



SPRINGLAND

華地國際控股有限公司
Springland International Holdings Limited

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立的有限公司

Stock Code 股份代號：1700

Annual Report

2016

年報

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CORPORATE PROFILE

公 司 簡 介

CORPORATE PROFILE

公司簡介

Springland International Holdings Limited (the “Company” or “Springland”) was listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in October 2010 under stock code 1700.

The Company and its subsidiaries (“the Group”) engage in the operation and management of department stores and shopping malls as well as supermarkets in PRC and is a geographically focused and dual-format retail chain operator in the Greater Yangtze River Delta. The business on department store and supermarket benefits each other complementary. This dual-format retail business caters for a diversity of client-tail in order to well serve the customers need and preferences from daily necessities to valuable goods and accessories. The retail business model generates diversified revenue sources while lowering the operational risks, creating synergies between department store and supermarket divisions and enjoying greater economic of sales.

The prime locations of the stores occupied are absolute advantage of the success of the Group’s retail business. Most of the shopping malls, department stores and city center supermarkets are located in self-owned properties which situated in prime retail space and shopping districts of the cities with high population density. The community center supermarkets are located in encircling communities with dense population and convenient logistics. The Group obtains a maximum exposure and direct access to customers’ attention.

As at 31 December 2016, the Group operates and manages 70 stores, included 19 department stores and comprehensive lifestyle shopping malls and 51 supermarkets, in Jiangsu Province, Anhui Province and Zhenjiang Province with a total gross floor area of approximately 1,413,000 square meters. Excluding the gross floor areas of the managed Gaochun Yaohan store, the Group’s department stores and comprehensive lifestyle shopping malls and supermarkets are sited in self-owned properties reached 92% and 37% of the total gross floor areas respectively.

華地國際控股有限公司（「本公司」或「華地」）於2010年10月在香港聯合交易所有限公司上市（「聯交所」），股份代號1700。

本公司及其附屬公司（「本集團」）於中國經營及管理百貨店、購物中心和超市並以泛長江三角洲地區為重心的雙模式零售連鎖運營商。我們的百貨及超市業務相輔相成。雙模式零售業務迎合廣泛層面的客戶，並從日用品至昂貴商品滿足他們的需求及偏愛。本集團的零售業務模式締造多樣化的收入來源的同時降低了經營的風險，使得百貨業務及超市業務形成合力及獲益於更廣泛的規模效應。

店舖佔據的黃金地段成為本集團零售業務成功的絕對優勢。本集團大部份的購物中心、百貨店及城市中心超市均位於市內人口密度高購物旺區的自有物業。社區中心超市位於人口密集、物流便捷的社區中心。

在2016年12月31日，本集團於江蘇省、安徽省和浙江省共營運70間店包括百貨或全面生活購物中心19間和超市51間，共總建築面積141.3萬平方米。本集團百貨或全面生活購物中心及超市自置物業佔總建築面積百分比分別為92%和37%，建築面積不計算高淳八百伴管理店。

CORPORATE PROFILE

公司簡介

RETAIL NETWORK

零售網絡

		Gross Floor [^] Areas 建築面積 [^] ('000 sq. m.) (千平方米)	Commencement date of operation 開業日	Property ownership 物業所有權	
Department Store or Shopping Mall					
百貨或購物中心					
Jiangsu Province					
江蘇省					
1	Yixing Springland	宜興華地	29	12/1994	Primarily owned 主要自有
2	Liyang Yaohan	溧陽八佰伴	27	09/2003	Primarily owned 主要自有
3	Danyang Yaohan	丹陽八佰伴	58	09/2004	Owned 自有
4	Yixing (Hexin Branch)	宜興和信	30	11/2004	Owned 自有
5	Changshu Yaohan	常熟八佰伴	27	12/2004	Lease 租用
6	Jiangyin Springland	江陰華地	38	09/2005	Owned 自有
7	Wuxi Yaohan*	無錫八佰伴*	76	07/2006	Owned 自有
8	Nantong Yaohan*	南通八佰伴*	58	11/2009	Owned 自有
9	Zhenjiang Yaohan	鎮江八佰伴	86	01/2010	Owned 自有
10	Changzhou Yaohan	常州八佰伴	32	04/2011	Lease 租用
11	Jintan Yaohan	金壇八佰伴	25	12/2011	Owned 自有
12	Zhenjiang Commercial Building*	鎮江商業城*	45	12/2011	Owned 自有
13	Yangzhou Wanjiayu	揚州萬家福	25	12/2012	Owned 自有
14	Yixing Yaohan Lifestyle Shopping Mall	宜興八佰伴生活廣場			
15	Gaochun Yaohan	高淳八佰伴	135	11/2015	Owned 自有
			39	01/2016	Managed 管理
Anhui Province					
安徽省					
1	Ma'anshan Yaohan	馬鞍山八佰伴	36	11/2009	Owned 自有
2	Xuancheng Yaohan	宣城八佰伴	35	12/2012	Owned 自有
3	Anqing Yaohan Lifestyle Shopping Mall	安慶八佰伴生活廣場			
			55	12/2016	Owned 自有
Zhejiang Province					
浙江省					
1	Changxing Yaohan	長興八佰伴	36	08/2012	Owned 自有
2	Jiaxing Yaohan Lifestyle Shopping Mall	嘉興八佰伴生活廣場			
			119	01/2016	Owned 自有
			1,011		
Supermarket by region					
分區域超市					
				No. of stores	店舖數目
Changzhou & Liyang		常州及溧陽	59		5
Jiangyin		江陰	77		8
Zhenjiang & Danyang		鎮江及丹陽	54		8
Yixing		宜興	80		7
Wuxi		無錫	65		13
Jiaxing		嘉興	14		2
Others		其他	92		8
			441		51

* Commencement date includes date of acquisition of the department store
開業日包括百貨店之收購日

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

FINANCIAL HIGHLIGHTS

財務摘要

TOTAL SALES PROCEEDS – GROUP (RMB MILLION)

銷售所得款項總額－集團（人民幣：百萬元）



1.8%

TOTAL SALES PROCEEDS – DEPARTMENT STORE DIVISION (RMB MILLION)

銷售所得款項總額－百貨業務（人民幣：百萬元）



1.7%

TOTAL SALES PROCEEDS – SUPERMARKET DIVISION (RMB MILLION)

銷售所得款項總額－超市業務（人民幣：百萬元）



2.2%

OPERATING PROFIT (RMB MILLION)

經營溢利（人民幣：百萬元）



-12.8%

PROFIT ATTRIBUTABLE TO OWNERS OF THE PARENT (RMB MILLION)

母公司擁有人應佔溢利（人民幣：百萬元）



-32.3%

EARNINGS PER SHARE (in RMB: (cents))

每股盈利（人民幣：分）



-30.8%



STATEMENT FROM THE CHAIRMAN

主 席 報 告 書

STATEMENT FROM THE CHAIRMAN

主席報告書

The sluggish and complex global economy was the result of several international Black Swan events in 2016. It was against such background that the Chinese economy maintained a GDP growth of 6.5% with the support of a variety of consumption stimulus, including the government-led supply-side reform, Two-child policy and favourable policies for consumer finance.

Nevertheless, given the rising operating costs, changing supply and demand structure in consumption, rapid development of online retail and exponential growth of similar businesses along with other factors, the development of physical retail remained stagnant, hence the constant efforts in self-remaking and iterative studies in search of new possibilities for growth.

Regardless of the challenging business environment, the Group managed to achieve the business target set at the beginning of 2016. The total sales proceeds of the Group went slightly up by 1.8% to RMB10,889 million as compared with 2015, while the consolidated profit attributable to equity holders of the parent amounted to approximately RMB325 million, down by 32.3% as compared with 2015. The basic earnings per share was RMB14 cents. In light of the financial performance of the Group, the boards of Directors of the Company (“the Board”) proposes a final dividend of HK\$5 cents per share for the year ended 31 December 2016.

STRATEGIES

Both consumption demand and market competition underwent drastic changes in the new retail industry, where physical retail faced competitions online and offline while increasingly sophisticate consumers shifted towards reasonable spending and personalized goods. In response, Springland adhered to the demand-driven strategy in accelerating its return to commercial retail, so as to create value for customers and enhance its business efficiency.

The department store business integrated hardware adjustment and software upgrade. On the one hand, it renovated physical stores by incorporating visual, touch and motion elements as it speeded up brand replacement and structural adjustment in product mix through introduction of catering, entertainment and leisure services to optimize shopping experience. On the other hand, it quickened store transformation with intelligent

二零一六年，國際社會多個「黑天鵝事件」，導致了全球經濟蕭條而複雜的局勢。在此環境下，依靠以政府為主導的供給側改革及開放二胎、鼓勵消費金融等消費端措施，中國經濟維持了6.5%的GDP增速。

但受經營成本不斷上漲、消費需求結構調整、網路零售快速發展、同類商業體爆炸式發展等諸多因素影響，實體零售發展依然處於困頓期，並在不斷的自我革新、自我反覆運算中尋找發展的新可能。

在艱難的經營環境下，經團隊努力，集團基本實現年初既定經營目標。2016年度，集團全年銷售所得款項總額為人民幣10,889百萬元，較上年度略增長1.8%，母公司權益持有人應佔綜合溢利約為325百萬元，較去年下降32.3%，每股基本盈利為人民幣14分。鑒於本集團的財務表現，本公司董事會（「董事會」）建議派發截至2016年12月31日止年度的末期股息每股港幣5仙。

策略

在新零售環境下，消費需求和市場競爭都發生巨大改變，實體零售面臨線上線下雙線競爭，消費者也日益成熟，追求理性消費與個性消費。順應變化，華地堅持以消費需求為導向，加快向商業零售本質回歸，力求為顧客創造價值，為企業提升效益。

百貨業務將硬體調整與軟體升級相結合，一方面，從視覺，觸覺，動感入手，對門店進行出新，加快品牌替換與結構性調整組合，積極引入餐飲，娛樂，休閒等業種，給消費者帶來更好的逛店體驗；另一方面，加快對門店的數位化智慧改造，實現支付方式，資訊對接，移動互聯，客流監控，停車系統等多個方向的智慧化升級。並應用各種新媒體進

STATEMENT FROM THE CHAIRMAN

主席報告書

facilities and implemented intelligent upgrade in payment method, data connection, mobile connectivity, customer monitoring and parking system. It also adopted a variety of new digital media in marketing, which built close member communities in different dimensions for enhancing customer loyalty.

Community supermarkets with Datonghua features remained the development focus of the supermarket business. Regarding the current retail industry, it is every retailer's target to provide services to consumers in proximity. The Group repeatedly tested and gradually optimized the community supermarket model while achieved economies of scale by increasing store density. In 2016, it newly opened 14 supermarkets, mainly community store, establishing presence in four cities namely Jiaxing, Tongzhou, Anqing and Gaochun.

The Group also carried out the reform of supermarket business with emphasis on products and logistics. During the year, it expanded and deepened the product mix as a result of the enhancement and expansion of its agriculture production base, commencement of construction of the food processing center and introduced a wide range of imported products. Furthermore, the Group co-operated with professional e-commerce company and launched WeChat membership card system, being the start of online consumption channel development.

During the period under review, the Group actively achieved upstream expansion of value chain and supply chain as well. It combined the trial operation of juice bars, catering with special features, maternal and child stores and lifestyle home products shops with stores of the Group to create synergy, it also enriched the product offering and distinguished itself by acquiring long-term exclusive distribution rights of high quality products within and outside of the country through agency and equity investment.

Our commitment to innovation reflected in our organisation structure and management culture. The Group streamlined the management by daringly delegating authority to business departments and stores while integrating the platform resources from front and back offices, thereby offering strong support and protection to the Company. We also focused more on staff development and happiness to incentivise their growth with us.

行行銷，建立不同維度的緊密型會員社群，增加了會員的黏合度。

超市業務的拓展重心依然是「大統華」特色的社區生活超市。現有零售環境下，服務臨近社區消費者已成為零售商爭奪的要點。集團反覆運算與逐步完善社區生活超市模型，並通過密集布點形成規模優勢，2016年以社區超市為主，新開門店14家，版圖新增嘉興、通州、安慶、高淳4個城市。

商品與物流同樣成為超市業務的變革重心。年內，自有生鮮基地實現改良與擴容，食品加工中心進入興建進程，加之代理引進的多種海外商品，超市商品深度與寬度得以拓展。而與專業第三方電商平台合作和開通會員微信平台，可視作拓展線上消費管道的開端。

回顧期內，集團還積極將價值鏈與供應鏈向上游延伸。一方面，試點果汁吧、特色餐飲、母嬰店、小百貨集成店等模式，結合華地門店產生協同效應；另一方面，通過代理、股本投資等模式，尋求國內外優質商品的長期獨有銷售權，豐富門店商品品類，逐步形成門店差異化的經營面貌。

創新，同樣體現在華地的組織結構和管理文化上，華地大膽對事業部和門店進行了授權和賦能，簡化了管理層級，並整合了前後端的平台資源，進行了強有力的支撐和保障，我們也更為重視員工的成長和幸福，以激勵員工與企業共同成長。

STATEMENT FROM THE CHAIRMAN

主席報告書

PROSPECTS

Looking ahead, the consumer market is not expected to offset the economic shortfall from the slowdown in the manufacturing industry and export market. At the same time, the combined effect of Brexit, Donald Trump being President of the United States and rise in anti-establishment sentiment in Europe, along with increasing economic and political unpredictability, will cast uncertainties over future.

Opportunities coexist with challenges. China's emerging middle class, increasing spending power and more specific consumption demands present valuable business opportunities to retailers. The "Opinion on Promoting Innovation and Transformation of Physical Retail" promulgated by the General Office of the State Council of the PRC government on November 2016 signals the government's strong support to the physical retail industry through a number of measures. Under such context, an enterprise which can transform and upgrade successfully and provide real customer-centred lifestyle solutions will become the survivor and winner in the ever-changing retail market.

This will not be an easy task, but where there is a will, there is a way. With the aim of becoming the most professional retailer in China, the Group will focus on store renovation, business model upgrade, supply chain optimisation and service enhancement. As it continues to optimise basic management, the department store business will develop a model comprising three major products, which are modern department stores, shopping centers and commercial properties. Meanwhile, through active expansion of business, operational efficiency enhancement and product mix diversification, the supermarket business will achieve its goal of building an excellent retail platform for the Yangtze River Delta in five years or less, thereby maximising shareholders' return.

On behalf of the Board, I would like to thank all the shareholders, customers and partners for their immense confidence and support to the Group. My gratitude also goes to the management and all staff members for their efforts and contribution.

Chen Jianqiang
Chairman

16 March 2017

未來展望

展望未來，消費市場未能填補製造業及出口市場放緩而造成的經濟缺口。與此同時，在英國脫歐、特朗普當選美國總統、歐洲反建制主義情緒抬頭的綜合作用下，經濟政治的不確定氣氛日益積聚，未來發展面臨諸多不明朗因素。

但挑戰與機遇並存，中國新中產階級增多、消費能力提升、以及消費者更為積極清晰的需求為當前的零售人提供了寶貴的商機。中國政府在2016年11月發佈的《國務院辦公廳關於推動實體零售創新轉型的意見》，可視作政府力挺實體零售，並提供多項支援的信號。在此形勢下，能承擔轉型升級使命，真正以顧客為中心並提供生活解決方案的企業，將成為這個不斷演變的零售市場中的生存者與勝利者。

路雖遠行則將至，事雖難做則必成。華地將以成為國內最專業的零售企業為目標，關注門店改造、業態升級、供應鏈優化及服務提升。百貨業務在持續完善基礎管理的基礎上，打造現代百貨、購物中心和商業物業三大產品模型，超市業務積極擴張規模的同時，提高營運效益，強化商品種類，用五年或更短的時間打造長三角高品質零售平台，力求為股東謀求最佳彙報。

本人謹代表董事會感謝各股東、顧客及合作夥伴對本集團投以無限信心及支持，並對管理層及全體員工的努力及貢獻深表謝意。

陳建強
主席

2017年3月16日



MANAGEMENT DISCUSSION
AND ANALYSIS

管 理 層 討 論 及 分 析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATIONS REVIEW

Reshape department store positioning to create new consumer experiences

With the increasing consumption demands, consumers more concerned about product's brand, quality and service provided. In order to meet such demand, the Group practised the capitalized approach "One store, One strategy" for store management and continued to modify the positioning of department stores that fit the local market. This approach maintained the Group's retail edge by increasing experiential consumption and making advantages of department store and shopping mall in the commercial complex. The stores have their own operating characteristics and organize in-depth experiential marketing campaigns which based on the customers preference, including holding exhibitions and culture activities.

The department store business actively responded to consumer needs and continued to optimize in-store merchandise mix and "new elements" were enriched. New elements have the characteristics of lifestyle concept, shopping mall style, cost-effective and youth. They cover the current consumption hot spots, including fast fashion, accessories, beauty and personal care as well as lifestyle home products, which meet the demand from new consumption generation.

Expand experiential business such as food and beverage

During the period under review, the Group continued to add in-store recreational facilities such as food and beverage, children's education and fitness center. The Group introduced self-developed food and beverage brands and private labels for Maternal and Child stores and lifestyle home products shops to provide differential products.

Enrich product supply & optimize product portfolio

Retail is to sell merchandise to customers. Therefore, we provided products with competitive prices and good quality which meet the customer's demands on health and safety. Supermarket division continuous improved the competitiveness of products by investing in self-own agriculture production base and food processing facilities as well as importing high quality imported products.

營運概覽

重塑百貨門店經營發展定位 創造新消費體驗

伴隨日益升級的消費需求，消費者更加關注品牌、品質和服務，這也促使集團著力於提升消費品的品質與標準，滿足消費升級需求。對於百貨門店，本集團制定「一店一案」的經營策略，持續將店鋪調改成最適合於該城市的市場定位。力求在保留華地特有的百貨零售優勢的前提下，增加購物中心體驗式消費，打造具備百貨和購物中心雙優勢的商業綜合體。為此，門店結合自身環境，拓展了體驗式消費的深度，根據客戶的偏好進行了個性化的設計，將展示活動甚至城市文化活動作為空間組織的新亮點。

百貨業態還加快推進以品牌更新和替換為主的調改，補強和豐富「新元素」。新元素具備有生活化、購物中心化、高性價比、年輕化的特徵，涵蓋快時尚服飾、配飾護理、生活集成等當下消費寵兒，更容易吸引新新類人的消費需求。

增加餐飲 體驗業態

在業態創新方面，本集團於回顧期內持續增加店內餐飲、兒童教育及健身中心等消費項目。本集團推出了自創的食品、飲料品牌和自創母嬰店和雜項用品店以提供差異化產品。

豐富產品供應 優化商品組合

零售的基礎，在於銷售商品。我們提供更為優質優價的商品，針對消費者安全、健康的消費需求，超市業態通過自有生鮮基地、食品加工的建設、積極引進境外優質商品等措施，不斷提高產品的競爭力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the period under review, soil fertility, crop rotation and reformed the mode of production gradually improved the planting efficiency of vegetable farm. We also set up cooperative agricultural model, which including construct rice cultivation base and purchase from vegetable economic organizations (planting cooperative and buyer, etc), to meet the Group's demand around the year.

The fresh and cold chain logistic processing center with areas of over 90 acres and construction area of 48,000 square meters passed the environmental review by the end of 2016. The processing center will transform raw food ingredients and other agricultural products to produce marketable food products including split meat, prepared food, cooked food, pastry, packed vegetable, etc. In addition, sales of imported products demonstrated a high growth potential which was similar with the market trend. In 2016, the proportion of imported products accounted for 4.6% with a year-on-year growth of 21%.

MARKETING STRATEGIES

Upgrade information system & improve management efficiency

The new CRM system will analyze large amount of member data and provide information on customer's personal attributes, user's active attributes and product brand and transaction attributes. An accurate analysis on consumer's behaviour will support effective marketing approach. The system delivers the correct incentive for the right identified consumer and promoted store visiting frequency and stock turn rate. Portable terminals and printers, which optimize the process and improve efficiency, supported the selling of fresh food anywhere in the store. Price control by using electronic scale allows automatic price synchronization which improved the efficiency of price change and flexible price adjustment. The introduction of mobile payments makes shopping more convenient and being a way to collect data.

在回顧期內，蔬菜基地通過土壤改良、差異化品項推廣及生產模式變革，逐步提高種植效率；我們並採用合作農業模式，建設大米種植基地，並與成熟的蔬菜經濟組織合作（種植合作社、蔬菜經紀人等），滿足本集團長年農產品供應。

佔地90餘畝，建築面積4.8萬平方米的生鮮冷鏈物流加工中心項目已於2016年底通過環境評審。建成後的加工中心，將實現果蔬肉類等農產品分揀配送，分割肉、調理食品、熟食、麵點、盒配菜等加工。此外進口商品與市場消費趨勢一致，表現出較高的成長力，2016年進口消費比重達4.6%，同比增長21%。

市場推廣策略

資訊系統升級 提升管理效率

全新CRM系統助力於會員大資料分析與精準行銷，可收集並參考顧客的個人屬性、活躍屬性、品牌屬性及交易屬性等真實資料，準確地分析消費者行為，從而做到訊息的精準推送，促進會員到店的頻次及成交率；手持終端和可携式藍牙印表機實現生鮮商品現場列印操作，優化流程，提升效率；電子秤價格管控：實現三位一體的自動價格同步，靈活的臨時變價手段，提高門店變價效率；多項移動支付的採用，便捷了顧客，更為後期資料收集奠定基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Full range of marketing practices to meet customer scenario of consumption

Marketing campaigns are important mean to drive sales in the retail industry. In the year, the Group strengthens the marketing efforts of the headquarters, deploys O2O all-channel marketing and encourages cross-industry collaboration. Department store will be added shopping mall elements and created with “interactive scene experience”, “interactive entertainment”, “integration of digital media”, “cross-industry service experience”. At the same time, we actively integrate brand, alliance unit, media and social resources, cooperation in the region, co-organised cyber game competition and singing contest with TV channels, co-operated with school to held graduation ceremony in the mall, co-operated events with banks. All strengthen competitiveness of our stores and attract more customers.

Embrace internet & increase interactive experience

Under the new retail era, companies make use of effective online resources which bring sales and reputation to the business. Jiangxing Yaohan being our first department store introduces WeChat service number that enhances member touchpoints experience and accelerates creation of multichannel interactive digital media system. The Group’s unique theme of marketing was widely use of social networks such as the combined of WeChat push advertisement and spread of content through social networks. Large promotional activities on Women Day, Brand Day and Store Anniversary become the city’s annual festival for economy on spending. Supermarket business co-operates with professional e-commerce company and launches WeChat membership card system. We expands online consumption channel through new digital media and mobile payments.

Free WIFI and mobile payment are available in all our stores. Most of the marketing and interaction with customers are now being done through social media networks to gain customer’s loyalty. Also, the Group will continues to develop its social networks relationship management as well as membership system and construct our own “big data” database to improve business intelligence system.

全方位行銷實踐 迎接顧客場景化的消費方式

市場推廣活動是零售行業提升銷售的重要手段，年內本集團加強總部的統籌力度，實現O2O全渠道營銷及促進與異業進行跨界合作。百貨以「類購物中心」為藍本，打造並力推「互動式場景體驗」、「娛樂互動」、「媒體資源整合」、「跨界服務體驗」等。同時，我們積極尋求並整合品牌、聯盟單位、媒體及社會資源和合作，與電視台合作電子競技大賽、歌神競賽，與學校合作舉辦商場內的畢業典禮、與銀行合作互動，形成門店整合地區資源的成熟機制，最大化提升商場聚客力。

擁抱互聯網 增加互動體驗

新零售時代下，擁抱互聯網，有效發揮線上資源作用，也將對企業的銷量與口碑形成良好的推動。以嘉興店為首，百貨門店開始使用微信服務號，這將提升會員顧客的觸點體驗，加快構建會員顧客多管道互動傳播體系。而社交媒體行銷的廣泛應用，持續豐富著集團獨有的商品行銷主題節日的內涵，利用微信推送與朋友圈傳播相結合，三八節、品牌日和店慶日等大型促銷活動已成為所在城市消費經濟的年度盛典。超市業務與專業第三方電商平台合作並開通會員微信平台，通過新媒體和移動支付拓展線上消費管道。

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

NETWORK EXPANSION

In January 2016, the Group introduced the second comprehensive lifestyle shopping mall in Jiaxing City, Zhejiang Province. Jiaxing Yaohan Lifestyle Shopping Mall is located at the core business areas in Jiaxing with a total gross floor area of approximately 166,000 square meters. In December 2016, launching of phase II of Danyang store marked by the completion of upgrading on Danyang Yaohan store. The enlarged mall has a total gross floor area of approximately 90,000 square meters and with integrated fashion shopping, catering, entertainment, leisure and culture activities and bringing an innovative lifestyle shopping and entertainment experience to customers. Anqing Yaohan Lifestyle Shopping Mall, being the Group's third stores in Anhui Province commenced operation in the same month. The mall has a total gross floor area of approximately 90,000 square meters and has introduced various features and fashionable brands for shopping, catering, entertainment and culture activities along with a comprehensive range of business forms. The Group carried through its "1+N" expansion strategy in supermarket business to expand its foothold by opening 14 supermarkets, mainly community store, which are located along existing logistic routes.

As at 31 December 2016, the Group operated 19 department stores and comprehensive lifestyle shopping malls and manage one department store, with gross floor areas of 972,000 square meters and 39,000 square meters respectively. The Group operated gross floor areas increased 21.5% from 806,000 square meters in 31 December 2015. The Group also operated 51 supermarkets, with gross floor area of 441,000 square meters (2015: 373,000 square meters), representing an increase of 18.3% from 2015.

網絡擴展

2016年1月，本集團在浙江省嘉興市推出第二個全面生活購物中心。嘉興八佰伴生活廣場位於嘉興的核心商務區，總建築面積約16.6萬平方米。2016年12月，丹陽店二期工程完成，這標誌著丹陽八佰伴店升級改造完成，擴建後總建築面積達9萬平方米。該購物中心集時尚購物，餐飲，娛樂，休閒和文化活動於一體，為當地帶來時尚新穎的全生活消費和娛樂體驗。同月，本集團位於安徽省的第三家店安慶八佰伴生活廣場開業，其總建築面積約9萬平方米，引入多個特色和時尚商品品牌，集時尚購物，餐飲，娛樂，休閒和文化活動於一體的綜合業態。年內，本集團繼續貫徹「1+N」的超市擴充策略，以社區超市為主，新開了十四間位於現有物流路線沿線的超市。

截至2016年12月31日，本集團經營19間百貨及生活購物中心及管理一間百貨公司，建築面積分別為97.2萬平方米和3.9萬平方米，本集團經營面積較2015年12月31日的80.6萬平方米增長21.5%。本集團經營51間超市建築面積44.1萬平方米（2015年：37.3萬平方米），較2015年同期增加18.3%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL RESULTS

The Group's TSP were RMB10,889 million for the year ended 31 December 2016. Profit for the year was RMB322 million. The Directors of the Company recommended the payment of a final dividend for the year ended 31 December 2016 of HK\$5 cents per share (2015: HK\$7 cents per share).

財務業績

截至2016年12月31日止年度，本集團的銷售所得款項總額為人民幣10,889百萬元，年度溢利為人民幣322百萬元。本公司董事建議就截至2016年12月31日止年度派付每股末期股息港幣5仙（2015年：每股港幣7仙）。

		Year ended 31 December 截至12月31日止年度		
		2016 二零一六年 (RMB million) (人民幣百萬元)	2015 二零一五年	Charge 變動
Total sales proceeds ("TSP") ¹	銷售所得款項總額 ¹	10,889	10,696	1.8%
<i>Department store</i>	百貨店	8,041	7,907	1.7%
<i>Supermarket</i>	超市	2,848	2,789	2.2%
Revenue	收入	4,193	4,168	0.6%
Operating profit ²	經營溢利 ²	687	788	-12.8%
Profit for the year	年度溢利	322	490	-34.2%
Earnings per share (RMB: cents)	每股溢利(人民幣：分)	14	20	-30.8%
<i>Calculated in term of TSP:</i>		<i>以銷售所得款項總額計算：</i>		
Operating margin ³	經營溢利率 ³			
– <i>department store</i>	– 百貨店	7.5%	8.6%	
– <i>supermarket</i>	– 超市	3.0%	4.0%	
Net profit margin ⁴	淨溢利率 ⁴	3.0%	4.6%	

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

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

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

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Revenue & TSP

收入和銷售所得款項總額

	Year ended 31 December 2016 截至2016年12月31日止年度			Year ended 31 December 2015 截至2015年12月31日止年度		
	Department store division 百貨業務	Supermarket division 超市業務	Total 合計 (RMB million) (人民幣百萬元)	Department store division 百貨業務	Supermarket division 超市業務	Total 合計
Revenue	收入					
Direct sales	323	2,466	2,789	309	2,446	2,755
Commission income from concessionaire sales	1,188	47	1,235	1,234	44	1,278
Rental income	108	59	167	81	53	134
Provision of food and beverage services	2	-	2	-	1	1
Total	1,621	2,572	4,193	1,624	2,544	4,168
TSP	銷售所得款項總額					
Direct sales	323	2,466	2,789	309	2,446	2,755
Gross revenue of concessionaire sales	7,610	323	7,933	7,517	290	7,807
Rental income	108	59	167	81	53	134
Total	8,041	2,848	10,889	7,907	2,789	10,696
Same store sales change	同店銷售變化					
	-5.8%	-8.7%		-5.1%	-4.1%	

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Department store division:

TSP from the department store division increased to RMB8,041 million (2015: RMB7,907 million), however same store sales dropped by approximately 5.8%. Direct sales as a percentage of TSP from the department store division was 4.0% (2015: 3.9%) while gross revenue of concessionaire sales as a percentage of TSP from the department store division was 94.7% (2015: 95.1%) in the year ended 31 December 2016.

TSP by five largest stores

Due to the increase in TSP contributions from younger stores and keen market competition, the five largest stores aggregate contribution to TSP decreased from 58.3% of last year to 54.3% of 2016.

Top 5 largest department stores by TSP:

		2016 二零一六年		2015 二零一五年	
		TSP 銷售所得 款項總額 (RMB million) (人民幣百萬元)	TSP Contribution 銷售所得 款項總額 貢獻率	TSP 銷售所得 款項總額 (RMB million) (人民幣百萬元)	TSP Contribution 銷售所得 款項總額 貢獻率
Wuxi Yaohan	無錫八佰伴	1,299	16.2%	1,351	17.1%
Zhenjiang Yaohan	鎮江八佰伴	1,026	12.8%	1,108	14.0%
Jiangyin Springland	江陰華地	942	11.7%	916	11.6%
Yixing Springland	宜興華地	566	7.0%	656	8.3%
Nantong Yaohan	南通八佰伴	531	6.6%	576	7.3%
Others	其他	3,677	45.7%	3,300	41.7%
		8,041	100%	7,907	100%

百貨業務：

百貨業務銷售所得款項總額增加至人民幣8,041百萬元（2015年：人民幣7,907百萬元），同店銷售減少5.8%。2016年12月31日止年度內，直接銷售對百貨業務銷售所得款項總額的貢獻為4.0%（2015年：3.9%），特許專營銷售對百貨業務銷售所得款項總額的貢獻為94.7%（2015年：95.1%）。

前五大店對銷售所得款項總額的貢獻

由於相對年輕的店貢獻逐年增加及市場競爭的影響，前五大百貨店對百貨業務銷售所得款項總額的累計貢獻從去年的58.3%降至2016年的54.3%。

前五大百貨店銷售所得款項總額：

MANAGEMENT DISCUSSION AND ANALYSIS

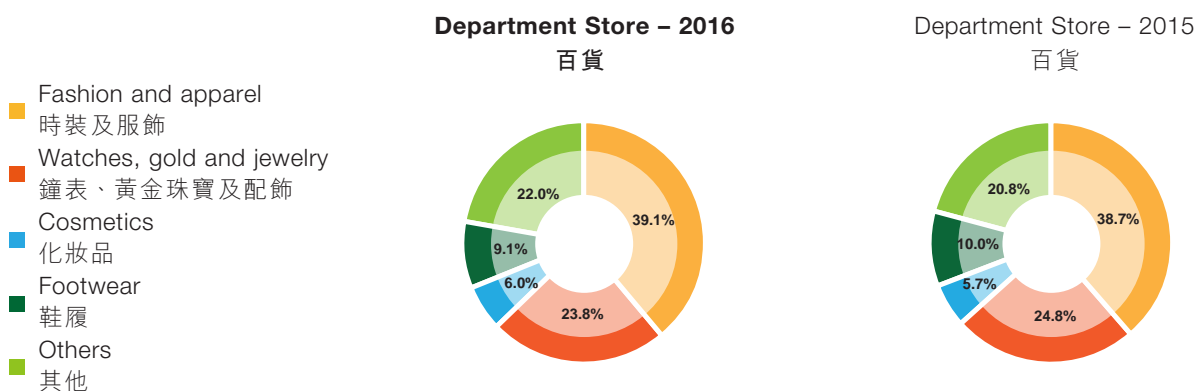
管理層討論及分析

TSP by merchandise categories

In 2016, fashion and apparel accounted for approximately 39.1% (2015: 38.7%); merchandise related to cosmetics accounted for approximately 6.0% (2015: 5.7%); watches, gold and jewelry accounted for approximately 23.8% (2015: 24.8%); footwear accounted for approximately 9.1% (2015: 10.0%) and the remaining categories including athletic apparel and casual wear, children's and home furnishing, household and electronic appliances, rental income and others accounted for the remaining 22.0% (2015: 20.8%) of TSP of the department stores division. The proportion of sales proceeds of department stores from various merchandise categories are presented in the below charts.

按商品品類佔銷售所得款項總額百分比

2016年，時裝及服飾佔銷售所得款項總額約為39.1%（2015年：38.7%）；化妝品佔約6.0%（2015年：5.7%）、鐘錶、黃金珠寶及配飾佔約23.8%（2015年：24.8%）；鞋履佔約9.1%（2015年：10.0%）；其餘商品類別（包括運動服裝及休閒服、童裝及家居用品、傢俱及電子用品、租金收入及其他）佔約餘下的22.0%（2015年：20.8%）。按商品品類劃分其佔百貨業務銷售所得款項總額的比例如下圖所示。



Commission rate from concessionaire sales and comprehensive gross margin⁵

In 2016, the commission rate from concessionaire sales was 15.6%, representing a drop of 0.8 percentage point from 16.4% in 2015. The Comprehensive Gross Margin of department store division was 21.1% which is same as that of 2015.

特許專營銷售佣金率及綜合毛利率⁵

於2016年，百貨特許專營銷售佣金率為15.6%，與2015年16.4%相比下降0.8個百分點。百貨業務的綜合毛利率為21.1%，與2015年一致。

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

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

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Supermarket division:

In 2016, TSP of the supermarket division reached RMB2,848 million (2015: RMB2,789 million). It resulted from the net off of drop in same store sales of 8.7% and sales contributed from newly opened supermarkets.

TSP by five largest stores

The aggregate contribution to TSP generated from the supermarket division from the five largest stores decreased to approximately 32.6% in 2016 from 35.7% in 2015. The proceeds from supermarkets opened in the past 2 years (proceeds not included in calculating the same store sales change) accounted for 14.1% of TSP for the supermarket division.

TSP by merchandise categories

Fresh food accounted for approximately 41.8% (2015: 40.9%), dry foods accounted for approximately 30.3% (2015: 30.1%), non-food accounted for approximately 23.6% (2015: 24.8%) and the remaining categories including rental income and others accounted for the remaining 4.3% (2015: 4.2%) of the TSP of the supermarket division. The proportion of sales proceeds of supermarket division from various merchandise categories are presented in the below charts.

超市業務：

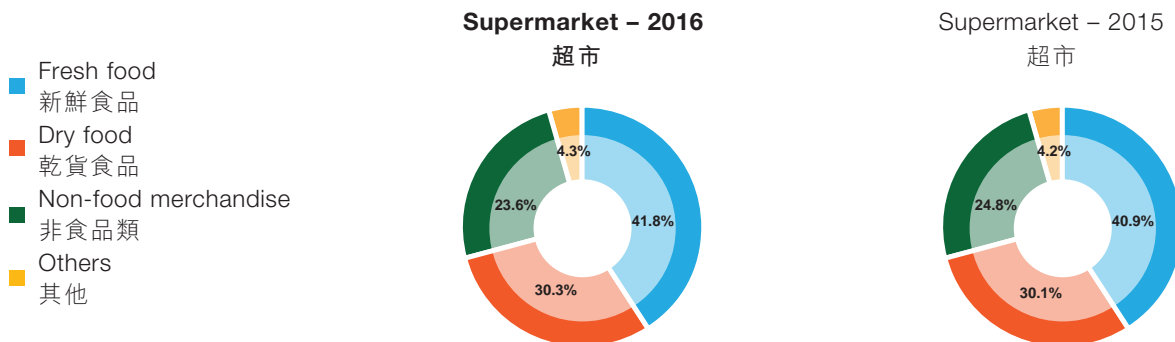
2016年，超市業務銷售所得款項總額達人民幣2,848百萬元（2015年：人民幣2,789百萬元），其由於同店銷售下降8.7%和新開設超市銷售額的貢獻淨額所致。

前五大店對銷售所得款項總額的貢獻

前五大店對超市業務銷售所得款項總額的累計貢獻由2015年的35.7%降至2016的32.6%。於過去兩年新開設的超市對超市業務銷售所得款項總額貢獻佔14.1%（該銷售所得款項總額不用於計算同店銷售變動）。

按商品品類佔銷售所得款項總額百分比

新鮮食品佔超市業務銷售所得款項總額約41.8%（2015年：40.9%）；乾貨食品佔約30.3%（2015年：30.1%）；非食品類貢獻佔約23.6%（2015年：24.8%）；其餘商品類別（包括租金收入及其他）佔餘下的4.3%（2015年：4.2%）。按商品品類劃分其佔超市業務銷售所得款項總額的比例如下圖所示。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Direct sales margin and comprehensive gross margin

Revenue from direct sales in the supermarket division increased from RMB2,446 million in 2015 to RMB2,466 million in 2016, representing a slightly increase of 0.8%. The direct sales margin recorded at 11.4% (2015: 12.6%). The Comprehensive Gross Margin maintained at 23.2% (2015: 22.5%). The Group intended to maintain the Comprehensive Gross Margin stable by increasing investments in equipment and technology to expand the contribution from fresh food and to enhance products quality and reduce wastage.

Rental income

Rental income increased by 24.4% to RMB167 million in 2016 from RMB134 million in 2015, mainly due to increased rentable area and improved tenant mix in the year.

Fee income from suppliers

In 2016, fee income from suppliers increased to RMB632 million (2015: RMB534 million), fee income from suppliers as a percentage of TSP increased to approximately 5.8% for 2016 from 5.0% for 2015. Fee income from suppliers including promotion fees, management fees paid by suppliers for participating in promotional activities, reimbursing electricity charge and material, etc.

Purchase of and changes in inventories

The purchase of and changes in inventories represents the cost of sales for direct sales of goods. It increased by 2.8% to RMB2,481 million in 2016 from RMB2,414 million in 2015.

直接銷售毛利率及綜合毛利率

超市業務的直接銷售收入由2015年的人民幣2,446百萬元小幅度增加0.8%至2016年的人民幣2,466百萬元。直接銷售的毛利率為11.4% (2015年：12.6%)，綜合毛利率保持23.2% (2015年：22.5%)。集團擬通過加強設備及技術投入來擴大新鮮食品銷售貢獻，提升商品品質，降低損耗，以保持超市業務綜合毛利率的穩定。

租金

租金收入由2015年人民幣134百萬元增加24.4%至2016年人民幣167百萬元，主要由於本年間可出租面積增加及租賃組合得到改善。

來自供應商的其他收入

2016年，來自供應商的其他收入增加至人民幣632百萬元 (2015年：人民幣534百萬元)，佔銷售所得款項總額百分比從2015年的5.0%增加至2016年約5.8%。供應商的其他收入包括供應商參加商場營銷活動所需支付的促銷費、管理費以及供應商日常營運所需承擔的水電、物料消耗等費用。

購買存貨及存貨變動

購買存貨及存貨變動主要反映直接銷售的成本。購買存貨及存貨變動由2015年度的人民幣2,414百萬元增加2.8%至2016年的2,481百萬元。

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Expenses

費用

		Year ended 31 December 2016 截至2016年12月31日止年度					Year ended 31 December 2015 截至2015年12月31日止年度				
		Department			Total	% of TSP	Department			Total	% of TSP
		store	Supermarket	Headquarter			store	Supermarket	Headquarter		
		division	division	Headquarter	總計	% of TSP	division	division	Headquarter	總計	% of TSP
		百貨業務	超市業務	總部			百貨業務	超市業務	總部		
		(RMB million)			總額百分比	(RMB million)			總額百分比		
		(人民幣百萬元)				(人民幣百萬元)					
Staff costs	員工成本	321	263	83	667	6.1%	303	238	69	610	5.7%
Depreciation and amortisation	折舊及攤銷	348	87	4	439	4.0%	264	77	4	345	3.2%
Rental expenses	租賃開支	16	72	6	94	0.9%	44	69	6	119	1.1%
Other expenses	其他開支	410	153	89	652	6.0%	380	130	44	554	5.2%
Total	合計	1,095	575	182	1,852	17.0%	991	514	123	1,628	15.2%

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

In 2016, total expenses of the Group as a percentage of TSP were 17.0% (2015: 15.2%) and total expenses increased by 13.7% to RMB1,852 million from RMB1,628 million in 2015. The growth was primarily attributable to the increase in the number of stores in accordance with the expansion of store network, which resulting the rise in staff costs, depreciation and amortization and other operating expenses; one-off impaired on property, plant and equipment for shut down of stores and impairment of goodwill.

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

於2016年，本集團費用總額佔銷售所得款項總額的百分比為17.0%（2015年：15.2%），費用總額由2015年的人民幣1,628百萬元增加13.7%至人民幣1,852百萬元。該增加主要由於零售網路的擴張導致員工成本、折舊攤銷等經營費用隨門店數目的增加而增長，關店導致的一次物業、廠房及設備的處置虧損及商譽減值準備的計提所致。

MANAGEMENT DISCUSSION AND ANALYSIS

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Staff costs increased by 9.4% to RMB667 million in 2016 from RMB610 million in 2015, mainly due to the expansion of retail network which was partially offset by the continuous efforts by management to carry our labour cost optimization measures. Depreciation and amortization increased by 27.1% to RMB439 million in 2016 from RMB345 million in 2015, primarily due to fully year depreciation and amortization provided for Yixing Yaohan Shopping Mall and Jiaxing Yaohan Shopping Mall in 2016. Other expenses also increased by 17.6% to RMB652 million in 2016 from RMB554 million in 2015. The increased was primarily due to expansion of retail network resulted in increase in water and electricity, property tax and impaired on property, plant and equipment for shut down of stores and impairment of goodwill.

Operating profits

Operating profits for the Group (excluded impairment of goodwill, share of loss of a joint venture, interest and dividend income and unallocated gains, corporate and other unallocated expenses and finance costs) decreased to approximately RMB687 million in 2016 from RMB788 million for the same period in 2015, representing a year-on-year decrease of 12.8%. Operating profits for the department store division decreased from RMB676 million in 2015 to approximately RMB602 million in 2016, representing a year-on-year decrease of 11.0%. The operation margin as a percentage of TSP for the department store division was 7.5%, representing a decline of 1.1 percentage point from 8.6% in 2015. For the supermarket division, operating profits decreased from RMB112 million in 2015 to approximately RMB85 million in 2016, representing a year-on-year decrease of 24.1%. The operating margin as a percentage of TSP for the supermarket division was 3.0%, representing a decline of 1.0 percentage point from 4.0% in 2015. The drop in operating profits for the Group, department store and supermarket divisions was mainly attributable to cost incurred by new stores during their ramp up period and higher operating costs contributed by them; and the increasingly competitive landscape of the retail sector as well as impaired on property, plant and equipment for shut down of stores which has led to drops in profit.

員工成本由2015年人民幣610百萬元增加9.4%至2016年人民幣667百萬元，增加主要由於零售網絡擴張所致，部份因管理層持續努力執行人員優化措施有所抵銷。折舊和攤銷由2015年人民幣345百萬元增加27.1%至2016年人民幣439百萬元，增加主要由於2016年宜興八佰伴生活廣場和嘉興八佰伴生活廣場計提全年折舊和攤銷。其他開支由2015年554百萬元增加17.6%至2016年652百萬元，其他開支增加主要由於零售網絡擴張導致水電費用，財產稅增加，關店導致物業、廠房及設備的處置虧損和商譽減值準備所致。

經營溢利

本集團的經營溢利(除商譽減值準備、分佔合營企業虧損、利息及股息收入、未分配收益、公司及其他未分配開支及融資成本)由2015年的人民幣788百萬元減少至2016年的人民幣687百萬元，按年下降12.8%。百貨業務的經營溢利由2015年的人民幣676百萬元減少至2016年的人民幣602百萬元，按年下降11.0%，按佔銷售所得款項總額的百分比計百貨業務經營溢利率從2015年的8.6%下降1.1個百分點至7.5%。超市業務的經營溢利由2015年的人民幣112百萬元減少至2016年的人民幣85百萬元，按年下降24.1%。按佔銷售所得款項總額的百分比計超市業務經營溢利率3.0%，與2015年的4.0%相比降低了1.0個百分點。本集團的經營溢利、百貨業務和超市業務的經營溢利下降主要由於新店在業務發展初期所發生的費用及較高的營運成本及零售業經營環境競爭加劇，導致利潤均下跌及關店導致的物業、廠房及設備的處置虧損所致。

MANAGEMENT DISCUSSION AND ANALYSIS

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Net finance cost

Net finance cost comprised interest income from surplus cash net interest expenses on interest-bearing debts. The increase in net finance cost mainly was the resulted of the drop in interest income from surplus cash and also increase in interest expenses for borrowings.

Income tax expenses

Result from the decrease in profit before tax, income tax expenses for the current year dropped RMB31 million from the previous year. The effective tax rate increased to 35.1% (2015: 29.5%).

ASSETS BASE

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

Property, plant and equipment, prepaid land premium and long term prepayments amounted to approximately RMB10,468 million (2015: RMB9,956 million). Those assets were held for long-term operation used by the Group.

Capital expenditure of the Group during 2016 amounted to approximately RMB1,053 million (2015: RMB2,980 million). Capital expenditure consists of additions to property, plant and equipment and prepaid land premiums.

Capital commitments as of 31 December 2016 amounted to RMB757 million (2015: RMB685 million), representing mainly construction items which contracted but not provided for of Xishan and Wuhu projects.

利息支出淨額

利息支出淨額來自於盈餘現金的利息收入扣減帶息債務的融資成本。利息支出淨額上升主要由於現金及現金等價物減少導致利息收入減少及融資成本增加所致。

所得稅開支

因除稅前溢利下跌，本年度所得稅開支與去年相比下降31百萬元。有效稅率為35.1%，（2015：29.5%）。

資產基礎

物業、廠房及設備，預付土地出讓金及長期預付款項

物業、廠房及設備，預付土地出讓金及長期預付款項總額約人民幣10,468百萬元（2015年：人民幣9,956百萬元）。上述資產乃本集團長期持有，並作為營運使用。

本集團於2016年內的資本開支約為人民幣1,053百萬元（2015年：人民幣2,980百萬元）。資本開支包括添置物業、廠房及設備和預付土地出讓金。

於2016年12月31日，本集團的資本承擔為人民幣757百萬元（2015年：人民幣685百萬元），主要為建設中的錫山和蕪湖已簽訂合同但未撥備項目。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cash and cash equivalents and time deposits

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

Cash and cash equivalents and time deposits decreased from RMB799 million as at 31 December 2015 to RMB580 million as at 31 December 2016 mainly result from payment for new stores and ongoing projects. About 85% cash and cash equivalents were denominated as RMB.

Restricted cash

Pursuant to the relevant rules and regulations issued by the Ministry of Commerce of the PRC, the Group was required to deposit bank balances in the Group's designated accounts or through issuing the letter of bank guarantee, total amount of which shall not be less than 30% of the balance of advances from customers for sales of prepaid cards. As at 31 December 2016, the Group has deposited cash in the amount of RMB109 million (2015: RMB105 million) in the Group's designated accounts.

EQUITY AND FINANCING

Equity

As at 31 December 2016, the equity attributable to owners of the parent amounted to RMB4,971 million, representing a decrease of RMB57 million from 31 December 2015. During the year ended 31 December 2016, the Company repurchased approximately 103.3 million shares for a total consideration (including expenses) of approximately HK\$120 million.

現金及現金等價物、定期存款

銀行存款根據每日銀行存款利率賺取浮動利息。定期存款由一個月至五年期限不等，視乎本集團的即時現金需求而定，並按各自的定期存款利率賺取利息。銀行結餘存入具信譽銀行。現金及現金等價物、定期存款的賬面價值與其公平值相若。

現金及現金等價物、定期存款總計從2015年12月31日的人民幣799百萬元減少至2016年12月31日的人民幣580百萬元主要由於儲備資金用於新開設店舖及在建項目的投入所致。約85%現金及現金等價物以人民幣計值。

受限貨幣資金

根據中國商務部頒發的相關法規，本集團需存入或通過獲得銀行保函以擔保合共不少於銷售預付費卡的客戶預付款項餘額30%的款項於本集團指定賬戶。截至2016年12月31日，本集團存放貨幣資金人民幣109百萬元（2015年：人民幣105百萬元）於本集團指定賬戶。

權益及籌資

權益

於2016年12月31日，母公司擁有人應佔權益為人民幣4,971百萬元，較2015年12月31日減少人民幣57百萬元。2016年12月31日止年度內，本公司以總代價（包括費用）約港幣120百萬元購回約103.3百萬股股份。

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Funding Model

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

As at 31 December 2016, the cash and cash equivalents, time deposits and total restricted cash stood at RMB689 million (2015: RMB1,037 million). Net bank borrowings, short-term financing notes, medium term financing notes and corporate bonds of the Group represented bank borrowings, financing notes and corporate bonds (net of cash and cash equivalents, time deposits and restricted cash), that amounted to RMB2,174 million as at 31 December 2016 (2015: RMB1,939 million). The increase in net bank borrowings, financing notes and corporate bonds during 2016 was mainly due to cash is used in new stores opening and ongoing projects. As a result, the decrease in the cash and cash equivalents is recorded.

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

In May 2016, the Group obtained approval from the China Securities Regulatory Commission and the Shanghai Stock Exchange to issue the domestic corporate bonds in one or more tranches with an aggregate principal amount of up to RMB2 billion with a term of no more than 5 years from the date of issuance. On 21 June 2016, the Group issued the first tranche of the corporate bonds at par value of RMB800 million with a term of 3 years from the date of issuance with the nominal interest rate of 4.87% per annum and the effective interest rate of 5.22% per annum. The interest shall be paid on an annual basis. The corporate bonds are issued to qualified investors in the PRC as well as listed and traded on the Shanghai Stock Exchange.

融資模式

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

於2016年12月31日，本集團的現金、現金及現金等價物、定期存款和受限貨幣資金總額約為人民幣689百萬元（2015年：人民幣1,037百萬元）。於2016年12月31日，集團的銀行借款、短期融資券、中期票據和公司債券淨額（即銀行借款、融資券和公司債券，扣除現金及現金等價物、定期存款和受限貨幣資金）為人民幣2,174百萬元（2015年：人民幣1,939百萬元）。2016年內，銀行借款、融資券和公司債券淨額增加，主要由於本集團的資金已用於在建項目及新開設店鋪。因此，現金及現金等價物減少。

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

於2016年5月，本集團取得中國證券監督管理委員會及上海證券交易所批准發行一期或以上本金總額不超過人民幣20億元由發行日期起計為期不超過5年的公司債券。於2016年6月21日，本集團發行自簽發之日起計為期3年、票面價值為人民幣8億元的公司債券，其名義年利率為4.87%，實際年利率為5.22%，按年付息。公司債券發行予中國合資格投資者，並在上海證券交易所上市流通轉讓。

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Debt Management

As at 31 December 2016, total interest bearing borrowings of the Group were RMB2,863 million, lower than last year end by RMB113 million. The Group decreased borrowing denominated in foreign currencies and increased the interest bearing RMB borrowing to lower foreign exchange risk. The Group maintained an appropriate mix of fixed/floating interest rate loans and maturity profile to mitigate interest rate and re-financing risks. The table below shows the proportion of floating rates bank borrowings, fixed rates financing notes and corporate bonds.

債務管理

集團於2016年12月31日的帶息負債總額為人民幣2,863百萬元，較去年底減少人民幣113百萬元。集團減少了外幣借款總額，增加了帶息人民幣負債以減低外匯風險。集團保持合適的定息及浮息借貸及還款期組合，以減低利率及再融資的風險。下表列示浮息銀行貸款及固定利率票據和公司債券的比重。

	31 December 2016		31 December 2015		
	2016年12月31日		2015年12月31日		
	RMB million 人民幣百萬元	% of total 所佔百分比	RMB million 人民幣百萬元	% of total 所佔百分比	
Floating rates US\$ bank loans	美元浮息銀行貸款	1,366	51.3%	1,205	40.5%
Floating rates HK\$ bank loans	港元浮息銀行貸款	63	2.2%	464	15.6%
Fixed rates RMB bank loans	人民幣定息銀行貸款	310	10.8%	800	26.9%
Fixed rates financing notes and corporate bonds	固定利率票據和公司債券	1,124	39.3%	507	17.0%
Total borrowings	借貸總額	2,863	100%	2,976	100%

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity, foreign exchange and interest rate exposures

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

The Group manages its foreign exchange risk and interest rate exposure by performing regular reviews of the Group's interest rate and net foreign exchange exposures. The Group's exposure to the risk of changes in market interest rates related primarily to the Group's bank loans with floating interest rates. The Group also use derivative financial instruments for controlling or hedging foreign exchange risk exposures. Use of such instruments for speculative purposes is strictly prohibited. Full amount of HK\$ bank loan and a portion of US\$ bank loan borrowing have been hedged by capped forward cross currency swap contracts.

For the year ended 31 December 2016, the Group recorded net foreign exchange losses of approximately RMB10 million (2015: net losses of RMB20 million).

流動資金、外匯風險及利率風險

本集團的融資及財務活動由控股公司集中管理及監控。本集團於中國經營業務，其收入及開支均以人民幣結算，並主要依賴其經營活動的現金流作為流動資金的主要來源。本集團一直奉行穩健的財務管理政策，並有足夠備用的銀行信貸現金以應付日常運營及未來發展對資金的需求。本集團的若干銀行借款及存款，以港幣、新加坡元或美元結算。港幣、新加坡元或美元及人民幣的匯率變化會對本集團造成一定的外匯風險。

本集團定期審閱外匯風險的淨額及利率風險，以管理其外匯及利率風險。本集團承受的市場利率變動風險主要與本集團按浮動利率計息的銀行貸款有關。本集團會使用衍生金融工具以控制及對沖外匯風險，但我們嚴格禁止使用衍生工具作投機用途。港元銀行借款及部份美元銀行借款已以加蓋交叉貨幣掉期合約對沖。

截至2016年12月31日止年度，本集團外幣滙兌虧損淨額約人民幣10百萬元（2015年：虧損淨額人民幣20百萬元）。

MANAGEMENT DISCUSSION AND ANALYSIS

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Gearing

The Group has been careful and healthy in using debt gearing to expand our business in accordance with our business strategy. As at 31 December 2016, the Group's gearing ratio stayed at 54% (2015: 51%). The gearing ratio is calculated by net debt (including bank borrowings, short-term financing notes, medium term financing notes, corporate bonds, trade payables and other payables and accruals minus cash and cash equivalents, time deposits and restricted cash) divided by the capital plus net debt of the Group.

Contingent liabilities

As at 31 December 2016 and 31 December 2015, the Group had no material contingent liabilities.

COMPLIANCE WITH LAWS AND REGULATIONS

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

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

負債率

本集團使用穩健的債務負債擴張我們的業務。於2016年12月31日，本集團的槓桿比率按債務淨額（包括計息銀行借款，短期融資券、中期票據、公司債券、應付貿易款項、其他應付款項及應計費用減現金及現金等價物、定期存款和受限貨幣資金）除以資本加債務淨額計算為54%（2015年：51%）。

或然負債

於2016年12月31日和2015年12月31日，本集團無重大或然負債。

遵守法律及法規

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

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

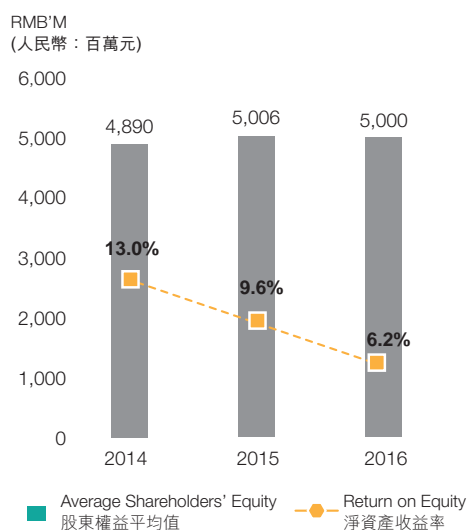
MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

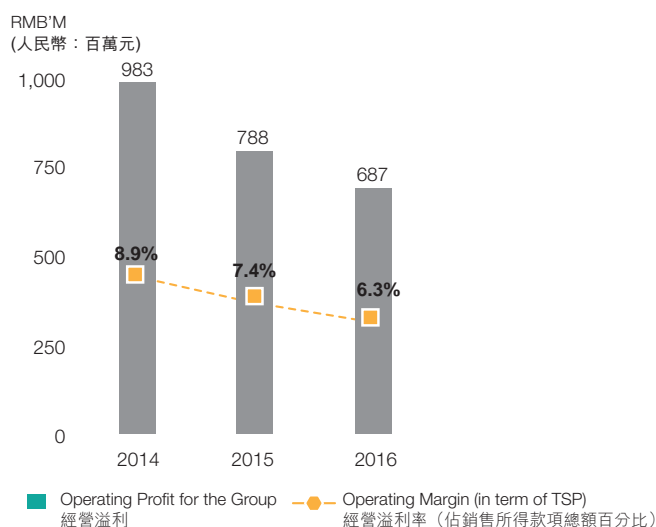
PERFORMANCE INDICATORS ANALYSIS

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

Return on equity



Operating profit & operating margins (in term of TSP)



績效指標分析

如下為陳述本公司財務業績及狀況的關鍵財務比率。

淨資產收益率

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

經營溢利及溢利率 (以銷售所得款項總額計算)

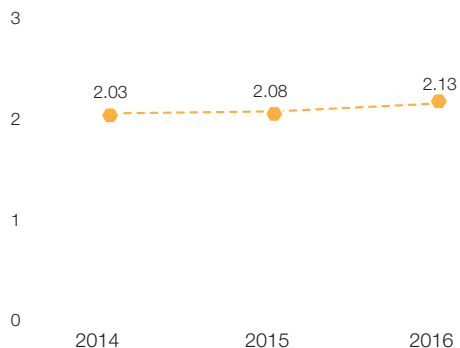
$$\text{Operating margin (in term of TSP) (經營溢利率)} = \frac{\text{Operating profit (經營溢利)}}{\text{TSP (銷售所得款項總額)}}$$

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

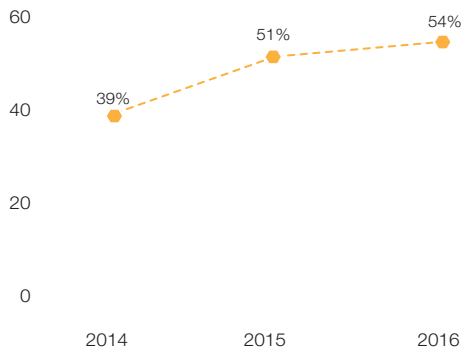
Net asset per share

RMB
人民幣：元



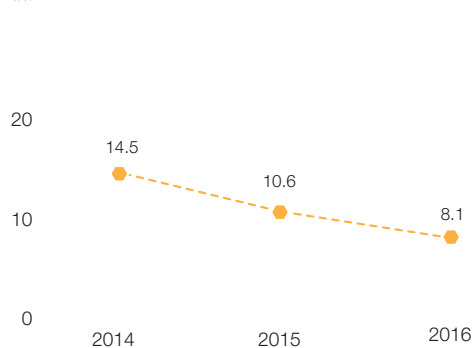
Gearing ratio

%
百分比



Interest cover ratio

Times
倍數



每股淨資產

Net asset
per share
每股淨資產

=

Equity attributable to
owners of the parent
母公司擁有人應佔權益
Number of issued shares
at the end of year
年末已發行股份數

資產負債比率

Gearing ratio
資產負債比率

=

Net debt
債務淨額
Equity and net debt
權益及債務淨額

利息保障倍數

Interest
cover ratio
利息保障倍數

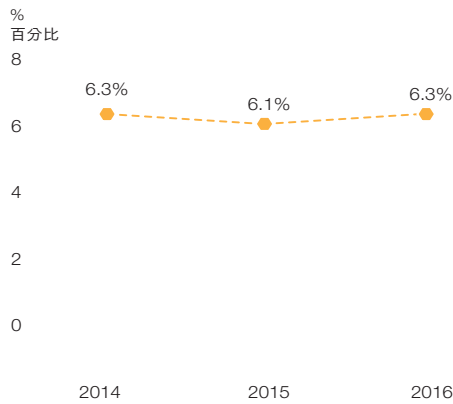
=

Earnings before interest, taxes,
depreciation and amortization
息稅折舊前溢利
Interest charges + Capitalised interest
利息開支+資本化的利息

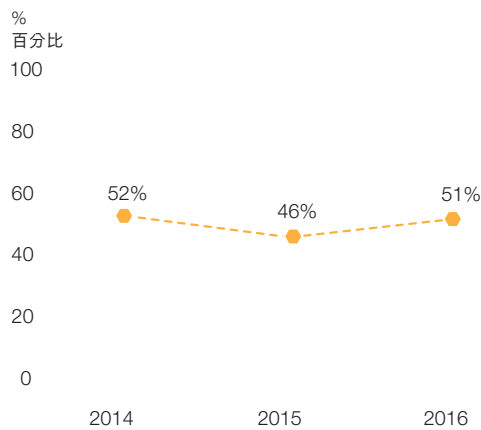
MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Dividend yield



Dividend payout



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

股息收益率

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

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

Dividend yield was between 6.1% to 6.3% in the past years.

過去三年的股息收益率保持在6.1%至6.3%之間。

股息派發率

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

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

在本公司於2010年10月在聯交所上市後，我們每年均宣告並派發中期及末期股息。



ENVIRONMENT, SOCIAL AND
GOVERNANCE REPORT

環 境 、 社 會 及 管 治 報 告

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

This Environment, Social and Government report covered the financial year ended 31 December 2016 and contained information on significant economic, environmental and social impacts arising the Group's operations in PRC for the year. The Company has complied with the "comply or explain" provisions contained in the Environment, Social and Governance Reporting Guide as set out in Appendix 27 to the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

The Group has always been committed to its mission of "Organizer of quality life, being driving force to improve customer's quality of life" honoring the principals of social responsibility and sustainable development, combining its competitive advantages and business network, to realised the corporate social value.

This report has been reviewed and approved by the Board.

A. ENVIRONMENTAL ASPECTS

The Group incorporated the policy and practice of environmental management and energy conservation into business development. By implementing sustainable development that reduce the impact from business operations imposed on the environment, as well as organizing and supporting various environmental protection activities, the Group promoted awareness of environmental protection and strived to balance enriching lifestyles with

本社會及管治年度報告涵蓋截至2016年12月31日止財務年度的工作和載有本集團年內在中國業務所產生的重大經濟、環境及社會影響。本公司已遵守聯交所證券上市規則(「上市規則」)附錄二十七所載環境、社會及管治報告指引的「不遵守就解釋」條文。

本集團一直秉承「品質生活的組織者，為提高消費者生活質量注入推動力」的企業理念，履行社會責任和可持續發展原則，結合業務優勢和龐大網絡佈局，實現企業社會價值。

本報告經董事會審閱及批准。

A. 環境層面

本集團把環境管理及資源節約的政策和行動融入業務發展，貫徹可持續發展的原則，致力減少業務營運對環境所產生的負擔，並透過舉辦及支持各類環保活動，推廣環保概念。本集團通過為客戶提供安全舒適的購物環境、產品及服務，致力在環保與豐富生活兩方面取得平衡。本集團確保遵守所有適用的環境



ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

environmental conservation by providing safe and comfortable shopping environment, products and services to our customers. The Group ensured compliance with all applicable environmental and related legislations and ethics in respect of environment protect as well as encouraged staff to meet the environmental obligations.

及相關法例環保標準及規範，並鼓勵員工履行他們的環境責任。

Objectives

- Achieving energy savings
- Reducing waste production

目標

- 達成能源節約
- 減少廢物產生

Measures

- Modernizing and optimizing shopping environment and stores

方法

- 現代化及優化零售環境和店鋪

Use of Resource

We consumed a large volume of energy, mainly in air-conditioning and lighting as well as freezer and refrigeration cabinets. The Group's electricity and gas consumption in the stores for the year ended 31 December 2016 were 244 million kWh and 21.5 million m³ respectively. The Group endeavored to promote our advancement in technologies for energy conservation, which included the introduction of energy-saving lighting and air conditioning systems across the store networks in order to reduce energy consumption.

Packaging material was another source of resources consumed in our operations. In the year ended 31 December 2016, the Group distributed plastic shopping bags and packing materials of 762 tonnes to our customers. We encouraged our customers to bring their own shopping bags to reduce shopping bags consumption.

The Group's water consumption in the year ended 31 December 2016 was 1.8 million m³. Much of our water consumption was for basis cleaning and sanitation, as well as certain catering services in our stores. We are actively working to raise water consumption efficiently by improving facility design and operational practices.

資源使用

我們消耗大量能源，主要在冷氣機及照明以及冷凍和冰櫃方面。本集團2016年12月31日止年度於店鋪電力及氣體消耗分別為244百萬千瓦時及21.5百萬立方米。本集團亦致力廣泛推進節能技術改造工作，包括積極引入環保照明及空調系統設備技術於整個零售網絡，適時減低能源消耗。

包裝材料為我們業務中耗用的另一資源。2016年12月31日止年度，本集團向客戶派發重量達762噸的購物膠袋及包裝材料。我們鼓勵客戶自備購物袋，以減少購物袋消耗。

本集團2016年12月31日止年度的用水量為1.8百萬立方米，我們大部份用水量為基本清潔、衛生設備及店鋪內的飲食服務。我們透過改良設施的設計及營運常規、積極提高用水效益。

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

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B. SOCIAL ASPECT

Employment and Labour Practices

The Group believed that human resources are one of the most valuable assets and core driving force of a company. We treasured our employee as well as encouraged the development of talented and motivated individuals on an ongoing basis in order to support the development and growth of our operations. Our people work within motivating remuneration and reward schemes and are provided with a healthy, inclusive and safe working environment, where sports, leisure as well as learning activities are encouraged. Thus, we strove to establish a positive, diversified and inclusive working environment for offering employees the adequate training and growth opportunities.

Objectives

- To attract, develop, motivate and retain suitable talent to provide quality services

Actions

- Fair compensation and working hours
- Career development and promotion opportunities
- Welfare measures

B. 社會層面

僱傭及勞工常規

本集團深信員工是最寶貴的資產之一，亦是公司發展的主要動力。我們非常重視我們的僱員，並持續鼓勵及培育有才華和積極的僱員的發展，以支持我們業務的發展及增長。我們為員工設有鼓勵作用薪酬和獎勵計劃，並提供健康、設備齊全及安全的工作環境，更鼓勵員工參與運動、休閒和學習的活動。所以我們致力建立正面、多元化和包容性的工作環境，為員工提供適當培訓和發展機會。

目標

- 吸引、發展、激勵及保留合適的人才，以提供優質的服務

行動

- 合理薪酬及工作時間
- 事業發展及晉升機會
- 福利措施



ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

(1) Employment

As at 31 December 2016, we employed a total of 9,086 staff, including 3,988 served the department store division and 4,933 served the supermarket division (2015: a total of 8,215 staff, including 3,713 served the department store division and 4,398 served the supermarket division).

Age Group of Staff

Issue 事項	Number of staff 人員數	Age below 20 20歲以下	Age 20-29 20 – 29歲	Age 30-39 30 – 39歲	Age 40-49 40 – 49歲	Age 50-60 50 – 60歲	Age over 60 60歲以上
Head office 總部	165	–	43	64	43	13	2
Department store business 百貨業務	3,988	1	612	1,426	1,692	241	16
Supermarket business 超市業務	4,933	12	645	1,193	2,296	640	147

Attracting and retaining talent

Our employee turnover figures were 9% for our head office staff and 12% for the department store and supermarket businesses in 2016. We strongly believed in recognizing staff members' work through their performances and contribution. A performance appraisal system thus formed the core of our staff reward system. This system has allowed us to bring in and retain passionate professionals to take the Group to the next level.

(2) Health and safety

We worked to enhance safety for facilities and fixtures used in its work places to prevent accidents and to ensure the safety and health of employees and promoted the creation of pleasant, comfortable conditions.

(1) 僱傭

截至2016年12月31日，本集團僱用9,086名員工，包括百貨業務有3,988名，超市業務有4,933名（2015年：8,215名員工，包括百貨業務有3,713名，超市業務有4,398名）。

員工年齡組成

吸引及挽留人才

於2016年，我們總部員工流失率為9%，百貨及超市業務團隊則為12%。我們深信應以工作表現及貢獻作為表彰員工的標準，因此工作表現評核制度仍然是員工獎勵制度的核心。此制度確保集團能羅致充滿熱誠的專才，繼續推動業務邁進。

(2) 健康及安全

華地努力提高其工作場所所用的設施及固定裝置的安全度，避免發生意外。並確保僱員安全及健康，促成快樂舒適的工作環境。

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Springland has complied throughout the year relevant standards, rules and regulations on providing a safe working environment and protecting employees from occupational hazards.

(3) Development and Training

Among the significant training programmes for the staff were:

- Finance workshops for non-financial staff
- Seminars on professional skills, marketing, safety management and customer services
- Springland business school – provides course for personnel to learn the knowledge necessary for the jobs. The system supports self-actualization of motivated personnel.

For 2016, Springland provided an average of 11 hours of training per head office staff, and 6 hours of training per department store and supermarket business employee.

(4) Labour Standards

Springland has complied throughout the year relevant standards, rules and regulation on compensation and dismissal, recruitment and promotions, working hours, vacations and equal opportunities (non-discrimination against gender, marital status, age, race and religion) and other benefits and welfare.

華地在整個年度一直遵守相關標準、規則及法規，為僱員提供安全工作環境及保障彼等避免職業損害。

(3) 發展及培訓

為團隊同事而設的重要培訓計劃包括：

- 為非財務人員而設的財務工作坊
- 專業技能培訓、營銷、安全管理、客戶服務
- 華地商學院－為人員提供課程，以學習他們工作所需的知識。該系統支持積極人員的自我實現。

2016年，華地為每名總部員工提供平均十一小時的培訓，而每名百貨和超市業務員工則獲得平均六小時的培訓。

(4) 勞工準則

華地在整個年度一直遵守與賠償及解僱、招聘及升遷、工時、休假、平等機會、多元化、反歧視（性別、婚姻狀況、年齡、種族和宗教）及其他利益及福利有關的標準、規則及法規。



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(5) Staff care

The Group launched various staff care measures to benefit the staff, to offer immediate assistance to employees who encountered financial difficulties of sickness, building up a solidarity of corporate culture. Besides, the Group also actively promoted staff's mental and physical health, including body check and regularly organized different staff activities, to reinforce the care of the frontline staff health, as well as stress relief.

The Company encouraged staff to carry out health management and organized staff team to participate in sport events, including 2016 Wuxi Marathon and Wuxi second canoe competition.

(5) 關懷員工

本集團推行各項關愛員工措施，惠及各業務領域的員工，為遇到經濟困難或患病員工提供及時援助和支持，營造團結互助的企業文化。此外，本集團積極關注員工的身心健康，包括為員工提供身體檢查亦定期舉辦不同員工活動，加強關注前線員工身體健康，舒緩壓力。

公司鼓勵員工進行健康管理，並組織員工團隊參加大型運動賽事，包括2016年無錫馬拉松和無錫第二屆皮划艇大賽。



ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

C. OPERATING PRACTICES

Objectives

- Environmental and social risk management

Measures

- Group Purchasing Policy
- Procurement contracts

(1) Supply Chain Management

We recognized that our supply chain management play a central role in the Group's overall business sustainability. Springland sustained strong relationship with our suppliers to deliver safe food and reliable products to meet our customers' need.

The Group has strict internal guidelines for the supply chain management for supermarket division in order to ensure the product quality. The supermarket division conducted continuous assessments of the operating processes of the suppliers, evaluated and renewed the supplier list every year to ensure their service qualities. By means of assessments, evaluations and tenders, the supermarket division selected strategic suppliers and continued to optimize the supply chain for central procurement.

(2) Product Responsibility

The Group treasured the increasing public demand for food safety and product quality. We maintained high quality standards and devoted continuous dedication to provide high-quality products and services, as part of the efforts to maintain the Group's reputation.

C. 營運常規

目標

- 環境及社會風險管理

方法

- 集團採購政策
- 採購合約

(1) 供應鏈管理

我們認為供應鏈管理對本集團整體業務持續發展非常關鍵。華地與供應商維持穩健關係，提供安全食品及可靠產品以滿足客戶需求。

本集團超市業務的供應鏈管理設有嚴格的內部指引，以確保產品質素。超市業務不時對供應商進行合作過程考核，並每年進行綜合評價和定期更新供應商名單，以確保供應商的服務水平。本集團通過審查、考評、招標等方式篩選出戰略合作供應商，持續優化集中採購供應鏈。

(2) 產品責任

本集團一直非常重視社會大眾對食品安全及產品質素日益提高的訴求。為此，我們恪守質量指標，努力不懈地提供優質產品和服務，維持本集團優質品牌信譽。

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Our supplier who sell their merchandise in our stores are required to assume full responsible for their products' compliance with the relevant rules and regulations governing food and product safety, including but not limited to product safety, labeling and packaging. When there is doubt regarding potential safety or trust of a product, with the source of information either from related government authorities or supplier, we worked with our business partners to promptly ascertain the nature of the concern and resolve the issue.

Springland has complied throughout the year relevant standards, rule and regulations on health and safety, advertising, labeling and privacy matters relating to products and services provided.

(3) Anti-corruption

Springland has adopted policies and procedures to communicated with and provide training to our staff on anti-corruption. We also required our business partners to strictly comply with anti-corruption practices.

Springland has complied throughout the year relevant standards, rules and regulations on bribery, extortion, fraud and money laundering.

(4) Key relationships with supplier and customers

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

The Group is committed to offer a board range of goods and services to satisfy the customer demand. We maintained the VIP database

於我們的百貨店和超級市場銷售商品的供應商須承擔全部責任，確保其產品符合監管食品及產品安全的相關規例及法規，包括但不限於產品安全、標籤及包裝。如產品安全或可信程度成疑，而資料來源為相關政府部門或供應商，則我們會與業務夥伴合作，即時確認問題性質及解決問題。

華地已於整個年度就所提供產品及服務遵守有關健康及安全、廣告、標籤及私隱事項的相關準則、規例及法規。

(3) 反貪腐

華地已採納政策及程序以與員工溝通有關反貪腐的事宜及向員工提供反貪腐培訓。我們亦要求業務夥伴嚴格遵守反貪腐常規。

華地於年內已遵守有關賄賂、勒索、詐騙及洗錢的相關準則、規則及法規。

(4) 與供應商和顧客之重要關係

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

本集團致力提供多元化的產品和服務，切實滿足消費者需求。我們維護VIP數據庫，並透過本公司網站、

ENVIRONMENT, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

and had ongoing communications with our customers through various channels like the Company's website, marketing materials and social digital media. The stores also stayed real time interactive connection with our customers through the fan clubs on the social networks.

營銷料及社交媒體等不同渠道與顧客保持溝通。門店更透過於社交媒體構建會員粉絲系統、建立與顧客實時溝通。

D. COMMUNITY CARE

During the year, the Group consistently and actively participated in different community services and social welfare activities, such as education and culture development promotions to promote community development and care community spirit. We also encouraged our consumers, staff and suppliers to actively participate and give back to our society.

During the year, the Group made donations of RMB1.7 million to charitable organisation.

Springland launched among its community services and education programs:

- Assisted and set up a "Smart supermarket" in Wuxi Chongan District Supplementary School, which provides intellectual disability students real life supermarket experiences. Springland's volunteers also invited students in Supplementary School to participate in tree planting and outing activities.
- Organized parent-child charity program — Smart Kids Club to provide free early child development classes for 0-6 years old kids in the community.

D. 懷愛社區

於年度內，本集團積極投入各類社區服務及公益事務工作，範圍涵蓋教育、促進文化發展等多個領域，緊貼社區所需，推動社區建設，發揮關愛社會的精神。我們更鼓勵消費者、員工及供應商一起積極參與，共同回饋社會。

年內，本集團捐款人民幣1.7百萬元於慈善機構。

華地推出的社區服務和教育計劃包括：

- 協助無錫市崇安區輔讀學校建立校內「聰聰超市」，為智力殘疾的學生提供現實生活超市體驗。華地志願者邀請輔讀學校的學生參與植樹和郊遊活動。
- 主辦親子類公益專案—伴伴童樂匯，為社區零至六歲兒童的家庭提供免費的親子教學。



BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

EXECUTIVE DIRECTORS

Chen Jianqiang

aged 59 (appointed on 23 June 2006)

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

Tao Qingrong

aged 56 (appointed on 23 June 2006)

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

執行董事

陳建強

59歲 (出任日期：2006年6月23日)

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

陶慶榮

56歲 (出任日期：2006年6月23日)

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

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

Yu Yaoming

aged 47 (appointed on 23 May 2011)

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

NON-EXECUTIVE DIRECTOR

Fung Hiu Chuen, John

aged 49 (appointed on 19 July 2010)

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

俞堯明

47歲(出任日期：2011年5月23日)

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

非執行董事

馮曉邨

49歲(出任日期：2010年7月19日)

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

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Lin Zhijun (林志軍)

aged 62 (appointed on 17 February 2008)

Dr. Lin is the chairman of the audit committee and a member of the nomination committee and remuneration committee of the Company. Dr. Lin is now the dean and professor of School of Business in Macau University of Science and Technology. Dr. Lin holds a Master of Science degree in accounting from University of Saskatchewan in Canada and a Ph.D degree in economics (accounting) from Xiamen University. Since 1983, Dr. Lin worked for various facilities in many academic institutes, including Xiamen University, and was a visiting professor in the University of Hong Kong, tenured professor in the Faculty of Management of the University of Lethbridge in Canada and head and professor of the Department of Accountancy and Law in Hong Kong Baptist University. He worked for an international accounting firm, Touche Ross & Co. Canada (now known as "Deloitte") in Toronto from 1982 to 1983. Dr. Lin is also a member of the American Institute of Certified Public Accountants (AICPA), the Chinese Institute of Certified Public Accountants (CICPA) and the Australian Institute of Certified Management Accountants (CMA). He is a member of various educational accounting associations including the American Accounting Association, the International Association for Accounting Education and Research and the Hong Kong Association for Accounting Education. He is currently an independent non-executive director of China Everbright Limited (stock code: 0165), Sinotruk (Hong Kong) Limited (stock code: 3808), Dali Foods Group Company Limited (stock code: 3799) and CITIC Dameng Holding Limited (stock code: 1091), all of them are companies listed on the Stock Exchange. From 2012 to April 2014, Dr. Lin served as independent non-executive director of Zhengzhou Coal Mining Machinery Group Company Limited (stock code: 0564), a company listed on the Stock Exchange.

獨立非執行董事

林志軍

62歲(出任日期：2008年2月17日)

林博士為本公司審核委員會主席及提名委員會和薪酬委員會會員。林博士現為澳門科技大學商學院院長及教授。林博士持有加拿大Saskatchewan大學會計學理學碩士學位及廈門大學經濟學(會計學)博士學位。林博士由1983年起在多個學術機構擔任教職，包括廈門大學、香港大學擔任客席教授、加拿大Lethbridge大學管理學院擔任教授和香港浸會大學會計及法律系系主任及教授，彼曾於1982年至1983年任職多倫多國際會計師事務所Touche Ross & Co. Canada(現稱「德勤」)。林博士亦為美國註冊會計師協會、中國註冊會計師協會及澳大利亞註冊管理會計師協會之會員，彼亦為多個會計學術團體之會員，包括美國會計學會、國際會計教學及研究學會及香港會計教授會。彼現為中國光大控股有限公司(股份代號：0165)，中國重汽(香港)有限公司(股份代號：3808)，達利食品集團有限公司(股份代號：3799)和中信大錳控股有限公司(股份代號：1091)之獨立非執行董事，該等公司於聯交所上市。從2012年至2014年4月，林博士為聯交所上市的鄭州煤礦機械集團股份有限公司(股份代號：0564)之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

Zhang Weijiong (張維炯)

aged 64 (appointed on 17 February 2008)

Dr. Zhang is the chairmen of the nomination committee and remuneration committee and a member of the audit committee of the Company. Dr. Zhang joined China Europe International Business School (“CEIBS”) in 1997. Dr. Zhang is currently serves as professor of strategy, vice president and co-dean, member of the academic council at CEIBS and co-director of CEIBS-Harvard Business School – IESE Business School Global CEO Programme for China. He holds a bachelor’s degree in power mechanical engineering from Shanghai Jiaotong University and a MSc in marketing and a Ph.D in strategy from the faculty of commerce and business administration of the University of British Columbia, Canada. Dr. Zhang was associate dean and associate professor at the Management School of Shanghai Jiaotong University. He is currently an external director of HUAYU Automotive Systems Co., Ltd (stock code: 600741), a company listed on the Shanghai Stock Exchange. From 2010 to June 2016, Dr. Zhang served as independent non-executive director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd (stock codes: 600196 and 2196), a company dual listed on the Shanghai Stock Exchange and the Stock Exchange.

張維炯

64歲(出任日期：2008年2月17日)

張博士為本公司提名委員會及薪酬委員會主席和審核委員會會員。張博士於1997年加入中歐國際工商學院，目前擔任中歐國際工商學院戰略學教授、副院長兼中方教務長，及學術委員會成員和中歐 – 哈佛 – IESE商學院合作全球CEO課程聯席主任。彼持有上海交通大學動力機械學院工程學士並取得加拿大英屬哥倫比亞大學工商管理學院市場營銷碩士及企業戰略博士。張博士曾在上海交通大學管理學院任副院長及副教授。彼現為上海證券交易所上市公司華域汽車系統股份有限公司(股份代號：600741)之外部董事。從2010年至2016年6月，張博士為上海證券交易所及聯交所兩地上市的上復星醫藥(集團)股份有限公司(股份代號：600196和2196)之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事簡歷

Cheung Yat Ming (張一鳴)

aged 48 (appointed on 11 March 2014)

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

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

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

張一鳴

48歲 (出任日期：2014年3月11日)

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

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

以上各董事除上述披露外，於目前及過往三年並未擔任其他上市公司的董事職務。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

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

CORPORATE GOVERNANCE CODE

Throughout the year ended 31 December 2016, the Company complied with all the code provisions (the "Code Provision") set out in the Code on Corporate Governance Practice (the "Corporate Governance Code") under Appendix 14 to the Listing Rules on the Stock Exchange, except for the certain derivations specified with considered reasons below. No incident of non-compliance by Directors was noted by the Company in 2016.

Under Code Provision E.1.2, the chairman of the Board should attend the AGM of the Company. Due to other pre-arranged business commitments which had to be attended by Chen Jianqiang, the Chairman, he was not present at the 2016 AGM held on 16 May 2016. However, Mr. Tao Qingrong, being an Executive Director and the Chief Executive Officer of the Company, was present at the 2016 AGM and was elected chairman in accordance with the Articles of Association of the Company to effective communication with shareholders present. Dr. Zhang Weijiong, member of the audit committee also attended the 2016 AGM and answered enquires raised by shareholders.

企業管治報告

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

企業管治守則

截至2016年12月31日止年度，本公司一直遵守聯交所上市規則附錄十四所載的企業管治常規守則（「企業管治守則」）的所有守則條文（「守則條文」），惟若干偏離守則者除外，有關詳情及考慮理由於下文闡述。2016年內，本公司並無發現任何董事之違規事件。

根據守則條文E.1.2條規定，董事會主席應出席本公司股東週年大會。由於主席陳建強必須處理其他事先安排的業務，故其並未出席本公司於2016年5月16日舉行的2016年股東週年大會。然而，本公司之執行董事兼首席執行官陶慶榮先生出席了2016年股東週年大會並根據本公司組織章程獲膺選為股東週年大會主席，以確保於股東週年大會上與股東保持有效溝通。審核委員會會員張維炯博士亦出席2016年股東週年大會以解答股東提問。

CORPORATE GOVERNANCE REPORT

企業管治報告

OUR GOVERNANCE FRAMEWORK

我們的管治架構

THE BOARD

董事會

Leadership; Strategy Planning; Corporate Governance

領導；策略規劃；風險管理

Remuneration Committee

薪酬委員會

- Sets remuneration policy for Executive Directors
為執行董事制訂薪酬政策
- Determines Executive Directors' remuneration and incentives
釐定執行董事的薪酬及獎勵

Nomination Committee

提名委員會

- Recommends Board appointments
就董事委任向董事會提出建議
- Reviews Board structure and composition
檢討董事會結構及組成
- Assesses independence of Independent Non-Executive Director
評估獨立非執行董事的獨立性

Audit Committee

審核委員會

- Reviews risk management and internal controls systems
檢討風險管理及內部監控系統
- Monitors internal and external auditors
監控內部審核部門及外聘核數師
- Overall financial reporting process
監督財務匯報程式

Board and Committee Meetings

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

The Directors can attend meetings in person or through electronic means of communication. Throughout the year, four Board meetings were held, including a strategy meeting with in-depth presentation and discussion of the Group's strategy and planning, and other meetings discussed matters relating to the re-election of Directors, also reviewed and monitored the financial and operation performance of the Group and approved the annual budget for the Group. Notice and board papers were given to all Directors prior to the meetings in accordance with the Listing Rules and the Corporate Governance Code.

董事會及委員會會議

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

董事可親身出席會議或透過電子通訊方式出席會議。年內董事會舉行了四次會議，包括一次深入匯報及討論本集團策略及規劃的策略會議。另外會議主要討論有關董事的重選，分別審閱及監督本集團財務及營運業績，通過本集團的年度預算。按照上市規則及企業管治守則於會議開始前已將通知及董事會文件送至所有董事。

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Representatives of the external auditor participated in every Audit Committee meeting and the Company's 2016 AGM.

外聘核數師的代表參加每個審計委員會會議和出席本公司2016年度股東週年大會。

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

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

The attendance record of each Director for the meetings held during the year ended 31 December 2016 is set out as follows:

各董事出席截至2016年12月31日止年度所召開的會議情況如下：

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

CORPORATE GOVERNANCE REPORT

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Directors' commitments

Each Director confirmed that he has given sufficient time and attention to the affairs of the Company for the year ended 31 December 2016. All Directors have disclosed to the Company the number and nature of offices held in public companies or organizations and other significant commitments, with the identity of the public companies or organizations. Each Director is also requested to provide a confirmation to the Company semi-annually and notify the Company Secretary in a timely manner of any change of such information.

Induction, training and continuing development

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

The Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills for the purpose of discharging their duties and responsibilities as Directors of the Company. All Directors are required to provide the Company with the records of the training they received annually. For the year ended 31 December 2016, all Directors have confirmed that they have attended training sessions by reading regulatory updates or attending briefings/seminars/conferences relevant to the business or their directors' duties.

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

Directors' insurance

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

董事承擔

各董事已確認於2016年12月31日止年度內投入了足夠時間和充分關注本公司事務的聲明。所有董事亦已向本公司披露他們於公眾公司或機構擔任職務的數目和性質，以及其他重大承擔，並提供了公眾公司或機構的名稱和擔任有關職務。各董事亦須每半年向公司作出資料確認，並於任何相關資料出現變動時適時知會公司秘書。

就任須知、培訓及持續發展

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

本公司鼓勵董事參與持續專業發展，發展並更新其知識及技能，以履行其作為本公司董事的職務及職責。所有董事每年須向本公司提供其培訓紀錄。截至2016年12月31日止年度，全體董事確認均有出席培訓課程包括閱讀更新監管規定資料或出席有關業務或董事職責的簡介會／研討會／會議。

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

董事保險

本公司已就董事履行其責任為彼等作出適當保險安排。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

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

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

Board size, composition and appointment

There are currently 7 Directors on the Board including: the Chairman, Chief Executive Officer, Executive Director and 4 Non-Executive Directors (including 3 Independent Non-Executive Directors).

董事會

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

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

董事會規模、組成及委任

董事會現由七位董事組成，包括主席、行政總裁及執行董事，以及四位非執行董事（包括三位獨立非執行董事）。

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

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

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

Balance, diversity and skills

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

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

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

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

均衡、多元化及技能

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

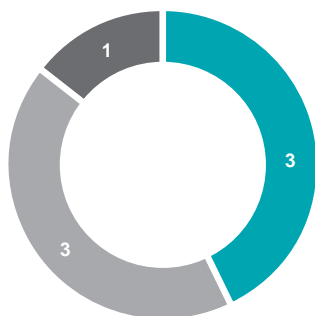
CORPORATE GOVERNANCE REPORT

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

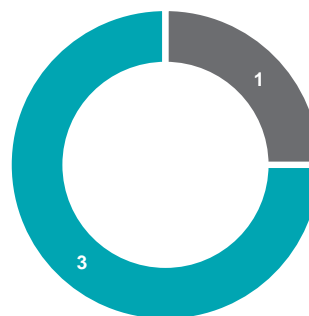
董事會成員廣泛而寶貴之業務經驗知識及專業精神有助董事會有效及高效的履行其職責。董事的簡要履歷資料連同彼此之間的關係載於本報告「董事簡歷」章節。

Balance of Non-executive Directors and Executive Director
31 December 2016
 非執行董事及執行董事之分佈
 2016年12月31日



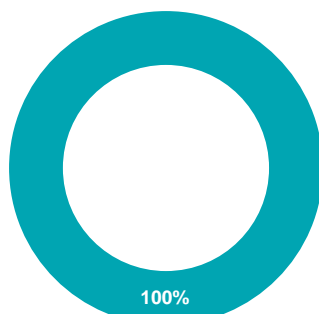
- Independent non-executive Director
獨立非執行董事
- Non-Executive Director
非執行董事
- Executive Director
執行董事

Length of Tenure of Non-executive Directors
31 December 2016
 非執行董事的任期
 2016年12月31日



- 0-5 years
0至5年
- 6 years and above
6年及以上

Board Diversity by Gender
31 December 2016
 董事會多元化之性別分佈
 2016年12月31日



- Men: 7
男性：7

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During 2016, there were 4 Non-executive Director drawn from diverse and complementary background:

於2016年，本公司有四位非執行董事，各具不同背景，可達致優勢互補：

Experience/Expertise 經驗／專長	Name of Directors 董事姓名
<p>1 General Management 綜合管理</p> <p>Broad business experience through a senior level position in another company. 於另一公司擔任要職而取得廣泛的商業經驗。</p>	<p>Fung Hiu Chuen, John 馮曉邨 Cheung Yat Ming 張一鳴</p>
<p>2 Financial Services and Investment 金融服務及投資</p> <p>Experience in the financial services industry or experience in overseeing financial transactions an investment management. 擁有金融服務業或監督財務交易及投資管理的經驗。</p>	<p>Lin Zhijun 林志軍 Cheung Yat Ming 張一鳴</p>
<p>3 Marco-environment affecting the Group 影響集團的宏觀環境</p> <p>Expertise in the economic, political or social environment affecting the Group and its operation, with a focus in China. 對影響集團及其業務的經濟、政治或社會環境，尤其是對中國有精深的認識。</p>	<p>Zhang Weijiong 張維炯</p>
<p>4 “Audit Committee” Accounting Expertise 「審核委員會」會計專長</p> <p>Expertise based on the definition of “Audit Committee accounting expertise” under the Listing Rules. 擁有上市規則「審核委員會會計專長」所界定之專長。</p>	<p>Lin Zhijun 林志軍 Cheung Yat Ming 張一鳴</p>
<p>5 Risk Management 風險管理</p> <p>An understanding of the Board’s role in overseeing of risk management principles and practices, including an understanding of current risk management principles and practices, which may have been gained through current or previous experience on another public company board committee. 瞭解董事會對監察風險管理原則及實務的角色，包括瞭解現行的風險管理原則及實務，這方面的認識可能來自目前或之前擔任另一上市公司董事會的職位。</p>	<p>Lin Zhijun 林志軍 Zhang Weijiong 張維炯 Cheung Yat Ming 張一鳴</p>

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD COMMITTEES

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

- Remuneration Committee
- Nomination Committee
- Audit Committee

Each Committee has accessed to independent advice and counsel as required and each is supported by the Company Secretary. To further reinforce independence and effectiveness, all Audit Committee members are Independent Non-executive Directors, and the Nomination and Remuneration Committees have been structured with a majority of Independent Non-executive Directors as members.

董事委員會

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

- 薪酬委員會
- 提名委員會
- 審核委員會

各委員會均可取得所需的獨立意見及法律建議，並得到公司秘書的支持。為了進一步加強獨立性及有效性，所有審核委員會成員均為獨立非執行董事，而提名委員會及薪酬委員會主要由獨立非執行董事所組成。

CORPORATE GOVERNANCE REPORT

企業管治報告

Remuneration Committee

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

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

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

Roles and duties

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

Summary of work done

During the year, the Remuneration Committee:

- reviewed and determined the amount of bonuses awarded to the Executive Directors based on personal and company performances for the year ended 31 December 2015; and
- approved and reviewed senior management's remuneration, including annual incentive payment for 2015 and 2016 and annual pay review for 2016 and 2017.

薪酬委員會

薪酬委員會年內及截至本報告日期的成員如下：

張維炯 (*主席*)
林志軍
張一鳴
馮曉邨

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

角色與職責

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

工作概要

年內，薪酬委員會：

- 根據截至2015年12月31日止年度的個人及公司表現審閱及釐定執行董事的花紅金額；及
- 審查高層管理人員的薪酬待遇，包括2015和2016年度獎金，以及2016和2017年度薪酬檢討。

CORPORATE GOVERNANCE REPORT

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Nomination Committee

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

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

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

Roles and duties

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

Board diversity policy

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

提名委員會

提名委員會年內及截至本報告日期的成員如下：

張維炯 (*主席*)
林志軍
張一鳴
馮曉邨

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

角色與職責

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

董事會成員多元化政策

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

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of work done

During the year, the Nomination Committee:

- reviewed the structure, size and composition of the Board, including the independence of the three Independent Non-executive Directors;
- considered the nomination of three retiring Directors for the Board's recommendation to stand for re-election by shareholders at the 2016 AGM of the Company.

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

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

工作概要

年內，提名委員會：

- 檢討董事會的架構、規模及組成，包括三名獨立非執行董事的獨立性；
- 考慮三名退任董事的提名，以供董事會推薦股東在本公司2016年度股東週年大會上重選彼等為董事。

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

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

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Audit Committee

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

Role and duties

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

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

審核委員會

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

角色與職責

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

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

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Summary of work done

The work performed by the Audit Committee during 2016 included:

- reviewed the audited consolidated financial statements of the Group for the year ended 31 December 2015 and the related final results announcement, with a recommendation to the Board for approval;
- reviewed the disclosures in the Corporate Governance Report included in the 2015 Annual Report of the Company, with a recommendation to the Board for approval;
- reviewed the unaudited consolidated financial statements of the Group for the six months ended 30 June 2016 and the related interim results announcement, with a recommendation to the Board for approval;
- reviewed and approval of Ernst & Young's confirmation of independence, its reports for the Audit Committee and management representation letters for the year ended 31 December 2015, with a recommendation to the Board for the re-appointment of Ernst & Young at the 2016 AGM;
- considered and endorsed the proposed connected transactions, with a recommendation to the Board for approval;
- endorsed the amendments to the terms of reference of the Audit Committee formalizing the oversight of risk management for the approval of the Board;
- reviewed and considered the scope of work and fee proposals of the external auditor for the 2016;
- reviewed and considered the external auditor to supply non-audit services; and

工作概要

審核委員會於2016年的工作包括：

- 審閱本集團截至2015年12月31日止年度的經審核綜合財務報表以及相關的全年業績公告，並建議董事會批准；
- 審閱載於本公司2015年年報內企業管治報告的披露事項，並建議董事會批准；
- 審閱本集團截至2016年6月30日止六個月的未經審核綜合財務報表以及相關的中期業績公告，並建議董事會批准；
- 就截至2015年12月31日止年度，審閱及通過安永會計師事務所的獨立性確認文件，其致審核委員會的報告及管理層陳述函件，並向董事會建議於2016年股東大會上重新委任安永會計師事務所；
- 審批本公司提出的關連交易，並建議董事會批准；
- 確認審核委員會之職權範圍的修訂以正式訂立監察風險管理的職責，以供董事會審批；
- 審議外聘核數師就2016年審核而提出的工作範圍及費用建議；
- 審議外聘核數師提供非審計服務；和

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- conducted a high level review of the effectiveness of the internal control and risk management systems of the Group (covering financial, operational and compliance controls and risk management functions) by considering the work of the management, including a review of the adequacy of resources, staff qualifications and experience, and training programmes and budget of the Company's accounting and financial reporting function.

Subsequent to the year end, the Audit Committee has reviewed the Group's audited consolidated financial statements for the year ended 31 December 2016, including the accounting principles and practices adopted by the Group, in conjunction with the external auditor, with a recommendation to the Board for approval.

The Audit Committee satisfied with the external auditor's work, its independence and objectivity, and therefore recommended the Board that Ernst & Young be re-appointed as the Company's external auditor for 2017 subject to shareholders' approval at the forthcoming AGM of the Company.

- 透過考慮管理層的工作，對本集團內部監控和風險管理系統的成效(涵蓋財務、營運及合規監控以及風險管理的職能)進行高層次檢討，包括檢視本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及相關的培訓計劃及預算。

於年度完結後，審核委員會連同外聘核數師已審閱本集團截至2016年12月31日止年度的經審核綜合財務報表，包括本集團採用的會計原則及實務，並建議董事會批准。

審核委員會對外聘核數師的工作、其獨立性及客觀性均感滿意。因此，委員會已向董事會建議續聘安永會計師事務所為本公司2017年度的外聘核數師，並於本公司即將舉行的股東週年大會上建議股東批准續聘安永會計師事務所。

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RESPONSIBILITIES IN RESPECT OF FINANCIAL STATEMENTS

The Board is responsible for presenting a balanced, clear and understandable assessment in respect of annual and interim reports, announcements of inside information and other disclosures required under the Listing Rules and other regulatory requirements. The Directors acknowledge their responsibility for preparing the financial statements for each financial period, which give a true and fair view of the state of affairs of the Group at the end of the financial year and profit or loss for the financial year. The Directors have prepared the financial statements in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance and the Listing Rules. The Directors consider that in preparing the financial statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgments and estimates, and that all applicable accounting standards have been followed.

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

THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions. Directors are reminded of their obligations under the Model Code on a regular basis. Specific confirmation has been obtained from each Director to confirm compliance with the required standards set out in the Model Code for the year ended 31 December 2016.

對財務報表的責任

董事會負責就全年及中期報告、內幕消息的公告以及根據上市規則及其他監管規定而作出的內幕消息和其他披露提交平衡清晰及易於理解的評估。董事知悉彼等對編製各財政期間的財務報表的責任，其可真實而公平地反映於財政年度完結日的財務狀況及財政年度損益情況的財務報表。董事已按照國際財務報告準則，以及香港《公司條例》及上市規則之披露規定編製財務報表。董事認為本公司於編製財務報表時已採用合適的會計政策、貫徹應用和依據合理而審慎的判斷及估計，並且已遵從所有適用的會計準則。

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

進行證券交易的標準守則

本公司已採納上市規則附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）作為其董事證券交易的行為守則。本公司亦定期提醒各董事於標準守則下須履行之責任。本公司已取得每位董事發出的書面確認，以確認在2016年12月31日止年度內符合標準守則列載之規定。

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REMUNERATION POLICY

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

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

RETIREMENT FUND SCHEMES

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

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

The Group's contributions to retirement benefit schemes were charged to the consolidated statement of profit or loss for the year ended 31 December 2016 were RMB67 million. Details of the contribution retirement schemes are set out in note 10 of the financial statements.

薪酬政策

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

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

退休金供款計劃

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

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

本集團就退休福利計劃供款計入截至2016年12月31日止年度的綜合收益表為人民幣67百萬元。本集團就退休金計劃的供款詳情載於財務報表附註10。

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RISK MANAGEMENT AND INTERNAL CONTROLS

The Directors acknowledge their responsibility for overseeing the Group's risk management and internal control systems and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assisted the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

The Company has established an organizational structure with defined levels of responsibility and reporting procedures. The Internal Audit and Internal Control Management Team assisted the Board and/or the Audit Committee in the review of the effectiveness of the Group's risk management and internal control systems on an ongoing basis.

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

風險管理及內部監控

董事知悉彼等對監管本集團的風險管理及內部監控系統的責任，以及透過審核委員會至少每年檢討其成效。審核委員會協助董事會履行其於本集團財務、營運、合規、風險管理及內部監控，以及財務及內部審計職能方面資源的監管及企業管治角色。

本公司已建立一個有清晰的職責級別及匯報程序的組織架構。內部審計部和內控管理小組協助董事會及／或審核委員會持續檢討本集團風險管理及內部監控系統的成效。

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

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Risk Governance Structure

- Facilitates risk identification and escalation whilst providing assurance to the Board.
- Assigns clear roles and responsibilities and facilitates implementation with guidelines and tools.
- Consists of multiple layers of roles and responsibilities as explained below.

風險管治架構

- 促進風險識別及上報，同時向董事會提供核證。
- 分派清晰的角色和責任，並在執行方面提供指引和工具。
- 包含下列多個不同層面的角色和責任：



Board oversight

Audit Committee, acting on behalf of the Board

董事會監督

代表董事會行事的審核委員會

- Evaluate and determine the nature and extent of the risks associated with pursuing the delivery of the Group's strategic objectives.
- Ensure that an appropriate and effective risk management framework is established and maintained by the Group.
- Oversee management in the design, implementation and monitoring of the risk management framework.

- 進行評估及確定為實踐策略目標而承擔的風險。
- 確保集團已設立及維持一個合適和有效的風險管理架構。
- 監督管理層在風險管理架構的設計、執行及監察方面的工作。

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Risk Reporting and Communication

CEO & Internal Control Management Team

- Lead the day-to-day operation of the company's risk management system according to the Group's risk management and internal control systems.
- Ensure that a review of the effectiveness of the risk management framework has been conducted at least annually and provide such conformation to the Board through the Audit Committee.
- CEO is primary responsible for risk management and internal control.

風險匯報與溝通

行政總裁和內控管理小組

- 按照公司的風險管理體系和內部控制系統，負責領導公司風險管理體系的日常運行。
- 確保至少每年檢討一次風險管理及內部控制系統的設計與執行的有效性。並透過審核委員會向董事會作出有關確認。
- 公司行政總裁是前述風險管理及內部控制事項的第一責任人。

Independent assurance

Internal Audit

- Capitalise on the audit processes and plans of Internal Audit to review the effectiveness of risk management framework.

獨立評估

內部審計部

- 運用內部審計部的審核計劃及程序，檢討風險管理架構的成效。

Risk and control ownership

Each business unit and their management

- The operating units of the Group, as risk owner, identify, evaluate mitigate and monitor their own risks and report such risk management activities in a timely manner; ensure that a review of the effectiveness of the risk management framework for their areas of responsibility has been conducted at least annually and provide such information to CEO.
- Head of business unit or subsidiaries is the primary responsible person for the risk management and internal control of the unit.

風險及監督權責

公司各事業部、各附屬公司管理層

- 本集團各個營運單位（作為承擔風險單位）識別、評核、減低及監察其各自的風險，以及時向集團彙報風險管理情況；每年至少檢討一次所在單位的風險管理架構的成效同時向行政總裁進行彙報；
- 各事業部及各附屬公司負責人是所在單位風險管理及內部控制的第一責任人。

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Risk and control oversight functions

Department with functions on Risk Control Oversight Role (Finance, Legal, Human Resource and Administration, Asset Management, Information Technology)

- Establish and monitor relevant group-wide policies, procedures.
- Oversee business units and the control activities relevant to respective functions.

Risk Management Process

- Integrated into business and decision-making processes including strategy formulation, business development, business planning, capital allocation, investment decisions, internal control and day-to-day operations management.
- Involved establishing the context, identifying risks, assessing their consequences and likelihood, evaluating risk level, control gaps and priorities, and developing control and mitigation plans. This is a continuous process with periodic monitoring and review in place. It is also an interactive process with stakeholder communication and consultation.

The Company has embedded its risk management systems into the core operating practices of the business. On an ongoing basis, the respective business units of the Company review and assess the status of potential risks which may impact on their ability to achieve their business objectives and/or those of the Company. This review process includes assessment as to whether the existing system of internal controls continues to remain relevant, adequately addresses potential risks, and/or should be supplemented. The results of these reviews are recorded in the operating units risk registers for monitoring and incorporated into the Group's consolidated risk register for analysis of potential strategic implications and for regular reporting to the director and senior management of the Company.

風險及監控職能

負有風險管理職能的職能部門 (財務部、法務部、人事行政部、資產管理部、資訊部)

- 制定本集團與其職能相關的內部控制流程並檢查、監督執行情況。
- 對事業部承擔風險管理職能。

風險管理程序

- 納入各項業務及決策流程中，包括策略制定、業務規劃、資金分配、投資決定、內部監控及日常營運。
- 包括確立範圍、識別風險、透過分析相關後果及其出現的可能性作出風險水平評估、考量現有監控措施的不足，並進行優次排序，以及制訂監控和紓緩計劃。這個持續的過程包括定期監察及檢討，同時也是與業務有關人士溝通和諮詢的互動過程。

本公司已把其風險管理系統融入業務的核心營運常規。本公司的相關營運單位持續檢討及評估可能影響其實現本身及／或本公司經營目標的能力的潛在風險狀況。該檢討程序包括評估現行內部監控系統是否仍然適當、潛在風險是否得到充分處理，及／或是否需要增補。該等檢討結果會記錄於營運單位風險登記冊以作監察，並會載入本集團綜合風險登記冊以分析對策略的潛在影響及定期向本公司董事及高級管理層匯報。

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Internal Audit adopted a risk-and-control-based audit approach. The annual work plan of Internal Audit covered major activities and processes of the Group's operations, businesses and service units. Special reviews are also performed at management's request. The results of these audit activities are communicated to the Audit Committee and key members of executive and senior management of the Group.

Internal Audit provides independent assurance to the Board, the Audit Committee and the executive management of the Group on the adequacy and effectiveness of internal controls for the Group. The Head of Internal Audit reports directly to the Chairman of the Audit Committee and CEO of the Group.

The Company has established and oversees a whistle blower policy whereby employees, customers and suppliers can report any suspected occurrence of improper conduct involving the Company.

During the year ended 31 December 2016, the Board through the Audit Committee, have conducted a review of the effectiveness of the internal control and risk management systems of the Group. In respect of the year ended 31 December 2016, the Board considered the internal control and risk management systems effective and adequate. No significant areas of concern which might affect shareholders were identified.

COMPANY SECRETARY

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

內部審計部採納以風險及控制為本的審核方法。內部審計部的全年工作計劃涵蓋本集團營運、業務及服務單位各項主要工作及程序，並按照管理層的要求進行特別檢討，而審核工作的結果會交予審核委員會及本集團執行與高級管理層的主要成員。

內部審計部就本集團內部監控是否足夠及有效向董事會、審核委員會及本集團執行管理層提供獨立保證。內部審計主管直接向審核委員會主席、集團行政總裁匯報。

本公司已制定並監督一項舉報政策。據此，僱員、客戶和供應商能夠對本公司的任何疑似不當行為作出舉報。

於2016年12月31日止年度內，董事會透過審核委員會審閱本集團內部監控和風險管理系統之成效，截至2016年12月31日止年度，董事會認為本集團內部監控和風險管理系統是充分、有效的。並未出現可影響股東權益的重大事項。

公司秘書

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

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

During the year ended 31 December 2016, the Company Secretary confirmed that she has complied with all the required qualifications, experience and training requirements of the Listing Rules.

EXTERNAL AUDITOR

Ernst & Young were reappointed independent auditor of the Company at the 2016 AGM. Ernst & Young has written to the Audit Committee confirming that they are independent and that there is no relationship between Ernst & Young and the Company which may reasonably be thought to bear on their independence. In order to maintain their independence, Ernst & Young will not be employed for any non-audit work by the Company unless the non-audit work meets the criteria suggested in the Listing Rules and has been pre-approved by the Audit Committee.

In addition, there must be clear efficiencies and value-added benefits to Springland from that work being undertaken by the external auditor, with no adverse effect on the independence of their audit work, or the perception of such independence.

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

公司秘書確認其於2016年12月31日止年度符合上市規則所有要求的資格、經驗與培訓規定。

外聘核數師

安永會計師事務所於2016年度股東週年大會上再次獲委任為本公司的獨立核數師。安永會計師事務所已向審核委員會發出函件，就其獨立性及本公司與其不存在任何可影響其獨立性的關係作出確認。為求保持外聘核數師的獨立性，除非是符合上市規則所界定的許可非審計工作、並經由審核委員會預先批准，否則本公司將不會聘用安永會計師事務所從事非審計工作。

此外，僱用外聘核數師從事的工作必須為華地帶來明確的效益和增值作用，而且不會對其審計工作的獨立性或獨立形象構成負面影響。

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During the year, the external auditor (which for these purposes includes any entity under common control, ownership or management with the external auditor or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally) provided the following audit and permissible audit related and non-audit services to the Group:

年內，集團的外聘核數師（在這裡的定義包括任何與外聘核數師受同一機構控制、擁有或管理的實體，或任何掌握所有相關資料的第三者均會合理推斷到其實際為有關核數師事務所的全國或國際業務分部）為集團提供了以下審計和許可的審計相關及非審計服務：

		2016 2016年 RMB million 人民幣百萬元	2015 2015年 RMB million 人民幣百萬元
Audit	審計服務	2.7	2.7
Tax advisory services	稅務顧問服務	0.2	—
Total	總額	2.9	2.7

The responsibilities of the external auditor with respect of the Financial Statements for the year ended 31 December 2016 are set out in the section of “Independent Auditor’s Report” of the report.

外聘核數師就截至2016年12月31日止年度的財務報表所負之責任列載於本報告之「獨立核數師報告」章節。

COMMUNICATION WITH SHAREHOLDERS

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

與股東溝通

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

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Disclosure of information on Company's website

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

AGM

The AGM provided an important opportunity for constructive communication between the Board and the Shareholders. The Board maintained an on-going dialogue with the shareholders and answered all questions raised by the shareholders throughout the last AGM held on 16 May 2016.

Investor relations

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

SHAREHOLDERS' RIGHTS

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

本公司網站之訊息披露

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

股東週年大會

股東週年大會為董事會與股東進行建設性溝通提供良機。董事會與股東於2016年5月16日舉行之最近一屆股東週年大會上持續對話，並回答股東之所有提問。

投資者關係

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

股東權益

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

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

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

Shareholders' enquiries

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

CONSTITUTIONAL DOCUMENTS

The Memorandum and Articles of Association of the Company is published on the websites of the Stock Exchange and the Company. There was no change to the Memorandum and Articles of Association of the Company during the year ended 31 December 2016.

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

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

股東查詢

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

組織章程文件

本公司組織章程大綱及細則已刊登在聯交所及本公司之網站。於2016年12月31日止年度，本公司組織章程大綱及細則均沒有更改。

DIRECTORS' REPORT

董事會報告

The Directors presented their report and the audited consolidated financial statements of the Group for the year ended 31 December 2016.

PRINCIPAL ACTIVITIES

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

RESULTS AND APPROPRIATIONS

The profit of the Group for the year ended 31 December 2016 and the state of affairs of the Company and the Group as at 31 December 2016 were set out on pages 100 to 209 of this report.

During the year, an interim dividend of HK3 cents per ordinary share was paid. The Board recommended the payment of a final dividend for the year ended 31 December 2016 of HK5 cents in cash per ordinary share to the shareholders appeared on the register of members of the Company as at 9 June 2017. This recommendation has been incorporated in the financial statements as a separate allocation within the equity section of the statement of financial position.

董事會提呈截至2016年12月31日止年度之董事會報告及本集團的經審計綜合財務報表。

主要業務

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

業績及分配

本集團截至2016年12月31日止年度之溢利和本公司與本集團於該日之財務狀況載於本報告第100至209頁。

於年內，本公司已派發中期股息每股普通股港幣3仙。董事會建議就截至2016年12月31日止年度以現金派付末期股息每股普通股港幣5仙予2017年6月9日公司股東名冊內之股東。該建議已經在財務狀況表權益章節單獨立分配納入財務報表中。

DIRECTORS' REPORT

董事會報告

BUSINESS REVIEW AND PERFORMANCE

A fair review of the business of the Company and a discussion and analysis of the Group's performance during the year, the material factors underlying its results and financial position and material attributable factors of the development and likely future developments of the Group's business, are provided throughout this annual report, particularly in the following separate sections:

- (a) Review of the business – “Management Discussion and Analysis”;
- (b) Principal risks and uncertainties that the Group faces – “Directors' Report”;
- (c) Future development on the business – “Statement from the Chairman”;
- (d) Analysis using financial key performance indicators – “Management Discussion and Analysis”; and
- (e) Discussion on the Group's environment policies and performance, compliance with the relevant laws and regulations and key relationships with its stakeholder – “Environment, Social and Governance Report”.

Principal risks and uncertainties

The Group's businesses, financial condition, results of operations or growth prospects may be affected by risks and uncertainties pertaining to the Group's businesses. The factors set out below were those that the Group believes could affect the Group's businesses, financial condition, results of operations or growth prospects. These factors were by no means exhaustive or comprehensive, and there may be other factors 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.

業務審視及表現

有關本公司業務的中肯審視、集團年內的表現、集團業績及財務狀況的重要因素，及對集團的業務發展的重要因素的探討及分析，已於本年報不同部份披露，於以下個別章節尤其詳盡：

- (a) 業務回顧－「管理層討論及分析」；
- (b) 本集團面對的主要風險及不明朗因素－「董事會報告」；
- (c) 日後的業務發展－「主席報告書」；
- (d) 運用財務主要表現指標進行的分析－「管理層討論及分析」；及
- (e) 討論本集團的環境政策及表現、遵守對本集團有重大影響的法律和法規以及與主要持份者的關係－「環境、社會及管治報告」。

主要風險及不明朗因素

本集團的業務、財務狀況、營運業績或發展前景均可能會受到與本集團業務有關的風險及不明朗因素所影響。本集團認為，下列因素可能會影響本集團的業務、財務狀況、營運業績或發展前景。此處並不能全面或未能詳錄所有因素，除下列因素外，亦可能存在其他本集團未知的風險，或目前未必屬於重大但日後可能變成重大的風險。

Risk associated with the Group business

Economic conditions

We are a geographically focused and dual-format retail operator in the Greater Yantza River Delta region in China. The Group's businesses, financial condition and results of operations are particularly sensitive to changes in the Chinese economic conditions and consumer confidence. Consumer confidence is affected by, China general business conditions and economy as well as current and expected future global or regional macroeconomic conditions. We believe that Chinese consumers tend to increase their expenditures when the Chinese economy is experiencing strong growth and when they have more disposable income available for personal consumption. Conversely, a recession in the Chinese economy, or uncertainties regarding future economic prospects may result in a reduction in consumer spending. Any economic downturn in the PRC and its effect on consumer confidence and spending patterns may materially and adversely affect our business, financial condition and results of operations and our further prospects. As a result, the state of the economy in China has had a significant impact on our performance, results of operations and profitability.

Our new shopping malls or department stores may not achieve our expected level of profitability within our desired time frame, or at all

We plan to further enhance our position in the region by opening several new shopping malls and department stores. Opening self-owned new shopping malls requires significant capital outlay up front, including the cost of land and building and decorating the premises. However, the new shopping mall that we open may not achieve our expected level of profitability for a prolonged period of time. Whether or not the operation of new shopping mall or department store will be successfully depends on a number of factors, including: our ability to successfully integrate the new store with our existing operations and achieve related synergies; our ability to introduce an optimal mix of merchandise which successfully meets local consumer preferences; our ability to negotiate and obtain favorable terms from our concessionaires and suppliers; the competition that we face from incumbent and new players in the region and any government development plans or construction, which could have an impact on the external traffic flow to our store and the timely implementation of such changes.

與本集團業務有關的風險

經濟環境

我們是中國泛長江三角洲地區為重心的雙模式零售連鎖運營商，中國經濟狀況及消費者信心的轉變對我們業務、財務狀況、營運業績的影響尤其敏感。影響消費信心的因素包括中國整體的營商環境和經濟、現時及預期未來全球或地區宏觀經濟狀況。本集團相信當中國經濟增長強勁及中國消費者擁有更多可支配收入用作個人消費時，中國消費者會增加開支。相反，倘若中國經濟衰退，或經濟前景不明朗，則消費者可能會減少消費。因此，中國的經濟狀況對本集團的表現、經營業績及盈利能力均有重大影響。

本集團的新購物中心和百貨店或未能在本集團計劃的時間內達致預期的盈利水平或完全未能達致預期的盈利水平

本集團計劃通過開設新購物中心和百貨店鞏固在本區域的領先地位。開設自置購物中心須要先投入大量資金，包括物業的收購價或租金，物業建造、及裝修成本。然而，本集團開設的新購物中心可能在一段較長時間內未必或根本不能達致本集團預期的盈利水平。本集團新購物中心和百貨店的運營能否成功取決於多項因素，其中包括：本集團能否成功將新店與現有業務整合，並發揮相關協同效益；本集團能否引入完全符合當地消費者喜好的最佳商品組合；本集團與特許經營商和供應商議價及取得優惠條款的能力；本集團在區內面臨現有及新加入經營者的競爭；及本集團規劃區域附近的任何政府發展規劃（如建設）或對本集團店鋪的外部客流以及對相關變動的及時處理造成影響。

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Some of these factors are not entirely within our control. If our new stores do not break even or achieve our expected level of profitability within our expected timeframe. Our results of operations, financial condition and profitability may be materially and adversely affected.

We may fail to anticipate and prove the appropriate mix of merchandise to satisfy customer tastes and demands

We maintain a comprehensive selection of merchandise for customers. The success of our business depends on our ability to maintain a comprehensive product selection and, at the same time, anticipate and respond in a timely manner to changing customer demands and preferences. Consumer demands and fashion trends in the PRC are changing at a rapid pace. The success of our operations depends on our continued ability to adjust and upgrade the brand and mix of merchandise that satisfy customer demand. If we fail to accurately foresee or quickly adjust to general trends in consumer demands and preferences, our business, financial condition and results of operations may be materially and adversely affected.

Reliance on key management personnel

The success of the Group in expanding its growth in operations and maintaining growth in its profitability relies on the strategy and vision of its key management, efforts of key members of the management and their experience in the PRC retail market. The unanticipated resignation or departure of any of these key management members of the Group could have a material adverse impact on the operations of the Group. There is no assurance that the Group will be able to manage its business by retaining its existing management team and by attracting additional qualified employees.

若干該等因素並非完全在本集團的控制範圍內。倘本集團的新店未能於預期時間內實現收支平衡或達致預期盈利水平(或根本不能達致)，則本集團的經營業績、財務狀況及盈利能力可能會受到重大不利影響。

本集團可能無法預料及提供適當商品組合以滿足顧客品味及需求

本集團維持種類齊全的商品，以供顧客選擇。本集團的業務成功取決於本集團能否維持種類齊全的商品以供選擇，以及能否同時預料不斷變化的顧客需求及偏好並及時作出回應。中國的消費需求及時尚潮流瞬息萬變，本集團營運能否取得成功取決於本集團能否持續通過調整商品結構、品牌升級滿足顧客需求。倘本集團未能準確預見消費者需求及偏好的普遍趨勢或就其迅速作出調整，則本集團的業務、財務狀況及經營業績可能受到重大不利影響。

對主要管理人員的依賴

本集團在擴大業務增長及維持盈利增長方面的成功，有賴主要管理人員的策略及高瞻遠矚，以及管理層隊伍的骨幹成員的努力及其在中國零售市場的豐富經驗。任何該等管理人員的辭職或離任無法預料，也均可能對本集團的營運造成重大不利影響。現時無法保證本集團能夠透過挽留現有的管理隊伍，並且吸引額外合資格的僱員加入，以管理其業務。

Risks relating to the industry in the PRC

Changes in foreign exchange regulations and fluctuation of RMB

All of the revenues and a substantial proportion of our expenditure are denominated in Renminbi, which is currently not a freely convertible currency. We will require foreign currencies for dividend payment (if any) to our Shareholders. We will therefore be exposed to foreign currency fluctuations. If there be significant changes in the exchange rates of US dollars or Hong Kong dollars against Renminbi, our Company's ability to make dividend payments in foreign currencies may be materially and adversely affected as well as materially and adversely affect the value of our Company's dividends, which would be funded by Renminbi but paid in Hong Kong dollars.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year were set out in note 37(a) to the financial statements.

RESERVES

Details of the movements in the reserves of the Group and of the Company during the year were set out in the consolidated statement of changes in equity of this report and note 44 to the financial statements respectively.

與中國有關的風險

外匯法規變動及人民幣匯率波動

本集團所帶收入和大部分開支以人民幣計值，而人民幣目前不可自由兌換。本集團須以外幣向股東支付股息（如有）。倘若美元或港元兌換人民幣的匯率大幅波動，則本公司以外幣支付股息的能力或會受到重大不利影響，亦可能對本公司以人民幣提供資金但以港元派發的股息的價值造成重大不利影響。

股本

本公司於年內股本變動詳情載於財務報表附註37(a)。

儲備

本集團及本公司的儲備於年內的變動詳情分別載於本年報之綜合權益變動表及財務報表附註44。

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DISTRIBUTABLE RESERVES

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

As of 31 December 2016, the Company's share premium available for distribution amounted to RMB728 million, of which RMB103 million has been proposed as a final dividend for the year. Details of which are set out in note 44 in the financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

BANK BORROWINGS AND FINANCING NOTES

Bank borrowings, short-term financing notes, medium-term notes and corporate bonds of the Group as at 31 December 2016 amounted to RMB2,863 million, details of which were set out in notes 28 to 31 to the financial statements.

可供分派儲備

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

於2016年12月31日，本公司可予分派的股份溢價為人民幣728百萬元，其中人民幣103百萬元已被建議作為本年末期股息。其詳情載於財務報表附註44。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於財務報表附註17。

銀行借款和融資券

本集團於2016年12月31日銀行借款、短期融資券、中期票據和應付債券達人民幣2,863百萬元，其詳情載於財務報表附註28至31。

COMMITMENTS

Details of the commitments of the Group were set out in note 36 to the financial statements.

DONATIONS

Donations made by the Group during the year amounted to RMB1.7 million.

SUMMARY FINANCIAL INFORMATION

A summary of the published financial results and financial position of the Group for the last five financial years, as extracted from the audited financial statements, is set out on page 210. This summary does not form part of the audited financial statements.

DIRECTORS

The Directors of the Company during 2016 and up to the date of this report were:

Executive Directors

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

Non-executive Director

Fung Hiu Chuen, John

Independent Non-executive Directors

Lin Zhijun
Zhang Weijiong
Cheung Yat Ming

承擔

本集團承擔詳情載於財務報表附註36。

捐款

本集團於年內捐贈達人民幣1.7百萬元。

財務信息摘要

本集團過往五年已發佈的財務業績及財務狀況載於本年報第210頁。該等摘要並不構成經審計財務報表的一部分。

董事

本公司於2016年及本報告日止之董事如下：

執行董事

陳建強 (*主席*)
陶慶榮 (*行政總裁*)
俞堯明

非執行董事

馮曉邨

獨立非執行董事

林志軍
張維炯
張一鳴

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Pursuant to Article 84 of the Articles of Association of the Company, three of the Directors, namely, Yu Yaoming, Fung Hiu Chuen, John and Zhang Weijiong shall retire by rotation and being eligible, will offer themselves for re-election at the forthcoming AGM.

In addition, for the purpose of complying code provision A.4.3 of the Corporate Governance Code, Lin Zhijun, who has served more than nine years as an independent non-executive director of the Company, will also retire voluntarily at the forthcoming AGM and, being eligible, offer himself for re-election.

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

BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the Directors of the Company were set out in the section headed "Biographical Details of Directors" in this report. The senior management of the Group is also executive Directors of the Company.

DIRECTORS' SERVICE CONTRACTS

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

Details of the Directors' and Chief Executive's remuneration are set out in note 11 of the financial statements.

按照本公司組織章程第84條，其中三位董事俞堯明，馮曉邨和張維炯於即將舉行的股東週年大會上輪席退任，並均符合資格願意重選連任。

此外，為符合企業管治守則守則條文A.4.3條，擔任本公司獨立非執行董事9年以上的林志軍亦將於即將舉行的股東週年大會上自願退任，惟符合資格並表示願意膺選連任。

根據上市規則第13.51B(1)條，並無其他資料需要作出披露。

董事簡歷

本公司董事履歷詳情載於本報告「董事簡歷」章節。本集團之高層管理人員皆為本公司執行董事。

董事服務合約

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

董事及行政總裁的薪酬的詳情載於財務報表附註11。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2016 were rights to acquire benefits by means of acquisition of shares in or debentures of the Company granted to any Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or its holding company or subsidiary or a subsidiary of the Company's holding company was a party to any arrangement to enable the Directors to acquire such rights through any other corporate entities.

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed under "Connected transactions and continuing connected transactions" below, no contract of significance to the business of the Group to which the Company, its holding company or subsidiary or a subsidiary of the Company's holding company was a party and in which a Director or controlling shareholder or any of its subsidiaries or any company controlled by a director or controlling shareholder had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2016.

董事收購股份或債券的權利

於2016年12月31日止年度內任何時間，並無授予董事或其各自配偶或未成年子女透過認購本公司股份或債券而獲得利益的權利，彼等亦無行使該等權利，而本公司、其控股公司或其任何附屬公司亦無訂立任何安排致使董事在其他法團中獲得該等權利。

董事的合同權益

除下文「關連交易及持續關連交易」一節所披露外，於2016年年終或年內任何時間概無存在由本公司、其控股公司、附屬公司或同系附屬公司訂立而本公司董事或控股股東或本公司的任何附屬公司或控股股東控制的其它公司於當中直接或間接擁有重大權益之重大影響之業務合約。

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INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE

At 31 December 2016, the interests and short positions of the Directors and the Chief Executive of the Company in the shares of the Company notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO") (including interests and short positions which were taken or deemed to have been taken under such provisions of the SFO) or the Model Code or which were required to be entered in the register required to be kept under section 352 of the SFO were as follows:

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

Name of Director 董事姓名	Note 附註	Number of ordinary shares 普通股數目		Approximate percentage of the issued share capital 佔已發行股本的 百分比
		Corporate interests 法團權益	Total 合計	
Chen Jianqiang 陳建強	a	1,442,500,000	1,442,500,000	61.89%

Note:

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

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

As at 31 December 2016, none of the Directors and Chief Executive of the Company had any interest or short position in the shares of the Company or any of its associated corporations that recorded in the register required to be kept by the Company under Section 352 of the SFO, or notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及最高行政人員權益

於2016年12月31日，本公司的董事及最高行政人員於本公司股份擁有根據證券及期貨條例（「證券及期貨條例」）第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉），或根據標準守則須知會本公司及聯交所的權益及淡倉，或根據證券及期貨條例第352條須記錄於按該條例所須存置的登記冊中的權益及淡倉如下：

(1) 本公司及其相聯法團股份的好倉

附註：

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

(2) 本公司及其相聯法團股份的淡倉

於2016年12月31日，本公司董事及最高行政人員概無於本公司或任何關聯法團股份擁有根據證券及期貨條例第352章須由本公司存置的登記冊上所記錄，或根據標準守則須知會本公司及聯交所的權益或淡倉。

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at 31 December 2016, so far as is known to any Directors and Chief Executive of the Company, the following persons (other than the Directors or Chief Executive of the Company, whose interests have been disclosed in the above section "Interests of Directors and Chief Executive") had interests of 5% or more in the shares of the Company notified to the Company under the provisions of the Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under Section 336 of the SFO:

1. Long position in the shares of the Company

Name of shareholders 股東名稱	Capacity 身份	Number of ordinary shares 普通股數目	Notes 附註	Approximate percentage of the issued share capital 佔已發行 股本的百分比
Octopus Holdings Foundation	Interest of controlled corporation 受控制法團權益	1,442,500,000	a	61.89%
International Value Advisers, LLC	Investment manager 投資經理	262,644,000	b	11.27%

Notes:

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

附註:

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

2. Short position in the shares of the Company

As at 31 December 2016, the Company had not been notified of any short positions being held by any substantial shareholder in the shares of the Company.

主要股東權益

就本公司董事及最高行政人員所知，於2016年12月31日，根據證券及期貨條例第XV部第2及3分部的規定須知會本公司，或根據證券及期貨條例第336章而本公司須存置之登記冊所記錄，下列人士(上文「董事及最高行政人員權益」章節中提及本公司董事或最高行政人員除外)擁有本公司股份5%或以上權益：

1. 本公司股份的好倉

2. 本公司股份的淡倉

於2016年12月31日，本公司並無獲悉任何主要股東持有本公司股份的淡倉。

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INTERESTS OF ANY OTHER PERSONS

As at 31 December 2016, the Company had not been notified of any persons other than the substantial shareholders who had interests or short positions in the Shares of the Company, which are required to be recorded in the register required to be kept under Section 336 of Part XV of the SFO.

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

During the year, pursuant to the general mandate given to the Directors, the Company repurchased a total of 103,277,000 ordinary shares of HK\$0.01 each of the Company on the Stock Exchange at an aggregate consideration of approximately HK\$120 million. Included in the repurchased shares, 90,290,000 shares were cancelled during the year. The remaining 12,987,000 shares were not cancelled and recognized as treasury share with nominal value of approximately HK\$129,870, equivalent to RMB112,000 as at 31 December 2016. The number of issued shares of the Company as of 31 December 2016 and the date of the Report was 2,330,760,000 shares.

Particulars of the shares repurchased during the year are as follows:

Month of repurchase 購回月份	No. of shares at HK\$0.01 each 每股面值 0.01港元的 股份數量 Thousands 千股	Price per share 每股股價		Aggregate consideration 總代價 HK\$' 000 千港元	
		Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元		
April 2016	2016年4月	5,740	1.54	1.40	8,518
May 2016	2016年5月	11,785	1.33	1.00	14,289
June 2016	2016年6月	20,160	1.04	0.95	20,151
July 2016	2016年7月	11,412	1.06	1.00	11,750
August 2016	2016年8月	5,130	1.04	0.98	5,236
September 2016	2016年9月	24,220	1.29	1.02	29,892
October 2016	2016年10月	2,144	1.20	1.16	2,551
November 2016	2016年11月	9,912	1.21	1.17	11,884
December 2016	2016年12月	12,774	1.30	1.17	15,880
		103,277			120,151

其他人士權益

於2016年12月31日，本公司並無獲悉除主要股東外尚有任何人士持有本公司股份的權益或淡倉，而須登記於根據證券及期貨條例第XV部第336條規定備存的登記冊。

購買、出售或贖回本公司上市證券

年內，根據授出予董事之一般授權，本公司以總代價約港幣120百萬元於聯交所合共購回103,277,000股本公司每股面值港幣0.01元之普通股股份。在回購股份中，90,290,000股於年內註銷。於2016年12月31日，餘下12,987,000股並未註銷，其股本面值約港幣129,870元，相當於人民幣112,000元已計入庫存股賬戶。截至2016年12月31日及本報告刊發日期，本公司之已發行股份數目為2,330,760,000股。

於年內已購回股份之詳情如下：

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

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

COMPETING INTEREST

As at 31 December 2016, none of the Directors or directors of the Company's subsidiaries, or their respective associates had any interests in the businesses, other than being a director of the Company and/or its subsidiaries and their respective associates, that compete or are likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the Listing Rules.

SHARE OPTION

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

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

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

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

競爭權益

於2016年12月31日，概無董事及本公司附屬公司董事或彼等各自的聯繫人於足以或可能直接或間接與本公司及其附屬公司業務構成競爭業務中擁有利益（不包括作為本公司及／或其附屬公司及彼等各自的聯繫人的董事），而須根據上市規則的要求作出披露。

購股權

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

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

DIRECTORS' REPORT

董事會報告

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

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

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

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

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

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

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

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

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

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

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

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

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

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

On 16 December 2014, Jiangsu Springland, Xishan Yaohan and the Purchaser entered into the supplemental agreement and extended the payment date for the outstanding consideration under the Disposal Agreement in the amount of RMB182 million to 31 December 2016. On 1 December 2016, Jiangsu Springland, Xishan Yaohan and the Purchaser entered into the another supplemental agreement and further extended the payment date for the outstanding consideration of RMB118,000,000 to 31 December 2019. Starting from 1 January 2015, interest is charged on the amount due from the Purchaser under the Disposal Agreement with an interest rate of 3.5% per annum. During the year, the Purchaser has paid RMB69.56 million to the Group as principal and interest of the outstanding consideration under the Disposal Agreement.

關連交易及持續關連交易

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

持續關連交易－處置定期存款及理財產品未付對價的貸款

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

於2014年12月16日，江蘇華地、錫山八佰伴與買方訂立補充協議，以延長出售協議中未付對價人民幣1.82億元之付款日期至2016年12月31日。於2016年12月1日，江蘇華地、錫山八佰伴與買方訂立另一份補充協議，以再延長未付對價人民幣118,000,000元之付款日期至2019年12月31日。由2015年1月1日起，應收買方款項（出售協議中未付對價）按年利率3.5%計息。年內，買方支付本集團人民幣69.56百萬元作為出售協議中未付對價及其利息。

DIRECTORS' REPORT

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The Purchaser, Mr. Chen, the Chairman and the controlling shareholder of the Company, is a connected person of the Company under the Listing Rules. Accordingly, loan for the outstanding consideration under the Disposal Agreement and its supplemental agreements constituted continuing connected transactions of the Company under the Listing Rules. Details of the entering into of the Disposal Agreement by Jiangsu Springland and Xishan Yaohan and Mr. Chen for the disposal of the Financial Product and the Deposit and extension of payment date of outstanding consideration arrangement have been set out in the announcements dated 2 May 2014, 16 December 2014 and 1 December 2016 issued by the Company.

Views of the auditors and independent non-executive Directors

The auditors of the Company have provided a letter to the Board pursuant to Rule 14A.56 of the Listing Rules confirming that, for the year ended 31 December 2016, the connected transaction and continuing connected transaction (i) has received the approval of the Board; (ii) has been entered into in accordance with the terms of the agreements governing the transactions; and (iii) has not exceeded the cap disclosed in the relevant announcements made by the Company in relation in the continuing connected transaction.

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

MANAGEMENT CONTRACTS

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

買方，陳先生為本公司的主席及控股股東，彼根據上市規則為本公司的關連人士。根據上市規則出售協議及其補充協議中未付對價的貸款構成本公司持續關連交易。江蘇華地和錫山八佰伴，就出售理財產品及定期存款和延長未付對價付款日期安排與陳先生訂立出售協議的詳情已載於本公司在2014年5月2日、2014年12月16日和2016年12月1日刊發的公告內。

核數師及獨立非執行董事的意見

根據上市規則第14A.56條規定，本公司核數師向董事會提供函件，確認截至2016年12月31日止年度，該關連交易及持續關連交易：(i)已取得董事會批准；(ii)乃根據有關交易的協議條款訂立；及(iii)並無超過本公司有關該持續關連交易公告所披露的上限。

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

管理合約

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

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance through its continuous effort in improving its corporate governance practices. Information on the corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 47 to 72.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 December 2016, none of the Group's customers or suppliers accounted for more than 5% of the Group's revenue or purchases. None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the five largest customers or five largest suppliers of the Group.

PRE-EMPTIVE RIGHTS

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

PUBLIC FLOAT

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

TAX RELIEF

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

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events after the reporting period of the Group were set out in note 43 to the financial statements.

企業管治

本公司不斷改善其企業管治常規，致力維持高水平的企業管治。本公司所採納的企業管治常規詳情載於第47至72頁的企業管治報告內。

主要客戶及供應商

截至2016年12月31日止年度，無任何本集團的客戶或供應商佔本集團收入或採購的份額超過5%。本公司董事或任何彼等的聯繫人或任何股東（就董事所知，擁有本公司已發行股本5%以上）概無擁有本集團五大客戶或五大供應商的任何實益權益。

優先購買權

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

公眾持股量

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

稅務減免

就本公司所知，股東因持有本公司股份並未獲得任何稅務減免。

報告期後事項

本集團報告期後起至本報告日止的重大事項的詳情載於財務報表附註43。

DIRECTORS' REPORT

董事會報告

AUDITORS

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

By order of the Board
Springland International Holdings Limited

Chen Jianqiang

Chairman

Hong Kong, 16 March 2017

核數師

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

承董事會命
華地國際控股有限公司

陳建強

主席

香港，2017年3月16日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



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TO THE SHAREHOLDERS OF SPRINGLAND INTERNATIONAL HOLDINGS LIMITED

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

OPINION

We have audited the consolidated financial statements of Springland International Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 100 to 209, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board (“IASB”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致華地國際控股有限公司全體 股東

(於開曼群島註冊成立的獲豁免有限公司)

意見

我們已審計列載於第100頁至第209頁的華地國際控股有限公司(「貴公司」)及其附屬公司(「貴集團」)的綜合財務報表,此綜合財務報表包括於2016年12月31日的綜合財務狀況表與截至該日止年度的綜合收益表及綜合全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據國際會計準則委員會頒佈的國際財務報告準則真實而中肯地反映了貴集團於2016年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港公司披露要求條例妥為擬備。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAAs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the *Auditor’s responsibilities for the audit of the consolidated financial statements section* of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor’s responsibilities for the audit of the consolidated financial statements section* of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則進行審計。我們在該等準則下承擔的責任已在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則（「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已經履行了本報告核數師就審計綜合財務報表承擔的責任部分闡述的責任，包括與這些關鍵審計事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括應對下述關鍵審計事項所執行的程序，為綜合財務報表整體發表審計意見提供了基礎。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

1. Impairment test of goodwill

The Group had RMB250 million of goodwill as at 31 December 2016. According to IFRSs, the Group is required to perform annual impairment test of goodwill. Impairment is determined by assessing the value in use of the cash-generating unit (group of cash-generating units, "CGU") to which the goodwill is allocated. Where value in use is less than the carrying amount of goodwill, an impairment should be recognised. The Group assessed the value in use by performing profit forecasts and estimating future cash flows of the respective CGUs, which involved a number of significant judgements and estimates such as revenue growth rate, the gross margin, expenses rate, working capitals and discount rate. Changes in these assumptions might lead to a change in the value in use of goodwill.

Key assumptions on which management has based its present value of cash flow projections to undertake impairment testing of goodwill are included in note 20 goodwill of financial statements. Estimation uncertainty is included in note 3 Significant accounting judgement and estimates of financial statements.

Our audit procedures included evaluating the methodologies and main assumptions used in the goodwill impairment testing model. We paid specific attention to the revenues growth, the gross margin, expenses rate and discount rate. To assess the main assumptions, we compared them to the respective CGUs' historical financial data and also considered the business plan and external market's conditions. Our valuation specialists were involved to assist us in reviewing the impairment test model, in particular, the discount rate and long term growth rate. We checked the relevant disclosures of goodwill impairment testing.

1. 商譽減值檢測

截至2016年12月31日，本集團的商譽為人民幣250百萬元。根據國際財務報告準則，本集團須對商譽進行年度減值檢測。減值是通過評估分配商譽的現金產出單位（現金產出單位組）的使用價值確定的。當使用價值小於商譽的賬面價值時，確認減值損失。本集團通過進行盈利預測和評估各自的現金產出單位，其中載有一系列重要的判斷和估計，如收入增長率，毛利率，費用率，營運資金和貼現率。這些假設的變化可能導致商譽使用價值的變化。

管理層關於現金流現值的商譽減值檢測的關鍵假設包括在財務報告附註20商譽。不確定的估計包括在財務報告附註3重大會計判斷及估計。

我們審計程序包括評估商譽減值檢測測試模型中使用的方法和主要假設。我們特別關注的主要包括收入增長，毛利率，費用率和貼現率。為了評估主要假設，我們將它們與相應的現金產出單位歷史財務數據進行了比較，並考慮了業務計劃和外部市場的情況。我們的估值專家參與協助我們審查減值檢測模型，特別是貼現率和長期增長率時。我們評估了本集團的商譽減值檢測的有關披露。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

2. Estimation and disclosure with respect to deferred tax assets

As at 31 December 2016, the Group had deferred tax assets amounting to RMB111 million. The deferred tax assets were mainly recognized for tax-deductible losses, salary payables, accrued rental expenses, loss on disposal of assets and bonus point liabilities to the extent that it was likely that sufficient taxable profit will be available in the future. The process of estimating the future taxable profits is complex, and required significant management estimates and judgments which are mainly affected by future actual operation, tax regulations, market or economic conditions.

We evaluated and tested the management assessment on available taxable profits by, among others, comparing to the Group's business plans, expected future profit forecasts and historical financial performance. We paid attention to the main assumptions including revenue growth rates, gross margin as well as the estimated applicable tax rate in future. We checked the relevant disclosures of deferred tax assets and management's estimation for tax losses that cannot be utilised.

Please refer to note 23 deferred tax of financial statements for movements of deferred tax assets and management's estimation for tax losses that cannot be utilised. Estimation concertainty is included in note 3 significant accounting judgement and estimates of financial statements.

3. Observation of inventory count

As at 31 December 2016, the Group's inventories amounted to RMB418 million as disclosed in the consolidated financial statements. During the year, the Group provided a wide variety and a large quantity of inventories, all of which were easily liquidated and were scattered in some department stores and supermarkets of the Group. There existed significant misstatement risk in regarding inventories assertions of existence and completeness.

2. 遞延稅項資產的估計和披露

截至2016年12月31日，本集團的遞延稅項資產為人民幣111百萬元。遞延稅項資產主要用於抵扣可抵扣虧損，應付工資，應計租賃開支，資產處置虧損和會員積分負債，因為未來可能獲得足夠的應課稅溢利。估計未來應課稅溢利的過程是複雜的，需要進行管理層重大評估和判斷，主要受未來實際經營，稅務法規，市場或經濟的影響。

我們評估和測試了管理層有關應課稅溢利的評估，包括與本集團的業務計劃，預期未來盈利預測及歷史財務表現比較。我們關注的主要假設包括收入增長率，毛利率以及在預計未來適用稅率。我們檢查了遞延稅項資產和管理層關於無法利用之遞延稅項負債估計的相關披露。

請參閱綜合財務報表附註23有關遞延稅項資產的變動及管理層對不能利用的稅務虧損的估計。不確定估計包括於附註3重大會計判斷及估計內容中。

3. 觀察存貨盤點

截至2016年12月31日，綜合財務報表披露本集團的存貨為人民幣418百萬元。本年度本集團提供種類繁多的大量存貨，所有庫存均容易清算／變現，並分散於本集團的百貨店及超級市場。關於存貨的存在性和完整性存在著重大錯報風險。

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At the year end, we attended stock taking on a sample basis. We observed the process of stock taking and checked the quantities on a sample basis. As the inventory counting date was before 31 December, we also performed audit procedures to obtain audit evidence for changes in inventories between the count date and 31 December 2016. We understood and tested the Group's internal control system of inventory management, including the process of purchase, warehouse management and sales. Our IT specialists were also involved to test the electrical system used for inventory management.

The balance of inventory was disclosed in note 24 of the consolidated financial statements.

Other information included in the Annual Report

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

在年底，我們抽樣參加盤點，我們觀察了庫存盤點的過程，並在抽樣基礎上檢查了數量。由於存貨盤點日期是在12月31日之前，我們還執行了審計程序，以獲取有關是否正確記錄盤點日期和2016年12月31日之間存貨變化的審計證據。我們了解並測試了集團存貨管理的內部控制系統，包括採購、倉儲管理和銷售過程。我們的信息技術專家也參與了測試用於存貨管理的電子系統。

存貨在綜合財務報表附註24中披露。

刊載於年報內其他信息

董事須對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

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獨立核數師報告

Responsibilities of the directors for the consolidated financial statements

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

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Company or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

董事就綜合財務報表須承擔的責任

董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴公司清盤或停止經營，或別無其他實際的替代方案。

審核委員會協助董事履行職責，監督貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體成員作出報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。

INDEPENDENT AUDITORS' REPORT

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Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和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，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITORS' REPORT

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- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否中肯反映交易及事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部監控的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，相關的防範措施。

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From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Lai Chee Kong.

Ernst & Young
Certified Public Accountants
Hong Kong

16 March 2017

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是黎志光。

安永會計師事務所
執業會計師
香港

2017年3月16日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合收益表

Year ended 31 December 2016

截至2016年12月31日止年度

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
REVENUE	收入	6	4,192,723	4,167,905
Other income and gains	其他收入及收益	7	711,317	606,359
Purchase of and changes in inventories	購買存貨及存貨變動		(2,480,538)	(2,413,998)
Staff costs	員工成本		(667,339)	(610,233)
Depreciation and amortisation	折舊及攤銷		(438,871)	(345,390)
Rental expenses	租賃開支		(94,076)	(118,308)
Other expenses	其他開支	8	(651,506)	(553,969)
Finance costs	融資成本	9	(75,282)	(33,768)
Share of loss of a joint venture	分佔合營企業虧損		-	(2,991)
PROFIT BEFORE TAX	除稅前溢利	10	496,428	695,607
Income tax expense	所得稅開支	13	(174,041)	(205,401)
PROFIT FOR THE YEAR	年度溢利		322,387	490,206
Attributable to:	以下各項應佔：			
Owners of the parent	母公司擁有人		325,058	480,288
Non-controlling interests	非控股權益		(2,671)	9,918
			322,387	490,206
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通 權益持有人 應佔每股溢利			
Basic and diluted (RMB)	基本和攤薄(人民幣)	15	0.14	0.20

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

Year ended 31 December 2016

截至2016年12月31日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	<i>Notes</i> <i>附註</i>		
PROFIT FOR THE YEAR	年度溢利	322,387	490,206
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	期後可重分類為損益的其他全面收益：		
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算境外業務產生的匯兌差額	(74,285)	(54,702)
Net other comprehensive income to be reclassified to profit or loss in subsequent periods	期後可重分類為損益的全面收益淨值	(74,285)	(54,702)
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	年度其他全面收益，稅後淨值	(74,285)	(54,702)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年度全面收益總額	(248,102)	435,504
Attributable to:	以下各項應佔：		
Owners of the parent	母公司擁有人	250,773	425,586
Non-controlling interests	非控股權益	(2,671)	9,918
		248,102	435,504

CONSOLIDATED STATEMENT
OF COMPREHENSIVE INCOME
綜合全面收益表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2016

2016年12月31日

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	8,772,195	8,199,356
Prepaid land premiums	預付土地出讓金	18	1,676,148	1,680,781
Other intangible assets	其他無形資產	19	29,199	35,286
Goodwill	商譽	20	250,384	304,440
Available-for-sale investments	可供出售投資	21	2,550	110
Long-term prepayments	長期預付款項	22	19,371	75,791
Deferred tax assets	遞延稅項資產	23	111,290	91,727
Restricted cash	受限貨幣資金	27	108,908	104,725
Long-term time deposits at banks	存於銀行的長期定期存款	27	177,979	170,141
Due from the controlling shareholder	應收控股股東款項	39(b)	117,974	-
Total non-current assets	非流動資產總額		11,265,998	10,662,357
CURRENT ASSETS	流動資產			
Inventories	存貨	24	417,646	322,969
Trade receivables	應收貿易款項	25	10,663	9,781
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	316,945	276,357
Due from the controlling shareholder	應收控股股東款項	39(b)	-	182,000
Derivative financial instruments	衍生金融工具	34	11,487	-
Restricted cash	受限貨幣資金	27	-	132,872
Cash and cash equivalents	現金及現金等價物	27	401,592	629,061
Assets of a disposal group classified as held for sale	已終止經營業務分類為持有待售資產	38	1,158,333	1,553,040
			26,400	26,400
Total current assets	流動資產總額		1,184,733	1,579,440
CURRENT LIABILITIES	流動負債			
Short-term financing notes	短期融資券	28	-	506,747
Interest-bearing bank borrowings	計息銀行借款	29	1,739,204	1,591,115
Trade payables	應付貿易款項	32	1,290,133	1,123,786
Other payables and accruals	其他應付款項及應計費用	33	2,471,663	2,208,522
Tax payable	應付稅項		56,547	78,430
Liabilities directly associated with the assets classified as held for sale	與持有待售資產直接有關的負債	38	5,557,547	5,508,600
			4,769	4,769
Total current liabilities	流動負債總額		5,562,316	5,513,369
NET CURRENT LIABILITIES	流動負債淨額		(4,377,583)	(3,933,929)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		6,888,415	6,728,428

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2016

2016年12月31日

		Notes	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
		附註		
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借款	29	-	877,750
Medium term financing notes	中期票據	30	309,074	-
Corporate bonds	公司債券	31	814,670	-
Long-term payables	長期應付款項	35	62,614	73,370
Deferred tax liabilities	遞延稅項負債	23	561,625	559,600
Total non-current liabilities	非流動負債總額		1,747,983	1,510,720
Net assets	資產淨值		5,140,432	5,217,708
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	37(a)	20,127	20,907
Treasury shares	庫存股	37(a)	(112)	-
Reserves	儲備		4,951,352	5,006,911
			4,971,367	5,027,818
Non-controlling interests	非控股權益		169,065	189,890
Total equity	權益總額		5,140,432	5,217,708

Chen Jianqiang

陳建強
Director
董事

Tao Qingrong

陶慶榮
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2016

截至2016年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔											
		Issued capital	Treasury shares	Share premium	Contributed surplus	Capital reserve	Statutory surplus reserve	Discretionary reserve	Exchange fluctuation reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	庫存股	股份溢價	實繳盈餘	資本儲備	法定公積金	酌備儲備	匯兌儲備	保留盈餘	總計	非控股權益	權益總額
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 37(a)	Note 37(a)		Note 37(b)		Note 37(c)	Note 37(d)					
		附註37(a)	附註37(a)		附註37(b)		附註37(c)	附註37(d)					
At 1 January 2015	於2015年1月1日	21,249	(102)	1,338,645	(1,512)	(25,773)	721,033	33,710	17,472	2,879,684	4,984,406	212,817	5,197,223
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	480,288	480,288	9,918	490,206
Other comprehensive income for the year	年內其他收益總額	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	海外業務的匯總差額	-	-	-	-	-	-	-	(54,702)	-	(54,702)	-	(54,702)
Total comprehensive income for year	年內全面收益總額	-	-	-	-	-	-	-	(54,702)	480,288	425,586	9,918	436,504
Re-recognition of non-controlling interests related to the put options	與認沽期權有關的非控股權益的再確認	-	-	-	-	45,703	-	-	-	-	45,703	225,408	271,111
Capital injection from non-controlling shareholders	非控股權益股東注資	-	-	-	-	-	-	-	-	-	-	415	415
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	(19,930)	-	-	-	(103,266)	(123,196)	(245,284)	(368,480)
Appropriation to statutory surplus reserve	轉撥至法定公積金	-	-	-	-	-	92,893	-	-	(92,893)	-	-	-
Dividends paid to non-controlling shareholders	支付股息予非控股股東	-	-	-	-	-	-	-	-	-	-	(13,384)	(13,384)
Final 2014 dividend declared	已派發2014年末期股息	-	-	(174,244)	-	-	-	-	-	-	(174,244)	-	(174,244)
Interim 2015 dividend	2015年中期股息	14	-	(80,535)	-	-	-	-	-	-	(80,535)	-	(80,535)
Repurchase of shares	購回股票	37(a)	(240)	(49,662)	-	-	-	-	-	-	(49,902)	-	(49,902)
Cancellation of treasury shares	註銷庫存股	37(a)	(342)	342	-	-	-	-	-	-	-	-	-
At 31 December 2015	於2015年12月31日	20,907	-	1,034,204*	(1,512)*	-*	813,926*	33,710*	(37,230)*	3,163,813	5,027,818	189,890	5,217,708

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2016

截至2016年12月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔										
		Issued capital	Treasury shares	Share premium	Contributed surplus	Statutory surplus reserve	Discretionary reserve	Exchange fluctuation reserve	Retained earnings	Total	Non-controlling interests	Total equity
		已發行股本	庫存股	股份溢價	實繳盈餘	法定公積金	酌情儲備	匯兌波動儲備	保留盈餘	總計	非控股權益	權益總額
Notes		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
附註		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		Note 37(a)	Note 37(a)		Note 37(b)	Note 37(c)	Note 37(d)					
		附註37(a)	附註37(a)		附註37(b)	附註37(c)	附註37(d)					
At 1 January 2016	於2016年1月1日	20,907	-	1,034,204	(1,512)	813,926	33,710	(37,230)	3,163,813	5,027,818	169,890	5,217,708
Profit for the year	年內溢利	-	-	-	-	-	-	-	325,058	325,058	(2,671)	322,387
Other comprehensive income for the year:	年內其他收益總額:											
Exchange differences on translation of foreign operations	海外業務的匯總差額	-	-	-	-	-	-	(74,285)	-	(74,285)	-	(74,285)
Total comprehensive income for year	年內全面收益總額	-	-	-	-	-	-	(74,285)	325,058	250,773	(2,671)	248,102
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	(279)	(279)	(2,364)	(2,643)
Cancellation of a subsidiary	註銷附屬公司	-	-	-	-	-	-	-	-	-	(601)	(601)
Appropriation to statutory surplus reserve	轉撥至法定公積金	-	-	-	-	87,838	-	-	(87,838)	-	-	-
Dividends paid to non-controlling shareholders	支付股息予非控股股東	-	-	-	-	-	-	-	-	-	(15,189)	(15,189)
Final 2015 dividend declared	已派發2015年末期股息	14	-	(142,332)	-	-	-	-	-	(142,332)	-	(142,332)
Interim 2016 dividend	2016年中期股息	14	-	(61,238)	-	-	-	-	-	(61,238)	-	(61,238)
Repurchase of shares	購回股票	37(a)	-	(892)	(102,483)	-	-	-	-	(103,375)	-	(103,375)
Repurchase and cancellation of shares	股票回購及註銷	37(a)	(780)	780	-	-	-	-	-	-	-	-
At 31 December 2016	於2016年12月31日	20,127	(112)	728,151*	(1,512)*	901,764*	33,710*	(111,515)*	3,400,754*	4,971,367	169,065	5,140,432

* These reserve accounts comprise the consolidated reserves of RMB4,951,352,000 (2015: RMB5,006,911,000) in the consolidated statement of financial position.

* 該等儲備賬戶組成綜合財務狀況表內的綜合儲備為人民幣4,951,352,000元(2015年: 人民幣5,006,911,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016

截至2016年12月31日止年度

		Notes 附註	2016 二零一六年 RMB' 000 人民幣千元	2015 二零一五年 RMB' 000 人民幣千元
Cash flows from operating activities	經營業務所得現金流量			
Profit before tax	除稅前溢利		496,428	695,607
Adjustments for:	就下列各項作出調整：			
Depreciation	折舊	17	409,934	330,484
Amortisation of prepaid land premiums	預付土地出讓金攤銷	18	25,874	11,843
Amortisation of other intangible assets	其他無形資產攤銷	19	3,063	3,063
Share of loss of a joint venture	分佔合營企業虧損	10	-	2,991
Loss on disposal of items of property, plant and equipment	處置物業、廠房及設備虧損	10	19,310	10,882
Loss on disposal of items of other intangible assets	處置其他無形資產虧損	10	3,024	-
Foreign exchange differences net	匯兌差額		10,408	19,909
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	10	-	(1,430)
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認為綜合收益表其他收入及收益中的並購收益	10	-	(95)
Fair value gains, net:	公平值收益淨額：			
Derivative instruments – transactions not qualifying as hedges	衍生金融工具 – 不符合對沖之交易	7	(11,487)	389
Loss on write-off unlisted equity investments at cost	處置按成本計值的非上市股權投資虧損	10	110	-
Finance costs	融資成本	9	75,282	33,768
Impairment of goodwill	商譽減值準備	20	54,056	-
Impairment of property, plant and equipment	物業、廠房及設備減值準備	17	-	33,000
Interest income	利息收入	7	(30,815)	(47,900)
Provision for slow-moving inventories	滯銷存貨撥備	10	135	301
			1,055,322	1,092,812
(Increase)/decrease in inventories	存貨(增加)/減少		(94,812)	1,709
Increase in trade receivables, prepayments, deposits and other receivables	應收貿易款項、預付款項、按金及其他應收款項的增加		(31,411)	(41,464)
Decrease/(increase) in long-term prepayments	長期預付款項的減少/(增加)		5,381	(2,770)
Increase/(decrease) in trade and bills payables, other payables and accruals	應付貿易款項及應付票據、其他應付款項及應計費用增加/(減少)		252,167	(14,557)
(Decrease)/increase in long-term payables	長期應付款項(減少)/增加		(10,756)	10,268
Cash generated from operations	經營所得現金		1,175,891	1,045,998
Income tax paid	已付所得稅		(213,463)	(207,901)
Net cash flows from operating activities	經營業務現金流入淨額		962,428	838,097

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016

截至2016年12月31日止年度

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	31,597	38,537
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	-	1,430
Purchases of items of property, plant and equipment	購買物業、廠房及設備	(694,960)	(1,096,614)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備所得款項	-	1,457
Payments of prepaid land premiums	支付預付土地出讓金	-	(439,404)
Purchase of available-for-sale unlisted investments	購買可供出售非上市投資	(2,550)	-
Acquisition of a subsidiary	收購附屬公司	-	(148,499)
Increase in a loan to a joint venture	貸款予合營企業款項增加	-	(30,000)
Decrease in an amounts due from the controlling shareholder	應收控股股東款項減少	64,000	-
Decrease in structured deposits	結構性存款的減少	-	115,000
Decrease in restricted cash	受限貨幣資金的減少	120,000	-
Decrease in time deposits	定期存款減少	80,030	420,370
Net cash flows (used in)/from investing activities	投資活動(所用)/所得現金流量淨額	(401,883)	(1,137,723)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 December 2016

截至2016年12月31日止年度

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動所得現金流量			
Repayment of bank borrowings	償還銀行借款		(4,161,703)	(1,913,874)
Repayment of short-term financing notes	償還短期融資券		(500,000)	-
New bank borrowings	新造銀行借款		3,324,667	1,650,000
Proceeds from issue of corporate bonds	發行公司債券所得款項		792,800	-
Proceeds from issue of medium term financing notes	發行中期票據所得款項		297,300	-
Proceeds from issue of short-term financing notes	發行短期融資券所得款項		-	498,500
Acquisition of non-controlling interests	收購非控股權益		(73,774)	(298,312)
Repurchase of the Company's shares	購回公司股票		(103,375)	(49,902)
Contribution from non-controlling shareholders	非控股權益股東貢獻		-	415
Dividends paid	已付股息		(203,570)	(254,887)
Dividends paid to non-controlling shareholders	已付非控股股東股息		(6,887)	(13,384)
Interest paid	已付利息		(79,382)	(102,551)
Net cash flows used in financing activities	融資活動所用現金流量淨額		(713,924)	(483,995)
Net decrease in cash and cash equivalents	現金及現金等價物減少		(153,379)	(783,621)
Cash and cash equivalents at beginning of year	年初現金及現金等價物		536,861	1,310,094
Effect of foreign exchange rate changes, net	外匯匯率變動的影響·淨額		5,940	10,388
Cash and cash equivalents at end of year	年終現金及現金等價物		389,422	536,861
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析			
Cash and bank balances	現金及銀行結餘	27	337,394	504,393
Non-pledged time deposits with original maturity of less than three months when acquired	購入時原於三個月內到期的無抵押定期存款		52,028	32,468
Cash and cash equivalents as stated in the statement of cash flows	於現金流量表列示的現金及現金等價物		389,422	536,861

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION

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

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

Information about subsidiaries

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

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

1. 公司及集團資料

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

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

附屬公司資料

本公司主要附屬公司詳情如下:

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Springland International Enterprises Limited ⁽⁴⁾ 億年國際企業有限公司 ⁽⁴⁾	Hong Kong 17 June 1993 香港 1993年6月17日	HK\$38,000,000 38,000,000港元	100%	Investment holding 投資控股
Octopus (Singapore) PTE Limited ⁽⁴⁾	Singapore 28 August 2014 新加坡 2014年8月28日	SGD900,000 900,000新加坡元	100%	Investment holding 投資控股
Jiangsu Springland International Holdings (Group) Ltd. ⁽¹⁾ 江蘇華地國際控股集團有限公司 ⁽¹⁾	People's Republic of China (the "PRC")/Mainland China 12 February 1996 中國/中國內地 1996年2月12日	US\$360,000,000 360,000,000美元	100%	Investment holding 投資控股
Shanghai Springland Enterprise Investment Co., Ltd. ⁽³⁾ 上海華地企業投資有限公司 ⁽³⁾	PRC/Mainland China 6 November 1996 中國/中國內地 1996年11月6日	RMB850,000,000 人民幣 850,000,000元	100%	Investment holding 投資控股
Changshu Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 常熟八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 29 July 2004 中國/中國內地 2004年7月29日	RMB20,000,000 人民幣 20,000,000元	100%	Operation of department stores 經營百貨店
Danyang Springland Department Store Co., Ltd. ^{(b)(4)} 丹陽八佰伴商貿有限公司 ^{(b)(4)}	PRC/Mainland China 17 March 2004 中國/中國內地 2004年3月17日	RMB260,000,000 人民幣 260,000,000元	100%	Operation of department stores 經營百貨店
Jiangsu Datonghua Shopping Center Co., Ltd. ⁽³⁾ 江蘇大統華購物中心有限公司 ⁽³⁾	PRC/Mainland China 14 March 2001 中國/中國內地 2001年3月14日	RMB35,000,000 人民幣 35,000,000元	100%	Operation of supermarkets 經營超市

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

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

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Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Wuxi Angexin Technology Co., Ltd. ⁽³⁾ 無錫安格信科技有限公司 ⁽³⁾	PRC/Mainland China 27 July 2006 中國/中國內地 2006年7月27日	RMB5,000,000 人民幣 5,000,000元	100%	Provision of technology service 提供技術服務
Wuxi Datonghua Shopping Co., Ltd. ⁽⁴⁾ 無錫大統華購物有限公司 ⁽⁴⁾	PRC/Mainland China 25 September 2006 中國/中國內地 2006年9月25日	RMB20,000,000 人民幣 20,000,000元	100%	Operation of supermarkets 經營超市
Wuxi Huiquan Logistics Co., Ltd. ⁽⁴⁾ 無錫滙全物流有限公司 ⁽⁴⁾	PRC/Mainland China 26 March 2007 中國/中國內地 2007年3月26日	RMB10,000,000 人民幣 10,000,000元	100%	Provision of logistics service 提供物流服務
Wuxi Yaohan Commerce & Trade Center Co., Ltd. ⁽⁴⁾ 無錫八佰伴商貿中心有限公司 ⁽⁴⁾	PRC/Mainland China 25 March 1994 中國/中國內地 1994年3月25日	RMB301,911,000 人民幣 301,911,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Yixing Springland Department Store Co., Ltd. ⁽³⁾ 宜興華地百貨有限公司 ⁽³⁾	PRC/Mainland China 24 May 2000 中國/中國內地 2000年5月24日	RMB580,000,000 人民幣 580,000,000元	100%	Operation of department stores 經營百貨店
Yixing Housa Plaza Co., Ltd. ⁽³⁾ 宜興市和信廣場有限公司 ⁽³⁾	PRC/Mainland China 13 February 2004 中國/中國內地 2004年2月13日	RMB30,000,000 人民幣 30,000,000元	100%	Operation of department stores 經營百貨店
Zhenjiang Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 鎮江市八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 28 August 2006 中國/中國內地 2006年8月28日	RMB350,000,000 人民幣 350,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市

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Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Ma'anshan Yaohan Trading Co., Ltd. ⁽⁴⁾ 馬鞍山八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 22 August 2008 中國/中國內地 2008年8月22日	RMB141,000,000 人民幣 141,000,000元	100%	Operation of department stores 經營百貨店
Nantong Yaohan Commerce & Trade Joint Stock Company Limited ^{(c)(4)} 南通八佰伴商貿股份有限公司 ^{(c)(4)}	PRC/Mainland China 16 September 1993 中國/中國內地 1993年9月16日	RMB31,938,786 人民幣 31,938,786元	98.93%	Operation of department stores 經營百貨店
Changxing Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 長興八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 17 November 2009 中國/中國內地 2009年11月17日	RMB75,000,000 人民幣 75,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Taixing Datonghua Shopping Center Co., Ltd. ⁽⁴⁾ 泰興市大統華購物中心有限公司 ⁽⁴⁾	PRC/Mainland China 2 December 2010 中國/中國內地 2010年12月2日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of supermarkets 經營超市
Changzhou Yaohan Department Store Co., Ltd. ⁽⁴⁾ 常州八佰伴百貨有限公司 ⁽⁴⁾	PRC/Mainland China 17 September 2010 中國/中國內地 2010年9月17日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Anqing Yuexin Xinglida Real Estate Development Co., Ltd. ⁽⁴⁾ 安慶悅信興利達房地產開發有限責任公司 ⁽⁴⁾	PRC/Mainland China 8 February 2007 中國/中國內地 2007年2月8日	RMB130,000,000 人民幣 130,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Xuancheng Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 宣城八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 1 September 2011 中國/中國內地 2011年9月1日	RMB153,000,000 人民幣 153,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市

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財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Jiangsu Green Land Agriculture Technology Development Co., Ltd. ⁽⁴⁾ 江蘇綠地農業科技發展有限公司 ⁽⁴⁾	PRC/Mainland China 23 August 2011 中國/中國內地 2011年8月23日	RMB5,100,000 人民幣 5,100,000元	100%	Supply of vegetables 供應蔬菜
Yangzhou Fengxiang Commerce Co., Ltd. ⁽²⁾ 揚州豐祥商業有限公司 ⁽²⁾	PRC/Mainland China 28 June 1993 中國/中國內地 1993年6月28日	US\$10,000,000 10,000,000美元	55%	Operation of department stores 經營百貨店
Wuxi Beitang Datonghua Shopping Co., Ltd. ⁽⁴⁾ 無錫北塘大統華購物有限公司 ⁽⁴⁾	PRC/Mainland China 21 June 2013 中國/中國內地 2013年6月21日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of supermarkets 經營超市
Wuxi Xishan Yaohan Lifestyle Center Co., Ltd. ⁽²⁾ 無錫錫山八佰伴生活廣場有限公司 ⁽²⁾	PRC/Mainland China 14 August 2013 中國/中國內地 2013年8月14日	US\$102,040,000 102,040,000美元	100%	Operation of department stores 經營百貨店
Jiaxing Yaohan Commerce & Trade Co., Ltd. ⁽²⁾ 嘉興八佰伴商貿有限公司 ⁽²⁾	PRC/Mainland China 11 September 2012 中國/中國內地 2012年9月11日	RMB624,000,000 人民幣 624,000,000元	100%	Operation of department stores and supermarkets 經營百貨店及超市
Wuhu Yaohan Lifestyle Co., Ltd. ⁽²⁾ 蕪湖八佰伴生活廣場有限公司 ⁽²⁾	PRC/Mainland China 10 December 2014 中國/中國內地 2014年12月10日	RMB400,000,000 人民幣 400,000,000元	100%	Operation of department stores 經營百貨店
Zhenjiang Baisheng Commercial Co., Ltd. ⁽²⁾ 鎮江百盛商城有限公司 ⁽²⁾	PRC/Mainland China 中國/中國內地 24 December 1993 1993年12月24日	US\$10,000,000 10,000,000美元	100%	Operation of department stores 經營百貨店

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財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Yixing Rongtong Trade & Commerce Co., Ltd. ⁽⁴⁾ 宜興融通商貿有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 16 December 2013 2013年12月16日	RMB129,046,200 人民幣 129,046,200元	100%	Operation of supermarkets 經營超市
Wuxi Tangtangguozhi Investment Management Co., Ltd. ^{(d)(4)} 無錫堂堂果之投資管理有限公司 ^{(d)(4)}	PRC/Mainland China 中國/中國內地 15 July 2015 2015年7月15日	RMB1,000,000 人民幣 1,000,000元	85%	Leisure drinks industry 休閒飲品業
Wuxi Tianmaixianfang Food Co., Ltd. ^{(e)(4)} 無錫甜麥鮮坊食品有限公司 ^{(e)(4)}	PRC/Mainland China 中國/中國內地 16 July 2015 2015年7月16日	RMB3,000,000 人民幣 3,000,000元	100%	Food processing 食品加工
Yinian Shanghai Investment Management Co., Ltd. ⁽⁴⁾ 億年(上海)投資管理有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 9 December 2015 2015年12月9日	RMB20,000,000 人民幣 20,000,000元	100%	Trading 貿易
Shanghai Yunnian Catering Management Co., Ltd. ^{(f)(4)} 上海蘊年餐飲管理有限公司 ^{(f)(4)}	PRC/Mainland China 3 May 2016 中國/中國內地 2016年5月3日	RMB5,000,000 人民幣 5,000,000元	100%	Catering management 餐飲管理
Shanghai Zhaonian Enterprise Management Co., Ltd. ^{(g)(4)} 上海兆年企業管理有限公司 ^{(g)(4)}	PRC/Mainland China 29 April 2016 中國/中國內地 2016年4月29日	RMB10,000,000 人民幣 10,000,000元	100%	Investment management 投資管理
Jiangyin Yaohan Lifestyle Center Co., Ltd. ^{(h)(4)} 江陰八佰伴生活廣場有限公司 ^{(h)(4)}	PRC/Mainland China 28 April 2016 中國/中國內地 2016年4月28日	RMB20,000,000 人民幣 20,000,000元	100%	Operation of department stores 經營百貨店

NOTES TO FINANCIAL STATEMENTS

財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

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

1. 公司及集團資料(續)

附屬公司資料(續)
本公司主要附屬公司詳情如下:(續)

Name 公司名稱	Place and date of incorporation/ registration and operations 註冊成立/成立及 經營地點及日期	Nominal value of issued ordinary/ registered share capital 已發行/登記 普通股股本面值	Percentage of equity attributable to the Company 本集團應佔 權益百分比	Principal activities 主要業務
Nantong Datonghua Shopping Co., Ltd. ⁽⁴⁾ 南通大統華購物有限公司 ⁽⁴⁾	PRC/Mainland China 12 August 2016 中國/中國內地 2016年8月12日	RMB10,000,000 人民幣 10,000,000元	100%	Operation of supermarkets 經營超市
Wuxi Yuandongli Consulting Co., Ltd. ⁽³⁾ 無錫源動力諮詢有限公司 ⁽³⁾	PRC/Mainland China 26 April 2006 中國/中國內地 2006年4月26日	RMB2,000,000 人民幣 2,000,000元	100%	Provision of consultation service 提供諮詢服務
Nantong Boda Tengfei Advertising Co., Ltd. ⁽⁴⁾ 南通博大騰飛廣告有限公司 ⁽⁴⁾	PRC/Mainland China 19 January 2006 中國/中國內地 2006年1月19日	RMB500,000 人民幣 500,000元	89.04%	Provision of advertising service 提供廣告服務
Nanjing Yaohan Commerce & Trade Co., Ltd. ⁽⁴⁾ 南京八佰伴商貿有限公司 ⁽⁴⁾	PRC/Mainland China 5 November 2007 中國/中國內地 2007年11月5日	RMB49,000,000 人民幣 49,000,000元	100%	Operation of department stores 經營百貨店
Zhenjiang Commercial Center Co., Ltd. ⁽⁴⁾ 鎮江商業城有限公司 ⁽⁴⁾	PRC/Mainland China 中國/中國內地 10 March 2009 2009年3月10日	RMB1,000,000 人民幣 1,000,000元	100%	Operation of department stores 經營百貨店

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財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

- (a) Except for Springland International Group Company Limited and Novel Vanguard Investment Limited which are directly owned by the Company, all of the above companies are indirectly owned subsidiaries of the Company.
- (b) On 1 August 2016, the company's name was changed from Danyang Springland Department Store Co., Ltd. to Danyang Yaohan Commerce & Trade Co., Ltd.
- (c) In 2016, the Group acquired the non-controlling equity of 0.35% of Nantong Yaohan Commerce & Trade Joint Stock Company Limited.
- (d) In 2016, the Group acquired the non-controlling equity of 20% of Wuxi Tangtangguozhi Investment Management Co., Ltd.
- (e) In 2016, the Group acquired the non-controlling equity of 8% of Wuxi Tianmaixianfang Food Co., Ltd.
- (f) On 3 May 2016, Shanghai Huadi Springland Enterprise established a wholly-owned subsidiary named Shanghai Yunnian Catering Management Co., Ltd.
- (g) On 29 April 2016, Shanghai Huadi Springland Enterprise established a wholly-owned subsidiary named Shanghai Zhaonian Enterprise Management Co., Ltd.
- (h) On 28 April 2016, Wuxi Huadi Investment Co., Ltd. established a wholly-owned subsidiary named Jiangyin Yaohan Lifestyle Center Co., Ltd.
- (i) On 12 August 2016, JiangSu Datonghua Shopping Center Co., Ltd. established a wholly-owned subsidiary named Nantong Datonghua Shopping Co., Ltd.
- (j) The subsidiaries were liquidated by the Group during the year ended 31 December 2016.

1. 公司及集團資料(續)

附屬公司資料(續)

- (a) 除華地國際集團有限公司及新鋒投資有限公司由本公司直接擁有外，上述所有公司均是本公司間接擁有的附屬公司。
- (b) 於2016年8月1日，該公司名稱由丹陽華地百貨有限公司變更為丹陽八佰伴商貿有限公司。
- (c) 於2016年，本集團收購了南通八佰伴商貿股份有限公司0.35%的非控股股權。
- (d) 於2016年，本集團收購了無錫堂堂果之投資管理有限公司20%的非控股股權。
- (e) 於2016年，本集團收購了無錫甜麥鮮坊食品有限公司8%的非控股股權。
- (f) 於2016年5月3日，上海華地企業投資有限公司設立了一家名為上海蘊年餐飲管理有限公司的全資附屬公司。
- (g) 於2016年4月29日，上海華地企業投資有限公司設立了一家名為上海兆年企業管理有限公司的全資附屬公司。
- (h) 於2016年4月28日，無錫華地企業投資管理有限公司設立了一家名為江陰八佰生活廣場有限公司的全資附屬公司。
- (i) 於2016年8月12日，江蘇大統華購物中心有限公司設立了一家名為南通大統華購物有限公司的全資附屬公司。
- (j) 截至2016年12月31日，該附屬公司被集團清算。

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財務報表附註

Year ended 31 December 2016

截至2016年12月31日止年度

1. CORPORATE AND GROUP INFORMATION (CONTINUED)

Information about subsidiaries (continued)

(k) Types of legal entities:

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

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards and Interpretations) issued by the International Accounting Standards Board (the “IASB”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance (Cap.622). They have been prepared under the historical cost convention, except for derivative financial instruments which have been measured at fair value. Disposal groups held for sale are stated at the lower of their carrying amounts and fair values less costs to sell as further explained in note 2.4. These financial statements are presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2016. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

1. 公司及集團資料(續)

附屬公司資料(續)

(k) 法律實體類型：

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

2.1 編製基準

本財務報表乃根據國際會計準則委員會頒佈之國際財務報告準則(包括所有的國際財務報告準則, 國際會計準則及詮釋)編製, 並符合香港公認會計原則及香港《公司條例》(第622章)的披露要求。除衍生金融工具採用公平值計量以外, 本財務報表根據歷史成本法編製。已終止經營業務的持有待售資產按賬面值及扣減銷售成本後的公平值較低者列示, 進一步的解釋如附註2.4。本財務報表以人民幣呈列, 除另有註明外, 所有數值均已湊整至最接近千位數。

合併基準

本綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2016年12月31日止年度之財務報表。附屬公司(包括結構性實體)乃指由本公司直接或間接地控制之實體。當本集團面對或擁有就其對被投資方之參與而取得可變回報之風險或權利, 以及擁有其透過對被投資方行使權力而影響有關回報之能力(即現時之權利給予本集團支配被投資方相關活動之現有)時, 即表示已取得控制權。

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財務報表附註

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2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

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

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

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

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

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

2.1 編製基準(續)

合併基準(續)

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

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

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

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

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

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2.1 BASIS OF PREPARATION (CONTINUED)

Basis of consolidation (continued)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

Amendments to IFRS 10, IFRS 12 and IAS 28	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to IFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
IFRS 14	<i>Regulatory Deferral Accounts</i>
Amendments to IAS 1	<i>Disclosure Initiative</i>
Amendments to IAS 16 and IAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to IAS 16 and IAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to IAS 27	<i>Equity Method in Separate Financial Statements</i>
Annual Improvements 2012-2014 Cycle	Amendments to a number of IFRSs

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

2.1 編製基準(續)

合併基準(續)

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

2.2 會計政策及披露的變動

本集團已於本年度之財務報表中採用了以下新修訂的國際財務報告準則。

國際財務報告準則第10號、 國際財務報告準則第12號及 國際會計準則第28號(修訂本)	<i>投資實體：應用綜合例外 情況</i>
國際財務報告準則第11號 (修訂本)	<i>收購合營業務權益的會計法 (修訂本)</i>
國際財務報告準則第14號	<i>規管遞延賬目</i>
國際會計準則第1號(修訂本)	<i>披露計劃</i>
國際會計準則第16號及國際 會計準則第38號(修訂本)	<i>澄清折舊及攤銷的 可接受方法</i>
國際會計準則第16號及國際 會計準則第41號(修訂本)	<i>農業：生產性植物</i>
國際會計準則第27號 (修訂本)	<i>獨立財務報表之權益法 (修訂本)</i>
2012年至2014年週期 年度改進	多項國際財務報告準則 修訂本

採用彼等新訂及經修訂國際財務報告準則對財務報表並無重大影響。

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2.3 ISSUED BUT NOT YET EFFECTIVE INTERNATIONAL FINANCIAL REPORTING STANDARDS

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

Amendments to IFRS 2	Classification and Measurement of Share-based Payment Transactions ²
Amendments to IFRS 4	Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts ²
IFRS 9	Financial Instruments ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
IFRS 15	Revenue from Contracts with Customers ³
Amendments to IFRS 15	Clarifications to IFRS 15 Revenue from Contracts with Customers ²
IFRS 16	Leases ³
Amendments to IAS 7	Disclosure Initiative ¹
Amendments to IAS 12	Recognition of Deferred Tax Assets for Unrealised Losses ¹
Amendments to IAS 40	Transfers of Investment Property ²
IFRIC 22	Foreign Currency Transactions and Advance Consideration ²
Amendments to IFRS 12 included in Annual Improvements 2014-2016 Cycle	Disclosure of Interests in Other Entities ¹
Amendments to IFRS 1 included in Annual Improvements 2014-2016 Cycle	First-time Adoption of International Financial Reporting Standards ²
Amendments to IAS 28 included in Annual Improvements 2014-2016 Cycle	Investments in Associates and Joint Ventures ²

- ¹ Effective for annual periods beginning on or after 1 January 2017
- ² Effective for annual periods beginning on or after 1 January 2018
- ³ Effective for annual periods beginning on or after 1 January 2019
- ⁴ No mandatory effective date yet determined but is available for adoption

2.3 已頒佈但尚未生效的國際財務報告準則

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

國際財務報告準則第2號 (修訂本)	以股份為基礎付款交易的分類及計量 ²
國際財務報告準則第4號 (修訂本)	與國際財務報告準則第4號保險合約一併應用的國際財務報告準則第9號金融工具 ²
國際財務報告準則第9號	金融工具 ²
國際財務報告準則第10號及國際會計準則第28號 (修訂本)	投資者與其聯營公司或合營企業之間出售或注入資產 ⁴
國際財務報告準則第15號	客戶合約收益 ³
國際財務報告準則第15號 (修訂本)	對國際財務報告準則第15號客戶合約收益的澄清 ²
國際財務報告準則第16號	租賃 ³
國際會計準則第7號 (修訂本)	披露計劃 ¹
國際會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產 ¹
國際會計準則第40號 (修訂本)	投資物業轉讓 ²
國際財務報告準則詮釋委員會詮釋第22號	外幣交易及預付代價 ²
國際會計準則第12號 (修訂本) 2014年至2016年週期年度改進	其他實體的權益披露 ¹
國際會計準則第1號 (修訂本) 2014年至2016年週期年度改進	首次採用國際財務報告準則 ²
國際會計準則第28號 (修訂本) 2014年至2016年週期年度改進	聯營公司和合營企業的投資 ²

- ¹ 於2017年1月1日或之後開始的年度間生效
- ² 於2018年1月1日或之後開始的年度間生效
- ³ 於2019年1月1日或之後開始的年度間生效
- ⁴ 並未訂定強制性生效日期，惟已可作採納

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

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

The IASB issued amendments to IFRS 2 in August 2016 that address three main areas: the effects of vesting conditions on the measurement of a cash-settled share-based payment transaction; the classification of a share-based payment transaction with net settlement features for withholding a certain amount in order to meet the employee's tax obligation associated with the share-based payment; and accounting where a modification to the terms and conditions of a share-based payment transaction changes its classification from cash-settled to equity-settled. The amendments clarify that the approach used to account for vesting conditions when measuring equity-settled share-based payments also applies to cash-settled share-based payments. The amendments introduce an exception so that a share-based payment transaction with net share settlement features for withholding a certain amount in order to meet the employee's tax obligation is classified in its entirety as an equity-settled share-based payment transaction when certain conditions are met. Furthermore, the amendments clarify that if the terms and conditions of a cash-settled share-based payment transaction are modified, with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as an equity-settled transaction from the date of the modification. The Group expects to adopt the amendments from 1 January 2018. The amendments are not expected to have any significant impact on the Group's financial statements.

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

2.3 已頒佈但尚未生效的國際財務報告準則(續)

預期將適用於本集團之該等國際財務報告準則的進一步資料如下：

國際會計準則理事會於2016年8月頒佈的國際財務報告準則第2號(修訂本)闡述三大範疇：歸屬條件對計量以現金結算以股份為基礎付款交易的影響；為僱員履行與以股份為基礎付款的稅務責任而預扣若干金額的以股份為基礎付款交易(附有淨額結算特質)的分類；以及對以股份為基礎付款交易的條款及條件作出令其分類由現金結算變為權益結算的修訂時的會計處理方法。該等修訂本明確說明計量以權益結算以股份為基礎付款時歸屬條件的入賬方法亦適用於以現金結算以股份為基礎付款。該等修訂本引入一個例外情況，在符合若干條件時，為僱員履行與以股份為基礎付款的稅務責任而預扣若干金額的以股份為基礎付款交易(附有淨額結算特質)，將整項分類為以股本結算以股份為基礎付款交易。此外，該等修訂本明確說明，倘以現金結算以股份為基礎付款交易的條款及條件有所修訂，令其成為以權益結算以股份為基礎付款交易，該交易自修訂日期起作為以權益結算的交易入賬。本集團預期自2018年1月1日起採納該等修訂本。該等修訂本預期不會對本集團財務報表產生任何重大影響。

於2014年7月，國際會計準則理事會頒佈國際財務報告準則第9號的最終版本，彙集金融工具項目的所有階段，以代替國際會計準則第39號及國際財務報告準則第9號的全部先前版本。該準則引入分類及計量、減值及對沖會計處理的新規定。本集團預期自2018年1月1日起採納國際財務報告準則第9號。本集團現正評估採納該準則之影響。

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

Amendments to IFRS 10 and IAS 28 (2011) address an inconsistency between the requirements in IFRS 10 and in IAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to IFRS 10 and IAS 28 (2011) was removed by the IASB in December 2015 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for application now.

IFRS 15 establishes a new five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach for measuring and recognising revenue. The standard also introduces extensive qualitative and quantitative disclosure requirements, including disaggregation of total revenue, information about performance obligations, changes in contract asset and liability account balances between periods and key judgements and estimates. The standard will supersede all current revenue recognition requirements under IFRSs. In April 2016, the IASB issued amendments to IFRS 15 to address the implementation issues on identifying performance obligations, application guidance on principal versus agent and licences of intellectual property, and transition. The amendments are also intended to help ensure a more consistent application when entities adopt IFRS 15 and decrease the cost and complexity of applying the standard. The Group expects to adopt IFRS 15 on 1 January 2018 and is currently assessing the impact of IFRS 15 upon adoption.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際財務報告準則第10號及國際會計準則第28號(2011)(修訂本)針對國際財務報告準則第10號及國際會計準則第28號(2011)之間有關投資者與其聯營或合營公司之間的資產出售或注資兩者規定的不一致性。該等修訂本規定，當投資者與其聯營或合營公司之間出售或注入資產而構成一項業務時，須確認全數收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於該投資者的損益內確認，惟僅以並無關連的投資者於該聯營或合營公司的權益為限。該等修訂本即將應用。國際會計準則理事會已於2015年12月剔除國際財務報告準則第10號及國際會計準則第28號(2011)(修訂本)以往強制生效日期，而新的強制生效日期將於對聯營或合營企業的會計作更廣泛的審查一事完成後予以釐定。該等修訂本即將應用。國際會計準則理事會已於2016年1月剔除國際財務報告準則第10號及國際會計準則第28號(2011)(修訂本)以往強制生效日期，而新的強制生效日期將於對聯營或合營企業的會計作更廣泛的審查一事完成後予以釐定。然而，該準則可於現時應用。

國際財務報告準則第15號建立新的五步模式以計算自客戶合約產生的收益。根據國際財務報告準則第15號，收益按能反映實體預期就交換向客戶轉讓貨物或服務而有權獲得的代價金額確認。國際財務報告準則第15號的原則為計量及確認收益提供更加具結構的方法。該準則亦引入廣泛的定性及定量披露規定，包括分拆收益總額，關於履行責任、不同期間之間合約資產及負債賬目結餘的變動以及主要判斷及估計的資料。該準則將取代國際財務報告準則項下所有現時收益確認的規定。於2016年4月，國際會計準則理事會頒佈國際財務報告準則第15號(修訂本)解釋採納該準則的不同實施問題，包括識別履約責任，主事人與代理人及知識產權許可有關的應用指引，以及準則採納的過渡。該等修訂亦擬協助確保實體於採納國際財務報告準則第15號時能更加一致地應用及降低應用有關準則的成本及複雜性。本集團預期於2018年1月1日採納國際財務報告準則第15號，目前正評估採納國際財務報告準則第15號的影響。

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

IFRS 16 replaces IAS 17 Leases, IFRIC 4 Determining whether an Arrangement contains a Lease, SIC 15 Operating Leases - Incentives and SIC 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to recognise assets and liabilities for most leases. The standard includes two recognition exemptions for lessees – leases of low-value assets and short-term leases. At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). The right-of-use asset is subsequently measured at cost less accumulated depreciation and any impairment losses unless the right-of-use asset meets the definition of investment property in IAS 40. The lease liability is subsequently increased to reflect the interest on the lease liability and reduced for the lease payments. Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will also be required to remeasure the lease liability upon the occurrence of certain events, such as change in the lease term and change in future lease payments resulting from a change in an index or rate used to determine those payments. Lessees will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. Lessor accounting under IFRS 16 is substantially unchanged from the accounting under IAS 17. Lessors will continue to classify all leases using the same classification principle as in IAS 17 and distinguish between operating leases and finance leases. The Group expects to adopt IFRS 16 on 1 January 2019 and is currently assessing the impact of IFRS 16 upon adoption.

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際財務報告準則第16號取代國際會計準則第17號租賃、國際財務報告詮釋委員會詮釋第4號釐定安排是否包括租賃、準則詮釋委員會—詮釋第15號經營租賃—優惠及準則詮釋委員會—詮釋第27號評估涉及租賃法律形式交易的內容。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就大多數租賃確認資產及負債。該準則包括給予承租人兩項租賃確認豁免—低價值資產租賃及短期租賃。於租賃開始日期，承租人將確認於租賃期作出租賃付款為負債(即租賃負債)及代表可使用相關資產的權利為資產(即有使用權資產)。除非有使用權資產符合國際會計準則第40號投資物業的定義，有使用權資產其後按成本減累計折舊及任何耗蝕虧損計量。租賃負債其後會就反映租賃負債利息而增加及因租賃付款而減少。承租人將須分別確認租賃負債的利息開支及有使用權資產的折舊開支。承租人將亦須於若干事件發生時重新計量租賃負債，例如由於租賃期變更或用於釐定該等付款的一項指數或比率變更而引致未來租賃付款變更。承租人一般將重新計量租賃負債的數額確認為有使用權資產的調整。國際財務報告準則第16號大致沿用國際會計準則第17號內出租人的會計處理方式。出租人將繼續使用與國際會計準則第17號相同的分類原則對所有租賃進行分類，並將之分為經營租賃及融資租賃。本集團預期自2019年1月1日採納國際財務報告準則第16號，目前正評估採納國際財務報告準則第16號的影響。

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

Amendments to IAS 7 require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amendments will result in additional disclosure to be provided in the financial statements. The Group expects to adopt the amendments from 1 January 2017.

Amendments to IAS 12 were issued with the purpose of addressing the recognition of deferred tax assets for unrealised losses related to debt instruments measured at fair value, although they also have a broader application for other situations. The amendments clarify that an entity, when assessing whether taxable profits will be available against which it can utilise a deductible temporary difference, needs to consider whether tax law restricts the sources of taxable profits against which it may make deductions on the reversal of that deductible temporary difference. Furthermore, the amendments provide guidance on how an entity should determine future taxable profits and explain the circumstances in which taxable profit may include the recovery of some assets for more than their carrying amount. The Group expects to adopt the amendments from 1 January 2017.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investments in associates and joint ventures

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

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

2.3 已頒佈但尚未生效的國際財務報告準則(續)

國際會計準則第7號(修訂本)要求實體作出披露,以使財務報表使用者可評估融資活動所產生的負債變動,包括現金流量及非現金流量產生的變動。該等修訂本將導致須於財務報表作出額外披露。本集團預期自2017年1月1日起採納該等修訂本。

雖然國際會計準則第12號(修訂本)可更廣泛應用於其他情況,但其頒佈目的為說明與以公平價值計量的債務工具相關的未變現虧損確認遞延稅項資產。該等修訂本清楚說明實體於評估是否有應課稅溢利可用作抵扣可扣減暫時差異時,需要考慮稅務法例是否對於可扣減暫時差異轉回時可用作抵扣的應課稅溢利的來源有所限制。此外,該等修訂本就實體應如何釐定未來應課稅溢利提供指引,並解釋應課稅溢利可包括收回超過賬面值的部分資產的情況。本集團預期自2017年1月1日起採納該等修訂本。

2.4 主要會計政策概要

於聯營公司和合營企業的投資

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments in associates and joint ventures (continued)

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

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

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

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

2.4 主要會計政策概要(續)

於聯營公司和合營企業的投資(續)

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill

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

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽

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

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

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Business combinations and goodwill (continued)

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

Fair value measurement

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

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

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

2.4 主要會計政策概要(續)

業務合併及商譽(續)

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

公平值計量

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

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair value measurement (continued)

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

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

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

Impairment of non-financial assets

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

2.4 主要會計政策概要(續)

公平值計量(續)

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

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

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

非金融資產減值

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets (continued)

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

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

2.4 主要會計政策概要(續)

非金融資產減值(續)

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

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

關連人士

下列人士將視為與本集團有關連：

- (a) 有關人士為個人或該人士之直屬家庭成員，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理人員之一名成員；

或

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Related parties (continued)

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

Property, plant and equipment and depreciation

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

2.4 主要會計政策概要(續)

關連人士(續)

- (b) 該人士為實體並符合下列任何一項條件，而：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一間實體之聯營公司或合營企業(或另一間實體之母公司、附屬公司或同系附屬公司)；
 - (iii) 該實體與本集團為同一第三方之合營企業；
 - (iv) 一間實體為第三方實體之合營企業，而另一方實體為第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關連之實體就僱員福利設立之離職後福利計劃；
 - (vi) 該實體受(a)定義之人士控制或共同控制；
 - (vii) (a)(i)定義之人士對該實體有重大影響力或屬該實體(或該實體之母公司)之主要管理人員；及
 - (viii) 該實體或其任何集團成員公司提供主要管理人員服務予本集團或本集團之母公司。

物業、廠房及設備與折舊

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

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

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

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

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

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

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

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

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

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

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

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

Non-current assets and disposal groups held for sale

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

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

2.4 主要會計政策概要(續)

物業、廠房及設備與折舊(續)

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

非流動資產及已終止經營業務之持有待售

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets (other than goodwill)

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

Lease agreement buyouts

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

Leases

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

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

2.4 主要會計政策概要(續)

無形資產(商譽除外)

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

租賃協定買斷

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

租賃

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

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

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

Investments and other financial assets

Initial recognition and measurement

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

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

Subsequent measurement

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

2.4 主要會計政策概要(續)

租賃(續)

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

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

投資及其他金融資產

初始確認及計量

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

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

期後計量

金融工具的期後計量取決於其如下分類：

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss

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

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

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

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

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

以公平值計量且變動計入損益的金融資產

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

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

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Loans and receivables

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

Available-for-sale financial investments

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

2.4 主要會計政策概要(續)

投資及其它金融資產(續)

貸款及應收款項

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

可供出售金融投資

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial investments (continued)

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

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

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

2.4 主要會計政策概要(續)

投資及其它金融資產(續)

可供出售金融投資(續)

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

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Available-for-sale financial investments (continued)

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

Derecognition of financial assets

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

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

2.4 主要會計政策概要(續)

投資及其它金融資產(續)

可供出售金融投資(續)

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

解除確認金融資產

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets (continued)

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

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

Impairment of financial assets

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

2.4 主要會計政策概要(續)

解除確認金融資產(續)

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

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

金融資產減值

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Financial assets carried at amortised cost

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

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

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

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

2.4 主要會計政策概要(續)

金融資產減值(續)

以攤銷成本列賬之金融資產

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Assets carried at cost

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

Available-for-sale financial investments

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

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

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

2.4 主要會計政策概要(續)

金融資產減值(續)

以成本列賬之資產

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

可供出售金融投資

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

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

Available-for-sale financial investments (continued)

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

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

Financial liabilities

Initial recognition and measurement

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

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

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

2.4 主要會計政策概要(續)

金融資產減值(續)

可供出售金融資產(續)

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

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

金融負債

初始確認與計量

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (continued)

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

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

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

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

Loans and borrowings

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

2.4 主要會計政策概要(續)

金融負債(續)

期後計量

金融負債的期後計量取決於其如下分類：

以公平值計量且變動計入損益的金融負債

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

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

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

貸款及借款

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (continued)

Loans and borrowings (continued)

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

Put options to non-controlling shareholders

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

Derecognition of financial liabilities

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

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

2.4 主要會計政策概要(續)

金融負債(續)

貸款及借款(續)

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

非控股權益股東認沽期權

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

解除確認金融負債

當因金融負債而須承擔的責任已解除或取消或屆滿時，則須解除確認負債。

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial liabilities (continued)

Offsetting of financial instruments

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

Derivative financial instruments

Initial recognition and subsequent measurement

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

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

Inventories

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

2.4 主要會計政策概要(續)

解除確認金融負債(續)

抵銷金融工具

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

衍生金融工具

初始確認及期後計量

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

衍生工具公平值變動所產生之任何收益或虧損直接計入收益表。

存貨

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

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

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

Provisions

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

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

2.4 主要會計政策概要(續)

現金及現金等價物

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

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

撥備

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅

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

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

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

遞延稅項負債根據全部應課稅暫時差額進行確認，惟以下情況除外：

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

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

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

Government grants

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

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

Bonus point liabilities

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

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

2.4 主要會計政策概要(續)

所得稅(續)

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

政府補貼

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

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

會員積分負債

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

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

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

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

2.4 主要會計政策概要(續)

收入確認

收入是在本集團可能獲得經濟利益，且金額可以可靠計量時，按下列標準確認入賬：

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

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Employee benefits

Pursuant to the relevant regulations of the PRC Government, all the subsidiaries of the Group that were established in Mainland China (the "PRC Subsidiaries") have participated in a local municipal government retirement benefit scheme (the "Scheme"), whereby the PRC Subsidiaries are required to contribute a certain percentage of the salaries of their employees to the Scheme to fund their retirement benefits. The only obligation of the Group with respect to the Scheme is to pay the ongoing contributions under the Scheme. Contributions under the Scheme are charged to the statement of profit or loss as incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Where funds have been borrowed generally, and used for the purpose of obtaining qualifying assets, a capitalisation rate of 4.2% has been applied to the expenditure on the individual assets.

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

2.4 主要會計政策概要(續)

僱員福利

按照中國政府的有關法規，本集團所有於中國成立之附屬公司（「中國附屬公司」）已經參加地方市政府的退休金計劃（「計劃」），據此，中國附屬公司須按公司僱員基本薪資的若干百分比向計劃供款，為僱員的退休福利提供資金。本集團於計劃的唯一責任是持續按計劃供款。該計劃項下的供款於發生時自收益表扣除。

借貸成本

收購、興建或生產未完成資產（即需要大量時間製作以供擬定用途或銷售的資產）應佔的直接借款成本，將會被撥充資本作為該等資產的部分成本。將有關借款成本撥充資本於資產以實際上可作擬定用途或銷售時終止。待用作未完成資產開支的特定借款的臨時投資所賺取之投資收入，自撥充資本的借款成本中扣除。任何之其他借款成本將於發生當期確認為費用。借款成本包括利息支出及與借款發生相關的其他成本。借入的一般借款並用於未完成資產時，個別資產之資本化開支比率為4.2%。

股息

獲股東大會批准的末期股息應被確認為一項負債。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Dividends (continued)

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the Directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

The Company and certain subsidiaries incorporated outside Mainland China have Hong Kong dollars ("HK\$") or United States dollars ("US\$") as their functional currencies, respectively. The functional currency of the PRC Subsidiaries is Renminbi. As the Group mainly operates in Mainland China, Renminbi is used as the functional currency of the Group. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

2.4 主要會計政策概要(續)

股息(續)

由於本公司的組織章程大綱及細則授權董事宣派中期股息，故此該等股息將同時建議派發並宣派。因此，該等股息於建議派發並宣派時立即確認為負債。

外幣

本公司及若干於中國內地以外註冊成立的附屬公司分別以港元及美元作為其功能貨幣。中國附屬公司的功能貨幣為人民幣。由於本集團主要在中國內地經營，故人民幣被用作本集團的功能貨幣。本集團屬下各公司均可自行釐定所用的功能貨幣，而財務報表的項目均以功能貨幣列賬。本集團屬下各公司記錄之外幣交易首先以交易日的各現行功能貨幣匯率入賬。以外幣為單位的貨幣資產與負債按報告期末的現行功能貨幣匯率重新換算。由於支付或貨幣轉換所產生的差額計入收益表。

按歷史成本法列賬並以外幣為單位的非貨幣項目按首次交易當日的匯率換算。按公平值計量並以外幣為單位的非貨幣項目按釐定公平值當日的匯率換算。由於重新換算以公平值計量的非貨幣項目所產生的匯兌收益及損失的確認與該項目公平值變動一致(即該項目的公平值變動收益或損失記入其他全面收益或損益，其匯兌差額也相應計入其他全面收益或損益)。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries are currencies other than Renminbi. As at the end of the reporting period, the assets and liabilities of these entities are translated into Renminbi at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Renminbi at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Renminbi at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Renminbi at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

2.4 主要會計政策概要(續)

外幣(續)

若干海外附屬公司的功能貨幣為人民幣以外的貨幣。於報告期末，該等公司的資產與負債乃根據報告期末的現行匯率換算為人民幣，而收益表是按年內的加權平均匯率換算為人民幣。

因此產生之匯兌差額會作為匯率變動儲備計入其他全面收益。於出售海外公司時，與該海外業務有關的其他全面收益於收益表確認入賬。

就綜合現金流量表而言，海外附屬公司的現金流量按產生現金流量當日的現行匯率換算為人民幣。海外附屬公司在整個年度內經常產生的現金流量是按年內的加權平均匯率換算為人民幣。

3. 重大會計判斷及估計

管理層編製本集團的財務報表時，須作出會影響報告當日所呈報收入、開支、資產及負債的報告金額及其相應披露以及或然負債披露的判斷、估計及假設。然而，由於有關假設及估計的不確定因素，可導致管理層須就未來受影響的資產或負債賬面金額作出重大調整。

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3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Judgement

In the process of applying the Group's accounting policies, management has made the following judgement, apart from those involving estimations, which has the most significant effect on the amounts recognised in financial statements:

Operating lease commitments – Group as lessor

The Group has entered into commercial property leases on its property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

Estimation uncertainty

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

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating unit to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2016 was RMB250,384,000 (2015: RMB304,440,000). Further details are contained in note 20 to the financial statements.

3. 重大會計判斷及估計(續)

判斷

在採納本集團會計政策的過程中，管理層除涉及的估計之外作出如下判斷，並對確認於財務報表的金額產生重大影響：

經營租賃承擔—本集團作為出租人

本集團已就其投資物業組合訂立商用物業租賃。本集團根據對安排條款及條件的評估來釐定其保留根據經營租賃出租的該等物業擁有權的絕大部分風險及回報。

不確定估計

與未來有關之主要假設及於報告期末之其他估計不確定因素之主要來源乃披露如下，彼等具有可能導致在下個財政年度內對資產及負債之賬面值作出重大調整之重大風險：

商譽減值

本集團至少每年評估商譽是否發生減值。這要求對分配了商譽的現金產出單元的使用價值進行估計。估計使用價值時，本集團需要估計未來來自現金產出單元的現金流量，同時選擇恰當的貼現率計算該等現金流量的現值。商譽於2016年12月31日的賬面值為人民幣250,384,000元(2015年：人民幣304,440,000元)。詳情載於財務報表附註20。

3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Intangible assets with indefinite lives are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary differences can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses and deductible temporary differences at 31 December 2016 was RMB119,746,000 (2015: RMB93,356,000). The amount of unrecognised tax losses at 31 December 2016 was RMB209,304,000 (2015: RMB112,636,000). Further details are contained in note 23 to the financial statements.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

非金融資產減價(商譽除外)

本集團於各報告期末評估非金融資產是否出現減值跡象。不確定年期的非金融資產需於年度或有跡象顯示存在減值時進行減值檢測。其他非金融資產於有跡象顯示其賬面價值不可收回時進行減值檢測。當資產或現金產生單位之賬面價值超逾其可收回金額，將被認為減值。減值為公平值減處置成本與其使用價值之較高金額。計算公平值減處置成本是根據綁定的公平銷售類似的資產交易或可觀察的市場價扣除處置資產而增加的成本。管理層必須評估資產或現金產生單位預期的未來現金流，並選擇一個恰當的貼現率計算現金流的現值。

遞延稅項資產

遞延稅項資產乃就未動用稅項虧損及可抵扣的暫時性差異確認入賬，惟以應課稅溢利可予抵銷該等可扣減未動用稅項虧損及可抵扣的暫時性差異的金額為限。釐定可予確認的遞延稅項資產的金額時，管理層須根據可能的時間安排、未來應課稅溢利連同未來稅項計劃戰略作出重大判斷。於2016年12月31日，有關已確認稅項虧損及可抵扣的暫時性差異的遞延稅項資產賬面價值為人民幣119,746,000元(2015年：人民幣93,356,000元)。於2016年12月31日未確認稅項虧損金額為人民幣209,304,000元(2015年：人民幣112,636,000元)。詳情載於財務報表附註23。

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3. SIGNIFICANT ACCOUNTING JUDGEMENT AND ESTIMATES (CONTINUED)

Estimation uncertainty (continued)

Bonus point liabilities

The amount of revenue attributable to the credits award earned by the customers of the Group's loyalty point programme is estimated based on the fair value of the credits awarded and the expected redemption rate. The expected redemption rate is estimated by considering the number of the credits that will be available for redemption in the future after allowing for credits which are not expected to be redeemed. The carrying amount of bonus point liabilities at 31 December 2016 was RMB38,208,000 (2015: RMB35,151,000).

4. NET CURRENT LIABILITIES

As at 31 December 2016, the current liabilities of the Group exceeded its current assets by approximately RMB4,377,583,000. The Directors have prepared these financial statements on a going concern basis notwithstanding the net current liability position because the Directors expected that the Group will generate sufficient cash inflows from the sales proceeds on the operation of department stores and supermarkets, and will successfully refinance its current interest-bearing debts by various means including but not limited to renewing its existing loans, utilising its unused bank facilities, and issuing new bonds, to meet its financial obligations when they fall due.

3. 重大會計判斷及估計(續)

估計的不確定性(續)

會員積分負債

本集團忠誠獎勵計劃的客戶所賺取的積分獎勵應佔的收入金額，乃按所授積分獎勵的公平值及預計換領率估計。預計換領率乃考慮日後將可供換領的積分獎勵額，並經扣除預期不會換領的積分獎勵額後作估計。於2016年12月31日會員積分負債的賬面價值為人民幣38,208,000元。(2015年：人民幣35,151,000元)。

4. 淨流動負債

於2016年12月31日，本集團流動負債超出其流動資產約人民幣4,377,583,000元。儘管本集團有淨流動負債，本公司董事依然以持續經營為基準編制財務報表。本公司董事預期本集團可在運營百貨店及超市銷售所得款項中產生足夠的現金流入，並通過多種方式(包括但不限於續借現有借款，使用剩餘銀行授信額度，發行債券)對帶息債務進行再融資以履行到期償還的義務。

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5. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- Department store segment
- Supermarket segment

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, finance costs, share of loss of a joint venture, fair value gains from the Group's financial instruments, fair value gains on disposal available-for-sale listed investments, gains on disposal of unquoted current investments, stated at cost as well as head office and corporate expenses are excluded from this measurement.

Segment assets exclude the Group's available-for-sale investments, deferred tax assets, restricted cash, long-term time deposits at banks, tax recoverable, amounts due from the controlling shareholder, derivative financial instruments, cash and cash equivalents, assets of a disposal group classified as held for sale and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude short-term financing notes interest-bearing bank borrowings, derivative financial instruments, tax payable, liabilities directly associated with the assets classified as held for sale, medium term financing notes, corporate bonds, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

5. 經營分部資料

出於管理需要，本集團根據其服務將業務分為多個業務單位，並分成以下兩個可報告經營分部：

- 百貨店分部
- 超市分部

管理層會分別監察經營分部的業績作出資源分配決定並評定其表現。分部表現評估乃根據可報告分部溢利，即經調整除稅前溢利進行。除不包含利息收入、融資成本、分佔合營企業虧損、本集團金融工具的收益、處置可供出售上市投資的公平值收益、處置按成本計值的非上市短期投資收益以及總辦事處及公司開支外，經調整除稅前溢利之計量方法與本集團除稅前溢利一致。

分部資產不包括本集團可供出售投資、遞延稅項資產、受限貨幣資金、存於銀行的長期定期存款、可收回稅項、應收控股股東款項、衍生金融工具、現金及現金等價物、已終止經營業務分類為持有待售資產和其它未分配總辦事處及公司資產，因該等資產按集團基準管理。

分部負債不包括短期融資券、計息銀行借款、衍生金融工具、應付稅項、與持有待售資產直接有關的負債、中期票據、公司債券、遞延稅項負債及其它未分配總辦事處及公司負債，因該等負債按集團基準管理。

分部間銷售及轉讓根據以當時市價向第三方銷售的售價進行交易。

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5. OPERATING SEGMENT INFORMATION (CONTINUED)

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截至2016年12月31日止年度

5. 經營分部資料(續)

		Department store 百貨店 RMB' 000 人民幣千元	Super-market 超市 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Segment revenue	分部收入			
Sales to external customers	對外部客戶的銷售	1,620,961	2,571,762	4,192,723
Segment results	分部業績	601,963	85,190	687,153
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest and unallocated gains	利息及未分配收益			66,235
Corporate and other unallocated expenses	公司及其他未分配開支			(181,678)
Finance costs	融資成本			(75,282)
Profit before tax	除稅前溢利			496,428
Segment assets	分部資產	9,746,224	1,691,330	11,437,554
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated assets	公司及其他未分配資產			986,777
Assets of a disposal group classified as held for sale	已終止經營業務分類為持有待售資產			26,400
Total assets	總資產			12,450,731
Segment liabilities	分部負債	2,990,995	869,004	3,859,999
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated liabilities	公司及其他未分配負債			3,445,531
Liabilities directly associated with the assets classified as held for sale	與持有待售資產直接相關的負債			4,769
Total liabilities	總負債			7,310,299
Other segment information	其他分部資料			
Depreciation and amortisation	折舊及攤銷	347,824	86,940	434,764
Corporate and other unallocated amounts	公司及其他未分配款項			4,107
Total depreciation and amortisation	折舊及攤銷合計			438,871
Provision/(write-back of provision) for slow-moving inventories	滯銷存貨撥備/ (撥備撥回)	783	(648)	135
Impairment of goodwill	商譽減值	54,056	-	54,056
Capital expenditure	資本開支	706,864	334,523	1,041,387
Corporate and other unallocated amounts	公司及其他未分配款項			11,871
Total capital expenditure *	總資本開支*			1,053,258

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5. OPERATING SEGMENT INFORMATION (CONTINUED)

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5. 經營分部資料(續)

		Department store 百貨店 RMB' 000 人民幣千元	Super-market 超市 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Segment revenue	分部收入			
Sales to external customers	對外客戶的銷售	1,623,725	2,544,180	4,167,905
Segment results	分部業績	676,162	112,181	788,343
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest and unallocated gains	利息及未分配收益			66,559
Corporate and other unallocated expenses	公司及其他未分配開支			(122,536)
Share of loss of a joint venture	分佔合營企業虧損			(2,991)
Finance costs	融資成本			(33,768)
Profit before tax	除稅前溢利			695,607
Segment assets	分部資產	9,303,281	1,394,762	10,698,043
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated assets	公司及其他未分配資產			1,517,354
Assets of a disposal group classified as held for sale	已終止經營業務分類為持有待售資產			26,400
Total assets	總資產			12,241,797
Segment liabilities	分部負債	2,723,719	787,682	3,511,401
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and other unallocated liabilities	公司及其他未分配負債			3,507,919
Liabilities directly associated with the assets classified as held for sale	與持有待售資產直接相關的負債			4,769
Total liabilities	總負債			7,024,089
Other segment information	其他分部資料			
Depreciation and amortisation	折舊及攤銷	264,445	76,495	340,940
Corporate and other unallocated amounts	公司及其他未分配款項			4,450
Total depreciation and amortisation	折舊及攤銷合計			345,390
Provision/(write-back of provision) for slow-moving inventories	滯銷存貨撥備/(撥備撥回)	847	(546)	301
Impairment of property, plant and equipment	物業、廠房及設備減值準備	33,000	-	33,000
Capital expenditure	資本開支	2,676,971	292,846	2,969,817
Corporate and other unallocated amounts	公司及其他未分配款項			10,539
Total capital expenditure *	總資本開支*			2,980,356

* Capital expenditure consists of additions to property, plant and equipment and prepaid land premiums including assets from the acquisition of subsidiaries.

* 資本開支包括添置物業、廠房及設備及預付土地出讓金(包括來自收購附屬公司的資產)。

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5. OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information

All of the Group's revenue is derived from customers based in Mainland China and all of the non-current assets of the Group are located in Mainland China.

Information about major customers

No revenue derived from sales to a single customer or a group of customers under common control accounted for 10% or more of the Group's revenue for the year.

6. REVENUE

Revenue represents the net amount received and receivable for goods sold by the Group to external customers, less allowances for returns and trade discounts; commission income from concessionaire sales, net of sales taxes and surcharges; and other revenue that arises in the ordinary course of business.

An analysis of revenue is as follows:

Sales of goods – direct sales	商品銷售—直接銷售
Commission income from concessionaire sales (Note)	來自特許專營銷售佣金收入(附註)
Total turnover	總營業額
Rental income	租金收入
Provision of food and beverage service	提供餐飲服務
Total revenue	總收入

Note:

The commission income from concessionaire sales is analysed as follows:

Gross revenue from concessionaire sales	特許專營銷售所得款項
Commission income from concessionaire sales	特許專營銷售佣金收入

5. 經營分部資料(續)

地區資料

本集團所有收入來自中國內地客戶，而本集團所有非流動資產位於中國內地。

主要客戶的資料

於本年度並無單一客戶或共同控制下的一組客戶的銷售佔本集團收入10%或以上。

6. 收入

收入指本集團對外部客戶銷售貨品之已收和應收款項減退貨及貿易折扣撥備；來自特許專營銷售佣金收入扣除銷售稅及附加費；以及一般業務過程中產生的其他收入。

收入分析呈列如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
2,788,789	2,754,409
1,235,436	1,278,120
4,024,225	4,032,529
166,690	133,987
1,808	1,389
4,192,723	4,167,905

附註：

特許專營銷售佣金收入分析如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
7,933,697	7,807,255
1,235,436	1,278,120

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7. OTHER INCOME AND GAINS

7. 其他收入及收益

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Other income	其他收入		
Fee income from suppliers	來自供應商的其他收入	632,283	534,379
Interest income	利息收入	30,815	47,900
Subsidy income	補貼收入	15,949	17,461
Others	其他	20,783	5,094
		699,830	604,834
Gains	收益		
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	-	1,430
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認在綜合收益表其他收入及收益中的並購收益	-	95
Fair value gains, net:	公平值收益，淨額：		
Derivative instruments	衍生金融工具		
- transactions not qualifying as hedges	- 不符合對沖定義之交易	11,487	-
		11,487	1,525
		711,317	606,359

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8. OTHER EXPENSES

Other expenses mainly include impairment of goodwill, impairment of property, plant and equipment, utility expenses, advertising and promotion expenses, loss on disposal of property, plant and equipment, office expenses, maintenance costs, travelling expenses, entertainment expenses, property tax and government surcharges and other miscellaneous expenses.

9. FINANCE COSTS

An analysis of finance costs is as follows:

8. 其他開支

其他開支主要包括商譽減值準備、物業、廠房及設備減值準備、水電開支、廣告宣傳費用、物業、廠房及設備的處置虧損、辦公室開支、維護及耗材費用、差旅費、業務招待費、財產稅、政府附加費用和其他雜項開支。

9. 融資成本

融資成本分析如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Interest on short-term financing notes	短期融資券利息	12,503	8,247
Interest on medium term financing notes	中期票據利息	11,775	-
Interest on corporate bonds	應付債券利息	21,870	-
Interest on bank borrowings wholly payable within five years	須於五年內全部償還銀行借款的利息	78,415	92,720
Less: Interest capitalised	扣減：資本化利息	(49,281)	(67,199)
		75,282	33,768

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10. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

10. 除稅前溢利

本集團的除稅前溢利已扣除／(計入)下列各項：

		Notes 附註	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Cost of inventories sold	存貨銷售成本		2,480,403	2,413,697
Provision for slow-moving inventories	滯銷存貨撥備		135	301
Depreciation	折舊	17	409,934	330,484
Amortisation of prepaid land premiums	預付土地出讓金攤銷	18	25,874	11,843
Amortisation of other intangible assets	其他無形資產攤銷	19	3,063	3,063
Impairment of goodwill*	商譽減值準備*	20	54,056	-
Impairment of property, plant and equipment*	物業、廠房及設備減值準備*	17	-	33,000
Loss on disposal of items of property, plant and equipment*	處置物業、廠房及設備的虧損*		19,310	10,882
Loss on disposal of items of other intangible asset	處置其他無形資產的虧損		3,024	-
Minimum lease payments under operating leases:	經營租賃下最低租金：			
Land and buildings	土地及樓宇		94,076	118,308
Auditors' remuneration	核數師酬金		2,952	2,904
Staff costs including Directors' and chief executive's remuneration (Note 11):	員工成本(包括董事及行政總裁薪酬)(附註11)：			
Wages, salaries and bonuses	工資、薪金及花紅		491,982	448,839
Pension scheme contributions	退休金計劃供款		66,785	61,467
Other social security costs	其他社會保險費用		108,572	99,927
Foreign exchange differences, net	匯兌差額，淨額		10,408	19,909
Fair value gains, net:	公允價值損益：			
Gains on disposal of investments at fair value through profit or loss	處置按公平值計量且其變動計入損益的投資收益	7	-	(1,430)
Gains on bargain purchase recognised in other income and gains in the consolidated statement of profit or loss	確認在綜合收益表其他收入及收益中的並購收益	7	-	(95)
Fair value gains, net:	公平值收益，淨額：			
Derivative instruments – transactions not qualifying as hedges	衍生金融工具－不符合對沖定義之交易	7	(11,487)	389
Loss on disposal of unlisted equity investments at cost	處置按成本計值的非上市股權投資虧損		110	-
Share of loss of a joint venture	分佔合營企業虧損		-	2,991

* The impairment of goodwill and impairment of property, plant and equipment are included in "Other expenses" in the consolidated statement of profit or loss.

* 商譽減值準備及物業、廠房及設備減值準備包含在綜合收益表的「其他開支」。

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11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, 383(1)(a),(b),(c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies Regulation (Disclosure of Information about Benefits of Directors), is as follows:

Fees	袍金
Other emoluments:	其他薪酬：
Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休金計劃供款

(a) *Independent non-executive directors*

The fees paid to independent non-executive directors during the year were as follows:

Mr. Lin Zhijun	林志軍先生
Mr. Zhang Weijiong	張維炯先生
Mr. Cheung Yat Ming	張一鳴先生

There were no other emoluments payable to the independent non-executive directors during the year (2015: Nil).

11. 董事及行政總裁薪酬

根據上市規則香港《公司條例》第383(1)(a),(b),(c),(f)條及公司制度第2節(董事薪酬信息披露)，董事及高管於有關期間的薪酬信息披露如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
624	585
4,722	4,406
151	114
4,873	4,520
5,497	5,105

(a) *獨立非執行董事*

於有關期間支付給獨立非執行董事的袍金如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
208	195
208	195
208	195
624	585

於有關期間並無應付給獨立非執行董事的其他酬金(2015年：無)。

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11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (CONTINUED)

(b) Executive directors, non-executive director and the chief executive

2016
Executive directors:
Mr. Chen Jianqiang
Mr. Tao Qingrong⁽ⁱ⁾
Mr. Yu Yaoming

Non-executive director:
Mr. Fung Hiu Chuen, John

2016年
執行董事：
陳建強先生
陶慶榮先生⁽ⁱ⁾
俞堯明先生

非執行董事：
馮曉邨先生

2015
Executive directors:
Mr. Chen Jianqiang
Mr. Tao Qingrong⁽ⁱ⁾
Mr. Yu Yaoming

Non-executive director:
Mr. Fung Hiu Chuen, John

2015年
執行董事：
陳建強先生
陶慶榮先生⁽ⁱ⁾
俞堯明先生

非執行董事：
馮曉邨先生

(i) Mr. Tao Qingrong is also the chief executive of the Group.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

11. 董事及行政總裁薪酬(續)

(b) 執行董事、非執行董事及行政總裁

	Fees 袍金 RMB' 000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB' 000 人民幣千元	Pension scheme contributions 退休金 計劃供款 RMB' 000 人民幣千元	Total remuneration 薪酬合計 RMB' 000 人民幣千元
Executive directors:				
Mr. Chen Jianqiang	-	1,071	52	1,123
Mr. Tao Qingrong ⁽ⁱ⁾	-	2,148	16	2,164
Mr. Yu Yaoming	-	1,295	83	1,378
	-	4,514	151	4,665
Non-executive director:				
Mr. Fung Hiu Chuen, John	-	208	-	208
	-	4,722	151	4,873

	Fees 袍金 RMB' 000 人民幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 RMB' 000 人民幣千元	Pension scheme contributions 退休金 計劃供款 RMB' 000 人民幣千元	Total remuneration 薪酬合計 RMB' 000 人民幣千元
Executive directors:				
Mr. Chen Jianqiang	-	1,054	19	1,073
Mr. Tao Qingrong ⁽ⁱ⁾	-	2,017	15	2,032
Mr. Yu Yaoming	-	1,140	80	1,220
	-	4,211	114	4,325
Non-executive director:				
Mr. Fung Hiu Chuen, John	-	195	-	195
	-	4,406	114	4,520

(i) 陶慶榮先生亦是本集團的行政總裁。

於有關期間並無董事或行政總裁放棄或同意放棄任何薪酬的安排。

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12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2015: three) directors, details of whose remuneration are set out in note 11 above. Details of the remuneration of the remaining three (2015: two) highest paid employees who are neither a director nor chief executive of the Company for the year are as follows:

Salaries, allowances and benefits in kind	薪金、津貼及實物利益
Pension scheme contributions	退休金計劃供款

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

Nil to RMB1,000,000	人民幣零至一百萬元
RMB1,000,001 to RMB1,500,000	人民幣一百萬零一元至 人民幣一百五十萬元
RMB1,500,001 to RMB2,000,000	人民幣一百五十萬零一元至 人民幣二百萬元

12. 五位最高僱員薪酬

於有關期間，五名最高薪僱員其中2名董事（2015年：3名董事）薪酬詳情見以上附註11。其餘3名（2015年：2名）既不是董事也不是行政總裁，於有關期間的酬金詳情如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
4,368	2,197
95	87
4,463	2,284

所有非董事及非行政總裁最高薪酬僱員的人數在下列薪酬範圍內進行列示：

Number of employees 僱員數

2016 二零一六年	2015 二零一五年
-	-
2	2
1	-
3	2

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13. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. The Group and the Company are not liable for income tax in Hong Kong as they did not have assessable income sourced from Hong Kong during the year.

The Company is a tax-exempted company incorporated in the Cayman Islands.

Under the PRC Corporate Income Tax Law (the "New CIT Law"), the income tax rate became 25% starting from 1 January 2008. Therefore, provision for the PRC income tax has been made at the applicable income tax rate of 25% (2015: 25%) on the assessable profits of the PRC Subsidiaries.

13. 所得稅

本集團須以實體基準就本集團成員公司於其註冊及經營所在司法權區所產生或取得的溢利支付所得稅。本集團及本公司毋須繳納香港所得稅，因為其於有關期間並無源自香港的應課稅收入。

本公司為於開曼群島註冊成立的免税公司。

依據中國企業所得稅法（「新企業所得稅法」），自2008年1月1日起所得稅率為25%，因此，對中國附屬公司應課稅溢利按適用所得稅率25%（2015年：25%）進行中國所得稅撥備。

Current – PRC corporate income tax charge for the year	即期一年內中國企業所得稅開支
Deferred (Note 23)	遞延稅項(附註23)
Total tax charge for the year	年內稅項開支總額

2016 二零一六年 RMB' 000 人民幣千元	2015 二零一五年 RMB' 000 人民幣千元
178,980	207,390
(4,939)	(1,989)
174,041	205,401

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13. INCOME TAX (CONTINUED)

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdiction in which the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

Profit before tax	除稅前溢利
Tax at the statutory tax rate of 25% (2015: 25%)	按法定稅率25%計算的稅項 (2015年：25%)
Expenses not deductible for tax	不可扣稅的開支
Losses attributable to a joint venture	分佔合營企業的虧損
Effect of withholding tax on the distributable profits of the PRC Subsidiaries	預扣稅對中國附屬公司可分派溢利的影響
Tax losses not recognised	未確認稅項虧損
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項開支

14. DIVIDENDS

Interim – HK\$3 cents (2015: HK\$4 cents) per ordinary share	中期 – 普通股每股港幣3仙 (2015年：港幣4仙)
Proposed final – HK\$5 cents (2015: HK\$7 cents) per ordinary share	擬派發末期股息 – 普通股 每股港幣5仙 (2015年：港幣7仙)

13. 所得稅(續)

按本公司及其大部分附屬公司註冊所在司法權區法定稅率計算的除稅前溢利所適用的稅項開支與按實際稅率計算的稅項開支的對賬如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
496,428	695,607
124,107	173,902
19,630	14,343
–	748
10,983	13,057
19,321	3,351
174,041	205,401

14. 股息

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
61,238	80,535
103,332	142,332
164,570	222,867

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14. DIVIDENDS (CONTINUED)

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

The amount which the PRC Subsidiaries can legally distribute by way of dividend is determined by reference to the distributable profits as reflected in their PRC statutory financial statements prepared in accordance with the accounting rules and regulations in the PRC ("PRC GAAP").

15. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the parent of RMB325,058,000 (2015: RMB480,288,000), and the weighted average number of ordinary shares of 2,383,042,762 (2015: 2,435,780,337) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2016 and 2015.

16. EMPLOYEE RETIREMENT BENEFITS

The PRC Subsidiaries participate in defined contribution retirement benefit plans organised by the relevant government authorities for their employees in Mainland China and contribute to these plans based on a certain percentage of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans.

The Group has no further obligation for post-retirement benefits beyond the contributions made. The contributions to these plans are recognised as employee benefit expenses when incurred.

14. 股息(續)

本年度擬派發末期股息須於應屆股東週年大會上待本公司股東批准。

中國附屬公司可透過股息合法分派，金額乃參考其根據中國公認會計原則編製的中國法定財務報表所反映的可供分派溢利釐定。

15. 母公司普通股權持有人應佔每股溢利

每股基本溢利乃基於年度母公司普通股權持有人應佔溢利人民幣325,058,000元(2015年：人民幣480,288,000元)和年內已發行普通股加權平均數2,383,042,762股(2015年：2,435,780,337股)計算。

截至2016年12月31日及2015年12月31日止年度，本集團未發行對普通股有潛在攤薄影響的權益工具。

16. 僱員退休福利

根據中國有關法規的規定，中國附屬公司已參與界定供款退休計劃。全體中國附屬公司僱員均有權享有相當於其退休日期最後受僱的所在地區內的平均薪酬金額的固定比例年度退休金。在此計劃下，相關政府機構對所有現有及未來退休的僱員承擔應付的僱員退休福利。

除上述供款外，本集團並無責任就其他退休金福利付款。向該等計劃的供款於發生時確認為僱員福利開支。

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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Renovation Land and buildings	and leasehold improvements	Machinery	Motor vehicles	Furniture and office equipment	Construction in progress	Total
		土地及樓宇	翻新及裝修	機器	汽車	傢俬及 辦公室設備	在建工程	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2016	2016年12月31日							
At 31 December 2015 and at 1 January 2016:	於2015年12月31日 及2016年1月1日							
Cost or valuation	成本或估值	7,113,173	832,958	693,626	13,585	188,597	1,260,126	10,102,065
Accumulated depreciation and impairment	累計折舊及減值準備	(1,007,303)	(408,204)	(349,770)	(9,318)	(128,114)	-	(1,902,709)
Net carrying amount	賬面淨值	6,105,870	424,754	343,856	4,267	60,483	1,260,126	8,199,356
At 1 January 2016, net of accumulated depreciation and impairment	於2016年1月1日， 減除累計折舊 及減值準備	6,105,870	424,754	343,856	4,267	60,483	1,260,126	8,199,356
Additions	添置	348,912	43,490	20,909	1,485	33,556	553,731	1,002,083
Depreciation provided during the year	年度累計折舊	(253,298)	(92,348)	(36,864)	(1,457)	(25,967)	-	(409,934)
Transfers	轉撥	1,378,719	73,468	67,606	-	14,950	(1,534,734)	-
Disposal	處置	-	(7,876)	(9,164)	(605)	(1,665)	-	(19,310)
At 31 December 2016, net of accumulated depreciation and impairment	於2016年12月31日， 減除累計折舊 及減值準備	7,580,203	441,488	386,343	3,690	81,357	279,114	8,772,195
At 31 December 2016:	於2016年12月31日							
Cost or valuation	成本或估值	8,840,804	913,314	740,254	12,670	232,552	279,114	11,018,708
Accumulated depreciation and impairment	累計折舊及減值準備	(1,260,601)	(471,826)	(353,911)	(8,980)	(151,195)	-	(2,246,513)
Net carrying amount	賬面淨值	7,580,203	441,488	386,343	3,690	81,357	279,114	8,772,195

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Year ended 31 December 2016

截至2016年12月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

17. 物業、廠房及設備(續)

		Land and buildings	Renovation and leasehold improvements	Machinery	Motor vehicles	Furniture and office equipment	Construction in progress	Total
		土地及樓宇	翻新及裝修	機器	汽車	辦公室設備傢俬及	在建工程	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
31 December 2015	2015年12月31日							
At 31 December 2014 and at 1 January 2015:	於2014年12月31日及2015年1月1日							
Cost or valuation	成本或估值	5,356,314	805,935	547,759	11,646	168,303	1,109,332	7,999,289
Accumulated depreciation and impairment	累計折舊及減值準備	(854,394)	(300,705)	(278,625)	(8,039)	(108,888)	-	(1,550,651)
Net carrying amount	賬面淨值	4,501,920	505,230	269,134	3,607	59,415	1,109,332	6,448,638
At 1 January 2015, net of accumulated depreciation and impairment	於2015年1月1日，減除累計折舊及減值準備	4,501,920	505,230	269,134	3,607	59,415	1,109,332	6,448,638
Additions	添置	455,381	27,679	31,982	1,642	18,666	1,119,224	1,654,574
Acquisition of a subsidiary	收購一間附屬公司	341,719	13,049	29,556	1,134	377	86,132	471,967
Depreciation provided during the year	年度累計折舊	(155,933)	(98,866)	(50,913)	(1,875)	(22,897)	-	(330,484)
Impairment	減值準備	-	(12,258)	(20,742)	-	-	-	(33,000)
Transfers	轉撥	972,518	(8,503)	85,209	-	5,338	(1,054,562)	-
Disposal	處置	(9,735)	(1,577)	(370)	(241)	(416)	-	(12,339)
At 31 December 2015, net of accumulated depreciation and impairment	於2015年12月31日，減除累計折舊及減值準備	6,105,870	424,754	343,856	4,267	60,483	1,260,126	8,199,356
At 31 December 2015:	於2015年12月31日							
Cost or valuation	成本或估值	7,113,173	832,958	693,626	13,585	188,597	1,260,126	10,102,065
Accumulated depreciation and impairment	累計折舊及減值準備	(1,007,303)	(408,204)	(349,770)	(9,318)	(128,114)	-	(1,902,709)
Net carrying amount	賬面淨值	6,105,870	424,754	343,856	4,267	60,483	1,260,126	8,199,356

At 31 December 2016, the application for converting the land use right certificate to the property ownership certificate for the Group's land and buildings amounting to RMB1,645,975,000 (2015: RMB402,596,000) was still in progress.

於2016年12月31日，本集團仍在為價值人民幣1,645,975,000元(2015年：人民幣402,596,000元)的土地及樓宇申請物業所有權證。

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18. PREPAID LAND PREMIUMS

Carrying amount at 1 January	於1月1日的賬面價值
Additions	添置
Amortisation capitalised as property, plant and equipment for the year	年度攤銷資本化為物業、廠房及設備
Recognised as expenses during the year	確認為年度開支
Carrying amount at 31 December	於12月31日的賬面價值

The leasehold land is situated in Mainland China and is held under a long-term lease.

At 31 December 2015, the application for acquiring the land use right certificate for the Group's land amounting to RMB402,900,000 was still in progress and was obtained during the year.

18. 預付土地出讓金

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
1,680,781	872,334
41,014	853,815
(19,273)	(33,525)
(25,874)	(11,843)
1,676,148	1,680,781

租賃土地位於中國境內，並根據租約長期持有。

2015年12月31日，本集團獲取價值為人民幣402,900,000的土地使用權證的申請仍在進程中，本年度已取得此土地使用權證。

19. OTHER INTANGIBLE ASSETS

Lease agreement buyouts	租賃協議買斷
Carrying amount at 1 January	於1月1日的賬面價值
Disposals	處置
Recognised as expenses during the year	確認為年度開支
Carrying amount at 31 December	於12月31日的賬面價值

The lease agreement buyouts represented the Group's payment to old tenants to buy out lease agreements, and were amortised over the lease terms on the straight-line basis.

19. 其他無形資產

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
35,286	38,349
(3,024)	—
(3,063)	(3,063)
29,199	35,286

租賃協議買斷指本集團向原租戶付款以買斷租賃協議，並按直線法在租賃期內攤銷。

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20. GOODWILL

20. 商譽

		RMB' 000 人民幣千元
At 1 January 2015:	於2015年1月1日：	
Cost	成本	206,494
Accumulated impairment (Note)	累計減值準備(附註)	(25,000)
Net carrying amount	賬面淨值	181,494
Cost at 1 January 2015, net of accumulated impairment	於2015年1月1日成本： 扣減累計減值	181,494
Acquisition of a subsidiary	收購附屬公司	122,946
Cost and net carrying amount at 31 December 2015	於2015年12月31日 成本及賬面淨值	304,440
At 31 December 2015:	於2015年12月31日：	
Cost	成本	329,440
Accumulated impairment	累計減值準備	(25,000)
Net carrying amount	賬面淨值	304,440
Cost at 1 January 2016, net of accumulated impairment	於2016年1月1日成本， 扣減累計減值	304,440
Impairment during the year (Note)	期內減值(附註)	(54,056)
Cost and net carrying amount at 31 December 2016	於2016年12月31日 成本及賬面淨值	250,384
At 31 December 2016:	於2016年12月31日：	
Cost	成本	329,440
Accumulated impairment	累計減值準備	(79,056)
Net carrying amount	賬面淨值	250,384

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20. GOODWILL (CONTINUED)

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the department store cash-generating unit for impairment testing. The recoverable amount of the cash-generating unit has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 13.5% (2015: 13.5%).

The growth rate used to extrapolate the cash flows of the cash-generating unit beyond the five-year period from the end of the reporting period is 3% for all years. This growth rate is below the average growth rate of the retail industry for the past 10 years. Senior management of the Company believes that using a lower growth rate is a more conservative and reliable choice for the purpose of this impairment testing.

Assumptions were used in the value in use calculation of the department store cash-generating unit for 31 December 2016 and 31 December 2015. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill.

Store revenue:

the bases used to determine the future earnings potential are average historical sales and expected growth rates of the retail market in Mainland China.

Gross margins:

the basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements, and expected market development.

Expenses:

the basic factors used to determine the values assigned are staff costs, rental expenses and other expenses. Values assigned to the key assumptions reflect past experience and management's commitment to maintain the Company's operating expenses at an acceptable level.

20. 商譽(續)

商譽減值檢測

透過業務合併產生的商譽已分配至百貨店現金產生單位作減值檢測。現金產生單位的可收回金額乃根據使用價值計算釐定。為計算該金額，會根據高級管理人員所批准涵蓋五年期間的財政預算編製現金流量預測。所有年度現金流量預測適用的貼現率為13.5% (2015年：13.5%)。

所有年度用於預測自報告期末起計五年期間後現金產生單位的現金流量所使用的增長率為3%。該增長率低於過往10年零售行業的平均增長率。本公司高級管理人員相信，使用較低的增長率就該減值檢測而言乃較保守及可靠的選擇。

假設被用於計算2016年12月31日及2015年12月31日百貨店現金流產生單位。以下載列管理層用於商譽減值檢測時的主要假設。

百貨店收入：

用於釐定未來盈利潛力的基準為平均過往銷售記錄以及中國內地零售市場的預期增長率。

毛利率：

用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

開支：

用於釐定指定價值的基本因素為員工成本、租賃開支及其他開支。分配予主要假設的價值反映過往經驗及管理層承擔將本公司營運開支維持於可接受水準。

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20. GOODWILL (CONTINUED)

Impairment testing of goodwill (continued)

Discount rate:

the discount rate used is after tax and reflects management's estimate of the risks specific to the cash-generating unit. In determining an appropriate discount rate for the unit, regard has been given to the applicable borrowing rate of the industry in the current year.

Sensitivity to changes in assumptions

With regard to the assessment of value in use of the department store cash-generating unit, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value, including goodwill, of the cash-generating unit to materially exceed the recoverable amount.

Note:

As at 31 December 2014, as the progress of extension and renovation of existing property of Yangzhou Fengxiang Commerce Co., Ltd. ("Yangzhou Fengxiang") did not meet management's expectation, management recognised an impairment charge of RMB25,000,000 against the carrying amount of RMB56,728,000. As at 31 December 2016, the operating outcome continued not to meet management's expectation, and management recognised a full impairment against the net carrying amount of RMB31,728,000.

As at 31 December 2016, as the operating result of Nanjing Yaohan Commerce & Trade Co., Ltd. did not meet management's expectation which relates to municipal reconstruction of Hunan road in Nanjing, management closed the department store and recognized a full impairment against the carrying amount of RMB22,328,000.

20. 商譽(續)

商譽減值檢測(續)

貼現率:

所用貼現率已除稅，並反映管理層對每產生現金單位特有風險的估計。就每單位釐定合適貼現率時，已考慮有關年度業內的適用借貸率。

假設變動的敏感度

在對百貨店現金產生單位使用價值作出評估時，管理層相信上述任何主要假設可能出現的合理變動不會致使現金產生單位的賬面價值(包括商譽)遠超於其可收回金額。

附註:

於2014年12月31日，由於揚州豐祥商業有限公司(「揚州豐祥」)的擴建及改造現有物業未達管理層預期，管理層決定對賬面價值人民幣56,728,000元商譽確認減值人民幣25,000,000元。於2016年12月31日，經營成果繼續低於管理層預期，管理層對賬面淨值人民幣31,728,000元商譽全額確認減值。

於2016年12月31日，由於南京湖南路商圈封路改造導致南京八佰伴商貿有限公司的經營狀況未達到管理層的預期，管理層關閉該百貨商店並決定對賬面價值人民幣22,328,000元的商譽全額確認減值。

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21. AVAILABLE-FOR-SALE INVESTMENTS

Unlisted equity investments, at cost 非上市股權投資，按成本計值

Total non-current available-for-sale investments 非流動可供出售投資總額

As at 31 December 2016, certain unlisted equity investments with a carrying amount of RMB2,550,000 (2015: RMB110,000) were stated at cost less impairment. The Directors are of the opinion that their fair value cannot be measured reliably.

21. 可供出售投資

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
2,550	110
2,550	110

於2016年12月31日，賬面價值為人民幣2,550,000元（2015年：人民幣110,000元）的非上市股權投資以扣除減值後的成本列示。董事認為該等投資的公平值不能可靠計量。

22. LONG-TERM PREPAYMENTS

Rental prepayments 預付租金
Prepayment for purchases of land and buildings 購買土地及樓宇預付款項

22. 長期預付款項

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
19,371	24,752
-	51,039
19,371	75,791

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23. DEFERRED TAX

The movements in deferred tax assets and liabilities during the year are as follows:

Deferred tax assets

	於2015年1月1日 遞延稅項資產總額	收購附屬公司 年內計入/(扣除)	收益表的遞延稅項 (附註13)	於2015年12月31日 及2016年1月1日的 遞延稅項資產總額	2016年12月31日的 遞延稅項資產總額
Gross deferred tax assets at 1 January 2015	11,682	-	30,354	42,036	41,493
Acquisition of a subsidiary	-	-	-	-	-
Deferred tax credited/(charged) to the statement of profit or loss during the year (Note 13)	-	-	(3,112)	(543)	23,267
Gross deferred tax assets at 31 December 2015 and 1 January 2016	11,682	-	30,354	42,036	41,493
Deferred tax credited/(charged) to the statement of profit or loss during the year (Note 13)	-	-	(3,112)	(543)	23,267
Gross deferred tax assets at 31 December 2016					

Note:

- (i) Others mainly arise from temporary differences caused by pre-operating expenses, accrued expenses and inventory provision.

Deferred tax assets have not been recognised in respect of tax losses arising in Mainland China of RMB189,919,000 (2015: RMB112,636,000) that will expire in one to five years for offsetting against future taxable profits, as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

23. 遞延稅項

於有關期間的遞延稅項資產及負債的變動如下：

遞延稅項資產

Losses available for offsetting against future taxable profits 可供抵銷未來應課稅溢利的虧損 RMB' 000 人民幣千元	Loss on disposal of assets 處置資產虧損 RMB' 000 人民幣千元	Accrued rental expenses 應計租金開支 RMB' 000 人民幣千元	Bonus point liabilities 會員積分負債 RMB' 000 人民幣千元	Others ⁽ⁱ⁾ 其他 ⁽ⁱ⁾ RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
11,682	14,351	10,946	7,821	12,125	56,925
-	-	4,297	-	-	4,297
30,354	(3,112)	2,567	967	1,358	32,134
42,036	11,239	17,810	8,788	13,483	93,356
(543)	12,028	(2,156)	764	16,297	26,390
41,493	23,267	15,654	9,552	29,780	119,746

附註：

- (i) 其他主要來自營運前開支，應計開支及存貨撥備導致的臨時差異。

在中國內地於一至五年內到期的用於抵扣未來應課稅溢利的金額為人民幣189,919,000元（2015年：人民幣112,636,000元）的稅項虧損並未確認為遞延稅項資產，因為產生該等稅項虧損的附屬公司已虧損一段時間，並且預計不會產生應課稅溢利用於抵扣稅項虧損。

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23. DEFERRED TAX (CONTINUED)

Deferred tax liabilities

23. 遞延稅項 (續)

遞延稅項負債

		Fair value adjustments arising from acquisition of subsidiaries	Withholding taxes ^(a)	Others ^(a)	Total
		因收購附屬 公司產生的 公平值調整	預扣稅 ^(a)	其他 ^(a)	總計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Gross deferred tax liabilities at 1 January 2015	於2015年1月1日的 遞延稅項負債總額	349,709	19,303	99,473	468,485
Realisation during the year	年內已實現	-	(15,750)	-	(15,750)
Acquisition of a subsidiary	收購附屬公司	78,350	-	-	78,350
Deferred tax charged/(credited) to the statement of profit or loss during the year (Note 13)	年內記入/(扣除)收益表 的遞延稅項(附註13)	(12,267)	13,057	29,355	30,145
Gross deferred tax liabilities at 31 December 2015 and at 1 January 2016	於2015年12月31日 及2016年1月1日的 遞延稅項負債總額	415,792	16,610	128,828	561,230
Realisation during the year	年內已實現	-	(12,600)	-	(12,600)
Deferred tax charged/(credited) to the statement of profit or loss during the year (Note 13)	年內記入/(扣除)收益表 的遞延稅項(附註13)	(11,421)	10,983	21,889	21,451
Gross deferred tax liabilities at 31 December 2016	於2016年12月31日 的遞延稅項負債總額	404,371	14,993	150,717	570,081

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23. DEFERRED TAX (CONTINUED)

Deferred tax liabilities (continued)

Notes:

- (i) Pursuant to the New CIT Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% according to management's best estimation. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

In the opinion of the Directors, it is not probable that these subsidiaries will, in the foreseeable future, distribute earnings with an aggregate amount of temporary differences of RMB1,402,636,000 (2015: RMB1,182,984,000) associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised at 31 December 2016.

- (ii) Others mainly arise from temporary differences caused by capitalised interest and accelerated tax deduction of property, plant and equipment.

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨額
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨額

23. 遞延稅項 (續)

遞延稅項負債 (續)

附註：

- (i) 根據新企業所得稅法，在中國內地成立的外資企業向外國投資者所宣派的股息須繳交10%預扣稅，此規定自2008年1月1日起生效，適用於2007年12月31日後的盈利。倘中國內地與外國投資者所屬司法權區訂有稅務協議，或可按較低稅率繳交預扣稅。就本集團而言，根據管理層的合理估計適用稅率為5%。因此，本集團須就中國內地成立的附屬公司於2008年1月1日起所獲盈利分派的股息繳交預扣稅。

於2016年12月31日，董事認為在中國內地投資的附屬公司在可預見的將來不可能分配累計金額為人民幣1,402,636,000元（2015年：人民幣1,182,984,000元）的投資收益，相關暫時性差異產生的遞延所得稅負債也未予確認。

- (ii) 其他主要因資本化利息引致的臨時差額及物業、廠房和設備的加速減稅而產生。

就呈列目的而言，若干遞延稅項資產及負債已於綜合財務狀況表抵銷。以下為就財務呈報目的對本集團的遞延稅項結餘進行之分析：

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	111,290	91,727
	(561,625)	(559,600)
	(450,335)	(467,873)

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24. INVENTORIES

Store merchandise, at cost or net realisable value	店舖商品，按成本 或可變現淨值計值
Low value consumables	低價消費品

At 31 December 2016, the Group's inventories with a carrying amount of RMB6,152,000 (2015: RMB15,340,000) were carried at fair value less costs to sell.

25. TRADE RECEIVABLES

All of the Group's sales are on a cash basis except for certain bulk sales of merchandise which are credit sales. The credit terms offered to customers are generally one month.

None of the balances of the trade receivables at each reporting date is either past due or impaired.

An aged analysis of the trade receivables at the reporting date, based on the invoice date, is as follows:

Within one month	一個月內
------------------	------

24. 存貨

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
416,694	321,989
952	980
417,646	322,969

於2016年12月31日，本集團賬面價值為人民幣6,152,000元（2015年：人民幣15,340,000元）的存貨，乃基於公平值減銷售費用淨額計量。

25. 應收貿易款項

除若干大宗商品銷售為信貸銷售外，本集團所有銷售均按現金基準進行。授予客戶的信貸期一般為一個月。

於各報告日期的所有應收貿易款項結餘並無逾期，亦無出現減值。

於各報告日期應收貿易款項按發票日期劃分的賬齡分析如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
10,663	9,781

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26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Value-added tax recoverable	可收回增值稅
Prepayments to suppliers	向供應商預付款項
Other receivables from suppliers	向供應商其他應收款項
Prepaid rental and deposits	預付租金及按金
POS receivables	POS應收款項
Interest receivables	應收利息
Prepayment for acquisition of non-controlling interests	收購非控股權益款項
Other deposits and receivables	其他按金及應收款項

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

26. 預付款項、按金及其他應收款項

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	1,133	4,934
	14,505	15,774
	136,930	124,989
	55,135	51,006
	64,804	31,103
	507	412
	-	60
	43,931	48,079
	316,945	276,357

上述資產並無逾期或減值。計入上述結餘中的金融資產與近期並無拖欠記錄的應收款項有關。

27. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

Cash and bank balances	現金及銀行結餘
Time deposits	定期存款
Less: Restricted cash with maturity within one year	減：一年內到期的受限貨幣資金
Restricted cash with maturity over one year	一年以上的受限貨幣資金
Long-term time deposits at banks	存於銀行的長期定期存款
Cash and cash equivalents	現金及現金等價物

27. 現金及現金等價物和受限貨幣資金

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	337,394	504,393
	351,085	532,406
	688,479	1,036,799
	-	(132,872)
	(108,908)	(104,725)
	(177,979)	(170,141)
	401,592	629,061

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27. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH (CONTINUED)

The Group's cash and bank balances and time deposits at the reporting date are denominated in the following currencies:

RMB	人民幣
US\$	美元
HK\$	港元
SGD	新加坡元

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

Pursuant to the relevant rules and regulations issued by the Ministry of Commerce of the People's Republic of China, the Group was required to deposit bank balances (or through issuing the letter of bank guarantee to deposit) in the Group's designated accounts, which amount was no less than 30% of the balance of advances from customers for sales of prepaid cards. As at 31 December 2016, certain of the Group's cash amounting to RMB108,908,000 (2015: RMB104,725,000) represents the above balances in the Group's designated accounts.

As at 31 December 2015, certain of the Group's cash amounting to RMB132,872,000 was restricted to use to secure bank loan facilities granted to the Group as disclosed in note 29.

27. 現金及現金等價物和受限貨幣資金(續)

本集團於各報告日期的現金及銀行結餘及定期存款按下列貨幣計值：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
601,695	941,127
61,621	74,682
21,997	19,073
3,166	1,917
688,479	1,036,799

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

根據中華人民共和國商務部頒發的相關法規，本集團需存入或通過獲得銀行保函以擔保合共不少於銷售預付費卡的客戶預付款項餘額30%於集團指定賬戶。於2016年12月31日，本集團人民幣108,908,000元（2015年：人民幣104,725,000元）的貨幣資金已存入集團的指定賬戶。

於2015年12月31日，本集團共132,872,000元的貨幣資金存於銀行用於授予本集團銀行借款的擔保，並於附註29披露。

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28. SHORT-TERM FINANCING NOTES

On 7 August 2015, the Group has issued its short-term financing notes at par value of RMB500 million to domestic institutional investors in the PRC. The nominal interest rate is 3.85% per annum and the effective interest rate is 4.16% per annum. The term of the financing notes was 366 days from the date of issuance. On 5 August 2016, the Group has repaid all of the short-term financing notes.

28. 短期融資券

於2015年8月7日，本集團發行票面價值為人民幣500百萬元的短期融資券予境內機構投資者。名義年利率為3.85%，實際年利率為4.16%。該融資券的期限自簽發之日起計366天。於2016年8月5日，本集團已全額償還該短期融資券。

29. INTEREST-BEARING BANK BORROWINGS

29. 計息銀行借款

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
Bank loans:	銀行貸款：		
Secured	有擔保	-	417,635
Unsecured	無擔保	1,739,204	2,051,230
		1,739,204	2,468,865
Bank loans repayable:	應償還銀行貸款：		
Within one year or on demand	一年以內或即時	1,739,204	1,591,115
Over one year but within two years	一年以上但兩年內	-	877,750
		1,739,204	2,468,865
Total bank borrowings	銀行借款總額	1,739,204	2,468,865
Less: Portion classified as current liabilities	減：分類為流動負債的部分	(1,739,204)	(1,591,115)
Long-term portion	長期部分	-	877,750

Bank loans bear interest at fixed rates or floating rates.

銀行貸款按固定利率及浮動利率計息。

The Group's bank loans bore interest at effective interest rates ranging from 1.8% to 4.8% per annum as at 31 December 2016 and 1.9% to 4.9% per annum as at 31 December 2015.

於2016年12月31日本集團的銀行貸款有效年利率由1.8%至4.8%及於2015年12月31日由1.9%至4.9%。

As at 31 December 2015, certain of the Group's cash amounting to RMB132,872,000 was restricted to use to secure the bank loan facilities granted to the Group.

於2015年12月31日，本集團共有132,872,000元的貨幣資金存於銀行用於授予本集團銀行借款的擔保。

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29. INTEREST-BEARING BANK BORROWINGS (CONTINUED)

The Group's interest-bearing bank borrowings at the reporting date are denominated in the following currencies:

RMB	人民幣
US\$	美元
HK\$	港元

30. MEDIUM TERM FINANCING NOTES

The aggregate principal amount of up to RMB2.0 billion was approved by the National Association of Financial Market Institutional Investors and the Group issued its first tranche of medium term financing notes at par value of RMB300 million to domestic institutional investors in the PRC on 25 March 2016. The nominal interest rate is 4.78% per annum and the effective interest rate is 5.13% per annum. The term of the medium term financing notes was 3 years from the date of issuance. The interest shall be paid on an annual basis.

31. CORPORATE BONDS

The aggregate principal amount of up to RMB2.0 billion was approved by the China Securities Regulatory Commission and the Shanghai Stock Exchange in May 2016 and the Group issued its first tranche of corporate bonds at par value of RMB800 million to public qualified investors in the PRC on 21 June 2016. The nominal interest rate is 4.87% per annum and the effective interest rate is 5.22% per annum. The term of the corporate bonds was 3 years from the date of issuance. The interest shall be paid on an annual basis.

29. 計息銀行借款(續)

本集團於各報告日期的計息銀行借款按下列貨幣計值：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
310,000	800,000
1,366,589	1,204,887
62,615	463,978
1,739,204	2,468,865

30. 中期票據

本集團取得銀行間市場交易商協會的批准發行本金總額不超過人民幣20億元的中期票據，並於2016年3月25日完成首期本金總額人民幣3億元中期票據的發行。按年名義利率為4.78%，實際利率為5.13%。中期票據的期限為3年期。利息按年支付。

31. 公司債券

於2016年5月，本集團取得中國證監會及上海證券交易所的批准發行本金總額不超過人民幣20億元的公司債券，並於2016年6月21日完成首期本金總額人民幣8億元公司債券的發行。按年名義利率為4.87%，實際利率為5.22%。公司債券的期限為3年期。利息按年支付。

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32. TRADE PAYABLES

An aged analysis of the trade payables at the reporting date, based on the invoice date, is as follows:

Within three months	三個月內
Over three months but within six months	三個月以上但六個月內
Over six months but within one year	六個月以上但一年內
Over one year	一年以上

The trade payables are non-interest-bearing and are normally settled on terms of up to 60 days.

33. OTHER PAYABLES AND ACCRUALS

Payables to suppliers' employees	應付供應商僱員款項
Deposits from suppliers	供應商按金
Value-added taxes	增值稅
Other tax payable	其他應付稅項
Payable for capital expenditure	應付資本開支
Payable for staff costs	應付員工成本
Bonus point liabilities	會員積分負債
Advances from customers	客戶預付款項
Payable for acquisition of a subsidiary	收購一間附屬公司應付款項
Interest payable	應付利息
Payable for cancellation of a subsidiary	註銷附屬公司應付款項
Other payables	其他應付款項

The above balances are unsecured and non-interest-bearing.

32. 應付貿易款項

於各報告日期應付貿易款項按發票日的賬齡分析如下：

2016 二零一六年 RMB' 000 人民幣千元	2015 二零一五年 RMB' 000 人民幣千元
1,101,521	945,780
90,563	91,463
55,075	50,028
42,974	36,515
1,290,133	1,123,786

應付貿易款項均為免息且通常在60天內結清。

33. 其他應付款項及應計費用

2016 二零一六年 RMB' 000 人民幣千元	2015 二零一五年 RMB' 000 人民幣千元
15,793	16,585
131,327	115,015
14,612	3,579
34,586	99,864
594,482	356,413
202,699	203,102
38,208	35,151
1,307,149	1,242,136
20,971	19,630
2,033	1,834
601	-
109,202	115,213
2,471,663	2,208,522

上述結餘乃無抵押並免息。

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34. DERIVATIVE FINANCIAL INSTRUMENTS

Cross currency swap 交叉貨幣互換

34. 衍生金融工具

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
11,487	-

35. LONG-TERM PAYABLES

Long-term portion of accrued rental expenses 應計租賃開支的長期部分

35. 長期應付款項

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
62,614	73,370

36. CONTINGENT LIABILITIES, OPERATING LEASE ARRANGEMENTS AND CAPITAL COMMITMENTS

(a) Operating lease arrangements

Group as lessee

The Group leases certain of its land and buildings under operating lease arrangements with lease terms ranging from one to twenty years.

At 31 December 2016, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)
After five years	五年以上

36. 或然負債、經營租賃安排及資本承擔

(a) 經營租賃安排

本集團作為承租人

本集團依據經營租賃安排租賃若干土地及樓宇，租期為一至二十年。

於2016年12月31日，本集團根據不可撤銷經營租賃的未來最低應付租金總額如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
98,701	89,408
477,113	411,283
1,000,362	1,064,781
1,576,176	1,565,472

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36. CONTINGENT LIABILITIES, OPERATING LEASE ARRANGEMENTS AND CAPITAL COMMITMENTS (CONTINUED)

(a) Operating lease arrangements (continued)

Group as lessor

The Group leases out certain of its land and buildings under operating lease arrangements with lease terms ranging from one to twenty years.

At 31 December 2016, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Within one year	一年內
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)
After five years	五年以上

(b) Capital commitments

Contracted, but not provided for: Property, plant and equipment	已簽訂但未撥備： 物業、廠房及設備
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36. 或然負債、經營租賃安排及資本承擔(續)

(a) 經營租賃安排(續)

本集團作為出租人

本集團根據經營租賃安排出租若干土地及樓宇，租期為一至二十年。

於2016年12月31日，本集團根據不可撤銷經營租賃的未來最低應收租金總額如下：

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
155,754	143,203
264,617	263,275
143,662	169,752
564,033	576,230

(b) 資本承擔

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
757,304	685,453

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37. ISSUED CAPITAL AND OTHER RESERVES

(a) Issued capital

Issued and fully paid	已發行及繳足：
2,330,760,000	2,330,760,000
(2015: 2,421,050,000)	(2015年：2,421,050,000)
ordinary shares	普通股

A summary of the movements of the Company's issued capital is as follows:

37. 已發行股本及儲備

(a) 已發行股本

2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
20,127	20,907

本公司已發行股本的變動概要如下：

		No. of shares at HK\$0.01 each 每股面值 0.01港元的 股份數量 Thousands 千股	RMB'000 人民幣千元
At 1 January 2015	於2015年1月1日	2,460,700	21,249
Shares repurchased and cancelled	股票購回和註銷	(27,730)	(240)
Cancellation of treasury shares	註銷庫存股	(11,920)	(102)
At 31 December 2015, and 1 January 2016	於2015年12月31日及 2016年1月1日	2,421,050	20,907
Shares repurchased and cancelled	股票購回和註銷	(90,290)	(780)
At 31 December 2016	於2016年12月31日	2,330,760	20,127

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37. ISSUED CAPITAL AND OTHER RESERVES (CONTINUED)

(a) Issued capital (Continued)

During the year, the Company repurchased its own shares through the Stock Exchange as follows:

Month of repurchase 購回月份		No. of shares at HK\$0.01 each 每股面值 0.01港元的 股份數量 Thousands 千股	Price per share 每股股價		Aggregate consideration 總代價 HK\$' 000 千港元	Equivalent to 等值 RMB' 000 人民幣千元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元		
April 2016	2016年4月	5,740	1.54	1.40	8,518	7,092
May 2016	2016年5月	11,785	1.33	1.00	14,289	12,101
June 2016	2016年6月	20,160	1.04	0.95	20,151	17,222
July 2016	2016年7月	11,412	1.06	1.00	11,750	10,076
August 2016	2016年8月	5,130	1.04	0.98	5,236	4,516
September 2016	2016年9月	24,220	1.29	1.02	29,892	25,390
October 2016	2016年10月	2,144	1.20	1.16	2,551	2,225
November 2016	2016年11月	9,912	1.21	1.17	11,884	10,552
December 2016	2016年12月	12,774	1.30	1.17	15,880	14,201
		103,277			120,151	103,375

The Company repurchased 103,277,000 shares during the year ended 31 December 2016. The nominal value of approximately HK\$1,033,000, equivalent to RMB892,000 (2015: HK\$277,000, equivalent to RMB240,000) was credited to issued capital account, and the premium paid or payable and the related costs incurred for the share repurchase of approximately HK\$119,118,000, equivalent to RMB102,483,000 (2015: HK\$61,377,000, equivalent to RMB49,662,000) was charged against share premium account of the Company.

37. 已發行股本及儲備(續)

(a) 已發行股本(續)

於本年度，本公司透過聯交所購回本公司股份如下：

截至2016年12月31日止年度，本公司購回103,277,000股股票，股本面值約為1,033,000港元，相當於人民幣892,000元（2015年：277,000港元，相當於人民幣240,000元）已計入已發行股本賬戶，就購回股份已付或應付的溢價及相關費用約119,118,000港元，相當於人民幣102,483,000元（2015年：61,377,000港元，相當於人民幣49,662,000元）已計入本公司股份溢價賬戶。

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37. ISSUED CAPITAL AND OTHER RESERVES (CONTINUED)

(a) Issued capital (Continued)

Included in the repurchased shares, 90,290,000 shares were cancelled during the year ended 31 December 2016. The nominal value of approximately HK\$903,000, equivalent to RMB780,000 (2015: HK\$396,000, equivalent to RMB342,000) was credited to issued capital account from treasury shares accounts.

The remaining 12,987,000 shares were not cancelled and still recognised as treasury shares as at 31 December 2016. The nominal value was approximately HK\$130,000, equivalent to RMB112,000 (2015: Nil).

(b) Contributed surplus

Contributed surplus represents the difference between (i) the Company's cost of investments in the subsidiaries that were acquired via a business combination under common control in the prior year and (ii) the aggregate of the nominal values of the paid-up capital of these subsidiaries upon acquisition.

(c) Statutory surplus reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC Subsidiaries, each of the PRC Subsidiaries is required to allocate 10% of its profit after tax, as determined in accordance with PRC GAAP, to the statutory surplus reserve (the "SSR") until this reserve reaches 50% of its registered capital.

The SSR is non-distributable except in the event of a liquidation and, subject to certain restrictions set out in the relevant PRC regulations, can be used to offset accumulated losses or be capitalised as paid-up capital. However, the balance of the statutory reserve fund must be maintained at a minimum of 25% of the registered capital after these usages.

37. 已發行股本及儲備(續)

(a) 已發行股本(續)

截至2016年12月31日止年度，包括在回購股票中的90,290,000股股份被註銷。其股本面值約為903,000港元，相當於人民幣780,000元（2015：396,000港元，相當於人民幣342,000元），被從庫存股賬戶計入本公司已發行股本賬戶。

於2016年12月31日，餘下的12,987,000股股份沒有被註銷，仍被確認為庫存股，其股本面值約為130,000港元，相當於人民幣112,000元（2015年：無）。

(b) 實繳盈餘

實繳盈餘指(i)本公司在於有關期間之前通過共同控制業務合併收購的附屬公司的投資成本與(ii)收購時該等附屬公司的已繳股本面值總額的差額。

(c) 法定公積金

根據中國公司法及中國附屬公司各自的組織章程，中國附屬公司須將其除稅後溢利的10%（根據中國公認會計準則釐定）分配至法定公積金（「法定公積金」），直至該等公積金達致其各自註冊資本的50%。

法定公積金除於清盤情況外不可分派，惟在遵守有關中國法規所載的若干限制下可用於抵銷累計虧損或資本化為實繳資本。但抵銷累計虧損後，該法定公積金結餘須保持至少為註冊資本的25%。

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37. ISSUED CAPITAL AND OTHER RESERVES (CONTINUED)

(d) Discretionary reserve

In accordance with the Company Law of the PRC and the respective articles of association of the PRC Subsidiaries, certain of the PRC Subsidiaries transferred a certain percentage of their profit after tax, at the discretion of the PRC Subsidiaries' boards of directors, to the discretionary reserve. The discretionary reserve can be utilised to offset prior years' losses or to increase the registered capital.

38. ASSETS OF A DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE AND DIRECTLY ASSOCIATED LIABILITIES

At the acquisition date of Yangzhou Fengxiang in the year 2012, the Group decided to dispose of certain non-current assets and a subsidiary acquired from that business combination, which are not relevant to the principal operation of the Group. According to IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*, the Group classified these non-current assets and the subsidiary as held for sale at the acquisition date and measured them at fair value less costs to sell.

As the Group did not change the intention of selling the rest of the subsidiary, and it was still classified as held for sale. As at 31 December 2016, the disposal of the rest of the held for sale subsidiary was still in progress.

37. 已發行股本及儲備(續)

(d) 酌情儲備

根據中國公司法及中國附屬公司各自的組織章程，若干中國附屬公司轉撥其除稅後溢利的特定百分比(由董事會酌情釐定)至酌情儲備。酌情儲備可用於抵銷過往年度的虧損或增加註冊資本。

38. 已終止經營業務分類為持有待售資產及直接相關負債

於2012年收購揚州豐祥之日起，本集團決定處置若干從本次業務合併中獲得的，與本集團主營業務無關的，非流動資產及一家子公司。依據國際財務報告準則第5號*持有待售非流動資產及已終止經營業務*，本集團將該等非流動資產及附屬公司於收購日劃分為持作待售資產並按公平值減銷售成本計量。

本集團並沒有改變出售餘下子公司的意圖，他們仍將其歸類為持有待售資產。於2016年12月31日，餘下持有待售附屬公司的最終處置仍在進行中。

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39. RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

(a) Transactions with related parties

On 15 April 2013, an indirect wholly-owned subsidiary of the Company, Jiangsu Springland International Holding (Group) Ltd. (“Jiangsu Springland”) purchased a financial product (the “Financial Product”) from China Construction Bank Corporation Wuxi Chengbei Branch at RMB200,000,000 maturing on 17 April 2014. However, a balance of RMB180,000,000 remained outstanding under the Financial Product after the maturity on 17 April 2014. In the course of enquiries with the bank, it was discovered that a pledge had been registered on a one year fixed deposit of RMB100,000,000 with China Construction Bank Corporation Wuxi Yingbin Branch, which was placed in January 2014, by an indirect wholly-owned subsidiary of the Company, Wuxi Xishan Yaohan Lifestyle Center Co., Ltd. (“Xishan Yaohan”), with an interest rate of 3.25% per annum (the “Deposit”), payable upon maturity.

On 30 April 2014, to prevent possible losses and incurrence of further time and costs by the Group, Jiangsu Springland and Xishan Yaohan as sellers entered into an agreement with Mr. Chen Jianqiang (the “Controlling Shareholder”) as purchaser, whereby Jiangsu Springland agreed to dispose of the Financial Product to the Controlling Shareholder for a cash consideration equal to RMB180,000,000 and Xishan Yaohan agreed to dispose of the Deposit to the Controlling Shareholder for a cash consideration equal to RMB100,000,000. The considerations were determined after considering the costs paid by Jiangsu Springland for the Financial Product and Xishan Yaohan for the Deposit, respectively. The considerations were to be paid by the Controlling Shareholder on/before 31 December 2014.

39. 關連方交易

除於財務報表其他章節披露的交易和結餘外，本集團本年與關連方有如下重大交易：

(a) 與關連方的交易

於2013年4月15日，江蘇華地國際控股集團有限公司（「江蘇華地」），本公司間接全資附屬公司，向中國建設銀行股份有限公司無錫城北支行購買人民幣2億元的理財產品（「理財產品」），並於2014年4月17日到期，然而餘額為人民幣1.8億元理財產品於2014年4月17日到期後尚未收回。在向銀行的查詢過程中，公司發現無錫錫山八佰伴生活廣場有限公司（「錫山八佰伴」），本公司間接全資附屬公司，在2014年1月存放於中國建設銀行股份有限公司無錫迎賓支行之人民幣1億元，年收益率為3.25%的一年期定期存款（「定期存款」）已經被質押。

於2014年4月30日，為避免本集團可能產生任何損失和免於產生更多的時間和費用，江蘇華地和錫山八佰伴作為賣方與陳建強先生（「控股股東」）作為買方訂立協議，江蘇華地同意向控股股東以現金對價人民幣1.8億元出售理財產品及錫山八佰伴同意向控股股東以現金對價1億元出售定期存款。對價乃基於江蘇華地為購買理財產品及錫山八佰伴存放定期存款所支付的成本價釐定，且應由控股股東於2014年12月31日或之前支付。

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39. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) Transactions with related parties (continued)

On 16 December 2014, Jiangsu Springland, Xishan Yaohan and the Controlling Shareholder entered into a supplemental agreement whereby the outstanding consideration became interest bearing at a rate of 3.5% per annum from 1 January 2015 to 31 December 2016. And On 1 December 2016, this agreement was extended to 31 December 2019. The Controlling Shareholder repaid RMB98,000,000 of the considerations in the year of 2014 and RMB64,000,000 in the year 2016. The outstanding consideration due from the Controlling Shareholder was RMB118,000,000 as at 31 December 2016 (31 December 2015: RMB182,000,000).

Up to 31 December 2016, the interest generated from the receivables amounting to RMB5,528,000 (2015: RMB6,370,000). The Controlling Shareholder had paid the interest before 31 December 2016.

In the year of 2016, the Group purchased chocolate amounted to RMB557,000 from AMEDEI S.R.L, a company of which Mr. Chen Jianqiang is a controlling shareholder. The directors consider that the purchases were made on credit terms similar to those offered to the major customers of the supplier. The balance prepaid to the supplier as at 31 December 2016 was RMB896,000.

39. 關連方交易 (續)

(a) 與關連方的交易 (續)

2014年12月16日，江蘇華地、錫山八佰伴和控股股東簽訂補充協議。對價結餘由2015年1月1日到2016年12月31日，每年按3.5%支付利息。至2016年12月1日，協議期限已延長至2019年12月31日。2014年，控股股東已支付對價人民幣98,000,000元，2016年，已支付對價人民幣64,000,000元。於2016年12月31日，應收控股股東對價結餘為人民幣118,000,000元（2015年12月31日：182,000,000元）。

至2016年12月31日，該筆應收款項產生利息達人民幣5,528,000元（2015年：人民幣6,370,000元）。控股股東已於2016年12月31日之前支付了該利息。

2016年，本集團從陳建強先生作為控股股東的婭曼蒂公司購買巧克力人民幣557,000元。董事認為此採購行為即類似於提供給供應商主要客戶。於2016年12月31日，預付給供應商的餘額為人民幣896,000元。

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39. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Outstanding balances with related parties

Due from the Controlling Shareholder	應收控股股東款項	(i)	117,974
Due from a related party	應收關聯方	(ii)	896
			118,870

Note:

- (i) The Group had an outstanding balance due from the Controlling Shareholder of RMB118,000,000 as principal and RMB26,000 as interest prepayment as at 31 December 2016 (2015: RMB182,000,000). This balance is unsecured, bears interest at a rate of 3.5% from 1 January 2017 and shall be repaid on/before 31 December 2019.
- (ii) The Group had a balance due from a related party, AMEDEI S.R.L, of RMB896,000 as at 31 December 2016 (2015: Nil).

(c) Compensation of key management personnel of the Group

Short-term employee benefits	當期僱員薪酬	9,714
Post-employment benefits	退休金	245
Total compensation paid to key management personnel	支付給主要管理人員的薪酬總額	9,959

Further details of directors' and the chief executive's emoluments are included in note 11 to the financial statements.

39. 關連方交易 (續)

(b) 與關連方的結餘

Note	31 December 2016	31 December 2015
附註	2016年12月31日	2015年12月31日
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	117,974	182,000
	896	-
	118,870	182,000

附註：

- (i) 本集團於2016年12月31日應收控股股東款項為本金人民幣118,000,000元(2015年：人民幣182,000,000元)及預付利息人民幣26,000元。上述款項乃無抵押，自2017年1月1日起以年利率3.5%計息，款項應在2019年12月31日或之前償還。
- (ii) 本集團於2016年12月31日應收關聯方亞曼蒂公司款項結餘為人民幣896,000元(2015年：無)。

(c) 本集團主要管理人員的薪酬

	2016	2015
	二零一六年	二零一五年
	RMB'000	RMB'000
	人民幣千元	人民幣千元
	9,714	8,160
	245	274
	9,959	8,434

本集團董事及行政總裁薪酬的進一步詳情於財務報表附註11披露。

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40. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

31 December 2016

Financial assets

Available-for-sale investments	可供出售投資
Trade receivables	應收貿易款項
Due from the Controlling Shareholder	應收控股股東款項
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產
Derivative financial instruments	衍生金融工具
Restricted cash	受限貨幣資金
Long-term time deposits at banks	存於銀行的長期定期存款
Cash and cash equivalents	現金及現金等價物

Financial liabilities

Trade payables	應付貿易款項
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債
Corporate bonds	公司債券
Medium term financing notes	中期票據
Interest-bearing bank borrowings	計息銀行借款

40. 按類別劃分的金融工具

於各報告期末，各類金融工具的賬面價值如下：

2016年12月31日

金融資產

	Held for trading 持作交易 RMB'000 人民幣千元	Loans and receivables 貸款及 應收款項 RMB'000 人民幣千元	Available-for-sale financial assets 可供出售 金融資產 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
	-	-	2,550	2,550
	-	10,663	-	10,663
	-	117,974	-	117,974
	-	246,172	-	246,172
	11,487	-	-	11,487
	-	108,908	-	108,908
	-	177,979	-	177,979
	-	401,592	-	401,592
	11,487	1,063,288	2,550	1,077,325

金融負債

	Financial liabilities at amortised cost 按攤銷成本計值的 金融負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
	1,290,133	1,290,133
	874,409	874,409
	814,670	814,670
	309,074	309,074
	1,739,204	1,739,204
	5,027,490	5,027,490

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40. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

31 December 2015

Financial assets

		Loans and receivables 貸款及應收款項 RMB' 000 人民幣千元	Available-for-sale financial assets 可供出售金融資產 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Available-for-sale investments	可供出售投資	-	110	110
Trade receivables	應收貿易款項	9,781	-	9,781
Due from the Controlling Shareholder	應收控股股東款項	182,000	-	182,000
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的金融資產	204,583	-	204,583
Restricted cash	受限貨幣資金	237,597	-	237,597
Long-term time deposits at banks	存於銀行的長期定期存款	170,141	-	170,141
Cash and cash equivalents	現金及現金等價物	629,061	-	629,061
		1,433,163	110	1,433,273

Financial liabilities

		Financial liabilities at amortised cost 按攤銷成本計值的金融負債 RMB' 000 人民幣千元	Total 總計 RMB' 000 人民幣千元
Trade payables	應付貿易款項	1,123,786	1,123,786
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	624,690	624,690
Short-term financing notes	短期融資券	506,747	506,747
Interest-bearing bank borrowings	計息銀行借款	2,468,865	2,468,865
		4,724,088	4,724,088

40. 按類別劃分的金融工具 (續)

2015年12月31日

金融資產

金融負債

41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, available-for-sale investments, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables and financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of medium term financing notes, corporate bonds and interest-bearing bank borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities, which are also approximate to their carrying amounts. The Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2016 was assessed to be insignificant.

The Group enters into derivative financial instruments with a licensed bank. Derivative financial instruments, including currency swap and interest rate swap, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of cross currency swap are the same as their fair values.

41. 金融工具的公平值及公平值等級架構

管理層在評估現金及現金等價物、可供出售投資、應收貿易款項、應付貿易款項、計入預付款項、按金及其他應收款項的金融資產、計入其他應付款項及應計費用的公平值時，由於其期限較短，該等資產或負債的公平值與其賬面價值相若。

除去一些強迫性的交易或者資產清算，在一般自願的交易下，金融資產和金融負債的賬面價值包括了公平值在其中。下面的方法於假設是用來估計公平值：

中期票據、公司債券和計息銀行借款的公平值計量是根據期望未來現金流的貼現息確定，參考現可用類似工具的貼現息，信用風險和到期日確定。本集團於2016年12月31日計息銀行借款的自有非績效風險被認定是不重大的。

本集團於持證的銀行簽訂衍生金融工具協議。衍生金融工具包括遠期貨幣互換和利率互換，使用類似遠期定價模型和利率互換模型的估價技術，並以現價計算。此模型包括多種市場調查因素包括對方信用質量，外幣兌換即期或遠期匯率及利率曲線。遠期貨幣合約的賬面價值與其公平值一致。

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

*Assets measured at fair value
As at 31 December 2016:*

Derivative financial instruments 衍生金融工具

There were no assets measured at fair value as at 31 December 2015.

There were no liabilities measured at fair value as at 31 December 2016 (2015: Nil).

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and transfers into or out of Level 3 for financial assets (2015: Nil).

41. 金融工具的公平值及公平值等級架構(續)

公平值等級架構

以下表格列示本集團金融工具的公平值等級架構：

*按公平值計量的資產
於2016年12月31日：*

Quoted prices in active markets 活躍市場 的報價 (Level 1) (第一級) RMB' 000 人民幣千元	Fair value measurement using 公平值計量乃採用		Total 總額 RMB' 000 人民幣千元
	Significant observable inputs 重大可 觀察輸入值 (Level 2) (第二級) RMB' 000 人民幣千元	Significant unobservable inputs 重大不可 觀察輸入值 (Level 3) (第三級) RMB' 000 人民幣千元	
	-	11,487	- 11,487

於2015年12月31日，本集團並無按公平值計量的資產。

於2016年12月31日，本集團並無按公平值計量的負債(2015年：無)。

年內，並無金融資產和金融負債在公平值的釐定在第一級及第二級之間轉換，亦無轉換入／出第三級(2015年：無)。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans, short-term financing notes medium term financing notes, corporate bonds, cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative transactions, including principally currency swap and interest rate swap. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

42. 財務風險管理目標及政策

本集團的主要金融工具，除衍生品外，包括銀行貸款、短期融資券、中期票據、公司債券、現金與短期存款。該等金融工具的主要用途是為本集團籌集營運資金。本集團擁有各種其他由營運直接產生的金融資產及負債，如應收貿易款項和應付貿易款項。

本集團還進行了衍生品交易，主要包括利率互換和遠期貨幣合約。目的是為了管理因集團運營及融資渠道產生的利率和匯率風險。

本集團金融工具產生的主要風險是利率風險、外幣風險、信貸風險及流動資金風險。董事會審閱並同意管理上述各項風險的政策，其概述如下：本集團關於衍生品的會計政策於財務報表附註2.4披露。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's bank loans with floating interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

42. 財務風險管理目標及政策(續)

利率風險

本集團所承受的市場利率變動風險主要與本集團按浮動利率計息的銀行貸款有關。

下表說明本集團的除稅前溢利(透過對浮息借款的影響)的合理可能變動(在所有其他變數維持不變的情況下)的敏感度。

		Increase/ (decrease) in basis points 基點增加/ (減少)	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) RMB' 000 人民幣千元
Year ended 31 December 2016		截至2016年12月31日止年度	
US\$	美元	50	(6,861)
HK\$	港元	50	(261)
US\$	美元	(50)	6,861
HK\$	港元	(50)	261
Year ended 31 December 2015		截至2015年12月31日止年度	
US\$	美元	50	(5,662)
HK\$	港元	50	(1,880)
US\$	美元	(50)	5,662
HK\$	港元	(50)	1,880

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk

The Group's businesses are located in Mainland China and all transactions are conducted in RMB. Most of the Group's assets and liabilities were denominated in RMB, except for certain bank balances denominated in US\$, HK\$ and SGD as disclosed in note 27 and bank loans denominated in US\$ and HK\$ as disclosed in note 29.

Certain of the Group's cash and bank balances, time deposits and bank loans are denominated in US\$ or HK\$ or SGD which expose the Group to foreign currency risk attributable to the fluctuations in the exchange rates of US\$/HK\$ against RMB, the functional currency of the respective group entities.

Management monitors foreign exchange risk exposure and will consider hedging significant foreign currency exposure should the need arise.

The following table details the Group's sensitivity to a 3% (2015: 3%) increase and decrease in RMB against the relevant foreign currencies 3% (2015: 3%) which is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the reporting period for a 3% (2015: 3%) change in foreign currency rates.

42. 財務風險管理目標及政策(續)

外幣風險

本集團的業務均設於中國內地且所有交易均使用人民幣。除於附註27所披露的若干銀行結餘以美元、港元及新加坡元計值及附註29所披露銀行貸款以美元及港元計值外，本集團大多數資產及負債以人民幣計值。

本集團若干銀行結餘及現金、銀行貸款乃以美元／港元／新加坡元計值，而本集團因美元／港元與人民幣（相關集團實體的功能貨幣）之間的匯率波動，承受外幣風險。

管理層監察外幣風險，並於有需要時考慮對沖重大外幣風險。

下表詳述本集團對人民幣兌相關外幣匯率升值及貶值3%（2015年：3%）的敏感度。向主要管理人員內部呈報外幣風險時所使用的敏感度比率為3%（2015年：3%），代表管理層對外匯匯率可能變動的合理評估。敏感度分析僅包括以外幣計值的未償還貨幣項目，並於報告期間結束時按3%（2015年：3%）外匯匯率變動調整其換算。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk (continued)

Increase/(decrease) in profit before tax:	稅前利潤的增加／(減少)：
If RMB weakens against foreign currency	若人民幣對外幣下跌
If RMB strengthens against foreign currency	若人民幣對外幣上漲

The sensitivity analysis above only analysed the Group's year end inherent foreign exchange risk exposure and does not represent the exposure during the year as the value of the monetary items and the exchange rates fluctuated during the year.

Credit risk

The Group has no concentration of credit risk. The Group's cash and cash equivalents are mainly deposits with state-owned banks in Mainland China. The credit risk of the Group's financial assets, which comprise cash and cash equivalents, trade receivables and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

42. 財務風險管理目標及政策 (續)

外幣風險 (續)

US\$ Impact 美元影響		HK\$ Impact 港元影響	
2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
(39,490)	(34,880)	(1,136)	(14,421)
39,490	34,880	1,136	14,421

由於年內貨幣項目值及匯率波動，故上述敏感度分析僅為本集團年終的固有外匯風險分析，而並不能反映全年風險。

信貸風險

本集團並無信貸風險集中情況。本集團的現金及現金等價物主要為存放於中國內地各國有銀行的存款。本集團就其包含現金及現金等價物、應收貿易款項以及其他應收款項在內的金融資產的賬面價值乃因對方違約所承受的最高信貸風險。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans, short-term financing notes, medium term financing notes and corporate bonds. Pursuant to the credit facility intention letters provided by certain banks, the banks had agreed to provide additional loans up to RMB2,050,000,000, subject to available facilities, upon the Group's request. Pursuant to the official approval from the Inter-bank Dealers Association and the China Securities Regulatory Commission, the Group can obtain additional loans up to RMB4,700,000,000, upon the Group's request.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2016 2016年	On demand 於要求時 RMB' 000 人民幣千元	Less than 3 months RMB' 000 人民幣千元	3 to 12	1 to 5	Over 5	Total 總額 RMB' 000 人民幣千元	
			months 三至 RMB' 000 人民幣千元	years 一至 RMB' 000 人民幣千元	years 五年 RMB' 000 人民幣千元		
Interest-bearing bank borrowings	計息銀行借款	-	1,162,149	592,137	-	-	1,754,286
Medium term financing notes	中期票據	-	-	-	343,830	-	343,830
Corporate bonds	公司債券	-	-	-	914,720	-	914,720
Trade payables	應付貿易款項	265,203	1,024,930	-	-	-	1,290,133
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	874,409	-	-	-	-	874,409
		1,139,612	2,187,079	592,137	1,258,550	-	5,177,378

42. 財務風險管理目標及政策(續)

流動資金風險

本集團利用循環流動計劃工具監測資金短缺的風險。該工具考慮其金融工具及金融資產(如應收貿易款項)的到期日及來自經營活動的預計現金流量。

本集團的目標是運用銀行貸款、短期融資券、中期票據及公司債券，以保持資金持續性及靈活性兩者的平衡。根據本集團需求，已於特定銀行取得授信額度，銀行將同意提供人民幣2,050,000,000元的貸款額度。根據銀行間交易商協會和中國證監會的批准，本集團可以申請享受額外的授信人民幣4,700,000,000元。

截至本報告期末，本集團的金融負債到期(按合約未折現付款計算)資料如下表概述：

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk (Continued)

2015 2015年		On demand 於要求時	Less than	3 to 12	1 to 5	Over 5	Total 總額
			3 months 三個月內	months 三至十二個月	years 一至五年	years 五年以上	
		RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元	RMB' 000 人民幣千元
Interest-bearing bank borrowings	計息銀行借款	-	18,695	1,651,566	898,036	-	2,568,297
Short-term financing notes	短期融資券	-	-	519,250	-	-	519,250
Trade payables	應付貿易款項	178,006	945,780	-	-	-	1,123,786
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用的金融負債	624,690	-	-	-	-	624,690
		802,696	964,475	2,170,816	898,036	-	4,836,023

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2016 and 31 December 2015.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes medium term financing notes, corporate bonds and short-term financing notes, interest-bearing bank borrowings, trade payables and other payables and accruals, less restricted cash, long-term time deposits at banks and cash and cash equivalents. Capital represents equity attributable to owners of the parent. The Group's policy is to keep the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods were as follows:

42. 財務風險管理目標及政策 (續)

流動資金風險 (續)

資本管理

本集團資本管理的主要目標為保障本集團能持續經營，並維持穩健的資本比率，以支持其業務發展並為股東實現最大利益。

本集團因應經濟狀況的變動而管理其資本結構並作出調整。為維持或調整其資本結構，本集團或會調整支付予股東的股息、向股東退還資本或發行新股。本集團毋須遵守任何外部施加的資本規定。截至2016年12月31日及2015年12月31日止年度，資本管理目標、政策或程式並無變更。

本集團以資產負債比率監察資本，而資產負債比率即債務淨額除以資本加債務淨額。債務淨額包括中期票據、公司債券、短期融資券、計息銀行借款、應付貿易款項、其他應付款項及應計費用扣除受限貨幣資金、存於銀行的長期定期存款及現金及現金等價物。資本指母公司擁有人應佔權益。本集團的政策為將資產負債比率維持在合理水準。於報告期末資產負債比率如下：

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Capital management (continued)

Corporate bonds	公司債券
Medium term financing notes	中期票據
Short-term financing notes	短期融資券
Interest-bearing bank borrowings	計息銀行借款
Trade payables	應付貿易款項
Other payables and accruals	其他應付款項及應計費用
Less: Restricted cash	減：受限貨幣資金
Long-term time deposits at banks	存於銀行的長期定期存款
Cash and cash equivalents	現金及現金等價物
Net debt	債務淨額
Equity attributable to owners of the parent	母公司擁有人應佔權益
Equity and net debt	權益及債務淨額
Gearing ratio	資產負債比率

42. 財務風險管理目標及政策(續)

資本管理(續)

	2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
	814,670	–
	309,074	–
	–	506,747
	1,739,204	2,468,865
	1,290,133	1,123,786
	2,471,663	2,208,522
	(108,908)	(237,597)
	(177,979)	(170,141)
	(401,592)	(629,061)
	5,936,265	5,271,121
	4,971,367	5,027,818
	10,907,632	10,298,939
	54%	51%

43. EVENTS AFTER THE REPORTING PERIOD

On 22 January 2017, the Group extended the interest-bearing bank borrowings from DBS Bank Ltd., Hong Kong Branch with principal amounting to US\$85,000,000.

On 25 January 2017, the Group extended the interest-bearing bank borrowings from HSBC Bank with principal amounting to US\$60,000,000.

On 17 February 2017, the Company wrote off the subsidiary company Nantong Boda Tengfei Advertising Co., Ltd.

43. 報告期後事項

2017年1月22日，本集團本金合共85,000,000美元的星展銀行香港支行的計息銀行借款展期。

2017年1月25日，本集團本金合共60,000,000美元的滙豐銀行香港支行的計息銀行借款展期。

於2016年2月17日，本公司註銷其附屬公司南通博大騰飛廣告有限公司。

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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

44. 本公司財務狀況表

於報告期末，本公司財務狀況表信息如下：

		2016 二零一六年 RMB'000 人民幣千元	2015 二零一五年 RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司權益	721,625	980,918
Total non-current assets	非流動資產總額	721,625	980,918
CURRENT ASSETS	流動資產		
Dividends receivables	應收股息	1,287	1,287
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	258	241
Cash and cash equivalents	現金及現金等價物	7,833	6,256
Total current assets	流動資產總額	9,378	7,784
Net assets	淨資產	731,003	988,702
EQUITY	權益		
Issued capital	已發行股本	20,127	20,907
Treasury shares	庫存股	(112)	-
Reserves (Note)	儲備(附註)	710,988	967,795
Total equity	權益總額	731,003	988,702

Chen Jianqiang
陳建強
Director
董事

Tao Qingrong
陶慶榮
Director
董事

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44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

Note:

A summary of the Company's reserves is as follows:

44. 本公司財務狀況表(續)

附註：

本公司的儲備綜述如下：

		Share premium	Exchange fluctuation reserve	Accumulated losses	Total
		股份溢價	波動儲備	累計虧損	總額
		RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2015	於2015年1月1日	1,338,645	(273,870)	(28,128)	1,036,647
Total comprehensive income for the year	年度全面收益總額	-	58,622	176,967	235,589
Final 2014 dividend declared	已宣佈2014年末期股息	(174,244)	-	-	(174,244)
Interim 2015 dividend	2015年中期股息	(80,535)	-	-	(80,535)
Repurchase and cancellation of shares	股票購回及註銷	(49,662)	-	-	(49,662)
At 31 December 2015 and 1 January 2016	於2015年12月31日及2016年1月1日	1,034,204	(215,248)	148,839	967,795
Total comprehensive income for the year	年度全面收益總額	-	52,966	(3,720)	49,236
Final 2015 dividend declared	已宣佈2015年末期股息	(142,332)	-	-	(142,332)
Interim 2016 dividend	2016年中期股息	(61,238)	-	-	(61,238)
Repurchase and cancellation of shares	股票購回及註銷	(102,483)	-	-	(102,483)
At 31 December 2016	2016年12月31日	728,151	(162,292)	145,119	710,988

45. APPROVAL OF THESE FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the board of directors on 16 March 2017.

45. 財務報表的批准

該財務報表於2017年3月16日經董事會批准並授權發佈。

FIVE YEARS SUMMARY

五年財務摘要

		Year ended 31 December 截至十二月三十一日止年度				
		2012 二零一二年	2013 二零一三年	2014 二零一四年	2015 二零一五年	2016 二零一六年
		RMB million (人民幣百萬元)				
FINANCIAL RESULTS	財務業績					
TSP	銷售所得款項總額	9,859	11,135	11,049	10,696	10,889
Revenue	收入	3,807	4,162	4,276	4,168	4,193
Profit from operation	經營溢利	948	1,026	983	788	687
Profit for the year	年度溢利	656	737	646	490	322
Profit attributable to owners of the parent	母公司擁有人應佔溢利	651	730	634	480	325
Earnings per share attributable to ordinary equity holders of the parent (RMB cents)	母公司普通股權益持有人應佔每股溢利(人民幣分)	26	29	26	20	14

		As at 31 December 於十二月三十一日				
		2012 二零一二年	2013 二零一三年	2014 二零一四年	2015 二零一五年	2016 二零一六年
		RMB million (人民幣百萬元)				
SUMMARY OF FINANCIAL POSITION	財務狀況摘要					
Non-current assets	非流動資產	7,515	8,235	9,065	10,662	11,266
Current assets	流動資產	2,867	3,897	2,537	1,580	1,184
Total assets	總資產	10,382	12,132	11,602	12,242	12,450
Current liabilities	流動負債	4,253	5,344	3,330	5,513	5,562
Non-current liabilities	非流動負債	1,418	1,762	3,075	1,511	1,748
Total liabilities	總負債	5,671	7,106	6,405	7,024	7,310
Net assets	資產淨值	4,711	5,026	5,197	5,218	5,140

BOARD OF DIRECTORS

Chen Jianqiang (*Chairman*)
Tao Qingrong (*Chief Executive Officer*)
Yu Yaoming
Fung Hiu Chuen, John*
Lin Zhijun**
Zhang Weijiong**
Cheung Yat Ming**

AUDIT COMMITTEE

Lin Zhijun (*Chairman*)
Zhang Weijiong
Cheung Yat Ming

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

COMPANY SECRETARY

Hon Yin Wah, Eva

REGISTERED OFFICE

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

董事會

陳建強 (*主席*)
陶慶榮 (*行政總裁*)
俞堯明
馮曉邨*
林志軍**
張維炯**
張一鳴**

審核委員會

林志軍 (*主席*)
張維炯
張一鳴

薪酬委員會

張維炯 (*主席*)
林志軍
張一鳴
馮曉邨

提名委員會

張維炯 (*主席*)
林志軍
張一鳴
馮曉邨

公司秘書

韓燕華

註冊辦事處

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

* Non-executive Director
** Independent Non-executive Director

* 非執行董事
** 獨立非執行董事

CORPORATE INFORMATION

公司資料

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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

HEAD OFFICE

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

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG SHARE REGISTRAR

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

AUDITORS

Ernst & Young

STOCK CODE

1700

COMPANY WEBSITE

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總辦事處

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縣前東街1號
無錫金陵大飯店26樓

股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
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Cayman Islands

香港證券登記處

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香港灣仔
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合和中心17樓1712-1716室

核數師

安永會計師事務所

股票代碼

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