (2014: profit of approximately RMB25,671,000) and the weighted average of 398,242,285 ordinary shares (2014: 380,000,000) in issue during the year.

For the years ended 31 December 2015, the computation of diluted loss per share does not assume the conversion of the Company's outstanding convertible loan notes since their exercise would result in a decrease in loss per share.

For the years ended 31 December 2014, diluted earnings per share was the same as the basic earnings per share as there was no potential dilutive ordinary share outstanding.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 17. PROPERTY, PLANT AND EQUIPMENT

	Buildings	Leasehold improvements	Machinery	Office equipment	Motor vehicles	Construction in progress	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COST:							
As at 1 January 2014	127,958	10,258	111,456	8,577	9,036	10,031	277,316
Additions	-	2,345	4,861	859	143	41,994	50,202
Disposals	(6,846)	-	(1,690)	(65)	(571)	-	(9,172)
Transfer from construction in progress	24,702	-	7,392	-	-	(32,094)	-
Exchange adjustments	-	-	-	(4)	(5)	-	(9)
As at 31 December 2014 and 1 January 2015	145,814	12,603	122,019	9,367	8,603	19,931	318,337
Additions	-	2,060	4,243	1,365	406	5,630	13,704
Acquired on acquisition of a subsidiary	-	-	234	-	-	-	234
Disposals	(433)	-	(564)	(177)	(1,152)	-	(2,326)
Transfer from construction in progress	24,452	964	145	-	-	(25,561)	-
Exchange adjustments	-	-	-	7	79	-	86
As at 31 December 2015	169,833	15,627	126,077	10,562	7,936	-	330,035
ACCUMULATED DEPRECIATION:							
As at 1 January 2014	20,069	5,379	41,622	4,350	5,608	-	77,028
Provided for the year	5,948	2,310	10,796	1,894	1,784	-	22,732
Eliminated on disposals	(3,795)	-	(1,350)	(63)	(550)	-	(5,758)
Exchange adjustments	-	-	-	(4)	(4)	-	(8)
As at 31 December 2014 and 1 January 2015	22,222	7,689	51,068	6,177	6,838	-	93,994
Provided for the year	8,089	2,311	11,696	1,677	931	-	24,704
Eliminated on disposals	(180)	-	(355)	(177)	(1,142)	-	(1,854)
Exchange adjustments	-	-	-	4	45	-	49
As at 31 December 2015	30,131	10,000	62,409	7,681	6,672	-	116,893
CARRYING VALUES:							
As at 31 December 2015	139,702	5,627	63,668	2,881	1,264	-	213,142
As at 31 December 2014	123,592	4,914	70,951	3,190	1,765	19,931	224,343

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

The above items of property, plant and equipment except for construction in progress are depreciated on a straight-line basis according to the following estimated useful lives and after taking into account their estimated residual values, as follows:

Buildings held for own uses	20 years
Leasehold improvements	5 years
Machinery	2 – 10 years
Office equipment	3 – 5 years
Motor vehicles	3 – 5 years

As at 31 December 2015, the Group has obtained the building ownership certificates for buildings. As at 31 December 2014, the Group has not obtained the building ownership certificates for buildings with carrying values of approximately RMB26,286,000.

As at 31 December 2015, certain Group's buildings and machinery with an aggregate carrying amounts of approximately RMB100,065,000 (2014: RMB91,610,000) were pledged to secure the bank loans granted to the Group (note 35).

### 18. GOODWILL

	RMB'000
<b>COST</b>	
Arising on acquisition of subsidiaries (note 31) and at 31 December 2015	1,008
<b>CARRYING VALUES</b>	
At 31 December 2015	1,008
At 31 December 2014	–

For the purposes of impairment test, goodwill with indefinite useful lives has been allocated to individual cash-generating unit, being the subsidiary of Win Glory International Manufacturing Company Limited ("**Win Glory**").

The Group conducted an impairment review on goodwill attributable to the respective cash-generating unit at the end of the reporting period by reference to the estimated recoverable amounts. The recoverable amount of Win Glory has been determined based on a value-in-use calculation. The valuation adopted used cash flow projections based on financial budgets approved by the directors of the Company covering a five-year period, with pre-tax discount rate of 6% per annum. The cash flows beyond the five-year period were extrapolated using zero growth rate. The growth rate was based on the relevant industry growth rate forecast and does not exceed the average long-term growth rate for the relevant industry. The key assumptions for the value-in-use calculation related to the estimation of cash flows included gross margin and discount rate. The gross margin of Win Glory is based on the management's expectation for revenue growth and future market development. The discount rates used are pre-tax rates that reflect current market assessments of the risks specific to the relevant industry.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 19. PREPAID LEASE PAYMENTS

	2015 RMB'000	2014 RMB'000
Analysed for reporting purposes as:		
Non-current asset	11,830	12,127
Current asset	297	297
	<b>12,127</b>	12,424

As at 31 December 2015, the Group's prepaid lease payments with an aggregate carrying amount of approximately RMB12,127,000 (2014: RMB12,424,000) were pledged to secure the bank loans granted to the Group (note 35).

### 20. DEPOSITS PAID TO ACQUIRE NON-CURRENT ASSETS

	2015 RMB'000	2014 RMB'000
Deposits paid to acquire:		
Property, plant and equipment	363	116

### 21. DEFERRED TAXATION

The following is the analysis of the deferred tax asset (liabilities), after set off certain deferred tax assets against deferred tax liabilities of the same taxable entity,

	2015 RMB'000	2014 RMB'000
For financial reporting purpose:		
Deferred tax assets	444	427
Deferred tax liabilities	(572)	–
	<b>(128)</b>	427

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 21. DEFERRED TAXATION (CONTINUED)

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

	<b>Unrealised profit on inventories</b>	<b>Withholding tax on undistributed profit of subsidiaries in the PRC</b>	<b>Tax losses</b>	<b>Accelerated tax depreciation</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2014	438	–	442	(95)	785
Charged (credit) to profit or loss for the year	(357)	–	–	–	(357)
Exchange difference	–	–	(1)	–	(1)
As at 31 December 2014 and at 1 January 2015	81	–	441	(95)	427
Credited to profit or loss for the year	(1)	(572)	–	–	(573)
Exchange difference	–	–	19	(1)	18
As at 31 December 2015	80	(572)	460	(96)	(128)

As at 31 December 2015, the Group has unused PRC and Hong Kong tax losses of approximately RMB53,128,000 (2014: RMB57,876,000) available for offsetting against future profits. A deferred tax asset has been recognised in respect of Hong Kong tax losses approximately RMB2,790,000 (2014: RMB2,670,000) of such losses as at 31 December 2015. No deferred tax asset has been recognised in respect of the remaining Hong Kong tax losses of approximately RMB2,898,000 (2014: RMB2,826,000) and PRC tax losses of approximately RMB47,440,000 (2014: RMB52,380,000) due to unpredictability of future profit streams. All the unrecognised PRC tax losses as at 31 December 2015 will expire in 2015 to 2019. Other losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary differences of approximately RMB1,551,000 (2014: RMB1,670,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible differences can be utilised.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 22. INVENTORIES

	2015 RMB'000	2014 RMB'000
Raw materials	<b>28,929</b>	23,578
Work-in-progress	<b>21,996</b>	21,757
Finished goods	<b>7,469</b>	9,050
	<b>58,394</b>	54,385

During the year, inventories of approximately RMB119,000 which was fully impaired in prior years were sold at a consideration above RMB119,000. As a result, reversal of impairment on inventories of approximately RMB119,000 was recognised.

### 23. TRADE AND BILLS RECEIVABLES

	2015 RMB'000	2014 RMB'000
Trade and bills receivables	<b>82,360</b>	80,506
Less: allowance for doubtful debts	<b>(39)</b>	(39)
	<b>82,321</b>	80,467

There is no movement in the allowance for impairment of trade and bills receivables for the year ended 31 December 2015.

The Group allows an average credit period of 30 to 90 days to its trade customers. As at 31 December 2015, certain Group's bills receivables with an aggregate carrying amount of RMB4,000,000 (2014: nil) were pledged to secure the bills payables granted to the Group (note 35).

An aged analysis of trade receivables net of allowance for impairment of trade receivables presented based on the invoice date at the end of each reporting period is as follows:

	2015 RMB'000	2014 RMB'000
0 – 30 days	<b>31,192</b>	42,035
31 – 60 days	<b>17,720</b>	13,568
61 – 90 days	<b>9,565</b>	11,767
Over 90 days	<b>23,844</b>	13,097
	<b>82,321</b>	80,467

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 23. TRADE AND BILLS RECEIVABLES (CONTINUED)

Included in the Group's trade receivables balance are debtors with aggregate carrying amount of approximately RMB21,430,000 (2014: RMB15,048,000) which are past due as at the reporting period for which the Group has not provided for impairment loss because there has not been a significant change in credit quality and these balances are still considered recoverable.

The aging of trade receivables based on payment due date is as follows:

	Total RMB'000	Neither past due nor impaired RMB'000	Past due but not impaired		
			Less than 30 days RMB'000	31 – 120 days RMB'000	Over 120 days RMB'000
31 December 2015	82,321	60,891	8,694	7,628	5,108
31 December 2014	80,467	65,419	6,762	3,444	4,842

The Group's trade receivables that are denominated in currencies other than functional currencies of the relevant group entities are set out below:

	2015 RMB'000	2014 RMB'000
USD	2,815	15,614

### 24. PREPAYMENTS AND OTHER RECEIVABLES

	2015 RMB'000	2014 RMB'000
Prepayments	3,154	2,186
Advance to suppliers	4,903	4,917
Other receivables	16,766	4,667
	24,823	11,770
Less: amount shown under non-current portion	–	(170)
	24,823	11,600

At 31 December 2014, the amount shown under non-current portion was rental prepayment for a processing centre under an operating lease for over one to seven years. The operating lease has been terminated during the current year and therefore no amount is accounted for at 31 December 2015.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 24. PREPAYMENTS AND OTHER RECEIVABLES (CONTINUED)

Included in other receivables there is an advance of RMB5,000,000 which is unsecured, interest bearing at 5.1% per annum, repayable on 15 December 2015 and guaranteed by two independent third parties and relevant interest receivable of approximately RMB154,000 on the advance at 31 December 2015. The amount was fully repaid on 31 January 2016 and default interest was charged at 50% above the original interest of 5.1% per annum during the default period.

The Group has individually assessed all other receivables and no impairment loss was recognised during the years ended 31 December 2015 and 2014. All other receivables were neither past due nor impaired.

The Group's other receivables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	<b>2015</b>	2014
	<b>RMB'000</b>	RMB'000
HKD	<b>156</b>	341
USD	<b>303</b>	–

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 25. RESTRICTED BANK DEPOSITS/CASH AND BANK BALANCES

Restricted bank deposits represent deposits pledged to banks to secure banking facilities granted to the Group. Deposits amounting to approximately RMB15,984,000 (2014: RMB17,532,000) have been pledged to secure the short-term bills payables and are therefore classified as current assets. During the year ended 31 December 2015, the balances carried interest at average market rates from 1.10% to 3.35% (2014: 2.52% to 3.75%) per annum and will be released upon the completion of bills payable transactions and settlement of bank loans. The carrying amounts of the Group's restricted bank deposits are denominated in RMB.

Bank balances carried interest at average market rates from 0.001% to 0.35% (2014: 0.001% to 0.39%) per annum.

The Group's cash and bank balances that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	2015 RMB'000	2014 RMB'000
USD	689	958
HKD	14,442	84
RMB	3,416	2,718
Euro	43	45
Pound sterling	6	6
	<b>18,596</b>	<b>3,811</b>

### 26. TRADE AND BILLS PAYABLES

The aged analysis of trade payables is presented based on the invoice date at the end of the reporting period and as follows:

	2015 RMB'000	2014 RMB'000
0 – 30 days	37,440	41,803
31 – 90 days	19,921	20,571
91 – 180 days	4,242	1,233
Over 180 days	574	662
	<b>62,177</b>	<b>64,269</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 26. TRADE AND BILLS PAYABLES (CONTINUED)

The average credit period on purchase of goods is from 30 to 120 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

The bills payables are secured by restricted bank deposits and bills receivables. Details are disclosed in note 35.

### 27. ACCRUALS AND OTHER PAYABLES

	<b>2015</b>	2014
	<b>RMB'000</b>	RMB'000
Payroll and welfare payables	<b>12,273</b>	13,614
Other tax payables	<b>852</b>	1,084
Other payables	<b>4,319</b>	13,826
	<b>17,444</b>	28,524

The Group's accruals and other payables that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

	<b>2015</b>	2014
	<b>RMB'000</b>	RMB'000
HKD	<b>344</b>	727

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 28. INTEREST-BEARING BORROWINGS

	2015 RMB'000	2014 RMB'000
Bank loans – secured	<b>97,412</b>	88,208
Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):		
On demand or within one year	<b>97,412</b>	86,691
After one year but within two years	–	1,517
	<b>97,412</b>	88,208
Carrying amount of bank loans that are not repayable on demand or within one year from the end of the reporting period but contain a repayment on demand clause	–	1,517
Carrying amount repayable on demand or within one year	<b>97,412</b>	86,691
Amounts shown under current liabilities	<b>97,412</b>	88,208

As at 31 December 2015, secured bank loans with carrying amount of approximately RMB97,412,000 (2014: RMB88,208,000) were secured by prepaid lease payments, buildings and machinery of the Group. Details are disclosed in note 35.

The effective interest rate per annum at the end of the reporting periods ranged from:

	2015		2014	
	Effective interest rate	RMB'000	Effective interest rate	RMB'000
Variable rate borrowings	4.57% – 6.18%	57,412	5.60% – 8.96%	88,208
Fixed rate borrowings	4.91%	40,000	–	–
		<b>97,412</b>		88,208

As at 31 December 2015 and 2014, the carrying amounts of the Group's borrowings are denominated in RMB.

As at 31 December 2015 and 2014, the Group has no undrawn borrowing facilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 29. CONVERTIBLE BONDS

On 20 May 2015, the Company issued 6% convertible bonds with an aggregate principal amount of HK\$50,000,000 (equivalent to approximately RMB39,683,000) (the “Convertible Bonds”). The Convertible Bonds are denominated in HK\$ and entitle the holders to convert them into ordinary shares of the Company at any time between 1 June 2015 and up to the 14th day immediately preceding the maturity date which is 19 May 2016 at an initial conversion price of HK\$1.386, subject to adjustments, per convertible bond. If the Convertible Bonds have not been converted, it will be redeemed on maturity date at par. The Convertible Bonds contain two components, liability and derivative components. The effective interest rate of the liability component is 7% per annum.

The movement of the liability and derivative components of the Convertible Bonds are set out below:

	<b>Liability Component</b>	<b>Derivative Component</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000
Principal amount at date of issue	39,683	–	39,683
Loss arising on changes in fair value on initial recognition	(371)	14,527	14,156
Fair value at date of issue	39,312	14,527	53,839
Transaction costs	(2,607)	–	(2,607)
Effective interest expenses	294	–	294
Interest payable	(171)	–	(171)
Conversion of convertible bonds	(32,614)	(11,554)	(44,168)
Gain arising on changes in fair value	–	(2,936)	(2,936)
Exchange realignment	174	50	224
At 31 December 2015	4,388	87	4,475

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 30. SHARE CAPITAL

	<b>Number of shares</b>	<b>Amount RMB'000</b>
Ordinary share without par value		
Authorised:		
At 1 January 2014, 31 December 2014, 1 January 2015 and 31 December 2015	1,000,000,000	N/A
	<b>Number of shares</b>	<b>Amount RMB'000</b>
Issued and fully paid:		
At 1 January 2014, 31 December 2014 and 1 January 2015	380,000,000	46,938
Issue of shares upon conversion of convertible bonds	31,947,330	44,168
At 31 December 2015	411,947,330	91,106

During the year ended 31 December 2015, convertible bonds with an aggregate principal amount of HK\$44,278,997 (equivalent to approximately RMB35,142,000) were converted into 31,947,330 ordinary shares with no par value at a conversion price of HK\$1.386 per share.

All the ordinary shares issued during the year ended 31 December 2015 rank pari passu with the then existing shares in all respects.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 31. ACQUISITION OF A SUBSIDIARY

On 1 September 2015, the Group acquired 100% of the issued share capital of Win Glory for a consideration of USD200,000 (approximately RMB1,242,000). This acquisition has been accounted for using the acquisition method. The amount of goodwill arising as a result of the acquisition was approximately RMB1,008,000. Win Glory is engaged in the manufacture of garments. Win Glory was acquired so as to continue the expansion of the Group's garment operations.

#### Consideration transferred

	<b>RMB'000</b>
Cash	1,242

Acquisition-related costs amounting to approximately Burmese Kyat ("MMK") 14,000,000 (equivalent to approximately RMB70,000) have been excluded from the consideration transferred and have been recognised as an expense in the current year, within the administrative expenses line item in the consolidated statement of profit or loss and other comprehensive income.

Assets acquired and liabilities recognised at the date of acquisition are as follows:

	<b>RMB'000</b>
Property, plant and equipment	234

Goodwill arising on acquisition:

	<b>RMB'000</b>
Consideration transferred	1,242
Less: net assets acquired	(234)
Goodwill arising on acquisition	1,008

Goodwill arose in the acquisition of Win Glory because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce of Win Glory. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

None of the goodwill arising on these acquisitions is expected to be deductible for tax purposes.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 31. ACQUISITION OF A SUBSIDIARY (CONTINUED)

Net cash outflow on acquisition of Win Glory:

	RMB'000
Cash consideration paid	1,242
Less: cash and cash equivalent balances acquired	—
	1,242

Included in the loss for the year is loss of approximately RMB1,094,000 attributable to the additional business generated by Win Glory. Revenue for the year includes approximately RMB520,000 generated from Win Glory.

Had the acquisition been completed on 1 January 2015, total group revenue for the year would have been approximately RMB390,717,000 and loss for the year would have been approximately RMB8,603,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2015, nor is it intended to be a projection of future results.

### 32. SHARE-BASED PAYMENT

On 7 March 2011, in recognition of the services of two senior executives of the Group's subsidiaries (whom were appointed as directors of the Company as at 15 August 2011) (the "**Executives**"), Global Wisdom, being the Company's holding company, transferred a total of 1,300,000 shares of the Company (the "**Shares**") to the Executives, at an aggregate consideration of approximately RMB30,719,000 (the "**Shares Consideration**"). The Shares Consideration was determined by reference to a valuation by an independent valuer, and represented the then fair values of the Shares. The Shares Consideration was paid by the Executives in cash by three installments which was fully settled on 7 March 2011, 7 March 2012 and 7 March 2013. The net present value of the Shares Consideration to be settled by the Executives was determined to be approximately RMB24,919,000 as at 7 March 2011.

Accordingly, the Group recorded an expense for the share-based payment of RMB5,800,000 in respect of the aforesaid arrangement which accounted for as an equity-settled share-based payment transaction in the year ended 31 December 2011, which represented the difference of the fair value of Shares transferred to the Executives and the net present value of Shares Consideration to be settled by the Executives as at 7 March 2011. Such amount of RMB5,800,000 was recorded as "other reserve" of the Group.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 32. SHARE-BASED PAYMENT (CONTINUED)

On 19 August 2011, the Company has adopted a share option scheme (the “**Scheme**”) for the primary purpose of providing incentives to directors of the Company, eligible employees and other selected participants and will expire on 18 August 2021. Under the Scheme, the directors of the Company may, at their discretion, invite i) employees of the Company and its subsidiaries; ii) non-executive directors of the Company and its subsidiaries; iii) suppliers of goods or services to the Company and its subsidiaries; iv) customers of the Company and its subsidiaries; v) any person or entity that provides research, development or other technological support to the Company and its subsidiaries; vi) any shareholder of the Company and its subsidiaries; vii) adviser or consultant to any area of business or business development of the Company and its subsidiaries; and viii) other group or classes of participants who have contributed or may contribute by way of joint ventures, business alliance or other business arrangement to the growth of the Company and its subsidiaries to take up options to subscribe for shares. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the issued shares on the day on which the trading of the shares of the Company commence on the Stock Exchange such limit may be refreshed subject to the shareholders’ approval.

No share option was granted under the Scheme for the years ended 31 December 2015 and 2014.

### 33. OPERATING LEASES ARRANGEMENTS

#### The Group as lessee

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	2015 RMB’000	2014 RMB’000
Within one year	460	369
In the second to fifth years, inclusive	882	208
	<b>1,342</b>	<b>577</b>

Operating lease payments represent rentals payable by the Group for certain of its office properties and factories. Leases are negotiated and rentals are fixed for one to five years.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 34. CAPITAL COMMITMENTS

	2015 RMB'000	2014 RMB'000
Amount contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment	<b>148</b>	845

### 35. PLEDGE OF ASSETS

Assets with the following carrying amounts have been pledged to secure bills payables (note 26) to suppliers and bank loans (note 28) of the Group at the end of the reporting period:

	2015 RMB'000	2014 RMB'000
Prepaid lease payments	<b>12,127</b>	12,424
Buildings	<b>89,982</b>	79,909
Machinery	<b>10,083</b>	11,701
Restricted bank deposits	<b>15,984</b>	17,532
Bills receivable	<b>4,000</b>	–
	<b>132,176</b>	121,566

### 36. RETIREMENT BENEFIT SCHEMES

The employees employed in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The PRC subsidiary is required to contribute a certain percentage of their payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

The Group operates a Mandatory Provident Fund Scheme (“**MPF Scheme**”) for all qualifying employees in Hong Kong under the Mandatory Provident Fund Schemes Ordinance. The assets of the schemes are held separately from those of the Group, in independently administered funds. Monthly contributions made by the subsidiaries are calculated based on certain percentages of the applicable payroll costs or fixed sums as stipulated under the relevant requirements, as appropriate. The employees are required to contribute 5% of their monthly salaries or up to a maximum of HK\$1,500 (2014: HK\$1,500) and they can choose to make additional contributions. The employees are entitled to 100% of the employer’s mandatory contributions upon their retirement at the age of 65, death or total incapacity.

The total cost charged to profit or loss of RMB8,402,000 (2014: RMB7,056,000) represents contributions payable to these schemes by the Group in respect of the current accounting period.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 37. MATERIAL RELATED PARTY TRANSACTIONS

#### (i) Compensation of key management personnel

The remuneration of the directors of the Company and other members of key management during the year was as follows:

	2015 RMB'000	2014 RMB'000
Short-term benefits	9,131	8,646
Post-employment benefits	71	62
	<b>9,202</b>	8,708

The remuneration of directors of the Company and key executives is determined by the board of directors having regard to the performance of individuals and market trends.

### 38. MAJOR NON-CASH TRANSACTION

The consideration for additions to property, plant and equipment of approximately RMB13,704,000 (2014: RMB50,202,000) for the year ended 31 December 2015 as set out in note 17 was partially settled by deposit of approximately RMB116,000 (2014: RMB4,980,000).

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 39. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2015 and 2014 are as follows:

Name	Place of incorporation/ registration and operations	Class of shares held	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Proportion of voting power held by the Company		Principal activities
				Indirectly 2015	Indirectly 2014	2015	2014	
Grand Concord Trading Limited 廣豪貿易有限公司	Hong Kong	Ordinary	HKD2	100%	100%	100%	100%	Investment holding
Grand Concord Garment (Hong Kong) Limited 廣豪服飾(香港)有限公司	Hong Kong	Ordinary	HKD1	100%	100%	100%	100%	Trading of garments
Zhucheng Eternal Knitting Co., Limited 諸城裕泰針織有限公司 (notes (a) and (b))	The PRC	Ordinary	USD2,300,000	100%	100%	100%	100%	Manufacture of innerwear
Zhucheng Yumin Knitting Co., Limited 諸城裕民針織有限公司 (notes (a) and (b))	The PRC	Ordinary	USD5,600,000	100%	100%	100%	100%	Manufacture of fabrics, provision of fabric weaving knitting, printing and dyeing services

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 39. PRINCIPAL SUBSIDIARIES (CONTINUED)

Name	Place of incorporation/ registration and operations	Class of shares held	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Proportion of voting power held by the Company		Principal activities
				Indirectly 2015	Indirectly 2014	2015	2014	
Shandong Shundu International Trading Limited 山東順都國際貿易有限公司 (previously known as 山東廣豪服飾有限公司) (notes (a) and (b))	The PRC	Ordinary	USD1,500,000	100%	100%	100%	100%	Trading of garments (2014: manufacture of innerwear and garments)
Zhucheng Yuan Knitting Co., Limited 諸城裕安針織有限公司 (notes (a) and (b))	The PRC	Ordinary	RMB5,000,000	100%	–	100%	–	Manufacture of innerwear and garments
Win Glory (note 31)	Myanmar	Ordinary	MMK63,750,000	100%	–	100%	–	Manufacturing of garments

Notes:

- (a) The entity is wholly foreign owned enterprise established in the PRC.
- (b) The English translation of the company names is for reference only. The official names of these companies are in Chinese.

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

At the end of the reporting period, the Company has another subsidiary that is not material to the Group and set out as follows:

Principal activity	Principal place of business	Number of subsidiary	
		2015	2014
Investment holding	BVI	1	1

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

	Notes	2015 RMB'000	2014 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment		143	221
Unlisted investments in subsidiaries		28,071	28,071
		<b>28,214</b>	28,292
<b>Current assets</b>			
Prepayments and other receivables		163	148
Amounts due from subsidiaries	(a)	66,176	54,402
Bank balances and cash		14,318	1,387
		<b>80,657</b>	55,937
<b>Current liabilities</b>			
Accruals and other payables		320	614
Amounts due to subsidiaries	(a)	2,159	1,584
Derivatives embedded in convertible bonds		87	–
Convertible bonds		4,388	–
		<b>6,954</b>	2,198
<b>Net current assets</b>		<b>73,703</b>	53,739
<b>Total assets less current liabilities</b>		<b>101,917</b>	82,031
<b>Capital and reserves</b>			
Share capital (see note 30)		91,106	46,938
Reserves	(b)	10,811	35,093
<b>Total equity</b>		<b>101,917</b>	82,031



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2015

### 40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (CONTINUED)

Notes:

- (a) Amounts due from/to subsidiaries

The amounts are unsecured, non-interest bearing and repayable on demand.

- (b) Movement in the Company's reserves

	<b>Other reserve</b>	<b>Accumulated losses</b>	<b>Total</b>
	RMB'000	RMB'000	RMB'000
At 1 January 2014	27,988	(2,938)	25,050
Profit and total comprehensive income for the year	–	10,043	10,043
At 31 December 2014 and 1 January 2015	27,988	7,105	35,093
Loss and total comprehensive expense for the year	–	(18,153)	(18,153)
Dividend recognised as distribution	–	(6,129)	(6,129)
At 31 December 2015	27,988	(17,177)	10,811