



JIYI HOUSEHOLD INTERNATIONAL HOLDINGS LIMITED
集一家居國際控股有限公司

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

Stock Code 股份代號 : 1495



Annual Report
2015 年報

CONTENTS

目錄

Corporate Information	公司資料	2
Chairlady's Statement	主席報告書	5
Management Discussion and Analysis	管理層討論與分析	7
Biographical Details of Directors and Senior Management	董事及高級管理層履歷	19
Report of the Directors	董事會報告	31
Corporate Governance Report	企業管治報告	49
Independent Auditor's Report	獨立核數師報告	65
Consolidated Income Statement	綜合收益表	68
Consolidated Statement of Comprehensive Income	綜合全面收益表	69
Consolidated Balance Sheet	綜合資產負債表	70
Consolidated Statement of Changes in Equity	綜合權益變動表	72
Consolidated Cash Flow Statement	綜合現金流量表	73
Notes to the Financial Statements	財務報表附註	74
Four Fiscal Years Financial Summary	四個財政年度之財務概要	176

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Ms. Hou Wei (*Chairlady*)

Mr. Liu Xianxiu

Non-executive Directors

Mr. Hou Bo

Mr. Lam On Tai

Independent Non-executive Directors

Mr. Ye Yihui

Mr. Ho Hin Yip

Mr. Hou Lianchang

AUTHORISED REPRESENTATIVES

Ms. Hou Wei

Mr. Leung Wai Hong

COMPANY SECRETARY

Mr. Leung Wai Hong

AUDIT COMMITTEE

Mr. Ye Yihui (*Chairman*)

Mr. Ho Hin Yip

Mr. Hou Lianchang

REMUNERATION COMMITTEE

Mr. Hou Lianchang (*Chairman*)

Mr. Liu Xianxiu

Mr. Ye Yihui

NOMINATION COMMITTEE

Ms. Hou Wei (*Chairlady*)

Mr. Hou Lianchang

Mr. Ye Yihui

董事

執行董事

侯薇女士 (*主席*)

劉賢秀先生

非執行董事

侯波先生

林安泰先生

獨立非執行董事

葉義輝先生

何衍業先生

侯聯昌先生

授權代表

侯薇女士

梁偉康先生

公司秘書

梁偉康先生

審核委員會

葉義輝先生 (*主席*)

何衍業先生

侯聯昌先生

薪酬委員會

侯聯昌先生 (*主席*)

劉賢秀先生

葉義輝先生

提名委員會

侯薇女士 (*主席*)

侯聯昌先生

葉義輝先生

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
22nd Floor, Prince's Building
Central, Hong Kong

LEGAL ADVISERS

Sidley Austin
39/F, Two International Finance Centre
8 Finance Street, Central
Hong Kong

Jingtian & Gongcheng
34th Floor, Tower 3
China Central Place
77 Jianguo Road, Beijing
China

COMPLIANCE ADVISER

Cinda International Capital Limited
45th Floor, COSCO Tower
183 Queen's Road Central
Hong Kong

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE
IN CAYMAN ISLANDS**

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HONG KONG SHARE REGISTRAR

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

核數師

羅兵咸永道會計師事務所
執業會計師
香港中環
太子大廈22樓

法律顧問

盛德律師事務所
香港
中環金融街8號
國際金融中心二期39樓

競天公誠律師事務所
中國
北京市建國路77號
華貿中心
3號寫字樓34層

合規顧問

信達國際融資有限公司
香港
皇后大道中183號
中遠大廈45樓

開曼群島股份過戶登記總處

Appleby Trust (Cayman) Ltd.
Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

香港證券登記處

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

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

HEADQUARTER

No.2 Xianzi Middle Road
Meixian District, Meizhou
Guangdong Province, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1405, 14th Floor, Jubilee Centre
18 Fenwick Street, Wanchai
Hong Kong

PRINCIPAL BANKERS

Industrial and Commercial Bank of China (Asia) Limited
33rd Floor, ICBC Tower
3 Garden Road, Central
Hong Kong

Meizhou Branch, Bank of China
No. 53 Meijiang Yi Road, Meizhou
Guangdong Province, PRC

Meizhou Branch, Guangfa Bank
No. 101, Binfang Avenue, Meizhou
Guangdong Province, PRC

WEBSITE

www.jiyihousehold.com

STOCK CODE

1495

註冊辦事處

Clifton House
75 Fort Street, P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

總部

中國廣東省
梅州市梅縣區
憲梓中路2號

香港主要營業地點

香港
灣仔分域街18號
捷利中心14樓1405室

主要往來銀行

中國工商銀行(亞洲)有限公司
香港
中環花園道3號
中國工商銀行大廈33樓

中國銀行梅州分行
中國廣東省
梅州市梅江一路53號

廣發銀行梅州分行
中國廣東省
梅州市彬芳大道101號

公司網站

www.jiyihousehold.com

股份代號

1495

Dear Shareholders,

On behalf of the board (the "Board") of directors (the "Directors"), I am pleased to present the annual report of Jiyi Household International Holdings Limited (the "Company") together with its subsidiaries (the "Group") for the year ended 31 December 2015 ("FY2015" or the "Reporting Period"), together with the comparative figures for the corresponding year ended 31 December 2014 ("FY2014").

BUSINESS REVIEW

2015 was a remarkable year for the Group, marked with the success of the completion of the Company's public offering and the listing of its shares (the "Listing") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 6 November 2015 (the "Listing Date"). The Listing represents a significant milestone in the development of the Group. Becoming a listed company enables the Group to achieve further business advancement which not only strengthens its capital base, but also enhances its corporate image and brand recognition.

The Group is an one-stop provider of a wide variety of mid- to high-end building and home improvement materials and furnishings as well as interior design and engineering services, with geographical focus in the third- to fourth-tier cities of Guangdong, Fujian and Jiangxi Provinces. The Group has been operating its business under the trade name "Jiyi" since its inception in 1997. The Group offers a broad array of high-quality merchandise and services relevant to its customers and its wide product offering is supported by its customer services which has continuously been well received and earned customers' loyalty and market reputation. Sound reputation grants the Group a stronger position throughout the procurement process to source high quality products and obtain a more competitive price from suppliers, which allow the Group to achieve stable gross profit margins from its sales.

各位股東：

本人謹代表董事（「董事」）會（「董事會」）欣然呈獻集一家居國際控股有限公司（「本公司」，連同其附屬公司，統稱「本集團」）截至二零一五年十二月三十一日止年度（「二零一五財政年度」或「報告期間」）的年報，連同截至二零一四年十二月三十一日止相應年度（「二零一四財政年度」）的比較數字。

業務回顧

二零一五年是本集團非凡的一年，標誌着本公司於二零一五年十一月六日（「上市日期」）成功在香港聯合交易所有限公司（「聯交所」）主板完成公开发售及股份上市（「上市」）。上市是表示本集團的發展具有重要的里程碑意義。成為上市公司可令本集團實現進一步的業務發展，上市不僅可加強資本基礎，亦可提升企業形象及品牌知名度。

本集團乃多種中高端建築及家居裝修材料及傢俱以及室內設計及工程服務的一站式供應商，地理覆蓋範圍集中在廣東省、福建省及江西省的三、四線城市。本集團自一九九七年成立以來一直以「集一」商號名稱經營業務。本集團為客戶提供多種優質商品及相關服務及本集團提供的多種產品並獲得客戶服務支援，從而持續深受歡迎並贏得客戶忠誠度及市場聲譽。良好的聲譽使本集團在整個採購過程中處於優勢地位，可向供應商採購優質產品及取得更具競爭力的價格，並可令本集團取得穩定的銷售毛利率。

CHAIRLADY'S STATEMENT

主席報告書

Leveraging on its experienced management team and good relationships with its suppliers and customers, the Group recorded a consolidated net profit of approximately RMB31.3 million for FY2015. Netting off the one-off listing expenses of approximately RMB16.6 million (charged to consolidated income statement) (2014: RMB0.3 million), profit for the year recorded an increase of approximately 13.3% from approximately RMB42.3 million for FY2014 to approximately RMB47.9 million for FY2015. The increase was mainly attributable to the growth of the Group's sale and distribution of merchandise business.

PROSPECT

Looking ahead, the Company believes that the Group's business will benefit from the increase in urbanisation, disposable income and living standard of the population in its target market continuously. The Company will also continue to actively explore for potential customers from its existing target market and other potential markets, including overseas market, in order to enhance its market share and profitability so as to generate long-term benefits to the Group.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to thank our management and all committed staff members for their contributions to the Group and the shareholders, valued customers, suppliers, and other business partners for their continuous support. Our success would not have been possible without their dedication, contributions, efforts, time and confidence.

Yours Sincerely

Hou Wei
Chairlady

Hong Kong, 30 March 2016

憑藉其經驗豐富的管理團隊及與供應商及客戶的良好關係，本集團於二零一五財政年度錄得綜合純利約人民幣31.3百萬元。扣除一次性上市開支約人民幣16.6百萬元（於綜合收益表內扣除）（二零一四年：人民幣0.3百萬元）後，年內溢利錄得13.3%之增長，由二零一四財政年度之約人民幣42.3百萬元增加至二零一五財政年度之約人民幣47.9百萬元。該增長乃主要由於本集團銷售與分銷商品業務之增長所致。

前景

展望未來，本公司相信本集團業務將可持續從目標市場的城鎮化進程加快、居民可支配收入及人口生活水平提高中受益。本公司亦繼續積極物色現有目標市場及其他潛在市場（包括海外市場）的潛在客戶，以提高市場佔有率及盈利能力，以為本集團產生長期利益。

致謝

本人謹藉此機會代表董事會對管理層及全體盡職員工為本集團所作出的貢獻，以及股東、尊貴客戶、供應商及其他業務夥伴的持續支持，致以謝意。我們的成功與彼等之奉獻、貢獻、努力、時間投入及信任息息相關。

此致

主席
侯薇
謹啟

香港，二零一六年三月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FINANCIAL REVIEW

Revenue by business operations

The Group is a well-established and integrated building and home improvement materials and furnishings supplier and interior design and engineering services provider in the PRC. The Group is mainly engaged in the sale and distribution of merchandise and the provision of services.

The following table sets forth the breakdown of revenue by the Group's business segments for the Reporting Period with the comparative figures of FY2014:

財務回顧

按業務營運劃分的收益

本集團是中國具規模的綜合建築及家居裝修材料以及傢俱供應商及室內設計及工程服務供應商。本集團主要從事銷售與分銷商品及提供服務。

下表載列於報告期間，按本集團業務分部劃分的收益明細，連同二零一四財政年度可資比較數字：

		For the year ended 31 December 截至十二月三十一日止年度		
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	Changes 變動 %
				百分比
Sale and distribution of merchandise	銷售及分銷商品			
– Building materials	– 建材	185,269	183,305	1.1
– Home improvement materials	– 家居裝修材料	73,786	58,123	26.9
– Furnishings	– 傢俱	55,777	57,086	(2.3)
		314,832	298,514	5.5
Provision of services	提供服務			
– Household	– 家居項目	3,778	7,031	(46.3)
– Corporate	– 企業項目	30,058	28,273	6.3
		33,836	35,304	(4.2)
Total	總計	348,668	333,818	4.4

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Total revenue of the Group increased by approximately RMB14.9 million or approximately 4.4% from approximately RMB333.8 million for FY2014 to approximately RMB348.7 million for FY2015. Such increase was mainly attributable to the increase in sale and distribution of merchandise driven by the economic developments in Meizhou thus the investments in property market in Meizhou kept increasing during the Reporting Period.

Revenue from sale of and distribution of merchandise

Revenue of the Group from sale and distribution of merchandise, comprising (i) sale of building materials, (ii) sale of home improvement materials and (iii) sale of furnishings, increased by approximately RMB16.3 million or approximately 5.5% from approximately RMB298.5 million for FY2014 to approximately RMB314.8 million for FY2015. The increase was a combined result of the followings:

Sale of building materials

Sale of building materials increased slightly by approximately RMB2.0 million or approximately 1.1% from approximately RMB183.3 million for FY2014 to approximately RMB185.3 million for FY2015. Such increase was mainly due to (i) the increase in sales of electrical wires and cables to three new customers who are principally engaged in the business of property construction and engineering of electrical power facilities; and (ii) the increase in sales of glass products as a result of new types of product introduced to the market during FY2015, which was partially offset by the decrease in sales of pipe and fittings during FY2015.

本集團總收益由二零一四財政年度的約人民幣333.8百萬元增加約人民幣14.9百萬元或約4.4%至二零一五財政年度的約人民幣348.7百萬元。該增加乃主要由於梅州經濟發展帶動銷售及分銷商品增加，因此令於梅州物業市場的投資於報告期間保持增加所致。

銷售及分銷商品收益

本集團銷售及分銷商品（包括(i)建材銷售；(ii)家居裝修材料銷售；及(iii)傢俱銷售）收益由二零一四財政年度的約人民幣298.5百萬元增加約人民幣16.3百萬元或約5.5%至二零一五財政年度的約人民幣314.8百萬元。該增加乃因以下各項的綜合影響產生：

建材銷售

建材銷售額由二零一四財政年度的約人民幣183.3百萬元輕微增加約人民幣2.0百萬元或約1.1%至二零一五財政年度的約人民幣185.3百萬元。該增加乃主要由於(i)向三名新客戶（主要從事興建物業及構造電力設施業務）作出的電線電纜銷售額增加；及(ii)玻璃產品銷售額因於二零一五財政年度期間於市場上推出新產品而增加（其部分被管道管件銷售額於二零一五財政年度期間減少抵銷）所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Sale of home improvement materials

Sale of home improvement materials increased by approximately RMB15.7 million or approximately 26.9% from approximately RMB58.1 million for FY2014 to approximately RMB73.8 million for FY2015. The increase was mainly due to the increase in sales of electrical materials to three new customers who are principally engaged in the business of property construction and engineering of electrical power facilities. However, part of such increase was offset by the decrease in sales of flooring and doors during FY2015.

Sale of furnishings

Sale of furnishings decreased slightly by approximately RMB1.3 million or approximately 2.3% from approximately RMB57.1 million for FY2014 to approximately RMB55.8 million for FY2015. Such decrease was mainly attributable to the decrease in sales of furniture mainly due to the lower demand for luxury and high-end furniture in FY2015. The decrease was partially offset by the increase in sales of lightings and electrical appliances mainly due to the introduction of new brands during the Reporting Period.

Revenue from provision of services

Revenue from provision of services decreased slightly by approximately RMB1.5 million or approximately 4.2% from approximately RMB35.3 million for FY2014 to approximately RMB33.8 million for FY2015. Despite the slight drop in 2015, in light of a number of corporate projects secured by the Group since the last quarter of 2015, the Group remains confident in the growth of this business operation.

家居裝修材料銷售

家居裝修材料銷售額由二零一四財政年度的約人民幣58.1百萬元增加約人民幣15.7百萬元或約26.9%至二零一五財政年度的約人民幣73.8百萬元。該增加乃主要由於向三名新客戶（主要從事物業興建及構造電力設施業務）作出的電工電料銷售額增加所致。然而，該增加於二零一五年財政年度期間部分被地板及門銷售額下降所抵銷。

傢俱銷售

傢俱的銷售由二零一四財政年度的約人民幣57.1百萬元輕微減少約人民幣1.3百萬元或約2.3%至二零一五財政年度的約人民幣55.8百萬元。該減少乃主要由於傢俬於二零一五財政年度銷售額減少（主要由於豪華及高檔傢俱需求下降）所致。該減少部分因於報告期間燈飾及電器產品銷售額增加（主要由於推出新品牌）所抵銷。

提供服務收益

提供服務的收益由二零一四財政年度的約人民幣35.3百萬元輕微減少約人民幣1.5百萬元或約4.2%至二零一五財政年度的約人民幣33.8百萬元。儘管於二零一五年輕微下跌，鑑於本集團自二零一五年第四季度起以來取得的數項企業項目來看，本集團對該業務營運之增長仍然充滿信心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Gross profit and gross profit margin

The Group's overall gross profit increased by approximately RMB5.8 million or approximately 6.7% from approximately RMB86.8 million for FY2014 to approximately RMB92.6 million for FY2015. The Group's overall gross profit margin also increased from 26.0% for FY2014 to 26.6% for FY2015, which was attributable to the increase in gross profit margin of sale and distribution of merchandise.

The Group's gross profit margin of sale and distribution of merchandise increased from 26.2% for FY2014 to 27.8% for FY2015, which was mainly due to (i) the higher gross profit margin from the sales of electrical wires and cables and electrical materials to three new customers who are principally engaged in the business of property construction and engineering of electrical power facilities as compared to the average gross profit margin; (ii) the significant decrease in sales of flooring and doors which generally entails relatively lower gross profit margin as home improvement materials; and (iii) the increase in sales of certain furniture which entails relatively higher gross profit margin during the Reporting Period as compared to FY2014.

The Group's gross profit margin of provision of services decreased from 24.1% for FY2014 to 15.2% for FY2015, which was mainly due to (i) the increase in staff costs as the Group reallocated certain internal resources and manpower to this business segment during the year; and (ii) the average gross profit margin of those corporate projects secured since the last quarter of 2015 was comparatively lower, but with higher project revenue in order to expand the Group's market share in this business segment.

Other income and gain – net

Net other income and gain increased significantly by approximately RMB3.9 million from approximately RMB0.9 million in FY2014 to approximately RMB4.8 million in FY2015. This was mainly attributable to the increase in government grants of approximately RMB3.8 million in FY2015.

毛利及毛利率

本集團整體毛利由二零一四財政年度的約人民幣86.8百萬元增加約人民幣5.8百萬元或約6.7%至二零一五財政年度的約人民幣92.6百萬元。本集團整體毛利率亦由二零一四財政年度的26.0%增加至二零一五財政年度的26.6%，此乃由於銷售及分銷商品的毛利率增加所致。

本集團銷售及分銷商品的毛利率由二零一四財政年度的26.2%增加至二零一五財政年度的27.8%，此乃主要由於(i)向三名新客戶（主要從事物業興建及構造電力設施業務）銷售電線電纜及電工電料的毛利率較平均毛利率高；(ii)地板及門（與家居裝修材料相比，毛利率一般相對較低）的銷售額大幅減少；及(iii)若干傢俱銷售額（於報告期間的毛利率較二零一四財政年度相對較高）增加所致。

本集團提供服務的毛利率由二零一四財政年度的24.1%下降至二零一五財政年度的15.2%，此乃主要由於(i)員工成本因本集團於年內重新調配若干內部資源及人力至本業務分部而增加；及(ii)自二零一五年第四季度以來取得之該等企業項目之平均毛利率相對較低，但於該業務分部中具有較高項目收益以拓展本集團之市場份額所致。

其他收入及收益淨額

其他收入及收益淨額由二零一四財政年度之約人民幣0.9百萬元大幅增加約人民幣3.9百萬元至二零一五財政年度之約人民幣4.8百萬元。此乃主要由於二零一五年財政年度政府補助增加約人民幣3.8百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Selling expenses

The Group's selling expenses remained relatively stable at approximately RMB17.3 million and approximately RMB16.4 million for FY2014 and FY2015, respectively.

Administrative expenses

The Group's administrative expenses increased significantly by approximately RMB20.9 million from approximately RMB9.4 million in FY2014 to approximately RMB30.3 million in FY2015. This was mainly due to (i) the one-off listing expenses of approximately RMB16.6 million (charged to consolidated income statement) incurred during FY2015; and (ii) the increase in employee benefit expenses (including Directors' remuneration) of approximately RMB1.0 million from approximately RMB2.9 million in FY2014 to approximately RMB3.9 million in FY2015.

Finance cost – net

The Group's net finance cost decreased by approximately RMB1.0 million from approximately RMB6.3 million in FY2014 to approximately RMB5.3 million in FY2015. The decrease was mainly due to the decrease in the weighted average effective interest rate of its bank borrowings from 7.36% in FY2014 to 6.80% in FY2015.

Profit for the year

As a result of the foregoing, the Group's profit for the year decreased by approximately RMB10.7 million or approximately 25.6% from approximately RMB42.0 million for FY2014 to approximately RMB31.3 million for the Reporting Period. Net profit margin decreased from 12.6% for FY2014 to 9.0% for the Reporting Period which was mainly due to the one-off listing expenses of approximately RMB16.6 million recognised in the administrative expenses during the Reporting Period, otherwise the net profit margin would have been 13.7% for FY2015.

銷售開支

本集團銷售開支於二零一四財政年度及二零一五財政年度保持穩定，分別為約人民幣17.3百萬元及約人民幣16.4百萬元。

行政開支

本集團行政開支由二零一四財政年度的約人民幣9.4百萬元大幅增加約人民幣20.9百萬元至二零一五財政年度的約人民幣30.3百萬元，此乃主要由於(i)二零一五財政年度期間產生之一次性上市開支約人民幣16.6百萬元（於綜合收益表內扣除）；及(ii)僱員福利開支（包括董事薪酬）由二零一四年財政年度約人民幣2.9百萬元增加約人民幣1.0百萬元至二零一五年財政年度約人民幣3.9百萬元所致。

財務費用淨額

本集團財務費用淨額由二零一四財政年度的約人民幣6.3百萬元減少約人民幣1.0百萬元至二零一五財政年度的約人民幣5.3百萬元。該減少乃主要由於二零一五財政年度銀行借款的加權平均實際利率由二零一四年財政年度7.36%下降至6.80%所致。

年內溢利

由於上述因素，本集團年內溢利由二零一四財政年度的約人民幣42.0百萬元下降約人民幣10.7百萬元或約25.6%至報告期間的約人民幣31.3百萬元。純利率由二零一四財政年度的12.6%下降至報告期間的9.0%，此乃主要由於報告期間於行政開支確認一次性上市開支約人民幣16.6百萬元所致，否則，純利率於二零一五年財政年度將達13.7%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

As at 31 December 2015, the Group had a total cash and bank balances of approximately RMB115.4 million (2014: RMB59.1 million) mainly denominated in Renminbi and Hong Kong Dollars. The increase in total cash and bank balances was mainly due to the receipt of proceeds from the public offering of its shares of approximately HK\$115.2 million (before the deduction of underwriting commissions and all related expenses).

The receipt of proceeds from the public offering also further enhanced the Group's financial position. As at 31 December 2015, the Group had net current assets of approximately RMB198.0 million, as compared to approximately RMB107.1 million as at 31 December 2014.

BORROWINGS AND PLEDGE OF ASSETS

As at 31 December 2015, the Group had unutilised banking facilities for short term financing of approximately RMB34.6 million (2014: RMB16.2 million) and total bank borrowings of approximately RMB97.0 million (2014: RMB83.8 million).

As at 31 December 2015, the bank borrowings of the Group were secured by buildings, land use right and bank deposit of the Group at the carrying amounts of approximately RMB34.3 million (2014: RMB35.7 million), RMB3.0 million (2014: RMB3.1 million) and RMB20 million (2014: Nil), respectively.

As at 31 December 2015, the notes payable of the Group was secured by bank deposits of approximately RMB5.2 million (2014: RMB5.4 million).

流動資金、財政及資金來源

於二零一五年十二月三十一日，本集團之現金及銀行結餘總額約為人民幣115.4百萬元（二零一四年：人民幣59.1百萬元），主要以人民幣及港元列值。現金及銀行結餘總額增加乃主要由於收到股份公開發售所得款項約115.2百萬港元（扣除包銷佣金及所有相關開支前）所致。

收到公開發售所得款項亦進一步加強本集團之財務狀況。於二零一五年十二月三十一日，本集團之流動資產淨值約為人民幣198.0百萬元，而於二零一四年十二月三十一日約為人民幣107.1百萬元。

借款及資產抵押

於二零一五年十二月三十一日，本集團之未動用短期融資之銀行融資約為人民幣34.6百萬元（二零一四年：人民幣16.2百萬元）及銀行借款總額約為人民幣97.0百萬元（二零一四年：人民幣83.8百萬元）。

於二零一五年十二月三十一日，本集團之銀行借款乃由賬面值分別約人民幣34.3百萬元（二零一四年：人民幣35.7百萬元）、人民幣3.0百萬元（二零一四年：人民幣3.1百萬元）及人民幣20百萬元（二零一四年：無）之樓宇、土地使用權及銀行存款作擔保。

於二零一五年十二月三十一日，本集團之應付票據乃由約人民幣5.2百萬元（二零一四年：人民幣5.4百萬元）之銀行存款作擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

CAPITAL EXPENDITURE

The Group's capital expenditure for the Reporting Period amounted to approximately RMB1.1 million, which was mainly for the purchasing and constructing of the Group's property, plant and equipment and intangible assets.

資本開支

本集團於報告期間之資本開支達約人民幣1.1百萬元，此乃主要用於購買及興建本集團之物業、廠房及設備及無形資產。

FINANCIAL RATIO

財務比率

		As at 於	
		31 December 2015 二零一五年 十二月三十一日	31 December 2014 二零一四年 十二月三十一日
Current ratio ⁽¹⁾	流動比率 ⁽¹⁾	2.1	1.8
Quick ratio ⁽²⁾	速動比率 ⁽²⁾	1.9	1.6
Gearing ratio (%) ⁽³⁾	資本負債比率(%) ⁽³⁾	37.3	47.8
Net debt to equity ratio (%) ⁽⁴⁾	淨債務權益比率(%) ⁽⁴⁾	(16.7)	11.0

⁽¹⁾ Current ratio is calculated as the total current assets divided by the total current liabilities.

⁽¹⁾ 流動比率乃按流動資產總值除以流動負債總額計算。

⁽²⁾ Quick ratio is calculated as total current assets less inventories and divided by total current liabilities.

⁽²⁾ 速動比率乃按流動資產總值減存貨再除以流動負債總額計算。

⁽³⁾ Gearing ratio is calculated as the total debt divided by total equity and multiplied by 100%.

⁽³⁾ 資本負債比率乃按債項總額除以權益總額再乘以100%計算。

⁽⁴⁾ Net debt to equity ratio is calculated as total borrowings net of cash and cash equivalents and restricted cash, and divided by total equity and multiplied by 100%.

⁽⁴⁾ 淨債務權益比率乃按借款總額(扣除現金及現金等價物以及受限制現金)除以權益總額再乘以100%計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

FOREIGN EXCHANGE EXPOSURE

The Group mainly transacts and recognises its revenue in Renminbi and also incurs cost in Hong Kong dollars and Renminbi. The Group is exposed to foreign exchange risk with respect mainly to Renminbi which may affect the Group's performance. The management is aware of the possible exchange rate exposure due to the continuing fluctuation of Renminbi and will closely monitor its impact on the performance of the Group to see if any hedging policy is necessary. The Group currently does not have any foreign currency hedging policy.

USE OF PROCEEDS FROM THE GLOBAL OFFERING

Upon completion of the public offering and the Listing of the Company's shares on the Main Board of the Stock Exchange on the Listing Date, a net proceeds was received by the Group from the Global Offering (as defined in the Prospectus) amounted to approximately HK\$84.7 million after deducting underwriting commissions and all other related expenses. The Group had utilised approximately HK\$1.1 million of the net proceeds as at 31 December 2015. The unutilised portion of net proceeds is currently held in cash and have been placed in deposits with banks in Hong Kong and the PRC and it is intended that it will be applied in the manner consistent with the proposed allocations.

外匯風險

本集團主要以人民幣交易及確認其收入及亦產生港元及人民幣成本。本集團所面對之外匯風險主要與人民幣有關，本集團之表現可能因此受到影響。管理層知悉人民幣持續波動可能引致之外匯風險，並將密切監察其對本集團表現之影響，以判斷是否必要採取任何對沖政策。本集團現時並無任何外幣對沖政策。

全球發售的所得款項用途

本公司於上市日期完成公開發售及股份在聯交所主板上市時，本集團收到全球發售（定義見招股章程）之所得款項淨額（扣除包銷佣金及所有其他相關開支後）約84.7百萬港元。於二零一五年十二月三十一日，本集團已動用所得款項淨額約1.1百萬港元。未動用所得款項淨額部分當前以現金形式持有並已存入香港及中國之銀行以及擬將按所建議之分配方式應用。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Use of proceeds 所得款項用途		As at 31 December 2015 於二零一五年十二月三十一日			
		Net proceeds 所得款項淨額 <i>HK\$ million</i> 百萬港元	Utilised 已動用 <i>HK\$ million</i> 百萬港元	Unutilised 尚未動用 <i>HK\$ million</i> 百萬港元	
1.	Purchasing and setting up major facilities including fire safety and security system, as well as renovating the display area of a new flagship mall	1. 用於購置及設立主要設施(包括消防安全及保障系統)以及翻新旗艦商城展示區	21.8	–	21.8
2.	Purchasing inventories for display and initial operation at the new flagship mall	2. 採購存貨以供新旗艦商城展示及初步營運	21.4	–	21.4
3.	Establishment of new logistics centre	3. 用於建立新的物流中心	29.6	–	29.6
4.	Refurbishing the Meijiang Outlet	4. 翻新梅江門店	3.4	0.3	3.1
5.	Establishment of one sales outlet in Wuhua County of Meizhou	5. 用於在梅州市五華縣開設一間銷售門店	3.0	–	3.0
6.	Upgrading the information system	6. 用於資訊系統升級	1.3	0.8	0.5
7.	General working capital	7. 用作一般營運資金	4.2	–	4.2
			<u>84.7</u>	<u>1.1</u>	<u>83.6</u>

CONTINGENT LIABILITIES

The Group had no significant contingent liabilities as at 31 December 2015 (2014: Nil).

CAPITAL COMMITMENTS

The Group had no significant outstanding capital commitment as at 31 December 2015 (2014: Nil).

EMPLOYEE AND REMUNERATION POLICY

As at 31 December 2015, the Group had a total number of 266 employees (2014: 241) and the total staff costs, including Directors' remuneration, amounted to approximately RMB9.8 million for the Reporting Period (2014: RMB8.7 million).

或然負債

於二零一五年十二月三十一日，本集團並無重大或然負債(二零一四年：無)。

資本承擔

於二零一五年十二月三十一日，本集團並無重大尚未償還之資本承擔(二零一四年：無)。

僱員及薪酬政策

於二零一五年十二月三十一日，本集團之僱員總數為266人(二零一四年：241人)，及於報告期間，員工總成本(包括董事薪酬)約為人民幣9.8百萬元(二零一四年：人民幣8.7百萬元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group offers competitive remuneration packages commensurate with industry practice and provides various fringe benefits to employees. The Group conducts induction training for all of its new employees and on-going training from time to time during their employment. The nature of training offered depends on their specific field of operation.

The objective of the Group's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration paid to its employees (including Directors and senior management), the following factors will be considered:

- workload, responsibility and job complexity;
- business requirements;
- individual performance and contribution to results;
- company performance and profitability;
- retention considerations and the potential of individuals;
- corporate goals and objectives;
- market rates and changes in relevant markets, including supply and demand fluctuations and changes in competitive conditions; and
- general economic situation.

本集團為僱員提供符合行業慣例並具競爭力的薪酬待遇及各種福利。本集團為所有新僱員進行入職培訓，並在彼等受僱期間不時提供持續培訓。所提供培訓的性質取決於彼等具體的工作領域。

本集團薪酬政策的目標為根據業務需求及行業慣例維持公平且具競爭力的薪酬待遇。於釐定向其僱員（包括董事及高級管理層）支付的薪酬水平時將會考慮以下因素：

- 工作量、職責及工作的複雜程度；
- 業務需求；
- 個人表現及對業績作出的貢獻；
- 公司表現及盈利能力；
- 留任因素及個人潛力；
- 公司目標及宗旨；
- 相關市場的市場水平及變動，包括供需變動及競爭環境轉變；及
- 整體經濟狀況。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

KEY RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Business Risk

Future growth of the Group relies, to a certain extent, on the successful maintenance and expansion of the Group's sales to key customers. As a result, any loss of key customers or substantial reduction in the amount of purchase by them could significantly and adversely affect the business, results of operations, financial condition and prospects of the Group.

Further, the business of the Group is currently concentrated in Meizhou of Guangdong Province. Any adverse economic or market development in this region or any other regions that the Group operates may materially and adversely affect the demand for the merchandise of the Group.

Operational Risk

Most of the Group's sale and distribution of merchandise are derived from merchandise procured from its suppliers. Any adverse change of the Group's relationship, including termination or change in requirements as imposed by the suppliers, with its suppliers may adversely affect the business operation of the Group. Further, the Group's operation can also be adversely affected if there occur any material delay in product delivery by the Group's suppliers.

主要風險及不明朗因素

本集團的財務狀況、經營業績、業務及前景可能受眾多風險及不明朗因素影響。以下為本集團識別出的主要風險及不明朗因素。除下文所述者外，可能存在本集團未獲悉或目前不屬重大但日後可能成為重大的其他風險及不明朗因素。

業務風險

本集團日後的增長在一定程度上依賴成功保持及擴大對主要客戶的銷售。因此，主要客戶流失或其購買額大幅下降可能對本集團的業務、經營業績、財務狀況及前景造成重大不利影響。

此外，本集團的業務目前集中在廣東省梅州。該地區或本集團經營所在的任何其他地區的任何不利經濟或市場發展可能會對本集團商品的需求造成重大不利影響。

經營風險

本集團的大部分商品銷售及分銷源自向其供應商採購的商品。本集團與其供應商關係的任何不利變動（包括供應商所提出的終止或變動）可能會對本集團的業務經營造成不利影響。此外，倘本集團的供應商交付產品出現任何重大延遲，本集團的經營亦會受到不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Industrial Risk

The products and services offered by the Group are mainly used for or closely related to building or home improvement purposes. Accordingly, business, results of operations and prospects of the Group are driven, to a considerable extent, by the growth of the real estate market and the relevant government policies in China.

Financial Risk

The financial risk management of the Group are set out in note 3 to the consolidated financial statements.

Manpower and Retention Risk

The competition for talents in the cities that the Group operates leads to the risk that the Group is not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will continue to evaluate our remuneration system and policy from time to time and target to provide attractive remuneration package to attract, retain and motivate suitable candidates and personnel.

行業風險

本集團所提供的產品及服務主要用於建築或家居裝修或與之密切相關的用途。因此，本集團的業務、經營業績及前景在很大程度上受到中國房地產市場增長以及相關政府政策的推動。

財務風險

本集團的財務風險管理載於綜合財務報表附註3。

人力及挽留風險

本集團經營所在城市的人才競爭導致本集團面臨風險，即不能吸引及挽留擁有適當及所需技能、經驗及符合本集團業務目標能力的主要人員及人才。本集團將繼續不時評估薪酬系統及政策，旨在提供具吸引力的薪酬待遇，以吸引、挽留及激勵合適人選及人員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

DIRECTORS

Executive Directors

Ms. Hou Wei (侯薇), aged 46, was appointed as a Director on 2 February 2015 and was re-designated as an executive Director on 5 June 2015. Ms. Hou is also the chairlady and chief executive officer of the Group. She is primarily responsible for the overall management, strategic planning, business development and cooperation of the Group. In September 1999, Ms. Hou joined Guangdong Jiyi Household Building Materials Chain Co., Ltd. ("Jiyi Household") as the manager of Jiyi Household and she was later appointed as the executive director of Jiyi Household in May 2004, primarily responsible for the overall management, operation, strategic planning and the supervision of the finance and purchase department. She has about 16 years of experience in retail chain store operation and distribution of housewares and building materials. Prior to joining the Group, from July 1989 to July 1999, Ms. Hou served as a teacher of Meizhou Middle School of Meizhou (梅州市梅州中學). Since October 2011, Ms. Hou served as a member of CPPCC Guangdong Province Meixian Committee (政協廣東省梅縣委員會). In November 2011, she received the title of "Guangdong Province Outstanding Entrepreneurs" (廣東省優秀企業家) jointly awarded by Guangdong Entrepreneurs Council (廣東企業家理事會) and Guangdong Province Economists and Entrepreneurs Association (廣東省經濟學家企業家聯誼會). In November 2012, she received the title of "Green Brand Advocates of Chinese Household Building Materials" (中國建材家居綠色品牌倡導者) awarded by China Real Estate Society (中國房地產學會) and China Building Materials Daily (中國建材報). Ms. Hou received her diploma in English from Guangdong Jiaying College (廣東嘉應學院) in the PRC in June 1989 and her graduate certificate in the advanced class of business strategy (經營方略高級研修班) from the Peking University (北京大學) in the PRC in January 2013. Ms. Hou is the sister of Mr. Hou Bo, a non-executive Director and the sister-in-law of Ms. Deng Haiming, a senior management of the Group.

董事

執行董事

侯薇女士，46歲，於二零一五年二月二日獲委任為董事並於二零一五年六月五日調任為執行董事。侯女士亦為本集團主席兼行政總裁。彼主要負責本集團的整體管理、戰略規劃及業務發展和合作。於一九九九年九月，侯女士加入廣東集一家居建材連鎖有限公司（「集一家居」）為集一家居的經理，其後於二零零四年五月獲委任為集一家居的執行董事，主要負責整體管理、經營、戰略規劃以及監督財務及採購部。彼於連鎖店營運及分銷傢俱及建材方面擁有約16年經驗。加入本集團前，侯女士於一九八九年七月至一九九九年七月擔任梅州市梅州中學教師。自二零一一年十月起，侯女士擔任政協廣東省梅縣委員會委員。於二零一一年十一月，彼獲廣東企業家理事會及廣東省經濟學家企業家聯誼會共同頒授「廣東省優秀企業家」榮譽。於二零一二年十一月，彼獲中國房地產學會及中國建材報頒發的「中國建材家居綠色品牌倡導者」榮譽。侯女士於一九八九年六月取得中國廣東嘉應學院的英語文憑，並於二零一三年一月取得中國的北京大學的經營方略高級研修班的畢業證書。侯女士為非執行董事侯波先生的妹妹及本集團高級管理層鄧海鳴女士的姻妹。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Liu Xianxiu (劉賢秀), aged 43, was appointed as an executive Director on 5 June 2015. He is primarily responsible for the overall management of financial affairs and budgeting of the Group. He joined the Group in July 2011 and served as an account manager and warehouse logistics manager of Jiyi Household until February 2013, primarily responsible for accounting and auditing and management of warehouse logistics. He was re-designated as a deputy chief financial officer of Jiyi Household from March 2013 to June 2013, and was appointed as the chief financial officer of Jiyi Household in July 2013, primarily responsible for the overall management of financial affairs. Prior to joining the Group, from July 1995 to November 2001, he served as the accountant of Meizhou Gas Company Limited (梅州市管道煤氣有限公司), a company which is principally engaged in supply of town gas in Meizhou, where he was primarily responsible for accounting. From November 2001 to November 2004, he was the finance manager of Meizhou Yanming Lake Tourist Resorts Company Limited (梅縣雁鳴湖旅遊度假村有限公司), a company which is principally engaged in the management of Yanming Lake Tourist Resorts (雁鳴湖旅遊度假村), primarily responsible for accounting and finance of such company. From November 2004 to July 2011, he served as the head of finance of Meizhou New Weima Ceramics Company Limited (梅州市新威馬陶瓷有限公司), a company which is principally engaged in the production of ceramics, primarily responsible for accounting and finance of such company. Mr. Liu received his diploma in financial management and computer application from South China Agricultural University (中國華南農業大學) in the PRC in July 1995. He received his qualification certificate of specialty and technology (intermediate accounting) (專業技術資格證書(中級會計)) from the Ministry of Finance of the PRC in May 2002.

劉賢秀先生，43歲，於二零一五年六月五日獲委任為執行董事。彼主要負責本集團的整體財務管理及制定預算。彼於二零一一年七月加入本集團，擔任集一家居會計經理及倉儲物流經理，直至二零一三年二月為止，主要負責倉儲物流的會計、審計及管理。彼於二零一三年三月至二零一三年六月調任集一家居財務副總監，並於二零一三年七月獲委任為集一家居財務總監，主要負責整體財務管理。於加入本集團前，彼於一九九五年七月至二零零一年十一月在梅州市管道煤氣有限公司（一家主要在梅州市從事煤氣供應的公司）擔任會計師，主要負責會計工作。於二零零一年十一月至二零零四年十一月，彼於梅縣雁鳴湖旅遊度假村有限公司（一家主要從事雁鳴湖旅遊度假村管理的公司）擔任財務經理，主要負責有關公司的會計及財務。於二零零四年十一月至二零一一年七月，彼於梅州市新威馬陶瓷有限公司（一家主要從事陶瓷生產的公司）擔任財務主管，主要負責該公司的會計及財務。劉先生於一九九五年七月取得中國華南農業大學財務管理及計算機應用文憑。彼於二零零二年五月取得中國財政部的專業技術資格證書（中級會計）。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Non-executive Directors

Mr. Hou Bo (侯波), aged 48, was appointed as a non-executive Director on 5 June 2015. He is primarily responsible for the risk management and providing supervision in the business of the Group. From September 2010 to December 2011, he has been the supervisor of Jiyi Household and from December 2011 onwards, was then appointed as the non-executive director of Jiyi Household, primarily responsible for the risk management and providing supervision in the business of Jiyi Household. Since June 2002, he has been the managing director of Meizhou Xikang Real Estate Investment Company Limited (梅州市禧康房地產投資有限公司), a company which is principally engaged in property investments, where he is primarily responsible for the overall business management. From October 2011 onwards, he also serves as the managing director of Meizhou Xikang Estate Management Company Limited (梅州市禧康物業管理有限公司), a company which is principally engaged in estate management, where he is primarily responsible for the overall business management. He received a diploma in electronics from Meizhou West Vocational and Technical College (梅州城西職業技術學校) in the PRC in July 1984. Mr. Hou is the brother of Ms. Hou Wei. He was qualified as a senior industrial construction engineer (工業建築高級工程師) recognized by the Department of Personnel of Guangdong Province (廣東省人事廳) in March 2006, and was registered as an architect with the Department of Housing and Urban Rural Construction of Guangdong Province (廣東省住房和城鄉建設廳) in August 2010.

非執行董事

侯波先生，48歲，於二零一五年六月五日獲委任為非執行董事。彼主要負責本集團的風險管理及業務監督。彼於二零一零年九月至二零一一年十二月為集一家居主管，並自二零一一年十二月起獲委任為集一家居非執行董事，主要負責集一家居風險管理及業務監督。彼自二零零二年六月起擔任梅州市禧康房地產投資有限公司（一家主要從事物業投資的公司）的董事總經理，主要負責整體業務管理。彼自二零一一年十月起亦擔任梅州市禧康物業管理有限公司（一家主要從事房地產管理的公司）董事總經理，主要負責整體業務管理。彼於一九八四年七月自中國梅州城西職業技術學校取得電子專業文憑。侯先生為侯薇女士的兄長。彼於二零零六年三月獲廣東省人事廳認可為合資格工業建築高級工程師，並於二零一零年八月於廣東省住房和城鄉建設廳註冊為建築師。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Lam On Tai (林安泰), aged 44, was appointed as a non-executive Director on 5 June 2015. He is primarily responsible for advising on finance and investor relationship of the Group. Mr. Lam has more than 18 years of experience in banking and securities industry, in which over 14 years of experience was accumulated in advising on corporate finance relating to various listing and restructuring transactions. Mr. Lam currently serves as the managing director of LY Capital Limited (絡繹資本有限公司), a company which is principally engaged in securities services, which he is primarily responsible for advising on corporate finance. Mr. Lam received his diploma in general business management from the Lingnan College (嶺南學院) (now known as the Lingnan University (嶺南大學) in Hong Kong in November 1994, and his master's degree in business administration from the University of Sheffield in the United Kingdom in December 1996. He also obtained his bachelor's degree in law from the University of Wolverhampton in the United Kingdom in July 1998 through a distance learning course.

林安泰先生，44歲，於二零一五年六月五日獲委任為非執行董事。彼主要負責就本集團財務及投資者關係提供意見。林先生於銀行及證券行業擁有逾18年經驗，且於有關多項上市及重組交易的企業融資累積超過14年經驗。林先生目前擔任絡繹資本有限公司（一家主要從事證券服務的公司）董事總經理，主要負責就企業融資提供意見。林先生於一九九四年十一月取得香港嶺南學院（現稱嶺南大學）工商管理文憑，於一九九六年十二月取得英國University of Sheffield工商管理碩士學位。彼亦於一九九八年七月透過遠程教育課程取得英國University of Wolverhampton法律學士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ye Yihui (葉義輝), aged 52, was appointed as an independent non-executive Director on 6 October 2015. He has been the independent director of Jiyi Household from July 2013 onwards, primarily responsible for providing independent view and advice to the board of directors of Jiyi Household including the effectiveness of the internal control system and the audit process of Jiyi Household. Mr. Ye has over 25 years of experience in areas of finance, audit and tax. Prior to joining the Group, Mr. Ye served in various positions where he was primarily responsible for the overall management of financial affairs, operation and audit management. He worked with the Audit Bureau of Meizhou Province (梅縣審計局) from 1988 to 1998, during 1995 to 1998, he served as the supervisor, where he was primarily responsible for the audit of finance and infrastructure projects; the deputy manager of Zhuhai Huacheng Certified Public Accountants (珠海華誠會計師事務所) from February 2001 onwards, where he was primarily responsible for the management of financial affairs and operation; and the manager of Meizhou Zhengde Tax Agent Office (梅州正德稅務師事務所) from November 2010 onwards, where he was primarily responsible for the overall management and operation. He received his diploma in economics and industrial enterprise management from Guangdong Radio and TV University (廣東廣播電視大學) now known as the Open University of Guangdong (廣東開放大學) in the PRC in July 1986 and his diploma in economic management from CPC Guangdong Provincial Party Committee Party School (中共廣東省委黨校) in the PRC in July 2005 through a distance learning course. He is an auditor registered with the National Audit Office of the PRC (中華人民共和國審計署) since November 1992 and an accountant registered with Ministry of Finance of the PRC (中華人民共和國財政部) since December 1992. He has been admitted as a registered certified public accountant of Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since April 1996 and a registered tax agent of Management Center of Certified Tax Agent of Guangdong Province (廣東省註冊稅務師協會) since June 1999. He has been a member of the Council of Management Center of Certified Tax Agent of Guangdong Province (廣東省註冊稅務師協會) since March 2011.

獨立非執行董事

葉義輝先生，52歲，於二零一五年十月六日獲委任為獨立非執行董事。彼自二零一三年七月起一直擔任集一家居的獨立董事，主要負責向集一家居董事會提供獨立意見及建議，包括集一家居的內部控制系統及審計流程的有效性。葉先生於財務、審計及稅務領域擁有逾25年經驗。於加入本集團前，葉先生曾擔任多個職位，主要負責整體財務管理、經營及審計管理。彼於一九八八年至一九九八年於梅縣審計局任職，於一九九五年至一九九八年任監事，主要負責財務審計及基建項目；自二零零一年二月起於珠海華誠會計師事務所擔任副經理，主要負責財務管理及營運；自二零一零年十一月起於梅州正德稅務師事務所擔任經理，主要負責整體管理及營運。彼於一九八六年七月獲中國的廣東廣播電視大學（現稱廣東開放大學）頒授經濟及工業企業管理文憑，並於二零零五年七月透過遠程學習獲中國中共廣東省委黨校頒授經濟管理文憑。彼自一九九二年十一月起於中華人民共和國審計署註冊為審計師，並自一九九二年十二月起於中華人民共和國財政部註冊為會計師。彼自一九九六年四月獲中國註冊會計師協會認許為註冊會計師，並自一九九九年六月起為廣東省註冊稅務師協會註冊稅務師。彼自二零一一年三月起為廣東省註冊稅務師協會理事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Ho Hin Yip (何衍業), aged 42, was appointed as an independent non-executive Director on 6 October 2015. Mr. Ho has more than 17 years of financial and auditing experience. Since April 2012, he is the financial controller and joint company secretary of Dukang Distillers Holdings Limited (stock code: SGX:GJ8), a company listed on the Singapore Exchange Limited, where he is responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. Mr. Ho was also appointed as an independent non-executive director of each of PME Group (stock code: HK: 379), Xinhua News Media Holdings Limited (stock code: HK: 309) and LC Group Holdings Limited (stock code: HK: 1683), all are companies listed on the Main Board of the Stock Exchange, since December 2012, December 2014 and 13 August 2015, respectively. Mr. Ho received his bachelor's degree in business administration from the Chinese University of Hong Kong in December 1997. He was admitted as a member and a fellow member of The Association of Chartered Certified Accountants in August 2000 and August 2005, respectively. He has also been registered as a certified public accountant (Practising) of the Hong Kong Institute of Certified Public Accountants since February 2005.

何衍業先生，42歲，於二零一五年十月六日獲委任為獨立非執行董事。何先生於財務及審計方面擁有逾17年經驗。彼自二零一二年四月起為新加坡證券交易所有限公司上市公司杜康控股有限公司（股份代號：SGX:GJ8）的財務總監及聯席公司秘書，負責財務及會計職能、法規及企業管治事宜。何先生亦分別自二零一二年十二月、二零一四年十二月及二零一五年八月十三日獲委任為聯交所主板上市公司必美宜集團（股份代號：379）、新華通訊頻媒控股有限公司（股份代號：309）及良斯集團控股有限公司（股份代號：1683）的獨立非執行董事。何先生於一九九七年十二月取得香港中文大學工商管理專業學士學位。彼於二零零零年八月及二零零五年八月分別獲英國特許公認會計師公會認許為會員及資深會員。彼自二零零五年二月起亦註冊為香港會計師公會的執業會計師。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Hou Lianchang (侯聯昌), aged 48, was appointed as an independent non-executive Director on 6 October 2015. He has over 15 years of experience in legal work focusing on corporate finance practice. Since April 2000, Mr. Hou has been a lawyer with Jing Tian Law Office of Guangdong (廣東經天律師事務所), specializing in areas such as foreign investment, mergers and acquisitions, venture capital financing, asset and shareholding restructuring, and initial public offerings in overseas markets. He is also well versed in corporate structure and governance matters. From March 2012 onwards, he serves as a board member of Shenzhen Association of Trade in Services (深圳市服務貿易協會理事). Mr. Hou received his bachelor's degree in international law and his graduate certificate in the professional graduate course of economic law (經濟法專業研究生課程進修班) from Wuhan University (武漢大學) in the PRC, in December 1989 and December 2003, respectively. He is a lawyer registered with the Ministry of Justice of the PRC (中華人民共和國司法部) since September 1995.

Mr. Hou was a director of New Heng Ye Investment Development Limited (新恒業投資發展有限公司), a limited liability company incorporated in Hong Kong with a principal business of investment holding and dissolved by deregistration by the Registrar of Companies in Hong Kong as a defunct company pursuant to section 291 of the Predecessor Companies Ordinance. The aforesaid company was inactive prior to its dissolution and was dissolved in 2009.

侯聯昌先生，48歲，於二零一五年十月六日獲委任為獨立非執行董事。彼於法律工作（專攻企業融資實務）擁有逾15年經驗。自二零零零年四月起，侯先生於廣東經天律師事務所擔任律師，專責外商投資、併購、風險資本融資、資產及股權重組以及於海外市場首次公開發售等領域。彼亦熟知企業架構及管治事宜。自二零一二年三月起，彼擔任深圳市服務貿易協會理事。侯先生分別於一九八九年十二月及二零零三年十二月獲取中國武漢大學的國際法學士學位及經濟法專業研究生課程進修班畢業證書。彼自一九九五年九月起為中華人民共和國司法部註冊律師。

侯先生曾為新恒業投資發展有限公司（一家於香港註冊成立的有限公司，主要業務為投資控股，並由香港公司註冊處處長根據前公司條例第291條作為停業公司撤銷註冊而解散）的董事。上述公司於解散前不活躍並於二零零九年解散。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. Leung Wai Hong (梁偉康), aged 33, was appointed as the chief financial officer and company secretary of the Company on 26 May 2015. He is primarily responsible for the financial and audit management, budgeting, administration and company secretarial matters of the Group. From the period of January 2014 to February 2015 and August 2014 to May 2015, he served as the financial manager and company secretary of Gold Tat Group International Limited (stock code: 8266), a company listed on the GEM Board of the Stock Exchange, respectively, where he was primarily responsible for the finance and accounting functions, statutory compliance and corporate governance affairs. Mr. Leung has more than nine years of financial and auditing experience. Prior to joining the Group, from October 2011 to January 2014, he served as a manager of BDO Limited (香港立信德豪會計師事務所), an accounting firm, where he was primarily responsible for accounting and auditing work. Mr. Leung received his bachelor's degree in business administration in accountancy from the City University of Hong Kong in November 2006. He has been admitted as a member of the Hong Kong Institute of Certified Public Accountants since January 2010.

Mr. Ling Yongshan (凌勇山), aged 44, was appointed as the executive vice president of the Group on 1 January 1999, primarily responsible for managing human resources, warehousing logistics and information technology of the Group. Since January 1999, he has been the deputy general manager of Jiyi Household and is primarily responsible for its overall management, including human resources management, sales and marketing, warehouse logistics and customer services. Since 9 January 2015, Mr. Ling has been a director of Meizhou Jisheng Household Building Materials Company Limited, an indirect wholly-owned subsidiary of the Company. Mr. Ling received his graduate certificate in the advanced class of innovative entrepreneur (企業家自主創新高級研修班) from the School of Continuing Education, Tsinghua University (清華大學繼續教育學院) in the PRC in August 2012.

高級管理層

梁偉康先生，33歲，於二零一五年五月二十六日獲委任為本公司之首席財務官兼公司秘書。彼主要負責本集團的財務及審計管理、制定預算、行政管理及公司秘書事宜。彼分別於二零一四年一月至二零一五年二月以及二零一四年八月至二零一五年五月期間任聯交所創業板上市公司金達集團國際有限公司(股份代號：8266)的財務經理及公司秘書，主要負責財務及會計事務、法律合規及公司管治事務。梁先生於財務及審計方面積逾九年經驗。於加入本集團前，彼於二零一一年十月至二零一四年一月擔任香港立信德豪會計師事務所經理，主要負責會計及審計工作。梁先生於二零零六年十一月取得香港城市大學工商管理專業學士(會計)學位。彼自二零一零年一月起獲香港會計師公會認許為會員。

凌勇山先生，44歲，於一九九九年一月一日獲委任為本集團執行副總裁，主要負責管理本集團的人力資源、倉儲物流及信息技術。自一九九九年一月起，彼一直擔任集一家居的副總經理，主要負責其整體管理，包括人力資源管理、銷售及營銷、倉儲物流及客戶服務。凌先生自二零一五年一月九日起任本公司間接全資附屬公司梅州市集勝家居建材有限公司董事。凌先生於二零一二年八月取得中國的清華大學繼續教育學院企業家自主創新高級研修班畢業證書。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Luo Tianyang (羅天揚), aged 43, was appointed as the executive vice president of the Group on 1 September 2011, primarily responsible for the business management, drafting and implementing internal policies of the Group. Since October 2011, he has been the deputy manager and the secretary of the board of director of Jiyi Household, primarily responsible for corporate development and governance, strategic planning, investment and financing, and external relations. Since December 2011, he has been a director of Jiyi Household. Prior to joining the Group, from August 2003 to February 2006, he served as the assistant general manager of Guangdong Xianda Electric Industry Company Limited (廣東先達電業股份有限公司), primarily responsible for its corporate governance, strategic planning and investment matters. From February 2006 to August 2008, he was the chief strategic investment manager of Guangdong Huamei International Investment Group (廣東華美國際投資集團), specialising in educational and high-tech investment, financing and commercial real estate development. In April 2010, Mr. Luo founded Shenzhen Tianxing Investment Limited (深圳市天星投資有限公司), in which he served as the executive director and manager until September 2011, responsible for its overall operation and management and engaged in entrepreneurial consultation services and assets management and investment. Mr. Luo received his diploma in international finance awarded by Nanjing Finance College (南京金融高等專科學校) in the PRC in July 1995, and his master's degree in applied finance from Macquarie University, Australia in August 2003.

羅天揚先生，43歲，於二零一一年九月一日獲委任為本集團執行副總裁，主要負責本集團的業務管理、草擬及執行內部政策。自二零一一年十月起，彼一直擔任集一家居的副經理及董事會秘書，主要負責企業發展及管治、戰略規劃、投資及融資以及對外關係。彼自二零一一年十二月起為集一家居的董事。加入本集團前，彼於二零零三年八月至二零零六年二月曾任廣東先達電業股份有限公司助理總經理，主要負責其企業管治、戰略規劃及投資事宜。彼於二零零六年二月至二零零八年八月為廣東華美國際投資集團的戰略投資總監，專職教育及高科技投資、融資及商業房地產發展。於二零一零年四月，羅先生成立深圳市天星投資有限公司，並擔任其執行董事兼經理直至二零一一年九月，負責其整體營運及管理，以及從事創業諮詢服務與資產管理及投資。羅先生於一九九五年七月取得中國南京金融高等專科學校國際金融專科文憑，並於二零零三年八月取得澳洲麥格理大學(Macquarie University)應用金融學碩士學位。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Ms. Deng Haiming (鄧海鳴), aged 59, was appointed as the chief purchasing officer of the Group on 1 February 2012. She is primarily responsible for managing and coordinating the procurement of raw materials and equipments of the Group. From October 1998 to January 2012, she served as the general manager of various branches of Jiyi Household and was primarily responsible for its overall operation and management. From February 2012 onwards, Ms. Deng serves as the chief purchasing officer of Jiyi Household and is primarily responsible for supervising the procurement of building materials and the selection of suppliers. Since 6 April 2015, Ms. Deng has been a director of Jiyi Household. She has nearly 12 years of experience in procurement and trading of building materials. Prior to joining the Group, Ms. Deng served as the labour statistics officer of Dongfeng Enterprise Group of Guangdong Meizhou Province (廣東梅州東風企業集團) from October 1979 to May 1998, where she was primarily responsible for personnel administration. Ms. Deng received her diploma in Financial Accounting from Guang dong Radio and TV University (廣東廣播電視大學) (currently known as the Open University of Guangdong (廣東開放大學) in the PRC in July 1991. Ms. Deng is the sister-in-law of Ms. Hou Wei.

鄧海鳴女士，59歲，於二零一二年二月一日獲委任為本集團採購主管。彼主要負責管理及協調本集團的原材料及設備採購。一九九八年十月至二零一二年一月，彼為集一家居多家分公司的總經理，主要負責其整體經營及管理。自二零一二年二月起，鄧女士一直擔任集一家居的採購主管，主要負責監督建材採購以及揀選供應商。鄧女士自二零一五年四月六日擔任集一家居董事。彼在建材採購及貿易行業積累近12年經驗。加入本集團前，鄧女士亦於一九七九年十月至一九九八年五月擔任廣東梅州東風企業集團的勞資統計主任，主要負責人事管理。鄧女士於一九九一年七月取得中國廣東廣播電視大學（現稱廣東開放大學）頒授的財務會計文憑。鄧女士為侯薇女士的姻姊。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

Mr. Shu Peng (舒鵬), aged 36, was appointed as the chief sales officer of the Group on 1 January 2014, primarily responsible for the marketing and sales management of the Group. He joined the Group in October 1999 and served as an accountant of Jiyi Household until June 2001, primarily responsible for financial accounting. From July 2001 to September 2004, he was re-designated as a purchasing manager of Jiyi Household, where he was primarily responsible for managing and coordinating the procurement of the Group. Mr. Shu then served in various positions where he was primarily responsible for the marketing and sales management. He was the sales manager of Jiyi Household from October 2004 to October 2009, the ceramic sales manager of the flagship mall under Jiyi Household from November 2009 to December 2012, and the general manager of the flagship mall under Jiyi Household from January 2013 to December 2013. From January 2014 onwards, he has been the chief marketing officer of Jiyi Household, primarily responsible for strategic planning and marketing of the Group. Mr. Shu has been a director of Shanghang County Jiyi Household Building Materials Company Limited, an indirect wholly-owned subsidiary of the Company, since November 2011. Mr. Shu received his diploma in Electric Accounting from Hunan Technology College of Electrical Engineering (湖南省機電工程技術學校) in the PRC in July 1999, and a diploma in accounting from the Open University of China (中央廣播電視大學) in the PRC in July 2006.

舒鵬先生，36歲，於二零一四年一月一日獲委任為本集團銷售主管，主要負責本集團的營銷及銷售管理。彼於一九九九年十月加入本集團，任職集一家居的會計師直至二零零一年六月，主要負責財務會計。二零零一年七月至二零零四年九月，彼調任集一家居的採購經理，主要負責管理及協調本集團的採購。舒先生其後出任多個不同職位，主要負責營銷及銷售管理。二零零四年十月至二零零九年十月，彼擔任集一家居銷售經理；二零零九年十一月至二零一二年十二月擔任集一家居旗艦店陶瓷系列銷售經理，且於二零一三年一月至二零一三年十二月擔任集一家居旗艦店的總經理。自二零一四年一月起，彼一直擔任集一家居的營銷主管，主要負責本集團戰略規劃及營銷。舒先生自二零一一年十一月起擔任本公司間接全資附屬公司上杭縣集一家居建材有限公司的董事。舒先生於一九九九年七月取得中國湖南省機電工程技術學校會計電算化專業文憑，且於二零零六年七月取得中國的中央廣播電視大學會計文憑。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Zhong Pengwei (鍾鵬偉), aged 30, was appointed as the chief strategic development officer of the Group on 1 October 2013, primarily responsible for the strategic development of the Group. He joined the Group in August 2010 and served as a clerk in the strategic development department of Jiyi Household, where he was primarily responsible for planning and implementing strategies. From October 2010 to February 2011, he served as a manager assistant of Jiyi Household, where he was primarily responsible for assisting the general manager in the overall business operations. From March 2011 onwards, he served as the strategic development manager of Jiyi Household and was primarily responsible for marketing research, business expansion and development. From September 2012 onwards, apart from maintaining his position as the strategic development manager of Jiyi Household, he became the manager of Jiyi Household Xinya Decoration and Design Construction Company Limited (“Xinya Decoration”), an indirect wholly-owned subsidiary of the Company, primarily responsible for managing its strategic development and operations. He has been a director of Wuping County Jiyi Household Building Materials Company Limited, an indirect wholly-owned subsidiary of the Company, and Xinya Decoration since June 2011 and September 2012, respectively. Mr. Zhong received his bachelor’s degree in the administration of public affairs from Guangzhou University in the PRC in June 2008.

鍾鵬偉先生，30歲，於二零一三年十月一日獲委任為本集團戰略發展主管，主要負責本集團的戰略發展。彼於二零一零年八月加入本集團，於集一家居戰略發展部門任職文員，主要負責計劃及實踐戰略。於二零一零年十月至二零一一年二月，彼擔任集一家居的經理助理，主要負責協助總經理處理整體業務營運。自二零一一年三月起，彼擔任集一家居的戰略發展經理，主要負責營銷研究、業務擴充及發展。自二零一二年九月起，彼除了一直擔任集一家居的戰略發展主管外，亦為本公司間接全資附屬公司集一家居信雅裝飾設計工程有限公司（「信雅裝飾」）的經理，主要負責管理其戰略發展及營運。彼自二零一一年六月及二零一二年九月起分別任本公司間接全資附屬公司武平縣集一家居建材有限公司及信雅裝飾的董事。鍾先生於二零零八年六月取得中國的廣州大學公共事務管理學士學位。

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in note 15 to the consolidated financial statements.

BUSINESS REVIEW AND PERFORMANCE

A review of the business of the Group and a discussion and analysis of the Group's performance during the year under review and a discussion on the Group's future business development and outlook of the Company's business, possible risks and uncertainties that the Group may be facing and important events affecting the Company occurred during the year ended 31 December 2015 are provided in the section headed "Chairlady's Statement" and "Management Discussion and Analysis" on pages 5 to 6 and pages 7 to 18 of this annual report. An account of the Company's relationships with its key stakeholders is included in the paragraph headed "Relationships with Employees, Suppliers and Customers" of the report of the Directors on page 43 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2015 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 7 to 18 of this annual report.

In addition, more details regarding the Group's performance by reference to environmental and social-related key performance indicators and policies, as well as compliance with relevant laws and regulations which have a significant impact on the Company are provided in the paragraph headed "Environmental, Social and Governance" of the report of the Directors on pages 46 to 47 of this annual report.

董事會欣然呈列其報告及本集團截至二零一五年十二月三十一日止年度的經審核財務報表。

主要業務

本公司之主要業務為投資控股。其主要附屬公司之活動載於綜合財務報表附註15。

業務回顧及表現

本集團業務回顧及本集團於回顧年度表現的討論及分析，以及對本集團未來業務發展及本公司業務的前景、本集團可能面臨的可能風險及不確定因素及於截至二零一五年十二月三十一日止年度發生的影響本公司的重大事項的討論載於本年報第5至6頁的「主席報告書」及第7至18頁的「管理層討論與分析」一節。本公司與其主要持份者的關係詳情載於本年報第43頁的董事會報告的「與僱員、供應商及客戶的關係」一段。

本集團截至二零一五年十二月三十一日止年度的表現分析所採用的財務表現指標載於本年報第7至18頁的「管理層討論與分析」一節。

此外，有關參考環境及社會相關主要表現指標及政策以及對本公司有重大影響的相關法律法規之遵守情況而定之本集團表現的更多詳情載於本年報第46至47頁的「環境、社會及管治」一段。

REPORT OF THE DIRECTORS

董事會報告

RESULTS AND APPROPRIATIONS

The results of the Group for the Reporting Period are set out in the consolidated income statement and consolidated statement of comprehensive income on page 68 and page 69 of this report.

The Directors do not recommend the payment of a dividend and there is no arrangement that a shareholder has waived or agreed to waive any dividend.

RESERVES

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

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2015, calculated under the Companies Law of the Cayman Islands amounted to approximately RMB230.7 million.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Reporting Period are set out in notes 13 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the Reporting Period are set out in note 21 to the consolidated financial statements.

業績及分派

本集團於報告期間之業績載於本報告第68頁及第69頁之綜合收益表及綜合全面收益表內。

董事不建議派付股息，概無股東放棄或同意放棄任何股息之安排。

儲備

年內本集團及本公司儲備變動之詳情載於綜合權益變動表及綜合財務報表附註29(a)。

可供分派儲備

於二零一五年十二月三十一日，本公司根據開曼群島公司法計算之可供分派儲備約為人民幣230.7百萬元。

物業、廠房及設備

本集團於報告期間之物業、廠房及設備變動詳情載於綜合財務報表附註13。

股本

本公司於報告期間之股本變動詳情載於綜合財務報表附註21。

BORROWINGS

Details of the Group's borrowings as at 31 December 2015 are set out in note 24 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association (the "Articles of Association") and there is no restriction against such rights under the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities since the Listing Date and up to 31 December 2015.

DIRECTORS

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

Executive Directors

Ms. Hou Wei (*Chairlady*)
(appointed on 2 February 2015)
Mr. Liu Xianxiu (appointed on 5 June 2015)

Non-executive Directors

Mr. Hou Bo (appointed on 5 June 2015)
Mr. Lam On Tai (appointed on 5 June 2015)

借款

於二零一五年十二月三十一日本集團借款的詳情載於綜合財務報表附註24。

優先購買權

本公司之組織章程細則（「組織章程細則」）並無優先購買權之條文且根據開曼群島法律並無有關權利之限制，從而令本公司須按比例向現有股東發售新股份。

購買、出售或贖回本公司之上市證券

自上市日期起及直至二零一五年十二月三十一日止期間，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事

報告期間及截至本報告日期止董事如下：

執行董事

侯薇女士（主席）
（於二零一五年二月二日獲委任）
劉賢秀先生（於二零一五年六月五日獲委任）

非執行董事

侯波先生（於二零一五年六月五日獲委任）
林安泰先生（於二零一五年六月五日獲委任）

REPORT OF THE DIRECTORS

董事會報告

Independent non-executive Directors

Mr. Ye Yihui (appointed on 6 October 2015)
Mr. Ho Hin Yip (appointed on 6 October 2015)
Mr. Hou Lianchang (appointed on 6 October 2015)

In accordance with articles 108(a) and 112 of the Articles of Association, Ms. Hou Wei, Mr. Liu Xianxiu, Mr. Hou Bo, Mr. Lam On Tai, Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang will retire and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The Company has received, from each of the independent non-executive Directors, an annual confirmation of his independence pursuant to rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considered all of the independent non-executive Directors to be independent.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors had engaged in or were interested in any business which competed or was likely to compete, either directly or indirectly, with the business of the Group during the Reporting Period.

獨立非執行董事

葉義輝先生（於二零一五年十月六日獲委任）
何衍業先生（於二零一五年十月六日獲委任）
侯聯昌先生（於二零一五年十月六日獲委任）

根據組織章程細則第108(a)及112條，侯薇女士、劉賢秀先生、侯波先生、林安泰先生、葉義輝先生、何衍業先生及侯聯昌先生將於應屆股東週年大會上退任，惟合資格並願膺選連任。

本公司已自各獨立非執行董事接獲彼等各自根據聯交所證券上市規則（「上市規則」）第3.13條作出之獨立性年度確認。本公司認為全體獨立非執行董事均為獨立人士。

董事之服務合約

擬於應屆股東週年大會上膺選連任之各董事概無與本公司訂立任何服務合約（並非可於一年內不作賠償（法定賠償除外）而終止的合約）。

董事於競爭業務之權益

於報告期間，概無董事從事與或可能與本集團業務直接或間接競爭之任何業務或於當中擁有權益。

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Save for transactions in connection with the reorganisation in preparation for the Listing as disclosed in the Prospectus and save for disclosed elsewhere in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

NON-COMPETITION UNDERTAKING

The controlling shareholders of the Company entered into a deed of non-competition in favour of the Company dated 6 October 2015 ("Deed of Non-competition") as set out in the paragraph headed "Relationship with Controlling Shareholders" in the Prospectus, pursuant to which the controlling shareholders of the Company have undertaken to the Company that she/it will not, and will procure her/its close associates (other than members of the Group) not to directly or indirectly be involved in or undertake any business (other than our business) that directly or indirectly competes, or may compete, with our business or undertaking, or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by the Group from time to time. The controlling shareholders have provided an annual declaration and confirmed their compliance of all the undertakings provided under the Deed of Non-competition. There are no matters which required to be deliberated by the independent non-executive Directors in relation to the compliance and enforcement of the Deed of Non-competition and it is considered that the terms of the Deed of Non-competition have been complied by the controlling shareholders.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management of the Group are set out in the Biographical Details of Directors and Senior Management section on pages 19 to 30 of this report.

董事於重大交易、安排及合約之權益

除招股章程所披露與為籌備上市而進行之重組有關之交易及本年報其他地方所披露者外，本公司或其任何附屬公司並無作為一方訂立本公司董事於當中直接或間接擁有重大權益且於年末或本年度任何時間存續之任何重大交易、安排及合約。

不競爭承諾

本公司控股股東以本公司為受益人訂立日期為二零一五年十月六日之不競爭契據（「不競爭契據」），載於招股章程「與控股股東的關係」一段，據此，本公司控股股東向本公司承諾，其將不會並將促使其緊密聯繫人（本集團成員公司除外）不直接或間接參與或進行任何與我們的業務或事業直接或間接構成競爭或可能構成競爭的業務（我們的業務除外），或於任何直接或間接與本集團不時從事的業務構成競爭的公司或業務持有股份或權益。控股股東已提供一份年度聲明並確認，彼等遵守不競爭契據所規定之全部承諾。概無與遵守及執行不競爭契據有關事項須經獨立非執行董事商討，不競爭契據之條款被認為已獲控股股東遵守。

董事及高級管理層履歷

本集團董事及高級管理層履歷載於本報告第19至第30頁董事及高級管理層履歷一節。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2015, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO; as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules, were as follows:

Aggregate long positions in the shares and underlying shares of the Company

Name of Director	Nature of interest	Number of shares	Approximate percentage of the issued share capital 佔已發行股本 概約百分比 (Note 1) (附註1)
董事姓名	權益性質	股份數目	
Ms. Hou Wei ("Ms. Hou") (Note 2) 侯薇女士(「侯女士」)(附註2)	Interest in a controlled corporation 受控法團權益	189,054,000	52.52%
Mr. Hou Bo ("Mr. Hou") (Note 3) 侯波先生(「侯先生」)(附註3)	Interest in a controlled corporation 受控法團權益	5,562,000	1.55%

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一五年十二月三十一日，本公司各董事及最高行政人員於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份或債權證中擁有根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益及淡倉，或根據證券及期貨條例第352條須記錄於該條所指登記冊的權益及淡倉，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

於本公司股份及相關股份之好倉總額

Notes:

1. The percentage figures were calculated based on 360,000,000 ordinary shares ("Shares") of the Company having a par value of HK\$0.1 each in issue as of 31 December 2015.
2. Ms. Hou was beneficially interested in 100% of the issued share capital of Xinling Limited ("Xinling"). Xining was the registered holder of 189,054,000 Shares. Under XV of the SFO, Ms. Hou was therefore deemed to have interests in 189,054,000 Shares in which Xinling was interested.
3. Mr. Hou was beneficially interested in 100% of the issued share capital of Jiesi Global Investments Limited ("Jiesi Global"). Jiesi Global was the registered holder of 5,562,000 Shares. Under XV of the SFO, Mr. Hou was therefore deemed to have interests in 5,562,000 Shares in which Jiesi Global was interested.

Save as disclosed above, as at 31 December 2015, none of the Directors and chief executive of the Company had or was deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO or which were required to be kept pursuant to Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

1. 相關百分比數字乃根據於二零一五年十二月三十一日本公司已發行360,000,000股每股面值0.1港元之普通股（「股份」）計算。
2. 侯女士實益擁有欣領有限公司（「欣領」）100%之已發行股本。欣領為189,054,000股股份之登記持有人。因此，根據證券及期貨條例第XV部，侯女士被視為於欣領擁有權益的189,054,000股股份中擁有權益。
3. 侯先生實益擁有傑思環球投資有限公司（「傑思環球」）100%之已發行股本。傑思環球為5,562,000股股份之登記持有人。因此，根據證券及期貨條例第XV部，侯先生被視為於傑思環球擁有權益的5,562,000股股份中擁有權益。

除上文所披露者外，於二零一五年十二月三十一日，概無本公司董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有或被視為擁有任何根據證券及期貨條例第7及8分部規定須知會本公司及聯交所的權益或淡倉，或根據證券及期貨條例第352條須予記錄的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

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

As at 31 December 2015, the following person (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Aggregate long positions in the Shares and underlying shares of the Company

主要股東於本公司股份、債權證及相關股份之權益及淡倉

於二零一五年十二月三十一日，以下人士（本公司的董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

於本公司股份及相關股份之好倉總額

Name of Director	Nature of interest	Number of shares	Approximate percentage of the issued share capital
董事名稱	權益性質	股份數目	佔已發行股本概約百分比
			(Note 1) (附註1)
Xinling (Note 2) 欣領 (附註2)	Beneficial owner 實益擁有人	189,054,000 189,054,000	52.52% 52.52%
Yiju Holdings Limited ("Yiju Holdings") (Note 3) 溢鉅控股有限公司 (「溢鉅控股」) (附註3)	Beneficial owner 實益擁有人	28,188,000 28,188,000	7.83% 7.83%
Mr. Liu Shui ("Mr. Liu") (Note 3) 劉水先生 (「劉先生」) (附註3)	Interest in a controlled corporation 受控制法團權益	28,188,000 28,188,000	7.83% 7.83%

Notes:

1. The percentage figures were calculated based on 360,000,000 ordinary shares ("Shares") of the Company having a par value of HK\$0.1 each in issue as of 31 December 2015.
2. Xining was the registered holder of 189,054,000 Shares.
3. Mr. Liu was beneficially interested in 100% of the issued share capital of Yiju Holdings. Yiju Holdings was the registered holder of 28,188,000 Shares. Under XV of the SFO, Mr. Liu was therefore deemed to have interests in 28,188,000 Shares in which Yiju Holdings was interested.

Save as disclosed above, as at 31 December 2015, the Company had not been notified of any other persons (other than the Directors or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

Pursuant to the share option scheme adopted on 6 October 2015 ("Share Option Scheme"), the Company may grant share options to any directors, employees, advisers, consultants, suppliers, customers, distributors and such other persons who in the sole discretion of the Board, will contribute or have contributed to the growth and development of the Group so as to provide incentives or rewards for their contribution to the success of the Group's operation. From the Listing Date to 31 December 2015, no share option was granted by the Company under the Share Option Scheme.

附註:

1. 相關百分比數字乃根據於二零一五年十二月三十一日本公司已發行360,000,000股每股面值0.1港元之普通股(「股份」)計算。
2. 欣領為189,054,000股股份之登記持有人。
3. 劉先生實益擁有溢鉅控股100%之已發行股本。溢鉅控股為28,188,000股股份之登記持有人。因此，根據證券及期貨條例第XV部，劉先生被視為於溢鉅控股擁有權益的28,188,000股股份中擁有權益。

除上文所披露者外，於二零一五年十二月三十一日，本公司並無獲告知任何其他人士(本公司的董事或最高行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉，或已記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

購股權計劃

根據於二零一五年十月六日採納之購股權計劃(「購股權計劃」)，本公司可向董事會全權酌情認為將或已為本集團增長及發展作出貢獻之任何董事、僱員、顧問、諮詢師、供應商、客戶、分銷商及有關其他人士授予購股權，以就彼等為本集團之營運的成功作出貢獻提供獎勵或回報。於上市日期起至二零一五年十二月三十一日止，本公司並無根據購股權計劃授出任何購股權。

REPORT OF THE DIRECTORS

董事會報告

Summary of the terms of the Share Option Scheme is as follows:

(a) Purposes

The purposes of the Share Option Scheme are to enable the Group to grant options to the eligible participants to (i) motivate them to optimise their performance efficiently for the benefit of the Group; and (ii) attract and retain or maintain on-going business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) Eligible Participants

Any employees (whether full time or part time), directors (including executive, non-executive and independent non-executive directors), advisers, consultants, suppliers, customers, distributors of the Group and such other persons ("Eligible Participants") who, in the sole opinion of the Board, will contribute or have contributed to the growth and development of the Group or any Invested Entity.

(c) Maximum number of Shares available for issue

The maximum number of Shares which may be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the total number of Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of listing of the Shares unless the Company obtains the approval of the shareholders in general meeting for refreshment.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme shall not in aggregate exceed 36,000,000 Shares (representing 10% of the number of issued Shares as at the date of the annual report).

購股權計劃條款之概要如下：

(a) 目的

購股權計劃旨在令本集團能夠向合資格參與人授予購股權，以(i)激勵彼等為本集團的利益而優化其表現效率；及(ii)吸引及挽留合資格參與人或與合資格參與人保持持續的業務關係，而該等合資格參與人的貢獻，乃對或將對本集團的長遠發展有利。

(b) 合資格參與人

董事會全權酌情認為將或已對本集團或任何被投資實體之增長及發展作出貢獻之本集團任何僱員（不論全職或兼職）、董事（包括執行、非執行及獨立非執行董事）、顧問、諮詢師、供應商、客戶、分銷商及有關其他人士（「合資格參與人」）。

(c) 可供發行之股份最高數目

因根據購股權計劃及本公司任何其他購股權計劃已授出而有待行使的全部尚未行使購股權獲行使而可予配發及發行的最高股份數目，合共不得超過不時已發行股份總數的30%。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份總數，不得超過於股份上市日期已發行股份總數的10%，除非本公司已於股東大會上獲股東批准更新。

於根據購股權計劃已授出但未行使的購股權全部獲行使可能發行的股份最高數目合共不得超過36,000,000股股份（相當於在本年報日期的已發行股份數目10%）。

(d) Maximum entitlement of each Eligible Participant

The total number of Shares issued and to be issued upon exercise of options (whether exercised or outstanding) granted in any 12-month period to:

- (i) each Eligible Participant must not exceed 1.0% of the total number of Shares in issue; and
- (ii) a substantial shareholder of the Company or an independent non-executive director must not exceed 0.1% of the total number of Shares in issue and not exceed HK\$5.0 million in aggregate value.

(e) Period within which the Shares must be taken up under an option

An option must be exercised within 10 years from the date on which it is granted or such shorter period as the Board may specify at the time of grant.

(f) Minimum period, if any, for which an option must be held

No minimum period for which the option has to be held before it can be exercised is specified in the Share Option Scheme

(g) Period open for acceptance of an option and amount payable upon acceptance

An offer of grant of an option may be accepted by an Eligible Participant within 21 days from the date of the offer of grant of the option. A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an option.

(d) 各合資格參與人之最高配額

於任何12個月期間內因所授出購股權（不論已行使或尚未行使）獲行使而發行及將發行之股份總數：

- (i) 倘向各合資格參與人授出，則不得超過已發行股份總數之1.0%；及
- (ii) 倘向本公司主要股東或獨立非執行董事授出，則不得超過已發行股份總數之0.1%及總值不超過5.0百萬港元。

(e) 根據購股權可認購股份之期限

購股權必須於授出日期起計10年或董事會於授出時可能訂明之有關較短期間內予以行使。

(f) 購股權必須持有之最短期間（如有）

並無於購股權計劃內訂明於可行使前須持有購股權之最短期限。

(g) 購股權可供接受之期間及於接受時應付之款項

授出購股權之要約可由合資格參與人於自授出購股權要約日期起21日內接受。於接納購股權授出要約時應付代價1.00港元。

REPORT OF THE DIRECTORS

董事會報告

(h) Basis of determining the subscription price of an option

The exercise price must be at least the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a Share.

(i) Validity of the Share Option Scheme

The Share Option Scheme has a life of 10 years and will expire on 5 October 2025 unless otherwise terminated in accordance with the terms of the Share Option Scheme.

ARRANGEMENT TO PURCHASES SHARES OR DEBENTURES

At no time since the Listing Date and up to the date of this report was the Company or any of its subsidiaries or a party to any arrangement to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period.

MAJOR SUPPLIERS AND CUSTOMERS

During the year, the Group's five largest group customers by related groups in aggregate accounted for approximately 27.5% of the Group's total turnover. The largest group customer accounted for approximately 7.7% of the Group's total turnover.

(h) 釐定購股權認購價之基準

行使價須至少為以下各項之最高者：(i)於授出日期聯交所每日報價表所述股份之收市價；(ii)緊接授出日期前五個交易日聯交所每日報價所述之股份平均收市價；及(iii)一股股份之面值。

(i) 購股權計劃之有效期

購股權計劃之有效期為十年，並將於二零二五年十月五日屆滿，除非根據購股權計劃之條款另行終止。

購買股份或債權證之安排

自上市日期起及截至本報告日期止，本公司或其任何附屬公司概無訂立任何安排，以令本公司董事可藉收購本公司或任何其他法人團體的股份或債權證而獲得利益。

管理合約

於報告期間，本公司概無訂立與本公司整體或任何主要部份業務有關之管理及行政合約或有此類合約存在。

主要供應商及客戶

本年度內，本集團按相關集團劃分的五大集團客戶合共佔本集團總營業額約27.5%。最大集團客戶佔本集團總營業額約7.7%。

During the year, the Group's five largest suppliers in aggregate accounted for approximately 44.7% of the Group's total purchases. The largest supplier accounted for approximately 16.5% of the Group's total purchases.

To the best of the knowledge of the Directors, none of the Directors, their respective close associates or any shareholder (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had an interest in these major suppliers or customers.

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture, and are focused on establishing relationships with customers. The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high standards of quality in the service to its customers. During the Reporting Period, there was no material and significant dispute between the Group and its suppliers and/or customers.

CONTINUING CONNECTED TRANSACTIONS

During the Reporting Period, the Group had continuing connected transactions with certain connected persons, details of which have been disclosed in the Prospectus. Certain continuing connected transactions are exempt from one or more of the reporting, announcement, shareholders' approval and annual review requirements for the purpose of Chapter 14A of the Listing Rules.

本年度內，本集團五大供應商合共佔本集團總採購額約44.7%。最大供應商佔本集團總採購額約16.5%。

就董事所深知，概無董事、彼等各自之緊密聯繫人或就董事所知擁有本公司股本逾5%以上之任何股東於此等主要供應商或客戶中擁有權益。

與僱員、供應商及客戶的關係

本集團明白僱員為寶貴資產。本集團提供有競爭力的薪酬待遇以吸引及激勵僱員。本集團定期檢討僱員的薪酬待遇並作出必要調整以符合市場標準。

本集團業務的建立在以客戶為導向的企業文化之上，並專注於與客戶建立合作關係。本集團亦明白與供應商及客戶保持良好關係對實現其近期及長期目標至關重要。為維持於行業內的市場競爭力，本集團致力持續為客戶提供優質服務。於報告期內，本集團與其供應商及／或客戶之間並無嚴重或重大爭議。

持續關連交易

於報告期間，本集團與若干關連人士進行持續關連交易，其詳情於招股章程中披露。若干持續關連交易就上市規則第十四A章而言獲豁免遵守一項或多項申報、公告、股東批准及年度審核規定。

REPORT OF THE DIRECTORS

董事會報告

The following are the continuing connected transactions of the Group that are subject to the reporting and annual review requirements but otherwise exempt from the shareholders' approval requirement pursuant to Chapter 14A of the Listing Rules:

Master Supply Agreement between Jiji Household and Meizhou Xikang Construction Company Limited (“Meizhou Xikang”) in respect of the supply of merchandise to Meizhou Xikang

On 6 October 2015, Jiji Household entered into a master supply agreement (the “Master Agreement”) with Meizhou Xikang, pursuant to which the Company agreed to supply merchandise including building materials, home improvement materials and furnishings to Meizhou Xikang, for a term of three years commenced from 1 January 2015 to 31 December 2017. The prices for the merchandise to be supplied by the Group under the Master Supply Agreement will be determined with reference to a number of factors, including cost of purchase, product's attributes, customers' spending behavior and preference, local consumption power, product's brand as well as retail prices suggested by our suppliers, where applicable. The Group will supply the merchandise to Meizhou Xikang if the price of the products offered to Meizhou Xikang is comparable to or no less favourable to the Group than those offered to other third-party purchasers for the same or similar products.

The annual caps determined by the Directors in respect of the annual maximum aggregate value for such continuing connected transactions is RMB5,286,000 for the year ended 31 December 2015, and RMB5,413,000 and RMB5,543,000 for each of the years ending 31 December 2016 and 2017, respectively. The total amount of sales to Meizhou Xikang pursuant to the Master Agreement for the Reporting Period was approximately RMB1,514,000.

以下為本集團根據上市規則第十四A章須遵守申報及年度審核規定，但獲豁免遵守股東批准規定的持續關連交易：

集一家居與梅州市禧康建筑工程有限公司（「梅州禧康」）有關向梅州禧康供應商品的總供應協議

於二零一五年十月六日，集一家居與梅州禧康訂立總供應協議（「總供應協議」），據此，本公司同意向梅州禧康供應商品（包括建材、家居裝修材料及傢俱），自二零一五年一月一日起至二零一七年十二月三十一日止為期三年。本集團根據總供應協議將予供應的商品價格將參考多項因素釐定，包括採購成本、產品屬性、客戶消費習慣及偏好、當地消費力、產品品牌及供應商建議的零售價（倘適用）。倘梅州禧康所報產品價格對本集團而言可資比較或不遜於其他第三方買家就相同或相似產品作出的報價，本集團將向梅州禧康供應商品。

截至二零一五年十二月三十一日止年度，董事就有關持續關連交易的年度最高總值釐定的年度上限為人民幣5,286,000元，以及截至二零一六年及二零一七年十二月三十一日止年度各年分別為人民幣5,413,000元及人民幣5,543,000元。於報告期間根據總供應協議向梅州禧康作出的總銷售額約為人民幣1,514,000元。

Meizhou Xikang is owned as to 95% by Mr. Hou Hinxiang, the father of Ms. Hou and Mr. Hou. Accordingly, Meizhou Xikang is an associate of Ms. Hou and Mr. Hou and a connected person of the Company pursuant to Chapter 14A of the Listing Rules and the entering of the Master Agreement constitutes continuing connected transaction for the Company.

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors confirmed that the aforesaid continuing connected transactions have been entered into: (a) in the ordinary and usual course of business of the Group; (b) either on normal commercial terms or on terms no less favorable to the Group than terms available to or from independent third parties; and (c) in accordance with the relevant agreements governing the respective transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor of the Company has issued his unqualified letter containing his findings and conclusions in respect of the aforesaid continuing connected transactions in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

RELATED PARTY TRANSACTIONS

Details of the significant related party transactions undertaken in the normal course of business are set out in note 28 to the consolidated financial statements. Other than those transactions disclosed in the section headed "Continuing Connected Transactions" above, none of them constitutes a connected transaction required for disclosure under Chapter 14A of the Listing Rules.

梅州禧康由侯女士及侯先生的父親侯欣祥先生擁有95%權益。因此，根據上市規則第十四A章，梅州禧康為侯女士及侯先生的聯繫人以及本公司的關連人士，訂立總供應協議構成本公司之持續關連交易。

根據上市規則第14A.55條，獨立非執行董事確認上述持續關連交易已：(a)於本集團的日常及一般業務過程中進行；(b)按正常商業條款或按本集團而言，不遜於給予或獲自獨立第三方的條款進行；及(c)根據相關協議規限各自交易的條款進行，而有關條款屬公平合理，且符合本公司股東的整體利益。

根據香港會計師公會頒佈的香港鑒證業務準則第3000號「非審核或審閱過往財務資料的鑒證工作」規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，本公司核數師獲委聘就本集團的持續關連交易作出報告。根據上市規則第14A.56條，本公司核數師已就上述持續關連交易的審查結果及結論發出無保留意見函件。核數師函件的副本已經由本公司提交聯交所。

本公司已遵守根據上市規則第十四A章之披露規定。

關聯方交易

於正常業務過程中進行的重大關聯方交易載於綜合財務報表附註28。除於上文「持續關連交易」一節披露的交易外，其概無構成上市規則第十四A章所規定須予披露的關連交易。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Environmental Protection

Environmental conservation remains a key focus for the Group. The conscientious use of resources and adoption of best practices across the Group's businesses underlie its commitment to safeguarding the environment. The Group encourages environmental protection and comply with environmental legislation and promote awareness towards environmental protection to the employees.

The Group puts great emphasis in energy conservation. To enhance environmental awareness and encourage daily participation among the staff there are policies in relation to energy conservation so as to minimise negative environmental impacts. Several practices have been implemented by the Group in order to reduce wastage and avoid utilisation of unnecessary resources including:

- (a) the use of electricity in the office of the Group must comply the principles of power saving, safety first, high efficiency and low consumption;
- (b) lights and electronic appliances in workplace must be turned off when not in use;
- (c) all staff must turn off the power for computers, photocopy machines, printers and other electronic appliances when they are off duty or on leave; and
- (d) other than formal documents that require the use of papers, each department is advised to handle documents electronically. When the use of paper is required, each piece of paper must be printed double-sided except for formal and confidential documents, or unless as otherwise necessary.

環境、社會及管治

環境保護

環境保護仍然是本集團之一大工作重心。本集團在業務營運中審慎利用資源，並採納最佳常規，以達到其保護環境之承諾。本集團鼓勵環保、遵守環保規例並致力提升僱員之環保意識。

本集團注重環境保護。為提高環保意識及鼓勵員工日常參與環保，本公司已制定多項節能政策，致力將對環境的負面影響降至最低。本公司實施以下節能措施以減少浪費及避免不必要的資源消耗，包括：

- (a) 本集團辦公室用電必須遵守省電、安全第一及高效低耗的原則；
- (b) 確保無人使用時關閉工作場所電燈及電器設備；
- (c) 所有員工下班或休假時必須關閉電腦、複印機、打印機及其他電器設備電源；及
- (d) 除正規文件需使用紙張外，建議各部門使用電子文檔處理。需使用紙張時，須雙面打印（正式及機密文件或另有需要除外）。

Compliance with Laws and Regulations

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The audit committee of the Company is delegated by the Board to monitor the Group's practices on compliance with legal and regulatory requirements. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

As far as the Company is aware, it has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Company.

Workplace Quality

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. The Group provides on-the-job training and development opportunities to enhance its employees' career progression. Through different training, staff's professional knowledge in corporate operations, occupational and management skills are enhanced.

Health and Safety

The Group prides itself on providing a safe, effective and congenial work environment. Adequate arrangements, training and guidelines are implemented to ensure the working environment is healthy and safe. The Group provides health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

PERMITTED INDEMNITY

Each Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto in accordance with the Articles of Association.

遵守法律及法規

已制定合規程序，以確保本集團遵守（尤其是）對其產生重大影響之該等適用法律、規則及法規。本公司之審核委員會由董事會委派監察有關本集團遵守法律及監管之常規。相關員工及相關經營單位會不時獲知悉適用法律、規則及法規之任何變動。

據本公司所知，其已於重大方面遵守對本公司之業務及營運有重大影響之相關法律及法規。

工作環境質素

本集團為員工提供平等機會，不會歧視任何員工。本集團認為員工為企業之寶貴資產，並視人力資源為其企業財富。本集團提供在職培訓及發展機會以提升其員工之職業發展。通過不同培訓，員工增強有關企業營運之專業知識、職業及管理技能。

健康及安全

本集團提供一個安全、有效及舒適之工作環境。落實合適安排、培訓及指引以確保工作環境健康及安全。本集團為員工提供健康及安全通訊，以展示相關資訊並提升對職業健康及安全方面之意識。

准許彌償

根據組織章程細則，本公司各董事或其他高級職員可自本公司的資產獲取彌償，以補償彼履行職責時或就此在其他方面蒙受或產生的所有損失或責任。

REPORT OF THE DIRECTORS

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float as required under the Listing Rules throughout the period from the Listing Date up till the year ended 31 December 2015.

CORPORATE GOVERNANCE

A report on the principle corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 49 to 64 of this report.

EVENT AFTER THE REPORTING PERIOD

There is no material subsequent event undertaken by the Company or by the Group after 31 December 2015 and up to the date of this annual report.

AUDITORS

The consolidated financial statements for the year ended 31 December 2015 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer itself for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board

Hou Wei
Chairlady

Hong Kong, 30 March 2016

足夠公眾持股量

自上市日期直至截至二零一五年十二月三十一日止年度各個期間，本公司維持上市規則規定之足夠公眾持股量。

企業管治

本公司採納之主要企業管治常規報告載於本報告第49至64頁的企業管治報告內。

報告期後事項

本公司或本集團於二零一五年十二月三十一日後及截至本年報日期止並無進行任何重大報告期後事項。

核數師

截至二零一五年十二月三十一日止年度之綜合財務報表已經羅兵咸永道會計師事務所審核，其將於本公司應屆股東週年大會上退任，惟合資格並願意獲續聘連任。

代表董事會

侯薇
主席

香港，二零一六年三月三十日

COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standard of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and responsibility. The Board comprises two executive Directors, two non-executive Directors and three independent non-executive Directors. The Board has adopted the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix 14 to the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “Listing Rules”). Since the Listing Date and up to the date of this annual report, the Company has complied with the code provisions under the CG Code, save and except for the deviation to code position A.2.1 below.

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The chairlady and chief executive officer of the Company are held by Ms. Hou Wei who has extensive experience in the industry. The Board believes that Ms. Hou can provide the Company with strong and consistent leadership and allows for effective and efficient planning and implementation of business decisions and strategies. The Board also considers that the current structure of vesting the roles of chairlady and chief executive officer in the same person will not impair the balance of power and authority between the Board and the management of the Company. The Board shall review this structure from time to time to ensure appropriate and timely action to meet changing circumstances.

遵守企業管治常規

本公司一直致力保持高水平企業管治，以保障本公司股東權益及提升企業價值及責任。董事會由兩名執行董事、兩名非執行董事及三名獨立非執行董事組成。董事會已採納香港交易所證券上市規則（「上市規則」）附錄十四所載之企業管治守則（「企業管治守則」）之守則條文。自上市日期起至本年報日期止，本公司已遵守企業管治守則項下之守則條文，惟以下守則條文第A.2.1條有所偏離者除外。

企業管治守則條文第A.2.1條規定，主席與行政總裁的角色應分開，不應由同一人擔任。本公司主席兼行政總裁為侯薇女士，其擁有豐富的行業經驗。董事會認為，侯薇女士可在本公司發揮強大且貫徹的領導才能，亦可有效及高效地規劃及實施業務決策及策略。董事會亦認為，目前由同一人擔任主席及行政總裁的架構不會破壞本公司董事會與管理層之間的權力平衡。董事會將不時檢討該架構，以確保及時採取適當行動應對不斷變化的情況。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPLIANCE WITH MODEL CODE

The Directors have adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct for Directors in dealing in the Company's securities. Specific enquiries have been made to all Directors and all Directors have confirmed that they have fully complied with the required standard of dealings as set out in the Model Code from the Listing Date to 31 December 2015. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with written guidelines or no less exacting terms than the Model Code for the period from the Listing Date to 31 December 2015.

BOARD OF DIRECTORS

The Board is committed to providing effective and responsible leadership for the Company. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its shareholders. The Board has established three board committees, being the Audit Committee, the Remuneration Committee and the Nomination Committee (each a "Board Committee" and collectively the "Board Committees"), to oversee different areas of the Company's affairs.

遵守標準守則

董事已採納上市規則附錄十所載之標準守則，作為董事買賣本公司證券之操守守則。經向全體董事進行具體查詢後，全體董事已確認彼等於自上市日期起至二零一五年十二月三十一日止期間已全面遵守標準守則所載之所須交易準則。可能擁有本集團未公開內幕消息之有關僱員亦須自上市日期起至二零一五年十二月三十一日止期間遵守書面指引，其條款不遜於標準守則之條文。

董事會

董事會致力為本公司提供有效及負責任之領導。董事須個別及共同地為本公司及其股東之最佳利益真誠行事。董事會已設立三個董事委員會（即審核委員會、薪酬委員會及提名委員會（各自稱為「董事委員會」及統稱為該等「董事委員會」），以監督本公司不同範疇之事務。

The Board currently comprises two executive Directors, namely Ms. Hou Wei and Mr. Liu Xianxiu, two non-executive Directors, namely Mr. Hou Bo and Mr. Lam On Tai and three independent non-executive Directors, namely, Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang.

Their biographical details and (where applicable) their family relationships are set out in the section headed “Biographical Details of Directors and Senior Management” on pages 19 to 30 in this annual report. A list of the Directors identifying their roles and functions is available on the Stock Exchange’s and the Company’s website.

Save as otherwise disclosed, there is no relationship between any members of the Board, and no information relating to the Directors which is required to be disclosed pursuant to Rules 13.51(2) and 13.51(B) (1) of the Listing Rules.

The Board sets the Group’s overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standard of the Group. It also decides on matters such as annual and interim results, major transactions, director appointments or re-appointments, investment policy, dividend and accounting policies. The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group’s businesses to the executive Directors and members of senior management. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate.

All Directors are required to declare to the Board upon their first appointment, the directorships or other positions they are concurrently holding at other companies or organisations. These interests are updated on an annual basis and when necessary.

董事會目前包括兩名執行董事（即侯薇女士及劉賢秀先生）、兩名非執行董事（即侯波先生及林安泰先生）及三名獨立非執行董事（即葉義輝先生、何衍業先生及侯聯昌先生）。

彼等之履歷及（如適用）彼等之家屬關係載於本年報第19至30頁「董事及高級管理層履歷」一節。列明董事角色及職能之董事名單可於聯交所及本公司網站查閱。

除另有披露者外，董事會任何成員之間概無關係，亦概無有關董事之資料根據上市規則第13.51(2)及13.51(B)(1)條須予以披露。

董事會制定本集團之整體目標及策略、監察及評估其營運及財務表現並審閱本集團之企業管治準則。其亦就年度及中期業績、主要交易、董事委任或續聘、投資政策、股息及會計政策等事宜作出決定。董事會已指派及授權執行董事及高級管理層成員負責執行其業務策略及管理本集團業務之日常營運。董事會定期檢討所委派職能及權力以確保有關委派仍屬合適。

全體董事須於首次獲委任時向董事會申報彼等同時在其他公司或機構擔任之董事或其他職務，有關利益申報每年及於需要時更新。

CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Code provision A.4.1 of the CG Code stipulates that non-executive Directors shall be appointed for a specific term, subject to re-election, whereas code provision A.4.2 states that all directors appointed to fill a casual vacancy shall be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the executive Directors has entered into a service contract with the Company and is appointed for a specific term of three years unless terminated by not less than three months' notice in writing served by either the executive Director or the Company.

The non-executive Director and each of the independent non-executive Directors has signed an appointment letter with the Company and is appointed for a specific term of three years.

CORPORATE GOVERNANCE FUNCTION

The Company's corporate governance function is carried out by the Board pursuant to provision D.3.1 of the CG Code, which include (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 the Directors and senior management of the Group; (c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements; (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees of the Group and the Directors; and (e) to review the Company's compliance with the CG Code and relevant disclosure in the corporate governance report of the annual report of the Company.

委任及重選董事

企業管治守則條文第A.4.1條規定，非執行董事應以特定任期委任，並須接受重選，而守則條文第A.4.2條規定，所有為填補臨時空缺而獲委任之董事須於其獲委任後之首屆股東大會上接受股東重選，且每一名董事（包括以特定任期獲委任者）須至少每三年輪值退任一次。

各執行董事已與本公司訂立服務合約，並以三年特定任期獲委任，除非執行董事或本公司發出不少於三個月書面通知終止。

非執行董事及各獨立非執行董事已與本公司簽署委任函，並以三年特定任期獲委任。

企業管治職能

董事會根據其企業管治守則第D.3.1條履行本公司的企業管治職能，其中包括(a)制定及檢討本公司的企業管治政策及常規；(b)檢討及監察本集團董事及高級管理層的培訓及持續專業發展；(c)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(d)制定、檢討及監察本集團僱員及董事的操守準則及合規手冊（如有）；及(e)檢討本公司企業管治守則的遵守情況及在本公司年報的企業管治報告內的相關披露。

The Board is going to perform the abovementioned corporate governance functions starting from fiscal 2016 as the Company only became listed on the Stock Exchange on 6 November 2015.

BOARD MEETINGS

The Board has met once between the Listing Date and 31 December 2015, and a tentative schedule for four regular Board meetings for 2016 has been provided to the Directors at the beginning of the year 2016.

Between scheduled regular Board meetings, Directors may approve various matters by way of passing written resolutions. Additional Board meetings may be arranged if required. In addition, at least 14 days' notice of a regular Board meeting shall be given and the Company aims at sending the agenda and the accompanying board papers to Directors at a reasonable time before the intended date of a Board meeting.

The Company Secretary assists in preparing the agenda for the Board meeting and ensures that all applicable rules and regulations regarding Board meetings are complied with. Minutes of the Board and Board committees' meetings are kept by the Company Secretary, which are available to all Directors for inspection.

由於本公司於二零一五年十一月六日方在聯交所上市，董事會將於二零一六財政年度開始履行上述企業管治職能。

董事會會議

董事會已於上市日期至二零一五年十二月三十一日期間舉行一次會議，並已於二零一六年初向董事提供四次二零一六年常規董事會會議的暫定時間表。

於常規董事會會議之間，董事可以書面決議形式批准各項事宜。若有需要，可召開額外董事會會議。此外，董事會常規會議一般須發出至少14天通知，而本公司亦致力於在董事會會議預定日期前一段合理時間向董事發出議程及隨附董事會文件。

公司秘書協助準備董事會會議之議程，並確保遵守所有有關董事會會議的適用規則及法規。公司秘書亦保存董事會及董事委員會會議記錄，並供全體董事查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance records of the Directors at the Board meeting held between the Listing Date and 31 December 2015 are set out below:

董事出席自上市日期至二零一五年十二月三十一日期間舉行的董事會會議記錄載列如下：

Name of Director	董事名稱	Meetings attended/ eligible to attend 出席會議次數/ 合資格出席 會議次數
Executive Directors		
Ms. Hou Wei	侯薇女士	1/1
Mr. Liu Xianxiu	劉賢秀先生	1/1
Non-executive Directors		
非執行董事		
Mr. Hou Bo	侯波先生	1/1
Mr. Lam On Tai	林安泰先生	1/1
Independent non-executive Directors		
獨立非執行董事		
Mr. Ye Yihui	葉義輝先生	1/1
Mr. Ho Hin Yip	何衍業先生	1/1
Mr. Hou Lianchang	侯聯昌先生	1/1

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group and the responsibilities of the external auditor to the shareholders are set out in the independent auditor's report on pages 65 to 67.

董事確認其編製本集團綜合財務報表的責任，及外聘核數師對股東的責任載於第65至67頁的獨立核數師報告內。

No general meeting of the Company was held during the year ended 31 December 2015 and up to the date of this annual report.

本公司於截至二零一五年十二月三十一日止年度及直至本年報日期，並無舉行股東大會。

DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

Appropriate insurance coverage has been arranged in respect of indemnification against costs, charges, losses, expenses and liabilities that may be incurred by the Directors and officers of the Company in the execution and discharge of their duties.

DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors are aware of their responsibilities to the shareholders and have exercised their duties with care, skill and diligence, in pursuit of the development of the Group. They have to participate in continuous professional development through internal or external training organised by the Company. During the year ended 31 December 2015, the Company, together with its legal adviser, organised a training session relating to the roles, functions and duties of a listed company director and Listing Rules to each of the Directors. All directors attended the training and complied with the requirement of the CG Code on continuous professional development during the year ended 31 December 2015.

The training attended by the Directors during the year ended 31 December 2015 is summarized as follows:

Date of seminar: 5 June 2015

Directors attended: Ms. Hou Wei, Mr. Liu Xianxiu, Mr. Hou Bo, Mr. Lam On Tai, Mr. Ye Yihui, Mr. Ho Hin Yip, Mr. Hou Lianchang

Title of seminar: Training on Director's Responsibilities

Every newly appointed director will receive an induction to ensure that he/she has a proper understanding of the business and operations of the Group and that he is fully aware of his duties and responsibilities as a director under applicable rules and requirements.

董事及高級人員責任保險

本公司已就彌償本公司董事及高級人員於執行及履行彼等之職責時可能產生之成本、支出、損失、開支及負債安排合適保險。

董事之持續專業發展

全體董事知悉彼等對股東的責任，履行彼等的職責時已傾注其關注、技術及勤勉，以謀求本集團之發展。彼等須透過本公司組織之內部或外部培訓參與持續專業發展。於截至二零一五年十二月三十一日止年度，本公司連同其法律顧問為各董事組織有關上市公司董事之角色、職能及職責以及上市規則之培訓課程。於截至二零一五年十二月三十一日止年度內，全體董事均有出席符合企業管治守則關於持續專業發展之培訓及遵守有關規定。

董事於截至二零一五年十二月三十一日止年度內參加之培訓概述如下：

講座日期：二零一五年六月五日

出席董事：侯薇女士、劉賢秀先生、侯波先生、林安泰先生、葉義輝先生、何衍業先生、侯聯昌先生

講座題目：關於董事責任之培訓

每位新獲委任之董事均獲提供必要的就職資料，以確保其對本集團的業務及營運有適當的認識，並充分理解其於適用法例及法規下的職責及責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The role of the independent non-executive Directors is to provide independent and objective opinions to the Board, giving adequate control and balances for the Group to protect the overall interests of the shareholders and the Group. They serve actively on the Board and its committees to provide their independent and objective views.

In compliance with rules 3.10(1) and 3.10A of the Listing Rules, the Company has appointed three independent non-executive Directors, representing more than one-third of the Board. Two of the independent non-executive Directors namely, Mr. Ye Yihui and Mr. Ho Hin Yip, have the appropriate professional qualifications, or accounting or related financial management expertise as required by rule 3.10(2) of the Listing Rules. The Company has received from each of the independent non-executive Directors a written confirmation of his independence and has satisfied itself of such independence in accordance with the independent guidelines as set out in rule 3.13 of the Listing Rules.

BOARD COMMITTEES

The Board is supported by three committees, namely the Audit Committee, the Nomination Committee and the Remuneration Committee. Each Board Committee has its defined and written terms of reference approved by the Board covering its duties, powers and functions. Their terms of reference are available on the respective websites of the Stock Exchange and the Company.

All Board Committees are provided with sufficient resources to discharge their duties, including access to management or professional advice if considered necessary.

獨立非執行董事之獨立性

獨立非執行董事的角色乃向董事會提供獨立及客觀的意見，為本集團提供足夠的制約及平衡，以保障股東及本集團整體利益。彼等於董事會及其委員會上積極提供獨立及客觀的意見。

為遵守上市規則第3.10(1)條及3.10A條，本公司已委任三名獨立非執行董事，超過董事會人數三分之一。按上市規則第3.10(2)條的規定，其中兩名獨立非執行董事葉義輝先生及何衍業先生具備合適專業資格或會計或相關財務管理專業知識。本公司已根據上市規則第3.13條所載獨立指引，自各獨立非執行董事收取獨立性確認書，並信納全體獨立非執行董事均屬獨立。

董事委員會

董事會獲得三個委員會（即審核委員會、提名委員會及薪酬委員會）支援。各董事委員會均設經董事會批准的明確書面職權範圍，涵蓋其職責、權力及職能。彼等的職權範圍於聯交所及本公司各自的網站可供查閱。

所有董事委員會均獲提供足夠資源以履行其職責，包括於被視為有需要時取得管理或專業意見。

Audit Committee

The Audit Committee was established on 6 October 2015. The Audit Committee comprises three independent non-executive Directors, namely Mr. Ye Yihui, Mr. Ho Hin Yip and Mr. Hou Lianchang. Mr. Ye Yihui, who has appropriate professional qualifications and experience in accounting matters, was appointed as the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process, to develop and review the Group's policies and to perform other duties and responsibilities as assigned by the Board.

During the period between the Listing Date and 31 December 2015, the Audit Committee held one meeting and discussed the audit plans for the year ended 31 December 2015 with the external auditor of the Company.

In addition, the Audit Committee held one meeting in March 2016. The Audit Committee reviewed the Group's annual results, the continuing connected transactions of the Group, internal control system, risk assessment results and internal audit activities for the year ended 31 December 2015.

審核委員會

審核委員會於二零一五年十月六日設立。審核委員會包括三名獨立非執行董事（即葉義輝先生、何衍業先生及侯聯昌先生）。葉義輝先生具備適當專業資格及於會計事務之經驗，獲委任為審核委員會主席。

審核委員會的主要職責為透過提供有關本集團財務申報程序、風險管理及內部監控制度有效性的獨立意見協助董事會監督審核程序、制定及檢討本集團的政策以及履行董事會指派的其他職務及職責。

於上市日期至二零一五年十二月三十一日期間，審核委員會召開一次會議並與本公司的外聘核數師探討截至二零一五年十二月三十一日止年度的審核計劃。

此外，審核委員會於二零一六年三月舉行一次會議。審核委員會審核本集團截至二零一五年十二月三十一日止年度的年度業績、本集團的持續關連交易、內部控制系統、風險評估結果及內部審計活動。

CORPORATE GOVERNANCE REPORT

企業管治報告

The attendance record of each member of the Audit Committee at each Audit Committee meeting held between the Listing Date and 31 December 2015 is set out as follows:

各審核委員會成員自上市日期至二零一五年十二月三十一日期間於各審核委員會會議的出席記錄載列如下：

Name of Audit Committee member	審核委員會成員姓名	Meetings attended/ eligible to attend
		出席會議次數/ 合資格出席 會議次數
Mr. Ye Yihui (<i>Chairman</i>)	葉義輝先生 (主席)	1/1
Mr. Ho Hin Yip	何衍業先生	1/1
Mr. Hou Lianchang	侯聯昌先生	1/1

The Audit Committee monitors the audit and non-audit services rendered to the Group by the external auditor and ensures that the engagement of external auditor in non-audit services will not impair its audit independence or objectivity.

審核委員會監控由外聘核數師向本集團提供的審核及非審核服務，並確保委聘外聘核數師提供非審核服務將不會損害其審核獨立性或客觀性。

For the year ended 31 December 2015, the fees in respect of the audit and non-audit services provided to the Group by PricewaterhouseCoopers, is set out as follows:

於截至二零一五年十二月三十一日止年度，就羅兵咸永道會計師事務所向本集團提供的審核及非審核服務而支付的費用載列如下：

		Fee
		費用 RMB 人民幣
Statutory audit services	法定審核服務	1,800,000
Non-statutory audit services	非法定審核服務	—

Remuneration Committee

The Remuneration Committee was established on 6 October 2015. The Remuneration Committee comprises two independent non-executive Directors and one executive Director, namely Mr. Hou Lianchang, Mr. Ye Yihui and Mr. Liu Xianxiu. Mr. Hou Lianchang is the chairman of the Remuneration Committee. The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to the Directors regarding the Group's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of our Directors and senior management; (iii) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iv) considering and approving the grant of share options to eligible participants pursuant to the Share Option Scheme.

During the period between the Listing Date and 31 December 2015, the Remuneration Committee did not hold any meeting. In a meeting of the Remuneration Committee held in March 2016, the Remuneration Committee reviewed the existing remuneration policies of Directors and senior management.

Details of the Directors' emolument for the year ended 31 December 2015 are set out in note 30 to the consolidated financial statements.

薪酬委員會

薪酬委員會於二零一五年十月六日成立。薪酬委員會包括兩名獨立非執行董事及一名執行董事，即侯聯昌先生、葉義輝先生及劉賢秀先生。侯聯昌先生為薪酬委員會主席。薪酬委員會的主要職責包括（但不限於）：(i)就本集團所有董事及高級管理層的薪酬政策及架構和設立制定薪酬政策的正式及透明程序向董事提供建議；(ii)就董事及高級管理層的薪酬待遇向董事會提供建議；(iii)參照董事會的企業目標和目的，審閱及批准管理層的薪酬建議；及(iv)考慮及批准根據購股權計劃向合資格參與者授出購股權。

於上市日期至二零一五年十二月三十一日期間，薪酬委員會並無舉行任何會議。在薪酬委員會於二零一六年三月舉行的會議上，薪酬委員會檢討董事及高級管理層的現有薪酬政策。

截至二零一五年十二月三十一日止年度的董事酬金詳情載於綜合財務報表附註30。

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Committee

The Nomination Committee was established on 6 October 2015. It comprises two independent non-executive Directors and one executive Director, namely Mr. Hou Lianchang, Mr. Ye Yihui and Ms. Hou Wei. Ms. Hou Wei is the Chairldy of the Nomination Committee. The primary duties of the Nomination Committee is to identify individuals suitably qualified to become Board members and select, or make recommendations to the Board on the selection of, Individuals nominated for directorships.

During the period between the Listing Date and 31 December 2015, the Nomination Committee did not hold any meeting.

In a meeting of Nomination Committee held in March 2016, a board diversity policy was developed and subsequently adopted by the Board. The Company believes that diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and the legitimate interests of the Company's principal shareholders. All Board's appointment will be based on the merits of the candidates and the Board believes that doing so will be consistent with achieving a diversity of perspectives.

提名委員會

提名委員會於二零一五年十月六日成立。其包括兩名獨立非執行董事及一名執行董事，即侯聯昌先生、葉義輝先生及侯薇女士。侯薇女士為提名委員會主席。提名委員會的主要職責為物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供建議。

於上市日期至二零一五年十二月三十一日期間，提名委員會並未舉行任何會議。

於二零一六年三月舉行的提名委員會會議中，董事會多元化政策已獲制定，並於其後獲董事會採納。本公司相信董事會多元化可透過考慮多個因素而達成，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務年期及本公司的主要股東的正當利益。所有董事會的委任將根據候選人擇優遴選，而董事會相信此將與實現多元化角度一致。

FINANCIAL REPORTING

The Board acknowledges its responsibility to prepare the Group's financial statements which give a true and fair view of the Group's state of affairs, results and cash flows for the year and in accordance with the 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. The Group has selected appropriate accounting policies and has applied them consistently based on prudent and reasonable judgements and estimates. The Board considers that the Group has adequate resources to continue in business for the foreseeable future and not aware of any material uncertainties relating to events or conditions that may affect the business of the Group or cast doubts on its ability to continue as going concern.

The responsibilities of the Company's external auditors with respect to financial reporting are set out in the section headed "Independent Auditors' Report" in this annual report.

INTERNAL CONTROL AND RISK MANAGEMENT

The Board recognises its responsibility to ensure the Company maintains a sound and effective internal control and risk management systems. The Group's internal control and risk management systems is designed to safeguard assets against misappropriation and unauthorised disposition and to manage operational risks. In preparation for its Listing, during the last quarter of 2014, the Company engaged an external professional firm to conduct a review on the effectiveness of the Group's internal control system covering major financial, operational and compliance controls, as well as risk management functions. Assessment and review regarding the effectiveness of the Group's internal control and risk management systems will be conducted at least on an annual basis.

財務報告

董事會明白本身有責任根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定編製本集團財務報表，而有關報表須真實公平反映本集團於本年度的事務狀況、業績及現金流量。本集團已根據審慎及合理判斷及估計選擇合適的會計政策並貫徹採用。董事會認為本集團備有充足資源於可見未來繼續經營業務，且並不知悉與可能影響本集團業務或致令本集團持續經營能力成疑之事件或狀況有關的任何重大不確定因素。

本公司外聘核數師就財務申報承擔的責任載於本年報「獨立核數師報告」一節。

內部監控及風險管理

董事會確認其確保本公司維持健全有效內部監控及風險管理系統的責任。本集團的內部監控及風險管理系統乃為確保資產不會被不當挪用及未經授權處理以及管理經營風險而設計。在籌備上市時，本公司於二零一四年第四季度聘任外部專業公司對本集團之內部監控系統之有效性進行檢討，涵蓋主要財務、營運及合規控制以及風險管理職能，有關本集團之內部監控及風險管理系統之有效性將至少每年進行評估及檢討。

CORPORATE GOVERNANCE REPORT

企業管治報告

COMPANY SECRETARY

Mr. Leung Wai Hong has been appointed as company secretary of the Company since 26 May 2015. He fulfills the requirement under rule 3.28 of the Listing Rules. The biographical details of Mr. Leung Wai Hong is set out in the paragraph headed “Biographical Details of Directors and Senior Management” on page 26 of this annual report. During the year ended 31 December 2015, he has taken over 15 hours of relevant professional training.

SHAREHOLDERS' RIGHTS

The general meetings of the Company provide an opportunity for communication between the Shareholders and the Board. The Company shall in each year hold a general meeting as its annual general meeting. All general meetings other than annual general meetings shall be called extraordinary general meetings (“EGM”).

Right to convene EGM

Any two or more members of the Company, at the date of the deposit of a written requisition holding not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings, shall at all times have the right to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

The written requisition must specify the objects of the meeting, signed by the requisitionists and deposit it with the Company Secretary of the Company at the Company's principal place of business in Hong Kong at Room 1405, 14th Floor, Jubilee Centre, 18 Fenwick Street, Wanchai, Hong Kong.

公司秘書

梁偉康先生已自二零一五年五月二十六日起獲委任為本公司公司秘書。彼達到上市規則第3.28條之要求。梁偉康先生之履歷載於本年報第26頁「董事及高級管理層履歷」一段。於截至二零一五年十二月三十一日止年度，彼已接受超過15個小時之相關專業培訓。

股東權利

本公司股東大會為股東及董事會提供溝通機會。本公司應每年舉行股東大會作為其股東週年大會。除股東週年大會以外的所有股東大會為股東特別大會（「股東特別大會」）。

召開股東特別大會的權利

任何兩名或以上於書面請求發出日期持有不少於十分之一有權於股東大會上投票的本公司已繳足股本的股東，隨時有權要求董事會就該請求處理指定的任何事務召開股東特別大會。

書面請求必須述明會議的目的，由請求人簽署並交本公司公司秘書，地址為本公司的香港主要營業地點香港灣仔分域街18號捷利中心14樓1405室。

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the EGM to be held within a further 21 days, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the EGM, but any EGM shall not be held after the expiration of three months from the date of deposit of the requisition.

An EGM so convened by the requisitionists shall be convened in the same manner, as nearly possible, as that in which meetings are to be convened by the Board.

Right to put enquiries to the Board

Shareholders may, at any time, direct questions or requests for information to the Directors or management through the communication channel provided in 'Contact Us' section in the Company's website at www.jiyihousehold.com or in writing and sent by post to the Company's principal place of business in Hong Kong.

Right to put forward proposals at general meetings

As a matter of Cayman Islands law, no shareholders are permitted to propose new resolutions at the general meetings if the intention to propose the new resolutions is not specified in the notice convening the general meeting. However, procedures for proposing candidate(s) for election as Directors at a shareholder's meeting are set out in the Corporate Governance section of the Investor Relations section of the Company's website at www.jiyihousehold.com.

倘董事會於該請求書交付日期起計21天內未有正式落實將於往後21天內召開股東特別大會，請求人或任何佔全體一半以上總表決權的人士可自行召開股東特別大會，惟任何股東特別大會不得在交付請求日期起計三個月屆滿後舉行。

由請求人如此召開的股東特別大會須盡可能以接近董事會召開股東大會的方式召開。

向董事會作出查詢的權利

股東可於任何時間透過本公司網站 (www.jiyihousehold.com) 的「聯繫我們」一節所提供的溝通渠道或以書面及郵寄至本公司香港主要營業地點向董事或管理層指出疑問或要求資料。

於股東大會提呈議案的權利

就開曼群島法例而言，倘提呈新決議案的意向並未於召開股東大會的通告上指明，概無股東獲准於股東大會提呈新決議案。然而，於股東大會上建議董事候選人的程序載於本公司網站 (www.jiyihousehold.com) 的投資者關係一節的企業管治一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTORS RELATIONS

The Company believes that communicating with its shareholders, investors and other stakeholders by electronic means, particularly through its website, is an efficient way of distributing information in a timely and convenient manner. The Company's website has a dedicated "Investor Relations" section which publishes the following information:

- the Board, committee charters, key corporate governance policies and constitutional documents;
- announcements, press and release made to the market and media;
- annual and half yearly reports and all material information lodged with the Stock Exchange; and
- notices of general meetings and explanatory materials, if any.

During the year ended 31 December 2015, the Company adopted its existing Articles of Association for the purpose of the Listing and save as otherwise, there had been no significant change in the Company's constitutional documents.

投資者關係

本公司相信透過電子方式（特別是其網站）與其股東、投資者及其他持份者溝通乃及時和便捷的資料發佈方式。本公司網站具有公佈以下資料的「投資者關係」章節：

- 董事會、委員會章程、主要企業管治政策及章程文件；
- 公佈、向市場及媒體作出的新聞發佈；
- 年度及半年度報告及呈交聯交所的所有重大資料；及
- 股東大會通告及說明材料（如有）。

於截至二零一五年十二月三十一日止年度，本公司已就上市採納其現行之組織章程細則，除此之外，本公司章程文件並無重大變動。



羅兵咸永道

To the Members of
Jiyi Household International Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致集一家居國際控股有限公司
全體股東
(於開曼群島註冊成立的有限公司)

We have audited the consolidated financial statements of Jiyi Household International Holdings Limited (the "Company") and its subsidiaries set out on pages 68 to 175, which comprise the consolidated balance sheet as at 31 December 2015, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

吾等已審計列載於第68至175頁集一家居國際控股有限公司(「貴公司」)及其附屬公司的綜合財務報表，此綜合財務報表包括於二零一五年十二月三十一日的綜合資產負債表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表及綜合現金流量表，以及主要會計政策概要及其他解釋資料。

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

董事就綜合財務報表須承擔的責任

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 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.

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為就編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

*PricewaterhouseCoopers, 22/F Prince's Building, Central, Hong Kong
T: +852 2289 8888, F: +852 2810 9888, www.pwchk.com*

羅兵咸永道會計師事務所，香港中環太子大廈廿二樓
總機：+852 2289 8888，傳真：+852 2810 9888，www.pwchk.com

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 section 405 of the Hong Kong Companies Ordinance 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.

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 the 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.

核數師的責任

吾等的責任是根據吾等的審計對該等綜合財務報表作出意見，並按照香港公司條例第405條僅向整體股東報告，除此之外本報告別無其他目的。吾等不會就本報告內容向任何其他人士承擔或負上任何責任。

吾等已根據香港會計師公會頒佈的香港審計準則進行審計。該等準則要求吾等遵守道德規範，並規劃及執行審計，以合理確定綜合財務報表是否不存在任何重大錯誤陳述。

審計涉及執程序以獲取有關綜合財務報表所載金額及披露資料的審計憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實而公平的反映相關的內部控制，以設計適當的審計程序，但目的並非對公司內部控制的有效性發表意見。審計亦包括評價董事所採用會計政策的合適性及作出會計估計的合理性，以及評價綜合財務報表的整體列報方式。

吾等相信，我們所獲得的審計憑證能充足和適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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 Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 30 March 2016

意見

吾等認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及其附屬公司於二零一五年十二月三十一日的財務狀況及其截至該日止年度的財務表現及現金流量，並已按照香港公司條例妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零一六年三月三十日

CONSOLIDATED INCOME STATEMENT

綜合收益表

		Note 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Revenue	收益	5	348,668	333,818
Cost of sales	銷售成本	5, 7	(256,054)	(247,051)
Gross profit	毛利		92,614	86,767
Selling expenses	銷售開支	7	(16,384)	(17,349)
Administrative expenses	行政開支	7	(30,318)	(9,419)
Other income and gain – net	其他收入及收益淨額	6	4,828	873
Operating profit	經營溢利		50,740	60,872
Finance income	財務收入	9	316	291
Finance expenses	財務費用	9	(5,623)	(6,552)
Finance cost – net	財務費用淨額	9	(5,307)	(6,261)
Profit before income tax	除所得稅前溢利		45,433	54,611
Income tax expense	所得稅開支	10	(14,162)	(12,607)
Profit for the year, all attributable to equity holders of the Company	年內溢利，全部由本公司權益持有人應佔		31,271	42,004
Earnings per share attributable to owners of the Company	本公司擁有人應佔每股盈利			
– Basic and diluted (RMB per share)	– 基本及攤薄 (每股人民幣元)	11	0.11	0.16

The notes on pages 74 to 175 are an integral part of these consolidated financial statements.

第74至175頁附註為該等綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

		2015 二零一五年 <i>RMB'000</i> 人民幣千元	2014 二零一四年 <i>RMB'000</i> 人民幣千元
Profit for the year	年內溢利	31,271	42,004
Other comprehensive income: <i>Items that may be reclassified to profit or loss</i>	其他全面收入： 可能重新分類至損益之項目		
Currency translation differences	即期匯兌差額	923	—
Total comprehensive income for the year, all attributable to equity holders of the Company	年內全面收入總額， 全部由本公司 權益持有人應佔	32,194	42,004

The notes on pages 74 to 175 are an integral part of these consolidated financial statements.

第74至175頁附註為該等綜合財務報表之組成部分。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

		Note 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	56,811	63,164
Land use rights	土地使用權	14	3,015	3,111
Intangible assets	無形資產		598	30
Deferred income tax assets	遞延所得稅資產	20	1,753	1,718
			62,177	68,023
Current assets	流動資產			
Inventories	存貨	16	36,421	31,721
Trade and other receivables	貿易及其他應收款項	17	197,796	144,111
Restricted cash	受限制現金	18	25,205	5,430
Cash and cash equivalents	現金及現金等價物	19	115,412	59,098
			374,834	240,360
Total assets	資產總值		437,011	308,383
EQUITY	權益			
Capital and reserves attributable to equity holders of the company	本公司權益持有人應佔股本及儲備			
Share capital	股本	21	29,484	–
Share premium	股份溢價	21	202,467	–
Other reserves	其他儲備	22	(53,927)	44,265
Retained earnings	保留盈利		82,176	130,905
Total equity	權益總額		260,200	175,170

CONSOLIDATED BALANCE SHEET

綜合資產負債表

		Note 附註	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
LIABILITIES	負債			
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	23	74,058	46,874
Bank borrowings	銀行借款	24	97,035	83,804
Current income tax liabilities	即期所得稅負債		5,718	2,535
			176,811	133,213
Total liabilities	負債總額		176,811	133,213
Total equity and liabilities	權益及負債總額		437,011	308,383

The financial statements on pages 68 to 175 were approved by the Board of Directors on 30 March 2016 and were signed on its behalf

第68至175頁的財務報表已於二零一六年三月三十日獲董事會批准，並由下列董事代表簽署：

Hou Wei 侯薇
Director 董事

Liu Xianxiu 劉賢秀
Director 董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

		Attributable to equity holders of the Company 本公司權益持有人應佔				
		Share capital 股本 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元	Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元	Total Equity 權益總額 RMB'000 人民幣千元
For the year ended 31 December 2014	截至二零一四年 十二月三十一日止年度					
Balance at 1 January 2014	於二零一四年一月一日的結餘	-	-	65,465	88,901	154,366
Comprehensive income:	全面收入:					
Profit for the year	年內溢利	-	-	-	42,004	42,004
Transactions with owners:	與擁有人交易:					
Capital injection from equity holders	權益持有人注資	-	-	18,000	-	18,000
Deemed distributions	視作分派	-	-	(39,500)	-	(39,500)
Deemed contributions	視作出資	-	-	300	-	300
Balance at 31 December 2014	於二零一四年 十二月三十一日的結餘	-	-	44,265	130,905	175,170
For the year ended 31 December 2015	截至二零一五年 十二月三十一日止年度					
Balance at 1 January 2015	於二零一五年一月一日的結餘	-	-	44,265	130,905	175,170
Comprehensive income:	全面收入:					
Profit for the year	年內溢利	-	-	-	31,271	31,271
Other comprehensive income:	其他全面收入:					
Currency translation differences	當前匯兌差額	-	-	923	-	923
Transactions with owners:	與擁有人交易:					
Capital injection from equity holders (Note 22(a))	權益持有人注資 (附註22(a))	-	-	6,335	-	6,335
Deemed contributions (Note 22(b))	視作出資(附註22(b))	-	-	40,000	-	40,000
Dividends	股息	-	-	-	(80,000)	(80,000)
Share issued and reorganisation (Note 22(c))	已發行股份及重組 (附註22(c))	1	145,789	(145,450)	-	340
Capitalisation issue of shares (Note 21(a))	發行股份資本化 (附註21(a))	22,112	(22,112)	-	-	-
Share issued from IPO (Note 21(b))	首次公開發售已發行股份 (附註21(b))	7,371	86,979	-	-	94,350
Share issue cost (Note 21(c))	已發行股份成本(附註21(c))	-	(8,189)	-	-	(8,189)
Balance at 31 December 2015	於二零一五年 十二月三十一日的結餘	29,484	202,467	(53,927)	82,176	260,200

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
	Note 附註		
Cash flows from operating activities	經營活動現金流量		
Cash generated from operations	25(a)	4,180	70,422
Interest paid		(5,636)	(6,543)
Income tax paid		(11,014)	(11,704)
Net cash (used in)/generated from operating activities		<u>(12,470)</u>	<u>52,175</u>
Cash flows from investing activities	投資活動現金流量		
Purchase of property, plant and equipment		(515)	(10,120)
Purchase of intangible assets		(577)	(27)
Amount due from a related party		7,000	(7,000)
Release of restricted cash		12,610	8,750
Addition of restricted cash		(32,385)	(8,910)
Net cash used in investing activities		<u>(13,867)</u>	<u>(17,307)</u>
Cash flows from financing activities	融資活動現金流量		
Proceeds from bank borrowings		97,035	69,804
Repayments of bank borrowings		(83,804)	(74,329)
Capital injection from equity holders	22(a)	6,335	18,000
Deemed distributions		-	(39,500)
Deemed contributions	22(b)	40,000	300
Proceeds from issuance of ordinary shares	21(b)	94,350	-
Payment of share issuance costs	21(c)	(8,189)	-
Dividends paid to the shareholders	12	(64,000)	-
Net cash generated from/(used in) financing activities		<u>81,727</u>	<u>(25,725)</u>
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	55,390	9,143
Cash and cash equivalents at beginning of the year		59,098	49,955
Exchange gains on cash and cash equivalent	19	924	-
Cash and cash equivalents at end of the year	年末現金及現金等價物	<u>115,412</u>	<u>59,098</u>

The notes on pages 74 to 175 are an integral part of these consolidated financial statements.

第74至175頁附註為該等綜合財務報表之組成部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 2 February 2015 as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands. The address of the Company's registered office is Clifton House 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands. The address of its principal place of business is Room 1405, 14/F., Jubilee Centre, 18 Fenwick Street, Wanchai, Hong Kong.

The Company is an investment holding company and its subsidiaries (together the "Group") are principally engaged in the business of sale and distribution of building and home improvement materials and furnishings and provision of interior design and engineering services in the People's Republic of China (the "PRC") (the "Listing Business"). The ultimate holding Company of the Group is Xinling Limited, a company incorporated in British Virgin Islands ("BVI") which is wholly owned by Ms. Hon Wei (the "Controlling Shareholder").

The Company has its primary listing on The Stock Exchange of Hong Kong Limited on 6 November 2015 (the "Listing").

1 一般資料

本公司於二零一五年二月二日於開曼群島根據開曼群島公司法(經修訂)註冊成立為獲豁免有限公司。本公司註冊辦事處的地址為Clifton House 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1108, Cayman Islands。其主要營業地點的地址為香港灣仔分域街18號捷利中心14樓1405室。

本公司為一間投資控股公司及其附屬公司(統稱「本集團」)主要在中華人民共和國(「中國」)從事銷售及分銷建築及家居裝修材料及傢俱以及提供室內設計及工程服務的業務(「上市業務」)。本集團的最終控股公司為欣領有限公司，乃為一間於英屬處女群島(「英屬處女群島」)註冊成立及由侯薇女士(「控股股東」)全資擁有的公司。

本公司於二零一五年十一月六日於香港聯合交易所有限公司首次上市(「上市」)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION *(Continued)*

These financial statements are presented in thousands of Renminbi (“RMB”), unless otherwise stated.

1.1 Reorganisation

Prior to the incorporation of the Company and the completion of the reorganisation steps as described below, the Listing Business was carried out by Guangdong Jiyi Household Building Materials Chain Co., Ltd (“Jiyi Household”) and its subsidiaries, which were directly or indirectly controlled by the Controlling Shareholder.

Apart from the Listing Business, two subsidiaries of Jiyi Household, namely Guangzhou Jiyi Electronic Commerce Company Limited (“Jiyi Electronic Commerce”) (note (a) below) and Meizhou Jiyi Realty Development Company Limited (“Meizhou Jiyi Realty”) (note (b) below) were engaged in other dissimilar business (the “Excluded Business”).

1 一般資料 (續)

除另有指明外，該等財務報表乃以人民幣（「人民幣」）千元呈列。

1.1 重組

於本公司註冊成立及下述重組步驟完成前，上市業務乃由廣東集一家居建材連鎖有限公司（「集一家居」）及其附屬公司進行，其由控股股東直接或間接控制。

除上市業務外，集一家居的兩家附屬公司，即廣州集一電子商務有限公司（「集一電子商務」）（下文附註(a)）及梅州市集一實業發展有限公司（「梅州集一實業」）（下文附註(b)）均從事其他不同業務（「除外業務」）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION (Continued)

1.1 Reorganisation (Continued)

In preparation for the Listing, the Group underwent the following transactions (the “Reorganisation”) to transfer the Listing Business to the Company and to dispose of the Excluded Business from Jiyi Household. The Reorganisation involved the following:

- (a) On 1 December 2014, Jiyi Household and Mr. Luo Tianyang (羅天揚), one of members of the senior management, transferred their respective 60% and 40% equity interests in Jiyi Electronic Commerce to the independent third parties, at a consideration of RMB300,000 and RMB200,000, respectively. Upon completion of such transfers, Jiyi Household no longer held any equity interests in Jiyi Electronic Commerce.
- (b) On 8 December 2014, Jiyi Household transferred 49% and 51% of its equity interests in Meizhou Jiyi Realty to the son of Ms. Deng Haiming (鄧海鳴), senior management of Jiyi Household, and Mr. Liang Chun (梁春), a nephew-in-law of the Controlling Shareholder at a consideration of RMB19,600,000 and RMB20,400,000, respectively. Upon completion of such transfers, Jiyi Household no longer held any equity interests in Meizhou Jiyi Realty.

1 一般資料 (續)

1.1 重組 (續)

為籌備上市，本集團進行了以下交易（「重組」），以將上市業務轉讓予本公司及出售集一家居的除外業務，重組涉及以下事項：

- (a) 於二零一四年十二月一日，集一家居及高級管理層之一羅天揚先生將彼等各自擁有的集一電子商務60%及40%的股權轉讓予獨立第三方，代價分別為人民幣300,000元及人民幣200,000元。是項轉讓完成後，集一家居不再持有集一電子商務的任何股權。
- (b) 於二零一四年十二月八日，集一家居將其持有的梅州集一實業49%及51%的股權分別轉讓予集一家居高級管理層鄧海鳴女士之子以及控股股東的外甥梁春先生，代價分別為人民幣19,600,000元及人民幣20,400,000元。是項轉讓完成後，集一家居不再持有梅州集一實業的任何股權。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION (Continued)

1.1 Reorganisation (Continued)

- (c) On 9 January 2015, Meizhou Jisheng Household Building Materials Company Limited (“Meizhou Jisheng”) was established by Jiye Household with an initial registered capital of RMB2,000,000.

On 19 January 2015, Jiye Household transferred its 100% equity interest in Guangdong Jiye Xinya Decoration and Design Construction Company Limited (“Xinya Decoration”) to Meizhou Jisheng at a consideration of RMB16,970,896.

- (d) On 2 February 2015, the Company was incorporated in the Cayman Islands with an initial authorised share capital of HK\$380,000 divided into 3,800,000 shares of HK\$0.10 each. On the same date, one share was issued and allotted to Reisan Moiten, the initial subscriber, at par, who then transferred such share to Xinling Limited, a BVI company wholly-owned by the Controlling Shareholder.
- (e) Zhan Yun Holdings Limited (“Zhan Yun”), a company incorporated in the BVI with an initial authorised share capital of US\$50,000 divided into 50,000 ordinary shares of US\$1.00 each, issued and allotted one ordinary share at par to the Company. Upon completion of such issue and allotment, Zhan Yun became a wholly-owned subsidiary of the Company.

1 一般資料 (續)

1.1 重組 (續)

- (c) 於二零一五年一月九日，集一家居成立梅州市集勝家居建材有限公司（「梅州集勝」），初始註冊資本為人民幣2,000,000元。

於二零一五年一月十九日，集一家居將其持有的廣東集一信雅裝飾設計工程有限公司（「信雅裝飾」）的全部股權轉讓予梅州集勝，代價為人民幣16,970,896元。

- (d) 於二零一五年二月二日，本公司於開曼群島註冊成立，初始法定股本為380,000港元，分為3,800,000股每股面值0.10港元的股份。同日，一股股份按面值發行及配發予初始認購人Reisan Moiten，彼其後將該股股份轉讓予欣領有限公司（控股股東全資擁有的一家英屬處女群島公司）。
- (e) 展韻控股有限公司（「展韻」）為一家於英屬處女群島註冊成立的公司，初始法定股本為50,000美元，分為50,000股每股面值1.00美元的普通股，展韻按面值向本公司發行及配發一股普通股。是次發行及配發完成後，展韻成為本公司的全資附屬公司。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1 GENERAL INFORMATION (Continued)

1.1 Reorganisation (Continued)

- (f) On 16 February 2015, Jiyi Investments Limited (“Jiyi Investments”) was incorporated by Zhan Yun as an indirectly wholly-owned subsidiary of the Company.
- (g) On 28 April 2015, each of the Controlling Shareholder, Mr. Liu Shui (劉水), Mr. Li Jianhua (李建華), Mr. Lin Songtian (林松填), Mr. Lin Kuanming (林坤銘), Mr. Hou Bo (侯波) and Mr. Liu Xinping (劉新平), through their respective offshore holding companies, subscribed for and was issued and allotted with the number of shares (totally 9,999 shares) in the Company in proportion to their respective directly or indirectly owned equity interests in Jiyi Household, for an aggregate consideration of HK\$123,500,000 (equivalent to RMB97,540,000).
- (h) On 30 April 2015, Jiyi Investments acquired the 100% equity interest in Jiyi Household from its then shareholders, including 70.02% equity interest from the Controlling Shareholder and 29.98% equity interest from other shareholders, for an aggregate consideration of RMB97,200,000. Upon completion of this step, the Company became the holding company of the companies comprising the Group.

The consolidated financial statements of the Group have been prepared as if the Group had always been in existence throughout both years presented, or since the respective dates of incorporation or establishment of the Group companies, rather than from the date when the Company became the holding company pursuant to the Reorganisation.

1 一般資料 (續)

1.1 重組 (續)

- (f) 於二零一五年二月十六日，展韻註冊成立集一投資有限公司（「集一投資」），作為本公司的間接全資附屬公司。
- (g) 於二零一五年四月二十八日，控股股東、劉水先生、李建華先生、林松填先生、林坤銘先生、侯波先生及劉新平先生各自透過彼等各自的境外控股公司，按彼等各自於集一家居直接或間接擁有的股權比例認購並獲發行及配發本公司股份數目（合共9,999股），總代價為123,500,000港元（相當於人民幣97,540,000元）。
- (h) 於二零一五年四月三十日，集一投資向集一家居當時股東收購集一家居全部股權，包括向控股股東及其他股東分別收購70.02%股權及29.98%股權，總代價為人民幣97,200,000元。該項收購完成後，本公司成為本集團現時旗下各公司的控股公司。

本集團綜合財務報表乃假設本集團於所呈列之兩個年度均一直存在（或自集團公司分別註冊成立或成立日期起一直存在）而編製，而非自本公司根據重組成為控股公司之日期起編製。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to the all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”). The consolidated financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

2 重要會計政策概要

編製該等綜合財務報表採用的主要會計政策載於下文。除另有說明外，此等政策與全年呈列之內容貫徹應用。

2.1 編製基準

本集團綜合財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）編製。綜合財務報表乃按歷史成本編製。

按照香港財務報告準則編製財務報表需要使用若干重大會計估計，亦要求管理層在應用本集團的會計政策時作出判斷。涉及高度判斷或高度複雜性的範疇，或涉及對綜合財務報表屬尤其重大假設和估計的範疇，有關範疇在附註4中披露。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(a) *New and amended standards adopted by the Group*

The following amendments to standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2015:

Amendment to HKAS 19 on contributions from employees or third parties to defined benefit plans. The amendment distinguishes between contributions that are linked to service only in the period in which they arise and those linked to service in more than one period. The amendment allows contributions that are linked to service, and do not vary with the length of employee service, to be deducted from the cost of benefits earned in the period that the service is provided. Contributions that are linked to service, and vary according to the length of employee service, must be spread over the service period using the same attribution method that is applied to the benefits.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露的變更

(a) *本集團所採納的新訂及經修訂準則*

本集團已就二零一五年一月一日或之後開始的財政年度首次採納下列對準則的修訂：

香港會計準則第19號(修訂本)與僱員或第三方向定額福利計劃供款有關。該修訂將僅歸屬於發生當期的與服務相關供款及歸屬於多個期間與服務相關供款進行區分。該修訂本允許將不受僱員工作服務年限限制與服務相關供款在服務發生當期僱員獲得之福利費用中扣除。而對於隨僱員工作服務年限變更的與服務相關的供款，須在服務期間內按照該福利適用之同一歸類方法進行分攤。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(a) *New and amended standards adopted by the Group (Continued)*

Amendments from annual improvements to HKFRSs–2010-2012 Cycle, on HKFRS 8, ‘Operating segments’, HKAS 16, ‘Property, plant and equipment’ and HKAS 38, ‘Intangible assets’ and HKAS 24, ‘Related party disclosures’.

Amendments from annual improvements to HKFRSs–2011-2013 Cycle, on HKFRS 3, ‘Business combinations’, HKFRS 13, ‘Fair value measurement’ and HKAS 40, ‘Investment property’.

The adoption of the improvements made in the 2010-2012 Cycle has required additional disclosures in the segment note. Other than that, the remaining amendments are not material to the Group.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露的變更 (續)

(a) 本集團所採納的新訂及經修訂準則 (續)

香港財務報告準則—二零一零年至二零一二年週期之年度改進、香港財務報告準則第8號「經營分部」、香港會計準則第16號「物業、廠房及設備」及香港會計準則第38號「無形資產」及香港會計準則第24號「關聯方披露」之修訂。

香港財務報告準則—二零一一年至二零一三年週期之年度改進、香港財務報告準則第3號「業務合併」、香港財務報告準則第13號「公平值計量」及香港會計準則第40號「投資物業」之修訂。

採用二零一零年至二零一二年週期中作出之改進須在分部報告附註中額外披露。除此之外，其他修訂對本集團並無重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(Continued)

(b) *New Hong Kong Companies Ordinance*
(Cap.622)

In addition, the requirements of Part 9 “Accounts and Audit” of the new 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.

The Group has not early adopted any new standards, amendments and interpretations that have been issued but are not effective for the financial years beginning on 1 January 2015.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露的變更 (續)

(b) *新香港公司條例 (第622章)*

此外，由於新香港公司條例（第622章）第9部「賬目及審計」之規定於本財政年度開始實施，因此綜合財務報表若干資料的呈列及披露均有所改變。

本集團並無提前採納任何已頒佈但於二零一五年一月一日開始之財政年度尚未生效之新準則、修訂及詮釋。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY (Continued)

2 重要會計政策概要 (續)

2.1 Basis of preparation (Continued)

2.1 編製基準 (續)

2.1.1 Changes in accounting policy and disclosures (Continued)

2.1.1 會計政策及披露的變更 (續)

(c) New standards and interpretations not yet adopted

(c) 尚未採納的新訂準則及詮釋

The following new standards, amendments and interpretations have been issued but are not effective for the financial year beginning on 1 January 2015, and have not been early adopted by the Group.

以下載列已於二零一五年一月一日起開始之財政年度頒佈但尚未生效，且並無獲本集團提早採納之新準則、修訂及詮釋：

	Effective for annual periods beginning on or after 於下列日期或之 後開始之 年度期間生效
Annual improvements 2014 二零一四年年度改進	1 January 2016 二零一六年一月一日
Amendment to HKFRS 11 on accounting for acquisitions of interests in joint operations 香港財務報告準則第11號(修訂本)收購合營企業權益的會計法	1 January 2016 二零一六年一月一日
Amendments to HKAS 16 and HKAS 38 on clarification of acceptable methods of depreciation and amortisation 香港會計準則第16號及香港會計準則第38號(修訂本)折舊及攤銷可接受方法的澄清	1 January 2016 二零一六年一月一日

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY (Continued)

2 重要會計政策概要 (續)

2.1 Basis of preparation (Continued)

2.1 編製基準 (續)

2.1.1 Changes in accounting policy and disclosures (Continued)

2.1.1 會計政策及披露的變更 (續)

(c) New standards and interpretations not yet adopted (Continued)

(c) 尚未採納的新訂準則及詮釋 (續)

	Effective for annual periods beginning on or after 於下列日期或之 後開始之 年度期間生效
Amendments to HKAS 16 and HKAS 41 on Agriculture: bearer plants 香港會計準則第16號及香港會計準則第41號 (修訂本) 農業： 生產性植物	1 January 2016 二零一六年一月一日
Amendments to HKFRS 10 and HKAS 28 on sale or contribution of assets between an investor and its associate or joint venture 香港財務報告準則第10號及香港會計準則第28號 (修訂本) 投資者與其聯營公司或合營公司之間的資產出售或出資	1 January 2016 二零一六年一月一日
Amendment to HKAS 27 on equity method in separate financial statements 香港會計準則第27號 (修訂本) 單獨財務報表權益法	1 January 2016 二零一六年一月一日
Amendment to HKFRS 5, 'Non-current assets held for sale and discontinued operations 香港財務報告準則第5號 (修訂本) · 持作出售的非流動資產及 已終止經營業務	1 January 2016 二零一六年一月一日
Amendment to HKFRS 7, Financial instruments: Disclosures 香港財務報告準則第7號 (修訂本) · 金融工具：披露	1 January 2016 二零一六年一月一日

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY (Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures (Continued)

(c) *New standards and interpretations not yet adopted (Continued)*

Amendment to HKAS 19, Employee benefits
香港會計準則第19號(修訂本)·僱員福利

Amendment to HKAS 34, Interim financial reporting
香港會計準則第34號(修訂本)·中期財務報告

Amendment to HKFRS 10, HKFRS 12 and HKAS 28 on investment
entities: applying the consolidation exception
香港財務報告準則第10號·香港財務報告準則第12號及
香港會計準則第28號(修訂本)投資實體:應用綜合入賬的例外情況

Amendment to HKAS 1 for the disclosure initiative
香港會計準則第1號(修訂本)披露計劃

HKFRS 14 Regulatory Deferral Accounts
香港財務報告準則第14號監管遞延賬戶

2 重要會計政策概要(續)

2.1 編製基準(續)

2.1.1 會計政策及披露的變更(續)

(c) *尚未採納的新訂準則及詮釋(續)*

**Effective for
annual periods
beginning on or after**
於下列日期或之
後開始之
年度期間生效

1 January 2016
二零一六年一月一日

1 January 2016
二零一六年一月一日

1 January 2016
二零一六年一月一日

1 January 2016
二零一六年一月一日

1 January 2016
二零一六年一月一日

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(Continued)

(c) New standards and interpretations not yet adopted (Continued)

HKFRS 15 Revenue from Contracts with Customers
香港財務報告準則第15號與客戶的合約收益

HKFRS 9 Financial Instruments
香港財務報告準則第9號金融工具

HKFRS16 "Leases"
香港財務報告準則第16號「租約」

None of these is expected to have a significant effect on the consolidated financial statements of the Group, except the following set out below:

2 重要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露的變更 (續)

(c) 尚未採納的新訂準則及詮釋 (續)

**Effective for
annual periods
beginning on or after**
於下列日期或之
後開始之
年度期間生效

1 January 2018
二零一八年一月一日

1 January 2018
二零一八年一月一日

1 January 2019
二零一九年一月一日

除下文所載者外，該等預期對本集團之綜合財務報表不會產生重大影響：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(Continued)

(c) *New standards and interpretations not yet adopted (Continued)*

HKFRS 15, 'Revenue from contracts with customers' deals with revenue recognition and establishes principles for reporting useful information to users of financial statements about the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. Revenue is recognised when a customer obtains control of a good or service and thus has the ability to direct the use and obtain the benefits from the good or service. The standard replaces HKAS 18 'Revenue' and HKAS 11 'Construction contracts' and related interpretations. The standard is effective for annual periods beginning on or after 1 January 2018 and earlier application is permitted. The Group is assessing the impact of HKFRS 15.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露的變更 (續)

(c) *尚未採納的新訂準則及詮釋 (續)*

香港財務報告準則第15號，「與客戶的合約收益」處理收益確認，並就從與客戶實體合約產生的收益及現金流量的性質、金額、時間及不確定因素向財務報表使用者報告有用資料確立原則。收益乃於客戶取得商品或服務的控制權並因而有能力指示用途且從商品或服務獲得利益時確認。該準則取代香港會計準則第18號「收益」及香港會計準則第11號「建造合約」及相關詮釋。該準則於二零一八年一月一日或之後開始的年度期間生效並允許提前應用。本集團正評估香港財務報告準則第15號的影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.1 Basis of preparation (Continued)

2.1.1 Changes in accounting policy and disclosures

(Continued)

(c) *New standards and interpretations not yet adopted (Continued)*

HKFRS 16 provides updated guidance on the definition of leases, and the guidance on the combination and separation of contracts. Under HKFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. HKFRS 16 requires lessees to recognise lease liability reflecting future lease payments and a 'right-of-use-asset' for almost all lease contracts, with an exemption for certain short-term leases and leases of low-value assets. The lessors accounting stays almost the same as under HKAS 17. However, the new accounting model for lessees is expected to impact negotiations between lessors and lessees. The standard is effective for annual periods beginning on or after 1 January 2019 and earlier application is permitted if HKFRS 15 is also applied. The Group is assessing the impact of HKFRS 16.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

2.1.1 會計政策及披露的變更 (續)

(c) *尚未採納的新訂準則及詮釋 (續)*

香港財務報告準則第16號提供有關租賃定義的最新指引，以及有關合約合併及分離的指引。根據香港財務報告準則第16號，倘合約給予權利在一段時間內使用已識別資產以換取代價，則此合同為租賃合同或包含了一個租賃合同。香港財務報告準則第16號要求承租人確認租賃負債以體現未來租金支出和所有大部分租賃合約之使用資產的權利，除非租賃期極短或所涉及的資產價值較低。出租人的會計處理與香港會計準則第17號基本一致。然而，新的租賃會計處理模式預計會影響出租人和承租人之間的談判。該準則於二零一九年一月一日或之後開始之年度期間生效及倘香港財務報告準則第15號亦獲採納，則可提早採納。本集團正在評估香港財務報告準則第16號之影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries

2.2.1 Consolidation

A subsidiary is an entity (including a structured entity) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

2 重要會計政策概要 (續)

2.2 附屬公司

2.2.1 綜合

附屬公司指本集團對其具有控制權的實體（包括結構性實體）。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益，並有能力透過其對該實體的權力影響此等回報時，本集團即被視為控制該實體。附屬公司在控制權轉移至本集團當日起合併入賬，並在控制權終止當日起取消綜合入賬。

(a) 業務合併

本集團利用收購法將業務合併入賬。收購附屬公司所轉讓的代價是所轉讓資產、被收購方的前擁有人所產生負債及本集團發行的股權的公平值。所轉讓代價包括或有代價安排所產生的任何資產或負債公平值。在業務合併中所收購可識別的資產以及所承擔負債及或有負債，初步按於收購日期的公平值計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree 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 at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合 (續)

(a) 業務合併 (續)

本集團以逐項收購基準確認被收購方的任何非控股權益。被收購方的非控股權益為現時擁有權權益及賦予其持有人按實體資產淨值應佔比例，且於清盤時可按公平值或被收購方可識別資產淨值中現時擁有權權益的比例的已確認金額計量。非控股權益的所有其他部分乃按其收購日期的公平值計量，惟按香港財務報告準則要求的另一計量基準除外。

收購相關成本在產生時支銷。

倘業務合併分階段完成，收購方先前持有的被收購方的股本權益於收購日期的賬面值乃按收購日期的公平值重新計量；有關重新計量產生的任何損益於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(a) Business combinations (Continued)

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with HKAS 39 in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合 (續)

(a) 業務合併 (續)

本集團將轉讓的任何或然代價按收購日期的公平值確認。或然代價(被視為一項資產或負債)公平值的其後變動,根據香港會計準則第39號在損益中確認。分類為權益的或然代價不會重新計量,後續結算於權益中列賬。

所轉讓代價、於被收購方任何非控股權益數額及於被收購方任何之前股權在收購日期的公平值超出所收購可識別資產淨值的公平值的金額記錄為商譽。倘所轉讓代價、已確認非控股權益及先前所持權益計量的總和低於所購入附屬公司(若為議價收購)資產淨值的公平值,則該差額直接在收益表中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries *(Continued)*

2.2.1 Consolidation *(Continued)*

(a) Business combinations *(Continued)*

Intra-group transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

(b) Merger accounting for common control combination

The consolidated financial statements incorporate the financial statement items of the combining entities or businesses in which the common control combination occurs as if they had been consolidated from the date when the combining entities or businesses first came under the control of the controlling party.

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合 (續)

(a) 業務合併 (續)

集團間內部交易、結餘及因集團公司間交易產生的未變現收益予以對銷。未變現虧損亦予以對銷，除非交易提供轉讓資產減值之憑證，則另當別論。附屬公司所報告的金額已於必要時作出調整，以與本集團會計政策一致。

(b) 共同控制合併的合併會計處理

綜合財務報表包括受共同控制業務合併所涉合併實體或業務的財務報表項目，猶如自合併實體或業務首次受控制方控制當日起已綜合。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(b) *Merger accounting for common control combination (Continued)*

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party's perspective. No amount is recognised with respect to goodwill or any excess of an acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over its cost at the time of common control combination, to the extent of the contribution of the controlling party's interest.

The consolidated income statements include the results of each of the combining entities or businesses from the earliest date presented or since the date when combining entities or businesses first came under common control, where this is a shorter period, regardless of the date of common control combination.

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合 (續)

(b) *共同控制合併的合併會計處理 (續)*

合併實體或業務的資產淨額，自控制方的角度使用現有賬面值進行綜合。在控制方的權益貢獻範圍內概無確認任何商譽或收購方於被收購方可辨資產、負債及或然負債的公平淨值中的權益超過共同控制合併時的成本的金額。收購成本（已付代價的公平值）與記錄的資產及負債金額的所有差額已作為資本儲備的部份直接在權益中確認。

綜合收益表包括各合併實體或業務自最早呈列日期或自合併實體或業務首次受共同控制日期的業績（不論何日為共同控制合併的日期，均以較短期間為準）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries (Continued)

2.2.1 Consolidation (Continued)

(b) *Merger accounting for common control combination (Continued)*

The comparative amounts in the consolidated financial statements are presented as if the entities or business had been combined at the previous balance sheet date or when they first came under common control, whichever is shorter.

(c) *Changes in ownership interests in subsidiaries without change of control*

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合 (續)

(b) *共同控制合併的合併會計處理 (續)*

綜合財務報表內的比較數字已經呈列，猶如實體或業務於先前結算日或自首次受共同控制日期起（以較遲者為準）已合併。

(c) *不導致控制權變動的附屬公司擁有人權益變動*

不導致失去控制權的非控股權益交易入賬列作權益交易—即以彼等為擁有人身份與擁有人進行交易。任何已付代價公平值與所收購相關應佔附屬公司資產淨值賬面值的差額記入權益。向非控股權益出售的盈虧亦記入權益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.2 Subsidiaries (Continued)

2.2.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the steering committee that makes strategic decisions.

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.2 單獨財務報表

於附屬公司的投資乃按成本扣除減值列賬。成本包括投資直接應佔成本。本公司按已收及應收股息將附屬公司業績入賬。

倘於附屬公司的投資產生的股息超過附屬公司於宣派股息期間的全面收入總額或倘該投資於單獨財務報表內的賬面值超出投資對象資產淨值(包括商譽)於綜合財務報表內的賬面值,則於收到該等股息時須對該等投資進行減值測試。

2.3 分部報告

經營分部的報告方式須與主要經營決策者獲提供的內部報告的方式一致。主要經營決策者負責分配資源及評估經營分部表現,並已被識別為作出策略決定的指導委員會。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in RMB which is the Group's presentation currency. The Company's functional currency is Hong Kong Dollars ("HKD").

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

2 重要會計政策概要 (續)

2.4 外幣換算

(a) 功能及呈列貨幣

本集團各實體的財務報表所載項目以該實體經營所在的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以本集團的呈列貨幣人民幣呈列。本集團之功能貨幣為港幣(「港幣」)。

(b) 交易及結餘

外幣交易按交易日期或重新計量項目估值日期的現行匯率換算為功能貨幣。因結算該等交易及因按年結日匯率換算以外幣計值的貨幣資產及負債而產生的外匯損益於收益表確認，惟倘於其他綜合收益中遞延為合資格現金流對沖及合資格投資淨額對沖除外。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.4 Foreign currency translation (Continued)

(b) Transactions and balances (Continued)

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or expenses'. All other foreign exchange gains and losses are presented in the income statement within 'other gains – net'.

Changes in the fair value of debt securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2 重要會計政策概要 (續)

2.4 外幣換算 (續)

(b) 交易及結餘 (續)

借款以及現金及現金等價物相關外匯損益於收益表「財務收益或費用」內呈列。所有其他外匯損益均於收益表「其他收益－淨額」內呈列。

以外幣為單位且分類為可供出售的債務證券的公平值變動，按照證券的攤銷成本變動以及該證券賬面值的其他變動所產生的匯兌差額分析。與攤銷成本變動有關的匯兌差額於損益內確認，而賬面值的其他變動於其他全面收益內確認。

非貨幣財務資產及負債（例如按公平值計入損益之股本）之匯兌差額於損益內確認為公平值盈虧之一部份。非貨幣財務資產（例如分類為可供出售之股本）之匯兌差額計入其他全面收益內。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.4 Foreign currency translation (Continued)

(c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transaction); and
- (iii) all resulting exchange differences are recognised as a separate component of equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

2 重要會計政策概要 (續)

2.4 外幣換算 (續)

(c) 集團公司

倘本集團的所有實體(其中並無任何實體持有惡性通脹經濟的貨幣)的業績及財務狀況所用的功能貨幣有別於呈列貨幣,將按以下方式換算為呈列貨幣:

- (i) 於各資產負債表列賬的資產及負債均按照該結算日的收市匯率換算;
- (ii) 各收益表的收入及開支均按照平均匯率換算,除非此項平均匯率未能合理反映交易日現行匯率的累積影響則除外,於此情況下則按照交易日的匯率換算該等收入及開支;及
- (iii) 所有產生的匯兌差額乃確認為權益的獨立部分。

購入境外實體所產生的商譽及公允價值調整視為該境外實體的資產及負債,並按期末匯率折算。產生的貨幣換算差額乃於其他綜合收益中確認。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.4 Foreign currency translation (Continued)

(d) Disposal of foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the currency translation differences accumulated in equity in respect of that operation attributable to the owners of the company are reclassified to profit or loss.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interest in associates or joint ventures that do not result in the Group losing significant influence or joint control) the proportionate share of the accumulated exchange difference is reclassified to profit or loss.

2 重要會計政策概要 (續)

2.4 外幣換算 (續)

(d) 出售境外業務及部分出售

於出售境外業務(即出售本集團於境外業務的全部權益或導致失去對包含境外業務的附屬公司控制權的出售、導致失去對包含境外業務的合營企業共同控制權的出售、或導致失去對包含境外業務的聯營企業重大影響力的出售)時,在權益內與該項業務相關並歸屬於公司擁有人的所有累計匯兌差額均重新分類至損益。

倘部分出售不會導致本集團失去對包含境外業務附屬公司的控制權,則該累計匯兌差額的應佔比例會重新歸屬予非控股權益且不會於損益確認。就所有其他部分出售(即本集團於聯營企業或合營企業的所有權權益有所下降,惟不會導致本集團失去重大影響力或共同控制權),累計匯兌差額的應佔比例則重新分類至損益。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.5 Land use rights

Land use rights are up-front payments to acquire long-term interests in the usage of land. They are stated at cost and charged to the consolidated income statement over the remaining period of the lease on a straight-line basis, net of any impairment losses.

2.6 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Construction in progress is property, plant and equipment on which construction work has not been completed and stated at cost. Cost includes acquisition and construction expenditure incurred, interest and other direct costs attributable to the development. Depreciation is not provided on construction in progress until the related asset is completed for intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are expensed in the consolidated income statement during the financial period in which they are incurred.

2 重要會計政策概要 (續)

2.5 土地使用權

土地使用權乃為獲取使用土地長期權益而預先支付的款項。該預付款項乃按成本列賬並於租約剩餘期間內以直線法於綜合收益表中扣減，扣除任何減值虧損。

2.6 物業、廠房及設備

所有物業、廠房及設備乃按歷史成本減折舊後列賬。歷史成本包括收購該等項目直接產生的開支。

在建工程指建造工程仍未完成的物業、廠房及設備，按成本列賬。成本包括所產生的購置及建造開支、利息及與發展有關的其他直接成本。在建工程不計提折舊，直至相關資產按既定用途完成為止。

後續成本只有在與該項目相關的未來經濟利益很有可能流入本集團，而該項目的成本能可靠計量時，方會計入資產的賬面值或確認為一項獨立資產（如適用）。被置換部分的賬面金額須取消確認。所有其他維修及保養成本在所產生的財政期間於綜合收益表中支銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.6 Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings (including the property improvement)	10-30 years
Motor vehicles	5-10 years
Furniture, fittings and equipment	5-10 years
Leasehold improvements	5-10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised within 'Other gain/(losses) – net' in the consolidated statement of comprehensive income.

2 重要會計政策概要 (續)

2.6 物業、廠房及設備 (續)

物業、廠房及設備折舊均以直線法計算，以於估計可使用年期將其成本分配至其剩餘值，詳情如下：

樓宇 (包括物業裝修)	10-30年
汽車	5-10年
傢俬、裝置及設備	5-10年
租賃物業裝修	5-10年

於各報告期末，本集團會對資產的剩餘值及可使用年期進行審閱，並作出調整 (如適用)。

倘資產的賬面值超過其估計可收回金額，則資產賬面值將即時撇減至其可收回金額 (附註2.8)。

出售盈虧乃按所得款項與賬面值比較所釐定，於綜合全面收益表「其他收益／(虧損)－淨額」中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.7 Intangible assets

Intangible assets represent the computer software. Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Amortisation is calculated using the straight-line basis to allocate the cost of the computer software over their estimated useful lives of 5 to 10 years respectively.

2.8 Impairment of non-financial assets

Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units), which are not larger than the operating segments under HKFRS 8. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2 重要會計政策概要 (續)

2.7 無形資產

無形資產指電腦軟件。與維護電腦軟件程式有關的成本乃於產生時確認為開支。攤銷使用直線基準計算，以分別在其估計可使用年期5到10年內分配電腦軟件成本。

2.8 非金融資產減值

如有事項發生或情況變化表明其賬面值可能無法收回時，則須攤銷的資產也需要進行減值測試。當某項資產的賬面值超出可回收金額時，則超出部分確認為減值虧損。可回收金額指資產公平值扣除出售成本後的價值與可使用價值兩者之中較高者。就評估減值而言，資產按獨立可識別現金流量（現金產生單位，不大於香港財務報告準則第8號經營分部）的最低水平歸類。對除商譽外蒙受減值的非金融資產在每個報告日評估是否可能撥回減值。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY (Continued)

2 重要會計政策概要 (續)

2.9 Financial assets

2.9 金融資產

2.9.1 Classification

2.9.1 分類

The Group classifies its financial assets as loans and receivables. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

本集團將其金融資產分為貸款及應收款項。分類取決於購買該金融資產的目的。管理層在於初步確認時釐定金融資產的分類。

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those that are not expected to be realised within the normal operating cycle of the business. These are classified as non-current assets. Loans and receivables comprise trade and other receivables (Note 2.12), restricted cash and cash and cash equivalents (Note 2.14).

貸款及應收款項為在活躍市場中並無報價的固定或可確定付款的非衍生金融資產。這些計入流動資產，惟於業務的一般經營周期內預期不會變現的款項除外。該等款項分類為非流動資產。貸款及應收款項包括貿易及其他應收款項（附註2.12）、受限制現金以及現金及現金等價物（附註2.14）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.9 Financial assets (Continued)

2.9.2 Recognition and measurement

Regular way purchases and sales of financial assets are recognised on the trade-date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Loans and receivables are subsequently carried at amortised cost using the effective interest method.

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2 重要會計政策概要 (續)

2.9 金融資產 (續)

2.9.2 確認及計量

常規購買及出售的金融資產於交易日確認，交易日即本集團承諾購買或出售資產的日期。投資初步按公平值加並非按公平值計入損益的所有金融資產的交易成本確認。按公平值計入損益的金融資產初步按公平值確認，且交易成本於收益表內支銷。在收取來自投資的現金流量的權利屆滿或已轉讓，且本集團已實質上轉讓所有權的所有風險和報酬時，有關金融資產將終止確認。貸款及應收款項其後以實際利率法按攤銷成本列賬。

2.10 抵銷金融工具

當存在一項可依法強制執行的權利可抵銷已確認金額且有意以淨額結算或同時變現資產及償付債務，則金融資產及負債可予抵銷，且將有關淨額列入資產負債表內。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時必須可強制執行。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY (Continued)

2 重要會計政策概要 (續)

2.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprising purchases and other incidental cost, are determined using the weighted average method. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.12 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or solutions performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.11 存貨

存貨按成本及可變現淨值的較低者列賬。成本（包括購買及其他附帶成本）按加權平均法釐定。可變現淨值乃於日常業務過程中的估計售價減適用的可變銷售開支。

2.12 貿易及其他應收款項

貿易應收款項是在日常業務過程中向客戶銷售商品或解決方案而應收客戶的款項。若貿易及其他應收款項預期將於一年或一年以內收回（或更長但在正常經營週期內），則分類為流動資產；否則，呈列為非流動資產。

貿易及其他應收款項初步按公平值確認，其後按實際利率法以攤銷成本扣除減值撥備計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.13 Impairment of financial assets

(a) Assets carried at amortised cost

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

2 重要會計政策概要 (續)

2.13 金融資產減值

(a) 以攤銷成本列賬的資產

集團會於各報告期末評估是否存在客觀證據證明某項金融資產或某一組金融資產出現減值。惟當有客觀證據證明於初步確認資產後發生一宗或多宗事件導致減值出現(「虧損事件」)，而該宗或該等虧損事件對該項金融資產或該組金融資產於估計未來現金流量構成可合理估計的影響，有關金融資產方為出現減值及產生減值虧損。

減值的證據可能包括以下指標：債務人或一組債務人正處於重大財政困難，違約或拖欠利息或本金付款，有可能彼等將進入破產程序或進行其他財務重組，以及當有可觀察數據顯示，估計未來現金流量有可計量的減少，例如欠款變動或與違約相關的經濟狀況。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.13 Impairment of financial assets (Continued)

(a) Assets carried at amortised cost (Continued)

For loans and receivables category, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognised in the consolidated income statement.

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 was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the consolidated income statement.

2.14 Cash and cash equivalents

In the consolidated cash flow statements, cash and cash equivalents comprise cash in hand, deposits held at call with banks and with original maturities of three months or less.

2 重要會計政策概要 (續)

2.13 金融資產減值 (續)

(a) 以攤銷成本列賬的資產 (續)

就貸款及應收款項類別而言，虧損金額乃按資產賬面值與按金融資產原實際利率貼現的估計未來現金流量現值（不包括尚未產生的未來信貸虧損）間的差額計量。資產賬面值會予以削減，而虧損金額會於綜合收益表中確認。

若在較後期間，減值虧損金額減少，而該減少可客觀上與確認減值後發生的事件有關（例如債務人信貸評級改善），則之前確認撥回的減值虧損會於綜合收益表中確認。

2.14 現金及現金等價物

於綜合現金流量表內，現金及現金等價物包括手頭現金、銀行活期存款及原於三個月或以內到期的存款。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.15 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.16 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2 重要會計政策概要 (續)

2.15 股本

普通股分類為權益。

發行新股或購股權直接應佔的新增成本於扣除稅項後在權益中列為所得款項減少。

2.16 貿易應付款項

貿易應付款項是在日常業務過程中向供應商取得貨品或服務而形成的支付義務。若應付款項於一年或一年以內(或更長但在業務正常經營週期內)到期支付,則分類為流動負債;否則,呈列為非流動負債。

貿易應付款項初步按公平值確認,並於其後以實際利率法按攤銷成本計量。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.17 Borrowings

(a) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

(b) Borrowing costs

General and specific 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.

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

2 重要會計政策概要 (續)

2.17 借款

(a) 借款

借款初步按公平值減產生的交易成本確認。借款其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值之間的任何差額乃採用實際利率法於借款期內於收益表確認。

除非本集團擁有無條件權利，可遞延至報告期末後至少12個月結算負債，否則借款分類為流動負債。

(b) 借款成本

直接歸屬於收購、興建或生產合資格資產（須經較長籌備期方可作預期用途或銷售的資產）的一般及特定借款成本會加入該等資產的成本中，直至資產大致上備妥可作預期用途或銷售為止。

所有其他借款成本於產生期間於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.18 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the consolidated statements of comprehensive income over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property, plant and equipment are included in non-current liabilities as deferred government grants and are credited to the consolidated statements of comprehensive income on a straight-line basis over the expected lives of the related assets.

2.19 Current and deferred income tax

The tax expense for the period comprised current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 重要會計政策概要 (續)

2.18 政府補助

政府補助乃於有合理保證將收取補助後及本集團將遵守一切附帶條件時，按其公平值確認。

與成本有關的政府補助於補助與擬補償成本配對所需的期間內，在綜合全面收益表中遞延及確認。

與物業、廠房及設備有關的政府補助列入非流動負債作為遞延政府補助及按直線基準於有關資產的預期年期內計入綜合全面收益表。

2.19 即期及遞延所得稅

本期的稅項開支包括即期和遞延稅項。除與在其他全面收益或直接在權益中確認的項目有關的稅項外，其餘均在綜合收益表中確認。於此情況下，稅項亦分別在其他全面收益或直接在權益中確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.19 Current and deferred income tax (Continued)

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantially enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Information. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit/loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 重要會計政策概要 (續)

2.19 即期及遞延所得稅 (續)

(a) 即期所得稅

即期所得稅支出按本公司及其附屬公司經營及產生應課稅收入所在國家於結算日已頒佈或實際頒佈的稅法計算。管理層定期就適用稅務法規詮釋評估報稅情況，並於適當時按預期向稅務機關繳付的金額基準作出撥備。

(b) 遞延所得稅

內在差異

遞延所得稅以負債法就資產及負債的稅基與其於財務資料的賬面值之間的暫時性差額確認。然而，倘遞延所得稅乃源自業務合併以外交易初步確認的資產或負債，而在交易時並不影響會計或應課稅溢利／虧損，則不予入賬處理。遞延所得稅以結算日已頒佈或實際頒佈並預期於相關遞延所得稅資產變現或遞延所得稅負債清償後採用的稅率（及法例）而釐定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.19 Current and deferred income tax (Continued)

(b) Deferred income tax (Continued)

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Outside basis differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only when there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

2 重要會計政策概要 (續)

2.19 即期及遞延所得稅 (續)

(b) 遞延所得稅 (續)

遞延所得稅資產將予以確認，惟僅以日後將取得應課稅溢利而可動用暫時性差額作抵扣者為限。

外在差異

對於附屬公司的投資產生的應課稅暫時性差額，計提遞延所得稅負債撥備，惟本集團控制暫時性差額撥回時間，以及暫時性差額在可預見將來很可能不會撥回的遞延所得稅負債，則作別論。一般而言，本集團無法控制聯營公司的暫時性差異的撥回。僅當存在協議賦予本集團能力於可預見未來控制暫時性差額的撥回時，因聯營公司的未分配溢利產生的有關應課稅暫時性差額的遞延稅項負債不予確認。

就於附屬公司、聯營公司及合營安排的投資產生的可扣減暫時性差額確認遞延所得稅資產，但只限於暫時性差額很可能在將來撥回，並有充足的應課稅溢利抵銷可用的暫時性差異。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.19 Current and deferred income tax (Continued)

(c) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.20 Employee benefits

Pension obligations

In accordance with the rules and regulations in the PRC, the PRC based employees of the Group participate in various defined contribution retirement benefit plans organized by the relevant municipal and provincial governments in the PRC under which the Group and the employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries, subject to certain ceiling. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC based employee payable under the plans described above. Other than the monthly contributions, the Group has no further obligation for the payment of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in an independent fund managed by the PRC government. The Group's contributions to these plans are expensed as incurred.

2 重要會計政策概要 (續)

2.19 即期及遞延所得稅 (續)

(c) 對銷

當有法定可執行權利將即期稅項資產與即期稅務負債對銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅實體或不同應課稅實體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相對銷。

2.20 僱員福利

退休金責任

根據中國的規章及法規，本集團位於中國的僱員參與多項由中國相關市級及省級政府組織的定額供款退休福利計劃，據此，本集團及僱員每月須對該等計劃作出按僱員薪金百分比計算得出的供款（設有若干上限）。市級及省級政府承諾會承擔根據上述計劃應付予所有現有及未來的退休中國僱員的退休福利責任。除每月供款外，本集團並無進一步責任向其僱員提供退休付款及其他退休後福利。該等計劃的資產乃與本集團的其他資產分開，並由中國政府所管理的獨立基金持有。本集團向該等計劃作出的供款於產生時支銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.20 Employee benefits (Continued)

Housing funds, medical insurances and other social insurances

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group's liability in respect of these funds is limited to the contributions payable in each year.

2.21 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

2 重要會計政策概要 (續)

2.20 僱員福利 (續)

住房公積金、醫療保險及其他社會保險

本集團的中國僱員有權參與多項政府監管的住房公積金、醫療保險及其他僱員社會保險計劃。本集團每月按僱員工資的若干百分比向該等基金供款（設有若干上限）。本集團對該等基金的義務僅限於每年繳納供款。

2.21 撥備

如本集團因過往事件而須承擔現有的法定或推定責任，在償付該責任時很可能引致資源流出，且流出的數額已作出可靠的估計，則需確認撥備。未來經營虧損不予確認撥備。

倘有多項類似責任，償付責任會否引致資源流出則經考慮責任的整體類別後釐定。即使相同類別責任中任何一項引致資源流出的可能性或不大，仍須確認撥備。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.21 Provisions (Continued)

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.22 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts returns and value added taxes. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

2 重要會計政策概要 (續)

2.21 撥備 (續)

撥備乃以預期用以須償付責任的開支，按反映當時市場對金錢時間價值的評估及該責任的特有風險的稅前費率計算的現值計量。隨時間推移而增加的撥備確認為利息開支。

2.22 收益確認

收益按已收或應收代價的公平值計量，即供應貨品在扣除折扣、退貨及增值稅後的應收款項。當收益的數額能夠可靠計量；當未來經濟利益將有可能流入有關實體；及當本集團每項活動均符合具體條件時（如下文所述），本集團便會確認收益。本集團根據過往業績並考慮客戶類別、交易種類和每項安排的特點作出回報估計。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.22 Revenue recognition (Continued)

(a) Sale and distribution of goods

Revenue from the sales and distribution of merchandise is recognised when significant risks and rewards of ownership of the merchandise are transferred to the customer, and the customer has accepted the merchandise and collectability of the related receivables is reasonably assumed.

(b) Provision of interior design and engineering services

The Group uses the 'percentage of completion method' to determine the appropriate amount of revenue to recognise in a given period for the provision of interior design and engineering services. The stage of completion is measured by reference to the costs incurred up to the balance sheet date as a percentage of total estimated costs.

2 重要會計政策概要 (續)

2.22 收益確認 (續)

(a) 銷售及分銷商品

來自銷售及分銷商品的收益於商品擁有權的重大風險及回報轉移至客戶及客戶已接受商品，而相關應收款項的可收回性獲合理假設時獲確認。

(b) 提供室內設計及工程服務

本集團採用「完工百分比法」釐定於提供室內設計及工程服務某段期間確認的收益適當數額。完工階段乃參考截至結算日已產生成本佔估計成本總額的百分比計量。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.22 Revenue recognition (Continued)

(b) Provision of interior design and engineering services (Continued)

When the outcome of a contract can be estimated reliably and it is probable that the contract will be profitable, revenue is recognised as services are provided. When it is probable that total costs to service will exceed total revenue allocated to the interior design and engineering contract, the expected loss is recognised as an expense immediately. When the outcome of an interior design and engineering contract cannot be estimated reliably, revenue is recognised only to the extent of costs incurred that are likely to be recoverable.

2.23 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans and receivables is recognised using the original effective interest rate.

2 重要會計政策概要 (續)

2.22 收益確認 (續)

(b) 提供室內設計及工程服務 (續)

當合約的結果能可靠估計且合約可能將有利可圖，收益將於提供服務時確認。當服務的成本總額有可能超過室內設計及工程合約獲分配的收益總額，預期虧損即時確認為開支。倘室內設計及工程合約的結果未能可靠估計，收益則僅以有可能收回的已產生成本為限予以確認。

2.23 利息收入

利息收入使用實際利率法確認。倘貸款及應收款項減值，本集團將賬面值撇減至其可收回款項（為以該工具的原實際利率折現的估計未來現金流量），並繼續釋出該折現作為利息收入。減值貸款及應收款項的利息收入使用原實際利率確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICY

(Continued)

2.24 Leases (as the lessee for operating leases)

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are expensed in the consolidated income statement on a straight-line basis over the period of the lease.

2.25 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's Financial Information in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: interest rate risk, credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

2 重要會計政策概要 (續)

2.24 租賃 (作為經營租賃的承租人)

擁有權的絕大部分風險和回報由出租人保留的租賃分類為經營租賃。根據經營租賃支付的款項 (扣除自出租人收取的任何獎勵金) 於租賃期內以直線法在綜合收益表扣除。

2.25 股息分派

向本公司股東分派的股息於本公司股東或董事 (如適用) 批准股息的期間在本集團的財務資料內確認為負債。

3 財務風險管理

3.1 財務風險因素

本集團業務涉及多項財務風險：利率風險、信貸風險及流動資金風險。本集團的整體風險管理計劃集中於金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

Group treasury identifies and evaluates in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, non-derivative financial instrument and investment of excess liquidity.

(a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to HKD and the US dollar ("USD"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group is presently not using any forward exchange contracts to hedge against foreign exchange risk as management considers its exposure minimal.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

本集團的司庫與本集團各營運單位緊密合作以進行識別及評估。董事會提供整體風險管理的書面原則，以及涵蓋具體範疇的書面政策，例如外匯風險、利率風險、信貸風險、非衍生金融工具及以過剩流動資金進行投資。

(a) 外匯風險

本集團面臨來自多種貨幣風險的外匯風險，主要涉及港元及美元（「美元」）。外匯風險來自未來商業交易、已確認資產及負債及境外業務投資淨額。

本集團透過監控其外匯收款及付款程度管理其外匯交易。本集團確保其不時的外匯風險淨額維持於可接受水平。本集團現時不用任何遠期外匯合約以對沖遠期外匯風險，因為管理層認為其風險極小。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Foreign exchange risk (Continued)

As of 31 December 2015, the directors considered that the Group did not bear significant foreign exchange risk as the amount of financial assets and liabilities denominated in foreign currency was not material (2014: same).

(b) Interest rate risk

Other than bank balances with variable interest rate, the Group has no other significant interest-bearing assets. Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

As the Group has no long-term borrowings, management considers the exposure to interest rate risk is low.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 外匯風險 (續)

於二零一五年十二月三十一日，由於本集團各類外幣金融資產和外幣金融負債金額較小，董事認為本集團承擔的外匯風險不重大（二零一四年：相同）。

(b) 利率風險

除浮動利率的銀行結餘外，本集團並無其他重大計息資產。管理層預測利率變動不會對計息資產帶來重大影響，因為預期銀行結餘的利率不會出現重大變動。

由於本集團並無長期借款，故管理層認為所面臨的利率風險為低。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk

The Group is exposed to credit risk in relation to its cash and cash equivalents, restricted cash and trade and other receivables.

For cash and cash equivalents and restricted cash, management manages the credit risk by placing all the bank deposits in state-owned financial institutions or reputable banks which are all high-credit-quality financial institutions.

For trade receivables, the Group performs ongoing credit evaluations of its debtors' financial condition and does not require collateral from the debtors on the outstanding balances. Based on the expected recoverability and timing for collection of the outstanding balances, the Group maintains a provision for doubtful accounts and actual losses incurred have been within management's expectations.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險

本集團面對與其現金及現金等價物、受限制現金以及貿易及其他應收款項有關的信貸風險。

就現金及現金等價物以及受限制現金而言，管理層通過將所有銀行存款存於國有金融機構或知名銀行（均為高信貸質素的金融機構）來管理信貸風險。

就貿易應收款項而言，本集團對其債務人的財務狀況進行持續信貸評估，且並無要求債務人就未償還結餘提供抵押品。根據未償還結餘的預期可收回性及收回時間，本集團會就呆賬保持撥備，而所產生的實際虧損亦在管理層預期內。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

For other receivables, management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The directors of the Company believe that there is no material credit risk inherent in the Group's outstanding balance of other receivables.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents and the availability of funding through an adequate amount of committed credit facilities.

The Group's primary cash requirements have been for additions of and upgrades on property, plant and equipment, payment on related debts and payment for purchases and operating expenses. The group finances its working capital requirements through a combination of internal resources and bank borrowings, as necessary.

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure it maintain sufficient cash and cash equivalents and has available funding through adequate amount of committed credit facilities to meet its working capital requirements.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 信貸風險 (續)

就其他應收款項而言，管理層根據過往結算記錄及過往經驗，就其他應收款項能否收定期作出整體及個別評估。本公司董事相信本集團其他應收款項的未收回結餘並無重大信貸風險。

(d) 流動資金風險

審慎的流動資金風險管理意味著維持足夠現金及現金等價物及透過款額充裕的已承諾信貸融資以維持可供動用資金。

本集團的主要現金需求來自添置及升級物業、廠房及設備、支付相關債項以及採購款項及經營開支。本集團透過結合內部資源及銀行借款（如必要）撥付其營運資金需求。

本集團的政策是定期監察現時及預期的流動資金需求，以確保其維持充裕的現金及現金等價物，以及透過充裕的已承諾信貸融資以維持可供動用資金，從而應付其營運資金需求。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

The following table details the remaining contractual maturities at each of the reporting dates during the year of Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the year-end dates during the year) and the earliest date the Group may be required to pay.

		Less than 1 year
		一年內
		RMB'000
		人民幣千元
As at 31 December 2014	於二零一四年十二月三十一日	
Trade and other payables (*)	貿易及其他應付款項(*)	33,458
Borrowings, including interest payables	借款，包括應付利息	88,301
		<u>121,759</u>
As at 31 December 2015	於二零一五年十二月三十一日	
Trade and other payables (*)	貿易及其他應付款項(*)	43,203
Borrowings, including interest payables	借款，包括應付利息	101,059
		<u>144,262</u>

* It excluded other taxes payable, salaries and staff welfare payable, advances from customers, accrued operating lease expenses, and withholding individual income tax of dividends.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(d) 流動資金風險 (續)

下表詳列於年內各報告日期本集團財務負債的餘下合約到期日，乃根據合約未折現現金流量（包括使用合約利率或（倘為浮息）根據於年內年結日當時的利率計算的利息支付）及本集團可能須作出支付的較早日期得出。

* 其不包括其他應付稅項、應付薪金及員工福利、客戶墊款、應計經營租賃開支及預扣股息個人所得稅。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Total borrowings referred to 'bank borrowings' as shown in the consolidated balance sheets. Total capital is calculated as 'equity' as shown in the consolidated balance sheets plus net debt. Management considers the gearing ratio not applicable when the net debt is below zero.

3 財務風險管理 (續)

3.2 資本管理

本集團管理資本的目標旨在保障本集團持續經營的能力，以為股東提供回報及為其他利益相關者提供利益，並維持最佳資本架構以降低資本成本。

為維持或調整資本架構，本集團可調整派付予股東的股息金額、發行新股份或出售資產以減低債務。

與業界其他同儕一樣，本集團根據資產負債比率監控資本。該比率按債項淨額除以資本總額計算。總借項淨額指綜合資產負債表所示的「銀行借款」。資本總額按綜合資產負債表顯示的「權益」加上債項淨額計算。管理層認為，倘債項淨額低於零，資本負債比率並不適用。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Capital management (Continued)

The gearing ratios at 31 December 2015 and 2014 were as follows:

Bank borrowings	銀行借款
Total equity	權益總額
Total capital	資本總額
Gearing ratio	資產負債比率

3 財務風險管理 (續)

3.2 資本管理 (續)

於二零一五年及二零一四年十二月三十一日的資產負債比率如下：

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
		97,035	83,804
		<u>260,200</u>	<u>175,170</u>
		<u>357,235</u>	<u>258,974</u>
		<u>27%</u>	<u>32%</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

The financial instruments carried at fair value by valuation method are analysed into three levels as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The Group has no financial assets and liabilities that are measured at fair value as at 31 December 2015 (2014: nil).

There were no transfers between levels 1 and level 3 during the year.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

3 財務風險管理 (續)

3.3 公平值估計

以估值法計算以公平值入賬的金融工具分析為以下三個層級：

- 相同資產或負債於活躍市場的報價（未經調整）（第一級）。
- 第一級報價以外的資產或負債的直接（即價格）或間接（即源自價格）的可觀察輸入數據（第二級）。
- 資產或負債並非以可觀察市場數據為基準的輸入數據（即不可觀察輸入數據）（第三級）。

於二零一五年十二月三十一日，本集團並無按公平值計量的金融資產及負債（二零一四年：無）。

年內，第一級及第三級之間並無轉換。

4 關鍵會計估計及判斷

本集團根據過往經驗及其他因素（包括在認為屬合理之情況下對未來事件的期望）不斷評估估計及判斷。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions

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

(a) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives of its property, plant and equipment and consequently the related depreciation charges. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

4 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設

本集團對未來作出估計和假設。按照定義，所得的會計估計很少會相等於其相關實際結果。下文論述很可能導致下個財政年度的資產和負債的賬面值作出重大調整的估計和假設的重大風險。

(a) 物業、廠房及設備的可使用年期

本集團的管理層釐定其物業、廠房及設備的估計可使用年期及因此有關的折舊費用。該估計乃以具類似性質及功能的物業、廠房及設備的實際可使用年期的過往經驗為基準。其可因科技創新及競爭對手因應嚴峻的行業週期而作出的行為而出現顯著變化。倘可使用年期較先前所估計的年期為短，則管理層將增加折舊費用，或將撇銷或撇減已棄置或出售的陳舊技術或非策略性的資產。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions *(Continued)*

(b) Impairment of trade and other receivables

Management reviews its trade and other receivables for objective evidence of impairment. Significant financial difficulties of the debtor, the probability that the debtor will enter bankruptcy, and default or significant delay in payments are considered as objective evidence that a receivable is impaired. In determining this, management makes judgments as to whether there is observable data indicating that there has been a significant change in the payment ability of the debtor, or whether there have been significant changes with adverse effect on the market and economic environment in which the debtor operates in. Where there is objective evidence of impairment, management makes judgments as to whether an impairment loss should be recorded as an expense.

Provision for impairment of trade and other receivables of the Group as at 31 December 2015 is RMB623,000 (2014: RMB323,000).

4 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設 (續)

(b) 貿易及其他應收款項減值

管理層審閱其貿易及其他應收款項，釐定是否有減值的客觀證據。債務人的重大財務困難、債務人破產的可能性、付款的拖欠或重大延誤，均被認為是應收款項減值的客觀證據。於作出釐定時，管理層判斷是否有可觀察數據，顯示債務人的付款能力出現重大轉變、或債務人營運所在的市場及經濟環境出現有不利影響的重大轉變。倘出現減值的客觀證據，管理層判斷是否應將減值虧損記錄為開支。

本集團於二零一五年十二月三十一日的貿易及其他應收款項減值撥備為人民幣623,000元（二零一四年：人民幣323,000元）。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (Continued)

4.1 Critical accounting estimates and assumptions (Continued)

(c) Provision for inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories and compare the carrying value of inventories to their respective net realisable value. A considerable amount of judgment is required in determining such allowances. If conditions which have impact on the net realisable value of inventories deteriorate, additional allowances may be required.

Provision for impairment of inventories of the Group as at 31 December 2015 is RMB696,000 (2014: RMB1,037,000).

(d) Revenue recognition

The Group uses the percentage-of-completion method in accounting for its contracts to provide interior design and engineering services. The stage of completion is measured by reference to the services performed to date compared to the estimated total costs for the contract. Significant assumptions are required to estimate the total contract costs and in making these estimates, management has relied on past experience and industry knowledge. Management monitors the progress of the contracts and reviews periodically the estimated total costs for each contract as the contract progresses. If the actual costs differ from management's estimates, the revenue, cost of sales and provision for foreseeable losses would be adjusted.

4 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設 (續)

(c) 存貨撥備

於釐定陳舊及滯銷存貨的撥備金額時，本集團須評估存貨的賬齡分析，並將存貨的賬面值與其各自可變現淨值作比較。於釐定有關撥備時須進行大量判斷。倘影響存貨可變現淨值的條件惡化時便須作出額外撥備。

本集團於二零一五年十二月三十一日的存貨減值撥備為人民幣696,000元（二零一四年：人民幣1,037,000元）。

(d) 收益確認

本集團以完工百分比法將其提供室內設計及工程服務的合約入賬。完工階段乃參考迄今已提供的服務相比合約的估計成本總額計量，並須作出重大假設以估計合約成本總額，於作出此等估計時，管理層倚賴過往經驗及行業知識。管理層監察合約進度，並於合約進行時定期檢討各合約的估計成本總額。倘實際成本與管理層的估計有別，則收益、銷售成本及可預見虧損撥備將予調整。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions *(Continued)*

(e) Income taxes and deferred taxation

The Group is subject to income tax in different jurisdictions. Estimation and judgment is required in determining the amount of the provision for income tax. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact on the income tax and deferred taxation provisions in the period in which such determination is made.

In accordance with the corporate income tax laws in the PRC, a 10% withholding tax will be levied on the dividend declared by Jiyi Household established in the PRC to their foreign investors starting from 1 January 2008. During the year, the directors reassessed the dividend policy of its major subsidiary established in the PRC, Jiyi Household, based on the Group's current business plan and financial position, no retained earnings as of 31 December 2015 generated by Jiyi Household would be distributed to its non-PRC registered intermediate holding company and as such, no deferred tax liability has been provided by the Group for the earnings expected to be retained by the Jiyi Household in the PRC and not to be remitted out of the PRC in the foreseeable future.

4 關鍵會計估計及判斷 (續)

4.1 關鍵會計估計及假設 (續)

(e) 所得稅及遞延稅項

本集團須於多個司法權區繳納所得稅。於釐定所得稅撥備金額時需作出估計及判斷。就有關交易及計算方式而言，於日常業務過程中就其作出的最終稅項釐定並不明確。倘此等事宜的最後稅務結果有別於初步確認金額，則有關差額將影響作出有關釐定期間的所得稅及遞延稅項撥備。

根據中國企業所得稅法，在中國成立的集一家居自二零零八年一月一日起向其境外投資者宣派的股息將徵收10%的預扣稅。於本年度，董事根據本集團現時的業務計劃及財務狀況重新評估其在中国成立的主要附屬公司集一家居的股息政策，集一家居截至二零一五年十二月三十一日並無產生保留盈利將分派予其並非在中國註冊的間接控股公司，因此，本集團並無就集一家居預期將在中國境內保留且於可預見將來不會匯出中國的盈利撥備任何遞延稅項負債。

5 SEGMENT INFORMATION

The chief operating decision-maker (the “CODM”) has been identified as the chief executive officer of the Company. The chief executive officer reviews the Group’s internal reporting in order to assess performance and allocate resources. The chief executive officer has determined the operating segments based on these reports. The chief executive officer considers the business from products and services perspective, and determines that the Group has the following operating segments:

- (i) Sale and distribution of merchandise
- (ii) Provision of interior design and engineering services

The CODM assesses the performance of the operating segments mainly based on segment revenue and gross profit of each operating segment. The Company currently does not allocate assets and liabilities to its segments, as the CODM does not use this information to allocate resources to or evaluate the performance of the operating segments. Therefore, the Company does not report a measure of total assets or total liabilities for each reportable segment.

5 分部資料

本公司的最高行政人員被確定為主要經營決策者（「主要經營決策者」）。最高行政人員審閱本集團的內部報告以評估表現及分配資源。最高行政人員已根據該等報告確定經營分部。最高行政人員從產品及服務角度考慮業務，並確定本集團有以下經營分部：

- (i) 銷售及分銷商品
- (ii) 提供室內設計及工程服務

主要經營決策者主要根據各經營分部的分部收益及毛利評估其表現。本公司現時不會將資產及負債分配至其分部，原因是其主要經營決策者不會使用該資料分配資源予經營分部或評估經營分部的表現。因此，本公司不會就各可呈報分部報告資產總值或負債總額的計量值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

The segment information provided to the CODM for the reportable segments is as follows:

5 分部資料 (續)

就可報告分部向主要經營決策者提供的分部資料如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Segment Revenue	分部收益		
– Sale and distribution of merchandise	– 銷售及分銷商品		
Total segment revenue	分部收益總額	323,060	304,322
Inter-segment revenue	分部間收益	(8,228)	(5,808)
	Revenue from external customers	314,832	298,514
– Provision of interior design and engineering services	– 提供室內設計及工程服務		
Total segment revenue	分部收益總額	33,836	36,913
Inter-segment revenue	分部間收益	–	(1,609)
	Revenue from external customers	33,836	35,304
		348,668	333,818

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Segment Cost	分部成本		
- Sale and distribution of merchandise	- 銷售及分銷商品	227,353	220,262
- Provision of interior design and engineering services	- 提供室內設計及工程服務	28,701	26,789
		256,054	247,051

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Segment gross profit	分部毛利		
- Sale and distribution of merchandise	- 銷售及分銷商品	87,479	78,252
- Provision of interior design and engineering services	- 提供室內設計及工程服務	5,135	8,515
		92,614	86,767

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

5 分部資料 (續)

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Segment gross profit	分部毛利	92,614	86,767
Other income and gain – net	其他收入及收益淨額	4,828	873
Selling expenses	銷售開支	(16,384)	(17,349)
Administrative expenses	行政開支	(30,318)	(9,419)
Finance cost – net	財務費用淨額	(5,307)	(6,261)
Income tax expenses	所得稅開支	(14,162)	(12,607)
Profit for the year	年內溢利	31,271	42,004

During the year, all revenues of the Group were derived from the PRC.

年內，本集團所有收益均來自中國。

Non-current assets for this purpose consist of land use right, property, plant and equipment and intangible assets which are all located in the PRC as at 31 December 2015.

就此而言的非流動資產包括於二零一五年十二月三十一日所有位於中國的土地使用權、物業、廠房及設備以及無形資產。

For the both years, there was no revenue derived from a single external customer accounting for 10% or more of the Group's revenues.

於兩個年度，並無來自單一外部客戶的收益佔本集團收益的10%或以上。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5 SEGMENT INFORMATION (Continued)

Breakdown of the revenue by products or service is as follow:

5 分部資料 (續)

按產品或服務劃分的收益明細如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Segment Revenue	分部收益		
Sale and distribution of merchandise	銷售及分銷商品		
– Building materials	– 建材	185,963	185,331
– Home improvement materials	– 家居裝修材料	80,037	60,579
– Furnishings	– 傢俱	57,060	58,412
		323,060	304,322
Provision of interior design and engineering services	提供室內設計及工程服務	33,836	36,913
Elimination	撇銷	(8,228)	(7,417)
		348,668	333,818

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6 OTHER INCOME AND GAIN – NET

6 其他收入及收益淨額

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Government grants	政府補助	4,800	1,006
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損	(5)	(167)
Others	其他	33	34
		4,828	873

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7 EXPENSES BY NATURE

Expenses included in cost of sales, selling expenses and administrative expenses are analysed as follows:

7 按性質劃分的開支

包括銷售成本、銷售開支及行政開支的開支分析如下：

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Cost of inventories sold	已售存貨成本	225,957	218,233
Cost of services provided	已提供服務成本	25,829	24,568
Depreciation of property, plant and equipment (Note 13)	物業、廠房及設備折舊 (附註13)	6,863	7,023
Amortization of land use right (Note 14)	土地使用權攤銷 (附註14)	96	96
Amortization of intangible assets	無形資產攤銷	9	4
Employee benefit expenses (Note 8)	僱員福利開支 (附註8)	9,764	8,700
Rental fees and property management fees	租賃費用及物業管理費用	3,692	4,143
Other tax expenses	其他稅項開支	4,163	4,336
Reversal of write-down of inventories (Note 16)	存貨撇減撥回 (附註16)	(341)	(75)
Provision for/(reversal of) impairment of trade and other receivables (Note 17)	貿易及其他應收款項減值撥備/(撥回) (附註17)	300	(347)
Advertising and promotion expenses	廣告及推廣開支	683	806
Water and electricity expenditures	水電雜費	769	990
Auditor's remuneration	核數師薪酬	1,800	40
Entertainment expenses	招待開支	876	389
Office expenses	辦公室開支	162	277
Automobile expenses	汽車開支	327	569
Travel expenses	差旅開支	611	465
Legal fees and professional charges	法律費用及專業費用	693	36
Listing expenses	上市開支	16,608	250
Other expenses	其他開支	3,895	3,316
Total	總計	302,756	273,819

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

8 僱員福利開支（包括董事薪酬）

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Wages, allowance and bonus	工資、津貼及花紅	8,185	7,003
Retirement benefits contribution (a)	退休福利供款(a)	1,297	1,050
Other social insurance and housing funds	其他社會保險及住房公積金	282	647
		9,764	8,700

(a) Pensions – defined contribution plans

Employees of the PRC Subsidiaries are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group contributes funds which are calculated on fixed percentage of 15% (2014: 15%) of the employees' salary (subject to a floor and cap) as set by local municipal governments to each scheme locally to fund the retirement benefits of the employees.

(a) 退休金－界定供款計劃

中國附屬公司的僱員須參與當地市政府管理及運作的定額供款退休計劃。本集團向當地的各項計劃作出供款，為僱員的退休福利提供資金，有關供款金額按當地市政府設定的僱員薪金（設下限及上限）的固定百分比15%（二零一四年：15%）計算。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two directors (2014: two) whose emoluments are reflected in the analysis shown in Note 30. The emoluments paid to the remaining three (2014: three) individuals during the year are as follows:

Wages, allowance and bonus	工資、津貼及花紅
Retirement scheme contribution	退休計劃供款

During the year, no directors or any of the five highest paid individuals of the companies now comprising the Group waived any emoluments and no emoluments were paid by the companies now comprising the Group to any of the directors or five highest paid individuals as an inducement to join or upon joining the companies now comprising the Group or as compensation for loss of office.

8 僱員福利開支（包括董事薪酬）（續）

(b) 五名最高薪酬人士

本集團於本年度的五名最高薪酬人士中包括兩名董事（二零一四年：兩名），其薪酬於附註30的分析中反映。於本年度支付予餘下三名（二零一四年：三名）人士的薪酬如下：

Year ended 31 December 截至十二月三十一日止年度

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
585	277
48	18
633	295

於本年度，並無本集團現時旗下各公司的董事或任何五名最高薪酬人士放棄任何薪酬，且本集團現時旗下各公司亦無向任何董事或五名最高薪酬人士支付薪酬作為彼等加入本集團現時旗下各公司或加入時的獎勵或作為離職補償。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

(b) Five highest paid individuals (Continued)

During the year, the emoluments paid to each of the highest individuals fell within the banding between nil (2014: nil) to HKD1,000,000 (2014: HKD1,000,000).

There was no arrangement under which a director or any of the five highest paid individuals agreed to waive any emolument during the year (2014: nil).

9 FINANCE COST – NET

Finance income: – Interest income on short-term bank deposits	財務收入：－短期銀行存款利息收入
Finance expenses: – Interest expense on bank borrowings	財務費用：－銀行借款利息開支
Net finance cost	財務費用淨額

8 僱員福利開支（包括董事薪酬）（續）

(b) 五名最高薪酬人士（續）

於本年度，向每名最高薪酬人士支付的薪酬介乎零（二零一四年：零）至1,000,000港元（二零一四年：1,000,000港元）。

於本年度，並無董事或任何五名最高薪酬人士同意放棄任何薪酬的安排（二零一四年：無）。

9 財務開支淨額

Year ended 31 December 截至十二月三十一日止年度

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
(316)	(291)
5,623	6,552
5,307	6,261

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 INCOME TAX EXPENSE

10 所得稅開支

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Current income tax	即期所得稅	14,197	12,638
Deferred income tax (Note 20)	遞延所得稅 (附註20)	(35)	(31)
		14,162	12,607

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate applicable to profit of the Group as follows:

本集團除所得稅前溢利的稅項與採用適用於本集團溢利的稅率計算的理論金額有如下差異：

		Year ended 31 December 截至十二月三十一日止年度	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	45,433	54,611
Tax calculated at the tax rate applicable to profits in the respective companies	按適用於各公司溢利的稅率計算的稅項	11,358	12,467
Tax losses for which no deferred income tax asset was recognised	未確認為遞延所得稅資產之稅項虧損	27	-
Tax exemptions	免稅額	258	-
Expenses not deductible for tax purposes	不可扣稅開支	2,519	140
		14,162	12,607

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10 INCOME TAX EXPENSE (Continued)

Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands and accordingly, is exempted from Cayman Islands income tax.

BVI income tax

The Company's subsidiary in the BVI was incorporated under International Business Companies Act of the BVI and, accordingly, is exempted from the BVI income tax.

Hong Kong profits tax

Entities incorporated in Hong Kong are subject to Hong Kong profits tax at a rate of 16.5% for the year ended 31 December 2015 (FY2014: 16.5%) on the estimated assessable profit for the year. No Hong Kong profits tax has been provided for as there was no business operation that is subject to Hong Kong profits tax during the year.

10 所得稅開支 (續)

開曼群島所得稅

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司，因此，獲豁免繳納開曼群島所得稅。

英屬處女群島所得稅

本公司之附屬公司乃根據英屬處女群島國際商業公司法於英屬處女群島註冊成立，及因此豁免英屬處女群島所得稅。

香港利得稅

於香港註冊成立的實體截至二零一五年十二月三十一日止年度須就本年度估計應課稅繳納16.5% (二零一四年財政年度：16.5%) 的香港利得稅。由於年內並無須繳納香港利得稅的業務營運，故並未就香港利得稅作出撥備。

10 INCOME TAX EXPENSE (Continued)

PRC enterprise income tax ("EIT")

The entities incorporated in the PRC are subject to EIT. According to the EIT law effective from 1 January 2008, all PRC enterprises are subject to a standard EIT rate of 25%.

According to the Notice (Meiguoshuifa 2013 No.1) issued by the local tax bureau of Meizhou County, Guangdong Province in 2013 respectively, Xinya Decoration, the subsidiary of the Group, used the tax collection method on a deemed profit basis, thus the taxable income is calculated at 8% of total revenue for the period from 1 January 2014 to 31 December 2014. Since 1 January 2015, Xinya Decoration is subject to EIT rate of 25%.

PRC withholding tax ("WHT")

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% withholding income tax. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement entered into between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%. During the year, the Directors reassessed the dividend policy of its major subsidiary established in the PRC, Jiyi Household, based on the Group's current business plan and financial position, no retained earnings as of 31 December 2015 generated by Jiyi Household would be distributed to its non-PRC registered intermediate holding company and as such, no deferred tax liability has been provided by the Group for the earnings expected to be retained by Jiyi Household in the PRC and not to be remitted out of the PRC in the foreseeable future.

10 所得稅開支 (續)

中國企業所得稅 (「企業所得稅」)

於中國註冊成立的實體均須繳納企業所得稅。根據自二零零八年一月一日起生效的企業所得稅法，所有的中國企業均須按標準的企業所得稅稅率25%繳納企業所得稅。

根據廣東省梅州市地方稅務局於二零一三年發出的通知 (梅國稅發2013 1號)，本集團附屬公司信雅裝飾採用核定徵收的徵稅辦法，因此，於二零一四年一月一日至二零一四年十二月三十一日期間的應課稅收入按收益總額的8%計算。自二零一五年一月一日起，信雅裝飾的須繳納25%的企業所得稅。

中國預扣稅 (「預扣稅」)

根據適用的中國稅務法規，於中國成立的公司就二零零八年一月一日之後賺取的溢利向境外投資者分派股息通常須繳納10%預扣稅。倘於香港註冊成立的境外投資者符合中國與香港訂立的雙邊稅務條約安排項下的條件及規定，則相關預扣稅稅率將從10%降至5%。於年內，董事根據本集團現時的業務計劃及財務狀況重新評估其在中國成立的主要附屬公司集一家居的股息政策，集一家居截至二零一五年十二月三十一日並無產生保留盈利將分派予其並非在中國註冊的間接控股公司，因此，本集團並無就集一家居預期將在中國境內保留且於可見將來不會匯出中國的盈利撥備任何遞延稅項負債。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔溢利 (人民幣千元)
Weighted average number of ordinary shares in issue (thousands of shares) (a)	已發行普通股之加權平均數 (千股) (a)
Basic earnings per share (RMB per share)	每股基本盈利 (每股人民幣)

(a) In determining the number of shares in issue, the total of 270,000,000 shares issued (1 share issued on the incorporation of the Company, 9,999 shares issued on the Reorganisation of the Group and 269,990,000 shares issued on Capitalisation Issue (Note 21(a))) were deemed to have been in issue since 1 January 2014.

For the year ended 31 December 2015, diluted earnings per share was the same as basic earnings per share due to the absence of dilutive potential ordinary shares as at year end date.

12 DIVIDENDS

The Board does not recommend any payment of final dividend for the year ended 31 December 2015.

11 每股盈利

每股基本盈利乃按本公司擁有人應佔溢利除以年內已發行之普通股加權平均數計算。

2015 二零一五年	2014 二零一四年
<u>31,271</u>	<u>42,004</u>
<u>283,562</u>	<u>270,000</u>
<u>0.11</u>	<u>0.16</u>

(a) 於釐定已發行股份時，自二零一四年一月一日以來，合共270,000,000股股份（於本公司註冊成立時已發行1股股份、於本集團重組時已發行9,999股股份及於資本化發行（附註21(a)）時已發行269,990,000股股份）被視為已發行。

截至二零一五年十二月三十一日止年度，每股攤薄盈利與基本盈利相同，原因為於年結日並無攤薄潛在普通股。

12 股息

董事會不建議就截至二零一五年十二月三十一日止年度派付任何末期股息。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12 DIVIDENDS (Continued)

On 21 January 2015, the shareholders of the Company approved to declare and distribute a dividend of RMB80 million to the shareholders. Up to 31 December 2015, RMB64 million has been paid with RMB16 million withheld as withholding individual income tax.

12 股息 (續)

於二零一五年一月二十一日，本公司股東批准向股東宣派及分配人民幣80百萬元的股息。截至二零一五年十二月三十一日，人民幣64百萬元已支付，其中人民幣16百萬元預扣作為預扣股息個人所得稅。

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Buildings	Motor vehicles	Furniture, fittings and equipment	Leasehold improvements	Construction in progress	Total
		樓宇 RMB'000 人民幣千元	汽車 RMB'000 人民幣千元	傢具、裝修 及設備 RMB'000 人民幣千元	租賃裝修 RMB'000 人民幣千元	在建 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
Year ended 31 December 2014	截至二零一四年 十二月三十一日止年度						
Opening net book amount	期初賬面淨值	37,134	1,275	484	21,750	-	60,643
Additions	添置	-	-	72	164	9,475	9,711
Transfer	轉讓	9,323	-	-	-	(9,323)	-
Disposal	出售	(167)	-	-	-	-	(167)
Depreciation (Note 7)	折舊 (附註7)	(1,760)	(174)	(216)	(4,873)	-	(7,023)
Closing net book amount	期末賬面淨值	44,530	1,101	340	17,041	152	63,164
Year ended 31 December 2014	截至二零一四年 十二月三十一日止年度						
Cost	成本	51,247	1,872	1,109	29,245	152	83,625
Accumulated depreciation	累計折舊	(6,717)	(771)	(769)	(12,204)	-	(20,461)
Net book amount	賬面淨值	44,530	1,101	340	17,041	152	63,164
Year ended 31 December 2015	截至二零一五年 十二月三十一日止年度						
Opening net book amount	期初賬面淨值	44,530	1,101	340	17,041	152	63,164
Additions	添置	-	275	63	-	177	515
Transfer	轉讓	152	-	-	-	(152)	-
Disposal	出售	-	-	(5)	-	-	(5)
Depreciation (Note 7)	折舊 (附註7)	(1,736)	(190)	(191)	(4,746)	-	(6,863)
Closing net book amount	期末賬面淨值	42,946	1,186	207	12,295	177	56,811
Year ended 31 December 2015	截至二零一五年 十二月三十一日止年度						
Cost	出售	51,399	2,061	1,158	29,095	177	83,890
Accumulated depreciation	累計折舊	(8,453)	(875)	(951)	(16,800)	-	(27,079)
Net book amount	賬面淨值	42,946	1,186	207	12,295	177	56,811

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT (Continued)

As 31 December of 2015, bank borrowings of RMB77,035,000 (2014: RMB83,804,000) were secured by buildings at the carrying amount of RMB34,348,000 (2014: RMB35,671,000) (Note 24).

Depreciation of property, plant and equipment has been charged to the consolidated statements of comprehensive income (Note 7) as follows:

Selling expenses	銷售開支
Administrative expenses	行政開支

13 物業、廠房及設備 (續)

於二零一五年十二月三十一日，銀行借款人民幣77,035,000元（二零一四年：人民幣83,804,000元）由賬面值為人民幣34,348,000元（二零一四年：人民幣35,671,000元）的樓宇作抵押（附註24）。

物業、廠房及設備的折舊已於綜合全面收益表（附註7）扣除，情況如下：

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
4,696	4,563
2,167	2,460
6,863	7,023

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14 LAND USE RIGHT

14 土地使用權

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Opening net book amount	期初賬面淨值	3,111	3,207
Amortisation (Note 7)	攤銷 (附註7)	(96)	(96)
Closing net book amount	期末賬面淨值	3,015	3,111
Cost	成本	3,630	3,630
Accumulated amortisation	累計攤銷	(615)	(519)
Net book amount	賬面淨值	3,015	3,111

The Group's land use right is located in Mainland China. The lease period of land use right is 39 years. As at 31 December 2015, the remaining lease periods of the Group's land use right were 33 years (2014: 34 years).

As 31 December 2015, bank borrowings of RMB62,035,000 (2014: RMB73,804,000) were secured by the land use right at the carrying amount of RMB3,015,000 (2014: RMB3,111,000) (Note 24).

本集團的土地使用權位於中國內地。土地使用權的租期為39年。於二零一五年十二月三十一日，本集團土地使用權的餘下租期為33年（二零一四年：34年）。

於二零一五年十二月三十一日，銀行借款人民幣62,035,000元（二零一四年：人民幣73,804,000元）由賬面值為人民幣3,015,000元（二零一四年：人民幣3,111,000元）的土地使用權作抵押（附註24）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15 SUBSIDIARIES

15 附屬公司

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital and debt securities	Proportion of ordinary shares directly held by parent (%) 母公司直接持有之普通股比例(%)	Proportion of ordinary shares held by the Group (%)	Proportion of preference shares held by the Group (%)
公司名稱	註冊成立地點及法律實體種類	主要業務及營運地點	已發行股本及債務證券之詳情			
Directly owned: 直接擁有：						
Zhan Yun Holdings Limited 展韻控股有限公司	BVI, limited liability company 英屬處女群島·有限公司	Investment holding (a), British Virgin Island 投資控股(a)· 英屬處女群島	50,000 ordinary share of 1 USD each 50,000股每股面值1美元的 普通股	100%	100%	—
Indirectly owned: 間接擁有：						
Jiyi Investments Limited 集一投資有限公司	Hong Kong, limited liability company 香港·有限公司	Investment holding (b), Hong Kong 投資控股(b)·香港	1 ordinary share of HKD 1 each 1股每股面值1港元的普通 股	—	100%	—
Guangdong Jiyi Household Building Materials Chain Co., Ltd 廣東集一家居建材連鎖有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB118,600,000 人民幣118,600,000元	—	100%	—
Meizhou Jisheng Household Building Materials Company Limited 梅州市集勝家居建材有限公司	PRC, limited liability company 中國·有限公司	Investment holding(b), PRC 投資控股(b)·中國	RMB2,000,000 人民幣2,000,000元	—	100%	—
Guangdong Jiyi Xinya Decoration and Design Construction Company Limited 廣東集一信雅裝飾設計工程有限公司	PRC, limited liability company 中國·有限公司	provision of interior design and engineering services, PRC 提供室內設計及工程服務· 中國	RMB10,100,000 人民幣10,100,000元	—	100%	—
Shanghang County Jiyi Household Building Materials Company Limited 上杭縣集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB3,000,000 人民幣3,000,000元	—	100%	—
Zhongshan Jiyi Household Building Materials Company Limited 中山市集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB1,300,000 人民幣1,300,000元	—	100%	—
Anyuan County Jiyi Household Building Materials Company Limited 安遠縣集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB1,000,000 人民幣1,000,000元	—	100%	—
Xunwu County Jiyi Household Building Materials Company Limited 尋烏縣集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB2,000,000 人民幣2,000,000元	—	100%	—
Wuping County Jiyi Household Building Materials Company Limited 武平縣集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB2,000,000 人民幣2,000,000元	—	100%	—
Lianchen County Jiyi Household Building Materials Company Limited 連城縣集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB2,000,000 人民幣2,000,000元	—	100%	—
Changting County Jiyi Household Building Materials Company Limited 長汀縣集一家居建材有限公司	PRC, limited liability company 中國·有限公司	Sales of household building materials, PRC 銷售家居建材·中國	RMB1,000,000 人民幣1,000,000元	—	100%	—

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15 SUBSIDIARIES (Continued)

All the companies now comprising the Group have adopted 31 December as their financial year-end date.

The English names of certain subsidiaries referred to above represented the best efforts by management of the Company in translating the subsidiaries' Chinese names, as they do not have official English names.

16 INVENTORIES

Finished goods	製成品
Less: provision for impairment of inventories	減：存貨減值撥備
Inventories – Net	存貨淨值

The cost of inventories included in cost of sales during the years ended 31 December 2015 amounted to RMB225,957,000 (2014: RMB218,233,000).

15 附屬公司 (續)

本集團現時旗下各公司均採納十二月三十一日為其財政年度年結日。

上述呈列的若干附屬公司並無官方英文名稱，其英文名稱乃為本公司管理層自附屬公司的中文名稱盡力翻譯而來。

16 存貨

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
37,117	32,758
(696)	(1,037)
36,421	31,721

截至二零一五年十二月三十一日止年度，計入銷售成本的存貨成本為人民幣225,957,000元（二零一四年：人民幣218,233,000元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16 INVENTORIES (Continued)

Movements on the Group's provision for impairment of inventories are as follows:

At beginning of the year	年初
Reversal of write down of inventories	存貨撇減撥回
At end of the year	年末

The relevant inventories were sold to independent customers during the years. The above amounts are included in 'cost of sales' in the consolidated income statement.

16 存貨 (續)

本集團的存貨減值撥備變動如下：

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
1,037	1,112
(341)	(75)
696	1,037

於該等年度，相關存貨已售予獨立客戶。上述金額乃列入綜合收益表的「銷售成本」內。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 TRADE AND OTHER RECEIVABLES

17 貿易及其他應收款項

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Trade receivables due from third parties (a)	應收第三方貿易應收款項(a)	170,979	115,804
Trade receivables due from a related party (a) (Note 28)	應收一名關聯方貿易應收款項(a) (附註28)	724	21
Less: provision for impairment (b)	減：減值撥備(b)	(623)	(323)
Trade receivables, net	貿易應收款項淨額	171,080	115,502
Prepayments for purchase of merchandise	採購商品預付款項	22,100	19,783
Notes receivables	應收票據	1,010	–
Deposits	按金	1,730	1,140
Amount due from a related party	應收一名關聯方款項	–	7,000
Prepayments for listing expenses	上市開支預付款項	–	400
Other receivables	其他應收款項	1,876	286
		197,796	144,111

The fair values of trade and other receivables approximate to their carrying values.

貿易及其他應收款項的公平值分別與其賬面值相若。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables

The credit period granted to customers is between 0 to 360 days. The ageing analysis of the trade receivables from the date of sales is as follows:

Up to 6 months	最多六個月
6 to 12 months	六至十二個月
Over 12 months	超過十二個月

As at 31 December 2015 (2014: nil), no trade receivables was past due but not impaired.

As at 31 December 2015, trade receivables of RMB8,978,000 (2014: RMB4,668,000) were impaired and partially provided for the provision of RMB623,000 (2014: RMB323,000).

17 貿易及其他應收款項 (續)

(a) 貿易應收款項

授予客戶的信貸期介乎0至360天。自銷售日期起貿易應收款項的賬齡分析如下：

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
162,725	111,157
7,821	4,374
1,157	294
171,703	115,825

於二零一五年十二月三十一日，並無貿易應收款項逾期但未減值（二零一四年：無）。

於二零一五年十二月三十一日，貿易應收款項人民幣8,978,000元（二零一四年：人民幣4,668,000元）已減值且計提部分撥備人民幣623,000元（二零一四年：人民幣323,000元）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 TRADE AND OTHER RECEIVABLES (Continued)

(b) Provision for impairment of trade receivables

The movements on the provision for impairment of trade receivables are as follows:

At beginning of the year	年初
Provision for/(reversal of) impairment	減值撥備／(撥回)
At end of the year	年末

The maximum exposure to credit risk at the reporting date is the carrying values of each class of receivables mentioned above. The Group did not hold any collateral as security for these receivables.

17 貿易及其他應收款項 (續)

(b) 貿易應收款項減值撥備

貿易應收款項減值撥備的變動如下：

As at 31 December	
於十二月三十一日	
2015	2014
二零一五年	二零一四年
RMB'000	RMB'000
人民幣千元	人民幣千元
323	670
300	(347)
623	323

於報告日期面臨的最高信貸風險為上述各類應收款項的賬面值。本集團並無持有任何抵押品作為該等應收款項的抵押。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17 TRADE AND OTHER RECEIVABLES (Continued)

- (c) The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

RMB	人民幣
HK dollar	港元

17 貿易及其他應收款項 (續)

- (c) 本集團的貿易及其他應收款項的賬面值乃以下列貨幣計值：

As at 31 December

於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
196,088	144,111
1,708	—
197,796	144,111

18 RESTRICTED CASH

Restricted cash

18 受限制現金

受限制現金

As at 31 December

於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
25,205	5,430

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18 RESTRICTED CASH (Continued)

As at 31 December 2015, deposits amounted to RMB20,000,000 (2014: nil) were pledged to secure short term bank borrowing amounted to RMB20,000,000 (Note 24).

Bank deposits amounted to RMB5,205,000 (2014: RMB5,430,000) which were placed as guarantee deposits for issuing notes payable (Note 23(b)).

As at 31 December 2015, the effective interest rate on restricted cash was 1.97% (2014: 2.55%) per annum.

The carrying amounts of restricted cash approximate to their fair values and represent maximum exposure to credit risk.

The carrying amounts of restricted cash are all denominated in RMB.

19 CASH AND CASH EQUIVALENTS

18 受限制現金 (續)

於二零一五年十二月三十一日，已抵押人民幣20,000,000港元(二零一四年：無)之按金，以擔保短期銀行借款人民幣20,000,000元(附註24)。

已就發行應付票據存入銀行存款人民幣5,205,000元(二零一四年：人民幣5,430,000元)作為擔保存款(附註23(b))。

於二零一五年十二月三十一日，受限制現金的實際年利率分別為1.97%(二零一四年：2.55%)。

受限制現金的賬面值與其公平值相若，已體現所面對的最高信貸風險。

受限制現金的賬面值全部以人民幣計值。

19 現金及現金等價物

Cash at banks and on hand

銀行及手頭現金

As at 31 December

於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
115,412	59,098

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

19 CASH AND CASH EQUIVALENTS (Continued)

The carrying amounts of cash and cash equivalents approximate to their fair values and represent maximum exposure to credit risk.

The carrying amounts of cash at banks and on hand are denominated in:

RMB	人民幣
HKD	港元
USD	美元
Cash at banks and on hand	銀行及手頭現金

19 現金及現金等價物 (續)

現金及現金等價物的賬面值與其公平值相若，已體現所面對的最高信貸風險。

銀行及手頭現金的賬面值以下列貨幣計值：

As at 31 December
於十二月三十一日

2015 二零一五年 <i>RMB'000</i> 人民幣千元	2014 二零一四年 <i>RMB'000</i> 人民幣千元
103,211	53,918
11,909	–
292	5,180
115,412	59,098

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20 DEFERRED INCOME TAX

As no deferred income tax liabilities were recognized, there are no offset amounts as at 31 December 2015 (2014: nil).

20 遞延所得稅

由於並無確認任何遞延所得稅負債，於二零一五年十二月三十一日，並無抵銷款項（二零一四年：無）。

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Deferred tax assets:	遞延稅項資產：		
- to be recovered within 12 months	- 十二個月內將予收回	1,753	1,718

The movements in deferred tax assets are as follows:

遞延稅項資產變動如下：

Deferred tax assets:

遞延稅項資產：

		Accrued rental	Accrued payroll	Provision for impairment of trade and other receivables 貿易及其他應收款項 減值撥備	Provision for impairment of inventories 存貨減值撥備	Total
		應計租金 RMB'000 人民幣千元	應計工資 RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2014	於二零一四年一月一日	555	688	167	277	1,687
Credited/(Charged) to profit or loss	自損益入賬/(扣除)	153	(18)	(86)	(18)	31
At 31 December 2014	於二零一四年十二月三十一日	708	670	81	259	1,718
At 1 January 2015	於二零一五年一月一日	708	670	81	259	1,718
Credited/(Charged) to profit or loss	自損益入賬/(扣除)	99	(54)	75	(85)	35
At 31 December 2015	於二零一五年十二月三十一日	807	616	156	174	1,753

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20 DEFERRED INCOME TAX (Continued)

At 31 December 2015, the Group did not recognise deferred income tax assets amounting to RMB110,000 (2014: nil) in respect of losses as it is not probable that future taxable profits against which the losses can be utilised. The estimated tax losses are subject to approval by the relevant tax authorities.

21 SHARE CAPITAL AND SHARE PREMIUM

Ordinary shares, issued and fully paid:

		Share Capital 股本	Share Premium 股份溢價
		Number of ordinary shares (of HKD 0.10 each) 普通股數目 (每股面值 0.10港元)	RMB'000 人民幣千元
At 1 January 2015	於二零一五年一月一日	-	-
Upon incorporation of the Company on 2 February 2015 (Note 1.1(d))	於二零一五年二月二日 本公司成立時 (附註1.1(d))	1	-
Issuance of new ordinary shares (Note 1.1(g))	發行新普通股 (附註1.1(g))	9,999	145,789
Issue of shares under the Capitalisation Issue (a)	根據資本化發行發行股份(a)	269,990,000	(22,112)
Issue of shares under the share offer (b)	根據股份發售發行股份(b)	90,000,000	86,979
Share issuance costs (c)	股份發行成本(c)	-	(8,189)
At 31 December 2015	於二零一五年十二月三十一日	<u>360,000,000</u>	<u>202,467</u>

20 遞延所得稅 (續)

於二零一五年十二月三十一日，本集團並無就虧損確認遞延所得稅資產人民幣110,000元（二零一四年：無），原因是未來應課稅溢利不可用於抵銷該等虧損。估計稅項虧損須待有關稅務機關批准後，方可作實。

21 股本及股份溢價

普通股（已發行及繳足）：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21 SHARE CAPITAL AND SHARE PREMIUM (Continued)

- (a) Pursuant to the resolutions in writing of the shareholders of the company passed on 6 October 2015, the authorised share capital of the Company was increased from HKD380,000 to HKD500,000,000 divided into 5,000,000,000 shares with a par value of HKD0.10 each by the creation of an additional 4,996,200,000 shares (the “Capitalisation Issue”). An aggregate of 269,990,000 shares to the existing shareholders as at 6 October 2015 were allotted and issued pursuant to the Capitalisation Issue.
- (b) On 6 November 2015, upon its listing on the Main Board of the Stock Exchange of Hong Kong Limited, the Company issued 90,000,000 new ordinary shares at par value of HKD1 per share for cash consideration of HKD1.28 each, and raised gross proceeds of approximately HKD115,200,000 (equivalent to RMB94,350,000).
- (c) Share issuance cost mainly included underwriting commission, lawyer’s fees, reporting accountant’s fee and other related costs. Incremental costs that were directly attributable to the issue of the new ordinary shares amounting to RMB8,189,000 was treated as a deduction from share premium. Other share issuance costs which were not directly attributable to the issue of the new ordinary shares amounting to RMB16,858,000 were recognised as expenses in the consolidated income statement (Note 7).

21 股本及股份溢價 (續)

- (a) 根據本公司股東於二零一五年十月六日通過的書面決議案，藉增設4,996,200,000股額外股份，本公司法定股本由380,000港元增至500,000,000港元，分為5,000,000,000股每股面值0.10港元的股份（「資本化發行」）。根據資本化發行向於二零一五年十月六日的現有股東配發及發行合共269,990,000股股份。
- (b) 於二零一五年十一月六日，在其於香港聯合交易所有限公司主板上市後，本公司以每股1.28港元之現金代價發行90,000,000股每股面值1港元之新普通股，且籌集款項總額約115,200,000港元（相當於人民幣94,350,000元）。
- (c) 股份發行成本主要包括包銷佣金、律師費、申報會計師費用及其他相關成本。發行新普通股直接應佔的新增成本人民幣8,189,000元被視為股份溢價減少。發行新普通股非直接應佔的其他股份發行成本人民幣16,858,000元於綜合收益表中確認為開支（附註7）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22 OTHER RESERVES

(a) Capital injection

On 6 February 2015, Honest Winner International Limited (“Honest Winner”), which is owned by Mr. Lin Kuanming, an independent third party investor, a new investor, entered into a capital contribution agreement with Ms. Hou Wei, Mr. Liu Shui, Mr. Li Jianhua, Mr. Lin Songtian, Mr. Hou Bo and Mr. Liu Xinping, pursuant to which Honest Winner made a capital contribution of RMB6,335,250 in Jiyi Household, which represented 3.43% of the total registered capital of Jiyi Household. The capital contribution was settled in cash on 17 March 2015 and the registered capital of Jiyi Household was increased from RMB46,932,829 to RMB48,600,000.

(b) Deemed contribution

Pursuant to equity transfer agreements on 8 December 2014, Jiyi Household transferred its entire equity interest in Meizhou Jiyi Realty at a consideration of RMB40,000,000. The consideration has been received in January 2015. It was accounted for as the deemed contribution from the equity holders of the Company.

(c) Reorganisation

Upon the completion of the Reorganisation, the carrying amount of the consolidated net asset value of the Listing Business, amounting to RMB145,450,000 as of 30 April 2015, together with a cash consideration of HKD429,000 to be paid, is aggregately determined to be the deemed cost of the consideration paid to the Company for the issuance of 9,999 new shares to the shareholders.

22 其他儲備

(a) 注資

於二零一五年二月六日，中實國際有限公司（「中實」）（由獨立第三方新投資者林坤銘先生擁有）與侯薇女士、劉水先生、李建華先生、林松填先生、侯波先生及劉新平先生訂立注資協議，據此，中實於集一家居注資人民幣6,335,250元（相當於集一家居註冊資本總額的3.43%）。注資於二零一五年三月十七日以現金結算，而集一家居的註冊資本由人民幣46,932,829元增至人民幣48,600,000元。

(b) 視作出資

根據於二零一四年十二月八日訂立的股權轉讓協議，集一家居以代價人民幣40,000,000元將其於梅州集一實業持有的全部股權轉讓，代價已於二零一五年一月收取。該項交易被入賬列為視作來自 貴公司權益持有人的出資。

(c) 重組

重組完成後，上市業務的綜合資產淨值賬面值（截至二零一五年四月三十日的金額為人民幣145,450,000元），連同將支付的現金代價429,000港元，合共被確定為 貴公司因向股東發行9,999股新股份而獲支付代價的視作成本。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23 TRADE AND OTHER PAYABLES

23 貿易及其他應付款項

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Trade payables (a)	貿易應付款項(a)	22,027	17,058
Notes payables (b)	應付票據(b)	17,350	14,800
Advance from customers	客戶墊款	6,138	2,136
Salaries and staff welfare payable	應付薪金及員工福利	3,328	3,519
Other tax payables	其他應付稅項	2,152	4,930
Accrued operating lease expenses	應計經營租賃開支	3,237	2,831
Withholding individual income tax in respect of dividends payment (Note 12)	有關派付股息之預扣股息 個人所得稅(附註12)	16,000	-
Other payables	其他應付款項	3,826	1,600
		74,058	46,874

The fair values of trade and other payables approximate to their carrying values.

貿易及其他應付款項的公平值與其賬面值相若。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23 TRADE AND OTHER PAYABLES (Continued)

- (a) The ageing analysis of trade payables based on invoice date were as follows:

Up to 3 months	最多三個月
3 to 6 months	三至六個月
6 to 12 months	六至十二個月
Over 12 months	超過十二個月

The credit period secured by the Group's suppliers ranges from 0 to 90 days.

- (b) The notes payable represented non-interest bearing bank acceptance notes with maturity dates within six months, and was secured by restricted cash (Note 18).
- (c) The carrying amounts of the Group's trade and other payables are denominated in the following currencies:

RMB	人民幣
HK dollar	港元

23 貿易及其他應付款項 (續)

- (a) 貿易應付款項基於發票日期的賬齡分析如下：

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
16,443	17,019
4,156	—
1,050	—
378	39
22,027	17,058

授予本集團供應商的信貸期介乎0至90天。

- (b) 應付票據指到期日為六個月內，並受限制現金作為抵押的不計息銀行承兌票據（附註18）。
- (c) 本集團的貿易及其他應付款項的賬面值乃以下列貨幣計值：

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
73,754	46,874
304	—
74,058	46,874

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24 BANK BORROWINGS

24 銀行借款

	2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Secured bank borrowing	97,035	83,804

有抵押銀行借款

The bank borrowings of the Group were secured by property, plant and equipment (Note 13), land use right (Note 14) and restricted cash (Note 18) as at 31 December 2015.

The weighted average effective interest rates during the year are as follows:

Bank borrowing	6.80%	7.36%
----------------	-------	-------

The carrying amounts of the Group's borrowings were approximated to their fair values as at 31 December 2015 as the interest rates of most of borrowings were variable and original term within one year.

The carrying amounts of bank borrowings are all denominated in RMB.

Year ended 31 December
截至十二月三十一日止年度

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
97,035	83,804

本集團銀行借款由於二零一五年十二月三十一日的物業、廠房及設備(附註13)、土地使用權(附註14)及受限制現金(附註18)抵押。

於年內的加權平均實際利率如下：

2015 二零一五年	2014 二零一四年
6.80%	7.36%

於二零一五年十二月三十一日，由於大部分借款為浮動利息借款且初始年期為一年，故本集團借款的賬面值與其公平值相若。

銀行借款賬面值均以人民幣計值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25 CASH GENERATED FROM OPERATIONS

25 經營所產生現金

(a) Reconciliation of profit before income tax to cash generated from operations

(a) 除所得稅前溢利與經營所產生現金的對賬

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Profit before income tax	除所得稅前溢利	45,433	54,611
Adjustments for:	就以下各項作出調整：		
Interest expense (Note 9)	利息開支 (附註9)	5,623	6,552
Depreciation of property, plant and equipment (Note 13)	物業、廠房及設備折舊 (附註13)	6,863	7,023
Amortisation of land use right (Note 14)	土地使用權攤銷 (附註14)	96	96
Amortisation of intangible assets	無形資產攤銷	9	4
Loss on disposal of property, plant and equipment – net	出售物業、廠房及設備的虧損淨額	5	167
Reversal of write-down of inventories (Note 7)	存貨撇減撥回 (附註7)	(341)	(75)
Provision for/(reversal of) impairment of trade and other receivables (Note 7)	貿易及其他應收款項減值撥備 / (撥回) (附註7)	300	(347)
Changes in working capital:	營運資金變動：		
(Increase)/Decrease in inventories	存貨(增加)/減少	(4,359)	13,870
Increase in trade and other receivables	貿易及其他應收款項增加	(60,644)	(24,327)
Increase in trade and other payables	貿易及其他應付款項增加	11,195	12,848
Cash generated from operations	經營產生現金	4,180	70,422

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25 CASH GENERATED FROM OPERATIONS (Continued)

(b) In the consolidated cash flow statements, proceeds from disposal of properties, plant and equipment comprise:

Net book amount (Note 13)
Loss on disposal of property,
plant and equipment (Note 6)

Proceeds from disposal

賬面淨值 (附註13)
出售物業、廠房及設備虧損
(附註6)

出售所得款項

25 經營所產生現金 (續)

(b) 於綜合現金流量表內，出售物業、廠房及設備的所得款項包括：

As at 31 December

於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
5	167
(5)	(167)
—	—

26 CONTINGENT LIABILITIES

As at 31 December 2015, the Group had no (2014: nil) significant contingent liabilities.

26 或然負債

於二零一五年十二月三十一日，本集團並無重大或然負債（二零一四年：無）。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27 OPERATING LEASE COMMITMENTS

The Group leases certain of its office premises under non-cancellable operating lease agreements. The Group had future aggregate minimum lease payments under non-cancellable operating leases as follows:

Not later than one year	不遲於一年
Later than one year and not later than five years	遲於一年但不遲於五年
Later than five years	遲於五年

27 經營租賃承擔

本集團根據不可撤銷的經營租賃協議租用若干辦公室物業。本集團在該等不可撤銷經營租賃下的未來最低租賃付款總額如下：

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
3,473	3,013
13,092	10,998
7,123	12,450
23,688	26,461

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28 RELATED PARTY TRANSACTIONS

The directors of the Company are of the view that the following companies and individuals were related parties that had transactions or balances with the Group during the year:

Name of the related party 關聯方姓名／名稱	Principal business activities 主要業務活動	Relationship with the Group 與本集團的關係
Ms. Hou Wei 侯薇女士		Controlling Shareholder 控股股東
Meizhou Xikang Construction Company Limited ("Meizhou Xikang") 梅州市禧康建築工程有限公司 〔「梅州禧康」〕	Architectural Engineering 建築工程	An entity is significantly influenced by a close member of the family of the controlling Shareholder 受到控股股東家族近親的重大影響的一家實體
Mr. Wen Jingfeng ("Mr. Wen") 溫敬鋒先生〔「溫先生」〕		Son of Ms. Deng Haiming, key management 鄧海鳴女士之子，為主要管理層
Meizhou Jiyi Realty 梅州集一實業		An entity is significantly influenced by a close member of the family of Ms. Deng Haiming, senior management 受到高級管理層鄧海鳴女士家族近親的重大影響的一家實體

28 關聯方交易

年內，本公司董事認為下列公司及個人為與本集團有交易或結餘的關聯方：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28 RELATED PARTY TRANSACTIONS (Continued)

28 關聯方交易 (續)

(a) Key management compensation

(a) 主要管理層的薪酬

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Wages, allowance and bonus	工資、津貼及花紅	1,225	664
Contributions to pension plans and others	退休金計劃供款及其他	119	41
		<u>1,344</u>	<u>705</u>

(b) Transactions with related parties

(b) 與關聯方的交易

The following transactions were carried out between the Group and related parties. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties.

本集團與關聯方已進行以下交易。本公司董事認為，關聯方交易乃於正常業務過程中按本集團與有關關聯方商定之條款進行。

		As at 31 December 於十二月三十一日	
		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
Sales to Meizhou Xikang	銷售於梅州禧康	1,514	4,704
Rental paid to Mr. Wen	向溫先生支付的租金	29	26

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28 RELATED PARTY TRANSACTIONS (Continued)

(c) Balances with related parties

Amounts due from Meizhou Xikang 應收梅州禧康款項

The balances due from a related party are denominated in RMB, unsecured, interest free and are repayable on demand.

No balance due from related companies is past due or impaired.

28 關聯方交易 (續)

(c) 與關聯方的結餘

As at 31 December
於十二月三十一日

2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元
724	21

應收一名關聯方結餘以人民幣計值，屬無抵押、免息及須按要求償還。

並無應收關聯公司結餘已逾期或減值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY 29 本公司的資產負債表及儲備變動

Balance sheet of the Company

本公司的資產負債表

	<i>Note</i>	As at 31 December 2015 於二零一五年 十二月三十一日 <i>RMB'000</i> 人民幣千元
ASSETS		
Non-current assets		
Investment in a subsidiary		154,299
		<u>154,299</u>
Current assets		
Amounts due from shareholders		359
Amounts due from subsidiaries		74,513
Cash and cash equivalents		10,972
Prepayments and other receivables		1,687
		<u>87,531</u>
Total assets		<u>241,830</u>
EQUITY		
Capital and reserves attributable to equity holders of the Company		
Share capital		29,484
Share premium		202,467
Other reserves	<i>a</i>	10,649
Retained earnings	<i>a</i>	<u>(1,027)</u>
Total equity		<u>241,573</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued) 29 本公司的資產負債表及儲備變動(續)

Balance sheet of the Company (Continued)

本公司的資產負債表(續)

		Note	As at 31 December 2015 於二零一五年 十二月三十一日 RMB'000 人民幣千元
		附註	
LIABILITIES	負債		
Current liabilities	流動負債		
Other payables	其他應付款項		257
Total liabilities	負債總額		257
Total equity and liabilities	權益及負債總額		241,830

The balance sheet of the Company was approved by the Board of Directors on 30 March 2016 and was signed on its behalf

本公司的資產負債表於二零一六年三月三十日獲董事會批准並經以下董事簽署

Hon Wei 侯薇
Director 董事

Liu Xianxiu 劉賢秀
Director 董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued) 29 本公司的資產負債表及儲備變動 (續)

Balance sheet of the Company (Continued)

本公司的資產負債表 (續)

(a) Reserve movement of the Company

(a) 本公司的儲備變動

		Other reserves 其他儲備 RMB'000 人民幣千元	Retained earnings 保留盈利 RMB'000 人民幣千元
Upon incorporation of the Company on 2 February 2015	本公司於二零一五年二月二日 註冊成立後	—	—
Loss for the year	年內虧損	—	(1,027)
Currency translation	匯兌	10,649	—
		<u>10,649</u>	<u>—</u>
At 31 December 2015	於二零一五年十二月三十一日	<u>10,649</u>	<u>(1,027)</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS

30 董事的利益及權益

(a) Directors' and chief executive's emoluments

The remuneration of each director and the chief executive officer of the Company is set out below:

For the year ended 31 December 2015:

(a) 董事及最高行政人員的薪酬

本公司各董事及最高行政人員的薪酬載列如下：

截至二零一五年十二月三十一日止年度：

		Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking 就擔任董事(無論本公司或其相關附屬公司)的人士的服務已付或應收的薪酬				
		Employer's contribution to a retirement benefit scheme 僱主對退休福利計劃作出的供款				Total
Name of Directors	董事姓名	Fees 袍金 RMB'000 人民幣千元	Salary 薪金 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Employer's contribution to a retirement benefit scheme 僱主對退休福利計劃作出的供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Executive Directors		執行董事				
	Ms. Hou Wei (i)	123	120	–	23	266
	Mr. Liu Xianxiu (ii)	31	80	–	15	126
		<u>154</u>	<u>200</u>	<u>–</u>	<u>38</u>	<u>392</u>
Non-executive Directors		非執行董事				
	Mr. Hou Bo (iii)	31	–	–	–	31
	Mr. Lam On Tai (iii)	31	–	–	–	31
		<u>62</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>62</u>
Independent non-executive Directors		獨立非執行董事				
	Mr. Ye Yihui (iv)	15	50	–	–	65
	Mr. Ho Hin Yip (iv)	31	–	–	–	31
	Mr. Hou Lianchang (iv)	15	–	–	–	15
		<u>61</u>	<u>50</u>	<u>–</u>	<u>–</u>	<u>111</u>

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (Continued) 30 董事的利益及權益 (續)

(a) Directors' and chief executive's emoluments (Continued)

(a) 董事及最高行政人員的薪酬 (續)

For the year ended 31 December 2014 (Restated):

截至二零一四年十二月三十一日止年度 (經重列) :

		Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking 就擔任董事 (無論本公司或其相關附屬公司) 的人士的服務已付或應收的薪酬				
		Employer's contribution to a retirement benefit scheme 僱主對退休福利計劃作出的供款				Total
Name of Directors	董事姓名	Fees 袍金 RMB'000 人民幣千元	Salary 薪金 RMB'000 人民幣千元	Discretionary bonuses 酌情花紅 RMB'000 人民幣千元	Employer's contribution to a retirement benefit scheme 僱主對退休福利計劃作出的供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Executive Directors		執行董事				
Ms. Hou Wei (i)	侯薇女士(i)	-	121	-	6	127
Mr. Liu Xianxiu (ii)	劉賢秀先生(ii)	-	73	-	6	79
		-	194	-	12	206
Non-executive Directors		非執行董事				
Mr. Hou Bo (iii)	侯波先生(iii)	-	-	-	-	-
Mr. Lam On Tai (iii)	林安泰先生(iii)	-	-	-	-	-
		-	-	-	-	-
Independent non-executive Directors		獨立非執行董事				
Mr. Ye Yihui (iv)	葉義輝先生(iv)	-	60	-	-	60
Mr. Ho Hin Yip (iv)	何衍業先生(iv)	-	-	-	-	-
Mr. Hou Lianchang (iv)	侯聯昌先生(iv)	-	-	-	-	-
		-	60	-	-	60

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' and chief executive's emoluments (Continued)

- (i) Appointed as director on 2 February 2015 and was re-designated as executive director on 5 June 2015. Ms. Hou Wei is also the chief executive officer.
- (ii) Appointed as executive director on 5 June 2015.
- (iii) Appointed as non-executive director on 5 June 2015.
- (iv) Appointed as independent non-executive director on 6 October 2015.

(b) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

30 董事的利益及權益 (續)

(a) 董事及最高行政人員的薪酬 (續)

- (i) 於二零一五年二月二日獲委任為董事並於二零一五年六月五日調任為執行董事。侯薇女士亦為行政總裁。
- (ii) 於二零一五年六月五日獲委任為執行董事。
- (iii) 於二零一五年六月五日獲委任為非執行董事。
- (iv) 於二零一五年十月六日獲委任為獨立非執行董事。

(b) 董事於交易、安排或合約之重大權益

本公司概無於年末或於年內任何時間訂立任何與本集團業務有關及本公司董事直接或間接擁有重大權益的重大交易、安排及合約。

FOUR FISCAL YEARS FINANCIAL SUMMARY

四個財政年度之財務概要

RESULTS

業績

For the year ended 31 December

截至十二月三十一日止年度

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Revenue	收益	<u>348,668</u>	<u>333,818</u>	<u>286,463</u>	<u>253,460</u>
Profit before income tax	除所得稅前溢利	<u>45,433</u>	<u>54,611</u>	<u>45,819</u>	<u>38,343</u>
Income tax expenses	所得稅開支	<u>(14,162)</u>	<u>(12,607)</u>	<u>(11,650)</u>	<u>(9,806)</u>
Profit for the year	年內溢利	<u>31,271</u>	<u>42,004</u>	<u>34,169</u>	<u>28,537</u>
Total comprehensive income attributable to equity holders of the Company	本公司權益持有人應佔全面收入總額	<u>32,194</u>	<u>42,004</u>	<u>34,169</u>	<u>28,537</u>

ASSETS AND LIABILITIES

資產及負債

At 31 December

於十二月三十一日

		2015 二零一五年 RMB'000 人民幣千元	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
Total assets	總資產	<u>437,011</u>	<u>308,383</u>	<u>278,721</u>	<u>217,800</u>
Total liabilities	總負債	<u>176,811</u>	<u>133,213</u>	<u>124,355</u>	<u>96,803</u>
Total equity	總權益	<u>260,200</u>	<u>175,170</u>	<u>154,366</u>	<u>120,997</u>



JIYI HOUSEHOLD INTERNATIONAL HOLDINGS LIMITED

集一家居國際控股有限公司