

INTERIM REPORT

2017
中期報告

Cabbeen

CABBEEN FASHION LIMITED

卡賓服飾有限公司

(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：2030





ABOUT CABBEEN

Cabbeen is a leading Chinese menswear designer brand.

Cabbeen Fashion Limited and its subsidiaries are principally engaged in the design of men's apparel, footwear and accessories, brand management, and wholesaling, consignment and retailing of menswear in the People's Republic of China.

關於卡賓

卡賓是中國領先的男裝設計師品牌。

卡賓服飾有限公司及其附屬公司主要在中華人民共和國從事男士服裝、鞋履和配飾的設計，品牌管理，和男裝批發、代銷及零售。

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Ziming YANG (*Chairman*)
Mr. Siu Keung NG (*Chief Executive Officer*)
Mr. Rongqin KE
Mr. Qiang WEI

Independent Non-Executive Directors

Mr. Yung Kwok TSUI
Mr. Honghui CHEN
Mr. Ming Shu LEUNG

AUDIT COMMITTEE

Mr. Yung Kwok TSUI (*Chairman*)
Mr. Honghui CHEN
Mr. Ming Shu LEUNG

REMUNERATION COMMITTEE

Mr. Yung Kwok TSUI (*Chairman*)
Mr. Ming Shu LEUNG
Mr. Siu Keung NG

NOMINATION COMMITTEE

Mr. Ziming YANG (*Chairman*)
Mr. Honghui CHEN
Mr. Ming Shu LEUNG

CORPORATE GOVERNANCE COMMITTEE

Mr. Siu Keung NG (*Chairman*)
Mr. Qiang WEI
Mr. Yung Kwok TSUI
Mr. Ming Shu LEUNG

AUTHORISED REPRESENTATIVES

Mr. Siu Keung NG
Ms. Lai Wah WONG, *FCPA*

COMPANY SECRETARY

Ms. Lai Wah WONG, *FCPA*

REGISTERED OFFICE

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

董事會

執行董事

楊紫明先生 (*主席*)
吳少強先生 (*行政總裁*)
柯榕欽先生
韋強先生

獨立非執行董事

徐容國先生
陳宏輝先生
梁銘樞先生

審核委員會

徐容國先生 (*主席*)
陳宏輝先生
梁銘樞先生

薪酬委員會

徐容國先生 (*主席*)
梁銘樞先生
吳少強先生

提名委員會

楊紫明先生 (*主席*)
陳宏輝先生
梁銘樞先生

企業管治委員會

吳少強先生 (*主席*)
韋強先生
徐容國先生
梁銘樞先生

授權代表

吳少強先生
黃麗華女士, *FCPA*

公司秘書

黃麗華女士, *FCPA*

註冊辦事處

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

HEADQUARTERS

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Guangzhou 510507
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PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Cheung Sha Wan
Kowloon
Hong Kong

CAYMAN ISLANDS SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
Royal Bank House
3rd Floor, 24 Shedden Road
P.O. Box 1586, Grand Cayman
KY1-1110,
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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

AUDITOR

KPMG, *Certified Public Accountants*

LEGAL ADVISOR AS TO HONG KONG LAW

Luk & Partners in Association with Morgan, Lewis & Bockius

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開曼群島股份過戶登記處

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Royal Bank House
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香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
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核數師

畢馬威會計師事務所，*執業會計師*

香港法律顧問

陸繼鏘律師事務所與摩根路易斯律師事務所聯營

網站

www.ir.cabbeen.com

Financial Highlights

財務摘要

		Six months ended 30 June 截至六月三十日止六個月		
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元	Changes 變動 %
Financial highlights	財務摘要			
Revenue	收益	405,988	536,176	-24.3%
Gross profit	毛利	217,283	269,320	-19.3%
Profit from operation	經營溢利	138,059	143,294	-3.7%
Profit for the period	期內溢利	87,979	102,170	-13.9%
Earnings per share (RMB cents)	每股盈利(人民幣分)			
— Basic	— 基本	12.49	14.37	-13.1%
— Diluted	— 攤薄	12.48	14.30	-12.7%
Interim dividend (HK cents)	中期股息(港仙)	6.0	6.8	-11.8%
Profitability ratios	盈利比率			
Gross profit margin	毛利率	53.5%	50.2%	+3.3 ppt 個百分點
Operating margin	經營利潤率	34.0%	26.7%	+7.3 ppt 個百分點
Net profit margin	純利率	21.7%	19.1%	+2.6 ppt 個百分點
Return on total assets ⁽¹⁾	資產總值回報率 ⁽¹⁾	10.3%	11.9%	-1.6 ppt 個百分點
Return on equity ⁽²⁾	權益回報率 ⁽²⁾	17.6%	21.6%	-4.0 ppt 個百分點
Liquidity ratios	流動資金比率			
Current ratio	流動比率	3.91	2.12	
Average inventory turnover days ⁽³⁾	平均存貨周轉天數 ⁽³⁾	296	185	
Average trade and bills receivables turnover days ⁽⁴⁾	平均貿易應收款項及 應收票據周轉天數 ⁽⁴⁾	135	101	
Average trade and bills payables turnover days ⁽⁵⁾	平均貿易應付款項及 應付票據周轉天數 ⁽⁵⁾	307	341	
Capital ratio	資金比率			
Interest coverage ratio ⁽⁶⁾	盈利對利息倍數 ⁽⁶⁾	19.0	77.5	
Net debt to equity ratio ⁽⁷⁾	淨債權比率 ⁽⁷⁾	15.7%	Net cash 現金淨額	
Gearing ratio ⁽⁸⁾	資產負債比率 ⁽⁸⁾	33.0%	21.9%	

Notes:

- (1) Return on total assets equals net profit for the period divided by the closing balance of total assets and is calculated on an annualized basis.
- (2) Return on equity equals net profit for the period divided by the closing balance of total shareholders' equity and is calculated on an annualized basis.
- (3) Average inventory turnover days is equal to the average of the beginning and closing inventory balance divided by cost of sales and multiplied by the number of days in the period.
- (4) Average trade and bills receivables turnover days is equal to the average of the beginning and closing trade and bills receivables balance divided by revenue (including value-added tax) and multiplied by the number of days in the period.
- (5) Average trade and bills payables turnover days is equal to the average of the beginning and closing trade and bills payables balance divided by costs of sales and multiplied by the number of days in the period.
- (6) Interest coverage ratio equals profit before interest and tax for one period divided by interest expenses of the same period.
- (7) Net debt to equity ratio equals net debt divided by total equity as of the end of the period. Net debt includes all borrowings net of cash and cash equivalents.
- (8) Gearing ratio equals total debts divided by total equity.

附註：

- (1) 資產總值回報率等於期內純利除以資產總值期終結餘，並按年度基準計算。
- (2) 權益回報率等於期內純利除以股東權益總額期終結餘，並按年度基準計算。
- (3) 平均存貨周轉天數等於期初及期終存貨結餘的平均值除以銷售成本，再乘以期內天數。
- (4) 平均貿易應收款項及應收票據周轉天數等於貿易應收款項及應收票據的期初及期終結餘的平均值除以收益(包括增值稅)，再乘以期內天數。
- (5) 平均貿易應付款項及應付票據周轉天數等於貿易應付款項及應付票據的期初及期終結餘的平均值除以銷售成本，再乘以期內天數。
- (6) 盈利對利息倍數等於一個期間的扣除利息及稅項前溢利除以同期利息開支。
- (7) 淨債權比率等於期末債務淨額除以權益總額。債務淨額包括扣除現金及現金等價物的所有借款。
- (8) 資產負債比率等於債務總額除以權益總額。

Cabbeen





BUSINESS REVIEW

Overview

The economic slowdown in the mainland China has adversely affected the retail market and consumer sentiment in general and the Group's performance. Fierce competition in apparel industry is also a challenge faced by the Group. In view of such market condition, we have initiated a number of restructuring and cost-saving measures that will better position the Group in the long term. We also streamlined our retail network by focusing more on shopping malls and closing under-performing retail shops. In addition, we become more conservative on placing production orders and promotion spending. As a result of difficult market conditions, the Group reported a decline in revenue and net profit for the six months ended 30 June 2017.

Retail channel performance

Performance of physical and online retail shops operated by us, our distributors and sub-distributors are summarized below.

- Total retail revenue generated by the physical retail channels declined by 11.8% (30 June 2016: 5.3%) in the six months ended 30 June 2017 as compared to the same period in 2016. The decline in retail revenue was mostly due to the decrease in sales volume with net shop closures.
- Same-store sales growth for physical retail outlets, which have been in operation during the entire 24-month period immediately before the respective interim period end date, declined by 4.9% (30 June 2016: 6.9%).
- Average retail discount of our products at physical stores for the six months ended 30 June 2017 was approximately 20.8% (30 June 2016: 27.8%), 7 percentage point lower than that for the same period in 2016.
- Retail sales revenue generated from online shops increased by more than 32.0% from RMB97.1 million for the six months ended 30 June 2016 to RMB128.2 million for the six months ended 30 June 2017.

業務回顧

概覽

中國內地經濟放緩對零售市道及整體消費者情緒乃至本集團表現造成負面影響。服裝行業競爭激烈亦對本集團構成挑戰。面對如此市況，我們已實施多項重組及成本節省措施，以從長遠而言增強本集團實力。我們亦精簡零售網絡，將更多焦點放在商場，並關閉表現不佳的零售店鋪。此外，我們在下達生產訂單及推廣開支方面採取更為保守的態度。鑒於市況不佳，本集團截至二零一七年六月三十日止六個月錄得收益及純利下降。

零售渠道表現

下文概述由我們、分銷商及二級分銷商所經營的實體及網上零售店鋪的表現。

- 截至二零一七年六月三十日止六個月，實體零售渠道所產生的零售收益總額較二零一六年同期減少11.8%（二零一六年六月三十日：5.3%）。零售收益減少乃主要由於關閉多間店鋪而導致銷量減少。
- 實體零售店鋪（於緊接各中期結算日前整個24個月期間經營）的同店銷售增長減少4.9%（二零一六年六月三十日：6.9%）。
- 截至二零一七年六月三十日止六個月，實體店鋪產品的平均零售折扣約為20.8%（二零一六年六月三十日：27.8%），較二零一六年同期下降7個百分點。
- 網上店鋪所產生的零售銷售收益由截至二零一六年六月三十日止六個月的人民幣97.1百萬元增加超過32.0%至截至二零一七年六月三十日止六個月的人民幣128.2百萬元。

- Up to 30 June 2017, sell-through rate at retail level for the Group's 2016 collections was over 73% and sell-through rate at retail level for the Group's 2017 spring/summer collections was over 58%.

- 截至二零一七年六月三十日，本集團二零一六年系列產品的零售層面售罄率超過73%，及本集團二零一七年春／夏季系列產品的零售層面售罄率超過58%。

Distribution network

Physical stores network

We continued to consolidate our store network by closing under-performing stores. As of 30 June 2017, we had 840 retail outlets (31 December 2016: 899).

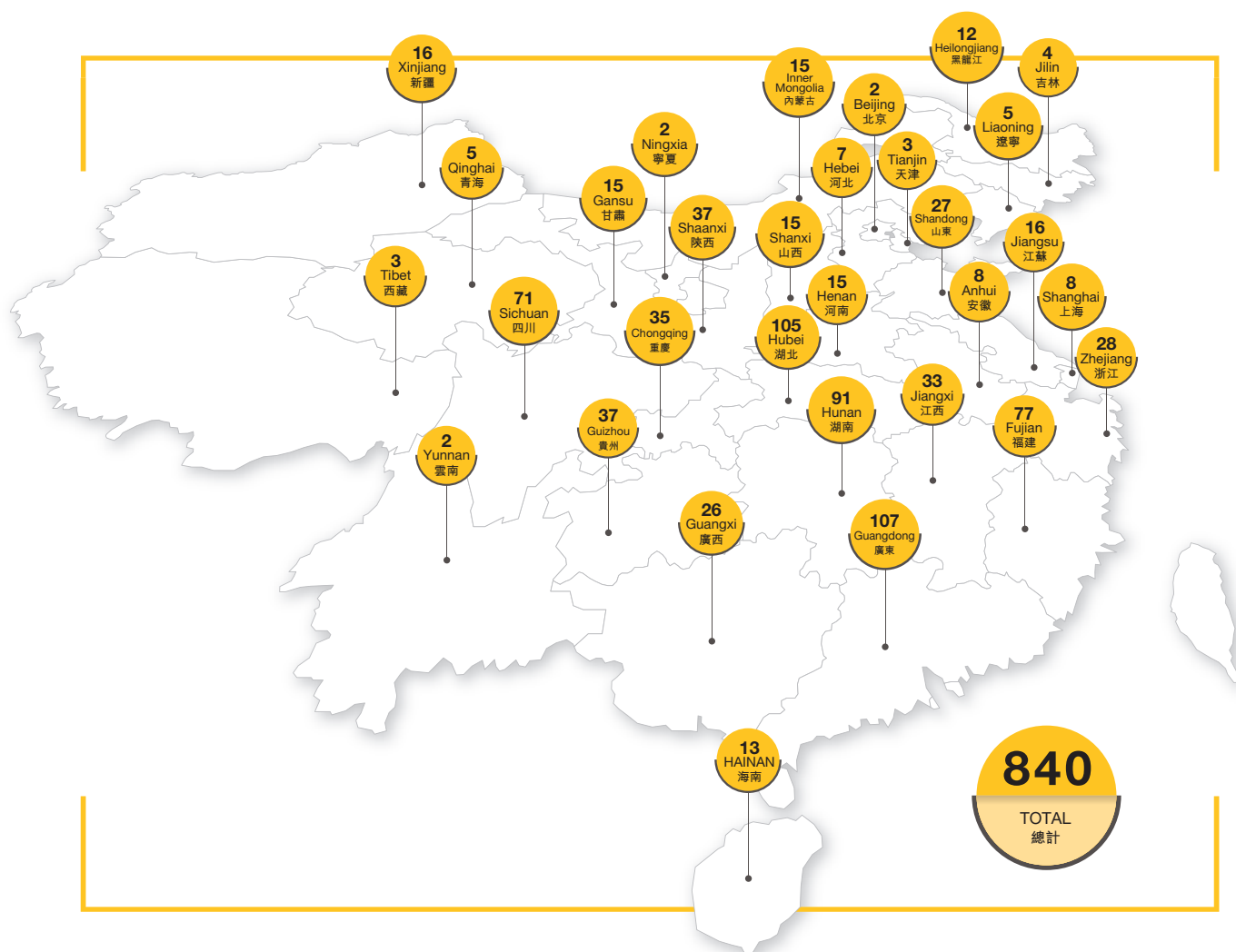
分銷網絡

實體店網絡

我們繼續整固店舖網絡，關閉表現不佳的店舖。截至二零一七年六月三十日，我們有840間(二零一六年十二月三十一日：899間)零售店舖。

Physical stores network

實體店網絡



Management Discussion and Analysis (continued)

管理層討論及分析(續)

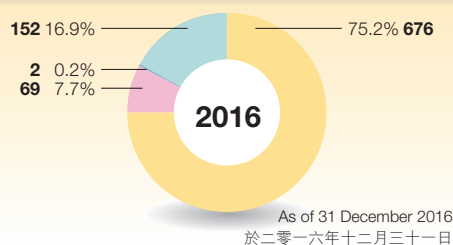
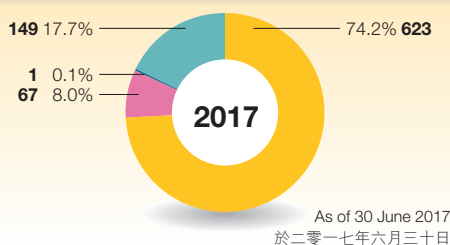
Retail network by geographical regions

按地理區域劃分的零售網絡

Operation model 經營模式		As of 31 December 2016 於二零一六年十二月三十一日				As of 30 June 2017 於二零一七年六月三十日			
		Wholesale basis 批發形式	Consignment basis 代銷形式	Self-managed 自營	Total 總計	Wholesale basis 批發形式	Consignment basis 代銷形式	Self-managed 自營	Total 總計
Geographical region	地區								
Eastern China	華東	-	71	1	72	-	60	-	60
Northern China	華北	91	-	-	91	-	84	-	84
Northwestern China	西北	-	73	-	73	-	75	-	75
Southwestern China	西南	119	40	-	159	51	97	-	148
Southern China	華南	24	193	25	242	23	193	7	223
Northeastern China	東北	7	12	-	19	-	21	-	21
Central China	華中	243	-	-	243	229	-	-	229
Total	總計	484	389	26	899	303	530	7	840

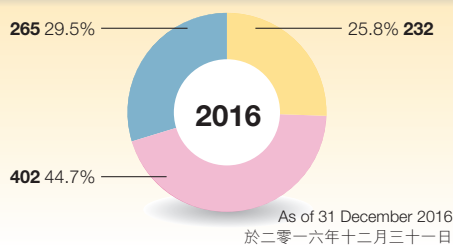
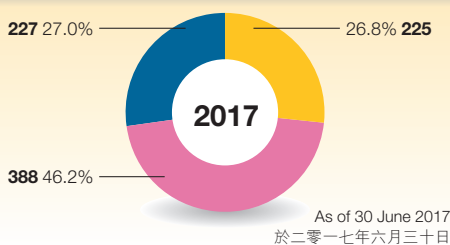
Retail outlets by brands 按品牌劃分的零售店舖

- Cabbeen Lifestyle 卡賓休閒
- Cabbeen Urban 卡賓都市
- 2AM 凌晨兩點
- Multi-brands 多品牌

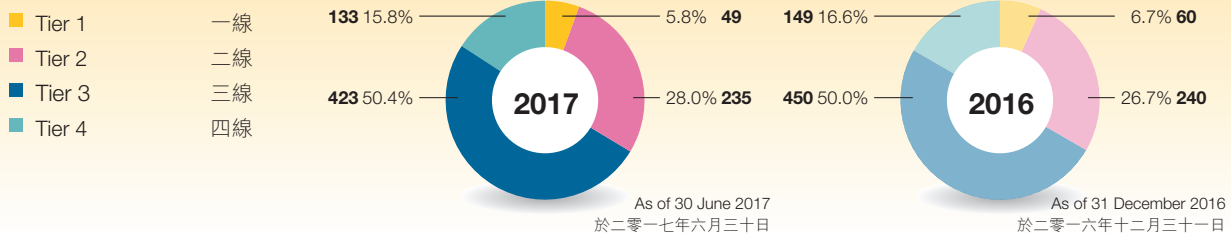


Retail outlets by channel 按渠道劃分的零售店舖

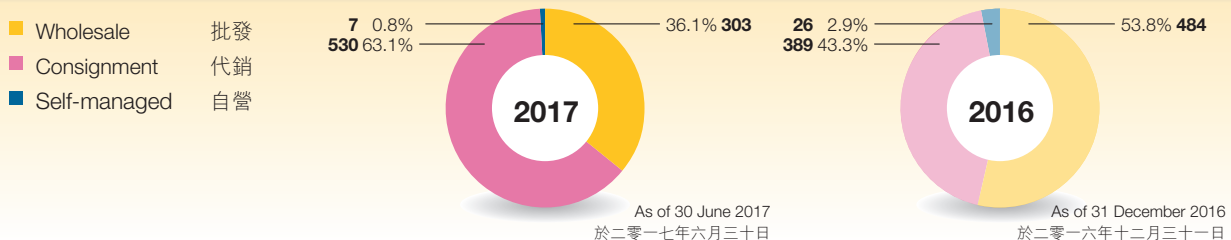
- Shopping mall 商場
- Department store 百貨公司
- Street shops 街舖



Retail outlets by city-tiers 按地區劃分的零售店舖



Retail outlets by operation models 按經營模式劃分的零售店舖



E-commerce

We operate online stores on popular e-commerce platforms including Tmall, JD.com, Wechat and our official website www.cabbeen.com. It was encouraging that retail sales revenue generated from our online platforms has been increasing and we believe online business will continue to drive our business growth in the future. Retail sales revenue generated from our online platforms (include platforms operated by us and our distributors) increased by more than 32.0% from RMB97.1 million for the six months ended 30 June 2016 to RMB128.2 million for the six months ended 30 June 2017.

電子商貿

我們在天貓、京東商城及微信等熱門電子商貿平台及公司官網 www.cabbeen.com 經營網上店舖。令人鼓舞的是，網上平台產生的零售銷售收益不斷增加，我們相信網上業務將於未來繼續推動我們的業務增長。自網上平台(包括我們及分銷商營運的平台)產生的零售銷售收益由截至二零一六年六月三十日止六個月的人民幣97.1百萬元增加超過32.0%至截至二零一七年六月三十日止六個月的人民幣128.2百萬元。

Transformation to consignment model

We have been transforming retail outlets operated under wholesales models to consignment models since the second half of 2014. We now have 530 retail outlets operating using consignment model (31 December 2016: 389), representing 63.1% (31 December 2016: 43.3%) of our retail outlets.

轉型為代銷模式

自二零一四年下半年以來，我們一直在將以批發模式經營的零售店舖向代銷模式轉型。我們目前有530間(二零一六年十二月三十一日：389間)零售店舖以代銷模式經營，佔我們零售店舖總數的63.1%(二零一六年十二月三十一日：43.3%)。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

We recognized that the repurchase of inventories from distributors for transformation to consignment model affected our financial performance and position in the short run. However, we believe that the transformation will improve the inventory turnover and sell-through rate at distribution channel which in turn improve the Group's revenue and profits in a longer term.

Customer loyalty program

We keep direct communications with our customers through wechat platform so that we can provide them with information about our promotional events and new product launch information in a timely manner. We believe that our customer-oriented sales management strategy has helped us build a large and loyal end customer base. According to the operation data generated from our ERP system, retail sales to the Group's VIP members contributed approximately 50% of the total retail revenue of retail outlets operated by our distributors and sub-distributors and our self-operated retail outlets during the six months ended 30 June 2016 and 2017.

Design and product development

Consumer preferences have been changing quickly and becoming more sophisticated and increasingly focused on design, value and quality. We are therefore dedicated to investing in our in-house design and research and development capabilities. As of 30 June 2017, our in-house design and research and development team consisted of a total of 72 members (31 December 2016: 133), including 21 (31 December 2016: 28) designers joining from the mainland China, other Asia countries, Hong Kong and Europe. We also work with design institutes and contract designers from around the world.

PROSPECTS

We expect the slower growth of apparel market and sluggish consumer sentiment in mainland China will continue to unfavourably affect our business. Although we do not expect any imminent and significant improvement of industry environment, given that the macroeconomic environment in China remain positive, we believe there are still tremendous growth opportunity for us as consumer spending in China will continue to be fueled by the fast-growing middle-class.

我們認識到，為向代銷模式轉型而從分銷商回購存貨在短期內對我們的財務表現及狀況構成影響。然而，我們相信，長遠而言有關轉型將可改善分銷渠道的存貨周轉率及售罄率，進而提高本集團收益及利潤。

顧客忠誠計劃

我們通過微信平台與我們的客戶直接溝通，藉此及時向彼等宣傳我們的推廣活動及提供新產品上市資料。我們相信，我們以客戶為導向的銷售管理策略有助於我們建立龐大及忠誠的終端客戶基礎。根據ERP系統所得出營運數據，截至二零一六年及二零一七年六月三十日止六個月，向本集團VIP會員的零售銷售分別佔分銷商及二級分銷商所經營零售店舖以及我們的自營零售店舖的零售收益總額約50%。

設計及產品開發

客戶喜好瞬息萬變且愈趨複雜，並日益注重設計、價值及質素。因此，我們致力投資於內部設計及研發能力。於二零一七年六月三十日，我們的內部設計及研發團隊共有72名(二零一六年十二月三十一日：133名)成員，包括21名(二零一六年十二月三十一日：28名)來自中國內地、其他亞洲國家、香港及歐洲的設計師。我們亦與世界各地的設計機構及合約設計師合作。

前景

我們預期中國內地服裝市場增長放緩及消費者情緒低迷將繼續對我們的業務造成不利影響。儘管我們預期行業環境不會有任何即時及重大的改善，但鑒於中國宏觀經濟環境維持良好，我們相信，中產階層的不斷壯大將繼續拉動中國的消費者支出，仍為我們帶來巨大的增長機會。

We will take further measures to optimize our supply chain which we believe will help shorten the production cycle of our products and enable us to respond more timely to market condition, fashion trend and consumer preferences.

In addition, we expect logistics and product delivery efficiency will become more and more important aspect in the competition in the retail market with the prevalence of online retailing. We therefore have invested in a logistics centre with semi-automated storage solutions in Fujian which will be put into operation by the end of 2017. We will then moving all of our warehousing (which are currently carried out in multiple locations) to and centralize all product dissemination in this logistics centre. We believe the logistics centre will improve our operation efficiency and facilitate better inventory control and expansion of our e-commerce business.

FINANCIAL REVIEW

For the six months ended 30 June 2017, the Group recorded revenue of RMB406.0 million, a decrease of 24.3% comparing with the same period in 2016. The Group recorded operating profit of RMB138.1 million, a decrease of 3.7% comparing with that for the six months ended 30 June 2016. The profit attributable to the Company's equity shareholders for the six months ended 30 June 2017 amounted to RMB88.0 million, a decrease of 13.9% comparing with the same period in 2016.

Revenue

我們將採取進一步措施優化我們的供應鏈，以便縮短我們產品的生產週期，讓我們能更及時應對市場狀況、時尚趨勢及消費者喜好。

此外，隨著網上零售的普及，我們預期物流及產品交付效率在零售市場的競爭中將日趨重要。因此，我們已於福建投資一個配備半自動化倉儲解決方案的物流中心，該物流中心將於二零一七年年末前投入營運。屆時，我們將把現時在多個地方運營的所有倉庫轉移，並把所有產品分發集中於該物流中心。我們相信，物流中心將有助於提高我們的營運效率、改善存貨控制及擴大我們的電子商貿業務。

財務回顧

截至二零一七年六月三十日止六個月，本集團錄得收益人民幣406.0百萬元，較二零一六年同期減少24.3%。本集團錄得經營溢利人民幣138.1百萬元，較截至二零一六年六月三十日止六個月減少3.7%。截至二零一七年六月三十日止六個月，本公司權益股東應佔溢利為人民幣88.0百萬元，較二零一六年同期減少13.9%。

收益

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Wholesale revenue	批發收益	114,973	277,160
Consignment sales revenue	代銷銷售收益	253,263	232,164
Retail revenue	零售收益	30,745	53,186
e-Commerce revenue	電子商貿收益	77,600	32,614
		476,581	595,124
Less: products repurchased for consignment	減：代銷產品回購	(70,593)	(58,948)
Total	總計	405,988	536,176

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Wholesale revenue

The decrease in wholesale revenue for the six months ended 30 June 2017 was due to the decrease in number of retail outlets operated under wholesale model as and when more retail outlets operated by the Group's distributors and sub-distributors were gradually changed from the wholesale model to the consignment model.

Consignment revenue

The increase in revenue from consignment business for the six months ended 30 June 2017 was mainly due to the increase in the number of retail outlets operated using this model.

Self-managed store revenue

Revenue from self-managed stores decreased was because the number of self-managed stores decreased from 31 as of 30 June 2016 to 7 as of 30 June 2017.

e-Commerce revenue

e-commerce revenue consists of the following elements:

批發收益

截至二零一七年六月三十日止六個月的批發收益減少是由於更多本集團分銷商及二級分銷商經營的零售店舖逐漸由批發模式轉向代銷模式導致批發模式下經營的零售店舖數量減少。

代銷收益

截至二零一七年六月三十日止六個月代銷業務收益增加主要由於使用該模式經營的零售店舖數量增加。

自營店收益

自營店收益減少乃由於自營店數目由截至二零一六年六月三十日的31間減少至截至二零一七年六月三十日的7間。

電子商貿收益

電子商貿收益包括以下部分：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Wholesale revenue (sales return) from third party on-line distributors	第三方網絡分銷商批發收益(銷貨退回)	(273)	—
Retail revenue from online shops operated by us	來自我們經營的線上店舖之零售收益	77,873	20,362
Services fee income	服務費收入	—	12,252
		77,600	32,614

The increase in e-commerce revenue was mainly attributable to increase in sales volume in online shops operated by us.

電子商貿收益增加乃主要由於我們經營的線上店舖之銷量增加。

Product repurchased for consignment

We repurchased some products from our distributors with a total consideration of RMB70.6 million (2016: RMB58.9 million) during the six months ended 30 June 2017 for the purpose of starting consignment business in the northeast region of mainland China and Sichuan Province. The repurchase of products from distributors were recorded as a reduction in revenue.

Cost of sales

For the six months ended 30 June 2017, cost of sales amounted to RMB188.7 million (2016: RMB266.9 million). The decrease in cost of sales was mainly due to decrease in sales volume.

Gross profit

Gross profit of the Group was RMB217.3 million for the six months ended 30 June 2017 compared to RMB269.3 million in the same period in 2016, representing decline of 19.3%, which was attributable to drop in sales volume.

Gross profit margin of the Group increased from 50.2% for the six months ended 30 June 2016 to 53.5% for six months ended 30 June 2017. The gross profit margin increased because the percentage contribution of consignment revenue increased, given the price of products sold on consignment basis was higher than that on wholesale basis and a decrease in provision of sales rebates of RMB8.4 million.

Other income

Other income primarily consists of interest income from bank deposits, government grants and net foreign exchange differences. The decrease in other revenue from RMB36.2 million for the six months ended 30 June 2016 to RMB22.6 million for the six months ended 30 June 2017 was mainly due to a reduction in government grant income by RMB14.1 million and a decrease in bank deposit interest income of RMB2.7 million.

代銷產品回購

為開始於中國東北地區及四川省的代銷業務，我們於截至二零一七年六月三十日止六個月按代價總額人民幣70.6百萬元(二零一六年：人民幣58.9百萬元)向分銷商購回若干產品。自分銷商購回產品的代價以減少收益形式入賬。

銷售成本

截至二零一七年六月三十日止六個月，銷售成本為人民幣188.7百萬元(二零一六年：人民幣266.9百萬元)，銷售成本下降主要由於銷量下跌。

毛利

本集團截至二零一七年六月三十日止六個月之毛利為人民幣217.3百萬元，而二零一六年同期為人民幣269.3百萬元，減幅為19.3%，乃由於銷量下跌。

本集團毛利率由截至二零一六年六月三十日止六個月之50.2%增加至截至二零一七年六月三十日止六個月之53.5%。毛利率上升乃由於代銷收益所佔百分比有所上升，而代銷所銷售產品的價格高於批發產品的價格及積分返利撥備減少人民幣8.4百萬元。

其他收入

其他收入主要包括銀行存款的利息收入、政府補助及淨匯兌差額。其他收入由截至二零一六年六月三十日止六個月的人民幣36.2百萬元減少至截至二零一七年六月三十日止六個月的人民幣22.6百萬元，主要由於政府補助收入減少人民幣14.1百萬元及銀行存款利息收入減少人民幣2.7百萬元所致。

Selling and distribution expenses

Selling and distribution expenses consist of mainly operating cost for self-managed retail stores and e-commerce sales channels, advertising and promotion, and logistics and delivery expenses. As a result of the Group's continued efforts to improve cost and logistic efficiency and closure of under-performing self-managed stores, selling and distribution expenses decreased by 26.9% to RMB57.7 million and as a percentage of revenue, it decreased slightly to 14.2% for the six months ended 30 June 2017 from 14.7% for the six months ended 30 June 2016.

Administrative and other operating expenses

Administrative and other operating expenses mainly comprised of staff costs, design, research and development expenses, management consulting expenses, allowance for doubtful debts, provision for inventories, office rental, depreciation and amortization charges and other miscellaneous expenses. Administrative and other operating expenses for the six months ended 30 June 2017 amounted to RMB44.2 million representing a decrease of RMB39.2 million or 47.0% from that of the same period in 2016.

The decrease in administrative expenses for the six months ended 30 June 2017 was mainly attributable to a decrease in salary, design consultancy fee and allowance for doubtful debts, which was partially set off by an increase in provision for inventories of RMB10.6 million.

Profit from operations

The Group recorded a profit from operations of RMB138.1 million (2016: RMB143.3 million) for the six months ended 30 June 2017, representing a decrease of approximately 3.7%. Operating margin increased from 26.7% for the six months ended 30 June 2016 to 34.0% for the six months ended 30 June 2017. This was mainly attributable to an increase in proportion of revenue from consignment stores, improved operating margin of the e-commerce business, and closure of under performing self-managed stores and reduction of operating expenses.

銷售及分銷開支

銷售及分銷開支主要包括自營零售店舖及電子商貿銷售渠道的經營成本、廣告及推廣以及物流及付運費用。由於本集團持續致力於提升成本及物流效益以及關閉經營不善的自營店舖，銷售及分銷開支減少26.9%至人民幣57.7百萬元，而佔收益的百分比則由截至二零一六年六月三十日止六個月之14.7%輕微下降至截至二零一七年六月三十日止六個月的14.2%。

行政及其他營運開支

行政及其他營運開支主要包括員工成本、設計、研發開支、管理諮詢費用、呆賬撥備、存貨撥備、辦公室租金、折舊及攤銷開支及其他雜項開支。截至二零一七年六月三十日止六個月，行政及其他營運開支為人民幣44.2百萬元，較二零一六年同期減少人民幣39.2百萬元或47.0%。

截至二零一七年六月三十日止六個月，行政開支減少主要由於薪金、設計諮詢費及呆賬撥備減少，部分由存貨撥備增加人民幣10.6百萬元所抵銷。

經營溢利

截至二零一七年六月三十日止六個月，本集團錄得經營溢利人民幣138.1百萬元(二零一六年：人民幣143.3百萬元)，減幅為約3.7%。經營利潤率由截至二零一六年六月三十日止六個月的26.7%增至截至二零一七年六月三十日止六個月的34.0%。此乃主要由於代銷店舖收益佔比增加、電子商貿業務經營利潤率改善、關閉經營不善的自營店舖及營運開支減少。

Finance costs

For the six months ended 30 June 2017, the Group's finance costs amounted to RMB7.3 million (2016: RMB1.9 million) or 1.8% (2016: 0.35%) of the Groups revenue. Finance costs represent primarily interest expenses for Hong Kong dollar bank loans of subsidiaries operated in Hong Kong. The increase in interest expenses for the six months ended 30 June 2017 was because of the increase in bank loans and interest rates.

Income tax

For the six months ended 30 June 2017, income tax expenses of the Group amounted to RMB42.8 million (2016: RMB39.3 million) and the effective tax rate was 32.7% (2016: 27.8%). The increase in effective income tax rate was attributable to reduction in profits in group companies in lower tax regimes.

Profit for the period

Profit for the six months ended 30 June 2017 decreased by 13.9% or RMB14.2 million to RMB88.0 million from RMB102.2 million for the same period in 2016. Net profit margin for the six months ended 30 June 2017 was 21.7% (2016: 19.1%). Basic and diluted earnings per share for the six months ended 30 June 2017 decreased to RMB0.1249 (2016: RMB0.1437) and RMB0.1248 (2016: RMB0.1430), respectively. The decrease in net profit was a result of decrease in sales revenue, increase in provision for inventory and finance costs, and decrease in government grant income.

Other key financial ratios

Average inventory turnover days of the Group were 296 days for the six months ended 30 June 2017, as compared to 185 days in the same period in 2016. The inventory balance as at 30 June 2017 was RMB289.1 million, as compared to RMB328.8 million as of 31 December 2016. The increase in inventory turnover days for the six months ended 30 June 2017 was mainly attributable to the increase in number of retail outlets operated using consignment models and weak retail sales performance.

融資成本

截至二零一七年六月三十日止六個月，本集團的融資成本為人民幣7.3百萬元(二零一六年：人民幣1.9百萬元)，佔本集團收益1.8%(二零一六年：0.35%)。融資成本主要為於香港經營附屬公司之以港元計值的銀行貸款的利息開支。截至二零一七年六月三十日止六個月的利息開支增加乃由於銀行貸款及利率上升。

所得稅

截至二零一七年六月三十日止六個月，本集團的所得稅開支為人民幣42.8百萬元(二零一六年：人民幣39.3百萬元)，實際稅率為32.7%(二零一六年：27.8%)。實際所得稅率增加乃由於徵稅較低的集團公司錄得溢利減少。

期內溢利

截至二零一七年六月三十日止六個月的溢利由二零一六年同期的人民幣102.2百萬元減少13.9%或人民幣14.2百萬元至人民幣88.0百萬元。截至二零一七年六月三十日止六個月的純利率為21.7%(二零一六年：19.1%)。截至二零一七年六月三十日止六個月，每股基本及攤薄盈利分別減至人民幣0.1249元(二零一六年：人民幣0.1437元)及人民幣0.1248元(二零一六年：人民幣0.1430元)。純利減少乃由於銷售收益減少、存貨撥備及融資成本增加以及政府補助收入減少所致。

其他主要財務比率

截至二零一七年六月三十日止六個月，本集團平均存貨周轉天數為296日，而二零一六年同期則為185日。於二零一七年六月三十日的存貨結餘為人民幣289.1百萬元，而截至二零一六年十二月三十一日則為人民幣328.8百萬元。截至二零一七年六月三十日止六個月的存貨周轉天數增加乃主要由於採用代銷模式經營的零售店舖數目增加以及零售銷售表現疲弱。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Average turnover days of trade and bills receivables increased to 135 days for the six months ended 30 June 2017 as compared to 101 days for the same period in 2016. The increase was attributable to extended credit period to our distributors due to the slow sell-through of retail inventories.

Average trade and bills payable turnover days were 341 days and 307 days for the six months ended 30 June 2016 and 2017, respectively. This is consistent with the credit period granted by the Group's suppliers and the Group's practice of using 6-month bank bills to settle trade payables.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2017, the Group had net current assets of RMB1,172.4 million (31 December 2016: RMB839.8 million), which included cash and cash equivalents of RMB172.7 million (31 December 2016: RMB222.9 million).

Among cash and cash equivalents as at 30 June 2017, RMB24.9 million (31 December 2016: RMB28.4 million) was denominated in Hong Kong dollar and the rest were mainly denominated in Renminbi.

The Group recorded net operating cash outflow of RMB21.7 million (2016: RMB66.7 million) for the six months ended 30 June 2017. The cash outflow from operating activities in 2017 interim period was mainly attributable to reduction in revenue and settlement of trade and bills payables.

Net cash used in investing activities for the six months ended 30 June 2017 was RMB151.3 million (2016: net cash generated of RMB93.4 million), which represented mainly investments in logistics centre and an increase in bank deposits with original maturity over three months.

截至二零一七年六月三十日止六個月，貿易應收款項及應收票據平均周轉天數增至135日，而二零一六年同期則為101日。有關增加乃由於零售存貨緩慢導致向分銷商授出的信貸期延長。

截至二零一六年及二零一七年六月三十日止六個月，貿易應付款項及應付票據平均周轉天數分別為341日及307日。此與本集團供應商授出的信貸期以及本集團採用六個月銀行票據結清貿易應付款項的做法相一致。

流動資金及財務資源

於二零一七年六月三十日，本集團的流動資產淨值為人民幣1,172.4百萬元(二零一六年十二月三十一日：人民幣839.8百萬元)，當中已計入現金及現金等價物人民幣172.7百萬元(二零一六年十二月三十一日：人民幣222.9百萬元)。

於二零一七年六月三十日之現金及現金等價物中，人民幣24.9百萬元(二零一六年十二月三十一日：人民幣28.4百萬元)乃以港元計值及剩餘款項主要以人民幣計值。

截至二零一七年六月三十日止六個月，本集團錄得經營現金流出淨額人民幣21.7百萬元(二零一六年：人民幣66.7百萬元)。二零一七年年中期期間的經營活動產生之現金流出乃主要由於收益減少及支付貿易應付款項及應付票據。

截至二零一七年六月三十日止六個月，投資活動所用現金淨額為人民幣151.3百萬元(二零一六年：所得現金淨額人民幣93.4百萬元)，主要為物流中心投資及由於原到期日逾三個月的銀行存款增加。

Net cash from financing activities was RMB123.7 million (2016: cash used in financial activities RMB71.1 million) for the six months ended 30 June 2017. This mainly consisted of payments of 2016 final dividend of RMB31.5 million, payments for repurchase of shares of RMB40.4 million repayment of bank loans of RMB97.1 million and new bank loans of RMB303.4 million.

Long term and short term bank loans as of 31 December 2016 and 30 June 2017 were at floating interest rate. Included in bank loans as of 30 June 2017, RMB303.4 million bank loans (31 December 2016: RMB67.1 million) were denominated in Hong Kong dollars and the rest of the loan balance were denominated in RMB. As at 30 June 2017, the Group's available and unutilized banking facilities amounted to RMB476.9 million.

As at 30 June 2017, the Group held cash and cash equivalents, pledged deposits, other financial assets and time deposits with initial terms of over three months totaling RMB848.1 million (31 December 2016: RMB758.8 million). The Group was at net cash position as at 31 December 2016 of RMB95.8 million while it was at net debt position at 30 June 2017 of RMB156.8 million. Net cash position equals cash and cash equivalents less bank borrowings.

The Group adopts centralized financing and treasury policies in order to ensure the Group's funding is utilized efficiently. The Group's liquidity position remains strong and the Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements. This strong cash position enables the Group to explore investment and business development opportunities when expanding its market share in mainland China.

截至二零一七年六月三十日止六個月，融資活動所得現金淨額為人民幣123.7百萬元(二零一六年：融資活動所用現金人民幣71.1百萬元)，主要包括派付二零一六年末期股息人民幣31.5百萬元、回購股份人民幣40.4百萬元、償還銀行貸款人民幣97.1百萬元及新增銀行貸款人民幣303.4百萬元。

於二零一六年十二月三十一日及二零一七年六月三十日的長期及短期銀行貸款按浮動利率計息。於二零一七年六月三十日的銀行貸款中，人民幣303.4百萬元的銀行貸款(二零一六年十二月三十一日：人民幣67.1百萬元)以港元計值，而其餘貸款餘額均以人民幣計值。於二零一七年六月三十日，本集團的可動用及未動用銀行融資為人民幣476.9百萬元。

於二零一七年六月三十日，本集團持有現金及現金等價物、已抵押存款、其他金融資產及原到期日逾三個月的定期存款合共人民幣848.1百萬元(二零一六年十二月三十一日：人民幣758.8百萬元)。本集團於二零一六年十二月三十一日之現金淨額狀況為人民幣95.8百萬元，而其於二零一七年六月三十日之債務淨額狀況為人民幣156.8百萬元。現金淨額狀況等於現金及現金等價物減銀行借款。

本集團採納集中式融資及庫務政策以確保有效運用本集團資金。本集團維持健全的流動資金狀況，備有充足現金及可動用銀行融資以應付其承擔及營運資金所需。該強勁現金狀況讓本集團可在擴展於中國內地的市場份額時發掘投資及業務發展機會。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

The Group's primary objectives for managing its capital are to safeguard the Group's ability to provide returns to shareholders and benefits for other stakeholders, by pricing products commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder's returns that might be possible with higher level of borrowings and the advantages and security based on a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

LOAN AGREEMENTS WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER

Pursuant to the three-year term loan facility of HK\$350 million offered by a licensed bank in Hong Kong (the "Bank") to the Group (the "Facility") on 24 November 2016, the Group shall procure that, among other things, Mr. Ziming Yang, a controlling shareholder and an executive director of the Company, shall maintain his equity interest in the Company to the effect that (i) his effective interest in the issued share capital of the Company will not be less than 40%; and (ii) he will continue to be entitled to exercise or control the exercise of not less than 51% of the voting rights in the Company, so long as the Facility of any amount under it is outstanding under the Facility. A breach of the aforesaid undertaking may constitute an event of default and all amounts (including principal and interest) due or owing by the Group to the Bank shall become immediately due and payable.

As at 30 June 2017, the aforesaid undertaking relating to the Facility had not been breached.

FOREIGN CURRENCY RISKS

The Group mainly operates in the mainland China with most of the transactions originally denominated and settled in RMB, of which foreign exchange risk is considered insignificant.

本集團管理資本的首要目標為保障本集團透過因應風險水平為產品定價以及以合理成本取得融資，從而為股東帶來回報及為其他權益持有人帶來利益的能力。本集團積極定期審視及管理其資本架構，以期在可能須透過增加借款而爭取更高股東回報與維持穩健資本狀況帶來的好處及安全之間取得平衡，並且因應經濟情況的變化調整資本架構。

附有關於控股股東特定履行契諾的貸款協議

根據香港一家持牌銀行(「該銀行」)於二零一六年十一月二十四日授予本集團額度為350百萬港元之三年期貸款融資(「融資」)，倘該筆融資下任何款項尚未償還，本集團須促使(其中包括)本公司之控股股東及執行董事楊紫明先生保留其於本公司之股權以令(i)其於本公司已發行股本中之有效權益將不少於40%；及(ii)其將繼續有權行使或控制行使不少於51%之本公司投票權。違反上述承諾可能構成違約事項，及本集團應付或結欠該銀行之全部款項(包括本金及利息)應立即到期並支付。

於二零一七年六月三十日，概無違反上述有關融資的承諾。

外匯風險

本集團主要於中國內地營運業務，大部分交易以人民幣計值及結算，而其外匯風險並不重大。

On the other hand, majority of our bank loans are denominated in Hong Kong dollars and held in group companies outside the mainland China. In addition, the Group pays dividends in Hong Kong dollars. Therefore, the foreign exchange risks are primarily with respect to Hong Kong Dollars.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and to mitigate the impact on exchange rate fluctuations by entering into currency hedge arrangement if necessary. During the year ended 31 December 2016 and the six months ended 30 June 2017, no forward foreign exchange or hedging contracts had been entered into by the Group.

PLEDGE OF ASSETS

As at 30 June 2017, deposits with certain banks totaling RMB107.4 million (31 December 2016: RMB239.1 million) were pledged as securities for bank loans and bills payable facilities. The pledged bank deposits will be released upon the settlement of relevant bank loans and bills payable.

CAPITAL COMMITMENTS AND CONTINGENCIES

As at 30 June 2017, the Group had total capital commitments of RMB50.3 million, primarily related to the software, leasehold improvements and equipment for a logistics centre in Shishi City, Fujian Province and upgrade of ERP systems. As at 30 June 2017, the Group had no material contingent liabilities.

HUMAN RESOURCES

As at 30 June 2017, the Group had 366 staff (30 June 2016: 477 employees). Total staff costs, including directors emoluments, for the six months ended 30 June 2017 amounted to approximately RMB34.0 million (2016: RMB52.9 million).

另一方面，我們的大部分銀行貸款以港元計值並由中國內地境外集團公司持有。此外，本集團以港元派付股息。因此，外匯風險主要與港元有關。

本集團管理其外幣風險之方式為定期審視其淨外幣風險，並於有需要時訂立貨幣對沖安排，以減輕匯率波動帶來的影響。截至二零一六年十二月三十一日止年度及截至二零一七年六月三十日止六個月，本集團概無訂立任何遠期外匯或對沖合約。

資產抵押

於二零一七年六月三十日，總額人民幣107.4百萬元(二零一六年十二月三十一日：人民幣239.1百萬元)的若干銀行存款已抵押作為銀行貸款及應付票據融資的擔保。已抵押銀行存款將於清償相關銀行貸款及應付票據後解除。

資本承擔及或然負債

於二零一七年六月三十日，本集團有資本承擔總額人民幣50.3百萬元，主要與位於福建省石獅市物流中心的軟件、裝修及設備，及升級ERP系統有關。於二零一七年六月三十日，本集團並無重大或然負債。

人力資源

於二零一七年六月三十日，本集團有366名僱員(二零一六年六月三十日：477名)。截至二零一七年六月三十日止六個月總員工成本(包括董事薪酬)約為人民幣34.0百萬元(二零一六年：人民幣52.9百萬元)。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

INTERIM DIVIDEND

The board of Directors of the Company has resolved to declare an interim dividend of HK6.0 cents (2016 interim dividend HK6.8 cents) per ordinary share of the Company for the six months ended 30 June 2017 to shareholders whose names appear on the register of members of the Company on 16 August 2017. The interim dividend will be paid on or around 30 August 2017.

The register of members will be closed on Wednesday, 16 August 2017 for the purpose of determining shareholders who qualify for the interim dividend. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 15 August 2017.

USE OF PROCEEDS

The shares of the Company were listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 28 October 2013 with net proceeds from the global offering of approximately HK\$390.7 million (after deducting underwriting commissions and related expenses). As of 30 June 2017, proceeds not utilized of approximately HK\$77.1 million were deposited into interest bearing bank accounts with licensed commercial banks. The Directors intend to apply the unused proceeds in the manner as set out in the announcement of the Company dated 3 February 2016.

中期股息

本公司董事會決議向於二零一七年八月十六日名列本公司股東名冊的股東宣派截至二零一七年六月三十日止六個月之中期股息每股本公司普通股6.0港仙(二零一六年中期股息6.8港仙)。中期股息將於二零一七年八月三十日或前後派付。

本公司將於二零一七年八月十六日(星期三)暫停辦理股份過戶登記手續，以確定符合資格收取中期股息的股東。為符合資格收取中期股息，股東最遲須於二零一七年八月十五日(星期二)下午四時三十分前，將所有過戶文件連同有關股票一併送達本公司的股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。

所得款項用途

本公司股份於二零一三年十月二十八日在香港聯合交易所有限公司(「聯交所」)主板上市，全球發售的所得款項淨額約為390.7百萬港元(扣除包銷佣金及相關開支)。於二零一七年六月三十日，未動用所得款項約77.1百萬港元已存入持牌商業銀行的計息銀行賬戶。董事擬按本公司日期為二零一六年二月三日的公佈所載方式動用尚未使用的所得款項。

Review Report of Interim Financial Report

中期財務報告審閱報告



Review report to the board of directors of Cabbeen Fashion Limited

(Incorporated in the Cayman Islands with limited liability)

致卡賓服飾有限公司董事會的審閱報告

(於開曼群島註冊成立的有限公司)

INTRODUCTION

We have reviewed the interim financial report set out on pages 25 to 65 which comprises the consolidated statement of financial position of Cabbeen Fashion Limited (the “Company”) as of 30 June 2017 and the related consolidated statement of profit or loss and other comprehensive income and statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and International Accounting Standard 34, Interim financial reporting, issued by the International Accounting Standards Board. The directors are responsible for the preparation and presentation of the interim financial report in accordance with International Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim financial report and to report our conclusion 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.

緒言

本核數師已審閱載於第25至65頁的中期財務報告，當中包括卡賓服飾有限公司（「貴公司」）於二零一七年六月三十日的綜合財務狀況表與截至該日止六個月期間的相關綜合損益及其他全面收益表、權益變動表及簡明綜合現金流量表以及說明附註。香港聯合交易所有限公司證券上市規則規定編製中期財務報告須符合其相關條文及國際會計準則委員會頒佈的國際會計準則第34號「中期財務報告」。各位董事負責根據國際會計準則第34號編製及呈列中期財務報告。

本核數師的責任乃根據審閱對中期財務報告作出結論，並按照雙方協定的委聘條款，僅向全體董事報告。除此之外，本報告不作其他用途。本核數師概不就本報告的內容，對任何其他人士負責或承擔責任。

Review Report of Interim Financial Report (continued)

中期財務報告審閱報告(續)

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, Review of interim financial information performed by the independent auditor of the entity, issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial report as at 30 June 2017 is not prepared, in all material respects, in accordance with International Accounting Standard 34, Interim financial reporting.

KPMG

Certified Public Accountants
8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

1 August 2017

審閱範圍

本核數師已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。中期財務報告審閱工作主要包括向負責財務及會計事項的人員詢問，並實施分析及其他審閱程序。由於審閱的範圍遠較按照香港審計準則進行審核的範圍為小，故不能保證本核數師會注意到進行審核工作可能會被發現的所有重大事項。因此，本核數師不發表任何審核意見。

結論

根據本核數師的審閱工作，本核數師並無注意到任何事項，使本核數師相信於二零一七年六月三十日的中期財務報告在所有重大方面未有根據國際會計準則第34號「中期財務報告」的規定編製。

畢馬威會計師事務所

執業會計師
香港中環
遮打道10號
太子大廈8樓

二零一七年八月一日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the six months ended 30 June 2017 — unaudited 截至二零一七年六月三十日止六個月 — 未經審核

(Expressed in Renminbi) (以人民幣列示)

			Six months ended 30 June 截至六月三十日止六個月	
			2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
		Note 附註		
Revenue	收益	3	405,988	536,176
Cost of sales	銷售成本		(188,705)	(266,856)
Gross profit	毛利		217,283	269,320
Other income	其他收入	4	22,598	36,214
Selling and distribution expenses	銷售及分銷開支		(57,656)	(78,907)
Administrative and other operating expenses	行政及其他營運開支		(44,166)	(83,333)
Profit from operations	經營溢利		138,059	143,294
Finance costs	融資成本	5(a)	(7,276)	(1,850)
Profit before taxation	除稅前溢利	5	130,783	141,444
Income tax expense	所得稅開支	6(a)	(42,804)	(39,274)
Profit for the period	期內溢利		87,979	102,170
Other comprehensive income for the period	期內其他全面收益			
Item that may be reclassified subsequently to profit or loss:	可能於其後重新分類到損益的項目：			
— Exchange differences on translation of the financial statements of operations outside the mainland China	— 換算中國內地境外業務的財務報表的匯兌差額		635	(756)
Total comprehensive income for the period	期內全面收益總額		88,614	101,414
Earnings per share (RMB cent)	每股盈利(人民幣分)	7		
Basic	基本		12.49	14.37
Diluted	攤薄		12.48	14.30

The notes on pages 30 to 65 form part of this interim financial report. Details of dividends payable to equity shareholders of the Company are set out in note 15(a).

第30至65頁所載附註為本中期財務報告組成部分。有關應付本公司權益股東的股息詳情載於附註15(a)。

Consolidated Statement of Financial Position

綜合財務狀況表

At 30 June 2017 — unaudited 於二零一七年六月三十日 — 未經審核

(Expressed in Renminbi) (以人民幣列示)

			At 30 June 2017	At 31 December 2016
			於二零一七年 六月三十日	於二零一六年 十二月三十一日
			RMB'000	RMB'000
			人民幣千元	人民幣千元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	60,380	57,521
Intangible assets	無形資產		38,918	34,848
Deferred tax assets	遞延稅項資產		14,943	37,786
Interest in leasehold land held for own use under operating leases	經營租賃下持作自用 之租賃土地之權益	9	23,562	23,319
			137,803	153,474
Current assets	流動資產			
Inventories	存貨		289,067	328,813
Trade and other receivables	貿易及其他應收款項	10	437,448	465,086
Other financial assets	其他金融資產	11	90,000	21,400
Deposits with banks with original maturity date over three months	原到期日逾三個月的 銀行存款		477,976	275,400
Pledged bank deposits	已抵押銀行存款	12	107,381	239,068
Cash and cash equivalents	現金及現金等價物		172,728	222,885
			1,574,600	1,552,652
Current liabilities	流動負債			
Bank borrowings	銀行借款	13	30,000	127,095
Trade and other payables	貿易及其他應付款項	14	363,651	555,696
Current tax payable	應付即期稅項		8,560	30,041
			402,211	712,832
Net current assets	流動資產淨值		1,172,389	839,820
Total assets less current liabilities	資產總值減流動負債		1,310,192	993,294
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	13	299,496	—
Deferred tax liabilities	遞延稅項負債		11,811	11,577
			311,307	11,577
NET ASSETS	資產淨值		998,885	981,717

			At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
		Note 附註		
CAPITAL AND RESERVES	資本及儲備	15		
Share capital	股本		5,421	5,583
Reserves	儲備		993,464	976,134
TOTAL EQUITY	總權益		998,885	981,717

The notes on pages 30 to 65 form part of this interim financial report.

第30至65頁所載附註為本中期財務報告組成部分。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the six months ended 30 June 2017 — unaudited 截至二零一七年六月三十日止六個月 — 未經審核
(Expressed in Renminbi) (以人民幣列示)

	Note	Share capital 股本 RMB'000 人民幣千元 (Note 15(b)) (附註 15(b))	Share premium 股份溢價 RMB'000 人民幣千元	Capital reserves 資本儲備 RMB'000 人民幣千元	Statutory reserve 法定儲備 RMB'000 人民幣千元	Exchange reserve 匯兌儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Balance at 1 January 2016	於二零一六年一月一日的結餘	5,580	89,204	42,493	37,834	10,415	711,375	896,901
Changes in equity for the six months ended 30 June 2016:	截至二零一六年六月三十日止六個月的權益變動：							
Profit for the period	期內溢利	—	—	—	—	—	102,170	102,170
Other comprehensive income	其他全面收益	—	—	—	—	(756)	—	(756)
Total comprehensive income	全面收益總額	—	—	—	—	(756)	102,170	101,414
Dividend declared	已宣派股息	15(a)	(53,342)	—	—	—	—	(53,342)
Appropriation to statutory reserves	轉至法定儲備	—	—	—	796	—	(796)	—
Equity settled share-based transactions	權益結算以股份為基礎的交易	15(c)	—	365	—	—	—	365
Shares issued pursuant to share option scheme	根據購股權計劃發行的股份	15(c)	3	811	(245)	—	—	569
Balance at 30 June 2016	於二零一六年六月三十日的結餘	5,583	36,673	42,613	38,630	9,659	812,749	945,907
Balance at 1 January 2017	於二零一七年一月一日的結餘	5,583	4,712	42,778	39,414	(2,254)	891,484	981,717
Changes in equity for the six months ended 30 June 2017:	截至二零一七年六月三十日止六個月的權益變動：							
Profit for the period	期內溢利	—	—	—	—	—	87,979	87,979
Other comprehensive income	其他全面收益	—	—	—	—	635	—	635
Total comprehensive income	全面收益總額	—	—	—	—	635	87,979	88,614
Shares repurchased	購回股份	15(d)	(164)	—	—	—	(40,262)	(40,426)
Dividend declared	已宣派股息	15(a)	—	—	—	—	(31,462)	(31,462)
Appropriation to statutory reserves	轉至法定儲備	—	—	—	2,708	—	(2,708)	—
Shares issued pursuant to share option scheme	根據購股權計劃發行股份	15(c)	2	628	(188)	—	—	442
Balance at 30 June 2017	於二零一七年六月三十日的結餘	5,421	5,340	42,590	42,122	(1,619)	905,031	998,885

The notes on pages 30 to 65 form part of this interim financial report.

第30至65頁所載附註為本中期財務報告組成部分。

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended 30 June 2017 — unaudited 截至二零一七年六月三十日止六個月 — 未經審核
(Expressed in Renminbi) (以人民幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
	Note 附註		
Net cash used in operating activities	經營活動所用現金淨額	(21,677)	(66,687)
Investing activities	投資活動		
Increase of deposits with banks with original maturity date over three months	原到期日逾三個月的銀行存款增加	(202,576)	(63,900)
Net decrease in pledged bank deposits	已抵押銀行存款減少淨額	131,687	173,362
Other cash flows arising from investing activities	投資活動產生的其他現金流量	(80,429)	(16,082)
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(151,318)	93,380
Financing activities	融資活動		
Proceeds from bank borrowings	銀行借款所得款項	303,415	93,420
Repayment of bank borrowings	償還銀行借款	(97,095)	(109,928)
Dividend paid	已付股息	(31,462)	(53,342)
Payments for repurchase of shares	回購股份	(40,426)	—
Other cash flows arising from financing activities	融資活動產生的其他現金流量	(10,753)	(1,281)
Net cash generated/(used in) from financing activities	融資活動(所得)/所用現金淨額	123,679	(71,131)
Net decrease in cash and cash equivalents	現金及現金等價物減少增加淨額	(49,316)	(44,438)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	222,885	294,543
Effect of foreign exchange rate changes	外匯匯率變動影響	(841)	1,162
Cash and cash equivalents at 30 June	於六月三十日的現金及現金等價物	172,728	251,267

The notes on pages 30 to 65 form part of this interim financial report.

第30至65頁所載附註為本中期財務報告組成部分。

Notes to the Unaudited Interim Financial Report

未經審核中期財務報告附註

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

1 BASIS OF PREPARATION

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, including compliance with International Accounting Standard (“IAS”) 34, Interim financial reporting, issued by the International Accounting Standards Board (“IASB”). It was authorised for issue on 1 August 2017.

The interim financial report has been prepared in accordance with the same accounting policies adopted in the 2016 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2017 annual financial statements. Details of changes in accounting policies are set out in note 2.

The preparation of an interim financial report in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

This interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Company and its subsidiaries (together the “Group”) since the 2016 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”).

1 編製基準

本中期財務報告乃按照香港聯合交易所有限公司證券上市規則的適用披露條文而編製，包括符合國際會計準則委員會（「國際會計準則委員會」）頒佈的國際會計準則（「國際會計準則」）第34號「中期財務報告」的規定。本中期財務報告於二零一七年八月一日獲授權刊發。

除預期將於二零一七年度財務報表反映的會計政策變動外，本中期財務報告已按照二零一六年度財務報表內採納的相同會計政策編製。有關會計政策變動詳情載於附註2。

遵照國際會計準則第34號編製的中期財務報告規定管理層作出判斷、估計及假設，該等判斷、估計及假設影響政策的應用，以及按本年截至報告日期為止呈報的資產及負債、收入及支出的金額。實際結果有可能與估計有差異。

本中期財務報告載有簡明綜合財務報表及部分說明附註。附註包括事件及交易的解釋，有助了解自編製二零一六年度財務報表以來，本公司及其附屬公司（統稱「本集團」）的財務狀況及表現的變動。簡明綜合中期財務報表及其附註並不包括根據國際財務報告準則（「國際財務報告準則」）編製的財務報表全文所需全部資料。

1 BASIS OF PREPARATION (Continued)

The interim financial report is unaudited, but has been reviewed by KPMG in accordance with the Hong Kong Standard on Review Engagements 2410, Review of interim financial information performed by the independent auditor of the entity, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). KPMG’s independent review report to the Board of Directors is included on pages 23 to 24.

2 CHANGES IN ACCOUNTING POLICIES

The IASB has issued several amendments to IFRSs that are first effective for the current accounting period of the Group. None of these developments has had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in this interim financial report.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

1 編製基準(續)

中期財務報告乃未經審核，惟已由畢馬威會計師事務所根據香港會計師公會（「香港會計師公會」）頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第23至24頁。

2 會計政策變動

國際會計準則委員會已頒佈於本集團當前會計期間首次生效的國際財務報告準則的若干修訂。此等修訂並無對本集團當前或過往期間之業績及財務狀況造成重大影響。

本集團並無應用任何於當前會計期間尚未生效的新訂準則或詮釋。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

3 REVENUE

The principal activities of the Group are the sale of menswear goods.

The amount of each category of revenue is as follows:

3 收益

本集團的主要業務為銷售男裝貨品。

各收益類別的金額如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年	2016 二零一六年
Sale of apparel and related accessories	銷售服裝及相關配飾	405,988	523,924
E-commerce service income	電子商務服務收入	-	12,252
		405,988	536,176

The Group had 2 customers with whom transactions have exceeded 10% of the Group's revenue for the six months ended 30 June 2017 (six months ended 30 June 2016: two). The amounts of sales to these customers amounted to RMB101,656,000 (six months ended 30 June 2016: RMB132,766,000).

As at 30 June 2017, 16% (31 December 2016: 26%) and 52% (31 December 2016: 61%) of the total trade and other receivables were due from the Group's largest customer and the five largest customers respectively.

截至二零一七年六月三十日止六個月，本集團與2名客戶進行的交易超過本集團收益10%（截至二零一六年六月三十日止六個月：二名）。向該等客戶的銷售額為人民幣101,656,000元（截至二零一六年六月三十日止六個月：人民幣132,766,000元）。

於二零一七年六月三十日，貿易及其他應收款項總額的16%（二零一六年十二月三十一日：26%）及52%（二零一六年十二月三十一日：61%）分別應收自本集團最大客戶及五大客戶。

4 OTHER INCOME

4 其他收入

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Interest income	利息收入	5,545	8,262
Government grants (note)	政府補助(附註)	13,909	28,058
Others	其他	3,144	(106)
		22,598	36,214

Note: For the six months ended 30 June 2017, government grants mainly represented unconditional cash awards granted by Shishi Finance Bureau.

附註：截至二零一七年六月三十日止六個月，政府補助主要指石獅市財政局授予的無條件現金獎勵。

5 PROFIT BEFORE TAXATION

5 除稅前溢利

Profit before taxation is arrived at after charging:

除稅前溢利已扣除：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(a) Finance costs	(a) 融資成本		
Interest on bank borrowings	銀行借款利息	7,276	1,850
(b) Staff costs	(b) 員工成本		
Contributions to defined contribution retirement plans	界定供款退休計劃供款	2,465	2,155
Salaries, wages and other benefits	薪金、工資及其他福利	28,888	48,399
Equity-settled share-based payment expenses	權益結算以股份為基礎的付款開支	-	365
Termination benefits	辭退福利	2,677	1,971
		34,030	52,890

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

5 PROFIT BEFORE TAXATION (Continued) 5 除稅前溢利(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
(c) Other items	(c) 其他項目		
Amortisation of intangible assets	無形資產攤銷	2,542	2,201
Depreciation	折舊	6,332	7,873
(Reversal of) Impairment loss	(回撥)減值虧損		
— Trade receivables	— 貿易應收款項	(13,957)	2,391
Operating lease charges in respect of properties	關於物業的經營租賃費用		
— minimum lease payments	— 最低租賃付款	11,840	22,650
— contingent rentals	— 或然租金	5,468	7,555
Write down of inventories	存貨撇減	10,603	3,748
Inventories loss (i)	存貨虧損(i)	109	492
Research and development cost (ii)	研發成本(ii)	14,407	25,153

Notes:

- (i) Inventories loss for the six months ended 30 June 2016 and 2017 represents cost of inventories loss related to floods in one of the Company's warehouses, net of estimated insurance claims receivables.
- (ii) For the six months ended 30 June 2017, research and development costs include staff costs of employees in the design, research and development department of RMB10,274,000 (2016: RMB15,256,000) which are included in the staff costs as disclosed in note 5(b).

附註：

- (i) 截至二零一六年及二零一七年六月三十日止六個月之存貨虧損指與本公司其中一個倉庫發生水災事故有關的存貨虧損成本(經扣除估計應收保險索償)。
- (ii) 截至二零一七年六月三十日止六個月，研發成本包括設計、研究及開發部門僱員的員工成本人民幣10,274,000元(二零一六年：人民幣15,256,000元)，有關金額計入附註5(b)所披露員工成本內。

6 INCOME TAX

(a) Income tax in the consolidated statement of profit or loss and other comprehensive income

6 所得稅

(a) 綜合損益及其他全面收益表中的所得稅

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Current tax	即期稅項		
PRC corporate income tax	中國企業所得稅	19,625	35,585
Hong Kong Profits Tax	香港利得稅	102	—
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	產生及撥回暫時性差額	23,077	3,689
		42,804	39,274

Notes:

- (i) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (“BVI”), the Group is not subject to any income tax in the Cayman Islands and the BVI.
- (ii) For the six months ended 30 June 2017 and 2016, the provision of Hong Kong Profits Tax was calculated at 16.5% of the estimated assessable profits for the period.
- (iii) Guangzhou Zixi Enterprise Management Co., Ltd (“Zixi”) is recognised as a High and New Technology Enterprise (“HNTE”) and is entitled to a preferential income tax rate of 15% effective from 2015. Except for Zixi, the statutory income tax rate applicable to the Company’s other subsidiaries in mainland China is 25%.
- (iv) Pursuant to the PRC Corporate Income Tax Law and its related regulations, non-PRC-resident enterprises are levied withholding tax at 10% (unless reduced by tax treaties/arrangements) on dividends receivable from PRC enterprises for profits earned since 1 January 2008. The Group adopted the 10% withholding tax rate for PRC withholding tax purposes during the six months ended 30 June 2016 and 2017.

附註：

- (i) 根據開曼群島及英屬處女群島（「英屬處女群島」）的規則及法規，本集團毋須繳納開曼群島及英屬處女群島的任何所得稅。
- (ii) 截至二零一七年及二零一六年六月三十日止六個月，香港利得稅撥備按期內估計應課稅溢利的16.5%計算。
- (iii) 廣州市紫曦企業管理有限公司（「紫曦」）被確定為高新技術企業（「高新企業」），自二零一五年起享受15%的優惠所得稅稅率。除紫曦外，本公司其他中國內地附屬公司須按法定稅率25%繳納所得稅。
- (iv) 根據中國企業所得稅法及其有關法規，自二零零八年一月一日起，非中國居民企業須就自中國企業所賺取溢利的應收股息按10%繳納預扣稅（除非根據稅項條約／安排減免）。本集團於截至二零一六年及二零一七年六月三十日止六個月已就中國預扣稅採納10%預扣稅稅率。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

6 INCOME TAX (Continued)

(b) Deferred tax liabilities not recognised

At 30 June 2017, deferred tax liabilities in respect of the PRC dividend withholding tax relating to the undistributed profits of the Company's PRC subsidiaries of RMB808,758,000 (31 December 2016: RMB747,142,000) were not recognised as the Company controls the dividend policy of these subsidiaries and based on the assessment made by management as at the end of each reporting period, it was determined that a portion of the undistributed profits of the Company's PRC subsidiaries would not be distributed in the foreseeable future.

7 EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on the profit for the period of RMB87,979,000 (six months ended 30 June 2016: RMB102,170,000) and the weighted average number of 704,392,000 ordinary shares (six months ended 30 June 2016: 711,181,000) in issue during the interim period, after adjusting for the effect of share options exercised and the effect of shares repurchased.

6 所得稅(續)

(b) 未確認的遞延稅項負債

於二零一七年六月三十日，並無確認與本公司中國附屬公司的未分派溢利人民幣808,758,000元(二零一六年十二月三十一日：人民幣747,142,000元)有關的中國股息預扣稅的遞延稅項負債，原因為本公司控制該等附屬公司的股息政策，而按照管理層於各報告期結束時作出的評估，已決定本公司中國附屬公司部分未分派溢利將不會於可見未來分派。

7 每股盈利

(a) 每股基本盈利

每股基本盈利乃以期內溢利人民幣87,979,000元(截至二零一六年六月三十日止六個月：人民幣102,170,000元)及經調整行使購股權的影響及購回股份的影響後於中期期間的已發行普通股加權平均數704,392,000股(截至二零一六年六月三十日止六個月：711,181,000股)為基準計算。

7 EARNINGS PER SHARE (Continued)

(b) Diluted earnings per share

For the six months ended 30 June 2017, the calculation of diluted earnings per share is based on the profit for the period of RMB87,979,000 (six months ended 30 June 2016: RMB102,170,000) and the weighted average number of ordinary shares of 704,877,000 shares (six months ended 30 June 2016: 714,310,000), after adjusting for the effect of deemed issue of shares under the Company's share option scheme.

8 PROPERTY, PLANT AND EQUIPMENT

The additions to property, plant and equipment for the six months ended 30 June 2017 mainly include additions to a logistics centre of approximately RMB 13,952,000. And the additions for the six months ended 30 June 2016 mainly include additions to a leasehold improvements of approximately RMB 4,998,000.

Leasehold improvements with a net book value of RMB3,369,000 were disposed of during the six months ended 30 June 2017 (six months ended 30 June 2016: Nil), resulting in a loss on disposal of RMB3,369,000 (six months ended 30 June 2016: Nil).

7 每股盈利(續)

(b) 每股攤薄盈利

截至二零一七年六月三十日止六個月，每股攤薄盈利乃以期內溢利人民幣87,979,000元(截至二零一六年六月三十日止六個月：人民幣102,170,000元)及經調整視作根據本公司購股權計劃發行股份的影響後的普通股加權平均數704,877,000股(截至二零一六年六月三十日止六個月：714,310,000股)為基準計算。

8 物業、廠房及設備

截至二零一七年六月三十日止六個月，物業、廠房及設備添置主要包括新增的物流中心約人民幣13,952,000元。截至二零一六年六月三十日止六個月，添置主要包括添置租賃物業裝修約人民幣4,998,000元。

於截至二零一七年六月三十日止六個月，已出售賬面淨值為人民幣3,369,000元(截至二零一六年六月三十日止六個月：無)的租賃物業裝修，導致出售虧損人民幣3,369,000元(截至二零一六年六月三十日止六個月：無)。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

9 INTERESTS IN LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASES

Interests in leasehold land held for own use under operating leases represented the Group's land use right on leasehold land located in the PRC. At 30 June 2017, the useful life of the land use rights was 47.5 years.

9 經營租賃下持作自用之租賃土地之權益

經營租賃下持作自用之租賃土地之權益指本集團對位於中國之租賃土地之土地使用權。於二零一七年六月三十日，土地使用權之可使用年期為47.5年。

10 TRADE AND OTHER RECEIVABLES

10 貿易及其他應收款項

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Trade receivables	貿易應收款項	293,090	388,515
Bills receivable	應收票據	41,000	—
Less: allowance for doubtful debts	減：呆賬撥備	—	(13,957)
Trade and bills receivables	貿易應收款項及應收票據	334,090	374,558
Prepayments to suppliers	向供應商預付款項	10,139	12,432
Other deposits, prepayments and receivables	其他按金、預付款項及應收款項	93,219	78,096
		437,448	465,086

10 TRADE AND OTHER RECEIVABLES

(Continued)

All of the current trade and other receivables are expected to be recovered or recognised as expense within one year, except for certain deposits which are expected to be recovered after more than one year. Such deposits amounted to RMB3,832,000 as at 30 June 2017 (31 December 2016: RMB6,398,000).

The Group accepts bank acceptance bills from major banks in the PRC for settlement of trade debts. The management considered that the risk of these bills relates substantially to credit risk. Accordingly, when these bills were transferred by either discounting or endorsement, they were derecognised as financial assets. At 30 June 2017, the Group transferred bank acceptance bills totalling RMB327,610,000 (31 December 2016: RMB321,810,000), and derecognised them as financial assets. These bank acceptance bills mature within six months from the date of issue.

10 貿易及其他應收款項(續)

所有即期貿易及其他應收款項預期將於一年內收回或確認為開支，惟預期將於超過一年後收回的若干按金除外。於二零一七年六月三十日，該等按金為數人民幣3,832,000元(二零一六年十二月三十一日：人民幣6,398,000元)。

本集團就結清貿易債項接納中國主要銀行的銀行承兌票據。管理層認為該等票據的風險主要與信貸風險有關。因此，當該等票據透過貼現或背書轉讓時，該等票據已終止確認為金融資產。於二零一七年六月三十日，本集團已轉讓總額為人民幣327,610,000元(二零一六年十二月三十一日：人民幣321,810,000元)的銀行承兌票據，並終止確認其為金融資產。該等銀行承兌票據自發行日期起計六個月到期。

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(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

10 TRADE AND OTHER RECEIVABLES (Continued)

10 貿易及其他應收款項(續)

(a) Ageing analysis

Included in trade and other receivables are trade and bills receivables with the following ageing analysis based on invoice date and net of allowance for doubtful debts as at 30 June 2017 and 31 December 2016:

(a) 賬齡分析

於二零一七年六月三十日及二零一六年十二月三十一日，計入貿易及其他應收款項的貿易應收款項及應收票據(扣除呆賬撥備)根據發票日期的賬齡分析如下：

	At 30 June 2017	At 31 December 2016
	於二零一七年 六月三十日 RMB'000 人民幣千元	於二零一六年 十二月三十一日 RMB'000 人民幣千元
Within 3 months 三個月以內	163,260	251,480
More than 3 months but within 6 months 三個月以上六個月以內	140,245	73,339
More than 6 months but within 1 year 六個月以上一年以內	30,585	49,739
	334,090	374,558

Trade and bills receivables are due within 90–270 days from the date of billing.

貿易應收款項及應收票據於開票日期起計90至270日內到期。

(b) Impairment of trade and bills receivables

At 31 December 2016, trade debtors and bills receivable of RMB22,494,000 were individually determined to be impaired. The individually impaired receivables related to receivables that were over 270 days and management assessed that only a portion of the receivables is expected to recovered. Consequently, specific allowances for doubtful debts of RMB13,957,000 were recognized.

(b) 貿易應收款項及應收票據的減值

於二零一六年十二月三十一日，貿易應收賬款及應收票據人民幣22,494,000元獲個別釐定為減值。獲個別減值之應收款項乃與超過270日且管理層預估僅可部分收回之應收款項有關。因此，已就該等呆賬確認人民幣13,957,000元之特定撥備。

At 30 June 2017, there was no trade and bills receivables were individually determined to be impaired and allowance for doubtful debts of RMB13,957,000 was reversed to profit or loss.

於二零一七年六月三十日，並無任何貿易應收賬款及應收票據獲個別釐定為減值及呆賬撥備人民幣13,957,000元已撥回至損益。

11 OTHER FINANCIAL ASSETS

11 其他金融資產

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Available-for-sale financial assets	可供出售金融資產	30,000	21,400
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	60,000	-
		90,000	21,400

Available-for-sale financial assets as at 30 June 2017 was a principal-guaranteed wealth management product issued by a bank in the PRC with principal amount of RMB30,000,000 (31 December 2016: RMB21,400,000). The wealth management product will be matured on 9 April 2018 (31 December 2016: 6 February 2017).

Financial assets at fair value through profit or loss as at 30 June 2017 was a principal-guaranteed wealth management product issued by a bank in the PRC with principal amount of RMB60,000,000, which will be matured on 22 June 2018.

於二零一七年六月三十日的可供出售金融資產為中國一間銀行發行的本金額人民幣30,000,000元的保本型理財產品（二零一六年十二月三十一日：人民幣21,400,000元）。該理財產品將於二零一八年四月九日到期（二零一六年十二月三十一日：二零一七年二月六日）。

於二零一七年六月三十日的按公平值計入損益的金融資產為中國一間銀行發行的本金額人民幣60,000,000元的保本型理財產品，該產品將於二零一八年六月二十二日到期。

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(除另行指明者外，以人民幣列示)

12 PLEDGED BANK DEPOSITS

Bank deposits have been pledged as security for bills payable (see note 14) and bank borrowings (see note 13). The pledged bank deposits will be released upon the settlement of relevant bills payable and bank borrowings.

13 BANK BORROWINGS

As at 30 June 2017, the Group's current bank borrowings were secured by pledged bank deposits of RMB30,000,000 (31 December 2016: RMB82,000,000).

On 10 February 2017, the Group has fully drawn down a three-year term loan facility of HK\$350,000,000 (equivalent to RMB303,415,000). Pursuant to the facility, the controlling shareholder shall maintain his equity interest and voting rights in the Company at a certain level, and at the same time it is subject to the fulfilment of covenants relating to certain of the Group's financial ratios. A breach of these undertakings would result that the drawn down facilities and interest would become payable on demand. The Group regularly monitors its compliance with these covenants. As at 30 June 2017, none of the covenants relating to the drawn down facilities had been breached.

Non-current bank borrowings as at 30 June 2017 are unsecured and carried at amortised cost.

12 已抵押銀行存款

銀行存款已抵押作為應付票據(見附註14)及銀行借款(見附註13)的擔保。已抵押銀行存款將於清償有關應付票據及銀行借款後解除。

13 銀行借款

於二零一七年六月三十日，本集團當前銀行借款透過抵押銀行存款人民幣30,000,000元(二零一六年十二月三十一日：人民幣82,000,000元)作擔保。

於二零一七年二月十日，本集團已悉數提取三年期貸款融資350,000,000港元(相當於人民幣303,415,000元)。根據該融資，控股股東將按特定水平保留於本公司的股權及投票權，同時，其須達成有關若干本集團財務比率的契約。違反該等承諾將導致所提取融資及利息成為按要求償還。本集團定期監察該等契約的遵守情況。於二零一七年六月三十日，並無違反有關提取融資的契約。

於二零一七年六月三十日，非即期銀行借款為無抵押並按攤銷成本列賬。

14 TRADE AND OTHER PAYABLES

14 貿易及其他應付款項

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Trade payables	貿易應付款項	59,792	66,036
Bills payable (note (a))	應付票據(附註(a))	177,608	336,049
Trade and bills payables (note (b))	貿易應付款項及應付票據 (附註(b))	237,400	402,085
Receipts in advance	預收款項	21,829	21,903
Other payables and accruals	其他應付款項及應計費用	104,422	131,708
		363,651	555,696

All of the trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

- (a) Bills payable as at 30 June 2017 were secured by pledged bank deposits of RMB77,381,000 (31 December 2016: RMB157,068,000).

所有貿易及其他應付款項預計將於一年內結清或確認為收入或須應要求償還。

- (a) 二零一七年六月三十日的應付票據以已抵押銀行存款人民幣77,381,000元(二零一六年十二月三十一日: 人民幣157,068,000元)作擔保。

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(除另行指明者外，以人民幣列示)

14 TRADE AND OTHER PAYABLES

(Continued)

- (b) An ageing analysis of the trade and bills payables based on the invoice date is as follows:

14 貿易及其他應付款項(續)

- (b) 貿易應付款項及應付票據根據發票日期的賬齡分析如下：

		At 30 June 2017	At 31 December 2016
		於二零一七年 六月三十日	於二零一六年 十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Within 3 months	三個月以內	150,001	211,181
More than 3 months but within 6 months	三個月以上六個月以內	77,420	188,976
More than 6 months but within 1 year	六個月以上一年以內	8,844	1,862
More than 1 year	一年以上	1,135	66
		237,400	402,085

15 CAPITAL, RESERVES AND DIVIDENDS

(a) Dividends

Subsequent to 30 June 2017, the directors proposed an interim dividend of HK6.0 cents per ordinary share (2016: HK6.8 cents). The interim dividend has not been recognised as a liability at the end of the reporting period.

During the six months ended 30 June 2017, the Company declared and paid a final dividend in respect of the previous financial year, of HK5 cents per ordinary share, amounting HK\$35,573,900 (equivalent to RMB31,462,000) (six months ended 30 June 2016: HK\$64,003,320 (equivalent to RMB53,342,000)).

15 資本、儲備及股息

(a) 股息

於二零一七年六月三十日後，董事建議派發中期股息每股普通股6.0港仙(二零一六年：6.8港仙)。中期股息並未確認為於報告期結束時的負債。

截至二零一七年六月三十日止六個月，本公司就上一個財政年度宣派及派付末期股息每股普通股5港仙，合共35,573,900港元(相當於人民幣31,462,000元)(截至二零一六年六月三十日止六個月：64,003,320港元(相當於人民幣53,342,000元))。

15 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(b) Share capital

		At 30 June 2017 於二零一七年六月三十日		
		No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：			
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	10,000,000,000	100,000	79,208
Ordinary shares, issued and fully paid:	已發行繳足普通股：			
As at 1 January	於一月一日	711,478,000	7,115	5,583
Shares repurchased (note 15(d))	購回股份 (附註15(d))	(18,487,000)	(185)	(164)
Shares issued pursuant to share option scheme (note 15(c))	根據購股權計劃發行股份 (附註15(c))	250,000	2	2
As at 30 June 2017	於二零一七年六月三十日	693,241,000	6,932	5,421

		At 31 December 2016 於二零一六年十二月三十一日		
		No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：			
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	10,000,000,000	100,000	79,208
Ordinary shares, issued and fully paid:	已發行繳足普通股：			
As at 1 January	於一月一日	711,148,000	7,112	5,580
Shares issued pursuant to share option scheme (note 15(c))	根據購股權計劃發行股份 (附註15(c))	330,000	3	3
As at 30 June 2016	於二零一六年六月三十日	711,478,000	7,115	5,583

15 資本、儲備及股息(續)

(b) 股本

		At 30 June 2017 於二零一七年六月三十日		
		No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：			
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	10,000,000,000	100,000	79,208
Ordinary shares, issued and fully paid:	已發行繳足普通股：			
As at 1 January	於一月一日	711,478,000	7,115	5,583
Shares repurchased (note 15(d))	購回股份 (附註15(d))	(18,487,000)	(185)	(164)
Shares issued pursuant to share option scheme (note 15(c))	根據購股權計劃發行股份 (附註15(c))	250,000	2	2
As at 30 June 2017	於二零一七年六月三十日	693,241,000	6,932	5,421

		At 31 December 2016 於二零一六年十二月三十一日		
		No. of shares 股份數目	HK\$'000 千港元	RMB'000 人民幣千元
Authorised:	法定：			
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	10,000,000,000	100,000	79,208
Ordinary shares, issued and fully paid:	已發行繳足普通股：			
As at 1 January	於一月一日	711,148,000	7,112	5,580
Shares issued pursuant to share option scheme (note 15(c))	根據購股權計劃發行股份 (附註15(c))	330,000	3	3
As at 30 June 2016	於二零一六年六月三十日	711,478,000	7,115	5,583

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15 CAPITAL, RESERVES AND DIVIDENDS (Continued)

(c) Shares issued pursuant to share option scheme

During the six months ended 30 June 2017, options were exercised to subscribe for a total of 250,000 (31 December 2016: 330,000) ordinary shares in the Company at a consideration of RMB442,000 (31 December 2016: RMB569,000), of which RMB2,000 (31 December 2016: RMB3,000) and RMB440,000 (31 December 2016: RMB566,000) were credited to share capital and the share premium account respectively. The amount of RMB188,000 (31 December 2016: RMB245,000) has been transferred from the capital reserve to the share premium account.

(d) Shares repurchased

During the interim period, the Company repurchased its own shares on The Stock Exchange of Hong Kong Limited as follows:

15 資本、儲備及股息(續)

(c) 根據購股權計劃發行股份

於截至二零一七年六月三十日止六個月期間，已行使購股權認購合共250,000股(二零一六年十二月三十一日：330,000股)本公司普通股，代價為人民幣442,000元(二零一六年十二月三十一日：人民幣569,000元)，其中人民幣2,000元(二零一六年十二月三十一日：人民幣3,000元)及人民幣440,000元(二零一六年十二月三十一日：人民幣566,000元)已分別計入股本及股份溢價賬。為數人民幣188,000元(二零一六年十二月三十一日：人民幣245,000元)的金額已自資本儲備轉撥至股份溢價賬。

(d) 購回股份

於中期期間，本公司於香港聯合交易所有限公司購回其股份如下：

Month/year	年/月	Number of shares repurchased 購回股份數目	Highest price paid per share 已付每股最高價 HK\$ 港元	Lowest price paid per share 已付每股最低價 HK\$ 港元	Aggregate price paid 已付總價格 RMB'000 人民幣千元
April 2017	二零一七年四月	18,487,000	2.66	2.29	40,426

The repurchase was governed by the applicable laws of the Cayman Islands. The total amount paid on the repurchased shares of RMB40,426,000 was paid wholly out of retained profits.

購回受開曼群島適合法例管控。購回股份之已付總金額人民幣40,426,000元乃由保留溢利悉數支付。

16 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

a. Financial assets and liabilities measured at fair value

i. Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period, categorised into the three-level fair value hierarchy as defined in IFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available

16 金融工具的公平值計量

a. 按公平值計量的金融資產及負債

i. 公平值等級

下表按國際財務報告準則第13號公平值計量所界定的三個公平值等級，列示本集團金融工具於報告期末計量的公平值。公平值計量所歸入的等級參照估值技術所用輸入數據的可觀察性及重要性釐定如下：

- 第一級估值：僅使用第一級輸入數據，即相同資產或負債於計量日於活躍市場的報價（未經調整）計量的公平值
- 第二級估值：使用第二級輸入數據，即不符合第一級標準的可觀察輸入數據，且不使用重要不可觀察輸入數據計量的公平值。不可觀察輸入數據指並無可得市場數據的輸入數據

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16 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

a. Financial assets and liabilities measured at fair value (Continued)

i. Fair value hierarchy (Continued)

- Level 3 valuations: Fair value measured using significant unobservable inputs

Fair value measurements as at

16 金融工具的公平值計量(續)

a. 按公平值計量的金融資產及負債(續)

i. 公平值等級(續)

- 第三級估值：使用重要不可觀察輸入數據計量的公平值

於下列日期的公平值計量

		Fair value at 30 June 2017			
		於2017年6月30日的公平值	30 June 2017 categorised into 2017年6月30日分類為		
		Level 1	Level 2	Level 3	
		第一級	第二級	第三級	
		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
Recurring fair value measurement	經常性公平值計量				
Assets	資產				
Available-for-sale financial assets	可供出售金融資產	30,000	-	30,000	-
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	60,000	-	60,000	-

		Fair value at 31 December 2016			
		於2016年12月31日的公平值	31 December 2016 categorised into 2016年12月31日分類為		
		Level 1	Level 2	Level 3	
		第一級	第二級	第三級	
		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
Recurring fair value measurements	經常性公平值計量				
Assets	資產				
Available-for-sale financial assets	可供出售金融資產	21,400	-	21,400	-

16 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

a. Financial assets and liabilities measured at fair value (Continued)

i. Fair value hierarchy (Continued)

During the six months ended 30 June 2017, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3 (2016: nil). The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

ii. Valuation techniques and inputs used in Level 2 fair value measurements

The fair value of wealth management products in Level 2 is the estimated amount that the Group would receive at the end of the reporting period, taking into account the current creditworthiness of the wealth management products counterparties.

16 金融工具的公平值計量(續)

a. 按公平值計量的金融資產及負債(續)

i. 公平值等級(續)

截至二零一七年六月三十日止六個月，第一級與第二級之間並無任何轉移，亦無轉入或轉出第三級(二零一六年：無)。本集團政策為於報告期末在公平值等級間出現轉移時確認轉移。

ii. 用於第二級公平值計量的估值方法及輸入數據

第二級理財產品的公平值為本集團於報告期末將收取之估計金額，當中計及理財產品交易方的當前信貸質素。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

16 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

b. Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost were not materially different from their fair values as at 31 December 2016 and 30 June 2017 except for the following financial instruments, for which their carrying amounts and fair value are disclosed below:

16 金融工具的公平值計量(續)

b. 並非按公平值入賬的金融資產及負債的公平值

本集團按成本或攤銷成本列賬的金融工具賬面值與其於二零一六年十二月三十一日及二零一七年六月三十日的公平值無重大差異，惟下列金融工具除外，其賬面值及公平值披露如下：

	At 30 June 2017 於二零一七年 六月三十日		At 31 December 2016 於二零一六年 十二月三十一日	
	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元	Carrying amount 賬面值 RMB'000 人民幣千元	Fair value 公平值 RMB'000 人民幣千元
Long term bank borrowings 長期銀行借款	299,496	299,368	-	-

17 SEASONALITY

There is a seasonal factor in the sales of the Group's products. The Group typically achieves higher revenue in second half of a year from sales of autumn and winter collections and lower revenue in the first half of year from the sales of spring and summer collections due to typically higher sales volume and higher average unit selling price for autumn and winter apparel.

17 季節性

本集團的產品銷售存在季節性因素。由於秋冬服裝一般銷量較高及平均單位售價較高，本集團一般於下半年自銷售秋冬系列產品錄得較高收益，而於上半年銷售春夏系列則錄得較低收益。

18 COMMITMENTS

(a) Capital commitments

Capital commitments outstanding not provided for in the interim financial report were as follows:

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Contracted for	已訂約	47,831	11,750
Authorised but not contracted for	已授權惟未訂約	2,499	17,484
		50,330	29,234

(b) Operating leases commitments

The total future minimum lease payments under non-cancellable operating leases are payable as follows:

		At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	一年內	13,318	27,554
After 1 year but within 5 years	一年後五年內	16,495	57,225
After 5 years	五年後	—	14,052
		29,813	98,831

The Group leases a number of properties under operating leases. The leases typically run for an initial period for one to three years, at the end of which period all terms are renegotiated.

18 承擔

(a) 資本承擔

未於中期財務報告撥備的未履行資本承擔如下：

	At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Contracted for	47,831	11,750
Authorised but not contracted for	2,499	17,484
	50,330	29,234

(b) 經營租賃承擔

根據不可撤銷經營租賃應付的未來最低租賃付款總額如下：

	At 30 June 2017 於二零一七年 六月三十日 RMB'000 人民幣千元	At 31 December 2016 於二零一六年 十二月三十一日 RMB'000 人民幣千元
Within 1 year	13,318	27,554
After 1 year but within 5 years	16,495	57,225
After 5 years	—	14,052
	29,813	98,831

本集團根據經營租約租賃多項物業。租約一般初步為期一至三年，所有條款可於租約期末重新磋商。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

19 MATERIAL RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the interim financial statements, the Group entered into the following material party transactions.

(a) Transactions with a related party

The operating lease charges in respect of properties paid and payable to Shishi City Junyuan Development Co., Ltd. (石獅市駿源發展有限公司) ("Junyuan Development"), a company controlled by Mr. Ziming Yang (the director and controlling shareholder of the Company), amounted to RMB1,489,000 for the six months ended 30 June 2017 (six months ended 30 June 2016: RMB1,316,000).

The total future minimum lease payments under non-cancellable operating leases are payable to Junyuan Development within one year amounting RMB2,546,000 (as at 31 December 2016: RMB1,252,000 within one year).

19 重大關聯方交易

除中期財務報表披露之關聯方資料外，本集團已訂立以下重大關聯方交易。

(a) 與一名關聯方的交易

截至二零一七年六月三十日止六個月，就物業已付及應付楊紫明先生(本公司董事兼控股股東)控制的公司石獅市駿源發展有限公司(「駿源發展」)的經營租賃費用為人民幣1,489,000元(截至二零一六年六月三十日止六個月：人民幣1,316,000元)。

不可撤銷經營租賃下須於一年內支付駿源發展的未來最低租賃付款總額為人民幣2,546,000元(於二零一六年十二月三十一日：一年內應付人民幣1,252,000元)。

19 MATERIAL RELATED PARTY TRANSACTIONS (Continued)

(b) Key management personnel compensation

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors, is as follows:

19 重大關聯方交易(續)

(b) 主要管理人員薪酬

本集團主要管理人員酬金(包括向本公司董事支付的款項)如下:

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 RMB'000 人民幣千元	2016 二零一六年 RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	2,943	10,000
Contributions to retirement benefit scheme	退休福利計劃供款	89	215
Discretionary bonus	酌情花紅	—	—
Equity settled share-based payment expenses	權益結算以股份為基礎的付款開支	—	204
		3,032	10,419

Total remuneration is included in "staff costs" (note 5(b)).

薪酬總額載於「員工成本」(附註5(b))。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

A number of amendments and new standards are effective for annual periods beginning after 1 January 2017 and earlier application is permitted; however, the Group has not early adopted any new or amended standards in preparing this interim financial report.

The Group has the following updates to the information provided in the last annual financial statements about the possible impacts of the new standards issued but not yet effective which may have a significant impact on the Group's consolidated financial statements.

IFRS 9, Financial instruments

IFRS 9 will replace the current standard on accounting for financial instruments, IAS 39, *Financial instruments: Recognition and measurement*. IFRS 9 introduces new requirements for classification and measurement of financial assets, calculation of impairment of financial assets and hedge accounting. On the other hand, IFRS 9 incorporates without substantive changes the requirements of IAS 39 for recognition and derecognition of financial instruments and the classification of financial liabilities.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響

若干修訂及新訂準則於二零一七年一月一日之後開始的年度期間生效且允許提前採用；然而，本集團於編製本中期財務報告時並無提前採納任何新訂或經修訂準則。

本集團對上一年度財務報表所載有關可能對本集團綜合財務報表產生重大影響的已頒佈惟尚未生效新準則的可能影響的資料作出下列更新。

國際財務報告準則第9號，金融工具

國際財務報告準則第9號將取代有關金融工具會計處理方法的現有準則國際會計準則第39號，*金融工具：確認及計量*。國際財務報告準則第9號引入分類及計量金融資產、計算金融資產減值及對沖會計的新規定。另一方面，國際財務報告準則第9號納入且並無大幅變動國際會計準則第39號有關確認及終止確認金融工具及金融負債分類的規定。

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 9, Financial instruments (Continued)

The Group has decided not to adopt IFRS 9 until it becomes mandatory on 1 January 2018. Expected impacts of the new requirements on the Group's financial statements are as follows:

(a) Classification and measurement

IFRS 9 contains three principal classification categories for financial assets:

measured at (1) amortised cost, (2) fair value through profit or loss (FVTPL) and (3) fair value through other comprehensive income (FVTOCI) as follows:

- The classification for debt instruments is determined based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the asset. If a debt instrument is classified as FVTOCI then effective interest, impairments and gains/losses on disposal will be recognised in profit or loss.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第9號，金融工具(續)

本集團決定在國際財務報告準則第9號於二零一八年一月一日強制生效前不會採納該準則。新規定對本集團財務報表的預期影響如下：

(a) 分類及計量

國際財務報告準則第9號包括金融資產的三個主要分類方法：

(1)按攤銷成本；(2)按公平值計入損益(按公平值計入損益)；及(3)按公平值計入其他全面收益(按公平值計入其他全面收益)計量如下：

- 債務工具之分類乃基於實體管理金融資產的業務模式及該資產的合約現金流特點而釐定。倘債務工具分類為按公平值計入其他全面收益計量，則實際權益、減值及出售收益／虧損將於損益內確認。

Notes to the Unaudited Interim Financial Report (continued)

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(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 9, Financial instruments (Continued)

(a) Classification and measurement (Continued)

- For equity securities, the classification is FVTPL regardless of the entity's business model. The only exception is if the equity security is not held for trading and the entity irrevocably elects to designate that security as FVTOCI. If an equity security is designated as FVTOCI then only dividend income on that security will be recognised in profit or loss. Gains, losses and impairments on that security will be recognised in other comprehensive income without recycling.

Based on the preliminary assessment, the Group expects that its financial assets currently measured at amortised cost and FVTPL will continue with their respective classification and measurements upon the adoption of IFRS 9.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第9號，金融工具(續)

(a) 分類及計量(續)

- 就股本證券而言，不論實體採用何種業務模式均分類為按公平值計入損益計量，惟股本證券並非持作買賣及該實體不可撤回地選擇指定該證券為按公平值計入其他全面收益計量則例外。倘股本證券獲指定為按公平值計入其他全面收益計量，則僅該證券的股息收入將於損益內確認。該證券之收益、虧損及減值將於其他全面收益內確認且不可撥回。

根據初步評估，本集團預期其現時按攤銷成本及按公平值計入損益計量之金融資產將於採納國際財務報告準則第9號後繼續其各自之分類及計量。

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 9, Financial instruments (Continued)

(a) Classification and measurement (Continued)

With respect to the Group's financial assets currently classified as "available-for-sale", these are investments in debt instruments which the Group may classify as either FVTPL or FVTOCI on transition to IFRS 9 based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the asset. Either classification would give rise to a change in accounting policy as the current accounting policy for available-for-sale equity investments is to recognise fair value changes in other comprehensive income until disposal or impairment, when gains or losses are recycled to profit or loss. This change in policy will have no impact on the Group's net assets and total comprehensive income but will impact on reported performance amounts such as profit and earnings per share.

The classification and measurement requirements for financial liabilities under IFRS 9 are largely unchanged from IAS 39, except that IFRS 9 requires the fair value change of a financial liability designated at FVTPL that is attributable to changes of that financial liability's own credit risk to be recognised in other comprehensive income (without reclassification to profit or loss). The Group currently does not have any financial liabilities designated at FVTPL and therefore this new requirement may not have any impact on the Group on adoption of IFRS 9.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第9號，金融工具(續)

(a) 分類及計量(續)

就本集團目前分類為「可供出售」的金融資產而言，此等為本集團於過渡至國際財務報告準則第9號時根據實體管理金融資產的業務模式及該資產的合約現金流特點而可能分類為按公平值計入損益或按公平值計入其他全面收益的債務工具投資。任何一種分類均會導致會計政策出現變動，因為可供出售股本投資之當前會計政策乃於收益或虧損撥回損益時在其他全面收益確認公平值變動直至出售或減值。此項政策變動將不會對本集團資產淨值及全面收益總額產生影響，惟將影響溢利及每股盈利等呈報表現金額。

國際財務報告準則第9號有關金融負債之分類及計量規定與國際會計準則第39號相較基本保持不變，惟國際財務報告準則第9號規定因指定為按公平值計入損益計量之金融負債信貸風險有變而導致其公平值變動之部分乃於其他全面收益內確認(不會重新分類至損益)。本集團現時並無任何指定為按公平值計入損益計量之金融負債，因此於採納國際財務報告準則第9號時，該新規定不會對本集團造成任何影響。

Notes to the Unaudited Interim Financial Report (continued)

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(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 9, Financial instruments (Continued)

(b) Impairment

The new impairment model in IFRS 9 replaces the “incurred loss” model in IAS 39 with an “expected credit loss” model. Under the expected credit loss model, it will no longer be necessary for a loss event to occur before an impairment loss is recognised. Instead, an entity is required to recognise and measure expected credit losses as either 12-month expected credit losses or lifetime expected credit losses, depending on the asset and the facts and circumstances. This new impairment model may result in an earlier recognition of credit losses on the Group’s trade receivables and other financial assets. However, a more detailed analysis is required to determine the extent of the impact.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第9號，金融工具(續)

(b) 減值

國際財務報告準則第9號之新減值模式以「預期信貸虧損」模式取代國際會計準則第39號項下的「已產生虧損」模式。根據預期信貸虧損模式，毋須再待發生虧損事件方確認減值虧損。相反，實體須根據資產以及事實及情況確認及計量預期信貸虧損為12個月預期信貸虧損或永久預期信貸虧損。該新減值模式可能導致提早就本集團貿易應收款項及其他金融資產確認信貸虧損。然而，仍需更詳細的分析以釐定影響之程度。

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 15, Revenue from contracts with customers

IFRS 15 establishes a comprehensive framework for recognising revenue from contracts with customers. IFRS 15 will replace the existing revenue standards, IAS 18, *Revenue*, which covers revenue arising from sale of goods and rendering of services, and IAS 11, *Construction contracts*, which specifies the accounting for revenue from construction contracts. The Group is currently assessing the impacts of adopting IFRS 15 on its financial statements. Based on the preliminary assessment, the Group has identified the following areas which are likely to be affected:

a. Timing of revenue recognition

Currently, revenue arising from the provision of services is recognised over time, whereas revenue from the sale of goods is generally recognised when the risks and rewards of ownership have passed to the customers.

Under IFRS 15, revenue is recognised when the customer obtains control of the promised good or service in the contract. IFRS 15 identifies 3 situations in which control of the promised good or service is regarded as being transferred over time:

- (a) When the customer simultaneously receives and consumes the benefits provided by the entity's performance, as the entity performs;

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第15號，來自客戶合約收益

國際財務報告準則第15號建立了確認來自客戶合約收益的全面框架。國際財務報告準則第15號將取代現有收益準則，即國際會計準則第18號，*收益*（包括銷售貨物及提供服務所產生的收益）及國際會計準則第11號，*建造合約*（訂明建造合約收益的會計處理方法）。本集團現正評估採納國際財務報告準則第15號對其財務報表之影響。根據初步評估，本集團已識別以下可能受影響之方面：

a. 收益確認之時間

目前，提供服務所得收益乃按時間確認，而銷售貨物所得收益通常於所有權風險及回報轉移予客戶時確認。

根據國際財務報告準則第15號，收益於客戶獲得合約之承諾貨物或服務之控制權時確認。國際財務報告準則第15號確定了以下對承諾貨物或服務之控制權被視為隨時間轉移之三種情況：

- (a) 當客戶於實體履約時同時接受及使用實體履約所提供之利益時；

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 15, Revenue from contracts with customers (Continued)

a. Timing of revenue recognition

(Continued)

- (b) When the entity's performance creates or enhances an asset (for example work in progress) that the customer controls as the asset is created or enhanced;
- (c) When the entity's performance does not create an asset with an alternative use to the entity and the entity has an enforceable right to payment for performance completed to date.

If the contract terms and the entity's activities do not fall into any of these 3 situations, then under IFRS 15 the entity recognises revenue for the sale of that good or service at a single point in time, being when control has passed. Transfer of risks and rewards of ownership is only one of the indicators that will be considered in determining when the transfer of control occurs.

As a result of this change from the risk-and-reward approach to the contract-by-contract transfer-of-control approach, it is possible that once the Group adopts IFRS 15 some of the Group's contract the point in time when revenue is recognised may be earlier or later than under the current accounting policy. However, further analysis is required to determine whether this change in accounting policy may have a material impact on the amounts reported in any given financial reporting period.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第15號，來自客戶合約收益(續)

a. 收益確認之時間(續)

- (b) 當實體履約創造或增強一項於資產被創造或增強時由客戶控制之資產(如在建工程)時；
- (c) 當實體之履約並無創造對實體而言具替代用途之資產，且該實體對迄今完成之履約付款具有可執行權利時。

倘合約條款及實體活動並不屬於任何該等三種情況，則根據國際財務報告準則第15號，實體於某一指定時間點(即控制權轉移時)就銷售該貨物或服務確認收益。所有權風險及回報之轉移僅為於釐定控制權轉移發生時將考慮的其中一項指標。

由於從風險及回報法向按合約轉讓控制權法轉變，一旦本集團採納國際財務報告準則第15號，就本集團若干合約而言，收益確認之時間點亦可能較根據現有會計政策之時間點提前或推遲。然而，釐定有關會計政策變動是否會對任何特定財務報告期間呈報之金額有重大影響仍須待進一步分析。

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 15, Revenue from contracts with customers (Continued)

b. Significant financing component

IFRS 15 requires an entity to adjust the transaction price for the time value of money when a contract contains a significant financing component, regardless of whether the payments from customers are received significantly in advance or in arrears.

Currently, the Group would only apply such a policy when payments are significantly deferred, which is currently not common in the Group's arrangements with its customers. Currently, the Group does not apply such a policy when payments are received in advance.

Advance payments are not common in the Group's arrangements with its customers. In this situation, the group may offer buyers a discount compared to the sales price payable, provided the buyer agrees to pay the balance of the purchase price early.

Currently, the revenue from sales of goods is recognised when the risks and rewards of ownership have passed to the customers, measured at the amount received from the customer, irrespective of whether the customer pays early or on completion. However, under IFRS 15 such advance payment schemes are likely to be regarded as including a financing component.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第15號，來自客戶合約收益(續)

b. 重大融資部分

國際財務報告準則第15號要求實體於合約包含重大融資部分時就貨幣時間價值調整交易價格，而不管來自客戶之付款將大部分提前收取或延後收取。

目前，本集團僅於付款大幅延期時(目前於本集團與其客戶間之安排中並不常見)採納此政策。目前，本集團並無於付款提前收取時採納此政策。

提前付款於本集團與其客戶間之安排中並不常見。在此情況下，集團可能會向買方提供較應付銷售價格之折讓，前提是買方同意提前支付購買價餘款。

目前，銷售貨物所得收益於所有權風險及回報轉移予客戶時確認，按已收客戶款項計量，而不論客戶提前抑或於完成時付款。然而，根據國際財務報告準則第15號，該等提前付款計劃可能會被視為包含融資部分。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 15, Revenue from contracts with customers (Continued)

b. Significant financing component (Continued)

The Group is in the process of assessing whether this component in the Group's advance payment schemes would be significant to the contract and therefore whether, once IFRS 15 is adopted, the transaction price would need to be adjusted for the purposes of recognising revenue. Any adjustment to the transaction price under IFRS 15, if considered necessary, would result in interest expense being recognised to reflect the effect of the financing benefit obtained from the customers, with a corresponding increase to revenue on sale of goods recognised when control of goods is transferred to the customer.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第15號，來自客戶合約收益(續)

b. 重大融資部分(續)

本集團正在評估本集團提前付款計劃中之該部分對合約而言是否屬重大，及於國際財務報告準則第15號採納後，交易價格是否將因此須就確認收益而作出調整。根據國際財務報告準則第15號對交易價格作出任何調整(如必要)將導致確認利息開支，以反映自客戶獲取融資利益的影響，並於貨物控制權轉移予客戶時確認相應增加的銷售貨物所得收益。

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 15, Revenue from contracts with customers (Continued)

c. Sales with a right of return

Currently when the customers are allowed to return the products, the Group estimates the level of returns and makes an adjustment against revenue and cost of sales.

The Group expects that the adoption of IFRS 15 will not materially affect how the Group recognises revenue and cost of sales when the customers have a right of return. However, the new requirement to recognise separately a return asset for the products expected to be returned will impact the presentation in the consolidated statement of financial position as the Group currently recognise a net return provision for the expected returns, instead of recognising a separate asset.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第15號，來自客戶合約收益(續)

c. 具退貨權之銷售

目前，當客戶被允許退回產品時，本集團會估計退貨水平並就收益及銷售成本作出調整。

本集團預期採納國際財務報告準則第15號將不會對本集團於客戶有退貨權時確認收益及銷售成本之方式造成重大影響。然而，由於本集團目前就預期退貨確認退貨撥備淨額而非另行確認資產，因此另行就預期將被退回之產品確認退回資產之新規定將影響於綜合財務狀況表之呈列。

Notes to the Unaudited Interim Financial Report (continued)

未經審核中期財務報告附註(續)

(Expressed in Renminbi unless otherwise indicated)

(除另行指明者外，以人民幣列示)

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 16, Leases

Currently the Group classifies leases into operating leases and accounts for the lease arrangements, depending on the classification of the lease. The Group enters into leases as the lessee.

IFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once IFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding “right-of-use” asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第16號，租賃

本集團現時將租賃分類為經營租賃，並根據租賃的分類對租賃安排進行列賬。本集團作為承租人訂立租約。

預期國際財務報告準則第16號將不會大幅影響出租人根據租約將彼等權利及義務入賬的方式。然而，一旦採納國際財務報告準則第16號，承租人將不再區分融資租賃及經營租賃。相反，受可行權宜方法的規限，承租人將按與現有融資租賃會計處理方法類似的方式將所有租約入賬，即於租約開始日期，承租人將按日後最低租賃付款的現值確認及計量租賃負債，及將確認相應的「使用權」資產。於初步確認該資產及負債後，承租人將確認租賃負債未償還結餘所產生的利息開支及使用權資產折舊，而非根據現有政策於租期內按系統基準確認根據經營租約所產生的租賃開支。作為一項可行權宜方法，承租人可選擇不將此會計模式應用於短期租賃(即租期為12個月或以下)及低價值資產的租賃，於該等情況下，租金開支將繼續於租期內按系統基準確認。

20 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE SIX MONTHS ENDED 30 JUNE 2017

(Continued)

IFRS 16, Leases (Continued)

IFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. At 30 June 2017 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB29,813,000 for properties, the majority of which is payable either between 1 and 5 years after the reporting date. Some of these amounts may therefore need to be recognised as lease liabilities, with corresponding right-of-use assets, once IFRS 16 is adopted. The Group will need to perform a more detailed analysis to determine the amounts of new assets and liabilities arising from operating lease commitments on adoption of IFRS 16, after taking into account the applicability of the practical expedient and adjusting for any leases entered into or terminated between now and the adoption of IFRS 16 and the effects of discounting.

IFRS 16 is effective for annual periods beginning on or after 1 January 2019. The Group has decided not to early adopt IFRS 16 in its 2018 consolidated financial statements.

20 截至二零一七年六月三十日止六個月已頒佈惟尚未生效的修訂、新訂準則及詮釋的可能影響(續)

國際財務報告準則第16號，租賃(續)

國際財務報告準則第16號將主要影響本集團作為租約承租人就若干物業、廠房及設備(現時分類為經營租賃)的會計處理方法。預期應用新會計模式將導致資產及負債均有所增加，及影響租約期間於損益表確認開支的時間。於二零一七年六月三十日，本集團於不可撤銷經營租賃項下就物業的日後最低租賃付款達人民幣29,813,000元，其中大部分須於報告日期後一至五年內支付。因此，一旦採納國際財務報告準則第16號，若干該等款項可能須確認為租賃負債，並附帶相應使用權資產。經考慮可行權宜方法的適用性及就現時與採納國際財務報告準則第16號期間已訂立或終止的任何租約及貼現影響作出調整後，本集團將須進行更為詳細的分析以釐定於採納國際財務報告準則第16號時經營租賃承擔所產生的新資產及負債的金額。

國際財務報告準則第16號於二零一九年一月一日或之後開始的年度期間生效。本集團決定不會於其二零一八年綜合財務報表內提前採納國際財務報告準則第16號。

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 30 June 2017, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and 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 under 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 ("Model Code") contained in Appendix 10 to the Listing Rules, were as follows:

董事及主要行政人員於證券的權益

於二零一七年六月三十日，本公司董事及主要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、相關股份及債權證中擁有記錄於本公司根據證券及期貨條例第352條須予存置登記冊的權益及淡倉，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則（「標準守則」）須另行知會本公司及聯交所的權益及淡倉如下：

Long positions in the Company

於本公司的好倉

Name of director	Number of shares held	Number of underlying shares comprised		Approximate percentage of shares in issue ⁽⁵⁾	
		shares held	in options ⁽⁴⁾		Total
董事姓名	所持有 股份數目	購股權所 涉及相關 股份數目 ⁽⁴⁾	總計	佔已發行 股份概約 百分比 ⁽⁵⁾	
Mr. Ziming Yang ⁽¹⁾⁽²⁾⁽³⁾	楊紫明先生 ⁽¹⁾⁽²⁾⁽³⁾	461,700,000	Nil 無	461,700,000	66.60%
Mr. Siu Keung Ng	吳少強先生	2,926,000	900,000	3,826,000	0.5519%
Mr. Rongqin Ke	柯榕欽先生	3,850,000	700,000	4,550,000	0.6563%
Mr. Qiang Wei	韋強先生	503,000	700,000	1,203,000	0.1735%

(1) Acute Result Holdings Limited ("Acute Result"), Ascend Fame Limited ("Ascend Fame") and Prime Ascend Limited ("Prime Ascend") are wholly-owned and controlled by Mr. Ziming Yang and Mr. Ziming Yang is therefore deemed to be interested in all the shares of the Company in which Acute Result, Ascend Fame and Prime Ascend are interested.

(2) Multiplus International Limited ("Multiplus") is owned as to 99% by Ms. Liting Ke and 1% by Mr. Ziming Yang. By virtue of a shareholders' agreement dated 31 July 2012 by and between Ms. Liting Ke and Mr. Ziming Yang, in addition to the voting right attached to the share Mr. Ziming Yang holds in Multiplus, he also has the right to control the exercise of the voting rights attached to all the shares in Multiplus held by Ms. Liting Ke. Accordingly, Mr. Ziming Yang is deemed to be interested in all the shares of the Company in which Multiplus is interested.

(1) 銳成控股有限公司（「銳成」）、昇譽有限公司（「昇譽」）及元陞有限公司（「元陞」）由楊紫明先生全資擁有及控制，因此，楊紫明先生被視為於銳成、昇譽及元陞享有權益的全部本公司股份中擁有權益。

(2) 豐衡國際有限公司（「豐衡」）由柯麗婷女士擁有99%權益及由楊紫明先生擁有1%權益。根據柯麗婷女士與楊紫明先生所訂立日期為二零一二年七月三十一日的股東協議，除楊紫明先生於豐衡持有的股份所附投票權外，彼亦有權控制行使由柯麗婷女士持有的豐衡全部股份所附投票權。因此，楊紫明先生被視為於豐衡享有權益的全部本公司股份中擁有權益。

- (3) Mr. Ziming Yang is the spouse of Ms. Liting Ke. Accordingly, Mr. Yang is deemed to be interested in all the shares of the Company in which Ms. Liting Ke is interested.
- (4) These represent interest in underlying shares of the Pre-IPO Share Option Scheme granted (as defined below) by the Company.
- (5) Based on a total of 693,241,000 issued shares of the Company as at 30 June 2017.

- (3) 楊紫明先生為柯麗婷女士的配偶。因此，楊先生被視為於柯麗婷女士擁有權益的全部本公司股份中擁有權益。
- (4) 此為本公司於首次公開發售前購股權計劃(定義見下文)下授出的相關股份權益。
- (5) 基於二零一七年六月三十日的合共693,241,000股本公司已發行股份計算。

Saved as disclosed above, as at 30 June 2017, none of the Directors and the chief executives of the Company and their respective associates had any interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company 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.

除上文披露者外，於二零一七年六月三十日，按照本公司根據證券及期貨條例第352條須予存置的登記冊所載，或根據標準守則另行知會本公司及聯交所者，概無董事及本公司主要行政人員以及彼等各自的聯繫人士於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有任何權益及淡倉。

Corporate Governance and Other Information (continued)

企業管治及其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2017, the persons or corporations (not being a Director or chief executive of the Company) who had an interest or short position in the shares and underlying shares of the Company which were required 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 were as follows:

主要股東的權益及淡倉

於二零一七年六月三十日，以下人士或法團（非董事或本公司主要行政人員）於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定須予存置登記冊的權益或淡倉：

Name	Capacity/Nature of interest	Number of Shares	Approximate percentage of shareholding interest ⁽⁵⁾
姓名／名稱	身份／權益性質	股份數目	持股權概約百分比 ⁽⁵⁾
Ms. Liting Ke ⁽¹⁾⁽²⁾⁽³⁾	Interest in a controlled corporation/ Interest of spouse	461,700,000	66.60%
柯麗婷女士 ⁽¹⁾⁽²⁾⁽³⁾	於受控法團的權益／配偶的權益		
Acute Result ⁽²⁾⁽⁴⁾	Beneficial owner	288,450,000	41.61%
銳成 ⁽²⁾⁽⁴⁾	實益擁有人		
Ascend Fame ⁽²⁾⁽⁴⁾	Beneficial owner	52,500,000	7.57%
昇譽 ⁽²⁾⁽⁴⁾	實益擁有人		
Keen Network ⁽²⁾⁽⁴⁾	Beneficial owner	42,000,000	6.06%
建協 ⁽²⁾⁽⁴⁾	實益擁有人		
Prime Ascend ⁽²⁾⁽⁴⁾	Interest in a controlled corporation	42,000,000	6.06%
元陞 ⁽²⁾⁽⁴⁾	於受控法團的權益		
Multiplus ⁽³⁾	Beneficial owner	78,750,000	11.36%
豐衡 ⁽³⁾	實益擁有人		
(1)	Ms. Liting Ke is the spouse of Mr. Ziming Yang. Accordingly, Ms. Liting Ke is deemed to be interested in all the shares of the Company in which Mr. Ziming Yang is interested.	(1)	柯麗婷女士為楊紫明先生的配偶。因此，柯麗婷女士被視為於楊紫明先生享有權益的全部本公司股份中擁有權益。
(2)	Acute Result, Ascend Fame and Prime Ascend are wholly-owned and controlled by Mr. Ziming Yang and Mr. Ziming Yang is therefore deemed to be interested in all the shares of the Company in which Acute Result, Ascend Fame and Prime Ascend are interested.	(2)	銳成、昇譽及元陞由楊紫明先生全資擁有及控制，因此，楊紫明先生被視為於銳成、昇譽及元陞享有權益的全部本公司股份中擁有權益。

(3) Multiplus is owned as to 99% by Ms. Liting Ke and 1% by Mr. Ziming Yang. By virtue of a shareholders' agreement dated 31 July 2012 by and between Ms. Liting Ke and Mr. Ziming Yang, in addition to the voting right attached to the share Mr. Ziming Yang holds in Multiplus, he also has the right to control the exercise of the voting rights attached to all the shares in Multiplus held by Ms. Liting Ke. Accordingly, Mr. Ziming Yang is deemed to be interested in all the shares of the Company in which Multiplus is interested.

(4) Keen Network Holdings Limited ("Keen Network") is owned as to 25% by Prime Ascend, 25% by Dominant Success Holdings Limited ("Dominant Success"), 25% by Rosy Connect Investments Limited ("Rosy Connect") and 25% by Zhang Hong Limited ("Zhang Hong"). Prime Ascend is directly and wholly-owned by Mr. Ziming Yang. Dominant Success is directly and wholly by Mr. Siu Keung Ng. Rosy Connect is directly and wholly-owned by Mr. Rongqin Ke. Mr. Ziming Yang, Mr. Siu Keung Ng and Mr. Rongqin Ke are executive Directors. Zhang Hong is directly and wholly-owned by Mr. Dongliang Tian, a former director of the Company.

By virtue of a shareholders' agreement dated 31 July 2012 by and among the shareholders of Keen Network, in addition to the voting rights attached to the shares in Keen Network that it holds, Prime Ascend also has the right to control the exercise of the voting rights attached to all the shares in Keen Network held by other shareholders. Accordingly, Prime Ascend is deemed to be interested in all the shares of the Company in which Keen Network is interested.

(5) Based on a total of 693,241,000 issued shares of the Company as at 30 June 2017.

Save as disclosed above, as at 30 June 2017, the Directors were not aware of any other person or corporation having an interest or short position in shares and underlying shares of the Company which were required 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.

(3) 豐衡由柯麗婷女士擁有99%權益及由楊紫明先生擁有1%權益。根據柯麗婷女士與楊紫明先生所訂立日期為二零一二年七月三十一日的股東協議，除楊紫明先生於豐衡持有的股份所附投票權外，彼亦有權控制行使由柯麗婷女士持有的豐衡全部股份所附投票權。因此，楊紫明先生被視為於豐衡享有權益的全部本公司股份中擁有權益。

(4) 建協控股有限公司(「建協」)由元陞、Dominant Success Holdings Limited(「Dominant Success」)、錦匯投資有限公司(「錦匯」)及長泓有限公司(「長泓」)各自擁有25%權益。元陞由楊紫明先生直接全資擁有。Dominant Success由吳少強先生直接全資擁有。錦匯由柯榕欽先生直接全資擁有。楊紫明先生、吳少強先生及柯榕欽先生均為執行董事。長泓由本公司前任董事田棟樑先生直接全資擁有。

根據由建協股東之間所訂立日期為二零一二年七月三十一日的股東協議，除其持有的建協股份所附投票權外，元陞亦有權控制行使由其他股東持有的建協全部股份所附投票權。因此，元陞被視為於建協享有權益的全部本公司股份中擁有權益。

(5) 基於二零一七年六月三十日的合共693,241,000股本公司已發行股份計算。

除上文披露者外，於二零一七年六月三十日，董事並不知悉有任何其他人士或法團於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或記錄於按證券及期貨條例第336條規定所存置登記冊的權益或淡倉。

SHARE OPTION SCHEMES

The Company adopted a pre-initial public offering share option scheme (the “Pre-IPO Share Option Scheme”) and a share option scheme (the “Share Option Scheme”) on 8 October 2013 for the purpose of providing incentives and rewards to eligible participants who contribute to the Group.

Pre-IPO Share Option Scheme

The Company adopted the Pre-IPO Share Option Scheme on 8 October 2013 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Options to subscribe for an aggregate of 8,520,000 shares of the Company (the “Shares”) (the “Pre-IPO Share Options”) were granted on 8 October 2013. The exercise price per Share is HK\$2.024, being 80% of the initial public offering price. No further option could be granted under the Pre-IPO Share Option Scheme after 8 October 2013. All Pre-IPO Share Options granted under the Pre-IPO Share Option Scheme may be exercised during the option period commencing from the first anniversary of the Listing Date to the date falling 10 years from the grant date of the Pre-IPO Share Options and can only be exercised in the following manner:

- (i) 30% of each Pre-IPO Share Options may be exercised from the first anniversary of the Listing Date;
- (ii) 60% of each Pre-IPO Share Options may be exercised from the second anniversary of the Listing Date; and
- (iii) 100% of each Pre-IPO Share Options may be exercised from the third anniversary of the Listing Date.

購股權計劃

本公司於二零一三年十月八日採納首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)及購股權計劃(「購股權計劃」)，為對本集團作出貢獻的合資格參與者提供鼓勵及獎賞。

首次公開發售前購股權計劃

本公司於二零一三年十月八日採納首次公開發售前購股權計劃，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。於二零一三年十月八日，已授出可認購合共8,520,000股本公司股份(「股份」)之購股權(「首次公開發售前購股權」)。每股股份之行使價為2.024港元，為初步公開發售價80%。於二零一三年十月八日後，不可再根據首次公開發售前購股權計劃授出購股權。所有根據首次公開發售前購股權計劃授出的首次公開發售前購股權可於購股權期間(自上市日期首週年起至首次公開發售前購股權授出日期起第十年當日)行使，且僅可按以下方式行使：

- (i) 各項首次公開發售前購股權的30%可於上市日期首週年起行使；
- (ii) 各項首次公開發售前購股權的60%可於上市日期兩週年起行使；及
- (iii) 各項首次公開發售前購股權的100%可於上市日期三週年起行使。

Details of the Pre-IPO Share Options as at 30 June 2017 are as follows:

於二零一七年六月三十日首次公開發售前購股權詳情如下：

Name	Outstanding as at 1 January 2017	Exercised during the six months ended 30 June 2017	Outstanding as at 30 June 2017	Percentage of enlarged issued share capital of the Company as at the date of this report
				於本報告日期佔本公司經擴大已發行股本百分比
	於二零一七年一月一日尚未行使	截至二零一七年六月三十日止六個月已行使	於二零一七年六月三十日尚未行使	
Directors	董事			
Mr. Siu Keung Ng	吳少強先生	900,000	—	0.1298%
Mr. Rongqin Ke	柯榕欽先生	700,000	—	0.1010%
Mr. Qiang Wei	韋強先生	700,000	—	0.1010%
Others	其他人士			
In aggregate	合計	4,889,000	250,000 ⁽¹⁾	0.6692%
Total	總計	7,189,000	250,000	1.0010%

Note 1: The weighted average closing price of the corresponding Shares immediately before the dates on which these Pre-IPO Share Options were exercised is HK\$2.52.

附註1：緊接該等首次公開發售前購股權獲行使日期前的相應股份的加權平均收市價為2.52港元。

The total number of Shares available for issue under the Pre-IPO Share Option Scheme is 6,939,000, representing approximately 1.001% of the total number of the Company's issued Shares as at the date of this report, i.e. 693,241,000 Shares. No Pre-IPO Share Options were lapsed or cancelled during the six months ended 30 June 2017, and 250,000 Pre-IPO Share Options were exercised during the same period.

根據首次公開發售前購股權計劃可予發行的股份總數為6,939,000股，佔本報告日期本公司已發行股份總數（即693,241,000股股份）約1.001%。截至二零一七年六月三十日止六個月，概無首次公開發售前購股權已告失效或註銷，而250,000份首次公開發售前購股權於同期內獲行使。

Share Option Scheme

The Company adopted the Share Option Scheme on 8 October 2013 for the purpose of rewarding certain eligible persons for their past contributions and attracting and retaining, or otherwise maintaining on-going relationships with, such eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group. Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing on 28 October 2013.

Eligible participants of the Scheme include any proposed, full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; any Directors or proposed Director (including nonexecutive Director and independent non-executive Directors) of the Company or any of its subsidiaries; any direct or indirect shareholder of the Company or any of its subsidiaries; and any advisers, consultants, suppliers, customers and agents to the Company or any of its subsidiaries. The maximum number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme of the Company shall not in aggregate exceed 10% of the shares in issue as at the Listing Date, i.e. 70,000,000 Share.

No option may be granted to any participant of the Share Option Scheme such that the total number of Shares issued and to be issued upon exercise of the options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the Company's issued share capital from time to time.

購股權計劃

本公司於二零一三年十月八日採納購股權計劃，旨在獎勵若干合資格人士過往的貢獻，吸引及留聘對本集團的表現、增長或成功屬重要及／或其貢獻現時或將會對本集團的表現、增長或成功有利的合資格人士或以其他方式維持與彼等的持續關係。購股權計劃自二零一三年十月二十八日起計十年期間內維持有效，惟購股權計劃可根據本身的規則提前終止。

計劃的合資格參與者包括本公司或其任何附屬公司的任何建議、全職或兼職僱員、行政人員或高級職員；本公司或其任何附屬公司的任何董事或建議董事（包括非執行董事及獨立非執行董事）；本公司或其任何附屬公司的任何直接或間接股東；及本公司或其任何附屬公司的任何諮詢人、顧問、供應商、客戶及代理。因行使根據本公司購股權計劃授出的所有購股權而可能發行的最高股份數目，合共不得超過於上市日期已發行股份的10%（即70,000,000股股份）。

倘因任何購股權計劃參與者行使在截至最近授出日期起計任何12個月期間內已獲授及將獲授購股權而已發行及將予發行的股份總數超過本公司不時已發行股本的1%，則不得向該名人士授出任何購股權。

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as determined by the Board and not exceeding 10 years from the date of the grant. There is no minimum period for which an option must be held before it can be exercised; however, the Board may, subject to the provisions of the Listing Rules, in its absolute discretion when offering the grant of an Option impose any conditions, restrictions or limitations in relation thereto in addition to those set forth in the Share Option Scheme as it may think fit. Participants of the Share Option Scheme are required to pay the Company HK\$1.00 upon acceptance of the grant on or before 30 days after the offer date. The exercise price of the options is determined by the Board in its absolute discretion and shall not be less than whichever is the highest of:

- (a) the nominal value of a Share;
- (b) the closing price of a Share as stated in the Stock Exchange's daily quotations sheets on the offer date; and
- (c) the average closing price of a Share as stated in the Hong Kong Stock Exchange's daily quotation sheets for the five Business Days (as defined in the Listing Rules) immediately preceding the offer date.

As at 30 June 2017, no option had been granted under the Share Option Scheme. The total number of shares available for issue under the Share Option Scheme is 70,000,000, representing 10.10% of the total number of the Company's issued shares as at the date of this report i.e. 693,241,000 Shares.

購股權可於董事會釐定的期間根據購股權計劃的條款隨時行使，惟有關期間不得超過授出日期起計10年。購股權毋須被持有一定期限方可行使；然而，根據上市規則規定，如董事會認為恰當，可全權酌情於提呈授出購股權時在購股權計劃所載之上施加有關購股權的任何條件、約束或限制。購股權計劃參與者須於要約日期起計30日或之前接納所獲授購股權時向本公司支付1.00港元。購股權行使價乃由董事會全權酌情釐定，惟不得低於下列最高者：

- (a) 股份面值；
- (b) 於要約日期聯交所每日報價表所列股份收市價；及
- (c) 緊接要約日期前五個營業日(定義見上市規則)香港聯交所每日報價表所列股份平均收市價。

於二零一七年六月三十日，概無根據購股權計劃授出任何購股權。根據購股權計劃可供發行的股份總數為70,000,000股，相當於本公司於本報告日期已發行股份總數(即693,241,000股股份)的10.10%。

Corporate Governance and Other Information (continued)

企業管治及其他資料(續)

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in the information of the Directors subsequent to the publication of the annual report of the Company for the year ended 31 December 2016 are set out below:

Mr. Yung Kwok Tsui has resigned as company secretary of Ju Teng International Holdings Limited, a company listed on the Stock Exchange, (stock code: 3336) on 1 March 2017.

Mr. Honghui Chen was appointed as an independent director of China National Accord Medicines Corporation, Ltd. (國藥集團一致藥業股份有限公司), a company listed on the Shenzhen Stock Exchange, (SZSE stock code: 000028) on 14 March 2017.

Mr. Ming Shu Leung was appointed as an independent non-executive director, a member of the audit committee, the chairman of the remuneration committee and a member of the investment committee of Sun.King Power Electronics Group Limited, a company listed on the Stock Exchange, (stock code: 580) with effect from 24 March 2017.

Save as disclosed above, there are no other matters that need to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

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

During the six months ended 30 June 2017, the Company repurchased 18,487,000 shares of the Company on the Stock Exchange for an aggregate consideration of HK\$45,710,640 (highest price per share was HK\$2.66 and lowest price per share was HK\$2.29) in April 2017, which were cancelled on 2 June 2017. The Directors are of the view that such repurchases have the effect of enhancing the earnings per share of the Group and would benefit the shareholders as a whole. Depending on the market circumstances, the Company may undertake further share repurchases as the Directors may consider to be appropriate.

董事資料變動

根據上市規則第13.51B(1)條，於本公司截至二零一六年十二月三十一日止年度之年報刊發後董事資料之變動載列如下：

徐容國先生，於二零一七年三月一日辭任巨騰國際控股有限公司(於聯交所上市之公司，股份代號：3336)之公司秘書。

陳宏輝先生於二零一七年三月十四日獲委任為國藥集團一致藥業股份有限公司(於深圳交易所上市之公司，深圳交易所股份代號：000028)獨立董事。

梁銘樞先生獲委任為賽晶電力電子集團有限公司(於聯交所上市之公司，股份代號：580)獨立非執行董事、審核委員會成員、薪酬委員會主席及投資委員會成員，自二零一七年三月二十四日起生效。

除上文所披露者外，根據上市規則第13.51B(1)條，並無其他事項需要作出披露。

購買、出售或贖回本公司的上市證券

截至二零一七年六月三十日止六個月，本公司於二零一七年四月以總代價45,710,640港元於聯交所購回18,487,000股本公司股份(每股最高價為2.66港元及每股最低價為2.29港元，有關股份於二零一七年六月二日註銷)。董事認為該等購回可提升本集團之每股盈利且將對股東整體有利。因應市況，本公司或會在董事可能認為適當的情況下進一步購回股份。

Save for the disclosed above, neither the Company, nor any of its subsidiaries, had repurchased, sold or redeemed any of its listed securities during the six months ended 30 June 2017.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions ("Securities Dealing Code"). Upon specific enquiries, all Directors confirmed that they have complied with the relevant provisions of the Securities Dealing Code throughout the six months ended 30 June 2017. Senior management who, because of their office in the Company, are likely to be in possession of inside information, have also been requested to comply with the provisions of the Securities Dealing Code.

ARRANGEMENT FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed herein, at no time during the six months ended 30 June 2017 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

除上文所披露者外，截至二零一七年六月三十日止六個月，本公司或其任何附屬公司均無購回、出售或贖回其任何上市證券。

董事進行證券交易的標準守則

本公司已採納標準守則作為其有關董事進行證券交易的行為守則（「證券交易守則」）。經作出具體查詢後，全體董事均已確認彼等於截至二零一七年六月三十日止六個月整個期間一直遵守證券交易守則的相關條文。因受聘於本公司而可能獲得內幕消息的高級管理層亦須遵守證券交易守則的條文。

董事購買股份或債權證的安排

除本報告所披露者外，於截至二零一七年六月三十日止六個月任何時間，概無向任何本公司董事或彼等各自的配偶或未成年子女授出可透過收購本公司股份或債權證而獲益的權利，亦無該等權利獲彼等行使，本公司、其控股公司或其任何附屬公司並無參與訂立任何安排讓本公司董事可透過收購本公司或任何其他法團的股份或債務證券（包括債權證）而獲利。

Corporate Governance and Other Information (continued)

企業管治及其他資料(續)

CORPORATE GOVERNANCE

The Board is committed to upholding a high standard of corporate governance and business ethics in the firm belief that they are essential for enhancing investors' confidence and maximizing shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of stakeholders, comply with increasingly stringent regulatory requirements and fulfill its commitment to excellence in corporate governance. After reviewing the Company's corporate governance practices and the relevant regulations of the Corporate Governance Code and Corporate Governance Report (the "CG code") as set out in Appendix 14 to the Listing Rules, the Board is satisfied that the Company complied with the CG code provisions for the six months ended 30 June 2017.

REVIEW OF INTERIM FINANCIAL STATEMENTS

The interim financial report is unaudited, but has been reviewed by the audit committee of the Company. It has also been reviewed by KPMG in accordance with the Hong Kong Standard on Review Engagements 2410, Review of interim financial information performed by the independent auditor of the entity, issued by the Hong Kong Institute of Certified Public Accountants. KPMG's independent review report to the Board of Directors is included on pages 23 to 24.

企業管治

董事會致力秉持高水平的企業管治及商業道德標準，堅信此乃提升投資者信心及增加股東回報的必然舉措。董事會不時檢討其企業管治慣例以符合權益持有人日益提高的期望、遵守愈發嚴格的監管規定並履行其對卓越企業管治的承擔。經審閱本公司的企業管治慣例以及上市規則附錄十四所載企業管治守則及企業管治報告(「企業管治守則」)的相關規例，董事會信納本公司於截至二零一七年六月三十日止六個月已遵守企業管治守則條文。

審閱中期財務報表

中期財務報告為未經審核，但已由本公司審核委員會審閱，並已由畢馬威會計師事務所根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」審閱。畢馬威會計師事務所致董事會的獨立審閱報告載於第23至24頁。

Cabbeen

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