

China Partytime Culture  
Holdings Limited  
中國派對文化控股有限公司

(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 : 1532



ANNUAL REPORT 2016 年報

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# Financial Highlights

## 財務摘要

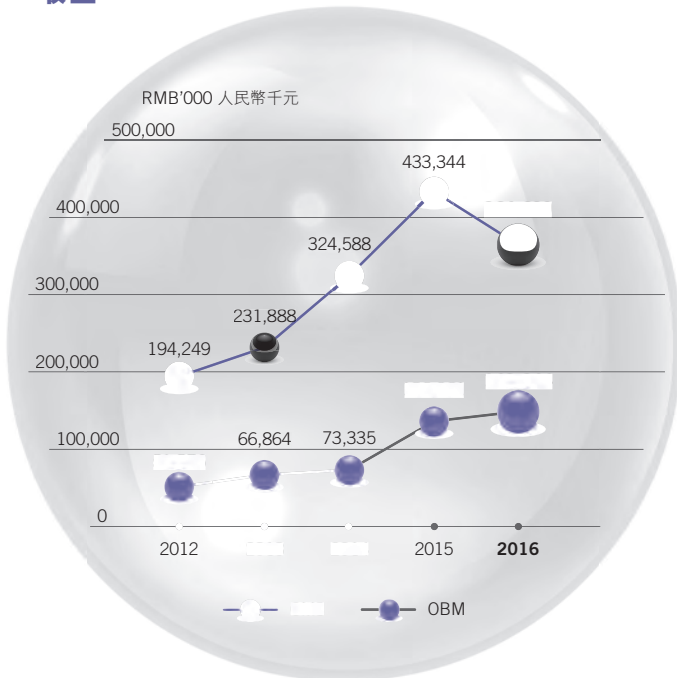
		<b>2016</b>	2015	
		<b>二零一六年</b>	二零一五年	
		<b>RMB'000</b>	RMB'000	% change
		<b>人民幣千元</b>	人民幣千元	變動百分比
Revenue	收益	<b>513,883</b>	569,605	(9.8%)
Gross Profit	毛利	<b>145,057</b>	165,443	(12.3%)
Profit for the year attributable to the equity holders of the Company	本公司權益持有人應佔年內溢利	<b>56,682</b>	66,716	(15.0%)
Gross Profit Margin	毛利率	<b>28.2%</b>	29.0%	(0.8%)
Net Profit Margin	純利率	<b>11.0%</b>	11.7%	(0.7%)





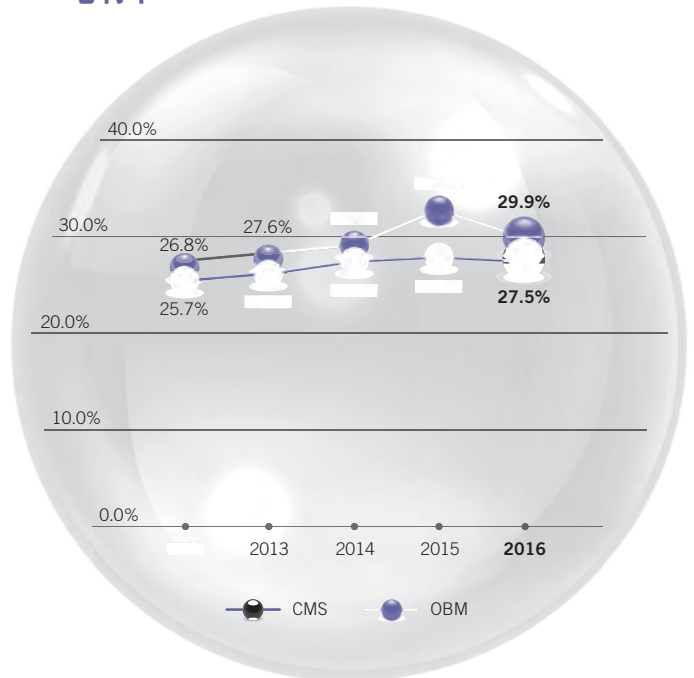
### KEY SHAREHOLDER VALUE INDICES

#### Revenue 收益

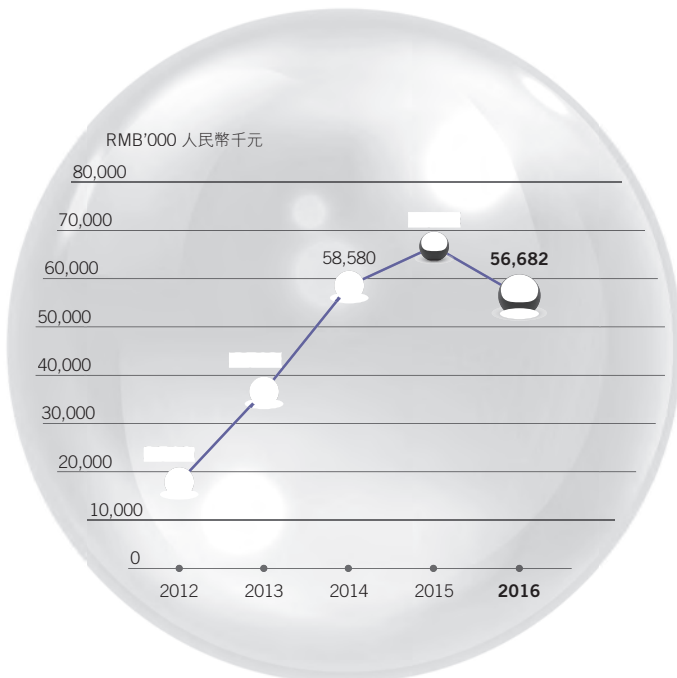


#### 股東價值主要指標

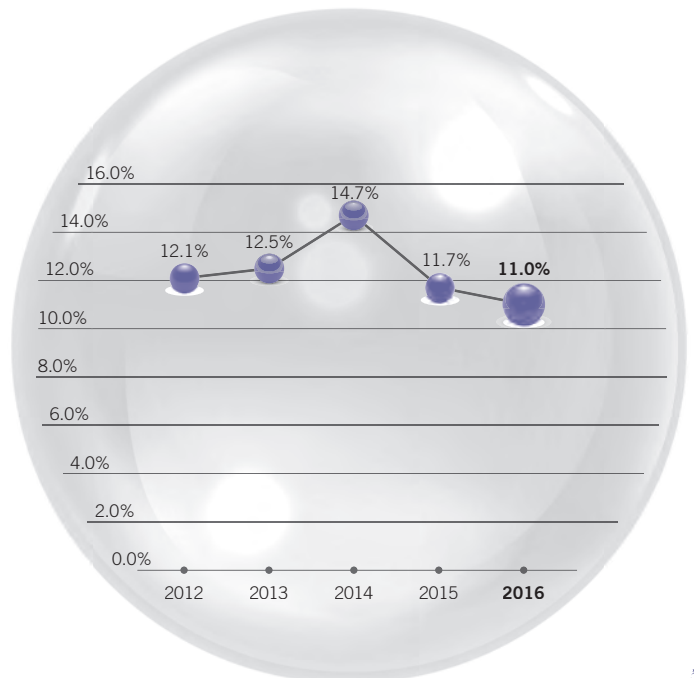
#### Gross Profit Margin 毛利率



#### Profit for the year attributable to equity holders of the Company 本公司權益持有人應佔年內溢利



#### Net Profit Margin 純利率







# Corporate Information 公司資料

## BOARD OF DIRECTORS

### Executive Directors

Mr. Chen Sheng Bi (*Chairman*)  
Mr. Lu Yilin (*President*)  
Mr. Lin Xin Fu

### Non-Executive Director

Ms. Chen Sheng

### Independent Non-executive Directors

Mr. Leung Siu Hong  
Mr. Chen Wen Hua  
Ms. Peng Xu

## AUDIT COMMITTEE

Mr. Leung Siu Hong (*Chairman*)  
Mr. Chen Wen Hua  
Ms. Peng Xu

## REMUNERATION COMMITTEE

Mr. Chen Wen Hua (*Chairman*)  
Mr. Lin Xin Fu  
Ms. Peng Xu

## NOMINATION COMMITTEE

Ms. Peng Xu (*Chairlady*)  
Ms. Chen Sheng  
Mr. Chen Wen Hua

## COMPANY SECRETARY

Mr. Chong Man Hung Jeffrey

## REGISTERED OFFICE

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

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

No. 3 Chunchao Road  
Yichun Economic & Technological Development Zone  
Jiangxi Province, China

## 董事會

### 執行董事

陳聖弼先生 (*主席*)  
呂禕麟先生 (*總裁*)  
林新福先生

### 非執行董事

陳升女士

### 獨立非執行董事

梁兆康先生  
陳文華先生  
彭淑女士

## 審核委員會

梁兆康先生 (*主席*)  
陳文華先生  
彭淑女士

## 薪酬委員會

陳文華先生 (*主席*)  
林新福先生  
彭淑女士

## 提名委員會

彭淑女士 (*主席*)  
陳升女士  
陳文華先生

## 公司秘書

莊文鴻先生

## 註冊辦事處

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

## 中國總公司及主要營業地點

中國江西省  
宜春經濟技術開發區  
春潮路3號



## PLACE OF BUSINESS IN HONG KONG

Room 2909  
Prosperity Centre  
25 Chong Yip Street  
Kwun Tong, Kowloon  
Hong Kong

## SHARE REGISTRAR AND TRANSFER OFFICE

### Principal

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

### Hong Kong branch

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

## COMPLIANCE ADVISOR

China Investment Securities International Capital Limited

## LEGAL ADVISOR

TC & Co., Solicitors

## AUDITOR

Grant Thornton Hong Kong Limited  
*Certified Public Accountants*

## STOCK CODE

1532

## COMPANY WEBSITE

[www.partytime.com.cn](http://www.partytime.com.cn)

## INVESTORS RELATIONS

[ir@partytime.com.cn](mailto:ir@partytime.com.cn)

## 香港營業地點

香港  
九龍觀塘  
創業街25號  
創富中心  
2909室

## 股份登記及過戶處

### 主要股份登記及過戶處

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

### 香港股份登記及過戶分處

卓佳證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心22樓

## 合規顧問

中投證券國際融資有限公司

## 法律顧問

崔曾律師事務所

## 核數師

致同(香港)會計師事務所有限公司  
*執業會計師*

## 股份代號

1532

## 公司網址

[www.partytime.com.cn](http://www.partytime.com.cn)

## 投資者關係

[ir@partytime.com.cn](mailto:ir@partytime.com.cn)



# Chairman's Statement

## 主席報告

Dear Shareholders:

On behalf of the board (the "Board") of directors (the "Directors") of China Partytime Culture Holdings Limited (the "Company" together with its subsidiaries, collectively referred to as the "Group"), I am pleased to present to each shareholder the annual report of the Group for the year end 31 December 2016.

### BUSINESS REVIEW

The Brexit referendum, U.S. presidential election and Italy's constitutional reform referendum in the second half of 2016 had intensified global economic uncertainties. As the Group's important markets, U.S.A, United Kingdom and Europe were inevitably exposed at different degrees. In addition, consumers' desire to consume was indirectly affected due to lack of prominent roles in animation films in 2016 that would bring more market potential topic-wise and repeated creations for cosplay costume/wigs and the important festival, Halloween, was fall on Monday. All these led to a drop in overall turnover of the Group. However, to diversify our risks of relying on a single market, the Group endeavored to expand its markets in different countries. After years of efforts, the turnover from countries such as Japan, Australia and Israel increased and offset some adverse impact to a certain extent.

The turnover for the year ended 31 December 2016 amounted to approximately RMB513.9 million, representing a decrease of 9.8% as compared to last year. Gross profit margin and net profit margin were 28.2% and 11.0% respectively. Profit for the year was approximately RMB56.7 million, representing a decrease of 15.0% as compared to last year. Net profit margin was 11.0%, decreased by 0.7% over last year. Furthermore, net cash generated from operating activities of the Group during the year was approximately RMB50.1 million, representing a decrease of 23.9% as compared to last year.

To enhance the Group's strengths and to consolidate its leading position, it invested actively in research and development as well as science and technology. During this year, the Group completed the registrations of 5 "invention patents" and 81 "utility patents" for the manufacturing of wigs and costume respectively.

各位股東：

本人代表中國派對文化控股有限公司（「本公司」，連同其附屬公司，統稱「本集團」）董事（「董事」）會（「董事會」），欣然向各位股東呈列本集團截至二零一六年十二月三十一日止年度之年報。

### 業務回顧

二零一六年度下半年的英國脫歐公投、美國的總統選舉和意大利的全民憲法改革公投都加深了全球經濟的不確定性，而美國、英國及歐洲作為本集團的重要市場，無可避免的受到不同程度的影響，加上二零一六年的動漫電影缺乏一些角色為cosplay服裝／假髮帶來話題性及多次創作的空間及重要節日萬聖節是於星期一，間接影響消費者的消費意欲，導致本集團的整體營業額有所下降。但本集團一直為了分散依賴單一市場的風險，努力開拓不同的國家市場，經過歷年努力，日本、澳大利亞及以色列等國家的營業額也有所增加，抵銷了部份不利的影響。

截至二零一六年十二月三十一日止年度的營業額達到約人民幣513.9百萬元，比去年下跌9.8%，而毛利率及純利率分別為28.2%及11.0%。年內溢利為約人民幣56.7百萬元，較去年下降15.0%，而純利率為11.0%，比去年減少0.7%。此外，本集團本年度經營活動產生之現金淨額約為人民幣50.1百萬元，比去年下降23.9%。

為了加強集團的實力及鞏固領先地位，本集團積極投入在研發和科技等方面，於本年度，本集團完成5項及81項分別用於生產假髮及服飾的「發明專利」及「實用新型專利」的註冊。





The Group received many honours in 2016, of which both its wholly-owned subsidiaries “Yiwu Styler Cultural & Creative Co., Ltd.” (“Yiwu Styler”) and “Partytime Costume & Lingerie (Yiwu) Co., Ltd.” (“Yiwu Partytime”) were granted the titles of “ Zhejiang Renowned Enterprise”, “Yiwu Branded-name Products”, “Yiwu Science and Technology Enterprise”, “Zhejiang Science and Technology Enterprise”, “Yiwu Municipal Enterprise Research and Development Center” and also the “Zhejiang Provincial Enterprise Research and Development Center” respectively. In addition, “Yiwu Styler” was being honoured the title of “Yiwu High and New Technology Enterprise” and also successfully elected as the president unit of “Zhejiang Hair Products Association”. In addition, our brand “Secret Temptations” was successfully registered as the Zhejiang Famous Trademark.

## PROSPECTS

Looking ahead, the emergence of trade protectionism and also the economic slowdown in China have exerted challenges to the business environment. The increase in raw material prices since October 2016 is expected to exert certain pressure on production costs in the coming years. Meanwhile, RMB exchange rate depreciation will offset certain of its impact. But in the long run, the Group will enhance its added-value and expect to bring comprehensive solution services to customers. It will increase the added-value of its product sales commercial model to be the cosplay solutions supplier providing “Products + Services”, and strive to develop cosplay and its party products and services to become the preferred number one brand.

To meet the huge domestic market potential and consumer's pursuit for new products and services, the Group is committed to investing resources to develop and expand products that are full of Chinese elements / suitable to domestic markets. The construction of the research and development centre, e-commerce operation centre, service and experience centre and new plants in Yichun will be completed one after another. We expect the domestic market will become the most important market for the Group's future growth.

We will also proceed to mergers and acquisitions, industrial integration and business expansion as and when appropriate, seek for cooperation with intellectual property right owners to engage in different businesses, strengthen the Group's capabilities and rapidly enhance our competitiveness and operation scale.

於二零一六年度，本集團亦獲得多項榮譽，全資附屬公司「義烏市絲黛文化創意有限公司」（「義烏絲黛」）和「義烏市派對服飾有限公司」（「義烏派對」）分別獲得「浙江省知名商號」、「義烏市名牌產品」、「義烏市科技型企業」、「浙江省科技型企業」、「義烏市級企業研發中心」和「浙江省級企業研發中心」的稱號。其中「義烏絲黛」獲得「義烏市高新技術企業」稱號，亦成功當選為「浙江省發製品行業協會」理事長單位。另外，我們的品牌「Secret Temptations」更加成功註冊為浙江省著名商標。

## 展望

展望未來，貿易保護主義的興起，中國經濟的放緩，都對營商環境帶來不少挑戰。自二零一六年十月展開原材料價格升浪預計對來年的生產成本帶來一定的壓力，同時人民幣的匯率貶值會抵銷部份影響。但長遠來說，本集團將會提升附加價值，期望為客戶帶來全面的解決方案服務，將產品銷售商業模式增值至產品+服務的角色扮演解決方案供貨商，全力打造為角色扮演及派對產品及服務的第一首選品牌。

面對國內龐大的市場及消費者對新產品及服務的追求，本集團正致力投入資源開拓及擴闊富有中國元素／適合國內市場的產品。研發中心、電子商務經營中心與服務及體驗中心、及宜春的新廠房亦將相繼落成。我們期待國內市場的開拓會成為集團未來增長的最重要市場。

我們也會適時開展產業整合和業務拓展的併購，尋求與不同業務範疇，知識產權持有人的合作，加強本集團實力，快速提升競爭力及經營規模。



## Chairman's Statement 主席報告

### APPRECIATION

On behalf of the Board, I would like to extend our sincere gratitude to our shareholders, customers and business partners for their full support throughout the year. In addition, I would also like to take this opportunity to express my appreciation to all staffs for their persistent contributions to the Group.

On behalf of the Board

**Chen Sheng Bi**

*Chairman*

Hong Kong, 24 March 2017

### 鳴謝

本人謹代表董事會，向股東、客戶及業務夥伴於本年度給予鼎力支持致以深切謝意。此外，本人亦藉此機會感謝各位員工努力不懈為本集團作出貢獻。

代表董事會

**陳聖弼**

*主席*

香港，二零一七年三月二十四日



# Directors' Business Review and Management Discussion and Analysis

## 董事業務回顧與管理層討論及分析



### KEY PERFORMANCE INDICATORS

### 主要表現指標

		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	% change 變動百分比
<b>Performance Indicators</b>	<b>表現指標</b>			
Revenue	收益	513,883	569,605	(9.8%)
Gross Profit	毛利	145,057	165,443	(12.3%)
Gross Profit Margin	毛利率	28.2%	29.0%	(0.8%)
Profit from operations	經營溢利	80,984	100,575	(19.5%)
Profit for the year attributable to equity holders of the Company	本公司權益持有人應佔年內溢利	56,682	66,716	(15.0%)
Net Profit Margin	純利率	11.0%	11.7%	(0.7%)
Return on total assets	總資產回報率	10.2%	16.2%	(6.0%)
<b>Financial Health Indicators</b>	<b>財務狀況指標</b>			
Bank balances and cash	銀行結餘及現金	81,604	108,274	(24.6%)
Net current assets	流動資產淨值	76,681	137,138	(44.1%)
Total assets	總資產	555,109	428,767	29.5%
Total liabilities	總負債	129,104	59,974	115.3%
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	426,005	368,793	15.5%
Return on equity	股本回報率	13.3%	18.9%	(5.6%)
Current ratio	流動比率	168.2%	328.7%	(160.5%)
Gearing ratio	資產負債比率	18.2%	3.0%	15.2%
<b>Cash Flow and Capital Expenditure</b>	<b>現金流量及資本開支</b>			
Cash generated from operations	經營所得現金	77,998	94,519	(17.5%)
Capital expenditure	資本開支	144,491	94,686	52.6%
<b>Shareholders' Return Indicators</b>	<b>股東回報指標</b>	<b>RMB人民幣</b>	<b>RMB人民幣</b>	
Earnings per share	每股盈利			
– Basic	– 基本	7.50 cents分	11.06 cents分	(32.2%)
– Diluted	– 攤薄	7.39 cents分	11.06 cents分	(33.2%)







## Directors' Business Review and Management Discussion and Analysis 董事業務回顧與管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in design, develop, produce, sell and market cosplay products (including cosplay costumes and cosplay wigs) and non-cosplay apparels including mainly sexy lingerie. Our products are principally for export sales to more than 30 countries and regions around the globe including mainly the US, Germany, the UK and Australia.

Our business can be classified into two major categories, namely Contract Manufacturing Service ("CMS") business and Original Brand Manufacturing ("OBM") business.

### 業務回顧

本集團主要從事設計、開發、生產、銷售及營銷角色扮演產品（包括角色扮演服飾及角色扮演假髮）及非角色扮演服飾（主要包括性感內衣）。我們的產品主要出口銷售至全球30多個國家及地區，主要包括美國、德國、英國及澳洲。

我們的業務可劃分為兩個主要類別，即合約製造服務（「CMS」）業務及原品牌製造（「OBM」）業務。

		2016		2015		Increase/ (decrease) of revenue (approximate %)
		Revenue RMB'000	% of total	Revenue RMB'000	% of total	
		二零一六年 收益 人民幣千元	佔總額 百分比	二零一五年 收益 人民幣千元	佔總額 百分比	收益增加/ (減少) (概約百分比)
CMS business	CMS業務	364,639	71.0%	433,344	76.1%	(15.9%)
OBM business	OBM業務	149,244	29.0%	136,261	23.9%	9.5%
Total	總計	513,883	100%	569,605	100.0%	(9.8%)

### Revenue by operating and reportable segments

### 以經營及可呈報分部劃分的收益

		2016		2015		Increase/ (decrease) of revenue (approximate %)
		Revenue RMB'000	% of total	Revenue RMB'000	% of total	
		二零一六年 收益 人民幣千元	佔總額 百分比	二零一五年 收益 人民幣千元	佔總額 百分比	收益增加/ (減少) (概約百分比)
Wigs	假髮	221,826	43.2%	231,456	40.6%	(4.2%)
Clothing and others	服裝及其他	292,057	56.8%	338,149	59.4%	(13.6%)
Total	總計	513,883	100%	569,605	100%	(9.8%)



As certain markets' demand affected by Brexit and US presidential election during the year, revenue from the CMS business had decreased from approximately RMB433.3 million to approximately RMB364.6 million.

There is a growing recognition by our OBM customers in our cosplay costumes, cosplay wigs and sexy lingerie under our own brands of "Styler", "Party Time" and "Secret Temptations" respectively, in certain newly developed markets, revenue from the OBM business had increased from approximately RMB136.3 million to approximately RMB149.2 million.

Profit for the year attributable to the equity holders of the Company decreased from approximately RMB66.7 million to approximately RMB56.7 million. Such decrease is primarily attributable to (i) a decrease in turnover by approximately 10% for the year ended 31 December 2016 as compared to that for the year ended 31 December 2015 due to the drop in the certain markets' demand as affected by Brexit and US presidential election during the year ended 31 December 2016; and (ii) the increase in research and development expenses for the development of the PRC market, such as enhancement of the products variety and different patents and technique.

## PRINCIPAL RISKS AND UNCERTAINTIES

Risks and uncertainties can affect the Group's businesses, financial conditions, operational results or growth prospects leading to a divergence from expected or historical results. Key risk factors and uncertainties affecting the Group are outlined below. In dealing with these risk factors and uncertainties, the Group remains in touch with our stakeholders with the aim of understanding and addressing their concerns.

These factors are not exhaustive or comprehensive, and there may be other risks in addition to those shown below which are not known to the Group or which may not be material now but could become material in the future.

由於年內個別市場需求受到英國脫歐及美國總統選舉影響，CMS業務收益由約人民幣433.3百萬元減少至約人民幣364.6百萬元。

我們的自主品牌「Styler」、「Party Time」及「Secret Temptations」下的角色扮演服飾、角色扮演假髮及性感內衣日漸受到我們個別新開發市場的OBM客戶的認可，令OBM業務收益由約人民幣136.3百萬元增加至約人民幣149.2百萬元。

本公司權益持有人應佔年內溢利由約人民幣66.7百萬元減少至約人民幣56.7百萬元。有關減少乃主要由於(i)截至二零一六年十二月三十一日止年度之營業額較截至二零一五年十二月三十一日止年度之營業額減少約10%，原因是截至二零一六年十二月三十一日止年度個別市場需求受英國脫歐及美國總統選舉所影響而下跌；及(ii)為發展中國市場之研發開支增加，例如提升產品多樣性及各種專利及技術。

## 主要風險及不確定因素

風險及不確定因素可能影響本集團的業務、財務狀況、經營業績或增長前景，導致業績偏離預期或過往業績。影響本集團的主要風險因素及不確定因素概述如下。在處理這些風險因素及不確定因素時，本集團與持份者保持聯繫，旨在瞭解及解決彼等的憂慮。

這些因素並不詳盡或全面，除如下所示的風險外，亦可能有其他風險而本集團並不知悉或現時並非重大但將來可能屬重大者。



## Global Economy and Macro-economic Conditions

The global economic recovery has been weaker than expected with uneven recovery in advanced economies. Downside risks have increased due to economic pressures and geopolitical tensions such as showing growth in emerging markets, the end of the quantitative easing program in the USA, and the instability in Middle East and Eastern Europe.

Over 90% of our revenue was generated from sales to overseas customers over 30 countries. The industries in which the Group operates are affected by the economic conditions, consumer spending, contagious disease outbreaks and currency environment in these regions. Any combination of these factors or continuing adverse economic conditions in these regions may adversely affect the Group's financial position, potential income, asset value and liabilities.

## Foreign currency exchange rate fluctuations

Most of our revenue are denominated in US dollars ("USD"). Our profit margins will be adversely affected to the extent that we are unable to increase the USD denominated selling prices of our products sold to overseas customers or shift the exchange risk to our customers to account for the appreciation of the RMB against the USD. Further, any significant fluctuation in the exchange rates between the RMB and the USD may result in increases or decreases in our reported costs and earnings, and may also materially affect our business and results of operations. Any future exchange rate volatility relating to the RMB may also give rise to uncertainties in the values of net assets, profits and dividends.

## Changing trends and popularities of movie and animation characters

Some of our cosplay products in our CMS business feature popular cosplaying characters originated from animation characters, comics, cartoons and movies. These products are manufactured under the authorisations given by our CMS customers who are licensees or proprietors of popular animation characters. As trends and popularity of these characters may change from time to time, market demand and the revenue thus generated from our products featuring these characters will be affected accordingly.

## 全球經濟和宏觀經濟狀況

全球經濟復甦趨勢遜於預期，而各發達經濟體的復甦步伐不一。由於經濟壓力及地緣政治局勢緊張，如新興市場增長放緩，美國結束量化寬鬆計劃，以及中東和東歐局勢的不穩定，皆促使下行風險增加。

我們收益的逾90%乃來自向逾30個國家的海外客戶的銷售。本集團所經營的行業受上述地區的經濟狀況、消費支出、傳染性疾病爆發和貨幣環境等因素影響。如上述任何因素結合或有關地區持續出現不利的經濟狀況，則可能會對本集團的財務狀況、潛在收入、資產價值和負債產生不利影響。

## 外幣匯率波動

我們的大部分收益以美元（「美元」）計價。倘我們無法提高我們銷售予海外客戶以美元計價的產品售價或將匯兌風險轉嫁予我們的客戶以應對人民幣對美元的升值，則我們的利潤率將受到不利影響。此外，人民幣與美元間匯率的任何大幅波動均可能增加或減少我們所呈報的成本及盈利，並亦可能對我們的業務和經營業績產生嚴重影響。未來任何與人民幣相關的匯率波動亦可能給淨資產價值、利潤和股息帶來不確定性。

## 電影及動漫角色不斷變化的潮流及受歡迎程度

我們的CMS業務中部分角色扮演產品乃以來自動漫角色、漫畫、卡通及電影為原型的流行動漫角色為特色。該等產品根據CMS客戶（為流行動漫角色的持牌人或擁有人）的授權製造。由於該等角色的趨勢及流行可能不時變動，市場需求及具有該等角色特色的產品所產生的收益將相應受到影響。







The popularity of animation characters are largely determined by the appeal of such characters to the target audience and the effectiveness of the marketing campaigns conducted for the animations or films from which they originated. Their popularity is also subject to changes in market trends. If these animation characters do not achieve our customers' desired levels of market acceptance or the popularity of which drops drastically, the sale of our products featuring these animation characters will be adversely affected correspondingly. Eventually, we may not receive similar levels of purchase orders from our customers as we did in the past and the revenue thus generated from the sale of products featuring these animation characters would be substantially lower than our expectation at the time when we plan our expansion and expenditures.

### IMPORTANT EVENTS AFFECTING THE GROUP THAT HAVE OCCURRED SINCE THE END OF THE FINANCIAL YEAR

We did not identify any important events affecting the Group that have occurred since the end of the financial year.

### OUR BUSINESS STRATEGIES

The Group will continue to focus on expanding our business by implement the following principal strategies: (i) further strengthen our research and development capabilities; (ii) broaden our customer base by expanding our OBM business in the PRC market; (iii) increase the market share of our products in the overseas markets; and (iv) enhance our production capacities.

### LAW AND REGULATION

Law and regulations in relation to workplace quality and environmental protection may have a material effect on the Group's principal activities.

#### Workplace Quality

The Group believes that continued business success relies on the full contribution and support of our employees. We are dedicated to promoting equal opportunities for all of our employees in different areas, including recruitment, compensation and benefits, training, staff promotion, transfer, and dismissal. All employees are assessed based on their ability, performance and contribution, irrespective of their nationality, race, religion, gender, age or family status.

動漫角色的流行很大程度上取決於該等角色對目標觀眾的吸引力及作為動漫角色原型的動漫或電影的營銷活動的有效性。動漫角色流行亦受市場趨勢變動所影響。倘若該等動漫角色並無達到客戶理想的市場接納水平或其流行度驟降，具有該等動漫角色特色的產品的銷售將因此相應受到不利影響。最終，我們可能不會收到來自我們過往進行業務的客戶類似水平的訂單及銷售具有該等動漫角色特色的產品所產生的收益因而將遠低於我們計劃擴充及開支時的預期。

### 自財政年度末出現並影響本集團的重大事件

我們並無識別出自財政年度末發生並影響本集團的任何重大事件。

### 我們的業務策略

本集團將繼續專注於實施以下主要策略擴充業務：(i) 進一步增強我們的研發能力；(ii) 於中國市場拓展我們的OBM業務，從而擴大我們的客戶群；(iii) 擴大我們的產品在海外市場的市場份額；及(iv) 加強產能。

### 法律及法規

有關工作場所質素和環保的法律及法規可能對本集團的主要業務造成重大影響。

### 工作場所質素

本集團認為，業務的持續成功有賴於我們僱員的全力貢獻及支持。我們致力在不同範疇中為所有僱員推廣平等機會，當中包括招聘、薪酬及福利、培訓、員工晉升、調職和解僱。本集團乃根據所有僱員的能力、表現和貢獻來進行評估，而不論其國籍、種族、宗教信仰、性別、年齡或家庭狀況為何。





## Directors' Business Review and Management Discussion and Analysis 董事業務回顧與管理層討論及分析

The Group is committed to the health, safety and welfare of our employees. We pledge full compliance in all occupational health and safety legislations and we have implemented an effective and safe working environment for our employees.

The Group complied with labour or other relevant legislations. We did not identify any material non-compliance or breach of legislation related to workplace quality.

### Product Safety

The Group places the highest importance on the welfare of its customers globally, as well as on its broader societal and environmental impact. The quality and safety of our products is a vital part of this. All products are safe and fully adhere to international environmental and safety standards, including but not limited to the American ASTM standards, the European EN71 and REACH and Work Safety Standardization Certificate (安全生產標準化證書). We were also awarded various certifications such as ISO9001:2008, ISO14001:2004 and OHSAS 18001:2007 certificates. We did not identify any material non-compliance or breach of legislation related to product safety.

### Environmental Protection

The Group is committed to protecting and sustaining the environment. We are committed to upholding high environmental standards to fulfill relevant requirements under applicable laws or ordinances during the manufacturing and material disposal processes.

We did not identify any material non-compliance or breach of relevant standards, rules and regulations on air and greenhouse gas emission, discharges into water and land, generation of hazardous or non-hazardous water, etc.

本集團致力確保僱員的健康、安全及福利。我們承諾完全遵守所有職業健康與安全法例，並為我們的僱員創造安全完善的工作環境。

本集團遵守勞工或其他相關法例。我們並無發現任何重大不遵守或違反有關工作場所質素的法例。

### 產品安全

本集團高度關注全球性客戶的福利及其廣泛性社會和環境的影響。我們的產品質素及安全為該方針的重要部分。所有產品均屬安全，並完全符合國際環境及安全標準，包括（但不限於）美國ASTM標準、歐洲EN71及REACH標準以及安全生產標準化證書。我們亦獲授ISO9001:2008、ISO14001:2004及OHSAS 18001:2007等多項認證。我們並無發現任何重大不遵守或違反有關產品安全的法例。

### 環境保護

本集團致力保護和維持環境。我們致力維持高度環保標準，以履行根據適用法律或條例在製造及處置材料過程中的相關規定。

我們就空氣及溫室氣體排放、排放水源及土地、產生有害或無害用水等各方面，並無發現任何重大不遵守或違反相關標準、規則及法規的事宜。





## FINANCIAL REVIEW Revenue and gross profit

## 財務回顧 收益及毛利

		2016 二零一六年		2015 二零一五年		
		Revenue	Gross Profit	Revenue	Gross Profit	Revenue %
		收益	margin	收益	margin	change
		RMB'000	毛利率	RMB'000	毛利率	收益變動百分比
		人民幣千元		人民幣千元		
<b>CMS business</b>	<b>CMS業務</b>					
Cosplay costumes	角色扮演服飾	142,733	28.4%	212,139	27.9%	(32.7%)
Cosplay wigs	角色扮演假髮	160,513	25.2%	178,594	27.7%	(10.1%)
Sexy lingerie	性感內衣	60,235	31.5%	39,586	28.9%	52.2%
Others	其他	1,158	28.3%	3,025	24.1%	(61.7%)
		<b>364,639</b>	<b>27.5%</b>	<b>433,344</b>	<b>27.9%</b>	<b>(15.9%)</b>
<b>OBM business</b>	<b>OBM業務</b>					
Cosplay costumes	角色扮演服飾	62,455	34.0%	67,497	38.2%	(7.5%)
Cosplay wigs	角色扮演假髮	61,313	24.1%	52,862	26.8%	16.0%
Sexy lingerie	性感內衣	24,753	34.0%	15,501	29.8%	59.7%
Others	其他	723	33.6%	401	23.7%	80.3%
		<b>149,244</b>	<b>29.9%</b>	<b>136,261</b>	<b>32.8%</b>	<b>9.5%</b>
Total	總計	<b>513,883</b>	<b>28.2%</b>	<b>569,605</b>	<b>29.0%</b>	<b>(9.8%)</b>

### Revenue

During the year ended 31 December 2016, our revenue was mainly derived from our CMS business, representing approximately 71.0% (2015: 76.1%) of total revenue. Our revenue derived from the CMS business decreased from approximately RMB433.3 million to approximately RMB364.6 million, representing a decrease of approximately 15.9%. Such decrease was mainly attributable to the drop in the certain markets' demand as affected by Brexit and US presidential election during the year.

### 收益

截至二零一六年十二月三十一日止年度，我們的收益主要來自CMS業務，約佔總收益的71.0%（二零一五年：76.1%）。我們來自CMS業務的收益由約人民幣433.3百萬元減少至約人民幣364.6百萬元，減少約15.9%。該減少主要是由於年內個別市場需求受英國脫歐及美國總統選舉影響而下跌所致。





## Directors' Business Review and Management Discussion and Analysis 董事業務回顧與管理層討論及分析

The revenue derived from our OBM business increased from approximately RMB136.3 million to approximately RMB149.2 million, representing an increase of approximately 9.5%. Such increase was mainly attributable to the increase in the revenue from the OBM sexy lingerie and the OBM cosplay wigs, resulting from the continuous implementation of our strategy in expanding our OBM products under our own brand in certain newly developed markets.

### Gross profit margin

Our gross profit margin slightly decreased from approximately 29.0% to approximately 28.2%. Our ability to maintain a stable gross profit margin during the year was mainly attributable to the continuous reinforcement of our pricing strategy on a cost plus basis which enabled us to maintain a high gross profit margin; and our more favorable position to bargain for better price of raw materials from our suppliers as a result of increased purchasing power.

During the year ended 31 December 2016, our OBM products generally had higher gross profit margins than our CMS products.

### Cost of sales

Our cost of sales mainly comprised raw material cost, direct labor cost and manufacturing overhead. Manufacturing overhead includes subcontracting payments, utilities and social insurance for our production staff and other miscellaneous items.

### Other income

Our other income decreased by approximately RMB3.3 million, from approximately RMB6.9 million to approximately RMB3.6 million. The decrease was primarily due to a decrease in exchange gain of approximately RMB4.0 million.

我們來自OBM業務的收益由約人民幣136.3百萬元增加至約人民幣149.2百萬元，增長約9.5%。該增長主要是由於在個別新開發市場繼續實施擴充我們自有品牌下OBM產品的策略，令OBM性感內衣及OBM角色扮演假髮的收益增加所致。

### 毛利率

我們的毛利率由約29.0%輕微下降至約28.2%。我們能於年內維持毛利率穩定，主要由於按成本加成法持續加強我們的定價策略，這令我們能夠保持較高的毛利率及我們的採購能力增強令我們在議價方面處於更有利的位置而能從原材料供應商中取得更優惠的價格。

截至二零一六年十二月三十一日止年度，我們的OBM產品的毛利率一般高於CMS產品。

### 銷售成本

銷售成本主要包括原材料成本、直接勞工成本及生產費用。生產費用包括分包付款、公用設施及生產員工社保以及其他雜項開支。

### 其他收入

其他收入由約人民幣6.9百萬元減少約人民幣3.3百萬元至約人民幣3.6百萬元。減少主要是由於匯兌收益減少約人民幣4.0百萬元所致。





### Selling expenses

Our selling expenses decreased by approximately RMB2.8 million, from approximately RMB16.8 million to approximately RMB14.0 million. The decrease was primarily due to a decrease in transportation expense of approximately RMB2.5 million resulting from our decreased export sales to overseas.

### Administrative and other operating expenses

Our administrative and other operating expenses decreased by approximately RMB1.3 million, from approximately RMB55.0 million to approximately RMB53.7 million. The decrease was primarily due to (i) an increase in salaries and welfare expense of approximately RMB3.4 million as a result of increase in the average number of administration and management staff; (ii) an increase in research and development cost of approximately RMB5.1 million; and (iii) a decrease in listing expense of approximately RMB15.5 million incurred in 2015.

### Finance costs

Our finance costs increased by approximately RMB0.1 million, from approximately RMB2.1 million to approximately RMB2.2 million. The increase was primarily due to the interests paid for the convertible bonds issued during the year.

### Income tax

Our income tax expense decreased by approximately RMB6.7 million, from approximately RMB28.8 million to approximately RMB22.1 million. Our effective tax rate decreased from 29.3% to 28.0% was primarily due to the decrease in tax non-deductible expenses such as listing expenses incurred in 2015.

### 銷售開支

銷售開支由約人民幣16.8百萬元減少約人民幣2.8百萬元至約人民幣14.0百萬元。減少主要是由於出口至海外的銷售減少令運輸開支減少約人民幣2.5百萬元所致。

### 行政及其他營運開支

行政及其他營運開支由約人民幣55.0百萬元減少約人民幣1.3百萬元至約人民幣53.7百萬元。減少主要是由於(i)行政及管理人員平均人數增加令薪金及福利開支增長約人民幣3.4百萬元；(ii)研發成本增加約人民幣5.1百萬元；及(iii)上市開支減少約人民幣15.5百萬元（於二零一五年產生）所致。

### 融資成本

融資成本由約人民幣2.1百萬元增加約人民幣0.1百萬元至約人民幣2.2百萬元。增加主要是由於年內就已發行可換股債券支付利息所致。

### 所得稅

所得稅開支由約人民幣28.8百萬元減少約人民幣6.7百萬元至約人民幣22.1百萬元。我們的實際稅率由29.3%下降至28.0%，主要是由於不可扣稅開支減少（例如於二零一五年產生的上市開支）所致。







### Financial resources and liquidity

As at 31 December 2016, the total amount of bank balances and cash of the Group was approximately RMB81.6 million, a decrease of approximately RMB26.7 million compared with that as at 31 December 2015. The decrease was mainly arising from the payment of construction costs of the two new factory buildings at our Yichun Production Plant and the research and development, service and experience centre at our Yiwu Production Plant.

As at 31 December 2016, current ratio and gearing ratio was 168.2% and 18.2% respectively, represented a decrease of 160.5% and an increase of 15.2% compared with corresponding year respectively. The decrease in current ratio was mainly arising from the capital expenditure invested approximately RMB144.5 million in property, plant and equipment and the increase in gearing ratio was mainly arising from the increase in of borrowings of approximately RMB49.7 million and convertible bonds of approximately RMB16.7 million.

### Capital expenditure

During the year ended 31 December 2016, the Group invested approximately RMB144.5 million in property, plant and equipment, mainly represented construction of the two new factory buildings at our Yichun Production Plant and the research and development, service and experience centre at our Yiwu Production Plant.

### Pledged of assets

As at 31 December 2016, the bank loans were secured by the Group's prepaid land lease payments and buildings with carrying value of approximately RMB13.0 million and RMB128.3 million respectively.

### Contingent liabilities

The Group did not have any significant contingent liabilities as at 31 December 2016.

### Foreign currency exposure

Our exposures to currency risk arise from its sales to and purchases from overseas, which are primarily denominated in USD and Hong Kong Dollars. These are not the functional currencies of our entities to which these transactions relate. We currently do not have a group foreign currency hedging policy. However, our management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

### 財務資源及流動性

於二零一六年十二月三十一日，本集團的銀行結餘及現金總額約為人民幣81.6百萬元，較二零一五年十二月三十一日減少約人民幣26.7百萬元。減少乃主要產生自支付於宜春生產廠房的兩座新工廠大樓以及於義烏生產廠房之研發、服務及體驗中心之建造成本。

於二零一六年十二月三十一日，流動比率及資產負債比率分別為168.2%及18.2%，較去年同期分別減少160.5%及增長15.2%。流動比率減少主要因於物業、廠房及設備投入資本開支約人民幣144.5百萬元，而資產負債比率增加主要因借貸增加約人民幣49.7百萬元及可換股債券約16.7百萬元所致。

### 資本開支

截至二零一六年十二月三十一日止年度，本集團投資約人民幣144.5百萬元在物業、廠房及設備方面，主要為於宜春生產廠房的兩座新工廠大樓及於義烏生產廠房的研發、服務及體驗中心的建造。

### 資產質押

於二零一六年十二月三十一日，銀行貸款由本集團賬面值分別約為人民幣13.0百萬元及人民幣128.3百萬元之預付土地租賃款項及樓宇作抵押。

### 或然負債

本集團於二零一六年十二月三十一日並無任何重大或然負債。

### 外幣風險

我們面對的貨幣風險乃源自主要以美元及港元計值的海外銷售及採購。該等貨幣並非為我們與該等交易有關的實體的功能貨幣。我們現時並無集團外幣對沖政策。然而，管理層負責監控外匯風險，並將於必要時考慮對沖重大外幣風險。





### Use of proceed from the Company's Share Offer

The Company's ordinary shares were listed on the Main Board of the Stock Exchange on 16 October 2015. The net proceeds from initial public offering amounted to approximately HK\$158.7 million (equivalent to approximately RMB130.0 million) after deduction of related expenses.

As at 31 December 2016, the net proceeds had been fully utilized and had been applied to the following uses:

### 本公司股份發售之所得款項用途

本公司普通股於二零一五年十月十六日在聯交所主板上市。首次公開發售於扣除相關開支後之所得款項淨額約為158.7百萬港元（相等於約人民幣130.0百萬元）。

於二零一六年十二月三十一日，所得款項淨額已獲悉數動用並用於以下用途：

Use of proceeds 所得款項用途		Net proceeds 所得款項淨額 <i>HK\$ million</i> 百萬港元	Proceed used 動用之所得款項 <i>HK\$ million</i> 百萬港元	% of utilised 動用百分比
For construction two new factory buildings at our Yichun Production Plant	用於在宜春生產廠房建造兩座新工廠大樓	63.5	63.5	100%
For set up a research and development centre at our Yiwu Production Plant	用於在義烏生產廠房建立研發中心	31.7	31.7	100%
For set up an e-commerce operation centre and a service and experience centre at our Yiwu Production Plant	用於在義烏生產廠房設立電子商務經營中心與服務及體驗中心	47.6	47.6	100%
For working capital	用作營運資金	15.9	15.9	100%
Total	總計	158.7	158.7	100%





## Directors' Business Review and Management Discussion and Analysis 董事業務回顧與管理層討論及分析

### Human resources

As of 31 December 2016, we had approximately total 1,919 employees. Total staff costs for the year amounted to approximately RMB115.3 million.

### Remuneration policy

The remuneration policy of the employees (including key management) of the Group was established by the management of the Group on the basis of their merit, qualifications and competence. The Remuneration Committee will review and approve the remuneration policy to be recommended to the Board for approval.

The remuneration of the Directors of the Company are reviewed and recommended by the Remuneration Committee to the Board for approval, having regard to the Company's operating results, individual performance and comparable market statistics. No Director, or any of his associates and executives, is involved in dealing with his own remuneration.

We have adopted share option scheme to recognise and reward the contribution of our employees, provide incentives to retain them to support our continued growth and to attract suitable personnel for further development. We regularly review remuneration and benefits of our employees according to the relevant market practice, employee performance and the financial performance of the Company.

### Relationship with suppliers

We purchased raw materials from over 70 suppliers. We generally have alternative sources of supply for the same kind of raw materials and hence, the loss of any single supplier would not have a material impact on our operations. We do not enter into any long-term procurement agreements with any supplier. We do not have any hedging policy against any risk of fluctuation in the raw material costs, but we closely monitor the market prices of the raw materials.

### Relationship with customers and consumers

We believe cultivation and maintenance of customer loyalty is crucial to our continued success. We maintain long term business relationships with our customers from over 30 countries and regions around the globe. As at 31 December 2016, our top five customers had in average over seven years of business relationships with us.

### 人力資源

於二零一六年十二月三十一日，我們合共約有1,919名僱員。年內之總員工成本約為人民幣115.3百萬元。

### 薪酬政策

本集團僱員（包括主要管理人員）的薪酬政策乃由本集團管理層按彼等之表現、資歷及能力釐定。薪酬委員會將審閱及批准薪酬政策，再向董事會推薦以供批准。

本公司董事之薪酬由薪酬委員會審閱並向董事會推薦以供批准，乃經考慮本公司之經營業績、個別人士表現及可資比較市場統計數字進行。概無董事或其任何聯繫人及行政人員參與釐定其本身之薪酬。

我們已採納購股權計劃以認可及獎勵僱員的貢獻，提供獎勵以挽留彼等支持我們的持續增長並為進一步發展吸引適用人才。我們根據有關市場慣例、僱員表現及本公司的財務表現定期檢討僱員薪酬及福利。

### 與供應商的關係

我們向超過70名供應商採購原材料。我們通常有備選的相同原材料供應來源，因此任何單一供應商的流失均不會對我們的業務造成重大影響。我們並無與任何供應商訂立任何長期採購協議。我們並無針對原材料成本的任何波動風險制定任何對沖政策，但我們會密切監察原材料的市場價格。

### 與客戶及消費者的關係

我們認為培育及維護客戶的忠誠度對我們的持續成功十分重要。我們與來自全球30多個國家和地區的客戶保持長期業務關係。於二零一六年十二月三十一日，我們的五大客戶與我們的業務關係平均超過七年。





# Corporate Governance Report

## 企業管治報告

The Board is committed to achieving high standards of corporate governance to safeguard the interest of the Company's shareholders and to enhance corporate value and accountability. For the year ended 31 December 2016, the Company has applied the principles and complied with the applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules, except in relation to CG Code provision A.2.1, as more particular describe below:

CG Code provision A.2.1 stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The roles of the Chairman and the Chief Executive Officer of the Company are not separate and both are performed by Mr. Chen Sheng Bi. In view of Mr. Chen is the founder of our Group and has been operating and managing our Group since 2004, our Board believes that it is in the best interest of our Group to have Mr. Chen taking up both roles for effective management and business development. Therefore, our Directors consider that the deviation from the CG Code provision A.2.1 is appropriate in such circumstance.

The Group also has an internal control system in place serving the check and balance function. There are three Independent Non-executive Directors who represent one half of the Board offering practical, independent and differing perspectives. The Board is therefore of the view that there are adequate balance of power and safeguards in place to enable the Company to make and implement decisions promptly and effectively.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all Directors, the Company confirmed that all Directors had complied with the required standard set out in the Model Code throughout the year ended to 31 December 2016.

董事會致力達致高水準企業管治，務求保障本公司股東的利益並提升企業價值與問責性。截至二零一六年十二月三十一日止年度，本公司已應用上市規則附錄十四所載的企業管治守則（「企業管治守則」）的原則並遵守其適用守則條文，惟涉及企業管治守則條文A.2.1除外，更多詳情載於下文：

企業管治守則條文A.2.1規定，主席及行政總裁的角色須分開，且不應由同一位人士擔任。本公司主席及行政總裁職務並無分開及兩者均由陳聖弼先生擔任。鑑於陳先生為本集團創辦人，自二零零四年以來一直經營及管理本集團，董事會相信，陳先生兼任兩個職務可進行有效的管理及業務發展，符合本集團的最佳利益。因此，董事認為偏離企業管治守則條文A.2.1在該情況下乃屬適當。

本集團亦已制定內部控制系統，起監察制衡的作用。董事會設有三名獨立非執行董事（佔董事會人數的一半）以提供務實、獨立及多角度的意見。因此，董事會因此認為已施行充足的權力平衡及保障措施，可令本公司更快捷及有效地制定和執行決策。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）所載有關董事進行證券交易的行為守則。經向全體董事作出特定查詢，本公司確認全體董事於截至二零一六年十二月三十一日止年度一直遵守標準守則所載的規定標準。





## THE BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company, and is responsible for setting up the overall strategy as well as reviewing the operation and financial performance of the Group. The Board reserved for its decision or consideration matters covering overall Group strategy, major acquisitions and disposals, annual budgets, annual and interim results, recommendations on Directors' appointment or re-appointment, approval of major capital transactions and other significant operational and financial matters. The management was delegated the authority and responsibility by the Board for the daily management of the Group. In addition, the Board has also delegated various responsibilities to the Board committees. Further details of these committees are set out in this report.

The Board currently consists of seven Directors including three Executive Directors, one Non-executive Director and three Independent Non-executive Directors:

### Executive Directors

Mr. Chen Sheng Bi  
*(Chairman and Chief Executive Officer)*  
Mr. Lu Yilin *(President)*  
Mr. Lin Xin Fu

### Non-executive Director

Ms. Chen Sheng

### Independent Non-executive Directors

Mr. Chen Wen Hua  
Mr. Leung Siu Hong  
Ms. Peng Xu

The biography details of the Directors of the Company are set out under the section headed "Directors and Senior Management" in this annual report.

## 董事會

董事會負責領導及監控本公司，並負責制定整體策略以及審閱本集團的營運與財務表現。董事會負責決定或考慮的事宜包括本集團整體策略、重要收購及出售、年度預算、全年及中期業績、董事委任或重新委任的推薦建議、批准重要資本交易以及其他重大營運與財務事宜。董事會授權管理層負責本集團日常管理的職權及職責。此外，董事會亦已授權董事會轄下委員會履行多項職責。有關該等委員會的進一步詳情載於本報告。

董事會目前由七名董事組成，包括三名執行董事、一名非執行董事及三名獨立非執行董事：

### 執行董事

陳聖弼先生  
*(主席兼行政總裁)*  
呂禕麟先生 *(總裁)*  
林新福先生

### 非執行董事

陳升女士

### 獨立非執行董事

陳文華先生  
梁兆康先生  
彭淑女士

本公司董事的履歷詳情載於本年報「董事及高級管理人員」一節。





## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Chen Sheng Bi, the Chairman of the Company, was also appointed as the Chief Executive Officer of the Company. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person has the benefit of ensuring consistent leadership within the Group and enables more effective and efficient overall strategic planning for the Group. The Board further believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by current Board which comprises experienced and high calibre individuals with sufficient number thereof being Non-executive Directors and Independent Non-executive Directors.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

For the year ended 31 December 2016, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three Independent Non-executive Directors representing one-third of the Board. These Independent Non-executive Directors are individuals from diversified backgrounds and industries and one member has appropriate accounting and related financial management expertise.

The Independent Non-executive Directors serve the relevant function of bringing independent judgment and advice on the overall management of the Company. They take the lead where potential conflicts of interests arise. The Company has received an annual confirmation of independence from each of the Independent Non-executive Directors. The Company is of the view that all of the Independent Non-executive Directors meet the guidelines for assessing independence as set out in the Listing Rules and considers them to be independent.

## DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT

According to the code provision A.6.5 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the board remains informed and relevant.

All Directors have participated in continuous professional development by way of attending seminars relating to their role as a Director of the Company.

## 主席及行政總裁

本公司主席陳聖弼先生亦獲委任為本公司行政總裁。董事會認為，由同一個人兼任主席與行政總裁之角色，有利於確保本集團貫徹一致的領導，更有效及有效率地計劃本集團的整體策略。董事會進一步認為，現時的安排不會削弱職能與權力兩者間的平衡，而現時由經驗豐富及能力超卓的人才（其中有充足的人數擔任非執行董事及獨立非執行董事）組成的董事會足以確保職能與權力兩者間的平衡。

## 獨立非執行董事

截至二零一六年十二月三十一日止年度，董事會一直遵守上市規則有關委任最少三名獨立非執行董事（佔董事會人數的三分之一）的規定。該等獨立非執行董事乃來自多元化背景及行業的人士，其中一名成員擁有適當會計及相關財務管理專門技能。

獨立非執行董事擔當有關職能，就本公司的整體管理提供獨立判斷及意見。當發生潛在利益衝突時，彼等將發揮領導功能。本公司已收到每名獨立非執行董事的年度獨立性確認函。本公司認為所有獨立非執行董事均符合上市規則載列的評核獨立性指引，並認為彼等均為獨立人士。

## 董事的持續培訓及發展

根據企業管治守則的守則條文A.6.5，全體董事均須參與持續專業發展，以增進並更新其知識及技能，確保各董事在知情情況下對董事會作出切合需要的貢獻。

全體董事已透過出席與其作為本公司董事的職務有關的研討會，參與持續專業發展。



## BOARD MEETINGS AND GENERAL MEETING

During the year ended 31 December 2016, one annual general meeting and four Board meetings were held. All Directors were given an opportunity to include any matters in the agenda for regular Board meetings, and were also given sufficient time to review documents and information relating to matters to be discussed in Board meeting in advance.

### Name of Director

#### 董事姓名

Name of Director 董事姓名		Annual general meeting attended 出席股東週年大會	Board meetings attended 出席董事會會議
Mr. Chen Sheng Bi	陳聖弼先生	1/1	4/4
Mr. Lu Yilin (Appointed on 17 June 2016)	呂禕麟先生(於二零一六年 六月十七日獲委任)	0/1	2/4
Mr. Lin Xin Fu	林新福先生	1/1	4/4
Ms. Chen Sheng	陳升女士	1/1	4/4
Mr. Chen Wen Hua	陳文華先生	1/1	4/4
Mr. Leung Siu Hong	梁兆康先生	1/1	4/4
Ms. Peng Xu	彭淑女士	1/1	4/4

Board minutes are kept by the Company Secretary and are open for inspection by the Directors. Every Board member is entitled to have access to Board papers and related materials, and has unrestricted access to the advice and services of the Company Secretary, and has the liberty to seek external professional advice if so required.

The Board is responsible for maintaining an on-going dialogue with shareholders and in particular, uses annual general meetings or other general meetings to communicate with them and encourage their participation. The Board notes that the Chairman of the Board and the chairmen or, in their absence, other members of the audit committee (“Audit Committee”), nomination committee (“Nomination Committee”) and remuneration committee (“Remuneration Committee”) of the Company should attend the annual general meeting to answer questions and collect views of shareholders.

## 董事會會議及股東大會

截至二零一六年十二月三十一日止年度，已舉行一次股東週年大會及四次董事會會議。全體董事均有機會將任何事項納入常規董事會會議議程內，且均亦獲充足時間可提前審閱有關將予董事會會議上討論的事項之文件及資料。

董事會會議記錄由公司秘書保存，並公開予董事查閱。每名董事會成員有權查閱董事會文件及相關資料，並可無限制取得公司秘書的意見及服務，以及於有需要時尋求外部專業意見。

董事會負責與股東持續保持對話，尤其是藉股東週年大會或其他股東大會與股東溝通，並鼓勵股東參加。董事會知悉董事會主席及本公司審核委員會（「審核委員會」）、提名委員會（「提名委員會」）及薪酬委員會（「薪酬委員會」）之主席（或倘彼等主席缺席會議，則其他成員）須出席股東週年大會回答問題及收集股東意見。



## BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee (collectively, the “Board Committees”) for overseeing particular aspects of the Company’s affairs under its defined scope of duties and terms of reference. The terms of reference of each of the Board Committees are posted on the websites of the Company and the Stock Exchange. The Board Committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company’s expense.

## NOMINATION COMMITTEE

The Company established the Nomination Committee on 7 August 2015 with written terms of reference, which was aligned with the CG Code. The terms of reference of the Nomination Committee is currently made available on the Stock Exchange’s website and the Company’s website.

The Nomination Committee consists of two Independent Non-executive Directors, namely Ms. Peng Xu (as chairlady) and Mr. Chen Wen Hua, and one Non-executive Director, namely Ms. Chen Sheng.

The functions of the Nomination Committee are to review and monitor the structure, size and composition of the Board and make recommendations on any proposed changes to the Board to complement the Group’s strategy; to identifying qualified individuals to become members of the Board; to assess the independence of independent non-executive Directors; and to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer.

## 董事委員會

董事會已成立審核委員會、薪酬委員會及提名委員會（統稱「董事委員會」），以按指定職務範疇及職權範圍監督本公司事務的特定事項。各董事委員會的職權範圍刊登於本公司及聯交所網站。董事委員會獲得充足資源以履行其職務，並於合理要求時，在適當的情況下，能夠尋求獨立專業意見，而費用由本公司支付。

## 提名委員會

本公司於二零一五年八月七日成立提名委員會，並設有與企業管治守則一致的書面職權範圍。提名委員會之職權範圍現時可於聯交所網站及本公司網站查閱。

提名委員會由兩名獨立非執行董事即彭淑女士（擔任主席）及陳文華先生以及一名非執行董事即陳升女士組成。

提名委員會的職能為檢討及監控董事會的架構、人數及組成，並就任何為配合本集團策略而擬對董事會作出的變動提供建議；物色具備合適資格可擔任董事會成員的人士；評估獨立非執行董事的獨立性；以及就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃向董事會提出建議。



During the year ended 31 December 2016, the Nomination Committee held 2 meetings for (1) reviewing the Board composition, (2) recommending the Board on the appointment of Directors, (3) reviewing the independence of the independent non-executive Directors, (4) assessing the necessity to set measurable objectives for implementing the Policy and (5) considering the re-election of retiring Directors.

截至二零一六年十二月三十一日止年度，提名委員會已舉行二次會議以(1)審閱董事會組成，(2)就董事委任向董事會提出建議，(3)審閱獨立非執行董事之獨立性，(4)評估設定實施政策之可衡量目標之必要性及(5)考慮重選退任董事。

Nomination Committee member 提名委員會成員		Number of attendance 出席次數
Ms. Peng Xu	彭淑女士	2/2
Mr. Chen Wen Hua	陳文華先生	2/2
Ms. Chen Sheng	陳升女士	2/2

## REMUNERATION COMMITTEE

The Company established the Remuneration Committee on 7 August 2015 with written terms of reference, which was aligned with the CG Code. The terms of reference of the Remuneration Committee is currently made available on the Stock Exchange's website and the Company's website.

## 薪酬委員會

本公司於二零一五年八月七日成立薪酬委員會，並設有與企業管治守則一致的書面職權範圍。薪酬委員會之職權範圍現時可於聯交所網站及本公司網站查閱。

The Remuneration Committee consists of one Independent Non-executive Director, namely Mr. Chen Wen Hua (as chairman), one Executive Director, namely Mr. Lin Xin Fu and one Non-executive Director, namely Ms. Chen Sheng.

薪酬委員會由一名獨立非執行董事即陳文華先生（擔任主席）、一名執行董事即林新福先生及一名非執行董事即陳升女士組成。

The functions of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure on the remuneration packages for all Directors' and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy. The model of Remuneration Committee described in code provision B.1.2(c)(ii) of the CG Code has been adopted by the Remuneration Committee, which to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment.

薪酬委員會的職能為就全體董事及高級管理人員薪酬方案的政策及架構，及就制訂薪酬政策而設立正式及具透明度的程序，向董事會提供推薦意見。薪酬委員會已採納企業管治守則條文B.1.2(c)(ii)所述的薪酬委員會模式，向董事會建議個別執行董事及高級管理人員的薪酬待遇，包括實物福利、退休金權利及補償金（包括喪失或終止職務或委任的任何應付補償）。



During the year ended 31 December 2016, the Remuneration Committee held 2 meetings for reviewing the remuneration structure for the Executive Directors and senior management and the remuneration proposals for the year 2015/2016.

截至二零一六年十二月三十一日止年度，薪酬委員會已舉行二次會議以審閱執行董事及高級管理人員之薪酬架構及有關二零一五／二零一六年之薪酬建議。

Remuneration Committee member 薪酬委員會成員		Number of attendance 出席次數
Mr. Chen Wen Hua	陳文華先生	2/2
Mr. Lin Xin Fu	林新福先生	2/2
Ms. Chen Sheng	陳升女士	2/2

## AUDIT COMMITTEE

The Company established the Audit Committee on 7 August 2015 with written terms of reference, which was aligned with the CG Code. The terms of reference of the Audit Committee is currently made available on the Stock Exchange's website and the Company's website.

## 審核委員會

本公司於二零一五年八月七日成立審核委員會，並設有與企業管治守則一致的書面職責範圍。審核委員會之職權範圍現時可於聯交所網站及本公司網站查閱。

The Audit Committee consists of three Independent Non-executive Director, namely Mr. Leung Siu Hong (as chairman), Mr. Chen Wen Hua and Ms. Peng Xu.

審核委員會由三名獨立非執行董事即梁兆康先生（擔任主席）、陳文華先生及彭淑女士組成。

The Audit Committee is mainly responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of such auditor; reviewing the interim and annual reports and accounts of the Group; and overseeing the Company's financial reporting system (including the adequacy of resources, qualifications and experience of staff in charge of the Company's financial reporting function and their training arrangement and budget) and the risk management and internal control procedures.

審核委員會主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；審閱本集團的中期及年度報告以及賬目；以及監督本公司的財務匯報系統（包括資源、負責本公司財務匯報職能的員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足）及風險管理及內部監控程序。

The Audit Committee meets the external auditor regularly to discuss any area of concern during the audit. The Audit Committee reviews the interim and annual reports before submission to the Board. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the Listing Rules and the legal requirements in the review of the Company's interim and annual report.

審核委員會定期與外聘核數師會面，以討論審核過程中任何關注事項。審核委員會於呈交董事會前審閱中期及年度報告。審核委員會不僅著重會計政策及慣例變動的影響，亦著重本公司的中期及年度報告是否已符合會計準則、上市規則及法定要求。





During the year ended 31 December 2016, the Audit Committee held 3 meetings.

截至二零一六年十二月三十一日止年度，審核委員會已舉行三次會議。

**Audit Committee member**  
**審核委員會成員**

**Number of  
attendance**  
**出席次數**

Mr. Leung Siu Hong	梁兆康先生	3/3
Mr. Chen Wen Hua	陳文華先生	3/3
Ms. Peng Xu	彭淑女士	3/3

During the year ended 31 December 2016, the Audit Committee reviewed, among others, the annual and interim results of the Group, which were in the opinion of the Audit Committee that the preparation of such consolidated financial statements and results complied with the applicable accounting standards and the Listing Rules.

截至二零一六年十二月三十一日止年度，審核委員會已審閱（其中包括）本集團年度及中期業績，審核委員會認為有關綜合財務報表及業績已遵照適用會計準則及上市規則編製。

The Audit Committee noted the existing internal control and risk management systems of the Group and also noted that review of the same shall be carried out annually.

審核委員會知悉本集團現有內部監控及風險管理系統並亦知悉須每年進行審閱。

**COMPANY SECRETARY**

Mr. Chong Man Hung Jeffrey was appointed as the Company Secretary of the Company on 21 May 2015. The biographical details of Mr. Chong are set out under the section headed “Directors and Senior Management” in the annual report.

**公司秘書**

莊文鴻先生於二零一五年五月二十一日獲委任為本公司的公司秘書。莊先生的履歷詳情載於年報「董事及高級管理人員」一節。

According to the requirements of Rule 3.29 of the Listing Rules, Mr. Chong had taken no less than 15 hours of relevant professional training for the year ended 31 December 2016.

根據上市規則第3.29條之規定，莊先生於截至二零一六年十二月三十一日止年度已接受不少於15個小時的相關專業培訓。

**CORPORATE GOVERNANCE FUNCTIONS**

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

**企業管治職能**

董事會負責履行企業管治守則的守則條文D.3.1所載的職能。

The Board has reviewed the Company’s corporate governance policies and practices, training and continuous professional and development of Directors and senior management, the Company’s policies and practices on compliance with legal and regulatory requirements, the compliance with the Model Code, and the Company’s compliance with the CG Code and disclosure in this Corporate Governance Report.

董事會已檢討本公司的企業管治政策及常規、董事及高級管理人員的培訓及持續專業發展、本公司在遵守法律及法規規定、遵守標準守則及本公司遵守企業管治守則方面的政策及常規以及本企業管治報告的披露情況。



## AUDITORS' REMUNERATION

For the year ended 31 December 2016, the remuneration paid/payable to the Company's auditor, Grant Thornton Hong Kong Limited, is as follows:

Nature of services 服務的性質		HK\$'000 千港元
Audit services	審計服務	910,000
Non-audit services	非審計服務	
– Interim review	– 中期審閱	200,000
Total	總計	1,110,000

## DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Board acknowledges its responsibility to prepare the Company's consolidated financial statements for each financial year which give a true and fair view of the state of affairs of the Group and the Company and of the results and cash flows of the Group for that year. In preparing the consolidated financial statements for the year ended 31 December 2016, the Board has selected suitable accounting policies and applied them consistently; made judgments and estimates that are prudent, fair and reasonable and prepared the accounts on a going concern basis.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

## 核數師酬金

截至二零一六年十二月三十一日止年度，已付／應付本公司核數師致同（香港）會計師事務所有限公司酬金如下：

## 董事就財務報表的責任

董事會確認其對編製本公司各財政年度的綜合財務報表的責任，綜合財務報表已真實並公平地反映本集團及本公司的事務狀況以及本集團於該年度的業績與現金流量。於編製截至二零一六年十二月三十一日止年度綜合財務報表時，董事會選擇適當會計政策並貫徹應用；作出的判斷及估計為審慎、公平及合理，並按持續經營基準編製賬目。

董事負責採取一切合理所需行動，以保障本集團的資產，並防止及發現欺瞞行為及其他違法行為。

董事於作出合理查詢後認為本集團具備足夠資源以於可見將來繼續營運，故於編製綜合財務報表時適合採用持續基準。



## RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that it has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The systems and internal controls can only provide reasonable and not absolute assurance against material misstatement or loss, as they are designed to manage, rather than eliminate the risk of failure to achieve business objectives.

The Group has established an on-going process for identifying, evaluating and managing the significant risks of the Group. Business units are responsible for identifying, assessing and monitoring risks associated with their respective units. The results of evaluation will be reported to management through regular internal meetings. Each year, management prepares the risk assessment report listing the risks identified and management's assessment on the impact to the Group. The Board discusses findings in the risk assessment report and evaluates the effectiveness of the risk management and internal control system in Board meeting.

The Group handles and disseminates inside information with due care. Staff is required to comply with the confidentiality terms inside the staff manual. Only personnel at appropriate level can get reach of price sensitive and inside information.

Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements.

## 風險管理及內部監控

董事會確認其有整體責任評估及釐定本集團為達成策略目標所願承擔的風險性質及程度，並維持穩健及有效的風險管理及內部監控系統。董事會監察管理層在設計、實行和監察風險管理及內部監控系統方面的工作。有關系統及內部監控只能針對重大錯報或損失提供合理但並非絕對的保證，因為有關系統及內部監控旨在管理，而不是消除未能實現業務目標的風險。

本集團已制訂一套持續的程序，以識別、評估及管理本集團的顯著風險。業務單位負責識別、評估及監察與本身單位相關的風險。評價結果將通過定期內部會議向管理層報告。每年，管理層編製風險評估報告，列出所確定的風險，以及管理層對本集團所受影響的評估。董事會討論風險評估報告中的結果，並在董事會會議上評估風險管理及內部監控系統的成效。

本集團審慎處理和發放內幕消息。員工必須遵守員工手冊中的保密條款。僅適當級別的人員才獲准接觸價格敏感資料及內幕消息。

本集團設計並制訂適當的政策和監控措施，以確保資產得到保障，防止不當使用或處置；集團亦恪守和遵從相關規則和規例，並且根據相關會計準則和監管報告規定存置可靠的財務和會計記錄。



The Group does not have an internal audit function due to the size of the Group and for cost effectiveness consideration. Instead, a review on the internal control system is done annually by independent qualified accountant. During the year, the independent qualified accountant conducted an annual review to assess the effectiveness of the Group's risk management and internal control systems. The review covered major financial, operational controls in rotation basis and also the risk management functions. No significant deficiency was identified during course of review and the systems were operating effectively and adequately. The internal control report findings and recommendations were discussed with the Audit Committee and Audit Committee reports the findings to the Board. The Group continues to review the need for an internal audit function annually.

## BUSINESS ACTIVITIES IN SANCTIONED COUNTRIES

The US government and other jurisdictions, including the European Union, the United Nations and the Australia government, have comprehensive or broad economic sanctions targeting the Sanctioned Countries<sup>(note 1)</sup> and Sanctioned Persons<sup>(note 2)</sup>.

Note 1 – Sanctioned Countries are those countries which are the targets of economic sanctions as administered by the U.S., the EU, the United Nations and Australia.

Note 2 – Sanctioned Persons are certain person(s) and entity(ies) listed on the United States Department of Treasury's Office of Foreign Assets Control Specially Designated Nationals and Blocked Persons List or other restricted parties lists maintained by the EU, the United Nations or Australia.

基於本集團的規模及本著成本效益，本集團並無設立內部審計職能。取而代之的是，獨立合資格會計師每年審查內部監控系統。於本年度，獨立合資格會計師進行年度審查，以評估本集團風險管理及內部監控系統的成效。審查以輪流基準涵蓋主要財務、營運監控措施以及風險管理職能。審查過程中並無發現重大缺陷而該等系統的運作為有效及適當。內部監控報告的結果和建議乃與審核委員會討論，而審核委員會繼而向董事會報告結果。本集團每年繼續檢討是否需要設立內部審計職能。

## 於受制裁國家的業務活動

美國政府及其他司法權區（包括歐盟、聯合國及澳洲政府）對受制裁國家<sup>(附註1)</sup>及受制裁人士<sup>(附註2)</sup>進行全面的經濟制裁。

附註1 – 受制裁國家指按美國、歐盟、聯合國及澳洲所執行屬經濟制裁目標的該等國家。

附註2 – 受制裁人士指名列美國財政部海外資產控制辦公室的特別指定國民及被禁人士名單或歐盟、聯合國或澳洲所存置的其他受限制人士名單內的若干人士及實體。



The Board had effectively monitored and evaluated our business exposure to sanctions risk, including assigning senior staff to review and approve all relevant business transaction documents from customers or potential customers from Sanctioned Countries and Sanctioned Persons. The designated staff reviewed information relating to the counterparty of the contract (such as identity, nature of business, etc.) along with the draft business transaction documentation. The designated staff checked the counterparty against the various lists of restricted parties and countries maintained by the US, the European Union, Australia or the United Nations, including, without limitation, any government, individual or entity that is the subject of any OFAC-administered sanctions which lists are publicly available, and determine whether the counterparty is, or is owned or controlled by, a person located in any of the Sanctioned Countries or a Sanctioned Person. If any potential sanctions risk is identified, we will seek advice from external legal counsel with necessary expertise.

During the year ended 31 December 2016, none of our products were sold to any Sanctioned Countries or Sanctioned Persons.

## NON-COMPETITION UNDERTAKING

Master Professional Holdings Limited, Summit Quest Holdings Limited, Mr. Chen Sheng Bi and Mr. Chen Sheng Guan (the “Controlling Shareholders”), being the controlling shareholders (as defined under the Listing Rules) of the Company, gave a non-competition deed undertaking in favour of the Company (the “Non-competition Undertaking”). Each of the Controlling Shareholders has undertaken under the Non-Competition Undertaking that he, or it shall provide to the Company and the Directors from time to time (including the Independent Non-executive Directors) with all information necessary for the annual review by the Independent Non-executive Directors with regard to compliance of the terms of the Non-Competition Undertaking by the Controlling Shareholders and the enforcement of the Non-Competition Undertaking.

Each of the Controlling Shareholders has confirmed compliance with the terms of the Non-competition Undertaking and that during the year under review, there was no matter requiring deliberation by the Board in relation to the compliance and enforcement of the Non-competition Undertaking. The Board comprising all the Independent Non-executive Directors is of the view that such Controlling Shareholders have complied with the Non-competition Undertaking in favour of the Company.

董事會已有效監察及評估我們業務所承受的交易風險，包括指派高級員工審閱及批准來自受制裁國家客戶或潛在客戶及受制裁人士的全部相關業務交易文件。指定員工審閱有關合約對手方的資料（如身份、業務性質等）以及業務交易文件草擬稿。指定員工會將對手方與美國、歐盟、澳洲或聯合國所存置的各類受限制方及國家名單（包括但不限於任何受OFAC制裁的政府、個人或實體（名單可公開取得））進行對比檢查，並確定對手方是否為位於受制裁國家的人士或受制裁人士所擁有或控制。如發現存在任何潛在制裁風險，我們將向具備必需專門知識的外部法律顧問尋求意見。

於截至二零一六年十二月三十一日止年度內，我們的產品並無對任何制裁國家或受制裁人士進行銷售。

## 不競爭承諾

本公司控股股東（定義見上市規則）Master Professional Holdings Limited、Summit Quest Holdings Limited、陳聖弼先生及陳聖冠先生（「控股股東」）均已作出以本公司為受益人的不競爭契據承諾（「不競爭承諾」）。各控股股東已承諾，根據不競爭承諾，其將不時向本公司及董事（包括獨立非執行董事）提供獨立非執行董事就控股股東遵守不競爭承諾條款及執行不競爭承諾進行年度檢討所需的所有資料。

各控股股東已確認遵守不競爭承諾條款及於回顧年度內並無有關執行不競爭承諾的事宜須提請董事會考慮。董事會（包括全體獨立非執行董事）認為，該等控股股東已遵守以本公司為受益人的不競爭承諾。





## COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognizes the importance of transparency and timely disclosure of corporate information, which enables shareholders and investors to make appropriate investment decisions.

The members of the Board and Board Committees and the external auditor will be present to answer shareholders' questions in the annual general meetings of the Company. Circulars will be distributed to all shareholders before the annual general meeting and any special general meetings in accordance with the timeline requirement as laid down in the Listing Rules and the articles of association of the Company. All the resolutions proposed to be approved at the general meetings will be taken by poll and poll voting results will be published on the websites of the Stock Exchange and the Company after the relevant general meetings.

As a channel to promote effective communication, the Group maintains a website where information on the Company's announcements, financial information and other information are posted. Shareholders and investors may write directly to the Company at its principal place of business in Hong Kong with any enquires.

## 與股東及投資者的溝通

本公司相信與股東有效溝通對增進投資者關係與令投資者瞭解本集團的業務表現及策略甚為重要。本集團亦明白公司資料透明及適時披露的重要性，這令股東及投資者能夠作出合適的投資決定。

董事會成員及董事會屬下委員會委員與外聘核數師將出席本公司股東週年大會以回答股東提問。通函將按照上市規則及本公司的組織章程細則所規定的時限，於股東週年大會及任何股東特別大會前派發予全體股東。全部提呈將於股東大會上批准的決議案將以投票方式進行表決，投票結果將於有關股東大會後在聯交所及本公司網站刊登。

作為鼓勵有效溝通的渠道，本集團設立網站以刊登本公司公佈的資料、財務資料及其他資料。股東和投資者可將任何查詢以書面形式直接寄往本公司的香港主要營業地點。



## SHAREHOLDERS' RIGHTS

### Convening of Special General Meetings and Requisition by Shareholders

Pursuant to article 64 of the articles of association of the Company, extraordinary general meetings shall be convened on the requisition of 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 having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

### PUTTING FORWARD ENQUIRIES TO THE BOARD

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company.

### CONTACT DETAILS

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Room 2909, Prosperity Centre,  
25 Chong Yip Street,  
Kwun Tong, Kowloon,  
Hong Kong  
(For the attention of the Company Secretary)

Fax: (852) 2511 1410

E-mail: ir@partytime.com.cn

As regards to proposing a person other than the retiring Director for election as a Director in a general meeting, please refer to the procedures available on the website of the Company. Shareholders may write directly to the Company at its principal place of business in Hong Kong with any inquiries.

## 股東權利

### 召開股東特別大會及股東提出請求

根據本公司組織章程細則第64條，股東特別大會可由一名或多名股東要求召開，而該等股東於提出要求當日須持有本公司實繳股本不少於十分之一並有權在股東大會上投票。有關要求須以書面形式向董事會或秘書提出，藉以要求董事會就處理有關要求所指明之任何事務而召開股東特別大會。有關會議須在存放該請求書後2個月內召開。如董事會在請求書存放日期起計21日內未有進行安排召開有關會議，則請求人（或多名請求人）可用相同方式自行召開會議，且請求人因董事會未有妥為召開會議而招致的所有合理費用，須由本公司償還請求人。

### 向董事會作出查詢

就向董事會作出任何查詢而言，股東可將書面查詢寄送至本公司。

### 聯絡詳情

股東可透過以下方式寄送上述查詢或請求：

地址：香港  
九龍觀塘  
創業街25號  
創富中心2909室  
(收件人為公司秘書)

傳真：(852) 2511 1410

電郵：ir@partytime.com.cn

有關於股東大會上提議退任董事以外的人士參選董事，請參閱載於本公司網站上的程序。股東如有任何查詢，可直接致函本公司的香港主要營業地點。





# Directors and Senior Management 董事及高級管理人員

## EXECUTIVE DIRECTORS

**Mr. Chen Sheng Bi**, aged 44, is the Chairman, Executive Director and Chief Executive Officer of the Company. Mr. Chen is one of the founder of the Group. He founded the Group in March 2004 and was appointed to the Board and Chief Executive Officer of the Company on 12 February 2015. Mr. Chen is also the president and the general manager of Jiangxi Styler Industrial Co., Ltd. ("Jiangxi Styler"), Yiwu Styler and Yiwu Partytime, all of which are subsidiaries of the Company.

Mr. Chen has over 21 years of experience in the development, manufacturing and sales of party-related products, and primarily responsible for formulating the corporate strategies and planning the business development of our Group.

**Mr. Lu Yilin**, aged 35, is the President and Executive Director of the Company. Mr. Lu joined our Group in 2016 and was appointed as President and Executive Director on 17 June 2016. Prior to joining the Group, Mr. Lu held the position of executive director at China Merchants Securities (HK) Co., Limited. He has also worked as managing director in Cantor Fitzgerald (Hong Kong) Capital Markets Limited and responsible officers of CICC US Securities (Hong Kong) Limited. Mr. Lu has over 10 years of experience of dealing in and advising on securities. Mr. Lu is currently a licensed person to carry out type 1 regulated activity (dealing in securities) under the SFO. He is also a charterholder of both Chartered Financial Analyst (CFA) and Financial Risk Manager (FRM).

**Mr. Lin Xin Fu**, aged 34, is an Executive Director of the Company. Mr. Lin joined our Group since 2006 and was appointed as Executive Director of the Company on 5 May 2015. Mr. Lin is also the vice general manager of Jiangxi Styler and is responsible for the sales activities and foreign trade of our Group.

Mr. Lin has over ten years of experience in manufacturing and sales of animation derivatives. He has extensive experience in the sales and trading of cosplay wigs, cosplay costumes, sexy lingerie and party-related accessories.

## NON-EXECUTIVE DIRECTOR

**Ms. Chen Sheng**, aged 44, is a Non-executive Director of the Company. She was appointed as a Non-executive Director of the Company on 5 May 2015.

## 執行董事

**陳聖弼先生**，44歲，為本公司之主席、執行董事兼行政總裁。陳先生為本集團之創辦人之一。彼於二零零四年三月創辦本集團並於二零一五年二月十二日獲委任加入董事會並獲委任為本公司行政總裁。陳先生亦為本公司附屬公司江西絲黛實業有限公司（「江西絲黛」）、義烏絲黛及義烏派對之總裁兼總經理。

陳先生在派對相關產品的開發、生產及銷售方面擁有逾21年的經驗，及主要負責制訂本集團的企業策略及規劃其業務發展。

**呂禱麟先生**，35歲，為本公司總裁兼執行董事。呂先生於二零一六年加入本集團及於二零一六年六月十七日獲委任為總裁兼執行董事。於加入本集團之前，呂先生於招商證券（香港）有限公司擔任執行董事職位。彼亦曾於建達（香港）資本市場有限公司擔任董事總經理及中金美國證券（香港）有限公司之負責人。呂先生於證券買賣及就證券提供意見方面擁有逾10年經驗。呂先生現時為可進行證券及期貨條例項下之第一類受規管活動（證券買賣）之持牌人士。彼亦為特許金融分析師及金融風險管理師。

**林新福先生**，34歲，為本公司執行董事。林先生自二零零六年加入本集團，並於二零一五年五月五日獲委任為本公司執行董事。林先生亦為江西絲黛的副總經理，並負責本集團的銷售及外貿活動。

林先生於製造及銷售動漫衍生產品方面擁有逾十年經驗。彼在角色扮演假髮、角色扮演服飾、性感內衣及派對相關飾品的銷售及貿易方面富有經驗。

## 非執行董事

**陳升女士**，44歲，為本公司非執行董事。彼於二零一五年五月五日獲委任為本公司非執行董事。



## Directors and Senior Management 董事及高級管理人員

Ms. Chen has over 24 years of compliance experience. Prior to joining our Group, she served at the Fuzhou City Local Tax Authority (福州市地方稅務局) and the Fuzhou Gute Construction Engineering Co., Ltd (福州固特建築工程有限公司). Ms. Chen is responsible for overseeing the corporate governance of our Group. Ms. Chen is the sister-in-law of Mr. Chen Sheng Bi.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Chen Wen Hua**, aged 49, is appointed an Independent Non-executive Director of the Company on 7 August 2015. He is the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nomination Committee of the Company respectively.

Mr. Chen obtained a Doctoral Degree in Economics from Jiangxi University of Finance and Economics (江西財經大學工商學院) in June 2006, and has been a member of the Eleventh National Committee of the Chinese People's Political Consultative Conference of Jiangxi Province (中國人民政治協商會議江西省第十一屆委員會) in January 2013.

Mr. Chen has over 24 years of experience in education industry. He currently is Supervisor for Master and Professor of the Jiangxi Normal University (江西師範大學) and Professor of the Shenzhen Institute of Information Technology (深圳信息職業技術學院).

**Mr. Leung Siu Hong**, aged 41, is appointed an Independent Non-executive Director of the Company on 7 August 2015. He is the Chairman of the Audit committee.

Mr. Leung is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators.

Mr. Leung has over 19 years of experience in accounting. He currently serves as the financial controller and company secretary of China Starch Holdings Limited (中國澱粉控股有限公司) (Stock Code: 3838), the independent non-executive director of A. Plus Group Holdings Limited (Stock Code: 8251) and Sanroc International Holdings Limited (Stock Code: 1660). He was also an independent non-executive director of Legend Strategy International Holdings Group Company Limited (Stock Code: 1355) till 9 March 2017.

陳女士擁有逾24年合規經驗。於加入本集團前，彼在福州市地方稅務局及福州固特建築工程有限公司任職。陳女士負責監管本集團的企業管治。陳女士為陳聖弼先生的兄嫂。

### 獨立非執行董事

**陳文華先生**，49歲，於二零一五年八月七日獲委任為本公司獨立非執行董事。彼分別為本公司薪酬委員會主席、審核委員會及提名委員會成員。

陳先生於二零零六年六月取得江西財經大學工商學院經濟學博士學位，並於二零一三年一月為中國人民政治協商會議江西省第十一屆委員會委員。

陳先生積逾24年的教育行業經驗。彼目前擔任江西師範大學碩士生導師、教授，及深圳信息職業技術學院教授。

**梁兆康先生**，41歲，於二零一五年八月七日獲委任為本公司獨立非執行董事。彼為審核委員會主席。

梁先生為特許公認會計師公會、香港會計師公會、香港特許秘書公會及英國特許秘書及行政人員公會的資深會員。

梁先生於會計界擁有逾19年經驗。彼目前擔任中國澱粉控股有限公司(股份代號: 3838)財務總監及公司秘書、優越集團控股有限公司(股份代號: 8251)及善樂國際控股有限公司(股份代號: 1660)之獨立非執行董事。直至二零一七年三月九日，彼亦為枋濬國際集團控股有限公司(股份代號: 1355)之獨立非執行董事。





**Ms. Peng Xu**, aged 44, is appointed an Independent Non-executive Director of the Company on 7 August 2015. She is the Chairlady of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of the Company respectively.

Ms. Peng obtained a Doctoral Degree in International Law from the East China University of Political Science and Law (華東政法大學) in January 2007. Ms. Peng is qualified as a lawyer in the PRC since May 1999.

Ms. Peng has over 17 years of experience in the legal industry. She currently serves as an associate professor of the International Law Faculty (國際法學院) at the East China University of Political Science and Law (華東政法大學).

## SENIOR MANAGEMENT

**Mr. Chong Man Hung Jeffrey**, aged 38, joined our group as the Chief Financial Officer and Company Secretary on 21 May 2015.

Mr. Chong is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. Chong has over 16 years of experience in audit and finance and is responsible for the financial planning, management, internal control, investor relations and company secretarial matters of our Group.

**Mr. Xiong Tie Jun**, aged 41, joined our Group since 2010 and is the vice general manager of Jiangxi Styler.

Mr. Xiong obtained a Master Degree of Business Administration from the Guangdong Sun Yat-sen University (廣東中山大學) in June 2008.

Mr. Xiong has over 16 years of experience in human resource management and he is responsible for overseeing the production of Jiangxi Styler.

**彭淑女士**，44歲，於二零一五年八月七日獲委任為本公司獨立非執行董事。彼分別為本公司提名委員會主席、審核委員會及薪酬委員會成員。

彭女士於二零零七年一月獲得華東政法大學國際法博士學位。彭女士於一九九九年五月成為中國執業律師。

彭女士於法律行業擁有逾17年經驗。彼目前擔任華東政法大學國際法學院副教授。

## 高級管理人員

**莊文鴻先生**，38歲，於二零一五年五月二十一日加入本集團擔任財務總監及公司秘書。

莊先生為香港會計師公會會員。

莊先生於審計及金融行業擁有逾16年經驗，及負責本集團的財務規劃、管理、內部控制、投資者關係及公司秘書事宜。

**熊鐵軍先生**，41歲，自二零一零年加入本集團並擔任江西絲黛的副總經理。

於二零零八年六月，熊先生獲得廣東中山大學工商管理碩士學位。

熊先生於人力資源管理方面擁有逾16年經驗，及彼負責監督江西絲黛的生產。





# Report of the Directors 董事會報告書

## REPORT OF DIRECTORS

The board of directors of the Company is pleased to submit their first report together with the audited financial statements of the Group for the year ended 31 December 2016.

### Use of Proceeds From the Company's Share Offer

The Company's shares were listed on the Stock Exchange on 16 October 2015 and raised a net proceed from its initial public offering of approximately HK\$158.7 million (equivalent to approximately RMB 130.0 million); during the year ended 31 December 2016, all of the net proceeds from the listing were utilized in accordance with the proposed applications set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

### Principal Activities

The Company is an investment company and the subsidiaries are principally engaged in the design, development, production, sales and marketing of cosplay products (including cosplay costumes and cosplay wigs) and sexy lingerie.

### Results and Appropriations

The results of the Group for the year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 77 and 78.

The Directors do not recommend payment of any dividend for the year ended 31 December 2016.

### Business Review

The business review of the Group for the year ended 31 December 2016 is set out in the sections headed "Directors' Business Review and Management Discussion and Analysis" on pages 9 to 20 respectively of this Annual Report.

### Environmental, Social and Corporate Responsibility

Details of which is set out in pages 47 to 67 of the Environment, Social and Governance Report in this annual report.

## 董事會報告書

本公司董事會欣然提呈其首份報告，連同本集團截至二零一六年十二月三十一日止年度的經審核財務報表。

### 本公司股份發售的所得款項用途

本公司股份於二零一五年十月十六日於聯交所上市及自其首次公開發售籌集所得款項淨額約為158.7百萬港元（相等於約人民幣130.0百萬元），截至二零一六年十二月三十一日止年度，所有來自上市的所得款項淨額已按招股章程「未來計劃及所得款項用途」一節所載的建議用途使用。

### 主要業務活動

本公司為一間投資公司，而其附屬公司主要從事設計、開發、生產、銷售及營銷角色扮演產品（包括角色扮演服飾及角色扮演假髮）及性感內衣。

### 業績及分派

本集團於本年度的業績載於第77頁及78頁的綜合損益及其他全面收益表。

董事並不建議就截至二零一六年十二月三十一日止年度支付任何股息。

### 業務回顧

本集團截至二零一六年十二月三十一日止年度之業務回顧分別載於本年報第9至20頁的「董事業務回顧以及管理層討論及分析」一節。

### 環境、社會及企業責任

其詳情載於本年報環境、社會及管治報告第47至67頁。





## Summary Financial Information

A summary of the results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 164.

## Property, Plant and equipment and Prepaid Land Lease Payments

Details of movements in property, plant and equipment and prepaid land lease payments of the Group during the year are set out in notes 15 and 14 to the consolidated financial statements, respectively.

## Share Capital

Details of movements in share capital of the Company during the year are set out in note 25 to the consolidated financial statements.

## Short term borrowings

Details of short term borrowings of the Group as at 31 December 2016 are set out in note 23 to the consolidated financial statements.

## Convertible Bonds

Details of the convertible bonds issued by the Company are set out in note 24 to the consolidated financial statements.

## Pre-emptive Rights

There are no provisions for pre-emptive rights under the Company's Articles or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders of the Company ("Shareholders").

## Purchase, Redemption or Sale of Listed Securities of the Company

Neither the Company nor its subsidiary purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2016.

## Reserves

Details of movements in the reserves of the Company and the Group during the year are set out in consolidated statement of changes in equity and note 27 to the consolidated financial statements.

## 財務資料概要

本集團過往五個財政年度的業績以及資產、負債及非控股權益概要載於第164頁。

## 物業、廠房及設備以及預付土地租賃款項

本集團於本年度的物業、廠房及設備以及預付土地租賃款項的變動詳情分別載於綜合財務報表附註15及14。

## 股本

本集團於本年度的股本變動詳情載於綜合財務報表附註25。

## 短期借款

本集團於二零一六年十二月三十一日的短期借款詳情載於綜合財務報表附註23。

## 可換股債券

本公司發行之可換股債券之詳情載於綜合財務報表附註24。

## 優先購股權

本公司的細則或開曼群島(本公司註冊成立所在的司法權區)法例下均無有關本公司須按比例向本公司現有股東(「股東」)發售新股份的優先購股權規定。

## 購買、贖回或出售本公司的上市證券

截至二零一六年十二月三十一日止年度,本公司或其附屬公司概無購買、贖回或出售本公司的任何上市證券。

## 儲備

本公司及本集團於本年度的儲備變動詳情載於綜合權益變動表及綜合財務報表附註27。



### Distributable Reserves

As at 31 December 2016, the Company's reserves available for distribution, calculated in accordance with the provisions of the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) ("Companies Law") of the Cayman Islands, amounted to approximately RMB119.4 million. Under the Companies Law, the share premium account of the Company of approximately RMB139.2 million as of 31 December 2016 is distributable to the shareholders of the Company provided that immediately following the date on which the dividend, if any, is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.

### Permitted Indemnity Provision

The articles of associations of the Company provides that the Directors shall be indemnified out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts.

The Company has taken out and maintained directors' liability insurance which provides appropriate cover for the Directors and directors of the subsidiaries of the Group.

### Major customers and Suppliers

The aggregate sales attributable to the Group's five largest customers accounted for approximately 34.7% of the total revenue for the year ended 31 December 2016 and the sales attributable to the largest customer included therein accounted for approximately 8.2%.

The Group's purchase from the five largest suppliers for the year ended 31 December 2016 accounted for approximately 28.8% of the Group's total purchases and purchases from the largest supplier included therein accounted for approximately 6.8%.

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors of the Company own more than 5% of the Company's issued share capital) had any interest in the five largest suppliers or customers.

### 可供分派儲備

於二零一六年十二月三十一日，根據開曼群島第22章公司法（一九六一年法例三，經綜合及修訂）（「公司法」）計算的本公司可供分派儲備約為人民幣119.4百萬元。根據公司法，本公司於二零一六年十二月三十一日的股份溢價賬約為人民幣139.2百萬元，如緊隨建議分派股息（如有）日期後，本公司將可在日常業務過程中清償其到期的債務，則股份溢價賬可用以向本公司股東作出分派。股份溢價賬亦可以繳足紅股的形式進行分派。

### 獲准彌償條文

本公司章程細則規定，應就董事在其各自任期或信託內執行其職務或預期之職務時所作出、同意或遺漏的行動而可能招致或承受的一切訴訟、成本、費用、損失、賠償及開支自本公司資產及溢利中向董事提供補償。

本公司已投購及維持董事責任保險，其為本集團董事及本集團附屬公司董事提供適當保護。

### 主要客戶及供應商

本集團前五大客戶應佔總銷售額佔截至二零一六年十二月三十一日止年度總收益約34.7%及當中最大客戶應佔銷售額佔約8.2%。

本集團截至二零一六年十二月三十一日止年度向前五大供應商的採購額佔本集團總採購額約28.8%及向當中最大供應商的採購額佔約6.8%。

本公司各董事、彼等的聯繫人士或任何股東（據本公司董事所知擁有本公司5%以上已發行股本）概無擁有五大供應商或客戶的任何權益。



## Directors

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

### Executive Directors

Mr. Chen Sheng Bi  
Mr. Lu Yilin  
(appointed on 17 June 2016)  
Mr. Lin Xin Fu

### Non-Executive Directors

Ms. Chen Sheng

### Independent Non-Executive Directors

Mr. Chen Wen Hua  
Mr. Leung Siu Hong  
Ms. Peng Xu

In accordance with Article 112, Mr. Lu Yilin, who was appointed as Director of the Company after the 2016 annual general meeting, is subject to re-election at the 2017 AGM and, being eligible, offers himself for re-election.

In accordance with Article 108(a), Mr. Chen Sheng Bi, Ms. Chen Sheng and Mr. Leung Siu Hong shall retire by rotation at the 2017 AGM, Mr. Chen Sheng Bi, Ms. Chen Sheng and Mr. Leung Siu Hong, being eligible, offer themselves for re-election.

### Independence Confirmation

The Company has received from each of the Independent Non-executive Directors a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the Independent Non-executive Directors are independent.

## 董事

本公司於本年度及直至本報告日期止的董事為：

### 執行董事

陳聖弼先生  
呂禕麟先生  
(於二零一六年六月十七日獲委任)  
林新福先生

### 非執行董事

陳升女士

### 獨立非執行董事

陳文華先生  
梁兆康先生  
彭淑女士

根據細則第112條，呂禕麟先生（於二零一六年股東週年大會後獲委任為本公司董事）須於二零一七年股東週年大會上重選連任及彼符合資格並願意膺選連任。

根據細則第108(a)條，陳聖弼先生、陳升女士及梁兆康先生須於二零一七年股東週年大會上輪值告退，陳聖弼先生、陳升女士及梁兆康先生均符合資格並願意膺選連任。

### 獨立身份確認

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立身份作出的確認。本公司認為，所有獨立非執行董事均屬獨立人士。



### Directors' Service Contracts

Each of the Executive Directors (except for Mr. Lu Yilin), Non-executive Director and Independent Non-executive Directors has entered into a service agreement dated 7 August 2015 with the Company for an initial fixed term of three years commencing from 16 October 2015 (i.e. the Listing Date).

Each of the Executive Directors (except for Mr. Lu Yilin) may terminate the service agreement with the Company by giving not less than three months' notice in writing after the initial fixed term. The Company may terminate the service agreement with each of the Executive Directors (except for Mr. Lu Yilin) by giving not less than three months' notice in writing at any time during the service period.

The service agreement of each of the Non-executive Director and Independent non-executive Directors with the Company may be terminated by giving at least one month's notice in writing by either party.

Mr. Lu Yilin, the president and an Executive Director, has entered into a service contract with the Company for an initial term of three years commencing from 16 June 2016, and Mr. Lu may terminate the service agreement with the Company by giving not less than one month's notice in writing after the initial fixed term. The Company may terminate the service agreement with Mr. Lu by giving not less than one month's notice in writing at any time during the service period.

None of the Directors being proposed for re-election at the forthcoming annual general meeting has an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### Directors' Interests in Contracts of Significance

None of the Directors had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

### 董事服務合約

各執行董事（呂禕麟先生除外）、非執行董事及獨立非執行董事已與本公司訂立日期為二零一五年八月七日的服務協議，初步固定任期自二零一五年十月十六日（即上市日期）起為期三年。

各執行董事（呂禕麟先生除外）可於初步固定任期後發出不少於三個月的書面通知終止與本公司訂立的服務協議。本公司可於服務期間隨時發出不少於三個月的書面通知終止與各執行董事（呂禕麟先生除外）訂立的服務協議。

各非執行董事及獨立非執行董事與本公司訂立的服務協議可由任一方發出不少於一個月的書面通知予以終止。

呂禕麟先生（總裁兼執行董事）已與本公司訂立的服務協議，初步任期自二零一六年六月十六日起為期三年，及呂先生可於初步固定任期後發出不少於一個月的書面通知終止與本公司訂立的服務協議。本公司可於服務期間隨時發出不少於一個月的書面通知終止與呂先生訂立的服務協議。

概無擬於即將舉行的股東週年大會上膺選連任的董事與本公司或其任何附屬公司訂立任何於一年內不可由本集團終止而毋須作出賠償（法定賠償除外）的尚未屆滿服務合約。

### 董事於重大合約的權益

概無董事直接或間接於本公司或其任何附屬公司於本年度內所訂立的對本集團業務而言屬重大的任何合約中擁有重大實益權益。



## MODEL CODE FOR SECURITIES TRANSACTIONS

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

## Directors' And Chief Executive's Interests And Short Positions In Shares, Underlying Shares And Debentures

As at 31 December 2016, the interests and short positions of the Directors and Chief Executive Officer in the shares or underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

Long positions in ordinary shares of the Company:

## 進行證券交易的標準守則

本公司已採納標準守則作為本公司的董事進行本公司證券交易的行為守則。根據向本公司董事作出的特定查詢，董事於年報所涵蓋之整個會計期間一直遵守標準守則所載的規定標準。

## 董事及最高行政人員於股份、相關股份及債券中之權益及淡倉

於二零一六年十二月三十一日，董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中，擁有本公司須根據證券及期貨條例第352條存置之登記冊所記錄，或須根據上市發行人董事進行證券交易之標準守則知會本公司及聯交所的權益及淡倉如下：

於本公司普通股的好倉：

Name of Director	Notes	Nature of interest	Number of ordinary shares	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本的概約百分比
董事姓名	附註	權益性質	普通股數目	
Mr. Chen Sheng Bi 陳聖弼先生	(a) (a)	Interest of controlled corporation 受控制法團的權益	393,750,000	52.06%

(a) 393,750,000 shares of the Company are held by Master Professional Holdings Limited ("Master Professional"), a company incorporated in the British Virgin Islands. The entire issued share capital of Master Professional is beneficially owned by Mr. Chen Sheng Bi.

(a) Master Professional Holdings Limited (「Master Professional」，一間於英屬處女群島註冊成立的公司)持有本公司的393,750,000股股份。Master Professional的全部已發行股本由陳聖弼先生實益擁有。



## Report of the Directors 董事會報告書

Long positions in shares and underlying shares of associated corporation – Master Professional:

於相聯法團 – Master Professional的股份及相關股份的好倉：

Name of Director	Capacity and nature of interest	Percentage of shareholding interest of Master Professional 佔Master Professional股權的百分比
董事姓名	身份及權益性質	
Mr. Chen Sheng Bi 陳聖弼先生	Beneficial owner 實益擁有人	100.00%

Save as disclosed above, none of the Directors, Chief Executives of the Company and/or any of their respective associates had any interests or short positions in any shares, underlying Shares and debentures of the Company or any of its associated corporations as at 31 December 2016 as recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一六年十二月三十一日，概無本公司董事、最高行政人員及／或彼等各自的任何聯繫人士於本公司或其任何相聯法團的任何股份、相關股份或債券中，擁有須根據證券及期貨條例第352條存置之登記冊所記錄，或須根據標準守則另行知會本公司及聯交所的權益或淡倉。

### Directors' Rights to Acquire Shares or Debentures

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire such rights in any other body corporate.

### 董事購買股份或債券的權利

除上文所披露者外，本公司或其任何附屬公司於本年度內任何時間概無訂立任何安排，以使董事可獲取於任何其他法人團體之同樣權利。

### Share Option Scheme

Pursuant to a share option scheme (the "Share Option Scheme") adopted by the Company and a written resolution pass by the shareholders of the Company on 7 August 2015, the Company may grant options to Directors and employees of the Group and other eligible participants to subscribe for ordinary shares in the Company, subject to a maximum of 75,000,000 new shares.

### 購股權計劃

根據本公司採納的購股權計劃（「購股權計劃」）及本公司股東於二零一五年八月七日通過之一項書面決議案，本公司可向董事及本集團僱員以及其他合資格參與者授出購股權，以認購本公司普通股，其涉及最多75,000,000股新股份。

No option was granted to any employee of the Group and no option was exercised during the year under review. There was no option under the Share Option Scheme outstanding at the end of the reporting period.

本集團於回顧期內並無向任何僱員授出購股權及並無購股權獲行使。於報告期末，購股權計劃項下並無尚未行使之購股權。





### Interests of Shareholders Disclosable Under The SFO

As at 31 December 2016, so far as is known to the Directors, the following persons (other than the Directors and chief Executives of the Company) had interests or short positions in the Shares and underlying Shares of the Company which were required to be notified to the Company under Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept under section 336 of the SFO.

Long positions in the Shares and underlying shares of the Company:

### 根據證券及期貨條例須予以披露之股東權益

於二零一六年十二月三十一日，據董事所知，下列人士（董事及本公司最高行政人員除外）於本公司的股份及相關股份中，擁有須根據證券及期貨條例第XV部第2及3分部知會本公司，或須根據證券及期貨條例第336條存置之登記冊所記錄的權益或淡倉：

於本公司股份及相關股份的好倉：

Name of Director	Notes	Nature of interest	Number of ordinary shares	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本的概約百分比
董事姓名／名稱	附註	權益性質	普通股數目	
Master Professional		Beneficial owner 實益擁有人	393,750,000	52.06%
Ms. Li Zhi Ping 李志萍女士	(a) (a)	Interest of spouse 配偶權益	393,750,000	52.06%
Mr. Chen Sheng Guan 陳聖冠先生	(b) (b)	Interest of controlled corporation 受控制法團的權益	84,375,000	11.16%
Ms. Ni Yue Rong 倪月容女士	(c) (c)	Interest of spouse 配偶權益	84,375,000	11.16%
Summit Quest Holdings Limited ("Summit Quest")	(b) (b)	Beneficial owner 實益擁有人	84,375,000	11.16%

(a) Ms. Li Zhi Ping is the spouse of Mr. Chen Sheng Bi. Under the SFO, Ms. Li Zhi Ping is taken to be interested in the same number of Shares in which Mr. Chen Sheng Bi is interested.

(b) Summit Quest is 100% beneficially owned by Mr. Chen Sheng Guan. Accordingly, Mr. Chen Sheng Guan is deemed to be interested in the Shares held by Summit Quest.

(c) Ms. Ni Yue Rong is the spouse of Mr. Chen Sheng Guan. Under the SFO, Ms. Ni Yue Rong is taken to be interested in the same number of Shares in which Mr. Chen Sheng Guan is interested.

(a) 李志萍女士為陳聖弼先生之配偶。根據證券及期貨條例，李志萍女士被視為於陳聖弼先生擁有權益的相同數目股份中擁有權益。

(b) Summit Quest由陳聖冠先生100%實益擁有。因此，陳聖冠先生被視為於Summit Quest持有之股份中擁有權益。

(c) 倪月容女士為陳聖冠先生之配偶。根據證券及期貨條例，倪月容女士被視為於陳聖冠先生擁有權益的相同數目股份中擁有權益。



## Report of the Directors 董事會報告書

Save as disclosed above, the Directors are not aware of any other persons who have interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under section 336 of the SFO.

### Sufficient of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained a sufficient public float as required under the Listing Rules during 2016 and up to the date of this report.

### Corporate Governance

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" section in the annual report.

### Audit Committee

The Audit Committee has reviewed the consolidated financial statements of the Group for the year ended 31 December 2016.

### Auditor

A resolution will be submitted to the annual general meeting to re-appoint Grant Thornton Hong Kong Limited as auditor of the Company.

On behalf of the Board

### Mr. Chen Sheng Bi

*Chairman and Chief Executive Officer*

Hong Kong, 24 March 2017

除上文所披露者外，董事概不知悉任何其他人士於本公司的股份及相關股份中，擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露，或須根據證券及期貨條例第336條存置之登記冊所記錄的權益或淡倉。

### 充足公眾持股量

根據本公司公開可得的資料及就董事所知，於二零一六年內及直至本報告日期，本公司已維持上市規則所規定的充足公眾持股量。

### 企業管治

本公司企業管治常規的詳情載於本年報「企業管治報告」一節。

### 審核委員會

審核委員會已審閱本集團於截至二零一六年十二月三十一日止年度的綜合財務報表。

### 核數師

本公司將於股東週年大會上提呈一項續聘致同（香港）會計師事務所有限公司為本公司核數師的決議案。

代表董事會

### 陳聖弼先生

*主席兼行政總裁*

香港，二零一七年三月二十四日





# Environmental, Social and Governance Report 環境、社會及管治報告

## LETTER TO SHAREHOLDERS, STAFF AND FRIENDS FROM ALL SECTORS OF THE SOCIETY

Dear shareholders, staff and friends from all sectors of the society:

My greetings to you all!

China Partytime Culture Holdings Limited (the “Company”) is always committed to conducting responsible investments in the region where we operate, building factories, manufacturing and selling products including cosplay costumes, wigs and sexy lingerie, and strives to promote products and brands internationalization to become a one-stop solution supplier in the party costumes sector.

In view of the increasing concern on corporate responsibility from the region where the Group is located, together with the increase in major stakeholders of the Group, we are very pleased to share with you the first “Environmental, Social and Governance Report” (“ESG Report”) published by the Group. The report is initiated by us and it complies with the performance requirements of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) regarding the ESG Report. The ESG Report is a summary of the Group’s works on environmental and social responsibilities during last year, which is also the result and feedback regarding the Group’s system implementation including Environment Management Standards ISO14000 (環境管理系列標準), Social Accountability 8000 (SA8000) (社會責任標準) and Business Social Compliance Initiative (BSCI) (商業社會責任倡議).

## 致股東、員工、社會各界朋友的信

尊敬的股東、員工、各界社會朋友：

大家好！

中國派對文化控股有限公司(「本公司»)始終致力於在我們所經營的區域，進行負責任的投資，建設工廠，生產、銷售角色扮演服裝、假髮及性感內衣等產品，並努力推動產品和品牌的國際化，成為派對服裝領域的一站式解決供應商。

鑒於本集團所處區域對企業負責任的關注度提升，以及本集團主要持份者的增加，我們非常高興與大家分享本集團發佈的第一份《環境、社會及管治報告》(「ESG報告»)。此份報告由我們主動發起，並遵循香港聯合交易所有限公司(「聯交所»)有關ESG報告的要求。ESG報告是本集團過往一年對環境及社會責任的總結，是本集團執行環境管理系列標準(ISO14000)、社會責任標準(Social Accountability 8000 (SA8000))以及商業社會責任倡議(Business Social Compliance Initiative (BSCI))等體系的效果和反饋。



## Environmental, Social and Governance Report 環境、社會及管治報告

All member companies under the Group meet the international environment and safety standards and have obtained a number of certifications, namely American Society for Testing and Material (ASTM) (美國材料和試驗協會標準), EU Toy Safety Directive Testing (EN71) (歐盟市場玩具類產品規範標準), Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) (歐盟化學品註冊、評估、許可和限制), Quality Assurance System Certification ISO9001:2008 (質量保證體系認證), Environmental Management System Certification ISO14001:2004 (環境管理體系認證) and Occupational Health and Safety Assessment Series (OHSAS 18001:2007) (職業健康安全管理系統標準), so as to provide the most premium products to our customers.

This year is the benchmark year for us to select and report the ESG related content. In the report, we have highlighted the significant measures implemented in 2016, including:

- Organized ISO14000 environmental system certification project, carried out factory environment re-engineering, replaced production equipment and used clean energy and environmental facilities;
- Jiangxi factory launched the solar power system and solved the lighting and office electricity consumption issues and built a 0.1MW capacity photovoltaic solar power project as at 31 December 2016;
- Actively participated in environmental remediation work organized by local government, and completed the construction and grid management of a total of five water treatments and rain and sewage split-flow system of Yiwu Factory;
- Actively participated in social welfare activities and urban green forest planning, self-built and donated approximately 3,000 m<sup>2</sup> of urban green land;
- Reinforced corporate welfare system, established party-masses service center and labour union to enhance mutual help of staff organized condolence activities in visiting single elderly people in the community, group blood donation, charitable long-running event, etc.

本集團旗下的公司皆符合國際環境及安全標準，獲得包括美國材料和試驗協會標準 (American Society for Testing and Material (ASTM))、歐盟市場玩具類產品規範標準 (EU Toy Safety Directive Testing (EN71))、歐盟化學品註冊、評估、許可和限制 (Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH))、質量保證體系認證 (ISO9001:2008)、環境管理體系認證 (ISO14001:2004) 及職業健康安全管理系統標準 (Occupational Health and Safety Assessment Series (OHSAS 18001:2007)) 等多項認證，為客戶提供最優秀的產品。

今年是我們選定和報告 ESG 相關內容的基準年。此份報告中我們突出了二零一六年實施的重要措施，包括：

- 組織 ISO14000 環境體系認證項目，進行工廠環境改造，更新生產設備，使用清潔能源和環保設施；
- 江西工廠投放太陽能供電系統解決照明和辦公用電，截至二零一六年十二月三十一日已建成光伏太陽能 0.1MW 容量的規模；
- 積極參與當地政府組織的環境整治工作，完成義烏工廠五水共治及雨污分流系統的建設及網格化管理；
- 積極參與社會公益活動及城市綠色森林計劃，自建和捐贈城市綠地覆蓋約 3,000 平方米；
- 加強企業福利系統，建立了圍繞員工生活服務的黨群服務中心及工會互助系統，組織慰問社區孤寡老人、集體獻血、公益長跑等。





Whilst giving full play of corporate's own strengths, we actively explore partner relationship values and focus on improving corporate social values to promote the results growth of responsible enterprises. During the process of building common values, we always uphold the following principles:

- Caring the environment, low carbon life, energy conservation, benefiting the society;
- While being responsible to shareholders in creating profit, the Group also assume responsibility towards staff, consumers, community and environment;
- The Group's social responsibility requires the Company must go beyond the traditional concept of only making profit, but place great emphasis on human values and society contribution during the production process.

In 2017, we undertake to constantly improve the environmental and social management system, promote the guiding philosophy to our upstream and downstream customers, and identify and evaluate their works in the environmental and social respective aspects, with the objective of creating conditions for realizing the environmental and social values. We always welcome "you" to give valuable opinions!

Yours faithfully

**Chen Sheng Bi**

*Chairman*

**China Partytime Culture Holdings Limited**

我們在充分發揮企業自身力量的同時，積極發掘合作夥伴的關係價值，專注企業社會價值的提升，促進負責任企業的業績增長。在構建共同價值的過程中，我們始終秉持著以下原則：

- 關愛環境、低碳生活、節約能耗、造福社會；
- 本集團在創造利潤對股東負責的同時，也承擔對員工、消費者、社區和環境的責任；
- 本集團的社會責任要求公司必須超越把利潤作為唯一目標的傳統理念，強調在生產過程對人的價值觀，對社會的貢獻。

二零一七年我們承諾將持續完善環境和社會管理體系，並將其指導思想推廣到我們的上下遊客戶中，對他們在環境和社會相關方面的工作進行鑒別、評估，為實現環境和社會的價值創造條件。我們一如既往的歡迎「您」提出寶貴意見！

此致

**陳聖弼**

*主席*

**中國派對文化控股有限公司**





## ABOUT ESG REPORT

The ESG Report of China Partytime Culture Holdings Limited (the “Company”), the Company together with its subsidiaries (collectively referred to as the “Group” or “we/our/us”) provides information regarding the Group’s principles and works as a corporate citizen. The report describes the Group’s contributions to the environment, society and governance in 2016.

### Scope of Report

The ESG Report covers the Group’s overall environmental and social policies, including the administration buildings and production plants of the Group in Mainland China. The Group plans to incorporate more environmental and social key data of its businesses into the ESG Report in future.

The period covered by the ESG Report is consistent with that of the financial report of the Group, i.e. from 1 January 2016 to 31 December 2016. Please refer to “Corporate Governance Report” on pages 21 to 34 for corporate governance information.

### Reporting Standard

The ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide in Appendix 27 of the Rules Governing the Listing of Securities on the Stock Exchange.

## 關於ESG報告

中國派對文化控股有限公司（「本公司」）ESG報告闡述本公司連同其附屬公司（統稱「本集團」或「我們」）履行企業公民責任所秉持的原則及推行的工作。報告詳述本集團於二零一六年內對環境、社會及管治的貢獻。

### 報告範疇

ESG報告涵蓋本集團整體的環境及社會政策，包括本集團旗下中國內地公司行政大樓及生產工廠。本集團計劃將來涵蓋更多業務的環境及社會關鍵數據指針於ESG報告中。

ESG報告涵蓋的期間與本集團的財務報告一致，由二零一六年一月一日至二零一六年十二月三十一日。有關企業管治的內容，請參閱於第21至34頁的《企業管治報告》。

### 報告準則

ESG報告依照聯交所《主板上市規則》附錄二十七《環境、社會及管治報告指引》所編寫。





## Stakeholder Participation

The advice we receive from stakeholders provide considerable benefits to our business improvement. We believe effective communication and accurate information disclosure build investor confidence, and also facilitate the flow of constructive feedback and ideas that are beneficial for our investor relations and future business development.

The ESG Report is prepared with the utmost support from our colleagues, which enables us to develop our standards in a transparent way. As a result, performances on environmental and social aspects are progressing improved.

## Information and Feedback

For details about the Group's environmental and corporate governance, please refer to the website of the Company (<http://www.partytime.com.cn>), through which the public can access more effectively our financial results and related information, such as press releases, announcements, interim and annual results announcement. The Group attaches great importance to your opinions in this Report. You are welcome to send your questions or suggestions to our mailbox: [ir@partytime.com.cn](mailto:ir@partytime.com.cn).

## 持份者的參與

持份者的意見對改善我們的業務有相當裨益。我們相信，有效的溝通和準確的信息披露不但能加強投資者對我們的信心，同時亦方便他們提供具建設性的反饋及意見，促進投資者關係及未來業務發展。

ESG報告的編寫，得到我們同事的鼎力相助，促使我們的發展水平更加透明化，從而令本集團在環境和社會層面的表現得以進步。

## 信息及反饋

有關本集團環境及企業管治的詳細信息，請參閱本公司網站(<http://www.partytime.com.cn>)，公眾可更有效地獲取我們的財務業績及相關資訊，例如新聞稿、公告、中期及年度業績公佈等。本集團重視您對此份報告的看法。若閣下有任何疑問或建議，歡迎以電郵形式發送至以下郵箱：[ir@partytime.com.cn](mailto:ir@partytime.com.cn)。



## ABOUT US

The Group is principally engaged in design, develop, produce, sell and market cosplay products (including cosplay costumes and cosplay wigs) and non-cosplay apparels (including sexy lingerie). Our comprehensive service platforms provide integrated services covering all segments of product development, including research and development, production planning, raw materials purchasing and manufacturing. Yiwu Styler Cultural & Creative Co., Ltd. and Partytime Costume & Lingerie (Yiwu) Factory, established in Yiwu, Zhejiang, and Jiangxi Styler Industrial Co., Ltd., established in Yichun, Jiangxi, are principally engaged in the production as well as research and development of wigs, clothing, eyelashes and sexy lingerie used in animation, cosplay and parties. Our products are sold to more than 30 countries and regions around the globe including mainly the United States, Germany, the United Kingdom, Japan and Australia. We have successfully launched more than 1,800 kinds of costumes and 1,100 kinds of wigs and accessories in the markets. As of 31 December 2016, the Group's production plants in Yichun and Yiwu cover an area of approximately 100,000 square meters. Under the leadership of Mr. Chen Sheng Bi, the founder of the Group, the Chairman of the Board and the Chief Executive Officer, the Group was listed on the Main Board of the Stock Exchange on 16 October 2015.

## 關於我們

本集團的主要業務為設計、開發、生產、銷售及營銷角色扮演產品（包括角色扮演服飾及角色扮演假髮）及非角色扮演服飾（包括性感內衣）。我們的綜合服務平台提供產品開發的各環節，包括研發、生產規劃、原材料採購至生產的整體服務。我們於浙江省義烏市創立的義烏市絲黛文化創意有限公司和義烏市派對服飾有限公司，以及於江西省宜春市創立的江西絲黛實業有限公司，主要從事動漫、角色扮演、派對等各類假髮、服飾、眼睫毛及性感內衣的生產與研發。我們的銷售目前遍佈全球30多個國家及地區，主要包括美國、德國、英國、日本及澳洲。我們已經在市場上成功推出逾1,800種服飾以及1,100種假髮及飾品。於二零一六年十二月三十一日，本集團位於宜春及義烏的生產廠房，總佔地面積約為10萬平方米。在本集團創辦人、董事會主席兼行政總裁陳聖弼先生的領導下，本集團於二零一五年十月十六日於在聯交所主板上市。



## EMISSIONS

The Group expects to build a healthy and pleasant living environment, and encourages staff to value environmental protection and promote environment sustainable development. The Group strictly complies with the Environmental Protection Law of the People's Republic of China, Energy Conservation Law of the People's Republic of China and other laws and regulations. Since we obtained the ISO14001:2004 certification in 2006, we actively carried out environmental management system in offices and factories in accordance with its requirements. At the same time, we set environmental management goals to control emissions and improve our environmental protection performance. We also formulated various internal environmental protection policies, including installing monitoring equipments and devices, and making plans for environmental emergencies, in order to reduce the damages caused by man-made for the environment and facilitate the sustainable development of the Group.

### Gas Emission

In 2016, we quantified greenhouse gas emission for the first time and set it as the basic requirement of our carbon management. To ensure the accuracy of the disclosed data about greenhouse gas emission, we commissioned a third party institution, Jinhua Environment Science Research Institute, to conduct carbon assessment according to the Group's internal statistics, at the time of the relocation of our production line. The environmental data covers the administration buildings and production plants of the Group in Mainland China.

The greenhouse gas emission of the Group mainly comes from direct emission and indirect emission, including the combustion of solid fossil fuel, liquid fossil fuel and gas fossil fuel, and the purchase of electricity from the power grid.

## 排放物

本集團期望打造一個健康宜人的生活環境，鼓勵員工重視環保，推動環境的可持續發展。本集團嚴格遵守《中華人民共和國環境保護法》《中華人民共和國節約能源法》以及其他法規。我們自二零零六年獲得ISO14001:2004認證起，積極按照其要求，在辦公室及工廠推行環境管理體系，同時制訂環境管理目標，監控排放表現，提升環保績效。我們亦制定了各項內部環境保護政策，包括安裝監測設備及制定突發環保事件的預案等，旨在減低人為導致的環境破壞，促進本集團的可持續發展。

### 氣體排放

二零一六年，我們首次量化溫室氣體排放，並將此設為我們碳管理的基本要求。為了確保溫室氣體排放數據披露的準確性，我們在生產線搬遷時委託第三方機構金華市環境科學研究院，根據本集團內部統計的數字進行碳評估。環境數據覆蓋本集團旗下在中國內地的行政大樓以及生產工廠。

本集團的溫室氣體排放主要來自直接排放與間接排放，包括固體化石、液體化石及氣體化石燃料以及向電網購買的電力等。



## Solid Waste

The solid waste of the Group can be categorized as general waste and hazardous waste. The general waste of the Group mainly comes from the production of cosplay costumes, cosplay wigs and sexy lingerie as well as the generation of municipal waste from our staff. We divided general waste into recyclable and non-recyclable wastes. Hazardous waste represents those that are exposed to chemicals or machine oil during the production process and direct waste chemicals, waste chemical containers and so on.

To better regulate waste disposal, we formulated the procedures for waste collection and disposal. For general waste, the Group requires that it should be placed in general garbage cans and then be transferred to general garbage pools. Outsourced recycler is responsible for daily collection. For hazardous waste, it should be collected into the “hazardous waste barrels” and be placed in “hazardous waste staging area”. The administration department will then contact waste disposal suppliers to carry the waste away for disposal from time to time. “Hazardous waste barrels” must be intact, with a lid or bucket, without any leakage and obvious sag. “Hazardous waste staging area” must be placed with clean equipment and fire extinguishers, and to ensure that different hazardous waste does not mix. Hazardous waste shall be handled by the qualified recycler, such as the company holding the “Hazardous Waste Operational Permit”. The Group conducts a field visit to the recycler at least once a year to understand how they handling the waste.

Compared with the recycling and disposal of waste, reduce waste production from its source is a long-term solution. Therefore, we formulated Solid Waste Management Procedures. By conducting recycling and comprehensive utilization, we aim to achieve reduction, harmlessness and recycling in terms of waste.

## 固體廢棄物

本集團的固體廢棄物分為普通廢棄物和危險廢棄物兩類。本集團的普通廢棄物主要來自生產角色扮演服飾、角色扮演假髮及性感內衣過程中的廢棄物，以及員工日常生活產生的垃圾。我們將普通廢棄物分為可回收、不可回收廢棄物。危險廢棄物是在生產中有接觸到化學品或機油的廢棄物及直接的廢化學品、廢化學品容器等。

為了更有效地監管廢棄物的處置，我們制定廢物處理收集規定和管理程序。對於普通廢棄物，本集團要求各部放置於一般垃圾桶內，再轉移到一般垃圾池。外部回收單位負責每日回收。對於危險廢棄物，由各部收集到的「危險廢棄物桶」會放置於「危險廢棄物暫放區」，行政部隨後將聯繫廢棄物處理供貨商，不定時將垃圾運走處理。「危險廢棄物桶」必須完好無損，有桶蓋或桶塞，不存在任何滲漏和明顯的凹陷。「危險廢棄物暫放區」必須放置清潔設備和滅火器，並確保不同的危險廢棄物不得混存。危險廢棄物須由具備資質的回收單位，如持有「危險廢物經營許可證」的公司處理。本集團每年至少對回收單位進行一次實地考察，瞭解其廢棄物的處理情況。

與廢棄物的回收處理相比，從源頭減少廢棄物的產生才是長遠之計。為此，我們制定了《固體廢棄物管理程序》。通過開展回收和綜合利用項目，達到廢棄物的減量化、無害化及資源化的目的。



## Wastewater Discharge

The wastewater of the Group mainly comes from production. To reduce and prevent the impact of wastewater discharge on water body, the Group formulated the Comprehensive Wastewater Discharge Control Procedures to ensure that wastewater discharge meets the national standards.

The production wastewater of the Group mainly includes the wastewater produced from cleaning production equipment and appliances, air conditioner condensate water, wastewater in the adsorption tank for fuel oil discharge and oily wastewater from air compressors. In constructing drainage facilities, the Group constructed special wastewater pipelines to discharge correspondent wastewater according to the categories and discharge points of wastewater in the factory. For example, air conditioner condensate water is discharged from special wastewater pipelines to rainwater pipelines, while other kinds of wastewater are discharged from correspondent wastewater pipelines to wastewater treatment tanks, and then to the municipal drainage system after treatment. To make sure the steady operation of all wastewater discharge facilities, the Group not only provides staff with trainings on how to use the wastewater discharge facilities correctly, for example, solid substances and water insoluble items are not allowed to throw into wastewater pipelines, but also requires monthly inspection and cleaning of drains, wastewater pipelines and wastewater discharge facilities and records their utilization. Apart from internal monitoring, we also engage environmental monitoring institutions to conduct annual wastewater checking for the Group and maintain report for future reference. When the quality indicator of wastewater is found to be excessive, the Group will designate special personnel to identify causes and submit to the environmental regulators and related departments, so as to take necessary control measures immediately in reaching the relevant standards.

## 污水排放

本集團產生的污水主要來自生產。為了減少和防止污水排放對水體的影響，本集團制定《污水綜合排放控制程序》，以確保污水排放達到國家規定的標準。

本集團的生產污水主要為清潔生產設備和用具產生的污水、空調冷凝水、噴油油排吸附池中的污水以及空壓機含油廢水等。在建造排污設施時，本集團根據工廠內污水的種類和排放點，建造專用污水管道排放相應種類的污水。如將空調冷凝水從專用的排污管排放至雨水管道，而其他種類的污水則從相應的排污管道排放至污水處理池，經處理後排入市政污水系統。為了確保所有的排污設施運行穩定，本集團不僅對員工進行正確使用排污設施的培訓，例如不得將硬物、不溶水物品丟進下水管道，還要求每月對下水管、排污管、污水處理設施進行檢查和清理，並對使用狀況進行記錄。除了內部監測，我們還聘請環境檢測機構對本集團進行一年一次的污水檢測，並保存檢測報告以供日後參考。在污水檢測中發現超標時，本集團將派專人追查原因，並報送環境管理者和相關部門，即時研究採取必要的控制措施，直到達標。



## USE OF RESOURCES

While pursuing continuous development, the Group also attached importance to resources and energy management and utilization. To make reasonable and full use of the Group's resources and energy, and have more effective control on their consumption, we not only have formulated the Energy and Resources Management Procedures, we also strive to foster our staff's awareness of environmental protection and energy conservation, helping them to develop the concept of "Reducing Resource Consumption Starts from me". To build a green office environment, we set up norms for staff in the offices and factories to strengthen the management and control over greenhouse gas emissions and try to reduce unnecessary consumption in daily operation.

During the period under review, the Group implemented the environmental protection strategy of "3R: Reduction, Reuse and Recycling" in offices. For example, it is required that the use of taps must follow the "turn off before leaving" system, prohibit water dribbles from occurring. For office equipment and illumination, the electricity-saving system of "power off and lights off when leaving" must be complied, forbid any idle use of electric equipment. We also require staff to use internal extension lines and mails in order to avoid using paper as far as possible. We hope our staff can reduce the unnecessary usage of paper for copying and faxing, and also require our staff to print on both sides as much as possible.

In factories, we encourage the use of LED and adjust air conditioner temperature according to the weather, aiming to reduce resources utilization and carbon emission as much as possible. We hope to achieve the objective of saving resources by reducing raw materials consumption, packaging materials as well as product rejection rates and refurbished rates in the production process. In upgrading hardware equipment, we adopt clean energy, namely, air energy and solar power, to generate electricity. The results showed that carbon dioxide emissions from the equipment using air energy and solar power decreased by 40%-60% as compared with those using coal and decreased by 20% as compared with those using petroleum. Apart from this, we also updated the fuel equipment and staff hot water system, and staff canteen has been changed to use electricity and petroleum gas.

## 資源使用

本集團在持續不斷發展的同時，亦重視資源和能源的管理和使用。為了使本集團的資源和能源得到合理及充分的利用，更有效的控制本集團資源和能源的消耗，我們不僅制定了《能資源管理程序》，還著力培養員工環保節約的意識，為其樹立「減少資源消耗由我做起」的觀念。為營造一個綠色的辦公環境，我們在辦公室及工廠為員工立下制度規範，加強對溫室氣體排放的管理及控制，盡可能減省日常運作中不必要的消耗。

於回顧期內，本集團在辦公室實施「3R：減量、重用及回收」環保策略。例如，要求水龍頭使用遵守「人走必須關」的制度，嚴禁有常流水的現象出現；對各種辦公設備及照明應遵守「人走關機、人走關燈」的節約用電制度，嚴禁有各種用電設備空轉現象的發生；我們亦要求員工使用內線電話或郵件的方式，盡可能不使用紙張；我們希望員工盡量減少不必要的複印和傳真紙的使用，並要求複印紙盡可能雙面使用。

在工廠，我們鼓勵使用發光二極管（LED），並依據天氣調節空調溫度，盡可能減少能源及碳排放。我們希望通過降低生產過程中產品的原材料消耗量、產品包裝材料的消耗、產品的報廢率和返修率，以達到節約資源的目的。我們在對硬件設備進行升級時，採用了潔淨能源空氣能和太陽能發電，結果顯示使用空氣能和太陽能設備，二氧化碳排放量與使用煤炭相比降低了40%-60%，與使用石油相比降低了20%。除此之外，我們還更新了燃料設備和員工熱水系統，員工食堂改為使用電力和石油氣。





During the year, we continued to strengthen product research and development, and actively used environmental protection materials in our new product series. At the same time, we used renewable energy as much as possible, reduced using hazardous materials. To complement with the equipment with low pollution emissions, we reduced waste materials production.

Besides, in order to reduce carbon emissions due to travelling, we reduced staff's business trips. The Group introduced efficient electronic office systems and accelerated the setup of telephone conference system. For works that requires business trips, we encourage staff to use public transport and even take the initiative to arrange shuttle buses transportation between administration building, production plants and downtown to reduce company car usage. For transportation vehicles, we request reasonable arrangement on vehicle routes and ensure timely engine turn-off when driver is leaving the vehicle.

During the period under review, there was no cases of violation or complains that are relevant to environmental protection and have a significant impact on the Group.

## EMPLOYMENT AND LABOUR PRACTICES

We are committed to enhancing staff's loyalty and sense of belongings to the Group. We start from welfare, safety and health, hoping to give staff the warm nest feeling.

### Employment

As of 31 December 2016, we had total of 1,919 staff. The Group strictly complies with the Labour Law of the PRC and related laws and regulations, all staff are required to sign the Labour Contract. Working hours, salary and overtime remuneration have been determined according to local regulations.

於本年度，我們繼續加強產品研發，並積極把各種環保物料應用於我們的產品系列中。同時，儘量使用可再生能源，減少使用有害物料。配合低污染物排放量的設備，我們減少了廢料的產生。

此外，為了減少員工出差次數從而減少交通的碳排放，本集團引進高效的電子辦公系統，並加快電話會議系統的建設。對於必須出外的工作，我們鼓勵員工儘量使用公共交通工具，更主動安排接駁巴士往來行政大樓、生產工廠及市區，減少公務車的使用。對於運輸車輛，我們要求合理安排車輛的行駛路線，並做到人車分離時，及時熄匙。

於回顧期內，本集團沒有與環境保護相關並對我們有重大影響的違規事件或任何申訴發生。

### 僱傭及勞工常規

加強員工對本集團的忠誠與歸屬感是我們致力做到的事。我們從員工的福利、安全、健康著手，希望員工感受到本集團像家一樣溫暖。

### 僱傭

於二零一六年十二月三十一日，我們共有1,919名員工。本集團嚴格遵守《中華人民共和國勞動法》等法律法規，所有員工必須簽訂《勞動合同書》。按照當地法例設定工作時間、工資、及加班薪酬標準。



## Environmental, Social and Governance Report 環境、社會及管治報告

The Group attached importance to the capability and potential demonstrated in each staff's own position. All staff shall be respected equally, the Group provides them with equal development opportunities. Discrimination in any form is not allowed. Staff recruitment, development and promotion are based on staff's own potential and abilities demonstrated in works, not to take into account of any behaviors not related to work such as gender, age, race, ethnic, religious belief, social class, disability, nationality, political view, social status, marital status and sexual orientation.

We provide staff with generous welfare benefits as they are our valuable assets. Apart from all the holidays stipulated by the government, all staff also entitled to sick leave, work-injury leave, personal leave, marital leave, maternity leave, funeral leave and paid annual leave. Staff also entitled to enjoy welfares including birthday allowance, attendance bonus, tour travel benefits, cultural activities and staff canteen.

### Health and Safety

The Group attached importance to the health and safety of staff, and committed to improving staff working environment in order to provide them a safe and healthy working place.

本集團重視每位員工在其自身和崗位中，顯示的能力和潛力。所有僱員都應獲得平等尊重，本集團為其提供同等發展機會。我們不容許存在任何形式的歧視。員工招聘、發展和升職都基於員工自身的潛質及在工作中所表現出的能力，而不考慮任何與工作不相關的表現，如性別、年齡、種族、民族、宗教信仰、社會階層、殘障、國籍、政治觀點、社會地位、婚姻狀況、性傾向等。

員工是我們寶貴的資產，我們為員工提供優厚的福利待遇。全體員工除了可享有所有國家規定的假期，還享有病假、工傷假、事假、婚假、產假、喪假、有薪年假等假期。員工亦享有生日補貼、滿勤獎勵、旅遊福利、文化活動、員工食堂等福利。

### 健康與安全

本集團重視員工的健康與安全，一直致力於改善員工工作環境，為員工提供安全、健康的工作場所。



The Group strictly complied with the Prevention and Control of Occupational Diseases Law of the PRC and Occupational Health Supervision and Management Regulations in Working Place. Prior to entering into a contract with staff, the Group will inform staff the possible occupational disease hazard and the consequence during working process, preventive measures of occupational disease and treatment, which shall also be clearly stated in the labour contract without concealing any information or be fraudulent. During the term of labour contract, when the staff's job is changed and the changes position exists occupational hazards, the Group will inform staff again to sign documents. We require staff to comply with Occupational Health Management System, participate safety education and fire control safety training to understand the relevant safety operation procedures, enhance occupational disease prevention consciousness and self-protection skills. We strictly implement standard specification requirements including Specification for Selecting Individual Protective Equipment, distributed respective kinds and quantity of occupational hazard protective gear that meet the national standard and industrial standard according to different occupational hazard factors that may contact, and urge, educate and guide workers to wear or use properly according to the rules of use. The Group prepared a series of Documents of Managing Changes of Safety Production Standard regarding the change, troubleshooting, maintenance, care, acceptance check and dismantlement of manufacturing equipment to ensure staff's safety in every course of the process. Especially for the use of equipment, the Group requires relatively stable operator turnover for operating equipment, dedicated staff for specific equipment, strictly implemented safety operating rules for all types of works, and requires operators could only work after receiving education and training of level-3 safety manufacturing. For all new constructed, re-constructed or expanding projects, we require the implementation of "Three-Simultaneity" management system of safety measures, that is requiring to have facilities in place for ensuring safety production and eliminate poisonous and harmful factors in the course of preparing the programme, design, construction, acceptance inspection. These facilities and the main construction projects shall be designed, constructed, and put into production and use simultaneously.

本集團嚴格遵守《中華人民共和國職業病防治法》和《作業場所職業健康監督管理規定》。在與員工簽訂合同之前，本集團將工作過程中可能產生的職業病危害及其後果、職業病防護措施和待遇等如實告知員工，並在勞動合同中寫明，不會隱瞞或者欺騙。在勞動合同期間，員工工作崗位發生變更並且變更的崗位存在職業病危害因素時，本集團將重新告知並請員工簽署。我們要求員工遵守《職業健康管理制度》，參與安全教育及消防安全培訓以瞭解相關的安全操作程序、提高職業病防範意識和自我保護的技能。我們嚴格執行《個體防護裝備選用規範》等標準規範要求，根據接觸不同職業危害因素，發放相應種類和數量的符合國家標準、行業標準的職業危害防護用品，並督促、教育、指導從業人員按照使用規則正確佩戴、使用。對於生產設備的變更、檢修、維護、保養、驗收和拆除，本集團制定了一系列《安全生產標準變化管理文件》，保證各過程中員工的安全。尤其針對設備的使用，本集團要求設備操作人員應保持相對穩定，專機專人負責，嚴格執行各工種安全操作規程，並要求操作人員必須進行三級安全生產教育培訓後，才可上崗工作。對於所有新建、改建、擴建工程，我們要求落實安全設施「三同時」管理制度，即在編製方案、設計、施工、驗收時都必須設置有保證安全生產和消除有毒有害因素的設施，這些設施要與主體工程同時設計、同時施工、同時投入生產和使用。



## Environmental, Social and Governance Report 環境、社會及管治報告

The Group also established the Environment, Health and Safety Committee to be in charge of the regular inspection on the environment, health and safety situation of the Group, made rectification requirements to the responsible department which breaches them, followed up the major safety accident handling, and provided staff with related knowledge training. For example, the Committee conducts the inspection on environment, health, safety situation once every month, and the inspection result will be recorded in Inspection Record Sheets of Environment, Health and Safety, and discusses within the Committee. For serious environment, health and safety accidents identified, it will issue the Tracking Table of Continuous Improvement to respective responsible department to conduct rectifications within a specified time. The Committee will conduct acceptance inspection within the specified time, and record the results. In addition, the Environment, Health and Safety Committee also arranges trainings for staff at each level to let them understand the health and safety rules, safety operating procedures, and organizes environment, health and safety activities, as well as distributes other environment, health and safety information related to staff's work.

Every staff is an important asset of the Group, staff safety is the principle we have always been adhered to. There was no fatal or injury incident which is of significance due to work in 2016.

本集團亦組建環境健康安全委員會，負責定期檢查本集團的環境、健康、安全狀況，對違反要求的責任部門提出整改要求，對重大安全事故進行追蹤處理，以及對人員進行相關知識培訓。例如，委員會每月對本集團進行一次環境、健康、安全狀況檢查，檢查結果記錄於《環境健康安全檢查記錄表》，並於會內討論。對發現的嚴重環境健康安全事件，發出《持續改善追蹤表》給各負責部門，並限期整改。委員會在規定期限內進行驗收，記錄驗收結果。此外，環境健康安全委員也會對各級人員進行培訓，通過培訓使員工瞭解健康安全規則、安全操作程序，並組織環境健康安全活動，發放其他與員工工作有關的環境健康安全資料。

每位員工都是本集團的重要資產，員工的安全是我們一直堅守的原則。二零一六年，我們沒有因工作關係而發生死亡或受傷的重大案例。



## Development and Training

The Group would not be able to go forward and develop without the progress and growth of its staff. We established a comprehensive training management system encouraging staff to follow the “Keep On Moving” spirit to participate in training, which will not only enhance their knowledge, working skills and proactivity in work, but provide qualified personnel for the Group, and also strengthen the competitiveness of the Group, so as to realize the joint development between the Group and staff.

The Group provided staff with suitable training through analyzing its training needs, prepared yearly, monthly and special training plans and budget. The contents of training include knowledge training, management skills, special skills/qualification training, new staff training, academic degree and professional title training, strategic training and professional service training. In light of the training contents, the Group provided various training methods, including self-training, internal training of the Group, external training of the Group, comprehensive training and participative training. We expected to transfer the training contents into actual results through organizing and implementing training, and conduct a periodic evaluation on training effects. For example, we hope to enhance staff's safety production awareness through providing safety production training, so as to eradicate, control and reduce the occurrence of casualty accident in terms of safety. Train the learners to pass the contents learned from external training to other colleagues by sharing, seminar or lecture, and applying the contents learned to actual operation, improve working habits, namely internalization of training. To facilitate the exchange of environment protection knowledge learned, during the year, we newly established the “Party Forum” to create a communication platform for staff, and also periodically provided respective training for staff to ensure the correct environmentally friendly concepts they mastered are in line with our targets.

## 發展及培訓

本集團的前進和發展離不開員工的進步和成長。我們建立完善的培訓管理制度，鼓勵員工發揮「永不止步」的精神參與培訓，不僅提高員工的知識水平、工作技能和工作的主觀能動性，為本集團提供合格的人員，同時也增強本集團的競爭力，實現本集團與員工的共同發展。

通過分析本集團的培訓需求，擬定年度、月份、專項培訓計劃和預算費用，為員工提供適合的培訓。培訓內容包括知識培訓、管理技能、專項技能／資格培訓、新員工培訓、學歷職稱培訓、戰略性培訓和專業服務培訓等。根據培訓內容，本集團提供不同的培訓方式，包括自我培訓、本集團內部培訓、本集團外部培訓、綜合培訓、參與式培訓等。通過組織實施培訓，我們期望將培訓內容轉化為實際成果，定期對培訓效果進行評估。例如，通過提供安全生產培訓，我們希望強化員工安全生產意識，杜絕、控制和減少安全方面傷亡事故的發生；培訓學員將外部培訓所學內容以分享會、研討會、授課等方式傳授給其他同事，並將所學內容應用到實際工作中，改善工作習慣，即培訓內化；為了方便交流環保心得，我們於本年度增設「派對大講壇」，為員工創建溝通平台，亦定期為員工提供相關的培訓，確保員工掌握正確的環保觀念，與我們的目標保持一致。



## Labour Standards

New permanent staff passing the probation is required to sign the employment labour contract with the Group according to the Labour Law of the PRC. The Group respects the rights of all people, will not employ forced, bonded or deed binding labour. All staffs are entitled to resign at will upon reasonable notice.

We prepared the Specification on Saving Child Labour to ensure no employment of child labour. It is required to employ any staff strictly according to procedures at the time of recruitment. For staff employed who was found to use counterfeited certificate after employment has commenced, we will promptly report to the top management of the Group to investigate and cancel the labour contract simultaneously, contact his/her family and send him/her back home with the transportation expenses borne by the Group. During the year, no person under 16 years old was employed to work.

## OPERATIONAL PRACTICE

The Group follows the quality principles of “Excellent quality, Enhance customer satisfaction, Continuous improvement, Produce first-class products”. We control every stage of production from raw materials purchase to the manufacture and selling of finished goods, strive to provide satisfactory products to customers.

## Supply Chain Management

To standardize supply chain management and enhance reasonable operation standards, the Group has formulated the Supplier Management System. Through understanding suppliers’ general information, manufacturing capacity investigation and product assessment, qualified suppliers will be included in the qualified suppliers list of the Group. As for selected suppliers, we will evaluate their merchandise quality, delivery time, price, services etc. monthly and conduct an overall appraisal once every six months to grade them. The Group will evaluate qualified suppliers every year, reward outstanding suppliers and expel those unqualified suppliers from the list.

## 勞工準則

根據《中華人民共和國勞動法》，新轉正員工需要與本集團簽訂聘用勞工合同。本集團尊重所有人的權利，不使用強迫、抵債或用契約束縛的勞工。所有員工都擁有在合理通知的情況下，自由離職的權利。

為確保在招聘時不會錄用童工，我們制定了《童工拯救規範》。在招聘時，必須嚴格按照程序進行招聘。對於招聘進場的員工，上崗後才發現其使用造假證件騙取進場的，我們會及時通報本集團領導調查事情，同時解除勞動合同及聯繫其家人送其回家，由本集團承擔路途費用。於本年度，我們沒有聘請十六歲以下的人士擔任任何職務。

## 營運慣例

本集團以「以質取勝，增強客戶滿意，持續改進，製造一流產品」為質量方針，我們對從原材料的採購到生產銷售製成品的每一環節進行控制，力求為客戶提供滿意的產品。

## 供應鏈管理

為規範供應商管理，提高經營合理化水平，本集團制定了《供應商管理制度》。通過對供應商基本情況的瞭解、製造能力的調查、用品的評定等，將合格供應商列入本集團的合格供應商名列。對選定的供應商，我們每月對其提交貨品的品質、交期、價格、服務等項目作評鑒，每半年進行一次總評，列出評鑒等級。本集團每年對合格供應商進行一次複查，對優秀供應商提出獎勵，對不合格供應商予以除名。





To ensure the environmental quality of our products, we offer environmental works related advice to main suppliers, and require them to ensure that production procedures are in compliance with environmental protection and product safety principles. We also set up stringent criteria to assess suppliers and encourage them to acquire certifications to enhance suppliers' environmental consciousness and operational quality.

Social responsibility performance is an important considering factor of the Group in selecting suppliers. The Group selects well-performed suppliers and eliminates those poorly performed according to social responsibility performance, which encourage all suppliers to take measures to improve their social responsibility performance. We will immediately cease the cooperation with suppliers who intentionally use child labor, forced labor or significantly violate labour laws and regulations.

### Product Responsibility

According to the requirements of ISO9001:2008 quality management system and based on actual situation, the Group formulated Quality Handbook, which monitors all processes of production and all departments of the Group. Through continuous improvements on quality management system, the Group hopes to enhance customers' confidence in the business and improve customers' satisfaction.

為確保我們產品的環保質量，我們向主要供應商提供環保相關工作建議，並要求他們確保生產過程符合環保和產品安全原則。我們亦會訂立嚴格標準來評估供應商，鼓勵他們取得認證，從而提高供應商的環保意識及營運質素。

社會責任表現也是本集團選擇供應商的重要考量部分。本集團根據社會責任表現，選擇表現良好的供應商，淘汰表現不好的供應商，從而鼓勵所有供應商採取措施改善其社會責任表現。對於故意使用童工、強迫勞工或其他嚴重違反勞工法規的供應商，我們將立即停止與其的合作關係。

### 產品責任

根據ISO9001:2008質量管理體系要求，結合實際情況，本集團編製了《質量手冊》，對生產的所有過程及本集團的所有部門予以監管。通過對質量管理體系的持續改進，本集團希望增強顧客對企業的信心，提高顧客滿意度。



We have formulated the Supplied Material Test and Inspection Control Procedures for inspecting and testing supplied materials (including raw materials and some auxiliary materials) to prevent the use of unqualified materials and ensure product quality. For the production process, we prepared and maintained the Production and Service Provision Control Procedures, and carry out production and service under controlled conditions. We control the key processes in production, such as sewing process. The controls of the sewing process include using a production method in compliance with the requirements and maintaining the production capability of the equipment to meet the specified requirements. Key process operators must be trained and qualified, and operators shall follow the operating instructions to ensure the product quality, and the appropriate records also need to be maintained. The Group set up Garments Label Management Measures in accordance with the Textile and Garment User Instructions and National Textiles Products Basic Safety Technology Regulations to standardize the management of the Group's garment labels. The labels include washing water, components, padding, place of origin and fire prevention packaging warnings and should appear in both Chinese and English. Customers' feelings and suggestions are key factors in pursuing enterprise's sustainable development. To handle customers complains effectively, enhance customer satisfaction, and promote continuous system efficiency, the Group formulated the Customer Complaint Management Procedures. Customers can raise complains through various channels, such as telephone, facsimile and e-mail. The general manager or the business department authorized by general manager will be responsible for receiving and effectively handling or instructing relevant departments to deal with customer complaint and grumbles with the aim of satisfying customers. To avoid causing adverse impact due to selling faulty products, we formulated the stringent Product Recall Management System. For any faulty products discovered during self-inspection process, relevant department will conduct inspection and maintenance, and take measures to prevent such problem from happening again.

我們制定了《來料檢驗試驗控制程序》，對來料（包括原材料和部分輔助材料）進行檢驗和測試，防止不合格來料投入使用，確保產品質量。針對生產過程，我們編製並保持《生產和服務提供控制程序》，並在受控條件下進行生產和提供服務。對於生產的關鍵工序，即縫紉工序，進行控制。縫紉工序的控制內容包括使用符合要求的生產方法、保持設備的生產能力以滿足規定的要求、關鍵工序操作員須經培訓合格後上崗、按作業指導書進行操作以保證產品的質量，以及保持適宜的記錄。本集團依照《紡織品和服裝使用說明》和《國家紡織品基本安全技術規範》定立《成衣標籤管理辦法》，統一規範本集團的成衣標籤管理。標籤內容主要包括中文及英文的洗水和成份、填充、產地和防火包裝警示語。顧客的感受及意見是推動企業可持續發展的關鍵。為了有效的處理顧客投訴，增強顧客滿意度，促進體系的持續有效性，本集團制定了《顧客投訴管理程序》。顧客可通過多種形式投訴，如電話、傳真、郵件等。總經理或經總經理授權的業務部，將負責受理以及有效處理或責成相關部門有效處理顧客投訴和抱怨，令顧客滿意。為避免因銷售問題產品而造成不利影響，我們制定了嚴謹的《產品召回管理制度》。在自檢過程中發現的不合格產品，相關負責部門會對其進行檢查和維修，並採取措施預防此類問題再次出現。



## Privacy Protection

All employees in the Group must commit themselves to strictly abide by the Group's confidentiality system, when dealing with tangible and intangible documents, files, contracts, information, commercial confidentiality, commercial information, operation information, management information, social resources, client resources, commercial channel etc.. Without the Group's written authorization, no staff is allowed to provide anything to third party in any forms or methods, directly or indirectly (including verbal), and use, transfers, disclose, release the Group's information in any form outside the Group. Otherwise, any legal liability, legal prosecution, indemnification for losses and economic responsibility caused by above actions will be borne by the employee individually. The Group requires employees to strictly execute the terms they signed in the Employee Manual and Employment Commitment Letter.

## Anti-Corruption

To facilitate anti-corruption, anti-bribery and anti-blackmail works solidly in commercial activities and based on the Group's actual situation, we formulated the Control Procedures for Anti-bribery, Anti-corruption and Anti-Blackmail, and strengthened the monitoring and management on important segments and key personnel where corruption is frequent and highly likely, so as to ensure honesty and trustworthiness. For suppliers or individuals who committed commercial bribery crimes will be held accountable for their criminal conduct by judicial authorities.

## 私隱保護

本集團的全體員工於處理一切有形或無形的文件、檔案、合約、資料、商業機密、商業信息、經營資料、管理信息、社會資源、客戶資源、商業渠道時，必須承諾嚴格遵守本集團的保密制度。在非本集團書面授權下任何員工不得以任何形式或方式、直接的或間接的（包括口頭的）提供給第三方，並包括在本集團以外以任何形式的使用、轉借、洩露、發佈本集團資訊等行為，否則，因此所造成的法律責任、法律追訴、賠償損失及經濟責任將由員工個人承擔。本集團要求員工嚴格執行所簽署的《員工手冊》和《入職承諾書》等條款。

## 反貪污

為紮實推進商業活動的反腐敗、反賄賂和反敲詐工作，結合本集團的實際情況，我們制定了《反賄賂、反腐敗和犯敲詐行為控制程序》，對易發多發腐敗的重點環節、重點部位崗位人員，加強監督和管理力度，確實做到誠實守信。對於任何構成商業賄賂（行賄）犯罪的供應商或個人，均交由司法機關追究刑事責任。



The Group conducts preventive commercial bribery commitment system for key segments and department personnel, which means signing the Anti-bribery/Anti-corruption Commitment Letter with the Group. For example, we require purchasing staff to sign the Purchasing Department Staff Incorruptible Liability Statement, and also require all clients, suppliers, service providers that have business relationships to sign the Supplier Anti-bribery/Anti-corruption Commitment Letter with the Group. In 2016, the Group organized management staff, purchasing staff, sales staff, and all financial staff to participate in anti-bribery trainings on several occasions.

The Group encouraged its employees and companies that have business relationship to report against corruption. Whistle blowing and investigation must be kept confidential. It is strictly forbidden to disclose the name, department, company name, etc. of the prosecutor, and it is also strictly forbidden to disclose the situation to the person being reported or to the department. The responsible department for anti-bribery, anti-corruption and anti-blackmail of the Group is the administrative manager and general manager. Anyone can inform and complain through internal telephone or suggestion box.

During the year, there was no material breach of any suspicious cases of corruption. With the business development, we will further improve our anti-corruption system.

本集團對重點環節、重點部門人員實行預防商業賄賂承諾制，即與本集團簽訂《反賄賂／反腐敗承諾書》。例如，我們要求本集團的採購人員簽訂《採購部人員廉潔從業責任書》；也要求所有與本集團有業務來往的客戶、供應商、服務商等簽訂《供應商反賄賂／反腐敗承諾書》。二零一六年，本集團多次組織全體管理人員、採購人員、業務人員和財務人員，進行反賄賂培訓。

本集團鼓勵其員工及有業務來往的公司檢舉揭發腐敗行為。檢舉的受理、調查等各個環節必須嚴格保密。嚴禁洩露檢舉人的姓名、部門、公司名稱等情況，嚴禁將舉報情況透露給被舉報人或者部門。本集團反賄賂、反腐敗和反敲詐負責部門責任人為行政經理及總經理，任何人都可以通過內部電話或意見箱等舉報投訴。

本年度，我們沒有出現重大違反廉潔守則的個案。隨著業務的發展，我們將進一步完善反貪污的制度體系。



## COMMUNITY INVESTMENT

In order to carry forward the fine traditional culture of the Chinese nation, on 19 October 2016, we led performers to our auditorium in Huachuan to carry out the Chung Yeung Festival performances, which brought singing and laughter to the elderlies in Chi'an Fourth village, and was awarded the pennant "Respecting and Loving the Elderlies, Friendship Forever" granted by Chi'an Fourth village committee and the elderly association.

To enrich our amateur life, strengthen our health and demonstrate party culture, the Group's broadcast gymnastics team actively participated in the broadcasting gymnastics competition at Yiwu's Second Workers Cultural Festival organized by Yiwu Laobur Union on 25 October 2016. Our team excelled in the competition and won the first prize with a score of 9.78.

## PROSPECTS AND SUGGESTIONS IN 2017

### **Boldly review and self-evaluation, Move forward confidently**

We firmly believe that conducting regular review on past practices will enable us to observe more clearly and go further in sustainable development. To construct a better society and facilitate the development of country's party culture, we developed a series of strategies, and while echoing the state policies, we hope to improve ourselves to further mitigate the damages to the environment and respond to the appeals of stakeholders. According to the 13th Five-Year Plan, our pace in reform will be faster through participating in national cultural enterprise development strategy, and we look forward to boosting the industry capacity and quality.

## 社區投資

為了弘揚中華民族的優秀傳統文化，二零一六年十月十九日，我們帶領演出人員來到華川本集團大禮堂開展重陽節文藝聯歡慰問演出活動，為赤岸四村的老人送上歌聲和笑語，並獲得由赤岸四村村委及老年協會贈予的「敬老愛老，友誼永存」的錦旗。

為了豐富業餘生活，強身健體，展現派對文化風采，二零一六年十月二十五日，本集團廣播體操代表隊積極參與了由義烏市總工會組織的義烏市第二屆職工文化藝術節廣播體操比賽。在大賽中，本集團的隊伍脫穎而出，以9.78的高分榮獲一等獎。

## 二零一七年展望及建議

### **勇於檢視省思昂然向前邁進**

我們深信定期檢視過去的表現能使我們在可持續發展的路上看得更清晰、走得更遠。為了建設更美好的社會，推動國家派對文化事業發展，我們制定了一系列的策略，在呼應國策的同時，希望能改善自身，進一步減低對環境帶來的傷害，同時回應各持份者的訴求。根據「十三五」規劃，參與國家級文化企業發展戰略，本集團的改革步伐將更為快速，期望產業規模及質量共同提升。



# Independent Auditor's Report 獨立核數師報告



**Grant Thornton**  
致同

Member of Grant Thornton International Ltd

## To the members of China Partytime Culture Holdings Limited

*(incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of China Partytime Culture Holdings Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 77 to 163, which comprise the consolidated statement of financial position as at 31 December 2016, and the consolidated statement of profit or loss and other 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 Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

## 致中國派對文化控股有限公司股東

*(於開曼群島註冊成立之有限公司)*

### 意見

本核數師已審核第77至163頁所載中國派對文化控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，包括於二零一六年十二月三十一日之綜合財務狀況表，及截至該日止年度之綜合損益及其他全面收益表、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)。

本核數師認為，綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)足以真實並公平地顯示 貴集團於二零一六年十二月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並遵照香港公司條例之披露規定妥為編製。





## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) issued by the 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 judgment, 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.

## 意見的基礎

本核數師之審核工作按照香港會計師公會頒佈之香港審計準則（「香港審計準則」）進行。本核數師於該等準則項下的責任在我們的報告內「核數師就審核綜合財務報表承擔的責任」一節進一步闡述。根據香港會計師公會的「職業會計師道德守則」（「守則」），本核數師獨立於貴集團，並已遵循守則履行其他道德責任。本核數師相信，本核數師所獲得的審核憑證能充足及適當地為本核數師的審核意見提供基礎。

## 關鍵審核事項

根據本核數師的專業判斷，關鍵審核事項為本核數師審核於本期間的綜合財務報表中最重要的事項。本核數師在審核綜合財務報表及就此達致意見時綜合處理此等事項，而不會就此等事項單獨發表意見。



### Valuation of Convertible bonds

#### 可換股債券之估值

Refer to the summary of significant accounting policies in note 2.10 and note 24 to the consolidated financial statements.  
請參閱綜合財務報表附註2.10及附註24內之主要會計政策概要。

#### Key Audit Matter

##### 關鍵審核事項

At 31 December 2016, the Group had convertible bonds of approximately RMB16,749,000 liability component.  
於二零一六年十二月三十一日，貴集團就負債部分持有約人民幣16,749,000元之可換股債券。

Convertible bond issued by the Group that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the bond.

貴集團發行之可換股債券（包含金融負債及權益部分）於初步確認時單獨分類至有關負債及權益部分。負債部分其後使用實際利率法按攤銷成本列賬。權益部分將保留至權益直至債券獲轉換或贖回。

We considered this as key audit area due to complexity on the initial calculation of the fair value of the liability component.

因於初步計算負債部分之公平值時的複雜性，故本核數師認為其為關鍵審核範圍。

#### How the matter was addressed in our audit

##### 本核數師在審核中處理關鍵審核事項的方法

Our audit procedures to the determination of financial liability and equity component of convertible bonds included the following:

本核數師釐定可換股債券之金融負債及權益部分的審核程序包括以下各項：

- Assessed the competence, capabilities and objectivity of the valuer.  
• 評估估值師的資格、能力及客觀性。
- Communicated with the management about the valuation techniques adopted by the valuer, obtained and read the valuation reports and assessed the relevance and reasonableness of valuation techniques used by the valuer.  
• 與管理層就估值師採納之估值技術進行溝通，獲取及閱覽估值報告及評估估值師所用估值技術的關聯性及合理性。
- Assessed the reasonableness of key inputs which were used to determine the value under income approach, including risk-free rate, credit spread, liquidity risk premium and company specific risk premium.  
• 評估根據收益法，包括無風險利率、信貸息差、流動資金風險溢價及公司特定風險溢價釐定估值所用主要輸入資料的合理性。

We obtained supportive evidence for the significant judgements and estimates on the valuation techniques and key inputs used in the valuations of convertible bonds.

本核數師已就有關可換股債券之估值所用估值技術及主要輸入資料所作重大判斷及估計獲得支持憑證。



## Valuation of Inventories

### 存貨之估值

Refer to the summary of significant accounting policies in note 2.8 and note 19 to the consolidated financial statements.  
請參閱綜合財務報表附註2.8及附註19內之主要會計政策概要。

### Key Audit Matter

#### 關鍵審核事項

At 31 December 2016, the Group had inventories of approximately RMB28,892,000 net of nil provisions. The Directors make significant judgements regarding the value of inventory provisions for obsolescence.

於二零一六年十二月三十一日，貴集團存貨扣除零撥備為約人民幣28,892,000元。董事已對陳舊存貨撥備估值作出重大判斷。

### How the matter was addressed in our audit

#### 本核數師在審核中處理關鍵審核事項的方法

Our procedures in relation to assessing the appropriateness of the valuation of the inventories included the following:

本核數師評估存貨估值之適當性的程序包括以下各項：

- Reviewed and analysed the ageing of inventories;  
• 已審閱及分析存貨之賬齡；
- Reviewed the costs expected to incur to bring the raw materials and work in progress into finished goods and compared to historical data;  
• 已審閱將原材料及在製品製成製成品之預期產生成本及比較歷史數據；
- Tested the expected volume and price of future sales of inventories by reviewing the price of a sample of inventories sold after the end of reporting date; and  
• 已通過抽樣審閱報告日期末後已出售存貨的價格測算存貨之未來銷售的預期交易量及價格；及
- Assessed the sufficiency of allowance where the estimated net realisable value is lower than the cost.  
• 已評估倘估計可變現淨值低於成本時撥備的充足性。



## OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises all the information in the 2016 annual report of the Company, but does not include 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.

## 其他資料

董事負責其他資料。其他資料包括 貴公司二零一六年年報內所有資料，惟不包括綜合財務報表及本核數師就其發出的核數師報告。

本核數師對綜合財務報表的意見並不涵蓋其他資料，本核數師亦不對該等其他資料發表任何形式的鑒證結論。

當本核數師審核綜合財務報表時，本核數師的責任為閱讀其他資料，於此過程中，考慮其他資料是否與綜合財務報表或本核數師於審核過程中所得知的情況有重大抵觸，或者似乎有重大錯誤陳述。基於本核數師已執行的工作，倘本核數師認為這些其他資料有重大錯誤陳述，本核數師須報告該事實。於此方面，本核數師沒有任何報告。



## RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA 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 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 either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

## 董事及負責管治人員就綜合財務報表承擔的責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實並公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需之內部控制負責。

在編製綜合財務報表時，董事負責評估 貴集團之持續經營的能力，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 貴集團清盤或停止經營，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 貴集團之財務申報流程。





## 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. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's 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 HKSA's, we exercise professional judgment and maintain professional skepticism 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.

## 核數師就審核綜合財務報表承擔的責任

本核數師的目標，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，並出具包括本核數師意見的核數師報告。根據我們約定的項目約定條款，本核數師僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。本核數師不會就本報告的內容向任何其他人士負責或承擔任何責任。

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。

作為根據香港審計準則進行審計的一部分，本核數師在審計過程中運用了專業判斷並保持了專業懷疑態度。本核數師亦：

- 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。





- 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.
- 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.
- 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。
- 對董事採用持續經營會計基礎的恰當性作出結論，及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。倘本核數師認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露不充分，則我們應當修改意見。本核數師的結論乃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、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 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。本核數師負責 貴集團審計的方向、監督與執行。本核數師為審計意見承擔全部責任。



## Independent Auditor's Report 獨立核數師報告

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.

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.

### **Grant Thornton Hong Kong Limited**

*Certified Public Accountants*

Level 12

28 Hennessy Road

Wanchai

Hong Kong

24 March 2017

### **Shaw Chi Kit**

Practising Certificate No.: P04834

本核數師就（其中包括）審計的計劃範圍及時間安排、重大審計發現，包括本核數師在審計中識別出內部控制的任何重大缺陷與審核委員會進行溝通。

本核數師亦向審核委員會提交聲明，說明本核數師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和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，本核數師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。本核數師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因合理預期在本核數報告中溝通某事項造成的負面後果超過產生的公眾利益，本核數師決定不應在報告中溝通該事項。

### **致同（香港）會計師事務所有限公司**

*執業會計師*

香港

灣仔

軒尼詩道28號

12樓

二零一七年三月二十四日

### **邵子傑**

執業證書編號：P04834





# Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 綜合損益及其他全面收益表

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

		NOTES	2016	2015
		附註	二零一六年	二零一五年
			RMB'000	RMB'000
			人民幣千元	人民幣千元
<b>Revenue</b>	<b>收益</b>	6	<b>513,883</b>	569,605
Costs of sales	銷售成本		<b>(368,826)</b>	(404,162)
<b>Gross profit</b>	<b>毛利</b>		<b>145,057</b>	165,443
Other income	其他收入	7	<b>3,564</b>	6,902
Selling expenses	銷售開支		<b>(13,978)</b>	(16,782)
Administrative and other operating expenses	行政及其他經營開支		<b>(53,659)</b>	(54,988)
<b>Profit from operations</b>	<b>經營溢利</b>		<b>80,984</b>	100,575
Share of loss of a joint venture	分佔一間合營公司虧損	17	<b>(2)</b>	–
Finance costs	融資成本	8	<b>(2,247)</b>	(2,196)
<b>Profit before income tax</b>	<b>除所得稅前溢利</b>	9	<b>78,735</b>	98,379
Income tax expense	所得稅開支	10	<b>(22,053)</b>	(28,787)
<b>Profit for the year</b>	<b>年內溢利</b>		<b>56,682</b>	69,592
<b>Other comprehensive (expense)/income: Items that will be reclassified subsequently to profit or loss</b>	<b>其他全面(開支)/收益: 其後將重新分類至損益之項目</b>			
Exchange differences on translation of foreign operation recognised	已確認換算海外業務之匯兌差異		<b>(710)</b>	1,017
<b>Other comprehensive (expense)/income for the year, net of nil tax</b>	<b>年內其他全面(開支)/收益, 扣除稅項零</b>		<b>(710)</b>	1,017
<b>Total comprehensive income for the year</b>	<b>年內全面收益總額</b>		<b>55,972</b>	70,609
<b>Profit for the year attributable to:</b>	<b>應佔年內溢利:</b>			
Equity holders of the Company	本公司權益持有人		<b>56,682</b>	66,716
Non-controlling interests	非控股權益		<b>–</b>	2,876
			<b>56,682</b>	69,592





**Consolidated Statement of Profit or Loss and Other Comprehensive Income**  
**綜合損益及其他全面收益表**

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

		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
<b>Total comprehensive income</b>	<b>應佔年內全面收益總額：</b>			
<b>for the year attributable to:</b>				
Equity holders of the Company	本公司權益持有人		55,972	67,733
Non-controlling interests	非控股權益		—	2,876
			<u>55,972</u>	<u>70,609</u>
<b>Earnings per share for profit</b>	<b>本公司權益持有人</b>			
<b>attributable to equity holders</b>	<b>應佔溢利之每股盈利</b>			
<b>of the Company</b>				
Basic	基本	13	RMB人民幣7.50 cents分	RMB人民幣11.06 cents分
Diluted	攤薄	13	RMB人民幣7.39 cents分	RMB人民幣11.06 cents分



# Consolidated Statement of Financial Position

## 綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

			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
	NOTES 附註			
<b>ASSETS AND LIABILITIES</b>		<b>資產及負債</b>		
<b>Non-current assets</b>		<b>非流動資產</b>		
Trademark	18	商標	344	438
Prepaid land lease payments	14	預付土地租賃款項	12,683	12,976
Property, plant and equipment	15	物業、廠房及設備	353,044	218,241
Interest in a joint venture	17	於一間合營公司之權益	2	-
			<u>366,073</u>	<u>231,655</u>
<b>Current assets</b>		<b>流動資產</b>		
Inventories	19	存貨	28,892	26,715
Trade and other receivables	20	貿易及其他應收款項	78,247	61,830
Prepaid land lease payments	14	預付土地租賃款項	293	293
Bank balances and cash	21	銀行結餘及現金	81,604	108,274
			<u>189,036</u>	<u>197,112</u>
<b>Current liabilities</b>		<b>流動負債</b>		
Trade and other payables	22	貿易及其他應付款項	50,071	42,889
Short term borrowings	23	短期借款	60,700	11,000
Income tax payable		應付所得稅	1,584	6,085
			<u>112,355</u>	<u>59,974</u>
<b>Net current assets</b>		<b>流動資產淨值</b>	<u>76,681</u>	<u>137,138</u>
<b>Total assets less current liabilities</b>		<b>總資產減流動負債</b>	<u>442,754</u>	<u>368,793</u>



Consolidated Statement of Financial Position  
綜合財務狀況表

As at 31 December 2016 於二零一六年十二月三十一日

		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
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible bonds	可換股債券	24	16,749	—
			16,749	—
<b>Net assets</b>	<b>資產淨值</b>		426,005	368,793
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	25	6,209	6,209
Reserves	儲備	26	419,796	362,584
<b>Total equity</b>	<b>總權益</b>		426,005	368,793

CHEN SHENG BI

Chairman

陳聖弼

主席

LIN XIN FU

Director

林新福

董事





# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

		Equity attributable to equity holders of the Company 本公司權益持有人應佔權益									
		Share capital	Share premium*	Capital reserve*	Statutory reserve*	Translation reserve*	Convertible bond reserve* 可換股債券儲備*	Retained profits*	Total	Non-controlling interests	Total equity
		股本	股份溢價*	資本儲備*	法定儲備*	匯兌儲備*	債券儲備*	保留溢利*	總計	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
As at 1 January 2015	於二零一五年一月一日	-	-	67,011	15,183	-	-	55,263	137,457	15,273	152,730
Profit for the year	年內溢利	-	-	-	-	-	-	66,716	66,716	2,876	69,592
Other comprehensive income:	其他全面收益:										
- Exchange differences on translation of foreign operation recognised	- 已確認換算海外業務之匯兌差異	-	-	-	-	1,017	-	-	1,017	-	1,017
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	1,017	-	66,716	67,733	2,876	70,609
<b>Transaction with owners:</b>	<b>與擁有人的交易:</b>										
- Deemed acquisition of non-controlling interest (Note)	- 視作收購非控股權益(附註)	-	-	18,149	-	-	-	-	18,149	(18,149)	-
- Issue of share capital	- 發行股本	1,591	143,863	-	-	-	-	-	145,454	-	145,454
- Share capitalisation issue	- 股份資本化發行	4,618	(4,618)	-	-	-	-	-	-	-	-
- Transfer to statutory reserves	- 轉撥至法定儲備	-	-	-	8,658	-	-	(8,658)	-	-	-
Transaction with owners	與擁有人的交易	6,209	139,245	18,149	8,658	-	-	(8,658)	163,603	(18,149)	145,454
As at 31 December 2015 and 1 January 2016	於二零一五年十二月三十一日及二零一六年一月一日	6,209	139,245	85,160	23,841	1,017	-	113,321	368,793	-	368,793
Profit for the year	年內溢利	-	-	-	-	-	-	56,682	56,682	-	56,682
Other comprehensive income:	其他全面收益:										
- Exchange differences on translation of foreign operation recognised	- 已確認換算海外業務之匯兌差異	-	-	-	-	(710)	-	-	(710)	-	(710)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(710)	-	56,682	55,972	-	55,972
Transaction with owners:	與擁有人的交易:										
Equity component of convertible bonds (note 24)	可換股債券的權益部分(附註24)	-	-	-	-	-	1,240	-	1,240	-	1,240
Transfer to statutory reserves	轉撥至法定儲備	-	-	-	6,573	-	-	(6,573)	-	-	-
Transaction with owners	與擁有人的交易	-	-	-	6,573	-	1,240	(6,573)	1,240	-	1,240
As at 31 December 2016	於二零一六年十二月三十一日	6,209	139,245	85,160	30,414	307	1,240	163,430	426,005	-	426,005

\* The reserves accounts comprise the Group's reserves of RMB419,796,000 (2015: RMB362,584,000) in the consolidated statement of financial position.

\* 儲備賬目包括本集團於綜合財務狀況表內之儲備人民幣419,796,000元(二零一五年:人民幣362,584,000元)。

**Note:** Pursuant to a reorganisation of the Company in connection with the listing of its shares on the Stock Exchange of Hong Kong Limited as detailed in the annual financial statements for the year ended 31 December 2015, the Company acquired the respective equity interests in Jiangxi Styler Industrial Co., Ltd ("Jiangxi Styler") from the controlling shareholders and other minority shareholders. The Company became the holding company of the companies now comprising the Company and its subsidiaries (collectively, the "Group") on 11 May 2015.

**附註:** 根據本公司就其股份於香港聯合交易所有限公司上市之重組(誠如截至二零一五年十二月三十一日止年度的年度財務報表所述),本公司自控股股東及其他少數股東收購彼等各自於江西絲黛實業有限公司(「江西絲黛」)之股權。本公司於二零一五年五月十一日成為本公司及其附屬公司(統稱為「本集團」)現時旗下各公司的控股公司。



# Consolidated Statement of Cash Flows

## 綜合現金流量表

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

		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
<b>Cash flows from operating activities</b>	<b>經營活動現金流量</b>		
Profit before income tax	除所得稅前溢利	78,735	98,379
Adjustments for:	就以下各項作出調整：		
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	293	293
Amortisation of trademark	商標攤銷	94	62
Depreciation	折舊	9,658	6,204
Interest income	利息收入	(502)	(272)
Interest expenses	利息開支	2,247	2,196
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	27	106
Share of loss of a joint venture	分佔一間合營公司虧損	2	-
Operating profit before working capital changes	營運資金變動前經營溢利	90,554	106,968
Increase in inventories	存貨增加	(2,177)	(2,676)
Increase in trade and other receivables	貿易及其他應收款項增加	(17,203)	(36,762)
Increase in trade and other payables	貿易及其他應付款項增加	6,824	26,989
Cash generated from operations	經營所得現金	77,998	94,519
Interest paid	已付利息	(1,331)	(2,196)
Income taxes paid	已付所得稅	(26,554)	(26,463)
<i>Net cash generated from operating activities</i>	<i>經營活動所得現金淨額</i>	<u>50,113</u>	<u>65,860</u>
<b>Cash flows from investing activities</b>	<b>投資活動現金流量</b>		
Interest received	已收利息	502	272
Purchase of property, plant and equipment	購置物業、廠房及設備	(144,491)	(94,186)
Purchase of trademark	購置商標	-	(500)
Investment in a joint venture	於一間合營公司的投資	(4)	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3	26
<i>Net cash used in investing activities</i>	<i>投資活動所用現金淨額</i>	<u>(143,990)</u>	<u>(94,388)</u>





Consolidated Statement of Cash Flows  
綜合現金流量表

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

		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
<b>Cash flows from financing activities</b>	<b>融資活動現金流量</b>		
Proceeds from bank borrowings	銀行借款所得款項	97,700	11,000
Repayment of bank borrowings	償還銀行借款	(48,000)	(64,677)
Proceeds from issuance of share capital	發行股本所得款項	–	158,166
Share issue expenses	股份發行開支	–	(12,712)
Proceeds from issuance of convertible bonds	發行可換股債券所得款項	16,787	–
Interest paid for convertible bonds	可換股債券已付利息	(81)	–
		<hr/>	<hr/>
<i>Net cash generated from financing activities</i>	<i>融資活動所得現金淨額</i>	<b>66,406</b>	91,777
		<hr/>	<hr/>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等價物 (減少)/增加淨額</b>	<b>(27,471)</b>	63,249
Cash and cash equivalents at the beginning of the year	年初現金及現金等價物	108,274	44,808
Effect of foreign exchange rate changes	匯率變動的影響	801	217
		<hr/>	<hr/>
<b>Cash and cash equivalents at the end of the year, represented by bank balances and cash</b>	<b>年末現金及現金等價物，以銀行結餘及現金表示</b>	<b>81,604</b>	108,274





# Notes To The Consolidated Financial Statements

## 綜合財務報表附註

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 1. GENERAL INFORMATION

China Partytime Culture Holdings Limited (the “Company”) was incorporated in the Cayman Islands as exempted company on 12 February 2015 with limited liability. The Company’s shares are listed on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 16 October 2015. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is No. 3 Chunchao Road, Yichun Economic & Technological Development Zone, Jiangxi Province, the People’s Republic of China (“PRC”).

The Company is an investment holding company and its subsidiaries are principally engaged in the design, development, production, sales and marketing of cosplay products (including cosplay costumes and cosplay wigs) and sexy lingerie.

As at 31 December 2016, the Directors consider the ultimate controlling shareholders of the Company to be Mr. Chen Sheng Bi and his brother, Mr. Chen Sheng Guan (collectively, the “Controlling Shareholders”), through their respective wholly-owned companies, Master Professional Holdings Limited and Summit Quest Holdings Limited, both incorporated in the British Virgin Islands (“BVI”).

These consolidated financial statements for the year ended 31 December 2016 were approved for issue by the board of directors on 24 March 2017.

### 1. 一般資料

中國派對文化控股有限公司（「本公司」）於二零一五年二月十二日在開曼群島註冊成立為獲豁免有限責任公司。本公司股份於二零一五年十月十六日在香港聯合交易所有限公司（「聯交所」）上市。其註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。主要營業地點地址為中華人民共和國（「中國」）江西省宜春經濟技術開發區春潮路3號。

本公司為一間投資控股公司及其附屬公司主要從事設計、開發、生產、銷售及營銷角色扮演產品（包括角色扮演服飾及角色扮演假髮）及性感內衣。

於二零一六年十二月三十一日，董事認為，本公司之最終控股股東為陳聖弼先生及其兄弟陳聖冠先生（統稱為「控股股東」），乃透過彼等各自之全資擁有公司Master Professional Holdings Limited及Summit Quest Holdings Limited（均於英屬處女群島（「英屬處女群島」）註冊成立）擁有。

截至二零一六年十二月三十一日止年度之該等綜合財務報表已於二零一七年三月二十四日獲董事會批准刊發。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

These annual consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the accounting principles generally accepted in Hong Kong.

The consolidated financial statements also comply with the applicable disclosure requirements of the Hong Kong Companies Ordinance and include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

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

The consolidated financial statements have been prepared on the historical cost. The consolidated financial statements is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousands (“RMB’000”), except when otherwise indicated.

## 2. 主要會計政策概要

### 2.1 編製基準

該等年度綜合財務報表乃按照香港財務報告準則（「香港財務報告準則」）編製，而香港財務報告準則是一個統稱，包括香港會計師公會（「香港會計師公會」）頒佈的所有適用的個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋以及香港公認會計原則。

綜合財務報表亦符合香港公司條例之適用披露規定及包括聯交所證券上市規則（「上市規則」）之適用披露規定。

編製該等綜合財務報表所採用的主要會計政策概述於下文。除另有指明者外，該等政策已貫徹應用於呈列的所有年度。採納新訂及經修訂香港財務報告準則及對本集團財務報表之影響（如有）披露於附註3。

綜合財務報表乃按歷史成本編製。綜合財務報表以人民幣（「人民幣」）呈列，除另有指明者外，所有金額均約整至最接近的千位（「人民幣千元」）。







## Notes To The Consolidated Financial Statements 綜合財務報表附註

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.1 Basis of preparation (Continued)

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

#### 2.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (collectively referred to as the "Group"). The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

Subsidiaries are entities controlled by the Group. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. When assessing whether the Group has power over the entity, only substantive rights relating to the entity (held by the Group and others) are considered.

The Group includes the income and expenses of a subsidiary in the consolidated financial statements from the date it gains control until the date when the Group ceases to control the subsidiary.

### 2. 主要會計政策概要 (續)

#### 2.1 編製基準 (續)

請注意編製綜合財務報表時會使用會計估計及假設。儘管該等估計乃基於管理層對目前事件及措施的最佳瞭解及判斷作出，但實際結果最終可能與該等估計有異。涉及較高程度判斷或複雜性的領域或假設及估計屬重大的領域披露於綜合財務報表附註4。

#### 2.2 綜合入賬基準

綜合財務報表包括本公司及其附屬公司（統稱「本集團」）的財務報表。附屬公司編製財務報表的報告期間及採用的會計政策與本公司相同。

附屬公司為由本集團控制的實體。本集團承受或享有參與實體所得的可變回報，且有能力透過其對實體的權力影響該等回報時，則本集團控制該實體。於評估本集團對實體是否擁有權力時，僅會考慮與實體有關的實質權利（由本集團及他人持有）。

本集團的綜合財務報表包括附屬公司自本集團取得控制權之日起至不再控制該附屬公司之日的收入及開支。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Basis of consolidation (Continued)

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

Non-controlling interests represent the equity on a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at their proportionate share of the subsidiary's net identifiable assets. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from the equity attributable to the owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the owners of the Company.

## 2. 主要會計政策概要 (續)

### 2.2 綜合入賬基準 (續)

集團內公司間交易、集團公司間交易結餘及未變現收益及虧損於編製綜合財務報表時予以抵銷。倘集團內公司間資產銷售的未變現虧損於綜合入賬時撥回，則相關資產亦從本集團的角度進行減值測試。附屬公司財務報表的申報金額已作必要調整，以確保與本集團採用的會計政策一致。

非控股權益指於一家附屬公司中並非直接或間接歸屬本公司的權益，而本集團並無與該等權益的持有人協定任何額外條款，致本集團整體就符合金融負債定義的該等權益承擔合約責任。就各業務合併而言，本集團可選擇按公平值或按非控股權益佔附屬公司的可識別資產淨值的比例計量任何非控股權益。非控股權益於綜合財務狀況表內的權益中呈列，與本公司擁有人應佔權益分開列賬。本集團業績內的非控股權益入賬作為在非控股權益及本公司擁有人之間分配的年度損益總額及年度全面收益總額，於綜合損益及其他全面收益表呈列。





## Notes To The Consolidated Financial Statements 綜合財務報表附註

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.2 Basis of consolidation (Continued)

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Where certain assets of the subsidiary are measured at revalued amounts or fair values and the related cumulative gain or loss has been recognised in other comprehensive income and accumulated in equity, the amounts previously recognised in other comprehensive income and accumulated in equity are accounted for as if the Company had directly disposed of the related assets (i.e., reclassified to profit or loss or transferred directly to retained earnings). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 "Financial Instruments: Recognition and Measurement" or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 2. 主要會計政策概要 (續)

#### 2.2 綜合入賬基準 (續)

本集團於附屬公司的權益變動，倘不會引致喪失控制權，則以權益交易入賬，並據此對綜合權益中控股權益的金額作調整，以反映相關的權益變動，惟不會調整商譽及確認盈虧。

倘本集團失去對一間附屬公司之控制權，則出售損益以下列兩項之差額計算(i)所收取代價之公平值及任何保留權益公平值之總和及(ii)附屬公司之資產(包括商譽)及負債及任何非控股權益之先前賬面值。倘附屬公司之若干資產按重估金額或公平值計量，而相關累計損益已於其他全面收入確認並於權益累計，則早前於其他全面收入確認及於權益累計之金額將會以猶如本公司已直接出售相關資產之方式入賬(即重新分類至損益或直接轉撥至保留盈利)。於失去控制權當日仍保留於前附屬公司之任何投資公平值，則根據香港會計準則第39號「金融工具：確認及計量」，就其後入賬而言將被視為初步確認之公平值，或(如適用)於聯營公司或合資公司投資之初步確認成本。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.2 Basis of consolidation (Continued)

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment loss unless the subsidiary is held for sale or included in a disposal group. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes directly attributable costs of investment.

The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

### 2.3 Joint ventures

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 arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions relating about relevant activities require the unanimous consent of the parties sharing control.

## 2. 主要會計政策概要 (續)

### 2.2 綜合入賬基準 (續)

除非附屬公司乃持作出售或計入出售組別，否則本公司的財務狀況報表中，附屬公司按成本值扣除減值虧損列賬。成本經調整以反映因或然代價修訂而產生的代價變動。成本亦包括投資直接應佔的成本。

附屬公司的業績由本公司按於報告日期已收及應收股息的基準列賬。不論所收取股息是以投資對象的收購前或收購後溢利作出，全部股息均於本公司的損益中確認。

### 2.3 合營公司

合營公司為一項合營安排，據此，擁有該安排之共同控制權的各方均有權享有該項安排的資產淨值。共同控制權指訂約協定共享安排控制權，僅在相關活動決策須經共享控制權之各方一致同意之情況下存在。





## Notes To The Consolidated Financial Statements 綜合財務報表附註

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.3 Joint ventures (Continued)

In consolidated financial statements, an investment in a joint venture is initially recognised at cost and subsequently accounted for using the equity method. Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the joint venture recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the Group, plus any costs directly attributable to the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss in the determination of the Group's share of the joint venture's profit or loss in the period in which the investment is acquired.

Under the equity method, the Group's interest in the joint venture is carried at cost and adjusted for the post-acquisition changes in the Group's share of the joint venture's net assets less any identified impairment loss, unless it is classified as held for sale (or included in a disposal Group that is classified as held for sale). The profit or loss for the year includes the Group's share of the post-acquisition, post-tax results of the joint venture for the year, including any impairment loss on the investment in joint venture recognised for the year. The Group's other comprehensive income for the year includes its share of the joint venture's other comprehensive income for the year.

### 2. 主要會計政策概要 (續)

#### 2.3 合營公司 (續)

於綜合財務報表中，於合營公司之一項投資按成本初步確認及隨後乃採用權益法入賬。收購成本超出本集團於收購日期所佔合營公司可識別資產、負債及或然負債公平值淨值的任何部分確認為商譽。商譽計入投資的賬面值內，並作為投資的一部分進行減值評估。收購成本乃按本集團於交換日期給予之資產、產生或承擔之負債及發行之股本工具之公平值總額計量，另加投資應佔之任何直接相關成本。重新評估後，本集團應佔可識別資產、負債及或然負債之公平值超過收購成本之任何數額，則會即時於損益確認，以釐定本集團於收購投資期間應佔合營公司之溢利或虧損。

根據權益法，本集團於合營公司之權益以成本列賬，並按本集團應佔合營公司之資產淨值減任何已識別減值虧損之收購後變動作出調整，惟其已被分類為持作出售（或計入獲分類為持作出售之待售組別）則除外。年內損益包括本集團應佔合營公司年內之收購後、除稅後業績，包括年內確認之於合營公司之投資之任何減值虧損。本集團之其他年內全面收益包括其應佔合營公司之年內其他全面收益。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.3 Joint ventures (Continued)

Unrealised gains on transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the joint venture. Where unrealised losses on assets sales between the Group and its joint venture are reversed on equity accounting, the underlying asset is also tested for impairment from the Group's perspective. Where the joint venture uses accounting policies other than those of the Group for like transactions and events in similar circumstances, adjustments are made, where necessary, to conform the joint venture's accounting policies to those of the Group when the joint venture's financial statements are used by the Group in applying the equity method.

When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the joint venture. For this purpose, the Group's interest in the joint venture is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the joint venture.

## 2. 主要會計政策概要 (續)

### 2.3 合營公司 (續)

本集團及其合營公司間交易所產生之未變現收益抵銷，只限於本集團於有關合營公司之權益。而本集團及其合營公司間之未變現資產銷售虧損按權益會計法撥回，本集團亦會對有關資產作減值測試。倘合營公司所用會計政策並非為本集團於同類情況下就類似交易及事件所採用者，則於本集團為應用權益法而使用合營公司財務報表時，會作出必要調整，致令該合營公司之會計政策與本集團所用者一致。

當本集團應佔合營公司虧損等同或超過其所佔合營公司權益時，本集團不會再進一步確認虧損，除非本集團須承擔法定或推定責任或已代合營公司付款。就此而言，本集團於合營公司之權益為按照權益法計算之投資賬面值，連同實質上構成本集團於該合營公司之投資淨額其中部分之本集團長期權益。





## Notes To The Consolidated Financial Statements 綜合財務報表附註

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.3 Joint ventures (Continued)

After the application of equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its joint venture. At each reporting date, the Group determines whether there is any objective evidence that the investment in joint venture is impaired. If such indications are identified, the Group calculates the amount of impairment as being the difference between the recoverable amount (higher of value in use and fair value less costs of disposal) of the joint venture and its carrying amount. In determining the value in use of the investment, the Group estimates its share of the present value of the estimated future cash flows expected to be generated by the joint venture, including cash flows arising from the operations of the joint venture and the proceeds on ultimate disposal of the investment.

The Group discontinues the use of equity method from the date when it ceases to have joint control over a joint venture. If the retained interest in that former joint venture is a financial asset, the retained interest is measured at fair value, which is regarded as its fair value on initial recognition as a financial asset in accordance with HKAS 39. The difference between (i) the fair value of any retained interest and any proceeds from disposing of a partial interest in the joint venture; and (ii) the carrying amount of the investment at the date the equity method was discontinued, is recognised in the profit or loss. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would have been required if the joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by the investee would be reclassified to profit or loss on the disposal of the related assets or liabilities, the entity reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

### 2. 主要會計政策概要 (續)

#### 2.3 合營公司 (續)

經應用權益法後，本集團決定是否必須就本集團於合營公司之投資確認任何額外減值虧損。於各呈報日期，本集團釐定是否有任何客觀證據顯示合營公司投資出現減值。倘出現有關跡象，本集團計算減值金額，即合營公司可收回金額（使用價值及公平值之較高者減出售成本）與其賬面值之間之差額。釐定投資之使用價值時，本集團估計其應佔之預期由合營公司產生之估計日後現金流量之現值，包括經營合營公司產生之現金流量及最終出售投資之所得款項。

本集團自其不再對合營公司擁有共同控制權當日起終止使用權益法。倘於該前合營公司之保留權益為金融資產，該保留權益則按公平值計量，並根據香港會計準則第39號初次確認為金融資產時將該公平值視作其公平值。在(i)任何保留權益及出售合營公司部分權益之任何所得款項之公平值與(ii)終止使用權益法當日投資賬面值之間之差額，均於損益內確認。此外，本集團會將以往在有關該合營公司之其他全面收益中確認之所有金額入賬，且基準與有關合營公司直接處置相關資產或負債所需基準相同。因此，倘以往由被投資方於其他全面收益中確認之收益或虧損將於處置相關資產或負債時重新分類至損益，則實體於終止使用權益法時，將該收益或虧損自權益重新分類至損益（作為重新分類調整）。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.4 Foreign currency translation

The financial statements are presented in RMB, which is the Group's presentation currency, as the directors of the Company are of the view that RMB is more relevant to the shareholders of the Company. The functional currency of the Company and its subsidiaries outside mainland China is Hong Kong Dollar ("HK\$") and the functional currency of the subsidiaries in mainland China is RMB.

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

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

## 2. 主要會計政策概要 (續)

### 2.4 外幣換算

財務報表以人民幣呈列，而人民幣為本集團之呈列貨幣，原因為本公司董事認為人民幣與本公司股東更為相關。本公司及其中國境外附屬公司之功能貨幣為港元（「港元」），而中國附屬公司之功能貨幣為人民幣。

於綜合實體的獨立財務報表中，外幣交易乃按交易當日的匯率換算為個別實體的功能貨幣。於報告日期，以外幣計值的貨幣資產及負債乃按該日期的匯率換算。因結算該等交易及於報告日期重新換算的貨幣資產及負債所產生的外匯損益均於損益中確認。

以外幣計值且按公平值呈列的非貨幣項目乃按公平值釐定當日適用的匯率重新換算。按歷史成本以外幣計量的非貨幣項目不作重新換算。





## Notes To The Consolidated Financial Statements 綜合財務報表附註

For the Year Ended 31 December 2016 截至二零一六年十二月三十一日止年度

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.4 Foreign currency translation (Continued)

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

On disposal of a foreign operation, all of the accumulated exchange differences in respect of that operation attributable to the Group are reclassified to profit or loss.

#### 2.5 Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

### 2. 主要會計政策概要 (續)

#### 2.4 外幣換算 (續)

於財務報表中，原以本集團呈報貨幣以外的貨幣呈列的海外業務的所有獨立財務報表均已換算為人民幣。資產及負債已按報告日期的收市匯率換算為人民幣。收入與支出按交易日的匯率，或按報告期間的平均匯率換算為人民幣（假設匯率並無重大波動）。任何因此程序產生的差額已於其他全面收入中確認並於權益內的匯兌儲備單獨累計。

出售海外業務時，本集團應佔該項業務之所有累計兌匯差異均重新分類至損益。

#### 2.5 物業、廠房及設備

物業、廠房及設備（在建工程除外）乃按成本減累計折舊及減值虧損列賬。成本包括資產收購直接應佔的開支。所購軟件（作為相關設備運作的必備部分）視為該設備一部分撥充資本。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.5 Property, plant and equipment (Continued)

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

Buildings	2.86-5%
Plant and machineries	10-20%
Motor vehicles	20%
Furniture and equipment	20%
Leasehold improvement	20-100%

The assets' residual values, depreciation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date. The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

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

Construction in progress represents property, plant and equipment 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.

## 2. 主要會計政策概要 (續)

### 2.5 物業、廠房及設備 (續)

折舊以直線法於其估計可使用年期內按下列年率作出撥備，以撇銷成本減其剩餘價值：

樓宇	2.86-5%
廠房及機械	10-20%
汽車	20%
傢俬及設備	20%
租賃物業裝修	20-100%

資產的剩餘價值、折舊方法及使用年期於各報告日期進行檢討及於適當時作出調整。報廢或出售所產生的收益或虧損按出售所得款項與相關資產的賬面值之間的差額釐定，並於損益內確認。

當且僅當與該項目相關的未來經濟利益極有可能流入本集團及該項目成本能可靠計量時，後續成本計入資產的賬面值或於適當時確認為一項個別資產。終止確認已重置部分的賬面值。所有其他成本（如維修及保養成本）於該等成本產生的財務期間自損益內扣除。

在建工程指在建物業、廠房及設備，按成本扣除任何減值虧損列賬，且不計提折舊。成本包括直接建築成本及建設期內的相關借貸資金的資本化借款成本。在建工程於落成及可供使用時重新分類至物業、廠房及設備的適當類別。





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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Intangible assets (other than goodwill) and research and development activities

*Intangible assets (other than goodwill)*

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following rate per annum is applied:

Trademark	18.75%
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The assets' amortisation methods and useful lives are reviewed, and adjusted if appropriate, at each reporting date. Intangible assets are tested for impairment as described below in note 2.15.

*Research and development costs*

Costs associated with research activities are expensed in profit or loss as they occur. Costs that are directly attributable to development activities are recognised as intangible assets provided they meet the following recognition requirements:

- (i) demonstration of technical feasibility of the prospective product for internal use or sale;
- (ii) there is intention to complete the intangible asset and use or sell it;
- (iii) the Group's ability to use or sell the intangible asset is demonstrated;

2. 主要會計政策概要 (續)

2.6 無形資產 (商譽除外) 及研發活動

*無形資產 (商譽除外)*

所收購之無形資產初步按成本確認。經初步確認後，具有有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產之攤銷於其估計可使用年期按直線法撥備。無形資產可供使用時開始攤銷。已應用以下年率：

商標	18.75%
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資產之攤銷方法及可使用年期於各報告日期審閱，並作出調整（倘適用）。無形資產按下文附註2.15所述進行減值測試。

*研發成本*

與研究活動有關之成本乃於產生時於損益內列支。直接歸屬於開發活動之成本乃確認為無形資產，惟其須符合以下確認規定：

- (i) 顯示預期開發以供內部使用或銷售之產品之技術可行性；
- (ii) 完成無形資產及使用或出售無形資產之意圖；
- (iii) 本集團使用或出售無形資產之能力獲證實；





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.6 Intangible assets (other than goodwill) and research and development activities (Continued)

#### Research and development costs (Continued)

- (iv) the intangible asset will generate probable economic benefits through internal use or sale;
- (v) sufficient technical, financial and other resources are available for completion; and
- (vi) the expenditure attributable to the intangible asset can be reliably measured

Direct costs include employee costs incurred on development activities along with an appropriate portion of relevant overheads. The costs of development of internally generated software, products or knowhow that meet the above recognition criteria are recognised as intangible assets. They are subject to the same subsequent measurement method as acquired intangible assets.

All other development costs are expensed as incurred.

## 2. 主要會計政策概要 (續)

### 2.6 無形資產 (商譽除外) 及研發活動 (續)

#### 研發成本 (續)

- (iv) 無形資產將通過內部使用或銷售產生可能經濟利益；
- (v) 具備充足技術、財務及其他資源以供完成；及
- (vi) 無形資產應佔之開支能可靠地計量

直接成本包括因開發活動產生之僱員成本連同有關日常開支之適當部分。開發符合上述確認標準之內部產生軟件、產品或技術知識之成本均確認為無形資產，並採用與所收購無形資產相同之後續計量方法。

所有其他開發成本均於產生時支銷。







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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.7 Financial assets

Financial assets are classified into loans and receivables.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instrument. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs. Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

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

#### *Loans and receivables*

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

### 2. 主要會計政策概要 (續)

#### 2.7 金融資產

金融資產被分類為貸款及應收款項。

於初步確認金融資產時，管理層會根據所收購的金融資產的用途作出分類，並於許可及適當情況下，於各報告日期對有關定性作重新評估。

所有金融資產只會在本集團成為有關工具的合約條文的訂約方時，方予確認。初步確認金融資產時乃按公平值計量，但若投資並非按公平值計入損益，則須加上直接應佔交易成本計量。當收取投資產生的現金流量的權利屆滿或被轉讓，且所有權的絕大部分風險及回報已經轉移時，即終止確認金融資產。

於各報告日期，會對金融資產進行檢討，以評估是否有任何客觀減值證據。如有出現任何上述證據，則根據金融資產分類釐定及確認減值虧損。

#### *貸款及應收款項*

貸款及應收款項為固定或可釐定付款且並於活躍市場上並無市場報價的非衍生金融資產。貸款及應收款項其後以實際利率法按攤銷成本減任何減值虧損計量。計算攤銷成本時，應計及任何收購折讓或溢價，包括屬實際利率不可分割部分的費用及交易成本。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Financial assets (Continued)

#### *Impairment of financial assets*

At each reporting date, financial assets are reviewed to determine whether there is any objective evidence of impairment.

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

- Significant financial difficulty of the debtor;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- The disappearance of an active market for that financial asset because of financial difficulties.

## 2. 主要會計政策概要 (續)

### 2.7 金融資產 (續)

#### *金融資產減值*

於各報告日期，對金融資產進行檢討，以釐定是否出現任何客觀的減值證據。

個別金融資產減值的客觀證據包括本集團所發現有關下列一項或多項虧損事項的可觀察數據：

- 債務人出現重大財政困難；
- 違反合約，如不支付或拖欠利息或本金；
- 債務人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境有重大變動而對債務人有不利影響；及
- 因出現財政困難導致該金融資產失去活躍市場能力。





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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.7 Financial assets (Continued)

##### *Impairment of financial assets (Continued)*

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group. If any such evidence exists, the impairment loss is measured and recognised as follows:

##### *Financial assets carried at amortised cost*

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

If, in subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that it does not result in a carrying amount of the financial asset exceeding what the amortised cost would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in profit or loss of the period in which the reversal occurs.

### 2. 主要會計政策概要 (續)

#### 2.7 金融資產 (續)

##### *金融資產減值 (續)*

有關一組金融資產的虧損事項包括顯示該組金融資產的估計未來現金流量出現可計量跌幅的可觀察數據。該等可觀察數據包括但不限於組別內債務人的付款狀況以及與組別內資產拖欠情況有關的國家或當地經濟狀況出現不利變動。若出現任何該等證據，則按以下方式計量及確認減值虧損：

##### *按攤銷成本列賬的金融資產*

若有客觀證據顯示按攤銷成本列賬的貸款及應收款項出現減值虧損，則虧損金額按該金融資產賬面值與以其原實際利率（即首次確認時計算的實際利率）折算的估計未來現金流量（不包括尚未產生的未來信貸虧損）現值的差額計算。虧損金額於減值發生期間於損益中確認。

若於後續期間減值虧損金額減少，而有關減幅可客觀地與確認減值後發生的事件聯繫，則需撥回過往確認的減值虧損，惟於撥回減值當日，不得導致金融資產賬面值超過未被確認減值的原本應計的攤銷成本。撥回金額於撥回發生期間在損益中確認。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.7 Financial assets (Continued)

#### *Financial assets carried at cost*

For financial assets carried at cost, the amount of impairment loss is measured as the difference between the carrying amount of the financial assets and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. The amount of the impairment losses is recognised in profit or loss of the period in which the impairment occurs and not reversed in subsequent periods.

Impairment losses on financial assets other than financial assets at fair value through profit or loss and trade receivables that are stated at amortised cost, are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

### 2.8 Inventories

Inventories are carried at the lower of cost and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and applicable selling expenses. Cost is calculated using the weighted average method.

## 2. 主要會計政策概要 (續)

### 2.7 金融資產 (續)

#### *按成本列值的金融資產*

就按成本列值的金融資產而言，減值虧損的金額按金融資產賬面值與估計未來現金流量按類似金融資產現行市場回報率貼現的現值的差額計量。該等減值虧損金額於減值發生期間於損益中確認且於後續期間不會撥回。

金融資產（按公平值計入損益的金融資產及按攤銷成本列賬的貿易應收款項除外）的減值虧損乃直接與相關資產撇銷。若貿易應收款項被認為有可能但並非不能收回，則屬應收款項壞賬的減值虧損記入撥備賬。若本集團信納貿易應收款項的可收回性極低，則被認為不可收回的金額乃直接自貿易應收款項中撇銷，並撥回就該應收款項記入撥備賬的任何金額。先前計入撥備賬的金額如在其後收回，則從撥備賬撥回。撥備賬的其他變動及其後收回先前已撇銷的金額，均直接在損益中確認。

### 2.8 存貨

存貨以成本值與可變現淨值兩者中較低者列賬。可變現淨值為日常營業過程中的估計售價減估計完工成本及適用銷售開支。成本乃按加權平均法計算。





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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.9 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand, demand deposits with banks and short term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the consolidated statement of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

#### 2.10 Financial liabilities

The Group's financial liabilities include bank borrowings, convertible bonds and trade and other payables.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs.

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

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

### 2. 主要會計政策概要 (續)

#### 2.9 現金及現金等價物

現金及現金等價物包括銀行存款及手頭現金、銀行活期存款及原定到期日為三個月或以下，可隨時兌換為已知數額現金且價值變動風險較少的短期高度流動性投資。就綜合現金流量表呈列而言，現金及現金等價物包括須按要求償還的銀行透支，並構成本集團現金管理不可或缺的部分。

#### 2.10 金融負債

本集團金融負債包括銀行借款、可換取債券及貿易及其他應付款項。

金融負債在本集團成為有關工具合約條文的訂約方時確認。所有利息相關費用均根據本集團有關借款成本的會計政策確認。

當負債項下的責任獲解除或註銷或屆滿時，則終止確認金融負債。

倘一項現有金融負債被同一放債人按大致上不同的條款提供的其他債項取代，或現有負債條款被重大修改，則該取代或修改會被視作終止確認原有負債及確認一項新負債，且各賬面值之間的差額會於損益中確認。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.10 Financial liabilities (Continued)

#### *Borrowings*

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

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

#### *Convertible bond*

Convertible bond issued by the Group that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible bond and the fair value assigned to the liability component, representing the call option for conversion of the bond into equity, is included in equity as convertible bond equity reserve.

When the bond is converted, the equity component of convertible bond and the carrying value of the liability component at the time of conversion are transferred to share capital as consideration for the shares issued. If the bond is redeemed, the convertible bond equity reserve is released directly to retained profits.

## 2. 主要會計政策概要 (續)

### 2.10 金融負債 (續)

#### *借款*

借款初步按公平值扣除產生的交易成本確認。借款其後按攤銷成本列賬；借款所得款項（扣除交易成本）與贖回價值之間的任何差額按實際利率法於借款期內於損益中確認。

除非本集團有無條件權利將負債的償還期限遞延至報告日期後最少十二個月，否則借款分類為流動負債。

#### *可換股債券*

本集團所發行包含金融負債及權益部分之可換股債券，於初步確認時乃分別列入負債及股權部分。於初步確認時，負債部分之公平值按類似之非可換股負債之現行市場利率釐定。發行可換股債券所得款項與分配為負債部分公平值之差額為將債券轉換為權益之認購期權，乃於權益列為可換股債券儲備。

當轉換債券時，於轉換之時可換股債券之股權部分及負債部分之賬面值撥入股本，作為已發行股份之代價。倘債券被贖回，可換股債券權益儲備直接撥回至保留溢利。







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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.10 Financial liabilities (Continued)

##### *Convertible bond (Continued)*

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the bond.

##### *Trade and other payables*

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

#### 2.11 Share capital

Ordinary shares are classified as equity. The amount of share capital recognised is determined using the nominal value and any related transaction costs are deducted from the share premium.

#### 2.12 Leases

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

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

### 2. 主要會計政策概要 (續)

#### 2.10 金融負債 (續)

##### *可換股債券 (續)*

負債部分其後使用實際利率法按攤銷成本列賬。股權部分將一直列於權益內，直至轉換或贖回債券為止。

##### *貿易及其他應付款項*

貿易及其他應付款項初步按公平值確認，其後以實際利率法按攤銷成本計量。

#### 2.11 股本

普通股乃分類為權益。已確認股本金額乃採用面值釐定，而任何有關連交易成本自股份溢價扣除。

#### 2.12 租賃

若本集團釐定某項安排涉及於協定期限內將特定資產使用權出讓以換取一筆或一連串付款，則有關安排（包括一項交易或一連串交易）屬於或包含一項租賃。該項釐定乃基於安排內容的實質評估而作出，而不論該項安排是否採取租賃的法律形式。

就本集團以租賃持有的資產而言，倘有關租賃將擁有權的絕大部分風險及回報轉移至本集團，則有關資產將分類為以融資租賃持有。絕大部分與所有權有關的風險及回報並無轉移至本集團的租賃乃分類為經營租賃。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.12 Leases (Continued)

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

Prepaid land lease payments under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms.

### 2.13 Revenue recognition

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

Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to the customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Interest income is recognised on a time-proportion basis using the effective interest method.

## 2. 主要會計政策概要 (續)

### 2.12 租賃 (續)

倘本集團擁有根據經營租賃持有之資產使用權，除非其他基準更能代表租賃資產所產生之利益之時間模式，否則支付租賃之款項按直線法於租期內自收益表扣除。所收到之租賃獎勵均在損益表中確認為所作出之淨租賃款項總額之組成部份。或然租金在其產生之會計期間內在損益中扣除。

經營租賃下預付土地租賃付款初步按成本列值，其後於租賃期內按直線法予以確認。

### 2.13 收益確認

收益包括就銷售貨品及他人使用本集團資產產生的利息而已收取或應收取的代價的公平值。收益乃於經濟利益可能流入本集團且能夠可靠計量收益及成本（如適用）時按以下基準予以確認：

銷售貨品於向客戶轉讓所有權的重大風險和回報時（通常指貨品交付及客戶接獲貨品時）予以確認。

利息收入按時間比例基準採用實際利率法確認。





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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.14 Government grants

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

Government grants relating to income is presented in gross under “Other income” in the consolidated statement of profit or loss and other comprehensive income.

#### 2.15 Impairment of non-financial assets

The Group’s property, plant and equipment, prepaid land lease payments, trademarks and interest in a joint venture and the Company’s investments in subsidiaries are tested for impairment whenever there are indications that the asset’s carrying amount may not be recoverable.

An impairment loss is recognised as an expense immediately for the amount by which the asset’s carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs of disposal, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of time value of money and the risk specific to the asset.

### 2. 主要會計政策概要 (續)

#### 2.14 政府補助

倘能夠合理保證可收取政府補助，且本集團將符合所有附帶條件，則政府補助按其公平值確認。政府補助於符合補助擬用於補償成本所需的期間內予以遞延，並於損益中確認。

與收入相關的政府補助乃於綜合損益及其他全面收益表內「其他收入」項內合計呈列。

#### 2.15 非金融資產減值

當有跡象顯示本集團的物業、廠房及設備、預付土地租賃付款、商標及於一間合營公司之權益以及本公司於附屬公司之投資的賬面值可能無法收回時，則會對有關資產進行減值測試。

減值虧損於就資產賬面值超逾其可收回金額的金額即時確認為開支。可收回金額為公平值（反映市場狀況減出售成本）與使用價值兩者中的較高者。於評估使用價值時，估計日後現金流量以稅前貼現率貼現至現值，以反映現時市場對金錢時間值及該資產的特定風險的評估。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.15 Impairment of non-financial assets (Continued)

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

Impairment losses is charged pro rata to the other assets in the cash generating unit, except that the carrying value of an asset will not be reduced below its individual fair value less cost of disposal, or value in use, if determinable.

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

### 2.16 Employee benefits

#### *Retirement benefits*

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution retirement benefit plan in Hong Kong under the Mandatory Provident Fund ("MPF") Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

## 2. 主要會計政策概要 (續)

### 2.15 非金融資產減值 (續)

就減值評估而言，若資產未能產生很大程度上獨立於其他資產的現金流入，則可收回金額乃就獨立產生現金流入的最小組別資產（即現金產生單位）釐定。因此，部分資產會個別進行減值測試，而部分資產則於現金產生單位層面進行測試。

除資產賬面值不會調減至低於其個別公平值減出售成本或使用價值（如可予釐定）外，減值虧損按比例自現金產生單位的其他資產扣除。

倘用以釐定資產可收回金額的估計出現有利變動，減值虧損予以撥回，惟撥回只限於資產的賬面值不超過在並無確認減值虧損情況下而原應釐定的賬面值（扣除折舊或攤銷）。

### 2.16 僱員福利

#### *退休福利*

僱員退休福利透過界定供款計劃作出撥備。

本集團根據強制性公積金（「強積金」）計劃條例在香港為其所有合資格參與強積金計劃之僱員設立一項界定供款退休福利計劃。供款根據僱員基本薪金之某個百分比作出。





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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.16 Employee benefits (Continued)

##### *Retirement benefits (Continued)*

The employees of the Group's subsidiaries which operate in PRC are required to participate in a central pension scheme operated by the local municipal government. The subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme.

Contributions are recognised as an expense in the profit or loss as employees render services during the year. The Group's obligation under these plans is limited to the fixed percentage contributions payable.

##### *Short-term employee benefits*

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

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

#### 2.17 Borrowing costs

Borrowing costs incurred, net of any investment income earned on the temporary investment of the specific borrowings, for the acquisition, construction or production of any qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. A qualifying asset is an asset which necessarily takes a substantial period of time to get ready for its intended use or sale. Other borrowing costs are expensed when incurred.

### 2. 主要會計政策概要 (續)

#### 2.16 僱員福利 (續)

##### *退休福利 (續)*

本集團中國營運的附屬公司的僱員須參與地方市政府營辦的中央退休金計劃。附屬公司須向中央退休金計劃作出若干薪金比例的供款。

年內，有關供款於僱員提供服務時作為開支於損益中確認。本集團於該等計劃的責任僅限於應付的固定比例供款。

##### *短期僱員福利*

僱員可享的年假在僱員應享有時確認。本集團就因截至報告日期僱員提供服務而估計應得的年假責任作出撥備。

非累計帶薪休假（如病假及產假）於休假時方予確認。

#### 2.17 借款成本

就收購、建造或生產任何合資格資產產生的借款成本於扣除特定借貸暫時投資所賺取的任何投資收入後，於需要完成及準備將該資產作其擬定用途的期間內撥充資本。合資格資產指必需耗用較長時期方可作其擬定用途或出售的資產。其他借款成本均於產生時支銷。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.17 Borrowing costs (Continued)

Borrowing costs are capitalised as part of the cost of a qualifying asset when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are being undertaken. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

### 2.18 Accounting for income taxes

Income tax comprises current tax and deferred tax.

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

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

## 2. 主要會計政策概要 (續)

### 2.17 借款成本 (續)

在資產產生開支、產生借貸成本及使資產投入擬定用途或銷售所需之籌備工作進行時，借貸成本會撥充資本，作為合資格資產成本之一部分。於完成使合資格資產投入擬定用途或銷售所需之絕大部分籌備工作時，借貸成本會停止撥充資本。

### 2.18 所得稅會計處理

所得稅包括當期稅項及遞延稅項。

當期所得稅資產及／或負債包括財政部門要求繳納涉及目前或以往報告期間但於報告日期尚未繳付的稅務責任或其提出的申索，乃基於本年度應課稅溢利，根據有關財政期間適用的稅率及稅法計算。當期稅項資產或負債的所有變動均於損益確認為稅項開支的一部分。

遞延稅項採用負債法就於報告日期資產及負債的賬面值與其各自稅基間的暫時差額計算。遞延稅項負債一般按所有應課稅暫時差額確認。遞延稅項資產則一般按所有可扣稅暫時差額、可結轉稅項虧損以及其他未動用稅項抵免確認，惟以可能錄得應課稅溢利（包括現有應課稅暫時差額）用作抵銷可扣稅暫時差額、未動用稅項虧損及未動用稅項抵免為限。





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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.18 Accounting for income taxes (Continued)

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

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

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

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

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

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

### 2. 主要會計政策概要 (續)

#### 2.18 所得稅會計處理 (續)

倘暫時差額來自商譽或交易(不影響應課稅或會計溢利或虧損)中初步確認(業務合併除外)的資產及負債,則不會確認遞延稅項資產及負債。

附屬公司投資所產生的應課稅暫時差額須確認遞延稅項負債,惟倘本集團可以控制暫時差額的撥回,且在可預見未來不大可能撥回該暫時差額則除外。

遞延稅項按於報告日期已經或大致上已實施預期於償付負債或變現資產期間適用的稅率計算,毋須貼現。

倘遞延稅項資產或負債的變動與自其他全面收入或直接於權益中扣除或計入的項目有關,則該等遞延稅項資產或負債的變動於損益或於其他全面收入或直接於權益內確認。

當期稅項資產及當期稅項負債僅在以下情況以淨額呈列:

- (a) 本集團依法有強制執行權可以抵銷確認金額;及
- (b) 計劃以淨額基準結算,或變現該資產,同時結清該負債。







## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.18 Accounting for income taxes (Continued)

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

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

### 2.19 Related parties

For the purposes of these consolidated financial statements 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 if that person:
  - (i) has control or joint control over of 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.

## 2. 主要會計政策概要 (續)

### 2.18 所得稅會計處理 (續)

本集團僅在以下情況以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體依法有強制執行權可以將當期稅項資產與當期稅項負債對銷；及
- (b) 遞延稅項資產及遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
  - (i) 同一應課稅實體；或
  - (ii) 計劃於各未來期間（而預期在有關期間內將結清或收回巨額的遞延稅項負債或資產）以淨額基準結算當期稅項負債及資產或同時變現資產及結清負債的不同應課稅實體。

### 2.19 關連方

就該等綜合財務報表而言，倘下列情況適用，則一方被視為與本集團相關連：

- (a) 該方為一名人士或該名人士的近親家族成員且倘該人士：
  - (i) 對本集團有控制權或共同控制權；
  - (ii) 對本集團有重大影響力；或
  - (iii) 為本集團或本集團母公司主要管理層成員。





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### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 2.19 Related parties (Continued)

(b) the party is an entity and if 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 an associate or joint venture of a member of a group of which the other entity is a member).
- (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).
- (viii) the entity or any member of a group of which it is a party provides key management personnel services to the Group or the parent of the Group.

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

### 2. 主要會計政策概要 (續)

#### 2.19 關連方 (續)

(b) 該方為一個實體且倘下列情況適用：

- (i) 該實體及本集團屬同一集團的成員。
- (ii) 一個實體為另一實體的聯營公司或合資公司（或為某一集團的成員的聯繫人或合資公司，而該另一實體為此集團的成員）。
- (iii) 該實體及本集團皆為相同第三方的合資公司。
- (iv) 一個實體為第三實體的合資公司及另一實體為第三實體的聯營公司。
- (v) 該實體為本集團或與本集團有關連的實體的僱員福利而設的離職後福利計劃。
- (vi) 該實體受(a)所識別的人士控制或共同控制。
- (vii) 於(a)(i)所識別的人士對實體有重大影響，或為該實體（或實體的母公司）主要管理層成員。
- (viii) 該實體或其所屬集團的任何成員，向本集團或本集團的母公司提供主要管理人員服務。

一名人士的近親家族成員指預期可影響該人士與實體進行交易或於交易時受該人士影響的有關家族成員。





## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

### 2.20 Segment reporting

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

The Group has identified the following reportable segments:

- (a) Wigs
- (b) Clothing and others (including cosplay costumes, sexy lingerie and others)

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

## 2. 主要會計政策概要 (續)

### 2.20 分部呈報

本集團已識別其經營分部，並根據定期呈報予最高行政管理層以供彼等決定本集團各項業務部分的資源分配及審閱業務部分表現的內部財務資料編製分部資料。於呈報予最高行政管理層的內部財務資料中的業務部分乃根據本集團主要產品系列而釐定。

本集團已識別下列可呈報分部：

- (a) 假髮
- (b) 服裝及其他（包括角色扮演服飾、性感內衣及其他）

以上經營分部的產品及服務系列在資源需求及市場推廣上均各有不同，因而個別予以獨立管理。所有分類間轉讓均按公平價進行。





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3. ADOPTION OF NEW AND AMENDED HKFRSs

**New and amended HKFRSs that are effective for annual periods beginning on or after 1 January 2016**

In the current year, the Group has applied for the first time the following amended HKFRSs issued by the HKICPA, which are effective for the Group's consolidated financial statements for the annual period beginning on 1 January 2016:

Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012 – 2014 Cycle

The impact of the adoption of the new and amended HKFRSs is discussed below:

**Amendments to HKAS 1: Disclosure Initiative**

The Amendments are designed to further encourage companies to apply professional judgement in determining what information to disclose in their financial statements. Furthermore, the Amendments clarify that companies should use professional judgement in determining where and in what order information is presented in the financial disclosures.

3. 採納新訂及經修訂香港財務報告準則

**於二零一六年一月一日或之後開始之年度期間生效之新訂及經修訂香港財務報告準則**

於本年度，本集團首次採納以下由香港會計師公會頒佈之經修訂香港財務報告準則，其就本集團於二零一六年一月一日開始之年度期間的綜合財務報表生效：

香港會計準則	披露計劃
第1號的修訂	
香港會計準則	獨立財務報表的權益法
第27號的修訂	
香港財務報告準則	香港財務報告準則
的修訂	二零一二年至二零一四年週期的年度改進

採納新訂及經修訂香港財務報告準則之影響討論如下：

**香港會計準則第1號的修訂：披露計劃**

該等修訂旨在進一步鼓勵公司在釐定於財務報表所披露的資料時運用專業判斷。此外，該等修訂澄清，公司在決定於何處及以何種順序在財務披露中呈列資料時應運用專業判斷。





### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### New and amended HKFRSs that are effective for annual periods beginning on or after 1 January 2016 (Continued)

##### Amendments to HKAS 1: Disclosure Initiative (Continued)

Specifically, the Amendments clarify (i) the materiality requirements in HKAS 1, including an emphasis on the potentially detrimental effect of obscuring useful information with immaterial information; (ii) clarify that HKAS 1's specified line items in the statement(s) of profit or loss and other comprehensive income and the statement of financial position can be disaggregated; (iii) add requirements for how an entity should present subtotals in the statement(s) of profit or loss and other comprehensive income and the statement of financial position; (iv) clarify that entities have flexibility as to the order in which they present the notes, but also emphasize that understandability and comparability should be considered by an entity when deciding that order; and (v) remove potentially unhelpful guidance in HKAS 1 for identifying a significant accounting policy.

The Amendments also clarify that the share of other comprehensive income of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss.

The Amendments have had no material impact on these consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 於二零一六年一月一日或之後開始之年度期間生效之新訂及經修訂香港財務報告準則 (續)

##### 香港會計準則第1號的修訂：披露計劃 (續)

具體而言，該等修訂澄清(i)香港會計準則第1號內的規定的重要性，包括強調將有用資料與不重要資料模糊不清所造成的潛在不利影響；(ii)澄清損益及其他全面收益表以及財務狀況表中香港會計準則第1號的特定項目可以分拆；(iii)加入實體應如何在損益及其他全面收益表以及財務狀況表內呈列小計項目的規定；(iv)澄清實體在呈列附註的次序上享有靈活度，但亦強調實體在決定其次序時須考慮可理解性及可比較性；及(v)刪除香港會計準則第1號內用於識別重要會計政策的潛在無用指引。

該等修訂亦澄清使用權益法入賬應佔聯營公司及合營公司的其他全面收益，須以合計形式呈列為單獨項目，並將其後會重新分類至損益或不會重新分類至損益的項目劃分開來。

該等修訂並無對此等綜合財務報表產生重大影響。







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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### New and amended HKFRSs that are effective for annual periods beginning on or after 1 January 2016 (Continued)

##### Amendments to HKAS 27 (2011) Equity Method in Separate Financial Statements

Amendments to HKAS 27 (2011) allow the use of equity method to account for investments in subsidiaries, joint ventures and associates in the separate financial statements. The amendments have had no impact on these consolidated financial statements.

##### Annual Improvements to HKFRSs 2012-2014 Cycle

The amendments contained in this cycle of annual improvements that are relevant to the Group are detailed below:

HKFRS 7 “Financial Instruments”: provides additional guidance in identifying the circumstances under which a servicing contract is considered to be ‘continuing involvement’ for the purposes of applying the disclosure requirements for transferred assets. The amendments also clarifies that the additional disclosure required by the amendments to HKFRS 7 on offsetting financial assets and financial liabilities is not specifically required for all interim periods, except where the disclosures provide a significant update to the information reported in the most recent annual report, in which case the disclosures should be included.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 於二零一六年一月一日或之後開始之年度 期間生效之新訂及經修訂香港財務報告準 則 (續)

##### 香港會計準則第27號的修訂(二零一一年)獨立 財務報表的權益法

香港會計準則第27號的修訂(二零一一年)允許使用權益法將於附屬公司、合營公司及聯營公司之投資在獨立財務報表入賬。該等修訂並無對這些綜合財務報表產生影響。

##### 香港財務報告準則二零一二年至二零一四年週期 的年度改進

與本集團有關的本週期的年度改進所包括的修訂詳述如下：

香港財務報告準則第7號「金融工具」：於識別就應用轉讓資產的披露要求而言，服務合約應被視為「持續參與」的情況時提供進一步指引。該等修訂亦澄清香港財務報告準則第7號的修訂就抵銷金融資產及金融負債所規定的額外披露，並無特別規定需於所有中期期間作出，倘有關披露對最近期的年報內呈報的資料提供重大更新，則在此情況下，有關披露須予載入。





### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### Issued but not yet effective HKFRSs

At the date of authorisation of these consolidated financial statements, certain new and amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>1</sup>
HKFRS 16	Leases <sup>3</sup>
Amendments to HKAS 7	Disclosure Initiative <sup>4</sup>
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses <sup>4</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>2</sup>

- <sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.
- <sup>2</sup> Effective date to be determined.
- <sup>3</sup> Effective for annual periods beginning on or after 1 January 2019.
- <sup>4</sup> Effective for annual periods beginning on or after 1 January 2017.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效的香港財務報告準則

於此等綜合財務報表獲授權刊發日期，若干新訂及經修訂香港財務報告準則已獲刊發但尚未生效，且尚未被本集團提早採納。

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	與客戶的合約收益 <sup>1</sup>
香港財務報告準則第16號	租賃 <sup>3</sup>
香港會計準則第7號的修訂	披露計劃 <sup>4</sup>
香港會計準則第12號的修訂	就未變現虧損確認遞延稅項資產 <sup>4</sup>
香港財務報告準則第10號及香港會計準則第28號的修訂	投資者與其聯營公司或合營公司之間的資產出售或注入 <sup>2</sup>

- <sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效。
- <sup>2</sup> 生效日期待釐定。
- <sup>3</sup> 於二零一九年一月一日或之後開始之年度期間生效。
- <sup>4</sup> 於二零一七年一月一日或之後開始之年度期間生效。





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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### Issued but not yet effective HKFRSs (Continued)

The Directors anticipate that all of the pronouncements will be adopted in the Group's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new and amended HKFRSs that are expected to have impact on the Group's accounting policies is provided below. Other new and amended HKFRSs are not expected to have a material impact on the Group's financial statements.

#### **HKFRS 9 (2014) "Financial instruments"**

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018 and will replace HKAS 39 in its entirety. The new standard introduces changes to HKAS 39's guidance on the classification and measurement of financial assets. Under HKFRS 9, each financial asset is classified into one of three main classification categories: amortised cost, fair value through other comprehensive income (FVTOCI) or fair value through profit or loss (FVTPL). The classification of financial assets is driven by cash flow characteristics and the business model in which an asset is held. An entity may make an irrevocable election at initial recognition to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument that is not held for trading.

Most of the HKAS 39's requirements for financial liabilities were carried forward unchanged to HKFRS 9. The requirements related to the fair value option for financial liabilities have however been changed to address own credit risk. Where an entity chooses to measure its own debt at fair value, HKFRS 9 requires the amount of the change in fair value due to changes in the entity's own credit risk to be presented in other comprehensive income, unless effect of changes in the liability's credit risk would create or enlarge an accounting mismatch in profit or loss, in which case, all gains or losses on that liability are to be presented in profit or loss.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效的香港財務報告準則 (續)

董事預期，所有公告將於本集團於公告生效日期後開始的首個期間的會計政策獲採納。預期將對本集團的會計政策產生影響的新訂及經修訂香港財務報告準則的資料載於下文。其他新訂及經修訂香港財務報告準則預期不會對本集團的財務報表產生重大影響。

#### **香港財務報告準則第9號 (二零一四年)「金融工具」**

香港財務報告準則第9號於二零一八年一月一日或之後開始的年度期間生效，並將完全取代香港會計準則第39號。新準則引入香港會計準則第39號金融資產分類及計量指引之變動。根據香港財務報告準則第9號，各項金融資產歸入三大類別之一：按攤銷成本計量之金融資產、按公平值計入其他全面收益之金融資產或按公平值計入損益之金融資產。金融資產按所持有資產的現金流特徵及業務模式歸類。實體可按初步確認作出不可撤回選擇，以於其他全面收益中呈列於並非持作買賣之權益工具之投資之公平值之其後變動。

香港會計準則第39號對金融負債的大部分規定原封不動地保留至香港財務報告準則第9號。然而，有關金融負債之公平值選擇之規定已更改為針對自身信貸風險。倘實體選擇按公平值計量其自身債務，香港財務報告準則第9號規定，實體自身信貸風險變動產生的公平值變動金額須於其他全面收益內呈列，除非負債之信貸風險之變動影響將引致或擴大損益之會計錯配。在此情況下，有關該項負債之所有收益或虧損於損益內呈列。





### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### Issued but not yet effective HKFRSs (Continued)

##### HKFRS 9 (2014) "Financial instruments" (Continued)

HKFRS 9 introduces a new expected-loss impairment model that will require more timely recognition of expected credit losses. Specifically, entities are required to account for expected credit losses from when financial instruments are first recognised and to recognise full lifetime expected losses on a more timely basis.

HKFRS 9 also provides new guidance on the application of hedge accounting. The new hedge accounting models retain the three types of hedge accounting and the requirements of formal designation and documentation of hedge accounting relationships. The new hedge accounting requirements look to align hedge accounting more closely with entities' risk management activities by increasing the eligibility of both hedged items and hedging instruments and introducing a more principles-based approach to assessing hedge effectiveness.

The Directors are currently assessing the possible impact of HKFRS 9 on the Group's results and financial position in the first year of application.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效的香港財務報告準則 (續)

##### 香港財務報告準則第9號(二零一四年)「金融工具」(續)

香港財務報告準則第9號引入新的預期虧損減值模式，該模式要求實體更為及時地確認預期信貸虧損。具體地，實體須在金融工具首次確認時計算預期信貸虧損以及更為及時地確認整段年期的預期虧損。

香港財務報告準則第9號亦規定採用對沖會計的新指引。新對沖會計模式保留三種對沖會計類型以及對沖會計關係正式指派及存案的規定。新對沖會計規定透過提高對沖項目及對沖工具的資格標準及引入更具原則基準的方法評估對沖有效性，使對沖會計與實體的風險管理活動更緊密一致。

董事目前正在評估香港財務報告準則第9號對本集團首個採用年度的業績及財務狀況之可能影響。





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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### Issued but not yet effective HKFRSs (Continued)

##### *HKFRS 15 “Revenue from Contracts with Customers”*

HKFRS 15 presents new requirements for the recognition of revenue, replacing HKAS 18 “Revenue”, HKAS 11 “Construction Contracts”, and several revenue-related Interpretations. HKFRS 15 contains a single model that applies to contracts with customers and two approaches to recognising revenue; at a point in time or overtime. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognised. The five steps are as follows:

1. Identify the contract(s) with customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognise revenue when (or as) the entity satisfies a performance obligation

Under HKFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer. More prescriptive guidance has been added in HKFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by HKFRS 15.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效的香港財務報告準則 (續)

##### *香港財務報告準則第15號「與客戶的合約收益」*

香港財務報告準則第15號呈列確認收益的新規定，取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及若干收益相關詮釋。香港財務報告準則第15號載有適用於客戶合約的單一模式及確認收益的兩個方法（於某個時間點或長期）。該模式包含以合約為基準的五步交易分析，以釐定是否確認收益、確認收益的金額及何時確認收益。五個步驟如下：

1. 識別與客戶的合約
2. 識別合約的履約責任
3. 釐定交易價
4. 就履約責任分配交易價
5. 當（或倘）實體達成履約責任時確認收益

根據香港財務報告準則第15號，當（或倘）一項履約責任獲達成時（即與某一項履約責任的相關商品或服務的「控制權」轉移至客戶之時），實體會確認收益。更多規定性指引已加入香港財務報告準則第15號以處理特定情況。此外，香港財務報告準則第15號規定作出廣泛的披露。







### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### Issued but not yet effective HKFRSs (Continued)

##### **HKFRS 15 “Revenue from Contracts with Customers”**

(Continued)

In 2016, the HKICPA issued Clarifications to HKFRS 15 in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

HKFRS 15 is effective for annual periods beginning on or after 1 January 2018. The Directors have started to assess the impact of this HKFRS that not yet in a position to provide qualitative information.

##### **HKFRS 16 “Leases”**

HKFRS 16 “Leases” will replace HKAS 17 and three related Interpretations. Leases will be recorded on the statement of financial position in the form of a right-of-use asset and a lease liability. HKFRS 16 is effective from periods beginning on or after 1 January 2019. The Directors are yet to fully assess the impact of HKFRS 16 and therefore is unable to provide quantified information. However, in order to determine the impact the Group are in the process of:

- performing a full review of all agreements to assess whether any additional contracts will now become a lease under HKFRS 16’s new definition
- deciding which transitional provision to adopt; either full retrospective application or partial retrospective application (which means comparatives do not need to be restated). The partial application method also provides optional relief from reassessing whether contracts in place are, or contain, a lease, as well as other reliefs. Deciding which of these practical expedients to adopt is important as they are one-off choices

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效的香港財務報告準則 (續)

##### **香港財務報告準則第15號「與客戶的合約收益」 (續)**

於二零一六年，香港會計師公會頒佈有關識別履約責任、主體代理安排及許可應用指引之香港財務報告準則第15號之澄清。

香港財務報告準則第15號於二零一八年一月一日或之後開始的年度期間生效。董事已開始評估此香港財務報告準則的影響，但尚未能提供定性資料。

##### **香港財務報告準則第16號「租賃」**

香港財務報告準則第16號「租賃」將取代香港會計準則第17號及三項相關詮釋。租賃將以使用權資產及租賃負債的形式記錄於財務狀況表內。香港財務報告準則第16號於二零一九年一月一日或之後開始的期間生效。董事尚未全面評估香港財務報告準則第16號的影響，因此無法提供量化資料。然而，為了釐定影響，本集團現正：

- 對所有協議進行詳盡審閱，以評估根據香港財務報告準則第16號的新釋義現時是否將有任何額外合約成為一項租賃
- 決定採用哪一種過渡撥備：全面追溯應用或部分追溯應用（意味著毋須重列比較數據）。部分應用法亦提供選擇，可毋須重新評估已訂立合約是否屬於或包含一項租賃以及其他解除。決定採納何種實際操作的權宜辦法十分重要，因為其為一次性選擇





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### 3. ADOPTION OF NEW AND AMENDED HKFRSs (Continued)

#### Issued but not yet effective HKFRSs (Continued)

##### *HKFRS 16 "Leases" (Continued)*

- assessing their current disclosures for operating leases (Note 28) as these are likely to form the basis of the amounts to be capitalised and become right-of-use assets
- determining which optional accounting simplifications apply to their lease portfolio and if they are going to use these exemptions
- assessing the additional disclosures that will be required.

##### *Amendments to HKAS 7: Disclosure Initiative*

The amendments 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 made in the financial statements. The amendments apply prospectively for annual periods beginning on or after 1 January 2017 with earlier application permitted. The Directors consider that the application of Amendments to HKAS 7 in the future will not have a significant impact on the Group's consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則 (續)

#### 已頒佈但尚未生效的香港財務報告準則 (續)

##### *香港財務報告準則第16號「租賃」(續)*

- 評估其現時對經營租賃的披露(附註28)，因為其很可能構成將資本化的款項的基礎及成為使用權資產
- 釐定哪一種可選擇會計簡化處理適用於其租賃組合及是否將使用該等例外情況
- 評估將須作出的額外披露。

##### *香港會計準則第7號的修訂：披露計劃*

該等修訂要求實體提供使財務報表使用者能夠評估融資活動所產生的負債變動的披露資料，包括現金流量產生的變動及非現金變動。該等修訂將導致須於財務報表內作出額外披露。該等修訂採用未來適用法應用於二零一七年一月一日或之後開始的年度期間，並許可提早應用。董事認為，日後應用香港會計準則第7號的修訂將不會對本集團的綜合財務報表產生重大影響。





## 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

### 4.1 Critical accounting estimates and assumptions

#### *Impairment of property, plant and equipment, prepaid land lease payments and trademark*

Items of property, plant and equipment (note 15) and prepaid land lease payments (note 14) and trademark (note 18) are tested for impairment if there is any indication that the carrying value of these assets may not be recoverable and the assets are subject to an impairment loss. This process requires management's estimate of future cash flows generated by each asset or group of assets. For any instance where this evaluation process indicates impairment, the relevant asset's carrying amount is written down to the recoverable amount and the amount of the write-down is charged against the consolidated statement of profit or loss and other comprehensive income. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. During the year ended 31 December 2016, no impairment loss is recognised on property, plant and equipment, prepaid land lease payments and trademark (2015: nil).

#### *Net realisable value of inventories*

Net realisable value of inventories (note 19) is based on estimated selling price less any estimated costs to be incurred to completion and disposal with reference to prevailing market information. These estimates are based on the current market condition and the historical experience in selling goods of similar nature. It could change significantly as a result of changes in market conditions. The Group reassesses the estimation at the end of each reporting period. During the year ended 31 December 2016, there was no written down of inventories to net realisable value (2015: nil).

## 4. 重大會計估計及判斷

估計及判斷乃根據過往經驗及其他因素，包括對日後在合理情況下相信會出現之事件之預測，而持續進行評估。

### 4.1 重大會計估計及假設

#### *物業、廠房及設備、預付土地租賃款項及商標減值*

倘有任何跡象顯示物業、廠房及設備（附註15）及預付土地租賃款項（附註14）及商標（附註18）項目的賬面值可能無法收回，則對該等資產進行減值測試並須作出減值虧損。此過程需要管理層估計各資產或資產組別所產生的未來現金流量。如評估過程顯示出現減值，則會將相關資產的賬面值撇減至可收回金額，而該撇減的金額則於綜合損益及其他全面收益表內支銷。可收回金額是資產公平值減出售成本與使用價值的較高者。於截至二零一六年十二月三十一日止年度內，並無就物業、廠房及設備、預付土地租賃款項及商標確認減值虧損（二零一五年：無）。

#### *存貨可變現淨值*

存貨（附註19）的可變現淨值乃參考現時之市場資訊基於估計售價減直至完工及出售前估計將產生的任何成本得出。此等估計乃基於當前市況及銷售同類性質貨品的過往經驗而作出，且可能隨著市況的轉變而出現大幅變動。本集團於各報告期末對有關估計進行重新評估。於截至二零一六年十二月三十一日止年度內，並無存貨撇減至可變現淨值（二零一五年：無）。





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### 4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

#### 4.1 Critical accounting estimates and assumptions (Continued)

##### *Impairment of trade receivables*

The Group maintains an allowance for the estimated loss arising from the inability of its customers to make the required payments. The Group makes its estimates based on the ageing of its trade receivable balances (note 20), customers' creditworthiness, and historical write-off experience. If the financial condition of its customers was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance. During the year ended 31 December 2016, no impairment loss is recognised on trade receivables (2015: nil).

##### *Research and development activities*

Careful judgment by the Group's management is applied when deciding whether the recognition requirements for development costs have been met. This is necessary as the economic success of any product development is uncertain and may be subject to future technical problems at the time of recognition. Judgments are based on the best information available at each reporting date. In addition, all internal activities related to the research and development of new software, products or know how are continuously monitored by the Group's management.

### 4. 重大會計估計及判斷 (續)

#### 4.1 重大會計估計及假設 (續)

##### *貿易應收款項減值*

本集團就因其客戶未能按要求付款而產生的估計虧損計提撥備。本集團根據其貿易應收款項結餘的賬齡(附註20)、客戶的信譽及歷史撇銷經驗作出估計。倘其客戶的財政狀況惡化以致實際減值虧損或高於預期,本集團或須修訂撥備基準。於截至二零一六年十二月三十一日止年度內,並無貿易應收款項確認減值虧損(二零一五年:無)。

##### *研發活動*

本集團管理層於決定是否已符合開發成本之確認規定時會審慎作出判斷。此實屬必要,原因為任何產品開發之經濟成功並不確定及可能須受於確認時之未來技術問題所限。判斷乃根據於各報告日期可獲得之最佳資料作出。此外,與新軟件、產品或技術知識之研發有關之所有內部活動均持續受本集團管理層所監察。





## 5. SEGMENT INFORMATION

The Executive Directors of the Company, being the chief operating decision maker, have identified the Group's two product and service lines as operating segments as further described in note 2.20.

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

Segment results represented operating results of each reportable segment without allocation of finance costs, interest income, unallocated other operating income, unallocated corporate expenses, and income tax expenses. All assets are allocated to reportable segments other than cash and cash equivalents and other corporate assets which are not directly attributable to the business activities of any reportable segments. All liabilities are allocated to reportable segments other than corporate liabilities which are not directly attributable to the business activities of any reportable segments.

## 5. 分部資料

誠如附註2.20進一步所述，本公司執行董事（即主要運營決策者）已識別本集團之兩個產品及服務系列作為經營分部。

該等經營分部均受到監管，而策略性決定乃根據經調整分部經營業績作出。

分部業績指各可報告分部之經營業績且未計及分配融資成本、利息收入、未經分配其他經營收入、未經分配公司開支及所得稅開支。已分配於可報告分部之所有資產（現金及現金等價物以及未直接歸屬於任何可報告分部業務活動之其他公司資產除外）。所有負債均分配至可報告分部（未直接歸屬於任何可報告分部業務活動之公司負債除外）。







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5. SEGMENT INFORMATION (Continued)

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

5. 分部資料 (續)

以下為本集團按經營及可呈報分部劃分的收益及業績的分析：

		Year ended 31 December 2016 截至二零一六年十二月三十一日止年度		
		Wigs 假髮 RMB'000 人民幣千元	Clothing and others 服裝及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外部客戶的收益	221,826	292,057	513,883
<b>Segment results</b>	<b>分部業績</b>	<b>49,187</b>	<b>81,892</b>	<b>131,079</b>
Finance costs	融資成本			(2,247)
Bank interest income	銀行利息收入			502
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損			(27)
Share of loss of a joint venture	分佔一間合營公司虧損			(2)
Unallocated income	未經分配收入			3,062
Unallocated expenses	未經分配開支			(53,632)
Profit before income tax	除所得稅前溢利			78,735
Income tax expense	所得稅開支			(22,053)
<b>Profit for the year</b>	<b>年內溢利</b>			<b>56,682</b>
<b>Other segment items</b>	<b>其他分部項目</b>			
Depreciation and amortisation	折舊及攤銷	3,543	6,502	10,045
Capital expenditure	資本開支	23,903	120,588	144,491





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5. SEGMENT INFORMATION (Continued)

5. 分部資料 (續)

		Year ended 31 December 2015 截至二零一五年十二月三十一日止年度		
		Wigs 假髮 RMB'000 人民幣千元	Clothing and others 服裝及其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Revenue from external customers	來自外部客戶的收益	231,456	338,149	569,605
<b>Segment results</b>	<b>分部業績</b>	56,399	92,304	148,703
Finance costs	融資成本			(2,196)
Bank interest income	銀行利息收入			272
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損			(106)
Unallocated income	未經分配收入			6,630
Unallocated expenses	未經分配開支			(54,924)
Profit before income tax	除所得稅前溢利			98,379
Income tax expense	所得稅開支			(28,787)
<b>Profit for the year</b>	<b>年內溢利</b>			69,592
<b>Other segment items</b>	<b>其他分部項目</b>			
Depreciation and amortisation	折舊及攤銷	3,614	2,945	6,559
Capital expenditure	資本開支	3,387	91,299	94,686

		As at 31 December 2016 於二零一六年十二月三十一日			
		Wigs 假髮 RMB'000 人民幣千元	Clothing and others 服裝及其他 RMB'000 人民幣千元	Unallocated 未經分配 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reportable segment assets	可呈報分部資產	135,485	323,456	96,168	555,109
Reportable segment liabilities	可呈報分部負債	17,869	29,528	81,707	129,104





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5. SEGMENT INFORMATION (Continued)

5. 分部資料 (續)

		As at 31 December 2015 於二零一五年十二月三十一日			
		Wigs 假髮	Clothing and others 服裝及其他	Unallocated 未經分配	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Reportable segment assets	可呈報分部資產	196,724	108,441	123,602	428,767
Reportable segment liabilities	可呈報分部負債	19,180	20,554	20,240	59,974

Geographical information

Information about the Group's revenue by geographical locations presented based on the area or country in which the external customer is operated.

地理資料

有關按外部客戶經營所在地區或國家所呈列的地理位置劃分的本集團收益的資料。

		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
PRC (place of domicile)	中國 (本籍地)	16,912	15,103
United States	美國	203,256	259,672
Germany	德國	32,771	38,801
United Kingdom	英國	40,878	49,445
Australia	澳洲	50,247	38,718
Holland	荷蘭	20,795	37,605
Japan	日本	33,992	23,613
Brazil	巴西	24,577	22,502
Israel	以色列	31,509	20,908
France	法國	3,149	8,809
Other	其他	55,797	54,429
		496,971	554,502
		513,883	569,605

The Group's non-current assets are substantially located in the PRC.

本集團的非流動資產大部份位於中國。





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5. SEGMENT INFORMATION (Continued)

Information about major customers

No customers contribute over 10% of revenue to the Group during the year ended 31 December 2016 (2015: nil).

6. REVENUE

The Group's principal activities are disclosed in note 1 to the consolidated financial statements. Revenue of the Group is the revenue from these activities and represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

7. OTHER INCOME

5. 分部資料 (續)

有關主要客戶的資料

截至二零一六年十二月三十一日止年度，概無客戶貢獻的收益超過本集團收益的10% (二零一五年：無)。

6. 收益

本集團的主要業務披露於綜合財務報表附註1。本集團的收益為來自該等業務的收益及指經扣除退貨撥備及貿易折扣後之已售貨品發票淨值。

7. 其他收入

		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
Exchange gain	匯兌收益	2,447	6,422
Interest income	利息收入	502	272
Government grant	政府補助	580	100
Others	其他	35	108
		3,564	6,902





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8. FINANCE COSTS

8. 融資成本

		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
Interest on bank loans wholly repayable within five years	須於五年內悉數償還的 銀行貸款利息	2,632	3,844
Interest on convertible bonds	可換股債券之利息	916	-
Total borrowing cost	總借貸成本	3,548	3,844
Less: amounts capitalised into construction in progress	減：已資本化為在建工程之 款額	(1,301)	(1,648)
		<b>2,247</b>	<b>2,196</b>

\* The borrowing cost have been capitalised at a weighted average rate of 5.46 % per annual (2015: 6.85%)

\* 借貸成本已按每年5.46%（二零一五年：6.85%）之加權平均利率予以資本化。







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9. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging/(crediting):

9. 除所得稅前溢利

除所得稅前溢利於扣除／（計入）以下各項後釐定：

		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
Auditors' remuneration	核數師薪酬	1,141	771
Cost of inventories recognised as an expense	確認為開支的存貨成本	254,951	289,340
Depreciation	折舊	9,658	6,204
Amortisation of prepaid land lease payments	預付土地租賃款項的攤銷	293	293
Amortisation of trademark	商標的攤銷	94	62
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損	27	106
Operating lease charges in respect of land and buildings	有關土地及樓宇的 經營租賃開支	516	168
Exchange gain	匯兌收益	(2,447)	(6,422)
Research and development cost	研發成本	24,502	19,403
Listing expenses (included in administrative and other operating expenses)	上市費用（包括在行政及 其他經營開支）	-	15,469
Government grant	政府補助	(580)	(100)
Staff costs	員工成本		
– Salaries, allowances and other benefits	– 薪金、津貼及其他福利	101,255	86,430
– Contributions to defined contribution retirement plans	– 界定供款退休計劃的供款	14,015	12,211
		<b>115,270</b>	<b>98,641</b>

10. INCOME TAX EXPENSE

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year ended 31 December 2016 (2015: nil).

10. 所得稅開支

於截至二零一六年十二月三十一日止年度內，由於本集團於香港並無產生應課稅溢利，故並無對香港利得稅作出任何撥備（二零一五年：無）。





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10. INCOME TAX EXPENSE (Continued)

The provision for PRC enterprise income tax has been provided at the applicable tax rate of 25% (2015: 25%) on the assessable profits of the PRC subsidiaries.

10. 所得稅開支 (續)

中國企業所得稅的撥備按中國附屬公司的應課稅溢利以及適用稅率25%計提(二零一五年: 25%)。

		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
<b>Current tax – PRC enterprise income tax</b>	<b>當期稅項 – 中國企業所得稅</b>		
Current year	本年度	22,053	28,936
Overprovision in prior year	上一年度超額撥備	–	(149)
		<b>22,053</b>	<b>28,787</b>

The difference between the actual income tax charge in the consolidated statement of profit or loss and other comprehensive income and the amounts which would result from applying the enacted tax rate to profit before income tax can be reconciled as follows:

綜合損益及其他全面收益表的實際所得稅開支與就除所得稅前溢利應用法定稅率所得款項的差額對賬如下:

		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
Profit before income tax	除所得稅前溢利	78,735	98,379
Tax on profit before income tax, calculated at the rate of 25% (2015: 25%)	除所得稅前溢利的稅項 (按25%的稅率計算) (二零一五年: 25%)	19,684	24,595
Tax effects of:	以下各項的稅務影響:		
– Non-deductible expenses	– 不可扣稅開支	2,369	4,341
– Overprovision in prior year	– 上一年度超額撥備	–	(149)
		<b>22,053</b>	<b>28,787</b>

As at 31 December 2016, the Group did not have any significant unrecognised deferred tax assets or liabilities (2015: nil).

於二零一六年十二月三十一日, 本集團並無任何重大未確認的遞延稅項資產或負債(二零一五年: 無)。



## 10. INCOME TAX EXPENSE (Continued)

As at 31 December 2016, no deferred income tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the Directors of the Company, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in the PRC for which deferred income tax liabilities have not been recognised totalled approximately RMB233,795,000 as at 31 December 2016 (2015: RMB175,557,000).

## 11. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

### 11.1 Directors' and Chief Executives' emoluments

Remuneration of the Directors disclosed pursuant to the Listing Rules, section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

## 10. 所得稅開支 (續)

於二零一六年十二月三十一日，並無就本集團於中國成立之附屬公司須繳納預扣稅之未匯出盈利應付之預扣稅確認遞延所得稅。本公司董事認為，該等附屬公司於可見將來不大可能分派有關盈利。於二零一六年十二月三十一日，與於中國附屬公司之投資有關且並無就此確認遞延所得稅負債之暫時差異總額合共約為人民幣233,795,000元（二零一五年：人民幣175,557,000元）。

## 11. 董事及最高行政人員薪酬及五名最高薪酬人士

### 11.1 董事及最高行政人員薪酬

董事酬金根據上市規則、香港公司條例第383(1)條及公司（披露董事利益資料）規例第2部披露如下：

		Year ended 31 December 2016 截至二零一六年十二月三十一日止年度				
		Fees	Salaries, allowances and benefits in kind	Bonuses	Retirement scheme contributions	Total
		袍金	薪金、津貼及實物福利	花紅	退休計劃供款	總計
		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
Executive Directors:	執行董事：					
Mr. Chen Sheng Bi (Note c)	陳聖弼先生 (附註c)	516	348	29	6	899
Mr. Lin Xin Fu	林新福先生	258	390	29	6	683
Mr. Lu Yilin (Note e)	呂禕麟先生 (附註e)	277	-	-	9	286
Non-executive Director:	非執行董事：					
Ms. Chen Sheng	陳升女士	154	-	-	6	160
Independent Non-executive Directors:	獨立非執行董事：					
Mr. Leung Siu Hong	梁兆康先生	103	-	-	-	103
Mr. Chen Wen Hua	陳文華先生	102	-	-	-	102
Ms. Peng Xu	彭淑女士	102	-	-	-	102
		<b>1,512</b>	<b>738</b>	<b>58</b>	<b>27</b>	<b>2,335</b>



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11. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

11.1 Directors' and Chief Executives' emoluments (Continued)

11. 董事及最高行政人員薪酬及五名最高薪酬人士 (續)

11.1 董事及最高行政人員薪酬 (續)

		Year ended 31 December 2015 截至二零一五年十二月三十一日止年度				
		Fees	Salaries, allowances and benefits in kind	Bonuses	Retirement scheme contributions	Total
		袍金	薪金、津貼及實物福利	花紅	退休計劃供款	總計
		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
Executive Directors:	執行董事:					
Mr. Chen Sheng Bi (Note c)	陳聖弼先生 (附註c)	104	336	28	5	473
Mr. Lin Xin Fu (Note d)	林新福先生 (附註d)	52	318	61	5	436
Non-executive Director:	非執行董事:					
Ms. Chen Sheng (Note a)	陳升女士 (附註a)	31	64	-	4	99
Independent Non-executive Directors:	獨立非執行董事:					
Mr. Leung Siu Hong (Note b)	梁兆康先生 (附註b)	21	-	-	-	21
Mr. Chen Wen Hua (Note b)	陳文華先生 (附註b)	21	-	-	-	21
Ms. Peng Xu (Note b)	彭淑女士 (附註b)	21	-	-	-	21
		<u>250</u>	<u>718</u>	<u>89</u>	<u>14</u>	<u>1,071</u>

Note:

- (a) Appointed on 5 May 2015.
- (b) Appointed on 7 August 2015.
- (c) Appointed on 12 February 2015 and also as the Chief Executive Officer of the Company, the remuneration for Chief Executive Officer is also included.
- (d) Appointed on 5 May 2015.
- (e) Appointed on 17 June 2016.

附註:

- (a) 於二零一五年五月五日獲委任。
- (b) 於二零一五年八月七日獲委任。
- (c) 於二零一五年二月十二日獲委任及亦為本公司的行政總裁，行政總裁薪酬亦包括在內。
- (d) 於二零一五年五月五日獲委任。
- (e) 於二零一六年六月十七日獲委任。





## 11. DIRECTORS' AND CHIEF EXECUTIVES' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS (Continued)

### 11.2 Five highest paid individuals

The five highest paid individuals of the Group include two Directors for the year ended 31 December 2016 (2015: two), whose emoluments are disclosed in note 11.1. The aggregate of the emoluments in respect of the remaining three (2015: three) individuals are as follows:

	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
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	1,491	1,170
Bonuses 花紅	58	56
Retirement scheme contributions 退休計劃供款	27	20
	<b>1,576</b>	<b>1,246</b>

The above individuals' emoluments are within the following bands:

	Number of individuals 人數	2016 二零一六年	2015 二零一五年
HK\$ nil to HK\$1,000,000 零港元至1,000,000港元		<b>3</b>	<b>3</b>

No Directors or the five highest paid individuals received any emoluments from the Group as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2016 (2015: nil). No Directors or the five highest paid individuals have waived or agreed to waive any emoluments during the year ended 31 December 2016 (2015: nil).

## 11. 董事及最高行政人員薪酬及五名最高薪酬人士 (續)

### 11.2 五名最高薪酬人士

本集團於截至二零一六年十二月三十一日止年度的五名最高薪酬人士包括兩名(二零一五年: 兩名)董事, 彼等的薪酬披露於附註11.1。有關餘下三名(二零一五年: 三名)人士的薪酬總額如下:

	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
Salaries, allowances and benefits in kind 薪金、津貼及實物福利	1,491	1,170
Bonuses 花紅	58	56
Retirement scheme contributions 退休計劃供款	27	20
	<b>1,576</b>	<b>1,246</b>

上述人士的薪酬在以下範圍:

	Number of individuals 人數	2016 二零一六年	2015 二零一五年
HK\$ nil to HK\$1,000,000 零港元至1,000,000港元		<b>3</b>	<b>3</b>

於截至二零一六年十二月三十一日止年度內, 董事或五名最高薪酬人士概無向本集團收取任何酬金, 作為加入本集團或於加入本集團時的獎金或作為離職補償(二零一五年: 無)。於截至二零一六年十二月三十一日止年度內, 董事或五名最高薪酬人士概無放棄或同意放棄任何酬金(二零一五年: 無)。







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### 12. DIVIDENDS

No dividend was paid or proposed during 2016, nor has any dividend been proposed since the end of the reporting period (2015: nil).

### 13. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit for the year attributable to equity holders of the Company of RMB56,682,000 (2015: RMB66,716,000) and the weighted average 756,234,000 ordinary shares in issue during the year ended 31 December 2016 (2015: 603,045,000 in issue during the year, as if the reorganisation and capitalisation issue as detailed in the Company's annual financial statements for the year ended 31 December 2015 had been effective since 1 January 2015).

### 12. 股息

於二零一六年內並無支付或建議之任何股息，且自報告期末以來，亦無建議任何股息（二零一五年：無）。

### 13. 每股盈利

每股基本盈利乃根據本公司權益持有人應佔年內溢利人民幣56,682,000元（二零一五年：人民幣66,716,000元）及截至二零一六年十二月三十一日止年度內已發行普通股加權平均數756,234,000股計算（二零一五年：年內已發行603,045,000股，猶如重組及資本化發行如本公司截至二零一五年十二月三十一日止年度之年度財務報表內所詳述已自二零一五年一月一日起生效）。

		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
<b>Earnings</b>	<b>盈利</b>		
Profit for the year attributable to equity holders of the Company for the purpose of basic earnings per share	用於計算每股基本盈利之本公司權益持有人應佔年內溢利	56,682	66,716
Effect of dilutive potential ordinary shares	具攤薄效應之潛在普通股之影響		
Interest on convertible bonds	可換股債券之利息	916	—
		<u>57,598</u>	<u>66,716</u>
Earnings for the purpose of diluted earnings per share	用於計算每股攤薄盈利之盈利		
		<u>57,598</u>	<u>66,716</u>
<b>Number of shares</b>	<b>股份數目</b>	<b>'000</b>	<b>'000</b>
Weighted average number of ordinary shares for the purpose of basic earnings per share	用於計算每股基本盈利之普通股加權平均數	756,234	603,045
Effect of dilutive potential ordinary shares: – convertible bonds	具攤薄效應之潛在普通股之影響：—可換股債券	23,552	—
		<u>779,786</u>	<u>603,045</u>
Weighted average number of ordinary shares for the purpose of diluted earnings per share	用於計算每股攤薄盈利之普通股加權平均數	<u>779,786</u>	<u>603,045</u>



### 13. EARNINGS PER SHARE (Continued)

The calculation of the diluted earnings per share for the year ended 31 December 2016 is based on the profit attributable to equity holders of the Company, adjusted to reflect the interest of the convertible bonds issued by the Company during the year. The weighted average number of ordinary shares used in the calculation of the diluted earnings per share for the year ended 31 December 2016 is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of the convertible bonds into ordinary shares for the year.

No adjustment has been made to the basic earnings per share amounts presented for the year ended 31 December 2015 as the Group had no potentially dilutive ordinary shares in issue for the year ended 31 December 2015. The basic earnings per share equals to the diluted earnings per share.

### 14. PREPAID LAND LEASE PAYMENTS

Carrying amount at the beginning of the year 年初賬面值  
Amortised during the year 年內攤銷

Carrying amount at the end of the year 年末賬面值

Represented by: 代表:  
Non-current portion 非流動部分  
Current portion 流動部分

The leasehold land is situated in the PRC and is held under a medium term lease.

As at 31 December 2016, the Group's prepaid land lease payments amounting to RMB12,976,000 (2015: RMB11,827,000) were pledged to secure bank borrowings (note 23).

### 13. 每股盈利 (續)

截至二零一六年十二月三十一日止年度之每股攤薄盈利乃根據本公司權益持有人應佔溢利計算，經調整以反映本公司於年內之已發行可換股債券之利息。計算於截至二零一六年十二月三十一日止年度之每股攤薄盈利時所採用的加權平均普通股數目即為計算每股基本盈利所採用年內的已發行普通股數目，而普通股的加權平均數則假設為在視為於年內將可換股債券轉換為普通股時已無償發行。

由於本集團並無於截至二零一五年十二月三十一日止年度發行潛在攤薄普通股，故並無對截至二零一五年十二月三十一日止年度所呈列之每股基本盈利金額作出調整。每股基本盈利相等於每股攤薄盈利。

### 14. 預付土地租賃款項

	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
Carrying amount at the beginning of the year	13,269	13,562
Amortised during the year	(293)	(293)
Carrying amount at the end of the year	<b>12,976</b>	13,269
Represented by:		
Non-current portion	12,683	12,976
Current portion	293	293
	<b>12,976</b>	13,269

租賃土地位於中國，按中期租約持有。

於二零一六年十二月三十一日，本集團的預付土地租賃款項人民幣12,976,000元（二零一五年：人民幣11,827,000元）已質押，以取得銀行借款（附註23）。



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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Buildings 樓宇 RMB'000 人民幣千元	Plant and machineries 廠房及機械 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Furniture and equipment 傢俬及設備 RMB'000 人民幣千元	Leasehold improvement 租賃物業裝修 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>							
As at 1 January 2015	於二零一五年一月一日	42,233	13,258	2,244	2,440	9,746	71,992	141,913
Additions	添置	-	3,271	265	1,808	106	88,736	94,186
Transfers	轉讓	97,840	1,426	-	-	-	(99,266)	-
Disposals	出售	-	(70)	(250)	(190)	-	(43)	(553)
As at 31 December 2015	於二零一五年 十二月三十一日	140,073	17,885	2,259	4,058	9,852	61,419	235,546
As at 1 January 2016	於二零一六年一月一日	140,073	17,885	2,259	4,058	9,852	61,419	235,546
Additions	添置	-	2,207	839	420	1,774	139,251	144,491
Transfers	轉讓	7,400	-	-	-	32,220	(39,620)	-
Disposals	出售	-	(130)	-	(37)	-	-	(167)
As at 31 December 2016	於二零一六年 十二月三十一日	147,473	19,962	3,098	4,441	43,846	161,050	379,870
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
As at 1 January 2015	於二零一五年一月一日	2,034	5,019	1,028	1,425	2,016	-	11,522
Charge for the year	年內支出	2,379	1,453	391	377	1,604	-	6,204
Written back on disposal	於出售時撥回	-	(17)	(238)	(166)	-	-	(421)
As at 31 December 2015	於二零一五年 十二月三十一日	4,413	6,455	1,181	1,636	3,620	-	17,305
As at 1 January 2016	於二零一六年一月一日	4,413	6,455	1,181	1,636	3,620	-	17,305
Charge for the year	年內支出	3,905	1,718	421	552	3,062	-	9,658
Written back on disposal	於出售時撥回	-	(109)	-	(28)	-	-	(137)
As at 31 December 2016	於二零一六年 十二月三十一日	8,318	8,064	1,602	2,160	6,682	-	26,826
<b>Net book amount</b>	<b>賬面淨值</b>							
As at 31 December 2016	於二零一六年 十二月三十一日	139,155	11,898	1,496	2,281	37,164	161,050	353,044
As at 31 December 2015	於二零一五年 十二月三十一日	135,660	11,430	1,078	2,422	6,232	61,419	218,241

As at 31 December 2016, the Group's buildings amounting to RMB128,252,000 (2015: RMB10,120,000) were pledged to the banks to secure the bank borrowings granted to the Group (note 23).

於二零一六年十二月三十一日，本集團人民幣128,252,000元（二零一五年：人民幣10,120,000元）的樓宇已質押予銀行，以取得授予本集團的銀行借款（附註23）。



## 16. INTERESTS IN SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2016 are as follows:

## 16. 於附屬公司之權益

於二零一六年十二月三十一日之主要附屬公司詳情如下：

Company name 公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Type of legal entity 法人實體類型	Issued and paid up capital/ Registered capital 已發行及已繳足資本/註冊資本	Equity interest attributable to the Group 本集團應佔股權		Principal activities 主要業務
				2016 二零一六年	2015 二零一五年	
<b>Directly held</b> <b>直接持有</b>						
Win Profit Enterprise Holdings Limited	BVI	Limited liability company	1 share of US\$1	100%	100%	Investment holding
Win Profit Enterprise Holdings Limited	英屬處女群島	有限責任公司	每股1美元	100%	100%	投資控股
Unlock Bound Investments Limited	BVI	Limited liability company	1 share of US\$1	100%	-	Investment holding
Unlock Bound Investments Limited	英屬處女群島	有限責任公司	每股1美元	100%	-	投資控股
<b>Indirectly held</b> <b>間接持有</b>						
Jiangxi Styler	The PRC	Limited liability company	RMB130,000,000	100%	100%	Manufacturing and sale of cosplay costumes, cosplay wigs and sexy lingerie
江西絲黛	中國	有限責任公司	人民幣130,000,000元	100%	100%	角色扮演服飾、角色扮演假髮及性感內衣的生產及銷售
Partytme Costume & Lingerie (Yiwu) Factory	The PRC	Limited liability company	RMB70,000,000	100%	100%	Manufacturing and sale of cosplay costumes and sexy lingerie
義烏市派對服飾有限公司	中國	有限責任公司	人民幣70,000,000元	100%	100%	角色扮演服飾及性感內衣的生產及銷售
Yiwu Styler Cultural & Creative Co., Ltd.	The PRC	Limited liability company	RMB5,000,000	100%	100%	Manufacturing and sale of cosplay wigs
義烏市絲黛文化創意有限公司	中國	有限責任公司	人民幣5,000,000元	100%	100%	角色扮演假髮的生產及銷售
China Partytime Culture (Hong Kong) Limited	Hong Kong	Limited liability company	1 ordinary share	100%	100%	Investment holding
中國派對文化(香港)有限公司	香港	有限責任公司	1股普通股	100%	100%	投資控股

Note:

As at 31 December 2016, the aggregate amount of reserves available for distribution to the shareholders of the Company was RMB119,425,000 (2015:RMB124,982,000).

附註：

於二零一六年十二月三十一日，可供分派予本公司股東的儲備總額為人民幣119,425,000元（二零一五年：人民幣124,982,000元）。



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17. INTEREST IN A JOINT VENTURE

17. 於一間合營公司之權益

		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
Cost of investment in a joint venture	於一間合營公司之投資成本	4	-
Share of post-acquisition loss and other comprehensive expense, net of dividends received	應佔收購後虧損及其他全面開支，扣除已收股息	(2)	-
		<u>2</u>	<u>-</u>

Details of the Group's interest in a joint venture at 31 December 2016 are as follows:

於二零一六年十二月三十一日，本集團於一間合營公司之權益詳情如下：

Name of joint venture 合營公司名稱	Place of incorporation/ establishment/ 註冊成立/ 成立地點	Particulars of issued and paid up capital 已發行及已繳足 資本詳情	% of interest held 所持權益百分比	Principal activity 主要業務
Idream Partytime Limited ("Idream Partytime") 創夢派對文化有限公司 ("創夢派對")	Hong Kong 香港	10,000 ordinary shares 10,000股普通股	47.5% (2015: nil) 47.5% (二零一五年：無)	Inactive 暫無業務

Idream Partytime has a reporting date of 31 December.

創夢派對之報告日期為十二月三十一日。

The Group's commitments relating to its investment in the joint venture are disclosed in Note 29.

有關本集團於合營公司之投資之承擔披露於附註29。







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18. TRADEMARK

18. 商標

		Trademark 商標 RMB'000 人民幣千元
<b>Cost</b>	<b>成本</b>	
As at 1 January 2015	於二零一五年一月一日	–
Additions	增加	500
<b>As at 31 December 2015, 2016</b>	<b>於二零一五年、二零一六年十二月三十一日</b>	<b>500</b>
<b>Accumulated amortisation</b>	<b>累計攤銷</b>	
As at 1 January 2015	於二零一五年一月一日	–
Charge for the year	年內支出	62
As at 31 December 2015	於二零一五年十二月三十一日	62
As at 1 January 2016	於二零一六年一月一日	62
Charge for the year	年內支出	94
<b>As at 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>156</b>
<b>Net book amount</b>	<b>賬面淨額</b>	
<b>As at 31 December 2016</b>	<b>於二零一六年十二月三十一日</b>	<b>344</b>
As at 31 December 2015	於二零一五年十二月三十一日	438

The amortisation charge for the year is included in “administrative and other operating expenses” on the face of the consolidated statement of profit or loss and other comprehensive income.

年內攤銷支出計入綜合損益及其他全面收益表中「行政及其他經營開支」內。





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19. INVENTORIES

19. 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
Raw materials	原材料	18,728	19,330
Work in progress	在製品	1,473	1,377
Finished goods	製成品	8,691	6,008
		<b>28,892</b>	<b>26,715</b>

20. TRADE AND OTHER RECEIVABLES

20. 貿易及其他應收款項

		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
<b>Trade receivables</b>	<b>貿易應收款項</b>		
– from third parties	– 來自第三方	<b>26,522</b>	46,425
<b>Deposits, prepayments and other receivables</b>	<b>按金、預付款項及其他應收款項</b>		
Prepayments	預付款項	5,237	2,492
Prepayment for property, plant and equipment	物業、廠房及設備預付款項	34,621	–
Other tax receivables	其他應收稅款	8,527	8,645
Deposits	按金	273	134
Other receivables	其他應收款項	3,067	4,134
		<b>51,725</b>	<b>15,405</b>
		<b>78,247</b>	<b>61,830</b>

The directors of the Group consider that the fair values of trade and other receivables are not materially different from their carrying amounts because these balances have short maturity periods on their inception. The Group usually requires advance deposits from its customers. Before accepting any new customer, the Group applied an internal credit assessment policy to assess the potential customer's credit quality. The credit period is generally for a period of 30 days. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

董事認為貿易及其他應收款項的公平值與其賬面值並無重大差異，原因是該等結餘為短期。本集團通常要求其客戶預先支付按金。於接收任何新客戶前，本集團應用內部信用評估政策評估潛在客戶的信用質素。信用期通常為30天期限。逾期結餘由高級管理層定期審核。貿易應收款項不計息。





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20. TRADE AND OTHER RECEIVABLES (Continued)

An aged analysis of the trade receivables, based on the invoice date and net of impairment, is as follows:

		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
0-30 days	0至30天	24,404	43,784
31-60 days	31至60天	2,013	2,551
61-90 days	61至90天	-	-
91-365 days	91至365天	105	90
		<b>26,522</b>	<b>46,425</b>

As at 31 December 2016, no trade receivables were individually determined to be impaired (2015: nil).

The ageing analysis of trade receivables that are not individually nor collectively considered to be impaired is as follows:

		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
Neither past due nor impaired	既未逾期亦未減值	24,404	43,784
1-30 days past due	逾期1至30天	2,013	2,551
31-60 days past due	逾期31至60天	-	-
61-90 days past due	逾期61至90天	95	90
Over 90 days past due	逾期超過90天	10	-
		<b>26,522</b>	<b>46,425</b>

Trade receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the Directors are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

20. 貿易及其他應收款項 (續)

按發票日期的貿易應收款項(扣除減值)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
0-30 days	0至30天	24,404	43,784
31-60 days	31至60天	2,013	2,551
61-90 days	61至90天	-	-
91-365 days	91至365天	105	90
		<b>26,522</b>	<b>46,425</b>

於二零一六年十二月三十一日,並無貿易應收款項個別釐定為減值(二零一五年:無)。

未被個別或共同視為減值的貿易應收款項的賬齡分析如下:

		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
Neither past due nor impaired	既未逾期亦未減值	24,404	43,784
1-30 days past due	逾期1至30天	2,013	2,551
31-60 days past due	逾期31至60天	-	-
61-90 days past due	逾期61至90天	95	90
Over 90 days past due	逾期超過90天	10	-
		<b>26,522</b>	<b>46,425</b>

已逾期但未減值的貿易應收款項與若干於本集團擁有良好往績記錄的獨立客戶有關。根據過往經驗,董事認為毋須就該等結餘計提減值撥備,原因是信用質素並無重大變化,而該等結餘仍視為可完全收回。本集團並無就該等結餘持有任何抵押品或採取其他信貸增強措施。





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21. BANK BALANCES AND CASH

Bank balances and cash 銀行結餘及現金

Included in bank and cash balances of the Group of approximately RMB79,687,000 (2015: RMB101,537,000) as at 31 December 2016 are bank balances denominated in RMB placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sales and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business. Cash at banks earns interest at floating rates based on daily bank deposit rates.

21. 銀行結餘及現金

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
<b>81,604</b>	108,274

於二零一六年十二月三十一日，計入本集團的銀行及現金結餘約人民幣79,687,000元（二零一五年：人民幣101,537,000元）為存於位於中國的銀行的以人民幣計值的銀行結餘。人民幣為不可自由兌換貨幣。根據中國的外匯管理條例及《結匯、售匯及付匯管理規定》，本集團獲許可透過獲授權進行外匯業務的銀行將人民幣兌換為外幣。銀行現金按基於每日銀行存款利率的浮動利率賺取利息。

22. TRADE AND OTHER PAYABLES

Trade payables 貿易應付款項  
– to third parties – 應付予第三方

Accrued charges and other payables 應計開支及其他應付款項  
– Deposits from customers – 客戶按金  
– Salaries payables – 應付薪金  
– Interest payable – 應付利息  
– Other tax payables – 其他應付稅款  
– Other payables – 其他應付款項

22. 貿易及其他應付款項

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
<b>36,377</b>	31,396
<b>467</b>	170
<b>10,553</b>	8,168
<b>358</b>	–
<b>998</b>	433
<b>1,318</b>	2,722
<b>13,694</b>	11,493
<b>50,071</b>	42,889





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22. TRADE AND OTHER PAYABLES (Continued)

The Group was granted by its suppliers credit periods ranging from 15 to 60 days. An aged analysis of the trade payables, based on the invoice date, is as follows:

0-30 days	0至30天
31-60 days	31至60天
61-90 days	61至90天
91-180 days	91至180天

All amounts are short term and hence the carrying values of trade and other payables are considered to be a reasonable approximation of their fair value.

23. SHORT TERM BORROWINGS

Bank loans, secured	銀行貸款，有抵押
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As at 31 December 2016, bank loans bear interest at 3.78% to 5.44% (2015: 6.69% to 7.18%) per annum.

The bank loans were secured by certain assets of the Group (notes 14 and 15) as at 31 December 2016 and 2015.

22. 貿易及其他應付款項 (續)

本集團供應商給予本集團介乎15至60天的信用期。基於發票日期的貿易應付款項賬齡分析如下：

	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
	36,377	26,749
	-	4,607
	-	-
	-	40
	<b>36,377</b>	<b>31,396</b>

所有款項均為短期，因此貿易及其他應付款項的賬面值被視為其公平值的合理約數。

23. 短期借款

	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
	60,700	11,000

於二零一六年十二月三十一日，銀行貸款按3.78%至5.44%（二零一五年：6.69%至7.18%）的年利率計息。

於二零一六年及二零一五年十二月三十一日，銀行貸款以本集團若干資產（附註14及15）作抵押。







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24. CONVERTIBLE BONDS

On 18 May 2016, the Company issued convertible bonds due 17 May 2018 (“Maturity Date”), in the aggregate principal amount of HK\$20,000,000 (equivalent to RMB17,130,000) with annual coupon rate of 4%. Each bond will, at the discretion of the holder, be convertible at any time between the date of issue of the bonds and their maturity date on 17 May 2018 into fully paid ordinary shares of the Company with a par value of HK\$1.00 each at an initial conversion price of HK\$0.529 per share. If the bonds have not been converted, they will be redeemed on Maturity Date at par plus accrued interest. The initial fair values of the liability component and the equity conversion component, based on net proceeds, were determined at issuance of the bonds. On initial recognition, the fair value of the liability component, included in the convertible bonds, was calculated using a market interest rate of 9.38% for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, is included in equity in convertible bond reserves.

The liability component and equity conversion component upon issuance are as follows:

24. 可換股債券

於二零一六年五月十八日，本公司發行二零一八年五月十七日（「到期日」）到期、年票息率4%本金總額為20,000,000港元（相等於人民幣17,130,000元）之可換股債券。持有人可全權決定各債券於債券發行日期至到期日期間隨時以初始轉換價每股0.529港元轉換為每股面值1.00港元之本公司繳足普通股。倘債券未獲轉換，則彼等將按面值加應計利息於到期日贖回。根據所得款項淨額，負債部分及股權轉換部分之初始公平值於發行債券時釐定。於初始確認時，負債部分之公平值（計入可換股債券）按同等非可換股債券之市場利率9.38%計算。餘下金額（相當於股權轉換部分之價值）乃計入可轉換債券儲備權益。

於發行時之負債部分及權益轉換部份如下：

		<i>RMB'000</i> 人民幣千元
Face value of convertible bonds issued on 18 May 2016	於二零一六年五月十八日發行之可換股債券面值	17,130
Transaction costs	交易成本	(343)
Equity conversion component credited to the equity	計入權益之權益轉換部分	(1,240)
<b>Liability component</b>	<b>負債部分</b>	<b>15,547</b>





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24. CONVERTIBLE BONDS (Continued)

The movement of the convertible bonds during the year are set out below:

24. 可換股債券 (續)

年內可換股債券之變動載列如下：

		<i>RMB'000</i> 人民幣千元
<b>Liability component</b>	<b>負債部分</b>	
Issued during the year	年內已發行	15,547
Accrued effective interest charges	應計實際利息支出	916
Interest paid	已付利息	(81)
Exchange adjustments	匯兌調整	725
		<hr/>
Carry amount carried forward	賬面值結轉	17,107
		<hr/>
<b>Liability components is represented by:</b>	<b>負債部分以下列表示：</b>	
Convertible bonds	可換股債券	16,749
Accrued interests included in trade and other payables	計入貿易及其他應付款項之應計利息	358
		<hr/>
		<b>17,107</b>
		<hr/>

No convertible bonds were converted to ordinary shares of the Company during the year or subsequent to 31 December 2016 and up to the date of this report.

於年內或於二零一六年十二月三十一日後及直至本報告日期，概無可換股債券獲轉換為本公司普通股。

The principal amount outstanding at 31 December 2016 is RMB17,855,000 (2015: Nil).

於二零一六年十二月三十一日之尚未償還本金額為人民幣17,855,000元（二零一五年：無）。





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25. SHARE CAPITAL

25. 股本

	2016 二零一六年		2015 二零一五年	
	No. of shares 股份數目	RMB'000 人民幣千元	No. of shares 股份數目	RMB'000 人民幣千元
<b>Authorised:</b>				
Ordinary shares of US\$0.01 each at 12 February 2015 (date of incorporation) (note i)/1 January 2016				
<b>法定：</b> 於二零一五年二月十二日 (註冊成立日期) (附註i) / 二零一六年一月一日 每股面值0.01美元的 普通股	1,560,000,000	12,313	5,000,000	307
Increase in authorised share capital (note ii)	-	-	1,555,000,000	12,006
<b>As at 31 December (HK\$0.01 each)</b>	<b>於十二月三十一日</b> <b>(每股面值0.01港元)</b>	<b>1,560,000,000</b>	<b>1,560,000,000</b>	<b>12,313</b>
<b>Issued and fully paid:</b>				
As 1 January 2016/Upon incorporation at 12 February 2015 (note i)				
<b>已發行及繳足：</b> 於二零一六年一月一日 / 於二零一五年二月十二日 註冊成立時 (附註i)	756,234,000	6,209	1	-
Issuance of share capital (note i)	-	-	9,999	-
Conversion 10,000 shares of US\$0.01 each to 78,000 shares of HK\$0.01 each (note ii)	-	-	68,000	-
Capitalisation issue of shares (note iii)	-	-	562,422,000	4,618
Issue of shares upon initial public offering (note iii)	-	-	187,500,000	1,541
Issue of 6,234,000 shares on over-allotment (note iii)	-	-	6,234,000	50
<b>As at 31 December (HK\$0.01 each)</b>	<b>於十二月三十一日</b> <b>(每股面值0.01港元)</b>	<b>756,234,000</b>	<b>756,234,000</b>	<b>6,209</b>

(i) The Company is a limited liability company incorporated in the Cayman Islands on 12 February 2015 with authorised share capital of US\$50,000 divided into 5,000,000 ordinary shares of a par value of US\$0.01 each.

On incorporation, 1 ordinary share of US\$0.01 was allotted as fully paid at par to the initial subscriber. On the same day, 9,999 ordinary shares of US\$0.01 each were issued as fully paid at par.

(i) 本公司為於二零一五年二月十二日在開曼群島註冊成立的有限公司，法定股本為50,000美元，分為5,000,000股每股面值0.01美元的普通股。

於註冊成立時，一股0.01美元的普通股按面值繳足配發予初步認購人。同日，發行9,999股每股面值0.01美元的普通股，並按面值繳足。



## 25. SHARE CAPITAL (Continued)

- (ii) On 5 May 2015, the shareholders' resolutions of the Company were passed to change the denomination of the authorised and issued share capital of the Company from United States Dollars ("USD") to HK\$ such that the 10,000 shares of US\$0.01 of the Company were reconverted into 78,000 shares and the par value of the shares was changed to HK\$0.01 with immediate effect, and the authorised share capital of the Company was increased to HK\$15,600,000 (equivalent to RMB12,313,000) divided into 1,560,000,000 shares of par value HK\$0.01 each.
- (iii) Pursuant to the written resolutions of the shareholders passed on 7 August 2015, 562,422,000 ordinary shares of HK\$0.01 each were allotted and issued (equivalent to RMB4,618,000), credited as fully paid at par, by way of capitalisation from the share premium account to the Company.

On 16 October 2015, 187,500,000 new shares with par value of HK\$0.01 each, at a price of HK\$1.0 per share were issued by way of initial public offering. The proceeds of HK\$1,875,000 (equivalent to RMB1,541,000) representing the par value of these ordinary shares, were credited to the Company's share capital account. The remaining proceeds less the listing costs directly attributable to the issue of shares amounted to HK\$169,397,000 (equivalent to RMB139,090,000) were credited to the Company's share premium account. Over-allotment option was exercised in partial with 6,234,000 additional shares were issued at a price of HK\$1.0 on 4 November 2015. The proceeds of HK\$62,000 (equivalent to RMB50,000) and HK\$5,830,000 (equivalent to RMB4,773,000) were credited to the Company's share capital account and share premium account respectively. The share capital of the Company was then increased to HK\$7,562,340 (equivalent to RMB6,209,000) divided into 756,234,000 shares of HK\$0.01 each.

## 26. RESERVES

### The Group

The amounts of the Group's reserves and the movements therein for the year ended 31 December 2016 and 2015 are presented in the consolidated statement of changes in equity of the consolidated financial statements.

### Share premium

The share premium represents the difference between the par value of the shares of the Company and net proceeds received from the issuance of the shares of the Company.

## 25. 股本 (續)

- (ii) 於二零一五年五月五日，本公司通過股東決議案，將本公司的法定及已發行股本面額由美元（「美元」）改為港元，以使本公司10,000股每股面值0.01美元的股份再轉為78,000股股份，股份面值變更為0.01港元，並即時生效，而本公司法定股本則增至15,600,000港元（相當於人民幣12,313,000元），分為1,560,000,000股每股面值0.01港元的股份。
- (iii) 根據股東於二零一五年八月七日通過之書面決議案，562,422,000股每股面值0.01港元之普通股已透過自本公司之股份溢價賬予以資本化方式，按面值配發及發行（相當於人民幣4,618,000元）並入賬列為繳足。

於二零一五年十月十六日，187,500,000股每股面值0.01港元之新股份已透過首次公開發售方式，按每股1.0港元之價格發行。1,875,000港元（相等於人民幣1,541,000元）（相當於該等普通股之面值）之所得款項已計入本公司之股本賬。餘下所得款項減發行股份直接應佔之上市費用169,397,000港元（相當於人民幣139,090,000元）已計入本公司之股份溢價賬。部分超額配股權獲行使，並於二零一五年十一月四日按1.0港元之價格發行6,234,000股額外股份。所得款項62,000港元（相等於人民幣50,000元）及5,830,000港元（相等於人民幣4,773,000元）已分別計入本公司之股本賬及股份溢價賬。本公司股本隨後增加至7,562,340港元（相當於人民幣6,209,000元），分為756,234,000股每股面值0.01港元之股份。

## 26. 儲備

### 本集團

於截至二零一六年及二零一五年十二月三十一日止年度，本集團的儲備金額及其變動乃於綜合財務報表的綜合權益變動表呈列。

### 股份溢價

股份溢價指本公司股份的面值與自發行本公司股份收取的所得款項淨額之差額。



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### 26. RESERVES (Continued)

#### The Group (Continued)

##### Share premium (Continued)

Under the Companies Law of the Cayman Islands, the share premium account of the Company may be applied for payment of distributions or dividends to the shareholders provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company is able to pay its debts as they fall due in the ordinary course of business.

##### Statutory reserve

In accordance with the Company Law of the PRC, each of the subsidiaries of the Company that was registered in the PRC is required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses), determined in accordance with the PRC GAAP, to the statutory reserve until the balance of the reserve funds reaches 50% of the entity's registered capital. The statutory reserve can be utilised to offset prior years' losses or to increase capital, provided the remaining balance of the statutory reserve is not less than 25% of the registered capital.

##### Capital reserve

The capital reserve of the Group as at 31 December 2016 and 2015 represents the share capital of entities comprising the Group prior to the reorganisation and the reserves arising from the reorganisation for the purpose of listing of the Company's shares on the Stock Exchange.

##### Convertible bond reserve

Convertible bond reserve represents the amount allocated to the unexercised equity component of bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 2.10.

##### Translation reserve

Translation reserve comprises all foreign exchange differences for the translation of financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy in note 2.4.

### 26. 儲備 (續)

#### 本集團 (續)

##### 股份溢價 (續)

根據開曼群島公司法，本公司股份溢價賬可用於向股東支付分派或股息，惟於緊隨建議支付分派或股息之日期後，本公司能夠於日常業務過程中支付其到期時之債務。

##### 法定儲備

根據中國公司法，本公司於中國註冊的各附屬公司須將根據中國公認會計原則釐定的除稅後年度法定溢利（經抵銷任何過去年度的虧損）的10%轉撥至法定儲備，直至儲備資金的結餘達到實體註冊資本的50%。法定儲備可用於抵銷過去年度的虧損或用於增加股本，惟剩餘法定儲備結餘不少於註冊資本的25%。

##### 資本儲備

於二零一六年及二零一五年十二月三十一日，本集團的資本儲備為本集團旗下實體於重組前的股本及產生自因本公司股份於聯交所上市而進行之重組的儲備。

##### 可換股債券儲備

可換股債券儲備指就可換股債券所採納會計政策（附註2.10）確認本公司所發行債券未行使權益部分所獲分配金額。

##### 匯兌儲備

匯兌儲備由換算海外業務財務報表之所有匯兌差異組成。儲備乃根據附註2.4中的會計政策予以處理。







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27. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

27. 本公司的財務狀況表

		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
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current asset</b>	<b>非流動資產</b>			
Investments in subsidiaries	於附屬公司之投資	16	–	–
<b>Current assets</b>	<b>流動資產</b>			
Other receivables	其他應收款項		159,569	138,440
Cash and cash equivalents	現金及現金等價物		117	3
			<u>159,686</u>	<u>138,443</u>
<b>Current liability</b>	<b>流動負債</b>			
Other payables	其他應付款項		3,964	4,289
			<u>3,964</u>	<u>4,289</u>
<b>Net current assets</b>	<b>流動資產淨值</b>		<u>155,722</u>	<u>134,154</u>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<u>155,722</u>	<u>134,154</u>
<b>Non-current liability</b>	<b>非流動負債</b>			
Convertible bonds	可換股債券		16,749	–
			<u>16,749</u>	<u>–</u>
<b>Net assets</b>	<b>資產淨值</b>		<u>138,973</u>	<u>134,154</u>
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	25	6,209	6,209
Reserves (Note)	儲備 (附註)		132,764	127,945
<b>Total equity</b>	<b>權益總額</b>		<u>138,973</u>	<u>134,154</u>

CHEN SHENG BI  
陳聖弼  
Chairman  
主席

LIN XIN FU  
林新福  
Director  
董事





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27. STATEMENT OF FINANCIAL POSITION OF THE  
COMPANY (Continued)

Note: The movement of the Company's reserves are as follows:

27. 本公司的財務狀況表 (續)

附註：本公司儲備的變動如下：

		Share premium	Convertible bond reserve	Translation reserve	Accumulated loss	Total
		股份溢價	可換股債券 儲備	換算儲備	累計虧損	總計
		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
Upon incorporation	於註冊成立時	-	-	-	-	-
Issue of share capital	發行股本	143,863	-	-	-	143,863
Share capitalisation issue	股份資本化發行	(4,618)	-	-	-	(4,618)
Loss and total comprehensive loss for the year	年內虧損及 全面虧損總額	-	-	-	(14,263)	(14,263)
Exchange difference on translation to presentation currency	換算為呈列貨幣之 匯兌差額	-	-	2,963	-	2,963
Balance at 31 December 2015	於二零一五年十二月三十一日 之結餘	139,245	-	2,963	(14,263)	127,945
Equity component of convertible bonds	可換股債券權益部分	-	1,240	-	-	1,240
Loss and total comprehensive loss for the year	年內虧損及 全面虧損總額	-	-	-	(5,557)	(5,557)
Exchange difference on translation to presentation currency	換算為呈列貨幣之 匯兌差額	-	-	9,136	-	9,136
Balance at 31 December 2016	於二零一六年十二月三十一日 之結餘	139,245	1,240	12,099	(19,820)	132,764



## 28. OPERATING LEASE COMMITMENTS

At the reporting date, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

### Land and buildings:

Within one year

### 土地及樓宇：

一年以內

The Group leased a number of properties under operating lease. The leases run for an initial period within 1 year, with an option to renew the lease and renegotiate the terms at the expiry date or at date as mutually agreed between respective landlords and the Group. None of the leases include contingent rentals.

## 28. 經營租賃承擔

於報告日期，本集團根據不可撤銷經營租賃而須於未來支付的最低租賃付款總額如下：

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
<b>358</b>	838

本集團根據經營租賃承租多項物業。租賃初步為期一年內，可選擇於屆滿日期或於有關業主與本集團雙方協定的日期續租及再協商條款。該等租賃並不包括或然租金。

## 29. CAPITAL COMMITMENTS

### Contracted but not provided for

- Property, plant and equipment
- Investment in a joint venture (Note)

### 已訂約但未撥備

- 物業、廠房及設備
- 於一間合營公司的投資(附註)

## 29. 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
<b>22,989</b>	41,296
<b>4,255</b>	–
<b>27,244</b>	41,296



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### 29. CAPITAL COMMITMENTS (Continued)

Note: On 20 June 2016, Unlock Bound Investments Limited (“Unlock Bound”), a wholly owned subsidiary of the Company, entered into an agreement with the convertible bond holder and an independent third party to set up Idream Partytime Limited (“Idream Partytime”) for the development of mobile games and gaming derivative products. Unlock Bound has agreed to subscribe for 4,750,000 ordinary shares at HK\$1 each of Idream Partytime which representing 47.5% of equity interest within six months from the date of the agreement. Addendum has been signed to extend the prescribed time to 19 June 2018. As at 31 December 2016, Idream Partytime has issued 10,000 ordinary shares and Unlock Bound has subscribed 4,750 shares at a total consideration of HK\$4,750.

### 30. RELATED PARTY TRANSACTIONS

The Group had the following transactions with related parties:

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

Short term employee benefits	短期僱員福利
Retirement scheme contributions	退休計劃供款

### 29. 資本承擔 (續)

附註：於二零一六年六月二十日，Unlock Bound Investments Limited (「Unlock Bound」) (本公司之全資附屬公司) 與可換股債券持有人及一名獨立第三方訂立協議以成立創夢派對文化有限公司 (「創夢派對文化」) 發展手機遊戲及遊戲衍生產品。Unlock Bound 已同意於自協議日期起計六個月內認購創夢派對文化 4,750,000 股每股面值 1 港元之普通股 (相當於 47.5% 股權)。Addendum 已簽名將上述時間延長至二零一八年六月十九日。於二零一六年十二月三十一日，創夢派對文化已發行 10,000 股普通股及 Unlock Bound 已以總代價 4,750 港元認購 4,750 股股份。

### 30. 關連方交易

本集團與關連方有以下交易：

#### (i) 主要管理人員薪酬

	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
Short term employee benefits	1,968	1,669
Retirement scheme contributions	48	29
	<b>2,016</b>	<b>1,698</b>





### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations and in its investment activities. The financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### 31.1 Categories of financial assets and liabilities

### 31. 財務風險管理及公平值計量

本集團於日常營運過程及投資活動中通過使用金融工具而面臨財務風險。財務風險包括市場風險（包括外幣風險及利率風險）、信用風險及流動資金風險。

本集團所承擔的有關風險及本集團就管理該等風險所採用的財務風險管理政策及慣例載於下文。

#### 31.1 金融資產及負債的分類

		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
<b>Financial assets</b>	<b>金融資產</b>		
Loans and receivables:	貸款及應收款項：		
Trade and other receivables	貿易及其他應收款項	29,862	50,693
Bank balances and cash	銀行結餘及現金	81,604	108,274
		<b>111,466</b>	<b>158,967</b>
<b>Financial liabilities</b>	<b>金融負債</b>		
Measured at amortised cost:	按攤銷成本計量：		
Trade and other payables	貿易及其他應付款項	48,606	42,286
Borrowings	借款	60,700	11,000
Convertible bonds	可換股債券	16,749	-
		<b>126,055</b>	<b>53,286</b>







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31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

31.2 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from its sales to and purchases from overseas, which are primarily denominated in USD. These are not the functional currencies of the Group entities to which these transactions relate.

Foreign currency denominated financial assets and liabilities, translated into RMB at the closing rates, are as follows:

31. 財務風險管理及公平值計量 (續)

31.2 外幣風險

外幣風險指金融工具的公平值或未來現金流量因匯率變動而浮動的風險。本集團面對的貨幣風險源自主要以美元計值的海外銷售及採購。該等貨幣並非與該等交易有關的本集團實體的功能貨幣。

外幣計值金融資產及負債以收市匯率換算為人民幣，數值如下：

		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
<b>Assets:</b>	<b>資產：</b>		
USD	美元	25,448	46,620
<b>Liabilities:</b>	<b>負債：</b>		
USD	美元	432	60
<b>Net exposures</b>	<b>敞口淨額</b>		
USD	美元	25,016	46,560





### 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

#### 31.2 Foreign currency risk (Continued)

The following table illustrates the sensitivity of the Group's profit after income tax for the year and equity as at reporting date in regard to an appreciation in the Group's functional currency against the foreign currencies. These sensitivity rates represent management's best assessment of the possible change in foreign exchange rates.

		Decrease in profit for the year 年內溢利減少	
		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
Sensitivity rate 敏感度比率			
USD	美元	5% <b>938</b>	1,746

The same percentage depreciation in the Group's functional currency against the respective foreign currencies would have the same magnitude on the Group's profit after tax for the year and equity as at the reporting date but of opposite effect.

### 31. 財務風險管理及公平值計量 (續)

#### 31.2 外幣風險 (續)

下表列示本集團於本年度的除所得稅後溢利及於報告日期的權益相對本集團功能貨幣兌各種外幣升值的敏感度。該等敏感度比率代表管理層對外幣匯率可能變動的最佳評估。

本集團功能貨幣兌有關外幣的相同百分比贬值，對本集團於本年度的除稅後溢利及於報告日期的權益構成等同但相反的影響。





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31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

31.3 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. Borrowings bearing variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group's interest rate risk arises primarily from borrowings, which are at variable rates. As at 31 December 2016, balances of variable interest rate borrowings amounted to RMB24,700,000 (2015: RMB11,000,000). The exposure to interest rates for the Group's short term bank deposits is considered immaterial.

The following table illustrates the sensitivity of the Group's profit after income tax for the year and equity as at reporting date to a possible change in interest rates of borrowings.

		Decrease in profit for the year and equity 年內溢利及權益減少	
		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
Increase by 50 basis points	增加50個基點	93	41

The same degree of decrease in basis point would have the same magnitude on the Group's profit for the year and equity as at 31 December 2016 and 2015 but of opposite effect.

The assumed changes in interest rates are considered to be reasonably possible based on observation of current market conditions and represents management's assessment of a reasonably possible change in interest rate.

31. 財務風險管理及公平值計量 (續)

31.3 利率風險

利率風險乃關於金融工具的公平值或現金流量將因市場利率變動而浮動的風險。按浮動利率及固定利率計息的借款使本集團分別面臨現金流量利率風險及公平值利率風險。本集團的利率風險主要來自按浮動利率計息的借款。於二零一六年十二月三十一日，浮動利率借款結餘為人民幣24,700,000元（二零一五年：人民幣11,000,000元）。本集團短期銀行存款的利率風險被視為微不足道。

下表列示本集團於本年度的除所得稅後溢利及於報告日期的權益對借款利率可能出現變動的敏感度。

基點減少同等程度，對本集團於本年度的溢利及於二零一六年及二零一五年十二月三十一日的權益構成等同但相反的影響。

以上利率的假設變動乃經觀察現行市場情況後視為合理可能出現的變動，並為管理層對利率的合理可能變動的評估。





## 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

### 31.4 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. The Group's exposure to credit risk mainly arises from granting credit to customers in the ordinary course of its operations and from its investing activities.

The Group's maximum exposure to credit risk on recognised financial assets is limited to the carrying amount at the reporting date as summarised in note 31.1.

Cash and bank balances are placed at financial institutions that have sound credit rating and the Group considers the credit risk to be insignificant.

For trade and other receivables, the exposures to credit risk are monitored such that any outstanding debtors are reviewed and followed up on an ongoing basis. In the opinion of the Directors, the Group has no significant concentration of credit risk arising from its ordinary course of business due to its large customer base. The Group does not hold any collateral from its debtors.

### 31.5 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group is exposed to liquidity risk in respect of settlement of trade and other payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liquidity requirements in the short and longer term.

## 31. 財務風險管理及公平值計量 (續)

### 31.4 信貸風險

信貸風險指金融工具的交易對手方未能履行其於金融工具條款項下的責任，導致本集團蒙受財務虧損的風險。本集團面臨的信貸風險主要來自於日常營運過程中授予客戶的信貸及其投資活動。

本集團就已確認金融資產須承受的最高信貸風險以附註31.1所概述報告日期的賬面值為限。

現金及銀行結餘存放於信用評級良好且本集團認為信用風險並不重大的金融機構。

就貿易及其他應收款項而言，本集團對所承受的信貨風險進行監察，並不斷檢討及跟進任何未償還債項。董事認為，本集團並無因客戶群龐大而導致日常業務過程中的信貨風險高度集中。本集團並無持有債務人任何抵押品。

### 31.5 流動資金風險

流動資金風險乃關於本集團無法履行與其金融負債相關的責任的風險，該等金融負債需透過交付現金或另一種金融資產結清。本集團就結清貿易及其他應付款項和其融資債務以及就其現金流量管理面臨流動資金風險。本集團的目標為維持適當的流動資產水平及取得承諾信貸融資，以應付其短期及長期的流動資金需求。





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31. FINANCIAL RISK MANAGEMENT AND FAIR  
VALUE MEASUREMENTS (Continued)

31.5 Liquidity risk (Continued)

When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

The following table details the remaining contractual maturities at the balance sheet date of the Group's financial assets and financial liabilities, which are based on contractual undiscounted cash flows including interest and contractual maturities.

		Weighted average effective interest rate	Within 1 year	1 – 2 years	Total undiscounted cash flows	Total carrying amount as at 31 December 於十二月 三十一日之 賬面總額
		加權平均 實際利率	一年內	一至兩年內	未貼現現金 流量總額	賬面總額
		%	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
2016	二零一六年					
Financial liabilities at amortised costs	按攤銷成本入賬的 金融負債					
Trade and other payables	貿易及其他應付款項	不適用	48,606	–	48,606	48,606
Borrowings	借貸	5.36%	62,275	–	62,275	60,700
Convertible bonds	可換股債券	9.38%	717	18,187	18,904	16,749
			<u>111,598</u>	<u>18,187</u>	<u>129,785</u>	<u>126,055</u>
2015	二零一五年					
Financial liabilities at amortised costs	按攤銷成本入賬的 金融負債					
Trade and other payables	貿易及其他應付款項	不適用	42,286	–	42,286	42,286
Borrowings	借貸	6.54%	11,300	–	11,300	11,000
			<u>53,586</u>	<u>–</u>	<u>53,586</u>	<u>53,286</u>

31. 財務風險管理及公平值計量 (續)

31.5 流動資金風險 (續)

負債乃按本集團須付款的最早日期計入，惟債權人可選擇結清負債的日期。當負債以分期償還時，各期還款計入本集團承諾還款的最早期間。

下表詳述於結算日本集團金融資產及金融負債餘下合約的到期狀況，乃按已訂約未貼現現金流量（包括利息及合約的到期狀況）作出。







## 31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

### 31.6 Fair value

Financial assets and liabilities measured at fair value in the consolidated statement of financial position are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurements, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

## 31. 財務風險管理及公平值計量 (續)

### 31.6 公平值

於綜合財務狀況表中按公平值計量的金融資產及負債可分為三個公平值等級。三個等級基於可觀察之計量重大輸入值，定義如下：

- 第一級：相同資產及負債於活躍市場的報價（未作調整）。
- 第二級：就資產或負債直接或間接地可觀察之輸入數據（不包括第一級所包含的報價）。
- 第三級：資產或負債的不可觀察輸入資料。

金融資產或負債整體所應歸入的公平值等級內的層次，應基於對公平值計量具有重大意義的最低層次輸入資料值。





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31. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

31.6 Fair value (Continued)

The management considered the carrying amounts of financial assets and liabilities of the Group are not materially different from their fair values as at 31 December 2016 and 2015 due to short term maturity except for the following financial instruments, for which their carrying amounts and fair value and the level of fair value hierarchy are disclosed below:

31. 財務風險管理及公平值計量 (續)

31.6 公平值 (續)

於二零一六年及二零一五年十二月三十一日，管理層認為由於本集團的金融資產及負債為短期到期，其賬面值與其公平值並無重大差異，惟以下金融工具除外，其賬面值及公平值及公平值等級披露如下：

		Fair value measurements as at 31 December 2016 categorised into 於二零一六年十二月三十一日之 公平值計量分類為				
	Carrying amounts at 31 December 2016 於二零一六年 十二月 三十一日之 賬面值 RMB'000 人民幣千元	Fair value at 31 December 2016 於二零一六年 十二月 三十一日之 公平值 RMB'000 人民幣千元	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	
2016	二零一六年					
Financial liabilities at amortised costs	按攤銷成本列賬之 金融負債					
Convertible bonds	可換股債券	16,749	16,687	-	16,687	

Valuation techniques and inputs used in Level 3 fair value measurements. The fair values of the convertible bonds are estimated as being the present value of future cash flows, discounted at interest rates based on the market interest rate for an equivalent non-convertible bond as at the end of the reporting period, adjusted for the Group's own credit risk.

第三級公平值計量所用的估價技術及輸入數據。可換股債券公平值乃按等同非可換股債券於報告期末的市場利率為基準並就本集團自身信貸風險予以調整後之利率折現的未來現金流量現值進行估計。



## 32. CAPITAL MANAGEMENT

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing goods and services commensurately with the level of risk.

The Group actively and regularly reviews its capital structure and makes adjustments in light of changes in economic conditions. The Group monitors its capital structure on the basis of the debt to equity ratio. For this purpose, debt is defined as borrowings. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares and raise new debt financing.

The debt to equity ratio at each reporting date was:

## 32. 資本管理

本集團的資本管理目標為透過因應風險程度調整貨品及服務定價確保本集團能夠持續經營業務，並為股東帶來充裕回報。

本集團積極及定期檢討其資本架構，並因應經濟狀況變化作出調整。本集團以負債權益比率基準監察其資本架構。就此，負債界定為借款。為維持或調整該比率，本集團可調整向股東派付股息的金額、發行新股及籌集新債務融資。

於各報告日期，負債權益比率為：

		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
Borrowings and convertible bonds	借款及可換股債券	77,449	11,000
Total equity	權益總額	426,005	368,793
Debt to equity ratio	負債權益比率	18.2%	2.98%



# Five-Year Financial Summary

## 五年財務概要

		Year ended 31 December 截至十二月三十一日止年度				
		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	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	513,883	569,605	397,923	298,752	245,825
Profit before income tax	除所得稅前溢利	78,735	98,379	78,270	49,904	39,994
Income tax expense	所得稅開支	(22,053)	(28,787)	(19,690)	(12,702)	(10,200)
Profit for the year	年內溢利	56,682	69,592	58,580	37,202	29,794
Profit for the year attributable to:	應佔年內溢利：					
– Equity holders of the Company	– 本公司權益持有人	56,682	66,716	58,580	36,638	17,876
– Non-controlling interests	– 非控股權益	–	2,876	–	564	11,918
		56,682	69,592	58,580	37,202	29,794
		As at 31 December 於十二月三十一日				
		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	2014 二零一四年 RMB'000 人民幣千元	2013 二零一三年 RMB'000 人民幣千元	2012 二零一二年 RMB'000 人民幣千元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	555,109	428,767	237,056	134,980	106,170
Total liabilities	總負債	(129,104)	(59,974)	(84,326)	(40,904)	(39,740)
Net assets	資產淨值	426,005	368,793	152,730	94,076	66,430
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益	426,005	368,793	137,457	94,076	40,183
Non-controlling interests	非控股權益	–	–	15,273	–	26,247
		426,005	368,793	152,730	94,076	66,430

Note: The results and summary of assets and liabilities for each of the three years ended 31 December 2012, 2013 and 2014 which were extracted from the Prospectus have been prepared on a combined basis to indicate the results of the Group as if the group structure, at the time when the Company's shares were listed on the Stock Exchange, had been in existence throughout those years.

附註：摘錄自招股章程的截至二零一二年、二零一三年及二零一四年十二月三十一日止三個年度各年的業績以及資產及負債概要乃根據合併基準編製，以顯示本集團的業績（猶如本公司股份於聯交所上市時的本集團架構於所有該等年度內已一直存在）。







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